

INTERIM AGREEMENT

This Interim Agreement (“Agreement”) is made between Clark County, a Washington municipal corporation (the “County”), and the Portland Vancouver Junction Railroad, LLC, a Washington limited liability company (“PVJR”). The County and PVJR are referred to collectively as the “Parties.”

Whereas a dispute has arisen between the Parties related to the Railroad Lease Agreement between the County and the Columbia Basin Railroad Company, Inc., dated December 20, 2004 and assigned to PVJR through the February 1, 2012 Assignment of Clark County Lease and Related Agreements (“Lease”); and

Whereas the Parties have agreed to schedule and participate in good faith in a mediation in an effort to resolve their dispute related to the Lease, but wish to maintain the status quo during that time and maintain operations;

Therefore, the Parties hereby agree:

The Parties will abide by and honor the terms of the Lease for a period of 90 days from the date of mutual execution of this Agreement, including the indemnity terms set forth in the Lease;

The Parties further agree they will schedule and participate in good faith in mediation within 90 days from the date of mutual execution of this Agreement; and

The Parties further agree that the sole purpose of this Agreement is to preserve the status quo. This Agreement shall not be admissible against either party, and the entry of this Agreement does not waive any claims or defenses related to, and may not be used as evidence regarding, the validity, non-validity, performance or non-performance of any terms of the Lease.

PORTLAND VANCOUVER JUNCTION RAILROAD, CLARK COUNTY
LLC

Eric Temple, President



Shawn Hennessee, County Manager

Date

12-12-18

Date