

**SECOND AMENDMENT TO DONATION AGREEMENT
FOR PUBLIC RIGHT-OF-AWAY**

THIS SECOND AMENDMENT TO DONATION AGREEMENT FOR PUBLIC RIGHT-OF-AWAY ("Second Amendment") is made effective as of December 14, 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").

WITNESSETH:

WHEREAS, County and Owner entered into that certain Donation Agreement For Public Right-of-Away, effectively dated October 10, 2016, as amended by that certain First Amendment to Donation Agreement for Public Right-of-Way, effectively dated February 17, 2017 (collectively, 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 amended or modified herein, the Agreement continues in full force and effect according to its terms.
3. Section 9 of the Agreement is hereby amended to change the definition of the Closing Date from "on or before December 14, 2017" to "on or before January 22, 2018."
4. This Second Amendment shall be construed in accordance with the laws of the State of Florida.
5. This Second Amendment shall be binding upon the heirs, successors, legal representatives and permitted assigns of the parties hereto.
6. This Second 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:

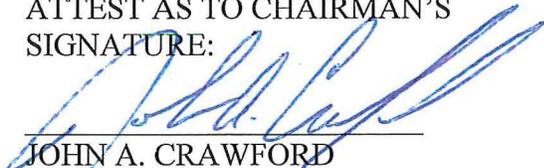
BOARD OF COUNTY COMMISSIONERS
NASSAU COUNTY, FLORIDA



PAT EDWARDS
Its: CHAIRMAN

Date: January 8, 2018

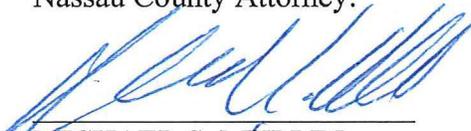
ATTEST AS TO CHAIRMAN'S
SIGNATURE:



JOHN A. CRAWFORD
EX-OFFICIO CLERK
Date: January 10, 2018

Approved as to form by the
Nassau County Attorney:

MES
01-09-18



MICHAEL S. MULLIN
Date: 1/8/18

OWNER:

RAYDIENT LLC DBA RAYDIENT PLACES +
PROPERTIES LLC, a Delaware limited liability company

By: _____
S. Allister Fisher
As its: Vice President

Date: _____

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

COUNTY:

BOARD OF COUNTY COMMISSIONERS
NASSAU COUNTY, FLORIDA

PAT EDWARDS
Its: CHAIRMAN

Date: _____

ATTEST AS TO CHAIRMAN'S
SIGNATURE:

JOHN A. CRAWFORD
EX-OFFICIO CLERK

Date: _____

Approved as to form by the
Nassau County Attorney:

MICHAEL S. MULLIN

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: 1/8/2018