

THIS AGREEMENT is between Pend Oreille County, ("County"), Seattle City Light, ("City"), Pend Oreille County Public Utility District ("PUD") and the Kalispel Tribe of Indians ("Kalispel") (collectively the "PARTIES").

1. **INTENT:** In 2011 Pend Oreille County partnered with South Pend Oreille Fire and Rescue (SPOFR) and the Pend Oreille Public Utility District (PUD) to successfully obtain the 2011 Federal Emergency Management Agency (FEMA) Assistance to Firefighters Grant. The grant was co-authored by Pend Oreille County and SPOFR with the required match paid for by the PUD. The result of the partnership and the grant award was an aerial imagery flight which covered the entire county in high resolution aerial photography. The product included both orthogonal and oblique aerial imagery. Building upon the 2011 partnership the stakeholders, in addition to Seattle City Light, are once again seeking to partner on an aerial imagery capture.
2. **PURPOSE:** The 2015 updated imagery capture will allow each entity to visually discern changes to the landscape over time when compared to past imagery captures, to digitize information from the photography into a GIS or related system and/or use the imagery to enhance their analytical and decision making processes.
3. **TERM:** This Agreement is for the funding of the 2015 imagery capture only. The aerial imagery captures are defined in the "AGREEMENT BETWEEN PICTOMETRY INTERNATIONAL Corp. ("Pictometry") AND PEND OREILLE COUNTY, WA ("Customer")" contract document (incorporated by reference).
  - a. 2015 imagery capture will be referred as the "FIRST PROJECT"
  - b. The potential 2017 and 2019 flights will be referred to as the "SECOND PROJECT" and "THIRD PROJECT" respectively.

This Agreement does not bind the parties to fund or participate in the "SECOND PROJECT" or "THIRD PROJECT" imagery captures. Should the parties wish to be included in these future imagery capture projects, a new agreement will be executed by the parties.

4. **PROGRAM AND ADMINISTRATION:** It is anticipated that the COUNTY will administer the agreement with Pictometry. The agreement with Pictometry will provide the following:
  - a. The acquisition of 59 square miles at 3 inch resolution and 426 square miles at 9 inch resolution of oblique and orthogonal aerial imagery. (See Appendix A)
  - b. The 2015 imagery capture will occur between August 15 and September 15, 2015.

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- c. Each party will receive the entire purchased product, including all of the orthogonal and oblique imagery flown, as well as access to the Pictometry Connect Online tool.
  - d. Each party shall review the Agreement executed between Pictometry and Pend Oreille County for details regarding the terms and conditions of use of the delivered content that will apply to each user.
5. **PAYMENT AND PAYMENT TERMS:** The parties agree to each pay the following amounts (which includes a 7.6% sales tax) to support the 2015 imagery capture only:
- a. Seattle City Light will contribute \$24,409.60
  - b. Pend Oreille County will contribute \$22,602.66;
  - c. The Pend Oreille County PUD will contribute \$5,000.00; and
  - d. The Kalispel Tribe of Indians will contribute \$4,000.00.

Payment by each party shall be made to PEND OREILLE COUNTY in the amount provided above within 30 days of receipt of the product.

6. **TERMINATION:** Each party shall provide notice by August 28, 2015 to Pend Oreille County whether they are participating in the 2015 imagery capture. Should any party choose not to participate in the funding of this project, Pend Oreille County will continue to facilitate the imagery capture with the remaining parties.
7. **NOTICE:** All notices or other communications given hereunder shall be in writing and shall be deemed to have duly given if delivered personally, sent by facsimile or sent by certified mail, return receipt requested, to the addresses as follows:

PEND OREILLE COUNTY  
P.O. Box 5095  
Newport, WA 99156

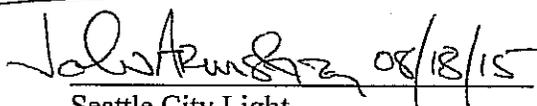
SEATTLE CITY LIGHT  
P.O. Box 909  
Newport, WA 99156

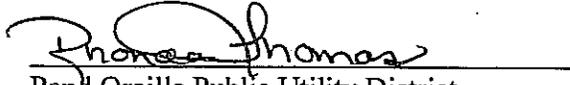
KALISPEL TRIBE OF INDIANS  
P.O. Box 39  
Usk, WA 99180

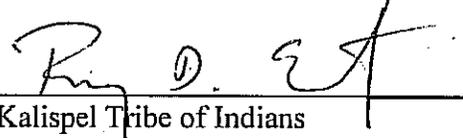
PEND OREILLE PUD  
PO Box 190  
130 N Washington  
Newport, Washington 99156

AGREED this \_\_\_\_\_ day of \_\_\_\_\_, 2015.

PARTNERS:

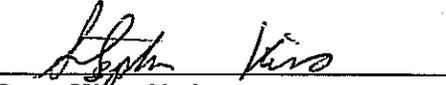
  
Seattle City Light

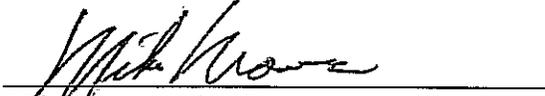
  
Pend Oreille Public Utility District

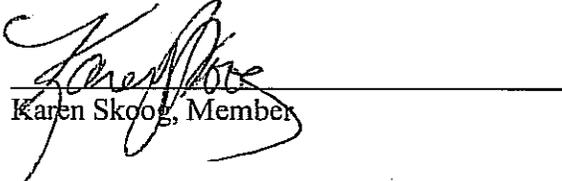
  
Kalispel Tribe of Indians

ACCEPTED this 25 day of August, 2015.

PEND OREILLE COUNTY BOARD OF COMMISSIONERS

  
Steve Kjos, Chair

  
Mike Manus, Vice Chair

  
Karen Skoog, Member

