

Eleventh Amendment to the Regulating Plan (Approved May 24th, 2012)

BlueStone Commons, LLC
Village Center Development, LLC
Woodland Commons, LLC

August 12, 2015

1. Purpose

This amendment is for the purpose of updating the BlueStone Regulating Plan approved May 24, 2012, amended by that certain First Amendment dated August 27, 2012, that certain Second Amendment dated December 21, 2012, that certain Third Amendment dated June 19, 2013, that certain Fourth Amendment dated June 5, 2014 and that certain Fifth Amendment dated September 30, 2014, that certain Sixth Amendment dated October 3, 2014, that certain Seventh Amendment dated March 18, 2015, that certain Eighth Amendment dated May 27, 2015, that certain Ninth Amendment dated May 27, 2015, that certain Tenth Amendment dated May 27, 2015 and as ratified by City of Duluth Ordinance No. 10271 dated December 16, 2013 (collectively, the "Regulating Plan") to incorporate completed phases and updated site plans.

The Applicant has completed construction of that phase identified in the phasing plan attached to the Regulating Plan as 2C (Tavern on the Hill). In connection with the completion of this phase, the Applicant has obtained or caused to be obtained all necessary permits or other approvals from the City of Duluth, and the City and the Applicant now wish to incorporate the final ALTA survey into the Regulating Plan.

2. Amendment to the Regulating Plan – Phasing Site Plans

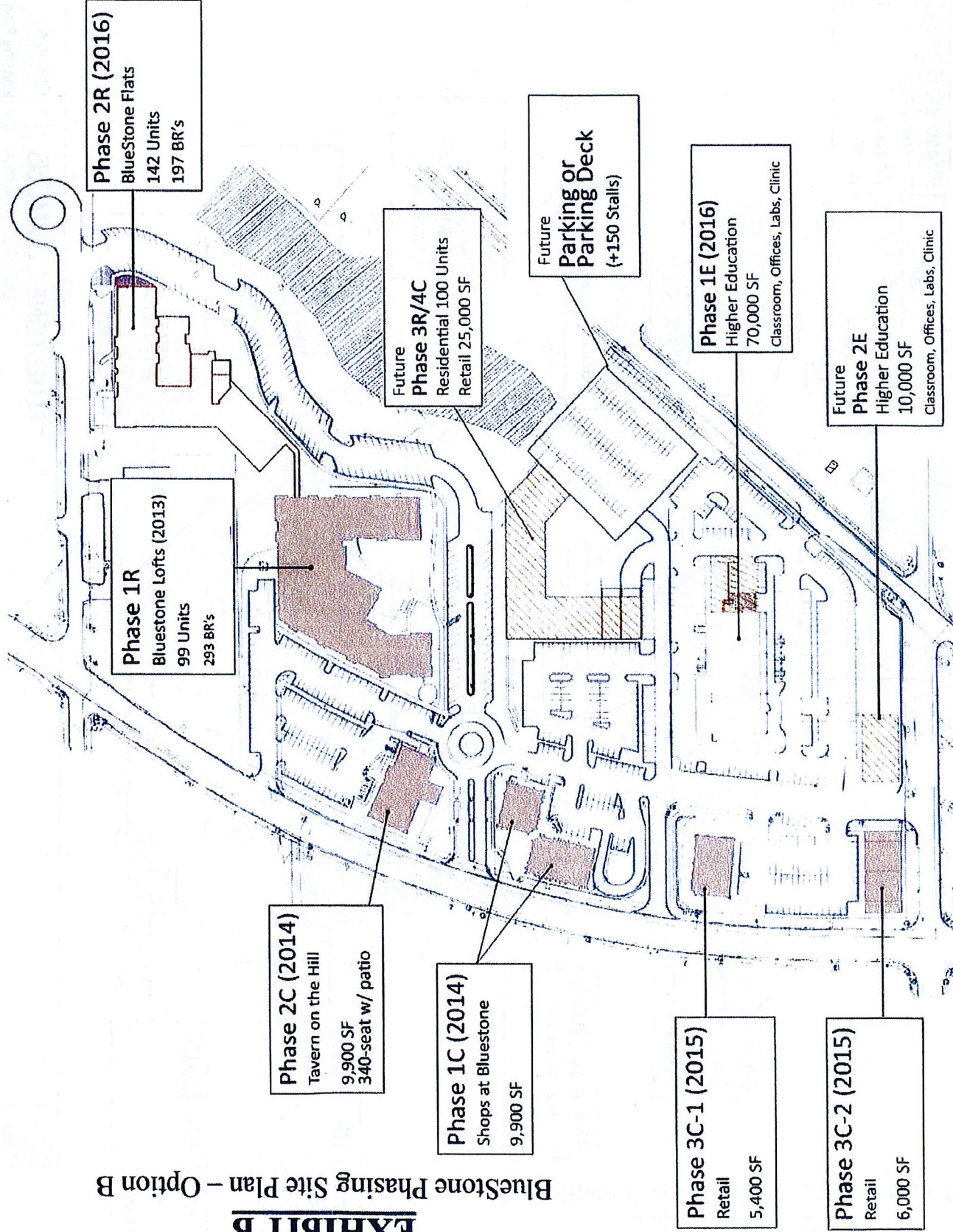
The following attachment shall supplement and update the original phasing and site plan included in the Regulating Plan:

Exhibit A – Phase 2C (Tavern on the Hill) final ALTA Survey

(SIGNATURES APPEAR FOLLOWING PAGE)

EXHIBIT B

BlueStone Phasing Site Plan – Option B



Mark W. Lambert
President



333 N. Main Street
Suite 110
Stillwater, MN 550820

May 10, 2016

Via Personal Delivery

Keith Hamre
Director of Planning and Construction Services
City of Duluth
208 City Hall
411 West First Street Duluth, MN 55802

Adam Fulton
Manager, Community Planning Division
City of Duluth
208 City Hall
411 West First Street Duluth, MN 55802

Re: 12th Amendment to the BlueStone Regulating Plan

Dear Mr. Hamre and Mr. Fulton:

Please find enclosed the draft 12th Amendment to the BlueStone Regulation Plan for Regulating Plan As-Built Approval of Shops at BlueStone I and Shops at BlueStone III. Shops at BlueStone II was previously submitted as the 11th Regulating Plan Amendment.

Sincerely,
BLUESTONE COMMONS, LLC

A handwritten signature in blue ink, appearing to read "Mark W. Lambert", written over a horizontal line.

Mark W. Lambert

Enclosures

Cc: Heather Rand (with enclosure)
Joan Christensen (with enclosure)

Twelfth Amendment to the Regulating Plan (Approved May 24th, 2012)

BlueStone Commons, LLC
Village Center Development, LLC
Woodland Commons, LLC

May 10, 2016

1. Purpose

This amendment is for the purpose of updating the BlueStone Regulating Plan approved May 24, 2012, amended by that certain First Amendment dated August 27, 2012, that certain Second Amendment dated December 21, 2012, that certain Third Amendment dated June 19, 2013, that certain Fourth Amendment dated June 5, 2014 and that certain Fifth Amendment dated September 30, 2014, that certain Sixth Amendment dated October 3, 2014, that certain Seventh Amendment dated March 18, 2015, that certain Eighth Amendment dated May 27, 2015, that certain Ninth Amendment dated May 27, 2015, that certain Tenth Amendment dated May 27, 2015, that certain Eleventh Amendment dated August 12, 2015, and as ratified by City of Duluth Ordinance No. 10271 dated December 16, 2013 (collectively, the “Regulating Plan”) to incorporate completed phases and updated site plans.

The Applicant has completed construction of those phases identified in the phasing plan attached to the Regulating Plan as 3C and 4C (Shops at BlueStone I), and Phase 5C (Shops at BlueStone III). In connection with the completion of these phases, the Applicant has obtained or caused to be obtained all necessary permits or other approvals from the City of Duluth, and the City and the Applicant now wish to incorporate the final ALTA surveys into the Regulating Plan.

2. Amendment to the Regulating Plan – Phasing Site Plans

The following attachments shall supplement and update the original phasing and site plan included in the Regulating Plan:

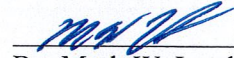
- Exhibit A – Phases 3C and 4C (Shops at BlueStone I) final ALTA Survey
- Exhibit B – Phase 5C (Shops at BlueStone III) final ALTA Survey

(SIGNATURES APPEAR FOLLOWING PAGE)

3. Authority

The alterations do not alter major elements of the approved Regulating Plan and do not constitute a variance from the provisions of Chapter 50 of the Unified Development Chapter.

BlueStone Commons, LLC, a Minnesota
limited liability company



By: Mark W. Lambert
Its: Chief Manager

Village Center Development, LLC, a
Minnesota limited liability company



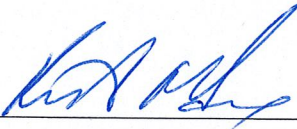
By: Mark W. Lambert
Its: Chief Manager

Woodland Commons, LLC, a Minnesota
limited liability company

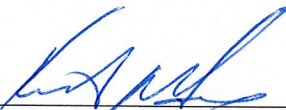


By: Mark W. Lambert
Its: Chief Manager

By order of the City Planning and Land Use Supervisor



, Land Use Supervisor



Keith Hamre, Director of Planning and Construction Services

(SIGNATURE PAGE TO TWELFTH AMENDMENT TO THE REGULATING PLAN)

Exhibit A

Phases 3C and 4C (Shops at BlueStone I) final ALTA Survey

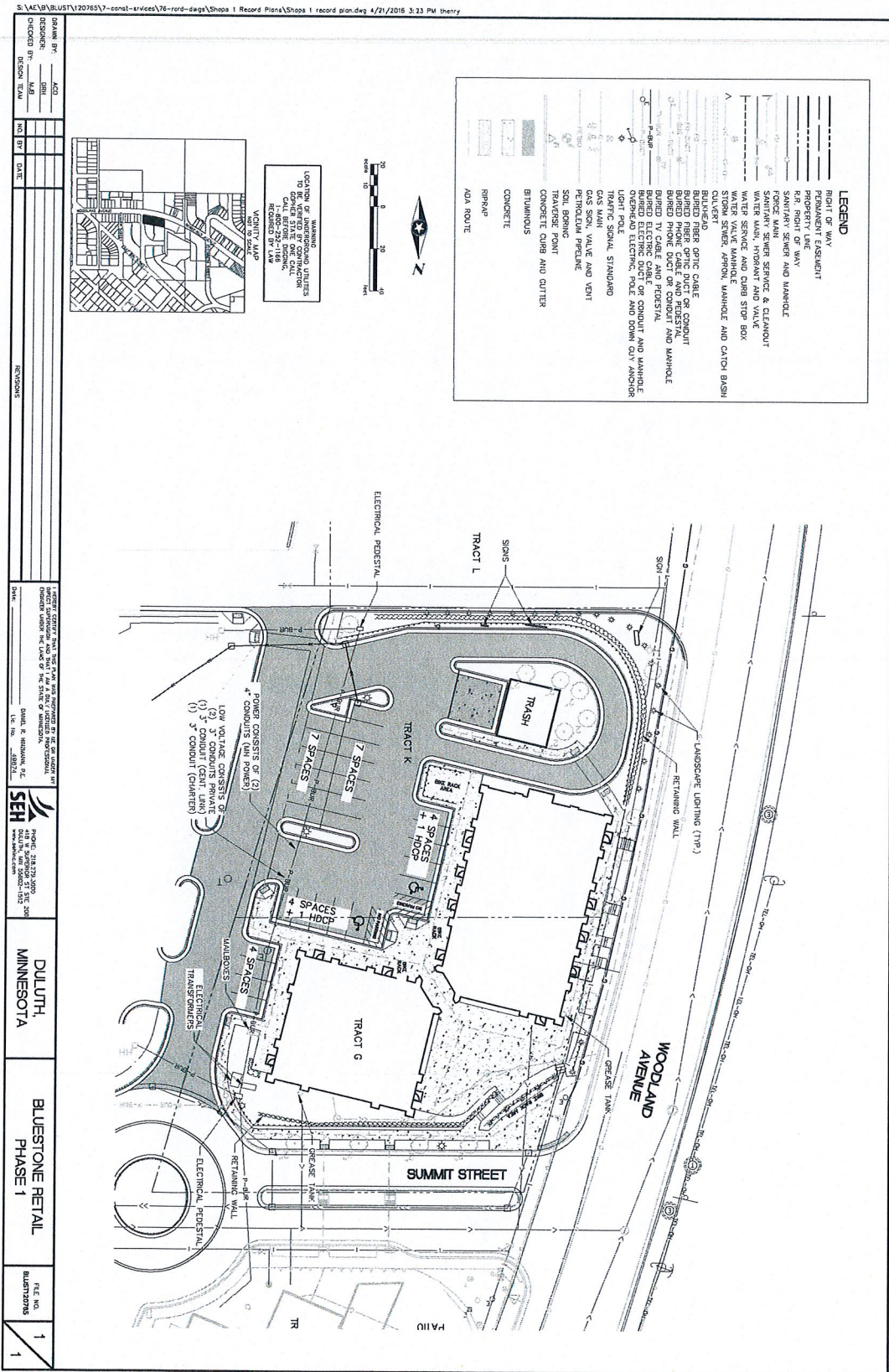
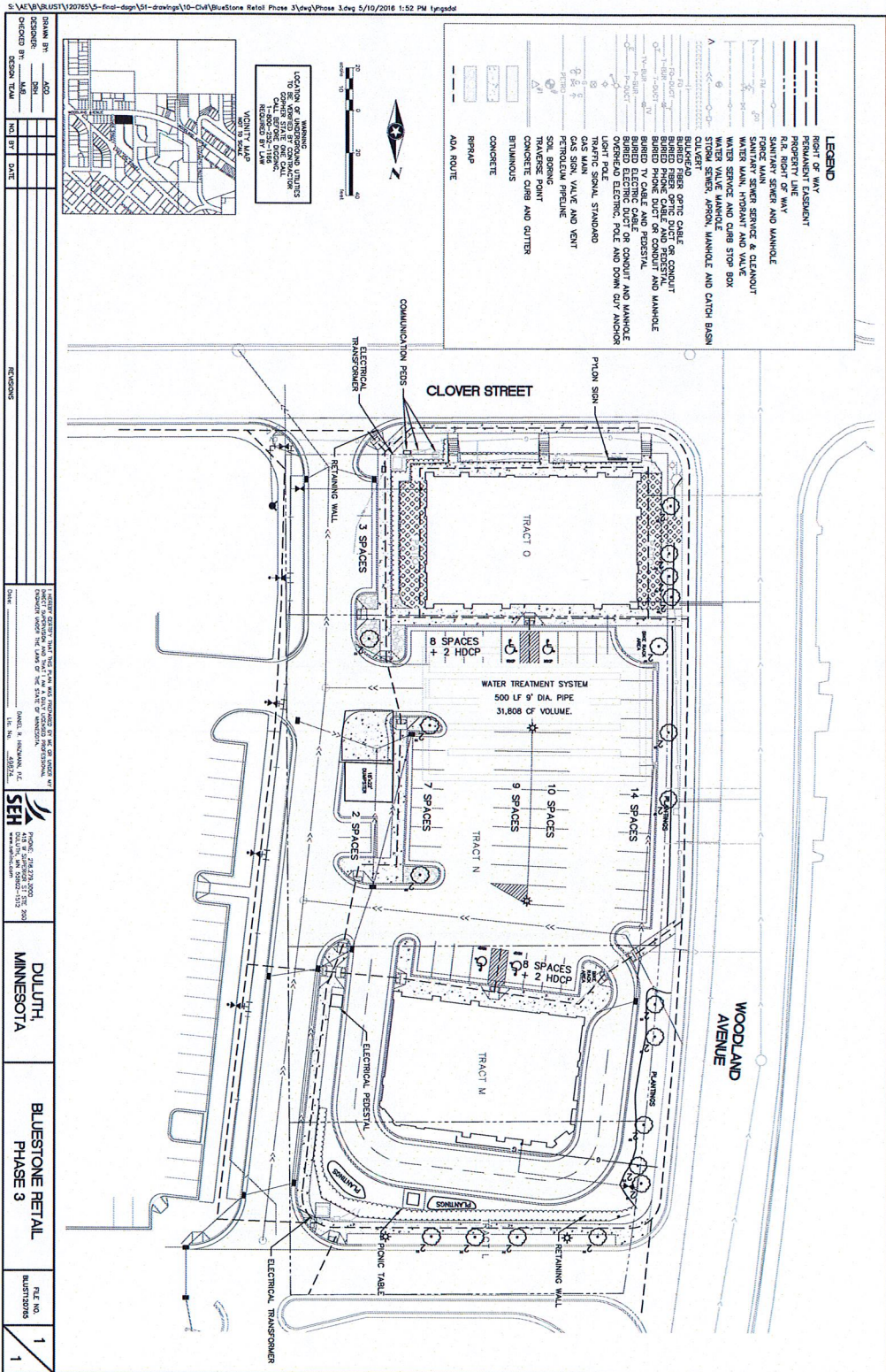


Exhibit B

Phase 5C (Shops at BlueStone III) final ALTA Survey



Thirteenth Amendment to the Regulating Plan (Approved May 24th, 2012)

BlueStone Commons, LLC
Village Center Development, LLC
Woodland Commons, LLC
BlueStone Flats, LLC
BlueStone Commons, LLC

December 15, 2016

1. Purpose

This amendment is for the purpose of updating the BlueStone Regulating Plan approved May 24, 2012, amended by that certain First Amendment dated August 27, 2012, that certain Second Amendment dated December 21, 2012, that certain Third Amendment dated June 19, 2013, that certain Fourth Amendment dated June 5, 2014 and that certain Fifth Amendment dated September 30, 2014, that certain Sixth Amendment dated October 3, 2014, that certain Seventh Amendment dated March 18, 2015, that certain Eighth Amendment dated May 27, 2015, that certain Ninth Amendment dated May 27, 2015, that certain Tenth Amendment dated May 27, 2015, that certain Eleventh Amendment dated August 12, 2015, that certain Twelfth Amendment dated May 10, 2016, and as ratified by City of Duluth Ordinance No. 10271 dated December 16, 2013 (collectively, the “Regulating Plan”) to incorporate completed phases and updated site plans.

The Applicant has completed construction of those phases identified in the phasing plan attached to the Regulating Plan as 2R (BlueStone Flats), and Phase 1E – Higher Education (The College of St. Scholastica Health Sciences Building). In connection with the completion of these phases, the Applicant has obtained or caused to be obtained all necessary permits or other approvals from the City of Duluth, and the City and the Applicant now wish to incorporate into the Regulating Plan the final as built building design, site plan, site improvements and lighting as shown on the attached ALTA surveys.

2. Amendment to the Regulating Plan – Phasing Site Plans

The following attachments shall supplement and update the original phasing and site plan included in the Regulating Plan:


- Exhibit A – Phase 2R (BlueStone Flats) final ALTA Survey
- Exhibit B – Phase 1E – Higher Education (The College of St. Scholastica Health Sciences Building) final ALTA Survey

(SIGNATURES APPEAR FOLLOWING PAGE)


3. Authority

The alterations do not alter major elements of the approved Regulating Plan and do not constitute a variance from the provisions of Chapter 50 of the Unified Development Chapter.


BlueStone Commons, LLC, a Minnesota limited liability company


By: Mark W. Lambert
Its: Chief Manager


Village Center Development, LLC, a Minnesota limited liability company


By: Mark W. Lambert
Its: Chief Manager

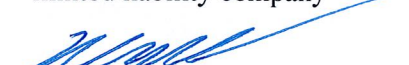
Woodland Commons, LLC, a Minnesota limited liability company


By: Mark W. Lambert
Its: Chief Manager


BlueStone Campus, LLC, a Minnesota limited liability company


By: Mark W. Lambert
Its: Chief Manager


BlueStone Flats, LLC, a Minnesota limited liability company


By: Mark W. Lambert
Its: Chief Manager

By order of the City Planning and Land Use Supervisor



, Land Use Supervisor



Keith Hamre, Director of Planning and Construction Services

Fourteenth Amendment to the Regulating Plan (Approved May 24th, 2012)

BlueStone Commons, LLC
Village Center Development, LLC
Woodland Commons, LLC

February 9, 2017

1. Purpose

This amendment is for the purpose of updating the BlueStone Regulating Plan approved May 24, 2012, amended by that certain First Amendment dated August 27, 2012, that certain Second Amendment dated December 21, 2012, that certain Third Amendment dated June 19, 2013, that certain Fourth Amendment dated June 5, 2014 and that certain Fifth Amendment dated September 30, 2014, that certain Sixth Amendment dated October 3, 2014, that certain Seventh Amendment dated March 18, 2015, that certain Eighth Amendment dated May 27, 2015, that certain Ninth Amendment dated May 27, 2015, that certain Tenth Amendment dated May 27, 2015, that certain Eleventh Amendment dated August 12, 2015, that certain Twelfth Amendment dated May 10, 2016, that certain Thirteenth Amendment dated December 15, 2016, and as ratified by City of Duluth Ordinance No. 10271 dated December 16, 2013 (collectively, the "Regulating Plan") to incorporate completed phases and updated site plans.

The Applicant desires to update the Regulating Plan with the current concept phasing plan as is currently known to Applicant.

2. Amendment to the Regulating Plan – Phasing Site Plans

The following attachments shall supplement and update the original phasing and site plan included in the Regulating Plan, as amended:

Exhibit A – BlueStone Phasing Site Plan - Option A (Retail)

Exhibit B-1 – BlueStone Phasing Site Plan - Option B (Residential – BlueStone Vue)

Exhibit B-2 – BlueStone Site Concept - Option B (Residential – BlueStone Vue)

Exhibit B-3 – BlueStone Vue Elevation Concept - Option B (Residential – BlueStone Vue)

Applicant is approved to use either 'Option A' for Phase 4C with future surface parking or deck, as set forth in the exhibits above or 'Option B' for Phase 3R, as set forth in the exhibits above.

(SIGNATURES APPEAR FOLLOWING PAGE)

3. Authority

The alterations do not alter major elements of the approved Regulating Plan and do not constitute a variance from the provisions of Chapter 50 of the Unified Development Chapter.

BlueStone Commons, LLC, a Minnesota limited liability company



By: Mark W. Lambert
Its: Chief Manager

Village Center Development, LLC, a Minnesota limited liability company



By: Mark W. Lambert
Its: Chief Manager

Woodland Commons, LLC, a Minnesota limited liability company



By: Mark W. Lambert
Its: Chief Manager

BlueStone Vue, LLC, a Minnesota limited liability company



By: Mark W. Lambert
Its: Chief Manager

Shops at BlueStone IV, LLC, a Minnesota limited liability company



By: Mark W. Lambert
Its: Chief Manager

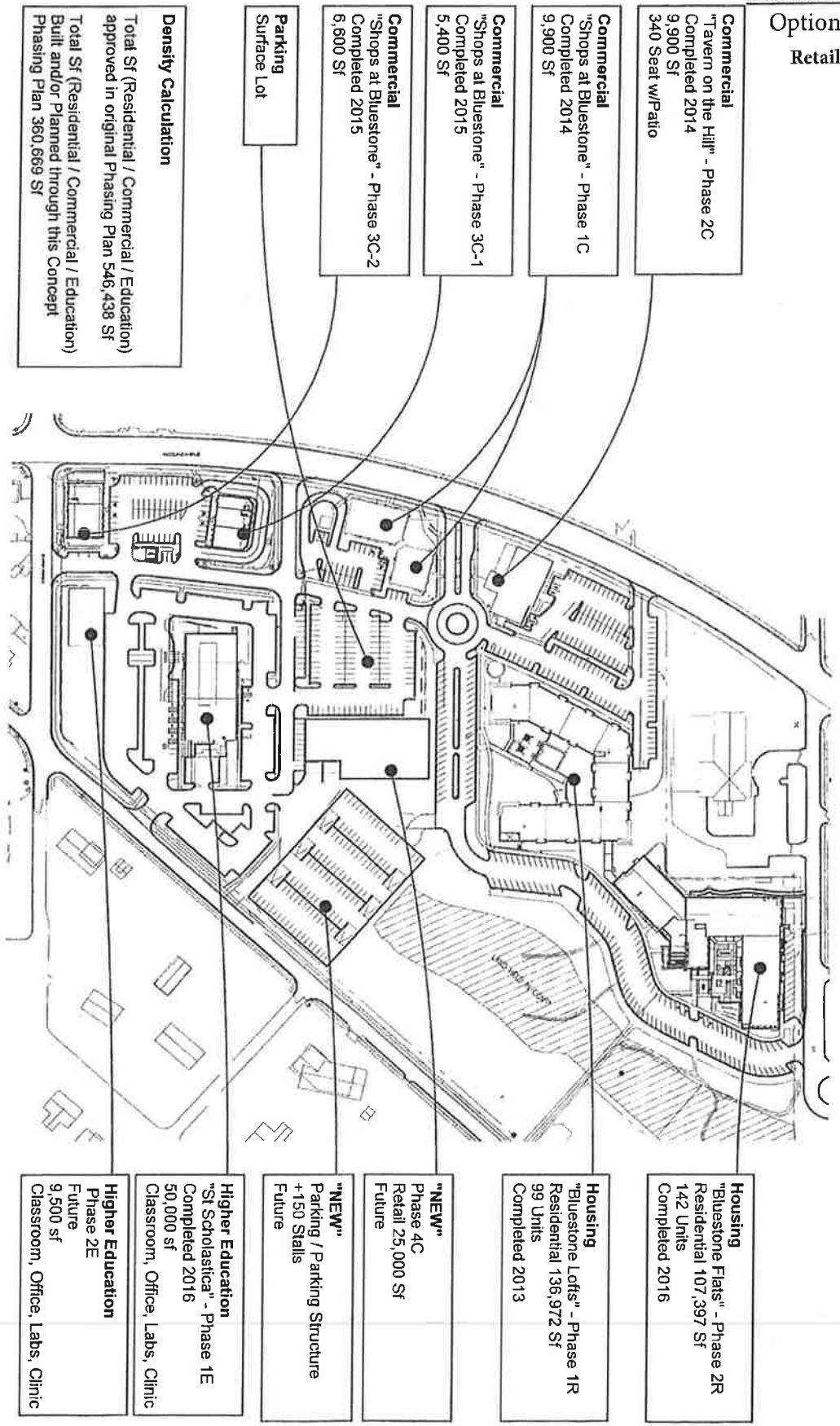
By order of the City Planning and Land Use Supervisor

, Land Use Supervisor

Keith Hamre, Director of Planning and Construction Services

EXHIBIT A

**Option A
Retail**



Commercial
"Tavern on the Hill" - Phase 2C
Completed 2014
9,900 SF
340 Seat w/Patio

Commercial
"Shops at Bluestone" - Phase 1C
Completed 2014
9,900 SF

Commercial
"Shops at Bluestone" - Phase 3C-1
Completed 2015
5,400 SF

Commercial
"Shops at Bluestone" - Phase 3C-2
Completed 2015
6,600 SF

Parking
Surface Lot

Density Calculation
Total Sf (Residential / Commercial / Education)
approved in original Phasing Plan 546,438 Sf
Total Sf (Residential / Commercial / Education)
Built and/or Planned through this Concept
Phasing Plan 360,669 Sf

Housing
"Bluestone Flats" - Phase 2R
Residential 107,397 Sf
142 Units
Completed 2016

Housing
"Bluestone Lofts" - Phase 1R
Residential 136,972 Sf
99 Units
Completed 2013

"NEW"
Phase 4C
Retail 25,000 Sf
Future

"NEW"
Parking / Parking Structure
+150 Stalls
Future

Higher Education
"St Scholastica" - Phase 1E
Completed 2016
50,000 sf
Classroom, Office, Labs, Clinic

Higher Education
Phase 2E
Future
9,500 sf
Classroom, Office, Labs, Clinic

12/21/2016



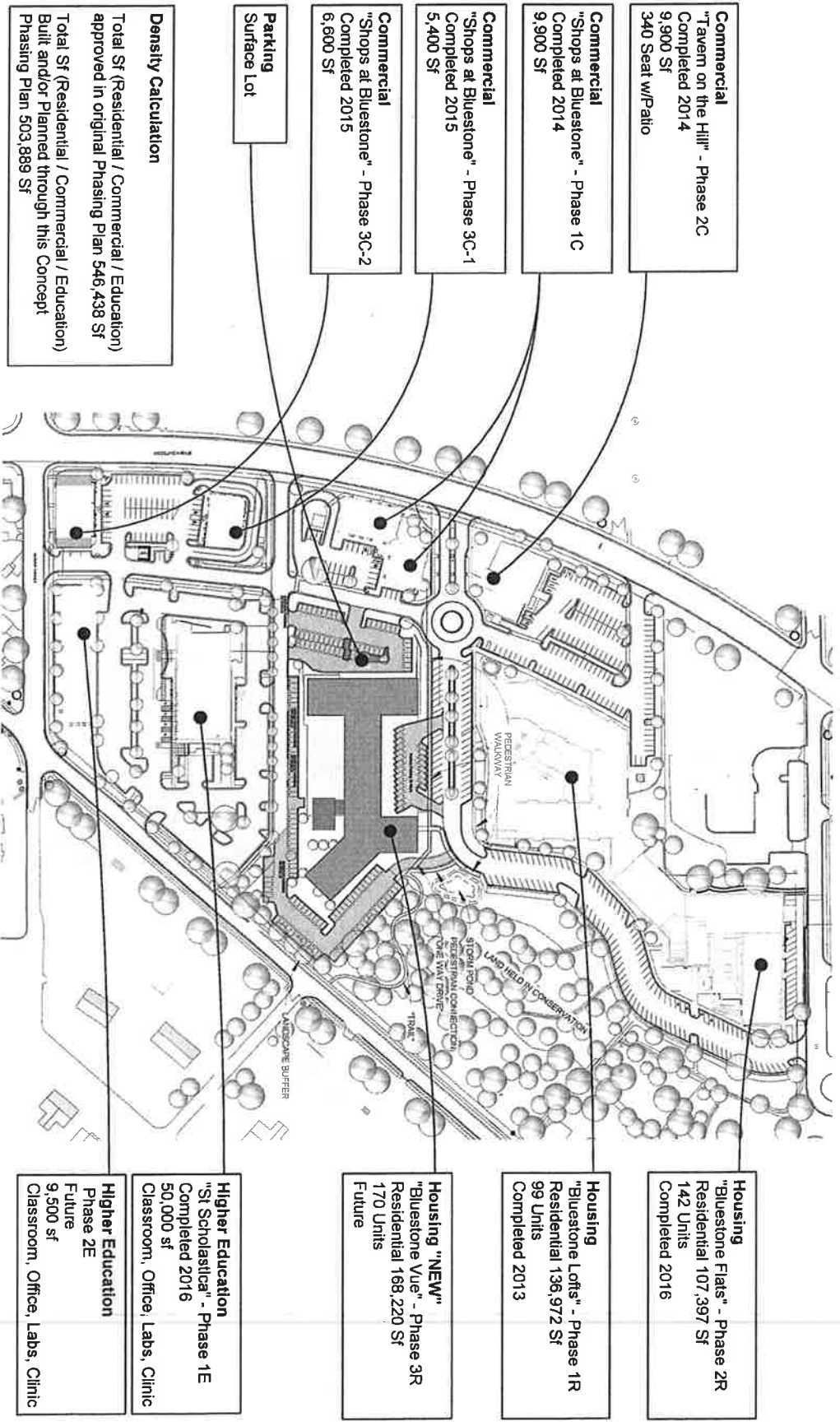
BLUESTONE
DULUTH MN

OPTION A - Retail

SK 01 - PHASE DIAGRAM



**EXHIBIT B-1
PHASING SITE PLAN (OPTION B)**



Commercial
"Tavern on the Hill" - Phase 2C
Completed 2014
9,900 Sf
340 Seat w/Patio

Commercial
"Shops at Bluestone" - Phase 1C
Completed 2014
9,900 Sf

Commercial
"Shops at Bluestone" - Phase 3C-1
Completed 2015
5,400 Sf

Commercial
"Shops at Bluestone" - Phase 3C-2
Completed 2015
6,600 Sf

Parking
Surface Lot

Density Calculation
Total Sf (Residential / Commercial / Education)
approved in original Phasing Plan 546,438 Sf
Total Sf (Residential / Commercial / Education)
Built and/or Planned through this Concept
Phasing Plan 503,889 Sf

Housing
"Bluestone Flats" - Phase 2R
Residential 107,397 Sf
142 Units
Completed 2016

Housing
"Bluestone Lofts" - Phase 1R
Residential 136,972 Sf
99 Units
Completed 2013

Housing "NEW"
"Bluestone Vue" - Phase 3R
Residential 168,220 Sf
170 Units
Future

Higher Education
"St. Scholastica" - Phase 1E
Completed 2016
50,000 sf
Classroom, Office, Labs, Clinic

Higher Education
Phase 2E
Future
9,500 sf
Classroom, Office, Labs, Clinic

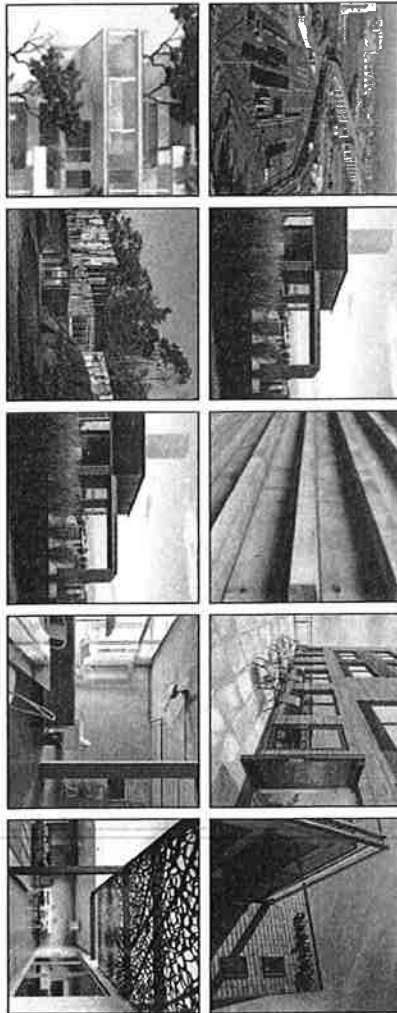
2/8/2017



BLUESTONE
DULUTH, MN

OPTION B - Residential "V26"
SK 00 - PHASE DIAGRAM

**EXHIBIT B-3
BLUESTONE VUE
ELEVATION CONCEPT
(OPTION B)**



SECTION / ELEVATION - CONCEPT



Bluestone Phase 3r - Duluth MN
2/8/2017

Fifteenth Amendment to the Regulating Plan (Approved May 24th, 2012)

BlueStone Commons, LLC
Village Center Development, LLC
Woodland Commons, LLC

April 5, 2019

1. Purpose

This amendment is for the purpose of updating the BlueStone Regulating Plan approved May 24, 2012, amended by that certain First Amendment dated August 27, 2012, that certain Second Amendment dated December 21, 2012, that certain Third Amendment dated June 19, 2013, that certain Fourth Amendment dated June 5, 2014 and that certain Fifth Amendment dated September 30, 2014, that certain Sixth Amendment dated October 3, 2014, that certain Seventh Amendment dated March 18, 2015, that certain Eighth Amendment dated May 27, 2015, that certain Ninth Amendment dated May 27, 2015, that certain Tenth Amendment dated May 27, 2015, that certain Eleventh Amendment dated August 12, 2015, that certain Twelfth Amendment dated May 10, 2016, that certain Thirteenth Amendment dated December 15, 2016, that certain Fourteenth Amendment dated February 9, 2017, and as ratified by City of Duluth Ordinance No. 10271 dated December 16, 2013 (collectively, the "Regulating Plan") to incorporate completed phases and updated site plans.

The Applicant desires to update the Regulating Plan with the current concept phasing plan as is currently known to Applicant.

2. Amendment to the Regulating Plan – Phasing Site Plans


The following attachments shall supplement and update the original phasing and site plan included in the Regulating Plan, as amended:

Exhibit A – BlueStone Phasing Site Plan


3. Authority

The alterations do not alter major elements of the approved Regulating Plan and do not constitute a variance from the provisions of Chapter 50 of the Unified Development Chapter.

BlueStone Commons, LLC, a Minnesota limited liability company


By: Mark W. Lambert
Its: Chief Manager

Village Center Development, LLC, a Minnesota limited liability company


By: Mark W. Lambert
Its: Chief Manager

**Woodland Commons, LLC, a
Minnesota limited liability company**



By: Mark W. Lambert
Its: Chief Manager

**BlueStone Vue, LLC, a Minnesota
limited liability company**



By: Mark W. Lambert
Its: Chief Manager

**Shops at BlueStone IV, LLC, a
Minnesota limited liability company**

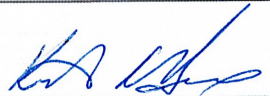


By: Mark W. Lambert
Its: Chief Manager

By order of the City Planning and Land Use Supervisor

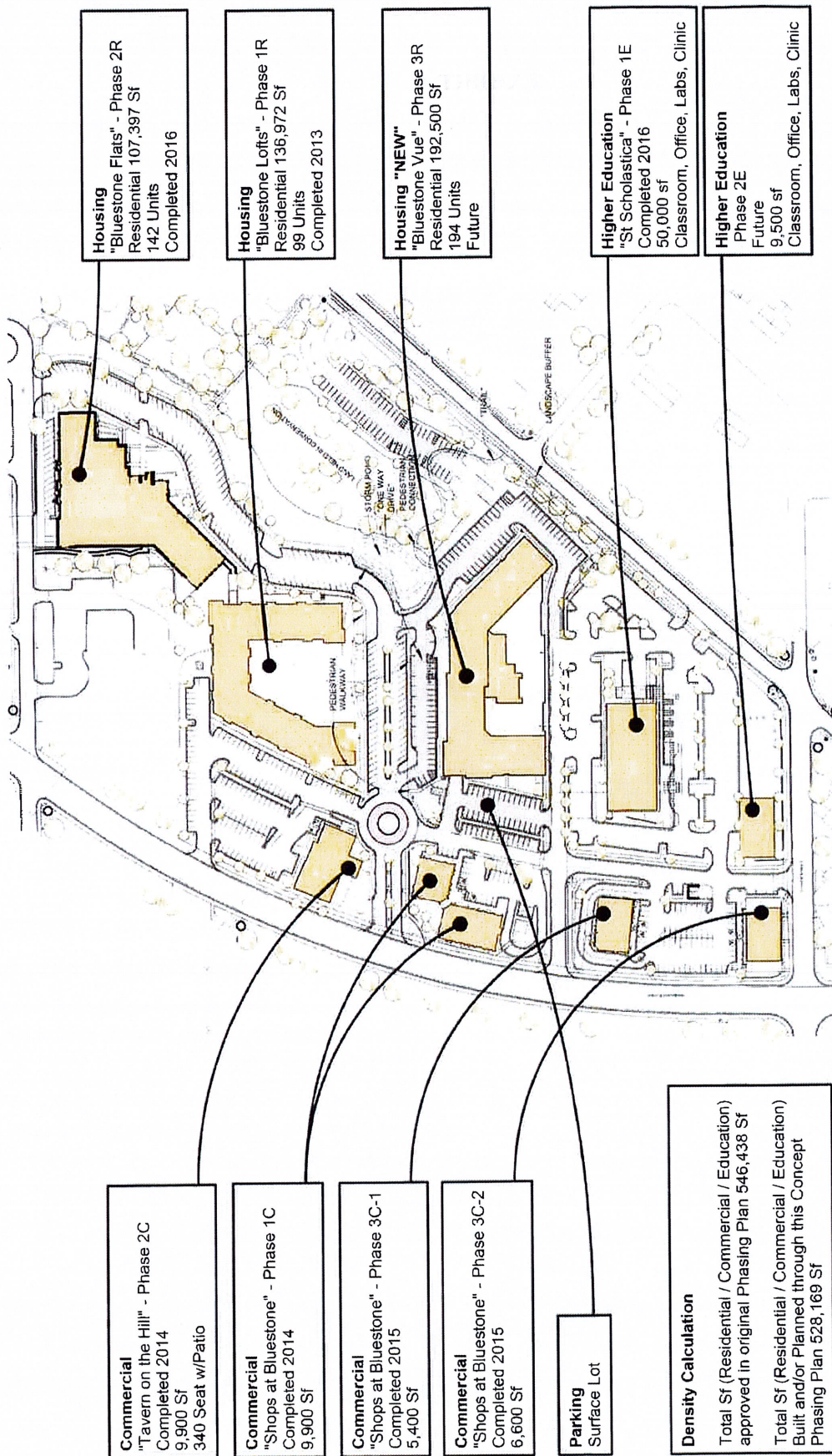


, Land Use Supervisor



Keith Hamre, Director of Planning and Construction Services

EXHIBIT A



Housing
 "Bluestone Flats" - Phase 2R
 Residential 107,397 Sf
 142 Units
 Completed 2016

Housing
 "Bluestone Lofts" - Phase 1R
 Residential 136,972 Sf
 99 Units
 Completed 2013

Housing "NEW"
 "Bluestone Vue" - Phase 3R
 Residential 192,500 Sf
 194 Units
 Future

Higher Education
 "St Scholastica" - Phase 1E
 Completed 2016
 50,000 sf
 Classroom, Office, Labs, Clinic

Higher Education
 Phase 2E
 Future
 9,500 sf
 Classroom, Office, Labs, Clinic

Commercial
 "Tavern on the Hill" - Phase 2C
 Completed 2014
 9,900 Sf
 340 Seat w/Patio

Commercial
 "Shops at Bluestone" - Phase 1C
 Completed 2014
 9,900 Sf

Commercial
 "Shops at Bluestone" - Phase 3C-1
 Completed 2015
 5,400 Sf

Commercial
 "Shops at Bluestone" - Phase 3C-2
 Completed 2015
 6,600 Sf

Parking
 Surface Lot

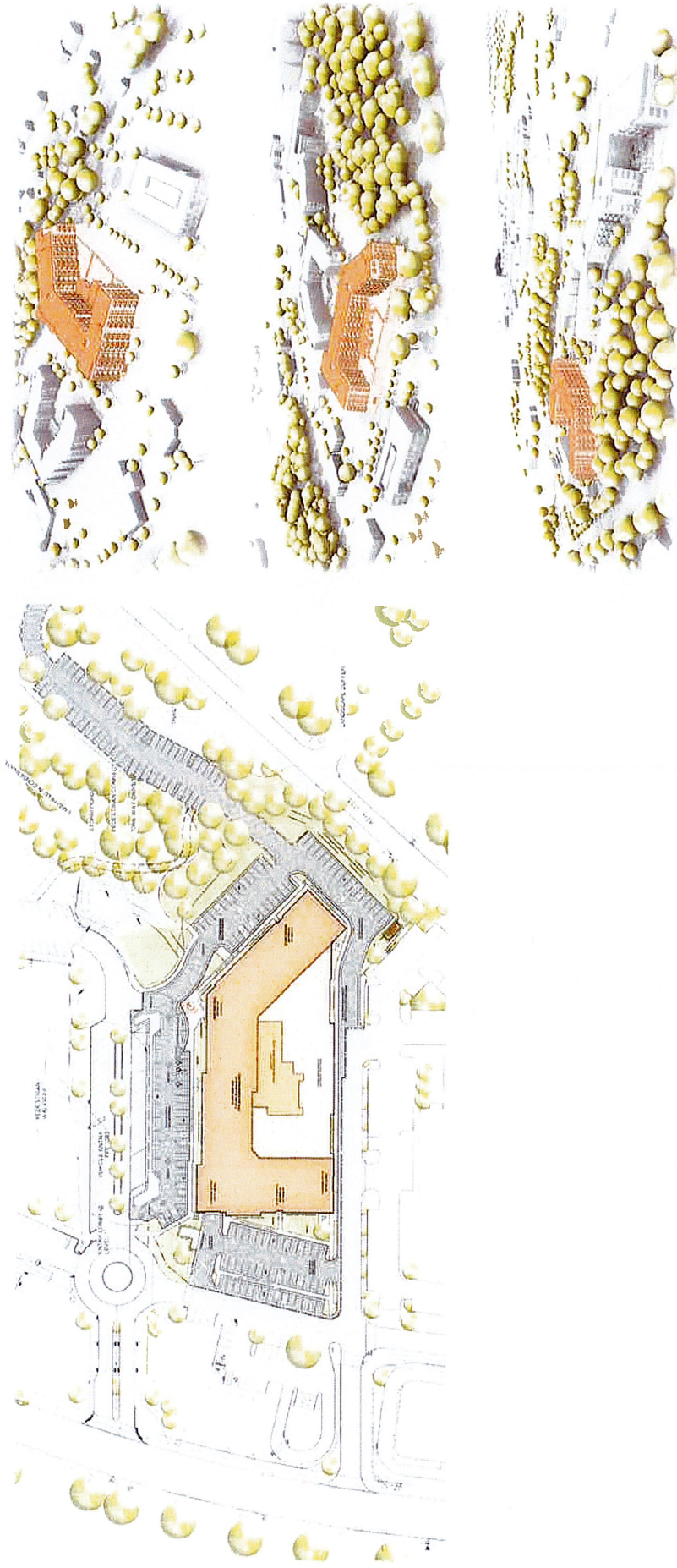
Density Calculation
 Total Sf (Residential / Commercial / Education)
 approved in original Phasing Plan 546,438 Sf
 Total Sf (Residential / Commercial / Education)
 Built and/or Planned through this Concept
 Phasing Plan 528,169 Sf



BLUESTONE VUE
 DULUTH MINNESOTA

BLUESTONE SITE PHASE DIAGRAM





DORAN
ARCHITECTURE

BLUESTONE VUE
DULUTH MINNESOTA

CONCEPT SITE PLAN DIAGRAM AND 3D MASSING VIEWS



