

2013-003943

Klamath County, Oregon



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04/15/2013 10:15:21 AM

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Return to:
Avista Real Estate Department
P.O. Box 3727 MSC-25
Spokane, WA 99220-3727

ASSIGNMENT AND CONSENT AGREEMENT

THIS AGREEMENT is entered into this 14th day of March, 2013 by and between **Northwest Pipeline GP**, a Delaware General Partnership, with business offices located at 295 Chipeta Way, Salt Lake City, Utah 84108 (**NORTHWEST**), **Avista Corporation**, a Washington Corporation, with business offices located at 1411 East Mission Avenue, Spokane, Washington 99202 (**AVISTA**), and **Gas Transmission Northwest LLC**, a Delaware limited liability company, successor in interest to Pacific Gas Transmission Company, with business offices located at 201 W. North River Drive, Suite 505, Spokane, Washington 99201 (**GTN**). **NORTHWEST**, **AVISTA** and **GTN** are sometimes referred to as the **PARTIES**.

WITNESSETH, that:

WHEREAS, **NORTHWEST** and Pacific Gas Transmission Company (PGT) executed an unrecorded Encroachment Agreement dated July 7, 1995, in which NWP allowed PGT to encroach upon its existing rights-of-way and cross under its existing natural gas transmission pipeline located in Klamath County, Oregon, as part of PGT's construction of its Medford Lateral pipeline, subject to certain terms and conditions contained in said Encroachment Agreement, and

WHEREAS, PGT agreed to said terms and conditions, and

WHEREAS, **GTN** is the successor in interest to PGT, and

WHEREAS, **NORTHWEST** has conveyed all property rights and assigned all easement rights associated with its existing natural gas transmission pipeline located in Klamath County, Oregon to **AVISTA** by virtue of a Statutory Warranty Deed dated December 13, 2012 and recorded in Klamath County, Oregon December 20, 2012, Document 2012-014168, and by virtue of an Assignment of Easements dated November 30, 2012 and recorded in Klamath County, Oregon December 20, 2012, Document 2012-014169, and

WHEREAS, **NORTHWEST** desires to assign its interest in said Encroachment Agreement to **AVISTA** and **AVISTA** is agreeable to such assignment, and

WHEREAS, **GTN** is agreeable to such assignment, as long as the existing terms and conditions of said Encroachment Agreement are maintained,

NOW THEREFORE, in consideration of the foregoing recitals and mutual premises, covenants, benefits, and agreements hereinafter set forth to be kept and performed by the parties hereto, the **PARTIES** hereby agree as follows:

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1. NORTHWEST hereby assigns all of its interest in that certain unrecorded Encroachment Agreement dated July 7, 1995 to AVISTA.

2. AVISTA hereby accepts NORTHWEST's assignment of its interest in said Encroachment Agreement, and agrees to be bound by the terms and conditions of said Agreement.

3. GTN hereby consents to NORTHWEST's assignment of its interest in said Encroachment Agreement to AVISTA, and agrees to be bound by the terms and conditions of said Agreement.

IN WITNESS WHEREOF, the Parties hereto have entered into and executed this Agreement on the day and year first written above.

NORTHWEST PIPELINE GP

Burton D. Maxfield
By: Burton D. Maxfield, Attorney-in-Fact

AVISTA CORPORATION

[Signature]
By:
Its: Director, Real Estate & Env. Affairs

GAS TRANSMISSION NORTHWEST LLC

Steven L. McNulty
By:
Its: Land Supervisor

ACKNOWLEDGMENT---ATTORNEY-IN-FACT

STATE OF Utah)
COUNTY OF Salt Lake)

On the 6 day of March, 2013, Burton D. Maxfield personally appeared before me and being by me duly sworn, did say that he is the Attorney-in-Fact of Northwest Pipeline GP, and that the above Agreement was signed on behalf of Northwest Pipeline GP and said Burton D. Maxfield acknowledged to me that he as such Attorney-in-Fact executed the same.

My Commission Expires:

May 16, 2015

Andrea Arnold
Notary Public in and for
Salt Lake County,
State of Utah



ACKNOWLEDGMENT

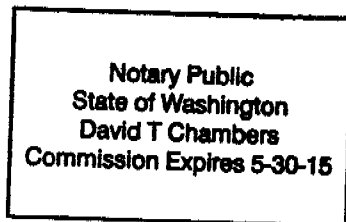
STATE OF Washington)
COUNTY OF Spokane)

On the 27th day of March, 2013, Bruce Howard personally appeared before me and being by me duly sworn, did say that he is the Dir. Real Estate of Avista Corporation, and that the above Agreement was signed on behalf of Avista Corporation and said David T. Chambers acknowledged to me that he as such Director Real Estate executed the same.

My Commission Expires:

May 30, 2015

David T. Chambers
Notary Public in and for
Spokane County,
State of Washington



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ACKNOWLEDGMENT

STATE OF WA
COUNTY OF Spokane

On the 11 day of March, 2013, personally appeared before me,
Steven J. McNulty, and being by me duly sworn, did say that he is the
Land Supervisor of Gas Transmission Northwest LLC, and that the above Agreement was
signed on behalf of Gas Transmission Northwest LLC, and said Steven J. McNulty
acknowledged to me that he as such Land Supervisor executed the same.

My Commission Expires:

06/25/2014

Kenda R. Irby
Notary Public in and for
Spokane County,
State of WA



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