

**Excerpt from the  
CITY PLANNING COMMISSION  
MINUTES  
Minneapolis Community Planning & Economic Development (CPED)  
Planning Division**

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**MEMORANDUM**

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DATE: January 30, 2008

TO: Steve Poor, Planning Supervisor – Zoning Administrator, Community Planning & Economic Development - Planning Division

FROM: Jason Wittenberg, Supervisor, Community Planning & Economic Development - Planning Division, Development Services

CC: Barbara Sporlein, Director, Community Planning & Economic Development Planning Division

SUBJECT: Planning Commission decisions of January 28, 2008

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The following actions were taken by the Planning Commission on January 28, 2008. As you know, the Planning Commission's decisions on items other than rezonings, text amendments, vacations, 40 Acre studies and comprehensive plan amendments are final subject to a ten calendar day appeal period before permits can be issued:

Commissioners present: President Motzenbecker, El-Hindi, Huynh, LaShomb, Nordyke, Norkus-Crampton, Schiff, Tucker and Williams – 9

Committee Clerk: Lisa Baldwin (612) 673-3710

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**5. Acme Tag Redevelopment (BZZ-3903, Ward: 10), 2838 Fremont Ave S ([Becca Farrar](#)).**

**A. Rezoning:** Application by BKV Group, Inc., on behalf of Fremont Development Partners, LLC, for a petition to rezone the I1 (Light Industrial) portion of the parcel to the R6 (Multi-family) district and removal of the TP (Transitional Parking) Overlay District on the existing R6 parcel for the property located at 2838 Fremont Ave S.

**Action:** The City Planning Commission recommended that the City Council adopt the findings and **approve** the rezoning petition to change the zoning classification of the property located at 2838 Fremont Ave S from the I1 district to the R6 district and removal of the TP Overlay District.

**B. Conditional Use Permit:** Application by BKV Group, Inc., on behalf of Fremont Development Partners, LLC, for a conditional use permit to allow 237 residential dwelling units at 2838 Fremont Ave S.

**Action:** The City Planning Commission adopted the findings and **approved** the application for a conditional use permit to allow 237 residential dwelling units on the property located at 2838 Fremont Ave S subject to the following conditions:

1. The conditional use permit shall be recorded with Hennepin County as required by Minn. Stat. 462.3595, subd. 4 before building permits may be issued or before the use or activity requiring a conditional use permit may commence. Unless extended by the zoning administrator, the conditional use permit shall expire if it is not recorded within one year of approval.
2. The northern parcel, bisected from the larger parcel by the public alley shall be required to be included as part of the development proposal in perpetuity. A legal document shall be drafted and recorded at Hennepin County in compliance with this requirement.
3. An 8-foot wide public promenade shall be constructed along the south property line adjacent to the Midtown Greenway.

**C. Conditional Use Permit:** Application by BKV Group, Inc., on behalf of Fremont Development Partners, LLC, for a conditional use permit to increase the maximum permitted height to 8 stories or 84 feet at the tallest portion of the proposed structure at 2838 Fremont Ave S.

**Action:** The City Planning Commission adopted the findings and **approved** the application for a conditional use permit to allow an increase in the maximum permitted height to 8 stories or 84 feet, whichever is lower, at the tallest portion of the proposed structure for the property located at 2838 Fremont Ave S subject to the following conditions:

1. The conditional use permit shall be recorded with Hennepin County as required by Minn. Stat. 462.3595, subd. 4 before building permits may be issued or before the use or activity requiring a conditional use permit may commence. Unless extended by the zoning administrator, the conditional use permit shall expire if it is not recorded within one year of approval.
2. Applicant will work with staff, with the existing envelope and the existing number of units, to further sculpt the top two stories of south façade to reduce the apparent mass and height of the project as experienced from the Midtown Greenway.

**D. Variance:** Application by BKV Group, Inc., on behalf of Fremont Development Partners, LLC, for a variance of the front yard setback adjacent to Girard Ave S from 15 feet, 2 inches (due to a front yard increase) to 9 feet, 6 inches at the closest point for patios and balconies that exceed 50 square feet in size for property located at 2838 Fremont Ave S.

**Action:** The City Planning Commission adopted the findings and **approved** the application for a variance of the front yard setback adjacent to Girard Ave S from 15 feet, 2 inches (due

to a front yard increase) to 9 feet, 6 inches at the closest point for patios and balconies that exceed 50 square feet in size on the property located at 2838 Fremont Ave S.

**E. Variance:** Application by BKV Group, Inc., on behalf of Fremont Development Partners, LLC, for a variance of the front yard setback adjacent to Fremont Ave S from 26 feet, 7 inches (due to a front yard increase) to 14 feet, 4 inches at the closest point for the proposed structure and to 12 feet, 5 inches at the closest point for patios and balconies that exceed 50 square feet in size for property located at 2838 Fremont Ave S.

**Action:** The City Planning Commission adopted the findings and **approved** the application for a variance of the front yard setback adjacent to Fremont Ave S from 26 feet, 7 inches (due to a front yard increase) to 14 feet, 4 inches at the closest point for the proposed structure and to 12 feet, 5 inches at the closest point for patios and balconies that exceed 50 square feet in size on the property located at 2838 Fremont Ave S.

**F. Variance:** Application by BKV Group, Inc., on behalf of Fremont Development Partners, LLC, for a variance of the interior side yard setback adjacent to the north property line from 19 feet to 17 feet for patios and balconies that exceed 50 square feet in size for property located at 2838 Fremont Ave S.

**Action:** The City Planning Commission adopted the findings **approved** the application for a variance of the interior side yard setback adjacent to the north property line from 19 feet to 17 feet for patios and balconies that exceed 50 square feet in size on the property located at 2838 Fremont Ave S.

**G. Variance:** Application by BKV Group, Inc., on behalf of Fremont Development Partners, LLC, for a variance of the interior side yard setback adjacent to the south property line from 19 feet to 12 feet for patios and balconies that exceed 50 square feet in size for property located at 2838 Fremont Ave S.

**Action:** The City Planning Commission adopted the findings and **approved** the application for a variance of the interior side yard setback adjacent to the south property line from 19 feet to 12 feet for patios and balconies that exceed 50 square feet in size on the property located at 2838 Fremont Ave S.

**H. Variance:** Application by BKV Group, Inc., on behalf of Fremont Development Partners, LLC, for a variance to allow walkways greater than 6 feet in width within the front yard setback adjacent to Girard Ave S and Fremont Ave S and within the interior side yards adjacent to the north and south property lines for property located at 2838 Fremont Ave S.

**Action:** The City Planning Commission adopted the findings and **approved** the application for a variance to allow walkways greater than 6 feet in width within the front yard setback adjacent to Girard Ave S and Fremont Ave S and within the interior side yards adjacent to the north and south property lines on the property located at 2838 Fremont Ave S.

**I. Variance:** Application by BKV Group, Inc., on behalf of Fremont Development Partners, LLC, for a variance of the minimum lot area per dwelling unit to allow 237 dwelling units from 334 square feet per dwelling unit to 296 square feet per dwelling unit or a variance of approximately 11.4% for property located at 2838 Fremont Ave S.

**Action:** The City Planning Commission adopted the findings and **approved** the application for a variance of the minimum lot area per dwelling unit to allow 237 dwelling units from 334 square feet per dwelling unit to 296 square feet per dwelling unit or a variance of

approximately 11.4% on the property located at 2838 Fremont Ave S subject to the following condition:

1. The northern parcel, bisected from the larger parcel by the public alley shall be required to be included as part of the development proposal in perpetuity. A legal document shall be drafted and recorded at Hennepin County in compliance with this requirement.

**J. Site Plan Review:** Application by BKV Group, Inc., on behalf of Fremont Development Partners, LLC, for a site plan review for an 8-story, 237 unit multi-family residential development on the vacant former Acme Tag and Label Company property for property located at 2838 Fremont Ave S.

**Action:** The City Planning Commission adopted the findings and **approved** the site plan review application for property located at 2838 Fremont Ave S subject to the following conditions:

1. Planning Staff review and approval of the final site, elevation and landscaping plans.
2. All site improvements shall be completed by February 29, 2009 unless extended by the Zoning Administrator, or the permit may be revoked for non-compliance.
3. The applicant shall submit a lighting plan showing foot candle measurements before final plans are approved.
4. The Travel Demand Management Plan must be approved by the Planning Director prior to submission of plans for final approval and building permit issuance.
5. Incorporation of windows, entries, recesses, projections or other architectural elements along the north ground floor elevation of the proposed building to break up the blank uninterrupted wall that exceeds 25 feet in width per Section 530.120 of the zoning code.
6. The open space on the north side of the alley must be redesigned to have less of an impact on neighboring properties to the north.

Commissioner Tucker: My question was about what's being called the sculpting of the mass on the Greenway side. Can you talk about how it's proposed, what the Uptown Plan says about that side?

Staff Farrar: As you read within your staff reports, there is a pretty extensive discussion as it relates to the Uptown Plan and the Midtown Greenway Land Use Plan, which I may have forgotten during this other discussion. Some of the things that you probably wanted to see from me, at least we're trying to illustrate some of the stepback building designs that are being promoted as part of this plan. There is nothing in this document that is actually site specific to this parcel at 28<sup>th</sup> and Fremont, however, generally, the plan states that they do want to congregate height along the major corridors. That's one of the issues in the plan. They also want to congregate it on the south side of the Greenway as opposed to the north side of the Greenway. This specific parcel itself, at least within the Uptown Area Plan, was deemed to be somewhere between three and five stories. They were looking at having buildings step down to the neighborhood and having some stepback height as it relates. We also had this conversation that in this specific instance the way that the structures are designed is that this proposed development does congregate the height adjacent to the Midtown Greenway with the tallest portions facing the

Greenway and then stepping down gradually into the residential neighborhood which is established here. One of the ways that we looked at this, you'll see in the findings that relate to the conditional use permit that the plan doesn't necessarily call for it stepping down to the Greenway. It says stepping back at upper floors. That's something that could be instituted further along the Midtown Greenway, but we felt as though the project did a really nice job stepping down to the neighborhood. One thing that may be noteworthy as well is that in discussing with the architect the last few days, it sounds as though they've had extensive discussions with the neighbor to the north. Originally the plan stepped from eight to three stories and they are proposing new elevations that would go from eight to two stories on this north portion of the structure. I'm not sure if those were passed out to you before.

President Motzenbecker: Yes, we have the new drawings.

Staff Farrar: There is also one thing I wanted to make mention of and I know that this is also within the context of the staff report, but the Uptown Small Area Plan does say that a broader public discussion that evaluates and weighs the overall public contributions and merits of an individual project should be expected on occasion and in the future event that a taller building is proposed. That's sort of what we're looking at here is the tradeoffs of amenity, private space, the public promenade that's adjacent to the Midtown Greenway and some of those aspects as it relates to the overall increase in building height.

Commissioner Norkus-Crampton: I have a couple of questions with the height recommendations of three to five stories. I was pretty involved with the Uptown Small Area Plan. I think the discussion that I recall and that's indicated on page 61 in the drawings of the plan as well as on page 76, I think there was...this is awkward because we haven't codified this plan yet. There was a lot of discussion and there was a change in...there was discussion on who to treat the north side of the Greenway. They went from sort of a mid-rise high density area to a low-rise high density and as you can see, the second line...what we went from on the top line versus the second line, it actually indicates 56 feet going down to 35 feet. That's indicated again on page 76 when it talks about how the transitions work into the communities. I think that one of the concerns that comes through in a lot of the public comment on this and I understand the awkwardness of all this because the plan hasn't been codified yet, but I just think for the record that we should state it correctly that what the plan does call for is 56 feet on the north side of the Greenway going down to 35 feet and that was a conscious decision to make development, high density development along the Greenway, blend in well with the surrounding neighborhoods. One of the main focuses of the plan was to deal with the issues of transitions and how to build density into an area but still respect the context. That compromise was a very important one because that way it wasn't arguing against density, it was arguing for a certain kind of envelope. Speaking to the envelope specifically on page 75, one of the things they talk about is instead of a single height limit across the core of Uptown this plan recommends a sculpted building envelope that responds to the area unique conditions. The proposed building envelope assures orderly, predictable, yet incremental and organic growth patterns. The proposed building envelope balances the need for development capacity with the need to protect low-rise neighborhoods. The proposed building envelope balances the need for solar exposure to sidewalks in the Greenway with equally important need to use building facades to enclose streets. I think that the intent of the plan is pretty clear as far as what the goal of the envelope versus shaping the density and one of the things that I appreciate about the proposal is they are talking how they're internally...it's eight stories but its 84 feet and so they're trying to reorganize the inside of the building and diminish the height somewhat, but I would just like the record to state that correctly because I think it's important if we're going to

acknowledge the Midtown Greenway Land Use Plan as well as the small area plan. It's very true that that plan has not been codified, but I think it's important to state correctly, at least from my understanding, how that is supposed to be treated on the north side of the Greenway. I was not clear on where that language came from.

President Motzenbecker opened the public hearing.

Arnie Gregory (Greco Development) [not on sign-in sheet]: I am here to answer any questions you may have. We are really excited to be here. This is a project on a parcel of land that is currently vacant. It's currently developable. We own the land. As such, we have participated in a small area plan as well. We have worked very hard to develop a project that is exciting and that we think is consistent with the plan. We're asking for a rezoning from I1 to R6. We think our density is consistent with that zoning request. I would like to thank the staff for their input and due diligence and, ultimately, for the recommending approval of the R6 zoning along with the CUP and the variances that we requested. I'd also like to thank the LENA neighborhood group for all of their thoughts and input on the project. It's been very helpful. As most of you know, we have had a special meeting with some of the immediate neighbors over the course of the last week and I'd like to address some of their concerns; I think that we have done that. We really feel like we've taken all the right steps here and we're really excited about the project. Having said that, we'll wait and address some questions.

Jack Boarman [not on sign-in sheet]: In the 8 ½ x 11 page of your handout are the small area plan criteria that we related to as we finished the design. It was very good to have the small area plan in place and in process because it gave us some of the guidelines that created our design. One of the things that we want to hit on very quickly is that the issue of our relationship with the neighborhood and working with them involved a number of key elements and that was to fashion our project design within the R6 guidelines to develop a TDMP plan that really resolved and addressed all of their traffic issues and to really put forth for our neighbors and for our Uptown Greenway community, a project that I think is really exemplary of what we hope will be a benchmark for design and that is a design that significantly focuses on open space. Fifty-six percent of our site, when we include the property north of the alley, is open space. That was a huge factor in the choices we made as we designed our 84 foot to 20 foot high building as it progresses to the north. We do have some stepped areas in the Greenway side also reflecting our ability to want to transition the building. I think we're prepared to answer anyone has on the TDMP plan, but I'd like Mike Krisch now to just quickly walk through our most recent neighborhood team effort on the design modifications to enhance our transition to the residential area to the north.

Mike Krisch [not on sign-in sheet]: I just want to say that I think the quality of our project has been enhanced through the meetings with the neighborhood and that those discussions that took place; one in both a better relationship to the neighborhood and the surroundings as well as it's provided further distinction for our project as well which I think, overall, has made it a better project. The changes that we're talking about are really along this north bar of the building here. There is a series of more dramatic stepdowns now from the previous plan that you have seen where we go from five stories on the southern half of this bar down to four stories and then down to two all along the northern perimeter as well as wrapping around to the sides of Fremont and Girard here. What's important about the two story element is that now it's become more reflective of the scale of the neighborhood and is taking on a look that's more similar to a brownstone look where it also has specific walkups to the individual residence at grade. What's

important about the changes we have made is the orientation of those walkups in that along Girard and Fremont, all of the units along there have their entrances facing the street that is in character with the tradition of the streetscape along both of those streets and avenues. [tape ended]...the point that is equal to the adjacent house to the north so that there are not views opposing into the neighbors house there. We do have several walkups here for the at-grade units, however, again a change that we made is that we have made this a very private sidewalk where we actually have an enclosed gate and fence along this whole perimeter for just those residents and those neighbors. Before, that was a public walk through and we have closed that off to reduce the amount of traffic that might be taking through the neighborhood. That occurs through the property here and at the pedestrian promenade. Another point is that we have intensified the landscape along here with a strong buffer that's eight feet wide with a fence here on the northern property to create a buffer between the two-story envelope and the adjacent neighbor. We have a much larger landscape area with our park to the north there. Just going back to the stepping, the fact that we are now down to two stories with a flat roof and then that terraces back to four and then five and that cascading. This shows a street elevation from Girard looking at the west elevation which shows the adjacent property to the north and their house. We have a buffer here with a five foot sidewalk and the fencing here. That's just for the residents of those limited number of units beyond the property. Then we have a two-story series of buildings there that create a rhythm of these brownstones with individual walkups at the street level and then our building terraces back to four stories and then five stories for the remainder of the project. There's a tremendous amount of cascading down to the neighborhood as well as we get to the Greenway side. The character of that eight story building, that also terraces back at the sixth floor five feet. That's on all three sides; the Girard side, the Midtown Greenway side as well as the Fremont side to create a pinnacle in this stepping back as we get further back to the top.

President Motzenbecker: Can you please point that out where you're referring to that?

Jack Boarman: This is the seventh floor terrace. That's the sixth floor roof here and then here.

Mike Krisch: Right. At all those sides at the seventh floor line here and the eighth floor line, we're stepping the building back five feet on all of those sides.

Jack Boarman: We're also changing the materials from masonry and stone to metal and glass which will in a sense create a one and two story penthouse effect on top of a six and seven story or 65 and 75 foot brick mass.

President Motzenbecker: Could you explore a little bit for me what kind of adjustments would have to be made, I know the Uptown Small Area Plan had called for kind of an idea of 56 feet, five stories in there as well as a 50 to 120 du/acre max and I know you guys have eight stories approximately and 84 feet and about 147 du/acre. Commissioner Norkus-Crampton's question before, what kind of things would you have to do if you were to explore going towards that direction?

Jack Boarman: You mean to reduce the height to 56 feet?

President Motzenbecker: Yes.

Jack Boarman: Well, we looked at that and the most significant trade-off is shown by this drawing right here. This is a 56 foot high building. It tapers back to four and it could taper back

in the same zone to four, three and two with only the loss of eight or ten units which is kind of how we are now, but that's 25% open space as opposed to 56% open space. To us, that was a major contributor to changing the profile of the design as you looked in the Greenway. Although I have great respect for the Greenway area, the Uptown Small Area Plan, it doesn't really define open space. It defines a lot of other characteristics, but I think unlike some plans and zoning efforts where they require 20 or 30% open space, it's not quantified. We think that the open space and the public space and the concourse space and the connectivity and the breaking down of the building masses are clearly the important architectural feature for the urban development. That means that this development, as you move along the Greenway or as you move along the city streets, will be defined by major open space as well as its architectural character which includes the stepping. I think that there is a very important criteria for you to ponder and for you to look at as you review projects and that is the relationship...if the density is fixed or if the goal is reasonably high density, then the tradeoffs become open space because 100 units horizontal or 100 units less than horizontal is going to create twice as much open space. I think that's clearly what we think a great urban place making is, is at the ground level. We fashioned our design to a great degree to stay within R6 because we started this project two years ago and R6 was the surrounding zoning besides the I. Given that, we have fashioned our design within the context of that problem. If we have erred at all, we have erred at the creation of open space.

President Motzenbecker: I appreciate you having the option to show us because that was part of the big discussion in this small area planning process was what is given up, height versus open space. I know open space is just as important to the constituents in Uptown as was issues with height. I really appreciate having those different options to look at. Do you have any other questions for the applicant?

Commissioner Huynh: Thank you for presenting the two options. I think that the first option is looking at if you didn't step down at the baseline with five stories or 56 feet, I believe, and going back to the fourth page in your new handout, can you indicate what the new building elevations would be stepping down to the adjacent residential home?

Jack Boarman: The fourth page, that's this page...

Commissioner Huynh: I'm sorry, it's the colored rendering.

Jack Boarman: Your questions is what are these elevations?

Commissioner Huynh: Yes.

Gretchen Camp [not on sign-in sheet]: The elevations are in your packet. If you go to A-500, the height of the first floor is 12 feet and that goes up to 22'3" and then the third floor is 32'8" and the fourth floor is 42'. The piece here that's only facing south, it's a single corridor, that's 55'; 53', excuse me.

Commissioner Huynh: Ok. If you're looking back at option one as if we kept with the five stories, that would be where the two story residential brick design is currently.

Jack Boarman: This end profile would virtually be the same in our thoughts with either, it's just the open space that would be different.

Commissioner Norkus-Crampton: I appreciate the effort to make the back part of the proposal match the existing scale of the housing next door. Part of the discussion about tapering building down in the envelopes is shadowing issues on the adjacent properties and I know that the neighbors had some concerns about that and I was curious since we're doing now two stories and then the five stories next to that, how does that change the shadowing situation?

Jack Boarman: We did monthly shadowing studies at 10:00 and 2:00.

Commissioner Norkus-Crampton: We have them from the original one, but that was actually lower so it seems like this 2:00 and 5:00, ironically, it seems like that would probably...it matches the scale of the building next door but it would probably provide a little more shadowing simply because of the massing closer to that side.

Jack Boarman: We presented that last week to the neighborhood group. Before we had five foot steps, two, three and four and now we have 20 to 25 foot steps. We have significantly greater stepping in relationship to the first 40 feet of the building.

Gretchen Camp: I don't know if you're following along in your old packet versus this...what ends up happening is this five story, the angle, if you see that, before that was out to here if that makes sense. It helps later in November. Similar to all south Minneapolis homes, the two stories shade each other as well so you do get shadowing in the front but the five story piece ends up being further to the east.

Jack Boarman: I'd just like to add that part of our design and sculpting of the building was directly driven by these monthly shadowing studies.

Commissioner Norkus-Crampton: I appreciate that and I can tell it does make a difference.

Karen Hudson (2821 Girard Ave): I do appreciate some of the changes they have made from the first design that we have seen; mainly, providing a gate along side of our property. At one point it was a public access sidewalk that anyone could use and that was a huge issue. From what I can tell, I think the shadowing is slightly better with the new building, but I think we're still looking at about five months of shade. It's roughly November through February or March. The design I think has improved to mix in better with the neighborhood. I am appreciative of this here, it better blends into the neighborhood, but then I feel the whole rest of the building is so different and very modern looking and metallic. Maybe I just don't have the latest design of what it would be, but I guess I'd like to see the whole structure blend in better to the neighborhood. We're looking at a block of Victorian houses. Our house is arts and crafts style. I'd like to see that better blend. One of the things I wanted to bring up is that this is a very large structure in a residential neighborhood. This is huge. The proposal is for 237 units. Eight stories is taller than anything in Uptown that I know of. It's taller than any building on Hennepin Ave that has a bus stop at every street. I know some of the rationale is that this is in a transit oriented neighborhood because the transit station is on Hennepin right at the Greenway and there will be a walkway over there, but it's still a block away over the Greenway and then a block west of Hennepin. Also, there is a proposal for Mosaic going in just south of the Greenway. I believe the latest proposal is also for eight stories and I guess my understanding from the Uptown Small Area Plan is that the buildings north of the Greenway are supposed to be smaller. I do have a concern of the height of the two taller buildings at eight stories. One of my really big issues is traffic and parking. People that live in my neighborhood know that traffic is horrible in Uptown. There is no street parking

on my street Thursday through Sunday because everybody uses the restaurants, movie theatres and bars. There is no parking on Girard or Fremont. I think this would probably make it a lot worse. The traffic, they did a traffic study through SRF Consulting Group and it listed the average delay per vehicle on 28<sup>th</sup> coming from Girard or Fremont, they gave it an A which is best on an A through F scale; F exceeds capacity. I'm not sure how they got their numbers, but living in that area and driving down 28<sup>th</sup> St every day, I would list my average delay right now as a C. This is before Mosaic is built with 160 units and before the Acme lot is developed with 237. This neighborhood does have major traffic issues and major parking issues already. The conditional use to allow eight stories, I believe some of the rationale for that came from the transit oriented discussion that it could be a taller building because it's near transit. I guess when I heard what the rental incomes are going to rent for, they seem very much a high income rental unit and I would have to say that I don't know that a high income demographic is going to use transit. My thinking is that there is going to be more cars than they have parking spots for. I received information on what the rental units are going to go for.

President Motzenbecker: That's ok, that's not part of something that we can consider.

Karen Hudson: Ok, you don't need to know that. I believe there are studies that people who use transit are more low to middle income. No? Not true?

President Motzenbecker: Don't know, don't have any information.

Karen Hudson: I just feel that these rental units are going to have a lot of cars. Right now, there is 248 parking spots allotted for. There are 237 units that they're planning for and my understanding from the meeting we had on Wednesday is that 20% of these units are going to be two bedrooms.

President Motzenbecker: That's just kind of strict interpretation of city code. It requires one parking space per unit. They're actually giving a little bit more parking already than the 237.

Karen Hudson: I guess I will just go to my last area that I am having a little difficulty in. They did change a lot in the north building where they're going to put the fence and this portion is going to blend more into the neighborhood, however, from the first drawing that they gave us they went from the distance between their closest building to our property line from 27 feet to 10 inches. The second drawing that we received last Wednesday night went to 19 feet. I see that there is a variance to go from 19 feet to 17 feet to bring it closer. I just feel with the size of this building, that it should be moved further away and maybe reallocate some of the green space.

President Motzenbecker: We'll be able to clarify that because the drawings that we received show it plus or minus twenty feet; the drawings that are current today. They have dimensions on it that show. They pulled it back.

Karen Hudson: I guess I'd like to see a little bit more green space in between the north building and our house. This would also give...this unit here; right now I think they have six feet of green space and then just a little bit more to the walk up town homes. It's very tight here, but yet there is a lot of green space here. I'd like to see that moved back. This building, along with the Mosaic being built around the same time is really going to change our Uptown neighborhood. I don't know if people are going to want to live in Uptown if they can't get around anymore.

Jack Boarman: In our TDMP plan, we have 247 parking spaces with the modification to the building plan we'll be reducing to 229 units because we are taking eight units off as a part of retooling that north edge of the building. As a part of our traffic destination management plan, it clearly...the last phrase of the recommendation says "based on our analysis result, the additional traffic generated by the proposed development on the Acme Tag site will not have a significant on the adjacent roadway network or operations." We are maintaining the same number of parking spaces so we're actually increasing the buffer for guests and others as we add eight more spaces.

President Motzenbecker: We're clarifying, the CUP application B is now for 229 dwelling units instead of 237 as of right now?

Jack Boarman: It's 237 as of this moment, correct.

President Motzenbecker: You just said something about 229. We need to know which is right and which one to vote on.

Jack Boarman: Basically, we have submitted the revised design at 229 based on the impact of the neighborhood discussion.

Staff Farrar: The reduction of units is new to me. I just found that out right when you did.

President Motzenbecker: We'll be voting on 229 dwelling units for the CUP.

Commissioner Norkus-Crampton: One of the letters that we received for Lowry Hill East neighborhood had mentioned the TDMP. We didn't see the traffic study so I was just curious...what they cited was that some of the intersections went from B to D and C to D and I just didn't know which intersections they were talking about and that sounds like somewhat of an impact on traffic so I was just curious if you could clarify that a little bit more if you have the study with you.

Jack Boarman: Could you repeat that please?

Commissioner Norkus-Crampton: The letter from the neighborhood group mentioned that reductions in quality on the traffic study say that some of the intersections went from B to D and C to D and I was just curious, if you do have the results of the traffic study, can you tell me what they're talking about? Do your numbers correlate with that?

Jack Boarman: I have the copies from the traffic studies here and I'd be happy to put those into the record. Basically, at the various intersections, Hennepin Ave and 28<sup>th</sup> St, the AM peak is the level of service from 7:30 to 8:30 is C and the PM peak is D, all the rest of them are A level. Grand and 28<sup>th</sup> is A over A, AM/PM is A over A, Fremont is 28 and that's A over A and so is the PM peak, Fremont Ave and Lagoon is A over C in the AM and A over D in the PM, Fremont Ave at Lake is A over B in the AM and A over D in the PM. That's basically equal in the build and no-build. I do make a clarification and it's my error. We wish to keep 237 units as our submittal. The issue of that being the maximum; we are in a situation where if we can redistribute the units and we'd like to do the 237 but that does not change the design we're submitting as an amendment to our architectural shell. I'm sorry about the confusion and little miscommunication on my part.

President Motzenbecker: Ok, 237 dwelling units is back to what we had.

John Hudson (2821 Girard Ave S): The only thing I wanted to say in follow up to Mr. Boarman is that LENA did not support the 237 units. Our goal was 210 units. I just wanted to bring it to your attention that LENA supports 210, not 237.

John Dietrich (2721 Colfax Ave S): I'm here to speak in favor of the project as is being proposed by the developer tonight. They have made significant changes to their plans throughout the process as it was moving forward. I had an opportunity to attend a meeting last Wednesday when the plans were distributed. The scale of the development, I feel, is appropriate for the neighborhood, along the Greenway, that has a significant amount of open space, that has been well distributed and has provided a good amount of green space and buffering to the property owners to the north. Development is tough and redevelopment is even tougher. I feel that the development team has made some significant strides. The street level amenities of patios and private entries, both on Girard and Fremont, the pedestrian amenities of multiple sidewalks, boulevard plantings, the expanded walkway bridge over to the Mosaic, a new connection down to the Greenway really will allow the pedestrians to move and go throughout this area and walk to services along Hennepin, get over to the transit and really be a part of the neighborhood. As a 20 year resident of the neighborhood, I would like to see this project move forward and I would ask for your support of the development as it was proposed with the modified plans tonight.

Peter Kim (2204 Colfax Ave S) [not on sign-in sheet]: I am here on behalf of the LENA board. We vote in favor of this development, but I just want to clarify two items. First, based on the Uptown Small Area Plan, we preferred R4 in this neighborhood north of the Greenway, but because of the location to the transition station, this is the only exception that we compromised our position on R4. We have a total of 1000 unit development coming up, Bennett Lumbar site, including Ackerberg and 2900 Lyn-Lake so we are under a lot of pressure from the developer to push to R6. I don't want that happening except in this location, I just want to clarify that. Second, I do support density in Uptown and I'm not really concerned about parking, I am more concerned about air pollution. Think about generating the pollution from each car. Now we are talking about 1000 plus whatever we have in only the LENA area. That's my concern. I am seriously thinking about moving out of this neighborhood because of air pollution, especially in summer. I don't want that to happen. I want to address that height is also an issue, but zoning is a bigger issue for us. Thank you.

Jack Boarman: We are asking for a variance on the number of units, our MLA. That's because where the alley is located, this public/private open space is not included in our calculation for land area. I think that's a part of the situation of how the property is platted and the location of the alley. We did look at moving the alley; we did look at bridging over the alley. The calculation on us asking for a variance on the number of units as opposed to the MLS calculation is because we cannot add that 7000 sq ft to our property, otherwise, we would have a relationship that fits within the R6 or be very close. Thank you.

President Motzenbecker closed the public hearing.

Commissioner Huynh: I have a question for Mr. Kim. How did you come up to negotiating 210 units?

Peter Kim: If you see the letter from LENA, there is a clear indication that there are several due to conditions and there is also clear indication that we only allow 210. That's what we are supporting. I think we support more than 210.

President Motzenbecker: How did you come up with that number?

Peter Kim: That was the number allowed by R6. Two hundred and thirty seven is more than that.

Commissioner LaShomb: I'm going to move the rezoning (Tucker seconded). My comments will be about all the items in total because I'm not good at specifics sometimes. I think this project is a very good project for Uptown. I think the developers made a lot of very good accommodations to it and I think in the end what people have said is quite correct; what you're trading off is you're trading off density for open space in an area like Uptown just like you would down by Loring Park. In Loring Park, they would never even consider, today, building an eight story building. I lived in a seven story building in Loring Park and we were the small building on our side of the park. The next one next door was 30 stories and Loring Green was about 20 stories I think. The point is that you're going to have density in certain parts of the city and part of that tradeoff is going to be the issue of open space. I think the developer has done a really good job of trading off density versus open space and done a very good job of accommodating concerns about shadowing. It just seems to me that this is a good project for the area. It's well designed and we need to move it forward.

Commissioner Norkus-Crampton: I want to make a few comments about the rezoning and in the context of the small area planning process for Uptown. This proposal was submitted before the small area plan was codified so we're in kind of a unique position right now and I guess keeping that in mind, I think that these are sort of separate negotiations from what we should be talking about or what we should be requiring when the plan is actually passed and codified. What I will say is that there have been, for two years, many conversations of tall buildings with open spaces versus low rise density and the neighborhood, the surrounding communities, have been very clear in stating a preference that they would rather have low rise density than high rise density. That is just simply the way it is. The transitions are part of the plan that we just passed, on the north side of the Greenway going 56 to 35 feet and then on the south side of Lake St, again, four or five stories down to two and three, those all reflect a compromise of how to build in density and how to encourage density within the uptown area in a way that has better, healthier transitions into the existing context of the surrounding communities. That has been a very, very long process to pound out and figure out how that might work and that's why from the south side of the Greenway to Lake St has been basically where they want the core of the height and that was the decision. I do appreciate the envelope conversations. I appreciate the attention to the shadowing on the communities because I think that at least honors the spirit of some of the concerns, but I just want to make it clear that in approving this project, this is fine because the plan hasn't been codified yet, but I don't want it to be seen as this is sort of like an opening the door of height and open space versus low rise density. That conversation has already happened and it was very apparent where the compromise was. It's a fragile compromise. The whole idea of this plan is to not start at square one with every project and have the same conversations over and over again; it's to try to move forward with an understanding of how density sells to the surrounding communities and this is what sells. I just want to make that clear for the record. Thank you.

President Motzenbecker: Any further comments? All those in favor? Opposed?

The motion carried 7-0, 1 abstention.

Commissioner LaShomb: I'm going to move the two conditional use permits at 237 units and eight stories or 84 feet...

Commissioner Tucker: I have an amendment on C so maybe you want to separate it.

President Motzenbecker: Ok. Do you want to separate those Commissioner LaShomb?

Commissioner LaShomb: Sure.

President Motzenbecker: Item B for 237.

Commissioner Tucker: I will second that.

President Motzenbecker: Moved and seconded; any further discussion?

Commissioner Tucker: Noting condition three for the eight foot public promenade I think is an important part of this project and something that makes it a great benefit to the city.

President Motzenbecker: All those in favor of the CUP? Opposed?

The motion carried 7-0, 1 abstention.

Commissioner Tucker: I will move item C with one additional amendment. This has to do with mitigation with affect to the height. Applicant will work with staff to further sculpt the top two stories of the south façade to reduce the apparent mass and height of the project as experienced from the Midtown Greenway. That's the condition. As instruction to staff, I would add, for instance, set back the seventh floor at least five feet, the eighth floor at least 10 feet or eliminate the canopies at the top which bring the height back out to the Greenway after you have done your glass and all that or pursue any other strategy outlined in the Uptown Small Area Plan to reduce apparent mass and keep this building from overwhelming adjacent properties and public spaces. The idea is to implement some of these good ideas that we've already seen from the Small Area Plan to reduce the apparent height without actually losing some units.

Commissioner LaShomb: I'm not totally sure I understand what this does. What I'm concerned about...I understand the shadowing issue, but the issue I'm concerned about is if you start talking about pushing things back five or ten feet, are you going to change the number of units in the building? Ten feet might matter.

Commissioner Tucker: My condition was staff would work with them to mitigate the effect of the height by sculpting it. I didn't say they had to do that, I was giving examples of things that I think they could do.

Commissioner LaShomb: Ok, as long as they are examples.

Commissioner Tucker: Perhaps taking the canopies off would take care of it.

Commissioner LaShomb: Ten feet off my living room would be significant.

Commissioner Tucker: I'm trying not to design on the floor, although I know we like doing that.

Commissioner LaShomb: I'll accept it, but with the understanding that we are not suggesting a reduction in the residential units since we approved the number of units in item B. I don't know what kind of work will have to be done, but it sounds good.

Commissioner Norkus-Crampton: I just wanted to have an amendment for clarification. The maximum permitted height, eight stories or 84 feet...eight stories can be a lot of different things besides 84 feet and I think the envelope we have here is the biggest we ought to go so I'd like to say eight stories or 84 feet, whichever is lower. I think they've worked very well with trying to maximize the space in an 84 foot envelope and I do appreciate that but I want to make sure that we don't end up with unintended consequences. The other thing I would like to propose is since there has been various versions of this proposal and this one we see here tonight is the latest version of it, I would like to say eight stories or 84 feet, whichever is lower at the tallest portion of the proposed structure with the envelope with the envelope as presented on 1-28-08 so that way we know what we're dealing with here in trying to figure out...part of the selling of the height of this thing is the density is within the 84 feet as well as the envelope to prevent the shadowing and I think both of those things are really critical to make sure that this doesn't have unintended consequences for the surrounding neighbors.

Commissioner LaShomb: I'm not sure I think that's a friendly amendment so I'd like to have a separate vote on that amendment.

Commissioner Norkus-Crampton: You don't think the "whichever is lower" could be a friendly amendment?

Commissioner LaShomb: No, I don't think so.

Commissioner Norkus-Crampton: I guess I'd like to make that a separate amendment if I could.

President Motzenbecker: Is that a substitute?

Commissioner Norkus-Crampton: That'd be a substitute for eight stories or 84 feet, whichever is lower.

President Motzenbecker: So we're voting on a separate amendment first?

Staff Wittenberg: If I could just clarify the way staff would look at reviewing final plans when they're brought to us is essentially as Commissioner Norkus-Crampton has described in her proposed friendly amendment is if they were to come in with an 86 foot tall building, we would say that that is a major change that is not consistent with the approved action by the Planning Commission.

President Motzenbecker: So we can go back to the original?

Commissioner LaShomb: If that's the way the staff looks at it, that's fine.

President Motzenbecker: So we have a conditional use permit with Commissioner Tucker's friendly amendment to work within the existing envelope and the existing units to just sculpt the

shape a little bit, working with staff to do that. Any further comments? All those in favor? Opposed?

The motion carried 7-0, 1 abstention.

Commissioner LaShomb: I will move the variances D through I (Huynh seconded).

President Motzenbecker: Any further discussion?

Commissioner Tucker: I just want to note on item I that that extra piece of property is included; if it were included this would not happen to be a variance, but also, this increases the number of units in the city without increasing the FAR so they're within those limits.

President Motzenbecker: All those in favor? Opposed?

The motion carried 7-0, 1 abstention.

Commissioner LaShomb: I will move the site plan (Tucker seconded).

Commissioner Tucker: I just want to note for the record a lot of the good items in here; the ground level entries, increasing the size of the bridge over to Mosaic, the walkway along the Greenway, the promenade and all of this is possible because of its proximity to the transit station. I hope this is a good example of transit oriented design in the city.

Commissioner Norkus-Crampton: I just want to say also that I appreciate the attention to shadowing neighbors. That's what this plan is all about is context and trying to get more buy in for density; selling density in a more friendly way to the surrounding communities as well as the doorways now facing the street so it's more traditional urban form and I think that's a real nice change and I appreciate the effort.

President Motzenbecker: All those in favor? Opposed?

The motion carried 7-0, 1 abstention.