

**Memorandum of Understanding
Between
Cowlitz County and the City of Longview**

This agreement is made and entered into by and between Cowlitz County, a political subdivision of the State of Washington, (“County”) and the City of Longview, a municipal Corporation (“City”)

WHEREAS, the parties jointly financed a long-range Event Center Master Plan and a hotel feasibility study, and

WHEREAS, the recommendations of both studies declare that there is a need for additional conference space at the Event Center as well as a hotel for the use of conference attendees, and

WHEREAS, pursuant to RCW 35.21.735 the City of Longview has created a duly-constituted Public Development Authority (PDA) which is empowered to develop a commercial hotel in conformity with the Event Center Master Plan, and

WHEREAS, the pursuant to RCW 36.34.130, RCW 35.79, RCW 39.33.010, RCW 43.09.210 and County policy per RCW 36.34.005, County and City propose an exchange of lands to allow for development of a commercial hotel facilitating local events and gatherings at the County Events Center and the Fairgrounds,

Now, therefore, it is mutually agreed that:

The parties intend to exchange the real property depicted in Attachment A, attached hereto and incorporated herein, currently owned by the City, for the real property depicted in Attachment B, attached hereto and incorporated herein, currently owned in fee by the County. Exchanged parcels depicted in Attachment A shall exclude property that is legally or prescriptively encumbered by any private use or private rights. In consideration for exchange of parcels, City shall cause to be performed surveys of all concerned parcels. Furthermore, construction of a hotel adjacent to the Fairgrounds will support and enhance the operations of the Event Center.

The County will apply for subdivision or boundary line adjustment for the creation of the parcel depicted in Attachment B. City or its PDA will facilitate funding for all permitting fees and costs necessary for such division of land.

With increased use of facilities, the County may shift some activities across 7th Avenue and use newly acquired land in furtherance of those activities. City agrees to facilitate safe pedestrian crossing during the annual County Fair and other events at the fairgrounds with such measures including, but not limited to, provision for temporary street access closures and detours subject to City Special Event permit standards.

The City will work cooperatively with the County and the City of Kelso to address access issues for the hotel as well as a new entrance to the fairgrounds at the intersection of Washington Street and 5th Avenue.

City shall work directly with the City of Kelso regarding storm water and impervious surfaces as well as municipal and electrical services.

This written agreement constitutes the parties' entire and integrated agreement, and supersedes all prior and contemporaneous negotiations, representations, or agreements, whether written or oral.

This MOU shall be effective upon the signatures of authorized officials of participating agencies. The authorized officials below indicate agreement with this MOU by their signatures.

For the City of Longview:

For Cowlitz County:

David Campbell, City Manager

Mike Karnofski, Commissioner

Don Jensen, City Mayor

Dennis Weber, Commissioner

Joe Gardner, Commissioner