

EXHIBIT A

Project Description: The Wave Project

Omni Investment (Developer) has proposed to construct a mixed-use project (Project) on the site of the former Fuji Ya Restaurant and vacant land to the west currently owned by the Minneapolis Park and Recreation Board (MPRB). The City of Minneapolis prepared a mandatory Environmental Assessment Worksheet (EAW) for the Project according to the Environmental Review Rules (Rules) of the Minnesota Environmental Quality Board (EQB) under 4410.4300 Mandatory EAW Categories, Subpart 31 Historical Places. The Wave Project Area is within the St. Anthony Falls Historic District, a district listed on the National Register of Historic Places (NRHP) and included in the Minnesota Historic District Act of 1971. The site is also within the boundaries of the locally designated St. Anthony Falls Historic District.

The site for the Project is bounded by First St. S., Fifth Avenue South, and West River Road. The approximately one-acre site, currently owned by the Minneapolis Park and Recreation Board (which is a "sister agency" of the City of Minneapolis), is generally a 70-ft.-wide parcel sitting between First St. S. and West River Road. The site is presently occupied by the former Fuji Ya Restaurant, parking for the Minneapolis Park and Recreation Board, and ruins of the Columbia Flour Mill, Occidental Feed Mill, and Bassett Sawmill.

The Project has three main elements: 1) Construction of 38 residential units and a 9,400 sq. ft. luxury spa in a building that steps up from 1st. St. S. from 7 stories on the east (including one parking level) to 13 stories on the west (including one parking level) along its 400-ft. length, 2) the rehabilitation and reuse of the 9,600 sq. ft. building that was formerly the Fuji Ya Restaurant as a new restaurant, and 3) parking for 195 vehicles, including 65 stalls to be leased by the Minneapolis Park and Recreation Board for public parking. Parking for the Project would take advantage of the natural slope of the site. Planned are two entrances along West River Road that would access the two lowest levels with a total of 107 stalls for public parking for the commercial uses and park users. Two entrances on First St. S. would access the upper two levels with a total of 88 stalls for the use of the 38 residential units. This yields a stall-to unit ratio of 2.3.

State rules required the City to prepare an EAW for the Project because it would destroy or remove properties listed on the NRHP. The Project preserves much of the historic resources on site; however, it also includes the destruction of other archeologically and historically significant resources. The 106 Group, which prepared an historic analysis for the EAW, concluded that the height, massing, and scale of the revised Project will have adverse visual effects on seven historic properties in the area.

EXHIBIT B

Record of Decision (Future dates are obviously not definite at this time.) Environmental Review Record for the Wave Project Environmental Assessment Worksheet

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

<u>DATE</u>	<u>ITEM</u>
8/14/06	City staff distribute EAW to official EQB Distribution List and to the Official Project Distribution List and place EAW documents on the City's web site.
8/14/06	Minnesota Environmental Quality Board (EQB) publishes notice of availability in <i>EQB Monitor</i> . 30-day comment period commences.
9/6/06	Public Comment Meeting at Mill City Museum
9/13/06	End of EAW public comment period.
9/25/06	Proposer requests extension of indeterminate length of the period for the City's decision on the need for an EIS to allow preparation of additional documentation in response to comments received on the EAW.
11/16/06	City staff provide EAW to City Planning Commission (CPC), Committee of the Whole.
2/7/07	City staff distribute Draft Findings of Fact and Record of Decision Document and a notice of the Zoning & Planning Committee Meeting where it would be considered to official EQB Distribution List and to the Official Project Distribution List and place EAW documents on the City's web site.
2/15/07	Zoning and Planning Committee (Z & P) of the City Council considers draft "Findings of Fact and Record of Decision" report and EAW and recommends Negative Declaration.
2/23/07	City Council makes a finding of Negative Declaration and concludes no EIS is warranted.
3/1/07	Mayor approves Council action regarding EAW.
3/5/07	City publishes notice of Council/Mayor decision in <i>Finance and Commerce</i> .
3/5/07	City publishes and distributes Notice of Decision to official EAW mailing list and Official Project List.
3/12/07	EQB publishes Notice of Decision in <i>EQB Monitor</i> .

EXHIBIT C

Public Notification Record

The following describes the public notification process of the Community Planning and Economic Development department—Planning Division for the Wave Project EAW:

- The City maintains a updated list based on the Official EQB Distribution List. The list used for The Wave Project EAW is attached. All persons on that list were sent copies of the EAW. The Planning Division also distributes copies of the EAW via interoffice mail to elected and appointed officials and City staff.
- A notice of the availability of The Wave Project EAW, the dates of the comment period, and the process for receiving a copy of the EAW and/or providing comment was:
 - Published in the *EQB Monitor* on 8/14/06
 - Provided to the City's Communications/Public Affairs office for notice and distribution.
- An electronic version of The Wave Project EAW was posted on the City's website for review and downloading.
- Copies of the EAW were distributed at the Public Comment Meeting
- The Draft Findings of Fact and Record of Decision for The Wave Project EAW and a notice of the Zoning & Planning Committee Meeting where it would be considered was distributed as follows:
 - Sent to the expanded Official EQB contact list and to those who had provided written comment on the EAW.
 - Provided to the City's Communications/Public Affairs office for notice and distribution.
 - An electronic version was posted on the City's website for review and downloading
- The Notice of Decision was distributed to the Official EQB Distribution List, the Official Project Distribution List, and for publication in the *EQB Monitor*.

Attached:

Official EQB Notification List

Official Project Notification List

State EQB List Updated: 11-2-05

Jason Wittenberg
300 PSC
INTEROFFICE

Tamara Cameron
US Army Corp of Engineers
190 5th St. E.
St. Paul, MN 55101

Jim Haertel
Board of Water & Soil Resources
520 Lafayette Rd.
St. Paul, MN 55155

Carol Blackburn
Legislative Reference Library
645 State Office Building
St. Paul, MN 55155

Kenneth Westlake
US Environ. Protection Agency
77 W. Jackson Blvd. Mailstop B-19J
Chicago, IL 60604-3590

Corey Conover
City Attorney
300 Metropolitan Center
INTEROFFICE

Reviews Coordinator (5)
Metropolitan Council
230 E. Fifth St.
St. Paul, MN 55101

T.C. Field Office ES
US Fish & Wildlife Service
4101 E. 80th St.
Bloomington, MN 5545-1665

Becky Balk
Dept. of Agriculture
90 W. Plato Blvd.
St. Paul, MN 55107

Dennis Gimmestad
Minnesota Historical Society
345 Kellogg Blvd.
St. Paul, MN 55102

Development Review Coordinator
MnDOT – Metro Division (3)
Waters Edge
1500 W. Co. Rd. B-2
Roseville, MN 55113

Marya White
Dept. of Commerce
85 7th Place East, #500
St. Paul, MN 55101

Beth Lockwood (3)
MN Pollution Control Agency
520 Lafayette Rd.
St. Paul, MN 55155

Office of the State Archaeologist
Attn: Scott Anfinson
Fort Snelling History Center
St. Paul, MN 55111

Environ. Health Division
Department of Health
121 E. Seventh Place, #230
St. Paul, MN 55101

Gerald Larson
MnDOT Environmental Services
395 John Ireland Blvd MS620
St. Paul, MN 55155

Lois Eberhart
Interagency Coordinator, Public Works
203 City Hall
INTEROFFICE

Thomas Balcom (3)
DNR
500 Lafayette Rd.
St. Paul, MN 55155

Stewardship Team Manager
National Park Service
111 E. Kellogg Blvd. #105
St. Paul, MN 55101-1288

Minneapolis Public Library (2)
Business & Technology
300 Nicollet Mall
Minneapolis, MN 55401

Jon Larsen
Environmental Quality Board
658 Cedar St. #300
St. Paul, MN 55155

Jon Wertjes
Public Works
233 City Hall
INTEROFFICE

Jeremy Stratton
Skyway News
1115 Hennepin Ave. S.
Minneapolis, MN 55403

Dave Jaeger
Henn. Co. Environmental Services
417 N. 5th St.
Minneapolis, MN 55401

First	Last	Address1	Address 2	City	State	Zip	Phone	Representing
JANE	DIETL	401 S 1ST STREET	#707	MINNEAPOLIS	MN	55401	612-332-0829	
NANCY	MILLER	111 FRANKLIN AVE S	#322	MINNEAPOLIS	MN	55404	612-870-6206	
DENNIS	BUMMESTAD	345 KELLOG BLVD W		ST PAUL	MN	55102	651-205-4205	MN SHPO
ANDREW	HAUON	19 S 1ST STREET	B-1203	MINNEAPOLIS	MN	55401	612-332-7623	DMNA
JACKIE	CHERRYHOMES	331 2ND AVE S		MINNEAPOLIS	MN	55401	612-961-5614	DMNA
BRUCE K	ANDREW	401 S 1ST STREET		MINNEAPOLIS	MN	55401	612-332-0216	
TERRY	ANDREW	401 S 1ST STREET		MINNEAPOLIS	MN	55401	612-332-0216	
MARYOUM	HOSSEIMI-DAHKOVOLI	401 S 1ST STREET		MINNEAPOLIS	MN	55401	612-220-4000	
MAZY	HOSSEIMI	401 S 1ST STREET		MINNEAPOLIS	MN	55401	612-708-9293	
MITCHELL/JUDITH	HADLEY	401 S 1ST STREET	#314	MINNEAPOLIS	MN	55401	612-339-0082	
TAMMY	PETERSON	401 S 1ST STREET	#519	MINNEAPOLIS	MN	55401	612-790-2059	
RACHEL	FOLDEN	401 S 1ST STREET	#919	MINNEAPOLIS	MN	55401	612-964-3234	
MAREN	KLOPPMANN	401 S 1ST STREET	#1011	MINNEAPOLIS	MN	55401	612-333-1577	
MIKE	RENNER	401 S 1ST STREET		MINNEAPOLIS	MN	55401	612-202-6499	
TRACY	TIFFANY	401 S 1ST STREET		MINNEAPOLIS	MN	55401	612-419-6974	
TOM	DADES	401 S 1ST STREET		MINNEAPOLIS	MN	55401	612-710-2886	
HOLLY	SCHMIDT	401 S 1ST STREET	#719	MINNEAPOLIS	MN	55401	612-210-2858	
PATRICK	JULIEN	1508 E 38TH ST		MINNEAPOLIS	MN	55407	612-280-7631	
KL	GUSTAFSON	401 S 1ST STREET	#119	MINNEAPOLIS	MN	55401	612-692-5365	
TOM	HAYES	333 S 1ST STREET		MINNEAPOLIS	MN	55401	612-332-0829	
JIM	LYMSKEY	401 S 1ST STREET	#707	MINNEAPOLIS	MN	55401	612-436-4772	DT JOURNAL
MICHELLE	BRUCH	1115 HENNEPIN AVE		MINNEAPOLIS	MN	55406	612-724-1570	
KT	SIMONDASTYCH	2809 42ND AVENUE S		MINNEAPOLIS	MN	55401	612-676-2700	DSR
PAULA	MERRIGAN	333 WASH AVE N		MINNEAPOLIS	MN	55401	612-339-2651	MILL PLACE INC.
BERYL	MILLER	111 3RD AVE S	#310	MINNEAPOLIS	MN	55401	612-332-0568	MILL PLACE AND ENGINE HOUSE
CRAIG	KUPFITZ	401 S 1ST STREET	#1202	MINNEAPOLIS	MN	55401	612-236-4316	
N	KORGAN	401 S 1ST STREET	#1402	MINNEAPOLIS	MN	55401	612-339-2390	
C	LARSON	401 S 1ST STREET	#607	MINNEAPOLIS	MN	55401	612-396-9574	
MARK	CURIE	401 S 1ST STREET	#919	MINNEAPOLIS	MN	55401	612-269-5269	
D	FOLDEN	401 S 1ST STREET	#710	MINNEAPOLIS	MN	55340	612-518-0683	COMMUNITY
GREG	DAKIN	2950 PARKVIEW D		MEDINA	MN	55401	612-702-8119	
JAN	TIFFANY	401 S 1ST STREET	#1207	MINNEAPOLIS	MN	55401		
STEVE	EMMERT	401 S 1ST STREET		MINNEAPOLIS	MN	55401		
CHARLES/LAVONNE	GIBBS	401 S 1ST STREET		MINNEAPOLIS	MN	55401		
ERIC	KATZ	401 S 1ST STREET		MINNEAPOLIS	MN	55426		CARLYLE CONDOS
TOM	DILLON	600 SOUTH HWY 169		MINNEAPOLIS	MN	55426		
LEE	IRONSIDE	401 S 1ST STREET		MINNEAPOLIS	MN	55101	612-310-0117	
JAN	YOUNGQUIST	390 N ROBERT ST		ST PAUL	MN	55101	651-602-1029	METROPOLITAN COUNCIL
CLIFF	GOLDBERG	401 S 1ST STREET	#1613	MINNEAPOLIS	MN	55401	612-204-9801	
CARI	DAKIO	401 S 1ST STREET	#710	MINNEAPOLIS	MN	55401	612-269-4996	
SARAH	REMER	401 S 1ST STREET	#722	MINNEAPOLIS	MN	55401		
ANN	ERICKSON	401 S 1ST STREET	#1601	MINNEAPOLIS	MN	55401	612-343-5226	
KATHERINE	POHLEN	401 S 1ST STREET	#1115	MINNEAPOLIS	MN	55401	612-270-8000	
MELISSA	NELSON	401 S 1ST STREET	#1201	MINNEAPOLIS	MN	55401	612-296-9854	
SCOTT	SEIM	401 S 1ST STREET	#507	MINNEAPOLIS	MN	55401	612-277-0915	
TERRY	ANDERSON	401 S 1ST STREET	#1023	MINNEAPOLIS	MN	55401	612-332-0216	
DOUG	VERDIER	401 S 1ST STREET	#222	MINNEAPOLIS	MN	55401	612-332-1152	
MARILYN	BELLO	401 S 1ST STREET	#1723	MINNEAPOLIS	MN	55401	612-345-5683	
ASHLEY	ASHLEY	401 S 1ST STREET	#515	MINNEAPOLIS	MN	55401		
CAROL	SOARELA	401 S 1ST STREET	#202	MINNEAPOLIS	MN	55401		
CHIP	JOHNSON	90 S 7TH STREET	#4300	MINNEAPOLIS	MN	55402		
CHRIS	MORRIS	53 W JACKSON BLVD	#350	CHICAGO	IL	60604		CHRISTINA-MORRIS@NTHP.ORG

EXHIBIT D

Public Comment Meeting for the Wave Project EAW

CITY OF MINNEAPOLIS
Public Comment Meeting
Regarding the
Environmental Assessment Worksheet (EAW)
Completed for The Wave Project

September 6, 2006 Mill City Museum

Convener: Michael Orange
Minneapolis Community Planning and Economic Development Department—Planning Division

All attendees: Please sign in at the tables located in the hallway

Speakers: If you wish to make a public comment, please check the box on the right side of the list

PUBLIC COMMENT MEETING AGENDA

- 7:00 **Welcome and description of the purpose of the meeting and the process to be followed.** This is the official Public Comment Meeting held by the City of Minneapolis in its role as the Responsible Government Unit (RGU) consistent with Minnesota Rules at 4410.7900 for the above-named EAW. It is not a Public Hearing as defined by City of Minneapolis ordinance. **Its purpose is to accept testimony as to the accuracy and completeness of the environmental review documents and testimony regarding potential environmental impacts.**
- 7:05 **Brief summary of the environmental review process and the EAW**
- 7:15 **Brief summary of the project**
- 7:25 **Public comments.** The Convener will call for speakers in the order they have signed up. In order to enable the opportunity for all that desire to speak, the Convener may set a time limit based on the number of speaking requests.

Please address the accuracy and completeness of the EAW and potential environmental impacts.

Written comments: Written comments should be given to the EAW Contact person at the meeting or at any time prior to the end of the public comment period which is 4:30 p.m. on 9/13/06. Comments submitted electronically (email or disc) are preferred.

**EAW contact person: J. Michael Orange, 612-673-2347; TDD: 673-2157; facsimile: 673-2728; Minneapolis Department of Community Planning and Economic Development—Planning Division, Room 210 City Hall, 350 S. Fifth St., Mpls., MN 55415-1385.
E-mail: michael.orange@ci.minneapolis.mn.us.**

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SIGN IN SHEET

Name (Please print)	Address	City	Zip	Phone	Representing	SPEAKING?
Jane S. Dietl	401 S. 1st St #707	Mpls.	55401	332-0827 612-257- 257		
Nancy A. Miller	111 Franklin Ave. E. #302	Mpls.	55404	612-870-6206		
Dennis Gimnestad	345 Kellogg Ave W.	St. Paul	55102	651 205 4205	MW SHPO	✓
Andrew Haun	19 South First St.	Mpls	55401	612-332-7623	OMNIA	
Debbie Chenammer	331 2nd Ave SE	Mpls	55401	612-961-5614	Omni	
Leery Wagner	401 S. 1st St #111	Mpls	55401	612-339-6497	Self	
Patricia Anderson	"	"	"	612-322-0214	Self	
Terry Anders	"	"	"	"	Self	
Maryam Hossaini-Dahkoral	"	"	"	(612) 220-4000	"	
Mozzy Hosseini	"	"	"	612-708-9293	"	
Mitchell Judith Hadley	401 S. 1st St. #314	"	"	612-339-0000	selves	
Tommy Peterson	401 S. 1st St #59	"	"	612-790-2059	Self	yes (#3)
Rachel Folsch	401 S. 1st St #910	"	"	612-964-3834	Self	
Marken Kloppmann	Ann 701 S. 1st St. #101	Mpls	55401	612-333-1577	SELF	
Mike Zimmerman	401 S. 1st St.	Mpls	55401	612-225-6499	"	
Tracy Tiffany	401 S. 1st St.	Mpls	55401	612-449-6874	"	
Tom Hayes	401 S. 1st St.	Mpls	55401	612-710-2886	SELF	
Holly Schmidt	401 S. 1st #719	Mpls	55401	612-210-2858	Self	
Patrick Julian	1508 E. 38th St.	Mpls	55407	612-280-7631	me	
HL Gustafson	401 S. 1st #1119	Mpls	55401		Self	
Tom Hayes	333 S. 1st St	Mpls	55401	612-625-5305	Self	✓

SIGN IN SHEET

Name (Please print)	Address	City	Zip	Phone	Representing	SPEAKING?
1 Jim Lynskey	401 S. 1st St #707 Riverwest	Mpls	55401	612 332-0829	1	
2 Michael Bach	1115 Humeau Ave	Mpls		612-434-4772	DT Journal	
3 KTSIMON DASTYCH	2809 42nd Ave S	Mpls	55409	612-744-570		
4 Paula Merrigan	333 Wash Ave N	Mpls	55401	612 676 2700	DJR	
5 AERIC MILLER	111-3RD AVE SO	MPLS	55401	612-339-2657	Mill Place, Inc.	✓
6 ORALB KUPFITZ	111 3RD AVE S - #710	MPLS	55401	612-339-2657	WWW PLACE of ENGINE HOME	
7 K. Koguen	401 S 1st St #1209	"	"	612 332-0568		
8 C. ARSON	401-1st St. #1402	"	"	612-336-4316		
9 Mark Currie	401 S 1st #607	Mpls	55401	612-339-2390		✓
10 D. Folden	401 S 1st St #919	Mpls	55401	612 396 - 9524	RESIDENT	
11 GREG DAKIN	401 S 1st St #710	"	55401	612 269-5269	RESIDENT	✓
12 Jan Triggamy	2950 Parkview Rd	Mpls	55340	612-518-0613	Community	
13 Steve Emmert	401 S. 1st St #1207	MPLS	55401	612-702-8119	RESIDENT	
14 Charles & Barbara O'Brien	401 S. 1st Street #7	MPLS	55401		Resident	
15 Eric Katz	401 S 1st St	MPLS			RumNest	
16 Tom Dillon	600 South Boylston	MPLS	55426		CARLYLE Condo S	
17 Lee Triggamy	401 S 1st St	MPLS	55401	612-316-0117	Resident	
18 Kayla Paul	401 S 1st St	MPL	55401		Resident	
19 JAN YOUNGAUJIST	340 N ROBERT	ST PAUL	55101	651-602-1029	METROPOLITAN COUNCIL	
20						
21						
22						

(2)

#14 then -2 -3 -4 on other sheets

3

SIGN IN SHEET

	Name (Please print)	Address	City	Zip	Phone	Representing	SPEAKING?
1	Cliff Goldberg	401 S. 1st St #1613	Mpls	55401	612-204-8801	Self	No
2	Cari Dakin	401 S. 1st St #1710	Mpls	55401	612-209-4940	Self	Yes (#4)
3	Sarah Reimer	401 South 1st St #723	Mpls	55401		Self	Yes (#2)
4	Kathleen O'Malley	401 S. 1st Street #512	Mpls	55401	612-338-1881	Self	
5	Ann Euskirchen	401 S 1st St #1604	Mpls	55401	612-393-0226	Self	No
6	Katherine Pohlen	401 S 1st St #1115	Mpls	55401	612-270-8000	Self	No
7	Melissa Nelson	401 S. 1st St #1201	Mpls	55401	612-246-7854	Self	No
8	Scott Seira	401 S 1st St #507	Mpls	55401	612-277-0915	Self	No
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SIGN IN SHEET

	Name (Please print)	Address	City	Zip	Phone	Representing	SPEAKING?
1	EDNA BEZARKUS	YA GROVE	MPLS	55401	612 379-2662		Y
2	Scott Seim	401 S 1st St #507	Mpls	55401	612 2770915	self	Y
3	TERRY ANDERSON	401 S 1st St #1023	"	"	612-332-0216	myself	NO
4	DOUG VERDIER	401 S 1st St #222	MPLS	55401	612 332 1152	myself	NA
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SIGN IN SHEET

	Name (Please print)	Address	City	Zip	Phone	Representing	SPEAKING?
1	Marilyn Bello	401 S 1 st St #7723	Mpls	55401	612-345-5683	RiverWest	
2	Ashley Bush	401 S. 1 st St. #515	Mpls	55401		Riverwest	
3							
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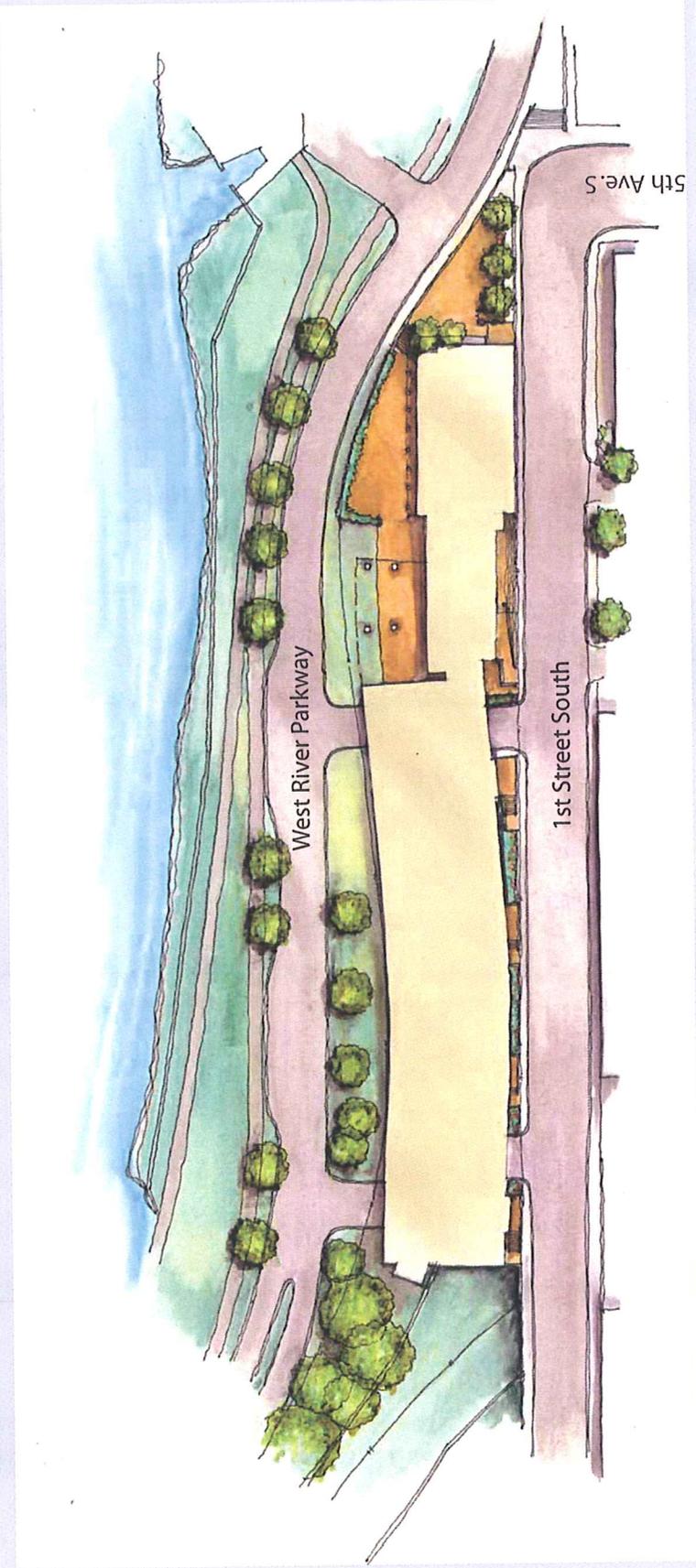
EXHIBIT E

Comment Letters
(Printed separately)

EXHIBIT F

Revised Project Drawings

1. Site plan
2. Parking level plans
3. First Street elevation
4. West River Road elevation
5. River elevation
6. Longitudinal section
7. Profile with RiverWest
8. Site and view key
9. 1st Street rendering
10. View corridor at Mill Place
11. View corridor at First Street
12. Aerial view
13. Stone Arch Bridge view
14. View across the river



THE WAVE

Minneapolis, Minnesota

November 27, 2006

Site Plan

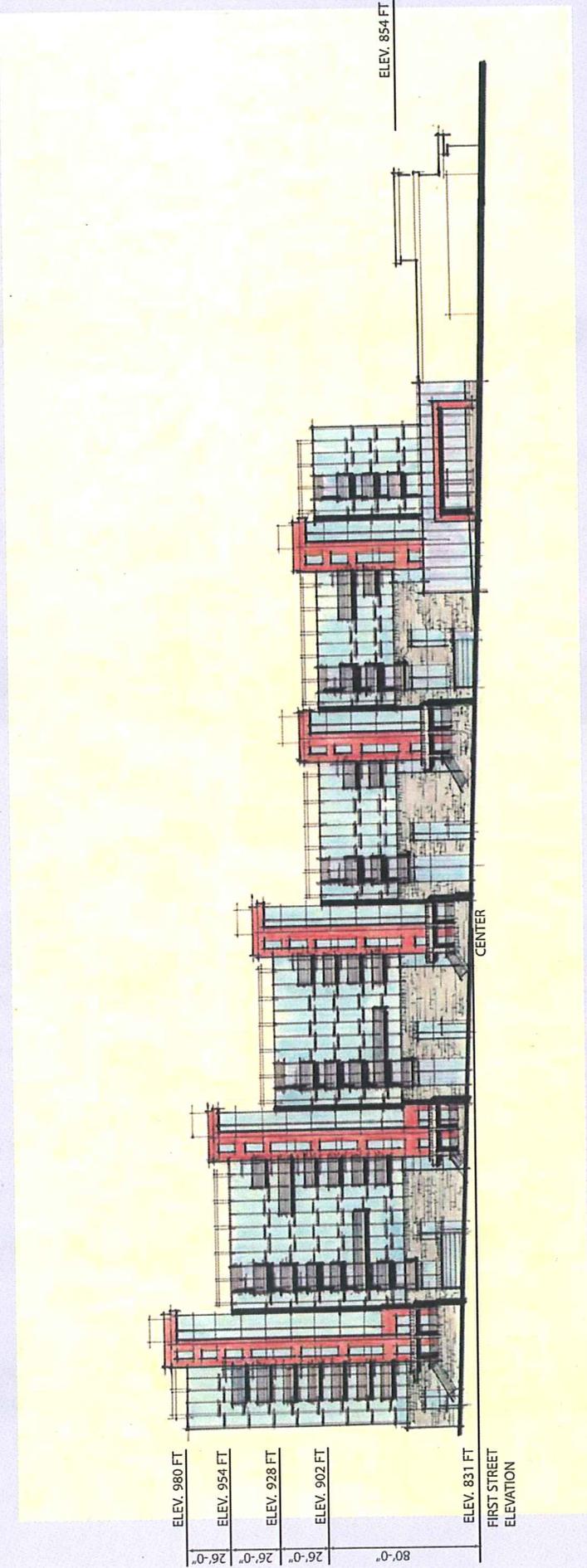
05-0055



OMNI
INVESTMENT PROPERTIES LLC



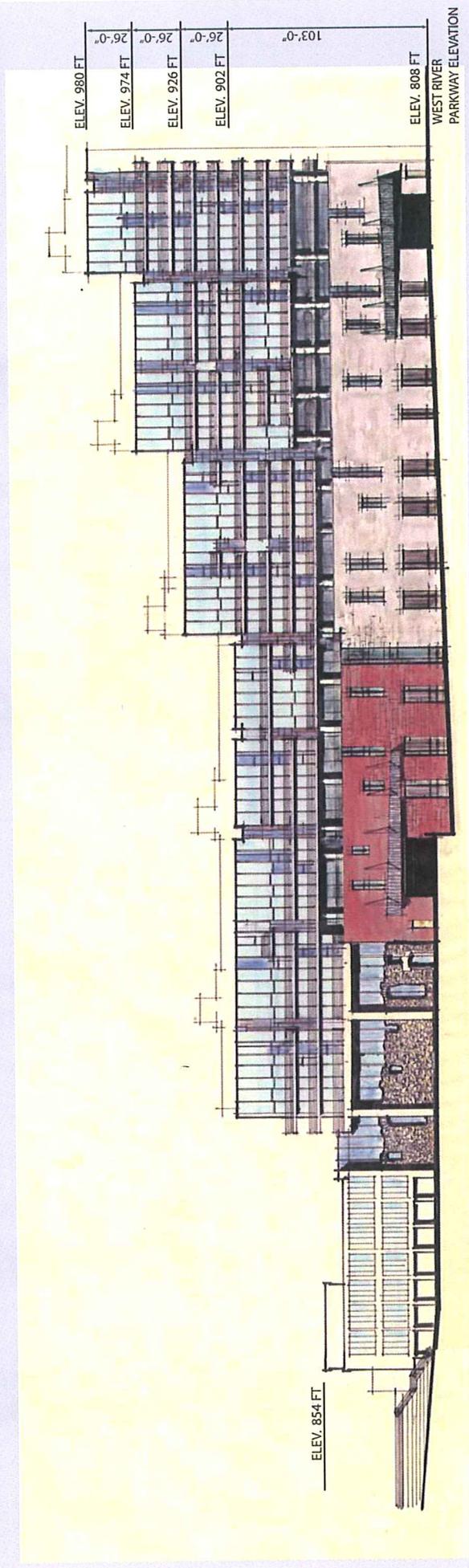
DJR
ARCHITECTURE INC.



THE WAVE
 Minneapolis, Minnesota
 November 27, 2006 (r)



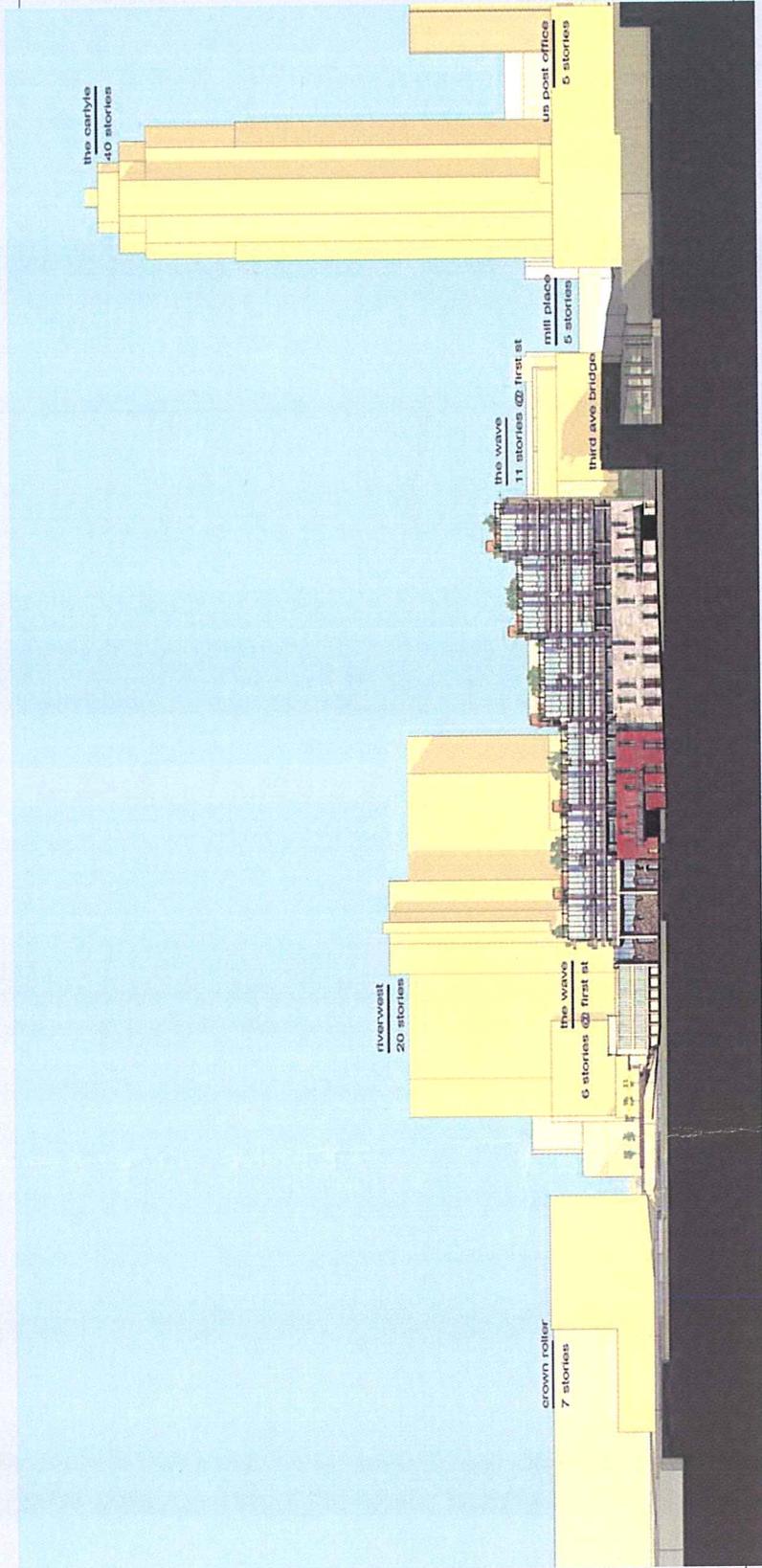
05-0055
 First Street Elevation



THE WAVE
 Minneapolis, Minnesota
 November 27, 2006 (r)



West River Parkway Elevation
 05-0055



THE WAVE

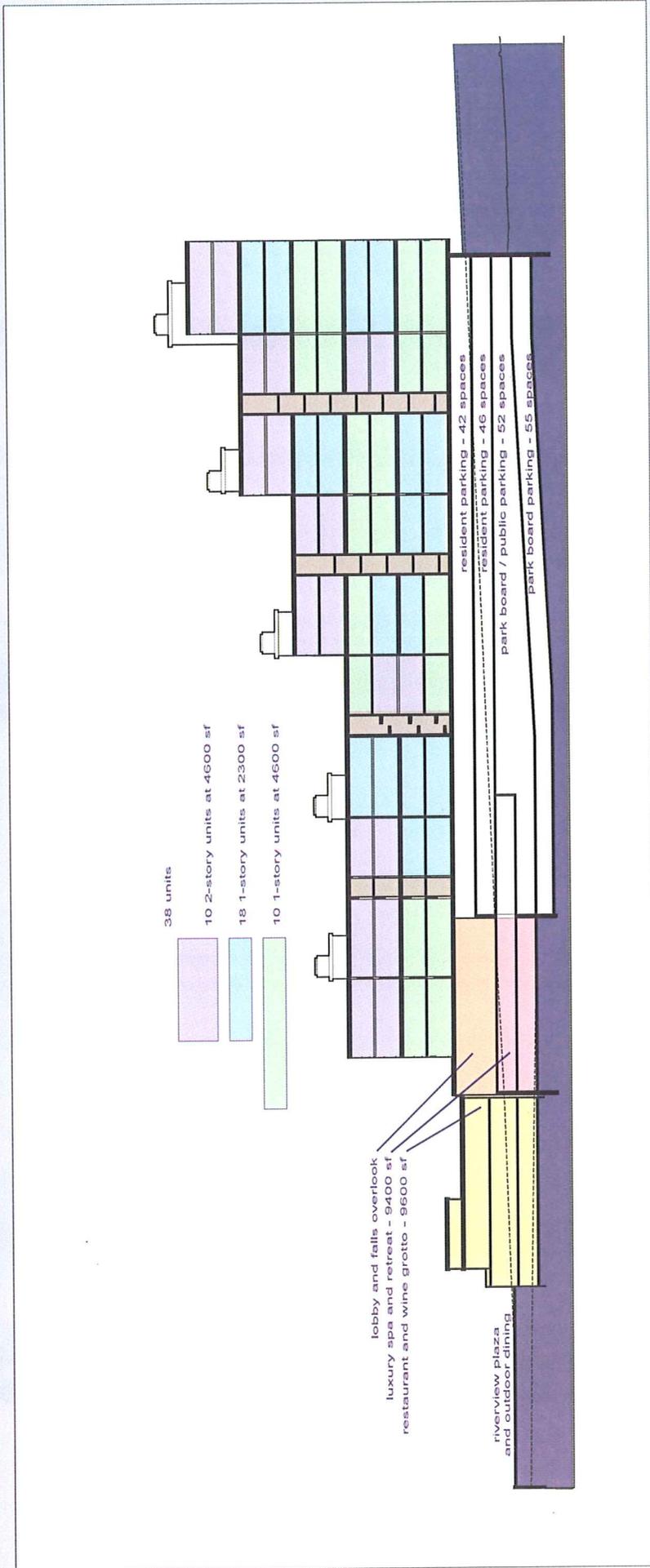
Minneapolis, Minnesota

November 27, 2006

05-0055

River Elevation

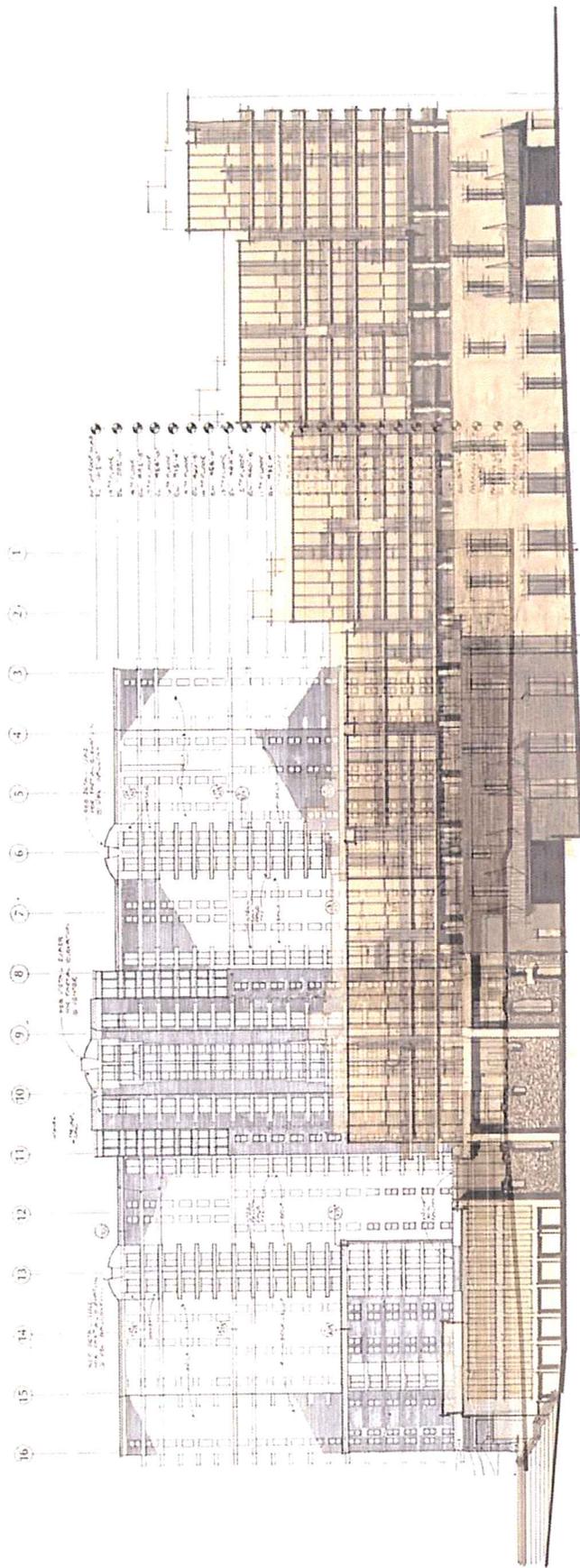




THE WAVE
 Minneapolis, Minnesota
 November 27, 2006

Longitudinal Section
 05-0055





THE WAVE

Minneapolis, Minnesota

November 27, 2006

Profile with RiverWest

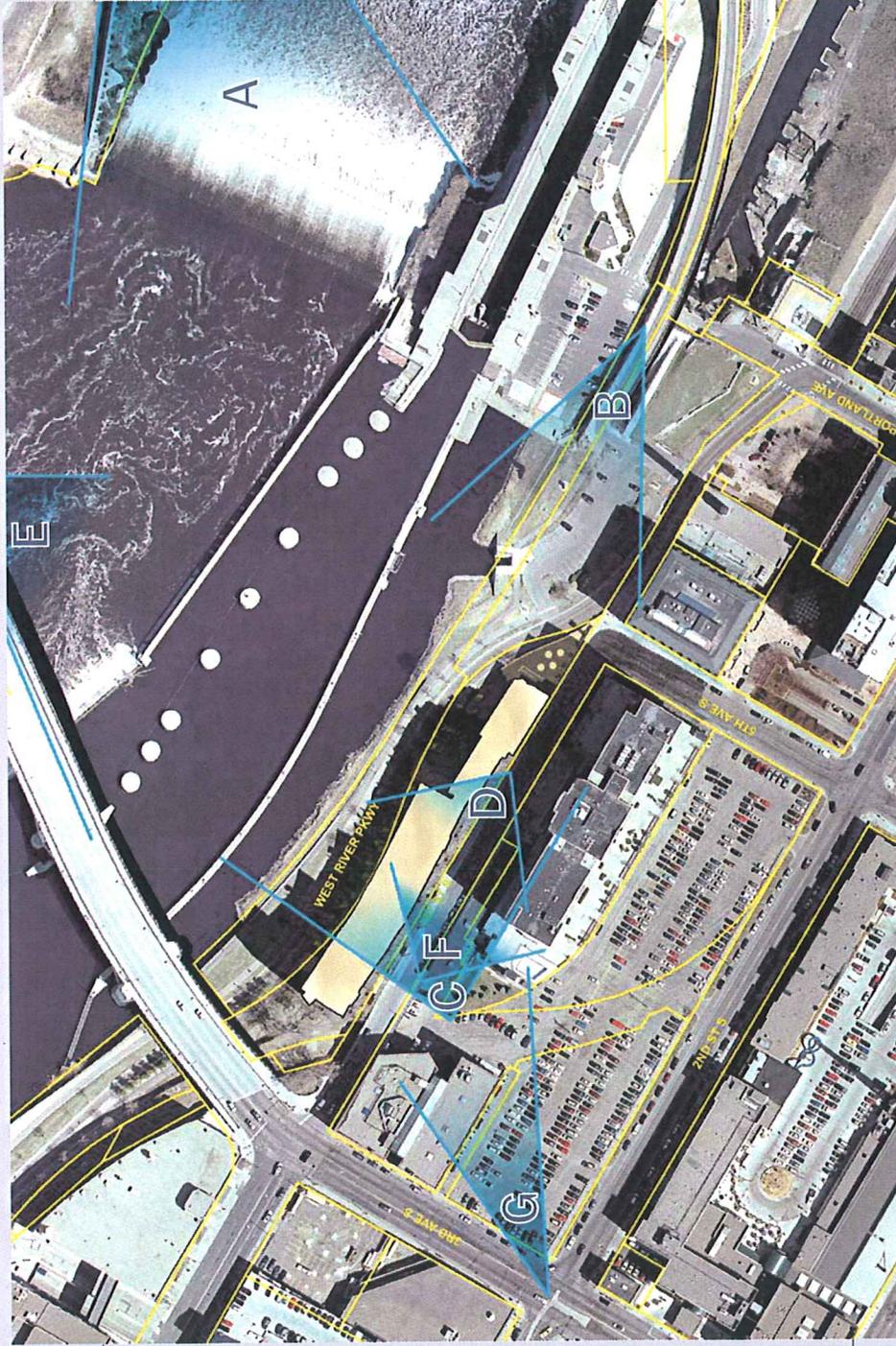
05-0055



OMNI
INVESTMENT PROPERTIES LLC



DJR
ARCHITECTURE INC.



- View Key**
- A - Aerial view across river
 - B - Stone Arch Bridge view
 - C - Aerial View of 1st Street
 - D - 1st Street rendering
 - E - View across river
 - F - View corridor @ 1st Street
 - G - View corridor @ Mill Place

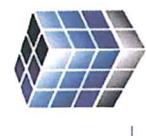
THE WAVE

Minneapolis, Minnesota

November 27, 2006 (r2)

Site and View Key

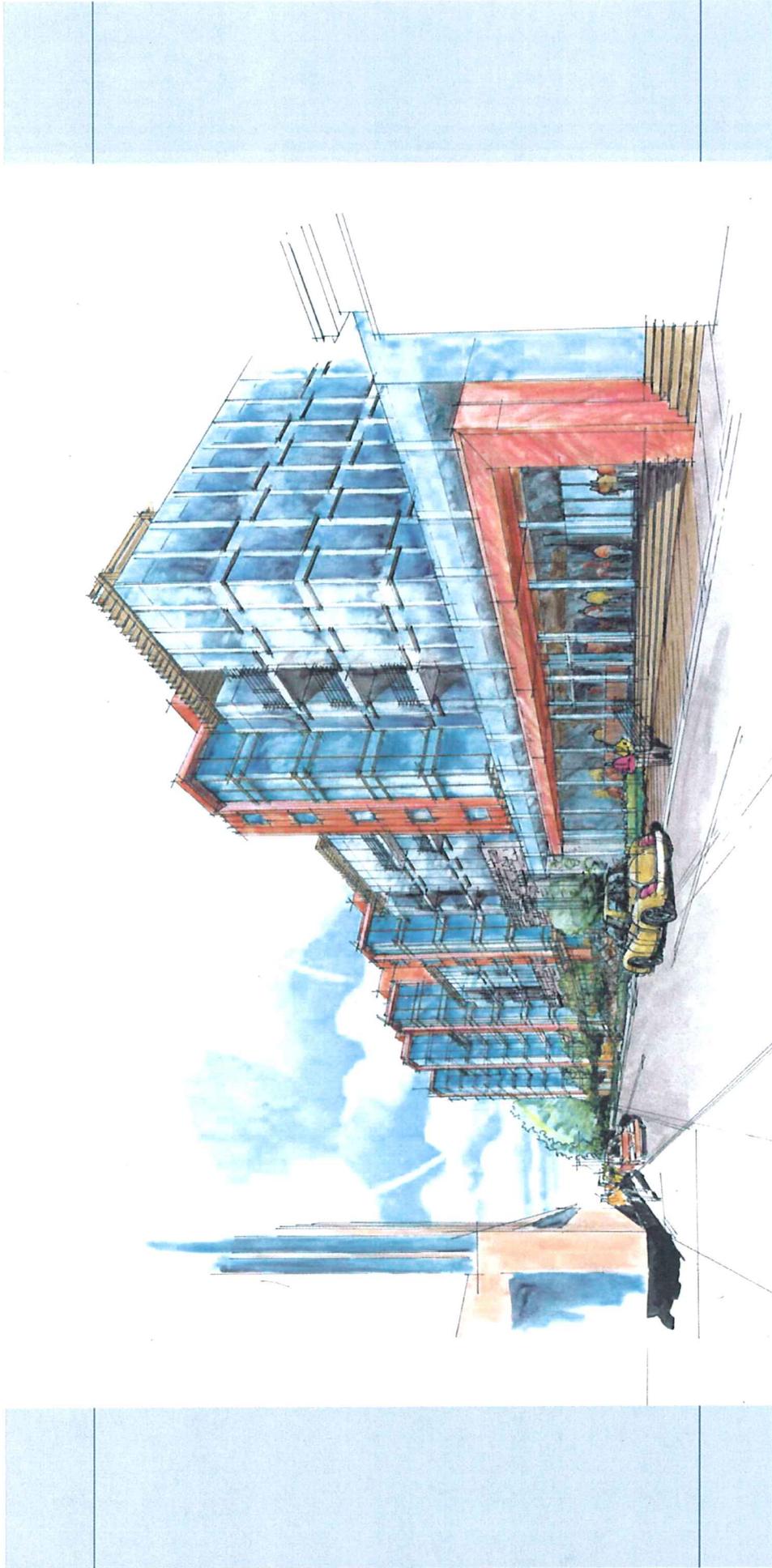
05-0055



OMNI
INVESTMENT PROPERTIES LLC



DJR
ARCHITECTURE, INC.



THE WAVE

Minneapolis, Minnesota

November 27, 2006

1st Street Rendering

05-0055



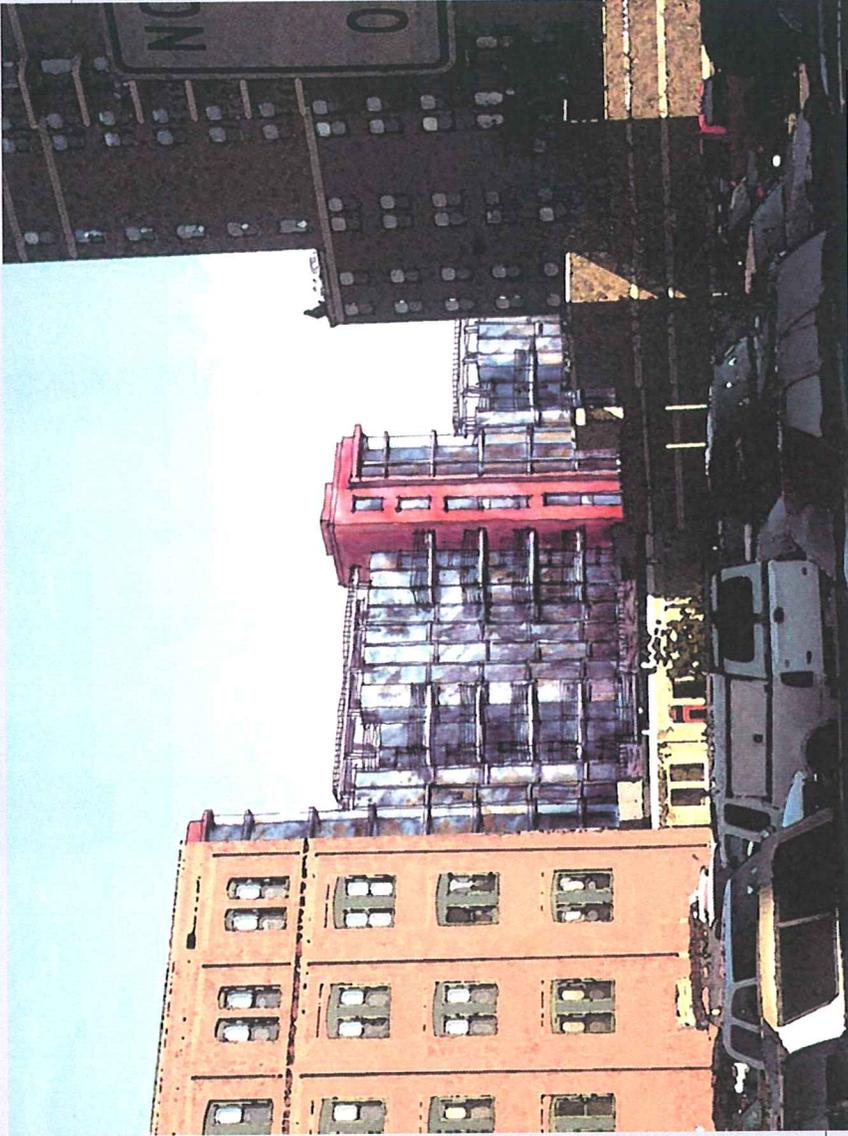
OMNI
INVESTMENT MANAGEMENT, LLC



DJR
ARCHITECTURE, INC.



Existing View between Mill Place and River West



View of Project between Mill Place and River West

THE WAVE

Minneapolis, Minnesota

November 27, 2006

05-0055

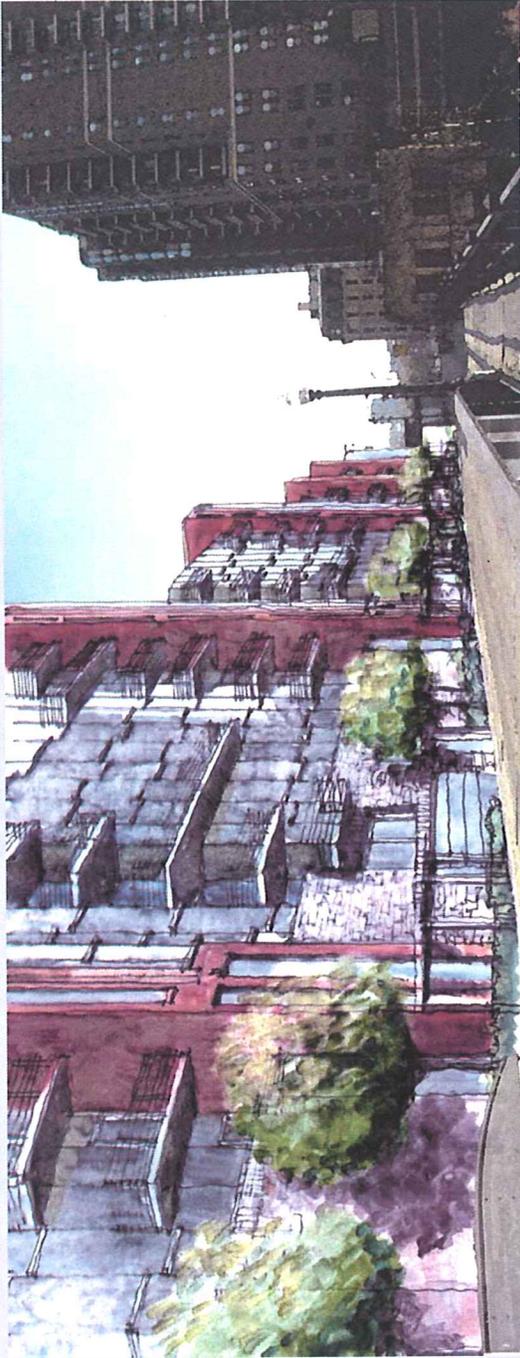
View Corridor @ Mill Place



OMNI
INVESTMENT PROPERTIES LLC



DJR
ARCHITECTURE INC



View of Project down First Street



Existing View down First Street

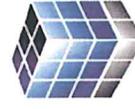
THE WAVE

Minneapolis, Minnesota

November 27, 2006

View Corridor @ First Street

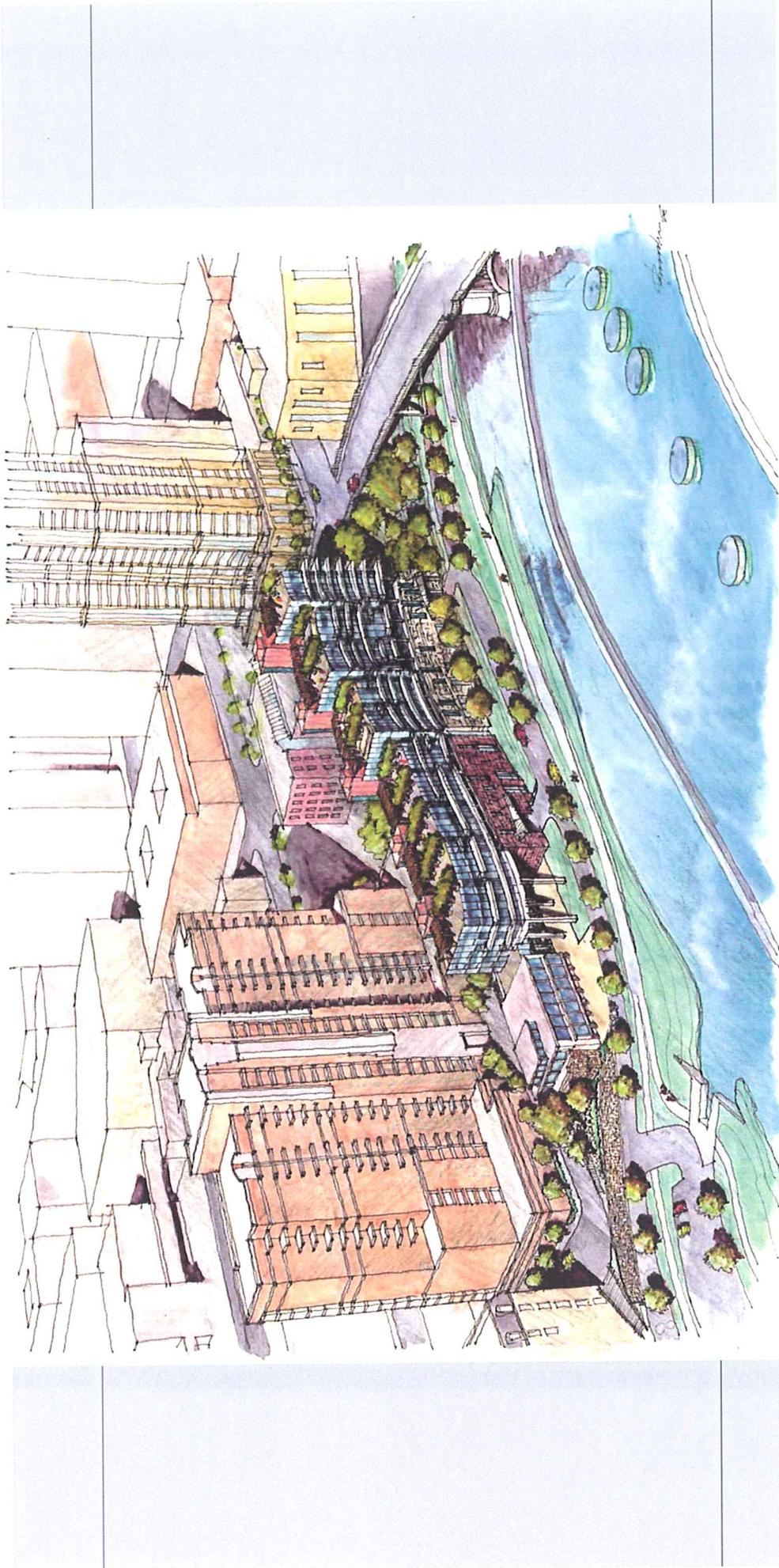
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ARCHITECTURE INC.



THE WAVE

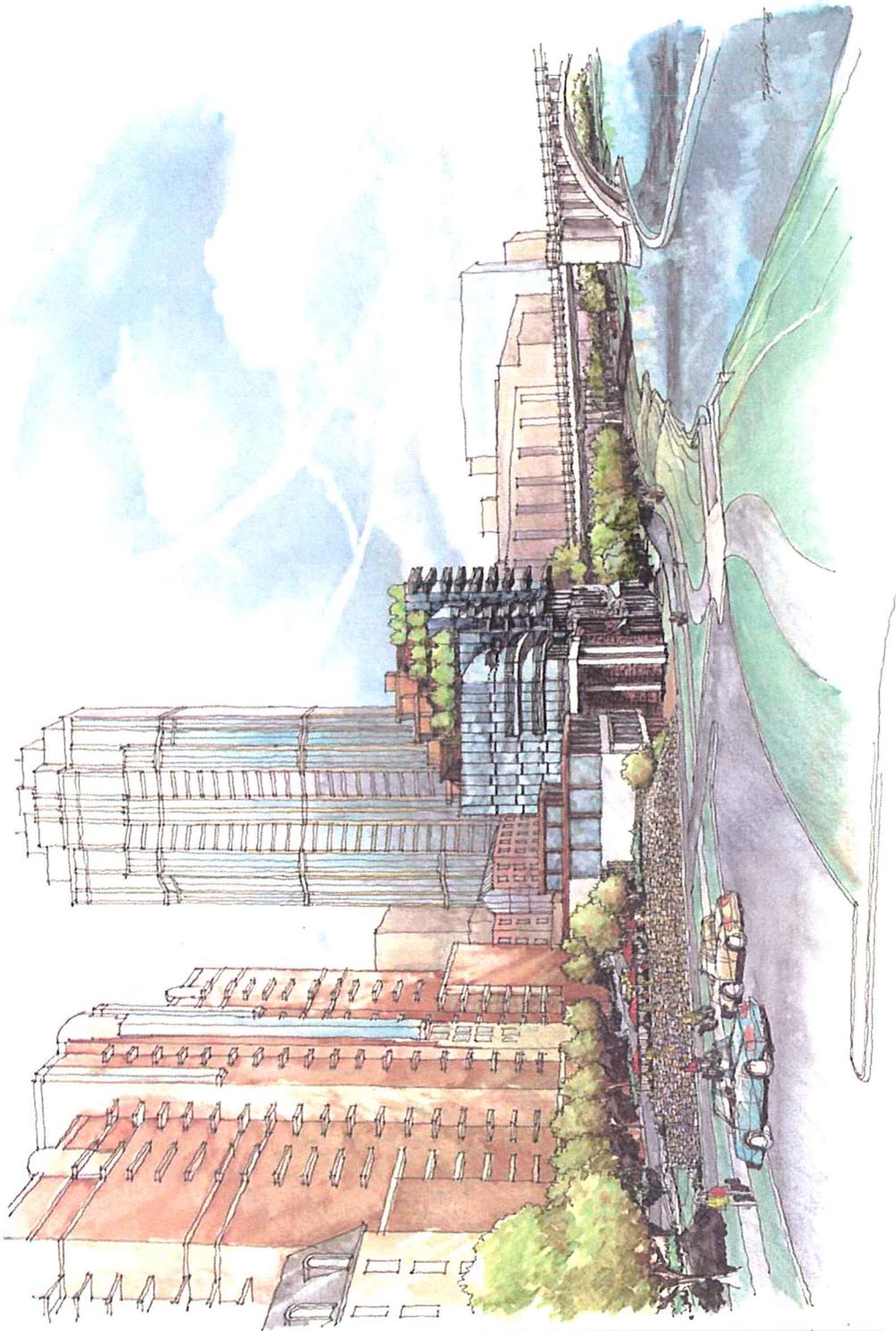
Minneapolis, Minnesota

November 27, 2006

05-0055

Aerial View





THE WAVE

Minneapolis, Minnesota

November 27, 2006



Stone Arch Bridge View

05-0055



THE WAVE

Minneapolis, Minnesota

November 27, 2006

05-0055



EXHIBIT G

Revised Attachment 9 from the EAW

Consistency with Adopted Plans, Policies, Guidelines, and Regulations Applicable to the Wave Project

(Originally, this was Attachment 9 in the EAW Document, revised 12/19/06)

The following provides a synopsis of the following plans, policies, guidelines, and regulations that are applicable to the Wave Project (Project) and the Project site. It also includes an analysis of how the Project is consistent with these plans, policies, guidelines, and regulations:

1. **The City's Five-Year Goals**
2. **The "Minneapolis Downtown 2010" chapter of the *Minneapolis Plan***
3. **Other chapters of the *Minneapolis Plan***
4. **Historic Mills District Master Plan**
5. **Mississippi River Critical Area Plan**
6. **Final Comprehensive Management Plan for the Mississippi National River and Recreation Area**
7. **Mississippi River Critical Area Corridor Plans**
8. **St. Anthony Falls Historic District Guidelines**
9. **Minneapolis Park and Recreation Board Plans**
10. **Middle Mississippi River Watershed Management Organization Watershed Management Plan, 1999**
11. **Minneapolis Zoning Code**

1.0 ADOPTED PLANS, POLICIES, GUIDELINES AND REGULATIONS THAT ARE APPLICABLE TO THE WAVE PROJECT

1.1 The City's Five-Year Goals (adopted by the City Council, 6/16/06; selected):

A safe place to call home: Housing, health, and safety. In five years all Minneapolis residents will have a better quality of life and access to housing and services; residents will live in a healthy environment and benefit from healthy lifestyles; the city's infrastructure will be well-maintained and people will feel safe in the city.

Connected communities: Great spaces and places, thriving neighborhoods. In five years, Minneapolis will be a connected collection of sustainable urban villages where residents will live within walking distance of what they need or of public transit; there will be a connected network of transportation options; streets will be destinations; a mix of unique small businesses will be thriving; and Minneapolis' neighborhoods will have unique identities and character.

A premier destination: Visitors, investment, and vitality. In five years Minneapolis will be the economic leader in the region with vast potential for growth and development; investors will see Minneapolis as a sure thing; a distinctive mix of amenities, entertainment and culture will be available downtown and in Minneapolis neighborhoods; people who visit the city will want to come back; the city will be an attractive landing

spot for people in all life stages and will be well-positioned for the creative class; and the country will see Minneapolis as a national treasure.

1.2 The “Minneapolis Downtown 2010” chapter of the *Minneapolis Plan* (adopted by the City Council, Mayor, and Minneapolis Planning Commission, March 2000):

Policy 1: Expand housing opportunities in downtown for all income levels, with an emphasis on providing additional moderate to high income, owner-occupied units.

Policy 2: Capitalize on sites that are well suited for housing, especially along the riverfront and around Loring Park, by encouraging medium to high-density housing development.

Policy 4: Locate medium to high-density housing in areas designated as a Riverfront Residential District located adjacent to and near the West River Parkway. This district should provide locations for housing that can take advantage of the open space and recreational amenities of the riverfront. The primary use of this district should be housing. Other retail, office, cultural and recreational uses should be encouraged, especially those that revitalize historic structures, but should be compatible with housing.

Policy 6: Ensure that new residential development contributes to the sense of neighborhoods through appropriate site planning and architectural design.

Policy 7: Protect residential areas from encroachment of incompatible land uses, and ensure that the physical environment of downtown residential areas is compatible with housing by minimizing traffic impacts, maintaining security, and providing and maintaining amenities.

Historic: Historic buildings and districts contribute to downtown’s unique identity and are one of the few resources that downtown has that cannot be replicated elsewhere. The City’s early beginnings and subsequent growth periods are symbolized by the buildings that remain from those eras. From the mill and warehouse structures of the 1880s, through the different periods of downtown skyscraper development, these older buildings provide a tangible link with the past and contribute to the identity and character of downtown. These older buildings also can play a role in downtown’s economic and functional diversity by providing unique and lower cost living and working space for residents and a variety of startup businesses.

Policy 16: Preserve, restore and reuse historic buildings and sites in Downtown.

Policy 18: Encourage new buildings adjacent to historic buildings, sites and districts to be compatible in design.

1.3 Other chapters of the *Minneapolis Plan*:

The Plan includes the following policies most relevant to the entire project:

Growth in the city's population and tax base: Increases in the number and type of housing units are essential to the city's continued prosperity. *The Minneapolis Plan* proposes that this growth occur according to two different scenarios: One is continued infill in residential areas, where single or small clusters of lots are available for redevelopment; the other scenario involves the identification of sites where major housing development could take place, designed for higher density housing to appeal to new and emerging housing markets, such as seniors and empty nesters of all income levels. Together, these scenarios for growth in housing choices are intended to respond to the wide variety of housing sub-markets, by providing a variety of housing types and levels of affordability. (p. 1.i.1.)

Policy 4.4: Minneapolis will continue to provide a wide range of goods and services for city residents, to promote employment opportunities, to encourage the use and adaptive reuse of existing commercial buildings, and to maintain and improve compatibility with surrounding areas.

Implementation Steps (selected):

- Encourage the economic vitality of the city's commercial districts while maintaining compatibility with the surrounding areas.

Policy 4.7: Minneapolis will identify and support Activity Centers by preserving the mix and intensity of land uses and enhancing the design features of each area that give it a unique and urban character.

Implementation Steps:

- Promote the incorporation of residential uses within the same structure as other commercial uses.
- Preserve traditional urban form in buildings where it currently exists, and encourage new development to relate to traditional siting and massing, where it is already established. (See description of traditional urban form in Chapter 9, City Form.)
- Develop parking facilities and management strategies that accommodate high customer demand, promote shared facilities and minimize visual impact and adverse effects on pedestrian and sidewalk traffic.
- Ensure that regulations balance the transition between high traffic land uses and adjoining residential areas.
- Require that buildings in Activity Center districts incorporate a pedestrian orientation at the street edge.
- Apply street design criteria that incorporates a pedestrian orientation and accommodates a variety of traffic (pedestrian, cyclist, transit, automobile).

Policy 4.8: Minneapolis will enhance Downtown's position as a regional retail center which provides a shopping experience that is entertaining and unique in the region.

Implementation Steps:

- Provide a continuous retail presence in the retail district by requiring retail uses on both the street and skyway levels.
- Promote downtown as a unique shopping district that combines convenience and retail selection with an entertaining, elegant shopping experience.
- Encourage a variety of retail with diverse price points in downtown in order to serve a broad range of residents.

Policy 4.9: Minneapolis will grow by increasing its supply of housing.

Implementation Steps (selected):

- Support the development of new medium- and high-density housing in appropriate locations throughout the City.

Policy 9.2: Minneapolis will continue to preserve the natural ecology and the historical features that define its unique identity in the region.

Implementation Steps (selected):

- Incorporate natural features and historic sites into planning and development in order to link the city with the river.
- Continue to revitalize the Central Riverfront as a residential, recreational, cultural and entertainment district.
- Increase public recreational access to and across the river in the form of parks, cyclist/pedestrian bridges, greenways and trails along the river.
- Ensure that future riverfront development will be consistent with the City's Critical Area Plan.
- Improve the aesthetics of land use along the river.
- Develop new housing near amenities located along the riverfront.

Policy 9.4: Minneapolis will promote preservation as a tool for economic development and community revitalization.

Implementation Steps (selected):

- Use historic preservation goals to encourage development and reinvestment in the city.
- Identify, designate and protect sites, buildings and districts in the city with historic or architectural significance.
- Designate individual buildings with historic or architectural significance that have been identified by the city's Heritage Preservation Commission.
- Protect designated structures, sites and districts from demolition, neglect or inappropriate modifications.
- Protect potentially significant historic structures from demolition until the city can determine the significance of the structure and explore alternatives to demolition.
- Encourage relocation of historic resources as a last means of preservation for endangered properties.

- Preserve artifacts from structures and sites that are historically, architecturally or culturally significant and seek to reintroduce these artifacts into the city's streetscape and building interiors.

Policy 9.11: Minneapolis will support urban design standards that emphasize a traditional urban form in commercial areas.

Implementation Steps (selected):

- Enhance unique characteristics of the city's commercial districts by encouraging appropriate building forms and designs, historic preservation objectives, site plans that enhance the pedestrian environment, and by maintaining high quality public spaces and infrastructure.
- Enhance pedestrian and transit-oriented commercial districts with street furniture, tree planting, and improved transit amenities.
- Orient new buildings to the street to foster safe and successful commercial nodes and corridors.

Policy 9.16: Minneapolis will encourage new development to use human scale design features and incorporate sunlight, privacy, and view elements into building and site designs.

Implementation Steps (selected):

- Require that new development in downtown avoid creating negative impacts at sidewalk level and in public open spaces in terms of wind, lack of light penetration and other microclimate effects.
- Encourage the design of all new buildings to fulfill light, privacy and view requirements for the subject building as well as for adjacent buildings.

1.4 Historic Mills District Master Plan (City Council and Mayor adopted the plan and an update to it, June 1998): The Historic Mills District Master Plan was updated later (9/01) but the update does not address the western portion of the study area and is not applicable for this Project.

- **Applicable Historic Mills District Planning Objectives:** Applicable objectives include the following (p. 18):
 - Reconnect Downtown to the riverfront.
 - Use the existing buildings and proposed riverfront park to inform future development.
 - Create centrally located multi-user parking.
- **Design Concept 4: Historic Resources (p. 22):** Preserve and celebrate riverfront historic sites and buildings. . . . Because they are priceless, irreplaceable and a critical part of the region's history, the mill buildings and archeological sites set the image and character of the new neighborhood. High priority should be given to the adaptive reuse of existing vacant buildings and new buildings must be

respectful of the scale, architecture and materials of their historic context.

- **Design Concept 5: Redevelopment Sites** (p. 23): Link new residential development to Downtown and the riverfront. The primary land use recommendation is multi-story housing.
- **Historical and archeological preservation:** Mills and ruins will be retained and/or adapted for reuse or interpretation (p. 30).
- **Planned use:** The map on page 29 and other small scale maps on pages 32-34 and 50 show the existing Fuji Ya building and the parking lots to the east and west of the building consistent with the City's GIS map of existing uses. Unfortunately, legend designations and colors for these plan maps are not consistent and are difficult to read. City staff who helped develop the plan with the City's consultant on the project stated that this area was not a matter of concern because it was owned by the Minneapolis Park and Recreation Board (MPRB) and so no future use was planned for the area. They did not take into account that, in 1983, the MPRB adopted a Master Plan for the Mill District History Park (now known as the Mill Ruins Park) and the West River Parkway (now known as West River Road) and that this plan shows the Project site to be outside of the proposed park boundary. The MPRB has continued to implement the elements of this Master Plan including the proposed sale of MPRB property to the developer for the Project (refer also to section 1.9).
- **Height:** None of the maps, text, and drawings in the plan define height limits in the area of the Project site.
- **Architectural guidelines:** The plan lists the following applicable architectural guidelines (p. 51):
 - **Massing:** Buildings should be simple well proportioned volumes.
 - **Roofs:** Building walls facing public streets and parks shall be terminated at the top with a cornice or attic expression. Flat roofs shall be enclosed by parapets no less than 42 inches high or as required to conceal equipment.
 - **Glazing:** Windows (other than ground-level storefront windows) shall be vertical in proportion, 1.5 to 2.5 times as tall as they are wide. The glazed area of a façade (excluding the ground-level storefront) shall not exceed 35% of the total façade area. Doors and windows should be set back a minimum of three inches from the façade. Doors shall be vertical in proportion. Windows and doors should appear in a consistent and repeated pattern across the principle facades. Ground-floor commercial uses shall have storefronts with glazed areas equal to at least 65% of the ground-level portion of the façade.
 - **Materials and colors:** The exterior wall finish materials on all facades shall limited to brick, stone or cast stone designed to resemble stone masonry construction. The masonry colors of buildings can range between creamy

buff colors to deep terra cotta. Trim colors shall be earth tones that complement the masonry. Doors, shop fronts, window frames, shutters, balcony rails, and awnings shall be any color, any saturation. Glass shall be clear or lightly tinted only. Balcony railings and porch structures shall be metal, stone or cast concrete.

1.5 Mississippi River Critical Area Plan (adopted by the City Council/Mayor, 6/16/06):
Although approved by the City Council and Mayor, the Minnesota Department of Natural Resources has the authority to approve the City's plan and it has not yet done so.

This plan fulfills the requirements of both the State of Minnesota Mississippi River Critical Area order and the *Management Plan* for the Mississippi National River and Recreation Area by the National Park Service. It does this by documenting the City's river corridor resources and setting forth those policies and implementation strategies the City has adopted to protect the natural, cultural, historic, commercial, and recreational values of the river corridor. The river corridor is roughly 1,000 feet on each side of the river but adjusted to follow roads and other major landmarks. Goals for the river corridor are established that cover all the categories required by both the State and Federal requirements. The following lists those policies most applicable to the Project:

III. A-1. Public Benefits of the River

The City of Minneapolis should maximize over time public access to and enjoyment of the river corridor, public appreciation of the river's many resources, and protection and enhancement of the river corridor's natural, scenic, and cultural resources.

- Work to redevelop river corridor land in a manner compatible with this plan.

III. A-2. Economic Resources

The City of Minneapolis should continue to use the river as an economic resource while accomplishing the protection purposes of the Critical Area designation.

- Plan, zone, and redevelop land along the river for activities that benefit from and enhance the river. These may include but are not limited to housing, restaurants and taverns, office buildings, parks, and private water-related entertainment businesses such as excursion boats.

III. A-3. Appropriate Riverfront Land Uses

The City will work to preserve, enhance, and create a sustainable natural and historic environment citywide. The Mississippi River is one of the major form-giving elements of the community, and City actions should enhance it. Land uses within the Critical Area should relate to their riverfront location in a manner that enhances the river environment. Land uses that may be considered river enhancing will vary depending on the location and context. The City will follow the land use guidelines of *The Minneapolis Plan* except where they may be modified or made more explicit by City-adopted small area plans; subsequent small area plans will further enhance and promote the policies necessary to maintain and protect the Critical Area. Activities which have no need for river locations or which would have detrimental effects on a high quality river environment should not be allowed to locate or expand within the Critical Area.

Appropriate riverfront land uses would include:

Central Riverfront

- Downtown is the major growth center of the entire region. It is a dense, mixed-use area of employment, housing, entertainment, and culture. The river corridor is an important element of Downtown, providing open space and recreation while attracting new housing, shops, and offices.
- Housing is expected to play an increasingly significant role in the Central Riverfront.
- The St. Anthony Falls Historic District should be preserved and the riverfront greenway system improved and extended.
- The river corridor should be more closely linked to Downtown via extensions of the street grid and streetscape improvements to key perpendicular streets.
- Development should retain the diversity of land uses and transportation while making the riverfront accessible to the public, subject to other conditions such as public easements or separation from the water by public rights-of-way.
- Residential, commercial and industrial development should occur as appropriate that complements the riverfront or historic atmosphere and environmental resources. Businesses that complement the riverfront or historic atmosphere or those that contribute significantly to the economic well-being of the community are encouraged.
- Development that expands public access to and enjoyment of the river including parks and open space is supported.
- Entertainment, historic, recreational and cultural facilities that would benefit from the river views or land uses related to the river, as well as schools related to studying the river, the natural environment, or river related industry would be supported.

III. B-1. General Intent

River corridor development should be located and designed to minimize adverse effects on the natural or scenic values of the river.

- Development should respect major natural features and the character of existing nearby development. In locations where an approved plan calls for land use changes, new development might differ in character from other nearby buildings, however, it is also acknowledged that urban development along the river can, if properly designed, have a high degree of visual compatibility with the river in the Urban Diversified and Urban Developed districts.
- In the Urban Open Space District, which includes the Lower Gorge, the predominant visual feature should be trees and bluffs. That district should continue to be managed to preserve and enhance those natural scenic qualities.
- The City will prevent development that blocks or has a significant negative impact on key scenic views and encourages design which preserves, enhances, or creates key scenic views. Walls of tall buildings along the river corridor should be avoided, and view and accessibility points through river corridor development should be designed.

III.B-4. Site Layout and Architectural design

The City will see the highest quality site layout and architecture for land along its Mississippi riverfront. When seeking and reviewing development proposals for land that the City owns along the riverfront, or when reviewing projects along the riverfront in the Critical Area to which the City is providing financial assistance, developments will be required to meet and surpass the standards for site design and architectural quality contained in the zoning code. All site designs will be reviewed and evaluated for:

- Compliance with Executive Order 79-19.
- Appropriate building location in relation to the water's edge.
- Orientation to the river.
- Fenestration to create views to the river.
- High quality building materials.
- Location of parking areas away from the river side of a site.
- Screening of all parking and open storage areas from the river.
- Landscaping that is complementary with the vegetated context of the river corridor.
- Best practices for stormwater management.

Citywide policies and regulations, as specified in its comprehensive plan, other policy plans, and its zoning code emphasize sustainable development, including pollution prevention and cleanup, "green" buildings [both construction and demolition] and "green" energy, smart growth and sustainable land use and transportation, and water conservation, stormwater management, conservation of natural areas, and landscaping. In addition to evaluating a proposed development for its environmental impact, the City will also seek attractive and context-sensitive architectural design. Where development occurs on the west bank close to the riverfront, structures should step back so that sunlight penetrates to the public areas. The total site and architectural design should contribute to creating a vibrant, interesting, and well-used riverfront and be consistent with adopted small area plans. Fifty percent of the first 150 feet of a private development facing the riverfront should be open space to avoid a solid wall of buildings and to create open spaces and varied facades.

III. B-5. Structure Setbacks

Minimum structure setbacks should be 40 feet from the bluff line and 50 feet from the ordinary high water mark.

III. B-6. Building Height

In general, structures within the Critical Area should be shorter when located closer to the river. Taller structures are possible within the Critical Area as distance from the river increases or measures are taken to provide some level of screening, buffering and/or enhancement of views of and from the river. This plan recognizes that many existing structures in the Critical Area exceed the height limit contained in the zoning code, and that these structures are either allowed due to the provisions of the 1999 zoning code for

legally nonconforming uses, or were specifically approved through a prior Conditional Use Permit or variance. In addition, exceptions to the established height limit may be allowed in the case of development proposals deemed to warrant exception by the Planning Commission in order to meet the development goals of the City contained in the Comprehensive Plan and other adopted small area plans. Such exceptions may be granted in keeping with Executive Order 79-19, Section C.2.c., which states under the heading of "Clustering" that: "The clustering of structures and the use of designs which will reduce public facility costs and improve scenic quality shall be encouraged. The location of clustered high-rise structures may be proposed where public services are available and adequate and compatible with adjacent land uses."

III. E-1. River Corridor Economic Development

The City will continue to leverage the intrinsic natural beauty of the Mississippi River as an economic development tool. It should:

- Plan the use of land along the shoreline to include those activities that are river enhancing.

III. E-2. Parks and Historic Interpretation

Minneapolis has long recognized that parks, trails, and historic interpretation are important tools for neighborhood revitalization, business development, tourism, and tax base enhancement. The City will continue to weigh the economic and fiscal benefits of parks when resolving conflicts between parks and other land uses.

1.6 Final Comprehensive Management Plan for the Mississippi National River and Recreation Area

The Final Comprehensive Management Plan (CMP) for the Mississippi National River and Recreation Area (MNRRA) serves as the general management plan for the MNRRA and it provides guidance for managing the corridor for the next 10-15 years. "The plan provides a policy framework for coordinated efforts to protect and interpret the nationally significant resources of the corridor and for analyzing other federal, state, or local plans and individual actions in the area. Except for National Park Service development, the plan does not address site-specific issues. . . . The Mississippi is one of the world's great rivers and part of one of the most complex ecosystems on the planet. It is a critical migration corridor for millions of birds and is essential to the ecological health of the North American continent. The river environment is home to an incredible array of fish, wildlife, and plants. In turn, millions of people use and enjoy these diverse resources. The Mississippi River lies at the heart of what is American and more than any other natural feature is an unmistakable symbol of this nation. The Mississippi is one of the most recognized historic transportation routes in our country, and it is a corridor rich in nationally significant cultural resources. It is of spiritual importance to Native Americans and provides recreational opportunities to millions of people every year. . . .

"On November 18, 1988, Public Law 100-696 established the MNRRA as a unit of the national park system. The system is composed of over 370 areas administered by the National Park Service (NPS), an agency of the U.S. Department of the Interior. The

Mississippi National River and Recreation Area was established by Congress to (1) protect, preserve, and enhance the significant values of the Mississippi River corridor through the Twin Cities metropolitan area, (2) encourage coordination of federal, state, and local programs, and (3) provide a management framework to assist the state of Minnesota and units of local government in the development and implementation of integrated resource management programs and to ensure orderly public and private development in the area.

“The Mississippi National River and Recreation Area includes 72 miles of the Mississippi River and four miles of the Minnesota River and encompasses about 54,000 acres of public and private land and water in five Minnesota counties, stretching from the cities of Dayton and Ramsey to just south of Hastings. The segment of the Mississippi flowing through the Minneapolis/St. Paul metropolitan area has always been of major significance as a resource, a boundary, a transportation corridor, a source of sustenance and energy, a place for recreation, an artistic inspiration, and a tourist attraction. It has been a home and work place, a source of water, and a sometime sewer. Demands upon it have often been in conflict, and attempts to manage its resources have frequently challenged state agencies, local governments, organizations, and area citizens.

“. . . This plan does not create another layer of government, but rather stresses the use of existing authorities and agencies to accomplish the policies and actions developed for the area. . . . Local government will retain local control of land use decisions in the corridor, consistent with applicable state and regional land use management programs. This plan will not prevent new development or expansion of existing development in the corridor that is consistent with state and regional land use management programs. It is not a regulatory document and does not mandate actions by non-NPS entities. The National Park Service and the commission do not have approval authority over local plans and ordinances, and they do not have authority to approve or deny project-specific land use decisions.”

Land Use and Protection Policies

General Policy: Decisions about land use and development in the corridor will be based on area resource characteristics implemented through local plans. Land use location decisions for development proposals will be based on a balance between resource protection, visitor use, and development needs in the corridor. Resource protection (including existing natural, cultural, and economic resources) and sustainability will be the primary determining factor in case of a conflict. Except in existing commercial and industrial areas, downtowns, and historic districts, currently undeveloped land areas in the corridor will continue to appear open from the river and its shoreline areas (as observed from the opposite bank), although there may be intensive development away from the shoreline. This open appearance does not mean all undeveloped land must remain undeveloped. In most cases this general policy could be achieved through the setback, height limit, and vegetation screening policies and design guidelines while allowing for extensive use of the site. New developments will in most cases be clustered

near similar developments in the most appropriate places in the corridor and will be consistent with local plans.

This plan encourages business to make investments in the river corridor that will achieve the plan's visions, concepts, and policies for the corridor. Riverfront improvement is strongly encouraged by this plan. New uses should be located to improve the appearance of existing and expanded uses where practical.

Riverfront Location Policies (selected):

- (1) Give special emphasis to a relatively narrow zone of land along the river. This is because of its proximity to the river, its concentration of significant natural, cultural, and economic resources, its greater recreation use potential, and the potential for serious adverse effects if it is not properly managed. This area is consistent with the state-regulated shoreland area along rivers in Minnesota.

New development in the riverfront area (defined as the first 300 feet back from the river's ordinary high water level or the floodplain, whichever is greater) should have a relationship to the river, a need for a river location, or the capability to enhance the river environment. This policy will protect many values referenced in the MNRRA act, including existing economic resources. Uses that replace inconsistent activities (incompatible uses causing adverse effects on the corridor) and enhance resources identified in the act are encouraged in the corridor.

General criteria for compatible riverfront uses include (selected):

- river-related (an economic or operational need for a river location or a connection to the river)
- meets or exceeds federal, state, or local environmental standards
- provides high quality building and landscape design
- compatible with the riverfront environment
- compatible with surrounding uses (particularly the neighborhoods)
- sustains economic vitality of riverfront improvements
- offers public access to and along the river
- provides visual open space
- maintains views of the river
- exceeds minimum landscaping requirements
- contributes to natural, cultural, or economic resource appreciation, protection, and enhancement

These are not listed in priority order. Although it is desirable to meet as many of these criteria as possible, uses do not have to meet all of them to make a positive contribution to the riverfront. Riverfront activities could include a wide variety of uses, such as park land, institutional, residential, transportation, commercial, and industrial development. New activities that do not meet these criteria, such as activities that do not relate to the river, that do not need a river location, that do not contribute to the riverfront environment, or that would cause some environmental degradation or have some other detrimental effects on corridor resources, should be located outside the riverfront area.

Corridor-wide Location Policies (selected):

- (4) Continue a wide variety of land uses in the middle portion of the corridor (between I-694 and I-494). Encourage high quality and sustainable open space, public plazas, historic landscapes, interpretive facilities, and residential, commercial, and industrial development in the corridor subject to location policies and local land use plan objectives.
- (5) Locate urban-density development where metropolitan and urban services are available or planned.
- (8) Support the regional transportation planning process, including the intermodal transportation goals identified in Intermodal Surface Transportation Efficiency Act, especially the use of mass transportation and bicycle/pedestrian trail linkages. These plans include the Major River Crossing Study completed by Metropolitan Council.

Site Development Policies (selected):

- (7) Provide pedestrian/bicycle paths to connect the river to the downtowns, neighborhood areas, and parks and open spaces.
- (8) Protect views as seen from designated overlooks in the corridor. Develop new overlooks at strategic locations offering significant views of the river corridor.
- (10) Rehabilitate and adaptively reuse historic structures where practical.
- (14) Apply setback and height restrictions and encourage careful site design to maintain the ability to view the river from existing open space and developed areas. Avoid significantly obstructing river views with development.
- (15) Screen development wherever practical to minimize its visibility from the river or the opposite shoreline.

1.7 Mississippi River Critical Area Corridor Plans

The Project is located within the state-designated Mississippi River Critical Area Corridor (Corridor). The 1976 Corridor designation was reaffirmed by Executive Order 79-19, published in the Minnesota State Register in 1979, and the designation made permanent in 1979. The Order provides standards and guidelines for preparing plans and regulations for the corridor. The Minnesota Department of Natural Resources (DNR) had identified portions of these standards and guidelines within which the compatibility of the Project should be evaluated. These elements are listed below and followed by comments related to the proposed project. The state Corridor boundary is the same as the 1988 boundary of the federally-designated Mississippi National River and Recreation Area (MNRRA; refer to the response to Question 25). The following is excerpted from the Corridor plan:

A. Purposes and responsibility

1. **Purposes:** The purposes of the critical area designation and the following standards and guidelines are:
 - a. To protect and preserve a unique and valuable state and regional resource for the benefit of the health, safety and welfare of the citizens for the state, region, and nation;
 - b. To prevent and mitigate irreversible damage to this state, regional, and national resource;
 - c. To preserve and enhance its natural, aesthetic, cultural, and historical value for the public use;
 - d. To protect and preserve the river as an essential element in the national, state and regional transportation, sewer and water and recreational systems; and
 - e. To protect and preserve the biological and ecological functions of the corridor.

B. General guidelines for preparing plans and regulations

2. In order to manage the river corridor consistent with its natural characteristics and its existing development, the following guidelines are established for each corridor district:
 - b. **Urban diversified district:** The lands and waters within this district shall be used and developed to maintain the present diversity of commercial, industrial, residential, and public uses of the lands, including the existing transportation use of the river; to protect historical sites and areas, natural scenic and environmental resources; and to expand public access to and enjoyment of the river. New commercial, industrial, residential, and other uses may be permitted if they are compatible with these goals.

C. Specific standards and guidelines for preparing plans and regulations

1. Each local unit of government within the river corridor shall prepare plans and regulations to protect environmentally sensitive areas in accordance with the following guidelines.
 - a. Each local unit of government shall, with the assistance of the Metropolitan Council and state agencies:
 - (4) Prepare plans and regulations to protect bluffs greater than 18% and to provide conditions for the development of bluffs between 18% and 12% slopes;
 - (5) Prepare plans and regulations to minimize direct overland runoff and improve the quality of runoff onto adjoining streets and watercourses;
 - (6) Prepare plans and regulations to minimize site alteration and for beach and riverbank erosion control;

2. Each local unit of government and state agency shall prepare plans and regulations to protect and preserve the aesthetic qualities of the river corridor, which provide for the following considerations:
 - a. Site Plans. Site plans shall be required to meet the following guidelines:
 - (1) New development and expansion shall be permitted only after the approval of site plans which adequately assess and minimize adverse effects and maximize beneficial effects.
 - (2) Site plans shall be required for all developments for which a development permit is required, except for the modification of an existing single-family residential structure or the construction of one single-family residence.
 - (3) Site plans shall include, but not be limited to, the submission of an adequate and detailed description of the project, including activities undertaken to ensure consistency with the objectives of the Designation Order; maps which specify soil types, topography, and the expected physical changes in the site as the result of the development; the measures which address adverse environmental effects.
 - (4) Site plans shall include standards to ensure that structure, road, screening, landscaping, construction placement, maintenance, and storm water runoff are compatible with the character and use of the river corridor in that district.
 - (5) Site plans shall provide opportunities for open space establishment and for public viewing of the river corridor whenever applicable, and shall contain specific conditions with regard to buffering, landscaping, and re-vegetation.
 - b. Structures. Structure site and location shall be regulated to ensure that riverbanks, bluffs and scenic overlooks remain in their natural state, and to minimize interference with views of and from the river, except for specific uses requiring river access.
6. Local units of government and regional and state agencies shall develop plans and regulations to maximize the creation and maintenance of open space and recreational potential of the Corridor in accordance with the following guidelines: (see EO 79-19).
 - f. In the development of residential, commercial and industrial subdivisions, and planned development, a developer shall be required to dedicate to the public reasonable portions of appropriate riverfront access land or other lands in interest therein. In the event of practical difficulties or physical impossibility, the developer shall be required to contribute an equivalent amount of cash to be used only for the acquisition of land for parks, open

space, storm water drainage areas or other public services within the River Corridor.

8. Local units of government and regional and state agencies shall develop capital improvement programs which are consistent with the following guidelines:
 - a. A five year capital improvement program or public facilities program shall be developed which covers all public projects to be sited in the corridor.
 - b. The capital improvement program or public facilities program shall specify the sequence of actions to be undertaken by each public agency and shall be consistent with the standards and guidelines in Section B and C.

1.8 St. Anthony Falls Historic District Guidelines (adopted by the Minneapolis HPC in June 1980; an addition to “District Guidelines for Utilization” (adopted April 18, 1978)): Refer to the following:

- Response in the EAW as regards historic resources for Question 25
- “The Wave Development Analysis of Effects and Phase II Archaeological Evaluation, Minneapolis, Hennepin County, Minnesota,” by The 106 Group Ltd., pp. 79-84.
- Exhibit K in the Findings of Fact Document

1.9 Minneapolis Park and Recreation Board Plans: In contrast to the Planning Division, which develops comprehensive, land use, and local area plans that guide public and private development; the Minneapolis Park and Recreation Board (MPRB) develops plans that focus almost exclusively on its lands and facilities. In 1983, the MPRB adopted a Master Plan for the Mill District History Park (now known as the Mill Ruins Park) and the West River Parkway (now known as West River Road). It also prepared an Environmental Impact Statement (EIS) for the park and parkway (excerpts of the EIS are in Exhibit A). On 5/7/83, the City adopted the preferred alternative identified in the EIS for the West River Parkway that was subsequently built (also in Exhibit A).

The EIS included an analysis of the MPRB’s approved Master Plan for the park and parkway and for Park Board land in the area, including the land that is now the proposed site of The Wave Project. On page 2-9, the EIS defines the MPRB’s plan for Segment C—Mill District and states: “In the Mill District, the major emphasis will be on the creation of a multiple-level interpretive park [the Mill District History Park] through the reuse of historic building fragments of the water-powered milling industry.” Figure 2-2 in the EIS is the MPRB’s Master Plan, which defined the limits of the Mill District History Park. It shows that the Project site, although on land owned by the MPRB, was outside of the proposed park. Figure 2-5 in the EIS provides a more detailed look at the Mill District portion of the MPRB’s Master Plan for the park and it shows the Project site to be outside of the proposed park boundary. It also shows that the Parkway forms the southern edge of the proposed park in the area between 10th Ave. S. and the former railroad right-of-way that is just to the east of the Third Avenue Bridge. Furthermore, it shows undefined private development to the east and west of the Fuji Ya site. The MPRB has continued to

implement the elements of this Master Plan including the proposed sale of MPRB property to the developer for The Wave Project.

Appendix A includes the plan for the Mill Ruins Park that is part of the Regional Park System (this version was prepared in 1990). According to Park Board staff, the plan clearly indicates what the MPRB would like to complete in the area across from the Fuji Ya site. Given the lack of funding at this time, work on this stage of the development is on hold. The idea behind the parking lot development on the Fuji Ya is that this would free up the land so that the development could proceed when funding becomes available. The goal of retaining parking capacity in the area is significant because the use of the Central Riverfront is increasing every year and development in the area has limited the alternative locations for visitors to park. The Headrace development would open the portion of the district that was the main control system for the water intake system. The gatehouse and the old canal walls are in place under the existing parking lot more or less waiting for future funding. Dealing with the current parking use would be a significant step forward for planning to begin on implementing the project.

- 1.10 Middle Mississippi River Watershed Management Organization Watershed Management Plan, 1999:** The primary purpose of this plan is to provide for the wise, long-term management of the water and associated natural resources within the Middle Mississippi River Watershed (MMRW) and to protect, enhance, and restore the surface and groundwater resources. The City of Minneapolis is a cosigner of the Joint Powers Agreement that created the Middle Mississippi River Watershed Management Organization. Cosigners do not formally adopt the Watershed Management Plan.

The following two goals are applicable to the Project:

- **Goal 14:** Preserve, minimize impact to, and restore natural habitat; especially shorelines and habitat corridors. Natural habitats in the MMRW remain primarily as trace remnants of the wilderness that preceded European invasion. These areas must be protected, connected, and restored to ensure their functions and viability. The shoreline areas of the Mississippi River in the MMRW are located entirely within the city of Minneapolis. . . . Minneapolis' zoning ordinances regulate development along the riverfront and the Mississippi River Critical Area and MNRRA Plan, 1999 contains guidelines for development along the riverfront.
- **Goal 15:** Preserve and interpret cultural resources that relate the history of the Mississippi River and its watershed. The MMRW contains several significant historical artifacts connected with the Mississippi River that have been identified. Some, like the St. Anthony Falls Historic District site in downtown Minneapolis, are being renewed. An interpretive center that will communicate the river's significance in the MMRW's history is being planned for the Washburn/Crosby "A" Mill. Improved understanding of this history promises to result in a greater appreciation for the area's watershed and the importance of its protection. Such efforts establish an identity or "sense of place" to the area that is widely recognized as an important element in the protection of any resource.

2.0 PROJECT CONSISTENCY WITH PLANS, POLICIES, AND GUIDELINES THAT ARE APPLICABLE TO THE WAVE PROJECT

It is in the nature of plans, policies, and guidelines that no project of substantial size and impact will be 100% consistent with them. Individual plans, policies, and guidelines are typically written with a very limiting focus. For example, a land use policy in the City's Comprehensive Plan that encourages development at a designated commercial district does not usually reiterate other guiding policies found elsewhere in the plan that help define that desired development further as regards, for example, the promotion of traditional urban building form, maximizing energy efficiency, and historic preservation. Also, different governmental bodies adopt plans and policies that are not easily comparable and that sometimes even contradict one another. Similarly, the following is a near item-by-item synopsis that offers a narrowly-focused look at the Project's consistency with the above-listed plans, policies, and guidelines. In contrast to this reductionistic approach, which is appropriate at this EAW stage of project review, the task of decision-making bodies such as the Minneapolis Heritage Preservation Commission, Planning Commission, City Council, and Mayor is to take a holistic approach that balances overall consistency with the applicable plans, policies, and guidelines.

- 2.1 The City's Five-Year Goals:** The provision of new Downtown housing is consistent with the applicable housing and Downtown development aspects of the Five Year Goals.
- 2.2 The "Minneapolis Downtown 2010" chapter of the *Minneapolis Plan*:** Project density at 38 units per acre is classified as high density by the City's Comprehensive Plan. Residential use at this density is consistent with the applicable policies listed above. The commercial uses proposed are also consistent with Policy 4. Policy 4 and 16 call for the preservation and rehabilitation of historic structures and the Project includes both the rehabilitation and destruction of historic resources.
- 2.3 Other chapters of the *Minneapolis Plan* (Plan):**
- The Plan designates Downtown as a Growth Center and an Activity Center. This mixed-use Project's proposed high density residential and commercial uses and shared parking facility are generally consistent with these land use designations and with Policy 4.4, 4.7, 4.8, and 4.9.
 - The building design, with its building placement being up to the street and with structured parking on lower floors, is consistent with Policy 4.7, 9.11, and 9.16.
 - Since the Project includes the preservation and rehabilitation of the historic foundations on which was built the Fuji Ya building and additional historic foundations, this aspect of the Project is consistent with the City's primary heritage preservation policy, Policy 9.4. However, the Project involves the destruction of other archeologically and historically significant resources, which is inconsistent with this policy.

2.4 Historic Mills District Master Plan:

- **Preservation issues:** As for the case with Policy 9.4 in the *Minneapolis Plan*, the Project's simultaneous preservation of some and destruction of other historic and archeological resources yields a mixed consistency with the Historic Mills District Master Plan, which calls for the preservation of riverfront historic sites and buildings, "Because they are priceless, irreplaceable and a critical part of the region's history."
- **Land use and height:** As stated above, the plan's future land use maps reflect then-existing uses on the project site, namely, the Fuji Ya building and parking to the east and west of the building, instead of guiding future development. The plan does not account for the Park Board's 1983 decision to exclude the project site from its planned Mill Ruins Park and West River Road projects; therefore, it offers no guidance regarding the proposed future use of the Project site. None of the maps, text, and drawings in the plan define height limits in the area of the Project site.
- **Architectural guidelines:** As is appropriate for an EAW, designs are still at a conceptual stage and are thus still adaptable to change.
 - **Massing:** The building mass is in keeping with that of the three buildings previously on the site and their relationship to the railways (See Figure 39 in the 106 Report). The building is differentiated in several ways that are consistent with historic precedents for the district. Height is varied in conjunction with the site contour, and a strong vertical element signals each change in elevation. The building base features changes in color, texture, and/or pattern of the masonry materials. The revised design reinforces that the three mills were adjoining and interconnected but no longer reads as monolithic. This allows the building to be perceived as smaller and more discreet components of simpler, more regular, if not rectangular, forms.
 - **Roofs:** The roofs will be flat. The current concept is to have rooftop gardens and appropriate enclosures for heating, ventilation, and elevator equipment.
 - **Glazing:** The requirement that windows be vertical in proportion, 1.5 to 2.5 times as tall as they are wide, matches the requirement in the St. Anthony Falls Historic District Guidelines for the West Bank Milling Area. The project will comply with this guideline. Due to the sloped site, portions of the upper two levels of the four-level parking structure are visible on the 1st St. side and the all but the lowest level is visible on the river side. These walls conform to the requirement that glazing not exceed 35% of the façade. Above these levels, the Project includes extensive amounts of glass; probably well in excess of this guideline.
 - **Materials and colors:** The primary surfaces of the building use colors that are in keeping with the deep reds and browns of the neighboring masonry

colors. Color on the river side is in a red, brown, and gray range that distinguishes it from the exposed ruins. Muntins and mullions for the glazing will be in earth tones.

2.5 Mississippi River Critical Area Plan, 2006:

- Once again, the Project's simultaneous preservation of some and destruction of other historic and archeological resources yields a mixed consistency with the City's Mississippi River Critical Area Plan, which calls for the protection and enhancement of the river corridor's cultural resources. Policy III.A-3 calls for the preservation of the St. Anthony Falls Historic District.
- Policy III. A-3 identifies housing and restaurants as appropriate riverfront uses.
- Policy III. B-1 states that walls of tall buildings along the river corridor should be avoided. Policy III. B-4 adds that when development occurs close to the riverfront, structures should step back so that sunlight penetrates to the public areas and that 50% of the first 150 feet of a private development facing the riverfront should be open space to avoid a solid wall of buildings and to create open spaces and varied facades. The Fuji Ya Building is 115 ft. from the edge of the river and most of the rest of the proposed building will that amount or greater. Although the floors above the two-story base on the north side step back the depth of the balconies, this is not a substantive amount and will have no significant effect on the shadow effects on park land. The length of the project is approximately 511 ft. long, about the length of 1.5 downtown city blocks. This length would not meet the above 50%-open requirement. The view effects of the Project are described in the response to EAW Questions 25 and 26 (refer also to Attachment 10 and the numerous drawings in Attachment 3) and in the Findings of Fact and Record of Decision Document at Section 4.2.
- III. B-5 calls for 50-ft. setbacks from the bluff-line and 50 ft. from the high water mark. Although the Project will be about 90-to-100 ft. from the high water mark of the River consistent with this policy, it is proposed to be built into the bluff, which is inconsistent with this policy.

2.6 Final Comprehensive Management Plan for the Mississippi National River and Recreation Area:

- The plan emphasizes that resource protection (including existing cultural and economic resources) is of critical importance to the river. The plan's focus geographically is on the shoreland area, which is located within 300 ft. of the high water mark. The Project site is totally within this area and the closest wall of the project is approximately 93 ft. from the river's edge.
- The plan states that uses "should have a relationship to the river, a need for a river location, or the capability to enhance the river environment." The following lists the plan's criteria for appropriate riverfront uses that are applicable to this Project and how the Project compares:
 - **River-related (an economic or operational need for a river location or a connection to the river):** Like its most recent predecessor, the Fuji Ya

restaurant, the new uses (restaurant, spa, and residential) rely on the views of the river and its environs.

- **Meets or exceeds federal, state, or local environmental standards:** The EAW already describes how the Project is consistent with federal, state, or local environmental standards. The primary environmental impacts deal with the destruction of historical and archeological resources.
- **Provides high quality building and landscape design:** This criteria is subjective in nature. The City's project review processes (refer to the response to Question 8 in the EAW) will address the aesthetics and quality issues.
- **Compatible with the riverfront environment:** As stated elsewhere in this report, the proposed uses are allowed in this part of the City.
- **Compatible with surrounding uses (particularly the neighborhoods):** Refer to the prior response.
- **Sustains economic vitality of riverfront improvements:** Public and private investments over the past 25-30 years in the Central Riverfront area of the City are \$290 million and \$1.4 billion respectively for a total of \$1.7 billion (source: http://www.ci.minneapolis.mn.us/cped/docs/riverfront_district_presentation.pdf). If the Project can be built in a way that avoids and mitigates all of the potential adverse effects on historical and archeological resources, it could be compatible with the existing and proposed investments. If not, the Project might have an adverse effect on these same investments.
- **Offers public access to and along the river:** The Project includes public access from 1st St. S. to River Road where there is none currently. That access will be via an elevator and stairs probably within the parking ramp portion of the Project. The applicant is also working with the Public Works Department and the Park Board to explore pedestrian and bicycle access between 2nd St. to River Road via the former railroad right-of-way (now City-owned) that goes under 1st St. and abuts the Project site on the west. Currently, there is no pedestrian access between the east side of the Crown Roller Mill and the Hennepin Ave. Bridge, a distance of 2,500 ft., nearly half a mile.
- **Provides visual open space:** The building would replace existing open space that is currently heavily vegetated. On-site landscaped areas would shrink by one-half acre from 0.9 acres currently to 0.4 acres.
- **Maintains views of the river:** The EAW included substantial information that described how the Project would affect important views of the river and the surrounding uses (refer to Attachment 10 and the numerous drawings in Attachment 3). Additional view analysis is included in the EAW report, "The Wave Development Analysis of Effects and Phase II Archaeological Evaluation, Minneapolis, Hennepin County, Minnesota," by The 106 Group Ltd. In addition, the Findings of Fact and Record of Decision (Findings) Document for the EAW includes additional information at Section 4.2.

- **Exceeds minimum landscaping requirements:** As currently proposed, the Project would significantly exceed the City's minimum landscape requirement of 20% of the net site.
- **Contributes to natural, cultural, or economic resource appreciation, protection, and enhancement:** As detailed through the documentation for this EAW, the Project will preserve and rehabilitate the Fuji Ya Building consistent with the Secretary of the Interior's Standards. The Fuji Ya Building incorporated foundations from historic building ruins. The entire building may also be deemed to be historic by the Minneapolis Heritage Preservation Commission consistent with the recommendations from the Minnesota Historical Society. The Project will also preserve the northern portion of the Columbia Mill foundation wall plus other smaller archeological elements. The Project includes a plan to avoid archeological ruins as much as possible and to mitigate the effects of unavoidable losses through a full plan for recordation and other measures (refer to Exhibit H in the Findings Document). The Findings Document at Section 7 describes how the current design is consistent with the applicable historic guidelines. It will reduce open space and vegetation.
- A site development policy calls for the screening of development wherever practical to minimize its visibility from the river or the opposite shoreline. Historic preservation guidelines and best practices would discourage extensive vegetation of the historic portion of the site because this does not fit the character of the historic district including the nearby Mills Ruins Park. Therefore, in this case, extensive screening would not be appropriate.

2.7 Mississippi River Critical Area Corridor Plan:

- The Project is located within the urban-diversified district of the Corridor Plan. The proposed uses are compatible with this district.
- Inconsistent with the Corridor Plan at A.1.c. and B.2.b, the Project involves the destruction of historic and archeological resources.
- Consistent with the Corridor Plan at C.6.f., the developer is in discussion with City agencies as regards the potential for bike and pedestrian access from 2nd St. S. to the river via an existing vacated railroad right-of-way on the western edge of the site.

2.8 St. Anthony Falls Historic District Guidelines: Refer to the response in the EAW as regards historic resources for Question 25, "The Wave Development Analysis of Effects and Phase II Archaeological Evaluation, Minneapolis, Hennepin County, Minnesota," by The 106 Group Ltd., pp. 79-84, and Exhibit K in the Findings Document.

2.9 Minneapolis Park and Recreation Board Plans: The MPRB Master Plan for the Mill District Park and West River Parkway (adopted by the MPRB in 1983 and modified thereafter) shows the Project site to be on land not needed for the park and parkway. The Master Plan shows development on the Project site; however, once sold, the City's adopted land use plans are the appropriate documents against which to judge project

consistency. As stated above, the current plan for the Mill Ruins Park, when funding is available, calls for excavating and reopening the gatehouse and the old canal walls, which are in place and served as the main control system for the water intake system. This plan relies on replacing the need for the surface parking lot that occupies the Headrace Development area with 65 stalls to be leased by the Park Board in the Wave Project.

- 2.10 Middle Mississippi River Watershed Management Organization Watershed Management Plan, 1999:** Goal 14 listed above in Section 1.10 defers to the Minneapolis Zoning Code as regards land use decisions and to other plans described herein as regards development guidelines. Like several of the other plans evaluated herein, Goal 15 of this plan calls for the preservation of historic resources. The Project preserves some of the historic resources on site; however, it also includes the destruction of other archeologically and historically significant resources. The Project is inconsistent with this goal to the extent the proposed measures detailed in Exhibit H of the Findings Document are not able to mitigate the adverse effects on historic resources.

3.0 PROJECT CONSISTENCY WITH THE ZONING CODE

The Project site is located within the following zoning districts (refer to Appendix B):

- Primary District: C3A, Community Activity Center District
- Overlay Districts:
 - Downtown Height
 - Downtown Parking
 - Mississippi River
 - Shoreland

The following describes the how the uses and characteristics of the Project compare with the Zoning Code:

- **Residential:** Multifamily residential is allowed in the C3A District as a conditional use. Since the project has structured parking and combines residential and commercial uses (per Sections 548.130 (a) and (b)), the site could have a maximum of 152 units. A maximum of 38 are proposed. This equals 38 units per acre, which is classified as high density by the City's Comprehensive Plan. The parking requirement is 1 stall per unit. The Project includes 2.9 stalls per unit. The Public Works Department and CPED—Planning Division use a range of 0.8 to 1.5 stalls per unit to evaluate residential parking for projects, with the assumption that parking for downtown residents should be at the low end of this range.

To obtain a Conditional Use Permit, the Project will have to satisfy six findings. The following is a preliminary comparison to these findings:

1. **Will not be detrimental to or endanger the public health, safety, comfort or general welfare:** The City's regulatory authority will be able to ensure the Project will not create significant adverse effects on public health, safety, comfort or general welfare
 2. **Will not be injurious to the use and enjoyment of other property in the vicinity and will not impede the normal or orderly development and improvement of surrounding property for uses permitted in the district:** City decision makers can judge whether the effects described in the EAW will cause a significant impairment to the use and enjoyment of nearby property, for example the Mill Ruins Park, river, and the parkway area. The project is unlikely to create any significant impediment to the normal or orderly development and improvement of surrounding property for uses permitted by the Zoning Code and Comprehensive Plan.
 3. **Adequate utilities, access roads, drainage, necessary facilities or other measures, have been or will be provided:** As described in the EAW, there are no infrastructure impediments to the Project.
 4. **Adequate measures have been or will be provided to minimize traffic congestion in the public streets:** The EAW and Findings Document show that the project will have no significant adverse transportation effects.
 5. **Is consistent with the applicable policies of the comprehensive plan:** Refer to Sections 1.0 and 2.0 of this report.
 6. **And does in all other respects conform to the applicable regulations of the district in which it is located:** As described in the final paragraph of this report, the Project will need to obtain two additional Conditional Use Permits (CUP), two variances, Site Plan Review approval, and approval of a subdivision. Only if it meets the criteria required for these permits will it this particular CUP be approvable.
- **Restaurant:** Restaurants are permitted uses in the C3A District. Required parking for the 9,600 sq. ft. restaurant would total 116 stalls.
 - **Spa and retail uses:** Sports and health facilities are allowed as conditional uses in the C3A District and general retail sales and services are permitted uses. However, the Code limits individual retail sales and services to a maximum of 8,000 sq. ft. for the Project. The Zoning Code provides a variance process that is applicable in this case. At Section 525.520 (3), the Code includes a variance "to vary the gross floor area, floor area ratio and seating requirements of a structure or use." The Planning Commission is the public body that determines whether to approve a floor area variance.
 - **Parking facility:** The portion of the parking facility that will be leased to the Park Board constitutes a commercial parking facility. Parking facilities are conditional uses in the commercial districts.

- **Parking:** The Findings Document in Section 4.8.5 details the parking aspects of the Project. In order to accommodate preservation of the Columbia Mill ruins, the parking areas have been revised resulting in the following changes:
 - The overall parking capacity decreased by 4 stalls (from 199 to 195).
 - The number of spaces within the portion of the garage that will serve the residential uses decreased from 109 to 88 spaces and the ratio of stalls per unit dropped from 2.9 to 2.3. This ratio is 50% greater than the maximum 1.5-stall-per-unit “rule of thumb” ratio used by Planning staff to evaluate the reasonableness of multi-unit residential parking supply.
 - The 65 stalls to be leased to the Park Board¹ remain unchanged but the number of commercial spaces increased from 25 spaces to 42 spaces.²

Although the 65 stalls the Developer will lease to the Park Board will be available to the users of the spa and restaurant, the Zoning Code will not allow these stalls to be counted towards the required parking for these uses (refer to the prior footnote). Therefore, the parking requirement for the commercial uses will be 134 stalls and with only 42 stalls under the Developer’s control, the parking deficit equals 92 stalls. The Developer could request approval of a parking variance to reduce the required parking for the commercial uses from 134 to 42 stalls. At Section 525.520 (7), the Code includes a variance “to reduce the applicable off-street parking requirements up to 100%, provided the proposed use or building serves pedestrian or transit-oriented trade or occupancy, or is located near an off-street parking facility that is available to the customers, occupants, employees and guests of the use.” The closest public parking ramp is the Gateway Municipal ramp, which has a pedestrian entrance at 5th Ave. S. and Washington Ave. S., two blocks (nearly 700 ft.) from the entrance to the restaurant. The Planning Commission is the public body that determines whether to approve a parking variance.

- **Floor area ratio:** The Downtown Height Overlay District limits the size of buildings via the floor area ratio (FAR is the ratio of total gross floor area (not counting parking) over the lot area). The allowable FAR is 4.0. The project will have 157,650 sq. ft./43,560 sq. ft. lot area, which equals an FAR of 3.6.
- **Height:** The building gradually steps up across the length of its footprint. At the northwest end of the new construction, the tallest point from First St. is 144 ft. to the parapet and 152 ft. to elevator penthouse (11 stories). At the southeast end of the new construction the tallest point from First St. is 72 ft. to the parapet and 80 ft. to the elevator penthouse (6 stories). In between the two ends, a portion of the building is 96 ft. and 108 ft. (104 ft. and 116 ft. to the elevator penthouse). The Downtown Height Overlay District limits the height of structures in this area of the district to 6 stories or 84 ft., whichever is less, and provides for an increase in the height via a Conditional Use Permit. Section 551.850 states that, in addition to the conditional use standards, the Planning Commission shall consider, but not be limited to, the following factors when

¹ The purchase agreement with Omni includes a 99-year lease to the MPRB for \$1 per year.

² The assumption in the EAW was that since the general public would have access to the 65 stalls the Developer will lease to the Park Board, these stalls will be available for the users of the spa and restaurant and should be counted as such. A more strict analysis is included in this Findings document in accordance with the Zoning Code. The Code will only allow stalls to be counted for the commercial uses if the Developer has control over the spaces, which will not be the case with the Park Board stalls. In practice, however, users of the spa and restaurant will be able to use the Park Board stalls.

determining maximum height:

- **Access to light and air of surrounding properties:** The view analysis in the Findings Document in Section 4.2 addresses the view effects of the Project.
- **Shadowing of residential properties or significant public spaces:** The shadow analyses in the Findings Document in Section 4.2 and Exhibit I address the shadow effects of the Project.
- **The scale and character of surrounding uses:** The massing analysis in the Findings Document in Section 4.2 addresses this matter.
- **Preservation of views of landmark buildings, significant open spaces or water bodies:** The view analysis in the Findings Document in Section 4.2 addresses the view effects of the Project.

The height limitations in the Shoreland and Mississippi River Overlay Districts do not apply in the Central Riverfront area of the City (551.680 and 551.710).

- **Development within 50 ft. of the high water mark:** The Shoreland Overlay District states that development “shall not be located within 50 ft. of the ordinary high water mark . . . except where approved by a Conditional Use Permit,” (551.470 (a)). Project structures will not be within 50 ft. of the Mississippi River.
- **Development on a bluff:** The Shoreland Overlay District states that development “shall not be located on a steep slope or bluff, or within 40 ft. of the top of a steep slope or bluff, except where approved by a Conditional Use Permit,” (551.470 (b)). The Code defines a steep slope as having an average slope of 18% or more measured over a horizontal distance of 50 ft. or more. As stated above, steep slopes varying from 40 to 70 percent exist towards the northern and central areas of the site and, as such, the Project will need a Conditional Use Permit (CUP) to proceed. In addition to the normal findings required for a CUP as listed above, this particular CUP has three more including the following: “The view of the developed slope from the protected water [the river, in this case] shall be consistent with the natural appearance of the slope, with any historic areas, and with surrounding architectural features” (551.500 (3)). The Project will remove most if not all of the natural slope on the site and replace the trees with minimal landscaping appropriate to the industrial character of the historic district. City decision makers will use the information in the EAW to judge whether the Project is consistent with the historic West Bank Milling Area and, if so, whether this is acceptable compensation for the loss of natural features.
- **Removal of vegetation:** Section 551.520 of the Shoreland Overlay District in the Zoning Code states the following: “Removal of vegetation on steep slopes or bluffs or within forty (40) feet of the top of steep slopes or bluffs, or within fifty (50) feet of the ordinary high water mark of any protected water, shall be prohibited within the SH Overlay District except as authorized by the zoning administrator subject to the following conditions:

Exhibit G; Environmental Assessment Worksheet: The Wave Project

City of Minneapolis

Revised 1/17/07

1. Clear cutting of vegetation shall be prohibited, except as necessary for an approved development and subject to the requirements of this article and Chapter 535, Regulations of General Applicability. This provision shall not prevent the removal of noxious weeds or dead or diseased vegetation.
2. Selective removal of vegetation shall be allowed, subject to the requirements of this article and Chapter 535, Regulations of General Applicability, provided sufficient vegetative cover remains to screen parking areas, dwellings and other structures when viewed from the protected water and provided a continuous natural cover is maintained.
3. Vegetation shall be restored to the extent feasible after any construction project is completed to retard surface runoff and soil erosion and to provide screening. Restoration shall be completed as soon as feasible, but in no case later than the beginning of the next growing season following the completion of a project.
4. Best management practices to prevent erosion and trap sediment shall be employed to ensure that soil loss levels do not degrade the protected water.”

The Project will result in the removal of most of the tree cover on the site, including several trees of substantial size. Only the trees on the west end of the site are likely to remain. The Zoning Code requires 20% of the net site be landscaped. During the land use permit process, the City will determine whether the Project should be approved and whether the necessary tree loss can be mitigated by on-site landscaping sufficient to screen “structures when viewed from the protected water and provided a continuous natural cover.” Landscaping and screening concerns will also have to be balanced against historically appropriate landscaping, which, for this historic district, may call for minimal amounts of landscaping in order to retain its historic industrial character.

- **Site plan review:** Project drawings are at a conceptual stage at this time and cannot be effectively evaluated for consistency with the Site Plan Review chapter of the Zoning Code.

In sum, the following lists the likely land use permits the Project, as proposed herein, will require:

- Conditional use permits (CUP):
 - CUP for the following uses: multi-family residential use, sports and health facility, and commercial parking facility.
 - CUP to increase the height in Downtown Height Overlay District.
 - CUP to allow development on a steep slope or bluff, or within 40 ft. of the top of a steep slope or bluff in Shoreland Overlay District.
- Variances:
 - Vary the allowable size of the sport and health facility.
 - Vary the parking requirement for the commercial uses.
- Site plan review.
- Subdivision.

4.0 SUMMARY OF THIS REPORT

The following is a summary of the above analysis:

- 4.1 Consistency of the residential and commercial uses:** The commercial and high-density residential uses plus a shared parking facility is consistent with the applicable housing and Downtown development aspects of the City's Five Year Goals and the City's Comprehensive Plan, the *Minneapolis Plan*. The Zoning Code allows the proposed density, however, a Conditional Use Permit (CUP) and other permits will be required. The other plans that have jurisdiction over the site are either silent as regards allowable uses or do not have policies that would prohibit the proposed uses. The Final Comprehensive Management Plan for the Mississippi National River and Recreation Area calls for uses to have a relationship to the river. Like its most recent predecessor, the Fuji Ya restaurant, the new uses (restaurant, spa, and residential) rely on the views of the river and its environs.
- 4.2 Minneapolis Park and Recreation Board Plans:** The MPRB Master Plan for the Mill District Park and West River Parkway (adopted by the MPRB in 1983 and modified thereafter) shows the Project site to be on land not needed for the park and parkway. Although the Master Plan shows development on the Project site, the City's adopted land use plans are the appropriate documents against which to judge project consistency. The current plan for the Mill Ruins Park, when funding is available, calls for excavating and reopening the gatehouse and the old canal walls, which are in place and served as the main control system for the water intake system. This will allow water to flow through the gatehouse to the existing rehabilitated tailrace canal down stream. This plan relies on replacing the need for the surface parking lot that occupies the Headrace Development area with 65 stalls to be leased by the Park Board in the Wave Project.
- 4.3 Historic preservation and destruction:** Of the nine plans that have jurisdiction over the development of the site, all call for the preservation of historic resources. The Project preserves most of the historic resources on site consistent with these plans; however, it also includes the destruction of other archeologically and historically significant resources. The Project is inconsistent with this policy to the extent that the proposed measures detailed in Exhibit H are not able to mitigate the adverse effects on historic resources.
- 4.4 Siting on a bluff and preservation of natural vegetation:** The Project will remove most if not all of the natural slope on the site and replace the trees, including several trees of substantial size, with minimal landscaping appropriate to the industrial character of the historic district. The Zoning Code states that development "shall not be located on a steep slope or bluff . . . except where approved by a Conditional Use Permit." The Zoning Code also only allows the removal of vegetation on steep slopes and bluffs, "provided sufficient vegetative cover remains to screen parking areas, dwellings and other structures when viewed from the protected water and provided a continuous natural cover is maintained." In addition to the normal findings required for a CUP, this particular CUP has three more including the following: "The view of the developed slope from the protected water [the river, in this case] shall be consistent with the natural appearance of the slope, with any historic areas, and with surrounding architectural features." City decision makers will use the information in the EAW to judge whether the Project

is consistent with the historic West Bank Milling Area and, if so, whether this is acceptable compensation for the loss of natural features.

The City's Critical Area Plan has policies designed to prevent walls of tall buildings along the river corridor and to have buildings that step back from the river to avoid excessive shadowing public areas. The Project, at over 500 ft. long with no substantial setbacks perpendicular to the river, is inconsistent with these policies. Since the site does not qualify as a bluff per the plan's definitions, but rather is a steep slope, the Project will comply with the requirements for setbacks from the river. The view effects of the Project are described in the response to EAW Questions 25 and 26 (refer also to Attachment 10 and the numerous drawings in Attachment 3) and in the Findings of Fact and Record of Decision Document at Section 4.2.

- 4.5 Height:** Only the City's St. Anthony Falls Historic District Guidelines and the Zoning Code set height limits that apply to the site. The Project height is consistent with the Guidelines but, as stated above in Section 3.0, the Zoning Code limits the height of structures in this area to 6 stories or 84 ft., whichever is less. To exceed this limit, the City would have to grant the Project a CUP. This particular CUP requires special findings as regards the Project's effects on views of landmark buildings, significant open spaces, and water bodies, and scale and shadow effects. The analyses in the EAW and in the Findings Document in Section 4.2 address these matters. During the permitting process, City decision makers will use the information in the EAW to judge the Project's consistency with all CUP requirements.
- 4.6 Historic Mills District Master Plan architectural guidelines:** The City's Historic Mills District Master Plan includes architectural guidelines regarding massing, roofs, glazing, materials, and colors. As is appropriate for an EAW, designs are still at a conceptual stage and are still adaptable to change.
- 4.7 Views:** The Mississippi River Critical Area Plan, states that walls of tall buildings along the river corridor should be avoided. The view effects of the Project are described in the response to EAW Questions 25 and 26 (refer also to Attachment 10 and the numerous drawings in Attachment 3) and in this Document at Section 4.2. City decision makers will use the information in the EAW to judge whether the view effects of the Project should result in permit denial or substantial modifications to the Project.
- 4.8 River access:** The Final Comprehensive Management Plan for the Mississippi National River and Recreation Area calls for improved river access. Currently, there is no pedestrian access between the east side of the Crown Roller Mill and the Hennepin Ave. Bridge, a distance of 2,500 ft., nearly half a mile. The Project includes public access through the Project building from 1st St. S. to West River Road where there is none currently. The applicant is also working with the Public Works Department and the Park Board to explore pedestrian and bicycle access between 2nd St. to River Road via the former railroad right-of-way (now City-owned) that goes under 1st St. and abuts the Project site on the west. It should be noted that the Park Board staff opposed this connect as a bike path in a letter dated 5/22/02 (the letter is included with the comment letter from Craig Kupritz in Exhibit E).

Exhibit G; Environmental Assessment Worksheet: The Wave Project

City of Minneapolis

Revised 1/17/07

Appendices:

- A. Excerpts from the Draft Environmental Impact Statement for the West River Parkway and the plan for Mill Ruins Park
- B. Primary and Overlay Zoning Districts

Appendix A:
Excerpts from the Draft Environmental Impact Statement for the
West River Parkway and the plan for Mill Ruins Park

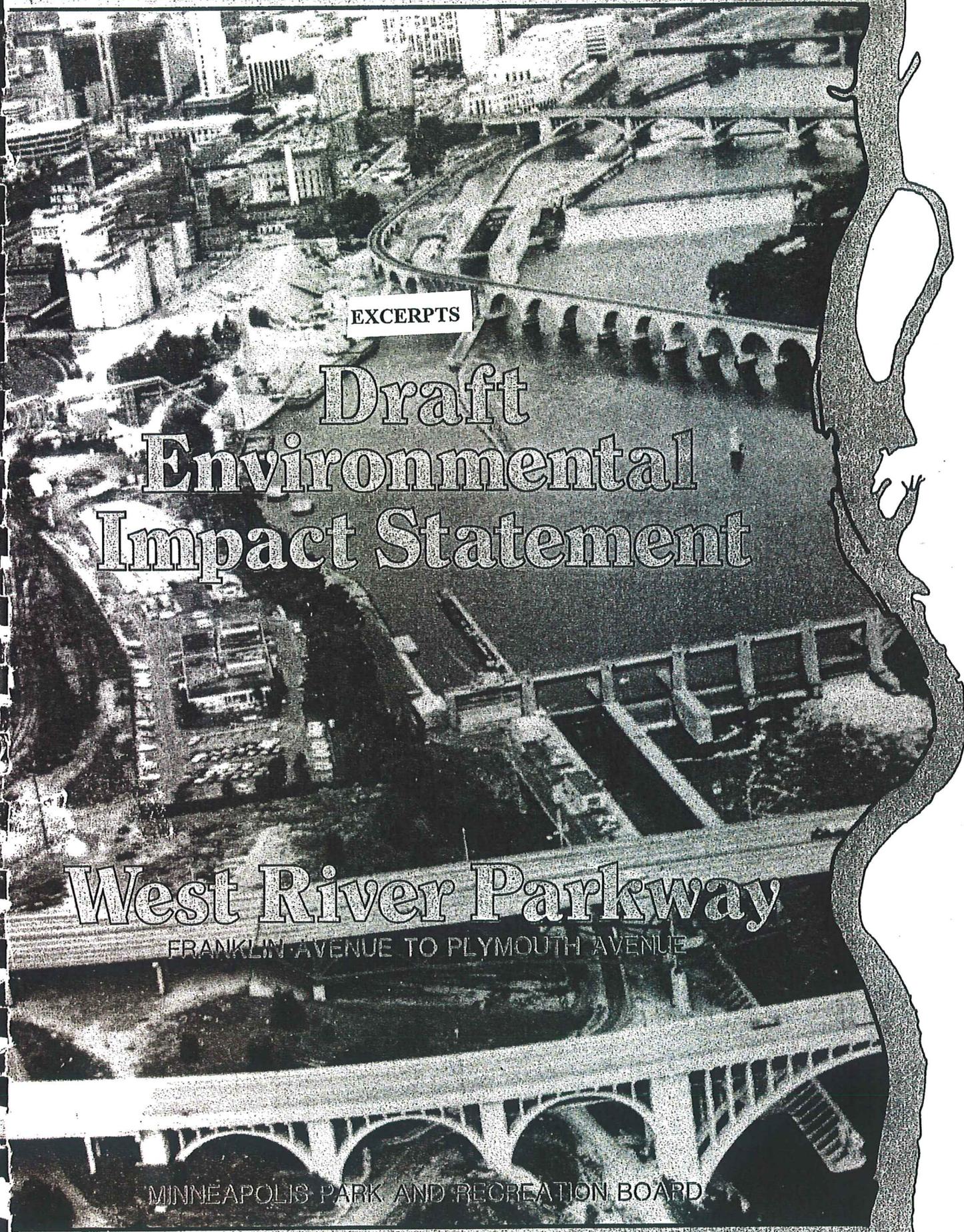
EXCERPTS

Draft Environmental Impact Statement

West River Parkway

FRANKLIN AVENUE TO PLYMOUTH AVENUE

MINNEAPOLIS PARK AND RECREATION BOARD



The parkway will follow the outside edge of the park facilities along the riverfront. There will be no connection to the city street system in this area, although some access could be provided to adjacent development. Parkway facilities are illustrated in Figure 2-4.

2.2.3 SEGMENT C - MILL DISTRICT

In the Mill District, the major emphasis will be on the creation of a multiple-level interpretive park through the reuse of historic building fragments of the water-powered milling industry. The central element of Mill District History Park will be a canal which channels water from the Mississippi River above St. Anthony Falls through the park. Water from the canal will be directed down through the foundation walls of former mill buildings, recreating the falling water which once powered the old mills via a much larger canal. Water will be collected at the base of the park using the pattern of the old tailraces which crossed the area. Walking and viewing areas will be constructed throughout the area of the old mill walls, and steps and ramps will connect the Canal Street level to the tailrace level fifty feet below. Provisions will be made for an enclosed interpretive center at the corner of Canal Street and Portland Avenue and for a leased restaurant site near Canal Street and Eighth Avenue. A small information display will be located near the canal intake to provide orientation to the area.

Mill District History Park will also include separate trails for pedestrians and bicycles near the river, and a provision for a future vehicle path along the river and across the Stone Arch Bridge. The total Mill District History Park will be about fifteen acres in size. Limited new parking will be provided, complementing the adjacent U.S. Army Corps of Engineers Upper Lock visitor lot, which has parking for about thirty-five cars. Other parking will be provided through joint use lots or ramps near the area.

The parkway will be a two-lane facility following the edge of the park on Canal Street and First Street. The parkway will connect to city streets at Fifth, Eighth and Tenth Avenues, and special roadway surfaces and stop signs will be used to slow traffic through this area to be consistent with historic preservation objectives and pedestrian needs. The alignment of the roadway near the old canal intake and the Fuji Ya restaurant has not been finally determined. The alignment for taking the parkway from Canal Street to the river's edge will be determined during the design study. The route is illustrated in Figure 2-5.

2.2.4 SEGMENT D - GASWORKS BLUFF

In the area surrounding the Lower Locks, the primary objectives of the public parkland will be to protect the bluff and to provide overlook points toward St. Anthony Falls and the lower rapids. Two major overlooks will be established: (1) a site above Tenth Avenue with excellent views of St. Anthony Falls, and (2) a site near I-35W with views of the Lower Locks. Stairways and trails will connect both sites to the river's edge below the bluff. An information display will be located at the overlook

SATURDAY, MAY 7, 1983

COMPLETE BUSINESS NEWS

The following **COMMUNITY DEVELOPMENT and TRANSPORTATION & PROPERTY SERVICES** report was signed by Committee members:

Mark Kaplan, Jackie Slater, & Charlee Hoyt — Community Development Committee.

COMM DEV & T&PS — Your Committee, having under consideration the subject matter of federally-appropriated funds for the purpose of establishing a recreation motorway (The Great River Road) and Metropolitan Regional Parks and Open Space

within the City of Minneapolis, now recommends concurrence in the recommendation of the Citizens Advisory Committee / Technical Advisory Committee / Minneapolis Park and Recreation Board to approve the route alignment for the Great River Road as delineated in the Draft Environmental Impact Statement (Petn No 228239), with the following conditions:

1. The possibility of underground space with an entrance bet the 35W Bridge, and the CNW Railroad Bridge should not be precluded; and
2. The Park Board should investigate alternatives to permanent acquisition when it is contemplated that private development is desirable for a given parcel of land.

Adopted. Passed by final roll call as hereinafter noted.

Passed April 29, 1983.

Approved May 5, 1983. Donald M. Fraser, Mayor.

Attest: Lyle D. Lund, Asst. City Clerk.

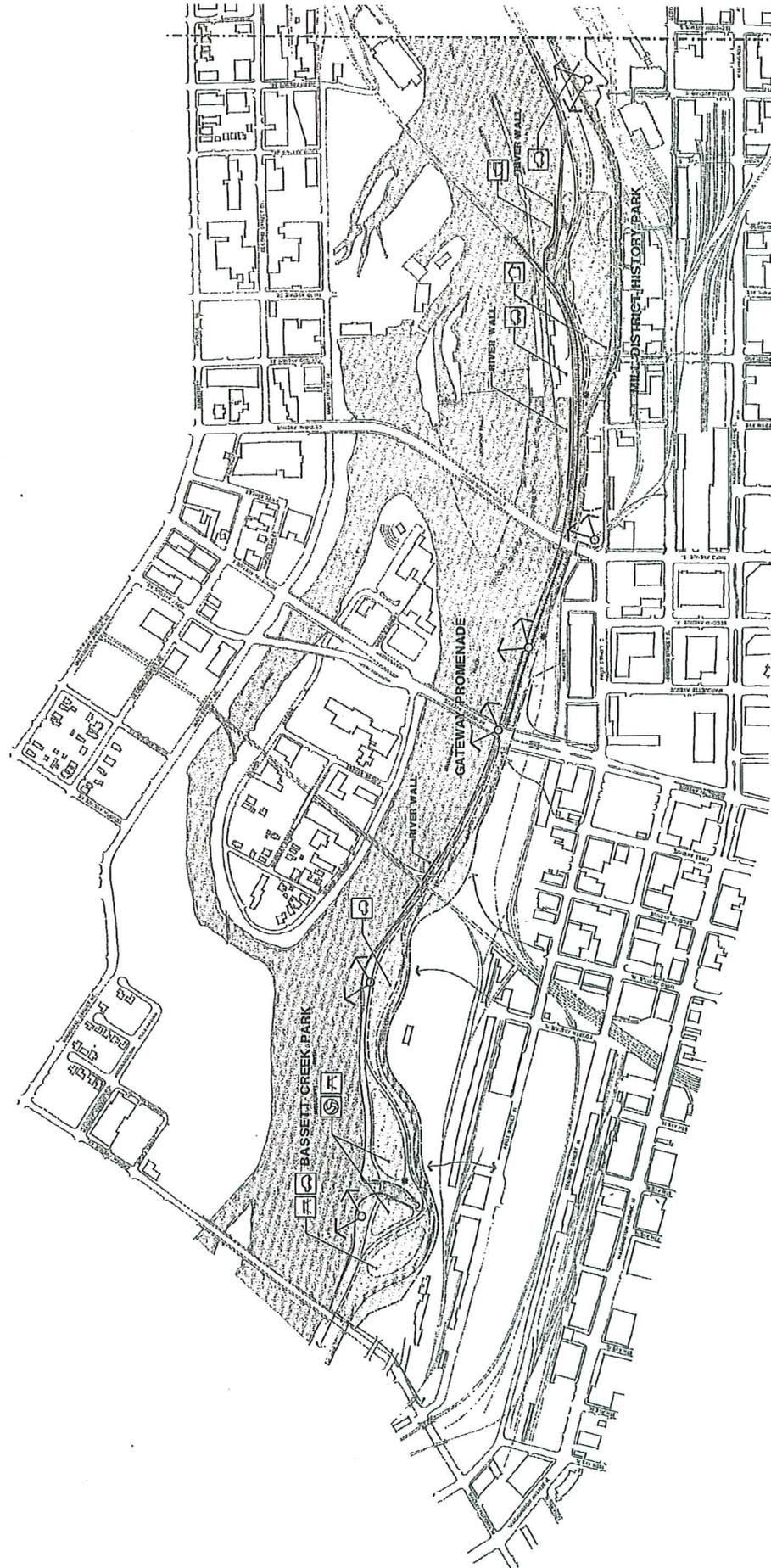


FIGURE 2-2
PARK MASTER PLAN

PICNIC
 PARKING
 PLAYFIELD
 INTERPRETIVE CENTER
 BOAT TIE UP
 INFORMATION KIOSK

OVERLOOK
 PEDESTRIAN TRAIL
 BICYCLE TRAIL
 PEDESTRIAN LINK
 TROLLEY LINE
 ACTIVITY AREA
 PARK BOUNDARY

FIGURE 2-2
PARK MASTER PLAN
 WEST SEGMENT

West River Parkway
 Minneapolis Park and Recreation Board



BRW
 BENNETT, RINGROSE, WOLFSEID, JARVIS, GARDNER, INC.

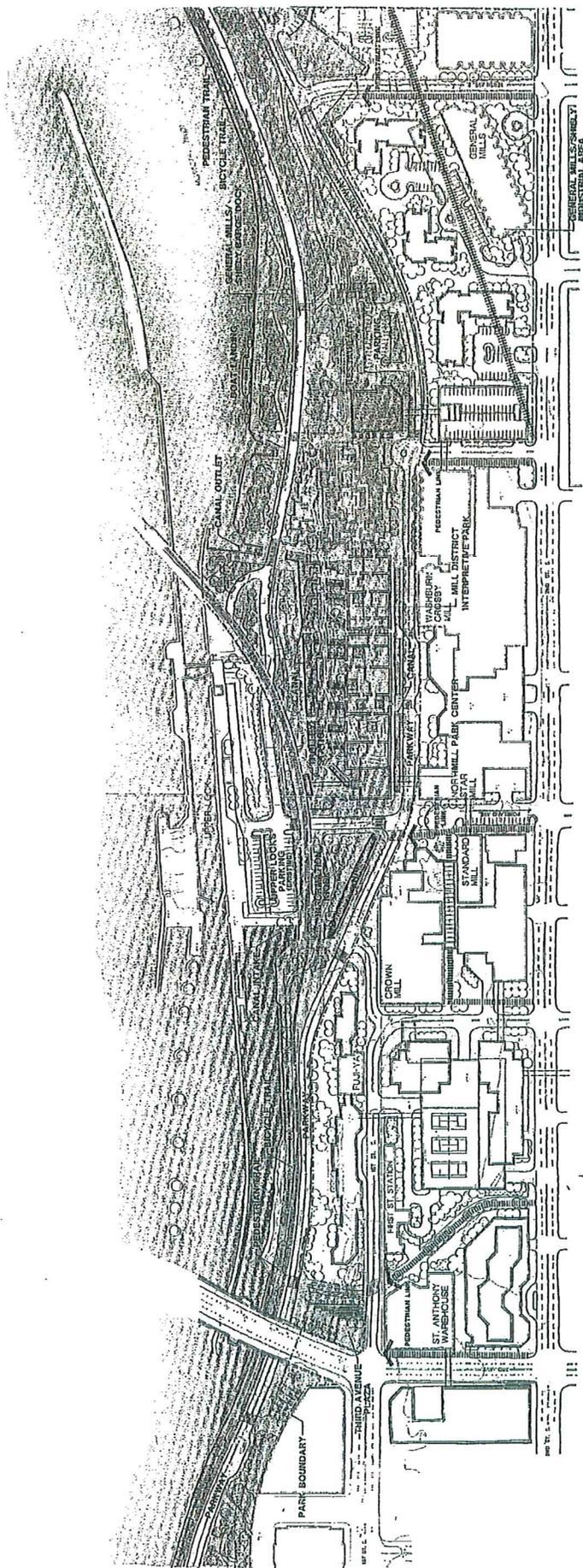
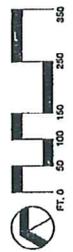


FIGURE 2-5
MILL DISTRICT

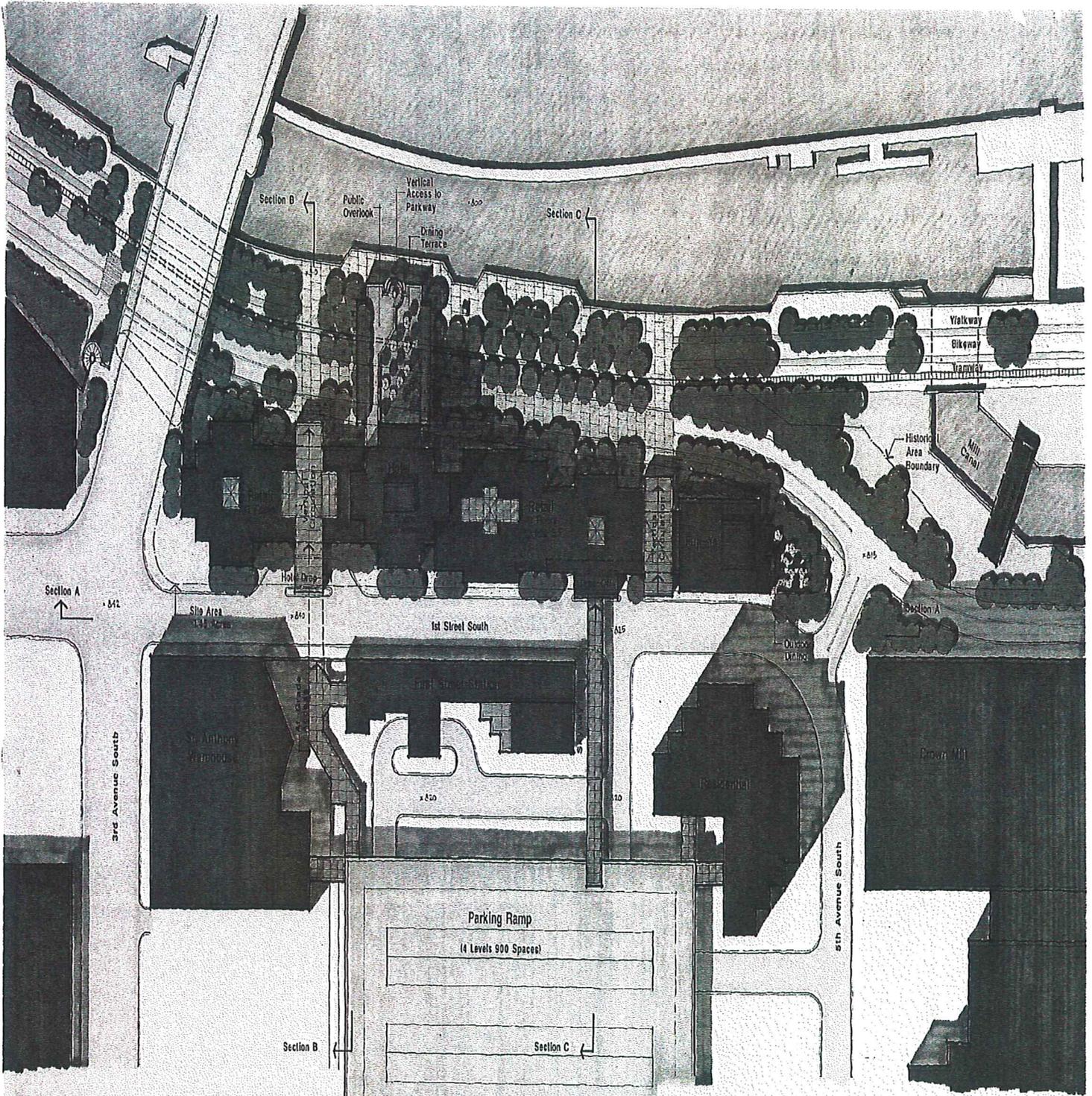


West River Parkway

Minneapolis Park and Recreation Board



BENNETT, INGROVES, POLZELLA, JARVIS, GARMEN, INC.



3rd Avenue to 5th Avenue (Fuji-Ya Area)

Plan
(Plaza Alternative)
5/28/85 Revised: 6/3/85

Schematic Design

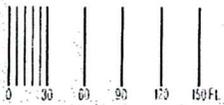
West River Parkway



North



Figure



BRW
ARCHITECTS
PLANNERS
ENGINEERS

MODELS BY PARK AND PLACEMENT BOARD

Appendix B: Primary and Overlay Zoning Districts

PRIMARY ZONING DISTRICTS



SITE

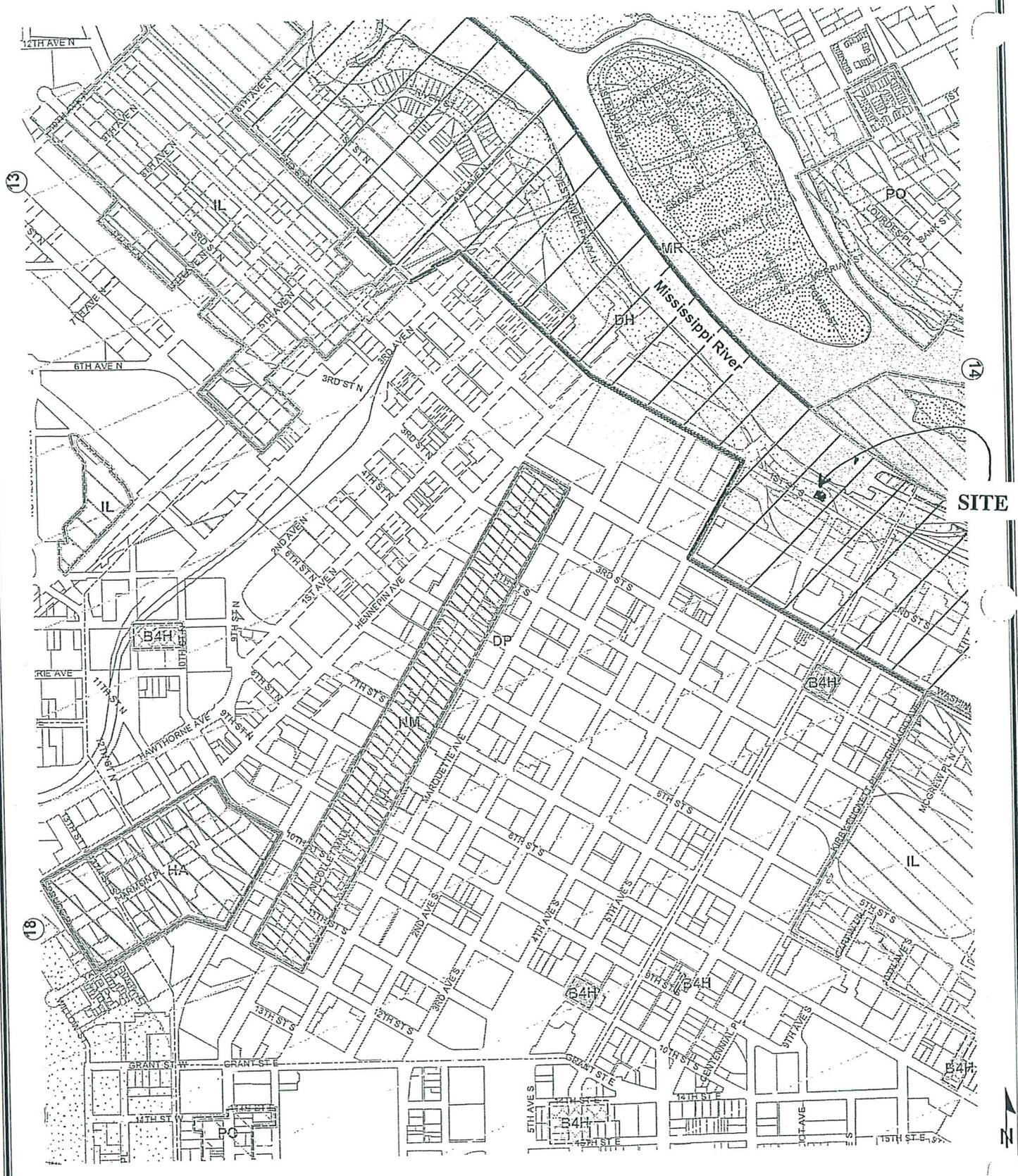
ZONING DISTRICTS	OFFICE RESIDENCE DISTRICTS	DOWNTOWN DISTRICTS
LD LOW DENSITY	OR1	DA
RI	OR2	RA
RIA	OR3	R4
R2		R5
R3		R6
MEDIUM DENSITY DISTRICTS	COMMERCIAL DISTRICTS	INDUSTRIAL DISTRICTS
M1	C1	I1
M2	C2	I2
M3	C3A	I3
M4	C3B	
HIGH DENSITY DISTRICTS	C4	
H1		
H2		
H3		

Zoning District Boundary
 Plate Boundaries
12 Zoning Plate Number
**Last Amended :
November 20, 1999**

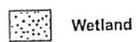


MINNEAPOLIS ZONING PLATE 19

OVERLAY ZONING DISTRICTS



OVERLAY DISTRICTS	
PO	PEDESTRIAN ORIENTED OVERLAY DISTRICT
LH	LINDEN HILLS OVERLAY DISTRICT
IL	INDUSTRIAL LIVING OVERLAY DISTRICT
TP	TRANSITIONAL PARKING OVERLAY DISTRICT
SH	SHORELAND OVERLAY DISTRICT
FP	FLOODPLAIN OVERLAY DISTRICT
NP	NORTH PHILLIPS OVERLAY DISTRICT
DP	DOWNTOWN PARKING OVERLAY DISTRICT
B4H	DOWNTOWN HOUSING OVERLAY DISTRICT
DH	DOWNTOWN HEIGHT OVERLAY DISTRICT
NM	NICOLLET MALL OVERLAY DISTRICT
HA	HARMON AREA OVERLAY DISTRICT
MR	MISSISSIPPI RIVER CRITICAL AREA OVERLAY DISTRICT



Wetland

PLATE BOUNDARIES

12 ADJOINING PLATE NUMBER



Last Amended : August 25, 2000

MINNEAPOLIS ZONING PLATE 19