Community Planning & Economic Development
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Minneapolis
City of Lakes

AVAILABILITY OF THE DRAFT ENVIRONMENTAL IMPACT STATEMENT (EIS) FOR THE PILLSBURY A MILL COMPLEX PROJECT

This Draft EIS investigates the redevelopment of a former flourmill, the Pillsbury A Mill Complex, located on a 7.9 acre site bounded north and south by 2nd Street SE and Main St. SE, east and west by 3rd Avenue SE and 6th Avenue SE. The site is across the Mississippi River from Downtown Minneapolis in the St. Anthony Falls Historic District.

The proposed redevelopment of the site would preserve and renovate for commercial and residential use all but one of the historic structures at the site including the Pillsbury A Mill building, which is a National Historic Landmark, and seven additional historic resources on the site. Only the concrete grain elevators now located along 2nd Street SE would be demolished. Six new mid or high rise residential buildings and their linking structures along Main Street would be added to the site. Alternatives in the Draft EIS test four variations of height and massing that include 759 to 1,095 housing units and 105,000 sf of commercial space. The new construction will vary in height with the tallest towers, at 24 and 27 stories, flanking 5th Avenue SE.

Paper copies of the Draft EIS (black and white graphics) will be available for review at the downtown Minneapolis Public Library located at 250 Marquette Ave., the Southeast Community Library located at 1222 SE 4th Street, and in the office of the City Planning Division at 210 City Hall. This Draft EIS and supporting information will also be available for review on the City of Minneapolis web site: http://www.ci.minneapolis.mn.us/planning/pillsbury-mill.asp Electronic copies of this Draft EIS can also be provided to individuals by email or on a compact disk by request to: michael.orange@ci.minneapolis.mn.us.

A public comment meeting to discuss and receive comment on the Draft EIS will be held on Wednesday, March 9, beginning at 7 pm in the Theater at Marcy Open School, 415 4th Street SE in Minneapolis.

Notice will be published in the *EQB Monitor* on Monday, February 14, 2005. Public comments on the Draft EIS must be made within the 30-day comment period, which ends at 4:30 p.m. on Wednesday, March 16, 2005. The Planning Division will consider the comments received and distribute at a later date the Final EIS for review and comment. After a 30-day review period, the City Council will consider the Final EIS (probably late May or early June).

For further information and to submit comments on the Draft EIS, contact J. Michael Orange, Principal Planner, at the above postal and email addresses and by telephone at 612-673-2347. Electronic submissions (email, emailed attachments in Word, and discs containing Word documents) are preferred.

If you need more information or have special needs, please call the Minneapolis Planning Division of CPED at 612-673-2597.

DRAFT ENVIRONMENTAL IMPACT STATEMENT

For the

PILLSBURY A MILL COMPLEX

Minneapolis, Minnesota

Prepared by

The City of Minneapolis

Community Planning and Economic Development Department

Planning Division

If you need more information or have special needs, please call the Minneapolis Planning Division of CPED at 612-673-2597.

February 14, 2005

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*Color versions of these figures and illustrations are available at the City Planning Division website http://www.ci.minneapolis.mn.us/planning/pillsbury-mill.asp

Introduction and Project Description

Responsible Governmental Unit

Questions, comments and requests for further information from the City, the Responsible Governmental Unit for the EIS, should be addressed to:

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Questions, comments and requests for further information from the project proposer should be addressed to:

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Abstract

This Draft EIS investigates the redevelopment of a former flourmill, the Pillsbury A Mill Complex, located on a 7.9 acre site bounded north and south by 2nd Street SE and Main St. SE, east and west by 3rd Avenue SE and 6th Avenue SE. The site is across the Mississippi River from Downtown Minneapolis in the St. Anthony Falls Historic District.

The proposed redevelopment of the site would preserve and renovate for commercial and residential use all but one of the historic structures at the site including the Pillsbury A Mill building, which is a National Historic Landmark, and seven additional historic resources on the site. Only the concrete grain elevators now located along 2nd Street SE would be demolished. Six new mid or high rise residential buildings and their linking structures along Main Street would be added to the site. Alternatives in the Draft EIS test four variations of height and massing that include 759 to 1,095 housing units and 105,000 sf of commercial space. The new

construction will vary in height with the tallest towers, at 24 and 27 stories, flanking 5th Avenue SE.

The studies completed for the EIS found none of the alternatives would have an impact on air quality or on infiltration of ground water. Buildings in the locations and at the height of the alternatives would not be exposed to levels of Sulfur Dioxide, Carbon Dioxide, Nitrogen Oxides or Particulates in excess of State and Federal Standards. The proposed reuse of the site for mixed residential and commercial redevelopment and the stabilization and rehabilitation of all but the Concrete Grain elevator are consistent with and implement the objectives, policies, guidelines and standards of the plans adopted for the area. The height and massing of Alternatives One and Three are not consistent with certain guidelines and standards of these same plans.

Project Description

This Discretionary EIS investigates the redevelopment of a former flourmill, the Pillsbury A Mill Complex, located on a 7.9-acre site which is across the Mississippi River from Downtown Minneapolis in the St. Anthony Falls Historic District. The site includes all of the area bounded by 3rd Avenue SE, 2nd Street SE, 5th Avenue SE and Main Street SE, and the southerly half of the block bounded by 5th Avenue SE, 2nd Street SE, 6th Avenue SE, and Main Street SE. The proposed redevelopment of the site would preserve and renovate for commercial and residential use all but one of the historic structures at the site including the Pillsbury A Mill building, which is a National Historic Landmark. Only the concrete grain elevators now located along 2nd Street SE, which would be demolished. Six new mid or high-rise residential buildings and their linking structures along Main Street would be added to the site. Alternatives in the EIS test four variations of height and massing for the redevelopment of 759 to 1,095 housing units and 105,000 sf of commercial space at the site. The redevelopment of the site is anticipated to be phased over the next 10 years depending on market demand and acceptance. No plan for the phasing of the elements of each phase has been proposed. The City of Minneapolis at this time has no preferred alternative.

Summary of Findings, Areas of Controversy, and Issues to be Resolved

The studies completed for the EIS found none of the alternatives would have an impact on air quality on future potential residents of the project or on infiltration of ground water. Buildings in the locations and at the height of the Alternatives would not be exposed to levels of Sulfur Dioxide, Carbon Dioxide, Nitrogen Oxides or Particulates in excess of State and Federal Standards. The highest predicted exposures in terms of the State and Federal Standards is the 24-hour Sulfur Dioxide exposure. The predicted level at full permitted potential operation of the University's SE Steam Plant would be at the standard for the nearest tall building of Alternatives One and Three. This exposure is reduced to half to two-thirds the standard in the lower buildings of Alternatives Two and Four. Studies of the geological conditions in the area found that since the building foundations and footings will be located above the expected groundwater elevations, groundwater levels and naturally occurring flow patterns within the bedrock should not be impacted during or after construction. And, given the bedrock profile in the area and the location of the University of Minnesota steam plant and other tunnels in the area, the proposed construction should not have any impact on their integrity or use.

The proposed reuse of the site for mixed residential commercial redevelopment, the stabilization and rehabilitation of the Pillsbury A Mill, the rehabilitation of seven additional

buildings, the retention and rehabilitation of all major building types erected in the Pillsbury milling complex, including a grain elevator, are generally consistent with and implement the objectives, policies, guidelines and standards of the St. Anthony Falls Historic District, Mississippi River Corridor Critical Area Designation, the Mississippi National River and Recreation Area Comprehensive Management Plan, the Minneapolis Draft Critical Area Corridor, the National River Plan, the Minneapolis Comprehensive Plan, and the Master Plan for the Marcy-Holmes Neighborhood.

The height and massing of Alternatives One and Three, and the housing unit density and building mass permitted by the zoning district classification that would support them, remain controversial. This controversy rests both in terms of the applicability of specific guidelines and standards of the various plans, and with the introduction of new construction of a size, scale and extent that could be incompatible with other resources of the riverfront and historic district. In this way, the new development could be intrusive in this setting, and might diminish the integrity of the area's character-defining features. Additional impacts on the Historic District from all the Alternatives include the demolition of one historic structure, the Concrete Elevator, and changes to a historic property, the Pillsbury A Mill complex, in a way that does not entirely meet the Secretary of Interior's Standards for Rehabilitation and Guidelines.

A methodology to describe and asses visual and other impacts on the historic resource is provided in the DEIS, and the issues will be reviewed and resolved during the process described the section "Government Approvals and Next Steps."

History of Environmental Review

During 2003, ADM, the milling company that had acquired the Pillsbury A Mill Complex from Pillsbury, determined that continuing the milling operation at this site was no longer essential. They entertained offers for the site on the specific condition it not be used for milling purposes, but redeveloped for other uses. A purchaser, ShaferRichardson, was selected, and on October 7, 2003, flour milling ceased at the A Mill and on the Minneapolis riverfront.

ShaferRichardson's proposed redevelopment of the site included 1,095 new housing units and called for the demolition of the concrete grain elevators located on the 2nd Street SE edge. Both of these aspects of the project triggered the need to prepare an Environmental Assessment Worksheet (Minnesota Rules at 4410.4300 Subp. 19D and Subp. 31 respectively). The EAW was prepared and distributed and the EQB published notice of its availability in the February 2, 2003 *EQB Monitor*. A public meeting to discuss the EAW and receive comments was held on February 18, 2004. The comments received at the public meeting addressed the following issues:

- Height of the proposed structures, especially in the context of the adopted polices, standards, and guidelines limiting height of structures in the area;
- The potential impact of the height on the National Historic Landmark Pillsbury A Mill building;
- The affect on adjacent properties and how it could and should be assed;
- The loss of the concrete elevators;
- The need to phase the project to assure protection and rehabilitation of the historic properties;
- Impacts on adjacent properties from the process of demolition and then construction of the new buildings
- Consistency with and implementation of the plans and plan for the area;
- The conflict with adjacent industrial uses, especially the University's SE Steam Plant;

- The need for private funding of public improvements in the vicinity;
- Traffic impacts, storm water runoff, soil contamination
- Effects on the view of the Falls, Chute's Cave, the Springs and former hotel site;
- Effects on the proposed white water kayak facility at the Falls;
- The adequacy of the utilities in the area;
- The extension of 4th Avenue SE through the site;
- The proposed Phoenix and 520/521 developments; and
- The need for an EIS.

During May of 2004 the City also prepared EAWs for the "Phoenix Project" at 224 2nd Street SE and the "520 & 521 Second Street SE project."

At its meeting on July 2, 2004 the City Council determined more information was needed on certain issues and adopted a resolution outlining those issues and their Positive Declaration to prepare an EIS to study them. The positive declaration was published in the *EQB Monitor* on July 26, 2004, and the Draft Scoping Decision (see Exhibit A) was distributed on August 8, 2004. The City adopted its Final Scoping Decision on September 3, 2004, and it was published in the *EQB Monitor* on October 11, 2004.

Electronic copies of the Draft EIS and its Exhibits, these preceding environmental documents, and (when available) electronic versions of the documents discussed in the EIS are available in the section "Pillsbury A Mill Environmental Documents" on the Planning Division web page www.ci.minneapolis.mn.us/planning/.

Listing of Prior City Documents Prepared for the Pillsbury A Mill Complex

- Environmental Assessment Worksheet, 01/04
- Travel Demand Management Plan, 08/04
- Findings of Fact and Record of Decision for the EAW, 08/04
- EIS Scoping Decision Document, 11/04
- Findings of Fact and Record of Decision for the EIS Scoping Decision Document, 11/04

Figure 1 Project Location

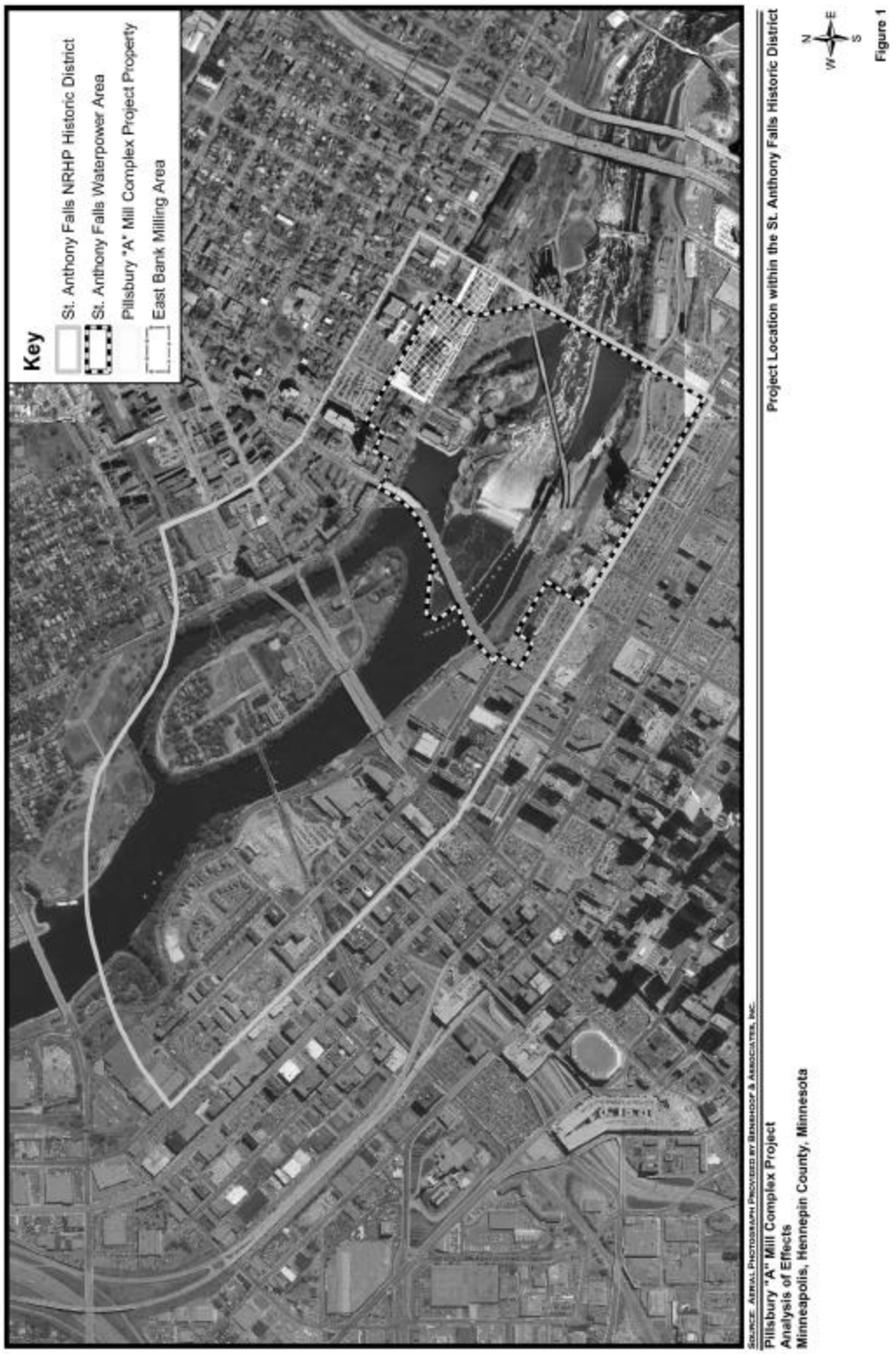
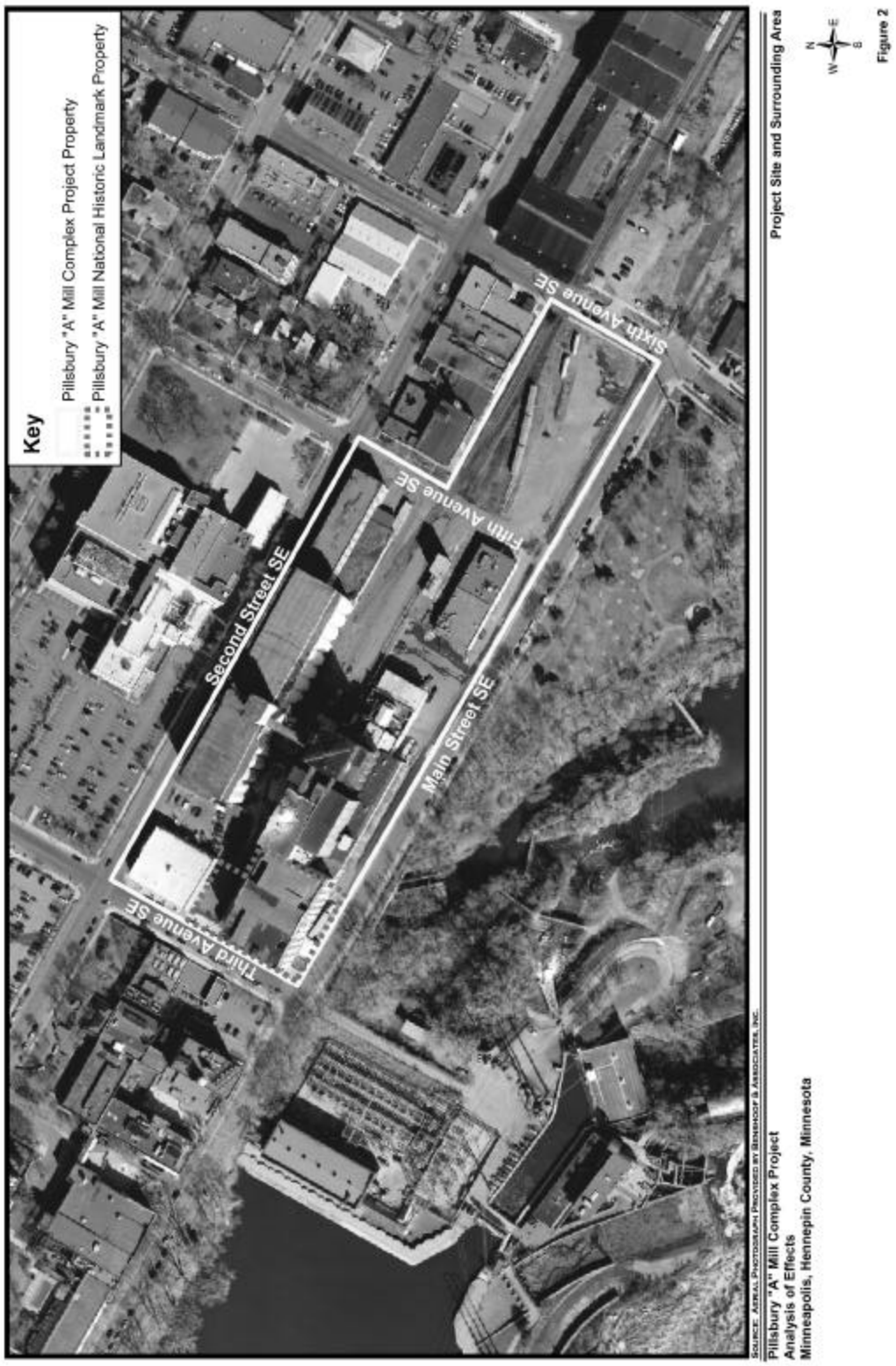


Figure 2 Project Site



The Alternatives Considered

The EIS considers 4 alternatives developed at the conceptual stage. Each would utilize the same conceptual site plan and building footprints, see following Figure 3 Proposed Site Plan. They differ primarily in the massing and height of the components. Figure 4, also following, illustrates the alternate massing and height of the alternatives. Alternatives One through Three would offer the same number of residential units, commercial space, and internal parking spaces. Alternative Four would have significantly fewer housing units. Table 1 Description of the Alternatives, provides a comparison of the Alternatives by density, height and massing. Figure 5 describes the locations of the proposed buildings on the present site. Figure 6 provides the height of nearby structures.

Table 1 Description of Alternatives

	Alternative One EAW Proposal	Alternative Two Height of Red Tile Elevator	Alternative Three Lower Links	Alternative Four ILOD / R5 Zoning District
Dwelling Units Floor Area	1,095 units 1,850,058 sf	1,095 units 1,850,058 sf	1,095 units 1,850,058 sf	759 units 1,333,349 sf
Floors/Height above Main St.				
Building B	12/160 ft. (1)	17/215 ft.	8/108 ft.	4/72 ft.
Building C	10/138 ft. (1)	17/215 ft.	12/160 ft.	4/72 ft.
Building D	15/165 ft.	18/185 ft.	15/165 ft.	14/150 ft.
Building D/E	10/110 ft.	13/145 ft.	2/20 ft.	2/20 ft.
Building E	27/297 ft.	18/185 ft.	27/297 ft.	18/180 ft.
Building F	24/264 ft.	18/185 ft.	24/265 ft.	17/175 ft.
Building F/G	10/110 ft.	14/155 ft.	2/20 ft.	2/20 ft.
Building G	20/220 ft.	18/185 ft.	20/220 ft.	15/165 ft.

(1) In the EAW Bldg B was proposed at 9 stories, Building C at 8 stories. The illustrations of Alternative One represent buildings of the height indicated by this Table. Heights for buildings B & C include the 27-foot grade difference between Main and 2nd Street SE measured at 3rd Avenue SE.

Figure 3 Development Parcels

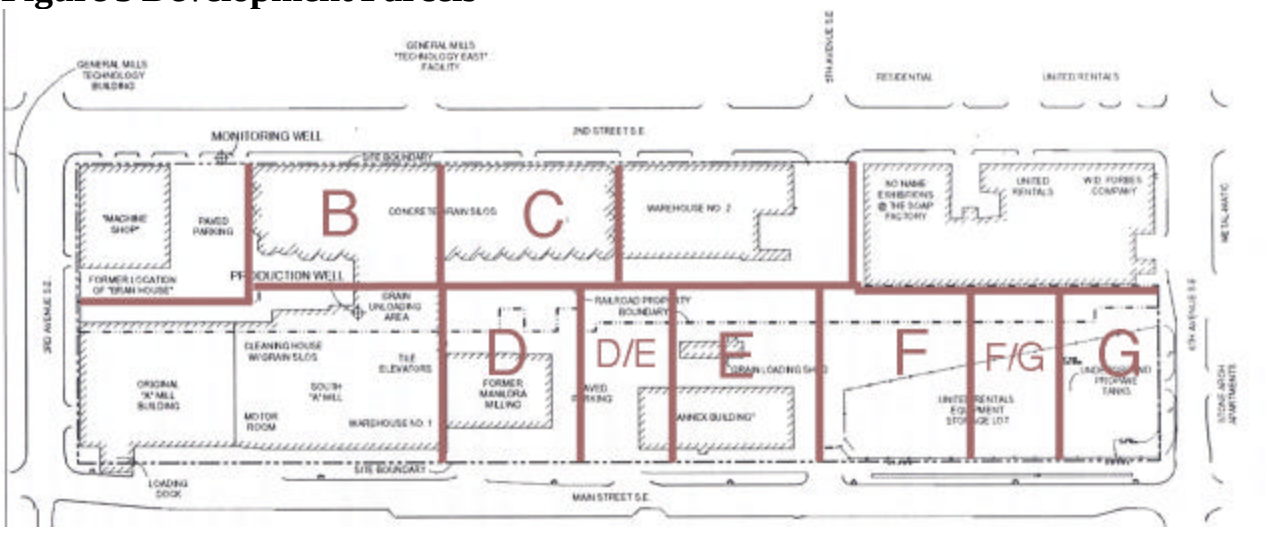


Figure 4 Proposed Site Plan

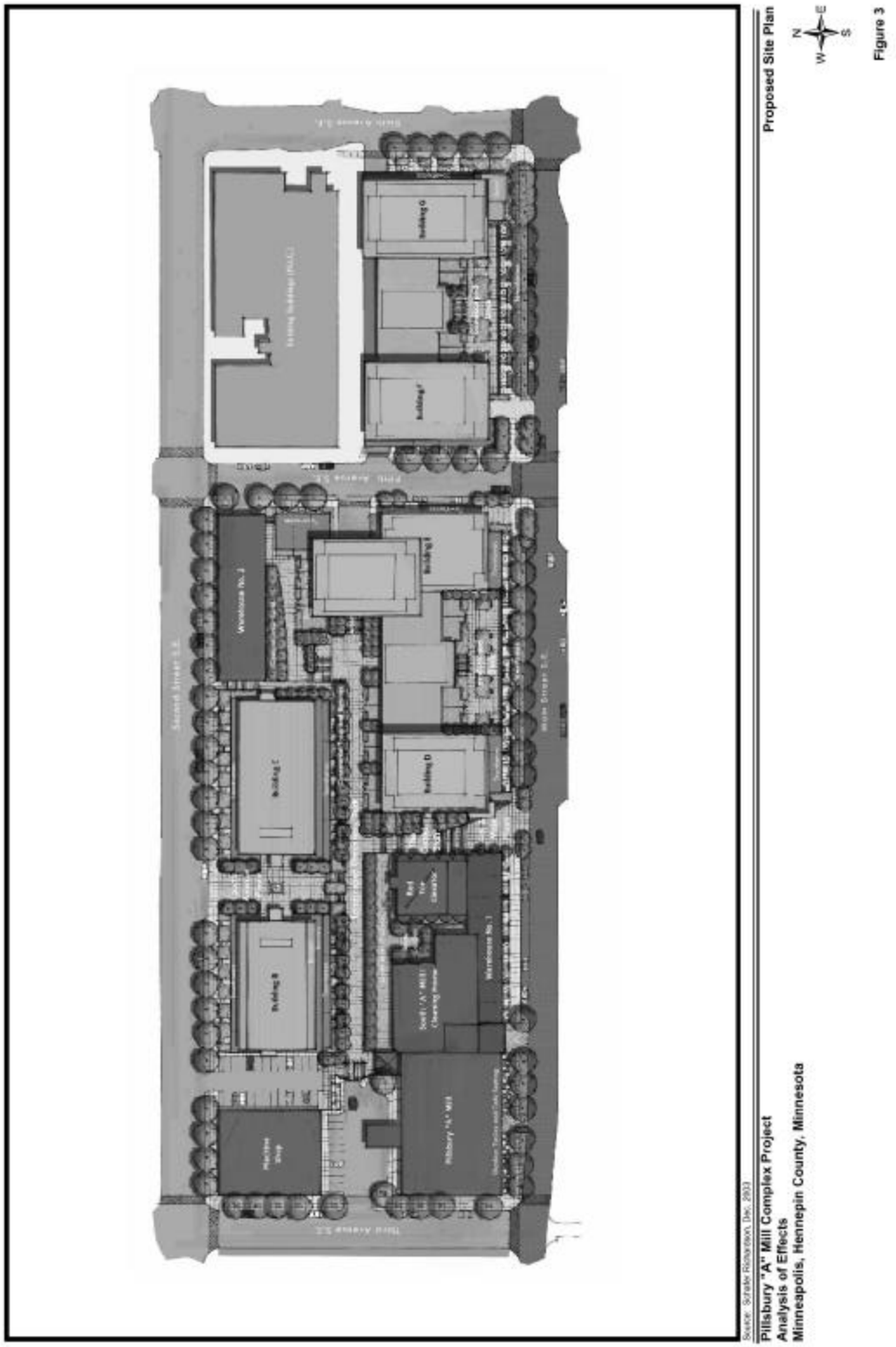
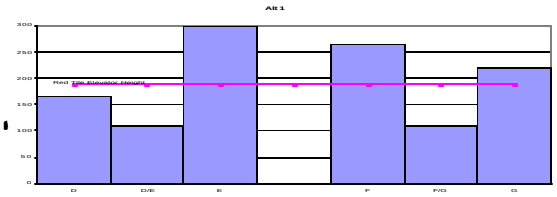
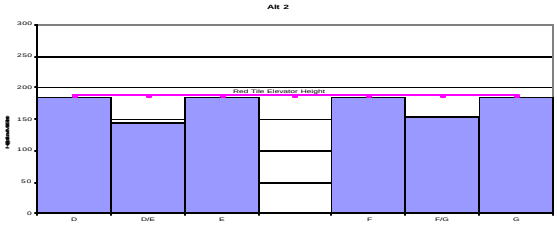


Figure 5 Building Profile by Alternative

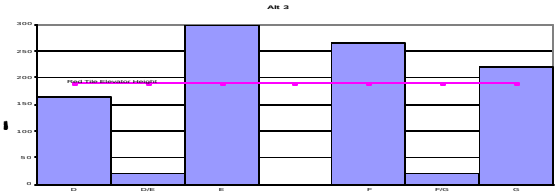
Alternative 1



Alternative 2



Alternative 3



Alternative 4

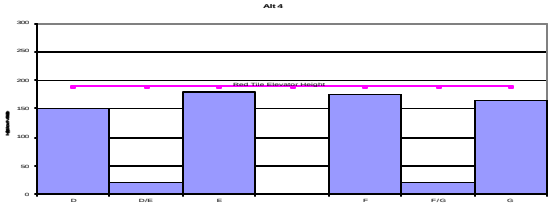


Figure 6 Comparable Building Heights

	STRUCTURE	HEIGHT ABOVE MEAN SEA LEVEL		HEIGHT ABOVE MAIN STREET AT 3rd AVENUE 812 FT. MEL		HEIGHT ABOVE 2nd STREET AT 3rd AVENUE 840 FT. MSL	
A	Pillsbury A Mill		919		107		79
B	Red Tile Elevator	1001		189		161	
C	Machine House		869		57		29
D	Silos		950		138		110
	Head House		998		186		158
E	Warehouse 2		870		50		27
F	Stone Arch Apts.		861		49		21
G	Steam Plant Stacks	1039		227		199	
H	General Mills Tech Center		912		100		72
I	Parking Ramp Elevator		947		135		107
J	Pinnacle	1125		313		285	
K	La Rive	1130		318		290	
L	Winslow House		990		178		150
M	St. Anthony Main 125		860		48		20
N	St. Anthony Main 201		857		45		17
O	St. Anthony Main Event Center		885		73		45

Alternative 1 was the project described in the EAW. This alternative proposes the rehabilitation of the Pillsbury A Mill and seven additional historic resources on the Pillsbury A Mill Complex Project property. This alternative proposes the construction of six new buildings, four on Main Street SE and two on 2nd Street SE. This alternative proposes 1,095 residential units, 105,000 square feet of commercial space, and 1,832 parking stalls, most of which are below grade and internal. The buildings on Main Street SE would be a combination of tower and mid-rise residential buildings wrapped by townhouses along the street fronts and would have elevated landscaped plazas. The tallest towers, at 24 and 27 stories, would flank 5th Avenue SE. A 14-story, mid-rise tower would stand near the Red Tile Elevator and be slightly lower than the historic structure. A 20-story tower would stand at the corner of Main Street SE and 6th Avenue SE. The Concrete Elevator would be demolished and two mid-rise residential buildings wrapped with townhouses, would be erected on the site, and would provide underground parking for the entire Pillsbury A Mill Complex project.

As the topic of the EAW, this was the most developed alternative. Table 2 Alternative One Building Envelope, provides an idea of how the residential units are distributed within the project. New Parking A is a parking garage located under buildings B and C. Most of the 105,000 sf of commercial use under all the alternatives will be developed in the historic buildings. The A Mill building, with its deep floor plate and small window openings will probably be redeveloped as almost all commercial space, around 70,000 sf. The 25,000 sf Machine shop will also be commercially developed for office and retail space. The parking garage under buildings B and C will provide the new parking needed and required by the conversion of this space.

Alternative 2 limits the height of all buildings to the height of the Red Tile Elevator. This alternative proposes the rehabilitation of the Pillsbury A Mill and seven additional historic resources on the Pillsbury A Mill Complex project property. In this alternative the height of the new residential buildings is limited to that of the Red Tile Elevator, as recommended by the Minneapolis HPC East Bank Milling Area Guidelines. This alternative proposes the construction of six new buildings, four on Main Street SE and two on 2nd Street SE. This alternative proposes 1,095 residential units, 105,000 square feet of commercial space, and 1,832 parking stalls, most of which are below grade and internal. The buildings on Main Street SE would rise to a height of 18 stories and would appear to be clustered mid-rise residential towers. They would be wrapped by townhouses along the street fronts and would have elevated landscaped plazas. The Concrete Elevator would be demolished and two mid-rise residential buildings wrapped with townhouses would be erected on the site, and would provide underground parking for the entire Pillsbury A Mill Complex project.

Alterative 3 provides the same overall buildings heights, but with lower linking structures along Main Street. This alternative proposes the rehabilitation of the Pillsbury A Mill and seven additional historic resources on the Pillsbury A Mill Complex project property. This alternative proposes the construction of six new buildings, four on Main Street SE and two on 2nd Street SE. This alternative proposes 1,095 residential units, 105,000 square feet of commercial space, and 1,832 parking stalls, most of which are below grade and internal. It utilizes the contrasting forms of townhouses and residential towers for the four new buildings to be erected along Main Street SE. Townhouse-height forms would comprise the lower portions of two buildings and their roofs would serve as elevated landscaped plazas; the townhouses would serve as a link between four towers, which would range from 15 to 27 stories in height.

Table 2 Alternative One Building Envelope

	Stories above adjacent Street	Feet Above MSL	Feet Above Main Street	Feet above 2nd St.	Parking spaces	Residential Units
A MILL	6 (7)	919	107	79	10	90
WAREHOUSE 1	9	963	151	123		See A Mill
RED TILE ELEVATOR	NA	1001	189	161		See A Mill
TOP OF SIGN		1032	220	192		
MACHINE HOUSE	2 (3)	869	57	29	24	See A Mill
NEW A PARKING					329	
NEW B	9	930/939	127	99	150	110
NEW C	8	920/928	116	88	173	118
WAREHOUSE 2	3	870	50	27	32	31
NEW D	15	962/977	165	137	161	81
NEW D/E PHASE 3	10	912	110	82		38
NEW E taller	27	1109	297	269	361	257
NEW E lower	24	1076	264	238		
NEW F	24	1052/1076	264	238	298	176
NEW F/G PHASE 3	10	912/922	110	82		43
NEW G	20	1012/1032	220	192	294	151
Existing Silos		950	138	110		
Silo Head House		998	186	158		
Main Street		812			1832	1095
2nd St		840				
Total Residential	1095 units					
Total Retail	105,000 sf					
Total Floor Area sf	1,850,058 sf					
Total parcel area	343,877 sf					
Less 5th Ave	324,077 sf					

Three towers placed adjacent to 5th Avenue SE and on the East Block would exceed the height of the Red Tile Elevator; a mid-rise residential tower, slightly lower than the Red Tile Elevator, would stand near to the historic structure. The Concrete Elevator would be demolished and two mid-rise residential buildings wrapped with townhouses, would be erected on the site, and would provide underground parking for the entire Pillsbury A Mill Complex project.

Alternative 4 is the project as permitted by the present Industrial Living Overlay District (ILOD) the site is presently zoned. This alternative proposes the rehabilitation of the Pillsbury A Mill and seven additional historic resources on the Pillsbury A Mill Complex project property. This alternative proposes the construction of six new buildings, four on Main Street SE and two on 2nd Street SE. This alternative proposes 746 residential units, 105,000 square feet of commercial space, and 1,434 parking stalls, most of which are internal. It utilizes the contrasting forms of townhouses and residential towers for the four new buildings to be erected along Main Street SE. Townhouse-height forms would comprise the lower portions of two buildings and

their roofs would serve as elevated landscaped plazas; the townhouses would serve as a link between four towers, 14- to 18-story buildings, the heights of which would not exceed that of the Red Tile Elevator. The Concrete Elevator would be demolished and two, four-story residential buildings—townhouses with flats above—would be erected on the site and would provide underground parking for the entire Pillsbury A Mill Complex project.

Figures 7, 8 and 9 from The 106 Group Report provide illustrations of the alternatives from three viewpoints along the River. They are from the Stone Arch Bridge, from the top of the Mill City Museum, and from West River Parkway between 10th and 11th Avenues. At the left edge of the views from the Stone Arch Bridge and the Mill City Museum, the proposed "Phoenix" development on Main Street across 3rd Avenue SE from the A Mill is illustrated. The view of the Phoenix from the Parkway site is blocked by trees. The view of the 520 and 521 projects on 2nd Street (the United Rentals sites on Figure 5) could not be effectively illustrated due to intervening buildings of the Alternatives along Main Street from the selected viewpoints. These two potential buildings could be partially visible from other nearby viewpoints. Exhibit B-1 provides full-page illustrations of each alternative from each of the selected viewpoints. Exhibit B-2 provides illustrations of the view of Alternative 1 from six places in the neighborhood. These displays, by extrapolation, can provide a sense of the other alternatives. Exhibit B-3 provides the present view from each of the three viewpoints.

The "no build" alternative is a difficult concept to effectively apply to a large, specialized and now economically obsolete industrial parcel located on the redeveloped central riverfront in the City of Minneapolis. ADM determined flour could no longer be efficiently produced at the A Mill site, and as part of the purchase of the property ADM required that the property not be operated as a flour mill except allowing a small portion of the property to be used as a flour mill for "a novelty for historical or retail purposes." Grain elevators and mills are not permitted under the current Light Industrial zoning designation of the site, and as milling and use of the terminals ceased over one year ago, nonconforming rights to that use may be extinguished. A new light industrial user would have reconfigure or demolish the existing buildings, which by their historic status, and the status of their location in the St. Anthony Fall Historic District, would be resisted. Therefore we have been unable to imagine what the characteristics of the "no build" use, beyond no investment and continued vacancy and deterioration, would be.

Demolition of the Concrete Elevator is proposed in each of the "build" Alternatives One through Four. This structure is an important component of the Pillsbury A Mill complex and represents the modernization of the facility during the early twentieth century; it is a contributing resource in the St. Anthony Falls Historic District. Early in the planning for the redevelopment alternatives that would wholly or partially preserve the grain elevators were investigated. The project proposers, after investigation concluded the preservation of the elevators would be a significant impediment to the reuse of the other buildings in the A Mill Complex and the reuse of the National Landmark Pillsbury A Mill itself. Table 3 summarizes the options.

Figure 7 View of Alternatives from the Stone Arch Bridge

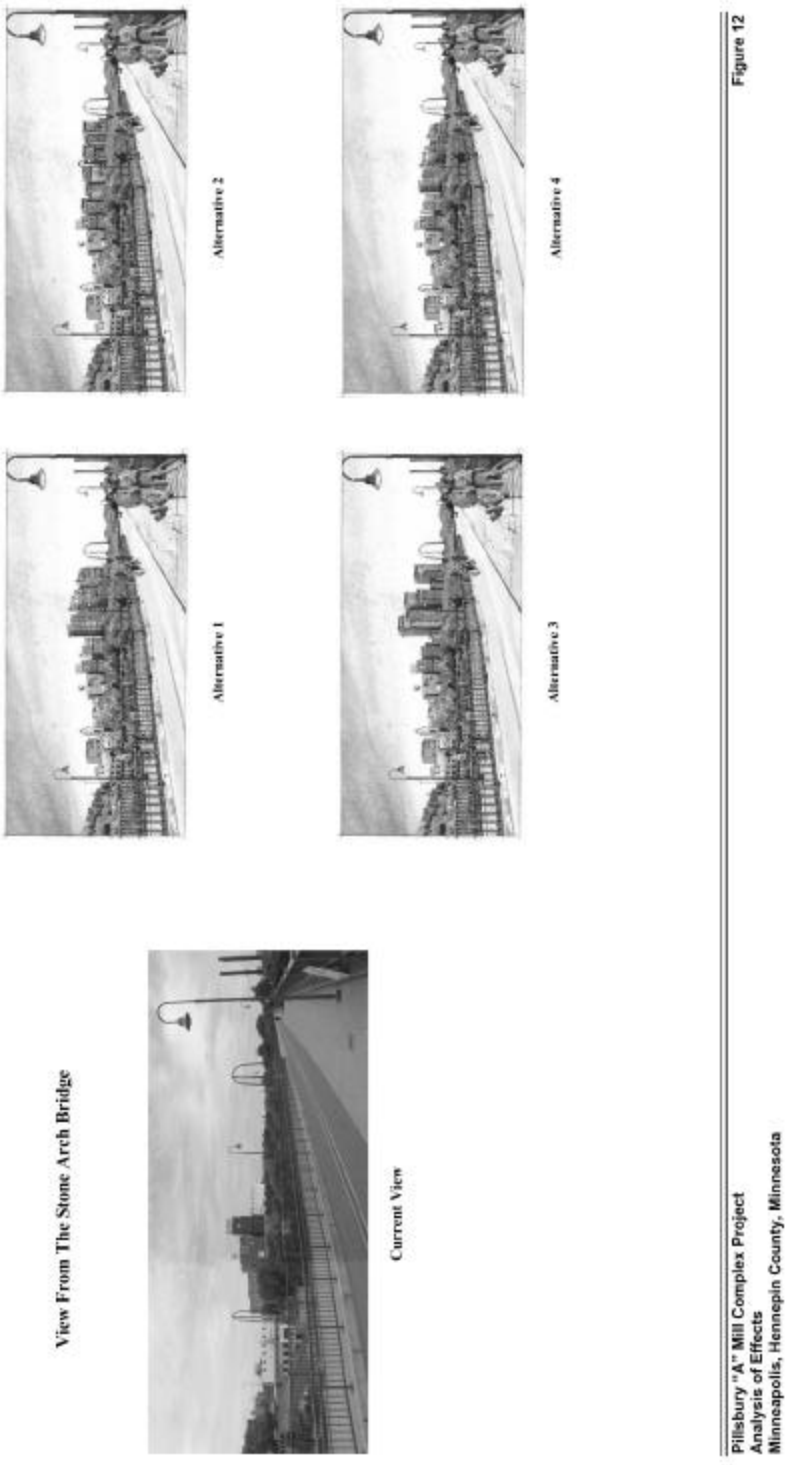


Figure 8 View of Alternatives from the Mill City Museum

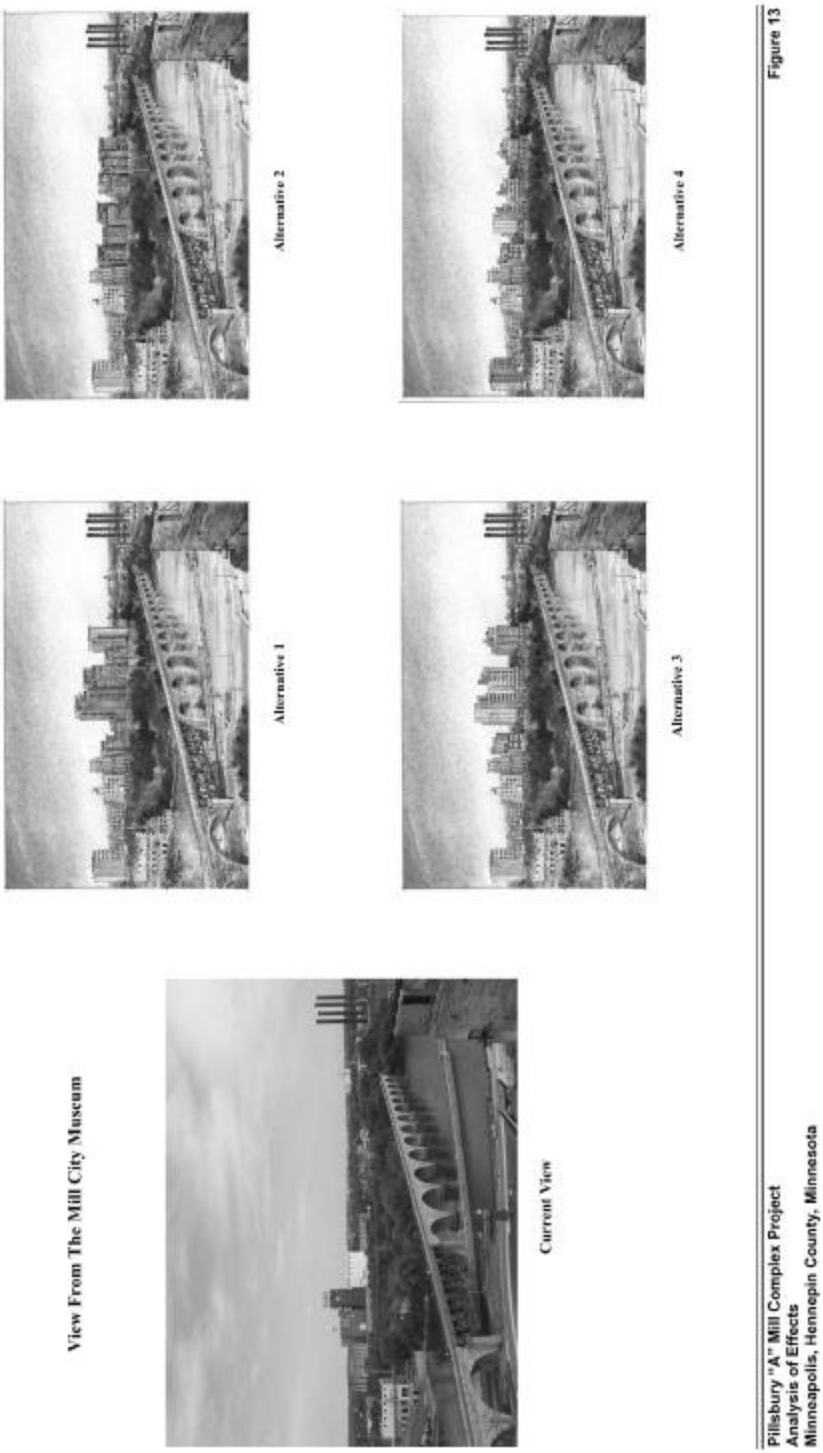


Figure 9 View of Alternatives from the West River Parkway

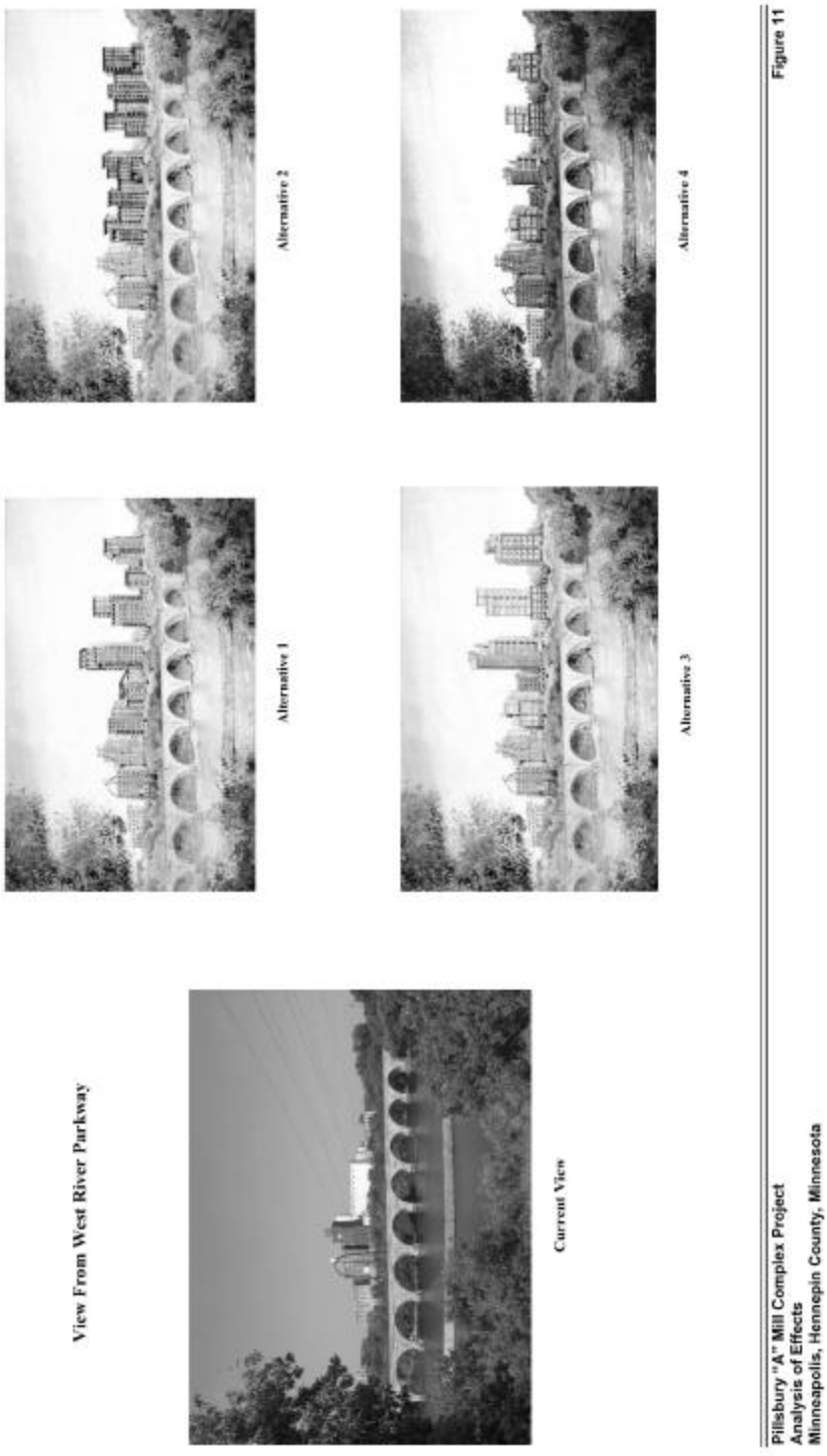


Table 3 Concrete Elevator Options

Option	Retain and reuse	Retain and leave vacant	Partial demolition	Total demolition
Rationale	A historic rehabilitation project	Structure would function as an artifact and preclude the most efficient parking for the A Mill	Retention of the most distinctive portions of the structure	No feasible reuse
Historic Preservation Result	Historic property saved, but its integrity compromised by necessary alterations	Historic property saved, but would remain unused	Mitigation for the loss of part of the structure would be the retention and maintenance of the portion kept	Adverse effect on Pillsbury A Mill complex property; mitigation necessary
Site Development Implications	Might not be economically feasible; would likely lose contributing historic property status	Would become a maintenance burden for residential condominium owners	Site development complications introduced; maintenance of retained portion required	More site development and parking options possible and rehabilitation of A Mill Complex made feasible

The preservation of the Concrete Elevators as an artifact presents both direct and indirect impediments to the successful redevelopment of the site. The direct burden of funding the significant ongoing cost of preserving and maintaining the elevators would be borne by the private owners of the future owners of the housing at the site. This is an ongoing cost not shared by purchasers at competing developments, and would provide no benefits to the residents. Preservation and maintenance of the elevators will prevent development of residences along the 2nd Street SE and the economic benefit to the overall feasibility of compatible redevelopment of the site that represents. Preservation would also frustrate the neighborhood goal of reestablishing a connection from the neighborhood to the riverfront along the former 4th Avenue SE. Preservation of the elevators will also eliminate the site of the proposed parking garage below the area now occupied by the elevators. A parking garage located on this part of the site can uniquely take advantage of the change in grade (see Figure 10 Sketch of Geological Conditions) between 2nd Street SE and Main St. and avoid the shallow depth to bedrock experienced at the site to provide the desired enclosed parking for the site. This parking will serve the demand created by renovation for reuse of the adjacent National Historic Landmark Pillsbury A Mill and the other historic buildings in the Complex.

The Minneapolis Heritage Preservation Commission (HPC) confirmed this conclusion in November of 2003. The Commission conditionally agreed planning for the redevelopment of the elevator site could proceed with the assumption the demolition of the concrete elevators was appropriate on these conditions: 1) the demolition permit will not be signed until the City has approved the new construction for the site and 2) HABS/HAER level photographs must be submitted to the HPC before demolition occurs. The “Appendix to Question 27” in the Pillsbury A Mill Complex EAW provides the report of the Commission's action and the staff's report on the application.

The HPC and the City had experience with the difficulties presented by the preservation and reuse of concrete elevators in the St. Anthony Falls Historic District and at 2900 Dean Parkway, a City assisted redevelopment northwest of Lake Calhoun. These issues were formally discussed in 1996 in response to the proposal by the Minneapolis Community Development Agency to demolish the Washburn Crosby Elevators #2 and #3 at Second St. S and Tenth Avenue S. (adjacent to the Mill City Museum, now the construction site of the Guthrie Theater) and EAW circulated prior to that decision.

Informed by this experience and with the knowledge of the Heritage Preservation Commission's decision, an alternative preserving the concrete elevators was not included in the scope of the DEIS. On the recommendation of the Minnesota Historical Society staff, the 106 Group expanded their Report to investigate the alternatives to demolition of the Concrete Elevators, and update the earlier studies and experience with reuse following and consistent with the historic guidelines and standards. This additional research is provided in "The Report of the 106 Group" in section "3.1.2.3 The Concrete Elevator," and the importance of the loss of the elevators by the standards and guidelines of the Secretary of the Interior are noted throughout their analysis. The complete 106 Group Report is found in Exhibit E. The loss of the Concrete Elevator is mitigated by preservation of the Red Tile Elevator. This elevator, though not the same size and scale, had the same function as the Concrete Elevator, a receiving elevator, and because of its location and scale does not prevent reuse of the structure above the bins. The structures that represent the complete milling process—rail transport of wheat and flour; receipt of wheat in elevators; cleaning and milling of wheat; and the bagging and storage of flour—will be continue to be represented as part of the historic milling complex.

Impacts on Air Quality and from Infiltration

Emissions from the University of Minnesota Southeast Steam Plant

Trinity Consultants, under the direction of David Braslau & Associates, has completed an air dispersion modeling analysis to determine the impacts of the University of Minnesota Southeast Steam Plant on the four alternatives for the redevelopment of the Pillsbury A Mill Complex located to the northwest of the existing plant. Their complete report is provided as Exhibit C. Based on the modeling results presented in this report, the proposed buildings in each alternative do not experience pollutant concentrations exceeding the NAAQS or Minnesota state standards for Particulate Matter, Sulfur Dioxide, Nitrogen Dioxide, or Carbon Monoxide. The analysis includes the maximum potential emission rates from the University of Minnesota Steam Plant and the appropriate pollutant ambient air background concentrations. The use of potential emissions for this analysis creates a conservative worst-case scenario. The complete report of Trinity Consultants is provided in Exhibit C.

The University's Southeast Steam Plant, with its four tall smoke stacks rising 225 feet next to the Stone Arch Bridge, was built in 1902-03 as the Twin Cities Rapid Transit Steam Plant to power street cars throughout the Twin Cities. While located just outside the boundary of the St. Anthony Falls Historic District, in 1994 this site's historic importance was recognized when it was placed on the National Register of Historic Places. In 1976, the University bought the building and now the plant provides steam to every University building on the East and West Banks and the Fairview-University Medical Center. The Plant's fuel-flexibility plan allows the burning of a mix of natural gas, coal, and renewable fuel sources such as wood chips and now oat hulls.

Trinity has conducted the criteria pollutant dispersion modeling analysis according to dispersion modeling guidance provided by the Minnesota Pollution Control Agency (MPCA). MPCA guidance states the agency's preference for the Industrial Source Short Term model utilizing the PRIME algorithm (ISC-PRIME). Accordingly, Trinity utilized version 01228 of the ISC-PRIME model to estimate the maximum elevated concentrations along the side of the buildings. Appropriate averaging periods based on the National Ambient Air Quality Standards (NAAQS) and Minnesota state standards were considered in the analysis. According the MPCA guidance, the regulatory default ISC-PRIME options are used in this analysis. The EPA provides guidance for determining whether building downwash will occur in *Guideline for Determination of Good Engineering Practice Stack Height.* The purpose of this evaluation is to determine if the plume discharged from the stack will become caught in the turbulent wake of a building, resulting in downwash of the plume. The downwash of the plume can result in elevated concentrations. Meteorological data for use in ISC was preprocessed by the MPCA for the years 1987 through 1991. The raw meteorological data includes surface meteorological data from the Minneapolis/St. Paul surface station and upper air meteorological data from the St. Cloud upper air station. The dispersion model used a series of elevated discrete receptors to determine the impacts along the sides of the buildings in question. Each of the receptors was spaced at an increment of 10 ft. starting at the base of the buildings and extending to the top. Receptors were placed on the front corners of each building nearest to the University of Minnesota's stacks.

The following Tables 4 through 7 are from the Report (numbered differently in the report) and they summarize the results of the modeling analysis in comparison to the NAAQS and Minnesota state air quality standards for each building alternative. If both a Minnesota and national standard exist for the same pollutant over identical averaging periods, the more stringent of the two standards is utilized for comparison to modeled results. The five most recent years of meteorological data provided by the MPCA are considered and the worst case year for each pollutant and averaging period is presented. Annual results shown are the maximum modeled impact while short-term averaging periods are represented by the high-2nd-high modeled result.

Table 4. Building Alternative 1 Modeled Highs

Pollutant	Averaging Period	Year	Maximum Modeled Concentration (µg/m3)	Background Concentration (µg/m3)	Total Concentration (µg/m3)	Building ID	Height (ft.)	NAAQS or Minnesota Standard (µg/m3)	Maximum as a Fraction of Standard
PM10	24-hour	1989	11.6	103	114.6	F	264	150	76.4%
	Annual	1990	1.4	31	32.4	E	297	50	64.8%
SO2	1-hour	1988	995.6	181	1,176.6	E	297	1,300	90.5%
	3-hour	1990	567.9	128	695.9	E	297	1,300	53.5%
	24-hour	1988	303.4	60	363.4	F	264	365	99.6%
	Annual	1990	38.0	5	43.0	F	264	60	71.7%
CO	1-hour	1988	437.3	4.7	442.0	E	297	40,000	1.1%
	8-hour	1990	190.0	2.3	192.3	F	264	10,000	1.9%
NO2	Annual	1990	50.8*	41	91.8	F	264	100	91.8%

* Modeled concentrations include a 75% ambient NO2/NOx ratio

Table 5. Building Alternative 2 Modeled Highs

Pollutant	Averaging Period	Year	Maximum Modeled Concentration (µg/m3)	Background Concentration (µg/m3)	Total Concentration (µg/m3)	Building ID	Height (ft.)	NAAQS or Minnesota Standard (µg/m3)	Maximum as a Fraction of Standard
PM10	24-hour	1990	6.0	103	109.0	G	185	150	72.7%
	Annual	1990	0.5	31	31.5	B	185	50	63.0%
SO2	1-hour	1988	327.8	181	508.8	G	185	1,300	39.1%
	3-hour	1987	295.1	128	423.1	FG	185	1,300	32.6%
	24-hour	1991	172.0	60	232.0	G	185	365	63.6%
	Annual	1988	14.7	5	19.7	G	185	60	32.8%
CO	1-hour	1991	157.1	4.7	161.8	G	185	40,000	0.4%
	8-hour	1990	128.2	2.3	130.5	G	185	10,000	1.3%
NO2	Annual	1988	21.5*	41	62.5	G	185	100	62.5%

* Modeled concentrations include a 75% ambient NO2/NOx ratio

Table 6. Building Alternative 3 Modeled Highs

Pollutant	Averaging Period	Year	Maximum Modeled Concentration (µg/m3)	Background Concentration (µg/m3)	Total Concentration (µg/m3)	Building ID	Height (ft.)	NAAQS or Minnesota Standard (µg/m3)	Maximum as a Fraction of Standard
PM10	24-hour	1987	12.7	103	115.7	E	297	150	77.1%
	Annual	1990	1.5	31	32.5	E	297	50	65.1%
SO2	1-hour	1988	1,033.6	181	1,214.7	E	297	1,300	93.4%
	3-hour	1990	694.2	128	822.2	E	297	1,300	63.2%
	24-hour	1988	304.9	60	364.9	F	265	365	99.98%
	Annual	1990	38.8	5	43.8	E	297	60	73.1%
CO	1-hour	1988	451.9	4.7	456.6	E	297	40,000	1.1%
	8-hour	1988	213.4	2.3	215.7	E	297	10,000	2.2%
NO2	Annual	1990	51.2*	41	92.2	F	265	100	92.2%

* Modeled concentrations include a 75% ambient NO2/NOx ratio

Table 7. Building Alternative 4 Modeled Highs

Pollutant	Averaging Period	Year	Maximum Modeled Concentration (µg/m3)	Background Concentration (µg/m3)	Total Concentration (µg/m3)	Building ID	Height (ft.)	NAAQS or Minnesota Standard (µg/m3)	Maximum as a Fraction of Standard
PM10	24-hour	1991	4.4	103	107.4	E	180	150	71.6%
	Annual	1990	0.5	31	31.5	E	180	50	62.9%
SO2	1-hour	1988	261.9	181	442.9	F	175	1,300	34.1%
	3-hour	1988	236.3	128	364.3	F	175	1,300	28.0%
	24-hour	1988	124.2	60	184.2	F	175	365	50.5%
	Annual	1990	12.2	5	17.2	E	180	60	28.7%
CO	1-hour	1988	120.4	4.7	125.1	G	165	40,000	0.3%
	8-hour	1990	99.1	2.3	101.4	F	175	10,000	1.0%
NO2	Annual	1990	17.4	41	58.4	F	175	100	58.4%

* Modeled concentrations include a 75% ambient NO2/NOx ratio

The results of Table 6 for Alternative Three shows, that based upon standard modeling protocols and assumptions of the US EPA and the MPCA, the 24-hour SO2 concentration is met but not exceeded at the top floor of Building F. Reducing the height of this building by 15 ft. to 250 ft. lowers the predicted concentration to 91% of the standard, 25 ft. to 240 ft. to 84%, and 35 ft. to 230 ft. 78% of the standard

As a comparison to actual operating conditions, Table 8 (data from the Trinity Report) details the steam plant's average actual emissions from 2002 and 2003 and the permitted potential emissions. The Trinity Report notes the steam plant in its current operation on an annual basis emits only a fraction of the allowable permitted emissions reported in Tables 4 through 7.

Table 8. Comparison of Steam Plant Potential to Actual Emissions

	Potential Emissions				Actual Emissions*			
Modeling Source ID	CO Emissions (lb/hr)	NO_x Emissions (lb/hr)	PM_{10} Emissions (lb/hr)	SO_x Emissions (lb/hr)	CO Emissions (lb/hr)	NO_x Emissions (lb/hr)	PM_{10} Emissions (lb/hr)	SO_x Emissions (lb/hr)
ST101	70.75	58.96	4.78	96.1	3.84	17.20	0.74	1.32
ST102	20.78	72.75	18.7	267.6	11.96	12.14	1.16	0.49
ST103	5.75	198.74	1.01	56.78	0.00	0.00	0.00	0.00
ST104	52.34	146.61	0.95	62.83	0.14	0.25	0.02	0.14

* 2002, 2003 average actual emissions per MPCA Air Emissions Summary

The comparison in Table 8 is hypothetical, but it is illustrative. Neither side of Table 8 reflects the season-to-season, month-to-month, week-to-week, day-to-day, hour-to-hour fluctuations in the demand on and operation of the Plant. The "Potential Emissions" part of the Table 8 assumes for the "worst case" analysis the plant is operating at its full permitted capacity every hour of every day of the year. The "Actual Emissions" takes total emissions captured by the monitors for the year and divides them equally among all the hours in the year. On an annual

basis the Plant is presently operating to emit the monitored pollutants at a rate that is less than is permitted by its permits.

The most visible, but not hazardous, emission from the stacks is water vapor. When the stack gas stream at elevated temperature hits the atmosphere the same processes that cause natural condensation occur. The stack gases are cooled by dilution with ambient air. If the temperature of the gas stream hits the dew point, a plume forms. The plume will re-evaporate as the mixture of ambient air and stack gases makes the dew point rise above the temperature. At high relative humidities, water aerosol plumes may persist for long distances. In downtown the Minnegasco cooling towers regularly encompass the IDS and other buildings in water vapor, but we are not aware of any complaints or damage from this steam plume. The density of the Minnegasco cooling tower plume, being essentially steam, is also probably higher than that from the University's steam plant stack.

Mitigation

The EAW (page 83) recommended that air intakes into the buildings be located so as to minimize pollutant ingestion into the building HVAC systems. Location of intakes on the north side of the buildings at locations not impacted by building eddies that could trap pollutants is a common good building practice.

On the highest floors, enclosed balconies could be provided, because of higher noise levels above the top of the stack, to protect occupants against higher wind speeds at these elevations and as an additional step to minimize any potential exposure to Steam Plant Emissions.

Geological Conditions

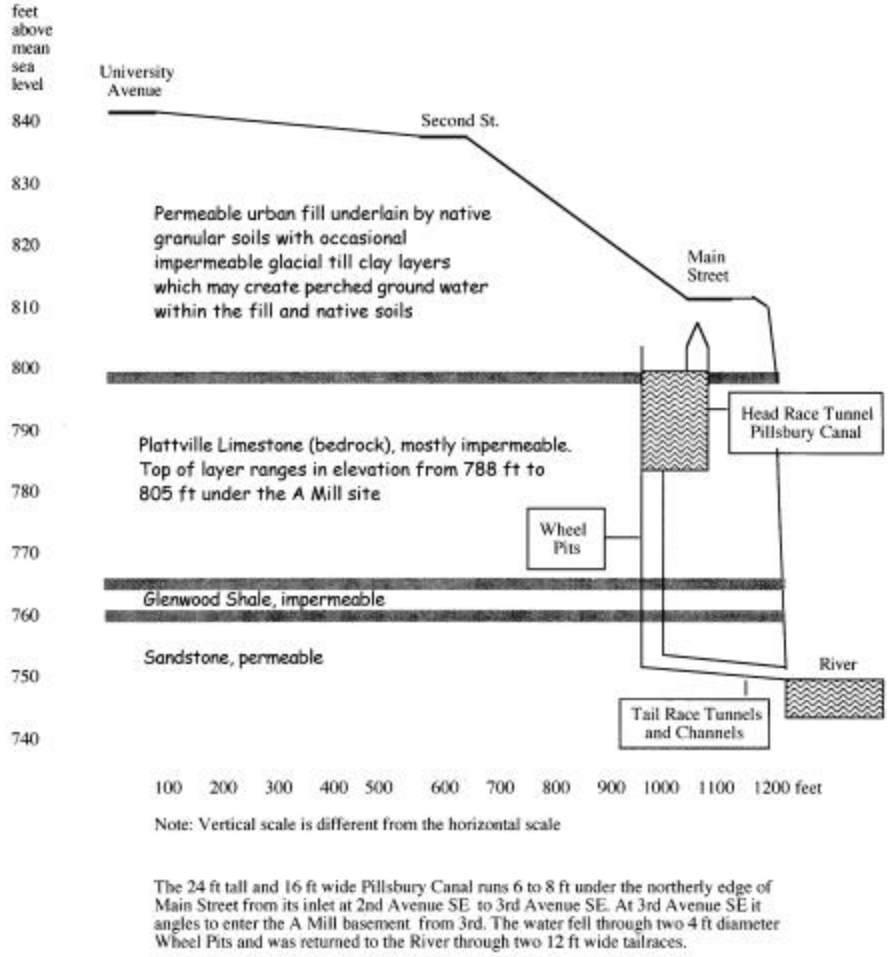
Braun Intertec prepared an analysis for the City generally describing the geology of the site and addressing the characteristics of the soils and bedrock that may or may not promote or enhance groundwater infiltration. Their complete report is provided in Exhibit D. They conclude:

a. Given the bedrock profile in the area and the location of the University of Minnesota steam plant and other tunnels in the area, the proposed construction would not have any impact on their integrity or use.
b. When completed, most of the site will be covered with buildings and impervious surfaces and the storm water runoff will be captured by storm water catch basins connected to the storm sewer. The collected water would then be diverted to outlet structures and ultimately to the river. The relatively small amounts of water infiltrating from the surface (e.g., from green areas) will likely be absorbed within the soil matrix. If the infiltration is sufficient to “saturate the soil column,” some may reach the surface of the underlying limestone, where it may enter the natural fractures within the limestone layers and eventually find its way to a water table located in the limestone, if one exists.
c. Since the building foundations and footings will be located above the expected groundwater elevations, groundwater levels and naturally occurring flow patterns within the bedrock would not be impacted during or after construction.
d. Since the building foundations and footings will not encounter groundwater and water infiltration from the surface is expected to be minimal, it is the conclusion that no design or construction mitigation measures to limit water infiltration would be needed.

The soil profile at the site is highly variable. The general soil profile at the site consisted of 2 to 22 feet of typical urban fill underlain by native granular soils. The granular soils are generally considered to be permeable and will generally allow water to flow through them. Occasional glacial till clay layers were encountered at depth in multiple locations across the site. These soils are generally considered to be impermeable and will tend to retain water atop the layers, which would result in areas of perched water.

Below the fill and native granular soils, soil borings conducted by Braun Intertec Corporation encountered the Platteville limestone. Based on typical bedrock formations within the Minneapolis metropolitan area and University of Minnesota tunnel profiles at the Southeast Stream Plant, the bottom of the limestone in this area will tend to be at about elevation 764. With the top of bedrock at the site being about 802, the limestone cap in the area is about 38 feet thick. A 2 to 3 feet layer of shale is present immediately below the limestone and above the sandstone. The shale layer has the characteristics of very compact, over-consolidated, dry clay. Left undisturbed, it will act as an impermeable layer. The thickness of the sandstone ranges from slightly less than 100 feet to slightly less than 200 feet. Figure 10 Sketch of Geological Features illustrates this description and provides a profile of the Pillsbury Canal and Tailraces. See also Figure 11 Pillsbury Canal and Tailraces.

Figure 10 Sketch of Geological Features



The 24 ft tall and 16 ft wide Pillsbury Canal runs 6 to 8 ft under the northerly edge of Main Street from its inlet at 2nd Avenue SE to 3rd Avenue SE. At 3rd Avenue SE it angles to enter the A Mill basement from 3rd. The water fell through two 4 ft diameter Wheel Pits and was returned to the River through two 12 ft wide tailraces.

The sandstone layer immediately below the shale is easily excavated and exhibits very good self-supporting characteristics. As a result, many of the tunnels that the City of Minneapolis and

the University of Minnesota have installed are located in the sandstone, immediately below the shale zone or deeper. These tunnels are used as storm sewers, sanitary sewers and to distribute

steam, chilled water and power. Review of the Southeast Steam Plant site plans provided by the University of Minnesota indicates they recognized the benefits of sandstone tunneling and have taken advantage of them. The provided maps show their tunnels exit the steam plant near the northeast corner of the building and then turn downstream toward the Main Plant and the Minneapolis campus. These maps also indicate the tunnels are located east of 6th Avenue Southeast, several blocks away from the A-Mill site.

There could be four different zones where water could potentially be encountered. The upper two zones would be within the overburden soils or atop the limestone. Water encountered in either of these zones would be considered to be "perched" and not representative of the area groundwater surface. The next lower zone would be found within the limestone layers itself, where a stable water level could potentially be encountered within weathered zones, fractured zones or naturally occurring voids. The amount of water in this zone is generally influenced by the natural vertical and horizontal fractures found throughout the limestone and is generally retained in the limestone by the shale layer at depth. The location to natural outfalls will also affect the level and volume of water in the limestone. Natural outfalls include naturally eroded channels in the limestone, which allow for exit area for the water.

The lowest water table, and most likely the area water table, is generally found within the sandstone. In this area, the water level will be controlled by the water level in the Mississippi River. As noted in other reports, groundwater was not encountered in the borings at the time of our evaluation and we would expect the area groundwater levels are likely well below the depth of our borings, in the sandstone. However, perched water conditions may be encountered if deep excavations are made into the bedrock. The area groundwater levels should be expected to fluctuate both seasonally and annually and likely in direct response to the nearby Mississippi River.

Footings for the proposed buildings at the A-Mill site are currently designed to be supported on the sound limestone bedrock that is expected to be close to the current limestone surface. It is predicted that excavations of less than 2 feet will be needed to expose the sound bedrock. At this depth, encountering water-bearing zones within the bedrock would be very unusual and is currently not expected.

Stormwater Management Plan

Because the surface of the site is presently mostly impervious, and the proposed site plan is also mostly impervious, no additional stormwater volume will be created by redevelopment of the site. The site in its present condition is estimated to be 95% impervious, with the runoff from the site generally sheet flowing off the site into the public right of way where it is eventually captured by one of the many catch basins located in Main Street between 3rd Avenue SE and 6th Avenue SE. and in 3rd or 6th Avenue. These catch basins are connected by a conduit along the River side of Main Street that leads to a drop shaft located under Main Street above the easterly A Mill tailrace. Stormwater falling into this tailrace via the drop shaft flows to the River in the tailrace and channel.

Redevelopment of the site will place no additional demand on the City storm sewer system serving the site as the volume of runoff and the peak discharge rates generated from the site will not change. The existing infrastructure has been adequately sized to accommodate the runoff from the site, and the conduits were constructed under current design guidelines. The storm sewer is currently functioning well and City staff knows of no reasons that will prevent the system from continuing to function well in the future.

The stormwater plan for the site required by City regulations is designed and dimensioned to provide treatment removing 70% of the total suspended solids from the stormwater prior to discharging into any public storm sewer. This is achieved by routing runoff from the 1.25" design storm event from the six watershed areas created within the project through one of the five on-site stormwater tanks and a proposed "green roof" on Warehouse No. 2. Flow control would not be required as the system is adequately sized to handle the present and future peak flow. The stormwater management plan prepared for the redevelopment of the site will collect and treat all runoff from the site, with the exception of the runoff from the roof of Warehouse 2, in five tanks or cisterns located on the site. A "Green Roof" system may be installed on the roof of Warehouse 2 to provide treatment for that runoff. The tanks or cisterns are designed to remove 70% of the total suspended solids from the stormwater before it is released from the site. Once the stormwater has reached this standard, it will be released by connections at two points to the conduit under Main Street, then via the conduit to the drop shaft to the River. The proposed connections are just east of the Red Tile Elevator and just west of 5th Avenue. The receiving conduit is the same conduit that is currently accepting the runoff from the site. Runoff from the Green Roof will enter the City's stormwater system in Second Street SE.

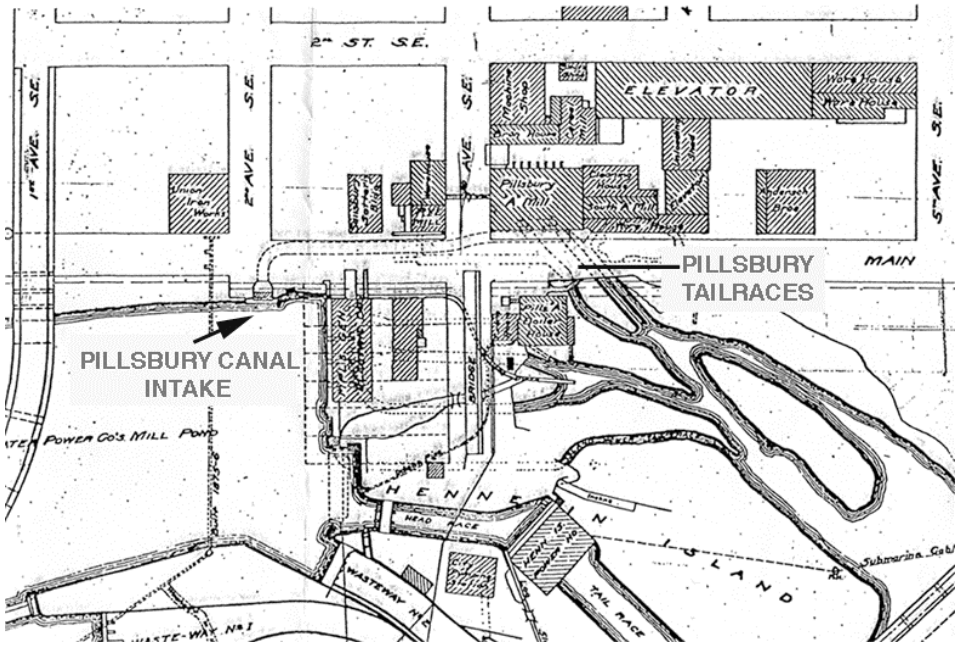
The preliminary plan prepared by Sunde Engineering, Inc. for managing and treating the stormwater onsite, and the connections with the City system, has been reviewed and approved by the City and found to be competent and feasible. The City has provided preliminary approval for this plan.

Pillsbury Canal and Tailraces

Figure 11 Pillsbury Canal and Tailraces locates these features on an archival map. The 24 ft. tall and 16 ft. wide Pillsbury Canal runs 6 to 8 ft. under the northerly edge of Main Street from its inlet at 2nd Avenue SE to 3rd Avenue SE. At 3rd Avenue SE it angles to enter the A Mill basement from 3rd. The water fell through two 4 ft. diameter Wheel Pits and was returned to the River through two 12 ft. wide tailraces. See Figure 10 Sketch of Geological Conditions. The Canal also served the Phoenix Mill across 3rd Avenue SE from the A Mill, and the tailrace from the Phoenix connected to the A Mill tailraces. The Canal was blocked in 1956. The easterly tailrace continues to carry stormwater from the City's system. The system remains intact, providing an opportunity to interpret the canal/wheel pit/tail race system not available at the Mill City Museum.

The storm water management plan for the Complex, and city system collecting stormwater from surrounding properties and streets, will continue to use the historic Pillsbury A Mill canal and tailraces with no increased volume or alteration. Consequently there is no anticipated adverse effect on these historic resources and they will continue to be maintained.

Figure 11 Pillsbury Canal and Tailraces



Impacts on and Within the St. Anthony Falls Historic District

Summary of Impacts

The 106 Group, a local cultural resources planning and management consulting company, has prepared a report for the City that provides an analysis of effects for the proposed redevelopment of the Pillsbury a Mill Complex on the resources of the St. Anthony Falls Historic District. The complete report of The 106 Group is found in Exhibit E in this DEIS.

Impacts on the historic resources are assessed in three categories: direct impacts from the renovation or demolition of buildings and structures, visual impacts from the new construction proposed as part of the redevelopment, and the cumulative impact of the new development on the character and integrity of the District.

The framework for the analysis of the direct impacts is primarily the Pillsbury A Mill Complex site, the individual buildings and structures that occupy the site, and the reuse of the open areas of the site. Impact is measured by the "St. Anthony Falls Historic District Guidelines" adopted by the Minneapolis Heritage Preservation Commission (HPC) and the "Secretary of Interior's Standards for the Treatment for Historic Properties" and the "Secretary of Interior's Standards for Rehabilitation." The tests are the consistency of the proposed change with the HPC Guidelines and the degree the proposed changes follow the recommendations of the Secretary of Interior's Standards.

The framework for the analysis of the visual impacts is the East Bank Milling Area and the Water Power Area (See Figure 1). Impact is measured by changes in visibility of historic resources, changes in emphasis or the scale of these resources, or the perception of the area as part of a historic district. The test is in the context of the new development, and any changes to

the historic resources, is the prominence of the historic resources and the perception the resources are part of a historic district significantly reduced.

The framework for the analysis of the cumulative impacts is the East Bank Milling Area and the east side of the Water Power Area. Impact is measured by the relative proportion and intrusiveness of the contributing and non contributing properties. How that proportion has changed since time the District was designated and would change with the proposed redevelopment and any precedent established by approval of the development is the basis for this analysis. This is a "tipping point" analysis. The test is would the whether the combination of the loss of contributing properties and the introduction of intrusive new construction as part of the redevelopment of the site will reduce the integrity of this area of the District to such an extent it no longer contributes to the character of the District.

The implementation of each of the Pillsbury A Mill Complex project alternatives would have both positive and adverse effects on the historic resources in the St. Anthony Falls Historic District. Each of the "build" Alternatives would have these effects:

The beneficial effects would include the following:

1. The stabilization and rehabilitation of the Pillsbury A Mill;
2. The rehabilitation and retention of seven buildings and structures;
3. The retention and rehabilitation of all major building types erected in the Pillsbury milling complex, including a grain elevator; and
4. The retention of many of the small elements that evoke the industrial past of the property, including the "Pillsbury's Best Flour" sign on the Red Tile Elevator, the water tank of the South A Mill building, and various industrial elements such as cranes, bins, and equipment integral to the buildings.

The adverse effects would include the following:

1. The demolition of one historic structure, the Concrete Elevator;
2. Changes to a historic property, the Pillsbury A Mill complex, in a way that does not follow the Secretary of Interior's Standards for Rehabilitation and Guidelines through the loss of a historic resource, new construction, and alterations to the immediate setting;
3. Introduction of new construction of a size, scale and extent that would be incompatible with other resources in the historic district and intrusive in the setting, and consequently diminish the integrity of the East Bank Milling Area's character-defining features.
4. Alternatives One and Three propose residential towers taller than the height cap set by the HPC Guidelines.

The No Build Alternative would have the following impacts:

1. The long-term preservation of the Pillsbury A Mill would be uncertain.
2. The future of the historic buildings that comprise the Pillsbury A Mill Complex property would be uncertain.
3. There would be fewer cumulative effects on the East Bank Milling Area in the short term.
4. There would be less of an impact on views of, to, and in the East Bank Milling Area in the short term due to projects currently under consideration.

The "No Build" condition is likely to be temporary due to the presence of large vacant parcels and the proximity of the property to the Mississippi River. This alternative would differ from Alternatives 1 through 4 in the following ways:

1. The demolition of a prominent historic structure would be avoided.
2. The setting of the Pillsbury A Mill would not be altered.

3. Both the Pillsbury A Mill Complex property and the East Bank Milling Area would not experience a reduction in integrity in the short term.

Approach to Identifying and Describing the Impacts

The St. Anthony Falls Historic District was designated in 1971, early in the history of the National Register of Historic Places program. The boundaries for the district seem to have been based more on the thematic concept of the history of the St. Anthony Falls area than on the location, nature, and integrity of historic and archaeological resources. The designation was not accompanied with an explanation of the rationale employed in setting these boundaries. A study of the district completed in 1992 was undertaken, in part, due to the shortcomings of the original district nomination. This work included a review of the district's boundaries and the preparation of a coherent theme and statement of significance recognizing the St. Anthony Falls Waterpower Area as a thematic component of the larger district.

This history and this situation indicate the project is not typical infill construction in a historic district, a project surrounded by contributing historic properties. Most new construction projects in historic districts are infill projects that do not differ significantly in scale from the buildings in the district because they occupy properties similar in size to those of the surrounding historic properties. Surrounding contributing properties in historic districts, which establish the historic scale, siting, and massing characteristics can be used as the basis for assessing compatibility of the new construction, When the scale of a redevelopment project in a historic district is very large, the evaluation of its appropriateness becomes much more difficult. The larger the redevelopment site, the harder it becomes to erect new buildings that are both compatible in scale and massing with historic properties and are viable to develop.

The evaluation of the Pillsbury A Mill Complex project incorporates many of these difficulties. In some cases, the size of a redevelopment parcel in a historic district makes it nearly impossible to propose new construction that is economically feasible and compatible in scale with nearby historic properties. This may be the case for the Pillsbury A Mill Complex project. The current proposal for large-scale residential buildings and density in new construction makes use of parcels that are available for redevelopment because they are non-contributing resources in a historic district. This work is linked to a challenging and large-scale rehabilitation project of industrial buildings and a National Historic Landmark, the Pillsbury A Mill.

For these same reasons, it is difficult to assess the impact that the "No Build" alternative would have on the character of the historic district. It would be erroneous to assume that there would be no change in the project area during the next few years since the project parcel is large, is located in a portion of the city experiencing other development, and is likely to be included in another project, if this one does not go forward. Any project in this area would have effects on the character of the historic district.

Direct Impacts on the Historic Resources

The conceptual plans for Alternatives One through Four call for the introduction of six new buildings. The following buildings and resources would be retained and rehabilitated:

1. The Pillsbury A Mill, a National Historic Landmark (NHL), would be rehabilitated for residential and commercial use.
2. The Red Tile Elevator would be retained; the head house would be rehabilitated for residential units, though no use has been developed for the block of storage bins. The "Pillsbury's Best Flour" sign on top of the Red Tile Elevator would be preserved.

3. The South A Mill, Cleaning House, and Warehouse No. 1 complex of buildings would be retained and rehabilitated.
4. The Machine Shop would be retained and rehabilitated for retail and commercial uses.
5. Warehouse No. 2 would be retained and rehabilitated for residential use.
6. The Great Northern Railway spur would be reinstalled after construction is complete and the associated train shed would be reconstructed.
7. Many smaller historical components of the property, including the loading platform that fronts Warehouse No. 1, the water tank on the South A Mill, and traveling cranes would be retained and rehabilitated.

Each of the Alternatives assumes the demolition of the Concrete Elevator and the two conveyor bridges that connect it to the Red Tile Elevator.

Minneapolis Heritage Preservation Commission Guidelines

The Minneapolis HPC reviews projects in this historic district under the provisions of the Minnesota Historic District Act and City Ordinance. The Minneapolis HPC issues Certificates of Appropriateness for projects it approves and has the responsibility to review the impacts of the proposed project on cultural resources. To provide guidelines and standards for this review and decision on appropriateness, the Minneapolis HPC adopted the St. Anthony Falls Historic District Guidelines in June 1980. In addition to supporting the stated purpose of the preservation, protection and perpetuation of the historic district, the regulations set policy directions for future land use within the district. The guidelines were intended to:

- preserve the memory of past events;
- encourage sympathetic new development;
- encourage and enable access to the river; and
- foster along the riverfront and adjacent areas a viable community geared to the pedestrian (Minneapolis HPC 1980).

The St. Anthony Falls Historic District Guidelines also provide a framework under which the HPC would evaluate proposals for new construction and the rehabilitation of existing buildings and structures within the historic district. The St. Anthony Falls Historic District was divided into 11 areas, and guidelines were tailored to the various types of historic resources in each sub area. The guidelines mandate that infill construction be visually compatible with historic structures in the sub-area with regard to a number of design elements. The HPC guidelines for the East Bank Milling Area occupied by the Pillsbury A Mill Complex are as follows:

H. Left (East) Bank Milling

This area is bounded by Central Avenue, University Avenue and Sixth Avenue Southeast, excluding the block bounded by University Avenue, Sixth Avenue Southeast, Second Street Southeast, and Fifth Avenue Southeast.

1. Siting: New buildings shall be constructed with principal elevations in line with the facades of existing buildings. New construction shall continue to form a visual wall along the street.

2. Height: New buildings to be no higher than that of existing silo-mills in the area.

3. Rhythm of Projections: There shall be no major projections on the principal facades, since there is no consistent pattern of projections of the existing buildings.

4. Directional Emphasis: The existing buildings have both vertical window bays and horizontal belt courses, resulting in a non-directional emphasis. Therefore, new construction also shall have no strong directional emphasis.

5. Materials: The exterior surface of new buildings shall be constructed of brick, stone or concrete.

6. Nature of Openings: Openings should appear in a consistent and repeated pattern across the principal facades. Window openings should be approximately 2-1/2 to 3 times as tall as they are wide. Doors and windows should be set toward the front of the openings but should not be flush with the masonry surface. “Storefront” construction may be used on the first floor.

7. Roof Shapes: New buildings should have flat or nearly flat roofs.

8. Details: New buildings should have some emphasis given to the upper termination of the building. Where other surface treatment is used, it should reflect details from other buildings.

Color: The primary surfaces of new buildings should be deep red or buff, similar to the existing unpainted buildings. Trim should be subdued earth tones or flat black.

These guidelines apply to all new construction and rehabilitation projects in the East Bank Milling Area. Most of the guidelines address specific design elements that have not been developed such as materials, directional emphasis, openings and projections, roof shapes, and details, at this point in the process. Two of the guidelines, those pertaining to siting and height, can be productively discussed at this stage of the project. They are:

1. Siting: New buildings will be constructed with principal elevations in line with the façades of existing buildings. New construction shall continue to form a visual wall along the street.

Most of the buildings proposed for the Pillsbury A Mill Complex project provide an extension of the street wall at their lower levels. Buildings B and C, which are wrapped with townhouses, would be set back slightly from the building line and consequently do not meet this guideline. This slight set-back accommodates the functional aspects of the residential building.

2. Height: New Buildings to be no higher than that of existing silo-mills in the area.

The top of the Red Tile Elevator (see Figure 3) is 189 feet above Main Street SE. It is the tallest of the "silo-mills," see Figure 6. The HPC has not made a determination of which of the silo-mills will be used to determine consistency with this standard. Alternatives Two and Four were created on the assumption the elevation of the Red Tile Elevator would be used as the standard for maximum height.

Alternatives 1 and 3 propose buildings taller than any interpretation of the height cap set by the HPC Guidelines. Alternative 2 indicates how the same number of residential units could be accommodated in buildings that do not exceed the height of the Red Tile Elevator. In this alterative height and variety in massing are exchanged for a more solid wall-like form of buildings. Alternative 4 illustrates the effect of reducing both the height of the residential towers and the number of units from Alternatives 1, 2 and 3.

The Secretary of the Interior's Standards

The U. S. Department of the Interior developed the Secretary of Interior's Standards for Rehabilitation in 1978. These standards are part of the more encompassing Secretary of the Interior's Standards for the Treatment of Historic Properties. The National Park Service (NPS) used the standards initially to evaluate applications for the Historic Preservation Fund grand-in-aid program and Tax Act projects; many states and municipalities have adopted them to guide the evaluation of project proposals. The standards are intended to apply to a wide variety of resource types, historic districts as well as buildings, sites, structures and objects. The standards, revised in 1992, were codified as 36 CFR Part 68 in the July 12, 1995 Federal Register (NPS 2004a). These standards are directly applied to the review of a project when Federal funding assistance is requested and provided. At this time, this assistance is not being sought for this proposal.

The "Secretary of Interior's Standards for Rehabilitation" provides ten broad principles that have provided direction for work on historic resources for many years. Only some of these principles are pertinent for projects being assessed at the conceptual stage, as is usual for an EIS. The more specific "Guidelines for Preserving, Rehabilitating, Restoring and Reconstructing Historic Buildings" include a section on "Setting" that pertains to historic districts and neighborhoods and is pertinent to this project located in a NRHP historic district. The following standards and guidelines (in italics) were selected for discussion due to their relevance to the project. A summary of the discussion of each alternative with these guidelines follows. (See Exhibit E for the complete analysis.)

The Guidelines recommend a property shall be used for its historic purpose or be placed in a new use that requires minimal change to the defining characteristics of the building and its site and environment.

Each Alternative proposes the same new uses for the project property—residential occupancy and some related commercial and retail functions. Many former industrial properties have been rehabilitated for commercial/residential mixed use. Those that retain the character-defining features of buildings and historic districts in which they are located meet this standard regarding a new use. The proposed new use of the rehabilitated historic buildings per se would not alter significantly the defining characteristics of those buildings.

The Guidelines recommend identifying, retaining, and preserving building and landscape features that are important in defining the overall historic character of the district or neighborhood. Such features can include roads and streets, furnishings such as lights or benches, vegetation, gardens and yards, adjacent open space such as fields, parks, commons, or woodlands, and important views or visual relationships. Removing or radically changing these features of the setting that define historic character should be avoided.

The Guidelines recommend retaining the historic relationship between buildings, and streetscape and landscape features such as a town square comprised of row houses and stores surrounding a communal park or open space. Destroying or significantly altering such relationships through widening existing streets, changing landscape materials, or constructing inappropriately located new streets or parking should be avoided.

Neither of the Alternatives proposes to alter the historic street pattern, include buildings that would be erected on the river side of Main Street SE, or impact the "riverfront" quality of the area between the Mississippi River and Main Street SE in the East Bank Milling Area. The vacated portion of 5th Avenue SE between Main Street SE and 2nd Street SE, which became part of the Pillsbury A Mill complex, would be restored as a street—either a private street with public access or returned to the city as a public street. The image of the rail corridor would be preserved, though could be partially enclosed. Two other aspects of the project would alter the character of the East Bank Milling Area: the demolition of the Concrete Elevator and the new construction proposed as part of the project.

The Guidelines recommend designing required new parking so that it is as unobtrusive as possible, i.e., on side streets or at the rear of buildings. "Shared" parking should also be planned so that several businesses can utilize one parking area as opposed to introducing random, multiple lots. Parking should not be placed directly adjacent to historic buildings in locations that would affect historic landscape features.

Each of the Alternatives meets this guideline since the project would provide shared parking in as unobtrusive manner as possible.

The Guidelines recommend the historic character of a property shall be retained and preserved. The removal of historic materials or alteration of features and spaces that characterize a property shall be avoided.

The Guidelines recommend protecting and maintaining historic building materials and plant features through appropriate treatments. The Guidelines recommend repairing features of the building and landscape by reinforcing historic materials and replacement in kind deteriorated or missing parts of features when there are surviving prototypes. The Guidelines also recommend replacing in kind an entire feature of the building or landscape that is too deteriorated to repair—when the overall form and detailing are still evident—using the physical evidence as a model to guide the new work. If using the same kind of material is not technically or economically feasible, then a compatible substitute material may be considered.

All of the Alternatives provide for the retention of eight of the nine historic resources on the Pillsbury A Mill complex property, seven buildings and the one main railroad spur into the train shed. The protection of the historical resources of the Pillsbury A Mill complex has been

included in the conceptual development of the project. However, one large contributing structure, the Concrete Elevator, would be demolished.

Figure 12 Pillsbury A Mill Complex from 5th Avenue

At the present conceptual stage of project design it is impossible to assess whether the rehabilitation projects would preserve the historic character of the buildings as changes are made for new uses. The Minneapolis HPC will review the design proposals for plans for the rehabilitation of the buildings, and assure that the projects will reflect good historic preservation practice.

The Guidelines recommend new additions, exterior alterations, or related new construction shall not destroy historic materials that characterize the property. The new work shall be differentiated from the old and shall be compatible with the massing, size, scale, and architectural features to protect the historic integrity of the property and its environment.

This standard identifies three elements for consideration:

1. *The avoidance of the loss of historic character-defining features.* The proposed demolition of the Concrete Elevator and construction of two new buildings on its site does not meet this portion of the standard.
2. *The differentiation of new construction from historical buildings.* The conceptual plans for Alternatives 1 through 4 do not indicate that there is any attempt to replicate historic buildings or in any other way indicate that the new buildings would not clearly appear to be modern construction. These plans are consistent with the standard.
3. *The compatibility of the new construction in massing, size, scale, and architectural features.* The massing, size, and scale of Buildings B and C are compatible with the historic buildings in the Pillsbury A Mill complex. The proposed new construction along Main Street SE is more problematic. This new construction will be read in the landscape

as two clusters of buildings and consequently should be compared to the clustered buildings in the Pillsbury A Mill complex, as well as to individual buildings.

Massing: The proposed new construction along Main Street SE would read in the streetscape as two large complexes that combine townhouses along the street fronts, elevated landscaped plazas, mid-rise blocks, and high-rise towers. While this new construction would be different from the buildings and irregular massing evident in the Pillsbury A Mill complex, the combination of low townhouses and taller towers would have a complementary, not differentiated, relationship with the massing of the historic industrial complex. This pattern of massing for the new construction is similar enough to that of the historic buildings to be considered incompatible.

Size and Scale: Some of the proposed new construction on Main Street SE would introduce an increase in size and scale of buildings, both in footprint and height. The compatibility of the size of the new buildings can be considered both individually and grouped in complexes. In Alternatives 1 through 4, the complexes of paired buildings, D-E, and F-G, would have combined footprints and frontage on Main Street SE comparable to that of the A Mill, Cleaning House, South A Mill, Warehouse No. 1 and Red Tile Elevator complex of joined buildings. However, when considered individually, the new buildings would be perceived as larger than the historic buildings. The larger portion of both the D-E and F-G complexes would be considerably larger than any of the historic buildings, except for the Concrete Elevator, which is proposed for demolition. While the footprints of Buildings B and C are somewhat larger than the historic buildings, they can be considered compatible. The even larger footprints of the Buildings E and G move out of the range of compatibility and introduce a new, incompatible size.

The height of the proposed new construction is also a component of its size, though this standard does not make specific comments about the height of new buildings with regards to nearby historic resources.

The evaluation of the size of the new construction for the project, as represented by building complexes D-E and F-G in Alternatives 1 through 4, must also consider the amount of new construction along Main Street SE in comparison to the historic Pillsbury A Mill complex. As perceived in views of the project area, approximately two-thirds of the Main Street frontage will be new construction. The project's new construction on Main Street SE would have an overall size and scale incompatible with the historic Pillsbury A Mill industrial complex and would be an intrusive presence for that resource and the East Bank Milling Area.

Compatibility in Architectural Design. The compatibility of architectural features cannot be competently assessed in an EIS with the project alternatives are in their present conceptual form. The Minneapolis HPC Design Guidelines for the East Bank Milling Area address how the design of new buildings can be compatible with the historic character of the historic district.

The Guidelines recommend removing non-significant buildings, additions, or streetscape and landscape features, which detract from the historic character of the district or the neighborhood.

The demolition of non-contributing buildings and modern additions to historic buildings, within the Complex as proposed in Alternatives 1 through 4 would meet the intention of this Guideline. However, neither of the buildings slated for demolition detracts from the historic character of the Pillsbury A Mill complex or the historic district. The removal of these buildings would be followed by the construction of two large buildings where Warehouse No. 3 and the

hydro-processing building stand. The No Build alternative assumes that the non-contributing buildings would remain standing.

Significant archeological resources affected by a project shall be protected and preserved. If such resources must be disturbed, mitigation measures shall be undertaken.

A recent archaeological assessment of the Pillsbury A Mill complex project site identified one area with the potential for containing significant and intact post-contact archaeological resources, the location of a former commercial complex known as Spooner's Row. An archaeological investigation and mitigation of post-contact archaeological resources associated with Spooner's Row has been recommended.

The conceptual design of the Pillsbury A Mill complex project, as presented in Alternatives 1 through 4, has components that meet the intent of several of the Secretary of Interior's Standards for Rehabilitation and guidelines for work within a NRHP historic district, as well as elements that do not meet the standards. The intended rehabilitation of the Pillsbury A Mill and the retention and rehabilitation of one of the two grain elevators on the property, the Red Tile Elevator, are aspects of the project that meet the standards and also mitigate to some extent some of the other aspects of the project. The rehabilitation of five other buildings and the main railroad spur are additional components of the project that meet the Standards. The project handles the parking issue well and meets the guideline for additional parking in a historic district. Buildings B and C are compatible in scale and massing with the historic buildings in the project area. Two non-contributing buildings would be demolished. The new construction would replace non-contributing buildings identified as the "Former Manildra Milling" building and the "Annex Building" (see Figure 5), and would be placed on presently vacant areas where no historic buildings stand. The project would not impact the historic relationships between buildings and streetscapes in the East Bank Milling Area, except in the area of new construction. Archaeological resources could be properly addressed.

The demolition of the Concrete Elevator, a contributing property in the East Bank Milling Area and a component of the significant Pillsbury A Mill complex, is a proposed action that would not meet the standards.

The project's new construction would introduce increased building size and scale. These attributes and the extent of the new construction would combine to make the new buildings intrusive. None of the project alternatives would meet the standards for compatibility in new construction, in part because of the extent of area occupied now by non-contributing properties. The addition of two block fronts of new construction on Main Street SE would affect the character of an important streetscape within the East Bank Milling Area. The new construction would reduce the visual prominence of the Pillsbury A Mill complex but this may not have an adverse effect on the Pillsbury A Mill building. Moreover, it would stabilize and rehabilitate that important historic resource insuring its long-term preservation.

The No Build alternative would involve no demolition of historic buildings and no new construction at this time that would be incompatible with the historic industrial buildings on the property. However, that alternative does not insure the long-term preservation of the Pillsbury A Mill and its adaptive reuse. From a historic impact perspective, it should not be considered a more commendable alternative.

Visual Impacts on the Historic Resources

This analysis considers these outcomes:

1. The change of emphasis in the views, while obvious, from a historic resource standpoint, would constitute an adverse effect only if the historic buildings no longer appeared to be part of a historic district or to have relationships with other historic resources in the area. If that condition were only somewhat affected, the change in emphasis would not be considered a significant adverse effect; or
2. The change of emphasis in the views is obvious and significantly reduces the prominence of the historic buildings and the perception the historic buildings are part of a historic district. This change would be a significant adverse effect.

Visual effects on the historic resources are considered through the analysis of view sheds in the impacted area. The term view shed refers to everything visible from a particular vantage point. The concept of a view shed has been used in environmental assessment analysis to encompass natural and cultural elements, viewed from one or more vantage points that together have scenic, historic, and aesthetic value. The view sheds have varied elements and definitely have an urban quality. They present a diverse mix of historic and modern, natural and built components of the urban environment. The view sheds also provide a sense of the past, present, and evolving uses of the area. The St. Anthony Falls Waterpower Area of the larger historic district was identified as the appropriate area for analysis of visual effects, See Figure 1.

The critical view sheds in the Water Power Area are those of the East and West Bank Milling Areas, which face each other across the river. Both view sheds are visible from the opposite riverbank and the Stone Arch Bridge.

The East Bank Milling Area is visible from across the river, rising above the trees and buildings on Hennepin Island and the park-like bank of the Mississippi River. By far the most prominent component of this area is the Pillsbury A Mill complex. Both the A Mill and the adjacent Red Tile Elevator stand against the skyline. A significant portion of the Concrete Elevator is also visible from points directly across the river and to the south and southeast. The block along Main Street SE to the northwest of the Pillsbury A Mill complex is less visible for several reasons: the height of the buildings, the presence of Hennepin Island and its vegetation, and the Main Street Hydroelectric Station and its associated modern equipment. However, this block, with its smaller buildings and more varied appearance provides an important historic and visual context for the size and significance of the adjacent Pillsbury A Mill complex.

Views of the East Bank Milling Area are framed by the Winslow House residential tower rising adjacent to Central Avenue on the northwest end, the Red Tile Elevator and a portion of the Concrete Elevator visible behind the Red Tile Elevator, and the stacks of the University's Steam Plant. Southeast of the Pillsbury A Mill complex Concrete Elevator, the view lacks points of interest and trees obscure the new low-rise residential development adjacent to the East Bank Milling Area. From across the river, the view of the East Bank Milling Area has two strong visible components: the new construction of the Winslow House and the City of Minneapolis parking ramp adjacent to it, and the Pillsbury A Mill complex at the other end. From several vantage points on the Stone Arch Bridge, the historic and modern hydroelectric power resources on Hennepin Island are prominent foreground elements. The buildings of the East Bank Milling Area enclose the view shed beyond. Due to the level topography just beyond the East Bank Milling Area, the buildings and activity along the University Avenue corridor are not visible as a component of the view shed. The points of accessibility—through streets—are obscured from some vantage points. The view appears to have an organic quality and to represent change over time due to the visibility of both historic and modern buildings. Several types of uses for

buildings in the East Bank Milling Area can be perceived, a factor that adds to the complexity and dynamic quality of the views.

Although the former Twin City Rapid Transit Company Power House, a National Register of Historic Properties designated building, is located adjacent to the southeastern end of the Stone Arch Bridge, only its stacks are visible in views of or from the East Bank Milling Area at ground level.

The separate, but historically and thematically interconnected, view sheds of the East and West Bank Milling Areas are approximately balanced in terms of the dominance of historic resources and the sense of the modern city that surrounds them. Each Milling Area has a core historic component; that of the West Bank Milling Area that extends for approximately three blocks along the Mississippi River, while the Pillsbury A Mill complex is the corresponding core area on the East Side. These view sheds have an unusually close relationship and complete each other in the sense that from one milling area, the views across the river present virtually the rest of the St. Anthony Falls Milling District. A significant loss of historic properties in either Milling Area, or blocking of the historic milling resources in one of the view sheds, would constitute an adverse effect on that view shed, as well as on the entire Waterpower Area view shed.

The area of the Mississippi River under consideration has been part of the industrial development of Minneapolis since the late 1850s, when the first waterpower dam was constructed. The St. Anthony Falls area of the Mississippi River consists of a waterway broadened at the point of a reconstructed natural waterfall. Hennepin Island and Nicollet Island to the north are prominent features in the Waterpower Area. The banks of the river have been developed for water-powered industries, and this development extends up onto the low bluffs that flank the river. The City of Minneapolis' Mill Ruins Park emphasizes the modern recreational use of the riverfront in the Milling Areas, as well as its historic legacy. The riverfront is "greener" now than it was during the long period when industry flourished along its banks. The Mississippi River as an urban amenity and a place to live has replaced the Mississippi River as the site of transportation and industry.

Despite such subjective and changing perspectives, view sheds have certain characteristics that serve as a baseline condition when considering the impacts of a proposed project. These significant qualities are defined by a view shed's complexity, the dominance of various components, inherent qualities, and the perceived accessibility of the area viewed.

View sheds are altered in various ways, some of which seem to be organic changes that occur incrementally, or "naturally," over time as a building is torn down or replaced, or a change in use is accompanied by alterations. Other types of modifications change the critical components and qualities of a view shed. If focal points are blocked or reduced significantly in importance, the view shed is altered in a manner that seems transforming and perhaps "unnatural." The consideration of change in an urban view shed must also take into account the expectation for and acceptability of change in urban areas. The types of alterations that are most likely to have an adverse effect on the historic elements in a view shed are identified in the following Table 9 Summary of Visual Impacts.

Table 9. Summary of Visual Impacts

	Historic Building Visibility	**Emphasis**	**Scale**	**Perception of Change over Time**	**Perception of a Historic District**	**Perception of Accessibility**
Current View	Pillsbury complex buildings vary in visibility	Pillsbury complex conspicuous in the skyline; four prominent buildings	Pillsbury complex buildings stand out as the largest ones visible	Organic view with old and new elements; historic component pronounced	Appears as an old industrial area and riverfront park – perhaps a historic district	Questionable: it is not clear what is in the center of the Pillsbury complex or how to get there
	Change through Obstruction	**Change in Emphasis**	**Change in Scale**	**Perception of Change over Time**	**Change in Perception of a Historic District**	**Change in Perception of Accessibility**
All "Build" Alternatives	Warehouse No. 2 no longer visible	New buildings visible and compete for emphasis	Change of scale evident in both large footprints and height of new buildings	More new construction than old visible; early twenty-first century buildings dominate	Fewer historic buildings are visible; those visible not as prominent	Points of accessibility not obvious;
Alternative 2			Linked buildings have wall-like block fronts			Wall-like block fronts obscure accessibility, neighborhood beyond not visible
Alternative 3			Change of scale most evident in height of the tallest buildings.	Early twenty-first century buildings dominate with height, but not with width		
Alternative 4		New buildings visible, but do not always compete for emphasis	New buildings do not appear to have a larger scale	Early twenty-first century buildings do not dominate		

Assessing visual impacts, while subjective, need not be arbitrary. The analysis suggests the reviewer apply the following tests to determine the significance of the changes resulting from all the Alternatives and among the Alternatives:

1. Will the change result in the visibility of an important historic resource becoming blocked from an important viewpoint?
2. Will the change result in the emphasis of an important historic resource being altered from an important viewpoint? Will the prominence and scale of the historic resource be reduced? Will the contrast between the historic structures and the new construction be abrupt or incremental? Will the perception of the area as historic be significantly reduced?
3. Will the change result in the perceived accessibility to an important historic resource be reduced from an important viewpoint?

Obstruction of Visibility

The blocking of a significant historical resource or a significant feature of such a property, from view from important vantage points would constitute an adverse effect on a view shed. Change in the visibility of historic buildings in the view is the critical issue.

The Pillsbury A Mill and adjacent historic buildings would not be obstructed by the new construction and would remain visible once the proposed projects were completed. All the alternatives of the Pillsbury A Mill Complex project would block the view of the Pillsbury Warehouse No. 2, which is not a prominent component of the current view. All the "build" alternatives of the project would obstruct the view of the Concrete Elevator, if it were to be left standing. Neither The Phoenix project nor the 520 and 521 2nd Street SE project would block the visibility of any historic buildings in the views studied. All of the Pillsbury A Mill Complex project "build" alternatives would have the same impact on the visibility of historic buildings in the Pillsbury A Mill complex.

The location of the new construction in relation to the historic buildings is a critical component of the project. The Pillsbury A Mill and other buildings in the complex that are currently visible from across the Mississippi River would remain so, except for the Concrete Elevator. All of the alternatives would obstruct the view of the Warehouse No. 2, which due to its low height is not a prominent building in current views. The presence or absence of the Concrete Elevator would not be very apparent in the views of the East Bank Milling Area studied. The proposed new construction of any of the alternatives would obstruct the view of the Concrete Elevator if it were to be retained

Change in Emphasis

Visible new elements per se would not constitute an adverse effect. However, the number of and/or scale of new elements introduced into a view shed can shift the emphasis and the new components can assume prominence to the point that historic resources no longer seem to be important visual reference points and/or to have significance in the view. The addition of a second focal point in a view shed would not necessarily be an adverse effect. It would depend on the relative prominence of the old and new points of interest as well as the possibility of the new element to become a "natural" component of the view. The insertion of an anomaly or incompatible elements that becomes an unintended focal point or a distraction from long-standing significant components of a view shed would have a greater potential for constituting an adverse effect. Changes to views in urban areas occur rather frequently and would not constitute an adverse effect per se on a view shed with historic resources. If the scope of the change was significant, or if the combined additive effect of changes of these types became a dominant characteristic of the view shed, adverse effects might result. Critical types of changes in emphasis include the following:

1. A change in prominence of historic buildings;
2. A change in the scale of the most visible elements;
3. A change in the perception of change over time; and
4. A change in the perception of a historic district.

The Phoenix project and all of the "build" alternatives of the Pillsbury A Mill Complex project would introduce a change in emphasis on the views studied. Most of the Pillsbury A Mill complex would remain visible, but it would not be as prominent a component of the views as it currently is. The two block fronts of new construction along Main Street SE would comprise a somewhat larger feature in the views than the historic buildings. But because the new construction is adjacent to, and not placed between historic buildings on the Main Street SE block front, it would appear to be the next component in the landscape, rather than to be part of the Pillsbury A Mill Complex and the East Bank Milling Area. The change in emphasis is not accompanied by an anomaly or unintended focal point that would be a visual distraction. The

effect would be more the introduction of a second focal point than a total shift in emphasis. The scale of the most visible elements in the view (the new construction) would be greater than that of the historic buildings and add to the shift of emphasis.

The proposed projects would very noticeably change the emphasis in all studied views of the East Bank Milling Area. The perception of the East Bank Milling Area as part of a historic district and how change has occurred over time could be reduced. Fewer historic buildings would be visible (with the Concrete Elevator demolished or blocked from view and the Warehouse No. 2 obstructed) and the presence of new construction would reduce somewhat the distinctiveness and prominence of the historic buildings in the East Bank Milling Area. The current view of the East Bank Milling Area has an organic quality provided by gradual change over time. The project would reduce that quality somewhat once the early twenty-first century buildings would predominate in the view.

Perceived Accessibility of the Mississippi River Bank

Ordinarily, changes in a view shed that alter the perceived accessibility of significant historic resources would not be construed to constitute an adverse effect. However, the mandate for public accessibility of the Mississippi River banks requires that this characteristic of a view shed be addressed in this analysis. A perceived reduction of the accessibility of Main Street SE and the riverbank area between that street and the river in could constitute an adverse effect.

Neither of the Alternatives would alter significantly the perceived accessibility of the Mississippi River banks in the East Bank Milling Area. The presence of the completed projects, including all of the "build" alternatives for the Pillsbury A Mill Complex project, would introduce a minor change in the perception of the public accessibility of the Mississippi River bank from northeast of Main Street SE. The large size of the Pillsbury A Mill complex and the close placement of buildings within that property have the effect of making the routes of accessibility to the riverbank unclear at the current time. In views of the area from across the river, it is not evident how to move through the Pillsbury complex or into the neighborhood beyond. The proposed new construction would not alter significantly that situation. The points of accessibility would remain unidentified; the neighborhood beyond would be somewhat less visible. Alternative 2 of the Pillsbury 'A" Mill Complex project, with wall-like block fronts, would affect the perception of accessibility more than the other alternatives.

The three projects currently proposed for the East Bank Milling Area, redevelopment of the Pillsbury A Mill Complex, the 520/521 2nd Street SE project to the extent it is visible in the context of the A Mill redevelopment, and the Phoenix, would have an impact on the views of, from, and within the area. The visual effects of the projects include the following:

1. The projects would not obstruct views of the NHL Pillsbury A Mill, the South A Mill, or the Red Tile Elevator, or three of the four other buildings in the Pillsbury A Mill complex that are currently prominent in views of the property.
2. The Concrete Elevator would be obstructed by new construction in views of the East Bank Milling Area from the West Bank Milling Area and consequently its presence or absence could not be determined in those views
3. The projects would not alter significantly the perceived accessibility of the Mississippi River banks in the vicinity of the project.
4. The projects would not alter significantly views of the Mississippi River Corridor at ground level from the University Avenue area.

The following visual effects have more of an impact on historic resources and the issues raised in the scoping for visual effects:

1. The projects would block the view of the Pillsbury Warehouse No. 2, which is a less prominent component of the current view.
2. The projects would introduce a very noticeable change in emphasis in views of the East Bank Milling Area by adding a second focal point, the new construction.
3. The projects would affect somewhat the perception of the East Bank Milling Area as a part of a historic district and the perception of change over time in views of the area from across the Mississippi River.
4. The projects would alter views at ground level within the East Bank Milling Area along 2nd Street SE and Main Street SE, facing southeast.

One other effect on the view sheds should be noted, even though it was not part of the previous analysis. The projects will offer many more vantage points that would make the view shed of the West Bank Milling Area much more visible from the East Bank Milling Area across the river.

If it is perceived the change of emphasis in the views would constitute a major effect on the view, but not an adverse effect, then a redevelopment similar in height to Alternatives One and Three are appropriate. This conclusion considers obstruction the most important type of change. Because new construction would not obstruct views of the Pillsbury A Mill and most of the other historic buildings, the less important changes to emphasis and dominance, perception of organic change over time, and reduced presence of a historic district would not be sufficient to constitute an adverse effect. These types of changes to views often occur in urban areas, including those with historic resources.

If it is perceived the proposed projects would have an adverse visual effect due to the cumulative impact of the changes, then a redevelopment similar in height to Alternatives Two and Four are appropriate. The shift of emphasis in the views would be very obvious. Although the historic buildings would remain visible, their prominence would be reduced significantly, and their association with a historic district would be tenuous as twenty-first century buildings larger in scale would dominate the view.

Cumulative Impacts on the Historic Resource

The introduction of additional residential properties in a former industrial area, such as the St. Anthony Falls Historic District, will have an additive cumulative effect. The Pillsbury A Mill Complex, The Phoenix, and the 520 and 521 2nd Street SE projects, propose to transform most of the parcels that could be considered as “available” for redevelopment within the portion of the St. Anthony Falls Historic District on the east bank of the Mississippi River. Once completed, the area will have a different feeling, as well as a change in primary land use. The larger area surrounding this portion of the historic district is likely to be redeveloped with high-density housing. Consequently, the setting of the historic milling and industrial buildings on the east bank of the Mississippi River will be altered during the foreseeable future with additional housing development.

The issue that will be before the City as it considers its approvals for the redevelopment of the Complex is whether this type of additive change in land use would constitute simply an effect, or, an adverse effect. The proposed new construction within the St. Anthony Falls Historic District includes buildings that are considered to be compatible, incompatible, and intrusive. The additional conversion of properties to high-density residential use outside the boundaries of the

St. Anthony Falls Historic District would increase the perception of the area as a new residential area, an effect identified in the visual effects analysis. The boundary of an urban historic district, however, is generally considered to function as a marker for different expectations for the extent and type of changes to the physical environment. However, the presence of high-density development both within the historic district boundaries, and surrounding the district, would blur the perception of the boundaries of the historic district and affect the perception and prominence of the historic district.

The analysis of cumulative effects is based on the principles and methodology presented in a National Environmental Policy Act (NEPA) publication, Considering Cumulative Effects under the National Environmental Policy Act (Council on Environmental Quality [CEQ] 1997). A Federal Highways Administration document, Questions and Answers Regarding the Consideration of Indirect and Cumulative Impacts in the NEAP Process (Federal Highway Administration [HAW] 2003) was also consulted,

The baseline condition of the East Bank Milling Area for cumulative effects analysis on the historic resource is its character at the time the district was listed in the National Register of Historic Places (NRHP) in 1971. To permit designation, at that time there was an appropriate ratio between contributing and non-contributing properties in the East Bank Milling Area. The most apparent and quantifiable depiction of the baseline condition of the East Bank Milling Area is demonstrated by the ratio of contributing and non-contributing properties by land area. The contributing properties comprised approximately two-thirds of the land area of the East Bank Milling Area in 1971. About three-fifths of the Main Street SE street front was lined with contributing properties at that time. The redevelopment of the Pillsbury A Mill Complex by any of the Alternatives will change the ratio between contributing and non contributing properties in the East Bank Milling Area.

As mandated by the NRHP, all properties within a historic district are categorized as contributing or non-contributing. Contributing properties “add to the historic associations, historic architectural qualities, or archaeological values” (National Park Service 1997a: 16) of a district. The criteria for contributing buildings and structures are usually established by a period of significance and ability of the property to express the documented significance of the district, as well as integrity. Non-contributing properties do not express the significance of the historic district because they were not present during its period of significance, do not relate to the significant aspect of the district, or have poor integrity.

The careful study of a historic district reveals that there are usually four types of non-contributing properties, based on how such properties affect the integrity of a district. Many properties are non-contributing but have a neutral effect on the integrity of the historic district. One neutral property type is those properties built before and after the period of significance or those not related to the historical significance of the historic district. Another category of neutral, non-contributing properties are infill properties that meet the Secretary of Interior’s Standards for new construction and/or meet specific historic district design guidelines. These properties have massing, scale, materials, fenestration, and other characteristics that make them compatible with the contributing properties and overall setting of the historic district. A third type of non-contributing property does not meet the Secretary of Interior’s Standards for new construction and/or meet specific historic district design guidelines. These properties are incompatible in height, massing, scale, materials and siting and diminish the integrity of the historic district. The fourth type is properties that are not only incompatible, but also have a significantly different

physical form than the contributing properties in the district, often due to height and size. This property type is considered to be intrusive.

Four questions are suggested to the reviewer to determine if the East Bank Milling Area portion of the St. Anthony Falls Historic District is near, at, or beyond any tipping point, and whether the redevelopments proposed in the area will significantly alter the balance and historic integrity of the area:

1. Would the balance between contributing and non-contributing properties be altered significantly?
   Response: The proportions of these two broad categories of properties in the East Bank Milling Area would be altered considerably and additional intrusive properties would appear. This portion of the district would continue to feature a National Historic Landmark and complement of contributing resources, the Pillsbury A Mill and associated buildings and structures. These resources would continue to convey the historic condition of waterpower use and flour milling and have relationships with the waterpower resources southwest of Main Street SE. While the presence of these properties would temper the overall effect of the changes, the cumulative effects still seem to be adverse.
2. Would the scale of the proposed new construction buildings make a difference in the cumulative effects that the proposed projects would have on the East Bank Milling Area?
   Response: The scale, and hence the compatibility of proposed new construction, matters in the assessment of cumulative effects. When the scale of new construction causes more of a historic district to be not only non-contributing, but also intrusive, the integrity of the historic district is affected.
3. Would the East Bank Milling Area retain sufficient integrity to remain within the St. Anthony Falls Historic District?
   Response: Would all of the proposed new construction in the East Bank Milling Area have an adverse cumulative effect on the integrity of the East Bank Milling Area? At the present time, contributing properties comprise less than one-third of the area of the East Bank Milling Area. When St. Anthony Falls Historic District was designated in 1971, contributing properties comprised 65 percent of the study area; the remaining 35 percent of the area consisted of non-contributing and neutral properties. By 2004, the Area experienced a loss in both of these categories of properties due to the demolition of one historic building and the construction of the Winslow House residential tower and the demolition of the Pillsbury warehouse on the East Block. The Winslow House, considered incompatible due to its scale and visibility, represents 10 percent of the study area to 25 percent contributing properties in 2004. Redevelopment of the A Mill Complex will reduce the proportion of contributing properties measured by land area to 20 percent in 2012.

   A review of this analysis by staff of the Minnesota Historical Society resulted in their request that only the Waterpower Area within the East Bank Milling Area (see Figure 1 on page 7) be used in the analysis. A new assessment of cumulative effects in an area that is more closely aligned with Water Power Area boundaries was undertaken. This study area extends from 2nd Street SE to the southwest side of Hennepin Island in the Mississippi River, from Central Avenue to 6th Avenue SE, in order to include the East Block of the Pillsbury A Mill Complex project and the 520 and 521 2nd Street SE project. The area on the Mississippi River side of Main Street SE was not included in

these calculations for two reasons. The character of the area has been essentially unaltered since 1971 and little change is projected to take place in the foreseeable future. A similar methodology was used and the comparison of the relative amounts of contributing and of non-contributing properties at the time of designation, currently, and as projected in 2012 was determined. The ratios of contributing to non-contributing properties in this five-block Water Power Area in 1971, 2004, and as projected for 2012 are on the order of 65 percent in 1971, 60 percent in 2004, and 40 percent contributing properties by land area in 2012,

4. Would the cumulative effects of the projects support the Minneapolis Heritage Preservation Commission (HPC) goals of preserving the memory of past events, encouraging sympathetic new development, encouraging and enabling access to the river, and fostering along the riverfront and adjacent areas a viable community geared to the pedestrian for the East Bank Milling Area?
   Response: While the HPC approves the demolition of contributing buildings under certain circumstances, the retention of all contributing buildings in a historic district is an overall goal. The proposed redevelopment of the Pillsbury A Mill Complex would preserve the memory of past events by providing for the long-term preservation of significant historic resources, including a National Historic Landmark. It will also introduce new construction, elements of which will be considered intrusive. All of the Alternatives would bring more residents to the riverfront area and therefore increase access to the river corridor and nearby recreational amenities.

Potential Mitigation of Impact on the Historic Resource

1. Security and priority for rehabilitation:
   a. A security plan for the historic buildings and structures be developed by the owner for the period prior to redevelopment when the buildings and structures are unused and vacant, and this plan be voluntarily submitted by the owner for approval by the Minneapolis Heritage Preservation Commission or other body or agency after review and comment by the City's professional public safety officials.
   b. The true security of the historic buildings rests in beginning their renovation and in their reuse. Therefore, renovation of the National Historic Landmark Pillsbury A Mill and the beginning of renovation of all other historic properties be accomplished in the first phase of the redevelopment of the Pillsbury A Mill Complex.
2. Restoration and new construction:
   a. The developer should request the Minneapolis Heritage Preservation Commission use the “Secretary of Interior’s Standards for Rehabilitation” in addition to the Commission's adopted Guidelines in the Commission's review of the plan for redevelopment.
   b. An easement could be donated to the Preservation Alliance of Minnesota, which would ensure the preservation of the facade into perpetuity. A similar easement was granted for the Washburn A Mill.
   c. The rail spur corridor in its location in the center of the block, its straight alignment, with the reconstructed train shed and its termination at 3rd Avenue SE,

when reinstalled should be open to the sky west of 5th Avenue and maintained as an open space corridor in the block between 5th Avenue SE and 6th Avenue SE.

d. Any perceived impacts of height, scale and massing can be mitigated by approval of redevelopment for the site with less height, scale and massing during the City's development review and approval process.

3. Site Features:
   a. 5th Avenue SE would be kept open as a private street accessible to the public or turned back to the City as a public street
   b. A pedestrian walkway is incorporated into the site plan to provide a link through the site near the location of the vacated 4th Avenue SE.
   c. Parking should be located in underground garages screening parking and parking structures from view creating a more pleasing streetscape for pedestrians and eliminating the distinctive appearance of a parking deck from views of the East Bank Milling Area.
4. Concrete Elevators:
   a. The owners, required by the conditions of the demotion approval will thoroughly document the Concrete Elevator, at the HABS/HAER level. This documentation will add to the HABS level documentation prepared for the structure in 1987
   b. The original plans for the elevator will be preserved and be available to researchers.
5. Archaeological Resources:
   An archaeological investigation and mitigation of post-contact archaeological resources associated with Spooner's Row is recommended.

Mississippi River Corridor Critical Area Purpose and Guidelines

The activities, the residential and commercial uses, of each of the alternatives is consistent with the Critical Area guidelines and standards, either implements or does not effect many of the standards of the Critical Area Act, Designation of the Mississippi River Corridor Critical Area, and Executive Order 79-19, but each alternative is more than 35 ft. in height, and is therefore inconsistent with the Critical Area standards and guidelines for height of structures. The proposed height of each alternative is consistent with the height limitations in the Mississippi Critical Area Overlay District in the City's Zoning Code (Article VIII, 551.660 through 551.710) and the Height Limits proposed in the City's Draft Mississippi River Critical Area Plan, September, 2003 (page 46).

The area designated as the Mississippi River Corridor Critical Area in Minneapolis is generally bounded on the west side of the River, beginning at the north City limits by Lyndale Avenue south to 42nd Avenue, then 2nd Street through downtown to Cedar, then Riverside, and then including the area one block west of the West River Parkway. The Critical Area on the east side is generally bounded by Marshall to 5th Avenue NE, then University to Oak Street, then along Oak St to I-94. Within this area the City is committed to pursing the purposes of the Critical Area designation through its plans, regulations and investments. These purposes include:

to protect and preserve a unique and valuable state and regional resource for the benefit of the health, safety and welfare of the citizens for the state, region and nation, to prevent and mitigate irreversible damage to this state, region and national resource's o preserve and enhance its natural, aesthetic, cultural and historical value for the public use; to protect and preserve the river as an essential element in the national, state and regional transportation, sewer and water

and recreational systems; and to protect and preserve the biological and ecological functions of the corridor.

General guidelines for municipalities preparing the required plans and amendments to their regulations include assuring the Mississippi River Corridor shall be managed as a multiple-purpose resource by: Maintaining the river channel for transportation and providing and maintaining barging and fleeting areas in appropriate locations consistent with the character of the river and riverfront, Conserving the scenic, environmental, recreational, mineral, economic, cultural, and historic resources and functions of the river corridor, providing for the continuation and the development of a variety of urban uses, including industrial and commercial uses, and residential, where appropriate, within the river corridor and utilizing certain reaches of the river as a source of water supply and as a receiving stream for property treated sewage and industrial waste effluents.

In order to manage the river corridor consistent with its natural characteristics and its existing development, four Districts were established and the following guidelines were provided for each district:

a. Rural Open Space district: The lands and waters within this district shall be used and developed to preserve their open, scenic and natural characteristics and ecological and economic functions. Presently undeveloped islands shall be maintained in their existing natural state. The transportation function of the river shall be maintained and preserved.
b. Urban Diversified district: The lands and waters within this district shall be used and developed to maintain the present diversity of commercial, industrial, residential, and public uses of the lands, including the existing transportation use of the river; to protect historic sites and areas, natural scenic and environmental resources; and to expand public access to and enjoyment of the river. New commercial, industrial, residential, and other uses may be permitted if they are compatible with these goals.
c. Urban Developed district: The lands and waters within this district shall be maintained largely as residential areas. The expansion of existing and development of new industrial, commercial and other non-residential or non-recreational uses shall be limited to preserve and enhance the residential character of this district.
d. Urban Open Space district: The lands and waters within this district shall be managed to conserve and protect the existing and potential recreational, scenic, natural, and historic resources and uses within this district for the use and enjoyment of the surrounding region. Open space shall be provided in the open river valley lands for public use and the protection of unique natural and scenic resources. The existing transportation role of the river in this district shall be protected.

In Minneapolis the area of the Corridor north of 48th Avenue N. was designated as an “Urban Developed” district. The area from 48th Avenue N. to Franklin Avenue was designated as an “Urban Diversified” district. The area south of Franklin Avenue is designated as an “Urban Open Space district.

The standards and guidelines support a pastoral role image of the River, and also require cities and counties to adopt regulations and programs to provide for the protection of and provisions for protecting bluffs greater than 18% in slope and conditions for development of slopes of 12% to 18%; to minimize runoff and improve the quality of the runoff that does occur; minimize site alternation; control erosion; structure setbacks to maintain and protect the natural state of riverbanks and bluffs; minimize interference with view to and from the River; maximize the creation and maintenance of open space to increase the recreational potential of the Corridor;

standards for new transportation facilities and utilities; capital improve programs consistent with and implementing the standards and guidelines of the Corridor, and, imposing a 35 ft. height limit on all structures in the Corridor outside the downtowns of Minneapolis and St. Paul. The "Appendix to Question 14" in the Pillsbury A Mill Complex EAW contained memos from DNR staff providing their interpretations of how this height restriction should be interpreted and how the standards and guidelines will be implemented. The DNR staff has accepted the Metropolitan Council's definition of downtown Minneapolis as the area on the west side of the River between Plymouth Avenue to I 35W as an area where the Corridor height restrictions can be waived.

The City, in its Critical Area Overlay provisions waives height restrictions in the same downtown area on the west side of the River and extends the waiver of the Critical Area 35-foot height restriction to the east side of the River between First Avenue NE and Central Avenue NE. These regulations also apply the 35-foot restriction only in the area 300 ft. back from the River. No new construction is proposed within 300 ft. of the river. The general height restrictions, typically up to 56 ft., apply from that point to the boundary of the Corridor. And the height in any district, including the Critical Area Overlay District, can be increased by the Conditional Use Permit process with certain specified additional findings, see 551.710. Height of Structures. These same provisions are provided in the City's Draft Mississippi River Critical Area Plan. By the comments on the Draft provided by DNR staff dated October 19, 2004, the resolution of these approaches has not yet been accomplished and will continue to be discussed and be resolved prior to adoption of the City's Draft Mississippi River Critical Area Plan.

Mississippi National River and Recreation Area Comprehensive Management Plan

Each of the alternatives is generally consistent, and in some features implement, the Purposes of the Area and the Land Use and Protection Policies of the Mississippi National River and Recreation Area Comprehensive Management Plan May 22, 1995. Each of the alternatives (and the provisions of the City's Zoning Code) is compliant with the Plan's guidelines for the height:

> "Reduce visual impacts and protect views of the river and from the river and its shoreline areas by establishing maximum building heights for the bluff line and riverfront preservation areas:
>
> within 100 feet of the bluff line — 30 feet
> within 200 feet of river — 30 feet
> within 300 feet of river — 45 feet
>
> beyond the areas above — no restrictions except those in local zoning codes."

In Minneapolis the boundaries of the National River and Recreation area are conterminous with the Critical Area Designation. The City's Mississippi River Critical Area Plan will also serve as its National River and Recreation Area Plan. The National River and Recreation Area is administered by the National Park Service. The Comprehensive Management Plan describes the six purposes of the Recreation Area:

1. Preserve, enhance and interpret archeological, ethnographic and historic resources
2. Enhance opportunities for public outdoor recreation, education and scenic enjoyment.
3. Preserve, enhance and interpret natural resources
4. Provide for continued economic activity and development
5. Improve the public's understanding of the river and promote public stewardship of its resources

6. Recognize and strengthen people's relationships with the river as a dynamic part of our heritage, our quality of life and our legacy for the future.

The Plan provides Land Use and Protection Policies to accomplish its purposes. These policies include Riverfront Location, Corridor Wide Location and Site Development Policies.

The Riverfront Location Policies are as follows:

1. Give special emphasis to a relatively narrow zone of land along the river. This is because of its proximity to the river, its concentration of significant natural, cultural, and economic resources, its greater recreation use potential, and the potential for serious adverse effects if it is not properly managed. General criteria for compatible riverfront uses include: river-related (an economic or operational need for a river location or a connection to the river), meets or exceeds federal, state, or local environmental standards, cleans up polluted areas, removes blighting influences, provides high quality building and landscape design, compatible with the riverfront environment, compatible with surrounding uses (particularly the neighborhoods), sustains economic vitality of riverfront improvements, offers public access to and along the river provides visual open space, maintains views of the river, exceeds minimum landscaping requirements, retains or restores natural shoreline appearance, contributes to natural, cultural, or economic resource appreciation, protection, and enhancement. These are not listed in priority order. Although it is desirable to meet as many of these criteria as possible, uses do not have to meet all of them to make a positive contribution to the riverfront. Riverfront activities could include a wide variety of uses, such as park land, institutional, residential, transportation, commercial, and industrial development.
2. Develop incentives to encourage polluting industries that no longer rely on the river for transportation or other needs to relocate out of the riverfront area.
3. Convert inconsistent riverfront land uses that are causing adverse effects on the river corridor to consistent uses if the owners move away. If the land within 300 feet of the river meets criteria for open space, encourage owners to leave the space open; otherwise, appropriate private redevelopment should occur. Nothing in this plan will prevent owners of inconsistent land uses from selling or leasing their property for the same or similar land uses if consistent with local plans or ordinances.

The Corridor Wide Location Policies are:

1. Cluster new uses near similar ones or replace existing uses rather than develop isolated, unrelated sites that promote sprawl and reduce open space in the corridor. New land uses should be located in areas that are compatible with adjacent land uses. For instance, intense uses should be located in existing areas of intense use, rather than in undeveloped areas. This policy recognizes that some land uses, such as marinas, are exceptions and will not normally be clustered.
2. Emphasize residential and open space land uses in the upper river corridor (above the I-694 bridge at Fridley).
3. Encourage a greater variety of land use activities with additional open space in the lower river corridor (below the I-494 bridge at the city of South St. Paul).
4. Continue a wide variety of land uses in the middle portion of the corridor (between I-694 and I-494). Encourage high quality and sustainable open space, public plazas, historic landscapes, interpretive facilities, and residential, commercial, and industrial development in the corridor subject to location policies and local land use plan objectives.

5. Locate urban-density development where metropolitan and urban services are available or planned.
6. Comply with federal, state, and local requirements to avoid floodplain and wetland development. (Note that protecting these resources will be emphasized in implementing the state critical area program. Minnesota has a strong state law protecting wetlands. Federal agencies are required to protect these areas under existing presidential executive orders on floodplain and wetland management.)
7. Comply with federal, state, and local requirements to protect endangered, threatened, and rare species (including state-listed species) and their habitats.
8. Support the regional transportation planning process, including the intermodal transportation goals identified in Intermodal Surface Transportation Efficiency Act, especially the use of mass transportation and bicycle/pedestrian trail linkages. These plans include the Major River Crossing Study completed by Metropolitan Council.
9. Discourage development in areas containing significant wildlife habitat.

The Site Development Policies are as follows:

Except where specifically noted below, the following site development policies apply to the entire MNRRA corridor. Specific dimensions, such as setback and height limits, are illustrative and could be tailored by individual communities for local conditions (except if they are the same as minimum standards required by existing state programs).

1. Provide uninterrupted vegetated shorelines where practical along the Mississippi and its tributary streams and ravines to preserve a natural look from the river and the opposite shore and to provide connections to adjacent natural areas. Downtown areas will be identified in critical area plans and are a recognized exception to this policy. However, new developments should appear as natural as possible when viewed from the river using setbacks, landscape treatments, and vegetative screening, and shoreline restoration is encouraged in existing commercial and industrial areas.
2. Coordinate land development policies to protect natural resources using a system of preservation areas. Preserve a narrow zone along the shoreline (using the state definition for shoreline) with an undisturbed area 40 feet back from the river (ordinary high water mark) or restore natural vegetation where practical along the shoreline. When expanding existing uses located in this area, locate expansions as far back from the shoreline as practical and consistent with existing uses. Allow minimal disturbance (selective grading and tree removal) in an additional 60-foot setback adjacent to the shoreline area for a total shoreline preservation area setback of 100 feet.

   Prohibit land disturbance along the bluff face (slopes in excess of 12%). Development of underground space in these areas could be appropriate if the surface of the bluff face and top are mostly undisturbed and development is not visible from the river or shoreline area as observed from the opposite bank. Preserve the bluff impact area (40 feet back from the bluff line) in a natural state or restore natural vegetation in order to screen development. Provide additional setbacks in an additional 60-foot area (for structures over 30 feet tall outside downtown areas) for a total bluff preservation area of 100 feet from the bluff line. Reduce visual impacts and protect views of the river and from the river and its shoreline areas by establishing maximum building heights for the bluff line and riverfront preservation areas:

   within 100 feet of the bluff line — 30 feet

within 200 feet of river — 30 feet
within 300 feet of river — 45 feet
beyond the areas above — no restrictions except those in local zoning codes.

It is understood that building height limits will be set by local governments in their critical area plans and ordinances, and they will be higher in downtown areas. It is also understood that certain structures, such as railroad signal masts, could exceed these maximum building heights for reasons of safety. Architecturally significant institutional structures might also be considered for exemption from height restrictions.

3. Minimize the cumulative impacts on natural, cultural, and economic resources that result from many individual land development projects being implemented over time. Techniques will be developed to measure cumulative impacts and respond to significant undesirable effects.
4. Increase the effectiveness and reduce the inconsistency of development regulation enforcement in the corridor.
5. Coordinate the preparation and improvement of site development design guidelines and regulations to achieve the visions articulated in the plan.
6. Encourage shoreline area preservation and restoration. Preserve native vegetation, particularly remnant natural communities identified by the Minnesota County Biological Survey as significant, or encourage revegetation, use native and other compatible floodplain vegetation in redevelopment projects, develop a cooperative program for revegetating existing denuded areas along the shoreline, use extensive native vegetation, including native trees and shrubs, in the more formal landscape treatments appropriate in the downtown areas, support a comprehensive metropolitan area riverbank cleanup program, develop and improve design guidelines for shoreline areas, use native or natural-looking materials to stop bank erosion to the maximum extent possible; provide technical assistance on desired bank stabilization techniques
7. Provide pedestrian/bicycle paths to connect the river to the downtowns, neighborhood areas, and parks and open spaces.
8. Protect views as seen from designated overlooks in the corridor. Develop new overlooks at strategic locations offering significant views of the river corridor.
9. Remove vacant, non-historic structures that are not needed for consistent uses.
10. Rehabilitate and adaptively reuse historic structures where practical.
11. If it becomes necessary to increase river crossing capacity, the order of preference will be first to expand the capacity of an existing bridge, second to add a parallel structure, and third to establish a new corridor. Development of a new crossing corridor will occur only when no feasible and prudent alternative (including consideration for a greater reliance on intermodal transportation) exists and only if the crossing is included in approved regional transportation plans. This includes the Major River Crossing Study prepared by the Metropolitan Council.
12. Protect existing wetlands and, where practical, restore degraded wetlands. Enforce the DNR floodplain encroachment ceiling so that small increments in development do not gradually degrade the floodplains.
13. Work to increase and restore wildlife habitat and biological diversity in development projects. Protect bottomland forests, bluff prairies, woodlands, and riverine habitats. To ensure that there is adequate nesting habitat for peregrine falcons, development should be adequately set back in areas near cliffs that are considered potential nesting sites.

14. Apply setback and height restrictions and encourage careful site design to maintain the ability to view the river from existing open space and developed areas. Avoid significantly obstructing river views with development.
15. Screen development wherever practical to minimize its visibility from the river or the opposite shoreline.
16. Maintain existing public access to the river and increase access in redevelopment and new development projects if practical.
17. Incorporate scenic road design concepts and architectural treatments into road construction, reconstruction, or capital improvement projects in the corridor, with primary emphasis on parallel roads in the riverfront area and bridges over the river.
18. Protect endangered, threatened, and rare plant and animal species (including state-listed species) and their habitats in site development projects.
19. Encourage consultation with Native American groups when site development will affect any Native American cultural site.
20. Where practical encourage placing utilities underground in new development projects and replacing existing utilities underground in existing development.
21. Encourage local governments to adopt sustainable building practices, such as energy efficiency and water conservation practices, in their municipal codes for new construction and renovation work.

The Minneapolis Comprehensive Plan

The City Planning staff, while finding no specific direction or master plan for the redevelopment of the A Mill site and the other large adjoining properties, finds the A Mill site, the General Mills Technology Center, and the block across 3rd Avenue SE from the Technology center most closely meet the criteria for classification as a "Major Housing Site," rather than an extension of the "East Hennepin Activity Center." If viewed as a Major Housing Site, redevelopment of these properties for higher density housing (base densities of 50-to-100 units per acre) is the conforming use. Staff also finds this district is not part of downtown where height is either not restricted or restrictions are relaxed and many paths are provided to increase the Floor Area Ratio (FAR) and therefore the permitted bulk, massing and height of buildings. The presumption of restrictions on the height, mass and bulk of buildings should be applied to the redevelopment of the A Mill site and district.

The City's adopted Comprehensive Plan, the *Minneapolis Plan* (Plan), provides the overall citywide comprehensive framework and the basis for directing, accommodating and encouraging growth and change in the land use patterns of the City. The policies and implementation steps of the Plan guide both the City's investments and its regulatory framework. Chapters 3 Marketplaces: Growth Centers, 4 Marketplaces: Neighborhoods, and 9 City Form provide the comprehensive land use polices of the City. The City's heritage preservation polices are found in Goal 6 in the Introduction, and Chapter 1 Community Building, Policy 1.7, and in Chapter 9 City Form, Policies 9.2 and 9.4.

A review of these chapters provides no specific policies or direction for reuse and redevelopment of the Pillsbury A Mill site or its district stretching from Central Avenue to 35W and from University Avenue to the River. The site is adjacent to the University of Minnesota / Southeast Minneapolis Industrial (SEMI) Growth Center discussed in Chapter 3 of the Plan. The "Southeast Minneapolis Industrial (SEMI) / Bridal Veil Refined Master Plan" May, 2001 (available on the Planning Division webpage), and adopted July 13, 2001), provides the

definition of the boundaries of this Growth Center and its sub areas. The nearest boundary of the study area for the Plan was drawn at University Avenue and 15th Avenue SE. As a result of the study, the nearest Redevelopment Area boundary was drawn at University Avenue and Oak Street, well to the east of the A Mill site and district. Although outside the master plan area, the planned development of the SEMI Growth Center, and the planned growth of the University of Minnesota, will create and sustain demand for housing and commercial uses at the Pillsbury A Mill site.

Chapter 4 of the Plan identifies the traditional neighborhood commercial corridors and nodes, and the Activity Center at East Hennepin. As one of the oldest industrial districts in the City (and its historic anchor, the A Mill), the potential future role to accommodate commercial and residential growth is not identified in the focus on established neighborhood corridors and nodes in this chapter. It is neither specifically included nor excluded in the East Hennepin Activity Center, whose boundaries at the Citywide Plan level are not drawn. The A Mill site and its context were not identified as one of the Major Housing Sites described in this Chapter.

The general policies of the Plan guide the opportunity for the reuse and redevelopment of the sites. The City has anticipated and encouraged the de-industrialization of the riverfront between Plymouth Avenue and 35W, and the replacement of the traditional industrial uses with new housing and commercial developments since the 1970s. This transition, now effectively complete on the west side of the river, will, with the exception of the University's steam plant, continue on the east side.

In the absence of specific policies, the Planning staff do find guidance for redevelopment of the A Mill site and district in the general Plan policies and their understanding of the intent of the Plan. This general guidance informs their recommendations on three questions. They are as follows:

1. Is this site and district part of the downtown?
2. Is this site and district part of the East Hennepin Activity Center?
3. Is this site and district appropriate for higher density housing?

The following addresses these questions:

1. Is this site and district part of downtown?

Planning staff find the A Mill site and its district should not be considered part of downtown and should not be regulated in that context. The separation created by the River, the absence of the freeway boundary isolating adjacent neighborhoods, and the fundamental principle of a compact downtown all argue for a different future and regulatory framework from the Downtown neighborhoods of Loring Park, Elliot Park, Downtown East, and the North Loop. The land use decisions and approvals appropriate to these districts should not serve as precedents for decisions about the redevelopment of the Pillsbury A Mill site and district.

One of the visible effects of this finding is the regulation of height. In the Downtown Plan and the Downtown zoning districts, height is either not restricted or restrictions are relaxed. Many paths are provided to increase the Floor Area Ratio (FAR) and therefore the permitted bulk, massing, and height of buildings. Outside of downtown, height is specifically restricted, as is FAR—and the opportunity to increase it and therefore the height, mass, and bulk of buildings. This presumption of lower, 4-to-6-story building heights should be applied to the redevelopment of the A Mill site and district with the consideration that height may be increased through the conditional use permit process.

2. Is this site part of the East Hennepin Activity Center?

Planning staff finds the A Mill site and its district should not be considered part of the East Hennepin Activity Center. The C3A Zoning District normally defines and implements the Activity Centers designated in the *Minneapolis Plan*. The C3A District defines the East Hennepin Activity Center within and on the edges of the triangle created by Central and East Hennepin Avenues and the river. While the district does extend as a finger along Main Street through the former "Festival Markets" of Riverplace and St. Anthony Main, the A Mill site and its district are outside the boundaries the Activity Center. Extension of the Activity Center designation eastward from Third Avenue SE to encompass the A Mill site and the other large sites in this district is counter to the purpose and character of the Activity Center district as identified in Chapters 4 and 9 of the Plan. Since the City Planning Commission and City Council did recently approve the rezoning of 520 Second St. to C3A, this action, while taken in the context of a small, 19,750 sf site, and the action on other appeals that restricted its development, may indicate the Commission and Council interpret this issue differently than Planning staff.

3. Is this site appropriate for higher density housing?

Planning staff finds the A Mill site and its district should be considered appropriate for high-density housing, with base densities in the range of 50-to-100 dwelling units per acre. While not yet designated in the Plan, the Pillsbury A Mill site and district meet the Plan's criteria for identifying a Major Housing Site in Chapter 9. These identifying criteria are as follows:

> "Proximity to amenities such as premium transit service, natural (ecological) features, pedestrian-friendly, walkable environments, cultural or public facilities (e.g. museums, theatres, schools, libraries and parks.)," and, having the "Ability to accommodate medium to high density housing types."

Table 10 Candidate Zoning Districts provides the candidate zoning designations for redevelopment of the A Mill site and the other industrial properties in its district as they become available for redevelopment.

Table 10. Candidate Zoning Districts

Zoning District	Density sf/unit	Base Units	Plus Bonus One	Plus Bonus Two	FAR	Base Floor Area	Plus Bonus One	Plus Bonus Two	Height Stories	Height Feet
R5	900	360	432	504	2.0	648,154	777,785	907,416	4	56 ft.
R6	400	810	972	1,134	3.0	972,231	1,166,678	1,361,124	6	84 ft.
OR2	700	462	554	646	2.5	810,193	972,232	1,134,271	4	56 ft.
OR3	300	1,080	1,296	1,512	3.5	1,134,270	1,361,124	1,587,978	6	85 ft.
C3A	400	810	972	1,134	2.7	875,008	1,050,010	1,225,012	4	56 ft.
ILOD	900	360	432	504	2.7	875,008	1,050,010	1,225,012	4	56 ft.

Calculations are based on EAW site, 324,077 sf (less dedication of 5th Avenue, 19,800 sf)
EAW development, 1,850,058 total sf, 1,095 housing units, and 105,000 sf commercial

If a primarily or solely residential zoning designation is determined most appropriate, necessary nonresidential uses at site, or all or part of historic buildings, can be provided by the permission of the Heritage Preservation Commission to permit nonconforming use of historic buildings. If all or part of the present Industrial Living Overlay District (ILOD) Overlay is

retained, commercial uses can be accommodated through the exception provision accompanying approval of the expected Planned Unit Development for the site.

The "Master Pan for the Marcy-Holmes Neighborhood," December 2003, (available at the City Planning Division website) anticipates, but does not promote, reuse and redevelopment of the A Mill site and its district. Figure 2-1 Housing Plan designates a "2nd Street Industrial Redevelopment Area" where reuse to "Convert industrial uses to residential IF industrial businesses relocate" is encouraged. This area includes the A Mill site and most of its district. Visual appearance policy 3 and Figure 8-1 provide a general 4-story desired height limit throughout the neighborhood with the exception of allowing heights to gradually increase from University Avenue to the height of the Red Tile Elevator along Main St. for the redevelopment of the A Mill site and its district. These policies are consistent with the City Planning staff analysis of the policies of the *Minneapolis Plan*.

Economic and Social Impacts

Economic Impacts

The economic impact of the redevelopment of the Pillsbury A Mill Complex can be discussed on two levels: First, the general economic impact of any redevelopment. Second, the absence or degree of public assistance required for the redevelopment.

As regards the overall project economic impacts, renovation and construction, marketing, finance, furnishings, and new taxes to the City, Schools and County are generally proportional to the number of new housing units built and to some extent their value. Most of the economic impact will come from redevelopment of the site. In the city or regional context, the marginal difference in impact between the Alternatives is not significant. Alternatives One and Three, with the highest number of highest value housing units would provide marginally greater economic impact from the redevelopment of the site. If fewer than the maximum proposed housing units are provided at this site, they can be provided at other riverfront or near riverfront sites in the City or elsewhere in the City and region.

The important differentiation in economic benefits of the redevelopment of the site is in comparison with a "no build" outcome. The structures on the site are specialized for a specific, but now economically obsolete, task—milling flour. The structures have no immediate industrial reuse and would have to be significantly altered or removed to be considered as a viable contemporary industrial site. Continued vacancy of the site or its industrial use would be contrary to public plans and investments in the area, and missing this opportunity for redevelopment the Alternatives represent means postponing into the future or foregoing an economic opportunity for the City and the region. The site won't vanish (though as some reviewers have noted, some structures may) without redevelopment. However, we know the housing market is cyclical and is currently strong, especially on the riverfront in Minneapolis. Missing the opportunity to participate in this strong market could postpone the necessary redevelopment of the site, or extend its completion.

The second economic impact is the need and degree of public subsidy for the redevelopment. All of the contemporary redevelopment on the Minneapolis riverfront has required public financial assistance. This assistance has been necessary to overcome the unique and extraordinary costs of pollution remediation, renovation of historic structures, and new construction on formerly industrial sites. This site has these conditions. One observer, noting the

present condition of the National Landmark Pillsbury A Mill, has characterized the reuse of that building as more a rescue than a renovation. Alternatives One and Three have been designed by the proposer to create an internal private subsidy for the renovation of the historic properties in the redevelopment. At the density and value represented by Alternatives One and Three, no public assistance to complete all the elements of the redevelopment is expected to be required or requested. This may not be possible at the reduced value of the housing units expected in Alternative Two, and is not possible with the reduced number and value of the housing units in Alternative Four. In fact, Alternative Four may represent a "no build" alternative absent significant public assistance.

Social Impacts

Redevelopment of the site by any of the Alternatives will provide significant positive social and cultural impacts by implementation of public plans for the district, increased utilization and enjoyment of public investments in the area, and immediate preservation of important cultural resources without displacement or disruption of significant resources or communities in the vicinity.

Government Approvals and Next Steps

The redevelopment of the Pillsbury A Mill site will require at least these approvals:

State of Minnesota

- Department of Natural Resources
  - Critical Area Review, notification provided by the City
  - Water Appropriation Permit (construction dewatering) to be applied for
- Pollution Control Agency
  - Sanitary Sewer Extension Permit, to be applied for
  - National Pollution Discharge Elimination System Permit (NPDES)/State Disposal System (SDS) permit, to be applied for
  - Water Quality (Sect. 401) Certification, to be applied for
  - General Stormwater Permit for Construction, to be applied for
  - Registration permits for generators, to be applied for
- Health Department
  - Watermain Ext. Permit/Plan Review to be applied for

Metropolitan Council

- Environmental Services (MCES) approval of sanitary sewer service connection, to be applied for

City of Minneapolis

- Land Use Permits and Approvals: Planned Unit Development, potential rezoning, variances, density and floor area bonuses, Condition Use Permits, including to permit additional height of structures, Preliminary and Final Platting, to be applied for
- Heritage Preservation Commission: Certificate of Appropriateness, demolition (conditionally approved), redevelopment plan, to be applied for
- Department of Public Works Impact Plan approvals: Transportation Demand Management Plan, Stormwater Management Plan, Grading/Erosion Control Plan, to be applied for

- Department of Inspections: Demolition and Building Permits, to be applied for

The detail required for a competent action on the ministerial permits and approvals is well beyond that available at this stage of the project. However, projects of similar size, scale and setting have received approval of similar permits elsewhere in the City. At the conceptual level of this EIS, no material for these ministerial permits has been completely gathered and presented. This level of detail, and a single project master plan, will be available only after a plan for redevelopment has received the necessary Minneapolis Heritage Preservation Commission and City Land Use Approvals and Permits. When the Final EIS is determined to be adequate, the project proposer will, informed by the environment review process and other standards and regulations, prepare an application to the City for redevelopment of the property.

The City of Minneapolis review process for this proposal will have two sequential but interrelated reviews. First, the Minneapolis Heritage Preservation Commission, through its process of staff analysis, public meetings, discussion by informed and experienced appointed commissioners, and if necessary, by final decision of the City Council, will issue a "Certificate of Appropriateness" for the proposal. Second, the multiple discretionary amendments and permissions identified in the EAW and this EIS as necessary for development of the proposal will be reviewed by the City Planning Commission and City Council.

Section 525.20 of the City's Zoning Code establishes the concurrent review for the Planning Commission's land use review applications, creates a sequential review process when the Heritage Preservation Commission is also involved in review of the proposal, and is interpreted to require the Heritage Preservation Commission review precede the Planning Commission review:

> **525.20. Concurrent review.** In order to provide for the efficient administration of this zoning ordinance, whenever a project or proposal requires more than one (1) land use review, including but not limited to conditional use permit, site plan review, rezoning, expansion or change of nonconforming use, certificate of nonconforming use, variance, land subdivision or vacation of public right-of-way, all applications shall be processed concurrently. If the required land use reviews are assigned to both the city planning commission and the board of adjustment, the city planning commission shall review all applications in accordance with the standards herein described. *Land use reviews by the heritage preservation commission shall not be regulated by this section.* (italics added)

Review by the Heritage Preservation Commission

The Minneapolis Heritage Preservation Commission (HPC) serves as a citizen advisory body to the Minneapolis City Council, preserving historically and architecturally significant buildings and districts while allowing modifications for contemporary use. Its review and approval will focus on any elements of the Pillsbury A Mill proposal that could impact on the integrity of the landmark A Mill structure, other structures, and the integrity of the St. Anthony Falls Historic District. It will review the proposer's plan, may require modifications or changes to that plan, and must grant approval of any alteration of present structures or construction of new structures within the A Mill Complex. The primary tool it will use to assure preservation of existing structures and compatibility of new structures is the "Certificate of Appropriateness" that must be provided for and followed in all work on this site. Chapter 599 of the Minneapolis Code describes the purpose, required findings, conditions and guarantees, and how a Certificate may be changed or amended:

599.310. Purpose. Certificates of appropriateness are established to protect landmarks, historic districts and nominated properties under interim protection by providing the commission with authority to review and approve or deny all proposed alterations to a landmark, property in an historic district or nominated property under interim protection. (2001-Or-029, § 1, 3-2-01)

599.350. Required findings for certificate of appropriateness. (a) *In general.* Before approving a certificate of appropriateness, the commission shall make findings that the alteration will not materially impair the integrity of the landmark, historic district or nominated property under interim protection and is consistent with the applicable design guidelines adopted by the commission, or if design guidelines have not been adopted, is consistent with the recommendations contained in The Secretary of the Interior's Standards for Rehabilitation, except as otherwise provided in this section.

599.360. Certificate of appropriateness conditions and guarantees. (a) *In general.* Following commission approval of an application, the applicant shall receive a signed certificate of appropriateness and approved plans stamped by the planning director. The applicant shall produce such certificate of appropriateness and plans to the inspections department before a building permit or demolition permit may be issued. The signed certificate of appropriateness and stamped plans shall be available for inspection on the construction-site together with any inspections department permit.

(b) *Mitigation plan.* The commission may require a mitigation plan as a condition of any approval for demolition or relocation of a landmark, property in an historic district or nominated property under interim protection. Such plan may include the documentation of the property by measured drawings, photographic recording, historical research or other means appropriate to the significance of the property. Such plan also may include the salvage and preservation of specified building materials, architectural details, ornaments, fixtures and similar items for use in restoration elsewhere.

(c) *Additional conditions and guarantees.* The commission may impose such conditions on any certificate of appropriateness and require such guarantees as it deems reasonable and necessary to protect the public interest and to ensure compliance with the standards and purposes of this chapter. (2001-Or-029, § 1, 3-2-01)

599.370. Changes in approved certificate of appropriateness. (a) *Minor changes.* Minor changes to an approved certificate of appropriateness may be authorized by the planning director where it is determined by the planning director that the changes are not significant and are consistent with the approval made by the commission.

(b) *Other changes.* Changes to an approved certificate of appropriateness other than changes determined by the planning director to be minor shall require amendment to the certificate by the commission. The requirements for application and approval of a certificate amendment shall be the same as the requirements for original approval.

Absent the Certificate of Appropriateness from the Preservation Commission, any application to the Planning Commission will only be accepted when the HPC review can be completed prior to the scheduled City Planning Commission action on the application. If the final action on the Certificate of Appropriateness, and this focused review on the impacts and compatibility with the historic resources in the District by the HPC, is not completed prior to the scheduled City Planning Commission action on this application, approval of the City Panning Commission's broader review cannot be provided. In this case, the application will be denied or the process will be extended by the applicant to allow the final action on the Certificate of Appropriateness to be available to the City Planning Commission prior to its action on the applications.

Review by the City Planning Commission

In addition to the traditional land use reviews identified in the EAW and EIS, proposals like that for the Pillsbury A Mill Complex that involve the use of shared facilities, transfer of development rights within the project, and development in stages phased over time under an overall approved development plan are anticipated and accommodated in Chapter 527 of the Zoning Code as a Planned Unit Development (PUD).

Chapter 527 establishes the basic conditions for consideration of the proposal as a PUD including the public purpose of a PUD, the relationship of a PUD to other applicable regulations and exceptions to zoning ordinance standards in a PUD, the specific provisions for height and building bulk, the specific findings necessary for approval of a PUD, and the special conditions and guarantees may impose on a PUD.

> **527.10. Purpose.** This chapter establishes the procedures and standards for the development of areas as unified, planned developments in accordance with the intent and purpose of this zoning ordinance, and the applicable policies of the comprehensive plan. Because of the larger size of sites, the provisions of this chapter provide for flexibility in the use of land and the placement and size of buildings in order to better utilize the special features of sites and to obtain a higher quality of development which incorporates high levels of amenities and which meets public objectives for protection and preservation of natural and historic features.
>
> **527.30. Relationship to other applicable regulations.** A planned unit development shall be subject to all applicable standards, procedures and regulations of this zoning ordinance and the zoning district in which it is located, including applicable site plan review standards contained in Chapter 530, Site Plan Review, for the individual uses within the development, except as otherwise provided in this chapter.
>
> **527.120. Exceptions to zoning ordinance standards.** The city planning commission may approve exceptions to the zoning regulations applicable to the zoning district in which the planned unit development is located as authorized in this chapter only upon finding that the planned unit development includes adequate site amenities to address any adverse effects of the exception. Site amenities may include but are not limited to additional open space, additional landscaping and screening, transit facilities which are developed as part of the planned unit development, bicycle parking, preservation of natural features, restoration of previously damaged natural environment, the rehabilitation and

reuse of locally designated historic structures or structures that have been determined to be eligible to be locally designated as historic structures, and design of new construction which is similar in form, scale and materials to existing structures on the site and to surrounding development. Nothing in this chapter shall be construed to provide a property owner with any property right or other legal right to compel the city to grant exceptions to this zoning ordinance.

527.140. Bulk regulations. (a) *Floor area.* The city planning commission may authorize an increase in the maximum gross floor area allowed by the zoning district regulations for the individual uses in the development by not more than twenty (20) percent for the purpose of promoting an integrated project that provides additional site amenities.

(b) *Building height.* The city planning commission may authorize an increase in the maximum height of structures for the purpose of promoting an integrated project that provides additional site amenities.

527.270. Approval of a planned unit development. The city planning commission may approve, deny or approve with modifications an application for planned unit development. When necessary to protect the natural environment, to prevent hazardous development or otherwise to protect the public welfare, the city planning commission may require a lower intensity of development or more restricted development on portions of a site than specified in this zoning ordinance.

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.

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.

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.

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.

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.

(2) That the planned unit development complies with all of the applicable requirements contained in Chapter 598, Land Subdivision Regulations.

527.290. Conditions and guarantees. The city planning commission may impose such conditions on any proposed planned unit development and require such guarantees as it deems reasonable and necessary to protect the public interest and to ensure compliance with the standards and purposes of this zoning ordinance and the policies of the comprehensive plan.

This Chapter also addresses how the approved plan will be enforced and how it can be amended:

527.80. Plan consistency. The city shall withhold any building permit, demolition permit, grading permit, utility connection, license or other approval required for a planned unit development if the proposal is inconsistent with the development plan as approved, except as otherwise provided in this chapter.

527.90. Changes in approved plan. (a) *Minor changes.* Notwithstanding section 527.80, the zoning administrator may authorize minor changes in the placement and size of improvements within an approved planned unit development if the changes are required because of conditions that were unknown at the time the development plan was approved, and the zoning administrator determines that the changes are consistent with the intent of this chapter and the findings made by the city planning commission in connection with the approval of the planned unit development.

(b) *Other changes.* Changes to the development plan affecting uses, bulk regulations, parking and loading, or components of the site other than minor changes in the placement and size of improvements shall require amendment to the planned unit development by the city planning commission. The requirements for application and approval of a planned unit development amendment shall be the same as the requirements for original approval.

And, most important for a project like the Pillsbury A Mill Complex that will stretch over years and has, as would be expected, various levels of detail in the plans the first and last phases of development, and will not be near completion in the standard two year time frame, are the submission and phasing requirements:

527.70. Development plan. (a) *Submission.* As part of any application for planned unit development approval, the applicant shall submit a development plan which shall consist of a statement of the proposed use of all portions of the land to be included in the planned unit development, a master sign plan, and a site plan showing all existing and proposed development including the location of structures, parking areas, vehicular and pedestrian access, open space, drainage, sewerage, fire protection, building elevations, landscaping, screening and buffer yards and similar matters, as well as the location of existing public facilities and services.

(b) *Conditions.* In addition to other conditions of approval, the city planning commission may require the applicant to revise the development plan to conform to the requirements of this chapter, the land subdivision regulations, the zoning ordinance, the applicable policies of the comprehensive plan and any other

regulations affecting the design and improvement of the planned unit development.

527.100. Time of completion. All planned unit developments shall be completed within two (2) years of the effective date of the planned unit development approval, except as specifically extended by the city planning commission.

527.110. Phasing of development. Phasing of development shall be permitted. If phasing is used, each phase of the planned unit development shall be designed and developed to be able to exist as an independent unit. If a project is approved as phased development, the two-year time of completion requirement specified in section 527.100 shall apply for each phase.

Prior to application for land use review required by the Zoning Code, the proposer will have divided their plan for development of the Pillsbury A Mill Complex into phases of not more than two years each, with each phase designed and developed to be able to exist as an independent unit (527.110), and with sufficient detail about each phase to meet the criteria for a development plan in 527.70.

For consistency and ease of transition between the Preservation Commission and Planning Commission reviews, the proposer should expect, and is requested to use, these same criteria in organizing this part of their application to the Preservation Commission

LIST OF PREPARERS

The following provided information used in this Draft Environmental Impact Statement:

Impacts on Air Quality and from Infiltration:

Air Quality	David Braslau Associates, Inc. Trinity Consultants, Inc
Infiltration	Braun Intertec Corporation
Stormwater	Sunde Engineering, Inc

Impacts on and within the St. Anthony Falls Historic District: The 106 Group

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EXHIBITS