

FIFTH AMENDMENT TO EXCLUSIVE NEGOTIATING AGREEMENT

This Fifth Amendment to Exclusive Negotiating Agreement (this "Amendment") is dated effective as of September 21, 2023 (the "Effective Date") by and between the Vancouver City Center Redevelopment Authority (the "CCRA") and LPC West LP, as successor-in-interest to LPC West, Inc. ("Developer").

Recitals

A. The CCRA and Developer are parties to that certain Exclusive Negotiating Agreement dated November 18, 2021 and effective as of December 1, 2021, as amended by that First Amendment to Exclusive Negotiating Agreement dated June 24, 2022, as further amended by that Second Amendment to Exclusive Negotiating Agreement dated October 28, 2022, as further amended by that Third Amendment to Exclusive Negotiating Agreement dated April 25, 2023, as further amended by that Fourth Amendment to Exclusive Negotiating Agreement dated July 20, 2023 (collectively, the "ENA"), pertaining to the Waterfront Gateway site in Vancouver, Washington.

B. Developer and CCRA have requested an extension to the term of the ENA ("Extension").

C. Developer and CCRA desire to amend the ENA to confirm the Extension of the term of the same.

Agreement

NOW, THEREFORE, for and in consideration of the mutual covenants contained herein, and other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the CCRA and Developer hereby agree as follows:

1. Effective Period of ENA. The Effective Period of the ENA is hereby extended to and shall expire on October 31, 2023.

2. Miscellaneous. Except as specifically set forth in this Amendment, the ENA is unmodified and is hereby ratified and remains in full force and effect. In the event of any conflict between the terms and provisions of this Amendment and the terms and provisions of the ENA, the terms and provisions of this Amendment shall control. Capitalized terms used but not defined in this Amendment shall have the meanings given in the ENA. This Amendment constitutes the entire agreement of the parties with respect to the subject matter hereof, and once executed and delivered, shall not be modified or altered in any respect except by a written instrument signed by the parties hereto. This Amendment is binding upon, and shall inure to the benefit of, the parties hereto and their respective successors and permitted assigns. This Amendment may be executed in multiple counterparts, all of which, when taken together, shall constitute one and the same instrument. The execution and delivery of this Amendment by any lawful electronic means, including use of an e-signature program or the delivery of a signed copy of this Amendment by email shall be sufficient to bind the parties hereto.

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

CCRA:

Vancouver City Center Redevelopment Authority

By: _____
Patrick Quinton, Executive Director

Approved as to form:

Taylor Hallvik, Assistant City Attorney

DEVELOPER:

LPC West LP

By: _____
Patrick Gilligan, Executive Vice President

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