

**FIRST AMENDMENT
TO PURCHASE AND SALE OF GOODS AGREEMENT**

THIS FIRST AMENDMENT (the “First Amendment”) to the Purchase and Sale of Goods Agreement is made and entered into this 18th day of August, 2003 by and between the CITY OF NAPLES, a Florida Municipal Corporation (the “City”), and **Badger Meter, Inc.** (the “Seller”).

WITNESSETH

WHEREAS, the City and **Badger Meter, Inc.** entered into that certain Agreement for the purchase and sale of **electronic read water meters dated May 15, 2003**, (the “Original Agreement”) to the City’s **Public Works Department**; and

WHEREAS, the parties desire to amend the Original Agreement by this First Amendment so that the “Seller” will provide additional automatic read water meters pursuant to the terms and conditions contained herein.

NOW, THEREFORE, for good and valuable consideration, the receipt of which is hereby acknowledged, and in consideration of the mutual covenants, promises and conditions herein set forth, it is hereby acknowledged and agreed as follows:

1. The above recitals are true and correct and are incorporated herein by this Reference.

The scope of services shall be amended for the provision of additional purchases of automatic read water meters by the City in the amount not-to-exceed \$40,000 for FY 2002-03; \$450,000 for FY 2003-04; \$525,000 for FY 2004-05. Additionally, the expiration date shall be extended to September 30, 2005.

2. The terms of this First Amendment shall control and take precedence over any and all terms, provisions and conditions of Original Agreement which might vary, contradict or otherwise be inconsistent with the terms and conditions hereof. All of the other terms, provisions and conditions of Original Agreement, except as expressly amended and modified by this First Amendment, shall remain unchanged and are hereby ratified and confirmed and shall remain in full force and effect.
4. This First Amendment may be executed in any number of counterparts, each of which shall be deemed to be an original as against any part whose signature appears thereon and all of which shall together constitute one and the same instrument.

IN WITNESS WHEREOF, the City and **Badger Meter, Inc.** have caused this First Amendment to be duly executed by their duly authorized officers, all as of the day and year first above written.

CITY:

ATTEST:

CITY OF NAPLES, FLORIDA

By: _____
Tara Norman, City Clerk

By: _____
Dr. Robert E. Lee, City Manager

Approved as to form and legal sufficiency:

By: _____
Robert D. Pritt, City Attorney

BADGER METER, INC.

witness

By: _____

Name: _____

Title: _____

Amendment to agreement