

FIRST AMENDMENT TO PRELIMINARY DEVELOPMENT AGREEMENT

THIS FIRST AMENDMENT TO PRELIMINARY DEVELOPMENT AGREEMENT (the “Amendment”) dated as of March __, 2022, is by and between the GRAND RAPIDS ECONOMIC DEVELOPMENT AUTHORITY, a public body corporate and politic under the laws of the State of Minnesota (the “Authority”), and CAMBIUM DEVELOPMENT, LLC, a Minnesota limited liability company (the “Developer”), and amends the Preliminary Development Agreement, dated September 23, 2021 (the “Original Agreement,” and together with this Amendment, the “Agreement”), between the Authority, and 4A Management, LLC (the “Original Developer”).

RECITALS

A. The Authority and the Original Developer entered into the Original Agreement to provide for the negotiation and execution of a mutually satisfactory purchase and development agreement (the “Contract”) that will address (among other things) the sale of certain property within the City (the “Property”) by the Authority to the Original Developer and the construction by the Original Developer of a mixed use development consisting of ground level and basement restaurant and retail space, upper level residential units, and rooftop space (the “Development”). The Original Developer has formed a new entity to undertake the Development named Cambium Development, LLC (the “New Developer”).

B. The Authority and New Developer determined it to be in the best interests of all parties to amend certain terms of the Original Agreement to reflect that the New Developer will undertake the Development and to provide the parties with more time to negotiate the contract.

C. The Authority and New Developer agree to modify certain terms and conditions of the Original Agreement as set forth below.

NOW, THEREFORE, in consideration of the premises and the mutual obligations of the parties hereto, each of them does hereby covenant and agree with the other as follows:

1. Name of Developer. The term “Developer” in the Original Agreement is amended to mean Cambium Development, LLC.

2. Amendment to Section 8 of the Original Agreement. Section 8 of the Original Agreement is amended to read as follows (deleted language is stricken and new language is underlined):

Section 8. Term of Agreement. This Agreement is effective ~~for one hundred and eighty (180) days from the date hereof~~ for one hundred and eighty (180) days from the date of execution of this Amendment. After such date, neither party shall have any obligation hereunder except as expressly set forth to the contrary herein.

This Agreement may also be terminated upon ten (10) days written notice by the City or Authority to the Developer if:

- (a) an essential precondition to the execution of a definitive Contract cannot be met; or
- (b) if, in the sole discretion of the City and the Authority, an impasse has been reached in the negotiation or implementation of any material term or condition of this Agreement or the Contract;
- (c) or the Developer has failed to provide additional funds to pay for Administrative Costs in accordance with Section 6 hereof.

3. Confirmation of Original Agreement. Except as amended by this Amendment, the Original Agreement shall remain in full force and effect.

4. Effective Date. The amendments made to the Original Agreement, as set forth in this Amendment, shall be effective as of the date and year first written above.

5. Counterparts. This Amendment may be executed in any number of counterparts, each of which shall constitute one and the same instrument.

(The remainder of this page is intentionally left blank.)

IN WITNESS WHEREOF, the Authority, and the New Developer have caused this Amendment to be duly executed by their duly authorized representatives.

CAMBIUM DEVELOPMENT, LLC

By _____
Its: _____

By _____
Its: _____

GRAND RAPIDS ECONOMIC
DEVELOPMENT AUTHORITY

By _____
Its President

By _____
Its Executive Director