

**TERMINATION OF INTERGOVERNMENTAL AGREEMENT
AND AGREEMENT FOR LOCATE SERVICES**

THIS TERMINATION OF INTERGOVERNMENTAL AGREEMENT AND AGREEMENT FOR LOCATE SERVICES is entered into by the PORT OF WHITMAN COUNTY, a municipal corporation of the State of Washington, ("WHITMAN"), and the PORT OF CLARKSTON, a municipal corporation of the State of Washington, ("CLARKSTON").

RECITALS

WHEREAS, WHITMAN and CLARKSTON entered into an Intergovernmental Cooperation Agreement for Telecommunication Services dated February 27, 2015; and

WHEREAS, the parties have agreed to terminate said Agreement for Telecommunication Services effective December 31, 2019; and

WHEREAS, simultaneous with the execution of this Termination Agreement, CLARKSTON will enter into an Interlocal Cooperation Agreement for Telecommunication Services with PETRICHOR BROADBAND, LLC, a Washington interlocal limited liability company, whereby the Port of Whitman County is named Manager, beginning January 1, 2020; and

WHEREAS, WHITMAN will continue to provide locate services for CLARKSTON as it relates to the fiber owned by CLARKSTON; and

WHEREAS, all expenses for locate services will be paid by CLARKSTON;

NOW, THEREFORE, IT IS HEREBY AGREED AS FOLLOWS:

1. The Intergovernmental Cooperation Agreement for Telecommunication Services entered into by WHITMAN and CLARKSTON dated February 27, 2015 is hereby terminated effective December 31, 2019.

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LOCATE SERVICES
(Port of Clarkston)

2. WHITMAN will continue to provide locate services for CLARKSTON as it relates to the fiber owned by CLARKSTON.

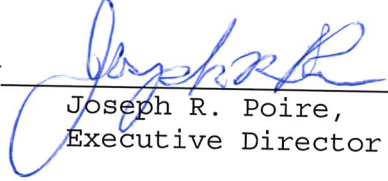
3. CLARKSTON will pay all expenses for locate services.

4. Either party may terminate this Agreement for Agreement for Locate Services by giving thirty (30) days' written notice to the other party.

IN WITNESS WHEREOF, the parties enter into this Agreement the 30 day of January 2020, and the undersigned represent that he or she is authorized to sign this Agreement.

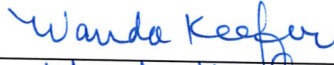
PORT OF WHITMAN, a municipal
corporation of the State of
Washington:

By


Joseph R. Poire,
Executive Director

PORT OF CLARKSTON, a municipal
corporation of Washington:

By


Wanda Keefe
~~Executive Director~~
Port Manager