

**FIRST AMENDMENT
TO GENERAL SERVICES AGREEMENT NUMBER F002137
WITH LYTEK INTERNATIONAL LIMITED**

This First Amendment to Agreement number F002137, dated March 5, 2020, ("Agreement") is made as of this _____ day of _____, 2025, by and between the City of Santa Rosa, a municipal corporation ("City"), and Lystek International Limited, a Delaware Corporation ("Contractor").

RECITALS

- A. City and Contractor entered into the Agreement for Contractor to deliver biosolids from the Laguna Treatment Plant for processing and beneficial use.
- B. City and Contractor now desire to amend the Agreement for the purpose of extending the term one year and increasing compensation.

AMENDMENT

NOW, THEREFORE, the parties agree to amend the Agreement as follows:

1. TERM, SUSPENSION, TERMINATION

Pursuant to Section 6(a) of the Agreement, the parties hereby agree to extend the term of the Agreement for an additional three years.

2. COMPENSATION

Section 4 of the Agreement is amended to increase the compensation payable to Contractor under the Agreement by \$1,000,000 to read as follows:

"The total of all fees paid to Contractor for the satisfactory performance and completion of all services set forth in the Agreement shall not exceed the total sum of \$7,405,770. The Chief Financial Officer is authorized to pay all proper claims from Charge Number 130807."

3. BILLABLE RATES, PAYMENTS TO CONTRACTOR

Section 5.a. is amended to read as follows: "Contractor shall be paid for the performance of services as set forth in Exhibit B-1."

Exhibit B to the Agreement is replaced by Exhibit B-1, which is attached to this First Amendment.

All other terms of the Agreement shall remain in full force and effect.

Executed as of the day and year first above stated.

CONTRACTOR:

Name of Firm: Lystek International Limited

TYPE OF BUSINESS ENTITY (*check one*):

☐ Individual/Sole Proprietor

☐ Partnership

☒ Corporation

☐ Limited Liability Company

☐ Other (please specify: _____)

Signatures of Authorized Persons:

By: _____

Print Name: Ronald Tomlinson

Title: Chief Executive Officer

By: _____

Print Name: Christopher Flann

Title: Chief Financial Officer

City of Santa Rosa Business Tax Cert. No.

Attachment:

Exhibit B-1 - Compensation

CITY OF SANTA ROSA

a Municipal Corporation

By: _____

Print Name: Daniel J. Galvin III

Title: Board Chair

APPROVED AS TO FORM:

Office of the City Attorney

ATTEST:

Recording Secretary

Exhibit B-1 - Compensation

Unit Costs per Wet Ton (WT)

October 1, 2025 – September 31, 2026

\$121.50/WT

Annual adjustments will occur each October 1 (for the length of the extension period), in accordance with the San Francisco Bay Area Consumer Price Index (CPI) adjustment for each annual period ending the preceding June as published by Bureau of Labor Statistics (BLS), or mutually agreeable alternative if there ceases to be a BLS publications. Notwithstanding the foregoing, the annual price adjustments will be limited to a minimum of 2.5% and a maximum of 5%, unless a mutually agreed-upon price adjustment is decided between the City of Santa Rosa and Lystek.

Pricing Qualification:

In the event that the City's biosolids consistently fall below the parameters identified in the Scope of Services, then Lystek may seek mutually agreeable price adjustments.

Additional Services to be Offered:

Lystek realizes the importance of providing services locally. In the case of biosolids management, the opportunity to provide a sustainable fertilizer product to appropriate Sonoma County agricultural users is an important component of good resource and environmental stewardship. Lystek believes that returning all, or a portion, of the manufactured LysteGro fertilizer to Sonoma County ranchers and farmers could be a positive feature of this Proposal. As such, if the City of Santa Rosa desires that the LysteGro fertilizer be marketed to appropriate users in Sonoma County, Lystek is prepared to offer this service for an additional fee of \$15.00 per liquid fertilizer ton. This fee is inclusive of all transport, fertilizer material, and land application costs associated with a limited land application program.