

AMENDMENT NO. 1 TO INCENTIVE AGREEMENT

This Amendment No. 1 to Incentive Agreement (the “Amendment”) is effective as of September 14, 2022 (the “Amendment Effective Date”) and is entered into by and between Growth Organization of Topeka/Shawnee County, Inc. (“GO Topeka”) and Ernest-Spencer Metals (“Business”);

WHEREAS, Business is a corporation that is in good standing and qualified to do business under the laws of the state of Kansas; and

WHEREAS, GO Topeka and Business are parties to an Incentive Agreement effective December 8, 2021 (the “Agreement”) concerning the expansion of Business (as defined in the Agreement) in Topeka/Shawnee County; and

WHEREAS, such Agreement provides specific timeframes (“performance periods”) for Business to meet certain metrics to qualify for incentives (as defined in the Agreement); and

WHEREAS, the recent Covid-19 pandemic has had unforeseen and unfortunate circumstances affecting the planned growth associated with the Agreement; and

WHEREAS, GO Topeka desires to assist and promote Business’s growth by offering an extension of the performance period; and

WHEREAS, the parties wish to amend the Agreement to reflect the foregoing and to make related changes, as further set forth herein.

WITNESSETH:

NOW, THEREFORE, in consideration of the foregoing and of the mutual covenants and agreements expressed herein, the parties agree that the Agreement shall be amended as follows:

1. **Definitions.** Capitalized terms not otherwise defined herein shall have the meanings assigned to such terms in the Incentive Agreement.

2. **Amendments.** The performance period for each type of incentive shall be extended for 3 years as detailed below.

Incentive Type	Original Performance Period	Amended Performance Period
Local Employment	May 19, 2021 – June 30, 2026	May 19, 2021 – June 30, 2029
Employee Training	May 19, 2021 – December 31, 2026	May 19, 2021 – December 31, 2029
Real Estate & Equipment Investment	May 19, 2021 – June 30, 2026	May 19, 2021 – June 30, 2029

3. **Effect as to Agreement.** No changes or amendments other than those set forth in Section 2 above are affected hereby. All other terms and provisions of the Agreement not affected by the revisions stated above shall continue in full force and effect.

4. **Entire Agreement.** This Amendment, together with the Agreement, and the documents referred to therein, contains the entire agreement made by the parties hereto as to the subject matter hereof, superseding any and all previous representations, warranties or agreements, oral or written, relating thereto.

5. **Amendment.** This Amendment may be varied only by a written instrument signed by the duly authorized representatives of each party.

6. **Captions.** The captions that appear in this Amendment have been inserted for the convenience of the reader and do not limit or in any other way affect the meaning of its terms and conditions.

7. **Counterparts.** This Amendment may be executed in multiple counterparts, and by the parties hereto in separate counterparts, each of which shall be deemed an original, but all of which, taken together, shall constitute one and the same instrument.

8. **Electronic Signature.** The parties acknowledge and agree that this Agreement may be executed or accepted using electronic, stamped or facsimile signatures, and that such a signature shall be legally binding to the same extent as a written cursive signature by a party's authorized representative. Each party waives any legal requirement that this Agreement be embodied, stored or reproduced in tangible media, and agrees that an electronic reproduction shall be given the same legal force and effect as a signed writing.

IN WITNESS WHEREOF, the parties hereto have caused their respective representatives hereunto duly authorized to execute this Amendment as of the Amendment Effective Date.

ERNEST-SPENCER METALS

5600 SW Topeka Blvd

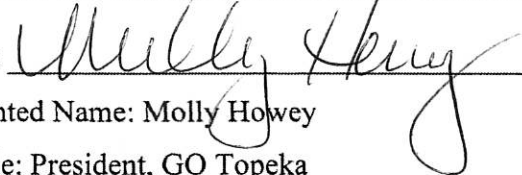
Topeka, KS 66609

By: 

Printed Name: Neal P. Spencer

Title: President

GROWTH ORGANIZATION OF TOPEKA/SHAWNEE COUNTY, INC.

By: 

Printed Name: Molly Howey

Title: President, GO Topeka

