



SBOffer:204966085-5273161-OTC3X36-1902-190512

THIS ADDENDUM ("Addendum") is entered into between WIN and City of Waukesha ("Customer") and amends the Windstream Service Terms and Conditions ("Agreement") entered between WIN and Customer. Undefined capitalized terms used herein shall have the meanings ascribed in the Agreement. The Agreement shall be deemed amended as follows:

- 1. The Customer has one or more portions of Service(s) scheduled to become out of term or are currently out of term, and due to this state, WIN has or may be scheduled to remove any discounts and reoccurring credits in place and move the Customer to a month - to - month term with an increase above tariffed base rates. In exchange for a new thirty-six (36) months renewal ("Renewal Term"), WIN agrees to leave pricing for the Service(s) as it was during the February, 2019 billing cycle. Any existing monthly reoccurring promotion credits will still be removed. Historic billing can be viewed online via the Customer Portal.
2. In consideration of this Renewal Term, WIN will give the Customer one (1) credit(s) of \$17,670.00 to be applied to the Customer's first (1st) month bill(s) after implementation of this renewal. The credit amount will be distributed across the below account(s) based on the Service(s) in each account
3. This Renewal Term and price adjustment applies to all the billing account number(s) listed below. All accounts will be updated to a coterminous contract end date regardless of current individual current contract end dates. Account Number(s): 5273161
4. If Customer terminates the Agreement after commencement of the Renewal Term for any reason other than for cause, Customer shall incur liability for early termination as set forth in the Agreement, as well as the full amount of the applicable credit(s)

Any changes to the Agreement necessary to conform the Agreement to this Addendum are hereby deemed to be made. In all other respects not inconsistent with this Addendum, the terms of the Agreement not specifically or by necessary implication amended or modified by this Addendum, shall be and remain in full force and effect as modified hereby. This Addendum supersedes and replaces all prior and contemporaneous agreements, discussions and understandings, whether written or oral, concerning the subject matter hereof. Exclusive of any tariff modifications initiated by Windstream and approved or permitted by the applicable regulatory authority,

This Addendum is not effective until executed by an authorized representative of each party.

IN WITNESS WHEREOF, WIN and Customer have executed this Addendum by their duly authorized representatives, on the day and year indicated below.

Customer: _____ Address: _____

Customer Authorized Signature _____ Print Name/Title _____ Date _____

Windstream Acceptance _____ Print Name/Title _____ Date _____

Confidential and Proprietary
Rev Date: September 2017