

March 13, 2020

City of Aurora
Planning and Development Services
Attn: Heather Lamboy
15151 E. Alameda Parkway
Aurora, CO 80012

Re: Letter of Introduction to Application for Major Site Plan Amendment for Fieldhouse USA at Town Center at Aurora Mall

Dear Ms. Lamboy:

We represent Washington Prime Group (“**Washington Prime**”) with respect to its proposed development of a Fieldhouse USA facility located at 14200 E Alameda Avenue, as more particularly described on the attached Exhibit A (the “**Property**”),¹ within the Town Center at Aurora Mall (the “**Town Center at Aurora**”), in Aurora, Colorado (the “**City**”). Washington Prime intends to demolish the existing Sears store on the Property and construct a high-quality indoor sports complex called Fieldhouse USA on the remaining foundation (the “**Project**”), as explained in more detail below. This letter is intended to serve as the Letter of Introduction for our application for a Major Site Plan Amendment (the “**Site Plan Amendment**”) and to provide the City with additional information that may aid the City in reviewing the application.

As noted in Washington Prime’s pre-application meeting with the City on December 12, 2019, future phases of development are envisioned but are not a part of this application at this time. This application is only for Fieldhouse USA (“**Phase 1**”). Any future phases are discussed in this Letter of Introduction only to the extent that Washington Prime’s commitment to improvements in future phases may be necessary or relevant to the approval of this phase.

On February 7, 2020, Washington Prime submitted the Site Plan Amendment as part of Development Application DA-1105-16 (the “**Development Application**”). The processing start date for the Development Application was February 10, 2020, and the City provided comments to the Development Application on March 3, 2020 (the “**Initial Submittal Comments**”). Now Washington Prime is resubmitting its Development Application and addressing the Initial Submittal Comments.

BACKGROUND

The Property is currently zoned Regional Mixed Use District (MU-R). The proposed indoor recreation facility use is permitted by the current zoning, subject to approval of the Site Plan Amendment. The Property is also subject to the approved Site Plan and City Center Master Plan approved in 2005 and recorded in the office of the Clerk and Recorder of Arapahoe County at

¹ The record owner of the Property is Town Center at Aurora II LLC, a Delaware limited liability company, an affiliate of Washington Prime.

Reception No. B512-4994 (the “**Existing Site Plan**”). The Aurora Places Comprehensive Plan (“**Comp Plan**”) designates the Property as an Urban District. The proposed land use is commercial, specifically indoor recreation and entertainment, which is a permitted use in the MU-R district.

Fieldhouse USA is a community-based, state-of-the-art facility offering a variety of indoor sports for children and adults of all skill levels. In addition to acting as a sporting destination for all ages, Fieldhouse USA hosts tournaments, birthday parties, and other family-friendly events. Fieldhouse USA locations offer programs with broad appeal such as sports leagues, boot camps, cheerleading, lock-ins, taekwondo, and corporate events. Currently, Fieldhouse USA operates facilities in Texas, Arizona, and Washington.

With this Project, part of Washington Prime’s goal is to create a more family-oriented site through the development of Fieldhouse USA. And this development will draw a larger, more diverse customer base to the shopping center. The Town Center at Aurora will become more activated with this development, which should also increase the overall perception regarding safety and crime to further advance the stated goal of being a true “town center” within the community.

The benefits of the Project will also extend to the community surrounding the Town Center at Aurora. With its state of the art facilities, Fieldhouse USA will provide multiple opportunities for sporting, fitness, performance and skills training, and activities designed for competitive fun, which will all have a positive impact on the fitness, health, and wellness of its visitors. Events and tournaments will also bring in tax-generating revenue that can create a major economic impact on the community; Fieldhouse USA has an average economic impact of \$20 million per year per facility. In sum, the development will provide an activated space that constitutes a relevant and enlivened anchor for the shopping center and that has positive impacts on the surrounding community into the future.

The size of the Project is about 12.4 acres. The existing department store building has a gross floor area of 153,400 square feet and is two stories tall, according to the Existing Site Plan. The Project proposes to demolish the existing Sears department store but preserve the underlying structure of the building. The proposed building will have a gross floor area of approximately 91,160 square feet with dimensions of 344 feet by 265 feet and an FAR of 0.17.

ANALYSIS

I. Major Site Plan Approval

The Project requires an amendment to the existing Aurora Mall Site Plan. The process for a Site Plan Amendment is governed by the City’s Unified Development Ordinance (“**UDO**”). Pursuant to the UDO, the Site Plan Amendment will be subject to review by the Planning and Zoning Commission at a public hearing. *UDO*, § 146-5.2. In addition, City Council may call up the Site Plan Amendment for City Council consideration as soon as practicable after the Planning and Zoning Commission reaches its decision. *UDO* § 146-5.3.11.A.

As part of their review of the Site Plan Amendment, City staff, the Planning and Zoning Commission, and City Council must evaluate whether the Site Plan Amendment satisfies certain criteria for approval set forth in the UDO. Below this letter discusses how the application for a Site Plan Amendment satisfies those criteria for approval.

II. Criteria for Approval of a Major Site Plan

Section 146-5.4.3.B.2.c.i of the UDO provides the following criteria for approval of a Site Plan Amendment. As demonstrated in our responses to the criteria below, the Project complies with all criteria.

1. *The application complies with the applicable standards in this UDO, other adopted City regulations, any approved Master Plan that includes the property, and any conditions specifically applied to development of the property by the Planning and Zoning Commission or City Council in a prior decision affecting the property.*

Response: The application complies with all applicable standards in the UDO. The UDO promulgates zoning standards and development and site design standards that include requirements for access and connectivity, parking, building design, and landscaping. The Project complies with all applicable standards, as demonstrated by our “**Comment Response Letter**” in response to Pre-Application staff comments of December 27, 2019 and our “**Initial Submittal Comment Response Letter**” in response to the Initial Submittal Comments.

The Existing Site Plan, which encompasses a Master Plan, provides architectural design guidelines for development of the Town Center at Aurora. A property owner’s consent to proposed architecture changes is required before any development may be approved. As the owner of the Property, Washington Prime hereby formally consents to the proposed architecture.

Other conditions of approval have not been specifically applied to development of this property by the Planning and Zoning Commission or City Council in a prior decision other than in the Existing Site Plan, as described above.

The application proposes the use of an Exterior Insulation Finish System “**EIFS**” for about 60% of the exterior building skin. EIFS is not one of the permitted primary exterior building materials allowed by Section 146-4.8.6.C.3 of the UDO. In order to allow this, Washington Prime seeks the City’s approval of a Major Adjustment (defined below) to the UDO requirements. As detailed in Section III below, the use of EIFS as proposed for the Project complies with the criteria in the UDO for a Major Adjustment.

Therefore, the application satisfies this criterion for approval.

2. *The City’s existing infrastructure and public improvements, including but not limited to its water, wastewater, street, trail, and sidewalk systems, have adequate capacity to serve the proposed development, and any burdens on those systems have been mitigated to the degree practicable.*

Response: The Traffic Impact Study and preliminary drainage letter attached to this application demonstrate that the City’s existing infrastructure and public improvements have adequate

capacity to serve the proposed development, provided that the development include an all-way stop at the intersection of South Crystal Street and the road that circles the shopping center (the “**Required All-Way Stop**”). The Site Plan Amendment includes this Required All-Way Stop.

Because the proposed Project will occupy the same footprint as the previous Sears building less the former Sears Tire, Battery, and Auto Repair and have a smaller gross floor area, and because the Project is part of and will be integrated into the already-developed shopping center, no new City facilities or services will be required to serve the Project. Moreover, addition of the Required All-Way Stop and the closing off of the first three parking lot access points as requested by staff and implemented by the applicant should improve traffic circulation and ease the burden on current transportation pathways.

Therefore, the application satisfies this criterion for approval.

3. *Major Site Plans shall be designed to preserve and protect natural areas, ridgelines, swales, natural landforms, water quality and wildlife habitat of riparian corridors, wetlands, and floodplains affected by the proposed development and to integrate those areas into site design where practicable.*

Response: Given that the Property is already developed, there should be few concerns regarding the environmental impact of the Project as compared to new development, such as development over riparian areas or protected habitats. Additionally, new landscaping will be planted to provide an attractive and environmentally-friendly Project. The Project does not have any impact on existing natural areas, ridgelines, swales, natural landforms, water quality, wildlife habitat, wetlands or floodplains.

Therefore, the application satisfies this criterion for approval.

4. *The application will improve or expand multi-modal connections with adjacent sites, neighborhoods, and urban centers.*

Response: The proposed Fieldhouse USA will serve to act as an epicenter for families to gather for recreation at the facility and shopping in the greater Town Center at Aurora area. In addition, the addition of the Required All-Way Stop and the closing off of the first three parking lot access points will improve traffic circulation. Guests of the Project will continue to use the circulation infrastructure that was approved as part of the Existing Site Plan, including the pedestrian connections throughout the shopping center.

The Initial Comments indicated that all walks, including a walk connecting to the light rail station to the east (the “**Light Rail Pedestrian Connection**”), should be constructed concurrently with the Fieldhouse USA. The Project includes a pedestrian connection to Chick Fil A to be constructed as part of Phase 1, but additional pedestrian connectivity, including the Light Rail Pedestrian Connection, are proposed to be constructed as part of subsequent development (“**Phase 2**”) because these connections are not critical to the Project, and because the design and engineering of these connections will require adjustment based on the design and engineering of Phase 2. To ensure that the Light Rail Pedestrian Connection is constructed, Washington Prime proposes as a condition of approval of the Development Application that Washington Prime

construct the Light Rail Pedestrian Connection within 18 months of issuance of a certificate of occupancy for Fieldhouse USA.

Further information relevant to how the Project complies with this criterion is included in the Initial Submittal Comment Response Letter.

Therefore, the application satisfies this criterion for approval.

5. *The application is compatible with surrounding uses in terms of size, scale and building façade materials.*

Response: Because the proposed Fieldhouse USA will fit neatly into the foundation of the existing Sears building less the former Sears Tire, Battery, and Auto Repair, it will be very compatible with the Town Center at Aurora in terms of size and scale. In fact, the proposed Project is only one story, compared to the existing two-story Sears building. The building façade materials are designed to be compatible with the rest of the structures comprising the Town Center at Aurora. The Project will also include high-quality architectural materials; the addition of interesting architectural features at the entryway and inside the building; and additional material detailing, all to provide variation and visual interest to the building and enhance the overall appearance of the entire Town Center at Aurora property.

In response to the Initial Submittal Comments, which note that EIFS is not a permitted primary exterior building material, Washington Prime responds that the use of EIFS will enhance the shopping center because the material is used in other building facades in the Town Center at Aurora and is compatible with the look at feel of the rest of the existing shopping center. To that end, Washington Prime is requesting a Major Adjustment to the UDO building materials requirements, as described in greater detail below.

Therefore, the application satisfies this criterion for approval.

6. *The application mitigates any adverse impacts on the surrounding area to the degree practicable.*

Response: The proposed Fieldhouse USA will have a positive impact on the surrounding area, including the Town Center at Aurora and the surrounding community. As an indoor recreational facility that appeals to all ages, the Fieldhouse USA will draw in shoppers and drive business to surrounding shops and restaurants. Patronage of the facility and from events and tournaments will invigorate the surrounding areas and generate tax revenues for the City and other governmental entities. With activities that run the gamut from sporting leagues to birthday parties to corporate events, Fieldhouse USA will serve as a family-friendly and corporate-friendly gathering place that will increase opportunities for children and adults to increase fitness, team-building, and a sense of community.

Therefore, the application satisfies this criterion for approval.

III. Proposed Waivers of the UDO

Washington Prime will make all reasonable efforts to comply with all applicable UDO standards.

Please note that as more fully described in our Comment Response Letter, the UDO standards for Large Format Retail Structures in Section 146-4.8.9 are inapplicable to the Project because the Project is not a building “in which over 80 percent of the gross floor area is occupied by a single retail use,” and thus it is appropriate that the Project have some flexibility relative to the standards in Section 146-4.8.9.

Additionally, as described in more detail in the Comment Response Letter, the Project may not be able to comply with all standards in Section 146-4.8 of the UDO related to projections and recesses because the Project is reusing the former Sears building slab.

Per discussions in the Pre-Submittal Meeting for the Project, the Project may not comply with all applicable architectural standards on its northwest side in anticipation of future phases of development.

Finally, as noted above, Washington Prime requests a Major Adjustment from requirements of Section 146-4.8.6.C of the UDO that prohibit the use of EIFS in the building façade. A “**Major Adjustment**” from the development standards of the UDO must be approved by the Planning and Zoning Commission after a public hearing. *UDO § 146-5.4.4.D*. Section 146-5.4.4.D.3 of the UDO provides the following criteria for approval of a Major Adjustment. As demonstrated in our responses to the criteria below, the application complies with the criteria.

1. *The adjustment will have no material adverse impact on any abutting lot, or any material adverse impacts have been mitigated by conditions attached to the adjustment.*

The use of EIFS for the building façade will have no material adverse impacts on any abutting lot. As described in greater detail in this application, the proposed EIFS complies with the requirements of the International Energy Conservation Code 2015, adopted by the City. The durability of the proposed EIFS is guaranteed by a 10-year manufacturer’s warranty, but the proposed EIFS is expected to last for much longer than 10 years with proper maintenance such as periodic washing and recaulking. Because EIFS requires less frequent jointing than traditional stucco, it is expected to be less vulnerable to water infiltration and easier to maintain. Also, unlike the other building materials approved by the UDO, EIFS is installed and warranted by one entity, which helps to ensure weathertightness.

EIFS also offers a wide variety of color and finish options and is often indistinguishable from stucco. It can also be easily repainted or recoated to refresh its look. As noted above in Section II, the use of EIFS will enhance the shopping center because EIFS is compatible with the look and feel of the existing shopping center.

Therefore, the application satisfies this criterion for approval.

2. *The adjustment does not violate any conditions of approval specifically applied to development of the property by the Planning and Zoning Commission or City Council.*

As noted above in Section II, no conditions of approval have been specifically applied to development of this property by the Planning and Zoning Commission or City Council in a prior

decision other than in the Existing Site Plan, which requires consent of the property owner to the proposed architecture.

Therefore, the application satisfies this criterion for approval

3. *At least one of the following criteria have been met:*
 - a. *The adjustment will result in a perception of development quality as viewed from adjacent streets and abutting lots that is equal to or better than would have been required without the adjustment.*

The Major Adjustment will result in a perception of development quality that is better than what would have been required without the Major Adjustment because EIFS is used in neighboring structures and its use in the Project will enhance the compatibility of Fieldhouse USA with the Town Center at Aurora.

- b. *The adjustment will provide options for a more connected neighborhood layout or, for an adjustment for a residential subdivision, the adjustment will result in a neighborhood layout and level of multi-modal connectivity equal or better than would have been required without the adjustment.*

The Major Adjustment will not affect the neighborhood layout. This criterion does not apply, as the Project meets at least one other of these criteria.

- c. *The adjustment will result in equal or better screening and buffering of adjacent properties and ground and roof mounted equipment than would have been required without the adjustment.*

The Major adjustment will not affect screening and buffering. This criterion does not apply, as the Project meets at least one other of these criteria.

- d. *The adjustment will not result in a material increase in on-street parking or traffic congestion on any local street in any Residential zone district within 200 feet of the applicant's site.*

The project meets this criterion. The use of EIFS will not increase parking or congestion.

- e. *For an adjustment to the maximum number or area of signs or sign setbacks, the adjustment will have a minimal visual effect on the surrounding neighborhood, and is necessary to compensate for unusual shape or orientation of the lot or to allow sign visibility comparable to, but not exceeding, that available to nearby lots of approximately the same size and shape in the same zone district.*

This Major Adjustment is not related to signs. Additionally, this criterion does not apply, as the Project meets at least one other of these criteria.

Therefore, the Project meets the criteria for a Major Adjustment to the requirements for primary exterior building materials in the UDO.

IV. Names, Addresses, and Phone Numbers of the Property Owner and Project Consultants

Below are the names, addresses, and phone numbers of the property owner and project consultants:

Property Owner: Town Center at Aurora II LLC
111 Monument Circle, Suite 3500
Indianapolis, IN 46204
Attention: India Olson
Phone: (317) 986-8540

Applicant: Washington Prime Group
111 Monument Circle, Suite 3500
Indianapolis, IN 46204
Attention: India Olson
Phone: (317) 986-8540

Consultants: Kimley-Horn
4582 South Ulster Street, Suite 1500
Denver, CO 80237
Attention: Bryce Christensen
Phone: (303) 228-2339

NELSON
311 Elm Street, Suite 600
Cincinnati, OH 45202
Attention: Cassie Koch
Phone: (513) 362-1590

V. Conclusion

This letter illustrates how the Site Plan Amendment satisfies the applicable criteria for approval in the UDO and how the Project qualifies for a Major Adjustment to the UDO requirements for building materials. On behalf of Washington Prime, we respectfully request approval of the application for a Site Plan Amendment and Major Adjustment and look forward to developing a successful project in cooperation with the City.

Sincerely,



Carolynne White
Attorney

Exhibit A

Description of Property

PARCEL ONE:

LOT 2, BLOCK 1, AURORA MALL SUBDIVISION FILING NO. 2, COUNTY OF ARAPAHOE, STATE OF COLORADO.

PARCEL TWO:

NON-EXCLUSIVE EASEMENTS FOR PEDESTRIAN AND VEHICULAR ACCESS AS MORE PARTICULARLY DESCRIBED IN THE DEED RECORDED DECEMBER 28, 1973 IN BOOK 2200 AT PAGE 23, AND THE CORRECTIVE DEED RECORDED MAY 2, 1974 IN BOOK 2234 AT PAGE 1, COUNTY OF ARAPAHOE, STATE OF COLORADO.

PARCEL THREE:

NON-EXCLUSIVE EASEMENTS AS DEFINED IN ARTICLE VII OF OPERATING AGREEMENT RECORDED MAY 2, 1974 IN BOOK 2234 AT PAGE 139, COUNTY OF ARAPAHOE, STATE OF COLORADO.