

## GENERAL INFORMATION

Applicants:	MOAC Land Holdings, LLC (owner) Provident Group – Old Met Properties Inc. (user) City of Bloomington Port Authority (additional party)
Location:	7900, 8000, 8100, and 8201 24 <sup>th</sup> Avenue; 2001, 2101, 2111, 2121, 2131, 2141, and 2151 Lindau Lane; 2000, 2100, 2110, and 2120 Killebrew Drive; and 8200 28 <sup>th</sup> Avenue and 8000 IKEA Way
Requests:	Major revision to the Mall of America Preliminary Development Plan and Final Development Plans for the South Loop Waterpark and parking structure located at 8000 24th Avenue South
Existing Land Use and Zoning:	Mall of America, Radisson Blu Hotel, JW Marriott Hotel, office, parking, and IKEA; zoned CX-2(AR-17)(PD) High Intensity Mixed Use (Airport Runway)(Planned Development)
Surrounding Land Use and Zoning:	North – Hotel and vacant land; zoned C-4 and CX-2, respectively South – Hotel, restaurant, offices; zoned C-4(PD) East – Hotels, offices, surface parking lot, and vacant Airport Land; zoned LX(AR-17) West – State Highway 77
Comprehensive Plan Designation:	High Intensity Mixed Use

## HISTORY

City Council Action:	10/21/1986 – Approved Preliminary Development Plan for Mall of America and Fantasyworld (Case 8235A-86)
City Council Action:	04/10/1989 – Approved Revised Final Development for Mall of America (Case 8235A-89).
City Council Action:	05/19/2003 – Approved Final Development Plan for IKEA (Case 6917B-03).
City Council Action:	10/19/2006 – Approved revised Preliminary Development Plan for Phase II (Case 10730A-06).
City Council Action:	08/02/2010 – Approved Final Development Plan for 14-story Radisson Blu Hotel and parking structure (Case 8235B-10).

- City Council Action: 06/25/2012 – Approved Major Revision to Final Development Plans for former Bloomingdales anchor store (Case 8235C-12).
- City Council Action: 11/19/2012 – Approved Preliminary and Final Plat for MALL OF AMERICA 8<sup>TH</sup> ADDITION. (Case 8235E-12).
- City Council Action: 05/06/2013 – Approved Revised Preliminary Development Plan for Phase I and Phase II Mall of America at 7900, 8000 and 8100 24<sup>th</sup> Avenue, 2000 and 2100 Killebrew Drive, and 2001, 2101, and 2251 Lindau Lane (Case 10730B-13).
- City Council Action: 08/05/2013 – Approved the Final Development Plan for Mall of America Phase IC, hotel and retail expansion, located at 2101 Lindau Lane and 8000 and 7900 24<sup>th</sup> Avenue (Case 8235C-13).
- City Council Action: 02/24/2014 – Approved a Final Development Plan for the Mall of America Phase IC office tower, located at 2101 Lindau Lane (Case 8235A-14).
- City Council Action: 01/26/2015 – Approved the Mall of America Master Sign Plan (Case 8235G-14).
- City Council Action: 01/05/2016 – Approved a major revision to the Preliminary Development Plan to expand the area included and modify the uses, design and phasing for Phases I, II, and III of the Mall of America (Case 8235F-15). Referred to in this staff report as the “2016 PDP.”

## **CHRONOLOGY**

- Planning Commission 11/07/2019 – Continued to the November 21, 2019 Planning Commission meeting at the request of the applicant.
- Planning Commission 11/21/2019 – Recommended City Council approve the major revision to the Mall of America Preliminary Development Plan and Final Development Plans for the South Loop Waterpark and parking structure.
- City Council 12/02/2019 – Continued item to 12/16/19.

City Council

12/16/2019 – Development Business Agenda Item.

**DEADLINE FOR AGENCY ACTION**

Application Date:	01/30/2020
60 Days:	12/01/2019
Extension Letter:	Yes
120 Days:	01/30/2020
Newspaper Notification:	Confirmed – (10/24/2019 Sun Current – 10 day notice)
Direct Mail Notification:	Confirmed – (500 buffer – 10 day notice)

**STAFF CONTACT**

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**PROPOSAL**

The Mall of America (MOA) is seeking a major revision to its Preliminary Development Plan (PDP), which was last revised in 2016. The primary reason for the PDP revision is the proposed South Loop Waterpark, an approximately 330,000 square foot facility that would be connected to and integrated with the MOA via the bridge over Lindau Lane. While the land would continue to be owned by MOA, the waterpark would be built by a non-profit entity, Provident Resources Group, which specializes in developing large publicly financed projects.

The PDP represents the entire MOA campus planned development. The Final Development Plan (FDP) represents what is proposed to be constructed as the next phase in the planned development; the waterpark facility and a parking structure FDP accompany the major PDP revision. The waterpark would replace a large portion of the surface parking located north of MOA, known as the “North Lot.” To replace the surface stalls and meet the waterpark’s parking demand, a 1,720 stall parking structure would be constructed east of the waterpark along Lindau Lane and connected via a sky bridge over 22<sup>nd</sup> Avenue. Parking structure access would be provided via a newly constructed private ring road that would connect to public right-of-way at 22<sup>nd</sup> Avenue S. (along Lindau Lane) and Thunderbird Road (along American Blvd.).

The revised PDP, consistent with past approvals, proposes that MOA will continue to develop as an intensive mix of retail, hotels, office, and entertainment uses. As with past PDP applications, the timeline of future phases is unknown. Beyond the waterpark development, future phases may be years away. The PDP represents the preferred future development scenario; these development

scenarios evolve as market conditions change. The proposed FDP is consistent with the PDP for the development.

## **PDP OVERVIEW**

MOA has developed over multiple phases over the past 30 years. The following is a description of each phase and the year it was approved:

- Phase IA – MOA building and four anchors; approved in 1989
- Phase IIA – IKEA; approved in 2003
- Phase IB – Radisson Blu Hotel; approved in 2010
- Phase IC – JW Marriott hotel, office tower, and expanded retail; approved in 2013
- Phase IIB – South Loop Waterpark and parking structure (proposed)

Phase II is the area over and north of Lindau Lane, east of Highway 77, west of 24<sup>th</sup> Avenue and south of the 79<sup>th</sup> Street alignment. It includes IKEA (Phase IIA), which was developed in advance of the MOA expansion. The remainder of Phase II is proposed to be developed in several subsequent phases. In the near term, however, the next phase (Phase IIC) would be a 500-700 room hotel located to the east of the waterpark between the waterpark and parking structure.

Upon completion of Phase II, MOA would include a combined gross building area of about 8.1 million square feet; approximately 5.7 million of which has been developed. Skyway connections between MOA buildings and IKEA, as well as throughout Phase II, are depicted and are proposed to be constructed with Phase IID and beyond. The final location, design, and number of skyways would be determined at the Final Development Plan (FDP) stage for subsequent phases.

### **Proposed Plan Changes**

The proposed plans entails significant changes from the 2016 PDP. Selected graphics from the approved 2016 PDP, including the phasing plan, are included in the agenda materials. The most significant changes include:

- ***South Loop Waterpark.*** The proposed South Loop Waterpark replaces “The Collections at MOA.” The Collections at MOA included substantial retail, restaurants with and without bar service, common area atriums, office tower, hotel with banquet space and restaurant, and residential units above the hotel. The Phase IIB gross building area was to total 1 million square feet. The Collections at MOA did not materialize and has been eliminated from future MOA plans. A waterpark was included in the 2013 PDP in the Phase II area, albeit much smaller in size – only 75,000 square feet.
- ***Changes in use mix.*** As described above, the South Loop Waterpark is the most significant change in use mix, replacing The Collections at MOA with an approximately 330,000 square foot waterpark. Beyond the Waterpark, however, the use mix is similar to previous

PDPs. Future phases include a 200,000 square foot multi-use facility, three 300 to 700 room hotels, 170,000 square feet of retail, and two 200,000 square foot office buildings. The exact use mix within the multi-use facility is undefined in the PDP, but could, for example, entail sports/fitness uses along with large event and entertainment spaces.

The 2016 PDP added a Phase III (Mall of America 4<sup>th</sup> Addition), located on the land known as the “Adjoining Lands” and referred to as the “Kelley site.” The Kelley site is used for overflow parking and contractor staging and storage. The previous PDP depicted a future parking structure, although only surface parking is currently proposed. Plans for Phase III are likely to evolve over the next several years. Another overflow parking lot, the “Pork Chop,” located at the northwest corner of American Blvd. and 24<sup>th</sup> Avenue, is also depicted to remain as overflow surface parking. The 2016 PDP depicted development on that site connected to the rest of the MOA campus via skyway.

- **No Residential uses.** The previous PDP included 120 residential units proposed above the Phase IIB hotel. Residential uses are no longer proposed within the MOA campus.

The entertainment/multi-use facility is depicted east and north of the proposed parking structure. Building footprints are shown in civil plans, and a portion of the future multi-use facility is shown in public right-of-way. There is an existing encroachment into public right-of-way along 24<sup>th</sup> Avenue South. That encroachment was created when a small section of land was dedicated as public right-of-way to accommodate a future entrance into the Phase II property. That entrance along 24<sup>th</sup> Avenue into the Phase II site has not materialized; in order to implement the facility as proposed, the City would need to vacate land previously dedicated as public right-of-way.

**ANALYSIS**

**Code Compliance**

Staff analyzed the development using the proposed underlying CX-2 zoning district. Several other City Code sections apply to the FDP and are included in the Table 1. Additional commentary on elements of the FDP design are addressed in more detail in the following paragraphs.

**Table 1: Final Development Plan – Structure Placement and Development Intensity for CX-2 Zoning District**

<b>Standard</b>	<b>Code Requirement</b>	<b>Proposed</b>	<b>Compliance</b>
Site area – minimum	120,000 square feet	27+ acres	Yes
Building floor area – minimum	120,000 square feet	328,150 square feet	Yes
Minimum lot width	250 feet	347 feet	Yes

Standard	Code Requirement	Proposed	Compliance
Building setback – all streets – minimum	20 feet	0 feet	Deviation approved through previous PDPs
Minimum landscape yard	20 feet – along streets	0 feet	Deviation approved through previous PDPs
Parking setback – internal minimum	5 feet – minimum alongside lot lines	Minimum 5 feet	Yes
Floor area ratio - maximum	2.0	1.62	Yes
Trees – minimum	309	355	Yes
Shrubs – minimum	1,105	1,226	Yes
Trash collection and storage	Interior with interior access	Trash would be located within building and accessed from doors on west	Yes
Lighting – maintained levels – minimum	Parking Lot – 1.0 to 2.0 FC Entry – 10.0 FC Sidewalk – 2 FC 30 feet of primary access door & 2.0 FC 5 feet of a secondary door	Parking Lot – 0.8 to 4.9 FC Entry – 20 to 22 FC Sidewalk – 0.8 to 6.8 FC Secondary door – unknown to 9.8	Final photometric plans to be submitted
Sidewalks	8 foot minimum along Lindau Lane, 24 <sup>th</sup> Ave., and American Blvd. 5 feet clear width minimum along private streets	10 foot sidewalk along collector and arterial streets, 5 feet clear for private sidewalks	Yes

**Design Guidelines**

The City’s Zoning Code includes standards and development requirements related to building materials, site design, and landscaping that apply to all development phases. In the CX-2 zoning district, permitted exterior building materials include: glass, exterior cement plaster (stucco), natural stone, brick, architectural concrete, metal (in accordance with adopted policies), and EIFS (only on portions of facades over 18 feet above grade level).

In addition, development must be consistent with the *Urban Design Guidelines* approved for the MOA site in 2003. The stated purpose is to “establish guidelines for the future expansion of MOA allowing for flexibility of execution and expression of corporate identity within a physically, functionally, and visually integrated framework, or ‘fabric’ complementing the existing MOA. These guiding principles include:

- Skyway/Atrium Unifying Elements

- “Base” Design Concept complimenting existing MOA
- Integrated Parking Decks
- Vertical/Horizontal Balance of Massing Elements
- Traditional/Contemporary Blend of Materials and Colors
- Entry Point Prominence
- Vibrancy of Materials/Colors
- Circulation Integration for Vehicles and Pedestrians
- Environmental Integration

This revised PDP application includes architectural renderings from a variety of perspectives mostly focused on Phase IIB. The future buildings depicted in the PDP graphics are massing representations, not final design. As a planned development, some flexibility and deviations from code requirements may be allowed provided the intent of the CX-2 zoning and *Urban Design Guidelines* is met and the flexibility is determined to be in the public interest.

### **Building and Site Design**

Staff believes the waterpark and parking structure FDP meet the intent of the Design Guidelines. The waterpark would be a striking feature of the MOA campus, particularly along Lindau Lane, where a three level building would be constructed on top of the Lindau Lane Bridge. Central elements of the Final Development Plan include:

- 1) **Waterpark exterior materials.** A materials palette of glass, metal wall panels, integrally-colored pre-cast concrete panels, and, perforated aluminum panels make up the building’s exterior. Integrally-colored pre-cast concrete is a permitted material in the CX-2 zoning district and would be implemented with a series of varied finishes. Those finish variations, along with metal panels and glass, would complement Phase IC’s building design, but stand on its own architecturally. The roof, which would take a barrel vault form, would be comprised of ethylene tetrafluoroethylene (ETFE), a corrosion resistant plastic material. ETFE is the same material used for the U.S. Bank Stadium roof system.
- 2) **Waterpark interior.** Within the waterpark itself, activities would accommodate all ages. Some of the amenities include: two wave pools, slide complexes, children’s waterplay, semi-private cabanas, multiple food and drink options, changing rooms, and restrooms. Back of house functions would primarily be located in the northwest portion of the building and would house chemical storage, first aid stations, and employee training and break spaces.
- 3) **Parking structure.** The exterior appearance on the parking structure, given its prominent location, is vital. The structure’s exterior materials mimic the waterpark – a mix of precast metal panels, glass, and perforated metal screening. Charter buses, taxis, rideshare services, and hotel shuttles would pick up and drop off within the parking structure’s first level. A large lobby with seating would serve this transportation hub. From the exterior, the transportation hub and elevator lobbies would be clad in glass and pre-cast architectural

concrete. Beyond the structure's appearance, to plan for future conditions, the structure would be expandable and adaptable:

- a. **Expandability.** The parking structure is sized to meet the waterpark parking demand. However, with the intent to develop a 500-700 room hotel between the parking structure and waterpark, the parking structure would be expandable to meet the hotel's parking demand.
  - b. **Adaptability.** Parking demand is anticipated to go down in the future with increased use of ridesharing services and transit and with the advent of driverless cars. While the degree of parking demand reduction is unknown, the City of Bloomington Port Authority required the parking structure be designed in a way that allowed the structure to be converted to other uses, such as office. Designers would accomplish this adaptation by removing alternating parking levels and the middle structural bays where vehicle ramps are located. The removal of those middle bays would create an internal atrium.
- 4) **Vehicle and pedestrian circulation.** Vehicular and pedestrian transportation routes in the Phase II site would be substantially improved compared to existing conditions. A ring road would establish vehicle and pedestrian movements throughout the Phase II area. Sidewalks are proposed on both sides of the ring road throughout Phase II. In addition to the sky bridge access to the waterpark from the parking structure, sidewalk access to the waterpark and MOA would be provided on both sides of the Lindau Lane bridge connection. The primary entrance would be located on the east side, but pedestrians and employees would also have access to the building along the west. Overall, the pedestrian experience would be improved.

### **Floor Area Ratio**

CX-2 provides for the most intense development within the City. A minimum building floor area of 200,000 square feet per building is required with a maximum floor area ratio (FAR) of 2.0. The FAR may be increased to 3.0 provided 50 percent of the ground coverage is in structures of six or more stories in height, average vehicle occupancy is 1.2 people per vehicle or greater, and at least two percent of the peak period trips serving the site are made by public transit. A parking study conducted in 2012 showed that 9 percent of MOA visitors were arriving by public transit and the average vehicle occupancy from a 2006 study was 2.3 persons per vehicle. This exceeds the code requirements allowing for a FAR of 3.0. However, similar to the 2013 PDP, the proposed development does not qualify for the FAR increase as 50 percent or more of the ground coverage is not in structures of six or more stories in height. Therefore, the applicable FAR limit is 2.0.

Phase IIB would entail approximately 330,000 square feet of gross building area. Phases IIC IID would entail approximately 1.5 million square feet of gross building area. At full buildout, the FAR for all of Phase II, including IKEA, would be 1.63. For comparison, Phase I, which includes the existing MOA, Radisson Blu hotel, JW Marriott, and Phase IC office tower, equates to a FAR of



1.8. The PDP is consistent with FAR requirements. The FAR calculation does not include Phase III, which is currently overflow surface parking. Phase III's FAR is currently zero.

### **Building Height**

Given MOA's proximity to MSP, building heights are subject to the 2004 MSP Zoning Ordinance. The MSP Zoning Ordinance establishes maximum building heights for specific areas on the site. Allowed height ranges from 880-991 feet above mean sea level (FAA height limit), depending on the distance from the extended centerline of the MSP south runway. City staff may administratively approve an Airport Zoning Permit provided the building does not penetrate the MSP airspace elevation. Building heights that exceed the airspace elevation are prohibited unless a variance is issued by the MSP Board of Adjustment.

FDP massing graphics, which include FAA height limits, depict all buildings below maximum building heights. Temporary tower cranes necessary for constructing these buildings may pierce the MSP airspace elevation. A variance must be obtained from the MSP Board of Adjustments to exceed the maximum airspace elevation, even for temporary construction cranes. In addition to a variance from the MSP Board of Adjustments, the applicant must receive approval from the FAA through the FAA's No Hazard Determination process prior to the issuance of a building permit.

### **Landscaping and Lighting**

When Phase IC was developed, much of the landscaping required for that phase was planted on the Phase II site. In a planned development, landscaping may be located in other phases provided the landscaping is planted within the overall development. With the waterpark FDP, most of that landscaping must be removed to make way for that waterpark and parking structure. The landscaping plan identifies 82 trees and over 500 shrubs needing to be replaced. The total tree and shrub requirement, including the landscaping that must be replaced, is 309 and 1,105, respectively. 355 trees and 1,226 shrubs are proposed. The majority of landscaping is proposed along public rights-of-way and the private ring road. Because it is unknown how future phases will develop, and to retain continuous surface parking, trees are depicted along streets. Foundation plantings would be included along the waterpark building.

Most "new" parking would be located within the parking structure, which has a higher lighting requirement than surface parking stalls. Specifically, the parking surface must be a minimum of 5.0 footcandles. Surface parking areas have a minimum 2.0 footcandle requirement, although the lighting requirement is reduced along parking perimeters.

In addition to parking areas, primary and secondary entrances as well as walkways must meet minimum lighting levels. Primary entrances must include 10 footcandles at and near the entrance while secondary entrances only require 2.0 footcandles. Pedestrian walkways, such as the outdoor walkways on the Lindau Lane bridge, have a 3.0 footcandle requirement. Preliminary photometric plans depict lighting levels above City Code minimums, although staff will continue to review plans as they are refined.

**Signage and Wall Graphics**

PDP and FDP approval does not include sign approvals, which are subject to separate review and sign permit approval. Building renderings submitted depict large signs on the waterpark and parking structure. In 2015, the City Code was amended to allow master sign plans, which afford a high level of flexibility to facilitate unique, iconic signs otherwise not permitted by City Code. However, while there is additional flexibility in approving signs, that flexibility must be balanced with attractive, high-quality signs that enhance the district’s character and are integrated with building architecture. The City Council approved the MOA Master Sign Plan, which allowed the additional flexibility to install the advertising signs for the Phase IC development. The MOA master sign plan would need to be updated to incorporate signage for the waterpark.

**Parking**

In the 2006, 2013, and 2016 PDPs, a detailed shared parking analysis was conducted through a joint effort between the City and MOA, based on the shared parking methodology developed by the Urban Land Institute (ULI). The same methodology has been updated to calculate required parking levels for this revised application.

Updating the shared parking model for the waterpark project, the anticipated added parking demand is 801 stalls. Along with the 778 stalls that would be displaced due to development, 1,579 stalls must be constructed with this phase. Phase IIB, in addition to existing development, Phases IA - IC, would require 17,601 parking spaces. The proposed supply for the existing MOA, the Phase II site, and overflow lots is 17,873 spaces.

**Table 2 – Parking**

<b>Phase</b>	<b>Shared Parking Model Requirement</b>	<b>Proposed Parking with Existing Kelley Site Spaces</b>
Existing Mall Phases Plus the Waterpark	17,601 spaces	17,873 spaces
PDP Buildout	19,978 spaces	20,190 spaces

*The above calculations do not include 1,407 spaces on the IKEA site.*

The entire PDP development at buildout would require 19,978 parking spaces. Most *new* spaces would be located within future parking structures and underground parking on the Phase II site as buildings take the place of surface parking. The exact location, design, and number of stalls required for future phases is anticipated to evolve in the coming years.

The precise number of parking stalls that must be constructed within the Phase IIB parking structure will continue to be evaluated by City Planning and Port Authority staff and the applicant. The large supply of surface spaces between Phase II and Phase III allows for some flexibility in how to size

the ramp. There are very few examples of waterpark facilities integrated within a large retail and entertainment campus. The most notable example is West Edmonton Mall's waterpark, which is owned by MOA's parent company, Triple Five. The applicant has collected parking data at West Edmonton to help calculate the demand for the South Loop Waterpark.

The scale of development, implementation of wayfinding technology, changes in driving habits, transit use, and recently implemented Park Assist Parking Guidance System technology require on-going observation and analysis of overall parking demand. Intermittent parking studies at peak parking periods are necessary to ensure the parking model is current. Those parking studies will lead to a re-calibrated parking model. Past studies have resulted in a slight reductions in parking requirements. A re-calibrated parking model would be used to ensure future phases meet the parking demand.

### **Traffic Analysis**

In 2018, the South Loop Roadway Infrastructure Improvement Study was completed as part of the Alternative Urban Areawide Review (AUAR) update. The proposed PDP revisions represent a reduced amount of development relative to the AUAR. The study recommended roadway improvements needed to accommodate 2025 South Loop District development forecasts. The scope of work for the waterpark development traffic study will include analyzing the traffic impacts on internal and external roads, and pedestrian infrastructure. Recommendations will be developed for motorized and non-motorized transportation improvements, pedestrian and vehicular wayfinding, appropriate intersection traffic control, and any additional mitigation measures that should accompany the development, now or in the future. These recommendations may or may not include improvements identified in the 2018 South Loop Roadway Infrastructure Improvement Study

### **Transit and Transportation Demand Management (TDM)**

The approved PDP requires the completion of a Transportation Demand Management (TDM) plan for each phase of the MOA development as part of FDP review process. An overall TDM plan was completed for the MOA (both Phase I and Phase IC). Each subsequent phase is required to submit a detailed TDM plan that is customized for that phase of development. The South Loop Waterpark TDM should consider the recently renovated MOA Transit Center which provides bus and LRT service, ride share programs, bicycle facilities and any other TDM programs that the MOA promotes.

### **Utilities**

The proposed development is expected to be served by a looped 12-inch water main, with connection to the City system at multiple locations for reliability, and to meet daily demands and fire flows. The proposed internal sanitary sewer flows from east to west, connecting to the 15-inch sewer main in Ikea Way, and then south to the sewer main between the MOA west parking ramp and TH77. The maintenance (draining) of the main pools at the Waterpark must be regulated to not exceed downstream sewer capacity. Peak sewer flow and water demand models have been

submitted and are still under some review and analysis to ensure they meet existing and future system capacity. The civil plans show some preliminary future building locations that would require proof of an additional loop connection of the 12-inch water main to the City system.

**Stormwater Management:**

The city’s requirements for both stormwater management and erosion and sediment control apply to the project because more than 50 cubic yards of material would be disturbed and more than 5,000 square feet of surface area is altered. Stormwater management for the proposed project currently includes a rainwater harvesting and reuse system and the use of Pond C. Pond C is a regional stormwater pond expanded by the City in 2007-2008 to provide stormwater treatment for the Mall Phase II expansion. Perimeter control, inlet protection and stabilized construction entrances are shown to be installed for erosion control.

***Surface Water Discharge Rate***

The Surface Water Management Plan states that surface water discharge rates, in cubic feet per second, must, at a minimum, achieve a net reduction of pre-project discharge rates for the 50-percent, 10-percent, and 1-percent annual chance events. A September 9, 2019 memo from SEH indicates peak flows decrease along American Boulevard and Lindau Lane as shown in the table below. Final stormwater management documentation will need to provide discharge rates for the individual 50, 10 and 1-percent chance events.

<b><i>Receiving Storm Line</i></b>	<b><i>Existing (cfs)</i></b>	<b><i>Proposed (cfs)</i></b>
American Boulevard	11.6	6.7
Lindau-72inch	13.7	11.6
Lindau-48inch	123.1	126.9

***Water Quality***

The City’s water quality criterion requires an annual removal efficiency of at least 60% for total phosphorus (TP) and 90% for total suspended solids (TSS) from new and fully reconstructed areas. Pond C, a regional stormwater pond located within the right-of way adjacent to TH77, was expanded by the city in 2007-2008 to provide treatment for the Mall Phase II expansion. At the time the pond was constructed water-quality treatment standards were lower than today’s requirements. Pond C, as constructed, provides an annual removal efficiency of 40% for TP and 70% for TSS. Based on the memo dated October 23, 2019 from SEH, water quality for the site would be provided through a combination of the rainwater harvesting and reuse system and Pond C. The removal efficiencies provided to date indicate a deficiency for the treatment of both TP and TSS that will need to be addressed in the final stormwater management documentation. Proposed removal efficiencies for the site and noted deficiencies are summarized in the table below:

	<i>Proposed removal efficiency – on-site water retention</i>	<i>Existing removal efficiency – Pond C</i>	<i>Required removal efficiency</i>	<i>Removal efficiency deficiency</i>
<i>Annual removal efficiency (TP)</i>	17.3%	40%	60%	- 2.7%
<i>Annual removal efficiency (TSS)</i>	8.6%	70%	90%	- 11.4%

**Volume Retention**

Chapter 4 of the Surface Water Management Plan requires sites to capture and retain on-site a volume equivalent to 1.1 inches of runoff from the new and/or fully-reconstructed impervious surfaces. A volume retention of 62,570 cubic feet is required for the 1.1 inches of runoff from the 682,585 square feet of disturbed and reconstructed impervious area. Due to site constraints a rainwater harvesting and reuse system is proposed. Water reuse is proposed to be used as greywater for toilets and potentially landscape irrigation. The rainwater harvesting and reuse system is proposed to capture 14,375 cubic feet. This results in a deficiency of 48,352 cubic feet. A September 19, 2019 memo from Braun Intertec presents a review of the groundwater flow characteristics of the site to aid in determining the ability of the site to capture and retain the required stormwater volume. The memo presents information on how construction methods used in previous phases and the low floor elevation of Phase I improvements inhibit the use of infiltration for volume reduction. In this instance the City Engineer concurs with the assessment that this is a restricted site with regards to volume retention due to the low floor elevation. As a result the applicant must provide surface water discharge rate control and volume as described above, and volume retention and water quality protection in accordance with the following priority sequence for restricted sites:

1. Retention of at least 0.55 inches of runoff from the new and/or fully reconstructed impervious surface
2. Retention of runoff onsite to the maximum extent practicable
3. Other options at the discretion of the City Engineer.

Due to site restrictions the volume retention requirement is reduced to 31,285 cubic feet for the 0.55 inches of runoff from the 682,585 square feet of disturbed and reconstructed impervious area. As stated above a rainwater harvesting and reuse system is proposed to capture 14,375 cubic feet which continues to result in an overall deficiency of 16,988 cubic feet. As project design progresses design staff will continue to work through other potential volume reduction options in an effort to close the current 16,988 cubic feet volume reduction gap. It should be noted that staff also considered other off-site locations and quickly ruled them out.

***Erosion and Sediment Control***

Erosion and sediment control for the site includes perimeter control at the limits of construction, inlet protection and rock construction entrances at the entryways to the site. The contact person for sediment and erosion control has yet to be determined, but will be required on the final Storm Water Pollution Prevention Plan (SWPPP) for the site.

**Fire Prevention and Public Safety**

Providing emergency responder access for the new structure(s) and maintaining access, water supply, and addressing for the existing Mall and future phased development plans are critical factors. This continued access will be a critical factor as the MOA expands.

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, including the bridge over Lindau Lane, shall be asphalt or concrete and support a minimum of 80,000 pounds.

Hydrants would need to be maintained for the existing Mall and additional hydrants strategically placed to provide an adequate water supply for firefighting operations in and around all areas of MOA and subsequent development. Hydrants are required within 50 feet of the fire department connection and within 150 feet of any exterior wall. A looped water supply feeding a single, combined water service into the building is required for the domestic and sprinkler system water demand.

The proposed parking ramp shall have standpipes within 130 foot radius of any location in the garage and shall be located in a protected stairwell that the Fire Department can access from park area. 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. A Knox box will be required at the main entrances and other areas as designated by the Fire Prevention Division. This project may require multiple Knox boxes. Emergency responder radio coverage throughout the complex and in all structures per the requirements of Appendix L in the 2015 Minnesota State Fire Code must be provided.

Any changes made to the current plans, including building location, access roads, water supply and addressing, must be reviewed by the Fire Marshal to ensure continued compliance with the fire code.

**Status of Enforcement Orders**

There are no open enforcement orders for the MOA campus.

**FINDINGS**

**Required Preliminary Development Plan Findings – Section 21.501.02(d)(1-6):**

<b>Required Finding</b>	<b>Finding Outcome/Discussion</b>
(1) The proposed use is not in conflict with the Comprehensive Plan.	<b>Finding Made</b> – There is no conflict between the proposed development and the Comprehensive Plan. The Comprehensive Plan recommends High Intensity Mixed Use for the site. Retail shopping, hotels, office, and entertainment uses are all consistent with the land use designation.
(2) The proposed use is not in conflict with any adopted District Plan for the area.	<b>Finding Made</b> – The proposed development is consistent with the South Loop District Plan.
(3) 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.	<b>Finding Made</b> – All 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.
(4) Each phase of the proposed development is of sufficient size, composition, and arrangement that its construction, marketing, and operation is feasible as a complete unit without dependence upon any subsequent unit.	<b>Finding Made</b> – Each phase is a complete unit without dependence upon other subsequent units. Future phases have been considered in the design. There are adequate access points from public right-of-way and parking areas to ensure that the development is able to fully serve all of the uses within the site
(5) 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.	<b>Finding Made</b> – water, sewer, and traffic studies have been, and will be, conducted with each development phase to ensure that the proposed development would not be an excessive burden on public facilities and utilities.
(6) The proposed development will not be injurious to the surrounding neighborhood or otherwise harm the public health, safety and welfare.	<b>Finding Made</b> – The proposed development is not expected to create excessive noise, light, odor, or other factor that would be injurious to the surrounding neighborhood.

**Required Final Development Plan Findings – Section 21.501.03(e)(1-7):**

<b>Required Finding</b>	<b>Finding Outcome/Discussion</b>
(1) The proposed use is not in conflict with the Comprehensive Plan.	<b>Finding Made</b> – There is no conflict between the proposed development and the Comprehensive Plan. The Comprehensive Plan recommends High Intensity Mixed Use for the site. Retail shopping, hotels, office, and entertainment uses are all consistent with the land use designation.
(2) The proposed use is not in conflict with any adopted District Plan for the area.	<b>Finding Made</b> – The proposed development is consistent with the South Loop District Plan.
(3) The proposed development is not in conflict with the approved Preliminary Development Plan for the site.	<b>Finding Made</b> – Subject to City Council approval of the major revision to the PDP, the PDP and FDP would be consistent.
(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.	<b>Finding Made</b> – All 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 is feasible as a complete unit without dependence upon any subsequent unit.	<b>Finding Made</b> – The proposed South Loop Waterpark, in conjunction with the overall Planned Development, is a complete unit without dependence upon other subsequent units. Future phases have been considered in the design. There are adequate access points from public right-of-way and parking areas to ensure that the development is able to fully serve all of the uses within the site
(6) The proposed use will not be injurious to the surrounding neighborhood or otherwise harm the public health, safety and welfare.	<b>Finding Made</b> – water, sewer, and traffic studies have been, and will be, conducted with each development phase to ensure that the proposed development would not be an excessive burden on public facilities and utilities.
(7) The proposed use will not be injurious to the surrounding neighborhood or otherwise harm the public health, safety and welfare.	<b>Finding Made</b> – The proposed development is not expected to create excessive noise, light, odor, or other factor that would be injurious to the surrounding neighborhood.



**RECOMMENDATION**

The Planning Commission and staff recommend approval using the following motion:

In Case PL2019-184, having been able to make the required findings, I move to approve major revisions to the Mall of America Preliminary Development Plan and Final Development Plans for the South Loop Waterpark and parking structure located at 8000 24th Avenue S., subject to the conditions and Code requirements attached to the staff report.

## RECOMMENDED CONDITIONS OF APPROVAL

Case PL2019-184

**Project Description:** Major revision to the Mall of America preliminary development plan and final development plans for the South Loop Waterpark and parking structure located at 8000 24th Avenue S.

**Address:** 8000 24<sup>th</sup> Avenue South

The following conditions of approval are arranged according to when they must be satisfied. In addition to conditions of approval, the use and improvements must also comply with all applicable local, state, and federal codes. Codes to which the applicant should pay particular attention are included below.

### Preliminary Development Plan Conditions of Approval

1. Prior to Permit The applicant must execute an Operation and Maintenance Agreement with the City for all private facilities in the public right-of-way and for any public infrastructure that may be attached, incorporated, or is part of structures located in public right-of-way. This Agreement must include, but not be limited to:
  - a. Lighting, traffic control devices, and ITS devices attached to private structures;
  - b. Air quality improvements including venting of areas under private structures;
  - c. Public safety improvements;
  - d. Anti-icing system or program;
  - e. Liability considerations;
  - f. Public right-of-way encroachment considerations;
  - g. General maintenance program;
  - h. Security camera equipment and appurtenances;
  - i. Private traffic signals operating in coordination with adjacent City or County traffic signals; and
  - j. Maintenance and liability of existing 72 inch storm sewer that is being incorporated in the Phase IIB structure.
2. Prior to Permit Storm Water Management Plan must be provided that demonstrates compliance with the City's Comprehensive Surface Water Management Plan. A maintenance plan must be signed by the property owners and must be filed of record with Hennepin County.
3. Prior to Permit A Security Plan including, but not limited to, design, structural, operational, internal security, traffic plans and communications elements must be submitted for review with each Final Development Plan application and approved by the Bloomington Police Chief and Fire Chief prior to the issuance of any grading, foundation, or building permits.
4. Ongoing Given the unique parking characteristics of a development of the size of the Mall of America, the City has determined parking requirements using a calibrated parking model based on the Urban Land Institute's Shared Parking

Study, Second Edition. The following parking related requirements apply:

a. The Preliminary Development Plan must provide at least 19,978 parking stalls, or as otherwise calculated by the Issuing Authority through amendments to the shared parking model.

c. Final Development Plans for the subsequent phase must include an updated shared parking study for review and approval by the City. At the time of Final Development Plan review, the applicant must demonstrate that sufficient parking is available for that phase and existing uses on site according to the parking model; and

d. The parking model includes an effective supply factor of 5 percent. In the event the applicant applies technologies to reduce the needed effective supply factor, the Issuing Authority may modify the model to reduce the effective supply factor accordingly.

5. Ongoing All intersections included in the on-site circulation system must operate at a Level of Service (LOS) D or better.
6. Ongoing Signs must be in compliance with the requirements of Chapter 19, Article X of the City Code and the Master Sign Plan, as amended.
7. Ongoing A sidewalk, with at least 5-foot clear width, must be provided along ring roads and link the primary entrance of each building on site with the public sidewalk network.
8. Ongoing Park Dedication Fee be in cash for each development phase. As development plans for each phase of the Mall of America expansion are approved, the park dedication fee must be calculated on the approved phase and paid prior to the issuance of the grading, foundation, or building permits for the subject phase.
9. Ongoing All development must be placed on private property and out of public right-of-way except where approved by the City of Bloomington.

### **Final Development Plan Conditions of Approval**

1. Prior to Permit A Site Development Agreement that includes all conditions of approval must be executed by the applicant and the City prior to building permit issuance for Phase IIB.
2. Prior to Permit The applicant must execute a Public Improvement Agreement with the City that identifies cost participation and timing of those public infrastructure improvements.
3. Prior to Permit An updated full Traffic Analysis similar to the detailed 2006 and 2015 Mall of America, Phase II traffic studies, must be completed. The updated traffic analysis must be completed per City Code 21.502.01(h) and include, but not be limited to, the following:
  - a. Modifications to create consistency with the approved site plan, land use mix, approved roadway network, bicycle access and parking, parking infrastructure, and performing arts operations;
  - b. A detailed on- and off-site ITS and wayfinding system with participation and approval of the respective governmental agencies;
  - c. Verification that all intersections will operate at Level of Service (LOS) D or better in the first year the facility is opened and two years after it opens; and

d. Expansion of the study area to include American Boulevard intersections located west of TH 77 to Portland Avenue, the I-494/Portland intersection, and the WB merge of NB TH 77.

4. Prior to Permit A Construction Management Plan must be submitted for review and approval by the City with each Final Development Plan application. Plan elements must include, but not be limited to:
  - a. A temporary parking plan;
  - b. A temporary security/inspection area;
  - c. Construction staging areas;
  - d. Traffic control and pedestrian and bicycle circulation plans for encroachments in public streets and sidewalks; and
  - e. A detour plan specifying alternative traffic routes during road closures or construction.
5. Prior to Permit An exterior grease interceptor may be required, contact City of Bloomington Utility Department at 952-563-8775 for determination.
6. Prior to Permit Grading, Drainage, Utility and Erosion Control plans must be approved by the City Engineer.
7. Prior to Permit Waterpark pool drainage system and discharge rates must be approved by the Utilities Superintendent.
8. Prior to Permit Access, circulation and parking plans must be approved by the City Engineer.
9. Prior to Permit Sewer Availability Charges (SAC) must be satisfied.
10. Prior to Permit Approval by the Lower Minnesota Watershed District must be provided.
11. Prior to Permit Bicycle parking spaces must be provided and located throughout the site as approved by the City Engineer.
12. Prior to Permit Three foot high parking lot screening must be provided along Lindau Lane as approved by the Planning Manager (Sec. 19.52).
13. Prior to Permit Parking lot and site security lighting plans must be revised to satisfy the requirements of Section 21.301.07 of the City Code.
14. Prior to Permit Utility plan showing location of existing and proposed water main and fire hydrant locations must be approved by the Fire Marshal and Utilities Engineer (City Code Sec. 6.20, Minnesota State Fire Code Sec. 508).
15. Prior to Permit Food service plans must be approved by the Environmental Health Division (City Code Sec. 14.360).
16. Prior to Permit A National Pollutant Discharge Elimination System (NPDES) construction site permit and a Storm Water Pollution Prevention Plan (SWPPP) must be provided if greater than one acre is disturbed (State of MN and Federal regulation).
17. Prior to Permit Federal Aviation Administration (FAA) review is required through the 7460 airspace analysis process. An Airport Zoning Permit is required following the FAA No Hazard Determination review.
18. Prior to Permit Landscape plan must be submitted for review and approval by the Planning Manager and landscape surety must be filed (Sec 19.52). The landscaping plan must include required landscaping for Phase IIB as well as displaced Phase IC landscaping.
19. Prior to C/O The applicant must submit a Tier I Transportation Demand Management Plan in conjunction with each Final Development Plan submitted under this

Preliminary Development Plan. The Tier I Transportation Demand Management Plan must be coordinated with each subsequent Final Development Plan.

20. Prior to C/O Buildings shall meet the requirements of the Minnesota State Fire Code Appendix L (Emergency Responder Radio Coverage) adopted through City Ordinance to have approved radio coverage for emergency responders based upon the existing coverage levels of the public safety communication systems.
21. Ongoing All construction stockpiling, staging and parking must take place within the Mall of America planned development and off adjacent public streets and public right-of-way.
22. Ongoing All trash and recyclable materials must be stored inside the principal building (Sec. 19.51).
23. Ongoing Fire lanes must be posted as approved by the Fire Marshal (MN State Fire Code Sec. 503.3).
24. Ongoing All rooftop equipment must be fully screened (Sec. 19.52.01).
25. Ongoing Development must comply with the Minnesota State Accessibility Code (Chapter 1341).
26. Ongoing The Final Development Plan must include at least 17,601 parking stalls within the Mall of American Planned Development, unless otherwise calculated by the Issuing Authority through revisions to the shared parking model.