

Bloomington Central Station Hotel

Final Development Plan

Bloomington, MN



Project Narrative

February 27, 2013
Revised March 18, 2013

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A. REQUESTED ACTION

The requested actions for Bloomington Central Station Hotel are as follows:

- Final Development Plan for Outlot C, Outlot O, and Outlot P, Bloomington Central Station 2nd Addition
- Preliminary and Final Plat for Bloomington Central Station 3rd Addition
- Airport Zoning Permit
- Modify Condition of Approval

The Development Applications for the Bloomington Central Station Hotel will adhere to the following proposed approval schedule:

Pre-Application Meeting with City (completed)	November 8, 2012
Informal DRC (completed)	November 20, 2012
FDP Submittal Deadline/Agenda Closes	February 27, 2013
Development Review Committee (DRC)	March 12, 2013
Resubmittal of FDP or Supplemental Data (if required)	March 15, 2013
Planning Commission Meeting	April 4, 2013
City Council Meeting (Hearing)	May 6, 2013

Included in this submittal are the following:

- Development Application (Final Development Plan Approval)
- Development Application (Modify Condition of Approval)
- Project Narrative (10 copies)
- BCS Hotel Storm Water Management Technical Memorandum (1 copy)
- BCS Traffic Analysis Update – Hotel Development, prepared by SRF Consulting, Group, Inc.
- Final Development Plans:
 - Four (4) 24" x 36" sets (three folded and one rolled)
 - Ten (10) 11" x 17" sets (not to scale)
 - One (1) 8.5" x 11" set (not to scale)
- Development Application Fees including the following:

-Final Development Plan	\$1,660	Check No. 002527
-Preliminary Plat – Type II	\$700 + \$90 = \$790	
-Final Plat – Type II	\$400 + \$20 = \$420	
-Modify Condition of Approval	<u>\$420</u>	
Total Application Fees:	\$3,290	

B. PROJECT LOCATION

The project site is located immediately north of the Bloomington Central Station Park, between future 31st Avenue South and future 33rd Avenue South, and south of American Boulevard East. The street addresses are 8060 33rd Avenue South, 3201 American Boulevard East, and 8020 33rd Avenue South. The project site is currently platted as Outlot C, Outlot O, and Outlot P of BLOOMINGTON CENTRAL STATION 2nd ADDITION. The PIN's are, respectively, 06-027-23-23-0631, 06-027-23-23-0639, and 06-027-23-23-0640.

A portion of the site is currently used as a surface parking lot for HealthPartners. The remainder of the site is an open field that was previously the General Dynamics East building and parking lot. The General Dynamics East building was demolished in 2008 and 2009 by City Project No. 2008-305. The

displaced HealthPartners parking will be absorbed elsewhere within the Bloomington Central Station site and consistent with the lease agreement and amendments between HealthPartners and McGough.

Metro Transit operates the Hiawatha Light Rail Transit Line through the project site, immediately south of the Central Station Park. Metro Transit has an easement through the Bloomington Central Station site and owns and maintains the imbedded track, traffic and LRT signals, lighting and the station. Metro Transit operations or lease will not be impacted by this project.

C. PROPERTY

The project site is currently platted as Outlot C, Outlot O, and Outlot P of Bloomington Central Station 2nd Addition. Property information is as follows:

<u>Platted Parcel</u>	<u>PIN</u>	<u>Ownership</u>
Outlot C	06-027-23-23-0631	Bloomington Central Station, LLC
Outlot O	06-027-23-23-0639	MG Bloomington LLC
Outlot P	06-027-23-23-0640	MG Bloomington LLC

Total Area of BCS Hotel Parcel = 202,103 SF = 4.640 acres

Legal Description of BCS Hotel Parcel

Outlot C, Outlot O and Outlot P, Bloomington Central Station 2nd Addition, Hennepin County Minnesota.

D. PRELIMINARY AND FINAL PLAT

This Development Application includes the approval of the Preliminary and Final Plat for Bloomington Central Station 3rd Addition. This plat combines Outlot C, Outlot O and Outlot P of Bloomington Central Station 2nd Addition into one lot, Lot 1, Block 1. The plat dedicates a 20-foot drainage and utility easement along the north boundary with American Boulevard East and 10-foot drainage and utility easement at the northeast corner of the lot along 33rd Avenue South. Refer to the Preliminary Plat and Final Plat Sheets included with the Development Application.

Outlot P is encumbered by an Easement for Public Roadway Purposes, per Document No. 9175656, the Easement and Maintenance Agreement between the City of Bloomington and Bloomington Central Station, LLC for Bloomington Central Station for construction, maintenance and use of On-Site Public Improvements and for Demolition. Consistent with Section 13.2 of this Agreement, Bloomington Central Station, LLC will seek an amendment with the City to the Agreement to remove this easement encumbering Outlot P and potentially modify the Temporary Construction Easement that will be required to construct the BCS Phase 2 (Hotel) Infrastructure Improvements Project, as noted below.

Lot 1, Block 1 will be replatted in the future with the development of the office building to the west and the parking ramp north of the hotel. This is depicted on Sheet G9 – Future Parcel Exhibit. The future hotel parcel will be reduced to 86,293 SF = 1.98 acres. The future office and parking ramp parcel, with the addition of Outlot Q and Outlot R of Bloomington Central Station 2nd Addition, will be 143,036 SF =

3.28 acres. Consistent with the approved Preliminary Development Plan, all the hotel parking will be incorporated into the office building parking ramp. Refer to Sheet G9 – Future Parcel Exhibit.

E. PROPOSED PROJECT

The proposed project includes the development of a 302-room full-service hotel. The BCS Hotel includes 12,420 SF of meeting and conference rooms, a 5,429 SF full-service restaurant (176 seats), and a 2,018 SF lobby coffee shop / bar (41 seats). The facilities include a fitness center and pool on the 2nd level.

The building will have eight stories and a basement level. The basement level will be 13,028 SF and will include hotel administration, employee areas, housekeeping, storage, mechanical, and electrical rooms. The first floor footprint will be 50,255 SF and will include the lobby, restaurant, bar, meeting and conference rooms, kitchen, and loading dock. There will be three public entrances – the main hotel lobby entrance, a separate entrance for the restaurant, and a third entrance at the northwest corner of the building. Each level will be approximately 22,000 SF and will include the guest rooms. The total building area will be 220,037 SF. The project proposes two outdoor spaces – patio seating for the restaurant on the south side of the building and outdoor space for the ballroom pre-function area on the west side of the building. Refer to Sheets A0-A6 included with the Development Application.

The building will have a total height of 87'-0", with the elevator room extending to a total height of 103'-0". The proposed finished floor elevation is proposed to be 820.00.

The project will include a 320-space temporary surface parking lot north and west of the hotel. This temporary parking lot will include 39 tandem parking spaces. These tandem parking spaces will function as single loaded spaces until peak demand will require them to be used as valet parking spaces. A total 25 street parking spaces will be constructed with the BCS Phase 2 (Hotel) Infrastructure Improvements Project and will be available for hotel use.

Included with this application is a proof-of-parking plan for a 149-space temporary surface parking lot on the east side of 33rd Avenue South, around the north and east side of Mod B and the Boiler Plant. This plan demonstrates the ability to construct additional temporary parking spaces for the hotel development in the event that additional parking is required for the entire Bloomington Central Station site. Refer to the Parking Analysis section.

Exterior Architectural Design

The design of the new Bloomington Central Station Hotel is inspired and intended to build upon the aesthetics and architectural language of the current and proposed buildings found within the BCS master-plan area. This architectural language can be described as: elegant, simple, contemporary, and regionally inspired.

The proposed hotel's clean contemporary lines and simple building parti` harmonize well with the elegant Reflections condominium towers to the south east and actively (and seamlessly) dialogue with the central park to the immediate south. The building's massing forms an "L" shaped 7 story guest room tower that rests on a one story building plinth or base. This plinth element's plan-shape is formed by its alignment to roadways and the hotel drop-off's geometries. A collection of metal clad "special masses" act to highlight the masses of the pool, ballroom, building elevators, and the primary building signage anchor locations. The final design element will be a sculpted metal trimmed cast-in-place concrete drop off canopy at the main hotel entry which will be a signature element to the building.

The major exterior building materials consist of colored pre-cast concrete panels on the guestroom tower, a combination of brick and stone cladding (with large glazed areas) on the building base, and darkly colored ribbed metal at the "special masses". Multi-colored and multi-finished precast panels are made

up of repeated patterns inspired by elements found in the regional landscape. The southerly wing of the guestroom tower is more lightly clad with a highly contrasting two colored (buff, dark grey pre-cast and grey glass) geometric pattern and appears to hover over the lower masses of the building base. This southerly mass's distinctive patterned areas are bounded within a simple white precast frame element. The north wing of the guest tower is rendered in very dark grey and is more sedate when compared with the other wing and serves a more supporting or background role in the composition. The base of the building is very interactive with the pedestrian having a more tactile and patterned material (brick and stone) and large windows which connect indoor and outdoor spaces directly. The brick and stone clad building base is generally buff in color with a strongly patterned contrasting blend in the mix.

Building Noise Criteria

The proposed hotel building is to meet Metropolitan Council Noise Standards. The property location is located relatively close to MSP International Airport and near the north – south, Runway 17-35 flight path. The measured decibel noise level for the property is 60 to 64 decibels or Noise Exposure Zone 4. Per the Metropolitan Council Builders Guide, Table 1, Transient Lodging (Hotel) developments fall under the Provisional category meaning certain structural performance standards need to be met according to MS473.192 (Metropolitan Area Aircraft Noise Attenuation Act). Per Table 2, for Land Use category, Transient Lodging (Hotel), the shell of the building must reduce outside source noise by 19 dBA (decibels).

The design – build team is in the process of engaging an acoustical specialist to work toward the goal of meeting the Metropolitan Council requirements. What has been discovered to date is based on Metropolitan Airports Commission (MAC) 2012 analysis the noise contours have shifted “inward” toward the airport away from the proposed hotel property from those projected in 2007. It should be noted that the Metropolitan Council Standards are less restrictive than that of residential uses. The acoustical specialist will deliver a report with background data as it relates to this specific site and recommendations for sound mitigation that are appropriate for this site and type of use (business class hotel). We expect this report in the near future. The design team requests to work with City staff once the report is available to finalize the appropriate acoustic criteria for shell elements, specifically guestroom windows.

Landscaping/Irrigation

The BCS hotel site allows for the landscape to re-introduce its historical aesthetic. We have taken the approach of immersing the site with a prairie/meadow biome. This is consistent with the vegetation that was once on the Bloomington Central site. We have included 2,893 native grass plantings and 56 trees. All the species chosen are native to Minnesota and existed on this site before development. The plantings also match the aesthetic that is being introduced throughout the rest of the Bloomington Central Station development.

The screen we are introducing along American Boulevard is designed as a combination of earthwork and native grasses. The combination of both the berm form and the native grasses will achieve at least the 5 foot minimum required by code. This will both provide a sense of scale for pedestrians on the sidewalk adjacent to American Boulevard, and hide the vehicles in the parking lot.

The irrigation system for the hotel project site will be separate from the system that is currently on the Bloomington Central Station site. The berm/native grass area will not be irrigated. The streetscape adjacent to the hotel will tie in to the current irrigation system on the site. The undeveloped area west of the project site will continue to be irrigated with modifications to existing irrigation system that was installed under City Project No. 2008-305.

F. ZONING CODE ANALYSIS

1. Comprehensive Plan

The Bloomington Central Station Hotel project site is within the South Loop District of the City of Bloomington. The current Land Use Guide Plan designates the project site as Community Commercial. Hotels are compatible use provided they are within one mile of a freeway interchange. The Comprehensive Plan also designates an Airport South Mixed Use land use that works well with the HX-R Zoning District. This hotel is consistent with the Comprehensive Plan.

2. Zoning

The entire Bloomington Central Station redevelopment site was rezoned to High Intensity Mixed Use with Residential HX-R Zoning District (Planned Development). No zoning changes are proposed with this application. A hotel is a permitted principal use in the HX-R District.

3. Airport Zoning

The Joint Airport Zoning Board (JAZB) adopted the 2004 MSP Zoning Ordinance. The MSP Zoning Ordinance was created and established by MnDOT, the Metropolitan Airports Commission (MAC), Hennepin County, and seven surrounding cities, including the City of Bloomington, to control development and address potential hazards in and around MSP International Airport. It is actually a restatement and amendment of an existing ordinance precipitated by the opening of Runway 17-35 in October of 2005. The 2004 MSP Zoning Ordinance creates Safety Zone A (RPZ), Safety Zone B, and Safety Zone C for Runway 17-35. The City of Bloomington has adopted an Airport Runway (AR-17) Overlay District that codifies the MSP Zoning Ordinance.

MSP Zoning Map Plate SZ-21 shows that the BCS Hotel site falls within Safety Zone C. MSP Zoning Map Plate A-21 shows that BCS Hotel site falls within the Horizontal Surface and Zone, which establishes a maximum object elevation of 991.00 (NGVD 1929). Just west of the site is the 7:1 Transition Surface and Zone, which is the transition from the Horizontal Surface to the Precision Instrument Approach (PIA) Surface, which is the 50:1 approach surface to end of Runway 35. These surfaces are referred to as the Part 77 Surfaces

MSP Zoning Map Plate MCH-21 establishes the maximum construction height for the entire development parcel is 80 feet without an Airport Zoning Permit. As noted above, a portion of the BCS Hotel will have a height of 130'-0". Note also that the project will require two tower cranes to construct. The height of the apex of those tower cranes will be up to 203 feet. Consistent with City Code Section 19.38.03, an Airport Zoning Permit from the City of Bloomington will be required and is being sought with this application.

The FAA will require that a FAA 7460 Airspace Study be submitted for this project for both the building and temporary tower crane required to it. Portions of the southerly tower crane penetrate the Part 77 Surface. Refer to Sheet G7 –Building Height-FAA Exhibit included with the Development Application. A variance will be required from the Metropolitan Airport Commission for this penetration. This will be done after the FAA Airspace Studies.

Runway 17-35 aircraft noise is significant issue for Bloomington Central Station. The BCS Hotel site is located between the 69 DNL noise contour and the 68 DNL noise contour. Aircraft noise, at times, may impact users in the outdoor spaces proposed. Not mitigation is required or proposed.

4. Residential Uses Required / Density

City Code Section 19.29(f) (HX-R District) addresses residential use requirements. This portion of the approved Preliminary Development Plan does not include residential units and therefore this requirement is not applicable.

5. Floor Area Ratio

City Code Section 19.29(g) (HX-R District) requires a minimum floor area ration (FAR) of 1.5. The proposed FAR for the BCS Hotel is 1.09, based on the total building area of 220,037 SF on Lot 1, Block, which has a lot area of 202,103 SF. As noted above, when the office building and parking ramp are developed, consistent with the approved Preliminary Development Plan, the hotel lot will be reduced to 86,293 SF. The resulting FAR will be 2.55. Note also that the approved Preliminary Development Plan for Bloomington Central Station has an overall FAR of 2.45. No deviation of the code is required.

6. Dimensional Requirements

City Code Section 19.29(h)(1) (HX-R District) requires no minimum setback requirement from property lines fronting public streets (East 81st Street and 33rd Avenue South). The minimum setback along a lot line not adjacent to a public street is ten feet. No deviation of the code is required for the proposed BCS Hotel. Refer to Sheet C2 – Site Plan. Note that when the office building and parking ramp are developed in the future, consistent with the approved Preliminary Development Plan, the hotel lot will be reduced but the minimum building setback will be maintained. The setback along the westerly property line will be 30 feet as required by the Building Code for the minimum separation between the hotel and the future office building. Refer to Sheet G9 – Future Parcel Exhibit.

City Code Section 19.29(h)(1) (HX-R District) requires building placement to create an active pedestrian level environment. At least one public entrance to buildings with ground level retail and service uses must be located within 20 feet from a public street, internal private street, or major pedestrian way. Based on the conventional function of hotel facilities, the primary entrance to hotel is set back from the property line and East 81st Street to allow for hotel guest drop-off and taxi operations. These drop-off areas are very active. This dimension is approximately 42.5 feet, requiring a deviation of approximately 22.5 feet that will be required as a part of this Planned Development approval.

The retail/restaurant component extends back towards East 81st Street. The proposed restaurant entry is set back from the West 81st Street property line is approximately 25 feet, requiring a deviation of approximately 5 feet that will be required as a part of this Planned Development approval. It can be argued that the intent of this code requirement is maintained since the entire drop-off area around the hotel and restaurant entrances will be located adjacent to the very active pedestrian way that will be characterized with wide, decoratively paved walkways, bollards, and benches.

City Code Section 19.29(h)(2) (HX-R District) requires a minimum site area of 120,000 SF. Since this is part of an approved Preliminary Development Plan, the minimum site area can deviate from this requirement. The site area for Lot 1, Block 1 will be 202,103 SF. When the office building and parking ramp are developed, consistent with the approved Preliminary Development Plan, the hotel lot will be reduced to 86,293 SF.

7. Building Height

City Code Section 19.29(h)(3) (HX-R District) refers to City Code Section 21.301.10 for maximum structure height. According to the Bloomington Building Heights Limits Map, this site is restricted only by the Airport Zoning height limits, as discussed above.

City Code Section 21.301.10(e) also establishes Pedestrian Street Step Back Standards. Both East 81st Street and 33rd Avenue South are designated as Pedestrian Street Segments. The height of any portion of a new building adjacent to a Pedestrian Street Segment may not exceed the horizontal distance of that portion of the structure to the centerline of the adjacent Pedestrian Street Segment, except that portions of buildings or structures more than 80 feet from the centerline are exempt from further step back. To allow building variation along individual block faces, up to 25 percent of the width of an individual block face may exceed the Pedestrian Street Step Back Standard. The step back does not apply to East 81st Street because the south side of the street is a public park.

The block frontage along 33rd Avenue South (curb to curb) is 540 linear feet. Twenty five percent of that is block frontage is 135 linear feet, and this is the permitted deviation. The BCS Hotel as 168 linear feet of the frontage on 33rd Avenue South that deviates from the step back requirements, exceeding the allowable deviation by 33 linear feet, which represents 6% of the total block frontage. Refer to Sheet A12, which was resubmitted for consideration on March 18, 2013.

The design team feels the proposed building massing still meets the intent of the step back standards. The step back requirement is being maintained for the majority of the 33rd Avenue South frontage. The 6% deviation is minor and consists of a length of 33 feet with an average intrusion of 4 feet in to the 80-foot step back requirement. The proposed massing of the building is being drive by a number of factors including program requirements, maximal utilization of the site, and efficiency of design and maximization of height without exceed the high-rise criteria. The proposed design provides a very generous step back from East 81st Street and the BCS Park for the restaurant, and an increasing step back from 33rd Avenue South as you move north along 33rd Avenue South.

8. Parking

City Code Section 19.29(i) (HX-R District) requires that required parking be located below grade, within structured parking ramps, or be on-street. This code prohibits surface parking, allowing only a small number of visitor surface parking spaces. The code does allow for some flexibility due to project phasing. The approved Preliminary Development Plan proposes all the hotel parking, except for 14 accessible and regular parking spaces along the north side of the hotel, will be incorporated in the adjacent office building parking ramp is developed.

As discussed in more detail below, 320 surface parking spaces are proposed for the hotel, 306 of those surface parking spaces are temporary. These temporary surface spaces will be replaced by either below grade parking spaces, structured parking ramp spaces, or on-street parking spaces.

A Site Restoration Agreement will need to be executed to provide for this code deviation and to define the conditions for the approval of these temporary surface parking spaces.

9. Building Design

City Code Section 19.29(j)(1) (HX-R District) requires building adjacent to and within 100 feet of public street to have at least one public entrance that is clearly visible and accessible. The BCS Hotel entrance on East 81st Street meets this code requirement.

City Code Section 19.29(j)(2) (HX-R District) requires first floor non-residential building facades facing and within 100 feet of public or private streets, or major pedestrian corridors, must have a minimum of 50% of the façade be composed of windows or entrances. Also blank building facades must not exceed 20 feet in length.

Although the proposed design on the east elevation or elevation fronting 33rd Avenue South does not meet the criteria in its entirety, we feel that we have met the spirit of the guidelines. Our project is constrained by a floor plan layout that has a commercial kitchen and loading dock functions that do not lend

themselves to having windows. In response to the guidelines, we have placed narrow display type windows along the façade that the restaurant and loading areas front to help meet the guideline's intent, however they are spaced at a 28'-0" interval to match the structural grid and window modulation of the guestroom tower above. The restaurant function along the southern portion of the first floor east façade does lend itself and will have a significant ratio of glazing to opaque surface (greater than 50%). The massing of the pool function, which is a level 2 function helps to break up the level 1 façade such that the perception is of a broken façade. The proposed boulevard trees that will occur at approximately 30 feet on center will also break up the façade from the street. Taken as a whole (including the guestroom tower floors 2-8) the design is a more glassy expression, however that is limited as well due to the structural limitations of maximum allowable openings within each of the precast panels.

10. Open Space and Landscaping

City Code Section 19.29(l) (HX-R District) refers to City Code Section 19.52 for landscaping and screening requirements. Because the BCS Hotel surface parking is temporary, some deviations from the landscaping requirements are sought.

City Code Section 19.52(c)(2)(A) requires one tree for every 2,500 SF of Developable Landscape Area. The Developable Landscape Area is 202,103 SF, so the code requires 81 trees. Including the trees in 33rd Avenue South and East 81st Street, a total of 61 trees are proposed. Each of the proposed parking lot landscape islands will have two trees. Some deviation from this code requirement is sought through the Planned Development approval.

City Code Section 19.52(c)(2)(B) requires one shrub for every 1,000 SF of Developable Landscape Area. The Developable Landscape Area is 202,103 SF, so the code requires 202 shrubs. Including the shrubs in 33rd Avenue South and East 81st Street, and the shrubs in 33rd Avenue South and American Boulevard East providing the parking lot screening, a total of 2,893 shrubs are proposed.

City Code Section 19.52(d) requires perimeter screening of off-street parking areas and the public right-of-way. The screening must be between 3 and 4 feet, and can consist of plant material or berming, or a combination. The proposed screening along 33rd Avenue South and American Boulevard will be a combination of berming and native grasses.

11. Signage

Sign regulations within the HX-R District must comply with Article X of Chapter 19. City Code Section 19.121 refers to specific signage requirements for hotels. Building and site signage will be addressed through a Signage Permit process.

G. PARKING ANALYSIS

City Code Section 21.301.06(d) establishes the minimum number of off-street parking spaces required for a development. For hotels, 1.1 parking spaces are required per room, plus one parking space for each 3 persons based on capacity for the meeting and conference rooms. For the restaurant, one parking space is required for each 2.5 restaurant or bar seats. The code-required parking would be as follows:

302 rooms x 1.1 =	332 parking spaces
12,420 SF / 15 SF per person/ 3 =	276 parking spaces
217 seats / 2.5 =	<u>87 parking spaces</u>
Total Code-Required	695 parking spaces

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This code-require parking count is very conservative. The hotel operator has been emphatic that the actual maximum use of the meeting and conference room space would be about half of the available space because the other space would be used for breakout sessions or preparation uses. Also, as noted in SRF's Bloomington Central Station Traffic Analysis Update, 50% of the restaurant use will be captive to the hotel and accounted for in either the hotel room or meeting room demand. Based on this, a reduced code-required parking requirement would be 514 parking spaces.

City Code Section 21.301(e) provides for a number of parking reduction flexibility measures:

- Proof of parking measures
- Shared parking between businesses and time of day
- Transportation Demand Management (TDM) Plan
- Enhanced linkages to mass transit
- Planned Development flexibility
- On-Street Parking

The BCS Hotel site plan shows a total of 320 surface parking spaces north and west of the hotel, including 8 accessible parking spaces and 39 tandem parking spaces. These tandem parking spaces will function as single loaded spaces until peak demand will require them to be used as valet parking spaces. Fourteen of these parking spaces along the north side of the hotel are permanent surface parking spaces and include all the required accessible parking spaces. The remaining 306 temporary surface parking spaces will be integrated into the development of the office building to the west and the parking ramp north of the hotel in the future.

The BCS Phase 2 (Hotel) Infrastructure Improvements Project will construct 25 on-street parking spaces. The total available parking for the BCS Hotel will be 345 parking spaces

Included with this application is a proof-of-parking plan for a 149-space temporary surface parking lot on the east side of 33rd Avenue South, around the north and east side of Mod B and the Boiler Plant. This plan demonstrates the ability to construct additional temporary parking spaces for the hotel development or other Bloomington Central Station land uses in the event that additional parking is required for the entire Bloomington Central Station site.

An Urban Land Institute (ULI) Shared Parking Analysis has been prepared to demonstrate the estimated parking demand for the BCS Hotel and adjacent Bloomington Central Station land uses. This analysis factors a number of demand adjustments based on a business hotel near an airport. According to this analysis, the adjusted peak demand is estimated for the hotel land use is 301. This analysis also shows overall BCS parking demand and availability of parking on site over the course of a typical day. Refer to the Bloomington Central Station – Hotel ULI Shared Parking Spreadsheet in the Attachments.

As noted in SRF's Bloomington Central Station Traffic Analysis Update, a 5% reduction in vehicular trips has been estimated due to the adjacent LRT transit line. The basis for this reduction is noted in SRF's Traffic Analysis Update. This transit linkage translates to a reduction in hotel parking demand. The hotel operator believes this is a very conservative number, considering the market this hotel is serving and the proximity to the Airport. The hotel operator will also operate a hotel shuttle for guests that are not comfortable with public transit, which further reduces parking demand at this site. Airport proximity, shuttle, and transit linkages demand adjustments are acknowledged in the ULI analysis as noted above.

City Code Section 21.301.06(c)(H) requires parking islands at the end of each row of parking spaces. Because the surface parking lot for the BCS Hotel is temporary, the northerly parking lot islands are proposed to be striped. This will require a deviation from the code through the Planned Development approval.

H. TRAFFIC

McGough Development has retained SRF Consulting Group, Inc. to prepare a traffic analysis update to the Bloomington Central Station Traffic Study – Hotel Development, dated December 27, 2007. These two documents take into consideration the overall BCS Traffic Study that SRF prepared in on October 28, 2004 and approved as a condition of the Revised Preliminary Development Plan Approval in 2004, as well as the Revised Preliminary Development Plan for the Bloomington Central Station Traffic Study Memo, dated December 16, 2005.

SRF prepared an updated Trip Generation for the current BCS Hotel project. Using a 5% LRT trip reduction applied to the hotel land use and a 50% multi-use trip reduction for the restaurant land use, the trip generation was relatively the same as the December 2007 study. There were a few less AM peak hour trips.

SRF also collected updated intersection turning movement counts for AM and PM peak hours at the American Boulevard/33rd Avenue/International Drive intersection. SRF looked at 2010 intersection counts that were available for the American Boulevard/34th Avenue intersection. SRF compared these turning movement counts with the 2010 projected counts in the 2007 Traffic Study and a majority of the intersection movements are relatively the same or lower than 2010 projections. Some individual movements were higher.

Based on the updated data collections and the trip generation, it is expected that future build conditions with the proposed hotel development will be similar to the 2010 build conditions in the 2007 Traffic Study with all key intersections operating at an acceptable overall level of service D or better during the peak hours. The update noted that there may be significant queues on American Boulevard that spill back to the American Boulevard/33rd Avenue/International Drive intersection during the PM peak hour. Refer to the SRF's Bloomington Central Station Traffic Analysis Update – Hotel Development, dated February 27, 2013, in the Attachments.

I. BCS PHASE 2 (HOTEL) INFRASTRUCTURE IMPROVEMENTS PROJECT

The City of Bloomington will hire Kimley-Horn and Associates, Inc. to design and will publically bid the construction of the BCS Phase 2 (Hotel) Infrastructure Improvements Project, City Project No. 2013-304. These improvements include:

- Publicly bid roadway, streetscape, and utility project
- 33rd Avenue South street, utilities, and streetscape, from LRT to American Boulevard
- 81st Street East street, utilities, and streetscape, between 33rd Avenue and 31st Avenue South

The proposed schedule for the BCS Phase 2 (Hotel) Infrastructure Improvements Project is as follows:

City Council Approves Feasibility Study, Accepts Petition and Orders Project	March 18, 2013
Commence Design	March 19, 2013
Complete 60% Plans and Submit for Review	April 19, 2013
Begin Review of 60% Plans	April 22, 2013
Complete review of 60% Plans (2 weeks)	May 3, 2013
Complete 90% Plans and Specs and Submit for Review	May 24, 2013
Begin Review of 90% Plans and Specs	May 28, 2013

Complete Review of 90% Plans & Specs (2 weeks)	June 7, 2013
Complete Final Plans & Specs and Submit for Review	June 21, 2013
Begin Review of Final Plans and Specs	June 24, 2013
Complete Review of Final Plans and Specs (2 week)	July 5, 2013
Complete Final Plans and Specs	July 12, 2013
Commence Permitting	July 12, 2013
City Council Approves Plans and Bid Schedule	July 15, 2013
Issue Final Plans and Specifications	July 16, 2013
Project Advertised in Sun Current	July 25, Aug 1 and Aug 8, 2013
Project Advertised in Finance and Commerce	July 25, Aug 1 and Aug 8, 2013
Receive Bids	August 16, 2013
City Council Award of Contract	August 19, 2013
Compete Permitting	September 13, 2013
Notice to Proceed and Begin Construction Stage 1	September 17, 2013
Complete Stage 1 Construction	November 15, 2013
Commence Stage 2 Construction	May 5, 2014
Complete Stage 2 Construction	August 29, 2014

J. STORM WATER MANAGEMENT

The proposed storm water management plan for the proposed BCS Hotel improvements is consistent with the approved Overall Storm Water Management Summary for Bloomington Central Station, which was last revised on March 15, 2006 for consistency with the proposed conditions of the Central Station Park. In addition to following this overall plan, the proposed storm water treatment and conveyance systems design followed the current City of Bloomington design standards, including:

- Sizing of all new storm sewers to accommodate the 10-year storm event.
- Limiting pond discharge to pre-development runoff rates.
- Designing treatment facilities to treat to NURP standards.

The northerly portion of the BCS Hotel site, consisting of mostly the temporary surface parking lot, drains to the northwest corner of the parking lot where it is collected in catch basins and conveyed to a surface bio-infiltration swale. Vegetated side slopes along the swale provide biological pre-treatment while existing sandy soils allow for high rates of infiltration and volume reduction. The swale extends beyond the BCS Hotel property to the west where it travels in a clockwise direction around the existing Xcel Energy electrical switches then follows along the sidewalk adjacent to American Boulevard. Storm water discharges from the swale and enters into an existing infiltration area. There is a control structure that ultimately discharges to the public storm sewer system in American Boulevard. This drainage pattern is consistent with the current drainage of the former General Dynamics East and West building sites that was graded with City Project No. 2008-305. This drainage pattern is also consistent with the planned drainage for the office building and parking ramp that will occupy this site in the future. This storm sewer design was approved with the revised Preliminary Development Plan approval in 2006.

The southerly portion of the BCS Hotel site, including the service drive and surface parking immediately north of the Hotel, as well as the surface parking on the west side of the Hotel, surface drains to catch basins that tie into storm sewer being constructed with the BCS Phase 2 (Hotel) Infrastructure Improvements Project. This storm water is ultimately conveyed to the detention basin located at the southwest corner of the overall Bloomington Central Station development. To separate the north lot from the rest of the site, a ridge line is proposed along the north side of the landscaped islands. This allows for

future phases to be completed without altering the overall storm water management plan, as the location of the ridge is located where the south face of the future parking garage would be constructed.

The BCS Hotel storm water management analysis is summarized in the BCS Hotel Stormwater Management Summary Technical Memorandum, dated February 27, 2013, included in the Attachments.

K. LIGHTING

The exterior lighting for the Bloomington Central Station Hotel shall comply with the current edition of the City Code, Section 21.301.07 for Bloomington, MN. All exterior lighting shall be approved by the City of Bloomington Planning Division prior to installation. City submittal shall include all items required by the City Code including initial and maintained lighting photometric plans, light fixture cut sheets, lighting control information, energy code calculations, and shall be signed by a Lighting Certified (LC) or Professional Engineer (PE).

Area light fixtures and bollards shall be fully shielded, flat lens with 90 degree cut-off. Canopy lighting shall be recessed with a flush lens. Building mounted lights shall also be fully shielded. The maximum mounting height for all fixtures is 33' including base. Concrete bases located in landscaping or raised islands shall be exposed 6" above grade; bases located on surface parking lots shall be exposed 30" above grade. The maximum initial light output is 50,000 lumens. The color rendition index for all lights shall be greater than 50 CRI and the color temperature shall greater than 2,500K. Color changing lighting is not permitted. Lighting shall be automatically controlled for dusk to dawn operation.

The parking lot lighting levels shall be a minimum of 2 foot candles maintained at the surface and 1 foot candle maintained within 25' of the perimeter. The maximum/minimum uniformity ratio shall be no greater than 10:1. The 25' parking perimeter is exempt from this calculation. For property lines not bordering a City street, the maximum lighting level shall not exceed 1 foot candle. Primary entrances shall be at least 10 foot candles within 15' of the entrance. Secondary entrances shall be at least 2 foot candles within 5' of the entrance. Pedestrian access from primary entrances shall be at least 3 foot candles within 30' of door.

The parking lot shall be illuminated with fully shielded, flat lens, 90 degree cut-off, metal halide shoebox style fixtures mounted on poles with concrete bases. The overall height of the fixture shall not exceed 33' high. Pedestrian walkways along the west side of the building shall be lit with decorative, metal halide fixtures mounted on 16' poles. The pedestrian walkways along the north side of the building shall be lit with building mounted fixtures that match the decorative pole mounted fixtures. Secondary entrances and utility areas shall be lit with building mounted, full cut-off, LED wall packs. The bar and restaurant patios shall be lit with either low-level, building mount fixtures, bollards, or a combination of both. The restaurant patio may also have low-wattage LED overhead trellis lighting. Flush mounted canopy lights shall illuminate the covered entrance.

Additional street lighting is planned for this site under a separate BCS Phase 2 (Hotel) Infrastructure Improvements Project. The lights will be located in the public right of way along the north side East 81st Street and on both sides of 33rd Avenue South. The new street lights planned for East 81st Street and 33rd Avenue South will be the Selux Arc Mini on 16-foot poles to match the BCS Hotel site and nearby Reflections site. Currently, there are no street lights through this stretch of 33rd Avenue South.

L. UTILITIES

1. Sanitary Sewer

The BCS Phase 2 (Hotel) Infrastructure Improvements Project proposes to construct 8", 10" 12", and 15" PVC sanitary sewer in proposed 33rd Avenue South. This sanitary sewer lateral will connect to an

existing 18" sanitary sewer trunk main in the center of American Boulevard East, which flows westerly. This sanitary sewer design was approved with the revised Preliminary Development Plan approval in 2006.

The proposed 12" PVC SDR 26 sanitary service to the BCS Hotel is located on the southeast side of the building. The proposed grease interceptor for restaurant waste will be designed by the mechanical engineer and will be located within the building, as permitted by code.

Kimley-Horn will work with the MCES to determine the appropriated number of SAC units the BCS Hotel will require. Kimley-Horn estimates a total of 187 SAC units will be required. The Bloomington Central Station project has a total SAC Credit of 568 SAC units that were determined when the MOD C and General Dynamics buildings were demolished in 2008 and 2009. Bloomington Central Station, LLC has the option of applying these SAC credits to this project.

2. Watermain

The BCS Phase 2 (Hotel) Infrastructure Improvements Project proposes to construct 12" DIP water main in proposed 33rd Avenue South. This water main lateral will connect to existing 12" DIP water main in 33rd Avenue South at the LRT tracks with an existing 12" trunk water main in the center of American Boulevard East. A 6" domestic and 8" fire service stubs will be installed to the 33rd Avenue South right-of-way line near the northeast corner of the hotel. This project will also install five fire hydrants which will provide fire department coverage to the south and east sides of the hotel. This water main design was approved with the revised Preliminary Development Plan approval in 2006.

The proposed services for the hotel consist of a 6" DIP domestic water main service and an 8" DIP fire water main service. These services will enter the mechanical room of the hotel on the lower level at the northeast corner, just west of the loading dock. An 8" DIP water main will extend to the northwest corner of the hotel for an additional on-site fire hydrant. This 8" DIP water main will extend in the future to provide a loop between 33rd Avenue South and 31st Avenue South, when the office building and parking ramp are constructed.

3. Storm Sewer

The BCS Phase 2 (Hotel) Infrastructure Improvements Project proposes to construct 15", 21", and 24" RCP storm sewer in proposed 33rd Avenue South. This storm sewer system will connect to an existing 24" RCP stub at the northeast corner of Bloomington Central Station Park. This storm sewer system was designed to accommodate drainage from 33rd Avenue South as well as the drainage from a large part of the hotel site and the residential site to the east of 33rd Avenue South. This storm water is ultimately conveyed to the detention basin located at the southwest corner of the overall Bloomington Central Station development. Additional storm sewer will be constructed in East 81st Street. This storm sewer design was approved with the revised Preliminary Development Plan approval in 2006.

The proposed storm sewer services for the hotel consist of a 15" RCP stub at the northeast corner of the hotel that will provide drainage for the access drive and limited surface parking immediately north of the hotel. The 12" PVC building roof drain system will connect to stub provided at a catch basin in 33rd Avenue South at the southeast corner of the hotel. The temporary surface parking located west of the hotel will drain to a 15" HDPE stub provide at a catch basin in East 81st Street.

4. Private Utilities

The proposed BCS Hotel development will require private utility services including electricity, natural gas, telephone communications/internet, or cable TV/internet. Conduits will be provided to logical locations as required. McGough Development and Kimley-Horn have not yet met with the major private

utility companies that serve this development. These utility companies are responsible for designing their systems. They are as follows:

Xcel Energy	Electricity	Contact: Joe Jolicoeur
CenterPoint Energy	Natural Gas	Contact: Mary Lou Watson
CenturyLink Communications	Telephone/Internet	Contact: Jim Pauluk
Time Warner Cable	Cable TV/Internet	Contact: Kelly Doonan

M. MODIFY CONDITION OF APPROVAL

A second Development Application for BCS Hotel includes a request to modify a condition of approval from the Revised Preliminary Development Plan Approval for Bloomington Central Station, Case 2830CD-05, approved at the City Council on February 6, 2006.

Condition No. 6 from Case 2830CD-05 reads as follows:

“6. Modified Urban Design Guideline Plan, including Case 2830C-05 approved revisions, outlining principles of physical, function, visual and architectural integration to be submitted and approved by the Director of Community Development to be utilized in the review and assessment of individual Final Development Plans requests;”

According to the City, there is no evidence that the Modified Urban Design Guideline Plan, more accurately labeled the “Bloomington Central Station Master Plan Summary and Design Guidelines” has been formally approved (administratively) by the Director of Community Development. The City is possession of a version that is stamped “draft” and is dated May 4, 2005.

Because Bloomington Central Station, LLC is concerned about the time it would take to obtain approval of these guidelines, requiring a thorough review, we propose to modify the Condition of Approval No. 6 from Case 2830CD-05 to read as follows:

“6. Final Development Plans requests shall be consistent with the “Bloomington Central Station Master Plan Summary and Design Guidelines”, including Case 2830C-05 approved revisions, to ensure physical, functional, visual and architectural integration of individual development phases.”

The justification for this request is as follows:

- Since original Preliminary Development Plan for Bloomington Central Station was approved, the City formally adopted the HX-R Zoning District, which incorporates many of the concepts and standards proposed in the design guidelines.
- Design guidelines work best to establish a framework of principles to strive for rather than specific standards for regulating development. Code requirements are required and guidelines are strong suggestions.
- Bloomington Central Station is a Planned Development. Final Development Plans for each development phase are reviewed by the Planning Commission and City Council for conformance with the approved Preliminary Development Plan. This process allows for flexibility. It also allows for updates due to changes in practices, materials, and attitudes.

- Bloomington Central Station, LLC is committed to the principles and character of the design guidelines that we developed, with the City, for this development. We intend to use them as a tool to compare any Final Development Plans to the design intent envisioned in the approved Preliminary Development Plan. These guidelines so not need to be formally approved at this time.

N. ATTACHMENTS (to the Project Narrative)

1. Bloomington Central Station – Hotel ULI Shared Parking Spreadsheet (submitted under separate cover on Monday, March 18, 2013)
2. Bloomington Central Station Traffic Analysis Update – Hotel Development, prepared by SRF Consulting Group, Inc., dated February 27, 2013 (Marie Cote of SRF is working with Tom Bowlin on comments made to this update memo – to be submitted after March 18, 2013 under separate cover)
3. Bloomington Central Station Traffic Study – Hotel Development, prepared by SRF Consulting Group, Inc., dated December 27, 2007
4. BCS Hotel Stormwater Management Summary Technical Memorandum, dated February 27, 2013
5. Site Lighting Cut Sheets from Parsons Corporation

Attachments

MEMORANDUM

TO: Mark Fabel
MCGOUGH DEVELOPMENT

FROM: Marie Cote, PE, Principal

DATE: February 27, 2013

SUBJECT: BLOOMINGTON CENTRAL STATION TRAFFIC ANALYSIS UPDATE – HOTEL DEVELOPMENT

INTRODUCTION

As requested, SRF has completed a traffic analysis update for the proposed hotel development located in the southwest quadrant of American Boulevard and 33rd Avenue/International Drive on the existing Bloomington Central Station site (see Figure 1 - Project Location). The main objective of the analysis update is to compare Bloomington Central Station development plan changes, current peak hour counts and trip generation estimates to previous results summarized in the *Bloomington Central Station Traffic Study – Hotel Development* (December 2007).

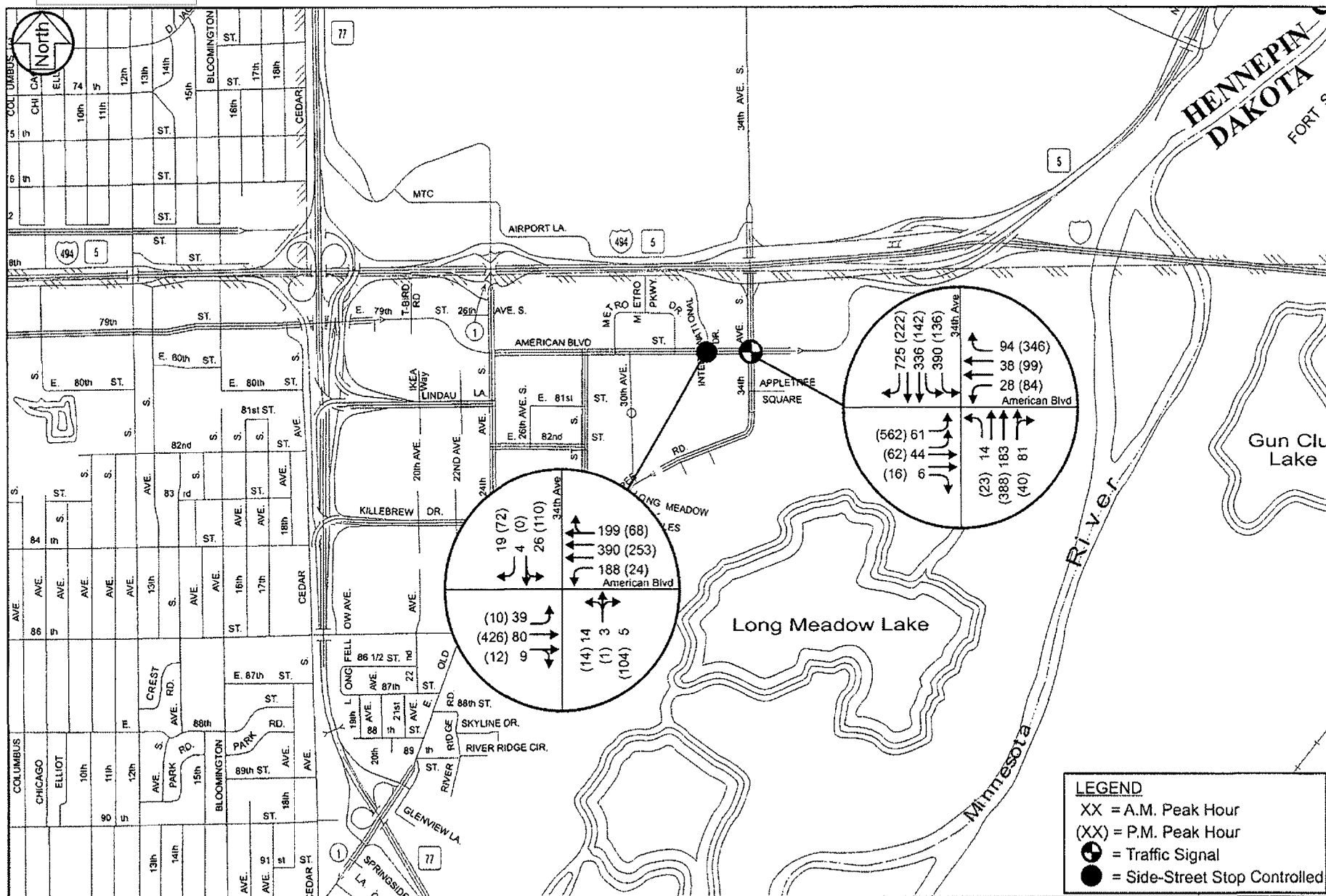
EXISTING CONDITIONS

Intersection turning movement counts were collected during the a.m. and p.m. peak hours at the American Boulevard/33rd Avenue/International Drive intersection in December 2012. Previous 2010 intersection counts were available for the American Boulevard/34th Avenue intersection. A comparison of the current peak hour turning movement counts (see Figure 2) at the American Boulevard/33rd Avenue/International Drive and American Boulevard/34th Avenue intersections with the 2010 projections in the December 2007 study was made. Results of this comparison indicate the following:

- The 2010 projections include development changes, including the additional trips generated for the proposed hotel.
- A majority of the intersection movements are relatively the same or lower than the 2010 projections.
- At the American Boulevard/34th Avenue intersection, there are approximately 90 more cars traveling southbound 34th Avenue in the morning peak hour and northbound 34th Avenue in the evening peak hour.



Figure 1



- At the American Boulevard/33rd Avenue/International Drive intersection, there are approximately 70 and 110 more cars traveling westbound American Boulevard in the morning and evening peak hour, respectively.
- At the American Boulevard/33rd Avenue/International Drive intersection, there are approximately 80 more cars traveling eastbound American Boulevard in the evening peak hour.

Results of the existing conditions analysis from the December 2007 study indicated that all key intersections operate at an acceptable overall LOS D or better during the peak hours, with existing traffic controls and geometric layout. Even though the American Boulevard/34th Avenue intersection operated at acceptable levels of service, significant queues developed on the west approach, spilling back to the American Boulevard/33rd Avenue/International Drive intersection approximately two minutes during the p.m. peak hour.

Based on observations made in December 2012, the eastbound queue occasionally spilled back into the American Boulevard/33rd Avenue/International Drive intersection between 4:15 and 5:00 p.m. However, the eastbound queue continuously spilled back into the American Boulevard/33rd Avenue/International Drive intersection between 5:05 and 5:15 p.m. This is due to the heavy eastbound left-turn movement of approximately 560 vehicles, which is relatively the same as in 2005. In addition, a comparison of the current intersection counts at the American Boulevard/33rd Avenue/International Drive intersection with the previous 2005 counts indicate that the movements to and from the side-street approaches of 33rd Avenue and International Drive have remained consistent or decreased over time.

PROPOSED DEVELOPMENT

Since the original *Bloomington Central Station Traffic Study* (October 2004) was completed, various changes to the preliminary development plan have been made, as summarized below:

- October 2004 (original) proposal – 1,103 residential units, 225,100 square feet of retail, 200 hotel rooms, 1,970,350 additional square feet of office and a park-and-ride
- December 2005 proposal – no change in residential units, a decrease of 21,000 square feet of retail, an increase of 150 hotel rooms and a decrease of 114,700 square feet of office, when compared to the 2004 proposal
- December 2007 proposal – a decrease of 47 hotel rooms (resulting in 303 hotel rooms), when compared to the 2005 proposal

Based on the December 2007 study results, no significant traffic impacts were expected with the proposed development of a 303-room hotel and a 5,157 square foot restaurant, as all intersections were expected to operate at acceptable levels of service during the a.m. and p.m. peak hours. Significant queues were expected to continue to develop on the west approach during the p.m. peak hour, impacting the American Boulevard/33rd Avenue/International Drive intersection for approximately four minutes during the p.m. peak hour.

Mr. Mark Fabel

- 5 -

February 27, 2013

Currently, the proposed development consists of 302 hotel rooms with a 5,429 square foot restaurant and 2,018 square foot lounge/lobby bar (see Figure 3). There are no other development changes to the Bloomington Central Station plan since the December 2007 study.

TRIP GENERATION

Trip generation estimates for the weekday a.m. and p.m. peak hours and on a daily basis were calculated for the proposed hotel based on trip generation rates from the 2011 ITE Trip Generation Reports. A five percent LRT trip reduction was applied to the hotel land use and a 50 percent multi-use trip reduction was applied to the restaurant land use. These reductions are consistent with the *Bloomington Central Station Traffic Study* (October 2004). Trip generation estimates are displayed in Table 1, which are relatively the same as the December 2007 study. In addition, the person capacity for the meeting and banquet room space of 12,420 square feet is 828 persons.

Table 1
Trip Generation Estimates

Development	ITE Land Use Code	Size	Daily Trips	A.M. Peak Hour		P.M. Peak Hour	
				In	Out	In	Out
Hotel ⁽¹⁾	310 ⁽³⁾	302 rooms	2,344	90	63	88	84
Restaurant/Lounge ⁽²⁾	931	7,447 SF	335	2	1	19	9
Total			2,679	92	64	107	93

⁽¹⁾ A LRT reduction of 5 percent was assumed for hotel land use.

⁽²⁾ A 50 percent multi-use reduction was assumed for restaurant land use.

⁽³⁾ Trip generation estimates for ITE Land Use Code 310 (Hotel) include restaurant, lounges, meeting and banquet room space. Therefore, trip generation estimates are conservative.

STUDY CONCLUSIONS

Based on the updated data collection and trip generation estimates, it is expected that future build conditions with the proposed hotel development will be similar to the year 2010 build conditions in the December 2007 study with all key intersections operating at an acceptable overall LOS D or better during the peak hours. Significant queues will continue to spill back to the American Boulevard/33rd Avenue/International Drive intersection during the p.m. peak hour.

A detailed traffic analysis similar to the *Bloomington Central Station Traffic Study* (October 2004) is recommended once the residential, retail or office component of the site moves forward. At this time, it is likely that the DDI, Lindau Lane grade separation/extension and 30th Avenue project will be constructed and the shift in travel patterns will be accounted for in the updated operations analysis.

SRF No. 0076314

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MEMORANDUM

TO: Mark Fabel
MCGOUGH DEVELOPMENT

FROM: Marie Cote, PE, Principal
Joshua Maus, PE, PTOE, Senior Engineer

DATE: December 27, 2007

SUBJECT: BLOOMINGTON CENTRAL STATION TRAFFIC STUDY - HOTEL DEVELOPMENT

INTRODUCTION

The purpose of this study is to evaluate the traffic impacts at key intersections and recommend improvements necessary to support the proposed hotel development located on the south side of American Boulevard on the existing Bloomington Central Station site (see Figure 1 - Project Location). This study includes a weekday a.m. and p.m. peak hour operations analysis under existing and year 2012 build conditions. It will also take into consideration the previous *Bloomington Central Station Traffic Study* (October 2004), prepared by SRF Consulting Group, Inc.

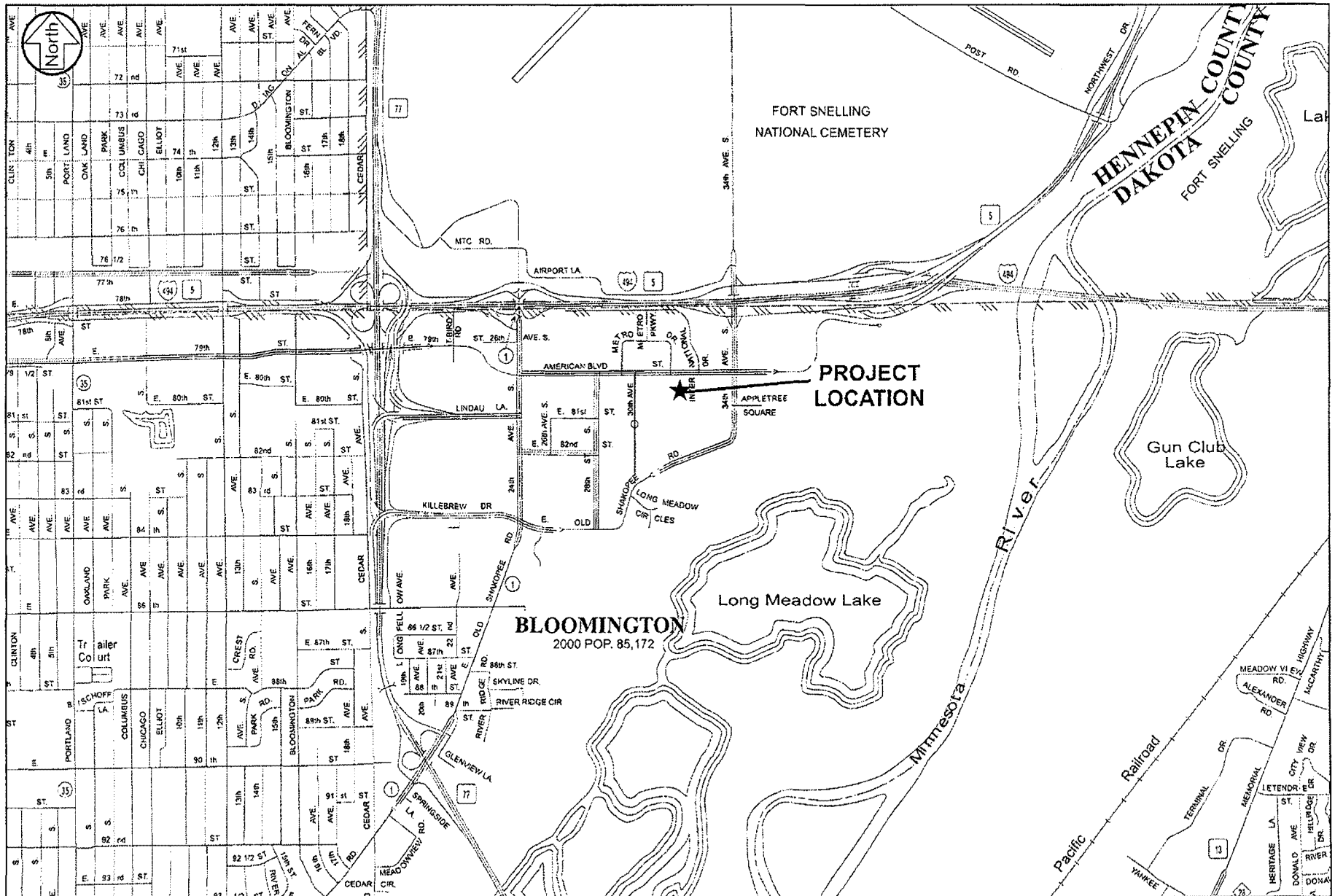
The existing conditions analysis from the original *Bloomington Central Station Traffic Study* was completed using traffic data from year 2002 and 2004. At the time of the analysis, the Light Rail Transit (LRT) was not operational. However, LRT operations were included in the traffic modeling. The assumptions used to replicate LRT operations were confirmed once LRT became operational in December 2004.

Traffic counts were collected in May 2005 as part of the *Mall of America Phase II Traffic Study* (September 2006). Based on the counts collected at the intersection of American Boulevard/34th Avenue, peak hour volumes were approximately 20 percent less than volumes collected in 2004. During the p.m. peak hour, the southbound left-turn volume at the intersection of American Boulevard/33rd Avenue/International Drive is approximately 40 percent less than volumes collected in 2004. During the time between the two data collection dates, the following major changes occurred in the area:

- LRT Operations
- Opening of the 28th Avenue Park-n-Ride (527 stalls)
- Removal of the buildings in the RPZ block

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PROJECT LOCATION

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Figure 1

EXISTING CONDITIONS

For existing conditions, the year 2005 traffic volumes from the *Mall of America Phase II Traffic Study* were used as the base model. Traffic operations for existing conditions were analyzed at the following key intersections:

- American Boulevard/33rd Avenue/International Drive
- American Boulevard/34th Avenue

Current traffic controls include signalization at the intersection of American Boulevard/34th Avenue and side-street stop control at the intersection of American Boulevard/33rd Avenue/International Drive. Year 2007 peak hour turning movements were developed by factoring year 2005 counts at a background growth rate of one-half percent per year. In addition, trip generation estimates were developed and distributed to the key intersections for the following changes in development since year 2005:

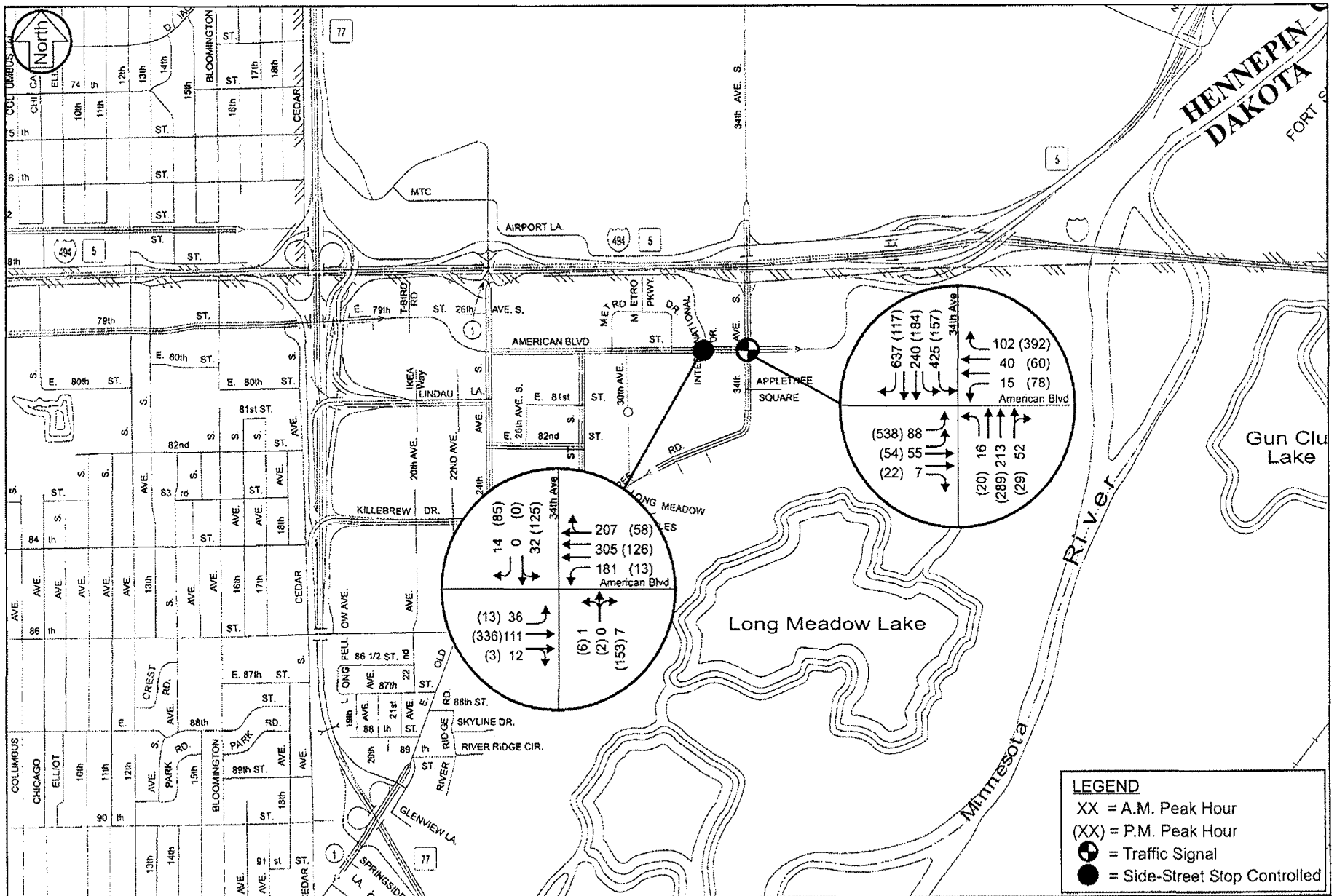
- Construction of the Reflections condominiums (70% occupied)
- Removal of single family residential on Long Meadow Circle
- Removal of apartment buildings in the southeast quadrant of 24th Avenue/Old Shakopee Road

The Summit Hotel properties located just north of American Boulevard on Metro Drive consist of two hotels totaling 263 rooms. The first hotel just recently opened and the second hotel will open in the near future. The traffic generated by these hotels is not included in the existing analysis. However, the future year analysis will include traffic generated by this development.

An operations analysis was conducted for the weekday a.m. and p.m. peak hours at each of the key intersections to determine how traffic currently operates within the project area. The intersections were analyzed using the Synchro/SimTraffic software. Existing geometrics, traffic controls and peak hour traffic volumes for key intersections are shown in Figure 2.

The operations analysis identifies a Level of Service (LOS) which indicates the quality of traffic flow through an intersection. Intersections are given a ranking from LOS A through LOS F. LOS A indicates the best traffic operation, with vehicles experiencing minimal delays. LOS F indicates an intersection where demand exceeds capacity, or a breakdown of traffic flow. LOS A through D are generally considered acceptable by drivers. LOS E indicates that an intersection is operating at, or very near its capacity, and that vehicles experience substantial delays.

For the analysis of side-street stop controlled intersection of American Boulevard/33rd Avenue/International Drive, the operations can be described in two ways. First, the overall intersection level of service is documented, which provides the average delay per vehicle for all approaches. In addition, it is important to indicate the level of service on the side-street approach. It is typical of intersections with higher mainline traffic volumes to experience high levels of delay (poor levels of service) on the side-street approaches, but an acceptable overall intersection level of service during the peak periods.



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EXISTING CONDITIONS

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Figure 2

Results of the analysis shown in Table 1 indicate that all key intersections operate at an acceptable overall LOS D or better during the existing peak hours, with existing traffic controls and geometric layout.

Table 1
Existing Peak Hour Capacity Analysis
Level of Service Results

Intersection	Level of Service	
	A.M. Peak Hour	P.M. Peak Hour
American Boulevard/33rd Avenue/International Drive *	A/C	A/B
American Boulevard/34th Avenue	C	D

* Indicates an unsignalized intersection. The overall LOS is followed by the worst approach LOS.

Even though the intersection of American Boulevard/34th Avenue operates at acceptable levels of service, significant queues develop on the west approach during the p.m. peak hour. Queues spill back to the intersection of American Boulevard/33rd Avenue/International Drive approximately two minutes during the p.m. peak hour. The calculated maximum queue for this approach is 675 feet, which is approximately 175 longer than current storage. These queues are created by poor lane utilization of the dual left-turn lanes and delay created by LRT operations.

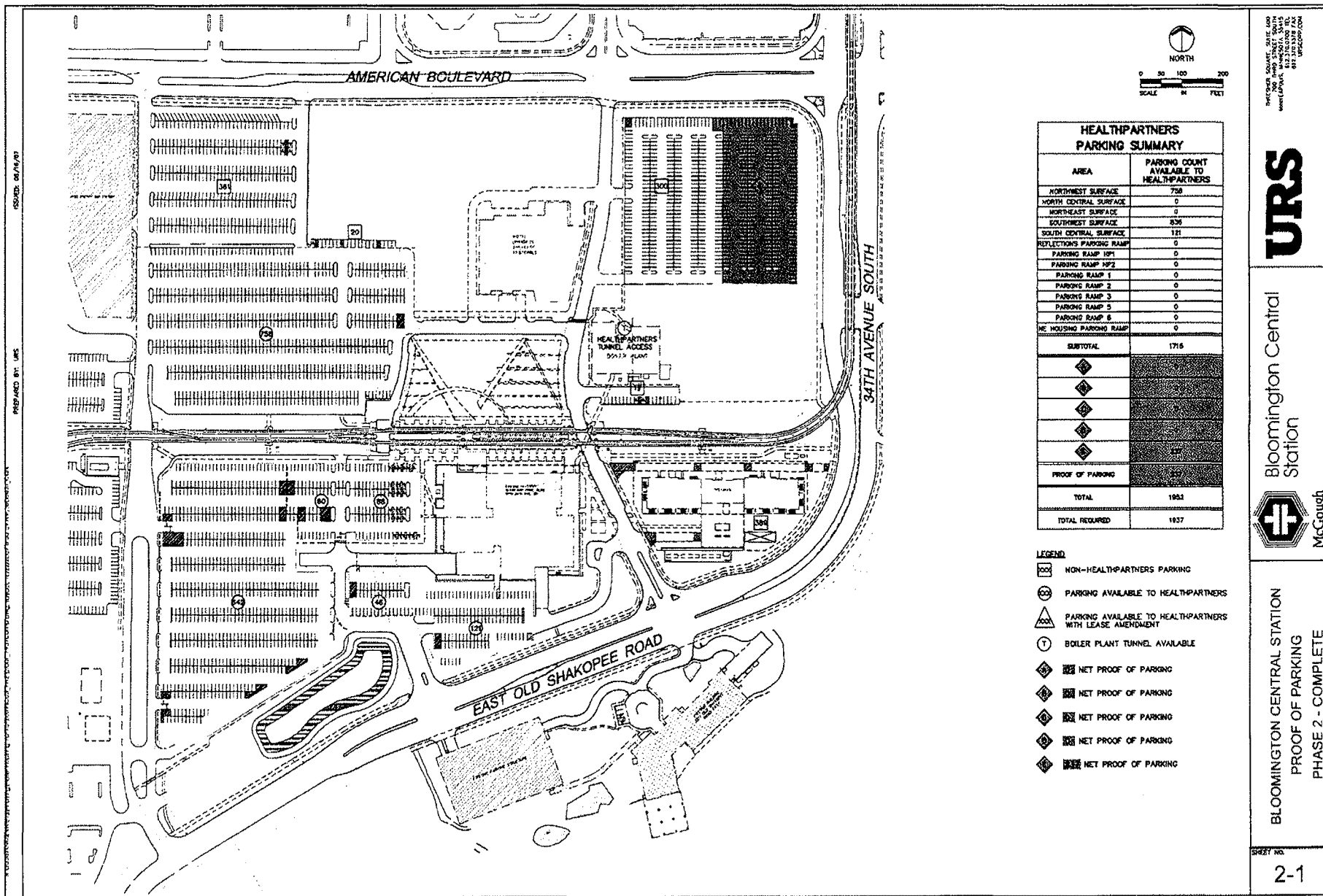
PROPOSED DEVELOPMENT

The original *Bloomington Central Station Traffic Study* (October 2004) documented that the hotel development would consist of 200 rooms, with 6,000 square feet of retail. In December 2005, the preliminary development plan (PDP) submitted to the City consisted of a 350-room hotel, with 5,000 square feet of retail. At this time, an update to the study was completed by SRF that documenting land use changes and traffic volume differences at key intersections. The revised PDP consisted of the following changes from the original traffic study:

- A reduction of 114,700 square feet of office development
- No change in the amount of residential units
- A reduction of 21,000 square feet of retail development
- An increase of 150 hotel rooms

Based on the analysis of new trip generation estimates and projected turning movement volumes at key intersections, no significant traffic impacts were expected with the land use assumptions listed in the PDP submitted to the City.

Currently, the proposed development consists of a 303-room hotel located on the south side of American Boulevard on the Bloomington Central Station site. Construction is scheduled to be completed in year 2009. New trips generated by the hotel are expected to access the site using the intersections of American Boulevard/33rd Avenue and East Old Shakopee Road/33rd Avenue. The location of the proposed hotel is displayed in Figure 3.



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SITE PLAN

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Figure 3

TRIP GENERATION AND DISTRIBUTION

Trip generation estimates for the weekday a.m. and p.m. peak hours and on a daily basis were calculated for the proposed hotel based on trip generation rates from the 2003 ITE Trip Generation Reports. A five percent LRT trip reduction was applied to the hotel land use and a 50 percent multi-use trip reduction was applied to the restaurant land use. These reductions are consistent with the *Bloomington Central Station Traffic Study*. Trip generation estimates are displayed in Table 2.

Table 2
Trip Generation Estimates

Development	ITE Land Use Code	Size	Daily Trips	A.M. Peak Hour		P.M. Peak Hour	
				In	Out	In	Out
Hotel ⁽¹⁾	310 ⁽³⁾	303 rooms	2352	99	63	90	80
Restaurant ⁽²⁾	814	5,157 SF	328	16	14	17	11
Total			2680	115	77	107	91

⁽¹⁾ A LRT reduction of 5 percent was assumed for hotel land use.

⁽²⁾ A 50 percent multi-use reduction was assumed for restaurant land use.

⁽³⁾ Trip generation estimates for ITE Land Use Code 310 (Hotel) include meeting and banquet rooms or convention facilities.

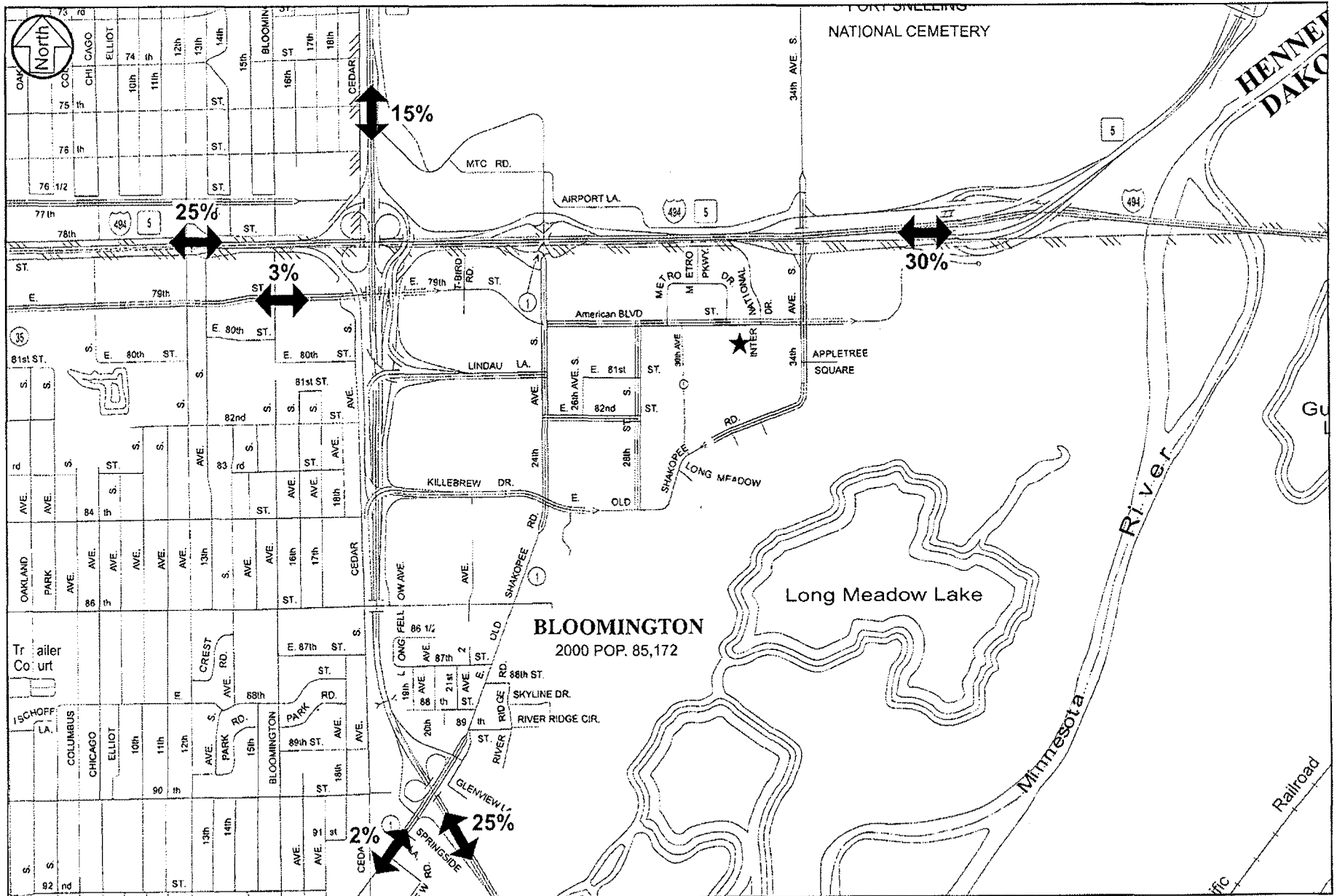
As shown in Figure 4, the directional trip distribution for the site-generated trips is consistent with the original *Bloomington Central Station Traffic Study*.

YEAR 2010 BUILD CONDITIONS

To determine how well the existing roadway system will accommodate year 2010 build traffic forecasts (see Figure 5), an operations analysis was conducted for the weekday a.m. and p.m. peak hours. A background growth rate of one-half percent per year was assumed for all traffic that passes through the study area. This growth rate is consistent with the *Bloomington Central Station Traffic Study*. The year 2010 build condition assumes that the following changes have occurred:

- Operation of the Summit Hotels (north side of American Boulevard)
- Operation of the LRT station at American Boulevard/34th Avenue
- Expansion of the 28th Avenue Park-n-Ride to 1450 stalls
- Humphrey Terminal expansion
- Removal of the General Dynamics building

Results of the analysis shown in Table 3 indicate that all intersections are expected to operate at acceptable levels of service during the a.m. and p.m. peak hours under year 2010 build conditions.



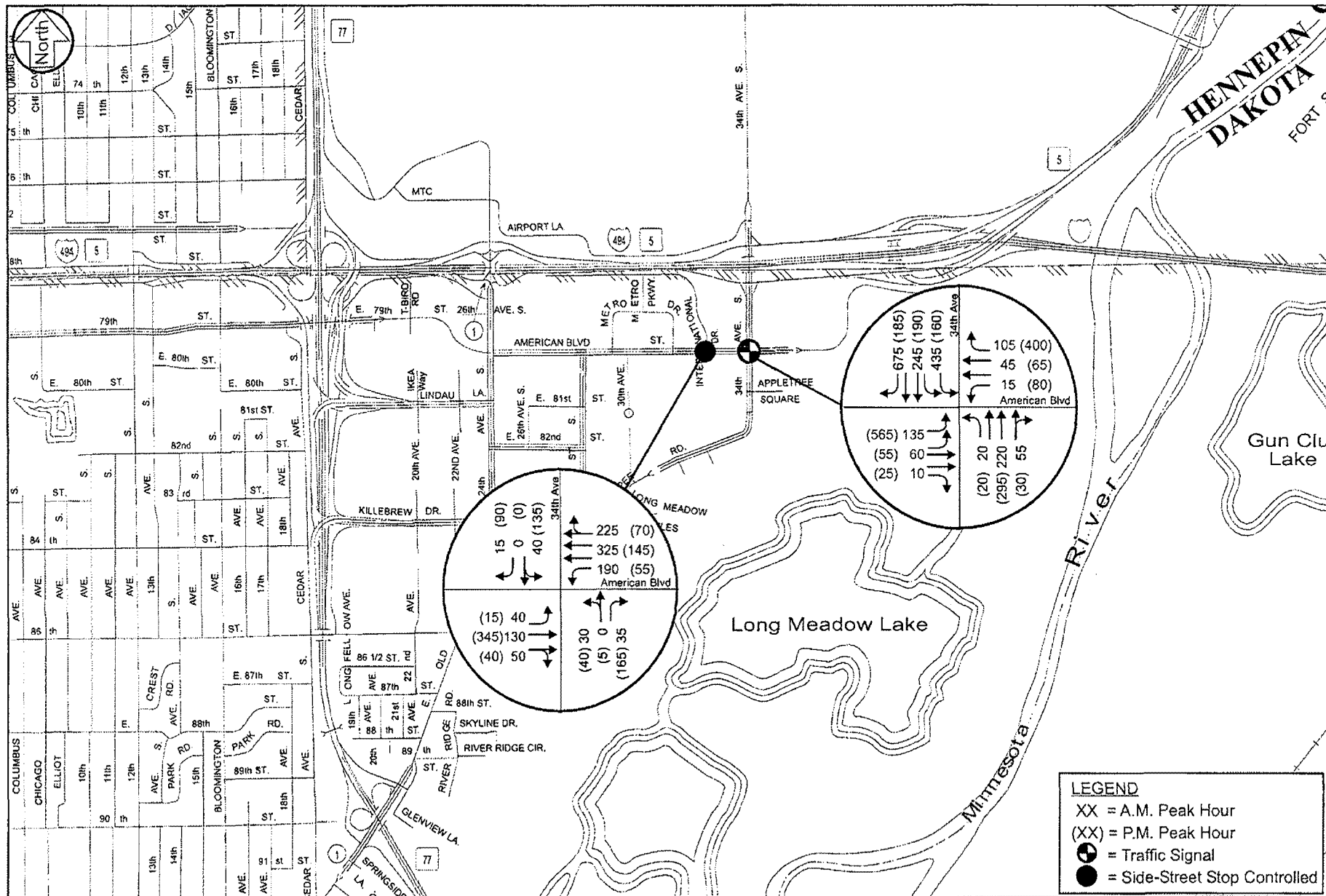
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DIRECTIONAL DISTRIBUTION

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Figure 4



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YEAR 2010 CONDITIONS

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Figure 5

Table 3
Year 2010 Build Peak Hour Capacity Analysis
Level of Service Results

Intersection	Level of Service	
	A.M. Peak Hour	P.M. Peak Hour
American Boulevard/33rd Avenue/International Drive *	A/C	A/D
American Boulevard/34th Avenue	D	D

* Indicates an unsignalized intersection. The overall LOS is followed by the worst approach LOS.

Even though the intersection of American Boulevard/34th Avenue is expected to operate at acceptable levels of service, significant queues will continue to develop on the west approach during the p.m. peak hour. Queues will spill back to the intersection of American Boulevard/33rd Avenue/International Drive for approximately four minutes during the p.m. peak hour. The calculated maximum queue for this approach is 730 feet, which is approximately 230 longer than current storage. These queues are created by poor lane utilization of the dual left-turn lanes and delay created by LRT operations.

Based on the analysis, year 2010 build conditions will be similar to existing conditions. The reason for this is that the reduction of the trips generated by General Dynamics is almost the same as the increase in trips generated by the proposed BCS hotel and the hotel developments north of American Boulevard.

FUTURE ADJACENT DEVELOPMENTS

Since the original *Bloomington Central Station Traffic Study* was completed in October 2004, the *Mall of America Phase II Traffic Study* (September 2006) and *Airport South Roadway Infrastructure Improvements Report* (January 2007) have been completed. These studies included land use changes for the study area (see Table 4). These land use changes will not occur within our year 2010 time frame. Therefore, these future developments were not included in the analysis.

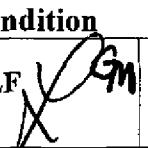
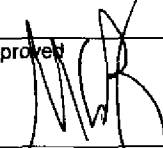
Table 4
Future Land Use Changes for Adjacent Developments

Development	BCS Land Use Assumptions	MOA Phase II Land Use Assumptions
Mall of America – Phase II	5.6 MSF Retail	5.6 MSF Mixed Use
Adjoining Lands	1.0 MSF Retail	547 KSF Office 274 KSF Retail
Kelley Property	650 KSF Office 931 Residential Units	1085 KSF Office
Robert Muir Property	750 KSF Office	419 KSF Office 479 Residential Units

STUDY CONCLUSIONS

- Based on the counts collected at the intersection of American Boulevard/34th Avenue, peak hour volumes were approximately 20 percent less than volumes collected in 2004. During the p.m. peak hour, the southbound left-turn volume at the intersection of American Boulevard/33rd Avenue/International Drive is approximately 40 percent less than volumes collected in 2004.
- Results of the existing conditions analysis indicate that all key intersections operate at an acceptable overall LOS D or better during the existing peak hours, with existing traffic controls and geometric layout. Even though the intersection of American Boulevard/34th Avenue operates at acceptable levels of service, significant queues develop on the west approach during the p.m. peak hour. Queues spill back to the intersection of American Boulevard/33rd Avenue/International Drive approximately two minutes during the p.m. peak hour. The calculated maximum queue for this approach is 675 feet, which is approximately 175 longer than current storage. These queues are created by poor lane utilization of the dual left-turn lanes and delay created by LRT operations.
- The proposed development consists of a 303-room hotel located on the south side of American Boulevard on the Bloomington Central Station site. Construction is scheduled to be completed in year 2009. The proposed development is expected to generate 192 trips during the a.m. peak hour along with 198 trips during the p.m. peak hour. New trips generated by the hotel are expected to access the site using the intersection of American Boulevard/33rd Avenue.
- Results of the year 2010 build conditions analysis shown in Table 3, indicate that all intersections are expected to operate at acceptable levels of service during the a.m. and p.m. peak hours. Even though the intersection of American Boulevard/34th Avenue is expected to operate at acceptable levels of service, significant queues will continue to develop on the west approach during the p.m. peak hour. Queues will spill back to the intersection of American Boulevard/33rd Avenue/International Drive for approximately four minutes during the p.m. peak hour. The calculated maximum queue for this approach is 730 feet, which is approximately 230 longer than current storage. These queues are created by poor lane utilization of the dual left-turn lanes and delay created by LRT operations.
- Based on the analysis, year 2010 build conditions will be similar to existing conditions. The reason for this is that the reduction of the trips generated by General Dynamics is almost the same as the increase in trips generated by the proposed BCS hotel and the hotel developments north of American Boulevard. Therefore, no geometric improvements are recommended with development of the Bloomington Central Station hotel.

Request for Council Action

Originator Community Development	Item Preliminary and Final Plat, Final Development Plan and Modification of Preliminary Development Plan Condition	# 5.2A1,2,3
Agenda Section HEARING/PUBLIC INPUT Development Business	By DLF 	Approved  Date May 6, 2013

Case 2830ABCD-13

GENERAL INFORMATION

Applicant: Bloomington Central Station, LLC
c/o McGough Development

Location: 8020 and 8060 33rd Avenue, and
3201 American Boulevard East

Request:

- A) Preliminary Development Plan change Condition of Approval #6 regarding Bloomington Central Station urban design guidelines
- B) Final Development Plan for a 302 room, eight story hotel with restaurant and conference rooms
- C) Preliminary Plat for BLOOMINGTON CENTRAL STATION 3RD ADDITION
- D) Final Plat for BLOOMINGTON CENTRAL STATION 3RD ADDITION

Existing Land Use and Zoning: Surface Parking /Vacant Land; zoned HX-R (High Intensity Mixed Use with Residential)

Surrounding Land Use and Zoning: North – Office Building; zoned CS-1 (Commercial Service)
West – Surface Parking; zoned HX-R (High Intensity Mixed Use)
South – Central Station Park; zoned HX-R (High Intensity Mixed Use)
East – Vacant/Boiler plant; zoned HX-R (High Intensity Mixed Use)

Comprehensive Plan: The Comprehensive Land Use Plan recommends South Loop Mixed Use for the property.

Council Action

Motion by _____ Second by _____ to _____

QUALITY SERVICES - AFFORDABLE PRICE

11_001 (12/04)

HISTORY

City Council Action: 10/06/08 -- Approved preliminary and final plat for BLOOMINGTON CENTRAL STATION 2ND ADDITION (Case 2830A-08)

City Council Action: 07/24/06 – Approved Revised Preliminary and Final Development Plan for temporary parking lot (Case 2830CD-06)

City Council Action: 07/24/06 – Approved Final Development Plan for Bloomington Central Station Park (Case 2830A-06)

City Council Action: 12/06/04 – Approved rezoning from CS-1(PD)(AR-17) to HX-R (PD)(AR-17) (Case 2830A-04)

City Council Action: 12/06/04 – Approved revised Preliminary Development Plan for Bloomington Central Station (Case 2830G-04)

CHRONOLOGY

Planning Commission Action: 04/25/13 – Recommended approval of:

- A) Modification to condition of approval number six in case file 2830CD-05, and
- B) Major Revision to Final Development Plans for a 302 room, eight story hotel with restaurant and conference rooms with 20 conditions and 16 Code requirements (Cases 2830AB-13)
- C) Preliminary plat; and
- D) Final plat of BLOOMINGTON CENTRAL STATION 3RD ADDITION with 5 conditions and 1 Code requirement (Cases 2830CD-13)

City Council Agenda: 05/06/13 –

DEADLINE FOR AGENCY ACTION

Application Date: 02/27/13
60 Days: 04/27/13
Extension Letter Mailed: Yes
120 Days: **06/26/13**

STAFF CONTACT

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dfields@ci.bloomington.mn.us

APPLICABLE REGULATIONS

Section 19.29 High Intensity Mixed Use with Residential
Section 21.501.03(e)(1-7) Final Development Plan
Section 22.05(d)(1-8) Preliminary Plat
Section 22.06(d)(1) Final Plat

PROPOSAL

The proposed Final Development Plan includes a 302-room hotel with 12,420 square feet of meeting and conference rooms, a 160 seat restaurant, and a 38 seat lobby coffee shop/bar.

The building will have eight stories and a basement for a total of 218,920 square feet and a total height of 87 feet (103 feet including elevator shaft). The project proposes two outdoor spaces - patio seating for the restaurant on the south side of the building and outdoor space for the ballroom pre-function area on the west side of the building.

The project provides 320 surface parking spaces north and west of the hotel. This lot is proposed to be temporary and will be replatted with a parking structure as part of a future office development, currently proposed as Phase 6 on the Bloomington Central Station Master Plan. The lot will include 39 tandem parking spaces that will function as single loaded spaces until peak demand periods when they will be used as valet parking spaces. A total of 25 street parking spaces will be constructed with the Infrastructure Improvements Project and will be available for hotel use.

The exterior materials will consist of colored pre-cast concrete panels on the guestroom tower, a combination of brick and stone cladding with large glazed areas on the building base, and darkly colored ribbed metal at the masses.

BACKGROUND

The Bloomington Central Station (BCS) Preliminary Development Plan was initially approved on December 6, 2004. The Preliminary Development Plan covered the entire 43 acre project. The entire site is proposed to be constructed in eleven phases, with the proposed hotel being phase two. At the same time, a Final Development Plan was approved for the first phase of housing, Reflections – two 17-story condominium towers with a total of 263 dwelling units. The BCS Development centers around the Bloomington Central Light Rail Transit

(LRT) Station, one of four Hiawatha LRT stations in the City of Bloomington. In 2006, City Council approved the Preliminary and Final Development Plan for Central Station Park, the primary open space focus within the Bloomington Central Station development. The 1.9-acre park is located south of the proposed hotel and features seating areas, garden rooms, water walls and fountains, paved and lighted walkways, and public art. The 2006 revision to the Preliminary Development Plan included an increase in size of the hotel development (phase two) from 200 rooms to 350 rooms north of the Central Station Park.

The purpose of a Preliminary Development Plan is to establish a basic development plan with respect to density, intensity, building layout and access. It ensures that development on multiple lots or over multiple phases work together. Individual buildings or improvements for future phases then require a Final Development Plan approval prior to construction. The purpose of the Final Development Plan is to establish a detailed development plan for the proposed development.

ANALYSIS

Land Use

The property is guided South Loop Mixed Use (SLMU) in the City's Comprehensive Plan consistent with the approved South Loop District Plan. The South Loop District Plan envisions high quality pedestrian and transit oriented development in this area. The site is zoned HX-R, High Intensity Mixed Use with Residential. A hotel is a permitted use in the HX-R zoning district. The preliminary development plan, approved in 2006, envisioned a 350 room hotel on the site. The Final Development Plan application for a 302 room hotel is consistent with the approved Preliminary Development Plan. The hotel relates well to the Central Station Park and future office and residential components.

The 218,920 square foot hotel building consists of 12,420 square feet of meeting and conference rooms, a 160 seat restaurant, and a 38 seat lobby coffee shop/bar on the main level. The 302 guest room tower includes a pool on the second level that overlooks 33rd Avenue. There will be three public entrances - the main hotel lobby entrance, a separate entrance for the restaurant, and a third entrance at the northwest corner of the building near the main parking lot.

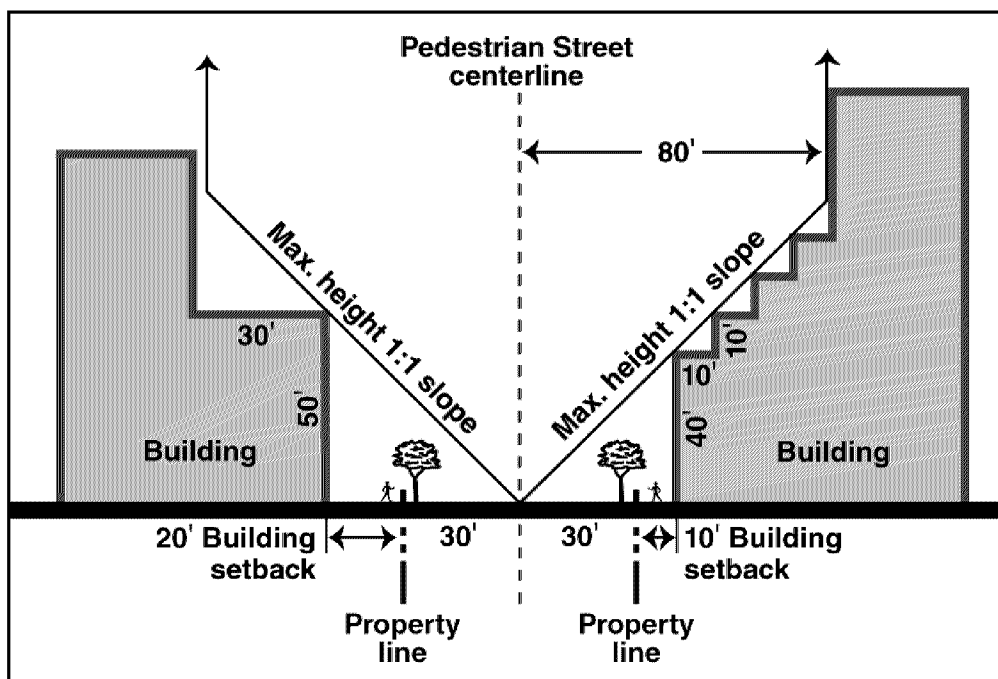
Code Compliance

Planned developments allow for flexibility to City Code standards if the applicant can demonstrate that the project meets the findings and the City Council determines the flexibility provides public benefit. The Bloomington Central Station site will be developed in phases. It is important to note that the code requirements listed below are requirements for the entire BCS site and each phase alone may not meet the code requirement. Table 1 below compares the code requirements for HX-R and the proposed requests.

incorporated building step backs, variations in building materials and landscaping along 33rd Avenue. The South façade includes the main entrances for the hotel and a separate entrance for the restaurant. It will include an outdoor patio space for restaurant patrons and will primarily consist of large glass windows.

Pedestrian Street Step Back

The City Code also establishes Building Step Back Standards to avoid a “canyon effect” from tall buildings in pedestrian areas identified in the comprehensive plan as “Pedestrian Street Segments.” Both East 81st Street and 33rd Avenue South are designated as Pedestrian Street Segments. The height of a new building adjacent to a pedestrian street must be proportional to the horizontal distance of the building wall to the centerline of the street. Those portions of a building wall more than 80 feet from the road centerline are exempt from the step back standard. The graphic below illustrates the Pedestrian Step Back Standard.



The Pedestrian Street Step Back Standard does not apply to the south building facade because the City Code waives the requirement where no building exists or is proposed on the opposite side of the street (in this case a park). The requirement does apply to the 33rd Avenue façade because a future development phase is planned on the east side of the street. At a distance of 80 feet from the street centerline, the building is then exempt from the code.

Code allows up to 25% of an individual block face to exceed the Pedestrian Street Step Back Standard, thus allowing roughly 135 feet of the building face to encroach into the step back area. The east face of the hotel tower has 168 feet within the step back area, a deviation of 33 feet. The graphic below shows the area allowed by Code (orange), and the requested area of deviation (red). In the area of deviation, the building height is 87 feet whereas heights between 73 feet and 80 feet would be allowed.

5.2 A 1, 2, 3

TABLE 1: HX-R District Standards – Section 19.29

Standard	Code Requirement	Proposed	Compliance
Minimum Site Area	120,000 SF	202,104 SF	Meets Code
Floor Area Ratio (FAR)	Min 1.5 – Max 2.0+ Bonus for entire Planned Development	Hotel = 1.09 PD = 2.45	Meets Code
Building Setback - Public Street	No Minimum	4 feet	Meets Code
Building Setback - Non-Street	10 feet	112 feet	Meets Code
Public Entrance on Public Street	20 feet	19 feet	Meets Code
Maximum Building Height	991 ft elevation	Approx. 907 ft elevation	Meets Code
Building Design	Min 50 % of first floor be windows or entrances. Blank façade not exceed 20 feet	35% windows 34 ft blank facade	Requesting Flexibility
Pedestrian Street Step Back	1:1 step back within 80 feet from road centerline (25 % of block can encroach)	166 linear feet within step back (30.7 % of block)	Requesting Flexibility
Landscaping	81 trees 202 shrubs	61 trees 0 shrubs 2,893 grasses	Fee in Lieu of Landscaping
Parking Location	Structured Parking	Temporary Surface Parking, Structured in Future	Requesting Flexibility
Parking Spaces	630 spaces	320 on-site 2,012 Shared 149 Proof	Meets Code across full PD
Parking Islands	8 foot with tree	6 foot no tree	Requesting Flexibility

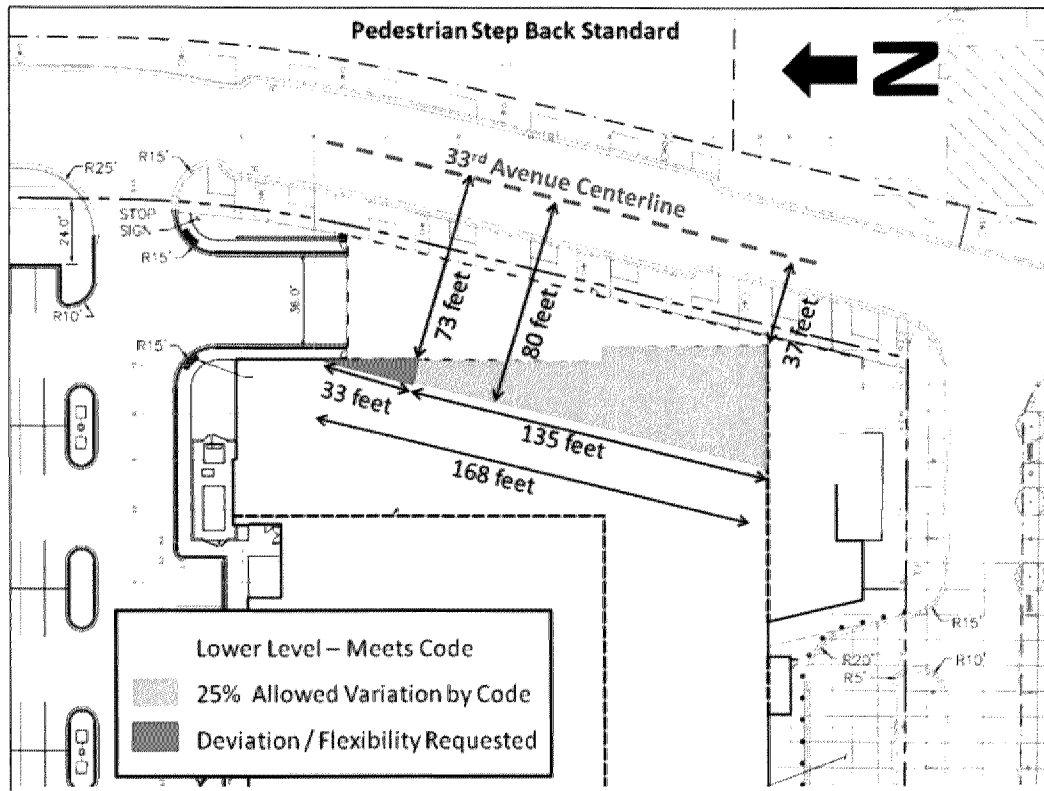
The following sections are a more detailed description of the requested code deviations.

Building Design

The HX-R District requires buildings that are adjacent to and within 100 feet of a public street to have at least one public entrance within 20 feet from the street. The proposed hotel entrance on East 81st Street is 19 feet from the property line and meets this code requirement.

The code requires first floor building facades that are facing and within 100 feet of a public street to have a minimum of 50 percent ground floor windows or entrances to promote a pedestrian oriented environment and add visual interest. Two of the building facades face and are within 100 feet of a public street, the south and east facades. Because the kitchen and service area of the hotel are on the east side of the building, the east façade only includes minimal windows. The proposed plan shows 68 feet of windows or 35 percent of the ground floor east façade. The applicant is requesting deviation from the code requirement. To meet the intent of the standard and to create visual interest on the ground level of the building façade, the applicant has

-5-



Landscaping and Screening

The City Code requires one tree be planted for every 2,500 square feet, and one shrub for every 1,000 square feet of developable area. By code, the property would be required to have 81 trees and 202 shrubs. The hotel is proposing to have 61 trees and no shrubs. In place of shrubs, the applicant would like to substitute tall ornamental grasses to achieve a look consistent with the Reflections residential towers to the south. The landscape plan shows 2,893 grass plantings on the site. Since the code does not reference grasses, the applicant is requesting flexibility to reduce the number of trees and shrubs. If approved, staff recommends the deviation be handled as a “fee in lieu”.

Because the proposed surface parking is temporary until future development occurs. The applicant is requesting flexibility for the required tree count, and for the required parking island including trees. The applicant is proposing to strip a portion of the parking lot islands in place of full islands on the north side of the parking lot. The proposed future development includes an office tower and parking structure that will result in removal of the temporary lot and landscaping. Since timing of future development is unclear, staff has included a condition that would require the parking islands and remaining landscaping to be installed after a period of seven years.

Parking

The HX-R zoning district is intended to encourage high intensity mixed use development and has very restrictive standards regarding at-grade parking lots. Section 19.29(i)(2)(B) states that existing at-grade parking be proportionately reduced with each phase of new development in order to comply with limitations on at-grade parking prior to, or in conjunction with, the final phase of construction.

The hotel is proposing 320 temporary surface parking spaces on site. The City Code requires 630 spaces for this use prior to taking into consideration any sharing of parking between the uses in the hotel, the airport orientation of the hotel, and adjacency to mass transit which reduces the need for parking. Because this hotel is part of a Planned Development, full compliance is not needed on each site, but is considered in context of the entire development site. A detailed parking analysis has been developed that uses the Urban Land Institute's (ULI) parking projections for airport hotels. The applicant has modified the spreadsheet to be very specific to this site, and staff feels they have been more conservative than the ULI models showing a parking demand of 468 parking spaces. Staff is comfortable that 468 spaces would be sufficient. Although the hotel is proposing 320 parking spaces on site, the total Planned Development exceeds the parking requirement for the uses within the development. Bike Rack is also proposed in the NW corner of the building that will provide space for 8 bicycles.

The applicant also proposes 149 proof of parking spaces that could be constructed in the event that overflow parking becomes an issue across the entire Bloomington Central Station site. The applicant voluntarily removed surface parking spaces in the past that could have been used for future phasing when parking structures are under construction. The applicant has discussed a need for temporary surface parking while various future phases of the project are constructed. The 149 proof of parking stalls could also be used on a temporary basis while other existing spaces are displaced during construction.

The proposed 320 space surface parking lot is temporary and will be converted to structured parking with construction of a parking ramp on the north side of the proposed hotel during a future phase. Consistent with the approved Preliminary Development Plan, all parking for the hotel and future office building would be incorporated in the parking structure, currently shown in Phase 6.

The proposed surface parking in the Final Development Plan does not change the intent of the approved Preliminary Development Plan phasing to construct structured parking in this area. Because the surface parking is intended to be temporary, the applicant is requesting several code flexibilities as a large portion of the lot is expected to be disturbed with the construction of the parking ramp.

Other Site Conditions:

Airport Zoning

The proposed hotel is subject to the Airport Zoning Height Limits because of the proximity to the airport runway and cannot exceed of 991 feet in elevation above sea level, or approximately 171 feet in height. The proposed finished height of the hotel will be 87 feet, which is approximately 907 feet in elevation above sea level depending on final grading and meets the City Code Requirement. The applicant has applied to obtain an Airport Zoning Permit for the temporary use of tower cranes during construction. This will require approval from the Minneapolis-St. Paul International Airport Board of Adjustment prior to the administrative approval of the permit.

Infrastructure:

The Bloomington Central Station public infrastructure adjacent to the proposed hotel will include watermain, sanitary sewer, storm sewer, curb and gutter, street, sidewalk and street lighting, which will be constructed as City Project 2013-304. The City project includes construction of improvements on, adjacent to and under 33rd Avenue South from the LRT crossing to American Boulevard East and East 81st Street, north of Bloomington Central Station Park, from the 31st Avenue South alignment to 33rd Avenue South. It is anticipated that the City project will begin in the late fall of 2013. The City will coordinate the schedule of the public infrastructure project with the hotel construction project.

Access and Circulation:

With the City Infrastructure project, the streets east (33rd Avenue South) and south (East 81st Street) of the hotel will be constructed. The BCS hotel will have three accesses: one from 33rd Avenue South, one from East 81st Street, and a hotel drop-off area on East 81st Street that will have two driveway approaches. The access from 33rd Avenue South and the western access from East 81st Street both lead to the temporary surface lot located on the north side of the hotel. The PDP for Bloomington Central Station includes a parking structure in this location in the future. The parking structure will likely be constructed when the adjacent office building is constructed.

With each future phase of Bloomington Central Station, a traffic analysis update will need to be completed. At this time, full access on 33rd Avenue South is acceptable. However, with future phases and increased traffic in the South Loop District, it may be recommended that the access on 33rd Avenue South be limited to a right-in/right-out only.

Traffic Analysis:

In 2004, the *Bloomington Central Station Traffic Study* was completed for the Preliminary Development Plan (PDP) for Bloomington Central Station. When the PDP was revised in 2005, a traffic study memo was prepared to address the PDP revisions. In December 2007, the *Bloomington Central Station Traffic Study – Hotel Development* was completed to evaluate traffic impacts and potential improvements necessary to support the proposed hotel development. At this time, Engineering staff requested a traffic study memo comparing the current proposed hotel development with the 2010 build condition projections in the December 2007 study.

Based upon the recent traffic study memo, it is expected that build conditions with the current proposed hotel development will be similar to the year 2010 build condition projections in the December 2007 study. Results indicated that all key intersections will operate at an acceptable overall Level of Service (LOS) D or better during the peak hours and that additional traffic control improvements are not expected to be needed for the proposed hotel development.

There are considerable changes to the transportation network planned in the South Loop District in the next few years, including a Diverging Diamond Interchange at 494 and 34th Avenue, Lindau Lane grade separation near the Mall of America, extension of Lindau Lane from 24th Avenue to 30th Avenue, and construction of 30th Avenue from East Old Shakopee Road to American Boulevard East. These transportation improvements are expected to shift traffic patterns in the District. Before Bloomington Central Station receives approval for its next phase of development following the hotel development, a detailed traffic analysis similar to the 2004

Bloomington Central Station Traffic Study will need to be completed for the entire development, specifically taking into account the new and changed infrastructure in the South Loop District. The study will be completed using the City Code requirements for Special Studies.

Transit and Transportation Demand Management (TDM):

A condition of the Bloomington Central PDP is completion of a Transportation Demand Management (TDM) plan for the site. An overall TDM plan for the entire site should be submitted before Building Permit for the hotel. Each phase that requires a detailed TDM plan will also be required before that phase's Building Permit. TDM agreements and financial guarantees are due before a certificate of occupancy is issued. An overall TDM plan will need to be completed for the BCS development and each subsequent phase will submit a detailed TDM plan that is customized for each phase of development. Bloomington Central Station is a Transit Oriented Development with the Hiawatha Light Rail line going through the site. Just west of the Bloomington Central Station site is a park and ride facility and further west is the Mall of America Transit Station. Also, there will be construction in the South Loop District over the next few years which will provide more multi-modal routes around the district.

Stormwater Management:

For the Bloomington Central Station Preliminary Development Plan (PDP), an Overall Stormwater Management Summary was submitted, with a revision completed in 2006 with the revised PDP. The Overall Stormwater Management plan includes a stormwater pond in the southwest corner of the Bloomington Central Station site which was designed to handle rate control and water quality requirements.

Since Bloomington Central Station is a phased development, there are some temporary stormwater management measures that will be constructed with the project, but removed with a later phase. All temporary stormwater management solutions will meet the requirements of the City's Comprehensive Surface Water Management Plan. The northerly portion of the BCS Hotel site, which will consist mostly of temporary surface parking, drains to the northwest corner of the parking lot, where it will be collected in catch basins and conveyed to a surface bio-infiltration swale, which discharges into an existing infiltration area west of the BCS hotel site. The southerly portion of the BCS Hotel site drains to catch basins that will tie into the storm sewer being constructed as part of the City Infrastructure project. These storm pipes discharge into the existing stormwater pond at the southwest corner of the BCS site.

Utilities:

A new 12-inch watermain will be constructed under 33rd Avenue South between the LRT tracks and American Boulevard East, as part of the City Infrastructure Project. A new 12-inch watermain, constructed north of the hotel in the proposed surface parking lot as part of the BCS hotel project, will connect to the new 12-inch watermain under 33rd Avenue to the proposed 12-inch combined fire and domestic service for the hotel. West of the 12-inch combined fire and domestic service, the waterman will be an 8-inch pipe and will extend west just beyond the hotel parking lot, in preparation for a future BCS phase.

With the City Infrastructure project, a new 15-inch sanitary sewer pipe will be constructed in 33rd Avenue adjacent to the BCS hotel. The hotel sanitary sewer service and restaurant external grease interceptor will connect to this new 15-inch sanitary sewer with a 12-inch sanitary sewer service pipe.

Fire Prevention:

The proposed development is consistent with the Emergency Vehicle Access and Circulation requirements and provides the minimum 20 foot wide access around the building. The access and circulation design must meet or exceed the minimum standards for fire prevention and be maintained in accordance to the approved plan including a surface to provide all weather driving capabilities. Apparatus access roads shall be asphalt or concrete and support a minimum of 80,000 pounds.

The applicant proposes adequate water supply with a hydrant within 50 feet of the fire department connection and within 150 feet of any exterior wall. A common concern for restaurants, especially those producing grease laden vapors, is to assure the hood suppression system is tested to the UL300 Standard, be listed and labeled for the intended application and have the capability to flow water through the same nozzles upon discharge of the wet chemical.

The building must be addressed plainly and visible from the street or road using numbers that contrast with the background. The numbers must be a minimum of four inches, be Arabic numbers or alphabetic letters with a minimum stroke width of 0.5 inches.

Preliminary and Final Plat:

The property currently consists of three parcels, Outlets O, P, and C of Bloomington Central Station 2nd Addition. The proposed 202,104 square foot lot exceeds the minimum site area for the HX-R zoning district. The preliminary and final plat combines the three outlets into one lot known as Lot 1, Block 1, BLOOMINGTON CENTRAL STATION 3RD ADDITION. The plat dedicates a 20 foot drainage and utility easement along the north boundary with American Boulevard East, and 10 foot drainage and utility easement at the northeast corner of the lot along 33rd Avenue. Outlet P has an existing easement for public roadway purposes and the applicant is seeking an amendment to the maintenance agreement with the City to remove the easement.

The proposed hotel parcel will be replanted in the future with the development of a future office building and parking structure. When that occurs, the resulting hotel parcel will be reduced to roughly 86,300 square feet in size.

Modify Condition of Approval

The applicant is requesting to modify a condition of approval from the Revised Preliminary Development Plan for Bloomington Central Station in February 2006 (Case 2830CD-05). Condition number six in this case files states:

“Modified Urban Design Guideline Plan, including Case 2830C-05 approved revisions, outlining principles of physical, function, visual and architectural integration to be submitted and approved by the Director of Community Development to be utilized in the review and assessment of individual Final Development Plan requests;”

A Modified Urban Design Guideline Plan for Bloomington Central Station was never formally approved by the Community Development Director. The City does have a draft of such guidelines from 2005, however the applicant is concerned about the time that it would take to obtain approval of these guidelines that would require thorough review and possibly delay the next phase of development. They are proposing to change the condition of approval to read:

“Final Development Plan requests shall be consistent with the ‘Bloomington Central Station Master Plan Summary and Design Guidelines’, Including Case 2830C-05 approved revisions, to ensure physical, functional, visual and architectural integration of individual development phases;”

After the original Preliminary Development Plan for Bloomington Central Station was approved, the City formally adopted the final HX-R Zoning District, which incorporates many of the concepts and standards proposed in the design guidelines. Staff is comfortable with this change especially since Final Development Plans for future phases are reviewed by the Planning Commission and City Council for conformance with the approved PDP, which includes building materials and design guidelines.

FINDINGS

Section 21.501.03(e) Final Development Plan

(1) The proposed development is not in conflict with the Comprehensive Plan;

- * The comprehensive plan recommends high intensity mixed uses with residential for this site and a hotel use is an allowed use in the zoning district. The proposed hotel is consistent with the Comprehensive Plan.

(2) The proposed development is not in conflict with any adopted District Plan for the area;

- * The proposed hotel use and intensity is consistent with the adopted South Loop District Plan.

(3) The proposed development is not in conflict with the approved Preliminary Development Plan for the site;

- * The approved Preliminary Development Plan showed a slightly larger hotel use for this location. The development is consistent with the approved Preliminary Development Plan.

(4) All deviations from City Code requirements are in the public interest and within the parameters allowed under the Planned Development Overlay Zoning District or have previously received variance approval;

- * The deviations requested are in the public interest and meet the intent of the code. All requested deviations are within the allowed parameters under the Planned Development Overlay District.

- (5) **The proposed development is of sufficient size, composition, and arrangement that its construction, marketing, and operation are feasible as a complete unit without dependence upon any subsequent unit;**
- * The proposed hotel, in conjunction with the overall 43 acre Planned Development, is a complete unit without dependence upon other subsequent units. There are several public roads, parking areas, and new accesses created to ensure that the planned development is able to fully accommodate all of the uses within the site.
- (6) **The proposed development will not create an excessive burden on parks, schools, streets, and other public facilities and utilities which serve or are proposed to serve the planned development; and**
- * A hotel of this size or larger has been anticipated on this site for many years and included in the planning for and sizing of recent infrastructure. A hotel of this size is not anticipated to create excessive burdens on public utilities and facilities.
- (7) **The proposed development will not be injurious to the surrounding neighborhood or otherwise harm the public health, safety and welfare.**
- * The proposed hotel building is not expected to create excessive noise, light, odor, or other factor that would be injurious to the surrounding neighborhood.

Section 22.05(d) (1-8) Preliminary Plat

- (1) **The plat is not in conflict with the Comprehensive Plan;**
- * The comprehensive plan recommends high intensity mixed use with residential for this site, And a hotel use is an allowed use in the zoning district. The proposed hotel is consistent with the Comprehensive Plan.
- (2) **The plat is not in conflict with any adopted District Plan for the area;**
- * The proposed hotel is consistent with the adopted South Loop District Plan.
- (3) **The plat is not in conflict with City Code Provisions;**
- * The plat meets applicable City Code requirements.
- (4) **The plat does not conflict with existing easements;**
- * The applicant will be seeking an amendment to revise an existing easement and maintenance agreement between the City of Bloomington and the Bloomington Central Station. This revision would remove an existing roadway easement over Outlet P.

- (5) There is adequate public infrastructure to support the additional development potential created by the plat;**
- * As part of the project, additional roadways, parking lots and site access will be added to ensure that there is adequate public infrastructure to support the hotel development.
- (6) The plat design mitigates potential negative impacts on the environment, including by not limited to topography; steep slopes; trees; vegetation; naturally occurring lakes, ponds, rivers, and streams; susceptibility of the site to erosion, sedimentation or flooding; drainage; and storm water storage needs;**
- * The applicant is required to meet the requirements of the City's Comprehensive Surface Water Management Plan and the City Code in regards to storm water management and erosion control.
- (7) The plat will not be detrimental to the public health, safety and welfare; and**
- * The proposed hotel building will not expected to create excessive noise, light, odor, or other factor that would be injurious to the surrounding neighborhood.
- (8) The plat is not in conflict with an approved development plan or plat;**
- * The plant is consistent with the approved Preliminary and proposed Final Development Plan.

Section 22.06(d) (1) Final Plat

- (1) The plat is not in conflict with the approved preliminary plat or the preliminary plat findings;**
- * The plant is consistent with the approved Preliminary Development Plan and Preliminary Plat findings.

RECOMMENDED CITY COUNCIL ACTION
(For Change of Condition and Final Development Plan)

(Case 2830AB-13)

The Planning Commission and Staff recommend approval of a modification to condition of approval number six in case file 2830CD-05, and recommends approval of a Major Revision to Final Development Plans for a 302 room, eight story hotel with restaurant and conference rooms at 8020 and 8060 33rd Avenue, and 3201 American Boulevard East subject to the following conditions of approval being satisfied prior to the issuance of building permit:

- 1) A site development agreement reflecting all conditions of approval in Case 02830ABCD-13 must be signed by the landowner and recorded with Hennepin County;
- 2) To ensure sufficient off-street parking and to minimize potential impacts on the surrounding neighborhood the property owner must sign a proof of parking agreement prepared by the City agreeing to construct up to 149 additional parking spaces if ongoing overflow parking occurs. The proof of parking may also be used as temporary replacement for other surface parking spaces during the construction of future development phases;
- 3) The Grading, Drainage, Utility, Erosion Control and Traffic Control, access, circulation and parking plans shall be revised for approval by the City Engineer;
- 4) A two-year haul plan shall be provided and approved by the City Engineer;
- 5) A Storm water Management Plan shall be provided which demonstrates how the development will meet the requirements of the City's Comprehensive Surface Water management Plan, as well as a maintenance plan to be signed by the property owner and filed of record with Hennepin County;
- 6) A National Pollutant Discharge Elimination System (NPDES) construction site permit and a Storm Water Pollution Prevention Plan (SWPPP) shall be provided since greater than one acre is disturbed;
- 7) An Erosion Control Bond shall be provided;
- 8) Sewer Availability Charges (SAC) shall be satisfied;
- 9) A private utility easement or agreement shall be filed of record with Hennepin County and a copy of the recorded document shall be provided to the Engineering Division;
- 10) A maintenance schedule/plan for the external grease interceptor shall be signed by the property owner and filed with the City Utilities Division;
- 11) A Minnesota Pollution Control Agency (MPCA) Sanitary Sewer Extension or Modification Permit shall be obtained or notification from the MPCA that this permit is not required shall be submitted to the City Engineering Division;
- 12) A Minnesota Department of Health (MDH) approval for water service extension shall be obtained or a notification from MDH that this approval is not required shall be submitted to the City Engineering Division;
- 13) Airport Zoning Permit must be approved by the City;
- 14) If construction on a parking structure north of the hotel has not commenced prior to June 1, 2020, the applicant must:
 - a. Install code complying parking islands in the northern surface parking lot, including a tree in each island, and
 - b. Install a total of 20 trees on site (including the parking island trees);

- 15) If construction on a parking structure north of the hotel has commenced prior to June 1, 2020, the applicant must pay a Fee in Lieu for each additional tree short of 20 additional trees shown on the revised landscaping plan accompanying the parking structure;

And subject to the following condition being satisfied prior to issuance of a certificate of occupancy:

- 16) A parking easement, or other agreement approved by the Issuing Authority, for a minimum of 123 vehicle spaces on land within the Planned Development must be submitted prior to issuance of a certificate of occupancy;

and subject to the following ongoing conditions:

- 17) All construction stockpiling, staging, and parking take place on-site and off of adjacent public streets and public rights-of-way;
18) Development shall comply with the Minnesota State Accessibility Code;
19) All pickup, drop-off, loading and unloading occur on site and off of public streets; and
20) Alterations to utilities be at the developer's expense;

and subject to the following Code Requirements:

- 1) The property must be platted per Chapter 22 of the City Code and the approved final plat must be filed with Hennepin County prior to the issuance of footing and foundation or building permits (22.03(a)(2));
2) Utility permits will not be issued until sewer and water connection charges have been paid or petition for inclusion in an assessment district has been signed. (11.04, 11.27);
3) Utility plan showing location of existing and proposed water main and fire hydrant locations be approved by the Fire Marshal and Utilities Engineer (City Code Sec. 6.20, MN State Fire Code Sec. 508);
4) Unused water services shall be properly abandoned. (11.15);
5) Building shall be provided with an automatic fire sprinkler system as approved by the Fire Marshal (MN Bldg. Code Sec. 903, MN Rules Chapter 1306; MN State Fire Code Sec. 903);
6) Electronic utility as-builts, per City of Bloomington requirements, shall be submitted to the Public Works Department prior to the issuance of the Certificate of Occupancy. (17.79(a));
7) A Tier 1 Transportation Demand Management (TDM) Plan shall be submitted prior to the issuance of permits. (21.301.09(b)(1));
8) Exterior building materials shall be approved by the Planning Manager (Sec. 19.63.08);
9) Landscape plan be approved by the Planning Manager and landscape surety be filed (Sec 19.52);
10) All rooftop equipment be fully screened (Sec. 19.52.01);
11) Poured-in-place concrete curbs be provided on the perimeter of parking lots and traffic islands except where flexibility has been approved (Sec 19.64);
12) All trash and recyclable materials be stored inside the principal building (Sec. 19.51);
13) Recyclable materials shall be separated and collected (Sec. 10.45);
14) Fire lanes be posted as approved by the Fire Marshal (MN State Fire Code Sec. 503.3);
15) Parking lot and site security lighting shall satisfy the requirements of Section 21.301.07 of the City Code; and
16) Sign Design be in conformance with the requirements of Chapter 19, Article X of the City Code.

(Case 2830CD-13)
(Preliminary and Final Plat)

The Planning Commission and Staff recommend approval of the preliminary plat and adoption of a resolution granting approval of the final plat of BLOOMINGTON CENTRAL STATION 3RD ADDITION subject to the following conditions and Code requirements:

- 1) A title opinion or title commitment that accurately reflects the state of the title of the property being platted, dated within the past 6 months, shall be provided;
- 2) Consent to plat forms shall be provided for any mortgage companies with property interest;
- 3) Drainage and utility easements as approved by the City Engineer shall be dedicated on the final plat;
- 4) A 10-foot sidewalk/bikeway easement shall be provided along American Boulevard frontage;
- 5) A private access/parking/utility easement or agreement shall be filed of record with Hennepin County and a copy of the recorded document shall be provided to the Engineering Division or provide permanency of shared access, parking and utilities in another manner approved by the City Engineer and Planning Manager;

and subject to the following Code Requirements:

- 1) The property must be platted per Chapter 22 of the City Code and the approved final plat must be filed with Hennepin County prior to the issuance of footing and foundation or building permits (22.03(a)(2)).

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PARKING EASEMENT AGREEMENT

THIS PARKING EASEMENT AGREEMENT ("this Agreement") is made this _____ day of _____, 2014 by and between Bloomington Central Station, LLC, a Delaware limited liability company ("Grantor"), and Bloomington Central Station Hotel, LLC, a Delaware limited liability company ("Grantee").

RECITALS

A. Grantor is the fee owner of the real property situated in Hennepin County, Minnesota, which is legally described on Exhibit A attached hereto and hereby made a part hereof, and depicted on Exhibit A-1 attached hereto and hereby made a part hereof (as the same may be relocated pursuant to Section 5 hereof, the "Burdened Parcel").

B. Grantor or an affiliate of Grantor is also the fee owner of, or has a leasehold or other interest in, the real property situated in Hennepin County, Minnesota, which is legally described on Exhibit B attached hereto and hereby made a part hereof (together with the Burdened Parcel, "Grantor's Entire Parcel").

C. Grantee is the fee owner of the real property situated in Hennepin County, Minnesota, which is legally described on Exhibit C attached hereto and hereby made a part hereof (the "Benefitted Parcel").

D. The Burdened Parcel and the Benefitted Parcel are sometimes collectively referred to as the "Parcels".

E. Grantee desires to obtain, and Grantor is willing to grant, a certain parking easement in, on, over, under and across the Burdened Parcel for the benefit of the Benefitted Parcel, and to create certain rights and obligations of the Owners (as hereinafter defined) of the Parcels with respect to such easement, all as more particularly hereinafter set forth.

NOW, THEREFORE, in consideration of the foregoing and other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, Grantor and Grantee hereby covenant and agree as follows:

1. Grant of Parking Easement. Grantor hereby grants to Grantee a non-exclusive easement (the "Parking Easement") for the benefit of the Benefitted Parcel, in, on, over

and across the Burdened Parcel, for parking and vehicular and pedestrian ingress and egress to and from the Benefitted Parcel, and for parking of up to 125 vehicles on the Parking Area, as hereinafter defined, and as the same may be relocated from time to time pursuant to Section 5 below. For purposes hereof, the term "Parking Area" means that portion of the Burdened Parcel, as the same may be relocated from time to time pursuant to Section 5 below, on which parking facilities, areas and spaces, driveways and drive areas, curbing and curb cuts and related improvements (collectively, the "Parking Improvements") are located from time to time. The Parking Area as it currently exists is depicted on Exhibit A-1 attached hereto and made a part hereof. The Parking Easement is non-exclusive and may and shall be used by Grantee, its employees, guests and invitees in common with Grantor, and Grantor's tenants of all or any portion of Grantor's Entire Parcel or of any buildings and improvements located thereon, and Grantor's and such tenants' agents, employees, licensees, guests and invitees.

2. Definition of "Owner". For purposes of this Agreement, the term "Owner" shall be defined to mean one or more persons or entities holding a fee simple interest, or a vendee's interest, or an interest allowing location thereon of parking areas and facilities, in either of the Parcels, or any portion thereof, subject to this Agreement; provided, however, that the term "Owner" shall not include any holder of a lien secured by all or part of one or more of the Parcels, unless and until such lienholder acquires ownership in fee by foreclosure or trustee's sale, deed in lieu of foreclosure or trustee's sale, or otherwise.

3. Nature of Easements. The Parking Easement created herein shall be appurtenant to the Benefitted Parcel and shall run with the land, and any conveyance of fee title to the Benefitted Parcel, or any portion thereof, shall be deemed to include a conveyance of the Parking Easement, regardless of whether the Parking Easement is specifically identified in the instrument of conveyance. Nothing contained in this Agreement shall be deemed a gift or dedication of any portion of the Burdened Parcel or the Parking Area to the general public or for the general public or for any public purpose.

4. Use and Maintenance of Easements and Improvements. The Parking Easement shall at all times be for the use and benefit of the Owner of the Benefitted Parcel and its employees, guests and invitees. However, nothing in this Agreement shall prevent, and there is hereby reserved to the Owner of the Burdened Parcel, the right to construct, reconstruct, install, reinstall, maintain, repair and replace, from time to time, improvements, including without limitation, shrubs, vegetation or landscaping, on the Burdened Parcel, provided that the same do not unreasonably interfere with the use and enjoyment by the Owner of the Benefitted Parcel and its employees, guests and invitees of the Parking Easement and the Parking Area.

Subject to the following provisions of this Section 4, all necessary maintenance (including, without limitation, snow and ice removal and stripping), repair and replacement of the Parking Area shall be performed and paid for by the Owner of the Burdened Parcel, except that if the Owner of the Benefitted Parcel or any of its agents, employees, guests, invitees or contractors damages or disturbs the Burdened Parcel or the Parking Area or any portion thereof in the course of any activity on or use of the Parking Area, the Owner of the Benefitted Parcel shall promptly restore the damaged or disturbed area to substantially the same condition as existed immediately prior to the damage or disturbance. All such maintenance, repair and replacement shall be performed by the Owner of the Burdened Parcel in accordance with

generally accepted maintenance standards for first class commercial real estate in the Minneapolis/St. Paul Metropolitan Area. Within thirty (30) days after the end of each calendar quarter, the Owner of the Burdened Parcel shall provide the Owner of the Benefitted Parcel with an invoice, with proper supporting documentation, that sets forth the total of the costs and expenses incurred by the Owner of the Burdened Parcel in performing such maintenance, repair and replacement during such calendar quarter, and the portion thereof to be paid by the Owner of the Benefitted Parcel that, in the commercially reasonable judgment of the Owner of the Burdened Parcel, is commensurate with the use of the Parking Area during such calendar quarter by the Owner of the Benefitted Parcel, its employees, guests and invitees. The Owner of the Benefitted Parcel shall pay its portion of such costs and expenses, as set forth in such invoice, within thirty (30) days after its receipt of such invoice.

5. Relocation; Termination or Amendment of this Agreement. Grantor shall have the right to change the location of, or to make alternative arrangements to provide, the parking areas and facilities necessary to provide Grantee with parking for up to 125 vehicles, provided that such parking areas and facilities are in reasonable proximity to the Benefitted Parcel. Without limiting the generality of the foregoing, Grantor and Grantee agree that parking areas and facilities located on the property depicted on Exhibit D attached hereto and hereby made a part hereof are in reasonable proximity to the Benefitted Parcel. In such case, and provided that the new parking areas and facilities are located in whole or in part on real property owned by Grantor or in which Grantor has an interest entitling Grantor to locate the new parking areas and facilities thereon, the term "Burdened Parcel", as used herein, shall be correspondingly changed to mean the real property upon which the new parking areas and facilities are located, the terms "Parking Area" and "Parking Improvements", as used herein, shall be correspondingly changed, and the Owners of the Benefitted Parcel and the Burdened Parcel shall enter into and record an appropriate written amendment to this Agreement to evidence such changes.

6. Default; Remedies. If either Owner shall default with respect to any of its obligations set forth herein (including its maintenance obligations) and shall fail within thirty (30) days after receipt of written notice from the other Owner to cure such default, then the nondefaulting Owner shall have the right, at its election, but not the obligation, and in addition to such other rights and remedies as may be available at law or in equity, to cure such default for the account of the defaulting Owner, and shall be reimbursed by the defaulting Owner for the reasonable costs and expenses so incurred (including reasonable attorneys' fees) within ten (10) days after receipt of written demand for payment, together with reasonable documentation substantiating said costs and expenses. Any sums not reimbursed within said ten (10) day period shall bear interest thereon at the rate of ten percent (10%) per annum, or the highest lawful rate, whichever is lower. The thirty (30) day cure period shall be extended in cases where the default cannot be cured within thirty (30) days but can be cured during a longer time, so long as the defaulting Owner commenced cure within the initial thirty (30) day period and is diligently pursuing such cure, provided, however, that the total cure period shall not exceed ninety (90) days. In the event of an emergency, no prior notice shall be required to be given by a nondefaulting Owner prior to exercising its remedies hereunder so long as the nondefaulting Owner provides written notice of such emergency to the defaulting Owner promptly upon completion of cure.

7. Indemnification; Insurance; and Waiver of Subrogation. The Owner of the Benefitted Parcel, for itself, and its successors and assigns in title to the Benefitted Parcel, shall indemnify and hold harmless Grantor, and any mortgagee now or hereafter of record of all or any portion of Grantor's Entire Parcel, and Grantor's tenants of all or any portion of Grantor's Entire Parcel or of any buildings and improvements located thereon, and Grantor's and such tenants' agents, employees, licensees, guests and invitees (each an "Indemnified Party"), from and against any and all damages, liability, fees, penalties and claims, including without limitation, those for personal injury, wrongful death or property damage (collectively, "Liabilities") arising out of or related to the exercise by the Owner of the Benefitted Parcel, its employees, guests and invitees of the rights granted herein and the use of the Parking Area by the Owner of the Benefitted Parcel, its employees, guests and invitees, except to the extent such Liabilities are due to (i) the gross negligence or willful misconduct of the Indemnified Party seeking indemnification, or (ii) any use, operation, maintenance or repair by the Indemnified Party seeking indemnification that is not permitted by or in accordance with this Agreement. This indemnity shall be binding upon an Owner of the Benefitted Parcel only with respect to matters or events which occurred during the period such Owner was in record title to the Benefitted Parcel.

The Owner of the Benefitted Parcel shall keep in force a policy of commercial general liability insurance for at least One Million Dollars (\$1,000,000) to cover all claims for death, personal injury and property damage and the cost of defending the same arising out of the actions or omissions of such Owner and its employees, guests or invitees.

Each Owner hereby releases the other Owner from any liability for any loss or damage to its property or the improvements located on its Parcel to the extent the loss or damage is covered by fire and extended coverage insurance, regardless of the negligence on the part of the other Owner, it being the intent of the Owners to waive any right or claim which might give rise to a right of subrogation in any insurance carrier.

8. Amendment; Definition of Easements. This Agreement and any provision herein contained may be terminated, extended, modified or amended only with the express written consent of the then Owners. No amendment, modification, extension or termination of this Agreement will affect the rights of the holder of any mortgage constituting a lien on either of the Parcels unless such mortgagee consents to the same. No tenant, licensee or other person having only a possessory interest in the improvements on the Parcels will be required to join in execution of or consent to any action from time to time taken by the Owners pursuant to this Agreement.

9. Binding Effect. The provisions of this Agreement shall constitute covenants running with and binding upon the Parcels and shall inure to the benefit of and be binding upon the Owners of the Parcels, and their respective heirs, administrators, legal representatives, successors, devisees and assigns in title, and any other party acquiring all or any portion of the Parcels or any interest therein whether by operation of law or other means. All of the provisions of this Agreement shall be enforceable as equitable servitudes and constitute covenants running with the land pursuant to applicable law.

10. Severability. If any provision of this Agreement shall be invalid or unenforceable as to any persons or circumstances to any extent, the remainder of this Agreement and the application of such provision to other persons or circumstances shall not be affected thereby and shall be enforced to the greatest extent permitted by law.

11. Governing Law. This Agreement shall be construed under and enforced in accordance with the laws of the State of Minnesota.

12. Reservation of Rights. The Owner of the Burdened Parcel reserves to itself all incidents of ownership and uses of those portions of the Burdened Parcel encumbered by this Agreement that are not inconsistent with the Parking Easement granted herein.

[NO FURTHER TEXT ON THIS PAGE]

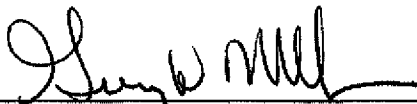
IN WITNESS WHEREOF, Grantor and Grantee have caused this Agreement to be duly executed as of the date and year first above written.

GRANTOR:

BLOOMINGTON CENTRAL STATION, LLC, a
Delaware limited liability company

By: MG Bloomington, LLC, a Delaware limited
liability company

Its: Manager


By: 
Gregory W. Munson,
Its Executive Vice President

GRANTEE:

BLOOMINGTON CENTRAL STATION HOTEL,
LLC, a Delaware limited liability company

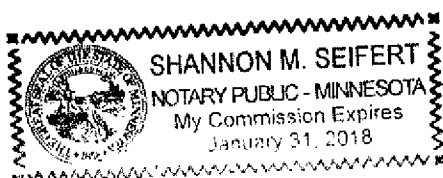
By: MG Bloomington, LLC, a Delaware limited
liability company


Its: Manager

By: 
Gregory W. Munson,
Its Executive Vice President

STATE OF MINNESOTA)
) ss
COUNTY OF HENNEPIN)

The foregoing instrument was acknowledged before me this 26 day of March, 2014, by Gregory W. Munson, the Executive Vice President of MG Bloomington, LLC, a Delaware limited liability company, as Manager of Bloomington Central Station, LLC, a Delaware limited liability company, on behalf of the company.




Notary Public

STATE OF MINNESOTA)
) ss
COUNTY OF HENNEPIN)

The foregoing instrument was acknowledged before me this 26 day of March, 2014, by Gregory W. Munson, the Executive Vice President of MG Bloomington, LLC, a Delaware limited liability company, as Manager of Bloomington Central Station Hotel, LLC, a Delaware limited liability company, on behalf of the company.

Shannon Seifert
Notary Public

THIS INSTRUMENT DRAFTED BY:

Jay F. Cook
Law Offices of Jay F. Cook, P.L.
5150 North Tamiami Trail, Suite 201
Naples, FL 34103
Telephone: (239) 687-2400

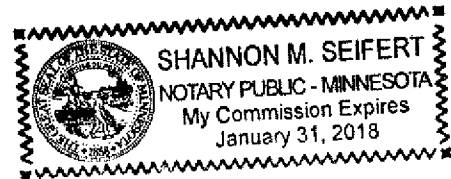


EXHIBIT A

Legal Description of Burdened Parcel

That part of Outlot B, Bloomington Central Station 2nd Addition, according to the recorded plat thereof, Hennepin County, Minnesota, lying easterly and northerly of a line described as commencing at the northwest corner of said Outlot B; thence South 89 degrees 19 minutes 57 seconds East, assumed bearing, along the north line of said Outlot B, 22.24 feet to the point of beginning of the line to be described; thence South 0 degrees 09 minutes 16 seconds East 28.44 feet; thence North 89 degrees 50 minutes 44 seconds East 28.12 feet; thence South 0 degrees 09 minutes 16 seconds East 52.81 feet; thence North 89 degrees 50 minutes 44 seconds East 479.52 feet to the east line of said Outlot B and said line there terminating.

EXHIBIT A-1

Depiction of Parking Area

EXHIBIT B

Legal Description of Grantor's Entire Parcel

Outlot F, Bloomington Central Station Addition, according to the recorded plat thereof,
Hennepin County, Minnesota.

and

Lot 1, Block 1, and Outlots A, B, C, D, F, G, H, I, J, L, M, and N, Bloomington Central Station
2nd Addition, according to the recorded plat thereof, Hennepin County, Minnesota.

EXHIBIT C

Legal Description of Benefitted Parcel

Lot 1, Block 1, Bloomington Central Station 3rd Addition, according to the recorded plat thereof,
Hennepin County, Minnesota.

CONSENT AND SUBORDINATION

The undersigned, Transamerica Life Insurance Company, an Iowa corporation, successor by merger to Transamerica Life Insurance and Annuity Company, a North Carolina corporation, as mortgagee under that certain Second Amended, Restated and Consolidated Mortgage, Security Agreement and Fixture Filing, dated as of July 11, 2005, recorded October 6, 2005 as Document No. 8668782 in the office of the County Recorder in and for Hennepin County, Minnesota (the "Mortgage"), and as lender under that certain Second Amended, Restated and Consolidated Absolute Assignment of Leases and Rents dated as of July 11, 2005, recorded October 6, 2005 as Document No. 8668783 in the office of the County Recorder in and for Hennepin County, Minnesota (the "Assignment"), hereby consents to the execution and delivery of the foregoing Parking Easement Agreement and the terms and provisions thereof, and agrees that the Mortgage and the Assignment shall be subject and subordinate thereto.

TRANSAMERICA LIFE INSURANCE
COMPANY

By: *Randall R. Smith* hwt
Printed Name: Randall R. Smith
Title: Vice President

STATE OF IOWA)
) ss.
COUNTY OF LINN)

The foregoing instrument was acknowledged before me this 10th day of APRIL, 2014, by RANDALL R. SMITH, the VICE PRESIDENT of Transamerica Life Insurance Company, an Iowa corporation, on behalf of the corporation.

Lehren Cushing Jones
(Signature of Person Taking Acknowledgment)

DRAFTED BY:
Jay F. Cook
Law Offices of Jay F. Cook, P.L.
5150 North Tamiami Trail, Suite 201
Naples, FL 34103
Telephone: (239) 687-2400

