

THIRD AMENDMENT TO OPERATION AND MAINTENANCE CONTRACT
BETWEEN THE CITY OF WILSONVILLE, TUALATIN VALLEY WATER DISTRICT,
AND VEOLIA WATER NORTH AMERICA–WEST, LLC

This Third Amendment to Operation and Maintenance Contract (“Third Amendment”) is entered into between the **City of Wilsonville**, a municipal corporation of the State of Oregon (“the City”), **Tualatin Valley Water District**, an Oregon domestic water supply district pursuant to ORS Chapter 264 (“the District”), and **Veolia Water North America–West, LLC**, a Delaware limited liability company (“Veolia”), effective the 1st day of July 2022. The City, the District, and Veolia may be referred to individually herein as a “Party” or collectively as the “Parties.”

RECITALS

WHEREAS, on or about July 1, 2012, the Parties entered into an Operation and Maintenance Contract (“Contract”) regarding the Willamette River Water Treatment Plant (“Facility”), wherein the City and the District (the “Owners”) appointed Veolia as “Operator” of the Facility; and

WHEREAS, on or about July 1, 2017, the Parties entered into a First Amendment to the Contract to extend the Contract Term; and

WHEREAS, on or about July 1, 2019, the Parties entered into a Second Amendment to the Contract to designate a new Consumer Price Index for the CPI Adjustment; and

WHEREAS, continuity of operation of the plant is necessary while work associated with the Raw Water Facility and the 20 MGD water plant expansion are occurring;

NOW, THEREFORE, in consideration of these mutual promises and the terms and conditions set forth herein, the parties agree as follows:

AGREEMENT

The Contract is amended as follows:

Section 1. Term

The term of the Contract is extended to June 30, 2027.

Section 2. Counterparts

This Third Amendment may be executed in one or more counterparts, each of which shall constitute an original instrument but all of which together shall constitute one and the same instrument.

Section 3. All Other Terms

All of the other terms and conditions of the Contract, the exhibits attached thereto, and the First and Second Amendments shall remain in full force and effect as therein written. Unless otherwise defined herein, the defined terms of the Contract shall apply to this Third Amendment.

The Parties hereby agree to all provisions of this Third Amendment.

IN WITNESS WHEREOF, the undersigned Parties have duly executed this Third Amendment by and through their duly authorized representatives.

OWNER:

CITY OF WILSONVILLE

By: _____
Bryan Cosgrove
Title: City Manager

OPERATOR:

VEOLIA WATER NORTH AMERICA–WEST, LLC

By: _____
Keith Oldewurtel
Title: Chief Operating Officer,
Municipal Water – Contract Operations

APPROVED AS TO FORM:

Ryan Adams, Assistant City Attorney

OWNER:

TUALATIN VALLEY WATER DISTRICT

By: _____
Tom Hickmann, P.E.
Title: Chief Executive Officer

APPROVED AS TO FORM:

Clark Balfour, General Counsel