

**ORDINANCE No. 186094**

Consent to franchise transfer from Portland LFG Joint Venture to Rivergate LFG, Inc. to construct, operate and maintain pipeline facilities within City streets (Ordinance)

The City of Portland ordains:

Section 1. The Council finds:

1. On August 13, 1997, the City Council granted a franchise to Portland LFG Joint Venture (Portland LFG) to build pipeline facilities for the transportation of landfill gas from a closed landfill operated by Metro, within the City's streets. Ordinance 171496. The franchise became effective on October 13, 1997, and has a twenty year duration.
2. Under Section 12 of Ordinance No. 171496, Portland LFG may not sell, lease, mortgage, assign or otherwise transfer the franchise, by any means, "without the prior consent of the City as expressed by ordinance, except to entities that control, are controlled by, or are under common control with" Portland LFG or its constituent partners.
3. On March 26, 2013, the two constituent partners of Portland LFG, Rivergate LFG, Inc. (Rivergate), and Portland Landfill Gas Corporation, entered into a Partnership Interest Purchase Agreement, under which the franchise and all rights and obligations were assigned from Portland LFG to Rivergate. After close of the transaction, Rivergate will be the sole surviving and legal operating entity. Rivergate provided notice of the assignment to the City on April 2, 2013.
4. Staff recommends the Council consent to the transfer of Ordinance No. 171496 within the City's records to Rivergate LFG, Inc. as the franchisee.

NOW, THEREFORE, the Council directs:

- a. Pursuant to Portland City Charter Section 10-216 and Section 12 of Ordinance No. 171496, consent is hereby given to the transfer of Ordinance No. 171496 to Rivergate LFG, Inc..
- b. Upon assignment, Rivergate LFG, Inc. will be responsible for performing, complying with and assuming all of the covenants, duties, obligations and liabilities under the permit, including the provision of insurance and bonds required under the ordinance. In response to the written notice, the City may request additional documentation for clarification of any questions regarding assumption of franchise obligations and responsibilities for future performance of such obligations. Within 30 days of this ordinance becoming effective, Rivergate LFG, Inc. shall provide certificates of insurance and bonds, naming Rivergate LFG, Inc and the City as required under Ordinance No. 171496.

- c. Within 30 days after this ordinance becomes effective, Rivergate file in the Office of the Auditor of the City of Portland a written acceptance of this ordinance meeting the approval of the City Attorney. Such acceptance shall be unqualified and shall be construed to be an acceptance of all the terms, conditions and restrictions contained in this ordinance and Ordinance No. 171496. A failure on the part of Rivergate to file such written acceptance within such time shall be deemed a rejection and abandonment, and this ordinance shall thereupon be null and void.

Passed by Council, JUN 19 2013  
Mayor Charlie Hales  
Prepared by Li/Walters  
May 7, 3013

**LaVonne Griffin-Valade**  
Auditor of the City of Portland  
By  
Deputy 

Agenda No. **186094**  
**ORDINANCE NO.**  
Title

Consent to franchise transfer from Portland LFG Joint Venture to Rivergate LFG, Inc. (Ordinance)  
Transfer Ordinance No. 171496) *to construct, operate and maintain pipeline facilities within city streets*

<p><b>INTRODUCED BY</b> Commissioner/Auditor: <b>Mayor Charlie Hales</b></p>	<p>CLERK USE: DATE FILED <u>JUN 07 2013</u></p>
<p><b>COMMISSIONER APPROVAL</b> Mayor—Finance and Administration - Hales Position 1/Utilities - Fritz Position 2/Works - Fish Position 3/Affairs - Saltzman Position 4/Safety - Novick</p>	<p>LaVonne Griffin-Valade Auditor of the City of Portland</p> <p>By: <u><i>[Signature]</i></u> Deputy</p>
<p><b>BUREAU APPROVAL</b> Bureau: Revenue Bureau OMF CAO: Jack D. Graham Bureau Head: Thomas W. Lannom</p>	<p><b>ACTION TAKEN:</b> <i>[Signature]</i></p>
<p>Prepared by: JL/MR Date Prepared: May 1, 2013</p>	<p><b>JUN 12 2013 PASSED TO SECOND READING JUN 19 2013 9:30 A.M.</b></p>
<p>Financial Impact &amp; Public Involvement Statement Completed <input checked="" type="checkbox"/> Amends Budget <input type="checkbox"/></p>	
<p>Portland Policy Document If "Yes" requires City Policy paragraph stated in document. Yes <input type="checkbox"/> No <input checked="" type="checkbox"/></p>	
<p><b>City Auditor Office Approval:</b> required for Code Ordinances</p>	
<p><b>City Attorney Approval:</b> required for contract, code, easement, franchise, comp plan, charter</p>	
<p>Council Meeting Date <b>June 12, 2013</b></p>	

<b>AGENDA</b>
<p><b>TIME CERTAIN</b> <input type="checkbox"/> Start time: _____</p> <p><b>Total amount of time needed:</b> _____ (for presentation, testimony and discussion)</p>
<p><b>CONSENT</b> <input checked="" type="checkbox"/></p>
<p><b>REGULAR</b> <input type="checkbox"/> <b>Total amount of time needed:</b> _____ (for presentation, testimony and discussion)</p>

FOUR-FIFTHS AGENDA	COMMISSIONERS VOTED AS FOLLOWS:	
	YEAS	NAYS
1. Fritz	✓	
2. Fish	✓	
3. Saltzman	✓	
4. Novick	✓	
Hales	✓	