

Exhibit A

TAX INCREMENT PLEDGE AGREEMENT
FIRST AMENDMENT

This First Amendment to Tax Increment Pledge Agreement is made and entered into by and between the City of Duluth, a municipal corporation and political subdivision of the State of Minnesota ("City") and the Duluth Economic Development Authority, an economic development authority created and existing under Minnesota Statutes (1989) Chapter 469 ("DEDA").

Whereas, on December 16, 2005, the City and DEDA entered into a Tax Increment Pledge Agreement (the "Agreement") pursuant to which certain tax increment revenue from Tax Increment Financing District No. 22 was pledged to the City for the payment of principal and interest on certain bonds; and

Whereas, the parties desire to amend the Agreement to remove certain parcels from the Agreement which parcels are being included in Tax Increment Financing District No. 31.

NOW, THEREFORE, the parties agree that the following parcels are removed from the Agreement:

010-3830-00170
010-3830-00180
010-3830-00190
010-3830-00200

Except as provided in this First Amendment, the terms and conditions of the Agreement remain in force and effect.

CITY OF DULUTH

**DULUTH ECONOMIC DEVELOPMENT
AUTHORITY**

By _____
Mayor

By _____
President

Attest: _____
City Clerk

By _____
Secretary

Date: _____, 2018

Countersigned:

City Auditor

Approved as to form:

City Attorney