

**ADDENDUM 1 TO THE
STATE OF OKLAHOMA MASTER AGREEMENT
DATED JUNE 14, 2019**

This Addendum 1 (“Addendum”) to the Master Agreement is entered into and made effective as of August 17, 2020, by and between Idemia Identity and Security USA LLC, 11951 Freedom Drive, Suite 1800 Reston, VA 20190 (“**Idemia**”), State of Oklahoma, by and through the Office of Management and Enterprise Services (“**State**”).

WHEREAS, Idemia and State are parties to the Master Agreement effective June 14, 2019 (the “**Agreement**”) to provide mobile identification and verification software and services as more particularly described in the Agreement (the “**Services**”); and

WHEREAS, Section I.A. of the Agreement permits the parties to extend certain Services to Oklahoma State Agencies (a “**Customer**”) subject to the Parties amending the Agreement with an addendum; and

WHEREAS, the parties wish to expand the participation services offered by Idemia to State and Customers to include proofing and validation by relying parties, as further defined herein.

NOW THEREFORE, in consideration of the foregoing recitals and the mutual promises set forth herein, the parties hereto agree as follows:

1. The parties hereby agree to extend the Agreement as follows:
 - 1.1 The Oklahoma Employment Security Commissions (“**OESC**”) is eligible to use the Services to i) proof and validate an Individual’s identity using OESC’s or a third party’s portal to capture the Individual’s credential and other information or data for verification (the “**IPV Service**”), (collectively, the “**Participation Services**”).
 - 1.2 OESC will issue a Purchase Order as per Section V of the Master Agreement and will receive Participation Services in accordance with the Agreement and Idemia standard terms for Relying Parties.
 - 1.3. **ADDITIONAL TERMS FOR PARTICIPATION SERVICES:**
 - 1.3.1. **IDEMIA** shall issue invoices on a regular basis for payment of services and fees provided during the invoiced period.
 - 1.3.2. Payment terms for invoices are Net 45 days from the date of the invoice.
 - 1.3.3. OESC shall execute the Participation Agreement in the form substantially similar to Exhibit A.
2. The Participation Services provided to OESC are subject to the terms and conditions of the Agreement, including the Contract Document thereto, applicable to the Participation Services.

3. This Addendum shall be construed and interpreted in accordance with the laws of the State of Oklahoma without giving effect to its principles of conflict of laws.
4. As amended by this Addendum, all provisions of the Agreement shall remain in full force and effect. In the event of a conflict between this Addendum and the Agreement, this Addendum shall take precedence.

IN WITNESS WHEREOF, intending to be bound hereby, the parties hereto have caused their authorized representatives to subscribe their names hereunder, effective as of the Effective Date, regardless of the date actually signed.

IDEMIA IDENTITY & SECURITY USA LLC

STATE OF OKLAHOMA

DocuSigned by:
Pierre Chaboussant
9405551A8D414B1...
By: _____
Name: ~~Ed Casey~~ Pierre Chaboussant
Title: ~~CEO~~ COO

Jerry Moore
By: _____
Name: Jerry Moore
Title: CIO

**EXHIBIT A
OKLAHOMA EMPLOYMENT SECURITY COMMISSION (OESC)
PARTICIPATION AGREEMENT**

This Participation Agreement is made this 17 day of August, 2020 (“Effective Date”) between the State of Oklahoma by and through the Oklahoma Employment Security Commission (“Customer”) and Idemia Identity & Security USA LLC (“Vendor”) and is a Contract Document in connection with the contract resulting from Oklahoma Statewide Contract No. 1176 (“Contract”) between the State of Oklahoma by and through the Office of Management and Enterprise Services and Vendor, effective June 14, 2019, as amended. Unless otherwise indicated herein, capitalized terms used in this Agreement without definition shall have the respective meanings specified in the Contract.

Customer by signing this Participation Form agrees to the terms, conditions and fees of the Contract, as amended, for purposes of the Participation Services.

The parties shall mutually agree on the plan of implementation for each Participation Service.

TRIAL TERM: Customer is provided a no-cost 30 day period to use the IPV Service beginning on the Effective Date of this Participation Agreement. Thereafter, the parties shall agree on pricing for any further Participation Services.

NOTE TO CUSTOMER:

CUSTOMER IS ADVISED TO CONSULT WITH ITS LEGAL COUNSEL REGARDING COMPLIANCE WITH ALL PRIVACY LAWS, ESPECIALLY PERTAINING TO THE CAPTURING, GATHERING, STORAGE AND/OR TRANSFERRING OF INDIVIDUALS’ PERSONALLY IDENTIFIABLE INFORMATION.

SIGNATURES

The undersigned represent and warrant that they are authorized, as representatives of the Party on whose behalf they are signing, to sign this Participation Agreement and to bind their respective Party thereto.

CUSTOMER:

Shelley Zarnukat
Authorized Signature

Shelley Zarnukat
Printed Name

Interim Exec. Director
Title

8/18/20
Date

VENDOR:

DocuSigned by:
Pierre Chaboussant
9405551A8D414B1...
Authorized Signature

Pierre Chaboussant
Printed Name

Chief Operations Officer
Title

20 August 2020
Date

EXECUTION VERSION SW1176 Addendum 1

Final Audit Report

2020-08-17

| | |
|-----------------|---|
| Created: | 2020-08-14 |
| By: | Lauren Kelliher (lauren.kelliher@omes.ok.gov) |
| Status: | Signed |
| Transaction ID: | CBJCHBCAABAAMZopqHjrQoAolHZDECwQETuBKAJHJP1m |

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2020-08-14 - 8:32:54 PM GMT - IP address: 204.62.25.100
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Certificate Of Completion

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| Envelope Id: F4144E051DF743B085D4664C12BA3E84 | Status: Completed |
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| Source Envelope: | |
| Document Pages: 4 | Signatures: 2 |
| Certificate Pages: 2 | Initials: 0 |
| AutoNav: Enabled | Envelope Originator: |
| Envelopeld Stamping: Enabled | James Donahue |
| Time Zone: (UTC+01:00) Brussels, Copenhagen, Madrid, Paris | 2 Place Samuel de Champlain |
| | Courbevoie, Ile de France 92400 |
| | James.Donahue@us.IDEMIA.com |
| | IP Address: 12.40.49.3 |

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| Status: Original 8/20/2020 5:07:28 PM | Holder: James Donahue James.Donahue@us.IDEMIA.com | Location: DocuSign |
|--|--|--------------------|

Signer Events

Pierre Chaboussant
 Pierre.Chaboussant@us.idemia.com
 Chief Operations Officer
 Idemia France -Morgan LERONDEL
 Security Level: Email, Account Authentication (None)

Signature

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Status

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Intermediary Delivery Events

Status

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Status

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Jenny Openshaw
 Jenny.Openshaw@us.idemia.com
 Security Level: Email, Account Authentication (None)

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Garbrielle Cote
 garbrielle.cote@us.idemia.com
 Idemia France - Morgan LERONDEL
 Security Level: Email, Account Authentication (None)

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| Signing Complete | Security Checked | 8/20/2020 7:52:03 PM |
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