

**AGREEMENT AMENDMENT**

Amendment to the March 31, 2011 Purchase of Services Agreement between the City of Ramsey HRA and Landform Professional Services LLC (the "Agreement").

Article IV Basis of Compensation, paragraph 9 Exceptions/Exclusions to Incentive Compensation of the March 22, 2010 Contractor's Proposal attached to the Agreement is amended by the following addition:

- 9.f. Notwithstanding any Incentive Compensation payment scheduled herein to the contrary, in the event a development project is provided with public financing in whole or in part from the HRA or the City of Ramsey, payment of a portion of the Incentive Compensation by the HRA will be delayed and paid on a pro-rata basis conforming to the payments received on the public financing. For example, if a \$1,000,000 development project receives \$500,000 in public financing and the calculated Incentive Compensation is \$20,000, one-half of the Incentive Compensation earned, or \$10,000, would be delayed. If the public financing is to be paid over a 10 year term, its principal will be reduced at the rate of 10% annually. Therefore and likewise during said 10 year term, the delayed Incentive Compensation will be paid at the rate of 10% annually until such time as the public financing is paid in full. In the event the public financing is prepaid and satisfied, the balance of any delayed Incentive Compensation will be paid in full. Upon full repayment and satisfaction of any public financing, any delayed Incentive Compensation then due shall be paid in accordance with the payment schedule as provided in this Section B, paragraphs 3. through 6. above.