Department of Community Planning and Economic Development – Planning Division
Certificate of Appropriateness
BZH-27215

Date:	March 20, 2012
Proposal:	Certificate of Appropriateness for the Rehabilitation of Warehouse II
Applicant:	Owen Metz with Dominium, on behalf of Minneapolis Leased Housing Associates IV Limited Partnership
Address of Property:	400 Second Street SE
Project Name:	Pillsbury Artist Lofts
Contact Person and Phone:	Owen Metz, 763.354.5618
Planning Staff and Phone:	Brian Schaffer, 612.673.2670
Date Application Deemed Complete:	February 24, 2012
Publication Date:	March 13, 2012
Public Hearing:	March 20, 2012
Appeal Period Expiration:	March 30, 2012
Ward:	3
Neighborhood Organization:	Marcy Holmes Neighborhood Association
Concurrent Review:	Land use applications: Conditional Use Permit for a Planned Unit Development, Site Plan Review, Registered Land Survey

Attachments:

Attachment A: Materials submitted by CPED staff

A1. Map of Surrounding Area
A2. Map of Historic District
A3. Analysis of Effects of the Proposed Pillsbury "A" Mill Complex Project Minneapolis, Hennepin County, Minnesota. 2005 Bradley
A4. Historic Photographs
A5. Current Photographs

Attachment B: Materials submitted by Applicant

B1. Certificate of Appropriateness Application & Responses to Findings
B2. Letter from State Historic Preservation Office (SHPO) regarding status of Historic Tax Credit Review dated February 13, 2012.
B3. Addendum to Analysis of Effects for the Proposed Pillsbury "A" Mill Complex Project, Minneapolis, Hennepin County, Minnesota" November 2011
B4. Historic Photographs
B5. Current Photographs
B6. Phasing Plan
B7. Site Plan
B8. Plans, elevations and detail
B9. Historic Plans: August and September 1918
B10. Window Survey: Individual window survey sheets
B11. Window Survey: Color Coded Elevations for proposed treatment

Attachment C: Public Comments

Letters of Support:

C1. Marcy Holmes Neighborhood Association, Dated October 19, 2011
C2. Soap Factory, Dated November 30, 2011
C3. Friends of the Mississippi River, Dated January 13, 2012
C4. Preservation Alliance of Minnesota, Dated January 13, 2012
C5. National Trust For Historic Preservation, Dated January 18, 2011
C6. Marcy Holmes Neighborhood Association (follow-up letter), Dated February 22, 2012

Letters of Opposition:

C7. Email from Hugh Norsted dated March 5, 2011
C8. Email from Chelle Stoner dated March 5, 2011 with the following attachments:
    - Why the A-Mill Complex Proposal Should Be Rejected 2/7/12
    - Hyperlinks to the following:
        - http://www.minnpost.com/community-voices/2012/02/mill-site-deserves-something-unique-special-and-accessible
        - http://www.designcenter.umn.edu/documents/Arch8255-3.pdf
C9. Email from Chelle Stoner dated March 5, 2011, correcting typos from earlier correspondence

C10. Forwarded email from Paul Snyder received March 9, 2012
C11. Forwarded email from Aaron Mack. Dated March 5, 2012
C12. Forwarded email from Dana Kirkemo Dated March 5, 2012

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

Warehouse II from the corner of 2nd Street SE and the former right-of-way of 5th Avenue SE
CPED 2012

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	Warehouse II
Historic Name	Warehouse II
Proposed Address	N/A
Historic Address	400 2nd Street SE
Original Construction Date	Warehouse II (1918-1919)
Original Contractor	N/A
Original Architect	N/A
Historic Use	Industrial
Current Use	Vacant
Proposed Use	Residential

SITE BACKGROUND:

The Pillsbury "A" Mill Complex is located in the Saint Anthony Falls Historic District. The Pillsbury "A" Mill is a National Historic Landmark, one of three in the City of Minneapolis. National Historic Landmark (NHL) status means the property is recognized as being significant to the history of the nation.

The NHL nomination form, prepared by Stephen Lissandrello, summarizes the significance of the Pillsbury A Mill succinctly. "Only one of the giant flour mills that made Minneapolis the milling capital of the nation from 1880 until 1930 still stands. 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 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 A3 of this report. This appendix is 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 with the Environmental Assessment Worksheet/Environmental Impact Statement for the previously proposed and approved development project.

The following is a description of Warehouse II from the Historic Preservation Certification – Part 1, part of the evaluation process for the Federal Historic Tax Credit. The information was prepared by Schafer Richardson Real Estate.

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

Warehouse 2 is located at the southwest corner of 2nd Street SE and the former right-of-way of 5th Avenue SE. It is the southernmost building in the row of buildings in the complex that stretch along the east side of the railroad corridor. . It was constructed in many phases by Pillsbury to accommodate the storage needs of its milling operations. The building was originally one-story, built prior to 1918 that was planned to be reconfigured, with a second story added in August 1918. However, an additional permit was granted for a 2 story addition two months after construction began in September of 1918 and the building was four full stories by its completion.

Today, and since 1918, Warehouse 2 is a load-bearing masonry building of four stories with heavy timber (Minnesota white pine) interior framing and floor decking. The sloping grade of the site allows for a full four story exposure of the warehouse on 5th Avenue SE (at the rail corridor), diminishing to 3 stories above grade at the northeast end of the building. The building is built of cream colored brick in the common bond with ornamental brick cornice work and round arch brick openings for the roof drains or scuppers. The single story loading facilities do not contain the ornamental features of the four story portion of the building. The four story portion of the building is 199'4" long by 56' wide.

The roof on the four story building is flat composed of wood covered with tar and gravel. The roof on the loading dock addition is also flat and composed of wood covered with tar and gravel. The roof over the 1957 loading dock is corrugated steel, as is the storage shed that flanks the dock area. The brick parapet walls are topped with a tile cap.

The interior of the building is open with rough structural wood floor decking, exposed brick, and exposed heavy timber columns, beams, and purlins.

A concrete loading platform projects along a portion of the north facade (along 2nd Street SE) it's the canopy that ran along this façade has been removed.

West façade: The building has a regular series of sliding wood dock doors on the west façade which provided direct access to the concrete loading dock and the rail corridor. The regularly-spaced punched-opening windows have industrial steel sash and sloped row-lock brick sills. A concrete loading platform projects along a portion of the north facade (along 2nd Street SE) it's the canopy that ran along this façade has been removed.

South façade: There is a double wood door and opening and a steel hoist beam projecting on the south, or 5th Avenue SE facade at the top level of the building. Please note somewhere in here that 5th Avenue SE is not a public street in this block.

A newer overhead drive-in metal garage door has been installed in an older masonry opening at the lower level, at grade, on the south facade. What appears to be an

original wood entry door with a small canopy roof is located just to the north of the drive-in door on the south façade.

East façade: A newer one story masonry and wood frame loading shed on the east side of the warehouse has an adjacent covered loading dock on its 5th Avenue SE facade.

The loading facility portion of the building is 139'8" long by 49' wide with an attached covered loading dock on the east side measuring 29' wide and 22' deep and a storage shed of 56' long by 12' wide.

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 Dominium.

CPED has worked with Doran Companies and Dominium 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 Dominium, have also presented to the Heritage Preservation Commission to gain feedback.

Doran Companies' Project

Doran Companies signed a purchase agreement and closed on a portion of 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 SE and the neighboring property at 413 Main Street SE. The Applicant brought the proposal for Phase I to the May 17 and July 12 Heritage Preservation Commission (HPC) business meetings as a concept review to gain feedback.

Doran Companies received approvals with conditions from the HPC in December 2011 for the treatment of the rail corridor and the construction of building for Phase I. They received City Planning Commission (CPC) approvals for Phase I in February 2012.

Phase I
The parcel at 501 Main Street SE 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 SE now contains a surface parking lot and four rail lines. The parking lot is approximately the shape of the previous building. The building for Phase I, a 184-unit apartment building that will extend along Main Street SE between Fifth and Sixth Avenues SE, has been approved by the HPC and the CPC.

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, but plans to use it in the interim for construction staging.

Dominium Proposed Project
Dominium has a purchase agreement for the eight contributing buildings of the Pillsbury A Mill Complex. Dominium's agreement includes portions of the Great Northern Railway Spur Corridor, a contributing resource to the St. Anthony Falls Historic District. Dominium's proposal includes 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 Complex building. Dominium plans to sell the Machine Shop to a commercial user and plans to retain in-place the White Concrete Grain Elevators.

Dominium proposes to build an underground 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.

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 a concern, but until the buildings are rehabbed and occupied this is still a valid concern.

Parking

One of the concerns that arise with 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 on the new development sites and requires the parking need to be met on the site being purchased by Dominium. There is a potential to provide shared parking on the site being purchased by Doran, but both developers identify this as complicating the 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 provide enough parking to satisfy the project's financiers, while not destroying the integrity of the Great Northern Railway corridor which will impact Dominium's project's ability to receive historic tax credits.

Dominium is proposing 31 surface parking spaces in the Great Northern Railway corridor. Dominium also plans to provide 152 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.

Treatment of the Great Northern Railway Corridor & the Cultural Landscape of Pillsbury A Mill Complex
The proposed division of the complex straddles the Great Northern Rail Spur Corridor. A potential pitfall of the strategy to divide the complex into two separate development projects is that features and resources that are common to the complex might not be treated holistically. This could lead to an insensitive and perhaps destructive treatment of those resources and features. 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. This would result in the chipping away of the historic fabric of the St. Anthony Falls Historic District.

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 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 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 PROPOSED PROJECT
The Applicant, Dominium, has applied for a Certificate of Appropriateness for the Rehabilitation of Warehouse II. The Applicant has applied for a separate Certificate of Appropriateness for the Site Plan, Treatment of the Rail Spur Corridor and the Parking Structure, which covers the proposed site work on Warehouse II and the proposed courtyard. The following is a summary of the proposed alterations for the rehabilitation of Warehouse II.

1. New Primary Entrance and treatment of 1957 Loading Dock Addition

- Existing/Demo Elevations: Sheets 3-AD500, AD501
- Proposed Floor Plans: Sheets 3-A101, A113
- Proposed Elevations: Sheets 3-A500, A501
- Wall Sections: Sheet 3-A610, Details 1/A610 and 2/A610
- Window Types: Sheet 3-A940

The Applicant is proposing the new primary resident entrance for the building on the south facade of the building, in the current location of the loading dock and bays. This

portion of the building has continually served as the truck loading area of Warehouse II. The original loading dock has been enclosed. A concrete masonry unit (CMU) wall with three truck loading bays appears to have been added in 1957.

The Applicant is proposing to retain the existing three loading bay configuration. The easternmost bay will become the new primary entrance and the other two bays will be filled with an aluminum divided light storefront window system (Type SF3). The proposed entrance bay will include a projecting vestibule clad in Corten steel with an aluminum storefront and door system (Type SF4).

The Applicant is proposing to clad the non-contributing CMU wall in a galvanized steel panel with exposed fasteners. The proposed treatment and configuration of the CMU wall, divided light aluminum storefront windows and entrance vestibule clad in Corten steel is consistent with the proposed entrance treatments on the Main Street SE and Mid-block Rail Spur Corridors proposed for the Pillsbury A Mill, Transmission Building, Red Tile Elevator and Cleaning House.

The Applicant is also proposing to remove the steel shed over the historic loading platform on the southwest side of the building. In its place the Applicant is proposing two treatments. The area in line with the enclosed loading dock will be clad in a floor to ceiling aluminum storefront window design (Type SF2 and SF7). The rest of this area is proposed to be treated with an open pergola design. The details of the design have not been included, but a rendering has been submitted. The rendering shows that the proposed pergola consists of a series of squared metal arches without any roof connecting beams. The review of this feature is included in the site plan certificate of appropriateness application.

2. New Loading Docks and Canopies on East, Second Street SE, Facade

- Existing/Demo Elevations: Sheets 3-AD500, AD501
- Proposed Floor Plans: Sheets 3-A101, A113
- Proposed Elevations: Sheets 3-A500, A501
- Wall Sections: Sheet 3-A610, Details 1/A610 and 2/A610
- Window Types: Sheet 3-A940

The Applicant is proposing to reconstruct loading docks on the east facade of Warehouse II. Currently, a concrete loading dock exists. Portions of this dock have been altered and a wooden ramp and railing have been added. The proposed concrete loading dock will be divided into three bays. The first loading dock is for a singular door opening, opening E2-2. The second loading dock serves five door openings and extends from opening E2-4 to E2-8. The third opening serves opening E2-10; this loading dock includes stairs to access Second Street SE.

The proposed concrete loading docks will project five feet out from the exterior building wall. The exposed edge will be covered in a steel channel that resembles an I-beam.

The proposed railing system is a galvanized steel system with steel cables for the horizontal rails. It will be 42 inches high.

The Applicant is proposing a canopy over each of the loading docks. This canopy extends five feet from the building and will have a galvanized corrugated metal roof with an integrated galvanized metal gutter. It will be supported from below by a galvanized steel bracket.

- Existing/Demo Elevations: Sheets 3-AD500,
- Proposed Floor Plans: Sheets 3-A101
- Proposed Elevations: Sheets 3-A500
- Wall Section: Sheet 3-A610, Detail 4/A610
- Detail Sections: Sheet 3-A630, Details 3/A630, 15/A630, and 27/A630

3. New Overflow Scuppers and Drain on East, Second Street SE, Facade

- Existing/Demo Elevation: Sheet 3-AD500
- Proposed Elevation: Sheets 3-A500

The Applicant is proposing to reconstruct the exterior ovelflow scupper. The Applicant is using the original plans from August and September 1918 for the additions to Warehouse II to guide this work. This includes a new downspout that will extend down the exterior of the building.

4. New Loading Dock and Canopies on West, Mid-block Rail Spur Corridor, Façade

- Existing/Demo Elevation: Sheet 3-AD501
- Proposed Floor Plans: Sheets 3-A101, A113
- Proposed Elevations: Sheet 3-A501
- Wall Sections: Sheet 3-A610, Details 3/A610
- Detail Sections: Sheet 3-A630, Details 15/A630 and 17/A630
- Window Types: Sheet 3-A940, Types SF5 and SF6

The Applicant is proposing to daylight three infilled openings in the one-story west facade of Warehouse II. The portion of the building historically had a loading dock and canopy and accessed a rail siding that was part of the Mid-block Rail Spur Corridor. The Applicant is using the original plans, dated August and September 1918, for the additions to the building to guide the proposed design.

The Applicant's proposal includes three concrete loading dock balconies that project five feet from the west building wall. The proposed loading docks correspond with the three proposed openings; openings W1-3, 5, and 7. The loading docks will have railings constructed of galvanized steel and steel cable. The design for the loading docks and railings match the design proposed for the east facade.

The three former loading openings will be infilled with an aluminum storefront window system with a door (Types SF5 and SF6).

Over each of the three loading bay openings the Applicant is proposing to reconstruct the canopy. The canopies will slope back towards the building and will be supported from below with a galvanized steel bracket. The balcony will project five feet from the building wall. As part of this work the Applicant is proposing to reconstruct the missing parapet wall in between the proposed canopies. The Applicant has not provided a material sample for the proposed brick to be used in the reconstructed parapet wall.

5. Window/Door Repair and Replacement

The Applicant submitted a window survey for the building. Each window and door in the building has been documented and evaluated. The recommendations, based on the window survey, are keyed to a color code that identifies the proposed treatment for each of the windows. The Applicant identifies five different treatments:

1. Historic window to be refurbished
2. Historic window to be replaced with historic replica
3. Historic replica to replace non-historic infill
4. Non-historic window in existing opening/infill
5. New Glazing in non-historic opening

5.1 East facade sliding loading doors and transom windows:

- Existing/Demo Elevation: Sheet 3-AD500
- Window Survey Elevation: Sheet 3-A500
- Proposed Floor Plans: Sheets 3-A101
- Proposed Elevations: Sheet 3-A500
- Opening Details: Sheet 3-A961
- Window Types: Sheet 3-A940, W05 and W06

The Applicant's window survey identified some of these doors and openings as repairable (openings E2-2, E2-4, E2-5 and E2-6). The Applicant is proposing to repair the transom windows and replace the existing sliding wooden door with two new aluminum operable swinging doors. The Applicant is proposing to retain and fix the existing sliding doors in their open configuration within the units of the building.

The existing sliding doors are constructed of wood with two six-light window panels. The doors have vertical wood panels below the window openings. The Applicant is proposing aluminum doors with similar, but not matching profiles to the existing doors. The proposed doors retain the six-light window openings, but instead of a solid panel below; the doors have an open window glazing opening. This is likely to allow for more light into the units as this is the only opening in some of the units.

5.2 Unaltered Openings:

- Existing/Demo Elevations: Sheet 3-AD500 and AD501
- Window Survey Elevations: Sheet 3-A500 and A501
- Proposed Floor Plans: Sheets 3-A101
- Proposed Elevations: Sheet 3-A500 and A501
- Opening Details: Sheet 3-A960
- Window Types: Sheet 3-A940, W01, W02, W12

The Applicant's window survey concludes that the existing operable steel awning divided light windows are not repairable. The Applicant is proposing to replace the windows with an aluminum window with a simulated divided light window with an interstitial spacer. The proposed aluminum windows will match the operable awning configuration. They will have a similar profile, but the proposed meeting rails of the proposed windows will be approximately one inch wider.

5.3 Altered Openings:

- Existing/Demo Elevation: Sheet 3-AD500
- Window Survey Elevation: Sheet 3-A500
- Proposed Floor Plans: Sheets 3-A101
- Proposed Elevations: Sheet 3-A500
- Opening Details: Sheet 3-A960
- Window Types: Sheet 3-A940, W08 and W09

There are two openings on the east facade of the building which have been altered over time: openings E3-8 and E4-7. The window sills have been modified and a steel door installed below the window. The windows appear to be original, but modified. The Applicant's window survey concludes that neither the windows nor the doors are repairable.

The Applicant proposes to replace the windows with an aluminum simulated divided light window with operable awning that matches the design of the other proposed replacement windows. The Applicant is also proposing to replace the steel door with a fixed aluminum door with open glazing.

6. New Window Openings

- Existing/Demo Elevation: Sheet 3-AD501
- Window Survey Elevation: Sheet 3-A5001
- Proposed Floor Plans: Sheets 3-A101
- Proposed Elevations: Sheet 3-A501

- Window Types: Sheet 3-A940, W14

The Applicant is proposing to install three new window openings, W1-9, 10, and 11, in the west facade of Warehouse II. The proposed windows are located below the historic window openings (W1-2, W1-4, and W1-6). The proposed windows are four feet eight inches tall by eight feet seven inches wide, which matches the dimension of the historic windows above. The proposed windows are aluminum with an operable awning.

7. **Masonry Repair and Replacement**
   The Applicant is proposing to repoint the entire exterior of Warehouse II. The Applicant has identified several areas on the facade of Warehouse II for brick patching. The Applicant has not submitted a material sample of the proposed brick for patching.

8. **Signage**
   The Applicant's plans include notes for new building signage. The Applicant has not submitted plans for new signs.

PUBLIC COMMENT:

Public hearing notices for this Certificate of Appropriateness application were mailed on March 6, 2012. As of March 10, 2012 several letters have been submitted. Copies of the letters are located in Appendix C.

CETIFICATE OF APPROPRIATENESS: Certificate of Appropriateness for the Rehabilitation of Warehouse II.

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 itself, 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 proposed project rehabilitates Warehouse II. It adaptively reuses the industrial warehousing building for housing without significant alterations to contributing portions of the building. The proposed project retains the character defining features of the building. The proposed project also reconstructs a key character defining feature of the building, the loading dock and canopy on the west facade of the building adjacent to the Mid-Block Rail Spur Corridor. This work supports the industrial and transportation significance that the building was designated for. Therefore the alteration is compatible with and continues to support the criteria of significance and the period of significance for which the St. Anthony Falls Historic District was designated.

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

The proposed project is compatible with and supports the designation of Warehouse II as a contributing resource to the Pillsbury A Mill Complex and the St. Anthony Falls Historic District. The proposed project retains the massing and fenestration patterns of the building. The sill heights of the windows in the building are quite high, especially on the third and fourth floors, where they are approximately six and five feet above the floor plates. The sill heights reflect the use of the building as warehouse where light and ventilation access was important, but so was maximizing storage space. Retaining this configuration is important in understanding the function and significance of the building, which is why it is designated.

The proposed project reinforces the transportation connection and loading function of the building through the reconstruction of the loading docks on both the east and west facades of the building.

(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 National Park Service (NPS) identifies seven aspects of integrity, several of which are discussed below.

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.*
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> *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.

Overall the proposed project ensures the integrity of the design of Warehouse II. The project rehabilitates the building for a residential use; it preserves the major character defining features. It introduces alterations to the building that are required for the reuse for multi-family residential units. It introduces new entrance elements that are sympathetic, compatible, and differentiates the new from the old.

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.*
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> *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 of Warehouse II is retained and enhanced by the proposed project. The project proposes to reconstruct loading docks and canopies on both the east and west facades of the building. This reinforces the warehousing function and transportation connection of the building with Second Street SE. It reconnects the west facade with the Mid-Block Rail Spur Corridor.

(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 included in the Saint Anthony Falls Historic District Guidelines, which were 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.

Overall, the proposed project retains the massing the historic fenestration patterns of the building. It introduces window glazing in former openings. Therefore, it complies with the guidelines in this respect.

The Applicant's proposal introduces a rather large aluminum storefront window on the west elevation of the site former steel shed. This window configuration does not comply with the Guideline requirement that windows be approximately 2.5 to 3 times as tall as they are wide. CPED believes that while the proposed design does not create a vertical window opening as prescribed in the Guidelines, the proposed treatment is compatible with the fenestration patterns of the subject property. CPED staff recommends approval of the large aluminum storefront window on the west elevation of Warehouse II.

(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 six Standards for Rehabilitation that are applicable to the proposed application:

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 Three: Each property will be recognized as a physical record of its time, place, and use. Changes that create a false sense of historical development, such as adding conjectural features or elements from other historic properties, will not be undertaken.

Standard Four: Changes to a property that have acquired historic significance in their own right will be retained and preserved.

Standard Five: Deteriorated historic features will be repaired rather than replaced. Where the severity of deterioration requires replacement of a distinctive feature, the new feature will match the old in design, color, texture, and, where possible, materials. Replacement of missing features will be substantiated by documentary and physical evidence.

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 project introduces a substantially new use to the building by converting it from a former industrial warehouse to a residential use. While the new use requires alterations to the buildings, the project preserves the distinctive materials, features and spatial relationships of Warehouse II.

Using the buildings for milling, manufacturing, and warehousing is not feasible given changes in industry, transportation, and the market in Minneapolis. The alterations proposed would likely be required for any commercial or residential reuse of the property.

The proposed alterations are focused on a non-contributing facade of the building that had been altered after the period of significance. New additions and alterations for the proposed reuse minimize the removal of historic materials by focusing alterations on a non-contributing facade of the building, and differentiates the old from the new while remaining compatible with the building and the Pillsbury A Mill Complex.

In addition, the project uses historic documentation to guide the designs for missing historic features.

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.

New Primary Entrance and Treatment of Loading Dock Facade: Warehouse II appears to have had one pedestrian entrance over the life of the building. This is the single door located at the east corner of the south facade. According to the August and September 1918 plans this door accessed a small office space in the building and appears that it was never meant to serve as a primary building entrance. However the building had several historic entrances on the east, south and west facades that were used for the transfer of goods in and out of the building. The Guidelines recommend identifying, retaining, and preserving entrances and their function. The Applicant's proposal identifies and retains these entrances.

The Applicant's proposal also creates a new pedestrian entrance in the eastern most bay of the loading dock on the south facade of the building. When making alterations for new use, the Guidelines recommend "Designing and installing additional entrances or porches on secondary elevations when required for the new use in a manner that preserves the historic character of the buildings, i.e., limiting such alteration to non-character-defining elevations." Warehouse II, like most of the building of the Pillsbury A Mill Complex does not have a true secondary facade due its ongoing functional

interaction with Second Street SE, the former right-of-way of Fifth Avenue SE, and Mid-Block Rail Spur Corridor.

The proposed entrance utilizes the existing loading bay configuration and its location, on a non-contributing portion of the building wall is in-keeping with the Guidelines on building additions which state that new additions are designed "so that there is the least possible loss of historic materials and so that character-defining features are not obscured, damaged, or destroyed."

Window and Door Repair and Replacement: The Guidelines state the following regarding windows:

- *Identifying, retaining, and preserving windows--and their functional and decorative features--that are important in defining the overall historic character of the building. Such features can include frames, sash, muntins, glazing, sills, heads, hoodmolds, paneled or decorated jambs and moldings, and interior and exterior shutters and blinds.*

- *Conducting an in-depth survey of the condition of existing windows early in rehabilitation planning so that repair and upgrading methods and possible replacement options can be fully explored.*

- *Repairing window frames and sash by patching, splicing, consolidating or otherwise reinforcing. Such repair may also include replacement in kind--or with compatible substitute material--of those parts that are either extensively deteriorated or are missing when there are surviving prototypes such as architraves, hoodmolds, sash, sills, and interior or exterior shutters and blinds.*

- *Replacing in kind an entire window that is too deteriorated to repair using the same sash and pane configuration and other design details. If using the same kind of material is not technically or economically feasible when replacing windows deteriorated beyond repair, then a compatible substitute material may be considered.*

- *Designing and installing new windows when the historic windows (frames, sash and glazing) are completely missing. The replacement windows may be an accurate restoration using historical, pictorial, and physical documentation; or be a new design that is compatible with the window openings and the historic character of the building.*

The Applicant submitted a window/door survey for the building. The survey identifies the condition of each of the existing openings and a determination whether the existing window or door can be rehabilitated.

The Applicant has demonstrated that the existing historic windows in Warehouse II are not repairable due to their condition. The proposed replacement windows meet the Guidelines identified above.

The Applicant has identified three historic doors that are repairable. Due to the proposed use, configuration of the units and the need for a more effective thermal design the Applicant is proposing to use an aluminum and glass door system in the openings. As a mitigation measure the Applicant is proposing to retain the historic doors by fixing them in their open position. The doors will be visible within the units. CPED believes this proposal with the mitigation measures outlined above is in-keeping with the Guidelines.

Three New Window Openings on West Facade: When introducing new window openings the Guidelines recommend "designing and installing additional windows on rear or other-non character-defining elevations if required by the new use. New window openings may also be cut into exposed party walls. Such design should be compatible with the overall design of the building, but not duplicate the fenestration pattern and detailing of a character-defining elevation."

The Applicant is proposing three new windows on the west facade of the building. The proposed windows are in line with the historic window openings above and match their size, but differ in the light pattern proposed.

CPED is sympathetic to the difficulty of reusing the Warehouse II for any use, especially a residential use that requires more windows and light than an industrial use. Due to its design and spatial configuration of the Pillsbury A Mill Complex, all of the facades on Warehouse II are character defining. In other words, there are no secondary facades.

The heights of the windows in Warehouse II also make reuse difficult. On the third and fourth floors the Applicant has introduced a raised platform in portions of the living area within the units to allow access to the windows which are located five and six feet above the floor.

In the location of the proposed new window openings the sill of the existing windows are approximately seven feet six inches above the floor height. These are the only current window openings in the units. Creating a platform to make these windows accessible appears to be prohibitive. CPED believes the new windows are required for the new use and are in are in keeping with the fenestration pattern of the building. The proposed windows meet the Guidelines.

West Loading Dock and Canopies: The Applicant is proposing to reconstruct the loading docks and canopies on the west facade of the building based on the original plans from August and September 1918. The Applicant should be applauded for reconstructing these features. They reestablish the connection between Warehouse II and the Mid-Block Rail Spur Corridor which further helps the building convey its significance as part of the Pillsbury A Mill Complex.

The Applicant's proposal follows the approach outlined by the Secretary of the Interior Standards for Rehabilitation regarding the design for missing historic features. The approach calls for using adequate historical, pictorial, and physical documentation so that the feature may be accurately reproduced. While using the original plans for the building does follow this approach, differing pictorial evidence from 1919 exists. The pictorial evidence shows that the canopy and loading dock extended the entire face of the western facade of the building, not in a three bay configuration as proposed in the original plans or in the Applicant's plans. CPED supports the accurate reconstruction of the loading dock and canopy using all information to determine what was originally constructed.

(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.

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

- 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.

The Marcy Holmes Master Plan also calls for the preservation of historic resources within the neighborhood.

Land Use: The proposed use of the site is 250 units of affordable artist housing. The project includes space for an interpretive energy center in the Pillsbury A Mill building as well as a gallery and performance space in Warehouse I along Main Street SE.

The proposed project is located within the East Hennepin Activity Center, a land use feature as designated in the comprehensive plan. The comprehensive plan states that activity centers "support a wide range of commercial, office, and residential uses. They typically have a busy street life with activity throughout the day and into the evening. They are heavily oriented towards pedestrians, and maintain a traditional urban form and scale. Activity Centers are also well-served by transit."

The future land use for this site is designated as Urban Neighborhood. Urban Neighborhood is defined as a "predominantly residential area with a range of densities, with highest densities generally to be concentrated around identified nodes and corridors. May include undesignated nodes and some other small-scale uses, including neighborhood-serving commercial and institutional and semi-public uses scattered

throughout. More intensive non-residential uses may be located in neighborhoods closer to Downtown and around Growth Centers." The Marcy Holmes Master Plan calls for multiple family housing on the project site.

Therefore, the Applicant's proposal is consistent with the City and Neighborhood land use plans.

Neighborhood Connections to the River: The Marcy Holmes Master Plan calls for a new street at 4th Avenue SE through the subject site and at 5th Avenue SE. The intent of these requirements is to create porosity through the Pillsbury A Mill complex to allow for better connections for the neighborhood to the river.

The 4th Avenue SE connection proposed in the Marcy Holmes Master Plan would require the demolition of the concrete grain elevators of the Pillsbury A Mill complex – a contributing resource to the St Anthony Falls Historic District. The demolition would not be in keeping with the policies of the Minneapolis Plan for Sustainable Growth or the Preservation Ordinance. To accommodate the policy intent of the Marcy Holmes Master Plan the Applicant is providing a walkway and stair access through the Pillsbury A Mill Complex in the vicinity of this desired connection. The walkway runs from 2nd Street SE along the concrete grain elevators, down into the rail spur corridor and along the downriver side of the Red Tile Elevator to Main Street SE.

The Applicant is also providing a dedicated pedestrian connection along the former 5th Avenue SE right-of-way through the Pillsbury A Mill complex to meet the intent of the plan.

(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 Applicant's proposal does not include the destruction of any portion of Warehouse II.

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 has demonstrated knowledge of each of these documents.

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

The Applicant has demonstrated consideration of Chapter 530 Site Plan Review.

(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.

The Applicant’s proposal to rehabilitate Warehouse II will ensure continued significance and integrity of all contributing properties within the Pillsbury A Mill Complex and in the historic district. The Applicant’s proposal retains the resource’s character defining features, while adding new compatible additions necessary to allow for the reuse of this former industrial warehouse.

The Applicant’s proposal recognizes and enhances the interconnected relationship of the buildings with each other, the rest of the resources of the Pillsbury A Mill Complex and the St. Anthony Falls Historic District. The proposal does this by reconstructing the loading dock and canopy along the Mid-Block Rail Spur Corridor.

(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 retains the essential character of the historic district. It retains the industrial character and enhances interconnectedness with the transportation uses of the historic district while adaptively reusing the historic industrial building for affordable artist housing.

(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 not be injurious to the significance and integrity of other resources in the historic district, nor will it impede the normal and orderly preservation of surrounding resources. The proposed project stabilizes and rehabilitates the historic resources which help to ensure the integrity of surrounding resources.

The proposed project reconstructs the connection of Warehouse II with the Mid-Block Rail Spur Corridor, which increases the integrity of design and setting for both historic resources.

STAFF RECOMMENDATION

The Department of Community Planning and Economic Development - Planning Division recommends that the Heritage Preservation Commission adopt the above findings and **approve** the Certificate of Appropriateness for the Rehabilitation of Warehouse II located at 400 Second Street SE with the following conditions:

1. The design for the proposed loading dock and canopy on the west facade of Warehouse II shall reflect what was constructed and be based on pictorial evidence and original buildings plans.
2. The Applicant shall submit a sample of the proposed brick for any replacement for approval by CPED-Planning before construction to ensure that it matches as closely as possible to the existing brick.
3. The Applicant shall submit a master sign plan that addresses historic signage as well as any new proposed signs for review and approval by the HPC in a public hearing. The proposed alterations to the Pillsbury A Mill sign or any historic building signage as well as any new signage is not approved at this time.
4. All workmanship must be completed in conformance with the Secretary of Interior Standards, see: *http://www.nps.gov/history/hps/tps/standguide/*
5. The Applicant shall obtain all other necessary City approvals prior to the commencement of work.
6. CPED-Planning Staff shall review and approve the final plans prior to building permit issuance.
7. 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 the one-year anniversary date of approvals;
8. 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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