

**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 GARFIELD COUNTY, a municipal corporation of the State of Washington, ("GARFIELD").

RECITALS

WHEREAS, WHITMAN and GARFIELD entered into an Agreement for Telecommunication Services dated March 5, 2019; 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, GARFIELD 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 GARFIELD as it relates to the fiber owned by GARFIELD; and

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

NOW, THEREFORE, IT IS HEREBY AGREED AS FOLLOWS:

1. The Agreement for Telecommunication Services entered into by WHITMAN and GARFIELD dated March 5, 2019 is hereby terminated effective December 31, 2019.

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

TERMINATION OF INTERGOVERNMENTAL
AGREEMENT AND AGREEMENT FOR
LOCATE SERVICES
(Port of Garfield)

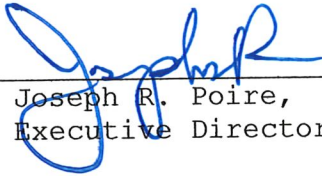
3. GARFIELD will pay all expenses for locate services.

4. Either party may terminate this 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 31 day of January, 2020, and the undersigned represent that he or she is authorized to sign this Agreement.

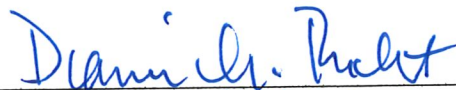
PORT OF WHITMAN, a municipal
corporation of the State of
Washington:

By


Joseph R. Poiré,
Executive Director

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

By


Diana Ruchert,
Executive Director