

FIRST AMENDMENT TO MEMORANDUM OF UNDERSTANDING

THIS AMENDMENT to the **MEMORANDUM OF UNDERSTANDING** (“MOU”) is made this ____ day of May, 2011, between the **COLUMBIA GATEWAY URBAN RENEWAL AGENCY**, the duly authorized and acting urban renewal agency of the City of The Dalles, Oregon (“City”), a political subdivision of the State of Oregon, (hereinafter referred to as “Agency”) and **RAPOZA DEVELOPMENT GROUP, LLC**, an Oregon limited liability company, (hereinafter referred to as “Developer”).

WHEREAS, Agency and Developer are parties to the Memorandum of Understanding dated as of February 11, 2011, with respect to the proposed acquisition and development by Developer (or an entity formed by the Developer to undertake the project) of certain property located on the block in downtown The Dalles, Oregon bounded by East 1st Street, Washington Street, East 2nd Street, and Court Street; and

WHEREAS, pursuant to Section 5.1.2 of the MOU, Agency granted a request by the Developer for a 60 day extension of the MOU, which extended the term of the MOU to May 31, 2011; and

WHEREAS, the Agency and Developer have recently been advised that a portion of the site of the proposed development has been designated as a significant archeological site; and

WHEREAS, the Agency and Developer have agreed that an extension of the term of the MOU is necessary to allow for certain archeological testing to be conducted upon the site, to assist the parties in obtaining the necessary information that will allow the parties to finalize negotiations for the terms of the Disposition and Development Agreement for the project.

NOW, THEREFORE, in consideration of the provisions set forth herein, Agency and Developer mutually agree that the provisions of Section 5.1.2 of the MOU shall be amended to extend the term of the MOU from May 31, 2011 to August 1, 2011.

Except as modified by this First Amendment, all terms and conditions set forth in the MOU shall remain in full force and effect.

AGREED AND ACCEPTED

COLUMBIA GATEWAY URBAN RENEWAL AGENCY

By: _____
James L. Wilcox, Agency Chair

Date: _____

RAPOZA DEVELOPMENT GROUP, LLC

By: _____
Michael Leash, Manager

Date: _____