

Department of Community Planning and Economic Development
Planning Division

Certificate of Appropriateness
BZH-27050

Date: December 13, 2011

Proposal: Certificate of Appropriateness for the Site Plan and Treatment of the Great Northern Rail Spur Corridor

Applicant: Jim LaValle, Doran Companies

Address of Property: 413-501 Main Street SE

Project Name: Mill and Main

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

Planning Staff and Phone: Brian Schaffer, 612-673-2670

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: N/A

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Planning Division

Attachments:

Attachment A: Materials submitted by CPED staff –

- A1: Context Map
- A2: Saint Anthony Falls Historic District Map
- A3-A5: Aerials
- A6: Map of Rail Corridor and Rail Lines
- A7-A10: Incomplete Letter Dated 8.16.2011: New Construction
- A11-A12: Incomplete Letter Dated 10.3.2011: New Construction
- A13-A15: Incomplete Letter Dated 10.3.2011: Rail Corridor
- A16-A33 Analysis of Effects for the Proposed Pillsbury ‘A’ Mill Complex Project, Minneapolis, Hennepin County, Minnesota” 106 Group 2005
- A34- A48 East Side Milling Railroad Corridor Historic District: Guidelines for Context Sensitive Development

Attachment B: Materials submitted by Applicant –

- B1-B2: Certificate of Appropriateness Application
- B3: Council Member and Neighborhood Notification
- B4-B6: Doran Companies Memo
- B7-B20: Certificate of Appropriateness Finding Response
- B21-B24: Current Photographs of Rail Corridor
- B25-B28: Historic Photographs of Rail Corridor
- B29-B37: Archeological Literature Search
- B38-B53: Material Information
- B54-B55: November 7, 2011 Letter from Doran to CPED
- B56-B57: November 28, 2011 Letter from Doran RE Phasing
- B58-B83: Information Regarding Treatment of Historic Resources within the Pillsbury “A” Mill Complex
- B84: Zoomed & dimensioned of Site Plan detail between existing Rail Spur Corridor and Proposed Phase I Building
- B85-B90: Title Sheet, Aerials, Images, and Shadow Studies
- B91-B92: Existing Condition Site Plan
- B93-B94: Composite Site Plan/Composite Landscape Plan
- B95: Composite Parking Plan
- B96: Phasing Plan
- B97: Historic Resources Plan
- B98: Phase One Removal Plan
- B99: Phase One Site Plan
- B100: Phase One Landscape Plan
- B101: Phase One Grading and Erosion Control Plan
- B102: Phase One Utility Plan
- B103-B104: Phase One Details

Department of Community Planning and Economic Development
Planning Division

- B105-B107: Renderings

Attachment C: Public Comments

- C1: Marcy Holmes Neighborhood Association October 19, 2011
- C2-C4: Minneapolis Riverfront Partnership East Bank Development August 12, 2011

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Planning Division



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

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Looking northwest down the Great Northern Rail Spur Corridor from 6th Avenue Southeast 2011. CPED

Department of Community Planning and Economic Development
Planning Division

CLASSIFICATION:	
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

PROPERTY INFORMATION	
Current name	425 & 501 Main Street
Historic Name	425 & 501 Main Street
Current Address	425 & 501 Main Street
Historic Address	425 & 501 Main Street
Original Construction Date	Great Northern Rail Corridor: 1880 -1916
Original Contractor	N/A
Original Architect	N/A
Historic Use	Industrial
Current Use	Vacant
Proposed Use	Residential

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Planning Division

SITE 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 property at 501 Main Street is part of the Pillsbury “A” Mill complex, which is one of three national historic landmarks in the City of Minneapolis.

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*)

Together these historic resources functioned as an industrial machine that enabled the Pillsbury “A” Mill Complex to produce a staggering 17,000 barrels of flour a day, which could be visualized as a line of 25-pound flour sacks 56 miles long.¹

Detailed descriptions, history, and statements of significance of each of these resources can be found starting on page Appendix A16 of this report. This appendix a study entitled “Analysis of Effects of the Proposed Pillsbury “A” Mill Complex Project Minneapolis, Hennepin County, Minnesota.” The study was written by Betsy Bradley of The 106 Group in 2005 in conjunction of the Environmental Assessment Worksheet/Environmental Impact Statement for the previously proposed development project.

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

¹National Register of Historic Places, St. Anthony Falls Historic District: St. Anthony Falls Waterpower Area. Prepared by Jeffery Hess and Scott Anfinson. 1992

Department of Community Planning and Economic Development
Planning Division

spur corridor and a Main Street SE spur corridor. Both the spurs connected with the Great Northern Railway line near the foot of 9th Avenue SE.²

Mid-block Rail Spur Corridor

The main spur ran along the alignment of a mid-block alley between Main and Second Streets SE. This spur ended at 3rd Avenue SE on the Pillsbury “A” Mill property. By 1890 this spur had expanded to have two additional line and a series of sidings located between 4th and 6th Avenues SE. The number of spur lines was increased, probably in conjunction with construction of the Red Tile and Concrete elevators by 1916.³ One of the three main spur lines that terminated at 3rd Avenue SE, the one closest to Main Street SE, remains in situ on the former Pillsbury property.⁴

The corridor enters the Pillsbury “A” Mill complex property at 6th Avenue SE and terminates at 3rd Avenue SE. The rail line that remains in situ is identified as rail line #4 in Appendix A6. The usage of this rail line defines the southern edge of the rail corridor. At 6th Avenue SE the rail line is located 9 feet from the north property line of the Pillsbury “A” Mill Complex. Where this rail line meets the Red Tile Elevator it is 22 feet from the north lot line.

The rail corridor is not defined by the extent of the rail line; the function of the rail line is to carry rail cars which were wider than rail lines. A standard rail car was 10 feet 8 inch wide and the car typically overhangs the rail lines by 3 feet. This edge defines the function use and configuration of the rail line and the southern edge of this rail spur corridor. At the 6th Avenue SE the edge of the rail spur corridor is 12 feet from the north lot line. At the Red Tile Elevator the edge of the rail spur corridor is 25 feet from the north lot line.

The northern edge of the rail spur corridor is defined by the consistent rear building wall of the adjacent buildings.

Main Street SE Rail 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 that terminated in front of the Pillsbury “A” Mill. The configuration of the spur and siding along Main Street SE remained the same.⁵

² Betsy, Bradley, “Analysis of Effects for the Proposed Pillsbury ‘A’ Mill Complex Project, Minneapolis, Hennepin County, Minnesota,” February 2005, 18-19, prepared by the 106 Group.

³ Ibid., 18-19

⁴ Ibid., 19

⁵ Ibid., 18-19

Department of Community Planning and Economic Development
Planning Division

The Main Street SE rail spur corridor that served the Pillsbury “A” Mill complex enters the Pillsbury “A” Mill Complex site at 6th Avenue SE and terminates prior to 3rd Avenue SE. At 6th Avenue SE the northern portion of the rail line is 7 feet from the southern property line. The line curves slightly to the north after it passes the 5th Avenue SE right-of-way so that it can serve Warehouse I and the Pillsbury “A” Mill. When the rail reaches Warehouse I it is 3 feet south of the adjacent loading dock.

The Great Northern Rail Spur 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.⁶ The 2005 study states that the corridor was “an essential transportation link that delivered grain to and transported flour from the facility.” The rail spur was purposefully designed and integrated in the design and function of the Pillsbury “A” Mill and the other contributing buildings of the Pillsbury “A” Mill Complex. The rail spur corridor is representative of both the industry and transportation areas significance identified in the 1971 St. Anthony Falls Historic District nomination form.

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 Dominionium.

CPED has worked with Doran Companies and Dominionium 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 worked together. The developers, Doran Companies and Dominionium, have also presented to the Heritage Preservation Commission to gain feedback.

Dominium Proposed Project

Dominium has a purchase agreement for the eight contributing buildings. Dominionium’s agreement includes portions of the Great Northern Railway Spur Corridor, a contributing resource to the St. Anthony Falls Historic District. Dominionium plans to rehabilitate the Pillsbury A-Mill, South Mill, Cleaning House, Warehouse I,

⁶ Ibid., 19

Department of Community Planning and Economic Development
Planning Division

Red Tile Elevator and Warehouse II into approximately 250 affordable live-work apartments with shared common space in the A-Mill 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 some of the 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 Proposed Project

Doran Companies signed a purchase agreement for the site 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. 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. The Applicant brought the proposal to the May 17 and July 12 Heritage Preservation Commission business meetings as a concept review to gain feedback.

Phase I

The parcel at 501 Main Street Southeast is the proposed location of Phase I of the Doran project (referred to as Building 1 or Mill and Main). This was the location of the Pillsbury Flour Mills Company Warehouse #4 until approximately 1969, when it was demolished. The site at 501 Main Street now contains a surface parking lot and four rail lines. The parking lot is approximately the shape of the previous building. 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.

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 between the right-of-way for 5th Avenue SE and the Red Tile Elevator. CPED understands that Doran has no immediate plans to develop this site.

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 A7); several deficiencies were outlined

Department of Community Planning and Economic Development
Planning Division

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 A11-A16).

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 explaining how the resubmittal addresses the deficiencies in the previous submittal can be found in Appendix B4.

SUMMARY OF PROPOSED SITE PLAN AND TREATMENT OF GREAT NORTHERN RAIL SPUR CORRIDOR:

The Applicant, Doran, has applied for a Certificate Appropriateness for a Site Plan and Treatment of the Great Northern Rail Corridor. CPED has asked that Doran and Dominion submit a joint Site Plan that indicates the treatment of the entire site and which developer is responsible for implementing the portions of the project.

The following is a summary of the proposed alterations on Doran's Phase I and Phase II sites. A Certificate of Appropriateness for Dominion's portion of the project will be subject to review, when it is submitted and deemed complete.

Due to the direction of the river the site is a skew and using cardinal direction to explain locations is difficult. For the purposes of referencing the elements of the project in a clear manner the following summary uses the following directions North as 2nd Street SE, South as Main Street, West as 3rd Avenue SE and East as 6th Avenue N.

The Applicant's proposal can be divided into two separate components: The destruction of the physical, spatial boundaries of the Great Northern Rail Spur Corridor and the treatment of the existing features and introduction of new features within and adjacent to the physical boundaries of the Great Northern Rail Spur Corridor. The latter includes interpretive treatments of the rail lines as well as the introduction of paving materials and vegetation.

Destruction of the Great Northern Rail Spur Corridor

Chapter 599 of the Minneapolis Code of Ordinance defines Destruction as "The removal, damage or enclosure of architectural, mechanical or landscape features, including, but not limited to, the removal of the primary facade(s), character defining facade(s), or the removal of the roof of the structure for the purpose of raising the overall height of the building or roof, that may have an adverse effect on the historical integrity and significance of a property."

Department of Community Planning and Economic Development
Planning Division

The proposed locations of the Doran Phase I building and the future Phase II building as shown in the submitted plans result in the destruction of the Great Northern Rail Spur Corridor. The Applicant's proposal encloses and damages character defining features of this contributing resource and has an adverse effect on the historical integrity and significance of the resource.

Mid-block Rail Spur Corridor Destruction: The proposed Phase I 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. The southern most mid-block rail line (Rail Line #4 on Appendix A6) is in its original location and defines the southern boundary of the historical alignment of the mid-block portion of the Great Northern Rail Spur Corridor. At the location of the western edge of the proposed Phase I building that rail line is located 13.4 feet south from the north property line of the subject project, however the rails do not define the edge of the corridor; rail cars extend three feet wider than the tracks in which they rode. Thus, 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.

The composite site plan submitted by the Applicant indicates the footprint of Phase II building of the project as having a similar 149 foot depth as Phase I. This proposed location for the Phase II building encroaches significantly on the Great Northern Rail Spur Corridor and results in the destruction of this contributing resource. The southern most line of the mid-block rail spur line angles slightly through the Phase I and II sites as it connects with the rear of the Pillsbury "A" Mill. At the western edge of Doran's Phase II project the corridor is located 25 feet south of the proposed northern property line of the project. The Applicant's proposed footprint for Phase II encroaches 9 feet 6 inches into the Great Northern Rail Spur Corridor

Main Street SE Rail Spur Corridor Destruction: The Applicant's proposal for the Phase II building footprint results in the destruction of the Main Street SE portion of the Great Northern Rail Spur Corridor, a contributing resource to the St. Anthony Falls Historic District. At a point approximately 142 feet east of Warehouse I, the Main Street SE rail spur corridor crosses the southern property line of the Pillsbury "A" Mill complex to meet up with the alignment of the Warehouse I loading dock. Until that point the corridor remains in the public right-of-way. The Applicant's proposed location of the Phase II building follows this south property line and at this point, 140 east of Warehouse I, it encroaches on and destroys the Main Street SE portion of the Great Northern Rail Spur Corridor.

Warehouse #3 and Warehouse # 4 Sidings Destruction: The proposed Phase I building results in the loss of the two rail sidings. Identified as rail lines #2 and #3 in Appendix A6. These sidings appear to have accessed the former

Department of Community Planning and Economic Development
Planning Division

Warehouse #3 and Warehouse #4 buildings, which are no longer extant. Previous studies have not identified these rails as contributing resources or included them in the description of the Great Northern Rail Spur Corridor. These sidings have lost their integrity due to the loss of their association with the no longer extant Warehouse # 3 and Warehouse #4 buildings they served.

Interpretation of the Rail Lines and Rail Spur Corridor

The Applicant is proposing to remove the existing rails, railroad ties, and other site features and interpret the rail lines. The rail lines will be removed during reconstruction and then reinstalled. The Applicant will be reinstalling the rails in colored concrete. The colored concrete will be dark gray.

The location of the reinstalled rails will be different from the original rail locations in both the mid-block and Main Street SE portions of the Great Northern Rail Spur Corridor. In the mid-block portion of the rail spur corridor the proposed interpretation for the southernmost rail line will run straight across the northern portion of the Phase I and Phase II sites at a distance of 11.7 feet from southernmost rail to the northern property line. The historical alignment of the rail line that is being interpreted ran at an angle starting at the eastern edge of Phase I west to Phase II. At its eastern edge the southernmost portion of the rail line is approximately 9 feet from the north property line. At the western edge of Phase II the distance between the southernmost rail and the north property line is 22 feet. On the Phase II site the proposed interpretive location of this rail line is 12 feet further north than the existing rail line.(APPENDIX B91-93,B98, B99)

Much like the interpretation of the rail lines in the mid-block portion of the corridor the interpretation of the rail line in the Main Street SE corridor does not follow the historic alignment and is shifted to accommodate the footprint of the proposed Phase II building. The proposed alignment of the Main Street SE rail line extends in a straight line 6 feet south of the southern property boundary adjacent to the Phase I and Phase II building sites and instead of gently curving to meet up with the loading dock of Warehouse I, it abruptly angles once it reaches the western extent of the proposed Phase II building site. (APPENDIX B91-B93)

Paving Materials

The Applicant is proposing to place pressed concrete pavers in the mid-block rail spur corridor and between the proposed Phase I and Phase II building. These pavers will also be installed between the Main Street SE portion of the rail spur corridor and the proposed Phase I and Phase II buildings. The pavers will be in red and gray colors in a soldier course setting. Details on page B97 of Appendix B. The sidewalks and a tiered stair walkway between the Red Tile Elevator and the proposed Phase II site will in a scored concrete.

Vegetation

The Applicant has submitted two landscape plans: a Composite Landscape Plan for the entire complex dated November 3, 2011 (Appendix B94) and a Phase I Landscape Plan dated August 16, 2011 (Appendix B100). The locations of proposed

Department of Community Planning and Economic Development
Planning Division

trees are similar however; the identified typical type of tree differs between the plans. In addition, the composite plan does not identify the perennials and other vegetation elements that the Phase I plan identifies.

Both the composite and phase I plans indicate that the Applicant is proposing to place three trees in the mid-block portion of the Great Northern Rail Spur Corridor to the north of Phase I. The trees are proposed between rail lines #1 and #2. The phase I plan identifies these trees as Skyline Honeylocust.

The Applicant is also proposing to install six trees in the mid-block portion of the Great Northern Rail Spur Corridor to the north of the future Phase II building. The trees are proposed between rail lines #4 and #5 (Appendix A6, B94, B100) and are located in the middle of the historic rail spur corridor.

The Applicant is proposing to install ten Skyline Honeylocust trees in the public right-of-way of Main Street SE adjacent to the Phase I site and ten trees in the Main Street SE right-of-way adjacent to the Phase II site. These trees, as proposed, are not located within the Main Street SE portion of the Great Northern Rail Spur Corridor.

The Applicant is proposing to install various grasses, plants and other shrubs on all four sides of the proposed Phase I building. Details for the Phase I landscaping plan can be found in Appendix B on page B100. As proposed, a portion of the landscaping will be located within the mid-block portion of the Great Northern Rail Spur Corridor.

Coordination with Dominion on a Holistic Treatment of the Rail Spur Corridor and Site

The plans submitted by the Applicant indicate two different treatments for the interpretation of the rail lines within both portions of the Great Northern Rail Spur Corridor. The Applicant's plans and submittal for the site show that within Doran's portion of the Pillsbury "A" Mill complex the rail lines will be interpreted by placing the salvaged rail lines within a stamped concrete. The Applicant's plans and submittal then show a different treatment for the interpretation of the rail lines within Dominion's portion of the complex.

Details or descriptions that describe the treatment within Dominion's portion of the complex are not included in the Applicant's submittal nor does the Applicant include a narrative or description explaining why the interpretive treatments of this contributing historic resource vary within the Pillsbury "A" Mill complex.

Proposed Phasing of Projects for Entire Pillsbury "A" Mill Complex

The Applicant's submittal includes an overall phasing plan for the rehabilitation of historic buildings and new construction within the Pillsbury "A" Mill complex. This is graphically represented in Appendix B96. The Applicant has also addressed some of the phasing in writing. This can be found in Appendix B56. The phasing plan

Department of Community Planning and Economic Development
Planning Division

shows that the Applicant proposes to start construction of the Phase I building on April 1, 2012 with a 15 -month duration for construction. The Applicant is proposing to complete the interpretation of the Great Northern Rail Spur Corridor from 6th to 5th Avenues SE as part of the Phase I construction. The Applicant is also proposed to start improvements to portions of the 5th and 6th Avenues SE and Main Street SE in April 2012 with a completion date of November 30, 2012.

The Applicant is showing that Phase II of their project is scheduled to begin in April 2014 and that at this time the interpretation of Doran's remaining portion of the rail spur corridor will occur.

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 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. 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 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 be met on the site being purchased by Dominion. There is a potential to provide shared parking on the site

Department of Community Planning and Economic Development
Planning Division

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, 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, while not destroying the integrity of the Great Northern Railway corridor- which will impact Dominion's 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 straddles the Great 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
 - The Applicant has provided a Composite Site Plan for the Complex Appendix B93
- A proposed parking plan that is proven feasible and encompasses the parking needs of the entire complex
 - The Applicant has provided a Parking Plan for the Complex Appendix B95
- 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.
 - The Applicant has provided a Phasing Plan for the Complex Appendix B96
- 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.

Department of Community Planning and Economic Development
Planning Division

- The Applicant has provided a version of a Historic Elements Survey for the Complex Appendix B97 and B58-B83
- Certificate of Appropriateness for the Treatment of the Rail Corridor throughout the entire complex.

In addition to the items listed above CPED has asked Dominion to complete its due diligence with regard to the proposed parking plan for their proposed project prior to finalizing future Certificate of Appropriateness submittals for the Complex. This will ensure that the subsequently proposed alterations (new construction and rehabilitation) are compatible with and will ensure the continued significance and integrity of adjacent historic properties and will not impede the preservation of these surrounding historic resources.

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 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 themselves, the power that was harnessed from it, and the industries that thrived because of this power. The designation of the St. Anthony Falls Historic District recognizes the significance of the urbanization of the area around the Falls; this includes residential and commercial development, transportation infrastructure, and most famously the industries of saw and flour milling. Minneapolis led the nation in the production of flour between 1880 and 1930. At the center of this flour milling industry was the Pillsbury “A” Mill. The National Historic Landmark nomination form recognizes the property’s industrial significance. The NHL nomination states “The Pillsbury A Mill was the largest, most advanced mill in the world at its completion in 1881. The “A” Mill was a masterpiece of industrial design, a standard from which all other mills of its time were measured.”

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 design of the buildings within the district, story of the milling industry in Minneapolis and the heritage of the St. Anthony Falls Historic District.

The project as proposed results in the destruction Great Northern Rail Spur Corridor and introduces incompatible elements within the corridor. The Applicant’s proposed alterations are not compatible with and do not continue to support the significance of the district. Transportation is listed as one of the areas of significance for the St Anthony

Department of Community Planning and Economic Development
Planning Division

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 alteration results in the destruction of the mid-block portion of the Great Northern Rail Spur Corridor. The Phase I building site encroaches 11 inches into this resource altering its spatial alignment. In the Phase II site this encroachment increases to 9 feet 6 inches.

The proposed alteration also results in the destruction of the Main Street SE portion of the Great Northern Rail Spur Corridor. The Phase II Building site encroaches 3 feet into the rail spur corridor and alters the historic spatial relationship between the rail spur corridor, Warehouse I and the Pillsbury "A" Mill.

These proposed encroachments impact the ability to convey the direct rail connection between the Pillsbury "A" Mill complex and the Great Northern Rail Spur Corridor and the historic functions of the corridor and buildings features.

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 B93) 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 proposed project is not compatible with and does not support the designation of the Great Northern Rail Spur Corridor, the Pillsbury "A" Mill complex or the St. Anthony Falls Historic District. The proposed project results in the destruction of Great Northern Rail Spur Corridor by altering its historic alignment and subsequent spatial relationship and connections between the buildings of the Pillsbury "A" Mill complex and the rail spur corridor.

Transportation and industry are important elements of the designation of the district and the Pillsbury "A" Mill, the South Mill, the Red Tile Elevator, Warehouse I, and the Great Northern Rail Spur Corridor. 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 nation 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.

Integrity is the ability of a resource to convey its significance. The significance of the Great Northern Railroad Corridor is that it provided a crucial transportation link for the

Department of Community Planning and Economic Development
Planning Division

Pillsbury “A” Mill and served as integral component of the entire Pillsbury “A” Mill complex. It shaped the development and location of other resources within the complex and the St. Anthony Falls Historic District. The National Park Service (NPS) identifies seven aspects of integrity, several of which are discussed below.

Location

Location is defined by the NPS as “the place where the historic property was constructed or the place where the historic event occurred. “ The NPS goes on to state “The relationship between the property and its location is often important to understanding why the property was created or why something happened. The actual location of a historic property, complemented by its setting, is particularly important in recapturing the sense of historic events and persons.”

The proposed encroachments of the buildings in to the mid-block and Main Street SE portions of the rail spur corridor modifies the location of these feature and does not ensure the integrity of this contributing resource or the integrity of the entire Pillsbury “A” Mill Complex.

Design

The NPS provides the following information regarding design in its publication “How to Evaluate the Integrity of a Property”

Design is the combination of elements that create the form, plan, space, structure, and style of a property. It results from conscious decisions made during the original conception and planning of a property (or its significant alteration) and applies to activities as diverse as community planning, engineering, architecture, and landscape architecture. Design includes such elements as organization of space, proportion, scale, technology, ornamentation, and materials.

A property's design reflects historic functions and technologies as well as aesthetics. It includes such considerations as the structural system; massing; arrangement of spaces; pattern of fenestration; textures and colors of surface materials; type, amount, and style of ornamental detailing; and arrangement and type of plantings in a designed landscape.

Design can also apply to districts, whether they are important primarily for historic association, architectural value, information potential, or a combination thereof. For districts significant primarily for historic association or architectural value, design concerns more than just the individual buildings or structures located within the boundaries. It also applies to the way in which buildings, sites, or structures are related: for example, spatial relationships between major features; visual rhythms in a streetscape or landscape plantings; the layout and materials of walkways and roads; and the relationship of other features, such as statues, water fountains, and archeological sites.

Department of Community Planning and Economic Development
Planning Division

Destruction of Rail Spur Corridor: It can be difficult to recognize that an open corridor space has a specific and purposeful design; it is much less tangible than the design of a building, but it is so very important to understanding the interconnected relationships of industry and transportation within the St. Anthony Falls Historic District. In this case the open corridor and the location and design of the individual rail lines reflect the historic function of transferring grain and flour. The curvature and location of rail lines reflected the technological constraints of railroad cars in the radius a railcar could turn. The location of buildings and loading docks three feet away from rail lines allowed just enough space for rail cars to approach. The buildings that make up the Pillsbury “A” Mill Complex were built around the need to transport raw and finished products. The railroads, much like the waterpower infrastructure, are an organizing feature of the district and this complex. The buildings and the railroad were part of an industrial machine designed to fit and work together.

The proposed encroachments into the mid-block and Main Street SE portions of the rail spur corridor and substantial relocation of the corresponding rail lines has a negative impact on the design of the individual contributing resources of the Pillsbury “A” Mill Complex and the St Anthony Fall Historic District. The design of the Pillsbury “A” Mill, the South Mill, the Red Tile Elevator, Warehouse I and the Great Northern Rail Spur Corridor of the Pillsbury “A” Mill are all negatively impacted by this proposed alteration.

Interpretation of Rail Spur Corridor: An inconsistent treatment for the interpretation of the rail lines within the corridor will have a negative impact on the design of the Great Northern Rail Corridor. This resource is one consistent feature and its design within the Pillsbury “A” Mill Complex was historically consistent. The proposed plans indicate inconsistent interpretation of this resource between the two developments (Doran and Dominium).

Vegetation: The Applicant is proposing to place a total of nine trees in the middle of the mid-block portion of the Great Northern Rail Spur Corridor. The location of these proposed trees has a significant negative impact to the design integrity of the rail spur corridor. Locating trees in this location demonstrates a failure to recognize and protect the functional industrial design of the railroad corridor.

CPED recognizes the desire to introduce trees and other greening elements for their environmental and livability benefits. CPED further understands that just like the industrial buildings of the district which have been, or are being, rehabilitated and adaptively re-used for commercial and residential uses the industrial infrastructure resources of the district also should be adaptively re-used and rehabilitated to allow for the district to evolve with new uses. CPED believes that greening elements, such as trees, should be introduced in a manner that respects and compliments the character-defining features and functions of all the historic resources of the district, not in a manner the impairs the integrity of the historic resources and degrades their character-defining features.

Department of Community Planning and Economic Development
Planning Division

The location of the proposed trees within the middle of the mid-block portion of the Great Northern Rail Spur Corridor is not an appropriate location that respects the character defining features of the historic district or its historic resources. Taller vegetation, such as trees, has a more appropriate location flanking a railroad corridor, not in the middle of it. An example of an appropriate location for trees adjacent to a rail corridor is the proposed treatment of the Main Street SE portion of the Great Northern Rail Spur Corridor where the trees are flanking and framing the corridor and not within its historical alignment.

Setting

The NPS provides the following information regarding setting in its publication “How to Evaluate the Integrity of a Property”

Setting is the physical environment of a historic property. Whereas location refers to the specific place where a property was built or an event occurred, setting refers to the *character* of the place in which the property played its historical role. It involves *how*, not just *where*, the property is situated and its relationship to surrounding features and open space.

Setting often reflects the basic physical conditions under which a property was built and the functions it was intended to serve. In addition, the way in which a property is positioned in its environment can reflect the designer's concept of nature and aesthetic preferences.

The physical features that constitute the setting of a historic property can be either natural or manmade, including such elements as:

- Topographic features (a gorge or the crest of a hill);
- Vegetation;
- Simple manmade features (paths or fences); and
- Relationships between buildings and other features or open space.

These features and their relationships should be examined not only within the exact boundaries of the property, but also between the property and its *surroundings*. This is particularly important for districts

The integrity of setting for the Great Northern Rail Spur Corridor is substantially altered by the encroachment of the proposed buildings of Phase I and Phase II and the proposed trees within the mid-block portion of the rail spur corridor. The rail spur corridor was historically void of tall vegetation as it would have interfered with the rail operations. The trees interfere with the historic relationship of the corridor and the surrounding buildings as does the proposed encroachment of the buildings of Phase I and Phase II. The encroachments disrupt the southern edge of the mid-block portion of the corridor by removing and realigning the southernmost rail line, the only original rail line location remaining in the corridor. This line leads directly the Pillsbury “A” Mill and Red Tile Elevator. The proposal has a negative impact on the ability of the resource to

Department of Community Planning and Economic Development
Planning Division

convey its original function as serving the Pillsbury “A” Mill as it breaks the historic and visual continuity of the rail spur corridor.

The integrity of the setting for this portion of the St. Anthony Falls Historic District is also impaired the regularly spaced location of the proposed trees in the Main Street SE public right-of-way. While CPED recognizes the proposed location does not interfere with the rail spur corridor, the regular spacing forces a street tree planting design that can be found anywhere in Minneapolis and does not reflect the industrial function or use of this portion of the historic district. This industrial function is an area of significance for designation of the historic district. The regular spacing introduces a standard commercial or residential pattern of streetscape that alters the setting of this portion of the district.

Historically the area did not have a planned streetscape with trees. The area was an industrial area and purposefully planted street trees were not part of this industrial landscape. CPED understands that just like the industrial buildings of the district which have been, or are being, rehabilitated and adaptively re-used for commercial and residential uses the industrial infrastructure resources and landscape of the district also should be adaptively re-used and rehabilitated to allow for the district to evolve with new uses. CPED believes that greening elements, such as trees, should be introduced in a manner that respects and compliments the character-defining features, setting and functions of all the district, not in a manner the impairs the integrity of the district by imposing a standard streetscape design that can be found anywhere within the City of Minneapolis.

While vegetation was not a planned part of the historic industrial landscape of this portion of the district, it still existed. It developed and grew in an unplanned, volunteer pattern consisting of clusters and irregular spacing in less trafficked areas and fringes of industrial uses. Capturing this irregular volunteer pattern of vegetation in designing new greening within this portion of the district will allow for a way of introducing trees in a manner that compliments the integrity of setting.

- (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 Heritage Preservation Commission in 1980. The applicable sections of these guidelines are in the general guidelines and in Section H, East Bank Milling. The guidelines address architectural details and do not provide relevant guidance for subject of this application.

- (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.

There are three Standards for Rehabilitation that are applicable to the proposed project:

Standard One: A property will be used as it was historically or be given a new use that requires minimal change to its distinctive materials, features, spaces, and spatial relationships

Standard Two: The historic character of a property will be retained and preserved. The removal of distinctive materials or alteration of features, spaces, and spatial relationships that characterize a property will be avoided.

Standard Nine: New additions, exterior alterations, or related new construction will not destroy historic materials, features, and spatial relationships that characterize the property. The new work shall be differentiated from the old and will be compatible with the historic materials, features, size, scale and proportion, and massing to protect the integrity of the property and its environment.

The proposed encroachment into the Great Northern Rail Spur Corridor and installation of trees within it is in direct opposition to several of the Secretary of the Interior's Standards for Rehabilitation. These three Standards all state that distinctive spaces, features and spatial relationships should all be retained and preserved. When new uses are required or new additions proposed that changes to these features and spatial relationships are minimized and not destroyed. The proposed project does not attempt to retain the spatial relationships created by the Great Northern Rail Spur Corridor, as evidenced by the impact of the proposed project on the integrity to the Great Northern Rail Spur Corridor, the Pillsbury "A" Mill Complex, and the St. Anthony Falls Historic District. Not only does the project not retain the spatial relationships of the complex and district, it results in the destruction of a historic resource, the Great Northern Rail Spur Corridor.

The Secretary of the Interior's Standards for Rehabilitation are accompanied by Guidelines that provide more detailed guidance. The guidelines provide some similar advice to both Setting and Site.

Identifying, retaining, and preserving buildings and their features as well as features of the site that are important in defining its overall historic character. Site features may include circulation systems such as walks, paths, roads, or parking; vegetation such as trees, shrubs, fields, or herbaceous plant material; landforms such as terracing, berms or grading; furnishings such as lights, fences, or benches; decorative elements such as sculpture, statuary or monuments; water features including fountains, streams, pools, or lakes; and subsurface archeological features which are important in defining the history of the site.

Department of Community Planning and Economic Development
Planning Division

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.

The proposed project does retain the historic rail lines, which complies with these guidelines. The Applicant proposes to reinstall the rail lines once the site preparation and new building construction is complete. The proposed locations of the lines are not in the exact location where they are currently or were historically.

In the mid-block portion of the corridor and the Main Street SE portion of the rail corridor the rail lines are shifted significantly and do not follow their current and historical alignment. These rails are shifted to accommodate the proposed Phase I and Phase II buildings. Both buildings encroach into the rail spur corridor which results in the destruction of this contributing historic resource and the destruction of the spatial relationship between the historic buildings of the Pillsbury "A" Mill complex and the historic rail corridor. Furthermore, the proposed installation of the trees within the mid-block portion of the rail spur corridor does not preserve the spatial and visual relationship of the rail corridor and the Pillsbury "A" Mill Complex.

(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 proposal is consistent with a number of the applicable policies of the comprehensive plan.

However, CPED-Preservation and Design believes that the proposed infill construction is not in compliance with Policy 8.1 and 8.5 of the Comprehensive Plan:

- Policy 8.1 of the Comprehensive Plan: "Preserve, maintain, and designate districts, landmarks, and historic resources which serve as reminders of the city's architecture, history, and culture."
- Policy 8.5: Recognize and preserve the important influence of landscape on the cultural identity of Minneapolis.

As evidenced by previous findings, the proposed project encroaches on the Great Northern Rail Spur Corridor and introduces features that do not preserve and maintain the historic resources of the St. Anthony Falls Historic District.

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

Department of Community Planning and Economic Development
Planning Division

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 proposed the project will not preserve the historic character of the district as it results in the destruction of the character of the Great Northern Rail Spur Corridor and its spatial relationship with the other historic resources within the 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 both the mid-block and Main Street SE portions of the Great Northern Rail Spur Corridor, a contributing resource to the St. Anthony Falls Historic District and integral component of the Pillsbury “A” Mill Complex.

On the mid-block portion of the rail spur corridor the proposed Phase I project encroaches approximately 11 inches into the corridor and the proposed Phase II site configuration indicates that the building will encroach 9 feet 6 inches into the rail corridor. On the Main Street SE portion of the rail spur corridor the proposed Phase II building site encroaches 3 feet into the corridor. As a result of the proposed Phase I and Phase II building locations a portion of the rail spur corridor is destroyed and the spatial relationships 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 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.

Department of Community Planning and Economic Development
Planning Division

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 Warehouses #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 other 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. They Applicant also address a National Register of Historic Places eligible district, the East Side Milling Railroad Corridor Historic District, 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 areas of significance for the district, which is transportation. This evidenced by the treatment of the Great Northern Rail Spur Corridor. Transportation was identified in the 1971 National Register nomination and the Great Northern Rail Spur Corridor is a historic resource representing this significance.

The Applicant proposal fails to demonstrate adequate consideration of the significance of the interrelated relationship of the historic resources within the St. Anthony Falls Historic District. In particular the Applicant does not prove adequate consideration for the understanding the interconnected relationships of industry and transportation within

Department of Community Planning and Economic Development
Planning Division

the St. Anthony Falls Historic District. The buildings that make up the Pillsbury “A” Mill Complex were built around the need to transport raw and finished products. The railroads, much like the waterpower infrastructure, are an organizing feature of the district and this complex. The buildings and the railroad were part of an industrial machine designed to fit and work together.

(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, the proposal will 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.

(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 is 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.*

In general, the Applicant’s proposal to invest in the St. Anthony Falls Historic District and the Pillsbury “A” Mill complex will help preserve the historic resources of the district and complex. This will bring much needed residents and energy to this portion of the district. The Applicant’s intention of integrating interpretative elements of the Great Northern Rail Spur Corridor into their plans will help ensure the significance these interpreted resources and features.

However, the details of the Applicant’s proposal for the treatment of this resource include the destruction of a portion Great Northern Rail Spur Corridor through the encroachment of the buildings of Phase I and II on the corridor, the installation of trees within the historic rail corridor, and the lack of a coordinated treatment, with Dominion, for the interpretation of the rail lines of the Great Northern Rail Spur Corridor throughout the Pillsbury “A” Mill complex. These three items destroy the integrity of the Great Northern Rail Spur Corridor as well as the integrity of setting and relationship between the rail spur corridor and the Pillsbury “A” Mill Complex. This loss of integrity reduces

Department of Community Planning and Economic Development
Planning Division

the significance of rail spur corridor, the Pillsbury “A” Mill Complex and the St. Anthony Falls Historic 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 project will not be keeping with the spirit and intent of the ordinance as it results in the destruction of a contributing resource to the St. Anthony Falls Historic District. 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 failed to address or demonstrate that no reasonable alternative exists to the proposed destruction.

This destruction will negatively impact the essential character of the resources and the historic district as it will alter the historic and character defining spatial relationship between the buildings of the Pillsbury “A” Mill Complex and the Great Northern Rail Spur Corridor.

The coordination with the Dominion on the proposed interpretive treatment of the rail lines and paving within the rail spur corridors has not been demonstrated in the submitted plans. Having two differing interpretive treatments of this resource impacts the ability of the Great Northern Rail Spur corridor to be understood as one continual resource within the Pillsbury “A” Mill complex. It further separates the elements of the complex and results in confusion in understanding the complex and the St. Anthony Falls Historic District.

(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.*

The proposed project will be injurious to the significance and integrity of the Great Northern Rail Spur Corridor, the Pillsbury “A” Mill, the Pillsbury “A” Mill Complex and the St. Anthony Falls Historic District. The project will impede the preservation of surrounding resources. The rail spur corridor, the Pillsbury “A” Mill and the other remaining historic buildings operated as an industrial machine functioning together to propel the Pillsbury complex to creation of 17,000 barrels of flour a day. The destruction of the original alignment of the Great Northern Rail Spur Corridor results in significantly altering the spatial relationship between all of these resources and impairs the ability for these individual resources to be understood as interconnected parts of a whole.

Department of Community Planning and Economic Development
Planning Division

Furthermore, allowing the destruction of contributing resources within the St. Anthony Falls Historic District without the Applicant providing any evidence as to why the destruction is correcting an unsafe condition or demonstrating that alternative designs that do not require destruction are not feasible is injurious to the significance and integrity of the entire St. Anthony Falls Historic District, not just the subject resources.

The project as proposed will also impede the preservation of the Great Northern Rail Spur Corridor and the Pillsbury "A" Mill Complex as the Applicant's proposal has not demonstrated coordination with the Dominion on the proposed interpretive treatment of the rail lines and paving within the rail spur corridor. Having two differing interpretive treatments of this resource impacts the ability of the Great Northern Rail Spur corridor to be understood as one continual resource within the Pillsbury "A" Mill complex. It further separates the elements of the complex and results in confusion in understanding the complex and the St. Anthony Falls Historic District

Dominium's portion of the treatment of the rail corridor and site has not been approved by the HPC, City Planning Commission or any other commission at the City as required by the Minneapolis Code of Ordinances. Dominion is seeking Federal and State Historic Tax Credits to complete the rehabilitation of the historic buildings of the Pillsbury "A" Mill Complex. Without the funds generated by the tax credits the rehabilitation of the historic buildings cannot occur. This will be the case for any development proposal due to the extensive work required to rehabilitate these historic buildings.

To receive the tax credits the project requires review and approval by the State Historic Preservation Office (SHPO) and the National Park Service (NPS). Included in this review is the interpretive treatment of the Great Northern Rail Spur Corridor. The interpretive treatment of the rail spur corridor will not be finalized until Dominion has received an approved plan from the SHPO and NPS.

Due to the tax credit review process the proposed treatment of the interpretive elements of the rail lines and paving cannot be applied from the proposed Doran project to the Dominion portion of the project without jeopardizing the funding mechanism that makes the rehabilitation of the historic buildings feasible. Approving two potentially different variations of the proposed interpretation treatment result in a disjointed approach to a singular continual resource within the Pillsbury "A" Mill Complex, this is not in keeping with the findings required to grant approval of the project as proposed.

STAFF RECOMMENDATION

CPED-Planning staff recommends that the Heritage Preservation Commission **adopt** staff findings and **approve** the Certificate of Appropriateness for the treatment of the Pillsbury A Mill Complex rail corridor with the following conditions:

1. The current location and alignment of the southernmost rail line of the mid-block portion of the Great Northern Rail Spur Corridor shall be preserved and retained in the proposed interpretation of this rail line.
2. The current location and alignment of the rail line in the Main Street SE portion of the Great Northern Rail Spur Corridor shall be preserved and retained in the proposed interpretation of this rail line.
3. 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 6th Avenue SE the southern edge of the rail spur corridor is 12 feet from the north lot line. 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. At the Red Tile Elevator the southern edge of the rail spur corridor is 25 feet from the north lot line.
4. The current extent of the Main Street SE of the Great Northern Rail Spur Corridor shall be preserved in its entirety as defined in this report. Buildings shall not be located within the rail spur corridor.
5. The existing rail lines within the Great Northern Rail Spur Corridor shall be salvaged and reinstalled as part of the interpretation of this resource.
6. The trees proposed within the mid-block portion of the Great Northern Rail Spur Corridor are *not* approved.
7. The pattern of proposed street trees within the public rights-of-way shall reflect a volunteer vegetation pattern with clustering and irregular spacing between trees.
8. The paving materials for the site and the Great Northern Rail Spur Corridor as well as the material details for the interpretation of the rail lines within the rail spur corridor are *not* approved.
9. The Applicant shall monitor the stability of the surrounding historic buildings during the demolition/construction phase.
10. CPED-Planning Preservation Staff shall review and approve the final plans prior to building permit issuance.
11. Approvals for this Certificate of Appropriateness shall expire if they are not acted upon within one year of approval, unless extended by the Planning Director in writing prior to one-year anniversary date of approvals;
12. 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.