

Minneapolis City Planning Department Report
Planned Commercial Development:
Conditional Use Permit Application C-#1000141/1000142
Site Plan Review Application #SP1000138

DATE: July 30, 2002

Initial Application Date: May 4, 2000

Re-application Date: June 21, 2002

Date Application Deemed Complete: June 26, 2002

End of 60-Day Decision Period: August 20, 2002

Applicant: Block E Interests, LLC

Address of Property: Mailing address: No mailing address is specified for this project.
Included addresses: The Project is bounded by Hennepin Avenue, North 6th Street, First Avenue North, and North 7th Street in Downtown Minneapolis.

Contact Person and Phone: Applicant: Daniel McCaffery; McCaffery Interests, 737 North Michigan Avenue, Chicago, IL 60611, phone: (312) 944-3777 facsimile: (312) 944-7107.

Owner's representative: Rebecca L. Rom, Faegre and Benson, LLP, 2200 Wells Fargo Center, 90 South 7th Street, Minneapolis, MN 55402-3901, phone: (612) 766-7231, facsimile (612) 766-1600, e-mail: RROM@FAEGRE.COM **Architect:** Joe Antunovich, Antunovich Associates, (312) 266-1126; **MCDA staff:** Phil Handy: (612) 673-5010 and Tom Daniel, (612) 673-5090.

Staff Contact Person and Phone: Jack Byers, City Planner; voice: 612-673-2634; facsimile: 673-2728; TDD: 673-2157; e-mail: jack.byers@ci.minneapolis.mn.us

Ward: 5

Neighborhood Organizations: Downtown Council; Downtown Minneapolis Neighborhood Association, Hennepin Avenue Advisory Board

Existing Zoning and Affected Uses:

- **B4S2: Downtown Service District:** Surface parking lot bounded by Hennepin Avenue, North 6th Street, First Avenue North, and North 7th Street.
- **DP: Downtown Parking Overlay District:** Surface parking lot bounded by Hennepin Avenue, North 6th Street, First Avenue North, and North 7th Street.

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Proposed Use: Mixed use development. The Developer's Application calls for the following:

• Hotel, including ballroom and conference center	187,776 sq. ft.
• Cinema complex	93,951 sq. ft.
• Retail, including four to six restaurants	141,015 sq. ft.
• Underground parking garage of approximately 563 spaces	209,102 sq. ft.
• Loading facilities	11,686 sq. ft.
• Stairs/Mechanical	26,059 sq. ft.
• Interior public space	20,381 sq. ft.
• Exterior public plazas	21,438 sq. ft.
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TOTAL	689,970 gsf

Authority:

Minneapolis Code of Ordinances, Title 20: Zoning Code, Chapter 525: Administration and Enforcement, Chapter 527: Planned Unit Development, Chapter 530: Site Plan Review, Chapter 541: Off-Street Parking and Loading, Chapter 543: On-Premise Signs, Chapter 544: Off Premise Advertising Signs and Billboards, Chapter 549: Downtown Districts, Chapter 551: Overlay Districts

Minneapolis Planning Department and Minneapolis Downtown Council: *Downtown Minneapolis 2010: Continuing the Vision into the 21st Century*, Adopted by the Minneapolis City Council as a component of the City's comprehensive plan, October 1996

Block E: Development Objectives, Adopted by the Minneapolis City Council, April 1995

Previous Actions:

Approvals by Minneapolis City Planning Commission, May 2000:

- Planned Commercial Development: Conditional Use Permit Application C-#1000141/1000142
- Site Plan Review Application #SP1000138
- Alley Vacations Application # 1320/1321

PLEASE NOTE: This document addresses the issues and concerns raised by the Planning Department in relation to those items that differ substantially for the previous staff report dated May 4, 2000 and approved by the City Planning Commission on May 15, 2000. Beyond the issues specifically noted herein, please refer to the original staff report.

Application has been made for the following Encroachment permits:

- Skyway across Hennepin Avenue between Block E and City Center: Number 64522: Issued December 31, 2002.

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- Skyway across First Avenue North between Block E and Target Center: Number 64523; Issued January 4, 2002
- Sculptural signage feature (Hard Rock Café guitar) on the corner of North 7th Street and First Avenue North: This Encroachment Permit *was not* issued. A letter was sent by Public Works Right-of-Way to William Underwood (on May 13, 2002) explaining that this "sign" fell under the administration of the Zoning Dept. (Sign Ordinance).

Travel Demand Management (TDM) Plan (formerly called a Transportation Management Plan): Approved on August 11, 1998

Environmental Assessment Worksheet for Block E Development: Approved by City Council on July 31, 1998 and by the Mayor on August 3, 1998.

Streetscape Plan:

On May 1, 2000, the City Planning Commission approved the document *Hennepin Avenue Theatre District: Building an Urban Identity: A Guidebook for Streetscape and Architectural Development* as the design and planning source for future revisions to the public environment on Hennepin Avenue between 5th and 10th Streets. Planning staff was directed to continue working toward implementation of this project with the Public Works Department and with property owners, businesses, and residents in the project area.

TIF and Redevelopment Plans:

On May 4, 2000, the City Planning Commission reviewed the following TIF and Redevelopment Plans:

- Hennepin and 7th Entertainment Tax Increment Finance Plan
- Modification No. 6 to the City Center Tax Increment Finance District, County No. 56
- Modification No. 71 to the Common Development and Redevelopment and Common Tax Increment Finance Plan (Hennepin and 7th Entertainment)
- Hennepin and 7th Entertainment Redevelopment Plan

The City Planning Commission did not approve these plans. The Commission recognized that further refinements to the physical and functional design of Block E: The Minneapolis Lifestyle Center and the Mann Theatre/Stimson Building will be brought forward under future related actions.

Future Reviews:

Encroachment Permits: Staff in Public Works Right-of-Way determined that once building design is firm and contract documents are underway, application can be made for additional encroachment permits that will be needed. Such permits may include, but are not limited to the following:

- Porte cochere at hotel drop-off
- Cinema marquee
- Freestanding bus shelter on Hennepin Avenue

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Stormwater Management Plan: Staff in the Public Works Department have determined that the Project's Stormwater Management Plan will need to consist of a utility and drainage plan.

Appropriate Section(s) of the Zoning Code:

Chapter 525: Administration and Enforcement
Chapter 527: Planned Unit Development
Chapter 530: Site Plan Review
Chapter 541: Off-Street Parking and Loading
Chapter 543: On-Premise Signs
Chapter 5441: Off Premise Advertising Signs and Billboards
Chapter 549: Downtown Districts
Chapter 551: Overlay Districts

ATTACHMENTS:

Attachment 1: Letter to Planning Director, Chuck Ballentine from Developer, Dan McCaffery dated May 6, 2002

Attachment 2: Letter to Planning Director, Chuck Ballentine from Developer's Representative, Mark Engebretson, dated June 13, 2002

Attachment 3: Letter to Mayor R.T. Rybak from Developer, Dan McCaffery dated July 18, 2002

Attachment 4: Architectural Drawings Block E Development, submitted by Antunovich Associates of Chicago, Illinois, dated June 21, 2002.

Attachment 5: Resolution by the Downtown Minneapolis Neighborhood Association, submitted to the Planning Department, dated July 9, 2002.

Attachment 6: Electronic mail letter to the Planning Department from John Rocker, JRC Advisors, Minneapolis, dated July 8, 2002.

Attachment 7: Electronic mail letter to the Planning Department from Joan Wilshire, Minneapolis Disability Advisory Committee on People with Disabilities, Minneapolis, dated July 21, 2002.

BACKGROUND:

Project description: The following is a snapshot of the Project **according to the Developer:**

The Block E project will consist of five principle uses:

- A first-class four-star Le Meridien Hotel with approximately 255 rooms, a full service restaurant and 23,000 square foot ballroom and conference center. At the time of original application, the hotel tenant was intended to be the Marriott Renaissance Hotel;
- A 17-screen state-of-the-art stadium seating Crown Cinema with substantial food and concession areas;
- Entertainment-orientated restaurant/retail venues, including Gameworks, Hard Rock Café, the Improv, and Borders Books and Music Cafe;
- A 563 (approx.) space below-grade parking facility with below-grade loading area.

The following language expresses the original intention of the developer as described in May 2000. Those items that are underlined have been modified in the as-built project. Detailed discussion of each item is taken up in subsequent sections of the Staff Report:

On First Avenue, the project will have 21,438 gross square feet of exterior public plazas, which will be an interactive “pocket park.” This park will be the focal point for year-round exterior activities celebrating the seasons of the year and may include such amenities as retail kiosks, musicians, a large Christmas tree and other presentations. This park will contain mature street trees, landscaping, sculpture and other amenities which change through various seasons. The project will be constructed behind property lines to provide an extended sidewalk/plaza for outdoor dining. The sidewalks on Sixth and Seventh Streets will be 15 feet wide and those on First Avenue and Hennepin Avenue will be at least 22 feet wide. The Center will provide a cross block connection between the theater entry on Hennepin and the hotel lobby and porte cochere on First Avenue. On the second level, skyway connections will be provided to Target Center and City Center (at the locations pre-established in those buildings for skyway linkage), with 20-foot wide skyways. There will be an exterior skyway entry at the corner of First and Sixth to allow easy direct-access from the skyway system to the pedestrian oriented Warehouse District.

The architecture of the three-level lower portion of the project will be developed to express the vernacular of the warehouse buildings of the adjacent blocks. This collection of individual “warehouses” will form the basis of the structure and the overall mass of these three levels rising directly from the surrounding streets. In many cases, these individual “warehouse” buildings will appear to have been renovated to accommodate a specialty restaurant or specialty retailer. The upper levels of many of these “warehouse” buildings will be used to display tenant and entertainment related signage. The entire project will be a celebration of lights and kinetic images. Lights will be prominent above the skyways connecting to the Target Center and City

Center, from the hotel tower to the outer ledge of the hotel entry on First Avenue. A large theater marquee will illuminate Hennepin Avenue celebrating the seventeen movie screens.

Retail/entertainment tenants will display their presence with vibrant, active illuminated signage.

The site will be streetscaped in accordance with the recently proposed Hennepin Avenue streetscaping plan. The Center will have full-sized store front windows providing continuous visual activity on street facades. The individualized facades will extend up above the second level with fenestration, projections and roof top cornice lines to give an identity and appearance consistent with surrounding larger scale Warehouse District structures and the general historical context of the area. Facades will incorporate brick, stone and other compatible materials.

The four-star Marriott Renaissance Hotel (now Le Meridien) will have an elegant hotel porte cochere at street level, with architectural detailing of brick, stone or similar materials. The hotel drop-off will be a large lighted canopy with exceptional architectural design. The hotel will be a simple, classical design. Large lobby windows will open onto the hotel drop off area. Above the hotel entry, large show windows will also expose the grand stairway into the theater complex (from the skyway to the third level) and the lively restaurant/concession area of the theater complex to First Avenue.

In the interior of the project, the approach of providing individualized interior facades will also reflect the vernacular of the Warehouse District. The interior walkway will have a substantial opening to the skyway level. Major restaurant or retail tenant will also have a primary entry from the interior corridor.

On the second level, the skyways will be oversized (approximately twenty (20) feet) as compared to minimum City requirements, and will be located at the predetermined locations for connections to Target Center and City Center. Again, individualized interior facades will be provided for retailers, and there will be primary entries into each major second level retailing tenant. Several tenants, including ESPN, are expected to occupy two levels. Also, as noted previously, a grand staircase from the skyway to the concession and ticketing area of the theater will be a major activity feature. At the Public Plaza on Sixth and First there will be direct street access, facilitating the transition of skyway traffic to street traffic at the primary Warehouse District entrance point.

MCDA involvement:

Previous Directives to the Minneapolis Community Development Agency:

- March 3, 2000 – City Council approves development agreement with McCaffrey Interests, LLC for mixed-use commercial project on Block E in Downtown Minneapolis.
- June 25, 1999 – City Council and Board of Commissioners authorized assignment of Redevelopment Contract to McCaffrey Interests, amending Contract to defer hotel component commitments to be a condition of Closing, and set a Closing Date of January 31, 2000
- December 18, 1998 – “Sunset Date” extended to May 31, 1999

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- September 9, 1998 – “Sunset Date” extended to December 31, 1998, due to Unavoidable Delay
- February 10, 1998 – Board authorized condemnation proceedings for the two remaining ownership parcels on Block E
- December 30, 1997 – City Council authorizes execution of Redevelopment Contract with Brookfield/DDRM/Excel joint venture for Block E and grants exclusive rights to make proposals for Blocks D and F.
- December 30, 1997 – City Council and Board approved terms and finance plan for and authorized execution of a Redevelopment Contract for Block E and development rights for Blocks D and F with a joint venture entity comprised of Brookfield, DDRM Entertainment, and Excel Realty Trust; directed the Developers to present a development concept for the three-block area in March; directed a feasibility study for moving the Shubert Theatre from Block E
- November 21, 1997 – Board authorized condemnation proceedings for Reilly’s Bar parcel
- September 12, 1997 City Council and Board extended exclusive development rights for Block E to Brookfield LePage to December 30, 1997
- June 27, 1997 – City Council and Board granted concept approval to Brookfield LePage for a revised Block E project; October 11, 1996 – City Council awarded Brookfield LePage exclusive development rights to Block E and a portion of Block F for a nine month period
- May 5, 1995 – City Council approved development objectives and a authorized staff to distribute an RFP for Block E
- 1993- City Council approved various financial transactions to “purchase” Block E from CDBG program
- 1991 – City Council directed staff to terminate agreement with Ray Harris and to reconsider development objectives and strategy
- 1988 – MCDA Board authorized condemnation proceedings for “early acquisition” parcels; City Council and MCDA Board amended the Development Program of Development District No. 58 relating to development objectives for Block E, established Block E Increment Financing District No. 45 and authorized execution of a development agreement with Ray Harris for Block E; 1987- City Council approved early acquisition of Block E using a CDBG “Float Loan,”
- 1986 – Ray Harris submitted development proposal and City Council authorized six months’ exclusive development rights
- 1981 – City Council approved original Block E Guidelines and Criteria

Review by citizen groups:

Downtown Minneapolis Neighborhood Association (DMNA):

The Developer has not submitted an updated schedule of meetings that have been held with neighborhood business and community groups since the time of the Planning Commission approval in May 2000.

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The Downtown Minneapolis Neighborhood Association (DMNA) has submitted a resolution passed by their Board of Directors on July 9, 2002. See Attachment #5.

Downtown Council of Minneapolis

The Developer has not submitted an updated schedule of meetings that have been held with neighborhood business and community groups since the time of the Planning Commission approval in May 2000.

Hennepin Avenue Advisory Board

The Developer has not submitted an updated schedule of meetings that have been held with neighborhood business and community groups since the time of the Planning Commission approval in May 2000.

FINDINGS REQUIRED BY THE MINNEAPOLIS ZONING CODE:

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Discussion items based on satisfying the original CPC conditions:

- Design of the Hennepin Avenue Bus Shelter
- Location and design of the bus shelters on North 6th Street and North 7th Street

Discussion items concerning differences between CPC approved drawings and project as currently built or indicated:

- Elimination of cross-block interior pedestrian corridor on the ground floor of the building complex
- Elimination of easily visible, easily accessible public restrooms that are not embedded within specific tenant spaces
- Elimination of highly-visible pedestrian link (via escalator) from the sidewalks/plaza to the skyway level of the building
- Elimination of the food court on second floor of building complex

In addition to the conditional use permit standards contained in Chapter 525, Administration and Enforcement, before approval of a planned unit development the City Planning Commission also shall find:

1. That the planned unit development complies with all of the requirements and the intent and purpose of this chapter. In making such determination, the following shall be given primary consideration:

- a. The character of the uses in the proposed planned unit development, including in the case of a planned residential development the variety of housing types and their relationship to other site elements and to surrounding development.**

The uses for this development include retail, entertainment, hotel, and parking, each of which is a permitted use in the B4S-2 District of the Zoning Code. Because this development is a planned commercial development, it is considered a conditional use. The uses proposed in this project are generally consistent with *Downtown 2010* and the *Minneapolis Plan*. The relationship of this planned commercial development to specific policies within *Downtown 2010* and the *Minneapolis Plan* is described in greater detail below. The relationship of this planned commercial development to other site elements and surrounding development is described in greater detail in the passages that follow.

- b. The traffic generation characteristics of the proposed planned unit development in relation to street capacity, provision of vehicle access,**

parking and loading areas, pedestrian access and availability of transit alternatives.

Consistency with Environmental Assessment Worksheet (EAW):

The anticipated project impacts were within the scope of those studied in the Environmental Assessment Worksheet (EAW). Therefore the EAW was determined to be valid for this project. However, significant changes have been made to the location and placement of bus shelters along North 6th Street and North 7th Street. See pages 12 and 15, below.

Provision of pedestrian and vehicular access:

Pedestrian and vehicular access at hotel drop-off:

Changes to the design of the hotel drop-off area that differ from those submitted and dated August 16, 2000 will be brought to the attention of the Planning Department by the Developer or his architect.

Pedestrian access to and from the Project:

The following concerns with pedestrian access to and from the Project remain:

- Elimination of cross-block pedestrian corridor on the ground floor of the building complex
- Elimination of highly-visible pedestrian link (via escalator) from the sidewalks/plaza to the skyway level of the building
- Reduction of clear space for pedestrian movement at bus shelters on North 6th Street and North 7th Street

Pedestrian circulation through and within the Project:

Planning Staff has raised the following concerns with pedestrian circulation through and within the Project:

- *Through-block interior pedestrian corridor on the ground floor:* In order to comply with the Development Objectives written and approved for Block E, staff recommended that ground floor circulation should be designed to accommodate convenient and easily visible pedestrian connections between sidewalks in the Theatre District and the Warehouse District. Ideally, ground level corridors would run diagonally from the corner of 7th and Hennepin to the corner of North 6th Street and First Avenue North.

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Through-block pedestrian circulation on the ground floor of the Project has been eliminated from the current set of drawings. In recent meetings the developer explained that the elimination of this corridor is meant to satisfy the demands of his hotel and retail tenants.

The Developer has made a reasonable argument that after careful re-evaluation over the last two years, he has come to understand that the elimination of through-block pedestrian circulation on the ground floor will enhance street activity on the sidewalks surrounding the project. Furthermore, he argues that doing so will make each retail unit feel more like it is its own building entity rather than a small part of a large retail complex.

Given the dismal performance and poor track record of other high-profile, indoor shopping malls that have been built in Downtown Minneapolis, Planning Staff generally concurs that the elimination of this corridor is worthy of serious consideration provided the following issues are satisfactorily dealt with:

- Despite arguments for and against the merits of grade-separated pedestrian systems, much of the fabric and economic function of Downtown parking and commercial office environment is predicated upon convenient access to and connections with the skyway system. For that reason, “vestibule” entrances to the ground floor of the building must be enhanced in a way that satisfactorily promotes clear, visible, easy-to-use access between the skyway level of the building and the sidewalks on the perimeter of the building. Currently, the escalators that rise from the Hennepin Avenue side of the building are not clearly visible from the street; instead they are situated out of view, behind an enclosed fire stair.

The placement of this escalator – just out of public view from the sidewalks – undermines the prominent role that this project was to play in linking together the skyways system and the sidewalk system.

As a means to rectify poor sightlines, each exterior door of the building that lead to and from the ground floor vestibules on the Hennepin Avenue and First Avenue North sides of the building should be affixed with the City standard “Blue Waters” signage indicating access to the Skyway System within.

- In current drawings and in as-built form, the escalator at the “central-crossroads” area of the second floor currently leads pedestrians to an obscure back corner of an as-yet un-leased pedestrian space. Moreover,

the intended “amenity” of the relatively open nature of the central crossroads space overlooks nothing in particular on the first floor. The awkward physical relationship of such spaces indicates that such an escalator would be an ongoing liability for pedestrian-patron clarity and convenience over the life of the project.

As such, Planning Staff strongly recommends that the Developer secure a tenant that will provide public access through tenant space linking escalator to sidewalks adjacent to building. The Developer should define the means through which the open escalator connection will be secured in the event that tenant hours do not conform with Uniform Hours Program of the Skyway System.

In the event that ground floor tenants choose not to provide public access through tenant space linking escalator to those sidewalks adjacent to the building, the escalator should be removed from the project and the residual space on the second floor be re-programmed to include another amenity rich feature to mark the central meeting place in the building.

- The Building Architect indicated that in order to comply with state building code, construction and operation of the originally-intended, direct escalator connection from the skyway level to the public plaza at North 6th Street and First Avenue North will need to be fully enclosed within a glass structure. The Building Architect explained that enclosing these escalators in glass would undermine the open-air character of this connection.

Planning staff maintains that the primary concern is the creation of a strong, visible public connection between First Avenue North and the Skyway Level of Block E and that this connection should be built even if it is not completely in character with the open-air design that was originally intended.

As with the skyways and second floor concourse, the escalator access point should remain open the full duration of time prescribed by the Uniform Hours Program set forth by the Downtown Council’s Skyway Advisory Committee.

Because the intended pedestrian circulation across the ground floor of the building will be re-directed to city sidewalks, pedestrian space on sidewalks surrounding the project should be maximized as called for in other related sections of this report.

Availability of transit alternatives:

Long-term transit concerns: Prior to the Planning Commission's original review of this project, Planning staff raised the concern that the sidewalk width on North 7th St. and the zero setback of the project could create a problem for transit users and pedestrians at the 7th St. transit stop. At that time, the developer responded to this concern by pulling the building back 3-4 feet from the property line in the vicinity of the transit stop, and enlarging the transit shelter planned for the 7th St. facade. According to Metro Transit staff at that time, these changes were sufficient to prevent excessive pedestrian congestion at this location.

Since the original approval, the Developer did not build this transit shelter into the facade of the building and as such is not in compliance with the original Planning Commission approval. The Developer has explained his rationale for not including transit shelters into the building in a letter to the Planning Director dated May 6, 2002 (see Attachment #1).

Other transit-friendly features of the project design were to have included the following:

- The North 6th St. facade will also include a large on-site transit facility. The Developer did not build this transit shelter into the facade of the building and as such is not in compliance with the original Planning Commission approval.
- Consistent with the approved Travel Demand Management Plan for the project, the developer will insure that the three transit facilities will include both heat and light.
- The facades will include canopies that will provide shelter for transit patrons on 6th and 7th Streets and Hennepin Ave.

- c. **The site amenities of the proposed planned unit development, including the location and functions of open space and the preservation or restoration of the natural environment or historic features.**

Location and function of open space:

Project Plans calls for an open public space located at the intersection of North 6th Street and First Avenue North (on the northwest corner of the site) and a smaller less-defined open public space at the corner of First Avenue North and North 7th Street.

Beneficial characteristics:

- The original plans which were approved by the Planning Commission in May 2000 indicated a direct vertical circulation between ground-level public space

and skyway level circulation space which was to have allowed for convenient, visually accessible interchange between street and skyway level environments in the Downtown Entertainment District. This escalator connection is not indicated in recent architectural plans submitted by the Developer, dated June 21, 2002 nor has it been constructed at the building site. This escalator connection is indicated in recent architectural elevations submitted by the Developer, dated June 21, 2002. This connection is still indicated in the image for the Project that is indicated on the frontispiece for the drawing package. To date, this connection has not yet been built.

The Developer has indicated that the fire stair that is located on the west side of the building (First Avenue North) could be modified to become a more visible entry to the Skyway Level of the building. Earlier discussions between the Planning Department, the Fire Marshall, and Plan Review indicated that modifying this fire stair for regular use would be problematic for maintaining fire safety standards.

- The location for a significant art/water feature is proposed. The siting of this feature was to have helped pedestrians along the northern reaches of First Avenue North to identify and locate the complex. The updated design for the fountain pool is included in the recent drawing submission. The specific design of the “water feature” (jets, lights, timing sequences, etc.) has not yet been proposed or submitted by the Building Architect.

Other site amenities of the proposed planned unit development:

There are two items that have been modified since the original Commission approval was granted. Both items require further consideration:

Public restrooms: In discussions prior to the original review by the Planning Commission, Planning Staff has indicated that public restrooms should be provided for building patrons and for use by the general public on both the ground level and the skyway level. At the time of the original approval, the Building Architect agreed to provide public restrooms on the Skyway level as part of the Food Court. The Building Architect also agreed to provide handicap single-patron restrooms on the ground level. The staff position (that public restrooms should be provided for building patrons and for use by the general public on the ground level as well as the Skyway level) was echoed by Planning Commissioners meeting as the Committee of the Whole on May 4, 2000. The Building Architect noted the comments by staff and commissioners regarding the request for full public restrooms on the first floor.

The drawing package on which the original Planning Commission approval was based included public restroom facilities accessed from the ground floor through-block corridor. In drawings submitted June 21, 2002, The public restrooms, the through-block corridor and the food court have all been removed from the project. In a recent meeting the Developer claimed that each retail unit will have it's own restrooms and that retail operators would allow the general public (non-paying customers) to use these facilities at any time. Planning staff is concerned that no such guarantees could ever be enforced and that the lack of public restroom facilities in the building would be a hardship particularly for the handicapped, the elderly, and for people with small children, thus undermining the intended higher public purpose of this project.

The Developer has indicated to the Planning Director that he will furnish the Planning Department with a letter detailing how building tenants will be required to allow use of restrooms (those within tenant spaces) by the general public.

Food Court: The Food Court for the Project was to have been located on the west side of the second floor. It was considered a public amenity within the project. The Food Court was eliminated from the Project, however, in response to earlier staff and Planning Commission concerns, the Building Architect has incorporated windows into the area that was to have been public seating.

The Developer has proposed reprogramming this space for use as a lobby to the movie theater complex (which is located on the third and fourth floor of the building). Staff has explained to the Developer that in order to achieve the goal of creating a well-used public space within the building, it is important to establish and maintain a space that is programmed in order to provide a safe, active space during the full length of the day; not just during the hours when the movie theater is operating. Staff pointed out that a food court is not the only means to achieve an active public space, but that in light of the Developers decision to remove the food court from the project, the Developer needs to propose a use that will generate a comparable level of activity.

- d. **The appearance and compatibility of individual buildings and parking areas in the proposed planned unit development to other site elements and to surrounding development, including but not limited to building scale and massing, microclimate effects of the development, and protection of views and corridors.**

The appearance and compatibility of individual buildings to other site elements and surrounding development

Two items that have been modified since the original Commission approval was granted require further consideration:

- *Building Signage:* A revised signage plan for the project was submitted in draft form, but it does not indicate the actual signs that have been or are to be sold for installation on this project. Due to the developer's intention to create a "celebration of light" – much of which is rooted in design of advertising signs - final review of signage package and lighting plan must be undertaken simultaneously.
- *Theater Marquee:* Because the Project includes a multiple-screen movie theater complex and because it is located in the very heart of the Hennepin Theatre District, a traditional theater marquee – one that indicates what movies are currently playing – will be included on the Hennepin Avenue façade of the Project to indicate the primary entrance to the Crown Theater complex. A depiction of this marquee was included in the building elevations approved by the Planning Commission in May 2000.

In recent meetings with the Planning Department, the Developer said that Crown Theaters believes it is not important to advertise featured movies on the marquee and expressed an interest to remove the marquee from the project. Staff explained that a marquee would not only be a pedestrian-patron convenience, it would also facilitate wider use of this complex which is in the larger public good. Upon further discussion, the Developer agreed to build the

theater marquee over the Hennepin Avenue entrance to the project as indicated in the original drawings, but explained that the lease with Crown Theaters will not require Crown to use the marquee to advertise movies playing within.

e. The relation of the proposed planned unit development to existing and proposed public facilities, including but not limited to provision for stormwater runoff and storage, and temporary and permanent erosion control.

- The Project includes three transit shelters: The shelters on North 6th Street and North 7th Street were to have been incorporated into the design of the ground floor of the building. The building has been constructed in such a way that these shelters cannot be incorporated into the ground floor of the building in the same location as was approved by the Planning Commission in May 2000. Planning staff believes there may be other similar locations along the facades

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of North 6th Street and North 7th Street that might be outfitted to incorporate shelters into the building and therefore bring the Project into compliance with the original Planning Commission approval and the Environmental Assessment Worksheet (EAW). The Developer says this is not possible.

As previously stated, the Developer has explained his rationale for not including transit shelters into the building in a letter to the Planning Director dated May 6, 2002 (see Attachment #1).

- The transit shelter located on Hennepin Avenue will be freestanding. The design of this shelter is to be consistent with the proposed upgrades of MetroTransit shelters along Hennepin Avenue, which were designed in accordance with the Hennepin Theatre District Streetscape Plan. The Building Architect has been provided with architectural drawings that detail MetroTransit's design for the Hennepin Avenue shelters.
- The Project includes a two-story underground parking ramp which will be operated as short-term parking. Based on the original Planning Commission approval, this ramp is bound to comply with the policies of the "Do The Town" Parking Program.

The original Planning Commission approval called for all streetscape improvements along the Hennepin Avenue side of the complex must comply with the guidelines established in the *Hennepin Avenue Theatre District: Building an Urban Identity: A Guidebook for Streetscape and Architectural Development* which was approved by the City Planning Commission on May 1, 2000.

Findings As Required By The Minneapolis Zoning Code For Conditional Use Permits:

Conditional Use Permit Application C-#1000141: Planned Unit Development
Conditional Use Permit Application C-#1000142: Non-Residential Conditional Use

The Minneapolis City Planning Department has analyzed the application and from the findings above concludes that the establishment, maintenance, or operation of the proposed conditional use:

- 1. Will not be detrimental to or endanger the public health, safety, morals, comfort or general welfare.**

The Project has undergone several reviews by the MCDA and the City Council (See General Application Information: "Previous Actions," and Background: "MCDA Involvement." These reviews are evidence of the City's commitment to the Project.

Planning staff maintains that a well designed, maintained, and operated complex will be an asset to Downtown and the City.

- 2. Will not be injurious to the use and enjoyment of other property in the vicinity and will not impede the normal or orderly development and improvement of surrounding property for uses permitted in the district, nor substantially diminish and impair property values.**

If well designed, maintained, and operated this complex should increase property values and enhance opportunities for the development and improvement of surrounding properties.

- 3. Will have adequate utilities, access roads, drainage and/or other necessary facilities.**

Planning staff maintains that a well designed, maintained, and operated complex will be an asset to Downtown and the City. As such, the project should include public restrooms that are located outside of tenant spaces, an all-weather escalator connection (that links the at-grade plaza at First and 6th to the Skyways level of the project), and bus shelters on the north and south sides of the building that are incorporated into the building facade in such a way to maximize safety while maintaining the maximum amount of pedestrian-clear space along adjacent sidewalks. The Developer has said such changes to the as-built project are not possible.

- 4. Will adequately provide ingress and egress designed as to minimize traffic congestion in the public streets.**

Pedestrian and vehicular access: As previously noted above, Planning Staff has raised several concerns related to Project circulation in relation to vehicular and pedestrian access (See "*Provision of pedestrian and vehicular access*," Section 1, item b, above.)

- 6. And, does in all other respects conform to the applicable regulations of the district in which it is located.**

Because lighting and signage were to have been integrally tied together in order to create what the Developer referred to as a "celebration of light" through "Times Square-style" atmosphere on Block E, a full analysis of the signage for the Project is not possible without a completed lighting plan. The lighting plan currently submitted contains no specific information or specifications for building lighting. The submission is comprised of conceptual renderings that indicate that the previously promised integration of lighting and signage is no longer intended by the Developer. The Planning Department will review the lighting plan for the Project when the lighting plan for the project is finalized. The Planning Department will review signage for the Project (and associated lighting

**Minneapolis City Planning Department Report
Planned Commercial Development:
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Site Plan Review Application #SP1000138**

related to signage) as per the original master sign plan and the original conditions of approval for the project.

Minneapolis City Planning Department Report
Planned Commercial Development:
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SITE PLAN REVIEW:

REQUIRED FINDINGS FOR MAJOR SITE PLAN REVIEW, DOWNTOWN DISTRICTS:

Major Site Plan Review of the Project was conducted and reported upon in the Staff Report, dated May 9, 2000. Beyond those issues otherwise noted above, no other significant changes have been made concerning this item since City Planning Commission approval was granted on May 15, 2000.

**PART VII: SUMMARY OF RECOMMENDATIONS OF THE MINNEAPOLIS CITY
PLANNING DEPARTMENT:**

Amendment for the CUP/PUD:

The City Planning Department recommends that the City Planning Commission adopt the above findings and **approve** the amendment for the CUP/PUD with the following conditions (conditions that are underscored are new or modified; the other conditions are those imposed when the application was originally approved):

- 1) All required City permits shall be obtained prior to the issuance of the certificate of occupancy;
- 2) The Project must meet all State Building Code Requirements and all other applicable codes and ordinances prior to the owner occupying the site;
- 3) The Developer will consult with the Public Works Department and the Planning Department to refine:
 - a) Pedestrian and vehicular circulation on the First Avenue side;
 - b) The public spaces along First Avenue;
 - c) The entrance on Hennepin Avenue shall have a stronger vertical connection;
 - d) The public space on the Seventh Street side;
 - e) The fenestration of the third and fourth floors;
 - f) To provide exterior windows in the food court area;
 - g) The uses of space within and surrounding the theater lobby on the west side of the second floor (where the food court had previously been located) must be defined and programmed in order to provide a safe, active space during the length of the Skyway System Uniform Hours Program. This space must be fully accessible to the general public during the length of the Skyway System Uniform Hours Program. No admission fee will be required for access to this space;
- 4) No more than 35% of the spaces in the parking garage will be long term parking for the first 5 years of the project;
- 5) The Project must include a total of four (4) large loading berths and a separate, additional trash compactor unit(s) - all of which are located in an underground facility. The developer shall file a shared use agreement in the county lands record office in accordance with Minneapolis Zoning Code Section 541.510;
- 6) All on-premise signs be granted within the guidelines suggested by staff in the Master Sign Plan and must refer directly to businesses in the building. All other signs, not directly related to the businesses, shall come back before the City Planning Commission in accordance with the Master Sign Plan agreement. There shall be no signage referencing adult uses, gambling, cigarette/tobacco;
- 7) This PUD includes a conditional use permit for the operation of a parking facility of approximately 563 parking spaces;
- 8) All site improvements shall be completed by September 30, 2003 or the permit may be revoked for non-compliance;
- 9) The escalator located at the center of the second floor concourse will remain in the project subject to the tenants in ground floor spaces (G) and/or (K) providing public access through tenant space linking escalator to sidewalks adjacent to building. In the event that ground floor tenants choose not to provide public access through tenant space linking escalator to those sidewalks adjacent to the building, the escalator will be removed. Developer to define the means through which the open escalator connection will be secured in the event that tenant hours do not conform with the Skyway System Uniform Hours

Program; 10) Public restrooms (located outside of tenant spaces) will be incorporated into the second floor of the building and shall be directly adjacent to the public concourse and directly accessible from the public concourse. Public restrooms must be fully accessible to the general public during the length of the Skyway System Uniform Hours Program; 11) The ground floor public concourse (that which was intended to connect building entrances from Hennepin Avenue and from First Avenue North) will be eliminated from the project as depicted in drawings dated June 21, 2002. Public access to the skyway level of the building - through vestibules on the Hennepin Avenue and First Avenue sides of the building - will remain. Access to these entrance vestibules will conform to the Skyway System Uniform Hours Program. Internal building signage will indicate and clearly delineate the access relationships between each chamber of the parking ramp and each of the internal concourses and vestibules in the public spaces of the above-ground building. Each exterior door of the building that lead to and from the ground floor vestibules on the Hennepin Avenue and First Avenue North sides of the building will be affixed with the City standard "Blue Waters" signage indicating access to the Skyway System within; 11) The external escalators on the First Avenue side of the project, depicted in previously approved drawings dated May 4, 2000 will be constructed with the appropriate weather enclosures. Building plans for pedestrian links to and from these escalators will be modified as necessary to allow for full access by the general public to the Skyway System. Full public access to external escalators will conform to the Uniform Hours Program for the Skyway System; and 12) freestanding bus shelters on North 6th Street and North 7th Street are not an acceptable substitute for the indented shelters depicted in the original plans approved by the Planning Commission on May 15, 2000.

Amendment for the CUP:

The City Planning Department recommends that the City Planning Commission adopt the above findings and **approve** the amendment for the CUP with the following conditions (conditions that are underscored are new or modified; the other conditions are those imposed when the application was originally approved):

- 1) All required City permits shall be obtained prior to the issuance of the certificate of occupancy; 2) The Project must meet all State Building Code Requirements and all other applicable codes and ordinances prior to the owner occupying the site; 3) The Developer will consult with the Public Works Department and the Planning Department to refine:
 - a) Pedestrian and vehicular circulation on the First Avenue side; b) The public spaces along First Avenue; c) The entrance on Hennepin Avenue shall have a stronger vertical connection; d) The public space on the Seventh Street side; e) The fenestration of the third and fourth floors; f) To provide exterior windows in the food court area; and g) The uses of space within and surrounding the theater lobby on the west side of the second floor (where the food court had previously been located) must be defined and programmed in order to provide a safe, active

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space during the length of the Skyway System Uniform Hours Program. This space must be fully accessible to the general public during the length of the Skyway System Uniform Hours Program. No admission fee will be required for access to this space; 4) No more than 35% of the spaces in the parking garage will be long term parking for the first 5 years of the project; 5) The Project must include a total of four (4) large loading berths and a separate, additional trash compactor unit(s) - all of which are located in an underground facility. The developer shall file a shared use agreement in the county lands record office in accordance with Minneapolis Zoning Code Section 541.510; 6) All on-premise signs be granted within the guidelines suggested by staff in the Master Sign Plan and must refer directly to businesses in the building. All other signs, not directly related to the businesses, shall come back before the City Planning Commission in accordance with the Master Sign Plan agreement. There shall be no signage referencing adult uses, gambling, cigarette/tobacco or liquor ads; 7) This PUD includes a conditional use permit for the operation of a parking facility of approximately 563 parking spaces; 8) All site improvements shall be completed by September 30, 2003 or the permit may be revoked for non-compliance; 9) The escalator located at the center of the second floor concourse will remain in the project subject to the tenants in ground floor spaces (G) and/or (K) providing public access through tenant space linking escalator to sidewalks adjacent to building. In the event that ground floor tenants choose not to provide public access through tenant space linking escalator to those sidewalks adjacent to the building, the escalator will be removed. Developer to define the means through which the open escalator connection will be secured in the event that tenant hours do not conform with the Skyway System Uniform Hours Program; 10) Public restrooms (located outside of tenant spaces) will be incorporated into the second floor of the building and shall be directly adjacent to the public concourse and directly accessible from the public concourse. Public restrooms must be fully accessible to the general public during the length of the Skyway System Uniform Hours Program; 11) The ground floor public concourse (that which was intended to connect building entrances from Hennepin Avenue and from First Avenue North) will be eliminated from the project as depicted in drawings dated June 21, 2002. Public access to the skyway level of the building - through vestibules on the Hennepin Avenue and First Avenue sides of the building - will remain. Access to these entrance vestibules will conform to the Skyway System Uniform Hours Program. Internal building signage will indicate and clearly delineate the access relationships between each chamber of the parking ramp and each of the internal concourses and vestibules in the public spaces of the above-ground building. Each exterior door of the building that lead to and from the ground floor vestibules on the Hennepin Avenue and First Avenue North sides of the building will be affixed with the City standard "Blue Waters" signage indicating access to the Skyway System within; and, 11) The external escalators on the First Avenue side of the project, depicted in previously approved drawings dated May 4, 2000

will be constructed with the appropriate weather enclosures. Building plans for pedestrian links to and from these escalators will be modified as necessary to allow for full access by the general public to the Skyway System. Full public access to external escalators will conform to the Uniform Hours Program for the Skyway System; and 12) freestanding bus shelters on North 6th Street and North 7th Street are not an acceptable substitute for the indented shelters depicted in the original plans approved by the Planning Commission on May 15, 2000.

Site Plan Review:

The City Planning Department recommends that the City Planning Commission adopt the above findings and **deny** the application to amend the site plan and adopt the following conditions to clarify the original approval (conditions that are underscored are clarifications; the other conditions are those imposed when the application was originally approved):

1) The Planning Department shall approve the final site plan, landscaping plan, and lighting plans consistent with the plans dated May 4, 2000; 2) The final site plan will reference final lighting plans and indicate method for achieving full compliance with requirement concerning the lighting of pedestrian walkways. Final lighting plan shall conform to the requirements of Chapter 535 and Chapter 541 of the Minneapolis Zoning Code. Final lighting plans will be consistent with the final specifications of the Hennepin Avenue Theatre District Streetscape project (which is currently in the engineering/design development phase); 3) All streetscape elements (including furniture, landscaping, and lighting) must comply with the *Hennepin Avenue Theatre District: Building an Urban Identity: A Guidebook for Streetscape and Architectural Development* which was approved by the City Planning Commission on May 1, 2000 and is currently in the engineering/design development phase; 4) The freestanding transit shelter located on the Hennepin Avenue side of the Project will be built according to the design established by MetroTransit for shelters along Hennepin Avenue. (The Hennepin Avenue bus shelters were designed in accordance with the *Hennepin Avenue Theatre District: Building an Urban Identity: A Guidebook for Streetscape and Architectural Development* and were approved by the City Planning Commission on May 1, 2000 as part of the streetscape project). Construction of freestanding shelter (in compliance with MetroTransit design) is the responsibility of the Developer; 5) Final site plan shall conform to the principles of crime prevention through environmental design (CPTED) as stated in Chapter 530.370 of the Minneapolis Zoning Code; 6) The ground floor public concourse (that which was intended to connect building entrances from Hennepin Avenue and from First Avenue North) will be eliminated from the project as depicted in drawings dated June 21, 2002. Public access to the skyway level of the building - through vestibules on the Hennepin Avenue and First Avenue sides of the building - will remain. Access to these entrance vestibules will conform to the Skyway System

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Site Plan Review Application #SP1000138

Uniform Hours Program. Internal building signage will indicate and clearly delineate the access relationships between each chamber of the parking ramp and each of the internal concourses and vestibules in the public spaces of the above-ground building. Each exterior door of the building that lead to and from the ground floor vestibules on the Hennepin Avenue and First Avenue North sides of the building will be affixed with the City standard “Blue Waters” signage indicating access to the Skyway System within; 7) The external escalators on the First Avenue side of the project, depicted in previously approved drawings dated May 4, 2000 will be constructed with the appropriate weather enclosures. Building plans for pedestrian links to and from these escalators will be modified as necessary to allow for full access by the general public to the Skyway System. Full public access to external escalators will conform to the Uniform Hours Program for the Skyway System; 8) freestanding bus shelters on North 6th Street and North 7th Street are not an acceptable substitute for the indented shelters depicted in the original plans approved by the Planning Commission on May 15, 2000; and 9) All site improvements shall be completed by September 30, 2003 or the permit may be revoked for non-compliance.

May 6, 2002

Mr. Chuck Ballentine
Director, Planning and Development Department
City Hall
Minneapolis, MN 55415

Dear Mr. Ballentine,

Thank you for raising the matter of the bus stop with the Executive Committee of the City Planning Commission. Your letter of May 3rd indicates they would like me to address fully the answers to two questions.

They have asked that I address why we 'ignored the Condition regarding indented bus shelters'. We did not. Rather, subsequent to receiving the Conditions of Approval of Block E, the matter of indented bus shelters was studied more fully. That study included observation of the existing indented bus shelter at the corner of Nicollet and 8th.

Based upon our study and observations, our architect, Antunovich Associates, approached the Department of Planning to propose a change to sidewalk-mounted bus shelters. Their appeal was rebuffed, citing among other reasons, resistance we could anticipate from other organizations and departments. The architect then met with each organization and department and received unanimous support for the suggested change. No less than seven meetings were held in which the bus shelters were discussed. The meetings were held with the Minneapolis Community Development Agency, the Hennepin Avenue Advisory Committee, various groups within the Department of Public Works and Metro Transit. To suggest we ignored the condition is inaccurate. We identified a problem within the Development Conditions and appealed to the Planning Department to assist.

The May 3rd letter went on to ask 'why we did not contact the Planning Department earlier'. We contacted the Planning Department promptly. We may not have been as insistent as was required because we anticipated the immediate support of the department.

I want to re-state that we did not ignore the matter. Based upon our study we concluded that the decision to build indented bus shelters had not been fully vetted. We found that indented bus shelters created the potential for a number of problems including the following:

- a. The indented bus stops are a potential nuisance to public health and cleanliness. Based on the fact that they are not transparent and offer little visibility they are frequently used as 'urinals' and places for indigents to gather.

737 North Michigan Avenue
Suits 2060
Chicago, Illinois 60611 U.S.A.

312 944 3777 Telephone
312 944 7137 Fax



- b. The indented bus stops are a real concern for public safety. Occupants of the sheltered bus stop are not visible from each end of the block. Block E is a project that will have customers, including ladies and families, leaving movies, clubs etc. late into the evening and even early morning. We view the indented bus stops as offering little or no security. Alternatively, bus stops on the sidewalk offer visibility and therefore security.
- c. The indented bus stops encourage those waiting for a bus to queue from the building line all the way to the sidewalk line thereby making it very difficult for pedestrians trying to negotiate the sidewalk to pass. This is also not seen as being in keeping with a project that promises a pedestrian friendly environment.

Again, let me assure you we are not guilty of ignoring the matter. We have been very busy trying to propose a safer alternative with your department. Our suggestion should be fully supported and our architect commended for identifying this potential problem before it was too late.

For your further information, I recently inquired directly with the Property Management office of US Bank Corp Tower as to their experience with the indented bus shelter at their property on 8th Street. The 8th Street and Nicollet location does not present the late-night difficulties that should be anticipated for Block E. The property office reported that, 'it is frequently dirty and smelly from urination; fights have broken out inside it. For safety reasons we have had to retrofit the shelter with a security camera and motion-sensor lights . . . we are surprised the City would insist on another being built.'

To the members of the Executive Committee of the Planning Commission I apologize for any sense they may have of our trying to over-step their authority. We are fully supportive of the authority of the Planning Commission and meant only to take steps that would make the project and the City a safer place to enjoy after hours.

Sincerely,



Daniel McCaffery
President

Cc Mayor R.T. Rybak
Mr. J. Antunovich
Mr. Chuck Lutz



DOWNEY ENGBRETSON INC.
2440 US BANCORP CENTER
800 NICOLLET MALL
MINNEAPOLIS, MINNESOTA 55402

612/334-3311 FACSIMILE 612/334-3332

June 13, 2002

Mr. Chuck Ballentine
Planning Director
City Planning Department
City of Minneapolis
350 South 5th Street, Room 210
Minneapolis, MN 55415

Re: Block E

Dear Chuck:

We have represented McCaffery Interests in connection with the parking management agreement with Standard Parking for the Block E ramp.

We are writing to confirm that under the agreement Standard is aware of and understands the 35% limit on long-term parking.

If you have any questions, please let us know.

Very truly yours,


Mark F. Engebretson

MFE/pkb


rec'd 6-17-02

D-3

July 18, 2002

Mayor R. T. Rybak
350 South Fifth Street
331 City Hall
Minneapolis, MN 55415

Dear Mayor Rybak,

During the past few weeks there have been references to Block E made by some members of the Planning Commission that were reported in the media. Reading or hearing their comments could lead one to question the status of Block E and/or the sincerity of our commitment to the City of Minneapolis.

The purpose of this letter is to assure you, as representatives of the citizenry that we, the Block E development team and partner of the City of Minneapolis, take our responsibilities very seriously. We would do nothing to jeopardize the success of the project nor our collective investments in it.

As is commonly the case there have been numerous changes made to the concept plans that were submitted more than 2 years ago. The changes may have occurred to improve the product, meet tenant requirements and/or to respond to input from the MCDA, Planning or Zoning personnel. Despite the changes the project has been built in full compliance with the plans and in accordance with the conditions of the Development Agreement.

Throughout the two years of construction we held regularly scheduled meetings with the staff of the MCDA, Planning and Zoning. Accordingly, it is our understanding that all changes were reviewed and approved in one form or the other by representatives of the City. Further, you should know that, as required by law, all changes, regardless of their scope, were integrated into newly issued construction drawings and submitted to the City for final review and the issuance of building permits. A recent report from the Planning Department to the Planning Commission suggesting Block E is not in compliance with the conditions of the Development Agreement is thus both unexpected and completely in error.

737 North Michigan Avenue
Suite 2050
Chicago, Illinois 60611 U.S.A.

312 944 3777 Telephone
312 944 7107 Fax

Rec'd from
AB 725-12
(78)

The report refers to the elimination of the outdoor escalators that had been proposed. It does not point out that despite the development team's efforts to build the escalators, the proposed escalators were prohibited from being built by the State of Minnesota and the City of Minneapolis. It also states we eliminated toilets . . . rather, dozens have been added. There are nearly 150 toilets now included in the project. Fewer than 20 toilets were shown on the original drawings. All are available for public use and none require 'proof of purchase' prior to their use. In contrast, it is doubtful that the IDS Center, with an equal amount of retail space as Block E, has more than 40 toilets available.

The report to the Planning Commission is thus not accurate nor balanced in its presentation and does not fairly report the facts. This is unfortunate as it has cast the project in a poor light, thereby putting both the tax-payer and investor equity at risk. This is a very serious matter requiring us to take all steps available to protect the investment of both parties.

During the next few weeks we hope to rectify the errors in the report and the process that led to its creation. We will also schedule time with you and with each Council Member to review the project in detail and to answer any and all of your questions directly. In the meantime please be assured that we, like you, are working to the best of our ability to fulfill the commitments we made to the people of Minneapolis.

Sincerely,

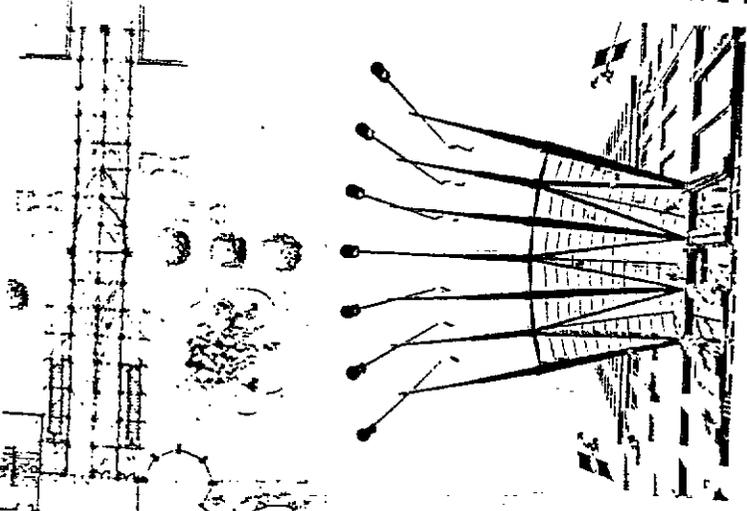
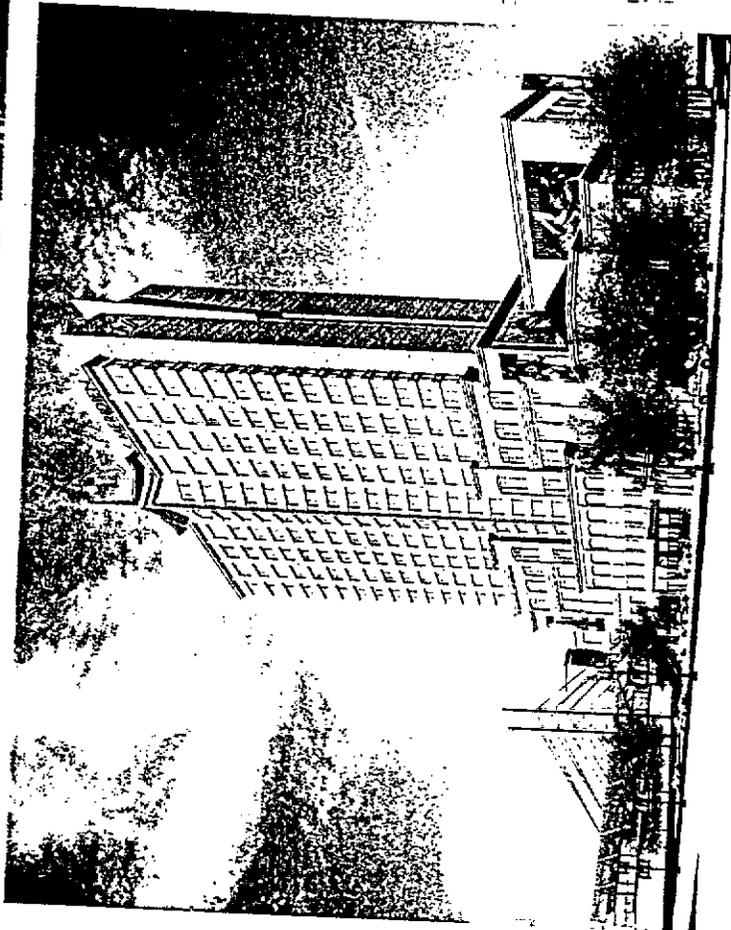
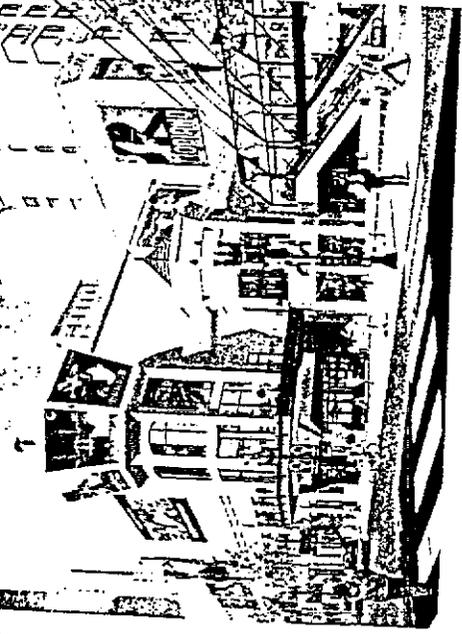
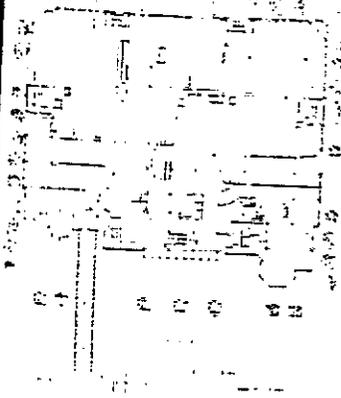
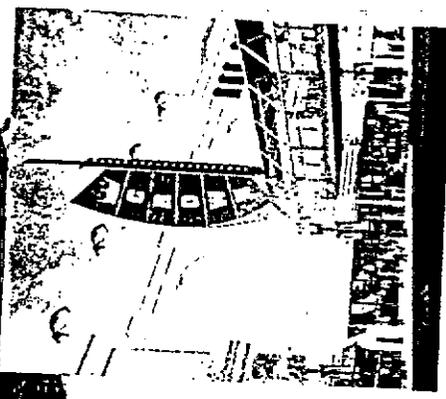
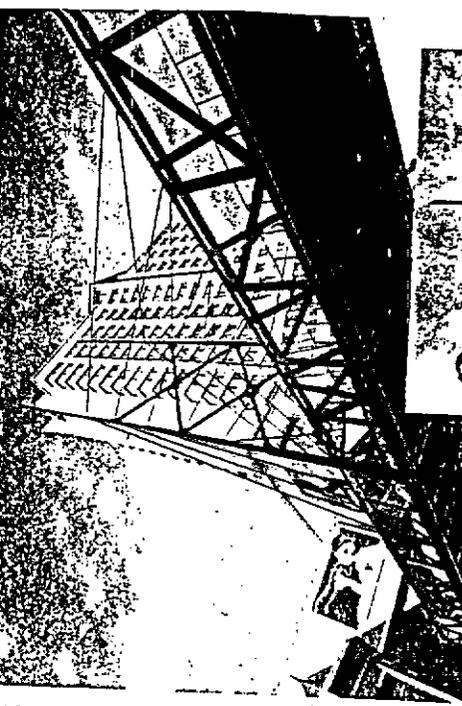


Daniel McCaffery
President

CC: Mr. Chuck Ballentine
Ms. Judy Martin
Mr. David Dacquisto
Mr. Chuck Lutz
Mr. Michael T. Norton
Council Member Paul Ostrow
Council Member Paul Zerby
Council Member Joe Biernat
Council Member Barbara Johnson
Council Member Natalie Johnson Lee
Council Member Dean Zimmerman
Council Member Lisa Goodman
Council Member Robert Lilligren
Council Member Gary Schiff
Council Member Dan Niziolek
Council Member Scott Benson
Council Member Sandy Colvin Roy
Council Member Barret Lane

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D-4



ISSUED FOR FINAL ZONING AND PLANNING APPROVALS AUGUST 16TH, 2000
ARCHITECTURAL DRAWINGS UPDATED JUNE 21, 2002

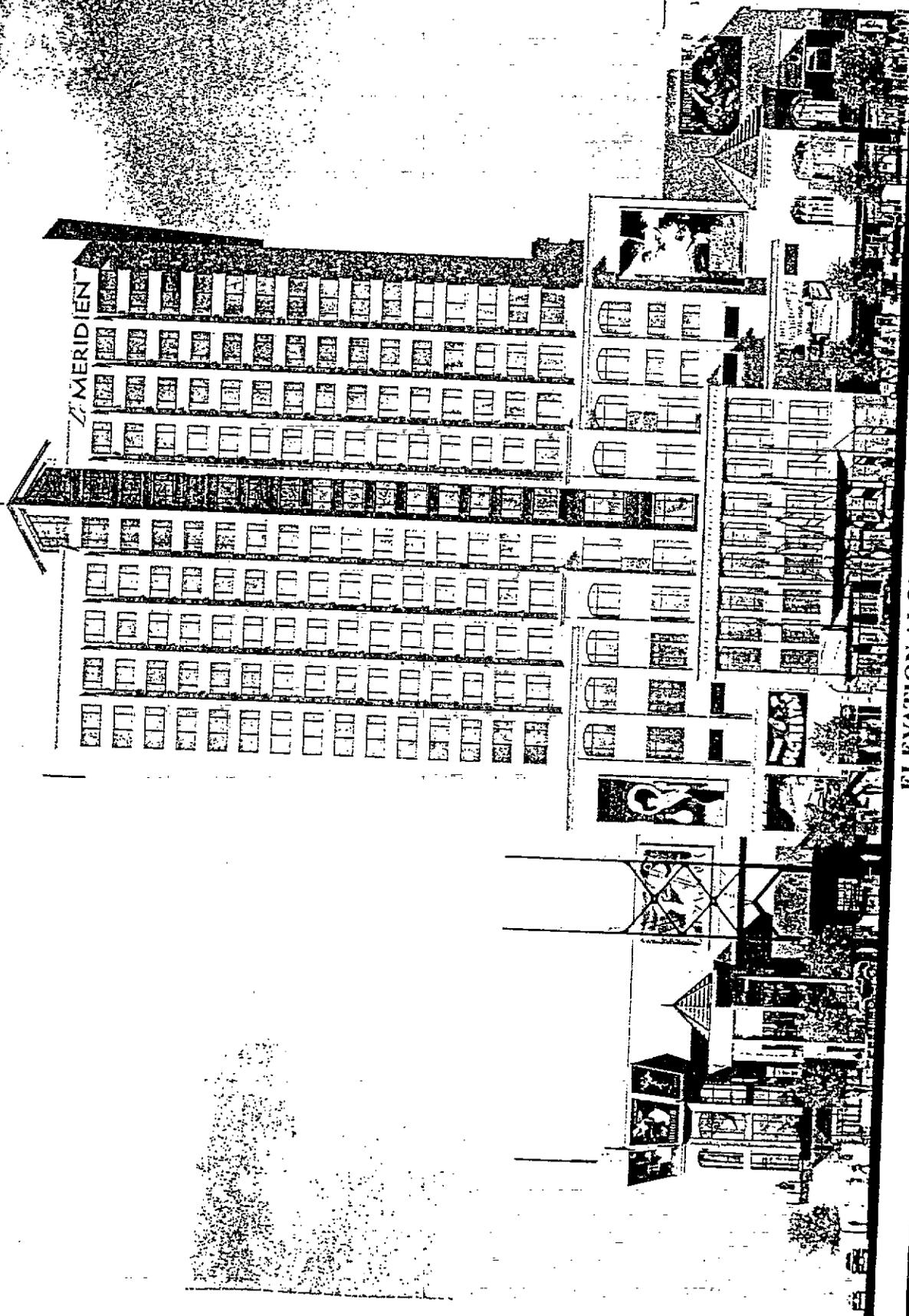
TUNOVICH ASSOCIATES
Architects
Phone: (612) 344-1134
Fax: (612) 344-7123



BLOCK 'E' DEVELOPMENT
MINNEAPOLIS, MINNESOTA
JUNE 21, 2002

GRAVES HOSPITALITY
Invest Developers
45 South Eighth Street
Minneapolis, MN 55402
Phone: (612) 774-9996
Fax: (612) 774-7993

MCCAFFERY INTERESTS
Retail Developers
731 N. Michigan Ave. Suite 2608
Chicago, IL 60611
Phone: (312) 464-5370
Fax: (312) 464-7100



ELEVATION ALONG FIRST AVE.

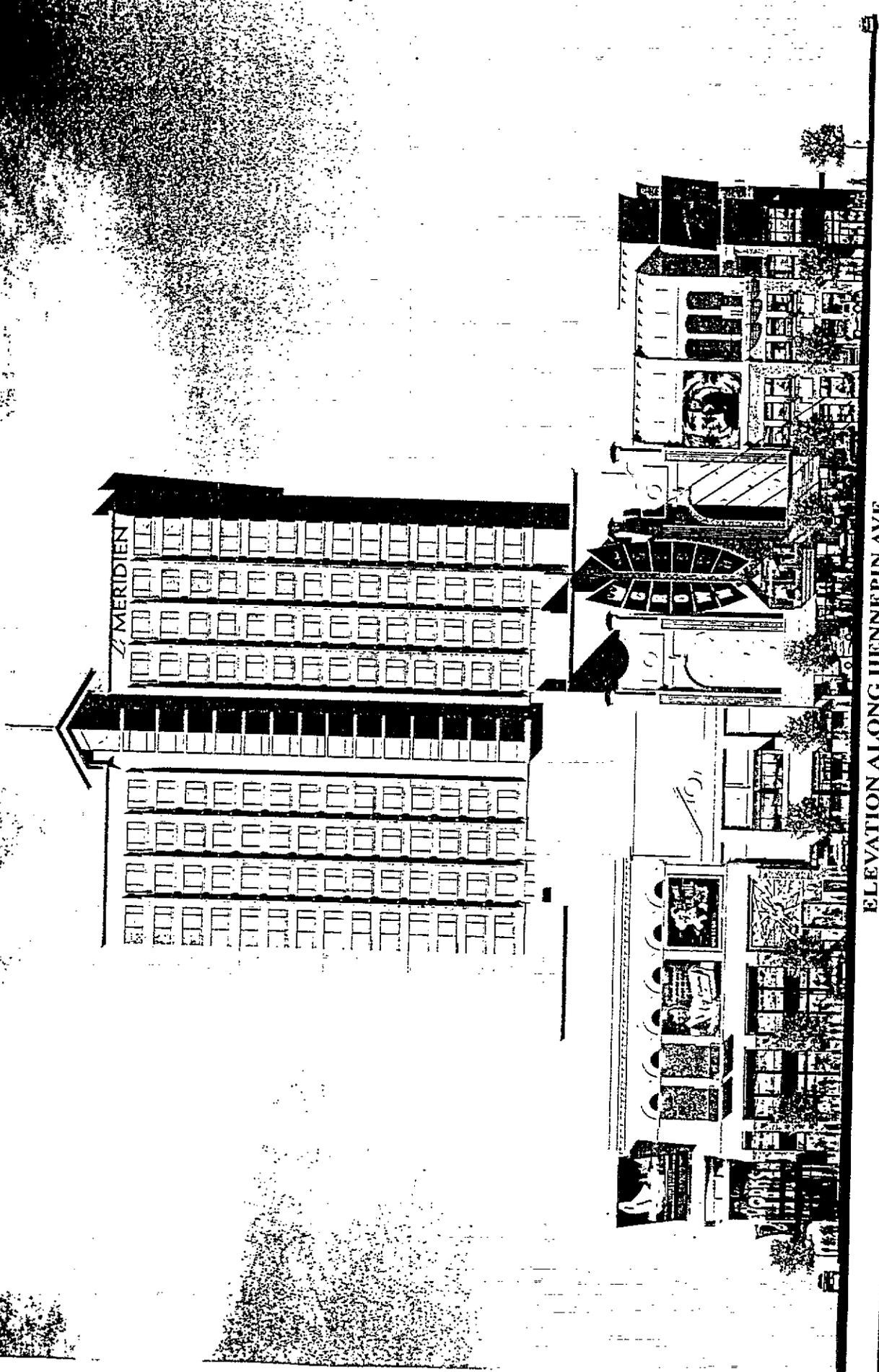
ANTUNOVICH ASSOCIATES
 Architects
 214 West Huron St.
 Chicago, Illinois 60610
 Phone: (312) 266-1126
 Fax: (312) 266-7125

BLOCK "E" DEVELOPMENT
 MINNEAPOLIS, MINNESOTA
 JUNE 21, 2002

GRAVES HOSPITALITY
 Hotel Developer
 45 South Eighth Street
 Minneapolis, MN 55402
 Phone: (612) 379-0288
 Fax: (612) 379-2085

MCCAFFERY INTERESTS
 Hotel Developer
 717 N. Michigan Ave. Suite 1800
 Chicago, IL 60611
 Phone: (312) 944-3372
 Fax: (312) 944-7167

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ELEVATION ALONG HENNEPIN AVE.

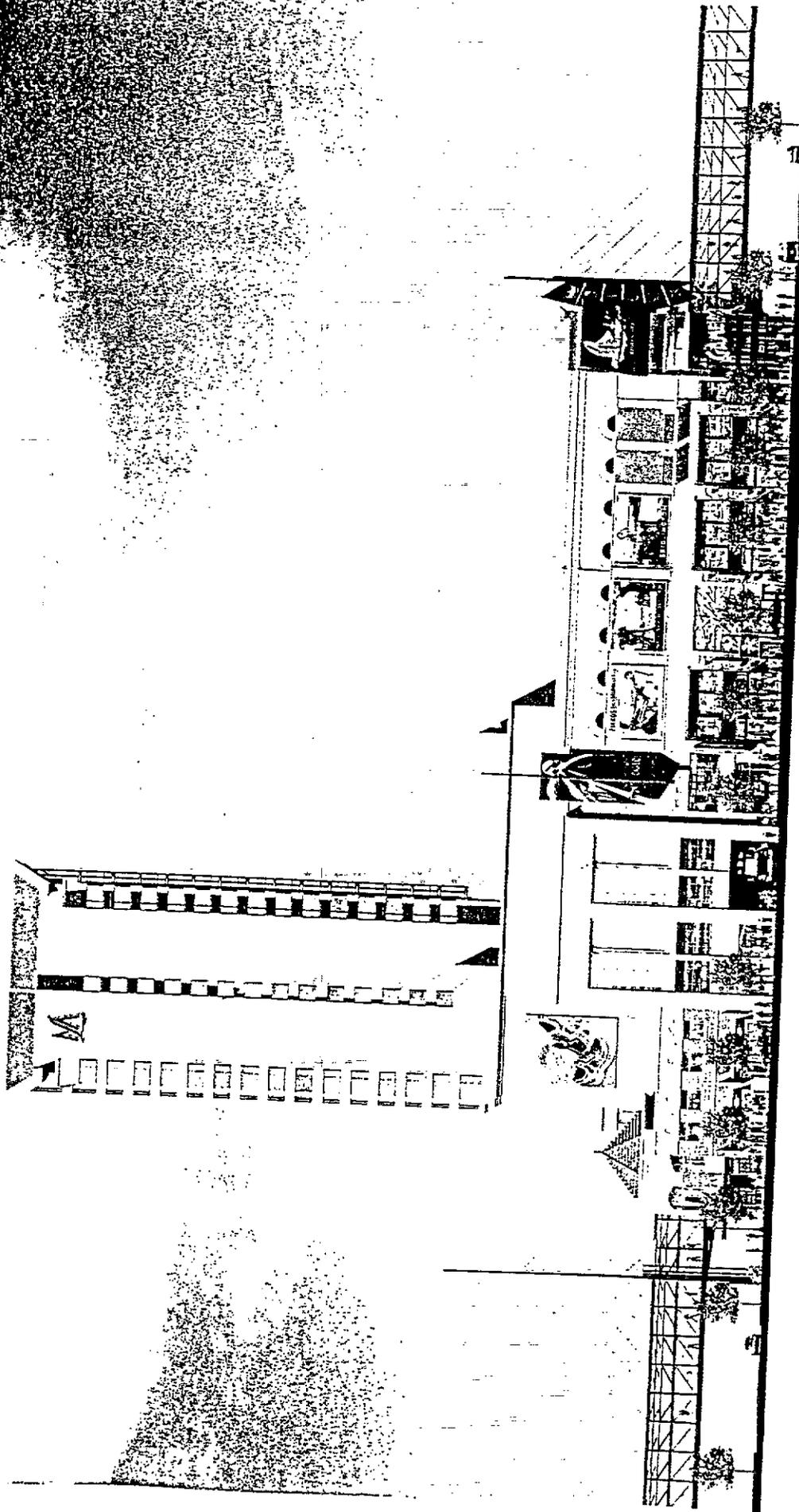
ANTUNOVICH ASSOCIATES
 Architects
 224 West Monroe St.
 Chicago, Illinois 60616
 Phone: (312) 266-1126
 Fax: (312) 266-7123

BLOCK "E" DEVELOPMENT
 MINNEAPOLIS, MINNESOTA
 JUNE 21, 2002

GRAVES HOSPITALITY
 Hotel Developers
 47 South Fifth Street
 Minneapolis, MN 55402
 Phone: (612) 374-9298
 Fax: (612) 312-7963

MCCAFFERY INTERESTS
 Hotel Developers
 737 N. Michigan Ave. Suite 208
 Chicago, IL 60611
 Phone: (312) 466-7377
 Fax: (312) 466-7397

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ELEVATION ALONG 7TH ST.

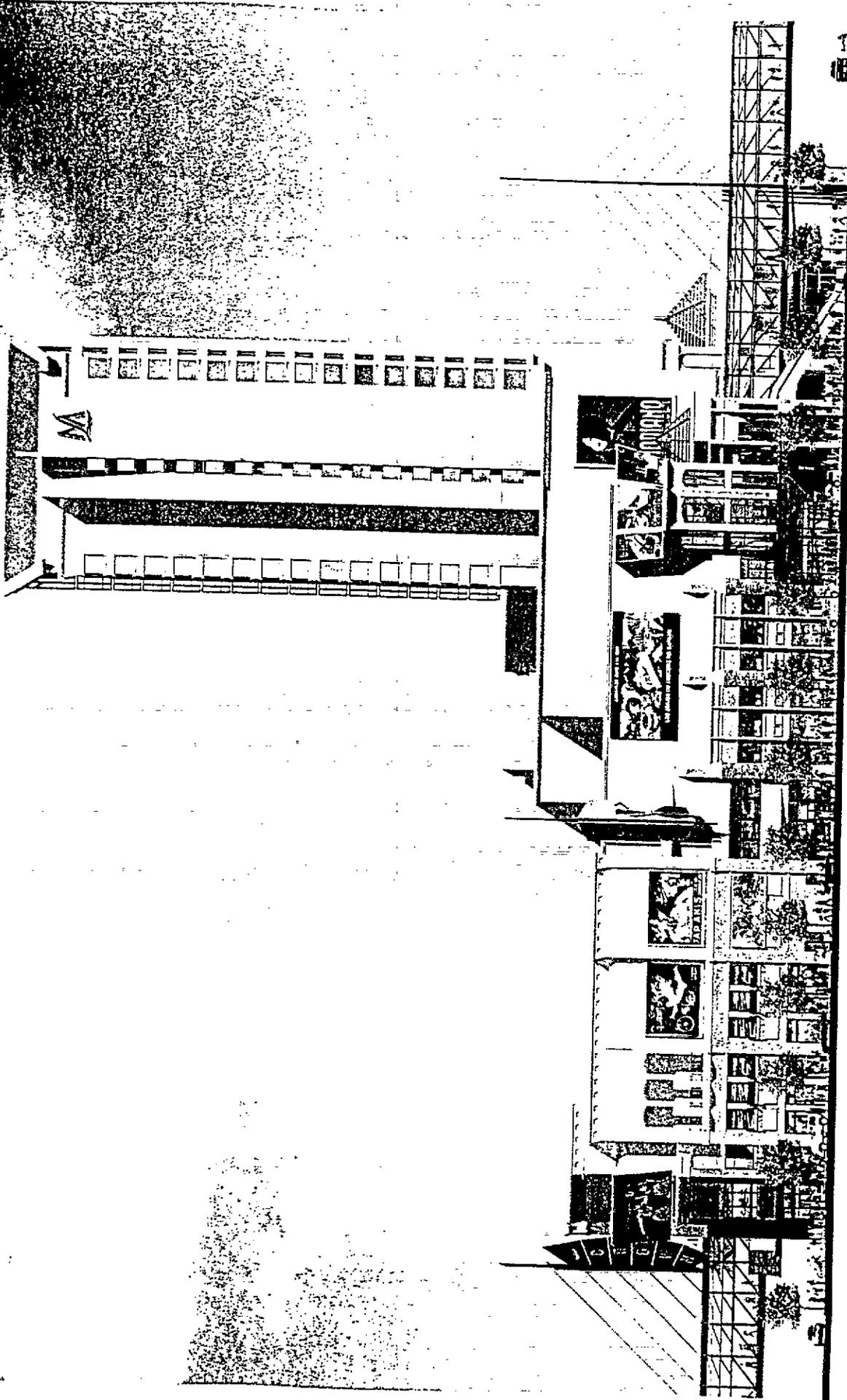
BLOCK "E" DEVELOPMENT
 MINNEAPOLIS, MINNESOTA
 JUNE 21, 2002

ANTUNOVICH ASSOCIATES
 Architects
 214 West Maroon St.
 Chicago, Illinois 60610
 Phone: (312) 564-1116
 Fax: (312) 267-7115

GRAVES HOSPITALITY
 Field Developers
 45 South Eighth Street
 Minneapolis, MN 55402
 Phone: (612) 374-9398
 Fax: (612) 412-7893

MCCAFFERY INTERESTS
 Asset Developers
 777 N. Michigan Ave., Suite 2000
 Chicago, IL 60611
 Phone: (312) 464-3177
 Fax: (312) 794-7100

43



ELEVATION ALONG 6TH ST.

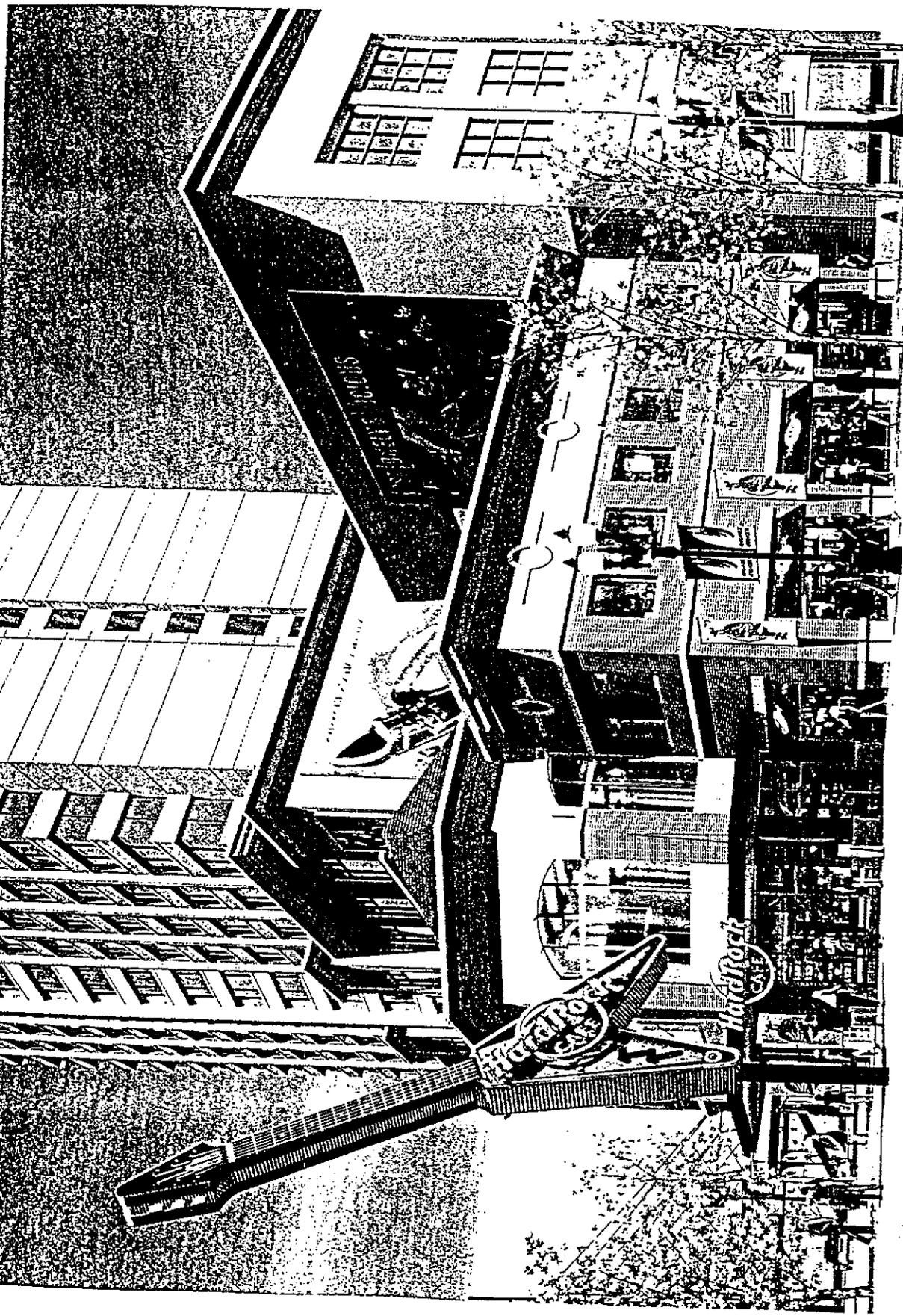
ANTUNOVICH ASSOCIATES
 Architects
 224 Wood Street
 Chicago, Illinois 60610
 Phone: (312) 544-1116
 Fax: (312) 544-7113

(Handwritten initials)

BLOCK "E" DEVELOPMENT
 MINNEAPOLIS, MINNESOTA
 JUNE 21, 2002

GRAVES HOSPITALITY
 Hotel Developer
 45 South Fifth Street
 Minneapolis, MN 55402
 Phone: (612) 315-4700
 Fax: (612) 817-7973

McCAFFERY INTERIORS
 Interior Designers
 717 N. Jackson Ave. Suite 2000
 Chicago, IL 60611
 Phone: (312) 944-3777
 Fax: (312) 944-2067



RENDERED VIEW OF 7TH AND FIRST' LOOKING NORTHEAST

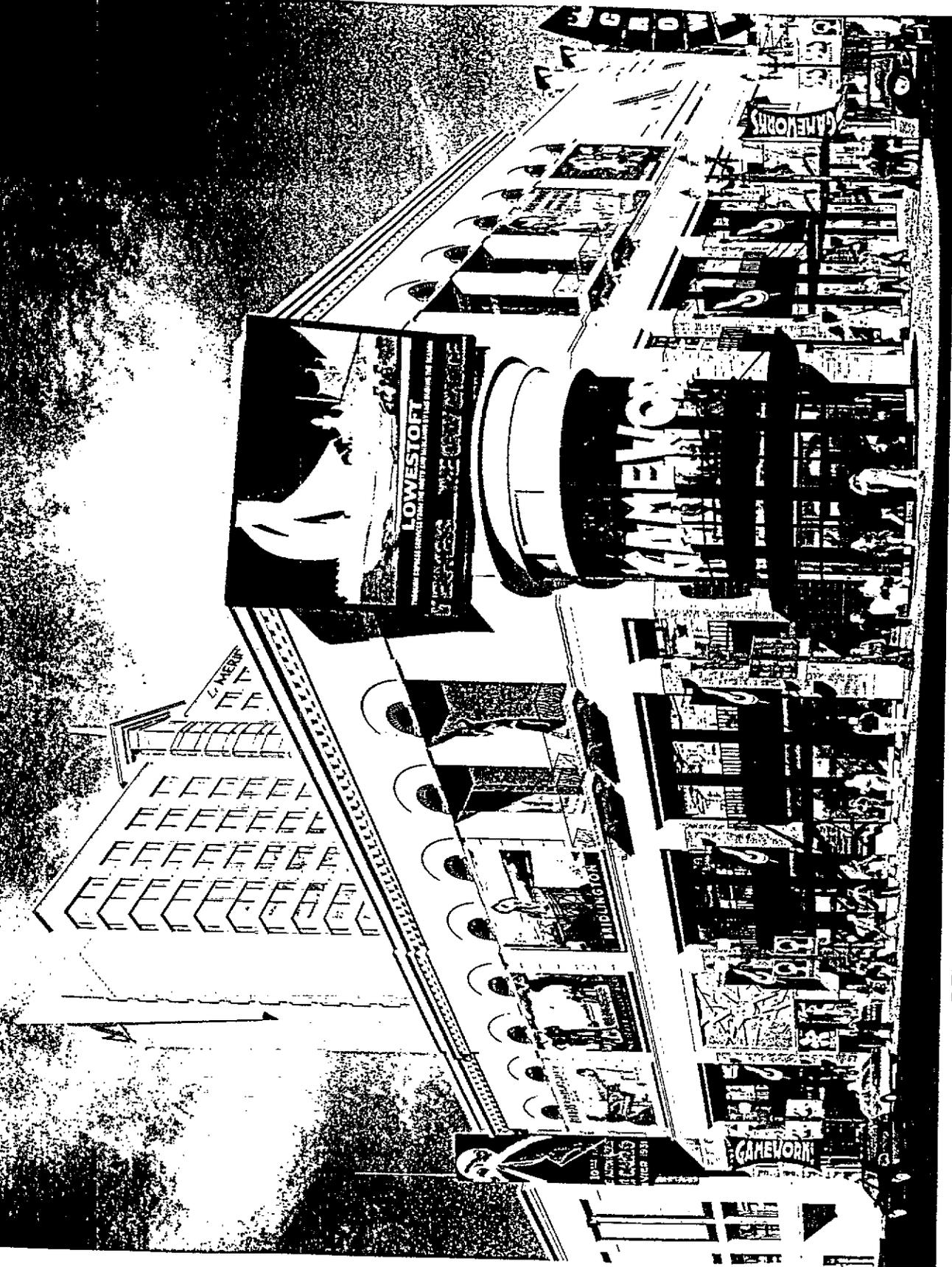
ANTUNOVICH ASSOCIATES
 Architects
 212 West Monroe St.
 Chicago, Illinois 60610
 Phone: (312) 364-1136
 Fax: (312) 364-7153

BLOCK "E" DEVELOPMENT
 MINNEAPOLIS, MINNESOTA
 JUNI: 21, 2002

GRAVES HOSPITALITY
 Hotel/Developer
 45 South 25th St.
 Minneapolis, MN 55402
 Phone: (612) 374-9700
 Fax: (612) 312-2861

MCCAFFERY INTERIERS
 Hotel/Developer
 757 N. Michigan Ave. Suite 2600
 Chicago, IL 60611
 Phone: (312) 544-3377
 Fax: (312) 544-7897

45



RENDERED VIEW OF 7TH AND HENNEPIN LOOKING NORTHWEST

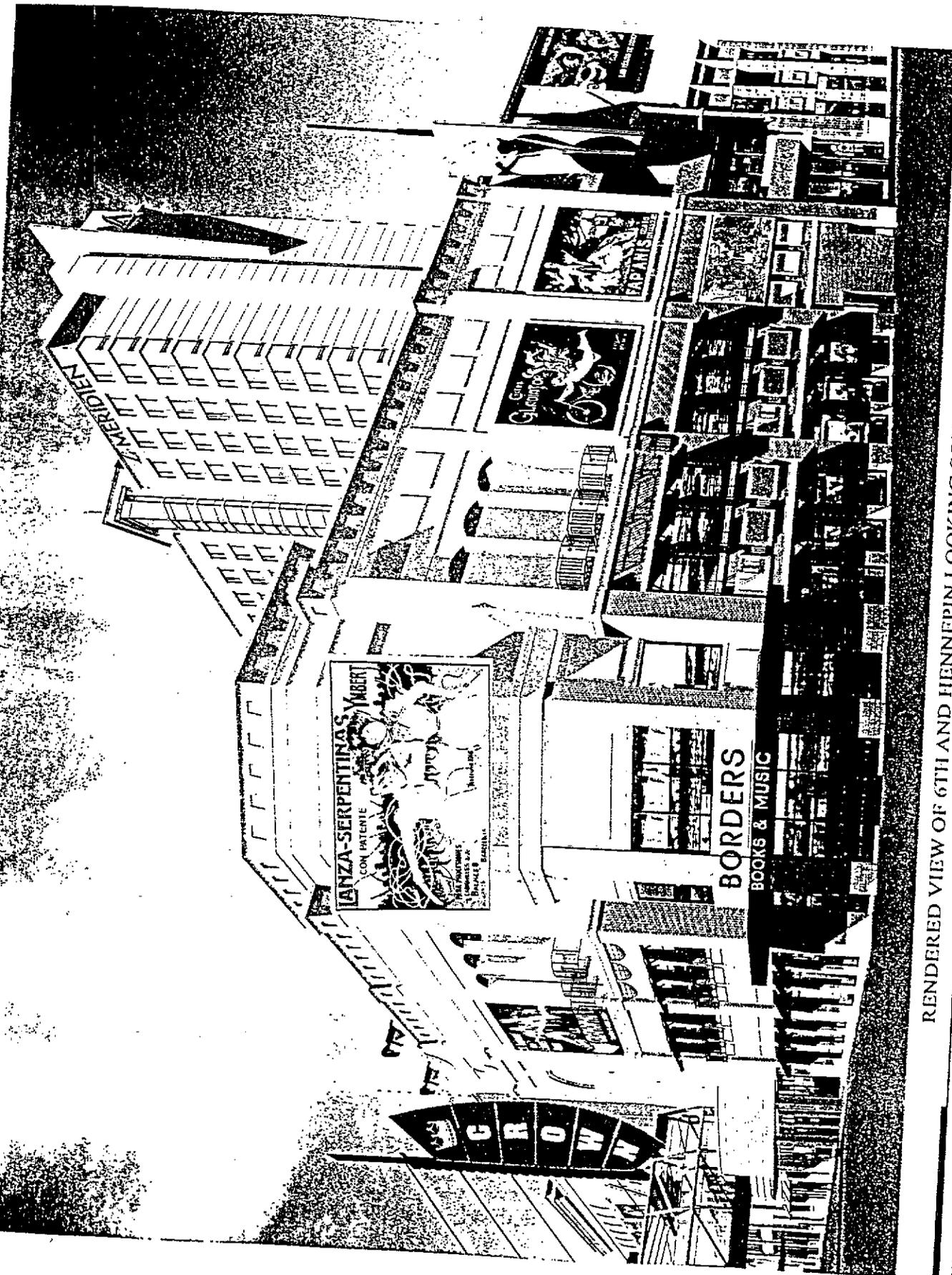
ANTUNOVICH ASSOCIATES
 Architects
 174 West River St.
 Chicago, Illinois 60610
 Phone: (312) 344-1178
 Fax: (312) 344-7123

se

BLOCK "E" DEVELOPMENT
 MINNEAPOLIS, MINNESOTA
 JUNE 21, 2002

GRAVES HOSPITALITY
 Hotel Developers
 41 South Fifth Street
 Minneapolis, MN 55402
 Phone: (612) 374-0300
 Fax: (612) 481-7993

MCCAFFERY INTERESTS
 Real Estate
 777 N. Michigan Ave. Suite 2606
 Chicago, IL 60611
 Phone: (312) 944-3777
 Fax: (312) 944-7887



RENDERED VIEW OF 6TH AND HENNEPIN LOOKING SOUTHWEST

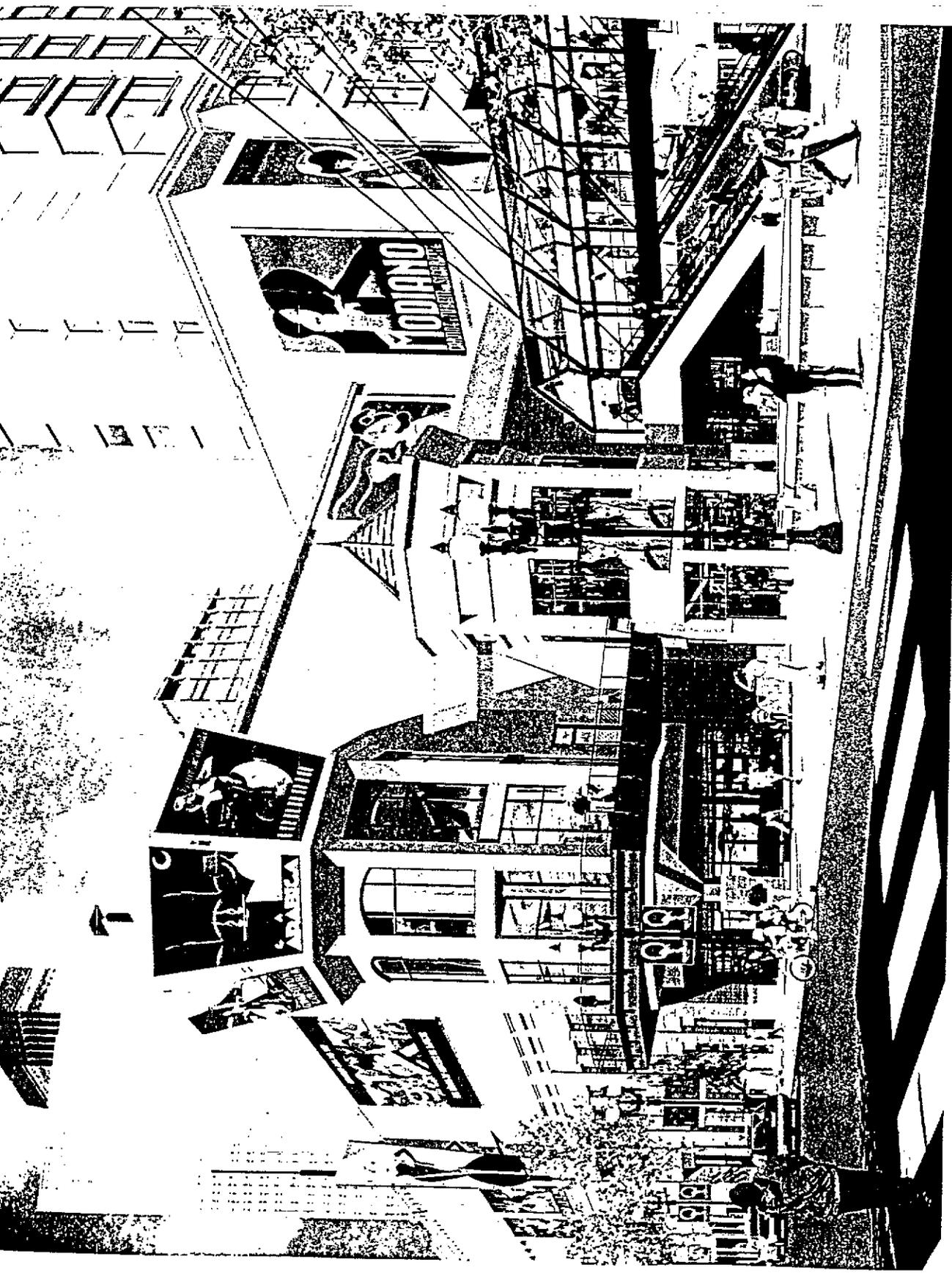
BLOCK "E" DEVELOPMENT
MINNEAPOLIS, MINNESOTA
 JUNE 21, 2002

ANTUNOVICH ASSOCIATES
 Architects
 214 West Maroon St.
 Chicago, Illinois 60610
 Phone: (312) 264-7176
 Fax: (312) 264-7123

GRAVES HOSPITALITY
 Hotel Developers
 65 South Eighth Street
 Minneapolis, MN 55402
 Phone: (612) 372-8288
 Fax: (612) 342-7893

MCCAFFERY INTERESTS
 Retail Properties
 2174 Hennepin Ave. Suite 2008
 Chicago, IL 60611
 Phone: (312) 944-3772
 Fax: (312) 944-7101





RENDERED VIEW OF 6TH AND FIRST LOOKING SOUTHEAST

ANTUNOVICH ASSOCIATES
 Architects
 314 Wood Street St.
 Chicago, Illinois 60610
 Phone: (312) 364-1154
 Fax: (312) 364-7113

BLOCK "E" DEVELOPMENT
MINNEAPOLIS, MINNESOTA
 JUNE 21, 2002

GRAVES HOSPITALITY
 Hotel Developer
 45 South Eighth Street
 Minneapolis, MN 55402
 Phone: (612) 336-8266
 Fax: (612) 337-7993

MCCAFFERY INTERESTS
 Retail Developer
 737 N. Michigan Ave., Suite 306
 Chicago, IL 60611
 Phone: (312) 544-3777
 Fax: (312) 544-7167

86

34



RENDERED VIEW AT SIDEWALK

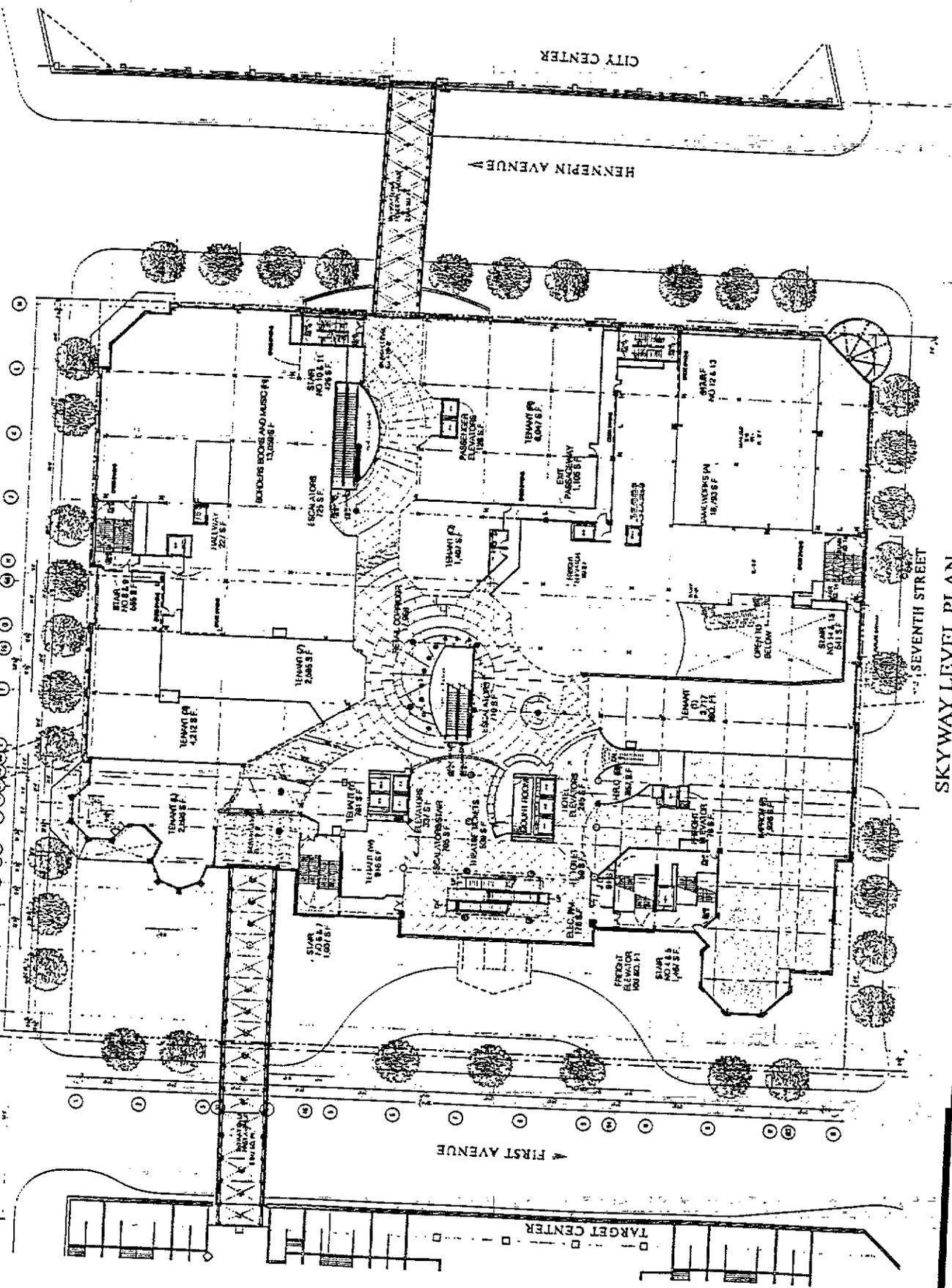
**BLOCK "F" DEVELOPMENT
MINNEAPOLIS, MINNESOTA**
JUNE 21, 2002

ANTUNOVICH ASSOCIATES
Architect
214 West Huron St.
Chicago, Illinois 60610
Phone: (312) 366-1116
Fax: (312) 366-7111



GRAVES HOSPITALITY
Hotel Interests
45 South Eighth Street
Minneapolis, MN 55402
Phone: (612) 374-8708
Fax: (612) 412-7001

MCCAFFERY INTERESTS
Retail Interests
737 N. Michigan Ave. Suite 1808
Chicago, IL 60611
Phone: (312) 544-3777
Fax: (312) 946-1787



SKYWAY LEVEL PLAN

BLOCK "E" DEVELOPMENT
MINNEAPOLIS, MINNESOTA

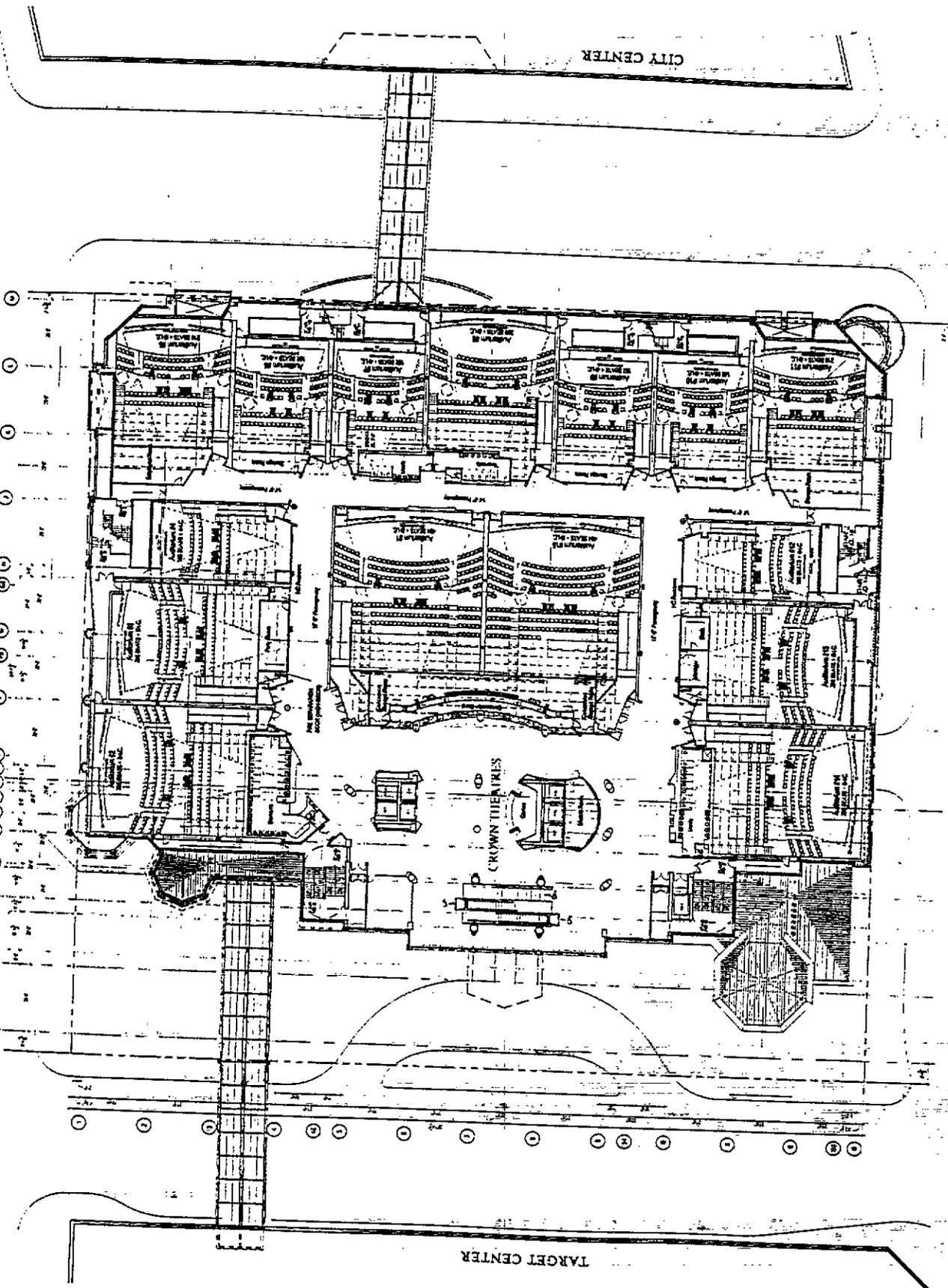
JUNE 21, 2002

ANTUNOVICH ASSOCIATES
Architects
214 West Wacker Dr.
Chicago, Illinois 60601
Phone: (312) 365-1116
Fax: (312) 365-7115

GRAVES HOSPITALITY
Hotel Developer
45 South Eighth Street
Minneapolis, MN 55402
Phone: (612) 374-8296
Fax: (612) 343-7863

MCCAFFERY INTERESTS
Retail Developer
721 N. Michigan Ave. Suite 2100
Chicago, IL 60611
Phone: (312) 244-3371
Fax: (312) 244-3187

91
37



THEATRE LEVEL PLAN

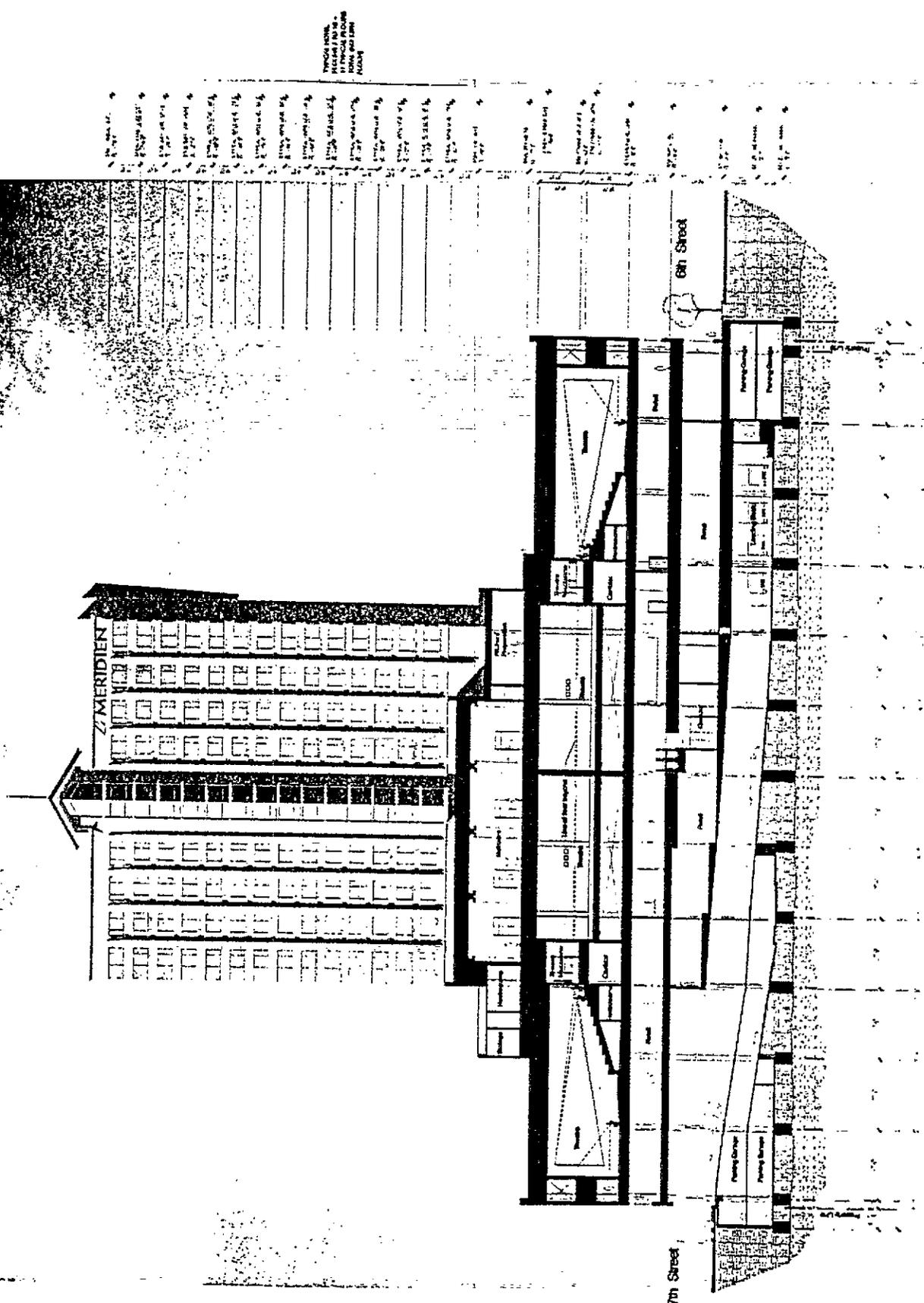
BLOCK "E" DEVELOPMENT
 MINNEAPOLIS, MINNESOTA
 JUNE 21, 2002

ANTUNOVICH ASSOCIATES
 Architects
 314 Wood Street
 Chicago, Illinois 60611
 Phone: (312) 266-3124
 Fax: (312) 266-3123

GRAVES HOSPITALITY
 Hotel Developers
 41 South Eighth Street
 Minneapolis, MN 55402
 Phone: (612) 374-8008
 Fax: (612) 374-7093

MCCAFFERY INTERESTS
 Real Estate
 157 N. Michigan Ave. Suite 200
 Chicago, IL 60611
 Phone: (312) 944-3777
 Fax: (312) 944-7847

97



N-S SECTION LOOKING WEST

ANTUNOVICH ASSOCIATES
 Architects
 324 West Monroe St.
 Chicago, Illinois 60610
 Phone: (312) 244-1116
 Fax: (312) 244-7113

BLOCK "E" DEVELOPMENT
 MINNEAPOLIS, MINNESOTA
 JUNE 21, 2002

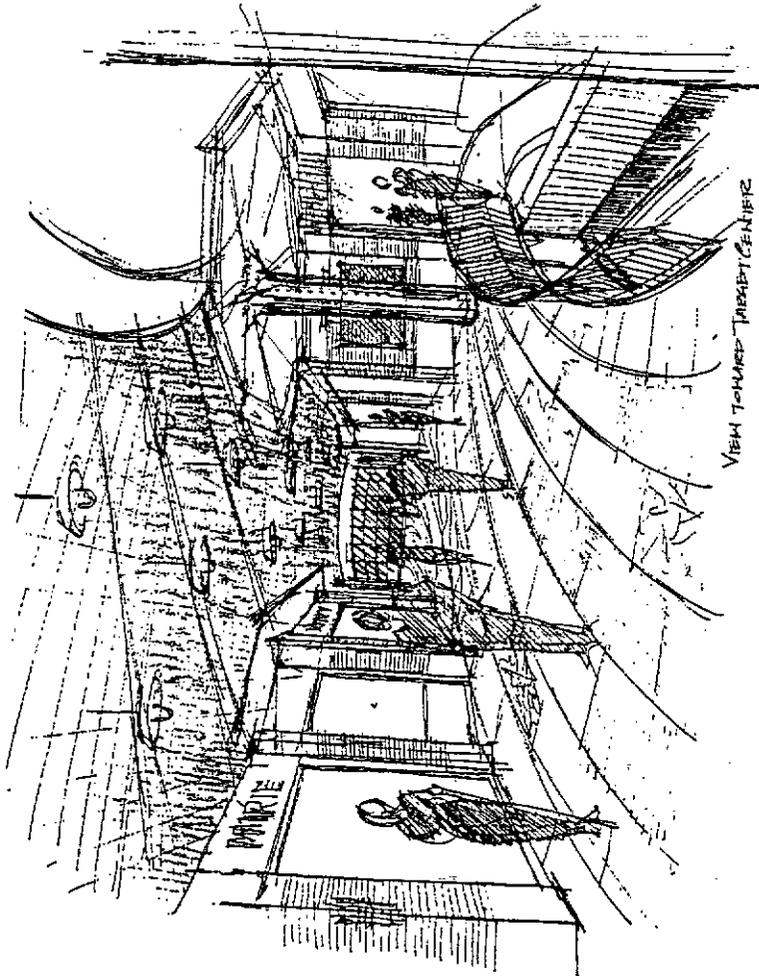
GRAVES HOSPITALITY
 Hotel Developers
 45 South Fifth Street
 Minneapolis, MN 55402
 Phone: (612) 374-9298
 Fax: (612) 812-7993

MCCAFFERY INTERESTS
 Real Developers
 737 N. Michigan Ave. Suite 2004
 Chicago, IL 60611
 Phone: (312) 664-3777
 Fax: (312) 664-7187

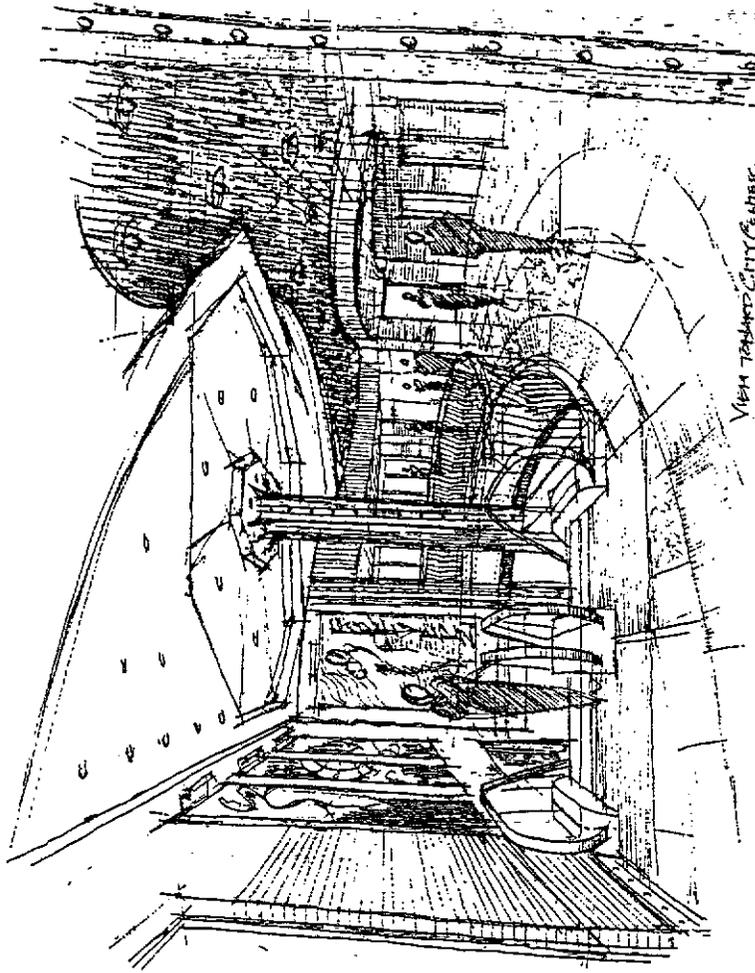
98

44

TRUCK RAMP
 HISTORIC TRUCK
 STORAGE PROGRAM
 1997 AND 1998
 NADPH



VIEW TOWARD TRANSIT CENTER



VIEW TOWARD CITY ARTS

SKETCHES OF INTERIOR

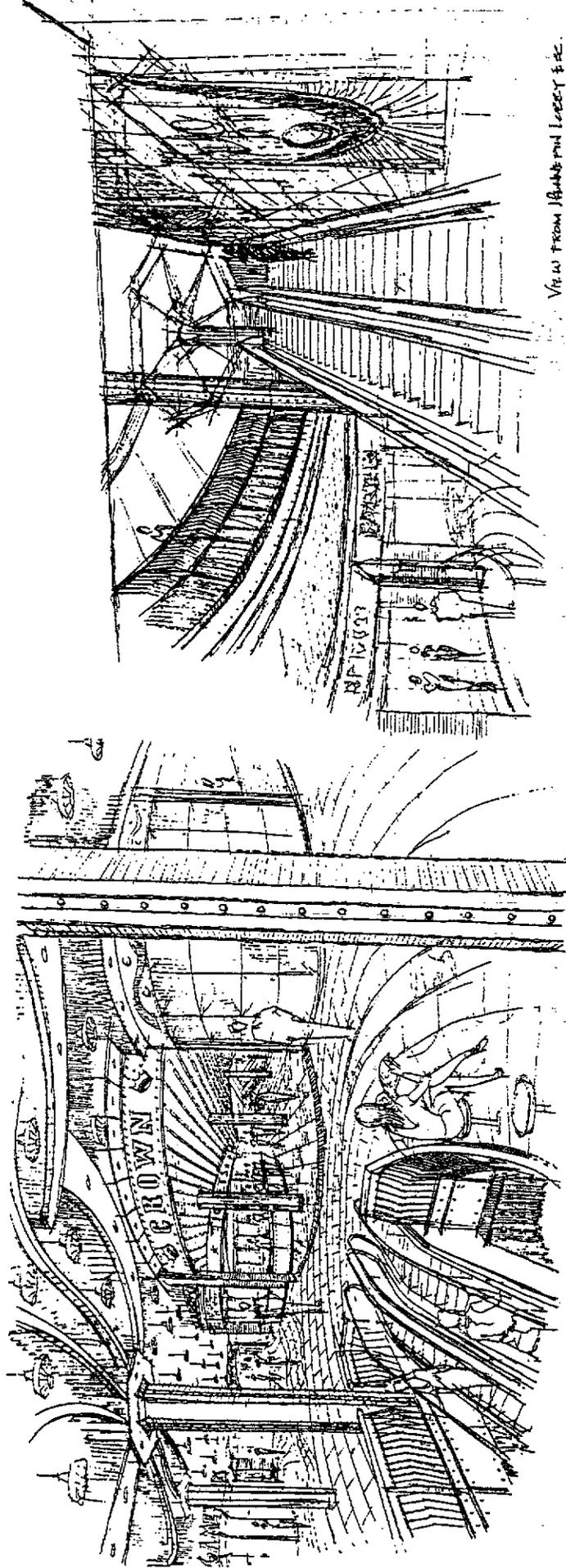
BLOCK "E" DEVELOPMENT
MINNEAPOLIS, MINNESOTA
JUNE 21, 2002

ANTUNOVICH ASSOCIATES
Architects
214 West Hennepin St.
Chicago, Illinois 60610
Phone: (312) 344-1116
Fax: (312) 344-7123

99

GRAVES HOSPITALITY
Hotel Development
43 South Wabash Street
Minneapolis, MN 55403
Phone: (612) 354-2388
Fax: (612) 303-2383

MCCAFFERY INTERESTS
Retail Development
737 N. Michigan Ave. Suite 2050
Chicago, IL 60611
Phone: (312) 944-3377
Fax: (312) 944-3187



View from Stables and Lobby & etc.

SKETCHES OF INTERIOR

BLOCK "E" DEVELOPMENT
 MINNEAPOLIS, MINNESOTA
 JUNE 21, 2002

ANTUNOVICH ASSOCIATES
 Architects
 214 West Hennepin St.
 Minneapolis, MN 55402
 Phone: (612) 344-1134
 Fax: (612) 344-7123

100
 46

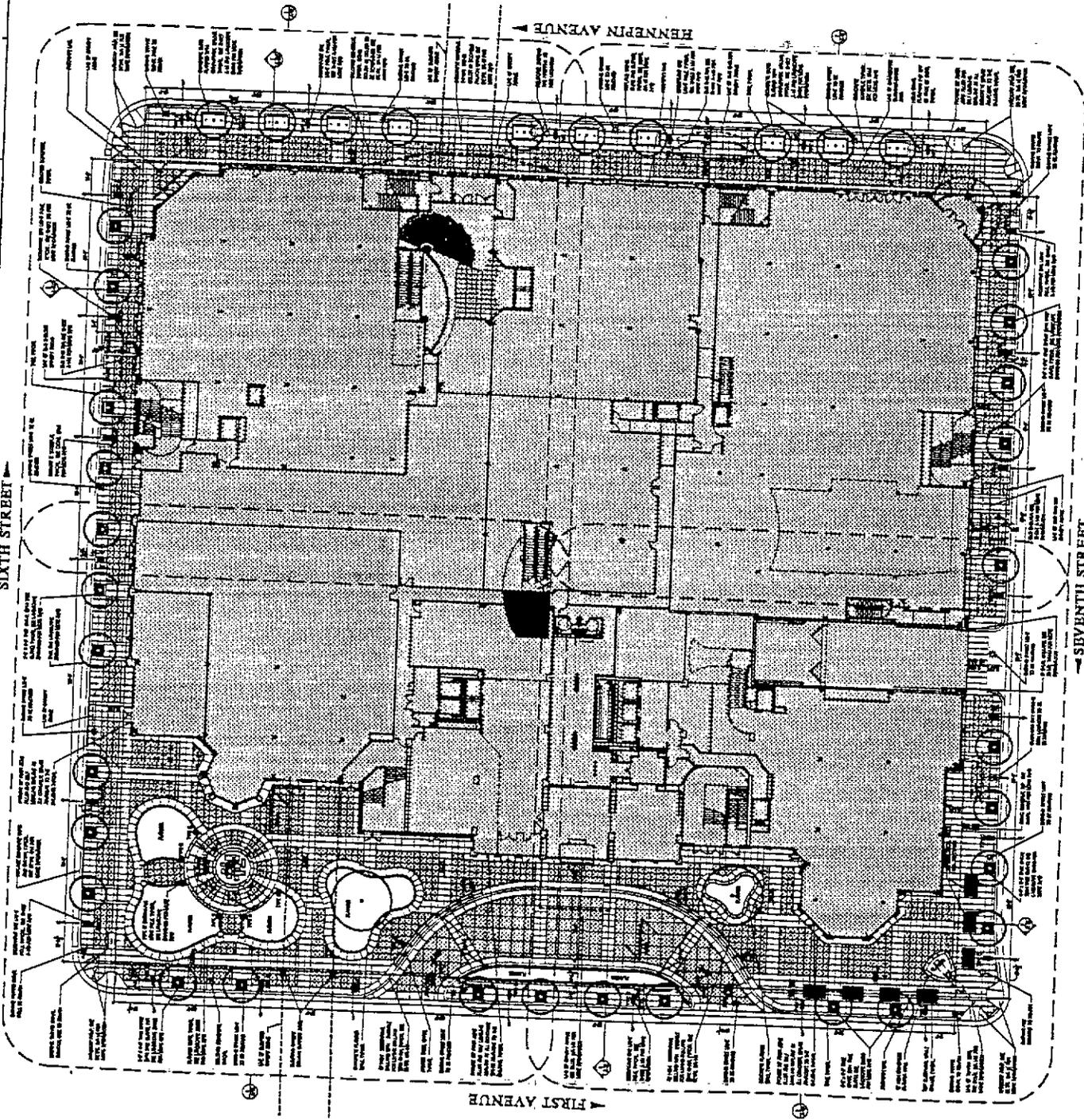
GRAVES HOSPITALITY
 Hotel Developers
 41 South Park Street
 Minneapolis, MN 55402
 Phone: (612) 374-9296
 Fax: (612) 312-7393

MCCAFFERY INTERESTS
 Hotel Developers
 737 N. Michigan Ave. Suite 200
 Chicago, IL 60611
 Phone: (312) 464-3177
 Fax: (312) 464-7167

GENERAL NOTES

1. ALL DIMENSIONS SHOWN ON THIS PLAN ARE TO FACE UNLESS OTHERWISE NOTED. ALL DIMENSIONS TO FACE SHALL BE TO FACE UNLESS OTHERWISE NOTED. ALL DIMENSIONS TO FACE SHALL BE TO FACE UNLESS OTHERWISE NOTED.
2. THE OWNER IS RESPONSIBLE FOR THE ACCURACY OF ALL DIMENSIONS SHOWN ON THIS PLAN. THE ENGINEER HAS CONDUCTED VISUAL CHECKS ONLY AND HAS NOT CONDUCTED SURVEYING OR MEASUREMENTS TO VERIFY THE ACCURACY OF THE DIMENSIONS SHOWN ON THIS PLAN.
3. THE OWNER IS RESPONSIBLE FOR THE ACCURACY OF ALL DIMENSIONS SHOWN ON THIS PLAN. THE ENGINEER HAS CONDUCTED VISUAL CHECKS ONLY AND HAS NOT CONDUCTED SURVEYING OR MEASUREMENTS TO VERIFY THE ACCURACY OF THE DIMENSIONS SHOWN ON THIS PLAN.
4. ALL DIMENSIONS SHOWN ON THIS PLAN ARE TO FACE UNLESS OTHERWISE NOTED. ALL DIMENSIONS TO FACE SHALL BE TO FACE UNLESS OTHERWISE NOTED.
5. THE OWNER IS RESPONSIBLE FOR THE ACCURACY OF ALL DIMENSIONS SHOWN ON THIS PLAN. THE ENGINEER HAS CONDUCTED VISUAL CHECKS ONLY AND HAS NOT CONDUCTED SURVEYING OR MEASUREMENTS TO VERIFY THE ACCURACY OF THE DIMENSIONS SHOWN ON THIS PLAN.
6. THE OWNER IS RESPONSIBLE FOR THE ACCURACY OF ALL DIMENSIONS SHOWN ON THIS PLAN. THE ENGINEER HAS CONDUCTED VISUAL CHECKS ONLY AND HAS NOT CONDUCTED SURVEYING OR MEASUREMENTS TO VERIFY THE ACCURACY OF THE DIMENSIONS SHOWN ON THIS PLAN.
7. THE OWNER IS RESPONSIBLE FOR THE ACCURACY OF ALL DIMENSIONS SHOWN ON THIS PLAN. THE ENGINEER HAS CONDUCTED VISUAL CHECKS ONLY AND HAS NOT CONDUCTED SURVEYING OR MEASUREMENTS TO VERIFY THE ACCURACY OF THE DIMENSIONS SHOWN ON THIS PLAN.
8. THE OWNER IS RESPONSIBLE FOR THE ACCURACY OF ALL DIMENSIONS SHOWN ON THIS PLAN. THE ENGINEER HAS CONDUCTED VISUAL CHECKS ONLY AND HAS NOT CONDUCTED SURVEYING OR MEASUREMENTS TO VERIFY THE ACCURACY OF THE DIMENSIONS SHOWN ON THIS PLAN.
9. THE OWNER IS RESPONSIBLE FOR THE ACCURACY OF ALL DIMENSIONS SHOWN ON THIS PLAN. THE ENGINEER HAS CONDUCTED VISUAL CHECKS ONLY AND HAS NOT CONDUCTED SURVEYING OR MEASUREMENTS TO VERIFY THE ACCURACY OF THE DIMENSIONS SHOWN ON THIS PLAN.
10. THE OWNER IS RESPONSIBLE FOR THE ACCURACY OF ALL DIMENSIONS SHOWN ON THIS PLAN. THE ENGINEER HAS CONDUCTED VISUAL CHECKS ONLY AND HAS NOT CONDUCTED SURVEYING OR MEASUREMENTS TO VERIFY THE ACCURACY OF THE DIMENSIONS SHOWN ON THIS PLAN.

<p>MINNEAPOLIS LIBERTY CENTER 1100 LIBERTY AVENUE MINNEAPOLIS, MN 55404</p>	<p>SITE PLAN</p>
<p>ARCHITECT: [Faded] 777 2111</p>	<p>DATE: [Faded]</p>
<p>PROJECT: [Faded]</p>	<p>SCALE: [Faded]</p>
<p>DESIGNER: [Faded]</p>	<p>PROJECT NO.: [Faded]</p>
<p>CLIENT: [Faded]</p>	<p>PROJECT NAME: [Faded]</p>
<p>LOCATION: [Faded]</p>	<p>PROJECT ADDRESS: [Faded]</p>
<p>OWNER: [Faded]</p>	<p>PROJECT PHONE: [Faded]</p>
<p>DESIGNER: [Faded]</p>	<p>PROJECT FAX: [Faded]</p>
<p>CLIENT: [Faded]</p>	<p>PROJECT E-MAIL: [Faded]</p>
<p>LOCATION: [Faded]</p>	<p>PROJECT WEBSITE: [Faded]</p>
<p>OWNER: [Faded]</p>	<p>PROJECT CONTACT: [Faded]</p>

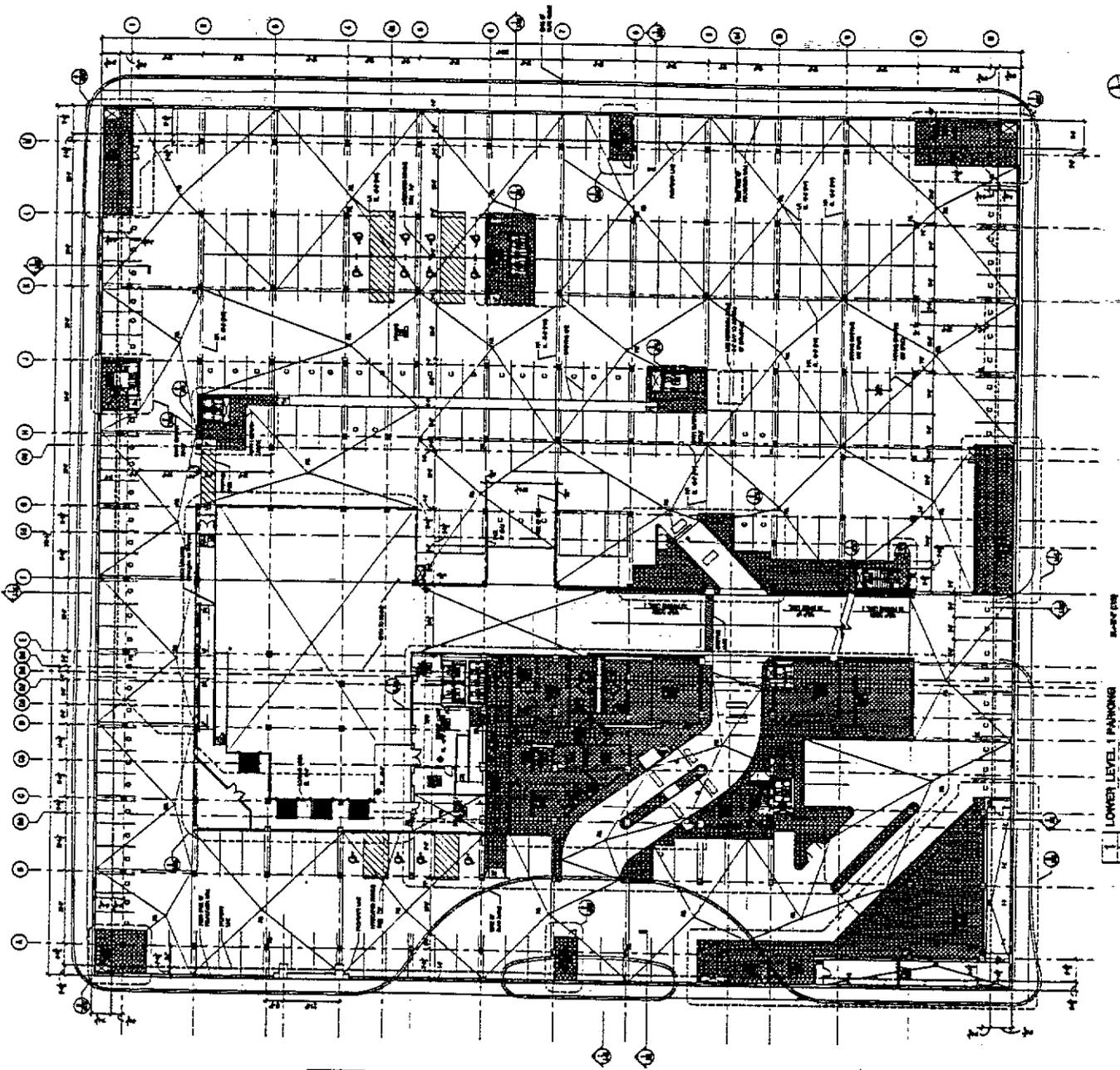


SEVENTH STREET
 SITE PLAN
 1/8" = 1'-0"

101

1. EXISTING WALL, IN PLACE
2. EXISTING WALL, TO BE REMOVED
3. EXISTING WALL, TO BE RECONSTRUCTED
4. EXISTING WALL, TO BE RECONSTRUCTED WITH DIFFERENT FINISH

MINNEAPOLIS LITTLE LEAGUE 1000 W. WASHINGTON ST. MINNEAPOLIS, MN 55401 TEL: 612-338-1234	MINNEAPOLIS LITTLE LEAGUE 1000 W. WASHINGTON ST. MINNEAPOLIS, MN 55401 TEL: 612-338-1234	MINNEAPOLIS LITTLE LEAGUE 1000 W. WASHINGTON ST. MINNEAPOLIS, MN 55401 TEL: 612-338-1234
--	--	--



LOWER LEVEL 1 PANTRIES
 1/8" = 1'-0"

GENERAL NOTES 1. ALL WORK SHALL BE IN ACCORDANCE WITH THE LATEST EDITIONS OF THE BUILDING CODES AND SPECIFICATIONS. 2. ALL MATERIALS SHALL BE APPROVED BY THE ARCHITECT. 3. ALL WORK SHALL BE COMPLETED BY THE DATE SPECIFIED IN THE CONTRACT.
--

REVISIONS 1. 10/15/00 2. 11/15/00 3. 12/15/00

PROJECT INFORMATION PROJECT NO.: 00-0000 SHEET NO.: 00-0000 DATE: 10/15/00
--

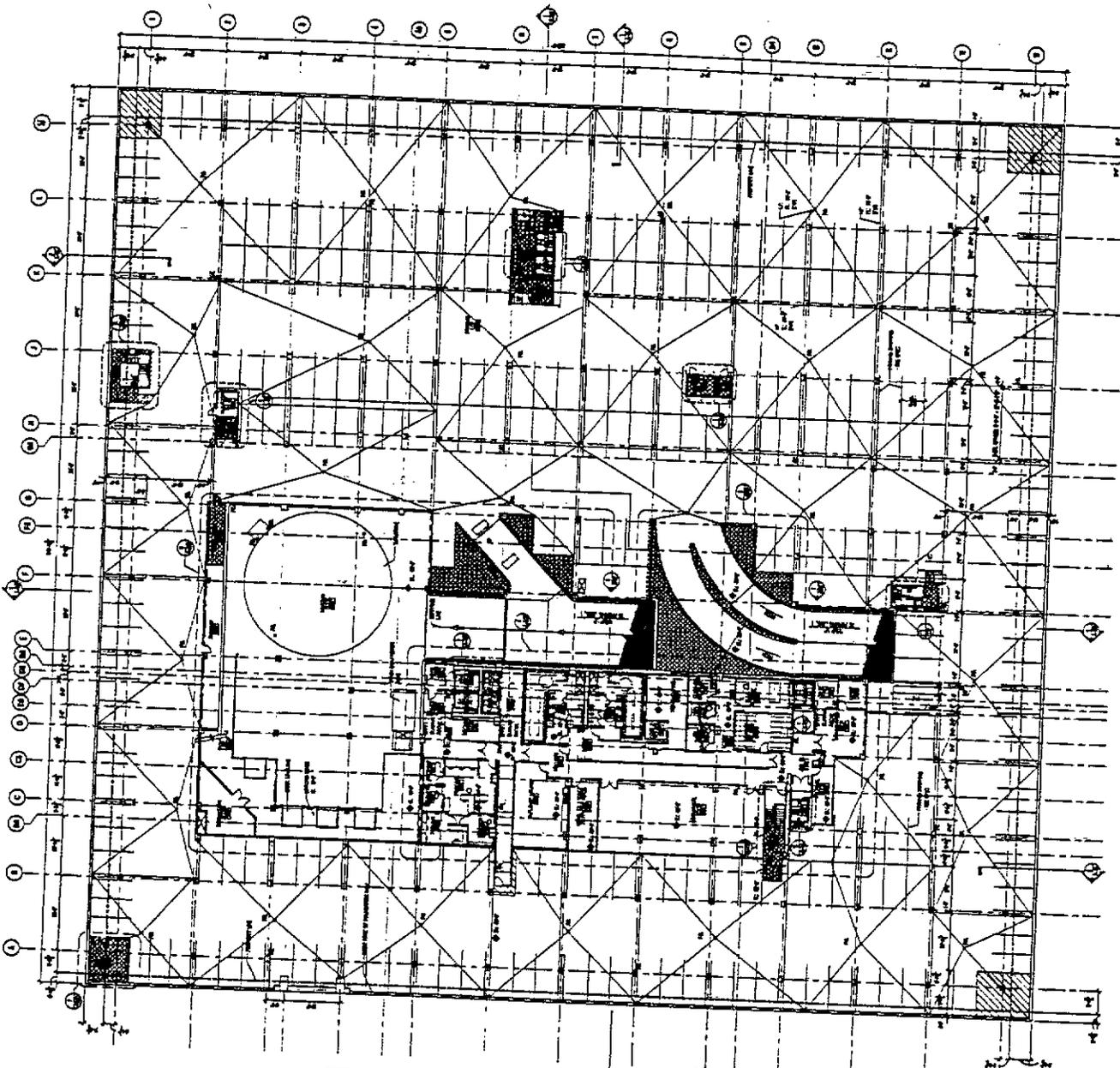
REVISIONS 1. 10/15/00 2. 11/15/00 3. 12/15/00

REVISIONS 1. 10/15/00 2. 11/15/00 3. 12/15/00

70
 8

LEVEL 2
 1. LOWER LEVEL AND PART OF 2
 2. AS TO BE PROVIDED

ARCHITECT HOK COMPANY 1000 LEXINGTON AVENUE NEW YORK, N.Y. 10017 TEL: (212) 512-2000 FAX: (212) 512-2001	ENGINEER STRUCTURAL ENGINEERING 1000 LEXINGTON AVENUE NEW YORK, N.Y. 10017 TEL: (212) 512-2000 FAX: (212) 512-2001	GENERAL CONTRACTOR KIMBERLY-CLARK 1000 LEXINGTON AVENUE NEW YORK, N.Y. 10017 TEL: (212) 512-2000 FAX: (212) 512-2001	OWNER KIMBERLY-CLARK 1000 LEXINGTON AVENUE NEW YORK, N.Y. 10017 TEL: (212) 512-2000 FAX: (212) 512-2001
--	--	--	---



LOWER LEVEL 2 PARKING

A-21

LEVEL / FLOOR FINISH ELEVATIONS

Room	Finish	Elevation
1000	Concrete	100.00
1001	Concrete	100.00
1002	Concrete	100.00
1003	Concrete	100.00
1004	Concrete	100.00
1005	Concrete	100.00
1006	Concrete	100.00
1007	Concrete	100.00
1008	Concrete	100.00
1009	Concrete	100.00
1010	Concrete	100.00
1011	Concrete	100.00
1012	Concrete	100.00
1013	Concrete	100.00
1014	Concrete	100.00
1015	Concrete	100.00
1016	Concrete	100.00
1017	Concrete	100.00
1018	Concrete	100.00
1019	Concrete	100.00
1020	Concrete	100.00

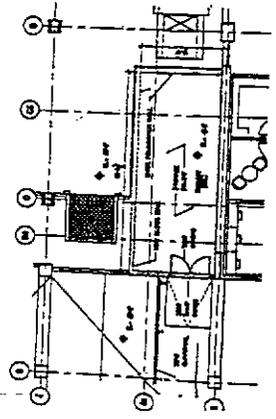
LEVELS / FLOOR FINISH ELEVATIONS

Room	Finish	Elevation
1000	Concrete	100.00
1001	Concrete	100.00
1002	Concrete	100.00
1003	Concrete	100.00
1004	Concrete	100.00
1005	Concrete	100.00
1006	Concrete	100.00
1007	Concrete	100.00
1008	Concrete	100.00
1009	Concrete	100.00
1010	Concrete	100.00
1011	Concrete	100.00
1012	Concrete	100.00
1013	Concrete	100.00
1014	Concrete	100.00
1015	Concrete	100.00
1016	Concrete	100.00
1017	Concrete	100.00
1018	Concrete	100.00
1019	Concrete	100.00
1020	Concrete	100.00

1. FLOOR FINISH TO BE PROVIDED AS TO BE PROVIDED

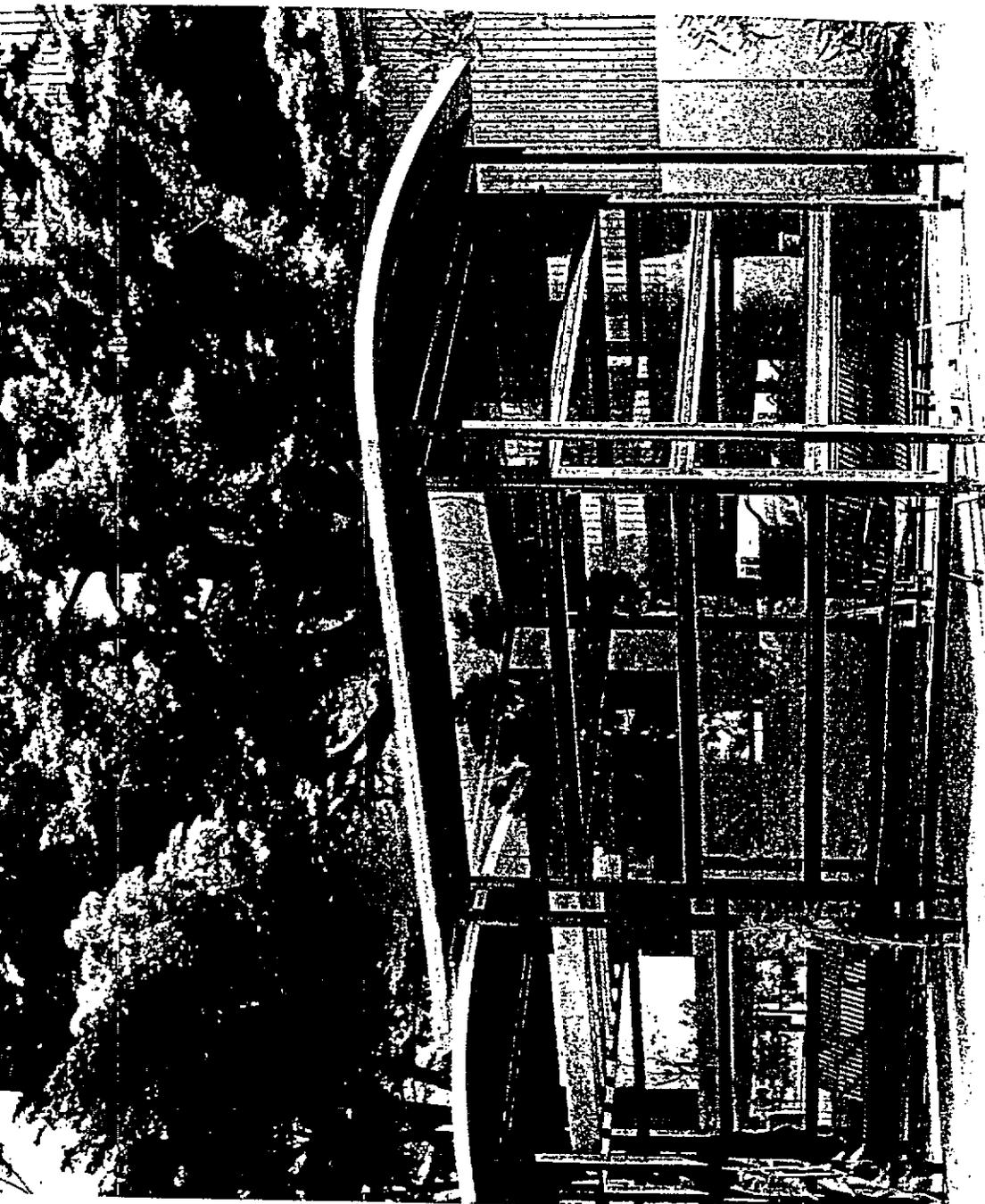
DETAILS OF FINISHES

Room	Finish	Elevation
1000	Concrete	100.00
1001	Concrete	100.00
1002	Concrete	100.00
1003	Concrete	100.00
1004	Concrete	100.00
1005	Concrete	100.00
1006	Concrete	100.00
1007	Concrete	100.00
1008	Concrete	100.00
1009	Concrete	100.00
1010	Concrete	100.00
1011	Concrete	100.00
1012	Concrete	100.00
1013	Concrete	100.00
1014	Concrete	100.00
1015	Concrete	100.00
1016	Concrete	100.00
1017	Concrete	100.00
1018	Concrete	100.00
1019	Concrete	100.00
1020	Concrete	100.00



STORAGE ROOM LOWER LEVEL 2 PARKING

103
 49



ANTUNOVICH ASSOCIATES
Architect
214 West Hennepin St.
Minneapolis, Minnesota 55402
Phone: (612) 266-1126
Fax: (612) 266-7123

BLOCK "E" DEVELOPMENT
MINNEAPOLIS, MINNESOTA
JUNE 21, 2002

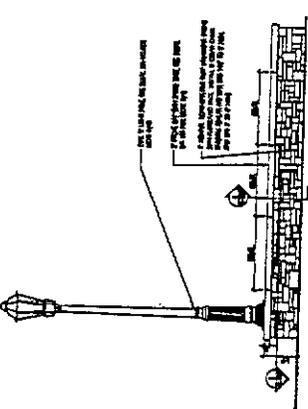
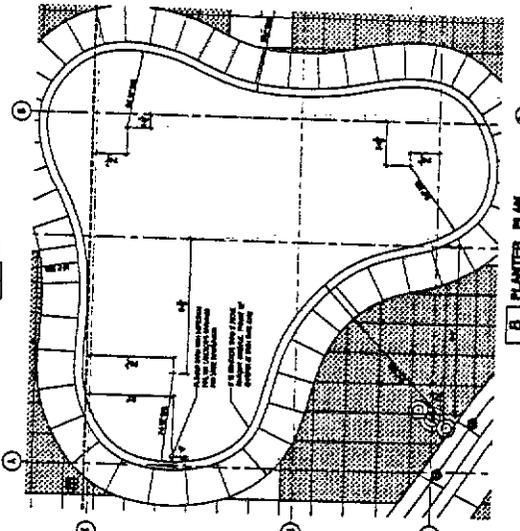
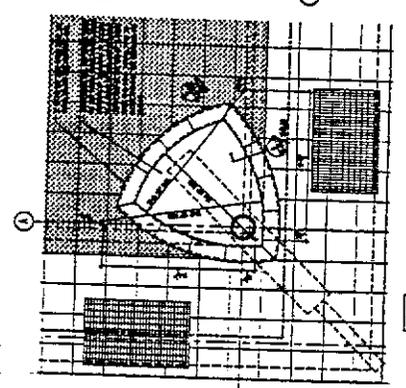
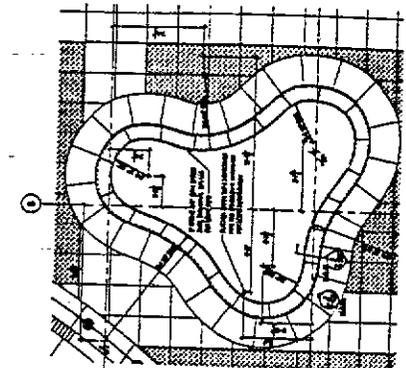
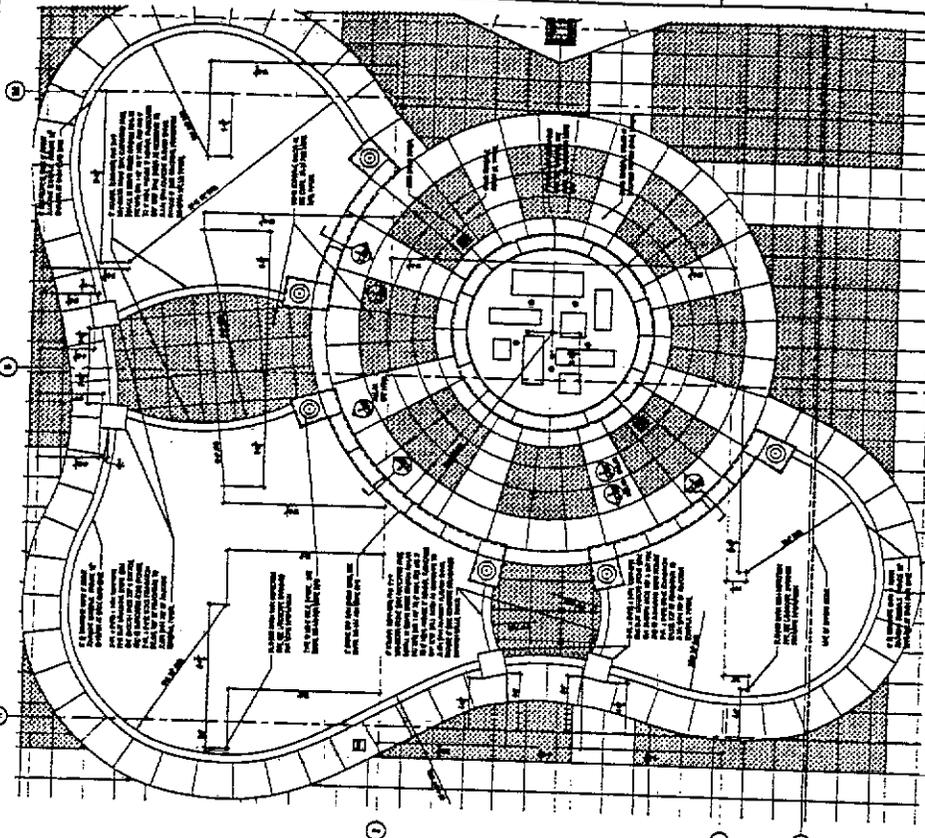
BUS SHELTER

GRAVES HOSPITALITY
Hotel Developers
45 South Fifth Street
Minneapolis, MN 55402
Phone: (612) 224-9296
Fax: (612) 212-3953

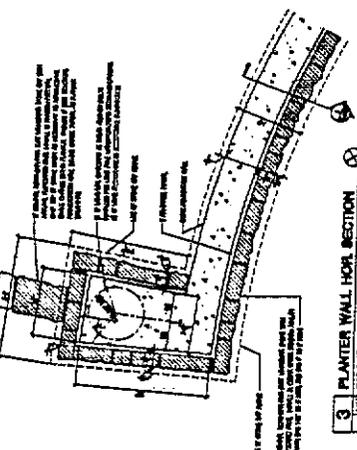
MCCAFFERY INTERESTS
Hotel Developers
217 N. Michigan Ave. Suite 2400
Chicago, IL 60611
Phone: (312) 944-3777
Fax: (312) 944-3747

108

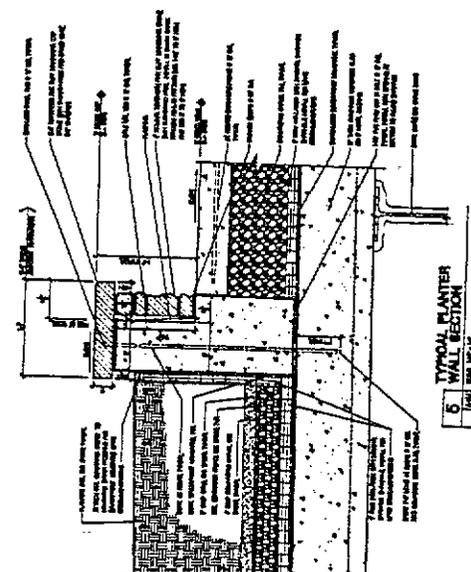
PROJECT NO.	100-100-100-100
DATE	10/10/10
DESIGNER	ARCHITECTURAL FIRM
CLIENT	UNIVERSITY CENTER
LOCATION	1234567890
SCALE	1/4" = 1'-0"
PROJECT NAME	UNIVERSITY CENTER
PROJECT TYPE	PLANTER PLANS & DETAILS
PROJECT NO.	A-100



2 TYPICAL PLANTER WALL ELEVATION
SCALE 1/4" = 1'-0"



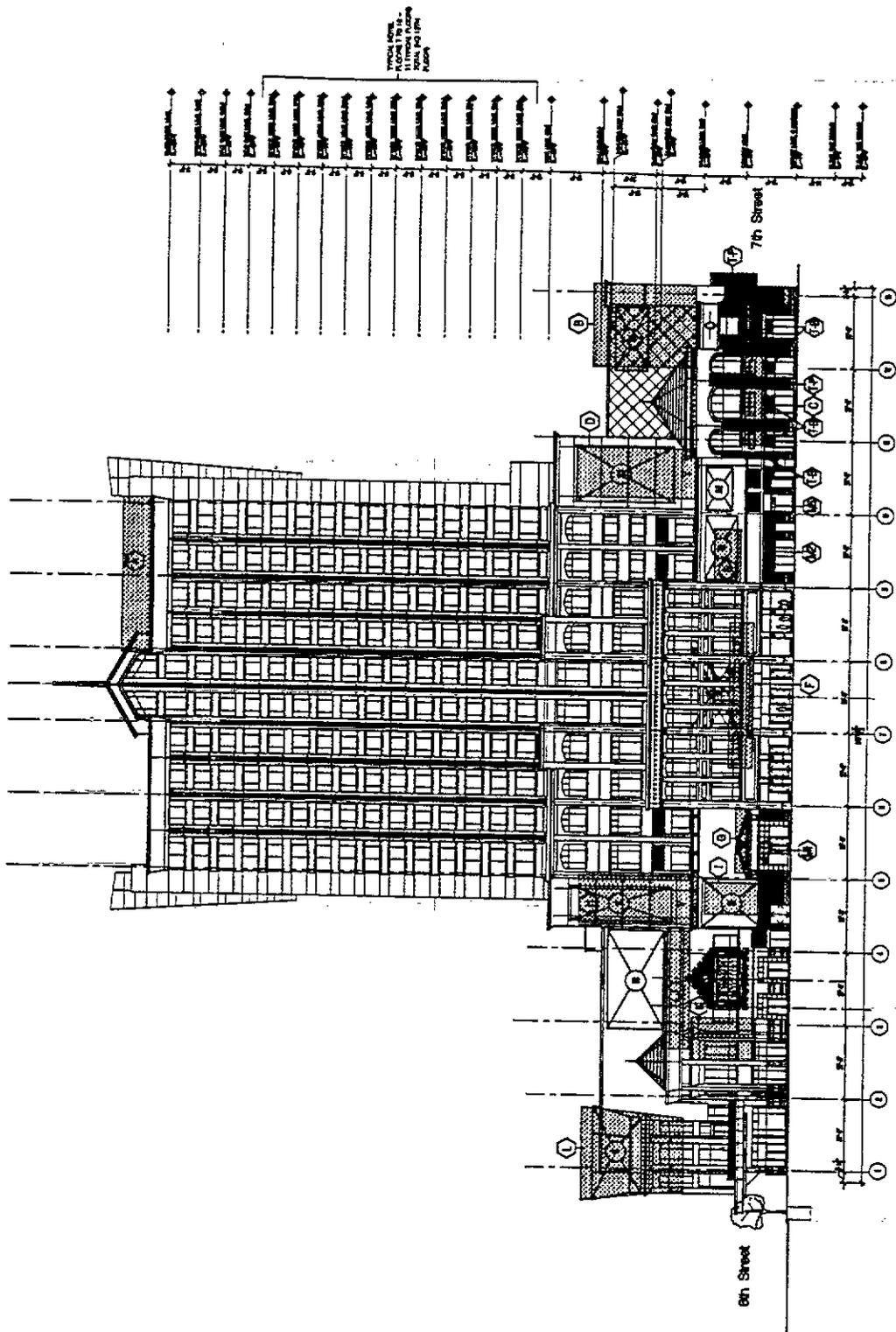
3 PLANTER WALL HOLE SECTION
SCALE 1/4" = 1'-0"



5 TYPICAL PLANTER WALL SECTION
SCALE 1/4" = 1'-0"

4 NOT USED
SCALE 1/4" = 1'-0"

109
55



STORAGE KEY

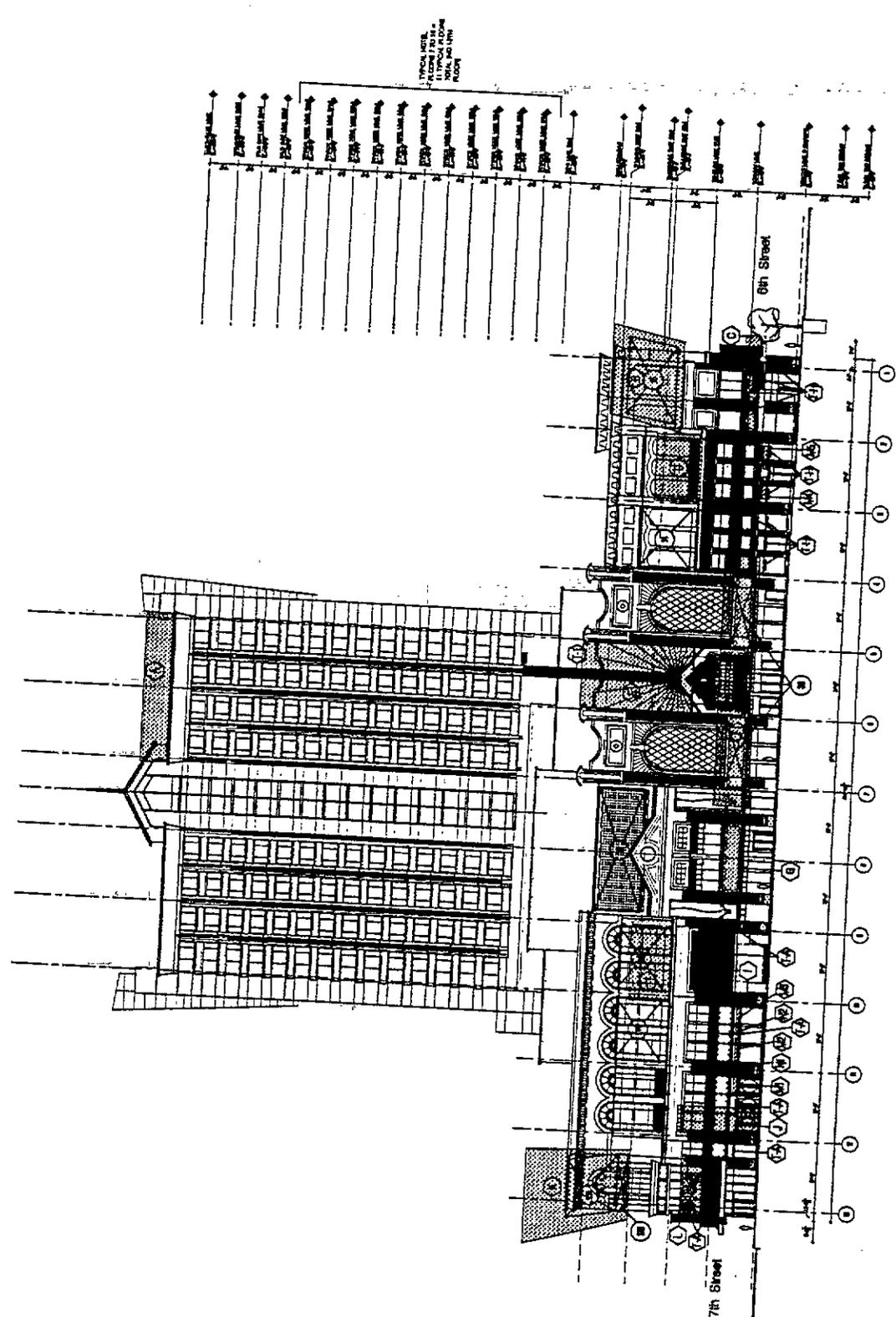
- ① SWEEP BOX ASSEMBLY
- ② AMERICAN BEAM
- ③ TRUSS BEAM

1 ELEVATION ALONG FIRST AVE
DATE: 11/17/77

NO.	DESCRIPTION	DATE	BY
1	11TH FLOOR PLANS	11/17/77	...
2
3
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33
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35
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45
46
47
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50

112
58

1. THE ARCHITECT HAS BEEN ADVISED THAT THE CITY OF DENVER HAS A SIGNAGE ORDINANCE WHICH REQUIRES THAT ALL SIGNAGE BE REVIEWED AND APPROVED BY THE CITY OF DENVER. THE ARCHITECT HAS BEEN ADVISED THAT THE CITY OF DENVER HAS A SIGNAGE ORDINANCE WHICH REQUIRES THAT ALL SIGNAGE BE REVIEWED AND APPROVED BY THE CITY OF DENVER. THE ARCHITECT HAS BEEN ADVISED THAT THE CITY OF DENVER HAS A SIGNAGE ORDINANCE WHICH REQUIRES THAT ALL SIGNAGE BE REVIEWED AND APPROVED BY THE CITY OF DENVER.

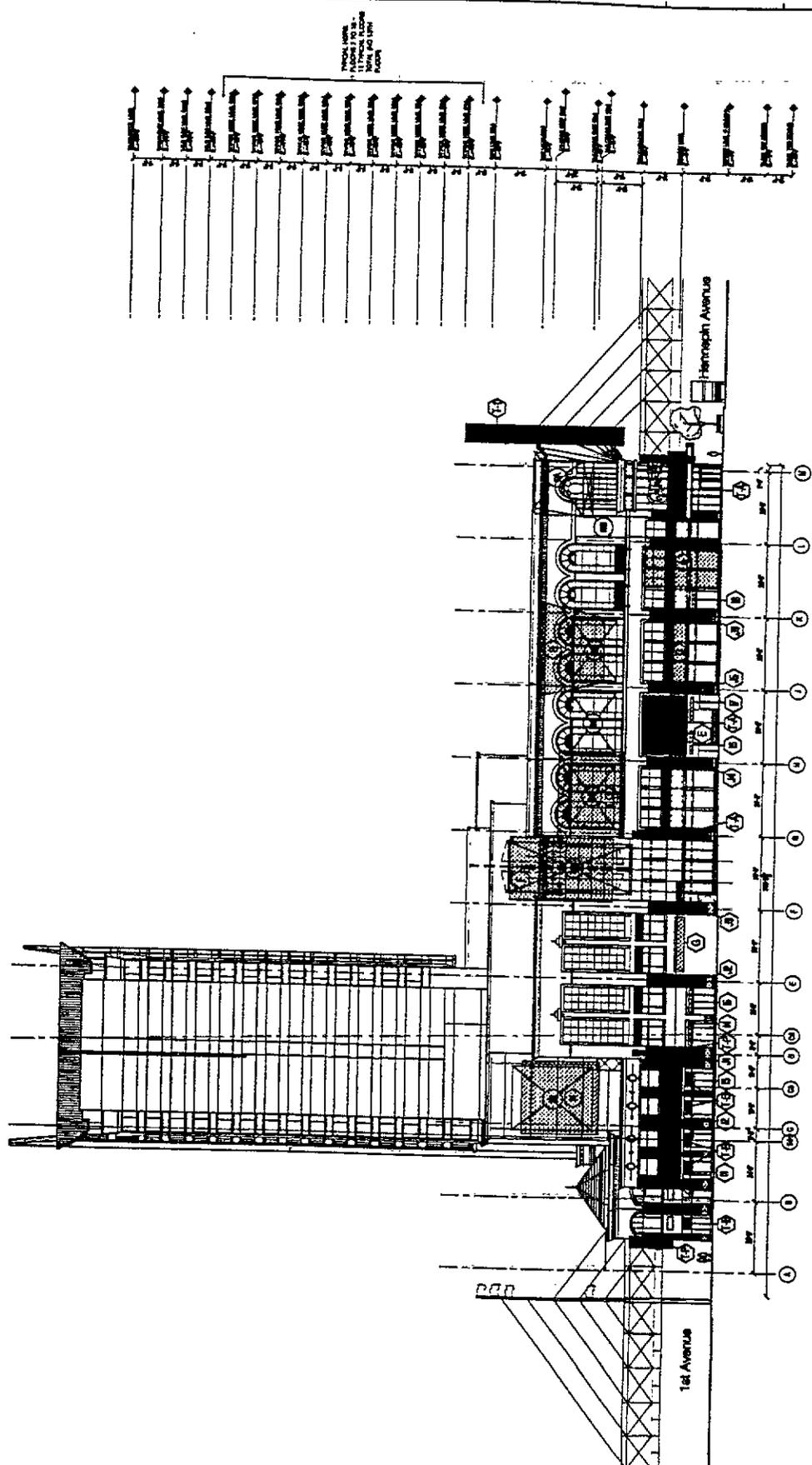


SIGNAGE KEY
 (A) MATERIAL APPEAL
 (1) ARCHITECTURAL DETAIL
 (T) TENANT SIGNAGE

ELEVATION ALONG HENNEPIN
 1/13

113
 59

1. NAME OF ARCHITECT 2. ADDRESS 3. CITY 4. STATE 5. ZIP CODE 6. PHONE NO. 7. FAX NO. 8. E-MAIL 9. PROJECT NO. 10. SHEET NO.	11. DATE OF DRAWING 12. SCALE 13. DRAWING NO. 14. PROJECT NO. 15. SHEET NO.	16. PROJECT NAME 17. PROJECT ADDRESS 18. CITY 19. STATE 20. ZIP CODE	21. CLIENT NAME 22. CLIENT ADDRESS 23. CITY 24. STATE 25. ZIP CODE	26. PROJECT NO. 27. SHEET NO.
--	---	--	--	----------------------------------



SIGNAGE KEY

- ① WATER SIGNAGE
- ② ADVERTISING SIGNAGE
- ③ TENANT SIGNAGE

ELEVATION ALONG 7TH ST.

114
60

17th STREET
CLASH CHANNEL &
TERRIT BRIDGE

MINNEAPOLIS
LIVESTOCK CENTER
MINNEAPOLIS, MINNESOTA

ARCHITECT
MINNEAPOLIS
LIVESTOCK CENTER
MINNEAPOLIS, MINNESOTA

ENGINEER
MINNEAPOLIS
LIVESTOCK CENTER
MINNEAPOLIS, MINNESOTA

CONTRACT NO.
MINNEAPOLIS
LIVESTOCK CENTER
MINNEAPOLIS, MINNESOTA

DATE
MINNEAPOLIS
LIVESTOCK CENTER
MINNEAPOLIS, MINNESOTA

PROJECT NO.
MINNEAPOLIS
LIVESTOCK CENTER
MINNEAPOLIS, MINNESOTA

OWNER
MINNEAPOLIS
LIVESTOCK CENTER
MINNEAPOLIS, MINNESOTA

LOCATION
MINNEAPOLIS
LIVESTOCK CENTER
MINNEAPOLIS, MINNESOTA

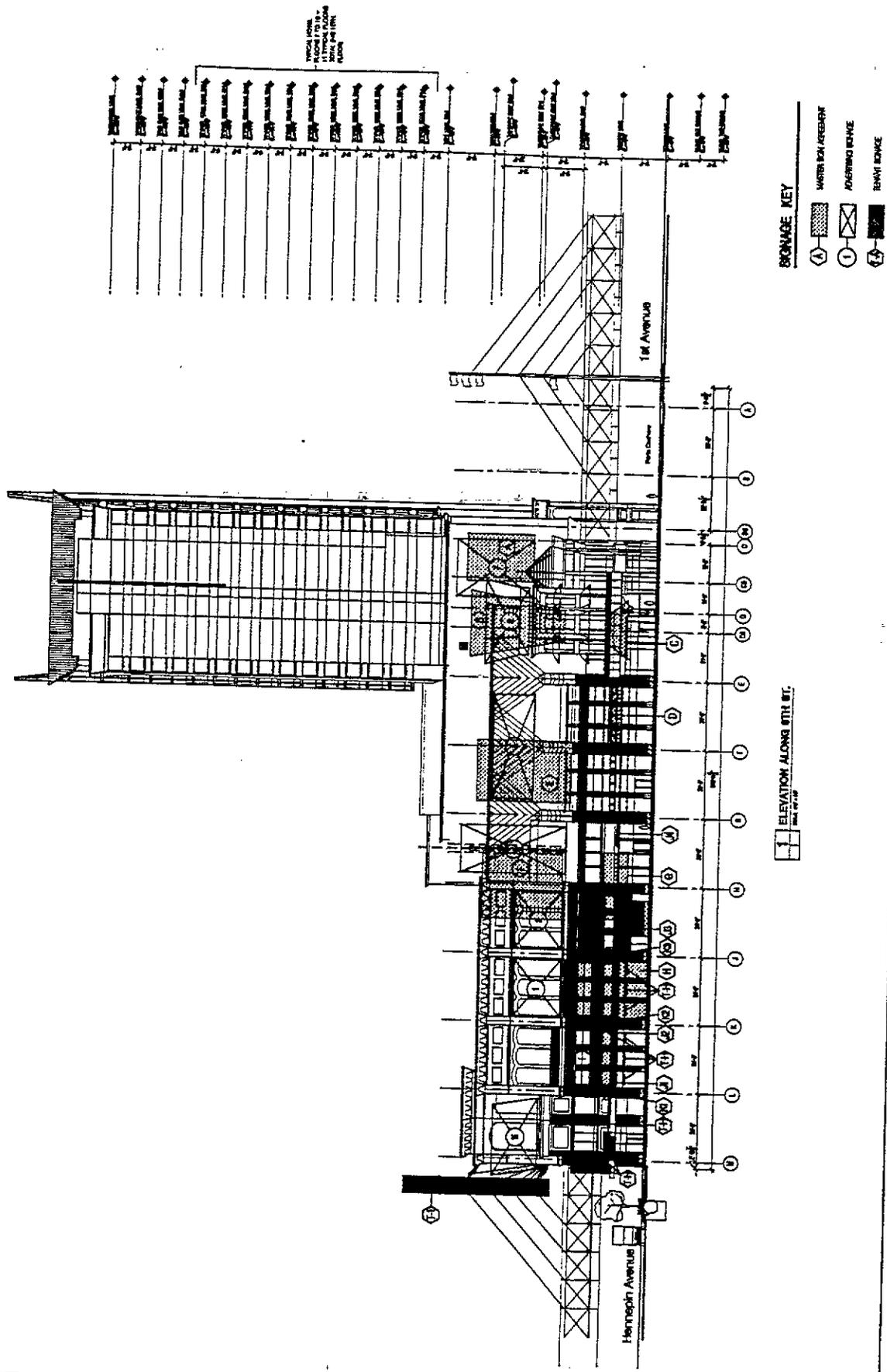
DATE
MINNEAPOLIS
LIVESTOCK CENTER
MINNEAPOLIS, MINNESOTA

PROJECT NO.
MINNEAPOLIS
LIVESTOCK CENTER
MINNEAPOLIS, MINNESOTA

OWNER
MINNEAPOLIS
LIVESTOCK CENTER
MINNEAPOLIS, MINNESOTA

LOCATION
MINNEAPOLIS
LIVESTOCK CENTER
MINNEAPOLIS, MINNESOTA

DATE
MINNEAPOLIS
LIVESTOCK CENTER
MINNEAPOLIS, MINNESOTA



BRONZE KEY

- ① WITH BOX AREAS
- ② ANCHORING BEAMS
- ③ TIGHT BRACE

ELEVATION ALONG 8TH ST.
DATE 10/1/10

SPECIAL NOTES:
- FLOOR 1 TO 14 -
- WITH BRONZE KEY
- WITH BOX AREAS
- WITH ANCHORING BEAMS
- WITH TIGHT BRACE

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RESOLUTION

WHEREAS, the Downtown Minneapolis Neighborhood Association, Inc. is the recognized neighborhood of Downtown East and Downtown West by the Minneapolis Community Development Agency;

WHEREAS, the Downtown Minneapolis Neighborhood Association, Inc. exist to benefit the residents of Downtown East and Downtown West;

WHEREAS, participation of residents of Downtown East and Downtown West, whose knowledge of the needs, aspirations, and conditions of the area is essential to the effective improvement of the City of Minneapolis;

Do hereby call upon the Mayor of Minneapolis – R. T. Rybak, the thirteen City Council Members of Minneapolis, the Planning Department of the City of Minneapolis, and the Planning Commission of the City of Minneapolis to provide the following in the “E” Block Project bounded by Hennepin Avenue, North 6th Street, First Avenue North, and North 7th Street in Downtown Minneapolis ----

One: Public Bathrooms *OPEN 24 HOURS* per day on the First Floor and the Second Floor;

Two: *ENCLOSED GLASS EXTERIOR ESCALATORS*;

Three: All areas of the *PROJECT HANDICAPPED ACCESSIBLE*; and

Four: Insure *TIME SQUARE SIGNAGE* on the exterior of buildings.

Passed by unanimous vote by the Board of Directors of the Downtown Minneapolis Neighborhood Association, Inc. on Tuesday, July 9, 2002 with Council Member Paul Zerby in attendance.

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Sherman, Pamela A

From: John Rocker [JROCKER@MN.RR.COM]
Sent: Monday, July 08, 2002 12:31 PM
To: Ballentine, Charles D
Subject: Comments on Block E

I strongly urge the Planning Commission to hold McCaffrey accountable for any changes to the Block E site plan that were not approved and that the Commission support the planning staff's recommendations that no new building permits and use permits be issued for the Block E development until McCaffrey brings the project into compliance or receives approval for a site plan amendment.

The site plan process only works if the developers are held to the approved plan. If McCaffrey wanted to change the floor plan to meet a tenant's requirements, he should have filed (and received approval for) a site plan amendment before making any changes. If he didn't, the Planning Commission and the City Council need to stand firm for the sake of Block E and the precedent it will set for future developments. Approving changes to the plan may make sense, but it needs to be on the city's terms, not the developers.

Lastly, if using EIFS for the exterior building material was not approved, the developer must be required to re-skin the building with the appropriate (approved) building materials. If EIFS was approved, it was a big mistake. The building's façade looks like a cheap casino in Las Vegas and is not worthy of Minneapolis.

John Rocker
JCR Realty Advisors
3211 Fremont Avenue South
Minneapolis MN 55408

Byers, Jack P.
From: Joan Willshire [jmwjpf@msn.com]
Sent: Sunday, July 21, 2002 5:52 PM
To: Byers, Jack P
Subject: block E hearing

I know you are to have a hearing tomorrow night on the block E project. I sit on the Minneapolis Disability Advisory Committee on People with Disabilities. I chair the Access committee where we have been working with the Architects on this project to ensure accessibility for all. We will be going thru a walk thru with them on this coming Tuesday the 23 of July. We hope to catch any issues that may still be there. We do want and need the public restrooms so please leave those in the plan. If we do find anything else that is an issue I will email you on behalf of the committee. Just remember that this entire project needs to be accessible for everyone. We are all tax payers!

Thanks,
Joan Willshire
612.339.4326

10/21/02

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FAEGRE & BENSON LLP

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2200 WELLS FARGO CENTER, 90 SOUTH SEVENTH STREET
MINNEAPOLIS, MINNESOTA 55402-3901
TELEPHONE 612.766.7000
FACSIMILE 612.766.1600
www.faegre.com

REBECCA L. ROM
rrom@faegre.com
612.766.7231

July 29, 2002

Michael T. Norton, Esq.
Deputy City Attorney
300 Accenture Tower
333 South 7th Street
Minneapolis, MN 55402-2010

VIA FAX AND MAILRe: Block E

Dear Mike:

After years in the making, the redevelopment of Block E (the "Project") is nearly complete. Throughout the Project's long history, Block E Interests LLC (the "Developer") has worked closely and in good faith with the City to assure the Project's success. The Developer has consistently consulted with the MCDA and City Planning staff on modifications to the concept plan, has met every requirement of the Project, and has obtained all necessary City approvals.

You are aware of the confusion regarding the Redevelopment Contract, the site plan, and PUD. On the cusp of the Project's grand opening, the City has arbitrarily chosen to interpret conditions of the Redevelopment Contract in a manner that is detrimental to the financial success of the Project. To accept the interpretation of the City would require major design changes and an entirely new set of approvals which is also oddly at variance with the City's real economic interest.

The Planning Department's decision to place numerous issues before the Planning Commission (see Staff Report of 7/5/02) raise serious legal claims that are pertinent to your advice to the Planning Commission. All the matters now being raised by the Planning staff are literally set in concrete and were resolved in turn with the appropriate City departments and agencies as is evidenced by the issuance of building permits. I am available to review each in turn with you as any claim by my client could result in very large damages for the City.

For the reasons which follow, we believe that the Planning Department's assertions and implications are without merit, and are supported by neither the facts nor the law.

1. *The City cannot reopen its previously issued approvals for the Project because the Developer's rights in those approvals have vested.*

The Project has received, and operated under, a variety of municipal approvals granted by the City, including the PUD, CUP and various Building Permits. Under Minnesota law, a landowner's property right in such approvals will vest and cannot be revoked (even if improperly granted) when "nothing remains to be done" by the landowner prior to issuance of the approval, Stotts v. Wright County, 478 N.W.2d 802, 805 (Minn. App. 1991), and the landowner would suffer "substantial prejudice" by such revocation. Hawkinson v. County of Itasca, 231 N.W.2d 279, 284 (Minn. 1975).

With regard to the measure of substantial prejudice faced by a given landowner, although the courts have found that it is "impossible to fix a definite percentage of the total cost which [would establish] vested rights," *id.* (quoting Board of Supervisors v. Paaske, 98 N.W.2d 827, 831 (Iowa 1959)), it is clear that the time of vesting "depends on the type of the project, its location, ultimate cost, and *principally the amount accomplished under conformity* [with the granted municipal approvals]." *Id.* (emphasis added).

Here, given the factors listed by the court in Hawkinson, the Developer has every right to believe that the approvals previously granted by the City are now fully vested. The building permits and other approvals for the Project (including those relative to the disputed design changes) were properly issued, and the Project itself is now almost fully accomplished in conformity with those permits. In addition, if the type, location, and ultimate cost of the Project are important factors, it is difficult to imagine a scenario in which the amalgam of these factors would more clearly support the creation of vested rights because in this case we have (1) a major, multi-story entertainment and retail facility (2) in the central business district of downtown Minneapolis where (3) tens-of-millions of dollars have already been expended on construction hard-costs and (4) where leases and other legal commitments were made based on the approvals. Consequently, the Developer would suffer extreme prejudice if the City attempted to undermine the existing approvals, and the Project's existing approvals have therefore vested and cannot be revoked.

2. *Developer has detrimentally relied on the City's representations regarding the Project's approvals, and, because of those representations, the City would be estopped from enforcing any further requirements.*

As previously suggested in section 1, above, the Developer has relied on the City's repeated representations that the Project was on track and that the necessary approvals had been granted. These representations, together with the law of estoppel, prevent the City from taking any enforcement action to require new or different actions or approvals or prevent or delay the Project's opening. See, generally, State of Minnesota, City of Eden Prairie v. Liepke, 403 N.W.2d 252 (Minn. App. 1987). We understand the City has agreed the opening will not be delayed and partial Certificates of Occupancy will be duly issued as Project elements are completed and safe for occupancy.

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The rule in Minnesota, as applied in Liepke, is that:

A local government exercising its zoning powers will be estopped when a property owner, (1) relying in good faith (2) upon some act or omission of the government, (3) has made such a substantial change in position or *incurred such extensive obligations and expenses* that it would be *highly inequitable* and unjust to destroy the rights which he ostensibly had acquired.

Id. at 254-55 (quoting Ridgewood Development Co. v. State, 294 N.W.2d 288, 292 (Minn. 1980) (emphasis in original)).

When this rule is applied to the Project, it is clear that all three elements have been satisfied. The Developer has relied, in good faith, on the City's prior approvals, permits, and verbal assents; and, as a result, the Developer has substantially changed its position and incurred extensive expenses. Consequently, in this case, because it would be highly inequitable for the City to undermine the Developer's settled rights and expectations, estoppel would apply.

3. *No further City approvals are required because, even if such approvals were necessary, the disputed design changes were "deemed approved" by operation of Minnesota Statute Section 15.99.*

Assuming that additional approvals by the Planning Commission were required, those approvals have now been granted by operation of law.

Minnesota Statute Section 15.99, Subdivision 2, states in pertinent part that,

[N]otwithstanding any other law to the contrary, an agency [including the City and its Planning Commission] must approve or deny within 60 days a written request related to zoning, septic systems, or expansion of the metropolitan urban service area for a permit, license, or other governmental approval of an action. Failure of an agency to deny a request within 60 days is approval of the request.

Additionally, if such an action requires the approval of more than one agency, the 60-day period begins to run for all agencies on the day the request is received by the first agency. See Minn. Stat. 15.99, Subd. 3(b). And "[t]he agency receiving the request must forward copies to other state agencies whose approval is required." Id.

In this case, all of the design changes now challenged by the Planning Department were formally submitted to the MCDA for that agency's approval. In each instance, the MCDA explicitly approved the submitted changes, the City Building Inspector issued building permits, and the Project has been constructed in accordance with the permits. If any of these changes required further approval by the Planning Department or Planning Commission, it was incumbent upon the MCDA to forward the Developer's submissions to its sister City agency and

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for that agency to act within the period required by law. And absent formal action by the Planning Department or Planning Commission to deny the Developer's proposed changes within the period required by law, those changes have been "deemed" approved. See e.g., Demolition Landfill Services, LLC v. City of Duluth, 609 N.W.2d 278 (Minn. App. 2000).

Here, in fact, the Developer and MCDA did regularly advise the Planning Department staff of changes. Periodic joint Planning/MCDA/Developer meetings were held. To our client's knowledge, the Planning Department approved every change, either explicitly in such meetings, or by inaction.

Under both the PUD approval and the Site Plan ordinance, staff of the Planning Department held delegated authority to approve changes (or determine if they required Planning Commission review). In a very complex project such as Block E, numerous minor design changes, of course, will occur as leasing progresses. Such a staff delegation to the Planning Director is essential. Here, never once, within the 60 day Section 15.99 time frame, did the Planning Department reject a change. While the Planning Department requested a zoning application after the 60 days had run, in no way has the Developer agreed to or waived its rights under Section 15.99.

In this case, the 60-day period for the changes has expired, and during the applicable 60-day periods, the Planning Department or Planning Commission had taken no action to deny any of the Project's design changes. Consequently, all of the Project's design changes have, in fact, been approved by operation of law.

4. *If further approvals of changed designs are "required" in this instance pursuant to unwritten City policies, the City will be liable for damages under Snyder v. City of Minneapolis.*

No written provisions of the City Zoning Code or Redevelopment Contract make the Project's design changes subject to further review. Nevertheless, the fact that the staff suggests that the City may be operating pursuant to nebulous, unwritten policies. If so — and if the "required" additional approvals or changes arise from unknown policies — we submit that the Developer will be entitled to recover damages from the City under Snyder v. City of Minneapolis, 441 N.W.2d 781 (Minn. 1989).

In Snyder, the City was held liable for the Zoning Department's negligence when its staff misapplied unwritten City policies and a land use applicant was prejudiced thereby. See id. at 786-87 (puncturing discretionary immunity and awarding damages).

In this case, as in Snyder, the Developer has relied on the City's numerous representations concerning the status of proposed and implemented design changes, including the express condition of the CUP that provides that the Planning Department, not the Planning Commission, will approve the final site plan. Consistent with the City's representations and the CUP, as late as June 4, 2002, in a letter sent over the signature of Charles Ballentine, Director of

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the City's Planning Department, the City indicated that no substantial issues or process remained unresolved or undone prior to the Project's completion. Moreover, in a meeting held with the Developer on June 18, 2002, the City's Planning staff gave its unanimous consent, subject to final review of plans, to all of the now-disputed design changes. Building Permits were issued by the City for all such changes. As it had in the past, the Developer then relied on the City's representations to make important decisions — such as authorizing final interior construction and substantial finishing work, for example.

But if the City's unwritten policies actually require new approval by the Planning Commission or can lead to new design obligations or revoke past approvals, as in Snyder, those policies flatly contradict the Planning Staff's prior representations and the issued Building Permits. And if the Staff's representations were erroneous, as in Snyder, the Developer has been damaged.

5. *Contrary to certain assertions, the Redevelopment Contract does not empower the Planning staff or Planning Commission to demand additional or "special" approvals.*

Although the motives underlying the Planning Department's eleventh-hour push are unclear, certain staff and Planning Commission members have intimated their belief that, because the Project has received public subsidy, the Planning Department or Planning Commission is somehow vested with additional approval authority or can impose "special" conditions on the Project. This belief is simply erroneous.

NOT SPECIAL
JUST WHAT
WAS PROMISED.

The City's Zoning Code details the standards and process which regulate all development projects in the City. Within its field, the Code establishes a uniform and comprehensive process, but nowhere does the Code state or suggest that development projects that receive public subsidy are subject to additional layers of review and approval or can have "special" obligations imposed by the Planning Commission. As a result, it is clear that the general approvals process defined by the Code is applicable to the Project, and the Developer has adhered to it. Many of the issues raised in the staff report are clearly well beyond normal zoning requirements and would not be within the City's land use powers.

The Amended and Restated Contract for Private Redevelopment between the MCDA and the Developer, dated August 31, 2000 (the "Redevelopment Contract"), requires that the Developer submit to the MCDA all proposed modifications to the design of the Project. The MCDA is the only entity with development control rights as specified in the Redevelopment Contract. However, the Redevelopment Contract does not confer the Planning Department or Planning Commission with any special authority beyond that which those agencies otherwise enjoy. Nor does the mere presence of a development contract trigger additional obligations under the Code. The Developer has the approval of MCDA for the Project as built.

Consequently, since the Developer has already secured all of the approvals mandated by the Code, the Planning Commission is simply not empowered to require additional approvals or impose new "special" conditions or obligations.

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Mike, we needed to communicate these claims because we assert the Planning Commission has no jurisdiction here and the law, whether by 60 day rule, vesting or estoppel, precludes imposition of new, special design requirements at this late time. Of course, we want to cooperate with the City, MCDA and Planning staff and hopefully there will never be a need to raise these legal claims. The Developer will continue the process with the Planning Commission, but it does so under a reservation of all its claims and rights and under duress. As a result, your office needs to be aware of our claims and the major potential exposure of the City for the actions here.

Again, I suggest we meet to discuss this due to its extraordinary nature and importance. Hopefully we can change the climate here to be a more positive one that celebrates this fabulous Project.

Very truly yours,

Rebecca L. Rom

M1:897857.03

cc: Carol Lansing
Chuck Ballentine
Chuck Lutz
Dan McCaffery
Ed Woodbury
Mark Engebretson

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