

**METRO**

April 26, 1994

Ms. Helen Kowolik, CPA
AMCO
1211 SW Fifth Avenue
Suite 2900
Portland, OR 97204

Dear Helen:

As we discussed last Friday, it is in our mutual interest to find a long-term tenant acceptable to AMCO to lease the building at 2000 SW First Avenue. It was also agreed that it is logical for AMCO to take the lead in the efforts to locate a tenant for the building since Metro's interest and requirements are shorter-term and less stringent than AMCO's.

AMCO has indicated its intent to execute a listing agreement with Mark Madden of Colliers Portland Oregon to assist in locating prospective tenants for the building. It is understood that this agreement will in no way prevent Metro from continuing to work to locate prospective tenants for the building including some who may only be acceptable for the balance of Metro's current lease period. It is also understood that this agreement will not preclude or affect any potential settlement agreement between AMCO and Metro for the early termination of the current building lease.

Metro has no problem with AMCO signing a listing agreement with Colliers and agrees to share in certain potential costs related to this agreement. (Any payment by Metro in excess of \$10,000 will require the approval of the Metro Council.) Specifically, Metro will:

1. subject to approval in advance, share equally with AMCO any extraordinary costs of marketing the building (e.g., a broker's event or marketing materials not normally covered by the listing broker);

As part of a termination of Metro's current lease,

2. share equally with AMCO the cost of any brokerage commissions for the lease of the building limited to the amount which Metro would have paid for subleasing the building for the balance of its current lease term.

3. consider sharing the costs of required tenant improvements as a condition of a new lease agreement with the understanding that the appropriateness and extent of participation must be negotiated on an individual basis.

This understanding is valid only until June 30, 1994 and may be terminated earlier by either party upon written notice.

Sincerely,



Douglas E. Butler
Interim Director
Regional Facilities Department

cc: Dan Cooper, Metro Legal Counsel