

**SECOND AMENDMENT TO AGREEMENT NO. 10911 BETWEEN ALACHUA COUNTY AND
UPPERCASE INC FOR PROFESSIONAL SERVICES**

THIS SECOND AMENDMENT TO AGREEMENT NO. 10911, made and entered into this _____ day of _____ A.D. 2020, by and between Alachua County, a charter county and political subdivision of the State of Florida, by and through its Board of County Commissioners, hereinafter referred to as "County", and UPPERCASE INC, doing business at 5108 North Nebraska Ave, Tampa, FL 33603, hereinafter referred to as the "Professional". Collectively the County and the Professional are hereinafter referred to as the "Parties".

WITNESSETH:

WHEREAS, pursuant to Request for Proposal, RFP, # 18-806 the parties hereto previously entered into the Agreement for Professional Services between Alachua County and Uppercase, Inc., (the "Agreement", dated May 4th, 2018, for the provision of **Social Marketing Campaign Development and General Education Services**; and,

WHEREAS, the Parties previously entered into the First Amendment to the Agreement (the "First Amendment") dated August 14th, 2018, through which the County exercised its option to extend the term of the Agreement through September 30, 2020 (the "First Option Term"); and

NOW, THEREFORE, the County desires to further amend the Agreement by exercising its option to further renew the Agreement through September 30, 2022 (the "Second Option Term"), therefore the Parties hereby agree to amend the Agreement dated as follows:

A. SECTION 1 of the Agreement, Term, is amended in its entirety to read:

- 1.1 This Agreement is effective on the date executed by both parties and continues until September 30, 2022, unless earlier terminated as provided herein.
- 1.2 The County's performance and obligation to pay under this Agreement is contingent upon a specific annual appropriation by the Board of County Commissioners. The Parties hereto understand that this Agreement is not a commitment of future appropriations and that this Agreement may be terminated early due to the absence of specific annual appropriations to fund this Agreement.

This SECOND Amendment shall take effect October 1, 2020, after execution by both Parties.

SAVE and EXCEPT as expressly amended herein, all other terms and provisions of the original Agreement between the parties, dated , shall be and remain in full force and effect.

REMAINDER OF PAGE INTENTIONALLY LEFT BLANK

IN WITNESS WHEREOF, the parties have caused this SECOND Amendment to Agreement to be executed for the uses and purposes therein expressed on the day and year first above-written.

ALACHUA COUNTY, FLORIDA

By: _____
Robert Huthinson, Chair
Board of County Commissioners
Date: _____

ATTEST:

APPROVED AS TO FORM

Jesse K. Irby II, Clerk

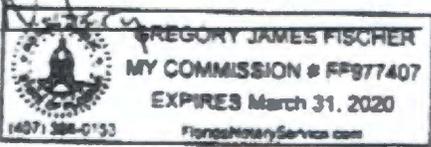
Alachua County Attorney's Office

(SEAL)

PROFESSIONAL

ATTEST
By: _____
Print: Gregory James Fischer

By: _____
Print: Dorian Morgan

Title: _____


Title: Director of Research and Social Marketing
Date: 03/11/2020

INCORPORATED OR ARE OTHERWISE NOT A NATURAL PERSON, PLEASE PROVIDE A CERTIFICATE OF INCUMBANCY AND AUTHORITY, OR A CORPORATE RESOLUTION, LISTING THOSE AUTHORIZED TO EXECUTE AGREEMENTS. IF A NATURAL PERSON, THEN YOUR SIGNATURE SHOULD BE NOTARIZED. SAMPLE FORMATS FOR NOTARY ARE AVAILABLE ON THE INTRANET UNDER THE PURCHASING/PROCUREMENT SECTION.

UPPERCASE, Inc.

(Insert Name of Corporation)

**CORPORATE RESOLUTION GRANTING SIGNING AUTHORITY
AND AUTHORITY TO CONDUCT BUSINESS**

The Board of Directors ("Directors") of UPPERCASE, Inc., a
(insert name of company)

Florida
(insert state of incorporation) corporation (the "Corporation"), at a duly and properly

held meeting on the 1st day of January, 2020, did hereby consent to, adopt,

ratify, confirm and approve the following recitals and resolutions:

WHEREAS, the Corporation is a duly formed, validly existing corporation in good standing under the laws of the State of Florida and is authorized to do business in the State of Florida; and

WHEREAS, the Corporation desires to grant certain persons the authority to execute and enter into contracts and conduct business on behalf of the Corporation.

NOW, THEREFORE, BE IT RESOLVED, that any of the following officers and employees of the Corporation listed below are hereby authorized and empowered, acting alone, to sign, execute and deliver any and all contracts and documents on behalf of the Corporation, and to do and take such other actions, including but not limited to the approval and execution of contracts, purchase orders, amendments, change orders, invoices, and applications for payment, as in his or her judgment may be necessary, appropriate or desirable, in connection with or related to any bids, proposals, or contracts to, for or with to Alachua County, a charter

county and political subdivision of the State of Florida:

NAME

TITLE

Dorian Morgan

Director of Research and Social Marketing

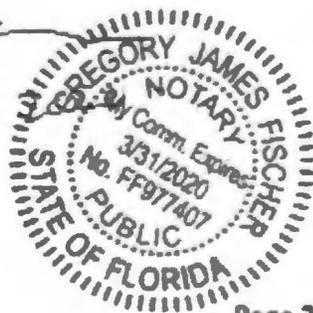
Matthew Morgan

President

BE IT RESOLVED THAT, these resolutions shall continue in full force and effect, and may be relied upon by Alachua County, until express written notice of their rescission or modification has been received by the Purchasing Manager of Alachua County. Any revocation, modification or replacement of these resolutions must be accompanied by documentation satisfactory to the Purchasing Manager of Alachua County, establishing the authority for the changes.

IN WITNESS WHEREOF, I have executed my name as President and have hereunto affixed the corporate seal of the above-named Corporation this 1st day of January, 20 20 , and do hereby certify that the foregoing is a true record of a resolution duly adopted at a meeting of the Board of Directors of the Corporation and that said meeting was held in accordance with state law and the Bylaws of the Corporation, and that the resolution is now in full force and effect without modification or rescission.

[Handwritten signature]
March 10,



Officer of the Corporation

By: *[Handwritten signature]*

Matthew Morgan

(Print Officer's Name)