

FIRST AMENDMENT TO AGREEMENT

THIS FIRST AMENDMENT TO AGREEMENT is made and entered into as of this ____ day of _____, 2019, by and between

THE SCHOOL BOARD OF BROWARD COUNTY, FLORIDA
(hereinafter referred to as "SBBC"),
a body corporate and political subdivision of the State of Florida,
whose principal place of business is
600 Southeast Third Avenue, Fort Lauderdale, Florida 33301

and

THINKMAP, INC.
(Hereinafter referred to as "VENDOR"),
whose principal place of business is
599 Broadway, 9th Floor, New York, NY 10012

WHEREAS, SBBC and VENDOR entered into an Agreement dated August 8, 2017 (hereafter "Agreement"); and

WHEREAS, VENDOR provides access to their online platform Vocabulary.com (here in after referred as "Vocabulary.com"), a platform for systematic, lasting vocabulary improvement that goes beyond rote memorization to truly teach all the meanings and subtle nuances of words. Backed by research and used in over 28,000 schools, Vocabulary.com has been integrated into the Broward County curriculum and Broward teachers' everyday activities; and

WHEREAS, the parties mutually desire to amend certain provisions of the Agreement through this First Amendment to Agreement (hereafter "Amendment").

NOW, THEREFORE, in consideration of the premises and of the mutual covenants contained herein and other good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, the Parties hereby agree as follows:

1.01 **Recitals.** The Parties agree that the foregoing recitals are true and correct and that such recitals are incorporated herein by reference.

1.02 **Term of Agreement.** Pursuant to Section 2.0 of the Agreement, the term of the Agreement is hereby extended from August 1, 2019 through July 31, 2020, unless terminated earlier pursuant to Section 3.05.

1.03 **Order of Precedence among Agreement Documents.** In the event of conflict between the provisions of the Agreement and the provisions contained herein, the provisions of the following documents shall take precedence in this order:

- a) This First Amendment to Agreement; then
- b) the Agreement.

1.04 **Other Provisions Remain in Force.** Except as expressly provided herein, all other portions of the Agreement remain in full force and effect.

1.05 **Authority.** Each person signing this First Amendment to Agreement on behalf of either party individually warrants that he or she has full legal power to execute this First Amendment to Agreement on behalf of the party for whom he or she is signing, and to bind and obligate such party with respect to all provisions contained in this First Amendment to Agreement.

IN WITNESS WHEREOF, the Parties hereto have made and executed this First Amendment to Agreement on the date first above written.

[THIS SPACE INTENTIONALLY LEFT BLANK; SIGNATURE PAGES FOLLOW]

FOR SBBC:

(Corporate Seal)

THE SCHOOL BOARD OF BROWARD
COUNTY, FLORIDA

ATTEST:

By _____
Heather P. Brinkworth, Chair

Robert W. Runcie, Superintendent of Schools

Approved as to Form and Legal Content:

Office of the General Counsel

[THIS SPACE INTENTIONALLY LEFT BLANK; SIGNATURE PAGE FOLLOWS]

FOR VENDOR

(Corporate Seal)

THINKMAP, INC.

ATTEST:

By *Michael Freedman*
Signature

, Secretary

Printed Name: Michael Freedman

Title: CEO

-or-

[Signature]
Witness

[Signature]
Witness

STATE OF New York

COUNTY OF New York

The foregoing instrument was acknowledged before me this 29th day of May, 2019 by Michael Freedman of

Thinkmap Inc. on behalf of the corporation/agency. He/She is personally known to me or produced NYS Driver License as identification and did/did not first take an oath. Type of Identification

My Commission Expires:

[Signature]
Signature – Notary Public

AKASH RAMLACKHAN
Printed Name of Notary

(SEAL)

01RA6387933
Notary's Commission No.

Akash Ramlackhan
NOTARY PUBLIC, STATE OF NEW YORK
Registration No. 01RA6387933
Qualified in Queens County
Commission Expires February 25, 2023