ATTACHMENT C:

#### Indemnity Agreement for Third Party Contractors

#### Clackamas Soil and Water Conservation District

***To be filled out by each Subcontractor that the Contractor uses to carry out work.***

This Indemnity Agreement (“Agreement”) is entered into by and between Clackamas Soil and Water Conservation District (“District”) and \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_ (“Subcontractor”), and shall be effective upon signing by both parties hereto.

WHEREAS, the Subcontractor has been retained by a Contractor who is working with the District pursuant to an underlying agreement (“Underlying Agreement”) to provide services relating to, or otherwise carry out, a project or conservation practice that is partially or completely funded by the Clackamas Soil and Water Conservation District (”District”),

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

1. This Agreement shall apply to services performed by the Subcontractor 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 Subcontractor 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 Subcontractor, its officers, directors, agents and employees.  The Subcontractor 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***:**

*SUBCONTRACTOR:*

Signed: Firm/DBA:

Print Name & Title: CCB#:

Phone:

Address:

*DISTRICT:*

Signed: Name &Title:

*Return this signed form to:*

***Eann Rains***

***Clackamas Soil and Water Conservation District***

*221 Molalla Ave., Suite 102,*

*Oregon City, OR 97045*

*Email:* *erains@conservationdistrict.org*

*Phone: 503-210-6005*

*Fax: 503-655-1188*