

## MEMORANDUM OF AGREEMENT

7<sup>th</sup> THIS MEMORANDUM OF AGREEMENT (“Memorandum”) is made as of January 7<sup>th</sup>, 2015 between North Snake Ground Water District, Magic Valley Ground Water District and Southwest Irrigation District (collectively “Districts”), and SeaPac of Idaho, Inc., an Idaho corporation (“SeaPac”).

1. The Districts and SeaPac have entered into a Magic Springs Water Use Agreement dated as of January 7<sup>th</sup>, 2015 (the “Agreement”).
2. Pursuant to the Agreement, SeaPac grants the Districts the exclusive right to use up to 10 cfs of first use water from its Magic Springs Hatchery under water right nos. 36-7072 and 36-8386 together with the exclusive right and access to utilize all discharge water from the Magic Springs facility as needed to provided mitigation to Rangen, Inc. and other water right holders in the Hagerman Valley, together with a right of access and easements to design, construct, operate and maintain water intake and collection facilities, pump stations, pipelines and other facilities necessary to deliver water from SeaPac’s Magic Springs Hatchery for mitigation purposes.
3. The Agreement is made in consideration for a long term lease or ownership of the Aqualife Hatchery provided by the Districts to SeaPac.
4. This Memorandum summarizes the provisions of the Agreement.
5. The terms, conditions and provisions of the Agreement shall extend to and be binding upon the heirs, executives, administrators, grantees, successors and assigns of the parties hereto.
6. In the event of any conflict between the Agreement and this Memorandum, the Agreement shall control.
7. This Memorandum may be recorded in the Gooding County, Idaho Recorder’s Office and may be filed with the Director of the Idaho Department of Water Resources to provide notice of the Agreement between the parties.

(Signatures on the following page)

SEAPAC OF IDAHO, INC.,  
an Idaho corporation

Dated: \_\_\_\_\_, 2015

By: \_\_\_\_\_  
Name: \_\_\_\_\_  
Title: \_\_\_\_\_

NORTH SNAKE GROUND WATER DISTRICT

Dated: January 7, 2015

By: [Signature]  
Name: Dan Stearns  
Title: Chairman

MAGIC VALLEY GROUND WATER DISTRICT

Dated: January 7, 2015

By: [Signature]  
Name: Dan Stearns  
Title: Chairman

SOUTHWEST IRRIGATION DISTRICT

Dated: January 7, 2015

By: [Signature]  
Name: Randy Brown  
Title: Chairman

STATE OF IDAHO )  
 : ss.  
County of \_\_\_\_\_ )

On this \_\_\_\_ day of January, 2015, before me, a Notary Public for the State of Idaho, personally appeared \_\_\_\_\_, known or identified to me to be the \_\_\_\_\_, of SEAPAC OF IDAHO, INC., that executed the instrument or the person who executed the instrument on behalf of said corporation, and acknowledged to me that such corporation executed the same.

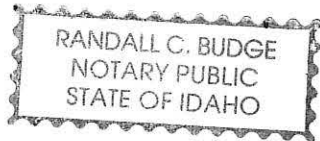
(SEAL)

\_\_\_\_\_  
NOTARY PUBLIC FOR IDAHO  
Residing at:  
My Commission Expires:

STATE OF IDAHO )  
 : ss.  
County of Bannock )

On this 7<sup>th</sup> day of January, 2015, before me, a Notary Public for the State of Idaho, personally appeared RANDY BROWN, known or identified to me to be the Chairman, of SOUTHWEST IRRIGATION DISTRICT, LYNN CARLQUIST, known or identified to me to be the Chairman, of NORTH SNAKE GROUND WATER DISTRICT and DEAN STEVENSON, known or identified to me to be the Chairman, of MAGIC VALLEY IRRIGATION DISTRICT, that executed the instrument or the person who executed the instrument on behalf of said corporations, and acknowledged to me that such corporations executed the same.

(SEAL)



Randall C. Budge  
\_\_\_\_\_  
NOTARY PUBLIC FOR IDAHO  
Residing at: Bannock County  
My Commission Expires: 10/11/16

SEAPAC OF IDAHO, INC.,  
an Idaho corporation

Dated: January 12, 2015

By: [Signature]  
Name: KEO ARNEY  
Title: CHAIRMAN

NORTH SNAKE GROUND WATER DISTRICT

Dated: January 7, 2015

By: [Signature]  
Name: Don Stearn  
Title: Chairman

MAGIC VALLEY GROUND WATER DISTRICT

Dated: January 7, 2015

By: [Signature]  
Name: Don Stearn  
Title: Chairman

SOUTHWEST IRRIGATION DISTRICT

Dated: January 7, 2015

By: [Signature]  
Name: Randy Brown  
Title: Chairman

STATE OF IDAHO )

: ss.

County of Twin Falls )

On this 12 day of January, 2015, before me, a Notary Public for the State of Idaho, personally appeared Ken Ashley, known or identified to me to be the President, of SEAPAC OF IDAHO, INC., that executed the instrument or the person who executed the instrument on behalf of said corporation, and acknowledged to me that such corporation executed the same.



Mike Hamilton  
NOTARY PUBLIC FOR IDAHO  
Residing at: Buhl  
My Commission Expires: 9-26-15

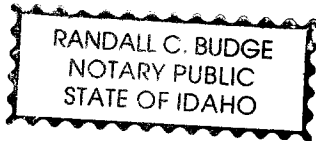
STATE OF IDAHO )

: ss.

County of Bannock )

On this 7<sup>th</sup> day of January, 2015, before me, a Notary Public for the State of Idaho, personally appeared RANDY BROWN, known or identified to me to be the Chairman, of SOUTHWEST IRRIGATION DISTRICT, LYNN CARLQUIST, known or identified to me to be the Chairman, of NORTH SNAKE GROUND WATER DISTRICT and DEAN STEVENSON, known or identified to me to be the Chairman, of MAGIC VALLEY IRRIGATION DISTRICT, that executed the instrument or the person who executed the instrument on behalf of said corporations, and acknowledged to me that such corporations executed the same.

(SEAL)



Randall C. Budge  
NOTARY PUBLIC FOR IDAHO  
Residing at: Bannock county  
My Commission Expires: 10/11/16