Exhibit A

Item #: 38 Prepared By: Deborah K. Lingo

Commissioner: WILLINGHAM Approved By: _____

RESOLUTION TO APPROVE CONTRACT AND EXPENDITURE OF FUNDS TO DIEBOLD ELECTION SYSTEMS, INC., FOR THE PURCHASE OF THE ACCUVOTE TSX VOTING SYSTEM IN THE AMOUNT OF $4,213,860.26 AND THE ELECTRONIC POLL BOOK AND VOTER VERIFIABLE PAPER AUDIT TRAIL IN THE AMOUNT OF $2,245,353.15 FROM THE FY 2006 CIP BUDGET AND TO AMEND THE FY 2006 CIP BUDGET

WHEREAS, The 1242 electronic voting system currently used in Shelby County, having been purchased in part as early as the Year 1985, is outdated, obsolete and not capable of containing and tabulating the August 3, 2006, ballot due to the large number of offices and candidates that may appear thereon; and

WHEREAS, The 1242 electronic voting system does not meet the standards established by the Help America Vote Act of 2002 Title 3, Section 301(a)(3) for accessibility by individuals with disabilities; and

WHEREAS, On September 8, 2005, the Shelby County Administrator of Purchasing issued on behalf of the Shelby County Election Commission a Request for Proposal No. 04-010-19 for a direct recording electronic and mail-in absentee voting system; and

WHEREAS, Two proposals were received in response to the above-mentioned Request for Proposal No. 04-010-19 from Diebold Election Systems, Inc., for the AccuVote TSX Voting System and Election Systems & Software for the iVotronic Voting System; and

WHEREAS, Both of these systems are certified by the State Coordinator of Elections and the State Election Commission for use in the State of Tennessee and the Shelby County Election Commission has observed both systems in actual elections and has carefully evaluated both voting systems; and

WHEREAS, The AccuVote Touch Screen Voting System, a product of Diebold Election Systems, Inc., has been successfully used in Shelby County since Year 1998 for early and absentee voting and approximately 165,000 voters are familiar with and have used the AccuVote Touch Screen Voting System in Shelby County; and

WHEREAS, The lowest and best bid received was submitted by Diebold Election Systems, Inc. in the total amount not to exceed $4,213,860.26 for the purchase of 1,500 voting terminals, hardware, equipment, system and application software, testing and training; and

WHEREAS, In the opinion of the Shelby County Election Commission the AccuVote TSX Voting System is the one which would be in the best interest of the citizens in holding fair and honest elections in Shelby County and least likely to become outmoded in the foreseeable future; and

WHEREAS, The Shelby County Election Commission at its January 3, 2006, meeting by majority vote acted by Resolution No. 01-03/2006, a copy of which is attached, to select the Diebold Election System, Inc. AccuVote TSX Voting System as its vendor of choice; and

WHEREAS, Funds are available in the FY 2006 CIP Budget, Project No. 925-101716-7024, to cover this expense; and

WHEREAS, The State of Tennessee has allocated funds in the amount of $3,170,000.00 to Shelby County for compliance with the Help America Vote Act to meet the 2002 Voting System Standards; and

WHEREAS, A firm, fixed price has been submitted by Diebold Election Systems, Inc., in the total, one-time cost amount not to exceed $1,567,803.15 for the Electronic Poll Book and $677,550.00 for the Voter Verifiable Paper Audit Trail, subject to certification by the State of Tennessee and the availability of funds in the 2006-2007 Shelby County budget.

NOW, THEREFORE, BE IT RESOLVED BY THE BOARD OF COUNTY COMMISSIONERS OF SHELBY COUNTY, TENNESSEE, That the contract with Diebold Voting Systems, Inc. in the amount not to exceed $4,213,860.26 is hereby approved, subject to approval by the County Attorney's office as to form.

BE IT FURTHER RESOLVED, That the purchase and implementation of the Electronic Poll Book and Voter Verifiable Paper Audit Trail (VVPAT) technology in the amount of $2,245,353.15 is hereby approved, subject to certification by the State of Tennessee.

BE IT FURTHER RESOLVED, That the FY 2006 CIP Budget for Project No. 101716 is hereby amended increasing the State Reimbursement from $849,000.00 to $3,170,000.00, reducing the G.O. Bond amount by $769,696.00 to $3,718,704.00, and increasing the expenditure amount for replacing the Shouptronic Voting System from $4,907,910.00 to $6,459,214.00.

BE IT FURTHER RESOLVED, The County Mayor is hereby authorized to execute on behalf of Shelby County Government the aforementioned Contract, a copy of which is on file in the contract Administration Department, and any and all other documents necessary to effectuate the intent of this Resolution.

BE IT FURTHER RESOLVED, That the present voting machines, supporting equipment and software will be disposed of in accordance with Shelby County policies and procedures for the benefit of Shelby County Government.

BE IT FURTHER RESOLVED, The County Mayor and Division Director of Administration and Finance are authorized to issue their warrant or warrants in amounts not to exceed $6,459,213.41 for the purposes contained in this Resolution to Diebold Voting Systems, Inc., and to take proper credit in the accounting therefor.

A C Wharton, Jr., County Mayor

Date: March 15, 2006

ATTEST:

Clerk of County Commission

BOARD OF COUNTY COMMISSIONERS SHELBY CO., TENN.

ADOPTED: MARCH 13, 2006