



Development Application

Case no.

10730A 13

Type of application

- Standard
 Staff approval
 Hearing Examiner
 Plan Revision
 Amended
 Reapplication
 Rezoning
 Conditional Use Permit
 Variance
 Ordinance Amendment
 Preliminary Development Plan
 Interim Use Permit
 Comprehensive Plan Amendment
 Subdivision
 Final Development Plan
 Final Site and Building Plan
 Other

Site location ■ Additional addresses on back ■ Legal description attached

Property address: 8000 24th Avenue Common name: MOA - Phase 1C
 Business address: _____

PIN: _____ Lot 1 Block 1 Plat name: Mall of America 8th Addition

Proposal Full documentation must accompany application

Revised Preliminary Development Plan for development and mixed-use destination development for Phase II of the MOA

Complete all applicable sections — Select only ONE person as primary contact

Fee property owner

Primary contact

Owner name per property title: MOAC Mall Holdings, LLC E-mail: kurt.hagen@moa.net

Mailing address: 60 East Broadway City: Bloomington State: MN Zip: 55425

Business address: _____ City: _____ State: _____ Zip: _____

Daytime phone: 952-883-8742 Cell phone: 952-240-9338 FAX: _____

Kurt Hagen *[Signature]* VP, Development
 Typed/printed name Signature Title

User/occupant

Primary contact

Business name/name: MOAC Mall Holdings, LLC E-mail: kurt.hagen@moa.net

Mailing address: 60 East Broadway City: Bloomington State: MN Zip: 55425

Business address: _____ City: _____ State: _____ Zip: _____

Daytime phone: 952-883-8742 Cell phone: 952-240-9338 FAX: _____

Kurt Hagen *[Signature]* VP, Development
 Typed/printed name Signature Title

NOTE: Applications only accepted with ALL required support documents. See instructions.

Deadline for agency action

60 Days: 4-27-13 120 Days: 6-26-13
 Planner: D. Fields DRC: 3-12-13

Shaded areas are for office use only

Received: Date 2/27/13 By D. Fields

Reviewed: Date 4/15/13 By PC LCC HE

Fee paid: Date 2/27/13 \$ 830⁰⁰

Admin. approval: Date _____ By _____
 Comm. Dev't Dir. Planning Div. Manager
 Other _____

Development Application

Case no.

10730A

13

Complete all applicable sections — Select only ONE person as primary contact

Additional parties

Primary contact

Business name/name Mortenson Construction		E-mail troy.blizzard@mortenson.com	
Mailing address 700 Meadow Lane North	City Minneapolis	State MN	Zip 55422
Business address	City	State	Zip
Daytime phone 763-287-5595	Cell phone 612-269-8042	FAX	
Troy Blizzard		Construction Executive	
<i>Typed/printed name</i>		<i>Title</i>	

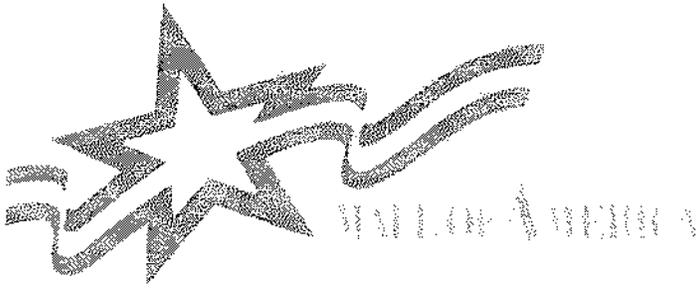
Additional fee property owners and addresses

Business name/name		E-mail	
Mailing address	City	State	Zip
Business address	City	State	Zip
Daytime phone	Cell phone	FAX	
<i>Typed/printed name</i>		<i>Title</i>	

Business name/name		E-mail	
Mailing address	City	State	Zip
Business address	City	State	Zip
Daytime phone	Cell phone	FAX	
<i>Typed/printed name</i>		<i>Title</i>	

Business name/name		E-mail	
Mailing address	City	State	Zip
Business address	City	State	Zip
Daytime phone	Cell phone	FAX	
<i>Typed/printed name</i>		<i>Title</i>	

Use additional sheets or copy form for additional properties



March 13, 2013

Dennis Fields, Planner
Planning Division
City of Bloomington
1800 West Old Shakopee Road
Bloomington, MN 55431

Re: Phase IC PDP Application Withdrawal Request

Dear Dennis:

As discussed, we request the City withdraw our February 27th, 2013 PDP application for Phase IC at Mall of America. Please retain the application fee as we will be resubmitting a new application with the revisions discussed next week.

Thank you.

Sincerely,

A handwritten signature in black ink, appearing to read "Kurt Hagen", is positioned below the word "Sincerely,".

Kurt Hagen
Senior Vice President

**MALL OF AMERICA
PHASE IC and Phase IIB-IID**

**A MIXED USE DEVELOPMENT
CITY OF BLOOMINGTON, MINNESOTA**

February 27, 2013

**Narrative in Support of an Application for
Preliminary Development Plan Amendment for
Development and Construction of a
Mixed-Use Destination Development**

**MALL OF AMERICA PHASE IC AND PHASE IIB-D
BLOOMINGTON, MINNESOTA**

MASTER DEVELOPER

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PARKING

Westwood Professional Services, Inc.
Dale N. Beckmann
7699 Anagram Drive
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Fax: (952) 937-5822
dale.beckmann@westwoodps.com

SURVEYOR

Sunde Land Surveying LLC.
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Fax (952) 881-9526
www.sunde.com

LANDSCAPING

To Be Determined

I.
FACTORS CONSIDERED IN FORMULATION OF
MALL OF AMERICA EXPANSION PHASE IC AND PHASE IIB-D

The information contained in this development narrative, together with the Site plans and building plans for the redevelopment of the former Metropolitan Sports Site into Mall of America Phase IC and future Phases IIB-IID, have been prepared taking into consideration the following:

1. The location, characteristics, and boundaries of the 31.1-acre Site located in the northeast quadrant of the intersection of IKEA Way and Lindau Lane, plus that land located north of the existing mall and south of Lindau Lane, including the Lindau Lane Improvements Bridge plaza in Bloomington, Minnesota (the "Site"). The Site is legally described on the accompanying development applications;
2. The City Of Bloomington 2000 Comprehensive Plan and Land Use Map;
3. Existing zoning and land uses surrounding the Site;
4. The completion of Light Rail Transit ("LRT") connecting downtown Minneapolis, the Minneapolis/St. Paul Airport, and Mall of America (the "Mall");
5. 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 the Alternative Urban Areawide Review (AUAR) for the Airport South District, dated April 2002, including the AUAR Update Report, dated October 2009.
6. 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"); and 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.
7. The effect of the development on infrastructure, including the regional and local roadway network, and existing and planned utilities;
8. Southloop Streetscape Master Plan and Lindau Link Streetscape Project dated November 13, 2012; and
9. The 2006 PDP Guiding Principles.

II. PHASE IC AND PHASE IIB-D SUMMARY

Phase IC and Phase IIB-D of Mall of America is the continuation of the build-out of the Mall. The Airport South District and Mall originally planned for development of approximately 10 million square feet of mixed use on the Mall and Adjoining Lands. The first phase of the Mall is 4.2 million square feet. Mall of America Mall Holdings LLC, is applying for Preliminary Development Plan Approval for a 4.9 million square-foot expansion which will provide a mix of uses including retail, entertainment, hotel and residential uses, office, and commercial recreation. The Site for Phase IC Mall of America 8th Addition abutting Lindau Lane on the North and Phase IIB-D is primarily in the northeast quadrant of the intersection of IKEA Way and Lindau Lane, in the northeast portion of the City of Bloomington. The Site is bordered on the north by American Boulevard East, on the east by 24th Avenue South, on the west by IKEA Way, and on the south by the north face of the existing mall. The Site crosses Lindau Lane on the south to connect with the existing Mall.

Phase IC and Phase IIB-D will feature multiple-level connections to the existing Mall with two underground levels of integrated parking below Phase IC. The 4.9 million square-foot expansion of the existing Mall will provide 1,150 hotel rooms, one of which incorporates a 165,000 square-foot water park; three office towers totaling 598,000 square feet; 300 residential units; a hockey rink; 2,400 seat cinema, destination restaurants; and 2,682,000 square feet of retail space. Connection to the existing Mall is provided at each of the three levels of Phase IC continuing into and connecting Phase IIB-D. The ground level will be connected through a structural bridge at Lindau Lane which is part of the Lindau Lane Improvement Project, providing continuous pedestrian access. Phase IC includes a three-story "Grand Atrium" which is a dramatic, sky lit space used for various gatherings and events throughout the year. Phase IIB-IID also includes an "Ice Garden" which functions as the central pedestrian hub. The mall and skyways radiate out from this central atrium to link all components of the site including the existing IKEA store. The internal spaces throughout Phase IC and Phase IIB-D will be sky lit streets incorporating a high level of finish consistent with the existing mall renovation projects.

Phase IC extends from the existing north face of the mall up to and onto the newly planned Lindau Lane plaza, creating a new, exciting, and dynamic "front door" for MOA. One of the main design intents is to turn the new mall expansion outward in contrast to the inward orientation of the existing mall. This is accomplished through an extensive graphics display and large LED board facing onto Lindau Lane plaza. Additional outward transparency is accomplished by the creation of outside plazas, balconies, and abundant windows to bring a sense of light and activity to the mall exterior.

A 347-key ten-story luxury hotel above the three-story retail mall expansion is planned on the east side of Phase IC with a future seven-story office development located on the west side.

Parking will be accommodated in two levels of underground parking south of Lindau Lane and surface parking north of Lindau Lane to serve Phase IC; and for Phase IIB-IID, a multi-level ramp adjacent to American Boulevard; and a two-level underground ramp on the southeast corner of the Site next to Lindau Lane and 24th Avenue.

The existing Mall is a unique experience that draws visitors from around the world. Phase IC and Phase IIB-D are planned to enhance this mixed-use destination by adding to the diversity of uses while still complementing existing uses. The larger scale will attract more visitors to experience the new uses, revisit the existing Mall, and add value to the surrounding businesses and community.

III. DEVELOPMENT APPLICATION HISTORY OF MALL OF AMERICA EXPANSION DEVELOPMENT PLAN

This Site and Mall of America Phase IC and Phase II were the subject of development applications submitted 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); and applications for plat approvals of September 26, and October 22, 2002. (Together, these applications will be referred to as the Prior Applications.) The Site was also the subject of a Preliminary Development Plan Amendment and Preliminary and Final Plat Approval submitted on March 12, 2003, that resulted in the approval of IKEA, which was completed in July 2004. The site was also subject to a Preliminary Development Plan Application, approved November 20, 2006, and the Preliminary and Final Development Plan for the South pad of Mall of America (Radisson Blu Hotel), approved August 2, 2010. The current application is for Phase IC south of Lindau Lane and Phase IIB-D North of Lindau Lane.

IV. THE SITE

I. Site Location and Boundaries

The Site for Phase IC and Phase IIB-D (the "Project") is primarily in the northeast quadrant of the intersection of IKEA Way and Lindau Lane, in the northeast portion of the City, and that portion of the existing mall site south of Lindau Lane and north of the existing mall (the "Site"). The Site is bordered on the north by American Boulevard East, on the east by 24th Avenue South, on the west by IKEA Way, and on the south by the north face of the existing mall. The Site crosses Lindau Lane (Phase IC) to connect with the existing Mall, which is located south of the Project and east of 24th Avenue. The Mall is the southern terminus of the LRT.

The Site lies within the City's South Loop District (the "District"). This District is approximately 2,350 acres; 62 percent (approximately 1,457 acres) is designated as conservation-open space, while the remaining 38 percent (approximately 893 acres) is designated for development. The District is experiencing rapid change and reconfiguration associated with the expansion of the Minneapolis/St. Paul International Airport, completion of LRT, completion of The Reflections luxury housing project, development of the new Ceridian headquarters building, redevelopment of the HealthPartners campus, and other proposed projects in the area.

The Met Sports Center was once located on the Site until demolition of the Met Center hockey arena. Prior to the IKEA development, the Site had been used as a parking area for airport rental car businesses and Mall overflow parking. Today the IKEA home furnishings store is a successful addition to the western edge of the Site. The Site is currently guided for high-intensity mixed-use development by the City of Bloomington Comprehensive Plan. The site is zoned Mixed-Use CX-2.

2. Adjacent Land Uses

The Site is in one of the most intensely developed areas in the Minneapolis-St. Paul metropolitan area. Land surrounding the Site is fully developed with urban uses.

- a. North: Guided as service-oriented mixed use, this land is currently occupied by a mix of service-oriented establishments including hotels and restaurants. Minneapolis-St. Paul International Airport is north of the Project across I-494. Two hotels, the Marriot and the Ramada, lie between I-494 and the Site.
 - b. East: Guided as service-oriented mixed use, employment-oriented mixed use and high-intensity mixed use, this area consists primarily of office parks and hotels. Much of the development that was immediately to the northeast of the Site was removed to conform to the requirements of the Federal Runway Protection Zone of the new north-south runway at the Minneapolis-St. Paul Airport. The Federal Aviation Administration requires the area immediately surrounding the end of a runway to be kept clear of buildings and possible obstructions. Additionally, the Minnesota Department of Transportation has established Safety Zones A, B, and C extending beyond the limits of the Federal Runway Protection Zone (“RPZ”). Safety Zone A is located east and southeast of the Site. Land uses, development density, occupancy density, building height restrictions, and site coverage are regulated within these zones, although most existing land uses were allowed to remain.
 - c. South: The Mall is across Lindau Lane to the south. The Mall is a 4.6 million square foot high-intensity, mixed-use commercial center.
 - d. West: Along the western edge of the Site is the IKEA store. Because IKEA has previously been approved and developed, it is not a formal component of the application, but is considered to be an essential part of the overall Project and will be taken into account with the overall program calculations.
3. Surrounding Areas. The Site is surrounded by the following distinct areas, which are analyzed in the EIS and the AUAR, and are either being redeveloped or were impacted by the Airport redevelopment:
- a. Runway Protection Zone (RPZ) Block (northeast of the Site, north of 80th Street, immediately south of I-494 and the new north-south runway): Previous uses on the eleven parcels in this block included hotel facilities, a VFW hall, gas stations, car rental, offices, and an electrical substation. Federal Aviation Administration regulations require that no development be present within this area; these uses were acquired and removed in conjunction with implementation of the Airport Comprehensive Plan.
 - b. Metro Office Park (north of 80th Street, east of 28th Avenue): Existing development on these eight parcels consists of 255,515 square feet of office; 210,335 square feet of business park; and 1,200 parking spaces. No definite redevelopment plans have been proposed for this area, but it is likely to redevelop

in the near future with greater density. The Environmental Assessment Worksheet scoping decision document (the EAW) analyzed two possible development scenarios: a 1,680-room hotel with 2,400 parking spaces, or a 1.25-million square foot office development with approximately 5,600 parking spaces.

- c. Healthpartners Campus (also known as “Bloomington Central Station”) (north of Old Shakopee Road, west of 34th Avenue): Previous development consisted of 865,094 square feet of office and 2,851 parking spaces. The AUAR included and analyzed two proposed redevelopment scenarios for this property: 1,907,500 square feet of office in five buildings, a 550-room hotel, and 8,002 parking spaces, or 2,237,500 square feet of office in six buildings, with 8,065 parking spaces. Two condominium towers known as Reflections are completed and sold; townhomes and hotel uses were recently approved for development.
 - d. Robert Muir Parcel (Park N’ Fly facility east of 34th Avenue): Existing development consists of a 996-stall parking ramp, 1,220 surface parking spaces and a 430-square-foot structure. Robert Muir Company has an approved development plan to redevelop the parcel with 750,000 square feet of office and a 3,000-stall parking ramp.
 - e. Other Properties: The Ceridian Corporation headquarters site (bluff site due east of the HealthPartners campus property), and expansion of the VTC semiconductor manufacturing facility (2800 Old Shakopee Road) have been completed. The Water Park of America (west of TH 77, off American Boulevard), was developed and is now operating.
4. Existing Site Conditions.

The 45.164-acre Site currently includes the IKEA Store and overflow parking from the Mall. Special Events, such as the Susan G. Komen Race for the Cure, have also been held in the north lot. The Preliminary Development Application includes Lot 1, Block 1 of Mall of America 6th Addition; Outlot A of Mall of America 5th Addition; and Lot 1, Block 1 of Mall of America 3rd Addition, and Lot 1 Block 1 of Mall of America’s 8th Addition. The IKEA Site, which was Phase IIA, includes 15 acres, Phase IC is on the existing 68.087 acre MOA site, Phase IIB-D is 27.55 acres plus Outlot A at 2.613 acres. Vacated 79th Street also contributes 40,777 square feet (0.936 acres) to the Site for a total area of 114.187 acres.

- a. Topography. The Site is generally flat, and is at an elevation between 810 and 830 feet above sea level. There is very little topographic variety and no slopes in excess of 12 percent.
- b. Drainage. The Site is completely impervious and like most parcels in the Airport South District, generally drains to the southeast, toward the Minnesota River.

- c. Local Groundwater. According to the U.S.G.S. Water Resources, Lower Minnesota River Watershed Atlas, the depth to ground water is estimated between 10 and 30 ft below existing ground, generally near the 804 elevation. The depth to bedrock is generally 250 to 300 feet below the surface.
- d. Soils. Adequate soils are believed to exist, because the Site is currently developed, and was previously developed with the Met Center, a similar large building with parking. The 1984 Airport South Draft Environmental Impact Statement (ASDEIS), prepared by the City of Bloomington, included information on the general character of soils in the Airport South District. The ASDEIS indicated that the developed areas of Airport South are located on a broad, flat terrace plain parallel to the north side of the Minnesota River Valley. Similar alluvial terraces are present all along the Minnesota River, particularly in the reach from Mankato to Fort Snelling. The study area terrace is at an elevation of approximately 810 feet to 820 feet. The ASDEIS soil borings in the area uniformly detected alluvial sands to depths of 25 to 50 feet. The ASDEIS concluded that the underlying soils were Superior Lobe tills which have been reworked and redeposited in some locations by water action (Soil Exploration Company, 1980, and Mn/DOT, miscellaneous borings - 1977 and 1978).
- e. Wildlife. The Site consists of an impervious parking surface and IKEA. The Site and the surrounding area have been extensively urbanized and any natural habitat or water features have been previously eliminated at the time of construction of the Met Center hockey arena. Therefore, Site development will not cause significant impacts to wildlife resources or habitats.

The Minnesota Department of Natural Resources (DNR) reviewed its Natural Heritage Database for the entire Airport South District and identified the presence of no endangered, threatened, or special concern species on or in the immediate vicinity of the Site. Several endangered species (mussels, and various species of threatened plants such as sterile sedge) do exist in the Minnesota Valley National Wildlife Refuge ("Minnesota Valley") approximately one-half to three-quarters of a mile southeast of the Site, generally below the Minnesota River bluffs. Because the Site is separated from the Minnesota Valley by the Mall and parking in at least one-half mile of intensely developed land, and by an elevation change of 100 feet or more, Site development is unlikely to impact endangered, threatened, or special concern species.

- f. Cultural Resources Assessment. The Site has previously been disturbed and re-graded extensively for current and past development. No historic properties will be affected by Phase IC and Phase IIB-D. No archaeological, historical or architectural resources have been found either on the Site or in close proximity to the Site. A 1998 study of the entire Airport South District identified one architectural property eligible for the National Register of Historic Places and seven archaeological sites. All of these sites are a significant distance from the Site, east of Old Shakopee Road on the Minnesota River bluff and floodplains.

There are no parks in the Site's immediate vicinity. The Minnesota Valley lies at the bottom of the river bluffs well east and south of the Site. Refuge offices/visitors' centers are located at the top of the bluff near 34th Avenue. Phase IC and Phase IIB-D will not have any direct effects on the Minnesota Valley. The EIS storm water analysis addresses potential surface water impacts, which can be treated through grit chambers. The Site's distance (over half a mile), and elevation change (100 feet) from Minnesota Valley, and the large-scale development between the river valley and the Site will minimize visual impacts.

5. Airport Factors and Height of the Site

While the construction of a new north-south runway north of the Site does not prohibit development on the Site, it does affect the Site by limiting structure height and increasing potential noise levels. The northeast corner of Site, which is nearest to the runway, is at the maximum elevation of 878 feet. As shown on the Site Plan, Phase IIB-D continues to gradually increase from east to west to a maximum height of 991 feet. Phase IC is within this maximum height limit. The height of all structures will remain below the maximum structure elevation and within the airspace permitted for building. According to studies performed by the Metropolitan Airports Commission, and as documented in the Prior Applications, virtually the entire Site is within the same noise contour.

V.

DESCRIPTION OF THE PROPOSED PROJECT

1. The Project History

The Airport South District and Mall was originally planned for development of almost 10 million square feet of mixed use at the Mall and on the Adjoining Lands. The 1986 EIS included analysis of the present Mall and an additional 5.3 million square foot expansion on the 32-acre "Adjoining Lands" parcel due east of the present Mall. Since the 1986 EIS, the Metropolitan Airports Commission (MAC) completed construction of a new north-south runway to the north of the Adjoining Lands parcel. Today the Adjoining Lands fall within the required State Safety Zones for the new runway. Because the building height, land uses and development density are restricted within the Safety Zones, the intensity of development initially envisioned for the Adjoining Lands as part of Mall of America expansion was prohibited.

After approval of the north-south runway, the Site was identified as an alternative location for the next phases of the Mall expansion. The Metropolitan Airports Commission ("MAC") agreed in July of 1999 to exchange the Site, then owned by MAC, for Mall-owned Adjoining Lands. One of the conditions of the exchange of the Adjoining Lands for the Site was the completion of Mall of America Expansion – Met Center Site Final Environmental Impact Statement, November 2000 (the "Met Center Site EIS"). The Met Center Site EIS reviewed a 5.6 million square-foot expansion for mixed-use development.

In 2003, the IKEA application and a Preliminary Development Plan application for a 2.247 million square-foot, mixed-use destination development was submitted to the City. IKEA was

stage one of Phase II (Phase IIA). The City approved the IKEA development and in July 2004 the IKEA home furnishings store opened.

The current application proposes a Preliminary Development Plan that allows for the development of Phase IC and Phase IIB-D, which is the 5.6 million square-foot mixed-use expansion. The Project includes a host of complementary mix of uses, including office, retail, recreation, residential, hotel, and entertainment. The Preliminary Development Plan is proposed as one feasible concept. It is expected that the details of this concept may change in the design of Final Development Plans. As provided in City Code, the Preliminary Development Plan may be modified.

2. Elements of Phase IC and Phase IIB-D

The Project will feature a multiple-level connection to the existing Mall with integrated parking and a mix of hotel, office, retail, residential, commercial recreation and entertainment uses. When fully developed, the 4.9 million square-foot expansion of the existing Mall will provide 300 residential apartments 1,150 hotel rooms, with one of the hotels incorporating a 165,000 square-foot water park; three office towers totaling 598,000 square feet; a hockey rink; destination restaurants; a 2,400-seat cinema; and 2,682,000 square feet of retail space.

Phase IC parking will be accommodated with two levels of underground parking south of Lindau Lane in the amount of 545 spaces and surface parking located north of Lindau Lane; a multi-level ramp adjacent to American Boulevard and a two-level underground parking ramp on the southeast corner of the site at Lindau Lane and 24th Avenue located under Pads A and B will serve Phase IIB-D

Phase IC and Phase IIB-D are designed to have an external orientation versus the internal orientation of the existing mall. Careful consideration has been given to create an environment which is physically, functionally, and visually integrated both within the Project and as viewed from adjacent properties. This will occur through a careful integration and coordination of architectural elements; exterior materials; ample windows, color; pedestrian, vehicular and service circulation and parking; site lighting; landscaping; signage; overall massing; and other elements of the design theme and details.

The existing Mall is a unique destination. Phase IC and Phase IIB-D are planned to enhance this world-class destination by adding to the diversity of the mix of uses while still complementing existing uses. The larger scale will attract more visitors from a wider area to experience the new uses, revisit the existing Mall, and add value to the surrounding businesses and community.

3. Proposed Development Plan: Phasing

The existing MOA is identified as Phase IA, followed by the Radisson BLU development (Phase IB). The current application is being submitted for Preliminary Development Plan approval of Phase IC located on the north lot of the existing mall property. Development located north of Lindau Lane is referred to as Phase II. IKEA was the first stage of Phase II (Phase IIA). Future development crossing Lindau Lane and extending north is Phase IIB-D. Following the approval process, it is anticipated that excavation work for Phase IC will begin in the September / October time frame of 1013. Informal DRC application for the Final Development Plan approval process

for Phase IC is targeted for the April 4, 2013 submission deadline, followed by April 17, 2013 for Formal DRC and FDP submission deadline. Future Phases IIB-IID will be dictated by economic, market and financial conditions

Phase IIB-D has been designed to create a framework of integrated components. This framework serves as a backdrop for the architectural adaptation of the various mixed-use components as they are further identified in the process. As the project is further defined, additional information will be presented for Final Development approval of the various components integrating the framework established in this Preliminary Development Plan.

4. Pedestrian Circulation

The Project is designed to provide easy and convenient pedestrian circulation throughout both Phase IC, Phase IIB-D, and the existing Mall. Connection to the existing Mall is provided at each of the proposed three levels for Phase IC and Phase IIB-D. The ground level will be connected through the future structural bridge across Lindau Lane, providing continuous pedestrian access between the existing mall and future mall expansions.

The Ice Garden atrium in Phase IIC functions as the central pedestrian hub. This space is a central organizing element for the various mixed-use components of the project, forming a dramatic, sky lit space used for gathering and events. From the Ice Garden, concourses radiate, to bring pedestrians to and from IKEA, and connect the various components of the project

The Grand Atrium in Phase IC becomes the central focal point for this portion of the development. It provides vertical transportation between the various retail and entertainment levels and underground parking decks.

Public sidewalks are provided on the north side of Phase IC to provide access to, and access across the Lindau Lane plaza at all hours.

5. Design Principles

The exterior design of the Project 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 future phases

In addition, in contrast to the inward orientation of the existing Mall, a more outward design orientation is being developed. Many of the tenants will have exterior exposure that will be integrated into the Phase IC and Phase IIB-D design. This includes exterior graphics, window displays, restaurant and retail patios, terrace dining windows, and exterior tenant store entries where appropriate.

6. Landscaping

The landscape concept is consistent with the 2006 PDP landscape principles. The concept incorporates the new Lindau Lane bridge plaza which has been designed in coordination with City staff as part of the Lindau Lane Public Improvement Process, and the principles of the Southloop Streetscape Master Plan and Lindau Link Streetscape Project.

Phase 1C and Phase IIB-D site improvements will comprise a number of distinct interconnected landscapes that combine to result in comprehensive landscape scheme that succeeds in integrating a pedestrian scale within a vehicular-oriented environment. The landscape plan will provide a variety of deciduous and coniferous materials that are hardy, salt tolerant and drought resistant. Plantings and structural Site improvements will provide buffers to screen less desirable views while at the same time focusing and accenting the concept of a variety of plantings, safety and security, and visual continuity throughout the Site.

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 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 that will provide shade and scale throughout Phase 1C and Phase IIB-D.

7. Municipal Utilities

The availability of existing municipal utility services (sanitary sewer, storm water and water main) around the perimeter of this site appears to be adequate and accessible to serve the needs of this Site. The only exceptions to this are the changes and addition to the storm drainage system required by the lowering of Lindau Lane. Extensions of each of these systems is necessary to provide service throughout the Site and are described in the more detail below.

- a. Sanitary Sewer. Sanitary sewer service to the site was recently improved through the addition of an 18-inch sanitary sewer line from the vicinity of Killebrew Drive and TH 77 to the intersection of Lindau Lane and IKEA Way. From that point, a 15-inch sanitary sewer line was extended approximately 800 feet to the north along IKEA Way. A 16-inch line was also extended to the southwest corner of the Site near the Lindau Lane and IKEA Way intersection. This connection would be used to serve the Phase II development. The improvements located between 22nd Avenue and 24th Avenue (the hotel and associated waterpark and parking ramp), would be served by extending a sanitary sewer line to the east from the intersection of Lindau Lane and IKEA Way along the north side of Lindau Lane to 22nd Avenue with a 12" stub going to the NW corner of Lindau Lane and 22nd Avenue. This line also extends across 22nd Avenue to a manhole in the NE corner of Lindau Lane and 22nd Avenue. In order to serve the Phase 1C site a 15" sanitary sewer line will be extended from the SW corner of Lindau Lane and 20th Avenue to the SW corner of the Phase 1C site. This is shown on sheet 247 if the Lindau Lane Roadway Project Plans.
- b. Water System. Domestic water for the Site is currently provided by a 16-inch water main in American Boulevard, a 12-inch water main in 24th Avenue, and a 12-inch water main in IKEA Way. An 8-inch water main loop within the Phase II Site currently exists from American Boulevard that served the Met Center. This line has been plugged since it has not been used since the Met Center was closed.

Service to Phase II would be from the 12-inch water main in IKEA Way. The section of 12-inch water main crossing Lindau Lane will be lowered to accommodate the lowering of Lindau Lane. An additional 12-inch water main would be installed along 22nd Avenue. A connection would be made to the existing 12-inch water main on the north side of the existing Mall near Sears and extend north along the 22nd Avenue internal circulation roadway and ultimately connecting to the 16-inch water main in American Boulevard. Service stubs are provided to the Phase 1C site and to both the East and West sides of 22nd Avenue for the Phase II site. These connections are shown on sheet 224 of the Lindau Lane Roadway Project Plans. The existing 12-inch water main along the north side of the existing Mall between Sears and Nordstrom would be abandoned and removed. Adequate fire protection will be provided for all buildings within the site through the use of sprinkler systems and hydrants.

- c. Storm Water Drainage. Storm Water Drainage from the Site will be collected on-site and connected and routed to the existing 66-inch storm drain line in 24th Avenue. There is an existing 48-inch storm drain connection from the 66-inch line in 24th Avenue to the southeast corner of this site near the intersection of Lindau Lane and 24th Avenue. From that point, a new 36-inch storm drain line is proposed that would extend west on the north side of Lindau Lane to 22nd Avenue. At that point it would turn north and follow the alignment of the proposed east ring road to a point near the Thunderbird Road access to American Boulevard. In addition to a storm drainage system for the Site, changes to the existing storm drain system on Lindau Lane are required due to the lowering of Lindau Lane. The existing 48-inch storm drain system in Lindau Lane will be rerouted from the existing manhole on the west side of the IKEA Way intersection to a point slightly east of the 22nd Avenue intersection. Through this section the storm drain line will be placed within the right-of-way and/or utility easement on the north side of Lindau Lane. The entire segment of this 48-inch existing line will also be upgraded to a 72-inch line from the IKEA Way intersection to the connection with the existing 66-inch storm drain line in 24th Avenue. The storm water from the IKEA site and from the northwest corner of the existing Mall of America that currently drains to the existing manhole near the IKEA Way intersection on the existing 48-inch line will continue to be connected at the same point and will now drain through the upgraded 72-inch line along Lindau Lane. Storm drainage for the low point created by the lowering of Lindau Lane will be provided by a new 24-inch storm drain that begins on the south side of Lindau Lane near the low point and extends east to 24th Avenue. It will then cross 24th Avenue and extend south along the east side of 24th Avenue to a point south of Killebrew Drive/Old Shakopee Road where it will connect to an existing 72-inch storm drain line that continues south from that point.

Additional storm drain lines will be extended south from Lindau Lane on both 20th Avenue and 22nd Avenue to provide storm water drainage for the Phase 1C site. These are shown on sheets 229 and 230 of the Lindau Lane Roadway Project Plans.

No on-site detention or retention ponding is planned, however the design allows for possible rain gardens and infiltration areas if required to comply with existing standards. Suspended Solid Removal Chambers will be utilized as a primary treatment device for storm runoff throughout the development. This on-site system will also collect runoff from the parking decks, roofs and service areas and remove particulates and oils from the runoff water prior to discharge into the City storm sewer system. In addition, spill containment systems are proposed at several of the service locations to prevent the accidental discharge of undesirable liquids to the storm sewer system.

8. Airport Factors

Phase IC and Phase IIB-D complies with aircraft structure height restrictions. Structure heights are shown on the building elevations. The height limits are lowest at the northeast corner of Site, which is nearest to the runway. The elevation continues to gradually increase from east to west to a maximum height of 991 feet. Moreover, according to the Metropolitan Airports Commission, virtually the entire Site is within the same noise contour. The IKEA building, in the Site's southwest corner, is near the least noise-affected area.

9. Excavation and Groundwater

Available studies indicate that the groundwater table varies between approximately 801 and 804 feet above sea level. The Expansion features two underground levels beneath the proposed Phase IC mall building with a depth of approximately 20 feet below surface grade at an elevation of approximately 804. Phase IIB-D is anticipated to have two levels of underground parking at the American Boulevard ramp and two levels of underground parking below Pads A and B. As these phases are further developed, and should two levels of underground parking remain in the plan, a ground water mitigation plan will be provided at the time of Final Development Plan approval, if mitigation is shown to be required.

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, bale checks and temporary sedimentation basins would likely be utilized as erosion control measures during the appropriate construction phases in accordance with the City's erosion/sediment control standards. After construction, all disturbed areas would be either paved or landscaped (sod, trees, bedding plants, etc.) to eliminate exposed soil surfaces.

Since the existing land use of the Site is parking (nearly 100 percent impervious surface), the quantity of water runoff from the Site is not anticipated to change greatly as a result of the proposed development, but will be reduced slightly due to the additional landscaped areas proposed within the development. However, the quality of the storm water run off is expected to improve. First, the use of suspended solid removal chambers at several locations within the site will improve water quality prior to discharge from this site. The majority of this parking will be

structured parking and not exposed to storm water runoff other than at the top level. In general, the storm water runoff from a building roof has fewer large particulates (sand/salt) and can be considered cleaner than parking lot runoff. The exception to this is the top level of the parking ramp, the service areas that will be exposed to storm water, and the exposed parking areas within the IKEA site.

During previous project coordination meetings with the U.S. Fish and Wildlife Service, the DNR and the MPCA, representatives from these agencies have identified the need to address water quantity and quality issues related to development on the Site and other developing parcels within the Airport South area. Effective treatment measures will likely be implemented where shown to be an effective and practical treatment method, such as grit chambers, rain gardens and infiltration areas. In addition, routine maintenance (sweeping of the parking areas, cleaning out the suspended solid removal chambers, etc.) can be expected.

The ultimate receiving body of water for Site runoff is the Minnesota River. Storm water from the Phase II 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 is covered by the new Phase II expansion, and it is currently understood that an 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. Access and Traffic Characteristics

- a. Traffic Studies. *Mall of America Phase II Traffic Study* dated March 2006 has been completed by SRF Consulting Group, Inc. (the "Traffic Study"), 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 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)*.

Increases in traffic are anticipated as a result of the Phase II development. The Traffic Study analyzed weekday and Saturday peak hour traffic operations for no-build and build scenarios. The Study incorporates programmed/planned local roadway improvements, and assessed the need for additional roadway improvements to resolve any identified traffic operational problems. The Traffic Study concluded that with phased key intersection improvements, Phase II could develop as proposed at 4.9 million square feet.

- b. Site Access and Internal Circulation. Phase II will be coordinated with improvements to the adjacent local roadways to provide adequate access and circulation throughout the design and construction process. The improvements

are designed to maintain the existing access points on Lindau Lane at 22nd Avenue and at IKEA Way.

The proposed internal circulation roadway for the Site would be an extension of 22nd Avenue extending north from Lindau Lane and then turning west to connect with IKEA Way at the entrance to IKEA's north parking area. The east-west segment of this internal circulation roadway would also have a connection to the existing intersection of Thunderbird Road and American Boulevard.

The very north end of IKEA Way that serves the IKEA loading dock area will be widened and modified to provide access to the northwest parking ramp that is proposed to be constructed on the east side of this roadway segment. This will also provide the access point for the loading dock area that will be constructed under the Phase II expansion.

Access to the new east ramp will be provided at four locations. On west bound American Boulevard a right-in, right-out only access will be created between 24th Avenue and Thunderbird Road. This point will connect to a speed ramp that then crosses American Boulevard at an elevated level.

An at-grade entrance only is proposed on south bound 24th Avenue midway between American Boulevard and Lindau Lane. An at grade entrance/exit is proposed to be located at the north end of the 22nd Avenue internal circulation roadway approximately 400 feet north of Lindau Lane. The other major east ramp entrance/exit that would also be connected to an internal speed ramp is proposed to be located at the north end of the 22nd Avenue internal circulation roadway.

Development of Phase II includes closing the existing access to the Ramada Mall of America eastside parking lot. Mall of America intends to reach an agreement with the current owner regarding terminating the access.

12. Lindau Lane Clearance.

The retail concourse above Lindau Lane provides clearance for Lindau Lane truck traffic meeting regulatory clearance requirements. This is defined within the Lindau Lane Public Improvement Project. The concourse bridge above Lindau Lane will be one of the most visible elements of the Project, providing a multiple-level link between the existing Mall, Phase IC and Phase IIB-D.

13. Air Rights Agreement for Lindau Lane Concourse

The CX-2 Zoning District contemplates connection with the Mall to the south, but does not specify the method of granting air rights. The pedestrian concourse over Lindau Lane is

proposed to be provided under an air rights agreement between the City and the Developer.
Construction of the LRT

The LRT line links the existing Mall along 24th Avenue, south of Lindau Lane, into the Mall east parking deck. Phase IC and Phase IIB-D will link with LRT through the concourse to the existing Mall and by a system of exterior sidewalks. The Site is already well-served by transit. The vehicle access points to Phase IC and Phase IIB-D are not disrupted by LRT.

14. Phase IC and Phase IIB-D as a Destination Mixed-Use Center

Phase IC and Phase IIB-D is a further implementation of the mixed-use concept that has been proven successful in the current Mall. Essentially, a wider mix and greater variety of uses increases visitor's combined trips, and allows greater value from the same space while minimizing traffic. The classic urban downtown exemplifies the power of a mixed-use center to increase transit use, increase trip combination, and maximize value while minimizing traffic. Like an urban downtown, a well-designed mixed-use center experiences higher pedestrian traffic levels, while allowing visitors to accomplish multiple tasks in a single trip. If the uses were segregated rather than mixed, traffic would spread over a much wider area, and visitors would make many more trips to accomplish the same tasks.

The mixed-use concept allows consumers to combine several destinations in a single trip. Phase IC and Phase IIB-D, combined with the current Mall, provides two ways for consumers to combine trips, and therefore reduce the overall number of trips. First, individual visitors are able to visit several destinations with a single vehicle trip. Second, families and similar small groups are able to take combined trips when, without a mixed-use center, either the group would make several stops, or each member would travel separately. Either way, combining trips reduces trips.

A mixed-use center which provides a wider variety of uses and more large-scale primary uses allows more trip combination. Current Mall visitors may combine shopping (retail), dinner (restaurant), and a movie (entertainment). Phase IC and Phase IIB-D will allow a family to combine these uses with long-term residential opportunities, additional hotel rooms, water park recreation, work in the office element, or attending a movie. The wider the range of uses, the more potential for combined trips. More combined trips mean greater commerce and value from the same land area, with minimal traffic increases.

The new uses for Phase IC and Phase IIB-D will also distribute visitors more gradually throughout the day. Residential, hotels, offices, destination retail, and additional recreational uses all generate greater weekday daytime use than typical retail and entertainment uses. Office-only uses present the potential drawback of adding to typical peak hours only, particularly the p.m. peak hour. The Phase IC and Phase IIB-D mix of uses is tailored to provide a graduated stream of trips, to the greatest extent reasonable in response to the market.

Finally, Phase IC and Phase IIB-D are examples of re-investment and redevelopment in an already-developed area that sprawl has passed by. It maximizes the return on federal, state, and local investments, particularly in transportation. The existing Mall's success as a destination was

frequently cited as a determining factor in routing LRT. Phase IC and Phase IIB-D further allows Airport South visitors to capitalize on the District's public investment.

**VI.
CONSISTENCY OF PHASE IC AND PHASE IIB-D
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. Phase IC and Phase IIB-D is in compliance with the intent and the guidelines for that development type.

2. Zoning

The CX-2 District. 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 that balance the demand of traffic and parking. The Site is the only land within the City in the CX-2 district; the district was created especially for the Site. Phase IC and Phase IIB-D fulfills this intent as well as the specific limitations of the CX-2 District, and the EIS, as set forth in the charts below.

SITE DATA	SF	ACRES	FOOTPRINT	
IKEA SITE	653,400	15.000	IKEA	209,592
MOA II SITE	1,200,114	27.551	OVERALL FOOTPRINT**	682,000
OUTLOT "A"	113,842	2.613	(NORTH OF PHASE IC WITHOUT	
VACATED 79TH ST.	40,777	0.936	PARKING DECKS)	
EXISTING MALL SITE	2,965,862	68.087	EXISTING MALL	1,389,087
TOTAL SITE AREA	4,973,995	114.187	RADISSON BLU	85,157
TOTAL BUILDING FOOTPRINT*	2,365,836		TOTAL FOOTPRINT	2,365,836
SITE COVERAGE	47.56%			
TOTAL GROSS BUILDING AREA	9,756,265			
FLOOR AREA RATIO	1.96			

				(RETAIL / ENTERTAINMENT TOTAL)	
RETAIL:	3,012,761	2,392,468		3,425,000	3,425,000
IKEA	330,329	330,329		3,422,761	SHOWN
PHASE IC MALL SHOPS	129,139	129,139			
PHASE IC FOOD TENANTS	33,000	33,000			
PHASE IC FOOD COMMON	49,000	NA			
PHASE IC MALL COMMON / BOH	71,293	NA			
TOTAL PHASE IC RETAIL	282,432	162,139			
PHASE IIC MALL SHOPS	350,000	350,000			
PHASE IIC FOOD TENANTS	90,000	90,000	2,682,432		
PHASE IIC MALL COMMON / BOH	170,000	NA			
PHASE IIC LOWER LEVEL SERVICE	330,000	NA			
TOTAL PHASE IIC RETAIL	940,000	440,000			
PAD A RETAIL	480,000	480,000			
PAD B RETAIL	300,000	300,000			
PAD C RETAIL	180,000	180,000			
PAD SEARS RETAIL	250,000	250,000			
PAD BLOOMINGDALES RETAIL	250,000	250,000			
TOTAL PADS RETAIL	1,460,000	1,460,000			
OFFICE:	598,000	NA		600,000	600,000
OFFICE A	181,000	NA			
OFFICE B	220,000	NA			
OFFICE C	197,000	NA			
ENTERTAINMENT:	410,000	410,000		IN RETAIL	IN RETAIL
PERFORMING ARTS	175,000	175,000	5,000 SEATS		
WATER PARK	165,000	165,000			
CINEMA (4TH FLOOR)	70,000	70,000	2,400 SEATS		
HOTELS:	1,358,501	1,650	KEYS	1650 KEYS	1,600 KEYS
RADISSON BLU	343,983				
RADISSON BLU MEETING SPACE	22,968				
RADISSON BLU RESTAURANT	5,550				
TOTAL RADISSON BLU**	372,501	500	KEYS		
HOTEL A	292,000				
HOTEL A MEETING SPACE	19,000				
HOTEL A RESTAURANT	10,000				
TOTAL HOTEL A	321,000	347	KEYS		
HOTEL B	493,000				
HOTEL B MEETING SPACE	12,000				
HOTEL B RESTAURANT	20,000				
TOTAL HOTEL B	525,000	600	KEYS		
HOTEL C	132,000				
HOTEL C MEETING SPACE	5,000				
HOTEL C RESTAURANT	8,000				
TOTAL HOTEL C	140,000	203	KEYS		
RESIDENTIAL	220,000	300	UNITS	300	NA
TOWER A	220,000				
GRAND TOTAL	5,599,262			5,600,000	5,600,000
EXISTING MALL:	4,159,579				
RETAIL***	2,629,084				
BOH / COMMON****	1,317,334				
FOOD*****	150,772				
THEATER	62,389	2,191 SEATS			
TOTAL GROSS BUILDING AREA	9,758,841				
NET RETAIL ADD	3,491				
EXISTING FOOD REDUCTION AT 3RD FLOOR	(8,466)				
*BUILDING FOOTPRINT INCLUDES AREA OVER LINDAU LANE ROW / EXCLUDES PARKING STRUCTURES					
**EXCLUDES PARKING DECKS					
***REFLECTS 3,491SF OF RETAIL GLA INCREASE IN EXISTING BUILDING ON 1ST-3RD FLOORS DUE TO PHASE IC EXPANSION					
**** REFLECTS 3,491SF COMMON AREA REDUCTION DUE TO RETAIL GLA INCREASE DUE TO PHASE IC EXPANSION					
*****REFLECTS 8,466SF OF FOOD COURT LOSS IN EXISTING BUILDING ON THIRD FLOOR					

3. Parking

The City Code provides that the number, location and type of parking for a mixed-use center exceeding 750,000 square feet is to be established in the final development plan. City Code 19.40.07.01.f.2. Westwood Professional Services, Inc., previously provided a Mall of America Phase IC and Phase II Visitor and Parking Study to the City (the "Parking Study") as part of the 2006 PDP submission. At that time, this Parking Study examined the current and projected Phase IC and Phase II demand for an overall parking demand of approximately 20,402 spaces.

The Parking Study's review of the estimated demand was confirmed through using two additional published parking analysis methodologies; the Institute of Transportation Engineers ("ITE") and the Urban Land Institute ("ULI"). The ITE analysis calculated approximately 21,311 total parking spaces based on the Mall GLA and accounted for shared parking and reductions for transit. The ULI method based parking calculations on ULI shared parking ratios, peak period parking and reductions for captive parkers and non-auto users for a total of approximately 19,260 spaces.

The ULI methodology is recommended over the ITE methodology because the ULI methods were published more recently and take into account the ITE database where appropriate. Additionally, the ITE procedures are primarily geared toward isolated, single-use properties. As the recommended published method, the ULI review demonstrates that the Westwood Visitor Analysis, which was specifically conducted for Phase IC and Phase II, for 20,402 parking spaces resulted in an overall conservative estimate since the ULI method produced only 19,260 total spaces.

The current PDP submission plans provide for a total of 20,435 total spaces as shown in the chart below. The parking counts will be updated based upon the current proposed mix of uses and sizes.

PARKING SUMMARY	
MOA PHASE I PARKING	12,294
PHASE I PARKING TO BE REMOVED	116
PHASE I PARKING TO REMAIN	12,178
EXISTING IKEA PARKING	1,407
PARKING UNDER PHASE IC	545
PROPOSED NORTH RAMP	3,500 WITH TWO LEVELS UNDERGROUND
PROPOSED UNDERGROUND PARKING	1,200 TWO LEVELS AT SE CORNER
TOTAL EXISTING AND PROPOSED	18,830 (297 HANDICAPPED)
PLUS OFFSITE PARKING	1,605

VII.

SUMMARY OF RATIONALE SUPPORTING PHASE IC AND PHASE II APPROVAL

1. Phase IC and Phase IIB-D are designed to broaden the tax base of the City by redeveloping a “holding” land use (paved parking) into a high-density/mixed-use destination.
2. Phase IC and Phase IIB-D are designed to benefit nearby existing and planned future businesses by bringing in national and international clientele and visitors, producing a larger customer base for area businesses and services.
3. IKEA was stage one of Phase II. IKEA is a “destination” use which complements the existing Mall by drawing new customers to the area. The future stages of Phase IC and Phase IIB-D will continue to add destination uses, such as the Waterpark and Waterpark Hotel, Residential, Office, and additional Hotel development.
4. Phase IC and Phase IIB-D maximizes the use of planned improvements and additions to the regional and local transportation system, including LRT.
5. Phase IC and Phase IIB-D proposes a level of development and a mix of uses that has been analyzed as the next phase of the Mall since its inception. The 1986 EIS and the 1992 ISP included analysis of the development levels proposed for Phase IC and Phase II. This review was updated in the 2000 Mall EIS, and 2002 Airport South AUAR.
6. Phase IC and Phase IIB-D conforms to the Comprehensive Plan and complies with the CX-2 Zoning Ordinance.
7. Phase IC and Phase IIB-D is designed within the planned utility and infrastructure improvements.

Request for City Council Action

Originator Community Development	Item Major Revision to Preliminary Development Plan	#
Agenda Section HEARING/PUBLIC INPUT Development Business	By DLF	Approved Date April 25, 2013

Item# 2

Case 10730B-13

GENERAL INFORMATION

Applicant: MOAC Mall Holdings, LLC

Location: 7900, 8000, and 8100 24th Avenue, 2000 and 2100 Killebrew Drive, and 2001, 2101, and 2251 Lindau Lane

Request: Major revision to Preliminary Development Plan for Phase I and Phase II Mall of America

Existing Land Use and Zoning: Mall of America, Radisson Blu Hotel, Surface Parking, and IKEA; zoned CX-2(AR-17)(PD) High Intensity Mixed Use (Airport Runway)(Planned Development)

Surrounding Land Use and Zoning: North – Hotels; zoned CS-1
South – Hotel, restaurant, offices; zoned CS-1(PD)
East – Hotel, offices, surface parking lot, and vacant Airport Land; zoned I-1, CO-1, CO-2, and CS-1(AR-17)
West – Cedar Avenue, (Highway 77)

Comprehensive Plan: The Comprehensive Land Use Plan recommends High Intensity Mixed Use for the property.

HISTORY

City Council Action: 11/19/12 – Approved Preliminary and Final Plat for MALL OF AMERICA 8th ADDITION. (Case 8235E-12)

City Council Action: 06/25/12 – Approved Major Revision to Final Development Plans for former Bloomingdales anchor store (Case 8235C-12)

Council Action

Motion by _____ Second by _____ to _____

City Council Action: 08/02/10 – Approved Final Development Plan for 14-story Radisson Blu Hotel and parking structure (Case 8235B-10)

City Council Action: 05/19/03 – Approved Final Development Plan for IKEA (Case 6917B-03)

City Council Action: 10/19/06 – Approved revised Preliminary Development Plan for Phase II. (Case 10730A-06)

City Council Action: 10/21/86 – Approved Preliminary Development Plan for Mall of America and Fantasyworld (Case 8235A-86)

City Council Action: 04/10/89 – Approved Revised Final Development for Mall of America (Case 8235A-89)

CHRONOLOGY

Planning Commission Agenda: 04/25/13 – Public hearing scheduled.

DEADLINE FOR AGENCY ACTION

Application Date: 03/20/13
60 Days: **05/18/13**
Extension Letter Sent: No
120 Days: 07/17/13

STAFF CONTACT

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APPLICABLE REGULATIONS

Section 21.207.01 Mixed Use Zoning District
Section 19.38.03 Airport Runway Overlay District
Section 21.501.02 Preliminary Development Plans

PROPOSAL

This revised Preliminary Development Plan (PDP) is intended to combine and replace the previously approved PDPs for both Phase I and Phase II of the Mall of America (MOA) development. The Phase I PDP was approved by the City Council in October 1986 and includes the existing MOA site south of Lindau Lane. The Phase II PDP was approved in October 2006, and then revised in 2010 for construction of the Radisson Blu Hotel on the south side of the mall. Phase II includes the former Met Center Site north of Lindau Lane, including IKEA.

All previously approved Final Development Plans (FDPs), and related conditions of approval, will remain in place. These include: the existing MOA, the four anchor stores (including recent revisions to Bloomingdales), IKEA, and the Radisson Blu Hotel.

The purpose of a PDP is to provide a framework for future development on a site. The PDP establishes the intensity and density of development and creates the framework to ensure the overall development is fully integrated. Subsequent FDPs are reviewed for consistency with the approved PDP.

The approved 2006 PDP focused on the MOA Phase II expansion, although it also included the “south pad” located on the Phase I site (Radisson Blu hotel). The 2006 PDP anticipated final development of the proposed MOA expansion would proceed in one phase. Given changes to the economy and development environment, build out of the entire MOA site is now expected to occur in multiple phases over several years.

Like previously approved development plans, the revised PDP proposes that MOA will develop as an intensive mix of retail, hotels, office, and entertainment uses. In addition to existing MOA development, future expansion is proposed to include additional retail, three hotels, including a hotel-waterpark, a performing arts center, museum, recreational anchor, and offices. The revised PDP is identical to the approved 2006 PDP for areas north of Lindau Lane. Some changes are proposed to the proposed Phase IC south of Lindau Lane. This phase includes a proposed hotel, office building, and additional retail located between the existing mall and Lindau Lane and is discussed later in this report.

Like the approved 2006 PDP, this revised PDP envisions a direct connection between the existing MOA development (including IKEA) and the Phase II expansion site north of Lindau Lane. In order to provide a direct, physical connection, Lindau Lane will be lowered and a portion of the mall structure will be constructed over Lindau Lane. Construction of the Lindau Lane project is just starting and should be completed in 2014.

PHASING PLAN

Historically, the MOA was expected to develop in two major phases. Phase I, consisting of the original MOA building (opened in 1992), encompasses the portion of the MOA site located south of Lindau Lane. The MOA expansion site located north of Lindau Lane is referred to as the Phase II site. Both were envisioned as large, single phase developments, with some exceptions: IKEA developed on the Phase II site in advance of MOA expansion and the Radisson Blu just recently opened on the Phase I site.

While the 2006 PDP envisioned Phase II as a single development phase, it is now clear that future expansion of MOA will occur in several, smaller phases. Phasing will allow major tenant anchors to develop independently, with future retail phases providing infill that will physically link and integrate the phases. A connection to IKEA is planned with a future development phase, to fully integrate – physically and visually - the entire MOA development.

This revised PDP lays out a phasing plan that clarifies the two major development phases using Lindau Lane as the dividing line. Thus, all development south of Lindau Lane is considered Phase I and all development north of Lindau Lane is Phase II. Within these two major development phases, several sub-phases exist. The original MOA building and four anchors (Phase IA approved in 1989), IKEA (Phase IIA approved in 2003), and Radisson Blu Hotel (Phase IB approved in 2010) all have Final Development Plan approval and are constructed and open for business. Appendix B (attached) illustrates the phases and sub-phases.

ANALYSIS

Proposed Plan Changes

This PDP revision proposes all development north of Lindau Lane (Phase II) to remain substantially as approved in 2006. The only changes proposed are specific to the next phase of development - Phase IC – located between the north face of the existing mall and Lindau Lane. Staff anticipates a Final Development Plan (FDP) application for Phase IC to be submitted shortly after approval of this revised PDP.

Proposed development on the Phase IC site differs slightly in its size and configuration from the approved 2006 PDP. Changes include: some reductions in floor area for retail, office, hotel units, and the relocation of uses on the site. The retail portion will be reduced by about 41,500 square feet and will be on three, rather than four floors. The office will be relocated from the east side to the west side of the Phase IC site and the floor area reduced by about 69,000 square feet. The hotel will be relocated from the west to the east side of the Phase IC site and the number of hotel rooms reduced by about 53 rooms.

As noted previously, the proposed mix of uses on Phase I and II is not changing. While Phase IC is smaller than proposed in 2006, there have been changes to the remainder of Phase I that have added floor area. Therefore, the gross building area for the entire planned development (both Phase I and Phase II), is proposed to remain at 9.8 million square feet. This is consistent with previously approved Preliminary Development Plans and approved environmental studies conducted for this development.

It is noted that the 2006 PDP application submission included detailed studies on traffic, parking, utilities, and stormwater management. Because no significant changes are proposed at this time on the Phase II site, no updates to these studies are required now. Updates will be required, as deemed necessary, with future Preliminary/Final Development Plan applications.

Architecture and Urban Design

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, all development must be consistent with the *Urban Design Guidelines* approved for the MOA site in 2003. These design 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 only general information regarding architecture and urban design. More detailed information, including drawings and specifications, will be provided with the FDP applications for Phase 1C and other future development phases. 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.

Setbacks

As individual lots were created for each of the major anchor tenants on the MOA Site (Radisson Blu, Bloomingdales, Macy's, Nordstrom, and Sears), all of these interior lots were developed with zero lot line setbacks. As a planned development, setbacks for development on interior anchor lots are considered from the lot lines encompassing the entire MOA site. Zero lot line setbacks are proposed for Phase IC, which is located on an interior anchor lot.

Building Floor Area

A minimum building floor area of 200,000 square feet is required in the CX-2 district. Phase I and Phase II include a combined gross building area of 9.8 million square feet, of which approximately 4.9 million has been developed with construction of the existing MOA, IKEA, and Radisson Blu.

Floor Area Ratio

A maximum floor area ratio (FAR) of 2.0 is required in the CX-2 zoning district. The FAR may be increased to 3.0 provided that 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 11% of MOA visitors were arriving by public transit and the average vehicle occupancy was 1.75 persons per vehicle. This exceeds the code requirements allowing for a FAR of 3.0. However, 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. The MOA is proposing an overall FAR of 1.97.

Height

Given that portions of the site are in the Airport Runway Overlay Zone and also located in the MSP airspace zones and are therefore subject to the height regulations in the 2004 MSP Zoning Ordinance. The MSP zoning ordinance establishes maximum building heights for specific areas on the site. Allowed height ranges from 870-991 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.

The proposed future building heights for Phase I and Phase II are all below the airspace elevations. Building layout and massing takes into consideration height limits in the airspace zones for the MSP north-south runway. Temporary tower cranes used for construction may be as high as 200 feet, which could 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 cranes during construction.

Signage and Wall Graphics

Approval of the revised PDP does not include sign approvals, which are subject to separate review and permit approval. City staff is currently working with the MOA to develop more flexible sign regulations that would apply specifically to the MOA sites (the CX-2 zoning district). If approved, all signs would be reviewed for consistency with an approved master sign plan that specifies standards for a wide variety of sign types, including some not allowed under the current sign code. It is anticipated that amendments to the City's Sign Code for the CX-2 district may be completed by the end of 2013.

The illustrative plans submitted for Phase IC portray colorful wall graphics or murals on some facades as well as large window displays. Large graphics and murals can provide visual interest, particularly to portions of the façade without windows or surface relief. These images are generally consistent with concepts under discussion for a potential MOA master sign plan. Detailed information on signs and wall graphics will need to be provided with future sign permit applications.

Parking:

In review of the 2006 PDP, 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 approved 2006 PDP required 20,872 spaces be provided on-site to accommodate full development of both Phase I and II of MOA. This total excludes the 1,407 spaces provided on the IKEA site. The existing parking supply at MOA is 12,294 spaces. Therefore, 8,578 additional spaces must be provided to accommodate full build of the future phases of development.

The revised PDP proposes 8,694 additional parking spaces, most to be located within two future parking structures on the Phase II site. The Phase IC project is projected to eliminate 116 parking stalls, but will include 545 new stalls. The proposed on-site parking for Phase I and II remains at 20,872, consistent with the 2006 requirement.

Given the potential negative impacts that overflow parking could have on the street system and on surrounding uses, the 2006 PDP also required access to 3,119 overflow parking spaces. The 2006 approval included a condition that required an overflow parking plan to address occasional overflow conditions be submitted with a Final Development Plan. Since overflow parking is still anticipated when the MOA is fully developed, a similar condition will be placed on this revised PDP, however contingencies for overflow parking are not required until the development can no longer support the required parking onsite.

Vehicular Access and Circulation:

Vehicle access to the Phase I site will remain unchanged with accesses from Killebrew Drive at 20th and 22nd Avenues, Lindau Lane at Ikea Way and 22nd Avenue, 24th Avenue at 82nd Street, and a secured access on 24th Avenue south of 82nd Street. Likewise, access to the Phase II site will remain the same with accesses from Lindau Lane at Ikea Way and 22nd Avenue and American Boulevard East at Thunderbird Road.

Once on the site, proposed Phase IC will change the site circulation in regards to the Phase I ring road. The ring road is a private road open to public travel that encircles the existing Mall of America, Phase I. With Phase IC, the north ring road will no longer provide a direct through route for vehicles, but rather will be the entrance and exit to the Phase IC parking structure. All other internal site circulation on the Phase I site remains the same and all internal site circulation on the Phase II site remains the same as the 2006 approved PDP.

Pedestrian Access and Circulation:

Pedestrian access to the Phase I site will be enhanced across Killebrew Drive, with the 2013-2014 construction of a pedestrian bridge. On public streets, all areas where pedestrian routes are encouraged have existing public sidewalks. Areas near the Trunk Highway 77 accesses to Lindau Lane and Killebrew Drive do not have sidewalks. The Lindau Lane grade separation project will be relocating pedestrian crossings of Lindau from the Ikea and 22nd intersections to a grade separated plaza. Future Phase IC pedestrian access will need some additional consideration for pedestrians coming from the east on Lindau Lane. Phase IC has a pedestrian walkway to bring pedestrians from the northern parking lot and Lindau Plaza to the south side of Phase IC. Pedestrian access and circulation will be reviewed in detail with each Final Development Plan submittal.

Infrastructure

The Lindau Lane grade separation project, a requirement for the Mall of America's future plans, is currently under construction. In addition to this project, other upcoming South Loop Infrastructure projects include Lindau Lane extension, 30th Avenue construction, and a Diverging Diamond Interchange at 494 and 34th Avenue. It is anticipated that with MOA expansion, additional infrastructure projects will be needed, as listed in Appendix A. Timing of these improvements will be analyzed with each Final Development Plan submittal.

Traffic, Transit and Transportation Demand Management (TDM):

In 2006, the *Mall of America, Phase II – Traffic Study* was completed for the Preliminary Development Plan (PDP) for MOA Phase II. Based upon the analysis, several roadway improvements were recommended. There are, however, considerable changes to the roadway network planned in the South Loop District in the next few years, including the Lindau Lane grade separation, extension of Lindau Lane from 24th Avenue to 30th Avenue, construction of 30th Avenue from East Old Shakopee Road to American Boulevard East and a Diverging Diamond Interchange at 494 and 34th Avenue. It is anticipated that these transportation infrastructure improvements will be completed in 2014 and will alter traffic patterns in the District. Before MOA receives approval for its next phase of development after 2014, an updated full analysis similar to the detailed *2006 Mall of America, Phase II – Traffic Study* will need to be completed for the entire MOA development site (both Phase I and Phase II), specifically taking into account the new and changed roadway network and area development in the South Loop District. The study will be completed using the City Code requirements for Special Studies. After this baseline traffic study is completed, subsequent Final Development Plan phases will require updates to the study.

Existing traffic volumes related to the MOA on the current roadway system are unbalanced, with some roadways and intersections carrying substantial volumes while others remain underutilized. In 2007, the *Mall of America Wayfinding Concept of Operations* was completed to identify traffic management (wayfinding) enhancements for the transportation system to address this issue. The Freeway Component was completed in 2011. The Local Road Component is currently under design and is expected to be completed by end of 2014. The third and last component is the MOA On-Site Component which includes both Phase I and Phase II of the MOA. The On-Site Component for Phase I will be required to be installed and completed by MOAC prior to issuance of the Certificate of Occupancy for Phase IC. Subsequent Final Development Plan phases will require updates and expansion of the On-Site Component wayfinding system, including the development of operations plans to handle the increased traffic.

A condition of approval is completion of a Transportation Demand Management (TDM) plan for the site. An overall TDM plan will need to be completed for the MOA development (both Phase I and Phase II) and each subsequent phase will be required to submit a detailed TDM plan that is customized for each phase of development. The Mall of America Phase I site has excellent transit service, as it serves as a transit station for both buses and the Hiawatha Light Rail line. With development of the Phase II site, transit enhancements will need to be incorporated given the distance to the existing Mall of America Transit Station. The transportation infrastructure projects that are being constructed in South Loop through 2014 include more multi-modal routes around and through the South Loop District.

Stormwater Management:

Stormwater management for the site must meet the requirements of the City's Comprehensive Surface Water Management Plan. MOA has submitted a conceptual Stormwater Management Plan for all phases that includes piping stormwater to Pond C, which is a regional pond located offsite, north of Trunk Highway 77 and Long Meadow Lake. In 2008, Pond C was expanded in anticipation of MOA Phase II plans. As stormwater rules and regulations change, each Final Development Plan submittal will require an updated Stormwater Management Plan and maintenance agreement.

Utilities:

The availability and capacity of sanitary sewer and water service is currently adequate for the proposed development. Additional future development in South Loop may result in the need for improvements to the sanitary sewer or water system. The applicant will be required to fund their portion of the costs of necessary improvements.

Fire Prevention:

Maintaining access, water supply, and addressing for the existing Mall and future phased development plans will be critical factors. The existing ring route around the Mall of America has had a significant & positive impact on the ability for emergency vehicles to access the areas around and in the Mall. This continued access will be a critical factor as the Mall continues to expand. The access and circulation design must meet or exceed the minimum standards for fire prevention and be maintained in accordance to the approved plan including a surface to provide all weather driving capabilities. Apparatus access roads shall be asphalt or concrete and support a minimum of 80,000 pounds.

Standpipes shall be located in the parking ramp stairwells with doors provided from all ramp stairwells to each level of the parking ramp. There shall be sufficient stairwells to meet the distance requirements between standpipes.

Hydrants will 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 the Mall and subsequent development. A concern for the restaurants in the retail space and hotel, especially those producing grease laden vapors, is to assure the hood suppression system is tested to the UL300 Standard, be listed and labeled for the intended application and have the capability to flow water through the same nozzles upon discharge of the wet chemical.

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

FINDINGS

Section 21.501.02(d)(1-6) Preliminary Development Plans

...The following findings must be made prior to the approval of new preliminary development plans or revisions to previously approved preliminary development plans:

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

* The comprehensive plan recommends High Intensity Mixed Use for the site. Retail shopping mall, hotels, office and residential uses are all consistent with the land use designation.

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

* 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;

* No deviations have been identified.

(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;

* The proposed Mall of America Expansion, in conjunction with the overall Planned Development, is a complete unit without dependence upon other subsequent units. There are several public roads, parking areas, and new accesses created to ensure that the Planned Development is able to fully accommodate all of the uses within the site.

(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; and

* Water, sewer, and traffic studies have been, and will be conducted with each development phase to ensure that the proposed development will 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.

* The proposed development is not expected to create excessive noise, light, odor, or other factor that would be injurious to the surrounding neighborhood.

RECOMMENDATION

Staff recommends approval of the Revised Preliminary Development Plan for Phase I and Phase II Mall of America at 7900, 8000 and 8100 24th Avenue, 2000 and 2100 Killebrew Drive, and 2001, 2101, and 2251 Lindau Lane subject to the following conditions:

- 1) A Site Development Agreement be executed by the applicant and the City that includes all conditions of approval;
- 2) With each Final Development Plan approval, the applicant shall execute a Public Improvement Agreement with the City that identifies cost participation and timing of those improvements to public infrastructure identified in Appendix A;
- 3) The applicant shall 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 be part of Phase I or Phase II structures located in public right-of-way. This Agreement shall 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; and
 - h. Security camera equipment and appurtenances.
- 4) A Final Development Plan showing construction on IKEA property must include a signature from the IKEA property owner on the Development Application;
- 5) An updated full Traffic Analysis similar to the detailed 2006 Mall of America, Phase II traffic study, shall be completed with the first final development application received by the City after 2014 to account for changes to the existing roadway network and area development. The updated traffic analysis shall 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 shall 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 and the I-494/Portland intersection;
- 6) A Construction Management Plan shall be submitted for review and approval by the City with each Final Development Plan application. Plan elements shall 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;

- 7) Given the unique parking characteristics of a development the size of the Mall of America, the City has determined parking requirements using a parking calibrated model based on the Urban Land Institute's *Shared Parking Study, Second Edition*. The following parking related requirements apply:
 - a. Final Development Plans for each 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 according to the parking model.
 - b. Full build out of the Preliminary Development Plan, excluding IKEA, would require a minimum of 20,872 parking spaces on land controlled by the applicant.
 - c. Additionally, given that overflow parking could have significant negative impacts on surrounding property, full build out of the Preliminary Development Plan, excluding IKEA, would require the applicant to demonstrate peak period access to at least 3,119 additional off-site parking spaces via agreement or easement. Off-site overflow parking spaces must be accessible via LRT, shuttle bus or walking.
 - d. The parking figures above include 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 reduce the effective supply factor accordingly.
 - e. The applicant and any successors shall prohibit the performing arts facility from operating whenever the available on-site parking will be less than 1,000 spaces. This condition shall be incorporated into any operations, maintenance, and/or lease agreements.
- 8) The applicant shall submit a Tier I Transportation Demand Management Plan in conjunction with the first Final Development Plan submitted under this Preliminary Development Plan. The Tier I Transportation Demand Management Plan shall be updated with each subsequent Final Development Plan.
- 9) All intersections included in the on-site circulation system must operate at a Level of Service (LOS) D or better;
- 10) The bus and shuttle drop-off areas must provide sufficient height clearance, lighting, turning paths, and functional intersections;
- 11) Buildings constructed over roadways shall include lighting, sprinkler, and ventilation systems to ensure the tunnels meet all applicable regulations regarding air quality and safety;
- 12) An on-site stormwater management plan shall be submitted with the each Final Development Plan application that includes:
 - a. Rate control and water quality management practices compliant with the City's comprehensive Surface Water Management Plan; and
 - b. A stormwater management maintenance plan signed by the property owner and filed of record with Hennepin County. An analysis of sanitary sewer flows and calculations from all parking levels if it is determined that the ramps (or portions of ramps) are classified as "closed" ramps and drain to the sanitary sewer system;
- 13) Sanitary sewer and water utility service plans shall be submitted with each Final Development Plan application and must accommodate future development expansion north of American Boulevard;
- 14) Sanitary sewer installed on the Phase II site shall be of sufficient depth and capacity to serve all adjoining properties. Standard maintenance agreements and easements for the sanitary sewer shall be established and recorded prior to issuance of permits;
- 15) A Final Development Plan showing a cogeneration facility must include a cogeneration facility study containing information on capacity, system components, dimensional data, environmental factors, operations, and permits and approvals from regional, State, and Federal agencies or departments, as applicable;
- 16) An on-site ITS/Wayfinding system will be installed on the Phase I site with the construction of the next phase of development. Each subsequent phase of development shall expand upon and integrate with the

- Phase I ITS/Wayfinding system. The On-Site wayfinding system shall include the development of operational plans and be compatible with the Regional and Local wayfinding systems.
- 17) Pedestrian bridges connecting to buildings and/or parking ramp(s) shall be covered and enclosed. Exterior materials shall be visually integrated with the exterior materials used on abutting structures;
 - 18) Applicant shall provide exterior pedestrian entrances along Lindau Lane so that pedestrians and bicyclists can easily enter into MOA's easterly side from Lindau Lane.
 - 19) The development shall be consistent with the ten principles outlined in the *Urban Design Guideline Plan* approved in Case 10730B-13;
 - 20) No structures or buildings shall be located in existing public drainage, utility, or sidewalk easements;
 - 21) Final Development Plans showing parking structures must coordinate mall and parking structure design to:
 - a. Maximize efficiency of access and circulation to and from adjacent roads;
 - b. Better enable patron access by increasing the number of pedestrian entrances from parking ramps to the Mall;
 - c. Maximize efficiency of vehicle circulation within parking structure;
 - d. Maximize efficiency of arriving vehicles in finding available parking stalls; and
 - e. Separate truck/delivery traffic from visitor traffic within new parking structures.
 - 22) 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;

and subject to the following City Code requirements:

- 1) Property be platted in accordance with the requirements of Chapter 22 of the City Code;
- 2) Landscape plan be approved by the Planning Manager and landscape bond be filed (Sec 19.52);
- 3) Erosion control measures be in place and bond be filed;
- 4) All rooftop equipment be fully screened (Sec. 19.52.01);
- 5) All trash and recyclable materials be stored and screened inside the principal building(s). (Sec. 19.51);
- 6) Fire lanes be posted as approved by the Fire Marshal (MN State Fire Code Sec. 503.3);
- 7) Utility plan showing location of existing and proposed water main and fire hydrant locations be approved by the Fire Marshal and Utilities Engineer (City Code Sec. 6.20, Minnesota State Fire Code Sec. 508);
- 8) Food service plans be approved by the Environmental Services Division (City Code Sec. 14.360);
- 9) Parking ramp, lot and site security lighting shall satisfy the requirements of Section 19.54 of the City Code;
- 10) Exterior materials and finish of all buildings must be approved by the Planning Manager and shall be in conformance with the applicable requirements of Section 19.63.08 of the City Code.
- 11) Signage be in conformance with the requirements of Chapter 19, Article X of the City Code;
- 12) A uniform sign design be submitted for approval by the Planning Manager; and
- 13) All signage be in accordance with the approved Uniform Sign Design (Sec. 19.109).

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PURPOSE

- 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.

GUIDING PRINCIPLES

- SKYWAY / ATRIUM UNIFYING ELEMENT
- “BASE” DESIGN CONCEPT
- INTEGRATED PARKING DECKS
- VERTICAL / HORIZONTAL BALANCE
- TRADITIONAL / CONTEMPORARY BLEND
- ENTRY POINT PROMINENCE
- VIBRANCY OF COLORS AND MATERIALS
- CIRCULATION INTEGRATION
- ENVIRONMENTAL INTEGRATION

Approved
06/21/2014
COB-DOMAIN\dfields

Case 10730B-14

PURPOSE: To establish guidelines for the future expansion of the 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.

The MOA Phase II concept is predicated upon developing a framework for future development in response to contemporary marketing strategies, in an integrated, mixed-use, upscale lifestyle center.

Skyway/Atrium Unifying Element: 1. Pedestrian circulation enclosures, e.g. skyways and atrium, to be treated as a primary unifying element incorporating a consistency of cool, neutral colors/materials complementing the existing MOA entries and IKEA accents.

Skyway Experience: 2. The skyway connections to be designed to incorporate elements to provide a comfortable and convenient experience to users.

“Base” Design Concept: 3. Exterior building components to reflect a “base” design treatment complementing the existing MOA.

Integrated Parking Decks: 4. Exposed parking deck surfaces to integrate a “base” concept incorporating design elements complementary to the existing MOA “base” and the existing MOA parking deck materials, texture and/or color.

Vertical/Horizontal Balance: 5. Exterior building components to reflect a balance of vertical and horizontal organizational/massing elements complementing the existing MOA.

Traditional/Contemporary Blend: 6. Exterior building components to blend warm tones and traditional materials/detailing with contemporary colors/materials/detailing complementing the existing MOA.

Entry Point Prominence: 7. Design of major entry points, e.g. 20th, 22nd, Thunderbird, skyway connections, should complement the contemporary look of the materials/color/texture and prominence of the existing MOA entries.

Vibrancy of Materials/Colors: 8. Individual tenants and major development components are encouraged to incorporate a vibrant and complementary mix of color/forms/materials to reflect the vibrancy of the existing MOA interior spaces and tenants.

Circulation Integration: 9. All development to be integrated within a framework of vehicular, service and pedestrian circulation complementing the existing MOA.

Environmental Integration: 10. Overall site development to be integrated within a framework of lighting, landscaping, way-finding, monument signage, drainage and utility services complementing the existing MOA.

URBAN DESIGN GUIDELINE PLAN



2006 URBAN DESIGN GUIDELINE PLAN



SITE DATA	SF	ACRES	FOOTPRINT	
IKEA SITE	655,400	15.000	PHASE IA MALL	1,389,087
MOA II SITE	1,200,114	27.551	PHASE IB RADISSON BLU	85,157
OUTLOT "A"	113,842	2.613	PHASE IC	132,724
VACATED 79TH ST.	40,777	0.936	PHASE IIA IKEA	209,592
EXISTING MALL SITE	2,965,862	68.087	PHASE II B AND BEYOND**	874,188
TOTAL SITE AREA	4,973,995	114.187	(EXCLUDES PARKING DECKS)	
TOTAL BUILDING FOOTPRINT*	2,690,748		TOTAL FOOTPRINT	2,690,748
SITE COVERAGE	54.10%			
TOTAL GROSS BUILDING AREA	9,800,000			
FLOOR AREA RATIO	1.97			

Approved
06/21/2014
COB-DOMAIN\dfields

BUILDING AREA SUMMARY	GROSS	
PHASE I:		
PHASE IA MALL:	4,191,736	
GLA MALL***:	1,667,576	INCLUDES BLOOMINGDALES MALL RENOVATION
GLA MMVIE THEATER	62,389	2,191 SEATS
GLA FOOD****	150,772	
BOH / COMMONS EXISTING MALL****	1,618,315	
ANCHORS GLA	692,684	SEARS, NORDSTROM, MACYS
NET GLA RETAIL CHANGE IN EXISTING	3,491	TO BE REVISED AS LEASE PLANS CHANGE
NET GLA FOOD COURT CHANGE IN EXISTING	(8,466)	TO BE REVISED AS LEASE PLANS CHANGE
PHASE IB RADISSON BLU:	372,466	500 KEYS
RADISSON BLU	343,948	
RADISSON BLU MEETING SPACE	22,968	
RADISSON BLU RESTAURANT	5,550	
PHASE IC EXPANSION:	784,432	
GLA MALL SHOPS	129,139	
GLA FOOD TENANTS	33,000	
FOOD COMMON	49,000	
MALL COMMON / BOH	71,293	
OFFICE	181,000	
HOTEL	292,000	347 KEYS
HOTEL MEETING SPACE	19,000	
HOTEL RESTAURANT	10,000	
TOTAL PHASE I	5,348,634	
PHASE II:		
IKEA	330,329	
RECREATION ANCHOR	300,000	
MALL SHOPS	1,021,114	
FOOD COURT / RESTAURANTS	100,000	
MALL COMMON	787,944	
OFFICE	365,000	
ENTERTAINMENT:		
PERFORMING ARTS	150,000	
DINNER THEATER	62,427	
CINEMA	69,467	
MUSEUM	34,151	
HOCKEY PRACTICE	54,000	
WATER PARK	75,000	
HOTELS	825,000	803 KEYS
LOWER LEVEL SERVICE	236,934	
COGENERATION	40,000	
TOTAL PHASE II	4,451,366	
GRAND TOTAL	9,800,000	

Case 10730

*BUILDING FOOTPRINT INCLUDES AREA OVER LINDAU LANE ROW / EXCLUDES PARKING STRUCTURES

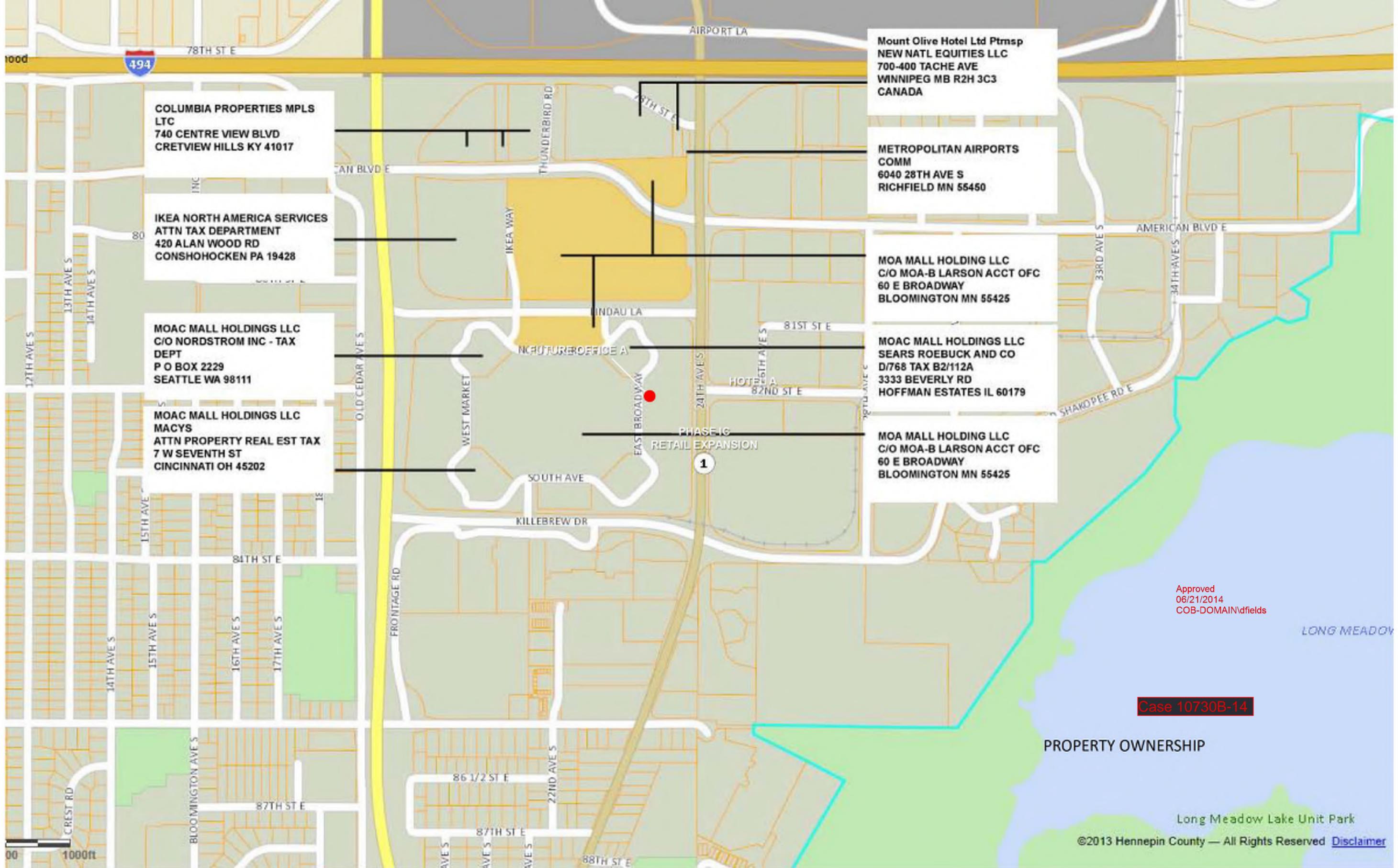
**EXCLUDES PARKING DECKS

***REFLECTS RETAIL GLA INCREASE (DECREASE) IN EXISTING BUILDING ON 1ST-3RD FLOORS DUE TO PHASE IC EXPANSION

**** REFLECTS COMMON AREA INCREASE (DECREASE) IN EXISTING BUILDING ON 1ST-3RD FLOORS DUE TO PHASE IC EXPANSION

*****REFLECTS FOOD COURT GLA INCREASE (DECREASE) IN EXISTING BUILDING ON THIRD FLOOR DUE TO PHASE IC EXPANSION

EXISTING PARKING	12,294
PLUS PHASE IC UNDERGROUND PARKING	545
MINUS PARKING LOST ON PHASE IC SITE	-116
PROPOSED PHASE II EAST RAMP	6,889
PROPOSED PHASE II NORTHWEST RAMP	1,260
NEW PARKING TOTAL	20,872



**COLUMBIA PROPERTIES MPLS
LTC**
740 CENTRE VIEW BLVD
CRETVIEW HILLS KY 41017

**IKEA NORTH AMERICA SERVICES
ATTN TAX DEPARTMENT**
420 ALAN WOOD RD
CONSHOHOCKEN PA 19428

**MOAC MALL HOLDINGS LLC
C/O NORDSTROM INC - TAX
DEPT**
P O BOX 2229
SEATTLE WA 98111

**MOAC MALL HOLDINGS LLC
MACYS**
ATTN PROPERTY REAL EST TAX
7 W SEVENTH ST
CINCINNATI OH 45202

**Mount Olive Hotel Ltd Ptmsp
NEW NATL EQUITIES LLC**
700-400 TACHE AVE
WINNIPEG MB R2H 3C3
CANADA

**METROPOLITAN AIRPORTS
COMM**
6040 28TH AVE S
RICHFIELD MN 55450

**MOA MALL HOLDING LLC
C/O MOA-B LARSON ACCT OFC**
60 E BROADWAY
BLOOMINGTON MN 55425

**MOAC MALL HOLDINGS LLC
SEARS ROEBUCK AND CO
D/768 TAX B2/112A**
3333 BEVERLY RD
HOFFMAN ESTATES IL 60179

**MOA MALL HOLDING LLC
C/O MOA-B LARSON ACCT OFC**
60 E BROADWAY
BLOOMINGTON MN 55425

Approved
06/21/2014
COB-DOMAIN\dfields

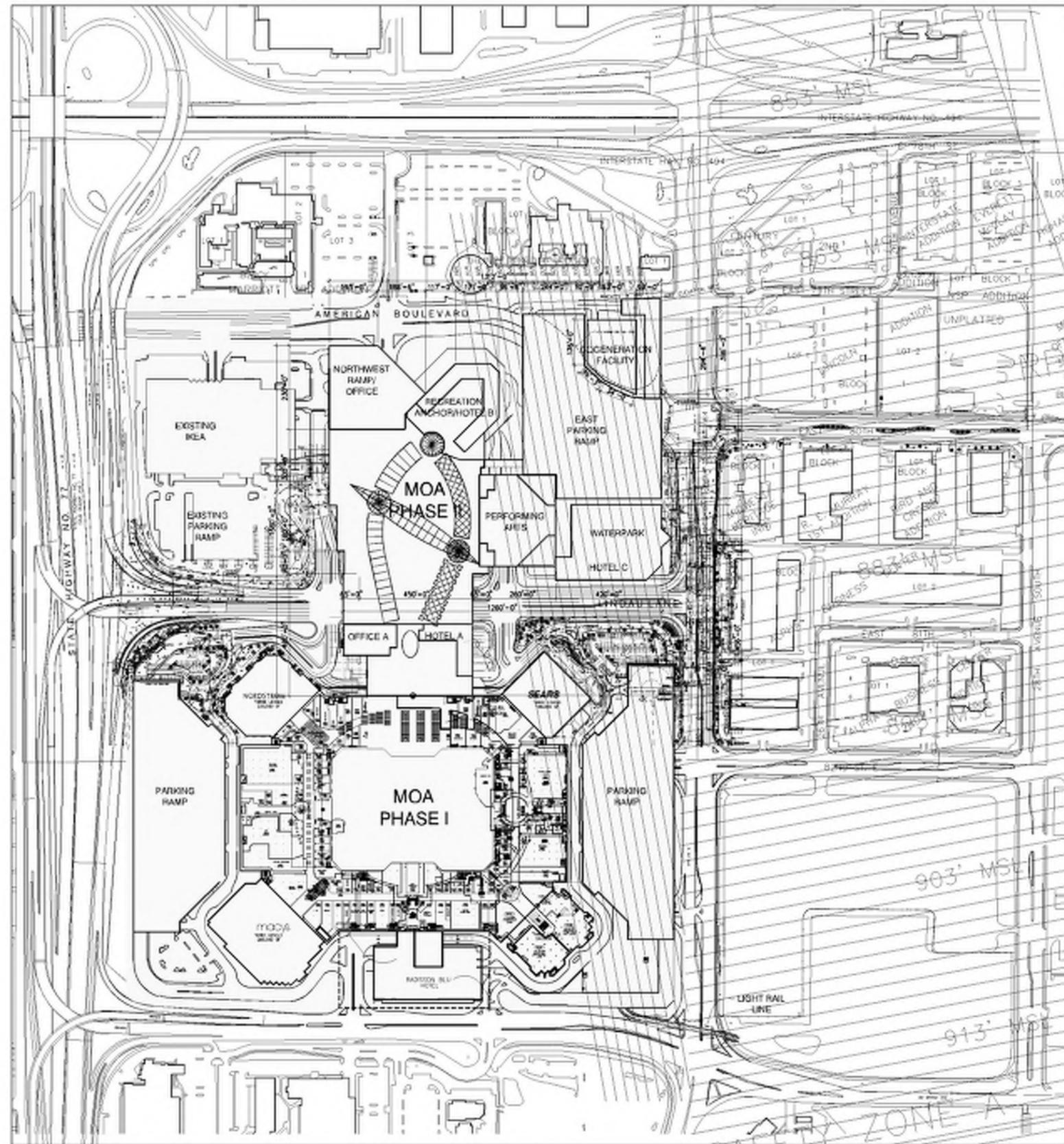
Case 10730B-14

PROPERTY OWNERSHIP

Long Meadow Lake Unit Park

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SITE DATA FOOTPRINT

IKEA SITE	653,400 S.F.	15 ACRES	IKEA	209,592 S.F.
M.O.A. II SITE	1,200,114 S.F.	27.55 ACRES	RECREATION ANCHOR	80,000 S.F.
OUTLOT 'A'	113,842 S.F.	2.613 ACRES	MALL FOOTPRINT	721,622 S.F.
VACATED 79TH ST.	40,777 S.F.	0.936 ACRES	PERFORMING ARTS	105,467 S.F.
TOTAL SITE AREA	2,008,113 S.F.	46.1 ACRES	OFFICE NORTH	81,904 S.F.
TOTAL BUILDING FOOTPRINT *	1,384,935 S.F.		OFFICE EAST	17,425 S.F.
SITE COVERAGE	68.9 %		HOTEL 'A'	17,425 S.F.
TOTAL GROSS BUILDING AREA **	5,205,000 S.F.		HOTEL 'C'	35,500 S.F.
FLOOR AREA RATIO	2.59		WATERPARK	75,000 S.F.
			COGENERATION	40,000 S.F.
			TOTAL FOOTPRINT	1,384,935 S.F.

BUILDING AREA SUMMARY

RETAIL ***	GROSS	G.L.A.
IKEA	330,329 S.F.	330,329 S.F.
RECREATION ANCHOR	300,000 S.F.	300,000 S.F.
MALL SHOPS	1,021,114 S.F.	1,021,114 S.F.
TOTAL	1,651,433 S.F.	1,651,433 S.F.
OFFICE:		
OFFICE NORTH	365,000 S.F.	365,000 S.F.
OFFICE EAST	181,000 S.F.	181,000 S.F.
OFFICE TOTAL	546,000 S.F.	546,000 S.F.
ENTERTAINMENT		
PERFORMING ARTS	150,000 S.F.	150,000 S.F.
DINNER THEATER	62,427 S.F.	62,427 S.F.
CINEMA	69,467 S.F.	69,467 S.F.
MUSEUM	34,151 S.F.	34,151 S.F.
HOCKEY PRACTICE	54,000 S.F.	54,000 S.F.
WATERPARK	75,000 S.F.	75,000 S.F.
TOTAL	445,045 S.F.	445,045 S.F.
HOTELS		
HOTEL 'A'	321,000 S.F.	(347 ROOMS)
HOTEL 'B'	350,000 S.F.	(350 ROOMS)
HOTEL 'C'	475,000 S.F.	(500 ROOMS)
ROOF LEVEL	70,000 S.F.	-
TOTAL	1,216,000 S.F.	(1,197 ROOMS)
SUB TOTAL PRINCIPLE USES	3,948,020 S.F.	-
FOOD COURT / RESTAURANTS	100,000 S.F.	100,000 S.F.
MALL COMMON	787,944 S.F.	-
LOWER LEVEL SERVICE	329,035 S.F.	-
COGENERATION	40,000 S.F.	-
TOTAL GROSS AREA **	5,115,468 S.F.	2,642,488 S.F.
FUTURE RESIDENTIAL DEVELOPMENT (SOUTH LOT PHASE 1)	395,000 S.F.	(300 UNITS)
TOTAL	5,487,969 S.F.	

PARKING SUMMARY

MOA PHASE 1 PARKING	12,287
PHASE 1 PARKING TO BE REMOVED	175
PHASE 1 PARKING TO REMAIN	12,112
EXISTING IKEA PARKING	1,407
PROPOSED EAST RAMP	5,242
PROPOSED NORTHWEST RAMP	1,260
PROPOSED UNDERGROUND PARKING	545
TOTAL EXISTING AND PROPOSED	21,016

* BUILDING FOOTPRINT INCLUDES AREA OVER STREET R.O.W.
 ** TOTAL GROSS BUILDING AREA EXCLUDES PARKING DECKS AND UNDERGROUND PARKING
 *** RETAIL SALES INCLUDES IKEA, RECREATION ANCHOR, MALL RETAIL, G.L.A. PLUS KIOSKS

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 06/21/2014
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AREA MAP
 NOTE: AREA MAP FOR REFERENCE ONLY. SEE CIVIL PLANS FOR ROADWAYS AND SIDEWALKS.

DLR Group
 520 Nicollet Mall
 Minneapolis, MN 55402
 (612) 973-0900
 www.dlrgroup.com

I hereby verify that this plan, specification, or report was prepared by me or under my direct supervision, and that I am a duly Licensed Architect under the laws of the State of Minnesota.
 Project Name: _____
 Location: _____
 Date: _____

No.	Date	Revisor/Description	No.	Date	Revisor/Description
1	4/10/06	POP 100% FINAL			
2	5/10/06	REVISED POP SUBMITTAL			
3	5/24/06	REVISED POP SUBMITTAL			

MALL OF AMERICA EXPANSION
 CITY OF BLOOMINGTON, MINNESOTA



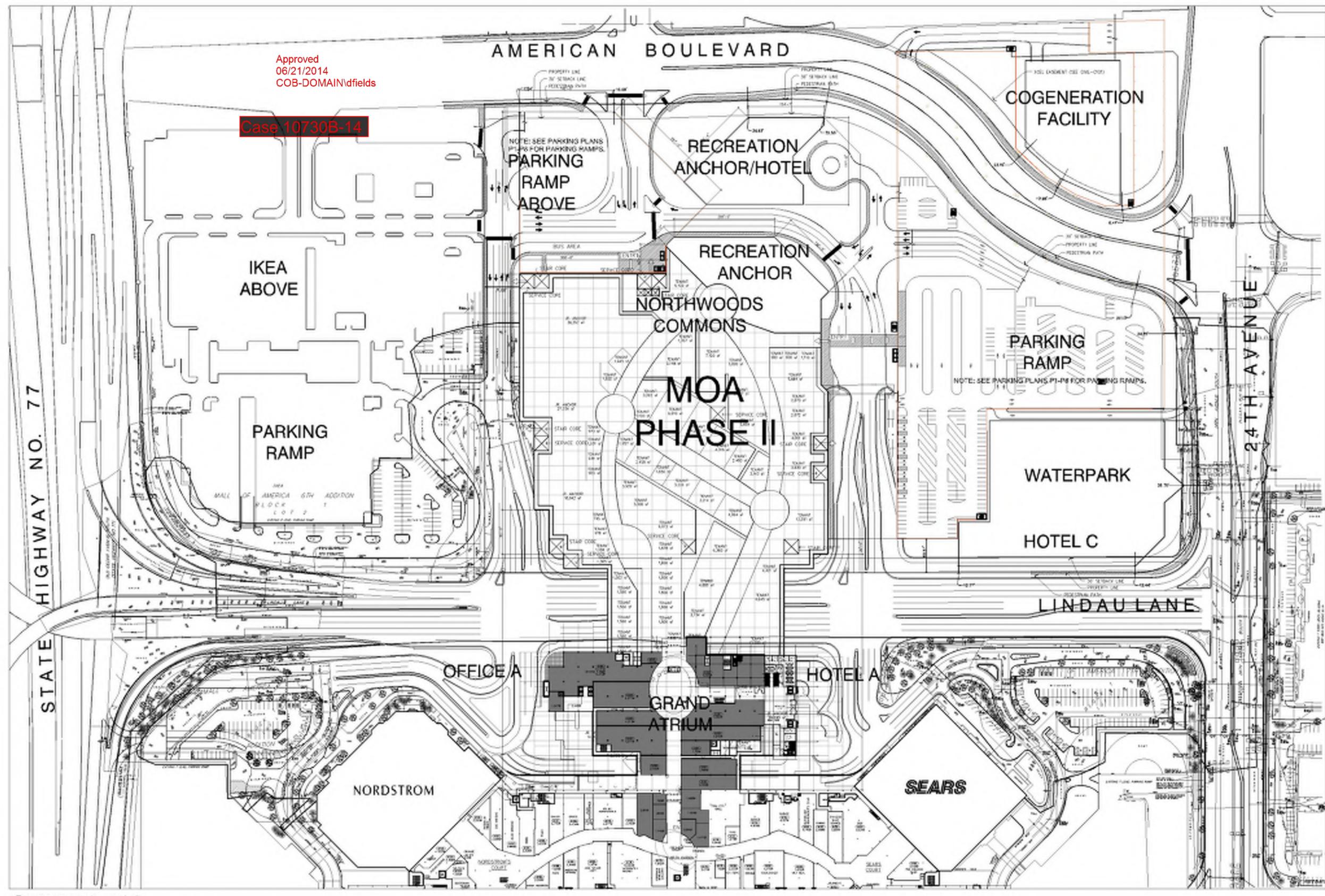
AREA MAP

Approved Plan
 Key Plan



Approved
06/21/2014
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Case 10730B-14



FIRST FLOOR PLAN (D = 80'-0")

NOTE: ARCHITECTURAL SITE PLAN FOR REFERENCE ONLY. SEE CIVIL PLAN C101 FOR SIDEWALKS AND BUILDING SETBACKS.

DLR Group
520 Nicollet Mall
Minneapolis, MN 55402
(612) 870-0800
www.dlrgroup.com

I hereby verify that this plan, specification, or report was prepared by me or under my direct supervision, and that I am a duly Licensed Architect under the laws of the State of Minnesota.
Project Name: _____
Title: _____
Date: _____

No.	Date	Revisor/Description	No.	Date	Revisor/Description
1	4/10/06	RSP 10000000			
2	5/10/06	REVISED RSP SUBMITTAL			
3	5/14/06	REVISED RSP SUBMITTAL			

MALL OF AMERICA EXPANSION
CITY OF BLOOMINGTON, MINNESOTA



Approved Plan
Key Plan
A201

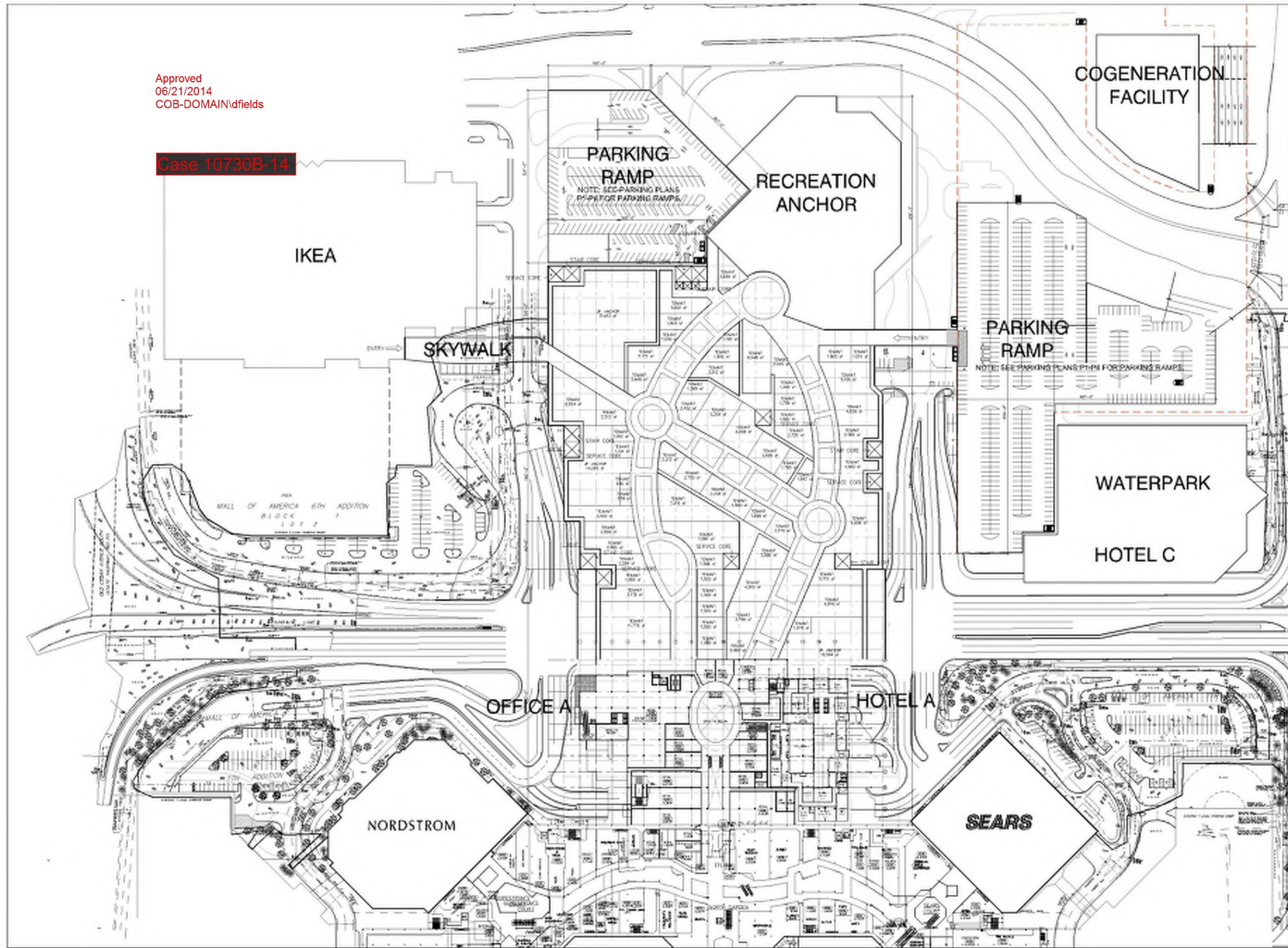
FIRST FLOOR PLAN

Project: Mall of America Expansion
City: Bloomington, MN
Date: 06/21/2014
Scale: As Shown

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Approved
06/21/2014
COB-DOMAIN\dfields

Case 10730B-14



SECOND FLOOR PLAN (EL. = 847'-0")



DLR Group
520 Nicollet Mall
Minneapolis, MN 55402
612-973-0800
www.dlrgroup.com

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Project Name: _____
Title: _____
Date: _____

No.	Date	Revisor/Description
1	4/10/06	RSP 10000000
2	5/10/06	REVISED RSP SUBMITTAL
3	5/14/06	REVISED RSP SUBMITTAL

No.	Date	Revisor/Description

MALL OF AMERICA EXPANSION
CITY OF BLOOMINGTON, MINNESOTA



Approved Plan
Key Plan

SECOND FLOOR PLAN

Project: 040014-01
Drawing Number: A202
Date: 06/21/2014
Scale: 1/8" = 1'-0"

MALL OF AMERICA PHASE IC

Bloomington, MN

2.27.2013



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tripfive

2/27/13
2:27 PM

Mortenson
construction

DLR Group
Architecture Engineering Planning Interiors

2.27.13

PURPOSE

- 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.

GUIDING PRINCIPLES

- SKYWAY / ATRIUM UNIFYING ELEMENT
- “BASE” DESIGN CONCEPT
- INTEGRATED PARKING DECKS
- VERTICAL / HORIZONTAL BALANCE
- TRADITIONAL / CONTEMPORARY BLEND
- ENTRY POINT PROMINENCE
- VIBRANCY OF COLORS AND MATERIALS
- CIRCULATION INTEGRATION
- ENVIRONMENTAL INTEGRATION

PURPOSE: To establish guidelines for the future expansion of the 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.

The MOA Phase II concept is predicated upon developing a framework for future development in response to contemporary marketing strategies, in an integrated, mixed-use, upscale lifestyle center.

Skyway/Atrium Unifying Element: 1. Pedestrian circulation enclosures, e.g. skyways and atrium, to be treated as a primary unifying element incorporating a consistency of cool, neutral colors/materials complementing the existing MOA entries and IKEA accents.

Skyway Experience: 2. The skyway connections to be designed to incorporate elements to provide a comfortable and convenient experience to users.

“Base” Design Concept: 3. Exterior building components to reflect a “base” design treatment complementing the existing MOA.

Integrated Parking Decks: 4. Exposed parking deck surfaces to integrate a “base” concept incorporating design elements complementary to the existing MOA “base” and the existing MOA parking deck materials, texture and/or color.

Vertical/Horizontal Balance: 5. Exterior building components to reflect a balance of vertical and horizontal organizational/massing elements complementing the existing MOA.

Traditional/Contemporary Blend: 6. Exterior building components to blend warm tones and traditional materials/detailing with contemporary colors/materials/detailing complementing the existing MOA.

Entry Point Prominence: 7. Design of major entry points, e.g. 20th, 22nd, Thunderbird, skyway connections, should complement the contemporary look of the materials/color/texture and prominence of the existing MOA entries.

Vibrancy of Materials/Colors: 8. Individual tenants and major development components are encouraged to incorporate a vibrant and complementary mix of colors/forms/materials to reflect the vibrancy of the existing MOA interior spaces and tenants.

Circulation Integration: 9. All development to be integrated within a framework of vehicular, service and pedestrian circulation complementing the existing MOA.

Environmental Integration: 10. Overall site development to be integrated within a framework of lighting, landscaping, way-finding, monument signage, drainage and utility services complementing the existing MOA.

URBAN DESIGN GUIDELINE PLAN



“BASE” DESIGN CONCEPT - INTEGRATED PARKING DECKS PRINCIPLES 3&4

ENTRY POINT PROMINENCE PRINCIPLE 7

2006 URBAN DESIGN GUIDELINE PLAN



SITE DATA 2006

SITE DATA	SF	ACRES	FOOTPRINT	
IKEA SITE	653,400	15.000	IKEA	209,592
MOA II SITE	1,200,114	27.551	RECREATION ANCHOR	80,000
OUTLOT "A"	113,842	2.613	MALL FOOTPRINT	721,622
VACATED 29TH ST.	40,777	0.936	PERFORMING ARTS	105,467
TOTAL SITE AREA	2,008,133	46.100	OFFICE NORTH	81,904
			OFFICE EAST	17,425
TOTAL BUILDING FOOTPRINT*	1,384,935		HOTEL "A"	17,425
SITE COVERAGE	68.97%		HOTEL "C"	36,500
			WATERPARK	75,000
TOTAL GROSS BUILDING AREA**	5,205,000		COGENERATION	40,000
FLOOR AREA RATIO	2.59		TOTAL FOOTPRINT	1,384,935

BUILDING AREA SUMMARY			
RETAIL***	GROSS	GLA	% OF GROSS (ACTUAL/LIMIT)
IKEA	330,329	330,329	
RECREATION ANCHOR	300,000	300,000	
MALL SHOPS	1,021,114	1,021,114	
BUILD-OVER (4TH FLOOR)	41,532	41,532	
RETAIL TOTAL	1,692,975	1,692,975	32.53% (LESS THAN 50%)
OFFICE			
OFFICE NORTH	365,000	365,000	
OFFICE EAST	250,000	250,000	
OFFICE TOTAL	615,000	615,000	11.82% (NO LIMIT)
ENTERTAINMENT			
PERFORMING ARTS	150,000	150,000	
DINNER THEATER	62,427	62,427	
CINEMA	69,467	69,467	
MUSEUM	34,151	34,151	
HOCKEY PRACTICE	54,000	54,000	
WATER PARK	75,000	75,000	
ENTERTAINMENT TOTAL	445,045	445,045	8.55% (LESS THAN 30%)
HOTELS			
HOTEL "A"	300,000	400 KEYS	
HOTEL "B"	350,000	350 KEYS	
HOTEL "C"	475,000	500 KEYS	
ROOF LEVEL	70,000		
HOTELS TOTAL	1,195,000	1,250 KEYS	22.96% (LESS THAN 60%)
SUBTOTAL PRINCIPAL USES****	3,948,020		75.85% (GREATER THAN 50%)
FOOD COURT / RESTAURANTS	100,000	100,000	1.92% (LESS THAN 50%)
MALL COMMON	787,944		
LOWER LEVEL SERVICE	329,036		
COGENERATION	40,000		
TOTAL GROSS AREA	5,205,000	2,753,020	
FUTURE RESIDENTIAL DEVELOPMENT (SOUTH LOT PHASE I)			
	395,000	300 UNITS	
GRAND TOTAL	5,600,000		
* BUILDING FOOTPRINT INCLUDES AREA OVER STREET ROW			
** TOTAL GROSS BUILDING AREA EXCLUDES PARKING DECKS AND UNDERGROUND PARKING			
*** RETAIL SALES INCLUDES IKEA, RECREATION ANCHOR, MALL RETAIL, GLA, FOURTH FLOOR BUILD-OVER, PLUS KIOSKS			
**** A MINIMUM OF 50% OF FLOOR AREA MUST INCLUDE AT LEAST THREE PRINCIPAL USES...THIS INCLUDES RETAIL, OFFICE, HOTELS			
ENTERTAINMENT AND ACCESSORY USES ARE LIMITED TO 50% OF GROSS FLOOR AREA...THIS INCLUDES FOODCOURTS AND RESTAURANTS			

PARKING SUMMARY	
MOA PHASE I PARKING	12,287
PHASE I PARKING TO BE REMOVED	175
PHASE I PARKING TO REMAIN	12,112
EXISTING IKEA PARKING	1,407
PROPOSED EAST RAMP	5,242
PROPOSED NORTHWEST RAMP	1,260
PROPOSED UNDERGROUND PARKING	450
TOTAL EXISTING AND PROPOSED	20,471



SITE DATA	SF	ACRES	FOOTPRINT
IKEA SITE	653,400	15.000	IKEA 209,592
MOA II SITE	1,200,114	27.551	OVERALL FOOTPRINT** 682,000
OUTLOT "A"	113,842	2.613	(NORTH OF PHASE IC WITHOUT PARKING DECKS)
VACATED 79TH ST.	40,777	0.936	EXISTING MALL 1,389,087
EXISTING MALL SITE	2,965,862	68.087	RADISSON BLU 85,157
TOTAL SITE AREA	4,973,995	114.187	TOTAL FOOTPRINT 2,365,836
TOTAL BUILDING FOOTPRINT*	2,365,836		
SITE COVERAGE	47.56%		
TOTAL GROSS BUILDING AREA	9,758,841		
FLOOR AREA RATIO	1.96		

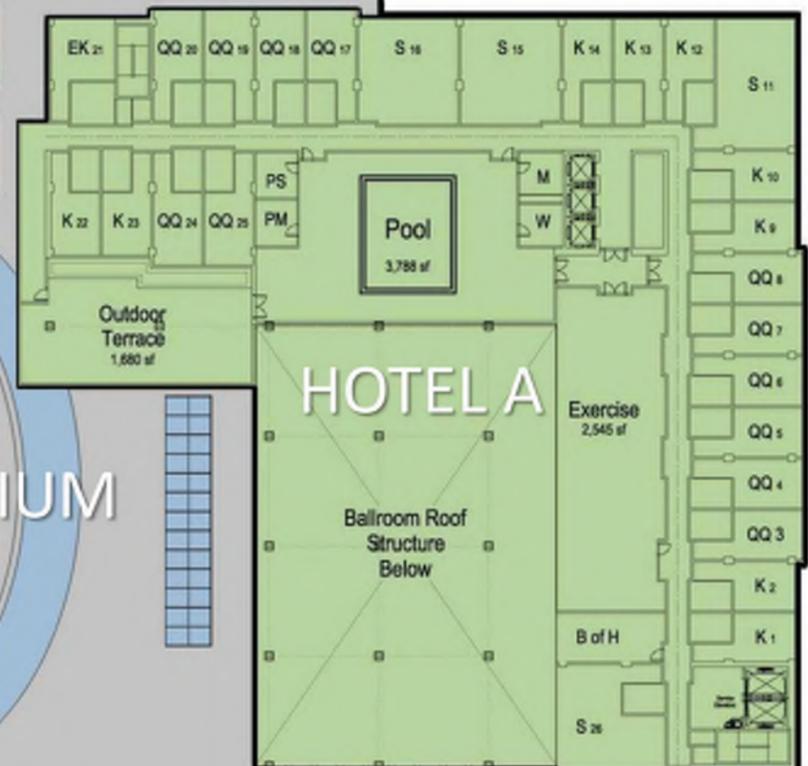
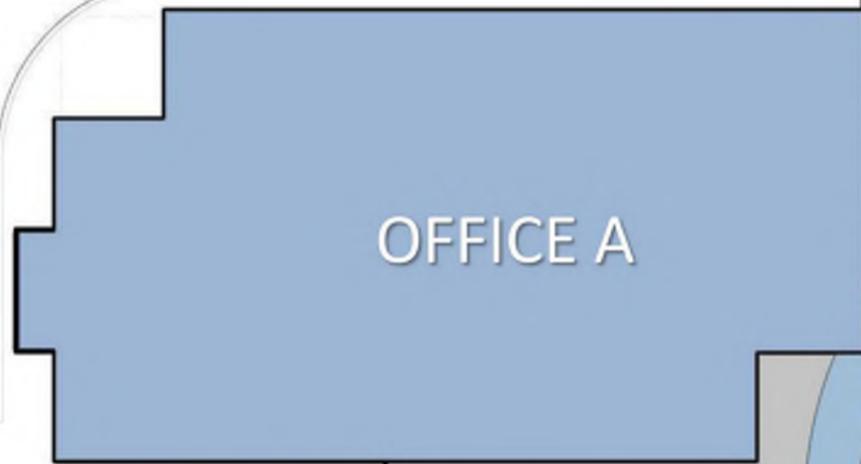
PARKING SUMMARY	
MOA PHASE I PARKING	12,294
PHASE I PARKING TO BE REMOVED	116
PHASE I PARKING TO REMAIN	12,178
EXISTING IKEA PARKING	1,407
PARKING UNDER PHASE IC	545
PROPOSED NORTH RAMP	3,500 WITH TWO LEVELS UNDERGROUND
PROPOSED UNDERGROUND PARKING	1,200 TWO LEVELS AT SE CORNER
TOTAL EXISTING AND PROPOSED	18,830
PLUS OFFSITE PARKING ON MET CENTER LOT	1,408

SITE DATA 2013

BUILDING AREA SUMMARY	GROSS	GLA	EIS	AUAR
			(RETAIL / ENTERTAINMENT TOTAL)	
RETAIL:	3,012,761	2,792,468	3,425,000	3,425,000
IKEA	330,329	330,329	3,422,761	SHOWN
PHASE IC MALL SHOPS	129,139	129,139		
PHASE IC FOOD TENANTS	33,000	33,000		
PHASE IC FOOD COMMON	49,000	NA		
PHASE IC MALL COMMON / BOH	71,293	NA		
TOTAL PHASE IC RETAIL	282,432	162,139		
PHASE IIC MALL SHOPS	350,000	350,000		
PHASE IIC FOOD TENANTS	90,000	90,000		
PHASE IIC MALL COMMON / BOH	170,000	NA		
PHASE IIC LOWER LEVEL SERVICE	330,000	NA		
TOTAL PHASE IIC RETAIL	940,000	440,000		
PAD A RETAIL	480,000	480,000		
PAD B RETAIL	300,000	300,000		
PAD C RETAIL	180,000	180,000		
PAD SEARS RETAIL	250,000	250,000		
PAD BLOOMINGDALES RETAIL	250,000	250,000		
TOTAL PADS RETAIL	1,460,000	1,460,000		
OFFICE:	598,000	NA	600,000	600,000
OFFICE A	181,000	NA		
OFFICE B	220,000	NA		
OFFICE C	197,000	NA		
ENTERTAINMENT:	410,000	410,000	IN RETAIL	IN RETAIL
PERFORMING ARTS	175,000	175,000 5,000 SEATS		
WATER PARK	165,000	165,000		
CINEMA (4TH FLOOR)	70,000	70,000 2,400 SEATS		
HOTELS:	1,358,501	1,650 KEYS	1650 KEYS	1,600 KEYS
RADISSON BLU	343,983			
RADISSON BLU MEETING SPACE	22,968			
RADISSON BLU RESTAURANT	5,550			
TOTAL RADISSON BLU**	372,501	500 KEYS		
HOTEL A	292,000			
HOTEL A MEETING SPACE	19,000			
HOTEL A RESTAURANT	10,000			
TOTAL HOTEL A	321,000	347 KEYS		
HOTEL B	493,000			
HOTEL B MEETING SPACE	12,000			
HOTEL B RESTAURANT	20,000			
TOTAL HOTEL B	525,000	600 KEYS		
HOTEL C	132,000			
HOTEL C MEETING SPACE	5,000			
HOTEL C RESTAURANT	8,000			
TOTAL HOTEL C	140,000	203 KEYS		
RESIDENTIAL	220,000	300 UNITS	300	NA
TOWER A	220,000			
GRAND TOTAL	5,599,262		5,600,000	5,600,000
EXISTING MALL:	4,157,003			
RETAIL***	2,609,576			
BOH / COMMON****	1,317,334			
FOOD*****	167,704			
THEATER	62,389	2,191 SEATS		
TOTAL GROSS BUILDING AREA	9,758,265			
NET RETAIL ADD	3,491			
EXISTING FOOD REDUCTION AT 3RD FLOOR	(8,466)			
*BUILDING FOOTPRINT INCLUDES AREA OVER UNDAU LANE ROW / EXCLUDES PARKING STRUCTURES				
**EXCLUDES PARKING DECKS				
***REFLECTS 3,491SF OF RETAIL GLA INCREASE IN EXISTING BUILDING ON 1ST-3RD FLOORS DUE TO PHASE IC EXPANSION				
**** REFLECTS 3,491SF COMMON AREA REDUCTION DUE TO RETAIL GLA INCREASE DUE TO PHASE IC EXPANSION				
*****REFLECTS 8,466SF OF FOOD COURT LOSS IN EXISTING BUILDING ON THIRD FLOOR				







Phase 1C



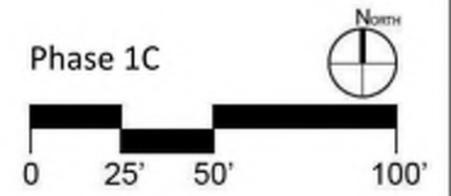


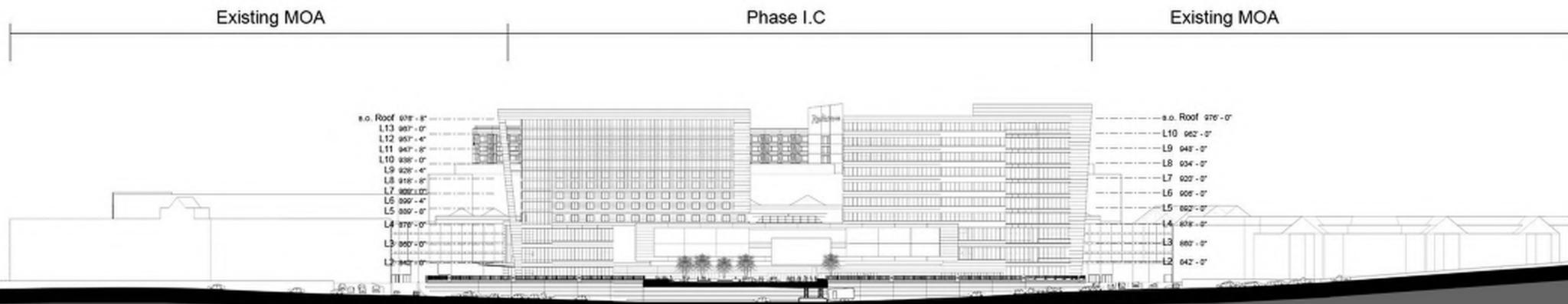


Parking Control Concept

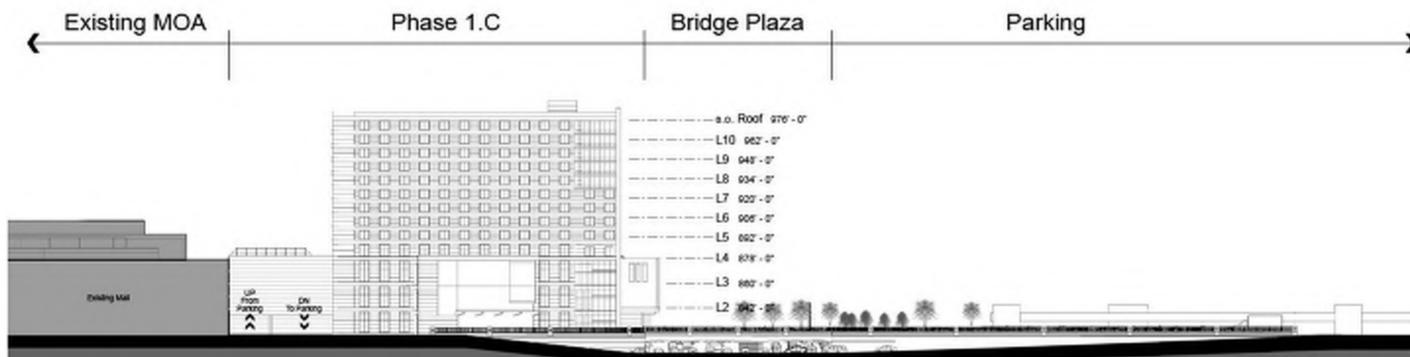
Approximately 545 spaces will be located directly below Phase 1C and the balance located north of Lindau Lane. The parking will be used as follows:

- Parking north of Lindau Lane - free parking open to all mall guests including office and hotel guests
- Parking level B1 (approximately 225 spaces) - Valet parking for hotel, office and mall guests
- Parking level B2 (approximately 320 spaces) - Controlled access for hotel and office guests only, and valet overflow as detailed below:
 - At times when the hotel and office are not fully utilizing level B2, the valet parking may expand from B1 into B2
 - At times when the hotel and office need more parking than provided on level B2, they may expand into level B1 and the valet parking would get smaller
 - Charge the same valet parking rates for all guests, with non-discriminatory parking validation regardless of the guest's intended visit (office, retail or hotel)

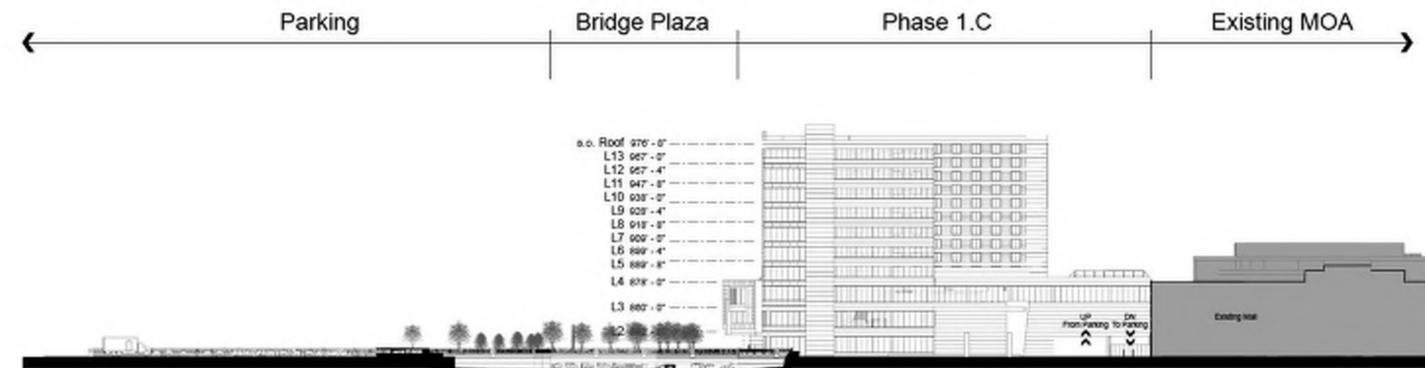




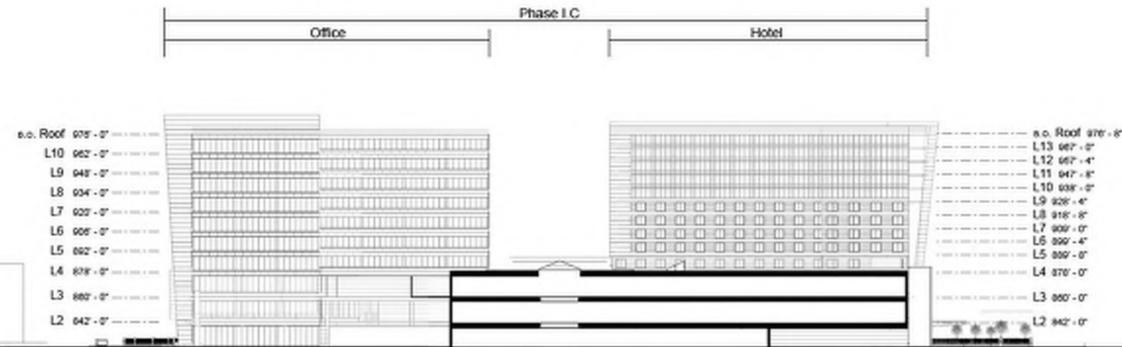
NORTH ELEVATION
1" = 50' - 0"



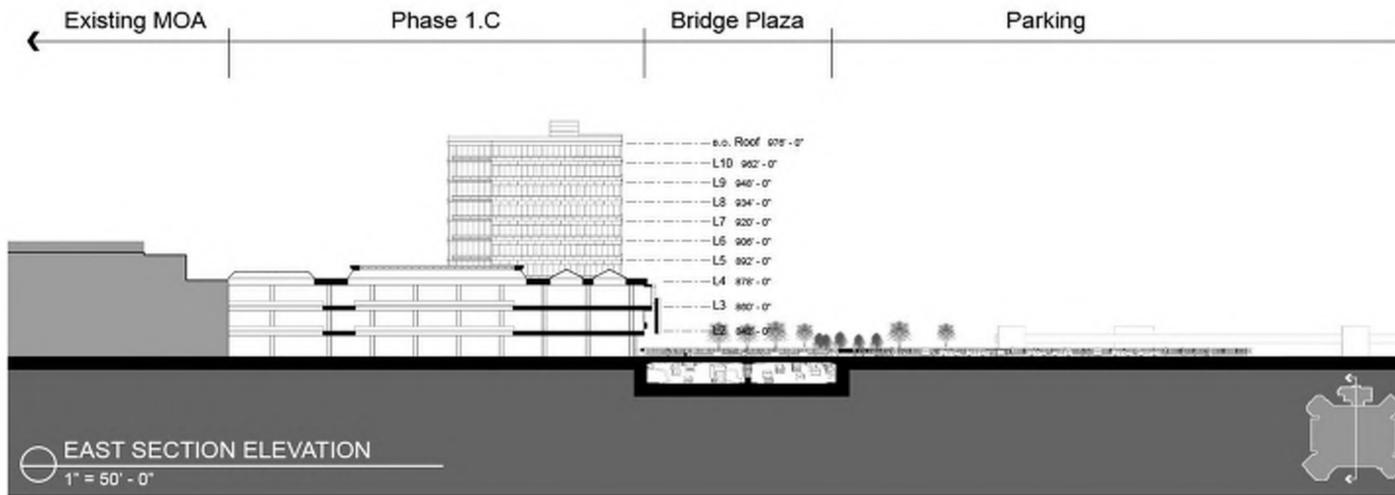
EAST ELEVATION
1" = 50' - 0"



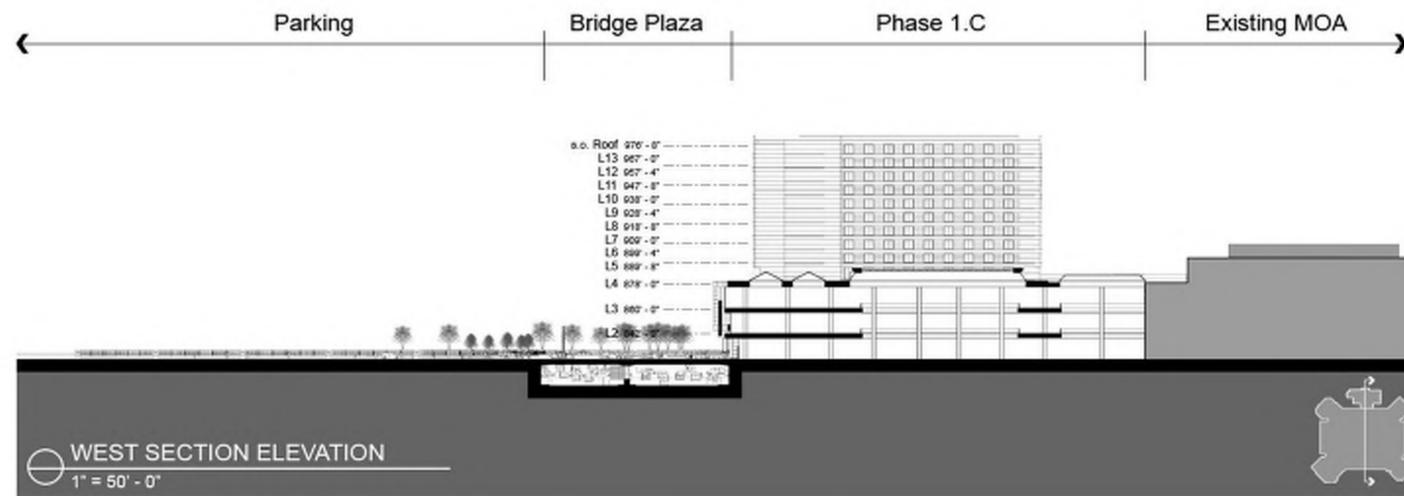
WEST ELEVATION
1" = 50' - 0"



SOUTH ELEVATION
1" = 50' - 0"



EAST SECTION ELEVATION
1" = 50' - 0"



WEST SECTION ELEVATION
1" = 50' - 0"



HOTEL

FUTURE OFFICE



Phase 1C



355
tripartite

1/20/13
REV 011-041

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construction

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Architecture Engineering Planning Interiors

2.27.13

LINDAU PLAZA

Phase 1C



355
relative

10/24/13
10/27/2013

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construction

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LINDAU PLAZA

PEDESTRIAN
WALKWAY TO PLAZA

Phase 1C



355
tripartite

DESIGNED BY
MVA 011 0402

Mortenson
construction

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Architecture Engineering Planning Interiors

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Phase 1C



355
tripartite

MOA
355



2.27.13



PEDESTRIAN
WALKWAY TO PLAZA



355
tripartite

DATE: 2/27/13

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PEDESTRIAN
ARCADE

MALL OF AMERICA

Phase 1C



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Phase 1C



555
experts

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1000

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LINDAU PLAZA STAGE

Phase 1C



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tripartite

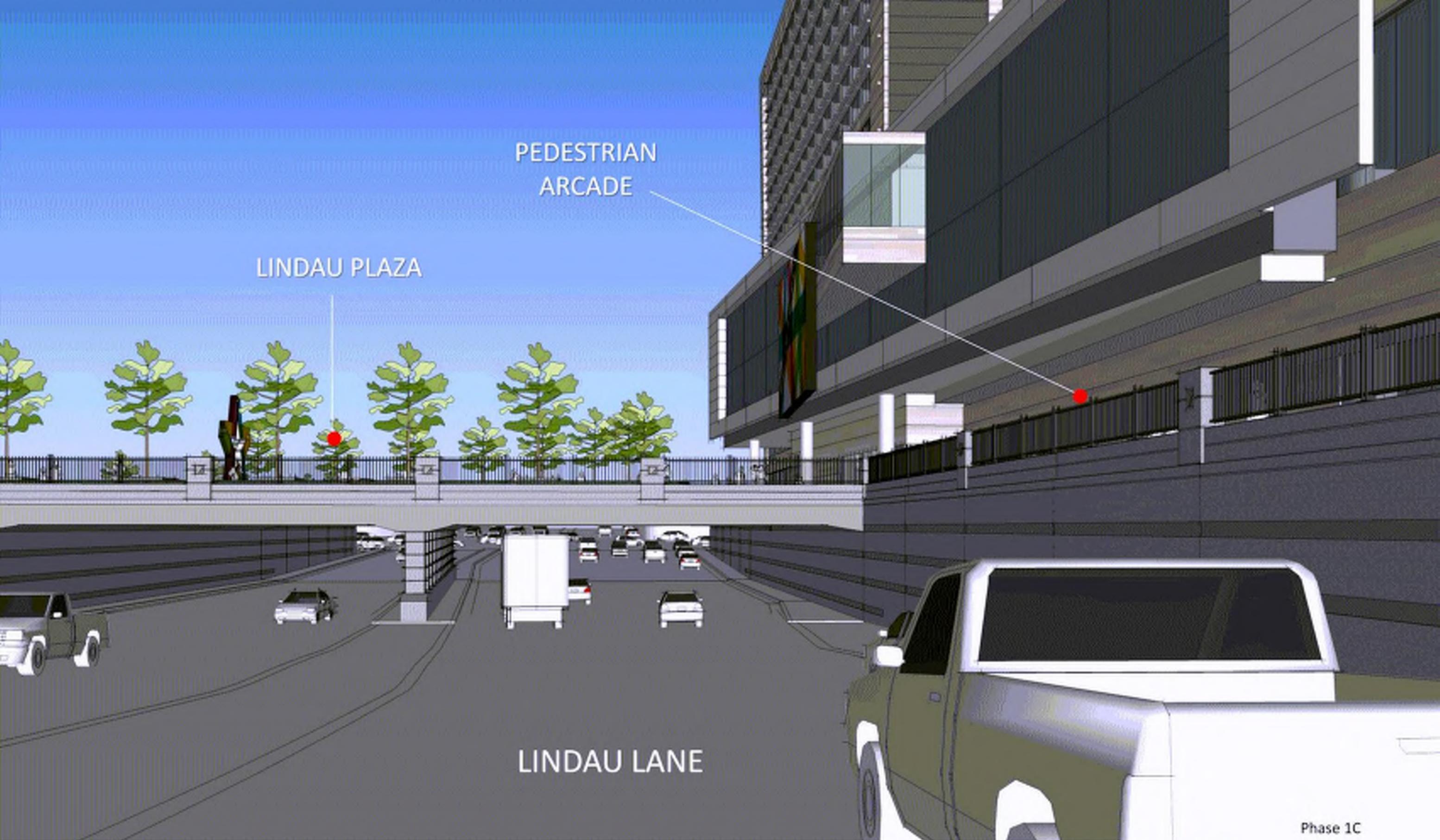
PHASE 1C

2013.02.27

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2.27.13



PEDESTRIAN
ARCADE

LINDAU PLAZA

LINDAU LANE

Phase 1C



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tripartite

NOV 22
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LINDAU PLAZA

PEDESTRIAN
ARCADE

Phase 1C



333
tripartite

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2.27.13



LINDAU PLAZA

FUTURE OFFICE

EXISTING MOA



355
relative

NOV 2012



2.27.13



TERRACE DINING ON
THIRD FLOOR

OFFICE PLAZA

Phase 1C



355
tripartite

2013
02 27 13

Mortenson
construction

DLR Group
Architecture Engineering Planning Interiors

2.27.13

TERRACE DINING ON
THIRD FLOOR

OFFICE PLAZA

Phase 1C



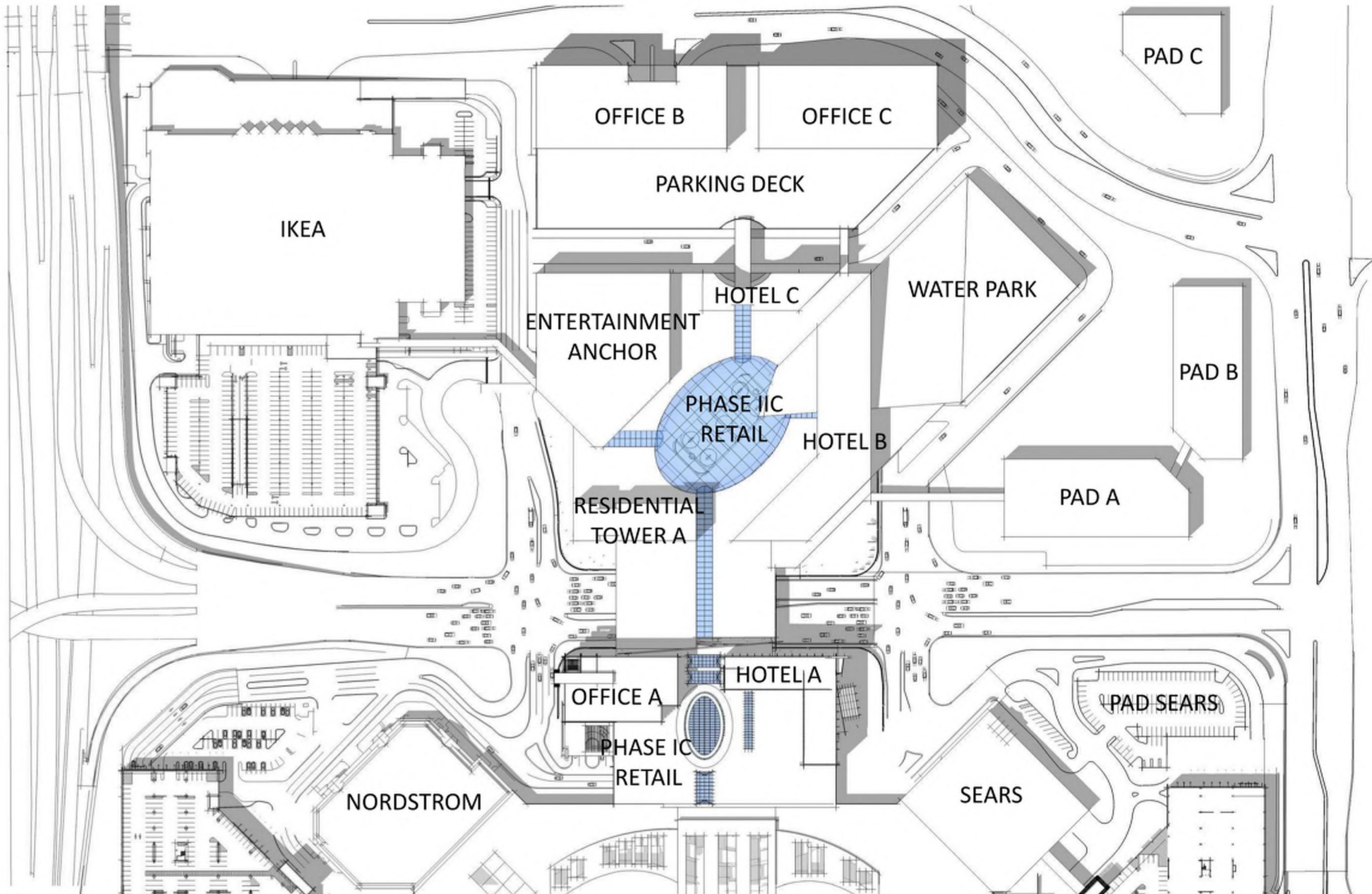
355
tripartite

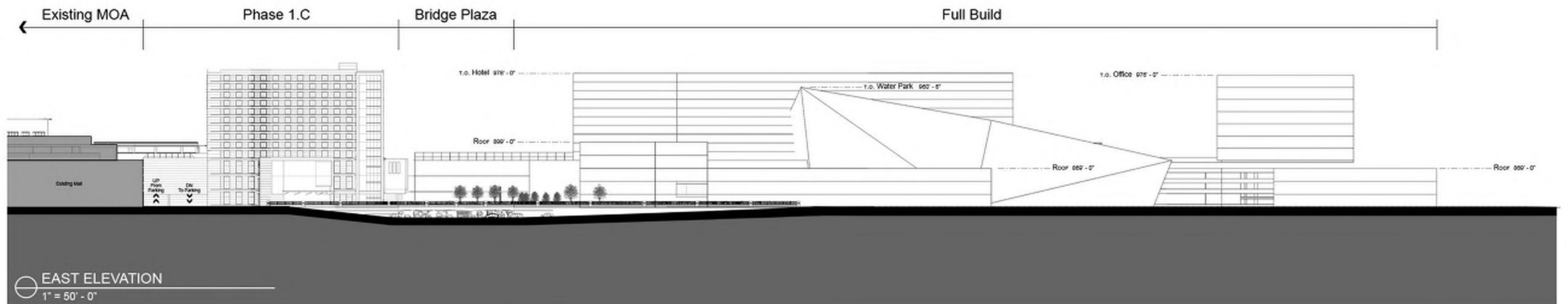
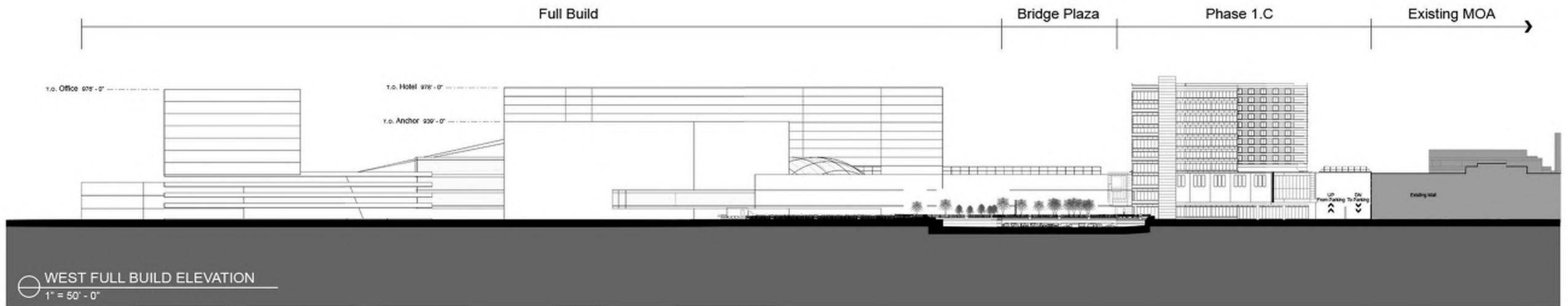
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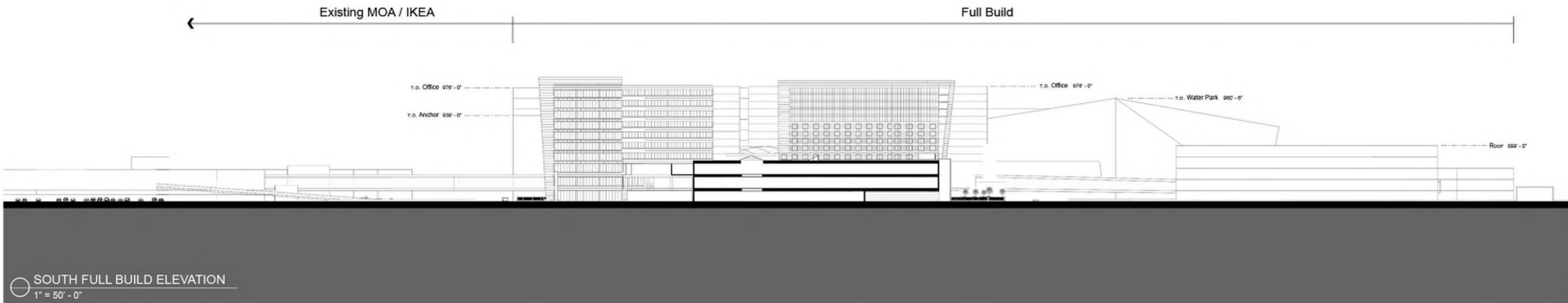
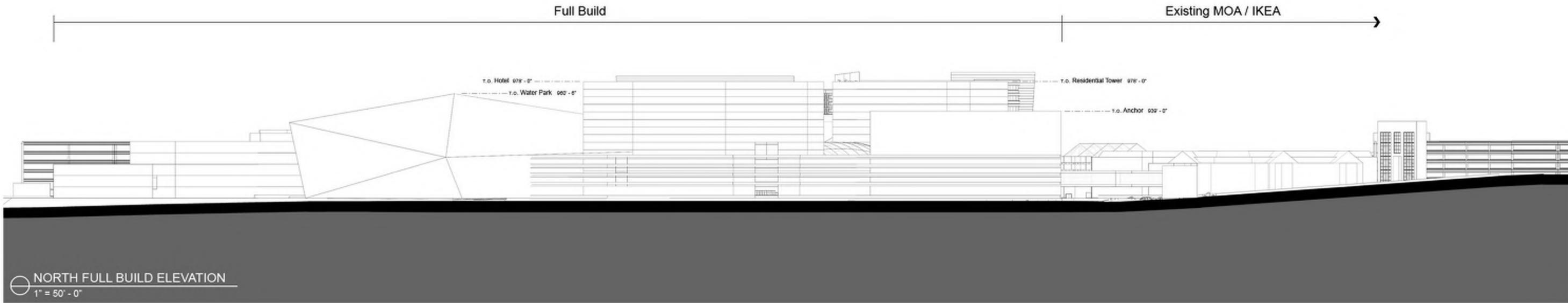
Mortenson
construction

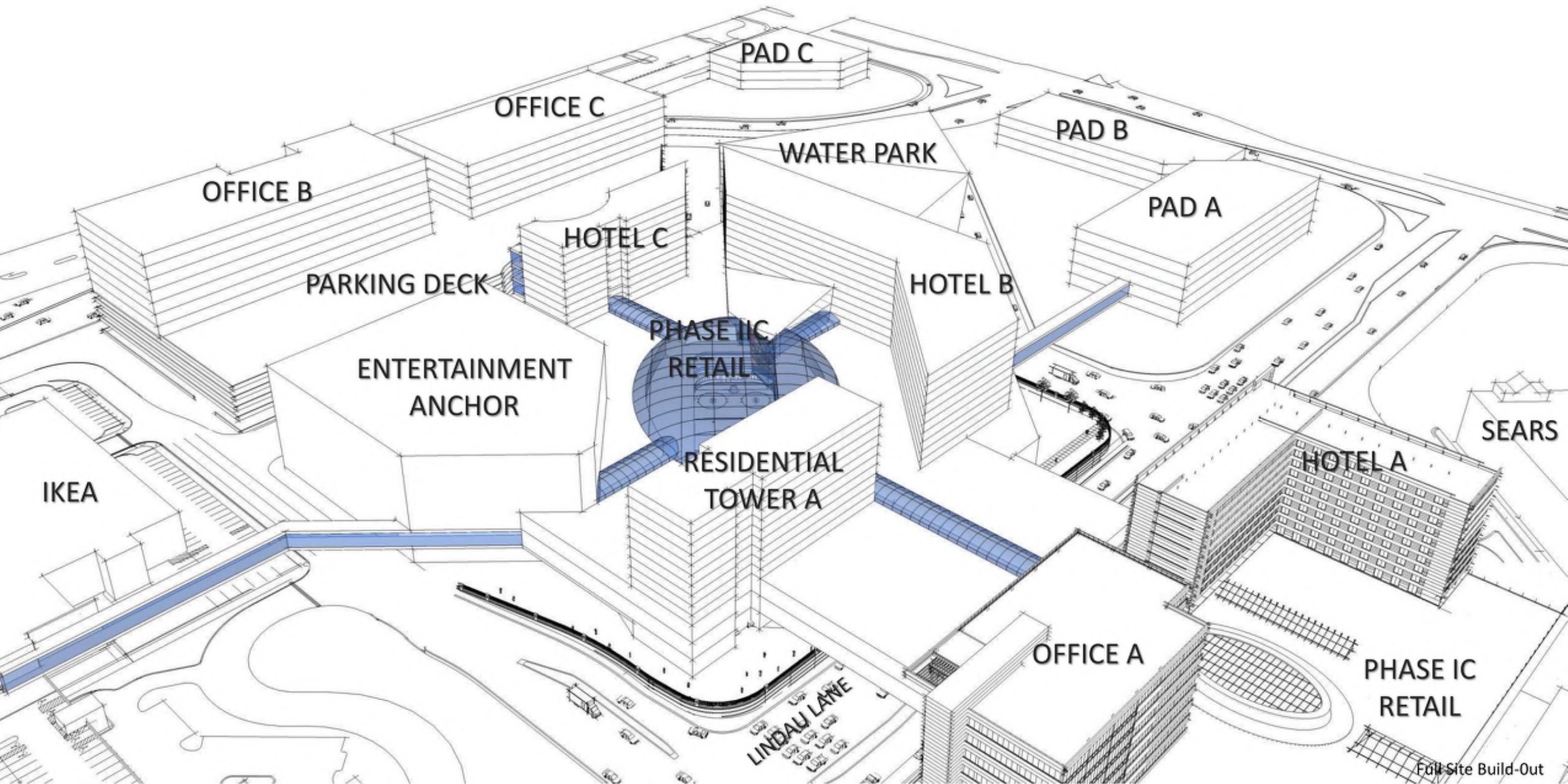
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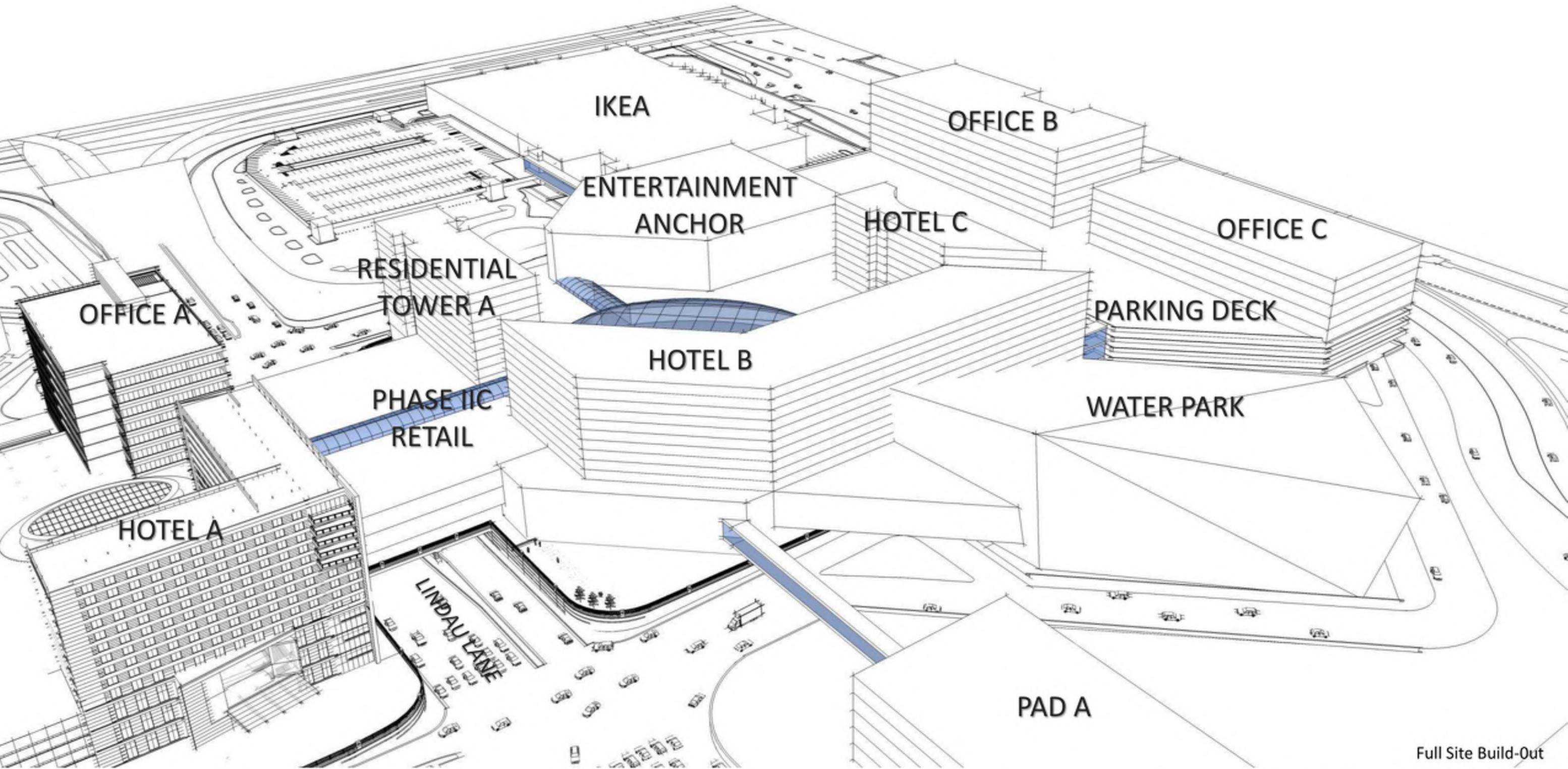
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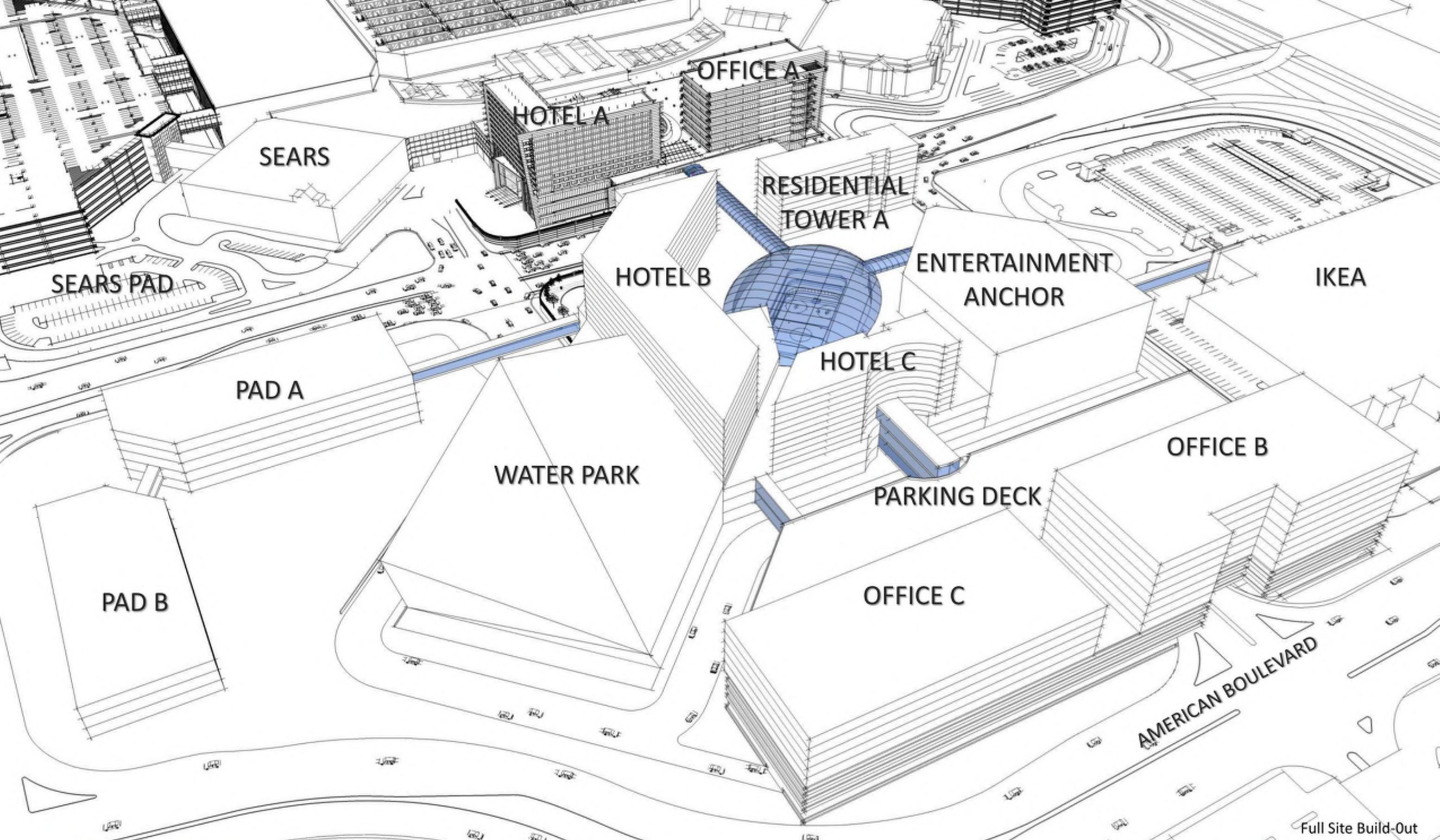






Full Site Build-Out





Full Site Build-Out



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PHASES IIB-IID

PHASE IC

RESIDENTIAL
TOWER A

HOTEL B

LINDAU LANE

PHASE IIC RETAIL INTEGRATION



333
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10/26/12
REV. 2/17/13



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LINDAU LOWERING 2013-2014



01/24/13
REV 127-2013



555
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PHASE IC 2013-2016

BUILDING AREA

• HOTEL A	321,000 sf
• OFFICE A (FUTURE)	181,000 sf
• RETAIL	129,000 sf
• FOOD	33,000 sf
• RETAIL COMMON	120,000 sf
• TOTAL	784,000 sf

PROJECT SUMMARY

• PHASE IA	4,157,000 sf
• PHASE IB	373,000 sf
• PHASE IC	784,000 sf
• PHASE IIA	330,000 sf
• TOTAL	5,644,000 sf

CONSTRUCTION TYPE 1A

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PHASE IIB

2015-2018

BUILDING AREA

• RETAIL ANCHOR	175,000 sf
• WATER PARK	165,000 sf
• HOTEL B	525,000 sf
• TOTAL	865,000 sf

PROJECT SUMMARY

• PHASE IA	4,157,000 sf
• PHASE IB	373,000 sf
• PHASE IC	784,000 sf
• PHASE IIA	330,000 sf
• PHASE IIB	865,000 sf
• TOTAL	6,509,000 sf

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PHASE IIC

2018-2021

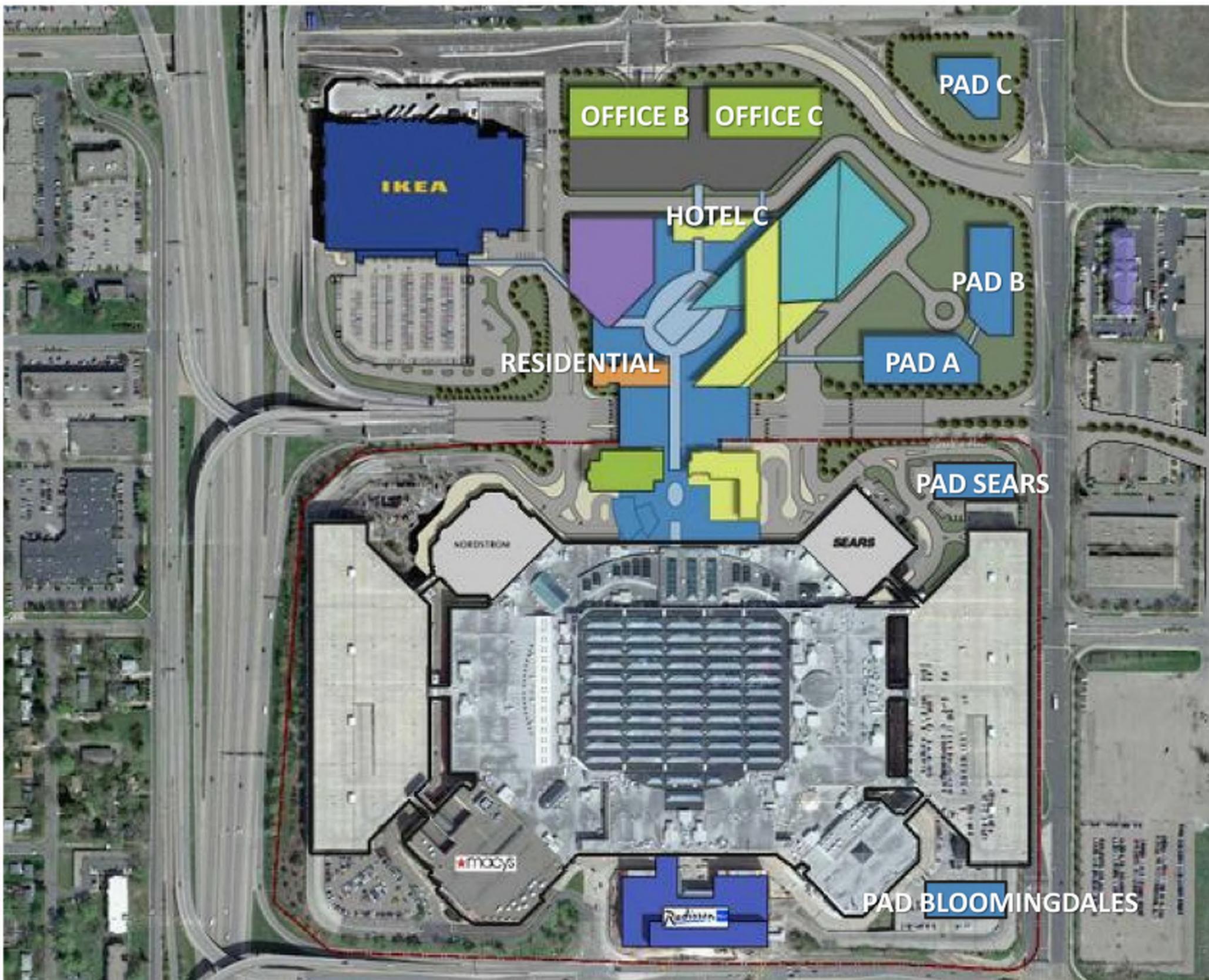
BUILDING AREA

• RETAIL	350,000 sf
• CINEMA	70,000 sf
• FOOD	90,000 sf
• MALL COMMON	170,000 sf
• LOWER LEVEL	330,000 sf
• TOTAL	1,010,000 sf

PROJECT SUMMARY

• PHASE IA	4,157,000 sf
• PHASE IB	373,000 sf
• PHASE IC	784,000 sf
• PHASE IIA	330,000 sf
• PHASE IIB	865,000 sf
• PHASE IIC	1,010,000 sf
• TOTAL	7,564,000 sf

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PHASE IID 2021-BEYOND

BUILDING AREA

• HOTEL C	140,000 sf
• OFFICE B	220,000 sf
• OFFICE C	197,000 sf
• PAD A	480,000 sf
• PAD B	300,000 sf
• PAD C	180,000 sf
• PAD SEARS	250,000 sf
• PAD BLMGDALES	250,000 sf
• RESIDENTIAL	220,000 sf
• TOTAL	2,237,000 sf

PROJECT SUMMARY

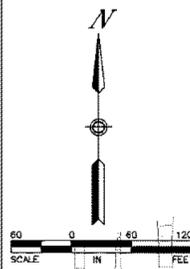
• PHASE IA	4,157,000 sf
• PHASE IB	373,000 sf
• PHASE IC	784,000 sf
• PHASE IIA	330,000 sf
• PHASE IIB	865,000 sf
• PHASE IIC	1,010,000 sf
• PHASE IID	2,237,000 sf
• TOTAL	9,756,000 sf

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Supplemental Information

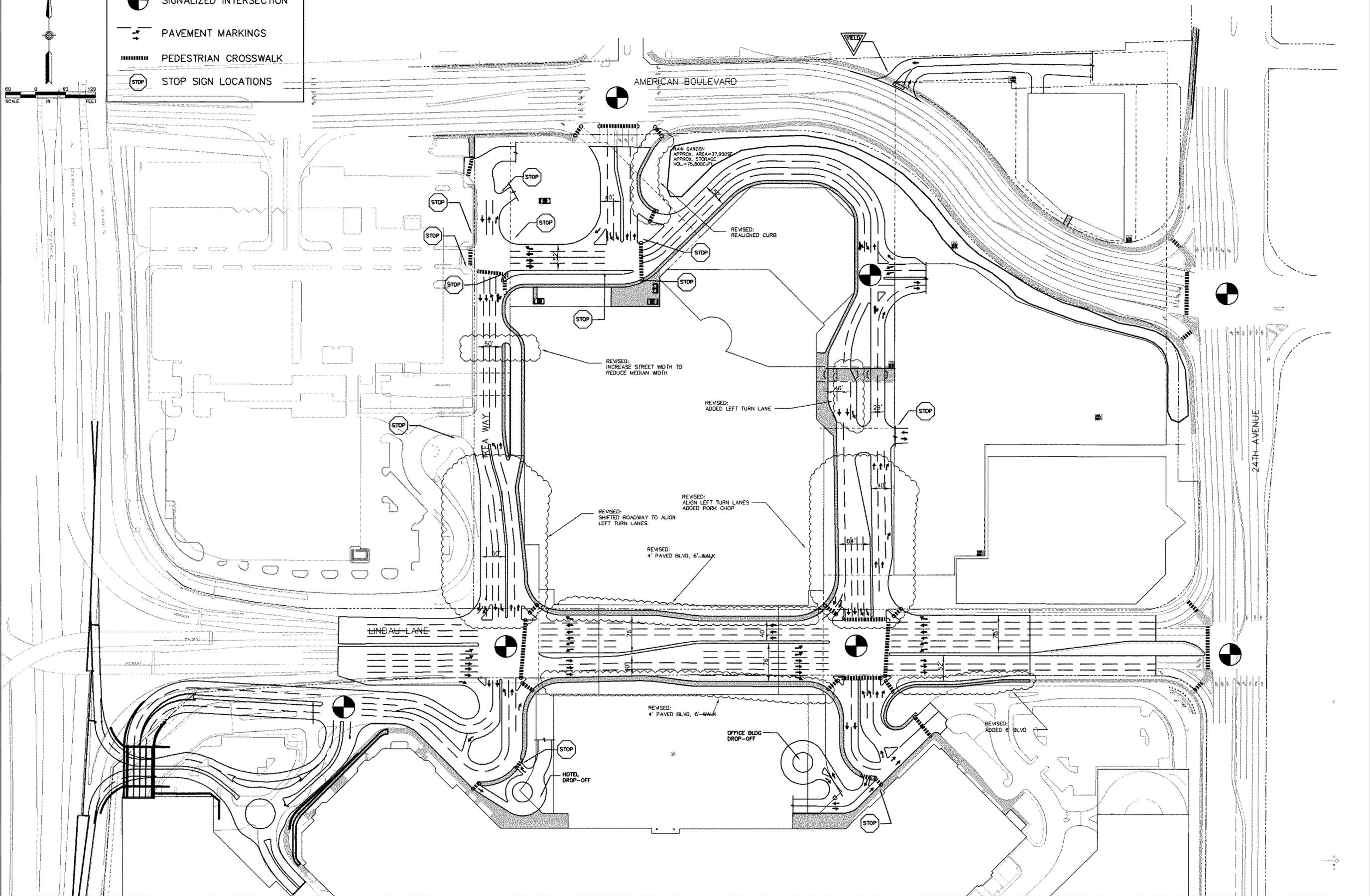
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-  SIGNALIZED INTERSECTION
-  PAVEMENT MARKINGS
-  PEDESTRIAN CROSSWALK
-  STOP SIGN LOCATIONS

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I hereby certify that this plan, specification, or report was prepared by me or under my direct supervision, and that I am a duly Licensed Engineer under the laws of the State of Minnesota.

Printed Name: _____

Signature: _____

Date: _____ License #: _____

No.	Date	Revision Description	No.	Date	Revision Description
4/10/06		PDP SUBMITTAL			
5/1/06		REVISED PDP SUBMITTAL			
5/1/06		PROGRESS SET			
7/26/06		REVISED			
8/7/06		REVISED - NORDSTROM LAYOUT			
8/16/06		REVISED			
9/05/06		REVISED			

MALL OF AMERICA EXPANSION
CITY OF BLOOMINGTON, MINNESOTA



Key Plan

SITE PLAN

Project: 0508.1164-21 Drawing Number: C102
Date: April 10, 2008
Drawn By: _____
Checked By: _____

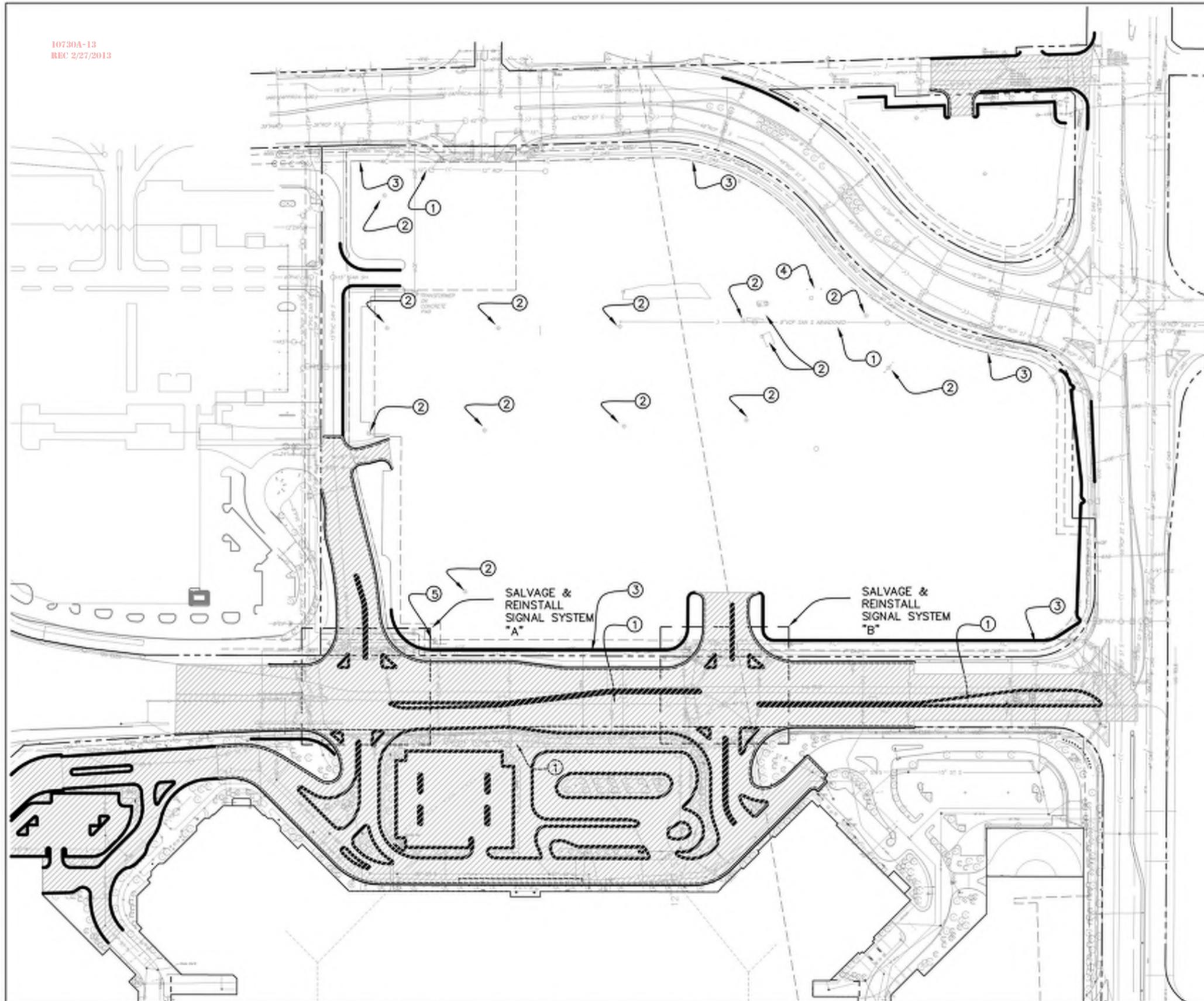


ID No.	Pipe "n"	Area (ac)	C	Int Int (in/hr)	Int T (min)	Int CIA (cfs)	Total A (ac)	Wtd C	Tot Tc (min)	Tot Flow (cfs)	Pond W (ft)	Tot Int Q (cfs)	Int Q (cfs)	Byp Q (cfs)
MH 102	0.013	0	0.5	7.02	5	0	8.16	0.9	11.09	40.66	0	0	0	0
MH 104	0.013	0	0.5	7.02	5	0	8.16	0.9	10.1	42.09	0	0	0	0
MH 105	0.013	0	0.5	7.02	5	0	4.48	0.9	9.5	23.73	0	0	0	0
MH 107	0.013	0	0.5	7.02	5	0	4.48	0.9	7.74	25.4	0	0.93	0.93	0
MH 109	0.013	0	0.5	7.02	5	0	2.11	0.9	6.47	11.84	0	0.11	0.11	0
MH 144	0.013	0.11	0.9	7.02	5	0.7	2.37	0.9	7.17	13.6	6.56	1.77	1.49	0.28
MH 146	0.013	0.47	0.9	7.02	5	2.99	0.47	0.9	5	2.37	8.45	3.44	2.37	1.07
MH 148	0.013	0.04	0.9	7.02	5	0.25	1.79	0.9	6.98	10.17	3.18	0.25	0.25	0
MH 150	0.013	0.04	0.9	7.02	5	0.25	1.75	0.9	6.93	9.95	3.18	0.25	0.25	0
MH 152	0.013	0.03	0.9	7.02	5	0.51	1.71	0.9	6.83	9.76	7.64	2.63	1.98	0.65
MH 154	0.013	0.49	0.9	7.02	5	3.12	1.63	0.9	6.72	7.87	9.61	5.13	3.01	2.12
MH 156	0.013	0.32	0.9	7.02	5	2.04	1.14	0.9	6.28	5.23	7.75	2.04	1.53	0.51
MH 158	0.013	0.18	0.9	7.02	5	1.15	0.82	0.9	6.06	3.86	6.25	1.15	1.01	0.14
MH 160	0.013	0.35	0.9	7.02	5	2.13	0.64	0.9	6	2.92	7.66	2.13	1.58	0.55
MH 162	0.013	0.29	0.9	7.02	5	1.85	0.29	0.9	5	1.43	7.47	1.85	1.43	0.42
MH 164	0.013	0	0.5	7.02	5	0	0.61	0.9	6.24	3.5	0	0	0	0
MH 166	0.013	0.09	0.9	7.02	5	0.57	0.61	0.9	6.07	3.52	10.8	1.08	1.08	0
MH 168	0.013	0	0.5	7.02	5	0	0.3	0.9	5.67	1.4	0	0	0	0
MH 170	0.013	0	0.5	7.02	5	0	0.3	0.9	5.57	1.41	0	0	0	0
MH 172	0.013	0.3	0.9	7.02	5	1.91	0.3	0.9	5	1.46	7.57	1.91	1.46	0.45
MH 174	0.013	0.22	0.9	7.02	5	1.4	0.22	0.9	5	1.17	6.74	1.4	1.17	0.23
MH 176	0.013	0	0.5	7.02	5	0	1.5	0.9	5.35	8.74	0	0	0	0
MH 178	0.013	0	0.5	7.02	5	0	0.78	0.9	5.09	4.56	6.47	2.11	1.72	0.39
MH 180	0.013	0.78	0.9	7.02	5	4.97	0.78	0.9	5	2.86	8.93	4.97	2.86	2.11
MH 182	0.013	0	0.5	7.02	5	0	0.72	0.9	5.22	4.26	0	0	0	0
MH 184	0.013	0	0.5	7.02	5	0	0.72	0.9	5.1	4.29	6.16	1.85	1.57	0.27
MH 186	0.013	0.72	0.9	7.02	5	4.59	0.72	0.9	5	2.74	8.66	4.59	2.74	1.85
MH 106	0.013	0	0.5	7.02	5	0	1.63	0.9	6.51	9.22	6.79	1.43	1.19	0.24
MH 108	0.013	0.45	0.9	7.02	5	2.87	1.63	0.9	6.47	8.05	9.32	3.33	2.13	1.2
MH 110	0.013	0	0.5	7.02	5	0	0.3	0.9	5.18	1.89	4.4	0.45	0.45	0
MH 112	0.013	0.3	0.9	7.02	5	1.91	0.3	0.9	5	1.46	7.57	1.91	1.46	0.45
MH 114	0.013	0.12	0.9	7.02	5	0.76	1.25	0.9	6.18	6.91	6.51	1.28	1.09	0.19
MH 116	0.013	0.22	0.9	7.02	5	1.4	0.4	0.9	5.23	2.15	6.74	1.4	1.17	0.23
MH 118	0.013	0	0.5	7.02	5	0	0	0.5	5	0	0	0	0	0
MH 120	0.013	0.18	0.9	7.02	5	1.15	0.18	0.9	5	1.01	6.25	1.15	1.01	0.14
MH 122	0.013	0	0.5	7.02	5	0	0	0.5	5	0	0	0	0	0
MH 124	0.013	0.3	0.9	7.02	5	1.91	0.73	0.9	6.13	3.83	7.77	2.05	1.54	0.52
MH 126	0.013	0.13	0.9	7.02	5	0.83	0.32	0.9	5.14	1.81	5.53	0.83	0.78	0.06
MH 127	0.013	0.19	0.9	7.02	5	1.21	0.19	0.9	5	1.05	6.38	1.21	1.05	0.16
MH 128	0.013	0	0.5	7.02	5	0	0.11	0.9	5.2	0.69	1.49	0.03	0.03	0
MH 130	0.013	0.11	0.9	7.02	5	0.7	0.11	0.9	5	0.68	5.2	0.7	0.68	0.03
MH 132	0.013	0.16	0.9	7.02	5	1.02	0.6	0.9	6.5	5.75	5.75	1.23	1.13	0.1
MH 134	0.013	0.25	0.9	7.02	5	1.99	0.25	0.9	6.06	1.93	6.91	2.01	1.63	0.38
MH 136	0.013	0	0.5	7.02	5	0	0	0.5	5	0.38	3.68	0.38	0.38	0
MH 138	0.013	0.11	0.9	7.02	5	0.7	0.39	0.9	6.11	2.83	4.65	0.7	0.69	0.01
MH 140	0.013	0.28	0.9	7.02	5	1.78	0.28	0.9	5.79	2.19	7.21	2.28	1.78	0.48
MH 142	0.013	0	0.5	7.02	5	0	0	0.5	5	0.48	4.04	0.48	0.48	0
MH 306	0.013	0.22	0.9	7.02	5	1.4	0.88	0.9	5.63	4.62	6.74	1.4	1.17	0.23
MH 308	0.013	0.22	0.9	7.02	5	1.4	0.66	0.9	5.51	3.41	6.74	1.4	1.17	0.23
MH 310	0.013	0.22	0.9	7.02	5	1.4	0.44	0.9	5.45	2.28	6.74	1.4	1.17	0.23
MH 312	0.013	0.22	0.9	7.02	5	1.4	0.22	0.9	5	1.17	6.74	1.4	1.17	0.23

ID No.	Pipe "n"	Area (ac)	C	Int Int (in/hr)	Int T (min)	Int CIA (cfs)	Total A (ac)	Wtd C	Tot Tc (min)	Tot Flow (cfs)	Pond W (ft)	Tot Int Q (cfs)	Int Q (cfs)	Byp Q (cfs)
MH 400	0.013	0	0.5	7.02	5	0	0.4	0.9	27.43	2.25	0	0	0	0
MH 401	0.013	0	0.5	7.02	5	0	0.4	0.9	24	2.35	0	0	0	0
MH 402	0.013	0	0.5	7.02	5	0	0.4	0.9	21.82	2.42	0	0	0	0
MH 403	0.013	0	0.5	7.02	5	0	0.4	0.9	19.67	2.49	0	0	0	0
MH 404	0.013	0	0.5	7.02	5	0	0.4	0.9	17.57	2.58	0	0	0	0
MH 405	0.013	0	0.5	7.02	5	0	0.4	0.9	15.05	2.65	0	0	0	0
MH 406	0.013	0	0.5	7.02	5	0	0.4	0.9	14.48	2.73	0	0	0	0
MH 407	0.013	0	0.5	7.02	5	0	0.4	0.9	12.8	2.82	0	0	0	0
MH 201	0.013	0	0.5	7.02	5	0	0.4	0.9	11.31	2.92	0	0	0	0
MH 202	0.013	0	0.5	7.02	5	0	0.4	0.9	10.38	2.98	0	0	0	0
MH 203	0.013	0	0.5	7.02	5	0	0.4	0.9	8.42	3.14	0	0	0	0
MH 204	0.013	0	0.5	7.02	5	0	0.4	0.9	8.3	3.15	0	0	0	0
MH 206	0.013	0.1	0.9	7.02	5	0.64	0.2	0.9	7.16	2.09	0	0.64	0.64	0
MH 209	0.013	0	0.5	7.02	5	0	0.1	0.9	5.94	0.89	0	0	0	0
MH 210	0.013	0	0.5	7.02	5	0	0.1	0.9	5.84	0.89	0	0	0	0
MH 211	0.013	0.1	0.9	7.02	5	0.64	0.1	0.9	5	0.92	0	0.64	0.64	0
MH 205	0.013	0	0.5	7.02	5	0	0	0.5	5	0	0	0	0	0
MH 206	0.013	0	0.5	7.02	5	0	0	0.5	5	0	0	0	0	0
MH 207	0.013	0	0.5	7.02	5	0	0	0.5	5	0	0	0	0	0
MH 212	0.013	0.1	0.9	7.02	5	0.64	0.2	0.9	7.96	1.14	0	0.64	0.64	0
MH 213	0.013	0	0.5	7.02	5	0	0.1	0.9	5.91	0.62	0	0	0	0
MH 214	0.013	0	0.5	7.02	5	0	0.1	0.9	5.8	0.62	0	0	0	0
MH 215	0.013	0.1	0.9	7.02	5	0.64	0.1	0.9	5	0.64	0	0.64	0.64	0

ID No.	Pipe "n"	Area (ac)	C	Int Int (in/hr)	Int T (min)	Int CIA (cfs)	Total A (ac)	Wtd C	Tot Tc (min)	Tot Flow (cfs)	Pond W (ft)	Tot Int Q (cfs)	Int Q (cfs)	Byp Q (cfs)
MH 300	0.013	1.79	0.9	7.04	5	11.44	23	0.9	9.39	121.7	0	11.44	11.44	0
MH 302	0.013	0	0.5	7.04	5	0	19.72	0.9	9.23	104.9	0	0	0	0
MH 304	0.013	0	0.5	7.04	5	0	19.72	0.9	8.32	106.6	0	0	0	0
MH 306	0.013	0.88	0.9	7.04	5	5.62	17.84	0.9	8.16	99.12	0	5.62	5.62	0
MH 308	0.013	0	0.5	7.04	5	0	4.1	0.9	7.17	23.74	0	0	0	0
MH 310	0.013	0	0.5	7.04	5	0	4.1	0.9	7.15	23.76	0	0	0	0
MH 312	0.013	0	0.5	7.04	5	0	4.1	0.9	7.06	23.85	0	0	0	0
ROOF - H	0.013	4.1	0.9	6.43	7	23.91	4.1	0.9	7	23.91	855	23.91	23.91	0
MH 314	0.013	0.98	0.9	7.04	5	6.26	12.88	0.9	7.63	73.04	0	6.26	6.26	0
MH 316	0.013	0	0.5	7.04	5	0	2.06	0.9	5.03	13.15	0	0	0	0
MH 318	0.013	0	0.5	7.04	5	0	2.56	0.9	5.29	16.13	0	0	0	0
MH 320	0.013	0	0.5	7.04	5	0	2.56	0.9	5.17	16.22	0	0	0	0
MH 322	0.013	0	0.5	7.04	5	0	2.56	0.9	5.08	16.3	0	0	0	0
ROOF - E	0.013	2.56	0.9	7.04	5	16.36	2.56	0.9	5	16.36	399	16.36	16.36	0
ROOF - F	0.013	2.06	0.9	7.04	5	13.16	2.06	0.9	5	13.16	258	13.16	13.16	0
ROOF - J	0.013	1.88	0.9	6.72	6	11.46	1.88	0.9	6	11.46	195	11.46	11.46	0
MH 324	0.013	0	0.5	7.04	5	0	7.28	0.9	7.39	41.64	0	0	0	0
MH 326	0.013	1.1	0.9	7.04	5	7.03	1.1	0.9	5	79.9	7.03	7.03	7.03	0
MH 328	0.013	0	0.5	7.04	5	0	0	0.5	5	0	0	0		

10730A-13
REC 2/27/2013



LEGEND

-  REMOVE CURB & GUTTER
-  REMOVE STREET PAVEMENT
- ① REMOVE PIPE W/ MH
- ② REMOVE LIGHTING & ELECTRIC SERVICE POINTS
- ③ REMOVE FENCE - CHAIN LINK
- ④ REMOVE GUARD POSTS
- ⑤ REMOVE HYDRANT & GATE VALVE



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I hereby certify that this plan, specification, or report was prepared by me or under my direct supervision, and that I am a duly Licensed Engineer under the laws of the State of Minnesota.

Printed Name: _____
Signature: _____
Date: _____ License #: _____

No.	Date	Revision Description	No.	Date	Revision Description
1	4/15/2013	POP SUBMITTAL			
2	6/3/2013	REVISED POP SUBMITTAL			
3	6/3/2013	PROGRESS SET			

MALL OF AMERICA EXPANSION
CITY OF BLOOMINGTON, MINNESOTA



Key Plan

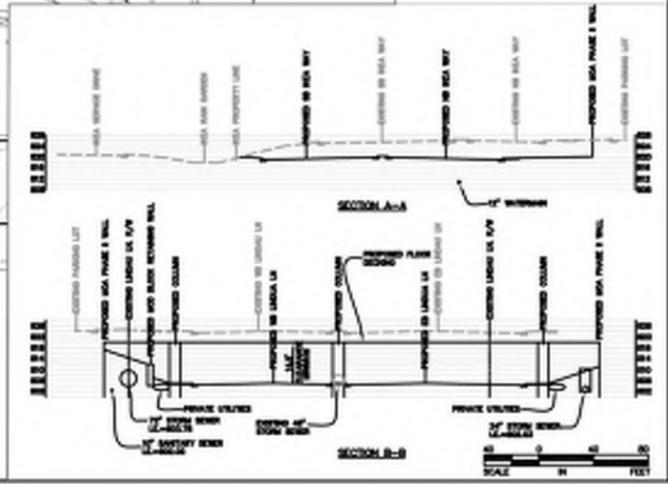
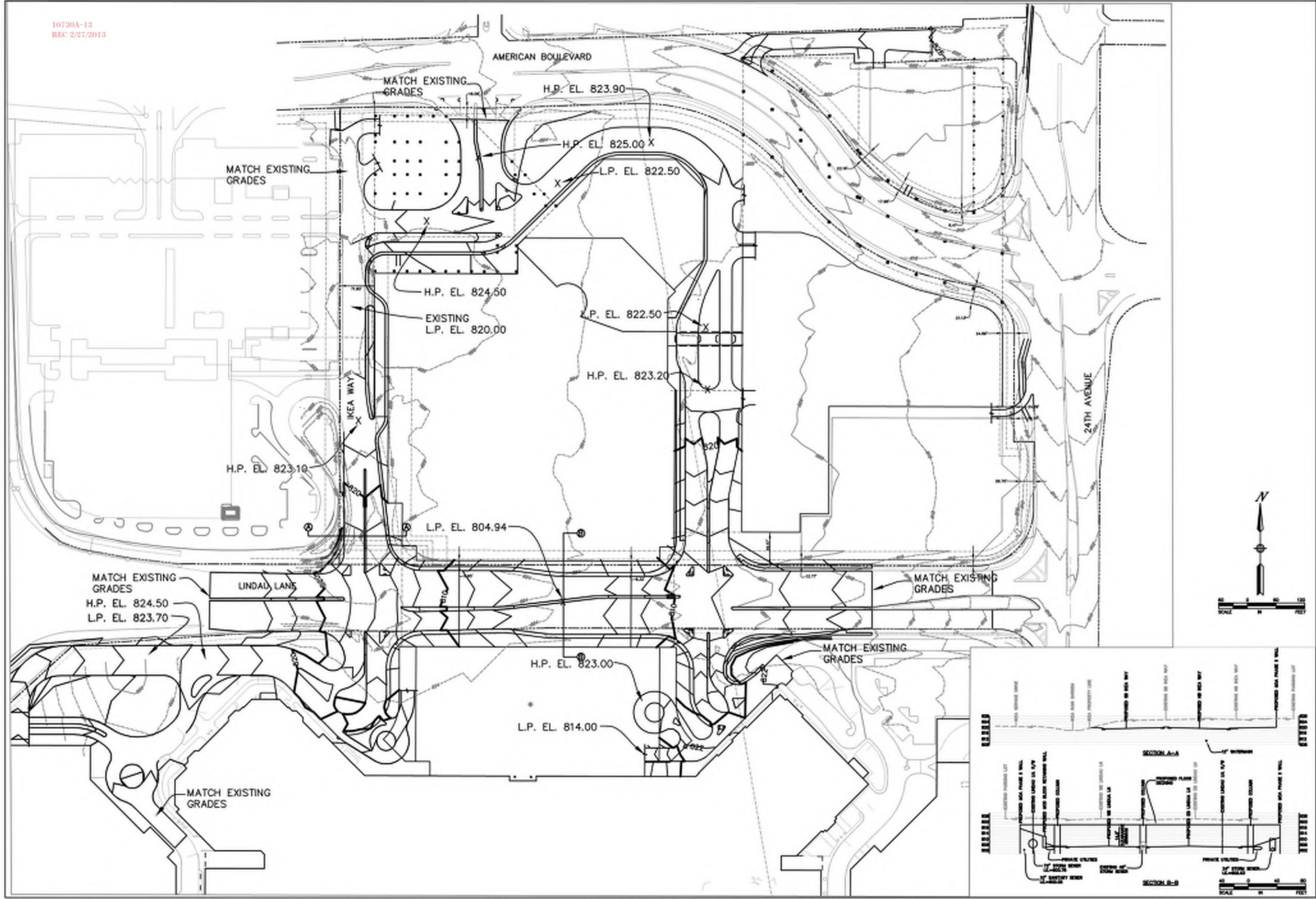
REMOVAL PLAN

Project: 10730A-13 Drawing Number: C103
Date: April 15, 2013
Drawn By: [Signature]
Checked By: [Signature]



Number: 10730A-13

10730A-13
REC 2/27/2013



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Baker Tower Building, Suite 7100
100 North Sixth Street
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No.	Date	Revision Description	No.	Date	Revision Description
1	1/15/13	POP ELEMENTS			
2	2/7/13	REVISE POP ELEMENTS			
3	2/7/13	PROGRESS SET			

MALL OF AMERICA EXPANSION
CITY OF BLOOMINGTON, MINNESOTA



GRADING PLAN

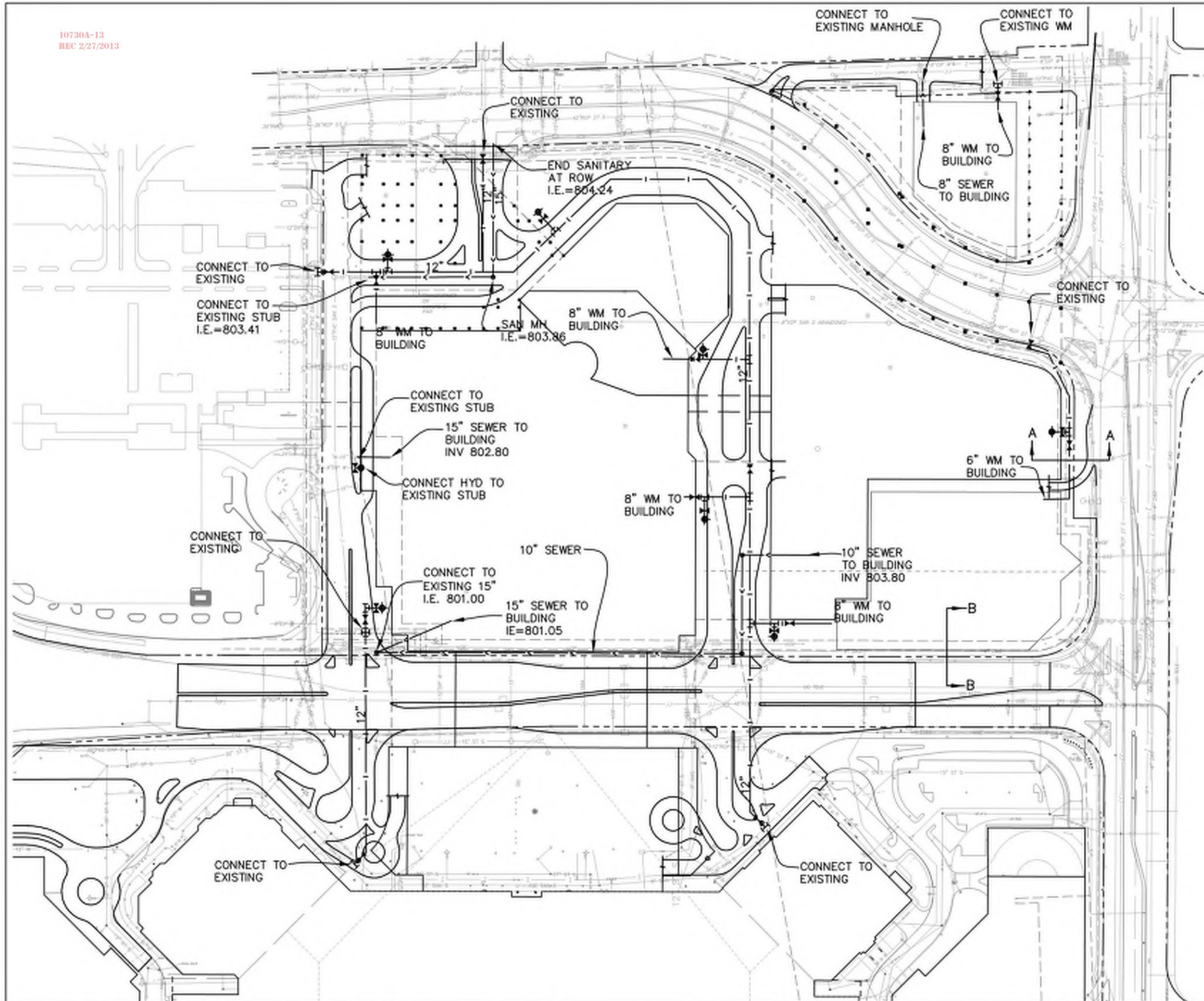
Project: 10730A-13
Date: April 26, 2012
Drawn by: [Signature]
Checked by: [Signature]

C104

Key Plan

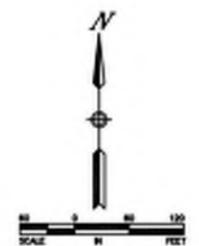
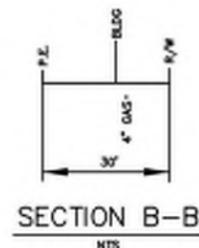
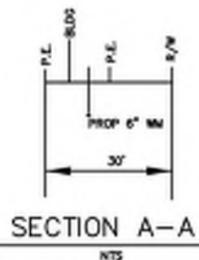


Scale: 1" = 40' 0"



LEGEND

- EXISTING SANITARY
- EXISTING WATERMAIN
- PROPOSED WATERMAIN
- PROPOSED SANITARY
- ◆ PROPOSED GATE VALVE
- ◆ PROPOSED HYDRANT
- PROPOSED MANHOLE



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I hereby certify that this plan, specification, or report was prepared by me or under my direct supervision, and that I am a duly Licensed Engineer under the laws of the State of Minnesota.

Printed Name: _____
Signature: _____
Date: _____ License #: _____

No.	Date	Revision Description	No.	Date	Revision Description
1	4/25/09	POP SEWER/WM			
2	5/2/09	REVISED POP SEWER/WM			
3	6/2/09	PROGRESS SET			

MALL OF AMERICA EXPANSION
CITY OF BLOOMINGTON, MINNESOTA



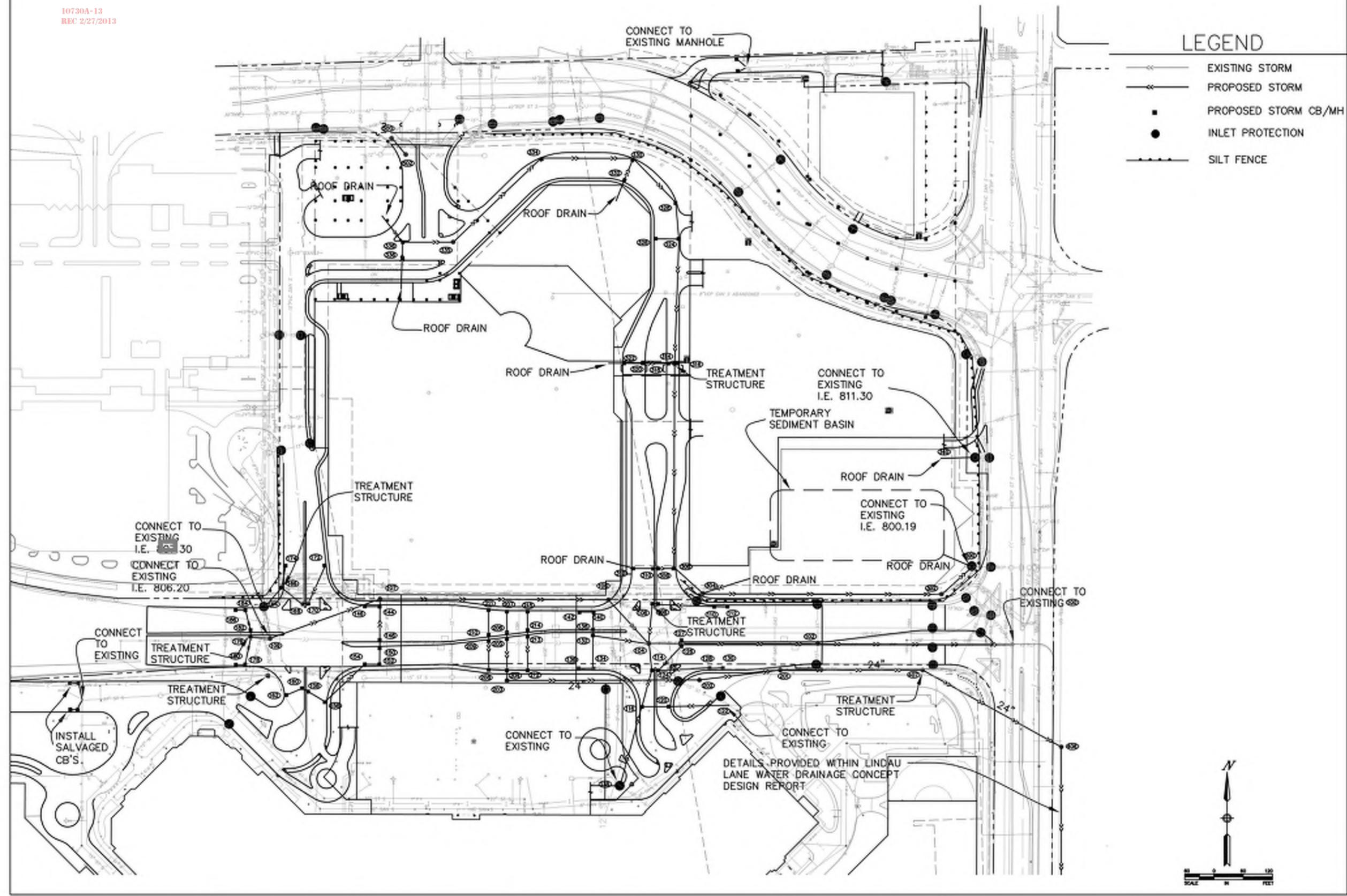
MASTER UTILITY PLAN

Project: 006/1042 Drawing Number: C105
Date: April 26, 2009
Drawn By: _____
Checked by: _____

Key Plan



10730A-13
REC 2/27/2013



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No.	Date	Revision Description	No.	Date	Revision Description
1	1/25/12	POP SUBMITTAL			
2	2/7/12	REVISED POP SUBMITTAL			
3	2/7/12	PROGRESS SET			

MALL OF AMERICA EXPANSION
CITY OF BLOOMINGTON, MINNESOTA

Key Plan

DRAINAGE & EROSION CONTROL PLAN

Project: 10730A-13 Drawing Number: C106
Date: April 26, 2012
Drawn by: [Signature]
Checked by: [Signature]

ID No.	Pipe Tn"	Area (sq)	C	Int Int (in/hr)	Int T (min)	Int CIA (cfs)	Total A (ac)	Wtd C	Tot Tc (min)	Tot Flow (cfs)	Pond W (ft)	Tot Int Q	Int Q (cfs)	Byp Q (cfs)
MH 102	0.013	0	0.5	10.06	5	0	8.16	0.9	10.66	62.25	0	0	0	0
MH 104	0.013	0	0.5	10.06	5	0	8.16	0.9	9.78	62.04	0	0	0	0
MH 105	0.013	0	0.5	10.06	5	0	4.48	0.9	9.2	35.35	0	0.14	0.14	0
MH 107	0.013	0	0.5	10.06	5	0	4.48	0.9	7.55	37.35	0	3.38	3.38	0
MH 109	0.013	0	0.5	10.06	5	0	2.11	0.9	6.49	16.44	0	0.46	0.46	0
MH 144	0.013	0.11	0.9	10.08	5	1	2.37	0.9	6.61	19	8.17	3.14	2.23	0.91
MH 146	0.013	0.47	0.9	10.06	5	4.29	0.47	0.9	5	3.02	9.83	5.16	3.02	2.14
MH 148	0.013	0.04	0.9	10.06	5	0.37	1.79	0.9	6.51	14.15	3.64	0.37	0.37	0
MH 150	0.013	0.04	0.9	10.06	5	0.37	1.75	0.9	6.49	13.83	3.64	0.37	0.37	0
MH 152	0.013	0.08	0.9	10.06	5	0.73	1.71	0.9	6.44	13.51	10.1	5.61	3.16	2.45
MH 154	0.013	0.49	0.9	10.06	5	4.47	1.63	0.9	6.38	10.43	12	8.9	4.01	4.88
MH 156	0.013	0.32	0.9	10.06	5	2.92	1.14	0.9	6.16	6.75	8.87	2.92	1.95	0.97
MH 158	0.013	0.18	0.9	10.06	5	1.64	0.82	0.9	6.05	4.97	7.15	1.64	1.31	0.33
MH 160	0.013	0.35	0.9	9.64	6	3.06	0.64	0.9	6	3.74	9.03	3.06	2.02	1.05
MH 162	0.013	0.29	0.9	10.06	5	2.65	0.29	0.9	5	1.83	8.55	2.65	1.83	0.82
MH 164	0.013	0	0.5	10.06	5	0	0.61	0.9	6.29	5.42	0	0	0	0
MH 166	0.013	0.09	0.9	10.06	5	0.82	0.61	0.9	6.14	5.45	18	2.33	2.33	0
MH 168	0.013	0	0.5	10.06	5	0	0.3	0.9	5.67	1.79	0	0	0	0
MH 170	0.013	0	0.5	10.06	5	0	0.3	0.9	5.59	1.8	0	0	0	0
MH 172	0.013	0.3	0.9	10.06	5	2.74	0.3	0.9	5	1.87	8.66	2.74	1.67	0.67
MH 174	0.013	0.22	0.9	10.08	5	2.01	0.22	0.9	5	1.51	7.71	2.01	1.51	0.5
MH 176	0.013	0	0.5	10.06	5	0	1.5	0.9	5.21	11.3	0	0	0	0
MH 178	0.013	0	0.5	10.06	5	0	0.78	0.9	5.07	5.84	7.98	3.69	2.43	1.26
MH 180	0.013	0.78	0.9	10.06	5	7.12	0.78	0.9	5	3.44	10.2	7.12	3.44	3.69
MH 182	0.013	0	0.5	10.06	5	0	0.72	0.9	5.18	5.52	0	0	0	0
MH 184	0.013	0	0.5	10.06	5	0	0.72	0.9	5.08	5.54	7.63	3.27	2.26	1.01
MH 186	0.013	0.72	0.9	10.06	5	6.57	0.72	0.9	5	3.3	9.91	6.57	3.3	3.27
MH 106	0.013	0	0.5	10.06	5	0	1.63	0.9	5.78	12.99	8.75	2.82	1.91	0.91
MH 108	0.013	0.45	0.9	10.06	5	4.11	1.63	0.9	5.76	11.1	10.9	5.16	2.84	2.32
MH 110	0.013	0	0.5	10.06	5	0	0.3	0.9	5.19	2.66	5.63	0.87	0.81	0.06
MH 300	0.013	1.79	0.9	7.04	5	11.44	23	0.9	8.75	124.7	0	11.44	11.44	0
MH 302	0.013	0	0.5	7.04	5	0	19.72	0.9	8.59	107.6	0	0	0	0
MH 304	0.013	0	0.5	7.04	5	0	19.72	0.9	7.68	111.7	0	0	0	0
MH 306	0.013	0.88	0.9	7.04	5	5.82	17.84	0.9	7.52	101.7	0	5.82	5.82	0
MH 308	0.013	0	0.5	7.04	5	0	4.1	0.9	7.14	23.77	0	0	0	0
MH 310	0.013	0	0.5	7.04	5	0	4.1	0.9	7.11	23.8	0	0	0	0
MH 312	0.013	0	0.5	7.04	5	0	4.1	0.9	7.05	23.87	0	0	0	0
ROOF - H	0.013	4.1	0.9	6.43	7	23.91	4.1	0.9	7	23.91	855	23.91	23.91	0
MH 314	0.013	0.98	0.9	7.04	5	6.26	12.86	0.9	6.99	75.05	0	6.26	6.26	0
MH 316	0.013	0	0.5	7.04	5	0	2.08	0.9	5.03	13.15	0	0	0	0
MH 318	0.013	0	0.5	7.04	5	0	2.56	0.9	5.24	16.17	0	0	0	0
MH 320	0.013	0	0.5	7.04	5	0	2.56	0.9	5.15	16.24	0	0	0	0
MH 322	0.013	0	0.5	7.04	5	0	2.56	0.9	5.08	16.3	0	0	0	0
ROOF - E	0.013	2.56	0.9	7.04	5	16.36	2.56	0.9	5	16.36	399	16.36	16.36	0
ROOF - F	0.013	2.06	0.9	7.04	5	13.16	2.06	0.9	5	13.16	258	13.16	13.16	0
ROOF - J	0.013	1.88	0.9	6.72	6	11.46	1.88	0.9	6	11.46	195	11.46	11.46	0
MH 324	0.013	0	0.5	7.04	5	0	7.26	0.9	6.76	42.8	0	0	0	0
MH 326	0.013	1.1	0.9	7.04	5	7.03	1.1	0.9	5	7.03	79.9	7.03	7.03	0
MH 328	0.013	0	0.5	7.04	5	0	0	0.5	5	0	0	0	0	0
MH 330	0.013	0	0.5	7.04	5	0	6.16	0.9	6.38	36.93	0	0	0	0
MH 332	0.013	0	0.5	7.04	5	0	6.16	0.9	5.81	37.89	0	0	0	0
MH 334	0.013	0	0.5	7.04	5	0	2.38	0.9	5.06	15.16	0	0	0	0
ROOF - C	0.013	2.38	0.9	7.04	5	15.21	2.38	0.9	5	15.21	345	15.21	15.21	0
MH 336	0.013	0	0.5	7.04	5	0	3.78	0.9	5.42	23.67	0	0	0	0
ROOF - B	0.013	2.89	0.9	7.04	5	18.47	2.89	0.9	5	18.47	509	18.47	18.47	0
MH 338	0.013	0	0.5	7.04	5	0	0.89	0.9	5.25	5.62	0	0	0	0
ROOF - A	0.013	0.89	0.9	7.04	5	5.89	0.89	0.9	5	5.89	47.6	5.89	5.89	0
MH 340	0.013	1.49	0.9	7.04	5	9.52	1.49	0.9	5	9.52	0	9.52	9.52	0



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606.500.3300 toll free | www.sehinc.com

I hereby certify that this plan, specification, or report was prepared by me or under my direct supervision, and that I am a duly Licensed Engineer under the laws of the State of Minnesota.

Printed Name: _____

Signature: _____

Date: _____ License #: _____

No.	Date	Revision Description	No.	Date	Revision Description
1	4/15/08	POP SUBMITTAL			
2	5/1/08	REVISION POP SUBMITTAL			
3	6/1/08	PROGRESS SET			

MALL OF AMERICA EXPANSION
CITY OF BLOOMINGTON, MINNESOTA



Key Plan

DRAINAGE FLOW
CALCULATIONS

Project: 1006/1012 Drawing Number: C109
Date: April 16, 2008
Drawn By: [Signature]
Checked By: [Signature]



10730A-13
REC 2/27/2013

986
R.T. DOC. NO. 1937920

REGISTERED VOL. 2229 PAGE 6641416

MALL OF AMERICA

KNOW ALL MEN BY THESE PRESENTS: That the PORT AUTHORITY OF THE CITY OF BLOOMINGTON, a Minnesota public body politic and corporate organized under the laws of the State of Minnesota, owner and proprietor of the following described property situated in the County of Hennepin, State of Minnesota, to wit:

Lot 1, Block 1; Lot 1, Block 2; Lot 1, Block 3; Lot 1, Block 4; Lot 1, Block 5; Lot 1, Block 6; AIRPORT SOUTH ADDITION, according to the plat thereof on file or of record in the office of the Registrar of Titles in and for said County.

Those portions of vacated 20th Avenue South; vacated 23rd Avenue South; vacated East 81st Street; vacated East 82nd Street; vacated East 83rd Street; vacated Killebrew Drive; vacated State Highway No. 77; all as dedicated in the plat of AIRPORT SOUTH ADDITION; and that part of HENNEPIN COUNTY STATE AID HIGHWAY NO. 1, PLAT 64 embraced within said plat of AIRPORT SOUTH ADDITION, described as follows:

Beginning at the Northerly point of curvature on the East line of Block 2, AIRPORT SOUTH ADDITION; thence on an assumed bearing of South 00 degrees 24 minutes 27 seconds West along said East line and along the Southerly extension of said East line to the most Easterly line of Block 3, AIRPORT SOUTH ADDITION; thence Southerly, Southwesterly and Westerly along the most Easterly, the Southeasterly and the Southerly lines of said Block 3 to an angle point in said Southerly line, said angle point being the intersection of the two tangential lines as shown on said Southerly line; thence Westerly along said Southerly line and along the Westerly extension of said Southerly line a distance of 602.12 feet; thence North 87 degrees 52 minutes 49 seconds West a distance of 1067.73 feet; thence North 48 degrees 46 minutes 54 seconds West a distance of 226.00 feet; thence North 04 degrees 21 minutes 56 seconds East to the Westerly line of Block 6, AIRPORT SOUTH ADDITION; thence Northerly, Northeasterly and Easterly along the Westerly, the Northwesterly and the Northerly lines of said Block 6 to the intersection with a line herein-after referred to as Line "A":

Line "A" is described as beginning at said Northerly point of curvature on the East line of Block 2; thence North 00 degrees 24 minutes 27 seconds East along the Northerly extension of said East line of Block 2 a distance of 28 feet; thence Northwesterly 141.80 feet along a tangential curve concave to the Southwest, having a radius of 90.00 feet and a central angle of 90 degrees 16 minutes 18 seconds; thence North 89 degrees 51 minutes 51 seconds West a distance of 1394.04 feet; thence South 86 degrees 08 minutes 06 seconds West to said Northerly line of Block 6 and said Line "A" there terminating;

thence Easterly, Southeasterly and Southerly along said Line "A" to the point of beginning.

Has caused the same to be surveyed and platted as MALL OF AMERICA and does hereby donate and dedicate to the public, for public use forever, the street, drive, and drainage and utility easements as shown on said plat.

In witness whereof said PORT AUTHORITY OF THE CITY OF BLOOMINGTON, a Minnesota public body politic and corporate organized under the laws of the State of Minnesota, has caused these presents to be signed by its proper officers and its corporate seal to be hereunto affixed this 15TH day of JUNE, 1988.

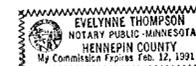
PORT AUTHORITY OF THE CITY OF BLOOMINGTON

SIGNED: Robert O. Erickson its President and Clark E. Arneson its Administrator

STATE OF MINNESOTA
COUNTY OF Hennepin

The foregoing instrument was acknowledged before me this 15th day of June, 1988, by Robert O. Erickson its President and Clark E. Arneson its Administrator of said PORT AUTHORITY OF THE CITY OF BLOOMINGTON, a Minnesota public body politic and corporate organized under the laws of the State of Minnesota, on behalf of said corporation.

Evelynne Thompson
Notary Public, Hennepin County, Minnesota
My Commission Expires 2-14-91



I hereby certify that I have surveyed and platted the property described on this plat as MALL OF AMERICA; that this plat is a correct representation of said survey; that all distances are correctly shown on said plat in feet and hundredths of a foot; that all monuments have been correctly placed in the ground as shown on said plat; that the outside boundary lines are correctly designated on said plat; and that there are no wetlands to be designated on said plat.

Edward H. Sunde
Edward H. Sunde, Land Surveyor
Minnesota License No. 8612

STATE OF MINNESOTA
COUNTY OF HENNEPIN

The foregoing Surveyor's Certificate was acknowledged before me this 9TH day of JUNE, 1988, by Edward H. Sunde, Minnesota Land Surveyor.

John K. Barnes
Notary Public, Hennepin County, MINNESOTA
My Commission Expires SEPTEMBER 26, 1991



BLOOMINGTON, MINNESOTA

This plat of MALL OF AMERICA was approved and accepted by the City Council of the City of Bloomington, Minnesota at a regular meeting thereof, held this 23RD day of MAY, 1988. If applicable, the written comments and recommendations of the Commissioner of Transportation and the County Highway Engineer have been received by the City or the prescribed 30 day period has elapsed without receipt of such comments and recommendations as provided by Minn. Statutes, Section 505.03, Subd. 2.

CITY COUNCIL OF BLOOMINGTON, MINNESOTA

BY: W.K. Zylgaj its Mayor

PROPERTY TAX AND PUBLIC RECORDS DEPARTMENT, Hennepin County, Minnesota

I hereby certify that taxes payable in 1988 and prior years have been paid for land described on this plat. Dated this 16TH day of JUNE, 1988.

Dale G. Folstad, Hennepin County Auditor

SURVEY DIVISION, Hennepin County, Minnesota

Pursuant to Chapter 810, Minnesota Laws of 1969, this plat has been approved this 16TH day of JUNE, 1988.

Bernard H. Larson, Hennepin County Surveyor

REGISTRAR OF TITLES, Hennepin County, Minnesota

I hereby certify that the within plat of MALL OF AMERICA was filed for record in this office this 16TH day of JUNE, 1988, at 9:00 o'clock A.M.

R. Dan Carlson, Registrar of Titles

BY: R. Odegaard Deputy

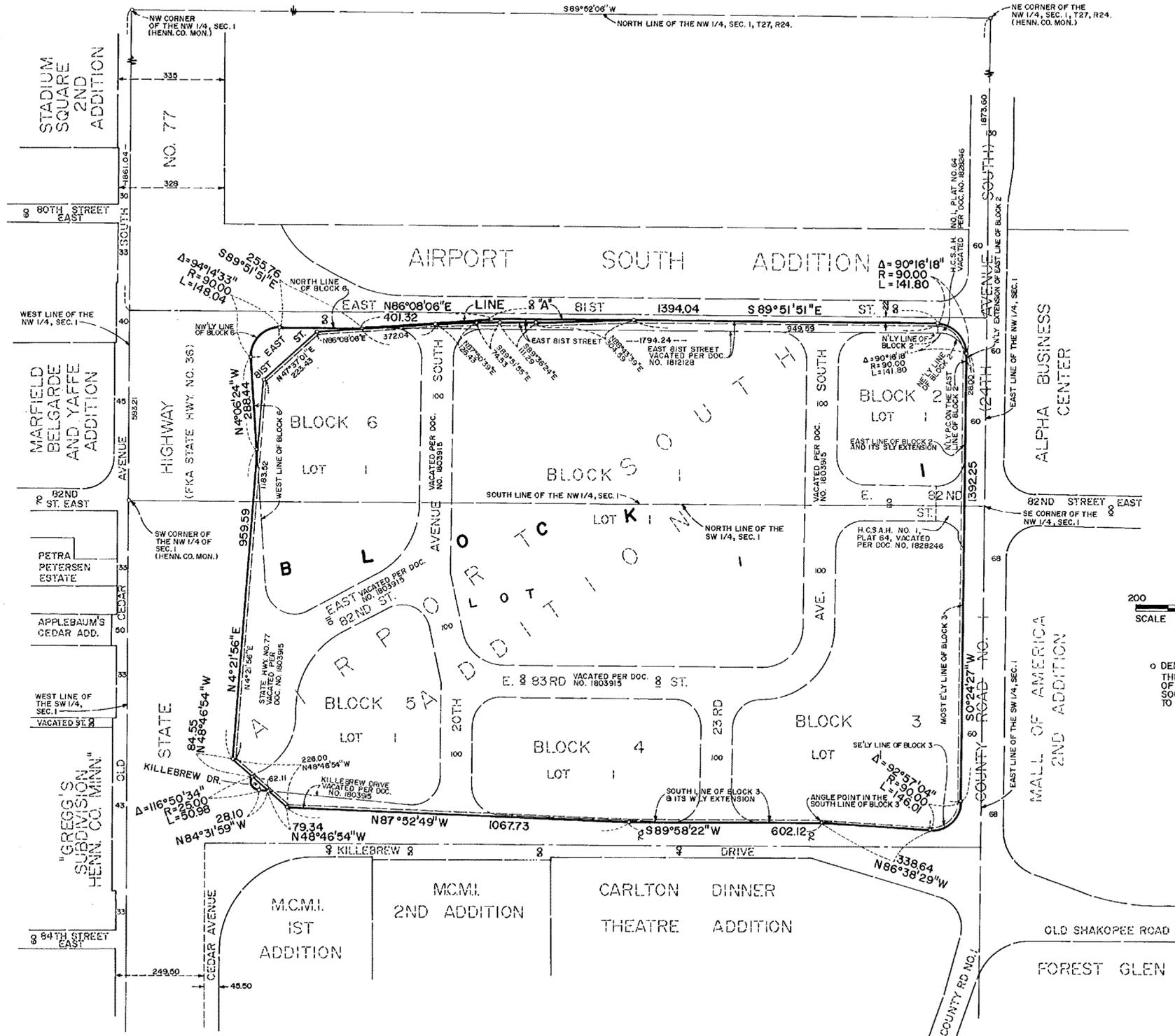
Sunde Land Surveying Inc.

PLAT - 30 -
EXCISE - 20 -
EASE - 10 -
EASE - 10 -
20 (2) 20 -
\$ 71.00



MALL OF AMERICA

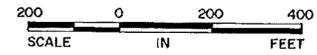
10730A-13
REC 2/27/2013



DRAINAGE AND UTILITY EASEMENTS ARE SHOWN THUS:



BEING 10 FEET IN WIDTH AND ADJOINING STREET LINES, AS SHOWN ON THE PLAT.



o DENOTES IRON MONUMENT THE MOST EASTERLY LINE OF BLOCK 3, AIRPORT SOUTH ADDITION IS ASSUMED TO BEAR S0°24'27"W.

Sunde Land Surveying Inc.

R.T. DOC. NO. 1915264
C.R. DOC. NO. 5389393

REGISTERED VOL. 2302 PAGE 685466

MALL OF AMERICA 2ND ADDITION

10730A-13
REV. 2/27/2013

KNOW ALL MEN BY THESE PRESENTS: That the PORT AUTHORITY OF THE CITY OF BLOOMINGTON, a public body politic and corporate organized under the laws of the State of Minnesota, owner and proprietor of the following described property situated in the County of Hennepin, State of Minnesota, to wit:

That part of the Northwest Quarter of the Southeast Quarter, Section 1, Township 27, Range 24, West of the 4th P.M. described as follows: Beginning at the Northeast corner of said Northwest Quarter of Southeast Quarter of said Section 1, thence West along the North line of said Northwest Quarter, 660 feet; thence South 330 feet, thence East and parallel with the North line of said Northwest Quarter of Southeast Quarter 660 feet to the East line of the Northwest Quarter the Southeast Quarter of said Section 1, thence North to the point of beginning.

The boundaries of the above described tract have been judicially determined and the corners marked by Judicial monuments set pursuant to District Court Order A-19306.

The Northwest Quarter of the Southeast Quarter, Section 1, Township 27, Range 24, Hennepin County, Minnesota, except the following described parcels:

Beginning at the Northeast corner of said Northwest Quarter of Southeast Quarter of said Section 1, thence West along the North line of said Northwest Quarter, 660 feet; thence South 330 feet, thence East and parallel with the North line of said Northwest Quarter of Southeast Quarter 660 feet to the East line of the Northwest Quarter of Southeast Quarter of said Section 1, thence North to the point of beginning.

Also except all that part of the Northwest Quarter of the Southeast Quarter of Section 1, Township 27, Range 24, which has been platted as H.C.S.A.H. 1, Plat 64, as per C.R. Document Number 5132878.

And also except all that part of the Northwest Quarter of the Southeast Quarter of Section 1, Township 27, Range 24, which lies southerly of a line drawn parallel with and distant 24 feet northerly of the following described line:

Commencing at a point on the south line of the Northwest 1/4 of the Southeast Quarter of Section 1, Township 27, Range 24, distant 661.11 feet east of the Southwest corner thereof; thence run northerly at right angles to said south line for a distance of 12 feet to the actual point of beginning of the line being described; thence deflect left at an angle of 90 degrees for a distance of 100 feet; thence deflect right along a tangential curve having a radius of 716.20 feet (delta angle 20 degrees 30 minutes 47 seconds) for a distance of 256.41 feet; thence tangent to said curve for a distance of 183.39 feet; thence deflect right along a tangential curve having a radius of 189 feet for a distance of 133 feet more or less to intersection with a line drawn parallel with and 60 feet easterly of the west line of said Northwest 1/4 of the Southeast Quarter and there terminating.

Has caused the same to be surveyed and platted as MALL OF AMERICA 2ND ADDITION and does hereby donate and dedicate to the public, for public use forever, the street, roads, avenue and drainage and utility easements as shown on the plat.

In witness whereof said PORT AUTHORITY OF THE CITY OF BLOOMINGTON, a public body politic and corporate organized under the laws of the State of Minnesota, has caused these presents to be signed by its proper officers and its corporate seal to be hereunto affixed this 17th day of MARCH, 1988.

PORT AUTHORITY OF THE CITY OF BLOOMINGTON

SIGNED: Robert O. Erickson, its President and Clark E. Arneson, its Administrator
ROBERT O. ERICKSON CLARK E. ARNESON

STATE OF MINNESOTA
COUNTY OF HENNEPIN

The foregoing instrument was acknowledged before me this 17th day of MARCH, 1988 by Robert O. Erickson, its President, and Clark E. Arneson, its Administrator, of said PORT AUTHORITY OF THE CITY OF BLOOMINGTON, a public body politic and corporate under the laws of the State of Minnesota, on behalf of said public body.

Joanna Toel
Notary Public, Hennepin County, Minnesota
My Commission Expires 4/28/90

I hereby certify that I have surveyed and platted the property described on this plat as MALL OF AMERICA 2ND ADDITION; that this plat is a correct representation of said survey; that all distances are correctly shown on said plat in feet and hundredths of a foot; that all monuments have been correctly placed in the ground as shown on said plat; that the outside boundary lines are correctly designated on said plat; and that there are no wetlands to be designated on said plat.

Arvid T. Bodin
Arvid T. Bodin, Land Surveyor
Minnesota License No. 9396

STATE OF MINNESOTA
COUNTY OF HENNEPIN

The foregoing Surveyor's Certificate was acknowledged before me this 23rd day of MARCH, 1988 by Arvid T. Bodin, Land Surveyor.

Don J. Mattson
DON J. MATTSO
NOTARY PUBLIC-MINNESOTA
HENNEPIN COUNTY
My Commission Expires May 5, 1992

Don J. Mattson
Notary Public, Hennepin County, Minnesota
My Commission Expires 5/6/92

BLOOMINGTON, MINNESOTA

This plat of MALL OF AMERICA 2ND ADDITION was approved and accepted by the City Council of the City of Bloomington, Minnesota at a regular meeting thereof, held this 23rd day of MARCH, 1988. If applicable, the written comments and recommendations of the Commissioner of Transportation and the County Highway Engineer have been received by the City or the prescribed 30-day period has elapsed without receipt of such comments and recommendations as provided by Minn. Statutes, Section 505.03, Subd. 2.

CITY COUNCIL OF BLOOMINGTON, MINNESOTA

By: W.K. Laughinghouse its Mayor By: John A. Pidgeon its Manager

PROPERTY TAX AND PUBLIC RECORDS DEPARTMENT, Hennepin County, Minnesota

I hereby certify that taxes payable in 1988 and prior years have been paid for land described on this plat. Dated this 17th day of MARCH, 1988.

Dale G. Folstad, Hennepin County Auditor By: William Cheloff Deputy

SURVEY DIVISION, HENNEPIN COUNTY, MINNESOTA

Pursuant to Chapter 810, Minnesota Laws of 1969, this plat has been approved this 18th day of March, 1988.

Bernard H. Larson, Hennepin County Surveyor By: Peter C. Juhala

REGISTRAR OF TITLES, Hennepin County, Minnesota

I hereby certify that the within plat of MALL OF AMERICA 2ND ADDITION was filed for record in this office this 18th day of MARCH, 1988 at 9:00 o'clock A.M.

R. Dan Carlson, Registrar of Titles By: R. O. O'Connell Deputy

COUNTY RECORDER, Hennepin County, Minnesota

I hereby certify that the within plat of MALL OF AMERICA 2ND ADDITION was filed for record in this office this 23rd day of March, 1988 at 8:20 o'clock A.M.

R. Dan Carlson, County Recorder By: L.A. Vogel Deputy

CALL
MADE WITH Doc #
881-5811
EXT 259
6M-T08B109
O.D.
685466

FILE NO. 9232

MALL OF AMERICA 3RD ADDITION

1213
R.T. DOC. NO. 2211073

REGISTERED VOL. 2432 PAGE 725081

10730A-13
RUC 2/27/2013

KNOW ALL MEN BY THESE PRESENTS: That the MALL OF AMERICA COMPANY, a Minnesota general partnership, owner and proprietor of the following described property situated in the County of Hennepin, State of Minnesota, to wit:

Lot 1, Block 1, MALL OF AMERICA, according to the plat thereof on file or of record in the office of the Registrar of Titles in and for said County.

Has caused the same to be surveyed and platted as MALL OF AMERICA 3RD ADDITION and does hereby donate and dedicate to the public, for public use forever, the drainage and utility easements as shown on said plat.

In witness whereof said MALL OF AMERICA COMPANY, a Minnesota general partnership, has caused these presents to be signed by the proper officer of Si-Minn, Inc., a general partner of Si-Minn Developers Limited Partnership, a general partner of said MALL OF AMERICA COMPANY this 10th day of October, 1991.

MALL OF AMERICA COMPANY
BY: SI-MINN DEVELOPERS LIMITED PARTNERSHIP
BY: SI-MINN, INC., ITS GENERAL PARTNER OF SI-MINN DEVELOPERS LIMITED PARTNERSHIP

SIGNED BY: [Signature] its Vice President

STATE OF Indiana
COUNTY OF Marion

The foregoing instrument was acknowledged before me this 10th day of Oct, 1991 by [Signature] its Vice President of said Si-Minn, Inc., a general partner of Si-Minn Developers Limited Partnership, a general partner of MALL OF AMERICA COMPANY, a Minnesota general partnership, on behalf of said partnership.

DEBORAH K. BRIDDLE
NOTARY PUBLIC STATE OF INDIANA
SHELBY COUNTY
MY COMMISSION EXPIRES OCT 15, 1994

[Signature]
Notary Public, Shelby County, Indiana
My Commission Expires Oct 15, 1994

I hereby certify that I have surveyed and platted the property described on this plat as MALL OF AMERICA 3RD ADDITION; that this plat is a correct representation of said survey; that all distances are correctly shown in feet and hundredths of a foot; that all monuments have been correctly placed in the ground as shown; that the outside boundary lines are correctly designated; and that there are no wetlands or public highways to be designated on said plat.

[Signature]
Edward H. Sunde, Land Surveyor
Minnesota License No. 8612

STATE OF MINNESOTA
COUNTY OF HENNEPIN

The foregoing surveyor's certificate was acknowledged before me this 9th day of October, 1991 by Edward H. Sunde, Land Surveyor.

SUSAN A. McMONAGLE
NOTARY PUBLIC - MINNESOTA
HENNEPIN COUNTY
My Commission Expires Oct. 29, 1994

[Signature]
Notary Public, Hennepin County, Minnesota
My Commission Expires October 29, 1994

BLOOMINGTON, MINNESOTA

This plat of MALL OF AMERICA 3RD ADDITION was approved and accepted by the City Council of the City of Bloomington, Minnesota, at a regular meeting thereof held this 4th day of FEBRUARY, 1991. If applicable, the written comments and recommendations of the Commissioner of Transportation and the County Highway Engineer have been received by the City or the prescribed 30 day period has elapsed without receipt of such comments and recommendations, as provided by Minn. Statutes, Section 505.03, Subd. 2.

CITY COUNCIL OF Bloomington, MINNESOTA

BY: [Signature], its Mayor
its Manager

BY: [Signature]

PROPERTY TAX AND PUBLIC RECORDS DEPARTMENT, Hennepin County, Minnesota

I hereby certify that taxes payable in 1991 and prior years have been paid for land described on this plat. Dated this 22nd day of OCT, 1991.

Patrick H. O'Connor, Hennepin County Auditor
Deputy

BY: [Signature]

SURVEY DIVISION, Hennepin County, Minnesota

Pursuant to Chapter 810, Minnesota Laws of 1969, this plat has been approved this 22nd day of October, 1991.

Bernard H. Larson, Hennepin County Surveyor

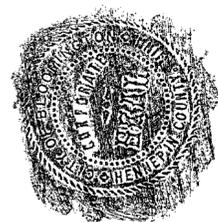
BY: [Signature]

REGISTRAR OF TITLES, Hennepin County, Minnesota

I hereby certify that the within plat of MALL OF AMERICA 3RD ADDITION was filed in this office this 22nd day of October, 1991 at nine o'clock a.M.

R. Dan Carlson, Registrar of Titles

BY: [Signature]



Sunde Land Surveying Inc.

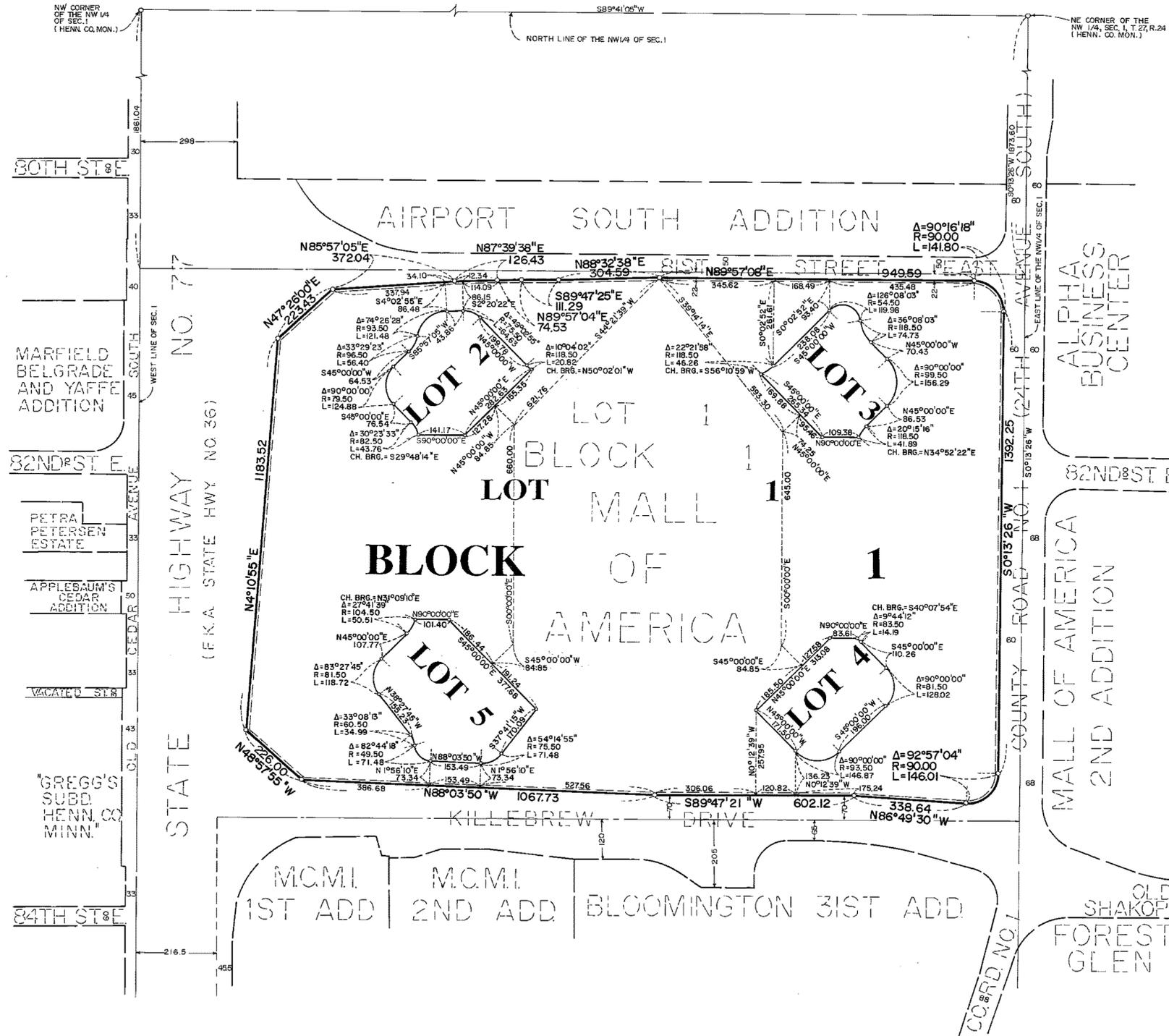
MALL OF AMERICA 3RD ADDITION

1213
R.T. DOC. NO. 2211073
REGISTERED VOL. 2432 PAGE 725081

10730A-13
REC 2/27/2013

NW CORNER OF THE NW 1/4 OF SEC. 1 (HENN. CO. MON.)

NE CORNER OF THE NW 1/4, SEC. 1, T. 27, R. 24 (HENN. CO. MON.)



DRAINAGE AND UTILITY EASEMENTS ARE SHOWN THUS:

BEING 10 FEET IN WIDTH AND ADJOINING STREET LINES, AS SHOWN ON THE PLAT.

○ DENOTES IRON MONUMENT

THE EAST LINE OF THE NW 1/4 OF SEC. 1, TWP. 27, RGE. 24, IS ASSUMED TO BEAR S0°13'26"W

BEARINGS SHOWN ARE ROTATED 0°11'01" COUNTERCLOCKWISE FROM THE PLAT OF MALL OF AMERICA

CS
AB

MALL OF AMERICA 4TH ADDITION

17DEC91 8:08 A 5855514 Doc #30.00
R.T. DOC. NO. 2222351
C.R. DOC. NO. 5855514
REGISTERED VOL. 2396 PAGE 714459

10730A-13
REC 2/27/2013

704y Stusse
381 5811

FILE NO. 9804

KNOW ALL MEN BY THESE PRESENTS: That the PORT AUTHORITY OF THE CITY OF BLOOMINGTON, a public body politic and corporate organized under the laws of the State of Minnesota, owner and proprietor of the following described property situated in the County of Hennepin, State of Minnesota, to wit:

Lot 1, Block 1, MALL OF AMERICA 2ND ADDITION; together with that part of vacated Old Shakopee Road, lying westerly, northwesterly and northerly, of the following described line:

Commencing at the most northerly point on the easterly line of Lot 1, Block 1, MALL OF AMERICA 2ND ADDITION, according to the recorded plat thereof; thence S0°10'33"E, assumed bearing, along said east line a distance of 1000.60 feet to the point of beginning of the line to be described; thence continuing S0°10'33"E a distance of 5.00 feet; thence south, southwesterly and westerly a distance of 142.01 feet along a tangential curve, concave to the northwest, having a central angle of 90°24'25", and a radius of 90.00 feet; thence N89°46'08"W a distance of 608.81 feet; thence N78°18'06"W a distance of 28.08 feet, more or less, to the intersection with the southerly line of said Lot 1, Block 1, and there terminating.

The registered portion of the above described property is as follows:

That part of Lot 1, Block 1, MALL OF AMERICA 2ND ADDITION, embraced within the following described property: That part of the Northwest Quarter of the Southeast Quarter, Section 1, Township 27, Range 24, West of the 4th P.M. described as follows: Beginning at the Northeast corner of the said Northwest Quarter of Southeast Quarter of said Section 1, thence West along the North line of said Northwest Quarter, 660 feet; thence South 330 feet, thence East and parallel with the North line of said Northwest Quarter of Southeast Quarter 660 feet to the East line of Northwest Quarter of Southeast Quarter of said Section 1, thence North to the point of beginning.

The boundaries of the above described tract have been judicially determined and the corners marked by Judicial monuments set pursuant to District Court Order A-19306.

Has caused the same to be surveyed and platted as MALL OF AMERICA 4TH ADDITION and does hereby donate and dedicate to the public, for public use forever, the road, avenue, and drainage and utility easements as shown on said plat.

In witness whereof said PORT AUTHORITY OF THE CITY OF BLOOMINGTON, a public body politic and corporate organized under the laws of the State of Minnesota, has caused these presents to be signed by its proper officers this 9th day of December, 1991.

PORT AUTHORITY OF THE CITY OF BLOOMINGTON
SIGNED: [Signature] Its President Clark E. Arneson Its Administrator
Clark E. Arneson

STATE OF MINNESOTA
COUNTY OF HENNEPIN
The foregoing instrument was acknowledged before me this 9th day of December, 1991, by Lloyd Bergquist, its President, and Clark E. Arneson, its Administrator, of said PORT AUTHORITY OF THE CITY OF BLOOMINGTON, a public body politic and corporate under the laws of the State of Minnesota, on behalf of said public body.



Karen Kraemer
Notary Public, Hennepin County, Minnesota
My Commission expires 12-2-95

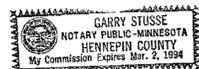
I hereby certify that I have surveyed and platted the property described on this plat as MALL OF AMERICA 4TH ADDITION; that this plat is a correct representation of said survey; that all distances are correctly shown on said plat in feet and hundredths of a foot; that all monuments have been correctly placed in the ground as shown on said plat; that the outside boundary lines are correctly designated on said plat; and that there are no wetlands to be designated on said plat.

Leland C.N. Smith
Leland C.N. Smith, Land Surveyor
Minnesota License No. 14942

STATE OF MINNESOTA
COUNTY OF HENNEPIN

The foregoing Surveyor's Certificate was acknowledged before me this 20TH day of SEPTEMBER, 1991 by Leland C.N. Smith, Land Surveyor.

Garry Stusse
Notary Public, Hennepin County, Minnesota
My Commission Expires 3-2-94



BLOOMINGTON, MINNESOTA

This plat of MALL OF AMERICA 4TH ADDITION was approved and accepted by the City Council of the City of Bloomington, Minnesota at a regular meeting thereof, held this 24th day of June, 1991. If applicable, the written comments and recommendations of the Commissioner of Transportation and the County Highway Engineer have been received by the City or the prescribed 30-day period has elapsed without receipt of such comments and recommendations as provided by Minn. Statutes, Section 505.03, Subd. 2.

CITY COUNCIL OF BLOOMINGTON, MINNESOTA
BY: [Signature] its Mayor
Neil W. Peterson

BY: [Signature] its Manager
Mark E. Bernhardson



PROPERTY TAX AND PUBLIC RECORDS DEPARTMENT, Hennepin County, Minnesota

I hereby certify that taxes payable in 1991 and prior years have been paid for land described on this plat. Dated this 13th day of DECEMBER, 1991.

Patrick H. O'Connor, Hennepin County Auditor

BY: [Signature] Deputy

SURVEY DIVISION, Hennepin County, Minnesota

Pursuant to, MINN. STAT. Sec.383B.565 (1969), this plat has been approved this 13th day of December, 1991.

Bernard H. Larson, Hennepin County Surveyor

BY: [Signature]

REGISTRAR OF TITLES, Hennepin County, Minnesota

I hereby certify that the within plat of MALL OF AMERICA 4TH ADDITION was filed in this office this 13th day of December, 1991 at 9 o'clock a.m.

R. Dan Carlson, Registrar of Titles

BY: [Signature] Deputy

COUNTY RECORDER, Hennepin County, Minnesota

I hereby certify that the within plat of MALL OF AMERICA 4TH ADDITION was filed in this office this 17th day of December, 1991 at 8:08 o'clock a.m.

R. Dan Carlson, County Recorder

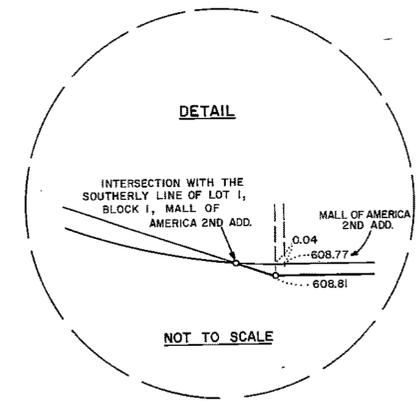
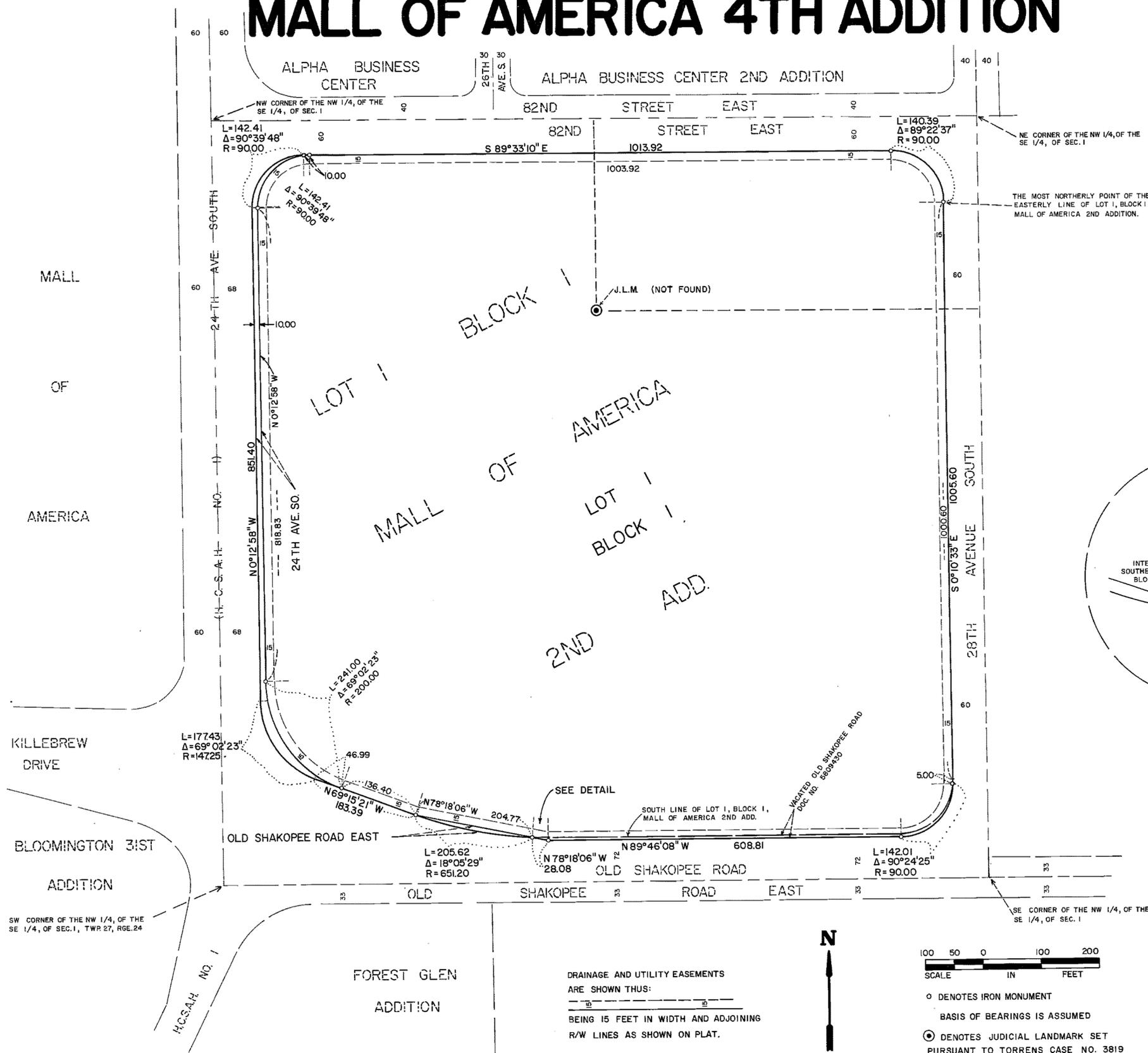
BY: [Signature] Deputy

MALL OF AMERICA 4TH ADDITION

R.T. DOC. NO. 2222351
C.R. DOC. NO. 5855514

REGISTERED MOL. 2396 PARS. 714459

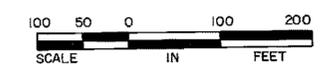
10730A-13
REC 2/27/2013



FILE NO. 9804

Handwritten initials

DRAINAGE AND UTILITY EASEMENTS ARE SHOWN THUS:
BEING 15 FEET IN WIDTH AND ADJOINING R/W LINES AS SHOWN ON PLAT.



- DENOTES IRON MONUMENT
 - DENOTES JUDICIAL LANDMARK SET PURSUANT TO TORRENS CASE NO. 3819
- BASIS OF BEARINGS IS ASSUMED

MALL OF AMERICA 5TH ADDITION

10730A-13
REC 2/27/2013

KNOW ALL PERSONS BY THESE PRESENTS: That MOAC Land Holdings, LLC, a Delaware limited liability company, fee owner of the following described property situated in the County of Hennepin, State of Minnesota, to wit:

Par 1: That part of the Northwest Quarter, Section 1, Township 27, Range 24, including part of Tracts A, B, and C, Registered Land Survey No. 190, which lies south of a line drawn from a point on the west line of said Northwest Quarter, distant 705 feet south of the northwest corner of said Northwest Quarter to a point in the east line of said Northwest Quarter, distant 628.5 feet south of the northeast corner of said Northwest Quarter and lying north of a line drawn from a point on the west line of said Northwest Quarter distant 1591.04 feet south of the northwest corner thereof to a point on the east line of said Northwest Quarter distant 1603.6 feet south of the northeast corner thereof,

Except that part of the above described land described as follows:

Beginning at the intersection of a line 295.00 feet east of, measured at a right angle to, and parallel with the west line of said Northwest Quarter and a line 50.00 feet south of, measured at a right angle to, and parallel with the north line of the above described property; thence North 88 degrees 14 minutes 02 seconds East (assumed bearing) along the last described parallel line 1415.81 feet; thence South 86 degrees 35 minutes 51 seconds West a distance of 864.32 feet; thence South 01 degree 45 minutes 58 seconds East a distance of 21.81 feet; thence South 88 degrees 14 minutes 02 seconds West a distance of 149.19 feet; thence westerly a distance of 137.50 feet along a tangential curve concave to the north, having a radius of 11518.66 feet and a central angle of 00 degrees 41 minutes 02 seconds; thence South 88 degrees 55 minutes 04 seconds West a distance of 146.40 feet; thence South 01 degree 52 minutes 40 seconds East a distance of 68.67 feet; thence South 05 degrees 24 minutes 03 seconds East a distance of 69.52 feet; thence southerly a distance of 232.65 feet along a tangential curve, concave to the west, having a radius of 3313.00 feet and a central angle of 04 degrees 01 minute 26 seconds; thence South 01 degree 22 minutes 58 seconds East a distance of 288.78 feet; thence South 03 degrees 17 minutes 31 seconds East a distance of 90.05 feet; thence southeasterly a distance of 58.38 feet along a tangential curve, concave to the east, having a radius of 197.50 feet and a central angle of 16 degrees 56 minutes 13 seconds to the intersection with the north line of Airport South Addition; thence North 89 degrees 51 minutes 51 seconds West along said north line to the intersection with a line 295.00 feet east of, measured at a right angle to, and parallel with the west line of said Northwest Quarter; thence North 00 degrees 00 minutes 49 seconds East a distance of 845.82 feet to the point of beginning.

Par 2: Lot 1, Block 7, Airport South Addition, except that part thereof described as follows: Commencing at the most westerly corner of said Lot 1; thence southeasterly along the southwesterly line of said Lot 1 a distance of 146.78 feet along a curve concave to the northeast having a radius of 275.00 feet and a central angle of 30 degrees 34 minutes 54 seconds to the point of beginning; thence continuing southeasterly along the last described curve 39.30 feet; thence South 61 degrees 21 minutes 51 seconds East along the southwesterly line of said Lot 1 a distance of 101.06 feet; thence easterly a distance of 149.23 feet along a tangential curve concave to the north having a radius of 300.00 feet and a central angle of 28 degrees 30 minutes 00 seconds; thence South 89 degrees 51 minutes 51 seconds East a distance of 362.75 feet; thence North 00 degrees 08 minutes 09 seconds East a distance of 15.00 feet; thence North 89 degrees 51 minutes 51 seconds West a distance of 31.51 feet; thence North 82 degrees 01 minute 01 second West a distance of 227.43 feet; thence North 83 degrees 14 minutes 32 seconds West a distance of 231.06 feet; thence North 79 degrees 50 minutes 30 seconds West a distance of 80.16 feet; thence westerly a distance of 65.88 feet along a tangential curve, concave to the north, having a radius of 197.50 feet and a central angle of 19 degrees 03 minutes 12 seconds to the point of beginning.

Has caused the same to be surveyed and platted as MALL OF AMERICA 5TH ADDITION and does hereby donate and dedicate to the public, for public use forever the street, the lane, the avenues and the boulevard and also dedicate the drainage and utility easements shown on this plat.

In witness whereof, said MOAC Land Holdings, LLC, a Delaware limited liability company, has caused these presents to be signed by its proper officer, this 23RD day of DECEMBER, 2002

SIGNED: MOAC LAND HOLDINGS LLC, a Delaware limited liability company
By: MALL OF AMERICA COMPANY, a Minnesota general partnership, its sole Member
By: MOAC LIMITED PARTNERSHIP, a Minnesota limited partnership, Managing General Partner of Mall of America Company
By: MALL OF AMERICA ASSOCIATES, a Minnesota general partnership, Managing General Partner of MOAC Limited Partnership
By: SI-MINN DEVELOPERS LIMITED PARTNERSHIP, an Indiana limited partnership, its Managing General Partner
By: SI-MINN, INC., an Indiana corporation, its General Partner
By: Roby the Vice President

STATE OF INDIANA
COUNTY OF MARION

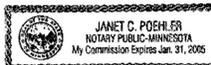
The foregoing instrument was acknowledged before me this 23RD day of DECEMBER, 2002, by RANDY A. FOXWORTHY the VICE PRESIDENT of Si-Minn, Inc., an Indiana corporation, the general partner of Si-Minn Developers limited partnership, an Indiana limited partnership, the managing general partner of Mall of America Associates, a Minnesota general partnership, the managing general partner of MOAC Limited Partnership, a Minnesota limited partnership, the managing general partner of Mall of America Company, a Minnesota general partnership, the sole member of MOAC Land Holdings LLC, a Delaware limited liability company, on behalf of MOAC Land Holdings LLC.

Carla J. Arnold
Notary Public MARION County, INDIANA
My Commission Expires May 14, 2007
CAPLA 1 ASHOLD
NOTARY PUBLIC STATE OF INDIANA
MARION COUNTY
MY COMMISSION EXP. MAY 14, 2007

I hereby certify that I have surveyed and platted the property described on this plat as MALL OF AMERICA 5TH ADDITION; that this plat is a correct representation of said survey; that all distances are correctly shown on the plat in feet and hundredths of a foot; that all monuments have been correctly placed in the ground as shown; that the outside boundary lines are correctly designated on the plat; and that there are no wetlands as defined in Minnesota Statute 505.02 Subd.1.

John K. Barnes
John K. Barnes, Land Surveyor, Minnesota License No. 16456

STATE OF MINNESOTA
COUNTY OF Hennepin
The foregoing instrument was acknowledged before me this 19th day of December, 2002, by Janet C. Pochler, Land Surveyor, Minnesota License No. 16456,
Notary Public Dakota County, Minnesota
My Commission Expires January 31, 2005



BLOOMINGTON, MINNESOTA
This plat of MALL OF AMERICA 5TH ADDITION was approved and accepted by the City Council of the City of Bloomington, Minnesota, at a regular meeting thereof held this 16th day of December, 2002. If applicable, the written comments of the Commissioner of Transportation and the County Highway Engineer have been received by the City or the prescribed 30-day period has elapsed without receipt of such comments and recommendations, as provided by Minnesota Statutes, Section 505.03, Subd. 2.

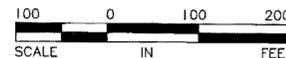
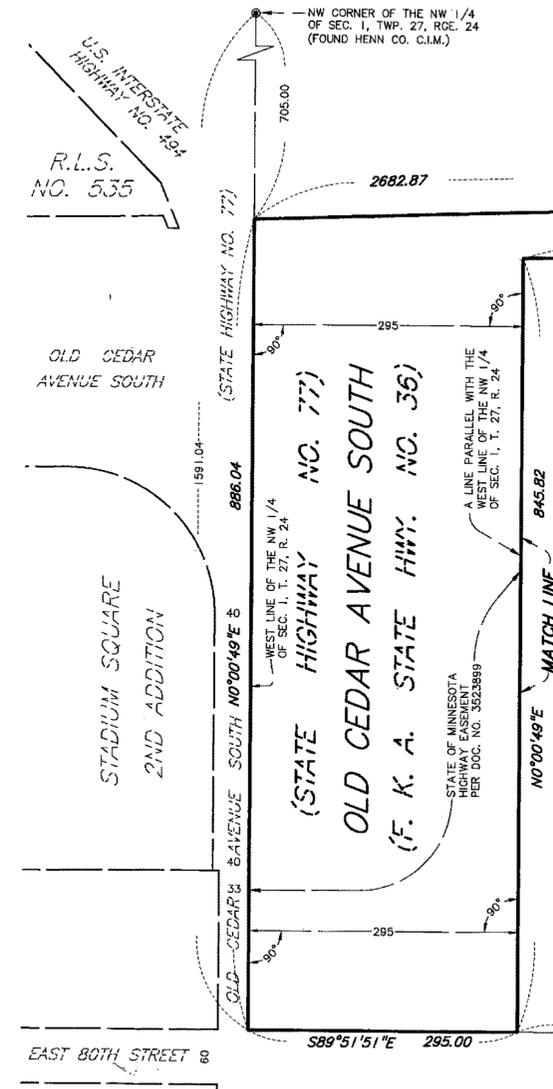
CITY COUNCIL OF BLOOMINGTON, MINNESOTA
SIGNED: Greg Thurstad Its Mayor
SIGNED: Mike Sullivan Its Manager

TAXPAYER SERVICES DEPARTMENT, Hennepin County, Minnesota
I hereby certify that taxes payable in 2002 and prior years have been paid for lands described on this plat. Dated this 30th day of DECEMBER, 2002
Patrick H. O'Connor, Hennepin County Auditor
By: Ch. McDonnell Deputy

SURVEY DIVISION, Hennepin County, Minnesota
Pursuant to Minnesota Statutes Section 383B.565 (1969), this plat has been approved this 30th day of DECEMBER, 2002.
William P. Brown, acting Hennepin County Surveyor
By: Robert A. Wied

REGISTRAR OF TITLES, Hennepin County, Minnesota
I hereby certify that this plat of MALL OF AMERICA 5TH ADDITION was filed in this office this 30th day of December, 2002, at 9 o'clock A. M.
Michael H. Cunniff, Registrar of Titles
By: St. Reinde Deputy

CERTIFICATE NO(S) 1096079



BEARING SHOWN ARE ASSUMED
O DENOTES IRON MONUMENT SET MARKED BY RLS 16456 UNLESS OTHERWISE NOTED

Sunde Land Surveying, LLC.

Julie Taslam
952-896-3279

1096079
PLAT 35-
PAGE 40-
SHEET 35-
110-



10730A-13
REC 2/27/2013

MALL OF AMERICA 6TH ADDITION

CERTIFICATE NO(S) 1098132

KNOW ALL PERSONS BY THESE PRESENTS: That MOAC Land Holdings, LLC, a Delaware limited liability company, fee owner of the following described property situated in the County of Hennepin, State of Minnesota, to wit:

Lot 1, Block 1, MALL OF AMERICA 5TH ADDITION

Has caused the same to be surveyed and platted as MALL OF AMERICA 6TH ADDITION and does hereby donate and dedicate to the public, for public use forever the drainage and utility easements shown on this plat.

In witness whereof, said MOAC Land Holdings, LLC, a Delaware limited liability company, has caused these presents to be signed by its proper officer, this 27th day of MAY, 2003

SIGNED: MOAC LAND HOLDINGS LLC, a Delaware limited liability company

By: MALL OF AMERICA COMPANY, a Minnesota general partnership, its sole Member

By: MOAC LIMITED PARTNERSHIP, a Minnesota limited partnership, Managing General Partner of Mall of America Company

By: MALL OF AMERICA ASSOCIATES, a Minnesota general partnership, Managing General Partner of MOAC Limited Partnership

By: SI-MINN DEVELOPERS LIMITED PARTNERSHIP, an Indiana limited partnership, its Managing General Partner

By: SI-MINN, INC., an Indiana corporation, its General Partner

By: Riley the EXECUTIVE VICE PRESIDENT

STATE OF INDIANA
COUNTY OF MARION

The foregoing instrument was acknowledged before me this 27th day of MAY, 2003 by KAROLYN FOXWORTH the EXECUTIVE VICE PRESIDENT of Si-Minn, Inc., an Indiana corporation, the general partner of Si-Minn Developers limited partnership, an Indiana limited partnership, the managing general partner of Mall of America Associates, a Minnesota general partnership, the managing general partner of MOAC Limited Partnership, a Minnesota limited partnership, the managing general partner of Mall of America Company, a Minnesota general partnership, the sole member of MOAC Land Holdings LLC, a Delaware limited liability company, on behalf of MOAC Land Holdings LLC.

Carla J. Arnold
Notary Public Marion County, Indiana
My Commission Expires MAY 14, 2007
CARLA J. ARNOLD
NOTARY PUBLIC STATE OF INDIANA
MARION COUNTY
MY COMMISSION EXP. MAY 14, 2007

I hereby certify that I have surveyed and platted the property described on this plat as MALL OF AMERICA 6TH ADDITION; that this plat is a correct representation of said survey; that all distances are correctly shown on the plat in feet and hundredths of a foot; that all monuments have been correctly placed in the ground as shown; that the outside boundary lines are correctly designated on the plat; and that there are no wetlands as defined in Minnesota Statute 505.02 Subd.1 or public highways to be designated on the plat.

John K. Barnes
John K. Barnes, Land Surveyor, Minnesota License No. 16456

STATE OF MINNESOTA
COUNTY OF Hennepin

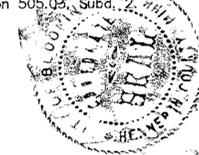
The foregoing instrument was acknowledged before me this 23rd day of MAY, 2003 by John K. Barnes, Land Surveyor, Minnesota License No. 16456,

Janet C. Poehler
Notary Public Dakota County, Minnesota
My Commission Expires January 31, 2005
JANET C. POEHLER
NOTARY PUBLIC-MINNESOTA
My Commission Expires Jan. 31, 2005

BLOOMINGTON, MINNESOTA

This plat of MALL OF AMERICA 6TH ADDITION was approved and accepted by the City Council of the City of Bloomington, Minnesota, at a regular meeting thereof held this 19th day of MAY, 2003 If applicable, the written comments of the Commissioner of Transportation and the County Highway Engineer have been received by the City or the prescribed 30-day period has elapsed without receipt of such comments and recommendations, as provided by Minnesota Statutes, Section 505.03, Subd. 2.

CITY COUNCIL OF BLOOMINGTON, MINNESOTA
SIGNED: [Signature] Its Mayor
SIGNED: [Signature] Its Manager



TAXPAYER SERVICES DEPARTMENT, Hennepin County, Minnesota

I hereby certify that taxes payable in 2003 and prior years have been paid for lands described on this plat. Dated this third day of June, 2003

Patrick H. O'Connor, Hennepin County Auditor
By: Charles Anderson Deputy

SURVEY DIVISION, Hennepin County, Minnesota

Pursuant to Minnesota Statutes Section 383B.565 (1969), this plat has been approved this 3rd day of JUNE, 2003

William P. Brown, Hennepin County Surveyor
By: Robert A. Ward

REGISTRAR OF TITLES, Hennepin County, Minnesota

I hereby certify that this plat of MALL OF AMERICA 6TH ADDITION was filed in this office this 3rd day of JUNE, 2003 at 9 o'clock A.M.

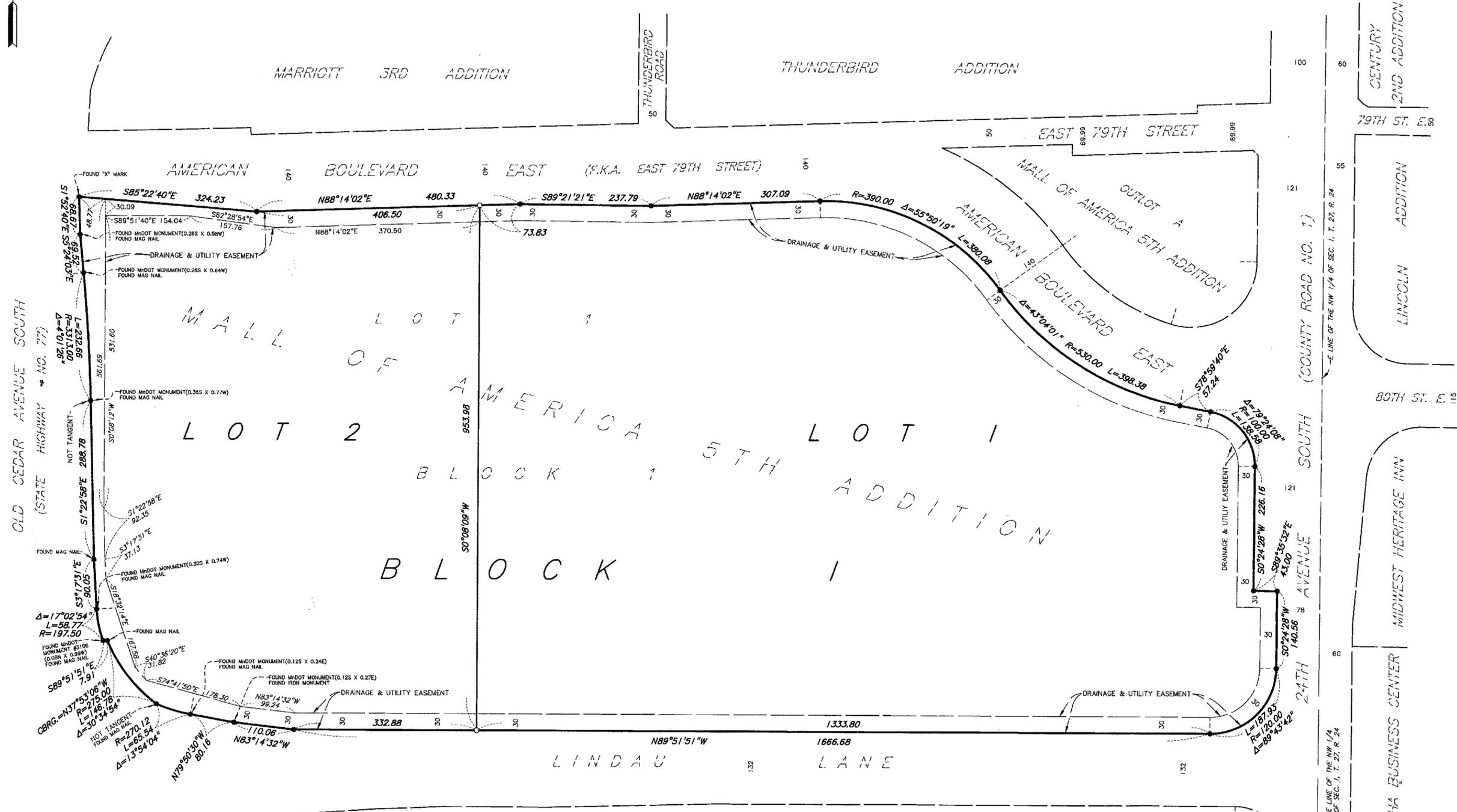
Michael H. Cunniff, Registrar of Titles
By: H. F. Rucke Deputy

// Sunde Land Surveying, LLC.

MALL OF AMERICA 6TH ADDITION



10730A-13
REC 2/27/2013



OLD CEDAR AVENUE SOUTH
(STATE HIGHWAY # NO. 77)

SOUTH (COUNTY ROAD NO. 1)

MALL OF AMERICA
LOT 1
LOT 2
BLOCK 1
5TH ADDITION
BLOCK 1

- BEARINGS SHOWN ARE ASSUMED
- DENOTES IRON MONUMENT FOUND MARKED BY RLS 16456 UNLESS OTHERWISE NOTED
 - DENOTES SET IRON MONUMENT MARKED BY RLS 16456

Sunde Land Surveying, LLC.

MALL OF AMERICA 7TH ADDITION

OFFICIAL PLAT

09344

FILE # 2292

R.T. DOC. NO. 4603087

CTF # 1034624

KNOW ALL MEN BY THESE PRESENTS: That MOAC Mall Holdings LLC, a Delaware limited liability company, owner and proprietor of the following described property situated in the County of Hennepin, State of Minnesota, to wit:

Lot 1, Block 1, MALL OF AMERICA 3RD ADDITION

Has caused the same to be surveyed and platted as MALL OF AMERICA 7TH ADDITION.

In witness whereof said MOAC Mall Holdings LLC, a Delaware limited liability company, has caused these presents to be signed by its proper officer this 10th day of December, 2008.

SIGNED: MOAC MALL HOLDINGS LLC, a Delaware limited liability company
By: [Signature] the VP Development

STATE OF Minnesota

COUNTY OF Hennepin

The foregoing instrument was acknowledged before me this 10th day of December, 2008, by Kurt Hagen the VP Development of MOAC Mall Holdings LLC, a Delaware limited liability company, on behalf of the limited liability company.

[Signature]
Notary Sign Name Here

Notary Public, Duluth County, Minnesota

My Commission Expires January 31, 2010



[Signature]
Notary Print Name Here

[Signature]
Mark S. Hanson, Licensed Land Surveyor
Minnesota License No. 15480

STATE OF MINNESOTA
COUNTY OF Hennepin

The foregoing surveyor's certificate was acknowledged before me this 10th day of December, 2008, by Mark S. Hanson, Licensed Land Surveyor.



[Signature]
Notary Public, Duluth County, Minnesota
My Commission Expires January 31, 2010

BLOOMINGTON, MINNESOTA

This plat of MALL OF AMERICA 7TH ADDITION was approved and accepted by the City Council of Bloomington, Minnesota at a regular meeting thereof held this 15th day of December, 2008. If applicable, the written comments and recommendations of the Commissioner of Transportation and the County Highway Engineer have been received by the City or the prescribed 30 day period has elapsed without receipt of such comments and recommendations, as provided by Minn. Statutes, Section 505.03, Subd. 2.

CITY COUNCIL OF BLOOMINGTON, MINNESOTA

BY: [Signature], Mayor

BY: [Signature], City Manager

TAXPAYER SERVICES DEPARTMENT, Hennepin County, Minnesota

I hereby certify that taxes payable in 2008 and prior years have been paid for land described on this plat. Dated this 30th day of December, 2008.

Jill L. Alverson, Hennepin County Auditor

BY: [Signature], Deputy

SURVEY DIVISION, Hennepin County, Minnesota

Pursuant to Minnesota Statutes, Sec. 383B.565 (1969), this plat has been approved this 30th day of DECEMBER, 2008.

William P. Brown, Hennepin County Surveyor

BY: [Signature]

REGISTRAR OF TITLES, Hennepin County, Minnesota

I hereby certify that the within plat of MALL OF AMERICA 7TH ADDITION was filed in this office this 30th day of DECEMBER, 2008 at 4:13 o'clock P.M.

Michael H. Cunniff, Registrar of Titles

BY: [Signature], Deputy

JGW

8-150

MALL OF AMERICA 8TH ADDITION

R.T. DOC. NO. 5025913

Cert. No. 1327256

KNOW ALL MEN BY THESE PRESENTS: That MOAC Mall Holdings LLC, a Delaware limited liability company, owner and proprietor of the following described property situated in the County of Hennepin, State of Minnesota, to wit:

Lot 1, Block 1, MALL OF AMERICA 7TH ADDITION and Lot 4, Block 1, MALL OF AMERICA 3RD ADDITION

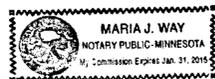
Has caused the same to be surveyed and platted as MALL OF AMERICA 8TH ADDITION and does hereby dedicate to the public for public use forever the public way and the easements for drainage and utility purposes as shown on this plat.

In witness whereof said MOAC Mall Holdings LLC, a Delaware limited liability company, has caused these presents to be signed by its proper officer this 30th day of November, 2012.

SIGNED: MOAC MALL HOLDINGS LLC, a Delaware limited liability company
By: Kurt Hagen the SVP Development

STATE OF Minnesota
COUNTY OF Hennepin

The foregoing instrument was acknowledged before me this 30th day of November, 2012, by Kurt Hagen the SVP Development of MOAC Mall Holdings LLC, a Delaware limited liability company, on behalf of the company.



Maria J. Way
Maria J. Way
Notary Public, Dakota County, Minnesota
My Commission Expires January 31, 2015

I, Mark S. Hanson, do hereby certify that this plat was prepared by me or under my direct supervision; that I am a duly Licensed Land Surveyor in the State of Minnesota; that this plat is a correct representation of the boundary survey; that all mathematical data and labels are correctly designated on this plat; that all monuments depicted on this plat have been or will be correctly set within one year; that all water boundaries and wet lands as defined in Minnesota Statutes, Section 505.01, Subd. 3, as of the date of this certificate are shown and labeled on this plat; and all public ways are shown and labeled on the plat.

Dated this 29th day of November, 2012.

Mark S. Hanson
Mark S. Hanson, Land Surveyor
Minnesota License No. 15480

STATE OF MINNESOTA
COUNTY OF Hennepin

This instrument was acknowledged before me this 29th day of November, 2012, by Mark S. Hanson.



Maria J. Way
Maria J. Way
Notary Public, Dakota County, Minnesota
My Commission Expires January 31, 2015

BLOOMINGTON, MINNESOTA

This plat of MALL OF AMERICA 8TH ADDITION was approved and accepted by the City Council of Bloomington, Minnesota, at a regular meeting thereof held this 19th day of November, 2012, and said plat is in compliance with the provisions of Minnesota Statutes, Section 505.03, Subd. 2.

CITY COUNCIL OF BLOOMINGTON, MINNESOTA

By: Steve Thumler Mayor By: MB City Manager

TAXPAYER SERVICES DEPARTMENT, Hennepin County, Minnesota

I hereby certify that taxes payable in 2012 and prior years have been paid for land described on this plat, dated this 21st day of December, 2012.

Mark V. Chapin, County Auditor BY: W.A. Burns Deputy

SURVEY DIVISION, Hennepin County, Minnesota

Pursuant to Minnesota Statutes, Sec. 383B.565 (1969), this plat has been approved this 21st day of December, 2012.

William P. Brown, County Surveyor BY: Jerry C. Ed

REGISTRAR OF TITLES, Hennepin County, Minnesota

I hereby certify that the within plat of MALL OF AMERICA 8TH ADDITION was filed in this office this 21st day of December, 2012 at 2:29 o'clock P.M.

Rachel Smith, Acting Registrar of Titles BY: Rmkuhl Deputy

FILE NO. 2395

12-116

MALL OF AMERICA 8TH ADDITION

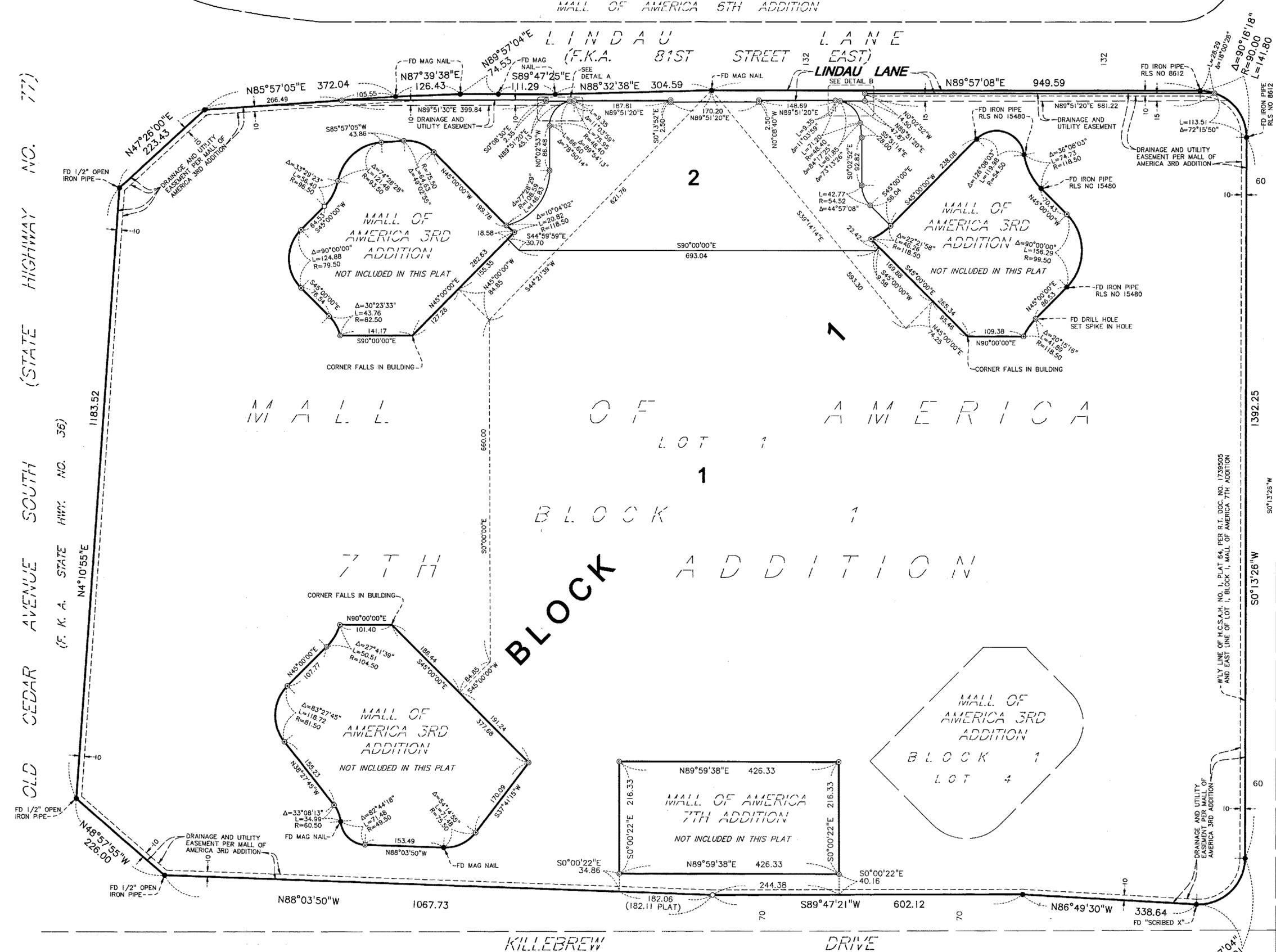
MALL OF AMERICA 5TH ADDITION

R.T. DOC. NO. _____

FILE NO. 2395

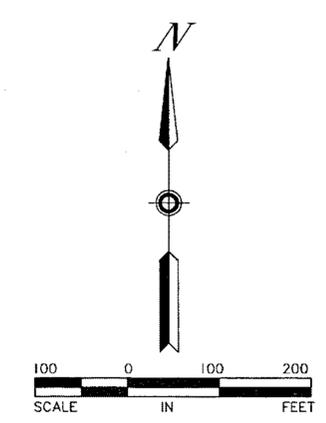
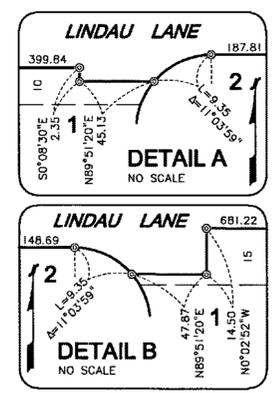
OLD CEDAR AVENUE SOUTH (STATE HIGHWAY NO. 77)
(F. K. A. STATE HWY. NO. 36)

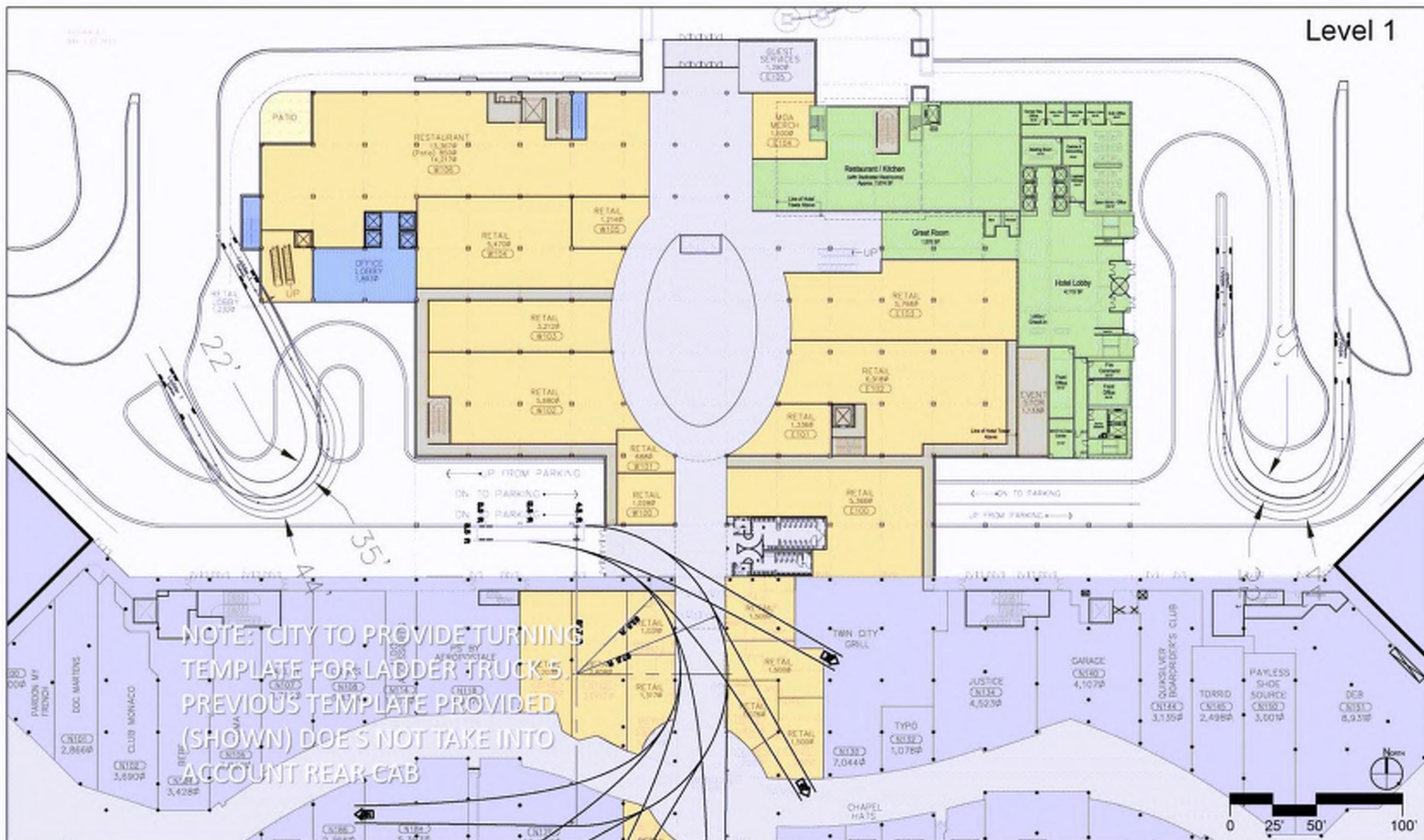
COUNTY ROAD NO. 1
ALPHA BUSINESS CENTER
B2ND STREET EAST
24TH AVENUE SOUTH
MALL OF AMERICA 4TH ADDITION

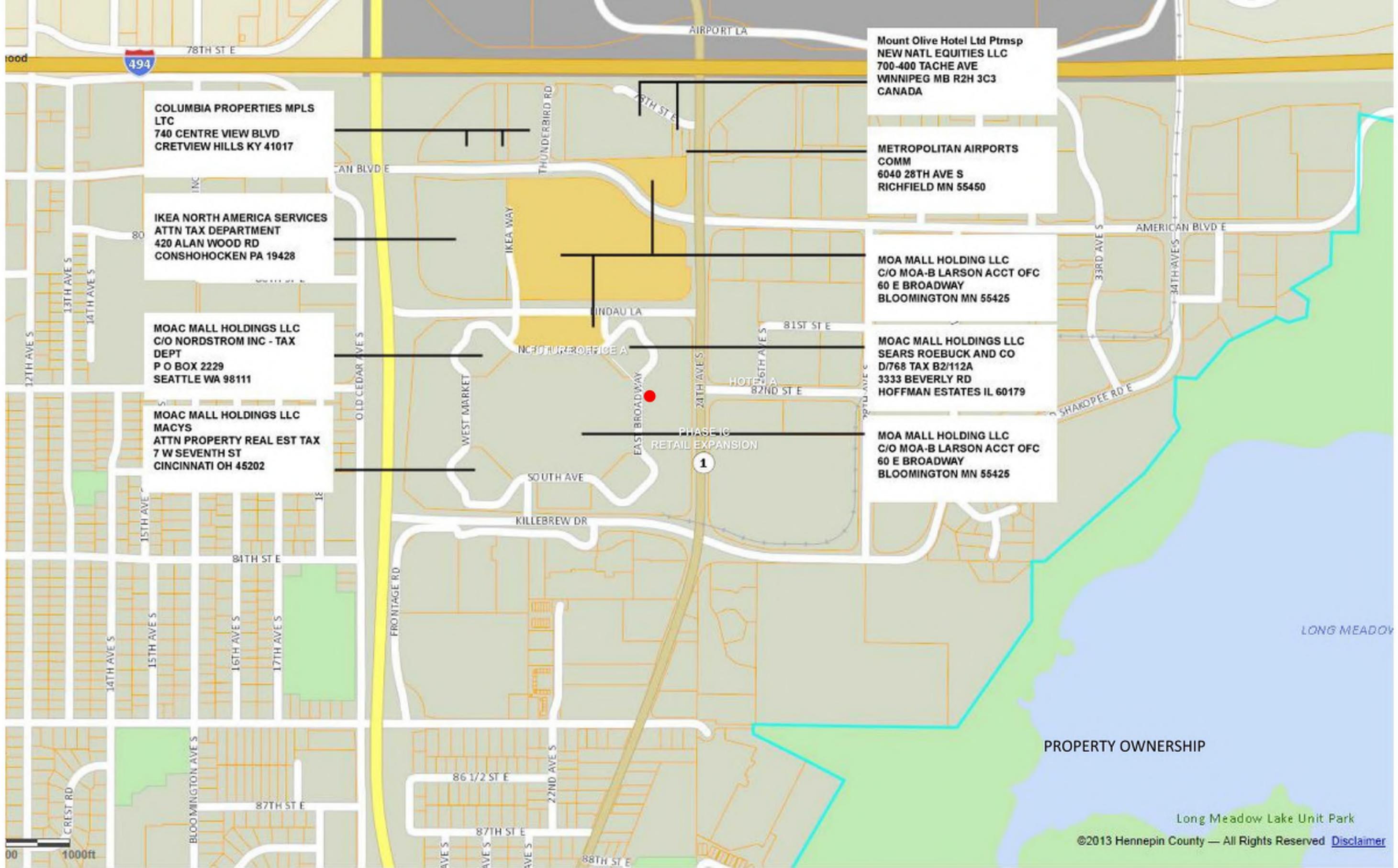


- DENOTES FOUND IRON PIPE MARKED RLS NO 16456, UNLESS OTHERWISE NOTED
- DENOTES 1/2 INCH BY 1/4 INCH IRON PIPE SET AND MARKED WITH LICENSE NO. 15480
- ⊙ DENOTES FOUND 1.17 INCH DIAMETER COPPER MAGNETIZED MARKER WITH DISC CAP AFFIXED STAMPED LS-15480
- ⊙ DENOTES MAG NAIL SET WITH DISC MARKED WITH LICENSE NO. 15480, UNLESS OTHERWISE NOTED
- (PLAT) = MALL OF AMERICA 7TH ADDITION

FOR THE PURPOSES OF THIS PLAT, THE EAST LINE OF LOT 1, BLOCK 1, MALL OF AMERICA 7TH ADDITION IS ASSUMED TO HAVE A BEARING OF S0°13'26"W







**COLUMBIA PROPERTIES MPLS
LTC**
740 CENTRE VIEW BLVD
CRETVIEW HILLS KY 41017

**IKEA NORTH AMERICA SERVICES
ATTN TAX DEPARTMENT**
420 ALAN WOOD RD
CONSHOHOCKEN PA 19428

**MOAC MALL HOLDINGS LLC
C/O NORDSTROM INC - TAX
DEPT**
P O BOX 2229
SEATTLE WA 98111

**MOAC MALL HOLDINGS LLC
MACYS**
ATTN PROPERTY REAL EST TAX
7 W SEVENTH ST
CINCINNATI OH 45202

**Mount Olive Hotel Ltd Ptmsp
NEW NATL EQUITIES LLC**
700-400 TACHE AVE
WINNIPEG MB R2H 3C3
CANADA

**METROPOLITAN AIRPORTS
COMM**
6040 28TH AVE S
RICHFIELD MN 55450

**MOA MALL HOLDING LLC
C/O MOA-B LARSON ACCT OFC**
60 E BROADWAY
BLOOMINGTON MN 55425

**MOAC MALL HOLDINGS LLC
SEARS ROEBUCK AND CO
D/768 TAX B2/112A**
3333 BEVERLY RD
HOFFMAN ESTATES IL 60179

**MOA MALL HOLDING LLC
C/O MOA-B LARSON ACCT OFC**
60 E BROADWAY
BLOOMINGTON MN 55425

**PHASE I
RETAIL EXPANSION**

PROPERTY OWNERSHIP

Long Meadow Lake Unit Park

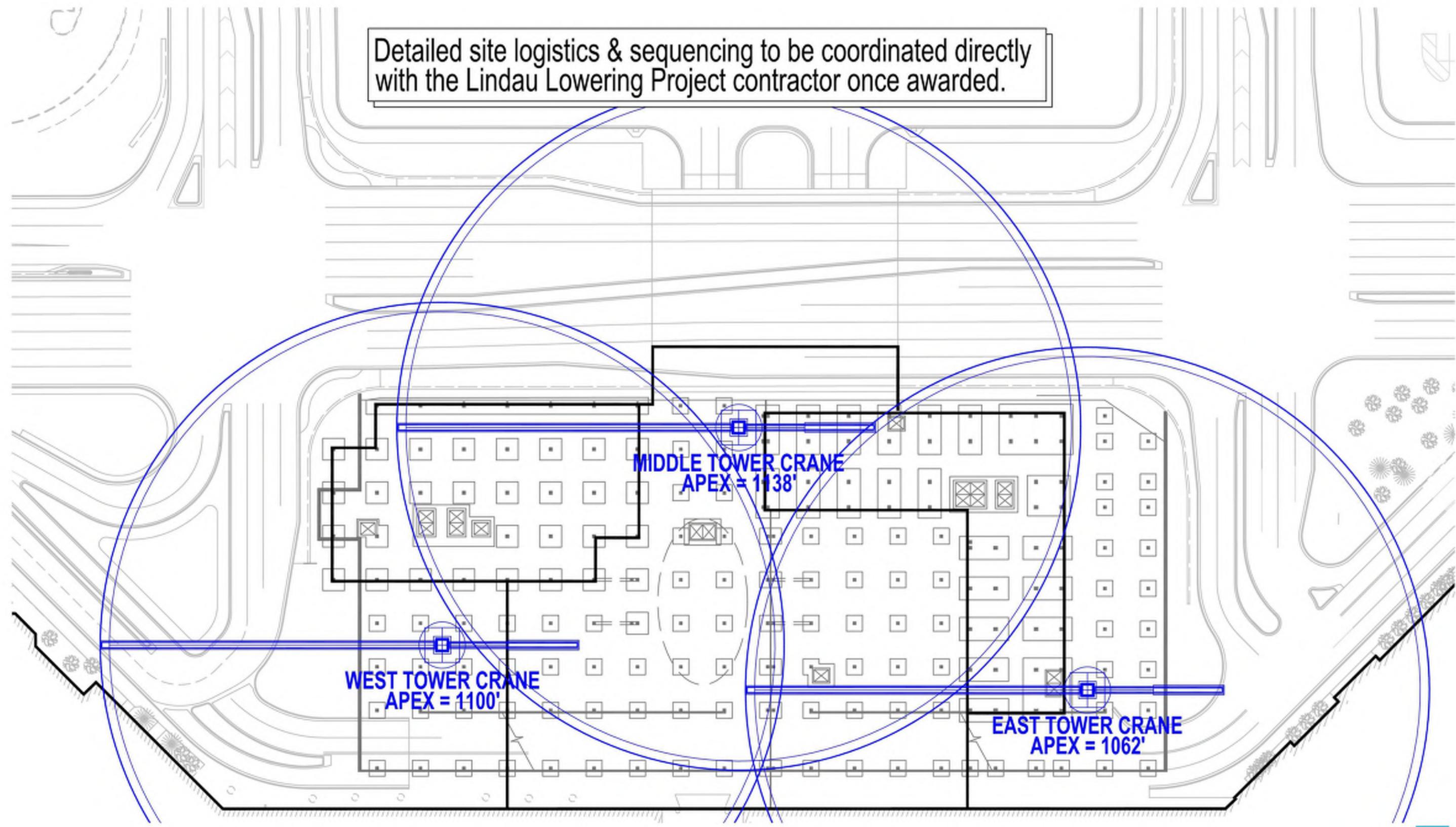
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10730A-13
REC 2/27/2013



Detailed site logistics & sequencing to be coordinated directly with the Lindau Lowering Project contractor once awarded.



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

CHRONOLOGY

- Planning Commission Action: 04/25/13 – Recommended approval of the Revised Preliminary Development Plan for Phase I and Phase II Mall of America with 22 conditions and 13 Code requirements
- City Council Agenda: 05/06/13 –

DEADLINE FOR AGENCY ACTION

- Application Date: 03/20/13
- 60 Days: 05/18/13
- Extension Letter Sent: No
- 120 Days: 07/17/13

STAFF CONTACT

Dennis Fields, Planner
(952) 563-8925
dfields@ci.bloomington.mn.us

APPLICABLE REGULATIONS

Section 21.207.01 Mixed Use Zoning District
Section 19.38.03 Airport Runway Overlay District
Section 21.501.02 Preliminary Development Plans

PROPOSAL

This revised Preliminary Development Plan (PDP) is intended to combine and replace the previously approved PDPs for both Phase I and Phase II of the Mall of America (MOA) development. The Phase I PDP was approved by the City Council in October 1986 and includes the existing MOA site south of Lindau Lane. The Phase II PDP was approved in October 2006, and then revised in 2010 for construction of the Radisson Blu Hotel on the south side of the mall. Phase II includes the former Met Center Site north of Lindau Lane, including IKEA.

All previously approved Final Development Plans (FDPs), and related conditions of approval, will remain in place. These include: the existing MOA, the four anchor stores (including recent revisions to Bloomingdales), IKEA, and the Radisson Blu Hotel.

The purpose of a PDP is to provide a framework for future development on a site. The PDP establishes the intensity and density of development and creates the framework to ensure the overall development is fully integrated. Subsequent FDPs are reviewed for consistency with the approved PDP.

The approved 2006 PDP focused on the MOA Phase II expansion, although it also included the "south pad" located on the Phase I site (Radisson Blu hotel). The 2006 PDP anticipated final development of the proposed MOA expansion would proceed in one phase. Given changes to the economy and development environment, build out of the entire MOA site is now expected to occur in multiple phases over several years.

Like previously approved development plans, the revised PDP proposes that MOA will develop as an intensive mix of retail, hotels, office, and entertainment uses. In addition to existing MOA development, future expansion is proposed to include additional retail, three hotels, including a hotel-waterpark, a performing arts center, museum, recreational anchor, and offices. The revised PDP is identical to the approved 2006 PDP for areas north of Lindau Lane. Some changes are proposed to the proposed Phase IC south of Lindau Lane. This phase includes a proposed hotel, office building, and additional retail located between the existing mall and Lindau Lane and is discussed later in this report.

Like the approved 2006 PDP, this revised PDP envisions a direct connection between the existing MOA development (including IKEA) and the Phase II expansion site north of Lindau Lane. In order to provide a direct, physical connection, Lindau Lane will be lowered and a portion of the mall structure will be constructed over Lindau Lane. Construction of the Lindau Lane project is just starting and should be completed in 2014.

PHASING PLAN

Historically, the MOA was expected to develop in two major phases. Phase I, consisting of the original MOA building (opened in 1992), encompasses the portion of the MOA site located south of Lindau Lane. The MOA expansion site located north of Lindau Lane is referred to as the Phase II site. Both were envisioned as large, single phase developments, with some exceptions: IKEA developed on the Phase II site in advance of MOA expansion and the Radisson Blu just recently opened on the Phase I site.

While the 2006 PDP envisioned Phase II as a single development phase, it is now clear that future expansion of MOA will occur in several, smaller phases. Phasing will allow major tenant anchors to develop independently, with future retail phases providing infill that will physically link and integrate the phases. A connection to

IKEA is planned with a future development phase, to fully integrate – physically and visually - the entire MOA development.

This revised PDP lays out a phasing plan that clarifies the two major development phases using Lindau Lane as the dividing line. Thus, all development south of Lindau Lane is considered Phase I and all development north of Lindau Lane is Phase II. Within these two major development phases, several sub-phases exist. The original MOA building and four anchors (Phase IA approved in 1989), IKEA (Phase IIA approved in 2003), and Radisson Blu Hotel (Phase IB approved in 2010) all have Final Development Plan approval and are constructed and open for business. Appendix B (attached) illustrates the phases and sub-phases.

ANALYSIS

Proposed Plan Changes

This PDP revision proposes all development north of Lindau Lane (Phase II) to remain substantially as approved in 2006. The only changes proposed are specific to the next phase of development - Phase IC – located between the north face of the existing mall and Lindau Lane. Staff anticipates a Final Development Plan (FDP) application for Phase IC to be submitted shortly after approval of this revised PDP.

Proposed development on the Phase IC site differs slightly in its size and configuration from the approved 2006 PDP. Changes include: some reductions in floor area for retail, office, hotel units, and the relocation of uses on the site. The retail portion will be reduced by about 41,500 square feet and will be on three, rather than four floors. The office will be relocated from the east side to the west side of the Phase IC site and the floor area reduced by about 69,000 square feet. The hotel will be relocated from the west to the east side of the Phase IC site and the number of hotel rooms reduced by about 53 rooms.

As noted previously, the proposed mix of uses on Phase I and II is not changing. While Phase IC is smaller than proposed in 2006, there have been changes to the remainder of Phase I that have added floor area. Therefore, the gross building area for the entire planned development (both Phase I and Phase II), is proposed to remain at 9.8 million square feet. This is consistent with previously approved Preliminary Development Plans and approved environmental studies conducted for this development.

It is noted that the 2006 PDP application submission included detailed studies on traffic, parking, utilities, and stormwater management. Because no significant changes are proposed at this time on the Phase II site, no updates to these studies are required now. Updates will be required, as deemed necessary, with future Preliminary/Final Development Plan applications.

Architecture and Urban Design

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, all development must be consistent with the *Urban Design Guidelines* approved for the MOA site in 2003. These design 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 only general information regarding architecture and urban design. More detailed information, including drawings and specifications, will be provided with the FDP applications for Phase 1C and other future development phases. 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.

Setbacks

As individual lots were created for each of the major anchor tenants on the MOA Site (Radisson Blu, Bloomingdales, Macy’s, Nordstrom, and Sears), all of these interior lots were developed with zero lot line setbacks. As a planned development, setbacks for development on interior anchor lots are considered from the lot lines encompassing the entire MOA site. Zero lot line setbacks are proposed for Phase IC, which is located on an interior anchor lot.

Building Floor Area

A minimum building floor area of 200,000 square feet is required in the CX-2 district. Phase I and Phase II include a combined gross building area of 9.8 million square feet, of which approximately 4.9 million has been developed with construction of the existing MOA, IKEA, and Radisson Blu.

Floor Area Ratio

A maximum floor area ratio (FAR) of 2.0 is required in the CX-2 zoning district. The FAR may be increased to 3.0 provided that 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 11% of MOA visitors were arriving by public transit and the average vehicle occupancy was 1.75 persons per vehicle. This exceeds the code requirements allowing for a FAR of 3.0. However, 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. The MOA is proposing an overall FAR of 1.97.

Height

Given that portions of the site are in the Airport Runway Overlay Zone and also located in the MSP airspace zones and are therefore subject to the height regulations in the 2004 MSP Zoning Ordinance. The MSP zoning

ordinance establishes maximum building heights for specific areas on the site. Allowed height ranges from 870-991 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.

The proposed future building heights for Phase I and Phase II are all below the airspace elevations. Building layout and massing takes into consideration height limits in the airspace zones for the MSP north-south runway. Temporary tower cranes used for construction may be as high as 200 feet, which could 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 cranes during construction.

Signage and Wall Graphics

Approval of the revised PDP does not include sign approvals, which are subject to separate review and permit approval. City staff is currently working with the MOA to develop more flexible sign regulations that would apply specifically to the MOA sites (the CX-2 zoning district). If approved, all signs would be reviewed for consistency with an approved master sign plan that specifies standards for a wide variety of sign types, including some not allowed under the current sign code. It is anticipated that amendments to the City's Sign Code for the CX-2 district may be completed by the end of 2013.

The illustrative plans submitted for Phase 1C portray colorful wall graphics or murals on some facades as well as large window displays. Large graphics and murals can provide visual interest, particularly to portions of the façade without windows or surface relief. These images are generally consistent with concepts under discussion for a potential MOA master sign plan. Detailed information on signs and wall graphics will need to be provided with future sign permit applications.

Parking:

In review of the 2006 PDP, 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 approved 2006 PDP required 20,872 spaces be provided on-site to accommodate full development of both Phase I and II of MOA. This total excludes the 1,407 spaces provided on the IKEA site. The existing parking supply at MOA is 12,294 spaces. Therefore, 8,578 additional spaces must be provided to accommodate full build of the future phases of development.

The revised PDP proposes 8,694 additional parking spaces, most to be located within two future parking structures on the Phase II site. The Phase IC project is projected to eliminate 116 parking stalls, but will include 545 new stalls. The proposed on-site parking for Phase I and II remains at 20,872, consistent with the 2006 requirement.

Given the potential negative impacts that overflow parking could have on the street system and on surrounding uses, the 2006 PDP also required access to 3,119 overflow parking spaces. The 2006 approval included a condition that required an overflow parking plan to address occasional overflow conditions be submitted with a Final Development Plan. Since overflow parking is still anticipated when the MOA is fully developed, a similar condition will be placed on this revised PDP, however contingencies for overflow parking are not required until the development can no longer support the required parking onsite.

Vehicular Access and Circulation:

Vehicle access to the Phase I site will remain unchanged with accesses from Killebrew Drive at 20th and 22nd Avenues, Lindau Lane at Ikea Way and 22nd Avenue, 24th Avenue at 82nd Street, and a secured access on 24th Avenue south of 82nd Street. Likewise, access to the Phase II site will remain the same with accesses from Lindau Lane at Ikea Way and 22nd Avenue and American Boulevard East at Thunderbird Road.

Once on the site, proposed Phase IC will change the site circulation in regards to the Phase I ring road. The ring road is a private road open to public travel that encircles the existing Mall of America, Phase I. With Phase IC, the north ring road will no longer provide a direct through route for vehicles, but rather will be the entrance and exit to the Phase IC parking structure. All other internal site circulation on the Phase I site remains the same and all internal site circulation on the Phase II site remains the same as the 2006 approved PDP.

Pedestrian Access and Circulation:

Pedestrian access to the Phase I site will be enhanced across Killebrew Drive, with the 2013-2014 construction of a pedestrian bridge. On public streets, all areas where pedestrian routes are encouraged have existing public sidewalks. Areas near the Trunk Highway 77 accesses to Lindau Lane and Killebrew Drive do not have sidewalks. The Lindau Lane grade separation project will be relocating pedestrian crossings of Lindau from the Ikea and 22nd intersections to a grade separated plaza. Future Phase IC pedestrian access will need some additional consideration for pedestrians coming from the east on Lindau Lane. Phase IC has a pedestrian walkway to bring pedestrians from the northern parking lot and Lindau Plaza to the south side of Phase IC. Pedestrian access and circulation will be reviewed in detail with each Final Development Plan submittal.

Infrastructure

The Lindau Lane grade separation project, a requirement for the Mall of America's future plans, is currently under construction. In addition to this project, other upcoming South Loop Infrastructure projects include Lindau Lane extension, 30th Avenue construction, and a Diverging Diamond Interchange at 494 and 34th Avenue. It is anticipated that with MOA expansion, additional infrastructure projects will be needed, as listed in Appendix A. Timing of these improvements will be analyzed with each Final Development Plan submittal.

Traffic, Transit and Transportation Demand Management (TDM):

In 2006, the *Mall of America, Phase II – Traffic Study* was completed for the Preliminary Development Plan (PDP) for MOA Phase II. Based upon the analysis, several roadway improvements were recommended. There are, however, considerable changes to the roadway network planned in the South Loop District in the next few years, including the Lindau Lane grade separation, extension of Lindau Lane from 24th Avenue to 30th Avenue, construction of 30th Avenue from East Old Shakopee Road to American Boulevard East and a Diverging Diamond Interchange at 494 and 34th Avenue. It is anticipated that these transportation infrastructure improvements will be completed in 2014 and will alter traffic patterns in the District. Before MOA receives approval for its next phase of development after 2014, an updated full analysis similar to the detailed *2006 Mall of America, Phase II – Traffic Study* will need to be completed for the entire MOA development site (both Phase I and Phase II), specifically taking into account the new and changed roadway network and area development in the South Loop District. The study will be completed using the City Code requirements for Special Studies. After this baseline traffic study is completed, subsequent Final Development Plan phases will require updates to the study.

Existing traffic volumes related to the MOA on the current roadway system are unbalanced, with some roadways and intersections carrying substantial volumes while others remain underutilized. In 2007, the *Mall of America Wayfinding Concept of Operations* was completed to identify traffic management (wayfinding) enhancements for the transportation system to address this issue. The Freeway Component was completed in 2011. The Local Road Component is currently under design and is expected to be completed by end of 2014. The third and last component is the MOA On-Site Component which includes both Phase I and Phase II of the MOA. The On-Site Component for Phase I will be required to be installed and completed by MOAC prior to issuance of the Certificate of Occupancy for Phase IC. Subsequent Final Development Plan phases will require updates and expansion of the On-Site Component wayfinding system, including the development of operations plans to handle the increased traffic.

A condition of approval is completion of a Transportation Demand Management (TDM) plan for the site. An overall TDM plan will need to be completed for the MOA development (both Phase I and Phase II) and each subsequent phase will be required to submit a detailed TDM plan that is customized for each phase of development. The Mall of America Phase I site has excellent transit service, as it serves as a transit station for both buses and the Hiawatha Light Rail line. With development of the Phase II site, transit enhancements will need to be incorporated given the distance to the existing Mall of America Transit Station. The transportation infrastructure projects that are being constructed in South Loop through 2014 include more multi-modal routes around and through the South Loop District.

Stormwater Management:

Stormwater management for the site must meet the requirements of the City's Comprehensive Surface Water Management Plan. MOA has submitted a conceptual Stormwater Management Plan for all phases that includes piping stormwater to Pond C, which is a regional pond located offsite, north of Trunk Highway 77 and Long Meadow Lake. In 2008, Pond C was expanded in anticipation of MOA Phase II plans. As stormwater rules and regulations change, each Final Development Plan submittal will require an updated Stormwater Management Plan and maintenance agreement.

Utilities:

The availability and capacity of sanitary sewer and water service is currently adequate for the proposed development. Additional future development in South Loop may result in the need for improvements to the sanitary sewer or water system. The applicant will be required to fund their portion of the costs of necessary improvements.

Fire Prevention:

Maintaining access, water supply, and addressing for the existing Mall and future phased development plans will be critical factors. The existing ring route around the Mall of America has had a significant & positive impact on the ability for emergency vehicles to access the areas around and in the Mall. This continued access will be a critical factor as the Mall continues to expand. The access and circulation design must meet or exceed the minimum standards for fire prevention and be maintained in accordance to the approved plan including a surface to provide all weather driving capabilities. Apparatus access roads shall be asphalt or concrete and support a minimum of 80,000 pounds.

Standpipes shall be located in the parking ramp stairwells with doors provided from all ramp stairwells to each level of the parking ramp. There shall be sufficient stairwells to meet the distance requirements between standpipes.

Hydrants will 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 the Mall and subsequent development. A concern for the restaurants in the retail space and hotel, especially those producing grease laden vapors, is to assure the hood suppression system is tested to the UL300 Standard, be listed and labeled for the intended application and have the capability to flow water through the same nozzles upon discharge of the wet chemical.

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

FINDINGS

Section 21.501.02(d)(1-6) Preliminary Development Plans

...The following findings must be made prior to the approval of new preliminary development plans or revisions to previously approved preliminary development plans:

- (1) The proposed development is not in conflict with the Comprehensive Plan;**
 - * The comprehensive plan recommends High Intensity Mixed Use for the site. Retail shopping mall, hotels, office and residential uses are all consistent with the land use designation.
- (2) The proposed development is not in conflict with any adopted District Plan for the area;**
 - * 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;**
 - * No deviations have been identified.
- (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;**
 - * The proposed Mall of America Expansion, in conjunction with the overall Planned Development, is a complete unit without dependence upon other subsequent units. There are several public roads, parking areas, and new accesses created to ensure that the Planned Development is able to fully accommodate all of the uses within the site.

(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; and

* Water, sewer, and traffic studies have been, and will be conducted with each development phase to ensure that the proposed development will 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.

* The proposed development is not expected to create excessive noise, light, odor, or other factor that would be injurious to the surrounding neighborhood.

RECOMMENDED CITY COUNCIL ACTION

The Planning Commission and Staff recommend approval of the Revised Preliminary Development Plan for Phase I and Phase II Mall of America at 7900, 8000 and 8100 24th Avenue, 2000 and 2100 Killebrew Drive, and 2001, 2101, and 2251 Lindau Lane subject to the following conditions:

- 1) A Site Development Agreement be executed by the applicant and the City that includes all conditions of approval;
- 2) With each Final Development Plan approval, the applicant shall execute a Public Improvement Agreement with the City that identifies cost participation and timing of those improvements to public infrastructure identified in Appendix A;
- 3) The applicant shall 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 be part of Phase I or Phase II structures located in public right-of-way. This Agreement shall 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; and
 - h. Security camera equipment and appurtenances.
- 4) A Final Development Plan showing construction on IKEA property must include a signature from the IKEA property owner on the Development Application;
- 5) An updated full Traffic Analysis similar to the detailed 2006 Mall of America, Phase II traffic study, shall be completed with the first final development application received by the City after 2014 to account for changes to the existing roadway network and area development. The updated traffic analysis shall 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 shall 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 and the I-494/Portland intersection;
- 6) A Construction Management Plan shall be submitted for review and approval by the City with each Final Development Plan application. Plan elements shall 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;

- 7) Given the unique parking characteristics of a development the size of the Mall of America, the City has determined parking requirements using a parking calibrated model based on the Urban Land Institute's *Shared Parking Study, Second Edition*. The following parking related requirements apply:
 - a. Final Development Plans for each 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 according to the parking model.
 - b. Full build out of the Preliminary Development Plan, excluding IKEA, would require a minimum of 20,872 parking spaces on land controlled by the applicant.
 - c. Additionally, given that overflow parking could have significant negative impacts on surrounding property, full build out of the Preliminary Development Plan, excluding IKEA, would require the applicant to demonstrate peak period access to at least 3,119 additional off-site parking spaces via agreement or easement. Off-site overflow parking spaces must be accessible via LRT, shuttle bus or walking.
 - d. The parking figures above include 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 reduce the effective supply factor accordingly.
 - e. The applicant and any successors shall prohibit the performing arts facility from operating whenever the available on-site parking will be less than 1,000 spaces. This condition shall be incorporated into any operations, maintenance, and/or lease agreements.
- 8) The applicant shall submit a Tier I Transportation Demand Management Plan in conjunction with the first Final Development Plan submitted under this Preliminary Development Plan. The Tier I Transportation Demand Management Plan shall be updated with each subsequent Final Development Plan.
- 9) All intersections included in the on-site circulation system must operate at a Level of Service (LOS) D or better;
- 10) The bus and shuttle drop-off areas must provide sufficient height clearance, lighting, turning paths, and functional intersections;
- 11) Buildings constructed over roadways shall include lighting, sprinkler, and ventilation systems to ensure the tunnels meet all applicable regulations regarding air quality and safety;
- 12) An on-site stormwater management plan shall be submitted with the each Final Development Plan application that includes:
 - a. Rate control and water quality management practices compliant with the City's comprehensive Surface Water Management Plan; and
 - b. A stormwater management maintenance plan signed by the property owner and filed of record with Hennepin County. An analysis of sanitary sewer flows and calculations from all parking levels if it is determined that the ramps (or portions of ramps) are classified as "closed" ramps and drain to the sanitary sewer system;
- 13) Sanitary sewer and water utility service plans shall be submitted with each Final Development Plan application and must accommodate all future development expansion. For private utilities that cross property lines, standard maintenance agreements and easements shall be established and recorded prior to issuance of permits;
- 14) Sanitary sewer installed on the Phase II site shall be of sufficient depth and capacity to serve the development;
- 15) A Final Development Plan showing a cogeneration facility must include a cogeneration facility study containing information on capacity, system components, dimensional data, environmental factors, operations, and permits and approvals from regional, State, and Federal agencies or departments, as applicable;

- 16) An on-site ITS/Wayfinding system shall be installed per the 2008 Public Improvements Agreement Between MOAC and the City of Bloomington;
- 17) Pedestrian bridges connecting to buildings and/or parking ramp(s) shall be covered and enclosed. Exterior materials shall be visually integrated with the exterior materials used on abutting structures;
- 18) Applicant shall provide exterior pedestrian entrances along Lindau Lane so that pedestrians and bicyclists can easily enter into MOA's easterly side from Lindau Lane.
- 19) The development shall be consistent with the ten principles outlined in the *Urban Design* Guideline Plan approved in Case 10730B-13;
- 20) No structures or buildings shall be located in existing public drainage, utility, or sidewalk easements;
- 21) Final Development Plans showing parking structures must coordinate mall and parking structure design to:
 - a. Maximize efficiency of access and circulation to and from adjacent roads;
 - b. Better enable patron access by increasing the number of pedestrian entrances from parking ramps to the Mall;
 - c. Maximize efficiency of vehicle circulation within parking structure;
 - d. Maximize efficiency of arriving vehicles in finding available parking stalls; and
 - e. Separate truck/delivery traffic from visitor traffic within new parking structures.
- 22) 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;

and subject to the following City Code requirements:

- 1) Property be platted in accordance with the requirements of Chapter 22 of the City Code;
- 2) Landscape plan be approved by the Planning Manager and landscape bond be filed (Sec 19.52);
- 3) Erosion control measures be in place and bond be filed;
- 4) All rooftop equipment be fully screened (Sec. 19.52.01);
- 5) All trash and recyclable materials be stored and screened inside the principal building(s). (Sec. 19.51);
- 6) Fire lanes be posted as approved by the Fire Marshal (MN State Fire Code Sec. 503.3);
- 7) Utility plan showing location of existing and proposed water main and fire hydrant locations be approved by the Fire Marshal and Utilities Engineer (City Code Sec. 6.20, Minnesota State Fire Code Sec. 508);
- 8) Food service plans be approved by the Environmental Services Division (City Code Sec. 14.360);
- 9) Parking ramp, lot and site security lighting shall satisfy the requirements of Section 19.54 of the City Code;
- 10) Exterior materials and finish of all buildings must be approved by the Planning Manager and shall be in conformance with the applicable requirements of Section 19.63.08 of the City Code.
- 11) Signage be in conformance with the requirements of Chapter 19, Article X of the City Code;
- 12) A uniform sign design be submitted for approval by the Planning Manager; and
- 13) All signage be in accordance with the approved Uniform Sign Design (Sec. 19.109).

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