

FIRST AMENDMENT TO PURCHASE AND SALE AGREEMENT

THIS FIRST AMENDMENT TO PURCHASE AND SALE AGREEMENT (this "**Amendment**") is made as of the 19th day of October, 2020, by and **THE CITY OF STAMFORD** ("**Seller**") and **PACIFIC STREET FIREHOUSE LLC** ("**Buyer**").

BACKGROUND

A. Buyer and Seller are parties to a certain Purchase and Sale Agreement dated March 9, 2017 (the "**Original Agreement**"), with respect to certain property as more particularly described therein.

B. Buyer and Seller desire to amend certain terms of the Original Agreement.

NOW, THEREFORE, the parties hereto, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, and intending to be legally bound, hereby agree that the Original Agreement is amended as follows:

1. Incorporation of Background; Undefined Terms; Definitions. The Background provisions set forth above are hereby incorporated herein by reference. All capitalized terms used herein without definition shall have the same meanings given to such terms in the Original Agreement. The Original Agreement as amended hereby is hereinafter referred to as the "**Agreement**" and all references in the Original Agreement to the "Agreement" shall mean and refer to the Original Agreement as amended hereby.

2. Police Substation. Section 30 of the Original Agreement is hereby deleted in its entirety and of no further force or effect.

3. No Other Modifications; Conflicts. Except as expressly amended hereby, the Original Agreement remains unmodified and in full force and effect and Closing shall be subject to the satisfaction of all of the terms, covenants and conditions set forth therein. In the event of a conflict between the terms of this Amendment and the terms of the Original Agreement, the terms of this Amendment shall control.

4. Binding Effect; Governing Law. This Amendment (i) shall be binding on and inure to the benefit of the parties hereto and their respective successors and assigns, and (ii) shall be governed by the laws of the State of Connecticut.

5. Counterparts. This Amendment may be executed in any number of counterparts, any party may execute this Amendment by signing any one counterpart, each such counterpart shall be deemed to be an original instrument, and all such counterparts taken together shall constitute one and the same Amendment.

6. Entire Agreement. The Original Agreement, as amended hereby, is the entire agreement between the parties hereto regarding the matters described herein and there are no other


terms, conditions, representations or warranties, oral or otherwise with respect thereto, of any kind whatsoever.

***The remainder of this page is intentionally left blank.
Signatures contained on the following page.***

IN WITNESS WHEREOF, the parties hereto have executed this Amendment as of the date first above written.

SELLER:

THE CITY OF STAMFORD

By: 
Printed Name: David R. Martin
Title: Mayor

Date of Execution: 10/23, 2020

Buyer:

PACIFIC STREET FIREHOUSE LLC

By: 
Printed Name: CARL R. KUENNER
Title: Authorized Signatory

Date of Execution: Oct. 28, 2020