RESOLUTION NO. 2010-02

A RESOLUTION APPROVING A PURCHASE AND SALE AGREEMENT BETWEEN THE PORT OF ST. HELENS AND WESTWARD ENERGY, LLC.

WHEREAS, Westward and the Port were parties to a certain ground lease dated June 20, 2001, as amended (the "Lease"), whereby Westward agreed to lease from the Port approximately 83.28 acres of undeveloped real property (the "Leased Premises") for the purpose of developing an energy generating plant in the Port Westward Energy Park ("Port Westward"), in Columbia County, Oregon. Westward also owns approximately 41 acres of undeveloped real property adjacent to the premises leased from the Port (the "Fee Parcel").

WHEREAS, on or about April 9, 2008, Westward and the Port entered into a Development Agreement (the "Development Agreement"), which provided for, among other rights, the Port's option to purchase the Fee Parcel and to terminate Westward's rights to the Leased Premises; and

WHEREAS, the parties have now agreed that the Port will purchase the Fee Parcel and that the Lease will be terminated for the consideration and on the terms and conditions provided in the Purchase and Sale Agreement (PSA), and that the terms of the PSA shall supersede the terms of the Development Agreement upon the consummation of transaction evidenced by the PSA.

BE IT RESOLVED that the President and Secretary of the Port of St. Helens are hereby authorized to execute the Purchase and Sale Agreement with Westward Energy, LLC, which is attached hereto and by this reference made a part hereof.

PASSED AND ADOPTED this 27 day of January 2010, by the following vote:

AYES: 4 NAYS: 0

Port of St. Helens

By: _____
President

Attested By:

_____
Secretary