

AMENDMENT TO ACQUISITION AND DEVELOPMENT AGREEMENT

This AMENDMENT TO ACQUISITION AND DEVELOPMENT AGREEMENT (this “**Amendment**”) is entered into effective as of April __, 2020, by and between the City of Bay City, Michigan, a municipal corporation (the “**City**”), and UBP Bay City, LLC, a limited liability company organized and existing under the laws of the State of Delaware (“**UBP**”).

BACKGROUND

A. The City and UBP entered into an Acquisition and Development Agreement dated January 2, 2020 (the “**ADA**”). Capitalized terms used but not defined herein shall have the meanings attributed to such term in the ADA.

B. Pursuant to Section 29 of the ADA, the ADA may only be amended or modified in a writing signed by each party thereto.

C. The City and UBP desire to amend the ADA as more fully set forth herein.

AGREEMENT

1. Amendment to Definition. The definition of “**Transition Period**” set forth in Exhibit A to the ADA is hereby deleted in its entirety and replaced with the following:

“**Transition Period**” means a period of one hundred fifty (150) calendar days beginning on the Effective Date.

2. Effect of Amendment. In all other respects, the ADA remains in full force and effect and, except as provided above, the ADA otherwise remains unchanged and unaltered and all of the terms, covenants and conditions of the ADA are hereby ratified and confirmed. In the event of any dispute between the terms of this Amendment and the ADA, the terms of this Amendment shall prevail.

3. Counterparts. This Amendment may be executed in counterparts, each of which shall be deemed an original, but all of which together shall be deemed to be one and the same agreement. A signed copy of this Amendment delivered by facsimile, e-mail or other means of electronic transmission shall be deemed to have the same legal effect as delivery of an original signed copy of this Amendment.

[Signature Page Follows]

The undersigned parties have executed this Amendment to Acquisition and Development Agreement as of the date first set forth above.

UBP BAY CITY, LLC

By: Doug Witt
Its: Chief Executive Officer

BAY CITY MICHIGAN

By: Kathleen Newsham
Mayor of Bay City

By: Tema Lucero
Clerk of Bay City

ATTEST

Tema Lucero
Clerk of Bay City

19972115