

119856

BOOK 141 PAGE 190

MEMORANDUM OF CONTRACT OF SALE

DATED: June 30, 1994

COUNTY: Skamania County, a county government
of the State of Washington
Skamania County Courthouse
P. O. Box 790
Stevenson, WA 98648

FILED FOR RECORD
SKAMANIA CO. WASH
BY SKAMANIA CO. TITLE

JUN 30 3 20 PM '94
P. Olsson
AUDITOR
GARY M. OLSON

PURCHASER: Salishan Lodge, Inc.
an Oregon corporation
c/o Grayco Resources, Inc.
Attn: President
No. 200 The Water Tower
5331 S. W. Macadam Avenue
Portland, Oregon 97201

**CONTRACT
OF SALE:** Contract of Sale Between County of Skamania and
Salishan Lodge, Inc. For Golf Course and Meeting
Facility of Skamania Lodge dated June 30, 1994

By the Contract of Sale, incorporated by reference herein as if set forth in full, County sells to Purchaser the Property described in the attached exhibit A, known as the Golf Course, including without limitation the County's interest if any, in any building or improvements thereon and appurtenances thereto, and County also sells to Purchaser the building improvement commonly known as the Conference Center or Meeting Center of Skamania Lodge located on land already owned in fee by Purchaser, including all appurtenances thereto. The purchase price is \$7,690,281.39.

The Contract of Sale provides for the payment of the purchase price in installments of principal, with the total remaining principal balance and accrued, unpaid interest due in full on June 30, 2005. The purchase price is adjusted in certain circumstances related to the County's receipt of U. S. Forest Service Grants, as more fully set forth in the Contract of Sale.

The Contract of Sale incorporates various covenants and terms, including without limitation, provisions for financing by Purchaser and for protection of the Purchaser's lender. The Contract of Sale gives to Purchaser an irrevocable license in perpetuity to use the Meadow, as described in the Contract.

16716

REAL ESTATE EXCISE TAX

Registered	
Tracked	
Indexed	
Filed	
Noted	

JUN 30 1994
PAID *Eye*
[Signature]
SKAMANIA COUNTY TREASURER

BOOK 144 PAGE 191

A copy of the Contract of Sale is available at the County Auditor's Office, Skamania County Courthouse, Stevenson, Washington.

This Memorandum of Contract of Sale supersedes that Memorandum of Lease between County and Purchaser recorded May 26, 1992 in Book 128, Page 827, Skamania County Deed Records.

IN WITNESS WHEREOF, the parties have executed this Memorandum effective as of June 30, 1994.

SKAMANIA COUNTY
a county government of the
State of Washington

By: [Signature]
Its: Commissioner
ACTING CHAIRMAN

By: [Signature]
Its: Commissioner

By: _____
Its: Commissioner

SALISHAN LODGE, INC.
an Oregon corporation

By: [Signature]
Its: President

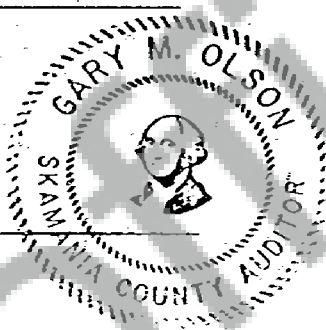
By: [Signature]
Its: Chairman

ATTEST:

[Signature]
Skamania County Auditor
and Ex-Officio

APPROVED AS TO FORM:

[Signature]
Co. Co. Prosecutor

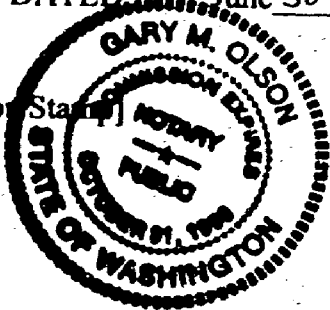


STATE OF WASHINGTON)
) ss.
 County of SKAMANIA)

On this day personally appeared before me ED GALLAGHAN to me known to be the individual described in and who executed the within and foregoing instrument, and acknowledged that he/she signed the same as his/her free and voluntary act and deed, for the uses and purposes therein mentioned.

DATED: June 30, 1994

[Seal or Stamp]



Gary M. Olson
 GARY M. OLSON

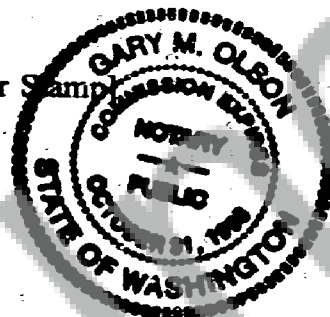
Notary Public in and for the State of
 Washington, residing at NORTH BONNEVILLE
 My appointment expires: 10-31-94

STATE OF WASHINGTON)
) ss.
 County of SKAMANIA)

On this day personally appeared before me MELISA C. PRICE to me known to be the individual described in and who executed the within and foregoing instrument, and acknowledged that he/she signed the same as his/her free and voluntary act and deed, for the uses and purposes therein mentioned.

DATED: June 30, 1994

[Seal or Stamp]



Gary M. Olson
 GARY M. OLSON

Notary Public in and for the State of
 Washington, residing at NORTH BONNEVILLE
 My appointment expires: 10-31-94

STATE OF WASHINGTON)
) ss.
 County of _____)

On this day personally appeared before me _____ to me known to be the individual described in and who executed the within and foregoing instrument, and acknowledged that he/she signed the same as his/her free and voluntary act and deed, for the uses and purposes therein mentioned.

DATED: June ____, 1994

[Seal or Stamp]

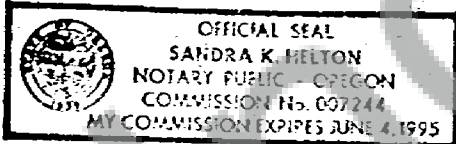
Notary Public in and for the State of
 Washington, residing at _____
 My appointment expires: _____

STATE OF OREGON)
) ss.
 County of Washington)

On this day personally appeared before me JOHN A. MICHAEL of SALISHAN LODGE, INC., an Oregon corporation, to me known to be the individual described in and who executed the within and foregoing instrument, and acknowledged that he/she signed the same as his/her free and voluntary act and deed, for the uses and purposes therein mentioned.

DATED: June 29, 1994

[Seal or Stamp]

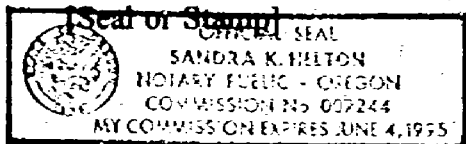


Sandra K. Helton
 Notary Public for Oregon
 My commission expires: 6/4/95

STATE OF OREGON)
) ss.
County of WASHINGTON)

On this day personally appeared before me John D. Goss of SALISHAN LODGE, INC., an Oregon corporation, to me known to be the individual described in and who executed the within and foregoing instrument, and acknowledged that he/she signed the same as his/her free and voluntary act and deed, for the uses and purposes therein mentioned.

DATED: June 29, 1994



Sandra K. Hilton
Notary Public for Oregon
My commission expires: 6/4/95

Unofficial Copy

Exhibit A

LEGAL DESCRIPTION BOOK 144 PAGE 195
of
Golf Course Site

Being a tract of land out of portions of Government lots 2 and 3, the Iman D.L.C. and the Baughman D.L.C, all in Section 2, Township 2 North, Range 7 East of the Willimette Meridian and being more particularly described as follows:

Beginning at a 1/2 inch iron rod on the West Line of the Baughman D.L.C, said rod being South 00 degrees 50 minutes 59 seconds West, 1935.30 feet from a brass cap marking the Northwest corner of the Baughman D.L.C.; Thence Leaving said west line North 57 degrees 31 minutes 40 seconds West, 1839.91 feet to a 1/2 inch iron pipe; Thence South 59 degrees 00 minutes 19 seconds West, 396.02 feet to a 5/8 inch iron rod; Thence North 78 degrees 38 minutes 44 seconds West, 97.60 feet to a 5/8 inch iron rod; Thence North 35 degrees 28 minutes 44 seconds West, 122.60 feet to a 5/8 inch iron rod; Thence North 59 degrees 43 minutes 41 seconds West 216.00 feet to a 5/8 inch iron rod; Thence North 65 degrees 46 minutes 40 seconds West 919.35 feet to a 5/8 inch iron rod on the Southeasterly line of a BPA right-of-way; Thence along said right-of-way North 40 degrees 21 minutes 00 seconds East, 2004.39 feet to a 5/8 inch iron rod; Thence leaving said right-of-way South 21 degrees 52 minutes 06 seconds East, 221.63 feet to a 3/4 inch iron pipe; Thence South 89 degrees 53 minutes 16 seconds East, 104.76 feet to a 3/4 inch iron pipe; Thence North 45 degrees 07 minutes 04 seconds East, 121.54 feet to a 5/8 inch iron rod; Thence North 01 degrees 32 minutes 31 seconds East, 0.58 feet to a point; Thence South 22 degrees 51 minutes 56 seconds East, 133.67 feet to a 5/8 inch iron rod; Thence South 34 degrees 22 minutes 53 seconds East, 377.84 feet to a 5/8 inch iron rod; Thence South 65 degrees 26 minutes 35 seconds East, 236.37 feet to a 5/8 inch iron rod; Thence South 13 degrees 10 minutes 46 seconds West, 117.78 feet to a 5/8 inch iron rod; Thence South 71 degrees 56 minutes 35 seconds East 207.62 feet to a 5/8 inch iron rod; Thence North 13 degrees 10 minutes 46 seconds East, 194.93 feet to a 5/8 inch iron rod; Thence South 72 degrees 56 minutes 35 seconds East, 72.19 feet to a 5/8 inch iron rod; Thence South 53 degree 51 minutes 59 seconds East, 476.72 feet to a 5/8 inch iron rod; Thence South 75 degrees 24 minutes 01 seconds East, 132.00 feet to a 5/8 inch iron rod; Thence South 89 degrees 09 minutes 01 seconds East, 74.00 feet to a 5/8 inch iron rod; Thence South 00 degrees 50 minutes 59 seconds West, 132.00 feet to a 5/8 inch iron rod; Thence South 89 degrees 09 minutes 01 seconds East, 180.29 feet to a 5/8 inch iron rod on the Southwesterly right-of-way of Foster Creek Road (40.00' right-of-way);

Glenda J. Kimmel, Shastana County Assessor

By: *[Signature]* Parcel # 2-7-2-3500-48-194

Thence along said right-of-way 260.65 feet along the arc of a 224.60 foot radius curve to the left, having a central angle of 66 degrees 29 minutes 28 seconds, the chord of which bears South 44 degrees 35 minutes 53 seconds East, a distance of 246.26 feet to a 5/8 inch iron rod; Thence South 77 degrees 50 minutes 37 seconds East 114.61 feet to a 5/8 inch iron rod; Thence 159.01 feet along the arc of a 420.80 foot radius curve to the right, having a central angle of 21 degrees 39 minutes 00 seconds, the chord of which bears South 67 degrees 01 minutes 07 seconds East, a distance of 158.06 feet to a 5/8 inch iron rod; Thence South 56 degrees 11 minutes 37 seconds East, 273.36 feet to a 5/8 inch iron rod; Thence leaving said right-of-way South 46 degrees 53 minutes 56 seconds West, 373.47 feet to a Skamania County, brass cap; Thence South 62 degrees 28 minutes 04 seconds East, 785.01 feet to a 5/8 inch iron rod on said right-of-way of Foster Creek Road; Thence along said right-of-way 73.68 feet along the arc of a 402.00 foot radius curve to the left, having a central angle of 10 degrees 30 minutes 04 seconds, the chord of which bears South 31 degrees 18 minutes 02 seconds East, a distance of 73.57 feet to a 5/8 inch iron rod; Thence South 36 degrees 33 minutes 04 seconds East, 17.29 feet to a 5/8 inch iron rod; Thence 134.33 feet along the arc of a 402.00 foot radius curve to the left, having a central angle of 19 degrees 08 minutes 46 seconds, the chord of which bears South 46 degrees 07 minutes 27 seconds East, a distance of 133.71 feet to a 5/8 inch iron rod, said rod marking the intersection of said Foster Creek Road right-of-way and the westerly right-of-way of Second Street Extension (variable width right-of-way); Thence leaving said Foster Creek Road right-of-way and along said Second Street Extension right-of-way South 08 degrees 32 minutes 58 seconds West, 370.52 feet to a point that bears South 17 degrees 15 minutes 33 seconds West 0.56 feet from a concrete right-of-way monument; Thence 413.67 along the arc of a 1587.10 foot radius curve to the right, having a central angle of 14 degrees 56 minutes 02 seconds, the chord of which bears South 16 degrees 00 minutes 59 seconds West, a distance of 412.50 feet to a 5/8 inch iron rod; Thence North 66 degrees 31 minutes 00 seconds West 20.00 feet to a 5/8 inch iron rod; Thence 191.45 feet along the arc of a 1567.10 foot radius curve to the right, having a central angle of 06 degrees 59 minutes 59 seconds, a chord of which bears South 26 degrees 58 minutes 59 seconds West, a distance of 191.33 feet to a 5/8 inch iron rod; Thence South 59 degrees 31 minutes 02 seconds East, 20.00 feet to a 5/8 inch iron rod; Thence 62.63 feet along the arc of a 1587.10 foot radius curve to the right, having a central angle of 02 degrees 15 minutes 40 seconds, the chord of which bears South 31 degrees 36 minutes 48 seconds West, a distance of 62.63 feet to a 5/8 inch iron rod; Thence North 56 degrees 03 minutes 57 seconds West, 8.39 feet to a point that bears North 50 degrees 38 minutes 42 seconds West, 0.70 feet from a concrete right-of-way monument;

Thence South 33 degrees 56 minutes 03 seconds West, 208.73 feet to a point that bears South 65 degrees 29 minutes 49 seconds East, 0.58 feet from a concrete right-of-way monument; Thence North 56 degrees 03 minutes 57 seconds West, 60.00 feet to a point that bears North 35 degrees 49 minutes 26 seconds West, 0.57 feet from a concrete right-of-way monument; Thence South 33 degrees 56 minutes 03 seconds West, 133.77 feet to a point that bears South 78 degrees 22 minutes 11 seconds West, 1.00 feet from a concrete right-of-way monument; Thence South 56 degrees 03 minutes 57 seconds East, 5.47 feet to a 5/8 inch iron rod said rod also marking the intersection of said Seconds Street Extension right-of-way and the westerly right-of-way of Malicot Road (60.00' right-of-way); Thence along said Malicot right-of-way South 56 degrees 27 minutes 19 seconds West, 46.44 feet to a 5/8 inch iron rod; Thence 201.61 feet along the arc of a 256.70 foot radius curve to the right, having a central angle of 45 degrees 00 minutes 00 seconds, the chord of which bears South 78 degrees 57 minutes 19 seconds West, 196.47 feet to a 5/8 inch iron rod; Thence North 78 degrees 32 minutes 41 seconds West, 13.00 feet to a 5/8 inch iron rod; Thence 186.92 feet along the arc of a 125.70 foot radius curve to the left, having a central angle of 85 degrees 12 minutes 00 seconds, the chord of which bears South 58 degrees 51 minutes 19 seconds West, a distance of 170.17 feet to a 5/8 inch iron rod marking the point of compound curvature; Thence 172.50 feet along the arc of a 173.40 foot radius curve to the left, having a central angle of 57 degrees 00 minutes 00 seconds, the chord of which bears South 12 degrees 14 minutes 41 seconds East, a distance of 165.48 feet to a 5/8 inch iron rod marking the point of reverse curvature; Thence 79.96 feet along the arc of a 65.70 foot radius curve to the right, having a central angle of 69 degrees 44 minutes 00 seconds, the chord of which bears South 05 degrees 52 minutes 41 seconds East, a distance of 75.12 feet to a 5/8 inch iron rod; Thence South 28 degrees 59 minutes 19 seconds West, 98.60 feet to a 5/8 inch iron rod; Thence 65.70 feet along the arc of a 65.70 foot radius curve to the right, having a central angle of 57 degrees 18 minutes 00 seconds, the chord of which bears South 57 degrees 38 minutes 19 seconds West, a distance of 63.00 feet to a 5/8 inch iron rod marking a point of reverse curvature; Thence 254.56 feet along the arc of a 507.60 foot radius curve to the left, having a central angle of 28 degrees 44 minutes 00 seconds, the chord of which bears South 71 degrees 55 minutes 19 seconds West, a distance of 251.90 feet to a 5/8 inch iron rod marking a point of reverse curvature; Thence 44.84 feet along the arc of a 160.80 foot radius curve to the right, having a central angle of 15 degrees 58 minutes 38 seconds, the chord of which bears South 65 degrees 32 minutes 38 seconds West, a distance of 44.69 to a 1/2 inch iron rod; Thence leaving said Malicot Road right-of-way North 00 degrees 50 minutes 59 seconds East, 1237.41 feet to the point of beginning;

Excepting therefrom the following described parcel of land acquired by Salishan Lodge, Inc. pursuant to the terms of the option set forth in the Ground Lease dated July 18, 1991:

Legal Description
Lodge Site

A tract of land located in the D. Baughman Donation Land Claim, and the F. Iman Donation Land Claim situated in Section 2, Township 2 North, Range 7 East of the Willamette Meridian, Skamania County, Washington and being a portion of two tracts of land conveyed to Skamania County by deeds recorded in Book 27, Page 39 and Book 110, Page 121 of the Skamania County Deed Records, described as follows:

BEGINNING at a 1/2" iron rod as depicted on that certain Record of Survey recorded in Volume 3, Pages 53 and 54, Survey Records, Skamania County, Washington, marking the Northeast corner of Columbia Gorge Park, recorded in Book 8, Page 55, Plat Records, Skamania County, Washington, said corner also being located in the line common to the D. Baughman and the F. Iman Donation Land Claims, being South 00°50'59" West 1935.30 feet from a brass cap marking the Northwest corner of said D. Baughman D.L.C.; THENCE North 57°31'40" West, along the north line Columbia Gorge Park, 818.09 feet; THENCE North 12°03'10" East 214.56 feet; THENCE North 40°42'58" East 276.93 feet; THENCE North 66°22'55" East 148.14 feet; THENCE South 78°55'22" East 121.89 feet; THENCE North 48°11'16" East 259.96 feet; THENCE South 39°51'28" East 263.16 feet; THENCE South 27°29'26" West 144.39 feet; THENCE South 62°33'34" East 94.34 feet; THENCE South 27°26'26" West 175.84 feet; THENCE South 04°42'01" West 37.03 feet; THENCE South 17°31'02" East 206.61 feet; THENCE North 72°28'58" East 10.64 feet; THENCE South 17°31'02" East 56.51 feet; THENCE South 72°28'58" West 7.30 feet; THENCE South 17°31'02" East 44.89 feet; THENCE South 72°28'58" West 13.22 feet; THENCE South 17°31'02" East 100.63 feet; THENCE South 31°57'00" East 35.43 feet; THENCE South 70°07'20" West 232.20 feet to the POINT OF BEGINNING, and there ending, all in Skamania County, Washington.

Containing 13.25 acres;

and further excepting therefrom the following additional parcel of land defined as the Meadow, more specifically described as follows:

Legal Description
"The Meadow"

A tract of land located in the D. Raughman Donation Land Claim, and the F. Iman Donation Land Claim situated in Section 2, Township 2 North, Range 7 East of the Willamette Meridian, Skamania County, Washington and being a portion of a tract of land conveyed to Skamania County by deed recorded in Book 27, Page 39 of the Skamania County Deed Records, and being more particularly described as follows:

Commencing from a 1/2" iron rod as depicted on that certain Record of Survey recorded in Volume 3, Pages 53 and 54, Survey Records, Skamania County, Washington, marking the Northeast corner of Columbia Gorge Park, recorded in Book B, Page 55, Plat Records, Skamania County, Washington, said corner also being located in the line common to the D. Baughman and the F. Iman Donation Land Claims, being S 00°50'59" W 1935.30 feet from a brass cap marking the Northwest corner of said D. Baughman D.L.C.; Thence N 70°07'20" E 232.20 feet to a point; Thence N 31°57'00" W 34.60 feet to the True Point of Beginning; Thence N 31°57'00" W 0.83 feet to a point; Thence N 17°31'02" W 46.24 feet to a point; Thence N 72°28'58" E 47.82 feet to a point; Thence N 17°31'02" W 84.14 feet to a point; Thence S 72°58'28" W 27.30 feet to a point; Thence N 17°31'02" W 71.64 feet to a point; Thence S 72°58'28" W 10.64 feet to a point; Thence N 17°31'02" W 168.85 feet to a point; Thence N 72°28'58" E 32.45 feet to a point; Thence N 00°02'58" E 93.69 feet to a point; Thence N 27°26'26" E 37.03 feet to a point; Thence N 62°33'34" W 20.86 feet to a point; Thence N 27°26'26" E 93.57 feet to a point; Thence N 73°39'53" E 126.26 feet to a point; Thence S 26°12'57" E 135.00 feet to a point; Thence S 40°31'12" E 296.43 feet to a point; Thence S 18°00'59" E 198.30 feet to the beginning of a 238.00 foot radius non-tangent curve to the right; Thence along said non-tangent curve to the right 143.26 feet through a central angle of 34°29'13" (chord bears S 76°34'39" W 141.10 feet); Thence N 86°10'44" W 90.69 feet to the beginning of a 215.65 foot radius curve to the left; Thence along said curve to the left 144.82 feet through a central angle of 38°28'36" (chord bears S 74°34'58" W 142.12 feet) to a point of reverse curvature; thence along a 238.00 foot radius curve to the right 45.91 feet through a central angle of 11°03'04" (chord bears S 60°52'12" W 45.83 feet) to the True Point of Beginning.

Containing 4.17 acres more or less.

The basis of bearings for this legal description is per Volume 3, Pages 53 and 54, Skamania County Survey Records.

The Golf Course Site as described above shall include without limitation the County's interest, if any, in any building or improvements thereon and appurtenances thereto, and the building improvement commonly known as the Conference Center or Meeting Center of Skamania Lodge located on land already owned in fee by Purchaser, including all appurtenances thereto.

Exhibit A - Page 5