

**INTERLOCAL COOPERATIVE AGREEMENT  
BETWEEN  
LEWIS COUNTY AND LEWIS COUNTY PUBLIC UTILITY DISTRICT #1  
TO ESTABLISH A COST SHARING PARTNERSHIP  
FOR LICENSED PICTOMETRY IMAGERY AND SOFTWARE SERVICES**

***AMENDMENT #2***

**WHEREAS**, on September 3, 2013, Lewis County (the County) and Lewis County Public Utility District #1 (the Agency) (collectively the County and the Agency are referred to hereinafter as "Parties") entered into an Interlocal Cooperative Agreement to Establish a Cost Sharing Partnership for Licensed Pictometry Imagery and Software Services ("Interlocal Agreement") to share the costs of a 2013 aerial photo acquisition project and related services that Lewis County had contracted to acquire from Pictometry International Corporation (Pictometry) in that year; and

**WHEREAS**, the Parties amended the agreement on September 1, 2015 to extend the term through September 30, 2019 for the scheduled 2016 flight and also to add an extra- scheduled flight in 2015; and

**WHEREAS**, the 2013, 2015, and 2016 aerial photo acquisition projects and related services were performed and delivered to the Agency in accordance with the Interlocal Agreement: and

**WHEREAS**, pursuant to the "Agreement Dated 3/4/2013 Between Pictometry International Corp. and Lewis County, WA," as amended ("Pictometry Agreement"), the County and Pictometry scheduled additional photo acquisition projects and services to be acquired and delivered in 2019 and to be paid for in installments beginning in 2019 and continuing through 2021; and

**WHEREAS**, the Agency has informed the County that it now desires to participate in the scheduled 2019 photo acquisition project and related services and to share in those costs; and

**WHEREAS**, the Agency has further informed the County that, in addition to the said 2019 photo acquisition project and related services, it also wishes to contract with the County to add special additional areas to the said 2019 flight and wishes to increase the number of licensed software seats that its users can access; and

**WHEREAS**, the current Interlocal Agreement is set to expire September 30th, 2019, and both Parties are desirous of extending and amending said Interlocal Agreement to include provision for the Agency to share in the scheduled 2019 photo acquisition project and related services and to pay for the specially requested additional areas added to the 2019 photo acquisition project;

**NOW THEREFORE, IN CONSIDERATION OF THE PARTIES' MUTUAL UNDERTAKINGS, IT IS HEREBY AGREED** by the Parties to amend their Interlocal Agreement as follows:

1. Section 6.1 of the Interlocal Agreement is amended and restated as follows:

6.1 Agreement Term: This Interlocal Agreement commences upon execution by signature of the Parties and shall terminate on September 30<sup>th</sup> 2021, unless renewed or extended.

2. New section 1.1.2.2 is added to the Interlocal Agreement, as follows:

1.1.2.2 Special Request by Agency; Delivery: The County will amend its contract with Pictometry to acquire from Pictometry in 2019 additional photo acquisition data areas of approximately 40 square miles as specifically requested by the Agency. The County agrees to provide said additional data thus acquired to the Agency in accordance with the terms and conditions of this Interlocal Agreement, as amended.

3. New section 5.1.2 is added to the Interlocal Agreement, as follows:

5.1.2 Special Request by Agency, Product Fees: The Agency shall pay the full cost for all data and services related to the specific additional 2019 flight areas requested by the Agency and referenced in this Amendment #2 to the Interlocal Agreement.

4. Section 5.2 is amended and restated as follows for the purpose of adding to number of licensed seats of Pictometry Connect:

5.2 Pictometry Connects Fees: The Agency shall pay up to approximately \$29 per year on average over the duration of the agreement for each seat/login of Pictometry Connect that the Customer requests. The exact cost of each seat will be determined based on the total cost of the Pictometry Connect Service for a block of 200 seats. The Customer requests 14 seats, costing up to approximately \$ 406.00 per year on average over the three years of the agreement. This fee is payable on the same dates as the Pictometry Product Fees as described in Sections 5.3. A detailed description of how the per seat cost was calculated will be included with invoice. More seats can be requested during the term of this agreement at the final established per seat price as long as the total number of all seats requested by all contributors does not exceed 200.

5. New Section 5.3.2 is added to the Interlocal Agreement, as follows:

5.3.2 Special Request by Agency, Payment Date: The Agency shall reimburse the County the full cost for all data and services related to collecting and incorporating the special added 2019 flight areas requested by the Agency as invoiced to the County by Pictometry.

All other terms and conditions of the Interlocal Agreement shall remain in full force and effect.

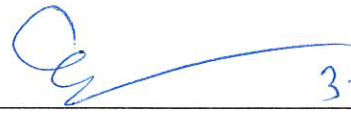
AGREED TO:  
LEWIS COUNTY, WASHINGTON

  
\_\_\_\_\_  
Josh Metcalf                      3/15/19  
Public Works Director                      Date

AGREED TO:  
LEWIS COUNTY PUD #1

  
\_\_\_\_\_  
Jeff Shupe                      3/13/19  
Engineering Manger                      Date

APPROVED AS TO FORM:

  
\_\_\_\_\_  
3-21-19  
Civil Deputy Prosecuting Attorney