

## **SECOND AMENDMENT TO EXCHANGE AGREEMENT**

**THIS SECOND AMENDMENT TO EXCHANGE AGREEMENT** (this “**Amendment**”) is made and entered into by and between **PINELLAS SUNCOAST TRANSIT AUTHORITY**, a Florida independent special district (“**PSTA**”), and **THE CITY OF CLEARWATER, FLORIDA**, a municipal corporation (“**City**”).

### **WITNESSETH:**

**WHEREAS**, PSTA and City entered into that certain Exchange Agreement, dated as of October 6, 2022, as modified by that certain First Amendment to Exchange Agreement dated January 25, 2023 (the “**Agreement**”);

**WHEREAS**, PSTA has received an environmental report on the City Parcel, and the environmental report has identified additional actions and investigations that must be completed by PSTA; and

**WHEREAS**, City has received an environmental report on the PSTA Parcel, and the environmental report has identified additional actions and investigations that must be completed by City;

**WHEREAS**, the Closing Date was originally scheduled for April 30, 2023, however, due to the aforementioned environmental concerns, neither City nor PSTA were prepared to close on the Closing Date; and

**WHEREAS**, Seller and Purchaser desire to modify the Agreement to extend the Closing Date to October 31, 2023 to provide additional time for Seller and Purchaser to complete their respective investigations and take any necessary actions related to environmental concerns on the City Parcel and the PSTA Parcel.

**NOW, THEREFORE**, in consideration of the mutual covenants herein contained and other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, PSTA and City do hereby amend the Agreement as follows:

1. **Ratification.** Except as expressly modified by this Amendment: (i) all other terms and provisions of the Agreement are hereby ratified and affirmed; and (ii) the Agreement remains in full force and effect.
2. **Capitalized Terms.** Unless expressly stated otherwise, capitalized terms used in this Amendment shall have the same meanings ascribed to such terms in the Agreement.

3. Extension of Closing Date. The Closing Date, as defined in the Agreement, is hereby modified to October 31, 2023, provided, however, PSTA and City may close on a mutually agreeable date prior to October 31, 2023.
4. Counterparts. This Amendment may be executed in two or more counterparts, each of which shall be deemed an original, but all of which taken together shall constitute one and the same instrument.

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**IN WITNESS WHEREOF**, City and PSTA have each caused this Amendment to be executed by their duly authorized representatives, and agree to be bound hereby, effective the \_\_\_\_ day of \_\_\_\_\_, 2023.

ATTEST:

PINELLAS SUNCOAST TRANSIT  
AUTHORITY, a Florida independent special  
district

\_\_\_\_\_  
Print Name: \_\_\_\_\_

By: \_\_\_\_\_  
Name: Brad Miller, Chief Executive Officer

APPROVED AS TO FORM:

\_\_\_\_\_  
Alan S. Zimmet  
General Counsel

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

Countersigned:

CITY OF CLEARWATER, FLORIDA

\_\_\_\_\_  
Brian J. Aungst, Sr.  
Mayor

By: \_\_\_\_\_  
Jennifer Poirrier  
City Manager

Approved as to form:

Attest:

\_\_\_\_\_  
David Margolis  
City Attorney

\_\_\_\_\_  
Rosemarie Call  
City Clerk

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