



725 Summer Street NE, Suite A
Salem Oregon 97301-1266
(503) 986-0900
www.wrd.state.or.us

Ownership Update

NOTICE TO SELLERS & BUYERS:

By law, all water belongs to the public (ORS 537.110). In almost every instance, a permit or water right certificate from the Water Resources Department is needed before using, diverting or storing water (ORS 537.130). However, most domestic wells do not require water rights. A certificate of water right stays with the land. In order to keep track of water right ownership, the Department requests that this form be submitted to the Department. ***If for multiple rights, a separate form for each right will be required.***

Water that has been used for a long time in one place or that involves a water structure (like a dam) that already exists is no guarantee that there is a water right which would allow the water use to continue.

If you have any questions about this form or water right requirements, please contact your local watermaster or call the Water Resources Department at 503-986-0900.

Note: Please type or print legibly when filling in the following information. Use additional paper if necessary.

PROPERTY SELLER INFORMATION

Applicant(s): Midnight Sun, Inc.
Mailing Address: PO Box 53 charles.bryan@ubs.com
Nampa ID 83653
Phone: 208-466-0419
Home Work Other

PROPERTY BUYER INFORMATION

Applicant(s): Pine Creek Investments, LLC
Mailing Address: PO Box 14001-363 sthomson@stridergroup.com
Ketchum ID 83340
Phone: 208-720-9064
Home Work Other

PROPERTY DESCRIPTION (attach additional pages if necessary):

County: Union Township: 1 N Range: 39E WM Section: 22, 23, 27

Tax Lot Number(s): see attached deed with legal description

RECEIVED BY OWRD

Street address of water right property: _____

Water Right Information (attach copy of water right permit or certificate & final proof map):

Application #: S-54044 Permit #: S-40420 Certificate or Page #: 67385 SALEM, OR

Will all the lands associated with this water right be owned by the buyer? ☐ Yes ☒ No

Name of individual completing this form: Scott Thomson

Phone: 208-720-9064

Signature: [Signature]

Date: 9/20/16

Please be sure to attach a copy of your property deed or legal description of the property.

12-22447

20123239

After recording return to:
 Eastern Oregon Title, Inc.
 1601 Adams Avenue
 La Grande, Oregon 97850
 Until a change is requested all tax
 statements shall be sent to the following
 address:
 Pine Creek Investments, LLC
 P.O. Box 1401-363
 Ketchum, ID 83340

Ref# 18000

STATUTORY WARRANTY DEED

Midnight Sun Inc., a Delaware corporation, Grantor, conveys and warrants to Pine Creek Investments LLC, a Delaware corporation, Grantee, the following described real property free of liens and encumbrances, except as specifically set forth herein:

** an Idaho limited liability company
 SEE EXHIBIT "A" ATTACHED HERETO FOR DETAILED LEGAL DESCRIPTION

This property is free from liens and encumbrances, EXCEPT:

SEE EXHIBIT "B" ATTACHED HERETO FOR DETAILED EXCEPTIONS

"BEFORE SIGNING OR ACCEPTING THIS INSTRUMENT, THE PERSON TRANSFERRING FEE TITLE SHOULD INQUIRE ABOUT THE PERSON'S RIGHTS, IF ANY, UNDER ORS 195.300, 195.301 AND 195.305 TO 195.336 AND SECTIONS 5 TO 11, CHAPTER 424, OREGON LAWS 2007, AND SECTIONS 2 TO 9 AND 17, CHAPTER 855, OREGON LAWS 2009, AND SECTIONS 2 TO 7, CHAPTER 8, OREGON LAWS 2010. THIS INSTRUMENT DOES NOT ALLOW USE OF THE PROPERTY DESCRIBED IN THIS INSTRUMENT IN VIOLATION OF APPLICABLE LAND USE LAWS AND REGULATIONS. BEFORE SIGNING OR ACCEPTING THIS INSTRUMENT, THE PERSON ACQUIRING FEE TITLE TO THE PROPERTY SHOULD CHECK WITH THE APPROPRIATE CITY OR COUNTY PLANNING DEPARTMENT TO VERIFY THAT THE UNIT OF LAND BEING TRANSFERRED IS A LAWFULLY ESTABLISHED LOT OR PARCEL, AS DEFINED IN ORS 92.010 OR 215.010, TO VERIFY THE APPROVED USES OF THE LOT OR PARCEL, TO DETERMINE ANY LIMITS ON LAWSUITS AGAINST FARMING OR FOREST PRACTICES, AS DEFINED IN ORS 30.930, AND TO INQUIRE ABOUT THE RIGHTS OF NEIGHBORING PROPERTY OWNERS, IF ANY, UNDER ORS 195.300, 195.301 AND 195.305 TO 195.336 AND SECTIONS 5 TO 11, CHAPTER 424, OREGON LAWS 2007, AND SECTIONS 2 TO 9 AND 17, CHAPTER 855, OREGON LAWS 2009, AND SECTIONS 2 TO 7, CHAPTER 8, OREGON LAWS 2010."

The true consideration for conveyance is \$750,000.00. (Comply with requirements of ORS 93.030)

Dated this 28 day of September, 2012.

MIDNIGHT SUN INC.

By: Chris
 Its: Vice President

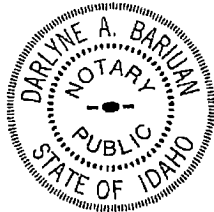
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SALEM, OR

STATE OF Idaho)
COUNTY OF Canyon) ss.

Signed or attested before me on this 28 day of September, 2012 by Charles Bryan, Jr.
as Vice President of Midnight Sun Inc., a Delaware corporation.



Notary Public for the State of: Idaho
My commission expires: 11-14-2014

Warranty Deed
1581345-1

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EXHIBIT "A"

IN TOWNSHIP 1 NORTH, RANGE 39 EAST OF THE WILLAMETTE MERIDIAN, UNION COUNTY, OREGON:

Section 22:

All that portion of the East half of the Southeast quarter lying Easterly of the East right of way line of the Wallowa Lake Highway, as said right of way is described in Deed granted to the State of Oregon, by and through its State Highway Commission, recorded in Book 151, Page 462, Deed Records of Union County, Oregon.

Section 26:

All that portion of the Northwest quarter lying North of the Indian Creek County Road.

Section 27:

All that portion of the Northeast quarter of the Northeast quarter lying North of the center line of Indian Creek Road (Union County Road No. 53).

Section 23:

The West half of the Southwest quarter and the Southeast quarter of the Southwest quarter;

ALSO, that portion of the Northeast quarter of the Southwest quarter of said Section 23, described as follows:

Commencing at the Northeast corner of the Southeast quarter of the Southwest quarter of Section 23, Township 1 North, Range 39 East of the Willamette Meridian, Union County, Oregon; thence, North 59 feet along the county road to an existing fence line; thence, West along said existing fence line a distance of approximately 1,264 feet to a point which is approximately 56 feet East and 63 feet North of the Northeast corner of the Southwest quarter of the Southwest quarter of Section 23; thence, North along the existing fence line a distance of approximately 764 feet to a point which is approximately 38 feet East of the East boundary of the Northwest quarter of the Southwest quarter of Section 23; thence, West approximately 38 feet to said boundary; thence, South along the East boundary of the Northwest quarter of the Southwest quarter of Section 23, to the Northeast corner of the Southwest quarter of the Southwest quarter of Section 23; thence East along the North boundary of the Southeast quarter of the Southwest quarter of Section 23, to the Point of Beginning.

ALSO, that portion of the Northeast quarter of the Southwest quarter and the Southwest quarter of the Northwest quarter of Section 23, described as follows:

Commencing at the Northwest corner of the Northwest quarter of the Southwest quarter of Section 23, Township 1 North, Range 39 East of the Willamette Meridian, Union County, Oregon; thence, North approximately 18.5 feet along the subdivision line to a point where the old fence line terminated; thence, East along the old fence line a distance of approximately 1,344 feet to a point which is 89 feet North and

Warranty Deed
1581345-1

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24 feet East of the Northeast corner of the Northwest quarter of the Southwest quarter of Section 23; thence, South along the old fence line a distance of approximately 654.5 feet to the point where the old existing fence line ends, which point is approximately 38 feet East of the East boundary of the Northwest quarter of the Southwest quarter of Section 23; thence, West approximately 38 feet to said boundary; thence, North along the East boundary of the Northwest quarter of the Southwest quarter of Section 23, to the Northeast corner of the Northwest quarter of the Southwest quarter of Section 23; thence, West along the North boundary of the Northwest quarter of the Southwest quarter of Section 23, to the Point of Beginning.

(0 1N39-6602)

The above-described real property is conveyed together with all appurtenant water and water rights, ditches and ditch rights, storage and storage rights, including without limitation water rights represented by water right certificate nos. 6371 and 67358.

Warranty Deed
1581345-1

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EXHIBIT "B"

1. The assessment roll and the tax roll disclosed that the within described premises were specially assessed as farm land. If the land has become or becomes disqualified for the special assessment under the statute, an additional tax may be levied for the years in which the land was subject to the special land use assessment.
2. Right-of-way for Union County Road No. 82 (Wallowa Lake Highway) across the West side of this property.
3. Right-of-way for Union County Road No. 53 (Indian Creek Road) across the South side of this property.
4. Right-of-way for Union County Road No. 77 (Elgin Cemetery Road) across the East side of this property.
5. Subject to access restrictions for the relocated Wallowa Lake Highway, over and across a portion of this property, contained in Warranty Deed, conveyed to the State of Oregon, by and through its State Highway Commission, dated September 14, 1960, recorded September 20, 1960, in Book 143, Page 780, Deed Records of Union County, Oregon.
6. Right-of-Way Easement, including the terms and provisions thereof, granted to California-Pacific Utilities Company, a corporation, dated December 1, 1949, recorded March 30, 1950, in Book 121, Page 348, Deed Records of Union County, Oregon, for the right to construct, reconstruct, operate and maintain electric power lines and/or gas or water mains, and all necessary poles, towers and appurtenances over, under and upon a strip of land 10 feet in width.
7. Right-of-Way Easement, including the terms and provisions thereof, granted to California-Pacific Utilities Company, a corporation, dated April 10, 1968, recorded May 3, 1968, in Book 157, Page 562, Deed Records of Union County, Oregon, for the right to construct, reconstruct, operate and maintain electric power lines and/or gas or water mains, and all necessary poles, towers and appurtenances over, under and upon a strip of land 10 feet in width.
8. Subject to the terms and provisions contained in Warranty Deed, conveyed to the State of Oregon, by and through its State Highway Commission, dated August 30, 1965, recorded August 30, 1965, in Book 151, Page 462, Deed Records of Union County, Oregon. Said Warranty Deed conveys and relinquishes all existing, future or potential common law or statutory abutters easements of access between the right of way identified as the relocated Wallowa Lake Highway and all of the grantor's (Evelyn Hallgarth's) remaining property, with the following exception:

"Reserving, however, for service of said remaining property, right of access from Grantor's remaining property to the highway right of way, at Hwy. Engr's Sta. 1,000+10 on Easterly side of Highway, 35 feet in width, unrestricted.

Grantee has the right to construct or otherwise provide at any future time a public frontage road or roads, whereupon all rights of access hereinabove reserved to and from the highway that are on or adjacent to any such frontage road or roads for any purpose upon obtaining a permit from the

Warranty Deed
1581345-1

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State under the applicable statutes and regulations governing the same. Said road or roads shall be connected to the main highway or to other public ways only at such places as the Grantee may select.

It is expressly intended that these covenants, burdens, restrictions and reservations shall run with the land and shall forever bind the Grantor, her heirs and assigns."

9. Power Line Easement, including the terms and provisions thereof, granted to California-Pacific Utilities Company, a corporation, dated August 16, 1965, recorded February 2, 1966, in Book 152, Page 367, Deed Records of Union County, Oregon, for the right to construct, reconstruct, operate and maintain electric power lines and/or gas or water mains, and all necessary poles, towers and appurtenances over, under and upon a strip of land.

10. Easement Agreement, including the terms and provisions thereof, between Galloway Farms, LLC, an Oregon limited liability company, and Midnight Sun, Inc., an Oregon corporation, dated July 22, 2005, recorded as Microfilm Document No. 20053845, and rerecorded August 11, 2005, as Microfilm Document No. 20054251, Records of Union County, Oregon, for the right to install, inspect and maintain an underground water delivery system across this property

STATE OF OREGON }
County of Union } SS

I Certify that this instrument was
received and recorded in the book
of records of said county.

ROBIN A. CHURCH
Union County Clerk



by: Maria Kuvshinov Deputy.

Warranty Deed
1581345-1

DOC# 20123239
RCPT: 158167 \$70.00
10/01/2012 03:40 PM
REFUND: .00

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AFFIDAVIT
(Midnight Sun – Pine Creek)

THIS AFFIDAVIT made as of the 1st day of October, 2012 by the authorized representative of Midnight Sun, Inc., a Delaware corporation ("Seller"), based upon said representative's personal knowledge and belief, for the reliance of Pine Creek Investments LLC, an Idaho limited liability company ("Buyer") in connection with the sale and purchase of the real property described on Exhibit A (the "Property"). Seller acknowledges that these averments are material factors in Buyer's purchase of the Property.

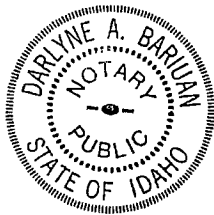
1. To the best of Seller's knowledge and belief:
 - a. For the previous five consecutive years either Seller or Seller's tenant(s) have diverted and beneficially used the irrigation water rights represented by water right certificate nos. 6371 and 67358 and appurtenant to the Property as and to the full extent authorized under such certificates and Seller has no actual notice that the Oregon Water Resources Department considers such water rights to be void, forfeited or abandoned.

Seller

Charles - , V.P.
By, and on behalf of, Midnight Sun, Inc.,

State of Idaho
County of Canyon)ss:

The foregoing was subscribed and sworn to before me this 28 day of Sept., 2012
by Charles Bryan Vice President of Midnight Sun, Inc.

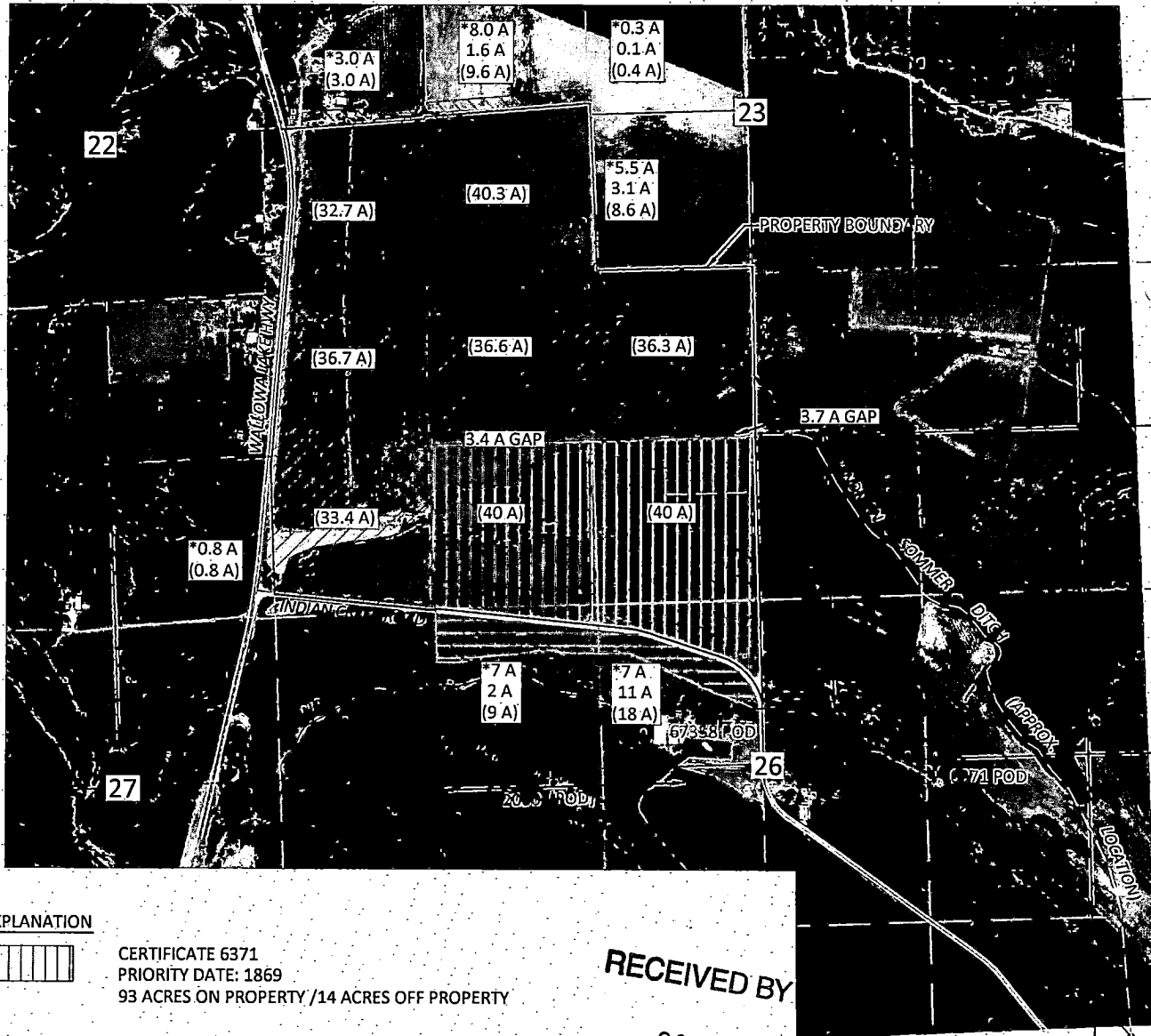


Darlyne Barman
Notary Public for Idaho
Commission expires: 11-14-2014

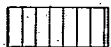
Affidavit
1581951-2

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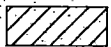
SECTIONS 22, 23, 26 & 27, T1N, R39E, W.M.
UNION COUNTY



EXPLANATION



CERTIFICATE 6371
PRIORITY DATE: 1869
93 ACRES ON PROPERTY / 14 ACRES OFF PROPERTY



CERTIFICATE 67358
PRIORITY DATE: JUNE 14, 1979
220.8 ACRES ON PROPERTY / 17.6 ACRES OFF PROPERTY

()

ACREAGE IRRIGATED IN QUARTER
QUARTER SECTION

*

WATER RIGHT ACREAGE IN QUARTER
QUARTER SECTION OUTSIDE OF PROPERTY

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POINT OF DIVERSION

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SALEM, OR

AERIAL PHOTO SOURCE: USDA NAIP 2011

JUNE 8, 2012

THIS MAP IS NOT INTENDED TO
PROVIDE LEGAL DIMENSIONS OR
LOCATIONS OF PROPERTY
OWNERSHIP LINES



SCALE



1 INCH = 1320 FEET

P.O. BOX 80174
PORTLAND, OR 97280
(503) 319-8926

FIGURE 1
Elgin Farm - TL 6602
Water Rights Map
Pine Creek Investments LLC.

STATE OF OREGON
COUNTY OF UNION
CERTIFICATE OF WATER RIGHT

THIS CERTIFICATE ISSUED TO

STEVEN J. GALLOWAY
ROUTE 2, BOX 60
ELGIN, OREGON 97827

confirms the right to use the waters of INDIAN CREEK, a tributary of GRANDE RONDE RIVER, for the purpose of IRRIGATION 238.4 ACRES.

The right has been perfected under Permit 44616. The date of priority is JUNE 14, 1979. The right is limited to not more than 3.0 CUBIC FEET PER SECOND or its equivalent in case of rotation, measured at the point of diversion from the source.

The point of diversion is located as follows:

SE 1/4 NW 1/4, SECTION 26, T 1 N, R 39 E, W.M.; 2170 FEET SOUTH AND 2000 FEET EAST FROM THE NW CORNER OF SECTION 26.

The amount of water used for irrigation, together with the amount secured under any other right existing for the same lands, shall be limited to ONE-FORTIETH of one cubic foot per second per acre, (or its equivalent) for each acre irrigated and shall be further limited to a diversion of not to exceed 3.0 acre-feet per acre for each acre irrigated during the irrigation season of each year.

The right shall conform to such reasonable rotation system as may be ordered by the proper state officer.

A description of the place of use under the right, and to which such right is appurtenant, is as follows:

SE 1/4 NE 1/4	3.0 ACRES
NE 1/4 SE 1/4	32.7 ACRES
SE 1/4 SE 1/4	36.7 ACRES
SECTION 22	

SW 1/4 NW 1/4	9.6 ACRES
SE 1/4 NW 1/4	0.4 ACRE
NE 1/4 SW 1/4	8.6 ACRES
NW 1/4 SW 1/4	40.3 ACRES
SW 1/4 SW 1/4	36.6 ACRES
SE 1/4 SW 1/4	36.3 ACRES
SECTION 23	

NE 1/4 NE 1/4	33.4 ACRES
NW 1/4 NE 1/4	0.8 ACRE
SECTION 27	

TOWNSHIP 1 NORTH, RANGE 39 EAST, W.M.

The right to the use of the water for the above purpose is restricted to beneficial use on the lands or place of use described. The right is subject to minimum flows established by the Water Resources Commission with an effective date prior to this right.

WITNESS the signature of the Water Resources Director, affixed MAY 22, 1992.

MARSHA O. PAGEL

Martha O. Pagel

Recorded in State Record of Water Right Certificates numbered 67358.

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OCT 03 2016
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STATE OF OREGON
COUNTY OF UNION
CERTIFICATE OF WATER RIGHT

THIS CERTIFICATE ISSUED TO

PINE CREEK INVESTMENTS, LLC
PO BOX 14001-363
KETCHUM, ID 83340

confirms the right to use the waters of INDIAN CREEK, tributary to the GRANDE RONDE RIVER for IRRIGATION of 93.0 ACRES.

This right was confirmed by decree of the Circuit Court of the State of Oregon for Union County. The decree is of record at Salem, in the Order Record of the Water Resources Director in Volume 8, at Page 1. The date of priority is 1869.

The point of diversion is located as follows:

Twp	Rng	Mer	Sec	Q - Q	Measured Distances
1 N	39 E	WM	26	SE NW	2170 FEET SOUTH AND 2000 FEET EAST FROM NW CORNER OF SECTION 26.

The amount of water used for irrigation is limited to a diversion of ONE-FORTIETH of one cubic foot per second, or its equivalent for each acre irrigated, and shall be further limited to a diversion of not to exceed 3.0 acre-feet per acre for each acre irrigated during the irrigation season of each year. The use shall conform to such reasonable rotation system as may be ordered by the proper state officer. The right to the use of the water for the above purpose is restricted to beneficial use on the lands or place of use described.

A description of the place of use to which this right is appurtenant is as follows:

IRRIGATION					
Twp	Rng	Mer	Sec	Q - Q	Acres
1 N	39 E	WM	26	NE NW	40.0
1 N	39 E	WM	26	NW NW	40.0
1 N	39 E	WM	26	SW NW	2.0
1 N	39 E	WM	26	SE NW	11.0

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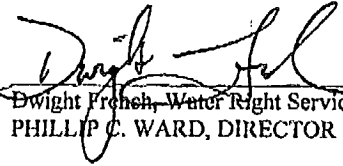
The water user shall maintain an in-line flow meter, or other suitable device for measuring and recording the quantity of water diverted. The type and plans of the headgate and measuring device must be approved by the Department.

The water user shall operate and maintain an approved fish screen at the point of diversion. If Oregon Department of Fish and Wildlife (ODFW) determines the screen is not functioning properly, and is unsuccessful in working with the water user to meet ODFW standards, ODFW may request that OWRD regulate the use of water until OWRD receives notification from ODFW that the fish screen is functioning properly.

This certificate is issued to confirm an HISTORIC CHANGE IN POINT OF DIVERSION approved by an order of the Water Resources Director entered MAY 8 2013, approving Transfer Application T-11447, and together with Certificate 88286, supersedes Certificate 6371, State Record of Water Right Certificates.

This is a final order in other than a contested case. This order is subject to judicial review under ORS 183.484. Any petition for judicial review must be filed within the 60-day time period specified by ORS 183.484(2). Pursuant to ORS 536.075 and OAR 137-004-0080, you may petition for judicial review or petition the Director for reconsideration of this order. A petition for reconsideration may be granted or denied by the Director, and if no action is taken within 60 days following the date the petition was filed, the petition shall be deemed denied.

WITNESS the signature of the Water Resources Director, affixed MAY 8 2013, 2013.


Dwight French, Water Right Services Administrator, for
PHILLIP C. WARD, DIRECTOR

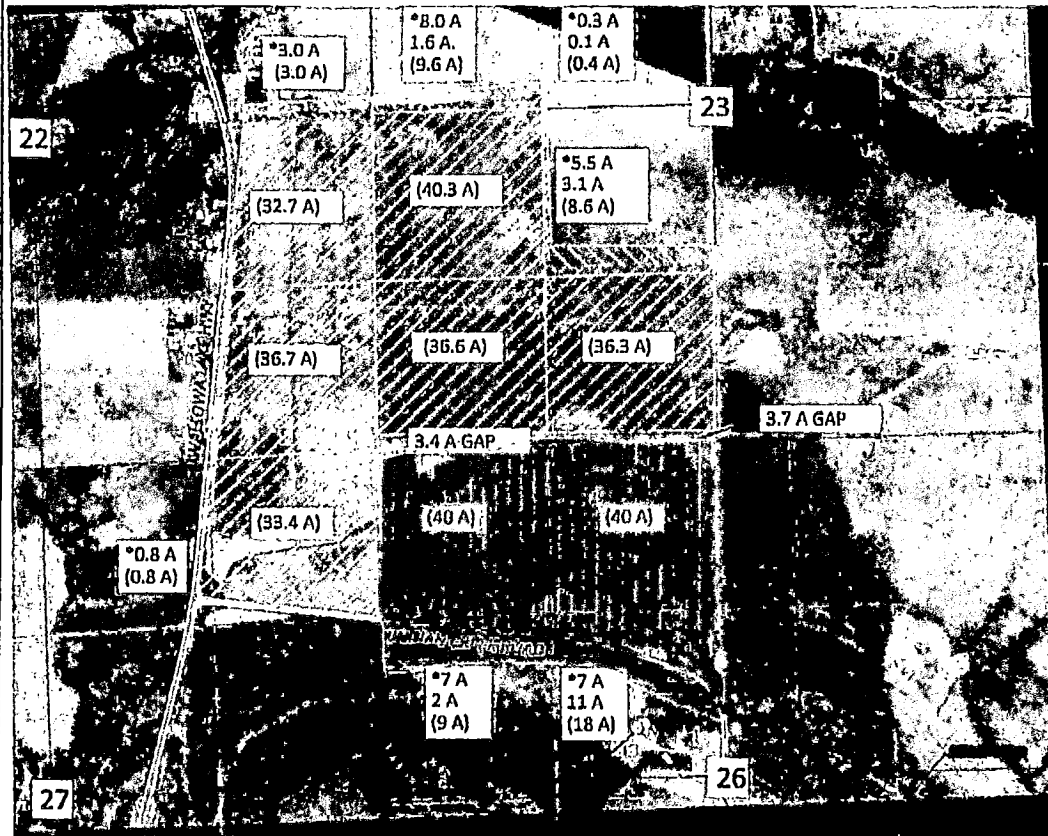
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WATER RESOURCES DEPT
SALEM, OREGON

SECTIONS 22, 23, 26 & 27, T1N, R39E, W.M.
UNION COUNTY



EXPLANATION

CERTIFICATE 6371
PRIORITY DATE: 1869
93 ACRES ON PROPERTY/14 ACRES OFF
PROPERTY

CERTIFICATE 67358
PRIORITY DATE: JUNE 14, 1979
220.8 ACRES ON PROPERTY/ 17.6
ACRES OFF PROPERTY

- POINT OF DIVERSION
- () ACREAGE IRRIGATED IN QUARTER
QUARTER SECTION
- WATER RIGHT ACREAGE IN QUARTER
QUARTER SECTION OUTSIDE OF PROPERTY

SKOOKUM
WATER ASSOCIATES INC

P.O. BOX 80174
PORTLAND, OR 97280
(503) 319-8926

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JUL 13 2012

WATER RESOURCES DEPT
SALEM, OREGON

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6371 PDB

OCT 03 2016

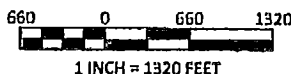
SALEM, OR

AERIAL PHOTO SOURCE: USDA NAIP 2011
JUNE 4, 2012

THIS MAP IS NOT INTENDED TO
PROVIDE LEGAL DIMENSIONS OR
LOCATIONS OF PROPERTY
OWNERSHIP LINES

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SCALE



Elgin Farm
Water Rights Map
Pine Creek Investments LLC.

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