

EXHIBIT A

FORM OF FIRST AMENDMENT TO COMMERCIAL DEVELOPMENT REVENUE NOTE, SERIES 2007 (THE WOMAN'S CLUB OF MINNEAPOLIS PROJECT)

THIS FIRST AMENDMENT (this "Amendment") is effective as of August 1, 2016, by and between THE MINNEAPOLIS COMMUNITY DEVELOPMENT AGENCY (the "MCDA") and _____, a _____ ("the "Lender") with the consent of THE WOMAN'S CLUB OF MINNEAPOLIS, a Minnesota nonprofit corporation (the "Borrower").

RECITALS:

A. The MCDA issued its Commercial Development Revenue Note, Series 2007R-____ (The Woman's Club of Minneapolis Project) dated as of May 15, 2007 made payable to the order of the Lender in the original principal amount of \$_____ (the "Note"). Capitalized terms not otherwise defined herein shall have the meanings set forth in the Note.

B. The MCDA, the Lender and the Borrower desire to amend the Note upon the terms and conditions set forth in this Amendment.

AGREEMENTS:

NOW, THEREFORE, the City and the Lender hereby agree as follows:

1. Tax Exempt Interest Rate. The interest rate on the Note as set forth in the first, unnumbered paragraph of the Note is reduced from 5% per annum to 2.75% per annum.

2. Prepayment. Paragraph 7 of the Note is amended to be as follows:

"7. This Note may be prepaid without premium on any payment date set forth in Paragraph 1 of this Note upon 30 days notice to the Lender."

3. Fees and Expenses. The Borrower agrees to pay or reimburse the MCDA and Lender for all reasonable out-of-pocket expenses (including, without limitation, reasonable attorneys' fees, and out-of-pocket disbursements of the MCDA's and Lender's legal counsel and Bond Counsel) incurred by the MCDA and Lender in connection with this Amendment and related documents.

4. Counterparts. This Amendment may be executed in two or more counterparts each of which shall be an original and all of which shall constitute but one and the same instrument.

5. References to Note. All references to the Note in any document or instrument related to the Note are hereby amended and shall refer to the Note as amended by this Amendment. This Amendment shall be attached to and become a part of the Note. Except as amended hereby, the provisions of the Note shall remain unmodified and in full force and effect.

