



**OFFICE OF COUNTY COUNSEL**

**PUBLIC SERVICES BUILDING**  
 2051 KAEN ROAD | OREGON CITY, OR 97045

March 16, 2023

BCC Agenda Date/Item: \_\_\_\_\_

Board of County Commissioners  
 Clackamas County

**Stephen L. Madkour**  
 County Counsel

**Kathleen Rastetter**  
**Scott C. Ciecko**  
**Amanda Keller**  
**Nathan K. Boderman**  
**Shawn Lillegren**  
**Jeffrey D. Munns**  
**Andrew R. Naylor**  
**Andrew Narus**  
**Sarah Foreman**  
 Assistants

**Approval of an Amended Order approving the purchase of Quality Inn property at 9717 SE Sunnyside Road, Clackamas, OR 97015 and delegating signature authority to execute all documents reasonably necessary to complete the closing of the purchase of the Property.**

<b>Previous Board Action/Review</b>	Briefed at Issues 2/14/2023 This Board approved and signed original Order 2/16/2023		
<b>Performance Clackamas</b>	Ensuring safe, healthy and secure communities by accessing resources for critical housing infrastructure.		
<b>Counsel Review</b>	Yes	<b>Procurement Review</b>	N/A
<b>Contact Person</b>	Andrew Naylor	<b>Contact Phone</b>	503-742-4623

**EXECUTIVE SUMMARY:** On February 16, 2023, this Board approved and signed an order (the "Order") authorizing the purchase of the Quality Inn property located at 9717 SE Sunnyside Road, Clackamas, OR 97015 (the "Property").

The Order also delegated signing authority to both the Chair and the County Administrator to execute all documents reasonably necessary to complete the close of the purchase of the Property. Subsequently, the title company handling the close of the purchase of the Property, Old Republic Title, questioned whether the Order required *both* the Chair and the County Administrator to sign all closing documents.

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Despite staff explaining that was not the intent of the Order, nor consistent with its plain language, the title company insisted on clarification of the Order. In the interest of time, and to avoid belaboring the issue further, staff has prepared an amended Order that clarifies either the Chair or the County Administrator may sign all documents reasonably necessary to close the purchase of the Property. Both signatures are not required.

Staff has prepared an amended Order that clarifies either the Chair or the County Administrator may sign all documents reasonably necessary to close the purchase of the Property.

**RECOMMENDATION:** Staff recommends this Board execute the amended Order to clarify this Board's intention that either the Chair or the County Administrator may sign the closing documents on behalf of the County. Both signatures are not required, and each position, individually, has authority to sign the closing documents. The amended Order clarifies this intent by changing "and" to "and/or" in the recital and order language involving delegation of signing authority. No other changes are requested.

Respectfully submitted,



Andrew Naylor  
Assistant County Counsel

**BEFORE THE BOARD OF COUNTY COMMISSIONERS  
OF CLACKAMAS COUNTY, STATE OF OREGON**

In the Matter of Approving  
Purchase of Quality Inn Property at  
9717 SE Sunnyside Road,  
Clackamas, OR 97015



(Amended) Board Order No.  
2023-027  
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**Whereas**, on or about December 12, 2022, Clackamas County, through its Department of Health, Housing, and Human Services (“H3S”), entered into a purchase and sale agreement (“Agreement”) with YKC Hospitality, LLC to purchase certain real property generally described as 9717 SE Sunnyside Rd., Clackamas, OR 97015 (the “Property”);

**Whereas**, the Agreement contains multiple conditions that must occur prior to the closing of the purchase of the Property;

**Whereas**, one such condition is approval, by the Board of County Commissioners of Clackamas County (the “Board”), to proceed with the purchase of the Property, subject to any other conditions contained in the Agreement;

**Whereas**, the Board has determined it is in the best interest of Clackamas County to proceed to closing of the purchase of the Property, subject to completion of all remaining conditions to closing set forth in the Agreement including, but not limited to, completion and County’s acceptance of all remaining due diligence, and receipt of sufficient funds from all funding sources, including the State of Oregon, necessary to purchase the Property;

**Whereas**, the closing of the purchase of the Property may require the execution of additional documents;

**Whereas**, the Board has determined it is in the best interest of the County to delegate limited signing authority to the Clackamas County Chair of the Board of Commissioners (the “Chair”) and/or the County Administrator to execute all documents reasonably necessary to complete the closing of the purchase of the Property;

**NOW, THEREFOR, the Clackamas County Board of County Commissioners orders as follows:**

1. The Board hereby approves proceeding to the closing of the purchase of the Property, subject to satisfactory completion of all additional conditions set forth in the Agreement including, but not limited to, completion and County’s acceptance of all remaining due diligence, and receipt of sufficient funds from all funding sources, including the State of Oregon, necessary to purchase the Property; and

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2. The Chair and/or the County Administrator are hereby delegated signing authority to execute all documents reasonably necessary to complete the closing of the purchase of the Property including, but not limited to, all closing documents, title documents, financial instruments, grant agreements, or other documents necessary to fund the purchase of the Property.

**DATED** this \_\_\_ day of \_\_\_\_\_, 2023.

**BOARD OF COUNTY COMMISSIONERS**

\_\_\_\_\_  
Chair

\_\_\_\_\_  
Recording Secretary