

CONTRACT AMENDMENT (#2)
FOR
Agreed Upon Procedures Reports

THIS CONTRACT AMENDMENT made and entered into this 15 day of JUNE, 2011 by and between the County of Cuyahoga, Ohio (the "County"), and Watson, Rice & Company, Incorporated (WR&Co.) (hereinafter referred to as Watson Rice), an Ohio corporation with principal office located at 850 Euclid Avenue, Cleveland, Ohio 44114 (the "Provider").

Whereas the COUNTY desires to amend the contract for the purpose of extending the contract period until August 31, 2011.

V. TERM

This Amendment will extend the time period until **August 31, 2011**

XIII. ENTIRE AGREEMENT

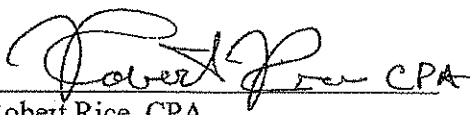
This Agreement constitutes the full and complete expression of the Agreement between the parties and supersedes any prior contemporaneous oral or written agreements. This Agreement shall not be amended, except by a written instrument signed by both parties.

BY ENTERING INTO THIS CONTRACT, I AGREE ON BEHALF OF THE CONTRACTING OR SUBMITTING BUSINESS ENTITY, ITS OFFICERS, EMPLOYEES, SUBCONTRACTORS, SUBGRANTEES, AGENTS OR ASSIGNS, TO CONDUCT THIS TRANSACTION BY ELECTRONIC MEANS BY AGREEING THAT ALL DOCUMENTS REQUIRING COUNTY SIGNATURES MAY BE EXECUTED BY ELECTRONIC MEANS, AND THAT THE ELECTRONIC SIGNATURES AFFIXED BY THE COUNTY TO SAID DOCUMENTS SHALL HAVE THE SAME LEGAL EFFECT AS IF THAT SIGNATURE WAS MANUALLY AFFIXED TO A PAPER VERSION OF THE DOCUMENT. I ALSO AGREE ON BEHALF OF THE AFOREMENTIONED ENTITIES AND PERSONS, TO BE BOUND BY THE PROVISIONS OF CHAPTERS 304 AND 1306 OF THE OHIO REVISED CODE AS THEY PERTAIN TO ELECTRONIC TRANSACTIONS, AND TO COMPLY WITH THE ELECTRONIC SIGNATURE POLICY OF CUYAHOGA COUNTY.

All other terms and conditions of the contract, which have not been expressly modified, shall remain in full force and effect.

Watson Rice & Company, Incorporated

COUNTY OF CUYAHOGA, OHIO


Robert Rice, CPA

X 
Edward FitzGerald, County Executive