



TO: Land Use, Transportation & Infrastructure Committee of the Denver City Council
FROM: Abe Barge, Principal City Planner
DATE: April 20, 2017
RE: Official Zoning Map Amendment Application #2016I-00029
4000, 4020 and 4120 Brighton Blvd.
Rezoning from I-MX-5, UO-2 to I-MX-8, UO2
-AND-
Official Zoning Map Amendment Application #2017I-00033
4201, 4203, 4211 and 4221 Brighton Blvd.
Rezoning from I-A, UO-2 to I-MX-8, UO-2

Staff Report and Recommendation

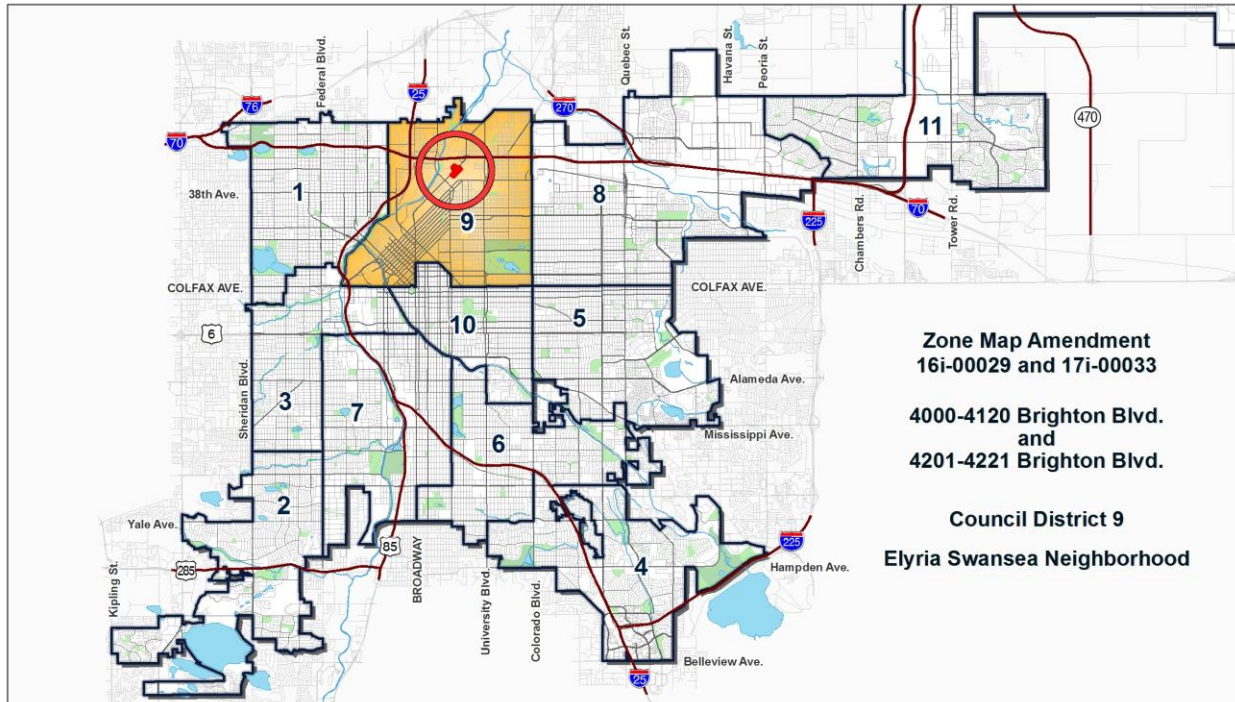
Based on the criteria for review in the Denver Zoning Code, Staff recommends **approval** for application #2016I-00029 for a rezoning from I-MX-5, UO-2 to I-MX-8, UO-2 and Staff recommends **approval** for application #2017I-00033 for a rezoning from I-A, UO-2 to I-MX-8, UO-2.

Request for Rezoning

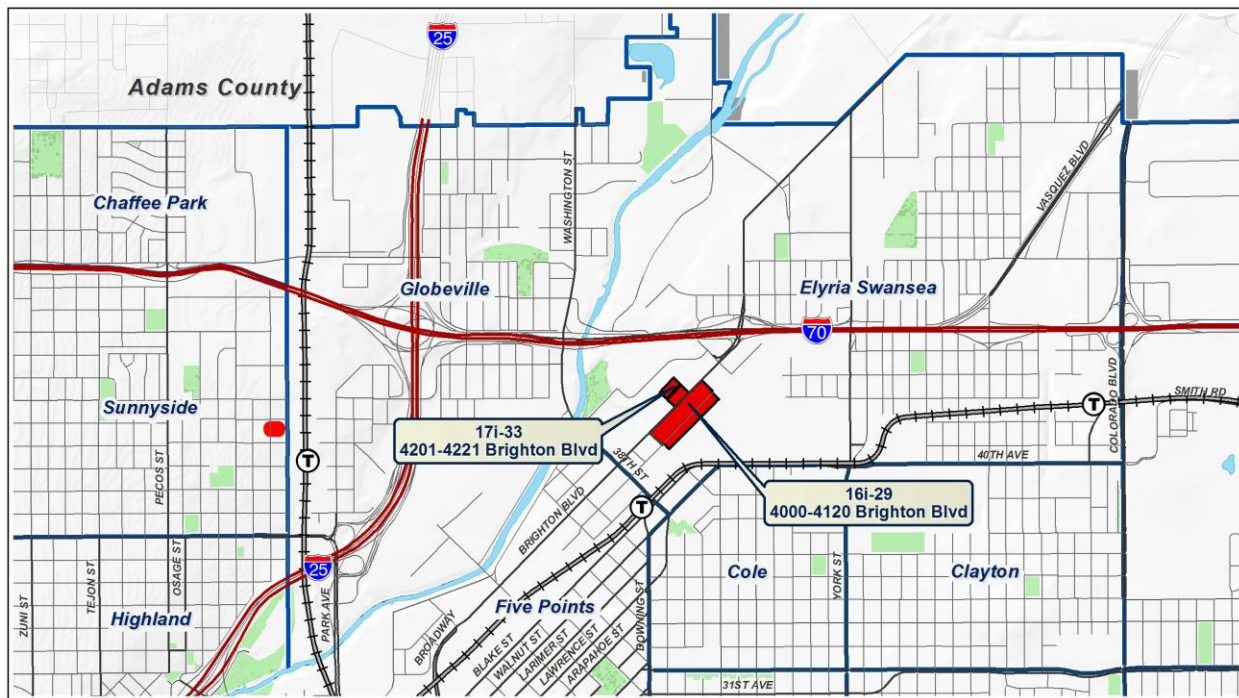
Address: 4000, 4020, 4120, 4201, 4203, 4211 & 4221 Brighton Blvd.
Neighborhood/Council District: Elyria and Swansea / Council District 9
RNOs: Elyria and Swansea Neighborhood Association, North
Neighborhoods Democratic Council, Comunidades Unidas
Globeville Elyria & Swansea, Cross Community Coalition, United
Community Action Network Inc., RiNo, River North Art District,
Elyria Swansea/Globeville Business Association, Denver
Neighborhood Association, Inc. Inter-Neighborhood
Cooperation (INC)
Area of Property: 17.33 acres
Current Zoning: I-MX-5, UO-2 & I-A, UO-2
Proposed Zoning: I-MX-8, UO-2
Property Owner(s): Westfield 4120, LLLP, Westfield-Amen, LLLP, Union Pacific
Railroad Co.
Owner Representative: Kelly Yamasaki, Oz Architecture

Summary of Rezoning Request

- The subject property is located in the 38th and Blake station area in the Elyria and Swansea neighborhoods statistical area.
- The subject property and most nearby properties currently host industrial and parking uses. The applicant is seeking rezoning to support mixed-use redevelopment.
- The current zoning is I-MX-5, UO-2 and I-A, UO-2. I-MX-5 is an industrial mixed-use district in the Industrial Context. I-A is a light industrial zone district in the Industrial Context. UO-2 is the Billboard Use Overlay, which allows for the establishment and operation of billboards subject to additional standards and limitations.
- The proposed zone district, **I-MX-8**, is defined as **I**ndustrial Neighborhood Context, **M**ixed Use, **8**-Story maximum height, which accommodates a variety of industrial, commercial, civic and residential uses.
- The applicant is proposing to retain the Billboard Use Overlay (UO-2) that is currently mapped on the site.
- Further details of the proposed zone district can be found in Article 9 of the Denver Zoning Code (DZC).



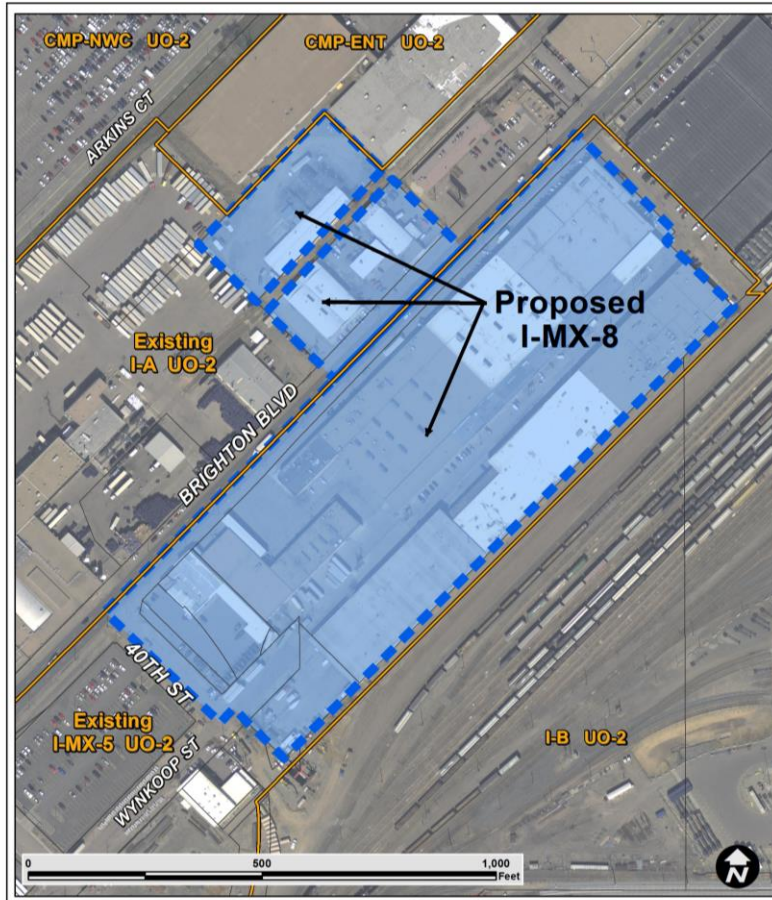
City Council District



Site Location

Proposed Rezoning

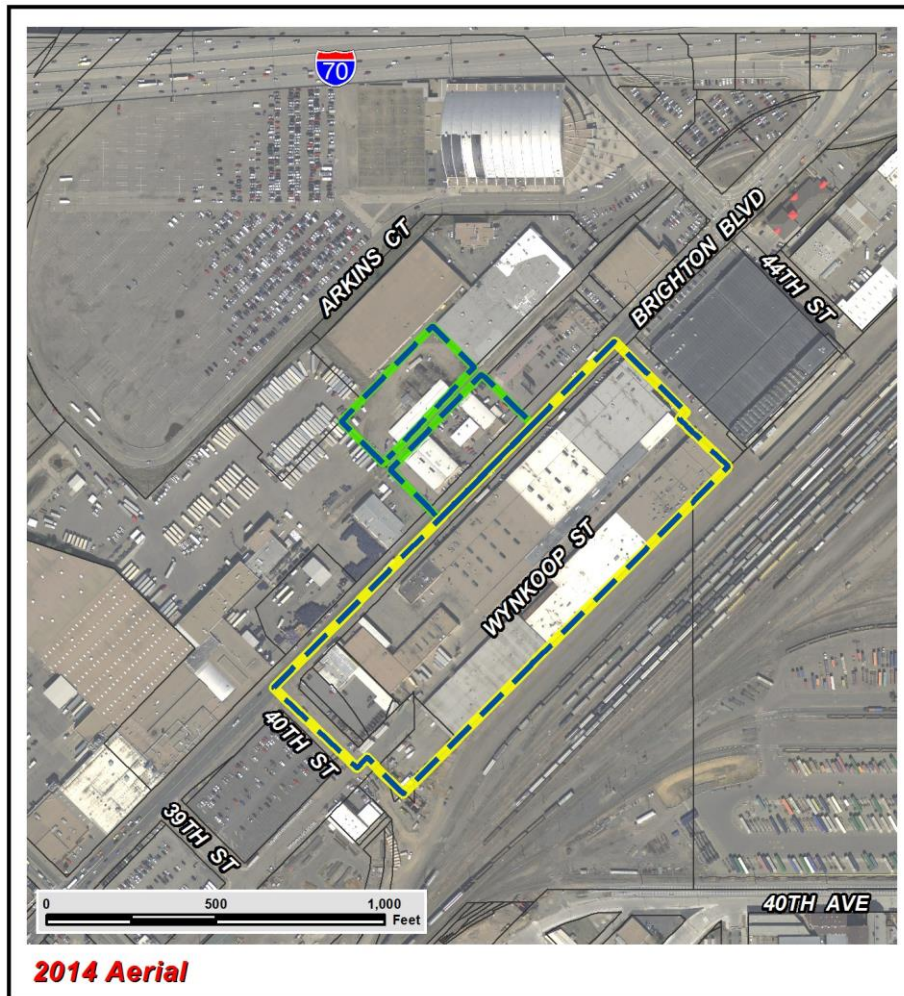
The applicant is requesting to rezone to I-MX-8, which stands for Industrial Neighborhood Context – Mixed Use – 8 stories maximum. Industrial Mixed Use districts are intended to develop in a pedestrian-oriented pattern, with buildings built up to the street and an active Street Level. They are also intended to provide a transition between mixed-use areas and I-A or I-B Industrial Districts. The I-MX-8 district applies to industrially-dominated areas served primarily by collector or arterial streets with a maximum building height of 8 stories (see DZC 9.1.2.1.A).



Proposed Rezoning

Existing Context

The subject site is located in the Elyria and Swansea neighborhoods, approximately ¼ of a mile from the 38th and Blake station on the new University of Colorado A Line between Union Station and Denver International Airport. The property is currently used primarily as industrial warehouse space. In the past, it has hosted special events including the 13th Floor Haunted House and Sweet & Lucky immersive theater performance. The Union Pacific Railroad Multi-modal Yard adjoins the southeast portion of the site (area associated with application 16I-00029 in yellow below) and a rail spur runs through the smaller northwest portion of the site (area associated with application 17I-00033 in green below). The Denver Coliseum is located a short distance to the north.



Existing Context

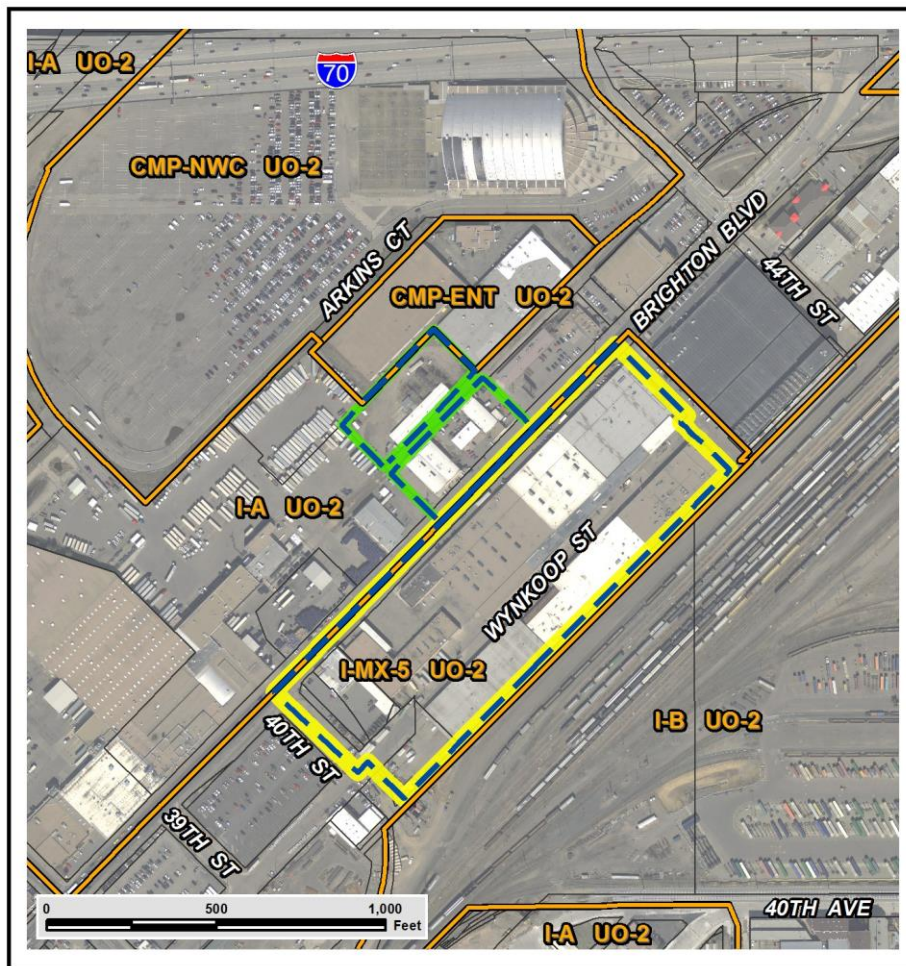
The following table summarizes the existing context proximate to the subject site:

	Existing Zoning	Existing Land Use	Existing Building Form/Scale	Existing Block, Lot, Street Pattern
Site	I-MX-5, UO-2 I-A, UO-2	Industrial, Parking	One story industrial warehouse buildings with limited surface parking areas between buildings and Brighton Blvd. Some buildings have truck-docking facilities on the Brighton Blvd. frontage	Rectilinear block pattern follows the original Denver street grid with named streets running roughly parallel to the South Platte river on a northeast to southwest axis. Block sizes vary widely and many numbered streets do not connect through to adjacent areas. Vehicle access is typically from the street to a surface parking lot.
Northeast	I-A, UO-2	Industrial	One story data center building	
Southeast	I-B, UO-2	Transportation/ Communication/ Utilities	n/a - Union Pacific Multi-modal Railroad Yard	
Southwest	I-MX-5, UO-2	Parking	n/a	
Northwest	I-A, UO-2, CMP-ENT, UO-2	Industrial, Entertainment/Cultural	One story industrial buildings, Coliseum	

1. Existing Zoning

The southeast portion of the site is currently zoned I-MX-8, UO-2 and the smaller northwest portion of the site is currently zoned I-A, UO-2. The I-MX zone district allows some industrial uses, and a broad range of commercial and residential uses. Manufacturing, wholesale, and vehicle/equipment sales, rentals, service & repair uses may be located in the Denver Zoning Code (DZC) Industrial building form. Other uses must be located in the DZC General building form, which implements build-to and street level activation requirements. The I-A “Light Industrial” zone district allows a broad range of industrial uses other than the most intensive and hazardous uses. No new residential uses may be established. Building forms are limited to a maximum floor area ratio of 2.0. The I-A zone district does not specify a maximum building height except when a site is within 175’ of a Protected District, in which case the maximum permitted building height is 75’. Building forms within the I-A zone district do not include a build-to, transparency, or street level activation requirements, and surface parking is permitted between the building and primary/side streets.

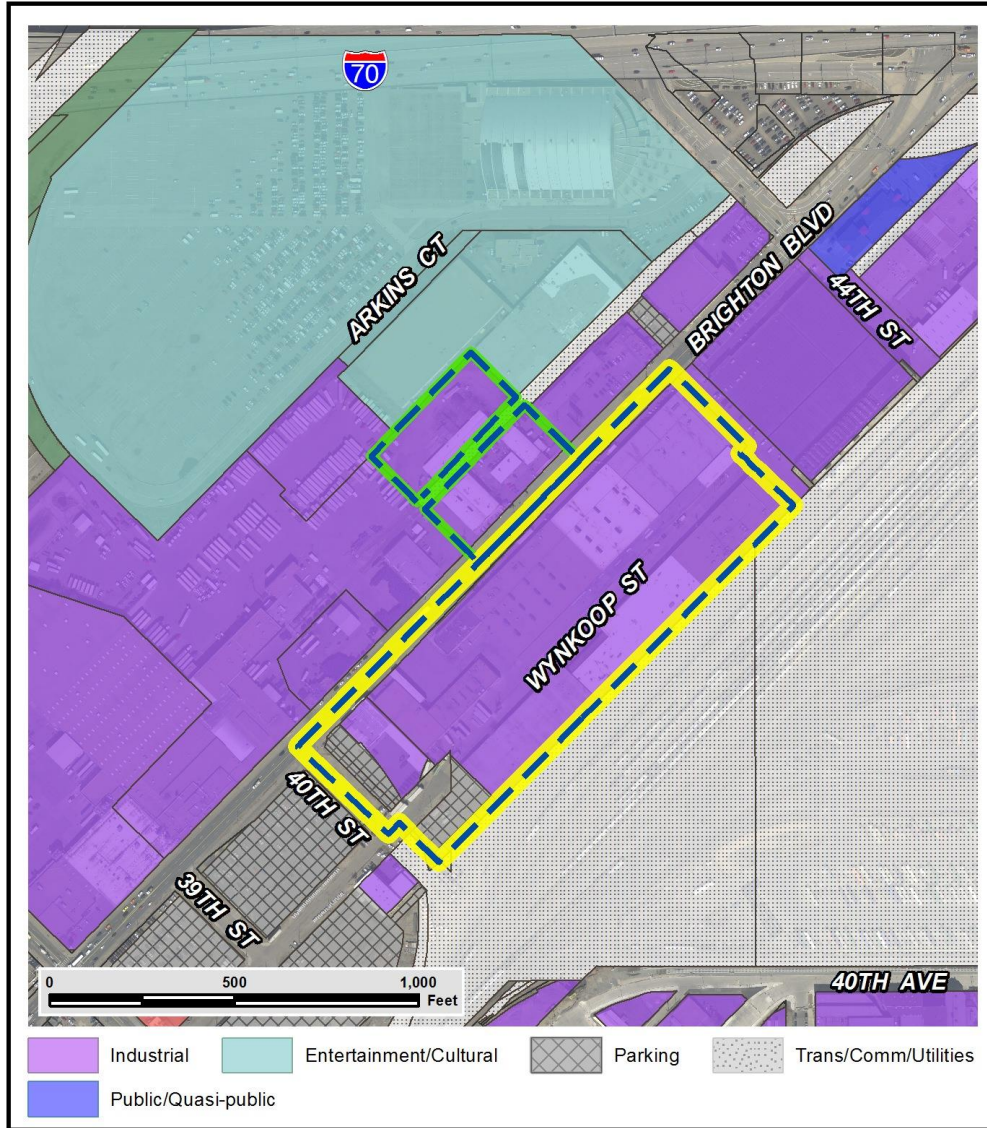
The UO-2 Billboard Use Overlay allows for “outdoor general advertising device” signs (i.e. billboards) within the applicable area. Additional standards and limitations regarding minimum separation and distance requirements also apply. There are currently no billboards on the subject site.



Existing Zoning

2. Existing Land Use

The southeast portion of the site (area associated with application 16I-00029 in yellow below) currently hosts industrial and parking uses and the smaller northwest portion of the site (area associated with application 17I-00033 in green below) is exclusively industrial. Adjacent uses are primarily industrial and transportation/communications/utilities (the railroad yard). entertainment/cultural uses to the north are associated with the National Western Center (including the existing Denver Coliseum) and Forney Museum of Transportation.



Existing Land Use

3. Existing Building Form and Scale

The existing building form and scale of the subject site and adjacent properties are shown in the images on the following pages. (Source: Google Street View)



View of the southeast portion of the property looking towards the northeast along Brighton Blvd.



View of the southeast portion of the property looking towards the southwest along Brighton Blvd.



View of the northwest portion of the property looking towards the northeast along Brighton Blvd. Note that the billboard is located on an adjacent property.



View of the northwest portion of the property towards the southwest along Brighton Blvd.

4. General Development Plan

The site is not currently subject to a general development plan (GDP). Before or concurrent with an official map amendment application, the Department of Community Planning and Development (CPD) must determine whether a GDP is mandatory, according to DZC Section 12.4.12. Preparation is mandatory when “(1) the specific circumstances warrant a coordinated master framework plan to guide future development; and (2) land use, development, and infrastructure issues related to future development cannot be adequately resolved through other regulatory processes.” In determining whether circumstances warrant a GDP, all relevant factors must be considered, including the following four factors set forth in the code. The factors are listed below with Staff’s analysis of this site in *italics*.

1. Adopted Plan Recommendation

“A citywide land use, or small area plan, adopted by City Council as a supplement to the Comprehensive Plan, recommends preparation of a GDP for all or portions of the plan area.”

The 2003 River North Plan states that “after rezoning, a General Development Plan (GDP) needs to be created and approved by the Planning Board to identify a circulation system, identify how utilities would be provided including storm water, the provision of open space, and how improvements would be financed” (page 84). The applicant has agreed to provide at least 10% open space in the form of publicly accessible plazas, expanded streetscape areas and gateway open space features (open space elements that invite pedestrian connection between public improvements along Brighton Blvd. and applicant-provided open space along Wynkoop St.). In addition, the Denver City Council approved the Midtown Metropolitan District on August 15, 2016, which will supplement the existing River North Business Improvement District and General Improvement District to provide dedicated funding for infrastructure and site improvements. As a result, the River North Plan recommendations can be met without creation of a GDP.

2. Large-Scale Development

“The GDP area either: (a) is more than 10 acres, (b) is anticipated to be developed in phases; or (c) is owned by more than one person or entity.”

The area to be rezoned is more than 10 acres, but is controlled by a single developer. The site may be developed in phases, but such phases are likely to be organized around existing buildings and infrastructure.

3. Infrastructure Network or System Improvements

“Future development in the GDP area anticipates any of the following infrastructure improvements:

- a. Establishing, extending, expanding, or otherwise changing the arterial or collector street grid; or
- b. Establishing, extending, expanding, or otherwise changing an existing regional storm water system; or
- c. Establishing, extending, expanding, or otherwise changing publicly accessible park and open space.”

The 2009 38th and Blake Station Area Plan envisions new public or private street connections between Brighton Blvd. and Wynkoop St. at 41st, 42nd and 43rd Streets (38th and Blake Plan page 31). Such connections are envisioned by the approved Midtown Metropolitan District plan, which states that the project “will introduce a street grid on the east side of Brighton Blvd., extending 41st and 42nd into the site, which, along with Wynkoop, will become local pedestrian oriented streets” and indicates each connection (including 43rd) on all improvement maps. In the Site Development Plan review process, the City will also require the applicant to provide such connections to allow for fire/building access.

The Plan also states that new development should devote 10% of site area to publicly accessible open space per standard GDP requirements (38th and Blake Plan page 49). Although a GDP was not required for this site, the applicant has agreed to provide at least 10% open space in the form of publicly accessible plazas, expanded streetscape areas and gateway open space features (open space elements that invite pedestrian connection between public improvements along Brighton Blvd. and applicant-provided open space along Wynkoop St.).

Major regional storm water facilities are envisioned just to the south, but do not specifically impact the subject site. In some cases, applicant-provided open space may provide surface storm water detention if designed to meet the City of Denver’s Ultra Urban Green Infrastructure Guidelines. This is consistent with 38th and Blake Station Area Plan objectives to address storm water management issues with sustainable, urban solutions for detention, conveyance and water quality that also serve to provide usable open space that provides an amenity for the community (38th and Blake Plan page 2).

4. Development Adjacent to Major River or Trail Corridors

“Development within 100 feet from the Cherry Creek corridor or the South Platte River corridor, where publicly-accessible open space, pedestrian connections, or bike connections to such corridors is anticipated.”

The site is about 1,500 feet (just over ¼ mile) from the South Platte River, where a reconfigured Globeville Landing Park will provide improved connections to the river and expanded recreational activities. New street connections through the site may provide alternate pedestrian and bicycle routes between the 38th and Blake Station and South Platte River. However, because connections along the southeast side of the site are blocked by the railroad yard, the site is unlikely to host primary pedestrian and bicycle connections.

Although this is a large site, neighborhood and station area planning efforts provide sufficient direction regarding matters that would be considered in a GDP. Considering all relevant factors, the specific circumstances here do not warrant an additional coordinated master framework plan and all remaining issues can be addressed with existing regulatory processes such as a development agreement and site development plan. Therefore, CPD has determined that a GDP is not mandatory for this site.

Summary of City Agency Referral Comments

As part of the DZC review process, the rezoning application is referred to potentially affected city agencies and departments for comment. A summary of agency referral responses follows:

Public Works – Surveyor: Approved with corrections to legal description.

Asset Management: Approve Rezoning Only – Will require additional information at Site Plan Review
 Legal description appears unchanged from initial submittal. Approved for rezoning purposes.

Development Services – Wastewater: Approve Rezoning Only - Will require additional information at Site Plan Review. DS Wastewater approves the subject zoning change. The applicant should note that redevelopment of this site may require additional engineering. The extent of the required design and wastewater improvements will be determined once this property begins the redevelopment process.

Public Review Process

	Date
CPD informational notice of receipt of the rezoning application to all affected members of City Council and registered neighborhood organizations	Original Application: 09/02/16 Revised Application: 03/10/16
Property legally posted for a period of 15 days and CPD written notice of the Planning Board public hearing sent to all affected members of City Council and registered neighborhood organizations	3/20/16
Planning Board voted 8 to 1 at the public hearing to recommend approval to City Council (1 board member recused, 1 board member abstained)	4/5/2017
CPD written notice of the Land Use, Transportation and Infrastructure Committee meeting of the City Council sent to all affected members of City Council and registered neighborhood organizations	4/10/2017

At the Land Use, Transportation, and Infrastructure (LUTI) Committee of the City Council, the rezoning application is typically referred to City Council for final action at a public hearing. The City Council hearing is tentatively scheduled for June 12, 2017.

- **Registered Neighborhood Organizations (RNOs)**
 - The Elyria-Swansea-Globeville Business Association (ESGBA), a registered neighborhood organization, submitted a letter in support of the application.
 - The Elyria-Swansea Neighborhood Association (ESNA), a registered neighborhood organization, submitted a letter in support of the application. ESNA requests that any significant future changes to development plans for the site be brought forward for further review.
 - The North Neighborhoods Democratic Council (NNDC), a registered neighborhood organization, submitted a letter in support of the application. NNDC requests that any significant future changes to development plans for the site be brought forward for further review.
 - The RiNo Art District, a registered neighborhood organization, submitted a letter in support of the application.

Criteria for Review / Staff Evaluation

The criteria for review of this rezoning application are found in DZC, Sections 12.4.10.7 and 12.4.10.8, as follows:

DZC Section 12.4.10.7

1. Consistency with Adopted Plans
2. Uniformity of District Regulations and Restrictions
3. Public Health, Safety and General Welfare

DZC Section 12.4.10.8

1. Justifying Circumstances
2. Consistency with Neighborhood Context Description, Zone District Purpose and Intent Statements

1. Consistency with Adopted Plans

The following adopted plans apply to this property:

- *Denver Comprehensive Plan 2000*
- *Blueprint Denver (2002)*
- *River North Neighborhood Plan (2003)*
- *38th and Blake Station Area Plan (2009)*
- *Elyria and Swansea Neighborhoods Plan (2015)*
- *38th and Blake Height Amendments (2016)*

Denver Comprehensive Plan 2000

The proposal is consistent with several *Denver Comprehensive Plan* strategies, including:

- Environmental Sustainability Strategy 2-F – Conserve land by: promoting infill development within Denver at sites where services and infrastructure are already in place; designing mixed-use communities and reducing sprawl, so that residents can live, work and play within their own neighborhoods; creating more density at transit nodes (page 39).
- Environmental Sustainability Strategy 4-A – Promote the development of sustainable communities and centers of activity where shopping, jobs, recreation and schools are accessible by multiple forms of transportation, providing opportunities for people to live where they work (page 41).
- Land Use Strategy 3-B – Encourage quality infill development that is consistent with the character of the surrounding neighborhood; that offers opportunities for increased density and more amenities; and that broadens the variety of compatible uses (page 60).
- Land Use Strategy 3-D - Identify and enhance existing focal points in neighborhoods, and encourage the development of such focal points where none exist (page 60).
- Land Use Strategy 4-A - Encourage mixed-use, transit-oriented development that makes effective use of existing transportation infrastructure, supports transit stations, increases transit patronage, reduces impact on the environment, and encourages vibrant urban centers and neighborhoods (page 60).
- Mobility Strategy 4-E – Continue to promote mixed-use development, which enables people to live near work, retail and services (page 78).
- Denver’s Legacies Strategy 3-A – Identify areas in which increased density and new uses are desirable and can be accommodated (page 99).

The proposed map amendment will enable residential mixed-use development at an infill location near a high-frequency rail transit station where services and infrastructure are already provided, and adjacent to significant future bicycle and pedestrian improvements (Brighton Boulevard reconstruction). The I-MX-8 zone district broadens the variety of compatible uses allowed by introducing residential uses and limiting heavy industrial uses. The proposed rezoning is consistent with the referenced *Comprehensive Plan 2000* recommendations.

Blueprint Denver (2002)

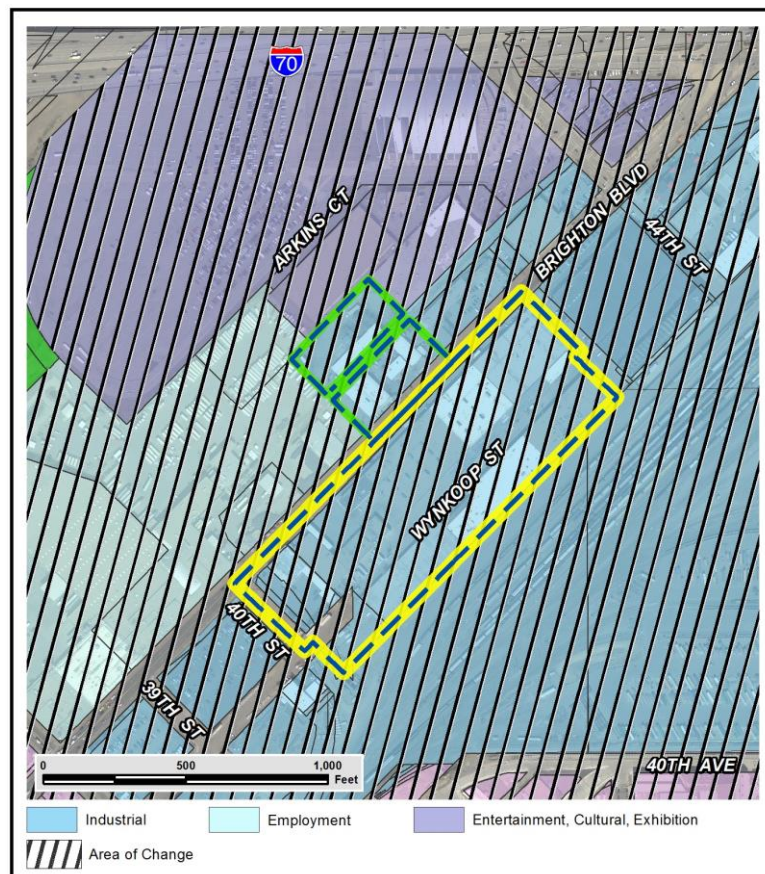
According to *Blueprint Denver*, this site has a concept land use of Industrial and is located within an Area of Change.

Future Land Use

Blueprint Denver describes a variety of goals for the Industrial concept land use from areas where warehousing and industrial uses remain viable to areas with “the potential to be more diverse employment areas” (page 40). In the “North Industrial Area” (portion of Globeville and Elyria and Swansea), *Blueprint Denver* suggests converting industrial areas near transit to a greater mix of uses (page 135). The proposed map amendment supports the *Blueprint Denver* Industrial concept land use designation as applied to areas adjacent to transit or with significant employment potential.

Area of Change

The site is in an Area of Change. The goal for Areas of Change is to channel growth where it will be beneficial and can best improve access to jobs, housing and services with fewer and shorter auto trips (page 127). Rezoning to the I-MX-8 zone district will enable growth through better building forms, increased development capacity, and a more compatible mix of uses. Therefore, the rezoning application is consistent with the *Blueprint Denver* Area of Change recommendations.



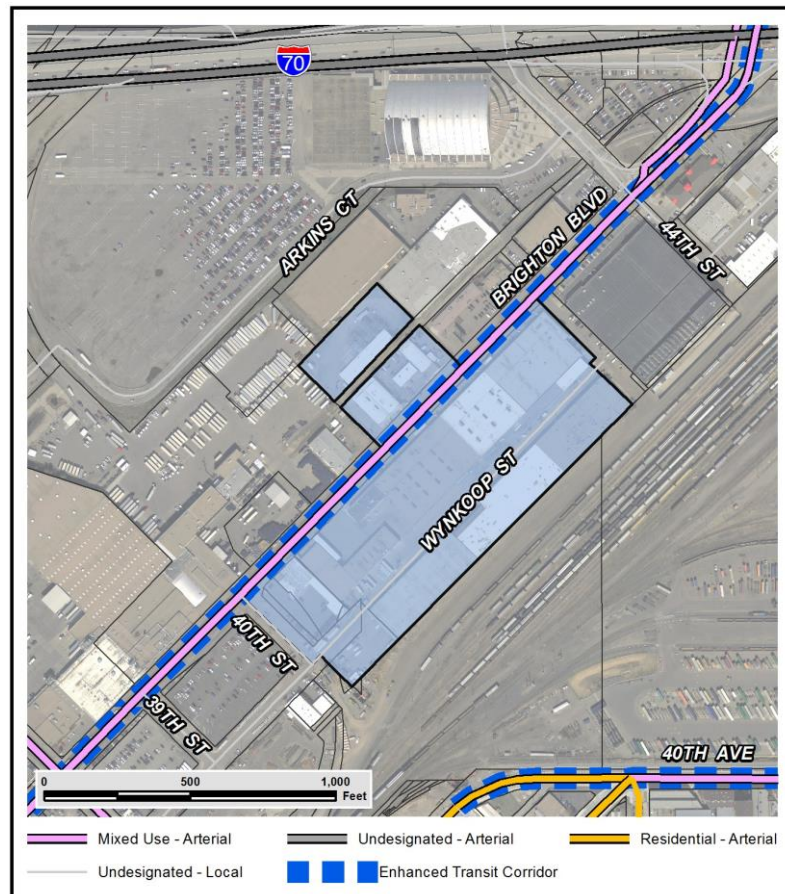
Blueprint Denver Future Land Use

Street Classifications

Blueprint Denver classifies Brighton Blvd. as a Mixed Use Arterial. Mixed-use Arterials emphasize a variety of travel choices such as pedestrian, bicycle and transit use. They are located in areas that are, or are intended to become, high-intensity mixed-use commercial, retail and residential areas with substantial pedestrian activity. *Blueprint Denver* also designates Brighton Blvd as an Enhanced Transit Corridor that will provide enhanced mobility through excellent access to efficient forms of transportation including walking, biking, buses, and rail transit. The importance of Brighton Blvd. is emphasized by the relative lack of connectivity provided by adjacent streets that are blocked by railroad yards or other industrial activities.

In late 2016, the City of Denver kicked off the Brighton Boulevard Reconstruction project, which will redevelop the corridor to reflect the changing character of the neighborhood. The new Brighton Blvd. will feature protected bike lanes, continuous sidewalks, new stoplights, protected turn lanes, and landscaping. The first phase of the project, to be completed in the winter of 2017/2018, will extend from 29th St. to 40th St. The next phase from 40th St. to 44th St. will adjoin the site. Initial utility relocation and drainage work is already underway.

The rezoning application is consistent with *Blueprint Denver's* street classification recommendations and pending pedestrian/bicycle improvements along Brighton Blvd.



Blueprint Denver Street Classifications

River North Neighborhood Plan (2003)

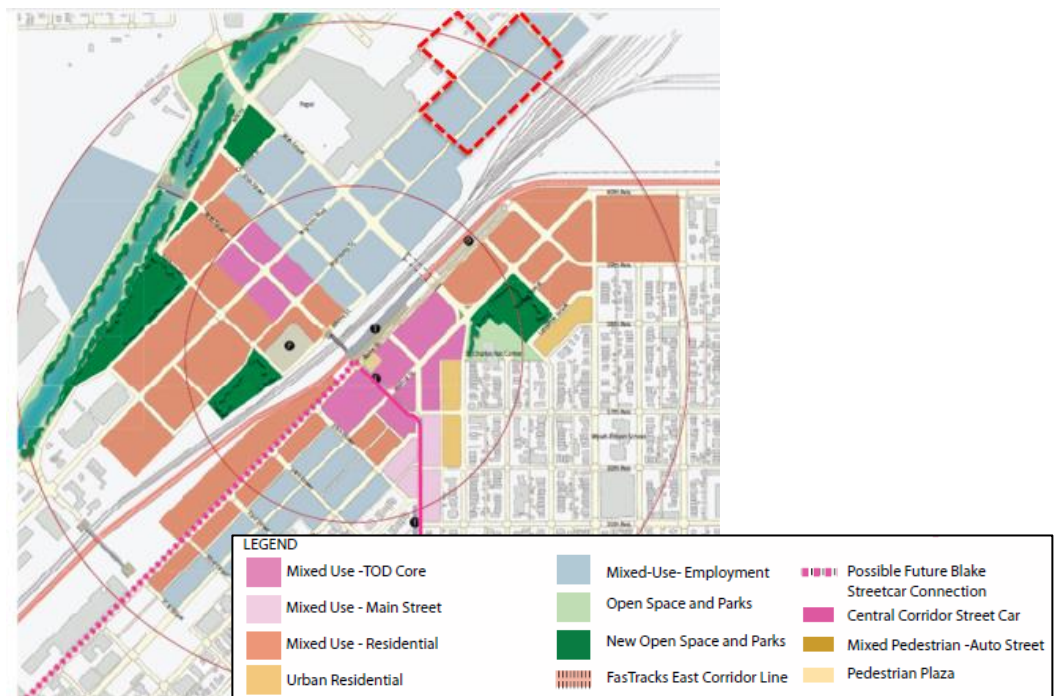
The 2003 *River North Neighborhood Plan* provides an early framework for redevelopment of the area. It identifies the concept land use for the site as Transit Oriented Development (TOD) Mixed Use, which was envisioned to include “intensive office and residential uses along with supporting retail oriented to the proposed 40th and 40th station” (an earlier concept location for the current 38th and Blake station) (page 70).

The proposed I-MX-8 zone district allows the uses contemplated in the plan’s concept land use and therefore is consistent with the recommendations of the River North Neighborhood Plan.

38th and Blake Station Area Plan (2009)

The 2009 *38th and Blake Station Area Plan* sets forth objectives for the area around the first station on the new University of Colorado A Line outbound toward Denver International Airport from Denver Union Station. It identifies future land use on the site southeast of Brighton Blvd. as Mixed Use-Employment, which is intended to accommodate a wide variety of uses from warehouses and business incubators to residential. The Plan states that “Mixed-Use Employment is meant to attract and accommodate cutting-edge industries and transition over time to include opportunities for a unique and inviting place to live and work—residential uses are allowable” (page 49). The Plan places the site within the “Brighton North Mixed Use – Employment” District where recommendations focus on maintaining an employment base while improving aesthetics and accommodating a greater mix of uses (page 51). The Plan does not provide guidance for the portion of the site northwest of Brighton Blvd.

The proposed I-MX-8 zone district allows for future land uses that are consistent with the recommendations of the *38th and Blake Station Area Plan*. See “4. General Development Plan” above for additional information on accommodation of Plan recommendations for provision of street connections and open space.



38th and Blake Station Area Plan Future Land Use Map (dashed red line indicates general area of proposed map amendment site)

Elyria and Swansea Neighborhoods Plan (2015)

The proposed map amendment site is located near the southern edge of the Elyria neighborhood. The 2015 *Elyria and Swansea Neighborhoods Plan* provides a recent vision for the neighborhood. Although the Plan focuses on more residential areas of the neighborhood north of Interstate 70, it does provide relevant guidance for the map amendment, including updated concept land use and additional guidance for the development of Brighton Blvd. The Plan's concept land use for the site is Mixed Use Industrial, which recognizes that "light industrial uses, such as light manufacturing with smaller warehouses can be compatible with a variety of housing types." It also indicates that "land uses can be, but are not necessarily, mixed in each building, development, or block." And that "pedestrian access is important within the area, with residential and non-residential uses always within walking distance of one another" (page 27). In addition, the Plan generally encourages "investment in higher density housing, services, and employment opportunities near rail stations to provide for a diverse population with safe and convenient pedestrian access to rail transit" (page 29) and seeks redevelopment of industrial sites to "improve the visual quality, perception of safety, drainage, pedestrian circulation through added sidewalks, and reduce airborne dust through landscaping and other site improvements" (page 94). Note that the concept land uses recommended in the *Elyria and Swansea Neighborhoods Plan* are intended to update land use recommendations in the *38th and Blake Station Area Plan* (page 122).

The proposed I-MX-8 zone district allows for future land uses that are consistent with the recommendations of the *Elyria and Swansea Neighborhoods Plan*.

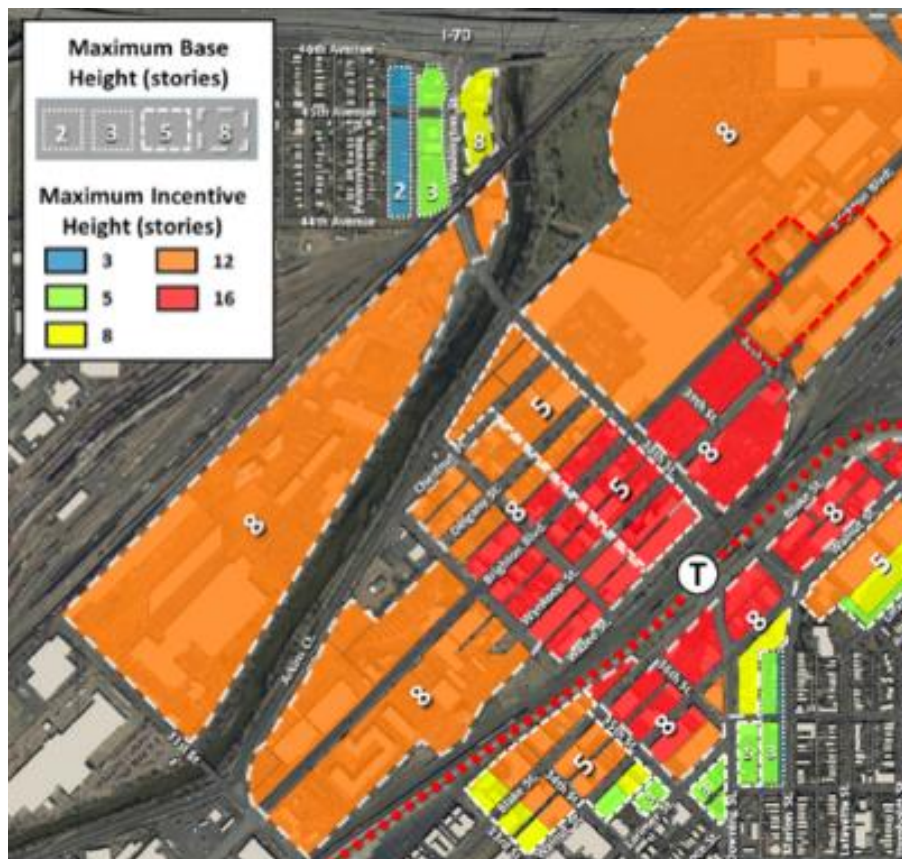


Elyria and Swansea Neighborhoods Plan Future Land Use Concept (dashed red line indicates general area of proposed map amendment site)

38th and Blake: Height Amendments (2016)

The 2016 38th and Blake Height Amendments were adopted by City Council in September of 2016 to provide a clear vision for building height in the area around the station. In addition to clarifying height recommendations included in five plans that overlap the station area, the amendments respond to changing conditions and public investment affecting the station area by allowing for greater building heights for development that provides specific community benefits in the form of enhanced design quality and integrated affordable housing. The amendments identify a maximum “base height” consistent with recommendations from previously adopted plans (such as the 38th and Blake Station Area Plan and the Elyria and Swansea Neighborhoods Plan) and a maximum “incentive height” for development that provides integrated affordable housing within the station area. The amendments also note that the maximum ‘incentive height’ is not appropriate prior to adoption of zoning tools to implement requirements for higher design quality and integrated affordable housing” (page 7).

The amendments recommend a maximum “base height” of 8 stories and a maximum “incentive height” of 12 stories for the proposed map amendment site. Because the future zoning tools for enhanced design quality and affordable housing have not yet been adopted, heights allowed by the proposed I-MX-8 zone district are consistent with recommendations in the 38th and Blake Height Amendments. If tools to require enhanced design quality and integrated affordable housing (currently under development) are adopted by City Council, future development on the site may be up to 12 stories in height.



38th and Blake Height Amendments Height Map (dashed red line indicates general area of proposed map amendment site)

Recommendations in all adopted plans that apply to the proposed map amendment site are consistent with the proposed I-MX-8 zone district. The I-MX-8 zone district building form standards include minimum required design elements to require buildings to relate to the street and pedestrian environment. These standards require better design than that required by the currently applicable zone districts. Therefore, the proposed map amendment is consistent with adopted plans.

2. Uniformity of District Regulations and Restrictions

The proposed rezoning to the I-MX-8 zone district will result in the uniform application of zone district building form, use, and design regulations.

3. Public Health, Safety and General Welfare

The proposed official map amendment furthers the public health, safety, and general welfare of the City by promoting redevelopment that will implement the City's adopted plans primarily through a transition towards a more varied mix of high-intensity uses with expanded pedestrian connections. The building form standards, allowed uses, design standards, and other components of the requested I-MX-8 zone district will further promote the public health, safety, and general welfare of the community.

4. Justifying Circumstance

The application identifies changed or changing conditions as the Justifying Circumstance under DZC Section 12.4.10.8.A.4: "The land or its surrounding environs has changed or is changing to such a degree that it is in the public interest to encourage a redevelopment of the area or to recognize the changed character of the area." Changed conditions include the introduction of the 38th and Blake commuter rail station and the associated pedestrian bridge, which provides additional pedestrian connections to the southeast side of the freight and commuter rail tracks. In addition, the adjacent reconstruction of Brighton Blvd. provides pedestrian and bicycle improvements that significantly enhance the proposed map amendment site as a location for higher intensity mixed use development. Recently, other properties on both sides of the station area have similarly pursued rezoning for future transit oriented redevelopment, signaling heightened market interest.

5. Consistency with Neighborhood Context Description, Zone District Purpose and Intent Statements

The requested I-MX-8 zone district is within the Industrial Neighborhood Context. The neighborhood context is primarily characterized by areas of light industrial, warehouse and heavy industrial areas, as well as areas subject to transitions from industrial to mixed use. Building placement in the Industrial Mixed Use districts is closer to the street than in purely industrial districts, with parking, loading and access located at the rear of the site. Reuse of existing industrial buildings with street-facing loading presents design challenges. Building heights range from 1-8 stories which utilize simple forms to maximize open floor space to accommodate warehousing, although older industrial areas include multi-story warehouse buildings, manufacturing uses, adaptive re-use of industrial structures, and multi-storied mixed use buildings (DZC 9.1).

The General Purpose of the Industrial Mixed Use District is intended to develop in a pedestrian-oriented pattern, with buildings built up to the street and an active Street Level; provide a transition between mixed use areas and I-A or I-B Industrial Districts; and accommodate a variety of industrial, commercial, civic and residential uses (DZC 9.1.2.1.A.). The specific intent of the district is to apply to industrially-dominated areas served primarily by collector or arterial streets with a maximum building height of 8 stories (DZC, 9.1.2.1.A.4). The site is directly accessed by Brighton Blvd., an arterial street. The building heights recommendation in the plans is consistent with the district and the area is dominated by industrial uses. Therefore, the proposed rezoning to the I-MX-8 zone district is consistent with the Denver Zoning Code Neighborhood Context Description, Zone District Purpose and Intent Statements.

Attachments

1. Map Amendment Application 2016I-00029
2. Map Amendment Application 2017I-00033
3. Letters of Support from Registered Neighborhood Organizations
 - Elyria-Swansea-Globeville Business Association
 - Elyria and Swansea Neighborhood Association
 - North Neighborhoods Democratic Council
 - RiNo Art District



Zone Map Amendment (Rezoning) - Application

PROPERTY OWNER INFORMATION*		PROPERTY OWNER(S) REPRESENTATIVE**	
<input type="checkbox"/> CHECK IF POINT OF CONTACT FOR APPLICATION		<input type="checkbox"/> CHECK IF POINT OF CONTACT FOR APPLICATION	
Property Owner Name		Representative Name	
Address		Address	
City, State, Zip		City, State, Zip	
Telephone		Telephone	
Email		Email	
<p>*If More Than One Property Owner: All standard zone map amendment applications shall be initiated by all the owners of at least 51% of the total area of the zone lots subject to the rezoning application, or their representatives authorized in writing to do so. See page 3.</p>		<p>**Property owner shall provide a written letter authorizing the representative to act on his/her behalf.</p>	
Please attach Proof of Ownership acceptable to the Manager for each property owner signing the application, such as (a) Assessor's Record, (b) Warranty deed or deed of trust, or (c) Title policy or commitment dated no earlier than 60 days prior to application date.			
SUBJECT PROPERTY INFORMATION			
Location (address and/or boundary description):			
Assessor's Parcel Numbers:			
Area in Acres or Square Feet:			
Current Zone District(s):			
PROPOSAL			
Proposed Zone District:			
Does the proposal comply with the minimum area requirements specified in DZC Sec. 12.4.10.3:		<input type="checkbox"/> Yes	<input type="checkbox"/> No

REZONING GUIDE

Rezoning Application Page 2 of 3



REVIEW CRITERIA

<p>General Review Criteria: The proposal must comply with all of the general review criteria DZC Sec. 12.4.10.7</p>	<p><input type="checkbox"/> Consistency with Adopted Plans: The proposed official map amendment is consistent with the City's adopted plans, or the proposed rezoning is necessary to provide land for a community need that was not anticipated at the time of adoption of the City's Plan.</p> <p>Please provide an attachment describing relevant adopted plans and how proposed map amendment is consistent with those plan recommendations; or, describe how the map amendment is necessary to provide for an unanticipated community need.</p> <p><input type="checkbox"/> Uniformity of District Regulations and Restrictions: The proposed official map amendment results in regulations and restrictions that are uniform for each kind of building throughout each district having the same classification and bearing the same symbol or designation on the official map, but the regulations in one district may differ from those in other districts.</p> <p><input type="checkbox"/> Public Health, Safety and General Welfare: The proposed official map amendment furthers the public health, safety, and general welfare of the City.</p>
<p>Additional Review Criteria for Non-Legislative Rezoning: The proposal must comply with both of the additional review criteria DZC Sec. 12.4.10.8</p>	<p>Justifying Circumstances - One of the following circumstances exists:</p> <p><input type="checkbox"/> The existing zoning of the land was the result of an error.</p> <p><input type="checkbox"/> The existing zoning of the land was based on a mistake of fact.</p> <p><input type="checkbox"/> The existing zoning of the land failed to take into account the constraints on development created by the natural characteristics of the land, including, but not limited to, steep slopes, floodplain, unstable soils, and inadequate drainage.</p> <p><input type="checkbox"/> The land or its surroundings has changed or is changing to such a degree that it is in the public interest to encourage a redevelopment of the area to recognize the changed character of the area.</p> <p><input type="checkbox"/> It is in the public interest to encourage a departure from the existing zoning through application of supplemental zoning regulations that are consistent with the intent and purpose of, and meet the specific criteria stated in, Article 9, Division 9.4 (Overlay Zone Districts), of this Code.</p> <p>Please provide an attachment describing the justifying circumstance.</p> <p><input type="checkbox"/> The proposed official map amendment is consistent with the description of the applicable neighborhood context, and with the stated purpose and intent of the proposed Zone District.</p> <p>Please provide an attachment describing how the above criterion is met.</p>

REQUIRED ATTACHMENTS

Please ensure the following required attachments are submitted with this application:

- Legal Description (required to be attached in Microsoft Word document format)
- Proof of Ownership Document(s)
- Review Criteria

ADDITIONAL ATTACHMENTS

Please identify any additional attachments provided with this application:

- Written Authorization to Represent Property Owner(s)

Please list any additional attachments:



REZONING GUIDE

Rezoning Application Page 3 of 3

PROPERTY OWNER OR PROPERTY OWNER(S) REPRESENTATIVE CERTIFICATION/PETITION

We, the undersigned represent that we are the owners of the property described opposite our names, or have the authorization to sign on behalf of the owner as evidenced by a Power of Attorney or other authorization attached, and that we do hereby request initiation of this application. I hereby certify that, to the best of my knowledge and belief, all information supplied with this application is true and accurate. I understand that without such owner consent, the requested official map amendment action cannot lawfully be accomplished.

Property Owner Name(s) (please type or print legibly)	Property Address City, State, Zip Phone Email	Property Owner Interest % of the Area of the Zone Lots to Be Rezoned	Please sign below as an indication of your consent to the above certification statement (must sign in the exact same manner as title to the property is held)	Date	Indicate the type of ownership documentation provided: (A) Assessor's record, (B) warranty deed or deed of trust, (C) title policy or commitment, or (D) other as approved	Property owner representative written authorization? (YES/NO)
EXAMPLE John Alan Smith and Josie Q. Smith	123 Sesame Street Denver, CO 80202 (303) 555-5555 sample@sample.gov	100%	<i>John Alan Smith</i> <i>Josie Q. Smith</i>	01/01/12	(A)	NO
Westfield-4120, LLLP	4020 Brighton Blvd. 4120 Brighton Blvd. 4000 Brighton Blvd. Denver, CO 80216 (303) 298-1111 rmeclintoch@nfmmail.com	95.27%	<i>[Signature]</i>	7/11/16	B	YES
Westfield-4120, LLLP	*Address not available Option Parcel to 4120 Brighton Blvd. See attached legal description	4.61%	<i>[Signature]</i>	7/11/16	B	YES
Union Pacific Railroad Co.	4001 Wynkoop St. Denver, CO 80216	0.12%	—	—	—	NO
Regional Transportation District	4000 Brighton Blvd. Denver, CO 80216	0.0%	—	—	—	NO

Last updated: February 4, 2015

Return completed form to rezoning@denvergov.org

311 FOR INFORMATION & CITY SERVICES

2016I-00029

201 W. Colfax Ave., Dept. 205
Denver, CO 80202

720-865-2974 • rezoning@denvergov.org

Completed September 2, 2016 7 Fee pd \$9,000.00

Westfield-4120, LLLP

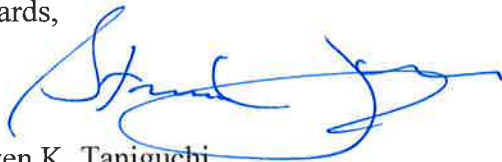
July 7, 2016

Re: Property Owner's Representative for Rezoning of 4020 Brighton Blvd., 4120 Brighton Blvd., and 4000 Brighton Blvd.

To Whom It May Concern,

Westfield-4120, LLLP authorizes Kelly Yamasaki with OZ Architecture to act as our Property Owner's Representative.

Regards,



Steven K. Taniguchi
Registered Agent, Colorado Secretary of State

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Summary

Details			
Name	Westfield-4120, LLLP		
Status	Good Standing	Formation date	04/03/2014
ID number	20141223102	Form	Limited Liability Limited Partnership
Periodic report month	April	Jurisdiction	Colorado
Principal office street address	1800 Larimer Street, Suite 1800, Denver, CO 80202, United States		
Principal office mailing address	n/a		

Registered Agent	
Name	STEVEN K. TANIGUCHI
Street address	1800 Larimer Street, Suite 1800, Denver, CO 80202, United States
Mailing address	1800 Larimer Street, Suite 1800, DENVER, CO 80202, United States

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Summary

Details			
Name	Westfield-4120 General Partner, LLC		
Status	Good Standing	Formation date	04/03/2014
ID number	20141223140	Form	Limited Liability Company
Periodic report month	April	Jurisdiction	Colorado
Principal office street address	1800 Larimer Street, Suite 1800, Denver, CO 80202, United States		
Principal office mailing address	n/a		

Registered Agent	
Name	STEVEN K. TANIGUCHI
Street address	1800 Larimer Street, Suite 1800, Denver, CO 80202, United States
Mailing address	1800 Larimer Street, Suite 1800, DENVER, CO 80202, United States

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Main Midtown parcel, 536,559 LSF, 12.318 acres, Parcel # 02233-00-055-000
Midtown Option parcel, 27,833 LSF, 0.639 acres, Parcel #02233-00-061-000
CJ Roofing NE parcel, 28,663 LSF, 0.66 acres, Parcel # 02233-01-007-000
CJ Roofing middle parcel, 11,465 LSF, 0.26 acres, Parcel # 02233-01-010-000
CJ Roofing SW parcel, 6,417 LSF, 0.15 acres, Parcel # 02233-01-011-000
UP triangle parcel, 876 LSF, 0.02 acres, Parcel # 02233-01-003-000
RTD 40th & Brighton parcel, 233 LSF, 0.01 acres, Parcel # 02233-01-012-000

Find Denver Property

- Real Estate**
 Business Personal Property

Note: Enter schedule numbers without dashes

Results

Address **4120 BRIGHTON BLVD**

Schedule/Parcel# 0223300055000

Owner WESTFIELD-4120 LLLP

Co-Owner

Year 2016

Assessed Value \$3,824,810

Actual Value \$13,189,000

Property Type INDUSTRIAL - WAREHOUSE



pocketgov **denver**

Find Denver Property

- Real Estate**
 Business Personal Property

Note: Enter schedule numbers without dashes

1 result is available, use up and down arrow keys to navigate.

Results

Address	4020 BRIGHTON BLVD
Schedule/Parcel#	0223301007000
Owner	WESTFIELD-4120 LLLP
Co-Owner	
Year	2016
Assessed Value	\$254,070
Actual Value	\$876,100
Property Type	INDUSTRIAL - WAREHOUSE

Find Denver Property

- Real Estate**
 Business Personal Property

Note: Enter schedule numbers without dashes

1 result is available, use up and down arrow keys to navigate.

Results

Address **4000 BRIGHTON BLVD MISC**

Schedule/Parcel# 0223301010000

Owner WESTFIELD-4120 LLLP

Co-Owner

Year 2016

Assessed Value \$18,910

Actual Value \$65,200

Property Type

Find Denver Property

- Real Estate**
 Business Personal Property

Note: Enter schedule numbers without dashes

1 result is available, use up and down arrow keys to navigate.

Results

Address **4000 BRIGHTON BLVD**

Schedule/Parcel# 0223301011000

Owner WESTFIELD-4120 LLLP

Co-Owner

Year 2016

Assessed Value \$10,380

Actual Value \$35,800

Property Type

Find Denver Property

- Real Estate**
 Business Personal Property

Note: Enter schedule numbers without dashes

1 result is available, use up and down arrow keys to navigate.

Results

Address	4001 WYNKOOP ST
Schedule/Parcel#	0223301003000
Owner	UNION PACIFIC RR CO
Co-Owner	
Year	2016
Assessed Value	\$30
Actual Value	\$100
Property Type	VACANT LAND

Find Denver Property

- Real Estate**
 Business Personal Property

Note: Enter schedule numbers without dashes

1 result is available, use up and down arrow keys to navigate.

Results

Address	4000 BRIGHTON BLVD
Schedule/Parcel#	0223301012000
Owner	REGIONAL TRANSPORTATION
Co-Owner	
Year	2016
Assessed Value	\$90
Actual Value	\$300
Property Type	INDUSTRIAL, MISC IMPS

that will fulfill these general purposes, and the 8 story height is justified because of the adjacency to Brighton Blvd., an arterial street, as described in Section 9.1.2.1 , A.4 of the Denver Zoning Code.

LEGAL DESCRIPTION:

A TRACT OF LAND LOCATED IN SECTION 23, TOWNSHIP 3 SOUTH, RANGE 68 WEST OF THE 6TH P.M., MORE PARTICULARLY DESCRIBED AS FOLLOWS:

BEGINNING AT THE MOST WESTERLY CORNER OF BLOCK 27, ST. VINCENT ADDITION, SAID POINT ALSO BEING THE INTERSECTION OF THE SOUTHEASTERLY RIGHT-OF-WAY LINE OF BRIGHTON BOULEVARD AND THE NORTHEASTERLY RIGHT-OF-WAY LINE OF 40TH STREET; THENCE N44°35'17"E ALONG THE SOUTHEASTERLY RIGHT-OF-WAY LINE OF BRIGHTON BOULEVARD, 1378.55 FEET; THENCE S45°10'49"E ALONG A LINE PARALLEL WITH THE SAID NORTHEASTERLY RIGHT-OF-WAY LINE OF 40TH STREET, 263.67 FEET; THENCE S44°22'29"W, 18.63 FEET; THENCE S45°10'19"E, 185.50 FEET; THENCE S39°23'04"W, 91.46 FEET TO A POINT THAT IS 457.5 FEET, MORE OR LESS, SOUTHEASTERLY FROM THE SOUTHEASTERLY RIGHT-OF-WAY LINE OF BRIGHTON BOULEVARD; THENCE S44°35'17"W ON A LINE PARALLEL WITH THE SOUTHEASTERLY RIGHT-OF-WAY LINE OF BRIGHTON BOULEVARD, 1274.09 FEET TO A POINT THAT IS 5.27 FEET SOUTHWESTERLY OF THE SOUTHWESTERLY LINE OF BLOCK 28, ST. VINCENT ADDITION; THENCE N45°10'49"W ALONG A LINE PARALLEL WITH AND 5.27 FEET FROM THE SAID SOUTHWESTERLY LINE OF SAID BLOCK 28 AND SAID LINE EXTENDED, 191.51 FEET TO A POINT 5.27 FEET SOUTHWESTERLY OF THE SOUTHERLY CORNER OF SAID BLOCK 27; THENCE N44°35'17"E, 5.27 FEET TO THE MOST SOUTHERLY CORNER OF SAID BLOCK 27; THENCE N45°10'49"W ALONG THE SOUTHWESTERLY LINE OF SAID BLOCK 27, 266.03 FEET TO THE POINT OF BEGINNING.

THE ABOVE DESCRIBED PARCEL CONTAINS 627,745 SQUARE FEET OR 14.4110 ACRES MORE OR LESS. CERTIFICATE OF SURVEY: I HEREBY CERTIFY THAT ON AUGUST 26, 2016, A SURVEY WAS MADE OF THE ABOVE DESCRIBED PROPERTY UNDER MY DIRECT SUPERVISION AND THE CORNERS WERE SET AS SHOWN, HOLDING FOUND POINTS AND PLAT DISTANCES WHEREVER POSSIBLE AND UTILIZING CITY OF DENVER SURVEY INFORMATION FOR CONTROL.

DAMIEN CAIN PLS 38284
FOR AND ON BEHALF OF
39 NORTH ENGINEERING AND SURVEYING LLC



2016045974

Page: 1 of 4

04/12/2016 08:12 AM
City & County of Denver
Electronically Recorded

R \$26.00

WD

D \$102.98

WHEN RECORDED

RETURN TO:

Michael S. Friedman, Esq.
Fox Rothschild LLP
1225 17th Street, Suite 2200
Denver, Colorado 80202**SPECIAL WARRANTY DEED**

JCRS II COLFAX L.L.C., a Colorado limited liability company, as to an undivided 40% interest, and MIDTOWN INDUSTRIAL CENTER L.L.C., a Colorado limited liability company, as to an undivided 60% interest, as tenants-in-common (individually and collectively, "Grantor"), for and in consideration of the sum of TEN and no/100 DOLLARS (\$10.00) and other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, have GRANTED, BARGAINED, SOLD AND CONVEYED, and by these presents do GRANT, BARGAIN, SELL AND CONVEY unto WESTFIELD-4120, LLLP, a Colorado limited liability limited partnership (the "Grantee"), the real property more particularly described in Exhibit A hereto, together with all improvements, easements, privileges and rights, titles and interests appurtenant thereto and/or located thereon (collectively, the "Property").

TO HAVE AND TO HOLD the Property, together with all and singular the rights and appurtenances thereunto in anywise belonging unto Grantee, its successors and assigns forever, and each Grantor does hereby covenant and agree, for itself and its successors and assigns, that it shall WARRANT AND FOREVER DEFEND all and singular the title to the portion of the Property owned by such Grantor unto the said Grantee, its successors and assigns, against every person whomsoever lawfully claiming or to claim the same or any part thereof by, through, or under such Grantor, subject to those matters listed in Exhibit B hereto.

Grantee's address is: c/o Westfield Company, Inc.
1800 Larimer Street
Suite 1800
Denver, Colorado 80202
Attention: Kevin G. McClintock

[SIGNATURE PAGE FOLLOWS]



FD542687

39635913v3 115646/00049

WHEN RECORDED
RETURN TO:
Michael S. Friedman, Esq.
Fox Rothschild LLP
1225 17th Street, Suite 2200
Denver, Colorado 80202

SPECIAL WARRANTY DEED

JCRS II COLFAX L.L.C., a Colorado limited liability company, as to an undivided 40% interest, and **MIDTOWN INDUSTRIAL CENTER L.L.C.**, a Colorado limited liability company, as to an undivided 60% interest, as tenants-in-common (individually and collectively, "**Grantor**"), for and in consideration of the sum of TEN and no/100 DOLLARS (\$10.00) and other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, have GRANTED, BARGAINED, SOLD AND CONVEYED, and by these presents do GRANT, BARGAIN, SELL AND CONVEY unto **WESTFIELD-4120, LLLP**, a Colorado limited liability limited partnership (the "**Grantee**"), the real property more particularly described in Exhibit A hereto, together with all improvements, easements, privileges and rights, titles and interests appurtenant thereto and/or located thereon (collectively, the "**Property**").

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Grantee's address is: c/o Westfield Company, Inc.
1800 Larimer Street
Suite 1800
Denver, Colorado 80202
Attention: Kevin G. McClintock

[SIGNATURE PAGE FOLLOWS]



F0542687

EXECUTED as of this 11th day of April 2016.

GRANTOR:

JCRS II COLFAX L.L.C.,
a Colorado limited liability company

By: [Signature]
John C. Webb, Manager

MIDTOWN INDUSTRIAL CENTER L.L.C.,
a Colorado limited liability company

By: [Signature]
John C. Webb, Manager

STATE OF COLORADO)
) ss.
COUNTY OF Denver)

The foregoing instrument was acknowledged before me this 5th day of April 2016, by John C. Webb, in his capacity as a Manager of JCRS II COLFAX L.L.C., a Colorado limited liability company, and as a Manager of MIDTOWN INDUSTRIAL CENTER L.L.C., a Colorado limited liability company.

CHRISTINE A. GEISSBUNLER
NOTARY PUBLIC
STATE OF COLORADO
NOTARY ID 20144045022
MY COMMISSION EXPIRES NOVEMBER 24, 2018

[Signature]
Notary Public

My Commission Expires: 11-24-18

EXHIBIT A**LEGAL DESCRIPTION OF THE PROPERTY**

A PARCEL OF LAND LOCATED IN SECTION 23, TOWNSHIP 3 SOUTH, RANGE 68 WEST OF THE 6TH PRINCIPAL MERIDIAN, AND IN PORTIONS OF ST. VINCENT'S ADDITION AND A PORTION OF VACATED 40TH STREET AND VACATED WYNKOOP STREET, CITY AND COUNTY OF DENVER, STATE OF COLORADO, DESCRIBED AS FOLLOWS:

BEGINNING AT A POINT ON THE SOUTHEASTERLY ROW LINE OF BRIGHTON BOULEVARD FROM WHICH THE NORTHEASTERLY LINE OF 40TH STREET BEARS S44°53'00"W, A DISTANCE OF 180.0 FEET; THENCE N44°53'00"E ALONG THE SOUTHEAST LINE OF BRIGHTON BOULEVARD, A DISTANCE OF 1198.58 FEET; THENCE S44°52'26"E PARALLEL WITH THE NORTHEASTERLY LINE OF 40TH STREET, A DISTANCE OF 263.67 FEET; THENCE S44°53'00"W PARALLEL WITH THE SOUTHEASTERLY LINE OF BRIGHTON BOULEVARD, A DISTANCE OF 18.63 FEET; THENCE S44°52'26"E PARALLEL WITH THE NORTHEASTERLY LINE OF 40TH STREET, A DISTANCE OF 185.53 FEET; THENCE S39°40'36"W, A DISTANCE OF 91.46 FEET TO A POINT THAT IS 457.5 FEET SOUTHEASTERLY FROM THE SOUTHEASTERLY LINE OF BRIGHTON BOULEVARD AND 1268.9 FEET NORTHEASTERLY FROM THE NORTHEASTERLY LINE OF 40TH STREET; THENCE S44°53'00"W PARALLEL WITH THE SOUTHEASTERLY LINE OF BRIGHTON BOULEVARD, A DISTANCE 1048.10 FEET TO THE TRUE POINT OF BEGINNING;

THENCE CONTINUING S44°53'00"W PARALLEL WITH THE SOUTHEASTERLY LINE OF BRIGHTON BOULEVARD, A DISTANCE OF 226.08 FEET TO A POINT 5.27 FEET SOUTHWESTERLY OF THE SOUTHWESTERLY LINE OF BLOCK 28 IN SAID ST. VINCENT'S ADDITION MEASURED AT RIGHT ANGLES THERETO; THENCE N44°52'26"W AND PARALLEL WITH THE SOUTHWESTERLY LINE OF SAID BLOCK 28, A DISTANCE OF 112.04 FEET TO THE NORTHWESTERLY LINE OF SAID BLOCK 28 EXTENDED SOUTHWESTERLY; THENCE N44°53'00"E ALONG SAID NORTHWESTERLY LINE, A DISTANCE OF 154.37 FEET TO THE EAST LINE OF ST. VINCENT'S ADDITION; THENCE N00°02'17"W ALONG SAID EAST LINE, A DISTANCE OF 100.61 FEET; THENCE S45°06'51"E, A DISTANCE OF 183.08 FEET TO THE TRUE POINT OF BEGINNING.

DESCRIBED PARCEL CONTAINS 27,833 SQUARE FEET OR 0.639 ACRES, MORE OR LESS.

EXHIBIT B

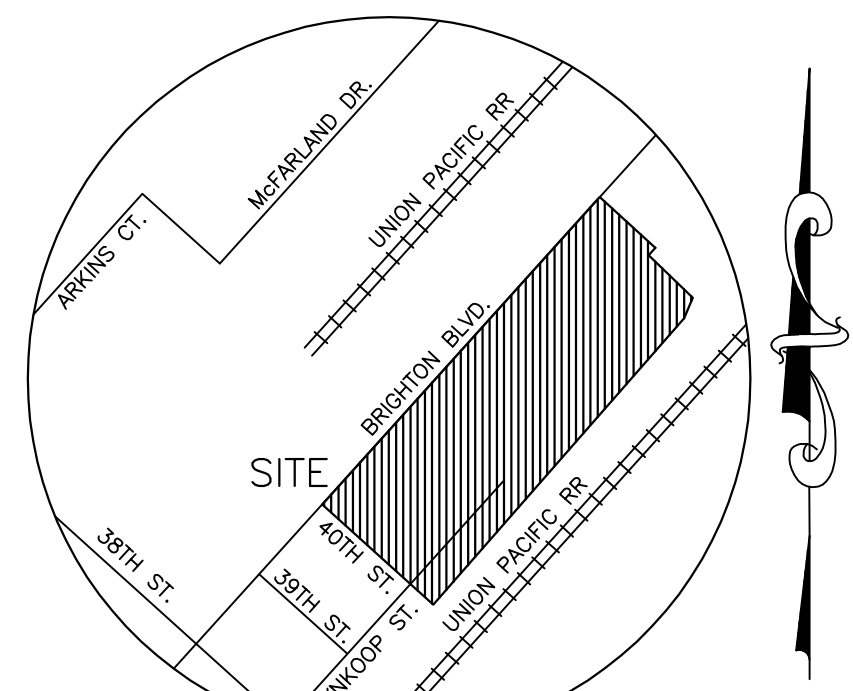
PERMITTED EXCEPTIONS

1. General real estate taxes for the year 2015, first half paid, second half due and payable, but not delinquent. General real estate taxes and assessments for the year 2016 and subsequent years, a lien not yet due and payable.
2. Easements, if any, for public utilities, pipelines or facilities installed in any portion of the vacated street or alley, lying within the land, together with the right of ingress and egress to repair, maintain, replace and remove the same as reserved in Ordinance No. 187 of 1925.
3. Easements, if any, for public utilities, pipelines or facilities installed in any portion of the vacated street or alley, lying within the land, together with the right of ingress and egress to repair, maintain, replace and remove the same as reserved in Ordinance No. 102 of 1923 recorded January 29, 1946 in Book 5999 at Page 23.
4. Easement Agreement between JCRS II Colfax L.L.C., a Colorado limited liability company Midtown Industrial Center L.L.C., a Colorado limited liability company and the City and County of Denver, a Home Rule City and municipal corporation of the State of Colorado recorded July 17, 2012 at Reception No. 2012092843.
5. The following matters disclosed by ALTA/ACSM Land Title Survey dated March 12, 2016, prepared by Rubino Surveying, as Job Number 13149, to wit:
 - a) Intentionally Deleted.
 - b) Intentionally Deleted.
 - c) A low concrete wall encroaches onto the neighboring property along the Southeast line.
 - d) A portion of the fencing does not coincide with the boundaries of subject property.
 - e) existence of railroad trackage traversing on and over the west portion of the land
 - f) Overhead utility lines as shown thereon and not lying within a found recorded easement(s)
6. Reservations and Covenants, as set forth in that certain Release and Quitclaim Deed, by and between Union Pacific Railroad Company and JCRS II COLFAX, L.L.C and MIDTOWN INDUSTRIAL CENTER, L.L.C., recorded September 5, 2014 at Reception No. 2014108324
7. Covenants, conditions, and restrictions as set forth in Special Warranty Deed recorded September 5, 2014 at Reception No. 2014108200
8. Terms, conditions, provisions, agreements and obligations contained in the Ordinance No. 15-0731 as set forth below:

Recording Date: October 28, 2015
 Recording No.: Reception No. 2015151686

LAND SURVEY PLAT

PARCEL LOCATED IN SECTION 23, TOWNSHIP 3 SOUTH, RANGE 68 WEST OF THE 6TH P.M.



VICINITY MAP
NOT TO SCALE

LEGAL DESCRIPTION:

A TRACT OF LAND LOCATED IN SECTION 23, TOWNSHIP 3 SOUTH, RANGE 68 WEST OF THE 6TH P.M., MORE PARTICULARLY DESCRIBED AS FOLLOWS:

BEGINNING AT THE MOST WESTERLY CORNER OF BLOCK 27, ST. VINCENT ADDITION, SAID POINT ALSO BEING THE INTERSECTION OF THE SOUTHEASTERLY RIGHT-OF-WAY LINE OF BRIGHTON BOULEVARD AND THE NORTHEASTERLY RIGHT-OF-WAY LINE OF 40TH STREET; THENCE N44°35'17"E ALONG THE SOUTHEASTERLY RIGHT-OF-WAY LINE OF BRIGHTON BOULEVARD, 1378.55 FEET; THENCE S45°10'49"E ALONG A LINE PARALLEL WITH THE SAID NORTHEASTERLY RIGHT-OF-WAY LINE OF 40TH STREET, 263.67 FEET; THENCE S44°22'29"W, 18.63 FEET; THENCE S45°10'19"E, 185.50 FEET; THENCE S39°23'04"W, 91.46 FEET TO A POINT THAT IS 457.5 FEET, MORE OR LESS, SOUTHEASTERLY FROM THE SOUTHEASTERLY RIGHT-OF-WAY LINE OF BRIGHTON BOULEVARD; THENCE S44°35'17"W ON A LINE PARALLEL WITH THE SOUTHEASTERLY RIGHT-OF-WAY LINE OF BRIGHTON BOULEVARD, 1274.09 FEET TO A POINT THAT IS 5.27 FEET SOUTHWESTERLY OF THE SOUTHWESTERLY LINE OF SAID BLOCK 28, ST. VINCENT ADDITION; THENCE N45°10'49"W ALONG A LINE PARALLEL WITH AND 5.27 FEET FROM THE SAID SOUTHWESTERLY LINE OF SAID BLOCK 28 AND SAID LINE EXTENDED, 191.51 FEET TO A POINT 5.27 FEET SOUTHWESTERLY OF THE SOUTHERLY CORNER OF SAID BLOCK 27; THENCE N44°35'17"E, 5.27 FEET TO THE MOST SOUTHERLY CORNER OF SAID BLOCK 27; THENCE N45°10'49"W ALONG THE SOUTHWESTERLY LINE OF SAID BLOCK 27, 266.03 FEET TO THE POINT OF BEGINNING.

THE ABOVE DESCRIBED PARCEL CONTAINS 627,745 SQUARE FEET OR 14.4110 ACRES MORE OR LESS.

CERTIFICATE OF SURVEY: I HEREBY CERTIFY THAT ON AUGUST 26, 2016, A SURVEY WAS MADE OF THE ABOVE DESCRIBED PROPERTY UNDER MY DIRECT SUPERVISION AND THE CORNERS WERE SET AS SHOWN, HOLDING FOUND POINTS AND PLAT DISTANCES WHEREVER POSSIBLE AND UTILIZING CITY OF DENVER SURVEY INFORMATION FOR CONTROL.

DAMIEN CAIN PLS 38284
FOR AND ON BEHALF OF
39 NORTH ENGINEERING AND SURVEYING LLC

1. ACCORDING TO COLORADO LAW, YOU MUST COMMENCE ANY LEGAL ACTION BASED UPON ANY DEFECT IN THIS SURVEY WITHIN THREE YEARS AFTER YOU FIRST DISCOVER SUCH DEFECT. IN NO EVENT MAY ANY ACTION BASED UPON ANY DEFECT IN THIS SURVEY BE COMMENCED MORE THAN TEN YEARS FROM THE DATE OF THE CERTIFICATION SHOWN HEREON.

2. ANY PERSON WHO KNOWINGLY REMOVES, ALTERS OR DEFACES ANY PUBLIC LAND SURVEY MONUMENT OR LAND BOUNDARY MONUMENT OR ACCESSORY, COMMITS A CLASS TWO (2) MISDEMEANOR PURSUANT TO STATE STATUTE 18-4-508 C.R.S.

3. THIS SURVEY DOES NOT CONSTITUTE A TITLE SEARCH BY 39 NORTH ENGINEERING AND SURVEYING LLC TO DETERMINE TITLE OR EASEMENTS OF RECORD.

4. THIS SURVEY WAS PERFORMED WITHOUT THE BENEFIT OF A TITLE COMMITMENT.

5. UTILITIES SHOWN HEREON ARE DRAWN FROM OBSERVABLE EVIDENCE IN THE FIELD AND/OR THE BEST INFORMATION AVAILABLE FROM THE UTILITY COMPANIES. THIS INFORMATION IS FOR GENERAL USE ONLY AND NOT TO BE USED FOR EXCAVATION PURPOSES. CONTRACTOR TO FIELD LOCATE & VERIFY LOCATIONS OF ALL UTILITIES PRIOR TO ANY CONSTRUCTION WORK IN AREA SET FORTH ON THIS DRAWING.

6. LINEAL UNITS SHOWN HEREON ARE IN U.S. SURVEY FEET.

7. THE CLIENT REQUESTED THAT NO EASEMENTS OF RECORD BE SHOWN ON THIS LAND SURVEY PLAT.

8. BASIS OF BEARINGS: AN ASSUMED BEARING OF N44°35'13"E BEING A 20' RANGE LINE LOCATED IN BRIGHTON BOULEVARD BETWEEN TWO FOUND MONUMENTS 480.15 FEET APART; ONE MONUMENT BEING A 2.5" DIAMETER ILLEGIBLE ALUMINUM CAP IN A RANGE BOX AT THE INTERSECTION OF 39TH STREET AND BRIGHTON BOULEVARD AND THE OTHER MONUMENT BEING A NO. 6 REBAR WITH NO CAP IN A RANGE BOX AT THE INTERSECTION OF 40TH STREET AND BRIGHTON BOULEVARD.

9. SURVEYOR RECOVERED A RANGE POINT MONUMENT LOCATED NEAR THE MIDPOINT OF THE ABOVE DESCRIBED PARCEL IN BRIGHTON BOULEVARD (THE NORTHEASTERLY END OF THE 574.21 FOOT RANGE LINE AS PER THE PLATS). IT IS THE PROFESSIONAL OPINION OF THIS SURVEYOR THAT THIS MONUMENT IS NOT LOCATED IN THE CORRECT POSITION. IF THIS RANGE POINT WERE TO BE HELD IT WOULD CREATE A KINK, OR BEND, IN THE BRIGHTON BOULEVARD RIGHT-OF-WAY. A BEND IN THE RIGHT-OF-WAY WOULD NOT BE IN CONCERT WITH DEEDED LANDS, HISTORIC PLATS AND PREVIOUS SURVEYORS WORK.

A LARGE NUMBER OF DEEDS (4201 BRIGHTON, 4375 BRIGHTON, 4000 BRIGHTON, 4020 BRIGHTON, 4120 BRIGHTON, ETC.) BETWEEN 40TH AND 44TH STREET ON BRIGHTON BOULEVARD BEGIN AT THE INTERSECTION OF 40TH STREET AND BRIGHTON BOULEVARD AND CONTINUE NORTHEASTERLY ALONG THE RIGHT-OF-WAY OF BRIGHTON BOULEVARD. NONE OF THESE DEEDS MENTION A BEND IN THE RIGHT-OF-WAY LINE WITHIN THE DEEDS. IT IS TO BE INFERRED THAT THERE IS NO BEND OR KINK IN THE RIGHT-OF-WAY LINE BASED ON THESE DEEDS. THERE IS NO VISIBLE KINK OR BEND SHOWN ON THE CITY RESURVEY PLATS OR THE BOOK RECORDS. BASED ON THE PLATS AND PREVIOUS SURVEYOR'S WORK, IT IS THIS SURVEYOR'S PROFESSIONAL OPINION THAT THERE IS NO BEND IN THE BRIGHTON BOULEVARD RIGHT-OF-WAY FROM 38TH STREET TO 44TH STREET.

THE SURVEYOR RECOVERED A CDOT RIGHT-OF-WAY MONUMENT NEAR THE WESTERLY CORNER OF THE INTERSECTION OF 44TH STREET AND BRIGHTON BOULEVARD AS PER DOCUMENT RECORDED AT RECEPTION NO. 9900116214. AS PER THE DEED, THIS MONUMENT IS ON THE NORTHWESTERLY RIGHT-OF-WAY LINE OF BRIGHTON BOULEVARD. THIS POINT WAS HELD IN CONJUNCTION WITH THE RANGE POINT FOUND AT THE INTERSECTION OF 40TH STREET AND BRIGHTON BOULEVARD TO ESTABLISH THE CALCULATED RANGE LINE. THIS CALCULATED RANGE LINE APPEARS TO BE IN CONCERT WITH A NUMBER OF MONUMENTS FOUND ON BOTH SIDES OF BRIGHTON BOULEVARD. IT SHOULD BE NOTED THAT THE SURVEYOR ALSO FOUND MONUMENTS THAT DON'T AGREE WITH THE CALCULATED RANGE LINE. SOME OF THESE MONUMENTS WERE ALSO FOUND BY OTHER SURVEYORS AND NOT ACCEPTED.

THE BEND IN THE RANGE LINE IS DEPICTED IN THE DOCUMENT RECORDED IN BOOK 88 AT PAGE 18 (307_243H) OF THE CITY AND COUNTY OF DENVER RECORDS FOR THE RTD FASTTRACKS PROJECT. THIS IS SHOWN ON SHEET 20 OF 44 FOR PROJECT NO. 072120. IT IS ASSUMED THAT THIS IS THE BASIS OF THE LOCATION OF THE RANGE POINT FOUND IN THE FIELD. THE BEARING OF THE RANGE LINES SHOWN ON THIS DOCUMENT FROM 38TH STREET TO 40TH STREET WITHIN BRIGHTON BOULEVARD ARE SHOWN AS N44°53'46"E. THE BEARING THEN SHIFTS NORTHEAST OF THE INTERSECTION OF 40TH STREET AND BRIGHTON BOULEVARD TO N44°51'38"E. BASED ON THE RANGE POINTS LOCATED IN THE FIELD, 39 NORTH ENGINEERING AND SURVEYING LLC CONCURS WITH THIS CHANGE IN DIRECTION AT 40TH STREET. HOWEVER, IF THIS RANGE LINE WERE TO BE EXTENDED TO 44TH STREET ON ITS CURRENT COURSE, THE CDOT RIGHT-OF-WAY MONUMENT WOULD BE 18.6'± FROM THE RANGE LINE WHEN IT SHOULD BE 20 FEET. IT WOULD ALSO MEAN THE SURVEY OF THE ABOVE DESCRIBED PARCEL WOULD SHIFT NORTHWESTERLY BY UP TO 1.0' WHICH WOULD NOT BE IN CONCERT WITH THE MONUMENTS LOCATED IN THE FIELD AND OTHER SURVEYORS WORK. THE ONLY OTHER ANSWER IS THERE IS A KINK OR BEND IN THE RIGHT-OF-WAY LINE IN BRIGHTON BOULEVARD WHICH IS CONTRARY TO THE DEEDS, THE PLATS AND PREVIOUS SURVEYORS WORK. IT IS THE SURVEYOR'S OPINION THAT THIS RANGE POINT IS 0.4'± NORTHWESTERLY OF WHERE IT SHOULD BE LOCATED.

OTHER SURVEY'S PERFORMED IN THIS AREA:

FRONTIER SURVEYING:
ADDRESS: 4305 BRIGHTON BOULEVARD JOB NO. 2000204 DATED 12-10-2000

PALMER WOOLDRIDGE, SURVEYING, INC.:
ADDRESS: 4303 BRIGHTON BOULEVARD DATED 6-23-1998

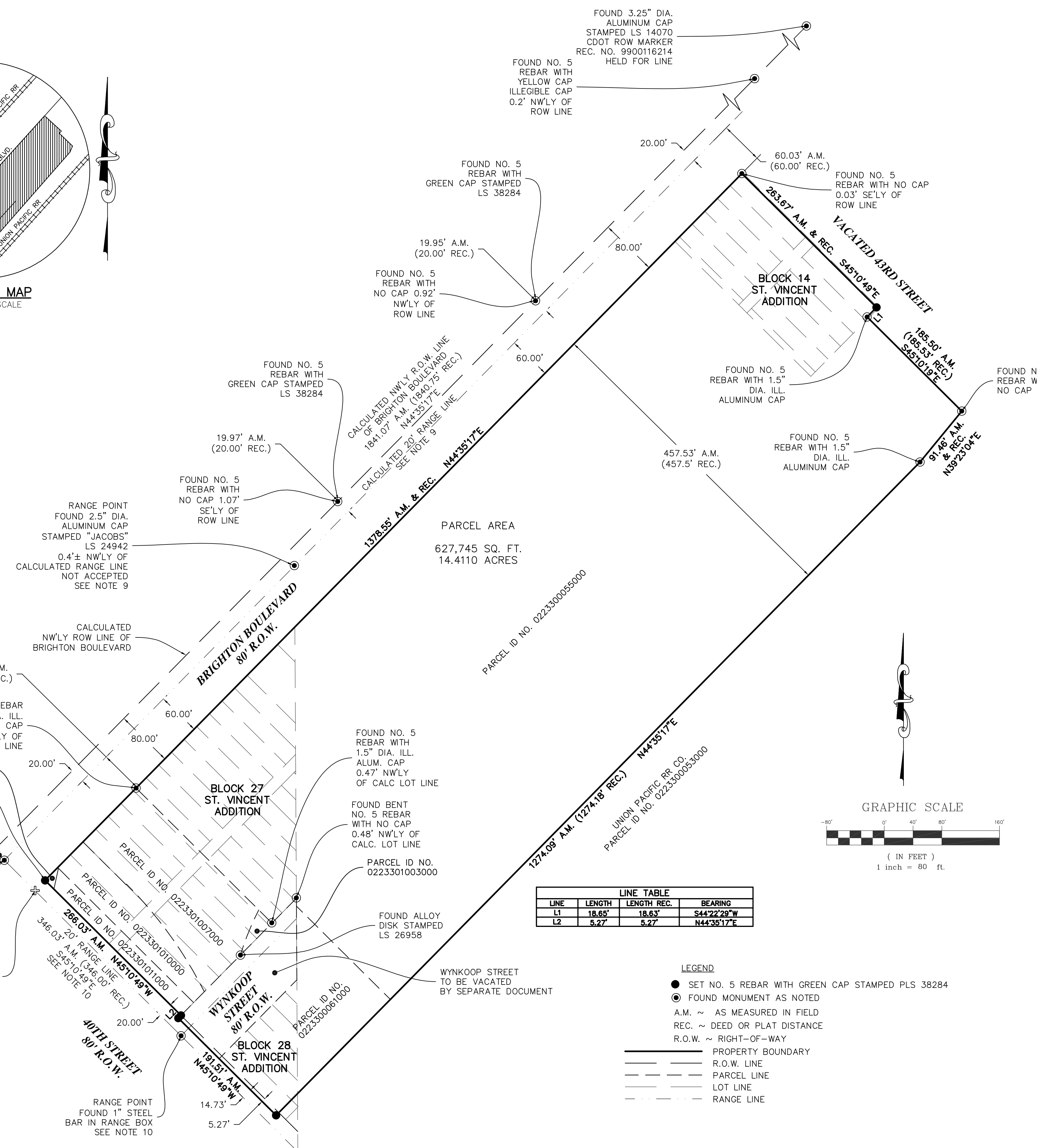
TIMBERLINE SURVEYING:
ADDRESS: NONE JOB NO. 98047A DATED 8-13-1999

RUBINO SURVEYING:
ADDRESS: 4120 BRIGHTON BOULEVARD JOB NO. 13149 DATED 2-14-16

COLORADO ENGINEERING AND SURVEYING INC.:
ADDRESS: 4000 BRIGHTON BOULEVARD JOB NO. CES 2014-1554 DATED 7-22-14

CDOT PROJECT NUMBER: IR-IM(CX) 070-4(145) UNIT 3
PARCEL NUMBER: 342 PROJECT CODE 89100 DATED 8-6-98

10. IT APPEARS THIS RANGE POINT HAS BEEN REDISCOVERED. THERE IS EVIDENCE OF RECENT CONSTRUCTION IN THIS AREA. BASED ON PREVIOUS SURVEYORS JOBS, RANGE POINT TIE SHEETS FROM 2011 AND THE DEED FOR THE 4120 BRIGHTON BOULEVARD, THE HISTORIC LENGTH OF THIS RANGE LINE WAS APPROXIMATELY 345.5 FEET. BASED ON FIELD OBSERVATION AT THE TIME OF SURVEY IT IS NOW 346.03 FEET. NO ORIGINAL TIES WERE FOUND DUE TO CONSTRUCTION.



LINE	LENGTH	LENGTH REC.	BEARING
L1	18.65'	18.63'	S44°22'29"W
L2	5.27'	5.27'	N44°35'17"E

LEGEND

- SET NO. 5 REBAR WITH GREEN CAP STAMPED PLS 38284
- FOUND MONUMENT AS NOTED
- A.M. ~ AS MEASURED IN FIELD
- REC. ~ DEED OR PLAT DISTANCE
- R.O.W. ~ RIGHT-OF-WAY
- PROPERTY BOUNDARY
- - - R.O.W. LINE
- PARCEL LINE
- LOT LINE
- - - RANGE LINE

INDEXING STATEMENT:
DEPOSITED THIS _____ DAY OF _____
20____ AT _____ M., IN BOOK _____ OF THE COUNTY
SURVEYOR'S LAND SURVEY/RIGHT-OF-WAY SURVEYS AT PAGE(S) _____
RECEPTION NUMBER _____

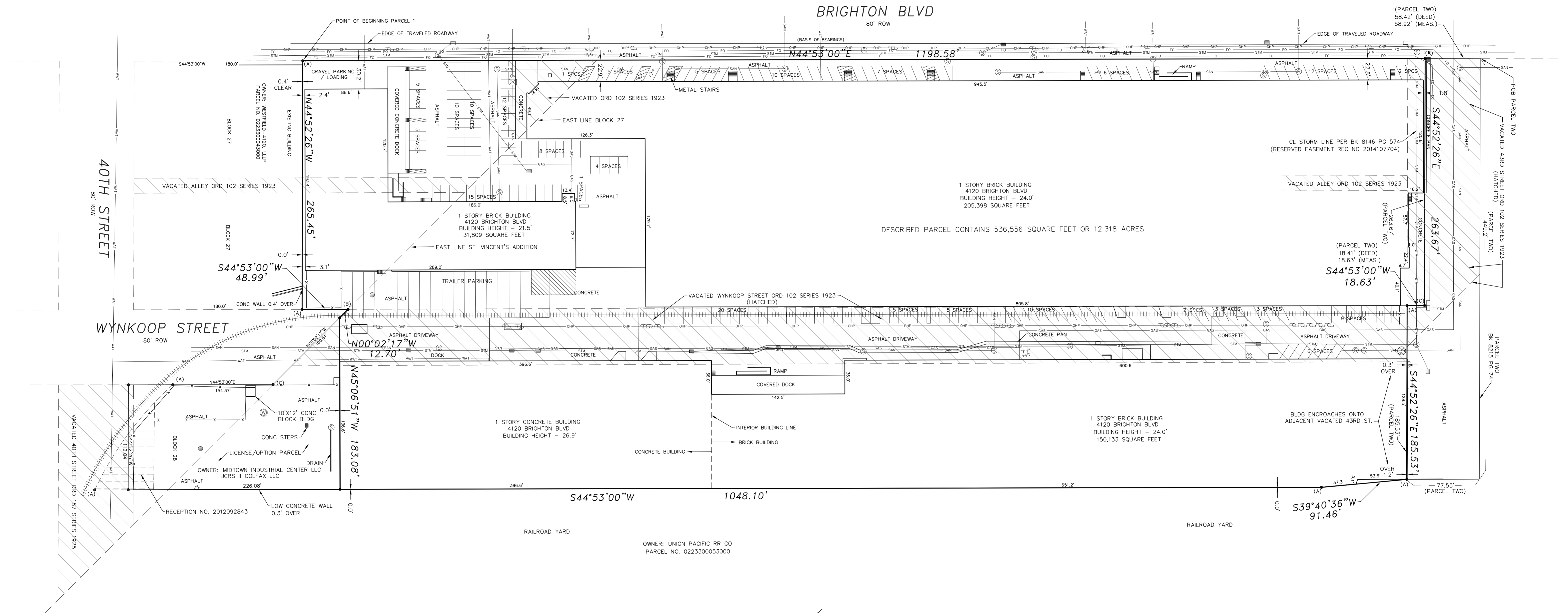
811
Know what's below.
Call before you dig.

PREPARED BY: 39 NORTH ENGINEERING AND SURVEYING LLC
4495 HALE PARKWAY
SUITE 305
DENVER, COLORADO 80220
PH: 303-325-5071
EMAIL: damien.cain@39north.net
JOB#0100386

39 NORTH
Engineering & Surveying LLC

A.L.T.A./A.C.S.M. LAND TITLE SURVEY

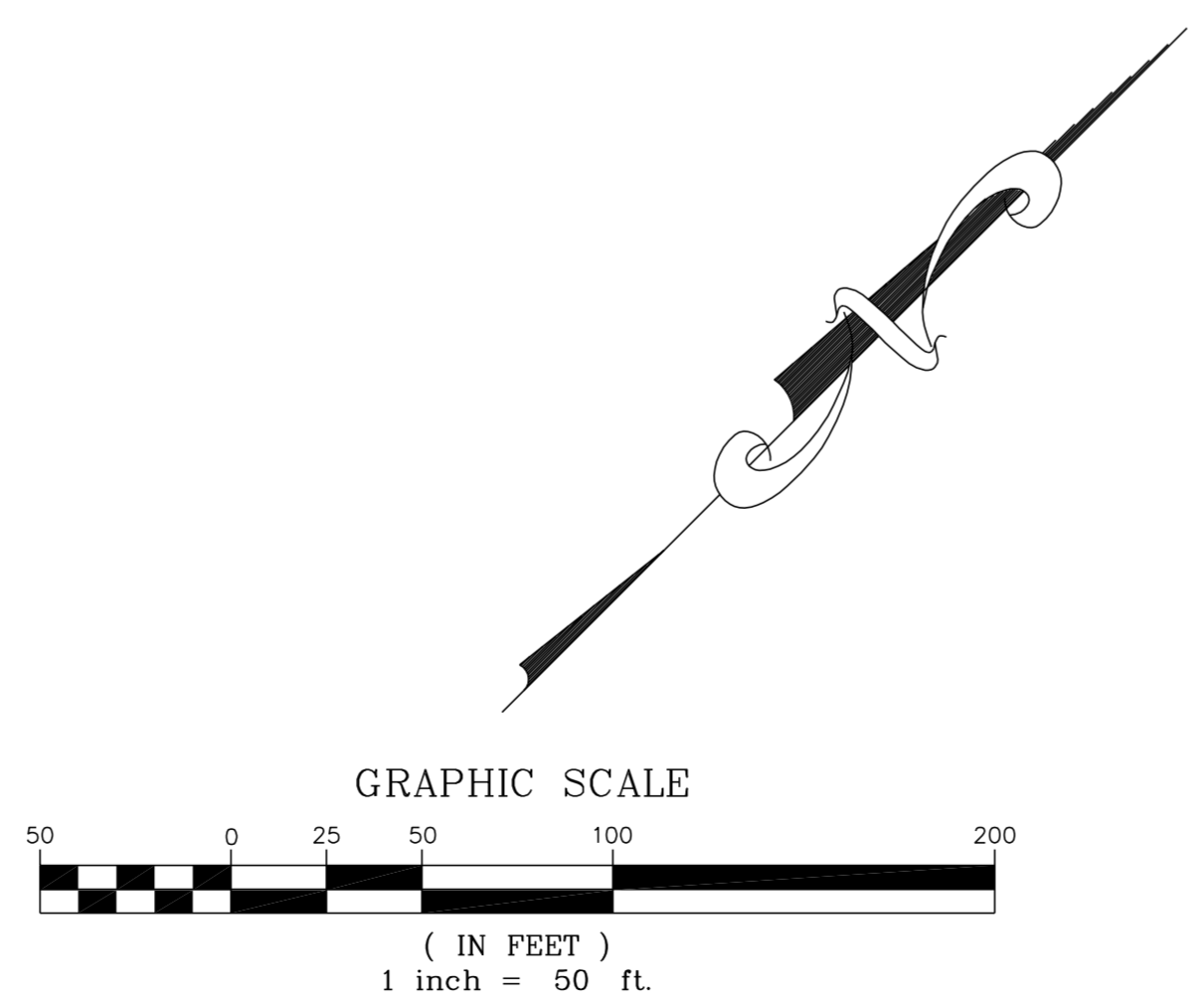
A PORTION OF SECTION 23, TOWNSHIP 3 SOUTH, RANGE 68 WEST OF THE 6TH P.M., CITY AND COUNTY OF DENVER, STATE OF COLORADO



SURVEYOR'S CERTIFICATE:

TO:
WESTFIELD-4120, LLLP, A COLORADO LIMITED LIABILITY LIMITED PARTNERSHIP;
FIDELITY NATIONAL TITLE INSURANCE COMPANY;
THIS IS TO CERTIFY THAT THIS MAP OR PLAT AND THE SURVEY ON WHICH IT IS BASED WERE MADE IN ACCORDANCE WITH 2011 MINIMUM STANDARD DETAIL REQUIREMENTS FOR ALTA/ACSM LAND TITLE SURVEYS, JOINTLY ESTABLISHED AND ADOPTED BY ALTA AND NSPS, AND INCLUDES ITEMS 1, 2, 3, 4, 6, 7(a),(b),(c), 8, 11(b), 13, 14, 16, 17, 18, 19, AND 20(a) OF TABLE A THEREOF. THE FIELD WORK WAS COMPLETED ON 1/26/16.

Robert J. Rubino
ROBERT J. RUBINO, PLS 14142



- #### LEGEND
- (A) FND PIN/CAP PLS 2149
 - (B) FND NO. 5 REBAR NO CAP
 - (C) SET NAIL/TAG PLS 14142
 - +++++ RAILROAD TRACKS
 - x- FENCE LINE
 - OHP- OVERHEAD UTILITY LINES
 - UTILITY POLE
 - LIGHT POLE
 - INLET
 - INLET
 - MONITORING WELL
 - FIRE HYDRANT
 - SEWER MANHOLE
 - STM- STORM SEWER
 - SAN- SANITARY SEWER
 - GAS- GAS LINE
 - WAT- WATER LINE
 - FO- FIBER OPTIC LINE

INDEXING STATEMENT:

DEPOSITED THIS _____ DAY OF _____, 2016, AT _____ M., IN BOOK _____ OF THE COUNTY SURVEYOR'S LAND SURVEY PLATS/ RIGHT-OF-WAY SURVEYS AT PAGE _____, RECEPTION NUMBER _____

REVISED 2/02/16, 2/14/16
FIELD INSPECTED AND REVISED 2/01/16
REVISED 4/30/14
REVISED 4/17/14
REVISED 4/04/14
DRAWING NO: 13149.DWG
DATE OF SURVEY: 6/06/13
DATE OF DRAWING: 6/08/13
DRAWN BY: BR
PROJECT NO: 13149
SHEET 1 OF 2



prepared by:
RUBINO SURVEYING
3312 AIRPORT ROAD
BOULDER, COLORADO 80301
(303) 464-9515

A.L.T.A./A.C.S.M. LAND TITLE SURVEY

A PORTION OF SECTION 23, TOWNSHIP 3 SOUTH, RANGE 68 WEST OF THE 6TH P.M., CITY AND COUNTY OF DENVER, STATE OF COLORADO

LEGAL DESCRIPTION:

PARCEL ONE:

A PARCEL OF LAND LOCATED IN SECTION 23, TOWNSHIP 3 SOUTH, RANGE 68 WEST OF THE 6TH PRINCIPAL MERIDIAN, AND IN PORTIONS OF BLOCKS 14, 27 AND 28 ST. VINCENT'S ADDITION AND THE VACATED ALLEYS IN SAID BLOCKS 14 AND 27 AND IN PORTIONS OF VACATED 41ST STREET, VACATED 43RD STREET AND VACATED WYNKOOP STREET, CITY AND COUNTY OF DENVER, STATE OF COLORADO, DESCRIBED AS FOLLOWS:

BEGINNING AT A POINT ON THE SOUTHEASTERLY ROW LINE OF BRIGHTON BOULEVARD FROM WHICH THE NORTHEASTERLY LINE OF 40TH STREET BEARS S 44°53'00" W, A DISTANCE OF 180.0 FEET; THENCE N 44°53'00" E ALONG THE SOUTHEAST LINE OF BRIGHTON BOULEVARD, A DISTANCE OF 1198.58 FEET; THENCE S 44°52'26" E PARALLEL WITH THE NORTHEASTERLY LINE OF 40TH STREET, A DISTANCE OF 263.67 FEET; THENCE S 44°53'00" W PARALLEL WITH THE SOUTHEASTERLY LINE OF BRIGHTON BOULEVARD, A DISTANCE OF 18.63 FEET; THENCE S 44°52'26" E PARALLEL WITH THE NORTHEASTERLY LINE OF 40TH STREET, A DISTANCE OF 185.53 FEET; THENCE S 39°40'36" W, A DISTANCE OF 91.46 FEET TO A POINT THAT IS 475.5 FEET SOUTHEASTERLY FROM THE SOUTHEASTERLY LINE OF BRIGHTON BOULEVARD AND 1268.9 FEET NORTHEASTERLY FROM THE NORTHEASTERLY LINE OF 40TH STREET; THENCE S 44°53'00" W PARALLEL WITH THE SOUTHEASTERLY LINE OF BRIGHTON BOULEVARD, A DISTANCE OF 1048.10 FEET; THENCE N 45°06'51" W, A DISTANCE OF 183.08 FEET TO THE EAST LINE OF ST. VINCENT'S ADDITION; THENCE N 0°02'17" W ALONG SAID EAST LINE, A DISTANCE OF 12.70 FEET TO THE SOUTHEASTERLY CORNER OF SAID BLOCK 27; THENCE S 44°53'00" W ALONG THE SOUTHEASTERLY LINE OF SAID BLOCK 27, A DISTANCE OF 48.99 FEET, MORE OR LESS, TO A POINT 180.0 FEET NORTHEASTERLY FROM THE NORTHEASTERLY LINE OF 40TH STREET, AS MEASURED AT RIGHT ANGLES THERETO; THENCE N 44°52'26" W PARALLEL WITH THE NORTHEASTERLY LINE OF SAID 40TH STREET, A DISTANCE OF 265.45 FEET TO THE POINT OF BEGINNING, CITY AND COUNTY OF DENVER, STATE OF COLORADO.

PARCEL TWO:

TOGETHER WITH A NON-EXCLUSIVE PERPETUAL EASEMENT FOR INGRESS AND EGRESS OVER PORTIONS OF VACATED 43RD STREET AND VACATED WYNKOOP STREET IN ST. VINCENT'S ADDITION TO THE CITY OF DENVER, AND UN-PLATTED PROPERTY IN THE EAST ½ OF SECTION 23, TOWNSHIP 3 SOUTH, RANGE 68 WEST OF THE 6TH PRINCIPAL MERIDIAN, ALL IN THE CITY AND COUNTY OF DENVER, STATE OF COLORADO, DESCRIBED AS FOLLOWS:

BEGINNING AT THE INTERSECTION OF THE NORTHEASTERLY LINE OF VACATED 43RD STREET WITH THE SOUTHEASTERLY LINE OF BRIGHTON BOULEVARD; THENCE SOUTHEASTERLY ALONG THE NORTHEASTERLY LINE OF VACATED 43RD STREET AND THE EXTENSION THEREOF, A DISTANCE OF 449.2 FEET, MORE OR LESS, TO A POINT 449.2 FEET DISTANT SOUTHEASTERLY, MEASURED AT RIGHT ANGLES, FROM SAID SOUTHEASTERLY LINE OF BRIGHTON BLVD.; THENCE SOUTHWESTERLY ALONG A STRAIGHT LINE PARALLEL WITH AND 449.2 FEET DISTANCE SOUTHEASTERLY, MEASURED AT RIGHT ANGLES, FROM SAID SOUTHEASTERLY LINE OF BRIGHTON BLVD., A DISTANCE OF 77.55 FEET, MORE OR LESS, TO THE MOST EASTERLY CORNER OF THAT CERTAIN SECOND DESCRIBED PARCEL OF LAND HERETOFORE CONVEYED BY UNION PACIFIC RAILROAD COMPANY TO MILLER'S GROCERERIA COMPANY BY WARRANTY AND QUIT CLAIM DEED DATED SEPTEMBER 28, 1950, WHICH DEED WAS RECORDED ON MARCH 22, 1951, IN BOOK 6896 AT PAGE 51, OF THE RECORDS IN THE OFFICE OF THE RECORDER OF THE CITY AND COUNTY OF DENVER, COLORADO; THENCE NORTHWESTERLY ALONG THE NORTHEASTERLY BOUNDARY LINE OF SAID SECOND DESCRIBED PARCEL CONVEYED IN THE AFORESAID DEED TO MILLER'S GROCERERIA COMPANY AND ALONG THE EXTENSION THEREOF, WHICH IS A STRAIGHT LINE FORMING AN ANGLE OF 89 DEGREES 46 MINUTES 30 SECONDS FROM NORTHEAST TO NORTHWEST WITH LAST DESCRIBED LINE, A DISTANCE OF 185.53 FEET, MORE OR LESS, TO A POINT IN THE SOUTHEASTERLY BOUNDARY LINE OF THAT CERTAIN DESCRIBED TRACT OF LAND HERETOFORE CONVEYED BY UNION PACIFIC RAILROAD COMPANY TO NATIONAL TEA COMPANY BY WARRANTY AND QUIT CLAIM DEED DATED JANUARY 7, 1958, WHICH WAS RECORDED ON FEBRUARY 10, 1958, IN BOOK 8146 AT PAGE 574 OF THE RECORDS IN THE OFFICE OF THE RECORDER OF THE CITY AND COUNTY OF DENVER, COLORADO; THENCE NORTHEASTERLY ALONG THE SOUTHEASTERLY BOUNDARY LINE OF THE AFORESAID DESCRIBED TRACT OF LAND HERETOFORE CONVEYED TO NATIONAL TEA CO, WHICH IS A STRAIGHT LINE PARALLEL WITH AND 263 FEET AND 8 INCHES DISTANCE SOUTHEASTERLY, MEASURED AT RIGHT ANGLES, FROM SAID SOUTHEASTERLY LINE OF BRIGHTON BLVD., A DISTANCE OF 18.41 FEET, MORE OR LESS, TO THE MOST EASTERLY CORNER OF SAID TRACT; THENCE NORTHWESTERLY ALONG THE NORTHEASTERLY BOUNDARY LINE OF SAID TRACT; HERETOFORE CONVEYED TO NATIONAL TEA CO, WHICH IS A STRAIGHT LINE AT RIGHT ANGLES TO THE SOUTHEASTERLY LINE OF BRIGHTON BLVD., A DISTANCE OF 263 FEET AND 8 INCHES TO A POINT IN SAID SOUTHEASTERLY LINE OF BRIGHTON BLVD., THENCE NORTHEASTERLY ALONG THE SOUTHEASTERLY LINE OF BRIGHTON BOULEVARD, A DISTANCE OF 58.42 FEET, MORE OR LESS, TO THE POINT OF BEGINNING, CITY AND COUNTY OF DENVER, STATE OF COLORADO.

SCHEDULE B-TITLE EXCEPTION COMMENTS:

3. EASEMENTS, IF ANY, FOR PUBLIC UTILITIES, PIPELINES OR FACILITIES INSTALLED IN ANY PORTION OF THE VACATED STREET OR ALLEY, LYING WITHIN THE LAND, TOGETHER WITH THE RIGHT OF INGRESS AND EGRESS TO REPAIR, MAINTAIN, REPLACE AND REMOVE THE SAME AS RESERVED IN ORDINANCE NO. 102 OF 1923 RECORDED JANUARY 29, 1946 IN BOOK 5999 AT PAGE 23. (VACATED STREETS AND ALLEYS SHOWN HEREON)

4. RESERVATION OF (1) ALL MINERALS UNDERLYING SUBJECT PROPERTY; (2) THE EXCLUSIVE RIGHT TO PROSPECT FOR, MINE AND REMOVE MINERALS; AND THE RIGHT TO INGRESS, EGRESS AND REGRESS TO PROSPECT FOR, MINE, AND REMOVE MINERALS, WITHOUT ENTERING OR USING THE SURFACE AS CONTAINED IN DEED(S) FROM UNION PACIFIC RAILROAD COMPANY RECORDED MARCH 22, 1951 IN BOOK 6896 AT PAGE 51; JANUARY 29, 1957 IN BOOK 7991 AT PAGE 99; FEBRUARY 10, 1958 IN BOOK 8146 AT PAGE 574; JULY 21, 1958 IN BOOK 8215 AT PAGE 61 AND JUNE 12, 1959 IN BOOK 8366 AT PAGE 528. (AFFECTS SUBJECT PROPERTY - NOT PLOTTABLE)

5. DELETED BY TITLE COMPANY

6. DELETED BY TITLE COMPANY

7. TERMS, CONDITIONS, STIPULATIONS, OBLIGATIONS AND AGREEMENTS CONTAINED IN DEED AND AGREEMENT RECORDED JULY 21, 1958 IN BOOK 8215 AT PAGE 74 AT RECEPTION NO. 5740. (PLOTTED AND SHOWN HEREON)

8. THE EFFECT OF THE LETTER FROM THE DEPARTMENT OF PUBLIC WORKS FOR THE CITY AND COUNTY OF DENVER RELATED TO A VARIANCE RECORDED NOVEMBER 30, 1990 AT RECEPTION NO. 90-0111037. (NOT PLOTTABLE)

9. EASEMENT AGREEMENT BETWEEN JCRS II COLFAX L.L.C., A COLORADO LIMITED LIABILITY COMPANY MIDTOWN INDUSTRIAL CENTER L.L.C., A COLORADO LIMITED LIABILITY COMPANY AND THE CITY AND COUNTY OF DENVER, A HOME RULE CITY AND MUNICIPAL CORPORATION OF THE STATE OF COLORADO RECORDED JULY 17, 2012 AT RECEPTION NO. 2012092843. (AFFECTS SUBJECT PROPERTY - NOT PLOTTABLE)

10. SEE SURVEY FOR REFERENCED ITEMS

11. A DEED OF TRUST TO SECURE AN INDEBTEDNESS IN THE AMOUNT SHOWN BELOW, AMOUNT: \$10,500,000.00 TRUSTOR/GRANTOR WESTFIELD-4120, LLLP, A COLORADO LIMITED LIABILITY LIMITED PARTNERSHIP TRUSTEE: PUBLIC TRUSTEE OF DENVER COUNTY BENEFICIARY: CITYWIDE BANKS RECORDING DATE: JUNE 13, 2014 RECORDING NO: RECEPTION NO. 2014068509 NOTE: ASSIGNMENT OF RENTS RECORDED JUNE 13, 2014 AT RECEPTION NO. 2014068510. (NOT ADDRESSED)

12. A FINANCING STATEMENT AS FOLLOWS: DEBTOR: WESTFIELD-410, LLLP, A COLORADO LIMITED LIABILITY LIMITED PARTNERSHIP SECURED PARTY: CITYWIDE BANKS RECORDING DATE: JUNE 13, 2014 RECORDING NO: RECEPTION NO. 2014068511 (NOT ADDRESSED)

13. RESERVATIONS AND COVENANTS, AS SET FORTH IN THAT CERTAIN RELEASE AND QUITCLAIM DEED, BY AND BETWEEN UNION PACIFIC RAILROAD COMPANY AND WESTFIELD-4120, LLLP, RECORDED SEPTEMBER 4, 2014 AT RECEPTION NO. 2014107704. (STORM SEWER REFERENCED THEREIN IS PLOTTED AND SHOWN HERON)

GENERAL NOTES:

1. NOTICE: ACCORDING TO COLORADO LAW YOU MUST COMMENCE ANY LEGAL ACTION BASED UPON ANY DEFECT IN THIS SURVEY WITHIN THREE YEARS AFTER YOU FIRST DISCOVER SUCH DEFECT. IN NO EVENT MAY ANY LEGAL ACTION BASED UPON ANY DEFECT IN THIS SURVEY BE COMMENCED MORE THAN TEN YEARS FROM THE DATE OF THE CERTIFICATE SHOWN HEREON.

2. THIS A.L.T.A./A.C.S.M. LAND TITLE SURVEY, AND THE INFORMATION HEREON, MAY NOT BE USED FOR ANY ADDITIONAL OR EXTENDED PURPOSES BEYOND THAT FOR WHICH IT WAS INTENDED AND MAY NOT BE USED BY ANY PARTIES OTHER THAN THOSE TO WHICH IT IS CERTIFIED.

3. THIS SURVEY DOES NOT CONSTITUTE A TITLE SEARCH BY RUBINO SURVEYING TO DETERMINE OWNERSHIP OR EASEMENTS OF RECORD, RIGHT OF WAY OR TITLE OF RECORD. RUBINO SURVEYING RELIED UPON FIDELITY NATIONAL TITLE INSURANCE COMPANY, POLICY NO. CO-FSTG-IMP-27306-1-14-F0478634, EFFECTIVE JUNE 24, 2014.

4. THE BEARINGS ARE ASSUMED AND BASED ON THE SOUTHERLY LINE OF BRIGHTON BLVD BEING N44°53'E BETWEEN MONUMENTS FOUND AND DESCRIBED HEREON.

5. ALL NON VISIBLE UNDERGROUND UTILITIES WERE PLOTTED USING MARKS ON THE GROUND BY LOCATORS AND PLATS AND MAPS OBTAINED FROM THE UTILITY COMPANIES. RUBINO SURVEYING IS NOT RESPONSIBLE FOR THE ACCURACY OR COMPLETENESS OF THE UNDERGROUND UTILITIES SHOWN HEREON GIVEN THAT THE UNDERGROUND UTILITIES WERE NOT ACTUALLY VISIBLE DURING THE SURVEY. EXCAVATION WOULD BE NECESSARY FOR MORE PRECISE LOCATIONS OF UNDERGROUND UTILITIES. ALL SURFACE STRUCTURES ARE FIELD LOCATED AND ACCURATELY SHOWN HEREON.

6. THIS SURVEY IS VALID ONLY IF PRINT HAS SEAL AND SIGNATURE OF SURVEYOR.

7. THERE IS NO OBSERVED EVIDENCE OF CURRENT EARTH MOVING WORK, BUILDING CONSTRUCTION OR BUILDING ADDITIONS.

8. THERE IS NO EVIDENCE OF PROPOSED CHANGES IN STREET RIGHT OF WAY LINES, RECENT STREET OR SIDEWALK CONSTRUCTION OR REPAIRS.

9. THERE IS NO OBSERVED EVIDENCE OF SITE USE AS A SOLID WASTE DUMP, SUMP OR SANITARY LANDFILL.

10. THERE IS NO OBSERVED EVIDENCE OF WETLAND AREAS.

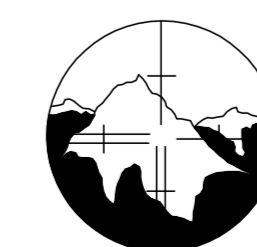
11. DESCRIBED PROPERTY IS LOCATED WITHIN AN AREA HAVING A ZONE DESIGNATION X (UNSHADED) BY THE SECRETARY OF HOUSING AND URBAN DEVELOPMENT, ON FLOOD INSURANCE RATE MAP NO. 0800460088H DATED NOVEMBER 20, 2013, FOR COMMUNITY NUMBER 080046, IN THE CITY AND COUNTY OF DENVER, STATE OF COLORADO, WHICH IS THE CURRENT FLOOD INSURANCE RATE MAP FOR THE COMMUNITY IN WHICH SAID PROPERTY IS SITUATED.

12. SUBJECT PROPERTY IS ZONED I-MX-5, UO-2.

13. PER DENVER ZONING GUIDE FOR I-MX-5:

HEIGHT: STORIES (MAX) - 5; FEET (MAX) 70'.

SETBACKS: STREET, REAR, SIDE - 0'.

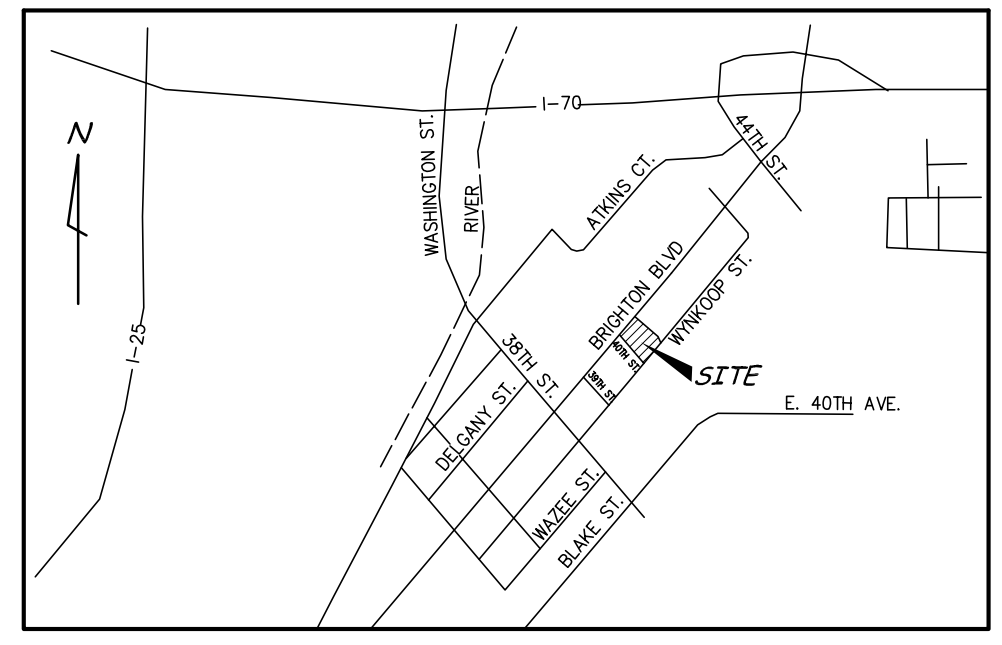


prepared by:
RUBINO SURVEYING
3312 AIRPORT ROAD
BOULDER, COLORADO 80301
(303) 464-9515

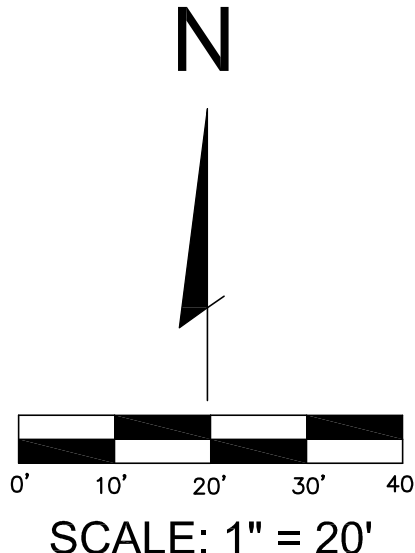
REVISED 2/02/16, 2/14/16	
FIELD INSPECTED AND REVISED 2/01/16	
REVISED 4/30/14	
REVISED 4/17/14	
REVISED 4/04/14	
DRAWING NO: 13149.DWG	SHEET 2 OF 2
DATE OF SURVEY: 6/06/13	DATE OF DRAWING: 6/08/13
DRAWN BY: BR	PROJECT NO: 13149

ALTA / ACSM LAND TITLE SURVEY

PART OF THE SOUTHWEST 1/4 OF SECTION 23, TOWNSHIP 3 SOUTH, RANGE 68 WEST, OF THE 6TH. P.M. BEING ALSO A PART OF BLOCK 27, ST. VINCENTS ADDITION, CITY AND COUNTY OF DENVER, STATE OF COLORADO



VICINITY MAP
NOT TO SCALE



EXCEPTIONS FROM TITLE COMMITMENT

- PER TITLE COMMITMENT (SEE NOTE NO. 5)
- A.) EXCEPTION #10: Any existing easements and rights of way lying within that portion of vacated streets and alley ways of the Land, if any, as reserved by City and county of Denver in Ordinance No. 102, Series of 1923, recorded January 29, 1949 in Book 5999 at Page 23. (Affects Parcels One, Two & Three - see document)
 - B.) EXCEPTION #11: Terms, conditions, provisions, easements, agreements and obligations contained in the Easement Agreement recorded June 7, 2013 at Reception No. 2013082164. (Affects Parcel One and is plotted)
 - C.) EXCEPTION #12: Terms, conditions, provisions, easements, agreements and obligations contained in the Temporary Easement recorded June 7, 2013 at Reception No. 2013082165. (Affects Parcels One, Two & Three and is plotted)
 - D.) EXCEPTION #13: Easement Deed by Court Order in Settlement of Landowner Action recorded March 19, 2013 at Reception No. 2013038643 and recorded July 12, 2013 at Reception No. 201301342. (Not a survey related matter)
 - E.) EXCEPTIONS #8 & #9: Reservations, covenants, conditions and provisions by the Union Pacific Railroad Company recorded June 15, 1944 in Book 5783 at Page 300. (Affects Parcel Three - Not a survey related matter)

LEGAL DESCRIPTION

PER TITLE COMMITMENT (SEE NOTE NO. 5)

PARCEL ONE
 LOTS 16 AND 17, BLOCK 27, ST. VINCENT'S ADDITION, TOGETHER WITH THAT PORTION OF VACATED ALLEY IN SAID BLOCK 27, ADJOINING SAID LOTS VESTED IN THE OWNERS OF SAID LOTS BY VIRTUE OF ORDINANCE NO. 102, SERIES OF 1923, RECORDED JANUARY 29, 1946 IN BOOK 5999 AT PAGE 23.
 EXCEPT THAT PORTION GRANTED TO REGIONAL TRANSPORTATION DISTRICT BY INSTRUMENT RECORDED APRIL 29, 2011 AT RECEPTION NO. 2011047189,
 CITY AND COUNTY OF DENVER, STATE OF COLORADO.
 TOTAL AREA OF PARCEL ONE IS 6,417.3 SQUARE FEET OR 0.1473 ACRE.
 CITY AND COUNTY OF DENVER PARCEL I.D. #2233-01-011

PARCEL TWO
 LOTS 13, 14, 15, 18, AND 19, BLOCK 27, ST. VINCENT'S ADDITION, TOGETHER WITH THAT PORTION OF VACATED ALLEY IN SAID BLOCK 27, ADJOINING SAID LOTS VESTED IN THE OWNERS OF SAID LOTS BY VIRTUE OF ORDINANCE NO. 102, SERIES OF 1923, RECORDED JANUARY 29, 1946 IN BOOK 5999 AT PAGE 23.
 EXCEPT THAT PORTION DESCRIBED IN DEED RECORDED NOVEMBER 6, 1974 IN BOOK 968 AT PAGE 428,
 CITY AND COUNTY OF DENVER, STATE OF COLORADO.
 TOTAL AREA OF PARCEL TWO IS 11,658.6 SQUARE FEET OR 0.2676 ACRE.
 CITY AND COUNTY OF DENVER PARCEL I.D. #2233-01-010

PARCEL THREE
 ALL THOSE PARTS OF LOTS 9 TO 14, INCLUSIVE, AND LOTS 18 TO 24, INCLUSIVE, BLOCK 27, ST. VINCENT'S ADDITION, TOGETHER WITH THE VACATED ALLEY IN SAID BLOCK 27 ADJOINING SAID LOTS VESTED IN THE OWNERS OF SAID LOTS BY VIRTUE OF ORDINANCE NO. 102, SERIES OF 1923, RECORDED JANUARY 29, 1946 IN BOOK 5999 AT PAGE 23, DESCRIBED AS FOLLOWS:
 BEGINNING AT A POINT ON THE NORTHWESTERLY LINE OF SAID BLOCK 27 THAT IS 75 FEET DISTANT NORTHEASTERLY FROM THE SOUTHWESTERLY LINE OF SAID BLOCK 27 MEASURED ALONG SAID NORTHWESTERLY LINE;
 THENCE, NORTHEASTERLY, ALONG SAID NORTHWESTERLY LINE OF BLOCK 27, A DISTANCE OF 105 FEET TO A POINT THAT IS 180 FEET DISTANT NORTHEASTERLY FROM SAID SOUTHWESTERLY LINE OF BLOCK 27;
 THENCE, SOUTHEASTERLY ALONG A STRAIGHT LINE PARALLEL WITH AND 180 FEET DISTANT NORTHEASTERLY, MEASURED AT RIGHT ANGLES FROM SAID SOUTHWESTERLY LINE OF BLOCK 27, A DISTANCE OF 240.17 FEET TO A POINT THAT IS 9.5 FEET DISTANT NORTHWESTERLY, MEASURED RADIALLY, FROM THE CENTER LINE OF A SPUR TRACK OF THE UNION PACIFIC RAILROAD COMPANY, AS NOW CONSTRUCTED ACROSS LOTS 22, 23, AND 24 OF SAID BLOCK 27;
 THENCE, SOUTHWESTERLY, ALONG A LINE CURVING TO THE LEFT, HAVING A RADIUS OF 380.28 FEET AND WHICH IS CONCENTRIC WITH AND 9.5 FEET DISTANT NORTHWESTERLY FROM SAID CENTER LINE OF SPUR TRACK, A DISTANCE OF 67.52 FEET, MORE OR LESS, TO A POINT ON THE SOUTHEASTERLY LINE OF SAID BLOCK 27 THAT IS 117.38 FEET DISTANT NORTHEASTERLY FROM SAID SOUTHWESTERLY LINE OF BLOCK 27, MEASURED ALONG SAID SOUTHEASTERLY LINE;
 THENCE, SOUTHWESTERLY ALONG SAID SOUTHEASTERLY LINE OF BLOCK 27, A DISTANCE OF 71.43 FEET TO A POINT;
 THENCE, NORTHWESTERLY, ALONG A LINE CURVING TO THE LEFT, HAVING A RADIUS OF 579.4 FEET, A DISTANCE OF 184.75 FEET, MORE OR LESS, TO A POINT THAT IS 84.22 FEET DISTANT SOUTHEASTERLY FROM SAID NORTHWESTERLY LINE OF BLOCK 27, MEASURED ALONG A STRAIGHT LINE PARALLEL WITH AND 76 FEET DISTANT NORTHEASTERLY, MEASURED AT RIGHT ANGLES FROM THE SOUTHWESTERLY LINE OF SAID BLOCK;
 THENCE, SOUTHWESTERLY, ALONG A STRAIGHT LINE AT RIGHT ANGLES TO SAID SOUTHWESTERLY LINE OF BLOCK 27, A DISTANCE OF 1 FOOT TO A POINT;
 THENCE, NORTHWESTERLY, ALONG A STRAIGHT LINE PARALLEL WITH SAID SOUTHWESTERLY LINE OF BLOCK 27, A DISTANCE OF 84.22 FEET TO THE POINT OF BEGINNING,
 CITY AND COUNTY OF DENVER, STATE OF COLORADO.
 TOTAL AREA OF PARCEL THREE IS 28,693.7 SQUARE FEET OR 0.6587 ACRE.
 CITY AND COUNTY OF DENVER PARCEL I.D. #2233-01-007

PROPERTY ADDRESS:

4000 AND 4020 BRIGHTON BOULEVARD
TOTAL AREA OF SUBJECT PROPERTY IS 46,769.6 SQUARE FEET OR 1.074 ACRES

NOTES

- 1.) THIS ALTA/ACSM LAND TITLE SURVEY IS A RESURVEY OF A PORTION OF BLOCK 27, ST. VINCENTS ADDITION, AS RECORDED AT THE CLERK AND RECORDER IN THE CITY AND COUNTY OF DENVER ON THE 23RD DAY OF MAY, 1874.
- 2.) ALTHOUGH EVERY EFFORT WAS MADE TO ACCURATELY LOCATE ALL INDICATION OF ABOVE GROUND UTILITY LINES AND ALL UTILITY EASEMENTS, THE LOCATION MUST BE VERIFIED PRIOR TO ANY DIGGING OR CONSTRUCTION.
- 3.) COLORADO STATE LAW CRS 9-1.5-101 STATES THAT EVERYONE PLANNING TO DIG IN OR NEAR A PUBLIC ROAD, STREET, ALLEY RIGHT-OF-WAY, OR UTILITY EASEMENT TO NOTIFY THE UTILITY NOTIFICATION CENTER OF COLORADO OF YOUR INTENT, TWO (2) BUSINESS DAYS BEFORE YOU DIG CALL 1-800-922-1987 OR 534-6700 IN METRO DENVER TO LOCATE BURIED LINES.
- 4.) ALL ANGLES AND DISTANCES SHOWN ARE ACTUAL MEASUREMENTS UNLESS OTHERWISE NOTED.
- 5.) THIS SURVEY DOES NOT CONSTITUTE A TITLE SEARCH BY COLORADO ENGINEERING AND SURVEYING, INC. TO DETERMINE OWNERSHIP AND EASEMENTS OF RECORD.
FOR ALL INFORMATION REGARDING EASEMENTS, RIGHT-OF-WAY AND TITLE OF RECORD WE RELIED UPON TITLE COMMITMENT NO. 508-F0485964-017-VB2, AMENDMENT NO. 2
EFFECTIVE DATE: JULY 16TH, 2014 AT 7:00 A.M.
BY: FIDELITY NATIONAL TITLE INSURANCE COMPANY
- 6.) THE WORD "CERTIFY" AS SHOWN AND USED HEREON MEANS AN EXPRESSION OF PROFESSIONAL OPINION REGARDING THE FACTS OF THE SURVEY AND DOES NOT CONSTITUTE A WARRANTY OR GUARANTEE, EXPRESSED OR IMPLIED.
- 7.) DATE OF FIELD WORK: JULY 10, 2014
- 8.) ACCORDING TO COLORADO LAW YOU MUST COMMENCE LEGAL ACTION BASED UPON ANY DEFECT IN THIS SURVEY WITHIN THREE YEARS AFTER YOU DISCOVER SUCH DEFECT. IN NO EVENT, MAY ANY ACTION BASED UPON A DEFECT IN THIS SURVEY BE COMMENCED MORE THAN TEN YEARS FROM THE CERTIFICATION SHOWN HEREON.
- 9.) THERE ARE 19 REGULAR PAINTED "STRIPED" PARKING SPACES AND 1 PAINTED HANDI-CAP PARKING SPACE ON THE PROPERTY.
- 10.) FLOOD ZONE CLASSIFICATION BY SCALED MAP LOCATION AND GRAPHIC PLOTTING ONLY, ACCORDING TO THE MOST CURRENT FLOOD INSURANCE RATE MAP (FIRM), PRODUCED BY THE FEDERAL EMERGENCY MANAGEMENT AGENCY (FEMA); MAPS DATED 11-20-2013, COMMUNITY NO. 080046, PANEL NO. 0088H, FLOOD ZONE CLASSIFICATION: NOT WITHIN A 100 YEAR FLOOD PLAIN, ZONE "X".
- 11.) LINEAL MEASUREMENTS SHOWN AND STATED HEREON ARE IN U. S. SURVEY FEET.

SURVEYORS CERTIFICATION

TO: WESTFIELD COMPANY, INC., A COLORADO CORPORATION
 FIDELITY NATIONAL TITLE INSURANCE COMPANY
 FOX ROTHSCHILD LLP
 BRIGHT ROOF LLC, A COLORADO LIMITED LIABILITY COMPANY
 CITYWIDE BANKS

THIS IS TO CERTIFY THAT THIS MAP OR PLAT AND THE SURVEY ON WHICH IT IS BASED WERE MADE IN ACCORDANCE WITH THE 2011 MINIMUM STANDARD DETAIL REQUIREMENTS FOR ALTA/ACSM LAND TITLE SURVEYS, JOINTLY ESTABLISHED AND ADOPTED BY ALTA AND NSPS, AND INCLUDES ITEMS 1, 2, 3, 4, 7(a), 8, 9, 11(a), AND 13 OF TABLE A THEREOF. THE FIELD WORK WAS COMPLETED ON JULY 10, 2014.

7/23/14
 DATE SIGNED

 RONALD W. FLANAGAN - RPL 26957

(SEAL)

LEGEND

	INDICATES SUBJECT PROPERTY LINE.		UTILITY POLE
	INDICATES A PARCEL LINE		METAL BOLLARD (GUARD POST)
	INDICATES RIGHT OF WAY LIMITS.		STORM DRAIN MANHOLE
	INDICATES LOT LINE BOUNDARY.		WATER VALVE BOX
	INDICATES CITY OF DENVER RANGE LINE		WATER METER PIT
	INDICATES OVERHEAD UTILITY LINES.		FIRE HYDRANT
	INDICATES CENTERLINE OF 6' HIGH CHAIN LINK FENCE		TIME-WARNER TELECOMMUNICATIONS MANHOLE
	INDICATES FOUND OR RECOVERED EXISTING SURVEY MONUMENT AS STATED HEREON.		STREET SIGN
	INDICATES FOUND OFFSET CHISELED "H"		MONITORING WELL
			SUBGRADE FIBER OPTIC BOX WITH MARKER
			RAILROAD CROSSING SIGN
			ELECTRIC METER

1.Consistency with Adopted Plans

This proposed official map amendment is consistent with the following relevant adopted plans that relate to the 4120 Brighton Blvd. property location.

Denver Comprehensive Plan 2000. The proposal is consistent with following Comprehensive Plan 2000 strategies.

- **Environmental Sustainability Strategy 2E. Promote efforts to adapt existing building for new uses rather than destroying them.** Portions of the existing industrial buildings will be repurposed for new mixed uses, including a proposed public marketplace.
- **Environmental Sustainability Strategy 2F. Conserve Land By: promoting infill development within Denver at sites where services and infrastructure are already in place; designing mixed use communities and reducing sprawl; creating more density at transit nodes; sharing parking at activity centers.** The project that results from the proposed map amendment will make significant use of existing infrastructure, including the expanded Brighton Blvd. as well as available utilities. Multi-modal infrastructure including light rail (close by at 38th and Blake) and the new bike lanes in Brighton Blvd. are present. The robust availability of this infrastructure, including the transit node, justifies the proposed increase of height, changing from I-MX-5 to I-MX-8. These changes will allow for increased density and a greater range of uses. This mixed-use project at this location, with increased density and denser uses will reduce urban sprawl.
- **Land Use Strategy 3B. Encourage quality infill development that is consistent with the character of the surrounding neighborhood; that offers opportunities for increased density and more amenities, and that broadens the variety of compatible uses.** The nature of this project and the proposal to expand the height from 5 to 8 stories is totally consistent with this strategy.
- **Land Use Strategy 3D. Encourage the development of neighborhood focal points where none exist.** The vision for this project includes the development of Wynkoop as an internal pedestrian oriented street with limited automobile use, which will serve as a linear focal point within the development and the neighborhood. In addition, several internal plazas are planned, which will serve as neighborhood gathering places. And the overall site itself is planned to be a special precinct within the larger RHINO/Elyria Swansea neighborhood. Taken together these various focal points will help to create a neighborhood that is itself a focal point.
- **Mobility Strategy 4A. Promote the development of sustainable communities where shopping, jobs, recreation, and schools are accessible by multiple forms of transportation, providing opportunities for people to live where they work.** This proposed map amendment will provide for a rich, mixed-use district within the greater neighborhood and will include entertainment, restaurants, a market place, residential and light industrial uses, all of which being easily accessible from adjacent multi-modal transportation options. The increase in height will provide added density, creating synergies that will further enhance opportunities for people to live, work, and play, all in close proximity.

- **Legacies Strategy 3A. Identify areas in which increased density and new uses are desirable and can be accommodated.** This proposal certainly meets this strategy, as discussed above under Land Use Strategy 3B.

Blueprint Denver (2002)

Area of Change. This site is designated as an Area of Change in Blueprint Denver, which is consistent with this proposal for rezoning. Areas of Change are places to “channel growth where it will be beneficial and can best improve access to jobs, housing and services with fewer and short auto trips. Areas of change are parts of the city where most people agree that development or redevelopment would be beneficial.”

Street Classifications. Brighton Blvd., which is immediately adjacent to the property being proposed for rezoning, is classified as a major arterial and designated as an Enhanced Transit Corridor with higher frequency bus service. Major improvements to Brighton Blvd. are starting soon, which will further enhance the boulevard’s capacity. The adjacency of this proposed mixed-use project with increased density will take advantage of this capacity. The proposed introduction of a local street grid into this property will enhance transportation alternatives within the neighborhood.

Elyria Swansea Neighborhood Plan (2015)

The Elyria Swansea Neighborhood Plan was adopted in 2015 by the Denver City Council. Like Blueprint Denver, the plan shows areas of stability and areas of change. The subject property is located in an area of change.

This rezoning will pave the way for redevelopment of the Westfield property in a manner that is consistent with the Guiding Principles of the Elyria Swansea Neighborhood Plan. The following is a summary of key guiding principles and how the proposal meets them.

History and Culture. This proposal includes repurposing portions of the existing industrial buildings on the site for new uses, such as a market place, as well as continuing some light industrial uses. This will provide continuity and honor the History and Culture of the Elyria Swansea Neighborhood.

Land Use. Recommendation 1 calls for Balanced Land Use and the Land Use Map shows Industrial Mixed Use as the recommended use for the Westfield’s property on the east side of Brighton Blvd. **Recommendation 2** delineates “Urban Design Strategies”, noting that this location along Brighton Blvd is a “Corridor Development Opportunity”. This project, with heights up to 8 stories, as recommended in the “Future Maximum Building Heights Map” of the Urban Design Section, along with the “build-to” required in the I-MX zoning, will strongly enhance the newly developing Brighton Blvd. Corridor.

Community. The Elyria Swansea Community will be enhanced and strengthened with the approval of this rezoning request. In addition to the continuation of light industrial uses, new proposed uses on the site include:

- Affordable and Market Rate Housing
- Office/Retail/Commercial including a Marketplace.
- Restaurant/Beverage and Hospitality/Hotel
- Entertainment/Cultural
- Parking to support the above listed uses.

Beyond enhancing the community, these uses will also bring with them employment opportunities.

Connections. This project will introduce a street grid on the east side of Brighton Blvd., extending 41st and 42nd into the site, which, along with Wynkoop, will become local pedestrian oriented streets within. The new grid will then connect what is now an isolated urban/industrial island into the larger Elyria Swansea and River North Community.

Healthy. The pedestrian oriented streets described in “Connections” above will help create a walkable district within the neighborhood, promoting active living and improved health for residents.

38th and Blake Station Area Plan (2009)

The 38th and Blake Station Area Plan adopts Blueprint Denver’s designations of Areas of Stability and Areas of Change. The Westfield properties are shown as Areas of Change, which is consistent with this rezoning request.

The Station Area Plan also shows this property basically within the half-mile radius of the station, and the property is identified as a TOD site on the River North Land Use Concept Map included in the document. The TOD use is further reinforced by the street classification of Brighton Blvd. as an “enhanced transit corridor”. The new pedestrian bridge lands very near to the south end of the Westfield property and provides a direct link from the property to the 38th and Blake Station.

The future land use map indicates “mixed use employment” for the properties, which is consistent with the rezoning request for I-MX, which is already in place for the properties on the east side of Brighton Blvd.

Summary: This proposed official map amendment is consistent with all of the relevant adopted plans.

2. Uniformity of District Regulations and Restrictions.

This rezoning will maintain uniformity of district regulations and restrictions: by maintaining the properties as I-MX zoning.

3. Public Health, Safety and General Welfare

The proposed official map amendment will promote Public Health, Safety, and General Welfare, primarily through the implementation of the City's adopted plans.

4. Justifying Circumstances: The land or its surroundings has changed or is changing to such a degree that it is in the public interest to encourage a redevelopment of the area to recognize the changed character of the area.

This southwest end of the Elyria Swansea Neighborhood, and the adjacent River North Neighborhood are changing from containing largely industrial uses to becoming part of a vibrant mixed-use district, essentially an emerging town center that will offer many of the necessities of urban living, including housing, shopping, employment, lodging, recreation and entertainment. The changes that will take also place at the National Western Center and to the properties between National Western and the Westfield properties will provide additional synergies for this exciting transformation.

Perhaps the most significant indication of the changing circumstances taking place in this area is the "Legislative Rezoning" proposal being sponsored by Councilman Albus Brooks to create a height overlay in this area emanating from the 38th and Blake Light Rail Station, which shows an overlay of 12 stories in height for these properties.

5. Consistency with the Description of the Neighborhood Context and consistency with Purpose and intent of the proposed Zone District.

The requested zone district is within the Industrial Context, consisting of areas that are subject to transitions from industrial to mixed-use. This map amendment request is consistent with that transition, and the proposed uses are allowed within the Industrial Mixed use District.

The Industrial Mixed Use Zone Districts are intended to develop in a pedestrian oriented pattern, with buildings built up to the street and having an active Street Level. They are intended to provide a transition between mixed use areas and traditional industrial districts, and to accommodate a variety of industrial, commercial, civic, and residential uses. This map amendment will pave the way for a project



Zone Map Amendment (Rezoning) - Application

PROPERTY OWNER INFORMATION*		PROPERTY OWNER(S) REPRESENTATIVE**	
<input type="checkbox"/> CHECK IF POINT OF CONTACT FOR APPLICATION		<input checked="" type="checkbox"/> CHECK IF POINT OF CONTACT FOR APPLICATION	
Property Owner Name	Westfield-Amen, LLLP	Representative Name	Kelly Yamasaki
Address	1800 Larimer St. #1808	Address	3003 Larimer St.
City, State, Zip	Denver, CO 80202	City, State, Zip	Denver, CO 80205
Telephone	303-892-1111	Telephone	303-861-5704
Email	ahayes@westfield-co.com	Email	kyamasaki@ozarch.com
<p>*If More Than One Property Owner: All standard zone map amendment applications shall be initiated by all the owners of at least 51% of the total area of the zone lots subject to the rezoning application, or their representatives authorized in writing to do so. See page 3.</p>		<p>**Property owner shall provide a written letter authorizing the representative to act on his/her behalf.</p>	
Please attach Proof of Ownership acceptable to the Manager for each property owner signing the application, such as (a) Assessor's Record, (b) Warranty deed or deed of trust, or (c) Title policy or commitment dated no earlier than 60 days prior to application date.			
SUBJECT PROPERTY INFORMATION			
Location (address and/or boundary description):	4201, 4203, 4211, 4221 Brighton Blvd., Denver, CO 80216		
Assessor's Parcel Numbers:	02232-00-049-000, 02232-00-182-00		
Area in Acres or Square Feet:	2.92 acres		
Current Zone District(s):	I-A UO-2		
PROPOSAL			
Proposed Zone District:	I-MX-8 UO-2		
Does the proposal comply with the minimum area requirements specified in DZC Sec. 12.4.10.3:	<input checked="" type="checkbox"/> Yes	<input type="checkbox"/> No	

REZONING GUIDE

Rezoning Application Page 2 of 3



REVIEW CRITERIA

<p>General Review Criteria: The proposal must comply with all of the general review criteria DZC Sec. 12.4.10.7</p>	<p><input checked="" type="checkbox"/> Consistency with Adopted Plans: The proposed official map amendment is consistent with the City's adopted plans, or the proposed rezoning is necessary to provide land for a community need that was not anticipated at the time of adoption of the City's Plan.</p> <p>Please provide an attachment describing relevant adopted plans and how proposed map amendment is consistent with those plan recommendations; or, describe how the map amendment is necessary to provide for an unanticipated community need.</p> <p><input checked="" type="checkbox"/> Uniformity of District Regulations and Restrictions: The proposed official map amendment results in regulations and restrictions that are uniform for each kind of building throughout each district having the same classification and bearing the same symbol or designation on the official map, but the regulations in one district may differ from those in other districts.</p> <p><input checked="" type="checkbox"/> Public Health, Safety and General Welfare: The proposed official map amendment furthers the public health, safety, and general welfare of the City.</p>
<p>Additional Review Criteria for Non-Legislative Rezoning: The proposal must comply with both of the additional review criteria DZC Sec. 12.4.10.8</p>	<p>Justifying Circumstances - One of the following circumstances exists:</p> <p><input type="checkbox"/> The existing zoning of the land was the result of an error.</p> <p><input type="checkbox"/> The existing zoning of the land was based on a mistake of fact.</p> <p><input type="checkbox"/> The existing zoning of the land failed to take into account the constraints on development created by the natural characteristics of the land, including, but not limited to, steep slopes, floodplain, unstable soils, and inadequate drainage.</p> <p><input checked="" type="checkbox"/> The land or its surroundings has changed or is changing to such a degree that it is in the public interest to encourage a redevelopment of the area to recognize the changed character of the area.</p> <p><input type="checkbox"/> It is in the public interest to encourage a departure from the existing zoning through application of supplemental zoning regulations that are consistent with the intent and purpose of, and meet the specific criteria stated in, Article 9, Division 9.4 (Overlay Zone Districts), of this Code.</p> <p>Please provide an attachment describing the justifying circumstance.</p> <p><input checked="" type="checkbox"/> The proposed official map amendment is consistent with the description of the applicable neighborhood context, and with the stated purpose and intent of the proposed Zone District.</p> <p>Please provide an attachment describing how the above criterion is met.</p>

REQUIRED ATTACHMENTS

Please ensure the following required attachments are submitted with this application:

- Legal Description (required to be attached in Microsoft Word document format)
- Proof of Ownership Document(s)
- Review Criteria

ADDITIONAL ATTACHMENTS

Please identify any additional attachments provided with this application:

- Written Authorization to Represent Property Owner(s)

Please list any additional attachments:

Attachment 2 - Written Authorization to Represent Property Owner(s), Attachment 3 - Assessor's Parcel Numbers, Attachment 4 - Review Criteria, Attachment 5 - Property Owner or Property Owner(s) Representative Certification/Petition, Attachment 6 - Legal Description, Proof of Ownership Document(s)



REZONING GUIDE

Rezoning Application Page 3 of 3

PROPERTY OWNER OR PROPERTY OWNER(S) REPRESENTATIVE CERTIFICATION/PETITION

We, the undersigned represent that we are the owners of the property described opposite our names, or have the authorization to sign on behalf of the owner as evidenced by a Power of Attorney or other authorization attached, and that we do hereby request initiation of this application. I hereby certify that, to the best of my knowledge and belief, all information supplied with this application is true and accurate. I understand that without such owner consent, the requested official map amendment action cannot lawfully be accomplished.

Property Owner Name(s) (please type or print legibly)	Property Address City, State, Zip Phone Email	Property Owner Interest % of the Area of the Zone Lots to Be Rezoned	Please sign below as an indication of your consent to the above certification statement (must sign in the exact same manner as title to the property is held)	Date	Indicate the type of ownership documentation provided: (A) Assessor's record, (B) warranty deed or deed of trust, (C) title policy or commitment, or (D) other as approved	Property owner representative written authorization? (YES/NO)
EXAMPLE John Alan Smith and Josie Q. Smith	123 Sesame Street Denver, CO 80202 (303) 555-5555 sample@sample.gov	100%	<i>John Alan Smith</i> <i>Josie Q. Smith</i>	01/01/12	(A)	NO
Westfield-Amen, LLP	4201, 4203, 4211, 4221 Brighton Blvd. Denver, CO 80214 (303) 298-1111 rmeclintock@wfmll.com	100%	<i>[Signature]</i>	7/11/16	B	YES

Last updated: February 4, 2015

Return completed form to rezoning@denvergov.org

311 FOR INFORMATION & CITY SERVICES

2016I-00029

201 W. Colfax Ave., Dept. 205
Denver, CO 80202

720-865-2974 • rezoning@denvergov.org

Completed September 2, 2016 Fee pd \$9,000.00

Westfield-Amen, LLLP

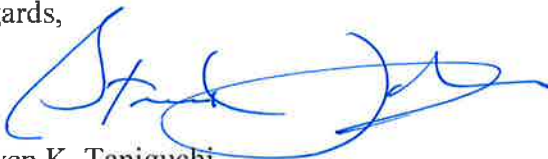
July 7, 2016

Re: Property Owner's Representative for Rezoning of 4201 Brighton Blvd.

To Whom It May Concern,

Westfield-Amen, LLLP authorizes Kelly Yamasaki with OZ Architecture to act as our Property Owner's Representative.

Regards,



Steven K. Taniguchi
Registered Agent, Colorado Secretary of State

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Summary

Details			
Name	Westfield-Amen, LLLP		
Status	Good Standing	Formation date	12/31/2015
ID number	20151841426	Form	Limited Liability Limited Partnership
Periodic report month	December	Jurisdiction	Colorado
Principal office street address	1800 Larimer Street, Suite 1800, Denver, CO 80202, United States		
Principal office mailing address	n/a		

Registered Agent	
Name	Westfield-4120 General Partner, LLC
Street address	1800 Larimer Street, Suite 1800, Denver, CO 80202, United States
Mailing address	n/a

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Amen front parcel, 62,800 LSF, 1.44 acres, Parcel # 02232-00-049-000
Amen back parcel, 64,482 LSF, 1.48 acres, Parcel # 02232-00-182-000

Find Denver Property

- Real Estate**
- Business Personal Property**

Note: Enter schedule numbers without dashes

1 result is available, use up and down arrow keys to navigate.

Results

Address	4201 BRIGHTON BLVD
Schedule/Parcel#	0223200049000
Owner	WESTFIELD-AMEN LLLP
Co-Owner	
Year	2016
Assessed Value	\$568,750
Actual Value	\$1,961,200
Property Type	INDUSTRIAL - WAREHOUSE

Find Denver Property

- Real Estate**
- Business Personal Property**

Note: Enter schedule numbers without dashes

1 result is available, use up and down arrow keys to navigate.

Results

Address	4201 BRIGHTON BLVD
Schedule/Parcel#	0223200182000
Owner	WESTFIELD-AMEN LLLP
Co-Owner	
Year	2016
Assessed Value	\$165,500
Actual Value	\$570,700
Property Type	INDUSTRIAL - WAREHOUSE

02/03/2016 09:03 AM R \$31.00 D \$530.00
City & County of Denver WD
Electronically Recorded

When Recorded Return to:
Fox Rothschild LLP
1225 17th Street, Suite 2200
Denver, Colorado 80202
Attn: Michael S. Friedman, Esq.

SPECIAL WARRANTY DEED

THIS DEED, made as of this 29th day of January, 2016 between:

HUNT FAMILY PARTNERSHIP LLLP, a Colorado limited liability limited partnership, whose address is 4201 Brighton Boulevard, Denver, Colorado 80216 ("Grantor"), and WESTFIELD-AMEN, LLLP, a Colorado limited liability limited partnership, whose address is 1800 Larimer Street, Suite 1800, Denver, Colorado 80202 ("Grantee"):

WITNESSETH, that the Grantor, for and in consideration of the sum of TEN and NO/100 DOLLARS (\$10.00), the receipt and sufficiency of which is hereby acknowledged, has granted, bargained, sold and conveyed, and by these presents does grant, bargain, sell, convey and confirm, unto the Grantee, Grantees' heirs, successors and assigns forever, all the real property together with improvements situate, lying and being in the City and County of Denver and State of Colorado, described as follows:

See Exhibit A attached hereto

also known by street and number as 4201-4221 Brighton Boulevard, Denver, Colorado 80216.

TOGETHER with all and singular the hereditaments and appurtenances thereunto belonging, or in anywise appertaining, including, without limitation, all minerals, oil, gas and other hydrocarbon substances as well as all development rights, air rights, water and water rights relating to said property, if any, and any easements, rights of way or other appurtenances used in connection with the beneficial use and enjoyment of said property, and the reversion and reversions, remainder and remainders, rents, issues and profits thereof, and all the estate, right, title, interest, claim and demand whatsoever of the Grantor, either in law or equity, of, in and to the above-bargained premises, with the hereditaments and appurtenances.

TO HAVE AND TO HOLD the said premises above bargained and described, with the appurtenances, unto the Grantee, Grantees' heirs, successors and assigns forever. The Grantor, for itself, its successors and assigns does covenant and agree that the above-bargained premises are free from all encumbrances made by Grantor except for those described on Exhibit B attached hereto, and that except for those matters described on Exhibit B, Grantor shall and will WARRANT AND FOREVER DEFEND the above-bargained premises in the quiet and peaceable possession of the Grantee, Grantees' heirs, successors and assigns, against all and every person or persons claiming the whole or any part thereof, by, through or under the Grantor.

The singular number shall include the plural, the plural the singular, and the use of any gender shall be applicable to all genders.

[REMAINDER OF THIS PAGE INTENTIONALLY LEFT BLANK]

38440845v2 115646/00055



IN WITNESS WHEREOF, the Grantor has executed this deed as of the date set forth above.

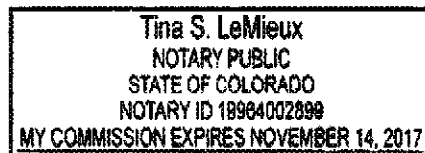
“GRANTOR”

HUNT FAMILY PARTNERSHIP LLLP,
a Colorado limited liability limited partnership

By: *Anna Maria Hunt*
Name: Anna Maria Hunt
Title: Co-General Partner

By: *Bernadette O'Donnell*
Name: Bernadette O'Donnell
Title: Co-General Partner

STATE OF COLORADO)
) ss.
CITY AND COUNTY OF DENVER)



The foregoing instrument was acknowledged before me this 29th day of January, 2016 by Anna Maria Hunt as Co-General Partner and Bernadette O'Donnell as Co-General Partner of HUNT FAMILY PARTNERSHIP LLLP, a Colorado limited liability limited partnership.

Witness my hand and official seal.

My commission expires: _____
Tina S. LeMieux
Notary Public

SPECIAL WARRANTY DEED

EXHIBIT A**Legal Description of Property****Parcel One:**

That part of the Northwest $\frac{1}{4}$ and of the Southwest $\frac{1}{4}$ of Section 23, Township 3 South, Range 68 West of the 6th Principal Meridian, described as follows:

Beginning at a point on the Northwesterly line of Brighton Boulevard, formerly St. Vincent Avenue, as said roadway was established in the recorded plat of St. Vincent Addition, 660 feet Northeasterly from the point of intersection of the Northeasterly line of 40th Street as likewise established (produced Northwesterly) with the Northwesterly line of Brighton Boulevard; Thence Northwesterly at right angles to said Brighton Boulevard 160.5 feet to a point; Thence Northeasterly parallel with Brighton Boulevard 391.33 feet to a point; Thence Southeasterly 160.5 feet to a point on the Northwesterly line of said Brighton Boulevard; Thence Southwesterly along said Northwesterly line of Brighton Boulevard a distance of 391.33 feet to the point of beginning,
City and County of Denver, State of Colorado.

Parcel Two:

Beginning at a point that is 190.5 feet distant Northwesterly from the Northwesterly line of Brighton Boulevard, formerly St. Vincent Avenue as said roadway was established in the recorded plat of St. Vincent Addition measured along a straight line at right angles thereto from a point thereon that is 660 feet Northeasterly from the point of intersection of the Northeasterly line of 40th Street as likewise established (produced Northwesterly) with the Northwesterly line of Brighton Boulevard, as measured along the said Northwesterly line of Brighton Boulevard; Thence Northeasterly along a straight line parallel with and 190.5 feet distance Northwesterly measured at right angles from said Northwesterly line of Brighton Boulevard a distance of 391.33 feet to a point; Thence Northwesterly along a straight line at right angles to the last described course a distance of 175 feet to a point; Thence Southwesterly along a straight line at right angles to the last described course a distance of 391.33 feet to a point; Thence Southeasterly along a straight line at right angles to the last described course a distance of 175 feet to the point of beginning, except that portion thereof as described in the Deed recorded February 20, 1975 in Book 1013 at Page 553,
City and County of Denver, State of Colorado.

Parcel Three:

A parcel of land described in the Deed recorded February 20, 1975 in Book 1013 at Page 553, being more particularly described as follows:

A parcel of land situate in the North $\frac{1}{2}$ of the Southwest $\frac{1}{4}$ and in the South $\frac{1}{2}$ of the Northwest $\frac{1}{4}$ of Section 23, Township 3 South, Range 68 West of the 6th P.M., to-wit:

38440845v2 115646/00055

A-1

Beginning at a point that is 290.5 feet distant Northwesterly from the Northwesterly line of Brighton Boulevard, measured along a straight line at right angles thereto at a point thereon that is 660.0 feet distant Northeasterly from the Northeasterly line produced of 40th Street, measured along said Northwesterly line of Brighton Boulevard; Thence Northeasterly along a straight line parallel with and 290.5 feet distant Northwesterly measured at right angles from said Northwesterly line of Brighton Boulevard a distance of 240 feet to a point; Thence Northwesterly along a straight line at right angles to the last described course a distance of 75 feet to a point; Thence Southwesterly along a straight line at right angles to the last described a distance of 240 feet to a point; Thence Southeasterly along a straight line at right angles to the last described course a distance of 75 feet to the point of beginning,
City and County of Denver, State of Colorado.

EXHIBIT B**Permitted Exceptions**

1. General real estate taxes and assessments for 2016 and subsequent years, a lien not yet due and payable.
2. Leases, and the rights of tenants thereunder as tenants only, set forth in the Certification of Leases of even date herewith from Grantor to Grantee.
3. Covenants, conditions and restrictions but omitting any covenants or restrictions, if any, including but not limited to those based upon race, color, religion, sex, sexual orientation, familial status, marital status, disability, handicap, national origin, ancestry, source of income, gender, gender identity, gender expression, medical condition or genetic information, as set forth in applicable state or federal laws, except to the extent that said covenant or restriction is permitted by applicable law, as set forth in the document

Recording Date: December 9, 1949
Recording No: Book 6643, page 301
(Affects Parcels Two and Three)

4. Improvements located upon Parcels Two and Three as excepted and excluded by deed recorded December 9, 1949 in Book 6643, Page 301. (Affects Parcels Two and Three)
5. Reservations as set for in deed recorded December 9, 1949 in Book 6643, Page 301. (Affects Parcels Two and Three)
6. The following matters as disclosed on survey prepared by 39 North, Job No. 0100198, dated June 1, 2015:
 - (a) the fact the fence lines do not correspond with the lot lines as shown.
 - (b) Building Wall of the Parcel One improvements encroaches over property line on the north as shown.
 - (c) Public utilities as shown thereon and not lying within a found recorded easement(s).
7. Covenants, conditions and restrictions, the reservation of any and all coal, oil and other minerals and the perpetual and exclusive right to remove the same, as set forth in Warranty Deed recorded September 14, 1944 in Book 5834 at Page 221. (Affects Parcel One)

ALTA/ACSM LAND TITLE SURVEY

PARCEL LOCATED IN THE SOUTHWEST 1/4 AND THE NORTHWEST 1/4 OF SECTION 23, TOWNSHIP 3 SOUTH, RANGE 68 WEST OF THE 6TH P.M.
 #4201 BRIGHTON BOULEVARD
 SHEET 1 OF 2

LEGAL DESCRIPTION:

PARCEL ONE:

THAT PART OF THE NORTHWEST 1/4 AND OF THE SOUTHWEST 1/4 OF SECTION 23, TOWNSHIP 3 SOUTH, RANGE 68 WEST OF THE 6TH PRINCIPAL MERIDIAN, DESCRIBED AS FOLLOWS:

BEGINNING AT A POINT ON THE NORTHWESTERLY LINE OF BRIGHTON BOULEVARD, FORMERLY ST. VINCENT AVENUE, AS SAID ROADWAY WAS ESTABLISHED IN THE RECORDED PLAT OF ST. VINCENT ADDITION, 660 FEET NORTHEASTERLY FROM THE POINT OF INTERSECTION OF THE NORTHEASTERLY LINE OF 40TH STREET AS LIKEWISE ESTABLISHED (PRODUCED NORTHWESTERLY) WITH THE NORTHWESTERLY LINE OF BRIGHTON BOULEVARD; THENCE NORTHWESTERLY AT RIGHT ANGLES TO SAID BRIGHTON BOULEVARD 160.5 FEET TO A POINT; THENCE NORTHEASTERLY PARALLEL WITH BRIGHTON BOULEVARD 391.33 FEET TO A POINT; THENCE SOUTHEASTERLY 160.5 FEET TO A POINT ON THE NORTHWESTERLY LINE OF SAID BRIGHTON BOULEVARD; THENCE SOUTHWESTERLY ALONG SAID NORTHWESTERLY LINE OF BRIGHTON BOULEVARD A DISTANCE OF 391.33 FEET TO THE POINT OF BEGINNING, CITY AND COUNTY OF DENVER, STATE OF COLORADO.

PARCEL TWO:

BEGINNING AT A POINT THAT IS 190.5 FEET DISTANT NORTHWESTERLY FROM THE NORTHWESTERLY LINE OF BRIGHTON BOULEVARD, FORMERLY ST. VINCENT AVENUE AS SAID ROADWAY WAS ESTABLISHED IN THE RECORDED PLAT OF ST. VINCENT ADDITION MEASURED ALONG A STRAIGHT LINE AT RIGHT ANGLES THERETO FROM A POINT THEREON THAT IS 660 FEET NORTHEASTERLY FROM THE POINT OF INTERSECTION OF THE NORTHEASTERLY LINE OF 40TH STREET AS LIKEWISE ESTABLISHED (PRODUCED NORTHWESTERLY) WITH THE NORTHWESTERLY LINE OF BRIGHTON BOULEVARD, AS MEASURED ALONG THE SAID NORTHWESTERLY LINE OF BRIGHTON BOULEVARD; THENCE NORTHEASTERLY ALONG A STRAIGHT LINE PARALLEL WITH AND 190.5 FEET DISTANCE NORTHWESTERLY MEASURED AT RIGHT ANGLES FROM SAID NORTHWESTERLY LINE OF BRIGHTON BOULEVARD A DISTANCE OF 391.33 FEET TO A POINT; THENCE NORTHWESTERLY ALONG A STRAIGHT LINE AT RIGHT ANGLES TO THE LAST DESCRIBED COURSE A DISTANCE OF 175 FEET TO A POINT; THENCE SOUTHWESTERLY ALONG A STRAIGHT LINE AT RIGHT ANGLES TO THE LAST DESCRIBED COURSE A DISTANCE OF 391.33 FEET TO A POINT; THENCE SOUTHEASTERLY ALONG A STRAIGHT LINE AT RIGHT ANGLES TO THE LAST DESCRIBED COURSE A DISTANCE OF 175 FEET TO THE POINT OF BEGINNING, EXCEPT THAT PORTION THEREOF AS DESCRIBED IN THE DEED RECORDED FEBRUARY 20, 1975 IN BOOK 1013 AT PAGE 553, CITY AND COUNTY OF DENVER, STATE OF COLORADO.

PARCEL THREE:

A PARCEL OF LAND DESCRIBED IN THE DEED RECORDED FEBRUARY 20, 1975 IN BOOK 1013 AT PAGE 553, BEING MORE PARTICULARLY DESCRIBED AS FOLLOWS:

A PARCEL OF LAND SITUATE IN THE NORTH 1/2 OF THE SOUTHWEST 1/4 AND IN THE SOUTH 1/2 OF THE NORTHWEST 1/4 OF SECTION 23, TOWNSHIP 3 SOUTH, RANGE 68 WEST OF THE 6TH P.M., TO-WIT: BEGINNING AT A POINT THAT IS 290.5 FEET DISTANT NORTHWESTERLY FROM THE NORTHWESTERLY LINE OF BRIGHTON BOULEVARD, MEASURED ALONG A STRAIGHT LINE AT RIGHT ANGLES THERETO AT A POINT THEREON THAT IS 660.0 FEET DISTANT NORTHEASTERLY FROM THE NORTHEASTERLY LINE PRODUCED OF 40TH STREET, MEASURED ALONG SAID NORTHWESTERLY LINE OF BRIGHTON BOULEVARD; THENCE NORTHEASTERLY ALONG A STRAIGHT LINE PARALLEL WITH AND 290.5 FEET DISTANT NORTHWESTERLY MEASURED AT RIGHT ANGLES FROM SAID NORTHWESTERLY LINE OF BRIGHTON BOULEVARD A DISTANCE OF 240 FEET TO A POINT; THENCE NORTHWESTERLY ALONG A STRAIGHT LINE AT RIGHT ANGLES TO THE LAST DESCRIBED COURSE A DISTANCE OF 75 FEET TO A POINT; THENCE SOUTHWESTERLY ALONG A STRAIGHT LINE AT RIGHT ANGLES TO THE LAST DESCRIBED COURSE A DISTANCE OF 240 FEET TO A POINT; THENCE SOUTHEASTERLY ALONG A STRAIGHT LINE AT RIGHT ANGLES TO THE LAST DESCRIBED COURSE A DISTANCE OF 75 FEET TO THE POINT OF BEGINNING, CITY AND COUNTY OF DENVER, STATE OF COLORADO.

AS SURVEYED LEGAL DESCRIPTION OF PARCEL ONE:

A PARCEL OF LAND LOCATED IN THE WEST 1/2 OF SECTION 23, TOWNSHIP 3 SOUTH, RANGE 68 WEST OF THE 6TH P.M., MORE PARTICULARLY DESCRIBED AS FOLLOWS:

BEGINNING AT A POINT ON THE NORTHWESTERLY RIGHT-OF-WAY LINE OF BRIGHTON BOULEVARD WHENCE THE EAST 1/4 CORNER OF SAID SECTION 23 BEARS S87°54'01"E A DISTANCE OF 3,142.78 FEET; THENCE S44°35'30"W ALONG THE NORTHWESTERLY RIGHT-OF-WAY LINE OF BRIGHTON BOULEVARD, 391.38 FEET; THENCE DEPARTING FROM SAID NORTHWESTERLY RIGHT-OF-WAY LINE N45°24'30"W, 160.50 FEET TO THE SOUTHEASTERLY LINE OF A TRACT OF LAND OWNED BY THE UNION PACIFIC RAILROAD; THENCE N44°35'30"E ALONG SAID SOUTHEASTERLY LINE, 391.38 FEET; THENCE DEPARTING FROM SAID SOUTHEASTERLY LINE S45°24'30"E, 160.50 FEET TO THE POINT OF BEGINNING, CITY AND COUNTY OF DENVER, STATE OF COLORADO.

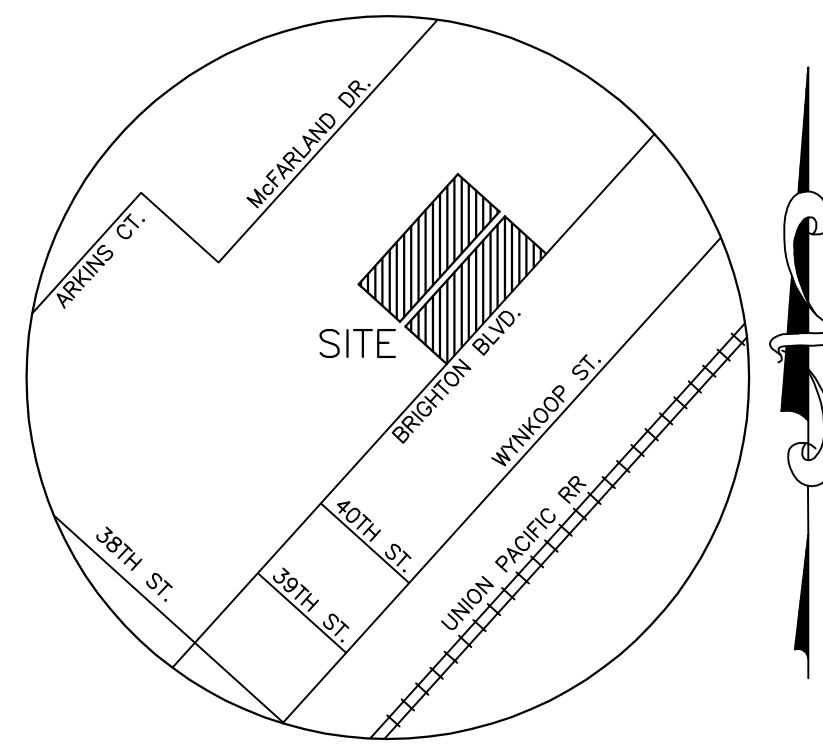
THE ABOVE DESCRIBED PARCEL CONTAINS 62,817 SQUARE FEET OR 1.4421 ACRES MORE OR LESS.

AS SURVEYED LEGAL DESCRIPTION OF PARCELS TWO AND THREE:

A PARCEL OF LAND LOCATED IN THE WEST 1/2 OF SECTION 23, TOWNSHIP 3 SOUTH, RANGE 68 WEST OF THE 6TH P.M., MORE PARTICULARLY DESCRIBED AS FOLLOWS:

BEGINNING AT A POINT THAT IS 365.50 FEET NORTHWEST OF THE NORTHWESTERLY RIGHT-OF-WAY LINE OF BRIGHTON BOULEVARD, MEASURED AT RIGHT ANGLES FROM SAID NORTHWESTERLY RIGHT-OF-WAY LINE OF BRIGHTON BOULEVARD, WHENCE THE WEST 1/4 CORNER OF SAID SECTION 23 BEARS S85°44'55"W A DISTANCE OF 1,613.77 FEET; THENCE N44°35'30"E PARALLEL WITH THE NORTHWESTERLY RIGHT-OF-WAY LINE OF BRIGHTON BOULEVARD, 391.38 FEET; THENCE S45°24'30"E, 175.00 FEET TO A POINT ON THE NORTHWESTERLY LINE OF A TRACT OF LAND OWNED BY THE UNION PACIFIC RAILROAD; THENCE S44°35'30"W ALONG SAID NORTHWESTERLY LINE, 391.38 FEET; THENCE DEPARTING FROM SAID NORTHWESTERLY LINE N45°24'30"W, 175.00 FEET TO THE POINT OF BEGINNING, CITY AND COUNTY OF DENVER, STATE OF COLORADO.

THE ABOVE DESCRIBED PARCEL CONTAINS 68,492 SQUARE FEET OR 1.5724 ACRES MORE OR LESS.



VICINITY MAP
NOT TO SCALE

CERTIFICATE OF SURVEY:

TO: HUNT FAMILY PARTNERSHIP LLLP, A COLORADO LIMITED LIABILITY LIMITED PARTNERSHIP; WESTFIELD-AMEN, LLLP, A COLORADO LIMITED LIABILITY LIMITED PARTNERSHIP; AND FIDELITY NATIONAL TITLE INSURANCE COMPANY;

THIS IS TO CERTIFY THAT THIS MAP OR PLAT AND THE SURVEY ON WHICH IT IS BASED WERE MADE IN ACCORDANCE WITH THE 2011 MINIMUM STANDARD DETAIL REQUIREMENTS FOR ALTA/ACSM LAND TITLE SURVEYS, JOINTLY ESTABLISHED AND ADOPTED BY ALTA AND NSPS, AND INCLUDES ITEMS 1, 2, 3, 4, 6(a), 6(b), 7(a), 8, 9, 10, 11(a), 13, 16, 17 AND 18 OF TABLE A THEREOF.

THE FIELD WORK WAS COMPLETED ON NOVEMBER 21, 2014 (ADDITIONAL FIELD WORK COMPLETED ON JANUARY 11, 2016).

DATE OF PLAT OR MAP: NOVEMBER 25, 2014
 REVISED MAY 6, 2015
 REVISED JANUARY 12, 2016

DAMIEN CAIN STATE OF COLORADO PLS 38284
 FOR AND ON BEHALF OF
 39 NORTH ENGINEERING AND SURVEYING LLC



ALTA/ACSM NOTES:

1. MAXIMUM POSITIONAL TOLERANCE OF CORNERS IS 0.07 FEET PLUS 50 PARTS PER MILLION.
2. AREA OF PROPERTY (ALL PARCELS COMBINED) 131,309 SQUARE FEET OR 3.0145 ACRES MORE OR LESS.
3. PROPERTY IS WITHIN ZONE X (AREAS DETERMINED TO BE OUTSIDE THE 0.2% ANNUAL CHANCE FLOODPLAIN) AS PER FIRM MAP NO. 0800460088H DATED NOVEMBER 20, 2013.
4. SURVEYOR RELIED UPON THE TITLE REPORT PREPARED BY FIDELITY NATIONAL TITLE INSURANCE COMPANY COMMITMENT NO. 508-F0500402-017-TLM, AMENDMENT NO. 10, WITH AN EFFECTIVE DATE OF JANUARY 4, 2016, FOR THE PREPARATION OF THIS SURVEY.

5. THREE (3) STANDARD PARKING SPACES AND NO HANDICAPPED PARKING SPACES EXIST ON THE PROPERTY. PARKING BLOCKS EXIST ON THE PROPERTY BUT NOT STRIPED PARKING DELINEATING SPACING ADJACENT TO SAID BLOCKS.

NOTE: AS PER ZONING CODE, NO PARKING ALLOWED BETWEEN BUILDING AND PRIMARY STREET. THE SURVEYOR WOULD INTERPRET THE BUILDING USE AS "COMMERCIAL LOW" AS PER THE ZONING CODE AND THERE ARE NO PARKING REQUIREMENTS FOR THIS DESIGNATION. PLEASE NOTE THAT THIS IS THE SURVEYORS OPINION BASED ON THE EXISTING USE OF THE BUILDINGS.

6. BASIS OF BEARINGS: AN ASSUMED BEARING OF N89°42'42"E BEING THE EAST-WEST CENTERLINE OF SECTION 23, TOWNSHIP 3 SOUTH, RANGE 68 WEST OF THE 6TH P.M., BETWEEN TWO FOUND MONUMENTS 5,285.12 FEET APART AS SHOWN ON ACCOMPANYING SURVEY.

7. THERE IS NO EVIDENCE OF PARTY WALLS ON THE PROPERTY. ALL WALLS ARE INDEPENDENT FREE STANDING WALLS.

8. THERE WAS NO OBSERVED EVIDENCE OF CURRENT EARTH MOVING WORK OR BUILDING CONSTRUCTION AT THE TIME OF SURVEY.

9. THERE IS NO PROPOSED CHANGES IN THE STREET RIGHT-OF-WAY. THERE IS PROPOSED IMPROVEMENTS TO BRIGHTON BOULEVARD BUT THE PROPOSED IMPROVEMENTS WILL NOT AFFECT THE EXISTING LOCATION OF THE RIGHT-OF-WAY.

10. THERE IS NO EVIDENCE OF THE SITE BEING USED AS A SOLID WASTE DUMP, SUMP OR SANITARY LANDFILL.

SURVEY NOTES:

1. ACCORDING TO COLORADO LAW, YOU MUST COMMENCE ANY LEGAL ACTION BASED UPON ANY DEFECT IN THIS SURVEY WITHIN THREE YEARS AFTER YOU FIRST DISCOVER SUCH DEFECT. IN NO EVENT MAY ANY ACTION BASED UPON ANY DEFECT IN THIS SURVEY BE COMMENCED MORE THAN TEN YEARS FROM THE DATE OF THE CERTIFICATION SHOWN HEREON.

2. ANY PERSON WHO KNOWINGLY REMOVES, ALTERS OR DEFACTS ANY PUBLIC LAND SURVEY MONUMENT OR LAND BOUNDARY MONUMENT OR ACCESSORY, COMMITS A CLASS TWO (2) MISDEMEANOR PURSUANT TO STATE STATUTE 18-4-508 C.R.S.

3. THIS SURVEY DOES NOT CONSTITUTE A TITLE SEARCH BY 39 NORTH ENGINEERING AND SURVEYING LLC TO DETERMINE TITLE OR EASEMENTS OF RECORD.

4. UTILITIES SHOWN HEREON ARE DRAWN FROM OBSERVABLE EVIDENCE IN THE FIELD AND/OR THE BEST INFORMATION AVAILABLE FROM THE UTILITY COMPANIES. THIS INFORMATION IS FOR GENERAL USE ONLY AND NOT TO BE USED FOR EXCAVATION PURPOSES. CONTRACTOR TO FIELD LOCATE & VERIFY LOCATIONS OF ALL UTILITIES PRIOR TO ANY CONSTRUCTION WORK IN AREA SET FORTH ON THIS DRAWING.

5. LINEAL UNITS SHOWN HEREON ARE IN U.S. SURVEY FEET.

SCHEDULE B-II EXCEPTIONS:

- 1-8: STANDARD EXCEPTIONS
9. INTENTIONALLY DELETED
10. INTENTIONALLY DELETED
11. INTENTIONALLY DELETED
12. INTENTIONALLY DELETED
13. PARCELS TWO AND THREE ARE SUBJECT TO COVENANTS, CONDITIONS AND RESTRICTIONS BUT OMITTING ANY COVENANTS OR RESTRICTIONS, IF ANY, INCLUDING BUT NOT LIMITED TO THOSE BASED UPON RACE, COLOR, RELIGION, SEX, SEXUAL ORIENTATION, FAMILIAL STATUS, MARITAL STATUS, DISABILITY, HANDICAP, NATIONAL ORIGIN, ANCESTRY, SOURCE OF INCOME, GENDER, GENDER IDENTITY, GENDER EXPRESSION, MEDICAL CONDITION OR GENETIC INFORMATION, AS SET FORTH IN APPLICABLE STATE OR FEDERAL LAWS, EXCEPT TO THE EXTENT THAT SAID COVENANT OR RESTRICTION IS PERMITTED BY APPLICABLE LAW, AS SET FORTH IN THE DOCUMENT RECORDED DECEMBER 9, 1949, IN BOOK 6643, PAGE 301 (AFFECTS PROPERTY- GENERAL DOCUMENT- NOT SHOWN ON SURVEY).
14. PARCELS TWO AND THREE ARE SUBJECT TO IMPROVEMENTS LOCATED UPON PARCELS TWO AND THREE AS EXPECTED AND EXCLUDED BY DEED RECORDED DECEMBER 9, 1949 IN BOOK 6643, PAGE 301 (AFFECTS PROPERTY- GENERAL DOCUMENT- NOT SHOWN ON SURVEY).
15. PARCELS TWO AND THREE ARE SUBJECT TO RESERVATIONS AND RESTRICTIONS AS SET FOR IN DEED RECORDED DECEMBER 9, 1949 IN BOOK 6643, PAGE 301 (AFFECTS PROPERTY- GENERAL DOCUMENT- NOT SHOWN ON SURVEY).
16. LACK OF ACCESS TO AND FROM A PUBLIC ROAD, HIGHWAY OR STREET AS TO PARCEL TWO AND THREE (ACCESS TO PARCEL TWO AND THREE EXISTS TO AND FROM BRIGHTON OVER THE EXISTING PARCEL ONE AND OVER THE EXISTING RAILROAD PARCEL- NO EASEMENT FOR INGRESS/EGRESS FOR ACCESS IN COMMITMENT- AS SHOWN ON SURVEY).
17. INTENTIONALLY DELETED
19. PARCEL ONE IS SUBJECT TO COVENANTS, CONDITIONS AND RESTRICTIONS, THE RESERVATION OF ANY AND ALL COAL, OIL AND OTHER MINTERALS AND THE PERPETUAL AND EXCLUSIVE RIGHT TO REMOVE THE SAME, AS SET FORTH IN WARRANTY DEED RECORDED SEPTEMBER 14, 1944, IN BOOK 5834 AT PAGE 221 (AFFECTS PARCEL ONE- NOT SHOWN ON SURVEY).

- ⚠️ REVISED 5-6-15: AS PER ATTORNEY'S COMMENTS
- ⚠️ REVISED 1-12-16: UPDATED CERTIFICATION; NEW COMMITMENT

INDEXING STATEMENT:

DEPOSITED THIS _____ DAY OF _____, 20____ AT _____ M., IN BOOK _____ OF THE COUNTY _____ SURVEYOR'S LAND SURVEY/RIGHT-OF-WAY SURVEYS AT PAGE(S) _____ RECEPTION NUMBER _____



PREPARED BY: 39 NORTH ENGINEERING AND SURVEYING LLC
 4495 HALE PARKWAY
 SUITE 305
 DENVER, COLORADO 80220
 PH: 303-325-5071
 EMAIL: damien.cain@39north.net
 JOB#0100198

ALTA/ACSM LAND TITLE SURVEY

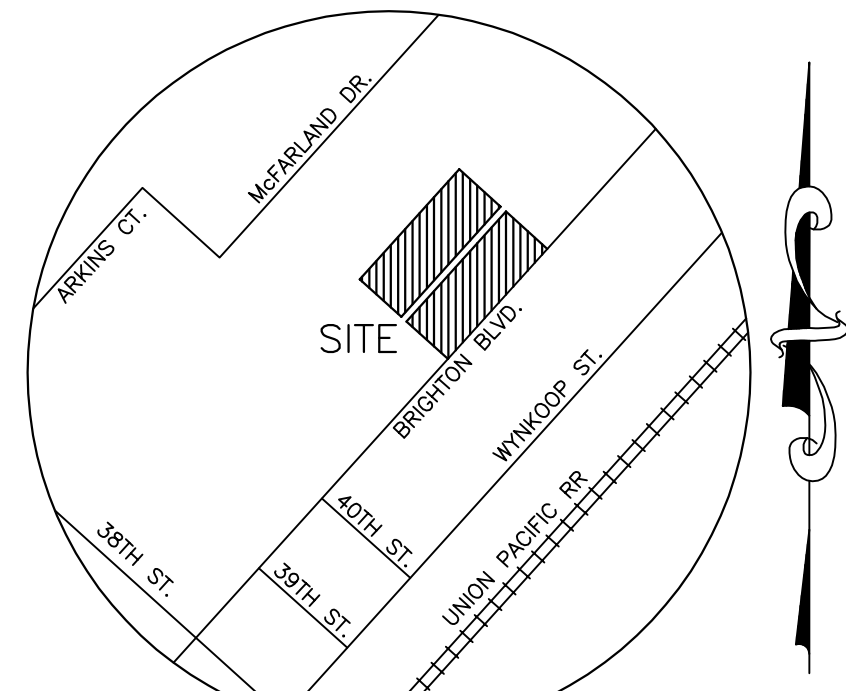
PARCEL LOCATED IN THE SOUTHWEST 1/4 AND THE NORTHWEST 1/4 OF SECTION 23, TOWNSHIP 3 SOUTH, RANGE 68 WEST OF THE 6TH P.M.
#4201 BRIGHTON BOULEVARD
SHEET 2 OF 2

ZONING INFORMATION:
 ZONING: I-A (LIGHT INDUSTRIAL DISTRICT)
 UO-2 (BILLBOARD USE OVERLAY DISTRICT)

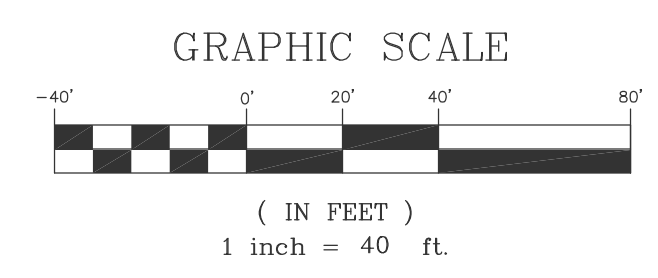
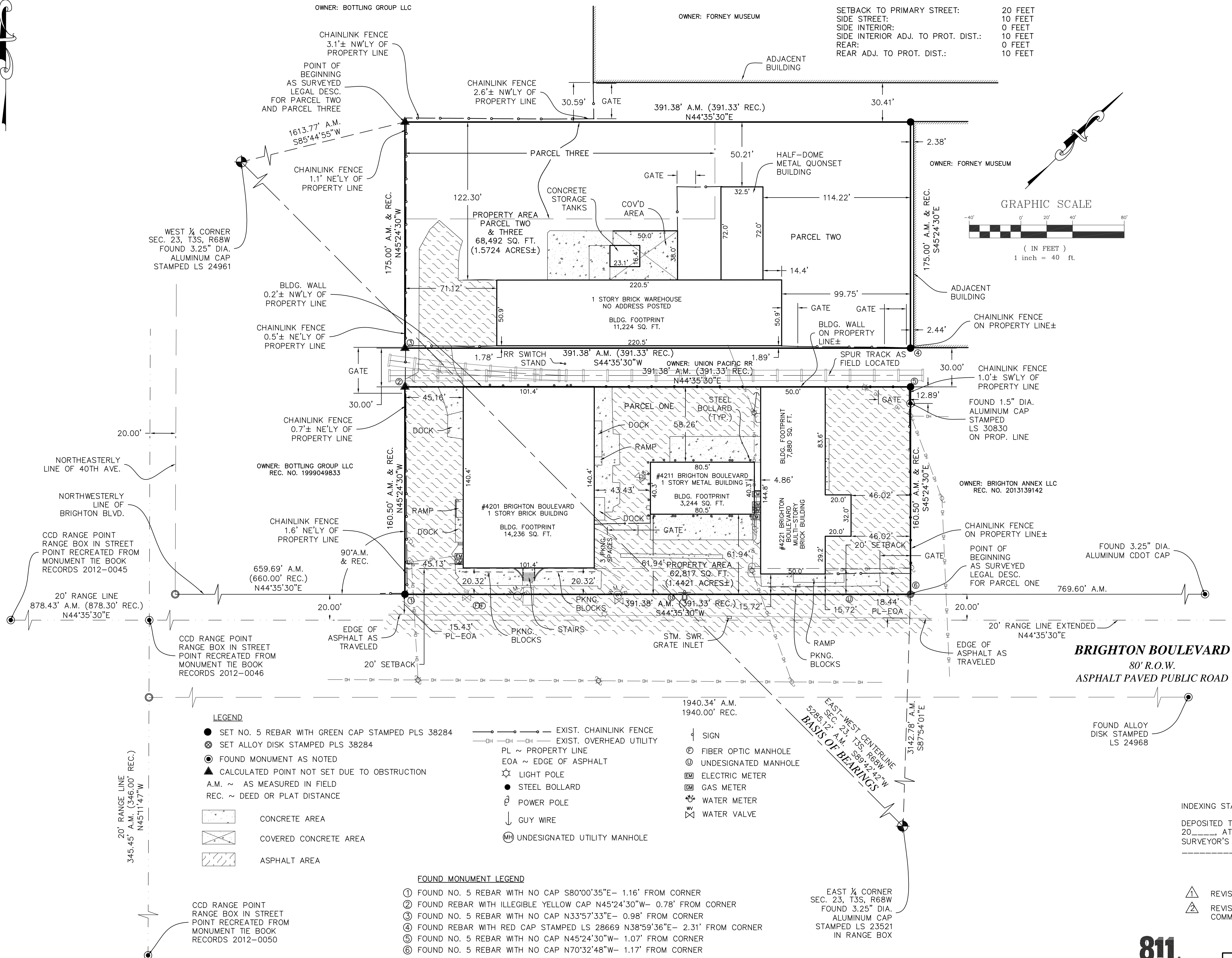
BUILDING HEIGHT: NO MAX.
 75' IF WITHIN 175 FEET OF PROTECTED DISTRICT

MAXIMUM FLOOR AREA RATIO (FAR): 2.0

BUILDING SETBACKS:
 SETBACK TO PRIMARY STREET: 20 FEET
 SIDE STREET: 10 FEET
 SIDE INTERIOR: 0 FEET
 SIDE INTERIOR ADJ. TO PROT. DIST.: 10 FEET
 REAR: 0 FEET
 REAR ADJ. TO PROT. DIST.: 10 FEET



VICINITY MAP
NOT TO SCALE



LEGEND

- SET NO. 5 REBAR WITH GREEN CAP STAMPED PLS 38284
- ⊗ SET ALLOY DISK STAMPED PLS 38284
- ▲ FOUND MONUMENT AS NOTED
- ▲ CALCULATED POINT NOT SET DUE TO OBSTRUCTION
- A.M. ~ AS MEASURED IN FIELD
- REC. ~ DEED OR PLAT DISTANCE
- CONCRETE AREA
- COVERED CONCRETE AREA
- ASPHALT AREA
- EXIST. CHAINLINK FENCE
- - - - - EXIST. OVERHEAD UTILITY
- PL ~ PROPERTY LINE
- EOA ~ EDGE OF ASPHALT
- ⊙ LIGHT POLE
- STEEL BOLLARD
- ⊕ POWER POLE
- ⊕ UNDESIGNATED UTILITY MANHOLE
- ⊕ SIGN
- ⊕ FIBER OPTIC MANHOLE
- ⊕ UNDESIGNATED MANHOLE
- ⊕ ELECTRIC METER
- ⊕ GAS METER
- ⊕ WATER METER
- ⊕ WATER VALVE

FOUND MONUMENT LEGEND

- ① FOUND NO. 5 REBAR WITH NO CAP S80°00'35"E- 1.16' FROM CORNER
- ② FOUND REBAR WITH ILLEGIBLE YELLOW CAP N45°24'30"W- 0.78' FROM CORNER
- ③ FOUND NO. 5 REBAR WITH NO CAP N33°57'33"E- 0.98' FROM CORNER
- ④ FOUND REBAR WITH RED CAP STAMPED LS 28669 N38°59'36"E- 2.31' FROM CORNER
- ⑤ FOUND NO. 5 REBAR WITH NO CAP N45°24'30"W- 1.07' FROM CORNER
- ⑥ FOUND NO. 5 REBAR WITH NO CAP N70°32'48"W- 1.17' FROM CORNER

INDEXING STATEMENT:
 DEPOSITED THIS ____ DAY OF _____
 20____ AT ____ M., IN BOOK _____ OF THE COUNTY
 SURVEYOR'S LAND SURVEY/RIGHT-OF-WAY SURVEYS AT PAGE(S)
 _____ RECEPTION NUMBER _____

- ⚠ REVISED 5-6-15: AS PER ATTORNEY'S COMMENTS
- ⚠ REVISED 1-12-16: UPDATED CERTIFICATION; NEW COMMITMENT



PREPARED BY: 39 NORTH ENGINEERING AND SURVEYING LLC
 4495 HALE PARKWAY
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 JOB#0100198

1.Consistency with Adopted Plans

This proposed official map amendment is consistent with the following relevant adopted plans that relate to this Brighton Blvd. property location.

Denver Comprehensive Plan 2000. The proposal is consistent with following Comprehensive Plan 2000 strategies.

- **Environmental Sustainability Strategy 2E. Promote efforts to adapt existing building for new uses rather than destroying them.** Portions of the existing industrial buildings will be repurposed for new mixed uses, including a proposed public marketplace.
- **Environmental Sustainability Strategy 2F. Conserve Land By: promoting infill development within Denver at sites where services and infrastructure are already in place; designing mixed use communities and reducing sprawl; creating more density at transit nodes; sharing parking at activity centers.** The project that results from the proposed map amendment will make significant use of existing infrastructure, including the expanded Brighton Blvd. as well as available utilities. Multi-modal infrastructure including light rail (close by at 38th and Blake) and the new bike lanes in Brighton Blvd. are present. The robust availability of this infrastructure, including the transit node, justifies the proposed increase of height on along this portion of Brighton Blvd., changing from I-A to I-MX-8. These changes will allow for increased density and a greater range of uses. This mixed-use project at this location, with increased density and denser uses will reduce urban sprawl.
- **Land Use Strategy 3B. Encourage quality infill development that is consistent with the character of the surrounding neighborhood; that offers opportunities for increased density and more amenities, and that broadens the variety of compatible uses.** The nature of this project and the proposal change from I-A to I-MX-8 is totally consistent with this strategy.
- **Legacies Strategy 3A. Identify areas in which increased density and new uses are desirable and can be accommodated.** This proposal certainly meets this strategy, as discussed above under Land Use Strategy 3B.

Blueprint Denver (2002)

Area of Change. This site is designated as an Area of Change in Blueprint Denver, which is consistent with this proposal for rezoning. Areas of Change are places to “channel growth where it will be beneficial and can best improve access to jobs, housing and services with fewer and short auto trips. Areas of change are parts of the city where most people agree that development or redevelopment would be beneficial.”

Street Classifications. Brighton Blvd., which is immediately adjacent to the property being proposed for rezoning, is classified as a major arterial and designated as an Enhanced Transit Corridor with higher frequency bus service. Major improvements to Brighton Blvd. are starting soon, which will further enhance the boulevard’s capacity. The adjacency of this proposed mixed-use project with increased

density will take advantage of this capacity. The proposed introduction of a local street grid into this property on the east side will enhance transportation alternatives within the neighborhood.

Elyria Swansea Neighborhood Plan (2015)

The Elyria Swansea Neighborhood Plan was adopted in 2015 by the Denver City Council. Like Blueprint Denver, the plan shows areas of stability and areas of change. The subject property is located in an area of change.

This rezoning will pave the way for redevelopment of the Westfield property in a manner that is consistent with the Guiding Principles of the Elyria Swansea Neighborhood Plan. The following is a summary of key guiding principles and how the proposal meets them.

History and Culture. This proposal includes repurposing portions of the existing industrial buildings on the site for new uses as well as continuing some uses. This will provide continuity and honor the History and Culture of the Elyria Swansea Neighborhood.

Land Use. Recommendation 1 calls for Balanced Land Use and the Land Use Map shows Industrial Mixed Use as the recommended use for the Westfield's property on the east side of Brighton Blvd. The map shows "industrial" use, but it also shows industrial mixed use immediately adjacent, which would indicate compatibility for industrial mixed use at the location. **Recommendation 2** delineates "Urban Design Strategies", noting that this location along Brighton Blvd is a "Corridor Development Opportunity". This project, with heights up to 8 stories, as recommended in the "Future Maximum Building Heights Map" of the Urban Design Section, along with the "build-to" required in the I-MX zoning, will strongly enhance the newly developing Brighton Blvd. Corridor.

Community. The Elyria Swansea Community will be enhanced and strengthened with the approval of this rezoning request. In addition to the continuation of light industrial uses, new proposed uses on the site may include:

- Affordable and Market Rate Housing
- Office/Retail/Commercial including a Marketplace.
- Restaurant/Beverage and Hospitality/Hotel
- Entertainment/Cultural
- Parking to support the above listed uses.

Beyond enhancing the community, these uses will also bring with them employment opportunities.

Healthy. The pedestrian oriented streets described in "Connections" above will help create a walkable district within the neighborhood, promoting active living and improved health for residents.

38th and Blake Station Area Plan (2009)

The 38th and Blake Station Area Plan adopts Blueprint Denver’s designations of Areas of Stability and Areas of Change. The Westfield properties are shown as Areas of Change, which is consistent with this rezoning request.

The Station Area Plan also shows this property basically within the half-mile radius of the station, and the property is identified as a TOD site on the River North Land Use Concept Map included in the document. The TOD use is further reinforced by the street classification of Brighton Blvd. as an “enhanced transit corridor”. The new pedestrian bridge lands very near to the south end of the Westfield property and provides a direct link from the property to the 38th and Blake Station.

The future land use map indicates “mixed use employment” for the properties, which is consistent with the rezoning request for I-MX, which is already in place for the properties on the east side of Brighton Blvd., and is certainly a consistent use for the properties on the west side of Brighton.

Summary: This proposed official map amendment is consistent with all of the relevant adopted plans.

2. Uniformity of District Regulations and Restrictions.

This rezoning will maintain uniformity of district regulations and restrictions: The properties will become I-MX-8, furthering uniformity. This rezoning will result in regulations and restrictions that are uniform throughout the properties that make up the proposed map amendment area.

3. Public Health, Safety and General Welfare

The proposed official map amendment will promote Public Health, Safety, and General Welfare, primarily through the implementation of the City’s adopted plans.

4. Justifying Circumstances: The land or its surroundings has changed or is changing to such a degree that it is in the public interest to encourage a redevelopment of the area to recognize the changed character of the area.

This southwest end of the Elyria Swansea Neighborhood, and the adjacent River North Neighborhood are changing from containing largely industrial uses to becoming part of a vibrant mixed-use district, essentially an emerging town center that will offer many of the necessities of urban living, including housing, shopping, employment, lodging, recreation and entertainment. The changes that will take also place at the National Western Center and to the properties between National Western and the Westfield properties will provide additional synergies for this exciting transformation.

Perhaps the most significant indication of the changing circumstances taking place in this area is the “Legislative Rezoning” proposal being sponsored by Councilman Albus Brooks to create a height overlay in this area emanating from the 38th and Blake Light Rail Station, which shows an overlay of 12 stories in height for these properties.

5. Consistency with the Description of the Neighborhood Context and consistency with Purpose and intent of the proposed Zone District.

The requested zone district is within the Industrial Context, consisting of areas that are subject to transitions from industrial to mixed-use. This map amendment request is consistent with that transition, and the proposed uses are allowed within the Industrial Mixed use District.

The Industrial Mixed Use Zone Districts are intended to develop in a pedestrian oriented pattern, with buildings built up to the street and having an active Street Level. They are intended to provide a transition between mixed use areas and traditional industrial districts, and to accommodate a variety of industrial, commercial, civic, and residential uses. This map amendment will pave the way for a project that will fulfill these general purposes, and the 8 story height is justified because of the adjacency to Brighton Blvd., an arterial street, as described in Section 9.1.2.1 , A.4 of the Denver Zoning Code.

Legal Description of Property

Parcel: 0223200049000

That part of the Northwest $\frac{1}{4}$ and of the Southwest $\frac{1}{4}$ of Section 23, Township 3 South, Range 68 West of the 6th Principal Meridian, described as follows:

Beginning at a point on the Northwesterly line of Brighton Boulevard, formerly St. Vincent Avenue, as said roadway was established in the recorded plat of St. Vincent Addition, 660 feet Northeasterly from the point of intersection of the Northeasterly line of 40th Street as likewise established (produced Northwesterly) with the Northwesterly line of Brighton Boulevard; Thence Northwesterly at right angles to said Brighton Boulevard 160.5 feet to a point; Thence Northeasterly parallel with Brighton Boulevard 391.33 feet to a point; Thence Southeasterly 160.5 feet to a point on the Northwesterly line of said Brighton Boulevard; Thence Southwesterly along said Northwesterly line of Brighton Boulevard a distance of 391.33 feet to the point of beginning,

City and County of Denver, State of Colorado.

Parcel: 0223200182000

Beginning at a point that is 190.5 feet distant Northwesterly from the Northwesterly line of Brighton Boulevard, formerly St. Vincent Avenue as said roadway was established in the recorded plat of St. Vincent Addition measured along a straight line at right angles thereto from a point thereon that is 660 feet Northeasterly from the point of intersection of the Northeasterly line of 40th Street as likewise established (produced Northwesterly) with the Northwesterly line of Brighton Boulevard, as measured along the said Northwesterly line of Brighton Boulevard; Thence Northeasterly along a straight line parallel with and 190.5 feet distance Northwesterly measured at right angles from said Northwesterly line of Brighton Boulevard a distance of 391.33 feet to a point;

Thence Northwesterly along a straight line at right angles to the last described course a distance of 175 feet to a point; Thence Southwesterly along a straight line at right angles to the last described course a distance of 391.33 feet to a point; Thence Southeasterly along a straight line at right angles to the last described course a distance of 175 feet to the point of beginning, except that portion thereof as described in the Deed recorded February 20, 1975 in Book 1013 at Page 553,

City and County of Denver, State of Colorado.



September 22nd, 2016

Jim Bershof, FAIA
Project Principal
OZ Architecture
3003 Larimer Street
Denver, CO 80205

RE: 4120, 4020, 4201 Brighton Blvd Rezoning Application

Mr. Bershof,

The Elyria-Swansea-Globeville Business Association (ESGBA), a Registered Neighborhood Organization with the City of Denver, is pleased to provide this letter of support for the rezoning of 4120, 4020, and 4201 Brighton Blvd.

The ESGBA supports this proposal to rezone from I-MX-5 to I-MX-8 for the following reasons:

1. I-MX-8 is aligned with community expectations of density and building height as expressed in the Elyria Swansea Neighborhood Plan. Maintaining the I-MX zone ensures significant flexibility in terms of use, which is beneficial for neighborhood businesses.
2. Rezoning these parcels to I-MX-8 is also aligned with the 12 story zoning proposed in the 38th and Blake Station Area Heights Amendment plan in this area.

Sincerely,

Cliff Lind – President
Elyria-Swansea-Globeville Business Association

ELYRIA AND SWANSEA NEIGHBORHOOD ASSOCIATION

Attachment 3: Letters of Support

Drew Dutcher 4653 High St. Denver, CO. 80216 (303) 349-4360 drewdutcherdirect@gmail.com

"Facing challenges with courage and character for the good of our neighbors."

August 2, 2016

Anne Hayes
Westfield Properties
and
Jim Bershof
OZ Architecture

Re: Re-zoning for Property on
East side of Brighton Blvd., between 40th and 43rd Streets, and
West side of Brighton Blvd., property, formerly owned by Amen Packaging

Dear Anne and Jim:

The Board of ESNA met this past weekend to discuss this project. The Board agreed to support this Project.

The properties are currently zone I-MX-5, and the Owner is requesting re-zoning to I-MX-8.

The plan as proposed by Westfield Properties and OZ Architecture calls for a mix of higher buildings and the re-use of existing historic structures. These proposed uses include artist residences, performance spaces, and retail. As well, the plan re-introduces a street network that we feel could contribute positively to active pedestrian use. Parking is also provided and appears to be ample and carefully integrated.

We support this zoning change. However, because of the complexity of development in this area of the City, as well as the sensitivity to the nearby existing neighborhood context, we ask that should the plans be changed considerably from those proposed by Westfield and OZ, new concepts must be brought for further consideration to Council.

Sincerely,

Drew Dutcher
President
Elyria and Swansea Neighborhood Association (ESNA)
4653 High Street
Denver, CO 80216
303-349-4360

Rev. Robert Quintana
Vice President and Treasurer, ESNA
Pilgrim Church
4729 High Street
Denver, CO 80216

Bettie Cram
Secretary, ESNA
4341 Josephine Street
Denver, CO 80216
303-296-8267

Denver

North Neighborhoods Democratic Council ¥ 5001 National Western Drive, Denver, CO
80216 ¥ 303-299-0202 ¥ Supercab@earthlink.net
7/11/16

Resolution re: Westfield Development plan and I-MX-8 zoning request

Whereas Jim Bershof of OZ Architecture and Anne Hayes of Westfield Development made a presentation at the July 10th, 2016 meeting of the North Neighborhoods Democratic Council general meeting; and

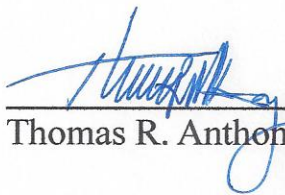
Whereas the current zoning for their property between 40th and 43rd on the East side of Brighton Blvd is I-MX-5 and Westfield has acquired a complementary site, the old Amen Packaging property on the west side; and

Whereas the sites have come complex development challenges which the developers have undertaken to resolve; and

Whereas their current development plan calls for a mix of higher buildings as well as re-use of some existing structures in a complex for offices, residences for artists, performing spaces for musicians, and general retail, with a porous street system for increased public access as well as a robust parking component for site requirements as well as considerable public parking availability; therefore

the North Neighborhoods Democratic Council resolves to support the zoning change from I-MX-5 to I-MX-8 with the stipulation that if the plans as presented are changed considerably the new concepts be brought for further consideration by the Council.

Voted upon and approved unanimously by the Council at the July 10th, 2016 meeting.
Sign up sheet attached.



Thomas R. Anthony, organizer

7/19/16
date



October 28, 2016

Anne Hayes
Westfield Company, Inc.
1800 Larimer Street, #1800
Denver, CO 80202

Dear Anne.

On behalf of the RiNo Art District, we want to thank you for taking the opportunity to meet with us to present your proposal for rezoning of the former Midtown Industrial Center and surrounding properties located roughly between 40th and 43rd Streets along Brighton Blvd. RiNo neighborhood.

Upon review of your project, the RiNo Executive Committee is supportive of the work of Westfield Company Inc. to repurpose and develop this large neighborhood site that is also a critically important component to supporting transit-oriented development in the neighborhood. Additionally, we are supportive of your proposed rezoning from its current I-MX-5 to I-MX-8 with a small portion zoned I-A.

The proposed redevelopment of this site will introduce additional affordable housing, activation and a mix of neighborhood supporting uses, which we welcome. Thank you for the opportunity to comment. We look forward to continuing to work with you on your redevelopment.

Regards,

RiNo's Executive Committee

Andrew Feinstein, RiNo Art District Co-Chair (also RiNo Business Improvement District)
Chandler Romeo, RiNo Art District Co-Chair
Justin Croft, RiNo Business Improvement District Chair (also RiNo Art District)
Jamie Licko, RiNo Executive Director

CC:

Jim Bershof, Principal, OZ Architecture
Anne Hayes, RiNo General Improvement District Chair (also RiNo Art District)