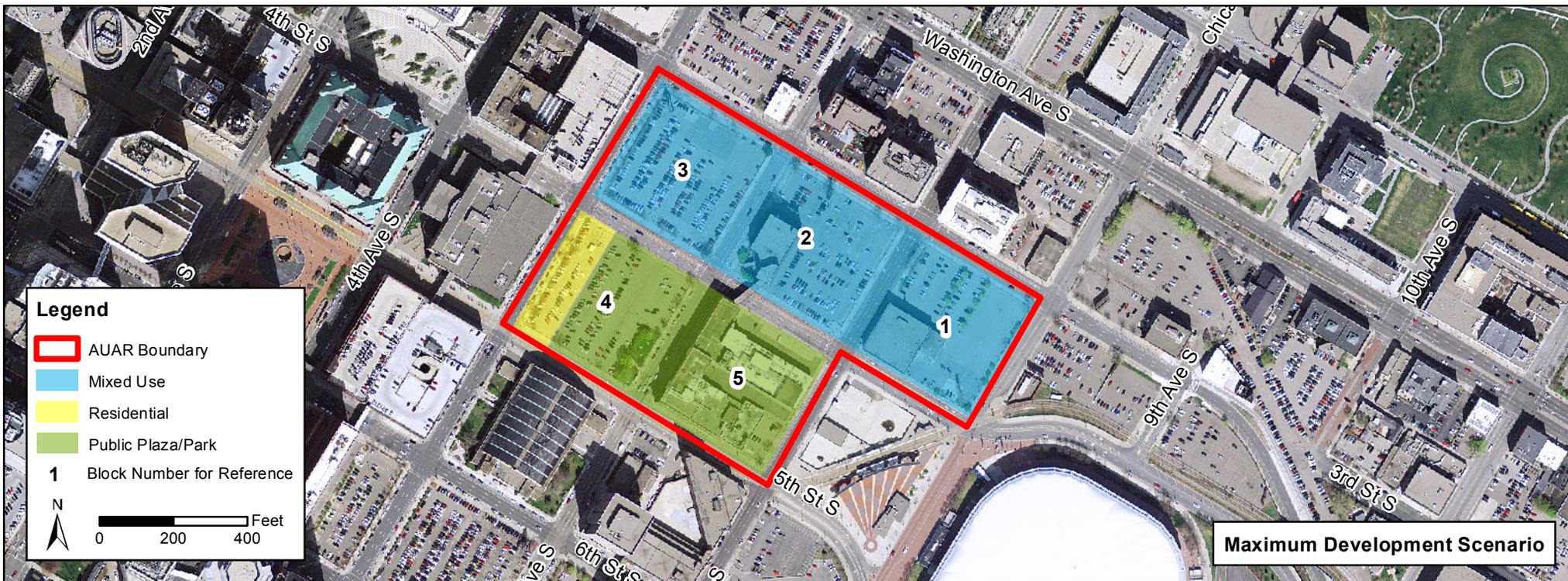
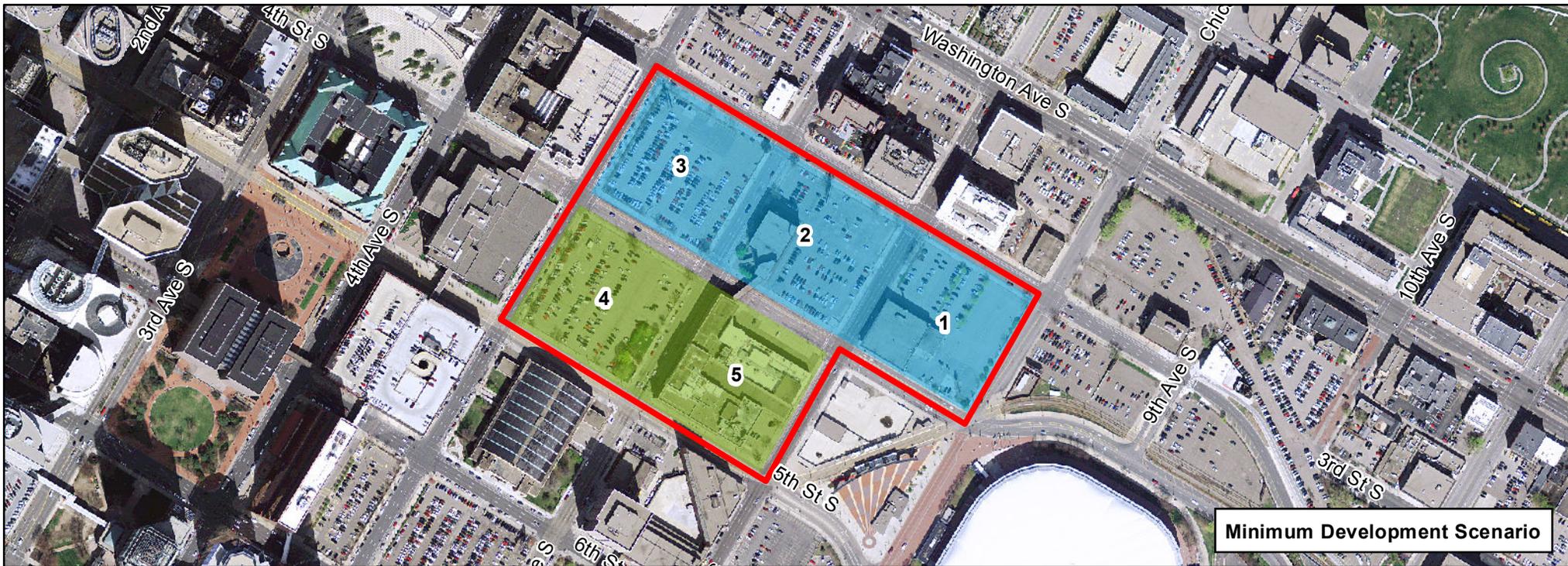


Figure 5-1. USGS 7.5 Minute Map

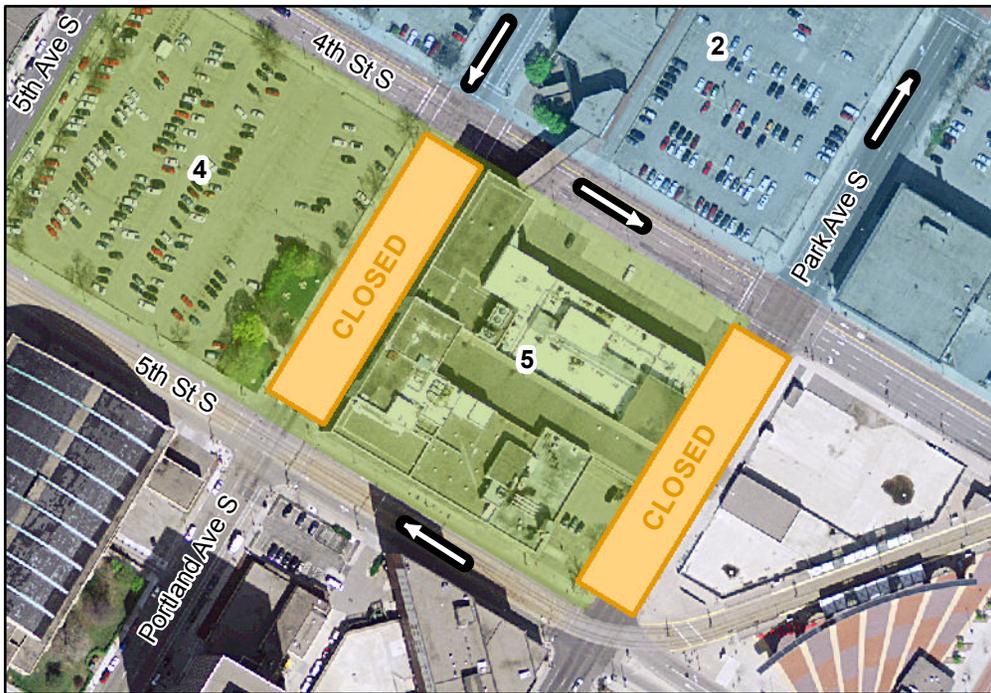


Legend

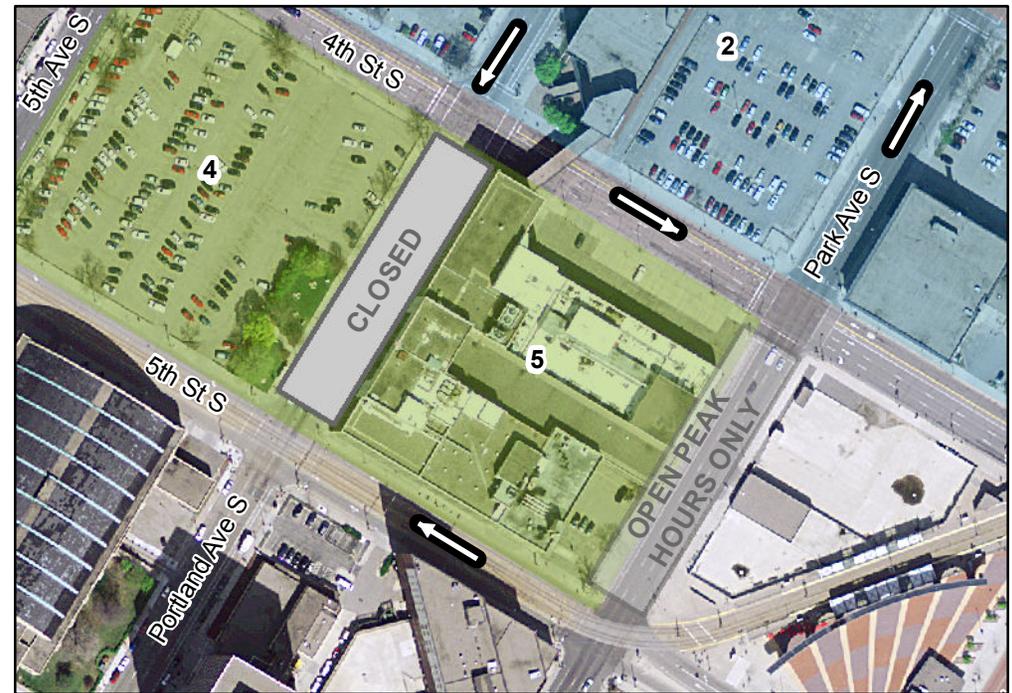
- AUAR Boundary
- Mixed Use
- Residential
- Public Plaza/Park
- 1** Block Number for Reference



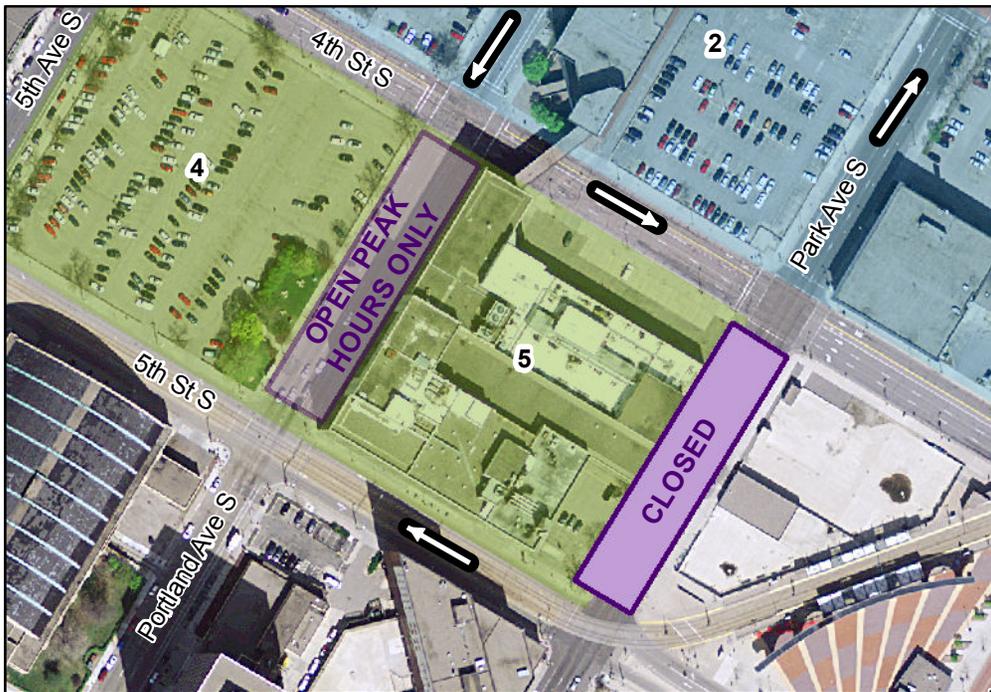
Figure 5-2. AUAR Boundary, Subdistricts, and Cover Types



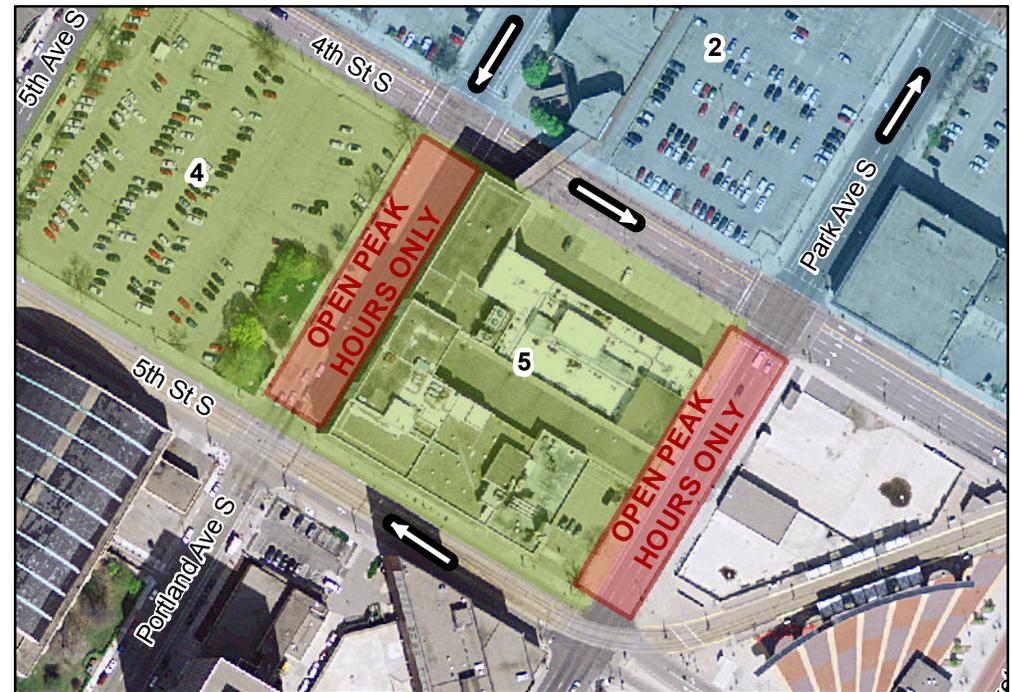
Option 1



Option 2



Option 3



Option 4

Legend

- Public Plaza/Park
- Mixed Use
- 1** Block Number for Reference

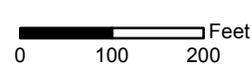
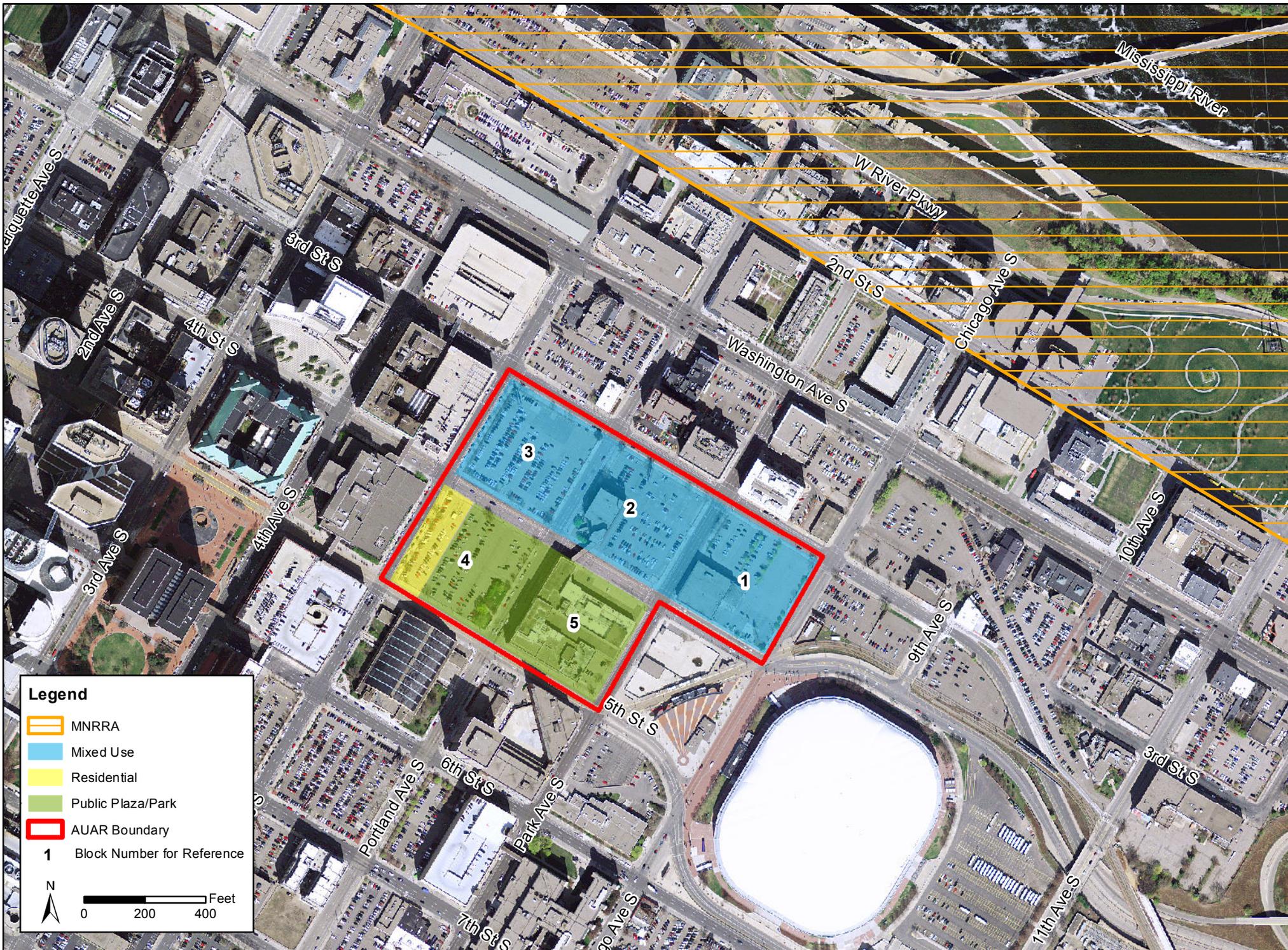


Figure 6-1. Roadway Network Options

Note: Options 2-4 assume Park and Portland are reduced to 2 lanes, with bike lanes and no parking



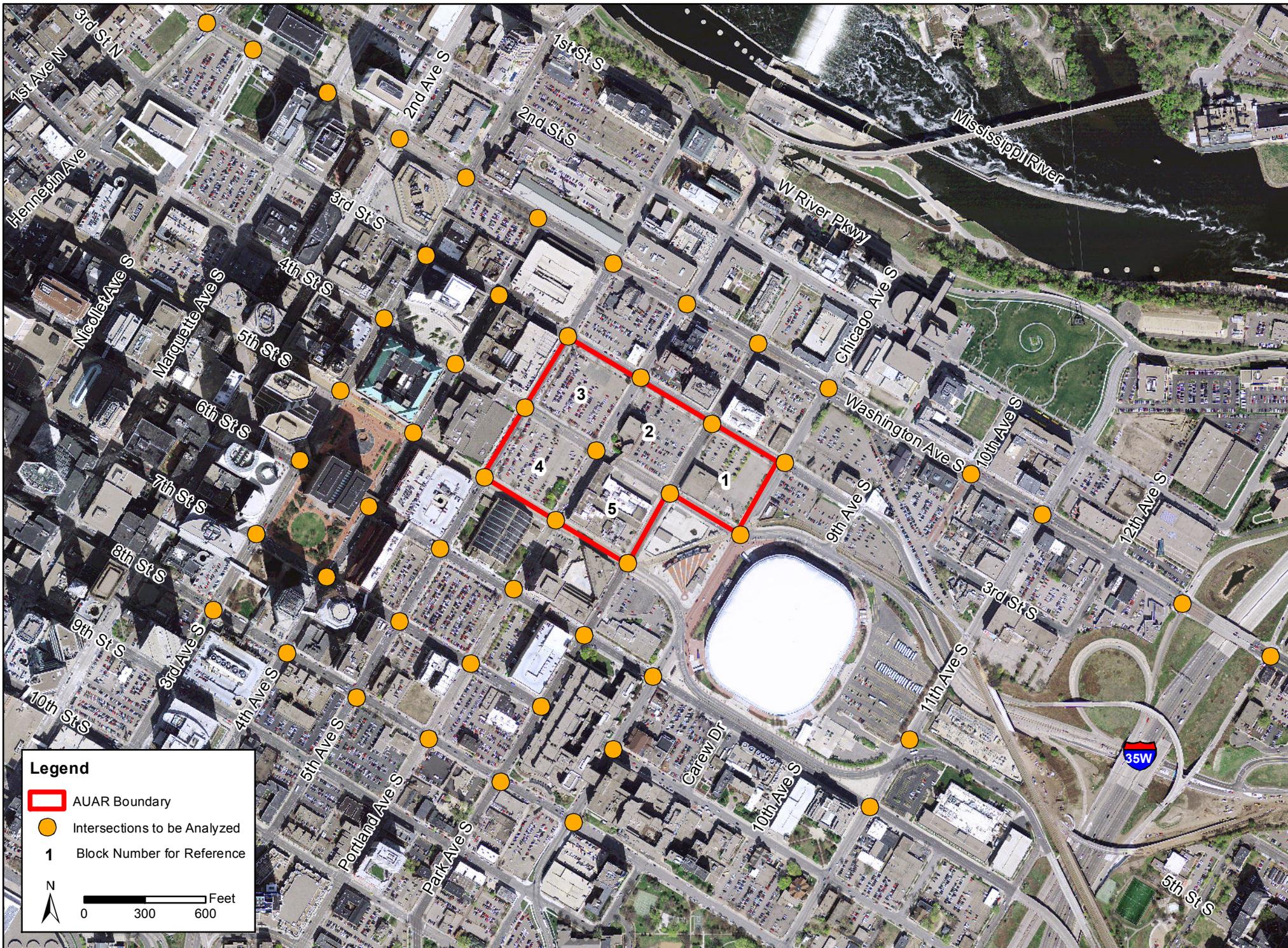
Legend

-  MNRRRA
-  Mixed Use
-  Residential
-  Public Plaza/Park
-  AUAR Boundary
- 1** Block Number for Reference

N

0 200 400 Feet

Figure 14-1. Water-Related Land Use Management Districts



Legend

- AUAR Boundary
- Intersections to be Analyzed
- 1** Block Number for Reference

N

0 300 600 Feet

Figure 21-1. Traffic Study Area

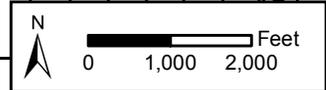
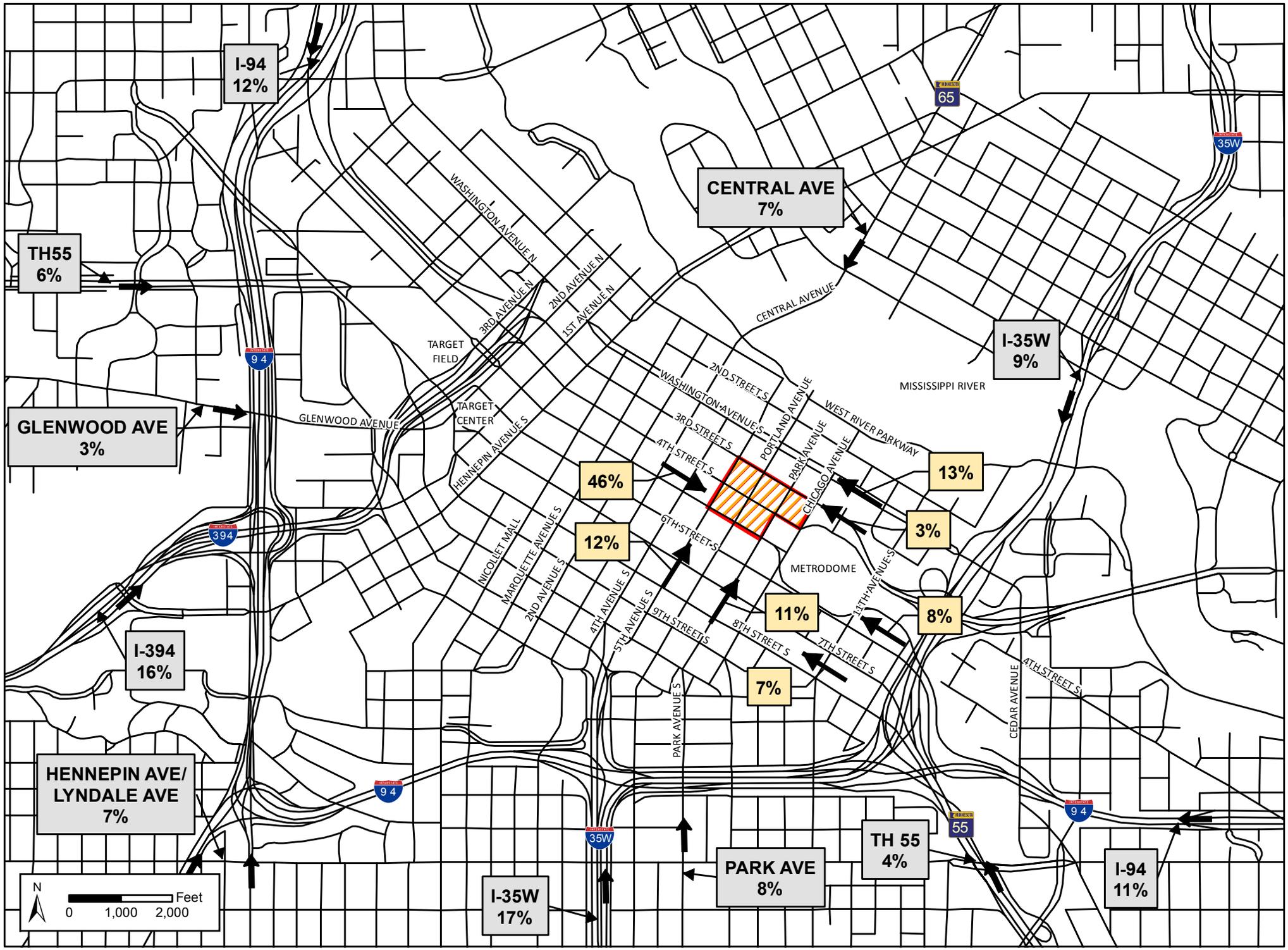


Figure 21-2. AM Peak Hour Regional Trip Distribution

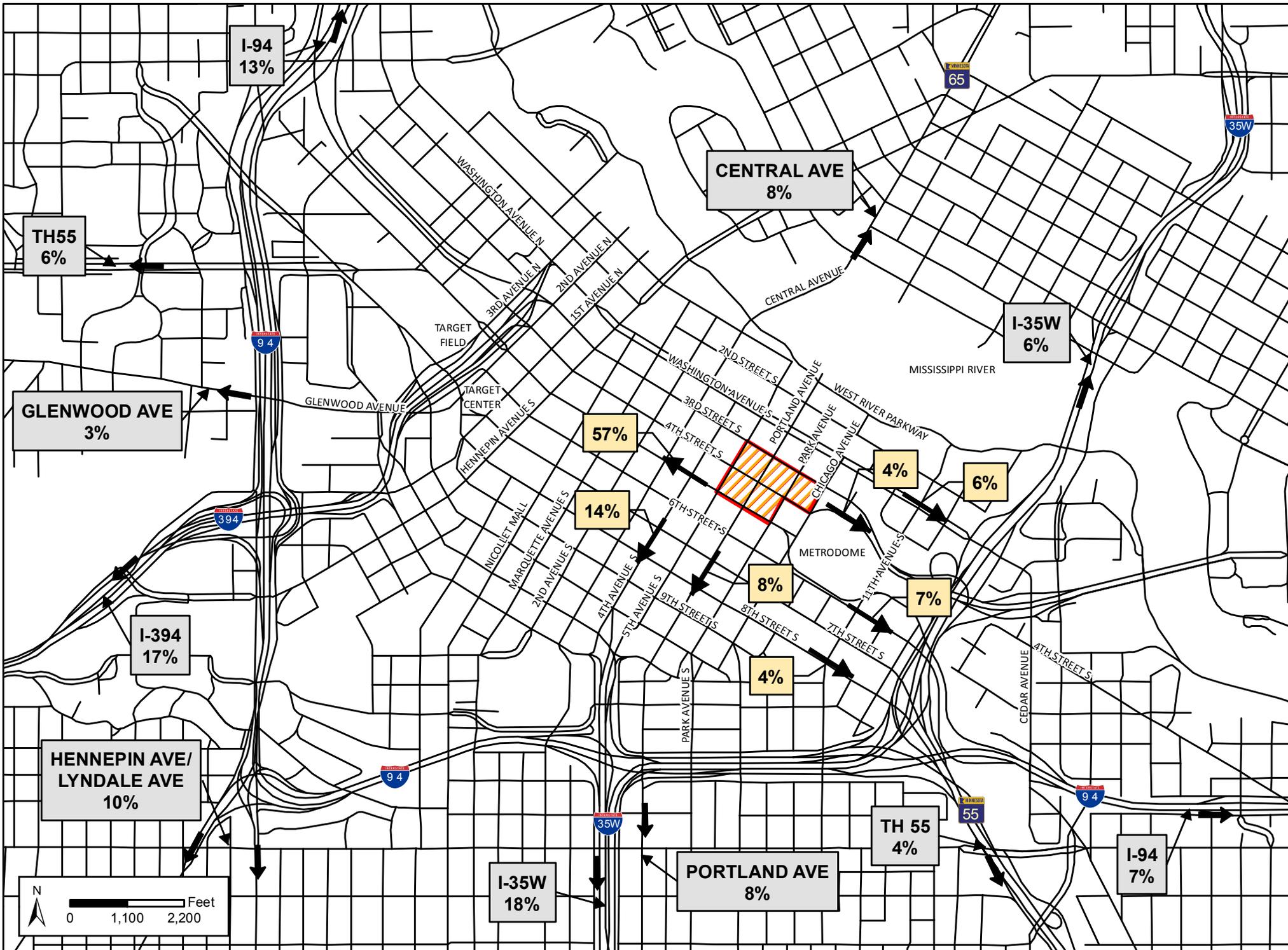


Figure 21-3. Mid-Day and PM Peak Hour Regional Trip Distribution

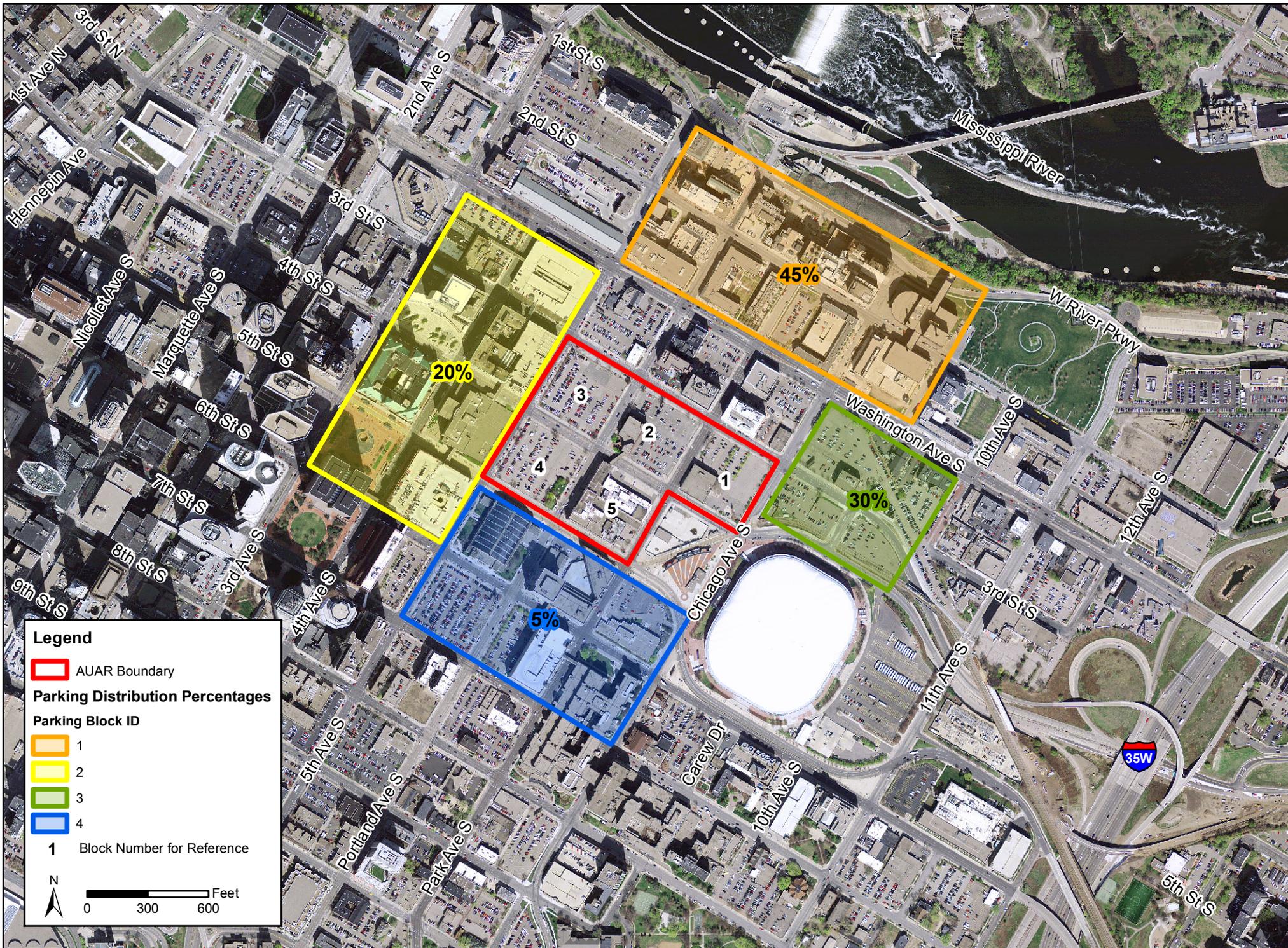


Figure 21-4. Parking Distribution

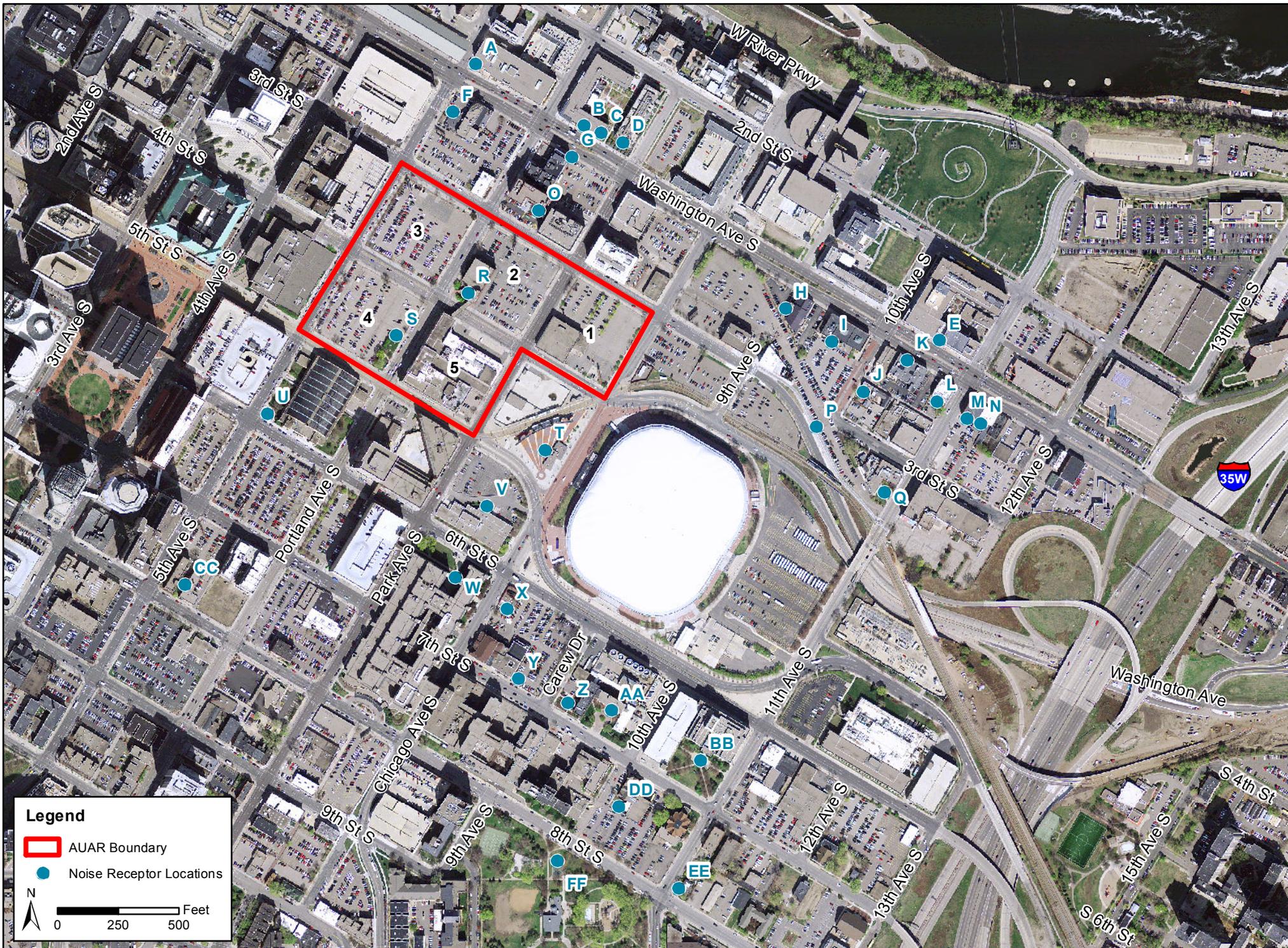


Figure 24-1. Traffic Noise Analysis

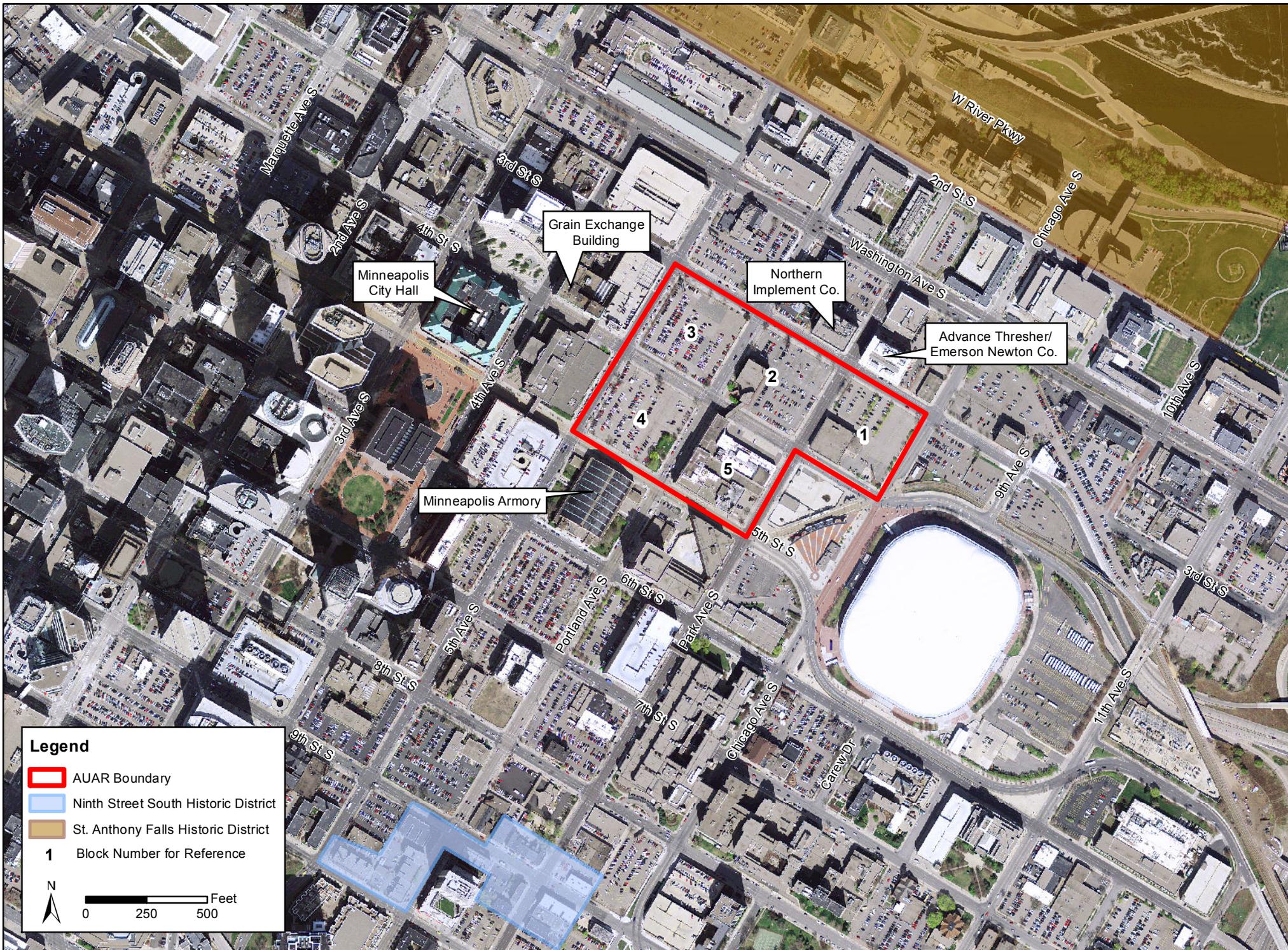


Figure 25-1. NRHP Listed Properties and Districts

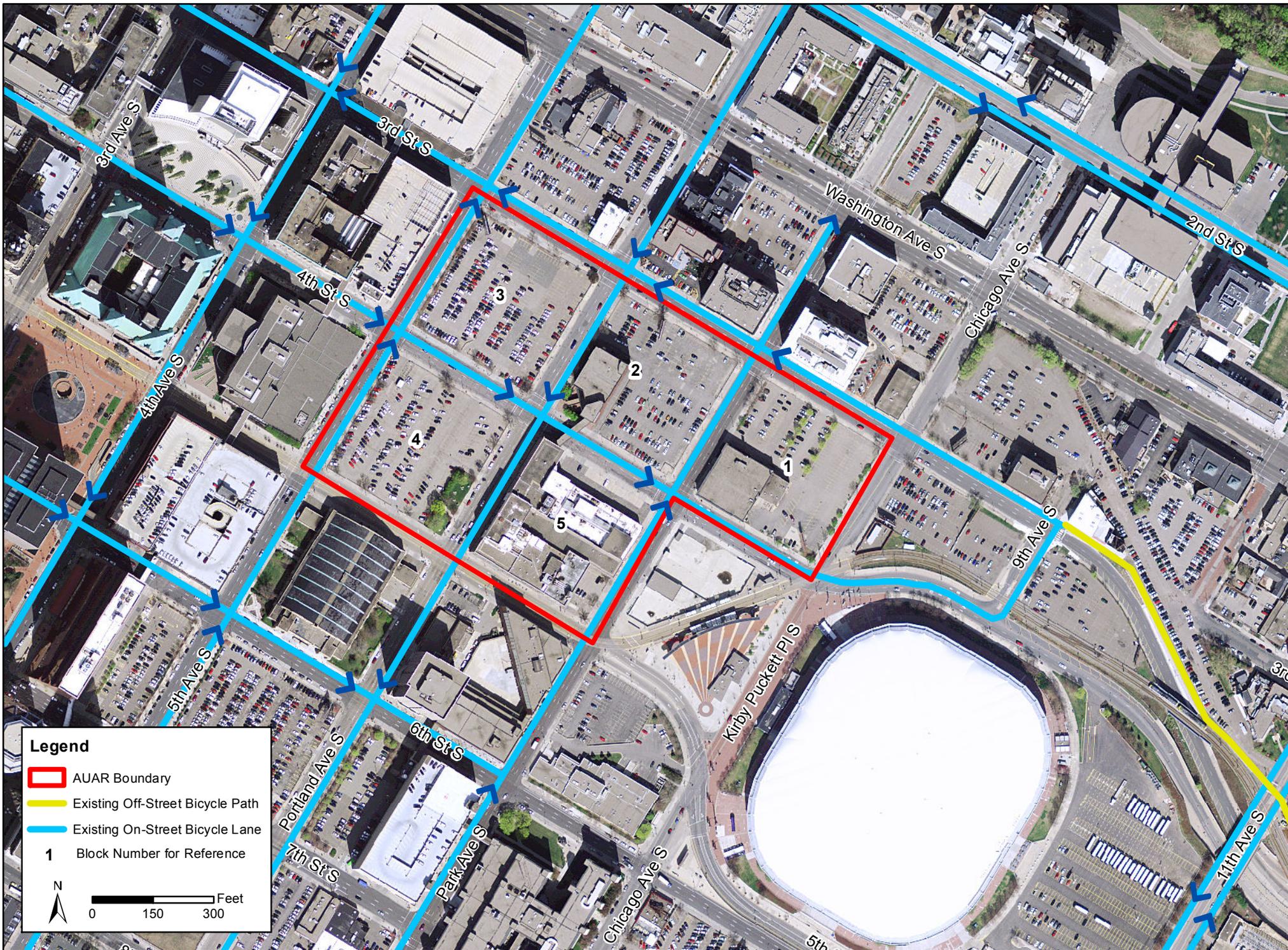


Figure 25-2. Existing Bicycle Facilities



JUNE - 9AM



JUNE - 12PM



JUNE - 3PM



JUNE - 6PM



DECEMBER - 9AM



DECEMBER - 12PM



DECEMBER - 3PM



JUNE - 9AM



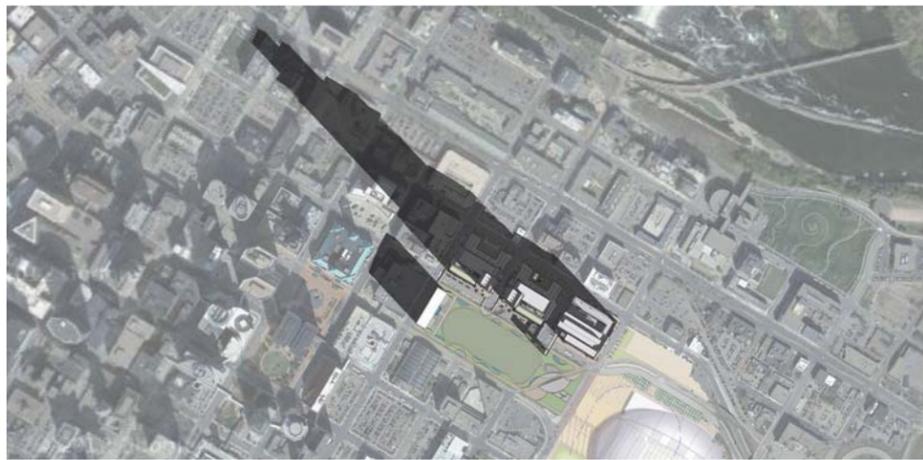
JUNE - 12PM



JUNE - 3PM



JUNE - 6PM



DECEMBER - 9AM

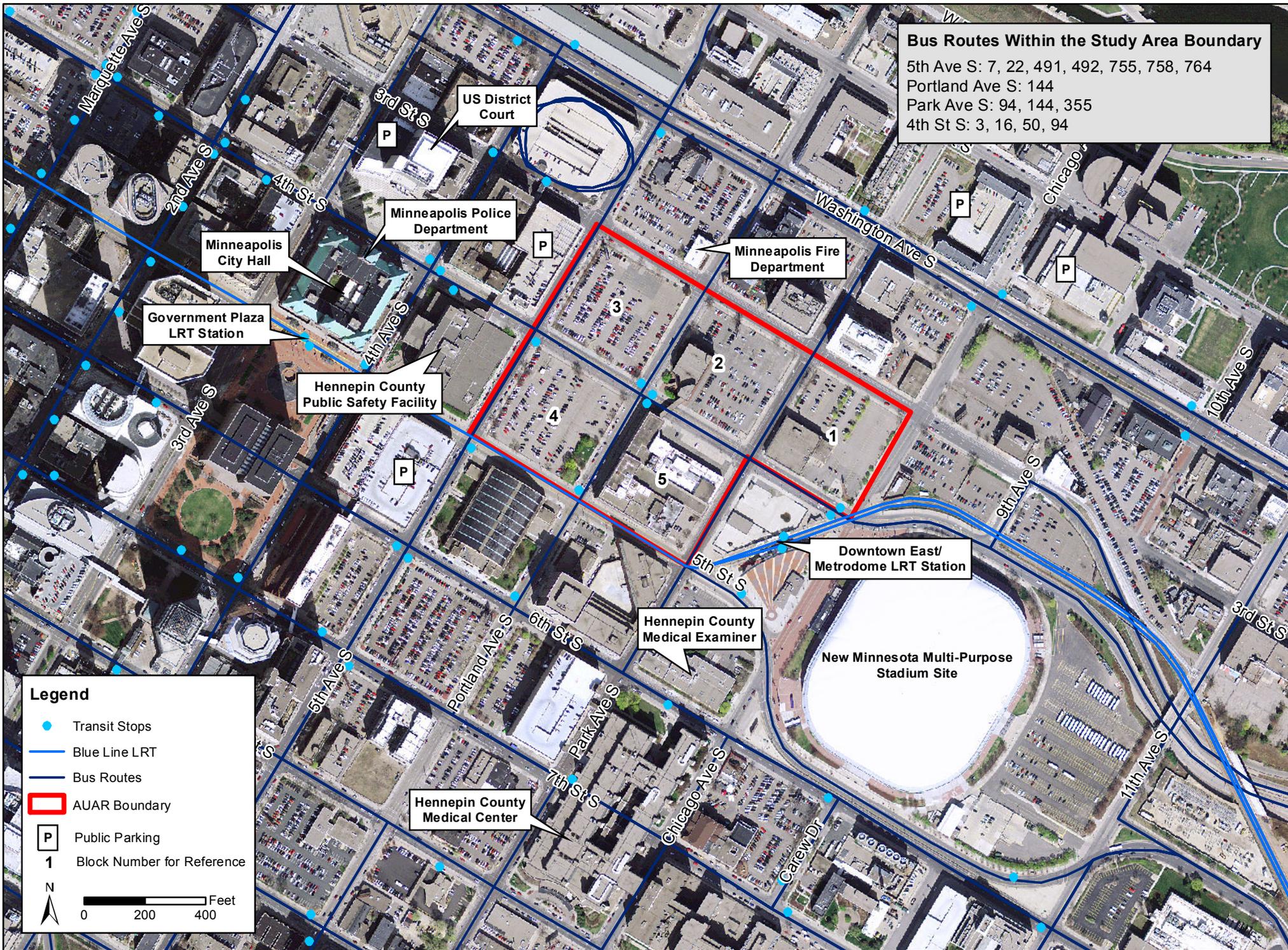


DECEMBER - 12PM



DECEMBER - 3PM





Bus Routes Within the Study Area Boundary
 5th Ave S: 7, 22, 491, 492, 755, 758, 764
 Portland Ave S: 144
 Park Ave S: 94, 144, 355
 4th St S: 3, 16, 50, 94

Legend

- Transit Stops
- Blue Line LRT
- Bus Routes
- AUAR Boundary
- P Public Parking
- 1 Block Number for Reference

N
 0 200 400 Feet

Figure 28-1. Community Facilities and Services

List of Appendices

A: City of Minneapolis Land Use Figures

B: Correspondence

C: Phase I Environmental Site Assessment Executive Summary

Appendix A: City of Minneapolis Land Use Figures

1. [Downtown Minneapolis Existing Land Use](#)
2. [Primary Zoning Districts](#)
3. [On-Street Parking Map](#)

Map 1.1a: Existing Land Use

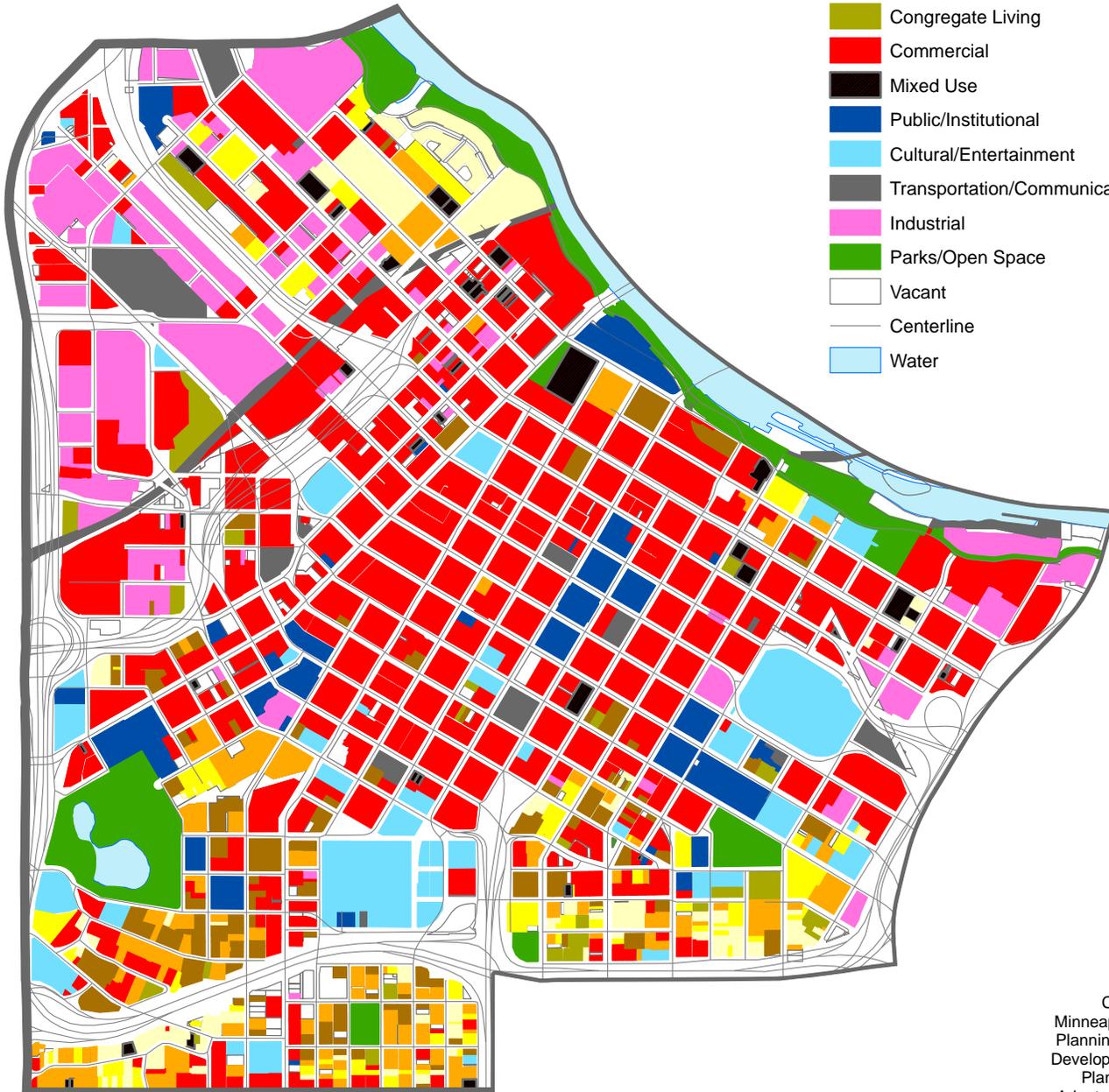
Downtown Sector



Legend

Existing Land Use

-  Low-Density Housing (up to 20 DU/acre)
-  Medium-Density Housing (20-50 DU/acre)
-  High-Density Housing (50-120 DU/acre)
-  Very High-Density Housing (>120 DU/acre)
-  Congregate Living
-  Commercial
-  Mixed Use
-  Public/Institutional
-  Cultural/Entertainment
-  Transportation/Communication/Utilities
-  Industrial
-  Parks/Open Space
-  Vacant
-  Centerline
-  Water

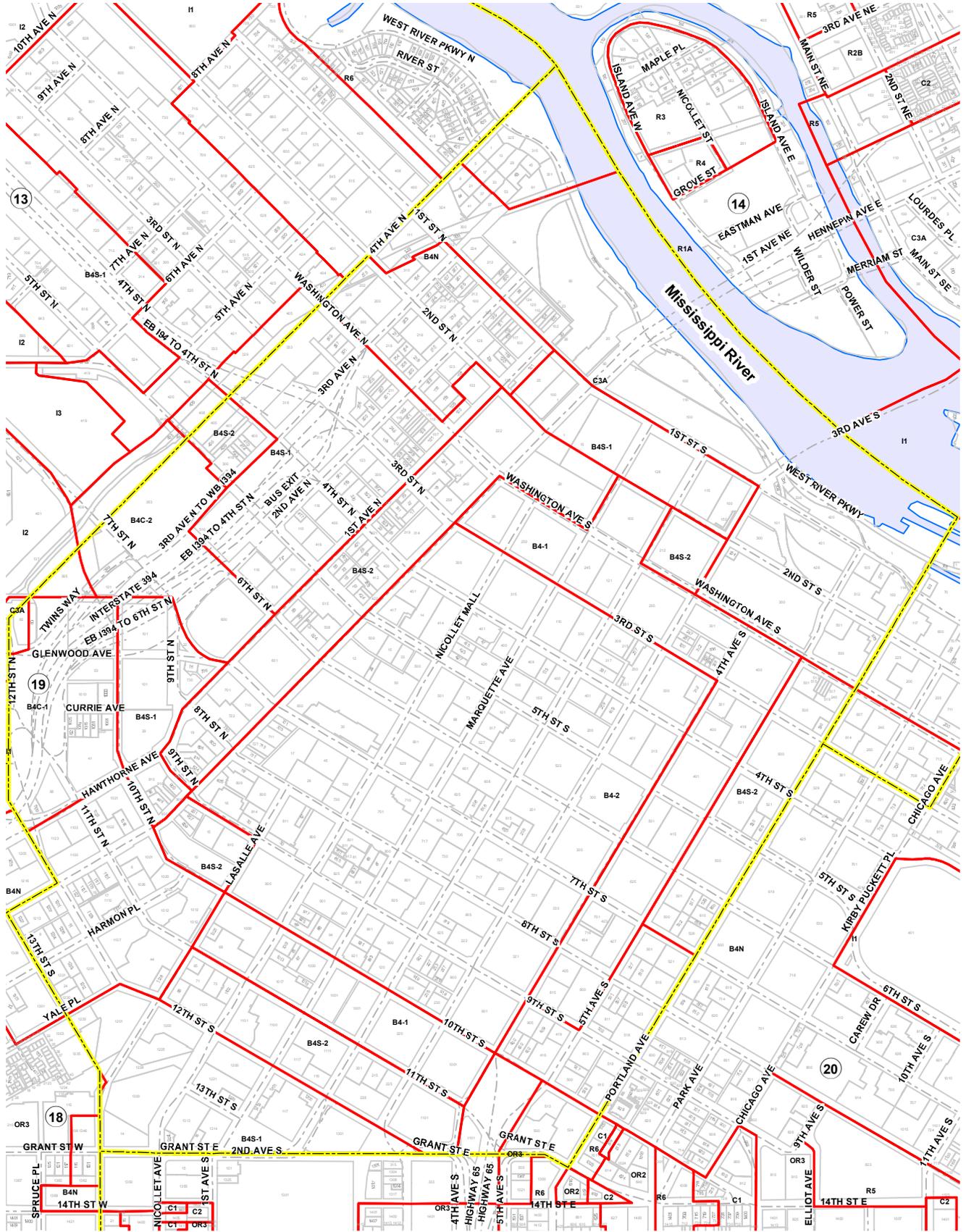


Source:
City of
Minneapolis

Created by:
Minneapolis Community
Planning and Economic
Development Department
Planning Division
Adopted by City Council
October 2, 2009



PRIMARY ZONING DISTRICTS



- | | | |
|---------------------------------|-----------------------------------|-----------------------------|
| RESIDENCE DISTRICTS | OFFICE RESIDENCE DISTRICTS | DOWNTOWN DISTRICTS |
| LOW DENSITY | OR1 | B4 |
| R1 | OR2 | B4C |
| R1A | OR3 | B4S |
| R2 | | |
| R2B | | |
| R3 | | |
| R4 | | |
| R5 | | |
| R6 | | |
| MEDIUM DENSITY DISTRICTS | COMMERCIAL DISTRICTS | INDUSTRIAL DISTRICTS |
| C1 | C1 | I1 |
| C2 | C2 | I2 |
| C3 | C3A | I3 |
| C4 | C4S | |



12 PLATE NUMBER

Last Amended : July 22, 2011

Primary Zoning Plate Boundaries



MINNEAPOLIS ZONING PLATE 19

2013 NEW METER MAP

PARKING PAY STATIONS, METERS, & ZONES

April 2013

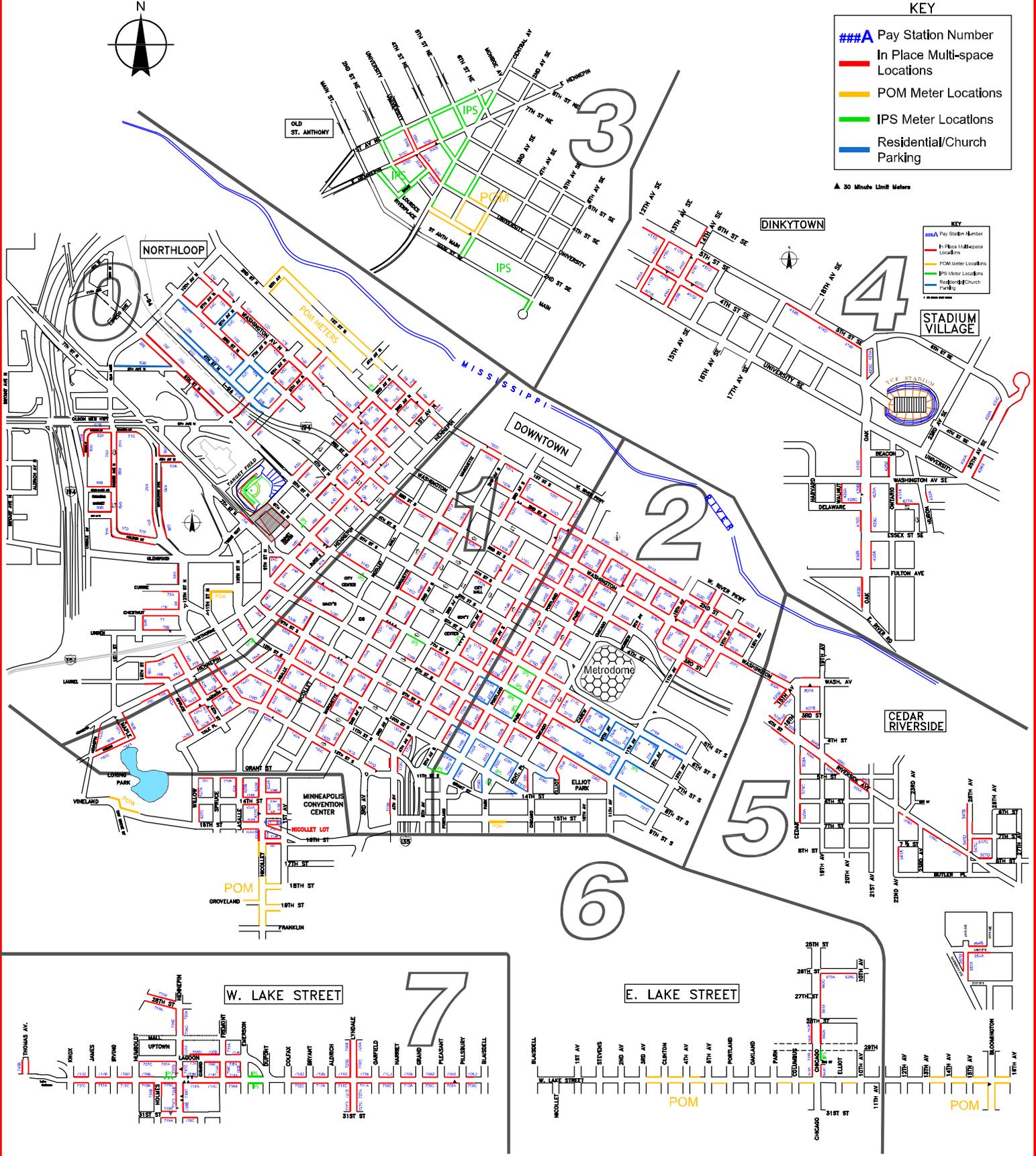


KEY

- ###A Pay Station Number
- In Place Multi-space Locations
- POM Meter Locations
- IPS Meter Locations
- Residential/Church Parking

▲ 30 Minute Limit Meters

- ### KEY
- ###A Pay Station Number
 - In Place Multi-space Locations
 - POM Meter Locations
 - IPS Meter Locations
 - Residential/Church Parking



Appendix B: Correspondence

1. Minnesota DNR NHIS Concurrence

Haase, Rachel

From: Bump, Samantha (DNR) <Samantha.Bump@state.mn.us>
Sent: Thursday, June 20, 2013 4:36 PM
To: Haase, Rachel
Cc: Joyal, Lisa (DNR)
Subject: NHIS Response: East Village Project

Hi Rachel,

I have reviewed your assessment of the potential for the above project to impact rare features, and concur with your assessment. However, Peregrine falcons (*Falco peregrinus*), a state-listed threatened species, have nested annually on 5th Street Tower of City Hall. It is unlikely that the proposed construction activities will affect these birds, but if the birds exhibit unusual behaviors or other signs of potential distress during construction please contact Erica Hoagland, Central Region Nongame Specialist, at 651-259-5772 or erica.hoaglund@state.mn.us.

Thank you for notifying us of this project, and for the opportunity to provide comments.

Have a great day,
Samantha Bump
NHIS Review Technician
(651) 259-5091
Division of Ecological and Water Resources
Minnesota Department of Natural Resources
500 Lafayette Road, Box 25
St. Paul, MN 55155

samantha.bump@state.mn.us
www.mndnr.gov/eco

Appendix C: Phase I Environmental Site Assessment Executive Summary

**DRAFT
PRIVILEGED AND CONFIDENTIAL**

**PHASE I
ENVIRONMENTAL SITE ASSESSMENT**

**STAR TRIBUNE PROPERTY
BLOCKS 68, 69, 70, 74 AND 75
MINNEAPOLIS, MINNESOTA**

PREPARED FOR:

**RYAN COMPANIES US, INC.
MINNEAPOLIS, MN**

PREPARED BY:

**LIESCH ASSOCIATES, INC.
13400 15TH AVENUE NORTH
PLYMOUTH, MINNESOTA 55441
763/489-3100**

JULY 18, 2013

Liesch Project Number: SP137999

ENVIRONMENTAL PROFESSIONAL STATEMENT

We, Mark S. Miller and John Lichter, do declare that, to the best of our professional knowledge and belief, we meet the definition of Environmental Professional as defined in §312.10 of 40CFR 312. We have the specific qualifications based on education, training, and experience to assess a Property of the nature, history, and setting of the subject Property. We have developed and performed the all appropriate inquiries in conformance with the standards and practices set forth in 40 CFR Part 312.

Mark S. Miller
Project Manager

John Lichter, P.E.
Environmental Engineer

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EXECUTIVE SUMMARY

Liesch Associates, Inc. (**Liesch**) was retained by Ryan Companies US, Inc. (**Ryan**) to conduct a Phase I Environmental Site Assessment (**ESA**) and prepare this Phase I ESA Report for five city blocks identified as Blocks 68, 68, 70, 74 and 75, City of Minneapolis (**City**), County of Hennepin, State of Minnesota (the **Property**). The area of the Property is approximately 17.25 acres (which includes the area of public roadways that are not included as the Property). The Property is located in the parts of the northwest ¼ of Section 26 and parts of the southwest ¼ of Section 23, Township 29 North, Range 24 West. The area of the Property consists of five square city blocks and is bounded on the north by South 3rd Street, on the south by South 5th Street (Blocks 74 and 75) and South 4th Street (Block 70), on the east by Park Avenue (Block 74) and Chicago Avenue (Block 70) and on the west by 5th Avenue South. A list of Abbreviations, some of which are used throughout this Phase I ESA Report, is included in **Section 11.0** of this Phase I ESA Report.

Figure 1 in **Appendix A** shows the location of the Property. A recent aerial photograph of the Property is included as **Figure 2** in **Appendix A**. **Figure 3** in **Appendix A** is a drawing showing the Block Plan of the Property identifying the locations of the Blocks included in the Property and those blocks with buildings. One purpose of the Phase I ESA is to support Ryan's status as a potential Bona Fide Prospective Purchaser as defined in 42 U.S.C. § 9601 (40).

The parcels included within the area of the Property are summarized below with the following parcel identification number (**PIN**) and/or addresses:

One parcel, listed below, is included in Block 68 of the Property and hereafter referred to as the "Block 68 Parcel" is listed below.

- PIN: 2302924340080; 500 4th Street South (**Block 68 Parcel**)

Those parcels included in Block 69 of the Property and hereafter collectively referred to as the "Block 69 Parcel" are listed below.

- PIN: 2602924210013; 627 3rd Street South (**627 3rd Street Parcel**)
- PIN: 2602924210077; 329 Portland Avenue (**329 Portland Parcel**)
- PIN: 2602924210078; 628 4th Street South (**628 4th Street Parcel**)
- PIN: 2602924210091; 301 Portland Avenue (**301 Portland Parcel**)
- PIN: 2602924210077; 329 Portland Avenue (**329 Portland Parcel**)

Those parcels included in Block 70 of the Property and hereafter collectively referred to as the “Block 70 Parcel” are listed below.

- PIN: 2602924210083; 713 3rd Street South (**713 3rd Street Parcel**)
- PIN: 2602924210084; 701 3rd Street South (**701 3rd Street Parcel**)
- PIN: 2602924210085; 700 4th Street South (**700 4th Street Parcel**)
- PIN: 2602924210086; 716 4th Street South (**716 4th Street Parcel**)
- PIN: 2602924210090; 728 4th Street South (**728 4th Street Parcel**)
- PIN: 2602924210097; 719 3rd Street South (**719 3rd Street Parcel**)

One parcel, listed below, is included in Block 74 of the Property and hereafter referred to as the “Block 74 Parcel” is listed below.

- PIN: 2602924210049; 425 Portland Avenue (**Block 74 Parcel**)

Those parcels included in Block 75 of the Property and hereafter collectively referred to as the “Block 75 Parcel” are listed below.

- PIN: 2602924220344; 501 4th Street South (**501 4th Street Parcel**)
- PIN: 2602924210052; 521 4th Street South (**521 4th Street Parcel**)
- PIN: 2602924210088; 416 Portland Avenue (**416 Portland Parcel**)
- PIN: 2602924220088; 520 5th Street South (**520 5th Street Parcel**)

The Property is currently owned by the StarTribune and is currently developed as a commercial property, including office buildings and surface parking lots. The Block 68 Parcel is an asphalt surface parking lot with no buildings. The Block 69 Parcel has one vacant building on the 329 Portland Parcel, known as the “**Freeman Building**”. The Freeman Building was used as business offices by the StarTribune. The Block 70 Parcel has one vacant building located on the 700 4th Street Parcel known as the “**McClellan Building**” which was used for business offices and vehicle repair facility. The Block 74 Parcel has one occupied building known as the “**StarTribune Building**”, which is currently occupied by the StarTribune and used for business activities. The Block 75 Parcel is an asphalt surface parking lot with a small parking lot attendant building.

The Freeman Building was constructed in 1982 and consists of a five-story above ground with one subgrade level former StarTribune office building. The McClellan Building was constructed in 1915 and is a three-story above ground office building and attached service garage with one subgrade level. The StarTribune Building was originally constructed in 1940, with multiple

additions, and is a four-story office building with one subgrade level. Currently the StarTribune Building is used as a business office, however, historically printing of newspapers was part of activities at this site.

Ryan intends to purchase the Property and redevelop Block 68 and Block 69 each with a 17-story office building with a 18th story penthouse and subgrade level. Block 70 will be developed as a seven level parking structure with the lower level one-half grade below street level. Block 74 and Block 75 will developed into green space. A copy of the Proposed Site Plan showing the proposed development is included as **Figure 4** in **Appendix A**.

Property and Surrounding Properties Description

General Area	Commercial.
Property Description	Five city blocks encompassing an approximate 17.25-acre area with: surface parking lots on the Block 68 Parcel and Block 75 Parcel; the vacant Freeman Building on the southwest corner of the Block 69 Parcel with the remaining area a surface parking lot; the vacant McClellan Building on the southwest corner of the Block 70 Parcel with the remaining area a surface parking lot; and the StarTribune Building on the Block 74 Parcel with two small parking areas.
Adjacent to North	South 3 rd Street with a commercial buildings and surface parking lots.
Adjacent to South	South 4 th Street located south of the Block 70 Parcel with the Downtown East Metrodome light rail station and Metrodome Plaza. South 5 th Street south of the Block 74 Parcel and Block 75 Parcel with the Minneapolis Armory and Hennepin County Medical Center beyond.
Adjacent to East	Chicago Avenue to east of the Block 70 Parcel with parking areas and Metrodome Stadium beyond. Park Avenue to east of Block 74 Parcel with the Downtown East Metrodome light rail station and Metrodome Plaza beyond.
Adjacent West	5 th Avenue South with commercial buildings and parking ramp beyond.

Based on the information reviewed, the Property was used for commercial (industrial and retail), public and residential (single and multi-unit) purposes since at least 1885 with multiple buildings including: stores, manufacturing operations, publishing operations, foundry, lumber yards, plumbing and steam fitting services, automotive repair, filling/greasing stations, hotels, restaurants, warehouses, liveries, laundry, blacksmith shops, tin shops, woodworking shops, printing shops and fire station. The Property appears to have been redeveloped multiple times since 1885. No readily

available information was identified pertaining to the removal of the majority of the previous commercial and residential buildings. Adjoining land use was commercial and residential since at least 1885 and presently remains commercial land. Historically, adjoining land use was similar to that of the area of the Property.

Twenty-six (26) petroleum underground storage tanks (USTs) and six (6) ASTs have been reported at the Property. According to the Minnesota Pollution Control Agency (MPCA) registered tank files all of the USTs have been listed as removed and the ASTs are listed as out of service. Four releases from the USTs were reported for the Property, including the **Star Tribune** site (Block 74 Parcel) and **Bureau of Engraving** site (Block 68 Parcel),¹ with each site having two releases listed on the MPCA Leaking Underground Storage Tank (**LUST**) database. All four releases have been closed by the MPCA.

The Property, as the **Bureau of Engraving** site (Block 68 Parcel) is listed on the MN LS database. Information reviewed has identified residual contamination due to a release from a Stoddard Solvent and Isopropyl Alcohol USTs. The MPCA VIC Program issued a “Limited No Further Action Determination” letter for the **Bureau of Engraving** site.

The Property has three listings reported on the MPCA SPILLS database, including: the **Star Tribune** (Block 74 Parcel) with the location identified as S 5th & Park Ave S); **Star Tribune** (Block 74 Parcel) with the location listed as 425 Portland Avenue; and, **Bureau of Engraving** (Block 68 Parcel) with the location listed as 500 4th Street South. The SPILLS listings are listed as closed and the SPILLS listings are considered a historical REC for the Property.

According to a Commitment to Insure from First American Title Insurance Company, File No. NCS-590430-MPLS, Commitment Date: May 7, 2013 (the **Title Commitment**), furnished to Liesch by Ryan, the Property is owned by the Star Tribune Company. The Title Commitment did not identify any environmental liens for the Property. The Title Commitment did identify that a Hazardous Waste Affidavit was recorded on December 12, 2000 for the Property (see **Section 7.18**). The Title Commitment did note an easement with the City of Minneapolis.

Work performed for this Phase I ESA included: a review of federal, state, county, and municipal information, a walk-over survey, review of documents furnished to Liesch by Ryan; an interview with representatives of Ryan and the Owner and a review of historical data. The Phase I ESA was conducted in general accordance with the scope and limitations of the ASTM Standard Practice for Environmental Site Assessments: Phase I Environmental Site Assessment Process E1527-05 (the **ASTM Standard Practice E1527-05**) as expanded in accordance with Ryan’s

Environmental Site Assessment Guidelines (Version March 1, 2011). Any exceptions to this practice are noted in **Section 2.0** of this Phase I ESA Report.

Liesch has identified the following data gap, as defined by ASTM Standard Practice E1527-05:

- Historical information prior to the Property's first known developed use in 1885 was not reasonably available.

In order to address the data gap, Liesch reviewed all readily obtainable information in order to determine the first known developed use of the Property. However, Liesch was not able to resolve the data gap, which is not considered significant.

Based on Liesch's assessment and a review of information obtained, no recognized environmental conditions (**RECs**), as defined in ASTM Standard Practice E1527-05, were identified for the Property, except for the following:

- The EDR Response identified two active LUST sites (**Valspar Corporation** and **Supercomputer Center**), one LAST site (**Balmoral Apartments**), one MN LS (MN VIC) site (**Sexton Building**), three SPILLS listing sites (**Not Reported**, **Northern States Power Company** and **Hennepin County Resource Behind Maintenance Shop**) that are active and/or up-gradient of the Property. Based on the up-gradient and/or adjacent locations and impacts to soil and/or groundwater, the aforementioned sites are considered a REC for the Property. (**Section 4.1**)
- One hydraulic elevator is located in the McClellan Building (Block 70 Parcel) on the Property. The hydraulic reservoir was located in the sub-grade level and appeared to contain hydraulic fluid with visible leakage from the hydraulic equipment noted on the floor at the time of the walk-over survey. The leakage from the hydraulic elevator equipment is considered a REC for the Property. (**Section 5.1**)
- According to Mr. Greg Anderson, StarTribune Director of Facilities, lead smelting operations conducted in the StarTribune Building (for the lead type for newspaper production) created lead dust which collected in duct work in the StarTribune Building. The lead dust was abated in all but the 1966 addition to the StarTribune Building, which was farthest away from the lead smelting source. The lead dust in the 1966 addition of the StarTribune Building is considered a REC for the Property. (**Sections 5.2** and **7.0**)

- Based on previous Phase II Investigations on the Property, volatile organic compounds (VOCs), metals, semi-volatile organic compounds (SVOCs) and petroleum impacts were identified in on-site soils. The impacted soils on the Property is considered a REC. (**Section 7.0**)
- Past historic land uses on and/or adjacent to the Property of potential concern were identified during the review of historical information and included: auto repair, gasoline service stations, laundry, manufacturing, and printing, binding and lithography. Based on the potential for the use of petroleum products and/or hazardous materials, the potential for subsurface impacts resulting from historic uses on and adjacent to the Property is considered a REC.

Based on Liesch’s assessment and a review of information obtained, no historical **RECs**, as defined in ASTM Standard Practice E1527-05, were identified for the Property, except for the following:

- The Property, listed as **Star Tribune** (Block 74 Parcel) and **Bureau of Engraving** (Block 68 Parcel) are each listed twice on the LUST database. According to the EDR Response, the **Star Tribune** site had two reported releases (Leak Nos. 1584 and 7981), including a gasoline release and a fuel oil release, both with residual contamination remaining. The **Bureau of Engraving** site had two reported releases (Leak Nos. 7307 and 9776), including a gasoline release and a fuel oil release, with residual contamination remaining for the fuel oil release. The MPCA has closed the aforementioned four LUST sites. The closed LUST listings for the Property are not considered RECs for the Property, but is considered a historical REC for the Property. (**Section 4.1**)
- The **Bureau of Engraving** site (Block 68 Parcel) is listed on the MN LS database. According to the EDR Response, the Bureau of Engraving site is listed on the MN VIC database. Although remediation of the UST basin has been conducted, residual contamination, due to a release from a Stoddard Solvent and Isopropyl Alcohol USTs, remains on the Property. The MPCA VIC Program issued a “Limited No Further Action Determination” letter for the **Bureau of Engraving** site. Based on the “Limited No Further Action Determination” letter, the MN LS Listing for the **Bureau of Engraving** site is considered a historical REC for the Property. (see **Sections 7.1** and **7.15**)
- The Property has three listings on the SPILLS database, including: **Star Tribune** (Block 74 Parcel – identified as S 5th & Park Ave S), **Star Tribune** (Block 74 Parcel) and **Bureau of Engraving** (Block 68 Parcel) on the SPILLS database. The SPILLS listings

are listed as closed in the EDR Response. Based on the SPILLS file being listed as closed, is closed and is considered a historical REC for the Property. (**Section 4.1**)

Although not constituting RECs, the following items of environmental note were observed for the Property:

- *De Minimus* staining was noted on parking lot areas of the Property. Staining was noted in the McClellan Building service garage area and StarTribune Building subgrade levels. Based on observations, the staining is not considered a REC, but is an item of environmental note. (**Section 5.1**)
- The DNRES Response stated that Peregrine falcons, a state-listed threatened species, have nested annually on 5th Street Tower of City Hall and it is unlikely that the proposed construction activities will affect these birds, but if the birds exhibit unusual behaviors or other signs of potential distress during construction to contact the MNDNR. (**Section 3.7**)
- Liesch conducted a Tier 1 - Initial (non-invasive screening) Vapor Encroachment Screen (**VES**) for the Property. The Tier 1 VES assesses readily available information in order to determine if vapor encroachment conditions (**VECs**) are evident for the Property. Previous investigations at the Property have identified volatile organic compounds (**VOCs**) impacts to the soils at the Property (see **Section 7.0**). Due to the known VOCs in soils at the Property, a VEC for the Property was identified. Additionally, adjacent and up-gradient sites were identified as VECs for the Property. (**Section 3.5**)
- Regulated materials including: possible asbestos containing materials (**ACM**), lead-based paint (**LBP**), lead dust from previous smelting operations, polychlorinated biphenyls (**PCBs**), fire extinguishers, door closers, fluorescent lights and ballasts, high-intensity discharge (**HID**) lamps and other regulated materials were noted on the Property. Liesch is currently conducting a destructive asbestos/demolition/renovation survey of the Building (the **Survey**) to identify materials to be removed and/or managed prior to demolition activities being conducted at the Property and will document its findings in a report (**Survey Report**). The Survey Report will identify types, quantities and locations of materials which will have to be removed from the Property prior to demolition. (**Section 5.1**)

Based on the information collected for the Phase I ESA, Liesch recommends the following:

- Liesch recommends providing this Phase I ESA to the MPCA VIC and PB Programs and requesting the MPCA PB Program to issue Ryan a “General Liability” letter for petroleum

impacts on the Property and the MPCA VIC Program to issue Ryan “No Association Determination” letter for the known non-petroleum impacts on the Property.

- Liesch has verbally recommended, and is currently conducting, preparation of a Limited Phase II Assessment of the Property to include: soil sampling at the Property to collect representative soil and soil gas samples for laboratory analyses to characterize the existing soils prior to excavation; collection of shallow soil samples from beneath the floor slab of the McClellan Building and StarTribune Building in the areas of concern to determine if soils are impacted in additional areas which would require remediation prior to redevelopment; and, collect soil gas samples to determine if on and/or off-site releases of volatile organic compounds (VOCs) have impacted the Property and if vapor mitigation is necessary for the commercial components (Block 68 and Block 69 Parcels) of the redevelopment. The assessment would assist in determining management practices for soil vapors, soils, and building materials required during development activities and to be included in the RAP. Due to groundwater being in the bedrock formation beneath the Property, groundwater was determined not to be a component of the Limited Phase II Assessment.
- Liesch recommends that a Remedial Action Plan (**RAP**) be prepared and submitted to the MPCA VIC and PB Programs for approval. The RAP should include procedures for managing and remediating soils during the overall Property redevelopment.
- Identify and remove asbestos, lead, and hazardous/regulated items from the Buildings in accordance with applicable regulations prior to demolition of the Buildings.
- Liesch recommends that the RCRA listings for the Property be changed to reflect the current owners name once the Property has been purchased.

Other than the above recommendations, Liesch does not believe further environmental assessment of the Property is necessary at this time.