

Department of Community Planning and Economic Development  
Planning Division

**Certificate of Appropriateness**  
BZH-26309

**Date:** December 13, 2011

**Proposal:** Certificate of Appropriateness for New Construction

**Applicant:** Jim LaValle, Doran Companies

**Address of Property:** 501 Main Street Southeast

**Project Name:** Mill and Main

**Contact Person and Phone:** Jim LaValle, (952) 288-2006

**Planning Staff and Phone:** Aaron Hanauer, 612-673-2494

**Date Application Deemed Complete:** November 28, 2011

**Publication Date:** December 6, 2011

**Public Hearing:** December 13, 2011

**Appeal Period Expiration:** December 23, 2011

**Ward:** 3

**Neighborhood Organization:** Marcy Holmes Neighborhood Association

**Concurrent Review:**

1. The new construction proposal will require land use approvals approved the City Planning Commission
2. A Certificate of Appropriateness application for alterations to the Great Northern Railway Spur
3. Expect Certificate of Appropriateness applications from Dominion in January of February 2012

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**Attachments:**

Attachment A: Materials submitted by CPED staff –

- A1: Context Map
- A2: Saint Anthony Falls Historic District Map
- A3-A5.1: Aerials
- A6: Great Northern Rail Spur Corridor
- A7-A23: May 17 HPC Meeting Minutes
- A24-A39: July 12 HPC Meeting Minutes
- A40-A43: Incomplete Letter Dated 8.16.2011
- A44-A45: Incomplete Letter Dated 10.3.2011
- A46-A71: Addendum to Analysis of Effects for the Proposed Pillsbury “A” Mill Complex Project

Attachment B: Materials submitted by Applicant –

- B0.1-B0.3: Doran Companies Letter: 11.07.11
- B04-B0.5: Doran Companies Letter: 11.28.11
- B1-B2: Certificate of Appropriateness Application
- B3-B4: Doran Companies Memo: 11.07.11
- B5: City of Minneapolis Finance Memo: 11.02.11
- B6: Traffic Review of Mill and Main Site Access: 11.03.11
- B7-B8: Property Information
- B9-B11: Blank
- B12: Council Member and Neighborhood Notification: 10.25.11
- B13-B38: Narrative and Findings: 9.15.11
- B39-B47: Archeological Literature Search: 7.21.11
- B48-B63: Material Information
- B63.1: Rail corridor close up
- B64-B69: Title Sheet, Aerials, Images, and Shadow Studies
- B70-B74: Floor Plans: 11.07.11
- B75-B93: Elevations: 11.07.11
- B94: Details: 11.07.11
- B95-B96: Existing Condition Site Plan: 8.16.11
- B97: Composite Site Plan: 9.14.11
- B98: Composite Landscape Plan: 11.03.11
- B99: Composite Parking Plan: 9.14.11
- B100: Phasing Plan: 9.14.11
- B101: Historic Resources Plan: 9.14.11
- B102: Phase One Removal Plan: 8.16.11
- B103: Phase One Site Plan: 8.16.11
- B104: Phase One Landscape Plan: 8.16.11
- B105: Phase One Grading and Erosion Control Plan: 8.16.11
- B106: Phase One Utility Plan: 8.16.11
- B107-B108: Phase One Details: 8.16.11
- B109-B111: Building Renderings: submitted 11.29.11

Attachment C: Public Comments

- C1: Marcy Holmes Neighborhood Association Letter: 10.19.11
- C2-C4: Minneapolis Riverfront Partnership Letter: 8.12.11

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Oblique view looking northwest, circa 1948, Source: Minnesota Historical Society

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Looking northwest from 6<sup>th</sup> Avenue Southeast and Main Street, 2011, Doran Companies

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<b>CLASSIFICATION:</b>	
Local Historic District	Saint Anthony Falls Historic District
Period of Significance	1858-1940
Criteria of significance	Architecture and Social Significance
Date of local designation	1971
Applicable Design Guidelines	- Saint Anthony Falls Historic District Guidelines - Secretary of Interior Standards for Treatment of Historic Properties

<b>PROPERTY INFORMATION</b>	
Current name	501 Main Street
Historic Name	501 Main Street
Current Address	501 Main Street
Historic Address	501 Main Street
Original Construction Date	N/A
Original Contractor	N/A
Original Architect	N/A
Historic Use	Industrial
Current Use	Vacant
Proposed Use	Residential

**BACKGROUND:**

The Pillsbury A Mill Complex is located in the Saint Anthony Falls Historic District and within the East Bank Milling area sub district (Appendix A2). The A-Mill Complex is one of three national historic landmarks in the City of Minneapolis. The subject property, 501 Main Street Southeast, is part of the A-Mill Complex. It was the location of the Pillsbury Flour Mills Company Warehouse Number Four until approximately 1969, when Warehouse Four was demolished (Attachment A5 and A5.1).

The Pillsbury A Mill Complex contains ten contributing resources consisting of two structures and eight buildings; the complex also contains two non-contributing resources.

- Pillsbury Water Power System Infrastructure (1881) (*contributing structure*)
- Great Northern Railway Corridor (ca 1880- ca1916) (*contributing structure*)
- Pillsbury “A” Mill (1880-1881) (*contributing building*)
- Machine Shop (1916) (*contributing building*)
- Warehouse II (1918-1919) (*contributing building*)
- South Mill (1916-1917) (*contributing building*)
- Warehouse I (1917) (*contributing building*)
- Cleaning House (1914-1917) (*contributing building*)
- Red Tile Elevator (1910) (*contributing building*)
- White Concrete Elevators (1914-1916) (*contributing building*)
- Manildra Hydroprocessing Building (*non-contributing building*)
- Research & Development Annex Building (*non-contributing building*)

**Great Northern Railway Corridor**

The rail spurs that served the Pillsbury “A” Mill complex connect to the St. Paul, Minneapolis & Manitoba (StPM&M) Railroad Company line, which extended from St. Paul to Minneapolis across the Mississippi River on the Stone Arch Bridge. The StPM&M’s lines were leased to the Great Northern Railway in 1890 and sold to that railway in 1907, as all the properties controlled by James J Hill were consolidated in the Great Northern Railway.

The 2005 study identifies that there were two separate Great Northern Railway Spur corridors serving the Pillsbury “A” Mill when it was constructed in 1881 a mid-block spur corridor and a Main Street SE spur corridor. Both the spurs connected with the Great Northern Railway line near the foot of 9<sup>th</sup> Avenue SE. The mid-block spur corridor and Main Street SE corridor are impacted by Doran’s proposal from 6<sup>th</sup> Avenue Southeast to 5<sup>th</sup> Avenue Southeast (see Attachment B101 and B102).

**Mid-block Spur Corridor**

The main spur ran along the alignment of a mid-block alley between Main and Second Streets SE. This spur ended at 3<sup>rd</sup> Avenue SE on the Pillsbury “A” Mill property. By 1890 this spur had expanded to have two additional lines and a series of sidings located between 4<sup>th</sup> and 6<sup>th</sup> Avenues SE. The number of spur lines was increased, probably in conjunction with

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construction of the Red Tile and Concrete elevators by 1916. One of the three main spur lines that terminated at 3<sup>rd</sup> Avenue SE, the one closest to Main Street SE, remains on the former Pillsbury property.

**Main Street SE Spur Corridor**

Another group of spur lines ran along both sides of Main Street SE. A line on the north side of the street extended as far northwest as the Salisbury & Satterlee Company Property [now St. Anthony Main]. A spur on the south side of Main Street SE had siding that served lumberyards along the Mississippi River. By 1912 a spur on the north side of Main Street SE provided a siding in front of the Pillsbury “A” Mill facility. The configuration of the spur and siding along Main Street SE remained the same.

The Great Northern Railway Corridor is a contributing resource to the St Anthony Falls Historic District and the Pillsbury A Mill Complex. The resource was present throughout the period of significance. The 2005 study states that the corridor was “an essential transportation link that delivered grain to and transported flour from the facility.”

**BACKGROUND ON PAST AND CURRENT PROPOSALS**

The Pillsbury “A” Mill Complex was the site of an approved rehabilitation and development project in the mid-2000s. The project received city approvals in 2006, but the development did not occur due to market conditions. The owner and developer repositioned the project over the past few years to find new innovative uses for the site. The property went into foreclosure in the fall of 2010. On November 15, 2010 a Sherriff’s sale occurred and the property went back into control of a coalition of banks, who underwrote the original project. In January 2011 the previous developer gave up their rights to the six month redemption period and returned the title of the property to the banks.

The property is currently owned by BNC Bank. In early 2011 the bank signed purchase agreements with two developers for portions of the Pillsbury A Mill Complex: Doran Companies and Dominion Development.

CPED has worked with Doran Companies and Dominion since April 2011 to create a comprehensive redevelopment plan that takes into consideration the protection of the important aspects of the project and to treat the complex as a whole. To address these development concerns CPED has asked that both developers work together and provide a comprehensive and coordinated plan for the Pillsbury A Mill Complex. Over the past few months the developers have demonstrated that they have done this (Attachment B97-B101). The developers, Doran Companies and Dominion, have also presented to the Heritage Preservation Commission to gain feedback.

**Dominium Proposed Project**

Dominium has a purchase agreement for the eight contributing buildings. Dominion’s agreement includes portions of the Great Northern Railway Spur Corridor, a contributing resource to the St. Anthony Falls Historic District. Dominion plans to rehabilitate the Pillsbury A-Mill, South Mill, Cleaning House, Warehouse I, Red Tile Elevator and Warehouse II into approximately 250 affordable live-work apartments with shared common space in the A-Mill

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Complex of building. Dominion plans to sell the Machine Shop to a commercial user and plans to retain in-place the white concrete grain elevators.

Dominion plans to build an underground ground parking ramp to accommodate the required parking for the project's tenants. The ramp will be located below the Great Northern Railway corridor between the A-Mill, Cleaning House and Red Tile Elevator and the White Concrete Elevators. Additional surface parking spaces will be provided in the Great Northern Railway corridor and between the Machine Shop and the White Concrete Elevators.

### **Doran Companies Proposed Project**

Doran Companies signed a purchase agreement for the property at 413-501 Main Street Southeast that contains the two non-contributing buildings adjacent to the Red Tile Elevator and for a portion of the site that is clear of buildings located between the former right of way for 5th Avenue SE and 6th Avenue SE (Attachment A1, A3, and B100). Doran's purchase agreement includes portions of the Great Northern Railway Spur Corridor, a contributing resource to the St. Anthony Falls Historic District.

Doran Companies is proposing a two-phase project for the property at 501 Main Street Southeast and the neighboring property at 413 Main Street Southeast (Attachment A1, A3 and B100). The Applicant brought the proposal to the May 17 and July 12 Heritage Preservation Commission business meetings as a concept review to gain feedback.

### **Doran Companies Phase I**

The parcel at 501 Main Street Southeast is the proposed location of Phase I of the Doran project and the subject of this COA application (referred to as Building 1 or Mill and Main). This was the location of the Pillsbury Flour Mills Company Warehouse Number Four until approximately 1969, when it was demolished (Attachment A5 and A5.1). The site at 501 Main Street now contains a surface parking lot and four rail lines (Attachment B95). The parking lot is approximately the shape of the previous building (Attachment A4-A5.1). Phase I is proposed to be a new 184-unit apartment building that will extend along Main Street Southeast between Fifth and Sixth Avenues Southeast. Doran's plan for the rail corridor is contained in another Certificate of Appropriateness application (BZH 27050).

### **Doran Companies Phase II**

Doran's other development site has been referred to as "Phase II" and is located on the site of the two non-contributing buildings at 413 and 425 Main Street Southeast (Attachment A3). This site is not part of this Certificate of Appropriateness application. CPED understands that Doran's plans to develop this site is anticipated for April 2014 (see Attachment B100).

### **DEVELOPMENT ISSUES FOR THE COMPLEX**

In the spring of 2011 the Pillsbury A Mill Complex was listed on the Preservation Alliance of Minnesota 10 Most Endangered Historic Property List. It was also listed on the National Trust for Historic Preservation 11 Most Endangered Historic Property List, a nationwide list. The property received this state and national recognition over concerns that the foreclosure would result in the property being "broken up for piecemeal development, an outcome that could have negative consequences for the site's historic buildings and landscape. Buildings that are

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more challenging to rehabilitate could sit vacant for years, deteriorating due to lack of maintenance and vandalism.” With the imminent proposals for rehabilitation and new construction, the issue of the buildings sitting vacant for years is less of concern, but until the buildings are rehabbed and occupied this is still a valid concern.

**Parking**

Dominium is proposing 38 surface parking spaces in the Great Northern Railway corridor. Dominion plans to provide 154 parking spaces in an underground parking structure that sits below the Great Northern Railway Corridor and the surface parking lot between the Machine Shop and the White Concrete Elevators (Attachment B99). In July 2011, the HPC reviewed three concepts for the treatment Great Northern Railway corridor. In reality these were three variations in treatment of one concept that provided all the parking for the historic buildings in a surface lot located in the Great Northern Railway corridor. Based on the feedback by the HPC and numerous other stakeholders Dominion has redesigned the parking for the historic buildings.

One of the concerns that arise with the dividing the complex into two separate development projects is the ability to provide sufficient parking for the proposed re-use of the historic buildings that satisfy both market needs and bank financing. The successful rehabilitation of the Pillsbury “A” Mill Complex is dependent upon marketability and financing. Some level of on-site parking is necessary for apartment buildings to be successful. More importantly the Applicant states that financiers require some on-site parking.

The proposed division of the complex into two separate development projects complicates the ability to provide parking for the historic buildings in the new development sites and requires the parking need to met on the site being purchased by Dominion. There is a potential to provide shared parking on the site being purchased by Doran, but both developers identify this as complicating financing and their developments further.

The proposed rehabilitation of the historic buildings is also dependent upon receiving federal and state historic tax credits. The tax credits will provide up to forty percent of the redevelopment financing for the project. To receive the tax credits the project must meet the Secretary of the Interior Standard’s for the Treatment of Historic Properties. Providing parking in the rail corridor was a concern of the National Park Service during development of previous developer’s plans for the complex. If the National Park Service does not approve of the proposed underground parking for the historic buildings, or the proposed underground parking is not feasible due to structural or financial issues the Pillsbury A-Mill Complex will face difficult challenges to overcome to provide enough parking to satisfy the project’s financiers. Although this does not destroy the integrity of the Great Northern Railway corridor, this will impact the project’s ability to receive historic tax credits.

**Treatment of the Great Northern Railway Corridor & the Cultural Landscape of Pillsbury A Mill Complex**

A potential pitfall of the strategy to divide the complex into two separate development projects is that features and resources common to the complex might not be treated holistically, which would be an insensitive and perhaps destructive treatment of those resources and features. The proposed division of the complex, between two different developers, straddles the Great

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Northern Railway Corridor. The division of the property could result in two different treatments of the cultural landscape of the Pillsbury A Mill Complex, which historically was one site.

To address these development concerns CPED has asked that both developers work together and provide the following for the entire Pillsbury A Mill Complex. It is the expectation by CPED that these items would be part of any complete certificate of appropriateness application.

- A proposed site plan for the entire complex
- A proposed parking plan that is proven feasible and encompasses the parking needs of the entire complex
- A proposed phasing plan for the entire complex: Provide a proposed master site plan that shows anticipated dates or phasing of rehabilitation/new construction or alteration for the entire Pillsbury A Mill complex.
- Historical Elements Survey: Provide a historical resources survey report detailing all historic elements, features of the complex including buildings, landscape features, and objects. Describe the treatment of each historic element/feature (e.g. removed, rehabilitated, remain). The identification and subsequent description of the feature and its proposed treatment should be keyed to an overall site plan.
- Certificate of Appropriateness for the Treatment of the Rail Corridor throughout the entire complex.

**SUMMARY OF APPLICATION SUBMITTAL PROCESS:**

On July 26, 2011 Doran Companies submitted a Certificate of Appropriateness application for new construction at 501 Main Street. On August 16, 2011 CPED-Planning provided Doran Companies an incomplete letter (Appendix A40-A43), several deficiencies were outlined within this letter, including the need to apply for a Certificate of Appropriateness for the treatment of the rail corridor throughout the *entire complex*.

On September 13, 2011 Doran Companies resubmitted the Certificate of Appropriateness application for new construction at 501 Main Street and submitted a Certificate of Appropriateness for the treatment of the rail corridor. On October 3 and 4, 2011 CPED-Planning provided the Doran Companies with an incomplete letter for the new construction Certificate of Appropriateness and the Certificate of Appropriateness for the treatment of rail corridor (Appendix A44-A45).

On November 7, 2011 Doran Companies submitted revised application materials for both the Certificate of Appropriateness for new construction and the treatment of the rail corridor. A letter from Doran Companies explained how the resubmittal addressed the deficiencies in the previous submittal (Appendix B3-B4).

**SUMMARY OF APPLICANT'S PROPOSAL**

The Applicant, Doran Companies, is proposing a two-phase project that includes the construction of two new apartment buildings with a total of 374 residential units. At this time, the Applicant is seeking Certificate of Appropriateness approvals for Phase I of the project, a new apartment building with 184 units at 501 Main Street Southeast (Attachment B75-B94,

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and B109-B111). The site at 501 Main Street now contains a surface parking lot that is the approximate shape of the previous building, the Pillsbury Flour Mills Company Warehouse Number Four (Attachment A5.1).

Building 1 contains 184 residential units ranging from studio apartments to three bedrooms townhomes (Attachment B25). The proposed building is a u-shaped building that is seven stories in height (Attachment B75-B94). The building is comprised of four sections that are distinguished by a use of differing building materials.

1. On the east end of Building 1 is a seven-story rectangular building built with a red brick exterior. This section features a simple masonry façade of vertical piers and horizontal spandrels made of 8-inch by 8-inch brick. The Applicant states that the purpose of this sized brick is to recall the Red Tile Elevator in the Pillsbury complex (Attachment B26, and B67). The masonry framework is a composition of glass, metal, and cement-board panels, and recessed balconies.
2. The middle section of the building continues the seven story height; however, the seven story height is setback 83 feet from the Main Street elevation (Attachment B72-B75). The middle section of the building is proposed to be constructed of hardiboard siding and contains projecting balconies. Along Main Street, the middle portion of the building is two stories with a stone veneer. The Applicant states that this section recalls the loading docks that were associated with the Main Street rail spur (Attachment B26). This section edges the public realm of the new Main Street walkway, which will contain the historic rail lines as part of the overall streetscape (B79, B109-B111).
3. To the west is the seven-story, rectangular, buff-brick section. It contains a simple masonry pier and spandrel framework. The layer behind the masonry frame contains a composition of glass metal and recessed balconies (Attachment B75-B93).
4. Connecting the west and the east sections along the north side of Building 1 is the seven-story section clad in metal panels and cement board (Attachment B77, B80). The Applicant states that the lightweight metal balconies are suspended from this section's facades in a way that recalls catwalks.

Doran Companies is proposing to start construction on Phase I in April 2012. Phase II building at 413-425 Main Street Southeast (a comparable sizes to Phase I) is targeted for construction to begin in April 2014 (Attachment B100). The property at 413-425 Main Street Southeast contains two noncontributing buildings adjacent to the Red Tile Elevator (The Minildra and the Annex). Earlier this year, the Phase I proposal included the demolition of the Minildra and Annex buildings, however, the Applicant on November 4, 2011 submitted a request to withdraw their Certificate of Appropriateness application for the demolition of these buildings.

**PUBLIC COMMENT:**

Public hearing notices for this Certificate of Appropriateness application were mailed on November 28, 2011. As of December 6, 2011, two letters have been received. A letter from the Marcy Holmes Neighborhood Association (dated October 19, 2011) expressing support for the treatment of the rail corridor "upon the developer continuing further efforts to reduce surface parking along the historic rail corridor (Attachment C1)." The Minneapolis Riverfront Partnership also submitted a letter (dated August 12, 2011) stating their riverfront goals for new construction (Appendix C2-C4).

**CETIFICATE OF APPROPRIATENESS:** Certificate of Appropriateness for demolition of a contributing building to the Saint Anthony Falls Historic District and new construction.

***Findings as required by the Minneapolis Preservation Code:***

*The Planning Division of the Minneapolis Community Planning and Economic Development Department has analyzed the application based on the findings required by the Minneapolis Preservation Ordinance. Before approving a certificate of appropriateness, and based upon the evidence presented in each application submitted, the commission shall make findings based upon, but not limited to, the following:*

**(1) The alteration is compatible with and continues to support the criteria of significance and period of significance for which the landmark or historic district was designated.**

The St. Anthony Falls Historic District is significant for the falls and the water body that was the lifeblood of Minneapolis in the 19<sup>th</sup> century. In addition, the district is significant in that it still retains important mill and industrial buildings from the 19<sup>th</sup> century and early 20<sup>th</sup> century which propelled Minneapolis to become the largest city in Minnesota (the period of significance is from 1858-1940). The most imposing of the structures within the district is the Pillsbury A Mill which is one of three national historic landmarks in Minneapolis. When looking across the river from downtown or from the Stone Arch Bridge, the Pillsbury A Mill Complex provides one of the most distinctive built landscape views in the City of Minneapolis.

The National Register of Historic Places nomination form for the 1971 listing of the St. Anthony Falls Historic District states the district's areas of significance include architecture, commerce, industry and transportation.

The St. Anthony Falls Historic District is more than a collection of buildings. The Pillsbury "A" Mill Complex and the entire milling industry that made Minneapolis would not have occurred without access to raw grain and the ability to ship its processed flour around the region and the country. The railroads provided this important transportation link. The impact of the railroads on the built environment of the St. Anthony Falls Historic District is evident in several ways whether it is the alteration of the grade, the alignment of buildings along corridors, or open space. These features are integral to understanding the story of the milling industry in Minneapolis and the heritage of the St. Anthony Falls Historic District.

As conditioned, the design of Building 1 is compatible with the criteria of significance and period of significance for which the historic district was designated. The height, scale and massing of the building is compatible with the A Mill Complex while not overpowering the historic landmark. In addition, the building's strong presence along Main Street will reinforce the A Mill's historic stature when viewing the complex from Main Street, the Stone Arch Bridge, or the other side of the river (compare Attachment A3 and A5). Furthermore,

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the project proposes to use complimentary brick and stone that respects the neighboring historic masonry buildings.

However, the placement of the building along the rail corridor is not compatible with and does not continue to support the significance of the rail corridor within the historic district. Transportation is listed as one of the areas of significance for the St Anthony Falls Historic District. The rail spur corridor connects one of the city's most important flour mills to its main transportation outlet, the Great Northern Railroad.

The proposed treatment of the mid-block portion of the Great Northern Spur Corridor results in the destruction of this contributing resource of the St. Anthony Falls Historic District. On the Phase I site the southern boundary of rail corridor is 16.4 feet from this north property line. The Applicant is proposing to construct the Phase I building 15 feet 6 inches from this north property line. This results in the proposed building encroaching approximately 11 inches into the Great Northern Rail Spur Corridor (Attachment B63.1). This proposed encroachment impacts the ability to convey the direct rail connection between the Pillsbury A Mill and the Great Northern Rail Spur Corridor and the historic functions of the corridor.

Furthermore, the two different treatments of the interpretation of the rail lines with the Pillsbury A Mill Complex indicated in the Composite Site Plan (Appendix B87) are disruptive in understanding the continuity of this historic resource.

**(2) The alteration is compatible with and supports the interior and/or exterior designation in which the property was designated.**

The St. Anthony Falls Historic District is significant for the development of industries surrounding the water power generated by St. Anthony Falls. The East Bank Mills area bound by 3<sup>rd</sup> Avenue Southeast on the west, 6<sup>th</sup> Avenue Southeast on the east, 2<sup>nd</sup> Street Southeast on the north, and Main Street Southeast on the south, contains a quality collection of industrial buildings associated with the exterior designation of the district. The important mill and industrial buildings from the 19<sup>th</sup> century and early 20<sup>th</sup> century which propelled Minneapolis to become the largest city in Minnesota (the period of significance is from 1858-1940) are still extant. In addition, this area contains an important cultural landscape in the Great Northern Railway that leads to the Pillsbury A Mill complex. This rail corridor helps reveal aspects of the city's development in the 19<sup>th</sup> century in that it connects one of the city's most important flour mills to its main transportation outlet, the Great Northern Railroad.

As conditioned, the design of Building 1 is compatible with and supports the criteria of significance and period of significance for which the historic district was designated. Overall, the design and the material choices of the proposed new construction help the building relate to the neighboring properties. Building 1 is a large building that spans approximately 328 feet (Attachment B100). However, the buildings of the Pillsbury A Mill Complex are also large buildings including the Concrete Grain Elevators that span

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approximately 415 feet (Attachment B100). The massing of Building 1 is reduced with the use of varied materials that breaks up the building into distinct sections.

The placement of the building, however, is not in full compliance with the criteria of significance and period of significance for which the historic district was designated. The proposed project results in the encroachment and destruction of the mid-block portion of the Great Northern Rail Spur Corridor. The result will be disconnecting the historic function of the southernmost rail line of the mid-block corridor from the Pillsbury A Mill, its ultimate destination. Transportation and Industry are important elements of the designation of the district and the Pillsbury A Mill, the South Mill, the Red Tile Elevator, and the Great Northern Rail Spur Corridor are contributing resources to the St. Anthony Falls Historic District. These resources are more than just a collection of individual resources; they operated as cogs of greater machine, a complex, that allowed the Pillsbury A Mill Complex to lead the world in flour production. Destroying all or part of the connections between these individual resources by altering their spatial relationship results in a significant loss in the ability of visitors and residents to understand how the complex functioned.

**(3) The alteration is compatible with and will ensure continued integrity of the landmark or historic district for which the district was designated.**

As conditioned, the design of Building 1 will be compatible with and will ensure continued integrity of the historic district. The design of the proposed new construction contains elements that respect the historic district and the neighboring properties. Building 1 is a larger building (approximately 328 feet in width); however, the Applicant breaks up the building into distinct sections by using a variety of heights and simple, complimentary materials to the buildings in the district. The use of varying heights (two stories and seven stories) and complimentary materials to the neighboring historic buildings helps the building blend in better with its surroundings.

The proposed placement of Building 1, however, is not compatible with and will not ensure continued integrity of the historic district. On the Phase I site the southern boundary of rail corridor is 16.4 feet from this north property line. The Applicant is proposing to construct the Phase I building 15 feet 6 inches from this north property line. This results in the proposed building encroaching approximately 11 inches into the Great Northern Rail Spur Corridor (Attachment B63.1). The placement of the building would require the elimination of two spur lines and require the relocation of the rail line that leads directly to the A-Mill complex. It is important that the original location of the spur line that leads directly to the A-Mill complex is retained to assist in recalling a train making deliveries to the A-Mill complex. The rail corridor unifies the buildings of the district, and provides a view when looking west towards the Pillsbury A Mill complex that can transport someone to the district's period of significance. This rail corridor also helps reveal aspects of the city's development in the 19<sup>th</sup> century in that it connects one of the city's most important flour mills to its main transportation outlet, the Great Northern Railroad.

**(4) The alteration will not materially impair the significance and integrity of the landmark, historic district or nominated property under interim protection as evidenced by the consistency of alterations with the applicable design guidelines adopted by the commission.**

The relevant design guidelines for this project are the Saint Anthony Falls Historic District Guidelines, adopted by the Minneapolis Heritage Preservation Commission in 1980. The applicable sections of these guidelines are in the general guidelines and in Section H, East Bank Milling. There are nine sections in which the project was analyzed for Finding 4: Siting, height, proportions of facade, rhythm of projections, directional emphasis, materials, nature of openings, roof shapes, details, and color.

**4a. Siting:**

- *General: Infill construction shall be visually compatible with historic structures within the sub-area with regards to siting.*
- *Sub district H: New buildings shall be constructed with principal elevations in line with the facades of existing buildings. New construction shall continue to form a visual wall along the street.*

The Applicant's proposal is in compliance with the district's siting guideline along Main Street, 6<sup>th</sup> Avenue Southeast, and 5<sup>th</sup> Avenue Southeast. The Applicant's proposal is to have the building be located a minimum of 5 feet from the rail line along Main Street Southeast. The building placement would require the removal, reinstallation, and slight relocation of the rail lines along Main Street (Attachment B102-B103). However, the proposed new placement of the rail lines is in a location (approximately 5 feet from the new building) that would allow someone to visualize a train that could provide service to the former building on this site (Pillsbury Flour Mills Company Warehouse Number Four) and the Pillsbury A Mill Complex (Attachment A5 and Attachment B102-B103).

However, the proposed placement of the north elevation of the new apartment building at the rear of the property is not in compliance with the general district guidelines of being visually compatible with historic structures within the sub-area. The building is proposed to be 15'-6" from the rear property line. The proposed new construction would require the elimination of two spur lines at the rear of the building that serviced Warehouse 3 and relocation of the rail line that leads directly to the A-Mill complex (Attachment B101). This rail line that leads to the A-Mill complex and its view shed is an important aspect of the district and the Pillsbury A-Mill complex and it should be retained in its original location (Attachment A6). As part of the Environmental Assessment Worksheet for the Pillsbury "A" Mills, the State Historic Preservation Office stated that, "These tracks should be considered historic resources, contributing to the understanding of the historic functions within the district and of the ["A"] mill itself." One of the most important elements of the Saint Anthony Falls Historic District is the Pillsbury A Mill complex located to the west of the subject properties. The Pillsbury A Mill buildings and the subject properties are unified by having the Great Northern Railway corridor adjacent to the buildings. The rail corridor is a contributing feature to the Saint Anthony Falls Historic District that helps illustrate the historic functions within the district and of the Pillsbury A Mill itself (Appendix A5 and B27).

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The proposed plans to construct a building that would require the movement of this rail line would adversely impact the relationship the subject properties have with the adjacent properties, and the Pillsbury A Mill complex. All of these buildings were built to accommodate for the railroad. Viewing the A Mill complex from this railroad corridor can take one back to the 19<sup>th</sup> and early 20<sup>th</sup> centuries during the hey day of the flour mills (Appendix A16.5-A17). Therefore the north wall of the new building shall not encroach on the southern boundary of mid-block portion of the Great Northern Rail Spur Corridor as defined by a three (3) foot buffer from the southernmost rail line within the corridor.

**4b. Height**

- *General: Infill construction shall be visually compatible with historic structures within the sub-area with regards to height.*
- *Sub district H: New buildings to be no higher than that of existing silo-mills in the area.*

The proposed new construction is visually compatible with the historic structures within the sub-area in terms of height. The new construction as proposed rises to 88 feet, which is lower than the Pillsbury A Mill Building (107 feet) and the Red Tile Elevator which reaches 189 feet in height (Appendix A7).

**4c. Rhythm of projections**

- *General: Infill construction shall be visually compatible with historic structures within the sub-area with regards to rhythm of projections*
- *Sub district H: There shall be no major projections on the principal façade*

As conditioned, the proposal would be in compliance with the Saint Anthony Falls Historic District guidelines in terms of not having major projections on the principal façade. The middle section of the building contains balconies that project approximately 5 feet from the building. CPED recommends that these balconies be partially recessed and be allowed to project no more than two feet. This would be similar to the other balconies on Main Street, as well as those on 6<sup>th</sup> Avenue Southeast, and 5<sup>th</sup> Avenue Southeast (Attachment B72-B74 and B109-B111).

**4e. Directional emphasis**

- *General: Infill construction shall be visually compatible with historic structures within the sub-area with regards to directional emphasis*
- *Sub district H: The existing buildings have both vertical window bays and horizontal belt courses, resulting in a non-directional emphasis. Therefore, new construction also shall have no strong directional emphasis.*

The proposed infill construction is visually compatible with historic resources within the sub-area with regards to directional emphasis. The existing building has vertical window bays and a horizontal termination at the top of the building. The Applicant's proposal of breaking the building into five distinct sections reduces the horizontal orientation of the building.

**4f. Materials**

- *General: Infill construction shall be visually compatible with historic structures within the sub-area with regards to materials*

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- Sub district H: The exterior surface of new buildings shall be constructed of brick, stone or concrete.

The project proposes to use complimentary brick and stone that respects the neighboring historic masonry buildings. The east end of the building proposes to use 8-inch by 8-inch red brick, recalling the Red Tile Elevator in the Pillsbury Complex. The west end of the building features a buff colored brick that compliments Warehouse 1 and Warehouse 2 of the complex (Attachment A3 and A6), and the stone proposed for the middle portion of the building will compliment the Pillsbury A Mill's grey limestone.

However, the Applicant is also proposing a few materials that CPED does not feel meets the district guidelines:

1. Exposed HVAC units on the outer walls: The Applicant is proposing exposed HVAC units on the north, south, and west elevations (Attachment B82-B93, B94). Openings for exposed HVAC units on the outer wall are not visually compatible or consistent with the historic structures within the sub-area. Historically, building openings on the exterior walls were for windows and doors. The additional opening on the outer wall for mechanical equipment detracts from the building as a whole. Apartment buildings are able to provide heating, ventilation, and air conditioning in different ways including a centralized rooftop system that would not require additional openings for the individual HVAC units, a split system that only requires an approximately 6 inch by 6 inch hole on the outer wall for each unit, or placement of the ventilation system on the interior wall of balconies, as is proposed with some of the apartment units.
2. Hardiboard siding on the seven story portion of the building along Main Street. Subdistrict H states that new buildings shall be constructed of brick, stone or concrete. On the Main Street elevation, the Applicant is proposing to use hardiboard on the seven story portion of the building that is setback 83 feet from the Main Street elevation (Attachment B82). The large amount of the hardiboard at this location creates a monolithic building plane that does not compliment the neighboring buildings or the buildings within the subarea. The use of hardiboard at this location, will also require that the windows be flush with the exterior surface which goes against Guideline 4g: Nature of openings (see next guideline). In addition, if there was a more complimentary material to the historic buildings at this location it would improve the overall design of the building and how it relates to the neighboring historic buildings.
3. Fiberglass windows: CPED recommends that a different material window be installed rather than the fiberglass windows. The windows of the historic buildings in the district are primarily wood or steel. A wood or aluminum/aluminum clad window with a baked enamel painted finish would be more complimentary to the historic window materials of the district compared to the fiberglass windows. Aluminum windows are a complimentary material to the historic steel windows from the early 20<sup>th</sup> century, and the aluminum material dates back to the period of significance 1858-1940), whereas fiberglass windows do not.

As conditioned, the Applicant's proposal for materials is in compliance with the district's guidelines.

#### **4g. Nature of openings**

- *General: Infill construction shall be visually compatible with historic structures within the sub-area with regards to windows*
- *Sub district H: Openings should appear in a consistent and repeated pattern across the principal facades. Window openings should be approximately 2-1/2 to 3 times as tall as they are wide. Doors and windows should be set toward the front of the openings but should not be flush with the masonry surface. "Storefront" construction may be used on the first floor.*

Building 1 contains window openings that are in a consistent and repeated pattern across the principal façade (Attachments B75-B93). The window openings on the principal facades are between 2-1/2 to 3 times as tall as they are wide. The door and windows on the principal facades are also recessed as recommended by the guidelines with the exception of the windows within the middle portion of the building that are set in hardboard (Attachment B75 and B94). As conditioned, the Mill and Main project is in compliance with the district guidelines in terms of nature of openings.

#### **4h. Roof Shape**

- *General: Infill construction shall be visually compatible with historic structures within the sub-area with regards to roof shape*
- *Sub district H: New buildings should have flat or nearly flat roofs.*

The proposed construction is in compliance with the Saint Anthony Falls guidelines and the East Bank Mills sub district guidelines for roofs. The proposed new construction contains a flat roof.

#### **4i. Details**

- *General: Infill construction shall be visually compatible with historic structures within the sub-area with regards to details*
- *Sub district H: New buildings should have some emphasis given to the upper termination of the building. Where other surface treatment is used, it should reflect details from other buildings.*

For the north elevation, the proposed new construction is in compliance with the Saint Anthony Falls Historic District and East Bank Mills sub district guideline in regards to detail. The front elevation contains a combination of materials that blends in well with the neighboring properties. Building 1 will have a simple, horizontal band to delineate its upper terminus (Attachment B75-B93). The design of the upper termination of Building 1 is compatible with other buildings in the Historic District.

#### **4j. Color**

- *General: Infill construction shall be visually compatible with historic structures within the sub-area with regards to color*
- *Sub district H: The primary surfaces of new buildings should be deep red or buff, similar to the existing unpainted buildings. Trim should be subdued earth tones or flat black.*

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As conditioned, the proposed new construction is in compliance with the district color requirements. The primary surfaces of the new building will be deep red and buff. The secondary materials of the building, metal and hardiboard, will be dark brown and buff.

The proposed grey/silver stone material of the two-story portion of the building along Main Street will be complimentary to the district and Pillsbury A Mill building (Attachment A3, and B75-B93).

However, CPED believes that the narrow vertical silver fiber cement board proposed throughout the building's windows is not consistent with the color guideline of the district (Attachment B75-B93, and B94). This silver color will detract from the building by calling additional attention to the windows rather than having a subdued earth tone or flat black that would blend with the building, as recommended by the District guidelines.

**(5) The alteration will not materially impair the significance and integrity of the landmark, historic district or nominated property under interim protection as evidenced by the consistency of alterations with the recommendations contained in The Secretary of the Interior's Standards for the Treatment of Historic Properties.**

The infill construction proposal does not intend to preserve, rehabilitate, restore, or reconstruct a historic building. As conditioned, the Applicant's proposal will compliment the neighboring historic buildings and preserve the setting of the Great Northern Railway corridor, which is an important historic landscape setting.

For settings, The Secretary of the Interior Standards for Preservation recommends: *"Identifying retaining, and preserving building and landscape features which are important in defining the historic character of the setting. Such features can include roads and streets, furnishings such as lights or benches, vegetation, gardens and yards, adjacent open space such as fields, parks, commons or woodlands, and important views or visual relationships."* If the new construction project is setback a minimum of 3 feet from the rail line that extends to the Pillsbury A Mill building, this corridor and the virtual views and relationships will be preserved.

**(6) The certificate of appropriateness conforms to all applicable regulations of this preservation ordinance and is consistent with the applicable policies of the comprehensive plan and applicable preservation policies in small area plans adopted by the city council.**

The Applicant's proposal is consistent with a number of the applicable policies of the comprehensive plan including the following:

- 1.2.1: Promote quality design in new development as well as building orientation, scale, massing (Land use);
- Policy 3.1: Grow by increasing the supply of housing (Housing);
- Policy 3.2: Support housing density in locations that are well connected by transit, and are close to commercial, cultural, and natural amenities (Housing);
- Policy 3.3: Increase housing that is affordable for moderate income households (Housing);

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- Policy 3.6: Foster complete communities by preserving and increasing high quality housing opportunities suitable for all ages and household types (Housing).

As proposed, the construction would have an adverse impact on the Great Northern Railway corridor. The placement of the building would require the elimination of two spur lines and require the relocation of the rail line that leads directly to the A-Mill complex (Attachment B102-B103). It is important that the original location of the spur line that leads directly to the A-Mill complex is retained as well as additional 3 feet to the south of the line to assist in recalling a train making deliveries to the A-Mill complex (Attachment B64). As conditioned, with the retention of the rail corridor, CPED-Preservation and Design believes that the proposed location of the new building is in compliance with Policy 8.5 and 8.8 of the Comprehensive Plan:

- Policy 8.5: Recognize and preserve the important influence of landscape on the cultural identity of Minneapolis.
- Policy 8.8: Preserve neighborhood character by preserving the quality of the built environment.

### Small Area Plan

The subject properties are located in the Marcy Holmes Neighborhood. On December 29, 2003, The Master Plan for the Marcy Holmes Neighborhood was approved by the City Council. The Marcy Holmes Plan provides two objectives in regards to preservation:

1. Avoid the loss of historic structures
2. Preserve the historic character of the area

The Marcy Holmes Plan also provides the following guidance in regards to landscapes:

*“Preserving such landscapes as Dinkytown, the Mississippi River area and the fraternity and sorority areas in the neighborhood.*

As conditioned, the proposal will preserve the historic character of the district by preserving the Great Northern Railway corridor landscape. This landscape is an important element of the Saint Anthony Falls Historic District.

**(7) Destruction of any property. Before approving a certificate of appropriateness that involves the destruction, in whole or in part, of any landmark, property in an historic district or nominated property under interim protection, the commission shall make findings that the destruction is necessary to correct an unsafe or dangerous condition on the property, or that there are no reasonable alternatives to the destruction. In determining whether reasonable alternatives exist, the commission shall consider, but not be limited to, the significance of the property, the integrity of the property and the economic value or usefulness of the existing structure, including its current use, costs of renovation and feasible alternative uses. The commission may delay a final decision for a reasonable period of time to allow parties interested in preserving the property a reasonable opportunity to act to protect it.**

The proposed project results in the destruction of the mid-block portion of the Great Northern Rail Spur Corridor, a contributing resource to the St. Anthony Falls Historic District

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and integral component of the Pillsbury “A” Mill Complex. The proposed Phase I project encroaches approximately 11 inches into the corridor and the proposed Phase II site. As a result a portion of the rail corridor is destroyed and the spatial relationship of the resources of the Pillsbury A Mill Complex are destroyed.

The Applicant has not provided any evidence or demonstrated that the destruction of the mid-block portion of the Great Northern Rail Spur Corridor is necessary to correct an unsafe or dangerous condition. The Applicant has also not demonstrated that reasonable alternatives exist to the destruction. They have not shown that pulling the proposed building wall back or altering the massing are not reasonable alternatives.

The Applicant states that the two rail sidings that terminate on the Phase II site were “put in place late in the District’s development – sometime between 1914 and 1938 – so its loss is of minor consequence and would be required for any minor construction on the parcel.” Under the Applicant’s argument the loss of any resource constructed in the last twenty-five years of the district’s period of significance would be of minor consequence including the loss of every existing building within the Pillsbury A Mill Complex (with the exception of the Pillsbury A Mill and the Red Tile Elevator) St Anthony Falls Hydrolab, and the Minneapolis Post Office.

CPED believes that the date of construction is not a factor in this evaluation; rather it is the integrity of the features. These rail sidings serviced Warehouse #3 and #4, neither of which is extant. Because the destinations of these two rail sidings do not exist they do not have the context and integrity that the two portions of rail spur corridor have. CPED believes that the removal of these two siding is reasonable to allow for the site to be developed.

The Applicant will be removing the rail lines during construction and soil remediation and will be reinstalling the rail lines before the project is complete. The removal, reinstallation, and interpretation of the rail lines are necessary to allow for the remediation of the contamination on the site.

***Before approving a certificate of appropriateness, and based upon the evidence presented in each application submitted, the commission shall make findings that alterations are proposed in a manner that demonstrates that the applicant has made adequate consideration of the following documents and regulations:***

**(8) Adequate consideration of the description and statement of significance in the original nomination upon which designation of the landmark or historic district was based.**

The Applicant has provided analysis of the 1971 National Register of Historic Places Nomination of the St. Anthony Falls Historic District. They have proven consideration of the 1992 update to the historic district. The Applicant also address a National Register of Historic Places eligible district, the East Side Milling Railroad Corridor Historic District,

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which was identified in 2007 as part of a Section 106 review for the reconstruction of the 35W bridge. The Applicant has demonstrated knowledge of the each of these documents.

However, the Applicant's proposal does not appear to honor one of the area's of significance for the district, which is transportation. Transportation was identified in the 1971 National Register nomination and the Great Northern Rail Spur Corridor is a historic resource representing this significance.

**(9) Where applicable, Adequate consideration of Title 20 of the Minneapolis Code of Ordinances, Zoning Code, Chapter 530, Site Plan Review.**

In addition, to the Certificate of Appropriateness for the new construction of Phase I, the Applicant will require a Certificate of Appropriateness for alterations to the Great Northern Railway Spur. It is anticipated that Dominion Development will be submitting a Certificate of Appropriateness application in January or February 2012 for the proposed rehabilitation of the historic Pillsbury A Mill buildings.

The proposal will also require land use approvals including a conditional use permit for the number of dwelling units and a conditional use permit to increase the height of the buildings, as well as a site plan review application.

***Before approving a certificate of appropriateness that involves alterations to a property within an historic district, the commission shall make findings based upon, but not limited to, the following:***

**(10) The typology of treatments delineated in the Secretary of the Interior's Standards for the Treatment of Historic Properties and the associated guidelines for preserving, rehabilitating, reconstructing, and restoring historic buildings.**

The Applicant states that they are following the Rehabilitation Standards and Guidelines.

***Before approving a certificate of appropriateness that involves alterations to a property within an historic district, the commission shall make findings based upon, but not limited to, the following:***

**(11) *The alteration is compatible with and will ensure continued significance and integrity of all contributing properties in the historic district based on the period of significance for which the district was designated.***

As conditioned, the proposed new construction design and placement will be compatible with the Saint Anthony Falls Historic District. The conditions of approval will help protect the Great Northern Railway corridor, which is an important landscape of the historic district and for the City of Minneapolis. The conditions of approval will also assist in the new construction better relating to its immediate surroundings in terms of attention to detail.

The proposed exposed HVAC louvers, fiberglass windows, large use of hardboard in a portion of the Main Street facade and vertical strips of silver hardboard within the window openings would detract from the district.

***(12) Granting the certificate of appropriateness will be in keeping with the spirit and intent of the ordinance and will not negatively alter the essential character of the historic district.***

The proposed new construction has the opportunity to be complimentary to the historic district; however conditions of approval are required to ensure that the project is keeping with the spirit and intent of the ordinance. The placement of the new construction should protect the Great Northern Railway corridor, which is an important landscape of the Saint Anthony Falls Historic District and for the City of Minneapolis. Furthermore, there is an opportunity for the new construction to better relate to its immediate surroundings in terms of attention to detail.

***(13) The certificate of appropriateness will not be injurious to the significance and integrity of other resources in the historic district and will not impede the normal and orderly preservation of surrounding resources as allowed by regulations in the preservation ordinance.***

As proposed, the new construction will adversely impact the Great Northern Railway corridor, which is an important landscape of the Saint Anthony Falls Historic District and for the City of Minneapolis. On the Phase I site the southern boundary of rail corridor is 16.4 feet from this north property line. The Applicant is proposing to construct the Phase I building 15 feet 6 inches from this north property line. This results in the proposed building encroaching approximately 11 inches into the Great Northern Rail Spur Corridor (Attachment B63.1). In addition, the Applicant has an opportunity for the new construction to better relate to its immediate surroundings in terms of attention to detail. If these items are addressed the approval of the Certificate of Appropriateness application will better relate to the historic district and assist in the preservation of the surrounding resources.

## STAFF RECOMMENDATION

CPED-Planning staff recommends that the Heritage Preservation Commission **adopt** staff findings and **approve** the Certificate of Appropriateness for the new construction at 501 Main Street Southeast with the following conditions:

1. Building 1 shall not have exposed HVAC units on the outside wall.
2. Fiberglass windows and doors are not allowed.
3. All balconies on the Main Street elevation shall be partially recessed and shall not extend more than two feet from the building wall.
4. Applicant shall monitor the stability of the surrounding historic buildings during the demolition/construction phase.
5. All glass must be clear, non-tinted, non-reflective glass. One coat of Low-E glazing is permitted on the interior surface of the windows.
6. The historic extent of the mid-block portions of the Great Northern Rail Spur Corridor shall be preserved in its entirety. Buildings shall not be located within the rail spur corridor. At the western extent of the proposed Phase I building the southern edge of the rail spur corridor is 16.4 feet from the north lot line.
7. The existing rail lines within the Great Northern Rail Spur Corridor shall be salvaged and reinstalled as part of the interpretation of this resource.
8. CPED-Planning Preservation Staff shall review and approve the final sign plans prior to building permit issuance;
9. The Certificate of Appropriateness approval shall expire if it is not acted upon within one year of approval, unless extended by the Planning Director in writing prior to one-year anniversary date of approvals;
10. By ordinance, all approvals granted in this Certificate of Appropriateness shall remain in effect as long as all of the conditions and guarantees of such approvals are observed. Failure to comply with such conditions and guarantees shall constitute a violation of this Certificate of Appropriateness and may result in termination of the approval.

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Attachment A: Materials Submitted by CPED staff (A1-A6)

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Attachment B Materials Submitted by CPED staff (B1-B112)

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Attachment C: Public Comments (C1-C4)