

**Twelfth Amendment to Automatic and Electronic Defibrillators
and Clinical Defibrillators
Master Purchase Agreement**

Contract Extension

This Amendment to the Master Purchase Agreement is entered into this 26th day of June, 2018 by the LEAGUE OF OREGON CITIES ("Purchaser") and ZOLL MEDICAL CORPORATION ("Supplier") based upon the sales and/or service of Automatic Electronic Defibrillators and Clinical Defibrillators.

RECITALS

WHEREAS, Purchaser and Supplier entered into a Master Purchase Agreement on or about July 30, 2012 and by this reference incorporated herein; and

WHEREAS, Purchaser and Supplier entered into an Amendment to the Master Purchase Agreement on or about October 10, 2013 and by this reference incorporated herein; and

WHEREAS, Purchaser and Supplier entered into a Second Amendment to the Master Purchase Agreement on or about July 24, 2014 and by this reference incorporated herein; and

WHEREAS, Purchaser and Supplier entered into a Third Amendment to the Master Purchase Agreement on or about December 2, 2014 and by this reference incorporated herein; and

WHEREAS, Purchaser and Supplier entered into a Fourth Amendment to the Master Purchase Agreement on or about May 29, 2015 and by this reference incorporated herein; and

WHEREAS, Purchaser and Supplier entered into a Fifth Amendment to the Master Purchase Agreement on or about July 29, 2015 and by this reference incorporated herein; and

WHEREAS, Purchaser and Supplier entered into a Sixth Amendment to the Master Purchase Agreement on or about July 26, 2016 and by this reference incorporated herein; and

WHEREAS, Purchaser and Supplier entered into a Seventh Amendment to the Master Purchase Agreement on or about September 30, 2016 and by this reference incorporated herein; and

WHEREAS, Purchaser and Supplier entered into an Eighth Amendment to the Master Purchase Agreement on or about November 23, 2016 and by this reference incorporated herein; and

WHEREAS, Purchaser and Supplier entered into a Ninth Amendment to the Master Purchase Agreement on or about March 28, 2017 and by this reference incorporated herein; and

WHEREAS, Purchaser and Supplier entered into a Tenth Amendment to the Master Purchase Agreement on or about July 21, 2017 and by this reference incorporated herein; and

WHEREAS, Purchaser and Supplier entered into an Eleventh Amendment to the Master Purchase Agreement on or about August 22, 2017 and by this reference incorporated herein; and

WHEREAS, Article 3.1 of the Master Purchase Agreement provides for the extension of the Agreement for four (4) additional one (1) year periods upon written notice; and

WHEREAS, Purchaser and Supplier desire to extend the term of the Master Purchase Agreement;

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

AMENDMENT TO MASTER PURCHASE AGREEMENT

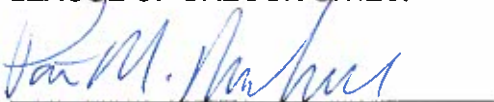
1. **Extension of Master Purchase Agreement Term.**

Pursuant to Article 3, Section 3.1, Purchaser and Supplier agree to extend the Master Purchase Agreement through July 31, 2019.

2. **Full Force and Effect.** In each and every other respect, the terms of the Master Purchase Agreement, as amended, entered into between the parties on or about July 30, 2012 shall remain in full force and effect during the term of the agreement and the parties hereto hereby ratify said Master Purchase 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:

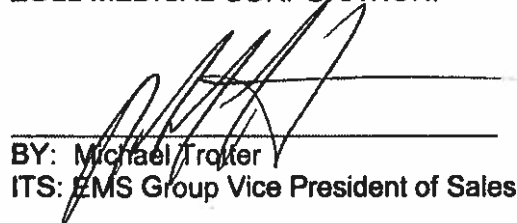


Date

July 6, 2018

BY:
ITS:

ZOLL MEDICAL CORPORATION:


BY: Michael Trotter
ITS: EMS Group Vice President of Sales

Date June 26, 2018