

RESOLUTION NO. 28993

A RESOLUTION AUTHORIZING THE DIRECTOR OF HUMAN RESOURCES TO ENTER INTO AN AMENDMENT TO THE AGREEMENT WITH MARATHON HEALTH SERVICES EXTENDING THE SECOND RENEWAL TERM FROM TWENTY-FOUR (24) TO THIRTY (30) MONTHS WITH AN END OF TERM DATE OF NOVEMBER 2, 2017.

BE IT RESOLVED BY THE CITY COUNCIL OF THE CITY OF CHATTANOOGA, TENNESSEE, That it is hereby authorizing the Director of Human Resources to enter into an amendment to the agreement with Marathon Health Services extending the second renewal term from twenty-four (24) to thirty (30) months with an end of term date of November 2, 2017.

If the City has not awarded a vendor for Onsite Clinic Services by September 2, 2017, this renewal will be extended from thirty (30) months to thirty-six (36) months until an end of term date of May 2, 2018.

ADOPTED: April 18, 2017

/mem

**THIRD AMENDMENT TO
HEALTH SERVICES AGREEMENT**

Extension of Renewal Period through November 2, 2017

This Third Amendment to Health Services Agreement (the "Amendment") is made and entered into as of the ____ day of _____, 2017 by and between City of Chattanooga ("Client") and Marathon Health, Inc. ("Marathon"). (Client and Marathon are collectively referred to as the Parties). The Parties agree as follows:

RECITALS

- A. Client and Marathon entered into that certain Health Services Agreement dated March 2, 2011 (the "Original Agreement").
- B. The Parties entered into an Addendum to the Original Agreement effective March 16, 2012.
- C. The Parties entered into a Second Addendum to the Original Agreement effective July 1, 2014.
- D. The Parties entered into an Amendment to the Original Agreement effective March 31, 2016, extending the term of the Original Agreement through September 2, 2016;
- E. The Parties entered into a Second Amendment to the Original Agreement extending the term of the Original Agreement through May 2, 2017; and
- F. The Parties now wish to amend the Original Agreement as provided herein.

AMENDMENT

1. Section 3.2 of the Original Agreement is hereby deleted in its entirety and replaced with the following:

3.2 Renewal Terms. This Agreement shall automatically renew for two (2) consecutive additional terms (each a "Renewal Term" and together, the "Renewal Terms"), the first of which shall be for one (1) year and the second of which shall be for thirty months (30) months, unless either party terminates this Agreement by giving written notice not less than three (3) months prior to the expiration of the then current Renewal Term. Such Renewal Term(s) shall be subject to the termination provisions set forth in Article VIII. The Parties agree that the City issued a Request for Proposal for health care services on May, 25, 2016, and that Marathon, among other companies, provided a proposal to Client. The Parties agree that if the Client has not made an award by September 2, 2017, the Original Agreement shall be extended from November 2, 2017 until May 2, 2018.

NO OTHER AMENDMENTS

Except as expressly amended herein, the Original Agreement and all subsequent Addendums and Amendments remain in full force and effect.

[SIGNATURES ON THE FOLLOWING PAGE]

IN WITNESS WHEREOF, the Parties hereto have executed this Second Amendment as of the day and year first above written.

CITY OF CHATTANOOGA

MARATHON HEALTH, INC.

By: _____

By: Jerry Ford
CEO