

AMENDMENT 1 TO EQUALIS GROUP MASTER AGREEMENT

This first Amendment (this "**Amendment 1**") to the Equalis Group Master Agreement (the "**Agreement**") is made and entered into as of the October 1, 2023 (the "**Amendment 1 Effective Date**"), by and between The Cooperative Council of Governments ("**CCOG**"), Equalis Group, LLC ("**Equalis Group**"), and OPEX Corporation ("**OPEX**").

RECITALS

- A. The Parties hereto entered into that certain Equalis Group Master Agreement, dated as of first of May, 2021, and the Parties desire to amend the Agreement, on the terms and conditions as provided herein.
- B. The Parties hereto agree that the Agreement is amended as stated herein and that this Amendment shall be incorporated into the Agreement and made a part thereof.

NOW, THEREFORE, in consideration of the mutual covenants set forth herein, the Parties agree as follows:

1. Delete the entirety of **Appendix B** and replace with the following:

APPENDIX B: PRODUCTS & SERVICES; PRICING

The following terms and conditions will apply to any purchase or utilization of the Products & Services from OPEX. This Appendix may be modified at any time with the mutual written consent of OPEX and Equalis.

1. **Products & Services**

OPEX is the sole source manufacture of the OPEX products which are manufactured and/or assembled at OPEX's world headquarters in Moorestown, NJ (Made in the USA) and below please find the general product description:

a) **OPEX Falcon® scanner series with RED (FalconV+ or Falcon+ scanner integrated with the Model 72 (RED))**

Falcon® scanner series with RED (FalconV+ or Falcon+ scanner integrated with the Model 72 (RED)) combines the extraordinary capabilities of the Falcon® scanner series with the most efficient envelope opening and extraction unit on the market, the OPEX Model 72 Rapid Extraction Desk ("RED"). One operator can open envelopes, extract contents, and scan everything in one step, on one platform, with little or no prep.

Efficient envelope opening is achieved using milling cutter technology and an auto-jog transport that shifts envelope contents away from the cutters, making the Falcon® scanner series with RED ideal for applications that involve thick or over-stuffed envelopes. Additionally, the Model 72 can process intermixed envelopes of varying thicknesses, including items that were previously difficult to process like multi-page forms, tax documents and other similar, thicker envelopes.

b) OPEX Falcon+ scanner

From document conversion services to mobile scanning to digital mail centers, the Falcon+ scanner offers a prep-reducing solution to address the most pressing of scanning needs all in one flexible platform. Falcon+ allows operators to prep and scan at a faster rate than most current prep-only processes. This significantly reduces costs associated with preparing documents for scanning. Additionally, minimizing prep, paper handling, and other manual tasks not only improves efficiency, but also results in superior document integrity. Documents are handled once and converted to image. Operators can view images in real-time to ensure proper capture and identification. This reduces time-consuming and costly rescans later in the process. The advantages start with Falcon+'s unique feeder which provides a dynamic process proven to reduce prep and increase scanning accuracy. Patented drop-feed technology allows for efficient scanning directly from file folders, while intelligent packet sensing capabilities adjust track speed for optimal scanning throughput. The high-capacity feeder handles large stacks of mixed document types, making the need for additional high-volume production scanners unnecessary. Falcon+'s unique Rescan Feeder is designed for fast and efficient rescans without disrupting the overall scanning process.

c) OPEX FalconV+ scanner

The FalconV+ is a high-speed scanner that allows operators to prep and scan at a faster rate than most current prep-only processes. This significantly reduces costs associated with preparing documents for scanning. Additionally, minimizing prep, paper handling, and other manual tasks not only improves efficiency, but also results in superior document integrity. Documents are handled once and converted to images. Operators can view these images in real-time to ensure proper capture and identification. This reduces time-consuming and costly rescans later in the process.

The advantages start with the FalconV+ specialized feeder which provides a dynamic process proven to reduce prep and increase scanning accuracy. Patented drop-feed technology allows for efficient scanning directly from file folders, while intelligent packet sensing capabilities adjust track speed for optimal scanning throughput. The high-capacity feeder handles large stacks of mixed document types, making the need for additional high-volume production scanners unnecessary. The machine's unique Rescan Feeder is designed for fast and efficient rescans without disrupting scanning operations.

In sum, Falcon® scanner series can process payments and scan documents directly from file folders, sealed envelopes, or any other document storage type and produce images and usable data in mere seconds. Documents are handled only once, significantly reducing labor costs while increasing document security.

d) CertainScan Software

Included with the Falcon+, FalconV+, and Gemini scanner, OPEX's® CertainScan™ software makes an intelligent scanner even smarter. Often referred to as the brains of the operation, CertainScan has driven every OPEX scanner since 2003. With its ability to build customized scanning jobs and identify page types within a job, it is a labor-saving tool in its own right. CertainScan automates many traditional document preparation activities, including eliminating patch sheets, classifying documents, creating indexes, editing batches in-line, customizing output files, sorting documents both physically and virtually, and enhancing security – and much more.

e) Model 72 Rapid Extraction Desk (RED)

The Model 72 Rapid Extraction Desk, or RED for short, redefines efficiency in the envelope

opening process! Designed with the operator in mind, the Model 72™ extraction desk is the perfect blend of ergonomics, ease-of-use and accessibility. The Model 72™ extraction desk provides an exceptional increase in measurable operator productivity. This adds up to increased operator satisfaction and more efficient mail opening and extracting. Equipped with an all-new feeder, milling cutter capability, and an auto-jog transport that shifts envelope contents away from the cutters, the machine is ideal for applications that involve thick or over-stuffed envelopes. The Model 72 can process intermixed envelopes of varying thicknesses with ease, up to 0.375”.

f) OPEX Gemini™

A revolutionary technological breakthrough, Gemini® combines the versatility of Right-Speed Scanning, exceptional image quality, and the configurability of the CertainScan® software suite. With dual feeder capabilities, the OPEX® Gemini scanning solution is the only scanner to handle all document types at the right-speed, requiring only minimal document prep while eliminating multiple scanning devices. Whether you're scanning clean stacks or difficult-to-prepare, damaged, or delicate documents, Gemini will power your business now and in the future.

g) OPEX OMATION® Series 306™ Envelopener®

The OMATION Model 306, with its ability to operate at a rated speed of up to 40,000 envelopes per hour, contains OPEX's latest mail opening technology and sets a new standard for high volume mail processing. The improved milling cutter with 8 cut-depth positions removes chips as small as 0.01" from the envelope edge, producing a soft, feathered edge while protecting valuable envelope contents. Even overnight delivery envelopes are no match for the Model 306. Both Models include three conveniently placed mail tray holders that are easily accessible to the operator. Equipped with a new and robust operator control software interface, multiple job setups can be done with ease and flexibility via Job Options. The Model 306 allows multiple operators to configure unique job settings while providing optional password protection. The machine even supports multiple languages!

h) OPEX OMATION® Series 210™ Envelopener®

Designed with small and medium operations in mind, the OMATION Series 210 Envelopener is the latest addition to the world's most advanced envelope opening product line. Utilizing state-of-the-art milling cutting technology, the Series 210 is a compact tabletop unit ideal for operations opening between 200 and 2,000 pieces per day. With the ability to open a wide range of envelopes, the Series 210 is both quick and efficient.

i) OPEX OMATION® Series 410™ Envelopener®

Perfect for mail centers that need to open and date stamp between 200 and 2,000 envelopes a day, the OMATION Series 410 Envelopener is an excellent addition to the legendary OMATION product line. Employing state-of-the-art milling cutting technology, the Series 410 is a compact tabletop envelope opener ideal for teams that need to open mail of mixed sizes and thickness as well as printed receipt information on the envelope. The Series 410 quickly and efficiently opens mail at up to 400 envelopes per minute.

j) OPEX Mail Matrix

Mail Matrix is a mixed mail sorting system designed to easily sort the widest range of media and address formats ever. Mail Matrix can process letters, flats, magazines, newspapers,

accountable mail, interoffice mail and even small parcels in a single pass. Using its unique iBOT delivery method to send pieces to individual bins ranging in number from 30 to a maximum of 1,020, Mail Matrix provides a scalable throughput rate that can achieve speeds of up to 3,000 pieces per hour. In a world of tight deadlines and complex variables in the sorting process, Mail Matrix meets every challenge with unparalleled speed and accuracy.

k) Installation and Standard Operator Training

The purchase of the OPEX products includes the initial one-time installation at Equalis Group Participant's equipment site, as further described in the applicable OPEX Customer Agreement, and standard operator training which shall be provided directly by OPEX personnel.

l) OPEX's Maintenance Service Program

OPEX is the sole authorized source for parts and service on its products. No third party has been authorized to act on behalf of OPEX regarding OPEX warranty service or maintenance support. Warranty claims and end user maintenance requests are handled exclusively by service technicians who are direct employees of OPEX's national service organization, and such services are performed physically at the product installation site. To request service, simply call (1-800-673-9288) 24/7 and a member of OPEX's Communications Department who is a direct employee of OPEX, located at our Moorestown, New Jersey facilities will dispatch the OPEX service technician to the product installation site following receipt of your service call, during OPEX's standard contracted on-call coverage period. Accordingly, the following is a short description of the two different types of maintenance service plans an Equalis Group Participant can purchase, based on the location of the product installation site.

(i) On-Call Maintenance Service

OPEX's on-call maintenance program includes all labor and replacement parts necessitated by normal wear. OPEX's on-call maintenance program includes all labor and replacement parts excluding consumable items (i.e., toner, ink cartridge, paper, etc.) necessitated by normal wear and tear from normal use of the OPEX products and necessary to maintain the OPEX products in good operating condition, during the standard contracted on-call coverage period of 7 AM – 3 PM, site local time, Monday-Friday, excluding OPEX holidays. Upon receipt of a service call, OPEX's service technician will exert all reasonable efforts to arrive at the product site within four (4) hours, during OPEX's the standard contracted on-call coverage period.

(ii) Remote Maintenance Service

Some site locations may be designated as remote due to their physical distance from other OPEX service contracts and/or technician territories. Remote Maintenance is provided with the same type of on-call service as described above however, the response time is extended and then number of PMs may be adjusted based on the location and number of equipment. For sites designated as Remote Maintenance, Equalis Group Participants will want to engage in conversation with OPEX's Account Executive and Regional Service Manager to determine the response time and number of service calls annually for that contract.

The definition of Products & Services may be amended from time to time upon the mutual written agreement of OPEX and Equalis.

Throughout the entire Term of this Agreement, OPEX shall provide at least sixty (60) calendar days written notice to Equalis relating to adding or deleting a Product (which may include the optional features that are available for purchase to a Prospective Participant) and/or adding and/or deleting a specific of Service.

2. Pricing for Products & Services

See the attached price list of Products & Services.

3. Price Adjustments

Should it become necessary or proper at any time during the entire Term of this Agreement for OPEX to make any change in design, model type or any alterations (which includes without limitation a general price increase) that will increase expense, Equalis Group must be notified immediately. Price increases must be approved by CCOG which shall not be unreasonably withheld, delayed and/or conditioned and no payment for additional materials or services, beyond the amount stipulated in the Master Agreement, shall be paid without prior approval. All price increases must be supported by manufacturer documentation, or a formal cost justification letter. For clarity purposes, since OPEX is the manufacturer of the Products, it will provide to Equalis the then-current published commercial pricing documentation to justify the annual pricing increase for which such documentation will not include the Administrative Fee as set forth in Appendix C to the Administration Agreement that will be executed by both Parties concurrently with this Agreement.

OPEX must honor previous prices for thirty (30) days after approval and written notification from Equalis Group if requested.

It is OPEX's responsibility to keep all pricing up to date and on file with Equalis Group. All price changes must be provided to Equalis Group, using the same format as was accepted in the original contract.

4. OPEX Customer Agreements

OPEX may provide a written proposal to any Prospective Participant or Program Participant for the purchase of any of the Products or Services under this Agreement as described in this Appendix B ("Customer Agreement"). Customer Agreement shall contain terms and conditions applicable to the specific Products and Services being provided to the applicable Program Participant by OPEX, and such terms and conditions are hereby incorporated herein by reference. In the event of any conflict between the terms of the Customer Agreement, Master Agreement, or any and all other transaction documents, the terms and conditions as set forth in the applicable Customer Agreement shall apply. Any Customer Agreement entered into as a result of the Master Agreement is exclusively between the Program Participant and OPEX. Neither CCOG, Equalis Group, its agents, Member and employees shall be made party to any claim for breach of such agreement.

2. Capitalized terms not otherwise defined in this Amendment 1 shall have the same meaning as set forth in the Agreement. This Amendment 1 may be executed in any number of multiple counterparts, each of which shall be deemed an original, but all of which together constitute one and the same instrument. Scanned original signatures will be considered original signatures. Any provision not specifically modified by this Amendment 1 shall remain in full force and effect.

IN WITNESS WHEREOF, the Parties hereto have caused this Agreement to be executed by their duly authorized representatives as of the Effective Date.

THE COOPERATIVE COUNCIL OF GOVERNMENTS, INC.

By: *Franklyn A. Corlett*
Franklyn A. Corlett (Oct 19, 2023 09:38 EDT)

Name: Frankly A. Corlett

As: CCOG Board President

Date: Oct 19, 2023

OPEX CORPORATION

By: *J. Scott Ackley*

Name: J. Scott Ackley

As: Associate Counsel

Date: Oct 19, 2023

EQUALIS GROUP, LLC.

By: *Eric Merkle*
Eric Merkle (Oct 19, 2023 13:46 CDT)

Name: Eric Merkle

As: EVP, Sourcing & Operations

Date: Oct 19, 2023











Agreement - CCOG and Opex (Master) - 2021.05.01 (Amendement 1) - 2023.10.01

Final Audit Report

2023-10-19


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