

SECOND AMENDMENT TO DEVELOPMENT AGREEMENT

THIS SECOND AMENDMENT TO DEVELOPMENT AGREEMENT (the "Amendment"), dated as of the 1st day of February, 2021, by and between the CITY OF WAITE PARK, MINNESOTA (the "City"), a municipal corporation and political subdivision of the State of Minnesota, and Silver Leaf Group, LLC, a limited liability company (the "Company"), and Silver Leaf Lodging Group, LLC, a South Dakota limited liability company (the "Developer").

WITNESSES:

WHEREAS, the City, the Company and the Developer entered into a Development Agreement dated as of February 1, 2016 and a First Amendment to Development Agreement dated as of July 18, 2016 (collectively, the "Development Agreement") relating to the acquisition and development of certain real property; and

WHEREAS, the City, the Company and the Developer wish to amend the Development Agreement as provided in this Amendment; and

NOW, THEREFORE, the Development Agreement is amended as provided herein.

1. Section 3.5 of the Development Agreement is amended and restated as follows:

"Execution of Assessment Agreement. The Developer and the City shall execute an Assessment Agreement pursuant to the provisions of Minnesota Statutes, Section 469.177, Subdivision 8, specifying the Assessor's Minimum Market Value for the Development Property and the Project for calculation of real property taxes. Specifically, the Developer shall agree to a market value for the Development Property and the Project which will result in a market value as of January 2, 2021 of not less than \$8,900,000 until December 31, 2036 (such minimum market value at the time applicable is herein referred to as the "Assessor's Minimum Market Value"). Nothing in the Assessment Agreement shall limit the discretion of the Assessor to assign a market value to the property in excess of such Assessor's Minimum Market Value nor prohibit the Developer from seeking through the exercise of legal or administrative remedies a reduction in such market value for property tax purposes, provided however, that the Developer shall not seek a reduction of such market value below the Assessor's Minimum Market Value in any year so long as the Assessment Agreement shall remain in effect. The Assessment Agreement shall remain in effect until the earlier of (i) December 31, 2036; or (ii) the date of termination of this Agreement. The Assessment Agreement shall be certified by the Assessor for Stearns County as provided in Minnesota Statutes, Section 469.177, Subdivision 8, upon a finding by the Assessor that the Assessor's Minimum Market Value represents a reasonable estimate based upon the plans and specifications for the Project to be constructed on the Development Property and the market value previously assigned to the Development Property. Pursuant to Minnesota Statutes, Section 469.177, Subdivision 8, the Assessment Agreement shall be filed for record in the office of the county recorder or registrar of titles of Stearns County, and such

filing shall constitute notice to any subsequent encumbrancer or purchaser of the Development Property (or part thereof), whether voluntary or involuntary, and such Assessment Agreement shall be binding and enforceable in its entirety against any such subsequent purchaser or encumbrancer, including the holder of any mortgage recorded against the Development Property"

2. EXHIBIT D to the Development Agreement is amended as reflected in the Amended and Restated Assessment Agreement on file with the City.
3. Except as herein amended, all terms and provisions of the Development Agreement shall remain in full force and effect.

IN WITNESS WHEREOF, the City, the Company and the Developer have caused this Amendment to be duly executed on the date first written above.

CITY OF WAITE PARK, MINNESOTA

By: _____
Its Mayor

By: _____
Its Administrator

This is a signature page to the Second Amendment to the Development Agreement by and between the City of Waite Park, Minnesota and Silver Leaf Group, LLC and Silver Leaf Lodging Group, LLC.

SILVER LEAF LODGING GROUP, LLC

By _____

Its _____

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SILVER LEAF GROUP, LLC

By _____

Its _____

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