



MILLER NASH

ADD

35.00

4017454

Page: 1 of 17

07/15/2005 09:24A

Clark County, WA

Return Address:

Stephen W. Horenstein, Attorney
Miller Nash LLP
P.O. Box 694
Vancouver, WA 98666

**WASHINGTON STATE COUNTY AUDITOR/RECORDER'S
INDEXING FORM (Cover Sheet)
(RCW 65.04)**

Please print or type information

Document Title(s) (or transactions contained therein):

1. Third Addendum to Columbia Tech Center Development Agreement
- 2.
- 3.
- 4.

Reference Number(s) of Documents assigned or released:

3305320, 3608344, 3667929

Additional reference #'s on page ____ of document.

Grantor(s) (Last name first, then first name and initials):

1. Columbia Tech Center, L.L.C.
- 2.
- 3.
- 4.

Additional names on page ____ of document.

Grantee(s) (Last name first, then first name and initials):

1. City of Vancouver, Washington
- 2.
- 3.
- 4.

Additional names on page ____ of document.

Legal Description (abbreviated: i.e. lot, block, plat or section, township, range):

East Half of Section 36, Township 2 North, Range 2 East and Section 31, Township 2 North, Range 3
East WM

Additional legal is on page ____ of document.

Assessor's Property Tax Parcel/Account Number:

See Attached Sheet

Assessor Tax # not yet assigned.

The Auditor/Recorder will rely on the information provided on the form. The staff will not read the document to verify the accuracy or completeness of the indexing information provided herein.



4017454

Page: 2 of 17
07/15/2005 09:24A
Clark County, WA

MILLER NASH

ADD

35.00

**RECORDING REQUESTED BY
AND WHEN RECORDED RETURN TO:**

Stephen W. Horenstein
Miller Nash LLP
500 East Broadway, Suite 400
Post Office Box 694
Vancouver, Washington 98666-0694

Grantors : Columbia Tech Center, L.L.C.
Grantee : City of Vancouver, Washington
Abbreviated Legal :
Assessor's Tax Parcel Nos. :
Prior Excise Tax No. :
Other Reference No(s) : 3305320

**THIRD ADDENDUM TO COLUMBIA TECH CENTER
DEVELOPMENT AGREEMENT**

Effective Date: 20th June, 2005

Parties: COLUMBIA TECH CENTER, L.L.C., a
Washington limited liability company (hereinafter
referred to as "CTC LLC"); and

CITY OF VANCOUVER, WASHINGTON, a
Washington municipal corporation (hereinafter
referred to as the "City").

Recitals:

A. CTC LLC, the County, and the City executed a Development Agreement dated November 20, 2000, and recorded under Auditor's File No. 3305320 (the "CTC Development Agreement"), to govern and vest the development of the property described therein.

B. CTC LLC and the City entered into a First Addendum to the CTC Development Agreement dated February 3, 2003.

THIRD ADDENDUM TO COLUMBIA TECH CENTER
DEVELOPMENT AGREEMENT - 1

(6/3/2005 4:30 PM)
VANDocs:30052815.7

C. CTC LLC and the City entered into a Second Addendum to the CTC Development Agreement dated May 19, 2003.

D. The current boundaries of the entire CTC development are legally described in Exhibit "A," attached hereto and incorporated fully by this reference.

E. The parties desire to clarify and amend the CTC Development Agreement and the First and Second Addendums for the purposes as set forth below.

NOW, THEREFORE, the parties agree as follows:

1. **Extension to Additional Land.** This Third Addendum clarifies and amends the CTC Development Agreement for the consistent application and administration of zoning and use categories by expressly extending the provisions and limitations of the CTC Development Agreement to that additional parcel of real property legally described in Exhibit "B" as attached hereto and incorporated herein by reference.
2. **Revised Circulation Plan.** This Third Addendum modifies the CTC circulation in the manner set forth in the sketch attached hereto and incorporated by reference as Exhibit "C." CTC LLC will grant to the City slope easements for the construction of the future new road that will extend north to SE 1st Street through the property located between CTC Phase 3 and SE 1st Street (the "Pac Rock Property"). The area of the slope easements will not exceed the area now covered with a gravel slope between CTC Phase 3 and the Pac Rock Property, as depicted with single hatching in Exhibit "C."
3. **Agreement.** This Third Addendum modifies the CTC Development Agreement recorded under Auditor's File No. 3305320 and the First Addendum and Second Addendum recorded under Auditor's File No. 3608344 and File No. 3667929 respectively. In the event of any conflict between this Third Addendum and the CTC Development Agreement or the First Addendum and the Second Addendum, this Third Addendum shall control.
4. **Zoning and Use Categories.**
 - 4.1 **In General.** The parties to this Third Addendum recognize that the precise location of the CTC use categories within the entire CTC development is flexible and subject to CTC LLC's discretion, and agree that, so long as CTC LLC's Master Plan for the entire CTC development falls within the composition described in this Section 4, the location of the CTC use categories may be electively assigned by CTC LLC. Other uses on upper stories of a structure included as part of a Mixed Use development on a parcel will not be subject to the limitations described in this Section 4.



Uses in the entire CTC PUD are allocated in mixed use proportions of commercial (30% max.), residential (30% max.), and light industrial (40% min.).

4.2 **Use Categories for the 2005 PUD Modification.** The City and CTC LLC agree to change the CTC use categories as described in this Section 4.2.

(a) **Elimination of Commercial Maximum.** The commercial maximum for the entire CTC PUD is hereby eliminated so that the entire remaining allocation of residential and commercial can be used for commercial development. This will allow the commercial portion of the site to grow beyond its designated maximum percentage at the expense of residential development without compromising CTC LLC's continuing requirement to develop forty percent (40%) of the PUD with light industrial development.

(b) **New Net Developable Acres and Use Allocations.** Notwithstanding the general use categories described in Section 4.1 above, in connection with the City's extension of the CTC PUD to the approximately 26 acres described in Exhibit "B," CTC LLC agrees to add 26 acres of light industrial uses to the net developable acres remaining at the time of the May 19, 2003, PUD amendment memorialized in the Second Addendum. The net developable acres as of May 19, 2003, totaled 218 acres as depicted in Exhibit "B" to the Second Addendum, and with the addition of the property described in Exhibit "B" to this Third Addendum, the new net developable acres shall be 244 acres. The precise location of the CTC use categories within the new net developable acres is flexible and subject to CTC LLC's discretion, so long as the requirements of this Section 4.2 are met. As a result, the land uses approved with this Third Addendum are as follows:

(1) **Light Industrial.** The Former HP Site (approximately 39 acres) and a minimum of 115.2 acres (or 47.2 percent) of the new net developable acres shall be designated as light industrial CTC zoning as defined in the CTC Development Standards.

(2) **Residential.** No more than 64.4 acres (or 26 percent) of the new net developable acres shall be designated as residential CTC zoning as defined in the CTC Development Standards.

(3) **Commercial.** The acres designated as commercial CTC zoning as defined in the CTC Development Standards are not subject to a maximum.

5. **Concurrency.**

5.1 **Reservation of Trips.** 2,800 trips are hereby added to CTC LLC's existing vested trip allocation for the build-out of the remaining undeveloped portions of CTC



LLC's Master Plan including without limitation the undeveloped portions of the Former HP Site. Nothing about the additional trips added to the CTC LLC bank or the annual allocation therefrom shall derogate from the remaining balance of trips in CTC LLC's current existing trip bank. CTC LLC will submit a traffic study to evaluate the site impact of each development within the CTC development at the time of application. This traffic study will include analysis of non-concurrency corridors, and CTC LLC will be required to mitigate the impacts to non-concurrency corridors and intersections based on the approved traffic study findings.

5.2 Concurrency Mitigation.

(a) Signal at SE 15th Street and SE 167th Avenue

(1) CTC LLC will complete the design and construction of the traffic signal at SE 15th Street/SE 167th Avenue as conditioned by the City when required by the findings of a traffic study submitted to the City in accordance with Section 5.1. If CTC LLC constructs the signal according to this subsection, the City will reimburse CTC LLC for forty percent (40%) of cost of the improvement's construction, design, and construction management through collection of proportionate shares from other parties or through a latecomer's agreement.

(2) Notwithstanding Section 5.2(a)(1), if the signal at SE 15th Street/SE 167th Avenue is completed by another party, CTC LLC will pay to the City its proportionate share of sixty percent (60%) of the reasonable costs of construction, design, and construction management. CTC LLC will pay the City this proportionate share upon the City acceptance of the completed signal.

(3) In any event, the City shall provide CTC LLC traffic impact fee credits for its actual expenses in either constructing, or contributing a proportionate share for, the signal described in this section. The City will credit CTC LLC's impact fee credit account immediately upon (i) its acceptance of a signal constructed by CTC LLC or (ii) CTC LLC's payment of its sixty percent (60%) proportionate share for the signal.

(b) Proportionate Share of Concurrency Corridors. CTC LLC will pay the City its proportionate share of the concurrency improvements shown in Exhibit "D" attached, which equals the total amount of One Million Three Hundred Fifty Thousand Seven Hundred Eight and 99/100 Dollars (\$1,350,708.99). CTC LLC will pay this total amount in three (3) annual installments as follows: (1) CTC will pay 20 percent of the total amount by June 30, 2006; (2) CTC LLC will pay 30 percent of the total amount by June 30, 2007, and (3) CTC LLC will pay 50 percent of the total amount by June 30, 2008.



4017454

Page: 6 of 17
07/15/2005 09:24A
Clark County, WA

MILLER NASH

ADD


35.00

6. **Run with the Land.** This Third Addendum shall be binding on the parties' successors and assigns. This Third Addendum shall be recorded with the Clark County Auditor.


7. **Term.** This Third Addendum shall be in effect so long as the twenty-five (25) year term of the CTC Development Agreement has not yet expired. As provided in the CTC Development Agreement, the parties may mutually agree to extend the term.

8. **Public Hearing.** The Vancouver City Council has approved execution of this Third Addendum by resolution after a public hearing.

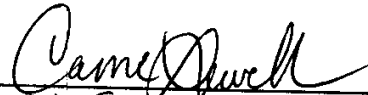
CITY OF VANCOUVER

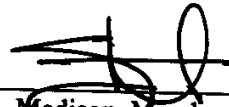
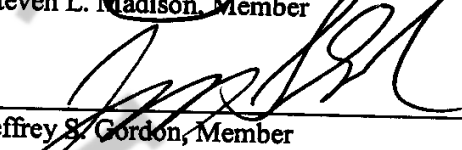

By: Pat McDonnell
Title: City Manager

COLUMBIA TECH CENTER, L.L.C.


Pacific Realty Associates, L.P., Member
By: Pac Trust Realty, Inc., General Partner
By: Peter F. Bechen
Title: President and Chief Executive Officer

Attest:


R. Lloyd Tyler, City Clerk
By: Carrie Lewellen, Deputy
Approved as to form:


Steven L. Madison, Member

Jeffrey S. Gordon, Member


Ted Gathe, City Attorney

STATE OF Oregon WASHINGTON)
County of Washington Clark : ss.
)

I certify that Peter F. Bechen appeared personally before me and that I know or have satisfactory evidence that he signed this instrument, on oath stated that he was authorized to execute the instrument and acknowledged it as the President and Chief Executive Officer of Pac Trust Realty, Inc., General Partner of Pacific Realty Associates, L.P., Member of Columbia Tech Center, L.L.C. to be the free and voluntary act of such party for the uses and purposes mentioned in the instrument.

DATED this 27 day of June, 2005.

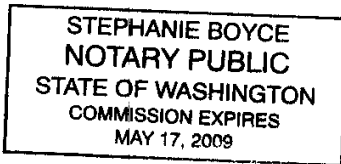


Candace L. Clardy
NOTARY PUBLIC FOR WASHINGTON Oregon
My Commission Expires: 1-11-09

STATE OF WASHINGTON)
County of Clark : ss.
)

I certify that Steven L. Madison appeared personally before me and that I know or have satisfactory evidence that he signed this instrument, on oath stated that he was authorized to execute the instrument and acknowledged it as a Member of Columbia Tech Center, L.L.C. to be the free and voluntary act of such party for the uses and purposes mentioned in the instrument.

DATED this 5th day of July, 2005.



Stephanie BOYCE
NOTARY PUBLIC FOR WASHINGTON
My Commission Expires: 5/17/09

THIRD ADDENDUM TO COLUMBIA TECH CENTER
DEVELOPMENT AGREEMENT - 6

(6/3/2005 4:30 PM)
VANDOCs:30052815.7

STATE OF WASHINGTON)
 : ss.
County of Clark)

I certify that Jeffrey S. Gordon appeared personally before me and that I know or have satisfactory evidence that he signed this instrument, on oath stated that he was authorized to execute the instrument and acknowledged it as a Member of Columbia Tech Center, L.L.C. to be the free and voluntary act of such party for the uses and purposes mentioned in the instrument.

DATED this 8th day of July, 2005.

LAURA M. HART
NOTARY PUBLIC
STATE OF WASHINGTON
COMMISSION EXPIRES
JUNE 10, 2006

Laura M. Hart
NOTARY PUBLIC FOR WASHINGTON
My Commission Expires: 6/10/06

STATE OF WASHINGTON)
 : ss.
County of Clark)

I certify that Pat McDonnell appeared personally before me and that I know or have satisfactory evidence that he/she signed this instrument, on oath stated that he/she was authorized to execute the instrument and acknowledged it as the City Manager of the City of Vancouver to be the free and voluntary act of such party for the uses and purposes mentioned in the instrument.

DATED this 21st day of June, 2005.

MARY L. WHITE
COMMISSION EXPIRES
NOTARY
PUBLIC
NOVEMBER 8, 2007
STATE OF WASHINGTON

Mary L. White
NOTARY PUBLIC FOR WASHINGTON
My Commission Expires: 11-8-07
Residing at Vancouver



4017454

Page: 9 of 17
07/15/2005 09:24A
Clark County, WA

MILLER NASH

ADD

35.00

13739LD2
3/14/05
Rev. 6/3/05
btm

www.mackaysposito.com

MacKay & Sposito, Inc.

ENGINEERS SURVEYORS PLANNERS
VANCOUVER KENNEWICK



EXHIBIT "A"

LEGAL DESCRIPTION
COLUMBIA TECH CENTER
2005 REVISED PLANNED UNIT DEVELOPMENT
VANCOUVER, CLARK COUNTY, WASHINGTON

Real property situated in Clark County, Washington and lying in the East half of Section 36, Township 2 North, Range 2 East and Section 31, Township 2 North, Range 3 East of the Willamette Meridian, more particularly described as follows:

That tract of land conveyed to Columbia Tech Center, L.L.C. from CTC Investments, L.L.C., by deed recorded under Auditor's File No. 9602290434, records of said county.

ALSO

That tract of land conveyed to Columbia Tech Center, L.L.C. from Hewlett-Packard Company, by deed recorded under Auditor's File No. 3001330, records of said county.

ALSO

That tract of land conveyed to Columbia Tech Center, L.L.C. from Hewlett-Packard Company by deed recorded under Auditor's File No. 3208308, records of said county.

ALSO

That tract of land conveyed to Columbia Tech Center, L.L.C. from Walter M. Musa, Jr., Christopher Musa and Deanna Browning by deed recorded under Auditor's File No. 9806150265, records of said county.

ALSO

That tract of land conveyed to Columbia Tech Center, L.L.C. from Pacific Rock Products, L.L.C. by deed recorded under Auditor's File No. 9806300542, records of said county.

ALSO

That tract of land conveyed to Columbia Tech Center, L.L.C. from Sharon Shaffer by deed recorded under Auditor's File No. 9702240256, records of said county.



4017454

Page: 10 of 17

07/15/2005 09:24A

MILLER NASH

ADD

35.00 Clark County, WA

13739LD2

3/14/05

Rev. 8/3/05

btm

ALSO

That tract of land conveyed to Columbia Tech Center, L.L.C. from Dale A. Dalke, and Diana K. Dalke, husband and wife, by deed recorded under Auditor's File No. 9709160270, records of said county.

ALSO

EXHIBIT C (Relinquished Property) of that Boundary Line Agreement and Statutory Warranty Deed recorded under Auditor's File No. 3650661, records of said county.

ALSO

That tract of land conveyed to Columbia Tech Center, L.L.C. from William N. Stephens and Marcella R. Stephens, Trustees of The Stephens Family Living Trust, by deed recorded under Auditor's File No. 3726601, records of said county.

ALSO

That tract of land conveyed to Columbia Tech Center, L.L.C. from Fred Meisner and Karen K. Meisner, husband and wife, by deed recorded under Auditor's File No. 3726602, records of said county.

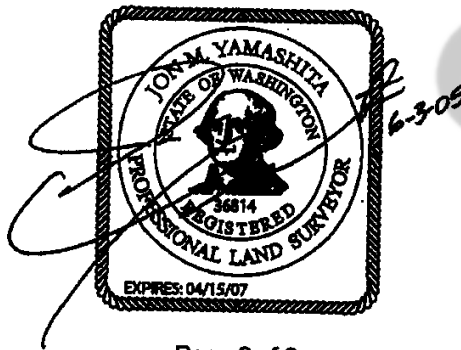
ALSO

That tract of land conveyed to Columbia Tech Center, L.L.C. from William D. Huyette and Shirley A. Huyette, husband and wife, by deed recorded under Auditor's File No. 3726603, records of said county.

ALSO

That tract of land conveyed to Columbia Tech Center, L.L.C. from Don G. Beatty and Kay J. Beatty, husband and wife and KLL Corp., a Nevada Corporation, by deed recorded under Auditor's File No. 3726606, records of said county.

Subject to easements and restrictions of record.





4017454

Page: 11 of 17
07/15/2005 09:24A

13740ld1
8/20/03
Rev. 6/3/05
btrn

www.mackaysposito.com

MacKay & Sposito, Inc.

ENGINEERS SURVEYORS PLANNERS

VANCOUVER KENNEWICK

1325 SETech Center Drive, Suite 140, Vancouver, WA 98683 - (360) 695-3411 Fax: (360) 695-0833



EXHIBIT "B"

LEGAL DESCRIPTION
ASSESSOR'S PARCEL NO.'S
176601-000, 176602-000, 176610-000,
176611-000, 176612-000, 176618-000 AND 176622-000
VANCOUVER, CLARK COUNTY, WASHINGTON

Real property situated in the City of Vancouver, Clark County, Washington, lying in the Northwest quarter of Section 31, Township 2 North, Range 3 East of the Willamette Meridian described as follows:

Beginning at a point on the North line of the Northwest quarter of said Section 31 that is 778.44 feet East of the Northwest corner of said Northwest quarter, said point being the Northwest corner of that tract of land conveyed to Apollo Development-2, L.L.C., by deed recorded under Auditor's File No. 9703070334, records of said county, said point also being the Northeast corner of Mill Crest, according to the plat thereof, recorded in Book J of plats at Page 139, records of said county; thence along the West line of said Apollo Development-2, L.L.C. tract and the East line of said Mill Crest South 1079.76 feet to a point on the North line of that tract of land conveyed to C.T.C. Investments, L.L.C., by deed recorded under Auditor's File No. 9512280327, records of said county; thence along the North line of said C.T.C. Investments, L.L.C. tract East 1104.88 feet to the Southwest corner of that tract of land conveyed to Dola R. Carpenter by deed recorded in Deed Book 180; Page 148, records of said county, thence along the West line of said Carpenter tract North 1079.76 feet to a point on the North line of said Northwest quarter; thence along said North line West 308.88 feet to a point on the Northerly extension of the East line of that tract of land conveyed to Charles L. Fisher and Ariel N. Fisher by deed recorded under Auditor's File No. G557078, records of said county; thence along said Northerly extension South 200.00 feet to the most Easterly Northeast corner of said Fisher tract; thence along the North line of said Fisher tract West 308.88 feet to an inner corner of said Fisher tract; thence along the East line of said Fisher tract North 200.00 feet to the most

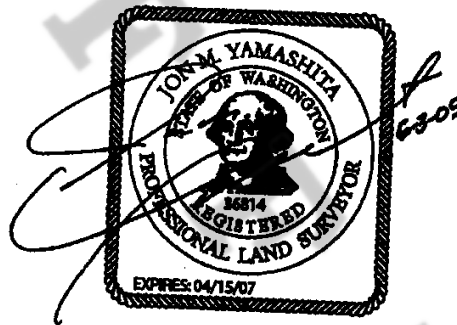
13740ld1
8/20/03
Rev. 6/3/05
blm

Northerly Northeast corner of said Fisher tract, said point being on the North line of said Northwest quarter, thence along the North line of said Northwest quarter, along the North line of said Fisher tract and along the North line of said Apollo Development-2, L.L.C. tract West 487.08 feet to the Point of Beginning.

Except that portion lying within SE 1st Street.

Containing approximately 25.6 acres.

Subject to easements and restrictions of record.





4017454

Page: 13 of 17

07/15/2005 09:24A

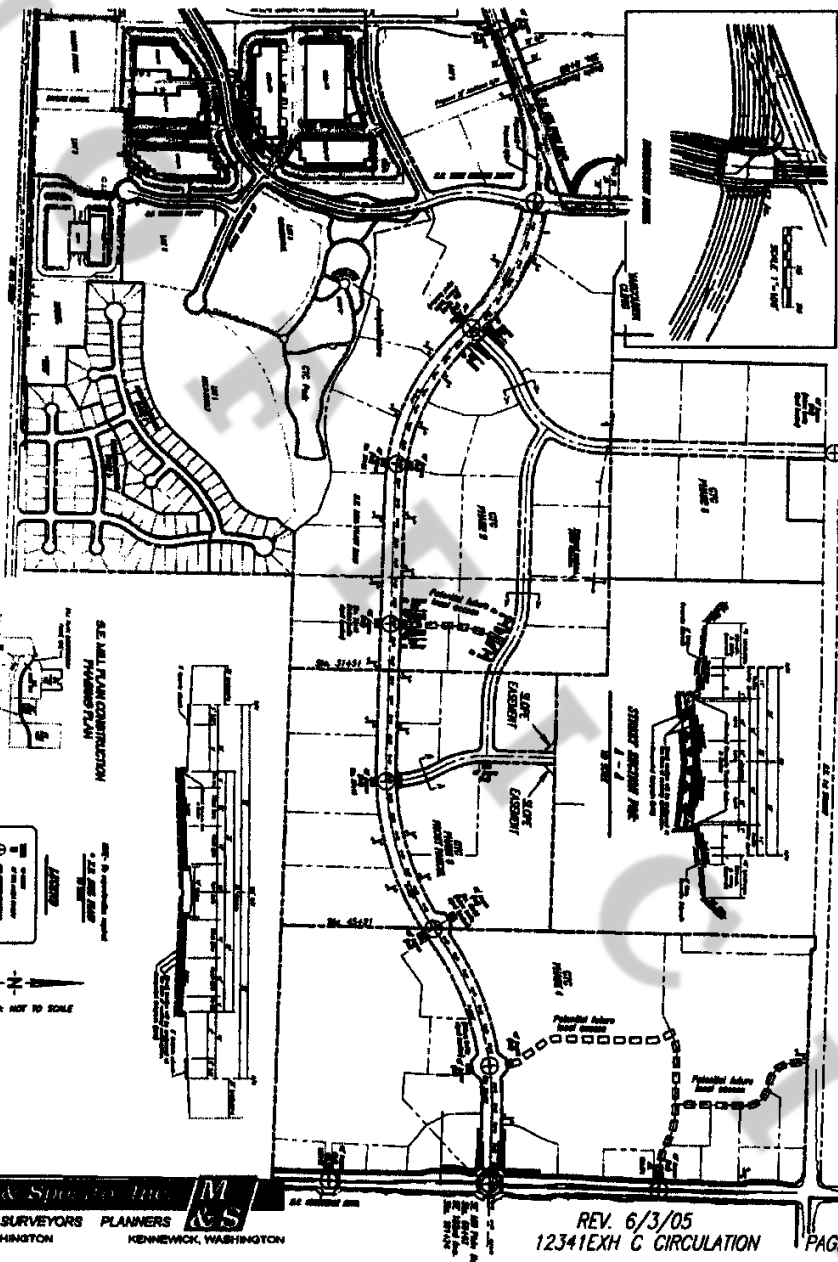
MILLER NASH

ADD

35.00

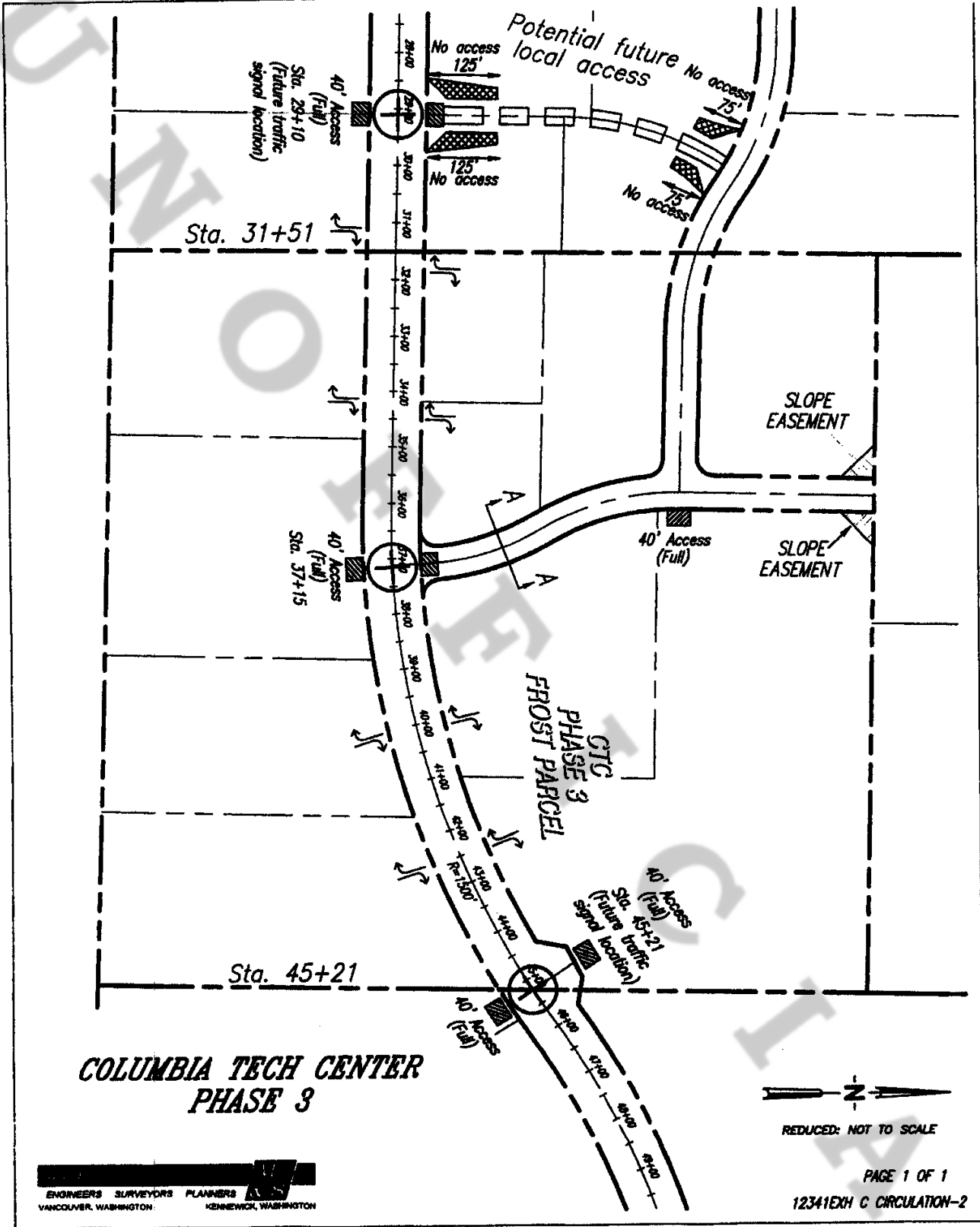
Clark County, WA

EXHIBIT "C" COLUMBIA TECH CENTER REVISED CIRCULATION PLAN



Mack & Spitzer, Inc.
 ENGINEERS SURVEYORS PLANNERS
 VANCOUVER, WASHINGTON KENNEWICK, WASHINGTON

REV. 6/3/05
 12341EXH C CIRCULATION PAGE 1 OF 1



**COLUMBIA TECH CENTER
 PHASE 3**

ENGINEERS SURVEYORS PLANNERS
 VANCOUVER, WASHINGTON KENNEWICK, WASHINGTON



4017454

Page: 15 of 17

07/15/2005 09:24A

MILLER NASH

ADD

35.00

Clark County, WA

EXHIBIT "D"

CONCURRENCY IMPROVEMENTS

**THIRD ADDENDUM TO COLUMBIA TECH CENTER
DEVELOPMENT AGREEMENT - 12**

(6/3/2005 4:30 PM)
VANDOC5:50052815.7



4017454

Page: 16 of 17
07/15/2005 09:24A
Clark County, WA

MILLER NASH

ADD

35.00

CTC Development Concurrency Corridors Mitigation Share and TIF Creditable Projects

Location	Project Description	Value	Area	Volume	Rate	Value	Area	Volume	Rate	Value	City
164 th Ave/ 34 th Street	Install right-turn overlap phasing on all approaches feasible *Intersection is still not up to standards. Add SB RT lane and EB RT Lane	\$750,000.00	888	458	52%	\$386,824.32	888	458	52%	Not Eligible	Not Eligible
Mill Plain Blvd/ 136 th Avenue	Construct westbound right-turn lane Construct second NB/SB left-turn lanes Construct SB RT Lane and a NB RT Lane	\$2,000,000.00	1,080	37	5%	\$68,518.52	1,080	37	5%	\$68,518.52	East City
Mill Plain Blvd/ I-205 NB off-ramp	Construct 3 rd northbound right-turn lane Construct a 2nd EB Left turn lane	\$3,000,000.00	608	9	3%	\$3,860.45	608	9	3%	Not Eligible	Not Eligible
137 th Ave/ NE 49 th Street*	Install traffic signal or roundabout	\$2,750,000.00	708	25	5%	\$97,104.52	708	25	5%	\$97,104.52	Evergreen*
164 th Ave/15 th Street	Operate with NBRT overlap phasing Protect + permitted EB/WB left-turns Add 2nd SB LT turn lane	\$300,000.00	1,226	332	38%	\$70,488.32	1,226	332	38%	Not Eligible	Not Eligible
164 th Avenue/McGillivray	Construct NBRT lane with overlap phasing	\$450,000.00	707	278	60%	\$137,472.53	707	278	60%	Not Eligible	Not Eligible
164 th /12 th Street	Protect + permitted EB/WB left-turns Add NB RT Lane with ovip phasing	\$350,000.00	1,167	377	42%	\$97,958.43	1,167	377	42%	Not Eligible	Not Eligible
164 th Avenue/Mill Plain Blvd	Add NB RT Lane with ovip phasing Add WB RT lane with ovip phasing Add SB RT Lane with ovip phasing	\$450,000.00	2,242	768	48%	\$141,465.41	2,242	768	48%	Not Eligible	Not Eligible
164 th /20 th St	Ovip WB phasing	\$150,000.00	872	313	53%	\$45,057.58	872	313	53%	Not Eligible	Not Eligible
164 th /1st Street	Add NB RT Lane with ovip phasing Add 2nd SB LT turn lane	\$3,000,000.00	1,484	632	67%	\$301,958.91	1,484	632	67%	Not Eligible	Not Eligible
NE 18th St/112th Ave**	Grade separated interchange	\$12,500,000.00	96	0	0%	\$0.00	96	0	0%	Not Eligible	Not Eligible
Total											\$165,623.04

* This Project is located within the Evergreen TIF District. TIF Credits can only be applied within the Evergreen District

** This Proportionate Share is Calculated Based On 2009 Concurrency Model Total Entering Intersection Volume

Total Eligible Amounts Per District	
East City	\$68,518.52
Evergreen*	\$97,104.52



4017454

Page: 17 of 17
07/15/2005 09:24A
Clark County, WA

MILLER NASH

ADD

35.00

Parcel Nos.

176622-000
176601-000
176616-000
176610-000
176612-000
176611-000
176602-000
176611-000
115061-000
176597-000
176596-000
176595-000
176609-000
176617-000
115062-042
115062-032
115062-010
115062-006
115071-000
115070-000
115062-004
115070-000
115062-002
115062-012
115062-025
115062-020
115060-000
115062-018
115062-017
115062-014
115062-015
115062-016
115062-034
115062-038
115062-036
176618-000