



ALBANY
DOWNTOWN
ASSOCIATION

OMS Revitalization Grant 2022

Oregon Electric Railway Station Grant Agreement

This Agreement is between the Albany Downtown Association (ADA), a 501(c)6 non-profit organization, and Monteith Square, LLC, contracted purchasers of the property located at 133 SE 5th Ave., Albany, OR 97321.

The Albany Downtown Association has agreed to apply for the Oregon Main Street Revitalization Grant on the building located at 133 SE 5th Ave., Albany, OR, also identified as the Oregon Electric Railway Station. The grant will be applied for no later than 5 pm on March 15, 2022.

If the Albany Downtown Association is not awarded the grant, then this agreement is immediately null and voided.

ADA Commitments:

Provide Owners with a copy of the grant application and supporting documents for approval before applying for the grant.

Apply for and manage the Oregon Main Street Revitalization Grant 2022.

Manage all grant reporting, reimbursement request, work plan submissions and all grant requirements.

Facilitate inspection and audits of the project as needed.

Provide owners with timely information about grant requirements for the project.

Reimburse owners upon receipt of funds received from the State Historic Preservation Office (SHPO).

Owners Commitments:

Undertake the work described in the Oregon Main Street Revitalization Grant Agreement.

Maintain regular communication with the ADA grant manager to ensure all grant requirements are being met and that problems with the project are identified at an early stage.

Provide the ADA with all construction contracts and related documents including inspection reports if applicable.

Fund project costs out of pocket and submit paid invoices to grant manager for submission of quarterly reimbursements through SHPO.

Display signage provided by the Albany Downtown Association recognizing the project as a Albany Downtown Association and Oregon Main Street Network project using the ADA logo.

Take photographs of work progress and provide to grant manager for submission to SHPO for progress updates. Photographs are required for proof of work completed before reimbursement from SHPO will be made.

Termination

This agreement may be terminated by mutual consent of the parties upon written notice at any time. In addition, the ADA may terminate all or part of this agreement upon determining that termination is in the best interest of the organization by giving seven (7) days written notice of intent to terminate.

If the Owner does not successfully close on the purchase of the property located at 133 SE 5th Ave., Albany, OR 97321, no reimbursements will be issued and this contract is automatically terminated.

If the Owners fail to perform in the manner called for in this agreement, the ADA may terminate this Agreement for default. Termination shall be affected by serving a notice of termination.

Upon termination, if the project is not complete, no further reimbursements will be issued. The Owners will be held responsible for reimbursement back to SHPO for any grant monies owed to the State of Oregon.

Indemnity

To the extent permitted by law, owners shall protect, defend, indemnify and hold the ADA harmless from and against all claims, demands, damages, cost, actions, and causes of actions, liabilities, fines, penalties, judgments, expenses and attorney fees resulting from the injury or death of any person or the damage to or destruction of property, or the infringement of any patent, copyright, trademark or trade secret, arising out of the work performed or goods provided under this Agreement or Owner's violation of any law, ordinance or regulation, contract provisions or term, or condition of regulatory authorization or permit, except for damages resulting from the sole negligence of the ADA.

Force Majeure

Owners shall not be deemed in default hereof nor liable for damages arising from its failure to perform its duties or obligations hereunder if such failure is due to causes beyond its reasonable control, including, but not limited to, acts of God, acts of civil or military authorities, fires, floods, windstorms, earthquake, strikes or other labor disturbances, civil commotion, or war.

Signatures

MONTEITH SQUARE, LLC

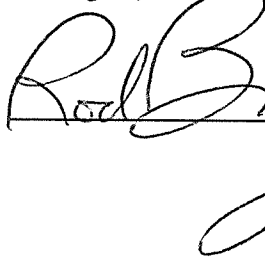
Matthew Bennett, Member



Date 3/13/22

ALBANY DOWNTOWN ASSOCIATION

Rod Bigner, President



Date 3/10/2022