EXHIBIT H

Archeological and Historical Analyses

1. Archaeological overlay
2. Historical Evaluation of Fuji Ya and Data Recovery Plan Preparation
3. Wave Preservation and Rehabilitation Plan
4. Revised "Table 3, Recommended Alternatives to Reduce or Remove Adverse Effects" from the report, "The Wave Development Analysis of Effects and Phase II Archaeological Evaluation, Minneapolis, Hennepin County, Minnesota"

ELEMENTS IN GREEN ARE BELOW GRADE AND WILL EITHER BE LEFT IN SITU BELOW GRADE OR DATA RECOVERY PERFORMED DURING EXCAVATION.

ELEMENTS IN RED WILL BE LEFT IN SITU AND EXPOSED IN DEVELOPMENT.
SEE ANNOTATED TABLE 3 FOR DETAILS.

THE WAVE

Minneapolis, Minnesota

November 27, 2006 (r)

Archaeological Overlay

05-0055

OMNI INVESTMENT PROPERTIES LLC

DJR ARCHITECTURE INC.

The 106 Group Ltd.
370 Selby Avenue
St. Paul, MN 55102

November 16, 2006

Michael Buelow
Omni Investment Properties
619 10th Street South
Minneapolis, Minnesota 55404

Re: *Historical Evaluation of Fuji Ya and Data Recovery Plan Preparation*
The Proposed Wave Development Project
Minneapolis, Hennepin County, Minnesota

Dear Michael:

On behalf of The 106 Group Ltd., I am pleased to submit a proposed work plan for continuing work on the cultural resources issues pertaining to the proposed Wave development project. This work will include an evaluation of National Register of Historic Places (NRHP) eligibility for the Fuji Ya building and preparation of an archaeological data recovery plan for the development site. These items have been requested by you in order to assist Omni Investment Properties' (Omni) to avoid, reduce and/or mitigate for effects to historic resources as a result of the proposed Wave development.

EVALUATION OF THE FUJI YA BUILDING

Comments received by the City of Minneapolis in response to the draft EAW noted that the Fuji Ya building may have exceptional significance for its associations with the rediscovery of the Minneapolis riverfront and concluded that more discussion of the background and significance of the property is needed (Britta L. Bloomberg, Deputy State Historic Preservation Officer; Scott Anfinson, State Archaeologist). You have requested that The 106 Group conduct an evaluation of eligibility to determine if the Fuji Ya building is considered historic under NRHP criteria or under Minneapolis Heritage Preservation Commission designation criteria. The 106 Group proposes the following tasks to complete this evaluation.

Task 1. Background Research

Research will be undertaken at the Minnesota State Historic Preservation Office (SHPO), the Minnesota Historical Society (MHS), the Minnesota Public Library, the Minneapolis Building Inspections Office, and other relevant repositories to provide information in the building and on the redevelopment of St. Anthony Falls area. Personal interviews with persons associated with the Fuji Ya building and with the redevelopment may be undertaken.

Task 2: Fieldwork
A site visit will be undertaken to document the Fuji Ya building with digital photographs and detailed field notes. The 106 Group requests coordination with Omni for access to the building.

Task 3: Report
The determination of eligibility will be presented in a technical report meeting all applicable federal and state standards. The report will include a historical context of the St. Anthony Falls redevelopment, the results of the research and field investigations, and recommendations concerning the eligibility of the Fuji Ya building for NRHP and local designation. The report will provide sufficient information to be used in a draft NRHP nomination if appropriate.

No meetings are anticipated as part of this study. The Fuji Ya building evaluation can be completed within four weeks of receiving the service agreement.

ARCHAEOLOGICAL DATA RECOVERY PLAN

A data recovery plan will be prepared in consultation with the State Archaeologist and National Register/SHPO Archaeologist. Research questions developed during the Phase II study will be addressed in order to develop a meaningful mitigation strategy for those features that cannot be avoided. Additional and more specific research questions will be developed. In addition, a mitigation strategy will specifically address the significance of any waterpower elements that may survive within the project area.

A design/build approach will be applied to for the building construction with regard to some of the archaeological features on site. A design/build approach would allow for new archaeological discoveries identified during the building phase and to accommodate design changes taking into consideration those new discoveries. Because the Phase II investigations were unable to reach the depths of all the potential archaeological resources on the site, a Design/Build approach will be applied to the following archaeological elements: 1) the Columbia Mill; 2) the Bassett Mill within the foundation of the Fuji Ya; 3) any waterpower features that may still survive on site. The Data Recovery Plan will articulate a more detailed discussion for how this approach will be applied during field investigations.

Because of the flexibility and quick turn-around in design necessitated by a design/build approach, a team of experts will be on call to consult at short-notice. It is anticipated that this team will include the State Archaeologist, the National Register/SHPO Archaeologist, a structural engineer, an historical architect, the project historical archaeologist(s), the project architect, City representatives, and Omni representatives. Other potential historic waterpower experts will be identified, if appropriate. The team will address the most expeditious way to design to avoid adverse effects; if adverse effects cannot be avoided, then an appropriate mitigation will be determined. The Data Recovery Plan will articulate a more detailed discussion for how this approach will be applied during field investigations.

The Data Recovery Plan and all subsequent data recovery activities on site will be overseen by a professional archaeologist who meets, and exceeds, the Secretary of the Interior's qualifications for historical archaeology, with experience on industrial and milling sites, particularly on the Minneapolis riverfront.

We appreciate this opportunity to continue to work with you on this project. If you have any questions or require further information, please do not hesitate to call me.

Sincerely,

THE 106 GROUP LTD.

K. Anne Ketz
President and Technical Director

Omni's Proposed Wave Preservation and Rehabilitation Plan

- Archeological Data Recovery and monitoring

Archeological data recovery of features exposed pursuant to plan developed in consultation with The State Historic Preservation Office (SHPO) and The Office of State Archaeology (OSA). Subsequent archeological monitoring of construction activities to ensure appropriate treatment of all archeological features associated with the Columbia Mill; Consultation with a project design/build team of specialists will assist in decision making during the archaeological data recovery process and for addressing any unanticipated finds.

- Interpretation of the historic and archaeological elements

- Omni Investment and The 106 Group will develop concepts for appropriate interpretation of the key historic and archaeological elements and stories associated with the site. These concepts will be incorporated in public places within the Wave development. The concepts will be discussed with the St Anthony Falls Heritage Board -. Otherwise, key staff from the Board will be consulted to ensure the interpretation works within, and benefits, the broader context of the Heritage Board's interpretive program.

- Columbia Mill

- Incorporate *in situ* all walls, doorways and windows of the north, river-facing Columbia flour mill identified in 106 Group Report into new building. Move parking spaces to preserve ruins.
    - Features will be excavated as necessary to depth of new construction
    - Rehabilitation shall work toward meeting Secretary of the Interior's (SOI) standards
    - Spa area to be relocated into mill to maximize public access
- Archeological data recovery of features exposed pursuant to plan developed in consultation with SHPO and OSA. Subsequent archeological monitoring of construction activities to ensure appropriate treatment of all archeological features associated with the Columbia Mill; Consultation with a project design/build team of specialists will assist in decision making during the archaeological data recovery process and for addressing any unanticipated finds.

- Occidental Feedmill and Grain Elevator

- Preservation of walls *in situ* not possible, with the exception of the east wall, which will be preserved *in situ*, due to location under public ROW, related structural integrity issues and new building construction requirements
    - Significant structural elements are below 1st Street and associated city sidewalk outside of project boundary and under control of City.
    - Excavation requirements for new building and location of walls do not permit incorporation into new structure due to undermining of soil below Feedmill walls and related structural integrity/engineering issues
    - OMNI will review location and structural issues with City Engineer to determine whether preservation of structural elements feasible
- Archeological data recovery of features exposed pursuant to plan developed in consultation with SHPO and OSA. Subsequent archeological monitoring of construction activities to ensure appropriate treatment of all archeological features associated with the Columbia Mill; Consultation with a project design/build team of specialists will assist in decision making during the archaeological data recovery process and for addressing any unanticipated finds.

- Bassett's Second Sawmill

- Existing features incorporated *in situ* through rehabilitation and reuse of Fuji Ya
- Existing walls will be rehabilitated as necessary consistent with SOI standards
    - Area will be rehabilitated and incorporated into new facility to maximize public access
- Omni Investment and The 106 Group will develop concepts for appropriate interpretation of the key historic and archaeological elements and stories associated with the site. These concepts will be incorporated in public places within the Wave development. The concepts will be discussed with the St Anthony Falls Heritage Board. Otherwise, key staff from the Board will be consulted to ensure the interpretation works within, and benefits, the broader context of the Heritage Board's interpretive program.

- Railroad related features

- Preservation of railroad features (scale and scale pit), *in situ* is unlikely due to location and new building construction program
    - Scale pit subject to archeological mitigation to expose wall to determine precise dimensions, functions and possible additional features
    - Scale examined *in situ* and analyzed to determine whether scale can be preserved *in situ,* removed from scale pit for appropriate conservation pursuant to SOI standards for possible interpretation elsewhere on site, or donated
- Archeological data recovery of features exposed pursuant to plan developed in consultation with SHPO and OSA. Subsequent archeological monitoring of construction activities to ensure appropriate treatment of all archeological features associated with the Columbia Mill; Consultation with a project design/build team of specialists will assist in decision making during the archaeological data recovery process and for addressing any unanticipated finds.

- Wheelhouse
    - Wheelhouse will remain undisturbed, in place. Archeological features, if any will be excavated as necessary to depth of new construction.
    -
- Archeological data recovery of features exposed pursuant to plan developed in consultation with SHPO and OSA. Subsequent archeological monitoring of construction activities to ensure appropriate treatment of all archeological features associated with the Columbia Mill; Consultation with a project design/build team of specialists will assist in decision making during the archaeological data recovery process and for addressing any unanticipated finds.

- Incorporate Fuji Ya into project by rehabilitation into new restaurant;
    - Retention, preservation *in situ* and rehabilitation of Fuji Ya and currently preserved historic elements pursuant to SOI Standards
    - Support designation study of Fuji Ya by 106 Group or other consultant selected by City/ Historic Preservation Commission (HPC) staff
    - Fully cooperate with City/HPC staff and selected consultant during study process
    - Support local and/or national designation of Fuji Ya if warranted by study results and if approved by City and SHPO subsequent to project completion

- The 106 Group proposes the following tasks to complete this evaluation.
    - Task 1.Background Research

Research will be undertaken at the Minnesota State Historic Preservation Office (SHPO), the Minnesota Historical Society (MHS), the Minnesota Public Library, the Minneapolis Building Inspections Office, and other relevant repositories to provide information in the building and on the redevelopment of St. Anthony Falls area. Personal interviews with persons associated with the Fuji Ya building and with the redevelopment may be undertaken.

- Task 2:Fieldwork

A site visit will be undertaken to document the Fuji Ya building with digital photographs and detailed field notes. The 106 Group requests coordination with Omni for access to the building.

- Task 3:Report

The determination of eligibility will be presented in a technical report meeting all applicable federal and state standards. The report will include a historical context of the St. Anthony Falls redevelopment, the results of the research and field investigations, and recommendations concerning the eligibility of the Fuji Ya building for National Register of Historic Places, (NRHP) and local designation. The report will provide sufficient information to be used in a draft NRHP nomination if appropriate.

- Additional onsite preservation, rehabilitation and mitigation

- Interpretation of features identified above to be preserved *in situ* or relocated on site in on-site interpretative space
    - All rehabilitation conducted pursuant to SOI standards
    - Work cooperatively with SHPO, SAFHD, SOI, Mississippi National River and Recreation Area, (MNRRA) and HPC to develop waterpower trail interpretive information elements open to the public within new building
    - Work cooperatively with SHPO, St. Anthony Falls Historic District (SAFHD), SOI, Department of Natural Resources, (DNR) and HPC to develop waterpower trail interpretive information elements open to the public outside new building as part of on-site interpretative space
    - Develop interpretive elements for relocated features on site to explain importance of water power area to city's history.

ANNOTATED TABLE 3. RECOMMENDED ALTERNATIVES TO REDUCE OR REMOVE ADVERSE EFFECTS

(TABLE 3. OF THE REPORT PREPARED BY THE 106 GROUP, "RECOMMENDED ALTERNATIVES TO REDUCE OR REMOVE ADVERSE EFFECTS" WITH ANNOTATIONS MADE BY OMNI TO REFLECT ADOPTED PRESERVATION AND REHABILITATION STRATEGIES TO BE INCORPORATED INTO THE DEVELOPMENT OF THE SITE.)

Photo Documentation	Feature #	Feature Type	Feature Context	Description of Feature	**ALTERNATIVES TO REDUCE OR REMOVE ADVERSE EFFECTS**	**ADOPTED PRESERVATION AND REHABILITATION STRATEGIES TO REDUCE OR REMOVE ADVERSE EFFECTS**
	1	Wall	Subsurface	West wall of the Columbia Flour Mill, 4ft thick and estimated to be more than 25 ft high with the top of the extant wall approximately 1-2 feet below the current parking lot surface	Incorporate wall into new building Preserve wall under transparent flooring so people can view the wall ruins from above Incorporate wall into modern divider, with clear distinction of old and new	Incorporate in situ all walls of Columbia Flour Mill into new building. Move parking spaces to eastern and western extent of site to preserve ruins. Features will be excavated as necessary to depth of new construction. - Rehabilitation shall work toward meeting SOI standards - Spa area to be relocated into mill to maximize public access Archeological data recovery of features exposed pursuant to plan developed in consultation with SHPO and OSA. Subsequent archeological monitoring of construction activities to ensure appropriate treatment of all archeological features associated with the Columbia Mill ;. Consultation with a project design/build team of specialists will assist in decision making during the archaeological data recovery process and for addressing any unanticipated finds.
	2	Wall	Surface / Subsurface	North wall of the Columbia Flour Mill, 4ft thick and more than 25 ft high	Incorporate wall into new building Reduce number of parking spaces or move parking spaces to preserve ruins *in situ* Move wall, intact, to external north façade of building Incorporate wall into modern divider, with clear distinction of old and new Develop as an interpretive element in public space	Incorporate in situ all walls of Columbia Flour Mill into new building. Move parking spaces to eastern and western extent of site to preserve ruins Features will be excavated as necessary to depth of new construction. - Rehabilitation shall work toward meeting SOI standards - Spa area to be relocated into mill to maximize public access Archeological data recovery of features exposed pursuant to plan developed in consultation with SHPO and OSA. Subsequent archeological monitoring of construction activities to ensure appropriate treatment of all archeological features associated with the Columbia Mill ;. Consultation with a project design/build team of specialists will assist in decision making during the archaeological data recovery process and for addressing any unanticipated finds.

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	3	Arched Window	Surface / Subsurface	Arched Window constructed within the limestone wall comprising the north wall of the Columbia Flour Mill - bricked up for the most part	Incorporate wall into new building Reduce number of parking spaces or move parking spaces to eastern and western extent of site to preserve ruins *in situ* Incorporate wall into lobby and falls overlook Incorporate into spa and retreat area to maximize public access Move wall, intact, to external north façade of building Incorporate wall into modern divider, with clear distinction of old and new Develop as an interpretive element in public space	Incorporate *in situ* all windows identified of Columbia flour mill in 106 Group Report into new building. Move parking spaces to eastern and western extent of site to preserve ruins Features will be excavated as necessary to depth of new construction Rehabilitation shall work toward meeting SOI standards Spa area to be relocated into mill to maximize public access Archeological data recovery of features exposed pursuant to plan developed in consultation with SHPO and OSA. Subsequent archeological monitoring of construction activities to ensure appropriate treatment of all archeological features associated with the Columbia Mill ;. Consultation with a project design/build team of specialists will assist in decision making during the archaeological data recovery process and for addressing any unanticipated finds.
	4	Arched Doorway / Window	Subsurface	Arched Doorway, partially blocked/filled with poured cement to make the opening half of what it was when originally constructed	Incorporate wall into new building Reduce number of parking spaces or move parking spaces to eastern and western extent of site to preserve ruins Incorporate into spa and retreat area to maximize public access Incorporate wall into lobby and falls overlook Move wall, intact, to external north façade of building Incorporate wall into modern divider, with clear distinction of old and new Develop as an interpretive element in public space	Incorporate *in situ* all windows and doorways identified in north wall of the Columbia flour mill (identified in 106 Group Report) into new building. Move parking spaces to eastern and western extent of site to preserve ruins Features will be excavated as necessary to depth of new construction Rehabilitation shall work toward meeting SOI standards Spa area to be relocated into mill to maximize public access Archeological data recovery of features exposed pursuant to plan developed in consultation with SHPO and OSA. Subsequent archeological monitoring of construction activities to ensure appropriate treatment of all archeological features associated with the Columbia Mill ;. Consultation with a project design/build team of specialists will assist in decision making during the archaeological data recovery process and for addressing any unanticipated finds.

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	19	Wall	Subsurface	Internal wall of the Bassett Saw Mill and eastern wall of the Fuji Ya Restaurant	Incorporate wall into new building Apply appropriate preserve treatment per the *Secretary of Interior's Standards* Incorporate wall into modern divider, with clear distinction of old and new Preserve wall under transparent flooring so people can view the wall ruins from above Develop as an interpretive element in public space	Incorporate wall into modern divider, with clear distinction of old and new. Omni Investment and The 106 Group will develop concepts for appropriate interpretation of the key historic and archaeological elements and stories associated with the site. These concepts will be incorporated in public places within the Wave development. The concepts will be discussed with the St Anthony Falls Heritage Board if the schedule for Heritage Board meetings coincides with the planning process. Otherwise, key staff from the Board will be consulted to ensure the interpretation works within, and benefits, the broader context of the Heritage Board's interpretive program .
	5	Wall	Subsurface	South wall of the Columbia Flour Mill, 4 ft thick and more than 25 ft high with the top of the extant wall approximately 1-2 feet below the current parking lot surface	Incorporate wall into new building Preserve wall under transparent flooring so people can view the wall ruins from above Incorporate wall into modern divider, with clear distinction of old and new	Incorporate wall into modern divider, with clear distinction of old and new. Move parking spaces to eastern and western extent of site to preserve ruins Features will be excavated as necessary to depth of new construction Rehabilitation shall work toward meeting SOI standards Spa area to be relocated into mill to maximize public access Archeological data recovery of features exposed pursuant to plan developed in consultation with SHPO and OSA. Subsequent archeological monitoring of construction activities to ensure appropriate treatment of all archeological features associated with the Columbia Mill ;. Consultation with a project design/build team of specialists will assist in decision making during the archaeological data recovery process and for addressing any unanticipated finds.
	16	Wall	Subsurface	East wall of the Columbia Flour Mill 4 ft thick and over 9 ft high	Incorporate wall into new building Apply appropriate preservation treatment per the *Secretary of Interior's Standards* Incorporate wall into modern divider, with clear distinction of old and new Preserve wall under transparent flooring so people can view the wall ruins from above	Incorporate wall into modern divider, with clear distinction of old and new. Features will be excavated as necessary to depth of new construction Rehabilitation shall work toward meeting SOI standards Spa area to be relocated into mill to maximize public access Archeological data recovery of features exposed pursuant to plan developed in consultation with SHPO and OSA. Subsequent archeological monitoring of construction activities to ensure appropriate treatment of all archeological features associated with the Columbia Mill. Consultation with a project design/build team of specialists will assist in decision making during the archaeological data recovery process and for addressing any unanticipated

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	8	Grain Elevator	Subsurface	Grain elevator - storing and supplying grain for/to the Occidental and Columbia Mills	Incorporate wall into new building Preserve wall under transparent flooring so people can view the wall ruins from above Incorporate wall into modern divider, with clear distinction of old and new	Preservation of walls not possible due to location under public ROW, Significant structural elements are below 1st Avenue and associated city sidewalk outside of project boundary and under control of City. Related structural integrity issues and new building construction requirements. Archeological data recovery of features exposed pursuant to plan developed in consultation with SHPO and OSA. Subsequent archeological monitoring of construction activities to ensure appropriate treatment of all archeological features associated with the Grain Elevator;. Consultation with a project design/build team of specialists will assist in decision making during the archaeological data recovery process and for addressing any unanticipated finds.
	10	Wall	Subsurface	South wall of the Grain Elevator most likely 2 ft thick and estimated to be more than 16 ft high with the top of the extant wall approximately 1-2 feet below the parking lot surface	Archaeological monitoring of construction activities	Archeological data recovery of features exposed pursuant to plan developed in consultation with SHPO and OSA. Subsequent archeological monitoring of construction activities to ensure appropriate treatment of all archeological features associated with the Grain Elevator;. Consultation with a project design/build team of specialists will assist in decision making during the archaeological data recovery process and for addressing any unanticipated finds.
	Potential Archaeological Features Not Yet Exposed				Archaeological data recovery to excavate to the interior basement of the mill and elevator Archaeological monitoring of construction activities	Archeological data recovery of features exposed pursuant to plan developed in consultation with SHPO and OSA. Subsequent archeological monitoring of construction activities to ensure appropriate treatment of all archeological features associated with the Grain Elevator;. Consultation with a project design/build team of specialists will assist in decision making during the archaeological data recovery process and for addressing any unanticipated finds.

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Occidental Feed Mill						
	6	Wall	Subsurface	East wall of the Occidental Feed Mill 2 ft thick and estimated to be over 16 ft high with the top of the extant wall approximately 1-2 feet below the current parking lot surface	Incorporate wall into new building Preserve wall under transparent flooring so people can view the wall ruins from above Incorporate wall into modern divider, with clear distinction of old and new	Archeological data recovery of features exposed pursuant to plan developed in consultation with SHPO and OSA. Subsequent archeological monitoring of construction activities to ensure appropriate treatment of all archeological features associated with the Occidental;. Consultation with a project design/build team of specialists will assist in decision making during the archaeological data recovery process and for addressing any unanticipated finds.
NA	Hypothetical 6	Wall	Subsurface	Possible west wall of Occidental Feed Mill	Expose wall to determine precise dimensions and function Incorporate wall into new building Preserve wall under transparent flooring to view wall ruins from above Incorporate wall into modern divider, with clear distinction of old and new	Archeological data recovery of features exposed pursuant to plan developed in consultation with SHPO and OSA. Subsequent archeological monitoring of construction activities to ensure appropriate treatment of all archeological features associated with the Occidental;. Consultation with a project design/build team of specialists will assist in decision making during the archaeological data recovery process and for addressing any unanticipated finds.
	7	Wall	Subsurface	West wall of the Occidental Feed Mill, 2 ft thick and estimated to be more than 16 ft high with the top of the extant wall approximately 1-2 feet below the current parking lot surface	Incorporate wall into new building Preserve wall under transparent flooring to view wall ruins from above Incorporate wall into modern divider, with clear distinction of old and new	Archeological data recovery of features exposed pursuant to plan developed in consultation with SHPO and OSA. Subsequent archeological monitoring of construction activities to ensure appropriate treatment of all archeological features associated with the Occidental;. Consultation with a project design/build team of specialists will assist in decision making during the archaeological data recovery process and for addressing any unanticipated finds.
	9	Wall	Subsurface	South wall of the Occidental Feed Mill, most likely 2 ft thick and estimated to be more than 16 ft high with the top of the extant wall approximately 1-2 feet below the current parking lot surface	Incorporate wall into new building Preserve wall under transparent flooring so people can view the wall ruins from above Archaeological monitoring of construction activities	Archeological data recovery of features exposed pursuant to plan developed in consultation with SHPO and OSA. Subsequent archeological monitoring of construction activities to ensure appropriate treatment of all archeological features associated with the Occidental;. Consultation with a project design/build team of specialists will assist in decision making during the archaeological data recovery process and for addressing any unanticipated finds.

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	12	Wall	Subsurface	West wall of Occidental Feed Mill Add-on, 2 ft thick, and estimated to be more than 16 feet in height with the top of the wall 1-2 ft below the parking lot surface	Incorporate wall into new building Preserve wall under transparent flooring to view wall ruins from above Incorporate wall into modern divider, with clear distinction of old and new	Archeological data recovery of features exposed pursuant to plan developed in consultation with SHPO and OSA. Subsequent archeological monitoring of construction activities to ensure appropriate treatment of all archeological features associated with the Occidental;. Consultation with a project design/build team of specialists will assist in decision making during the archaeological data recovery process and for addressing any unanticipated finds.
	13	Void within rubble	Subsurface	Void in the rubble, may be the opening to a shaft or underground chamber or may be merely a void in the rubble fill	Further archaeological evaluation and mitigation prior to destruction	Archeological data recovery of features exposed pursuant to plan developed in consultation with SHPO and OSA. Subsequent archeological monitoring of construction activities to ensure appropriate treatment of all archeological features associated with the Occidental;. Consultation with a project design/build team of specialists will assist in decision making during the archaeological data recovery process and for addressing any unanticipated finds.
	Potential Archaeological Features Not Yet Exposed				Archaeological data recovery to excavate to the interior basement of the mill	Archeological data recovery of features exposed pursuant to plan developed in consultation with SHPO and OSA. Subsequent archeological monitoring of construction activities to ensure appropriate treatment of all archeological features associated with the Occidental;. Consultation with a project design/build team of specialists will assist in decision making during the archaeological data recovery process and for addressing any unanticipated finds.

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Basset Saw Mill						
	17	Wall	Subsurface	North wall of the Basset Saw Mill, 4 ft. thick and more than 9 ft high	Incorporate wall into new building Apply appropriate preserve treatment per the *Secretary of Interior's Standards* Incorporate wall into modern divider, with clear distinction of old and new Preserve wall under transparent flooring so people can view the wall ruins from above Develop as an interpretive element in public space	Incorporate wall into modern divider, with clear distinction of old and new. Omni Investment and The 106 Group will develop concepts for appropriate interpretation of the key historic and archaeological elements and stories associated with the site. These concepts will be incorporated in public places within the Wave development. The concepts will be discussed with the St Anthony Falls Heritage Board if the schedule for Heritage Board meetings coincides with the planning process. Otherwise, key staff from the Board will be consulted to ensure the interpretation works within, and benefits, the broader context of the Heritage Board's interpretive program .
	18	Wall	Subsurface	Internal wall of the Bassett Saw Mill and eastern wall of the Fuji Ya Restaurant	Incorporate wall into new building Apply appropriate preserve treatment to mill remains per the Secretary of Interior's Standards Incorporate wall into modern divider, with clear distinction of old and new Preserve wall under transparent flooring to view wall ruins from above Develop as an interpretive element in public space	Incorporate wall into modern divider, with clear distinction of old and new. Omni Investment and The 106 Group will develop concepts for appropriate interpretation of the key historic and archaeological elements and stories associated with the site. These concepts will be incorporated in public places within the Wave development. The concepts will be discussed with the St Anthony Falls Heritage Board if the schedule for Heritage Board meetings coincides with the planning process. Otherwise, key staff from the Board will be consulted to ensure the interpretation works within, and benefits, the broader context of the Heritage Board's interpretive program .

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	15	Wheel House Wall	Subsurface	Possible wheel house walls which may have housed a turbine wheel as part of the water power system used to power all three of the projects mills	Archaeological investigation to evaluate and mitigate wheel house Incorporate wall into new building Develop as an interpretive element in public space	Archeological data recovery of features exposed pursuant to plan developed in consultation with SHPO and OSA. Subsequent archeological monitoring of construction activities to ensure appropriate treatment of all archeological features associated with the Wheel House Wall;. Consultation with a project design/build team of specialists will assist in decision making during the archaeological data recovery process and for addressing any unanticipated finds.
	20	Platform	Subsurface	Probable platform to support and aid the line shaft in transferring the turbines power throughout the 3 mills, the Occidental, Columbia and Bassett	Incorporate wall into new building Apply appropriate preserve treatment per the *Secretary of Interior's Standards* Incorporate platform into room feature, with clear distinction of old and new. Develop as an interpretive element in public space Preserve platform under transparent flooring so people can view the ruins from above Develop as an interpretive element in public space	Incorporate platform into room feature, with clear distinction of old and new. Features will be excavated as necessary to depth of new construction. Rehabilitation shall work toward meeting SOI standards
	Potential Archaeological Features Not Yet Exposed				Archaeological data recovery to excavate the mill turbine shafts and associated features to the east of the Fuji Ya building	Archeological data recovery of features exposed pursuant to plan developed in consultation with SHPO and OSA. Subsequent archeological monitoring of construction activities to ensure appropriate treatment of all archeological features associated with the mill turbine shafts;. Consultation with a project design/build team of specialists will assist in decision making during the archaeological data recovery process and for addressing any unanticipated finds..

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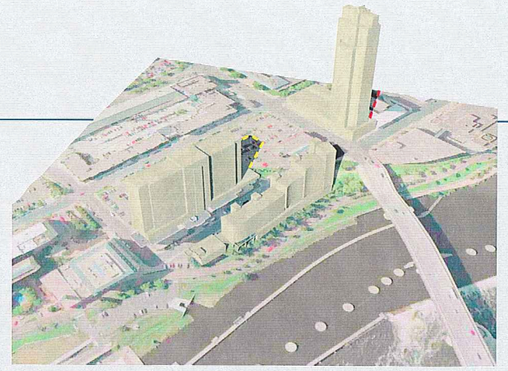
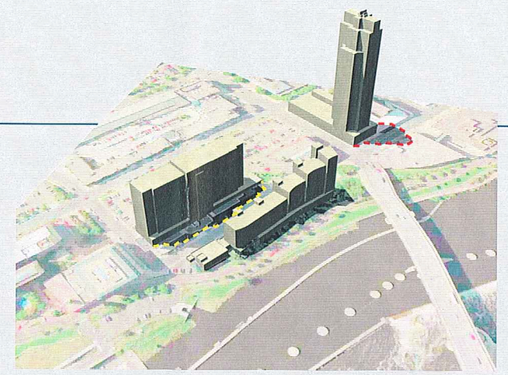
Railroad Related						
	14	Scale Pit	Subsurface	Scale pit - underground room containing all machinery and components of a large railroad scale, accessible through arched walkway in Columbia Mill north wall	Preserve room under transparent flooring so people can view the scale and other features from above Archaeological mitigation to expose wall to determine precise dimensions, function and if additional equipment/features are present	Preservation of railroad features (scale and scale pit), *in situ* is unlikely due to location and new building construction program - Scale pit subject to archeological mitigation to expose wall to determine precise dimensions, functions and possible additional features - Scale examined *in situ* and analyzed to determine whether scale can be preserved *in situ,* removed from scale pit for appropriate conservation pursuant to SOI standards for possible interpretation elsewhere on site, or donated. Archeological data recovery of features exposed pursuant to plan developed in consultation with SHPO and OSA. Subsequent archeological monitoring of construction activities to ensure appropriate treatment of all archeological features associated with the Scale Pit;. Consultation with a project design/build team of specialists will assist in decision making during the archaeological data recovery process and for addressing any unanticipated finds..
	21	Scale	Subsurface	Components of a large railroad scale and associated machinery, in underground room accessible through arched walkway in Columbia Mill north wall	Preserve scales in room under transparent flooring to view scale and other features from above *in situ* Archaeological mitigation to expose & determine precise dimensions and function of scale pit, and to remove scale and any additional equipment for appropriate conservation and interpretation	Preservation of railroad features (scale and scale pit), *in situ* is unlikely due to location and new building construction program. - Scale pit subject to archeological mitigation to expose wall to determine precise dimensions, functions and possible additional features - Scale examined *in situ* and analyzed to determine whether scale can be preserved *in situ,* removed from scale pit for appropriate conservation pursuant to SOI standards for possible interpretation elsewhere on site, or donated Archeological data recovery of features exposed pursuant to plan developed in consultation with SHPO and OSA. Subsequent archeological monitoring of construction activities to ensure appropriate treatment of all archeological features associated with the Scale Pit;. Consultation with a project design/build team of specialists will assist in decision making during the archaeological data recovery process and for addressing any unanticipated finds..
	11	Retaining Wall	Subsurface	Wooden retaining wall constructed of 12"x12" wood timbers standing more than 10 ft high with the top of the wall 8 ft below the ground surface	No archaeological mitigation recommended - feature already documented	No archaeological mitigation recommended - feature already documented

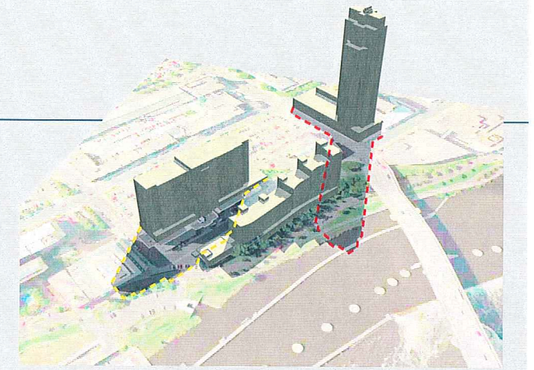
EXHIBIT I

Shadow Study

June 21







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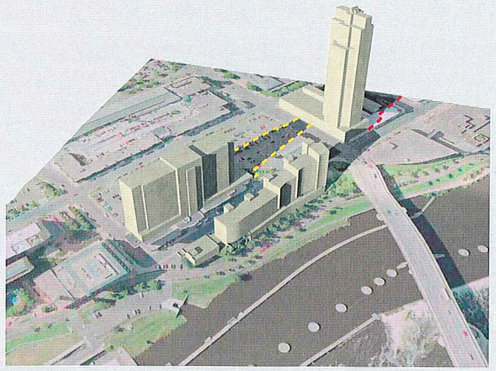
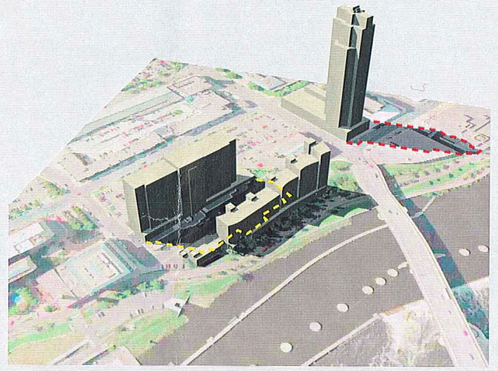
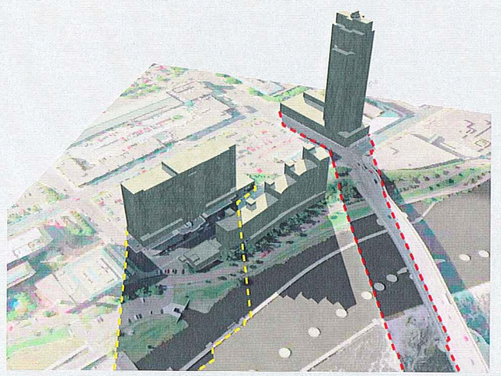
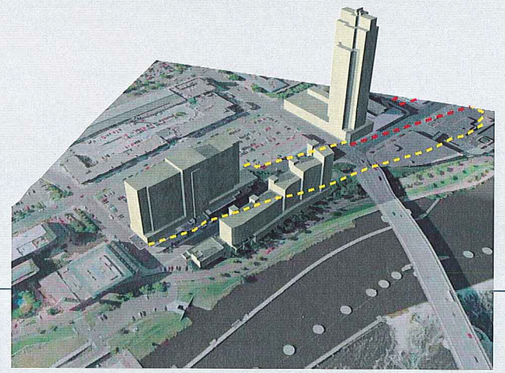
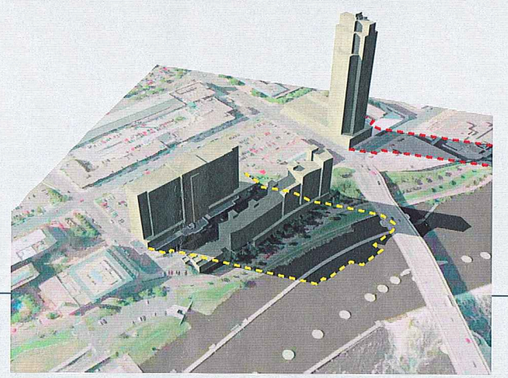


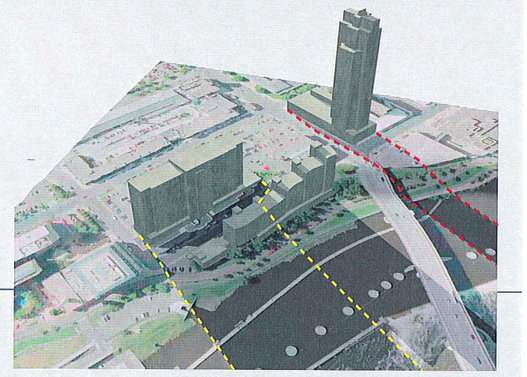




December 21







8 a.m.

12 p.m.

4 p.m.

THE WAVE

Minneapolis, Minnesota

November 27, 2006

Shadow Studies

05-0055

OMNI INVESTMENT PROPERTIES LLC

DJR ARCHITECTURE INC.

EXHIBIT J

Summary of Workshops Conducted by the Developer

THE WAVE DESIGN REVIEW CONSULTATION WORKSHOPS

In response to concerns expressed in the EAW about the projects design and impact on cultural resources, an advisory team concept was developed to address these concerns in a workshop format. The advisory team drew from those responders associated with key cultural resource agencies, the City of Minneapolis, as well as people from Omni's design team. The purpose of these workshops was to draw from the expertise a consensus on the project's design and to develop a preservation and rehabilitation plan in recognition of affected cultural resources on the site.

Workshop 1. (October 23, 2006)

The objectives of the 1st workshop:

1. Discussion of purpose of workshop sessions
2. Identify development's program and goals.
3. Identify key concerns regarding the design
4. Achieve concurrence on issues to be addressed
5. Address Archaeological site concerns
6. Discuss design alternatives that respond to these concerns.

ATTENDEES:

Minneapolis Planning Dept: Michael Orange, Beth Elliott
MN State Archeologist: Scott Anfinson
State Historic Preservation Office: Dennis Gimmestad, David Mather
DJR Architecture, Inc: Paula Merrigan, Sheldon Berg, Matt Brinza, Rachael Parry, Patrick Huss
Omni Development: Michael Buelow, Michael Moriarty

Workshop 2. (October 30, 2006)

The objectives of the 2nd workshop will be:

1. Omni presents design responses to Workshop 1 discussion
2. Omni presents preservation and rehabilitation plan for affected cultural resources
3. Advisory team provides feedback on revised design and preservation and rehabilitation plan.

ATTENDEES:

Minneapolis Planning Dept: Michael Orange
MN State Archeologist: Scott Anfinson
State Historic Preservation Office: Dennis Gimmestad, Susan Roth and David Mather
MN Historical Society: Charles Nelson
DJR Architecture, Inc: Paula Merrigan, Sheldon Berg, Matt Brinza, Rachael Parry, Patrick Huss
Omni Development: Michael Buelow

Workshop 3. (November 8, 2006)

1. Omni presents design responses to Workshop 2 discussion
2. Advisory team provides feedback on revised design and preservation and rehabilitation plan.
3. Identify any remaining flaws with overall concept, as revised.
4. Clarify any additional revisions that may be necessary or desired.

ATTENDEES:

Minneapolis Planning Dept: Michael Orange
State Historic Preservation Office: Dennis Gimmestad
MN Historical Society: Charles Nelson
DJR Architecture, Inc: Paula Merrigan, Sheldon Berg, Matt Brinza, Patrick Huss, Joan Poss
Downtown Minneapolis Neighborhood Association (DMNA): Carletta Sweet & Andrew Hauer
Omni Development: Michael Buelow & Michael Moriarty

EXHIBIT K

"Updated Effects to Resources Outside the Development Area Based on Revised Project proposal (as of 12/18/06) Developed in response to the EAW Comment Process," by the 106 Group

THE WAVE DEVELOPMENT PROJECT

UPDATED EFFECTS TO RESOURCES OUTSIDE THE DEVELOPMENT AREA BASED ON REVISED PROJECT PROPOSAL (AS OF 12-18-2006) DEVELOPED IN RESPONSE TO THE EAW COMMENT PROCESS

PREPARED BY THE 106 GROUP

Area of Potential Effect

An area of potential effect (APE) is a buffer area around a project that accounts for any potential effects of the project. An APE typically accounts for physical, auditory, or visual impacts to historic properties and can include a wide array of factors such as land acquisition, land use, changes in access, traffic patterns, traffic volume, vibration, air quality, and setting. Depending on the nature and scope of a project, these factors may or may not have an actual effect on historic resources.

The Wave APE

In the case of The Wave, many factors are not anticipated to have effects to historic properties, and therefore an analysis of effects for those factors was determined to be unnecessary as part of the original assessment. It was determined that there would be no anticipated effects on historic resources outside the development area resulting from land acquisition, land use, changes in access to properties, and alterations in traffic patterns. As reflected in the EAW, increases in traffic volume and noise are within the limits established by the Minneapolis Code of Ordinances and would therefore not have significant effects to historic properties. Similarly, the use of best management practices to reduce dust emissions would avoid any significant impact on air quality that would result in effects to historic buildings. Although vibrations are not anticipated to result in significant adverse effects to historic properties, the potential for effects from vibrations are unknown at this time. Consequently, the focus of the original analysis of effects to historic resources outside the development area was limited to effects to the visual setting of the historic properties.

Based on the aforementioned considerations, an APE was established for the original project assessment in consultation with local and state agencies. The APE was determined to be the greatest area that would have the potential to be impacted by the project, with the emphasis being on visual impacts of the project. The resultant APE was comprised almost entirely of historic resources. The majority of the APE lies within the boundaries of the St. Anthony Falls Historic District (SAFHD) and includes almost all of the St. Anthony Falls Waterpower Area (SAFWA). Where the APE extends beyond the historic district boundaries, it includes two individually listed or determined eligible properties. Due to the sheer number of historic resources within the APE, an analysis for visual impacts from and on each resource was determined to be unnecessary and

repetitive. Consequently, a visual analysis from and on 15 key locations and resources that included nearby properties, sub-areas within the historic district, and exceptionally significant properties, was undertaken.

The original analysis of the project by The 106 Group (August 2006) included an in-depth discussion of impacts associated with the introduction of new elements on historic landscapes and historic districts, including the SAFHD and more specifically the West Bank Milling Area (WBMA) that is not repeated here. The current assessment of the revised design for The Wave used the same methodology.

The principal differences between the original design and the revised design are primarily aesthetic, i.e. changes to materials and articulation, and the retention of more historic fabric (i.e. some of the historic mill foundations). Since the height, scale, massing, placement, location and use are relatively unchanged between the original and revised proposals there was no need to revise the APE for the revised design.

Approach to Visual Effects Analysis

Visual effects to historic properties in general result from the construction of in-fill buildings or other types of activity, such as demolition or installation of modern communications towers. Determinations of visual effects, however, focus on the historic property and its relationship with its historical context, surroundings and significance. The determination of an *adverse effec*t is not an indication that the proposed project is "bad architecture" or is not a valued project, rather that the project would have an effect on an historic property or properties that diminishes its historical significance. The mere visible presence of a proposed project in the vicinity of a historic building or structure may result in an effect, but not necessarily an *adverse* effect. For instance, a bridge that derives its significance from its embodiment of an important engineering achievement would not result in compromised historical significance resulting from the presence of a nearby modern building within its viewshed. The new building may result in an *effect* since it is *visible* from the bridge, but that effect would not be *adverse.* On the other hand, a historic district with a collection of buildings and structures possessing a unified theme of architectural or historical significance with identifiable spatial and visual relationships may well be adversely impacted by the intrusion of a visually incompatible element. There are a number of elements of a new feature in an historic district that may result in an adverse effect, including the size, scale, massing, design, materials, color, texture, relationship of solids to voids, and the relationship between the new feature and existing buildings and open space. Two especially important considerations are the scale and massing of a new feature, especially when viewed with respect to the massing and scale of the historic properties.

With regard to historic districts in particular, visual elements such as *massing* and *scale* have related, but distinct definitions that help to determine the overall visual effect. *Massing* pertains to how a building is articulated together. Does the building read as one large block or as a series of smaller components? Does it have a horizontal or vertical emphasis, or is there an interplay between these elements? Intrinsically, no manner of

massing is valued over another. It is within the context of a historic district that massing becomes important. Typically, the objective of in-fill design in an historic district is to find a design solution that is compatible with the district and not to construct a building that is jarringly different from its surroundings, such that it would overwhelm the historic buildings or draw undue attention to itself. For example, a new building with a variety of windows arranged in an irregular pattern will stand out in a district where the historic buildings have tall, narrow window openings that appear in repeated and consistent patterns. Moreover, the relationship of solids to voids plays an important role in massing. The massing of a windowless wall will not be compatible with a district where buildings have a relatively consistent percentage of wall space dedicated to windows. Similarly, *scale* refers to size with respect to the surroundings. Again, no one particular design can be considered "out of scale" unto itself. However, the scale of a building must be evaluated within the context in which it is located. A low-rise, horizontally oriented, one-story warehouse would appear out of scale within the context a downtown district full of high-rises. Similarly, a high-rise building would be out of scale in a residential neighborhood made up of two-story houses. Scale addresses not only height, but also width, depth, foot print and elevation. A modern building with large, two-story window openings will not fit the scale of an historic district where the buildings have small, one-story window openings. Buildings that appear out of scale with an historic district would be considered incompatible.

Like massing and scale, *materials* also play an important role in how in-fill construction fits within an historic setting. Compatible materials need not mimic those of the surrounding historic buildings, but at the same time they should not draw attention to themselves in a manner that diminishes the character of the historic buildings. Proper choice of materials for in-fill buildings should be compatible with those in the district. Color, texture, and ratios of materials should be considered when determining whether the proposed materials for the new element are compatible with the district. The selection of proper materials would help to keep the visual emphasis on the historic buildings rather than on the non-historic.

Visual Effects Analysis of the Wave

The photographs to and from each visual analysis site that were used during the original assessment were observed to evaluate the impacts that the revised project design would have on the surrounding historic resources. Key questions of the visual effects analysis were:

- Would changes in the visual setting of the historic property be significantly altered by changes in height, size, scale, design, material, color and texture of components in the view or would important views of the property be obstructed?

- Would views from the historic property towards and beyond the proposed project be obstructed or significantly altered?

- Would viewers of the WBMA be able to perceive that it is a historic district with relationships to other historic resources in the area once the new construction is complete?

An updated detailed analysis of the visual impact for the revised Wave project is provided in the attached table.

Summary of Updated Visual Effects Analysis

In the original analysis (August 2006), The 106 Group assessed the effects to 13 historic resources, or groupings of historic resources, near and around the proposed development site to determine the effects of the project on the visual aesthetic qualities of the historic resource. Individual properties proximate to the project area and larger groupings of properties beyond the project area were assessed for 1) impacts of the proposed project on the visual setting of the historic property, and 2) impacts on views towards the proposed project from the historic property. Adverse impacts were based on the historical significance and historical character of each property; in most cases where a property was a contributing property to the SAFHD or the SAFWA, thematic and physical associations to those districts were considered to be significant. For the current visual analysis of the revised plan for the proposed project, The 106 Group utilized the same methodology as it did for the original assessment.

Compared to the original project proposal, the revised project design, developed in response to comments from the EAW process, allows for the retention of additional archaeological resources and includes materials on the base of the building that are more in keeping with materials found in WBMA. Despite these changes to the proposed project, the revised project proposal was found to have an adverse impact on the visual setting of four historic properties: the WBMA, the Hall and Dann Barrel Company Factory, the Minneapolis Eastern Railway Company Enginehouse, and the contributing archaeological resources in Mill Ruins Park. Not surprisingly, these resources are located within the WBMA, in close proximity to the proposed project area. Other nearby resources, such as Bridge L8900, the Third Avenue Bridge, the Upper Harbor Terminal System Lock and Dam, and the Minneapolis Main Post Office were found to have historical associations, such as engineering or architecture, that would not be impacted by changes in the visual setting. Resources such as Nicollet Island, the EBMA, the Chicago, Milwaukee, St. Paul & Pacific Depot complex, and the Minneapolis Post Office/Federal Building did not have visual settings that include the proposed development site.

The proposed project, as revised, was found to have an adverse impact on views toward the proposed development site for seven properties: the WBMA, the Hall and Dann Barrel Company Factory, the Minneapolis Eastern Railway Company Enginehouse, the Third Avenue Bridge, the Stone Arch Bridge, the EBMA, and the contributing archaeological resources of the Mill Ruins Park. Each of these properties has significant historical associations or relationships with views towards the proposed project site; proposed changes in those views were perceived to be significant enough and out of keeping with historical precedent such that they would be considered adverse impacts.

Other properties either did not have important historical associations with views towards the project site, or views of the project would be minimal.

Similar analysis was conducted to determine the effects of the revised project proposal on the setting of the WBMA. Although unrelated to the historic properties used for the above analysis, the locations of those properties were used for this analysis since they were sited in a variety of locations around the WBMA. Adverse impacts were found where the proposed scale, massing and materials of the revised design for the proposed building would result in changes to the perception of the WBMA as a historic property, and to the inclusion of the proposed project parcel within that historic district. In locations where the proposed project and the WBMA were clearly visible, the scale, massing, and materials of the revised project were found to have an adverse impact on the setting of the historic district. The revised project proposal significantly affected the perceived use of the parcel, the perceived boundaries of the waterpower area, and the linkages to other contributing properties to the WBMA and the SAFWA, and the appearance of a cohesive historic district.

Cumulative Effects Analysis

Potential cumulative effects stemming from the construction of the revised design for the proposed project are expected to be minimal, and are unchanged from the initial proposal.

UPDATED ANALYSIS OF VISUAL EFFECTS (THE 106 GROUP REPORT TABLE 2) BASED ON REVISED PROJECT PROPOSAL, AS OF 12-18-2006
THE 106 GROUP LTD.

Historic Property	Historic character and significance	Current views toward historic property	Description of visual setting of historic property	Impacts of INITIAL proposed project on visual setting of historic property	Impacts of REVISED proposed project on visual setting of historic property	Current view towards proposed project from historic property	Description of current view towards proposed project from historic property	Impacts on views towards INITIAL proposed project	Impacts on views towards REVISED proposed project	Impacts of INITIAL proposed project on setting of WBMA from historic property	Impacts of REVISED proposed project on setting of WBMA from historic property
(1) West Bank Milling Area (WBMA)	Cluster of mill buildings and ruins, most of which were historically linked to the First Street waterpower canal system. Characterized by dense grouping, vertical orientation, and masonry building materials. Some areas of WBMA that are visually perceived as open spaces are also important to the character, as they are locations with contributing below-ground sites or ruins.	 Riverside view  South Second Street View	Much of the WBMA, particularly areas between Portland and Eighth Avenue can be easily viewed from the riverside on the Stone Arch Bridge, the EBMA and other locations. Views include some infill buildings, the Guthrie Theater, and a backdrop of the modern downtown skyline. Views of the WBMA are significant to understanding the district and its historical associations. Views of South Second Street elevations are also significant.	The proposed project would be visible in most riverside views of the WBMA. Except in views from the up-river end, the project generally would not obstruct views towards the WBMA. Views from the Second or First Street side would not be significantly impacted in many locations. Project would alter perceived open spaces within WBMA and significantly alter the visual setting of the WBMA, resulting in an *adverse impact.*	The proposed project would be visible in most riverside views of the WBMA. Except in views from the up-river end, the project generally would not obstruct views towards the WBMA. Views from the Second or First Street sides would not be significantly impacted in many locations. Project would alter perceived open spaces within WBMA and significantly alter the visual setting of the WBMA, resulting in an *adverse impact.*		Located within the WBMA, the proposed project site is visible from many adjacent locations, although many views within the WBMA do not include the visual presence of the proposed site. Currently, the relatively small Fuji Ya building does not have a significant presence within the context of the WBMA. The remainder of the site reads as open space, although the visible ruins indicate the contributing nature of the site.	The proposed project would be visible from several locations within the WBMA, particularly those closest to the site. A large number of views within the WBMA would not include views of the proposed building. The remodeling of the Fuji Ya building and the stepped roofline as it reaches the outer boundary of the WBMA help to limit its visual impact. The removal of many of the ruins alters the visual association with the WBMA, resulting in an *adverse impact.*	The proposed project would be visible from several locations within the WBMA, particularly those closest to the site. A large number of views within the WBMA would not include views of the proposed building. The rehabilitation of the Fuji Ya building and the stepped roofline as it reaches the outer boundary of the WBMA help to limit its visual impact. The incorporation of some of the historic ruins into the new building help to understand the historic associations of the property and to mitigate for the effects of new construction. These measures, however, do not remove adverse effects of the large, modern building within the site, and removing or obscuring many of the ruins, altering the visual association with the WBMA, results in an *adverse impact.*	Proposed project would have a visual presence on several views of the WBMA from within the WBMA. The scale, massing and materials of the non-historic building in the WBMA would result in an *adverse impact* to the setting of the WBMA from this perspective.	Proposed project would have a visual presence on several views of the WBMA from within the WBMA. The scale, massing and materials of the non-historic building in the WBMA would result in an *adverse impact* to the setting of the WBMA from this perspective.

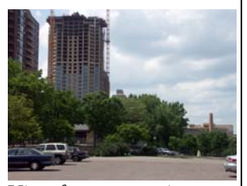
Historic Property	Historic character and significance	Current views toward historic property	Description of visual setting of historic property	Impacts of INITIAL proposed project on visual setting of historic property	Impacts of REVISED proposed project on visual setting of historic property	Current view towards proposed project from historic property	Description of current view towards proposed project from historic property	Impacts on views towards INITIAL proposed project	Impacts on views towards REVISED proposed project	Impacts of INITIAL proposed project on setting of WBMA from historic property	Impacts of REVISED proposed project on setting of WBMA from historic property
(2) Hall and Dann Barrel Company Factory	Two contributing buildings to the SAFHD and SAFWA. Characterized by brick walls; single, paired and tripled window arrangements within vertical bays; cornice treatment; and an angled wall to accommodate rail corridor. Significance tied to its association as supplier to the flour industry.		Visual setting includes the association with the adjacent Enginehouse. Historic mill ruins and the Fuji Ya building on the project site are across South First Street from this building. Many modern infill buildings are located within the vicinity of this building, which is located on the boundary of the WBMA and SAFWA.	Proposed project would increasingly orphan this building from it its historical associations within the district by creating further separation from other historic buildings. Views of the Wave would be within most views of this building. These factors would be considered an *adverse impact* on visual setting.	Proposed project would increasingly orphan this building from it its historical associations within the district by creating further separation from other historic buildings. Views of the Wave would be within most views of this building. These factors would be considered an *adverse impact* on visual setting.		Views toward project area include several historic properties, including Bridge L8900, the Minneapolis Eastern Railway Company Enginehouse, and the Crown Roller Mill, as well as non-contributing properties such as the Fuji Ya building and the Riverwest apartment building.	Proposed project would be visually prominent in the view, change the scale of the contributing properties, and alter the historic building's visual associations with the WBMA. Proposed project would result in an *adverse impact* to views from the historic property.	Proposed project would be visually prominent in the view, change the scale of the contributing properties, and alter the historic building's visual associations with the WBMA. Proposed project would result in an *adverse impact* to views from the historic property.	Proposed project would have a strong visual presence in this view of the WBMA. The scale, massing and materials of the non-historic building in the WBMA would result in an *adverse impact* to the setting of the WBMA from this perspective.	Proposed project would have a strong visual presence in this view of the WBMA. The scale, massing and materials of the non-historic building in the WBMA would result in an *adverse impact* to the setting of the WBMA from this perspective.
(3) Bridge No. L8900	Contributing structure to the SAFHD and SAFWA. Characterized by the plate-girder and limestone abutments carrying South First Street over railroad corridor. Significant for its associations within the district infrastructure.		Significant aspects of the visual setting include its association with South First Street, the abandoned rail corridor and adjacent historic buildings.	Proposed project would be visible in most views of the bridge. Project would not significantly impact associations with street and rail corridor, and would have *no adverse impact*.	Proposed project would be visible in most views of the bridge. Project would not significantly impact associations with street and rail corridor, and would have *no adverse impact*.		Views from bridge deck include the Wave site, the Crown Roller Mill, and the modern Riverwest apartment building. Views from the bridge are not an important aspect of its historical significance.	Proposed project would be easily visible and have a strong presence. Project would not affect its associations as a street crossing of a rail corridor and result in *no adverse impact*.	Proposed project would be easily visible and have a strong presence. Project would not affect its associations as a street crossing of a rail corridor and result in *no adverse impact*.	Proposed project would have a strong visual presence in this view of the WBMA. The scale, massing and materials of the non-historic building in the WBMA would result in an *adverse impact* to the setting of the WBMA from this perspective.	Proposed project would have a strong visual presence in this view of the WBMA. The scale, massing and materials of the non-historic building in the WBMA would result in an *adverse impact* to the setting of the WBMA from this perspective.

Historic Property	Historic character and significance	Current views toward historic property	Description of visual setting of historic property	Impacts of INITIAL proposed project on visual setting of historic property	Impacts of REVISED proposed project on visual setting of historic property	Current view towards proposed project from historic property	Description of current view towards proposed project from historic property	Impacts on views towards INITIAL proposed project	Impacts on views towards REVISED proposed project	Impacts of INITIAL proposed project on setting of WBMA from historic property	Impacts of REVISED proposed project on setting of WBMA from historic property
(4) Minneapolis Eastern Railway Company Enginehouse	Contributing building to the SAFHD and SAFWA. Characterized by cream-colored brick walls; segmental arched windows within vertical bays; brick cornice treatment. Significance for its association with the railway switching line that served the mill district.		Current visual setting includes the historic properties, such as the Hall and Dann building, Bridge L8900, and historic ruins of the Wave site. Other aspects of visual setting include the non-contributing Riverwest apartment building.	Proposed project would be visible in most views of the historic building because of proximity. Presence of the proposed project would result in a significant change in scale for the small, narrow building, which would be located between two tall, modern buildings. Result would be an *adverse impact*.	Proposed project would be visible in most views of the historic building because of proximity. Presence of the proposed project would result in a significant change in scale for the small, narrow building, which would be located between two tall, modern buildings. Result would be an *adverse impact*.		Current views directly face onto the ruins located in the proposed development site. This building has the most direct view towards the site of any historic building.	Proposed project would have a significant presence on the view from this historic property and would significantly alter its historical context. The project would result in an *adverse impact.*	Proposed project would have a significant presence on the view from this historic property and would significantly alter its historical context. The project would result in an *adverse impact.*	Proposed project would have a strong visual presence in this view of the WBMA. The scale, massing and materials of the non-historic building in the WBMA would result in an *adverse impact* to the setting of the WBMA from this perspective.	Proposed project would have a strong visual presence in this view of the WBMA. The scale, massing and materials of the non-historic building in the WBMA would result in an *adverse impact* to the setting of the WBMA from this perspective.
(5) Third Avenue Bridge	Contributing structure to the SAFHD and SAFWA. Character defining features include concrete-girder approach spans; open-spandrel, barrel-vaulted, concrete arch spans; open-spandrel, 3-ribbed, concrete arch spans; and steel-girder approach spans. Also has engineering significance.		Crossing the Mississippi River, the bridge is visible from many locations on both sides of the river. Most views include both modern and historic buildings. Views from the east side include the WBMA.	Located immediately adjacent to the bridge, the Wave project would be easily visible from most views of the bridge, especially from downriver and the east bank. Project would alter its historic setting but would have *no adverse impact* on its engineering significance.	Located immediately adjacent to the bridge, the Wave project would be easily visible from most views of the bridge, especially from downriver and the east bank. Project would alter its historic setting but would have *no adverse impact* on its engineering significance.		Views from bridge include views of almost the entire WBMA; significant existing intrusions include the Riverwest building. This view includes one of the best sites to view entirety of historic foundation ruins on proposed development site.	Proposed project would have a significant presence in the view shed, although the building would not obscure views of portions of the WBMA. Views towards Dann and Hall would be obscured. Views of foundation ruins would no longer be possible. Views toward project would be considered an *adverse impact*.	Proposed project would have a significant presence in the view shed, although the building would not obscure views of portions of the WBMA. Views towards Dann and Hall would be obscured. Most views of foundation ruins would be significantly obscured and altered, or no longer be possible. Views toward project would be considered an *adverse impact.*	Proposed project would have a significant presence in the view from bridge, in much the same way that the Riverwest building presently does. Loss of foundation ruins would result in change of setting and appreciation of the extent of the SAFWA. Proposed project would have an *adverse impact* on the setting of the WBMA from this perspective.	Proposed project would have a significant presence in the view from bridge, in much the same way that the Riverwest building presently does. Loss of some foundation ruins and the obscuring of those that remain would result in change of setting and appreciation of the extent of the SAFWA. Proposed project would have an *adverse impact* on the setting of the WBMA from this perspective.

Historic Property	Historic character and significance	Current views toward historic property	Description of visual setting of historic property	Impacts of INITIAL proposed project on visual setting of historic property	Impacts of REVISED proposed project on visual setting of historic property	Current view towards proposed project from historic property	Description of current view towards proposed project from historic property	Impacts on views towards INITIAL proposed project	Impacts on views towards REVISED proposed project	Impacts of INITIAL proposed project on setting of WBMA from historic property	Impacts of REVISED proposed project on setting of WBMA from historic property
(6) Minneapolis Main Post Office	Contributing building to the SAFHD. Characterized by Kasota stone and polished granite wall surfaces; full-height window bays and bronze spandrels panels; broad, low massing; Art Moderne style and details. Considered architecturally significant in its own right. Although contributing to the district, the building does not have significant associations with its historical themes and is not part of the SAFWD.		Visual setting includes several non-historic buildings on South First Street. Setting along the riverside elevation creates a strong presence and is significant.	Proposed project would be visible from views across the river, but also strongly separated from the project by the presence of the Third Avenue Bridge. Project would not alter its visual association with the river or its architectural significance, resulting in *no adverse impact.*	Proposed project would be visible from views across the river, but also strongly separated from the project by the presence of the Third Avenue Bridge. Project would not alter its visual association with the river or its architectural significance, resulting in *no adverse impact.*		Views toward proposed project site include the Hall and Dann building, Third Avenue Bridge and Riverwest apartment building. Ruins in development site are not visible.	Proposed project would be easily viewed from the historic building and have a strong presence. Because the views towards the WBMA are not an important aspect of this property's historical significance, the project would have *no adverse impact* views from on this property.	Proposed project would be easily viewed from the historic building and have a strong presence. Because the views towards the WBMA are not an important aspect of the historical significance of this property, the project would have *no adverse impact* on views from on this property.	Proposed project would have a significant presence in the view from the Post Office building, and would alter the perception of the WBMA from that site. The scale, massing and materials of the non-historic building in the WBMA would result in an *adverse impact* to the setting of the WBMA from this perspective.	Proposed project would have a significant presence in the view from the Post Office building, and would alter the perception of the WBMA from that site. The scale, massing and materials of the non-historic building in the WBMA would result in an *adverse impact* to the setting of the WBMA from this perspective.
(7) Stone Arch Bridge	Contributing structure to the SAFHD and SAFWD. Characterized by curved alignment and a series of stone arches. Iconic symbol of the mill district, historically linking east and west bank by rail. Also considered to have engineering significance.		The bridge is visually prominent within the district and its visual setting includes views of both the WBMA and the EBMA.	The proposed project may be visible within some views of the bridge and is located near its western terminus. The project would not have a significant impact on those views and would not impact the engineering significance, resulting in *no adverse impact.*	The proposed project may be visible within some views of the bridge and is located near its western terminus. The project would not have a significant impact on those views and would not impact the engineering significance, resulting in *no adverse impact.*		Views toward the proposed project site include much of the WBMA, including modern buildings such as the Riverwest apartment building, and the modern backdrop of the downtown skyline. The project site is mostly perceived as open space.	Located near the western terminus of the Stone Arch Bridge, the proposed project would have a visual presence in views to the west. Because the bridge links the WBMA to the EBMA, views toward those areas are significant and the proposed project would result in an *adverse impact* on that view.	Located near the western terminus of the Stone Arch Bridge, the proposed project would have a visual presence in views to the west. Because the bridge links the WBMA to the EBMA, views toward those areas are significant and the proposed project would result in an *adverse impact* on that view.	Proposed project would be visible in this view of the WBMA. The scale, massing and materials of the non-historic building in the WBMA would result in an *adverse impact* to the setting of the WBMA from this perspective.	Proposed project would be visible in this view of the WBMA. The scale, massing and materials of the non-historic building in the WBMA would result in an *adverse impact* to the setting of the WBMA from this perspective.

Historic Property	Historic character and significance	Current views toward historic property	Description of visual setting of historic property	Impacts of INITIAL proposed project on visual setting of historic property	Impacts of REVISED proposed project on visual setting of historic property	Current view towards proposed project from historic property	Description of current view towards proposed project from historic property	Impacts on views towards INITIAL proposed project	Impacts on views towards REVISED proposed project	Impacts of INITIAL proposed project on setting of WBMA from historic property	Impacts of REVISED proposed project on setting of WBMA from historic property
(8) East Bank Milling Area (EBMA)	Contributing area comprised of buildings, structures and sites to the SAFHD and SAFWD. Counterpart to the WBMA, this collection of mills and ancillary features is dominated by the Pillsbury "A" Mill and its surrounding complex. The Pillsbury "A" Mill is a National Historic Landmark.		The visual setting of the EBMA is centered on the Pillsbury complex, which includes mills and elevators. Views include modern high-rise buildings and a pastoral layer of riverside parkland.	Views of the EBMA, located across the river from the proposed project site, would not include views of the proposed project. The project would have *no adverse impact* on the visual setting of the EBMA.	Views of the EBMA, located across the river from the proposed project site, would not include views of the proposed project. The project would have *no adverse impact* on the visual setting of the EBMA.		Views toward the proposed project area include the entirety of the WBMA. The proposed project area appears as open space and has a backdrop of the Riverwest apartment building. The open space results in the lack of a clear definition of extent of WBMA and the historic waterpower area. From this perspective, it is not clear whether it is modern open space or part of the historic district. Portions of the Hall and Dann building are visible.	The proposed project would have the effect of limiting the visual presence of the WBMA to that area down-river from Fifth Avenue South, and would more clearly define the project site as non-historic. The Hall and Dann building would not be visible. Due to the further intrusion of a modern building within the historic viewshed, the change in the perception of the WBMA, the proposed project would have an *adverse impact* on the view from the EBMA.	The proposed project would have the effect of limiting the visual presence of the WBMA to that area down-river from Fifth Avenue South, and would more clearly define the project site as non-historic. The Hall and Dann building and the Minneapolis Eastern Enginehouse would not be visible. Preservation of some of the historic ruins and the use of sympathetic building materials and massing on the lower portion of the building partially mitigate for the adverse effects of the proposed building within this viewshed, although the size of the building is out of scale with these elements and other historic portions of the WBMA. Due to the further intrusion of a modern building within the historic viewshed, the change in the perception of the WBMA, the proposed project would have an *adverse impact* on the view from the EBMA.	Proposed project would be visible in this view of the WBMA. The scale, massing and materials of the non-historic building in the WBMA would result in an *adverse impact* to the setting of the WBMA from this perspective.	Proposed project would be visible in this view of the WBMA. The scale, massing and materials of the non-historic building in the WBMA would result in an *adverse impact* to the setting of the WBMA from this perspective.

Historic Property	Historic character and significance	Current views toward historic property	Description of visual setting of historic property	Impacts of INITIAL proposed project on visual setting of historic property	Impacts of REVISED proposed project on visual setting of historic property	Current view towards proposed project from historic property	Description of current view towards proposed project from historic property	Impacts on views towards INITIAL proposed project	Impacts on views towards REVISED proposed project	Impacts of INITIAL proposed project on setting of WBMA from historic property	Impacts of REVISED proposed project on setting of WBMA from historic property
(9) Nicollet Island	Area located within the SAFHD. Southern portion of the island includes buildings related to the nearby industrial district. This area of Nicollet Island is characterized by historic industrial buildings within what is now a park setting. Views from the island toward other historic properties, including the WBMA are significant.		The visual setting of Nicollet Island takes in the context of the historic properties on the island, as well as the adjacent shorelines of the east and west banks. The southern portion of the island has the strong visual presence of the Hennepin Avenue and Third Avenue bridges.	The proposed project would not be visible in most significant views to and within Nicollet Island. The project would have *no adverse effect* on the visual setting of Nicollet Island.	The proposed project would not be visible in most significant views to and within Nicollet Island. The project would have *no adverse effect* on the visual setting of Nicollet Island.		Views towards the proposed project area are dominated by the Third Avenue Bridge and the Falls of St. Anthony Dam, beyond which the Riverwest apartment building creates a strong presence.	The proposed project would not obstruct views of the Third Avenue Bridge or the dam. Portions of the building would be visible beyond and through the bridge, but most would be obscured by the presence of the bridge. Views from Nicollet Island would have *no adverse impact* from the proposed project.	The proposed project would not obstruct views of the Third Avenue Bridge or the dam. Portions of the building would be visible beyond and through the bridge, but most would be obscured by the presence of the bridge. Views from Nicollet Island would have *no adverse impact* from the proposed project.	Proposed project would be visible, but not have a significant presence from this location. Its presence would have *no adverse impact* from this location.	Proposed project would be visible, but not have a significant presence from this location. Its presence would have *no adverse impact* from this location.

Historic Property	Historic character and significance	Current views toward historic property	Description of visual setting of historic property	Impacts of INITIAL proposed project on visual setting of historic property	Impacts of REVISED proposed project on visual setting of historic property	Current view towards proposed project from historic property	Description of current view towards proposed project from historic property	Impacts on views towards INITIAL proposed project	Impacts on views towards REVISED proposed project	Impacts of INITIAL proposed project on setting of WBMA from historic property	Impacts of REVISED proposed project on setting of WBMA from historic property
(10) Contributing Archaeological Resources in Mill Ruins Park	Mill foundations, tailraces and other structures within the WBMA have been excavated and stabilized within Mill Ruins Park. As contributing sites to the SAFWD, these sites play an important role in the interpretation of the historical significance of the district.		Many of the exposed ruins and tailraces are within an area significantly below the South First Street grade, on that street's east side. Important views towards that location relate the ruins to the standing mills between Portland Avenue and Eighth Avenue, and to the Stone Arch Bridge. Excavations of a group of mills upriver from Portland Ave. are on the same grade as South First Street; many views of this area include views of the ruins on the proposed project site.	The visual setting towards the currently interpreted and exposed ruins of the Mill Ruins park (between Portland and Eighth Avenues) would not be significantly impacted by the proposed project. The proposed project would have a significant presence on views of the archaeological sites upriver from Portland Avenue that are currently being excavated and the removal of the extant ruins on the proposed development site would have an *adverse impact* on the visual setting for those sites.	The visual setting towards the currently interpreted and exposed ruins of the Mill Ruins park (between Portland and Eighth Avenues) would not be significantly impacted by the proposed project. The proposed project would have a significant presence on views of the archaeological sites upriver from Portland Avenue that are currently being excavated and the removal of the extant ruins on the proposed development site would have an *adverse impact* on the visual setting for those sites.	 View from lower sites  View from upper sites	Views towards the proposed project from the lower archaeological sites include partial views of the Stone Arch Bridge and several contributing mill buildings in the WBMA. Views from the upper sites towards the project area include a direct view onto the proposed project site, with views of the extant ruins, as well as modern, non-contributing buildings.	Proposed project would be visible from both locations. Although visible from the lower sites, the project would not obscure views of associated mill properties and would be placed within a view where modern buildings are already present. Views towards the project area from the upper sites would result in the loss of the visual association of the mill ruins and the creation of a significant modern building. The loss of historical visual context for the mill ruins would result in an *adverse impact* on this resource.	Proposed project would be visible from both locations. Although visible from the lower sites, the project would not obscure views of associated mill properties and would be placed within a view where modern buildings are already present. Views towards the project area from the upper sites would result in the loss of the visual association of the mill ruins and the creation of a large modern building over and around the historic ruins, partially removing or obscuring the visual linkages. The loss of historical visual context for the mill ruins would result in an *adverse impact* on this resource.	Proposed project would be visible in this view of the WBMA, significantly altering the visual setting from this perspective. The scale, massing and materials of the non-historic building in the WBMA would result in an *adverse impact* to the setting of the WBMA from this perspective.	Proposed project would be visible in this view of the WBMA, significantly altering the visual setting from this perspective. The scale, massing and materials of the non-historic building in the WBMA would result in an *adverse impact* to the setting of the WBMA from this perspective.

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(11) Upper Harbor Terminal System – St. Anthony Falls Lock and Dam	The lock and dam system includes buildings and structures completed in 1963. Likely areas of significance are engineering, transportation and commerce.		Visual setting of the lock and dam includes the WBMA, the Stone Arch Bridge and the Third Avenue Bridge, although those features likely do not contribute to the property's historical significance.	Views towards the lock and dam would include the proposed project, which is located adjacent to the lock canal structure and would have a significant presence. Because many of the historical resources that surround the lock and dam are not associated with the potential significance of this property, the new construction would have *no adverse impact* to the lock and dam.	Views towards the lock and dam would include the proposed project, which is located adjacent to the lock canal structure and would have a significant presence. Because many of the historical resources that surround the lock and dam are not associated with the potential significance of this property, the new construction would have *no adverse impact* to the lock and dam.		Views towards the proposed project include direct views of the parcel, which encompass the historical ruins, the Fuji Ya building, as well as modern infill.	Views towards the proposed project from the lock and dam would be dominated by the proposed project. Views in this direction from the lock and dam likely would not, however, be an important character-defining feature of this potential historic property, and therefore would be considered to have *no adverse impact.*	Views towards the proposed project from the lock and dam would be dominated by the proposed project. Views in this direction from the lock and dam likely would not, however, be an important character-defining feature of this potential historic property, and therefore would be considered to have *no adverse impact.*	Proposed project would be visible in this view of the WBMA. The scale, massing and materials of the non-historic building in the WBMA would result in an *adverse impact* to the setting of the WBMA from this perspective.	Proposed project would be visible in this view of the WBMA. The scale, massing and materials of the non-historic building in the WBMA would result in an *adverse impact* to the setting of the WBMA from this perspective.

EXHIBIT L

Tree Survey

December 29, 2006

Michael Buelow
Omni Investment Properties
619 10th St. S.
Minneapolis, MN 55404

Re: Tree Valuation for 420 1st Street South, Minneapolis, MN 55401

Dear Mr. Buelow,

You have requested that I determine the monetary value of trees located on the property at 420 1st Street South, Minneapolis, Minnesota. I inspected the trees and site on December 26th, 2006 accompanied by Kenneth Simons, as an assisting arborist.

The subject trees which were probably naturally established (other than the red cedar variety planted next to the entrance and the boulevard trees), are located in a wooded area west and northwest of the building and provide or contribute to general site aesthetics, slope stabilization, wildlife habitat and masking of site debris. It is my opinion that the respective values of the subject trees should be derived by the "Trunk Formula Method" of tree valuation.

Note: Although the trunk diameters of several trees are of a transplantable diameter, and less than the 9 inch diameter or larger criteria usually required for application of the "Trunk Formula Method", these trees are larger than transplantable size in height and crown mass, thereby the "Trunk Formula Method" has been used to derive their values. Application of this method to these trees also maintains consistency in the valuation methodology.

Trunk Formula Method

The Trunk Formula Method, adopted by the Council of Tree & Landscape Appraisers, is described in the Ninth Edition, Guide For Plant Appraisal published in 2000 by the International Society of Arboriculture, and is supplemented by the Minnesota Supplement to the Guide For Plant Appraisal prepared by the Minnesota Society of Arboriculture Tree Valuation Committee. This Supplement establishes the regional factors of the formula (e.g. species ratings, replacement cost and basic prices).

> Note: The applicable basic prices (unit tree costs) listed in the Minnesota Supplement to the Guide For Plant Appraisal have been updated to reflect current inflationary increases of the established 1996 prices.
>
> Appraised Cost = Basic Tree Cost x Species Rating (%) x Condition Rating (%) x Location Rating (%).

Basic Tree Cost = Installed Tree Cost + Unit Tree Cost x (TA_A - TA_R)

Formula Factors:

1. Installed Tree Cost (Replacement Cost) – cost to buy and install largest normally available transplantable tree in region, which has been determined to be a three inch caliper tree.
2. Unit Tree Cost (Basic Price) – wholesale in-the-field price of nursery tree per unit of trunk area.
3. Trunk Area of Replacement Tree (TA_R) – area of trunk measured 6 inches above the ground line (7.01 sq. in.).
4. Trunk Area of Appraised Tree (TA_A) – area of trunk (sq. in.) measured 4½ feet above ground line. For trees larger than 30 inches in diameter, the Trunk Areas (TA_A) are converted to Adjusted Trunk Areas (ATA_A).
5. Species Rating – adjustment factor (%) that reflects inherent species characteristics such as hardiness, structure, durability, longevity, environmental tolerances and susceptibility to disease infection and/or insect infestation.
6. Condition Rating – adjustment factor (%) that reflects the general state of health, structural integrity and appearance of the tree.
7. Location Rating – adjustment factor (%) that reflects type and quality of the property, functional and aesthetic contributions to the landscape and effectiveness of placement within the site.
    - The Location Rating incorporates three factors – Site, Contribution and Placement.
    - Site Rating reflects property value, land use category, quality of the property, scarcity of trees in general area and on-site (or near site) intensity of human activity.
    - Contribution Rating reflects the sum of the integral functions performed by the tree.
    - Placement Rating reflects the on-site position or arrangement of a tree as it impacts the effectiveness of the tree's respective functions and relationship to other trees.

INVENTORY – VALUATION

Tree # *	Species	Size (dia.)	TA_A or ATA_A (sq.in.)	Installed Tree Cost	Unit Tree Cost	Basic Tree Cost	Species Rating	Condition Rating **	Location Rating ***	Appraised Value
1	Juniper Variety	8	50	$400.00	$15.00	$1,045.00	75%	70%	45%	$247
2	Black Locust	9	64	$530.00	$18.00	$1,556.00	60%	60%	45%	$252
3	Black Locust	8	50	$530.00	$18.00	$1,304.00	60%	50%	45%	$176
4	Black Locust	7	38	$530.00	$18.00	$1,088.00	60%	50%	45%	$147
5	Black Locust	8	50	$530.00	$18.00	$1,304.00	60%	50%	45%	$176
6	Siberian Elm	14	154	$530.00	$18.00	$3,176.00	65%	35%	45%	$325
7	Siberian Elm	11	95	$530.00	$18.00	$2,114.00	65%	25%	45%	$155
8	Cottonwood	44	1314	$530.00	$18.00	$24,056.00	70%	60%	45%	$4,547
9	Hackberry	6	28	$585.00	$21.00	$1,026.00	70%	70%	75%	$377
10	Hackberry	7	38	$585.00	$21.00	$1,236.00	70%	80%	75%	$519
11	Hackberry	6	28	$585.00	$21.00	$1,026.00	70%	80%	75%	$431
12	Hackberry	6	28	$585.00	$21.00	$1,026.00	70%	70%	75%	$377
13	Hackberry	6	28	$585.00	$21.00	$1,026.00	70%	60%	75%	$323
14	Hackberry	6	28	$585.00	$21.00	$1,026.00	70%	75%	75%	$404
15	Cottonwood	13, 9	240	$530.00	$18.00	$4,724.00	70%	60%	45%	$893
16	Boxelder	12, 11	240	$530.00	$18.00	$4,724.00	70%	35%	45%	$521
17	Cottonwood	17	227	$530.00	$18.00	$4,490.00	70%	15%	45%	$212
18	Cottonwood	28	615	$530.00	$18.00	$11,474.00	70%	65%	45%	$2,349
19	Siberian Elm	15	177	$530.00	$18.00	$3,590.00	65%	60%	45%	$630
20	Boxelder	8	50	$530.00	$18.00	$1,304.00	70%	40%	45%	$164
21	Boxelder	9	64	$530.00	$18.00	$1,556.00	70%	10%	45%	$49
22	Boxelder	15	177	$530.00	$18.00	$3,590.00	70%	10%	45%	$113
23	Boxelder	13	133	$530.00	$18.00	$2,798.00	70%	40%	45%	$353
24	Siberian Elm	19	283	$530.00	$18.00	$5,498.00	65%	60%	45%	$965
25	Siberian Elm	19	283	$530.00	$18.00	$5,498.00	65%	40%	45%	$643
26	Boxelder	12	113	$530.00	$18.00	$2,438.00	70%	35%	45%	$269
27	Boxelder	9	64	$530.00	$18.00	$1,556.00	70%	30%	45%	$147
28	Boxelder	13	133	$530.00	$18.00	$2,798.00	70%	35%	45%	$308
29	Cottonwood	43	1273	$530.00	$18.00	$23,318.00	70%	50%	45%	$3,673
30	Boxelder	7	38	$530.00	$18.00	$1,088.00	70%	45%	45%	$154
31	Cottonwood	18	254	$530.00	$18.00	$4,976.00	70%	55%	45%	$862
32	Boxelder	8	50	$530.00	$18.00	$1,304.00	70%	45%	45%	$185

33	Boxelder	7	38	$530.00	$18.00	$1,088.00	70%	40%	45%	$137
34	Boxelder	8	50	$530.00	$18.00	$1,304.00	70%	15%	45%	$62
35	Boxelder	6	28	$530.00	$18.00	$908.00	70%	25%	45%	$72
36	Boxelder	9	64	$530.00	$18.00	$1,556.00	70%	5%	45%	$25
37	Cottonwood	17	227	$530.00	$18.00	$4,490.00	70%	35%	45%	$495
38	Cottonwood	14	154	$530.00	$18.00	$3,176.00	70%	40%	45%	$400
39	Cottonwood	21	346	$530.00	$18.00	$6,632.00	70%	55%	45%	$1,149
40	Cottonwood	10	79	$530.00	$18.00	$1,826.00	70%	20%	45%	$115
41	Cottonwood	16	201	$530.00	$18.00	$4,022.00	70%	30%	45%	$380
42	Cottonwood	12	113	$530.00	$18.00	$2,438.00	70%	30%	45%	$230
43	Siberian Elm	6	28	$530.00	$18.00	$908.00	65%	10%	45%	$27
44	Cottonwood	13	133	$530.00	$18.00	$2,798.00	70%	35%	45%	$308
45	Cottonwood	20	314	$530.00	$18.00	$6,056.00	70%	35%	45%	$668
46	Cottonwood	9	64	$530.00	$18.00	$1,556.00	70%	35%	45%	$172
47	Cottonwood	12	113	$530.00	$18.00	$2,438.00	70%	35%	45%	$269
48	Cottonwood	13	133	$530.00	$18.00	$2,798.00	70%	50%	45%	$441
49	Cottonwood	13	133	$530.00	$18.00	$2,798.00	70%	55%	45%	$485
50	Cottonwood	13	133	$530.00	$18.00	$2,798.00	70%	50%	45%	$441
51	Boxelder	9	64	$530.00	$18.00	$1,556.00	70%	30%	45%	$147
52	Boxelder	12	113	$530.00	$18.00	$2,438.00	70%	10%	45%	$77
53	Cottonwood	43	1273	$530.00	$18.00	$23,318.00	70%	20%	45%	$1,469
54	Green Ash	10	79	$530.00	$18.00	$1,826.00	65%	70%	45%	$374
55	Cottonwood	13	133	$530.00	$18.00	$2,798.00	70%	45%	45%	$397
56	Cottonwood	15	177	$530.00	$18.00	$3,590.00	70%	40%	45%	$452
57	Cottonwood	13	133	$530.00	$18.00	$2,798.00	70%	30%	45%	$264
58	Cottonwood	14	154	$530.00	$18.00	$3,176.00	70%	35%	45%	$350
59	Cottonwood	8	50	$530.00	$18.00	$1,304.00	70%	20%	45%	$82
60	Cottonwood	16	201	$530.00	$18.00	$4,022.00	70%	35%	45%	$443
61	Cottonwood	13,12,12	491	$530.00	$18.00	$9,242.00	70%	45%	45%	$1,310
62	Siberian Elm	19	283	$530.00	$18.00	$5,498.00	65%	35%	45%	$563
63	Cottonwood	9	64	$530.00	$18.00	$1,556.00	70%	10%	45%	$49
64	Cottonwood	15	177	$530.00	$18.00	$3,590.00	70%	35%	45%	$396
65	Cottonwood	18,11,13	707	$530.00	$18.00	$13,130.00	70%	50%	45%	$2,068
66	Cottonwood	17	227	$530.00	$18.00	$4,490.00	70%	10%	45%	$141
67	Cottonwood	15	177	$530.00	$18.00	$3,590.00	70%	35%	45%	$396
68	Cottonwood	22	380	$530.00	$18.00	$7,244.00	70%	35%	45%	$799
69	Cottonwood	15	177	$530.00	$18.00	$3,590.00	70%	40%	45%	$452
70	Hackberry	5	20	$585.00	$21.00	$858.00	70%	50%	75%	$225
71	Hackberry	4.5	16	$585.00	$21.00	$774.00	70%	55%	75%	$223
72	Hackberry	5	20	$585.00	$21.00	$858.00	70%	45%	75%	$203
73	Hackberry	5	20	$585.00	$21.00	$858.00	70%	45%	75%	$203
74	Hackberry	5	20	$585.00	$21.00	$858.00	70%	70%	75%	$315

75	Cottonwood	12	113	$530.00	$18.00	$2,438.00	70%	65%	45%	$499
76	Boxelder	6	28	$530.00	$18.00	$908.00	70%	15%	45%	$43
77	Boxelder	7	38	$530.00	$18.00	$1,088.00	70%	20%	45%	$69
							GRAND TOTAL			$38,829

* The Tree # reflects the tree identification numbers assigned by Alliant Engineering's Existing Condition Survey Map, revised on November 21st, 2006.

** The Condition Ratings reflect restricted crown development due to close proximity to adjacent trees and the existing building, as well as individual tree structural defects.

*** The Location Ratings reflect that the subject trees provide limited aesthetic and functional contributions to the site, except for the boulevard trees.

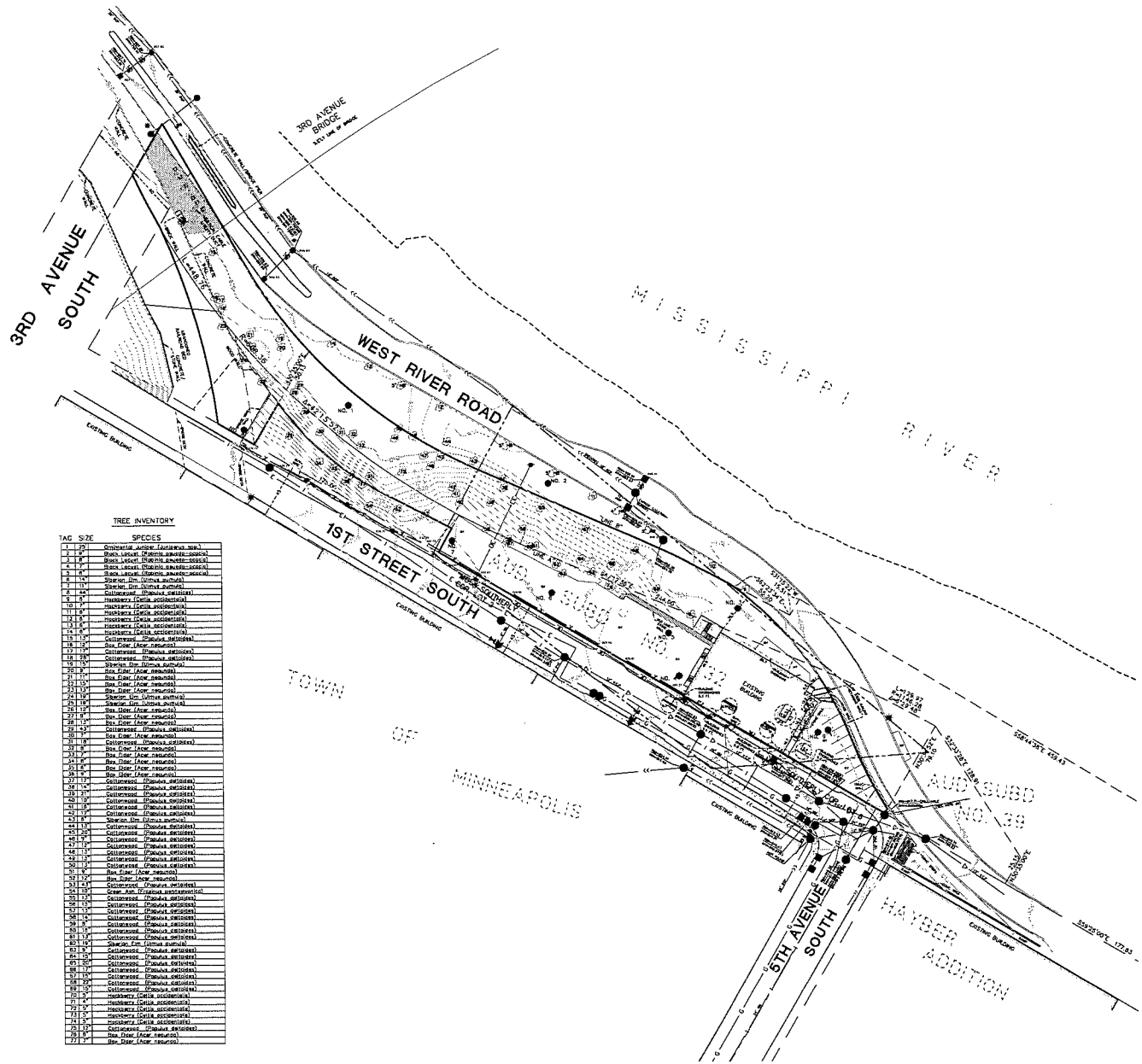
It is my opinion that the total monetary value of the subject trees as derived by the Trunk Formula Method is $38,829.00 (THIRTY EIGHT THOUSAND AND EIGHT HUNDRED TWENTY NINE DOLLARS).

I certify that I have no present or contemplated future interest in the subject property, and that neither the employment to make this valuation, nor the compensation for it, is contingent upon the appraised value for the subject trees.

I have no personal interest in or bias with respect to the subject matter of this valuation report or the parties involved, and to my knowledge and belief, all statements and information in this report are true and correct.

Respectfully submitted,

Manuel Jordan
Consulting Arborist # MN 0206 A
Top Notch Treecare

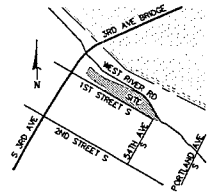


TREE INVENTORY

TAG	SIZE	SPECIES
1	29"	Ornamental Juniper (Juniperus spp.)
2	9"	Black Locust (Robinia pseudo-acacia)
3	8"	Black Locust (Robinia pseudo-acacia)
4	7"	Black Locust (Robinia pseudo-acacia)
5	8"	Black Locust (Robinia pseudo-acacia)
6	14"	Siberian Elm (Ulmus pumila)
7	10"	Siberian Elm (Ulmus pumila)
8	45"	Cottonwood (Populus deltoides)
9	8"	Hackberry (Celtis occidentalis)
10	7"	Hackberry (Celtis occidentalis)
11	6"	Hackberry (Celtis occidentalis)
12	8"	Hackberry (Celtis occidentalis)
13	6"	Hackberry (Celtis occidentalis)
14	6"	Hackberry (Celtis occidentalis)
15	14"	Cottonwood (Populus deltoides)
16	12"	Box Elder (Acer negundo)
17	19"	Cottonwood (Populus deltoides)
18	20"	Cottonwood (Populus deltoides)
19	15"	Siberian Elm (Ulmus pumila)
20	9"	Box Elder (Acer negundo)
21	11"	Box Elder (Acer negundo)
22	13"	Box Elder (Acer negundo)
23	13"	Box Elder (Acer negundo)
24	18"	Siberian Elm (Ulmus pumila)
25	18"	Siberian Elm (Ulmus pumila)
26	12"	Box Elder (Acer negundo)
27	9"	Box Elder (Acer negundo)
28	13"	Box Elder (Acer negundo)
29	43"	Cottonwood (Populus deltoides)
30	9"	Box Elder (Acer negundo)
31	18"	Cottonwood (Populus deltoides)
32	8"	Box Elder (Acer negundo)
33	9"	Box Elder (Acer negundo)
34	8"	Box Elder (Acer negundo)
35	8"	Box Elder (Acer negundo)
36	9"	Box Elder (Acer negundo)
37	17"	Cottonwood (Populus deltoides)
38	14"	Cottonwood (Populus deltoides)
39	21"	Cottonwood (Populus deltoides)
40	19"	Cottonwood (Populus deltoides)
41	18"	Cottonwood (Populus deltoides)
42	12"	Cottonwood (Populus deltoides)
43	8"	Siberian Elm (Ulmus pumila)
44	13"	Cottonwood (Populus deltoides)
45	10"	Cottonwood (Populus deltoides)
45.1	24"	Cottonwood (Populus deltoides)
47	12"	Cottonwood (Populus deltoides)
48	11"	Cottonwood (Populus deltoides)
49	12"	Cottonwood (Populus deltoides)
50	12"	Cottonwood (Populus deltoides)
51	9"	Box Elder (Acer negundo)
52	12"	Box Elder (Acer negundo)
53	14"	Cottonwood (Populus deltoides)
54	18"	Green Ash (Fraxinus pennsylvanica)
55	11"	Cottonwood (Populus deltoides)
56	12"	Cottonwood (Populus deltoides)
57	11"	Cottonwood (Populus deltoides)
58	14"	Cottonwood (Populus deltoides)
59	8"	Cottonwood (Populus deltoides)
60	18"	Cottonwood (Populus deltoides)
61	11"	Cottonwood (Populus deltoides)
62	19"	Siberian Elm (Ulmus pumila)
63	8"	Cottonwood (Populus deltoides)
64	15"	Cottonwood (Populus deltoides)
65	20"	Cottonwood (Populus deltoides)
66	21"	Cottonwood (Populus deltoides)
67	15"	Cottonwood (Populus deltoides)
68	22"	Cottonwood (Populus deltoides)
69	12"	Cottonwood (Populus deltoides)
70	5"	Hackberry (Celtis occidentalis)
71	4"	Hackberry (Celtis occidentalis)
72	5"	Hackberry (Celtis occidentalis)
73	5"	Hackberry (Celtis occidentalis)
74	5"	Hackberry (Celtis occidentalis)
75	12"	Cottonwood (Populus deltoides)
76	8"	Box Elder (Acer negundo)
77	7"	Box Elder (Acer negundo)

Notes:

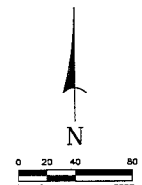
1. The locations of underground utilities are depicted based on available maps, records and field locations and may not be exact. Verify all utilities critical to construction or design.
2. The basis of bearings is assumed.
3. All distances are in feet.
4. This survey was prepared from legal descriptions supplied and our in house records and may not depict all easements, appurtenances or encumbrances affecting the property.
5. Bench Marks: BR 27537-MNDOT Brass Disc/NGVD29 832.73
6. According to Paul Chelsen, Engineer for the City of Minneapolis, storm drill manhole was drop to an tunnel leading in the direction of the Mississippi River.



LEGEND

FOUND IRON MONUMENT
HYDRANT
WATER VALVE
WATER MANHOLE
SANITARY MANHOLE
CATCH BASIN
ELECTRIC BOX
LIGHT
STORM MANHOLE
TREE
POWER POLE
BOLLARD
RECORD PLAN
MEASURED
SPOT ELEVATION
CASTING
SANITARY SEWER
STORM SEWER
WATERMAIN
UNDERGROUND ELECTRIC
OVERHEAD ELECTRIC
FENCE
CONCRETE
STONE
SOIL BORING

REVISED 1-03-07 ADD TREES 6" AND GREATER
REVISED 11-21-06 ADD SOIL BORING TO DRAWING
REVISED 6-28-05 STORM SEWER
REVISED 6-14-05 ADD UTILITY INVERTS & ADD'L TOPOG.
REVISED 5-02-05 -BDRY/ADD'L TOPOG.



ALLIANT ENGINEERING INCORPORATED
222 PARK AVENUE SOUTH
SUITE 200
MINNEAPOLIS, MN 55415
(612) 758-3060 PHONE
(612) 758-3099 FAX

I hereby certify that this plan, specification or report was prepared by me or under my direct supervision and that I am a duly Licensed Professional Land Surveyor under Minnesota statutes 326.02 to 326.15.

Signature
1-3-07
Date
18425
License Number

420 1ST STREET

EXISTING CONDITIONS SURVEY

MINNEAPOLIS, MINNESOTA

DRAWN BY	LT, PG
CHECKED BY	DBD
DATE ISSUED	04/20/05
SCALE	1"=40'
JOB NO.	050030
BOOK	35

Drawing name: P:\alliant\Heritage\050030\survey\existing conditions\050030survdwg Jan 03, 2007 - 4:32pm

EXHIBIT M

Acronyms and Abbreviations

APE: Area of Potential Effect
CPC: Minneapolis City Planning Commission
CUP: Conditional Use Permit
CPED: Minneapolis Community Planning and Economic Development Department
District: St. Anthony Falls Historic District
DMNA: Downtown Minneapolis Neighborhood Association
EAW: Environmental Assessment Worksheet
EBMA: East Bank Milling Area of the St. Anthony Falls Historic District
EIS: Environmental Impact Statement
EQB: Minnesota Environmental Quality Board
Guidelines: St. Anthony Falls Historic District Guidelines
Heritage Board: St. Anthony Falls Heritage Board
HPC: Minneapolis Heritage Preservation Commission
LOS: Intersection Level of Service
Met Council: Metropolitan Council of the Twin Cities
Mn OSA: Minnesota Office of the State Archeologist
Mn SHPO: Minnesota State Historic Preservation Office
MPCA: Minnesota Pollution Control Agency
MPRB: Minneapolis Park and Recreation Board
NPS: National Park Service
NRHP: National Register of Historic Places
SAFWA: St. Anthony Falls Waterpower Area
Standards: Secretary of the Interior Standards
TDM Plan: Travel Demand Management Plan
WBMA: West Bank Milling Area of the St. Anthony Falls Historic District
Z & P Committee: Zoning and Planning Committee of the Minneapolis City Council

EXHIBIT N

Council/Mayor Action

The following is the complete text of the unpublished summarized ordinance.

ORDINANCE 2007-Or-019
By Schiff
1st & 2nd Readings: 2/23/2007

Amending Title 20, Chapter 521 of the Minneapolis Code of Ordinances relating to Zoning Code: Zoning Districts and Maps Generally.

The City Council of The City of Minneapolis do ordain as follows:

Section 1. That Section 521.30 of the above-entitled ordinance be amended by changing the zoning district for the following parcel of land, pursuant to MS 462.357:

That part of Lots 5 and 6, Sunset Park (5140 Hiawatha Ave - Plate 40) to the R4 District.

Adopted 2/23/2007.

Absent - Colvin Roy.

Z&P - Your Committee, having under consideration the Midtown Greenway Land Use and Development Plan, a plan to provide policy direction for land use and development along the Midtown Greenway from Hiawatha Ave to the west city limits, now recommends concurrence in the recommendation of the Planning Commission that the findings prepared by the Department of Community Planning & Economic Development (CPED) staff be adopted, and that the Midtown Greenway Land Use and Development Plan be adopted with the amendments set forth in the CPED report on file in Petn No 271839 as a small area plan and as an articulation of and amendment to the comprehensive plan's policies, subject to review and approval by the Metropolitan Council.

Adopted 2/23/2007.

Absent - Colvin Roy.

Z&P - Your Committee, having under consideration the environmental review process for the Wave Project at 304-320 1st St S for construction of a mixed-use project including 38 residential units, a 9,400 square foot spa, a 9,600 square foot restaurant and structured parking fro 195 vehicles on the site of the former Fuji Ya Restaurant and vacant land to the west currently owned by the Minneapolis Park and Recreation Board, now recommends that development of an Environmental Impact Statement not be ordered, therefore making a negative declaration, and that the Findings of Fact and Record of Decision set forth in the Department of Community Planning and Economic Development staff report be adopted.

Your Committee further directs staff to address the concerns and recommendations stated as follows by the National Park Service: a) "...the Findings Document does not discuss the nature of the Wave's cumulative impact"; and b) "...impacts affect the setting, feeling and association, which are three of the seven elements of site integrity as defined by the National Register in Bulletin 15, How to Apply the National Register Criteria for Evaluation."

Adopted 2/23/2007.

Absent - Colvin Roy.

MOTIONS

Samuels introduced the subject matter of an ordinance amending Title 13, Chapter 341 of the Minneapolis Code of Ordinances relating to Licenses and Business Regulations: Taxicabs, which was given its first reading and referred to the Public Safety & Regulatory Services Committee (establishing fuel efficiency standards; deleting taxicab driver citizenship requirements; deleting section relating to provisional taxicab drivers licenses; deleting section relating to Limited Liability Partnerships; and amending financial incentives to taxicab service companies who exceed fuel efficiency and wheel chair vehicle standards).