

AMENDMENT TO DONATION AGREEMENT FOR PUBLIC RIGHT-OF-AWAY

THIS AMENDMENT TO DONATION AGREEMENT FOR PUBLIC RIGHT-OF-AWAY ("Amendment") is made effective as of _____, 2017, by and between **NASSAU COUNTY BOARD OF COUNTY COMMISSIONERS**, a political subdivision of the State of Florida ("County"), and **RAYONIER ATLANTIC TIMBER COMPANY F/K/A TIMBERLANDS HOLDING COMPANY ATLANTIC, INC.**, a Delaware corporation ("Owner").

W I T N E S S E T H:

WHEREAS, County and Owner entered into that certain Donation Agreement For Public Right-of-Away effectively dated October 10, 2016 (the "Agreement") pertaining to the Crawford Road Project as more particularly described in the Agreement; and

WHEREAS, the parties desire to amend certain provisions of the Agreement as hereinafter more specifically set forth;

NOW, THEREFORE, for good and valuable consideration of \$10.00, the receipt and sufficiency of which is acknowledged by the parties hereto, the parties do covenant and agree as follows:

1. The Agreement is presently in full force and effect and not in default.
2. Except as herein modified, the Agreement continues in full force and effect according to its terms.
3. Section 2 of the Agreement is hereby amended to change the due date of the Appraisal from 10 business days prior to Closing Date to on or before May 31, 2017.
4. Section 6 of the Agreement is hereby amended to change the Title Commitment due date from on or before fifteen (15) days from the Effective Date to on or before March 31, 2017.
5. Section 7 of the Agreement is hereby amended to change the definition of the "Due Diligence Expiration Date" from 105 days from the Effective Date to 15 days following receipt of both title and survey.
6. Section 9 of the Agreement is hereby amended to change the definition of the "Closing Date" from 130 days from the Effective Date to on or before December 14, 2017.
7. This Amendment shall be construed in accordance with the laws of the State of Florida.

8. This Amendment shall be binding upon the heirs, successors, legal representatives and permitted assigns of the parties hereto.

9. This Amendment may be executed in one or more counterparts, each of which shall be deemed an original, but all of which shall constitute one and the same instrument.

[Signatures on Following Page]

IN WITNESS WHEREOF, the parties hereto have set their hands and seals the day and year first above written.

COUNTY:

NASSAU COUNTY,
a political subdivision of the State of Florida

By: _____(Sign)

Print Name: _____

Title: _____

Date: _____

OWNER:

RAYONIER ATLANTIC TIMBER COMPANY F/K/A
TIMBERLANDS HOLDING COMPANY ATLANTIC,
INC., a Delaware corporation

By: _____

Jonathan P. Simpson

As its: Director of Accounting Operations

Date: _____