

**FIRST AMENDMENT TO LICENSE AGREEMENT**

THIS FIRST AMENDMENT TO LICENSE AGREEMENT (this "First Amendment") is entered into this \_\_\_\_ day of June 2024, by and between Duluth Economic Development Authority ("DEDA") and Amazon.com Services LLC ("Licensee").

**RECITALS**

- A. DEDA and Licensee are parties to that certain License Agreement, dated as of December 13, 2023 (the "License"), pursuant to which Licensee is authorized to deposit certain fill materials on lands owned by DEDA.
- B. DEDA and Licensee now wish to amend the License to increase the amount of fill Licensee may deposit.

**AGREEMENT**

NOW, THEREFORE, in consideration of the License and the mutual covenants and conditions set forth below, the parties hereto agree as follows:

- 1. Capitalized Terms. Capitalized terms used in this First Amendment and not otherwise defined have the meanings assigned to them in the License.
- 2. Materials. The definition of "Materials" is hereby amended to provide that Licensee may deposit up to 57,500 cubic yards of fill pursuant to the License, thereby increasing such amount by 12,500 cubic yards. No revised Plans must be approved in connection with the additional fill, it being agreed that Licensee may deposit such Materials in substantially the same area it did pursuant to the previously approved Plans.
- 3. Costs and Management Fee. In addition to the amount paid pursuant to the License, Licensee shall pay DEDA an additional management fee in the amount of \$5.00 per cubic yard deposited within ten (10) days after the final survey of Materials is completed and delivered to Licensee.
- 4. Conflicts and Ratification. In the event of any conflict between this First Amendment and the License, this First Amendment shall control. Except as expressly amended hereby, the License is fully ratified and confirmed and continues in full force and effect.
- 5. Counterparts. This First Amendment may be executed in any number of counterparts, which, when taken together, constitute a complete and original instrument.

IN WITNESS WHEREOF, the parties hereto have caused this First Amendment to be executed as of the day and year first above written.

DULUTH ECONOMIC DEVELOPMENT AUTHORITY

AMAZON.COM SERVICES LLC

\_\_\_\_\_  
By: \_\_\_\_\_  
Its: \_\_\_\_\_

\_\_\_\_\_  
By: \_\_\_\_\_  
Its: \_\_\_\_\_