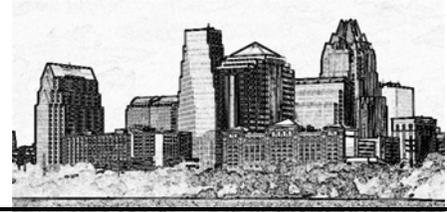


AIRPORT REDEVELOPMENT

	Stapleton	Mueller
Beginning of Process	1989	1984
Airport Closed	1995	1999
Redevelopment Master Plan Approved	1995	2000
Master Developer Approved	1998 (Forest City)	2002 (Catellus)
Master Development Agreement Approved	2000	2004
Construction Begun	2001	2005
Size of Development	4700 acres	709 acres
Dwelling Units	12,000 8,000 single-family 4,000 multi-family	4600
Commercial Space	13,000,000	5,300,000 sq ft 300,000 retail 5,000,000 office
Build-out Timeline	15-20 years	10-20
Development Value	\$4 billion	\$1 Billion
Public/Open Space	1,116 acres	160 acres
Distance from Downtown	7 miles	3 miles
Affordable Housing Commitment		Goal of 25% of units available to families whose incomes are \leq 80% the median family income area



DENVER

Stapleton Airport Redevelopment

In 1989, Denverites voted to build the new Denver International Airport and close Stapleton International Airport which had served as the city's main airport for 65-years. A two-year community process resulted in a conceptual plan for Stapleton re-use. The plan emphasized economic development, benefits to adjacent neighborhoods, enhanced environmental quality, high standards of urban design, educational and cultural opportunities, and the creation of revenues to support airport objectives. Four years later, the flushed out Stapleton Redevelopment Plan, known as the Green Book, was finalized.

In November 1998, the Stapleton Development Corporation selected Forest City Enterprises, a family owned and publicly traded national real estate company with a commitment to mixed-use urban development, to be its partner in the evolution of the Stapleton site.

Forest City purchased the first 270 acres at Stapleton in April 2001 and began the first phase of the 15-20-year, \$4 billion development first envisioned by the Denver community more than 12 years before.

Stapleton is 4700 acres and centrally located 10 minutes from Downtown Denver and 20 minutes from Denver International Airport. Upon build out, there will be 13 million leasable commercial sq. ft., 8,000 Single Family Homes, 4,000 Multi-Family Structures and 1,116 acres of regional parks and open space.

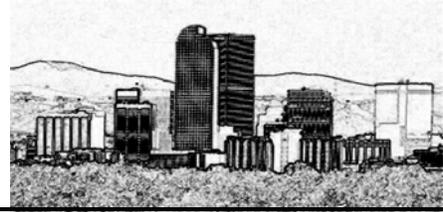
Basic Goals Of The Stapleton Development Plan

Economic Opportunity - As a regional center for job creation in diverse fields with an emphasis on new technologies and emerging industries.

Environmental Responsibility - By demonstrating the economic and community benefits of a long-term commitment to reducing consumption of natural resources and impacts on the natural environment.

Social Equity - By providing broad access to social, cultural and economic opportunities for all segments of the community.

<http://www.stapletondenver.com/main.asp>



Stapleton Timeline

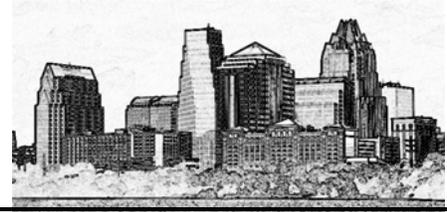
- 1989** Denver voters approved the new airport and closure of Stapleton Airport. Mayor Federico Pena formed the Stapleton Tomorrow Committee, a group of 35 citizens that conducted a large-scale examination of ways to reuse Stapleton.
- 1990** The Stapleton Redevelopment Foundation was formed by a group of business leaders concerned about the redevelopment of Stapleton.
- 1991** The Denver City Council approved the Stapleton Tomorrow Committee's conceptual redevelopment plan.
- 1993** The Stapleton Redevelopment Foundation formed a partnership with the City. This allowed the City to focus primarily on building the new airport while the Foundation took over the management and funding of the process to create a flushed out redevelopment plan. The Stapleton Redevelopment Foundation supported its work with \$3 million raised from other foundations, corporations, individuals and \$750,000 from the City, as well as support from City agencies and departments.
- 1995** Stapleton International Airport closed. Denver City Council adopted the Stapleton Development Plan as part of the City's overall comprehensive plan. The Stapleton Development Corporation (SDC) formed as the City's agent in managing and selling Stapleton land and assets.
- 1998** SDC agreed to negotiate exclusively with Forest City as master developer of Stapleton.
- 2000** The final master developer agreement was signed between Forest City and SDC. The Stapleton Redevelopment Foundation was recreated as the Stapleton Foundation for sustainable urban communities.
- 2001** Forest City began the first construction activity on retail and residential building in the southwest portion of the Stapleton site.

Stapleton Foundation

The mission of the Stapleton Foundation is to advocate, sustain and realize the principles of the 1995 Stapleton Development Plan. Working with others, the Foundation will help create a community that is seamlessly connected to surrounding neighborhoods and communities and is a model in terms of education, employment, open space, housing, diversity and sustainable development.

The Stapleton Foundation for sustainable urban communities is the reincarnation of the Stapleton Redevelopment Foundation, which was largely responsible for driving and designing the Stapleton Development Plan. The Plan was adopted

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in 1995 by the city as the official redevelopment plan for the Stapleton site. The plan, commonly known as the Green Book, underpins everything that will go on in redevelopment over the next 50 years.

Community Building

The Foundation is committed to creating a new community that is seamlessly connected to the surrounding communities by supporting the development of vibrant neighborhood organizations. Often, new neighborhood organizations need assistance, so the Foundation approached the five neighborhood organizations to offer planning resources and financial assistance. For example, the Northeast Park Hill Coalition pulled together a board, created a strategic plan and several neighborhood events. The Foundation helped with fundraising and outreach strategies to attract volunteers.

Additionally, the Foundation has pulled together the Community Roundtable, which includes two officers from each of the five neighborhood organizations. They meet quarterly to talk about special events and share ideas. These robust conversations led to a new regional neighborhood event in the Spring of 2005.

Workforce Development and Business Opportunities

In 2001, the Foundation formed the Stapleton Workforce Development and Business Opportunities Committee with the support of Forest City. The committee and began to work on programs and marketing strategies to alert residents in the surrounding neighborhoods of job and business opportunities at Stapleton.

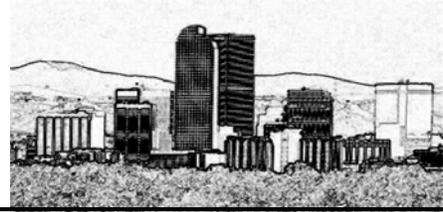
In 2004, the Foundation and Forest City also introduced the Stapleton Small Business Development Initiative. Four businesses were selected to receive educational and consulting assistance to help them expand their businesses.

The ACE Mentor Program was also introduced in 2004, led by Mortenson Construction in partnership with the Foundation. ACE is a national mentoring program for high school students interested in engineering and/or architecture. ACE raises college scholarship money for DPS students who finish this program and want to continue their education.

Affordable Housing

Forest City is responsible for building the for-sale and affordable rental housing at Stapleton, however, the Foundation serves as a partner in outreach. We make certain Stapleton neighbors know about opportunities at Stapleton, including the subsidized senior rental housing. The Foundation also worked with, the Colorado Housing and Finance Authority (CHAFA) to develop an affordable

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second mortgage program for homeowners in surrounding neighborhoods. The program is scheduled to begin in 2005.

Education

The three fundamental goals of the Stapleton Development Plan drive the recreation of the former airport into a model community, creating a place of economic opportunity, environmental responsibility, and social equity. A well-educated community underpins each of those goals, a place where learning is a cradle to grave proposition – a lifelong learning community.

Stapleton will be home to many educational opportunities. There will be early childhood education in formal settings, schools and homes, public and private schools, vocational and higher education, outdoor and environmental learning, on-line, and formal and informal community educational opportunities. These opportunities will be provided through partnerships forged between Denver Public Schools, other education systems, the city, Forest City, the Stapleton Foundation, other foundations and non profits, community organizations, businesses and residents.

The Foundation created a partnership with the Community College of Denver and the Denver School of the Arts to provide English (ESL) and Spanish (SSL) instruction and evening access to classrooms. The primary beneficiaries of this program are people who work at Stapleton and their employers.

Construction

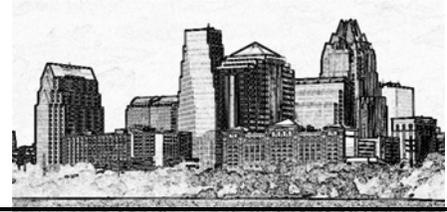
In 2002, the Foundation provided funds to match a DOE grant that enabled Forest City to conduct seminars on “green building” for the residential builders. That small investment led to a huge achievement – Forest City at Stapleton is now the largest “Built Green” community in Colorado. Forest City continues their quest to expand green building to retail and commercial buildings.

Transportation

In the summer of 2002, the Stapleton Transportation Management Association (TMA) was created to promote mobility and decrease congestion resulting from the new development. The TMA offered free passes to businesses and their employees for a year to persuade more of the workforce at Stapleton to ride the bus. Next year’s challenge will be greater as businesses and employees start paying the majority of the costs.

The TMA also received \$83,000 in state funds for a special resident program at Stapleton. This investment enabled the TMA to create an interactive web site in

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Spanish and English (a first for Colorado TMAs), and an educational incentive program for residents to encourage them to ride buses, bikes or walk. A formal electronic survey indicated that many residents utilized alternative transportation options for the first time during this incentive period. An informal survey at a summer event revealed that the only parking problems were with baby strollers pushed by parents who had left their cars at home.

The TMA is also deeply involved in advocacy regarding issues that affect streets and highways in and adjacent to Stapleton. Last year, the TMA was successful in mitigating traffic on Quebec with light timing changes, new signage and street painting. Similar efforts led to traffic mitigation solutions, such as stop signs, within the new Stapleton community.

Healthy Living

The Foundation also convened essential stakeholders to help the University of Colorado, Department of Family Medicine and the University Hospital to design a unique facility and program for the new CU Center for Healthy Living at Stapleton. The Center is scheduled to open in 2006 to serve the greater Stapleton community.

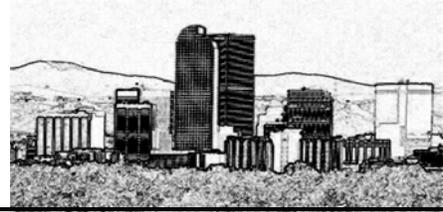
Parks and Open Spaces

The Foundation works with the lead partner, Stapleton Services Corporation, to assist in the creation of a system of parks and open space that blends with the built environment in order to create a more enriching urban experience. As the Services Corporation continue the development, the Foundation will assist them with fund raising projects which will enable them to build park and open space amenities their budgets do not cover.

Stapleton Bioscience Center

The Denver BioScience Center at Stapleton is a 200-acre BioScience Park. Spacious parcels that can be built-to-suit, close proximity to Denver International Airport, access to a highly skilled labor force, competitive pricing, tax incentives, close proximity to an urban center and resources make this BioScience Park a real opportunity for businesses today and into the future.

<http://www.stapletoncorp.com/>



Denver School of Science and Technology at Stapleton

In the nascent world of high school reform, there are two main approaches that have been taken: decentralization and centralization. Denver has chosen the former, Austin the latter. The jury is still out on the results.

Denver has created several new charter schools within the existing public school system. One is the Denver School of Science and Technology at Stapleton (DSST), focused on a strong math and science foundation for its students. This “small-by-choice” public, magnet, charter school is designed to graduate no more than 100 students a year.

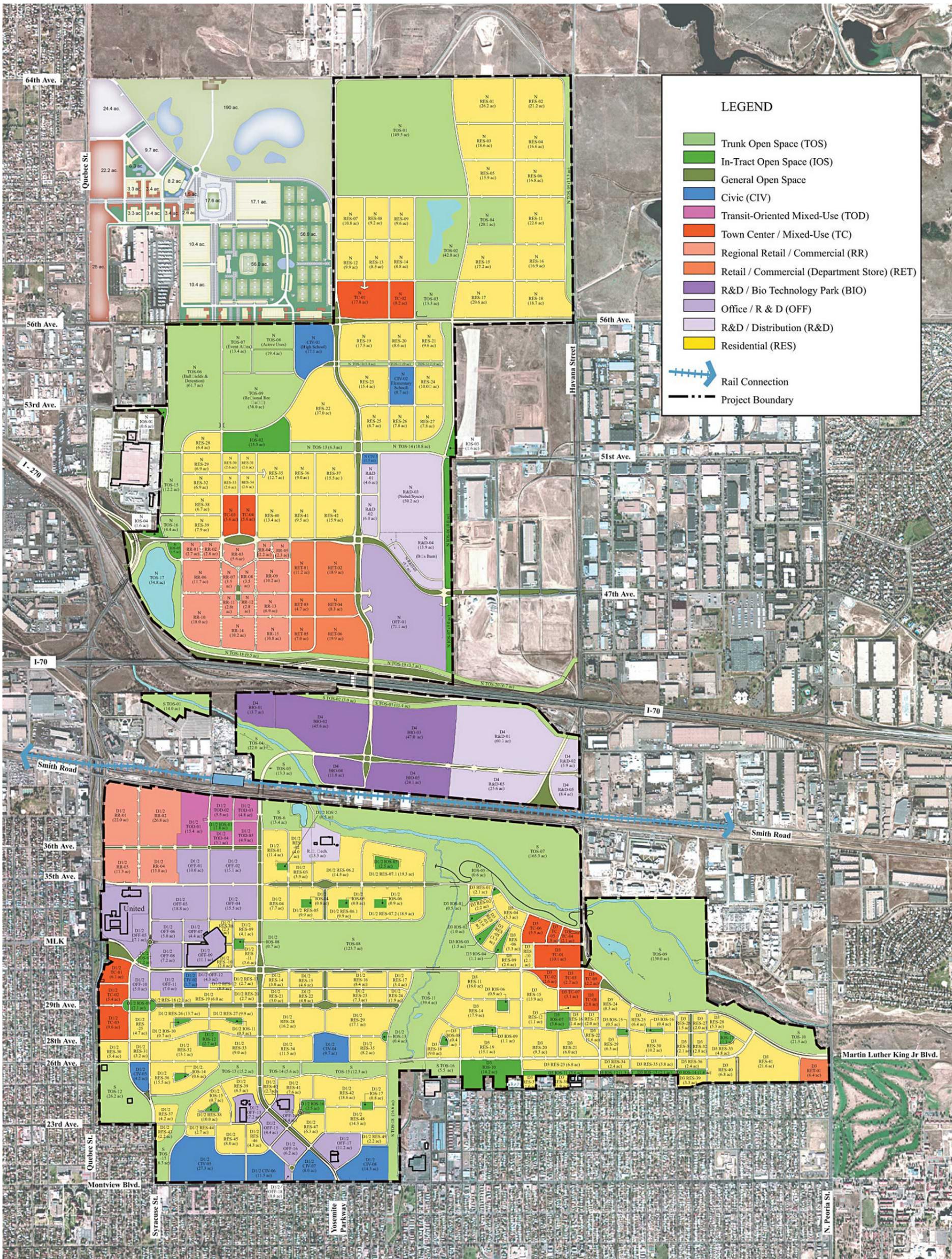
Students apply for admission and qualify by lottery. The school reserves 40 percent of its admissions “slots” for students whose families qualify for free-and-reduced-price lunch. DSST had the best student performance in math and second best in reading in the Denver Public School system, as measured by the Colorado State Academic Proficiency (C-SAP) test for the Class of 2005.

DSST’s fundraising effort is led by Governor Bill Owens and his cabinet-level Chief Technology Officer. DSST received a \$0.5 million planning grant from the Bill and Melinda Gates Foundation, \$2 million from Hewlett Packard (\$1 million in cash plus \$1 million in technology – including a wireless-enabled laptop for each student), \$3 million in-kind donation of land from Forest City at Stapleton Airport, toward a goal of \$8 million. DSST aspires to be 100 percent reliant on the District average \$6,500 per-pupil expenditures for its maintenance and operation.

The principal has hiring authority and teachers are on one-year contracts. High school course graduation requirements are aligned with the Colorado University – Boulder.

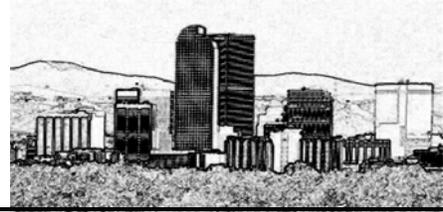
DSST v. Austin ISD Recommended Program graduation requirements:

- Science – DSST graduates must complete four years of science, including biology, chemistry and physics. AISD students must complete three, including only two of the three courses listed above.
- Math – DSST graduates must complete four years of math, include a course beyond Algebra II. AISD students must complete three, up to Algebra II.
- Foreign Language – Both must complete 2 years.



LEGEND

- Trunk Open Space (TOS)
 - In-Tract Open Space (IOS)
 - General Open Space
 - Civic (CIV)
 - Transit-Oriented Mixed-Use (TOD)
 - Town Center / Mixed-Use (TC)
 - Regional Retail / Commercial (RR)
 - Retail / Commercial (Department Store) (RET)
 - R&D / Bio Technology Park (BIO)
 - Office / R & D (OFF)
 - R&D / Distribution (R&D)
 - Residential (RES)
- Rail Connection
- Project Boundary



AUSTIN

Robert Mueller Airport Redevelopment

Robert Mueller Municipal Airport (RMMA) served Central Texas as the regional, and then international, airport from 1930 to 1999. Demands for more space on airport property to accommodate a modern airport and a desire by neighbors to eliminate the noise led to efforts to relocate the airport.

As early as 1984, the Citizens for Airport Relocation (CARE) Plan sponsored by the surrounding neighborhoods, called for a new "town in-town," promoting compact and higher density development, compatible with the surrounding single-family neighborhoods.

The Reuse and Redevelopment Plan was formulated over a period of four years (1996 to 2000) on the basis of 1996 Task Force goals and involved hundreds of meetings and work sessions with the community. It was adopted by the City Council in 2000.

This plan became the springboard for more detailed development planning when Catellus Development Corporation was selected as the master developer for Mueller in 2002. Catellus and the City of Austin worked to refine the plan and to establish the specific terms for the disposition of the airport property within an overall Master Development Agreement approved in 2004.

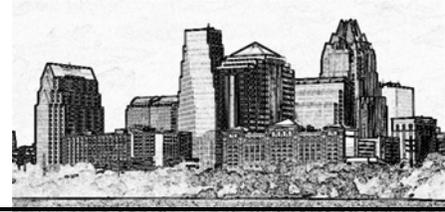
The redevelopment of Robert Mueller Municipal Airport encompasses approximately 709 acres of land situated in the heart of Austin. Implementation of the Redevelopment/Reuse Master Plan by Catellus through a Master Development Agreement with the city is estimated to add a billion dollars to the tax base, create approximately 10,500 jobs, and generate \$60 million in new city tax revenue over the next 20 years. The Plan includes a commitment to affordable housing, pedestrian orientation and live-work design principles.

Vision & Goals

The 1996, 16-member task force challenged the city to create a district that would be a model for responsible urban planning and influence the future growth for Austin's emerging communities. The task force specifically called for a mixed-use community offering:

- Transit-oriented development
- Pedestrian-friendly streets
- Neighborhoods that promote interaction
- Parks and open green spaces

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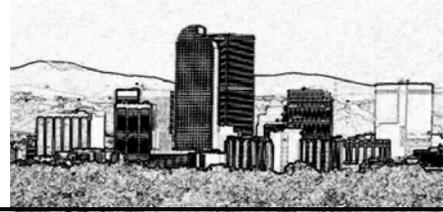


Specific goals for the redevelopment project include:

- *Fiscal Responsibility* - Redevelopment must create a positive revenue stream that will fund onsite infrastructure and increase the city's tax base for the benefit of all citizens.
- *Economic Development* - The project should serve to reinforce Austin's role in an increasingly global marketplace and create a wide range of employment opportunities for the community's citizens.
- *East Austin Revitalization* - The project must promote economic development opportunities within East Austin, giving local residents a direct stake in redevelopment.
- *Compatibility with Surrounding Neighborhoods* - Development must maintain and enhance the quality of life in adjacent neighborhoods, providing complementary linkages, land uses and transportation patterns.
- *Diversity* - The redevelopment should offer a wide range of housing choices in order to create a new community of ethnically and economically diverse residents.
- *Sustainability* - Development should be planned in a way that promotes energy efficiency, reduced auto dependency, watershed protection and green space preservation.

Mueller Timeline

- 1984** C.A.R.E Plan developed – Citizens for Airport Relocation: Low density development on the edge with high density in the center.
- 1989** Austin Plan developed – A regional node; an area of concentrated mixed-use development.
- 1996** RMMA Process and Goals Task Force: Interactive mixed-use community; a compact, pedestrian-oriented alternative to sprawl.
- 1997** Mueller Neighborhoods Coalition forms.
City Council awards Master Planning contract to ROMA Design Group.
City Council appoints the RMMA Advisory Group and City Council Subcommittee.
- 1999** Mueller Airport officially closes.
- 2000** RMMA Redevelopment/Reuse Master Plan adopted.
City Council creates RMMA Plan Implementation Advisory Commission.
- 2001** RMMA Interdepartmental Task Force is formed.
City begins process of identifying a Master Developer.
- 2002** City Council names Catellus as the Master Developer.
- 2003** Master Development Agreement negotiations begin.
City Council approves location of new SETON children's medical center
Ad-hoc Mueller Transportation Committee is formed to study traffic issues.



- 2004** City and the Mueller Neighborhoods Coalition host Mueller 101 and 201 to update and further inform the surrounding communities on the project. City of Austin and Catellus announce names for new streets within Mueller. City Council approved the zoning for Mueller. Austin City Council approves Master Development Agreement between the City of Austin and Catellus.

RMMA Redevelopment and Reuse Plan Summary

The Redevelopment and Reuse Plan calls for the creation of a mixed-use community that is compact and pedestrian-scaled, supportive of transit and compatible and complementary to the surrounding neighborhoods.

A Compact and Interactive Development Pattern

The RMMA Redevelopment project provides an opportunity for the City of Austin to continue its commitment to Smart Growth and compact development. The project is also an opportunity to implement the City's Traditional Neighborhood District (TND) Ordinance that was adopted in 1997. A Regulating Plan has been developed to govern the form, pattern, and character of development within the new community. The Regulating Plan describes several basic building types that will define unique districts including:

- Mixed-use commercial and residential buildings in a vibrant Town Center;
- Row House buildings along a central transit corridor and around neighborhood parks;
- Yard Buildings or single family homes on small lots within two new neighborhoods to the south of the Town Center; and
- Urban Campus buildings in three employment centers at the northern edge of the development.

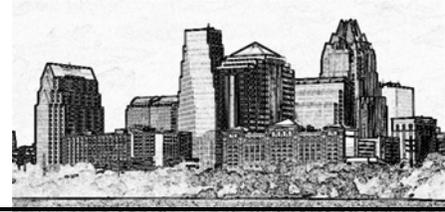
An Intensive Mixed-Use Development Program

A fundamental principal of the RMMA development is the creation of a higher intensity mixed-use community that will not depend solely upon automobiles for its transit needs. Residences and employment facilities will be developed within walking distance of one another, along with shops, open space, and future transit facilities. It is expected that many people will live in the new community because of the level of convenience and the ability to avoid heavy traffic.

Reasonably Priced Housing

The City of Austin has established a goal of 25 percent of all housing units at RMMA be affordable. This housing will be offered to families whose incomes are

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less than or equal to 80 percent of the median family income for the Austin Metropolitan Area. This program will be administered through a partnership between the City of Austin's Neighborhood Housing and Community Development Office (NHCD) and the Austin Housing and Finance Corporation (AHFC).

Comprehensive System of Public Open Space and Pedestrian Ways

The plan calls for 160 acres of publicly-accessible open space to be developed on the Mueller site. The open space will offer a continuous network of greenways and parks linked by streets and pedestrian ways that will give shape and structure to the community and permit residents and visitors to circulate to all areas by foot or bicycle. Features of the open space system will include:

- 73 acres of perimeter greenways with an uninterrupted system of hike and bike trails;
- a 30-acre community park and six playfields near an elementary school with a playground;
- 32 acres of neighborhood and pocket parks; and
- a Town Square at the heart of the Town Center.

Street Network that Addresses Mobility Needs and Extends the Community's Open Space System

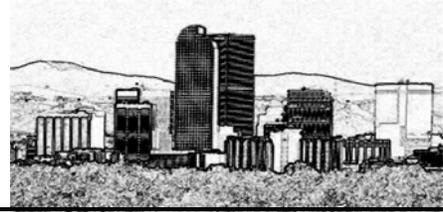
Public streets in the Mueller community have been configured to provide for efficient circulation, distributing traffic to the various areas of the new community without overburdening the existing perimeter streets or neighborhoods. The network will maintain acceptable levels of service on all existing streets and intersections according to city policies. Off-site improvements and a traffic monitoring program are proposed to protect adjacent neighborhoods from an influx of traffic.

The street system is designed to extend the network of open space and pedestrian linkages, offering a sequential and spatial experience within the community. Consistent with the city's Traditional Neighborhood District Ordinance, all of the streets have been designed as well-landscaped multi-modal corridors, utilizing narrowed lanes and providing for transit, bicycle and pedestrian circulation.

Utility and Infrastructure Improvements that Promote Sustainability while Meeting the Needs of the Current and Future Community

Significant infrastructure improvements will be necessary to allow for RMMA's transformation from airport and industrial uses to a mixed-use urban community. Existing utilities and infrastructure will not be sufficient to accommodate the

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significant changes in the Redevelopment/Reuse Plan. A key principle of the Plan is that new development at Mueller maintains and enhances existing public services and utilities in the surrounding neighborhoods while promoting sustainability objectives. The plan calls for:

- improvement and extension of the existing system of water distribution lines to overcome existing deficiencies in capacity and pressure;
- the extension and integration of the city's reclaimed water system to provide for a wide range of non-potable water uses including irrigation, ponds, and water features;
- on-site drainage using a system of wet ponds that achieves water quality objectives, reduces the potential for downstream flooding and creek bank erosion, and contributes to the recreational and visual amenities of the community; and
- new wastewater lines to increase the capacity of both the Boggy Creek and Tannehill Branch interceptors to serve new development and enhance the current system.

Implementation Recommendations Summary

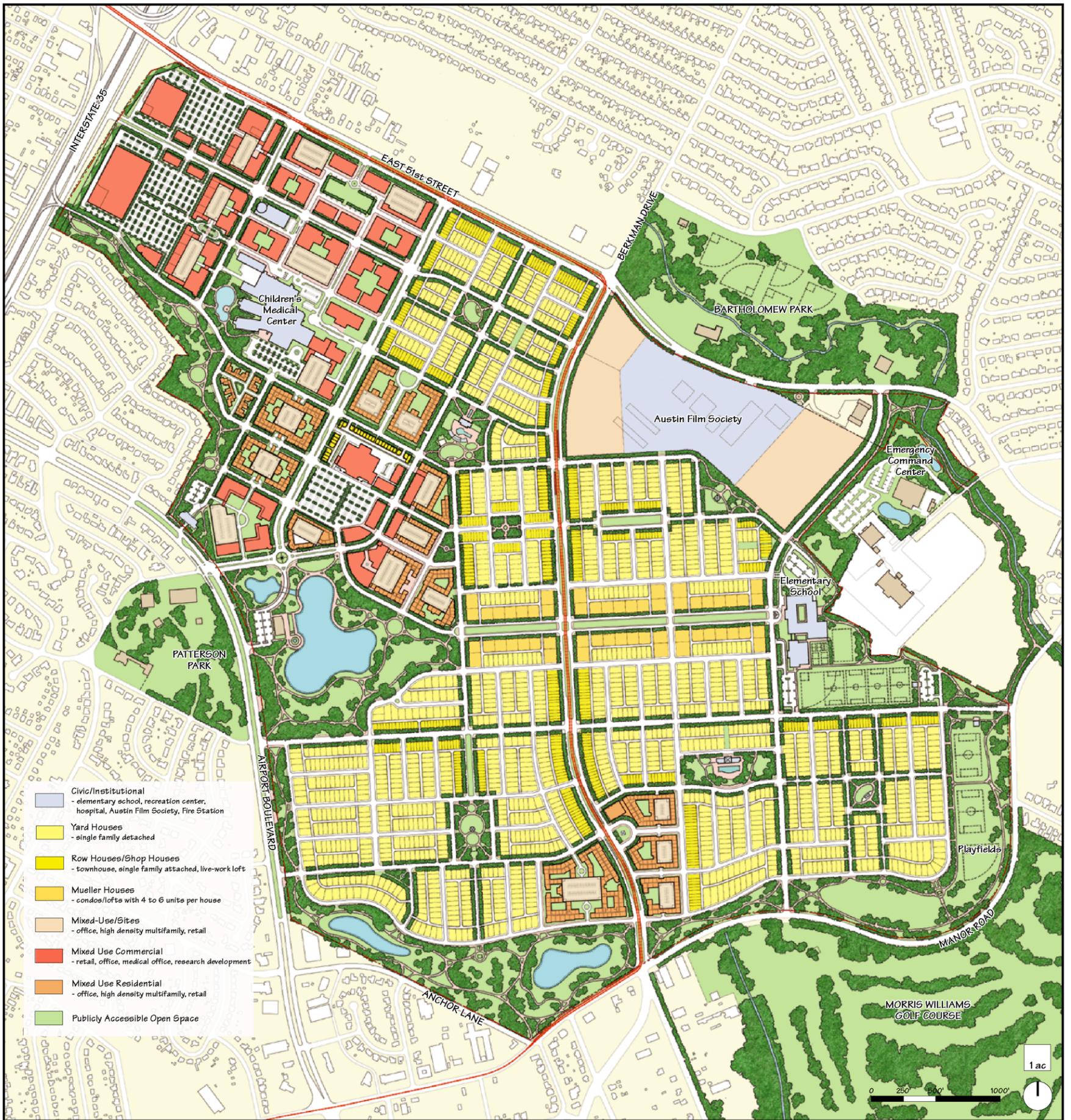
Neighborhood representation is needed in the disposition and development of the project.

The Plan should provide a strong regulatory framework guiding the character and quality of development.

The City will need to manage the disposition process and ensure that the terms of any disposition and development agreement be monitored over time.

The City will need to facilitate entitlements and processing of permitting.

<http://www.muelleraustin.com/index.html>



Contact:

Greg Weaver, Catellus Development
 phone: 512-473-0400
 email: greg_weaver@catellus.com

Pamela Hefner, City of Austin
 phone: 512-974-3511
 email: pam.hefner@ci.austin.tx.us

Website: www.muelleraustin.com

ILLUSTRATIVE PLAN

RMMA Reuse and Redevelopment Master Plan

Prepared for the City of Austin by ROMA Design Group

JULY 26, 2004