



**Mill City Quarter Apartments
300 South Second Street
Minneapolis, Minnesota**

**Certificate of Appropriateness Application
Minneapolis Heritage Preservation Commission**

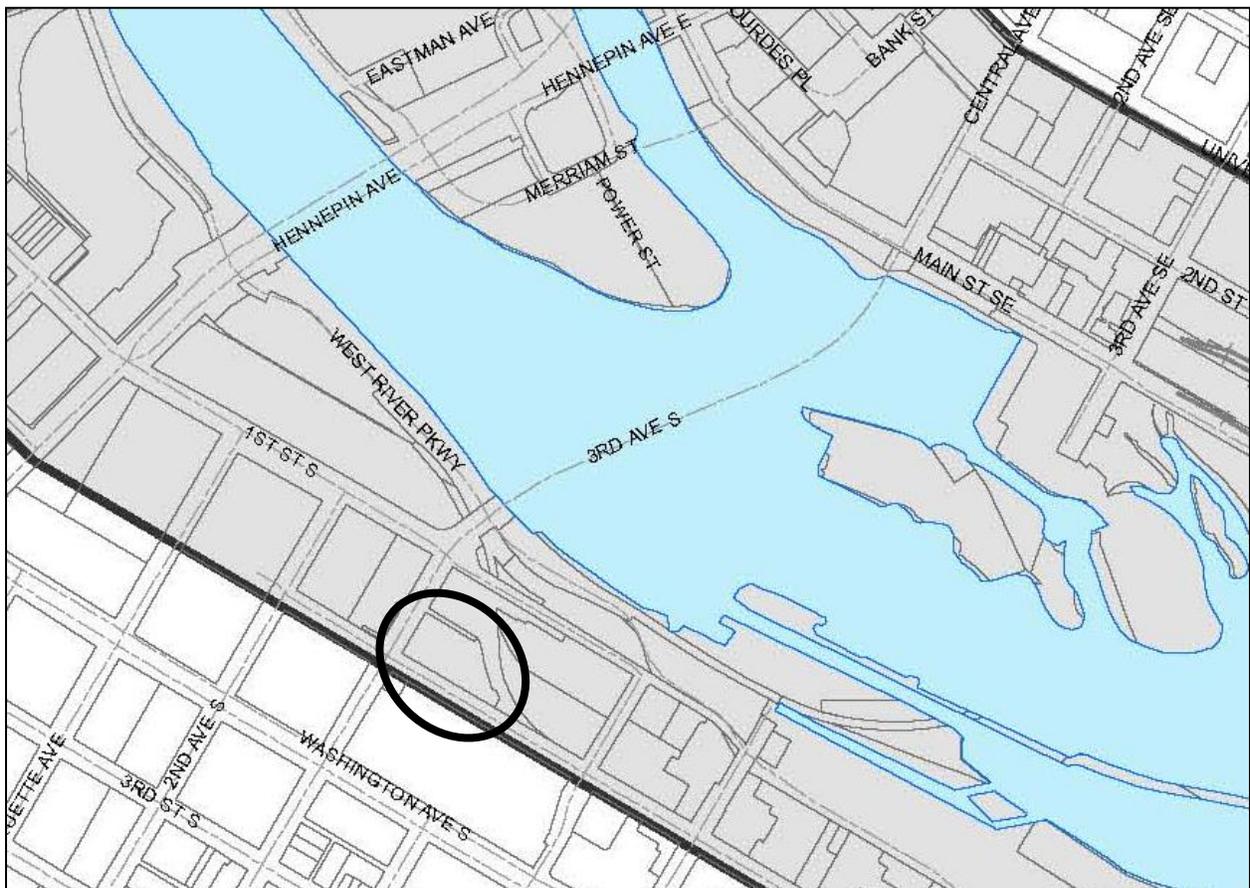
Submitted August 27, 2013 (with revisions October 3, 2013)

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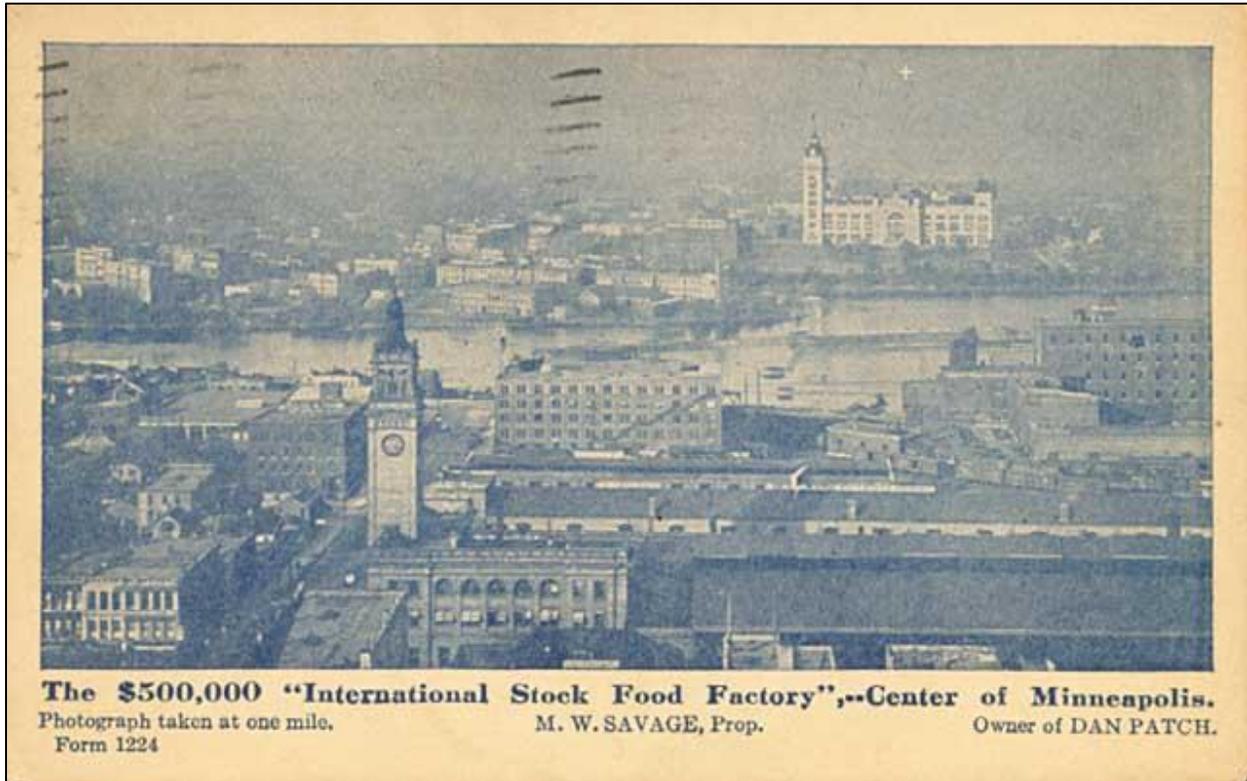
Project Summary

Developer:	Mill City Quarter (Steve Minn, Lupe Development Partners)
Architect:	BKV Architects
Historian:	Hess, Roise and Company
Designation status:	Noncontributing property (surface parking lot) in Saint Anthony Falls Historic District
Size of proposed building:	New construction, 6 stories, up to 150 affordable rental residential units Gross floor area 204,250 square feet; building footprint 24,430 square feet 49,782 square feet (1.143 acres)
Site:	
Historic District:	Saint Anthony Falls Historic District—local and National Register designations (Saint Anthony Falls Historic District Design Guidelines, Water Power Character Area)

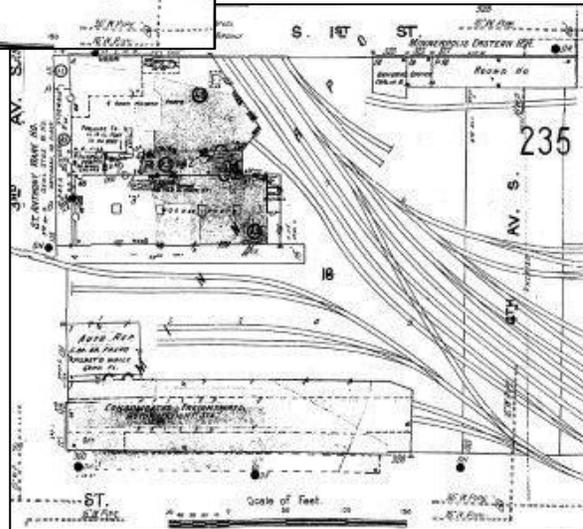
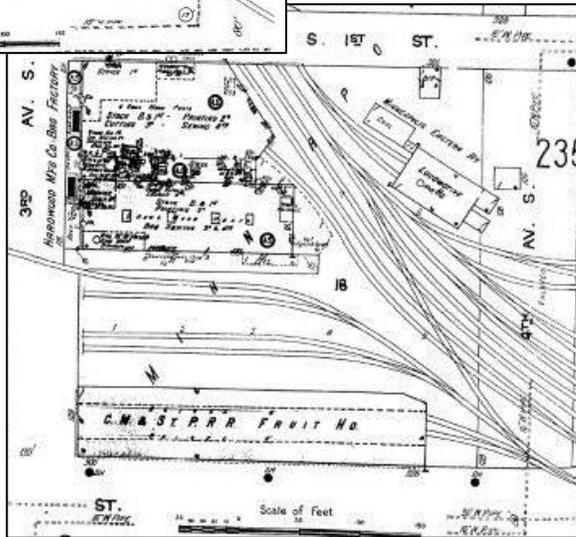
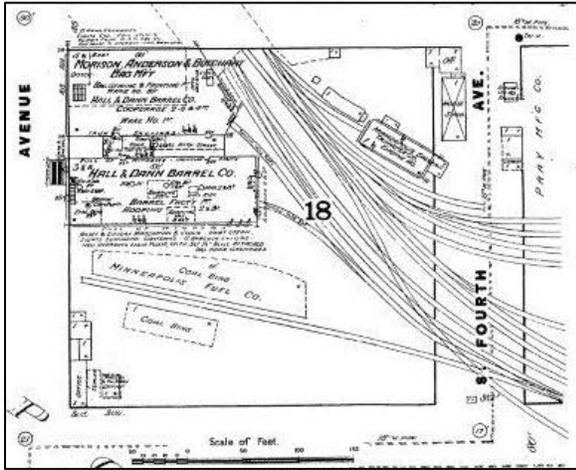


*Detail of Saint Anthony Falls Historic District.
Location of 300 South Second Street is circled.
(Map from Minneapolis Heritage Preservation Commission website:
http://www.ci.minneapolis.mn.us/hpc/docs/St_Anthony_Falls_HD.pdf)*

Historical Information

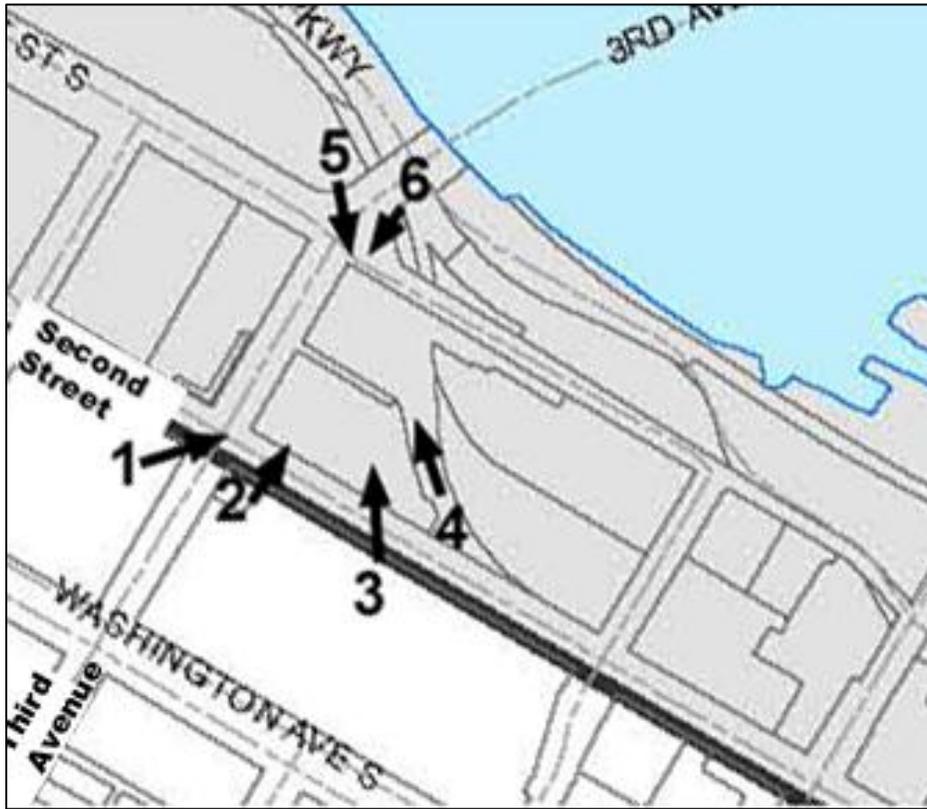


*The Milwaukee Depot, with its prominent tower, is in the foreground of this 1915 photograph. Only the headhouse of the freight depot behind it survives, occupied today by Dunn Brothers. Beyond that is the project site, which held another Milwaukee Road freight house and several railroad spur lines.
(Minnesota Historical Society Collections)*



Top to bottom: Detail of Sanborn maps from 1885-1889, 1912 updated to 1930, and 1912 updated to 1951. By the 1912, the property held a “fruit house.”

Photo key to current views on the following pages



Map is oriented to true north; arrow shows direction of assumed north



Site and Surroundings Today

1 (top) and 2 (bottom): Looking northeast and north at the site from the corner of Third Avenue and Second Street.



Site and Surroundings Today

***3 (top): Looking northwest at the site from Second Street;
Third Avenue is in the background.***

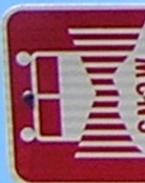
***4 (bottom): Looking northwest at the east end of the site from Second Street
along the approximate alignment of the woonerf.***



Site and Surroundings Today

5 (top) and 6 (bottom): Looking south on Third Avenue from First Street; the site is to the left. The new building will continue the street wall established by the Hall and Dann Barrel Company (101 Third, foreground) and the Milwaukee Road Freight Depot (now Dunn Brothers, background).



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Project Description

Prepared by BKV Architects

The project site for the Mill City Quarter development is bounded by 2nd Street to the south, 3rd Avenue to the west, 5th Avenue to the east, and the River West high-rise complex and Mill Place building to the north. The site is currently occupied by a large surface parking lot. The proposed project is infill construction, a dense urban development that will include mostly residential units, plus a modest amount of commercial/retail space. This use is consistent with the C3A zoning of the site and with the adjacent residential and retail uses. It will be a transit-oriented mixed-use development that will occur in two phases and will greatly enhance the connectivity from the Mill District neighborhood to the Mississippi River.

Phase 1 of the development will consist of a six-story building that will include up to 150 rental housing units (100% affordable at 50% and 60% MMI) and up to 15,000 square feet of destination retail space. This will add a desirable mixture of housing choices that are currently needed and underrepresented in this neighborhood. Approximately 160 parking stalls will be provided below and above ground for the development of Phase 1. Access to the parking facility will be from 2nd Street across the Mill Place property. Bicycle parking will be provided to meet a ratio of 1 bike space per dwelling unit.

The design will include landscaped open spaces to facilitate pedestrian traffic, provide a place for people to meet, and enhance the pedestrian experience around the building. To improve the connectivity of the West River Parkway and the neighborhood, this development will create a pedestrian-friendly, green streetscape connecting the West River Parkway with the bus transit network, the bikeway system, and the cultural and recreational opportunities abundant in the Mill District area along Second Street.

Using historic site photos as inspiration, the project will use rails, rail replicas, and/or paving materials to abstract the pattern of a rail yard. Within this framework, we will create plaza spaces that bridge the two parcels and surround the historic spur location. Included in Phase 1 is a large landscaped plaza adjacent to the former rail spur that provides safe and inviting outdoor spaces for relaxing and socializing. The alignment of the spur will be maintained as a “woonerf,” which will accommodate vehicular access but is designed for very slow speeds (10 mph), similar that typically found in parking lots. This approach allows the pedestrian to become the focus of the space, with the vehicle seen as the “visitor.” The woonerf will be curbsless, defining vehicular travel lanes via bollards and changes in paving surface type/color. Trees and native perennials and grasses line the woonerf in a volunteer fashion.

For the development as a whole, the project team is committed to demonstrating a number of best management practices (BMP) for stormwater management and Low-Impact Development (LID). Some of the concepts and techniques being proposed include rainwater harvesting, vegetated walls, pervious paving, pixilated parking, green roofs, and underground storm-water detention.

Evolution of the Design

Since the HPC meeting on August 6, 2013, when the MCQ project was discussed, the team has integrated several comments from Commissioners into a revised building design. The revisions are noted below.

- 1) **Building Placement:** Due to the overwhelming comments that supported the placement of the west facade along the property line, the building wall does not step back along 3rd Avenue. Floors two through six are at the property line, while at the first floor there are recesses provided for the retail entrance and the bus stop. These areas are set back 5'-8" from the first-floor building wall. The remaining 70% of the first-floor building wall maintains the constant historic street edge by aligning with the existing Mill Place building to the north and is consistent with the placement of other buildings along 3rd Avenue to the south.
- 2) **Exterior Materials:** The amount of cement-board siding on the project has been significantly reduced. It is now used primarily as an infill panel and in spandrel situations. The siding color is charcoal (and silver in a few key areas), so the concern about a very light-colored panel has been eliminated.

The amount of metal panels on the exterior has increased. The panels are proposed to be a light tan/bronze color with exposed fasteners. Material transition details and a typical metal panel profile detail are provided in this packet.

- 3) **Facades on rear of building:** The stark contrast from the primary facades and rear facades has been eliminated. The materials are distributed in an even fashion around the building so that the rear facades are similar to those that face the streets. This was accomplished by removing the significant amount of painted, white, cement-board panels and increasing the amount of metal panels on the rear facades. With this revision, the building becomes a more cohesive whole, as recommended by the Commissioners.

The following building updates that were incorporated previously still remain:

- 1) **Massing:** The historic buildings in the district are typically comprised of larger monolithic structures reflecting a singular purpose and look. We have maintained the massing originally proposed, which draws from the long and linear maintenance shed on this site (circa 1912). The orientation of the historic building ran east/west, paralleling 2nd Street, and the new building uses essentially the same location and orientation.

Along 3rd Avenue, the rhythm and size of buildings vary with narrower facades that are more rhythmic, and collectively create an aggregate of buildings along 3rd Avenue. This establishes its own unique street edge, starting with the Mill Place paired warehouse buildings to the north, the Freight House (Dunn Bros.) building immediately to the south, and continuing with the Milwaukee Road Depot primary facade further to the south. Our building is segmented into two masses along 3rd

Avenue to reflect this building rhythm and scale. We maintain the same materials and design to reflect the singular purpose of housing, with subtle variations at the ground level to reflect the specific uses of bus shelter and retail.

The building exterior has also been revised to eliminate the rounded corners and windows. This creates a more traditional, boxy, monolithic appearance. At the ends of the long building, the metal enclosure wraps the end and reveals more glass at the base and steel at each floor line, similar to how the historic train sheds would have been open at the ends, revealing a different aspect of their character.

- 2) **Heaviness:** Two elements that contributed to the heaviness of the original design were the dark black color of the building enclosure, and the dark mass hovering above an all-glass base.

In the redesigned facade we have created a masonry base (using cast stone in response to the historic materials in nearby mill buildings and the US Post Office) with punched openings. This is capped with a steel channel beam along 2nd Street and at the north building segment along 3rd Avenue. This base projects out beyond the building facade above, thus carrying the floors above it.

It is important to note that the design of this building reflects the structural character of this building with today's technologies much in the same way the historic buildings reflected their structure of brick bearing walls or concrete frames. The new building is constructed of precast concrete up to the second floor line and then switches to wood frame for the five floors above, carried by the precast. The facades reflect this change.

Details of projecting canopies and openings create a more industrial character, which is compatible with the district, rather than the rounded, sinuous shapes of the previous design. Balconies along the primary street facades will be recessed so that the railing is in line with the elevation, while projected balconies will be incorporated on the non-primary building walls.

- 3) **At building base:** We have created a break in the metal frame of the building box and added cast stone to clearly demarcate building entrances, consistent with historic building details.
- 4) **At the building separation/recesses:** The balcony edges have been changed from tan to charcoal to accentuate the opening and to reduce the amount of tan metal. Also, the surface of the 5'-0" recessed wall has been changed to a buff color to better delineate the separation between the building sections.
- 5) **Landscape:** The landscape plantings have been altered to have a more volunteer or random pattern that is more appropriate in an industrial area.

Certificate of Appropriateness Findings per Section 599.350

(a) General

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

The Saint Anthony Falls Historic District was listed in the National Register of Historic Places in 1971. This nomination was prepared not long after the National Register was created by the National Historic Preservation Act of 1966, and it does not provide the level of information that is contained in National Register nominations prepared today. The areas of significance of architecture, commerce, industry, and transportation were selected on the form; these are associated with National Register Criteria A and C. The District is now considered to be eligible under Criterion D (archaeology) as well. The nomination did not identify a period of significance, but the design guidelines that the HPC adopted for the district in 2012 assume that the period of significance extends from 1848 to 1941.

The buildings that were on the site of the proposed project were destroyed a number of years ago and cannot be recreated. As a result, the site's association with the significance of the Saint Anthony Falls Historic District has weakened. In replacing the surface parking lot that currently occupies the site with a new building that follows the HPC's design guidelines for the Saint Anthony Falls Historic District, the proposed construction will be compatible with and continue to support the criteria of significance and period of significance for which the district was designated inasmuch that is possible for a noncontributing site.

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

The site once held buildings that would have been contributing elements in the historic district, but those buildings are long gone. Today, the site does not contain properties that have been designated as contributing elements, although a the alignment of a rail line will be reintroduced, strengthening the National Register and local districts.

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

The HPC has adopted design guidelines for the Saint Anthony Falls Historic District. The architects have used these as the basis of the design the project, as described in the previous section. In conforming to the design guidelines, the project will maintain the historic district's integrity. Furthermore, in returning a building to this site that reintroduces the general massing of the freight house that historically stood there, the proposed project complements surrounding historic and modern infill buildings and enhances the historic setting.

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

As the project summary prepared by the architects indicates, the design guidelines were carefully considered throughout the design development process, and features of the design were modified in response to comments made by the commissioners during an earlier review.

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

The Rehabilitation Standard that is particularly relevant is Standard 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. The design of the project relates to the historic district while clearly being a product of the twenty-first century. The proposed project does not contemplate destruction or alteration of any contributing historic structures.

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

The project will conform.

(b) Destruction of any property.

The construction of the project does not involve the destruction of any above-ground historic resource. It seems highly unlikely that the property contains any significant archaeological sites given the disruption of the land over the past century.

(c) Adequate consideration of related documents and regulations.

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

The materials submitted with this application demonstrate an understanding of the significance of the property and the Saint Anthony Falls Historic District. The district is significant in the areas of architecture, commerce, industry, transportation, and architecture.

In meeting the design guidelines for the Saint Anthony Falls Historic District, which are based on the Secretary of the Interior's Standards for the Treatment of Historic Properties, the project

respects the architectural character and significance of the National Register and local historic districts.

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

The Applicant plans to meet the requirements of Chapter 530 within the City of Minneapolis Zoning Code.

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

The proposed project will follow the Rehabilitation Standard for new construction, as discussed in Section (a)(5) above.

(d) Additional findings for alterations within historic districts.

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

While the project will be residential, its design is inspired by the industrial buildings in the area. As a result, it is compatible with the Saint Anthony Falls Historic District, will not adversely affect the District's significance and integrity, and will add to the character of the District and celebrate the existing adjacent contributing buildings.

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

Granting the certificate of appropriateness for the proposed work will be in keeping with the spirit and intent of the ordinance, which is to protect the character of the District and its resources. The proposed project will stabilize, rehabilitate, and reactivate the historic district, while not altering its essential character. In doing so, the project will ultimately protect the essential character of the entire District.

(3) *The certificate of appropriateness will not be injurious to the significance and integrity of other resources in the historic district and will not impede the normal and orderly preservation of surrounding resources as allowed by regulations in the preservation ordinance. (2001-Or-029, § 1, 3-2-01; 2009-Or-023, § 11, 3-27-2009)*

The proposed project will meet the Secretary of the Interior's Standards for Rehabilitation, and will therefore not be injurious to the significance and integrity of other resources that have been identified in the Saint Anthony Falls Historic District. The project will not establish any precedents that might adversely affect the preservation of that District.

Appendices

Notification of Public Hearing to Downtown Minneapolis Neighborhood Association

Notification of Public Hearing to Council Member Lisa Goodman

SHPO Preliminary Review Letter

Charlene Roise

From: Charlene Roise
Sent: Tuesday, August 27, 2013 11:14 AM
To: 'info@thedmna.org'
Subject: HPC Public Hearing Notice

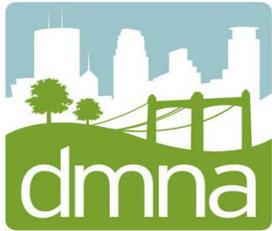
To Whom It May Concern:

I write at the request of Lupe Development Partners regarding the Mill City Quarter project. The Minneapolis Heritage Preservation Commission will consider two applications for Certificates of Appropriateness for the project at a public hearing on October 8, 2013. The first is for the construction of a proposed six-story apartment building at 300 South Second Street that will contain up to 150 rental housing units, up to 15,000 square feet of retail space, and about 160 parking stalls. The second application is for the site master plan, which also includes the property at 428 South Second Street and a pedestrian/vehicular corridor between the two parcels.

If you have any questions in advance of the hearing, please feel free to contact me or the developer: Steve Minn, Lupe Development Partners, 1701 Madison Street NE, Suite 111, Minneapolis MN 55413; 612-436-3200; steve.minn@lupedevelopment.com.

Sincerely,

Charlene Roise
Hess, Roise and Company
The Foster House
100 North First Street
Minneapolis MN 55401
612-338-1987
roise@hessroise.com



**DOWNTOWN
MINNEAPOLIS
NEIGHBORHOOD
ASSOCIATION**

40 S. 7th Street
Suite 212, PMB 172
Minneapolis, MN 55402
Phone: (612) 659-1279
Online: www.thedmna.org

September 12, 2013

Ms. Janelle Widmeier, City Planner
City of Minneapolis
250 South Fourth Street, Room 300
Minneapolis, MN 55415

Re: Mill City Quarter Project - 300 2nd St S & 428 2nd St S

Dear Janelle:

I am writing to you on behalf of the Downtown Minneapolis Neighborhood Association (DMNA) Board of Directors regarding the Mill City Quarter project proposed for 300 2nd St S & 428 2nd St S.

The DMNA Board of Directors received an update on the project from Gretchen Camp with BKV Group and John Wall from Wall Companies at its board meeting this past Tuesday, September 10. Camp presented the revised site plan and architectural renderings for the Phase I project. She indicated that the changes are a result of the State Historic Preservation Office's Section 106 review process. Camp highlighted the following:

- The landscaping planting pattern is now more irregular so as to keep with the period of significance.
- The front and rear (RiverWest side) of the building façade now mirror each other.
- The exterior building materials have a more neutral color pallet. There is also less hardie board in the construction than in the previously reviewed design.
- The building now has a stone base, which eliminates the appearance that it is floating.

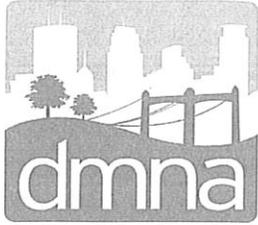
After hearing the presentation and asking a few questions, the board passed a motion in support of the changes to the Mill City Quarter Project. The DMNA Board continues to believe that this project will be an excellent addition to the Downtown community.

If you have any questions about this letter, please feel free to contact me at christie@hantge.com, or 320-583-4573. You may also contact the DMNA Land Use Committee Chair, Andy Hauer, at andyhauer@yahoo.com, or DMNA Board Chair, Gerry Ewald, at gerrye@g2group-mn.com.

Sincerely,

Christie Rock
DMNA Neighborhood Coordinator

Cc: Gretchen Camp, BKV Group
Gerry Ewald, DMNA Board Chair
Andy Hauer, DMNA Land Use Committee Chair
Ward 7 Council Member Lisa Goodman



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Online: www.thedmna.org

February 16, 2013

Ms. Janelle Widmeier, Senior Planner
City of Minneapolis
250 South Fourth Street, Room 300
Minneapolis, MN 55415

Re: Eagle Iron Partners – Mill City Quarter Project - 300 2nd St S & 428 2nd St S

Dear Janelle:

I am writing to you on behalf of the Downtown Minneapolis Neighborhood Association (DMNA) Board of Directors regarding the Mill City Quarter project proposed for 300 2nd St S & 428 2nd St S.

The DMNA Board of Directors heard presentations from BKV Group and Eagle Iron Partners on November 13, 2012, January 8, 2013, and February 12, 2013. BKV presented the site plan, the HPC Certificate of Appropriateness application, as well as the variance request to allow Eagle Iron Partners to increase the maximum floor area of retail use from 8,000 to 15,000 square feet.

After meeting with Eagle Iron Partners and BKV Group on several occasions, the DMNA Board passed a motion at its February 12, 2013, board meeting in support of the site plan for the Mill City Quarter project, along with the Certificate of Appropriateness and variance request. The DMNA Board believes this project will be an excellent addition to the Downtown community.

If you have any questions about this letter, please feel free to contact me at christie@hutchtel.net, or 320-583-4573. You may also contact the DMNA Land Use Committee Chair, Andy Hauer, at andyhauer@yahoo.com, or DMNA Board Chair, Gerry Ewald, at gerrye@g2group-mn.com.

Sincerely,

Christie Rock
DMNA Neighborhood Coordinator

Cc: Carrie Flack, City of Minneapolis CPED
Gretchen Camp, BKV Group
Gerry Ewald, DMNA Board Chair
Andy Hauer, DMNA Land Use Committee Chair
Ward 7 Council Member Lisa Goodman

Contact Ward 7 - Lisa Goodman

Name*

E-mail Address*

Phone Number

Phone Type

Address*

City

State Zip Code*

This field is required.

Question/Comment*

Information you provide is subject to the Minnesota Government Data Practices Act. This law classifies certain information as available to the public on request.

Last updated Jan. 5, 2012

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Minnesota
Historical Society

STATE HISTORIC PRESERVATION OFFICE

Using the Power of History to Transform Lives
PRESERVING SHARING CONNECTING

June 25, 2013

Charlene Roise
Hess, Roise and Company
The Foster House
100 North 1st Street
Minneapolis, MN 55401

RE: Construction of Mill City Quarter Apartments at 3rd Ave. S & N. 2nd St
Minneapolis, Hennepin County
SHPO Number: 2013-2275

Dear Charlene:

Thank you for sending us "Version 2" of the schematic design for the above-referenced project. Our comments are based on the responsibilities given the State Historic Preservation Officer by the National Historic Preservation Act of 1966 and implementing federal regulations at 36 CFR 800.

As we are all aware, this project must be designed sensitively in order to be compatible with the St. Anthony Falls Historic District.

The drawings have been reviewed by our historic architect, Natascha Wiener, with the following comments:

This design is much improved from the last, but I feel the amount of metal is rather overwhelming. I would recommend an increase in the height of the stone base. If desired, the designer could vary the base height and create a more interlocking form. This would add variation at a large scale.

Please respond to these comments in your next design submittal. Meanwhile, if you have any questions on our review, please contact Natascha Wiener at (651) 259-3462.

Sincerely,


Mary Ann Heidemann, Manager
Government Programs and Compliance