

**SECOND AMENDMENT**  
**TO PURCHASE AND SALE AND DONATION AGREEMENT**

THIS AMENDMENT TO PURCHASE AND SALE AND DONATION AGREEMENT (the "Second Amendment") is made and entered into as of the 19th day of October, 2017, by and between **UNION PACIFIC RAILROAD COMPANY**, a Delaware corporation ("Seller"), and **YAMHILL COUNTY, OREGON** ("Buyer"), and amends that certain Purchase and Sale and Donation Agreement dated September 29, 2017 as amended by that certain First Amendment to Purchase and Sale and Donation Agreement dated October 17, 2017 (collectively, the "Agreement"), for the sale and purchase of certain real property located in Yamhill County, Oregon, more particularly described therein (the "Property").

IT IS MUTUALLY AGREED by and between Seller and Buyer as follows:

**Section 1. Defined Terms.** The defined terms in the Agreement shall apply and have the same meaning in this Second Amendment as if fully set forth herein.

**Section 2. Buyer's Board Approval.** The second sentence of Section 4(d) shall be amended to read as follows:

"Notice of approval or disapproval shall be given by Buyer to Seller on or before October 26, 2017, and failure to give such notice within said time period shall be deemed notice of disapproval."

**Section 3. Closing; Possession.** The Closing Date as described in Section 8 is hereby amended to be on or before November 10, 2017.

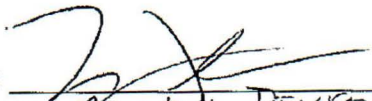
**Section 4. Facsimile or Email Execution.** This Second Amendment may be executed in counterparts which shall be effective as an original and each counterpart may be delivered by one party to the other by either facsimile transmission or scanned image sent by email.

**Section 5. Amendment Supplemental.** All of the terms of the Agreement remain in full force and effect except as specifically amended by this Second Amendment. If there is any conflict between the terms of this Second Amendment and the terms of the Agreement, the terms of this Second Amendment will control.

IN WITNESS WHEREOF, the parties hereto have executed this Second Amendment as of the date first above written.

**SELLER:**

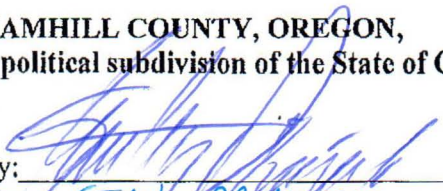
**UNION PACIFIC RAILROAD COMPANY,**  
**a Delaware corporation**


By:   
Name: MARK JENSEN  
Title: Senior Manager - Real Estate

B.O. 17-442

**BUYER:**

**YAMHILL COUNTY, OREGON,  
a political subdivision of the State of Oregon**

By:   
Name: STAN PRIMOZICH  
Title: COMMISSIONER, CHAIR

Approved As To Form  
by   
Christian Boenisch  
County Counsel  
Yamhill County

Accepted by Yamhill County  
Board of Commissioners on  
10-26-17 by Board Order  
# 17-442