

A. PROJECT LOCATION

The project is located on one existing parcel at 7800 Picture Drive, Bloomington, MN that is 9.25 acres per Hennepin County GIS property information. The site currently contains a commercial building and associated parking lot. The property is bounded to the north by West 78th Street, to the west by Doran Companies and Northland Group, LLC, to the south by Interstate Hwy. 494, and to the east by Picture Drive.

B. PROJECT DESCRIPTION

1. An approximate 54,000 SF multi-story building with:
 - a. An approximate 140,000 SF synthetic turf driving range.
 - b. Approximately 336 surface parking stalls.
 - c. Other improvements will include stormwater management features, underground utilities and landscaping features.
2. The project is anticipated to be completed in one phase.
3. FAA Height Restriction
 - a. This site is located within proximity to the MSP International Airport and will require review through the Federal Aviation Administration (FAA). There are several buildings in the area that are taller than the proposed Drive Shack Project so the project height is not anticipated restricted by the FAA but this will be confirmed through the permitting process.

C. PROPERTY DESCRIPTION

1. Plat information:
 - a. The parcel is comprised of a single approximately 9.25- acre tract. Platting is not anticipated.
2. Site Drainage:
 - a. The project will likely require a single stormwater outfall in the southwest corner of the Site. An underground stormwater management system is anticipated to meet the requirements of the City of Bloomington and Nine Mile Creek Watershed District.
 - b. Stormwater management will consider runoff rate, volume, and water quality management requirements as outlined by the City of Bloomington and Nine Mile Creek Watershed District.
3. Existing City Improvements:
 - a. The City has public streets adjacent to the site on West 78th Street and Picture Drive. Public sidewalk infrastructure is located along West 78th Street as well as mid-block along Picture Drive.

4. Right-of-Way Easements:
 - a. It is not anticipated that any Right-of-Way modifications will be required for the project.

5. Utility Easements:
 - a. There is an existing overhead Xcel Energy electric easement that runs from east to west across the proposed parking lot.
 - b. There is also an existing overhead electric tower and easement in the south-central portion of the site.
 - c. An ALTA and Topographic survey will be performed to determine if there are any other easement encumbrances on the property.

6. Wetland:
 - a. There is an approximate 0.10-acre wetland located in the southwest corner of the site per information provided through the Hennepin County Wetland Inventory and National Wetlands Inventory.
 - b. It is understood that the existing wetland on site will be regulated by the City of Bloomington.
 - c. As part of the project, Kimley-Horn will coordinate with the U.S. Army Corps of Engineers to determine if they have jurisdiction of this wetland.
 - d. Wetland management will consider requirements as outlined by the City of Bloomington, Nine Mile Creek Watershed District, and U.S. Army Corps of Engineers, if applicable.

7. Topography:
 - a. The project area has a substantial amount of grade change across the site. The high point is located in the northwest corner, approximately 30 feet above the southern property line.

8. Flood Plain:
 - a. According to the FEMA Flood Insurance Rate Map, the site is not located in a documented floodplain.
 - b. The City of Bloomington classifies this site within the Flood Hazard Overlay zone.

9. Access:
 - a. There are two existing drive entrances to the property, one from W. 78th Street along the northern boundary and one from Picture Drive to the east. It is anticipated that the Site will be accessed with one driveway on W. 78th Street and two from Picture Drive as depicted on the conceptual site plan.

D. PROPOSED PROJECT

1. General Building Description:

- a. Site to include an approximate 140,000 SF synthetic turf driving range, approximately 336 surface parking stalls, stormwater management features, underground utilities and landscaping features.

2. Code Compliance:

- a. A Planned Development (PD) and Text Amendment process is anticipated.
- b. Client respectfully requests the two proposed City Code changes.
 - i. Amends City Code Section 19.03 to add the following use definition:

Major Commercial Golf Facility – A combined indoor and outdoor recreational golf driving range which may include a associated uses such as a restaurant, arcade, entertainment, meeting facilities and incidental retail.

- ii. Adds Major Commercial Golf Facility as a Conditional Use in 19.40.08

SEC. 19.40.08. COMMERCIAL OFFICE DISTRICT CO-1.

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(d) Conditional Uses.

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(15) Major Commercial Golf Facility

- c. Parking required for the project will be further coordinated with City of Bloomington staff.

3. Building Areas:

- 1st Floor Bar = +/- 90 seats
- Patio = +/- 32 seats
- Game room = +/- 47 seats
- 3rd floor bar = +/- 80 seats
- Glass box VIP = +/- 23 seats
- VIP - +/- 15 seats
- Large Event space = +/- 134 seats

4. Landscaping and Irrigation

- a. Existing trees will be required to be removed as part of the project.
- b. It is the intent of the project to meet landscaping and irrigation requirements.

E. ZONING CODE ANALYSIS

1. Comprehensive Plan

- a. The current Comprehensive Plan (2008) Land Use Guide Plan designates the project site as Office (OFC).

2. Zoning:

- c. The site is currently zoned Commercial Office District (CO-1).
- d. The site is located within the Flood Hazard Overlay zone.

3. Airport Zoning:

- a. An FAA 7460-1 Airspace Study of the building pole will be required based on proximity to the MSP International Airport.

4. Floor Area Ratio: 1.0 FAR for nonresidential uses

5. Dimensional Requirement:

- a. Front Yard Setback = 60 feet
- b. Side Yard Setback = 20 feet plus 0.25 foot for each one foot of structure height in excess of 60 feet.
- c. Rear Yard Setback = 20 feet plus 0.25 foot for each one foot of structure height in excess of 60 feet, but in no instance less than 30 feet.

6. Parking:

- a. The Major Commercial Golf Facility is not listed within current City Code Section 21.30106 Parking and Loading.
- b. Parking as required for the project will be further coordinated with City of Bloomington staff.

7. Open Space and Landscaping:

- a. City Code Section 19.52 for landscaping and screening requirements.
- b. City Code requires:
 - i. Landscape Yard: An area for landscaping, kept free of parking, storage or storm water ponds, must be provided around the perimeter of a site. The landscape yard must be a minimum of 20 feet deep when adjacent to public

or private streets and a minimum of five feet deep when not adjacent to streets.

- ii. Where a parking island is immediately adjacent to one or more parking stalls, the island length must be three feet shorter than the adjacent stall to promote ingress and egress into the stall.
- iii. A minimum of one deciduous tree must be provided per parking lot island.
- iv. Parking island with tree – minimum of 8 foot width.
- v. One tree required per 2,500 square feet of developable landscaping area.
- vi. One shrub required per 1,000 square feet of developable landscaping area.

8. Signage: Must comply with Article X of Chapter 19.

F. PARKING ANALYSIS

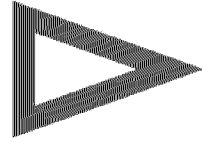
G. TRAFFIC

H. STORMWATER MANAGEMENT

I. LIGHTING

J. UTILITIES

1. Water Main
2. Sanitary Sewer
3. Storm Sewer
4. Electrical
5. Natural Gas



DRIVE SHACK

I. Proposed Capital Investment, Improvements and Design

PROJECT DESCRIPTION

Drive Shack will be an active sports and recreation destination that combines golf, competition, dining and fun.

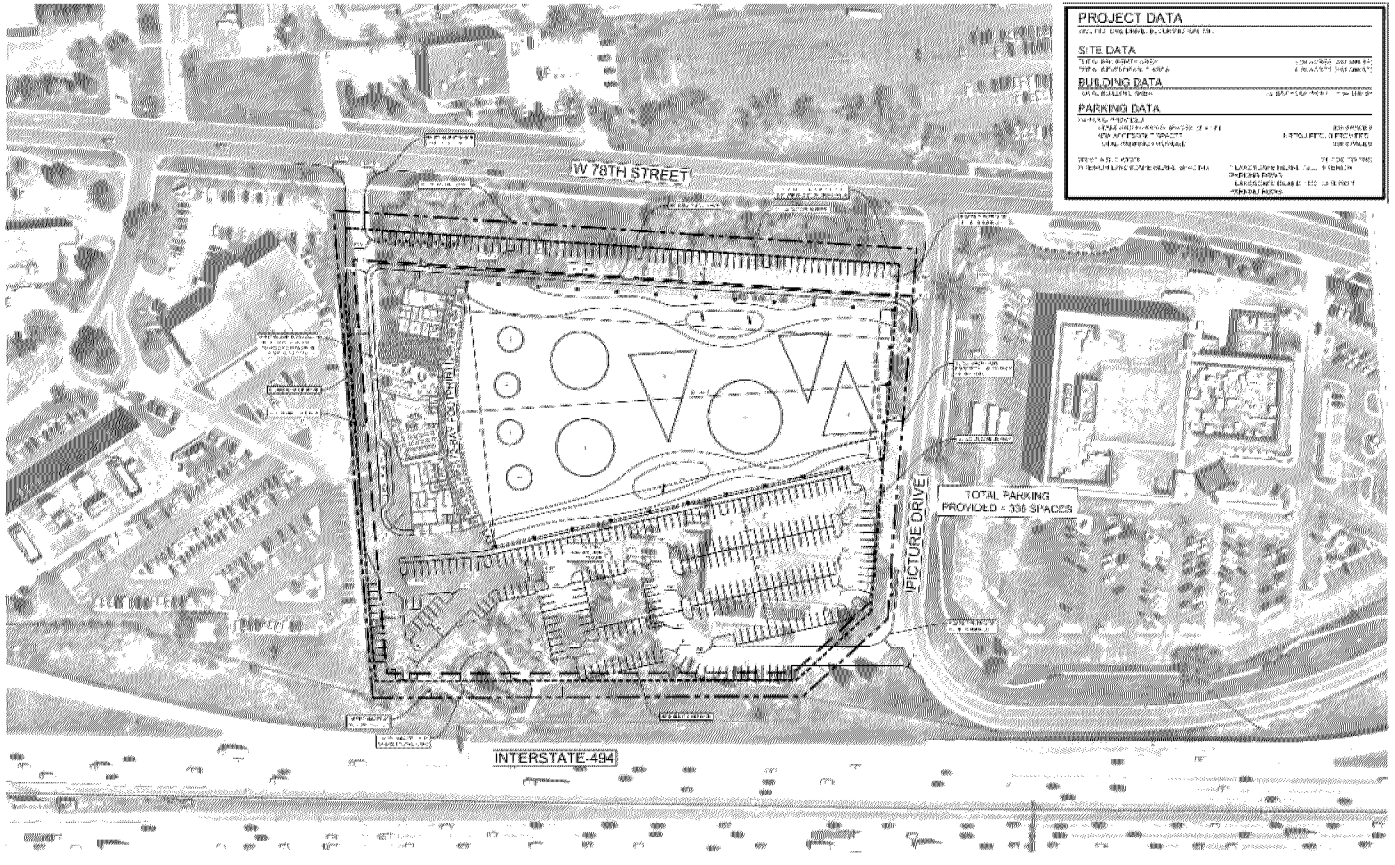
We will build a three-story Drive Shack facility, which is a best-in-class recreation-based entertainment venue centered on golf games that are accessible and appealing to all, regardless of age or ability. The new facility will feature 72 climate-controlled hitting bays that can each hold up to 6 people. The venue also will have corporate and group event space to cater to outings and, a rooftop terrace with open air space and food and beverage service throughout. Drive Shack is the perfect recreation venue to enjoy the best aspects of the sport of golf; but off the course.

Unlike standard driving ranges, Drive Shack's technology-led game experience allows us to track the flight of a visitor's ball and layer that digital footprint over a software-based gaming platform. Drive Shack guests will be able to play several different technology-enabled games that allow them to practice, compete and engage with other players. The flight of the shot is not simulated – Drive Shack guests will be hitting real golf balls into a real 180-yard outfield. We have taken the traditional golf driving range and pivoted the experience via cutting edge technology to make the sport of golf more exciting and accessible to golfers and non-golfers alike.

The main venue within our development is a three-level recreational facility. It will consist primarily of driving range hitting bays plus complementary facilities including event, restaurant and spectator space as well as supporting back of the house space.

In summary, Drive Shack believes the proposed development is in synchronization with permitted principal uses in the CO-1 Commercial Office District, and that the development “will not impede or disrupt the establishment of an attractive and cohesive grouping of mixed yet interrelated uses” in the district. In particular, Drive Shack asserts that the proposed development will contribute to a diverse and vibrant atmosphere in this locale, and will provide a valuable amenity to nearby office users and the community as a whole. Among other things, the development will provide new event space which will enhance opportunities for nearby businesses and draw corporate and other special events to the City. In addition to the golf driving range, the development's full-service restaurant and bar will provide a convenient and upscale option for dining, happy hour and social gatherings for neighboring workers and residents. Drive Shack is confident the development will complement and be an asset to the district and its existing uses, as well as other nearby commercial districts and developments.

CONCEPTUAL SITE PLAN & RENDERINGS



Kimley»Horn

DRIVE SHACK - BLOOMINGTON, MN

CONCEPTUAL SITE PLAN



II. Operating Experience

Drive Shack Inc. (NYSE:DS) is a publicly traded owner and operator of golf-related leisure and entertainment businesses. Drive Shack conducts its leisure business through 2 primary operating segments: (1) traditional golf properties and (2) entertainment golf venues. The Company is headquartered in the City of New York.

Drive Shack

We realized that people were always looking for fun and interesting things to do, along with the growth of the entertainment options that allowed consumers to eat, drink and socialize in vibrant settings. With this information in mind, we decided to expand our business into entertainment golf venues through the development of Drive Shack.

Drive Shack is presently developing entertainment golf venues across the nation. We currently have a fully operational facility in Orlando, Florida. Additionally, we have sites under construction that are targeted to open later this summer in Raleigh, Richmond, and West Palm Beach. Furthermore, Drive Shack is on target to break ground in New Orleans and Houston in fall of 2019. Last, we are happy to announce we have just executed lease/purchase agreements in Beaverton, New York City, and Newport Beach. With our team's extensive knowledge of leasing, developing and operating entertainment-related properties, we are working diligently to build these venues across the U.S. and worldwide.

Drive Shack is headquartered in New York City.

On the development side, Drive Shack's management team brings a wide range of experience developing projects of similar size and scope from start to finish.

On the operations side, our management team brings a deep range of experience operating best in class entertainment, amusement and hospitality businesses for a loyal consumer base. Collectively, the team has worked across operations, food & beverage, marketing and technology leadership roles within consumer companies such as Starwood Hotels & Resorts, Wyndham Hotel Group, Dave & Busters, Main Event and TaylorMade Golf.

Corporate Officers

Kenneth A. May – *Drive Shack Inc. | President and CEO*

Ken is the President and CEO of Drive Shack Inc and has been our Chief Executive Officer since November 2018. He joined with more than 25 years of experience in corporate and operational management. Previously, Mr. May served as Chief Executive Officer of Topgolf, a golf-themed entertainment company based in Dallas, Texas, which he joined in 2013. Prior to that role, Mr. May served as Chief Executive Officer of FedEx Kinko's, where he was responsible for the company's strategic direction, product and service vision, as well as growth and development. Mr. May has also served as President of Krispy Kreme and Chairman of the March of Dimes National Board of Trustees, in addition to other roles.

• **David M. Hammarley** – *Drive Shack Inc. | Chief Financial Officer*

David has been our Chief Financial Officer since November 2018. He joined with more than 20 years of experience in finance and strategy. Previously, Mr. Hammarley served as Chief Financial Officer for sbe, a lifestyle branded hotel and restaurant company headquartered in Los Angeles. Before that, Mr. Hammarley spent ten years with Starwood Hotels & Resorts across several roles including corporate financial planning and analysis, investor relations, risk management, operational finance, and strategic planning. During his tenure, he helped lead several transformational changes including the expansion into new business areas, significant cost reductions, improved capital structure, and the merger evaluation and integration with Marriott International

III. Planned Operations

Drive Shack will be a family-friendly, high-volume golf-themed attraction featuring a tech-powered experience within 72 hitting bays and supportive spectating spaces spanning 3 levels. Guests arriving at Drive Shack will enter a sleek and airy lobby space, looking onto our signature driving range and targets. Guests arriving for a scheduled event will be escorted to one of our event rooms or a pre-reserved group of hitting bays. Guests arriving on their own to hit a few balls or to play our customized games can sign up and register for a hitting bay.

Moving up to the second floor, guests enter the restaurant and bar area featuring dozens of LCD screens playing a wide array of live sporting events. The third floor features our game lounge with an array of games, available on a complimentary basis for guests of all ages. Just outside the game lounge is our outdoor terrace with a variety of casual and comfortable seating groups around fire pits.

Of course, the focus of the Drive Shack experience is the game itself! Drive Shack games put the player in charge of their experience, whether participating in simple target practice onto our driving range, playing a simulation of a famous course, or enjoying one of our unique games. Hitting bays are located on all 3 floors in an assortment of flexible seating configurations to accommodate groups from a single golfer to 12 people in a double bay, or more in adjacent bays for planned events.

Our full food and beverage menu is available throughout Drive Shack, from the restaurant to the outdoor lounge and, most importantly, to each of the 72 hitting bays. This gives our visitors the freedom to enjoy their experience the way they choose depending on whether they come for a quick lunch break on Wednesday or to enjoy a family outing on Saturday.

These improvements, combined with the application of Drive Shack's operational expertise and high-quality day-to-day maintenance and service standards, will ensure the improved product continues to develop and exceed guest expectations.

SERVICES

The core Drive Shack services include Golf & Games, Food & Beverage and Events. Drive Shacks employs market pricing and strives to provide options for all types of visitors based on a variety of services and products and appealing to a wide spectrum of athletic skills, appetite for affordability and many other consumer differentiators.

Food & Beverage:

Drive Shack's food & beverage operations will feature a full-service restaurant, terrace and event space. This will be a transformative expansion relative to the current food & beverage offering. The upgraded venue and new menu offerings, combined with Drive Shack and American Golf's extensive food service operating experience, will provide new and enhanced services for the visitors to Drive Shack.

Drive Shack offers complete menus designed to offer quality, variety and price-points to appeal to a wide range of guests, serving elevated grill fare with diverse specialties and a number of value-priced options. Drive Shack will occasionally amend our menu to reflect local specialties, seasonal fare and other variety to keep its menu fresh and appealing.

Drive Shack will serve a variety of non-alcoholic beverages, including juices, bottled waters, brewed teas and gourmet coffees, soft drinks, energy drinks, and more. For adults, we offer a selection of signature cocktails

crafted to complement the menu alongside a wide variety of local, craft, and popular beers and premium quality wines.

Our alcoholic beverage menu will be served throughout licensed serving hours at the restaurant and bar, outdoor terrace and hitting bays.

Events:

Drive Shack's primary event space is located on the second floor of our facility and is expected to host a high number of events for a variety of groups, ranging from corporate events, to fundraisers for community organizations (schools, churches, civic, sports teams, and more) to youth birthday parties. Drive Shack also offers guests the opportunity to host events outside of the event space, spending their entire visit enjoying the hitting bays or other areas within the building. Drive Shack's location in Bloomington will position the facility well to attract significant business from corporate users located along the 494 Corridor, as well as corporations headquartered in downtown Minneapolis.

Corporate and Social Event packages will vary in price depending on the time of the event and the type of event package purchased. Pricing for certain community events related to charities, schools, churches, civic causes, sports teams and more may be further customized and discounted. Menus will be designed to appeal to a wide range of age groups, event types, and price points.