

**WHEN RECORDED, RETURN TO:**

Shelter Holdings  
11624 SE 5th St, Suite 210  
Bellevue, WA 98005-3590  
Attn: Tia Heim

<b>Document Title</b>	Memorandum of Second Addendum to Second Amendment of Development Agreement
<b>Reference Nos of Related Documents</b>	200911500290; 201908230500; 202107010534
<b>Grantors</b>	Riverfront Phase 1 LLC, a Washington limited liability company; Riverfront Phase 2 LLC, a Washington limited liability company; Riverfront Phase 3 LLC, a Washington limited liability company; Riverfront Phase 4 LLC, a Washington limited liability company; Riverfront Grocer LLC, a Washington limited liability company; Riverfront Theater LLC, a Washington limited liability company; Riverfront Commercial Investment, L.L.C., a Washington limited liability company;  City of Everett, a municipal corporation of the State of Washington;
<b>Grantee</b>	City of Everett, a municipal corporation of the State of Washington;  Riverfront Phase 1 LLC, a Washington limited liability company; Riverfront Phase 2 LLC, a Washington limited liability company; Riverfront Phase 3 LLC, a Washington limited liability company; Riverfront Phase 4 LLC, a Washington limited liability company; Riverfront Grocer LLC, a Washington limited liability company; Riverfront Theater LLC, a Washington limited liability company; Riverfront Commercial Investment, L.L.C., a Washington limited liability company
<b>Abbreviated Legal Description</b>	LOTS 1 THROUGH 4, INCLUSIVE, LOTS 6 THROUGH 14, INCLUSIVE, AND LOT 16 OF BOUNDARY LINE ADJUSTMENT NO. BLA20-008, RECORDED ON NOVEMBER 24, 2020 UNDER SNOHOMISH COUNTY RECORDING NO. 202011245001  LOTS 5, 15 AND 17 OF BOUNDARY LINE ADJUSTMENT NO 18-010, RECORDED ON NOVEMBER 15, 2019 UNDER SNOHOMISH COUNTY RECORDING NO. 201911155003  LOTS 15 AND 16 OF BOUNDARY LINE ADJUSTMENT NO. 08-004, RECORDED UNDER RECORDING NO. 200804085006  POR NW ¼, NE ¼, SEC 32 TNP 29 R5E
<b>Tax Parcel Numbers</b>	29052900402200; 00576003100003; 00576002700002; 29052900402100; 00576001800002; 00576001800001; 00576001300001; 00576001300002; 00576001700001; 00576001700002; 00576002700001; 00576003100004; 00576001500003; 00576003100005; 00576004000004; 00576004000003; 29053200102400; 29053200102000

**MEMORANDUM OF SECOND ADDENDUM TO SECOND AMENDMENT OF  
DEVELOPMENT AGREEMENT**

This Memorandum of Second Addendum to Second Amendment of Development Agreement (“**Memorandum**”) dated for reference purposes February 8, 2024, by Riverfront Commercial Investment, L.L.C, Riverfront Phase 1 LLC, Riverfront Phase 2 LLC, Riverfront Phase 3 LLC, Riverfront Phase 4 LLC, Riverfront Grocer LLC, and Riverfront Theater LLC (collectively, “**RCI Entities**”) and the City of Everett, a municipal corporation of the State of Washington (“**City**”) (each a “**Party**” and together the “**Parties**”).


The Parties executed the Second Amendment to the Development Agreement as of May 17, 2019, followed by the Addendum to Second Amendment of Development Agreement dated as of May 4, 2021 (as amended, the “**Second Amendment**”), a memoranda of which were recorded under Snohomish County recording number 201908230500 202107010534. The Second Amendment concerns the “**Developer Property**,” which is described on the attached Exhibit A. The Second Amendment amends that certain Development Agreement executed by the City and Riverfront’s predecessor-in-interest dated as of June 2, 2009, which concerned the Developer Property and other properties, and a memorandum of which was recorded in Snohomish County under recording number 200911500290.

The Parties executed the Second Addendum to the Second Amendment to the Development Agreement as of February 8, 2024 (the “**Second Addendum**”). The Second Addendum concerns the Developer Property. Subject to the terms and conditions of the Second Addendum, this Memorandum is recorded to give public notice of the Second Addendum, and in no way modifies or affects the terms and conditions of the Second Addendum.

*[Signatures on following pages.]*


**RCI ENTITIES:**

Riverfront Commercial Investments, L.L.C.,  
a Washington limited liability company

By:   
Derek Straight, Authorized Signer  
Date: 9/10/2024


Riverfront Phase 3 LLC,  
a Washington limited liability company

By: Shelter Holdings Development, L.L.C.,  
a Washington limited liability company, as  
Manager

By:   
Derek Straight, Authorized Signer  
Date: 9/10/2024


Riverfront Phase 1 LLC,  
a Washington limited liability company

By: Shelter Holdings Development, L.L.C.,  
a Washington limited liability company, as  
Manager

By:   
Derek Straight, Authorized Signer  
Date: 9/10/2024


Riverfront Phase 4 LLC,  
a Washington limited liability company

By: Shelter Holdings Development, L.L.C.,  
a Washington limited liability company, as  
Manager

By:   
Derek Straight, Authorized Signer  
Date: 9/10/2024


Riverfront Phase 2 LLC,  
a Washington limited liability company

By: Shelter Holdings Development, L.L.C.,  
a Washington limited liability company, as  
Manager

By:   
Derek Straight, Authorized Signer  
Date: 9/10/2024

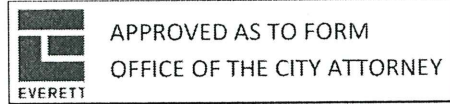
Riverfront Grocer LLC,  
a Washington limited liability company

By: Shelter Holdings Development, L.L.C.,  
a Washington limited liability company, as  
Manager

By:   
Derek Straight, Authorized Signer  
Date: 9/10/2024

**CITY:**

City of Everett,  
a Washington municipal corporation



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

Name: Cassie Franklin

Title: Mayor

Date: 9/23/2024

Attest:

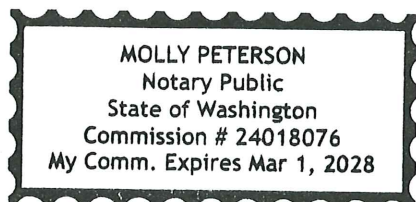
\_\_\_\_\_  
Office of the City Clerk

*[Notarizations on following pages.]*

STATE OF WASHINGTON     )  
  ) ss.  
COUNTY OF KING         )

On this day personally appeared before me Derek Straight, to me known to be the authorized signer of Riverfront Commercial Investments, L.L.C., a Washington limited liability company, the limited liability company that executed the within and foregoing instrument, and acknowledged the said instrument to be the free and voluntary act and deed of said limited liability company, for the uses and purposes therein mentioned, and on oath stated that he is authorized to execute said instrument and that the seal affixed, if any, is the corporate seal of said limited liability company.

GIVEN under my hand and official seal this 10<sup>th</sup> day of September, 2024.

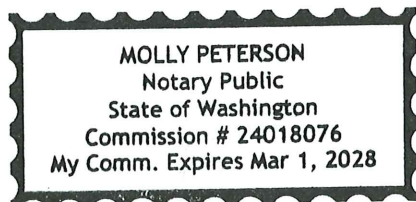


Molly Peterson  
NOTARY PUBLIC in and for the  
State of Washington, residing  
at Edmonds, WA  
My commission expires 3/1/2028.

STATE OF WASHINGTON     )  
  ) ss.  
COUNTY OF KING         )

On this day personally appeared before me Derek Straight, to me known to be the authorized signer of Shelter Holdings Development, L.L.C., a Washington limited liability company, the limited liability company that as Manager executed the within and foregoing instrument on behalf of Riverfront Phase 1 LLC, a Washington limited liability company; Riverfront Phase 2 LLC, a Washington limited liability company; Riverfront Phase 3 LLC, a Washington limited liability company; Riverfront Phase 4 LLC, a Washington limited liability company; Riverfront Grocer LLC, a Washington limited liability company; and Riverfront Theater LLC, a Washington limited liability company;, and acknowledged the said instrument to be the free and voluntary act and deed of said limited liability companies, for the uses and purposes therein mentioned, and on oath stated that he is authorized to execute said instrument and that the seal affixed, if any, is the corporate seal of said limited liability companies.

GIVEN under my hand and official seal this 10<sup>th</sup> day of September, 2024.



Molly Peterson  
NOTARY PUBLIC in and for the  
State of Washington, residing  
at Edmonds, WA  
My commission expires 3/1/2028.

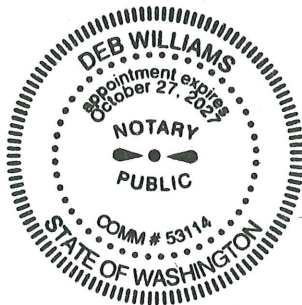
STATE OF WASHINGTON     )  
  ) ss.  
COUNTY OF SNOHOMISH    )

On this day personally appeared before me Cassie Franklin, to me known to be the Mayor of the City of Everett, the municipal corporation of the State of Washington that executed the within and foregoing instrument, and acknowledged the said instrument to be the free and voluntary act and deed of said municipal corporation, for the uses and purposes therein mentioned, and on oath stated that she is authorized to execute said instrument and that the seal affixed, if any, is the corporate seal of said municipal corporation.

GIVEN under my hand and official seal this 23<sup>rd</sup> day of September, 2024

Deb Williams

NOTARY PUBLIC in and for the  
State of Washington, residing  
at Everett wa  
My commission expires 10-27-27



**EXHIBIT A**

**DEVELOPER PROPERTY**

LOTS 1 THROUGH 4, INCLUSIVE, AND LOTS 6 THROUGH 14, INCLUSIVE, AND LOT 16 OF  
BOUNDARY LINE ADJUSTMENT NO. BLA20-008, RECORDED ON NOVEMBER 24, 2020  
UNDER SNOHOMISH COUNTY RECORDING NO. 202011245001

LOTS 5, 15 AND 17 OF BOUNDARY LINE ADJUSTMENT NO 18-010, RECORDED ON  
NOVEMBER 15, 2019 UNDER SNOHOMISH COUNTY RECORDING NO. 201911155003

LOTS 15 AND 16 OF BOUNDARY LINE ADJUSTMENT NO. 08-004, RECORDED UNDER  
RECORDING NO. 200804085006

SITUATE IN SNOHOMISH COUNTY, WASHINGTON