

**SOUTH LOOP WATERPARK**  
**PDP AND FDP NARRATIVE**  
**OCTOBER 2, 2019**  
**REVISED: NOVEMBER 8, 2019**

---

**APPLICANT**

Provident Resources Group  
Steve Hicks  
Chairman / Chief Executive Officer  
5565 Bankers Avenue  
Baton Rouge, LA 70808  
(225) 766-3999  
Fax: (225) 921-0734  
[hicks@provident.org](mailto:hicks@provident.org)

**PROPERTY OWNER**

MOAC Land Holdings, LLC  
Kurt Hagen, SVP Development  
2131 Lindau Lane  
Suite 500  
Bloomington, MN 55425  
(952) 883-8742  
Fax: (952) 359-2730  
[Kurt.Hagen@moa.net](mailto:Kurt.Hagen@moa.net)

**ATTORNEY**

Larkin, Hoffman, Daly & Lindgren, Ltd.  
William C. Griffith  
8300 Norman Center Drive  
Suite 1000  
Minneapolis, MN 55437  
(952) 896-3290  
Fax: (952) 842-1729  
[wgriffith@larkinhoffman.com](mailto:wgriffith@larkinhoffman.com)

**PL201900184**

**Mall of American Waterpark**

**8000 24th Avenue South**

**ARCHITECT**

DLR Group, Inc.  
Greg Hollenkamp, AIA  
David Loehr, AIA  
520 Nicollet Mall, Suite 200  
Minneapolis, MN 55402  
(612) 977-3500  
ghollenkamp@dlrgroup.com  
dloehr@dlrgroup.com

**DESIGN BUILDER**

Ryan Companies US, Inc  
Dave Gotham, Senior Project Executive  
533 South Third Street, Suite 100  
Minneapolis, MN 55415  
(612) 360-3265  
[Dave.Gotham@RyanCompanies.com](mailto:Dave.Gotham@RyanCompanies.com)

**CIVIL ENGINEERING**

Short Elliott Hendrickson Inc.  
Justin Gese, PE  
10901 Red Circle Drive, Suite 300  
Minnetonka, MN 55343-9302  
(952) 912-2612  
jgese@sehinc.com

**PARKING DECK CONSULTANT**

Kimley-Horn  
Matthew D. Jensen, P.E.  
767 Eustis Street, Suite 100  
St. Paul, MN 55114  
(651) 643-0473  
[Matt.Jensen@kimley-horn.com](mailto:Matt.Jensen@kimley-horn.com)

**EXECUTIVE SUMMARY**

Provident Group – Old Met Properties (“Provident”) is applying for a revised Preliminary Development Plan (PDP) to update the previously approved PDP’s for the Phase II MOA site, and Final Development Plan (FDP) approval for the South Loop Waterpark as well as the east parking deck associated with the waterpark development.

For reference:

- Phase IA is the existing Mall of America,
- Phase IB is Radisson Blu,
- Phase IC is the northerly mall expansion consisting of additional retail space, the Offices at MOA and the JW Marriott,
- Phase IIA is IKEA,
- Phase IIB is the waterpark development and a portion of the east parking deck,
- Phase IIC is an anticipated waterpark hotel and expansion of the east parking deck,
- Phase IID is future development on the remainder of the site including Outlot A and,
- Phase IIE is the Kelley site (a/k/a the Adjoining Lands).

While the Kelley site is included in the PDP submission, no specific development detail is currently identified. This will be determined based upon future economic and market conditions. The site will continue to be used for off-site parking as future phases are further developed, and as future parking demand is evaluated / determined.

This PDP amendment includes the proposed waterpark and parking deck on that portion of the site located between the north face of the existing MOA Phase IC, extending northward over Lindau Lane, and onto the site bounded by IKEA Way, American Boulevard, 24<sup>th</sup> Avenue, plus Outlot A on the north side of American Boulevard, plus the Kelley site bounded by 24<sup>th</sup> Avenue, Old Shakopee Road, 28<sup>th</sup> Avenue, and 82<sup>nd</sup> Street East.

The City Council approved a major revision to the MOA Preliminary Development Plan on January 5, 2016, for a large luxury retail expansion which included a luxury hotel on the land associated with the Phase IIB expansion of MOA. Subsequent to this approval, market conditions changed, and this proposal was not pursued. Now, the opportunity has presented itself to develop a world-class waterpark within the South Loop, on the land previously associated with the Phase IIB MOA expansion development.

The Phase I and Phase II development plans are consistent with previous PDP approvals and environmental reviews limiting overall development to no more than 9.8 million square feet. Because of this, no additional environmental reviews are required at this time.

South Loop Waterpark is an approximate 328,000 square foot waterpark expansion which includes a multi-level parking deck to the east of the waterpark. It is anticipated that a family suites hotel will be developed immediately adjacent to the east of the waterpark to meet the lodging demands associated with this world-class waterpark development. At that time, the parking deck will be expanded.

Connection to the existing mall and waterpark is provided at level two via an enclosed pedestrian walkway from the east parking deck. A public entrance/exit at the bridge level of Lindau Lane provides

public access at the southwest corner of the mall and is adjacent to the level one entry to the waterpark. In addition, there are emergency egress exits from the mall at level one that will remain in-place. A viewing overlook into the waterpark is provided at level three of the mall at the top of the existing MOA escalators at the north end of the food hall. Waterpark guests enter from level two with an additional entrance at level one for waterpark cabana guests. Additional waterpark viewing is provided at level one looking north through an expansive glass partition separating the hotter, humid area of the waterpark pool hall from the waterpark viewing and ticketing areas.

Overall, careful consideration has been given to create an environment which is an exciting recreational and amusement destination to the South Loop. The overall masterplan is physically, functionally, and visually integrated with the existing mall, future phases, and the surrounding community. This will occur through integration and coordination of architectural elements, exterior materials, ample windows, color, pedestrian / vehicular and service circulation and parking, site lighting, landscaping, signage, overall massing, materials, and other elements of the design theme and details.

The existing MOA is a unique experience for the benefit of Bloomington, the region, and the greater global community, drawing visitors from around the world. The South Loop Waterpark and future phases will continue to enhance this mixed-use district, adding further diversity and complementing existing uses. The larger scale will attract more visitors to experience the new uses, will continue to ensure its relevancy, and add value to the surrounding businesses and communities.

## **II.**

### **FACTORS CONSIDERED IN FORMULATION OF THE SOUTH LOOP WATERPARK**

The information contained in this development, has been prepared taking into consideration the following:

- The location, characteristics, and boundaries of the land located north of the recently completed MOA Phase IC development. The site is legally described on the accompanying development submission;
- The City of Bloomington 2040 Comprehensive Plan and Land Use Map;
- Existing zoning and land uses surrounding the Site;
- Light Rail Transit (“LRT”) connecting downtown Minneapolis, the Minneapolis/St. Paul Airport, and Mall of America (the “Mall”);
- Detailed studies of the area, including:
  - The 1984 Airport South Generic EIS (the “ASGEIS”);
  - Northeast Bloomington Study Report, dated September 13, 1993;
  - 79/80th Street Corridor Study, dated January 1993;
  - The Environmental Assessment Worksheet and Environmental Assessment for Reconstruction of 79/80th Street, dated February 24, 1995;
  - The Feasibility Study 1997-3 Street Improvement Project, Airport South District, and;
  - AUAR update reports dated October 2009, May 2012 and May 2017;
- Prior approvals and studies for development of the Site, including:
  - Mall of America / Fantasyworld EIS (the “1986 EIS”);
  - The Indirect Source Permit granted by the Minnesota Pollution Control Agency February 19, 1992 (the “1992 ISP”);
  - The year 2000 Environmental Impact Statement for site redevelopment (the “2000 EIS”);
  - Mall of America Expansion First Subsequent Phase – IKEA;

- The Preliminary Development Plan approved for expansion of Mall of America, approved November 20, 2006;
- The Preliminary and Final Development Plan for the South pad of Mall of America (Radisson BLU Hotel) approved August 2, 2010;
- The Preliminary and Final Development Plan for Phase IC hotel and retail expansion approved August 5, 2013;
- The Preliminary and Final Development Plan for Phase IC office tower approved February 24, 2014, and;
- The Preliminary Development Plan for Phase IIB retail and hotel expansion approved January 5, 2016
- The effect of the development on infrastructure, including the regional and local roadway network, and existing and planned utilities;
- South Loop Streetscape Master Plan and Lindau Link Streetscape Project dated November 13, 2012;
- The 2003 Guiding Principles, and;
- City Design Objectives.

### **III.**

#### **DEVELOPMENT APPLICATION HISTORY OF MALL OF AMERICA EXPANSION DEVELOPMENT PLANS AND SUBSEQUENT SOUTH LOOP WATERPARK**

This waterpark site, on the land referred to as Mall of America Phase II, was the subject of previous development applications:

- September 20, 2000 Development Plan application for the entire site;
- October 18, 2000 Final Development Plan application for a first phase Hotel only;
- May 15, 2001 Final Development Plan application for an Office development;
- Applications for plat approvals of September 26, and October 22, 2002;
- March 12, 2003 approval of a Preliminary Development Plan Amendment and Preliminary Final Plat Approval for IKEA;
- November 20, 2006 approval of a Preliminary Development Plan Application for a large retail mall expansion;
- August 2, 2010 approval of Preliminary and Final Development Plans for the South pad of Mall of America (Radisson BLU Hotel);
- August 5, 2013 approval of Preliminary and Final Development Plans for Phase IC hotel and retail expansion (JW Marriott);
- February 14, 2014 approval of Preliminary and Final Development Plans for Phase IC office tower (Offices at MOA), and;
- January 5, 2016 approval of a major revision to the MOA Preliminary Development Plan, for a luxury retail and hotel expansion.

### **IV.**

#### **DESCRIPTION OF THE PROPOSED PROJECT**

1.    Existing Site Conditions

- a.    Topography and Drainage: The Site is generally flat and primarily impervious and like most parcels in the Airport South District, generally drains to the southeast through a storm water system, toward the Minnesota River.
- b.    Local Groundwater: The depth to ground water varies and is estimated generally between the 801 and 804 elevation. The waterpark main floor level is at an elevation of 825 with a static wave pool water level of 824. The existing MOA first floor elevation is at 824. The depth to bedrock is generally 250 to 300 feet below the surface.
- c.    Soils: Adequate soils exist to support the new development.
- d.    Height Limitations: The completion of the new north-south runway affects the site by limiting structure height. The waterpark and future buildings are within the maximum established height limit of 99 feet and the sloping height limits on the eastern portion of the site.

2.    Design Principles

The exterior design of the waterpark respects the Guiding Principles established in 2003 as part of the IKEA development approval. These Guiding Principles were conceived to unify and link the existing mall with any future phases and IKEA.

The City's recently prepared Design Objectives are also respected in the proposed design.

In addition, in contrast to the inward orientation of the existing Mall, a more outward design orientation is being developed which was one of the guiding design principles for the recently completed MOA Phase IC expansion. The waterpark will have significant exterior exposure at its SW corner facing the intersection of IKEA Way and Lindau Lane, including a three-story glass façade on the west face of the waterpark above the Lindau Lane Bridge.

3.    Proposed Development Plan: Phasing

Phase I is considered as the portion of the MOA site south of Lindau Lane and Phase II as that portion north of Lindau Lane, including Outlot "A". Phase III is the adjoining land on the east side of the existing mall (Kelley site).

The existing MOA is Phase IA, followed by the Phase IB Radisson BLU development, and Phase IC expansion located just south of Lindau Lane.

All current and future development located north of Lindau Lane is referred to as Phase II. IKEA was the first stage of Phase II, referred to as Phase IIA. This current phase is then Phase IIB.

PDP applications for the waterpark and first phase of the east parking deck are being submitted concurrently with an application for FDP for both the waterpark and the phase one parking deck, with an anticipation of waterpark excavation in late Spring 2020. This is designated as Phase IIB.

It is anticipated that an FDP application will be submitted soon for a waterpark hotel and east parking deck expansion and is designated as Phase IIC.

Final Development Plans for future phases will be submitted as dictated by economic, market and financial conditions.

#### 4. Waterpark Summary

The waterpark is composed of the following three primary functions:

1. Pool Hall: Contains the water rides, pools, attractions, children's play area, remote restrooms, remote showers rental cabanas and food services
2. Front of House: Contains guest services, ticketing, locker rooms, change rooms, showers and other guest support functions
3. Back of House: Contains operational support, waterpark staff offices, lifeguard support functions, loading dock, utility connections and mechanical equipment functions

The waterpark has a basement level, pool hall level, mezzanine level 2 and mezzanine level 3. The following table summarizes the levels, size, occupancy and elevations of the waterpark:

| Level       | Uses                                                                                                                                                                                                                                                                | Occupancy<br>(A-3 Assembly<br>Anchor<br>Building)                                         | Square<br>Feet | Type of<br>Construction | Elevation          |
|-------------|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------------------------|----------------|-------------------------|--------------------|
| Basement    | Mechanical Equipment                                                                                                                                                                                                                                                | Not Applicable                                                                            | 19,628         | Type IB<br>Sprinkled    | 808'-6"            |
| Level 1     | Pool Hall – rides, slides,<br>pools, guest services, food<br>services<br>Front of House – Ticketing,<br>lockers, change rooms,<br>restrooms<br>Back of House – Operational<br>support, Utility connections,<br>fire department connections,<br>recycling and refuse | Proposed<br>Maximum<br>Instantaneous<br>Occupant Load =<br>4,000 (as defined<br>per code) | 253,195        | Type IB<br>Sprinkled    | 825'<br>Nominal    |
| Mezzanine 2 | Front of House – Ticketing,<br>lockers, change rooms,<br>restrooms<br>Back of House – Lifeguard<br>Operations, Waterpark Staff                                                                                                                                      | See Level One<br>Occupancy<br>Description                                                 | 40,368         | Type IB<br>Sprinkled    | 842'<br>Nominal    |
| Mezzanine 3 | Front of House – Viewing<br>Platform<br>Back of House – Mechanical<br>Equipment                                                                                                                                                                                     | See Level One<br>Occupancy<br>Description                                                 | 14,959         | Type IB<br>Sprinkled    | 856'-6"<br>Nominal |
| Roof        | Top of Barrel Vault                                                                                                                                                                                                                                                 |                                                                                           |                |                         | 930'-8"            |
| TOTAL       |                                                                                                                                                                                                                                                                     |                                                                                           | 328,150        |                         |                    |

#### 5. Pedestrian and Bicycle Circulation

The entire site is connected by public walkways to ensure pedestrian and bicycle access connections to all components of Phase I and II, and with the surrounding community and mass transit. Bicycle racks

are provided near the new, relocated, shuttle bus / taxi area on the ground level of the new east parking deck, where a new enclosed visitor waiting area will be provided with direct access to a new skyway system.

Guests from the South Loop development walking and biking along Lindau Lane will be able to access the vertical circulation core at this new visitor waiting area, and then proceed up to level two and access the skyway to the existing mall and the new waterpark. Sidewalk access is provided to the newly remodeled, existing MOA transit facility.

Skyway connections will integrate all components of the development. The new east parking deck will act as a “hub” with skyway connection to the existing mall, new waterpark, future waterpark hotel, and future development to the northeast and north of the waterpark. IKEA will be connected via skyway as part of the future Phase IID development, thus completing a fully integrated pedestrian connection. Further, it is anticipated that Outlot “A” will be connected to the future Phase IID development by a skyway extending across American Boulevard. The future development of the Ramada site has the potential to be connected to this integrated skyway system.

Waterpark employees will park in the northwest corner of the site just to the east of IKEA’s truck ramp. They will then access the waterpark at the western back-of-house support facility.

A pedestrian oriented plaza is anticipated at the northwest corner of Lindau Lane and 24<sup>th</sup> Avenue. It is proposed that this be included as part of a future development between the new east parking deck and 24<sup>th</sup> Avenue. The future development of this area will likely influence the design of the plaza. It is anticipated that this plaza will have a pedestrian connection between the east parking deck and the new development, extending to the northwest and along the north side of the east parking deck to connect to the internal ring road system around the waterpark. Unlike the existing MOA ring road, it is anticipated that the new ring road system around the waterpark will have a strong pedestrian friendly quality to connect the various development phases.

## 6. Access and Traffic Characteristics

a. Traffic Studies: *Mall of America Phase II Traffic Study* dated March 2006 was previously completed by SRF Consulting Group, Inc., to determine the traffic impacts on the adjacent roadway system related to the proposed Phase II expansion. The traffic study also determined the necessary improvements to accommodate the growth related to future Phase II and other adjacent developments in the area, including the Bloomington Central Station and the Airport. The Traffic Study reviewed *Mall of America Phase II Traffic Study (2003)*, *Mall of America DEIS (2000)*, the *Airport South AUAR (2002)*, and the *Bloomington Central Station Traffic Study (2004)*. SRF prepared an updated traffic study based upon the proposed uses identified for the previous Phase IIB luxury retail, hotel and office expansion, and Phase IIC. Their preliminary findings from 8-12-15 indicate the traffic patterns and roadway system were adequate to support the proposed development with a few minor adjustments. It is anticipated that these findings still hold true for the proposed waterpark development and future phases.

b. Site Access and Internal Circulation: The waterpark has been designed with an internal ring road system connecting to IKEA Way on the west, American Boulevard on the north, 22<sup>nd</sup> Avenue on the east, and Lindau Lane on the south. The internal ring road system provides access to a parking deck on the east of the site, and to a future parking deck on the north which is anticipated to be part of Phase IIC. A new bus / taxi area is located at grade level in the new east parking deck. A Porte Cochere for a future waterpark hotel is shown along 22<sup>nd</sup> Avenue (the eastern leg of the ring road) with ring road

access to future Phase IID developments. A valet drop-off is designed into the east deck just to the south of the shuttle bus area.

c. Truck Access: A screened receiving yard and enclosed dock area is located at the northwest of the waterpark. This area can also be utilized for ambulance access if required for any waterpark injuries.

d. Parking Structure: Consideration has been given to how the evolution of driverless cars could potentially change parking demand within the design life of future parking structures. The applicant has been working with City staff to investigate alternative future uses for the parking deck including a potential office conversion scenario which has been reviewed with City staff.

The multilevel parking structure will provide parking for the entire South Loop development. Due to several factors that affect overall adaptability, such as building footprint efficiency, built-in initial costs to accommodate future uses, changes to building systems and additional future circulation systems, the parking structure is planned to incorporate features that will allow it to be converted to office space in the future. Further details of the adaptability for future uses of the parking structure can be found as a statement in the “Special Studies” section of this FDP application.

The phase one parking structure contains a ground-level shuttle bus and taxi service facility to serve charter buses, hotel shuttle buses and transportation network companies (TNC) such as taxis and ride-share services. Bicycle parking is located adjacent to the shuttle bus and taxi facility.

Phase one parking capacity accommodates displaced existing on-site parking due to the construction of the waterpark as well as the construction of the parking structure itself plus the anticipated parking demand generated by the waterpark. Utilities and building systems (mechanical, electrical, fire and life safety systems) for the parking structure and skyway are designed independent from the waterpark. Access and connections to these systems are located on the ground level of the parking structure. Phase one parking structure floor area and capacity are summarized in the following table:

| Level        | Parking Capacity                                                           | Square Feet | Notes                                   | Floor Elevation |
|--------------|----------------------------------------------------------------------------|-------------|-----------------------------------------|-----------------|
| Ground Level | 90 (8 ADA)                                                                 | 110,072     | Also contains shuttle bus/taxi facility | 818'            |
| P2 Level     | 315 (4 ADA)                                                                | 110,072     | Skyway Level                            | 836'            |
| P3 Level     | 305 (4 ADA)                                                                | 110,072     |                                         | 848'            |
| P4 Level     | 305 (4 ADA)                                                                | 110,072     |                                         | 860'            |
| P5 Level     | 235 (2 ADA)                                                                | 53,600      |                                         | 872'            |
| P6 Level     | 165 (2 ADA)                                                                | 53,600      |                                         | 884'            |
| P7 Level     | 160 (2 ADA)                                                                | 40,227      |                                         | 896'            |
| P8 Level     | 109 (2 ADA)                                                                | 40,227      |                                         | 908'            |
| TOTAL        | 1,684                                                                      | 627,942     |                                         |                 |
| GENERAL      | Classified as Open Parking Garage<br>Construction Type IIB<br>S2 Occupancy |             |                                         |                 |

Nonetheless, it is anticipated that the parking structure will be built in two phases, with the second phase included as part of a future waterpark hotel development. Should the hotel development timeline coincide with the waterpark development, the entire parking structure would be built in one phase following a separate FDP application.

7. Landscaping

The landscape concept for future phases will be consistent with the 2006 PDP landscape principles. A mix of boulevard trees, ornamental trees and flowering materials will focus on the seasonal qualities of our region providing color and texture year-around. The landscape will promote reduced maintenance and sustainable principles. It will offer texture, form, and color through the introduction of a palette of different plant materials, native grasses and perennial flowers and annuals. Roadways, boulevards, and accent spaces will have flowering shrubs and colorful perennials to compliment the overstory trees which will provide shade and scale throughout.

8. Municipal Utilities

The availability of existing municipal utility services (sanitary sewer, storm water and water main) around the perimeter of this site is adequate and accessible to serve the needs of this site.

These utilities provide service throughout the site as described below:

a. Sanitary Sewer: Sanitary sewer service to the site will be provided through sanitary sewer lines at the intersection of Lindau Lane and IKEA Way, then extending north along IKEA Way, and eastward and then south to the intersection of Lindau Lane and 22nd. These connections will serve Phase IIB and future Phase II development. See the enclosed storm sewer study for more detailed flow information.

b. Water System: Domestic water for the site is currently provided by water mains in American Boulevard, 22nd Avenue, and IKEA Way. The water main loop will be completed with a 12" main located in the Ring Road with connections to Ikea Way, American Boulevard, and 22<sup>nd</sup> Ave.

Service stubs are provided to the Phase II site. See the enclosed domestic water study for projected daily water usage for Phase IIB and IIC.

Adequate fire protection will be provided for all buildings within the site using sprinkler systems and hydrants.

c. Storm Water Drainage: Storm Water Drainage from the site will be collected on-site and then routed to the existing storm drain system at the intersection of Lindau Lane and 24<sup>th</sup> Avenue.

A new storm drain line to serve Phase II is proposed which will extend north following the alignment of the proposed ring road to a point near Thunderbird Road and American Boulevard.

Detailed engineering analysis for storm water volume reduction strategies will continue during the FDP review and approval phase. The following engineering reports have been included as "Special Studies" in this FDP submittal:

- Geotechnical Evaluation Report, Braun Intertec, 27 September 2019
- Technical Memorandum – Preliminary Stormwater Study, S.E.H., 9 September 2019
- Technical Memorandum – Stormwater Volume Reduction with Water Quality Analysis, S.E.H., 23 October 2019

Ongoing engineering analysis is necessary due to the complex conditions of the existing soils, geotechnical strata, built conditions and potential surface and sub-surface impacts. Meetings with the

City will occur during the FDP review and approval phase to address localized and broader South Loop storm water volume reductions. Further engineering investigations into storm water volume reductions will address storage capacity, reuse options (greywater and/or irrigation) and regional strategies for volume reduction.

9.    Excavation and Groundwater

Available studies indicate that the groundwater table varies between approximately 801 and 804 feet above sea level. Ground water mitigation is not anticipated for this development.

10.   Site Grading and Drainage

Best Management Practices (BMPs) will be used to minimize erosion and sedimentation from the site. BMPs would be identified in the final construction and site grading plans as required by NPDES permitting for construction sites. Siltation fence, inlet protection devices and temporary sedimentation basins would likely be utilized as erosion control measures in accordance with the City's erosion/sediment control standards. After construction, all disturbed areas will be either paved or landscaped (sod, trees, bedding plants, etc.) to eliminate exposed soil surfaces.

Since the existing land use of the site is primarily parking, taxi and bus drop-off (impervious), the quantity of water runoff from the site is not anticipated to change significantly as a result of the proposed development. However, the quality of the storm water run-off is expected to improve. Parking will be underground and structured parking. The underground parking is not exposed to storm water runoff. In general, the storm water runoff from a building roof has fewer large particulates (sand/salt) and can be considered cleaner than the existing parking lot runoff.

The ultimate receiving body of water for site runoff is the Minnesota River. Storm water from the site is currently routed through the City storm sewer system to a detention basin (Pond C) for treatment prior to discharge to the river. This situation will be perpetuated, the only exception being the lowered area of Lindau Lane most of which will be covered by the future Phase II expansion, and the expansion of Pond C has been completed. As noted above, surface water quantity discharges from the site are not anticipated to change significantly as a result of the proposed development, but the quality of the water is expected to significantly improve. It is expected that the proposed development will result in a general improvement to the quality of the Minnesota River waters.

11.   Connection with LRT

The LRT line links the existing Mall along 24th Avenue, south of Lindau Lane, into the Mall east parking deck. The waterpark development will link with LRT through the concourse to the existing Mall and by a system of exterior sidewalks.

12.   Employment

The anticipated employment for the waterpark is anticipated to be approximately 218. The construction employment is estimated at 250 during the peak of construction, with an average of 195 over the 27-month construction schedule.

13.   FAA Review and Determination

The applicant will address FAA Review and Determination process in a timely manner prior during the FDP review and approval process and prior to building permit application.

14. Air Rights Agreement for Lindau Lane and Lindau Plaza

The CX-2 Zoning District contemplated expansion of the Mall to the north provided through an air rights agreement between the City and the Developer. The waterpark will abut the mall and extend onto the Lindau Plaza.

Please refer to the Proposed City Code Deviations section below for further elaboration.

15. Easements

Portions of the waterpark construction will encroach within existing drainage, utility and sidewalk easements. This includes that portion of the waterpark construction which expands over Lindau Lane, the south face of the waterpark building, and the south face of the east parking deck. The developer is in discussion with City Engineering staff to coordinate access to and maintenance of existing utilities and relocation of certain utilities.

The easement located on the east side of the site on 24<sup>th</sup> Avenue which was previously platted in anticipation of a right-in turn lane from south-bound 24<sup>th</sup> will be eliminated and re-platted. The right-in turn lane is not required or desirable.

Please refer to the Proposed City Code Deviations section below for further elaboration.

16. Proposed City Code Deviations:

a. The design team continues to coordinate with City staff to review the code approach and code compliance requirements. The project will be subject to the 2015 MSBC (2012 IBC), unless Minnesota adopts the pending 2018 MSBC prior to submission for permit.

The design team has had on-going interface with the Bloomington Building Department and Fire Department through the design process and is cooperatively finalizing the overall code design approach. The project will likely include building code approaches approved by City staff based upon the current 2015 MSBC and updated requirements in the soon-to-be-adopted 2018 MSBC.

b. The project requires certain setback flexibility. As noted above, the previously approved PDP anticipated expansion of the mall across Lindau Lane to the northern property. The waterpark will now expand across the existing bridge over Lindau Lane, the Lindau Lane Right-of-Way, the Sidewalk and Bikeway Easement, and the Drainage and Utility Easement on the north side of Lindau Lane. This is in the public interest as it provides a seamless and safe connection from the existing mall to future phases.

The east parking deck encroaches within the existing Drainage and Utility Easement on the north side of Lindau Lane. The reduced setback provides for more development potential, and a more consistent “urban” setback along Lindau Lane consistent with development within the South Loop District to the east.

The applicant has been working closely with City Engineering staff to ensure adequate provisions for access and maintenance of the existing utilities between the parking deck and Lindau Lane, and between / below the waterpark along Lindau Lane.

c. To allow the building connections over the 72" storm sewer and the 16" sanitary a waiver from the plumbing code is required. Both lines were installed with typical site engineering guidelines and practices. The 16" sanitary requires a variance for the slope. For maximum flexibility the sanitary line was installed at a slope of 0.15% which is acceptable from civil engineering design standards. The minimum plumbing code slope is slightly greater with a 0.50% slope. This will be a private line that only serves the Mall of America and will be maintained by the Mall of America.

The 72" storm sewer was installed with normal civil engineering practices. It was not pressure tested, nor was it designed to be airtight. It is planned to essentially build a concrete collier or bridge over the pipe, with native soils below the pipe. Please refer to the graphic cross-sections for more detail. Watertight manhole covers will be provided that are within a controlled utility corridor within the building. A 3D easement will be provided to the City for access and maintenance of the pipe.

17. Conditions, Restrictions, Covenants and Easements of Record as of September 30, 2019

**Outlot A, Mall of America 5th Addition**

| <b><u>Doc. #</u></b> | <b><u>Declaration</u></b> | <b><u>Date</u></b> | <b><u>Running in Favor Of</u></b>                                                                                                                                                                         |
|----------------------|---------------------------|--------------------|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| T3478264             | Easement                  | Dec. 28, 2001      | Metropolitan Airports Commission (a MN public Corp). Granting easements for purposes of aircraft operations over part of above land (See inst).                                                           |
| T3652866             | Easement                  | Dec. 30, 2002      | City of Bloomington. Granting an easement for sidewalk and bikeway purposes over part of above land (See inst.)                                                                                           |
| T3676310             | Easement                  | Feb. 4, 2003       | Northern States Power Company (a MN corp). Granting an easement to construct and maintain electric transmission lines over part of above land. (See inst.)                                                |
| T4112310             | Easement                  | May 10, 2005       | The Thunderbird Hotel and Convention Center Corporation (a MN corp.) Granting easements for ingress and egress and other purposes over part of vacated East 79th Street adjoining above land. (See inst.) |

**Plat – Mall of America 5th Addition**

Street and utility easements dedicated by filing the plat of MALL OF AMERICA 5TH ADDITION as shown on this plat.

**Lot 1, Block 1, Mall of America 6th Addition**

| <b><u>Doc. #</u></b> | <b><u>Declaration</u></b> | <b><u>Date</u></b> | <b><u>Running in Favor Of</u></b>                                                                                                                                                                                                                 |
|----------------------|---------------------------|--------------------|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| T2889237             | Declaration               | Feb. 18, 1998      | Metropolitan Sports Facilities Commission creating covenants and restrictions.                                                                                                                                                                    |
| T3478264             | Easement                  | Dec. 28, 2001      | Metropolitan Airports Commission (A MN public corp). Granting easements for purposes of aircraft operators over part of above land (See inst.)                                                                                                    |
| T3652866             | Easement                  | Dec. 30, 2002      | City of Bloomington. Granting an easement for sidewalk and bikeway purposes over part of above land. (See inst.)                                                                                                                                  |
| T3747599             | Agreement                 | June 3, 2003       | Between MOAC Land Holdings, a DE lic, NSHE Big Springs, an AZ llc and IKEA Property, Inc. a DE corp. agreeing to covenants, conditions and restrictions on above land. (See inst.)                                                                |
| T3747600             | Easement                  | June 3, 2003       | Granting an easement for ingress and egress purposes over part of above land for the benefit of adjoining land. (See inst.)                                                                                                                       |
| T3789994             | Development Agreement     | July 24, 2003      | Between City of Bloomington (a MN corp), MOAC Land Holdings LLC (a DE llc) and Mall of America Company (a MN corp). Providing for the development of above land. (See inst.)                                                                      |
| T5060817             | Easement                  | April 4, 2013      | City of Bloomington. Granting an easement for drainage and utility and other purposes of the above land.                                                                                                                                          |
| T5154334             | Agreement                 | Feb. 25, 2014      | Between MOAC Land Holdings LLC (a DE lic), North Pad Development LLC (a DE llc) and City of Bloomington.                                                                                                                                          |
| T5154335             | Lease                     | Feb. 25, 2014      | North Pad Development LLC (a DE llc), 60 E. Broadway, Bloomington, MN. For a term commencing upon substantial completion of the Development and will terminate on the date immediately preceding the 99th anniversary of the "Commencement Date". |
| T514339              | Amendment                 | Aug. 22, 2014      | Amending Easement document (s)                                                                                                                                                                                                                    |

| <b><u>Doc. #</u></b> | <b><u>Declaration</u></b> | <b><u>Date</u></b> | <b><u>Running in Favor Of</u></b>                                                                                                                                     |
|----------------------|---------------------------|--------------------|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------|
|                      |                           |                    | 5060817, change in termination date to November 30, 1025.                                                                                                             |
| T5276878             | Agreement                 | July 29, 2015      | Between City of Bloomington and MOAC Land Holdings, LLC a Delaware limited liability company agreeing to terms and conditions for encroachment into public easements. |

**Plat – Mall of America 6th Addition**

Street and utility easements dedicated by filing the plat of MALL OF AMERICA 6TH ADDITION as shown on this plat.

**V.**

**CONSISTENCY WITH THE  
BLOOMINGTON COMPREHENSIVE  
LAND USE PLAN AND ZONING ORDINANCE**

1. **Land Use Plan**

The City of Bloomington’s Land Use Map identifies the site for High-Intensity Mixed Use development. The proposed waterpark and future phases follow the intent and the guidelines for that development type.

2. **Zoning**

The Site is in the Mixed Use (CX-2) District. The purpose of this district is to allow the most intense utilization of land in the City supported by existing and future investment in public infrastructure, with the intent of allowing a broad range of uses, ensure that new development is of significant size and intensity, and provide a mix of uses which balance the demand of traffic and parking. The proposed waterpark and future phases meet this intent as well as the specific limitations of the CX-2 District.

3. **Parking**

The City Code provides that the number, location, and type of parking for a mixed-use center exceeding 750,000 square feet are to be established in the Final Development Plan. Built upon prior shared parking models used in previous submissions by Mall of America, this updated analysis examined both current and future parking demand balanced against the current and planned parking supply. The expected demand through Phase IIB is 843 spaces considering on-site, off-site, and an overall ESF of 5%. The table below highlights the demand and supply factors in greater detail:

| MALL OF AMERICA<br>Parking Calculator Summary                   |               |            |                                       |
|-----------------------------------------------------------------|---------------|------------|---------------------------------------|
| PARKING SUPPLY                                                  |               |            |                                       |
|                                                                 | On-Site       | Off-Site   | TOTAL                                 |
| Phase I                                                         | 11,771        | 0          | 11,771                                |
| Phase I-B                                                       | 501           | 0          | 501                                   |
| Phase I-C                                                       | 608           | 0          | 608                                   |
| North Lot Grade Parking                                         | 1,296         | 0          | 1,296                                 |
| New North Lot Parking Deck                                      | 1,684         | 0          | 1,684                                 |
| Pork Chop                                                       | 0             | 201        | 201                                   |
| Kelley Property                                                 | 0             | 192        | 192                                   |
| <b>TOTAL MOA Parking</b>                                        | <b>15,860</b> | <b>393</b> | <b>16,253</b>                         |
| PARKING DEMAND FOR NEW NORTH LOT PARKING DECK                   |               |            |                                       |
|                                                                 |               |            | 33% Car Count<br>Adjustment to<br>WEM |
| WP Supply Needed at 20 <sup>th</sup> Highest Hour (design hour) |               |            | 803                                   |
| 5% ESF                                                          |               |            | 40                                    |
| WP Supply Needed at design hour with ESF                        |               |            | 843                                   |
| Phase I Usage Adjustments                                       |               |            | 63                                    |
| Grade Parking Lost to WP + Public Parking Deck                  |               |            | 778                                   |
| <b>TOTAL Spaces Needed in Parking Deck</b>                      |               |            | <b>1,684</b>                          |

## VI.

### PROPOSED DEVELOPMENT / APPROVAL SCHEDULE

FDP Schedule:

- 8 July 2019 Informal DRC Review
- 18 Sept 2019 DRC Submittal
- 24 Sept 2019 DRC Pre-application Meeting
- 2 Oct 2019 FDP Submittal
- 15 Oct 2019 DRC Post-application Meeting
- 21 Nov 2019 Planning Commission Meeting
- 2 Dec 2019 City Council (Regular)
- 16 Dec 2019 City Council (Hearing)
- March 2020 Permits
- 2020 Start Construction of Phase IIB