

**EXCLUSIVE NEGOTIATING AGREEMENT
AMENDMENT # 1**

THIS FIRST AMENDMENT TO THE EXCLUSIVE NEGOTIATING AGREEMENT (Amendment #1) is made and entered into as of the last date indicated below by and between the CITY OF ST. HELENS, an Oregon municipal corporation acting by and through the ST. HELENS URBAN RENEWAL AGENCY (the “City”) and ROMANO PROPERTIES, LLC, a Washington limited liability company (“Developer”).

RECITALS

1. The City and Developer entered into an Exclusive Negotiating Agreement (“ENA”) on or about September 30, 2025 (“Effective Date”), relating to a 25-acre waterfront property owned by the City.
2. Pursuant to the express terms of Exhibit D to the ENA, the Developer was supposed to complete due diligence within 150 days of the Effective Date, or on or before February 28, 2026.
3. Pursuant to the express terms of the ENA, the ENA is set to expire on March 29, which is 180 days from the Effective Date.
4. By email dated February 26, 2026, Developer requested that the City extend the due diligence deadline to coincide with the ENA termination date, March 29, 2026.
5. Based on the good faith negotiations between the City and Developer, the City is willing to grant Developer’s request to extend the due diligence as requested.

AMENDMENT # 1

NOW, THEREFORE, in consideration of the foregoing recitals, which are hereby incorporated into this Amendment #1, and the agreements, promises, and covenants set forth below, the Parties hereby agree to amend and modify the ENA as follows:

6. Developer’s due diligence deadline is hereby extended to March 29, 2026, and Exhibit D is modified accordingly.
7. The ENA termination date is hereby extended by sixty (60) days, or until May 29, 2026.
8. All other terms and conditions of the ENA remain intact and enforceable as originally executed.

ROMANO PROPERTIES, LLC,
a Washington limited liability company

CITY OF ST. HELENS, an Oregon
municipal corporation acting by and through
the **ST. HELENS URBAN RENEWAL**
AGENCY, and Oregon municipal
corporation

By: _____
Eric Christensen, COO

By: _____
John Walsh, City Administrator

Date: _____

Date: _____

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