

**AGREEMENT BETWEEN THE COUNTY OF SANTA CLARA AND
SEQUOIA VOTING SYSTEMS, INC.
FOR A DIRECT RECORDING ELECTRONIC VOTING SYSTEM**

This Agreement is entered into effective April 29, 2003, between the County of Santa Clara, a political subdivision of the State of California ("County"), and Sequoia Voting Systems, Inc., a Delaware corporation ("Sequoia"), to provide a Direct Recording Electronic Voting System to County for use by the County Registrar of Voters.

RECITALS

1. All California counties with punch-card voting systems, including the County of Santa Clara, are required by court order to convert from their present systems to a new system no later than March 2, 2004.
2. County issued a Request for Proposal (RFP) #2565 for ROV Direct Recording Electronic (DRE) Voting System, on July 19, 2002, and received Sequoia's response to the RFP on August 9, 2002.
3. County's objective is to procure and implement a high-quality, efficient and cost-effective system that will deliver accurate, error-free and rapid results for all elections.
4. Sequoia is certified by the State of California and the United States government to provide these products and services to replace County's present punch-card voting system.
5. Sequoia represents that it has the necessary resources to provide these products and services and to successfully conduct all elections and canvasses beginning with the November 4, 2003 election in accordance with this Agreement.
6. County desires to purchase Sequoia's AVC Edge Touch Screen Voting System, Sequoia 400-C Optical Scan Ballot Counters and related software, products and services as set forth in this Agreement.

AGREEMENT

1. EXHIBITS AND CONTENTS

This Agreement includes these attached exhibits:

Exhibit A	Hardware, Software and Support Services Compensation Plan
Exhibit B	Statement of Work
Exhibit C	Description of Warranty, Maintenance and Support
Exhibit C1	AVC Edge and Card Activator – Terms of Extended Warranty
Exhibit C2	Sequoia 400-C Optical Scan Ballot Counter – Terms of Extended Warranty
Exhibit D	WinEDS Software – Terms of Software License
Exhibit E	Indemnity and Insurance
Exhibit F	Performance Bond
Exhibit G	Designation of Sub-Contractors
Exhibit H	Escrow Agreement