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THIRD AMENDMENT TO CONTRACT NO. 35081

35081

THIS THIRD AMENDMENT TO CONTRACT NO. 35081 is made and entered, in duplicate, as of July 7, 2021 for reference purposes only, pursuant to Resolution No. RES-18-0077, adopted by the City Council of the City of Long Beach at its meeting on June 12, 2018, by and between NATURAL GAS SOLUTIONS NORTH AMERICA, LLC, a Delaware limited liability company, as successor to DRESSER, LLC ("Contractor"), with a place of business at 16240 Port Northwest Drive, Suite 100, Houston, Texas 77041, and the CITY OF LONG BEACH ("City"), a municipal corporation.

WHEREAS, as authorized by Resolution No. RES-18-0077, City and Contractor (the "Parties") entered into Contract No. 35081 (the "Contract") whereby Contractor agreed to provide gas meters and related services and parts; and

WHEREAS, the Parties entered into a First Amendment to the Contract to extend the term to July 31, 2021 and clarify the authorized annual amount; and

WHEREAS, the Parties entered into a Second Amendment to the Contract to decrease the annual not to exceed amount; and

WHEREAS, the Parties desire to add the authorized annual amount and extend the term one (1) additional one-year period;

NOW, THEREFORE, in consideration of the mutual terms, covenants, and conditions herein contained, the Parties agree as follows:

1. Section 2 of the Contract is hereby amended to read as follows:
"2. City shall pay Contractor in due course of payments, following receipt of an invoice from Contractor and upon acceptance from City, for gas meters and related services and parts, at the prices shown on Exhibit "A" attached to the Contract and incorporated by this reference, a sum not to exceed Three Hundred Thousand Dollars (\$300,000) annually from August 1, 2018 to July 31, 2020, and an annual amount not to exceed Two Hundred Thousand Dollars (\$200,000) from August 1, 2020 to July 31, 2022."
2. Section 3 of the Contract is hereby amended to read as follows:

OFFICE OF THE CITY ATTORNEY
CHARLES PARKIN, City Attorney
411 West Ocean Boulevard, 9th Floor
Long Beach, CA 90802-4664

1 "3. The term of this Contract shall commence on August 1, 2018, and
2 shall terminate at midnight on July 31, 2022 unless sooner terminated as provided herein.
3 The City may terminate this Contract by giving thirty (30) days prior notice of termination
4 to Contractor."

5 3. Except as expressly modified herein, all of the terms and conditions
6 contained in Contract No. 35081 are ratified and confirmed and shall remain in full force
7 and effect.

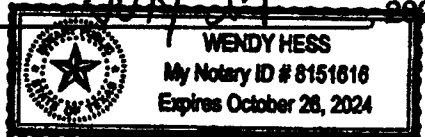
8 IN WITNESS WHEREOF, the Parties have signed this document with all the
9 formalities required by law as of the date first stated above.

NATURAL GAS SOLUTIONS NORTH
AMERICA, LLC, a Delaware limited liability
company, as successor to DRESSER, LLC

12 July 27, 2021

By [Signature]
Name John T. Riggs
Title Chief Commercial Officer

15 July 27, 2021



By [Signature]
Name Wendy Hess
Title Notary Public

"Contractor"

CITY OF LONG BEACH, a municipal
corporation

20 August 13, 2021

By [Signature]
City Manager

"City" EXECUTED PURSUANT
TO SECTION 301 OF
THE CITY CHARTER

23 This Third Amendment to Contract No. 35081 is approved as to form on
24 8-6, 2021.

26 CHARLES PARKIN, City Attorney
By [Signature]
Deputy

EXHIBIT" A"



Dresser Meters & Instruments
 16240 Port Northwest Drive, Suite 100
 Houston, TX 77041 USA
 T +1 800 521 1114 +1 832 590 2303
 F +1 800 335 5224 +1 832 590 2494
 www.dresserngs.com

Proposal for Dresser™ Meters & Instruments Products

To: City of Long Beach, CA 2400 E. Spring Street Long Beach, CA 90806-2285 ATTN: Renee Williams Email: Renee.Williams@longbeach.gov Copy: Shane Dixon Email: Shane.Dixon@longbeach.gov Copy: Eric Sherman Email: Eric.Sherman@longbeach.gov	Proposal No: Q1114191-1807125 Please refer to proposal number when ordering Proposal Date: November 21, 2014 Rev Date: 07/21/2021 Detailed Revision History in Notes below Proposal Expires: 7/31/2022 Seller Contact: Diane Fogle Email: Diane.Fogle@dresserngs.com Phone: 800-521-1114 FAX: 832-590-2494 Orders: Customer Care meters.custcare@dresserngs.com	Rev: L
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Natural Gas Solutions North America, LLC, (hereby known as "Seller"), is pleased to submit this firm proposal to City of Long Beach, CA (hereby known as "Buyer") for the following Dresser™ Meters and Instruments products.

<p>Please see the Specific Section for Each of the Following Type of Product Listed and their Applicable Accessories:</p> <ul style="list-style-type: none"> • CTR, CD Series B3 Meters: (Item No. 1-16) • IMC/W2-P & IMC/W2-PTZ Meters: (Item No. 17-28) • Series K 10C25 Meter: (Item No. 29-37) • Repair Assemblies #400 & #399 (Item No. 38-54) • Additional Parts (Item No. 55-62) <p>NOTE: ALL METER PRICES INCLUDE TEST PLUGS.</p>

PRICING EFFECTIVE AUGUST 21, 2021 – JULY 31, 2022

ITEM	DESCRIPTION (All Meter Prices Include Test Plugs)	DRESSER P/N	QTY	NET PRICE EACH
COUNTER (CTR) METERS:				
1.	<u>Nippled Connections</u> 15C175 Series B3 Dresser™ Meter, SSM Construction Counter (CTR) Version, with 1-1/2" Nippled connections. See Item 8 for factory-Installed Pulser-Ready Magnet Kit.	055657-011	1	\$911.00
2.	15C175 Series B3 Dresser™ Meter, SSM Construction Counter (CTR) Version, with 2" flanged connections. See Item 8 for factory-Installed Pulser-Ready Magnet Kit.	055245-012	1	\$874.00
3.	3M175 Series B3 Dresser™ Meter, SSM Construction Counter (CTR) Version. See Item 8 for factory-Installed Pulser-Ready Magnet Kit.	055249-012	1	\$1,026.00
4.	5M175 Series B3 Dresser™ Meter, SSM Construction Counter (CTR) Version, with 3" flanged connections. See Item 8 for factory-Installed Pulser-Ready Magnet Kit.	055251-013	1	\$1,381.00
5.	7M175 Series B3 Dresser™ Meter, SSM Construction Counter (CTR) Version, with 3" flanged connections. See Item 8 for factory-Installed Pulser-Ready Magnet Kit.	055253-013	1	\$1,801.00
6.	11M175 Series B3 Dresser™ Meter, SSM Construction Counter (CTR) Version, with 4" flanged connections. See Item 8 for factory-Installed Pulser-Ready Magnet Kit.	055255-013	1	\$2,132.00

PROPRIETARY & CONFIDENTIAL

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ITEM	DESCRIPTION (All Meter Prices Include Test Plugs)	DRESSER P/N	QTY	NET PRICE EACH
7.	16M175 Series B3 Dresser™ Meter, SSM Construction Counter (CTR) Version, with 4" flanged connections. See Item 8 for factory-Installed Pulser-Ready Magnet Kit.	055257-014	1	\$3,008.00
8.	Price Adder to CTR Version Meters for Factory-Installed Pulser-Ready Magnet Kit.	--	1	\$14.00
CD METERS:				
9.	Nippled Connections 15C175 Series B3 Dresser™ Meter, SSM Construction Counter with Instrument Drive (CD) Version, with 1-1/2" nippled connections.	055657-021	1	\$1,097.00
10.	15C175 Series B3 Dresser™ Meter, SSM Construction Counter with Instrument Drive (CD) Version, with 2" flanged connections.	055245-022	1	\$1,060.00
11.	3M175 Series B3 Dresser™ Meter, SSM Construction Counter with Instrument Drive (CD) Version.	055249-022	1	\$1,195.00
12.	5M175 Series B3 Dresser™ Meter, SSM Construction Counter with Instrument Drive (CD) Version.	055251-023	1	\$1,456.00
13.	7M175 Series B3 Dresser™ Meter, SSM Construction Counter with Instrument Drive (CD) Version.	055253-023	1	\$1,873.00
14.	11M175 Series B3 Dresser™ Meter, SSM Construction Counter with Instrument Drive (CD) Version.	055255-023	1	\$2,204.00
15.	16M175 Series B3 Dresser™ Meter, SSM Construction Counter with Instrument Drive (CD) Version.	055257-024	1	\$3,079.00
16.	23M232 Series B3 Dresser™ Meter, SSM Construction Counter with Instrument Drive (CD) Version.	057297-021	1	\$4,651.00
IMC/W2-P & IMC/W2-PTZ METERS: (See Item No. 24 -28 for Optional Items)				
17.	15C175 Series B SSM Dresser™ Meter, Model IMC/W2-P+Log , with either Internally or Externally Mounted Pressure Transducer, Single Circular Pulse Output Connector and Sealed Alkaline Battery Pack. Price includes factory installation of the Sensus AMR device, the AMR mounting plate and AMR device cable. Price does not include Sensus AMR device programming. See Item 25 for Micro Generator™ and Item 26 for Lithium Battery Option.	Consult Factory	1	\$1,944.00
18.	3M175 Series B SSM Dresser™ Meter, Model IMC/W2-P+Log , with either Internally or Externally Mounted Pressure Transducer, Single Circular Pulse Output Connector and Sealed Alkaline Battery Pack. Price includes factory installation of the Sensus AMR device, the AMR mounting plate and AMR device cable. Price does not include Sensus AMR device programming. See Item 25 for Micro Generator™ and Item 26 for Lithium Battery Option.	Consult Factory	1	\$2,147.00

ITEM	DESCRIPTION (All Meter Prices Include Test Plugs)	DRESSER P/N	QTY	NET PRICE EACH
19.	5M175 Series B SSM Dresser™ Meter, Model IMC/W2-P+Log , with either Internally or Externally Mounted Pressure Transducer, Single Circular Pulse Output Connector and Sealed Alkaline Battery Pack. Price includes factory installation of the Sensus AMR device, the AMR mounting plate and AMR device cable. Price does not include Sensus AMR device programming. See Item 25 for Micro Generator™ and Item 26 for Lithium Battery Option.	Consult Factory	1	\$2,462.00
20.	7M175 Series B SSM Dresser™ Meter, Model IMC/W2-P+Log , with either Internally or Externally Mounted Pressure Transducer, Single Circular Pulse Output Connector and Sealed Alkaline Battery Pack. Price includes factory installation of the Sensus AMR device, the AMR mounting plate and AMR device cable. Price does not include Sensus AMR device programming. See Item 25 for Micro Generator™ and Item 26 for Lithium Battery Option.	Consult Factory	1	\$2,996.00
21.	11M175 Series B SSM Dresser™ Meter, Model IMC/W2-P+Log , with either Internally or Externally Mounted Pressure Transducer, Single Circular Pulse Output Connector and Sealed Alkaline Battery Pack. Price includes factory installation of the Sensus AMR device, the AMR mounting plate and AMR device cable. Price does not include Sensus AMR device programming. See Item 25 for Micro Generator™ and Item 26 for Lithium Battery Option.	Consult Factory	1	\$3,343.00
22.	16M175 Series B SSM Dresser™ Meter, Model IMC/W2-P+Log , with either Internally or Externally Mounted Pressure Transducer, Single Circular Pulse Output Connector and Sealed Alkaline Battery Pack. Price includes factory installation of the Sensus AMR device, the AMR mounting plate and AMR device cable. Price does not include Sensus AMR device programming. See Item 25 for Micro Generator™ and Item 26 for Lithium Battery Option.	Consult Factory	1	\$4,220.00
23.	23M175 Series B Dresser™ Meter with IMC/W2-PTZ+LOG , Circular Single Pulse Output Connector, 180 Gauge, External Pressure and External Temperature Connections.	057821-151	1	\$7,715.00
	<u>IMC/W2 ADDITIONAL AND OPTIONAL ITEMS</u>			
24.	Micro Generator™ for Series B Meters. When ordering, specify with Micro Generator and add \$126 to quoted meter price for this option.	057789-100	1	\$126.00
25.	Price Adder to replace Alkaline Battery Pack with Lithium Battery Pack. When ordering, specify with Lithium Battery Pack and add \$98.50 to quoted meter price for this option.	053060-438	1	\$98.50
26.	Communications Cable, PC to MC/IMC/ML2, 6.6'. Comms cable required for use with UT Software. See options page for cable length choices.	057135-001	1	\$73.50
27.	Pressure Piping / Valve Kit, 32" SS Tubing, 0 to 350 PSIG.	051416-320	1	\$100.50
28.	Software on USB Card, User Terminal, for Correctors MC/IMC/ML2. Comms cable required for use with Software. (For first time buyers only – one required per company.)	----	1	Included. Additional Copies \$300.00

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ITEM	DESCRIPTION (All METER PRICES INCLUDE TEST PLUGS)	DRESSER P/N	QTY	NET PRICE EACH
SERIES K 10C25 METERS: (See Item No. 30 – 37 for Additional & Optional Items)				
29.	Dresser Series K 10C25 Rotary Meter with Non-Compensated Digital Instrument (DI) Index with Sprague #3 / #4 Connections, side inlet. Meter includes CIR connector (Top) outputs and Sensus Mounting Plate adapter for customer-supplied Sensus Gas Endpoint. (Not installed or programmed) <i>See Item No. 30.</i>	062679-000	1	\$935.00
<u>SERIES K 10C25 ADDITIONAL AND OPTIONAL ITEMS</u>				
30.	Price Adder to Factory Install Remote Gas Endpoint to Dresser™ 10C25 Rotary Meter and program to the City of Long Beach’s configuration. <i>Add \$30 to meter unit quoted price when ordering this option.</i>	N/A	1	\$30.00
31.	MeterWare Software – required to communicate with 10C25/D800/D1000/ES3/ETC Index. One software package will be provided at No Charge to first time buyers only, per company. <i>Comms Cable required for use with Software (not included).</i>	Contact Factory	1	One Copy Included – Additional Copies \$309.00
32.	Communications Package (PC to 10C25/D800 /D1000 /ES3/ETC) -- includes Magnet for Screen Scroll, 6’ USB Cable, IR Interface, D800/D1000 IR Holder, and ES3/ETC IR Holder	060542-000	1	\$66.50
33.	Dresser™ Prover Interface Cable (10C25/D800/D1000 /ES3/ETC)	060832-000	1	\$195.29
34.	SNAP Prover Interface Cable (10C25/D800/D1000/ES3/ETC)	060831-000	1	\$184.29
35.	Prover Interface Cable Holder (10C25/D800/D1000)	060658-000	1	\$14.29
36.	CIR Pulse output (Bottom) cable assembly, w/ 5’ cable. For Dresser™ 10C25 Rotary Meter with Bottom and Dual connections.	056922-003	1	\$81.00
37.	Bottom Pulse output mating connector.	056922-013	1	\$23.50
REPAIR ASSEMBLIES: (See Item No. 50 - 54 for Additional & Optional Items)				
38.	Repair Assembly #400 Series 3, Counter with Instrument Drive (CD), for Series B Dresser™ Meters. Specify meter size and part number when ordering. <ul style="list-style-type: none"> • #400 CD for 8C, S3, P/N 053965-021 • #400 CD for 11C, S3, P/N 053967-021 • #400 CD for 15C, S3, P/N 053969-021 • #400 CD for 2M, S3, P/N 053971-021 • #400 CD for 3M, S3, P/N 053973-021 • #400 CD for 5M, S3, P/N 053975-021 • #400 CD for 7M, S3, P/N 053977-021 • #400 CD for 11M, S3, P/N 053979-021 • #400 CD for 16M, S3, P/N 053981-021 • #400 CD for 23M232, 4”, S3, P/N 057421-020 • #400 CD for 23M175, 6” S3, P/N 053983-021 • #400 CD for 38M, S3, P/N 053985-021 • #400 CD for 56M, S3, P/N 053987-021 		1	\$551.00

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ITEM	DESCRIPTION (All Meter Prices Include Test Plugs)	DRESSER P/N	QTY	NET PRICE EACH
39.	Repair Assembly #400, ES3 Electronic TC and S3 Mechanical Index, for Series B Dresser™ Meters. Specify meter size and part number when ordering. <ul style="list-style-type: none"> • #400 TC ES3 for 8C, P/N 060265-040 • #400 TC ES3 for 11C, P/N 060266-040 • #400 TC ES3 for 15C, P/N 060267-040 • #400 TC ES3 for 2M, P/N 060268-040 • #400 TC ES3 for 3M, P/N 060269-040 • #400 TC ES3 for 5M, P/N 060270-040 • #400 TC ES3 for 7M, P/N 060271-040 • #400 TC ES3 for 11M, P/N 060272-040 • #400 TC ES3 for 16M, P/N 060273-040 		1	\$613.00
40.	Repair Assembly #400, ES3 Electronic TC and S3 Mechanical Index, with Sensus AMR Bracket, for Series B Dresser™ Meters. Price includes the Sensus installation, but not programing. Specify meter size and part number when ordering. <ul style="list-style-type: none"> • #400 TC/AMR ES3 for 8C • #400 TC/AMR ES3 for 11C • #400 TC/AMR ES3 for 15C • #400 TC/AMR ES3 for 2M • #400 TC/AMR ES3 for 3M • #400 TC/AMR ES3 for 5M • #400 TC/AMR ES3 for 7M • #400 TC/AMR ES3 for 11M • #400 TC/AMR ES3 for 16M 	Consult Factory	1	\$680.50
41.	Repair Assembly #400 Series 3, Counter with Electronic Transmitter, with Circular Connector (ICEX CIR), for Series B Dresser™ Meters, Class I, Zone 0, AEx ia IIC T4 Ga Class I, Zone 0, Ex ia IIC T4 Ga -40 C <= Ta <= +60 C. Specify meter size and part number when ordering. <ul style="list-style-type: none"> • #400 ICEX CIR for 8C S3, P/N 057209-160 • #400 ICEX CIR for 11C S3, P/N 057212-160 • #400 ICEX CIR for 15C S3, P/N 057214-160 • #400 ICEX CIR for 2M S3, P/N 057217-160 • #400 ICEX CIR for 3M S3, P/N 057220-160 • #400 ICEX CIR for 5M S3, P/N 057223-160 • #400 ICEX CIR for 7M S3, P/N 057226-160 • #400 ICEX CIR for 11M S3, P/N 057230-160 • #400 ICEX CIR for 16M S3, P/N 057232-160 		1	\$705.00
42.	Repair Assembly #400, IMC/W2-PTZ+LOG-DP , 180 PSI Gauge, Single Circular 12 Bar Dresser™ Meters Connector, Internal Temperature, External Pressure Differential Pressure Transducer, for 8C-16M Series B Dresser™ Meters.	059874-110	1	\$1,489.50
43.	Repair Assembly #400, IMC/W2-PTZ+LOG-DP , 180 PSI Gauge, Single Circular Connector, External Temperature Connection, External Pressure	060082-150	1	\$1,519.50

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ITEM	DESCRIPTION (All Meter Prices Include Test Plugs)	DRESSER P/N	QTY	NET PRICE EACH
	Connection, Differential Pressure Transducer, for 23M175-56M175 Series B Dresser™ Meters.			
44.	Repair Assembly #400, IMC/W2-PTZ+LOG, 180 PSI, Gauge, External Pressure & Internal Temperature Connection, for 8C-16M Series B Dresser Meters.	057456-110	1	\$998.00
45.	Repair Assembly #400, IMC/W2-PTZ+ LOG, 180 PSI, Gauge, External Pressure & External Temperature Connection, for 23M125-102M125 Series A (LMMA) Dresser™ Meters	057968-150	1	\$1,083.00
46.	#399 Conversion Kit, AMR Adapter, to Mount American Footprint Sensus to Series B3 CTR OR TC Dresser™ Meter.	059446-000	1	\$116.50
47.	#399 Conversion Kit, AMR Adapter, to Mount American Style ITRON 100G ERT to Series B3 CTR OR TC Dresser™ Meter.	059599-000	1	\$116.50
48.	#399 Repair Assembly Convert IMCW2-SENSUS 700/900GM AMR	061744-000	1	\$133.00
49.	#399 Conversion Kit, 5C/8C15 CTR to 5C/8C15 Series Z Dresser™ Meter with AMR Adapter to Mount American Style ITRON ERT 100G or 2.4GZ OPENWAY. (NOTE: LIMITED QUANTITIES. Contact Factory to confirm availability.)	059847-000	1	\$48.00
	<u>REPAIR ASSEMBLY #400 IMC/W2 PTZ & #400 IMC/W2 PTZ-DP ADDITIONAL AND OPTIONAL ITEMS</u>			
50.	Thermowell, 2" Long with 1" NPT, for T & PTZ Version Micro Corrector.	050784-002	1	\$100.50
51.	Battery Pack, Lithium, for MC/IMC/ML.	060587-000	1	\$140.50
52.	Piping Kit, Universal, 36", for IMC/W2-DP does not include Plugs, Tees, and Nipples.	051416-600	1	\$62.00
53.	Piping Kit, Universal, 36", for IMC/W2-DP - Includes Test Plugs, Tees, and Nipples	051416-620	1	\$99.00
54.	Orifice Plate, 6", 8-21/32 X 1/4 X 1-15/32, for 23M125/175.	010847-004	1	\$155.00
	ADDITIONAL PARTS:			
55.	Inlet Screen Kit for 5C15 and 8C15 for Dresser™ meters loose. Contact Factory to confirm availability	053510-000	1	\$8.50
56.	Orifice Plate for 38M Dresser™ Meter, (8-21/32 X 1/4 X 1-29/32)	010847-005	1	\$164.50
57.	Roots Meter Oil, 1 Gallon	056239-004	1	\$32.50
58.	Parts Kit for Sensus AMR Adapter, includes (8) Screws, Drive Dog, Mounting Plate, & Gasket.	058592-510	1	\$19.84
59.	Screw SELF-TPG Type A 8-15 X 3/4 SST	013523-001	1	\$0.30
60.	Pressure Piping/Valve Kit, 84", for Pressures up to 350 PSIG	051416-420	1	\$127.00
61.	Stuffing Box Assembly for 5C/8C15 Series Z Dresser™ Meters. (NOTE: LIMITED QUANTITIES. Contact Factory to confirm availability.)	053398-000	1	\$39.02
62.	Pulse Output Cable Assembly with Male Circular Mating Connector, with 5' Wire. For Use with Dresser™ 10C25 Rotary Meter and Dresser™ IMC/W2 Meters.	056922-003	1	\$81.00

Proposal Validity: 90 days.

PROPRIETARY & CONFIDENTIAL

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Pricing Policy: One-year contract, effective through August 1, 2018, with the option to renew for two (2) additional one (1) year periods. Quoted prices are firm for products ordered with shipment requested August 1, 2018, through July 31, 2019. Prices for each additional year are subject to adjustment based on the year-over-year change of the Bureau of Labor Statistics Producer Price Index for Series ID PCU3345143345141, Integrating and Totalizing Meters for Gas and Liquids. Prices are based on specifications at time of quote. Any variance to original specifications may result in new pricing. Revised 07/20/18 to extend pricing through August 1, 2019. Revised 6/21/19, first option to renew, to update pricing through July 31, 2020. Revised July 22, 2020, to update pricing, effective August 21, 2020, through July 31, 2021. **Revised July 21, 2021, to update pricing, effective August 21, 2021, through July 31, 2022.**

Payment Terms: Net Cash 30 Days from invoice date.

Delivery Time: Subject to lead-time in effect when order received.
For current lead-time call Factory when ready to place the order.
Factory lead-time does not include transit time.

Delivery Terms: CIP Destination – Prepaid and Allowed for meters and other items ordered with meters.

TRS Compliance: Due to certain compliance and due diligence requirements, all customer/regional/country regulatory requirements must be reviewed and complied with before shipping products. Product lead-time begins after the compliance due diligence process is complete.

Terms and Conditions: This Quote is subject to the terms and conditions of the *Long Beach Contract 32496 between Dresser, Inc. and the City of Long Beach, date November 14, 2011, and Amended May 7, 2020, by the First Amendment to Contract No. 35081 between the City of Long Beach and Natural Gas Solutions North America, LLC*, and no other terms shall apply, unless agreed upon by the parties in writing, and attached hereto.

Confidentiality Statement: This entire (commercial and technical) proposal and the correspondence and communications concerning this proposal (collectively the "Proposal") developed by Seller and provided to Buyer are the property of Seller. The proposal and the information contained herein is furnished to Buyer with the understanding that it will not, without the prior consent of Seller be used for any purposes other than in connection with the evaluation of Seller's proposal. In no event shall the proposal or any information contained therein be disclosed to any third party without the prior written consent of Seller. The proposal contains information that is confidential and proprietary to Seller, including, without limitation, information relating to design, price, payment terms, and warranty. Buyer agrees to return the proposal and all copies or extracts thereof upon written request from Seller. This proposal document is proprietary to Seller and is furnished in confidence solely for use in considering the merits of the proposal and for no other direct or indirect use. By accepting this document from Seller, the recipient agrees:

1. To use this document, and the information it contains, exclusively for the above stated purpose and to avoid use of the information for performance of the proposed work by the recipient or disclosure of the information to, and use by, competitors of Seller on behalf of the recipient.
2. To avoid publication or other unrestricted disclosure of this document or the information it contains.
3. To return this document upon the request of Seller.

Additional Clarifications and Notes:

1. **Purchase Order Submission:** A purchase order or a letter of acceptance is required as written notification of acceptance of this Proposal. Please ensure that your **purchase order reflects the Proposal number** and is issued to **Natural Gas Solutions North America, LLC**.

2. A sufficient quantity of oil for the initial filling is packed with each meter at no charge (10C25 meters do not use oil).
3. Revision History:
 - REV A: Revised 5/04/15 to update the Pricing Policy and contract dates.
 - REV B: Revised 10/22/15 to add ES3, IMC & ICEX Meters.
 - REV C: Revised 12/7/15 to delete Items #1, #2 and #3, from previous revision and change expiration through 12/31/16.
 - REV D: Revised 06/09/16 to add Items #77 and #78 and update the distribution list.
 - REV E: Revised 12/15/16 to extend pricing through December 31, 2017.
 - REV F: Revised 8/3/17 to add 23M232, add Items for Repair Assemblies #400 IMC/W2 PTZ + Log DP and Optional Parts, and organize the quote.
 - REV G: Revised 12/20/17 to update pricing.
 - REV H: Revised 7/20/18 to update dates in conjunction with contract, update quote with new parts requested and extend pricing.
 - REV I: Revised 6/21/19 to update pricing.
 - REV J: Revised 9/27/19 to add items #55 and #56.
 - REV K: Revised 7/22/20 to update pricing, remove 5C/8C15 meters and add 10C25 meter.
 - REV L: Revised 7/21/2021 to update pricing.
4. **Warranty:** The warranty for Dresser ES3 and Dresser ETC accessory units shall expire four (4) years from delivery, except that software is warranted for ninety (90) days from delivery. The 4-year warranty applies to the accessory unit only. Battery packs for the Dresser ES3 and Dresser ETC products have a separate warranty which expires twelve (12) years from delivery. All other terms of the *Natural Gas Solutions North America, LLC General Terms & Conditions For Sale of Products, Parts and Services, dated October 1, 2018, REV 5-15-2020*, apply.
5. **Warranty:** The warranty for the Dresser™ IMC/W2 accessory unit shall expire four (4) years from delivery. The 4-year warranty applies to the IMC/W2 accessory unit only. The user terminal software is warranted for ninety (90) days from delivery. The alkaline battery pack for the Dresser™ IMC/W2 accessory unit has a two (2) year warranty. The Lithium Battery pack for the Dresser™ IMC/W2 accessory unit has a warranty which expires twelve (12) years from delivery. All other terms of the *Natural Gas Solutions North America, LLC General Terms & Conditions For Sale of Products, Parts and Services, dated October 1, 2018, REV 5-15-2020*, for meter warranty, or negotiated Terms & Conditions.
6. **Warranty:** The warranty for the Dresser 10C25 Meter shall expire two (2) years from delivery, except that software is warranted for ninety (90) days from delivery. Battery packs for Dresser 10C25 Meter have a separate warranty which expires twelve (12) years from delivery. All other terms of the terms and conditions of the *Natural Gas Solutions North America, LLC General Terms & Conditions For Sale of Products, Parts and Services, dated October 1, 2018, REV 5-15-2020*, attached hereto, and no other terms shall apply, unless agreed upon by the parties in writing.
7. **Lead-time:** Allow an extra five weeks for first order of Endpoint installation. After initial set-up, lead-time for meters with Endpoints installed will revert to standard meter lead-times.
8. **Freight:** Customer pays freight to ship Endpoints to Houston factory. Meter shipments are FCA shipping point with freight prepaid and allowed.

For further information, contact our general offices in Houston at 1-800-521-1114 or our representative serving your area, Matthew Vycital, at 415-545-8070. For ordering information, please contact Diane Fogle, Sr. Sales Support Specialist, at 1-800-521-1114.

We sincerely appreciate your interest in our products.

PROPRIETARY & CONFIDENTIAL

Important: This is a solicitation. It is subject to revocation without notice and all orders are subject to acceptance at our Houston office and the terms included.

City Of Long Beach, CA
Dresser™ Proposal No. Q1114191- 1807125, REV L 7/19/2021
November 21, 2014

Copy: Matthew Vycital
Lou Martinez
Diane Fogle

Enclosures:

- Dresser Series B3 Meter Brochure 9.18
- Dresser Acronym Chart 02 2013
- Dresser Micro Corrector IMC-W2 10.18
- Dresser 10C25 Meter with Digital Index 2.19