



11208 John Galt Boulevard · Omaha, NE 68137 USA
Phone: 402.593.0101 · Toll-Free: 1.877.377.8683 · Fax: 402.970.1285
www.essvote.com

September 22, 2011

VIA OVERNIGHT MAIL

Denise W. Jones
Chief Clerk/County Administrator
Venango County Courthouse Annex
1174 Elk Street, P.O. Box 831
Franklin, Pa. 16323

**RE: Proposed Audit of the May 17, 2011 Venango County, Pennsylvania
("County") Election**

Dear Ms. Jones:

Recent communications received by Election Systems & Software, Inc. ("ES&S") associates from certain members of the County Election Board ("Board") have been forwarded to our office for review and response. Those communications have requested ES&S' review of certain provisions set forth in a proposed agreement the Board is in the process of negotiating for the audit of the ES&S voting system used in the May 17, 2011 election ("Audit Agreement"). Specifically, the County has requested ES&S' input regarding the Limitation on Access to Equipment and Indemnification provision set forth in the proposed Audit Agreement.

Please be advised that ES&S may not provide legal advice to the County or the Board with respect to the Audit Agreement or any agreements the foregoing parties may enter into with any third party. As ES&S is not legal counsel to the County or the Board, all legal questions related to the Audit Agreement must be addressed by legal counsel retained by the County or the Board.

With respect to the proposed audit of ES&S' voting system used in the County's May 17, 2011 election, ES&S advises the County and the Board that ES&S' voting system has been reviewed and tested both at the Federal and State level and was certified and approved for use in the Commonwealth of Pennsylvania as meeting all applicable standards and requirements. Further, ES&S completed an internal review of the ES&S voting system and software utilized in the County's May 17, 2011 election and ES&S determined that ES&S' voting system performed in accordance with its documentation and tabulated the election results accurately.

Although the County and the Board are free to conduct any such independent audits they deem necessary with respect to ES&S' voting system used by the County, ES&S must remind the County of its obligations with respect to its use of the ES&S proprietary software and ES&S equipment as set forth in the Commonwealth of Pennsylvania Purchase Order Form and the COSTARS-10 Voting System Agreement entered into by the parties dated March 22, 2006. Specifically, the County's obligations with respect to the prohibited uses of the ES&S proprietary software, as well as the warranty and post warranty provisions with respect to the County's use of the ES&S equipment.

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ES&S is confident that any well defined and independent audit conducted by the County and the Board will conclude that ES&S' voting systems are accurate, secure and reliable as already proven by both Federal and State testing authorities.

ES&S is committed to ensuring that the County has our full support in ensuring successful, accurate and fair elections. If you should have any questions related to this matter, please do not hesitate to contact ES&S' Senior Vice President of Government Affairs, Kathy Rogers, at 404-432-4485.

Sincerely,



Timothy J. Hallett
Associate General Counsel

cc: Kathy Rogers – ES&S
Wil Wesley – ES&S
Todd Urosevich – ES&S