

Exhibit A – Legal Description

3534 SE Main Street, Portland, Oregon 97215

(tax ID # R280893 and R280902)

Parcel I:

Lots 7, 10 and 11, Block 52, SUNNYSIDE, in the City of Portland, Multnomah County, Oregon, EXCEPT that portion of Lot 7, described as follows:

Beginning at the Northwest corner of Lot 7; thence East along the North line of said lot, 27.90 feet; then South at right angles 28.49 feet; thence West at right angles 1.05 feet; thence South at right angles 30.51 feet; thence Southwesterly 11.55 feet to a point on the South line of Lot 5, extended Easterly and which is 19.00 feet from the Southeast corner of said Lot 5; thence West on the Easterly extension of the South line of Lot 5, 19.00 feet to the Southeast corner of Lot 5; thence North along the East line of Lots 5 and 6, 66.67 feet to the point of beginning.

Parcel II:

The West 33 - 1/3 feet of Lots 16, 17 and 18, Block 52, SUNNYSIDE, in the City of Portland, County of Multnomah and State of Oregon.

Parcel III:

West 33 - 1/3 feet of the East 66 - 2/3 feet of Lots 17 and 18, Block 52, SUNNYSIDE, in the City of Portland, County of Multnomah and State of Oregon.

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

City of Portland
Office of Management and Finance
1120 SW 5th Avenue, Rm 1204
Attn: Property Management
Portland, Oregon 97204

RIGHT OF FIRST REFUSAL

THIS RIGHT OF FIRST REFUSAL is made as of the _____ day of _____, 2011, by and between the SOUTHEAST UPLIFT NEIGHBORHOOD PROGRAM, INC., an Oregon nonprofit corporation ("SEUL") and the CITY OF PORTLAND, a municipal corporation of the State of Oregon ("City") pursuant to the requirements of Portland City Ordinance no. _____, effective _____.

In consideration for granting a quit claim deed dated _____ to release the reversionary covenant reversionary or residual interest reserved to the City of Portland under the Bargain and Sale Deed recorded as Book 2495 Page 2373, January 10, 1992, the City of Portland has a Right of First Refusal with respect to the property located at:

3534 SE Main Street, Portland, Oregon 97214,
legally described on Exhibit A attached hereto and made a part hereof.

SEUL agrees not to sell, transfer, exchange, grant an option to purchase, lease or otherwise dispose of an interest in the Property, without first offering the Property to the City for a purchase price of seventy-five percent (75%) of appraised value (the "sale price").

In the event SEUL elects to offer the Property, or a portion thereof, for sale, transfer, exchange or otherwise dispose of an interest in the Property, SEUL shall provide the City with written notice of its offer, including any property value appraisal supporting the sale price that SEUL seeks and the corporate resolution supporting the election. Upon receipt from a third party a bona fide offer to purchase the Property, or a portion thereof, SEUL shall give the City written notice of the bona fide offer and deliver a copy of the executed contract evidencing the offer to City.

The City shall have at least 45 days from the date of receipt of SEUL's notice to reply with the City's interest or desire to negotiate terms and conditions for acquisition of the Property at the sale price. The City's acquisition of the Property shall be subject to at minimum City Council action, through resolution or ordinance, and mutually agreeable terms and conditions for closing.

788481

THE CITY OF PORTLAND, a municipal corporation, by
and through its Office of Management and Finance,

Jeffrey B. Baer
Director, Bureau of Internal Business Services
Date _____

STATE OF OREGON)
) ss.
COUNTY OF Multnomah)

This instrument was acknowledged before me on _____, 2011 by Jeffrey B. Baer,
as the Director of Bureau of Internal Business Services of the Office of Management and Finance, of the
City of Portland, a political subdivision of the State of Oregon, on behalf of the political subdivision.

Notary Public for Oregon
My commission expires: _____

Approved as to Form:

City Attorney

780481

184967

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(tax ID # R280893 and R280902)

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184967

**After Recording Return and
Send Future Tax Statements To:**
Southeast Uplift Neighborhood Program Inc.
3534 SE Main Street
Attn: Executive Director
Portland, Oregon 97214

QUITCLAIM DEED

The CITY OF PORTLAND, a municipal corporation of the State of Oregon, ("Grantor"), releases and quitclaims to SOUTHEAST UPLIFT NEIGHBORHOOD PROGRAM, INC., an Oregon nonprofit corporation ("Grantee"), all Grantor's right, title and interest in and to the following described real property:

See Legal Description attached hereto as Exhibit A

This Quitclaim Deed is executed pursuant to Portland City Ordinance No. _____, effective _____, for the purpose of releasing all reversionary or residual interest reserved to the City of Portland under the Bargain and Sale Deed recorded as Book 2495 Page 2373, January 10, 1992.

The true consideration for this conveyance is other value given or promised, which the whole consideration.

THE PROPERTY DESCRIBED IN THIS INSTRUMENT MAY NOT BE WITHIN A FIRE PROTECTION DISTRICT PROTECTING STRUCTURES. THE PROPERTY IS SUBJECT TO LAND USE LAWS AND REGULATIONS THAT, IN FARM OR FOREST ZONES, MAY NOT AUTHORIZE CONSTRUCTION OR SITING OF A RESIDENCE AND THAT LIMIT LAWSUITS AGAINST FARMING OR FOREST PRACTICES, AS DEFINED IN ORS 30.930, IN ALL ZONES. BEFORE SIGNING OR ACCEPTING THIS INSTRUMENT, THE PERSON TRANSFERRING FEE TITLE SHOULD INQUIRE ABOUT THE PERSON'S RIGHTS, IF ANY, UNDER ORS 195.300, 195.301 AND 195.305 TO 195.336 AND SECTIONS 5 TO 11, CHAPTER 424, OREGON LAWS 2007, AND SECTIONS 2 TO 9 AND 17, CHAPTER 855, OREGON LAWS 2009. BEFORE SIGNING OR ACCEPTING THIS INSTRUMENT, THE PERSON ACQUIRING FEE TITLE TO THE PROPERTY SHOULD CHECK WITH THE APPROPRIATE CITY OR COUNTY PLANNING DEPARTMENT TO VERIFY THAT THE UNIT OF LAND BEING TRANSFERRED IS A LAWFULLY ESTABLISHED LOT OR PARCEL , AS DEFINED IN ORS 92.010 OR 215.010, TO VERIFY THE APPROVED USES

OF THE LOT OR PARCEL, TO DETERMINE ANY LIMITS ON LAWSUITS AGAINST FARMING OR FOREST PRACTICES AS DEFINED IN ORS 30.930, TO VERIFY THE EXISTENCE OF FIRE PROTECTION FOR THE STRUCTURES AND TO INQUIRE ABOUT THE RIGHTS OF NEIGHBORING PROPERTY OWNERS, IF ANY, UNDER ORS 195.300, 195,301 AND 195,305 TO 195,336 AND SECTIONS 5 TO 11, CHAPTER 424, OREGON LAWS 2007, AND SECTIONS 2 TO 9 AND 17, CHAPTER 855, OREGON LAWS 2009.

IN WITNESS WHEREOF, the CITY OF PORTLAND, a municipal corporation of the State of Oregon, acting by and through the Office of Management and Finance has caused this Quitclaim Deed to be executed this _____ day of _____, 2011.

GRANTOR:

CITY OF PORTLAND, a municipal corporation of the State of Oregon, acting by and through the Office of Management and Finance

By: _____
Jeffrey B. Baer
Director of Bureau of Internal Business Services
Office of Management and Finance

STATE OF OREGON)
) ss.
County of Multnomah,)

The foregoing instrument was acknowledged before me this _____ day of _____, 2011 by Jeffrey B. Baer, as Director of the City of Portland acting by and through the Portland Housing Bureau.

Notary Public for Oregon
My Commission Expires: _____