

**SECOND AMENDMENT TO AGREEMENT
FOR MANAGEMENT OF PROPERTY AT THE
YAMHILL COUNTY FAIRGROUNDS**

This Second Amendment to an agreement for management of property at the Yamhill County Fairgrounds (Amendment #2) is effective October 1, 2015, between Yamhill County, a political subdivision of the State of Oregon, (hereinafter referred to as "County") and the Yamhill County Fair Board (hereinafter referred to as "Fair Board").

RECITALS:

A. On April 18, 1979, the above-named parties entered into a Management Agreement (the "Underlying Agreement") to provide for the most efficient use of property on Lafayette Avenue, McMinnville, Oregon, that is owned by the County and commonly referred to as the "Yamhill County Fairgrounds."

B. The Underlying Agreement was amended on March 3, 1982, by Board Order 82-84, to specify that the management, control and use of the real property and improvements on the Fairgrounds containing the Yamhill County Dog Control Facility (the "Facility") would be retained by the County.

C. The County has now determined that it no longer has a present need or use for the Facility, and the Fair Board has expressed its desire to assume management, control and use of the Facility.

NOW, THEREFORE, for and in consideration of the promises of the parties hereinafter set forth and for other good and valuable consideration the receipt and sufficiency of which is hereby acknowledged, the above-named parties agree as follows:

1. Subject to the terms and conditions of this Amendment #2, the right and responsibility to manage, control and use the Facility is hereby transferred from the County to the Fair Board. The Facility parcel is more specifically identified and described on Yamhill County Survey No. 11222 (1999), which is attached hereto as Exhibit A to this Amendment #2 and is incorporated herein by this reference. Exhibit A shows the Facility parcel labeled as "Animal Control Use." Subject to the terms and conditions of this Amendment #2, the County hereby relinquishes, and the Fair Board accepts, the right and responsibility to manage, control and use the Facility, and all of the structures and facilities located on the Facility parcel as depicted on Exhibit A.

2. Under this Amendment #2, the County hereby reserves the right to continue the use of the animal kennels located on the Facility parcel for a period of at least six months. If an extension of this time period is required the County will provide the Fair Board with prior written notice. The Fair Board agrees and acknowledges that it will not remove, destroy or modify the kennels during the initial six month period or any requested extension. If no extension is required, the portion of the Facility containing the kennels shall transfer to the Fair

Board upon expiration of the six month period, subject to the terms and conditions of this Amendment #2.

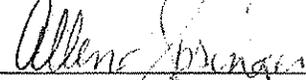
3. The County is currently responsible for annual rental payments, in the amount of \$694.48, to the Union Pacific Railroad Company ("Railroad"), for the lease of a portion of the Railroad right of way (ROW) containing some fencing and a small corner of a building that extends across the Facility property line into the Railroad ROW (see Exhibit "A"). Upon the execution of this Amendment #2, the Fair Board assumes responsibility for all future payments of that annual rental amount, under the terms of the County's agreement with the Railroad.

4. The Fair Board understands and agrees that this transfer of the right and responsibility to manage, control and use the Facility property is subject to all easements, conditions and restrictions of record and that nothing in this Amendment #2 shall be construed to limit the power or authority of the County to determine what property, if any, shall be transferred to the Fair Board or devoted to fair purposes.

FAIR BOARD


Chairman

YAMHILL COUNTY BOARD OF
COMMISSIONERS


Chair ALLEN SPRINGER


Commissioner MARY STARRETT


Commissioner STAN PRIMOZICH

FORM APPROVED BY:


CHRISTIAN BOENISCH
County Counsel

Accepted by Yamhill County
Board of Commissioners on
10.1.15 by Board Order
15-1409

