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**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**

2. Section 5.1 of the Interlocal Agreement is restated as follows:
AMENDMENT #1

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 2013 aerial photo acquisition project 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 2016 and to be paid for in installments beginning in 2016 and continuing through 2018; and

WHEREAS, the Agency has informed the County that it now desires to participate in the scheduled 2016 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 2016 photo acquisition project and related services, it also wishes to contract with the County for an extra-scheduled flight by Pictometry to collect aerial photos and related data and services in September of 2015 due to rare and short-lived circumstances related to the drawdown of water at Lake Scanewa; and

WHEREAS, the current Interlocal Agreement is set to expire September 30th, 2016, and both parties are desirous of extending and amending said Interlocal Agreement to include provision for the Agency to share in the scheduled 2016 photo acquisition project and related services and to pay for the special September 2015 photo acquisition project and related services;

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

1. Paragraph 5.4 of the Interlocal Agreement is amended and restated to state the following:

5.4 Continuation Beyond Three Years: The County has contracted with Pictometry for nine years to provide three photo acquisition projects (in 2013, 2016, and 2019) at constant rates. Should the Agency wish to continue as a participant and contribute to the second and/or third photo acquisition projects and/or to participate and pay for a special (extra-scheduled) photo acquisition project, this Agreement may be amended to provide for the additional project(s).

2. 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 30th 2019, unless renewed or extended.

3. New section 1.1.2.1 is added to the Interlocal Agreement, as follows:

1.1.2.1 Special Request by Agency; Delivery: The County will amend its contract with Pictometry to acquire from Pictometry in September 2015 photo acquisition data and related services of Lake Scanewa to capture conditions in and immediately around the lake during the late summer drawdown of 2015. The County agrees to provide the Lake Scanewa data and services thus acquired to the Agency in accordance with the terms and conditions of this Interlocal Agreement, as amended.

4. New section 5.1.1 is added to the Interlocal Agreement, as follows:

5.1.1 Special Request by Agency, Product Fees: The Agency shall pay the full cost for all data and services related to the extra-scheduled 2015 flight requested by the Agency and referenced in this Amendment #1 to the Interlocal Agreement.

5. New Section 5.3.1 is added to the Interlocal Agreement, as follows:

5.3.1 Special Request by Agency, Payment Date: The Agency shall reimburse the County the full cost for all data and services related to the extra-scheduled 2015 flight 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.

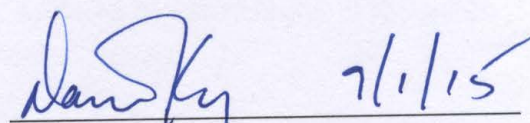
AGREED TO:
LEWIS COUNTY, WASHINGTON

 9/1/15

Tim Elsea
Public Works Director

Date

AGREED TO:
LEWIS COUNTY PUD #1

 7/1/15

Dan Kay
Chief Engineer

Date

INTERLOCAL COOPERATIVE AGREEMENT

BETWEEN

LEWIS COUNTY AND LEWIS COUNTY PUBLIC UTILITY DISTRICT #1

APPROVED AS TO FORM: TO ESTABLISH A COST SHARING PARTNERSHIP
FOR LICENSED PICTOMETRY IMAGERY AND SOFTWARE SERVICES

Civil Deputy Prosecuting Attorney

AMENDMENT #1

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 Aerial Photo Acquisition 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 2013 aerial photo acquisition project 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 2014 and to be paid for in installments beginning in 2014 and continuing through 2018; and

WHEREAS, the Agency has informed the County that it now desires to participate in the scheduled 2014 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 2014 photo acquisition project and related services, it also wishes to contract with the County for an extra-scheduled flight by Pictometry to collect aerial photos and related data and services in September of 2015 due to rare and short-lived circumstances related to the drawdown of water at Lake Scapewa; and

WHEREAS, the current Interlocal Agreement is set to expire September 30th, 2015, and both parties are desirous of extending and amending said Interlocal Agreement to include provision for the Agency to share in the scheduled 2014 photo acquisition project and related services and to pay for the special September 2015 photo acquisition project and related services;

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

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