

AVAILABILITY OF THE FINAL “FINDINGS OF FACT AND RECORD OF DECISION” DOCUMENT, WHICH IS PART OF THE ENVIRONMENTAL ASSESSMENT WORKSHEET FOR THE PILLSBURY A MILL COMPLEX

The Final “Findings of Fact and Record of Decision” document provides additional information to complete the Environmental Assessment Worksheet (EAW) process for the site commonly known as the Pillsbury A Mill Complex on the east bank of the Mississippi River in Minneapolis, Minnesota. The site is bounded north and south by 2nd Street SE and Main St. SE, east and west by 3rd Avenue SE and 6th Avenue SE. Upon full development, the site would contain 1,095 residential units, 105,000 square feet of commercial space and 1,832 parking stalls.

The proposed development will consist of nine new residential buildings with 1,798 internal and 34 surface parking stalls for residents and visitors. Some ground floor retail spaces will be provided for resident and neighborhood amenities. The site features several noteworthy historical buildings, which are scheduled to be renovated and reused to accommodate housing and commercial tenants. The new construction will vary in height from 8 to 27 stories and will include a landscaped plaza, fronted by townhouses.

The City of Minneapolis completed the Environmental Assessment Worksheet (EAW) for the Pillsbury A Mill Project. On July 2, 2004, the Minneapolis City Council concluded the EAW and related documentation have not satisfactorily addressed all of the issues for which existing information could have been reasonably obtained. Further, the Council determined the EAW is not adequate and that based on the EAW, all the comments, and additional information received during the EAW comment period, the project has the potential for significant environmental effects and therefore, ordered the preparation of an Environmental Impact Statement (EIS) pursuant to Minn. R. 4410.1700 subp. 1 and 4410.2000, subp 3.A. The Mayor approved the action on July 8, 2004.

Copies of the Final “Findings of Fact and Record of Decision” document, the EAW, and the Draft Scoping Decision Document for the A Mill EIS are available for review at the downtown Minneapolis Public Library located at 250 Marquette Ave, the Southeast Community Library located at 1222 SE 4th Street, and in the office of the City Planning Division at 210 City Hall. The Draft “Findings of Fact and Record of Decision” document and the EAW are also available for review on the City of Minneapolis web site:

<http://www.ci.minneapolis.mn.us/planning/pillsbury-mill.asp>. Copies of this Final “Findings of Fact and Record of Decision” document and EAW can also be provided to individuals on a compact disk by request to Michael Orange (refer to contact information below).

For further information, contact J. Michael Orange, Principal Planner, Minneapolis Planning Division, Community Planning and Economic Development Department, City Hall Room 210, 350 S. 5th Street, Minneapolis, MN 55415-1385, by telephone at 612-673-2347, or E-mail at michael.orange@ci.minneapolis.mn.us.

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

**FINAL FINDINGS OF FACT AND RECORD OF DECISION
ENVIRONMENTAL ASSESSMENT WORKSHEET
For the
Pillsbury A Mill Complex**

Located between Main Street and Second Street SE from Third Avenue SE to Fifth Avenue SE
and continuing along Main Street to Sixth Avenue SE., in the City of Minneapolis,
Hennepin County, Minnesota

Responsible Governmental Unit: City of Minneapolis

Responsible Governmental Unit

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Final action (refer to Exhibit E): On July 2, 2004, the Minneapolis City Council concluded the EAW and related documentation have not satisfactorily addressed all of the issues for which existing information could have been reasonably obtained. Further, the Council determined the EAW is not adequate and that based on the EAW, all the comments, and additional information received during the EAW comment period, the project has the potential for significant environmental effects and therefore, ordered the preparation of an Environmental Impact Statement (EIS) pursuant to Minn. R. 4410.1700 subp. 1 and 4410.2000, subp 3.A. The Mayor approved the action on July 8, 2004.

I. ENVIRONMENTAL REVIEW AND RECORD OF DECISION

The City of Minneapolis prepared a mandatory Environmental Assessment Worksheet (EAW) for the Pillsbury A Mill Complex according to the Environmental Review Rules of the Minnesota Environmental Quality Board (EQB) under Rules 4410.4300 Subpart 19. Residential Development, (D), more than 375 attached residential units in a city within the metropolitan area that has adopted a comprehensive plan, and, 4410.4300 Subpart 31. Historical places. destruction of listed properties. Exhibit A includes the project summary, and Exhibit B includes the Record of Decision.

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

II. EAW NOTIFICATION AND DISTRIBUTION

On January 30, 2004, the City caused the EAW to be published and distributed to the official EQB mailing list and to the project's mailing list. The EQB published notice of availability in the *EQB Monitor* on February 2, 2004. A notice was printed in the *StarTribune* newspaper on February 12, 2004, regarding the availability of the EAW, and the public comment period.

Exhibit C includes the public notification record.

III. COMMENT PERIOD, PUBLIC MEETING, AND RECORD OF DECISION

The City held a public comment meeting at Marcy School on February 18, 2004. An audio tape recording of this meeting is available for review in the office of the City Planning Division, Room 210 City Hall. A summary of the comments received at this meeting is provided in Exhibit D. Exhibit D also includes all comment letters received throughout the entire EAW process. The Zoning and Planning Committee of the Minneapolis City Council held a public meeting on the EAW and the draft of this "Findings of Fact and Record of Decision" document during its June 10, 2004, regular meeting. Notice of this meeting was provided to the official EQB mailing list, to the project's mailing list and to all who provided comment on the EAW. The Minneapolis City Planning Commission's Committee of the Whole on June 10, 2004 received the EAW and the draft Findings of Fact. Notification of these public meetings was distributed via the City's standard notification methods and to the official list of registered organizations.

IV. SUBSTANTIVE COMMENTS RECEIVED AND RESPONSES TO THESE COMMENTS

Written comments were received from 18 reviewers of the EAW. Their names are listed in the following "Table One. Pillsbury A Mill EAW Comments", and in Exhibit D. Exhibit D also provides a copy of the complete written comment submitted by each reviewer. Comments were also received from 12 persons at the Public Comment Meeting held on February 18, 2004. Persons providing comment at that meeting are also listed in Table One. An audio tape of all comment at that meeting is available for review in the office of the City Planning Division, 210 City Hall. A written summary of the comments received is provided in Exhibit D as the "Record of Comments Received".

The comments, both written and those provided at the public comment meeting, addressed 23 topical areas. These topical areas, and the reviewers commenting on them, are described in the following "Table Two. Pillsbury A Mill EAW Comments by Topic". This table is also included in Exhibit D. The response to these comments in this section will be organized by these topics, with representative comments provided at the beginning of each topic.

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After the close of the public comment period, the City received additional letters which are listed at the end of this section and included in Exhibit D. Exhibit H includes additional information from the Planning Division as regards the decision making process for the EAW.

A. The Proposed Height of the Structures

These comments have been divided into four sub topics: The proposed heights in relation to height limits and guidelines; the proposed heights in relation to impacts on the A Mill; the effect of the proposed heights on adjacent properties; and how the effect of the proposed heights has been and could be assessed.

1. The proposed heights in relation to height limits and guidelines

Comments:

Minnesota Department of Natural Resources: The proposed building heights, ranging from 8 to 27 stories, far exceed the height allowed by State Shoreland Rules and the standards and guidelines for the Critical Area Corridor and the Mississippi National River and Recreation Area. These Critical Area standards and policies apply to the entire Corridor, which extends from the river to the centerline of 2nd Street SE, not just the 300 feet of the Shoreland Management Program, which is a different regulatory program. The document appears to disregard the intent of these standards by proposing that Conditional Use Permits can be obtained.

Friends of the Mississippi River: Proposed heights exceed critical area standards almost ten-fold, which will dramatically change the character of this section of riverfront as viewed from the river.

Marcy-Holmes Neighborhood Association: Height of new riverfront development should not exceed the Red Tile Elevator. We need to see alternatives that fit within various height guidelines.

Bluff Street Development: Given the careful process for both designations, it would be difficult to take historic-preservation regulation seriously in the future, if preservation-agency and critical-area reviewers acquiesced on so clear a breach of regulations, in so important a district.

Response:

The EAW in Figure 5.4 on page 6, and Table 6.1 on page 9, and in the discussion of visual impacts at the top of page 71, provided a description of the heights of the existing structures and the proposed structures both absolutely in height above mean sea level and relative to grade.

TABLE TWO: COMMENTS BY TOPIC
SUMMARY OF WRITTEN COMMENTS AND THOSE RECEIVED AT THE PUBLIC COMMENT MEETING

A. HEIGHT

- 1. Limits and Guidelines
 - 1-DNR
 - 3-Metro Council
 - 5-FMR
 - 6-Marcy Holmes
 - 10-NPS
 - 14-Bluff
 - 16-MHS
 - 18-Fried
 - C-4 Minn
 - C-6 Tucker
 - C-8 Flakne
- 2. A Mill
 - 4-NTrust
 - 6-MH
 - 10-NPS
 - 14-Bluff
 - 16-MHS
 - C-5 Morrison
 - C-8 Flakne
 - C-9 G Meyer
 - C-11 Elo
- 3. Adjacent Properties
 - 6-MH
 - 7-MPRB
 - 12-U of M
 - 13-Soap
 - 14-Bluff
 - 16-MHS
 - C-4 Minn
 - C-10 Brazaitis

4. Assessment

- 6-MH
- 10-NPS
- 14-Bluff
- 16-MHS
- C-1 T Meyer
- C-6 Tucker
- C-9 G Meyer

B. CONCRETE

- ELEVATORS**
- 6-MH
 - 15-MHS
 - C-6 Tucker

C. PHASING

- 2-Brazaitis
- 4-NTrust
- 8-Wallin
- 10-NPS
- C-1 T Meyer
- C-2 Jones
- C-3 Langer
- C-10 Brazaitis
- C- 11 Elo

D. CONSTRUCTION

- IMPACTS**
- 7-MPRB
 - 10-NPS
 - 13-Soap

E. PLANS AND

PLANNING

- 6-MH
- 10-NPS
- 14-Bluff
- C-1 T Meyer
- C-6 Tucker
- C-8 Flakne
- C-12 White

F. CONFLICT WITH INDUSTRIAL USE

- 12-U of M
- 14-Bluff
- C-4 Minn

G. EXACTIONS

- 3-Metro
- 5-FMR
- 7-MPRB

H. TRAFFIC

- 3-Metro
- 7-MPRB
- 9-Lincoln
- 14-Bluff
- C-4 Minn
- C-6 Tucker
- C-7 Lincoln

I. AIR QUALITY

- 7-MPRB

J. STORM RUNOFF

- 1-DNR
- 3-Metro
- 5-FMR
- 7-MPRB

K. SOIL

CONTAMINATION

- 10-NPS

L. PERMITS AND APPROVALS

- 3-Metro

M. VIEW OF FALLS

- 7-MPRB

N. CHUTES CAVE

- 1-DNR

O. SPRINGS AND HOTEL

- 10-NPS

P. WHITE WATER PARKING

- 1-DNR
- 14-Bluff
- C-4 Minn

Q. UTILITY

- ADEQUACY**
- 14-Bluff
 - C-4 Minn
 - C-8 Flakne

R. EXTENSION OF 4TH AVENUE

- 5-FMR
- 6-MH
- 7-MPRB
- 16-Bluff

S. 6TH AVENUE GREENWAY

- 10-NPS

T. DIAGEO SITE

- 10-NPS
- 11-Madsen
- 14-Bluff
- C-4 Minn
- C-8 Flakne

U. INDEPENDENCE OF PREPARER

- 16-MHS

V. ERRATA

- 6-MH
- 7-MPRB
- 14-Bluff

W. NEED FOR AN EIS

- 3-Metro
- 4-NTrust
- 12-U of M
- 14-Bluff
- 16-MHS

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The applicable standards and guidelines for regulation of height of structures were presented in three sections of the EAW. Section 27, beginning on page 71, describes the Minneapolis enforced standards. First, the standards of the Zoning Code beginning on page 71, includes the necessary findings for any change in the standards. Second, beginning on page 74, the Guidelines of the Minneapolis Heritage Preservation Commission are provided. Third, the standards of the Mississippi River Corridor Critical Area were presented in Section 14, beginning on page 28, and expanded in two advisory letters from the DNR included in the 12 page “Appendix to Question 14” at the end of the EAW. The Marcy-Holmes Neighborhood Plan was noted in Section 9 on page 15, but not discussed in Section 27.

The discussion of the C3A Zoning District in Section 27, beginning on page 71, should have been expanded to include, in addition to the purpose, the standards for regulation of density and building bulk as follows:

In addition to regulating the uses permitted in the C3A District, provisions of the District also regulate the number of housing units permitted and the total building area on the site, expressed as a ratio to the ground area of the site. The area of the A Mill site, after rededication of 5th Avenue, which is proposed by the developer, will be 324,077 sf., and will be the basis for the following calculations.

In the C3A District, each housing unit is required to be “supported” by 400 sf of site area. The permitted number of housing units on the A Mill site is 810 units. This can be increased by the use of permitted bonuses. Section 548.130 (a) of the Code provides a bonus of 20% for providing enclosed parking, and Section 527.140 provides an up to 20% bonus for participating in a Planned Unit Development. These bonuses, if granted as part of the development approval process, would increase the permitted number of housing units to 972 units, and then to 1134 units. The proposer could also increase the permitted number of units on the site by seeking a variance.

In the C3A District, one square foot of site area supports 2.7 square feet of building area. This is called the “Floor Area Ratio” or FAR. The project as proposed contains 1,850,058 sf of floor area, not including parking structures. The permitted floor area on the site is 875,070 sf. The floor area can be increased by the bonuses discussed above. If granted, they would increase the permitted floor area to 1,050,084 sf and then 1,225,098 sf. The proposer can increase the permitted floor area at the site by seeking a variance, in addition to the permitted bonuses from the Heritage Preservation Commission, Planning Commission or City Council.

In the C3A District building height is also regulated directly, limiting height to 4 stories or 56 ft above grade. The height of buildings can be increased by the City Planning Commission and City Council based on findings identical to those listed on page 73 of the EAW for Sections 551.480 and 551.710 of the Zoning Code.

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The discussion of the Marcy-Holmes Neighborhood Plan should have been part of Section 27. The Plan is available on the Organization's web site at www.marcy-holmes.org. The Plan on page 2-2, discussing new housing unit production, and on Figure 2-1 Housing Plan, identifies five areas for new multi-family housing construction. The A Mill site and area, with the condition the housing is not adversely impacted by adjacent industrial uses, is one of those sites. Figure 8-1 on page 8-7 identifies the A Mill site as within the area of relaxation of the 4 story height limit in the C3A District. The degree of relaxation of limits is provided on page 8-6, "Buildings can be as tall as the Red Tile Elevator -- or about 190 ft above Main Street -- between 2nd Street and Main Street".

2. The proposed heights in relation to impacts on the A Mill

Comments:

National Trust for Historic Preservation: The minor adjustments made to the proposed plan do not adequately address the overall scale of the development in terms of its impact on the context of the historic Mill, nor the radical alteration of the views of the site afforded from the river and from other locations within the St. Anthony Falls Historic District. Enacting the plan in its current form will greatly diminish the value of the Pillsbury "A" Mill as a seminal site in the industrial and economic development of Minneapolis

Response:

The importance of the landmark Pillsbury A Mill and the designations it has received are described beginning on page 67 of the EAW. The relationship of all new construction to the A Mill and other structures on the site will be specifically approved by the Minneapolis Heritage Commission and, on appeal, the City Council.

3. The effect of the proposed heights on adjacent properties

Comments:

University of Minnesota: The EAW fails to appropriately and scientifically evaluate the environmental consequences of, including those related to air, noise, odor vibrations and visibility of attempting to site such large scale residential towers in the immediate proximity of a large working steam plant.

The Soap Factory: Perhaps contrary to the popular view, we would favor less *massive* structures at a *greater* height.

Bluff Street Development: Thus, even though the number of units is slightly less than Cedar Square West, the sheer architectural volume of this project is actually much greater than Cedar Square West. In its combination of height and bulk, this project is without precedent in Minneapolis.

Response:

The potential noise impacts of the steam plant on nearby residential structures, and how they increase with the height of the structures were discussed beginning on page 61 of the EAW and illustrated in Figure 24.1. The potential impact of stack emissions for buildings 15 stories and higher was recognized, and the inability to assess it at this time was described on page 63 of the EAW. These impacts have been the subject of additional investigation, which is reported in the following Section F "Conflict with Industrial Use", including a revised Figure 24.1. As part of the City's mandated site plan review process, the description and mitigation of the noise impact of the steam plant on the adjacent Stone Arch Apartments was required. This same tool and requirement is available for use at the A Mill site. See also the following section F. Conflict with Industrial Use.

If the anticipated petition to rezone the site to C3A is granted, a Conditional Use Permit granted by the City will be required for all structures on the site more than 56 ft or four stories tall. As part of the consideration of the approval of each permit, by Code, the city planning commission shall consider, but not be limited to, the following factors when determining maximum height:

1. Access to light and air of surrounding properties.
2. Shadowing of residential properties or significant public spaces.
3. The scale and character of surrounding uses.
4. Preservation of views of landmark buildings, significant open spaces or water bodies.

Potential impacts of the height of the proposed buildings on adjacent properties are captured and specifically addressed by the City's land use review and approval process.

4. How the effect of the proposed heights has been and could be assessed

Comments:

Marcy-Holmes Neighborhood Association: The building heights listed in the chart should include heights of buildings on both sides of the Mississippi from the Third Avenue bridge downstream to the new U of M steam plant and the new Guthrie theater. For a project this size "nearby" should be more than just a few blocks away.

National Park Service: The EAW should consider the effect of the project on views from the west bank of the St. Anthony Falls Historic District and from other sites on the district's east bank, taking into account the significance of the viewshed to the Historic District and to specific sites within it.

Bluff Street Development: The City will need to engage an independent consultant—with no ties to any of the parties in this EAW process—to demonstrate the full range of shadow impacts, especially at morning and afternoon rush hours during each season. In high-urban settings like this location, shadows are issues of both community esthetics and public safety.

Thomas Meyer, 710 S 2nd Street: Mr. Meyer found the presentation of the visual impact of the proposal in the EAW deficient and asked it be expanded to include views from public spaces such as the Mill City Museum, The Plaza on Chicago Avenue at the Metrodome, and the new Guthrie Theater site. He asked the views also reflect the materials that would be used on the buildings.

Response:

As part of their mandatory review and specific approval of any significant structure heights at the A Mill site, the Commissions and their staff can receive additional studies from additional points and in additional detail.

The proposer has prepared illustrations of alternate height and massing arrangements for the site. These illustrations are found in Exhibit G. Please note illustrations A through D are of the Main Street new development elevations only. Present, most significantly the silos, and proposed development along 2nd Street SE, are not illustrated. The background for the proposed 4th Avenue walkway and any potential redevelopment along 2nd Street have not been provided in these illustrations. The Pillsbury sign is not represented above the "Red Tile Elevator". With these limitations, Illustration A is the project proposal discussed for the redevelopment of the Pillsbury A Mill Complex in the EAW. It is and continues to be the proposed project... Illustration B limits all building heights to the height of the "Red Tile Elevator". C, D, and E illustrate different combinations of building height and massing.

The impacts of the building heights are visual and relational. The guidelines and standards presented in the EAW and above provide direction for acceptability. The acceptable impact cannot be technically determined or defined by additional studies. In Minneapolis, it will be determined by the judgment and recommendations of the City's professional staff, testimony and comment at public hearings, the recommendations of first the Heritage Preservation Commission and then the City Planning Commission, and by the City Council following the review process of the City.

B. Concrete Elevators

Comment:

Minnesota Historical Society: The EAW indicates that the City's Heritage Preservation Commission (HPC) has approved a Certificate of appropriateness for the demolition of the historic concrete grain elevators with a condition for review and approval of project plans...the action by the HPC in advance of the EAW is out of sequence.

Response:

The conditioned nature of the approval was noted on page 74 of the EAW and expanded in the Appendix to Question 27, which provides the background and actual report of the

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Commission's action. The reasons for allowing demolition of the elevators as part of the development of the site are expanded in the comment of the Marcy-Holmes Neighborhood Association. The findings in the staff report included in the appendix of the EAW identified the contribution of the elevators, the difficulty of any reuse, and the conditions that allowed the necessity for the assurance the elevators could be removed for site planning purposes in the yet to be approved plan for preservation and redevelopment of the entire site. Nothing in the conditional approval excuses the project proposer from making project changes or implementing mitigation measures, nor does the HPC action bind the RGU in their determination on the requirement for an EIS, or the HPC or the RGU in review of alternate development plans for the site.

The comment on process is noted.

C. Project Phasing

Comments:

Edna Brazaitis, 4 Grove Street: Our record is not good in protecting historic structures that are not in use. The City should require that the A-Mill be the first part of the project acted on by the developer as a condition of granting any further permits.

National Trust for Historic Preservation: I would like to request that the developer submit a comprehensive phasing plan for the entire development that will clearly identify the construction schedule for all properties, as well as the proposed treatments for the historic buildings during any periods in which they will be vacant.

Winston Wallin, 333 South 7th Street: The worst result would be the sale and development of the eastern portion of the site with modern buildings with no economic incentive remaining to restore the historic structures.

Response:

At the public comment meeting the proposer reviewed the agencies contacted and the protections provided to secure and preserve the buildings at the site. No plan or commitment has been provided for the staging of development of the various parcels identified on Figure 5.3 on page 5 and in Table 6.1 on page 9 of the EAW.

A schedule for the sequence of development of the site could be made part of the Heritage Preservation Commission approval the project and will be part of the City Planning Commission's approval of the Planned Unit Development agreement for the development of the site. See also Section VI. C., sections 1 and 2.

D. Construction Impacts

Comments:

Minneapolis Park and Recreation Board: Measures should be undertaken to ensure that construction noise, dust, and vibrations do not negatively impact the use of Father Hennepin Bluffs Park. The potential impact of vibrations from demolition and construction on the fragile river bluffs should also be examined.

National Park Service: The A Mill is already buttressed due to early problems with the structure's physical integrity. The pre-construction conditions of each historic building should be documented. Procedures should be specified for the close monitoring of each historic building during construction. The effect of vibrations on Chute's Cave and Tunnel and other underground tunnels (*during demolition and construction*) should be addressed.

Response:

The impacts of the demolition process are identified and discussed in Section 24 on page 59 and on page 82 of the EAW. The potential sensitivity of the A Mill was not identified in that discussion.

The proposer has agreed to provide documentation and monitoring during demolition and construction on any impacts on the historic structures, including seismically monitoring the caves, tunnels and historic buildings.

The Heritage Preservation Commission may choose to amend its conditional approval of the demolition of the elevators, and make part of any future approvals, acceptance of the proposer's commitment to provide this precaution and information.

E. Plans and Planning

Comments:

Marcy-Holmes Neighborhood Association: The EAW misses some needed references to the Marcy-Holmes Master Plan and pertinent MHNA statements regarding the A Mill complex.

Bluff Street Development: District planning is necessary before rezoning. Rezoning for a project of this scale requires a "40-acre study" including the blocks up to University Avenue.

National Park Service: The MNRRA Comprehensive Management Plan (CMP) recommends the reuse, protection, restoration and rehabilitation of historic buildings and the protection and interpretation of cultural resources sites in general. To know how well the proposed project fits with the historic preservation aspects of MNRRA's CMP, we need a more specific description of how each historic building in the Pillsbury A Mill Complex will be treated and more information on the project's potential to affect other historic resources.

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Response:

References to the Marcy-Holmes Neighborhood Plan were missed in the EAW. The discussion of the Marcy-Holmes Neighborhood Plan should have been part of Section 27. The Plan is available on the Organization's web site at www.marcy-holmes.org. The Plan on page 2-2, discussing new housing unit production, and on Figure 2-1 Housing Plan, identifies five areas for new multi-family housing construction. The A Mill site and area, with the condition the housing is not adversely impacted by adjacent industrial uses, is one of those sites. Figure 8-1 on page 8-7 identifies the A Mill site as within the area of relaxation of the 4 story height limit in the C3A District. The degree of relaxation of limits is provided on page 8-6, "Buildings can be as tall as the Red Tile Elevator -- or about 190 ft above Main Street -- between 2nd Street and Main Street". This recently prepared Plan also provides significant local context for the rezoning recognizing the cessation of milling operations at the site.

In the Mississippi National River and Recreation Area Comprehensive Management Plan, this district is recognized as one where cultural resources are generally more significant than natural resources. The project seems generally in compliance at the comprehensive level. The measure of compliance would seem to rest more in the "second tier", where partner roles are most significant.

F. Conflict with Industrial Use

Comments:

The University of Minnesota: The University is concerned the proposed residential development in this industrial area may be incompatible with operation of the steam plant

Response:

Determination of Stack Height: An extensive review of the Environmental Impact Statement, air emission permit and supplements to the permit was needed to establish and confirm the height above Main Street of the University of Minnesota steam plant stacks. Various heights were identified in the documents ranging from 213.3 feet to 263.8 feet. From the first supplement to the application (1 December 1994) "The Southeast Plant stack heights in the model were increased to 80.42 m (263.8 ft) to reflect actual dimensions." "The original modeling used stack heights of 65 m (213.3 ft) (the deminimis height) from a base elevation of 235.66 m (773 feet) which were taken from the MPCA's source inventory list. In the revised modeling Foster Wheeler has obtained and used actual building dimensional elevations." Therefore, since the Main Street elevation is 812 feet, the actual height of the stacks is 225 feet above grade as confirmed in the second supplement to the permit (12 April 1996) "The plant has four identical stacks situated on the Southeast Plant roof, which are approximately 225 feet above grade and 14 feet in diameter. Two are currently being utilized, one each by Southeast Plant Boiler #3 and #4." The stack height assumed in the EAW was erroneously based upon an earlier estimate.

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The adjusted heights of buildings relative to the actual stack height are shown in the table below. It can be seen that only two of the proposed buildings will be higher than the stack.

Location	Building Height (ft)		Height above Stacks (El. 1037)
	Stories	Elevation (msl)	
A Mill Complex Machinery House Warehouse #2	3	varies	-168
Parcel A			
Parcel B	9	930	-107
Parcel C	8	920	-117
Parcel D	15	962	-75
Parcel E	24/27	1109	72
Parcel D/E Phase 3	10	912	-125
Parcel F	24	1052	15
Parcel G	20	1012	-25
Parcel F/G Phase 3	10	912	-125

Effect of Increase Stack Height on Air Quality and Noise: The stack height is 15 feet below the tallest proposed structure on Parcel F and 72 feet below the tallest proposed structure on Parcel E. The effective stack height for air emissions, due to plume rise associated with temperature and exit velocity of the stack flow can be considerably higher than the actual stack level. The estimated effective stack height for Boiler #3 is 287 feet while that for Boiler #4 is 307 feet, so that only the Boiler #3 effective stack height will be lower than the proposed building on Parcel E (297 feet above grade).

The greater stack height effects noise level in two ways. The 60 dBA level at 5' above the ground will be further from the stack due to the slant distance effect of extrapolating the sound level observed at a distance of 400 feet from the stack. The 60 dBA level at 300' above the ground will be closer since the increase in radiated sound level above the stack opening begins 85 feet higher than previously assumed. The 60 dBA contours (at 5' and 300' above grade) are shown in a revised Figure 24.1. The virtual sound source for these schematic contours has also correctly relocated to the steam plant stacks.

Except for Parcels F and G, sound levels are expected to be below 60 dBA at all heights. Levels at Parcels F and G may be as high as 62 to 63 dBA, but will not exceed the L50 65 limit of the NAC-2 classification, requiring an exterior-to-interior noise reduction of 30 dBA. Upper level balconies may be enclosed because of wind. Lower level balconies may be exposed to levels just over the daytime standard.

Maximum Predicted Ground Level Concentrations: As part of the Environmental Impact Statement, maximum pollutant concentrations were predicted for a large scale grid extending 10 kilometers in all directions from the plant. Results of that

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Pillsbury A Mill Complex

Environmental Assessment Worksheet



analysis shows that the highest concentrations were predicted southeast of the plant. Maximum concentrations for the probable fuel burn at the plant are shown in the following table and compared with ambient air quality standards

Maximum predicted concentrations (mmg/m³)

Pollutant (period)	Max. Conc.	Standard
PM10 (annual)	0.61	50
PM10 (24 hr)	22.39	150
NOx (annual)	5.5	100
SOx (annual)	2.69	80
SOx (24-hr)	140.89	365
SOx 3 hr	200.14	1300

Source: University of Minnesota-Environmental Impact Statement; Proposed Alternatives Air Quality Analysis, October 1994; Trinity Consultants, Inc.

It can be seen from the above table that all of these maximum concentrations are well below the ambient air quality standards.

Evaluation of Above Ground Receptors: Under recent guidance issued by the Minnesota Pollution Control Agency for new source review (*MPCA Air Dispersion Modeling Guidance For Minnesota Title V Modeling Requirements And Federal Prevention of Significant Deterioration (PSD) Requirements* (Version 2.1), Minnesota Pollution Control Agency, January 6, 2004) so-called “flagpole” receptors are discussed for above ground-level receptors. For these new source studies some companies have considered open/operable windows or air intakes. The EPA states in its documentation that “we would not consider air at open or operable windows, or at the intakes of mechanically-ventilated buildings, as ambient air for purposes of determining attainment of the national ambient air quality standards. States are free to interpret their own State ambient air quality standards in a more restrictive manner.” For any new building, good building practice indicates design and placement of fresh air intakes at locations that minimize impacts from possible sources, such as roadways, garage exhausts, adjacent building ventilation systems, and nearby commercial or industrial activities.

However, to develop estimates of potential air quality impacts at the exterior of the top floors of the proposed adjacent high-rise buildings on the A Mill Complex site, basic modeling of potential concentrations was performed.

Calculations of dispersion from the Steam Plant stacks were made to predict short-term (3-hour) exposure to SO₂ at the top floor of the buildings on parcels E, F, and G (see EAW Figure 5.3).

The calculation was simplified by limiting the investigation to two meteorological conditions (D Class and E Class Stability) using available data about the emissions from the 1994 Steam Plant EIS. While the stack is 225 feet high, effective stack heights of 287 feet and 307 feet were estimated for Boiler #3 and Boiler #4, respectively, based upon the Holland Formula and data from the Steam Plant EIS. An average effective stack height of 297 feet and combined emissions from both stacks was used for the analysis.

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The results of the analysis are as follows:

Parcel	Distance from Stack	Building Height	D Stability (ppm)	E Stability (ppm)
E	750 ft	297 ft	750	1500
F	600 ft	240 ft	100	40
G	450 ft	200 ft	0	0
	SO2 3-hour standard		1300	1300

The analysis also showed that, under a Stability Class E event, residences below 284 ft on Parcel E, 281 ft on Parcel F and 274 ft on Parcel G are estimated to be at or below the standard.

Therefore, if residences or other occupancy near or above 284 ft on Parcel E, 281 ft on Parcel F, and 274 feet on Parcel G, are approved by the City, additional modeling can be completed. Those investigations should be based on the approved structure heights and locations, more comprehensive meteorological assumptions, and use a time series of actual emission data made available in cooperation with the University of Minnesota or by investigation of MPCA permit files.

Downwash effects: Downwash potential is an issue associated with buildings in the immediate vicinity of the stack. The Environmental Impact Statement evaluated downwash potential for the Steam Plant that is reflected in the maximum concentrations predicted by Trinity Consultants which are seen to be well below ambient air quality standards.

Wind direction and speed versus stability class: Low wind speeds (e.g. higher potential pollutant concentrations) are predominantly from the northwest in the summer months, which at least in part explains highest concentrations southeast of the plant. Stable atmospheres have the highest potential for high pollutant concentrations. Based upon 1991 annual data from the Minnesota Pollution Control Agency, with wind blowing from the steam plant to the proposed high rise buildings, the D or neutral stability class occurred only for 8 hours (or 0.20 %) over the four month period June through September, while the E stability class occurred only for 5 hours (or 0.17 %). Thus, the potential for high concentrations during the summer months when windows are open or balconies are in use is very low.

G. Exactions

Comments:

Metropolitan Council: The Council staff recommends that the City and the Developer work with the Minneapolis Park and Recreation Board (MPRB) to provide access to the Mississippi River Regional Trail from Main Street to East River Road., an Friends of the Mississippi River, It is recommended that some funding be provided to the MPRB to restore native plant communities and wildlife habitat to this park area which will be a major amenity for the development., and, In addition it is recommended that the

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development provide the City and MPRB with assistance in completing the gap in the Mississippi River Regional Trail between 6th Street and East River Road adjacent to the University of Minnesota.

Minneapolis Park and Recreation Board: Since this park area will serve as a major amenity for the development and will likely receive heavy use from the new residents, it is recommended that the developer provide some funding to restore this park area. Also adjacent to the development is the last remaining original rock face of St. Anthony Falls; restoration of a flow of water over this face has long been a goal of the Minneapolis Park and Recreation Board and other public entities. It would be appropriate for the developer to participate financially in this effort, since it would add another, highly unique amenity to the development area., and, It would therefore be desirable for the proposed development to participate financially in the community's goal of completing the regional trail and road connection from Main Street along the river to the University and then to East River Parkway (commonly referred to as "the missing link").

Response:

These requests and priorities for assistance are noted for the record. If, as proposed, no tax increment district is established to assist in the preservation and reuse of the historic structures, the additional property and other tax revenue generated by the development and those who live, work and shop within it, will become immediately available to the jurisdictions.

H. Traffic

Comments:

Edna Brazaitis, 4 Grove Street: I can easily see hurried commuters using the exits and entrances on the island near De La Salle to avoid the stoplight at Main Street.

Minneapolis Park and Recreation Board: It would be appropriate to examine the impact on Main Street of the traffic generated by the proposed development; it does not appear that this aspect was examined in the EAW.

Bluff Street Development: The current situation at the Metal Matic truck loading dock at 6th Ave. SE and Second Street SE is already difficult, with routine 3-and 4-point truck movements because of a very tight configuration for large trucks. Traffic generated by the new development will intensify this chronic problem.

Response:

These comments, and the very technical comments submitted Thomas Lincoln on behalf of the Marcy-Holmes Neighborhood Association, have been reviewed by the traffic consultant. The consultant has prepared a revision to Section 21 of the EAW that is

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response to these comments and is made part this document as Exhibit F “Revised EAW Section 21. Traffic”. The primary changes and additions are as follows:

- Increase slightly of the project’s total daily trip generation.
- Confirmation that there will be no access to Main Street.
- Inclusion of a new section addressing why possible roadway improvements creating a “Granary Parkway”, adding a third lane to I-35W and connecting Main Street and East River Road are not considered in the analysis.
- Clarification of the bases for the retail trip generation rates that are used and the addition of a daily total column to Table 21.1.
- Provision of the results of a survey used to estimate trip distribution.
- Reports on the timing and adjustments to better reflect University of Minnesota traffic in the traffic forecasts.
- Amended intersection analysis for 1st Avenue SE and 4th Street SE and for Central Avenue and University Avenue.
- Expanded discussion of and justification for future signalization at University Avenue and 6th Avenue SE.
- Confirmation that the use of just the pm peak hour as appropriate for the analysis
- Confirmation that off street parking supply will fully meet the total expected parking demand. Significant other nearby parking is available on street and in the public parking garage if any circumstances should arise where parking demand exceeds the available off-street supply
- Confirmation that the project will not impact or be impacted by the existing situation of Metal Matic truck maneuvers as only 10% of the project trips are expected to operate on 2nd Street SE east of 6th Avenue SE.

The Air Quality consultant has reviewed these changes and concluded they do not require additional air quality investigation.

Any remaining issues will be resolved as part of the Transportation Demand Management Plan required for this proposal by Section 535.140 of the Zoning Code.

I. Air Quality

Comments:

Minneapolis Park and Recreation Board: The impacts of CO concentrations on Father Hennepin Bluffs Park should be examined.

Response:

The EAW provided an air quality analysis for the University and 6th Avenue intersection, which is two blocks from the park, but carries significantly more traffic that will occur at 6th Avenue at 2nd Street or Main Street. A maximum 1-hour concentration (including

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background) of 4.4 ppm was predicted for the No-Build 2013 scenario and 4.5 ppm for the Build 2013 scenario. No change in the 4.0 ppm 8-hour concentration was predicted. Since traffic along 2nd and Main Streets will be much lower than on University Avenue, the maximum concentration at Main and 6th Avenue (adjacent to the park) will be considerably lower. Therefore, no adverse air quality impacts are anticipated on or near Father Hennepin Bluffs Park.

J. Storm Runoff

Comments:

Minnesota Department of Natural Resources: Project developers can do more to manage stormwater. For example, given the flat design of the rooftops, this would be an ideal site for green roofs.

Metropolitan Council: The Council staff encourages the City to consider using green roof technology as one method to address stormwater volume.

Response:

Noted for the record. The developer is investigating the feasibility of “green roof” and other technologies under a contract with the Green Institute.

K. Soil Contamination

Comment:

National Park Service: For instance, it is our understanding that it was once common practice for rail workers to dump waste oil at rail terminals such as this. Have soils been tested for such contamination?

Response:

As noted in the EAW, both Phase 1 and Phase 2 Environmental Site Assessments were performed at the site, which collected detailed information on previous land use and used that information to guide a subsurface drilling and chemical testing program. The results of these assessments (summarized in the EAW) showed that there was no evidence of widespread contamination at the site, and also provided background to prepare contingency plans during construction should unexpected environmental conditions come to light.

Complete copies of these reports are available for review at the office of the Minneapolis City Planning Division, 210 City Hall.

L. Permits and Approvals

Comments:

Minnesota Department of Natural Resources: Additionally, any proposed amendments to plans and regulations affecting lands within the Corridor must be submitted to the DNR for review and approval before being legally effective.

Metropolitan Council: The list should include the Metropolitan Council Environmental Services' (MCES) approval of a sanitary sewer service connection.

Response:

Noted for the record

M. View of the Falls

Minneapolis Park & Recreation Board: An additional scenic view which has not been mentioned is that of St. Anthony Falls, the only true waterfall on the entire Mississippi River, which is visible from the Stone Arch Bridge and various riverbank locations. It is likely that it will also be visible from many stories of the proposed project and will, in fact, be a major selling point for the development.

Response:

Noted for the record.

N. Chute's Cave

Comment:

Minnesota Department of Natural Resources: One of our primary concerns, the existence of the Chute's Cave hibernaculum under the site, has been adequately addressed in the EAW.

Response:

Noted for the record. See also D. Construction Impacts.

O. Chalybeate Springs and hotel

Comment:

National Park Service: Chalybeate Springs lies just across Main Street from the Pillsbury A Mill. The condition of this historic spring and the potential for changes in

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groundwater flow to affect it should be addressed. A hotel once existed at this site as well, and the potential for archeological remains of this hotel should be evaluated.

Response:

The Chalybeate Springs Resort was partially destroyed by the construction of the Pillsbury A Mill tailraces in 1881. The resort was abandoned in the early 1880's, and all superficial traces of the resort have vanished. Buried foundations and occupation debris which may exist would be on public property and not part of the A Mill Complex site.

The comments on the possible changes to groundwater flow are noted for the record.

P. White Water Parking

Comments:

Minnesota Department of Natural Resources: The proposed Whitewater Park recreational facility on the river, at times, may require substantial parking capacity. We recommend that the proposed development include a parking plan and assessment of the entire area to ensure that adequate parking capacity can be achieved

Response:

In the DNR's study for the Mississippi White Water Park, potential parking demand is discussed in section 9.A.1.4 Parking Demand. In that section, Table 10-2-Parking estimate, "is a rough guess of the parking requirements for the course". Daily parking demand for tubers, private boaters and fisherman ranges from 30 spaces to 161 spaces, of which 56 spaces will be provided on site. The peak parking demand will be generated by on-shore spectators for small special events, 333 spaces, and large special events, 1667 spaces. If funding is provided, and when the Park is developed and open, participants and spectators will have access to public and private parking as part of St. Anthony Main on the east bank, and, via the connection of the Stone Arch Bridge, parking on the downtown side of the River. This parking meets the demand for the thousands of spaces used for a Twins or Vikings event. The issue of parking for spectators may be more of an issue of scheduling rather than space. If large and small spectator events can be scheduled for evenings and weekends, and can avoid conflicts with Vikings and Twins, or other Dome events, the parking that serves the much larger Dome events will be available to serve events at the Park.

Q. Utility Adequacy

Comments:

Bluff Street Development: The EAW identifies the need for expanded sanitary sewers under both Main and Second streets to serve this project (84). Adjacent property owners

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understand that storm and sanitary sewer capacities in the area are undersized for very large developments and, further, that options for expansion under Main Street are problematic.

Response:

Sunde Engineering has confirmed a new watermain link will be needed between 2nd Street and Main Street in 5th Avenue in order to increase the circulation of the distribution system. As is standard practice for the City of Minneapolis, this extension would be paid for by the developer. The actual design and construction would be completed by the City upon petition for the work to be done. The main would become public and a 30' wide easement would be needed around it. It would also be prudent for some of our services to come off of this main for construction convenience purposes. We will also need to add hydrants as necessary per direction of the fire marshal. There no issue with the volume or the capacity of the system. We have 16" and 12" mains in the area that can serve the site adequately. The high-rise buildings will have their own pumps to pressurize water service higher than 4-5 stories ups.

There will not be a problem with the capacity of the existing storm sewer infrastructure, as the development will not discharge an increased rate of flow (the existing site is predominantly hard surface already).

There appears to be sufficiently sized sanitary sewer to handle any potential increase in wastewater flow. We will need to work with staff to connect our services in suitable locations. Sunde Engineering doesn't foresee any problems with the infrastructure from a sewer standpoint.

R. Extension of Fourth Avenue

Comment:

Friends of the Mississippi River: The access through 5th Avenue is very positive, however, access at 4th Avenue should provide a straight path to the river so as to maximize the view to the river from 2nd Street.

Minneapolis Park and Recreation Board: The proposal to create a new pedestrian link along the original axis of 4th Avenue SE will advance the community's goal of fostering connections from neighborhoods to the river. This path should be designed to be clearly visible and accessible to the public, to "read" as public and welcoming, and to feel safe and secure for users passing through the heart of the block.

Bluff Street Development: However, the two cross-axis spaces referred to are mainly access from the project's inner courtyard to Main Street and Second Street (Fig. 5.4). Since the path in the direction of the neighborhood terminates immediately at the research complex right across the street.

Response:

The “Red Tile Elevator”, which will not be demolished, has been constructed in the former 4th Avenue right of way at Main Street, and must be accommodated in the design. The General Mills Riverside Technical Center building has been constructed in the former 4th Avenue right of way between 2nd Street and University Avenue.

The comment is noted for the record.

S. 6th Avenue Greenway

Comment:

National Park Service: The National Park Service provided significant funding to the City of Minneapolis for installation of the Sixth Avenue Greenway, which is adjacent to the proposed A Mill development. The proposed development may adversely impact the greenway and mitigation may be required.

Response:

The comment is noted for the record. The proposer has discussed the activity and design of the 6th Avenue edge of the project with the Marcy Holmes Neighborhood Organization and City staff to assure consistency and compatibility with the Greenway plans.

T. Diageo Site

Comments:

National Park Service: The Diageo site should be fully described and included in the EAW.

Bluff Street Development: Given that there is no distinction between the Diageo site and the rest of the property with respect to transaction, current ownership, program, and resale, the Diageo site must be fully evaluated in the EAW.

Response:

The Diageo site is located across 3rd Ave SE from the A Mill complex. This 38,115 sf site is bounded by Main Street, 3rd Avenue SE, 2nd Street SE, and, on the interior of the block, the St. Anthony Main complex. It is presently occupied by a building constructed in 1981. This parcel was retained by Pillsbury when the A Mill was sold to ADM.

If rezoned to C3A (the adjacent zoning classification of St. Anthony Main), the area of the site could support 95 housing units and commercial mixed use in a building of up to 103,000 sf of active floor area. These intensities could be increased by bonuses provided

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in the Minneapolis Zoning Code, and approval of a variance from the strict application of the provisions of the District.

In November of 2003, when the preparation of the A Mill Complex EAW was begun, milling had been terminated and the A Mill complex had been acquired from ADM by a limited liability corporation (LLC) of which Schafer Richardson was a part. Plans for the redevelopment of the approximately 8 acre site with 1095 housing units and 105,000 sf of commercial space had been developed, discussed with the neighborhood, and presented to the Heritage Preservation Commission, after which the Commission took a conditional action on a part of the proposal. The A Mill site was a large, contiguous parcel, included the significant A Mill and supporting historic structures, and the proposed development on the site provided coordinated parking, circulation, and development standards. It was intended to be used and experienced as a single mixed use development. The taller buildings on the site were intended to be justified by their provision of a private internal cross subsidy for the preservation and renovation for reuse of the significant historic structures on the site.

At that time Schafer Richardson was also negotiating with Diageo to purchase a parcel across 3rd Avenue SE from the A Mill complex for another LLC, which might have some overlapping but not identical ownership. At that time they were thinking about a mixed use development of 145 to 150 housing units and up to 10,000 sf of commercial space. If Schafer Richardson were the eventual developer of that parcel, it would be self contained, with no sharing of circulation or parking, design control or any internal cross subsidy with the A Mill project.

The Diageo parcel is of a scale that was typical of development along the River and could be undertaken parallel and not sequential to the development of the A Mill site. It is not a part of the sequence or a stage of the development of the A Mill site. Neither the development of the A Mill project nor the development of the Diageo site will induce the development of the other, nor was development of one project a prerequisite for the other. Given the housing development and in place amenities along the River, both projects are justified on their own.

The effect a decision to not include the potential development of the Diageo parcel as part of the A Mill project would have on 4410.4400 Subp 21, Mixed residential and commercial-industrial projects was tested. The A Mill proposal at 1095 units is 73% of the applicable EIS threshold. The 105,000 sf of commercial is 10.5% of the commercial standard. Combined, the A Mill is at 84% of the EIS threshold. The addition of the 145 potential Diageo parcel units would total 1,240 units, 83% of the threshold. The additional 10,000 sf of commercial brings that total to 115,000 sf, 11.5% of that threshold. Combined, they would be at 94% of the standard, or 225 residential units below the threshold for preparing a Mandatory EIS.

With the Diageo parcel on the market, development of the parcel by some group within the next 10 years seemed probable, and its potential development at this level was included for the traffic analysis, but not as part of, the A Mill project.

U. Independence of the Preparer

Comment:

Minnesota Historical Society: Because each page of this EAW carries a credit to the project proposer, questions arise as to the extent to which the City prepared an independent analysis of the project.

Response:

The EAW was prepared under the supervision and at the direction of the City staff.

V. Errata

Noted for the record.

W. Need for an EIS

Comment:

Metropolitan Council: We find that the EAW is complete, and that an EIS is not necessary for regional purposes.

National Trust for Historic Preservation: I strongly urge the City of Minneapolis to request a full Environmental Impact Statement to address these issues before proceeding with any further plans for development.

Bluff Street Development: An EIS is required to address unresolved technical problems

Response:

The site is presently designated I-1, Light Industrial. In this zoning district, and in all industrial districts in Minneapolis, all residential use, except certain community correctional facilities, is prohibited by section 550.60 of the Zoning Code. The proposer has no "as of right" permissions or standing to construct a development resembling the proposal without significant and specific discretionary amendments and permissions from the City of Minneapolis.

The process the City will use to review the proposal will be competent and open. In its review of the proposal and determination of the required mitigation, modifications and amendments necessary for approval, the City will have the opportunity to initiate similar studies, have similar information made available, and provide similar opportunities for public participation as would be provided in an EIS process.

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The City has the experienced appointed and elected officials and professional staff and regulatory format to address and resolve the technical issues raised by this proposal. Its review will also provide the only accepted path, approval by our local elected officials, to resolve the major non technical, perceptual, issues of the visual relationships and impacts presented by the proposal. The record created by this EAW process will be available to inform and guide all participants. This local approval process and the opportunity for public, including State Agency, participation that is assured by that process, and informed by the record created by this EAW, is the direct, effective and efficient venue to identify and encourage the elements for compatible redevelopment, and assure their implementation at this important site. This process and its participants will assure the evaluation and mitigation of the environmental effects of the proposal.

A finding by the City that the EAW, as extended, is adequate and no EIS is required provides no endorsement, approval or right to develop the proposal by the City. It simply allows the proposer to formally initiate the City's process for considering the specific discretionary amendments and permissions necessary for redevelopment. And, for the City, informed by the record of the EAW, to identify and encourage the elements for compatible redevelopment, and assure their implementation at this important site.

V. ISSUES IDENTIFIED IN THE EAW

The issues identified in the EAW are those identified by the reviewers and commentators and listed in Table Two: Pillsbury A Mill EAW Comments by Topic, in Section IV and Exhibit D of this report. Responses, extensions and revisions to these issues are also found in Section IV.

VI. COMPARISON OF POTENTIAL IMPACTS WITH EVALUATION CRITERIA

In deciding whether a project has the potential for significant environmental effects and whether an Environmental Impact Statement (EIS) is needed, the Minnesota Environmental Quality Board rules (4410.1700 Subp. 6 & 7) require the responsible governmental unit, the City in this case, to compare the impacts that may be reasonably expected to occur from the project with four criteria by which potential impacts must be evaluated. The following is that comparison:

A. Type, Extent, and Reversibility of Environmental Effects

Potential noise and SO₂ impacts in excess of standards from the proximity to the Steam Plant were identified in the EAW and have been further investigated and assessed in Section IV F and do not appear to be beyond the bounds of mitigation at the proposed building heights or at alternate building heights. Traffic and vehicle related air emissions have been studied and revised, and the impact of the project can be accommodated in the City and regional system. Existing city utilities are adequate to serve the project. At this site natural features, with the exception of the Chute's Cave hibernaculum under the site, have succumbed to urbanization and continuous redevelopment since the founding of the City.

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The unresolved environmental impacts of the proposal are cultural and perceptual. And, once a design is approved and the buildings constructed, they will be irreversible. These impacts were identified and discussed in the EAW and in the comments received in writing and at the comment meeting. The guidelines of the Minneapolis Heritage Preservation Commission, the plans and regulations of the City, and the interpretation of the Critical Area requirements by the Department of Natural Resources were provided in the EAW and echoed in the comments. The regulatory format and tools to assess and resolve these visual, relational and perceptual impacts on the landmark structures, the historic district and the adjacent public and private properties is described in the EAW and Section IV of these findings. With the closing of the A Mill, and the cessation of flour milling on the Minneapolis riverfront, redevelopment of this site will occur. The in place, practiced and tested process the City will utilize to resolve the impacts and maximize the benefit of this redevelopment is described in the following Section C.

B. Cumulative Effects of Related or Anticipated Future Projects

The construction of another high density residential development, or coordinated series of developments over time, in this district or in Minneapolis, does not create a precedent or the environment for future projects. The Project is not a stage of a subsequent project and is not connected to any other development; City plans and regulations can anticipate and permit the Project on this site.

C. Extent to Which the Environmental Effects are Subject to Mitigation by Ongoing Public Regulatory Authority

The site is presently designated I-1, Light Industrial. In this zoning district, and in all industrial districts in Minneapolis, all residential use, except certain community correctional facilities, is prohibited by section 550.60 of the Zoning Code. The proposer has no "as of right" permissions or standing to construct a development resembling the proposal without significant and specific discretionary amendments and permissions from the City of Minneapolis.

The City has the process, authority, competence and staff conduct the review and to assure its conditions are fulfilled. The process the City will use to review the proposal will be competent and open. In its review of the proposal and determination of the required mitigation, modifications and amendments necessary for approval, the City will have the opportunity to initiate similar studies, have similar information made available, and provide similar opportunities for public participation as would be provided in an EIS process.

The City has the experienced appointed and elected officials and professional staff and regulatory format to address and resolve the technical issues raised by this proposal. Its review will also provide the only accepted path, approval by our local elected officials, to resolve the major non technical, perceptual, issues of the visual relationships and impacts presented by the proposal. The record created by this EAW process will be available to inform and guide all participants. This local approval process and the opportunity for public, including State Agency, participation that is assured by that process, and informed by the record created by this EAW, is the direct, effective and efficient venue to identify and encourage the elements for compatible

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redevelopment, and assure their implementation at this important site. This process and its participants will assure the evaluation and mitigation of the environmental effects of the proposal. The requirements of this process are described in the EAW and Section IV Response to Substantive Comments of this report. The following describes the City's process for review, mitigation and approval.

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

- 1. Concurrent reviews:** Section 525.20 of the City's Zoning Code establishes the concurrent review for the Planning Commission's land use review applications, creates a sequential review process when the Heritage Preservation Commission is also involved in review of the proposal, and is interpreted to require the Heritage Preservation Commission review precede the Planning Commission review. The following are excerpts from the Code as regards these processes:

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

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

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

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

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

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

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

599.370. Changes in approved certificate of appropriateness. (a) *Minor changes.* Minor changes to an approved certificate of appropriateness may

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be authorized by the planning director where it is determined by the planning director that the changes are not significant and are consistent with the approval made by the commission.

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

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

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

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

527.10. Purpose. This chapter establishes the procedures and standards for the development of areas as unified, planned developments in accordance with the intent and purpose of this zoning ordinance, and the applicable policies of the comprehensive plan. Because of the larger size of sites, the provisions of this chapter provide for flexibility in the use of land and the placement and size of buildings in order to better utilize the special features of sites and to obtain a higher quality of development which incorporates high levels of amenities and which meets public objectives for protection and preservation of natural and historic features.

527.30. Relationship to other applicable regulations. A planned unit development shall be subject to all applicable standards, procedures and regulations of this zoning ordinance and the zoning district in which it is located, including applicable site plan review standards contained in Chapter 530, Site Plan Review, for the individual uses within the development, except as otherwise provided in this chapter.

527.120. Exceptions to zoning ordinance standards. The city planning commission may approve exceptions to the zoning regulations applicable to the zoning district in which the planned unit development is located as authorized in this chapter only upon finding that the planned unit development includes adequate site amenities to address any adverse effects of the exception. Site amenities may include but are not limited to additional open space, additional landscaping and screening, transit facilities which are developed as part of the planned unit development, bicycle parking, preservation of natural features, restoration of previously damaged natural environment, the rehabilitation and reuse of locally designated historic structures or structures that have been determined to be eligible to be locally designated as historic structures, and design of new construction which is similar in form, scale and materials to existing structures on the site and to surrounding development. Nothing in this chapter shall be construed to provide a property owner with any property right or other legal right to compel the city to grant exceptions to this zoning ordinance.

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

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

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

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

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- (1) That the planned unit development complies with all of the requirements and the intent and purpose of this chapter. In making such determination, the following shall be given primary consideration:
 - a. The character of the uses in the proposed planned unit development, including in the case of a planned residential development the variety of housing types and their relationship to other site elements and to surrounding development.
 - b. The traffic generation characteristics of the proposed planned unit development in relation to street capacity, provision of vehicle access, parking and loading areas, pedestrian access and availability of transit alternatives.
 - c. The site amenities of the proposed planned unit development, including the location and functions of open space and the preservation or restoration of the natural environment or historic features.
 - d. The appearance and compatibility of individual buildings and parking areas in the proposed planned unit development to other site elements and to surrounding development, including but not limited to building scale and massing, microclimate effects of the development, and protection of views and corridors.
 - e. The relation of the proposed planned unit development to existing and proposed public facilities, including but not limited to provision for stormwater runoff and storage, and temporary and permanent erosion control.

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

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

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

527.80. Plan consistency. The city shall withhold any building permit, demolition permit, grading permit, utility connection, license or other approval required for a planned unit development if the proposal is

inconsistent with the development plan as approved, except as otherwise provided in this chapter.

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

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

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

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

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

527.100. Time of completion. All planned unit developments shall be completed within two (2) years of the effective date of the planned unit

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development approval, except as specifically extended by the city planning commission.

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

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

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

D. Extent to which Environmental Effects Can be Anticipated and Controlled as a Result of other Environmental Studies Undertaken by Public Agencies or the Project Proposer, or of Environmental Reviews Previously Prepared on Similar Projects.

The construction of another large multi story residential building, or a large coordinated development of buildings, along the central riverfront, or elsewhere in Minneapolis, follows many precedents, and is a known event with known impacts.

Exhibits:

- A. Project Description
- B. Record of Decision
- C. Public notification record
- D. Comment letters
- E. Council/Mayor action
- F. Revised EAW Section 21, Traffic
- G. Height and Massing Illustrations
- H. Request for Committee Action, 6/30/04
- I. Memorandum from Benschopf and Associates

EXHIBIT A

Project Description Pillsbury A Mill Complex

The project site, adjacent to the Mississippi River, is probably the premier large-scale development site in the Twin Cities. The site enjoys a wonderful southeasterly face, with powerful views of the Minneapolis skyline, down river to the southeast and upriver to the northwest. The view is protected from future development by Father Hennepin Bluff Park and reinforced by the steep topographic changes from the bluffs to the waters edge. The site has access to the center of Minneapolis across the historic Stone Arch Bridge and Central Avenue bridge, to the freeway system and to the adjacent University of Minnesota.

The proposed development will consist of nine new residential buildings with 1,798 internal and 34 surface parking stalls for residents and visitors. Some ground floor retail spaces will be provided for resident and neighborhood amenities. The site features several noteworthy historical buildings, which are scheduled to be renovated and reused to accommodate housing and commercial tenants. The new construction will vary in height from 8 to 27 stories.

The design concept for the site development places a high priority on creating a sense of neighborhood at the street levels. In order to accomplish this priority, townhouse unit types have been programmed into the street and plaza levels of each of the new buildings and portions of the existing historic buildings. The site drops approximately 26 feet from 2nd Street SE toward the Mississippi River, creating the opportunity to bench the parking into the site, surrounding it with housing, and maintaining the image of an auto free zone.

At Main Street, the retail uses and townhouses address the street to enliven the boulevard along the river, provide a housing type connected to the grade and continue the scale and interest initiated by the historic buildings; they provide life and energy to ensure the public safety and enjoyment of the public park. The residential towers above are set back from the townhouses and have little impact at the river park edge.

The block-deep site is penetrated along the east west axis parallel to the river at the halfway point with a partially covered service alley that allows access to the enclosed parking and provides all of the building services to occur out of sight and hearing of the residential units. Above this service corridor is a landscaped plaza, fronted by townhouses at each building face, again providing a familiar neighborhood building type and energizing the semi-public plaza overlooking the river gorge and park.

As part of the site development, a pedestrian path will be constructed to link the Marcy Holmes neighborhood to the river and adjacent park along the original axis of 4th Avenue SE. The road right of way was abandoned to make way for the construction of the historic Red Tile Elevator, which bears the signature sign for the complex. The pedestrian path will encourage public access through the historic core of the site, to the park, and to the river.

The A Mill is a famous and historic landmark for the City of Minneapolis; an icon on the river declaring the reason for the city's growth and development at the turn of the century. The A Mill, the Cleaning House, the South Mill, Warehouse #1, the Red Tile Elevator, Warehouse #2, and the two-story Machine Shop will be retained as mixed-use buildings to house both residential condominiums and commercial and retail tenants. In order to create parking for these historic structures, necessary to establish their economic viability in their adaptive reuse, it will be necessary to demolish the later poured concrete elevators that face 2nd Street SE. By

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removing this line of empty concrete silos, it will be possible to construct enclosed underground parking adjacent to the historic buildings and to add townhouses and mid-rise residential above them. The economic viability of the reuse of the mill buildings would be compromised without adjacent parking. The demolition will also allow a neighborhood-oriented streetscape fronting 2nd Street SE.

The site will provide 1,798 parking stalls in enclosed parking decks. The levels will be predominately underground; as the bedrock slopes up away from the river, some of the parking will be benched into the site and surrounded by townhouses. The primary parking access points will be from 3rd, 5th and 6th Avenues at mid-block. This internal, linked circulation pattern will reduce the impact of the cars on the pedestrian nature of the neighborhood streets. The site will also provide 34 surface parking stalls to serve the A Mill commercial areas bringing total parking on the site to 1,832 stalls.

ADM, from whom the site was purchased, had previously determined the facility to be functionally and economically obsolete. The site was sold on the condition that it not be reused as a milling facility.

The excavation, grading, and site demolition will create disruption from noise and truck hauling traffic to the adjacent areas and streets. Currently the site is industrial in use, and though the disruption will be real, if phased appropriately to clear the site early, the construction efforts will be least disruptive to the current adjacent industries. Opportunities for re-use of on-site concrete through a crushing operation for aggregate reuse is being explored to mitigate off-site disruption. Some site spoil could perhaps be removed from the site by rail to limit the impact of truck traffic on the roads.

New construction is expected to be post-tensioned concrete, which will demand significant truck delivery and tower cranes for construction. The residential towers will be built out over time as the market can accept the absorption rate. Current projections of demand suggest the project will be completed by 2012.

EXHIBIT B

Record of Decision

Environmental Review Record for the Pillsbury A Mill Complex Environmental Assessment Worksheet

CHRONOLOGY IN COMPLIANCE WITH THE PROCEDURES OF THE MINNESOTA ENVIRONMENTAL POLICY ACT

<u>DATE</u>	<u>ITEM</u>
1/30/04	City staff distributes EAW to official EQB mailing list and to the project mailing list.
2/02/04	Minnesota Environmental Quality Board (EQB) publishes notice of availability in <i>EQB Monitor</i> . 30-day comment period commences.
2/12/04	Notice of availability of EAW is published in the StarTribune newspaper.
2/18/04	Public Comment Meeting at Marcy School
3/3/04	End of EAW public comment period.
3/15/04	Proposer requests 60 day extension of the period for the City's decision on the need for an EIS to allow preparation of additional documentation in response to comments received on the EAW
5/12/04	Proposer again requests extension of the period for the City's decision on the need for an EIS to allow preparation of additional documentation in response to comments received on the EAW
6/10/04	City staff provide EAW and Findings of Fact to City Planning Commission (CPC), Committee of the Whole.
6/24/04	Zoning and Planning Committee (Z & P) of the City Council considers "Findings of Fact and Record of Decision" report and EAW and recommends Negative Declaration.
7/1/04	City Council Committee of the Whole considers "Findings of Fact and Record of Decision" report and EAW.
7/2/04	City Council makes a finding of Positive Declaration and requires preparation of an EIS.
7/8/04	Mayor approves Council action regarding EAW.
7/10/04	City publishes notice of Council/Mayor decision in Finance and Commerce.
7/12/04	City publishes and distributes Notice of Decision official EAW mailing list and Official Project List.
7/19/04	EQB publishes Notice of Decision in <i>EQB Monitor</i> .

EXHIBIT C

Public Notification Record

The following describes the public notification process of the Planning Division for the Pillsbury A Mill Complex EAW

- The City maintains a updated list based on the Official EQB Contact List. The list used for the Pillsbury A Mill Complex EAW is attached. All persons on that list were sent copies of the EAW. The Planning Division also distributes copies of the EAW via interoffice mail to elected and appointed officials and City staff.
- A notice of the availability of Pillsbury A Mill Complex EAW, the dates of the comment period, and the process for receiving a copy of the EAW and/or providing comment was:
 - Published in the *EQB Monitor* on February 2, 2004
 - Provided to the City's Communications/Public Affairs office for notice and distribution.
 - Published in the Minneapolis StarTribune on February 12, 2004
- An electronic version of the Pillsbury A Mill Complex EAW was posted on the City's website for review and downloading.
- Copies of the EAW were distributed at the Public Comment Meeting
- The Draft Findings of Fact and Record of Decision for the Pillsbury A Mill Complex EAW and a notice of the Zoning & Planning Committee Meeting where it will be considered was distributed as follows:
 - Sent to the expanded Official EQB contact list and to those who had provided written comment on the EAW.
 - Provided to the City's Communications/Public Affairs office for notice and distribution.
 - Notice of availability published in the Minneapolis *StarTribune*
 - An electronic version was posted on the City's website for review and downloading
- Notice of Decision was distributed to the Official EQB Contact List, the Official Project List, and for publication in the *EQB Monitor*.

EXHIBIT D

Comments Received

The City received 45 comments on the EAW documents. All written comments follow in the order they appear in Table One. Comments were also received from 12 persons at the Public Comment Meeting held on February 18, 2004. A written summary of the comments received at that meeting is provided following the written comments as the “Record of Comments Received”. An audio tape of all comment at that meeting is available for review in the office of the City Planning Division, 210 City Hall.

TABLE ONE: PILLSBURY A MILL EAW COMMENTS

A. Written Comments Received During the Public Comment Period

1. Kathleen Wallace, Department of Natural Resources, March 3, 2004
2. Edna Brazaitis, March 3, 2004
3. Phyllis Hanson, Metropolitan Council, March 2, 2004
4. Richard Moe, National Trust for Historic Preservation, February 27, 2004
5. Irene Jones, Friends of the Mississippi River, March 3, 2004
6. Ted Tucker, Marcy-Holmes Neighborhood Association, March 3, 2004
7. Rachel Ramadahyani, Minneapolis Park and Recreation Board, March 3, 2004
8. Winston Wallin, No date
9. Thomas Lincoln, Marcy-Homes Neighborhood Association (traffic) March 1, 2004
10. JoAnn Kryal, National Park Service, March 3, 2004
11. Thomas Madsen, February 4, 2004
12. James Mennell, University of Minnesota, February 27, 2004
13. Ben Heywood, The Soap Factory, February 19, 2004
14. Steven Minn, Bluff Street Development, March 1, 2004
15. Brigit Gombold, MNDOT, March 2, 2004
16. Britta Bloomberg, Minnesota Historical Society, March 3, 2004
17. MPCA, February 26, 2004
18. Arlene Fried, March 18, 2004

B. Written Comments Received After the Close of the Public Comment Period

19. Michael Norton, Kennedy and Graven, received 6/2/04
20. E-mal and letter from Victor Grambsch, Nicollet Island East Bank Neighborhood Association, received 6/8/04
21. George Pillsbury et al., Friends of the Pillsbury “A” Mill, received 6/9/04
22. Kelly Carver, Marcy Holmes Neighborhood Association, received 6/9/04
23. Eric Galatz, Leonard, Street and Deinard, received 6/9/04
24. Minnesota Chapter of the Society of Architectural Historians, received 6/22/04
25. Eric Galatz, Leonard, Street and Deinard, received 6/23/04
26. Daniel R. Holte, Braun Intertec, received 6/23/04
27. Michael Norton, Kennedy and Graven, received 6/23/04

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A Mill Project**

28. Eric Galatz, Leonard, Street and Deinard, received 6/23/04
29. Eric Galatz, Leonard, Street and Deinard, received 6/30/04
30. David Kelliher, received 6/30/04
31. Michael Norton, Kennedy and Graven, received 7/1/04
32. Kit Richardson, received 7/1/04
33. Craig Fischer, ADM, received 7/12/04

C. Comments Received at the Public Comment Meeting, 2/18/04

1. Thomas Meyer, 710 S. Second Street
2. Irene Jones, Friends of the Mississippi River
3. Frank Langer, Stillwater
4. Steve Minn, Stone Arch Apartments
5. Ellen Morrison, Minneapolis
6. Ted Tucker, Marcy-Holmes Neighborhood Association
7. Thomas Lincoln, Marcy-Holmes Neighborhood Association
8. Brian Flakne, 9304 Lyndale Avenue S.
9. Gary Meyer, 401 First Street
10. Edna Brazaitis, 4 Grove Street
11. Roger Elo, 338 9th Street SE
12. Paul White

TABLE TWO: COMMENTS BY TOPIC
SUMMARY OF WRITTEN COMMENTS AND THOSE RECEIVED AT THE PUBLIC COMMENT MEETING

<p>A. HEIGHT</p> <p>1. Limits and Guidelines</p> <p>1-DNR</p> <p>3-Metro</p> <p>Council</p> <p>5-FMR</p> <p>6-Marcy</p> <p>Holmes</p> <p>10-NPS</p> <p>14-Bluff</p> <p>16-MHS</p> <p>18-Fried</p> <p>C-4 Minn</p> <p>C-6 Tucker</p> <p>C-8 Flakne</p> <p>2. A Mill</p> <p>4-NTrust</p> <p>6-MH</p> <p>10-NPS</p> <p>14-Bluff</p> <p>16-MHS</p> <p>C-5 Morrison</p> <p>C-8 Flakne</p> <p>C-9 G Meyer</p> <p>C-11 Elo</p> <p>3. Adjacent Properties</p> <p>6-MH</p> <p>7-MPRB</p> <p>12-U of M</p> <p>13-Soap</p> <p>14-Bluff</p> <p>16-MHS</p> <p>C-4 Minn</p> <p>C-10 Brazaitis</p>	<p>4. Assessment</p> <p>6-MH</p> <p>10-NPS</p> <p>14-Bluff</p> <p>16-MHS</p> <p>C-1 T Meyer</p> <p>C-6 Tucker</p> <p>C-9 G Meyer</p> <p>B. CONCRETE</p> <p>ELEVATORS</p> <p>6-MH</p> <p>15-MHS</p> <p>C-6 Tucker</p> <p>C. PHASING</p> <p>2-Brazaitis</p> <p>4-NTrust</p> <p>8-Wallin</p> <p>10-NPS</p> <p>C-1 T Meyer</p> <p>C-2 Jones</p> <p>C-3 Langer</p> <p>C-10 Brazaitis</p> <p>C- 11 Elo</p> <p>D. CONSTRUCTION</p> <p>IMPACTS</p> <p>7-MPRB</p> <p>10-NPS</p> <p>13-Soap</p>	<p>E. PLANS AND PLANNING</p> <p>6-MH</p> <p>10-NPS</p> <p>14-Bluff</p> <p>C-1 T Meyer</p> <p>C-6 Tucker</p> <p>C-8 Flakne</p> <p>C-12 White</p> <p>F. CONFLICT WITH INDUSTRIAL USE</p> <p>12-U of M</p> <p>14-Bluff</p> <p>C-4 Minn</p> <p>G. EXACTIONS</p> <p>3-Metro</p> <p>5-FMR</p> <p>7-MPRB</p> <p>H. TRAFFIC</p> <p>3-Metro</p> <p>7-MPRB</p> <p>9-Lincoln</p> <p>14-Bluff</p> <p>C-4 Minn</p> <p>C-6 Tucker</p> <p>C-7 Lincoln</p> <p>I. AIR QUALITY</p> <p>7-MPRB</p> <p>J. STORM RUNOFF</p> <p>1-DNR</p> <p>3-Metro</p> <p>5-FMR</p>	<p>7-MPRB</p> <p>K. SOIL CONTAMINATION</p> <p>10-NPS</p> <p>L. PERMITS AND APPROVALS</p> <p>3-Metro</p> <p>M. VIEW OF FALLS</p> <p>7-MPRB</p> <p>N. CHUTES CAVE</p> <p>1-DNR</p> <p>O. SPRINGS AND HOTEL</p> <p>10-NPS</p> <p>P. WHITE WATER PARKING</p> <p>1-DNR</p> <p>14-Bluff</p> <p>C-4 Minn</p> <p>Q. UTILITY ADEQUACY</p> <p>14-Bluff</p> <p>C-4 Minn</p> <p>C-8 Flakne</p>	<p>R. EXTENSION OF 4TH AVENUE</p> <p>5-FMR</p> <p>6-MH</p> <p>7-MPRB</p> <p>16-Bluff</p> <p>S. 6TH AVENUE GREENWAY</p> <p>10-NPS</p> <p>T. DIAGEO SITE</p> <p>10-NPS</p> <p>11-Madsen</p> <p>14-Bluff</p> <p>C-4 Minn</p> <p>C-8 Flakne</p> <p>U. INDEPENDENCE OF PREPARER</p> <p>16-MHS</p> <p>V. ERRATA</p> <p>6-MH</p> <p>7-MPRB</p> <p>14-Bluff</p> <p>W. NEED FOR AN EIS</p> <p>3-Metro</p> <p>4-NTrust</p> <p>12-U of M</p> <p>14-Bluff</p> <p>16-MHS</p>
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Final Findings of Fact and Record of Decision for the Environmental Assessment Worksheet for the Pillsbury A Mill Project

Comment 1: Original is signed

1200 Warner Road
St. Paul, Minnesota 55106
651.772.7900



Minnesota Department of Natural Resources

March 3, 2004

J. Michael Orange
City Planner
City of Minneapolis
350 4th St. South, Room 210
Minneapolis, MN 55415-1385

RE: Pillsbury A Mill Complex Environmental Assessment Worksheet (EAW)

Dear Mr. Orange:

The Department of Natural Resources (DNR) has reviewed the EAW for the proposed Pillsbury A Mill Complex in the City of Minneapolis. We offer the following comments for your consideration.

Description (Item No. 6) and Permits and Approvals Required (Item No. 8)

The proposed building heights, ranging from 8 to 27 stories, far exceed the height allowed by State Shoreland Rules and the standards and guidelines for the Critical Area Corridor and the Mississippi National River and Recreation Area. The document appears to disregard the intent of these standards by proposing that Conditional Use Permits can be obtained.

21. FISH, WILDLIFE AND ECOLOGICALLY SENSITIVE RESOURCES (ITEM NO. 11)

We agree with the characterization of the site as being fully-developed and having no significant wildlife habitats. One of our primary concerns, the existence of the Chute's Cave hibernaculum under the site, has been adequately addressed in the EAW. We reiterate that this is an extremely important ecological site and appreciate the EAW's acknowledgement that, should subsurface foundation be necessary, that work will be done in consultation with the DNR.

Water Quality: Surface Water Runoff (Item No. 17)

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Removal of 70% of total suspended solids from runoff is a positive step toward the improvement of stormwater runoff quality. Even so, project developers can do more to manage stormwater. For example, given the flat design of the rooftops, this would be an ideal site for green roofs, which enhance urban areas by removing significant amounts of heavy metals and excess nutrients from rainwater. They can also lower energy costs for cooling and heating, lessen the urban heat island effect, improve urban air quality by reducing dust and smog, provide sound insulation, provide wildlife habitat for birds and insects, and minimize the volume of stormwater that enters the City's system and ultimately the Mississippi River.

Water-Related Land Use Management District (Item No. 14)

Item No. 14 C.2. b. - The proposed new structure heights, ranging up to 269 feet above Main Street, do not comply with the purposes or standards of the state Critical Area laws and policies for consistency with Executive Order 79-19 [Please refer to Appendix to Question 14]. These Critical Area standards and policies apply to the entire Corridor, which extends from the river to the centerline of 2nd Street SE, not just the 300 feet of the Shoreland Management Program, which is a different regulatory program. The key required standard is not just views of the river, nor critical views of the downtown, but the minimization of interferences with views of and from the river. The residential structures tower above both the height of existing silos as per the historic characters and the average height of the down slope trees. Mitigation in design height has not occurred to protect the scenic resources as intended and prevent the proposed ribbon of excessive heights of structures outside established downtowns at the time of designation.

As referenced in the document, the DNR expects that the City will notify the Critical Area Program staff of development activities at least 30 days before taking action on applications within the Corridor. Additionally, any proposed amendments to plans and regulations affecting lands within the Corridor must be submitted to the DNR for review and approval before being legally effective. We recommend that the City contact Sandy Fecht, Critical Area Program, at 651 297-2401 for early resolution of any outstanding critical area issues or questions.

Traffic (Item No. 21)

The proposed Whitewater Park recreational facility on the river, at times, may require substantial parking capacity. That project, the Pillsbury A Mill Complex and the proposed Bridge Place Condominium Development, along with existing activity in the area, all contribute cumulatively to the traffic/parking problems in the area. We recommend that the proposed development include a parking plan and assessment of the entire area to ensure that adequate parking capacity can be achieved. The DNR and the Army Corps of Engineers completed a parking assessment for the Whitewater Park project. For information on that assessment, please contact Peter Hark, DNR Division of Trails and Waterways, at 651 282-5572.

Thank you for the opportunity to review this project and the EAW. We look forward to receiving your record of decision and responses to comments at the conclusion of environmental review. Minnesota Rules part 4410.1700, subparts 4 and 5, require you to send us your Record of Decision within five days of deciding on this action. If you have any questions about these

Final Findings of Fact and Record of Decision for the Environmental Assessment Worksheet for the Pillsbury A Mill Project

comments, please call Wayne Barstad, the Regional Environmental Assessment Ecologist, at 651-772-7940.

Sincerely,

 for

Kathleen A. Wallace
Regional Director

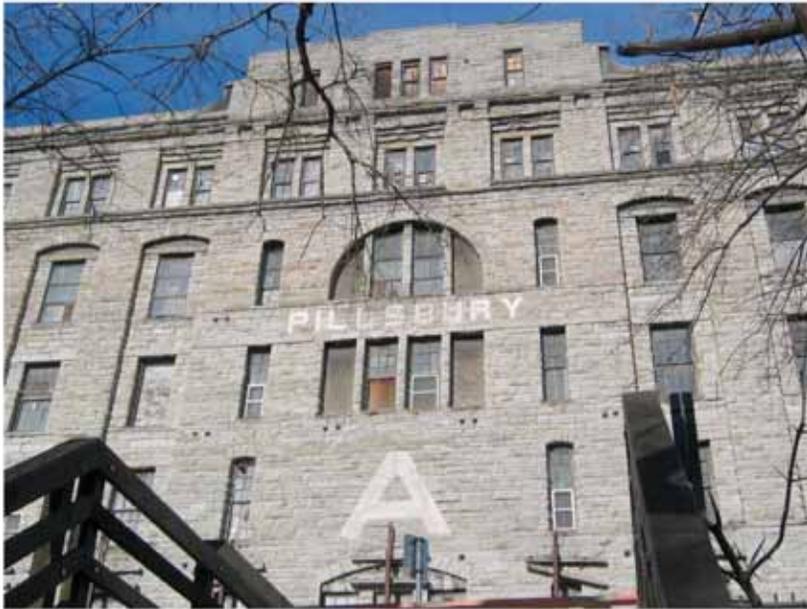
C: Steve Colvin
Wayne Barstad
Sarah Hoffmann
Gerda Nordquist
Bryan Lueth
Molly Shodeen
Daryl Ellison
Peter Hark
Charlotte Cohn
Jon Larsen, EQB
Nick Rowse, USFWS

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Final Findings of Fact and Record of Decision for the Environmental Assessment Worksheet for the Pillsbury A Mill Project

Comment 2:

COMMENTS OF EDNA C. BRAZAITIS
ON THE ENVIRONMENTAL ASSESSMENT WORKSHEET
FOR THE PILLSBURY A MILL COMPLEX



March 3, 2004

Submitted to the City of Minneapolis
J. Michael Orange
220 South Fifth Street, Room 210
Minneapolis, MN 55415-1385

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I have lived for 22 years in Grove Street Flats on Nicollet Island, which along with the A-Mill complex and the Washburn Crosby Mill complex, was one of the anchor buildings that supported the St. Anthony Falls Historic designation in 1977. In addition, I worked for Pillsbury for 20 years.

I would like to direct my comments to Questions 25, 26 and 27 of the EAW.

Introduction

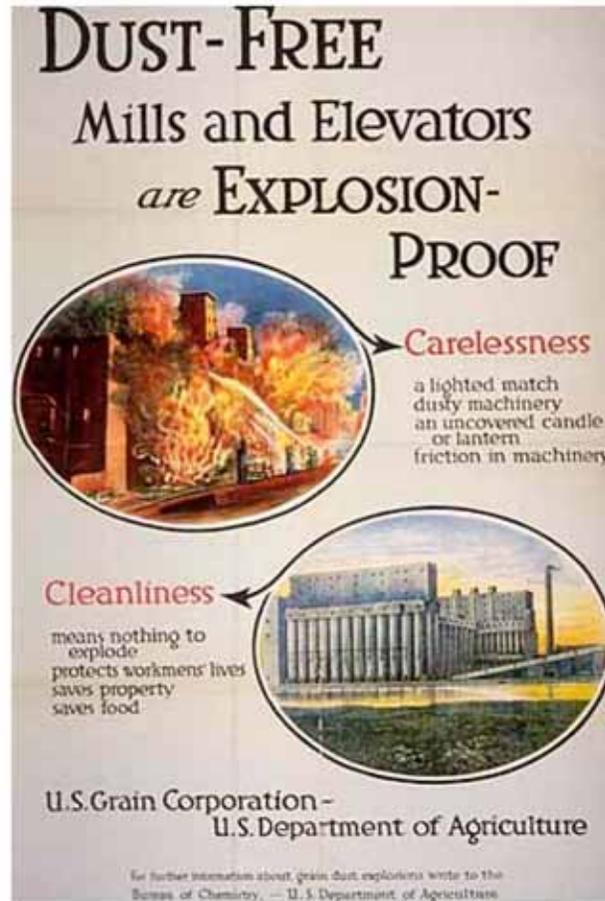
Every day of its life as a flour mill, the Pillsbury A-Mill risked destruction. Flour and grain dust are two of the most explosive materials on earth. Just a small spark could set off an explosion that would rip its walls apart. But never in its 118 years has the A-Mill been in the danger that it is now. I am afraid that if we do not move quickly to develop an alternative use for the A-Mill and to protect it while it is empty, its days on earth are numbered.



Washburn Mill after explosion

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Our record is not good in protecting historic structures that are not in use. As Britta Bloomberg, deputy state historic preservation officer recently said to the St. Paul Pioneer Press, "vacant properties are more vulnerable to fire." And old lumber can burn like, well, kindling.¹ They are attractive homes for vagrants and arsonists.

¹ "Securing Historic Buildings is Difficult, Costly, Says Minnesota Official", Saint Paul Pioneer Press, September 5, 2002.

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Building after a fire at the University of Minnesota Duluth²

The properties are often at most danger when they are in the process of or awaiting development. For example:

Milling District Fires

- 1993 Crown Roller Mill burned as being developed
- 1991 Washburn Crosby Mill
- 1997 Humboldt Mill (adjacent to Washburn Crosby Mill)
- 1999 Wheat house of Washburn Crosby Mill complex

² All photos and posters are from the collection of the Minnesota Historical Society.

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Other Significant Recent Local Fires

1986 Security Warehouse

1991 Dania Hall

2000 Dania hall burned again just before the fire sprinklers were to be put in the renovated building. Cause of loss was probably a tossed cigarette by a curious vagrant. \$1.2 million in public money was lost

2002 Stillwater's Territorial Jail. Archeological research had just been finished paving the way for development as town homes and condos when "three males in their late teens or early 20's were seen leavingjust before the fire."

Living in a historic area. I would always dread when I heard the fire engines because it meant that another historic home, warehouse or building was burning. The fires from the mills and the warehouses lit up the skies. I personally called in an alarm when I saw the Durkee Atwood building (Nicollet Island Pavilion) burning. I came to the conclusion that the most dangerous time for a building was during the time it was being saved.

The A-Mill must be rehabbed first

At the public meeting, the developer described rehabbing the machine shop and several other buildings before taking on the A-Mill. Unfortunately, if that happens, the A-Mill will be at risk and there is a high likelihood that it will be lost. The city should condition the granting of all permits on the A-Mill being done first.

Overall conclusions and comments

One of the two reasons that the EAW was mandatory was the undisputed historical nature of the property. Unfortunately, the EAW is woefully incomplete on the issue of the impact of the proposed development on this historic complex and the district, probably because the developer does not yet know the specifics of what he will do. This situation needs to be remedied before the EAW can be approved.

The EAW discusses in great detail, the historical designations that have been given to the A Mill complex over the year. It covers in great detail the need to protect the fabric of a historic district. However, there is no discussion of how this particular development will impact the complex and the building. To be blunt, the question of "How do the changes proposed affect the historic nature of the A-Mill complex and the St. Anthony Falls Historic District?" is never asked much less answered.

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An historic district's integrity can be destroyed by a number of little acts each of which by itself may not seem to have much of an impact. The only specific reference is the need to preserve the railroad tracts. I am concerned because I know that we can lose our historic designation if the project is not handled well. This came close during the development of Riverplace.

It is my opinion that both the developer and the City need to move in haste. The developer should immediately flesh out the details on what the development will look like. Nuance on look and feel are very important in determining whether a building changes the nature of a district. While I support the development the current concepts of in fill buildings appear to be too heavy, too massive and by my sensibilities unattractive. The buildings need to be smaller, both in height and in scale. I assume that they are only rough concepts to be fleshed out later.

The City should require that the A-Mill be the first part of the project acted on by the developer as a condition of granting any further permits. Provided that the developer acts promptly to answer questions and flesh out the project in an acceptable manner, the City should put this project on a "rocket docket" for the necessary permits. The longer the A-mill sits there, the more at risk, it is at.

De La Salle Traffic Impact

As a final aside, while I am not an expert at traffic, I believe that the issue of the project's impact on De La Salle should be looked at. I can easily see hurried commuters using the exits and entrances on the island near De La Salle to avoid the stoplight at Main street. The De La Salle exit tried to make use of the limited space, so as to save their parking lot. It is a tight turn and the streets are often filled with kids, school buses and cars. This could be very dangerous. (I also question the assumption in the document that few of the new residents will drive to work during prime rush hours.)

Edna C. Brazaitis
4A Grove Street
Minneapolis, MN 55401
ebrazaitis@uswest.net

Transmitted by e-mail

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Comment 3: Original was printed on Met Council stationary and signed

March 2, 2004

J. Michael Orange, Planner
City of Minneapolis
350 4th Street South, Room 210
Minneapolis, MN 55415-1385

RE: City of Minneapolis Environmental Assessment Worksheet (EAW)
Pillsbury A Mill Complex
Metropolitan Council District 8 (Lynnette Wittsack)
Metropolitan Council Referral File No. 19138-1

Dear Mr. Orange:

Thank you for submitting the Environmental Assessment Worksheet (EAW) to the Metropolitan Council for review. Our staff is responsible for reviewing the EAW to determine whether it adequately and accurately addresses regional concerns.

The EAW is for a proposed redevelopment project that will include 1,095 residential units, 105,000 square feet of commercial and 1,832 parking stalls. The site is located on the east bank of the Mississippi River in downtown Minneapolis, near 2nd Street SE and Main Street SE.

Item 8 – Permits and Approvals Required

The EAW, page 14, lists all known permits and approvals for the project. The list should include the Metropolitan Council Environmental Services' (MCES) approval of a sanitary sewer service connection. The city should submit sewer plans for the proposed project to the MCES Municipal Services staff for review, comment, and issuance of a construction permit before connection revisions can be made to either the municipal or metropolitan wastewater disposal system.

Item 17 – Water Quality, Surface Water Runoff

The EAW, page 33, states that rooftop runoff is proposed to be directed to storage tanks located in the garage levels of proposed buildings, followed by treatment and discharge into the City storm sewer system and ultimately, the Mississippi River. The Council is concerned with both stormwater quality and volume. The Council staff encourages the City to consider using green roof technology as one method to address stormwater volume. Therefore, the EAW should address these items.

Item 21 - Traffic

The EAW estimates 10,040 total average daily trips at full build-out. The intersection analysis shows a Level of Service "F" in 2013 at the Hennepin and University SE intersection, and at Central and University intersection. Better-coordinated signal timing and the addition of right turn lanes could improve operation of these intersections to acceptable levels.

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Item 25 - Nearby Resources

The project is located adjacent to the Central Mississippi Riverfront Regional Park, a part of the Metropolitan Council's Regional Park System. The Council staff recommends that the City and the Developer work with the Minneapolis Park and Recreation Board (MPRB) to provide access to the Mississippi River Regional Trail from Main Street to East River Road. Staff recommends that the proposed pedestrian walkway along 4th Avenue have visual access to the regional park and the river.

Finally, staff recommends that the city consider using native vegetation in that portion of the site adjacent to the park, to assist in the mitigation of exotic species that may migrate into the park.

Item 27 – Compatibility with Plans and Land Use Regulations

The EAW states, pages 71-73, that part of the project will be within the 300-foot Shoreland Overlay District boundary. The project may also exceed the Mississippi River Critical Area Overlay District height limitations. The Council recommends that the City and developer work with the Minnesota Department of Natural Resources staff to address and mitigate these inconsistencies.

We find that the EAW is complete, and that an EIS is not necessary for regional purposes. The Council will not take formal action on the EAW, however, staff recognizes that the RGU will respond in writing to our comments, according to the Environmental Quality Board's rules for EAWs.

If you have any questions or need further information, please contact Victoria Dupre, principal reviewer at 651 602-1621.

Sincerely,

Phyllis Hanson, Manager
Planning and Technical Assistance

cc: Lynnette Wittsack, Metropolitan Council District 8
Todd Sherman, MnDOT
Keith Buttleman, Environmental Services
Cheryl Olsen, Reviews Coordinator

Comment 4: Original is on National Trust for Historic Preservation letterhead and signed

February 27, 2004

Mr. J. Michael Orange
City Planner
City of Minneapolis
City Hall Room 210
350 S. 5th Street
Minneapolis, MN 55415

Dear Mr. Orange:

I am writing to you on behalf of the National Trust for Historic Preservation concerning the proposed development of the historic Pillsbury “A” Mill Complex. Sites such as the Pillsbury “A” Mill play an important role in the understanding of our collective history and can enrich our appreciation of the valuable cultural and natural landscapes in the St. Anthony Falls and the Mississippi River Corridor.

Until it closed operations in 2003, the Pillsbury "A" Mill was the last of the continually functioning giant flour mills that transformed Minneapolis into the milling capital of the nation between 1880 and 1930. The largest, most advanced mill in the world at its completion in 1881, the six story "A" Mill was the standard by which all other mills of its time were measured, making it one of the state's most significant historical and cultural resources. This status is substantiated by its designation as a National Historic Landmark, an individual listing on the National Register of Historic Places, and by individual and district listings at the state and local level. The findings of the developer as stated in the Environmental Assessment Worksheet (EAW) confirm that the “A” Mill is an exceptionally valuable resource in itself, as well as a focal point of the St. Anthony Falls Historic District.

The proposed development will consist of nine new residential buildings varying in height from 8 to 27 stories, with some ground floor retail spaces for resident and neighborhood amenities. These will be erected adjacent to or in place of the existing “A” Mill structures, seven of which are scheduled to be renovated and reused to accommodate housing and commercial tenants. I believe that the potential negative impact of the development on this site has not been fully addressed. The proposed mitigation for the effects of the development—a slight reduction in the overall height of the proposed new construction—does not fully recognize the multiple levels of historic, industrial, cultural, and social significance associated with the Mill site.

The developer comments in the EAW that, “[t]he construction of in-fill buildings that are not appropriate to the scale, massing, [and] character...of a historic district can have an adverse effect on the district’s feeling and association,” and I wholeheartedly concur with that assessment. It is my concern that the minor adjustments made to the proposed plan do not adequately address the overall scale of the development in terms of its impact on the context of

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the historic Mill, nor the radical alteration of the views of the site afforded from the river and from other locations within the St. Anthony Falls Historic District. Enacting the plan in its current form will greatly diminish the value of the Pillsbury “A” Mill as a seminal site in the industrial and economic development of Minneapolis, and as an interpretive tool within the Historic District and the Mississippi National River and Recreation Area.

I also am concerned that the information contained in the EAW does not establish a clear schedule for the construction of the proposed development. I would like to request that the developer submit a comprehensive phasing plan for the entire development that will clearly identify the construction schedule for all properties, as well as the proposed treatments for the historic buildings during any periods in which they will be vacant. This will allow for the assessment of any potential risks to the historic structures on the “A” Mill site, particularly those that are to be “mothballed” for an extended period of time. Ideally the landmark limestone “A” Mill building would be rehabilitated early in the construction schedule, so that it might serve as a showcase for the talents of the project team, and draw public interest to the remaining phases of the project. To achieve this goal, the National Trust would be willing to work with the developers and other interested organizations to generate viable strategies that would prioritize the redevelopment of the historic structures.

For these reasons, I strongly urge the City of Minneapolis to request a full Environmental Impact Statement to address these issues before proceeding with any further plans for development. If mitigation plans become necessary in the future, I would recommend that they are developed in consultation with the National Park Service, the Minnesota Historical Society, the Department of Natural Resources, the Minneapolis Historic Preservation Commission, and all local stakeholders to ensure that the site, its history, and its *context* are adequately recognized and protected as the development process moves forward.

Minneapolis has an obligation to protect its nationally significant architectural, industrial, and cultural resources by providing appropriate stewardship for these important places. I encourage you to seek further information and public comment on the impact of development on the Pillsbury “A” Mill site before continuing with the development.

With many thanks and best regards.

Sincerely,

Richard Moe

RM:pb

Cc: Mayor R.T. Rybak, City of Minneapolis

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Comment 5: Original was on FMR stationary and signed

Friends of the Mississippi River
46 East Fourth Street, Suite 606
Saint Paul, MN 55101

March 3, 2004

Michael Orange
City of Minneapolis
210 City Hall
Minneapolis, MN 55415

Dear Mr. Orange,

Please accept the following comments from Friends of the Mississippi River regarding the Environmental Assessment Worksheet for the proposed Pillsbury A Mill Complex project.

Item #10 Cover Types. The EAW states that there will be heavily landscaped boulevards, walkways and plazas or rooftop gardens over the parking decks. The EAW should also specify that the use of native species and stormwater best management practices will be employed to further enhance the environmental benefits of these features.

Item #11. Fish and Wildlife and Ecologically Sensitive Resources. The project is located across from Father Hennepin Park on the Mississippi River. The natural resources in the park, especially on the bluffs and along the shore have been significantly degraded from an ecological standpoint. Although this is a downtown area, migratory birds and other wildlife rely upon available habitat along the narrow river corridor. The natural resources in this park would benefit from some ecological restoration. The project as proposed will likely add approximately 1,500 new residents across from the park. The impact of additional park users from the new residences and added commercial activity should be noted in the EAW and mitigated through habitat restoration or other park enhancements. It is recommended that some funding be provided to the MPRB to restore native plant communities and wildlife habitat to this park area which will be a major amenity for the development.

Item #14. Water Related Land Use Management Districts. The proposed project is within the State Critical Area and the Mississippi National River Recreation Area (MNNRA). The project as proposed does not meet critical area standards for height, and does not do enough to provide and/or improve riverfront access. In addition, the EAW in this section should be revised so that negative impacts to the park, trails, riverbank and bluffs from added park users are stated (see item #11 above).

The access through 5th Avenue is very positive, however, access at 4th Avenue should provide a straight path to the river so as to maximize the view to the river from 2nd Street. In addition it is recommended that the development provide the City and MPRB with assistance in completing the gap in the Mississippi River Regional Trail between 6th Street and East River Road adjacent

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to the University of Minnesota. If completed, this trail connection would enhance the value of the proposed development.

Proposed heights exceed critical area standards almost ten-fold, which will dramatically change the character of this section of riverfront as viewed from the river. Recommendations regarding height and visual impacts are covered in item #26 below.

The City of Minneapolis is currently updating its Critical Area Plan, and although it has not been finalized yet, careful consideration should be given to guidelines proposed in the draft plan.

Item #26. Nearby Resources. The project as proposed will have significant visual impacts on the adjacent park and the river corridor. State guidelines for critical area require that buildings in this area not exceed 35 feet. The Marcy Holmes Neighborhood Association Plan and St. Anthony Falls Historic District Guidelines both specify that no building in this area should exceed the height of the red tile elevator on the site. The proposed development would include structures close to 300 feet tall, and 100 feet taller than recommended by local plans.

The City should carefully consider allowing a change of this magnitude, and we recommend that the building heights be significantly reduced. Regardless of the final agreed-upon height of the project, the developer will need to request a conditional use permit for height. This will be an opportunity for the City to require specific mitigation measures as discussed above.

Item #27. Compatibility with Plans and Land Use Regulations. On page 73, the EAW suggests that the height exemptions allowed for the west side of the central riverfront and the area on the east side between First Avenue NE and Central Avenue could be extended. Since this is part of a Minnesota statute, the exemption could not be extended without an act of the state legislature. We do not recommend attempting to achieve this extension and suggest that it be stricken from the EAW. A request for a CUP will allow for a proper (local) public process and should be the only recourse allowed if the developer seeks to exceed height limitations.

See also specific concerns regarding proposed building heights and their compatibility with plans above (item #26).

Respectfully Submitted,

Irene Jones
Outreach Director
Friends of the Mississippi River
651/222-2193 ext. 11

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Comment 6:

State Office of Historic Preservation
Historic Preservation Commission

To Whom It May Concern:

The Board of Directors of the Marcy-Holmes Neighborhood Association supports the recommendation of the joint Marcy-Holmes and Nicollet Island/East Bank task force regarding the proposed demolition of the white concrete elevators along Second Street SE and adjacent to the historic Pillsbury A Mill buildings in Minneapolis.

The demolition of the white concrete elevators would create the following opportunities for better redevelopment of the two and one half-block site:

- Simplify construction of underground parking needed to re-use the adjacent A Mill, South Mill and Red Tile elevator.
- Open up a route for a public path between Second St SE and Main Street SE approximately where Fourth Avenue SE would go through, thus enhancing access to the riverfront.
- Allow development of more (and probably more cost-effective) housing units on the site of the white concrete elevators than could possibly be fit into those elevators if they were reused, thus reducing the height and density needed elsewhere on the two and one half-block site to make the project economically viable.
- Offer a chance to replace the forbidding elevators with more pedestrian-friendly buildings that will help transform Second Street SE into another residential street for this riverfront neighborhood.

Our support for the demolition of the white concrete elevators is contingent on the following:

- Saving and reusing the historic A Mill, the adjacent South Mill and Red Tile Elevator and its neon sign.
- Creating a safe and inviting public path from Second Street SE to Main Street SE approximately where Fourth Avenue SE would go through.

The board and membership of MHNA have previously stated that buildings on this two and one half-block site should be no higher than the Red Tile elevator which rises about 190 feet above Main Street SE.

Neighborhood evaluation of the Pillsbury 'A' Mill proposal

At its May 2003 meeting the Marcy-Holmes Neighborhood Association set up a committee to evaluate the proposed Schafer/Richardson development of the Pillsbury 'A' Mill and adjacent blocks.

Marcy-Holmes Master Plan

The major tool the MHNA has to evaluate the proposal is its new Master Plan approved by the MHNA board and general membership at its annual meeting June 17, 2003. A four-page abstract of the Master Plan policies applicable to the development of the Pillsbury 'A' Mill and adjacent blocks is attached. The full 60-page Master Plan is available from the MH NRP.

Highlights are:

- Historic 'A' Mills and adjacent buildings should be preserved and reused
- Extend the street grid at 4th, 5th, 7th and 8th Aves. to improve access to the river
- New development should increase neighborhood percentage of owner-occupancy
- Height of new riverfront development should not exceed the Red Tile Elevator
- Second St. should be a neighborhood street, not an arterial serving SEMI
- New and high density development should occur on the edge of the neighborhood
- Change riverfront land use to residential as industry leaves

Evaluation committee comments

The evaluation committee comprises a MHNA board member, a representative of the Marcy-Holmes NRP implementation committee, a representative of the Marcy-Holmes Master Plan steering committee and representatives from Winslow House, the Soap Factory and Nicollet Island East Bank association.

There have been five meetings including two with a project manager from Schafer/Richardson. At its June 26 meeting the committee summarized the issues it cares about.

GENERAL

- Integrate the proposed development with adjacent residential and commercial uses creating a link, not a barrier to the central riverfront.
- Mitigate demand on infrastructure created by the development (traffic, intersections, utilities, Hennepin Bluffs)
- Preserve and reuse the 'A' Mill, Red Tile Elevator with its neon sign, and as many other mill buildings as makes sense
- Allow the casual pedestrian to penetrate the site (and old buildings) and take advantage of interpretive opportunities (see the thickness of the limestone walls)
- Respect existing neighbors. Leave the Soap factory some room to breathe (and provide accessibility) and don't block out the daylight for its galleries.
- Make new connections to the riverfront friendly and safe
- Orient the north side of the development to the neighborhood
- Maximize the amount of retail at ground level particularly on Main St.
- Maintain a high percentage of owner-occupancy

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Rethink the height and massing to comply with height guidelines
Remove ADM sub-station from park to allow restoration of falls
Link high density new development to preserving and reusing the 'A' Mill

STREETS AND BLOCKS—The committee was particularly interested in the use and character of the streets in and around the development and how the new and reused buildings would relate to the streets.

Main St.—A parkway with no curb cuts, soft park edge and hard building edge, pedestrian friendly and not crucial to vehicular traffic. Should have ground level public uses. Contrast new construction with weight and scale of the old.

Sixth Ave.—Neighborhood gateway to Stone Arch Bridge with bike lanes, sculptures and trees on extra-wide boulevard, and sidewalk up to the building line. The corner at Main, where city parkway, neighborhood gateway and Stone Arch Bridge converge demands a special use and careful design.

Second St.—A future residential street, not an arterial to serve SEMI as an extension of the Dinkytown Bypass. New construction should set pattern for future development with doors and windows facing the street and neighborhood.

Fifth Ave.—A full-width (80') street to provide a view, pedestrian access to the river and vehicular access to parking; make it a street, not an alley or driveway. Line it with doors and windows. Work with Soap factory which owns a quarter of the vacated street

Fourth Ave.—A new path through old mills should be welcoming, accessible, interesting, safe and show off the historic buildings. A boon to riverfront access.

Third Ave.—Steep street leading to Hennepin Island with old buildings and possible mid-block access to the back of the old mills.

INFORMATION

Applaud the developer for sharing information with stakeholders

We need more data on building heights in the central riverfront

We need a profile of the East Bank as seen from the river

We need a section through the site from river to neighborhood

We need an interactive computer model of the site to evaluate height and massing from a variety of angles.

We need to see alternatives that fit within various height guidelines.

PROCESS

Applaud the developer for meeting early with stakeholders

Developer should continue consulting with stakeholders

City should officially notify DNR of proposal in timely fashion

City planning staff should consult with neighborhood evaluators

--Ted Tucker 06/26/03

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Comment 7:

Minneapolis Park and Recreation Board comments on the Pillsbury A Mill Complex
Environmental Assessment Worksheet (January 2004)

March 3, 2004

Comments prepared by Rachel Ramadhyani, MPRB Landscape Architect

Item #6, pp. 7-8

- The stated goal of creating a lively frontage along Main Street is critical to ensuring compatibility of this project with Father Hennepin Bluffs Park on the other side of Main Street. Every effort should be made to implement this intention. Some suggested measures include using high-quality exterior cladding materials and varied and interesting fenestration; the programming of not only town homes but also public-interactive uses into the ground floor; the provision of many points of pedestrian ingress/egress; handling service and delivery needs on some other frontage; and pedestrian-compatible scaling of the architectural features of the structure. The proposed setback of the residential towers from the lower floors is also an important step in ensuring that the structures are not intimidating to pedestrians and park users.
- The proposal to create a new pedestrian link along the original axis of 4th Avenue SE will advance the community's goal of fostering connections from neighborhoods to the river. This path should be designed to be clearly visible and accessible to the public, to "read" as public and welcoming, and to feel safe and secure for users passing through the heart of the block.
- The structured parking serving the project should be accessed from streets other than Main Street, which does not have the design capacity to handle large vehicular volumes.
- Best management practices should be followed for erosion control during construction to minimize impacts on the adjacent park and the river.

Item #9, p. 15

Careful design will be needed to ensure compatibility of this project with adjacent Father Hennepin Bluffs Park. While residential and mixed-use development is generally a more positive adjacency to parkland than was the previous industrial use, this project will greatly increase the vehicular traffic and parking demands on the area, potentially a negative impact on the parkland. A well-designed, lively, and welcoming street frontage will also be critical to compatibility. Fortunately, since the proposed development is north of the park, shading of the park by tall structures should not be an issue. The preservation and appropriate reuse of the historic structures on the site is of utmost importance to ensuring compatibility with both the park and the surrounding historic district.

Item #10, p. 24

Wherever possible, native plant materials should be used in the new green spaces mentioned in this section. If roof gardens or "green roofs" are used, it would be desirable to make them accessible to the public in some way, particularly because of their educational value as an example of a sustainable building approach which is not yet common in this area.

Item #11, p. 24

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As noted, the project is located across from Father Hennepin Bluffs Park, part of the Central Mississippi Riverfront Regional Park. The natural resources in the park, especially on the bluffs and along the shore, have been significantly degraded from an ecological standpoint and would benefit from ecological restoration. The project as proposed will add approximately 1500 new residents across from the park. Since this park area will serve as a major amenity for the development and will likely receive heavy use from the new residents, it is recommended that the developer provide some funding to restore this park area. Also adjacent to the development is the last remaining original rock face of St. Anthony Falls; restoration of a flow of water over this face has long been a goal of the Minneapolis Park and Recreation Board and other public entities. It would be appropriate for the developer to participate financially in this effort, since it would add another, highly unique amenity to the development area.

Item #14, p. 31

The EAW states that “the proposed development will not negatively impact any of the adjacent parks or trail systems that have been established or are planned by the City of Minneapolis.” Please see comments above regarding project elements which will be critical to ensuring that there is minimal negative impact. As a point of information, these parks and trail systems are owned and operated by the Minneapolis Park and Recreation Board, rather than the City of Minneapolis.

Items #16-17, pp. 32-33

Due to the proximity of the project to steep, erodable bluffs and the Mississippi River, best management practices should be followed for erosion control during construction.

Item #21, pp. 37-51

- As suggested above (and as currently planned), parking for the project should be accessed from streets other than Main Street, which does not have the design capacity to handle large vehicular volumes.
- The proposed development is projected to result in a significant number of vehicle trips in the area. Figure 21.4 estimates that 15% of these trips will be to and from the University area. It would therefore be desirable for the proposed development to participate financially in the community’s goal of completing the regional trail and road connection from Main Street along the river to the University and then to East River Parkway (commonly referred to as “the missing link”). Because of its proximity to both the East and West Bank campuses, the development will be an attractive place for University staff and students to live. Completing the trail and road/parkway connection will encourage walking and biking between the development and the University and could help reduce the projected amount of vehicular traffic. A safe and convenient connection could also result in university community providing a significant number of customers for the proposed retail portion of the development.
- It would be appropriate to examine the impact on Main Street of the traffic generated by the proposed development; it does not appear that this aspect was examined in the EAW.

Item #22, pp. 51-58

The impacts of CO concentrations on Father Hennepin Bluffs Park should be examined.

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Item #24, p. 59

Measures should be undertaken to ensure that construction noise, dust, and vibrations do not negatively impact the use of Father Hennepin Bluffs Park. The potential impact of vibrations from demolition and construction on the fragile river bluffs should also be examined.

Item #25, pp. 69-70

- It should be noted that Father Hennepin Bluffs Park is part of the Central Mississippi Riverfront Regional Park and therefore has regional significance. The portion of Main Street from 3rd Avenue South upstream is part of the Grand Rounds National Scenic Byway.
- An additional scenic view which has not been mentioned is that of St. Anthony Falls, the only true waterfall on the entire Mississippi River, which is visible from the Stone Arch Bridge and various riverbank locations. It is likely that it will also be visible from many stories of the proposed project and will, in fact, be a major selling point for the development..

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Comment 8

To: J. Michael Orange
michael.orange@ci.minneapolis.mn.us

This is to register a concern regarding the impending development of the Pillsbury milling property bordering the Mississippi River - Specifically, the assurance that the historic A Mill be properly renovated and restored as a part of the project. The worst result would be the sale and development of the eastern portion of the site with modern buildings with no economic incentive remaining to restore the historic structures.

The developer has indicated a willingness to attempt to devise an agreement to satisfy our concerns, but some time will be required to solve this problem

The purpose of this note is to alert the planning commission and the City Council of this dilemma.

I am a member of a small group of concerned citizens who have a special interest in seeing that these historic buildings are preserved.

Winston R. Wallin
333 S. 7th St., Suite 2550
Minneapolis, MN 55402
Phone: 612-338-0477
Fax: 612-338-0570

Final Findings of Fact and Record of Decision for the Environmental Assessment Worksheet for the Pillsbury A Mill Project

Comment 9

March 1, 2004

Mr. J. Michael Orange
City Planner
City of Minneapolis
350 4th Street South Room 210
Minneapolis, MN 55414-1385
FAX (612) 673-2728
michael.orange@ci.minneapolis.mn.us

**RE: Environmental Assessment Worksheet Pillsbury A Mill Complex
Minneapolis, MN**

Dear Mr. Orange:

On behalf of the Marcy-Homes Neighborhood Association Board of Directors, I have reviewed the parking and traffic portions of the Environmental Assessment Worksheet (EAW) for the Pillsbury A Mill Complex project. Additional comments from the Marcy-Holmes Neighborhood Association Board of Directors, addressing other issues within the EAW, will be forthcoming under a separate cover. The following are my comments:

A. PARKING

Table 6.1 – Project Summary by Parcel, on page 9 of the EAW, summarizes the proposed parking by location and parcel. The methodology for the proposed parking was not given, so I prepared the attached spreadsheet to help confirm adequacy.

For my verification of adequacy, I have assumed a district-type approach to parking. I assumed that 1.5 spaces per dwelling unit would be needed for the average dwelling unit size of 1400 SF and 1.2 spaces per would be needed for the average dwelling unit size of 900 SF. These assumptions are consistent with current market demands. I further assumed that a parking ratio of three spaces per 1000 SF gross retail would be needed. Using this methodology, I calculate a need for 1,880 total parking spaces, 48 more spaces than proposed. The shortfall appears to be the retail parking for the proposed retail in the Machinery House. Market forces will provide adequate and convenient parking for the owner-occupied dwelling units. This parking shortfall can certainly be accommodated with surface parking on Main Street SE, 3rd Avenue SE, and 2nd Street SE.

My comments are as follows:

Final Findings of Fact and Record of Decision for the Environmental Assessment Worksheet for the Pillsbury A Mill Project

1. The proposed project phasing must require the development of the underground parking on Parcel A prior to or concurrent with the completion of the A Mill Complex, Machinery House, and Warehouse No. 2.
2. Meter parking should be provided on the north side of Main Street, and should be extended between 5th and 6th Avenue on 2nd Avenue. This will ensure turnover of on-street parking for the proposed retail development and for visitor parking for the housing.

B. TRAFFIC STUDY

I have reviewed the response to EAW Question No. 21 - Traffic. It is often the practice to summarize the response to the traffic impacts under Question No. 21, and include the complete Traffic Study in the Appendix for those who choose a more detailed review. This practice was not done in this case, and as a result, some of the comments raised below may have already been addressed but not supplied to the reviewer. In any case, my comments are as follows:

1. Three key intersections within the neighborhood were not included in the analysis:

- 4th Street SE / 6th Avenue SE
- University Avenue SE / 6th Avenue SE
- Central Avenue / 2nd Street SE

The Marcy-Holmes Neighborhood Association Board of Directors insists that these intersections be analyzed as part of the Traffic Study because the operation of these intersections will have an impact on the neighborhood and may require mitigative measures.

2. Other Anticipated Development – the Traffic Study needs to include the following anticipated developments:

- A whitewater park is being proposed on the Mississippi River at the SE corner of 6th Avenue SE and Main Street SE. The Marcy-Holmes Neighborhood Association supports this development and wants to ensure traffic capacity for this development. We hope this is developed by 2013 (build-out). The Traffic Study should include trips from this site as background traffic.
- The Marcy-Holmes Neighborhood Association supports the “missing link” (Option 2A) connection of Main Street SE with East River Roadway. A portion of this connection has been built east of 6th Avenue SE as a part of the Stone Arch Apartments. The Traffic Study should include anticipated traffic from this connection.
- The City has proposed the Dinkytown Bypass, also know as Granary Parkway. This roadway connection has not been fully studied. The Marcy-Holmes Neighborhood Association has taken the position that if this connection is made it should function as a local street and not an arterial. The

Final Findings of Fact and Record of Decision for the Environmental Assessment Worksheet for the Pillsbury A Mill Project

Traffic Study needs to address this possible connection. If it is not included, it needs to be stated so explicitly.

- The University of Minnesota is exploring a college football-only Stadium on the East Bank. The Traffic Study needs to address this possible development. If it is not included, it needs to be stated so explicitly.
 - The redevelopment of the surface parking lot, bounded by University Avenue SE on the north, 2nd Street SE on the south, 2nd Avenue SE on the west and 3rd Avenue SE on the east, is likely to be redeveloped by 2013 (build-out). The MHNA Master Plan could be used to determine future land use and density to be used for trip generation within the full build-out timeframe.
3. The 1% annual background growth factor needs to be justified. Other recent studies in the downtown area have used higher growth factors. With the redevelopment occurring in the East Hennepin/University Avenue SE area, a higher growth factor may need to be considered.
 4. Why was only the PM Peak Hour used in this study? The Marcy-Holmes Neighborhood Association insists that the AM Peak Hour should also be studied. Both Central Avenue and 1st Avenue NE are used for inbound, AM commuting traffic to the downtown core. Several intersections may have higher AM movements than the PM Peak Hour, requiring mitigative measures.
 5. It is always better to do actual trip generation studies versus using the ITE Manual. The actual AM Peak Hour and PM Peak Hour used need to be justified - number of days studied, actual data to justify these rates.
 6. 20% reduction in trip generation for neighborhood retail uses is appropriate, but the neighborhood retail trip generation rates used for the small neighborhood retail need to be justified. These differ from ITE Manual rates and likely already include a reduction for shared trips, transportation, walking and biking.
 7. The Marcy-Holmes Neighborhood Association disagrees with the proposed distribution of new trips as shown on Figure 21.4. This figure shows only 35% of trips going to or from the east, to/from I-35W, I-94 Westbound, I-94 Eastbound via University Avenue SE, or the University of Minnesota. These are the access points to the regional roadway and a regional employer. We feel no less than 45% of trips should be distributed to/from the east. The 45% of trips to or from downtown via 3rd Avenue Bridge or Hennepin Avenue Bridge seems to be appropriate. Trips to and from the northeast and northwest seem too high and could be reduced
 8. In order to better understand the proposed distribution to key neighborhood intersections, a more detailed trip distribution needs to be developed. When the new intersections described in Comment No.1 (4th Street SE / 6th Avenue SE, University Avenue SE / 6th Avenue SE, and Central Avenue / 2nd Street SE) are added to the Traffic Study, trips need to be distributed to these intersections.

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9. Intersection Analysis – Based on the comments above and the likely increase in background traffic resulting, the Marcy-Holmes Neighborhood Association insists that the intersection analysis be rerun. The intersection analysis should include AM Peak Hour and PM Peak Hour for all intersections, including 4th Street SE / 6th Avenue SE, University Avenue SE / 6th Avenue SE, and Central Avenue / 2nd Street SE.
10. The Marcy-Holmes Neighborhood Association agrees with the City that intersections should operate at a LOS E or better. Mitigative measures should be implemented to assure LOS E or better.
11. The Traffic Study needs to provide anticipated queues and anticipated delays for each leg of all the intersections.
12. The intersection at 1st Avenue NE and 4th Street SE has a 2013 no-build left turn count of 1237 and a 2013 build left turn count of 1275. These are significant left turn counts for a continued LOS A. Is this correct?
13. As mentioned above, the Marcy-Holmes Neighborhood Association insists that the intersection at University Avenue SE / 6th Avenue SE be analyzed. Existing background traffic needs to be collected. Future growth and site generated trips need to be reasonably distributed to this intersection. The intersection needs to be analyzed. With this data, a more accurate signal warrants analysis can be conducted.

I formally submit these comments for the record. If you have any questions or need further information, please give me a call at (612) 373-6430.

Sincerely,

Thomas J. Lincoln, PE
Treasurer - MHNA

Via E-mail, Fax, and US Mail

cc: Jim Benshoof / Benshoof & Associates (jbenshoof@benshoof.com)
Ted Tucker / MHNA (ttucker@campls.org)
Board of Directors / MHNA (via Melissa at mhna@pro-ns.net)

Final Findings of Fact and Record of Decision for the Environmental Assessment Worksheet for the Pillsbury A Mill Project

Comment 10: The original was on department stationary and signed

March 3, 2004

J. Michael Orange
Minneapolis City Planner
City Hall, Room 210
350 South Fifth Street
Minneapolis, MN 55415

Dear Mr. Orange:

This letter is in regard to Environmental Assessment Worksheet (EAW) for the Pillsbury A Mill Complex proposal by SchaeferRichardson, Inc. The proposed development is located entirely within the Mississippi National and Recreation Area (MNRRA), a unit of the National Park System, the state Mississippi River Critical Area, the St. Anthony Falls National Register of Historic Places District, as well as state and locally designated historic districts. The Pillsbury A Mill is a National Historic Landmark and, therefore, merits exceptional concern. It is one of those nationally significant resources upon which Congress based its decision to establish the MNRRA. Our comments reflect the project's consistency with the MNRRA Comprehensive Management Plan (CMP).

Item 6. Description

The "Diageo site" is mentioned in several places in the EAW. It is our understanding that this adjacent property may also be owned by SchaeferRichardson, Inc. On page 17, it is stated that C3A zoning is proposed to be extended to this property, as well as the site of the proposed Pillsbury A Mill Complex. Page 40 indicates that potential development of the Diageo site (also for retail and residential uses) is expected to be completed prior to completion of the A Mill Complex. The Diageo site should be fully described and included in the EAW.

Item 9. Land Use

Waste from past industrial uses should be addressed in the EAW. For instance, it is our understanding that it was once common practice for rail workers to dump waste oil at rail terminals such as this. Have soils been tested for such contamination? The EAW should address what wastes were produced by the milling industry or other industrial operations on the project site and if past industrial contamination has been evaluated.

Item 25. Nearby Resources

Archaeological, Historical, and Architectural Resources

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With regard to the A Mill and the other historic resources in the project area, the EAW does not adequately answer Question # 25. Under this question, if there are archeological, historical or architectural resources, the proposer is to "describe the resource and identify any project-related impacts on the resource," and "Describe any measures to minimize or avoid adverse impacts."

With regard to this question, the EAW needs to be more adequate in three key areas. First, the EAW does not identify a large enough area of potential effects. Second, the EAW does not assess the effects of the project on the Pillsbury A Mill and the other six historic structures associated with it. Third, the EAW does not discuss any potential actions to avoid and/or mitigate any adverse effects to the A Mill and the other historic buildings.

The EAW should consider the effect of the project on views from the west bank of the St. Anthony Falls Historic District and from other sites on the district's east bank, taking into account the significance of the viewshed to the Historic District and to specific sites within it. While the EAW examines the project's effects in relation to the University of Minnesota Steam Plant on some issues, it does not consider the historic preservation aspects.

Within in the historic Pillsbury A Mill Complex, the EAW does not go into enough depth about both the relation and significance of the individual buildings to each other. Knowing how integral each building was to the historical significance of the site is important to knowing how great an effect losing one or more of those buildings is to the site as a whole. For example, how important are the concrete silos to the overall understanding of the Pillsbury A Mill Complex?

In addition to the concerns raised in EAW Item 11 regarding the protection of bat species found in Chute's Cave, the EAW should provide an initial analysis of the cave and adjoining tunnel as historic sites. If the project could in any way affect the cave and tunnel, these features should be evaluated for their National Register of Historic Places eligibility.

Chalybeate Springs lies just across Main Street from the Pillsbury A Mill. The condition of this historic spring and the potential for changes in groundwater flow to affect it should be addressed. A hotel once existed at this site as well, and the potential for archeological remains of this hotel should be evaluated.

On page 74, the EAW presents a number of standards for the design of new buildings in the St. Anthony Falls Historic District. The EAW does not, then, follow up and discuss how the proposed project differs from or adheres to the historic district's standards. We request that the EAW detail how the design of the project does or does not adhere to the St. Anthony Falls Historic District design criteria and provide some explanation when the design varies from the criteria.

Vibration caused by project activities should be monitored thoroughly in the Pillsbury A Mill and in other historic structures. The A Mill is already buttressed due to early problems with the structure's physical integrity. The pre-construction conditions of each historic building should be documented. Procedures should be specified for the close monitoring of each historic building

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during construction. When any damage being caused by project-related vibrations is identified, the activities causing the damage should be stopped until the issue is addressed. Measures should be specified for how to protect and restore any historic structure that shows damage from project-related vibrations. The effect of vibrations on Chute's Cave and Tunnel and other underground tunnels should be addressed.

The EAW needs some discussion of the project proposer's overall commitment to, and plans for, protecting and preserving the historic character of individual buildings in the Pillsbury A Mill Complex and the greater St. Anthony Falls Historic District. The EAW should especially contain a very clear and detailed statement of the proposer's commitment to the protection and restoration of the Pillsbury A Mill in accordance with the best historic preservation standards (such as the Secretary of the Interior's Standards for the Rehabilitation of Historic Buildings).

For the above reasons we believe the EAW needs substantial revisions and additions to address the historic preservation of the nationally significant Pillsbury A Mill and its associated buildings.

Item 26. Visual Impacts

View corridors to the river from the neighborhood are discussed on page 70. However, there is no discussion of impacts on views from the river, itself. Was a similar photographic study done for various river perspectives, other than just the Stone Arch Bridge view in figure 6.2? If so, what was concluded about impacts on views from the river by those studies? Various river views should be included with the EAW. Visual impacts can not be evaluated without this information.

Item 27. Compatibility with Plans and Land Use Regulations

Question 27 asks the proposer to identify compatibility with "Plans and Land Use Regulations." Where specific comprehensive plans exist, the proposer needs to discuss how any conflicts between the comprehensive plan and the project will be addressed. The MNRRA Comprehensive Management Plan (CMP) recommends the reuse, protection, restoration and rehabilitation of historic buildings and the protection and interpretation of cultural resources sites in general. To know how well the proposed project fits with the historic preservation aspects of MNRRA's CMP, we need a more specific description of how each historic building in the Pillsbury A Mill Complex will be treated and more information on the project's potential to affect other historic resources.

The St. Anthony Falls Historic District Guidelines (discussed above in Item 25) include guidance for maximum building heights. In addition to these guidelines, page 73 indicates that maximum structure height in both the Critical Area Overlay District and in the Shoreland Overlay District will be the lesser of 2.5 stories or 35 feet within the greater of 300 feet from the Mississippi River or the landward extent of the floodplain. Figure 27.1 on page 72 illustrates the area subject to this height restriction. Buildings being proposed within this area would exceed height restrictions

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in these overlay districts. The compatibility of the proposal with these districts should be discussed and an explanation should be provided as to how any conflicts would be resolved.

Item 30. Other Potential Environmental Impacts

The National Park Service provided significant funding to the City of Minneapolis for installation of the Sixth Avenue Greenway, which is adjacent to the proposed A Mill development. The proposed development may adversely impact the greenway and mitigation may be required. We would be willing to meet with the developer, the City, and the Marcy-Holmes Neighborhood Association to resolve any impacts to the greenway.

Thank you for the opportunity to comment on the EAW for the Pillsbury A Mill Complex. Please call Jim Von Haden at 651-290-3030, ext. 235 if you have any questions regarding these comments.

Sincerely,

JoAnn M. Kyril
Superintendent

cc:
Sandy Fecht, Minnesota Department of Natural Resources
Dennis Gimmestad, Minnesota Historical Society

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Comment 11

From: Tcybatrax@aol.com [mailto:Tcybatrax@aol.com]
Sent: Wednesday, February 04, 2004 2:18 PM
To: Orange, Michael
Subject: (no subject)

Michael,

I realize this lies beyond the scope of the project, but why not encourage Schafer Richardson to build another residential tower on the lot directly to the west of the A Mill site? It's for sale of course, it's undeveloped, and Schafer Richardson originally wanted to build a 35 story skyscraper anyway, plus 1300 rather than 1000 units...

the site could be developed in conjunction with, say, an urban village on the surface lot directly to the north (NW corner of 3rd Ave. and 2nd St.) with two levels of parking--one for tower and village residents, the other replacing the current lot for St. Anthony Main customers. Marcy-Holmes might welcome the one if they could get the other.

thanks,

thomas madsen

Mpls

**Final Findings of Fact and Record of Decision for the Environmental Assessment Worksheet for the Pillsbury
A Mill Project**

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Comment 12:

James A. Mennell
Direct Dial: 612-623-2360
E-Mail: jmennell@envirolawgroup.com

February 27, 2004

**VIA FACSIMILE AND
U.S. MAIL**

Mr. J. Michael Orange
City Planner, City of Minneapolis
Minneapolis Planning Department
350 South Fifth Street
Room 210
Minneapolis, MN 55415-1385
Fax No. 612-673-2728

Re: Pillsbury A Mill Site
Comments Regarding Environmental Assessment Worksheet

Dear Mr. Orange:

These comments are submitted on behalf of the University of Minnesota regarding the Environmental Assessment Worksheet ("EAW") for the project proposed by SchaferRichardson, Inc. for the Pillsbury A Mill Complex site in Minneapolis ("proposed development"). The University of Minnesota's Southeast Steam Service Facility ("University steam plant") is located southeast of and adjacent to the proposed development. The University does not believe the EAW adequately addresses the potential for significant environmental effects resulting from the proximity of the proposed development to the University's steam plant.

The EAW at page 15 includes a limited discussion of project compatibility with adjacent and nearby land uses and potential conflicts that involve environmental matters. The EAW, however, does not sufficiently address compatibility of the proposed project with the University of Minnesota's steam plant. As noted in the EAW, the proposed development site has been used for industrial purposes "for over 130 years." The University's steam plant is highly industrial in character and has been used for power and steam generation for over 100 years. The University has recently spent more than \$100 million to renovate the steam plant which serves the University of Minnesota East and West Bank campuses and the Fairview University Medical Center. The University is concerned that the proposed residential development in this industrial area may be incompatible with operation of the steam plant. Specifically, the University is concerned that key environmental considerations regarding air emissions, noise, odor, vibration and visibility associated with location of residential housing in such close proximity to the steam plant have not been adequately addressed in the EAW.

Air Emissions

Generation of steam and electricity from combustion of various fuels results in emissions of air pollutants from the University's steam plant. The proposed development is described as including "residential towers from 8 to 27 stories" which would be significantly higher than the top of the emission stacks from the University's steam plant. Even though the University has installed and operates state-of-the-art pollution control equipment on the steam plant, the proposed development creates real environmental concerns that are not addressed in the EAW. Specifically, the EAW includes no analysis of:

- The impact of the proposed development on building downwash of emissions and the resultant effects on ambient concentrations of regulated air pollutants around the proposed development.

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- The impact of emissions from the steam plant on residents (including those with balconies as proposed in the EAW) of the proposed development.

As noted in the EAW “for buildings 15 stories and higher that are approved for construction, the potential impacts of stack emissions under certain meteorological conditions should be evaluated based on final building designs.” No such evaluation has been completed here. The University also believes that evaluation of the potential impacts of stack emissions should precede completion of “final” building designs. Further, the EAW notes that “estimation of concentrations [of air pollutants] can be made with theoretical dispersion models to determine whether there is any potential for impact.” Again no such evaluation has been completed here. The EAW goes on to discuss that wind tunnel studies are “commonly performed” for pollutant dispersion analysis and that if there exists a potential impact from the steam plants that “careful analysis or a wind tunnel test” will be required. Again, no such analysis was performed. Thus, the EAW fails to adequately address potential significant environmental effects regarding air emissions. This is particularly important when considering the nature and height of the proposed development, and the close proximity to the University of Minnesota steam plant. Accordingly, the City of Minneapolis cannot issue a negative declaration regarding the need for an Environmental Impact Statement (“EIS”), and an EIS is necessary for the proposed development.

Noise

Operation of the steam plant results in ambient noise. The EAW indicates that the proposed development will require a special exemption from state noise standards based on noise from the steam plant. That exemption may apply only if the proposed development “has no areas or accommodations that are intended for outdoor activities.” Without any citation to applicable law, the EAW concludes that balconies “are not considered accommodations intended for outdoor activities.” Such a conclusion appears counter to the plain meaning of Minn. R. 7030.0050, Subp. 3, that sets forth the exemption. Further, based on the EAW, it appears that noise above ground level was estimated based on theoretical noise predictions, not based on actual noise measurements above ground level or above steam plant stacks. Such actual analysis is particularly necessary given the nature and height of the proposed development, and the close proximity to the University of Minnesota steam plant. Because noise conditions are not adequately addressed in the EAW and pose the potential for significant environmental effects, the City of Minneapolis should not issue a negative declaration regarding the need for an EIS, and an EIS should be prepared for the project.

Other Environmental Conditions

Other environmental conditions on the proposed development, such as odor, vibration, and impaired visibility from steam plant plumes resulting from operation of the steam plant, also are not adequately addressed in the EAW. These conditions pose the potential for significant environmental effects, and further necessitate preparation of an EIS for the proposed development.

Conclusion

The proposed development is located in an area that has been highly industrial for more than a century and next to the largest institutional steam plant in the state. The City of Minneapolis should not issue a negative declaration regarding the lack of need for an EIS for the proposed development, as the EAW fails to appropriately and scientifically evaluate the environmental consequences, including those related to air, noise, odor, vibration and visibility, of attempting to site such large-scale residential towers in the immediate proximity of a large working steam plant.

Sincerely,

James A. Mennell

- C. William Donohue, Acting General Counsel U/M
Kathleen O'Brien, Vice-President University Services U/M
Jan Morlock, Director of Community Relations—Twin Cities Campuses U/M

Final Findings of Fact and Record of Decision for the Environmental Assessment Worksheet for the Pillsbury A Mill Project

Comment 13: Original is on Soap Factory letterhead and signed

19 February 2004

J. Michael Orange,
City Planner, City of Minneapolis,
City Hall Room 210,
350 S. 5th Street,
Minneapolis, MN 55415

Dear Michael Orange

Pillsbury A Mill Complex EAW; public comment

No Name Exhibitions are the owners and occupiers of The Soap Factory; the building that forms the street frontage along 2nd St SE on the corner of 5 Ave SE (Parcel ID 2302924410031, 110 5TH Ave SE). As such we are the most immediate neighbors of the proposed A Mill Development. I attach some information on our operations within The Soap Factory as a 501 c3 non-profit art gallery.

As the building that will be most affected by the development plans of Schafer Richardson, I would like to make a number of comments, for the record, on that development's Environmental Assessment Worksheet.

Firstly, I should say that, broadly, No Name Exhibition's board and staff support the development of the A Mill site. As a non-profit gallery showing work of young and emergent visual artists, we rely on the support of the general public. Any project that increases footfall in the area of the gallery is to be welcomed. The vision of a vibrant new neighborhood of shops, offices and housing, right across the river from downtown and the new Guthrie is an attractive one. It offers us more visitors, more volunteers, more potential donors and a greater audience for our artists and programs. We believe that it is essential that the city proceed with encouraging development in this area.

To this end I sit on the Marcy Holmes taskforce that has met with David Frank of Schafer Richardson, and, in general have been pleasantly surprised by the honesty, openness and willingness to discuss the issues that Schaffer Richardson have demonstrated.

However, the EAW does raise a number of concerns that I feel should be placed on record. These are primarily concerns of omission; points that we feel should have been covered in the EAW but appear to not have been.

Final Findings of Fact and Record of Decision for the Environmental Assessment Worksheet for the Pillsbury A Mill Project

- 1) **Construction Vibration/Noise.** The EAW goes into quite some detail as to the effect on the A Mill building of the demolition of the white elevators and the construction of the new buildings might have in terms of foundation disturbance through vibration. Our building too, is adjacent, and presumably faces a similar threat.

Moreover, the construction of two towers, a major part of the scheme, directly in front of our building along Main St (the current United Rentals lot) will surely carry similar danger. The EAW concentrates, perhaps unsurprisingly, on the possible damage to the A Mill; it does not properly address our property, a four storey wood frame structure, dating from the mid 1890s.

- 2) **Shadow.** The shadow studies presented in the EAW clearly demonstrate the serious effect that the construction of tall, dense buildings will have on our property. Our current river/downtown views will be almost completely obscured, and we will be in shadow for much of the day. Since our 'business' is that of an art gallery, which often requires natural light, this potentially quite difficult for us. Schafer Richardson are aware of our concerns, and have pointed out that the shadow studies are for demonstration purposes only, and do not represent finalized designs for the site. If that is so, then we have urged more thought be given to appropriate height. Perhaps contrary to the popular view, we would favor less massive structures at a greater height. These might lengthen shadows, but would place immediate neighbors such as us in less overall shadow over the course of each day.

- 3) **The Historic Neighborhood.** We are disappointed with the emphasis on the historic buildings within the site and their importance as opposed to a more holistic approach to how the entire development will relate as a unity to the historic neighborhood that surrounds it. The EAW is an internalized document in terms of design; this development will affect not only Marcy Holmes, but down town and the river basin. More importantly, there are a set of buildings within the historic neighborhood, The Soap Factory, United Rentals and Forbes (along 2nd ST SE between 5th and 6th Ave SE) that are not addressed, design-wise, at all in the document. Dated at 1892, and 48,000 sq ft, The Soap Factory is one the few unconverted Victorian warehouses left on the Mississippi riverfront.

I hope that these comments are of use in your deliberations. Please do not hesitate to get in contact with me if you any further information.

Sincerely ,

Ben Heywood

**Final Findings of Fact and Record of Decision for the Environmental Assessment Worksheet for the Pillsbury
A Mill Project**

Executive Director, No Name Exhibitions @ The Soap Factory

Comment 14

RESPONSE to the Environmental Assessment Worksheet
of SchaferRichardson, Inc.

Pillsbury “A” Mill Complex
Minneapolis, Minnesota

Comments of

Bluff Street Development, LLC

a partnership between

Lupe Development Partners, LLC & The Wall Companies

9304 Lyndale Ave. So.

Bloomington, MN 55420

952-888-2001 (Tel)

952-888-1592 (Fax)

steve.minn@lupedevelopment.com

February 2004

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THE POSITION OF EXPERIENCED DEVELOPERS. This response explains the position of the developers of the Stone Arch Apartments (under construction above) located next to the Pillsbury site. We support development of the site, but the current proposal must first be scaled back, and an EIS completed.

SUMMARY OF RESPONSE

Lupe Development Partners, LLC & The Wall Companies—as Bluff Street Development—are active investors in properties that are immediately adjacent to the proposed Pillsbury site. Bluff Street has recently completed a joint-venture development of the Stone Arch Apartments, located directly across 6th Ave. SE from the Pillsbury site.

These joint-venture partners are currently in pre-development stages for two additional parcels that also adjoin the Pillsbury site.

From their perspectives as local property owners and developers,

▲ Bluff Street Development **strongly supports** development on the Pillsbury “A” Mill site.

▲ However, the January 2004 EAW is **functionally incomplete**.

▲ The proposed development **must be revised** before the City can fully and confidently evaluate the project’s environmental impacts.

▲ **An EIS is required** to address unresolved technical problems.

Outline of Key Outstanding Issues

1. The Diageo site is incompletely considered

It is considered for traffic counts and air-quality calculations, but not for impacts on area density, light, air, and river access.

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2. The project is over scaled for the community

Marcy-Holmes is not sufficiently buffered from impacts. The program unrealistically concentrates district-wide housing growth in one location.

3. Critical transportation questions are unanswered

Traffic, parking, and industrial loading must be explicitly resolved.

4. There are serious noise and air-quality problems

Upper residential units are especially impacted by plumes and noise.

5. The project exceeds special-district limits

Both preservation-district and critical-area limits are breached.

6. District planning is necessary before rezoning

Rezoning for a project of this scale requires a “40-acre study” including the blocks up to University Avenue.

7. Essential district linkages are unaddressed

The Diageo site is the pivotal block with respect to interconnecting more than a half-mile of East Bank development.

8. Utility expansion may prove costly to the City

Local storm and sanitary sewers are undersized, and only limited and expensive options exist for expansion to accommodate this project.

KEY OUTSTANDING ISSUES



THIS PIVOTAL SITE IS LARGELY MISSING FROM THE EAW. It is part of Proposer’s Pillsbury land purchase, and the crucial link in connecting new development to St. Anthony Main and

Final Findings of Fact and Record of Decision for the Environmental Assessment Worksheet for the Pillsbury A Mill Project

Riverplace—thus essential to a cohesive Main Street district. Yet the Diageo site is treated in the EAW as if it was just an unimportant lot, owned by others.

1. THE DIAGEO SITE IS INCOMPLETELY CONSIDERED

An Integral Parcel—The so-called Diageo site across 3rd Ave. SE from the “A” Mill was an integral part of the property purchased by the project Proposer. Yet in the EAW, Proposer arbitrarily removed this key parcel from EAW assessment (12 d, 22), even though the parcel is also to be rezoned to C3A along with the rest of the property (17, 71).

While the EAW states on one page (17) that the Diageo parcel “may eventually be developed for residential and commercial uses,” on a later page (40) an explicit anticipated program and year of completion is identified.

The rationale for the exclusion is that the Diageo parcel is to be sold as a redevelopment site (43). However, development of the Diageo parcel is concurrent with the “A” Mill complex (8, 40). And the other parcels of the “A” Mill complex will also be sold to developers (33). Given that there is no distinction between the Diageo site and the rest of the property with respect to transaction, current ownership, program, and resale, the Diageo site must be fully evaluated in the EAW.

EIS Threshold—The EAW indicates a “maximum expected development” of 150 housing units on the Diageo site (40). However, if compared against the densities proposed for the rest of the property, that number may understate what could actually be proposed for the site in a building project. The 1,245 total units (1,095 + 150) is very close to the 1,299 (now 1,303) units of Cedar Square West, as an illustration of scale.

If a comparable density is applied to the Diageo parcel, total development on this property approaches 1,500, the statutory trigger for requiring an EIS. *Staff should evaluate the Diageo site as if its buildings were to be as dense and tall as the rest of the property, unless Proposer specifically proposes a less-dense project on the Diageo site on the application for approval.*

Full Assessment—The Diageo parcel is included in the EAW traffic counts and air-quality calculations, and therefore must also be evaluated, like the rest of the property, with respect to density, view corridors, solar access, and access to the Riverfront.

Internal Connections—The Diageo parcel is a pivotal block with respect to linkages to adjacent developments (#7, following). This requires that development on the Diageo site offers an all-weather connection to the rest of the Pillsbury complex.

2. THE PROJECT IS OVERSCALED FOR THE COMMUNITY

Physically Massive—A brief look at the drawings reveals that this is a *very* large development. The tallest new tower is 108-feet higher than the highest existing historic structure (84), and 190-feet higher than the landmark “A” Mill (Fig. 5.4). Despite this, Proposer states that the taller buildings have been reduced from a previous scheme (12), apparently implying that this was a significant compromise in favor of the neighborhood.

It should be noted that in addition to their height, these buildings are bulky, large units, averaging about 1,280 square feet per unit (extrapolated from Table 6.1, 9). Thus, even though

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the number of units is slightly less than Cedar Square West, the sheer architectural volume of this project is actually much greater than Cedar Square West.

In its combination of height and bulk, this project is without precedent in Minneapolis.

Major change in Community Scale—Proposer notes (15) that this has traditionally been an industrial area, generating noise and limited emissions. Proposer contends that “the existing grain silos currently dominate the horizon to a greater degree than the proposed new construction” (70, 84). However, the new construction is much higher than the concrete elevators, which are barely higher than the “A” Mill, and which are screened from riverfront view by the Mill (see views, following page).

While the elevators extend horizontally for more than 400 feet along Second Street SE, new development extends for about 800 feet between the Red Tile Elevators and 6th Ave. SE along the Mississippi Riverfront (scale Fig. 13.1).

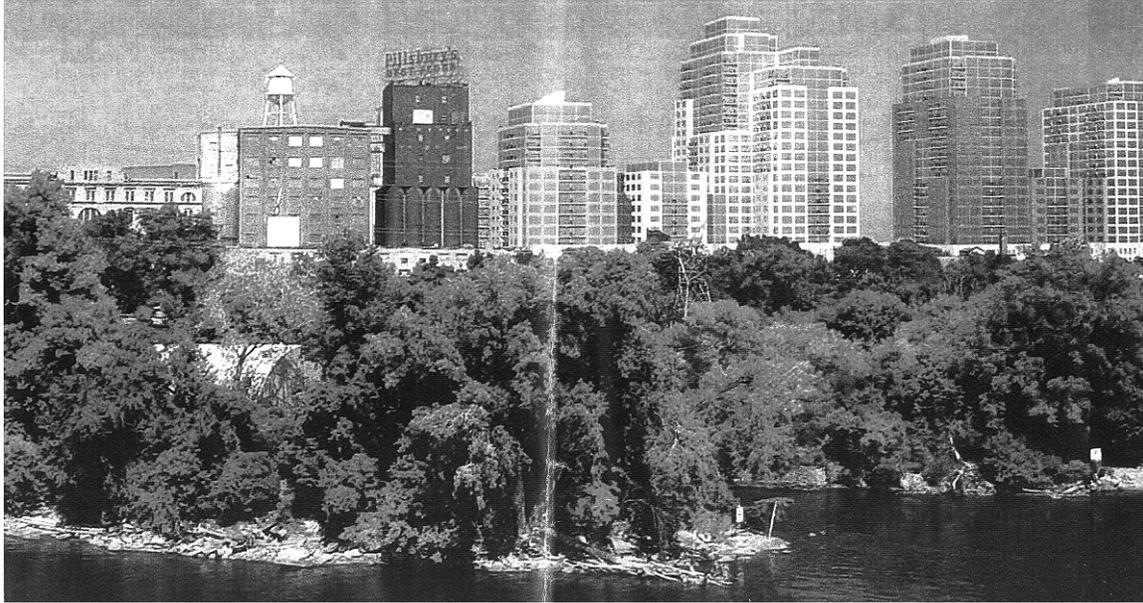
As can be seen from Proposer’s simulation, “3rd Avenue View,” unless one is viewing the development head on, the new buildings form a continuous visual wall, despite an intervening 5th Ave SE.

Overscaled for Marcy-Holmes—As currently proposed, the development is over-scaled for the “Small Town/Neighborhood character” called for by residents (2003 Marcy-Holmes plan). It would increase residential density in Marcy-Holmes by a full 25% (1,095 units added to the existing 4,264). Its height and bulk must be reduced through a reduction in the program, and some effective way of buffering the low-density residential core to the north needs to be employed.



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IMMENSE CHANGE IN SCALE. View of historic buildings from upriver (above). Note that the concrete elevators do *not* “dominate the horizon” (behind “A” Mill). Proposed new construction dwarfs the “A” Mill (extreme left, below). Two of the concrete elevators are just visible next to the “A” Mill. Even the Red Tile Elevators are overshadowed.



Insufficiency of Visual Buffering—Proposer contends that because of intervening trees, summer views from the neighborhood are “in a large part unchanged.” Only in the winter will the new buildings be prominently visible (70). However, with respect to full leaf cover in Minneapolis, “winter” occurs for nearly half the year, with elms leafing out about May 1, and oaks by about mid-month; Elms begin to drop leaves by about October 15, and oaks will be leafless by the end of the month.

As Proposer’s simulation, “View Down 5th Ave. at University” demonstrates, even when trees are in full leaf, the tall towers will be visible from the neighborhood where the urban forest is not continuous.

According to the Minnesota DNR (Appendix to Question 14, 6), “it is not possible to screen” a building taller than 50 feet with trees. All of the new buildings are more than 50 feet above grade, extending to as high as 297 feet (Fig. 5.4).

Unbalanced Distribution of Housing—Even without considering 150 units of housing on the Diageo site, this project proposes construction of between 55% to 145% of the anticipated growth of 750 to 2,000 new units projected for the *entire* Southeast-University area over this decade (2003 Marcy-Holmes plan, 2-1)—despite numerous developable sites elsewhere in this large district.

Proposer needs to explain why it is in the City’s interest that most or all of this anticipated growth should occur solely on this single site.



TRAFFIC AND PARKING PROBLEMS PLAGUE THE NEIGHBORHOOD. Creative transportation solutions are required *ahead of* massive new development.

3. CRITICAL TRANSPORTATION QUESTIONS ARE UNANSWERED

Compatibility with City/Public Works Plans—The neighborhood has long been plagued by high traffic volumes and heavy on-street parking. Traffic ranked second, and parking problems fourth, among the neighborhood’s dislikes (2003 Marcy-Holmes plan, 7-1). Thus it is especially important that the EAW reflect the City’s current thinking about traffic and parking, and identify creative solutions.

For instance, the EAW does not anticipate the planned “missing link” connecting Main Street to West River Road, known as Option 2-A (2003 Marcy-Holmes plan, 5-7); and does not acknowledge conditional support of the Granary Parkway along Second Street SE (2003 Marcy-Holmes plan, 7-4). Both of these routes will have major impact on auto access to the Pillsbury property.

Traffic—At afternoon peak, the project would generate about *one trip every four seconds*—917 trips between 4:15 and 5:15 p.m (37). Despite this load, the EAW makes no recommendation for intersection upgrades near the project. Only the intersection at University at 6th Ave. SE, already identified in the neighborhood plan (5-3) as a “Difficult Pedestrian Intersection,” is recommended for signalization. This represents only a start to the transportation initiatives required to prevent traffic and parking from worsening.

Parking—Parking will be intensified in three ways. One is the sheer number of new units proposed. Second, since the units are quite large, almost certainly, most occupancies will require two parking stalls per unit. Based on precedent in other major U.S. cities, the large units will especially attract two kinds of households: affluent, working couples, and working roommates. Both occupancies will typically have at least two cars, even in a location close to downtown.

Third, over a thousand units will attract a very large number of visitors arriving by auto. One only needs to try to find parking near Cedar Square West—where the smaller units attract more students and others without their own cars—to understand the magnitude of the local parking problem that would be generated by this proposed development. The proposed parking ratio of 1.67 spaces per unit will almost certainly be undersized.

Adjacent Industrial Traffic—The current situation at the Metal Matic truck loading dock at 6th Ave. SE and Second Street SE is already difficult, with routine 3-and 4-point truck

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movements because of a very tight configuration for large trucks. Traffic generated by the new development will intensify this chronic problem.



STACK EMISSIONS. High-rise units are subject to noise and air pollution.

4. THERE ARE SERIOUS NOISE- AND AIR-QUALITY PROBLEMS

Steam Plant Noise Impacts—As the EAW affirms, “noise levels at the project will increase with height above the [steam plant] stack” (61) Noise levels are calculated to range from 62 dBA near the ground, to 65 dBA at 180 feet in height (approximately 40 feet above the stack), to 67 dBA at 200 feet above the ground.

Thus there is a significant increase in noise for tall buildings in this location. While the EAW calculates noise at 180 and 200 feet, it is likely that significant noise will also impact lower residential units, since the top of the stack is at about 140 feet.

While the EAW proposes an exterior-to-interior noise reduction of 40 dBA *only* for units located *above* 180 feet, the adjacent, low-rise Stone Arch Apartments were required to satisfy 40 dBA noise attenuation standard for *all* windows, even those at ground level.

Moreover, the Stone Arch Apartments were restricted from offering balconies, due to the location’s inclusion in a “noise impact” area. Presumably, both the attenuation requirements and restrictions on balconies applied to the Stone Arch Apartments apply to the adjacent Pillsbury site as well.

Of course, many people enjoy fresh air—and thus value open windows. Especially for units located above about approximately 140 feet above ground level, residents will either have to live sealed into their homes, or will have to put up with constant, excessive noise.

Because tall buildings at this location are so impacted by noise, detailed study of noise contours, consistent with an EIS, must be undertaken.

Air-Quality Impacts—The EAW notes that there will be “potential impacts of stack emissions under certain meteorological conditions...” (63). Given that the project lies directly northwest of the source—the steam plant stack—it is likely that the plume will especially impact

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units above about 140 feet when south/southeast winds are prominent or prevailing: from April through October.

The EAW presents this “potential” simply as a technical detail to be dealt with during “final design” by moving air intakes away from a direct plume. However, like the noise problem for high, tower units, this presumes sealed-off residential units, even during ideal weather, with fresh breezes. This situation is especially ironic in Minneapolis, a city widely recognized for its openness to Nature, and relative lack of air pollution.



THE “A” MILL. Because of its high historical and environmental value, this site has long been regulated. The proposal *greatly* exceeds height limits.

5. THE PROJECT EXCEEDS SPECIAL-DISTRICT LIMITS

St. Anthony Falls Historic District—Among several controlling regulations for the site are those for the East Bank Milling Area, established by the City of Minneapolis in 1980. Nine basic directions for new development are listed in the EAW (74). Even at this preliminary state, the design sufficiently accommodates most of these.

The design does not conform in four respects, however, two of which are not significant problems, and one of which can be addressed during project design. But the fourth area of non-conformance, height, cannot be overcome with design modifications. That is because excess height is unavoidable due to the oversized program (#2, above).

The historic-district directive is clear: “New buildings should be no higher than that of existing silo-mills in the area.” So the Red Tile Elevators provide the benchmark, at 1001 feet a.s.l. (2003 Marcy-Holmes Plan, 8-6). This height is exceeded by towers topping out at 1032, 1076, 1076, and 1109 feet.

Significant Breaches of Height Limits—These towers are *significantly* above the limit. The highest tower exceeds the limit by more (108 feet) than the *entire* height from grade of the landmark “A” Mill (107 feet) (Fig. 5.4).

Proposer deals with this major breach of historic-district regulations in two ways. First, he contends that the “existing grain silos currently dominate the horizon to a greater degree than the proposed new construction” (84). This argument is simply unsupportable as a matter of observation (comparison above, p. 6).

Second, Proposer requests municipal zoning amendments that will in effect side-step longstanding historic-district height limits (84).

A Precedent-setting Decision—This is a serious issue for the City, the HPC, and the State’s SHPO and DNR. St. Anthony Falls was among the City’s first preservation-district designations, as Proposer himself notes, a “premier” location on account of its historic setting and environmental qualities (7). Indeed, the Pillsbury site is also within a critical area under State of Minnesota environmental laws, with even-more-stringent height limits (next section, Critical District Overlays).

Thus, this is a *precedent-setting* decision for historic-preservation and critical-area designations. Given the careful process for both designations, it would be difficult to take historic-preservation regulation seriously in the future, if preservation-agency and critical-area reviewers acquiesced on so clear a breach of regulations, in so important a district.

Critical District Overlays—“All portions of the proposed Pillsbury A Mill project...are within the state-designated Mississippi River Critical Area Corridor and the federal Mississippi National River and Recreation Area...” (DNR June 25, 2003 in appendices). The DNR takes critical-district height limits very seriously (DNR November 30, 1999, 4 in appendices).

Part of Development Parcel D and perhaps a smaller part of E fall within a critical-area height restricted district (Fig. 27.1). This limit is even stricter than the historic-district limit: 2½ stories or 35 feet, whichever is less. Proposer apparently concedes that the project is too high, and that an applicant for a building following the current plan “may” apply for a conditional-use permit to increase permitted height (73).

DNR Programs—The DNR supports the Whitewater (kayak) Park at the Stone Arch Bridge, which is accessed from 6th Ave SE. Access to this facility will be impacted by traffic generated by the proposal; and users of the kayak facility will have to compete for very limited parking with visitors generated by 1,245 units.

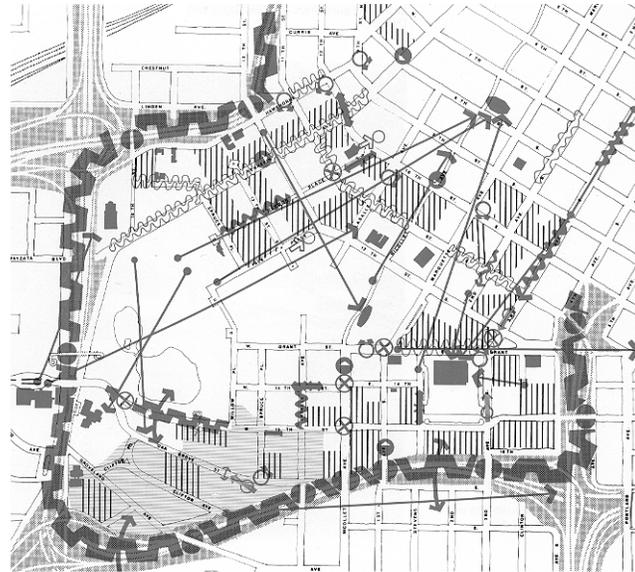
6. DISTRICT PLANNING IS NECESSARY BEFORE REZONING

Spot Rezoning—Planning law frowns upon spot rezoning, as required for this proposal (71). This is a project comparable in scale to Cedar Square West and the Loring Park Development District. Both of those developments were exhaustively studied by the City. Zoning changes *followed* comprehensive district planning studies. Certainly, no less is required for this intensely built-up development. A “40-acre Study” is necessary for rezoning initiated by the City, and, indeed, the EAW clearly states that “The City may also require...[the site] ...be rezoned to C3A” (71).

Protecting Potential—The purpose for a comprehensive district zoning study is not to rehash the EAW. Rather, it is to ensure that the development potentials of nearby parcels are enhanced, rather than diminished (#7, following). District zoning must work systematically to assure that community goals are achieved, and that future development investments on approximately 10 acres of nearby sites brings a maximum of return to the City of Minneapolis.

PLANNING BY DISTRICT. With respect to District Planning and also 7. Essential Linkages, large developments that require rezoning *must* be planned from a district perspective. That is especially true for the Pillsbury proposal, which will impact the surrounding neighborhood, and determine whether or not a physically cohesive Riverfront district will be achieved.

7. ESSENTIAL DISTRICT LINKAGES UNADDRESSED



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Connections to Adjacent Properties—At the present, preliminary stage of design, the project effectively turns its back on nearby buildings and development parcels owned by others. All-weather pedestrian linkages to St. Anthony Main (and beyond) are critical to the evolving East Bank *district*. Similarly, explicit architectural provision should be made for all-weather pedestrian connections to nearby sites, which can link up with the Pillsbury superblock as future developments occur.

Integrated Connections are More Effective—While such connections can usually be patched-on later, it is better, functionally and visually, if they are integrated seamlessly into the initial plan concept. Examples can be seen in the contrast between the IDS skyway connections, which were an integral feature of the project design; and the Government Center skyways, which attach awkwardly because the building design made no provision for skyway connections.

Second Street—The potentials of the Second Street SE frontage must be very carefully considered, *in context*, if the street is to evolve into a vibrant townscape. Available EAW drawings appear to show townhouse entries for at least part of the Second Street frontage. However, it is unclear exactly how they relate to the street, both in elevation and in terms of generating interest and activity.

Together with the matter of connections, another level of design is required to demonstrate specifically how this project will energize and interconnect its surroundings.

Marcy-Holmes—Proposer states that “a pedestrian path will be constructed to link the Marcy Holmes neighborhood to the river...along the original axis of 4th Ave. SE” (8). However, the two cross-axis spaces referred to are mainly access from the project’s inner courtyard to Main Street and Second Street (Fig. 5.4). Since the path in the direction of the neighborhood terminates immediately at the research complex right across the street; and since the community plan identifies 6th Ave. SE as a “pedestrian-gateway corridor” (2003 Marcy-Holmes plan, 5-7), it is unclear just how this pedestrian path, aligned with abandoned 4th Ave SE, physically connects to the “small-town” core of Marcy-Holmes. (The neighborhood supports reopening of 4th Ave. itself: 2003 Marcy-Holmes plan, 5-9).



UTILITIES WORK (NEXT PAGE). As this scene demonstrates, massive new construction will require repairs and expansion of area sewer lines. As a likely outcome, very large municipal public-works costs will be incurred as a direct result of the Pillsbury development.

8. UTILITY EXPANSION MAY PROVE COSTLY TO THE CITY

Main Street Sewer—The EAW identifies the need for expanded sanitary sewers under both Main and Second streets to serve this project (84). Adjacent property owners understand that storm and sanitary sewer capacities in the area are undersized for very large developments and, further, that options for expansion under Main Street are problematic. This is because deep river sluiceways and tailraces traverse under Main Street; building a sewer here would require destruction of historic, pioneer-era construction, which will undoubtedly be protected by the City’s Heritage Preservation Commission and the State Historic Preservation Office.

2nd Street Sewer—An alternate sewer line configuration could turn up 5th Avenue SE to Second Street SE, but this further overburdens sanitary capacity under Second Street, which also need expansion to serve this massive project. It is thus likely that the project will require very large Public Works expenditures, which must either be budgeted as an up-front municipal expense, or charged back against the project.

IMPACT OF THE PERMITTING PROCESS

The EAW identifies 20 statutory approvals required before development can begin (14). These are only part of the major outstanding issues that are unresolved, which include:

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- 20 statutory reviews, from 5 government bodies
- Oversized development program
- Overscaled for the Neighborhood
- Unanswered transportation questions
- Far exceeds critical-area height limits
- Serious Noise and Air-quality problems
- Unconnected to nearby commercial investments
- Allocation of significant public utility costs

Because it is virtually impossible that the project will pass through this process materially unchanged, *anything actually built on this property will differ markedly from what is here presented.*

SIGNIFICANCE TO THE CITY

In reality, then, *the EAW scopes an imaginary development.*

If the City agrees that this EAW is sufficient environmental review, then there is an arguable presumption of approval for any subsequent project that fits within the outsized development envelope that has been devised in this document. Even if the City were to prevail in a predictable good-faith action, as it did in LSGI, it would require large expenditures, not the least of which sidetrack public officials and staff from critical municipal matters.

MOVING TO RESOLUTION

As a Minneapolis property owner, Bluff Street Development understandably wants this development to be the best it can be, a civic flagship commensurate with its visual prominence.

Because the project is so large and complex, and because the so many major issues are still to be addressed, the EAW format is ineffective in addressing many of the outstanding issues that are essential for the City of Minneapolis to fully understand before passing on the environmental adequacy of this proposal.

This can be resolved by elevating the EAW to an EIS, with particular emphasis on *neighborhood impacts, traffic, stationary source emissions, historic preservation, and district connections*, especially connections and linkages that would minimize auto use.

In view of potentially high public costs, especially for utilities, the City must also understand the full extent of its exposure, if it agrees to a development of such scale and impact.

Selected Technical Comments on the EAW
In sequential order, from first page to last

Final Findings of Fact and Record of Decision for the Environmental Assessment Worksheet for the Pillsbury A Mill Project

Fig. 5.3—The site plan (and computer models) do not show enough information to support some of Proposer’s statements. To evaluate assertions about streetscapes, eyes on the street, etc., Main Street and Second Street elevations, and a N-S project section are required.

Fig. 5.4—This plan is mislabeled, and could be misleading. On the west/left edge, the label “St. Anthony Main” extends well into the Diageo site, which is not identified in any way on this drawing. The building to the north is labeled “Pillsbury Data Center,” but the same structure is identified on p. 15 as the “General Mills Research Facility.” The use of “data center” is confusing in this context, since on p. 22, the Diageo site is identified as the “General Mills data center building.” Since data center is used for both sites, and since General Mills owns Pillsbury, this can be misleading unless the reader tracks cross references scattered several pages apart.

- p. 7—“maintaining the image of an auto-free zone.” How is this done, especially since the project will generate one auto trip every four seconds at peak?
- p. 7—“townhouse address the street to enliven the boulevard...” Locating residential units here does not by itself guarantee a lively street life. Several interrelationships must be considered, and often, fine-tuned after opening. See William H. Whyte, *The Social Life of Small Urban Spaces*. Washington, D.C.: The Conservation Foundation, 1980.
- p. 7—“The residential towers...have little impact on the river park edge.” With a row of massive towers looming up to 297 feet above Main Street, this is an implausible contention with respect to visual impact. Moreover, the towers contain hundreds of units, and thus visitors, so will reduce the availability of parking for those who drive to this regional facility. There would be *significant* impacts on the river park edge.
- p. 8—“pedestrian path will encourage public access...” Like the second p. 7 comment, above, this is possible, though not guaranteed without deliberate design attention and, of course, that the pathway connects with a pedestrian way north of Second Street.
- p. 8—“neighborhood-oriented streetscape fronting 2nd Street SE.” See first comment, above. This is desirable, but problematic with this development program. Just taking down the elevators and replacing them with doorways to large buildings is not going to be “neighborhood-oriented” if that use is in context with its use in the 2003 Marcy-Holmes plan.
- p. 12—Stakeholders have be “briefed” and given the “opportunity to comment.” Other than the statement that the taller buildings have been shortened, this should not be construed to mean that stakeholders are happy or even resigned to this proposal.
- p. 12—No future stages of development. See “1. The Diageo site is incompletely considered,” in the “Outline of Key Outstanding Issues.”
- p. 24—“heavily landscaped boulevards.” What does “heavily” explicitly mean?

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- p. 31—“large grain elevator that currently blocks visual access...may add new buildings that could block views of the river [underline added].” Note on Fig. 13.1 that the existing concrete elevators extend only about 200 feet east of the “A” Mill/Red Tile Elevators, which block the westerly 200-plus feet of the concrete elevators from view from the riverfront. New construction will add new buildings extending—broken only for 5th Ave SE—for about 800 feet east of the “A” Mill/Red Tile Elevators, and hence would block views of the river to a far greater extent than now occurs.
- p. 31—“newly constructed 5th Ave...” Who will pay for this?
- p. 61—estimated noise levels. Why are estimates made at 180 and 200 feet when the top-of-stack height is 140 feet? Why will many of the units have only 30 dBA noise-reduction ratings when *all* of the adjacent Stone Arch Apartments were required to meet the 40 dBA standard?
- p. 63—“analysis...of final design of the buildings in question.” Noise problems are presented here as matter of fine-tuning. But it is possible that the problem is structural, that is fundamental to the plan, and cannot be mitigated by fine-tuning.
- p. 65—“top floor [noise] levels are somewhat higher...” [underline added]. When sound energy doubles with each 10 dBA, “somewhat higher” understates the problem.
- p. 69—“appropriate to the scale, massing...of a historic district.” If the proposed new buildings are deemed by the HPC and SHPO to be appropriate in scale and massing, then future historic-preservation reviews in Minneapolis will largely be mere formality.
- p. 70—“maintain view corridors to the river from the neighborhood.” Proposer should include the “extensive photographic studies of surrounding neighborhoods...” in the EAW so as to better understand how this massive wall of buildings opens up the neighborhood to the river.
- p. 71—“Part of the project...could be considered...may apply” [underline added]. This should be a simple matter of measurement. Is part of this project within the Shoreline Overlay District or not? Then why might not height restrictions apply?
- p. 75—The EAW identifies extensive utilities work required for this project and implies that this will be a public cost: “a public main.” How much will this cost? Is the amount budgeted, or at least anticipated?
- p. 75—Cumulative Impacts. In addition to Proposer’s Diageo site, to which Proposer assigns both a program and a build-out date, there are adjacent properties owned by others that are likely to be influenced by development on this property. How could the answer to this question be “N/A?”
- p. 76—“between the Vernal and Autumnal Equinox[s]” is Summer, when shadows are minimal. Proposer must really mean “between the Autumnal and Vernal equinoxes,” especially in Winter, when shadows are longest on the Winter Solstice, about December 21. Also p. 84.
- Shadow Impacts on the Community

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Bluff Street Development has, at its expense, directed its own architects to model shadows cast by the proposed development over the course of the year. The four following Shadow Studies illustrate representative community impacts from shadows cast by the proposed project. Basic information for these computer simulations was taken from the EAW.

It must be understood that at the latitude of Minneapolis, *shadow patterns vary widely throughout any given sunny day, and also by season*. Especially in late Fall through early Spring, shadows will be pronounced, well beyond these simulations and those in the EAW, both morning and afternoon.

Detailed Studies are Necessary—The City will need to engage an independent consultant—with no ties to any of the parties in this EAW process—to demonstrate the full range of shadow impacts, especially at morning and afternoon rush hours during each season. In high-urban settings like this location, shadows are issues of both community esthetics and public safety.

- 1. June 21, local noon**—Here is the best-possible shadow condition, at the Summer Solstice. At this moment, the sun is at its highest yearly elevation, and consequently shadows are least. But even at this annual high point, shadows will impact 2nd Street SE by mid-afternoon.
- 2. March 21, local noon**—At the Vernal Equinox (and also at the Autumnal Equinox, about September 21), the sun is half-way between its highest and lowest yearly elevations. Even at its highest point on this day, about noon, the new towers cast shadows all the way across 2nd Street SE.
- 3. December 21, local noon**—The sun's peak elevation at the Winter Solstice is nearly 47 degrees lower than it was at Summer Solstice, about June 21. This is more than half the distance from the horizon to directly overhead. Consequently, shadows are deep and exaggerated compared to Summer, plunging 2nd Street SE into deep shadow throughout the day.
- 4. Wall Effect from Neighborhood**—This is a shadow study for mid-day in Winter. As you can see, the new buildings offer a massive dark wall to the Marcy-Holmes neighborhood. The wall is most prominent during the months when deciduous trees are leafless, and hence cannot buffer the neighborhood from shadow impacts.

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Comment 15



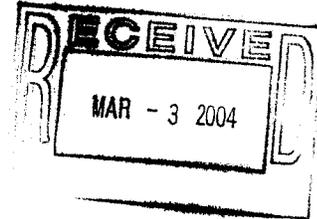
Minnesota Department of Transportation

Metropolitan Division

Waters Edge
1500 West County Road B2
Roseville, MN 55113

March 2, 2004

Michael Orange
City Planner, City of Minneapolis
City Hall Room 210
350 S 5th Street
Minneapolis, MN 55415



SUBJECT: Pillsbury A Mix Complex
Mn/DOT Review #EAW04-002
West of I-35W, 2nd Street and 6th Avenue
Minneapolis, Hennepin Co.
Control Section 2785

Dear Mr. Orange:

Thank you for the opportunity to comment on the above referenced Environmental Assessment Worksheet (EAW). The area of I-35W and 4th Street will continue to come under increasing traffic load as your traffic analysis indicates. We have identified in our Transportation System Plan the replacement of the I-35W bridge over the Mississippi River within the time frame of 2015-2025. This project would add one additional lane in each direction on the freeway. In addition, collector distributor roadways may also be expanded, as well as eliminating the traffic weaves on southbound I-35W. If you have any questions regarding this project please contact Chris Roy, Area Engineer, at (651) 582-1305.

If you have any questions regarding this review please feel free to contact me at (651) 582-1378.

Sincerely,

A handwritten signature in cursive script that reads 'Brigid Gombold'.

Brigid Gombold
Senior Transportation Planner

Copy: Bob Byers/ Hennepin Co. Planning Section

An equal opportunity employer

**Final Findings of Fact and Record of Decision for the Environmental Assessment Worksheet for the Pillsbury
A Mill Project**

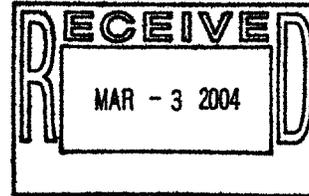
Final Findings of Fact and Record of Decision for the Environmental Assessment Worksheet for the Pillsbury A Mill Project



MINNESOTA HISTORICAL SOCIETY

March 3, 2004

Mr. Michael Orange
City of Minneapolis
350 5th Street South, Room 210
Minneapolis, MN 55415-1385



Re: EAW – Pillsbury A Mill Complex
Minneapolis, Hennepin County
SHPO Number: 2003-3346

Dear Mr. Orange:

Thank you for providing this office with a copy of the Environmental Assessment Worksheet for the above-referenced project. It has been reviewed pursuant to responsibilities given to the Minnesota Historical Society by the Minnesota Historic Sites Act and the Minnesota Field Archaeology Act and through the process outlined in Minnesota Rules 4410.1600.

This project proposal involves one of Minnesota's 21 National Historic Landmarks, the Pillsbury "A" Mill, as well as two pivotal blocks within the St. Anthony Falls Historic District, a nationally significant historic district with broad ties to the history of Minneapolis and the region. Given the fact that the Pillsbury Mill Complex is an underutilized and vulnerable historic property, an appropriate plan for the rehabilitation and reuse of the complex is of great importance. The level of historic significance of the Pillsbury "A" Mill and the St. Anthony Falls Historic District as a whole makes it essential that any such project be carefully planned with regard to the historical character of the site.

With this consideration in mind, the State Historic Preservation Office (SHPO) has reviewed the Environmental Assessment Worksheet (EAW) prepared by the City of Minneapolis (City) as the Responsible Governmental Unit (RGU) for the project. The SHPO has several concerns with regard to the information presented in the EAW, which will be discussed below.

The City, as RGU, has the responsibility for granting the various permits required for the project. We note that the SHPO has a formal role in the review of development proposals that include federal funding, permitting, or licensing through the federal Section 106 process (36 CFR 800), and in the review of projects funded by state agencies in historic areas under the Minnesota Historic Sites Act. The SHPO also reviews projects that are applying for the federal historic preservation tax credits. However, at this time, the SHPO is not aware that any of the above circumstances apply to this project. Therefore, the indication on the table on page 14 of the EAW that the project requires review and approval by the SHPO may not be accurate.

345 Kellogg Boulevard West/Saint Paul, Minnesota 55102-1906/Telephone 651-296-6126

Final Findings of Fact and Record of Decision for the Environmental Assessment Worksheet for the Pillsbury A Mill Project

SHPO Comments - Pillsbury A Mill EAW

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The SHPO would welcome the opportunity to work with the project proposer and others in addressing the range of historic issues at the site. However, considering the fact that the SHPO's continued involvement in the project review may be at the discretion of the developer, it is particularly important that the City address the historic concerns as part of its approval process. Indeed, the City's review may be the primary venue for consideration of historic issues.

In reviewing the EAW, the SHPO has identified the following concerns:

1. Question 25a in the EAW focuses on issues related to archaeological, historical, and architectural resources. The EAW's response to this question includes a summary of the archaeological assessment that has been completed for the project site, and a summary of the historic designations that have been made in the area. While this information is helpful, it does not address the requirements of Question 25a. The response falls short in the following ways: a) it fails to describe the full measure of resources, b) it does not identify project-related impacts on the historic resources, and c) it does not describe measures to minimize or avoid adverse impacts. Each of these items is addressed in turn.

a. Description of the resources.

* The EAW acknowledges that the Pillsbury "A" Mill has been designated as a National Historic Landmark, and that it is individually listed on the National Register of Historic Places. The discussion indicates that the Landmark designation occurred in 1966, and that the individual Register listing occurred in 1979; in fact, both of these designations occurred in 1966. Additional documentation on the property, and a boundary clarification for these designations, did occur in 1979.

* The EAW acknowledges that the development parcel is included within the St. Anthony Falls Historic District. This district was listed on the National Register of Historic Places in 1971, and was included in the Minnesota Historic District Act of 1971. The Minneapolis Heritage Preservation Commission reviews projects in this district under the provisions of the Minnesota Historic District Act, not as a result of a local designation, as the EAW indicates. Additional documentation on certain areas within the historic district was prepared in 1992; however, the district as a whole was not renamed and its boundaries were not changed at that time.

* The EAW lists the individual historic buildings and structures on the development site. However, the EAW fails to provide an adequate summary of the historical functions and significance of each of these buildings and structures. This information is relevant to the assessment of project impacts and to the formulation of avoidance/mitigation measures.

Final Findings of Fact and Record of Decision for the Environmental Assessment Worksheet for the Pillsbury A Mill Project

SHPO Comments - Pillsbury A Mill EAW

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* The EAW fails to give adequate consideration to the historic resources located proximate to the development site. This discussion should include more information on various parts of the St. Anthony Falls Historic District that might be affected (including, but not limited to, the properties located across the river in the west side milling area and those immediately adjacent to the project along 2nd Street between 5th Avenue SE and 6th Avenue SE). It should also include the Twin City Rapid Transit Company Steam Power Plant, currently the University of Minnesota's Steam Plant, which is listed on the National Register, and any other individual historic properties in the area.

b. Project-related impacts to the resources.

* The EAW fails to identify and discuss how the project may affect the integrity of the historic resources on or proximate to the site. Aspects of the project with potential impacts on these resources include the demolition of buildings and structures, construction of new buildings, and rehabilitation of existing buildings and structures. Each of these aspects should be analyzed.

* With respect to impacts related to proposed demolitions, the discussion should focus on the historical importance of each property to be removed and the effect of that removal on the remaining historic properties. Of primary concern is the proposed demolition of the concrete grain elevators, which contribute to the character and interpretation of the milling complex. Other demolitions should be discussed as well.

* With respect to impacts related to proposed new construction, the discussion should focus on the visual and functional impacts on the historic district and on individual historic properties, resulting from the siting, height, design, massing, and scale of the new construction. These issues should be assessed within the framework of the suggested approaches to new construction in the Secretary of the Interior's Standards for Rehabilitation and the St. Anthony Falls Historic District Guidelines adopted by the City. Of particular concern is the proposed height and massing of the four new residential towers. If the presence of these new elements overwhelms the historic properties, the relative scale of buildings in the historic district could be seriously diminished. Although many aspects of the proposed new construction have not yet been designed, the compatibility of all aspects of the project with the nearby historic buildings must be considered.

* The discussion of impacts related to demolition and to new construction must include consideration of the effects on archaeological resources. The archaeological assessment of the project site that has been completed by The 106 Group serves as a basis to address this issue. The study area for this assessment should be expanded to include any project-related disturbance in adjacent areas that could affect historic elements such as tunnels and raceways.

Final Findings of Fact and Record of Decision for the Environmental Assessment Worksheet for the Pillsbury A Mill Project

SHPO Comments - Pillsbury A Mill EAW

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* With regard to impacts related to the rehabilitation of historic properties, the discussion should focus on any anticipated preservation issues with respect to the application of the Secretary of the Interior's Standards for Rehabilitation. The sequencing of the rehabilitation of the historic buildings within the overall development schedule and the security and protection of the historic properties during project planning and implementation should also be discussed.

* The overall impact of the development on the continuing and future uses of historic properties in the area should be addressed. For example, if emissions or noise from the University Steam Plant were to create problems for those residents living in the proposed towers, as mentioned in the document, there could be a move to modify the steam plant operations. Such a move could affect the future use and viability of the historic steam plant building.

* Potential cumulative impacts of this project on historic resources should be addressed. Consideration of cumulative impacts is particularly important in situations where a proposed development seeks variances or exceptions to existing guidelines for an area. For example, if new construction were permitted at a height greater than that previously allowed for an area, what cumulative effect might we expect from such a precedent?

c. Measures to avoid or minimize adverse impacts.

* The EAW fails to discuss measures that have already been taken or that could be taken to address project impacts. It also fails to identify effective and appropriate avoidance and/or mitigation measures, which are a central purpose of an EAW. This discussion should first explore avoidance measures for adverse impacts. When those measures are not deemed feasible, the justification for the impacts should be clearly outlined, and appropriate mitigation proposed.

2. In addition to the above substantive issues, we have two concerns related to the process by which this EAW was prepared, as follows:

a. The Environmental Quality Board (EQB) guidelines stipulate that the RGU is responsible for preparing an EAW, using data from the project proposer. The project proposer is not to prepare the document. Because each page of this EAW carries a credit to the project proposer, questions arise as to the extent to which the City prepared an independent analysis of the project. A lack of independent analysis by the RGU creates particular concerns with regard to the full consideration of avoidance/mitigation measures and of alternatives to the project.

b. The EAW indicates that the City's Heritage Preservation Commission (HPC) has approved a Certificate of Appropriateness for the demolition of the historic concrete grain elevators with a condition for review and approval of project plans. This action was taken on 17 November 2003. Inasmuch as this EAW is intended

**Final Findings of Fact and Record of Decision for the Environmental Assessment Worksheet for the Pillsbury
A Mill Project**

SHPO Comments - Pillsbury A Mill EAW

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to provide the City of Minneapolis (as RGU) with public comments on historic issues such as the grain elevator removal, and whereas the HPC consideration of this aspect of the development represents the primary venue for discussion within the city approval process, the action by the HPC in advance of the EAW is out of sequence. We further note that the EQB guidelines suggest several measures to be taken by the RGU when conditional approvals may precede an EAW. These ensure, among other things, that the project proposer knows that information gained in the EAW process may require changes to any conditional approvals, and that the RGU will fully consider information gathered in the EAW and will alter the conditional approvals if appropriate. It is not clear whether any such measures were incorporated into the HPC's approval of the Certificate of Appropriateness.

In summary, the SHPO concludes that the proposed project has the potential for significant impacts on historic resources, but that the EAW does not provide a clear and specific picture of these possible effects. Nor is it clear whether potential adverse impacts are justified, and, if so, what mitigation measures might be appropriate. The EAW's deficiencies limit severely the capacity of the responsible parties to make good decisions about the project and its impacts on historic resources. This could be addressed either through expanding the EAW document or completion of an EIS. Without this additional information, as described above, the SHPO is not able to provide further substantive comments on the project. The City will also need this information if it is to give responsible consideration to the effects of the proposed project. Finally, and most important, the public has a need for and a right to adequate information to fulfill its responsibility for citizen participation in decisions that will affect one of Minnesota's most significant historic places.

We look forward to reviewing further information about the project and to providing further comments. Contact us at 651-296-5462 with questions or concerns.

Sincerely,



Britta L. Bloomberg
Deputy State Historic Preservation Officer

cc: Amy Lucas, Minneapolis HPC
Deborah Johnson, St. Anthony Falls Heritage Board
Rachel Ramadhyani, Minneapolis Park and Recreation Board
Ann Calvert, Minneapolis Community Planning & Economic Development
John Anfinson, National Park Service
Ted Tucker, Marcy Holmes Neighborhood
Greg Downing, Environmental Quality Board
David Frank, Schafer-Richardson
Anne Ketz, The 106 Group

Final Findings of Fact and Record of Decision for the Environmental Assessment Worksheet for the Pillsbury A Mill Project

Comment 17: Original is on MPCA letterhead and signed

Mr. J. Michael Orange, City Planner
City of Minneapolis
350 4th Street South, Room 210
Minneapolis, MN 55415-1385

RE: Draft Environmental Assessment Worksheet (EAW) – Pillsbury A Mill Complex

Dear Mr. Orange:

Thank you for the opportunity to comment on the draft EAW for the proposed Pillsbury A Mill Complex Project (Project). The proposed Project detailed in the draft EAW will involve the redevelopment of the Pillsbury A Mill Complex into a proposed development that will consist of nine new residential buildings with 1,798 internal and 34 surface parking spaces. The Minnesota Pollution Control Agency (MPCA) staff has reviewed the draft EAW for this Project and offers the following comments for your consideration in preparing the final EAW.

Item 16 – Erosion and Sedimentation

As indicated in Item 8, an MPCA General National Pollutant Discharge Elimination System (NPDES)/ State Disposal System (SDS) Stormwater Permit for Construction Activity (Permit) is required because the Project will disturb more than one acre of land. As a general reminder, please note that permit coverage is required prior to commencing any land disturbing activities (i.e., clearing, grading, filling, and excavating) at the site. The Permit specifically requires implementation of Best Management Practice measures (BMPs) to control erosion and sedimentation during construction. The Permit also requires that a Stormwater Pollution Prevention Plan be developed to manage pollutants in stormwater runoff from the site that will occur during construction and after construction is complete. The Permit requires that the SWPPP and BMPs implementation strategies be prepared prior to submitting a permit application.

The use of underground storage tanks that will capture and treat roof runoff is not as well understood as the use of traditional stormwater treatment systems. Our concerns with underground storage tanks include the lack of biological activity (compared to biological activity seen in traditional sedimentation ponds) and mosquito control. However, this project is not creating new impervious surface, so permanent stormwater treatment will not be required under the NPDES/SDS Permit.

One condition of the new Permit that should be noted (Part III.A.5.) states, “The Stormwater Pollution Prevention Plan that is developed as a requirement for the General Permit must factor in any findings of and include any stormwater mitigation measures required as a result of any environmental, archeological, or other required local, state or federal review conducted for the project.” This would include measures specifically indicated in the EAW for this Project.

Final Findings of Fact and Record of Decision for the Environmental Assessment Worksheet for the Pillsbury A Mill Project

Mr. J. Michael Orange, City Planner
Page 2

Item 17 – Erosion and sedimentation

As stated, management of stormwater generated at the project site is required for the Project. The MPCA General NPDES/SDS Stormwater Permit for Construction Activity has specific requirements for the treatment and overall management of stormwater prior to discharge from the site. The project proposer should also consider technology alternatives to impervious surfaces. Such technologies would reduce the volume of runoff requiring treatment by other methods and may have the added benefit of reducing the area needed for other stormwater treatment technologies.

The stretch of the Mississippi River near the proposed construction site is listed as impaired for turbidity and fecal coliform bacteria under Section 303(d) of the Federal Clean Water Act. This water body is expected to undergo a Total Maximum Daily Load study over the next few years. It is not clear when the study will be completed, however it may be finished while this Project is still underway. It is important to remember that, when the study is complete, there may be additional BMPs requirements and/or effluent limitations beyond those included in the NPDES/SDS Permit that will initially be issued for this Project.

This comment letter addresses matters of concern to MPCA staff reviewing the draft EAW and is submitted for consideration by the city of Minneapolis, the responsible governmental unit, in deciding whether an Environmental Impact Statement (EIS) should be prepared on the Project. It does not constitute approval by the MPCA of any or all elements of the Project for the purpose of pending or future permit action(s) by the MPCA. We have attempted to identify and consult with interested program staff to identify the MPCA permits that may be required. Additional comments or requests for information maybe submitted in the future to address specific issues related to the development of such permit(s). Ultimately, it is the responsibility of the Project proposer to secure any required permits and to comply with any requisite permit conditions.

As required by Minn. R. 4410.1700, we look forward to receiving written responses to our comments on the draft EAW and a record of the decision on the need for an EIS. If you have other questions concerning our review of this draft EAW, please contact me at (651) 297-1796.

Sincerely,

Dana A. Vanderbosch
Project Manager
Operations and Environmental Review Section
Regional Environmental Management Division

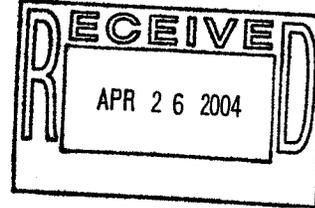
DAV:gs

cc: Gregg Downing, Environmental Quality Board
David Frank, Schafer Richardson, Inc.
Todd Smith, MPCA, Regional Environmental Management Division, North Central Region

Final Findings of Fact and Record of Decision for the Environmental Assessment Worksheet for the Pillsbury
A Mill Project

Comment 18:

ARLENE M. FRIED
1109 XERXES AVENUE SOUTH
MINNEAPOLIS, MINNESOTA 55405
612-377-0590



April 24, 2004

TO THE PERSONAL ATTENTION OF:
Mayor R.T. Rybak
331 City Hall
Minneapolis, MN 55415

Dear R.T.,

Enclosed is a copy of a letter that I believe is important for you to be aware of for the following reasons:

To my knowledge, Shafer Richardson is the first developer to disregard the Shoreland Ordinance Height Amendment.

The Shoreland Ordinance Height Amendment was intended to let developers know WHERE they cannot build tall buildings, to eliminate spot zoning and to avoid costly lawsuits against the city by both developers AND citizens. I find Shafer Richardson's disregard of existing zoning laws bad planning.

It is important that you, as mayor, recognize the significance of the Shoreland Ordinance Height Amendment and defend it against those who want to toss it aside so they can exploit protected shorelands.

I am not against development. Development is important to Minneapolis, but only APPROPRIATE development. Shafer Richardson's project is not appropriate development and should not be allowed to proceed until it's modified to meet legal guidelines.

I appreciate your attention to this matter.

Sincerely,

A handwritten signature in cursive script that reads "Arlene M. Fried".

Arlene M. Fried

cc: Erik Takeshita

**RECORD OF COMMENTS RECEIVED
AT THE
PUBLIC COMMENT MEETING FOR THE
PILLSBURY "A MILL" COMPLEX EAW
FEBRUARY 18, 2004, BEGINNING AT 7 PM
MARCY OPEN SCHOOL, 415 4TH STREET SE, MINNEAPOLIS.**

Michael Orange of the City Planning Division staff opened the meeting, reviewed the EAW process as conducted by the City, and distributed additional copies of the EAW to those attending. David Frank of SchaferRichardson provided a description of the proposal.

Comments were received from:

1. Thomas Meyer, 710 S 2nd Street. Minneapolis
Noted the staged process of development and the potential for multiple developers and stressed the importance of the assurance the phasing of the renovation of the historical buildings would be contemporaneous with the new construction, and the dangers of leaving historic buildings vacant, including the threat of the catastrophic fire experienced across the River at the Washburn Crosby Mill.

He also found the presentation of the visual impact of the proposal in the EAW deficient and asked it be expanded to include views from public spaces such as the Mill City Museum, The Plaza on Chicago Avenue at the Metrodome, and the new Guthrie Theater site. He asked the views also reflect the materials that would be used on the buildings.

He asked that a discussion of the Mills District Master Plan be included in the EAW

2. Irene Jones, Friends of the Mississippi River, 46 E. 4th Street, St. Paul
Supported Meyer's comments on the need for clear phasing for the project, and assurance renovation will occur with any new construction.
3. Frank Langer, Stillwater
Asked positive protection be provided for the A Mill Complex now that milling has ceased to protect the site form the possibility of fire as occurred at the Washburn Crosby Mill.

In response a representative of SchaferRichardson stated they take their responsibility for positive protection of the site seriously and have provided a lease back to ADM to keep persons on site and the buildings occupied, have reviewed with the Fire Chief security measures and best practices, and will be installing motion detectors in any unused parts of the complex.

4. Steve Minn, Stone Arch Apartments

Final Findings of Fact and Record of Decision for the Environmental Assessment Worksheet for the Pillsbury A Mill Project

Found the EAW deficient by not defining the structure and height that would define compliance with the HPC Guidelines. He recommended the "Red Tile Elevator" as the standard, the building, not the top of the sign, with lower building heights to the east, establishing the Red Tile Elevator as the high point in the complex.

Found the EAW deficient in not including the Diageo Site as part of the proposal and not using its maximum potential development in the traffic analysis in the EAW, and not assessing the need for a mandatory EIS based on this additional potential development.

Found the EAW deficient in its assessment of the noise impacts on the site from the Steam Plant and in not confirming no balconies can be permitted on the affected buildings and the 40 dba attenuation required by the City for the adjacent Stone Arch apartments would be required of the project, and suggested an EIS should be required to investigate the noise and air quality impacts of the proximity of the location of the tall buildings and the Steam Plant.

Found the EAW deficient in not adequately illustrating the impacts of the shadows created by the proposed buildings and asked for additional studies by a third party not connected with the proposer

Found the traffic and air quality studies deficient in not identifying congesting created by Metal Matic use of Second St., and asked for tests of potential emissions hot spots on 2nd, Main, 3rd and 6th Streets and Avenues surrounding the project.

Found the EAW inadequate by not discussing a stormwater management plan and investigating the impact of any utility improvements on the sluice ways and mill races under the Mill and Main Street.

Found the EAW inadequate in not addressing the impact and parking needs of the proposed White Water Kayak facility proposed by the DNR in the immediate vicinity of the project.

5. Ellen Morrison, Minneapolis
Asked for more public participation prior to any decisions and more respect and prominence be provided to the A Mill in the approved plan.
6. Ted Tucker, Marcy Holmes Neighborhood Association
Asked the discussion of the Marcy Holmes Neighborhood Plan in the EAW be expanded and also specifically recognize the Plan provides that no structure on the project site be taller than the Red Tile Elevator, 190 ft above Main Street.

Asked the traffic and TDM Plan discussion be expanded to include the effect of pedestrian movement at 6th Ave SE and University, 2nd Street and Central, and University and 4th Ave., and the impact of the proposed Granary Parkway.
Asked more information on the visual impact of the project from both sides of the River be provided.

Final Findings of Fact and Record of Decision for the Environmental Assessment Worksheet for the Pillsbury A Mill Project

Provided additional information on the support for the HPC conditional approval of the demolition of the silos along 2nd Street.

7. Thomas Lincoln, Marcy Holmes Neighborhood Association
Provided a number of technical comments on the parking analysis, potential future development of surface parking areas, AM and PM peak studies, trip generation rates, trip distribution and Granary Parkway impacts. He said these comments would be submitted in writing.
8. Brian Flakne, 9304 Lyndale Ave. S
Asked for additional studies on the adequacy of the utilities to serve a project of this scale and the impacts of any necessary expansion be discussed; inclusion of the Diageo site in the project and discussion of its impacts on the street level experience along Main and Second; the need to focus on creating interest and vibrancy along Second as part of the development of this project; noted how the extremely large scale of the project - it is equal to all the housing allocated to the Community in the Plan - makes it impossible to buffer and provide adequate transitions to its surroundings; noted how far from respecting and complying with the HPC and Critical Area height guidelines the height of the proposed buildings are; and the need to do a comprehensive zoning study prior to replacing the present Industrial Zoning designation of the site
9. Gary Meyer, 401 First St.
Found the EAW did not provide material sufficient to evaluate the project from the pedestrian level experience of the project, from points across the River and at street level at different points along the River, and at the interface of new and historic buildings within the project.
10. Edna Brazaitis, 4 Grove Street
Asked the discussion of the impacts on the Historic resources be expanded to include emphasis on entire district, especially Nicollet Island; how a project of this scale will impact the feeling and ambiance of the district; and the preservation and early in the project renovation of the A Mill should be the highest priority.
11. Roger Elo, 338 9th Street SE
Asked preservation of the A Mill be the highest priority, and special care be used to avoid damage to the A Mill during adjacent demolition and construction.
12. Paul White, no address provided
Expressed confidence the issues discussed could be resolved, this opportunity not be lost, and the result will be an exciting development for the City.

An audio tape recording of this meeting is available for review in the office of the City Planning Division, 210 City Hall

EXHIBIT E

Council/Mayor Action

EXHIBIT F

Revised EAW Section 21. Traffic

22. TRAFFIC

Parking spaces added: 1,832 Existing spaces (if project involves expansion): 0 Estimated total average daily traffic generated: 10,330 with Full Buildout

Estimated maximum peak hour traffic generated (if known) and time of occurrence:

917 trips per hour between 4:15 and 5:15 pm

Provide an estimate of the impact on traffic congestion on affected roads and describe any traffic improvements necessary. If the project is within the Twin Cities metropolitan area, discuss its impact on the regional transportation system.

PROPOSED DEVELOPMENT

The site of the proposed Pillsbury A Mill Redevelopment is bounded by Main Street SE, 2nd Street SE, 3rd Avenue SE, and 6th Avenue SE, as shown in FIGURE 21.1. The site will be divided by 5th Avenue SE, which will be open as a public street (it is now private).

The development includes 1,095 residential units, mainly in the form of owner-occupied condominiums. 105,000 sq. ft. of retail uses are also included in the development plan. The development consists of 16 different buildings on the site, some of which are existing buildings that will be remodeled and some of which are new structures. Full redevelopment of the Pillsbury A Mill site is expected to be complete by the year 2012.

The proposed site plan is presented in FIGURE 21.2. As shown in the site plan, the primary locations of vehicle access for the development are mid-block driveways on 3rd, 5th, and 6th Avenues SE. Access to a 24-space surface parking area is provided on 2nd Street SE. No access will be provided from Main Street.

OTHER ANTICIPATED DEVELOPMENT

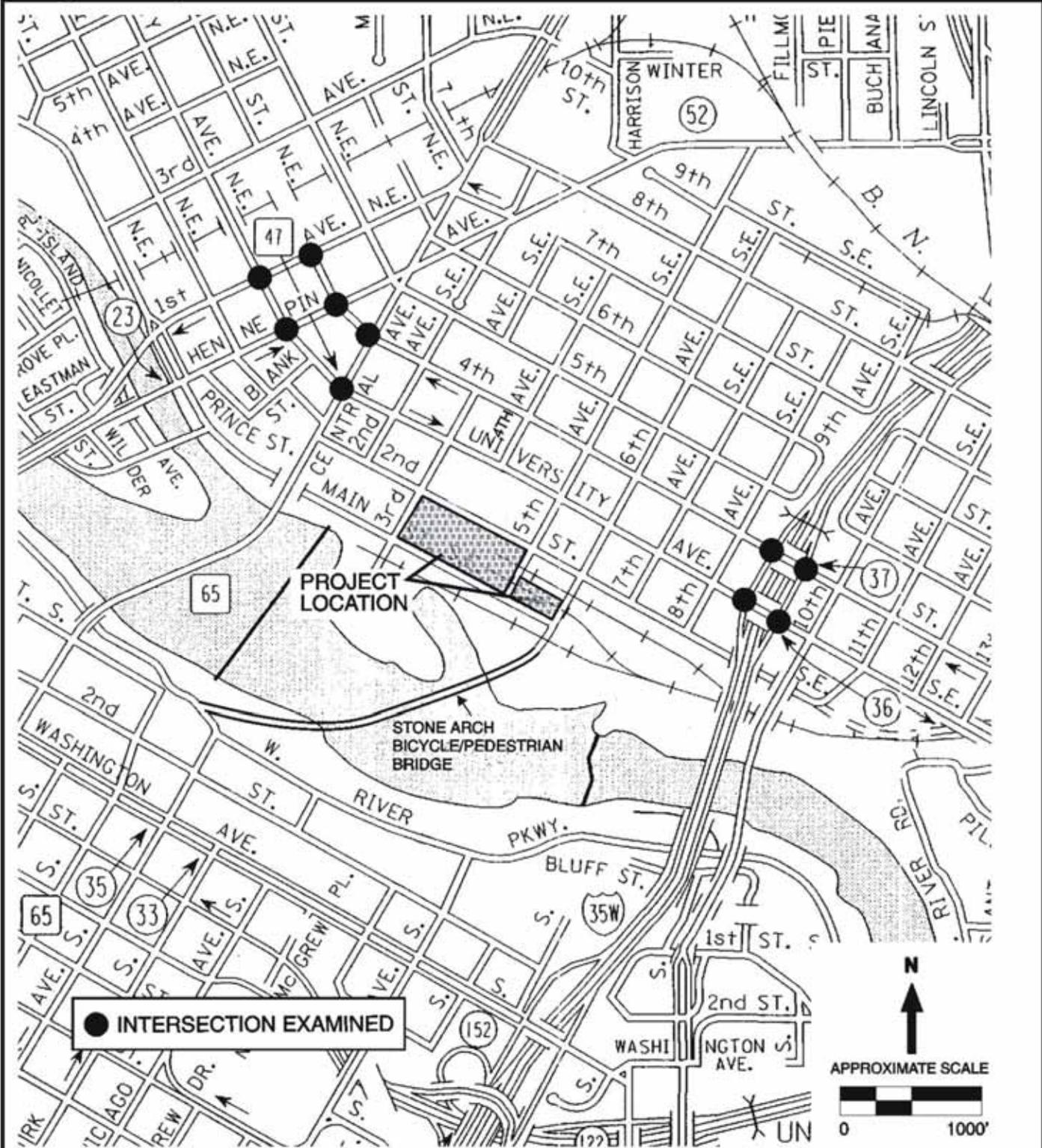
Based on information provided by the City of Minneapolis and the developer, a decision was made in conjunction with City staff to account for the following three other potential developments in this traffic analysis.

Southeast Minneapolis Industrial (SEMI) / Bridal Veil Refined Master Plan

The City of Minneapolis has developed a master plan and prepared an AUAR for redevelopment of industrial areas northeast of the University of Minnesota. This large-scale redevelopment is expected to be completed over several years with final the final stages being occupied in 2020. The AUAR for this redevelopment area includes three levels of development intensity. The mid-intensity alternative includes about 900 residential units, 1.7 million sq. ft. of commercial development, and about 900,000 sq. ft. of industrial development

Diageo Site

The Diageo site is across the street from the Pillsbury A Mill redevelopment site, just west of 3rd Avenue SE. Although a specific development plan or schedule has not been established, Schafer Richardson, Inc. indicated that the maximum expected development of this site is 150 dwelling units and 8,800 sq. ft. of retail uses. Completion of this development is expected to be before 2012, the estimated completion of the entire Pillsbury A Mill Project redevelopment.



Source: Benschoff & Associates, Inc.

SchaferRichardson, Inc.

David Braslau Associates, Inc.

Pillsbury A Mill Complex
(Minneapolis, Minnesota)

ENVIRONMENTAL ASSESSMENT
WORKSHEET

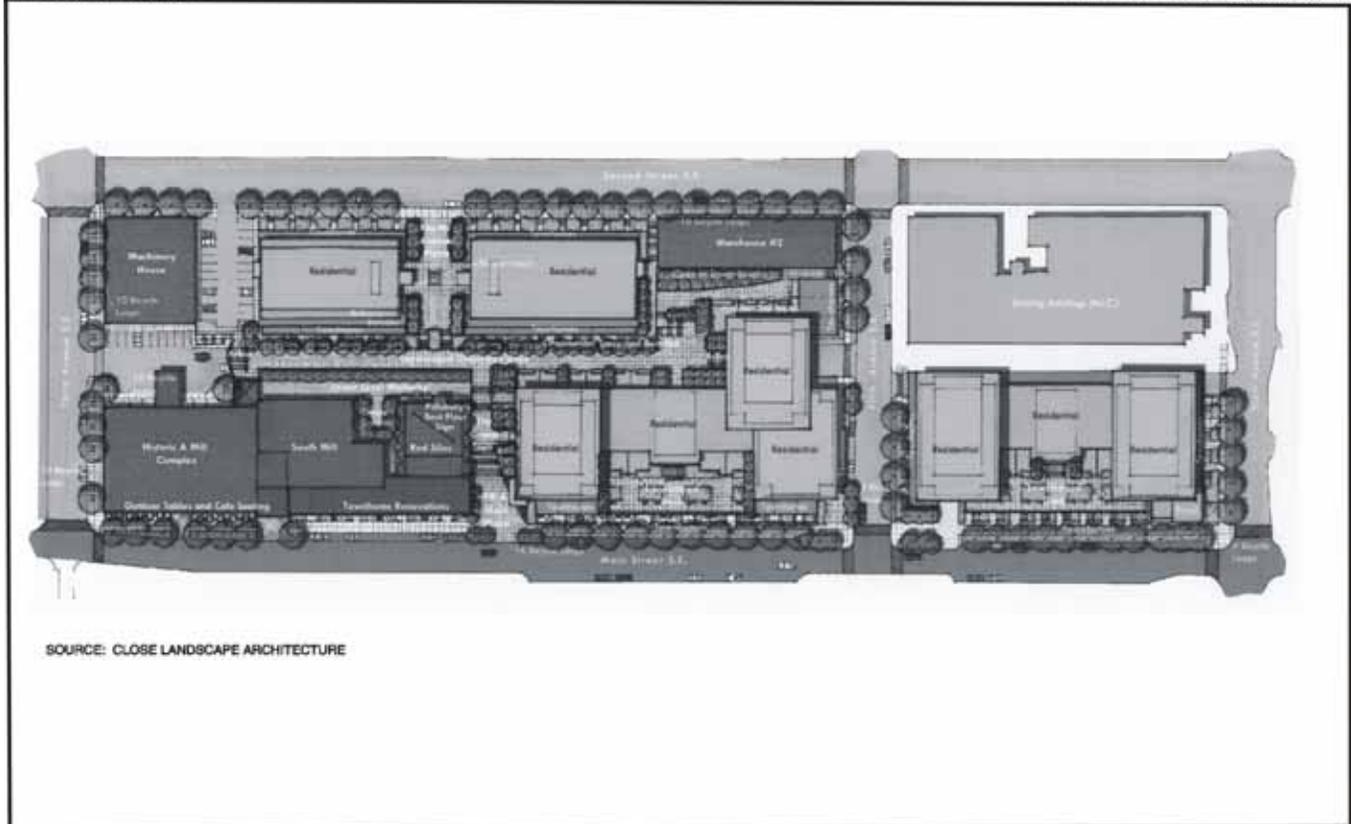
FIGURE 21.1

Location of Intersections for Analysis

Final Findings of Fact and Record of Decision for the Environmental Assessment Worksheet for the Pillsbury A Mill Project

Pillsbury A Mill Complex

Environmental Assessment Worksheet



SOURCE: CLOSE LANDSCAPE ARCHITECTURE

<p>SchaferRichardson, Inc.</p> <hr/> <p>David Braslau Associates, Inc.</p>	<p>Pillsbury A Mill Complex (Minneapolis, Minnesota)</p> <p>ENVIRONMENTAL ASSESSMENT WORKSHEET</p>	<p>FIGURE 21.2 Site Plan</p>
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Final Findings of Fact and Record of Decision for the Environmental Assessment Worksheet for the Pillsbury A Mill Project

Stone Arch Apartments

The Stone Arch Apartments are located to the east of the Pillsbury A Mill complex site, just east of 6th Avenue SE. A TDMP was prepared for this development in August 2001. That development includes 265 rental units. According to the TDMP, full occupancy was anticipated by the end of 2003. The development was not yet occupied when traffic counts were collected in June and November of 2003 and, thus, will be accounted for as part of the no-build traffic conditions.

CONSIDERATION OF POSSIBLE ROADWAY IMPROVEMENTS

City staff and Mn/DOT identified the following three possible future roadway improvements in the area:

- Granary Parkway - an easterly extension of 2nd Street into the SEMI redevelopment area
- Connection of Main Street to East River Road
- Replacement of the I-35W bridge over the Mississippi River (2015-2025)

The I-35W river bridge will not be completed until three to 13 years after the proposed development is finished. Major questions still exist regarding when, if ever, the other two potential improvements would be completed. Though the connection between Main Street and East River Road would provide benefits for the study area, the prudent decision is to not specifically account for either this possible improvement or the Granary Parkway project. In addition to the uncertainty of these projects, another reason to not consider either such project in the traffic analysis is that the traffic volumes at critical intersection on University Avenue and 4th Street are higher and more conservative without these improvements.

FRAMEWORK FOR TRAFFIC FORECASTS AND ANALYSES

In conjunction with City staff, existing volumes and trip generation estimates were reviewed in order to determine which of the peak hours would experience greater impact. Due to the fact that both the existing volumes and preliminary trip generation estimates are higher in the p.m. peak hour, the decision was made with City staff to only examine the p.m. peak hour.

Based on discussions with City staff, the following ten intersections have been selected for p.m. peak hour forecasts and analyses:

University Avenue intersections with:

- 1st Avenue SE
- Hennepin Avenue
- Central Avenue
- Southbound I-35W On-Ramp
- Northbound I-35W Off-Ramp

4th Street intersections with:

- 1st Avenue SE
- Hennepin Avenue
- Central Avenue
- Southbound I-35W Off-Ramp
- Northbound I-35W On-Ramp

The locations of these intersections were illustrated in FIGURE 21.1 with the project location. In addition to examining the p.m. peak hour traffic operations at these ten intersections, this analysis addresses the potential need for traffic signal control at the intersection of University Avenue with 6th Avenue SE. It was concluded in conjunction with City staff that it is unlikely the proposed development would impact any other intersections.

Traffic impacts are typically considered for the year following expected completion of development. Accordingly, traffic volumes and analyses will be established for the following three scenarios:

- 2003 Existing
- 2013 No-Build (Includes growth to background traffic and traffic associated with other anticipated development)
- 2013 Post-Development (Adds proposed A-Mill development traffic to 2013 No-Build volumes)

Final Findings of Fact and Record of Decision for the Environmental Assessment Worksheet for the Pillsbury A Mill Project

FIGURE 21.3 illustrates the functional classification of important roadways in the vicinity of the development site. Nearby existing signalized intersections are also illustrated in this figure. The University Avenue SE/4th Street SE one-way pair provides access between the development and I-35W and the University of Minnesota. 2nd Street SE also provides access to areas east of I-35W, avoiding traffic congestion at the interchange of University Avenue SE/4th Street SE with I-35W. There are two primary routes to/from downtown and the development. The first is provided by Main Street SE and its connection with Hennepin and 1st Avenues. 2nd Street SE provides convenient access between the development and downtown via Central Avenue.

Based on a review of the daily traffic volumes on major roadways in the vicinity of the development, traffic volumes in the area of the development are declining slightly or remaining relatively steady. To be conservative and to be consistent with other traffic studies performed in the City of Minneapolis, a 1% annual background growth factor will be used.

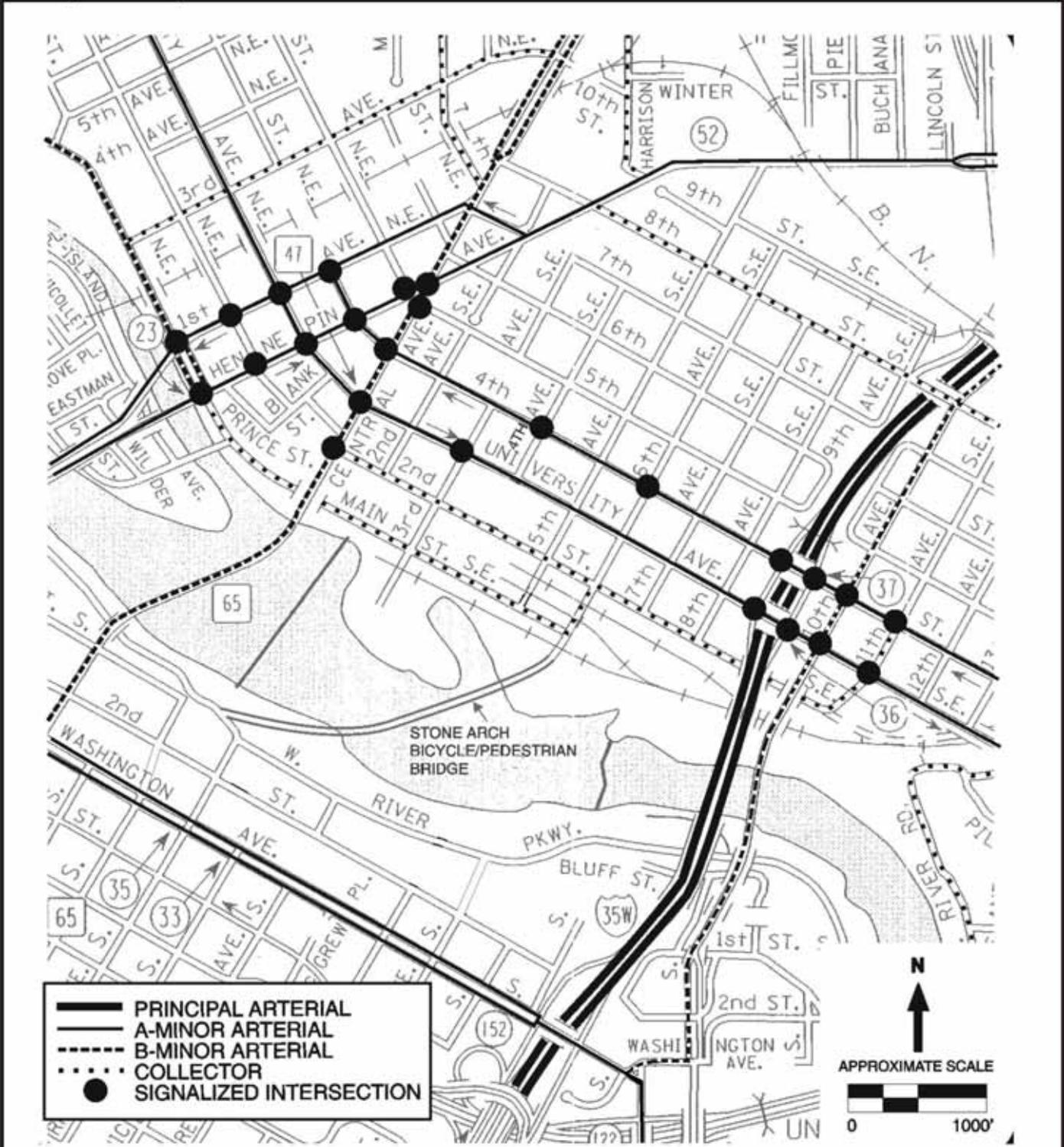
TRIP GENERATION

To establish trip generation rates for the residential components of the proposed development, peak hour driveway counts were recorded at the nearby La Rive and Winslow House developments. These developments are both less than three blocks from the proposed development site and, as we understand, have similar types of units and tenants as are expected at the proposed development.

The Winslow House has 56 dwelling units and the La Rive has 118, for a combined total of 174 dwelling units. In the a.m. peak hour, 35 trips were observed at both developments, which according to a manager of one development were at or very near full occupancy at the time of observation, yielding a trip generation rate of 0.201 trips per dwelling unit. In the p.m. peak hour, 62 total trips were observed at the two developments, yielding a trip generation rate of 0.356 trips per dwelling unit.

The two surveyed developments and the proposed development are most similar to the Institute of Transportation Engineers (ITE) land use classification of High-Rise Residential Condominium/ Townhome. City staff inquired about the validity of using smaller developments as models for a much larger development such as the proposed development. ITE data indicates that as the number of dwelling units for a development increases, the trip generation rate per dwelling unit decreases. Trip generation rates published by ITE for this land use with 1095 dwelling units are 0.316 and 0.354 trips per dwelling unit in the a.m. and p.m. peak hours, respectively.

Since the proposed residential development will be quite similar to the LaRive and Winslow House developments, the actual trip generation rates for those developments have been used for the new residential development.



Source: Benshoof & Associates, Inc.

SchaferRichardson, Inc.
 David Braslau Associates, Inc.

Pillsbury A Mill Complex
 (Minneapolis, Minnesota)
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FIGURE 21.3
 Existing Functional Classification
 and Signaled Intersections

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Although the residential component of the proposed development is the most significant, the development plan also includes small retail components. For the retail components, trip generation rates observed at small neighborhood retail development, the Lyndale Shops in Bloomington, were used. The survey at the Lyndale Shops development resulted in a gross generation of 6.27 trip ends per 1,000 square feet. This trip generation rate is higher than the rate of 6.15 trip ends that would be calculated using shopping center trip generation data published by ITE. To account for the trips to and from the development by bus, walking, biking, or trips shared with other uses on the site, the gross trip generation of retail uses has been reduced by a factor of 20%.

Table 21.1 presents the PM peak hour and daily trip generation forecast for the current development plan.

Table 22.1 PM Peak Hour and Daily Trip Generation for Pillsbury A Mill Redevelopment

Land Use	Size	Entering Rate	Exiting Rate	Entering Trips	Exiting Trips	P.M. Total	Daily Total
Residential	1,095 Dwelling Units	0.256	0.110	269	121	390	4288
Retail	105,000 sq. ft.	2.56	2.46	269	258	527	6044
			Total	538	379	917	10332

Table 21.2 presents the trip generation projections for other developments that are included in the 2013 no-build scenario. Trip generation of the anticipated Diageo site was estimated using the same trip generation rates as those used for development on the A Mill site. The Diageo site, located at the SW corner of 3rd Avenue SE and 2nd Street SE, is a 38,115 square foot parcel that is being sold as a redevelopment site. It will not be developed as part of the A Mill project. Trip generation for the Stone Arch Apartments was obtained from the August 6, 2001 TDMP for that development. Trip generation for the SEMI redevelopment area was obtained from the May 2, 2000 SEMI/Bridal Veil AUAR. For the purpose of the 2013 traffic forecasts, we have assumed that 50% of the Mid-Intensity alternative would be completed by 2013.

Table 22.2 PM Peak Hour Trip Generation for Other Developments

Development / Land Use	Size	Entering Trips	Exiting Trips	Total
Diageo Site				
Residential	150 Dwelling Units	37	16	53
Retail	8,800 sq. ft.	23	22	45
Stone Arch Apartments				
Apartments	265 Units	68	43	111
SEMI Redevelopment				
Residential, Commercial, Industrial Uses		661	652	1313

TRIP DISTRIBUTION

The following items were considered when establishing the anticipated distribution of new trips for the proposed development:

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- Functional classification of roadways and existing traffic volume levels.
- A sample survey conducted of the destinations of residents leaving the Winslow House development. This survey was completed on two separate mornings in June 2003. A total of 26 vehicles were followed from the development in order to find the direction of their destination. 57% of the vehicles proceeded southbound on Hennepin Avenue, 12% eastbound on 2nd Avenue and 12% to the north on I-35W. The remaining vehicles were spread across several destinations.
- Trip distribution projections from the Stone Arch Apartments TDMP.

FIGURE 21.4 illustrates the anticipated distribution of new trips for the Pillsbury A Mill site redevelopment.

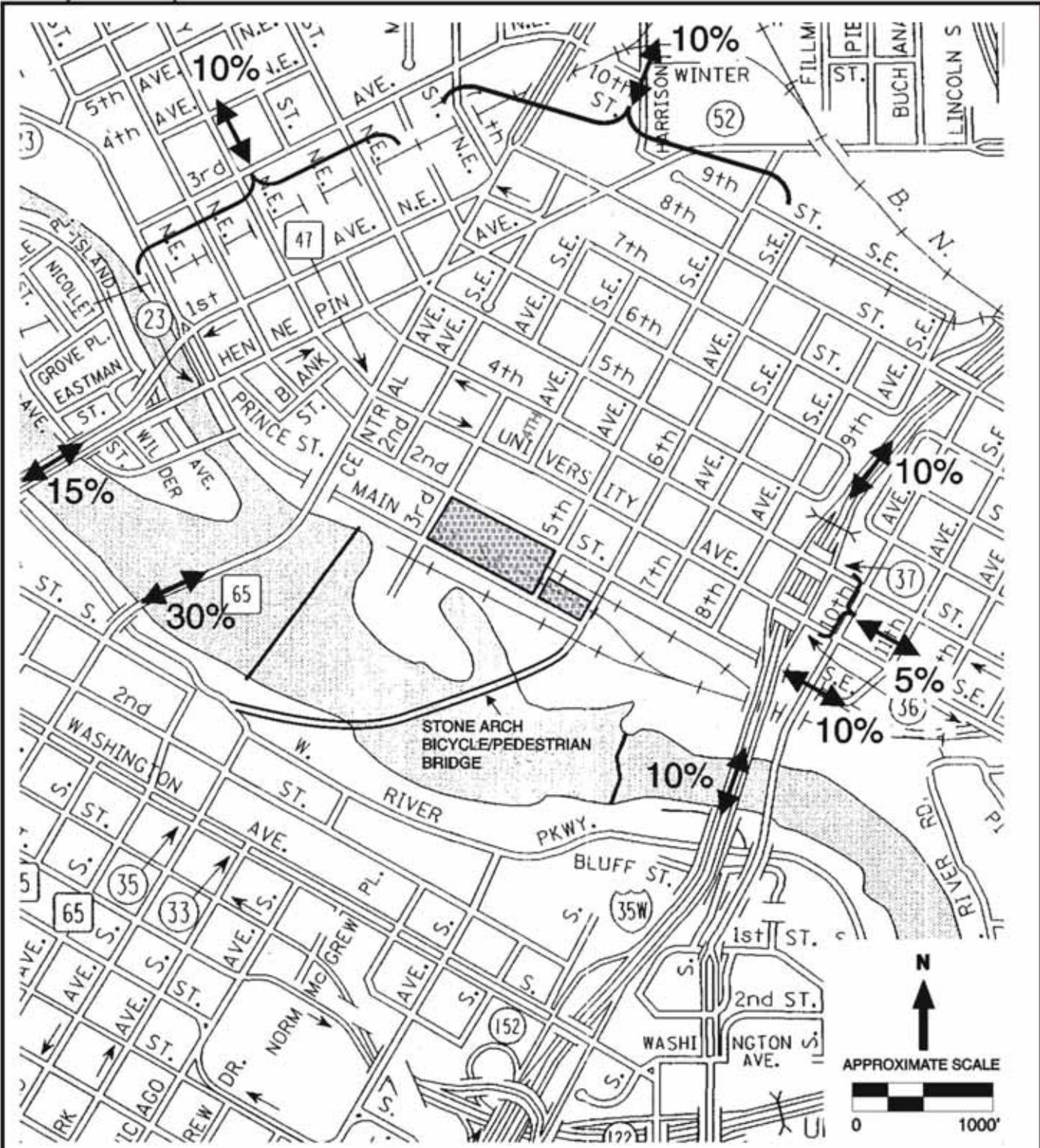
TRAFFIC FORECASTS

Existing traffic volumes were recorded all intersections in June 2003, except for the University Avenue SE and 4th Street SE intersections with the I-35W off-ramps. Counts at these two intersections were conducted in November 2003, not in June 2003.

The following specific tasks were accomplished to establish the traffic volume projections:

1. Turn movements counts were taken at two of the 4th Street / University Avenue intersections with I-35W in June, and two were taken in November. The specific reason for counting the two intersections in November is to provide a basis to adjust all volumes to the November time period when the University of Minnesota was in session.
2. 2003 turning movements were increased to 2013 levels using a 1% annual background growth factor.
3. Traffic generated by other anticipated development was added to the roadway system.
 - Stone Arch Apartments
 - SEMI Redevelopment area
 - Diageo Site
4. Traffic generated by the proposed redevelopment were added to the roadway system. Parameters for trip generation forecasts and trip distribution forecasts were discussed in prior sections.

FIGURE 21.5 and FIGURE 21.6 presents the PM peak hour traffic volumes for each of the examined intersections.



Source: Benshoof & Associates, Inc.

SchaferRichardson, Inc.
 David Braslau Associates, Inc.

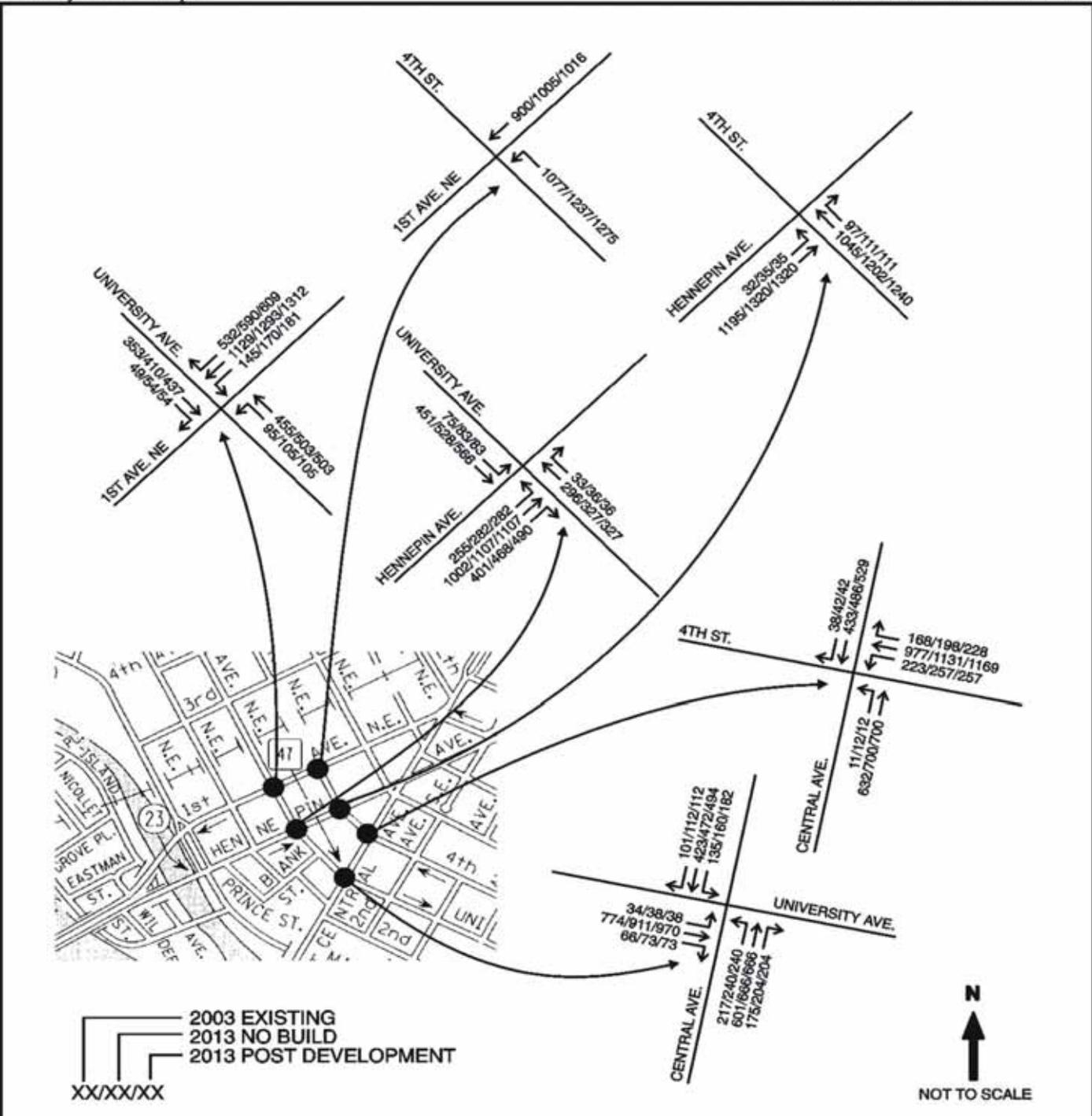
Pillsbury A Mill Complex
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FIGURE 21.4
 Distribution of New Trips

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A Mill Project

Pillsbury A Mill Complex

Environmental Assessment Worksheet



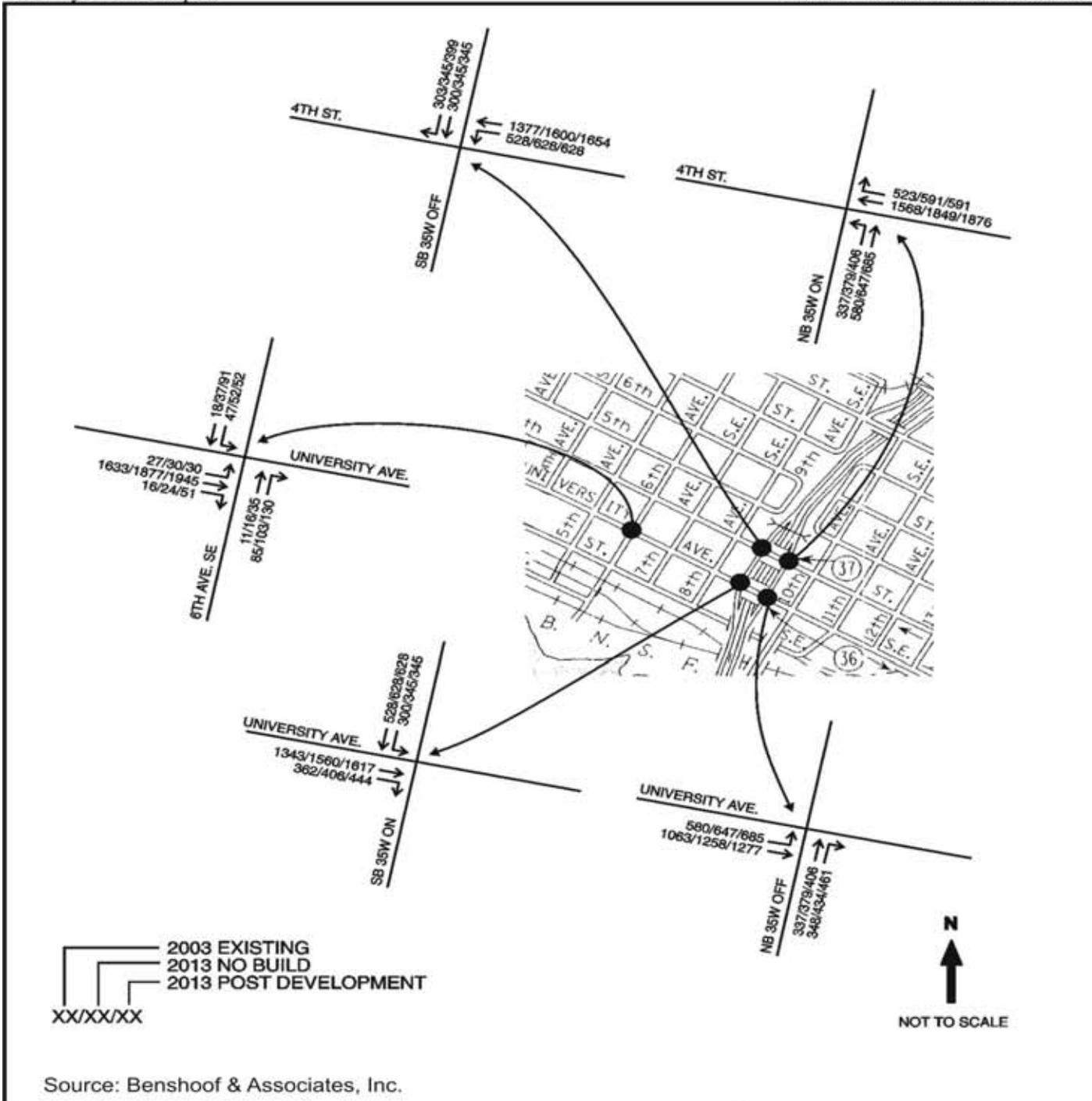
Source: Benshoof & Associates, Inc.

SchaferRichardson, Inc.	Pillsbury A Mill Complex (Minneapolis, Minnesota)	FIGURE 21.5
David Braslau Associates, Inc.	ENVIRONMENTAL ASSESSMENT WORKSHEET	PM Peak Hour Volumes Westerly Intersections

Final Findings of Fact and Record of Decision for the Environmental Assessment Worksheet for the Pillsbury A Mill Project
A Mill Project

Pillsbury A Mill Complex

Environmental Assessment Worksheet



Source: Benschopf & Associates, Inc.

<p>SchaferRichardson, Inc.</p> <hr/> <p>David Braslau Associates, Inc.</p>	<p>Pillsbury A Mill Complex (Minneapolis, Minnesota)</p> <p>ENVIRONMENTAL ASSESSMENT WORKSHEET</p>	<p>FIGURE 21.6</p> <p>PM Peak Hour Volumes I-35W Intersections</p>
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INTERSECTION ANALYSES

In order to better understand how the intersections operate from an overall traffic capacity standpoint, capacity analyses were performed for each of the ten intersections using Synchro traffic analysis software using the 2003 existing, 2013 no-build, and 2013 post-development traffic volume forecasts. Capacity analysis results are presented in terms of level of service (LOS), which ranges from A to F. Level of service A represents the best intersection operation, with very little delay for each vehicle using the intersection. Level of service F represents the worst intersection operation, with excessive delay. The City of Minneapolis strives to achieve LOS D or better for operations of intersections during typical peak hours, while recognizing that major constraints may limit operations at a few intersections to LOS E.

The capacity analyses were completed using the existing intersection geometrics and existing traffic signal timing information provided by the City of Minneapolis. Table 21.3 presents a summary of the capacity analyses. For each of the examined intersections, the overall intersection level of service is presented for the existing, 2013 no-build, 2013 post-development scenarios. Following the table, the capacity analyses for each intersection are discussed in detail, including potential mitigation measures for intersections that experience capacity difficulties. Detailed capacity analysis worksheets, addressing queuing and delay for each movement of each approach for all intersections, have been provided to City staff.

Table 22.3 Intersection Levels of Service

Intersection	2003 Existing	2013 No Build	2013 Post Development
1 st Avenue SE and 4 th Street SE	C	E	E
1 st Avenue SE and University Avenue SE	B	B	C
Hennepin Avenue and 4 th Street	E	F	F
Hennepin Avenue and University Ave. SE	B	B	B
Central Avenue and 4 th Street SE	B	C	D
Central Avenue and University Ave. SE	C	D	E
SB I-35W Ramps and 4 th Street SE	B	B	B
SB I-35W Ramps and University Ave. SE	B	C	C
NB I-35W Ramps and 4 th Street SE	D	E	E
NB I-35W Ramps and University Ave. SE	B	B	B

1st Avenue SE and 4th Street SE

1st Avenue is one-way in the southwest direction and 4th Street SE is one-way in the northwest direction. 4th Street SE forms a T-intersection with 1st Avenue SE. Three through lanes are provided on 1st Avenue SE and dual left turn lanes are provided from 4th Street SE. This intersection currently operates at level of service C. Additional traffic added to the intersection in the 2013 no-build and post-development scenarios would drop the LOS to E. The current signal timing provides the best operation for this intersection.

1st Avenue SE and University Avenue SE

1st Avenue SE provides one-way operation in the southwest-bound direction, with a left/through shared lane, one dedicated through lane, one shared through/right turn lane and one dedicated right turn lane. University Avenue SE provides two lanes in each direction. Level of service B operations are provided under the 2013 no-build scenario, and level of service C operations are provided under the 2013 post-development scenario. Although the post-development scenario has one lower level of service grade, the resultant level of service C still is fully acceptable, and the total intersection delay increases less than two seconds from the 2013 no-build scenario.

Hennepin Avenue and 4th Street SE

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Hennepin Avenue and 4th Street SE are both one-way roadways, and each provides three lanes in each direction. The left/through lane on Hennepin Avenue accommodates left turns to 4th Street SE, in addition to through traffic. Similarly, the right through lane on 4th Street SE accommodates right turns to Hennepin Avenue. The intersection of Hennepin Avenue and 4th Street SE currently operates at LOS E. Additional traffic added to the intersection under the 2013 no-build and post-development scenarios would cause the level of service to drop to LOS F.

Minor adjustments to the traffic signal timing would allow this intersection to operate at LOS E under the 2013 post-development scenario. Specifically, shifting 4 seconds of time from Hennepin Avenue to 4th Street SE would be required. One potential option to further improve level of service at this intersection would be the addition of a dedicated right turn lane on 4th Street SE. This lane could likely be provided through removal of on-street parking. Consideration regarding the locations of bus stops at this intersection should be given prior to implementing such a measure. If the dedicated right turn lane were added, the intersection would operate at LOS D under the 2013 post-development scenario.

Hennepin Avenue and University Avenue SE

University Avenue SE provides two lanes in each direction. Hennepin Avenue operates one-way in the northeast-bound direction and provides three lanes. Level of service B operations are expected through the 2013 post-development scenario.

Central Avenue and 4th Street SE

Central Avenue provides two lanes in each direction. 4th Street SE operates one-way in the westbound direction and provides three lanes.

Level of service B operations currently are provided at this intersection. Under the 2013 no-build and post-development scenarios, level of service C and D operations are expected, respectively. The average intersection delay increases by about seven seconds between the 2013 no-build and post-development.

Central Avenue and University Avenue

At the intersection with University Avenue SE, each approach of Central Avenue provides one right turn lane, one through lane, and one shared through/left turn lane. University Avenue SE provides two lanes in each direction west of Central Avenue and three lanes in the eastbound direction east of Central Avenue, where it is a one-way roadway. This intersection currently operates at LOS C in the p.m. peak hour. Due to increases in background traffic, this intersection is expected to operate at LOS D in the 2013 no-build PM peak hour. Although the Pillsbury A Mill Redevelopment only adds about 100 cars (3.5%) to the total intersection volume, the level of service under the 2013 post-development scenario is expected to be at E. The average intersection delay increase by about ten seconds between the no-build and post-development scenarios of the 2013 PM peak hour.

Level of service D operations could be achieved under the 2013 post-development scenario by adjusting the traffic signal timing by decreasing the lead for southbound Central Avenue from 14 seconds to 11 seconds, reducing the Central Avenue through phase by two seconds, and increasing the University Avenue green phase by five seconds.

SB I-35W Ramps and 4th Street SE

4th Street SE provides two dedicated westbound through lanes and a shared through/left turn lane. The off-ramp from southbound I-35W provides one through lane, one through/right turn shared lane, and one exclusive right turn lane. Level of service B operations are expected during the PM peak hour at this intersection through the 2013 post-development scenario.

SB I-35W Ramps and University Avenue SE

University Avenue SE operates one-way and provides three eastbound lanes. The southbound approach provides one through lane, one shared through/left turn lane, and one dedicated left turn lane. Level of service B operations are currently experienced in the PM peak hour. Under the 2013 no-build and post-development scenarios, level of service C operations are expected in the PM peak hour.

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NB I-35W Ramps and 4th Street SE

4th Street is one-way served by three westbound through lanes and a right turn lane. The roadway to northbound I-35W is a one-way street with one through lane and one left turn lane. This intersection is the critical intersection of the interchange in the PM peak hour. Currently, this intersection operates at LOS D in the PM peak hour. Due to traffic growth associated with the SEMI redevelopment and general background traffic growth, this intersection is expected to operate at LOS E in the 2013 no-build PM peak hour. Level of service E operations will continue under the 2013 post-development scenario..

Level of service D operations could be achieved through slight modifications in traffic signal timing, namely to shift five seconds of green time from the northbound approach to the westbound approach.

NB I-35W Ramps and University Avenue

The off-ramp from northbound I-35W provides two northbound through lanes and dual northbound right turn lanes. University Avenue SE provides two dedicated eastbound through lanes and one shared through/left turn lane. Level of service B operations are anticipated under each of the scenarios through 2013.

SIGNAL WARRANT ANALYSIS FOR 6TH AVENUE AND UNIVERSITY AVENUE INTERSECTION

Questions have been raised regarding the need for traffic signal control at the intersection of 6th Avenue SE with University Avenue SE. The peak hour warrant for traffic signal control has been evaluated using the p.m. peak hour traffic forecasts that have been prepared for the intersection of University Avenue SE and 6th Avenue SE. The peak hour warrant is satisfied when the approach volume of the minor street approach and the approach volume on the major street approach exceed certain threshold levels. For a major street with a volume of 1600 vehicles per hour or greater, the minimum total minor street volume of one approach must exceed 100 vehicles per hour. The approach volumes at this intersection are presented in Table 21.4.

Table 22.4 Approach Volumes at University Avenue and 6th Avenue SE Intersection

Scenario	University Avenue SE Approach	Southbound 6 th Avenue SE Approach			Northbound 6 th Avenue SE Approach		
		Through	Left	Total	Through	Right	Total
2003 Existing	1633	18	47	65	11	85	96
2013 No Build	1877	37	52	89	16	103	119
2013 Post Dev	1945	91	52	143	35	130	165

As indicated in Table 21.4, the minimum threshold total approach volume is not exceeded with the existing traffic volumes. Under the 2013, no-build scenario, the northbound approach volume exceeds 100 vehicles per hour; however, it is composed mostly of right turning traffic. Although the criteria of the warrant are technically met under the 2013 no-build scenario, traffic signal control would probably not be justified considering that right turn movements can occur easily without the benefit of traffic signal control.

Under the 2013 post-development scenario, both the north and south approaches exceed the 100 vehicle per hour threshold. An estimate of four-hour and eight-hour volumes was performed using hourly traffic patterns on similar streets. Based on these estimates, there is a high likelihood that this intersection would meet the four-hour and eight-hour traffic signal warrants for the 2013 post-development scenario and would come very near the thresholds for the 2013 no-build scenario. Thus, strong justification exists for future traffic signal control at this intersection. Traffic operations at the University Avenue SE intersection with 6th Avenue SE should be monitored, and traffic signal control should be implemented when a traffic signal warrant analysis based on the traffic volumes at that time indicate that signal control is warranted and justified.

EXHIBIT G: Illustrations A & B



EXHIBIT G: Illustrations C & D



EXHIBIT G: Illustration E



EXHIBIT H

Request for Action

EXHIBIT I

Memo from Benshoof and Associates