

**AMENDMENT 1
AGREEMENT CONCERNING
JOINT APPOINTEES:
WASHINGTON STATE UNIVERSITY
AND
BATTELLE MEMORIAL INSTITUTE, PACIFIC NORTHWEST DIVISION**

WHEREAS both Parties entered into the above identified Agreement, effective October 31, 2008, attached hereto as Appendix A, and desire to amend the Agreement's duration.

NOW THEREFORE, the Parties hereby agree to the following modifications:

1. Amend **ARTICLE VII. TERMINATION OF THE AGREEMENT** as follows:

Delete Article VII in its entirety and replace with the following:

This Agreement will continue in full force and effect unless terminated in writing by either party under the following conditions:

Termination for Cause: Termination of this Agreement for cause may occur: (1) upon impossibility of performance based on unforeseen *circumstances*; (2) material breach of the terms and conditions of the Agreement; or (3) upon other reason supported at law as cause. Notice of termination for cause must be provided by the terminating Party to the other Party of such circumstances, failure or violation. The Party so notified will have three (3) months to cure the breach or violation. If no such cure is effected, the Agreement will be finally terminated for cause upon ten (10) days' written notice following the expiration of the cure period by the terminating Party to the other Party. In the event of an imminent risk to health, safety, or security, the terminating Party may immediately suspend access by a JA to its facilities.

Agreement to Terminate: The Parties may agree to terminate this Agreement at any time through a writing signed by the authorized representative of each Party.

Termination of this Agreement will not operate to waive or release obligations or liabilities of the Parties to JA's, one Party to the other, or otherwise inherent in the operation of this Agreement, nor will it release them from obligations set forth in state or federal laws or regulations operable during the course of this Agreement. The Parties will exercise reasonable efforts to avoid incursion of unnecessary expenses or costs subsequent to notice of intent to terminate the Agreement.

All other terms of the Agreement shall remain unchanged.

**BATTELLE MEMORIAL INSTITUTE,
PACIFIC NORTHWEST DIVISION**

WASHINGTON STATE UNIVERSITY

BY Steven F. Ashby

BY Christopher Keane

NAME Steven F. Ashby, Ph.D.

NAME Christopher Keane, Ph.D.

TITLE Deputy Director for Science and
Technology

TITLE Vice President for Research

DATE 10/13/2014

DATE 10/22/14