



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	
*All standard zone map amendment applications must be initiated by owners (or authorized representatives) of at least 51% of the total area of the zone lots subject to the rezoning. See page 4.		**Property owner shall provide a written letter authorizing the representative to act on his/her behalf.	
SUBJECT PROPERTY INFORMATION			
Location (address):			
Assessor's Parcel Numbers:			
Area in Acres or Square Feet:			
Current Zone District(s):			
PROPOSAL			
Proposed Zone District:			
PRE-APPLICATION INFORMATION			
In addition to the required pre-application meeting with Planning Services, did you have a concept or a pre-application meeting with Development Services?	<input type="checkbox"/> Yes - State the contact name & meeting date _____	<input type="checkbox"/> No - Describe why not (in outreach attachment, see bottom of p. 3)	
Did you contact the City Council District Office regarding this application ?	<input type="checkbox"/> Yes - if yes, state date and method _____	<input type="checkbox"/> No - if no, describe why not (in outreach attachment, see bottom of p. 3)	



REZONING GUIDE

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REZONING REVIEW CRITERIA (ACKNOWLEDGE EACH SECTION)	
<p>General Review Criteria DZC Sec. 12.4.10.7.A</p> <p>Check box to affirm and include sections in the review criteria narrative attachment</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 a review criteria narrative attachment describing how the requested zone district is consistent with the policies and recommendations found in each of the adopted plans below. Each plan should have its' own subsection.</p> <p>1. Denver Comprehensive Plan 2040</p> <p>In this section of the attachment, describe how the proposed map amendment is consistent with <i>Denver Comprehensive Plan 2040's</i> a) equity goals, b) climate goals, and c) any other applicable goals/strategies.</p> <p>2. Blueprint Denver</p> <p>In this section of the attachment, describe how the proposed map amendment is consistent with: a) the neighborhood context, b) the future place type, c) the growth strategy, d) adjacent street types, e) plan policies and strategies, and f) equity concepts contained in <i>Blueprint Denver</i>.</p> <p>3. Neighborhood/ Small Area Plan and Other Plans (List all from pre-application meeting, if applicable):</p>
<p>General Review Criteria: DZC Sec. 12.4.10.7. B & C</p> <p>Check boxes to the right to affirm and include a section in the review criteria for Public Health, Safety and General Welfare narrative attachment.</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>In the review criteria narrative attachment, please provide an additional section describing how the requested rezoning furthers the public health, safety and general welfare of the City.</p>
<p>Review Criteria for Non-Legislative Rezoning: DZC Sec. 12.4.10.8</p> <p>For Justifying Circumstances, check box and include a section in the review criteria narrative attachment.</p> <p>For Neighborhood Context, Purpose and Intent, check box and include a section in the review criteria narrative attachment.</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 of 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"/> Since the date of the approval of the existing Zone District, there has been a change to such a degree that the proposed rezoning is in the public interest. Such change may include:</p> <p style="padding-left: 20px;">a. Changed or changing conditions in a particular area, or in the city generally; or,</p> <p style="padding-left: 20px;">b. A City adopted plan; or</p> <p style="padding-left: 20px;">c. That the City adopted the Denver Zoning Code and the property retained Former Chapter 59 zoning.</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>In the review criteria narrative attachment, please provide an additional section describing the selected justifying circumstance. If the changing conditions circumstance is selected, describe changes since the site was last zoned. Contact your pre-application case manager if you have questions.</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>In the review criteria narrative attachment, please provide a separate section describing how the rezoning aligns with a) the proposed district neighborhood context description, b) the general purpose statement, and c) the specific intent statement found in the Denver Zoning Code.</p>



REQUIRED ATTACHMENTS

Please check boxes below to affirm the following **required** attachments are submitted with this rezoning application:

- Legal Description of subject property(s). **Submit as a separate Microsoft Word document.** View guidelines at: <https://www.denvergov.org/content/denvergov/en/transportation-infrastructure/programs-services/right-of-way-survey/guidelines-for-land-descriptions.html>
- Proof of ownership document for each property owner signing the application, such as (a) Assessor's Record, (b) Warranty deed, or (c) Title policy or commitment dated no earlier than 60 days prior to application date. If the owner is a corporate entity, proof of authorization for an individual to sign on behalf of the organization is required. This can include board resolutions authorizing the signer, bylaws, a Statement of Authority, or other legal documents as approved by the City Attorney's Office.
- Review Criteria Narratives. See page 2 for details.

ADDITIONAL ATTACHMENTS (IF APPLICABLE)

Additional information may be needed and/or required. Please check boxes below identifying additional attachments provided with this application.

- Written narrative explaining reason for the request** (optional)
- Outreach documentation attachment(s).** Please describe any community outreach to City Council district office(s), Registered Neighborhood Organizations (RNOs) and surrounding neighbors. If outreach was via email- please include email chain. If the outreach was conducted by telephone or meeting, please include contact date(s), names and a description of feedback received. If you have not reached out to the City Council district office, please explain why not. (optional - encouraged)
- Letters of Support.** If surrounding neighbors or community members have provided letters in support of the rezoning request, please include them with the application as an attachment (optional).
- Written Authorization to Represent Property Owner(s)** (if applicable)
- Individual Authorization to Sign on Behalf of a Corporate Entity** (e.g. if the deed of the subject property lists a corporate entity such as an LLC as the owner, this document is required.)
- Other Attachments.** Please describe below.

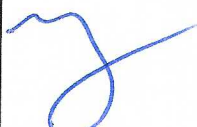


REZONING GUIDE

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PROPERTY OWNER OR PROPERTY OWNER(S) REPRESENTATIVE CERTIFICATION

We, the undersigned represent that we are the owner(s) 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	Date	Indicate the type of ownership documentation provided: (A) Assessor's record, (B) warranty deed, (C) title policy or commitment, or (D) other as approved	Has the owner authorized a representative in writing? (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>	01/12/20	(A)	YES
FB 2000 Blake Street LLC Michael O. Reinardy	2000 Blake Street Denver, CO 80202	100%		7/2/21	B	<input checked="" type="checkbox"/> YES <input type="checkbox"/> NO n/a
						YES
						YES
						YES

2000 Blake Street Rezoning Application – Exhibit List

Exhibit A: Legal Description of Subject Property

Exhibit B: Proof of Ownership Document – Warranty Deed

Exhibit C: Property Owner Representative Authorization

Exhibit D: Individual Authorization to Sign on Behalf of a Corporate Entity

Exhibit E: Rezoning Review Criteria Narrative

Exhibit F: Outreach Documentation

Exhibit A: Legal Description of Subject Property

Parcel One:

The front or northwesterly 116 feet of Lots 11 and 12, Block 37, East Denver, City and County of Denver, State of Colorado

Parcel Two:

Lots 13 through 15, inclusive, Block 37, except that portion conveyed by special warranty deed recorded August 28, 1995, under Reception No. 9500105055, and except that portion conveyed by special warranty deeds recorded September 3, 1992 under Reception Nos. 102338, 102339, 102340, 102341 and 102342, East Denver, City and County of Denver, State of Colorado.



2019018092

Page: 1 of 5

02/14/2019 01:49 PM
City & County of Denver
Electronically Recorded

R \$33.00

WD

D \$440.00

WHEN RECORDED, MAIL THIS DEED AND ALL TAX STATEMENTS TO:

Walter Haverfield LLP
The Tower at Erieview
1301 East 9th Street, Suite 3500
Cleveland, OH 44114
Attn: David Ricco, Esq.

SPECIAL WARRANTY DEED

This Special Warranty Deed (this "**Deed**") is dated this 13 day of February, 2019, between 2000 BLAKE STREET, LLC, a Colorado limited liability company ("**Grantor**") and FB 2000 BLAKE STREET, LLC, a Delaware limited liability company ("**Grantee**"), with an address of c/o Fillmore Property Group, 7555 E Pleasant Valley Road, STE 160, Independence, OH 44131.

WITNESSETH, that Grantor, for and in consideration of the sum of Ten Dollars (\$10.00) and other good and valuable consideration, the receipt and sufficiency of which are hereby confessed and acknowledged by Grantor, has granted, bargained, sold and conveyed, and by these presents does grant, bargain, sell, convey and confirm unto Grantee, all of that certain real property, situate, lying and being in Denver County, State of Colorado, and more particularly described on **Exhibit A** attached hereto;

TOGETHER WITH all and singular the hereditaments and appurtenances thereunto belonging, or in anywise appertaining, 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 Grantor, either in law or equity, of, in and to the Property;

TO HAVE AND TO HOLD the Property above bargained and described unto Grantee forever;

AND Grantor, covenants and agrees to and with Grantee, to warrant and defend the quiet and peaceable possession of the Property, by Grantee, against every person who lawfully claims the Property or any part thereof, by, through or under Grantor, subject to the Permitted Exceptions attached hereto as **Exhibit B**, and incorporated herein by this reference.

[signature page follows]

Recording Requested by:
FNTG-NCS Colorado

N0018836
NA018836

18665960

**WHEN RECORDED, MAIL THIS DEED AND
ALL TAX STATEMENTS TO:**

Walter Haverfield LLP
The Tower at Erieview
1301 East 9th Street, Suite 3500
Cleveland, OH 44114
Attn: David Ricco, Esq.

SPECIAL WARRANTY DEED

This Special Warranty Deed (this "**Deed**") is dated this 13 day of February, 2019, between 2000 BLAKE STREET, LLC, a Colorado limited liability company ("**Grantor**") and FB 2000 BLAKE STREET, LLC, a Delaware limited liability company ("**Grantee**"), with an address of c/o Fillmore Property Group, 7555 E Pleasant Valley Road, STE 160, Independence, OH 44131.

WITNESSETH, that Grantor, for and in consideration of the sum of Ten Dollars (\$10.00) and other good and valuable consideration, the receipt and sufficiency of which are hereby confessed and acknowledged by Grantor, has granted, bargained, sold and conveyed, and by these presents does grant, bargain, sell, convey and confirm unto Grantee, all of that certain real property, situate, lying and being in Denver County, State of Colorado, and more particularly described on **Exhibit A** attached hereto;

TOGETHER WITH all and singular the hereditaments and appurtenances thereunto belonging, or in anywise appertaining, 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 Grantor, either in law or equity, of, in and to the Property;

TO HAVE AND TO HOLD the Property above bargained and described unto Grantee forever;

AND Grantor, covenants and agrees to and with Grantee, to warrant and defend the quiet and peaceable possession of the Property, by Grantee, against every person who lawfully claims the Property or any part thereof, by, through or under Grantor, subject to the Permitted Exceptions attached hereto as **Exhibit B**, and incorporated herein by this reference.

[signature page follows]

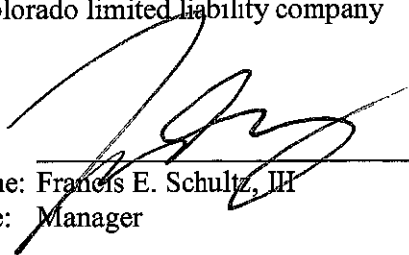
Recording Requested by:
FNTG-RCS Colorado

N0018836
NA018836

IN WITNESS WHEREOF, Grantor has executed this Special Warranty Deed as of the day and year first written above.

GRANTOR:

2000 BLAKE STREET, LLC
a Colorado limited liability company

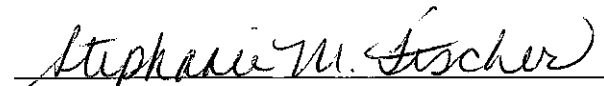
By: 
Name: Francis E. Schultz, III
Title: Manager

STATE OF COLORADO)
) ss.
COUNTY OF DENVER)

The foregoing instrument was acknowledged before me this 12th day of February, 2019 by Francis E. Schultz, III, as Manager of 2000 Blake Street, LLC, a Colorado limited liability company.

WITNESS my hand and official seal.

My commission expires: 4/5/2020


Notary Public

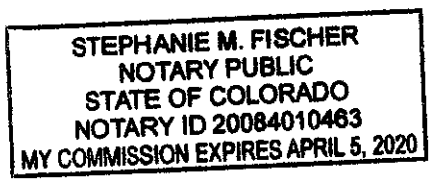


EXHIBIT A

LEGAL DESCRIPTION

That certain land situated in the City of Denver, County of Denver, State of Colorado, and described as follows:

PARCEL One:

The front or Northwesterly 116 feet of Lots 11 and 12, Block 37, East Denver, City and County of Denver, State of Colorado

PARCEL Two:

Lots 13 through 15, inclusive, Block 37, EXCEPT THAT PORTION CONVEYED BY Special Warranty Deed recorded August 28, 1995, under Reception No. 9500105055, and EXCEPT that portion conveyed by Special Warranty Deeds recorded September 3, 1992 under Reception Nos. 102338, 102339, 102340, 102341 and 102342, East Denver, City and County of Denver, State of Colorado.

[The remainder of this page intentionally left blank]

EXHIBIT B

PERMITTED EXCEPTIONS

1. Water rights, claims of title to water, whether or not these matters are shown by the Public Records.
2. Taxes and assessments for the year 2018 and subsequent years, a lien not yet due or payable.
3. Rights of tenants, as tenants only, under existing unrecorded leases.
4. The effective Ordinance No. 120 Series 1985 recorded March 18, 1985 at Reception No. 90283 and Site Plan recorded July 26, 1993 at Reception No. 0097153.
5. Terms, conditions, provisions, easements, agreements and obligations contained in the Easement Agreement as set forth below:

Recording No.: Reception No. 93097
Recording Date: March 22, 1985

6. Terms, conditions, provisions, easements, agreements and obligations contained in the Ordinance No. 27, Series 1992 relating to zoning as set forth below:

Recording Date: February 4, 1993
Recording No.: Reception No. R-93-0014618

7. Terms, conditions, provisions, easements, agreements and obligations contained in the Ordinance No. 47, Series 1993 as set forth below:

Recording Date: February 4, 1993
Recording No.: Reception No. R93-0014620

8. Any tax, lien, fee, or assessment by reason of inclusion of the Land in the 20th Street Pedestrian Mall Local Maintenance District, as evidenced by instrument(s) recorded October 25, 1994 at Reception No. 9400161732; December 21, 1994 at Reception No. 9400188756; December 8, 1995 at Reception No. 9500153136; December 20, 1996 at Reception No. 9600172966; November 7, 1997 at Reception No. 9700150824; November 6, 1998 at Reception No. 9800186108; October 29, 2002 at Reception No. 2002204553; November 14, 2003 at Reception No. 2003239700; November 29, 2004 at Reception No. 2004244614; November 29, 2005 at Reception No. 2005203535; November 3, 2006 at Reception No. 2006177101; December 14, 2007 at Reception No. 2007190972; November 14, 2008 at Reception No. 2008155692; November 19, 2014 at Reception No. 141448 and October 21, 2015 at Reception No. 148525, as amended and supplemented.

9. Any tax, lien, fee, or assessment by reason of inclusion of the Land in the 20th Street Pedestrian Mall Local Maintenance District, as evidenced by instrument(s) recorded November 3, 2016 at Reception No. 2016154149 and November 2, 2017 at Reception No. 217144282 and October 31, 2018 at Reception No. 140978, as amended and supplemented.

10. Terms, conditions, provisions, easements, agreements and obligations contained in the Memorandum of Easement Agreement as set forth below:

Recording Date: July 12, 2001
Recording No.: Reception No. 2001114541

11. Terms, conditions, provisions, agreements and obligations contained in the Access Easement Agreement as set forth below:

Recording Date: January 18, 2019
Recording No.: Reception No. 2019006667

Exhibit C: Property Owner Representative Authorization



March 2, 2021

City & County of Denver
Community Planning & Development
201 West Colfax Avenue, Dept 205
Denver, CO 80202

RE: Rezoning Application Property Owner Representative Authorization

To Whom It May Concern,

This letter shall serve as authorization for Mike Harrington of Fillmore Property Group to act on behalf of FB 2000 Blake Street LLC, the property owner of 2000 Blake Street, in the rezoning application process for the referenced property.

Sincerely,



Michael O. Reinardy
Sr. Vice President

Exhibit D: Individual Authorization to Sign on Behalf of Corporate Entity

**LIMITED LIABILITY COMPANY AGREEMENT OF
FB 2000 BLAKE STREET, LLC**

This **LIMITED LIABILITY COMPANY AGREEMENT** of **FB 2000 BLAKE STREET, LLC**, dated as of February 11, 2019 (this "**Agreement**") is entered into by Fillmore Buckeye Investments, LLC, a Delaware limited liability company, as the sole member (the "**Member**").

The Member hereby forms a limited liability company pursuant to and in accordance with the Delaware Limited Liability Company Act (6 Del. C. § 18-101, *et seq.*), as amended from time to time (the "**Act**"), and hereby agrees as follows:

1. **Name.** The name of the limited liability company (the "**Company**") is FB 2000 Blake Street, LLC.

2. **Certificates.** Kurt Gatterdam is hereby designated as an "authorized person" within the meaning of the Act, and has executed, delivered and filed the Certificate of Formation of the Company with the Secretary of State of the State of Delaware (such filing being hereby approved and ratified in all respects). Upon the filing of the Certificate of Formation with the Secretary of State of the State of Delaware, his powers as an "authorized person" ceased, and the Member thereupon became the designated "authorized person" and shall continue as the designated "authorized person" within the meaning of the Act. The Member, as an authorized person, within the meaning of the Act, shall execute, deliver and file, or cause the execution, delivery and filing of, all certificates (and any amendments and/or restatements thereof) required or permitted by the Act to be filed with the Secretary of State of the State of Delaware. The Member shall execute, deliver and file, or cause the execution, delivery and filing of any certificates (and any amendments and/or restatements thereof) necessary for the Company to qualify to do business in any other jurisdiction in which the Company may wish to conduct business.

3. **Purpose.** The Company is formed for the object and purpose of, and the nature of the business to be conducted and promoted by the Company is, engaging in any lawful act or activity for which limited liability companies may be formed under the Act and engaging in any and all activities necessary or incidental to the foregoing.

4. **Principal Business Office.** The principal business office of the Company shall be located at the offices of Fillmore Capital Partners, Four Embarcadero Center, Suite 710, San Francisco, California 94111, or such other location as may hereafter be determined by the Member.

5. **Registered Office.** The address of the registered office of the Company in the State of Delaware is c/o Corporation Service Company, 251 Little Falls Drive, Wilmington, Delaware 19808.

6. **Registered Agent.** The name and address of the registered agent of the Company for service of process on the Company in the State of Delaware is Corporation Service Company, 251 Little Falls Drive, Wilmington, Delaware 19808.

7. **Powers.** The business and affairs of the Company shall be managed by the Member. The Member shall have the power to do any and all acts necessary, desirable or convenient to or for the furtherance of the purposes described herein, including all powers, statutory or otherwise, possessed by members of limited liability companies under the laws of the State of Delaware. Notwithstanding any other provision of this Agreement, the Member and any Officer, acting singly or collectively, are authorized to execute and deliver any document on behalf of the Company without any vote or consent of any other person or entity.

8. Officers. The Member may, from time to time as it deems advisable, select natural persons who are employees or agents of the Company and designate them as officers of the Company (the "Officers") and assign any titles to such persons (including, without limitation, President, Vice President, Secretary, and Treasurer). Unless the Member decides otherwise, if the title assigned to an Officer is one commonly used for officers of a business corporation formed under the General Corporation Law of the State of Delaware, the assignment of such title shall constitute the delegation to such person of the authorities and duties that are normally associated with that office. The Member may delegate to any Officer any of the Member's powers under this Agreement, including, without limitation, the power to bind the Company. Any delegation pursuant to this Section 8 may be revoked at any time by the Member. An Officer may be removed with or without cause at any time by the Member. The initial Officers designated by the Member on the date hereof are:

Name:

Ronald E. Silva	President
Timothy C. Getz	Executive Vice President
Michael O. Reinardy	Senior Vice President
Kurt Gatterdam	Vice President, Finance and Secretary

9. Dissolution.

(a) The Company shall dissolve, and its affairs shall be wound up upon the first to occur of the following: (i) the written consent of the Member, (ii) any time there are no members of the Company unless the Company is continued in accordance with the Act, or (iii) the entry of a decree of judicial dissolution of the Company under Section 18-802 of the Act.

(b) The bankruptcy (within the meaning of the Act) of the Member shall not cause the Member to cease to be a member of the Company and, upon the occurrence of such an event, the Company shall continue without dissolution.

(c) In the event of dissolution, the Company shall conduct only such activities as are necessary to wind up its affairs (including the sale of the assets of the Company in an orderly manner), and the assets of the Company shall be applied in the manner, and in the order of priority, set forth in Section 18-804 of the Act.

10. Capital Contributions. The Member is hereby admitted as the Member of the Company upon its execution and delivery of this Agreement. The Member has contributed such capital to the Company as set forth in the books and records of the Company.

11. Additional Contributions. The Member is not required to make any additional contribution to the capital of the Company. However, the Member may, at any time and in its sole discretion, make additional contributions to the capital of the Company.

12. Allocation of Profits and Losses. The Company's profits and losses shall be allocated to the Member.

13. Distributions. Distributions shall be made to the Member at the times and in the

aggregate amounts determined by the Member. Notwithstanding any provision to the contrary contained in this Agreement, the Company shall not be required to make a distribution to the Member on account of its interest in the Company if such distribution would violate the Act or other applicable law.

14. Assignments. The Member may at any time assign in whole or in part its limited liability company interest in the Company. If the Member transfers any of its interest in the Company pursuant to this Section 14, the transferee shall be admitted to the Company upon its execution of an instrument signifying its agreement to be bound by the terms and conditions of this Agreement. If the Member transfers all of its interest in the Company, such admission shall be deemed effective immediately prior to the transfer, and, immediately following such admission, the transferor Member shall cease to be a member of the Company. Notwithstanding anything in this Agreement to the contrary, any successor to the Member by merger or consolidation shall, without further act, be the Member hereunder, and such merger or consolidation shall not constitute an assignment for purposes of this Agreement and the Company shall continue without dissolution.

15. Resignation. The Member may at any time resign from the Company.

16. Admission of Additional Members. One (1) or more additional members of the Company may be admitted to the Company with the consent of the Member.

17. Liability of Member. Except as otherwise provided by the Act, the debts, obligations and liabilities of the Company, whether arising in contract, tort or otherwise, shall be solely the debts, obligations and liabilities of the Company, and the Member shall not be obligated personally for any such debt, obligation or liability of the Company solely by reason of being a member of the Company.

18. Governing Law. This Agreement shall be governed by, and construed under, the laws of the State of Delaware, all rights and remedies being governed by said laws.

19. Severability of Provision. Each provision of this Agreement shall be considered severable, and if for any reason any provision or provisions herein are determined to be invalid, unenforceable or illegal under any existing or future law, such invalidity, unenforceability or illegality shall not impair the operation of or affect those portions of this Agreement that are valid, enforceable and legal.

20. Amendments. This Agreement may not be modified, altered, supplemented or amended except pursuant to a written agreement executed by the Member.

21. Sole Benefit of Member. The provisions of this Agreement (including Section 11) are intended solely to benefit the Member and, to the fullest extent permitted by applicable law, shall not be construed as conferring any benefit upon any creditor of the Member or of the Company (and no such creditor shall be a third-party beneficiary of this Agreement), and the Member shall not have any duty or obligation to any creditor of the Company or of the Member to make any contributions or payments to the Company.

[SIGNATURE PAGE FOLLOWS]

[Signature page for FB 2000 Blake Street, LLC Agreement]

IN WITNESS WHEREOF, the undersigned, intending to be legally bound hereby, has duly executed this Agreement as of the date first written above.

MEMBER:

Fillmore Buckeye Investments, LLC,
A Delaware limited liability company

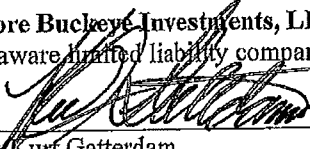
By: 
Name: Kurt Gatterdam
Title: Vice President, Finance

Exhibit E: Rezoning Review Criteria Narrative

2000 Blake Street Rezoning Application

The proposed rezoning for 2000 Blake Street from a mixed zoning of PUD and B-8 (Chapter 59) with waivers to C-MX-8 provides numerous improvements for the ability to redevelop the two lots from the current surface parking lot to a contextual building, constant with neighborhood context maps. A high-density, mixed-use development is proposed, eliminating the current use of site-specific, customized zoning tools—such as Planned Unit Development.

While the current zoning would support similar density to C-MX-8, the rezoning will bring the development into full compliance with the 2010 form-based zoning code, while removing the FAR-related incentivizing of structured above grade parking. The current Denver Zoning Code (DZC) was adopted in 2010 and although the majority of the City was rezoned at that time, a significant portion of the City remains under the old zoning code. *This presents challenges to consistent and efficient administration and means that many properties are not able to enjoy the benefits of a modern, flexible and context-based zoning code.*

The proposed mixed-use development would enhance the neighborhood through high-quality urban design, preserve the authenticity of the ballpark and adjacent neighborhood, and celebrate history, architecture and culture through referencing and interpreting historic precedents in a contemporary, timeless manner. The new edifice would change the current surface parking lot use to a mixed-use structure, combining below-grade parking with retail use at the street level, second level, and top levels of the building. Residential or commercial (office) uses would occur on all other levels.

The proposed building would be 8 stories in height at the prominent intersection of 20th and Blake Streets, and provide architectural scaling through a two-story base with large scale fenestration framed in metal. The 5 stories above will feature a punched opening masonry facade, along with a setback mass at level 8 to allow for an open space associated with the retail use, as well as provide a nod to the lower scale buildings across 20th on Market Street.

As such, it will be compatible with, and show respect for, the existing character and context of its neighborhoods. Building density, use, height, and scaling devices will reinforce the public transit corridors of Blake and 20th Streets, and transition to adjoining areas. The lobby and second levels will give prominence to the pedestrian realm as a defining element of neighborhood character and, by maximizing the transparency of windows at the street and second levels, activate the street. The design of the ground and second levels provide a positive relationship to the street through access, orientation and placement consistent with the context. The building will incorporate visually interesting and human-scaled facades in an expression, timeless, yet rooted in adjacent historic neighborhoods' context.

Denver Comprehensive Plan 2040:

The proposed map amendment is consistent with the Denver Comprehensive Plan 2040 and specifically furthers numerous plan goals and strategies as follows:

Equitable, Affordable and Inclusive:

Goal 1: The proposed rezoning and future development would provide safe, convenient and affordable access through the transformation of existing surface parking and vacant lots to a more appropriate mixed-use development that will have commercial space accessible to all.

Goal 5: The proposed rezoning and future development of the existing lot will not displace any existing residents or businesses.

Goal 7: The proposed rezoning and future development will be accessible to all Denver residents regardless of income level, race, ethnicity, gender, ability or age.

Strong and Authentic Neighborhoods:

Goal 1: The proposed rezoning and future development will continue to build upon the expansion of vibrant mixed-use development in the neighborhood. It will replace a surface parking lot with a safe and accessible mixed-use development that will be consistent with the existing and new development in the surrounding neighborhood.

Goal 2: The proposed rezoning and future development will create a people-oriented environment that embraces the design and character of the surrounding area through thoughtful design of the public and private space.

Goal 4: The proposed rezoning and future development will create new and support existing neighborhood-serving businesses.

Goal 7: The proposed rezoning and future development will embrace local arts and culture and strive to incorporate community-inspired art into the design of public spaces.

Goal 8: The proposed rezoning and future development will continue to engage with the local community to seek input and feedback during the planning of the project.

Goal 9: The proposed rezoning and future development will replace a surface parking lot with a high-quality mixed-use development that will create a safe environment within the community.

Connected, Safe and Accessible Places:

Goal 1: The proposed rezoning and future development will support the utilization of a multimodal network by creating a safe, inviting and lively pedestrian friendly environment. At a minimum bicycle parking will be provided on site.

Goal 3: The proposed rezoning and future development will create a pedestrian-friendly environment through thoughtful urban design and will provide street trees in the public space.

Goal 6: The proposed rezoning and future development will encourage and support the safe use of bicycles as an alternate means of transportation and will provide adequate and secure bike parking on site. The site is located adjacent to the 5280 Trail and the increased density will help to promote support and use of this amenity.

Goal 8: The proposed rezoning will allow for a higher density development near transit to support ridership.

Economically Diverse and Vibrant:

Goal 1: The proposed rezoning and future development will provide opportunities to create and expand local business through the inclusion of new commercial space within a growing neighborhood.

Goal 2: The proposed rezoning will allow for an appropriately scaled mixed-use development that will add density to the community broadening the tax base, through both immediate (design and construction) and long term (commercial tenants) job creation.

Environmentally Resilient:

Goal 1: The proposed rezoning and future development will be designed to help reduce energy use through thoughtful green building design.

Goal 3: The proposed rezoning and future development will be designed to incorporate water-conserving landscaping and fixtures and appropriate metering to reduce water use.

Goal 4: The proposed rezoning and future development will include street trees and other low-water landscaping to mitigate stormwater runoff.

Goal 7: The proposed rezoning and future development will promote the use of recycled materials in the construction of the project.

Goal 8: The proposed rezoning and future development will be a mixed-use infill project that will utilize existing infrastructure and services.

Goal 9: The proposed rezoning and future development will be mixed-use and promote and support a walkable neighborhood.

Healthy and Active:

Goal 1: The proposed rezoning and future development will promote and support walking, rolling and biking through the connection to a multimodal network and proximity to amenities like the 5280 Trail.

Blueprint Denver:

Blueprint Denver provides the foundation for citywide policies and recommendations related to land use, transportation, design and growth. The proposed map amendment is consistent with the stated goals and recommendations of Blueprint Denver and the following summary outlines this alignment.

Neighborhood Context:

The site is located within the Downtown Neighborhood Context which calls for the highest mix of uses in the City including multi-unit residential, commercial, office, civic and institutional with a focus on large mixed-use buildings close to the street. The site is well-served by high-capacity mass transit.

Future Place Type

The site is located within an area designated as High Residential within the Downtown Context, which is characterized by high-density, high-quality mixed-use residential, commercial, civic and institutional uses. The downtown residential areas are distinguished from the downtown regional center by their land use mix being slightly more residential in nature. The most intense and greatest heights are found downtown with very high lot coverage and active uses.

Growth Strategy

The site is designated as High & Medium-High Residential Areas in D and UC contexts with 5% of new jobs and 15% of new households by 2040. A rezone to CMX-8 will allow for an appropriately sized development that will support and drive consumer spending and employment growth in the neighborhood.

Street Types

The site is located at the east corner of the intersection of 20th Street and Blake Street, which are designated as Downtown Arterial. This street type is surrounded by the most intense land uses including hotels, street level retail and office, residential and mixed-use towers with the highest degree of pedestrian volume. A rezone to CMX-8 will provide the density and height necessary for strong street engagement with wide sidewalks and street trees to connect and build upon a vibrant downtown area immediately adjacent to Coors Field.

Plan Policies and Strategies

The proposed rezoning aligns with a number of the policies and strategies set forth in Blueprint Denver as a guide to implementing the plan. These include:

Land Use & Built Form: General

Policy 1, Strategy A: use zoning and land use regulations to encourage higher-density, mixed-use development in transit-rich areas including high residential areas with downtown neighborhood context.

Policy 2, Strategy D: incentivize redevelopment of opportunity sites such as downtown surface parking lots.

Policy 3, Strategy A: rezone properties from the Former Chapter 59 zoning code so that the entire City is covered by the DZC, including continuing to incentivize owners to come out of the old code.

Policy 3, Strategy B: limit the use of customized zoning tools, such as Planned Unit Developments and waivers/conditions.

Land Use & Built Form: Economics

Policy 1, Strategy A: implement requirements and/or incentives for high-density development in regional centers including vacant and underutilized land in downtown

Mobility

Policy 1, Strategies D/E: increase the number of services and amenities that are available by walking, rolling and biking, and promote mixed-use development in all centers and corridors.

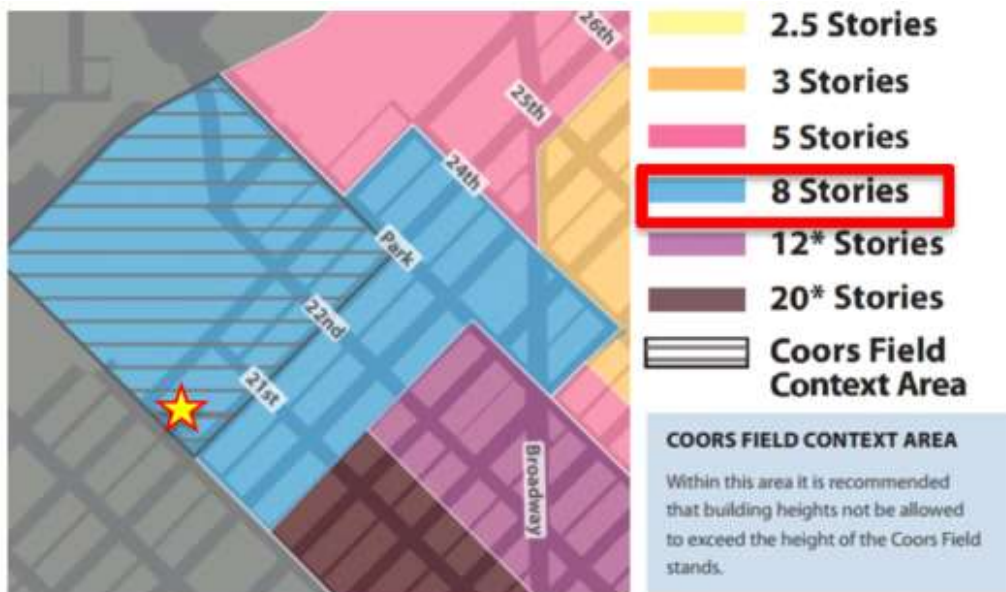
Neighborhood/Small Area Plan and Other Plans:

Northeast Downtown Neighborhoods Plan

The site of the proposed rezoning is located within the Ballpark Neighborhood in an area designated as Mixed-Use in the Northeast Downtown Neighborhoods Future Land Use Map.



The site is located within the Coors Field Context Area with a maximum building height of 8-stories capped by the height of the Coors Field stands. Neighborhood Concepts and Recommendations identifies the site within an area with maximum building height of 8-stories.



The proposed rezoning and future mixed-use development would enhance the neighborhood through high-quality urban design, preserve the authenticity of the ballpark and adjacent neighborhood, and celebrate history, architecture and culture through referencing and interpreting historic precedents in a contemporary, timeless manner. Maintaining a building height below the Coors Field stands elevation respects scale relationships in the larger building context and entrances will give prominence to the pedestrian realm as defining elements on both Blake and 20th Streets, providing convenient access to the building and active uses from the street.

Commercial uses will be located on the ground floor to activate the building and street providing a pedestrian-friendly experience and connection to the vibrancy of Blake Street and Coors Field.

Downtown Area Plan

The Downtown Area Plan is a tool to help community leaders, decisionmakers, and citizens build upon Downtown’s assets and guide future development to reflect the community’s vision of a livable, healthy, sustainable and vibrant downtown. The proposed rezoning will continue to address some of the remaining challenges identified in the plan by enabling the transformation of an underutilized site (currently a surface parking lot) to create a vibrant development at the corner adjacent to the home plate entrance to Coors Field. The rezoning will further goals set forth by the vision elements of the plan including:

A Prosperous City

A3d. Encourage neighborhood serving retail in every district. A minimum of two levels of the proposed development will be designated for retail use.

A Walkable City

B1. Make every street safe, comfortable and attractive for pedestrians as recommended in the Downtown Denver Pedestrian Master Plan. Transform a surface parking lot into a mixed-use development with a vibrant pedestrian realm.

B3. Provide clear bicycle network connections into and through the Downtown, and incorporates service and facilities that address the whole trip. The proposed development will provide bicycle parking on site.

A Distinctive City

New development should broaden the variety of residential options, densities and amenities, while respecting and maintaining the historic qualities of the area.

D1b. Use distinctive ground floor retail, other active uses, and the street environment to reinforce the district identity. A minimum of two levels of the proposed development will be designated for retail use at ground level that will continue to expand the street environment and connection to the surrounding amenities.

A Green City

E1a. Create a green public realm Downtown by adding street trees and landscaping in the public right-of-way, in private open spaces and on rooftops. Development of the existing site will include enhancements to the public right-of-way including street trees and landscaping.

Uniformity of District Regulations and Restrictions:

The site is currently a mixed zoning of PUD and B-8 with waivers with both being under the Former Chapter 59 zoning regulations. The proposed rezoning to C-MX-8 will bring the site and future development into full compliance with the 2010 form-based zoning code, while removing the FAR-related incentivizing of structured above grade parking.

Public Health, Safety and General Welfare:

The proposed map amendment will further the public health, safety and general welfare of the City by implementing the City's adopted land use policies, creating new opportunities for providing needed goods and services for the surrounding residents, and increasing pedestrian traffic which will help support local businesses and increase safety and security in the area.

Justifying Circumstances:

Since the date of the approval of the existing Zone District, there has been a change to such a degree that the proposed rezoning is in the public interest. Such change may include:

b. A City adopted plan: PUD 329 (Parcel 2) was put into place in 1993 and since that time the City has adopted the Comprehensive Plan 2040, Blueprint Denver, Northeast Downtown Neighborhoods Plan, and the Downtown Area Plan, all of which the proposed rezoning is consistent with as outline above.

c. That the City adopted the Denver Zoning Code and the property retained Former Chapter 59 zoning: Both parcels on the site are currently still under the Former Chapter 59 zoning. The proposed rezoning will bring the development into full compliance with the 2010 form-based zoning code and in line with adjacent properties currently zoned C-MX-8.

Consistency with Neighborhood Context and proposed Zone District:

The proposed map amendment is consistent with the description of the applicable Neighborhood Context and with the stated purpose and intent of the proposed Zone District.

The Urban Center Neighborhood Context consists of multi-unit residential and mixed-use commercial strips and commercial centers with moderate to high building heights to promote dense urban character. The proposed rezone to C-MX-8 will provide for a development of the existing surface parking lot into an appropriately scaled building that aligns with this stated purpose of Urban Center development.

Section 7.2.2 Mixed Use Districts

The proposed map amendment is consistent with the purpose and intent of the C-MX-8 zone district. The site is located in a neighborhood surrounded by similarly zoned properties and adjacent to the home plate entrance of Coors Field where an 8-story mixed-use development will complement and enhance the character of the surrounding neighborhood through high-quality urban design, preservation of the authenticity of the ballpark and adjacent neighborhood, and celebrate history, architecture and culture through referencing and interpreting historic precedents in a contemporary, timeless manner. The development would change the current surface parking lot use to a mixed-use structure, combining below-grade parking with retail use at the street level, second level, and top levels of the building. Residential or commercial (office) uses would occur on all other levels. This transformation will create a safe and active street frontage with an appropriate contextual density to further enhance the neighborhood through alignment with the stated purpose of a Mixed-Use Zone District and the specific intent of C-MX-8, which applies to areas or intersections served primarily by arterial streets (20th Street) where a building scale of 2 to 8 stories is desired.

Exhibit F: Outreach Documentation

City Council Outreach

We contacted all members of City Council and were granted meetings with 7 of Denver's 13 Councilmembers and 2 Councilmembers' Aides. Their feedback was overwhelmingly in support for the proposed rezoning. Consistent themes for feedback were:

- Opportunity to create a landmark entry point to Downtown Denver
- Positive pedestrian experience
- Activating an underutilized site
- Connection to 5280 Loop Trail
- Complementary design to the Lower Downtown Historic District and Coors Field
- Appropriate use for site
- Appropriate scale for site

Outreach to Individual Councilmembers

- Candi CdeBaca, Council District 9 - 11/5/20, met with Dr. Lisa Calderon, Chief-of-Staff for Councilwoman CdeBaca to review the proposed rezoning and redevelopment. She stated that the City has sufficient hotels and office space, but Denver has a housing shortage.
- Amanda Sandoval, Council District 1 – contacted Councilwoman Sandoval's office
- Kevin Flynn, Council District 2 - met with Councilman Flynn on 10/8/20 to review the proposed rezoning and redevelopment.
- Jamie Torres, Council District 3 – contacted Councilwoman Torres's office
- Kendra Black, Council District 4 – met with Councilwoman Black on 12/8/20 to review the proposed rezoning and redevelopment.
- Amanda Sawyer, Council District 5 – contacted Councilwoman Sawyer's office.
- Paul Kashmann, Council District 6 – met with Councilman Kashmann on 10/8/20 to review the proposed rezoning and redevelopment.
- Jolon Clark, Council District 7 – spoke with Councilman Clark on 3/10/21 and provided rezoning presentation material for review.
- Chris Herndon, Council District 8 – met with Councilman Herndon on 10/5/20 to review the proposed rezoning and redevelopment.

- Chris Hinds, Council District 10 – met with Councilman Hinds on 1/20/21 to review the proposed rezoning and redevelopment. Interested in the project’s pedestrian oriented design and connection to the 5280 Loop Trail. He stressed the need to have “entrances for everybody” including access for individuals who use wheelchairs at the main entryway.
- Stacie Gilmore, Council District 11 – contacted Councilwoman Gilmore on 3/5/21 and provided rezoning presentation material as requested.
- Robin Kniech, At-Large - met with Polly Kyle, Aide to Councilwoman Kniech on 9/30/20 to review the proposed rezoning and redevelopment. She noted that Councilwoman Kniech would not want to see a short-term rental use.
- Debbie Ortega, At-Large – contacted Councilwoman Ortega’s office.

Neighborhood Outreach

We requested meetings with all Registered Neighborhood Organizations with jurisdiction over 2000 Blake Street and we also engaged neighboring property owners and nearby stakeholders. The following summarizes our outreach thus far:

Outreach to RNOs and Community Stakeholders:

Ballpark Collective – we met with Matt Van Sistine on 12/7/20 to review the proposed rezoning and redevelopment.

Colorado Rockies Baseball – we met with the COO, Greg Feasel, and CFO, Hal Roth, of the Rockies on 10/13/20 and again on 11/4/20 to review the proposed rezoning and redevelopment.

Denver Stadium District – we met with Craig Umbaugh, Bob Lee, and Matt Sugar on 10/6/20 to review the proposed rezoning and redevelopment.

Downtown Denver Partnership, City Center Residents Organization, Downtown Denver Business Improvement District – we met with Randy Thelen on 9/29/20 to review the proposed rezoning and redevelopment and he noted that the redevelopment of this site is a priority for DDP, CCRO, DD BID. They see this corner as a major gateway to downtown.

LoDo District Urban Design Committee – we presented the rezoning and redevelopment concept to the Committee on 11/16/20 and Ellen Wilensky (Co-Chair), Dick Farley (Co-Chair), and Lilli Djaniants (Denver Community Planning and Development) were in attendance among others.

Lower Downtown Historic District (LoDo District) – we met with John Wetenkamp, Fabby Hillyard, and Ellen Wilensky on 10/27/20 to review the proposed rezoning and redevelopment.

Lower Downtown Neighborhood Association – we presented the rezoning and redevelopment concept to the association on 12/21/20 and Andy Davis (President) and Jack Tone (Board Member) were in attendance among others.

District 9 Neighborhood Coalition (Denver for All) - we met with Tess Dougherty on 6/3/21 to review the proposed rezoning and redevelopment. She stated that she would share the presentation materials with a representative from Neighborhood Coalitions of Denver, who was unable to join the meeting.

Union Station Advocates – this organization is currently inactive. We did meet with the Jim Graebner on 10/22/20 in his capacity as a Board Member for the Lower Downtown Design Review Commission to review the proposed rezoning and redevelopment.

View House – we met with ownership on 12/10/20 and again on 1/14/21 to review the rezoning and redevelopment concept.

Northeast Denver Friends and Neighbors – contacted, awaiting response

Rio Norte – contacted, awaiting response

UCAN United Community Action Network – contacted, awaiting response

United Neighbors of Northeast Denver – contacted, awaiting response

Inter-Neighborhood Cooperation – contacted, awaiting response

Planning Services Pre-Application Meeting: our pre-application meeting with Planning Services was held on 1/2/20 and led by Associate City Planner, Edson Ibanez.

Development Services Pre-Application Meeting: a meeting with Development Services was not requested since a final use has yet to be determined and specific plans have not yet been developed beyond an initial concept rendering.