



Oregon

Theodore R. Kulongoski, Governor

Department of Land Conservation and Development

635 Capitol Street, Suite 150

Salem, OR 97301-2540

(503) 373-0050

Fax (503) 378-5518

www.lcd.state.or.us

NOTICE OF ADOPTED AMENDMENT

February 23, 2007

TO: Subscribers to Notice of Adopted Plan
or Land Use Regulation Amendments

FROM: Mara Ulloa, Plan Amendment Program Specialist

SUBJECT: City of Winston Plan Amendment
DLCD File Number 002-06



The Department of Land Conservation and Development (DLCD) received the attached notice of adoption. A copy of the adopted plan amendment is available for review at the DLCD office in Salem and the local government office.

Appeal Procedures*

DLCD ACKNOWLEDGMENT or DEADLINE TO APPEAL: March 14, 2007

This amendment was submitted to DLCD for review 45 days prior to adoption. Pursuant to ORS 197.830 (2)(b) only persons who participated in the local government proceedings leading to adoption of the amendment are eligible to appeal this decision to the Land Use Board of Appeals (LUBA).

If you wish to appeal, you must file a notice of intent to appeal with the Land Use Board of Appeals (LUBA) no later than 21 days from the date the decision was mailed to you by the local government. If you have questions, check with the local government to determine the appeal deadline. Copies of the notice of intent to appeal must be served upon the local government and others who received written notice of the final decision from the local government. The notice of intent to appeal must be served and filed in the form and manner prescribed by LUBA, (OAR Chapter 661, Division 10). Please call LUBA at 503-373-1265, if you have questions about appeal procedures.

***NOTE: THE APPEAL DEADLINE IS BASED UPON THE DATE THE DECISION WAS MAILED BY LOCAL GOVERNMENT. A DECISION MAY HAVE BEEN MAILED TO YOU ON A DIFFERENT DATE THAN IT WAS MAILED TO DLCD. AS A RESULT YOUR APPEAL DEADLINE MAY BE EARLIER THAN THE ABOVE DATE SPECIFIED.**

Cc: Gloria Gardiner, DLCD Urban Planning Specialist
John Renz, DLCD Regional Representative
John J. Boyd, City of Winston

<paa> ya/

FORM 2

DEPT OF

FEB 22 2007

D L C D NOTICE OF ADOPTION

LAND CONSERVATION AND DEVELOPMENT

This form **must be mailed** to DLCD **within 5 working days after the final decision** per ORS 197.610, OAR Chapter 660 - Division 18

(See reverse side for submittal requirements)

Jurisdiction: City of Winston Local File No: 06-W029
(if no number, use none)

Date of Adoption: February 20, 2007 Date Mailed: February 21, 2007

(Must be filled in)

(Date mailed or sent to DLCD)

Date the Notice of Proposed Amendment was mailed to DLCD: September 21, 2006

- Comprehensive Plan Text Amendment
- Comprehensive Plan Map Amendment
- Land Use Regulation Amendment
- Zoning Map Amendment
- New Land Use Regulation
- Other: Planned Development Overlay
(Please Specify Type of Action)

Summarize the adopted amendment. Do not use technical terms. Do not write "See Attached."

Annex property plus Amend the Plan from Agriculture Open Space and Residential 3 to Residential 4.5 DU/AC. Amend the Zoning to Residential Low Density A remove the Large Lot Overlay and add a Planned Development Overlay on a 70 ac +/- parcel.

Describe how the adopted amendment differs from the proposed amendment. If it is the same, write "Same." If you did not give notice of the proposed amendment, write "N/A."

The area requested for amendment was the same as the notice. When mailing notice to adjacent properties we identified the change included amending the Plan for Residential 3 to

Residential 4.5 DU/AC. Proper notice was provided to adjacent owners prior to the hearing.

Plan Map Changed From: Agriculture Open Space to Residential 4.5 DU/AC

Zone Map Changed From: Residential 3 DU/AC to Residential 4.5 DU/AC

Location: Lookingglass Road (near intersection with Abraham Road) Acres Involved: 70±

Specify Density: Previous: 1 DU/ 50AC New: 4.5 DU/AC

Applicable Statewide Planning Goals: 1, 2, 3, 5, 7, 10, 11, 12 Already inside UGB

Was an Exception Adopted? Yes: No:

=====
DLCD File No: 002-06(15578)

Did the Department of Land Conservation and Development **receive** a Notice of Proposed Amendment **FORTY- FIVE (45) days prior to the first evidentiary hearing?** Yes: No:

If no, do the Statewide Planning Goals apply? Yes: No:

If no, did The Emergency Circumstances Require immediate adoption? Yes: No:

Affected State or Federal Agencies, Local Government or Special Districts: ODOT, Umpqua Regional Council Of Governments, Umpqua Transit, Douglas County, City of Winston, Winston Dillard Water District, Winston Dillard Fire District, Winston Dillard School District,

Local Contact: John J. Boyd AICP Area Code + Phone Number: (541) 440-4289

Address: Room 106, Justice Building, Douglas County Courthouse

City: Roseburg, Oregon Zip Code + 4: 97470

=====

ADOPTION SUBMITTAL REQUIREMENTS

This form **must be mailed** to DLCD **within 5 working days after the final decision** per ORS 197.610, OAR Chapter 660 - Division 18.

1. Send this Form and TWO (2) Copies of the Adopted Amendment to:

**ATTENTION: PLAN AMENDMENT SPECIALIST
DEPARTMENT OF LAND CONSERVATION AND DEVELOPMENT
635 CAPITOL STREET NE, SUITE 150
SALEM, OREGON 97301-2540**

2. Submit **TWO (2) copies** of the adopted material, if copies are bounded please submit **TWO (2) complete copies** of documents and maps.
3. Please Note: Adopted materials must be sent to DLCD not later than **FIVE (5) working days** following the date of the final decision on the amendment.
4. Submittal of this Notice of Adoption must include the text of the amendment plus adopted findings and supplementary information.
5. The deadline to appeal will be extended if you submit this notice of adoption within five working days of the final decision. Appeals to LUBA may be filed within **TWENTY-ONE (21) days** of the date, the "Notice of Adoption" is sent to DLCD.
6. In addition to sending "Notice of Adoption" to DLCD, you must notify persons who participated in the local hearing and requested notice of the final decision.
7. **Need more copies?** You can copy this form on to 8½ x 11 green paper only; or call the DLCD Office at (503) 373-0050; or Fax your request to: (503) 378-5518; or email your request to Larry.French@state.or.us - ATTENTION: PLAN AMENDMENT SPECIALIST.

ORDINANCE NO. 626

AN ORDINANCE AMENDING THE COMPREHENSIVE PLAN MAP FROM AGRICULTURE OPEN SPACE AND RESIDENTIAL 3 DU/AC TO RESIDENTIAL 4.5 DU/AC AND ZONING MAP FROM AGRICULTURE OPEN SPACE TO RESIDENTIAL LOW DENSITY A, REMOVAL OF THE LARGE LOT OVERLAY ZONE AND ADDITION OF PLANNED DEVELOPMENT OVERLAY ZONE AND ANNEXATION INTO THE CITY OF PROPERTY IDENTIFIED AS TAX LOT 206 & 300 IN SECTION 17, TAX LOT 300 IN SECTION 20, AND 101 IN SECTION 20BA IN TOWNSHIP 28S, RANGE 06W

Whereas, the City of Winston Planning Commission held a public hearing on November 29, 2006 and December 20, 2006 to consider a request for a Comprehensive Plan map amendment, zone change and overlay changes along with an annexation into city limits for property owner Billy & Katherine Williams for property located south of Wildlife Safari located on Lookingglass Road between Abraham Avenue and Timothy Avenue.

Whereas, the Planning Commission forwarded a favorable recommendation to the City council to adopt the proposed Plan amendment, Zone change with Large Lot Overlay removal, addition of a Planned Development Overlay and annexation to city limits on January 10, 2007.

NOW THEREFORE, THE CITY OF WINSTON ORDAINS AS FOLLOWS:

SECTION ONE: FINDINGS OF FACT

- A. A public hearing to amend the Comprehensive Plan and Zoning Map was held before the Planning Commission on November 29, 2006 and December 20, 2006.
- B. The Findings of Fact including two conditions of approval were adopted by the Planning Commission on January 10, 2007, in support of their recommendation are attached as Exhibit "A" and by this reference made part of this ordinance.
 - i. Prior to the first reading of the proposed ordinance on this action by City Council, the owner's will provide the City with a recorded copy of an irrevocable offer to participate in future local improvement districts that affect the property.
- C. A map of the property subject to the Comprehensive Plan Amendment, Zone Change, Overlay changes and Annexation is attached as Exhibit "B" and by this reference made part of this ordinance.
- D. A legal description of the property to be annexed is attached as Exhibit C.

SECTION TWO: AMENDING COMPREHENSIVE PLAN AND ZONING MAPS

The Comprehensive Plan Land Use Map and City Zoning Map are hereby amended to designate the following properties as (Plan) Residential Low Density 4.5 DU/AC and (Zone) Residential Low Density (RLA), Remove Large Lot Overlay (LLO), add Planned Development Overlay and annexation of the property into the city limits:

Tax Lot 206, 300 IN Section 17, Township 28S, Range 06W
Property ID No. R39033 & R127587

Part of Tax Lot 300 in Section 20, Township 28S, Range 06W
Property ID No. R39009 & R39041

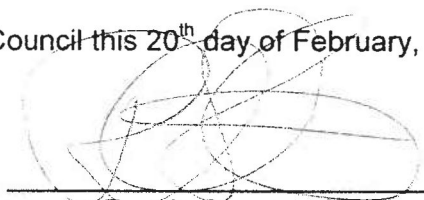
Part of Tax Lot 101 in Section 20BA, Township 28S, Range 06W
Property ID No. R127586

SECTION THREE: EFFECT OF AMENDMENT

Ordinance No.(s) 588 (Comprehensive Plan) and 590 (Zoning Ordinance) heretofore and herein amended, remain in full force and affect.


First reading before the City Council on the 5th day of February, 2007

Second Reading and Adoption by the City Council this 20th day of February, 2007



Rex A. Stevens, Mayor

ATTEST:



David M. Van Dermark, City Administrator

**BEFORE THE PLANNING COMMISSION
OF THE
CITY OF WINSTON**

EXHIBIT

A

IN THE MATTER of the Annexation, Plan Amendment,]
Zone Change, Large Lot Overlay Removal and addition of]
a Planned Development Overlay on property located on]
Lookingglass Road near Abraham Avenue and identified] **FINDINGS OF FACT**
as Tax Lot(s) 206 & 300 in Section 17, Tax Lot 300 in] **AND**
Section 20 and Tax Lot 101 in 20BA, Township 28] **DECISION**
Range 6W, W.M. for the Property Owner Billy & Katherine]
Williams. Planning Department File 06-W029]

1. This matter came before the Winston Planning Commission for a public hearing on November 29, 2006, upon request from the property owner Billy & Katherine Williams.
2. Notice of the public hearing was mailed to adjacent property owners within 150 feet of the subject property on October 18, 2006.
3. Reference was made to the November 22, 2006, Staff Report, and findings of fact addressing conformance to the policies of the Zoning Ordinance, Subdivision Ordinance and Comprehensive Plan.
4. Reference was made to the November 29, 2006, Supplemental Staff Report and findings of fact.
5. Reference was made to the December 13, 2006, Revised Supplemental Staff Report and findings of fact.
6. Reference was made to the December 20, 2006 staff memorandum.
7. The territory is currently designated by the City as Agriculture Open Space, Residential 16 Dwelling units/Acre and Residential 3 Dwelling units/Acre on the City Comprehensive Plan Land Use Diagram.
8. The territory is zoned as City (A/O) Agriculture Open Space, Residential High Density with Large Lot Overlay and Wetland Overlays.
9. By the time of the public hearing, four submittals were received.
 - a. A letter, dated October 30, 2006, from Stephanie Morgan stating no objection to the proposal.
 - b. A Supplemental Staff Report dated November 29, 2006.
 - c. Two emails from Public Works Superintendent Jennifer Sikes expressing traffic concerns at the intersection of Abraham Avenue and Lookingglass Road.
 - i. She requested a second TIS be completed that provided analysis of that intersection.

- ii. She expressed a second concern on the amount of effluent sewer created by the proposed development and stated the applicant will have to provide additional information in order to determine if adequate capacity is available.
 - iii. She expressed a final concern on the amount of storm water runoff created and that analysis is required to assure capacity for storm water runoff.
 - d. A November 29, 2006 letter from Thomas Guevara of ODOT along with attachments that include proposed findings and conditions.
- 10. The Planning Commission declared the following as parties to the hearing:
 - a. Ron Schofield
 - b. Thomas Crawford, Attorney
 - c. Billy & Katherine Williams
 - d. City of Winston
 - e. Tom Guevara, ODOT
 - f. Roberta Woldt, 443 Bremner Lane
 - g. Margaret Vanassche, 291 Bremner Lane
 - h. Rose Hanson, 311 Bremner Lane
 - i. Bob Hanson, 311 Bremner Lane
 - j. Richard Newton, 460 Bremner Lane
 - k. Richard Couey, 67 Bremner Lane
- 11. There were two declarations of ex parte contact and no other conflicts of interest.
 - a. President Jim McClellan stated he is a non-paid trustee at Wildlife Safari and was involved in some discussions on the agreement between the parties regarding the subject of this hearing. He also stated he was involved as Mayor when the large lot overlay was imposed on the subject property. He did not believe either of these will affect his judgement in the hearing.
 - b. Planning Commissioner Bruce Kelly stated he was also involved as a City employee when the large lot overlay was imposed on the subject property. He did not believe it would affect his judgement in the hearing.
 - c. There was no stated opposition to the Planning Commission statement of ex parte contact.
 - d. The Planning Commission received clarifying questions along with oral testimony and exhibits in support of the application.
- 12. The applicant's representative, Ron Schofield, summarized the proposal and then summarized the supportive documents: the wetland study and traffic impact study.
 - a. He provided the following comments on the staff report and supplemental staff report:
 - i. He supported the original staff report dated November 22, 2006 and was prepared to stipulate to the findings and conclusion;

- ii. He stated upon reading the supplemental staff report and the change in the conclusion and conditions of approval, the applicant no longer may agree to stipulate to the record and recommendation.
 - iii. He clarified that the applicant was prepared to pay for their share of the improvements needed to serve the development. Under the supplemental staff report, he expressed a concern that the applicant would be solely responsible for the design and funding of needed mitigation.
 - iv. The same traffic engineer was used as in similar land use actions in the area. ODOT has reviewed the TIS and concurred with the findings and mitigation measures. Those measures are similar, if not identical, to TIS previously submitted.
 - v. Requested the Planning Commission not to adopt the findings and conditions in the supplemental staff report because he felt the report was unfair and ambiguous. He urged the Planning Commission to adopt the original staff report and conditions dated November 22, 2006.
 - vi. Provided a summary of City of Winston Ordinance 613 related to a Mark Buechley plan amendment and zone change. He also read from the findings of fact attached to the ordinance.
 - (1) Finding No. 20 subsection d. & e. stated that "All developers should be invited to participate in the plan update process and address circulation and connectivity. The cost of these improvements should be born in part by developers. These costs should require future developments to pay their fair share to mitigate transportation impacts."
 - vii. Stated a broad review of a city wide funding source for the transportation projects is needed to mitigate deficiencies.
 - viii. He disagreed that the burden should be entirely placed on the applicant and felt the supplemental staff report was arbitrary decision.
- b. On the issue of annexation:
- i. He clarified that the entire property was proposed for annexation and that there were benefits to leaving it in the proposal. The non-profit status of the Safari would not be impacted by that decision.
- c. On the issue of viewshed protection:
- i. He discussed the agreement with Wildlife Safari included provisions that roofing should not be seen from the safari. The lot locations are required to be down the hill to mitigate any view of roof-lines
 - ii. He stated that screening to be placed on the lower section will block the view of Bremner Hills from visitors at Wildlife Safari.

- iii. He noted a fence will be placed along the perimeter for the protection of Wildlife Safari from trespassers and stray domestic animals. In addition, it will provide a barrier, discouraging the adjacent neighbors from entering the safari.
 - iv. When the mitigation measures are completed, the viewshed for the Wildlife Safari will be improved.
 - v. He stated that the Wildlife Safari Board was in agreement with the proposal and has signed an agreement with the applicant.
13. Excluding the testimony of the applicant's representative, the Planning Commission received no clarifying questions and oral testimony in support of the application.
14. The Planning Commission received clarifying questions and oral testimony in opposition of the application.
- a. Roberta Woldt, expressed a number of concerns in opposition to this request.
 - i. On the issue of agriculture she noted:
 - (1) The vineyard was not idle. She stated the previous owner (Vaughn) had annually sprayed and pruned the vineyard.
 - (2) That other agricultural uses such as cattle grazing have been conducted on the property.
 - (3) Her objection to the proposed application because it will result in a loss of agricultural land.
 - (4) That residential growth is resulting in ongoing loss of agricultural land north of Lookingglass Road (within the urban growth boundary.)
 - ii. On the issue of citizen participation she noted:
 - (1) The amendments would impact the Bremner Hills Association and expressed a concern that no meetings were held by the applicant with the Association membership.
 - iii. On the issue of historic resources:
 - (1) She recognized the house on the property was not on the historic register but noted the age of the structure is over 100 years. She supported protection of this potential historic resource.
 - (2) She also noted that a well that served the house was still located in the front yard.
 - iv. On the issue of storm water runoff:
 - (1) She expressed concern that runoff creates seasonal flooding when the drainage ditches overflow.

- (2) The storm drainage goes from adjacent properties to the north and east toward the subject property and may impact the Bremner Hills Association lands.
 - v. On the issue of traffic impact:
 - (1) She stated that traffic is an issue that must be addressed
 - (2) She expressed a concern about loss of access to Lookingglass Road when improvement projects were recently completed.
 - (3) She requested a clarification on the location of the access point for the Williams property.
 - b. Richard Newton, expressed concerns that housing development is impacting Bremner Lane.
 - i. He requested that perimeter fences be required to keep children that may move into the new development out of the Bremner Hills Association property.
 - ii. He recommended the applicant have a meeting with the Bremner Hills Association members to discuss the proposed development and to listen to their concerns.
 - iii. He expressed a concern on the amount of existing stormwater runoff and the need to mitigate any impacts.
 - c. Richard Couey expressed a concern that Bremner Hills Lane is the only access and that this road cannot take any additional traffic.
 - i. He is aware that the property has frontage onto Lookingglass Road, but that frontage is in close proximity with Abraham Avenue.
 - ii. He suggested the property development should include a circulation system that access to the adjacent property to the west.
 - d. Bob Hansen expressed his opposition to the project.
 - i. He expressed his concern that development will impact the turkey and deer that frequent the area.
 - ii. He noted the development of the lower portion of the property will impact the viewshed from Bremner Hills by adding new roof tops.
 - e. Margaret Vanassche expressed her concerns that development will impact wildlife that live in the lower fields proposed for residential use.
15. Tom Guevara, ODOT representative discussed that he was neither a proponent or opponent and provided a letter for the record.
- a. He summarized the letter contents for the Planning Commission and answered clarifying questions.

- b. He noted that he has met with all parties and that the proposed land use change must demonstrate the facilities are adequate. He clarified that the facilities are not limited to State routes. The applicant must also address County and City facilities.
 - c. ODOT has concurred with the applicant's assertion that the proposed amendment will create a significant effect on the listed transportation facilities: Lookingglass Road/Highway 42, Abraham Avenue/Highway 42 and Brockway Road/Highway 42.
 - d. The applicant's TIS has identified improvements to assure the facilities are operating safely.
 - i. On the issue of Lookingglass Road/Highway 42; he noted that ODOT does not advocate any position. They simply verified that the applicant's proposal for a raised median would work.
 - e. He noted the law requires a declaration of public funds available to mitigate transportation impacts.
 - i. The City cannot rely upon state tax dollars to fund any needed improvements.
 - ii. The City has not allocated local tax dollars to fund the needed improvements.
 - iii. The needed improvements must be privately funded.
 - iv. The Transportation Planning Rule states that a funding mechanism must be in place. He noted that the mechanism must be identified by the City.
 - v. If the funding mechanism and total cost are not identified to mitigate transportation projects, then proportionate share will not work because you cannot identify the cost or define the proportionate share.
 - vi. Private contribution typically can only occur via development exactions.
 - vii. It raises the question, is there enough taxable land vacant to raise the needed funds. Will the amount of any proposed system development charges identified to fund needed projects be greater than the market demand will bear (cost sensitivity).
 - viii. He noted that ODOT has provided specific conditions of approval in their letter submitted into the record and recommended the Planning Commission include them in their decision.
16. The hearing on the matter was tabled and the Planning Commission continued the hearing and their decision until the December 20, 2006 meeting.
17. At the December 20, 2006 hearing, the Planning Commission asked clarifying questions on the Revised Supplemental Staff report dated December 13, 2006 and on the draft findings of fact.
18. The applicant was provided an opportunity for rebuttal.
 - a. Ron Schofield expressed no issues existing on rebuttal.

- b. He noted that most of the issues raised during the hearing process should be addressed at the time of the review and drafting of a development agreement.
 - c. He also noted that other issues not related to the development agreement would be handled during the review of the next step of the development process.
 - d. He stipulated the clients agreement to the Revised Supplemental Staff Report and findings of fact and conditions.
 - e. He concluded that the applicants TIS was submitted to ODOT. The submitted TIS was found to meet ODOT. Further he stated that no evidence was provided to challenge the TIS and therefore the TIS should meet the Transportation Planning Rule.
19. Reference was made to the Revised Supplemental Staff Report dated December 13, 2006, the Supplemental Staff Report dated November 29, 2006, and original staff report Dated November 22, 2006.
20. John Boyd read a staff memo dated December 20, 2006 into the record. This memo summarized the key points on the Development Agreements. This was not new information but a compilation of issues already found in the record.
21. The draft findings of fact included the following changes recommended by the Planning Commission.
- a. Amend Finding 14(d) on page 25 in the Staff Report dated November 22, 2006 to read as follows:
 - i. Wildlife Safari and surrounding lands are included in the Urban Growth Boundary for Winston. This area occupies a large block of land northwest of town, which is for the most part undeveloped. This land was included in the UGB for several reasons.
 - b. Amend Applicable Criteria 1(b)(i)(1) on page 27 in the Staff Report dated November 22, 2006 to read as follows:
 - i. The increase in zoning density could allow the construction of an additional 315 dwelling units. The applicants assert that only 109 dwelling units are proposed. The Comprehensive Plan states the population projection used for the City water and sewer infrastructure was 6,921 people in the year 2022. The 2004 Center for Population Research and Census estimate for Winston is 4,940. This increase in density will not impact the plan or plan policies.

The Planning Commission voted to recommend the City Council approve the proposed Annexation, Plan Amendment, Zone Change, removal of the Large Lot Overlay and addition of the Planned Development Overlay subject the following conditions:

**PLANNING COMMISSION CONDITIONS OF APPROVAL FOR
BILLY & KATHERINE WILLIAMS**

- 1. Prior to the first reading of the proposed ordinance on this action by City Council, the owner's will provide the City with a recorded copy of an irrevocable offer to participate in future local improvement districts that affect the property.

Findings & Decision: Williams
Page 8

2. Prior to the approval of any future development on the property subject to this land use action, the applicant shall complete a development agreement with the City that defines the proportionate share of transportation improvements needed to mitigate impact identified in a revised TIS, or as subsequently modified by the City.

The Commission adopts the findings of the staff report along with the findings in the supplemental staff report in support of their decision.

NOW, THEREFORE, based upon the foregoing findings of fact, the Winston Planning Commission forwarded a recommendation of **APPROVAL** to the City Council for the requested Annexation, Plan Amendment, Zone Change, removal of Large Lot Overlay and addition of Planned Development Overlay for the application in this matter by property owner Billy & Katherine Williams subject to conditions of approval.

DATED THE 10th DAY OF January, 2007



JIM McCELLAN, PRESIDENT

ATTEST:



David Van Dermark, CITY ADMINISTRATOR

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ASSESSOR
T28S R6W SEC 17, 20 & 20BA

WILLIAMS
P/D 06-W029

EXHIBIT
B



CITY OF WINSTON PLANNING DEPARTMENT

NO SCALE

WARRANTY DEED (INDIVIDUAL)

Charles L. Vaughn Trustee and Barbara A. Vaughn Trustee

TO

Billy R. Williams Sr. and Katherine Williams

After Recording Return to:
Douglas County Title Company
629 S.E. Main Street
Roseburg, OR 97470

NAME, ADDRESS, ZIP

Until a change is requested all tax statements shall be sent to the following address.

Billy R. Williams, Sr.
9935 N. Hazel Road
Stockton, CA 95215

NAME, ADDRESS, ZIP

DOUGLAS COUNTY OFFICIAL RECORDS
BARBARA E. NIELSEN, COUNTY CLERK

2005-025040



\$31.00

00125879200500250400030039

10/05/2005 10:15:23 AM

DEED-WD Cnt=1 Str=13 MAILDESK
\$15.00 \$11.00 \$5.00

EXHIBIT
C

Title

By Deputy

WARRANTY DEED (INDIVIDUAL)

Charles L. Vaughn and Barbara A. Vaughn, Trustees of The Vaughn Living Trust, hereinafter called grantor, convey(s) to Billy R. Williams Sr. and Katherine Williams, husband and wife, hereinafter called grantee, all that real property situated in the County of DOUGLAS, State of Oregon, described as:

See Exhibit A attached hereto and made a part hereof.

and covenant(s) that grantor is the owner of the above described property free of all encumbrances except Those as set out in exhibit "A" attached hereto and made a part hereof as if fully written herein.

and will warrant and defend the same against all persons who may lawfully claim the same, except as shown above.

The true and actual consideration for this conveyance is pursuant to an IRC Tax Deferred Exchange on behalf of the Grantors and Grantees.

*The dollar amount should include cash plus all encumbrances existing against the property to which the property remains subject or which the purchaser agrees to pay or assume.

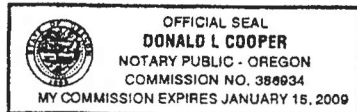
If consideration includes other property or value, add the following: "However, the actual consideration consists of or includes other property or value given or promised which is part of the consideration."the whole consideration."

Dated this 4 day of October 2005.

Charles L. Vaughn Trustee
Charles L. Vaughn Trustee
Barbara A. Vaughn
Barbara A. Vaughn Trustee

STATE OF OREGON, County of Douglas) ss.

On October 4, 2005, personally appeared the above named Charles L. Vaughn and Barbara A. Vaughn, Trustees of The Vaughn Living Trust, and acknowledged the foregoing instrument to be their voluntary act and deed.



Before me:

Donald L. Cooper

DOUGLAS COUNTY TITLE CO.
829 S.E. MAIN ST.
ROSEBURG, OR 97470

DOUGLAS COUNTY TITLE COMPANY

Exhibit "A"

PARCEL 1

Beginning at a point on the east-west centerline of Section 17, Township 28 South, Range 6 West, Willamette Meridian, Douglas County, Oregon, which point bears West 17.47 chains from the east quarter corner of Section 17; thence West, along said centerline, 13.39 chains; thence South 61.77 chains to a point in the County Road; thence Easterly, along said County Road, to a point which bears South of the place of beginning; thence North 61 chains, more or less, to the place of beginning, in Sections 17 and 20, Township 28 South, Range 6 West, Willamette Meridian, Douglas County, Oregon.

EXCEPTING THEREFROM that property conveyed to Bremner Hills, a corporation in Recorder's No. 65-1014, Records of Douglas County, Oregon, described as follows: Beginning at a point on the west line of the Mary Burks property in Section 20, Township 28 South, Range 6 West, Willamette Meridian, which is South 70° 58' West 1233.1 feet from the section corner common to Sections 16, 17, 20 and 21, Township 28 South, Range 6 West, Willamette Meridian; thence running from said beginning point, South 0° 32' West 735.2 feet, along said west line to a point; thence South 60° 59' West 510.4 feet to a point; thence South 0° 32' West 72.0 feet to a point on the north line of Lookingglass County Road; thence North 89° 35' West 338.1 feet, along said north road line to a point; thence North 21° 13' East 165.0 feet, North 11° 34' East 241.8 feet and North 47° 38' East 981.3 feet to the place of beginning, situated in Section 20, Township 28 South, Range 6 West, Willamette Meridian, Douglas County, Oregon.

ALSO EXCEPTING the following: Beginning at a point on the north line of Lookingglass Road at the southwest corner of the Mary Burks property, which point is West 17.47 chains and South 0° 32' West 20.74 chains from the corner common to Sections 16, 17, 20 and 21, Township 28 South, Range 6 West, Willamette Meridian, Douglas County, Oregon; thence North 0° 32' East, along the west line of said Burks property to the most easterly southeast corner of the Bremner Hills property as described in Book 342, Recorder's No. 65-1014, Records of Douglas County, Oregon; thence continuing along the southerly side of said Bremner Hills property, South 60° 59' West 510.4 feet to a point; and South 0° 32' West 72.0 feet to a point on the north line of Lookingglass Road; thence Easterly, along the north line of Lookingglass Road to the place of beginning, being situated in Section 20, Township 28 South, Range 6 West, Willamette Meridian, Douglas County, Oregon.

PARCEL 2

A parcel of land located in the Southeast quarter of Section 17, Township 28 South, Range 6 West, Willamette Meridian, Douglas County, Oregon, and the Northeast quarter of Section 20, Township 28 South, Range 6 West, Willamette Meridian, Douglas County, Oregon, and more particularly described as follows: Beginning at a 3 inch Brass Cap set per M101-33, Records of Douglas County, Oregon, from which the quarter corner common to Sections 17 and 20, Township 28 South, Range 6 West, Willamette Meridian, Douglas County, Oregon, bears South 89° 40' 00" West 596.59 feet and South 00° 21' 13" West 666.91 feet per said M101-33; said point of beginning also being the same 3 inch Brass Cap as shown on M132-68, Records of Douglas County, Oregon, as being the northeast corner of Parcel 1 per Land Partition 1997-0079, Partition Plat Records of Douglas County, Oregon; thence following the east line of said Parcel 1, South 00° 09' 57" East 667.13 feet as shown on said M132-68 as being the point held as the northeast corner of Parcel 3 per Land Partition 1997-0099, Partition Plat Records of Douglas County, Oregon; thence following the east line of said Parcel 3, South 00° 09' 57" East 1425.58 feet as shown on said M132-68 as being the point held as the southeast corner of said Parcel 3 per Land Partition 1997-0099, Partition Plat Records of Douglas County, Oregon; thence North 86° 53' 35" West 20.33 feet to a point; thence North 00° 23' 25" East 2091.65 feet to the point of beginning.

EXCEPTING THEREFROM that portion that lays within the right of way of Lookingglass Road, County Road No. 107.

T28S, R6W, Sec. 17, TL 300
T28S, R6W, Sec. 20, TL 300

Exhibit "A" Continued
Page 2

TOGETHER WITH an easement as set out in Recorder's No. 65-1014, Records of Douglas County, Oregon.

SUBJECT TO:

1. Roads and highways and the rights of the public therein.
2. 2005-2006 taxes are a lien, but not yet payable.
3. The premises herein described are within and subject to the statutory powers, including the power of assessment, of the Lookingglass-Olalla Water Control District.
4. As disclosed by the tax roll the premises herein described have been zoned or classified for farm use. At any time that said land is disqualified for such use, the property will be subject to additional taxes or penalties and interest. (affects Parcel 1)
5. Right of way, including the terms and provisions thereof, granted by Margaret Adair, to Pacific Power and Light Company, recorded October 13, 1964, in Volume 339, Recorder's No. 346135, Deed Records of Douglas County, Oregon. (affects Parcel 1)
6. Right of way, including the terms and provisions thereof, granted by Chas W. Boston, to West Douglas Electric Cooperative, dated June 14, 1939, and recorded April 12, 1995, in Book 1347, Page 527, Recorder's No. 95-7292, Records of Douglas County, Oregon. (affects Parcel 2)

END OF DOCUMENT