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March 1, 2017

Glen Markegard
Manager, Planning Division
City of Bloomington
1800 W. Old Shakopee Road
Bloomington, MN 55431

Re: Application Submittal: Rezoning, Comprehensive Plan Amendment, and Text
Amendment Submittal.
Our File #27,171-01

Dear Glen:

This firm represents Delta Metro Lands LLC (the "Applicant"), an affiliate of the owner of Mall of America, with regard to the proposed rezoning and guidance of the properties addressed as 8200 28th Avenue South and 8201 24th Avenue South (together, the "Adjoining Lands"), east of the Mall of America in the City of Bloomington (the "City"). The purpose of this letter is to provide the required narrative for the following applications:

1. Comprehensive Guide Plan Amendment

The Adjoining Lands site is currently guided as "Innovation and Technology" in the City's Land Use Guide Plan (the "Guide Plan"). Applicant requests the City amend the Guide Plan to reclassify the Adjoining Lands as "High Intensity Mixed Use," consistent with the existing Mall of America properties. Reguiding the Adjoining Lands to High Intensity Mixed Use will allow for the high-quality investment in development that furthers the broader vision of the South Loop District. The amendment will allow the property to develop in a manner that builds on the South Loop District's character as a regional mixed-use destination, take advantage of the existing infrastructure investments by the City, and transform the district to a more urban character.

2. Rezoning from CO-2 to CX-2 District

Applicant requests that the City rezone the Adjoining Lands from the Commercial-Office/Mixed Use (CO-2) District to the Mixed Use (CX-2) District. In conjunction with the Comprehensive Plan map amendment, the rezoning the Adjoining Lands to CX-2 will allow the property to accommodate development that includes a broad mix of uses, while efficiently using existing

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transit and transportation infrastructure. The applications will further the South Loop District's character as an international mixed-use destination.

3. Text Amendment to the CX-2 District

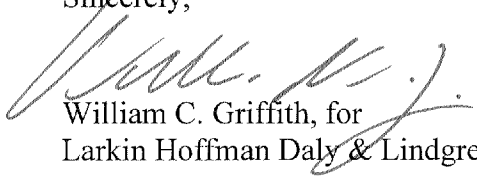
Applicant requests that the City amend the uses allowed in the CX-2 District under Section 21.207.01 and Table 21.209(f). Applicant further seeks to revise or create new definitions for uses under Section 19.03, as well as an amendment to Section 21.301.01, which governs the development intensity and site characteristics for the CX-2 District. The proposed text amendment language is attached.

Please find the following attached materials:

1. Completed application form;
2. Memorandum of proposed text amendment language;
3. Comprehensive Plan amendment fee of \$1,660;
4. Rezoning application fee of \$1,660;
5. Ordinance amendment fee of \$1,660; and
6. Survey and legal description.

Please let me know if you have any questions. Thank you.

Sincerely,

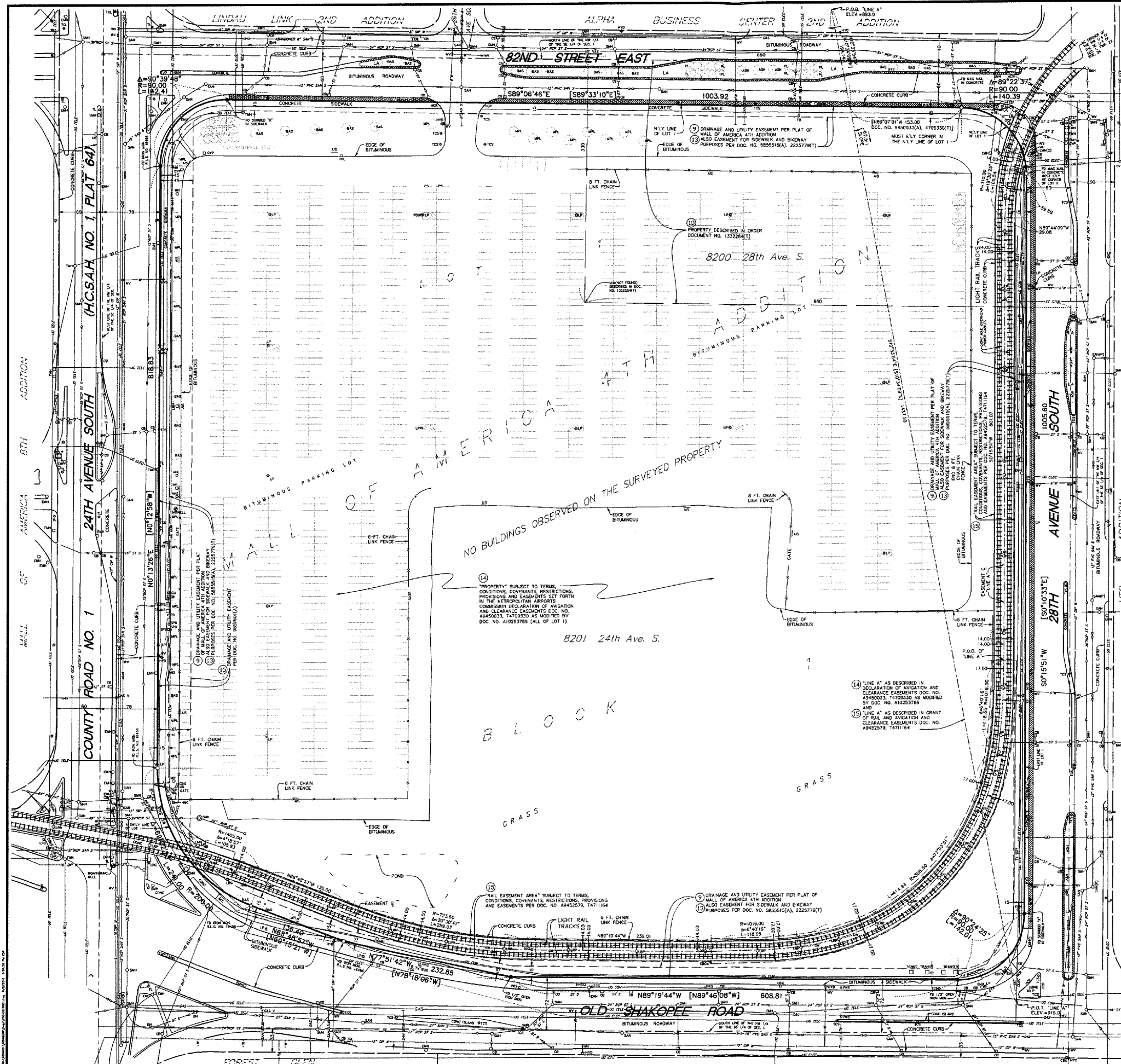


William C. Griffith, for
Larkin Hoffman Daly & Lindgren Ltd.

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Direct Fax: 952-842-1729
Email: wgriffith@larkinhoffman.com

Enclosures

cc: Kurt Hagen



DESCRIPTION OF PROPERTY SURVEYED.
 (Per First American Title Insurance Company Commitment for Title Insurance, Commitment No. NCS-780355-MPLS, Commitment Date February 22, 2016, Revised March 23, 2016)

The land described in the Survey is the same as described in said Title Commitment described as follows:
 Lot 1, Block 1, Mall of America 4th Addition, according to the recorded plat thereof, Hennepin County, Minnesota.
ABSTRACT and TORNENS Property: Certificate of Title No. 1394616.

The Torrens (registered) portion of the land is described as follows:
 That part of Lot 1, Block 1, Mall of America 4th Addition embraced within that part of the Northwest Quarter of the Southeast Quarter of Section 1, Township 27, Range 24 described as follows: Beginning at the Northeast corner of said Northwest Quarter of the Southeast Quarter of said Section 1, thence West along the North line of said Northwest Quarter, 860 feet, thence South 330 feet, thence East and parallel with the North line of said Northwest Quarter of Southeast Quarter, 650 feet to the East line of Northwest Quarter of Southeast Quarter of said Section 1, thence North to the point of beginning.

PLAT RECORDING INFORMATION
 The plat of MALL OF AMERICA 4TH ADDITION was filed for record on December 13, 1991, as R.T. Document No. 2222351 and December 17, 1991, as G.R. Document No. 5855514.

[] Bearings and/or dimensions listed within brackets are per plat or record documents.

- LEGEND**
- (A) Denotes Abstract
 - AS Denotes advertising/info. sign
 - BI Denotes beehive catch basin
 - CB Denotes catch basin
 - CO Denotes control box
 - CBX Denotes communications box
 - EB Denotes electric box
 - EM Denotes electric meter
 - GAS Denotes gas line
 - GASP Denotes gas pump
 - GM Denotes gas meter
 - GW Denotes guy wire
 - GP Denotes guy pole
 - HH Denotes hand hole
 - HW Denotes hand hole
 - HVIC Denotes hand hole
 - HIE Denotes electric hand hole
 - HYD Denotes fire hydrant
 - LP Denotes light pole
 - LRC Denotes light rail control light
 - LSP Denotes light rail power pole
 - MOWELL Denotes monitoring well
 - OM ELEC Denotes overhead electric
 - OS Denotes structure per plan
 - PKS Denotes parking sign
 - PP Denotes power pole
 - PPLP Denotes power pole light pole
 - RRCL Denotes railroad crossing light
 - SAN Denotes sanitary manhole
 - SAN S Denotes sanitary sewer
 - SAM Denotes storm manhole
 - SPR Denotes sprinkler box
 - ST S Denotes storm sewer
 - T Denotes Terres
 - TCS Denotes traffic control sign
 - TB Denotes traffic light
 - TM Denotes telephone box
 - TUH Denotes telephone manhole
 - TRANS Denotes electric transformer
 - TVBOX Denotes television box
 - UD CCM Denotes underground communication
 - UD CIV Denotes underground cable TV
 - UD ELEC Denotes underground electric
 - UD TELE Denotes underground telephone
 - W Denotes water line
 - WHM Denotes water manhole
 - WV Denotes water valve
 - Denotes decorative brick
 - Denotes light rail control arm
- GENERAL NOTES**
- 1) Survey bearing basis: Hennepin County Coordinate System.
 - 2) "No Buildings Observed" on the surveyed property in the process of conducting the fieldwork.
 - 3) There was no evidence of recent earth moving work, building construction or building additions observed in the process of conducting the fieldwork.
 - 4) There are no proposed changes in street right of way lines per the City of Bloomington Engineering Department. There was no evidence of recent street or sidewalk construction or repairs observed in the process of conducting the fieldwork.
 - 5) There were no wellhead definition markers observed in the process of conducting the fieldwork.
 - 6) The property has access to and from 82nd Street E, a duly dedicated and accepted public street or highway.
- UTILITY NOTES**
- 1) Visible above ground evidence of utilities is shown hereon per field location. Underground utilities are shown hereon for reference only.
 - 2) Other underground utilities of which we are unaware may exist. Verify all utilities critical to construction or design.
 - 3) Contact COPPER STATE ONE CALL at 851-454-0002 (800-252-1188) for precise locate location of utilities prior to any excavation.
- FLOOD ZONE NOTE**
- The subject property lies within Zone X (Areas determined to be outside the 0.2% annual chance floodplain), per the National Flood Insurance Program, Flood Insurance Rate Map Community Panel Number 275230 0478 E, Effective Date September 2, 2004. This information was obtained from the FEMA Map Service Center web site.
- AREA**
- 1,367,365 Sq. Ft. or 31,390 Acres
- PARKING**
- Parking Information: Parking area paint striping, as maintained, is indicated on this survey. There is additional paint striping in some areas which is not shown.
- Parking spaces maintained: 1896 Regular Spaces, 6 Handicap Spaces, 1982 Total Spaces

TITLE COMMITMENT
 First American Title Insurance Company Commitment for Title Insurance, Commitment No. NCS-780355-MPLS, Commitment Date February 22, 2016, Revised March 23, 2016, was relied upon as to matters of record.

- Schedule B Exceptions:**
- Exceptions are indicated on survey with circled numbers unless otherwise noted. Items not listed below are standard exceptions and/or are not survey related.
9. Easements for drainage and utility purposes as shown on the recorded plat of Mall of America 4th Addition, recorded December 13, 1991 as Document No. 2222351 (Torrens) and recorded December 17, 1991 as Document No. 5855514 (Abstract).
 10. The boundaries of the registered portion of the land description have been judicially determined and the corners marked by Judicial Monuments pursuant to Order recorded June 5, 1979 as Document No. 133284 (Torrens), as recited on the Certificate of Title.
 11. Easement for drainage purposes, together with any incidental rights, in favor of Hennepin County, Minnesota, as granted and described in the Quit Claim Deed, dated March 12, 1981, recorded March 13, 1981 as Document No. 4630721 (Abstract), and also the Quit Claim Deed, dated January 10, 1980, recorded April 27, 1982 as Document No. 4713174 (Abstract). [Lies entirely within the public right-of-way of 24th Ave. S. and Old Shakopee Rd. - not shown].
 13. Easement for sidewalk and bikeway purposes, together with any incidental rights, in favor of the City of Bloomington, Minnesota, as described in the Easement, dated October 13, 1991, recorded December 17, 1991 as Document No. 5855515 (Abstract).
 14. Terms, conditions, covenants, restrictions, provisions and easements set forth in the Metropolitan Airports Commission Declaration of Aviation and Clearance Easements, dated November 24, 2009, recorded December 4, 2009, as Document No. A9452578 and as Document No. 14723230; as modified by Amendment Number 1 to Metropolitan Airports Commission Declaration of Aviation and Clearance Easements, dated August 31, 2015, recorded October 30, 2015 as Document No. A1025375B. [See document for Height Limits of "STATE SAFETY ZONE B"]
- NOTE:** The Amendment identified above is not recorded in the office of the Registrar of Titles and is not memorialized on the Certificate of Title.
15. Terms, conditions, covenants, restrictions, provisions and easements set forth in the Grant of Rail and Airway and Clearance Easements, dated November 24, 2009, recorded December 10, 2009, as Document No. A9452579 and as Document No. T471184. [See document for Height Limits of "STATE SAFETY ZONE A"]
 16. Easement for drainage and utility purposes, together with any incidental rights, in favor of the City of Bloomington, Minnesota, as described in the Easement, dated October 2, 2012, recorded October 8, 2012 as Document No. A9851601.

SURVEYOR'S CERTIFICATION

To Delta Metro Investments LLC, Beneficial Street Partners ONE Strategic IV LLC, a Delaware limited liability company and First American Title Insurance Company

This is to certify that this map or plat and the survey on which it is based were made in accordance with the 2016 Minimum Standard Detail Requirements for ALTA/NSPS Land Title Surveys, jointly established and adopted by ALTA and NSPS, and includes Items 1, 2, 3, 4, 5, 9, 16, 17, and 18 of Table A thereof. The field work was completed on May 24, 2016.

Dated this 2nd day of June, 2016.

Mark S. Hanson, P.L.S. Minn. Lic. No. 15480

Mark S. Hanson, P.L.S. Minn. Lic. No. 15480

VICINITY MAP

SCALE
 0 50 100
 IN FEET

REGISTERED LAND SURVEYOR
 MARK S. HANSON
 STATE OF MINNESOTA

ALTA / NSPS LAND TITLE SURVEY FOR:
Delta Metro Investments LLC

8201 24th Ave. S. & 8200 28th Ave. S., Bloomington, MN

Main Office: 800 East Broadway Freeway (290) + Suite 118
 Bloomington, Minnesota 55420-3425
 651-661-2425 (Fax: 651-661-9220)
 Branch Office: 1000 Hennepin Avenue
 Minneapolis, Minnesota 55402-3207
 612-338-1100 (Fax: 612-338-1101)

Project: 2004-021-B Bl./Pg: 783/88 Date: 6/22/2016
 Township: 27 Range: 24 Section: 01 Sheet: 1 of 1
 File: 2004021B001.dwg