

## SECOND AMENDMENT *to* EXCLUSIVE NEGOTIATING AGREEMENT

THIS SECOND AMENDMENT TO THE EXCLUSIVE NEGOTIATING AGREEMENT (this “**Amendment**”) 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

- A. City and Developer entered into that certain Exclusive Negotiating Agreement (“ENA”) on or about September 30, 2025, relating to a 25-acre waterfront property owned by the City. All capitalized terms not herein defined shall have the meaning given to them in the ENA.
- B. Exhibit D to the ENA set forth certain Milestones the Developer was to achieve, as well as timelines for achieving them.
- C. City and Developer entered into that certain Exclusive Negotiating Agreement Amendment #1, dated on or about March 25, 2026, pursuant to which both the due diligence deadline and the Term of the ENA were extended to May 29, 2026, and Exhibit D to the ENA was modified accordingly.
- D. The Term of the ENA is therefore set to expire on March May 29, 2026. Section 2.2 of the ENA provides that the Term of the ENA may be extended for two (2) ninety (90)-day renewal periods by mutual agreement of the parties.
- E. 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, as well as the ENA termination date.

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

### AMENDMENT

NOW, THEREFORE, in consideration of the above recitals, which are hereby incorporated into this Amendment, and the agreements, promises, and covenants set forth below, the parties hereby agree as follows:

1. **Extension.** Developer’s due diligence deadline is hereby extended to July 28, 2026, and Exhibit D and all Milestones and timelines set forth therein are hereby modified in accordance with such extension. The Term of the ENA is hereby extended by sixty (60) days, until July 28, 2026.

2. **Binding Effect.** This Amendment shall be binding upon and inure to the benefit of the parties hereto and their respective successors and assigns. This Amendment shall govern and control any conflict between it and the ENA.
3. **Scope of Amendment.** Except as expressly amended hereby, the ENA is confirmed and remains in full force and effect.
4. **Counterparts.** This Amendment may be executed in multiple counterparts and shall be binding on each party who executes a counterpart regardless of whether that counterpart is executed by the other party, and each such counterpart shall be deemed part of the original. Execution of this Amendment may be accomplished by electronic transmission of counterparts or by other electronic means (such as DocuSign).

IN WITNESS WHEREOF, the parties have executed this Amendment, effective as of the later of the dates set forth below (the “**Amendment Date**”).

**DEVELOPER:**

ROMANO PROPERTIES, LLC,  
a Washington limited liability company

By: *Eric Christensen*  
Eric Christensen, as its COO

Date: 05/28/2026

**CITY:**

CITY OF ST. HELENS,  
an Oregon municipal corporation,  
acting by and through:

ST. HELENS URBAN RENEWAL  
AGENCY,  
an Oregon municipal corporation

By: \_\_\_\_\_  
John Walsh, City Administrator

Date: \_\_\_\_\_