

**HOLD HARMLESS AND INDEMNIFICATION AGREEMENT
(SOLDIER CANYON FEMA DRAINAGE CONSTRUCTION AND MAINTENANCE)**

WHEREAS, Tooele County, H-2 LTD all own land in Soldier Canyon that is affected by or protected by the FEMA drainage; and

WHEREAS, Tooele County, H-2 LTD all have an interest in maintaining the FEMA drainage; and

WHEREAS, Tooele County has the equipment, resources, and time to create retention berms from the FEMA drainage and to perform other needed restorative work to the FEMA drainage ("the work"); and

WHEREAS, Tooele County is willing to use its equipment and resources to accomplish the work; and

WHEREAS, Tooele City, Floyd and H-2 LTD all desire to have Tooele County perform the work;

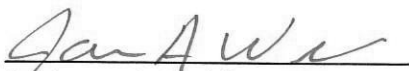
NOW THEREFORE, the parties mutually agree as follows:

1. Tooele County shall perform the work at no cost to H-2 LTD.
2. Tooele County shall perform the work in a manner that attempts to feasibly preserve and protect property owned H-2 LTD.
3. H-2 LTD shall hold Tooele County harmless from damage done to their respective properties during, or arising out of, the work.
4. Tooele County shall be solely liable to any third party for damages caused by the intentional, reckless, or grossly negligent acts of its officers and employers arising from Tooele County's performance of the work. However, if third party claims, lawsuits, demands, liabilities, or judgments arise from the negligent acts of Tooele County's officers or employees, or from strict liability, the parties shall share equally in the defense and satisfaction of such claims.

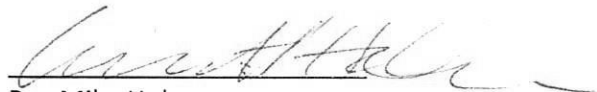
DATED this 21st day of November, 2022.

TOOELE COUNTY:

H-2 LTD



By: James A. Welch
Tooele County Manager



By: Mike Holmes
Partner

APPROVED AS TO FORM:

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Colin R. Winchester
Deputy Tooele County Attorney