

EXHIBIT

"A"

FIRST AMENDMENT TO ECONOMIC DEVELOPMENT PROGRAM AGREEMENT

THIS FIRST AMENDMENT TO ECONOMIC DEVELOPMENT PROGRAM AGREEMENT (the "First Amendment") is dated and entered into as of the ____ day of November, 2019, by and between the City of Round Rock, Texas (the "City"), and TOTKN, LLC ("TOTKN").

RECITALS

WHEREAS, on the 14th day of March, 2018, the Parties entered into that one certain Economic Development Program Agreement (the "Agreement"); and

WHEREAS, the Parties wish to amend the Agreement to extend the deadline for completion of the Facility;

NOW THEREFORE, in consideration of the mutual covenants and agreements herein contained, the sufficiency of which are hereby conclusively acknowledged, and subject to the terms and conditions hereinafter set forth, the Parties mutually agree as follows:

ARTICLE I DEFINITIONS

1.01 All terms used herein shall have the meanings assigned to them in the Agreement unless the context clearly requires otherwise.

ARTICLE II AMENDMENT TO SECTION 4.1

2.01 Section 4.1 of the Agreement is hereby amended to read as follows:

4.1 Facility. TOTKN agrees to spend at least \$10,000,000.00 to construct and complete the Facility on or before the 1st day of December 31, 2021. TOTKN agrees to provide the City with documentation that shows proof that this obligation has been satisfied, and the City shall have the right, following reasonable advance notice to TOTKN, to audit TOTKN's records relating to the construction of the Facility to verify same.

ARTICLE III MISCELLANEOUS

3.01 To the extent necessary to effect the terms and provisions of this First Amendment, the Agreement is hereby amended and modified. In all other respects, the aforesaid Agreement is hereby ratified and confirmed.

4.02 This First Amendment may be executed in counterparts, each of which shall be an original and all of which together shall constitute but one and the same instrument.

CITY OF ROUND ROCK, TEXAS,
a home rule city and municipal corporation

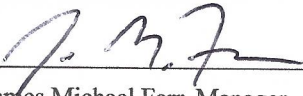
By:

Craig Morgan, Mayor

APPROVED as to form:

Stephan L. Sheets, City Attorney

TOTKN, LLC
a Texas limited liability company

By: 
James Michael Farr, Manager

Date: 10/31/19

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