



Introduction

Adjacent to a major international airport, overlooking a National Wildlife Refuge, anchored by the Mall of America, served by light rail transit, multiple freeways and the State's largest transit hub, at the center of a highly educated and livable metropolitan area, with abundant shovel ready sites, Bloomington's South Loop District is perfectly situated to serve as Amazon's second North American headquarters. Bloomington's abundant water resources, non-coastal location and northern climate will serve Amazon well in a future of predicted climate change.

Bloomington

Bloomington is a metro suburb with convenient access to Minneapolis, St. Paul and the rest of the world. Minneapolis-St. Paul International Airport is situated next to Bloomington and was ranked the fifth best domestic airport in 2016. The bustling downtowns of Minneapolis and St. Paul are just 10 miles away by multiple major expressways or Metro Transit, including four light rail train stations.

Bloomington's 3,400 businesses attract top talent from around the world, with companies like HealthPartners, Seagate Technologies, and Mall of America® collectively employing more than 90,000 workers.

Bloomington is a community. Alongside its thriving businesses, the city has an extensive park and nature system, with over 1,000 square feet of parkland per capita and 34 miles of National Wildlife Refuge along the shore of the Minnesota River. Expansive parks and wildlife habitats provide limitless recreation options such as hiking, biking, snowshoeing and cross country skiing in a beautiful natural environment.

The city offers a unique mix of retail, dining and entertainment to keep residents on the go. The diverse population of this community drives innovation, creates new markets, increases creativity and makes Bloomington rich with culture. A high quality of life and moderate cost of living allow 88,000 Minnesotans to call Bloomington home.

South Loop District

The South Loop District sits at the confluence of two major rivers and has been a crossroads of cultures, commerce, and transportation for millennia. Over the last 150 years, the area's identity has been shaped by many diverse uses: from military fort reserve and missionary settlement to farming, major league sports, and world-renowned retail and commerce. More recently, a new vision has emerged for the district as a transit-supportive, mixed use neighborhood with walkable streets, attractive public amenities, with compelling creative placemaking and public art. Public and private sector leaders have collaborated to implement the infrastructure required to support significant new investment.

Bordered in part by the Minneapolis-Saint Paul International Airport (MSP) and the Minnesota River Valley, South Loop contains a unique mix of features and amenities: the Mall of America, the Minnesota Valley National Wildlife Refuge and Visitors Center, the headquarters of

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corporations such as HealthPartners and Ceridian, over 4,000 hotel rooms, four light rail transit stations for the Blue Line that connects to North Loop in Downtown Minneapolis, a residential neighborhood, and hundreds of developable acres. The adjacent, top rated airport serves as a gateway; connecting Bloomington and the Twin Cities metropolitan region to the world. The South Loop District encompasses about 2,350 acres and is comprised of a mix of urban development and natural, open spaces. The largest single land use consists of conservation and open space areas with approximately 62 percent of the area encompassing the bluffs, ravines, and wetlands along the Minnesota River. Much of the conservation area is located within the Minnesota Valley National Wildlife Refuge and, while accessible via trails, cannot be developed. The remaining area supports retail, office, hotel, residential development in the upland area above the bluff. Of the developable area, about 224 acres are currently available for development.

Several existing uses within or immediately adjacent to South Loop have influenced its existing character and can accommodate the Amazon demand.

- *Hiawatha Light Rail Transit (LRT) - South Loop* is served by the Hiawatha Light Rail Transit (LRT) line (Blue Line). With four LRT stations, South Loop is becoming a model for compact and sustainable Transit-Oriented Development (TOD). The Blue Line provides direct and convenient access to the MSP airport and downtown Minneapolis (North Loop). It also connects to other regional transit systems including Cedar Avenue Bus Rapid Transit (Red Line), Central Corridor LRT (Green Line), and the Northstar Commuter Rail line. Exceptional connectivity to the region as well as national and international locations, gives South Loop a real competitive advantage as a place to work, do business, recreate, and live.
- *Minneapolis-St. Paul International Airport (MSP)* – Two light rail station away, South Loop enjoys quick and convenient access to MSP, a top rated major hub airport. At the center of the continent, MSP offers quicker flight times to most North American population centers than coastal air hubs.
- *Mall of America (MOA)* - The MOA is a major retail and entertainment destination, drawing 40,000,000 visitors annually from the region and beyond. It is the primary retail and entertainment anchor of South Loop, providing a variety of dining, shopping, and entertainment opportunities to visitors, as well as residents and employees.
- *Bloomington Central Station (BCS)* - *Approved in 2005, the BCS master plan proposes a mix of office, hotel, and residential uses centered around an existing 2-acre park and LRT station. Plans call for a pedestrian-friendly mixed-use neighborhood incorporating state-of-the-art sustainable practices.*
- *Minnesota Valley National Wildlife Refuge (MVNWR)* - With its entire eastern edge formed by the Minnesota Valley National Wildlife Refuge (MVNWR), South Loop enjoys direct access to a significant natural amenity and extensive trail system. The MVNWR headquarter offices and visitors center is located on the eastern edge of the district. The refuge is part of a corridor of land and water stretching nearly 70 miles along the Minnesota River. With over 14,000 acres, the MVNWR is an urban getaway for hikers, bikers, wild-life watchers, photographers, and cross-country skiers. The Minnesota State Trail is being built through the South Loop district within the Wildlife Refuge.

Potential Sites

The South Loop District provides over 140 acres of shovel-ready infill sites zoned for office (See attached map). The infill sites are owned by three major entities that have a long history of working together to deliver large-scale development projects, and have an existing redevelopment contracts in place with the City and Port Authority.

<u>Site</u>	<u>Description</u>	<u>Building Floor Area (sf)</u>	<u>Land Area (Acres)</u>	<u>Ownership</u>
A	Thunderbird	780,000	15.7	City and MOA
B	Interstate - Alpha	400,000	13.2	City
C	Spruce Shadows Farm	1,530,000	32.0	City
D	Met Center	1,500,000	27.6	MOA
E	Adjoining Lands	2,080,000	30.0	MOA
F	Bloomington Central Station	1,892,000	22.4	McGough
Totals		8,182,000	140.9	

Sites D and F above have development approval in place already. The other sites are entitled for the development listed, and only need to move through the City's development process. The City is experienced in approving large-scale developments such as the 5.6 million square foot Mall of America, among others.

Environmental Approval

The South Loop District has an approved environmental document called the Alternative Urban Areawide Review (AUAR) and Mitigation Plan. The AUAR is a substitute for each individual development in the district completing its own EAW or EIS by assessing cumulative environmental impacts of development in a defined area. The AUAR would have to be revised to reflect the Amazon proposal of 8 million square feet of office, but these modifications are in line with the total development area of the district and are not anticipated to be a hurdle.

Accessibility

Given its closeness to the MSP airport, regional freeways, and light rail, South Loop has transportation advantages that many other areas do not. South Loop has direct connections to Interstate 494 (north border) and MN-TH77 (west border). Major arterials run throughout the district, providing direct access to the major highways and MSP airport. South Loop is approximately equidistant to the central business districts and population centers of Minneapolis and St. Paul. South Loop is connected to Minneapolis via 12 miles of light rail (Blue Line) and a future connection to St Paul that would replace the busy and robust Route 54 bus line which is currently being studied and is recommended to become a modern streetcar line (Riverview Corridor).

The City and other regional partners have been working to improve access and throughput along the I-494 corridor that connects South Loop to the western metro. Twenty five percent of the regions jobs lie along the I-494 corridor.

Transit

South Loop is served by a multi-faceted, high frequency, transit system consisting of 12 LRT, BRT, and local bus routes. South Loop has the busiest transit hub in the state, the MOA Transit Station. The Minneapolis-Saint Paul public transit system received the 2016 Best American Transit System award and forms the backbone for connectivity to airports, museums, concert

halls, theatres, the Mall of America, sports stadiums, and other attractions for both local and international visitors.

- 220 Transit Routes in the Region
- 186 Transit Routes connected to MOA Transit Station with one transfer
- 12 Transit Routes that connect directly to MOA Transit Station

Bicycle System

The Twin Cities area ranks at or near the top in the country in the percentage of bicycle commuters. Bicycle facilities and routes are implemented or proposed throughout South Loop as either on-road dedicated lanes to off-road trail facilities. As new streets are designed in South Loop, bike lanes will be considered.

Connections to the regional trail system and adjacent communities are provided by the Nokomis-Minnesota River Regional Trail and will be enhanced once the proposed Nine-Mile Creek Regional Trail is constructed in South Loop. These regional trails and the existing 86th Street bikeway also provide opportunities for bicycle commuting.

As South Loop develops and becomes more dense with development, a bicycle sharing system will be built in the area given the mix of residents, visitors, and employees. The ability to take bikes on the Light Rail Transit greatly expands the reach of the current Nice Ride network of kiosks in Minneapolis and St. Paul.

- Third highest percentage of workers commuting by bicycle (American Community Survey, 2015)
- Second most bicycle-friendly state in nation (League of American Bicyclists, 2015)
- Minneapolis ranked sixth best biking city (Bicycling Magazine, 2016)

Utility Infrastructure

The utility infrastructure in South Loop consists of sanitary sewer, potable water, and storm water systems, as well as energy and telecommunication systems. South Loop is served by public and private utility systems. The majority of the public utility infrastructure is sufficient to accommodate current demands.

The primary private utilities serving South Loop include: Xcel Energy (electric power) and CenterPoint Energy (natural gas). There are numerous phone, cable, fiber and Internet service providers operating in South Loop. The largest and most common are Xfinity (Comcast) and CenturyLink. The area is served by a digital antenna system (February 2018 completion) providing strong and reliable cellular phone service.

District Energy System

The amount of new development projected for South Loop make it a potential candidate for implementation of alternative energy systems. The City conducted a district energy study in 2010 that showed district energy is feasible, cost effective, and sustainable. In the context of ongoing Amazon development, the district energy system could be built.

Sustainability

The central organizing principle of the South Loop District Plan approved in 2013 is *Sustainability*.

To ensure South Loop develops in a sustainable and responsible manner, the plan proposes a development framework that reflects the following sustainability goals:

1. **Energy**

Encourage efficient building, site, and infrastructure design that reduces fossil fuel use and carbon emissions.

2. **Accessibility**

Design and implement transportation systems that support planned development while allowing for reduced reliance on motor vehicles and promote use of transit and alternative transportation modes.

3. **Green Infrastructure**

Integrate natural system functions in the design of infrastructure systems, buildings, and sites to preserve and restore natural resources and maintain the area's natural resource base.

What sustainability means in the context of real estate development, continues to evolve since the approval of the South Loop District Plan. The City has been laser-focused on the emergence of autonomous vehicles and how that will impact the built environment. One of the larger conundrums facing the development community today is how much parking to build, and whether it will be needed in five or ten years when large numbers of people will use autonomous ride sharing services, or their autonomous cars can park themselves in remote locations and be summoned to pick them up. To mitigate that concern, a collaboration between the City and Developer will work to evaluate the parking infrastructure investment with an eye to the future. Meaning, parking ramps constructed from today forward will be built with a future use in mind, so that they are convertible to offices or other uses with minimal impacts and costs.

Creative Placemaking

Bloomington values creatives. Creative Placemaking in the South Loop is an initiative from the City of Bloomington and nonprofit partner Artistry. The vision is: "Sustained creative placemaking efforts will establish the South Loop as a distinctive destination know for welcoming creative people and using the arts to transform the neighborhood physically, socially, and culturally."

Goals for creative placemaking in the South Loop include:

- **Urbanism:** Ensure urban design excellence in transforming the built environment.
- **Animation:** Animate public spaces and strengthen the social and cultural fabric.
- **Involvement:** Involve and empower people who inhabit and care about the South Loop.
- **Identity:** Elevate and project South Loop's identity.
- **Leadership:** Build capacity to sustain leadership and champions.
- **Investment:** Establish a resident creative sector.

Recent creative placemaking projects have included a mobile warming house experience, "walking theater" performance, community murals, sculptures, utility box art, landscaping art, creative engagement activities, and art events.

Incentives

<Greater MSP - State and Regional Incentives>

The City of Bloomington and its Port Authority have existing financial resources to fund public infrastructure (including parking) and offset land costs. Redevelopment contracts with Mall of

America and McGough are in place. In the past, public funds have been used to fund 10-20% of project costs to increase development density in South Loop. Nearly \$400 million in existing public funding sources are available to Amazon for development over the next 15 years. Exact funding levels for each project are a function of the financials of each project. A summary of the funding is as follows:

- Mall of America® Tax Increment Financing—Generating \$9 million annually in 2017, estimated to be \$250 million during the life of the TIF district
- Bloomington Central Station Tax Increment Financing—Generating \$2.5 million in 2017, estimated to be \$55 million during the life of the TIF district
- South Loop Development Fund—Generating \$6 million annually in 2017

Time to Operations

Bloomington has a quick and efficient entitlement process. Having a districtwide environmental review document (AUAR) already in place remove the need for environmental reviews for the first phases of development and should ease the environmental review process for subsequent phases. Zoning entitlements for new development are frequently granted within eight weeks of a complete application. Should amendments to zoning standards need to be considered, staff is available in house to quickly process those amendments. Building permit application reviews can be expedited. The City's commissions and staff are familiar with large and complicated projects.

EXPO 2023 - World's Fair

The City is working with the Department of State, Department of Commerce, and the Minnesota EXPO Bid Committee to bring the first World's Fair in decades to the United States. A vote will take place on November 15, 2017. If the Minnesota-USA bid wins the vote, an EXPO will occur in South Loop in 2023. It is totally feasible to host the EXPO in South Loop, and purposefully design EXPO buildings to become Amazon office buildings after the three-month EXPO in 2023. The EXPO would leave a unique legacy to the South Loop District and the areas that are developed afterwards or are repurposed into office space.

Community Information

The Twin Cities' art scene and rich cultural heritage reflect the attributes that make Seattle a global destination. Ranked fifth in the nation for density of artists and culture creatives, Minneapolis/St. Paul is among the top metropolitan areas in the U.S. for growth in creative jobs.

The lively scene includes 167 museums, two full-time professional orchestras, 336 music organizations, an internationally renowned opera company, and one of the most philanthropic markets in the nation. The area is also home to five professional sports teams and maintains a high standard for education.

Quality Of Life

Overall quality of community life represents the natural ambience, services and amenities that make for an attractive community. How residents rate their overall quality of life is an indicator of the overall health of a community. From the 2017 annual National Citizen Survey™ of Bloomington residents, 95% rated the City as an excellent or good place to live. Satisfaction with Bloomington and its services is also growing.

- Resident satisfaction with overall quality of life in Bloomington improved from 85 percent in 2016 to 92 percent in 2017.
- In 2017, 95 percent of respondents rated Bloomington as a place to live as excellent or good, up from 90 percent in 2016.
- Nine out of ten respondents would recommend Bloomington to others and plan on remaining in the city for the next five years.
- Scores for overall appearance, Bloomington as a place to raise children and overall image rose in 2017.
- Nine out of ten respondents reported feeling safe in Bloomington's neighborhoods and shopping areas.
- Ratings for the City's overall direction, value of services for taxes paid and customer service grew between 2016 and 2017.

Minneapolis/St. Paul leads the country in health, fitness and overall activity. Biking, sailing, golfing, and skiing provides residents with a range of outdoor activities from season to season. With the nation's largest park system, a chain of five city lakes and nearly a dozen downtown farmer's markets, the area offers unparalleled livability.

Minnesota ranks sixth in United Health Foundation's annual listing of the healthiest states, and its hospitals routinely score among the best and safest in the nation.

Museums

While there are numerous fine art museums in town, the most preeminent spaces are the Weisman Art Museum, Walker Art Center, Minneapolis Institute of Art, and American Swedish Institute.

Theater

Minneapolis/St. Paul is second only to New York City in the number of theater seats per capita, with more than two million theater tickets sold each year. Among its stars are the Guthrie Theater, the country's first regional repertory theater, the Orpheum Theatre, State Theater, Ordway Center for the Performing Arts, and Fitzgerald Theater.

Philanthropy

Minneapolis/St. Paul is consistently ranked as one of the most charitable markets in the country and hosts over 50 charity galas annually, raising \$442 million.

Education

Forty-five thousand degrees from 33 colleges are conferred annually in the Minneapolis/St. Paul region. The Twin Cities are ranked fifth in the world for student performance behind Japan, Hong Kong, Singapore, and Taiwan.

Music

Home to the Minnesota Orchestra, St. Paul Chamber Orchestra, and Minnesota Opera, cultural music is a priority in the Minneapolis/St. Paul market.

Fitness + Sports

Minneapolis/St. Paul hosts five professional sports teams and continuously ranks as the healthiest city in the U.S. by publications such as Forbes and livability.com.

Cultural Impact

The Twin Cities have \$1.2 billion in economic impact, are ranked #2 in Cultural Theater, #3 in Cultural Art Scene, and #4 in Live Music Scene in “America’s Favorite Cities 2014” by Travel and Leisure.

Summary of Amazon RFP Requirements

AMAZON HQ2 SITE REQUIREMENTS	SOUTH LOOP/BLOOMINGTON QUALIFICATIONS
30 miles to population center	10 miles from Downtown Minneapolis and St. Paul
45 minutes to international airport	Minneapolis-St. Paul International Airport is located 5 minutes from South Loop, or 2 light rail stops
1-2 miles from major highways and arterial roads	Adjacent to I-494 and MN-77; less than 4 miles from I-35W; less than 7 miles from I-35E
Access to mass transit	<ul style="list-style-type: none"> - Metro Transit Center at Mall of America® includes light rail and bus transportation, as well as designated hotel shuttle, taxi, Uber, and tour bus drop-off/pick-up locations. It’s the busiest and most-connected transit stop in Minnesota - 3 other light rail stations exist in South Loop - 186 transit routes available within one transfer - Mall of America transit station scheduled to be expanded and upgraded in 2018
Traffic congestion	25.1 minute average commute time in Minneapolis/St. Paul Metro

AMAZON HQ2 BUILDING REQUIREMENTS	SOUTH LOOP/BLOOMINGTON QUALIFICATIONS
500,000+ sq. ft. Initial Phase I (2019)	Construction could start in 6 months, and could be complete in less than 2 years
Up to 8,000,000 sq. ft. (beyond 2027)	Shovel-ready
Fiber optic Internet connections	In place
Strong cellular phone service	Digital Antenna System (complete February 2018)

AMAZON HQ2 COMMUNITY REQUIREMENTS**SOUTH LOOP/BLOOMINGTON QUALIFICATIONS**

Highly educated labor pool	72% of Minnesota adults ages 25-64 have at least some college education or higher (24% Bachelor's degree, 12% Graduate or Professional degree); 57% of young MN adults (ages 18-24) are pursuing higher education
Strong university system	Minnesota has nearly 200 colleges and universities, including the University of Minnesota-Twin Cities and Carleton College
One million residents	Twin Cities 7-county population: 3.28 million
Diverse Population	White Non-Hispanic: 73.6% Black: 9.3% Asian: 7.6% Hispanic: 6.3% Two or More Races: 2.6% American Indian: .6%
Strong business climate	Minnesota is home to 17 Fortune 500 companies, including retailers Target (38) and Best Buy (71); logistics and supply-chain company C.H. Robinson (208); 3M (93); UnitedHealth Group (6); General Mills (161)
Quality of life	Named "Happiest State in the U.S." by WalletHub in Sept. 2017 based on 28 metrics ranging from depression rate to sports participation rate to income growth; Minneapolis-St. Paul ranked "#17 Best Places to Live"

Site	Building Floor Area	Land Area	Ownership
A	780,000.00	15.70	City and MOA
B	400,000.00	13.22	City
C	1,530,000.00	32.00	City
D	1,500,000.00	27.55	MOA
E	2,080,000.00	30.00	MOA
F	1,892,000.00	22.39	McGough
Totals	8,182,000.00	140.86	



