

PASSED

IN THE BOARD OF DIRECTORS
LANE COUNTY METROPOLITAN WASTEWATER SERVICE DISTRICT

RESOLUTION AND ORDER
NO. 03-02-05-1M

) IN THE MATTER OF AUTHORIZING
) EXECUTION OF AN OWNERSHIP
) TRANSFER REGIONAL SEWERAGE
) FACILITIES AGREEMENT

WHEREAS, in March 1978, the Lane County Metropolitan Wastewater Service District (District) and the Metropolitan Wastewater Management Commission (MWMC) entered into a lease agreement whereby MWMC leased from the District regional sewerage facilities, and

WHEREAS, the lease provided that MWMC had an option to purchase the sewerage facilities for \$100, but that the ownership would not be transferred until retirement of general obligation bonds that had been issued to finance the nonfederal share of the costs for the design and construction of the sewerage facilities, and

WHEREAS, MWMC exercised the option to purchase through the delivery of a check in October 1984, and

WHEREAS, the general obligation bonds were fully paid and retired in August 2002, and

NOW, THEREFORE IT IS HEREBY ORDERED that ownership of the regional sewerage facilities should be transferred to MWMC, and it is further

ORDERED that the County Administrator is authorized to execute an agreement to evidence such a transfer in a form substantially similar to that attached hereto as Exhibit A, and is further authorized to execute subsequent additional documents as may be necessary to effectuate the transfer of ownership.

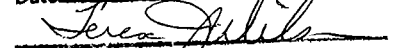
DATED this 5th day of February, 2003.



Chair, Board of Directors

APPROVED AS TO FORM

Date 1/23/03 Lane County



OFFICE OF LEGAL COUNSEL

OWNERSHIP TRANSFER REGIONAL SEWERAGE FACILITIES

EFFECTIVE DATE: _____, 2002

PARTIES:

Metropolitan Wastewater Management Commission, (MWMC)
an Oregon Intergovernmental Agency created pursuant
to ORS Chapter 190
225 Fifth Street
Springfield, OR 97477

And

Lane County Metropolitan Wastewater Service District,
an Oregon Service District created pursuant to ORS Chapter 451
Public Service Building
125 East 8th Avenue
Eugene, OR 97401 (District)

RECITALS:

- A.** MWMC was formed by the Cities of Eugene and Springfield and Lane County in 1977 and charged with various responsibilities including, without limitation, the design, construction, operation and maintenance of regional sewerage facilities for the Eugene/Springfield Metropolitan Area. MWMC's responsibilities included obtaining federal matching grant funds for the design and construction of the regional sewerage facilities.
- B.** The District was formed by Lane County in 1978 to sell general obligation bonds to finance the local share of the design and construction cost for the regional sewerage facilities.
- C.** In March 1978, MWMC and the District entered into a lease pursuant to which MWMC leased from the District the regional sewerage facilities which were to be designed and constructed by MWMC with federal grant and local matching funds (Lease). The scope of the regional sewerage facilities was described in Section 1 of the Lease and is referred to hereinafter as the Regional Sewerage Facilities.
- D.** Pursuant to Section 8 of the Lease, the District granted MWMC an option to purchase the Regional Sewerage Facilities for the price of \$100. Section 8 provided that the District would "transfer the ownership of the regional sewerage facilities to MWMC in an orderly manner, promptly upon bond retirement."
- E.** MWMC previously exercised its option to purchase the Regional Sewerage Facilities and paid the required consideration to the District.
- F.** The bonds issued by the District for the design and construction of the Regional Sewerage Facilities were retired in August 2002.

G. The parties are entering into this Agreement to memorialize the transfer of ownership of the Regional Sewerage Facilities from the District to MWMC as required in the Lease.

AGREEMENT:

1. **Transfer of Ownership.** The District hereby transfers all of the District's right, title and interest in the Regional Sewerage Facilities to MWMC effective on the date this Agreement has been fully executed by the parties.

2. **Other Documents.** Upon MWMC's request, the District will promptly execute and provide to MWMC any additional documents which may, in MWMC's opinion, be reasonably necessary to effectuate this transfer of ownership including, without limitation, deeds or assignments related to any interest in real property on which any portion of the Regional Sewerage Facilities is located. Any such deed or assignment may be given by the District without any covenants of title provided that the form of the deed shall convey and pass to MWMC and its successors any and all after acquired title. The District authorizes and appoints the person then serving as the Lane County Administrator to execute such documents.

3. **Binding Effect.** This Agreement shall be binding on and inure to the benefit of the parties and their successors and assigns.

4. **Authorization.** The execution, delivery and performance of this Agreement have been duly authorized and approved by each of the parties.

5. **Recitals Incorporated.** The Recitals are incorporated in this Agreement.

**METROPOLITAN WASTEWATER
MANAGEMENT COMMISSION**

**LANE COUNTY METROPOLITAN
WASTEWATER SERVICE DISTRICT**

DRAFT

By: _____

Title: _____

Date: _____, 2002

DRAFT

By: _____

Title: _____

Date: _____, 2002