

**ASSIGNMENT AND ASSUMPTION OF
DEVELOPMENT AGREEMENT AND DEVELOPMENT AGREEMENT SUPPLEMENT**

THIS ASSIGNMENT AND ASSUMPTION AGREEMENT (the “Assignment”) is made as of February __, 2024 (the “Effective Date”), by **MERGE, LLC**, d/b/a Merge Urban Development (“Merge”), and **URBANE 218 LLC**, a Delaware limited liability company (“Urbane”).

RECITALS:

WHEREAS, effective August 9, 2021, Merge and the **DULUTH ECONOMIC DEVELOPMENT AUTHORITY**, an economic development authority created and existing under Minnesota Stats. Ch. 469 (“DEDA”), entered into a certain development agreement regarding the construction of a mixed-use facility consisting of commercial space and not less than forty (40) residential units on real property located at the northwest corner of Superior Street and 20th Avenue West in the City of Duluth, St. Louis County, Minnesota (the “Original Development Agreement”); and

WHEREAS, the parties thereafter amended and/or supplemented the Original Development Agreement by the following:

1. Development Agreement Supplement dated June 30, 2022;
2. Development Agreement First Amendment dated October 18, 2022;
3. Development Agreement Second Amendment dated December 8, 2022;
4. Development Agreement Third Amendment dated December 8, 2022; and
5. Development Agreement Supplement First Amendment dated July 11, 2023

(collectively, with the Original Development Agreement, the “Development Agreement”);

WHEREAS, Merge desires to transfer, assign, and convey to Urbane all of its right, title, and interest in the Development Agreement.

ASSIGNMENT:

In consideration of one dollar and other good and valuable consideration paid by Urbane to Merge, the receipt and sufficiency of which are hereby acknowledged, Merge does, as of the Effective Date, hereby transfer, assign, and convey to Urbane all of its right, title, and interest in and to the Development Agreement, provided, however, that this Assignment is conditioned upon the agreement of Urbane to assume all liabilities and obligations of Merge arising thereunder.

MERGE:
MERGE, LLC

By: _____
Brent Dahlstrom, Manager

ASSUMPTION:

The terms and conditions of the foregoing Assignment are hereby agreed to and accepted effective the Effective Date. Furthermore, Urbane hereby assumes all liabilities and obligations of Merge arising from or related to the Development Agreement or the transaction contemplated thereunder.

URBANE:

URBANE 218 LLC

By: _____

Brent Dahlstrom, Manager

CONSENT:

The undersigned, on behalf of DEDA and pursuant to Article VII(B) of the Development Agreement, hereby agrees to and consents to the above-described assignment.

DEDA:

DULUTH ECONOMIC DEVELOPMENT
AUTHORITY

By: _____

Name: _____

Title: _____