DocuSign Envelope ID: 4844E4EB-EE11-4C75-AED7-C16574D07ABC

Second Amendment to Master Price Agreement for FIRE APPARATUS

Pricing Update and Product Line Addition

This Amendment to the Master Price Agreement is entered into this 12th day of April, 2021 by LEAGUE OF OREGON CITIES LOC ("Purchaser") and SUTPHEN CORPORATION ("Vendor") based upon the sales and/or service of FIRE APPARATUS.

RECITALS

WHEREAS, Purchaser and Vendor entered into a Master Price Agreement numbered PS20250 on or about May 28, 2020 and by this reference incorporated herein; and

WHEREAS, Purchaser and Vendor entered into the First Amendment to the Master Price Agreement on or about April 1, 2021 and by this reference incorporated herein; and

WHEREAS, Vendor desires to update the entire pricing catalog to reflect cost increases occurred from several factors as permitted under the terms of the Master Price Agreement; and

WHEREAS, Vendor desires to add a new product, SLR108 Rear Mount Aerial Ladder, to the product catalog as permitted under the terms of the Master Price Agreement; and

WHEREAS, Vendor has provided notice, on or about April 1, 2021, to update the pricing to the product catalog and add the SLR108 Rear Mount Aerial Ladder product in the Master Price Agreement; and

WHEREAS, Purchaser and Vendor desire that the Master Price Agreement shall be amended in part to reflect the updated product pricing and the product line addition.

NOW, THEREFORE, Purchaser and Vendor enter into the following:

AMENDMENT TO MASTER PRICE AGREEMENT

1. **Pricing Update and Product Addition**. Attachment A to the Master Price Agreement shall be amended in part to reflect the following new pricing schedule and new product addition, 1.J:

Category Item #	Description	MSRP	Discount	RFP1905 Offered Price Rev. 04/01/21
1.A	**Aerial Ladder:** Model SL75 Mid-Mount Aerial Ladder, Sutphen Monarch Chassis, Single Axle, 4-Door Cab, Cummins L9 400hp Engine, EVS3000 Transmission, Stainless Steel Body, 1500 GPM Pump, 300 Gallon Water Tank. Delivery included.	**$ 859,981.94**	15%	**$ 730,984.65**
1.B	**Aerial Ladder:** Model SL100 Mid-Mount Aerial Ladder, Sutphen Monarch Chassis, Tandem Axle, 4-Door Cab, Cummins X12 455hp Engine, EVS4000 Transmission, Stainless Steel Body, 1500GPM Pump, 300 Gallon Water Tank. Delivery included.	**$ 1,096,802.12**	15%	**$ 932,281.80**
1.C	**Aerial Ladder:** Model SLR75 Rear-Mount Aerial Ladder, Sutphen Monarch Chassis, Single Axle, 4-Door Cab, Cummins L9 400hp Engine, EVS3000 Transmission, Stainless Steel Body, 1500 GPM Pump, 300 Gallon Water Tank. Delivery included.	**$ 885,677.06**	15%	**$ 752,825.50**
1.D	**Aerial Platform:** Model SP70, Mid-Mount Aerial Platform, Sutphen Monarch Chassis, Single Axle, 4-Door Cab, Cummins L9 400hp Engine, EVS3000 Transmission, Stainless Steel Body, 1500GPM Pump, 300 Gallon Water Tank. Delivery included.	**$ 956,427.14**	15%	**$ 812,963.07**
1.E	**Aerial Platform:** Model SP95 Aerial Platform, Sutphen Monarch Chassis, Tandem Axle, 4-Door Cab, Cummins X12 455hp Engine, EVS4000 Transmission, Stainless Steel Body, 1500GPM Pump, 300 Gallon Water Tank. Delivery included.	**$ 1,211,675.65**	15%	**$ 1,029,924.30**
1.F	**Aerial Platform:** Model SP100 Aerial Platform, Sutphen Monarch Chassis, Tandem Axle, 4-Door Cab, Cummins X12 455hp Engine, EVS4000 Transmission, Stainless Steel Body, 1500GPM Pump, 300 Gallon Water Tank. Delivery included.	**$ 1,230,559.02**	15%	**$ 1,045,975.17**
1.G	**Aerial Platform:** Model SPH100 Aerial Platform, Sutphen Monarch Chassis, Tandem Axle, 4-Door Cab, Cummins X12 455hp Engine, EVS4000 Transmission, Stainless Steel Body, 1500GPM Pump, 300 Gallon Water Tank. Delivery included.	**$ 1,322,370.46**	15%	**$ 1,124,014.89**

1.H	**Aerial Platform:** Model SP110 Aerial Platform, Sutphen Monarch Chassis, Tandem Axle, 4-Door Cab, Cummins X12 455hp Engine, EVS4000 Transmission, Stainless Steel Body, 1500GPM Pump, 300 Gallon Water Tank. Delivery included.	**$ 1,386,815.99**	15%	**$ 1,178,793.59**
1.I	**Aerial Ladder, Tiller:** Model SLTDA100 Mid-Mount Aerial Ladder, Tiller, Sutphen Monarch Chassis, Single Axle, 4-Door Cab, Cummins X12 455hp Engine, EVS4000 Transmission, Stainless Steel Body. Delivery included.	**$ 1,369,171.16**	15%	**$ 1,163,795.49**
1.J	**Aerial Ladder:** Model SLR108 Rear-Mount Aerial Ladder, Sutphen Monarch Chassis, Single Axle, 4-Door Cab, Cummins X12 455hp Engine, EVS4000 Transmission, Stainless Steel Body, 1500 GPM Pump, 300 Gallon Water Tank. Delivery included.	**$ 1,111,933.65**	15%	**$ 945,143.60**
3.A	**Commercial Pumper:** International 4400 Chassis, 2-Door Cab, L9 350hp Engine, EVS3000 Transmission, Aluminum Body, 1250GPM Pump, 500 Gallon Water Tank. Delivery included.	**$ 317,724.08**	15%	**$ 270,065.47**
3.B	**Custom Pumper:** Program 1, Sutphen Chassis, 4-Door Cab, Cummins L9 380hp Engine, EVS3000 Transmission, Aluminum Body, 1250 GPM Pump, 500 Gallon Water Tank. Delivery included.	**$ 453,007.14**	15%	**$ 385,056.07**
3.C	**Custom Pumper:** Program 2, Sutphen Chassis, 4-Door Cab, Cummins L9 380hp Engine, EVS3000 Transmission, Aluminum Body, 1250 GPM Pump, 750 Gallon Water Tank. Delivery included.	**$ 460,304.18**	15%	**$ 391,258.55**
3.D	**Custom Pumper:** Program 2, Sutphen Chassis, 4-Door Cab, Cummins L9 380hp Engine, EVS3000 Transmission, Stainless Body, 1250 GPM Pump, 750 Gallon Water Tank. Delivery included.	**$ 480,887.21**	15%	**$ 408,754.13**
3.E	**Custom Pumper:** Fully Customized, Sutphen Chassis, 4-Door Extended Cab, Cummins X12 455hp Engine, EVS4000 Transmission, Aluminum Body, 1500 GPM Pump, 750 Gallon Water Tank. Delivery included.	**$ 579,972.76**	15%	**$ 492,976.85**
3.F	**Custom Pumper:** Sutphen Monarch Chassis, 4-Door Extended Cab, Cummins X12 455hp Engine, EVS4000 Transmission, Stainless Steel Body, 1500 GPM Pump, 750 Gallon Water Tank. Delivery included.	**$ 614,917.36**	15%	**$ 522,679.76**
4.A	**Commerical Wetside Tanker:** International 4400 Chassis, 2-Door Cab, L9 350hp Engine, EVS3000 Transmission, Aluminum Body, 1250 GPM Pump, 1800 Gallon Water Tank. Delivery included.	**$ 358,169.40**	15%	**$ 304,443.99**
4.B	**Commerical Elliptical Tanker:** International 4400 Chassis, 2-Door Cab, L9 350hp Engine, EVS3000 Transmission, Aluminum Body, 1250 GPM Pump, 1800 Gallon Water Tank. Delivery included.	**$ 366,173.33**	15%	**$ 311,247.33**
4.C	**Custom Dryside Tanker:** Sutphen Monarch Chassis, 4-Door Cab, Cummins L9 380hp Engine, EVS3000 Transmission, Stainless Body, 1500 GPM Pump, 1500 Gallon Water Tank. Delivery included.	**$ 559,038.08**	15%	**$ 475,182.37**

5.A	**Heavy Rescue:** Sutphen Monarch Chassis, 4-Door Cab, Package2, Cummins L9 380hp Engine, EVS3000 Transmission, 18' Aluminum Walk-Around Body. Delivery options available.	**$ 523,085.64**	15%	**$ 444,622.79**

2. **Full Force and Effect**. In each and every other respect, the terms of the Master Price Agreement, as amended, entered into between the parties on or about May 28, 2020 shall remain in full force and effect during the term of the agreement and the parties hereto hereby ratify said Master Price Agreement in its entirety, as if fully set out herein, along with the modifications identified herein.

IN WITNESS WHEREOF, the parties have hereto signed this Amendment on the day and year first above written.

LEAGUE OF OREGON CITIES

DocuSigned by:

38C546F8869143E...

Date April 12, 2021 | 1:46 PM PDT

BY: Mike Cully

ITS: Executive Director

SUTPHEN CORPORATION

DocuSigned by:

3871A54D770440A...

Date April 12, 2021 | 1:45 PM PDT

BY: Drew Sutphen

ITS: President

Certificate Of Completion

Envelope Id: 4844E4EBEE114C75AED7C16574D07ABC

Status: Completed

Subject: Please DocuSign: MPA Amendment 2 RFP 1905 Sutphen - FINAL .pdf

Source Envelope:

Document Pages: 4

Signatures: 2

Certificate Pages: 5

Initials: 0

AutoNav: Enabled

EnvelopeId Stamping: Enabled

Time Zone: (UTC-08:00) Pacific Time (US & Canada)

Envelope Originator:
Marshall Stiles
1100 Olive Way
Suite 1020
Seattle, WA 98101
marshall.stiles@mynpp.com
IP Address: 73.239.90.189

Record Tracking

Status: Original
4/8/2021 4:20:41 PM

Holder: Marshall Stiles
marshall.stiles@mynpp.com

Location: DocuSign

Signer Events	Signature	Timestamp
Drew Sutphen drew@sutphencorp.com President Security Level: Email, Account Authentication (None)	DocuSigned by: 3871A54D770440A... Signature Adoption: Drawn on Device Using IP Address: 70.61.26.138	Sent: 4/8/2021 4:23:51 PM Viewed: 4/12/2021 1:45:06 PM Signed: 4/12/2021 1:45:30 PM

Electronic Record and Signature Disclosure:
Accepted: 4/12/2021 1:45:06 PM
ID: afe46e5f-7ec3-4ef0-9889-e43378ba17b5

Mike Cully mcully@orcities.org Executive Director Security Level: Email, Account Authentication (None)	DocuSigned by: 38C546F8869143E... Signature Adoption: Drawn on Device Using IP Address: 174.204.192.50 Signed using mobile	Sent: 4/12/2021 1:45:31 PM Viewed: 4/12/2021 1:46:46 PM Signed: 4/12/2021 1:46:55 PM

Electronic Record and Signature Disclosure:
Accepted: 4/12/2021 1:46:46 PM
ID: 9567c258-2a75-4c43-8e0e-fd1bec92d6b6

In Person Signer Events	Signature	Timestamp

Editor Delivery Events	Status	Timestamp

Agent Delivery Events	Status	Timestamp

Intermediary Delivery Events	Status	Timestamp

Certified Delivery Events	Status	Timestamp

Carbon Copy Events	Status	Timestamp
Donna Newell donna.newell@sutphencorp.com Security Level: Email, Account Authentication (None)	COPIED	Sent: 4/8/2021 4:23:51 PM Viewed: 4/9/2021 5:31:33 AM

Electronic Record and Signature Disclosure:
Not Offered via DocuSign

Witness Events	Signature	Timestamp

Notary Events	Signature	Timestamp

Envelope Summary Events	Status	Timestamps
Envelope Sent	Hashed/Encrypted	4/8/2021 4:23:51 PM
Certified Delivered	Security Checked	4/12/2021 1:46:46 PM
Signing Complete	Security Checked	4/12/2021 1:46:55 PM
Completed	Security Checked	4/12/2021 1:46:55 PM

Payment Events	Status	Timestamps

Electronic Record and Signature Disclosure

ELECTRONIC RECORD AND SIGNATURE DISCLOSURE

From time to time, National Purchasing Partners (we, us or Company) may be required by law to provide to you certain written notices or disclosures. Described below are the terms and conditions for providing to you such notices and disclosures electronically through the DocuSign system. Please read the information below carefully and thoroughly, and if you can access this information electronically to your satisfaction and agree to this Electronic Record and Signature Disclosure (ERSD), please confirm your agreement by selecting the check-box next to 'I agree to use electronic records and signatures' before clicking 'CONTINUE' within the DocuSign system.

Getting paper copies

At any time, you may request from us a paper copy of any record provided or made available electronically to you by us. You will have the ability to download and print documents we send to you through the DocuSign system during and immediately after the signing session and, if you elect to create a DocuSign account, you may access the documents for a limited period of time (usually 30 days) after such documents are first sent to you. After such time, if you wish for us to send you paper copies of any such documents from our office to you, you will be charged a $0.00 per-page fee. You may request delivery of such paper copies from us by following the procedure described below.

Withdrawing your consent

If you decide to receive notices and disclosures from us electronically, you may at any time change your mind and tell us that thereafter you want to receive required notices and disclosures only in paper format. How you must inform us of your decision to receive future notices and disclosure in paper format and withdraw your consent to receive notices and disclosures electronically is described below.

Consequences of changing your mind

If you elect to receive required notices and disclosures only in paper format, it will slow the speed at which we can complete certain steps in transactions with you and delivering services to you because we will need first to send the required notices or disclosures to you in paper format, and then wait until we receive back from you your acknowledgment of your receipt of such paper notices or disclosures. Further, you will no longer be able to use the DocuSign system to receive required notices and consents electronically from us or to sign electronically documents from us.

All notices and disclosures will be sent to you electronically

Unless you tell us otherwise in accordance with the procedures described herein, we will provide electronically to you through the DocuSign system all required notices, disclosures, authorizations, acknowledgements, and other documents that are required to be provided or made available to you during the course of our relationship with you. To reduce the chance of you inadvertently not receiving any notice or disclosure, we prefer to provide all of the required notices and disclosures to you by the same method and to the same address that you have given us. Thus, you can receive all the disclosures and notices electronically or in paper format through the paper mail delivery system. If you do not agree with this process, please let us know as described below. Please also see the paragraph immediately above that describes the consequences of your electing not to receive delivery of the notices and disclosures electronically from us.

How to contact National Purchasing Partners:

You may contact us to let us know of your changes as to how we may contact you electronically, to request paper copies of certain information from us, and to withdraw your prior consent to receive notices and disclosures electronically as follows:
To contact us by email send messages to: marshall.stiles@mynpp.com

To advise National Purchasing Partners of your new email address

To let us know of a change in your email address where we should send notices and disclosures electronically to you, you must send an email message to us at bruce.busch@mynpp.com and in the body of such request you must state: your previous email address, your new email address. We do not require any other information from you to change your email address.

If you created a DocuSign account, you may update it with your new email address through your account preferences.

To request paper copies from National Purchasing Partners

To request delivery from us of paper copies of the notices and disclosures previously provided by us to you electronically, you must send us an email to marshall.stiles@mynpp.com and in the body of such request you must state your email address, full name, mailing address, and telephone number. We will bill you for any fees at that time, if any.

To withdraw your consent with National Purchasing Partners

To inform us that you no longer wish to receive future notices and disclosures in electronic format you may:

i. decline to sign a document from within your signing session, and on the subsequent page, select the check-box indicating you wish to withdraw your consent, or you may;

ii. send us an email to marshall.stiles@mynpp.com and in the body of such request you must state your email, full name, mailing address, and telephone number. We do not need any other information from you to withdraw consent.. The consequences of your withdrawing consent for online documents will be that transactions may take a longer time to process..

Required hardware and software

The minimum system requirements for using the DocuSign system may change over time. The current system requirements are found here: https://support.docusign.com/guides/signer-guide-signing-system-requirements.

Acknowledging your access and consent to receive and sign documents electronically

To confirm to us that you can access this information electronically, which will be similar to other electronic notices and disclosures that we will provide to you, please confirm that you have read this ERSD, and (i) that you are able to print on paper or electronically save this ERSD for your future reference and access; or (ii) that you are able to email this ERSD to an email address where you will be able to print on paper or save it for your future reference and access. Further, if you consent to receiving notices and disclosures exclusively in electronic format as described herein, then select the check-box next to 'I agree to use electronic records and signatures' before clicking 'CONTINUE' within the DocuSign system.

By selecting the check-box next to 'I agree to use electronic records and signatures', you confirm that:

- You can access and read this Electronic Record and Signature Disclosure; and
- You can print on paper this Electronic Record and Signature Disclosure, or save or send this Electronic Record and Disclosure to a location where you can print it, for future reference and access; and
- Until or unless you notify National Purchasing Partners as described above, you consent to receive exclusively through electronic means all notices, disclosures, authorizations, acknowledgements, and other documents that are required to be provided or made available to you by National Purchasing Partners during the course of your relationship with National Purchasing Partners.