

EXHIBIT D
WHITMAN REVENUE SHARE DEVIATIONS

As of April 1, 2022

This Exhibit D, as amended from time-to-time, sets forth all agreed upon Whitman Revenue Share Deviations, as such term is defined in Section 9.7(c) of that certain Interlocal Cooperation Agreement (the "Agreement") dated May 1, 2021 between Port of Whitman County, a Washington municipal corporation ("Whitman"), and Port of Lewiston, an Idaho municipal corporation ("Lewiston"). This Exhibit D is incorporated into and governed by the Agreement. Capitalized terms used in this Exhibit D and not defined herein shall have the meanings assigned to such terms in the Agreement.

The following Whitman Revenue Share Deviations are in effect as of the above-stated date:

Fiber to the Home Programs

Whitman agrees to provide management and administrative services with respect to Fiber to the Home ("FTTH") programs offered by Lewiston. As a management fee for such services, Lewiston will pay to Whitman \$3.00 per month per enrolled/lit FTTH end user address ("FTTH Revenue Share").

In addition to FTTH Revenue Share, Lewiston agrees to pay to Whitman a one-time, non-recurring fee of \$25.00 per address passed by (eligible for) Lewiston's FTTH programs (as designated by Lewiston), which one-time fee is to compensate Whitman for Whitman's administrative time involved in setting up each such address within Whitman's systems for purposes of Whitman's management (the "FTTH Setup Fee"). All electronic files maintained by Whitman in association with Lewiston's FTTH programs shall be considered "Technical Data" under the Agreement. Unlike the FTTH Revenue Share, payment of the FTTH Setup Fee is not contingent upon enrollment by end users in Lewiston's FTTH programs. The FTTH Setup Fee shall be due from Lewiston to Whitman at the time Lewiston requests Whitman undertake such FTTH setup and not as part of Lewiston's monthly management fee and Revenue share payments to Whitman.

For all underground greenfield builds, Lewiston agrees to provide GPS data in the form of .shp files of all vaults and conduit stubs, as well as an as-built overlaid on satellite imagery and premise/lot addressees. If this data is provided by Lewiston in entirety and in an acceptable form for import into the fiber mapping system, Whitman will reduce the FTTH Setup Fee from \$25.00 to \$20.00 per address passed.

For all underground brownfield builds, Lewiston agrees to provide as-builts overlaid on satellite imagery and addresses for each premise served by the project on the as-built.

This Exhibit D may be simultaneously executed in several counterparts, each of which shall be an original and all of which shall constitute but one and the same instrument.

[The following page is the signature page.]

IN WITNESS WHEREOF, Whitman and Lewiston have caused this Exhibit D to be executed in their respective corporate names effective as of the last date set forth below.

“Whitman”:

PORT OF WHITMAN COUNTY, A WASHINGTON MUNICIPAL CORPORATION

By: Kara Z. Riebold

Name: Kara Riebold

Title: Executive Director

Date: 4/21/2022

“Lewiston”:

PORT OF LEWISTON, AN IDAHO MUNICIPAL CORPORATION

By: Michael D. Thomason

Name: Michael D. Thomason

Title: Port Commission President

Date: 4-13-2022