

**RESOLUTION NO. 2018-69**

**A RESOLUTION AUTHORIZING THE PORT TO AMEND A SUBLEASE AND DOCK USE AGREEMENT WITH CASCADE KELLY HOLDINGS LLC**

**WHEREAS**, PGE and Cascade Grain Products, LLC, an Oregon limited liability company ("CGP"), entered into an Amended and Restated Sublease dated May 31, 2006 (the "Original Sublease"), for a property located at Port Westward, near Clatskanie. The Original Sublease was later assigned, transferred, and set over to the Port with and all right, title and interest, and

**WHEREAS**, Cascade Kelly Holdings, doing business as Columbia Pacific Bio-Refinery ("CPBR"), assumed and was assigned the rights and obligations of CGP under the Sublease pursuant to that certain Asset Purchase Agreement (and all addenda thereto) dated December 23, 2009 between CBPR and Peter C. McKittrick in his capacity as the Trustee for CGP under the United States Bankruptcy Code Chapter 7, and

**WHEREAS**, the Original Sublease was subsequently amended by Amendment of Amended and Restated Sublease dated March 19, 2007, by Second Amendment of Amended and Restated Sublease dated as of August 31, 2016, and by Third Amendment of Amended and Restate Sublease date as January 18, 2017. The Original Sublease and Amendments are collectively referred to as the "Sublease", and

**WHEREAS**, the Port, Cascade Grain Products LLC and PGE were also parties to that certain Dock Use Agreement dated and effective as of May 31, 2006, amended on September 7, 2012, on October 1, 2013, and further amended on March 17, 2016 (the "Dock Use Agreement"), and

**WHEREAS**, PGE reserved under the Sublease and Dock Use Agreement the right, jointly and severally with the Port, to enforce all rights in favor of PGE and all obligations of CGP and limitations on CGP in favor of PGE contained in the Agreements, and

**WHEREAS**, the Port, CPBR and PGE now wish to further amend certain specific terms of the Sublease and Dock Use Agreement, upon the terms and conditions set forth therein.

**BE IT RESOLVED** that the Board authorizes the executive director to execute the amended Sublease as presented.

**PASSED AND ADOPTED** this \_\_\_\_ day of \_\_\_\_\_, 2018 by the following vote:

Ayes: \_\_\_\_\_ Nays: \_\_\_\_\_

PORT OF ST. HELENS

By \_\_\_\_\_  
President

ATTESTED BY:

\_\_\_\_\_  
Secretary

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