

**AMENDMENT NO. 1 TO
CITY OF FRANKLIN, TENNESSEE
PROCUREMENT AGREEMENT**

(City of Franklin Contract No. 2017-0292)

THIS AMENDMENT NO. 1 ("AMENDMENT") is to City of Franklin Contract No. 2017-0292, a procurement agreement ("AGREEMENT") for aquatic toxicity (bio-monitoring) wastewater treatment laboratory contract services by and between the City of Franklin, Tennessee ("CITY"), and Waypoint Analytical, Inc. of Memphis, Tennessee ("VENDOR").

Provision 11 of AGREEMENT is hereby revised to read as follows:

11. The term of award shall be three (3) years, shall commence effective January 1, 2019 and shall terminate on December 31, 2021. At any time after commencement but before or as soon as practicable after the expiration of this term of award, CITY and VENDOR may, by mutual consent, exercise not more than two (2) options to extend the term of award, each time for up to one (1) additional year, for a maximum possible term of award of five (5) years total, provided: (a) that both parties consent to such an extension at that time; (b) that the decision to exercise such an extension is memorialized in writing and is executed by authorized representatives of each party (in the case of CITY, either CITY's City Administrator or CITY's Purchasing Manager, after consultation with the director of the Water Management Department of CITY, is so authorized); (c) that the same terms and conditions that apply to the original term of award shall also apply to such an extension, including pricing; and (d) that if VENDOR chooses not to consent to an extension to the term of award, then it shall notify CITY of that decision a minimum of six (6) months in advance of the scheduled expiration of the term of award. Note that CITY and VENDOR each specifically retain the non-exclusive right, with or without cause, not to extend the term of award.

AMENDMENT EXECUTED THIS 13TH DAY OF November 2018

For VENDOR:

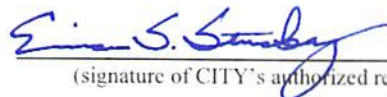
Ashley B.
Morris

Digitally signed by Ashley B. Morris
DN: cn=Ashley B. Morris, o=Waypoint
Analytical, LLC, ou=Sales,
email=amorris@waypointanalytical.com,
c=US
Date: 2018.11.08 10:00:18 -0500

(signature of VENDOR's authorized representative)

TITLE: National Env. Director of Sales

For CITY:



(signature of CITY's authorized representative)

TITLE: City Administrator

Approved as to Form:



Attorney for City of Franklin