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DIONNE
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TRANSMITTAL

To Bryan Dickerson
6400 SE Lake Rd., Suite 300
Portland, OR 97222

From Kathleen J. Haggard
Dionne & Rorick
kathleen@dionne-rorick.com

Date September 17, 2007
Pages ~ including cover
Re Woodland School District and Agreement
for Right of Way Dedication and
Temporary Construction Easement

Via Facsimile
 U.S. Mail
 Messenger

Comments

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The information in this transmittal is privileged and confidential. It is intended only for the use of the recipient named above. If you received this message in error, you are notified that any dissemination, distribution or copying of this communication is prohibited. Please notify us by telephone and return the original message to us by mail to the above address (at our cost). Thank you.

When recorded return to:
Kimberly A. Case, Esq.
Gust Rosenfeld PLC
201 E. Washington, Suite 800
Phoenix, AZ 85004-2327

**AGREEMENT FOR RIGHT OF WAY DEDICATION AND
TEMPORARY CONSTRUCTION EASEMENT**

This Agreement for Right of Way Dedication and Temporary Construction Easement ("Agreement") is made this 11 day of September, 2007, by and between the **WOODLAND SCHOOL DISTRICT**, ("Grantor") and **WAL-MART STORES, INC.**, a Delaware corporation ("Wal-Mart").

RECITALS:

Grantor is the owner of that certain real property legally described on Exhibit A attached hereto and incorporated herein by this reference (the "District Property");

Wal-Mart has requested that Grantor grant Wal-Mart temporary construction and staging easements over the District Property, those easements being specifically described on Exhibit B and depicted on Exhibit C, both attached hereto and incorporated herein by this reference; and

Wal-Mart has requested that Grantor dedicate and/or grant to either the County of Cowlitz (the "County") and/or the City of Woodland ("City") (jointly, severally and collectively, a "Benefited Party"), a portion of the Grantor Property containing approximately 428 square feet as described on Exhibit D and generally depicted on Exhibit E, both attached hereto and incorporated herein by this reference (the "Dedicated Property"), for the purpose of public street improvements to benefit, among other properties, the Wal-Mart Property.

The public street improvements made by Wal-Mart will benefit Grantor because the street will serve as a main access route to a planned new school facility.

NOW, THEREFORE, in consideration of the premises and promises contained herein, and other good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, the parties agree as follows:

AGREEMENTS:

1. Accuracy of the Recitals. The parties hereby acknowledge the accuracy of the Recitals.

2. Grant of Easement. Grantor hereby grants and conveys to Wal-Mart temporary construction and staging easements over, on and under the District Property as more specifically described in Exhibit B for purposes of commencing construction of public improvements associated with a proposed retail facility (the "Construction Easement"). These easements shall automatically expire and be of no further force or effect on December 31, 2009. After the Property is no longer needed for construction, Wal-Mart shall restore the affected Property to as good or better condition as it was in prior to construction.

3. Dedication. Grantor hereby agrees to hereafter dedicate and/or grant to the applicable Benefited Party, at such time as requested by Wal-Mart or any other Benefited Party, in form and content acceptable to Wal-Mart and such other applicable Benefited Party (the "Dedication Instrument"), the Dedicated Property for public street improvements and related and appurtenant uses (the "Improvements"), and hereby agrees to grant Wal-Mart or any other Benefited Party a temporary construction easement over those portions of the Grantor Property reasonably necessary for the construction of any such required Improvements. After the Property is no longer needed for construction, the party who has performed such construction shall restore the affected Property to as good or better condition as it was in prior to construction.

4. Indemnification. Wal-Mart hereby defends, indemnifies and holds Grantor harmless from and against all claims, demands, losses, liabilities, damages or expenses arising out of or in any way related to the exercise of the rights under the Construction Easement, exclusive of any claims arising out of or in any way related to the negligent acts, omissions or willful misconduct of Grantor.

5. Running With the Land/Binding Effect. The easements granted herein shall be appurtenant to and run with the land and shall be binding upon and inure to the benefit of the parties hereto and their respective successors and assigns.

6. Further Co-Operation. The parties agree to take such acts and execute such documents as reasonably requested by the other party or by the Benefited Party to carry out the intent of this Agreement.

7. Memorandum of Agreement. The parties will, at the request of either, execute in duplicate a short form or memorandum of this Agreement in recordable form setting forth the parties, the description of the Dedicated Property and other provisions requested by Wal-Mart.

8. Assignment. This Agreement and the Dedication Instrument may be assigned by Wal-Mart in its sole discretion without the consent of Grantor.

9. Counterparts. This Agreement may be executed in one or more counterparts, each of which in the aggregate shall constitute one and the same instrument.

IN WITNESS WHEREOF, the parties have executed this Agreement as of the date and year first written above.

[Signature pages to follow.]

WOODLAND SCHOOL DISTRICT

By [Signature]
Name Michael Z. Green
Its Superintendent

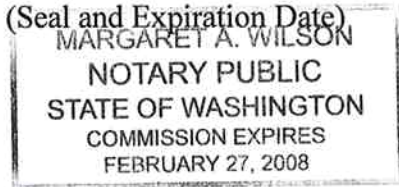
WAL-MART STORES, INC., a Delaware corporation

By: _____
John Clarke
Its: Regional Vice President

State of Washington

County of Cowlitz

The foregoing instrument was acknowledged before me this 11th day of September, 2007, by Michael Green the Superintendent of the Woodland School District, on behalf of the district.



Margaret A. Wilson
Notary Public

State of Arkansas

County of Benton

The foregoing instrument was acknowledged before me this _____ day of _____, 2007, by John Clarke, Regional Vice President of Wal-Mart Stores, Inc. a Delaware corporation, on behalf of the corporation.

(Seal and Expiration Date)

Notary Public

EXHIBIT A
Grantor Property



Exhibit A

A TRACT OF LAND BEING GOVERNMENT LOT 1 IN SECTION 11, TOWNSHIP 5 NORTH, RANGE 1 WEST, WILLAMETTE MERIDIAN, AND A PORTION OF THE SOLOMON STRONG DONATION LAND CLAIM (D.L.C.) NORTHERLY OF DIKE ACCESS ROAD, AND A PORTION OF THE SOUTHWEST QUARTER OF SECTION 12, TOWNSHIP 5 NORTH, RANGE 1 WEST, WILLAMETTE MERIDIAN, ALL IN COWLITZ COUNTY, WASHINGTON, SAID TRACT DESCRIBED AS FOLLOWS:

BEGINNING AT THE EAST QUARTER CORNER OF SAID SECTION 11 AS SHOWN IN LAYOUT PLAN FOR SITE 12D IN AN APRIL 2004 MAP BY MINISTER-GLAESER SURVEYING, INC. (DESIGN #2000D075, PROJECT #1105/22768); THENCE NORTH 87° 46' 41" WEST ALONG THE EAST-WEST QUARTER SECTION LINE A DISTANCE OF 1,312.95 FEET TO THE NORTHWEST CORNER OF GOVERNMENT LOT 1; THENCE SOUTH 02° 01' 41" WEST ALONG THE WESTERLY LINE OF SAID GOVERNMENT LOT 1 A DISTANCE OF 1,269.31 FEET TO THE INTERSECTION OF THE WESTERLY LINE OF SAID GOVERNMENT LOT 1 WITH THE WESTERLY LINE OF THE SOLOMON STRONG D.L.C.; THENCE SOUTH 12° 43' 24" WEST ALONG THE WESTERLY LINE OF SAID D.L.C. A DISTANCE OF 69.82 FEET TO THE CENTERLINE OF DIKE ACCESS ROAD; THENCE FOLLOWING SAID DIKE ACCESS ROAD CENTERLINE SOUTH 87° 29' 09" EAST A DISTANCE OF 831.35 FEET; THENCE ON A CURVE TO THE RIGHT CONCAVE TO THE SOUTH HAVING A RADIUS OF 706.86 FEET, THROUGH A DELTA ANGLE OF 16° 06' 38" AN ARC DISTANCE OF 198.76 FEET; THENCE SOUTH 71° 22' 31" EAST A DISTANCE OF 342.75 FEET TO THE INTERSECTION OF THE CENTERLINE OF SAID DIKE ACCESS ROAD WITH THE CENTERLINE OF ELDON ROBINSON ROAD; THENCE LEAVING SAID DIKE ACCESS ROAD CENTERLINE ALONG THE CENTERLINE OF SAID ELDON ROBINSON ROAD ON A CURVE TO THE LEFT BEING CONCAVE TO THE WEST, HAVING A RADIAL BEARING IN OF SOUTH 78° 58' 04" EAST WITH A RADIUS OF 1,145.92 FEET THROUGH A DELTA ANGLE OF 09° 22' 53" AN ARC DISTANCE OF 187.63 FEET; THENCE NORTH 01° 33' 55" EAST ALONG SAID ELDON ROBINSON ROAD CENTERLINE A DISTANCE OF 1,062.50 FEET TO THE END OF SAID ELDON ROBINSON ROAD AS ESTABLISHED BY VACATION ORDER RECORDED IN VOLUME 1066, PAGE 818 (FEE NO. 891101026); THENCE NORTH 88° 26' 05" WEST A DISTANCE OF 20.00 FEET TO THE NORTHWEST CORNER OF SAID ELDON ROBINSON ROAD RIGHT-OF-WAY; THENCE NORTH 01° 33' 55" EAST ON THE NORTHERLY EXTENSION OF THE WESTERLY RIGHT-OF-WAY LINE OF SAID ELDON ROBINSON ROAD A DISTANCE OF 218.60 FEET TO A POINT SOUTH 87° 46' 41" EAST FROM THE POINT OF BEGINNING; THENCE NORTH 87° 46' 41" WEST A DISTANCE OF 13.26 FEET TO THE EAST QUARTER CORNER OF SAID SECTION 11 AND THE POINT OF BEGINNING.

EXCEPT ANY PORTION WITHIN DIKE ACCESS ROAD AND ELDON ROBINSON ROAD RIGHT OF WAY.

SITUATE IN THE COUNTY OF COWLITZ, STATE OF WASHINGTON

EXHIBIT B

Construction Easement Legal Description

**WOODLAND RETAIL CENTER
PROPOSED CONSTRUCTION EASEMENT
AFN: 3279850
FEBRUARY 27, 2007**

LEGAL DESCRIPTION

A PORTION OF THAT TRACT OF LAND DESCRIBED IN AUDITORS FILE NUMBER 3169744, COWLITZ COUNTY RECORDS, LOCATED IN THE SOUTHWEST QUARTER OF SECTION 12, TOWNSHIP 5, RANGE 1 WEST, WILLAMETTE MERIDIAN, CITY OF WOODLAND, COWLITZ COUNTY, STATE OF WASHINGTON MORE PARTICULARLY DESCRIBED AS FOLLOWS:

COMMENCING AT WASHINGTON STATE HIGHWAY DEPARTMENT MONUMENT ON LD5 LINE AT STATION 18+30.97 AS SHOWN ON MAP FOR "SR5 WOODLAND TO KALAMA", M.P. 22.01 TO M.P. 29.3, DATED APRIL 12, 1967, ON THE CENTERLINE OF DIKE ACCESS ROAD;

THENCE NORTH 71° 18' 42" WEST, ALONG SAID CENTERLINE, A DISTANCE OF 828.25 FEET;

THENCE NORTH 18° 41' 18" EAST, LEAVING SAID CENTERLINE, A DISTANCE OF 30.00 FEET TO THE INTERSECTION OF WESTERLY RIGHT-OF-WAY LINE OF ELDON ROBINSON ROAD AND THE RIGHT-OF-WAY LINE OF DIKE ACCESS ROAD AND THE BEGINNING OF A NON-TANGENT CURVE;

THENCE ALONG SAID WESTERLY RIGHT-OF-WAY LINE AND ALONG THE ARC OF A 1125.92 FOOT RADIUS CURVE CONCAVE WESTERLY (THE CHORD OF WHICH BEARS NORTH 08° 33' 47" EAST, 30.11 FEET), THROUGH A CENTRAL ANGLE OF 01° 31' 55", AN ARC DISTANCE OF 30.11 FEET TO THE TRUE POINT OF BEGINNING;

THENCE CONTINUING ALONG SAID WESTERLY RIGHT-OF-WAY AND CONTINUING ALONG SAID 1125.92 FOOT RADIUS CURVE CONCAVE WESTERLY (THE CHORD OF WHICH BEARS NORTH 04° 42' 47" EAST, 121.15 FEET), THROUGH A CENTRAL ANGLE OF 06° 10' 06", AN ARC DISTANCE OF 121.21 FEET TO A POINT OF TANGENCY;

THENCE NORTH 01° 37' 44" EAST, CONTINUING ALONG SAID WESTERLY RIGHT-OF-WAY LINE, A DISTANCE OF 253.21 FEET;

THENCE NORTH 88° 22' 16" WEST, LEAVING SAID WESTERLY RIGHT-OF-WAY LINE, A DISTANCE OF 25.00 FEET;

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THENCE SOUTH 01° 37' 44" WEST, A DISTANCE OF 253.21 FEET TO THE BEGINNING OF A TANGENT CURVE;
THENCE ALONG THE ARC OF A 1100.92 FOOT RADIUS CURVE CONCAVE WESTERLY (THE CHORD OF WHICH BEARS SOUTH 05° 16' 21" WEST, 139.92), THROUGH A CENTRAL ANGLE OF 07° 17' 13", AN ARC DISTANCE OF 140.02 FEET TO A POINT OF NON-TANGENCY;

THENCE NORTH 57° 20' 47" EAST, A DISTANCE OF 33.13 FEET TO THE TRUE POINT OF BEGINNING.

CONTAINS 9,595 SQUARE FEET OR 0.220 ACRES, MORE OR LESS.

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EXHIBIT C

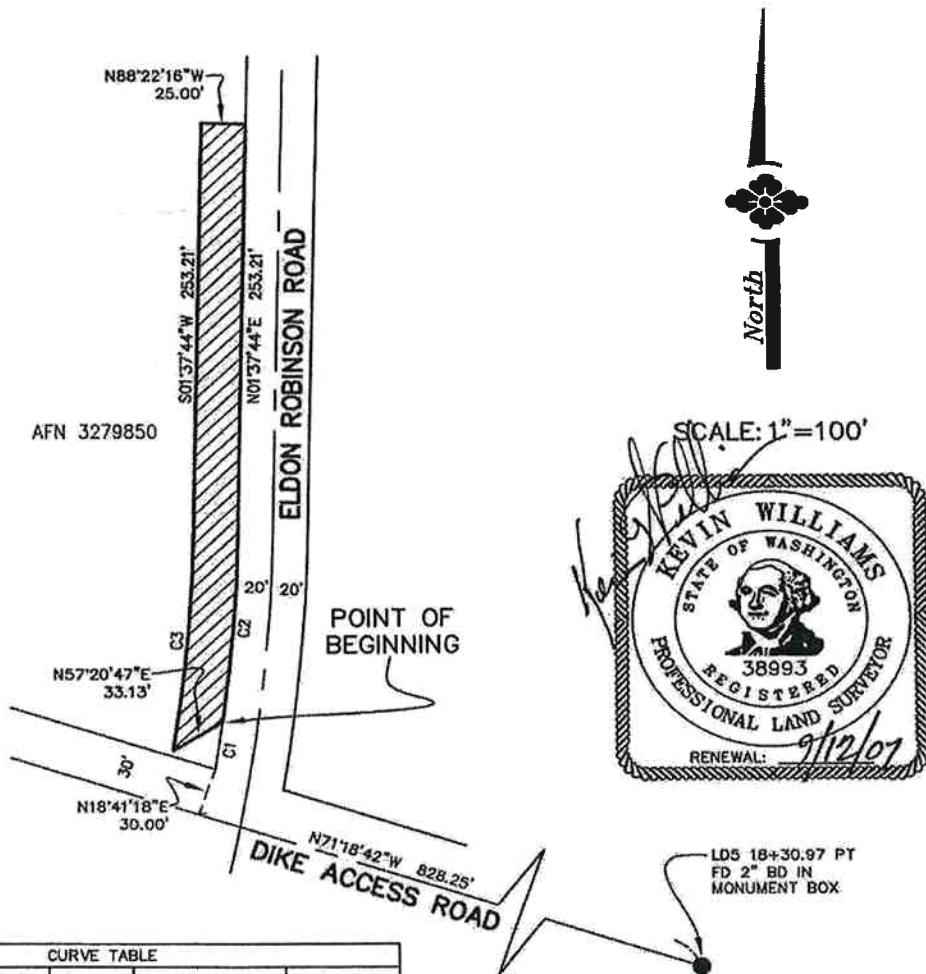
Construction Easement Depiction

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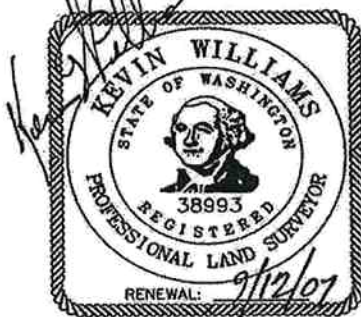
EXHIBIT MAP 'C'

A PORTION OF THAT TRACT OF LAND DESCRIBED IN AUDITORS FILE NO. 3279850, COWLITZ COUNTY RECORDS, LOCATED IN THE SOUTHWEST QUARTER OF SECTION 12 TOWNSHIP 5 NORTH, RANGE 1 WEST, WILLAMETTE MERIDIAN, CITY OF WOODLAND, COWLITZ COUNTY, WASHINGTON

FEBRUARY 27, 2007



SCALE: 1"=100'



LD5 18+30.97 PT
FD 2" BD IN
MONUMENT BOX

CURVE TABLE					
CURVE	DELTA	RADIUS	LENGTH	CHORD BEARING	CHORD DIST
C1	1°31'55"	1125.92	30.11	N08°33'47"E	30.11'
C2	6°10'08"	1125.92	121.21	N04°42'47"E	121.15'
C3	7°17'13"	1100.92	140.02	S05°16'21"W	139.92'



JOB NO. PLP1163
TETSUKA ASSOCIATES, INC.
LAND SURVEY CONSULTING

027 SW ARTHUR STREET
PORTLAND, OR 97201
503.517.0682 FAX: 503.445.1300

1163_CONST_EASE

EXHIBIT D

Right of Way Legal Description

WJH

WOODLAND RETAIL CENTER
PROPOSED RIGHT-OF-WAY DEDICATION
AFN: 3169744
FEBRUARY 27TH, 2007

LEGAL DESCRIPTION

A PORTION OF THAT TRACT OF LAND DESCRIBED IN AUDITORS FILE NO. 3279850, COWLITZ COUNTY RECORDS, LOCATED IN THE SOUTHWEST QUARTER OF SECTION 12, TOWNSHIP 5 NORTH, RANGE 1 WEST, WILLAMETTE MERIDIAN, CITY OF WOODLAND, COWLITZ COUNTY, STATE OF WASHINGTON, BEING MORE PARTICULARLY DESCRIBED AS FOLLOWS:

COMMENCING AT WASHINGTON STATE HIGHWAY DEPARTMENT MONUMENT (2 INCH BRASS DISC IN MONUMENT BOX) ON LD5 LINE, STATION 18+30.97 AS SHOWN ON MAP FOR "SR5 WOODLAND TO KALAMA", M.P. 22.01 TO M.P. 29.3, DATED APRIL 12, 1967, ON THE CENTERLINE OF DIKE ACCESS ROAD;

THENCE NORTH 71°18'42" WEST, ALONG SAID CENTERLINE, A DISTANCE OF 828.25 FEET;

THENCE LEAVING THE CENTERLINE OF DIKE ACCESS ROAD, NORTH 18°41'18" EAST, A DISTANCE OF 30.00 FEET TO THE INTERSECTION OF THE NORTHERLY RIGHT-OF-WAY LINE OF DYKE ROAD WITH THE WESTERLY RIGHT-OF-WAY LINE OF ELDON ROBINSON ROAD THE **TRUE POINT OF BEGINNING**;

THENCE NORTH 71°18'42" WEST, ALONG SAID NORTHERLY RIGHT-OF-WAY LINE, A DISTANCE OF 29.00 FEET;

THENCE LEAVING THE NORTHERLY RIGHT-OF-WAY LINE OF DIKE ACCESS ROAD, NORTH 57°20'47" EAST, A DISTANCE OF 37.95 FEET TO THE WESTERLY RIGHT-OF-WAY LINE OF ELDON ROBINSON ROAD AND THE BEGINNING OF A NON-TANGENT CURVE;

THENCE ALONG SAID WESTERLY RIGHT-OF-WAY LINE AND ALONG THE ARC OF A 1125.92 FOOT RADIUS CURVE CONCAVE WESTERLY (THE CHORD OF WHICH BEARS SOUTH 08°33'47" WEST 30.11 FEET) THROUGH THE CENTRAL ANGLE OF 1°31'55", AN ARC DISTANCE OF 30.11 FEET TO THE **TRUE POINT OF BEGINNING**.

CONTAINS 428 SQUARE FEET, MORE OR LESS.

EXHIBIT E

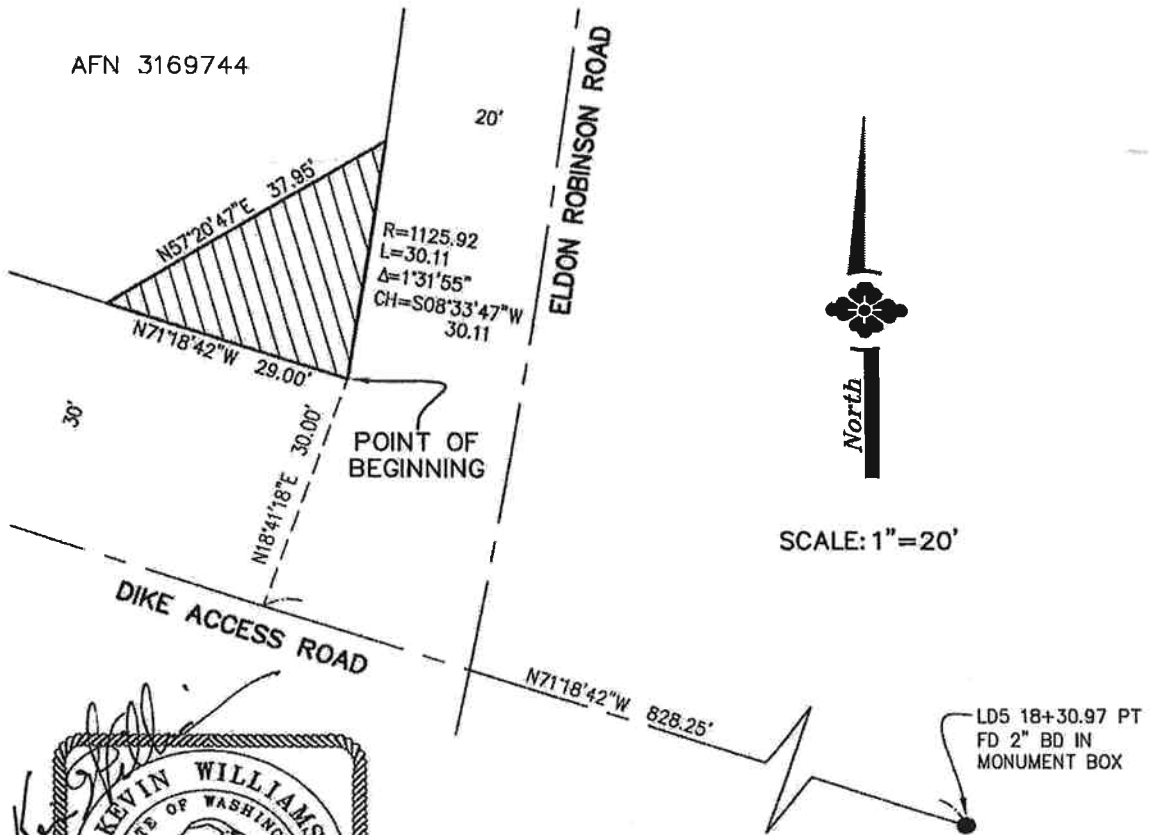
Right of Way Depiction

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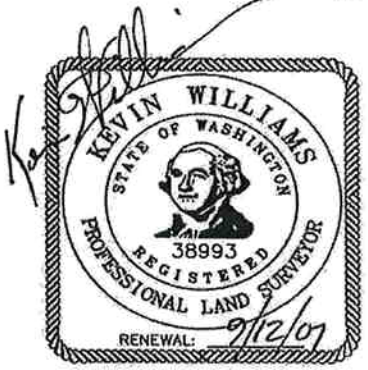
EXHIBIT MAP 'E'

A PORTION OF THAT TRACT OF LAND DESCRIBED IN AUDITORS FILE NO. 3279850, COWLITZ COUNTY RECORDS, LOCATED IN THE SOUTHWEST QUARTER OF SECTION 12 TOWNSHIP 5 NORTH, RANGE 1 WEST, WILLAMETTE MERIDIAN, CITY OF WOODLAND, COWLITZ COUNTY, WASHINGTON

FEBRUARY 27, 2007



SCALE: 1"=20'



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