

## AMENDMENT TO TAKEOVER AGREEMENT

This Amendment to Takeover Agreement (the "Amendment") is made and entered by and between Western Surety Company (the "Surety"), and Humboldt County (the "Obligee") (collectively, the "Parties") and shall be effective as of the last date executed below.

### RECITALS:

WHEREAS, the Surety and the Obligee entered into a Takeover Agreement, effective as of October 8, 2019, a copy of which is attached hereto as Exhibit A (the "Agreement");

WHEREAS, as required by the terms of the Agreement, the Surety retained the services of Benchmark Consulting Services, LLC ("Benchmark") as the Surety's "Consultant," as defined in the Agreement, and to serve as the Surety's Authorized Representative for the Project;

WHEREAS; after the effective date of the Agreement, J.S. Held LLC, acquired Benchmark; and

WHEREAS, the Surety and Obligee desire to amend the Agreement on the terms and conditions set forth below.

NOW, THEREFORE, for and in consideration of the foregoing recitals, and the further consideration and mutual benefits provided below, and other good and valuable consideration, the sufficiency of which are hereby acknowledged, the Obligee and Surety agree as follows:

1. J.S. Held, LLC, will take the place of Benchmark under the terms of the Agreement and shall be the "Consultant" as defined in the Agreement.
2. As amended by this Amendment, the Agreement shall remain in full force and effect and is ratified by Surety and Obligee.
3. This Amendment may be executed in one or more counterparts, and by regular mail, facsimile, email, or PDF signature, each of which shall be deemed a duplicate original but all of which together shall constitute one and the same counterpart. Facsimile, email, or PDF signatures on this Amendment shall be deemed as original signatures for all purposes.
4. Surety expressly agrees and acknowledges that, through signing this Amendment, all terms herein shall be null and void absent consent to this Amendment by, and execution on behalf of, the Obligee, through its Board of Supervisors.

IN WITNESS WHEREOF, the Parties have executed this Amendment on the date indicated below and each party warrants they have the full right, power and authority to execute this Amendment on behalf of the respective party.

Dated: 12/16/19

COUNTY OF HUMBOLDT

BY: *[Signature]*  
TITLE: Chair Board of Supervisors

Dated: 11-21-19

WESTERN SURETY COMPANY

BY: *Nancy L. Stangel*  
Nancy L. Stangel,  
Authorized Representative