



EXHIBIT C

Indemnity Agreement for Third Party Contractors

**East Multnomah Soil and Water Conservation District
Partners in Conservation Program**

This Indemnity Agreement ("Agreement") is entered into by and between East Multnomah Soil and Water Conservation District ("District") and _____ ("Contractor"), and shall be effective upon signing by both parties hereto.

WHEREAS, the Contractor has been retained by, or on behalf of, a Partner of the District pursuant to an underlying agreement ("Underlying Agreement") entered into between the District and the Partner to provide services relating to, or otherwise carry out, a project that is partially or completely funded by the East Multnomah Soil and Water Conservation District ("District"),

THEREFORE, for the mutual consideration contained herein, the District and the Contractor hereby agree as follows:

1. This Agreement shall apply to services performed by the Contractor pursuant to any Underlying Agreement for the purposes herein described, whether or not this Agreement is attached to, or expressly made a part of, such Underlying Agreement.
2. In carrying out its duties and obligations under the Underlying Agreement, the Contractor shall indemnify and hold harmless the District, its officers, directors, agents and employees, against any and all losses, claims, damages and expenses, including reasonable and necessary attorney's fees, to the extent any such losses, claims, damages and expenses are due to the acts or omissions of the Contractor, its officers, directors, agents and employees. The Contractor shall have no obligation to indemnify the District should any such losses, claims, damages and expenses result, in whole or in part, from acts, omissions, willful misconduct or gross negligence of the District, its affiliates, officers, directors, agents and employees.

DATED this _____ day of _____, 20__.

CONTRACTOR:

Signature: _____ Firm/DBA: _____

Name & Title: _____ CCB#: _____

Phone: _____

DISTRICT:

Signature: _____

Name & title: _____