

## **EXHIBIT A**

### **AMENDED AND RESTATED DEVELOPMENT AGREEMENT DULUTH ECONOMIC DEVELOPMENT AUTHORITY GARFIELD INDUSTRIAL DISTRICT FIRST AMENDMENT**

THIS FIRST AMENDMENT TO AMENDED AND RESTATED DEVELOPMENT AGREEMENT entered into this \_\_\_\_ day of October, 2016, by and between the DULUTH ECONOMIC DEVELOPMENT AUTHORITY, an economic development authority created and existing under Minnesota Statutes (1989) Chapter 469, whose address is 402 City Hall, 411 West First Street, Duluth, MN 55802 (hereinafter referred to as "DEDA") and GARFIELD BUSINESS PARK LLC, a Minnesota limited liability corporation, whose address is 1525 South 4th Street, Suite 200, Minneapolis, MN 55454 (hereinafter referred to as "Developer").

WHEREAS, Developer entered into an Amended and Restated Development Agreement dated April 19, 2014 pursuant to which Developer was to construct a certain number of gross square feet of office/warehouse buildings on its property in Garfield Industrial Park within 5 years of commencement of the Amended and Restated Development Agreement; and

WHEREAS, due to events substantially beyond Developer's control, Developer was only able to construct a portion of required gross square feet required; and

WHEREAS, the parties desire to amend the Amended and Restated Development Agreement to reduce the number of square feet which must be constructed.

NOW, THEREFORE, in consideration of the mutual covenants and conditions hereinafter contained, the parties hereto agree as follows:

1. Article VI (B), Business Subsidy Goal, is hereby amended to strike the number 100,000 and substitute the number 48,960 of gross square feet of office/warehouse building which must be constructed on the Property within 5 years of commencement of the Amended and Restated Development Agreement.

2. Article VIII (A), Continued Operations Commitment, is hereby amended to strike the number 100,000 and substitute the number 48,960 of gross square feet of office/warehouse buildings with respect to the Business Subsidy Goal.
3. Except as provided in this Amendment, all terms and conditions of the Amended and Restated Development Agreement shall remain in force and effect.

IN WITNESS WHEREOF, the parties have hereunto set their hands the day and date first above shown.

DULUTH ECONOMIC DEVELOPMENT AUTHORITY

By \_\_\_\_\_  
Its President

By \_\_\_\_\_  
Its Secretary

STATE OF MINNESOTA            )  
  ) ss.  
COUNTY OF ST. LOUIS         )

The foregoing instrument was acknowledged before me this \_\_\_\_\_ day of October, 2016, by Nancy Aronson Norr and Zach Filipovich, the President and Secretary, respectively, of the Duluth Economic Development Authority of Duluth, an economic development authority created and existing under Minnesota Statutes, on behalf of the Authority.

\_\_\_\_\_  
Notary Public

GARFIELD BUSINESS PARK LLC

By \_\_\_\_\_  
Its \_\_\_\_\_

STATE OF MINNESOTA            )  
  ) ss.  
COUNTY OF                            )

The foregoing instrument was acknowledged before me this \_\_\_\_\_ day of \_\_\_\_\_, 2016, by \_\_\_\_\_ the \_\_\_\_\_, respectively, of Garfield Business Park LLC, on behalf of the corporation.

\_\_\_\_\_  
Notary Public

This instrument was drafted by:

Joan M. Christensen  
Attorney for the Duluth Economic  
Development Authority  
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