

KSE BALL ARENA REDEVELOPMENT
DRAFT LARGE DEVELOPMENT FRAMEWORK
1000 CHOPPER CIRCLE

Property Legal Description: See Attachment A – Legal Description

Subject Property Owner: Kroenke Arena Company LLC
1000 Chopper Circle
Denver, CO 80204

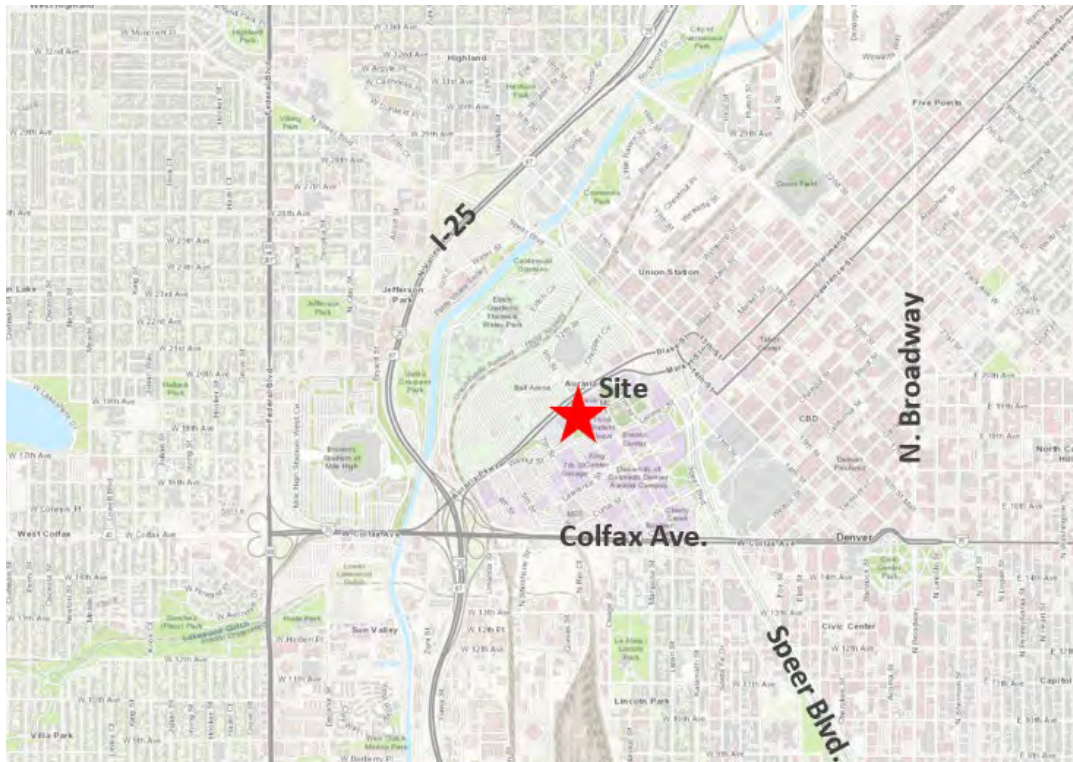


Figure 1 – Area Map

This Framework shall apply to the property, and requirements forthwith shall be applicable to all owners, successors and/or assigns until such time as this document is formally amended or withdrawn pursuant to DZC Section 12.4.12.

Table of Contents

I. Executive Summary..... 3

II. Determination of Applicability..... 6

III. Purpose of the Framework 6

IV. Applicant and Owner Information..... 7

V. LDR Boundary 8

VI. Adopted Plan Guidance 9

VII. Equity 9

VIII. Anticipated Outcomes & Project Commitments 9

IX. Development Review Process..... 18

X. Formal Agreements Anticipated 23

XI. Community Information Meeting..... 23

XII. Large Development Framework Summary 24

XI. Approval..... 25

I. Executive Summary

1. Project Overview

- a. The Kroenke Sports & Entertainment (“KSE”) Ball Area Redevelopment team proposes to rezone the properties owned by KSE to zoning consistent with the Denver Zoning Code, and to develop the site into a new neighborhood in downtown Denver. Ball Arena will be renovated in-place and new buildings designed for entertainment, office, retail and housing uses will be constructed around the existing structure (the “Project”). Highlights from the applicant’s summary include:
 - i. A complete, connected, and inclusive neighborhood
 - ii. A comprehensive approach to open space for public use
 - iii. Approximately 10-12 million gross square feet of mixed-use, office, retail, and housing
 - iv. Strong connection to nearby areas such as The River Mile neighborhood, the Stadium District, the Auraria Campus, and downtown Denver

2. Area Context

- a. The 70-acre site is located north of the Auraria Parkway, between the Burlington Northern Santa Fe (“BNSF”) / Regional Transportation District (“RTD”) rail corridor and Speer Boulevard. The property is located in Council District 9, Council District 3 after July 2023, and it is currently zoned C-MU-30 with waivers. A portion of the site lies within the FEMA mapped 100-year floodplain, although improvements to the floodplain are proposed that will significantly reduce its impact in this area. Refer to Stormwater & Wastewater, Floodplain and Waterways in Section 8 of this document.
- b. The applicant’s proposal includes significant improvements to enhance and create strong connections between the Project and the surrounding neighborhoods, parks, trails, and various destinations throughout Downtown Denver.

3. Proposed Land Uses and Intensities

- a. The Project includes a new street grid system throughout the site to connect the Property to the surrounding neighborhoods and to create an urban form for the Project. The existing surface parking lots were a result of the needs for Ball Arena at the time of initial development. However, the needs that influenced the current use of the Property are evolving, and the Project plans shift how parking will be accommodated now and into the future. The Project proposes diverse housing, retail, entertainment, educational uses, job creation and business incubation, office, open space, and important trail and pedestrian connections.
- b. The proposed land uses and intensities are intended to take advantage of the envisioned density in the Downtown Area Plan Amendment and the allowed intensity in the Downtown Central Platte Valley zone districts. The Downtown Area Plan Amendment supports increased density envisioned by the Project, to achieve this density a modification, amendment, or revision of the Old City Hall View Plane may be necessary.

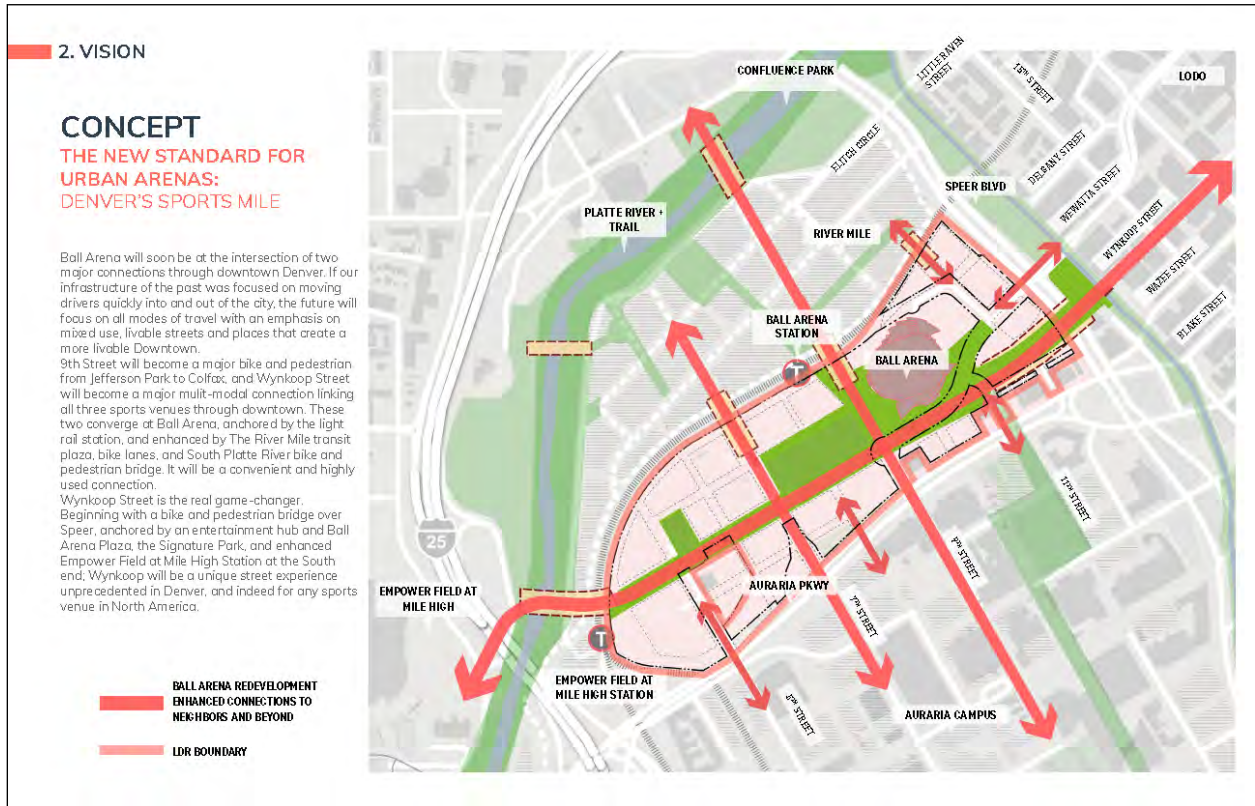


Figure 2 – Concept Plan

4. Infrastructure Changes

- a. Based on the project needs, the infrastructure changes include but are not limited to:
 - i. A network of streets creating lots and blocks for vertical development
 - ii. A network of sidewalks, pedestrian connections and bicycle facilities that support the pedestrian movements within the Project and the future pedestrian movements from and through adjacent neighborhoods
 - iii. A network of parks and opens spaces to serve the neighborhood
 - iv. A network of bridges, including the 7th Street bridge that will be constructed in conjunction with The River Mile development
 - v. Mitigation of potential flooding. It is anticipated that the River Mile project will make significant improvements within the South Platte River that will significantly improve the floodplain. If the timing of the floodplain improvements proposed by the River Mile project impact this Project, the applicant can adjust the floodplain development approach for the Project to comply with all necessary floodplain requirements. Refer to Stormwater & Wastewater, Floodplain and Waterways in Section VIII of this document

5. Park and Open Space Concepts

- a. The concept plan shows approximately 10 acres devoted to parks and open space around Ball Arena, with additional improvements adjacent to the proposed Speer Boulevard bridge landing. The parks and open space proposed will include a signature park, as well as neighborhood parks within the Project. Refer to Parks & Open Space in Section VIII of this document.

6. Access and Permeability

- a. A connected neighborhood is a guiding principle for the Project. From the Auraria Campus to Jefferson Park, from Union Station to Sun Valley, from LoDo to Lincoln Park, the Project is intended to be a connector for downtown neighborhoods through an extensive public realm, mixed with mobility infrastructure.

7. Development Phases

- a. The Project will be built in phases in response to then-existing market conditions. The Applicant anticipates that the first phase will focus on enhancements to Ball Arena, the activation of Speer Boulevard, and the pedestrian connection between the Project and Downtown Denver over Speer Boulevard. Additional phasing decisions will be based upon numerous factors such as market demand, project financing, absorption, and other similar factors.

II. Determination of Applicability

On April 5, 2022, a Pre-Application Meeting was held with the city's Development Review Committee (DRC) to discuss the proposed KSE Ball Arena Redevelopment. Following the meeting, Staff presented the information to the Executive Development Review Committee composed of high-level leadership from multiple agencies. Based on the applicant initiated Large Development Review process and pursuant to Section 12.4.12.2 of the Denver Zoning Code (DZC), the DRC has determined that the Large Development Review (LDR) process is applicable to this project. Factors that contribute to LDR applicability included:

- The need for a coordinated master framework;
- The gross land area of the project;
- Infrastructure improvements needed for the project; and
- The proposal for rezoning.

In addition, the Downtown Area Plan Amendment has identified the need to achieve the following objectives:

- A prosperous city with a mix of land uses;
- A walkable city with a connected multimodal street network, place for pedestrians, robust bicycle network, strong mobility hub and the use of Transportation Demand Management;
- A diverse city with a range of housing options and a diverse community;
- A distinctive city with a variety of building intensities, high quality design, and unique branding and identity; and
- A green city with vibrant parks and public spaces, a healthy South Platte River and resilient infrastructure.

III. Purpose of the Framework

This Large Development Framework (LDF) documents the required regulatory applications and review, sequencing of applications and reviews, and high-level project requirements for the redevelopment of Ball Arena Redevelopment. The LDF is required per Section 12.4.12 of the Denver Zoning Code (DZC) following determination by the Development Review Committee (DRC) that the proposed development is subject to the Large Development Review (LDR) Process.

This LDF is intended to:

- Document the project as initially proposed
- Document initial feedback from the community
- Provide for the coordinated assessment of general land development proposal
- Ensure that development in the LDR area is consistent with City Council adopted plans
- Ensure that development in the LDR area will implement adopted plan policies related to infrastructure, open space, and public parks, as applicable, by establishing the appropriate timing and requirements for subsequent regulatory steps, submittals and approvals.
- Establish known project requirements based upon the scope of the development proposal

The high-level project requirements outlined in this LDF are based upon initial assessment of the proposed development against adopted plans, studies and regulatory programs as identified in this framework and may change based upon the outcome of project reviews and negotiation with the City.

The LDF addresses the scope and information required pursuant to the Denver Zoning Code, but also includes additional information that may be used to guide future development of the site. Such additional information, to the extent it represents the application and implementation of recommendations in adopted plans and/or provisions of the Denver Zoning Code or Denver Municipal Code, will be considered and, as applicable, incorporated into the contemplated development of the site. Other additional information not listed Sections VIII & IX of this document identify potential opportunities to improve the development but will not be required in connection with such development.

The LDF is not a development agreement between the City and County of Denver and the Applicant. Nothing in this LDF prescribes a specific or guaranteed project outcome, but outlines expectations of the project and process requirements.

All formal plan and technical reviews and permitting shall occur in accordance with the prescribed application and review process identified within this LDF document. Further, they shall be reviewed and permitted in accordance with process and procedures for each regulatory application established in the Denver Zoning Code, City and County of Denver Municipal Code, or any applicable adopted Rules and Regulations of the City and County of Denver, as applicable. Conflicts between this LDF and the foregoing regulations shall be resolved in favor of such regulations.

IV. Applicant and Owner Information

Applicant:

ZGF Architects LLP

Sadie Cline

1800 Wazee Street

Denver, CO 80202

Sadie.Cline@zgf.com

ksullivan@fostergraham.com

Property Owner:

Kroenke Sports
Entertainment

Bruce.Glazer

1000 Chopper Circle

Denver, CO 80202

Bruce.Glazer@teamKSE.com

Matt.Mahoney@teamKSE.com

Property Owner:

Auraria High Education
Center

Colleen Walker

1380 Lawrence Street
Suite 610

Denver, CO 80204

Colleen.Walker@ahec.edu

Property Owner:

Landric Enterprises, LLC

Landon Scott

1455 Lipan Street

Denver, CO 80223

LScott@centricelevator.com

V. LDR Boundary

The 70-acre site is primarily owned by Kroenke Arena Company LLC and is located north of the Auraria Parkway, between the BNSF/RTD rail corridor and Speer Boulevard. The boundary for the LDR shall include the 70-acre site that currently includes the Ball Arena, the surrounding parking lots on the east and west sides, and excludes the Scott's properties known as 500, 501 and 551 Wazee Street. Refer to **Figure 3 – LDR Boundary**.

THE BALL ARENA PROPERTIES AND LDR BOUNDARY



Figure 3 – LDR Boundary

VI. Adopted Plan Guidance

The City's adopted Plans, studies and/or regulatory programs provide clear and sufficient guidance for review of the proposed large development project and will serve as a basis for providing project process and requirements. Please refer to the Attachment C – Final Scope for a summary of adopted plan guidance.

VII. Equity

Equity is when everyone, regardless of who they are or where they come from, has the opportunity to thrive. Where there is equity, a person's identity does not determine their outcome. As a city, equity is advanced by serving individuals, families, and communities in a manner that reduces or eliminates persistent institutional biases and barriers based on race, ability, gender identity and sexual orientation, age and other factors. Refer to the Attachment B - LDR Application, Equity Brief for more information as well as the Economic Development & Opportunity in Section VIII of this document.

VIII. Anticipated Outcomes & Project Commitments

This section identifies desired outcomes and project commitments that will be fulfilled during subsequent processes and during development. See Section VIII for Development Review Process.

1. Land Use & Site Design

- a. Rezoning is proposed and at the time of this LDF, the applicant understands that this Large Development Framework is in anticipation of the completion of the rezoning. Additionally, other processes such as the Infrastructure Master Plan are contingent on the completion of the rezoning. Anticipated topics to be addressed with or before the rezoning include:
 - i. High impact affordable housing compliance plan
 - ii. Review and discuss the Amended Arena Trust Agreement regarding the duration Ball Arena and associated professional sports team's franchises will remain in their current location
 - iii. Parks and open space commitments
 - iv. Basic infrastructure needed to support the future neighborhood
- b. High quality sustainable infill development will be achieved by
 - i. Enhanced open space that incorporates publicly accessible open space for new residents and neighbors adjacent to the site will be achieved through parks and open space commitments. See Parks & Open Space section below.
 - ii. Diversity in housing options will be achieved through housing commitments. See Affordable Housing section below.
 - iii. Project will emphasize ground level activation to further enhance the public realm and support the existing neighborhood-serving retail.

2. Urban Design Overview

The Project, together with The River Mile project and the new master plan for the Auraria Higher Education Campus, play key roles in the future of Downtown Denver. New higher density, mixed-use development on these sites will expand the Downtown core to the west of Speer Boulevard, making Speer Boulevard the central spine of the city center and a gateway to Downtown. For this reason, the Project should strengthen connections to the existing and planned urban fabric in all directions, with particular attention towards Speer Boulevard and Auraria Parkway, which should be thought of as front doors to the development, as well as over the Consolidated Main Line and across the South Platte River towards Empower Field at Mile High.

- a. The following design objectives have been identified by the City and the Applicant to achieve these shared goals:
 - i. Pedestrian connections to and from the site across Speer Blvd. and Auraria Pkwy will be enhanced and feel inviting and safe. The pedestrian environment will be prioritized throughout the site, including the edges, and the public realm should feel inviting, lively and safe for all users and at all times of the day and night.
 - ii. Ground floor active uses and active design treatments of the building bases will be provided along major connectors.
 - iii. Chopper Circle to Wynkoop St. will be envisioned and designed as a major connector through the site. The street will be designed as a multi-modal public street, with appropriate space for pedestrians, bikers and other forms of alternative to access the site.
 - iv. The public plaza in front of the arena will be designed for game days and days when no events are planned in the arena. Ground floor uses within the arena will be located facing the plaza to activate the space throughout the day and year-round. (e.g., café/restaurant, teams store).
 - v. Taller buildings, coupled with an active ground floor presence, will enhance and prioritize the public realm along 7th St., Wynkoop St., and around the transit stations to capitalize on transit access.
- b. When the subject properties are rezoned to D-CPV, the adopted urban design standards and guidelines will apply to the project. The City will be conducting design review against the adopted standards and guidelines, and the project will be expected to comply.

3. Transportation & Mobility

The City and the Applicant place the highest priority on pedestrian safety and there is a shared desire to address the connectivity issues presented by Speer Boulevard. The Speer Boulevard corridor is a dynamic mobility spine for the City, and it is imperative to address the City's vision for Speer Boulevard, as well as integrate the Project improvements into a cohesive concept for the entire transportation network along this corridor, including street level activation.

The City is conducting a land use and transportation study of Speer Boulevard and the Cherry Creek trail. Strategies identified through the Cherry Creek & Speer Blvd. Vision & Realignment Feasibility Study (the "Vision Study") will knit together the urban fabric of Downtown, physically and socially, at the Cherry Creek and Speer Boulevard. The connected vision for the corridor will restore its role as gateway to the core of the City, provide enjoyment of the Cherry Creek and improve access to open space with opportunities to linger and enjoy nature in the heart of the city. Plans and

improvements approved for the Ball Arena redevelopment shall not preclude achieving the city’s vision developed through the Vision Study.

a. Speer Boulevard Pedestrian Bridge:

- i. Finding a solution that allows the Ball Arena project to move forward on a reasonable timeline, while allowing the City to pursue its vision for Speer Boulevard, is a priority.
- ii. In an effort to partner with the Project team in pursuit of the best development outcome, the City and the Project team will work together to develop a path forward for a pedestrian bridge over Speer Boulevard. To provide this initial support, the applicant team commits to the following:

- The Speer Boulevard Pedestrian Bridge design process will account for a bridge span that includes the ultimate right-of-way width for Speer Boulevard. This design consideration will provide flexibility to the City as it considers various options to utilize the right-of-way differently to reimagine Speer Boulevard.
- The Project team will participate in the Vision Study to allow real time integration of concepts from the Vision Study into the design of the pedestrian bridge and assurance that the pedestrian bridge, and abutments, will not preclude a future at-grade crossing of Speer Boulevard.
- Future pedestrian and intersections improvements are anticipated at intervals along Auraria Parkway, Market Street, and Wazee Street that are in alignment with recommendations from the Vision Study and project phasing.
- Prioritization of street-level activation.
- New or reconfigured street cross sections will be designed in accordance with Denver Transportation standard details, unless deviations accepted by DOTI.

b. Empower Field at Mile High Station: The city values all the mobility connections to the surrounding neighborhoods and staff believes they are necessary for the success of the project.

c. 7th Street Full Modal Bridge: The 7th Street Full Modal Bridge is critical to both the River Mile project, as well as the Ball Arena project. In the Mobility Study, interim and ultimate conditions will need to be identified.

d. Ball Arena/Elitch Gardens Station: The City agrees that a replacement of the pedestrian bridge to the Ball Arena/Elitch Gardens RTD transit station is needed to address functional issues, aesthetics, etc. Capacity of the platform at the station needs to serve the future demand and the location needs to be functional for both developments and the transportation network.

e. The Project aims to maximize the opportunities that the existing transit options provide, and further develop this benefit for existing and future residents of the City. The Regional Transportation District (“RTD”) will be an important partner in analyzing proposed changes to the existing transit stations, as detailed in Attachment B - LDR Application. RTD will have a robust review process to consider any modifications to the existing transit stations within the Project.

f. Chopper Circle and Connection to Speer: Of particular importance is the establishment of a full-modal route connecting the Wewatta/Chopper intersection at Speer Boulevard with future Wynkoop, the project’s internal spine. Substantial reconfiguration of the right-of-way may be considered for the Wewatta/Chopper intersection and its extension into the site, but a full modal

connection at Speer is required, and required to connect with the rest of the Project’s internal street grid.

4. Transit Oriented Design

- a. The Project will enable mixed-use development adjacent to the downtown core, where transit infrastructure is already in place. The Project is designed to capitalize on the transit stations and additional multi-modal infrastructure adjacent to and within the Property. Further, the Project aims to make important multi-modal connections over and through many existing barriers that surround the Property to improve safety, comfort, and propensity to walk, bike, use transit. The Project strives to accomplish mode shift and meaningful reductions to single occupancy vehicle trips. These mode shifts will also contribute to broad public benefits such as the following:
 - i. Reducing demand, maintenance, and upgrade costs for roadway and parking infrastructure
 - ii. Freeing development resources for more productive spaces and amenities
 - iii. Maximizing the public value derived from investments in transit and multi-modal infrastructure
 - iv. Supporting the economy through greater commute flexibility and greater access to jobs, housing, and community assets
 - v. Protecting the environment and promoting public health by reducing emissions of greenhouse gases and other pollutants
 - vi. Promoting public health by improving air quality and promoting physical activity

5. Community Facilities and Services

- a. Within the Infrastructure Master Plan, community facilities and services shall be analyzed and addressed. Categories include but are not limited to: educational facilities, daycare facilities, libraries, health care facilities, fire protection, police protection, and utility needs such as electrical substations.

6. Parks & Open Space

- a. Objective: The Project will include a comprehensive approach to parks and open space. This is a critical aspect to the Project’s future success, from the City’s and the applicant’s perspective. The parks and open space will help create a complete neighborhood, as the open spaces will serve people who live, work, and visit the area. The plan will create a rich diversity of parks for the downtown area and make critical bicycle and pedestrian connections across and over physical barriers that have previously precluded access and connectivity from the Project site to various existing and planned amenities. Parks and open space within the Project are a priority because the areas will provide active and passive outdoor space for a variety of needs including but not limited to the following: concerts, performances, events, active recreation, passive recreation and natural habitat within an urban environment. The applicant recognizes the City’s priorities and needs identified in the LDR Final Scope, and further identified in the City’s adopted plans outlined in Section VI of this LDF. These City priorities include developing a sustainable tree canopy, addressing equitable park access Downtown, creating parks for diverse users, meeting parks infrastructure needs, supporting a recreational Downtown, and strengthening Denver’s climate resilience.
- b. Commitments for the IMP Process:
 - i. The applicant commits to work in collaboration with Denver Parks & Recreation during the IMP process to establish a measurable and well-defined and package of parks infrastructure, which should be completed with the Project through on-site improvements, and potentially additional off-site improvements, to address the impacts of the Project.
 - ii. Through this collaborative process, the Project will deliver a creative package of commitments for parks and open space land and improvements to meet the goals, objectives, and requirements of the Project and the City. The commitments will support Denver Parks and Recreation and inter-agency planning documents, initiatives, and policies, including Game Plan for a Healthy City, The Outdoor Downtown, Denver Parks and Recreation Strategic Acquisition Plan, Parks Designation Policy, and Downtown Area Plan Amendment.
 - iii. The applicant will produce a matrix in collaboration with Denver Parks and Recreation, supported by plans and maps, during the IMP process that details the following descriptors for each of the parks and open space commitments, which may include on-site and off-site improvements, to be provided with the Project: acreage, description of the program/features, rough order of magnitude cost estimate, anticipated ownership, anticipated maintenance entity, and phasing and development triggers.
 - iv. The collaborative IMP process described above will also establish agreement between the City and the applicant regarding the ownership, maintenance, and events programming of the parks. The details of this arrangement will be formalized in an agreement between the applicant and the City during the IMP process.
 - v. During the IMP process, the applicant will meaningfully engage with the community to gather additional input that informs the final package of park improvements proposed with the Project. In addition, the applicant will provide meaningful public engagement opportunities through the master plan and final design for the parks within the Project and will clearly demonstrate the impact that public input has had on final design outcomes. The applicant commits to create a planning and design process in collaboration with Denver Parks & Recreation that values diverse community input.

c. High-Level Parks & Open Space Requirements for the Project:

- i. High-Level Requirements for Amount of Open Space Improvements: The Project will provide enough parks and open space improvements to address the Project impacts. It is the goal of Denver Parks & Recreation to grow the Level of Service (LOS) of Downtown Denver, currently defined as 3.4 acres per 1,000 residents. The Project’s anticipated density and urban design will likely prevent it from meeting the LOS target. The parks and open space needs of future residents may be addressed through a combination of the following:
 - On-Site Improvements: A minimum of 12% of the Net Developable Area perpetually set aside as publicly accessible parks and open space, as required by DZC 10.8.1.
 - Off-site improvements: During the IMP process, the applicant and the City may identify improvements off-site of the Project that meet the parks and recreation needs of the Project’s residents, visitors, and users. The off-site improvements may include off-site park land, completion of the River Mile Recreation Center, or contributing to improvements of existing or future parks.
- ii. High-Level Requirements for On-site Park Typologies: In order to meet the objective of providing a diverse network of parks and open space that serve both active and passive recreation needs, the project will include at a minimum:
 - A signature park that is approximately 3.5 - 4.25 acres. The signature park will be designed and constructed to become the heart of the development and the entire Auraria neighborhood. With activation from the surrounding buildings, the active Wynkoop corridor and the potential Arena events, this flexible and community-focused space will ground the entire development.
 - The signature park will include a flexible space for entertainment and community-related programming. The signature park will extend and enhance the activities occurring at the Ball Arena, creating a special place for events, festivals, concerts. The applicant recognizes the need for working in partnership with Denver Parks and Recreation to identify the recreational amenities the signature park will include.
 - It will also be important that the signature park, regardless of its ultimate ownership, includes the opportunity for regional detention and water quality for new and existing public facilities such as the internal street network created by the Project. The character of this infrastructure will be determined in the IMP. The design cannot inhibit daily park use and the degree to which the stormwater component of the signature park contributes to the overall park and open space requirement will be determined in the IMP.
 - Neighborhood parks that are designed to provide year-round recreational activity, serving multi-generational needs of residents within the Project.
 - Several plazas, including a transit-oriented plaza and a plaza adjacent to the arena. These plazas will provide gathering places, regional bicycle and pedestrian access, leisure space, shade and sun aspects, and water quality features. The degree to which these spaces provide recreational and ecological benefits will determine how much they contribute to the overall park and open space requirement.

- Enhanced streetscapes that include features such as amenity spaces, seating, enhanced plantings, water quality, pedestrian focused travel, bicycle facilities and shade elements. The degree to which these spaces provide recreational and ecological benefits will determine how much they contribute to the overall park and open space requirement.

7. Landmark

- a. The Speer Boulevard pedestrian bridge and certain open space components of the Ball Arena project will fall within the boundaries of the Speer Boulevard Historic District (ordinance no. 604, 1988) and the Lower Downtown Historic District (ordinance no. 109, 1988). Any work within the district boundaries that requires a building or zoning permit will require review and approval by Denver Landmark Preservation, in accordance with the review process established in Chapter 30 of the Denver Revised Municipal Code. Additional detail on this topic is provided in Attachment C – Final LDR Scope.
- b. Any buildings proposed for demolition will be required to receive a total demolition permit which requires submittal to CPD’s Landmark Preservation team for review to determine if the building(s) are eligible for historic designation which must be determined before a demolition permit can be obtained.

8. Affordable Housing

- a. This Project is subject to the requirements of the Expanding Housing Affordability (“EHA”) ordinance, as outlined within Chapter 27 of the DRMC. As the Project is more than 10 acres, and also because the Project intends to utilize metropolitan district financing, it meets the criteria for a High Impact Development, as defined by the DRMC. The applicant will work collaboratively with the Department of Housing Stability (“HOST”) to develop a compliance plan that exceeds the relevant standards set forth in the DRMC and the goals of the HOST Strategic Plan, the City’s comprehensive plan goals and small area plans applicable to the area. The applicant shall provide documentation to HOST to detail outreach to the surrounding community, including but not limited to the organizations and individuals engaged, and how the proposed compliance plan is responsive to the community input obtained through public outreach.
- b. The City expects the High Impact Compliance Plan to be negotiated with HOST, ultimately reviewed by referral agencies such as CPD, and presented to City Council concurrently with the rezoning application.

9. Stormwater & Wastewater, Floodplain and Waterways

- a. Through the IMP process, the Project will be required to fulfill all City requirements for stormwater design, including an approved Stormwater Master Plan. More specifically, the Project will meet City requirements of stormwater detention, water quality, and conveyance through a stormwater master drainage report and plan set. A sanitary master design report and plan set will also be provided
- b. Floodplain. A portion of the Project lies within the Federal Emergency Management Agency (FEMA) mapped 100-year floodplain of the South Platte River. The Project will move forward under “Floodplain Plan A”, accounting for regulatory floodplain in the design as required under the City’s Floodplain Ordinance. The applicant team acknowledges that the project is subject to more restrictive of Floodplain, or Denver flow depth modeling and Minimum Lowest Opening

Elevation (MLOE) requirements. A no impact, no rise analysis is required for floodplain and flow depth mapping.

There are proposed floodplain improvements (the “River Mile Floodplain Improvements”) associated with the adjacent River Mile neighborhood that would benefit the Project and substantially reduce or eliminate the impact of the 100-year floodplain on the Property. “Floodplain Plan B” shows how the Project would benefit if the proposed River Mile floodplain improvements are completed and documented through a FEMA approved Letter of Map Revision (LOMR), showing floodplain has been removed from the Project on an effective FEMA Flood Insurance Rate Map (FIRM). The Project will conform with City and County of Denver’s Floodplain Ordinance, Rules and Regulations for any work in the regulatory floodplain. The Project also proposes (off-site) work that may impact the Cherry Creek floodway. Detailed hydraulic analysis will be completed as required for any impacts to the Cherry Creek floodway or Cherry Creek floodwalls. Depending on those impacts, a FEMA approved Conditional Letter of Map Revision (CLOMR) may be required prior to approval of the design documents for that work. Which will be followed by a LOMR package submittal to FEMA within 6 months of completion of that work to document modifications the Project had on the Cherry Creek floodway.

10. Economic Development & Opportunity

- a. Access to Opportunity: The program mix for the Project includes potential for the creation of rental and ownership retail spaces with uses that will bring additional services to residents of Downtown Denver such as grocery stores, pharmacies, banks, coffee shops, etc. The Project plans to provide affordable housing with access to RTD stations. The Project is planning an extension of the street grid that includes pedestrian, bicycle, and vehicular connections to the surrounding area. The Project proposes a commitment to providing over twelve percent (12%) of the land area as parks and open space.
- b. Vulnerability to Involuntary Displacement: The Project is exploring potential partnerships with the neighboring universities, space for daycares, student housing, and incubator spaces as ways of ensuring opportunities for educational attainment. The Project includes a wide variety of housing options and bedroom counts. The Project aims to complement the housing plan being implemented at River Mile.
- c. Housing Diversity: The Project will develop a robust and equitable housing plan in partnership with the City that will include diverse housing options through the Project, provide for income-restricted units, and provide a diversity of bedroom counts.
- d. Job Diversity: As the Project progresses, there will be a variety of workplace environments and job opportunities, including varying businesses, services, retail, and facilities for career development.

11. Sustainability & Climate

- a. The Applicant is exploring a creative sustainability program for Ball Arena, as described in the Attachment B - LDR Application, A Sustainable Community (page 55). This will serve as a model that can be continued through the development of this property by prioritizing substantial carbon reductions, sustainable water management, mixed mobility, and healthier outcomes for the community. The areas of sustainability that the applicant intends to pursue include the following:

- i. Passive design for buildings, utilizing smart and low-cost strategies to limit energy needs
- ii. Water efficiency for buildings and the landscape
- iii. Low carbon living and a focus on clean energy sources, including electricity and thermal
- iv. A walkable neighborhood, creating important connections to amenities and more opportunities for passive recreation
- v. Integrated green spaces that provide open space, habitat, recreation, and have positive effects on reducing the heat island effect

12. Environmental Quality

- a. The Environmental Quality Division (“EQD”) is aware of various environmental conditions associated with the site. These include the historical releases of petroleum documented at and near the property, the historical industrial operations at and near the property, and the property’s inclusion in the Voluntary Cleanup & Redevelopment Program (“VCUP”) due to impacts related to the various historical uses of the site. As part of the VCUP process, EQD is aware that some contaminated material was left in place across the property. As such, it is recommended that a Development Agreement (“DA”) be developed for Right-of-Way dedications and for any other conveyances of property including easements, permanent non-exclusive easements, open space, etc. The DA will outline the acceptance criteria for various types of dedications and acquisitions associated with the project and will ensure that all conveyances are in alignment with City Executive Order 100 (XO 100).

13. Development Financing

- a. It is anticipated that one or more metropolitan districts will be utilized to fund certain public improvements within the Project. The applicant will work with the Department of Finance to facilitate any metropolitan district(s) creation for the site.

IX. Development Review Process

1. The following processes have been identified as necessary for this project. The details on content for each of the processes are intended to highlight anticipated scope and they are not intended to preclude additional topics that may need to be addressed as the project is being formally reviewed.
2. Table 1 shows the required applications to be submitted for review, the sequencing of initial application submittals, where approval authority is vested, and the sequencing of final action on the application. Explanation of the terms used in the table is as follows:
 - a. Application Type: The name of a required regulatory process/application or city agreement.
 - b. Prerequisite applications: Applications that must be submitted prior to the subject line application being submitted.
 - c. Approval Authority: The entity vested with approving a development application per adopted City regulations.
 - d. Final action sequencing: Timing of final action of each application and its relationship with final action sequencing of other applications.
3. The development sequence below is based on the assumption that the applicant is willing to pursue the Large Development Review and an Infrastructure Master plan in advance of the rezoning.
4. Table 1 is divided into three large categories consisting of similar application types that are generally submitted sequentially; however, concurrent submittals may be permissible:
 - a. Planning & Zoning Processes – these applications result in zoning entitlements for development and serve as a basis of design for all subsequent applications.
 - i. Applications within the Initial Planning & Zoning category must be submitted, reviewed and approved prior to submittal of any approval for horizontal or vertical development.
 - ii. Concurrent submittals and review may be permitted upon approval by the Project Coordinator and other development review agencies.
 - b. Horizontal Infrastructure Entitlements – the required applications needed to master site plan the project into development parcels, zone lots, rights-of-ways, and main infrastructure needed to service the development.
 - i. The Horizontal Infrastructure applications may be submitted for the entire site or may be broken into different phases as identified in applicable regulatory applications, such as an Infrastructure Master Plan. If phased, the sequencing and final action of the applications are applicable to that phase.
 - c. Vertical Development Entitlements - Anticipated applications required to support vertical development on individual sites within the overall development.
 - i. The Vertical Site Development category identifies anticipated applications. Because requirements for site development can vary from one site to another, actual requirements will be determined at the time of concept plan submittal application required as part of Site Development Plan review.

Table 1a: Development Review Process and Sequencing

| Application Type | Prerequisite Application(s) | Approval Authority | Final Action Sequencing & Concurrency |
|--|-----------------------------|---|--|
| Planning & Zoning Processes | | | |
| Rezoning | LDF | City Council | Rezoning, Development Agreement and IMP may be reviewed concurrently; however, the rezoning must be approved prior to IMP approval. |
| <p>Notes:</p> <ul style="list-style-type: none"> Community Engagement - In addition to the community information meeting required through the LDR process, staff anticipates outreach during the rezoning process. To understand the basic infrastructure needs of the project, a comprehensive submittal and review of the Infrastructure Master Plan is required prior to the rezoning public hearing. | | | |
| Development Agreement | LDF | TBD based on the City Charter | If required, a Development Agreement that requires City Council approval shall be presented to City Council concurrently with the rezoning |
| <p>Notes:</p> <ul style="list-style-type: none"> Due to the request for vesting, a development agreement is required and will require City Council approval. The Development Agreement is anticipated to include but not be limited to: vesting, affordable housing, parks & open space and infrastructure. | | | |
| Metropolitan District Service Plan | LDF | City Council | Service Plan is anticipated to be presented to City Council concurrently with or after the rezoning and the development agreement. |
| <p>Notes:</p> <ul style="list-style-type: none"> Service Plan will need to be reviewed by the Department of Finance. | | | |
| Speer Bridge Review and Approval Process | LDR | City Council CPD, Real Estate, DOTI | Final bridge approval may occur prior to IMP and plat approvals provided all staff comments are satisfied. |
| <p>Notes:</p> <p>Staff anticipates questions and comments about the proposed pedestrian bridge at the time of rezoning so the applicant is encouraged to continue working with staff prior to the rezoning to achieve a mutually agreeable design.</p> <p>Anticipated Process for Speer Bridge (pedestrian bridge crossing Speer Blvd. in the approximate alignment of Wynkoop Street)</p> <ol style="list-style-type: none"> a. Overall <ol style="list-style-type: none"> i. Bridge as ‘package’ with 3 separate approvals (moving forward together) ii. City design/plan review (intake and referrals through E-Permits) iii. If the bridge design cannot follow the assumption that the landing is outside of the Children’s Playground, there may be additional legal reviews and Council approval processes. b. Cherry Creek Side <ol style="list-style-type: none"> i. Pre review before going to public review ii. Design process <ol style="list-style-type: none"> i. Identification of design parameters | | | |

Table 1a: Development Review Process and Sequencing

| Application Type | Prerequisite Application(s) | Approval Authority | Final Action Sequencing & Concurrency |
|------------------|--|--------------------|---|
| | <ul style="list-style-type: none"> ii. (Assumption that the Children’s Playground will not contain bridge abutments or other bridge structures) iii. Community outreach process: <ul style="list-style-type: none"> i. Minimum of 2 public meetings led by the applicant with notification to a diverse audience (30-day notification), recorded meeting, online survey, ancillary amenities discussion(s), language interpretation and translation, engagement with previous group(s) who founded playground, communication with targeted stakeholders. Involvement of trails user group if trail is affected. iv. Landmark: See Attachment C – Final LDR Scope v. Floodplain: See Attachment C – Final LDR Scope vi. Real Estate: <ul style="list-style-type: none"> i. The proposed pedestrian bridge over Speer Boulevard is currently contemplated to land in the city owned parking lot adjacent to the Children’s Playground at Speer and Wewatta. This parking lot is currently subject to a lease with a parking operator. ii. The City will need to go through the real estate disposition process to determine if any city agencies require use of this parcel for the future. iii. If that process determines the City does not have a need for the land, then the City can discuss the appropriate vehicle and cost (lease, license agreement, etc.) for allowing the bridge to land on this parcel. iv. Real Estate will need to be engaged in the design process (along with other City agencies) to understand whether there will be any usable land left within the lot for parking or other uses, and ensure no impact to other city owned land. v. Whatever legal instrument(s) is used to allow the bridge to land, it will require the approval of City Council. | | <ul style="list-style-type: none"> C. Public Right-of-Way: Tier 3 Encroachment <ul style="list-style-type: none"> i. Approval for area in right-of-way only ii. Level of completion on bridge drawings DD (more than concept) level drawings <ul style="list-style-type: none"> i. After concept design (agreement) project may begin with encroachment application process ii. Preliminary structural information will be required as needed. iii. Agreement for long term maintenance iv. Survey <ul style="list-style-type: none"> i. Confirm will be needed to ensure the future bridge won’t cross a vacated alley right-of-way. v. Technical improvements after Tier 3 encroachment approval <ul style="list-style-type: none"> i. Full design, structural (final) design, review relative to aesthetic improvements, adjacent approvals. d. Ball Arena Side <ul style="list-style-type: none"> i. SDP + Engineering plans + Building Permit + SUDP for work in the floodplain ii. Design review concurrently with urban design review iii. Public access easement |

Table 1b: Development Review Process and Sequencing

| Application Type | Prerequisite Application(s) | Approval Authority | Final Action Sequencing & Concurrency |
|--|---|--------------------|---|
| Horizontal Infrastructure Entitlements | | | |
| Infrastructure Master Plan | LDR | DRC | Final action approval by the Development Review Committee |
| <p>Notes:</p> <ol style="list-style-type: none"> Infrastructure Master Plan (scaled to the complexity of the project) including but not limited to: <ul style="list-style-type: none"> Mobility Study Sanitary Sewer Study Water supply capability to the area regarding fire flow requirements Parks Study and Concept Plan Affordable Housing Discussion Off-site Improvements Open Space phasing, maintenance and ownership Roadway, bike, and pedestrian network improvements Equity Analysis Floodplain Analysis Since the Scott properties (500, 501, and 555 Wazee St.) are surrounded by the LDF boundary, coordination with the Scotts on the Infrastructure Master Plan (IMP) will be required. The Scotts sent a letter dated December 15, 2022 outlining certain points related to their properties, and these comments will be taken into account during the IMP process. Refer to Attachment D – Scott’s letter | | | |
| Subdivision | All initial Planning & Zoning Processes + IMP | City Council | After all initial regulatory application final action |
| <p>Notes:</p> <ul style="list-style-type: none"> The subdivision plat can be submitted for review at such time that the Infrastructure Master Plan is developed enough to establish right-of-way boundaries, but no subdivision plat can be approved until the Infrastructure Master Plan and its prerequisites are approved. | | | |
| Master SSPR | LDR | DOTI | |
| Master TEP | LDR | DOTI | |

Table 1c: Development Review Process and Sequencing

| Application Type | Prerequisite Application(s) | Approval Authority | Final Action Sequencing & Concurrency |
|--|--|----------------------------|--|
| Standard Site Development Applications | | | |
| Site Development Plan(s) | All horizontal infrastructure applications specific to phase | DRC | After all required horizontal infrastructure applications specific to site are approved. Note: Phase 1 SDP may be approved prior to IMP approval provided staff comments and related requirements are satisfied. |
| Site Specific Engineering Construction Plan(s) for site infrastructure (SSPR, TEP, SUDP/Floodplain Permit, etc) | Concurrent with Site Development Plan | DOTI | Prior to, or concurrently with Site Development Plan |
| Sewer Use and Drainage Permit(s) | Prior to or concurrent with Building Permit | DOTI | After Site Development Plan approval but prior to Building Permit approval |
| Zoning Construction Permit(s) | Site Development Plan | CPD / Project Coordination | After Site Development Plan approval, prior to building permit approval. |
| Building Permit(s) | Site Development Plan | CPD | After Zoning Construction and Sewer Use and Drainage Permit |

X. Formal Agreements Anticipated

It is anticipated that during the various development review processes, the Applicant and the City will negotiate and finalize a number of formal agreements to finalize the specific requirements of the Project and identify commitments, public improvements, community benefits, and other related topics. The table below provides a list of the anticipated agreements, as currently contemplated. The table also provides guidance on the topics and policy issues that will be addressed with each agreement.

Table 2: Formal Agreements Matrix

| Application Type | Development Agreement | Compliance Plan & Agreement with HOST | IGA between metropolitan district and the City |
|---------------------------------------|-----------------------|---------------------------------------|--|
| Affordable Housing | | X | |
| Public Improvements | X | | X |
| Community Facilities, Workforce, etc. | | | |
| Parks & Open Space | X | | X |
| Regional Drainage | | | X |
| Vested Rights | X | | |

***Note: The Applicant may be exploring a Community Benefits Agreement (“CBA”). The City does not enter into or enforce CBAs. Any CBA will be between the Developer and Community RNOs.*

XI. Community Information Meeting

Pursuant to the DZC, the Large Development Review process requires holding a community information meeting. A Community Information Meeting was held on Thursday, September 29th, 2022 from 6 to 7:30 p.m. via Zoom. Invitations were sent per the city’s requirements to individual property owners within the vicinity of the property inviting them to the virtual meeting. Signs with meeting details were posted on the property ahead of the meeting per the city’s requirements. The meeting was attended by 96 members of the community, city staff and representatives of the project team. The project team shared updated plans for the LDR application, answered questions from the neighbors, and shared their contact information for future correspondence. A summary of the neighborhood meeting and questions asked is included in Attachment B – Formal LDR Application, Community Information Meeting Summary.

XI. Approval

The Development Review Committee hereby approves this Large Development Framework upon finding that:

- The LDF identifies the type and sequencing of regulatory and planning tools needed to implement adopted City Council Plans, and
- The LDF establishes a coordinated development review process that ensures the future development of the subject area will address land use, development, infrastructure, open space, public parks, schools and other related issues, as application, in accordance with City Council adopted plans


Adam Phipps (Jul 17, 2023 13:13 MDT)

Jul 17, 2023

Adam Phipps, Executive Director
Department of Transportation & Infrastructure

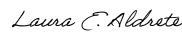
Date



Jul 18, 2023

Allegra Haynes, Executive Director
Department of Parks & Recreation

Date



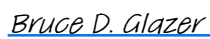
Jul 19, 2023

Laura E. Aldrete, Executive Director
Department of Community Planning & Development

Date

Ownership Acknowledgement

Owner hereby acknowledges the regulatory requirements specified herein for development of the subject property.


Bruce D. Glazer (May 18, 2023 11:27 MDT)

May 18, 2023

Bruce Glazer, Authorized Representative
Kroenke Arena Company LLC
Kroenke Parking LLC


Date



May 18, 2023

Landon Scott, Authorized Representative
Landric Enterprises LLC for Fifth Street LTD, LLC

Date


Colleen Walker (Jun 29, 2023 16:43 MDT)

Jun 29, 2023

Colleen Walker, Authorized Representative
Board of Directors of the Auraria Higher Education Center

Date