

FIRST AMENDMENT TO
GRANT AWARD AGREEMENT
(Bay County Board of County Commissioners/Lightning Strike/Project #258)

THIS FIRST AMENDMENT TO GRANT AWARD AGREEMENT (this “**Amendment**”) is made and entered into the Effective Date as set forth on the signature page below by and between TRIUMPH GULF COAST, INC., a Florida not-for-profit corporation (“**Triumph**”), and BAY COUNTY BOARD OF COUNTY COMMISSIONERS (“**Grantee**”).

WITNESSETH:

WHEREAS, Triumph and Grantee are parties to that certain Grant Award Agreement dated July 1, 2022 (the “**Agreement**”). All capitalized terms herein shall have the meanings set forth in the Agreement; and

WHEREAS, Grantee has requested that certain amendments be made to the Agreement; and

WHEREAS, Triumph is agreeable to such amendments as described herein.

NOW, THEREFORE, in consideration of the mutual covenants, promises herein and other good and valuable consideration, the receipt and adequacy of which is hereby acknowledged, Triumph and Grantee hereby agree as follows:

1. **Waiver of Portion of Section 3.2.** Triumph hereby waives compliance with item (ii) of Section 3.2 of the Agreement which reads “(ii) with a covenant that the Company must pay to Triumph any Performance Metric Clawback Amount (as defined below) owed to Triumph under the Performance Agreement (as defined below).” Triumph and Grantee hereby acknowledge that the Company has executed the Performance Agreement.
2. **No Other Amendments.** Except as expressly provided above, the Agreement shall remain unmodified and in full force and effect.

[signature page follows]

IN WITNESS WHEREOF, the parties hereto have caused this Amendment be executed as of _____, 2023 (the “**Effective Date**”).

GRANTEE:

TRIUMPH:

BAY COUNTY BOARD OF COUNTY COMMISSIONERS:

TRIUMPH GULF COAST, INC., a Florida not-for-profit corporation

By: _____
Print Name: _____
Title: _____

By: _____
Print Name: _____
Title: Chairman

By: _____
Print Name: _____
Title: Treasurer

ATTEST:

ATTEST:

By: _____
Print Name: _____
Title: Clerk of the Court

By: _____
Print Name: _____
Title: Secretary

A5101046.DOCX