

BEFORE THE BOARD OF COUNTY COMMISSIONERS
FOR MULTNOMAH COUNTY, OREGON

ORDER NO. 00-015

Authorizing Amendment to Purchase and Sale Agreement to Purchaser WAXMAN & ASSOCIATES, INC.

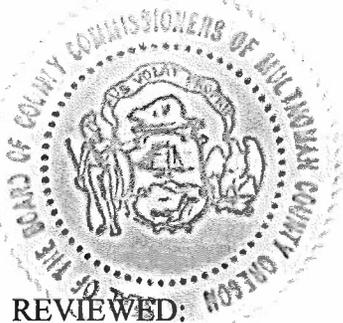
The Multnomah County Board of Commissioners Finds:

- a) Purchaser WAXMAN & ASSOCIATES, INC. has requested an extension of closing date to March 1, 2000 from the original deadline of November 24, 1998 as stated in the Purchase and Sale agreement recorded October 8, 1998, in the Multnomah County Deed Records at Book 98 and Page 181690.
- b) Extension is being requested in order to complete the public comment period required by the Oregon Department of Environmental Quality (DEQ) and to finalize the Prospective Purchaser Agreement (PPA) with DEQ.

The Multnomah County Board of Commissioners Orders:

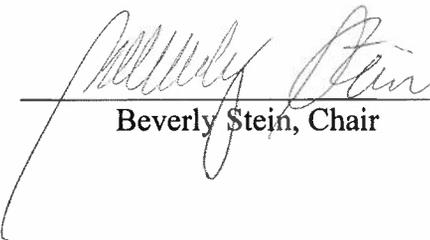
1. The Chair of Multnomah County Board of Commissioners is authorized to execute the attached amendment to the original Purchase and Sale Agreement to purchaser WAXMAN & ASSOCIATES, INC.

Adopted this 27th day of January 2000.

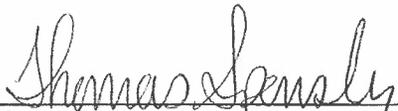


REVIEWED:

BOARD OF COUNTY COMMISSIONERS
FOR MULTNOMAH COUNTY, OREGON


Beverly Stein, Chair

Thomas Sponsler, County Counsel
For Multnomah County, Oregon


Thomas Sponsler, County Counsel

**FOURTH AMENDED REAL ESTATE
PURCHASE AND SALE AGREEMENT**

1. RECITALS

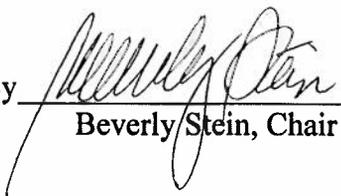
2. Multnomah County, Oregon (Seller) and Waxman & Associates, Inc. (Purchaser) entered into a Purchase and Sale Agreement (Agreement) signed by Multnomah County Chair Beverly Stein on September 24, 1998, said Agreement is recorded in the County Deed Records at No. 98181690 for the real property described as:
3. LOTS 10-12, BLOCK 13, MILLERS ADDITION, a recorded subdivision in the County of Multnomah, and State of Oregon
4. On or about December 7, 1998, Seller and Purchaser entered into agreement to extend the closing date (Extension) to February 28, 1999. The Extension is recorded in the County Deed Records at Entry No. 98223419.
5. On or about September 24, 1999, Seller and Purchaser entered into agreement to extend the closing date (Extension 2) to September 28, 1999. The Extension 2 is recorded in the County Deed Records at 99071431.
6. At the request of the Purchaser an additional extension of the closing date to February 1, 2000 in order to complete environmental testing required by the Purchaser and the Oregon Department of Environmental Quality (DEQ) was granted on December 2, 1999. This testing was in response to the discovery of undocumented environmental problems and the potential for water table contamination at the site. Test data has allowed the completion of negotiations with DEQ for the Prospective Purchaser Agreement (PPA).
7. The Purchaser requests an additional extension of the closing date to March 1, 2000 in order to complete the DEQ administrative process. A thirty-day public review of the test results and site remediation measures is required by DEQ. This review period will close on February 29, 2000. At the close of the public process DEQ will prepare the finale approval documents.

WHEREFORE, THE PARTIES NOW AGREE TO AMEND THE ORIGINAL PURCHASE AND SALE AGREEMENT AS FOLLOWS:

1. Extension of Closing Date: Seller agrees to extend the closing date too not later than March 1, 2000.
2. Testing Approval: Purchaser shall receive written approval from DEQ for all environmental testing at the site. Purchaser shall provide a copy of the written approval to Seller. Purchaser shall coordinate all environmental testing with Gary Thomas, Multnomah County's Tax Foreclosed Property Coordinator. Purchaser shall undertake no testing or other activity that in any way aggravates, spreads or exacerbates any hazardous or contaminated environmental condition at the site. Purchaser shall provide Seller with copy of the formal report given to DEQ on the results of testing by December 17, 1999 and to Purchaser's intention to continue or terminate the agreement.

3. Preliminary Notice of Intention: Purchaser shall provide written notice to the County by 5 P.M. no later than February 25, 2000 as to whether Purchaser will continue or terminate this Agreement. If Purchaser provides written notice to terminate, this Agreement shall terminate at such time with no further right of extension to be allowed.
4. Continuance: Except as amended herein, all other terms and conditions of the Agreement and the incorporated previous three amendments shall remain in full force and effect.
5. Effective Date: This Amended Agreement is effective upon signature of both parties.

BOARD OF COUNTY COMMISSIONERS
FOR MULTNOMAH COUNTY, OREGON

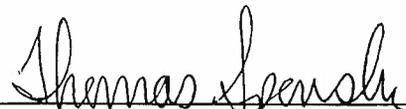
By  _____
Beverly Stein, Chair

PURCHASER:
Waxman & Associates, Inc.

By _____
Loren J. Waxman, President

REVIEWED:

THOMAS SPONSLER, COUNTY COUNSEL
FOR MULTNOMAH COUNTY, OREGON

 _____
Thomas Sponsler, County Counsel