

## FIRST AMENDMENT TO PURCHASE AND SALE AGREEMENT

This First Amendment to Purchase and Sale Agreement (this “Amendment”) is made as of the ~~November 21, 2023~~ November 22, 2023 (the “Effective Date”), by and between **Montowese Industrial Park LLC**, a Connecticut limited liability company (the “Seller”) and **Town of Essex**, a Vermont municipal corporation (the “Buyer”).

Reference is made to the following facts:

- A. Seller and the Buyer have executed a Purchase and Sale Agreement relating to property known as and numbered 80 and 90 Upper Main Street, Essex, Vermont, dated as of April 18, 2023 (the “Agreement”, all capitalized terms herein not defined herein shall be as defined under the Agreement).
  
- B. Buyer has requested, and the Seller has agreed, to extend the Closing Date from November 20, 2023 to November 22, 2023, to allow the Selectboard of Buyer (the “Board”) to further consider the transaction contemplated by the Agreement at the Board’s meeting scheduled for November 20, 2023, such extension to be on the terms more particularly set forth herein.

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the Seller and the Buyer hereby agree as follows:

- 1. Section 2.3 of the Agreement is hereby amended to extend the Closing Date to November 22, 2023.
- 2. Buyer acknowledges that the conditions set forth in Section 3.3.1 of the Agreement (appraisal) and Section 3.3.2 of the Agreement (environmental assessment) have been fulfilled to the satisfaction of Buyer.
- 3. Except as expressly modified herein, all terms and conditions of the Agreement are hereby ratified and confirmed and remain in full force and effect.
- 4. In order to expedite the execution of this Amendment, telecopied, DocuSign (or other electronic signature), and/or emailed signatures may be used in place of original signatures of this Amendment and shall be deemed effective delivery hereof. Seller and Buyer intend to be bound by the signatures on such document, are aware that the other party will rely on such signatures, and hereby waive any defenses to the enforcement of the terms of this Amendment based on the form of signature.
- 5. This Amendment may be executed in several counterparts, each of which shall be deemed an original, and all such counterparts together shall constitute one and the same instrument.

[Signatures follow]

This First Amendment to Purchase and Sale Agreement is executed as an instrument under seal as of the Effective Date.

**SELLER:**

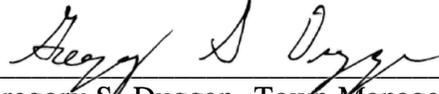
**MONTOWESE INDUSTRIAL PARK LLC,**  
a Connecticut limited liability company

By: The Stop & Shop Supermarket Company LLC,  
a Delaware limited liability company,  
its sole member

By:   
41CAE1644E49471  
Guy Stutz, Vice President – Real Estate

**BUYER:**

**TOWN OF ESSEX,**  
a Vermont municipal corporation

By:   
Gregory S. Duggan, Town Manager