

**FIRST AMENDMENT TO
CITY OF SAINT PAUL MANAGEMENT AGREEMENT**

(Farmers Market)

This First Amendment to City of Saint Paul Management Agreement (this “Amendment”) is made by and between THE CITY OF SAINT PAUL, MINNESOTA, a municipal corporation ("Owner"), and ST. PAUL GROWERS ASSOCIATION, INC., a Minnesota non-profit corporation ("Market Manager") effective as of _____, 2023.

RECITALS.

WHEREAS, Owner and Market Manager entered into that certain Amended and Restated City of Saint Paul Management Agreement dated January 1, 2018 for the parking area and block commonly known as the Farmers Market located in downtown Saint Paul and bounded by Fourth Street, Fifth Street, Broadway Street, and Wall Street, and other defined therein (“Management Agreement”), and

WHEREAS, the Owner (pursuant to its City Council Resolution # _____) and Market Manager now desire to extend and amend the Management Agreement as set forth below.

NOW THEREFORE, in consideration of the premises, covenants and agreements made herein, the Owner and the Market Manager hereby agree as follows:

1. Term Extension. The term of the Management Agreement is hereby extended through March 31, 2028.

2. Owner Contingency. Market Manager agrees that the receipt of this Amendment by the Owner imposes no obligation upon Owner unless and until this Amendment is signed by the Owner and duly adopted and authorized by the City Council for the City of Saint Paul, Minnesota (“City Council”). Any obligations of the Owner under this Amendment are subject to the condition precedent that the City Council approves of the execution of this Amendment by the Owner.

3. Miscellaneous. Except as modified herein, all terms and conditions of the Management Agreement remain in full force and effect. This Amendment: (i) is binding upon the parties and their respective successors and assigns; (ii) is governed by and construed in accordance with the substantive laws of the State of Minnesota; (iii) may be executed in any number of counterparts, each of which shall be deemed to be one and the same instrument; and (iv) may be executed using electronic signatures, including DocuSign and Adobe Sign, and such similar electronic signature capabilities. The execution of this Amendment shall not be deemed to be a waiver of any event of default under Management Agreement, whether or not known to the Owner and whether or not existing on the date hereof.

[Signature Page to First Amendment to Management Agreement (Farmers Market)]

IN WITNESS WHEREOF, the Owner and Market Manager have caused this Amendment to be executed and delivered as of the date first set forth above.

APPROVED AS TO FORM

CITY OF SAINT PAUL, MINNESOTA

Assistant City Attorney

By _____
Its: Mayor or Designee

By: _____
Its: Director, Department of Planning &
Economic Development

By: _____
Its: Director, Office of Financial Services

Market Manager:

Saint Paul Growers Association, Inc.,
a Minnesota non-profit corporation

By _____
Name: _____
Title: _____