

ADDENDUM TO DEVELOPMENT AGREEMENT

THIS ADDENDUM TO DEVELOPMENT AGREEMENT (this "Addendum") is made effective as of January 27, 2017, by and between the South Bend Redevelopment Commission, the governing body of the City of South Bend Department of Redevelopment (the "Commission"), and Commerce Center Development LLC, an Indiana limited liability company (the "Developer") (each a "Party," and collectively the "Parties").

RECITALS

A. The Commission and the Developer entered into a Development Agreement dated effective January 12, 2017 (the "Development Agreement"), for the development of a Project in the River East Development Area.

B. The Parties desire to clarify the definitions of the terms "grocery store" and "pharmacy" in Exhibit B to the Development Agreement relating back to the date thereof.

NOW, THEREFORE, in consideration of the mutual promises and obligations stated in the Development Agreement and this Addendum, the adequacy of which is hereby acknowledged, the Parties agree as follows:

1. The following language shall be inserted into Exhibit B after the first paragraph thereof:

For clarity, the requirement of a full-service grocery store shall be met if a retailer holds all necessary licenses to operate a grocery store and sells all of the following categories:

- Fresh fruits and vegetables
- Fresh and uncooked meats, poultry and fresh or frozen seafood
- Dairy products

And sells three of the four following categories:

- Canned foods
- Frozen foods
- Dry groceries and baked goods
- Non-alcoholic beverages

The retailer shall dedicate a minimum of 6,000 square feet to the sale of items in the above categories.

Additionally:

- A range of ethnic selections is preferred.
- The store shall provide a cohesive and seamless shopping experience (not "booths" or separate vendors).
- The store shall provide a centralized check-out and payment for consumers to purchase all goods.

Further, the requirement of a pharmacy shall be met if a retailer holds all necessary licenses to operate a pharmacy and includes the following categories:

- Stocked with common prescription drugs
- Stocked with common over-the-counter drugs
- Provides a selection of other common pharmacy consumer items

2. The Developer hereby expressly reaffirms its obligations under the Development Agreement, and, unless expressly modified by this Addendum, the terms and provisions of the Development Agreement remain in full force and effect.

3. Capitalized terms used in this Addendum will have the meanings set forth in the Development Agreement unless otherwise stated herein.

4. The recitals set forth above are hereby incorporated into the operative provisions of this Addendum.

5. This Addendum will be governed and construed in accordance with the laws of the State of Indiana.

6. This Addendum may be executed in separate counterparts, each of which when so executed shall be an original, but all of which together shall constitute one and the same instrument. Any electronically transmitted version of a manually executed original shall be deemed a manually executed original.

IN WITNESS WHEREOF, the Parties hereby execute this Addendum to Development Agreement as of the first date stated above.

SOUTH BEND REDEVELOPMENT
COMMISSION

By: _____
Marcia I. Jones, President

ATTEST:

By: _____
Quentin Phillips, Secretary

COMMERCE CENTER DEVELOPMENT LLC

By:  _____
David Matthews, Member