

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

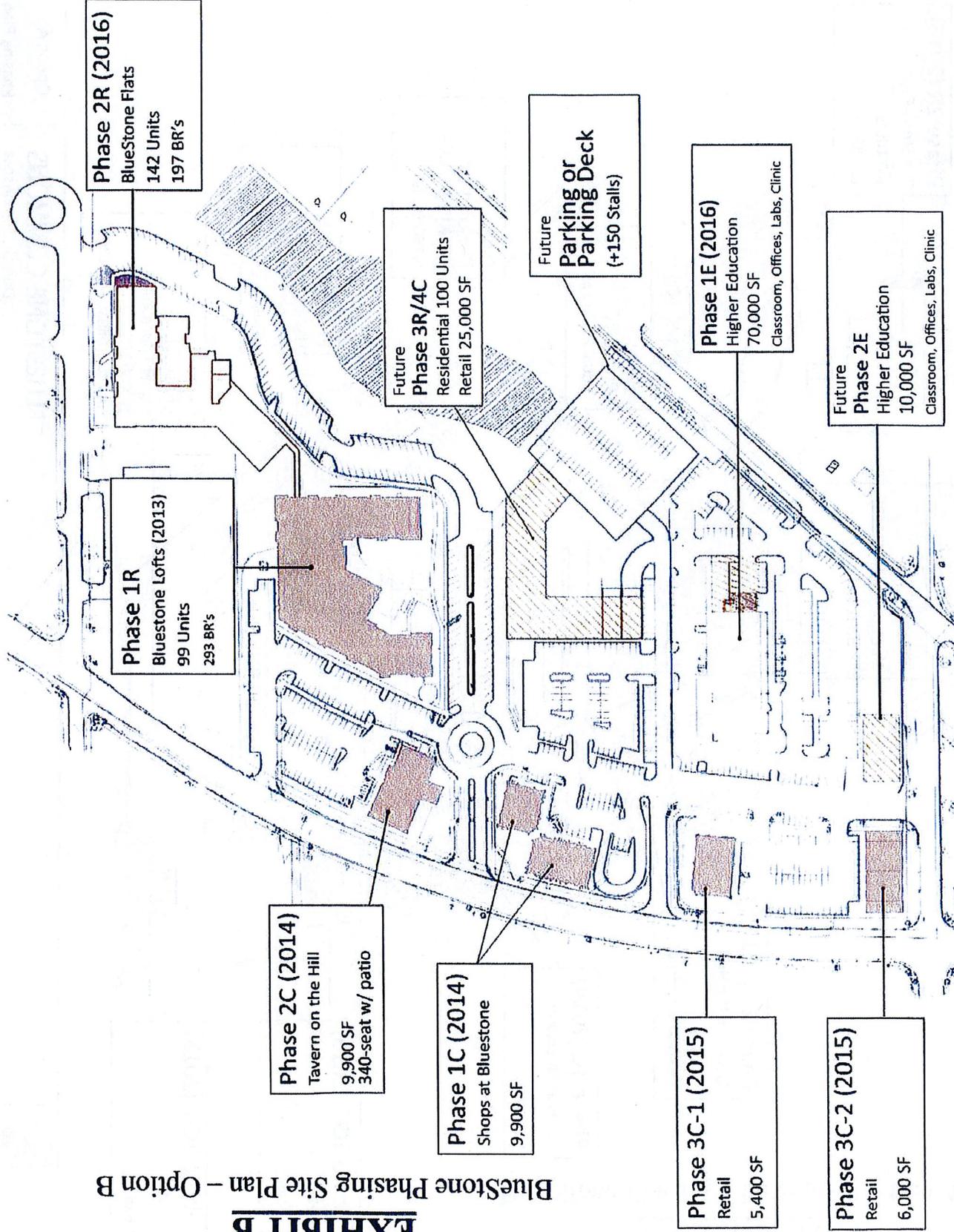
The following attachment shall supplement and update the original phasing and site plan included in the Regulating Plan:

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

