

RESOLUTION NO. \_\_\_\_\_

A RESOLUTION AUTHORIZING THE DIRECTOR OF HUMAN RESOURCES TO ENTER INTO AN AGREEMENT WITH MARATHON HEALTH TO AMEND THE HEALTH SERVICES AGREEMENT WHICH CHANGES THE SECOND RENEWAL PERIOD FROM TWELVE (12) MONTHS TO SIXTEEN (16) MONTHS, IN THE AMOUNT OF NINE HUNDRED NINETY-FOUR THOUSAND FIVE HUNDRED DOLLARS (\$994,500.00).

---

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 agreement with Marathon Health to amend the Health Services Agreement which changes the second renewal period from twelve (12) months to sixteen (16) months, in the amount of \$994,500.00.

ADOPTED: \_\_\_\_\_, 2016

/mem

# City of Chattanooga



## Resolution Request Form

(This form is only required for resolutions requiring expenditure of City funds)

Date Prepared: 4-11-2016

Preparer: Madeline Green

Department: Human Resources

**Brief Description of Purpose for Resolution:**

Resolution Number (if approved by Council):

A resolution authorizing the Director of Human Resources to enter into an agreement with Marathon Health to amend the Health Services Agreement which changes the second renewal period from twelve months to sixteen months.

Name of Vendor/Contractor/Grant, etc.	<u>Marathon Health</u>	New Contract/Project? (Yes or No)	<u>No</u>
Total project cost \$	<u>994,500.00</u>	Funds Budgeted? (YES or NO)	<u>yes</u>
Total City of Chattanooga Portion \$	<u>994,500.00</u>	Provide Fund	<u>6523</u>
City Amount Funded \$	<u>994,500.00</u>	Provide Cost Center	<u>10301</u>
New City Funding Required \$	_____	Proposed Funding Source if not budgeted	_____
City's Match Percentage %	_____	Grant Period (if applicable)	_____

**List all other funding sources and amount for each contributor.**

<u>Amount(s)</u>	<u>Grantor(s)</u>
\$ _____	_____
\$ _____	_____
\$ _____	_____

Agency Grant Number \_\_\_\_\_

CFDA Number if known \_\_\_\_\_

Other comments: (Include contingency amount, contractor, and other information useful in preparing resolution)

Approved by: \_\_\_\_\_

Reviewed by: FINANCE OFFICE

DESIGNATED OFFICIAL/ADMINISTRATOR

Please submit completed form to @budget, accounting, City Attorney, City Finance Officer and Deputy Administrator Finance

**AMENDMENT TO  
HEALTH SERVICES AGREEMENT**

Extension of Renewal Period through August 31, 2016

This First Amendment to Health Services Agreement (the "Amendment") is made and entered into as of the 31<sup>st</sup> day of March, 2016, by and between the 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 now desire to amend the Original Agreement as provided herein.

**SECTION ONE  
AMENDMENT**

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 year and the second of which shall be for sixteen (16) 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 below. Failure to provide timely written notice shall act as a party's intent to automatically renew the Agreement at the end of the then current Renewal Term. The parties agree that they shall begin good faith negotiations regarding any material changes to the terms of this Agreement no later than six (6) months prior to the end of the then current Renewal Term. During the second Renewal Term, Marathon agrees to bill Client at the first Renewal Term rate. The Parties agree that a determination will be made no later than June 1, 2016, as to whether they will pursue an additional extension period beyond August 31, 2016, if Client has not selected an operator of the WellAdvantage Health Center by that date.

**NO OTHER AMENDMENTS**

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

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

**[SIGNATURES ON THE FOLLOWING PAGE]**

CITY OF CHATTANOOGA

MARATHON HEALTH, INC.

\_\_\_\_\_  
By: \_\_\_\_\_  
\_\_\_\_\_

 4/4/2016  
\_\_\_\_\_  
By: Jerry Ford  
CEO