

SECOND ADDENDUM TO SUBLEASE AGREEMENT

This is the Second Addendum to that certain lease by and between CITY OF SALEM, an Oregon municipal corporation (“City”) (to be assigned by West One Automotive Group, Inc. “West One”) and CARPENTER COMMERCIAL PROPERTIES LLC (“CCP”), dated September 9, 2003 (Lease). This Second Addendum is effective on the date last signed by both parties below (the “Execution Date”).

RECITALS:

Whereas, pursuant to the Lease, CCP leased to West One, certain real property located at 2780 – 2790 25TH Street SE, Salem, Marion County, Oregon, as described in the Lease (the “Premises”);

Whereas, on or about September 28, 2023, West One will assign its interest in the Lease to the City;

Whereas, City is desirous of modifying the Lease to clarify and amend certain language;

Now therefore, the Parties agree as follows:

- A. CCP agrees that City’s intended use of the Premises for Airport operations is approved as required per Section 11 of the Lease;
- B. CCP consents that the Parking Lease Agreement dated July 1, 2021 between West One and Federal Express Corporation is approved as required per Section 15 of the Lease;
- C. Section 19 of the Lease is hereby modified as stated below:

Title to Improvements: Title to the improvements shall be and remain in West One until expiration of the Sublease term unless this Sublease is terminated sooner as provided. Upon such expiration or sooner termination, title to the Improvements shall automatically pass to and vest in CCP without further action on the part of either party and without cost to CCP. However, if at the time of expiration or termination, the Improvements are owned by The City of Salem or a related entity, title to the Improvements shall remain vested with the City of Salem or said related entity.

IN WITNESS WHEREOF the parties have caused this Second Addendum to be signed in their respective names by their duly authorized representatives as of the dates set forth below:

CITY OF SALEM

CARPENTER COMMERCIAL
PROPERTIES LLC

Keith Stahley, ICMA-CM Date
City Manager

Virginia L. Carpenter, President Date
Carpenter Management Services, Inc., Manager