TRANSFER AGREEMENT TERMS AND CONDITIONS

The City of Tualatin, an Oregon Municipal Corporation ("City), and the Tualatin Development Commission, an Urban Renewal Agency of the City of Tualatin ("TDC") agree as follows:

Section 1. The TDC, as Grantor, agrees to transfer the following properties to the City, as Grantee, by acceptable deed:

Properties:

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7700 SW Nyberg Road (Lot #100)
18785 SW Boones Ferry Road (Lot #500 – Blue Parking Lot)
18715 SW Boones Ferry Road (Lot #1000 – Green Parking Lot)
18715 SW Boones Ferry Road (Lot #1001 – Green Parking Lot)
18695 SW Boones Ferry Road (Lot #1100 – Green Parking Lot)
18695 SW Boones Ferry Road (Lot #1200 – Green Parking Lot)
18622 SW Boones Ferry Road (Lots #1501 – White Parking Lot)
18620 SW Boones Ferry Road (Lots #1600 – White Parking Lot)
18620 SW Boones Ferry Road (Lot #1690 – White Parking Lot)
8133 SW Seneca Street (Lot#1702 – White Parking Lot)
West of SW Seneca Street (Lot #1710)
8470 SW Seneca Street (Lot #3800 – Red Parking Lot)
8470 SW Seneca Street (Lot #4000 – Red Parking Lot)
8465 SW Nyberg Street (Lot #4100)
18970 SW Boones Ferry Road (Lots #4101
18970 SW Boones Ferry Road (Lot #4800)
19840 SW 84<sup>th</sup> Avenue (Lots #4900)
19840 SW 84th Avenue (Lot #5000)
South of the Police Property (Lot # 1600)
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Attachment: Tualatin Development Commission Properties

Section 2. The Original Purchase Price paid by the TDC was \$4,142,731.55. The Total Sale Price for the City to acquire the properties is \$0.