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**AMENDMENT TO**  
**INSTALLMENT PURCHASE CONTRACT**  
**BETWEEN**  
**ASSOCIATED TRUST COMPANY, NATIONAL ASSOCIATION,**  
**AS VENDOR**  
**(ACTING IN ITS TRUST CAPACITY)**  
**AND**  
**INDEPENDENT SCHOOL DISTRICT NO. 709**  
**(DULUTH), MINNESOTA, AS VENDEE**  
**DATED AS OF MAY 1, 2019**  
**RELATING TO**  
**FULL TERM REFUNDING**  
**CERTIFICATES OF PARTICIPATION, SERIES 2019B**

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This instrument drafted by:

Fryberger, Buchanan, Smith & Frederick, P.A.  
302 West Superior Street, Suite 700  
Duluth, MN 55802

THIS AMENDMENT TO INSTALLMENT PURCHASE CONTRACT, made as of May 1, 2019, between ASSOCIATED TRUST COMPANY, NATIONAL ASSOCIATION, a national banking association organized under the laws of the United States of America and qualified to conduct business in the State of Minnesota, acting in its trust capacity (the “Vendor”), and INDEPENDENT SCHOOL DISTRICT NO. 709 (Duluth), Minnesota, an independent school district organized under the laws of the State of Minnesota (the “District”).

WHEREAS, the District has heretofore entered into an Installment Purchase Contract with the Vendor dated as of October 1, 2009 (the “Original Contract”), pursuant to which the Vendor sold the District certain real and personal properties for use as school facilities described in the Original Contract (the “Project”) and the District agreed to pay to the Vendor certain Installment Payments (as defined in the Original Contract); and

WHEREAS, pursuant to a Declaration of Trust dated as of October 1, 2009 (the “Declaration”), the Vendor executed and delivered \$71,170,000 Taxable Full Term Certificates of Participation, Series 2009A (Build America Bonds – Direct Pay), dated October 1, 2009, evidencing an undivided ownership interest in the Installment Payments made under the Original Contract (the “2009A Certificates”); and

WHEREAS, pursuant to Section 5.02(b) of the Original Contract, the District may modify or add items to the Project, as described in the Original Contract, provided that no such change in the description of the Project shall increase the aggregate amount of the Project Costs beyond the maximum funds under the Original Contract, as amended, and the District and the Vendor have entered into an amendment to the Original Contract to add items to the Project; and

WHEREAS, Section 2.01.2(a)(ii) of the Declaration and Section 6.03 of the Original Contract provides that Additional Certificates may be issued to refund any of the Outstanding Certificates issued under the Declaration; and

WHEREAS, the District has authorized and requested that refunding certificates described as the \$41,715,000 Full Term Refunding Certificates of Participation, Series 2019B, dated May 29, 2019 (the “2019B Certificates”), to be issued under the Declaration, as supplemented by the Supplement to Declaration of Trust dated as of May 1, 2019, for the refunding and prepayment of the 2009A Certificates maturing on and after February 1, 2020 (the “Refunded Certificates”);

WHEREAS, Section 6.03 of the Original Contract provides that upon issuance of refunding certificates, the Vendor and the District shall enter into an amendment to the Original Contract to adjust the Installment Payments by an amount sufficient to pay when due the principal and interest on the Outstanding Certificates; and

WHEREAS, the amendments herein made to the Original Contract do not prejudice the interests of the Registered Owners of the 2009A Certificates issued pursuant to the Declaration.

NOW, THEREFORE, the District and the Vendor hereby agree to amend the Original Contract as follows:

1. The Installment Payment schedule as set forth on Exhibit A to the Original Contract is hereby amended and restated by the Installment Payment schedule on Exhibit A hereto to adjust the Installment Payments by an amount sufficient to pay when due the principal of and interest on the 2019B Certificates. The Original Contract, as amended, and all conditions, terms and provisions thereof, as such may apply to Installment Payments, shall apply to the Installment Payments for the 2019B Certificates.

2. The District covenants and agrees, in order to have sufficient funds to pay the Installment Payments when due, to levy taxes on all taxable property in the District, in accordance with Section 3.07 of the Original Contract.

3. As of the date of issuance of the 2019B Certificates, the 2009A Certificates shall no longer be Outstanding under the Declaration. The principal and interest on the Refunded Certificates due on May 29, 2019, the Redemption Date, shall be paid on May 29, 2019, through the application of the Prepayment Fund under the Declaration, as amended.

4. Except as herein amended, all terms and provisions of the Original Contract as originally executed and as otherwise amended shall remain in full force and effect.

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**EXHIBIT A****INSTALLMENT PAYMENT SCHEDULE**

<b>Installment Payments Payment Date</b>	<b>2019B Certificates Principal Portion</b>	<b>2019B Certificates Interest Portion</b>	<b>2019B Certificates Interest Rate Per Annum</b>	<b>2019B Certificates Total Installment Purchase Payment</b>
2/1/2020	\$4,215,000	\$1,402,087.50	5.00%	\$5,617,087.50
8/1/2020		937,500.00	5.00%	937,500.00
2/1/2021	3,575,000	937,500.00	5.00%	4,512,500.00
8/1/2021		848,125.00	5.00%	848,125.00
2/1/2022	3,860,000	848,125.00	5.00%	4,708,125.00
8/1/2022		751,625.00	5.00%	751,625.00
2/1/2023	4,155,000	751,625.00	5.00%	4,906,625.00
8/1/2023		647,750.00	5.00%	647,750.00
2/1/2024	4,470,000	647,750.00	5.00%	5,117,750.00
8/1/2024		536,000.00	5.00%	536,000.00
2/1/2025	4,810,000	536,000.00	5.00%	5,346,000.00
8/1/2025		415,750.00	5.00%	415,750.00
2/1/2026	5,160,000	415,750.00	5.00%	5,575,750.00
8/1/2026		286,750.00	5.00%	286,750.00
2/1/2027	5,535,000	286,750.00	5.00%	5,821,750.00
8/1/2027		148,375.00	5.00%	148,375.00
2/1/2028	5,935,000	148,375.00	5.00%	6,083,375.00