

Mr. Michael Orange
Planning Consultant to the City of Minneapolis
City of Minneapolis Community Planning and Economic Development Department

Dear Mr. Orange,

In accordance with your informational notice of December 6, 2006, we are here providing comments of opposition to the Wave Project and comments in support of a positive declaration that an EIS is necessary and should be required. We understand that during its "time-out" the developer has made changes to preserve some (but not all)¹ of the archaeological properties on the Site ("Modifications"), but that there have been no real changes as to the Wave's size, scale, mass, height or presence.

INTRODUCTION

Two significant reasons militate in favor of an EIS for this project—both of which derive from the public ownership and the public nature of this historic and sensitive location.² The first has to do with the want of a full and in-depth assessment of alternative uses for the Site, and the second has to do with the variety of regulatory elements (laws, guidelines, plans and aspirations) associated with the Site which are inconsistent with privatizing the land for a very large condominium building. As noted in the EAW and in public agency comments, if built, the project will require the City's waiver (variances, conditional use permitting, etc) of a number of regulatory elements—those involving visual impacts, destruction of bluffs, clear-cutting of

¹ We are not qualified to assess the degree to which the "mitigations" are or are not appropriate. However, from a lay point of view, we believe there are numerous remaining issues. First, it would appear that the only preservation of any of the remains of existing mills involves the preservation of those remains which are largely now visible. Apparently data may be gathered during excavation of what we understand to be basements and subbasement and other areas of the Occidental Mill, but that these ruins will be destroyed or essentially forever lost to the public as they will be underneath building and/or privately owned condominium property. Second, we wonder about the plan associated with the currently visible ruins. These ruins would be tucked under private condominium homes, with a very non-public or welcoming feel, and while left in place or *in situ*, the place or site is so privatized, so publicly unwelcoming, and so unnatural that Park visitors (as opposed to perhaps patrons of the restaurant) are not likely to appreciate their accessibility. We wonder if the few condo units supported by columns are so important that even the area contiguous to the exposed ruins had to be despoiled by such privatization—by the underside of private homes being feet above the ruins? Finally, since the WBMA is the area on the west bank where the mills actually operated, and given the Mill Ruins Park, will the sense of history capable of being recaptured by the entire string of archaeological properties from the 3rd Avenue Bridge to the Mill Ruins Park, be forever lost by privatizing this Site and thereby eliminating the opportunity to complete public's imagination of the entire milling area.

² Importantly, this land is still publicly owned, having been purchased by the MPRB with state taxpayer money raised to enhance the scenic nature of lands adjacent the River Parkway. The money was not provided, of course, with an intent that the land would be resold (at a loss) to private condo developers for private gain, but as part of the Great River Road legislation advancing and protecting the scenic quality of adjacent lands. Accordingly, in 2005 a private bill had to be passed to permit this sale—a bill by the way which is yet unsatisfied in respect to any closing of the sale of the Site.

vegetation, walling off historical buildings from the River, height limitations, set backs, construction interruptions, etc). The number of such elements violated by this project seemingly should dictate that, at this location, there is a major problem with the proposed use—or perhaps any private use.. Our view is that if there was ever a development site in need of regulatory protection, it would be this Site, and an EIS would assist decision-makers in assessing requests for any relaxation.

The EAW states that the Department of Interior Standards³ would be largely unmet, and it appears that even with archaeological mitigations many such standards will remain unmet. The EAW concluded that the project “is not a building that was designed to be sited within the St. Anthony Falls Historic District, and may not be considered a compatible building within that District” EAW at 28, and presumably this conclusion continues. The Department of Interior/MNRRRA stated that:

“Overall, we see no evidence in the EAW that the Wave project would meet any of the Secretary of Interior’s Standards and Guidelines for the Treatment of Historic Properties”

And at p. 29, the EAW concluded that nearly all of the Heritage Preservation Commission’s guidelines would not be met, and it does not appear that the archaeological Modifications alter most of these problems. Of course, the problem has never been all about archaeology, but about the destruction of historical integrity (i) on this Site where important activities occurred so long ago, and (ii) in the West Bank Milling Area—a few of the most historically sensitive blocks along West River Parkway where our City began.

I. IMPORTANCE OF THE SITE—ITS PUBLIC AND PARK-LIKE NATURE AND ITS HISTORICAL SENSITIVITY

We have to start with a fact which runs through every issue involving this Project, which continues to attach after the Modifications, and which has not been disputed by anyone. It is the location’s attributes which make this proposal distinct from virtually all others, and in such need of protection by the City’s regulatory elements. Before the City is a private developer asking for approval to build a condominium and spa for the very wealthy—a 38 unit large high-rise (“tall wall”) building in which 28 of the 38 units will be homes larger than virtually all homes in Minneapolis—4600 square feet. To allow such a project is to conclude that history is for sale, as this Site: (i) is on public land; (ii) is on public land registered on the National Register of Historical Places; (iii) is on public land where 125 years ago three mills actually operated and contributed to our City’s beginning; (iv) is on public land home to remains of three mills; (v) is on public land in the Mississippi Shoreland; (v) is on public land beneath and consisting of protected River bluffs; and (vi) is on public land on the curb of West River Parkway 15 to 25 steps from the River’s water. The public importance of this Site is that it is in the heart of a district about which the Department of the Interior/MNRRRA commented:

³ While not directly applicable to non-federal projects, “The spirit of the Standards and Guidelines is to provide ways for such projects to be compatibly placed within the context of historic places.” EAW at p. 28.

“Of all the nationally significant resources for which Congress established the MNRRA (Mississippi Natural Resources and Recreation Area), the Saint Anthony Falls Historic District is one of the most important.”⁴

Not only does this proposal impact the historical integrity of the St Anthony Falls Historic District, it involves new construction on a Site in two much smaller and more historically intense districts, namely (i) the West Bank Milling Area (“WBMA”), and (ii) the St Anthony Falls Waterpower Area (SAFWA)—the two most sensitive areas within the St. Anthony Falls Historic District because of their intense historical milling nexus. The Preservation Alliance of Minnesota stated:

“The Wave development site occupies a significant place in the St. Anthony Falls Historic District and the Minneapolis West Bank Milling Area.”

If one maps land which is in both of the WBMA and the SAFWA, this very Site is a prominent parcel totally within both, and is the closest green space to the water of any land in the area—the other land being Parkway and paths, public Park parking and land involving lock and dam operations. The Minnesota Historical Society has said, the Wave Site is ***“in the historic district’s inner circle. Our comments on the EAW [urging an EIS] are made in light of this importance.”*** Tab 1, which maps both these districts, profoundly illustrates how this Site, on which three mills and railway operations took place 125 years ago, is prominently encased in both districts and is as historically prominent to the River as possible. It also shows that the Site is the only green space on the downtown side of the Parkway in the entire area. (Enlarging the Tab will show the codes, and will show how the two historic buildings immediately south of the Site are notched into the area.)

The unusual protection afforded such publicly oriented land with these compounding sensitivities has been embraced by the City in its Critical Area Plan. Within the first few words, the Plan states that its purpose is to ***“protect the natural, cultural, historic, commercial and recreational values of the river corridor. . . protecting natural features, and reducing adverse visual impacts.”*** The Plan specifically notes the importance of the early 70’s designation of the St Anthony Falls Historical District and the Heritage Preservation Commission giving the City strong mechanisms to protect it. The Plan also notes Congressional establishment of the

⁴ The Minnesota Historical Society also notes the immensely historic nature of the Site within the District and the smaller St Anthony Falls Waterpower District:

“The heart of the district is St Anthony Falls itself. . . the milling industry that harnessed this waterpower provided the core of Minneapolis’ early economic development. From 1880 through 1930, this area put the city on the map as the “Mill City”, leading the world in flour production.”

MNRRA to “*protect, preserve and enhance the significant values of the Mississippi River corridor through the Twin Cities*”-- one of the public commentators even noting that the City’s failure to conform to the MNRRA guidelines could make the City ineligible for Plan implement funding. In this regard, the Plan adopts the purposes of the MNRRA Management Plan and the state’s Mississippi River Corridor Critical Area designation, reciting public (present and future) uses eight times:

“ . . .protect and preserve a unique and valuable state and regional resource for the benefit of the health, safety, and welfare of the citizens [and to] preserve and enhance its natural, aesthetic, cultural and historic values for public use . . . to preserve, enhance, and interpret archeological, ethnographic and historic resources [and to] enhance opportunities for public . . . scenic enjoyment [and] improve the public’s understanding of the river [and] recognize and strengthen people’s relationships with the river as a dynamic part of our heritage, our quality of life and or legacy for future generations.”

The Plan, so favoring of public uses over privatization, then identifies the resources being protected, starting with “*natural resources,*” stating that

“The general trend of land stewardship over the last 25 years along the river in Minneapolis has been one of returning the river’s edge to a natural condition from its heavily altered state. The river shoreline is in the process of being re-vegetated and in many locations is dedicated to walking and river oriented recreation. The West River Parkway and its associated plazas, overlooks, paths and linear parks is a good example of this change. . . .”

The Plan further looks at the natural resources being protected in the Central Riverfront in which the Site is located, and identifies a feature which starts a mere block across the park and into the River:

“St Anthony Falls is the dominant natural and visual feature here and is a major tourist and residential attraction.”

And again and again the Plan confirms the particular sensitivities to the most historical and highly visited sites, namely the St Anthony Falls Historic District, the Falls, the Stone Arch Bridge, and the preserved mills.⁵ Tabs 1 and 7 show how this Site is prominently on the shoreline of these historical tourist attractions, is very close to the water and is the only west bank green space.

Thus, compared to virtually any other development sites before the City, this publicly owned and open sliver of land on the downtown edge of and at the River is so special, so natural, so sensitive, and so at the intersection of multiple goals of the Plan and other regulatory elements—that it is hard to imagine there could be any Site more in the sweet spot of regulatory

⁵ We also understand that it will be directly across the River from the new park being created by Xcel Energy for the public’s enjoyment of this very historic area.

guidelines and aspirations. The Site is so critical to the historical area that when in doubt we must on the side of preservation and insist on an in-depth EIS for guidance. As discussed below, the Minnesota Historical Society and other public agencies have urged an EIS on account of the need for greater development of a 'no build' alternative use for and other concerns about the Site. Similarly, the Metropolitan Council expressed concern that the Project does not meet requirements of the Critical Area Plan, stating that meeting such requirements are important in all of Minneapolis, they are of particular concern relative to projects such as this which is "*in historic districts and/or other special areas.*" As discussed below, the Council went on to describe this site as a "*public face to an area of regional and national significance.*" In short, the real question here is what will this "face" look like—will it be natural, publicly welcoming, and compatible with the history of the Site, or will it be a tall wall of private luxury condominiums?

II. EXAMINATION OF PUBLIC USES, NO-BUILD AND PRIVATE PUBLIC FUNDING ALTERNATIVES

It would be an understatement to say that the use of this land—essentially the only green space squeezed between the West River Parkway and the Mississippi shoreland bluff going up to 1st Street and the greater downtown, has not been fully examined. The Minnesota Historical Society, in urging an EIS, rejects the EAW conclusion that the only alternative for this historic Site is neglect:

"The No Build Alternative needs to be further developed . . . What is missing from the discussion of the 'No Build' is an exploration of what may happen to the parcel if project approvals are not obtained and the proposed project is not built. Strategies that could better preserve the site's historic properties—under continued ownership of the MPRB or under other public or private ownership, need to be examined."

And the Department of the Interior agreed, saying:

"We disagree with the conclusion that the only future outcome for the property under the no-build alternative is deterioration as is suggested by the EAW. Many futures are possible, for example the MPRB could find funding to . . ."⁶

"The issues outlined above warrant the additional study that an EIS would provide before beginning the local approval process for this project."

Of some interest is why use was not more thoroughly examined when the MPRB put out its RFP for the sale of this Site. This history is important to both the need for a more thorough examination of alternative public (rather than private) uses, and to important public issues concerning the process by which public lands are sold and related economic windfalls can inure to private interests at public expense.

⁶ Citizens are presently discussing such private public funding.

The MPRB's 2002 RFP required that any proposal be subject to the following "*Evaluation Criteria: land use compatibility with adjacent properties; adherence to approved land use plans; and conformance with historic and cultural aspects.*" Perhaps it is because none of the resulting proposals so ignored the criteria as does the now very different Wave, that the purchase agreement for this most sensitive and public land flew under the radar of citizens, neighbors and historians. Of the original four bids, one bidder proposed a no-build public alternative, with the three others proposing very modest housing units. Indeed, the winning bidder's (this developer's predecessor in interest's) original proposal was for eight three and one-half level townhomes with public space on both sides, barely elevated over 1st Street, with an express written assurance that there would be no harm to the historic properties to the southwest of the Site. See Tab 2 for the original proposals which may be why this process has attracted such little attention—as each proposal involved a modest number of three to four townhouses without any huge high-rise presence on the Site. The winning proposer with which the MPRB negotiated the purchase agreement ultimately negotiated for a somewhat larger project—namely a 15-18 unit relatively low-rise building (five stories from River grade)—a project which would rise above 1st Street by only a floor or two.

But who was to know that the winning bidder would assign some interest in the MPRB's purchase agreement (not to be closed unless there is full City approval before March 17, 2007) to a new developer, and the project would change from a 15-18 unit 5-6 story (from River grade) \$20+ million (sales proceeds) project, to a 38 unit 14 story (from River grade) \$60-70 million (sales proceeds) project. A change, by the way, which provides no additional money to the public for the price of the Site.⁷ Indeed, the MPRB was understandably concerned with the

⁷ The developer was quoted in the Downtown Journal as justifying the change due to the Park Board's insistence that the Fuji Ya be preserved—treating the Fuji Ya restoration like asbestos remediation. This rationale deserves probing scrutiny, both as to Park Board history and as to development expertise. The rationale has currency only if one assumes that the developer would have to pay a restaurant owner to take the Fuji Ya building as is—like one would have to pay the asbestos remediator. Since the proposed development would have restaurant indoor parking available (largely paid for by the MPRB), the idea that the Fuji Ya, with such parking (and this special River site with thousands of new housing units within a mile), would not be a valuable and saleable property (but rather a property about which you would have to pay a buyer to take and restore) makes no sense. And the only appraisal of the property, done for the buyer, valued the Site based on a 16 condo project as originally proposed—a value which apparently became the price on which a willing buyer (the current developer's predecessor) and a willing seller (the MPRB) agreed. And as Tab 2 shows, original low-rise townhome proposals were from capable firms (including the architect involved in Mill City Museum) which apparently thought a modest development was financially feasible. Now the new developer pushes on the City a 38 unit, many of which (unlike the earlier proposal) to be at high elevations with both Downtown and River views, and 70+% of which are 4600 square feet in size. The notion that this exceedingly special land is not immeasurably more valuable relative to the changed development proposal will not stand professional scrutiny. Thus, the question concerning the wealth transfer from public to private hands remains one which must be objectively answered by (and not promoted to) the stewards of this special property—as this has become a \$65 to \$70 million proposal (up \$40 to \$45 million) based on a fully contingent purchase agreement negotiated in late 2004 for a price of \$2.5 million (\$1.75 million after the Park Board pays the developer back for the parking which according to the EAW will largely be unavailable to Park visitors)—\$1.75 million for probably the most special and valuable historic land (if developed) in the City.

dramatic change, as their late 2005 Minutes reflect that four Commissioners expressed concern about the change. One Commissioner “questioned the ability of the developer to change the plan after the agreement has been made.” Another was spot on, and questioned why:

[When the] proposed development has increased from 16 to 38 [sic 36] units . . . the price being paid to the Park Board has not increased. . . the Board should be asking for more money.”

Another asked “*if the Board got more for the property, would the State get more?*” And another expressed concern on the “*change in the number of units and the height of the proposed development. . .*” While the purchase agreement does not contain express conditions on the use of the land, the criteria pursuant to which the purchase agreement was let did, and there are a number of legal reasons why the purchase agreement should not close, a discussion beyond the scope of these comments.

Now having agreed to some mitigation involving archaeological issues, but apparently unwilling to make modifications in size, mass or height—or the attendant huge public-to-private economic windfall (\$40+ million in additional condominium sale proceeds) associated with the change, the Wave is now back in the City approval process, with a January 18th hearing before the Zoning & Planning Committee to determine whether an EIS should be required. Significant concerns about the impact of this proposal on historic areas remain.

The Minnesota State Archaeologist observed that there are no mitigations which would make this development acceptable, noting that his expertise “*goes beyond archaeology and speaks to the larger issues such as the historical integrity of the district as a whole and what I think is good for the City of Minneapolis.*” He then reflected on the Site’s location, not only from the standpoint of research potential, but its “*importance to history,*” indicating that while some mitigation could take place in respect to capturing data for research potential, that:

Impacts to sites eligible under Criterion A [importance to history] are not so easily mitigated because it is the very in situ presence . . . that give them integrity and provide the means to convey their significance . . . if the site is significantly altered, the site loses its eligibility (on the National Register of Historic Places) due to a loss of integrity. I see no way that the adverse impacts of the Wave development to the Criterion A aspects of the sites can be adequately mitigated.”

“Perhaps the most profound impact of the Wave development would be to the historic district as a whole.” See Tabs 1 and 7.

The view is echoed by the United States Department of Interior/MNRRRA, which commented and quoted the EAW:

“Even with some preservation of foundation walls and ruins in situ, there would still be a loss to the setting and feeling of the sites unless adjustments are made to the design of the building.”

The State Archaeologist goes on to say what a mistake the sale of this Site by the Park Board was not only because of the archaeological elements, but because of *“the larger adverse impacts of the Wave development to the historic district,”* indicating that the Wave’s *“non-archaeological impacts . . . are numerous and profound.”*

And again, the Minnesota Historical Society commented on the need for the “additional study *an EIS would provide before beginning the local approval process.*” The Metropolitan Council agreed:

*“Large capital investments have been made to develop the regional and local park systems to accentuate the area’s rich local history and leave a legacy for future generations. * * * Due to the close proximity to Mill Ruins Park as well as the Mississippi Central Riverfront Park, Ground Rounds National Scenic Byway and the historic Stone Arch Bridge, the use of this site for historic preservation and interpretation could complement the existing park system.”*

As noted above, one bidder (and only one bidder), who had a material investment in the historic nature of the area, made a proposal in conformance with the Critical Area and Historic Mills Master Plan. Ironically, this bidder, who has preserved as historic properties the Hall & Dann Barrel Factory, the Eastern Minneapolis RR Engine house and the Freight House, not only was unsuccessful in his bid, he (and the public’s interest in history) will be the most harmed by the project. See discussion below.

III. NEED FOR ASSESSING THE LOSS OF HISTORY AND RELATED HARMS FROM WALLING OFF TWO HISTORIC BUILDINGS AND DESTROYING THE HISTORIC RAIL CORRIDOR

Again, public agency comments to the EAW were on the mark. In his comments to the EAW, State Archaeologist Anfinson urged that developments not be allowed if they create a *“wall between the city’s past. . . .”*⁸ And the Minnesota Historical Society commented about adverse impacts to other historical properties in the District:

“The EAW documents the presence of a wide variety of other historic properties surrounding the development parcel, including properties that contribute to the historic district [and] one property that appears to have been overlooked is a rail corridor that passes under 1st Street immediately adjacent to the project site.”

Undoubtedly the properties of concern were the restored and award-winning Hall & Dann Barrel Factory (on the Historical Register), the restored and award-winning Eastern Minneapolis

⁸ One can only imagine the alarm in the thousands of visitors having no idea this project is being proposed or even that the Site is not publicly owned, when the vegetation on this land is clear cut to nothing, and heavy equipment excavates the River bluff—telling the public essentially that a piece of public land in the “inner circle” of the most historic area in our City is for sale to private ownership for 4600 square foot condos.

Railroad Enginehouse (on the Historical Register) and the historical under-bridge Rail Corridor all to the Site's immediate south (across or under 1st Street). See Tab 1 (enlarge to show squares 2, 3 & 4).

These properties (a stone throw from the Mississippi River) have been specifically included in the WBMA and the SAFWA, and all three derive their entire sense of history from their importance to and close connection with the River. This Site, 125 years ago, was home to three mills and rail operations (which were part of Minneapolis birth and its claim as the flour capital of the world). The workings of these mills and rail operations (which are now archaeological properties on the Site) were inextricably connected to these three properties. Barrels into which flour was packed and shipped were manufactured in the Hall & Dann, and rail engines and cars from the Engine house moved back and forth through the Rail Corridor (Bridge 8900) onto this Site—providing the transportation of flour and lumber from the mills to national carriers.

Now these historic properties are at risk of being cut off from the Site and the River which gave them their significance, and also at risk is the related sense of history inherent in the restoration of these structures. Can it be that the community cannot find ways to protect this history and the public sense of ownership in this green space right on West River Parkway? Can it be that this sense of history will all be privatized and forever taken by a condominium? The reality is that the Wave, particularly the now huge Wave, will destroy the visual connectedness between these historic properties and the River. This massive and wide structure, rising 11 stories above 1st Street, will wall these properties off from the River and from the rest of the WBMA. No longer will visitors to the District be able to see and appreciate these properties, and no longer will any occupant of or visitor to either historic building be able to see the River.⁹ Tab 3 consists of photographs of these historic buildings above the Site's bluff, allowing one to imagine the huge Wave structure walling off such buildings and the corridor from the River and the public's appreciation of the related history and connectedness.

This damage is not merely a subjective view, as the EAW specifically finds adverse visual impacts as to these and many other historic and public properties, which adverse impacts seemingly continue after the archaeological modifications:

"The proposed project was found to have an adverse impact on views toward the proposed development site for seven properties: the WBMA, the Hall and Dann Barrel Factory, the Minneapolis Eastern Railway Company Enginehouse, the 3rd Avenue Bridge, the Stone Arch Bridge, the EBMA and . . . the Mill Ruins Park. Each of these properties has significant historical associations or relationships with views towards the proposed project site; proposed changes in those views were perceived to be significant enough and out of keeping with historical precedent such

⁹ This will be a particularly damaging result should another high-rise project be build on City land immediately to the south of these buildings (as we understand may be likely), at which time both these historic buildings will be in a canyon. While the latter building would not have the historical and natural preservation objections and seemingly could get built, such a building would not wall off these historic buildings from the River.

that they would be considered adverse impacts. . . . Adverse impacts were found where the changes in the scale, massing and materials of the proposed building would result in changes to the perception of the WBMA as a historic property, and to the inclusion of the proposed project parcel within the historic district

And while any 'build' alternative on the Site will involve similar in-kind harms, the degree of harm from the original five to six story proposal (or any proposal beyond the Height Overlay District limitation to which the Site is subject) is not nearly the same as that from the current proposal. (Again, it is worth remembering, relative to the process by which public lands are sold in our City, that the original proposal of the winning bidder to the MPRB's RFP expressly and in writing stated that the "height" of the project "does not affect river view enjoyed by buildings to the west."

IV. THERE NEEDS TO BE GREATER ASSESSMENT OF THE PROSCRIPTIONS AGAINST DESTROYING SHORELAND RIVER "BLUFFS" AND "CLEAR CUTTING" SHORELAND GREEN SPACES, AS WELL AT GUIDELINES TO EXPAND, RATHER THAN REDUCE , SHORELAND PARK AREAS.

As one of the public agency commentators indicated, this Site is in such a prominent and even "nationally" historic place (pointing out that this location is more critical to the history than say the Guthrie site), that it is one of the "faces" to generations of public visitors. See Tab 2, a sketch of the area and the prominence (red arrow) of the Site. The Metropolitan Council, calling for added regulatory firmness, rather than relaxation, stated:

"The Council is concerned about the significant adverse visual impacts the Wave will have to regional park users and finds that, as proposed, the project is incompatible to the adjacent regional park. The river/park side of the development presents a public face to an area of regional and national significance and therefore deserves special scrutiny and attention."

And again the Critical Area Plan provides telling guidance as to the importance of natural resources along the Mississippi:

"The general trend of land stewardship over the last 25 years along the river in Minneapolis has been one of returning the river's edge to a natural condition from its heavily altered state. The river shoreline is in the process of being re-vegetated and in many locations is dedicated to walking and river oriented recreation. The West River Parkway and its associated plazas, overlooks, paths and linear parks is a good example of this change. . . ."

Note that the effects related to this Site are qualitatively different than those which some may equate with effects resulting from buildings atop the bluff on grade with the greater downtown on sites without the same historical significance. First, as discussed above, the building atop and outside the River Shoreland (defined as 300 feet from a river) are not being build on sites within the WBMA or the SAFWA, nor on sites which are on the Historical

Register. But also is the sense of nature as well as history along rivers which City plans and guidelines have sought to protect. Everyone understands as they are within a park or on a river where rivers traverse through cities, that there will be views of high rise "downtown" buildings. But the Critical Area Plan and the Shoreland Management Guidelines both attempt to preserve a sense of both history and naturalness to Shorelands. Regulations do so by being protective of green and open space, vegetation, bluffs, sight lines, compatible visual effects, historic buildings, etc--all so that when the public is on the river or on adjacent parklands, there is, even in downtowns, a sense of river, a sense of nature and a sense of history. Accordingly, these guidelines are replete with preambles and rules concerning scenic matters which, among other things:

1. Protect bluffs and steep riverside terrain
2. Require set-backs from the River and River Parkways
3. Protect vegetation and prohibit clear cutting
4. Urge expansion of riverside parklands
5. Require shorter buildings and prevent tall wall buildings nearer rivers.

As the EAW points out, the Wave is to be built into a bluff and is in violation of related regulatory requirements. And as the plans show, the bluff on the Site will essentially be excavated away--destroyed for parking garages.¹⁰ Additionally, the trees, many of which rise five to seven stories and are within the protected diameter, would be clear cut away. Tab 4 consists of pictures during the fall (when the foliage is gone) to show the subject bluff and the maturity and number of trees, and during the summer to show the green space and height of the foliage.

While the EAW notes that the Wave will be built into a protected bluff, there is little analysis of the destruction of the bluff and the related impact on the sense of nature in land right on a regional park. Bluffs, as a result of river formation, are inherent in river Shorelands, and the destruction of bluffs destroy a "sense" of river. While as to many development sites this may not be a terrible transgression and one which elected officials may often permit, we are talking here about a bluff in the most historically sensitive area in Minneapolis--land on the historic register. The Minnesota Department of Natural Resources said:

“. . .the proposal to be build into a bluff is inconsistent with Policy III B-5 of the City's Mississippi River Critical Area Plan. The EAW, however, does not indicate how the City and the project proposer intend to resolve this incompatibility.”

¹⁰ A slope deserving of protection--a "bluff"--is a slope which from toe to top rises 25 or more feet with a slope of more than 18 degrees. The Site here is largely protected bluff, as it is a slope (as noted in the EAW) which is 40+ degrees.

And the goals in many of the Plans and Guidelines to protect and expand vegetation, green space and park lands adjacent rivers—accomplished by planning areas as green space, encouraging parkland expansions and prohibiting “clear cutting” are right in the sweet spot of this development. The City’s Critical Area Plan states:

“Removal of natural vegetation in the Critical Area is prohibited, as all development shall be located to preserve the natural features of the site and to preserve significant trees . . . Also to be preserved are trees with a diameter at breast height of 12 inches or larger [20 some trees exist on the Site].”

“Clear cutting (removal of an entire stand of trees and shrubs) is prohibited except as necessary for placing public roads, utilities, structures and parking areas where these uses are permitted consistent with the other policies of this plan. Selective removal of natural vegetation may be allowed, provided that sufficient vegetative cover remains to screen . . . structures from the water. Natural vegetation shall be restored to the extent feasible after any construction project to retard surface runoff and soil erosion and provide screening.”

“Public use and enjoyment of the Mississippi River should be increased by . . . the Central Riverfront Regional Park should continue to improve its open space appropriate to an urban setting. . . “

If this green space having such a public feel—particularly land owned by the public 15 to 25 steps from the water of the River and right on the Parkway, is not protected by such Plans and Guidelines, then is there any land in our City not at risk to clear cutting, destruction of green space, destruction of river bluffs, and the like—at risk to private condominiums which will forever take a natural face from the public?

V. ISSUES OF SCALE AND HEIGHT NEED MORE STUDY

Given the historical nature of this Site, a full analysis of the multiple height restrictions overlaid on this property should be studied. While the St. Anthony Falls Historic District has a guide which relates to the highest mill, there are expectedly other guideline limitations which should be examined so fuller guidance as to the impact of any conditional use permitting—particularly in the WBMA--can be known. The Metropolitan Council has correctly evidenced concern about the adjacent Park bordering this Site being a regional park needing the protections of all height restrictions, as has the Preservation Alliance.

A. Downtown Height Overlay District

The first limitation is found in the Downtown Height Overlay District, about which the EAW finds the Wave to be inconsistent:

551.840. Height. The maximum height of all principal structures, except single and two-family dwellings and cluster developments, shall be eight (8) stories or one hundred twelve (112) feet, whichever is less, for properties located between Washington Avenue South and Second Street South. **The maximum height for all other properties shall be six (6) stories or eighty-four (84) feet, whichever is less.**

There has been little assessment of the codified factors for granting any conditional use permit for structures exceeding the six story limitation, which here would be exceeded by 200 to 300% and be in respect to a building in the most historically sensitive area on the West Bank—in the WBMA. As can be seen, the codified factors seemingly dictate, as might be expected, that this is a Site about which a CUP should never be granted:

551.850. Increasing maximum height. The height limitation of principal structures may be increased by conditional use permit, as provided in Chapter 525, Administration and Enforcement. In addition to the conditional use standards, the city planning commission shall consider, but not be limited to, **the following factors when determining maximum height:**

(1) Access to light and air of surrounding properties.

(2) Shadowing of residential properties or significant public spaces.

(3) The scale and character of surrounding uses.

(4) Preservation of views of landmark buildings, significant open spaces or water bodies.

As to items 1 and 2, the immense size of the Wave and the fact that the Park adjoins and is steps away to the north from the proposed building, will mean near-perpetual shading (from the sun in the south) of the Park when the Wave would completely shadow public park spaces, as noted by the Metropolitan Council:

“[The Wave] is located immediately south of the park and would also affect its solar access.”

Of course, these effects are to be avoided under the City’s Critical Area Plan as well as the Height Overlay District:

“When development occurs on the west bank close to the riverfront, structures should step back so that sunlight penetrates public areas.”

“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 space and varied facades”

These guidelines are violated by the Project, and more discussion of whether waivers should be granted at such a sensitive Site are needed. As to additional blockage of light and air, as discussed above, the Wave would block such access from the two historic buildings directly across 1st Street.

Turning to item 3, compatibility with surroundings, the EAW notes that the Wave would be out of scale and character of the surrounding historical district:

“The proposed project would introduce an increase in size and scale of buildings in the WBMA, both in footprint and height.”

“The proposed project does not appear to be compatible with the massing of the surrounding historic buildings.”

“At 11 stories [actually 14, as the 11 is measured from 1st Street], the Wave would be four stories taller than the Crown Roller Mill, the nearest standing mill building to the site.

Similar “incompatibility” concerns come from the Metropolitan Council:

“The building heights . . . are excessive for the area. The proposed project would require a conditional use permit to increase the height of the building from the Downtown Height Overlay District standards [of] 6 stories or 84 feet. To meet the requirement. . .the CUP request would be for an 80% increase over current standards.”

And from the Minnesota Preservation Alliance:

“The project, as proposed, exceeds height limits of the Downtown Height Overlay District—designed to protect the historic character of the riverfront—by nearly 70 feet.”

Actually, both the Metropolitan Council and the Preservation Alliance minimize the degree to which a CUP would be required, as the Wave, when measured from the grade on which it would be built, would rise 182 feet, almost 100 feet more than the 84 feet limitation. See Metropolitan Council analysis below.

So important questions about size and the impact on the historical nature of the land remain. How does this project compare with other housing developments in the WBMA? The difference between new construction compared to restoration of existing buildings is obviously an issue, as the other housing in the WBMA is largely restorations and by definition does little to offend compatibility. And distance from the River is important. This new construction would be

right on the Parkway and within 15-25 steps from the River's water—unlike all other condominium or privatized construction projects in the WBMA. And how about the differences between building build atop the River bluffs, as opposed to beneath or into them? Indeed, even the restored lofts near the Mill Ruin Park are up the bluff from the River and are several hundred feet away from the River. See Tab 5. Finally, while the EAW notes that this Project would not be the tallest in the District, it does note that the tallest is a long-existing historical building, namely the non-massive head house for the Washburn A Mill--out of the visual sight lines of the proposed Wave. At this time, we are not certain as to whether the Washburn A Mill really is taller than the 182 feet (from River Road grade) of this proposal.

As to item 4, the last factor involving conditional use permitting to relax the six story limitation, the Wave would block views of historic buildings and the River—as opposed to the Height Overlay factor. As noted above, the Wave would totally block any visual sight from the Park, the Stone Arch Bridge, across the water on the East Bank, etc—any public views of the Hall & Dann Barrel Factory or Eastern Minneapolis RR Engine house, and of course destroy the connectedness that these two historic buildings have to the River. Also noted above, the Wave would have adverse visual impacts from seven important historical vantage points. Additionally, many downtown buildings would have views of this historic part of the River blocked, including Washington Square, the Crossings, River West, the Towers, the Carlyle, etc. See for example Tab 6, from the Washington Square office building having a sight corridor to the River within the WBMA. While not perhaps the most important public issue, it should be taken into account when conditional use permitting would contribute to such harm—harm which the above guidelines provide as a factor. Certainly citizens making investments in office and residential buildings along the River have had some justified expectation that the Site, publicly owned by an agency dedicated to enhancing parks and in such a sensitive location on the River, would remain public green space as shown in the City's Historic Mill District Master Plan, or that at the least existing height guidelines and related regulatory elements would not be relaxed.

B. Other Applicable Height Limitations

Not only does the Downtown Height Overlay District have limitations which would have to be waived, The City's Critical Area Plan and the 2001 Historic Mill Master Plan both impose guidelines. Traditionally, government has attempted to assure that in downtown areas, development on the River is low-rise so as to not wall off the River from the downtown community. The City's Critical Area Plan says:

“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. . .”

Thus, there is a good case to be made for the notion that the Downtown Height Overlay District limitation of six stories, applicable to a far greater area than the very sensitive WBMA on the River, should be reduced (and certainly never enlarged) as new construction is sought closer to the water. Here, you could not find a closer site without excavating the Parkway.

Consistent with the “shorter-closer-to-the-River” guidance, are the rules of Shoreland Management which would impose a 35 foot limitation within 300 feet of the River. While this may be subject to exemption in the central city, it is still of some interest given the historical and park-nature of lands within the WBMA. Presently the height of the Project would not only be 200-300% higher than the six story limitation of the Downtown Height Overlay District, it would be 430% higher than the 35 feet Shoreland Management rules. (The developer likes to focus only on heights from 1st Street grade—a somewhat odd way to measure the height of a building which starts on ground 30 feet below—particularly when height is most important from the public park area in the district from which the entire building will be visible. The Metropolitan Council’s comments point this out, showing that the project would stand 182 feet (not the 152 feet the developer measures) and would be grossly beyond prevailing height limitations.) The Metropolitan Counsel commented:

The height information presented in the EAW understates the impact of the project . . . by measuring height from First Street. First Street is at a significantly higher elevation than the base elevation of the property... Therefore [given the 30 foot elevation of 1st street at the highest elevation of the Wave] the Wave would stand approximately 182 feet above the adjacent regional park.”

Finally, the City’s 2001 Historic Mills District Master Plan at pages 4-5, 12-14 and 24 show in all instance this Site remaining green space and public plaza. Importantly, the Plan notes (as does the Critical Area Plan) that the closer to the River the shorter the height, and as to sites even further from the River than the Wave Site, it recommends a limitation of 4-5 stories (akin to the original proposal to the MPRB). Tab 7 is three pages from the Master Plan showing the prominent location of the Site, that the Master Plan designates the location as green space and plaza, and that the text provides that no more than 4-5 stories should be build when getting nearer the River. In short, The Wave, at its present scale and height, and its beneath-the-bluff location, fails the Downtown Height Overlay six story limitation, fails all of the factors associated with granting a CUP relative to this limitation, and fails the Critical Area Plan and Historic Mill District Master Plan height guidelines and aspirations, (notwithstanding that conformance with them apparently was part of the MPRB criteria when the Site was subject to Park Board bids and the existing purchase agreement.) Certainly the intersection of these varying height limitations and their importance in such a sensitive area deserves in-depth analysis.

VI. ASSESSMENT OF THE ADVERSE IMPACTS DURING CONSTRUCTION

Again, the public nature of this “on-the-Park” project dictates serious concerns about construction dislocations and public safety. Of course, construction harms may be relatively modest if the proposal was as originally presented--namely 8 and then 15 to 18 three or four level units, as the duration and scope of construction (compared to high rise construction) would be immeasurably different. As the EAW notes, if the project is allowed, there likely will be interruption of Park and Parkway use—we assume resulting from construction staging, safety fencing, high crane operations, concrete and other material deliveries and related staging and storage, vibrations associated with excavation and footings (perhaps threatening nearby

structures), dust, noise, parking congestion from construction worker vehicles, etc. This is particularly so given the very small footprint of this Site which seemingly will be fully occupied with construction activities and equipment right on River Parkway and right on the narrow and already congested 1st Street. Are we really ready to see the Parkway and much of the Park inaccessible during a prolonged construction period--which seems almost a certainty if public safety is to be assured during high rise construction and high crane operations. And of course, this activity in itself is a sign to the thousands of visitors that park-like sensitive and public lands are for sale. In any event, in-depth analysis of these interruptions and the impact on the regional park and the public interest should be provided by an EIS.

VII. NO ADDITIONAL (BUT A REDUCTION OF) PUBLIC PARKING FOR PARK VISITORS

A goal of the MPRB at the beginning, and a part of the private state legislation allowing the sale of this Site to private interests, was to create additional parking for visitors to the historic district. As the EAW discussed, given the unusual insistence of the developer that the huge condominium homes each have the right to 3 parking stalls, and the demands of the restaurant and spa, the 199 parking stalls on four levels of parking will not only fail to add visitor public parking, but will result in reduced parking by 44 stalls. Moreover, the developer's insistence on the large number of residence parking stalls has caused the Preservation Alliance to comment that the

“large average unit size of approximately 3,610 sq. ft. [and] excess residential parking raises questions about the possibility that additional units will be added, rendering the traffic and environmental impacts of the project as described in the EAW obsolete.”

CONCLUSION

Thank-you for considering these views. If one was to re-read the public agency (and citizen) comments to the EAW, one would see that most of the critical concerns as to which many urge an EIS, remain robust even after Modifications. In the end, the public agency commentators seem to have it right:

“...the Wave project is more often inconsistent or in conflict with the community's plans and regulations than it is in concert with them... inconsistent with respect to the specifics of this proposal such as building heights, protection of slopes, and historic resources. The number of approvals and variances required (listed on Attachment 9 of the EAW) is another indicator that the project is not well matched to existing plans and regulations.” Metropolitan Council

“To compromise access to the significant historic resources on the proposed Wave development site, to benefit private rather than public interests, would undermine the City's stated interests, and devalue the progress that has been made in developing a vibrant riverfront

district that balances new development with preservation of historic resources.” Minnesota Preservation Alliance

We of course agree. If there was ever a piece of land—particularly publicly owned land, which would dictate no relaxation of regulations and guidelines to protect historic and natural properties which have a sense of public areas, it is this Site.

We urge anyone interested in our City’s most historic area to walk or drive the Park path or Parkway south from under the Hennepin Bridge, to the Mill Ruin Park, and think about the visual impact from the River, from the Park, from across the River and from public places in the area. The first stretch between the Hennepin and 3rd Avenue Bridge and outside the MBMA District, is bordered by concrete and shadowing from the Post Office (which is about a third the height of the proposed Wave). Then going further south under the 3rd Avenue Bridge and into the West Bank Milling Area District in which the Falls, the Stone Arch Bridge, ruins, still-standing mills, etc exist, the change in openness and nature is enhanced by the green woods and bluff going up to the beginnings of downtown (rather than the Wave’s proposed concrete and balconies rising three times higher than the Post Office). See Tab 8 showing the elimination of green, river bluff and feel from the Post Office (not in the WBMA) which rises only 4 to 5 stories, and the naturalness of the existing Site (in the WBMA). Imagine then a wall from 14 to 9 stories above River grade rising up a few steps off the curb of the Parkway. What could be worth such a change—particularly when it may well be that if the project is disallowed, there may be public/private solutions to improve and maintain this Site as parkland for everyone.

So we invariably come back to the beginning—the protection of this very special land. As noted, the public agency (Minnesota Historical Society, Department of Interior, Metropolitan Council and State Archaeologist) comments say it best:

“[The Site] is in the historic districts inner circle.”

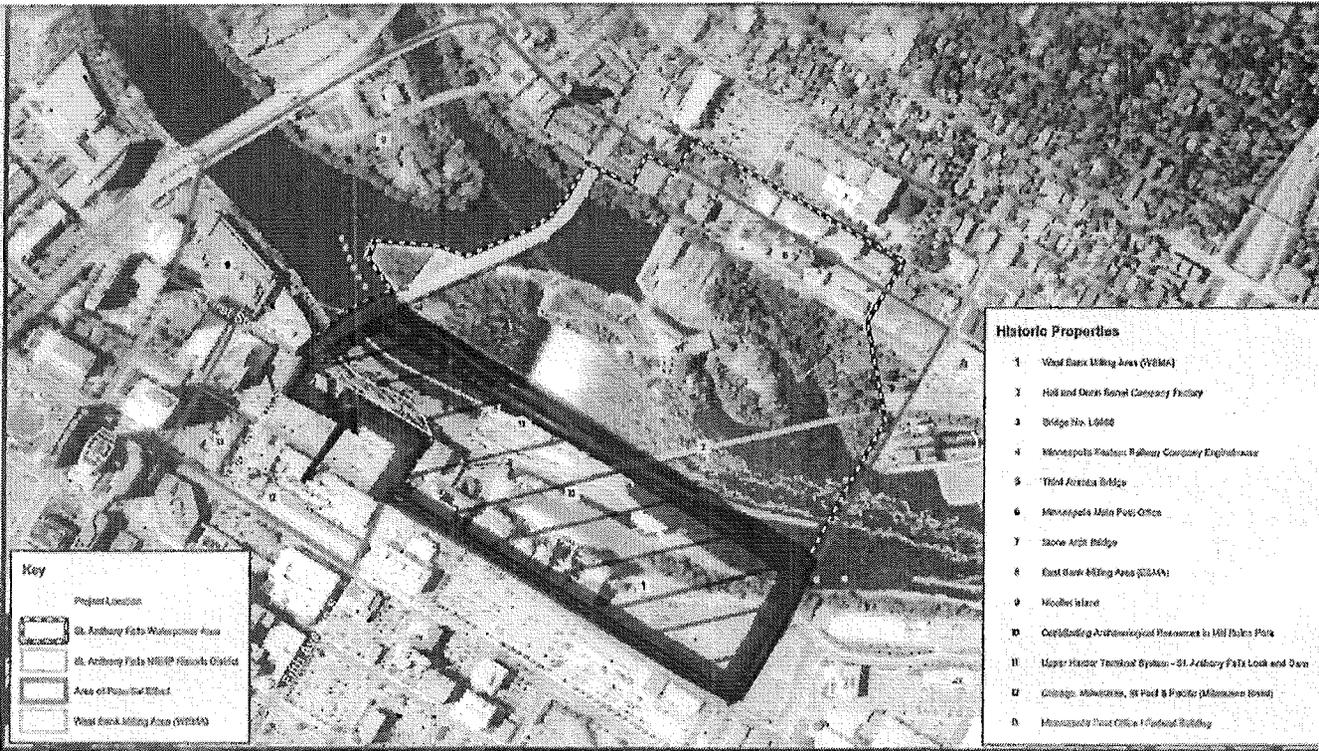
“[The Site] presents a public face to an area of regional and national significance and therefore deserves special scrutiny and attention.”

“Of all the nationally significant resources for which Congress established the MNRRA, the St. Anthony Falls Historic District is one of the most important. . . .the Wave proposal would unquestionably result in significant adverse impact upon the St. Anthony Falls Historic District, and therefore the entire MNRRA.”

“. . .the non-archaeological impacts [to the historical district] are numerous and profound.”

Hopefully a full EIS will be ordered to accommodate this “*special scrutiny*” concerning public land in the “*inner circle*” of our City’s most historical area.

Respectfully Submitted



Key

Project Location

- St. Anthony Falls Waterpower Area
- St. Anthony Falls NREIP Historic District
- Area of Potential Effect
- West Bank Milling Area (WBMA)

- Historic Properties**
- 1 West Bank Milling Area (WBMA)
 - 2 Hill and Owen Round Concrete Factory
 - 3 Bridge No. 14666
 - 4 Minneapolis Packet Railway Company Enginehouse
 - 5 Third Avenue Bridge
 - 6 Minnesota's Main Post Office
 - 7 Stone Arch Bridge
 - 8 East Bank Milling Area (EBMA)
 - 9 Nothel Island
 - 10 Outstanding Archeological Resources in Mill Basin Park
 - 11 Upper Historic Technical System - St. Anthony Falls Lock and Dam
 - 12 George, Milwaukee, St Paul & Pacific (Millman House)
 - 13 Minnesota Trust Office Federal Building

Within Red: Both WBMA & SAFWA

Yellow: Wave Site

Evaluation of Fuji-Ya development proposals

RBR 11/25/02

Proposer	Proposed use	Criterion #1: Financial benefit to Board	Criterion #2: Land use compatibility with adjacent properties	Criterion #3: Adherence to approved land use plans	Criterion #4: Conformance w/ historic & cultural aspects of the Central Riverfront	Criterion #5: Financial strength & business experience of proposer	Other notes
Mill Place, Inc.	Should <i>not</i> house a for-profit use (including restaurant); any income should be used for maintenance. Public service use: rest station, refectory, souvenir shop, meeting area, plus non-profit recreation orgs.	Unclear.	Unclear.	Unclear; see #1. Public uses mentioned are good.	Brief discussion displays good understanding	Strong record of reuse of nearby historic properties.	Did not submit formal proposal; did not address constraints.
Occidental Group (Charles Leer, Paul Reyelts, Tom Meyer, Garth Rockcastle)	3-level 12,000SF restaurant plus 6 to 10 4-level ownership townhouses on the parking area to west of ex. building (entry from 1 st St.). Patio dining & wine cellar on WRP level, "ruin garden" on 1 st St. level. No mention of parking onsite, even for townhouses. No mention of public/interpretive space.	Potential lease payment; but see notes. Claimed revenues to the Board through "taxes" would not apply. Need to see a proforma.	Assumption of available public parking nearby is questionable. Housing on the site is questionable, although understandable from developer's financial point of view and is allowed by zoning.	Generally OK, although see issues under notes and #1. Townhouses would also form a visual barrier to the river. Lack of any public/interpretive space is a drawback.	Unclear whether proposed glass-and-steel design would pass muster w/ SHPO and HPC. References to preservation & stabilization of ruins, but unclear whether design is compatible w/ that.	Appears strong w/ experience w/ rehab, but unclear whether these 4 principals have worked together in this role before. Have obtained letter of interest from Wells Fargo.	Restaurant "owned by the developer & leased to an operator," townhouses for sale. Can we sell the property? Are we "the developer?" Issues with bond/legislative restrictions.

Proposer	Proposed use	Criterion #1: Financial benefit to Board	Criterion #2: Land use compatibility with adjacent properties	Criterion #3: Adherence to approved land use plans	Criterion #4: Conformance w/ historic & cultural aspects of the Central Riverfront	Criterion #5: Financial strength & business experience of proposer	Other notes
TRS Properties (Kevin Ruch, Robert Timperley, Mohsen Sadeghi)	6 ownership townhomes, each w/ 3 underground pkg stalls plus 3 living levels. Small (60-80 diners) restaurant at W end of site; "leased and managed by the homeowners association." 11-space pkg lot for restaurant w/ access off 1 st St. Open-air public rest area off WRP w/ drinking ftn, maps, historic displays, bike pkg. Open daytime hours only.	Unclear - it sounds like the Board ends up selling the property. No proforma.	Outdoor public area has some good features but would be open daytime hours only, limiting its usefulness.	Town-houses would form a visual barrier to the river. Proposed restaurant parking lot blocked by zoning.	Preserve and showcase historic fabric, enclosed in glass - interesting idea. However, main area of historic fabric falls under proposed townhomes; site plan may be incompatible with preservation. Ramp from 1 st St. to townhouse parking may compromise historic fabric; also, grades and sight lines to/from 1 st St. probably don't work. Design concept plan illustration shown is of questionable compatibility with historic context.	Have 3 commitments to buy townhomes and prospective tenant for restaurant. Project team seems to have worked mainly in the suburban context.	Unclear what the Board's role would be, whether we would have to sell the property. Issues with bond/legislative restrictions.
Lucky Club (Jeff Arundel, Tim Oskey, Dennis McGrath)	Remove F-Y restaurant; incorporate fabric of Bassett Sawmill into eight 3 1/2-level townhouses with parking at 1 st St. level. Parkland at each end, the nature of which is not clear.	MPRB receives 50% of net selling price of residences, lease revenues on land (unspecified), and fee from homeowners' assn. for maintenance of parkland. See issues under "notes." No proforma.	Little public value to the project. Adjacent proposed parkland would probably be perceived as private.	Town-houses would form a visual barrier to the river.	Proposal shows awareness of historic context of the site & previous arch. investigations, fuzzy on the status of Mill Ruins Park. Restoration of stone-work proposed, along with re-creation of "these architectural elements" in the new construction. Plate 11 shows creation of "matching arches" extending the line of the existing arches - SHPO will have a problem with "false history," implication that mills were present where they actually were not. Unclear how townhomes would fit with interior portions of mills.	Relatively weak	Residence-only proposal does not have a significant public purpose. Issues with bond/legislative restrictions.

LUCKY  CLUB

**LUCKY CLUB PROPOSAL
TO MPRB
FOR DEVELOPMENT OF FUJI YA SITE**

NOVEMBER 15TH, 2002

creative development

PI

PLATE INDEX

1. COMPASS RENOVATION
2. WEST SIDE MILL DISTRICT
3. RIVERFRONT, CIRCA 1912
4. WEST SIDE MILL DISTRICT, CIRCA 1900
5. OVERVIEW OF LUCKY CLUB PROPOSAL FOR SITE
6. REVEAL OF WATERWORKS RUINS SOUTH OF RESIDENCES
7. BASSET SAWMILL DETAIL, CIRCA 2002
8. BASSET SAWMILL DETAIL, CIRCA 2002
9. PROPOSED VIEW, SOUTH 1ST STREET
10. CROSS-SECTION OF RESIDENCES
11. STONE ARCH RUINS/PLACEMENT OF NEW CONSTRUCTION

1

WHO IS LUCKY CLUB?

LUCKY CLUB IS A CREATIVE DEVELOPMENT COMPANY.

Lucky Club combines business acumen, financial independence, award-winning architectural and creative talent, and entrepreneurialism into an engine of passion and focus. Best of all, Lucky Club is highly committed to all aspects of this Fuji Ya project, from problem-solving the existing constraints to executing a vision that is mutually rewarding.

Summary:

Lucky Club has business acumen, financial independence, award-winning creative talent, and decades of development experience.



JEFF ARUNDEL, GENERAL PARTNER:

Jeff is a majority shareholder in Compass, Incorporated. Compass is a multi-faceted creative and marketing corporation. In the seventeen years since Jeff founded Compass, it has grown into a 70 employee concern with over 700 million dollars in annual sales. Under Jeff's creative direction, Compass leased and renovated 18,000 square feet of the McKesson Building, 251 1st Avenue North. The 1998 renovation of this vacant, historic book warehouse won the prestigious Heritage Preservation Commission's award for adaptive reuse. The project also garnered the American Institute of Architects Honor Award of 1998.

Jeff's 1996-7 renovation of the Walling house on Lake Harriet Parkway was another award-winner. The Walling House is unique in that it is on the National Historic Register and is also under the purview of the



PLATE 1

continued—

Historic Preservation Commission. Jeff partnered extensively with the commission as he painstakingly worked from original blueprints to restore the Walling House to its 1930 magnificence. Jeff is currently renovating Flash Electric, a turn-of-the-century downtown residence purchased from John and Sage Cowles.

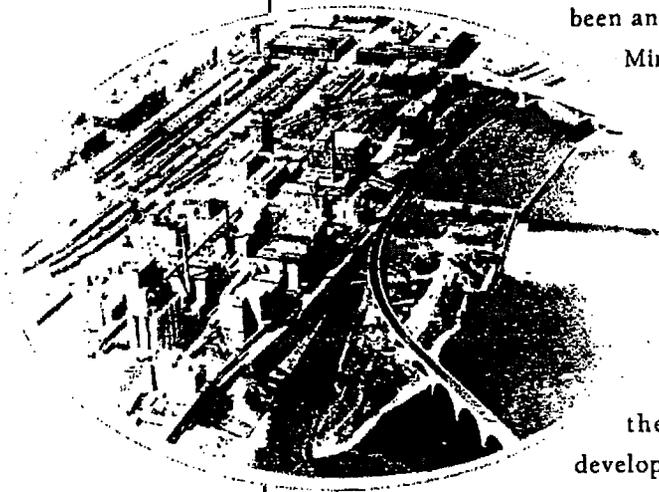


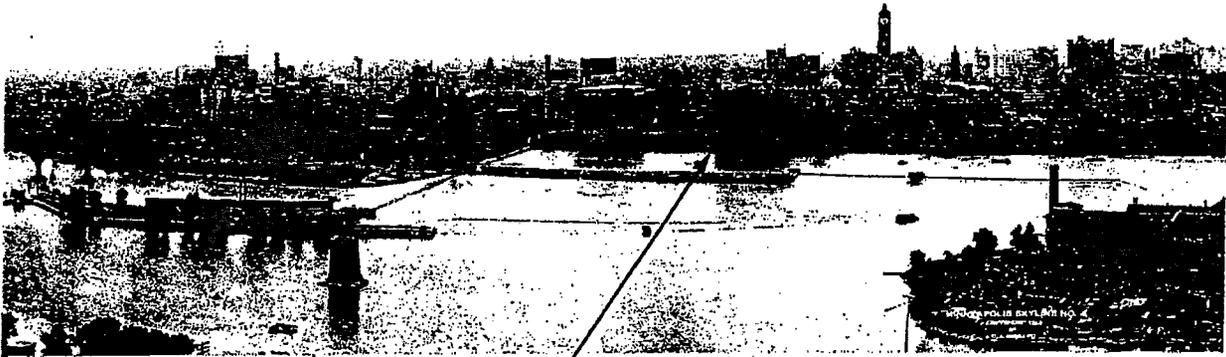
PLATE 2

TIM OSKEY, PROJECT MANAGER: Tim has been an integral part of historic renovation in Minneapolis. Tim has worked extensively with both the *Colonial Warehouse* project and the historic *Loring Corners Building*—Tim has been project manager/developer on the majority of activity on these buildings, and has also worked intimately with the HPC in creating design guidelines for these wonderful buildings. Tim has developed over 1,000,000 square feet of historic space in Minneapolis. Tim's most recent success is the D'Amico/Lurcat project in the historic Loring Corners building.

DENNIS MCGRATH, ARCHITECTURAL CONSULTANT: Dennis is a brilliant young architect—Dennis was the principal architect of the award-winning Compass project in the *McKesson Building*. Dennis is no stranger to the Park Board, having been a key part of the MPRB Headquarters—Moore/North America Remodel Proposal made to the MPRB by Collins-Hansen Architects. 63

2

WHAT IS THE HISTORICAL BACKGROUND OF THE SITE?



Columbia Flour Mill (1912)

PLATE 3

The Fuji Ya building sits in an area that is known as the West Side Mill District. This district, extending from 3rd Avenue South to just below 10th Avenue South, exploded in growth beginning in 1857. By 1870, its concentration of mills and support industries made it one of the most active areas in the United States. Indeed, the city of Minneapolis led all cities in flour production for almost 50 years.

The Fuji Ya site contains architectural elements of three buildings. The **Columbia Flour Mill** was built in 1882, occupying 406-416 South 1st Street. This structure was torn down in 1941, although parts of its facade are visible from the parkway. The **Basset Sawmill** was built in 1870 on site 418-430 South 1st Street. The majority of the mill was destroyed in an 1897 fire, but the engine house survived and exists today within the 1968 structure constructed as the Fuji Ya Restaurant. The "new" **Minneapolis Waterworks** were built in 1883 at 500-502 South 1st Street.

continued—

In 1968, the existing **Fuji Ya building** was erected around the Basset Sawmill engine house. This building was expanded to the north in 1974.

In 1986, the MHS conducted an archaeological excavation of the parking lot directly south of Fuji Ya. It was determined that there is a wheelhouse and north foundation wall of the Waterworks under the parking lot, beginning 3.5 feet below the asphalt and continuing beyond a depth of 10.5 feet, which is where the excavation ceased. 

Summary:

The site is best served by a creative combination of stunningly appropriate residences and historic park lands.

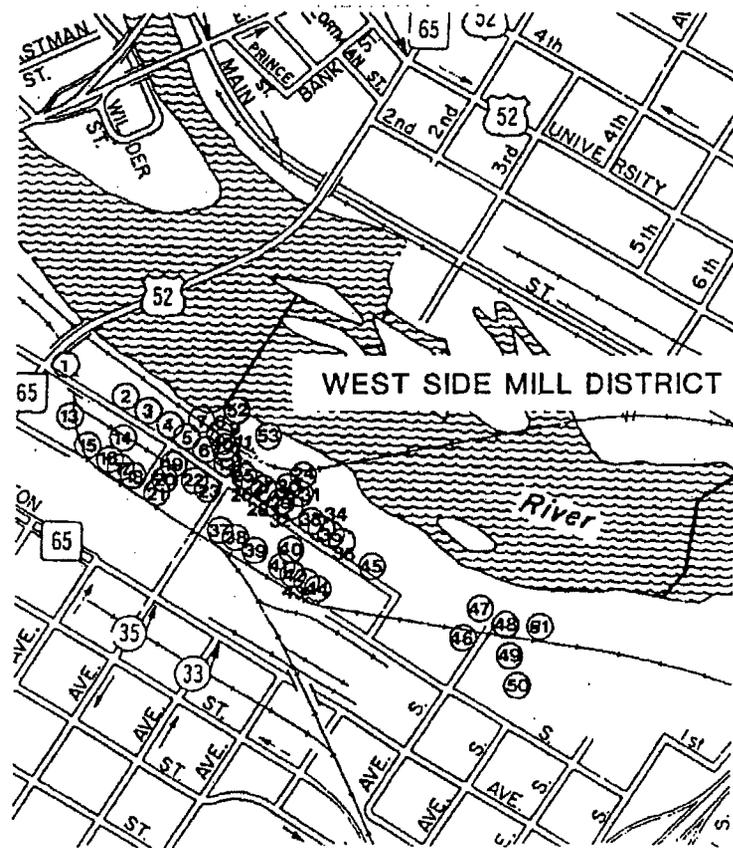


PLATE 4

OUR SITE PROPOSAL:

The West Side Mill District is currently being developed historically and residentially, and the results are spectacular. Anyone lucky enough to walk through the Washburn Mill project as it nears completion can attest to the breathtaking vitality that these residential developments bring to the city. As the historic mill ruins park nears completion, the preservation of this remarkable era in our city's past is secure for future generations to enjoy. Our proposal calls for careful attention to both the residential opportunity and the historic significance of this site.

~~WE PROPOSE TO DEVELOP THE FUJI YA SITE AS EIGHT
RESIDENCES, WITH PARKLAND ON BOTH THE NORTH AND
SOUTH SIDES.~~

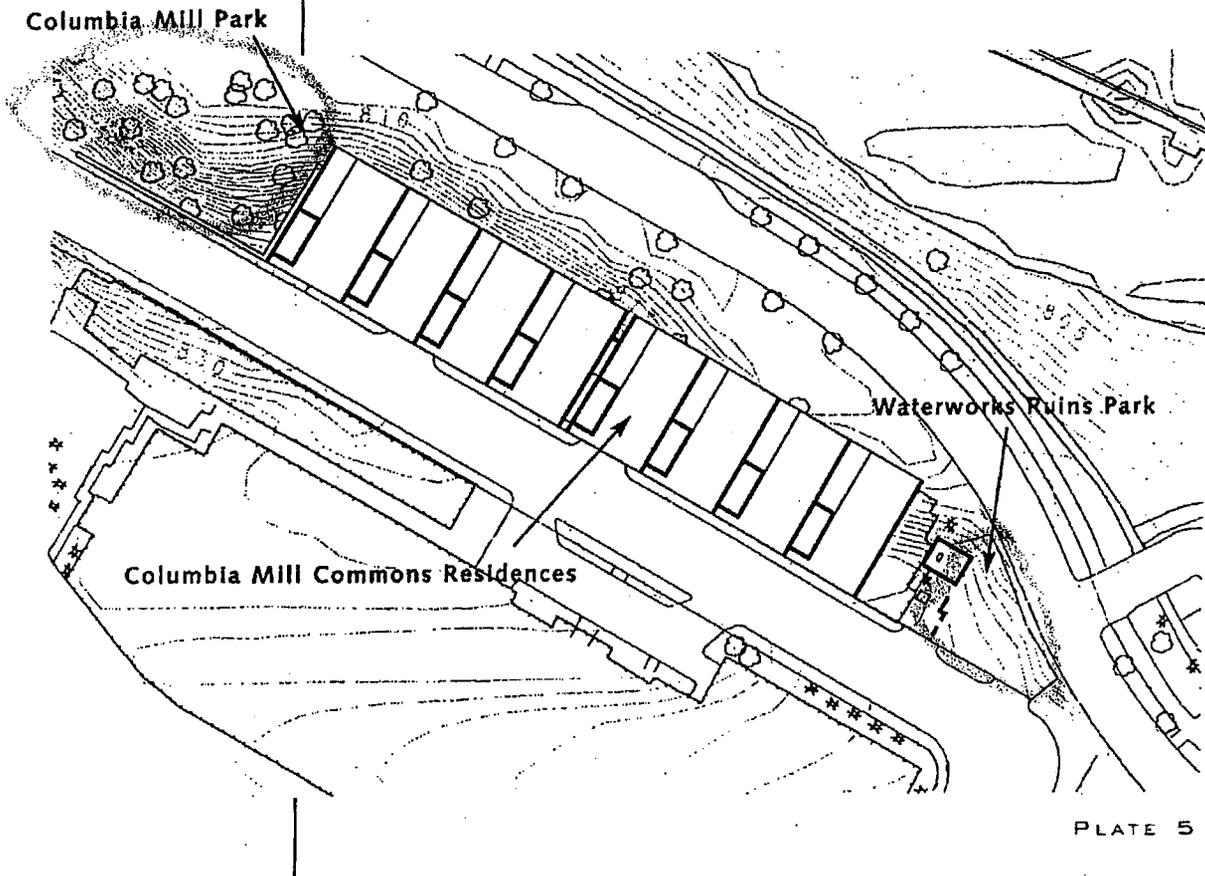


PLATE 5

CRITICAL PROPOSAL ELEMENTS:

OUR PROPOSAL CALLS FOR THE REMOVAL OF THE 1968-1974 CONSTRUCTION ON THE SITE. THIS WOULD REVEAL THE STUNNING BASSET SAWMILL ENGINE HOUSE BUILT IN 1870, WHICH WOULD BE INCORPORATED INTO THE NEW CONSTRUCTION. THE WATERWORKS BUILT UNDER THE PARKING LOT AT THE SOUTH END OF THE SITE WOULD BE DEVELOPED INTO A SMALL PARK, AND THE SCRUB AREA AT THE NORTH END OF THE SITE WOULD BE MADE INTO A MATCHING PARK, GIVING THE SITE A BEAUTIFULLY SYMMETRICAL DESIGN OF RESIDENCE AND PARKLAND.

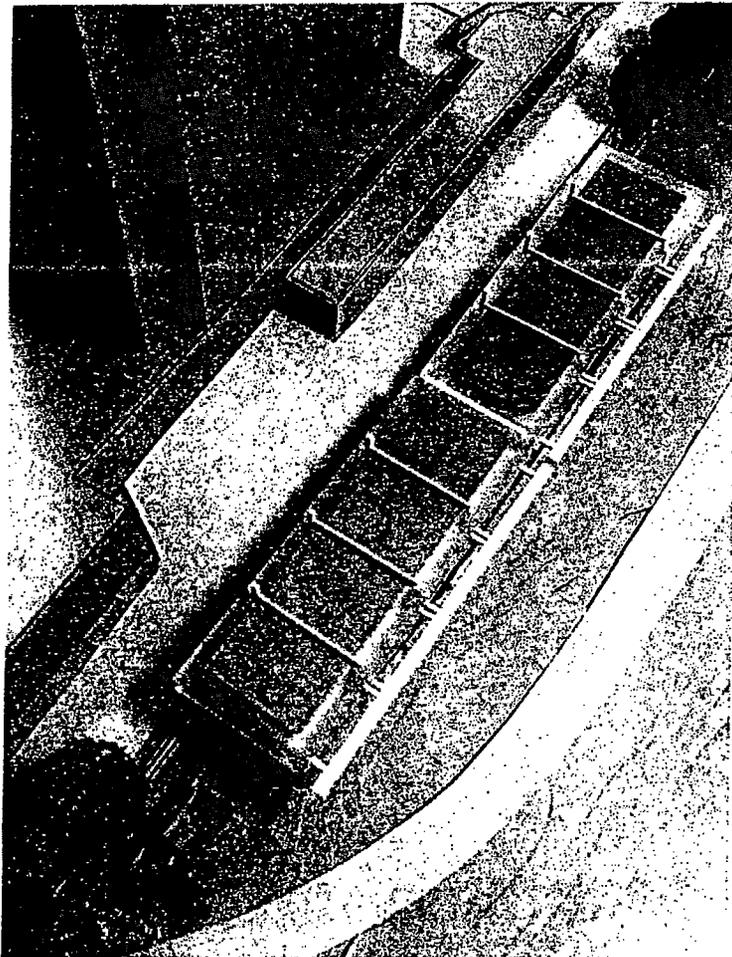


PLATE 6

CRITICAL PROPOSAL ELEMENTS:

THE INCREDIBLE STONEMWORK CURRENTLY OBSCURED BY THE 1968 CONSTRUCTION WOULD BE BEAUTIFULLY RESTORED, AND THESE ARCHITECTURAL ELEMENTS WOULD BE RECREATED THROUGHOUT THE EIGHT RESIDENCES.

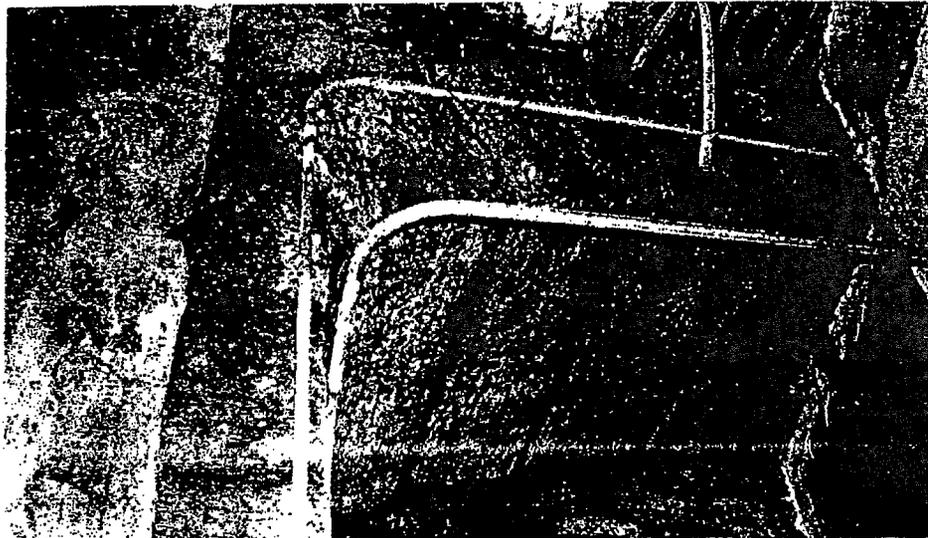


PLATE 7

Pictures taken
11/13/02 of
incredible stonework
obscured by 1968
Fuji-Ya construction



PLATE 8

CRITICAL PROPOSAL ELEMENTS:

THE DESIGN PARAMETERS WOULD BE CAREFULLY EXECUTED WITHIN A FOOTPRINT THAT FITS PERFECTLY WITH THE EXISTING TEMPLATE OF THE AREA.

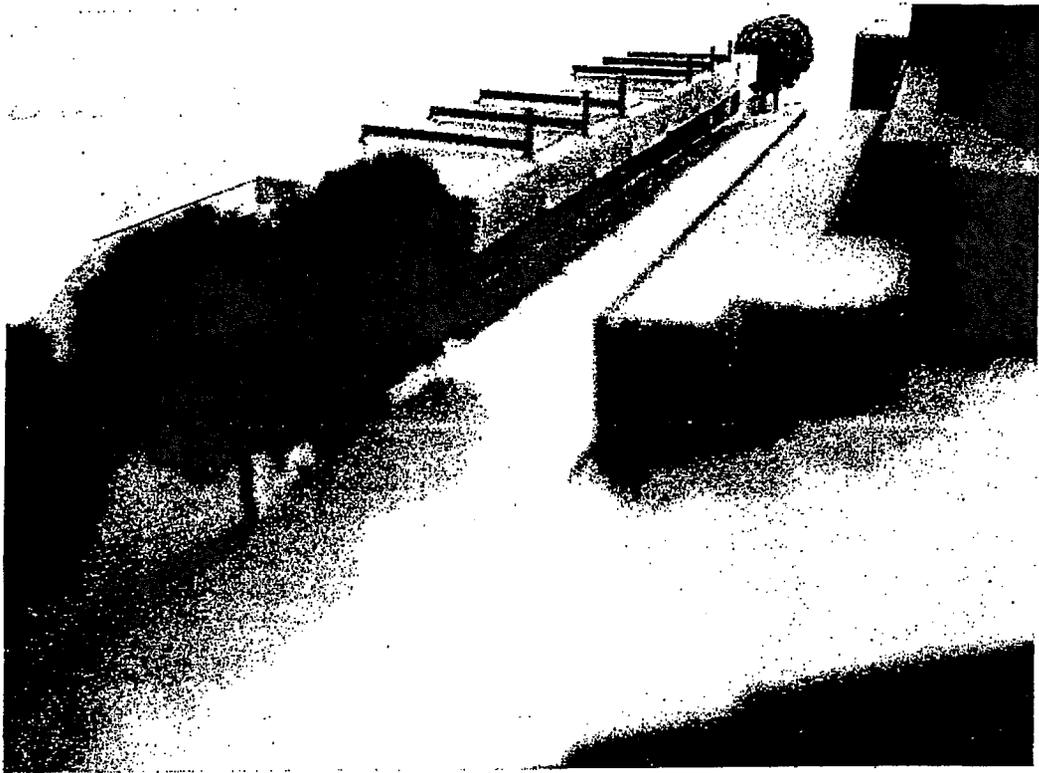
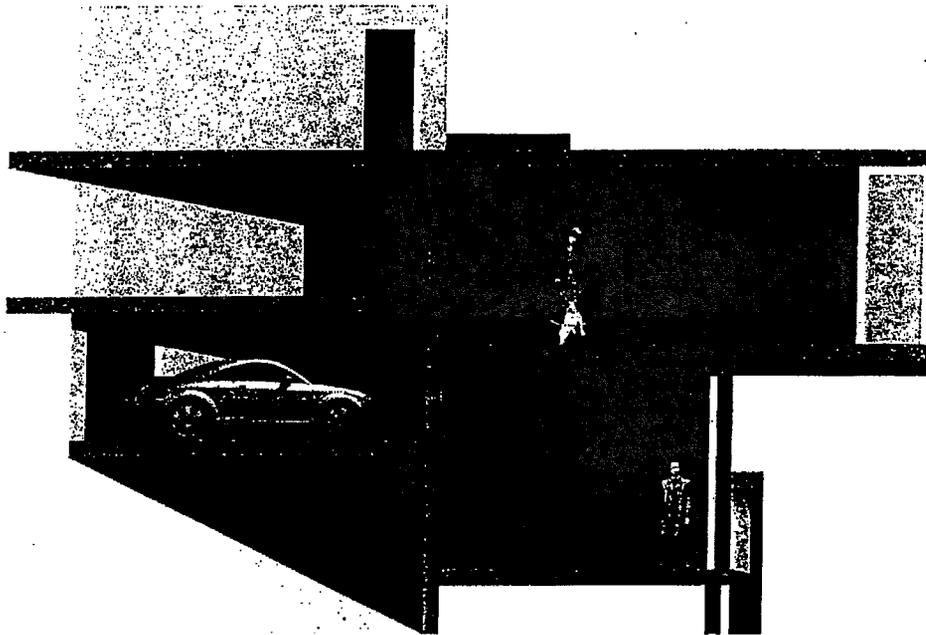


PLATE 9

Looking south down 1st Street. Note: Height of Columbia Mill Commons does not affect river view enjoyed by buildings to the west.

CRITICAL PROPOSAL ELEMENTS:

THE RESIDENCES WOULD BE CALLED THE "COLUMBIA MILL COMMONS", IN HONOR OF THE FIVE-STORY FLOUR MILL THAT STOOD UNTIL 1941. ENTRANCE/EXIT WOULD OCCUR ON THE FIRST STREET SIDE.



Note: Drawings of the Columbia Mill Commons are conceptual depictions that omit much of the exterior detail.

PLATE 10

CRITICAL PROPOSAL ELEMENTS:

THIS COMPUTER-GENERATED DRAWING SHOWS THE EXISTING "ARCH RUINS" IN FRONT OF THE RESIDENCES ON THE LEFT. MATCHING ARCHES WOULD BE CREATED ON THE RIGHT. THE RUINS WOULD BE STABILIZED, AND NEW CONSTRUCTION WOULD OCCUR BEHIND THEM.

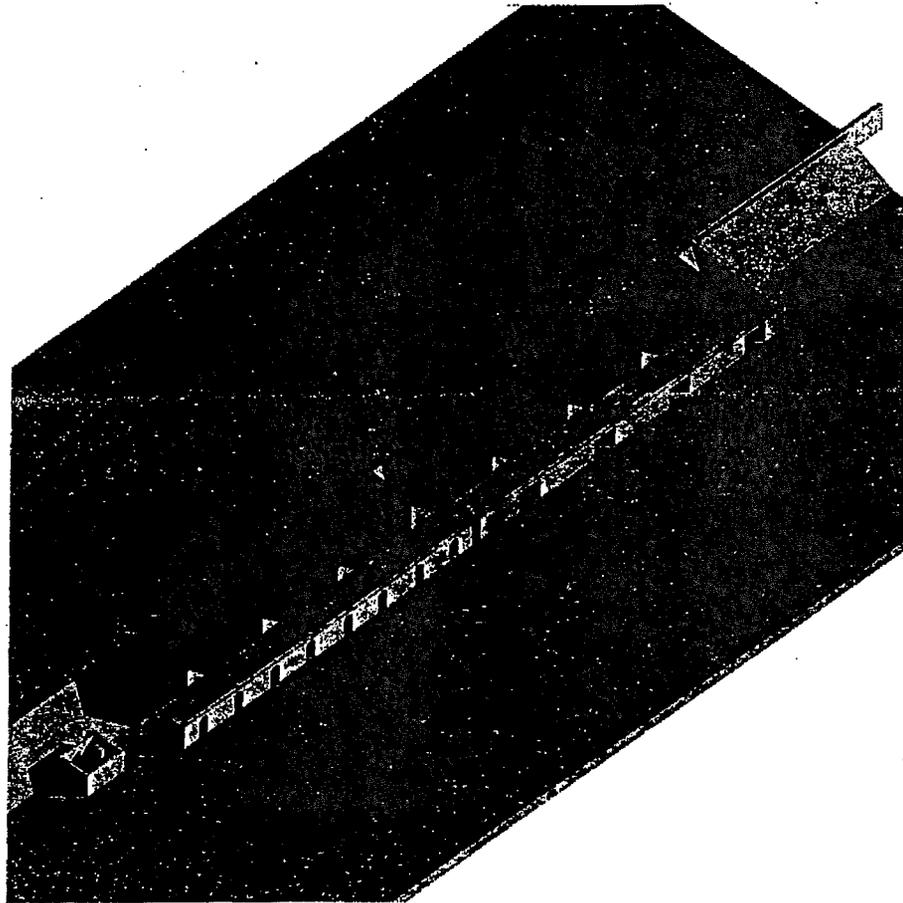


PLATE 11

HOW WILL THE MPRB BENEFIT FINANCIALLY?

The development proposed involves the building of eight residences, with a parkland area on either side. The parkland to the South would incorporate the Waterworks ruins existing under the Fuji Ya parking lot. The parkland to the North would be created from the land next to the 3rd avenue bridge (see attached site map). Lucky Club proposes the following financial arrangement with the MPRB, here outlined with the idea that this might serve as the basis for a dialogue of how best to meet the needs of the MPRB.

Summary:

The MPRB will retain ownership of the land, receive immediate proceeds from the development, and receive a permanent stream of future revenue.



1. The MPRB would lease the site that will be developed as residences to Lucky Club, for 99 years, with a rolling renewal TBD. The MPRB would retain ownership of the two parklands adjoining the development. Lucky Club will pay for the development of the residences and the two parklands.
2. Lucky Club will pay MPRB 50% of the selling price of the eight residences, less the cost of development. For example, if the residences can be sold for a total of 12 million dollars, and the property can be developed for 5 million dollars, MPRB would receive 1,000,000.00 upon closing of the sale of the residences.
3. MPRB would receive a fee from the owners association of the eight residences in return for maintaining the two parklands. The fee would be set at occupancy in the area of \$500.00/unit/month, for a total revenue stream to the MPRB of approx.. \$48,000.00/year. The fee would be increased bi-annually based on the change in cost-of-living as calculated by the CPI index.
4. Therefore, the MPRB would receive proceeds from the development and sale of the residences, and a revenue stream based on performing basic maintenance of the parklands created as part of the design.

5

REFERENCES:

BLAKE GRAHAM/AMY LUCAS
Heritage Preservation Commission
612-673-2422

DAVID THOMPSON
President
US Bank
612-303-3749

HARRY LERNER
Owner
Lerner Publishing, McKesson Building
612-332-3344

TODD DUCKSON
Partner
Duckson-Carlson Business Attorneys
612-317-2600

ROBERT GREENBERG
Owner
Young-Quinlan Building/614 Company
612-333-6128



WHY LUCKY CLUB?

- We have a sincere passion for this type of development, as evidenced by our experience in this area.
- If we are lucky enough to be chosen, we will make this project the main focus of our company. We think this project is that exciting!
- We have a unique combination of business acumen, creative background, and development experience.
- Jeff Arundel was a waiter at the First Street Station restaurant.

Summary:

passion
focus
experience
immediacy



LUCKY CLUB

Contact:

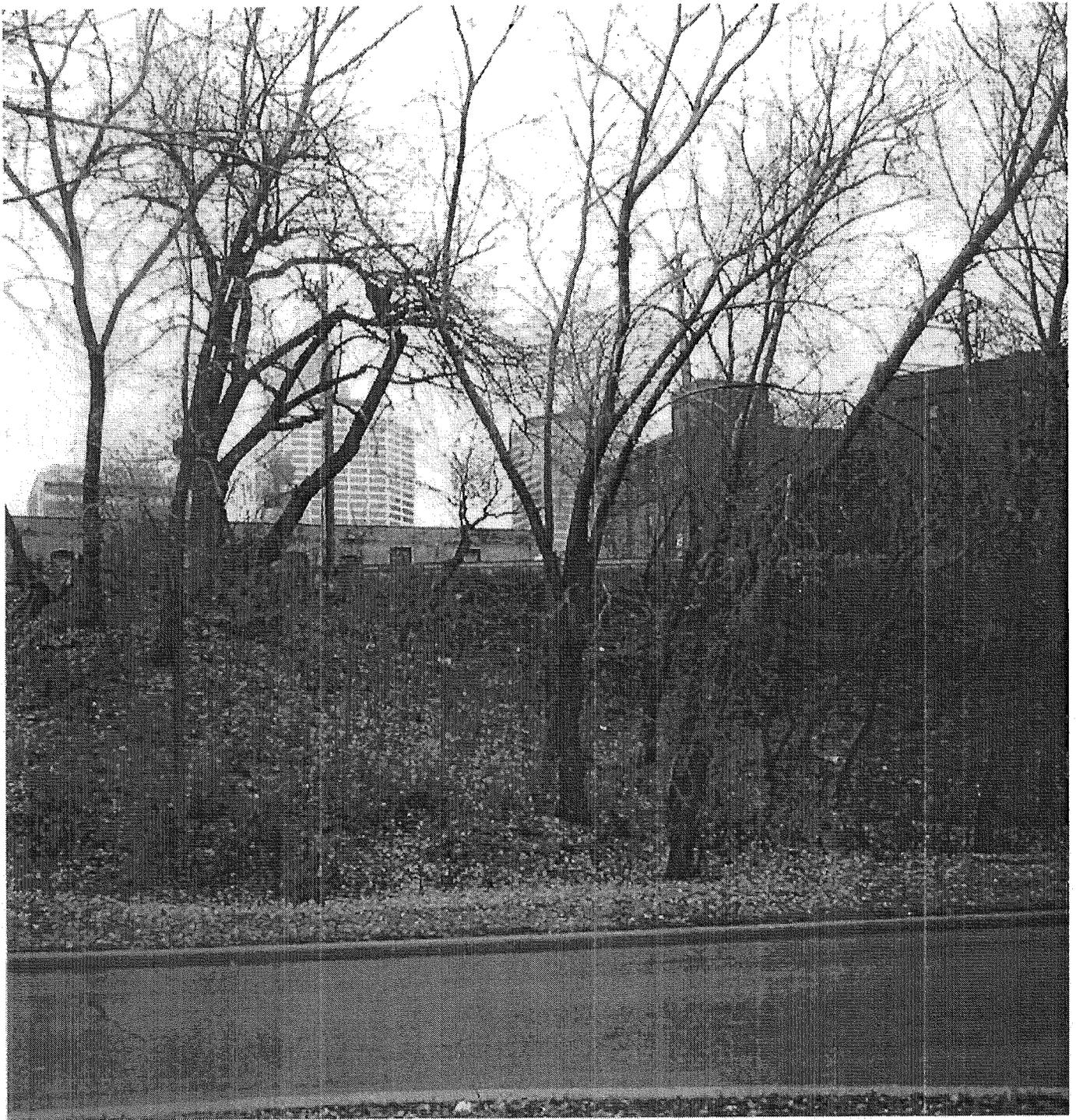
JEFF ARUNDEL

612-486-5567 [office]

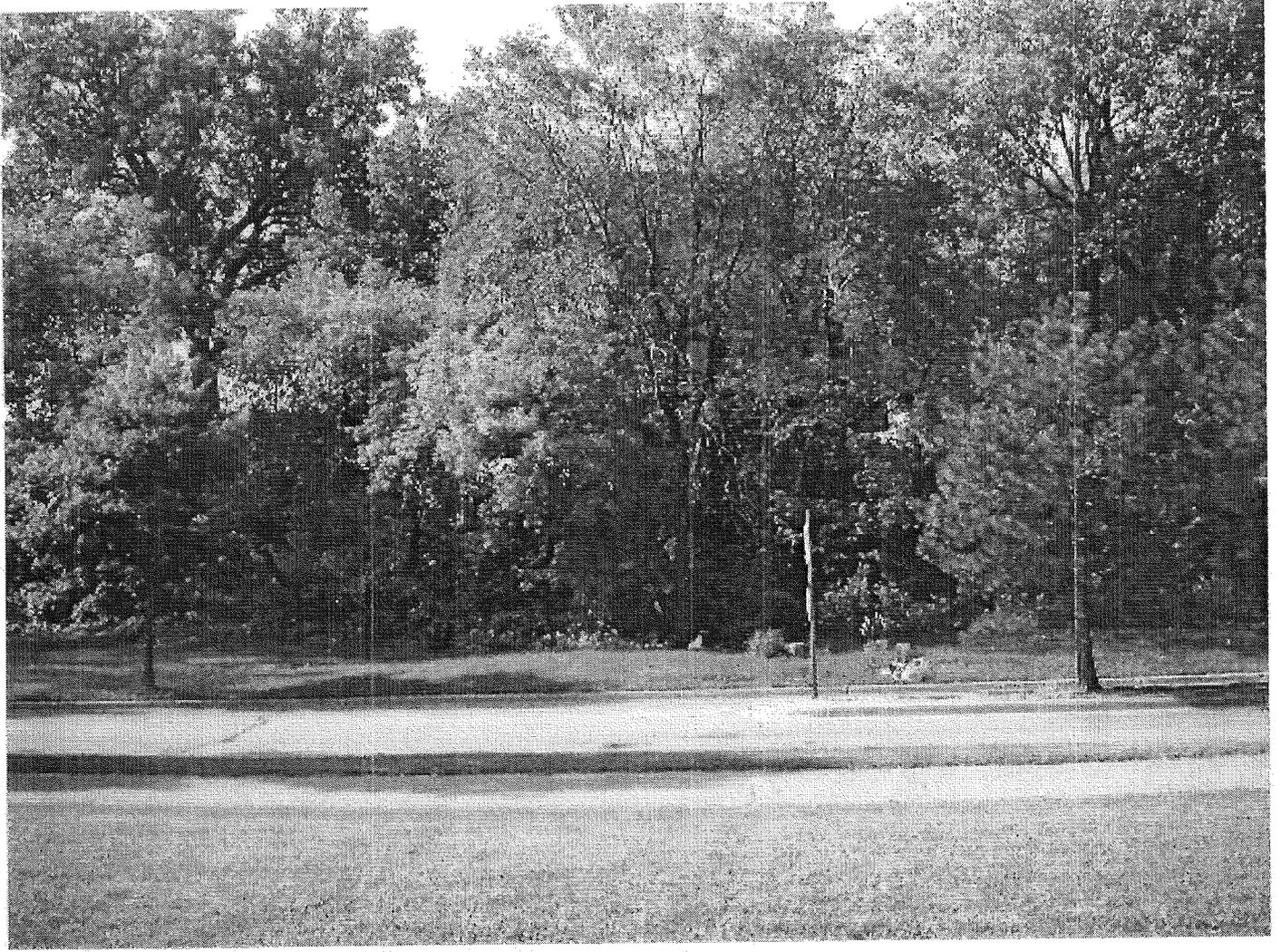
612-839-9862 [mobile]

jarundel@compassmail.com [e-mail]





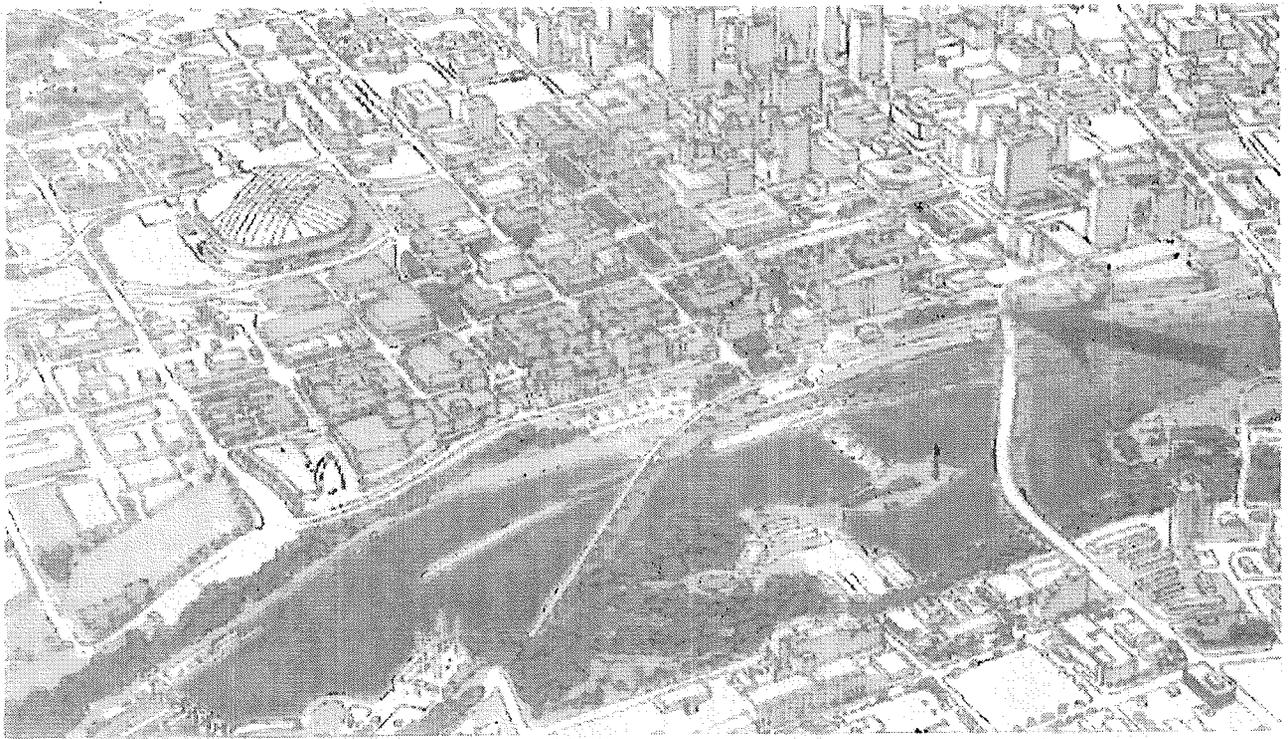






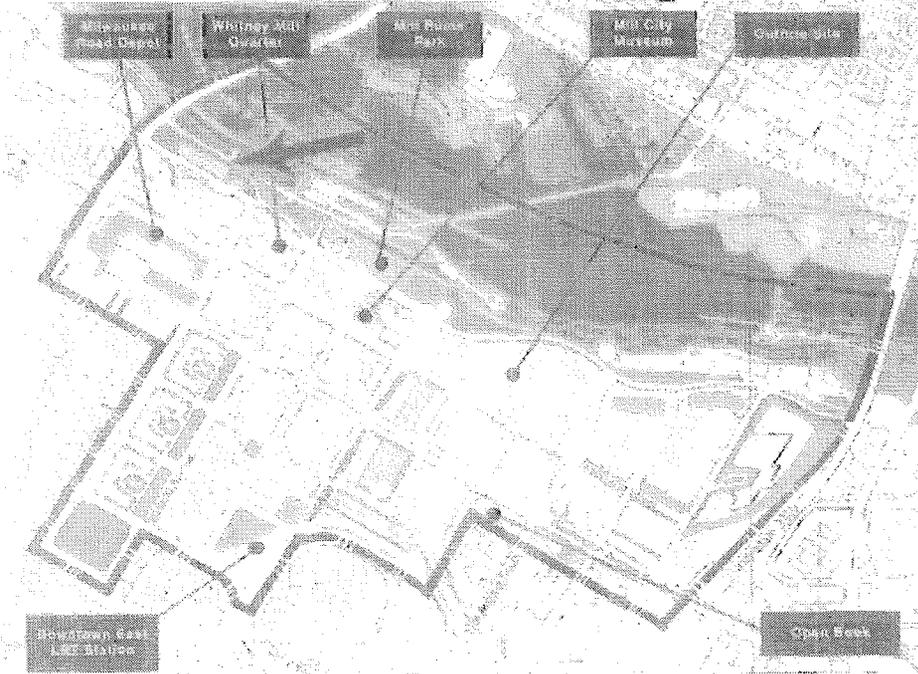






HISTORIC MILLS DISTRICT STUDY

Final Report - June 2005

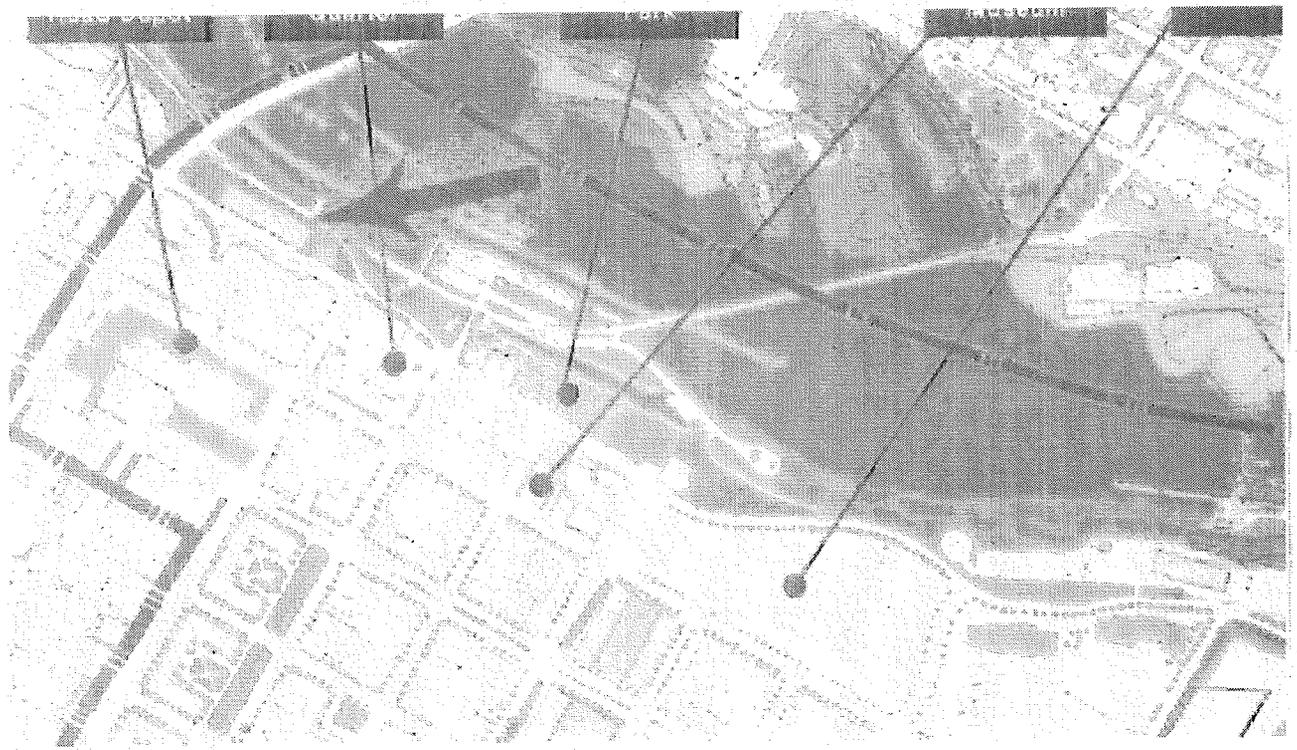


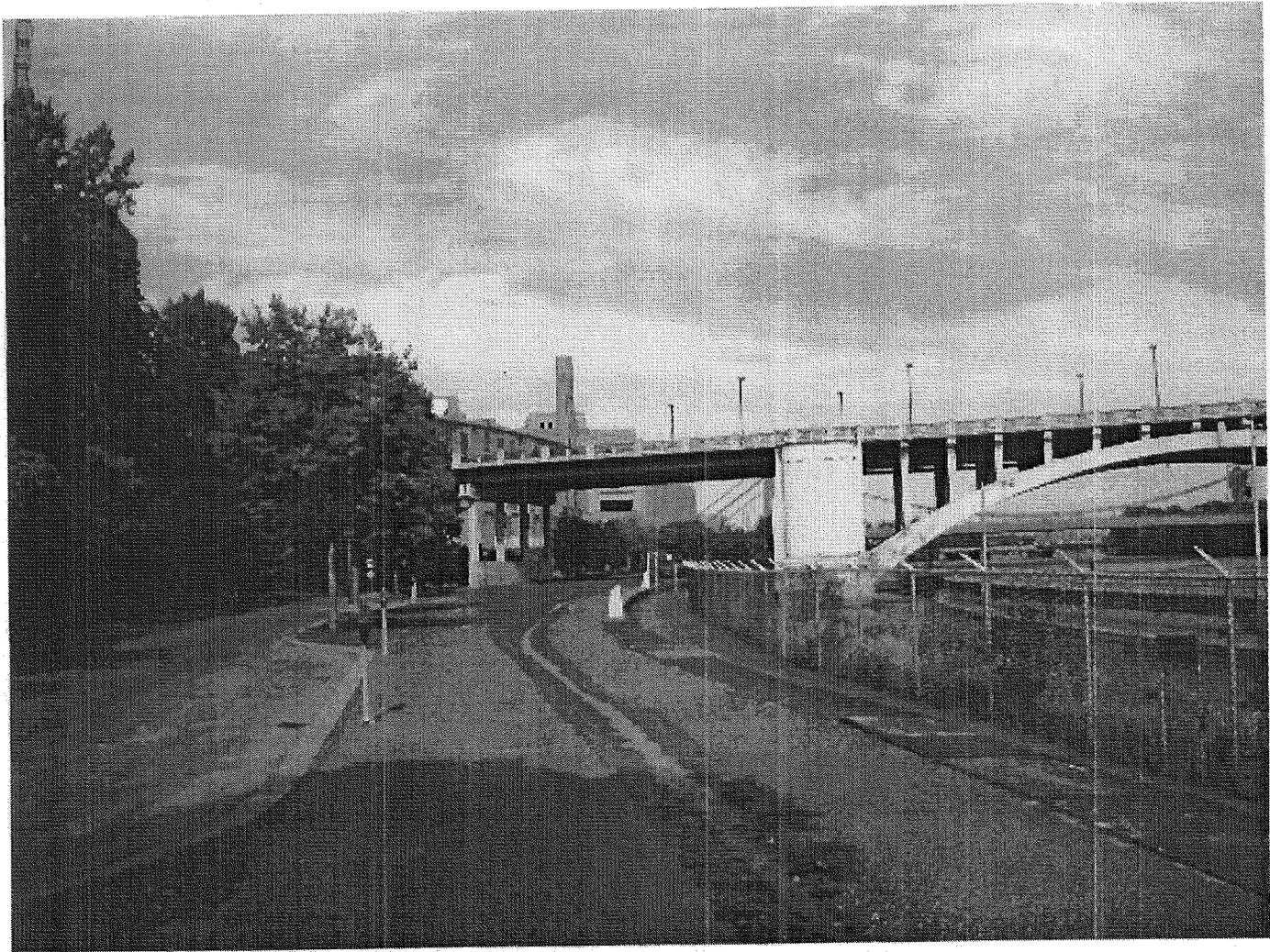
The study group was to address the possibility of the massing of new buildings and how that might affect the historic character of the district. In addition, participants agreed that the general height of the new buildings should be consistent with the historic buildings. The study group also agreed that the new buildings should be designed to be sensitive to the historic buildings. The study group also agreed that the new buildings should be designed to be sensitive to the historic buildings. The study group also agreed that the new buildings should be designed to be sensitive to the historic buildings.

needed to be consistent with the historic buildings. In addition, participants agreed that the new buildings should be designed to be sensitive to the historic buildings. The study group also agreed that the new buildings should be designed to be sensitive to the historic buildings.

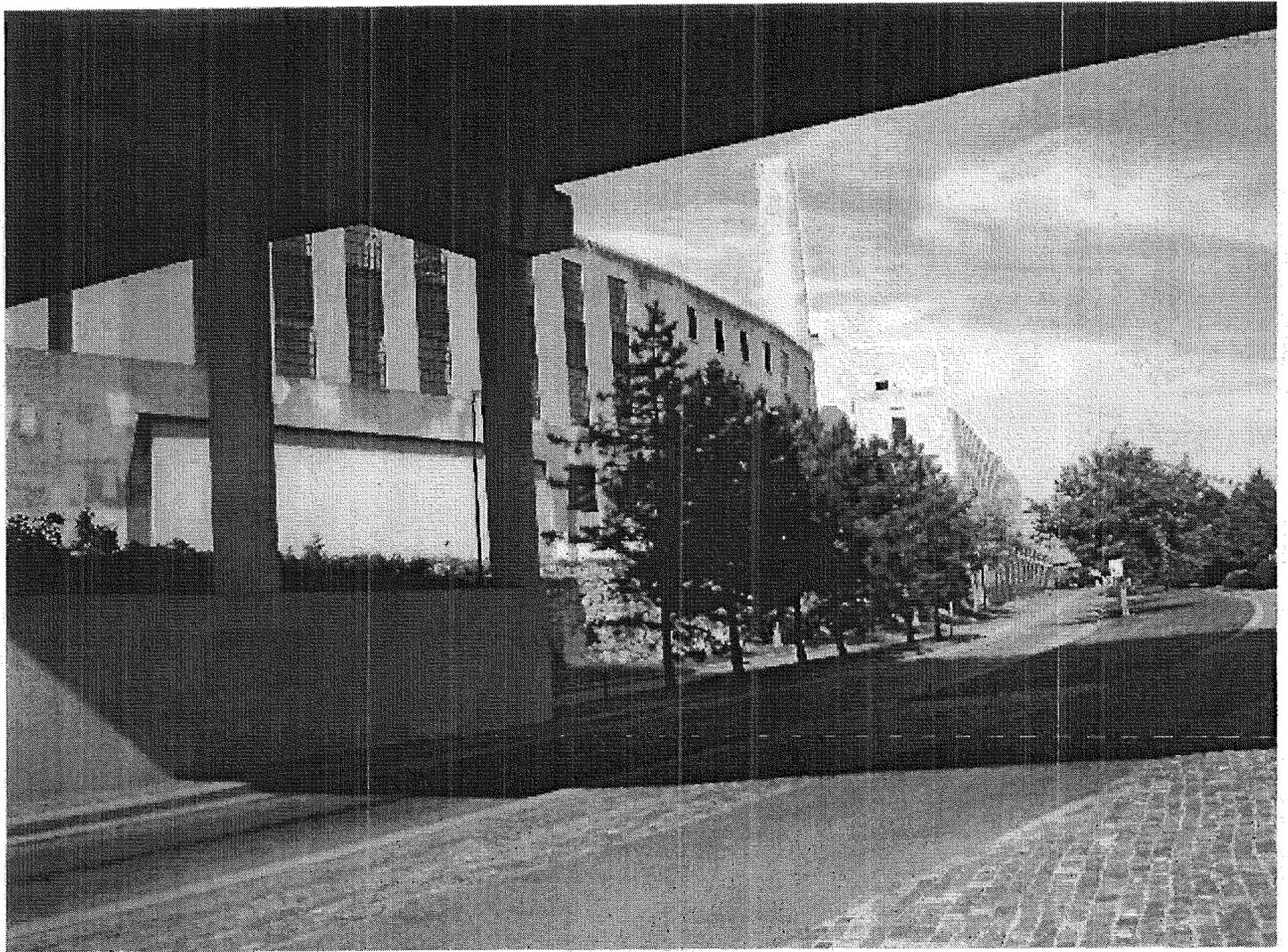
West of Chicago Avenue

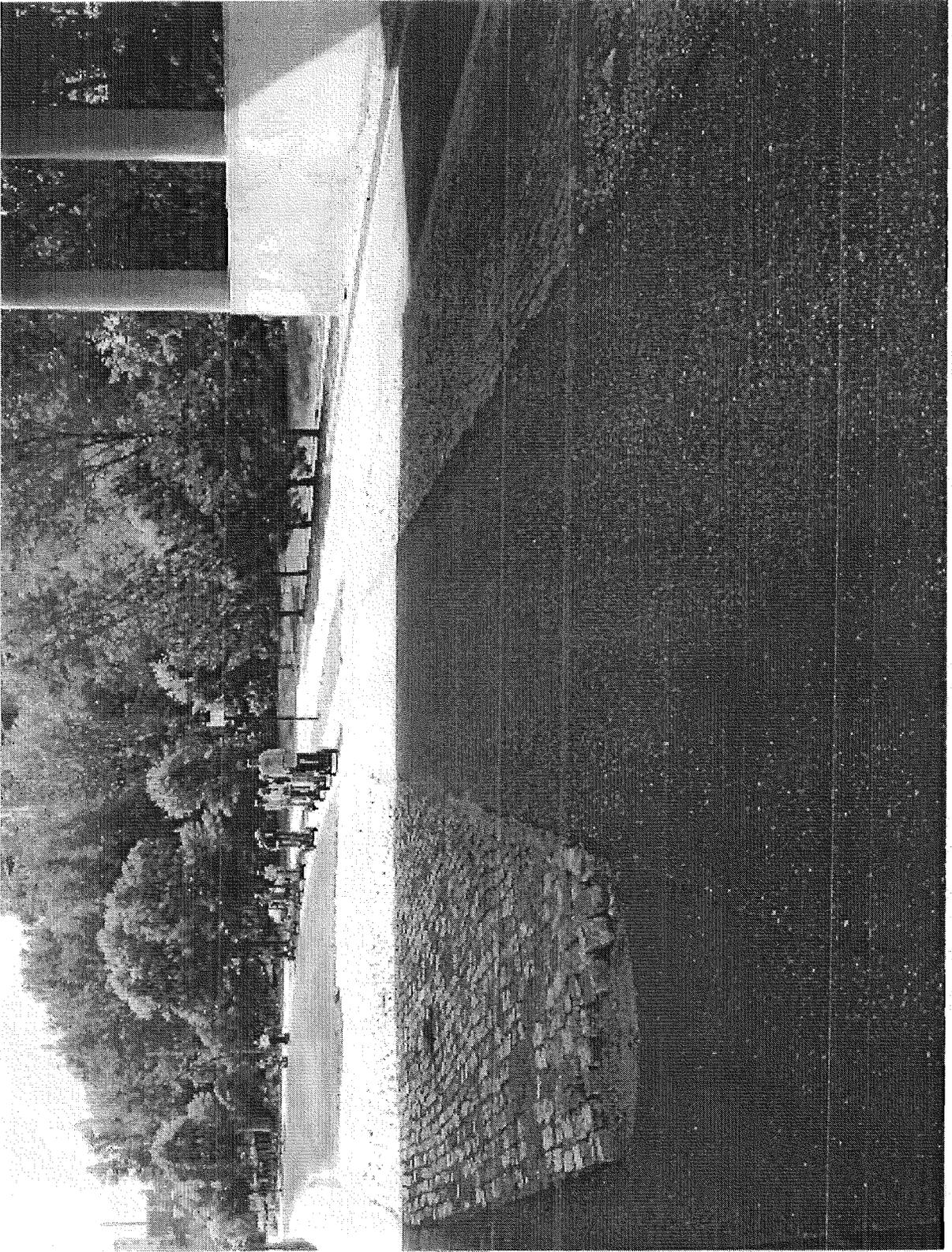
Most of the new buildings are located west of Chicago Avenue. The study group agreed that the new buildings should be designed to be sensitive to the historic buildings. The study group also agreed that the new buildings should be designed to be sensitive to the historic buildings.











Orange, Michael

From: Solum, Rick [Solum.Rick@dorsey.com]
Sent: Monday, January 15, 2007 10:25 AM
To: Orange, Michael
Cc: barb.sporlien@ci.minneapolis.mn.us
Subject: The Wave

Hi Michael,

I know you have been out of town, and am not sure if you are back now or not, so I am copying Barb Sporlien on this email. We wanted to comment on two things, first having to do with the change in the project in respect to the DMNA advisory group, and second a follow up which I indicated when we talked a few weeks ago I would like to provide relative to height measurements.

First, if our last comment is to be made part of the published record, it may be that there should be some notation that the developer has agreed to reduce the building's size so that it would be seven stories above 1st Street rather than 11, and this would alter some of the content of our comment. While all of our other opposing views would continue, a few references to size and comparisons to the building earlier before the Park Board at the time of the purchase agreement would change in degree--not in basic conclusions. While the building as now proposed is still materially larger than that proposed at the time of the Park Board purchase agreement, and still is materially different in height compared to what the developer assured the Park Board and announced to the public, the degree of difference in size and height is less. (Mr. Arundel was quoted in the November 2, 2004 Skyway news as saying that "The townhomes would stay under RiverWest's sightlines," which was comparable to his earlier written proposal.)

Second, as to height, I apologize for not following up after we discussed this a few weeks ago. With all due respect, we believe that the only reasonable reading of the zoning ordinance and introductory provisions as respects the height overlay is that the measure should be made from the grade on which the building is built. This is for the following reasons;

1. First, the provision of the Downtown Height Overlay District, 551.840, says:

The maximum height of all principle structures . . . shall be six (6) stories or 84 feet, whichever is less.

This provision seems to provide for "maximum" heights of structures, and with respect to all vantage points across the River, from the Parkway, from the bridge, etc, the "height" of this structure, in ordinary common understanding meaning the vertical measurement of an object, would be the height from the ground on which it is built.

2. The interpretive introductory provisions of Chapter 520 of the Zoning Code seems to also confirm the ordinary common meaning of the words. It starts by defining height as would be ordinarily understood: "the vertical distance from the natural grade. . . ." And the illustrative pictures with accompany this definition show three examples, all of which illustrate the natural grade as the grade upon which the structure is built.

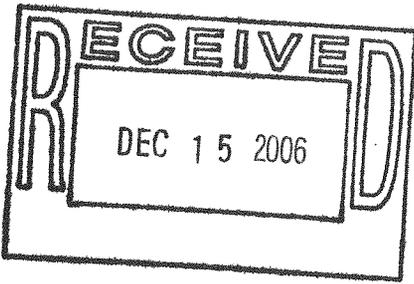
3. Admittedly, the interpretive provisions go on to say "as measured either at the curb level or at a point 10 feet away from the front center of the structure or building, whichever is closer." We believe that this guidance is not meant to read out of the provision the ultimate requirement that the measurement be "from the natural grade," but to provide a "point" of measurement in respect to buildings built on grades that slope and thus a measurement from one location on the natural grade on which the building is built could yield a measurement different than another. But in all instances, the key is the distance being measured is from some point at the grade on which the building is built, as the illustrations and ordinary meanings of "height" seem to provide. In short, we believe the interpretive provision merely provides guidance as to THE POINT FROM WHERE the measurement is taken, but in no way eliminates the need to measure the "vertical distance FROM THE NATURAL GRADE." Were it otherwise, one could build an 84' structure into an 84' bluff and the height of the structure would be zero--the 84 foot structure would have no height.

Here, the natural grade, whether measured at the closest curb or from the front of the building, is not 1st Street. 1st Street can never be the "natural grade" as the building will not, in any location, rest or be built on this grade. Rather, the building will in all respects be built on the grade beneath the bluff. Again the word "natural grade" is the object we are trying to find--trying to measure from. The words are: "from the natural grade measured . . ." Thus, the code seems (understandably) to always require that the measurement (no matter where taken) be from the natural grade on which the building is built.

So here, whether you use the front of the building on 1st Street, or the curb of River Parkway (which may be within 10 feet in some places), the result is the same--as the "natural grade" from either of these locations is the grade on which the building is built, and here will be the same, as the building will be built on a relatively flat grade beneath the bluff. So if one wants to find a distance from a "point" at the front of the building which is 84 feet above the natural grade, we have no problem with such a measurement, but we believe that the distance from the natural grade up 84 feet at this location is not the distance from a grade which has no bearing to the grade on which any part of the building is built, but the natural grade as measured at this location is the grade on which the building sits at this location--namely some 35 to 40 feet below where the pilings will be driven and the building will arise. Only if the WAVE was to be built on a sloping grade such that it was resting on a grade level with 1st street, would the measurement between River Parkway grade and 1st Street grade be different and there would be a need to identify the proper point at which the "vertical distance from the natural grade" should be measured. Here as the plans in the EAW show, the first garage level and all the load of the balance of the building upward will be entirely on a flat grade which is the same grade as River Parkway, with no part of the building being built on any higher grade.

In short, we do not believe the words "vertical distance from the natural grade," regardless of what "point" this distance is measured, can ever be the vertical distance from a grade which in no way is a grade on which the structure is built. The illustrations and common meaning of the words in the zoning code seem to be otherwise, and the structure of the sentence seems to dictate that front addresses or curbs are simply the "point" at which you measure this vertical distance. Here, from any "point" chosen, the vertical distance should be 84 feet from the grade on which the building is built on River Parkway (assuming the first parking level is essentially flat--side to side and back to front), and this would be so whether the measurement was taken at the front address, at River Parkway curb, the 3rd Avenue Bridge deck, or anywhere else.

Thank you for your consideration of these thoughts.



FROM: Sarah Renner.....TO: Michael Orange/CPED....RE: Downtown Picture

A question of preference: Do we want what we HAVE.....



These are the only tall trees with >12" trunk diameters within a one-mile stretch of the downtown riverfront.

....or do we want the proposed “WAVE” instead?



Other waterfront cities are spending millions to plant mature trees in place of riverfront buildings that present a “wall face” to the city.

***This page is a digital estimation, not an exact rendering.
Both photographs are identical other than trees/Wave.**

40

Orange, Michael

From: Kress, Douglas
Sent: Monday, January 22, 2007 9:17 AM
To: Orange, Michael
Subject: FW: The Wave development proposal

For the record

-----Original Message-----

From: Katherine.Pohlen [mailto:Katherine.Pohlen@target.com]
Sent: Friday, January 19, 2007 8:32 PM
To: Gordon, Cam A.; Samuels, Don H; Schiff, Gary; Goodman, Lisa R; Kress, Douglas; Remington, Ralph S.; Sandy.Roy@ci.minneapolis.mn.us
Subject: The Wave development proposal

Dear City Council,

I am from Minnesota and have lived in Minneapolis 14 years. I lived near the river for 5 years while I went to the University of Minnesota, and even during periods when I lived in Uptown, Bloomington, and Chanhassen, I always found myself coming downtown to spend time on the river. Last year I was thrilled and excited to purchase in Riverwest and make my home on this river.

Over the years whenever I had out-of-town friends and family visit, I always wanted to show them the most spectacular areas in town. Inevitably I would bring them downtown to show off our beautiful riverfront. They always left impressed and touched by the care our city has taken to thoughtfully design the riverfront and do it justice. This particular stretch of the river is particularly unique with all its historical sites, and our clever, respectful, and preserving use of those historical sites. In its current state I think the riverfront along this stretch feels accessible and inviting, like it belongs to the people.

I really want the city to be careful how it determines the fate of this last, precise piece of land, and to consider first the overall riverfront. Please honor the historical presence along this stretch, and keep the recreational atmosphere. The historical sites should hold center stage in this area! The people's use of the riverfront should hold center stage! The road and walkway should continue to feel open, tranquil, accessible, and welcoming to walkers, bikers, etc.

I do not think the proposed Wave project crowded into that small plot of land so close to the shoreline accomplishes these things. It feels so obtrusive and consuming. I am also not comfortable that this particular developer is fit to make the right decisions for that precious plot. I prefer working with the National Trust for Historic Preservation to see a no-build project. If we must have a private building I only support a much smaller project, like the 2-story townhomes originally proposed, that subtly works itself into the landscape of the riverfront, allowing the history and people to remain the main image of our unique riverfront. We have only one chance to complete the picture of this stretch of riverfront. PLEASE keep the whole portrait in mind. Thank you!

Respectfully yours,

2/14/2007

Katherine A. Pohlen
401 South 1st Street, #1115
Minneapolis, MN 55401

91

Orange, Michael

From: Scott Falkum [scott.falkum@gmail.com]
Sent: Friday, January 19, 2007 10:19 AM
To: Orange, Michael
Subject: The Wave EAW

Hello Michael,

My name is Scott Falkum. Me and my wife are considering purchasing a condo at RiverWest and I'm trying to gather some info on The Wave. I just found you name/contact info regarding the proposal from the city of Mpls website.

I just read an article last week in the skyway news saying the developer has decreased the size of the project by 50,000 square feet and is now 7 stories at its highest point. Do you have any updated renderings or anything that would show what this thing will look like? Do you know if they are going to reuse the Fujiya building? If so, are they going to build anything on top of it?

Thank you very much!!!

Scott Falkum
612-384-1027

42

Orange, Michael

From: Kress, Douglas
Sent: Monday, January 22, 2007 11:23 AM
To: Orange, Michael
Cc: Hamann, Ruth A
Subject: FW: Wave Development

For the record

-----Original Message-----

From: Pohlen, Michael [mailto:Michael.E.Pohlen@pjc.com]
Sent: Monday, January 22, 2007 11:14 AM
To: Goodman, Lisa R
Cc: Gordon, Cam A.; Samuels, Don H; Schiff, Gary; Kress, Douglas; Remington, Ralph S.; Sandy.Roy@ci.minneapolis.mn.us
Subject: Wave Development

17925 48th Court
Plymouth, MN 55446

January 20, 2007

Lisa Goodman
Minneapolis City Council Member
City Hall, Room 307
350 South Fifth Street
Minneapolis, MN 55415

In regards to: The proposed "Wave" condo development (1st Street and 3rd Avenue)

Dear City Council,

I have been a Minnesota resident my whole life. Like most Minnesotans, I am proud of our beautiful lake shores and riverfronts. It is something that makes our state so unique. Although I do not live downtown, I often enjoy the various riverfronts in our state and am interested in making sure we properly develop those riverfronts – or leave them undeveloped.

In downtown Minneapolis, there is much history. So far, the city has done a great job preserving the many historical sites along the river in an impressive and beautiful way that we can all be proud of. Best of all, the riverfronts are very accessible for the public to enjoy.

I heard about the "Wave" development being considered. I think such a structure so close to the shoreline would overpower the historical sites and interrupt the accessible and tranquil nature of that recreational stretch. I think that would be a shame, so I am opposed to the "Wave" project.

Thank you for your time.

2/14/2007

Respectfully yours,

Michael E. Pohlen

Michael E. Pohlen
Vice President
Piper Jaffray & Co.
800 Nicollet Mall
Minneapolis, MN 55402
Ph: (612) 303-6718
Fax: (612) 303-1035
Cell: (612) 803-3219

Guides for the journey. Piper Jaffray & Co. Since 1895. Member SIPC and NYSE. Learn more at piperjaffray.com. Piper Jaffray corporate headquarters is located at 800 Nicollet Mall, Minneapolis, MN 55402

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For additional disclosure information see <http://www.piperjaffray.com/disclosures>

43

Orange, Michael

From: Solum, Rick [Solum.Rick@dorsey.com]
Sent: Wednesday, January 24, 2007 8:18 PM
To: Orange, Michael
Subject: RE: The Wave EAW

Hi Michael, As I noted earlier, the WAVE developer reduced the size of the building in its so-called "2007 WAVE" to 7 stories above 1st at its highest point, and stepping down with reductions in height of 3 or 2 stories to the Fuji Ya. Is this the building which is now before your office. We were told that this would be the case, but I wanted to check to see what is officially before you and which will be before Z&P. Thanks, and hope all is well. Rick

2/14/2007

ROBIN GULENCHYN
601 RIDGEWOOD AVENUE, #102
MINNEAPOLIS, MN 55403-3544

January 30, 2007

Lisa Goodman
Minneapolis City Council Member
City Hall, Room 307
350 South Fifth Street
Minneapolis, MN 55415

Re: The Proposed "Wave" Condo Development At or Near 1st Street and 3rd Avenue South

Dear City Council:

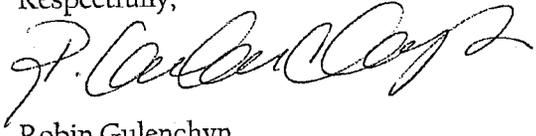
Currently, I do not live on the river, but I am a 28-year resident of Minneapolis and have a great interest in the continued development of the area. I also have a great interest in how our historical riverfront is preserved. As a Minneapolis resident I spend leisure time along the river and, so far, I am proud and impressed by our city's design choices.

The riverfront space in question is full of history and unique sites, making it a perfect place for many activities like walking, biking, and dining. I want to make sure the riverfront is preserved, even among new development, and remains inviting to pedestrians like myself.

I think the Wave project is too close to the shoreline and unfitting for that plot. It would feel very crowded and uninviting. I encourage you to turn down this project.

Thank you for your time.

Respectfully,



Robin Gulenchyn

- cc: Cam.Gordon@ci.minneapolis.mn.us
- Don.Samuels@ci.minneapolis.mn.us
- Gary.Schiff@ci.minneapolis.mn.us
- Lisa.Goodman@ci.minneapolis.mn.us
- Doug.Kress@ci.minneapolis.mn.us
- Ralph.Remington@ci.minneapolis.mn.us
- Sandy.Roy@ci.minneapolis.mn.us

Orange, Michael

From: Edna Brazaitis [ednab@mac.com]
Sent: Wednesday, January 31, 2007 10:57 AM
To: Orange, Michael
Cc: Byers, Jack P; dennis.gimmestad@mnhs.org; Rick Solum; Tyrone Bujold; ckriha@msn.com; Steve Christenson; Bonnie McDonald; Christina Morris
Subject: Re: Crown Hydro Cumulative Impact - Wave EAW

Dear Michael,

Thank you for your diligence on this important matter.

FYI, I have attended two recent MPRB meetings during which the project was discussed. From the discussions, I could not tell if the MPRB had discussed the current Crown Hydro project with SHPO or, if so, had grasped the depth of SHPO's concerns about the adverse effects of the project on the historic resources.

In order to prevent any misunderstandings, I suggest that you contact Dennis Gimmestad directly, as he has discussed this project in detail with the developers.

Once again, thank you for your work on this challenging project.

Edna

On Jan 31, 2007, at 8:35 AM, Orange, Michael wrote:

> Dear Edna:
>
> Thank you for the comment. As always, it will be added to the
> public record on this project. I am checking with MPRB staff as
> regards the status of the Crown Hydro project and its potential
> effect, if any, on the Wave Project.
>
> Michael
>
> _____
>
> From: Edna Brazaitis [mailto:ednab@mac.com]
> Sent: Tue 1/30/2007 10:07 AM
> To: Orange, Michael
> Cc: Byers, Jack P; dennis.gimmestad@mnhs.org; Rick Solum; Tyrone
> Bujold; ckriha@msn.com; Steve Christenson; Bonnie McDonald
> Subject: Crown Hydro Cumulative Impact - Wave EAW
>
>
>
> Michael,
>
> The MPRB is considering whether to proceed further with a proposal
> from Crown Hydro to build a hydro electric plant in the Mill Ruins
> park. According to SHPO, this plant can not be placed in its
> proposed location without destroying extremely important historical
> structures that are not only on the National Register of Historic
> Places (as part of St Anthony Falls Historic District), but may also
> be eligible for National Landmark status.
>
> The Crown Hydro project has a direct impact on the Wave EAW as the
> underground structures being destroyed in both projects are part of
> the same "engineering marvel" that allowed the mills to develop as
> they did on the west bank of the river.

>
> As you know item 29 of the EAW, reproduced below, requires a look at
> the "cumulative potential effects of related or anticipated future
> projects" when determining the need for an EIS.
>
>
>

Orange, Michael

From: Edna Brazaitis [ednab@mac.com]
Sent: Wednesday, January 31, 2007 11:34 AM
To: Orange, Michael
Cc: tyrone Bujold; Rick Solum; ckriha@msn.com; dennis.gimmestad@mnhs.org
Subject: Crown Hydro directly in front of Fuji-Ya



pastedGraphic.tiff ATT778971.txt (70
(174 KB) B)

Michael,

I was a little remiss in not being specific about the location of the proposed Crown Hydro project. As you can see from this excerpt from the recent MPRB staff report, it is "directly in front of the Fuji Ya property".

46

Orange, Michael

From: Sanz, Tina L
Sent: Monday, February 05, 2007 8:59 AM
To: Orange, Michael
Subject: FW: My OPPOSITION to the proposed WAVE development

Hi Michael,
For the record (I do not have this file yet).
Thanks,
Tina

From: Quezada, Heidi P. on behalf of Schiff, Gary
Sent: Mon 2/5/2007 8:42 AM
To: Sanz, Tina L
Subject: FW: My OPPOSITION to the proposed WAVE development

For the record

-----Original Message-----
From: dfolden@medicine.nodak.edu [mailto:dfolden@medicine.nodak.edu]
Sent: Sunday, February 04, 2007 10:39 PM
To: Schiff, Gary
Subject: My OPPOSITION to the proposed WAVE development

Dear Mr. Schiff,

I want to voice my STRONG AND COMPLETE OPPOSITION to the proposed development at the former Fuji Ya Restaurant site currently referred to as the "WAVE."

My name is David Folden and I am a 2nd year Resident-Physician at the University of Minnesota in the Department of Ophthalmology. I am a first time home buyer and recently invested in a condominium at Riverwest in the Downtown Minneapolis Riverfront area about 1½ years ago.

It was my understanding at the time that I purchased my home that a 2 story town home development was to be built at the location currently being occupied at the Fuji-Ya site (based on the initial response to the RFP). It was my understanding that almost assuredly, the size and scope would stay within this initial proposal based on (1) the original RFP, (2) current zoning/guidelines for the small wooded property and finally (3) wording of the purchase agreement/other documents that requires a "FAIR MARKET VALUE" for the sale of this piece of PUBLIC property—which is ultimately based on the total revenue of the project. By increasing the mass of the project, the value of the property is undermined (which was determined before the height and mass of the building were known). This makes the purchase price something less than "fair market value," rendering it inconsistent with the original agreement and ultimately cheating the taxpayer out of a fair sale price.

2/14/2007

For many of the downtown Minneapolis residents, the public release of the EAW document five months ago was the first time we became aware of the true scope of the proposed Wave project. The developer has been ALIENATING and MISLEADING to the neighborhood and this sort of behavior should not be tolerated. It DISCOURAGES me (and other Minneapolis residents) to continue living and investing in the downtown Minneapolis area. Frankly, the stress that it has created over this past year makes me want to leave Downtown.

With all of the uncertainty and activity surrounding this proposal, I became active with many neighbors, small businesses and others in the surrounding area in opposing this development. We have become particularly concerned with INCONSISTENCIES between the proposed project and many previously established guidelines for this small wooded property including:

The Secretary of the Interior Standards
The Minneapolis Heritage Preservation Commission Guidelines
The St. Anthony Falls Historic District Guidelines
Minneapolis Downtown 2010
Mississippi River Critical Area Plan
The Mississippi National River and Recreation Area Comprehensive Management Plan
The Downtown Height Overlay District

Please consider these issues when making recommendations to the developer of the proposed "WAVE" project. Please consider a complete study of NO-BUILD ALTERNATIVES for this site which might allow the residents of Minneapolis to enjoy the original, well preserved foundations of the earliest flour mills that became the birthplace of Minneapolis and our own official "Plymouth Rock."

Thanks very much for your time.

Sincerely,

David Folden

47

Orange, Michael

From: Craig Kupritz [craigk@usinternet.com]
Sent: Tuesday, February 13, 2007 3:27 PM
To: Orange, Michael
Cc: 'Craig Kupritz'
Subject: Wave Findings

Please note the following error repeated more than once in the Wave EAW report on the City's website:

Regarding the public access trail from the River to downtown (under the 1st Street Bridge) it says "via the former railroad right-of-way (now city-owned)." This land is NOT city-owned, we are the private owners of this land. The trail, which we attempted to build 4 years ago and the Park Board rejected, will not follow this route without our approval, nor have we ever been contacted by the developer.

Craig Kupritz
Mill Place, Inc.

48

Orange, Michael

From: Marilyn_Cheuk@allianzlife.com
Sent: Wednesday, February 14, 2007 10:11 AM
To: Goodman, Lisa R
Cc: Kress, Douglas; Orange, Michael; andyhauer@yahoo.com
Subject: WAVE Development in the NRHP District in Minneapolis Riverfront

Lisa,

This is Ka Mei (Marilyn) Cheuk and I live in 401 South First Street, Minneapolis. I am writing in regards of the WAVE Development project and its findings from the EAW for WAVE. My biggest frustration (just my personal view) with the developer is still around the bait & switch topic, promising the public one thing when trying to obtain the the purchase agreement ... change the management and then propose an entirely different development under the same name. I felt the city was being betrayed (again, just my personal view) in regards to this topic and I do not see the Developer has any integrity demonstrated for this development (my personal view again). As a resident, I want to voice my frustration to you. Attached is my list of concerns I wrote to the DMNA back in October if you need to review them again. They are still my concerns I hope the Developer will clearly address each of them.

Lisa - What is your take on this? You are someone who is strong and we all admire you and your ability. I hope you can help the neighbors out here for us with regards to this outrageous development plan (just my own personal view). I cannot attend the meeting held by the Planning Commission on Feb 15 (tomorrow) but I want to ensure my voice is heard by the City. If there is anything else I/anyone can be involved in voicing our concerns, please let us know.

Michael - Thank you very much in facilitating this process and update me with the detail findings published. It is a very detailed document addressing many individuals' concerns. I apologize I cannot attend the meeting tomorrow due to other commitments. But I am still very concerned with this developement and its impacts from a historical preservation perspective, from a traffic perspective and from an adherence to the city's planning and zoning code perspective.

Thank you.

- Marilyn C

Ka Mei (Marilyn) Cheuk, CISA
 IT Auditor - Audit & Investigations
 Allianz Life
 Phone: 763-765-5785
 Email: Marilyn_Cheuk@allianzlife.com

"Goodman, Lisa R"
 <Lisa.Goodman@ci.minneapolis.mn.us>

To <Marilyn_Cheuk@allianzlife.com>

cc "Kress, Douglas" <Doug.Kress@ci.minneapolis.mn.us>

10/05/2006 11:25 AM

Subject RE: Concerns Regarding the WAVE Development in the NRHP District in Minneapolis Riverfront

2/14/2007

Dear Carletta,

Thank you for the time you have spent with us to listen our concerns on September 27th regarding the WAVE project development.

I was told the concerns should be addressed to you. If I am some how being mis-informed, would you mind forwarding it off to the appropriate DMNA individuals for further review, please?

Attached is my letter, subsequent with my research, my analysais and opinions in terms of why I ask the DMNA to consider opposing the WAVE development, based on the EAW - <http://www.ci.minneapolis.mn.us/planning/wave.asp>

Please kindly help the neighbors and preserve our historical roots in the area if possible. Thank you.

- Marilyn C

Ka Mei (Marilyn) Cheuk, CISA
IT Auditor - Audit & Investigations
Allianz Life
Phone: 763-765-5785
Email: Marilyn_Cheuk@allianzlife.com
Marilyn,

Very well done analysis and my office will keep it for the record. As you might have heard, while I have not yet made up my mind due to the quasi judicial nature of the planning review process, I share your concerns. You have done a great job of summarizing each of the issues and I urge you to stay involved if this progresses in the process.

Lisa

-----Original Message-----

From: Marilyn_Cheuk@allianzlife.com [mailto:Marilyn_Cheuk@allianzlife.com]

Sent: Wednesday, October 04, 2006 4:14 PM

To: carletta.sweet@worldnet.att.net

Cc: Goodman, Lisa R; kim@artspaceusa.org; cyn2n@earthlink.net; sparkin@srhoffman.com; andyhauer@yahoo.com; tom.hoch@Orpheum.com; gnessly@mninter.net; jpfarr@mcihispeed.net; archaeology@mnhs.org; mcm@mnhs.org; Orange, Michael

Subject: Concerns Regarding the WAVE Development in the NRHP District in Minneapolis Riverfront

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2/14/2007

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Ms. Ka Mei Cheuk
Resident of Riverwest Condominium
401 South First Street, Unit #512
Minneapolis, MN 55401

To: Carletta Sweet

528 Hennepin Ave. S, Suite #310
Minneapolis, MN 55403-1810

Cc: Lisa Goodman City Council, Kim Motes - DMNA, Cynthia Newsom - DMNA, Scott Parkin - DMNA, Andrew Hauer - DMNA, Tom Hoch - DMNA, Gene Nessly - DMNA, Jodi Pfarr - DMNA, Archaeology Department - Minnesota Historical Society, Mills City Museum, Michael Orange - Minneapolis Community Planning and Economic Development Department—Planning Division

Date: October 4, 2006

Dear Ms. Sweet,

Thank you very much for facilitating the public comment meeting at Open Books on September 27 2006 allowing the community to voice concerns regarding the Wave Project built right across 401 South First Street, Minneapolis MN 55401. I appreciate the time and effort DMNA has put forth to help addressing our concerns regarding the project.

I am by no means a city code expert nor am I a city planning expert. However, as a resident of the area, I ask the DMNA to consider my below concerns. After reviewing of the *Environmental Assessment Worksheet for the WAVE project*, along with researching on the true story about the WAVE project and the city codes, it does not seem appropriate for the WAVE project to be built at the proposed site, right across 401 South First Street, MN 55401. I ask the DMNA consider opposing the WAVE project development to be taken place as it is designed in the EAW for the right causes. My reasons are as follows:

1. The WAVE Project would only meet 1 of the 10 Interior's Standards and Guidelines set for the NRHP district according to EAW. Please review **Appendix 1 - Interior's Standards and Guidelines set by NRHP** (Page 1 & 2) for details.
2. The WAVE project would only meet 2 of the 9 Minneapolis HPC (Historical Preservation Commission) guidelines for the St. Anthony Falls Historic District according to EAW. Please review **Appendix 2 -Minneapolis HPC Guidelines** (Page 3) for details.

3. The WAVE project does not appear to meet any "Findings" criteria as required by the Minneapolis Zoning Code to obtain a Conditional User Permit. Please review **Appendix 3 – Minneapolis Zoning Code** (Page 4) for details.

4. The WAVE project is not compliant to the – “ARTICLE VIII. MR MISSISSIPPI RIVER CRITICAL AREA OVERLAY DISTRICT” defined by the City of Minneapolis. Please review **Appendix 4 - “ARTICLE VIII. MR MISSISSIPPI RIVER CRITICAL AREA OVERLAY DISTRICT” code** (Page 5 to 7) for details.

5. The WAVE project is not encouraged according to the Minneapolis Downtown 2010 for downtown living of the Riverfront area in Page 44, point #4 created by the Downtown 2010 Steering Committee. Please review **Appendix 5 – Minneapolis Downtown 2010 Document issued by the Downtown 2010 Steering Committee** (Page 8) for details

I drew this information from the City’s web site to support my concerns here.

6. Bait & Switch – Heritage Development changed their name to Omni Investment because
...
 - Unfair treatment to other bidders on this development by designing their buildings following the above guidelines but were rejected.

 - Omni Investment’s (prior name was Heritage Development) original development proposal was to build an eighteen-unit residential building. However, throughout the process, a 38 - unit building (6 to 11 stories high) with 199 underground parking, a “world-class” restaurant & spa is now being proposed.

Unfortunately, I could not sense any sincerity from Omni Investment during the September 27th 2006 DMNA meeting in addressing the name change and the building design change. Omni Investment kept pointing at the prior project design as “Jeff’s” project to delude others and avoiding their responsibility about the bait & switch topic. However, if an organization’s name is changed, I do not feel it is appropriate to change their commitment to the city, the community they have addressed prior. Therefore, I am concerned whether Omni Investment has the best interest to develop this land for the city and the community.

This information was discussed extensively during the DMNA meeting. However, I did not see the developer, Omni Investment, addressed one word regarding this on September 27th 2006’s DMNA meeting other than repeatedly pointing at the person “Jeff” who was not even at the meeting in making clarifications.

Omni Investment did not take the opportunity during the meeting to make sensible clarifications during the September 27th meeting.

7. There are 3 mill ruins eligible for its own listing at the NRHP – National Register of Historic Places. In my opinion, these mills ruins need to be carefully preserved/restored.

Please refer to **Appendix 6 - My Analysis and concerns of the EAW regarding Historical Significance of the 3 Mills Ruins and Forma Fujia Building** (Page 9 & 10) for details.

Regrettably speaking, I am disappointed at Omni Investment's inability to explain such a significant concern during the DMNA meeting on September 27 2006. I expected knowledgeable, sensible, respectful plans be proposed by Omni Investment in regards to preserving and restoring the ruins during this meeting. However, the expectation is far from being met. Now, based on the meeting, I become doubtful about Omni Investment's knowledge of the area, in the architecture field, when they failed to provide us a plan of actions in assuring us how the ruins will be preserved during our meeting last week.

8. The Mills Ruins' have extremely close ties to the Mills City Museum. The WAVE project will diminish the significance of the Museum because there is barely any real mill ruins exist in the area, which is what the Mills City Museum is all about. The neighborhood can no longer justify its' own historical significance visually to visitors with another "modern" design building such as the one proposed in the EAW.

Based on the above concerns, I ask DMNA to consider opposing the WAVE project development to be taken place as it is designed in the EAW.

If you, your committee or any other interested parties have concerns/questions related to my comments above, please do not hesitate to contact me at marilyncheuk@hotmail.com or at 612-865-3056. Wave Action Group's spokesperson and I will be more than happy to explore the best solution for the city, for the preservation of the historical heritage of the St. Anthony Falls, for the city, for the neighbors and for *Omni Investment*.

Thank you.

Sincerely,

Ka Mei Cheuk
Resident of Riverwest Condominium Unit #512

Appendix 1 - Interior's Standards and Guidelines set by NRHP

The WAVE Project would only meet 1 of the 10 Interior's Standards and Guidelines provided by that 106 Group commented the development in NRHP district should be seriously considered and to comply on. These Interior's Standards and Guidelines are as follows:

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

106 Group commented this standard would substantially unmet according to the current design program

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

106 Group commented this standard would substantially unmet according to the current design program

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

106 Group stated in the EAW that the project would not create a false sense of development. According to the 106 Group's analysis in the EAW, it appears this is the only criteria met for the Interior's Standards and Guidelines.

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

106 Group commented this standard would substantially unmet according to the current design program

5. Distinctive materials, features, finishes, and construction techniques or examples of craftsmanship that characterize a property will be preserved.

106 Group commented this standard would substantially unmet according to the current design program

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

7. Chemical or physical treatments, if appropriate, will be undertaken using the gentlest means possible. Treatments that cause damage to historic materials will not be used.

106 Group cannot comment on the compliance on standard #6 & #7's at the current time as it pertains to repair and replacement of historic features, and the physical or chemical treatment to historic materials.

8. Archeological resources will be protected and preserved in place. If such resources must be disturbed, mitigation measures will be undertaken.

106 Group commented standard #8's compliance is also conditional as it pertains to the mitigation of archaeological resources.

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

106 Group commented this standard would substantially unmet according to the current design program

10. New additions and adjacent or related new construction will be undertaken in a such a manner that, if removed in the future, the essential form and integrity of the historic property and its environment would be unimpaired.

106 Group commented this standard would substantially unmet according to the current design program

Please refer to this link for The Secretary of Interior Standards Published - http://www.cr.nps.gov/hps/tps/standguide/rehab/rehab_standards.htm

Appendix 2 – Non Compliance of the Minneapolis HPC Guidelines

The WAVE project would only meet 2 of the 9 Minneapolis HPC (Historical Preservation Commission) guidelines for the St. Anthony Falls Historic District:

According to the EAW, it appears the WAVE project not meet the guidelines as it pertains to siting, rhythm of projections, directional emphasis, materials, nature of openings, details and color. It was commented that “it would be hard to gauge whether the proposed design would meet the standards of a “superior and compatible solutions” according to HPC Commissioners.

The below are the only two HPC guidelines that appear meet the HPC guidelines according to the EAW:

- a. The height of the Wave Project would not exceed that of the existing silo-mills in the area.
- b. The roofs would be flat, although it is not clear whether the proposed pergolas and pavilions for the roof would be in compliance with the guideline.

<http://www.ci.minneapolis.mn.us/planning/wave.asp>

Appendix 3 – Minneapolis Zoning Code

The WAVE project does not appear to meet any "Findings" criteria as required by the Minneapolis Zoning Code to obtain a Conditional User Permit

Findings as Required by the Minneapolis Zoning Code # 1. Will not be detrimental to or endanger the public health, safety, comfort or general welfare.

Findings as Required by the Minneapolis Zoning Code # 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.

Non-Compliance to the first two Minneapolis Zoning Code - because the side walk is currently very narrowed. The first street cannot be accessed by the pedestrians in the WAVE project's proposed site if it were developed as it is currently designed.

Findings as Required by the Minneapolis Zoning Code # 3. Adequate utilities, access roads, drainage, necessary facilities or other measures, have been or will be provided:

Findings as Required by the Minneapolis Zoning Code # 4. Adequate measures have been or will be provided to minimize traffic congestion in the public street.

Non-Compliance to the 3rd & 4th Minneapolis Zoning Code - Inappropriate traffic measures of traffic predictions is indicated in the current EAW because it did not consider the traffic impact if Carlyle and Riverwest Condominium are at its full occupancy.

Findings as Required by the Minneapolis Zoning Code # 5. Is consistent with the applicable policies of the comprehensive plan.

Findings as Required by the Minneapolis Zoning Code # 6. And, does it confirm in all other respects to the applicable regulations of the district in which it is located upon approval of this conditional use of permit.

Non-Compliance to the 5th Minneapolis Zoning Code - The WAVE building clearly only meets 2 of the 9 Minneapolis HPC, which Minneapolis should consider the HPC guidelines as the comprehensive plan.

<http://www.ci.minneapolis.mn.us/citywork/planning/docs/zoningguide10-04.pdf>

Appendix 4 - "ARTICLE VIII. MR MISSISSIPPI RIVER CRITICAL AREA OVERLAY DISTRICT" code

The WAVE project is non compliant to the – "ARTICLE VIII. MR MISSISSIPPI RIVER CRITICAL AREA OVERLAY DISTRICT" defined by the City of Minneapolis

***ARTICLE VIII. MR MISSISSIPPI RIVER CRITICAL AREA OVERLAY DISTRICT* Top of Page**

551.660. Purpose. The MR Mississippi River Critical Area Overlay District is established to prevent and mitigate damage to the Mississippi River, to preserve and enhance the Mississippi River's natural, aesthetic, cultural and historic value for public use, to protect and preserve the biological and ecological functions of the Mississippi River corridor, to comply with the requirements regarding the management of critical areas, and to protect the public health, safety and welfare.

551.670. Established boundaries. The boundaries of the MR Overlay District shall be the Mississippi River and the Mississippi River corridor as designated in Executive Order 79-19, and shown on the official zoning map.

(2000-Or-048, § 8, 5-19-2000)

551.680. Shoreland overlay district regulations to apply. The regulations contained in the SH Shoreland Overlay District shall apply to that portion of the MR Overlay District located within three hundred (300) feet of the Mississippi River or the landward extent of the floodplain of the Mississippi River, whichever is greater, except as otherwise provided in this article. For the purposes of this section, the Mississippi River shall be considered a protected water. . **[NOTE from WAG – WAVE building will be non-compliance at its current design. The proposed design is going to be 400 feet high and the height is measured on the 1st street level excluding the bluff. The bluff is estimated to be another 40 feet high, putting the total building's possible height to 440 feet tall.]**

551.690. Shoreland overlay district variances to apply. The variances to the SH Shoreland Overlay District regulations provided in Chapter 525, Administration and Enforcement, shall apply to the MR Overlay District.

(2000-Or-048, § 9, 5-19-2000)

551.700. Development on bluffs or within forty (40) feet of the top of bluffs. [NOTE from WAG – Non-Compliance according to the EAW]

Development not otherwise governed by section 551.680 shall not be located on a bluff or within forty (40) feet of the top of a bluff, except where approved by a variance as provided in this article and Chapter 525, Administration and Enforcement, and shall be subject to the following additional conditions:

- (1) The foundation and underlying material shall be adequate for the slope condition and soil type.
- (2) The development shall present no danger of falling rock, mud, uprooted trees or other materials.
- (3) The view of the developed slope from the protected water shall be consistent with the natural appearance of the slope, with any historic areas, and with surrounding architectural features.

(2000-Or-048, § 10, 5-19-2000)

551.710. Height of structures. [NOTE from WAG – WAVE building will be non-compliance at its current design] The maximum height of all structures within three hundred (300) feet of the Mississippi River or the landward extent of the floodplain of the Mississippi River, whichever is greater, and within one hundred (100) feet of the top of a bluff, shall be two and one-half (2.5) stories or thirty-five (35) feet, whichever is less. The height limitations shall not apply to the central riverfront between Plymouth Avenue North and I-35W, or the east bank from First Avenue Northeast to Central Avenue. The height limitations of principal structures may be increased by conditional use permit, as provided in Chapter 525, Administration and Enforcement. In addition to the conditional use standards contained in Chapter 525 and this article, the city planning commission shall consider, but not be limited to, the following factors when determining maximum height:

- (1) Access to light and air of surrounding properties. **[NOTE from WAG – WAVE building will be non-compliance at its current design]**
- (2) Shadowing of residential properties or significant public spaces. **[NOTE from WAG – WAVE building will be non-compliance at its current design. First street is significantly shadowed]**
- (3) The scale and character of surrounding uses. **[NOTE from WAG – WAVE building will be non-compliance at its current design because**

it is blocking pedestrians' access from 1st street to the park and the river]

(4) Preservation of views of landmark buildings, significant open spaces or water bodies. . **[NOTE from WAG – WAVE building will be non-compliance at its current design]**

551.720. Off-premise advertising signs prohibited. [NOTE from WAG – Cannot be determined according to the current EAW] Off-premise advertising signs and billboards, including the sign face and structure, which may be viewed from the Mississippi River shall be prohibited, except a sign or billboard designated by the Heritage Preservation Commission or determined by the Heritage Preservation Commission to be a contributing feature in a historic district.

http://www.ci.minneapolis.mn.us/zoning/code/Title20_Chapter551.asp#P338_67476

Appendix 5 – Minneapolis Downtown 2010 Document issued by the Downtown 2010 Steering Committee

The WAVE project is not encouraged according to the Minneapolis Downtown 2010 for downtown living of the Riverfront area in Page 44, point #4 created by the Downtown 2010 Steering Committee.

The page specifically stated, "Locate medium to high-density housing in area 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.

<http://www.ci.minneapolis.mn.us/citywork/planning/docs/MinneapolisDowntown2010.pdf>

NOTE: It was suggested in the Minneapolis Downtown 2010 document that medium to high-density housing should be considered in the Riverfront Residential District. However, the significant residential buildings in the 401 South First Street area include Riverwest Condominium, Carlyle Condominium (the project is now close to completion which is considered as "Very-High Density" according to the Density Brochure Guidelines provided by the City of Minneapolis). The WAVE project according to the Density Brochure Guidelines provided by the City of Minneapolis suggested the WAVE project, at its current design be considered as a "high density" building.

http://www.ci.minneapolis.mn.us/citywork/planning/docs/Density_brochure.pdf

NOTE: This is inconsistent with the WAVE project because WAVE project suggested a high-end restaurant and a spa facility being built in the area. The WAVE project also would have an adverse effect in the preservation of the 3 mill ruins, historic symbols of the St. Anthony Falls Historic District according to EAW page 27 the section of "Proposed Development Alternative".

Appendix 6 - My Analysis and concerns of the EAW regarding Historical Significance of the 3 Mills Ruins and Forma Fujia Building

Based on the *WAVE Project's EAW page 24* and the *Analysis of Effects and Phases II Archaeological Investigation - Page 9*, it appears the below three mills have its own unique history and historical significance:

- Bassett's Sawmill (was first built in 1866, 90 years after US called her own independence, 140 years old as of to-date)

Bassett Sawmill, at its own significance, had served itself to carry a daily capacity of 100,000 board feet of lumber, 30,000 shingles and 30,000 laths in the late 1800s. The sawmill's engine house survived and provided the power to the Columbia Flour mill until 1941. While the wheelhouses were torn down in the 1940s, the surviving engine house was integrated into the current Fuji Ya Building in 1968.

In my opinion, bringing this surviving engine house that was integrated into the forma Fuji Ya Building back to life will provide tremendous education value to many of the younger generations and visitors. It is one of the long lost roots the general public would have yearned to learn more about if the city put emphasis on.

- Columbia Flour Mill (was first built in 1882, 106 years after US called her own independence, 124 years old as of to-date) & Occidental Feed Mill (was first built in 1883, 107 years after US called her own independence, 123 years old as of to-date)

The Columbia Flouring Mill carries its own unique historical background to the Mills industry in Minneapolis. During the 1880s, *Minneapolis held its title of being the "queen flour city" partially due to the Columbia Flouring Mill*. The production of flour rose from 193,000 to 2,051,840 barrels of annually due to the increasing number of flour mills at the time with estimated value of roughly \$1.1 million in 1870 to over \$20 million in 1880s. Within those 10 years, the estimated value had grown for almost 20 times, which justifies the historical influence of the flour industry in the turn to the 20th century.

The interconnection between Occidental Feed Mill and the Bassett's Second Sawmill apparently brought the capacity to mill over 50 tons of grain in a 10-hour period in 1885. In addition, the Occidental Feed Mill was regarded as "*a good trade on rye flour*" for the customers at the East Coast during the late 1880s.

Based on the *Phase II Archaeological Investigation*, it appears various flour mills were burnt/destroyed as time past by. Therefore, it is critical for the City of Minneapolis to restore the Columbia Flour Mill and the Occidental Feed Mill ruins to its best possible shape as possible in order to bring some of the glorious flour industry historical memories back to life. As a result, it would open the eyes of the many more generations and visitors learning more about the history of the Riverfront.

- The Fuji Ya Building built in 1968

As I was doing more research relates to the Fuji Ya Building, it dawned to me about a heart-breaking story of Ms. Reiko Weston, the former owner of the Fuji Ya restaurant being forced out of the business due an unfair treatment the Park Board had done to take away her 1.9 acres land for its own parking space. Taking away the land by the Park Board without parking available at the time caused Fuji Ya to close the business at its location. According to the Star Tribune article, "Ms. Reiko Weston handled the land with extreme care by hiring a Japanese man, Shinichi Okada, an architecture student at the U of MN to design the building in a respectful manner of the ruins and the Japanese culture." Unfortunately, Ms. Reiko Weston died at age 59 in 1988 due to a fatal heart attack, shortly after the Park Board successfully took away the land.

NOTE: Please refer to the Minneapolis Star Tribune Article published in Feb 20, 2005, Edition: Metro, Section: News, Page #1B for the above research details.

Also, according to the WAVE project's EAW, Fuji Ya Building has not been evaluated for its significance under its own merits. I urge the Minneapolis Department of Community Planning and Economic Development - Planning Division to preserve the Fuji Ya Building as an investment of preserving the history of the ruins. The Fuji Ya Building is currently 38 years old as of 9/12/2006. Just a little more than one decade (12 years as of today), the building would be qualified to be evaluated as of its own historical significance according to the NRHP Criteria Consideration G for exceptional significance, considering the Bassett's sawmill ruin was carefully preserved due to Ms. Reiko Weston's respectful approach to the city's own history while constructing the Fuji Ya Building.

In light of this heart-breaking story of an owner who operated with hard work, integrity and respect to the city's ruins, I urge the Fuji Ya Building to be restored/preserved in a form where it can best bring memories to honor Ms. Reiko Weston.

The WAVE Project EAW page 4 also mentioned that *Omni Investment*, formally called as *Heritage Development*, is considering a total of 199 underground parking spaces for the project.

199 parking spaces concept will unavoidably bury the historical mill ruins underground. While careful architectural design might be done to somewhat preserve certain areas of the ruins, it does not appear any of these historical mills ruins can be brought back to life with the underground parking concept. This is a significant concern I would kindly urge the *Minneapolis Community Planning and Economic Development Department - Planning Division* to consider.

49

12

FILED 2-P
MINNEAPOLIS, MINN

Dear Honorable Members of the Zoning and Planning Committee,

07 FEB 14 PM 2:49

We are citizens who have had an interest in preserving the publicly owned Fuji Ya site. We strongly oppose any privatization of this most historic site which is a part of a few block Riverfront area so tied to the origins of our City. As you know, the site is not only within the St. Anthony Falls Historic District ("SAFHD"), it is within both the smaller and most intensely historic West Bank Milling Area and the St. Anthony Falls Waterpower Area. This is a few acre historically precious area where the falls and mills long ago came together at our City's birth place. The area is truly the most historic few acres in Minneapolis, and among the most historic in our Country.

We have reviewed the draft Findings on the EAW, and believe they are thorough. While we believe a full study of no-build alternatives for this site has not been done, and believe that any structure requiring CUPs for the destruction of River vegetation and bluff and for heights well in excess of the zoning code, should never be approved, we do not believe an EIS is required. The issues remaining appear to involve policy issues which understandably are not the subject of EAWs or EISs, but rather the good judgments of the City's elected officials. In this regard, we hope that the backdrop against which these judgments are made will be compatible with the Minnesota State Historical Preservation Office (SHPO) comments regarding a no-build alternative for the site:

... the WAVE site is in the historic district's 'inner circle'... Considering the importance of this portion of the historic district, and the degree of adverse effect, we conclude that the EAW does not present an adequate analysis of project alternatives. Further discussion should include the following... The discussion of [a no-build] alternative in the EAW essentially describes a static condition, with little change to historic resources except for neglect and deterioration... What is missing from the discussion of the 'No Build' is an exploration of what may happen to the parcel if project approvals are not obtained and the proposed project is not built. Strategies that could better preserve the site's historic properties-under the continued ownership of the MPRB or under other public or private ownership-need to be examined.

We agree with SHPO, and note that in the event the proposed Wave development is not built, the National Trust for Historic Preservation is ready to oversee entrusted funds designated to maintain the site forever public. The undersigned would hope for a full study of private-public alternatives so that the issues concerning the Fuji Ya, related parking, fortification of existing visible ruins and the possibility of exposing buried ruins, public River access and related funding requirements can be appreciated. Hopefully you will regard citizen work to preserve the site for the public as a serious alternative to privatization and the

related adverse effects to the area—to the end that a regrettable decision favoring luxury condominiums is not the legacy of the site and the area's history.

Finally, we note from the draft Findings (which were not posted until Monday) the many material adverse effects associated with the Wave project, the many CUPs it would require, the many inconsistencies with existing guidelines and plans, and the discussions of mitigation efforts. While we appreciate that Findings are not meant to place relative value on the various issues, we believe the special nature of this Site and the few block area in which it exists is an important but somewhat understated backdrop to all these issues. We will address ourselves to this backdrop in a supplement to be submitted as soon as possible so that, as warranted, they be considered for the final Findings. Respectfully,

Tom Borman

Susan and Bob Bruininks

Anne and Tom Carrier

Laura and John Crosby

Kathy and Mike Dougherty

Arvonne and Don Fraser

Barbara and Mike Goldner

Albert J. Hofstede

Amy and Chip Johnson

Victoria and Tom Johnson

Sylvia and Sam Kaplan

Riva and Craig Kupritz

David & Peggy Lucas

Nadine and Bill McGuire

Florence and Beryl, and Eve, Miller

Joan and Walter Mondale

Sarah and Michael Renner

Nanci and Gary Smaby

Sabina and John Sten

Nancy and Rick Solum

Penny and Mike Winton

50

Sanz, Tina L

From: Christina Morris [Christina_Morris@nthp.org]
Sent: Wednesday, February 14, 2007 12:33 PM
To: Schiff, Gary
Cc: Sanz, Tina L; britta.bloomberg@mnhs.org; Bonnie McDonald; dennis.gimmestad@mnhs.org; Solum, Rick; Royce Yeater; Richard Moe; John_Anfinson@nps.gov
Subject: Wave EAW Findings of Fact, Minneapolis, MN - Comments from the National Trust for Historic Preservation

Councilor Schiff -

Please see the attached comments from the National Trust for Historic Preservation regarding the Findings of Fact and Record of Decision for the Wave Environmental Assessment Worksheet. A hard copy of the document will follow in the mail to both you and Tina Sanz. We will not be able to attend the Zoning and Planning Committee meeting tomorrow, but Bonnie McDonald from the Preservation Alliance of Minnesota will be representing our viewpoint.

Please do not hesitate to contact me if you have any questions or require additional information. Thank you.

Chris Morris | Program Officer, Midwest Office
National Trust for Historic Preservation | 53 W. Jackson Boulevard, Suite 350, Chicago, Illinois 60604
Phone: 312-939-5547, Ext. 37231 | Fax: 312-939-5651 | Email: christina_morris@nthp.org | www.nationaltrust.org
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MIDWEST OFFICE



NATIONAL TRUST
for HISTORIC PRESERVATION

February 14, 2007

Councilor Gary Schiff, Chair
Zoning and Planning Committee
350 South 5th Street
Room 307
City Hall
Minneapolis, MN 55415

Re: Environmental Assessment Worksheet and Draft
"Findings of Fact and Record of Decision Document"
for the Wave Project, 304-320 First Street S.

Dear Councilor Schiff:

The National Trust is a private, nonprofit membership organization dedicated to protecting the irreplaceable. The Trust was founded in 1949 and provides leadership, education, and advocacy to save America's diverse historic places and revitalize communities. Its Washington, D.C. headquarters staff, eight regional offices, and 28 historic sites work with the Trust's 270,000 members and thousands of local community groups in all 50 states.

As the nation's largest non-profit organization devoted to historic preservation issues, the National Trust is concerned with the protection and preservation of the Fuji Ya building, as well as the archaeological resources of the Columbia Flour Mill, Basset Saw Mill and Occidental Feed Mill, and the landscape features and viewsheds of the West Bank Milling Area, all of which contribute to the history and character of the St. Anthony Falls Historic District in which they are located. The Trust's Midwest Office has been tracking the Environmental Assessment Worksheet (EAW) process for the Wave project as part of our larger effort to monitor the potential impact of an increasing number of large developments proposed for the riverfront in the Historic

Protecting the Irreplaceable

53 WEST JACKSON BOULEVARD • SUITE 350 • CHICAGO, ILLINOIS 60604
312.939.5547 • FAX: 312.939.5651 • WWW.NATIONALTRUST.ORG

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District. Having carefully reviewed the EAW and its updated information contained within the "Findings of Fact and Record of Decision Document," we would like to offer the following comments for your consideration:

Both the City and Omni Investment should be commended for their efforts to revise the project in response to EAW comments and the workshops with the Minnesota State Historic Preservation Office and Office of the State Archaeologist. In particular, Omni's commitment to pursue National Register and local landmark designation for the Fuji Ya site, while restoring the building for reuse according to the Secretary of the Interior's Standards, is precisely the type of project that can contribute to the revitalization and vibrancy of the riverfront, while also preserving the historic features and sites that make the West Bank Milling Area such an important part of Minneapolis' history. However, it is quite clear that the project as currently described in the Revised Development Alternative will result in negative effects on the surviving archaeological resources through the demolition of large portions of the Occidental Mill, and it will compromise both the character and the integrity of the Historic District through its negative visual effects on the seven structures identified in the Area of Potential Effect.

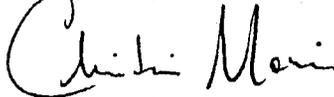
Unfortunately the alternative to the Revised Proposal, the "No Build Alternative," was not explored in detail in either the EAW or the supplemental material of the "Finding," even though several individuals and organizations requested further investigation of possible "No Build" options as part of their public comments. The EAW presumed there were no other possible uses for the site that could preserve the archaeological, cultural, and landscape resources for public enjoyment and benefit, even though the Downtown Minneapolis Neighborhood Association has committed to provide recommendations, professional assistance, and funding to explore and implement options for the long-term preservation of the site for public use. The "Findings" could have addressed and corrected this omission, but instead record only the various options for future ownership of the property, not potential uses for the site. In our opinion, accurate decisions cannot be made until the "No Build Alternative" has been examined in greater detail to determine possible options for reuse and their potential effects, especially those uses that might be feasible if the site were to revert to the Minneapolis Park and Recreation Board. For this reason, we urge the members of the Zoning and Planning Committee to request the Planning Staff to gather supplemental data on the "No Build Alternative" either as part of an expanded EAW, or in conjunction with subsequent review and permitting processes.

Councilor Gary Schiff
February 14, 2007
Page 2

Lastly, we are concerned that the character-defining cultural, architectural, archaeological, and landscape elements that comprise this important Historic District are steadily disappearing, one project at a time, without any consideration of the overall effect of these projects on the District as a whole. The "Findings" evaluation of the cumulative effects of the Wave project does not take into account the potential negative impact of the Crown Hydro project in its most recent iteration, nor does it address the cumulative effect of Wave as yet another large-scale development in the St. Anthony Falls Historic District. Both the Pillsbury "A" Mill project and the DeLaSalle Stadium on Nicollet Island will have a considerable negative physical and visual impact on specific features of the Historic District, as well as its overall integrity. But these projects were not addressed by the "Findings." Additional information should be gathered by the Planning Staff on the cumulative effects of the Wave on the Historic District by considering both the projects that are already underway and those in their early planning stages.

Thank you for consideration of our comments.

Respectfully Submitted,



Christina Morris
Minnesota Program Officer
Midwest Office

Cc: Tina Sanz, Council Committee Coordinator
Bonnie McDonald, Preservation Alliance of Minnesota
Britta Bloomberg, Minnesota Historical Society
John Anfinson, National Park Service
Richard Moe, National Trust for Historic Preservation



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February 14, 2007

The Honorable Gary Schiff, Chair
Zoning and Planning Committee and
Members of the Committee
307 City Hall
350 South Fifth Street
Minneapolis, MN 55415

RE: Environmental Assessment Worksheet for the Wave Project

Dear Councilmember Schiff and Members of the Committee:

I. Introduction and Project Description.

This letter memorandum is provided on behalf of Omni Investment Properties, LLC ("Omni"), the developer for the Wave project (the "Project"), in support of the staff recommendation that the City should conclude the environmental assessment worksheet (EAW) process for the Project by issuing a "negative declaration" on the need for an environmental impact statement (EIS).

A brief review of the Project and its history is provided to place the remarks in this memorandum in context. The information is cited in the staff report (the "Staff Report") and in the "Findings of Fact and Record of Decision" document (the "Findings") prepared by your staff. The Project as proposed for purposes of analysis by the City in the EAW includes 38 residential units, a 9400 sq. ft. spa, a 9000 sq. ft. restaurant and structured parking for 195 vehicles on the site of the former Fuji Ya Restaurant and vacant land to the west owned by the Minneapolis Park and Recreation Board (MPRB). The Project site is subject to a purchase agreement between MPRB and Omni. The MPRB acquired the site as a result of condemnation of the Fuji Ya property for West River Road construction purposes. Upon closing, the MPRB and the State of Minnesota would each receive \$875,000; Omni would be required to construct and deliver a parking ramp which would include 65 spaces to accommodate MPRB public parking to replace in part parking which will be lost due to construction of Mill Ruins Park. The Project would also create ADA compliant public restrooms and provide a 99 year lease on the parking facility for the MPRB.

Omni is not the original purchaser of the property, having succeeded to the interests of Lucky Club, LLC. Lucky Club responded to a request for proposals process initiated by the MPRB for sale of the Project site. Lucky Club presented preliminary schematic renderings in response to the MPRB request for proposals to purchase the project site. These very preliminary renderings show a 16-18 unit residential complex evocative of a suburban townhouse development which would have resulted in the *complete* destruction of *all* historic ruins on the site, as well as the destruction of the former Fuji Ya restaurant, which contains the incorporated ruins of the Columbia Flour Mill and the Second Bassett Sawmill Engine House. No specific development project was ever approved by the MPRB, and the purchase agreement does not specify or guide the ultimate design of the Project, except for the requirement that the Project provide 65 parking spaces under a long-term lease to the MPRB.

The Omni proposal provides a unique opportunity to preserve the significant archeological features on the site, rehabilitate the Fuji Ya and assist in a study of its possible historic designation, as well as making these historic resources accessible to the public through privately funded development which leverages the significant public investment in this area.

II. The Legal Basis for Environmental Review.

A. **Statutory Authority**

The statutory authority for environmental review process is found in Minnesota Statutes Chapter 116D, the Minnesota Environmental Protection Act ("MEPA"). MEPA sets out the basic statutory framework for conducting environmental review and permits the Minnesota Environmental Quality Board ("EQB") to develop rules for the conduct of environmental review. The operative requirement of MEPA relating to the preparation of an EAW is as follows:

The board shall by rule establish categories of actions for which environmental impact statements and for which environmental assessment worksheets shall be prepared...

Minn. Stat. 116D.04, subd. 2a(a). In reliance on this statutory authority, the Minnesota Environmental Quality Board (the "EQB") has prepared Minnesota Rules Subparts 4410.0200-4410.6500 (the "Environmental Rules") (cited hereafter as Minn. R. subp. ____). As stated in the Findings document and in the Staff Report, the City is conducting the EAW process as the responsible governmental unit ("RGU") under the Environmental Rules.

The only basis for review of the Project under the Environmental Rules is stated as follows:

Historical places. For the destruction, in whole or part, or the moving of a property that is listed on the National Register of Historic Places...

Minn. R. 4410.4300, subp. 31.

The relevant mill ruins and the Project are located in the St. Anthony Falls Historic District (SAFHD), a National Register district; in addition, the Project is also located in City and State designated districts. As a result, a mandatory EAW for the Project to study the potential impacts on the mill ruins is required.

B. The EAW Process.

An EAW must be completed and evaluated in order to determine whether an environmental impact statement (EIS) is required. Minn. Stat. § 116D.04, subds. 1a(c), 2a(b) (2006); Minn. R. 4410.1000, subpt. 1 (2006). In addition to considering the EAW, the responsible governmental unit, in this case the City, must consider comments received during the comment period of the EAW. Id.; White v. Minnesota Dep't of Nat. Res., 567 N.W.2d 724, 734 (Minn. Ct. App. 1997). When the evaluation of the EAW and the submitted comments reveals the potential for significant environmental effects resulting from major governmental action, the action must be preceded by an EIS. Minn. Stat. § 116D.04, subd. 2a (2006). Conversely, where the record of decision shows that there is not the potential for significant environmental effects, then the City must issue a negative declaration, which is the written statement of the City that an EIS is not required. Minn. R. 4410.1700.

An EAW is by definition a brief document intended as a assessment of the need for an EIS. See Minn. Stat. § 116D.04, subd. 1a (c); Minn. R. 4410.1000, subpt. 1 (2006). As such, it merely identifies "potential environmental impacts and issues that may require further investigation before the project is commenced." Minn. R. 4410.1200(E). In contrast, the EAW for the Project contains an extensive compilation of potential impacts on the historic resources at issue, extensive public and public agency comments and comprehensive responses from Omni addressing preservation of the historic resources, mitigation for any destruction of historic resources and an archeological data recovery plan where such preservation or mitigation is not possible.

III. The Standard of Review.

Minnesota Statute 116D.04, subd. 10 grants the District Court jurisdiction to hear and determine adverse decisions of an "agency" under the Environmental Rules. The City is an "agency" for purposes of conducting Environmental Review. In interpreting Minn. Stat. §116D.04, subd. 10, the Minnesota Supreme Court has established that the District Court's standard of review of an agency decision is whether the decision is unreasonable, arbitrary or capricious. Carl Bolander & Sons Co., vs. City of Minneapolis, 502 N.W. 2d 203, 207 (Minn. 1993), citing, Swanson vs. City of Bloomington, 421 N.W. 2d 307, 313 (Minn. 1988). The Minnesota Court of Appeals has further determined that:

A decision will be deemed arbitrary and capricious if the agency relied on factors which the legislature had not intended it to consider, if it entirely failed to consider an important aspect of the problem, if it offered an explanation for the decision which runs counter to

the evidence, or if the decision is so implausible that it could not be ascribed to a difference in view or the product of agency expertise.

Trout Unlimited v. Minnesota Department of Agriculture, 528 N.W. 2d 903, 907 (Minn. Ct. App. 1995); citing, Motor Vehicle Manufacturing Association v. State Farm Mut. Ins. Co., 463 U.S. 29, 43, 103, S.Ct. 2856, 77 L.Ed.2d 443 (1983).

In determining whether a City Council decision on these matters is reasonable, a reviewing court will focus on the legal sufficiency of, and factual basis for, the reasons given for the decision. In this connection, it is well-settled that governmental decisions must be based on facts in the record and, therefore, must be based on "substantial evidence". See Honn, 313 N.W.2d, 416, Van Landschoot v. City of Mendota Heights, 336 N.W.2d 503 (Minn. 1983); In Re Quantification of Env'tl. Costs, 578 N.W.2d 794 (Minn. App. 1990).

IV. A Negative Declaration is Supported By Substantial Evidence.

A. The EAW has the factual and analytical breadth of an EIS.

The Environmental Rules require an EAW to be only a *brief* document which lists the potential negative impacts. The Wave EAW is a comprehensive analytical tool with many exhibits, comments from the public and affected public and private entities, and responses thereto. The extensive materials in the various environmental documents do not result in a case of quantity over quality of information. As discussed hereafter, the EAW contains significant professional scholarship by noted experts in the historic preservation field, as well as comprehensive analysis and reasoned recommendations by CPED staff and consultants. The EAW clearly has the scope, analytical depth and breadth typically associated with an EIS. As your staff has advised you, the EAW has addressed all of the issues for which existing information can be reasonably obtained.

B. All significant environmental impacts have been identified and analyzed.

1. All significant environmental impacts have been identified.

The EAW comprehensively states the facts surrounding the impact of the Project on the Columbia Mill, Occidental Feedmill and Grain Elevator, Bassett's Second Sawmill, Wheelhouse and Railroad related features such as the scale and scale pit (collectively, the "Historic Resources", individually, an "Historic Resource"). City staff requested Omni to prepare an analysis of the Project impacts on the Historic Resources, which was conducted by the 106 Group Ltd., ("106 Group"). The 106 Group has been used extensively by the City in previous environmental review projects (e.g. the A Mill) for historical analysis.

106 Group prepared a detailed report, *The Wave Development Analysis of Effects and Phase II Archaeological Evaluation, Minneapolis, Hennepin County, Minnesota* (the "106

Group Analysis”), which also included comprehensive recommendations to address the potential negative impacts of the Project. See, Table 3 of the 106 Group Analysis, *Recommended Alternatives to Reduce or Remove Adverse Effects*. The 106 Group Analysis exhaustively identified, studied and evaluated the impacts of the Project on the Historic Resources.

In response, Omni convened a series of three workshops to address the identified impacts. Attendees at these workshops included representatives of CPED, two representatives from the State Historic Preservation Office (SHPO), a representative from the Minnesota Historical Society (MHS), the Minnesota State Archeologist (OSA) and neighborhood and community representatives. Pursuant to the interactive process used during the workshops, Omni developed a comprehensive *Restoration, Preservation and Rehabilitation Plan* (the “RPR Plan”) “intended to avoid and mitigate adverse historic effects.” Findings, p. 34; see also, Exhibit H to Findings.

In Omni’s view, the RPR Plan completely avoids most adverse effects by (1) incorporating the relevant Historic Resource into the Project by preserving and rehabilitating the Historic Resource *in situ* (in place) pursuant to the Secretary of the Interior’s Guidelines (the “SOI Guidelines”), or (2) not disturbing the Resource and leaving it in its current condition *in situ*. Where such adverse effects cannot be avoided due to construction of the Project or where the Historic Resources are outside the project boundary, Omni has proposed to mitigate those effects by means of a Data Recovery Plan (“DRP”) developed by the 106 Group which will appropriately document the Historic Resources that are either left *in situ* or that are unavoidably destroyed by construction. For example, the south wall of the Occidental Feedmill is located outside the project boundary under First Street in the public right of way and cannot be incorporated into the Project. During construction, the 106 Group will monitor (at Omni’s expense) the construction and record these ruins to the extent physically possible. All DRP activities will be accomplished pursuant to the SOI Guidelines.

2. All significant environmental impacts have been analyzed.

As discussed earlier, the Wave EAW is a very comprehensive and detailed document which in its scope and breadth rises to the level of documentation typically associated with the development of an EIS. See, e.g., Table 3 to the EAW, where the 106 Group analyzes the impacts to the Historic Resources and suggests appropriate mitigation measures to avoid or mitigate such impacts. In addition, the original 106 Group study and an additional study, *Updated Effects To Resources Outside The Development Area*, address visual impacts of the Project on historic resources outside the project boundaries. While the actual relevance and importance of this visual effects analysis, and its utility for use in the City’s regulatory processes is debatable, these potential impacts are identified and analyzed. As clearly stated in the Staff Report, all significant environmental impacts of the Project have been analyzed:

The EAW and this Findings document include all of the potential environmental effects known at this time. As stated in the EAW, it is difficult and perhaps even questionable to predict potential cumulative effects beyond those described herein.

Findings, p. 66. For the purposes of environmental review, the Findings provide the substantial evidence in the record for the City to conclude that identification and analysis of the impacts and the plan for mitigation will be adequate to conclude the EAW process. As a result, the record of the City clearly discloses that there are no significant environmental impacts related to the purpose of the EAW which have not been identified and analyzed.

C. The Wave Project does not have the potential for significant environmental effects.

1. Evaluation of Criteria.

In order to determine whether the Project has the potential for significant environmental effects, the City must apply the four Evaluation of Criteria standards of Minn. R. 4410.1700, subp. 6 and 7. The Findings and Staff Report comprehensively address these criteria which will be briefly highlighted as follows:

a. Type, extent, and reversibility of environmental effects.

The Findings disclose that the Project as originally proposed would have destroyed significant portions of foundation ruins of two mills—the Columbia and Occidental mills. Since the only basis for conducting an EAW was the impact on these ruins, such an impact would likely have constituted a significant adverse effect. However, as the Findings clearly disclose, Omni embarked upon a comprehensive consultation process with SHPO, OSA, CPED, neighbors, and others in an effort to design the RPR plan to avoid and mitigate these adverse effects. The Findings clearly support the conclusion that the majority of the potential adverse effects on the Historic Resources have been mitigated and/or avoided entirely. For example, all presently accessible ruins of the Bassett Mill, Columbia Mill, and one wall of the Occidental Mill ruins will be preserved *in situ*. The mitigation also includes the funding of a designation study for the Fuji Ya, as well as the renovation of all ruins to be incorporated into the Project *in situ* pursuant to the guidelines for the St. Anthony Falls Historic District (“SAFHD Guidelines”) and SOI Guidelines. Therefore, the type, extent, and reversibility of the environmental effects have been clearly analyzed and are “adequate” for purposes of enabling the City and its HPC to implement their respective regulatory processes and judge the proposed mitigation plan of the Project.

1. Land use, height, massing, scale, and shadow effects.

The analysis contained in the Findings discloses that the height of the Project is consistent with HPC guidelines (lower than the WBMA standard), although the Project would require approval of a conditional use permit (“CUP”) to exceed the 84’ height limit in this zoning district. Related to the height is the massing of the Project. The Findings document determined that the design of the Wave provided for a variation and stepping up of the mass, which avoids “the more imposing presence that can result from a uniform stretch of a single, mid-rise building or a series of buildings of uniform height.” (Staff Report, Executive Summary). Thus, the Wave avoids the problems associated with the adjacent River West Building.

In terms of shadowing, the Findings conclude that the Project shadow does not fall on West River Road or the Mill Ruins Park at most times throughout the year, particularly in summer, the highest use period. As a result, the Project does not cause significant additional shadowing of public spaces since the Project shadow is clearly within the larger shadows cast by the River West and Carlyle buildings. The Findings analysis supports the conclusion that the height of the Project and its related massing and shadow effects is not excessive.

2. Visual effects.

The visual effects analysis responds to comments concerned about the Project potentially blocking views of existing historic buildings from a variety of locations. Historically, the City has not considered visual effects to be an important element of environmental review. When the visual effects analysis is viewed in light of the purposes of the EAW, which was to analyze the impacts of the Project on the destruction of the historic mill ruins, it is clear that the visual effects analysis presents no impediment to the overall conclusion in the Findings that the EAW is adequate. To the extent that these highly subjective view issues should be considered, the City's HPC and zoning processes are available and adequate to consider these issues.

3. No-build alternative.

The site of the Project is the second to last undeveloped site on the West Bank in the SAFHD and has generated significant comment. Several comments received during the EAW process suggested that the MPRB should consider projects other than the Wave. These comments were lumped under the "no-build alternative" discussion of the EAW and the Findings.

It is important to understand that the suggested study of alternatives to the Project under EAW review is *not required or authorized* by the Environmental Rules. Alternatives, including a no-build alternative, are required to be developed for the scoping decision for an EIS under Minn. R. 4410.2100, subp. 6., and only after a positive declaration is made that an EIS is required due to the potential for significant environmental effects. In the EIS context, the no-build alternative is the analysis of the significant environmental impacts if a project subject to EIS review is not built. Furthermore, when a no-build alternative is required to be evaluated in the context of an EIS, the purpose is to examine the relative impacts of maintaining the status quo, not to speculate on other potential developments unrelated to the proposer's project. *See*, Minn. R. 4410.2300 (G). The other types of alternatives that may be addressed in an EIS include alternative technologies, modified designs, modified scale or magnitude, and alternatives incorporating reasonable mitigation measures identified through comments received, but an alternative that would not meet the purpose of the project may be excluded. *Id.*

On its own initiative, Omni has already evaluated alternative design and mitigation measures even though such evaluation is not required for an EAW. These alternative design and mitigation measures are more than adequate for analysis in the City's regulatory processes. As a result, the no-build concept as discussed in the EAW is not a relevant area of inquiry for purposes of analysis of the adequacy of the EAW for the Project.

Nonetheless, several comments were received urging additional study of what are in reality other projects not relevant to the requirements of the EAW process. In particular, some have urged the MPRB to develop the Project site as a park after letting the agreement with Omni lapse.¹ The Findings provide an analysis of the plans of the MPRB. This site has not been identified for park development in the MPRB's adopted 1983 Master Plan, which clearly identifies the Project site as a site for anticipated but undefined *private* development. It is undisputed that MPRB acquired the site because of court actions relating to land acquisition for the West River Road construction project, which severed virtually all of the parking necessary to the survival of the Fuji Ya. MPRB has provided no comments to indicate that it has any intention of modifying the 1983 Master Plan to now include the site as a candidate for future park development. In any event, the implementation of the purchase agreement between Omni and MPRB is a matter of contract law and outside the scope and purpose of the EAW for the Project.

The real world impact of the Project not going forward should be undisputed: until/if a subsequent undefined private project is approved by MPRB, the Fuji Ya restaurant would continue to remain shuttered, the current ruins which are above grade would continue to degrade, and the entire site would continue to be an area that is inhospitable and unsafe for the general public.

The Findings document more than adequately assesses the so-called no-build alternative, even though there is no requirement under MEPA or the Environmental Rules that other "projects" deemed desirable by commentators be studied. As a result, the Findings contain substantial evidence in the record to support the conclusion that the type, extent, and reversibility of the environmental effects have been adequately identified and analyzed in order to support the conclusion that the EAW is adequate.

b. Cumulative effects of related or anticipated future projects.

The Staff Report and the Findings documents state, and the facts contained in the Findings document support the conclusion that the EAW and the Findings document

"...include all of the potential environmental effects known at this time. As stated in the EAW, it is difficult and perhaps even questionable to attempt to predict potential cumulative effects beyond those described herein. At 38 units, the Project is not expected to be a significant impetus for further development or for demand on local amenities."

Findings, p. 66. It is true that the Project, as is the case with *all* other projects constructed in the SAFHD, will result in the removal and destruction of some contributing archeological and historical resources. However, as discussed in the Findings document, such a result in

¹ Many of the comments urging that an EIS be ordered are clearly based solely on a desire to delay the Project and interfere with Omni's investment-backed expectations and its contractual rights under its purchase agreement with the MPRB.

connection with the Project would not be precedent setting, given the previously approved Phoenix Lofts project and the A-Mill project on the East Bank, the Whitney Hotel project on the West Bank, and all the other projects along the riverfront that the City has approved. When viewed in light of these other projects, Omni's commitment to avoid and mitigate as much as possible the adverse effects on the Historic Resources under its control is in itself precedent-setting in terms of its scope and comprehensive protection of the Historic Resources.

The Findings document identifies an additional positive cumulative effect. The Project and its inclusion of a public parking facility for MPRB will result in increased parking capacity in the area and replace public parking lost by completion of Mill Ruins Park. This positive cumulative effect will result in greater public access and a likely increase in visitors to this area, thereby leading to a greater appreciation of the historic resources in the SAFHD and their continued preservation. Findings, p. 66. Another appropriate positive cumulative effect could be the leveraging of prior public investment by complementary private investment in this area.

The Findings document discloses that the only other undeveloped parcel in this area is the City-owned Parcel A located to the south of the River West building. As a result, there are no other further cumulative effects that can be identified, and certainly none that cannot be mitigated through the City's regulatory processes.

c. Extent to which the environmental effects are subject to mitigation by ongoing public regulatory authority.

As has been discussed above and has been proved empirically with every other project in the SAFHD, the City has experienced staff and the required regulatory processes to address and resolve both the technical and perceptual issues implicated by the Project. The necessary decisions in the regulatory process will be guided by the comprehensive EAW and Findings developed by City staff and contract consultants. Findings, p. 67. As a result, the availability of the City's regulatory processes is clearly adequate to address the issues raised by the Project.

d. The extent to which environmental effects can be anticipated and controlled as a result of other environmental studies undertaken.

The Findings document notes two other comprehensive environmental studies available for review which have been incorporated into the Wave EAW and Findings document. Therefore, there are no other environmental effects which have not been anticipated or which can not be analyzed in the City's regulatory processes.

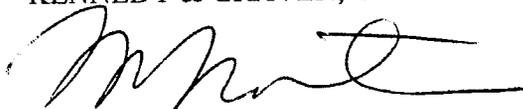
The Honorable Gary Schiff
February 14, 2007
Page 10

CONCLUSION

The comprehensive record of decision as contained in the Findings document provides substantial evidence in the record which clearly supports the conclusion that the City is required to issue a negative declaration, finding that the Wave EAW is adequate and that the development of an EIS for the Project is not required.

Very truly yours,

KENNEDY & GRAVEN, CHARTERED

A handwritten signature in black ink, appearing to read "M. Norton", written over the typed name below.

Michael T. Norton

MTN:mmh

52

State Historic Preservation Office

February 15, 2007

Council Member Gary Schiff, Chair
Zoning & Planning Committee
City of Minneapolis
350 South 5th Street, Room 307
Minneapolis, MN 55415

Re: EAW Findings of Fact and Record of Decision draft - The Wave
304-320 First Street South
Minneapolis, Hennepin County
SHPO Number: 2006-2740

Dear Council Member Schiff:

Thank you for the opportunity to review the draft Findings of Fact and Record of Decision document for the EAW for the proposed Wave project.

When our office commented on the EAW, we recommended that the Proposed Development Alternative should be revised, taking into account the suggested measures to reduce or avoid adverse effects included as part of the EAW. We felt that such a Revised Development Alternative would present a more specific picture of the actual type and extent of the anticipated effects of the project on historic properties.

With this in mind, we appreciated the opportunity to participate in a series of workshops to discuss potential effects on historic properties, as documented in Exhibit J of the Findings document. The goal was to achieve as much avoidance and/or reduction of effects as possible. We found that the discussions were productive, and that the resulting revised project proposal included in the Findings document illustrates how many of the effects can be avoided, reduced, or mitigated. In particular, the potential rehabilitation of the Fuji Ya as a historic building, and the reconfiguration of the project plan to avoid many of the mill remnants, are positive changes. However, we do note, as we did at the workshops, that our participation in these discussions should not be construed to imply our approval or endorsement of the resulting revised project.

To be sure, the Findings document makes it clear that the revised project does have substantial adverse effects on historic properties, including loss of most of the archaeological remnants of the Occidental Mill, and adverse visual effects on this portion of the St. Anthony Falls Historic District resulting from the height, massing, and scale of the new construction. The careful analysis of these effects in the Findings document should be closely considered by the Heritage Preservation Commission and the Planning Commission in making decisions about project permits.

The following issues also need further consideration as the review of this project proceeds:

1. Building Height. The discussion in the Findings document accurately indicates that the St. Anthony Falls Historic District Guidelines for the West Bank Milling Area specify that new buildings should be no higher than the existing silo mills in the area. We would like to point out that the nature of such guidelines in historic districts is to establish a benchmark for *maximum* height. They should not be construed as an entitlement that any and all proposed new construction to this height will be found to be acceptable. The height of any proposed new construction needs to be carefully considered in relation to the project's massing, footprint, and general placement within the historic district in regard to historic properties, other new construction, and the overall setting.

2. Cumulative Effects. Our comments on the EAW indicated that the cumulative effects analysis was inadequate. We reiterate this comment. The Findings document points out that this site may be the last substantive undeveloped site in the area, so the likelihood of this project setting a precedent for cumulative effects in the future is diminished. However, what is most needed is an analysis of past, present, and presently proposed projects that have had or are likely to have an effect on the district. For example, if other projects have resulted or may result in the removal of archaeological resources, what is the cumulative effect of yet another such removal? If other projects have had or may have adverse visual effects on the historical character of the district, what is the cumulative effect of yet another such visual incompatibility? If the authentic character and integrity of a historic district is based, first-and-foremost, on its actual historic buildings and other historic elements, what is the cumulative effect of a proposed new building, taking into account the number and size of other completed or proposed new buildings (even compatible ones)? Cumulative effects throughout the district should be taken into account, and should include such current projects/proposals as the Pillsbury Mill project, the Phoenix Lofts project, the Whitney project, the Crown Hydro project, and others.

The cumulative effects analysis does point out that one effect of the construction of the project's new parking facilities would be to free up a current parking lot that is located over the historic waterpower canal and gate house. This, in turn, could permit excavation and interpretation of these significant historic features. However, we note that the current proposal for the Crown Hydro project may divert water from the historic waterpower canal and/or close the historic canal intake structure, which could frustrate interpretation efforts at this location.

3. The No Build Alternative. Our comments on the EAW indicated that the No Build Alternative needed further development. A thorough exploration of how the parcel might be treated if the project is not built, either under the continued ownership of the Minneapolis Park and Recreation Board or under other public or private ownership, is still needed. The Findings document includes early master plans for West River Parkway which illustrate private development on the proposed project site, but also included is a plan for Mill Ruins Park which shows the proposed project site with preserved vegetation and surface parking but no development. A range of alternative strategies for this site should continue to be considered.

The mills clustered along the West Side Power Canal in the St. Anthony Falls Historic District form a coherent historic industrial complex of national importance. The effects of the proposed WAVE project, including the loss of the archaeological resources of the Occidental Mill (the uppermost mill powered off the West Side Canal), and the adverse visual effects on this portion of the historic district, further compromise the integrity of an already fragile historic area. Ways to avoid these adverse effects, including the No Build Alternative, should be carefully considered by the city as the planning process proceeds.

Sincerely,

Britta L. Bloomberg
Deputy State Historic Preservation Officer

cc: Jack Byers, Minneapolis HPC
John Crippen, St. Anthony Falls Heritage Board
Judd Rietkerk, Minneapolis Park & Recreation Board
John Anfinson, National Park Service
Nina Archabal, Minnesota Historical Society, SHPO
Chris Morris, National Trust for Historic Preservation
Bonnie McDonald, Preservation Alliance of Minnesota

53



United States Department of the Interior

NATIONAL PARK SERVICE
Mississippi National River and Recreation Area
111 E. Kellogg Blvd., Ste. 105
St. Paul, Minnesota 55101-1256

IN REPLY REFER TO:

February 15, 2007

Councilor Gary Schiff, Chair
Zoning and Planning Committee
350 South 5th
307
City Hall
Minneapolis, MN 55415

Dear Councilor Schiff:

No place anchors the metro Mississippi River's significance like St. Anthony Falls. No place can match its regional, national, or even international significance. Geologically, it is unique. St. Anthony Falls is the only major waterfall on the Mississippi River. Historically, its visitors comprise a who's who of European and American exploration: French explorer Father Louis Hennepin, English colonist Jonathan Carver, and Zebulon Pike, the first American explorer, who portaged around the falls 200 years ago. Its Painters include George Catlin, Henry Lewis, Alexis Fournier, and Albert Bierstadt. Economically, the falls created a city with no peer west of Chicago to the Rock Mountains and south to St. Louis. It gave birth to the saw milling and flour milling industries that became the leading producers of their commodities in the United States and the world. Minneapolis would be the nation's flour capital for 50 years. Technologically, the falls produced the first commercial hydroelectric central plant in the country. The St. Anthony Falls area boasts two National Historic Landmarks--the Pillsbury A Mill and the Washburn A Mill. They bookend James J. Hill's remarkable stone arch bridge, which is a National Engineering Landmark.

For all these reasons, the St. Anthony Falls National Register Historic District (District) is one of the most important historic areas in the Mississippi National River and Recreation Area (MNRRA). This District played a central role in convincing Congress to establish MNRRA as a unit of the national park system in 1988.

Given the extremely short time the City provided the public to review the Draft Findings of Fact and Record of Decision document (Findings Document), we only offer our initial reactions and are focusing primarily on the historic resource impacts. We will send more detailed comments to the City Council soon.

In Section 4.1, Effects on historic properties, the City does not acknowledge or address the National Park Service's comments on historic properties.

In Section 4.2.4, Visual Effects, page 21, last paragraph, the first sentence talks about the objections to the adverse effects of height, massing and materials of the Wave Project. The next sentence talks about the state of the ruins and how, in their current condition, they do not relate to "the larger West Bank Milling District." First, this comment does not address the problem of height, massing and materials. Second, it is not a question of current use; it is a question of how the space and ruins of the site relate to the West Bank Milling Area (WBMA) and to the St. Anthony Falls Historic District. The relation to both is strong and significant.

In Section 4.3.3, Updated visual effects to off-site historic resources by the 106 Group, Adverse impacts on the setting of the WBMA, the Findings Document states:

Adverse impacts were found where the scale, massing and materials of the revised design for the proposed building would result in changes to the perception of the WBMA as a historic property, and to the inclusion of the proposed project parcel within that historic district. In locations where the proposed project and the WBMA were clearly visible, the scale, massing, and materials of the revised project were found to have an adverse impact on the setting of the historic district. The revised project proposal significantly affected the perceived use of the parcel, the perceived boundaries of the waterpower area, and the linkages to other contributing properties to the WBMA and the SAFWA, and the appearance of a cohesive historic district. Pp. 30-31

The impacts described in this paragraph are very significant. The impacts are as great as destroying the ruins of the individual mills. The historic character and integrity of the St. Anthony Falls Historic District are at stake, and, therefore, these adverse effects cannot be fully mitigated.

In its current state, the Project area fits with and contributes to the WBMA, St. Anthony Falls Waterpower Area (SAFWA) and the National Register Historic District. If the ruins were treated like those in Mill Ruins Park, the fit and contribution would be clearer. With the Wave Project built over the site, the adverse effects describe in the quoted paragraph above would occur and the site would lose both the fit and an essential aspect of what it contributes. We believe this would constitute a significant adverse effect on the National Register St. Anthony Falls Historic District.

In Sections 2.2, 4.4 and 7.2 on Cumulative Effects, the Findings Document does not discuss the nature of the Wave's cumulative impact. The Findings Document states that "it is difficult and perhaps even questionable to attempt to predict potential cumulative effects beyond those described herein." We do not believe this is the case. The EAW Guidelines state that, "The intent here is to put the project's potential impacts into the context of impacts caused by other past, present or future projects in the area, so that the RGU can assess the cumulative impacts to the environment." The cumulative impact analysis makes no effort to discuss past impacts to the character and integrity of the St. Anthony Falls Historic District or to put those effects into context with the current and potential future impacts. Furthermore, while it acknowledges that projects are being built on the East Side, the analysis only talks about cumulative impacts on the

West Side. The cumulative impacts analysis should look at the whole St. Anthony Falls Historic District.

The cumulative effects analysis should make some effort at answering the following questions:

How much have past projects impacted the character and integrity of the Historic District? How much more would this project add to those past adverse effects? Would the additional impacts be so great as to irretrievably damage the character and integrity of the Historic District?

The Findings Document emphasizes that most of the WBMA has been developed. It says that only Parcel A is left to develop, and the City has plans to build something there soon. This alone is a strong statement about cumulative effects. How much has all the other development impacted the character and integrity of the Historic District? What would the Wave add to this?

The Findings Document mentions the Pillsbury A Mill and the Phoenix development projects but does not assess those developments as part of the cumulative affect on the Historic District. The De LaSalle project, which would have a significant adverse effect the Historic District, is not discussed either.

The Cumulative Impacts analysis should clearly show how past projects have affected the Historic District and how the Wave Project would add to those affects. This is essential, because the City needs to know whether this particular development would be the last straw that destroys the overall historic character and integrity of the Historic District. The City needs to know if the National Register integrity of the Historic District would be lost. Neither the EAW nor the Findings Document provides the information needed to make this assessment. We do not know how the decision of whether an Environmental Impact Statement is needed can be made without an adequate Cumulative Impacts analysis.

In Section 7.1.1, Effects on historic properties on the Project site, the Findings Document points out that the revised design would avoid destroying the Bassett and Occidental mill ruins and states that destroying the ruins "would have constituted a significant adverse effect on these on-site resources and to the locally and nationally designated St. Anthony Falls Historic District (District)." While the developer made a serious and commendable effort to remedy these adverse effects by forming a working group, they left key interests out of this group, including the National Park Service.

As the Project site is part of the St. Anthony Falls Historic District, this section should include a discussion of the project's effects on the District here. We recognize that this discussion has been placed under the Visual Effects analysis, but the impacts are more than visual. The impacts affect the setting, feeling and association, which are three of the seven elements of site integrity as defined by the National Register in Bulletin 15, How to Apply the National Register Criteria for Evaluation. If a site does not possess integrity under these seven criteria, it does not merit inclusion on the National Register. The Wave Project would adversely affect the setting, feeling and association of the Historic District.

Section 7.1.3, Visual effects, acknowledges the adverse effects of the Project on the St. Anthony Falls Historic District but does not determine say that those effects are significant. Yet, this section repeats the statement on pages 30-31 that details the breadth and degree of impact that can only be described as significant. If the Findings Document readily recognized the destruction of the Occidental and Bassett mills as "significant adverse effects," then the profound impacts to the historic setting of the St. Anthony Falls historic detailed here should also qualify as significant adverse effects.

The National Park Service requests that the EAW be revised to address the concerns we have mentioned above. If you have any questions or concerns, please call me at 651-290-3030, extension 222.

Sincerely,

A handwritten signature in black ink, appearing to read "Paul Labovitz", written in a cursive style.

Paul R. Labovitz
Superintendent

cc Tina Sanz, Council Committee Coordinator
Bonnie MacDonald, Preservation Alliance of Minnesota
Britta Bloomberg, Minnesota Historical Society
Christina Morris, National Trust for Historic Preservation

(59)

Orange, Michael

From: Christina Morris [Christina_Morris@nthp.org]
Sent: Tuesday, February 20, 2007 11:44 AM
To: Schiff, Gary; Orange, Michael; Sanz, Tina L
Cc: Solum, Rick; Royce Yeater
Subject: Correction to Minneapolis Zoning and Planning meeting comments

Please note that the National Trust's comment letter sent to the Zoning and Planning Committee for their meeting regarding the Findings of the Wave EAW contained one error. We listed the DMNA as a party interested in gathering funds to explore and implement a plan for the preservation of the project site. That was incorrect. An informal group of local neighbors, led by Rick Solum, is leading that effort (see attached). As yet, this group does not have a name or organizational status. In the interim, the National Trust will serve as fiscal agent to hold their donations for potential use on this project.

Please do not hesitate to contact me if you have any questions or require additional information.

Chris Morris | Program Officer, Midwest Office
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