

SECOND AMENDMENT TO AGREEMENT OF SALE

THIS SECOND AMENDMENT TO AGREEMENT OF SALE (the “**Amendment**”) is made and entered into this _____ day of September 2024, between the **CITY OF MT. JULIET**, a Tennessee municipality (“**Seller**”), and **TOLL BROS., INC.**, a Pennsylvania corporation (“**Buyer**”).

WHEREAS, Seller and Buyer are parties to that certain Agreement of Sale dated April 17, 2024, as amended by the First Amendment to Agreement of Sale dated July 9, 2024 (the “**Agreement**”); and

WHEREAS, Seller and Buyer desire to amend the Agreement pursuant to the terms contained herein.

NOW THEREFORE, for and in consideration of Ten Dollars (\$10.00) paid by the parties one to the other and other good and valuable consideration, the receipt, adequacy and sufficiency of which are hereby acknowledged, Seller and Buyer hereby agree as follows:

1. **Defined Terms**. All capitalized terms not otherwise defined in this Amendment shall have the meaning given such term in the Agreement.
2. **Due Diligence Period**. Section 13 of the Agreement is hereby amended to extend the Due Diligence Period through and including December 5, 2024.
3. **Modification**. Except as expressly modified herein, the Agreement shall not be modified hereby, shall continue in full force and effect, and is hereby ratified and reaffirmed.
4. **Miscellaneous**. This Amendment may be executed in two or more counterparts, each of which shall constitute a duplicate original, but all of which shall constitute one and the same instrument. This Amendment may be executed in electronic format (e.g., by e-mail of a signed counterpart in .pdf format) and any such electronic signature and transmission shall be fully binding on the party signing this Amendment in that manner.

[SIGNATURE PAGE FOLLOWS]

IN WITNESS WHEREOF, Seller and Buyer have caused this Amendment to Agreement of Sale to be executed the day and year first above written.

SELLER:

CITY OF MT. JULIET,
a Tennessee municipality

ATTEST:

By: _____
Name: Sheila Lockett

By: _____
Name: Kenny Martin
Title: City Manager

BUYER:

TOLL BROS., INC.,
a Pennsylvania corporation

ATTEST:

By: _____
Name: _____

By: _____
Name: Jordan R. Hartigan
Title: Division President