

FINAL DRAFT

WELTON CORRIDOR URBAN REDEVELOPMENT PLAN

An Urban Renewal Plan

for the

Welton Corridor Urban Redevelopment Area

DENVER URBAN RENEWAL AUTHORITY

Dated as of ____, 2012

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I. PREFACE AND DEFINITIONS

A. Preface

This urban renewal plan, referenced herein as the Urban Redevelopment Plan, has been prepared by the Denver Urban Renewal Authority (the “Authority”) pursuant to the provisions of the Urban Renewal Law of the State of Colorado, Part 1 of Article 25 of Title 31, Colorado Revised Statutes, 1973, as amended (the “Act”). This Urban Redevelopment Plan describes the framework for certain public undertakings constituting urban renewal projects and other authorized undertakings under the Act in the Welton Corridor Urban Redevelopment Area described in Exhibit A hereto and depicted on the map attached as Exhibit B hereto (the “Urban Redevelopment Area”).

Except as otherwise provided herein or as may be provided in any Cooperation Agreement (defined below), the administration of the Projects (defined below) and the implementation and enforcement of this Urban Redevelopment Plan, including, without limitation, the preparation and execution of any implementing documents, shall be performed by the Authority in accordance with the Act and this Urban Redevelopment Plan.

B. Background of the Urban Redevelopment Area

The Urban Redevelopment Area is comprised of approximately 85 acres and is situated immediately to the northeast of downtown Denver centered around Welton Street. The Urban Redevelopment Area is generally bounded by Broadway Street on the west, Glenarm Place and 24th Avenue on the south, Downing Street on the east and on the north either by California Street or the alley between Welton and California Streets.

The Urban Redevelopment Area encompasses all or portions of 29 city blocks, which are predominantly commercially-zoned due to their proximity to Welton Street and the commercial nature of the area. The Urban Redevelopment Area lies within the Five Points Statistical

Neighborhood, and is the commercially-zoned transition between smaller neighborhood areas of Five Points consisting of Arapahoe Square, Curtis Park, Enterprise Hill and San Rafael. In 2007, the Denver Downtown Area Plan (2007 Plan) identified a strategy for redevelopment within the Arapahoe Square portion of Five Points. The Welton Corridor Urban Redevelopment Area and Arapahoe Square Urban Redevelopment Area encompass the entirety of the Arapahoe Square portion of Five Points and share a border along California Street between 20th and 24th Streets. The 2011 Northeast Downtown Neighborhoods Plan (NEDN Plan) and the Five Points Welton Street Marketplace Vision Plan and Final Report (Five Points Vision Plan) provide guiding principles, recommendations and goals for transforming the Welton Corridor Urban Redevelopment Area into a vibrant, neighborhood serving commercial area with housing, retail and a mix of uses that activate the street.

Historically, the Welton Corridor has been the heart of the Five Points neighborhood, which is one of Denver's oldest neighborhoods and was prominent from the 1860's through the 1950's. The neighborhood was originally home to Denver's aristocracy, housing mayors, governors, and prominent business people. Starting in the 1920's, Five Points had an African American majority population and was known as the "Harlem of the West" for a thriving community with a rich mix of local business and commerce along the Welton Corridor, including over fifty bars and clubs where some of the greatest jazz musicians performed. Starting in the late 1950s, the Five Points neighborhood began to suffer because of drugs, crime and urban flight. Many properties were abandoned, and the larger market found local business conditions unappealing. Although the Blair Caldwell African American Research Library and the Central Corridor Light Rail System represent significant investment in the area, continued commercial investment is still needed to revitalize the Urban Redevelopment Area.

The Authority and representatives of the City and County of Denver (“City”), the Five Points Business District, various community groups and owners of property in the Urban Redevelopment Area have participated in the development of the elements of this Urban Redevelopment Plan. As more fully set forth herein, and in recognition that the Projects proposed pursuant to this Urban Redevelopment Plan will affect the future development of the Urban Redevelopment Area, the Authority, in conjunction with the City, intends to continue a process of public participation in the selection and implementation of Projects.

The creation of the Urban Redevelopment Area as part of the approval of the Urban Redevelopment Plan will allow various public improvement projects to be pursued, and allow assistance to the private sector with financial incentives to encourage Projects, including commercial, mixed-use and housing developments, and other statutorily authorized projects throughout the Urban Redevelopment Area.

C. Definitions

In addition to terms previously defined in the text, the following terms are used in this Urban Redevelopment Plan:

1. The term “Conditions Study” means the blight study dated April, 2012 conducted by Matrix Design Group, Inc. filed in City Clerk File No.
2. The term “City” means the City and County of Denver.
3. The term “Cooperation Agreement” means any agreement between the Authority and the City or any public body (the term “public body” being used in this Urban Redevelopment Plan as defined in the Act) respecting action to be taken pursuant to any of the powers set forth in the Act or in any other provision of Colorado law, for the purpose of facilitating undertakings deemed necessary or appropriate by the Authority under this Urban

Redevelopment Plan. Any such Cooperation Agreement may include, without limitation, agreements respecting the planning or undertaking of this Urban Redevelopment Plan and one or more Projects, as well as programs, works, operations or activities which the Authority, the City or such other public body is otherwise empowered to undertake and including, without limitation, agreements respecting the financing, installation, construction and reconstruction of public and private improvements within the Urban Redevelopment Area.

4. The term “Project” or “Projects” means any public and/or private undertaking for the purposes of redevelopment and rehabilitation in keeping with the objectives of this Urban Redevelopment Plan. Each Project shall be approved by City Council and if approved, such Project will be attached hereto as a part of Appendix A and incorporated herein.

5. The term “Property Tax” means the real and personal property taxes produced by the levy at the rate fixed each year by the governing bodies of the various taxing jurisdictions within the Property Tax Increment Area.

6. The term “Property Tax Base Amount” means the total valuation for assessment last certified by the County Assessor for the City of all taxable property within the Property Tax Increment Area prior to the effective date of the approval of the Property Tax Increment Area, as the same may be adjusted from time to time in accordance with the Act.

7. The term “Property Tax Increment” means all Property Tax Revenues in excess of the Property Tax Base Amount subsequent to the creation of the applicable Property Tax Increment Area.

8. The term “Property Tax Increment Area” means the portion or portions of the Urban Redevelopment Area from which Property Tax Increment will be derived for a Project or Projects. Each Property Tax Increment Area shall be created by approval of City Council and,

if approved, such Property Tax Increment Area will be attached hereto as part of Appendix B and incorporated herein.

9. The term “Property Tax Revenues” means the amount derived by the City and all taxing jurisdictions from the levy of Property Tax within a Property Tax Increment Area.

10. The term “Redevelopment Agreement” means any agreement between the Authority and property owners, private developers or any public body, as applicable, regarding a Project in furtherance of this Urban Redevelopment Plan.

11. The term “Sales Tax” means the sales tax levied by the City from time to time on the retail sales of taxable goods and services, excluding (a) that portion of the Sales Tax levied by Section 53-27 of the City Code, as amended by Ordinance No. 557, Series of 1987, on food and beverages not exempted from taxation under Section 53-26(8) of the City Code, at the rate of one-half percent (0.5%) of the purchase price, (b) that portion of the Sales Tax levied by Section 53-27 of the City Code, as amended by Ordinance No. 557, Series of 1987, and by Ordinance No. 973, Series of 1999, on the short-term rental of automotive vehicles, at the rate of three and three-quarters percent (3.75%) of the rentals paid or purchase price, (c) that portion of the Sales Tax levied by Section 53-27 of the City Code, as amended by Ordinance No. 556, Series of 2006 for the Denver pre-school program at the rate of twelve one-hundredths percent (0.12%), and (d) that portion of any increase to the percentage rate of the Sales Tax, if any, levied by the City following the date of approval of a Sales Tax Increment Area to pay for specifically designated purposes other than the general operations of the City.

12. The term “Sales Tax Base Amount” means, with respect to a Sales Tax Increment Area, the actual collection of Sales Tax Revenues during the twelve (12) month period ending on the last day of the month prior to the approval date of the Sales Tax Increment Area.

13. The term “Sales Tax Increment” means all Sales Tax Revenues in excess of the Sales Tax Base Amount subsequent to the creation of the applicable Sales Tax Increment Area.

14. The term “Sales Tax Increment Area” means the portion or portions of the Urban Redevelopment Area from which Sales Tax Increment will be derived for a Project or Projects. Each Sales Tax Increment Area shall be created by approval of City Council and, if approved, such Sales Tax Increment Area will be attached hereto as part of Appendix B and incorporated herein.

15. The term “Sales Tax Revenues” means the amount to be derived by the City in each Fiscal Year from the levy of the Sales Tax within a Sales Tax Increment Area.

16. The term “Tax Increment” means the amount by which Sales Tax Revenues exceed the Sales Tax Base Amount and Property Tax Revenues exceed the Property Tax Base Amount, respectively.

17. The term “Tax Increment Area” means that portion or portions of the Urban Redevelopment Area from which Tax Increment will be derived for the financing described in Section V. For each Project or Projects, the Authority and the City may designate, subject to the approval of City Council, a separate Property Tax Increment Area and/or Sales Tax Increment Area. Upon approval by the City of an applicable Tax Increment Area, the legal descriptions of such Tax Increment Area will be attached hereto as a part of Appendix B and incorporated herein by reference.

II. LEGISLATIVE FINDINGS

The City Council has found by approving this Plan that:

A. Blight

Based on the Conditions Study of which the Authority provided notice, in accordance

with Section 31-25-107(1)(b), C.R.S., to owners of private property within the proposed Urban Redevelopment Area, and evidence presented at a public hearing before City Council, City Council determined that there exists a “blighted area” (as defined in the Act) in the Urban Redevelopment Area by reason of (i) slum, deteriorated, or deteriorating structures, (ii) predominance of defective or inadequate street layout, (iii) faulty lot layout in relation to size, adequacy, accessibility or usefulness, (iv) unsanitary or unsafe conditions, (v) deterioration of site or other improvements, (vi) unusual topography or inadequate public improvements or utilities, (vii) the existence of conditions that endanger life or property by fire or other causes, (viii) buildings that are unsafe or unhealthy for persons to live or work in because of building code violations, dilapidation, deterioration, defective design, physical construction, or faulty or inadequate facilities, and (ix) the existence of factors requiring high levels of municipal services or substantial physical underutilization or vacancy of sites, buildings or other improvements. Such blight substantially impairs or arrests the sound growth of the municipality. As there is a predominance of blight factors across a majority of the area within the blight study boundary, the Urban Redevelopment Area constitutes a “blighted area” because the property in its present condition and use substantially impairs or arrests the sound growth of the municipality, retards the provision of housing accommodations, constitutes an economic or social liability and is a menace to the public health, safety, morals or welfare.

B. Urban Redevelopment Projects

The Urban Redevelopment Area is appropriate for one or more Projects and other authorized undertakings of the Authority pursuant to the Act and as provided for in any Cooperation Agreements between the City and DURA.

Projects are intended to stimulate private sector investment in and around the Urban

Redevelopment Area. The combination of public and private investment will assist the redevelopment and conversion of the Urban Redevelopment Area into a compatible and viable neighborhood containing residential, commercial and/or retail uses.

C. Planning Approval

A general plan for the City, known as the Denver Comprehensive Plan 2000 and all other relevant plans adopted as supplements to the Comprehensive Plan (“Plan 2000”) has been prepared and adopted by City Council. This Urban Redevelopment Plan was submitted to the Planning Board of the City for review and recommendations as to its conformity with Plan 2000 and the Planning Board submitted its written recommendations with respect to this Urban Redevelopment Plan to the City Council.

D. Conformance with Comprehensive Plan: Objectives Relating to Appropriate Land Uses

The Plan 2000 contains numerous objectives and policies relevant to the redevelopment of the Urban Redevelopment Area. The City’s Planning Board and the City Council has reviewed this Urban Redevelopment Plan and determined that it is in compliance with the Plan 2000 and that it furthers several city-wide objectives, policies and actions in the Plan 2000, including (with reference to Plan 2000 sections):

1. Incorporate relevant recommendations from neighborhood, corridor and area plans that are supplements to Plan 2000 (Land Use Strategy 1-C):

a. Blueprint Denver map identifies a majority of the Urban Redevelopment Area as an “Area of Change.”

The purpose of Areas of Change is to channel growth to where it will be beneficial and can best improve access to jobs, housing and services with fewer and shorter auto trips. Areas of Change are parts of the City where general

agreement exists that development or redevelopment is beneficial.

b. The 2007 Plan identifies goals, or vision elements, for improving downtown and the surrounding neighborhoods. A key recommendation of the 2007 Plan is the implementation of a district strategy for a portion of the Urban Redevelopment Area in the Arapahoe Square portion of the Five Points neighborhood, between 20th Street and Park Avenue. The 2007 Plan indicates that, “Arapahoe Square holds vast unrealized potential. Its proximity to other Downtown districts and the historic neighborhoods to the northeast make it an ideal location for greater range and greater density of uses. However, challenges persist in its reinvigoration.”

c. The NEDN Plan identifies the creation of an Urban Redevelopment Area as an opportunity for enhancing the neighborhood assets, particularly in rebuilding and strengthening retail along Welton and Downing Streets, and Welton Street is envisioned as a neighborhood-serving commercial corridor that is an attraction with regional appeal. The NEDN Plan further identifies the Urban Redevelopment Area as an opportunity for Transit-Oriented Development with higher-density developments facing Welton Street, with retail uses on the ground floor and residential or office uses above, and provides the following strategies and recommendations:

- i. High intensity development near downtown, transit stations, and along key streets, including 21st street and Welton Street (A-1)
- ii. Moderate intensity development transitioning to neighborhoods (A-2)
- iii. Adaptive reuse and historic preservation (A-4)
- iv. Strengthen retail corridors (C-1)
- v. Promote economic and housing diversity (C-2)
- vi. Promote housing density, including structured parking (C-3)
- vii. Creation of an urban renewal area (C-5, N-24)

- viii. Improve access to healthy transportation (D-1)
- ix. Encourage access to healthy foods (D-2)
- x. Investment in parks improvements, encourage access to and use of existing and new parks (D-3)
- xi. Incorporate sustainable stormwater technologies (D-5)
- xii. Encourage appropriate building forms in relation to height, siting, design and transitioning to residential neighborhoods (N-21)
- xiii. Encourage Transit-Oriented Development along transit lines and near stations, in order to provide housing, services and employment opportunities (N-22)
- xiv. Orient outdoor uses of buildings to face Welton Street and not the alleys (N-26)

d. The NEDN Plan identifies a portion of the Urban Redevelopment Area in the Arapahoe Square portion of the Five Points neighborhood as setting a critical character transition between downtown and the residential neighborhoods surrounding it to the north and east. The primary goal identified in the NEDN Plan for the Arapahoe Square neighborhood “is, quite simply, to catalyze development.” The plan identifies the concentration of surface parking lots and social service providers as potential barriers to redevelopment, among others, and provides specific strategies and recommendations to promote “safe, attractive connectivity to the downtown core and a vibrant Arapahoe Square,” including:

- i. High intensity development near downtown, transit stations, and along key streets, including 21st street, Curtis Street, and Broadway (A-1)
- ii. Moderate intensity development transitioning to neighborhoods (A-2)
- iii. Adaptive reuse and historic preservation (A-4)
- iv. Promote economic and housing diversity (C-2)
- v. Promote housing density, including structured parking (C-3)
- vi. Creation of an urban renewal area (C-5, N-10)
- vii. Improve access to healthy transportation (D-1)
- viii. Encourage access to healthy foods (D-2)
- ix. Investment in parks improvements, encourage access to and use of existing and new parks (D-3)
- x. Incorporate sustainable stormwater technologies (D-5)
- xi. Encourage redevelopment of surface parking lots (N-1)

- xii. Promote a strong urban character through adherence to urban design and building form recommendations, including creative approaches to minimizing the negative impacts of social service provisions (N-2, N-3)
- xiii. Redevelop existing buildings where appropriate (N-7)

2. Protect and improve air quality by reducing vehicular pollution by expanding the use of transit and other travel alternatives, supporting telecommuting and home-based employment, increasing the mix of uses within neighborhoods, and expanding the use of alternative fuels. (Environmental Sustainability Strategy 2-B)

3. Conserve energy by promoting energy-efficient technologies and the use of renewable energy in the home, in the workplace, and for transportation. (Environmental Sustainability Strategy 2-D, Page 39)

4. Conserve land by promoting infill development within Denver at sites where service and infrastructure are already in place, by designing mixed-use communities and reducing sprawl, and by creating more density at transit nodes (Environmental Sustainability Strategy 2-F, Page 39)

5. Promote the development of sustainable communities and centers of activity where shopping, jobs, recreation and schools are accessible by multiple forms of transportation, providing opportunities for people to live where they work. (Environmental Sustainability Strategy 4-A, Page 41)

6. Promote energy efficiency, including the use of renewable energy, in the design of communities and in the construction of buildings and patterns of development. (Environmental Sustainability Strategy 4-B, Page 41)

7. Encourage development of housing that meets the increasingly diverse needs of Denver’s present and future residents in the Citywide Land Use and Transportation Plan. (Land Use Strategy 1-H, Page 58)

8. Encourage quality infill development that is consistent with the character of the surrounding neighborhood; that offers opportunities for increased density and more amenities; and that broadens the variety of compatible uses. (Land Use Strategy 3-B, Page 60)

9. Identify and enhance existing focal points in neighborhoods, and encourage the development of such focal points where none exist. (Land Use Strategy 3-D, Page 60)

10. Encourage mixed-use, transit-oriented development that makes effective use of existing transportation infrastructure, supports transit stations, increases transit patronage, reduces impact on the environment, and encourages vibrant urban centers and neighborhoods. (Land Use Strategy 4-A, Page 60)

11. Ensure that land-use policies and decisions support a variety of mobility choices, including light rail, buses, paratransit, walking and bicycling, as well as convenient access for people with disabilities. (Land Use Strategy 4-B, Page 60)

12. Promote transit-oriented development (TOD) as an urban design framework for urban centers and development areas. Development at transit stations should provide both higher ridership to the transit system and viability and walkability in the area. (Mobility Strategy 3-B, Page 77)

13. Continue to promote mixed-use development, which enables people to live near work, retail and services. (Mobility Strategy 4-E, Page 78)

14. Determine the potential for transit-oriented development at public transit stations, and encourage such opportunities whenever possible. (Mobility Strategy 5-D, Page 79)

15. Preserve Denver’s architectural and design legacies while allowing new ones to evolve. (Legacies Strategy 1-C, Page 98)
16. Identify community design and development issues, and target specific concerns with appropriate controls and incentives. (Legacies Strategy 2-C, Page 98)
17. Identify areas in which increased density and new uses are desirable and can be accommodated. (Legacies Strategy 3-A, Page 99)
18. Create regulations and incentives that encourage high-quality, mixed-use development at densities that will support Denver’s diverse housing needs and public transportation alternatives. (Legacies Strategy 3-B, Page 99)
19. Focus incentives and design controls on private development fronting major new, existing and historic roadway corridors, including parkways, boulevards and avenues citywide. Specifically recognize and address significant intersections and gateways to the city. (Legacies Strategy 4-B, Page 99)
20. Explore opportunities for housing in all proposed development and redevelopment projects, including commercial and retail projects. (Housing Strategy 2-F, Page 114)
21. Support mixed-use development consistent with the goals of the Comprehensive Plan’s land-use and mobility strategies. (Housing Strategy 6-A, Page 117)
22. Continue to support mixed-income housing development that includes affordable rental and for-purchase housing for lower-income, entry-level and service employees, especially in Downtown and along transit lines. (Housing Strategy 6-B, Page 117)

23. Encourage mixed-income rental housing with financing that allows both market-rate and subsidized units of equal quality in the same development. (Housing Strategy 6-C, Page 118)
24. Identify and capitalize on opportunities to develop housing along transit lines. (Housing Strategy 6-E, Page 118)
25. Support a variety of housing opportunities for Denver’s current and future workforce. Housing opportunities throughout Denver should be expanded – especially in the Downtown core and near employment centers – to accommodate people and families of all incomes. (Economic Activity Strategy 1-H, Page 131)
26. Ensure Downtown’s future by continuing to support development of high-density residential units in and around Downtown. (Economic Activity Strategy 4-A, Page 135)
27. Use public-private partnerships to facilitate development and redevelopment projects that advance the City’s goals and objectives. When appropriate, take advantage of the Denver Urban Renewal Authority’s powers and experience. (Economic Activity Strategy 4-C, Page 136)
28. Support small-scale economic development in neighborhoods with the development of neighborhood business centers that serve adjacent residential areas in existing neighborhoods and new neighborhoods within development areas. (Economic Activity Strategy 5-A, Page 136)
29. Support the development of sustainable economies in Denver’s poorer neighborhoods by providing essential retail and consumer services and neighborhood-based employment to residents. (Economic Activity Strategy 5-B, Page 137)

30. Establish priorities for small-area planning of neighborhoods characterized by evidence of disinvestment, a great amount of change is anticipated, needs for physical improvements, opportunities for infill or redevelopment, and opportunities for development in conjunction with a transit station. (Neighborhood Strategy 1-B, Page 149)

31. Ensure high-quality urban design in neighborhoods by strengthening their connections to urban centers and reinforce Denver’s unifying design features such as street trees in the tree lawns. (Neighborhood Strategy 1-D, Page 150).

32. Invest in neighborhoods to help meet citywide goals and objectives for a range of housing types and prices, community facilities, human services and mobility. Continue to foster integrity and livability of neighborhoods. (Neighborhood Strategy 1-F, Page 150)

33. Encourage development of a range of housing types and prices in business growth areas to support employee access to entry-level jobs. (Metropolitan Cooperation Strategy 2-B, Page 216)

34. Ensure that development provides for mixed uses, allowing people of all income levels the opportunity to find housing near their jobs or find jobs near their homes. (Metropolitan Cooperation Strategy 2-D, Page 216)

E. Five Points Vision Plan

The Five Points Vision Plan provides an in-depth look for the vision of the Urban Redevelopment Area, and includes the following categories, strategies and recommendations.

- i. Business Development and Marketplace Identity
 - a. Develop a strategy for physical improvements including a storefront improvement program
 - b. Develop District funding mechanisms including the possibility of urban renewal and TIF
 - c. Activate the Rossonian Building as a catalyst site
- ii. Historic Preservation, Cultural Heritage and Tourism

- a. Promote rehabilitation and rescue of historic buildings with uses that create activity day and night
 - iii. Land Use and Parking
 - a. Promote the marketplace as a mixed-use destination
 - b. Preserve historical icons and restore significant architectural buildings
 - c. Encourage uses that increase daytime services and activity
 - d. Attract commercial ground floor uses and services that activate or add activities to the Welton Street sidewalks
 - e. Support transit oriented uses
 - f. Support an accessible and vibrant commercial neighborhood marketplace
 - iv. Transportation, Streets and Sidewalks
 - a. Increase activity, interaction and vibrancy within the Five Points Marketplace with banners, lighting, public art, kiosks, education and focal points for activities.
 - v. Community Health Plan
 - a. Explore opportunities to bring an appropriately sized market to the area
 - vi. Sustainability and the Green Mile
 - a. Support more sustainable redevelopment and new construction with regards to energy efficiency, transportation, recycling, water conservation and building materials.

F. Public Hearing

The City Council has held a public hearing on this Urban Redevelopment Plan after public notice thereof in compliance with law by publication in a newspaper having a general circulation in the City, describing the time, date, place and purpose of the hearing, generally identifying the Urban Redevelopment Area covered by this Urban Redevelopment Plan, and outlining the general scope of the Projects to be considered for implementation by the Authority pursuant to this Urban Redevelopment Plan.

Additionally, reasonable efforts have been undertaken by the Authority to provide written notice of the public hearing to all property owners, residents and owners of business concerns in the Urban Redevelopment Area at their last known address of record at least thirty days prior to such hearing. The written notice contained the same information as the published notice.

G. Other Findings

1. Portions of the Urban Redevelopment Area may be conserved or rehabilitated through appropriate public action, as authorized or contemplated by the Act, and through the cooperation and voluntary action of the owners and tenants of property located in the Urban Redevelopment Area.

2. One or more of the Projects may require the acquisition, clearance, and disposition, subject to use and other restrictions, of certain property within the Urban Redevelopment Area as provided in this Urban Redevelopment Plan and the Act, since the prevailing conditions therein may make impractical the reclamation of such property by conservation or rehabilitation. Such acquisition may be necessary to eliminate unhealthful, unsanitary, and unsafe conditions, eliminate obsolete and other uses detrimental to the public welfare, and otherwise remove and prevent the spread of blight and deterioration and to provide land for needed public facilities. If any individuals, families or business concerns are displaced by any Projects in the Urban Redevelopment Area, a feasible method exists for the relocation of those individuals, families or business concerns in accordance with the Act.

3. In order to eliminate or reduce the blighted conditions currently existing within the Urban Redevelopment Area, as well as those blighted conditions which may be reasonably anticipated to develop within the Urban Redevelopment Area in the absence of public action, it is the intent of the City Council in adopting this Urban Redevelopment Plan that the Authority exercise all powers authorized to be exercised by the Authority under the Act and which are necessary, convenient or appropriate to accomplish the objectives of the Urban Redevelopment Plan; provided that the Authority may acquire property in the Urban Redevelopment Area by condemnation only upon the approval of City Council as provided

under Section IV.A of this Urban Redevelopment Plan and in accordance with all applicable statutes. It is the intent of this Urban Redevelopment Plan that, except as otherwise provided herein, the Authority shall exercise all such powers as may now be possessed or hereafter granted to the Authority for the elimination of blight within the Urban Redevelopment Area.

4. The powers conferred by the Act are for public uses and purposes for which public money may be expended and the police power exercised, and this Urban Redevelopment Plan is in the public interest and necessity, such finding being a matter of legislative determination by the City Council.

III. DESCRIPTION OF THE WELTON CORRIDOR URBAN REDEVELOPMENT AREA GOALS AND OBJECTIVES

A. Boundaries of the Welton Corridor Urban Redevelopment Area

The boundaries of the Urban Redevelopment Area shall be as set forth in Exhibit A and Exhibit B hereto and are drawn as narrowly as feasible to accomplish the planning and development objectives of the proposed Urban Redevelopment Area. The Urban Redevelopment Area does not contain any agricultural land as defined in Section 31-25-103(1), C.R.S.

B. Urban Redevelopment Plan Objectives

The general objectives of this Urban Redevelopment Plan are to reduce or eliminate blighted conditions and to stimulate the growth and development of the Urban Redevelopment Area and its surroundings. In particular, this Urban Redevelopment Plan is intended to promote the following (or any combination of the following) local objectives respecting appropriate land uses, improved traffic, multi-modal connectivity, public utilities, recreational and community facilities and other public improvements; provided that the delineation of such objectives shall not be construed to require that any particular Project shall necessarily promote all such objectives:

1. To eliminate the present and growing factors which contribute to the blight in the Urban Redevelopment Area. Such blighting factors are detrimental to the community and represent an economic liability to the City.
2. To renew and improve the character and environment of the Urban Redevelopment Area and its surroundings by preventing or ameliorating economic, physical and environmental deterioration.
3. To assist the City in cultivating a mosaic of urban districts (neighborhoods) in and around downtown.
4. To encourage residential, retail, and commercial development and redevelopment that is socially and economically inclusive and from which the Urban Redevelopment Area and its environs can draw economic strength.
5. To build upon present economic strengths in the Urban Redevelopment Area by encouraging the growth of existing uses that are suitable to the Urban Redevelopment Area.
6. To more effectively use underdeveloped land within the Urban Redevelopment Area.
7. To protect and enhance the existing character of the National Register Historic Districts, Denver Districts Designated for Historic Preservation, and Denver Structures Designated for Historic Preservation.
8. To encourage land use patterns within the Urban Redevelopment Area and its environs which will reduce dependence upon private automobiles for transportation.
9. To encourage land use patterns within the Urban Redevelopment Area and its environs that result in a more environmentally sustainable city.

10. To encourage land use patterns within the Urban Redevelopment Area and its environs where pedestrians are safe and welcome.

11. To promote and improve such other objectives respecting appropriate land uses, improved multi-modal connectivity, public utilities, recreational, park and other community facilities, and other public improvements.

12. To encourage the participation of existing property owners within the Urban Redevelopment Area in the redevelopment of their property.

13. Encourage high and moderate density development where appropriate, including structured parking.

14. To encourage reuse of existing buildings where appropriate, including historic preservation and adaptive reuse.

15. To promote a diverse mix of dense housing options.

16. To promote a diverse, sustainable neighborhood economy, including mixed use and commercial development opportunities along the Urban Redevelopment Area.

17. To improve access to healthy transportation options, healthy foods, and existing and new parks.

18. To encourage the incorporation of sustainable development practices.

19. To achieve goals as outlined in adopted City Plans.

IV. PROJECT ACTIVITIES

In undertaking the Projects pursuant to this Urban Redevelopment Plan, the Authority shall comply, and shall require any developer of Projects under any Redevelopment Agreement to comply with the Charter and all applicable building and zoning regulations and other applicable ordinances of the City. All Redevelopment Agreements entered into in connection with this Urban Redevelopment Plan shall be subject to all applicable building and zoning

regulations and other applicable ordinances of the City.

A. Public Participation

The Authority has met with the appropriate registered neighborhood organizations and invited public comments relating to this Urban Redevelopment Plan. The Authority is committed to continue the process of public participation in pursuit of the objectives of this Urban Redevelopment Plan through discussion with the appropriate registered neighborhood organizations and will invite public comment on the Projects. Pursuant to policies adopted by the Authority and to the extent provided in Colorado Open Records Act, Colo. Rev. Stat. Title 24, Article 72, Part 2, as the same may be amended from time to time, the Projects' plans and proposals will be made available to the public.

B. Request for Proposal Process.

From time to time, the Authority may, at its option, request written statements of qualifications, along with development proposals, from developers, property owners, and other interested parties by means of Requests for Proposals ("RFPs") in accordance with the procedures adopted from time to time by the Authority for the purpose of achieving the objectives of the Urban Redevelopment Plan.

C. Redevelopment Agreement.

Subject to the provisions of Section V.B. herein, the Authority is authorized to enter into one or more Redevelopment Agreements with developers, land owners and such other entities as are determined by the Authority to be necessary or desirable to carry out the purposes of this Urban Redevelopment Plan. Such Redevelopment Agreements may contain such terms and provisions as shall be deemed necessary or appropriate by the Authority for the purpose of undertaking the activities contemplated by this Urban Redevelopment Plan or the Act, and may

further provide for such undertakings by the Authority, including financial assistance (subject to the limitations contained herein), as may be necessary for the achievement of the objectives of this Urban Redevelopment Plan or as may otherwise be authorized by the Act.

D. Public and Other Improvements and Facilities

The Authority may undertake certain actions that would eliminate blight and make the Urban Redevelopment Area and its environs more attractive for private investment. The Authority may or may cause to be installed, constructed and reconstructed public improvements in furtherance of the Urban Redevelopment Plan, which may include, without limitation, streets, sidewalks, alleys, utilities, utility service facilities, parks, streetscapes, pedestrian corridors, bicycle facilities, and parking facilities. The Authority also may or may cause to be installed, constructed and reconstructed any other authorized improvements in furtherance of the Urban Redevelopment Plan, which may include, without limitation, façade improvements, public access ways, public gathering areas and other undertakings or improvements, all for the purpose of promoting the objectives of this Urban Redevelopment Plan and the Act. Any such construction of improvements shall be performed in accordance with Plan 2000 and City specifications and upon obtaining required City permits and comply with all applicable laws. In addition, any such construction of improvements within the noted Historic Districts or alterations to structures designated for preservation in accordance with the City's landmark

preservation ordinance may be performed only after obtaining any legally required approvals of the appropriate regulatory entity, as required.

E. Redevelopment and Rehabilitation Actions

Redevelopment and rehabilitation actions in furtherance of the Urban Redevelopment Plan may include such undertakings and activities as are in accordance with this Urban Redevelopment Plan and the Act, including without limitation: (i) the acquisition of property as is necessary or desirable to facilitate Projects; (ii) the demolition and removal of buildings and improvements and/or the provision of relocation assistance as set forth herein; (iii) the installation, construction, and reconstruction of public and private improvements; (iv) the disposition of property as set forth herein; (v) the carrying out of plans for a program through voluntary action for the repair, alteration, and rehabilitation of buildings or other improvements in accordance with this Urban Redevelopment Plan (vi) the taking of such other actions as determined by the Authority as necessary or desirable to eliminate unhealthy, unsanitary or unsafe conditions, eliminate obsolete or other uses detrimental to the public welfare, or otherwise remove or prevent the spread of blight or deterioration.

It is anticipated that the redevelopment and rehabilitation of property will be for the purpose of promoting a mix of uses within the Urban Redevelopment Area and its environs and other undertakings authorized or allowed by this Urban Redevelopment Plan or the Act, and shall, if required in the judgment of the Authority, be undertaken pursuant to the terms of a Redevelopment Agreement, provided that in the absence of any such Redevelopment Agreement, development, redevelopment, and rehabilitation in furtherance of the Urban Redevelopment Plan may be undertaken in accordance with the applicable building and zoning regulations and other applicable ordinances of the City.

F. Property Acquisition

Prior to any acquisition of real property, the Authority shall determine by resolution that the acquisition of property for a Project within the Urban Redevelopment Area is necessary and desirable for the purposes of this Urban Redevelopment Plan. The Authority may acquire property through the use of its statutory power of eminent domain in accordance with all applicable statutory requirements only after the City Council approves, after a public hearing, the use of such powers for the related Project.

G. Relocation Assistance and Payments

The Authority shall assist all persons, families and business concerns displaced by Project activities in finding other locations and facilities and may make relocation payments to eligible residents and business concerns in such amounts and under such terms and conditions as may be determined by the Authority in accordance with a relocation plan or plans adopted from time to time by the Authority.

H. Demolition, Clearance and Site Preparation

The Authority may or may cause others to demolish and clear those buildings, structures and other improvements from property it owns or as part of an approved Project pursuant to this Urban Redevelopment Plan if such buildings, structures and other improvements are not to be rehabilitated in accordance with this Urban Redevelopment Plan; provided that, if the structure to be demolished is within a National Historic District or a Denver District Designated for Historic Preservation or is a National Historic Structure or is a Denver Structure Designated for Historic Preservation, it shall not be demolished without the approval, to the extent required, of the applicable regulatory entity, or any successor or appellate entity.

I. Property Management

During such time as any property is owned by the Authority, such property shall be under the management and control of the Authority and may be rented or leased by it pending disposition for redevelopment or rehabilitation.

J. Property Disposition

Any property acquired by the Authority may be sold, leased or otherwise transferred for redevelopment and rehabilitation in accordance with the provisions of this Urban Redevelopment Plan and the Act.

V. PROJECT FINANCING

A. Financing Methods

The Authority is authorized to finance the Projects and other activities by several methods, including, but not limited to, the following: appropriations from the City; Sales Tax Increment and/or Property Tax Increment paid pursuant to a Cooperation Agreement; interest income; federal loans or grants; or any other available source of revenue allowable under the provisions of the Act or other applicable laws. In addition, the Authority is authorized to issue bonds or other obligations, incur indebtedness, loans or advances as contemplated by the Act in an amount sufficient to carry out all or any part of the Projects and other activities. The principal of, interest on, and any premiums due in connection with such bonds, indebtedness, loans or advances may be paid from sales tax and property tax increment or any other funds, revenues, assets or properties legally available to the Authority.

B. Cooperation Agreements between the City and DURA

Before the Authority enters into a Redevelopment Agreement, the City and DURA shall enter into a Cooperation Agreement.

C. Tax Increment Financing

This Urban Redevelopment Plan contemplates that the primary method of financing the Projects and other activities shall be the use of Sales Tax Increment and/or Property Tax Increment financing, or any combination thereof, under the tax increment financing provisions of Colo. Rev. Stat. § 31-25-107(9), as amended from time to time, which is by this reference incorporated herein as if set forth in its entirety, subject to City Council approval as set forth herein. For each Project for which Property Tax Increment and/or Sales Tax Increment is to be used, a separate Property Tax Increment Area and/or Sales Tax Increment Area shall be designated by the Authority and the City, and approved by the City Council. In accordance with the Act, School District No. 1 in the City and County of Denver shall be permitted to participate in an advisory capacity with respect to the inclusion of tax increment financing in this Urban Renewal Plan and with respect to any use of Property Tax Increment. If there is any conflict between the Act, any Cooperation Agreements between the City and DURA and this Urban Redevelopment Plan, the provisions of the Act shall control.

For each Property Tax Increment Area and/or Sales Tax Increment Area, all Property Taxes levied after the effective date of the approval of the Property Tax Increment Area upon the taxable property in each Property Tax Increment Area each year and all Sales Tax Revenues, or a portion thereof, collected within each Sales Tax Increment Area by or for the benefit of the City, shall be divided as follows:

1. (a) In the case of a Property Tax Increment Area, that portion of the Property Tax Revenues that are produced by the levy at the rate fixed each year by or for each public body upon the valuation for assessment of taxable property in the Property Tax Increment Area last certified prior to the effective date of approval of such Property Tax Increment Area in

respect of this Urban Redevelopment Plan or, as to an area later added to the Property Tax Increment Area, the effective date of the modification of this Urban Redevelopment Plan specifying such Property Tax Increment Area shall be paid into the funds of each such public body as are all other taxes collected by or for such public body.

(b) In the case of a Sales Tax Increment Area, that portion of Sales Tax Revenues equal to the amount collected within the boundaries of the Sales Tax Increment Area in the twelve-month period ending on the last day of the month prior to effective date of approval of such Sales Tax Increment Area in respect to this Urban Redevelopment Plan or as to an area later added to the Urban Redevelopment Area, the effective date of modification of this Urban Redevelopment Plan shall be paid into the funds of each such public body as are all other taxes collected by or for such public body.

2. Except as the Authority may legally provide otherwise under the Act, that portion of the Property Tax Revenues in excess of the amounts described in paragraph C(1)(a) above, and/or all or any portion of Sales Tax Revenues in excess of those described in paragraph C(1)(b) above, shall be allocated to, and when collected, paid into a special fund of the Authority, and may be irrevocably pledged by the Authority for the payment of the principal of, premium, if any, and interest on any bonds of, loans or advances to, or indebtedness (whether funded, refunded, assumed, or otherwise) incurred by the Authority to finance or refinance, in whole or in part, the Projects. Unless and until the Property Tax Revenue in any Property Tax Increment Area exceeds the amount as provided in paragraph C(1)(a), above, all of the Property Tax Revenues for the Property Tax Increment Area shall be paid into the funds of the respective public bodies. Unless and until the total Sales Tax Revenues in any Sales Tax Increment Area

exceed the Sales Tax Base Amount in such Sales Tax increment Area, as provided in paragraph C(1)(b), above, all such Sales Tax Revenue shall be paid into the funds of the City.

3. When such bonds, loans, advances, and indebtedness, if any, including interest thereon and any premiums due in connection therewith, have been paid, with respect to a Tax Increment Area but in no event later than twenty-five (25) years following the effective date such Tax increment Area is included in and amends this Urban Redevelopment Plan by an amendment approved by City Council, the total Sales Tax Revenues and Property Tax Revenue in such Tax Increment Area shall be paid into the funds of the City and the applicable public bodies, respectively.

4. In the event there is a general reassessment of taxable property valuations in the City including all or part of any Tax increment Area, or a change in the sales tax percentage levied in the City including all or part of any Tax Increment Area, the portions of valuations for assessment or sales tax revenues attributable thereto under this Part V shall be proportionately adjusted in accordance with such reassessment or change.

5. The Authority and the City may, by Cooperation Agreement or other agreement, provide for the method by which Property Tax Increment and Sales Tax Increment shall be allocated and paid to the Authority pursuant to the provisions of this Urban Redevelopment Plan and the Act. Such agreements, and similar agreements between the Authority and other public bodies, may provide for additional assistance by the City and cooperation between the Authority and the City in support of the Projects as may be more fully set forth in the provisions of such Cooperation Agreement or other agreement.

VI. LAND USE PLAN

A. Land Use Designation

Land use within the Urban Redevelopment Area shall conform to those uses permitted

by applicable City ordinances and regulations, including the City's zoning ordinances and regulations.

B. Land Use Objectives

Land use objectives of this Urban Redevelopment Plan are to encourage the development of uses, building densities, open space, pedestrian and vehicular accommodations and other related facilities in order to create a high-quality and economic retail, commercial and residential environment commensurate with high-quality urban design.

VII. MODIFICATIONS TO THE APPROVED URBAN REDEVELOPMENT PLAN

This Urban Redevelopment Plan may be modified pursuant to the provisions of the Act governing such modification, including Section 31-25-107 thereof, as the same may be amended from time to time.

VIII. PROJECT ART

The Authority requires that project art be installed in accordance with the Authority's Project Art Program. This program provides for at least 1% of the gross bond proceeds issued by the Authority in connection with the Projects or 1% of the Projects' maximum reimbursable expenses as of the effective date of any Redevelopment Agreement to be utilized for project art in a location accessible to the general public.

IX. DESIGN REVIEW

In connection with its undertaking of Projects, the Authority may require participation in a design review process in collaboration with applicable City staff, in addition to any design review required by the City.

X. SEVERABILITY

If any provision of this Urban Redevelopment Plan is held by a court to be illegal, invalid, or unenforceable, the other provisions herein that are severable shall be unaffected.

Furthermore, such illegal, invalid or unenforceable provision shall be automatically replaced with a provision as similar in terms to such illegal, invalid, or unenforceable provision as may be possible and still be legal, valid and enforceable, and this Urban Redevelopment Plan shall be deemed reformed accordingly.

XI. MINOR VARIATIONS

In specific cases, where a literal enforcement of the provisions contained in this Urban Redevelopment Plan constitutes an unreasonable limitation beyond the intent and purpose of these provisions, the Authority may allow minor variances from these provisions. In such cases, the Authority shall notify the City prior to allowing any such minor variance.

XII. FIRST SOURCE HIRING PROGRAM

With respect to any Redevelopment Agreement and for any other agreement Authority implements in connection with the Projects, the Authority and the Owners, Developers or Redevelopers, as applicable, shall carry out the First Source Hiring Program designed to provide employment opportunities to Denver residents, and which includes, among other things, recruitment, training, and similar activities, for permanent employees of the owners and tenants at the Projects.

XIII. SMALL BUSINESS ENTERPRISE UTILIZATION PROGRAM

Authority has adopted and will require Owners, Developers or Redevelopers to adopt a small business enterprise utilization plan regarding small business enterprise participation for each Redevelopment Agreement and for any other agreement the Authority implements in connection with the Projects. The Authority agrees to implement and enforce, or cause Owners, Developers and Redevelopers to implement and enforce, such small business enterprise utilization plans and to review and, if necessary, update such plans from time to time.

XIV. ENHANCED TRAINING OPPORTUNITIES

The Authority has adopted and will require Owners, Developers and Redevelopers to adopt an enhanced training opportunities plan for each Redevelopment Agreement and for any other agreement Authority implements in connection with the Projects. Authority agrees to implement and enforce, or cause Owners, Developers or Redevelopers to implement and enforce, such plans and to review and, if necessary, update such plans from time to time.

XV. AUTHORITY PREVAILING WAGE POLICY

The Authority has adopted a Prevailing Wage Policy which is applicable in certain circumstances. In the event any improvements funded in whole or in part with tax increment financing provided by the Authority are deemed to be “City Projects” pursuant to the Authority’s Prevailing Wage Policy, the Authority will require any Owner, Developer or Redeveloper constructing such improvements to comply with the City’s prevailing wage requirements for the construction of such improvements.

EXHIBIT A

Welton Corridor Urban Redevelopment Area [Insert URA legal...to be prepared by
Matrix]

EXHIBIT B

Map of Welton Corridor Urban Redevelopment Area [Insert map of area prepared by Matrix]

APPENDIX A

Schedule of Projects

[to be amended when City Council approves a Project]

APPENDIX B

Property Tax Increment Areas

And

Sales Tax Increment Areas

**[to be amended when City Council approves Property Tax Increment Areas and/or Sales
Tax Increment Areas.]**