

**Memorandum of Understanding
Between Centrum and the Fort Worden Public Development Authority**

Whereas, Centrum has provided internet and wi-fi services to Fort Worden Partners and their respective users through its own internet network, equipment and facilities called CentrumNet;

Whereas, Fort Worden Public Development Authority (PDA), was assigned the management and operation of the 90-acre Campus grounds and buildings in Fort Worden State Park in a 50-year master lease, some of which has been served by CentrumNet, using fiber lines and other equipment and facilities assigned by Washington State Parks to the PDA;

Whereas, the PDA and NoaNet, a Washington nonprofit mutual corporation, have entered into an Interlocal Agreement for the for the purpose of bringing high-speed communications (i.e., broadband, internet, wi-fi and telephony services) to the campus area of Fort Worden;

Whereas, the PDA has invested \$110,000 in NoaNet installing these communication equipment and facilities to serve all Fort Worden Partners and guests who use the campus area and whereby the PDA intends to be the internet service and wi-fi provider to third parties in the Fort Worden campus area;

Whereas, it is in the mutual benefit of Centrum and the PDA to cooperate with one another on the basis of mutual advantage to make the most efficient use of their communications investments to date, thereby providing services and facilities in an efficient manner that accords best with the needs and development of the Fort Worden campus area.

Whereas, the PDA and Centrum can be more successful pursuing the core objectives of their respective missions to the mutual benefit to all parties by entering into this memorandum of understanding (MOU). This MOU shall govern the conduct and responsibilities of each party in the execution of the business defined herein.

A. Centrum will provide to the PDA the following:

1. Equipment as listed in Attachment A, which by this MOU is transferred to and becomes the property of the PDA
2. Network diagram
3. Statement of network need

B. PDA will provide the following:

1. 24x7x365 Operational support for all services
2. Core transport for the Local Area Network (LAN)
3. Core peering for the layer 3 services
4. Includes network monitoring, call taking from customers, including remote diagnostics and escalation to appropriate support staff
5. Monitoring, billing and reporting

C. Centrum's Obligations

Centrum agrees to transfer the equipment used in its CentrumNet services as set forth in the Exhibit A to the PDA for incorporation into the PDA LAN for the use to serve the Fort Worden campus with communication services. The PDA, in exchange for the equipment, will provide for a monetary credit to Centrum for the mutually-agreed upon valuation of the equipment as stated in Exhibit A to this agreement.

Centrum agrees to no longer provide internet or wi-fi service at Fort Worden to other users so long as the PDA is providing this service.

Centrum understands that its needs for future installations to Centrum facilities not in place at time of this MOU are not covered in the LAN and may need to be added at a later date to meet Centrum's long-term communication needs.

D. PDA's Obligations

The PDA agrees to provide the internet communication services, in a responsible and business-like manner, to Centrum and other parties under contract with the PDA.

The PDA agrees to credit Centrum with the total amount of \$_____, listed in Exhibit A in future billings for internet services provided by the PDA to Centrum.

- E. As items or actions are discovered not directly covered under this agreement, the parties will work together to resolve the issue with mutual agreement. This agreement does not constitute a partnership. Each party will use good faith in exercising their duties under the agreement.
- F. This MOU can only be amended in writing through agreement of both parties to include additional service, locations or time.

Robert Birman, Executive Director
Centrum

Dave Robison, Executive Director
Fort Worden PDA

Effective Date:_____

