



CITY OF MILWAUKIE
"Dogwood City of the West"

Resolution No. 41-2014

A resolution of the City Council of the City of Milwaukie, Oregon, authorizing an amendment to the Habitat Development Agreement and Initial Escrow Instructions ("Second Amendment") between the City of Milwaukie and Wildlands Capital Partners, LLC

WHEREAS, The City of Milwaukie, an Oregon municipal corporation ("Owner"), and WILDLANDS CAPITAL PARTNERS, LLC, a Delaware limited liability company ("Wildlands"), collectively referred to as the "Parties," wish to enter into the second amendment of the Habitat Development Agreement and Initial Escrow Instructions ("Second Amendment"), dated for reference purposes as May 6, 2014.

Recitals

WHEREAS, Wildlands and Owner entered into that certain Habitat Development Agreement and Initial Escrow Instructions dated as of July 8, 2013 (the "**Habitat Development Agreement**"), concerning the purchase and sale of the Habitat Development Rights associated with certain real property located in the City of Milwaukie, Oregon, and more particularly described as the "City Property" in the Habitat Development Agreement; and

WHEREAS, Wildlands and Owner entered into that First Amendment of the Habitat Development Agreement, dated December 3, 2013; and

WHEREAS, Wildlands has continued its due diligence work and has maintained consistent communication with City staff, but Wildlands needs additional time to reach resolution of issues that need to be resolved before Wildlands can complete its feasibility analysis.

WHEREAS, Pursuant to the provisions of the Second Amendment, Wildlands and Owner desire to amend the Habitat Development Agreement for the purpose of extending Wildlands' Feasibility Period; and

WHEREAS, in the Second Amendment, the Parties agree as follows:

Agreement

1. **Definitions**. Except as otherwise provided herein, all capitalized terms set forth in this First Amendment shall be defined as provided in the Habitat Development Agreement.

2. **Extension of Wildlands' Feasibility Period**. Wildlands' Feasibility Period is

hereby extended to 5:00 p.m. Pacific Standard Time on December 31, 2014.

3. Recitals. The Recitals herein are hereby incorporated by reference into this Second Amendment. The Parties warrant that the Recitals are true and correct.

4. Ratification. Wildlands and Owner hereby agree that, except as provided in the First Amendment and this Second Amendment, the Habitat Development Agreement is ratified, affirmed and remains in full force and effect and is incorporated herein by this reference.

5. Counterparts. This Second Amendment may be executed in multiple counterparts, each of which shall be deemed an original, but all of which, together, shall constitute one and the same instrument.

6. Electronic Transmittals. The Parties agree that if this Second Amendment is transmitted electronically, the electronic transmittal of the original execution signatures shall be treated as original signatures and given the same legal effect as an original signature.

Now, Therefore, be it Resolved that:

1. The City Manager is authorized to sign the Second Amendment of the Habitat Development Agreement with Wildlands Capital Partners, LLC on behalf of the City of Milwaukie.
2. Wildlands' feasibility period is extended to 5:00 p.m. Pacific Standard Time on December 31, 2014.

Introduced and adopted by the City Council on 5/6/14.

This resolution is effective on 5/6/14.



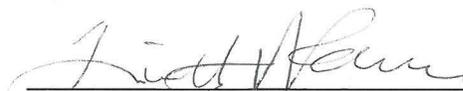
Dave Hedges, Council President

ATTEST:

APPROVED AS TO FORM:
Jordan Ramis PC



Pat DuVal, City Recorder



City Attorney