

PLANNING COMMISSION REPORT
Regular Agenda - Public Hearing Item

PC Staff Report
09/26/2016

ITEM NO. 8A Z-16-00310 RM32 (MULTI-DWELLING RESIDENTIAL) DISTRICT AND U-KU (UNIVERSITY – KANSAS UNIVERSITY) DISTRICT TO RM32-PD (MULTI-DWELLING RESIDENTIAL- PLANNED DEVELOPMENT OVERLAY) DISTRICT; 40,000 SF (SLD)

STAFF RECOMMENDATION: Staff recommends approval of the request to rezone approximately 40,000 SF, from RM32 (Multi-Dwelling Residential) District and U-KU (University – Kansas University) District to RM32-PD (Multi-Dwelling Residential Planned Development) District based on the findings presented in the staff report and forwarding it to the City Commission with a recommendation for approval.

Reason for Request: *The rezoning request facilitates the development of an off-site off-street parking lot to serve the HERE @ Kansas mixed-use development. It is accompanied by a Preliminary Development Plan which also proposes, as part of the same project, the realignment of Fambrough Drive to create a 4-way intersection with 11th and Mississippi Streets.*

KEY POINTS

- Request is intended to create a single parcel with a uniform base zoning district.
- Off-street parking is intended to provide required parking spaces for the residential portion of the HERE @ Kansas mixed-use development.
- This development project includes the realignment of Fambrough Drive.
- The RM32 district is a comparable zoning district to the MU district with regard to residential development intensity.

ASSOCIATED CASES/OTHER ACTION REQUIRED

- CPA-16-00309; Amendment to Chapter 14 Oread Neighborhood Plan
- PDP-16-00331; Preliminary Development Plan for parking lot
- Future Final Plat
- Future Final Development Plan

PLANS AND STUDIES REQUIRED

- *Traffic Study* – Not required for rezoning
- *Downstream Sanitary Sewer Analysis* – Not required for rezoning
- *Drainage Study* – Not required for rezoning
- *Retail Market Study* – Not applicable to residential request

ATTACHMENTS

1. Area Map
2. Surface Parking Lot Map
3. KU Master Plan Map 3-14 with annotations

PUBLIC COMMENT RECEIVED PRIOR TO PRINTING

- No comments were received regarding the zoning

Project Summary:

Proposed request is for the demolition of two multi-dwelling buildings fronting on Mississippi Street and a sub-standard parking lot on the northeast corner of Illinois Street and Fambrough Drive to construct off-street parking for a nearby land use (HERE @ Kansas mixed use structure located at 1101 Indiana Street).

The development located at 1101 Indiana Street is a mixed-use residential and commercial project. The development requires a specific amount of parking to support the approved uses. The MU district allows on-street parking to be counted toward uses in the district. The project was originally approved with an automated underground parking garage. Due to unforeseen issues the parking was changed to valet parking. However, the project was not able to meet all the required demand for parking either on-site or within the district and the developer is seeking to provide additional parking in reasonable proximity to the development. The Development Code allows for off-site parking. Such parking must meet certain design standards including:

- Shall be located within 600 feet from main entrance of the building or uses they are intended to serve.
- Shared or off-site off-street parking areas require the same or a more intensive zoning classification than that required for the most intensive of the uses served by the shared or off-site parking area.
- Section 20-535 prohibits accessory parking in the RS districts.
- Approval of any accessory parking in a different zoning district shall be made subject to the appropriate buffer yard or other screening requirements to limit the impact of the accessory parking on the other zoning district.

The RM32 district has the same development density as the MU district (32 units per acre).

1. CONFORMANCE WITH THE COMPREHENSIVE PLAN

Applicant's Response: *This request conforms to multiple policies listed in the Oread Neighborhood Plan, which is incorporated into Chapter 14 of Horizon 2020. That plan encourages "creative ideas to deal with parking congestion in the neighborhood that address commuter parking and issues with parking for uses that lack appropriate off-street parking (Policy 3.1.1.1 (C)). This request is made expressly to facilitate development of new parking infrastructure which would address the needs of the HERE @ Kansas project. The Oread Neighborhood Plan also recommends that "streets and sidewalks be maintained and repaired on a regular basis" and that "sidewalk gaps be identified and included in plans to complete them." (Policies 3.1.3.1 (A) and (C)). This request will facilitate significant street and sidewalk improvements to Fambrough Drive and Mississippi Street, both of which are collector streets that serve motorists, cyclists and pedestrians, living in or passing through the Oread Neighborhood.*

Key features of the plan include the following recommendations:

- *The plan supports infill development and redevelopment which provides a range of residential, commercial, office, industrial and public uses within these parcels, consistent and compatible with the established land use pattern in surrounding areas.*
- *The Plan encompasses goals and policies which are representative of the community's desires for the future. It recognizes the numerous plans and projects that are either underway or pending and anticipates that the plan will be reviewed when significant land use changes occur within the community.*

The proposed zoning request is located within an established neighborhood district. A Neighborhood plan was adopted for this area. A related Comprehensive Plan amendment is required to address the proposed changes in the area. This review of the proposed rezoning assumes approval of the related Comprehensive Plan Amendment.

The high-density mixed-use development located to the southeast of the proposed rezoning has previously been approved and developed. The proposed request is intended to support the use by providing off-site parking for the residential aspect of the development. Specific design elements recommended in *Horizon 2020* will be implemented through the development plan.

Specific land use recommendations are further discussed in the Oread Neighborhood Plan. The area along Mississippi Street is recommended for high-density residential development. This use requires infrastructure in the form of off-street parking to mitigate impacts to the neighborhood. Approval of the proposed rezoning allows for the accommodation of off-street parking for previously approved high-density residential development, specifically the HERE @ Kansas mixed-use development.

Staff Finding – Assuming approval of the accompanying Comprehensive Plan Amendment, the proposed request is consistent with policies to maintain neighborhood character through a review process that includes a planned development.

2. ZONING AND USE OF NEARBY PROPERTY, INCLUDING OVERLAY ZONING

Current Zoning and Land Use:

U-KU (University – Kansas University) District and RM32 (Multi-Dwelling Residential) District. Existing parking lot along Illinois Street and existing multi-dwelling residential uses along Mississippi Street.

Surrounding Zoning and Land Use:

RM32 (Multi-Dwelling Residential) District to the east along the east side of Mississippi Street; existing multi-dwelling residential units.

U-KU (University-Kansas University) District to the south. Existing Memorial Stadium, Track and Field facilities and parking on the south side of Fambrough Drive.

RM12D (Multi-Dwelling Residential Duplex) District to the west along the west side of Illinois Street; existing residential uses.

RM12D and RM32 to the north. Existing residential structures.

- 1020 Illinois – Multi-dwelling residential (4 units)
- 1016 Illinois – Multi-dwelling residential (4 units)
- 1027 Mississippi – Multi-dwelling residential (11 units)



Figure 1: Surrounding Zoning and Land Use

Surrounding land uses include detached dwellings, duplex, triplex, and multi-dwelling buildings with 4-24 units north of Fambrough Drive and University related uses on the south side of Fambrough Drive. The Kansas football stadium is located south of the subject property.

Staff Finding – The property is surrounded by a variety of residential uses. Zoning includes both medium and high-density residential districts. The property is bounded on the south by Kansas University.

3. CHARACTER OF THE NEIGHBORHOOD

Applicant's Response: *The subject property lies on the edges of the Oread Neighborhood and the campus of the University of Kansas. The Oread Neighborhood is one of the city's oldest neighborhoods and features a mix of residential development. To the north and east of the subject site one finds two and three-story apartment buildings on both sides of Mississippi Street in a RM32 zoning district. To the north and west of the subject site one finds one and two-story detached homes, many of which are broken into multiple apartment units, in an RM12D zoning district. To the south of the subject site, across Fambrough Drive rests the campus of KU and specifically Memorial Stadium, all zoned U-KU. This portion of the Oread Neighborhood is generally home to numerous KU students and is heavily occupied with cars and visitors during KU football games and other large university events held in the stadium.*

This property is located within the Oread Neighborhood. It is also located immediately north of Memorial Stadium. Fambrough Drive (located along the south property line) and Mississippi Street (located along the east property line) are both designated as collector streets. Illinois Street is designated as a local street. This portion of the neighborhood is developed with a mix of residential housing types.

Land uses located along Mississippi Street and to the east are associated with higher intensity residential development. Uses located along Illinois Street and areas to the west are associated with lower density residential development. This portion of the neighborhood includes 50' x 117' lots with alleys.

The adopted Neighborhood Plan states that the predominant land use in the overall neighborhood is Single-Dwelling Residential (32%). The next highest land use in the neighborhood is Multi-Dwelling Residential (16%). Parking lots represent a small portion of the total use within the neighborhood at 2%. See page 2-1 Oread Neighborhood Plan.

Table 2-1 Existing Land Use Summary

Land Use	Acres	Percent of Acreage
Single-Dwelling Residential	51.19	32%
Duplex	16.63	10%
Triplex	10.09	6%
Fourplex	12.44	8%
Congregate Living	10.81	7%
Multiple-Dwelling Residential	26.23	16%
Vacant Residential	1.08	1%
Mixed Use	1.90	1%
Commercial	8.06	5%
Parking Lot	2.96	2%
Parks/Rec/Open Space	6.43	4%
Public/Institutional	14.26	9%
Total Acres	162.07	100%

Figure 2: Table from Oread Neighborhood Plan

This request seeks to combine two lots with existing multi-dwelling uses with an existing parking lot to create a larger parking area to support the mixed use development located on the southeast corner of Mississippi Street and 11th Street.

Approval of the rezoning request would allow for the development of a parking lot as proposed in the accompanying Preliminary Development Plan.

In addition to the rezoning, the proposed project includes a public improvement project that realigns Fambrough Drive to create a four-way intersection at 11th Street & Mississippi Street.

The existing Neighborhood includes several surface parking lots. Parking lots are located east of Illinois Street. The following table summarizes the existing parking lots included in the Oread

Neighborhood. The rows highlighted in **Yellow** are proposed to be rezoned to accommodate the HERE @ Kansas mixed use development. Attached to this report is a map showing the location of surface parking lots in the neighborhood.

Table 1: Surface Parking Lots Located in Oread Neighborhood

	Location	Spaces Provided	Area	Project	Parking for:
1	0 Illinois Street		11,699.65	No Record	KU Endowment
2	909 Tennessee	17	5,849.91	SP-5-25-82	Church
3	900 Kentucky	41	22,978.76	SP-8-52-01	Bank
4	1000 Kentucky	48	17,549.98	SP-7-41-11	Church
5	1231 Kentucky	37	11,699.11	No Record	Church
6	100 W. S. Park Drive	8	5,068.79	SP-7-42-93	Law Office/Mortuary
7	1300 Vermont	16	5,842.71	SP-3-12-80	Funeral Home
8	1439 Tennessee	30	17,999.88	No Record	Fraternity
9	1200 Louisiana	13	17,554.57	SP-11-61-93	KU Endowment
10	1115 Louisiana	24	9,402.16	SP-12-97-87	Multi-Dwelling Residential
11	1100 Indiana	11	3,978.02	SP-4-31-96	Sorority
12	1029 Mississippi	5	5,850.05	No Record	Multi-Dwelling
13	1031 Mississippi	7	5,850.05	No Record	Multi-Dwelling
	TOTAL	245			

The existing parking lots, excluding the subject properties, provide 245 spaces within the neighborhood. The parking lots located at 1439 Tennessee, 1115 Louisiana and 1100 Indiana provide parking for existing residential uses in the neighborhood. Based on the summary above staff estimates that the KU Endowment property located along Illinois Street, north of the stadium can support 25 parking spaces.

The impact of this single request for rezoning on the overall neighborhood is minor given that half of the area of the request already serves as a parking lot. Similar requests to rezone property and develop with surface parking lots may have a more deleterious effect on the character of the Neighborhood.

Staff Finding – The character of the Oread Neighborhood is one of mixed uses, but largely dominated by residential use. The Neighborhood is influenced by the location of the University. The *Oread Neighborhood Plan* and related design guidelines are adopted and proposed as a method to protect and enhance the neighborhood character.

This rezoning is unlikely to have a negative impact on the character of the neighborhood. The realignment of Fambrough Drive will impact the area both by way of traffic flow and visually. The realignment provides an opportunity to enhance the entry to the University and provide a safer, more defined transition.

Similar requests for rezoning for the purpose of surface parking lot development should be considered carefully and should not be seen as the ultimate solution to providing off-street parking for redevelopment projects.

4. PLANS FOR THE AREA OR NEIGHBORHOOD, AS REFLECTED IN ADOPTED AREA AND/OR SECTOR PLANS INCLUDING THE PROPERTY OR ADJOINING PROPERTY

The Neighborhood Plan was adopted in 2010. Since then, W. 11th Street has been renamed to Fambrough Drive between Missouri and Mississippi Streets along the north side of the stadium. The plan also does not reflect the developed and developing projects of the Varsity House at 1043 Indiana Street (Multi-Dwelling) and HERE @ Kansas at 1101 Indiana Street (mixed use development) located east of the subject property.

The University of Kansas has also adopted a master plan for the University Campus. Attached to this report is a map of the future land use with recent development adjacent to the university highlighted for reference. The University Plan does not expand the boundaries into the Oread Neighborhood but shares a common boundary along Fambrough Drive and Mississippi Street.

Within the neighborhood several areas have been rezoned to accommodate multi-dwelling and mixed use development. These areas are located east of the subject property.

The Plan states that an inventory of property north of stadium is recommended to determine what historic resources remain in the area. There are no listed properties in the immediate area at this time. In addition to historic structures, brick streets and sidewalks, limestone curbs and hitching posts are also elements that contribute to historic character. This application is intended for the development of a parking lot. If approved staff recommends that the property is assessed for historic resources. This issue is further discussed in the proposed Preliminary Development Plan.

The Plan recognizes that demand for parking within the neighborhood is a significant element that impacts the area. In addition to daily use by residents in the area, the proximity of the University and expense of parking permits on University property often pushes vehicles to park on the street creating congestion in the neighborhood. High-density residential development contributes to the need for parking within the neighborhood. Approval of the proposed development project (rezoning and development plan applications) will result in the addition of off-street parking within the neighborhood. This parking will be dedicated to a specific mixed use development to the southeast of the proposed parking lot.

This application is submitted concurrently with a Comprehensive Plan Amendment to adjust the boundary of the high and low density residential land use in the vicinity of the request and includes the subject property. This rezoning review presumes approval of the Comprehensive Plan Amendment (CPA-16-00309).

Staff Finding – If the Comprehensive Plan Amendment is approved this proposed rezoning would be consistent with that change.

5. SUITABILITY OF SUBJECT PROPERTY FOR THE USES TO WHICH IT HAS BEEN RESTRICTED UNDER THE EXISTING ZONING REGULATIONS

Applicant's Response: *Under the existing zoning regulations, the east half of this property is restricted to high-density multi-family land uses and the west half to University-related land uses. Certainly, the subject property is well suited for such uses and has for many years featured multi-dwelling apartments on its east half and a parking lot utilized only during large university events on its west half. The proposed zoning change is intended to preserve those same types of land*

uses by facilitating the construction of a new parking lot which will serve the needs of a nearby mixed-use development.

Section 20-909 (d) allows shared and off-site parking when the property has the same or a more intensive zoning classification. The property located at 1029 Mississippi Street, included in the request, is suitably zoned with an appropriately zoned base district (RM32) to allow off-site parking. This property is suitably zoned for high-density residential development consistent with adopted land use plans for the area. The western half of the property, and the property located at 1031 Mississippi Street reflects property that is under the University-related zoning district (U-KU). This district includes both University and Endowment owned properties. The western half of the property is included in the Oread Neighborhood Plan currently designated for low-density residential development. The current U-KU zoning is not suitable to implement land uses as recommended in the Oread Neighborhood Plan.

This request includes an existing parking lot and two multi-dwelling structures. One property is suitably zoned to accommodate the proposed development of a parking lot (1029 Mississippi Street/RM32). The parking lot and the south multi-dwelling residence properties do not have the minimum base zoning district to facilitate off-site parking (0 Illinois Street and 1031 Mississippi Street/U-KU).

In this instance, the proposed parking lot will serve the residential component of the HERE @ Kansas mixed use development which is a *Multi-Dwelling Residential* type. Therefore, an RM zoning district would accommodate the off-site parking request. In the strictest sense, the RM32 zoning district is necessary given that the density of the RM32 matches that of the MU district.

This request includes a Planned Development Overlay that allows for a dynamic and engaged process to evaluate the specific development of a parking lot to accommodate the residential use of the HERE @ Kansas mixed use development. The Neighborhood Plan includes references to Planned Development Overlay districts in *Section 4 Future Land Use and Overlay Districts*. The Plan also proposes the development of specific overlay districts which are in the process of being adopted. In the absence of these more defined overlay districts a Planned Development is an appropriate tool to implement appropriate design standards for specific development. The properties as zoned will be more restricted as Planned Development than conventional zoning.

Staff Finding – Approval of the proposed zoning change facilitates the approved high-density residential development by providing a solution to necessary off-street parking spaces to support the HERE @ Kansas mixed use development. The property, as zoned, is not suitable for planned redevelopment as either a parking lot or for implementation of the Oread Neighborhood Plan for the area.

6. LENGTH OF TIME SUBJECT PROPERTY HAS REMAINED VACANT AS ZONED

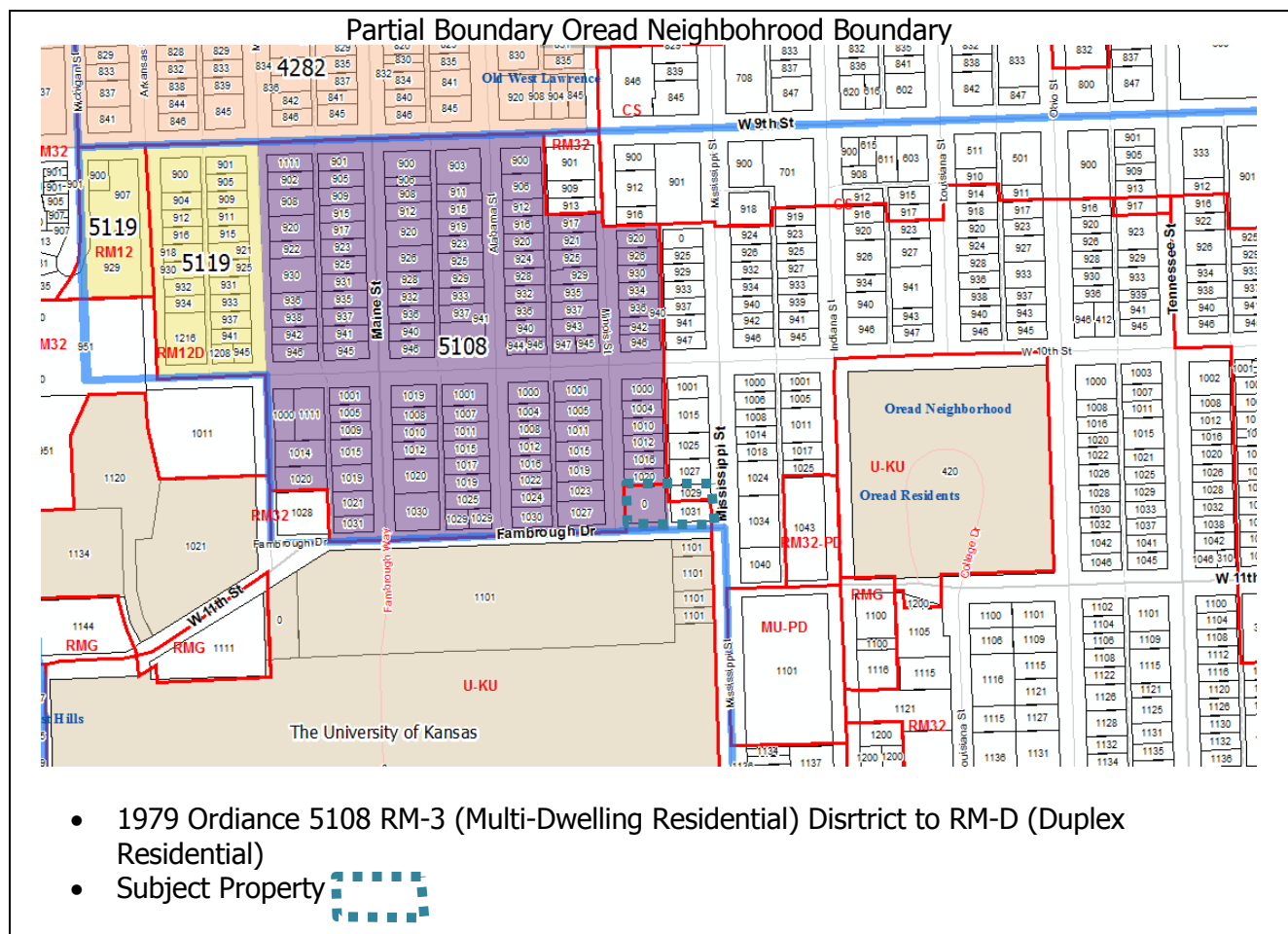
Applicant's Response: *The subject property is not vacant but has featured the same multi-dwelling structures and paved parking lot for many decades and certainly prior to the adoption of the Oread Neighborhood Plan.*

The existing zoning for these properties has been in place since 2006 with the adoption of the Land Development Code. Prior to 2006, the area north of Fambrough Drive was zoned RM-D (Duplex Residential) District and RD (Residence-Dormitory) District. The alley between Illinois and

Mississippi Streets divided the districts with the lower density duplex zoning located west of the alley and the higher density residential zoning located east of the alley.

Specific properties that are part of the main body of the University of Kansas were identified as part of a cooperative agreement between the City of Lawrence and the University of Kansas in 2006. These properties are depicted on the zoning map as U-KU. Through zoned U-KU, the subject site is not under the authority of the cooperative agreement.

The area west of the alley (along Illinois Street) was included in a rezoning application in 1979 (Ordinance No. 5108) that rezoned the property from RM-3 (Multiple-Family Residence) District to the RM-D (Duplex Residential) District. This property is not vacant but has been used for and developed as a sub-standard parking lot that dates around the time of the original stadium. The parking lot is visible in the 1937 aerial photographic database. The buildings located along Mississippi Street were between 1910 and 1930.



Staff Finding – The area has historically been zoned for residential use. The area located along Illinois Street was downzoned from high density residential to duplex residential in 1979. The properties along Mississippi Street have remained zoned for high density residential zoning with the exception of the University-related zoning that was established in 2006 with the adoption of the Land Development Code.

7. EXTENT TO WHICH APPROVING THE REZONING WILL DETRIMENTALLY AFFECT NEARBY PROPERTIES

Applicant's Response: *This rezoning will not result in any significant detriment to nearby properties. This rezoning request is exclusively intended to facilitate development of an off-street parking lot, a land use which has existed on half of the subject site for decades. This proposed parking lot will complete the parking requirement of the approved HERE @ Kansas development and ensure that its residents are not contributing to the parking problems which trouble the Oread Neighborhood. The proposed Planned Development (PD) overlay ensures that any future proposal to change the land use away from off-street parking comes back in front of neighbors, the Planning Commission and City Commission for public review. The rezoning is also accompanied by a Preliminary Development Plan which proposes the realignment of Fambrough Drive to create a new 4-way intersection with 11th and Mississippi Streets. This street realignment, which is recommended in KU's 2014-2024 Campus Master Plan, will reduce traffic congestion in this portion of the Oread Neighborhood and create green space slated for the development of a future gateway to the University.*

Approval of the request modifies the zoning that would allow for high-density multi-dwelling residential uses. The Planned Development Overlay provides public engagement in the specific development intended for the property. Approval of the project will also facilitate the realignment of Fambrough Drive, a long anticipated but unfunded improvement to the public street network.

University property is the most significantly modified property by this proposed change. These changes are shown on the concurrent application of the Preliminary Development Plan.

Properties to the north, east and west should not be impacted by the proposed change in zoning.

Staff Finding – Detrimental impact is not anticipated to occur to any adjacent property. That is not to say that a significant change will not be made to the area to the south with the realignment of Fambrough Drive. This change will have the impact of modifying the appearance and access to one of the entries to the campus.

8. THE GAIN, IF ANY, TO THE PUBLIC HEALTH, SAFETY AND WELFARE DUE TO THE DENIAL OF THE APPLICATION, AS COMPARED TO THE HARDSHIP IMPOSED UPON THE LANDOWNER, IF ANY, AS A RESULT OF DENIAL OF THE APPLICATION

Applicant's Response: *Approval of this request will facilitate the construction of a parking lot which will help to ensure that the already existing parking problem in the Oread Neighborhood is not worsened. Approval of the request also facilitates the realignment of Fambrough Drive which will reduce traffic congestion at this critical corner of the neighborhood and KU's campus. Denial of the application will force the owners of the HERE @ Kansas development to seek a new more distant, and less practical location for its resident's parking needs. Denial will also forestall KU's attempt to develop a gateway into this portion of their campus and delay the street and utility improvements associated with a realigned Fambrough Drive.*

Evaluation of this criterion includes weighing the benefits to the public versus the benefit of the owners of the subject property. Benefits are measured based on anticipated impacts of the rezoning request on the public health, safety, and welfare.

The west portion of the property is currently used for off-street parking during specific University events. The property, as a parking lot does not comply with current city design standards for pavement, parking, green space or setback. The existing residential uses along Mississippi Street

are proposed to be demolished to allow for redevelopment of the site as an expanded parking lot built to City standards.

Approval of the request will resolve a known parking shortage for the HERE @ Kansas mixed use development.

The realignment of Fambrough Drive will include a sidewalk on one side of the street and a multi-use path on the other. This is a high pedestrian use area. These improvements are a direct result of the proposed parking lot that requires the relocation of Fambrough Drive to construct the necessary parking for the use.

Staff Finding – The public benefits by the realignment and construction of Fambrough Drive as a Complete Street. The realignment provides an opportunity for the University to implement a part of the Campus Master Plan with development of an enhanced entry. The applicant will benefit from the ability to construct a parking lot that will allow them to fully activate the mixed use development, HERE @ Kansas.

9. PROFESSIONAL STAFF RECOMMENDATION

The existing parking lot, currently owned by the Endowment Association, is used only during KU events. Approval of the request adds to the overall parking inventory in the neighborhood and provides specific code required residential parking for the HERE @ Kansas project.

Staff acknowledges that during KU events the parking lot will be vacated by the HERE @ Kansas tenants and used by the University. These are typically one day events throughout the year. The applicant has been directed to provide a response to the necessary accommodation of required parking during these times. The plan for alternate parking is discussed in the Preliminary Development Plan.

Staff recommends approval of the proposed rezoning.

CONCLUSION

The demolition of structures in order to construct surface parking lots is not a preferred method of resolution to meeting minimum parking requirements. This proposed application is intended to mitigate the parking needs that resulted from unforeseen construction problems that occurred after the HERE @ Kansas mixed use development was well underway.

By considering the proposed zoning change with a Planned Development Overlay specific uses and design considerations may be tailored explicitly to the development.

It should be recognized that the improvements to Fambrough Drive directly benefit both the community and the University.

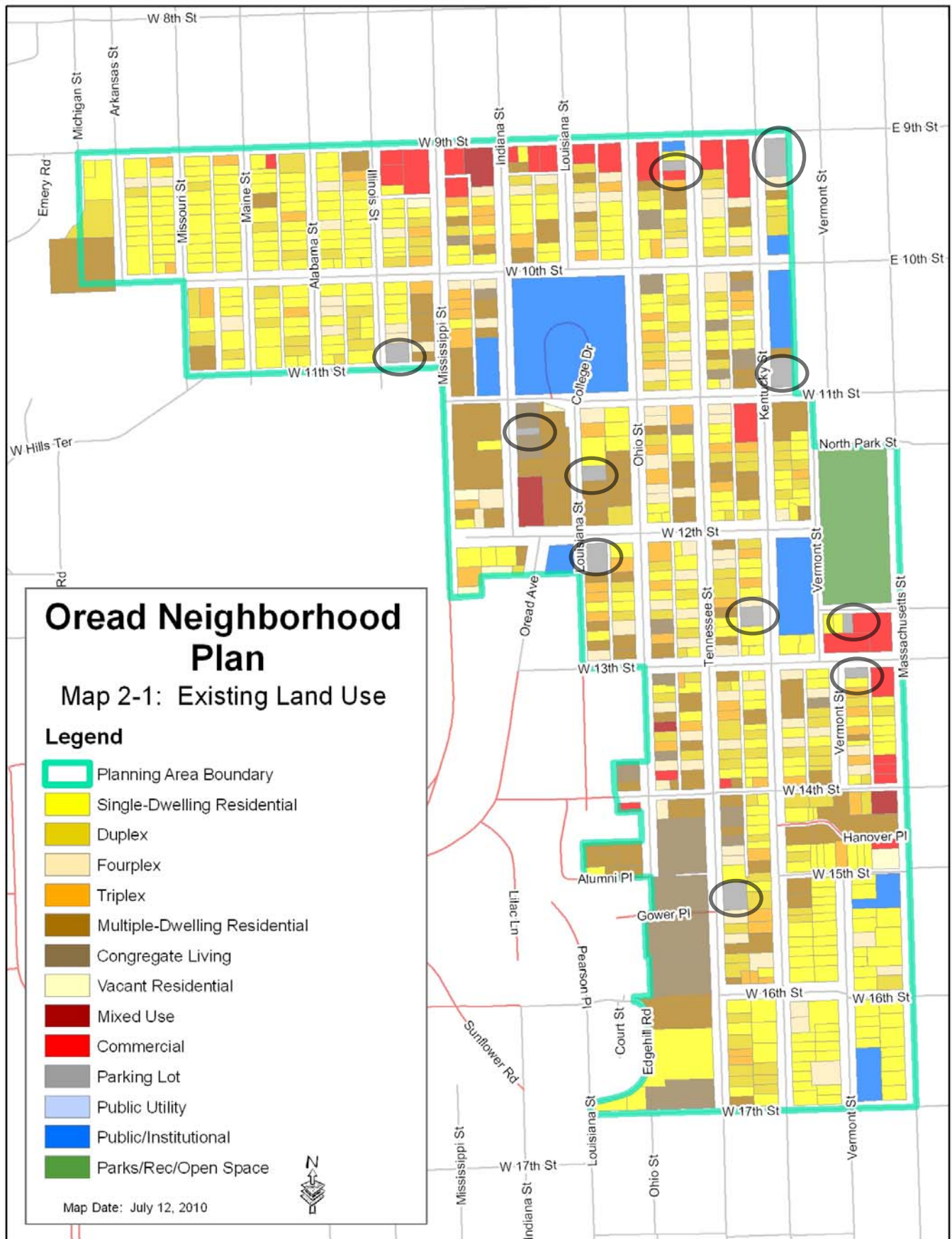
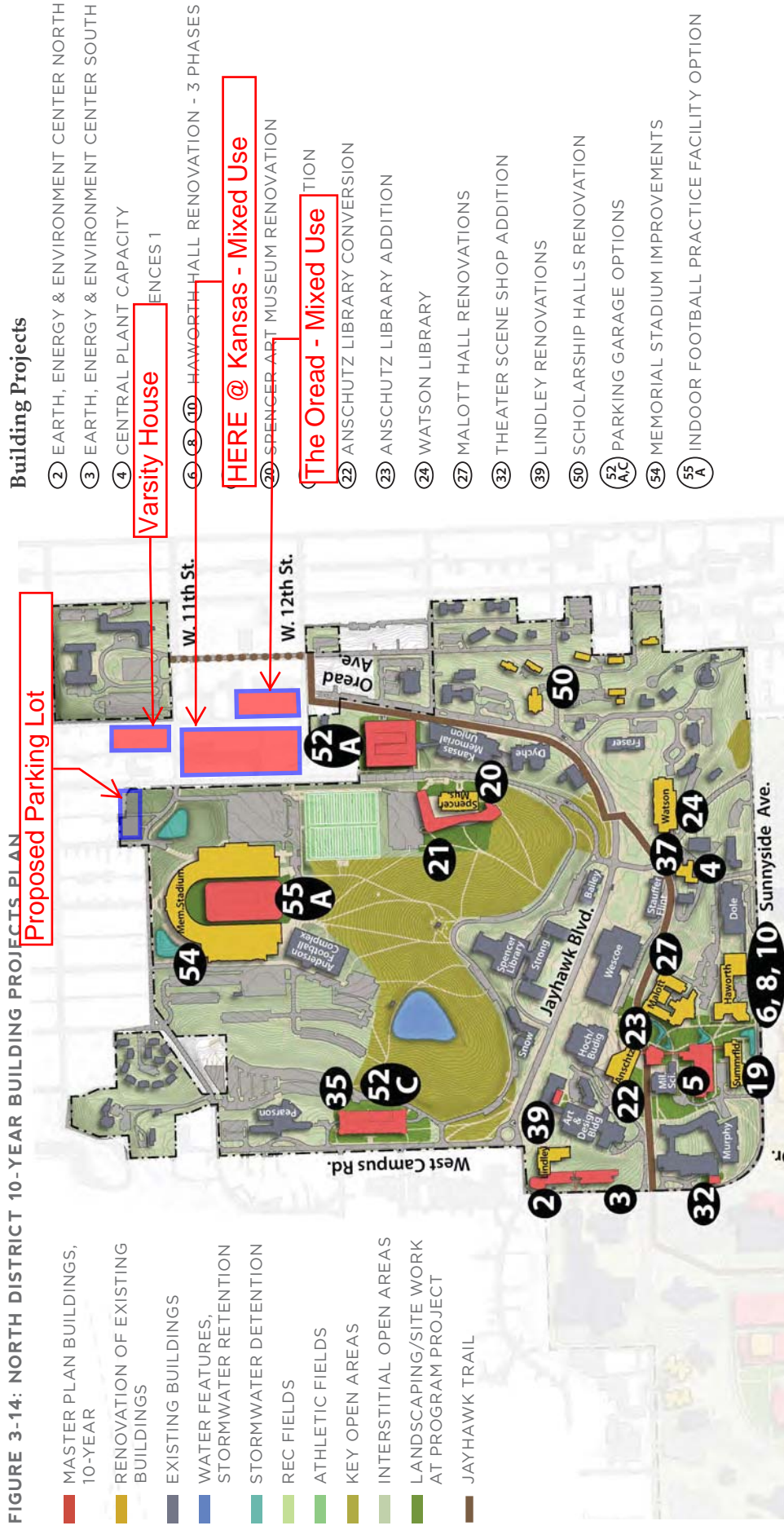
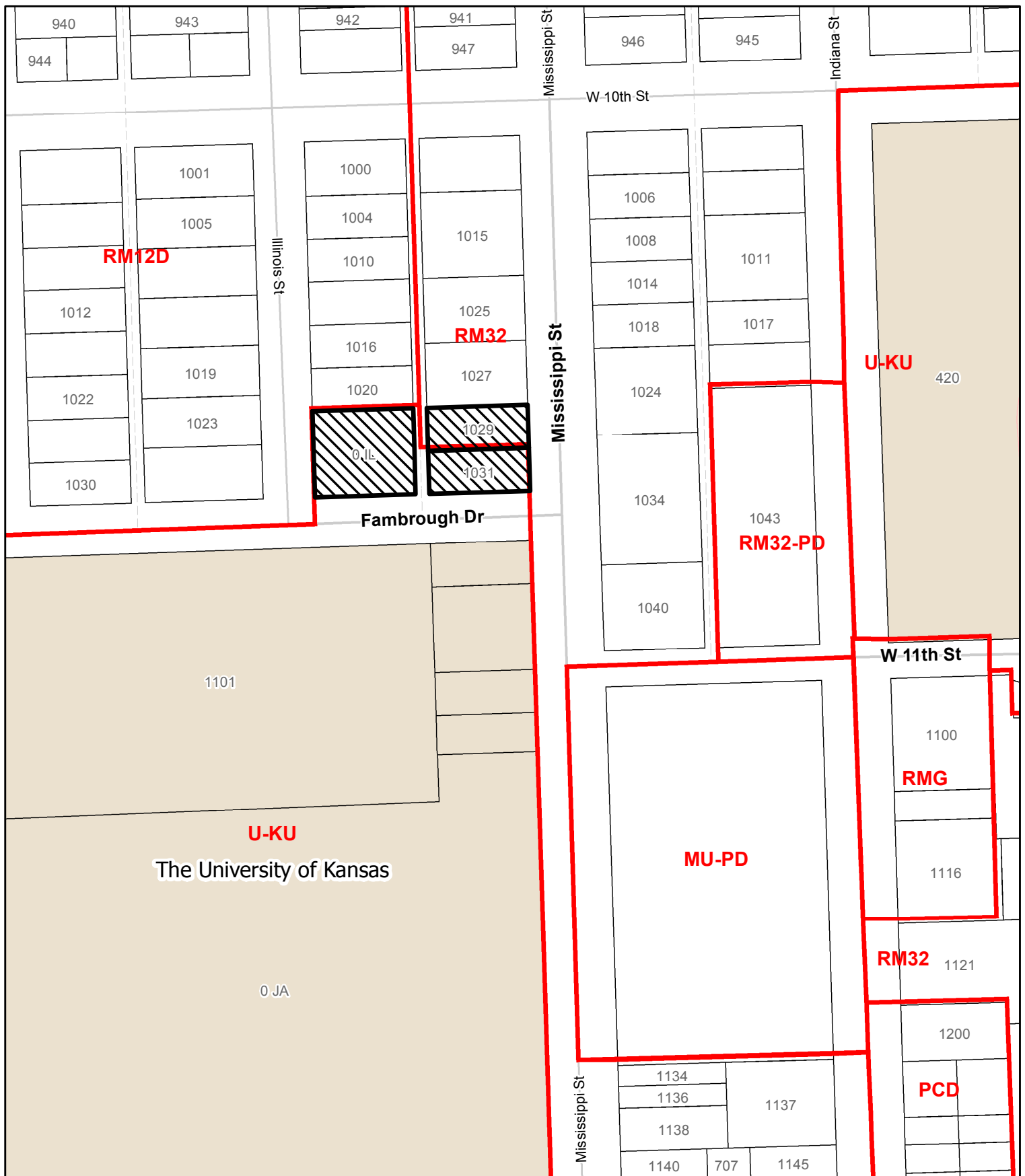


FIGURE 3-14: NORTH DISTRICT 10-YEAR BUILDING PROJECTS PLAN





**Z-16-00310: Rezone 0.918 acres from RM32 and U-KU Districts to RM32-PD District and
PDP-16-00311: Preliminary Development Plan for HERE @ Kansas
Located at 1029 & 1031 Mississippi St and the Northeast corner of Fambrough Dr & Illinois St**



Dear Sandra Day
Re: HERE parking lot

I am writing in regard to items Z-16-00-310 and PDP-16-00311 which involve the rerouting of Lumbrough Dr. between Alabama and Mississippi Streets and formation of a parking lot for the HERE project in the area between the old and proposed new sites of Lumbrough Drive.

My wife and I own the apartment building at 1027 Mississippi St. and we are strongly opposed to closing the alley entrance to what is now and what would be Lumbrough Drive. To do so would create a great inconvenience for our tenants and many others between 9th and 10th streets who need the alley access to parking. We are also concerned that the parking lot will be a blight to our part of the neighborhood and that, being downhill from the parking lot, we will be subjected to excessive rainwater runoff.

Sincerely,

Charles Kimmulberg
507 Pioneer Rd
Lawrence, KS 66049

Tel. 785-843-6543

FIRST MODIFICATION OF PARKING LOT LEASE

THIS FIRST MODIFICATION OF PARKING LOT LEASE (the "Modification") is made as of _____, 2016, by and between STADPKG, LLC, a Kansas limited liability company ("Landlord"), and Here Lawrence Property Owner, LLC, a Delaware limited liability company ("Tenant").

RECITALS

A. Landlord and Tenant are parties to a certain Parking Lot Lease Agreement dated July ___, 2016 (together with all exhibits incorporated therein, the "Original Lease"), which is incorporated herein by this reference.

B. The parties acknowledge that the City (as that and other capitalized terms used but not defined herein are defined in the Original Lease) has requested additional information about where the Tenant's tenants who are then authorized to park on the Property ("Tenant Permittees") will park during those dates and periods of time that the Landlord has the exclusive right to use the Property for the Landlord's Reserved Use.

C. In order to clarify where the Tenant Permittees will park during the Landlord's Reserved Use, Landlord and Tenant desire to modify the Original Lease as set forth in this Modification (the Original Lease as modified in this Modification is referred to as the "Lease").

NOW THEREFORE, for and in consideration of the covenants and agreements of the parties hereto hereinafter set forth, and for other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, Landlord and Tenant hereby modify the Original Lease as follows:

1. Incorporation of Recitals. The Recitals set forth above are incorporated herein by this reference.

2. Relocation of Parking of Tenant Permittees During Landlord's Reserved Use. Tenant acknowledges and agrees that, starting at least ten (10) hours before and ending no sooner than two (2) hours after the periods of time that constitute the Landlord's Reserved Use for a given day, Tenant will provide the Tenant Permittees with paved, off-street locations in which to park the Tenant Permittees' respective motor vehicles as an alternative to the Property (whether one or more, on any given day of Landlord's Reserved Use, the "Alternative Parking Lot") at no cost to the Tenant Permittees. If Tenant will locate the Alternative Parking Lot in the following locations in the following order of priority: (a) some or all within the CA Student Housing Project's internal parking garage to the extent of any unreserved parking spots then available; (b) some or all at another location on the University of Kansas campus, if the University and Tenant are able to agree upon the terms of any such use and the location(s) of any such Alternative Parking Lot on the campus; (c) some or all at another location on property owned or controlled by Landlord such as, but not limited to, the parking adjacent to Landlord's offices on Constant

Avenue, if the Landlord and Tenant are able to agree upon the terms of a License Agreement (as hereinafter defined) for such parking; or (d) any not accommodated by (a), (b) or (c) above at another off street location that is at least ____ feet away from the Property and no more than two (2) miles from the CA Student Housing Project. If during a given period of Landlord's Reserved Use the Alternative Parking Lot so provided is not located within five (5) blocks of the CA Student Housing Project or a City or University of Kansas bus line or shuttle service or other transportation system then in operation, then, during that particular period of Landlord's Reserved Use, Tenant will provide the Tenant Permittees with a reasonable means of transportation at no cost to the Tenant Permittees between the CA Student Housing Project (or a location designated by Tenant that is within one thousand five hundred (1,500) feet of an entrance to the CA Student Housing Project) and the Alternative Parking Lot (when applicable, the "Free Transportation"), which Free Transportation will be available at least once per hour between two (2) hours before and two (2) hours after the beginning and end of the Landlord's Reserved Use on a given day). No later than three (3) business days prior to the date of a given period of Landlord's Reserved Use of the Property, Tenant will start providing Tenant Permittees with reasonable notice of the location of the Alternative Parking Lot for the upcoming date of Landlord's Reserved Use, the availability and means to use Free Transportation (if applicable) and a phone number at which Tenant Permittees can get additional information concerning such Alternative Parking Lot and any applicable Free Transportation prior to and on the date of such Landlord's Reserved Use. Upon request of Landlord, Tenant shall provide Landlord with a copy of such notices for any given period of Landlord's Reserved Use.

3. Costs of Alternate Parking and Free Transportation. Unless Landlord is providing the use of the Alternative Parking Lot pursuant to a License Agreement under Section 5 hereof (in which case the terms of such License Agreement will control), neither Landlord nor Landlord's Indemnified Parties will have any liability for any costs incurred by Tenant in providing the Alternative Parking, any Free Transportation or any notice required to be provided to Tenant Permittees in Section 2.

4. Indemnity Against Claims Arising from the Use of Alternate Parking Lot and Free Transportation. Tenant will hold harmless and defend Landlord from any and all claims, judgments, demands, damages, fines, losses, liabilities, interest, awards, penalties, causes of action, litigation, lawsuits, administrative proceedings, administrative investigations, costs and expenses, including, without limitation, reasonable attorneys' fees, court costs and other reasonable costs of suit, arbitration, dispute resolution or other similar proceedings which are brought by or against Tenant or any Tenant Permittee, whether for personal injuries or property damage, which arise from the intentional actions or negligence of any one or more of Tenant, or the lessor or licensor of any Alternative Parking Lot or the provider of any Free Transportation, or their respective employees, agents, licensees, and invitees in connection with a Tenant Permittee's use of an Alternate Parking Lot or any Free Transportation.

5. Potential Use of Landlord's Alternative Parking During Landlord's Reserved Use. If Tenant requests that Landlord do so at least forty-five (45) days in advance of a period of Landlord's Reserved Use of the Property (which request will specify the number of motor vehicles Tenant wants to park on Landlord's parking lots), Landlord will provide Tenant with a written proposal for Tenant to obtain a license to park the number of Tenant Permittees' motor vehicles specified by Tenant in its request on parking lots then owned or controlled by Landlord

that would qualify as an Alternative Parking Lot, if any. The parties acknowledge that Landlord will charge Tenant a fair market rental rate for the number of parking spaces so leased or licensed to Tenant (with fair market rental rate to be determined using the then typical parking charge being made for parking during such events in the area surrounding such Alternative Parking Lot) and that if Tenant agrees to such proposal, Landlord and Tenant will execute a written lease or license agreement for such parking which contains such other terms and conditions (e.g., relating to trash removal and insurance) as the Landlord and Tenant may agree upon (a "License Agreement").

6. General. Except as expressly modified herein, the Original Lease remains in full force and effect. This Modification together with the Lease represents the complete understanding between the parties hereto as to the subject matter hereof. This Modification may be amended only by an instrument executed and delivered by each party hereto. No party hereto shall be deemed to have waived the exercise of any right which it holds hereunder unless such waiver is made expressly and in writing (and, without limiting the generality of the foregoing, no delay or omission by any party hereto in exercising any such right shall be deemed a waiver of its future exercise). No such waiver made in any instance involving the exercise of any such right shall be deemed a waiver as to any other such instance, or any other such right. This Modification shall be given effect and construed by application of the law of the State of Kansas, and any action or proceeding arising hereunder shall be brought in the courts of Kansas. Time shall be of the essence of this Modification, except that, whenever the last day for the exercise of any right or the discharge of any obligation hereunder falls on a Saturday, Sunday or statutory holiday, the party having such right or obligation shall have until 5:00 p.m. on the next succeeding day which is not a Saturday, Sunday or statutory holiday to exercise such right or discharge such obligation. The headings of the Sections, subsections, paragraphs and subparagraphs hereof are provided herein for and only for convenience of reference, and shall not be considered in construing their contents. As used herein, all references made (a) in the neuter, masculine or feminine gender shall be deemed to have been made in all such genders, (b) in the singular or plural number shall be deemed to have been made, respectively, in the plural or singular number as well, and (c) to any Section, subsection, paragraph or subparagraph shall be deemed, unless otherwise expressly indicated, to have been made to such Section, subsection, paragraph or subparagraph of this Lease. No determination by any court, governmental or administrative body or agency or otherwise that any provision of this Modification or any amendment hereof is invalid or unenforceable in any instance shall affect the validity or enforceability of (a) any other such provision, or (b) such provision in any circumstance not controlled by such determination. Each such provision shall remain valid and enforceable to the fullest extent allowed by, and shall be construed wherever possible as being consistent with, applicable law. Nothing in this Modification shall be deemed in any way to create between the parties hereto any relationship of partnership, joint venture or association, and the parties hereto hereby disclaim the existence of any such relationship. This Lease shall be binding on and inure to the benefit of the parties hereto and their respective successors and permitted assigns. The parties hereto shall and they hereby do waive trial by jury in any action, proceeding or counterclaim brought by either of the parties hereto against the other on any matters whatsoever arising out of or in any way related to this Lease, the relationship of Landlord and Tenant, Tenant's use or occupancy of the Property, and/or any claim of injury, loss or damage.

**THE REMAINDER OF THIS PAGE INTENTIONALLY LEFT BLANK
– SIGNATURES ON FOLLOWING PAGE.**

IN WITNESS WHEREOF, each party hereto has caused this Modification to be executed on its behalf by its duly authorized representatives, the day and year first above written.

LANDLORD:

STADPKG, LLC, a Kansas limited liability company
By: The Kansas University Endowment Association,
a Kansas not for profit corporation, its sole member

By: _____
Name: _____
Title: _____

TENANT:

Here Lawrence Property Owner, LLC
a Delaware limited liability company

By: _____
Name: _____
Title: an Authorized Signatory