

INTERGOVERNMENTAL COOPERATIVE PURCHASING AGREEMENT

THIS AGREEMENT is between the ALDERWOOD WATER AND WASTEWATER DISTRICT ("AWWD") and MUKILTEO WATER AND WASTEWATER DISTRICT ("MWWD"); both parties are political subdivisions and special purpose water and sewer districts under the laws of the State of Washington.

BACKGROUND

- a) AWWD sent "Request for Proposals" to vendors of automatic meter reading systems ("AMR") in conformance with RCW 39.04.270
- b) Based on the responses to the above "Request for Proposals" and its own evaluation, AWWD selected Badger Meter, Inc. of Milwaukee, Wisconsin ("Badger") and executed a procurement agreement in May 2010, for the purchase of an automatic meter reading system.
- c) The "Request for Proposals" from AWWD contains provisions allowing other governmental entities to avail themselves of AWWD's procurement agreement for similar purchases at the same price and terms.

PURPOSE AND OBJECTIVE

MWWD is interested in making a similar purchase and desires to avail itself of the procurement agreement between AWWD and Badger.

POWERS

- d) The Interlocal Cooperation Act, as amended and codified in Chapter 39.34 of the Revised Code of Washington, provides for Interlocal cooperation between governmental agencies.
- e) AWWD is willing to assist MWWD by providing access to its research work and the executed agreement with Badger for the purchase of the AMR.

NOW THEREFORE, the parties agree as follows:

RIGHTS AND RESPONSIBILITIES

- 1) Alderwood shall provide MWWD with a copy of its executed procurement agreement with Badger and other AMR related research information upon request by MWWD.
- 2) MWWD shall seek to execute its own AMR procurement agreement with Badger under similar prices and terms as those secured by AWWD through its "Request for Proposals" process.

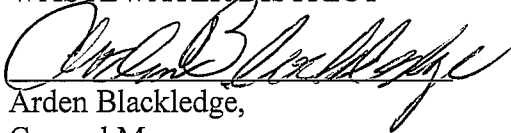
AMR Interlocal Agreement

Alderwood Water and Wastewater District and Mukilteo Water and Wastewater District
November, 2011

Page Two

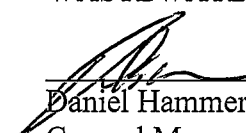
- 3) AWWD will not be party to the procurement agreement between MWWD and Badger.
- 4) MWWD agrees to hold AWWD, its elected officials, officers, agents and employees harmless from any claims or losses resulting from its procurement agreement as described in 2. above, except for those losses resulting solely from the negligence of AWWD, its elected officials, officers, agents and employees.
- 5) No new or separate legal administrative entity or partnership is created as a result of this interlocal agreement between AWWD and MWWD.
- 6) Each party accepts responsibility for compliance with the federal, state or local laws and regulations including, in particular, bidding requirements applicable to its acquisition of goods and services.

ALDERWOOD WATER AND
WASTEWATER DISTRICT


Arden Blackledge,
General Manager

Date Signed: 12/5/11

MUKILTEO WATER AND
WASTEWATER DISTRICT


Daniel Hammer
General Manager

Date Signed: 11/23/2011