

**AMENDMENT No. 2 to the  
INMATE TELEPHONE SERVICES AGREEMENT**

This Amendment No. 2 to the Inmate Telephone Service Agreement, as previously amended with its original Cutover Date of 7/19/2017 (the "Agreement") is made by and between **Inmate Calling Solutions, LLC, d/b/a ICSolutions ("ICS")** and the **Mesa County, Colorado, a political subdivision of the State of Colorado, by and through the Mesa County Sheriff** (the "County") effective with the revenue month of July, 2018.

Whereas, the parties wish to amend the Agreement as follows:

1. Capitalized terms not expressly defined herein shall have the meaning ascribed thereto under the Agreement.
2. The initial Term of the Agreement shall be through July 18, 2022 with one year renewal options continuing to apply thereafter.
3. The Equipment, as more fully described on Exhibit B to the Agreement, is hereby amended to add the following:
  - Video Visitation units shall be enhanced to include the inmate telephone application.
4. The call revenue Commission rate, set forth on Exhibit D to the Agreement, is hereby amended to be 70.5% and the Video Visitation System ("VVS") offset of \$.50 per call shall continue to apply through the amended initial Term. However, once ICS has collected an aggregate offset amount of \$223,908.25, the VVS offset shall no longer apply.
5. CaseMaker Law Library application will no longer be invoiced as stated in Amendment 1. Going forward it will be deducted from the commissions.
6. Exhibit D is also amended so that the last paragraph reads as follows:

*"Commissions, which are payable to County each month using the Commission rate set forth above, shall be subject to a minimum annual guarantee ("MAG") of \$168,000 per Term year. Actual Commissions paid to County during each Term year, plus any applied VVS offset, shall be reconciled against the MAG and any shortfall paid to County within 30 days of the end of each such Term year."*
7. Except as amended herein, the Agreement shall remain in full force and effect.

*{Remainder of page intentionally left blank. Signature page follows.}*

IN WITNESS WHEREOF, the parties hereto have executed this Amendment by their duly authorized representatives:

**Inmate Calling Solutions, LLC  
d/b/a ICSolutions**

*Michael Kennedy*  
(Signature)

\_\_\_\_\_  
(Printed Name)

\_\_\_\_\_  
(Title)

\_\_\_\_\_  
(Date)

**Mesa County, CO**

*Matt Lewis*  
(Signature)

MATT LEWIS  
(Printed Name)

MESA COUNTY SHERIFF  
(Title)

07/23/18  
(Date)