

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

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

8-27-2012

1. Purpose

This amendment relates to temporary signage erected for the benefit of leasing and construction activities at the 22 acre BlueStone site as defined in the Regulating Plan, approved May 24th, 2012 (formerly the Woodland Middle School, the vacant land, and single family houses along Woodland Avenue) (collectively known as the “BlueStone Site”).

2. Sign Locations

BlueStone Commons, LLC, Village Center Development, LLC and Woodland Commons, LLC, together with their agents, affiliates, assignees and successors (the “Applicants”) may erect temporary signage throughout the BlueStone Site (“Temporary Signage”).

3. Setback

Temporary Signage may be erected on a BlueStone Site parcel at setback equal to the lot setback for that development parcel as defined in the Regulating Plan (Approved May 24th, 2012).

4. Size

Each sign discussed herein shall be no more than 6 feet tall x 10 feet wide.

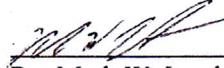
5. Period of Use

Temporary Signage may remain at the BlueStone Site during periods of leasing and/or construction activities.

6. Permit

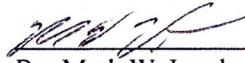
No permit shall be required to erect Temporary Signage within the BlueStone Site.

BlueStone Commons, LLC



By: Mark W. Lambert
Its: Chief Manager

Village Center Development, LLC



By: Mark W. Lambert
Its: Chief Manager

Woodland Commons, LLC



By: Mark W. Lambert
Its: Chief Manager

By order of the City Planning and Land Use Supervisor



Keith Hamre, Interim Planning Manager

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

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

12-21-2012

1. Purpose

This amendment relates to a change in the building elevation, bedroom and unit count, and parking requirements of Phase 1R of the BlueStone Development (“BlueStone Lofts”).

2. Building Size

Per the attached Building Permit Set (dated 12/7/2012, and attached as Exhibit A), the BlueStone Lofts will no longer contain five stories of housing with two levels of underground parking. BlueStone Lofts will now be comprised of a four story building with one level of underground parking. The building will contain 99 units, 293 bedrooms and 363 beds. This change was made in consultation with industry and market experts and will aid in the success of building leasing.

3. Parking

BlueStone Lofts will continue to utilize the “.56 per bedroom” parking requirement approved under the Regulating Plan. However, due to a decrease in the number of bedrooms at BlueStone Lofts, the total number of parking spaces will also decrease.

Per the attached Parking Map (attached as Exhibit B), BlueStone Lofts will now provide 91 underground parking stalls on one level of underground parking. Additionally, BlueStone Lofts will provide 81 surface parking spaces along the exterior of the building site. The total number of parking spaces required under the parking ratio of .56 per bedroom is 166 stalls. At this time, it is estimated that BlueStone Lofts will possess 172 parking spaces.

4. Minor Alterations Due to Field Design

The final number of constructed parking spaces at BlueStone Lofts may increase or decrease due to “field design” completed in consultation between the BlueStone Lofts owner, architect, civil engineer and general contractor. Regardless of any de minimus increase or decrease in final parking counts, BlueStone Lofts will abide by the “.56 per bedroom” parking requirement approved under the Regulating Plan, and will notify the City Planning Department following any final adjustments. The applicants shall possess the ability, following the field design process, to

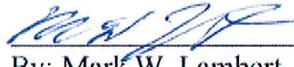
designate and execute cross-easements for parking between individual tracts contained within the master BlueStone Site in order to meet and/ or exceed the “.56 per bedroom” parking requirement approved under the Regulating Plan.

BlueStone Commons, LLC



By: Mark W. Lambert
Its: Chief Manager

Village Center Development, LLC



By: Mark W. Lambert
Its: Chief Manager

Woodland Commons, LLC



By: Mark W. Lambert
Its: Chief Manager

By order of the Land Use Supervisor



Chuck Froseth, Land Use Supervisor

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

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

June 19, 2013

I. Purpose

This amendment relates to the depiction of Tracts E, F, G, K, and L contained within the 22.25 acre BlueStone site plan (the "Site Plan") contained within the Regulating Plan, approved May 24th, 2012 (formerly the Woodland Middle School, the vacant land, and single family houses along Woodland Avenue) (collectively known as the "BlueStone Site"), and amended on 8-27-2012 relating to temporary signage ("First Amendment") and again on 12-21-2012 relating to an amended site plan ("Second Amendment").

Following leasing discussions with third party retailers and changing market conditions, the BlueStone Site Plan has been modified and updated. These changes include the temporary removal of the northernmost retail building located along Woodland Avenue from the Site Plan and its designation as "Future Retail", and the joining of the two retail buildings located at the southeast intersection of Summit Street and Woodland Avenue, all as generally depicted and highlighted in red on the attached Exhibit A.

Additionally, after discussions between the City of Duluth Planning Department and the Applicants, it has been determined that the Permitted Use Table governing RP Zoning Districts contained within the Duluth Unified Development Chapter, and incorporated within the approved Regulating Plan for the BlueStone Site, does not sufficiently address the Applicants' proposed use of "Coffee Drive-Thru".

In order for the Applicants to proceed with the leasing of phase 1 of the BlueStone Site retail center, Shops at BlueStone, the City of Duluth and the Applicants therefore seek to clarify the permitted uses allowed under the Applicants' Regulating Plan.

2. Amendment of Regulating Plan: Site Plan

With respect to Tracts E, F, G, K and L, the approved Site Plan contained within the Applicants' Regulating Plan is hereby amended to include the attached Exhibit A.

3. Amendment to the Regulating Plan: Permitted Use Statement.

The Permitted Use Statement contained within Section 6 of the BlueStone Commons Regulating Plan shall state "Coffee Drive-Thru" as a permitted use for Tracts K and L of the BlueStone Site.

4. Minor Alterations Due to Field Design

Unless amended further, the BlueStone Site will be constructed in accordance with the Site Plan. The final design of the BlueStone Site will be completed after consultation between the BlueStone Lofts owner, architect, civil engineer and general contractor, and may contain de minimis adjustments due to field design. The Applicants shall notify the City Planning Department following any final de minimis adjustments. Changes constituting significant variation from the new Site Plan shall be approved in writing by the Land Use Supervisor.

5. Authority.

These alterations 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



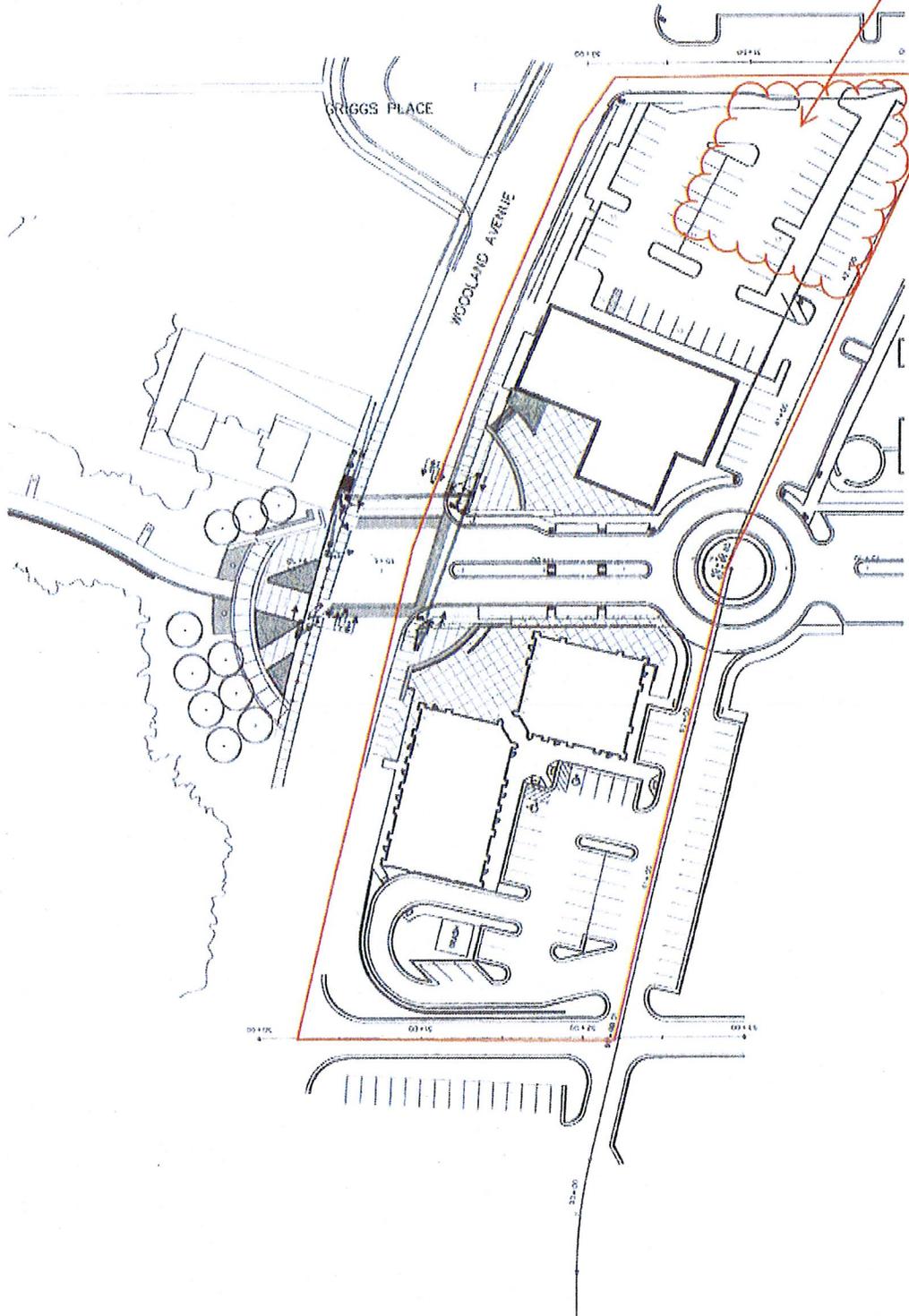
Charles Froseth, Land Use Supervisor



Keith Hamre, Director of Planning and Construction Services

Exhibit A

Possible
future retail
phase



	FILE NO.	OVERALL EXHIBIT	EXHIBIT
	BLUST 120785	UMD / BLUESTONE CONNECTION	NO. 1
PHONE: 218.729.3000 FAX: 218.729.3001 DULUTH, MN 55812-1113 www.sehinc.com	DATE:	DULUTH, MINNESOTA	
	5/7/13		

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