

**FIRST AMENDMENT TO
INTERGOVERNMENTAL AGREEMENT**

**Management of Fanno Creek Open Space Property
Fields Trust / Brown Natural Area / McDonald Property
Tigard, Oregon**

This First Amendment to Intergovernmental Agreement (this “Amendment”) is by and between City of Tigard (the “City”), and Metro, an Oregon municipal corporation. This Amendment is made and entered into as of the last date of signature indicated below (the “Effective Date”).

RECITALS

A. The City and Metro are parties to a certain Intergovernmental Agreement dated September 12, 2000 (the “Brown Property IGA”).

B. Pursuant to the Brown Property IGA, the City currently manages, operates and maintains property owned by Metro, known to Metro as the McDonald Property but commonly referred to as the Brown Property (the “Brown Property”). The Brown Property is in the Fanno Creek Target Area and is depicted on Exhibit A.

C. The Brown Property IGA had an original term of 10 years, and has since expired pursuant to its own terms.

D. On March 8, 2013, the parties executed another Intergovernmental Agreement (the “Fields Property IGA”) for property adjacent to the Brown Property, commonly known as the “Fields Property” and referred to in the Fields Property IGA as the “Property.”

E. The parties would like to amend the Fields Property IGA to include management of the Brown Property.

F. Capitalized terms used in this Amendment shall have the meanings given to them in the Fields Property IGA, except as expressly modified by this Amendment.

AGREEMENT

In consideration of the foregoing, the parties hereby agree as follows:

1. Property Addition. The term “Property,” as defined in the Fields Property IGA, shall hereby be deemed to include both the Brown Property and the Fields Property, and shall be managed as one site (with no distinction between the two acquisitions), except as set forth in paragraph 2 of this Amendment, below.

2. Management. Metro has completed stabilization (as described in Section 1 of the Fields Property IGA) on the Brown Property; accordingly, the terms and conditions of the Fields Property IGA that describe the period after completion of stabilization shall apply to the Brown Property immediately upon execution of this Amendment. The Fields Property is in stabilization as of the date of this Amendment, and Metro anticipates additional stabilization activity on the Fields Property. Both the Fields Property and the Brown Property shall be subject to the Interim Protection Guidelines described in Section 2 of the Fields Property IGA upon execution of this Amendment. The Property (which includes both the Fields Property and the Brown Property) shall be considered as a whole when the "Site Conservation and Management Plan," described in Section 3 of the Fields Property IGA, is developed.

3. Miscellaneous. This Amendment may be executed in counterparts and delivery by facsimile or e-mail shall be sufficient to form a binding agreement. The Fields Property IGA is modified only in the specific respects set forth in this Amendment. Except as expressly modified herein, the Fields Property IGA remains unmodified and in full force and effect. The Brown Property IGA, which has expired, is of no further force and effect.

IN WITNESS WHEREOF, the parties have executed this Amendment effective as of the Effective Date.

CITY OF TIGARD:

By: _____

Print Name: _____

Title: _____

Date: _____

METRO:

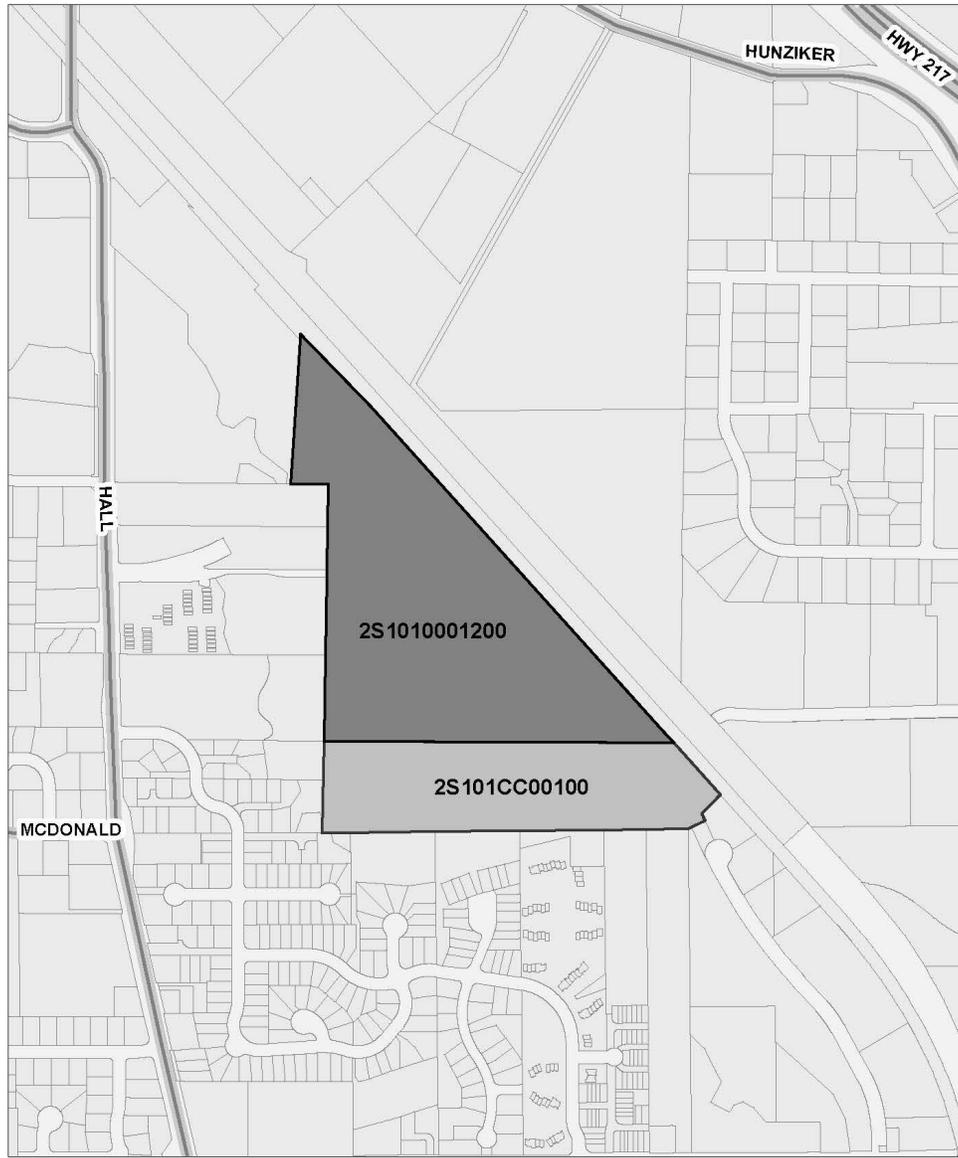
By: _____

Print Name: _____

Title: _____

Date: _____

Exhibit A
Brown Property



 Brown Property  Fields Property