

**FIRST AMENDMENT TO AGREEMENT**  
**RWS ENTERTAINMENT GROUP**

This First Amendment to the Holiday Lights Agreement (this "Amendment") is hereby made and entered into effective as of the 1st day of March, 2022 (the "Effective Date"), by and between the MILWAUKEE COUNTY ZOO (the "County" or "Zoo") and RWS ENTERTAINMENT GROUP ("Contractor" or "Vendor"). Referenced together, the County and Contractor shall be referred to as the "Parties" to this Amendment.

**WITNESSETH:**

**WHEREAS**, the County and Contractor are Parties to that certain Agreement dated July 22, 2021 (as amended, the "Underlying Agreement") governing the display, operation and management of a holiday lights show at the Milwaukee County Zoo; and

**WHEREAS**, the Underlying Agreement terminates as of the Effective Date; and

**WHEREAS**, the Parties desire to extend the Underlying Agreement in accordance with its terms.

**NOW THEREFORE**, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the Parties hereby agree as follows:

**AGREEMENT:**

1. **EXTENSION.** The Parties hereby extend the term of the Underlying Agreement for one (1) year, or through February 28, 2023 (such period, the "Extension Term").
2. **COMPENSATION.** The total compensation to Vendor for services performed under the Agreement during the Extension Term will not exceed Two Hundred Thousand Dollars (\$200,000) unless otherwise agreed to by the County in writing. Such fees will be inclusive of all expenses, including without limitation travel expenses. Fifty percent (50%) of such compensation shall be paid thirty (30) days after County's receipt of an invoice from Vendor issued after the date last signed below. Fifty percent (50%) of such compensation shall be paid upon County's receipt of an invoice from Vendor issued after the completion of the holiday lights show. An invoice from Vendor shall only be deemed effective for purposes of this section if it complies with all requirements set forth in the Underlying Agreement.
3. **OTHER TERMS AND CONDITIONS.** Except as specifically modified or amended herein, all other terms and conditions of the Underlying Agreement, as amended by the Amendment, shall remain in full force and effect.
4. **CONFLICT.** In the event of a conflict between the terms and conditions of the Underlying Agreement and the terms and conditions of this Amendment, the terms and conditions of this Amendment shall control.