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March 4, 2015

City of Crossville
Attn: David Rutherford
City Manager
392 N. Main St.
Crossville, TN 38555

Via email: david.rutherford@crossvilletn.gov

Re: Contract Review ECE Services

Dear Mr. Rutherford:

The council requested that I review and make suggestions as to necessary changes to the proposed contract in regard to engineering services between the **City of Crossville and ECE Services**.

After reviewing the proposed contract, I feel that the following language should be added to protect the City of Crossville in the event of a breach or dispute between the parties:

Alternative Dispute Resolution

Any and all conflicts that arise during the implementation of the Project or after the completion of the Project, OWNER and ENGINEER agree that all disputes between them arising out of or related to this Agreement or the Project shall be submitted to nonbinding mediation unless the parties mutually agree otherwise. The location of mediation shall be mutually agreed by the OWNER and ENGINEER.

Assignments

The Owner and Engineer hereby agree that neither party the OWNER nor the ENGINEER shall assign, sublet or transfer his interest in this Agreement without the written consent of the other.

Binding of Successors

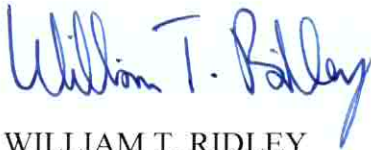
The OWNER and ENGINEER hereby agree to each bind itself, successors, legal representatives, and assigns to the other party to this Agreement, and to its partners,

successors, legal representatives and assigns of such other party in respect to all covenants of this Agreement.

Assuming that the City Council is agreeable to the terms of services and payment provided for in the contract, I would suggest that they proceed with and execute the contract once it has been presented and reviewed in an amended form.

If you have any further questions please feel free to contact me anytime.

Respectfully,



WILLIAM T. RIDLEY

WTR/hbt

cc: Sally Oglesby, MMC City Clerk (via email: sally.oglesby@crossvilletn.gov)