



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	Wagner Equipment	Representative Name	Jeanne Shaffer, AICP, PMP
Address	18000 Smith Road	Address	3829 Wolff Street
City, State, Zip	Aurora, CO 80011	City, State, Zip	Denver, CO 80212
Telephone	303-739-3028	Telephone	720-220-8396
Email	kpomeroy@wagnerequipment.com	Email	jeanne@groundworkus.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>	
<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.</p> <p>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.</p>			
SUBJECT PROPERTY INFORMATION			
Location (address and/or boundary description):	805 W. 38th Avenue		
Assessor's Parcel Numbers:	Schedule No. 0222329004000		
Area in Acres or Square Feet:	2.7267 acres		
Current Zone District(s):	I-B, UO-2		
PROPOSAL			
Proposed Zone District:	C-MX-20, UO-2		

REVIEW CRITERIA

<p>General Review Criteria: The proposal must comply with all of the general review criteria DZC Sec. 12.4.10.7</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. 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.
	<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.
	<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>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> <input type="checkbox"/> The existing zoning of the land was the result of an error. <input type="checkbox"/> The existing zoning of the land was based on a mistake of fact. <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. <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. <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. Please provide an attachment describing the justifying circumstance.
	<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. Please provide an attachment describing how the above criterion is met.

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)
- Individual Authorization to Sign on Behalf of a Corporate Entity

Please list any additional attachments:

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	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	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>	01/01/12	(A)	YES
Wagner Equipment CO	805 W. 38th Ave Denver, CO 80216 303-739-3028 kpomeroy@wagnerequipment.com	100%	<i>M. Coz...</i>	8/8/18	B	Y

Last updated: February 22, 2017

Return completed form to rezoning@denvergov.org

201 W. Colfax Ave., Dept. 205

Denver, CO 80202

720-865-2974 • rezoning@denvergov.org

Rezoning Review Criteria Analysis - Map Amendment

Application Number: 2018I-00075

805 W. 38th Avenue

October 19, 2018 (amd.)

September 17, 2018 (org.)

We represent the property owner, Wagner Equipment Co, who wishes to rezone their property at 805 W. 38th Avenue from I-B, UO-2 to C-MX-20, UO-2. The letter includes information on the property, the proposed rezoning, and an analysis of the review criteria.

Property Description

The subject property is generally located in the northwest corner of W. 38th Avenue and Fox Street. The property takes access from W. 39th Avenue and Galapago Street. The property consists of approximately 2.7267 acres and is currently used as offices and storage yard for Wagner Rents. There are three buildings on the property; one two-story building, and two one-story buildings. The two-story building was constructed in 1912. Primary access to the property is taken from W. 39th Avenue, but the property has frontage on W. 38th Avenue.

A ROW vacation request was submitted in March 2018, case number 2018-VACA-0000007. The ROW vacation request includes two portions of the westerly ROW for Galapago Street. We understand from City Staff, that if the ROW vacation is approved and the rezoning request is approved, then the vacated ROW will be designated as the same zone district as the subject property.

Rezoning/Map Amendment Request:

The current zoning is I-B, UO-2. The proposed zoning is C-MX-20, UO-2. The total area to be rezoned is 2.7267 acres. At this time, there are no plans for redevelopment of the property. The property owner would like to rezone the property to encourage redevelopment opportunities. The property owner would like to retain the UO-2 Billboard Use Overlay District. Maintaining the UO-2 overlay will provide a potential future revenue source on the site which is consistent with the economic development principles outlined in the Denver Comprehensive Plan 2000. Additionally, the property abuts W. 38th Avenue to the south, a major arterial roadway and is in close proximity to I-25 for increased visibility. On W. 38th Avenue between Osage and Inca Street, many properties have retained the UO-2 overlay with their new zoning designation from the new code. The owners would like to retain the UO-2 overlay given that the location of the property is well suited for this overlay and the construction of a billboard would not be out of character with existing development along W. 38th Avenue.

General Review Criteria

1. Consistency with Adopted Plans

a. Denver Comprehensive Plan 2000

The Denver Comprehensive Master Plan seeks to manage growth and change through effective land use policies that address housing, employment, connectivity, mobility, preservation and enhancement of neighborhoods, and focus on transit-oriented development. The plans listed and analyzed below were created to further the goals of the Denver Comprehensive Plan. The proposed rezoning fulfills the focus of the plan recommendations to create a Transit Oriented Development that provides diverse housing, employment, and mobility opportunities.

b. Blueprint Denver

The subject property is identified as a Transit Oriented Development (TOD) Land Use Concept in Blueprint Denver. The TOD land use concept focuses on development that has a correlated function with mass transit. TODs offer an alternative to traditional development patterns by providing housing, services, and employment opportunities for a diverse population in a configuration that facilitates pedestrian and transit access.

The proposed rezoning would allow the subject property to redevelop from an industrial use (not supported by the TOD land use concept) to a development consistent with the TOD land use concept recommendations. The C-MX-20 district allows for a mixture of residential and commercial uses that encourage living and working in close proximity to a transit center. The rezoning proposal will allow land uses that are consistent with the recommendations of Blueprint Denver.

c. Globeville Neighborhood Plan

The Globeville Neighborhood Plan identifies the subject property as Transit Oriented Development Land Use Concept (TOD). The TOD concept accommodates uses with a direct correlation to the function of a mass transit system and typically located within a half mile walking distance of a transit station. TODs provide housing, services, and employment opportunities that facilitate pedestrian and transit access. The Plan recommends a maximum building height of 20 stories to accommodate mid-to-high rise redevelopment. The C-MX-20 district meets the maximum height recommendations as well as the recommended land use to provide a mixture of housing, services, and employment opportunities.

d. 41st and Fox Station Area Plan

The 41st and Fox Station Area Plan focuses on the development of the area as a diverse and transit supportive urban center. The plan seeks to improve pedestrian connectivity, create opportunities to add more housing, jobs, and services to the station area, and balance new development with existing uses. The land use concept for the subject property is Mixed-Use Office/Residential (3-20 stories). The proposed C-MX-20 district allow for a mixture of commercial and residential uses at 3-20 stories. The proposed zoning will create a redevelopment opportunity that would allowed the property to be developed in a manner consistent with the goals of the area plan related to providing for housing, jobs, and pedestrian/vehicular connectivity.

2. Uniformity of District Regulations and Restrictions

The proposed rezoning will result in uniformity of district regulations and restrictions in accordance with Section 12.4.10.7(B) of the Zoning Code through the uniform application of the district's building form, use and design regulations. The C-MX-20 district is intended to be a mixed-use zone district that enhance the convenience, ease and enjoyment of transit, walking, shopping, and public gathering. The proposed zone district focuses on creating mixed, diverse neighborhoods for living and working. The C-MX-20 district specifically is intended to be located on major arterial streets; the subject property is adjacent to W. 38th Avenue. The intent and purpose of the C-MX-20 district fulfills the goals and objectives of the application adopted plans analyzed above.

3. Public Health, Safety, and General Welfare

The proposed map amendment implements the Denver Comprehensive Plan 2000, Blueprint Denver, the 41st and Fox Station Plan, and the Globeville Neighborhood Plan by allowing the opportunity for

redevelopment to provide housing, employment, and transit-oriented uses along with enhance pedestrian and vehicular connectivity. Therefore, the proposed rezoning furthers the public health, safety, and general welfare of the community.

Additional Review Criteria

- 1. Justifying Circumstance:** Since the date of the approval of the Existing Zone District, 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. The changes in the area include the newly adopted Globeville Neighborhood Plan December 2014. The construction of Fox Street Station was completed, encouraging redevelopment in the area. There have been numerous rezoning applications approved in the area, for C-MX-20, C-MX-12, C-MS-12, C-RX-8, C-RX-12, C-MS-8 zone districts. Additionally, while the 41st and Fox Station Area Plan was adopted prior to the Denver Zoning changes in 2010, the subject property was not rezoned in conformance with the recommended area plan at that time. This was likely due to the existing industrial use on the site and the desire of the City to see how the 41st and Fox Street area redeveloped over time. The owners of the subject property believe that now is a good time to rezone the property to bring it into conformance with the area plan recommendations.

- 2. Consistency with Applicable Neighborhood Context and with Stated Purpose and Intent of Proposed Zone District:** 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.

The neighborhood context, stated purpose, and intent of the C-MX-20 zone district is outlined below.

- a. General Character – Section 7.1.1: The Urban Center Neighborhood Context consists of multi-unit residential and mixed-use commercial strips and commercial centers. Multi-unit residential uses are typically in multi-story mixed use building forms. Commercial buildings are typically Shopfront and General forms. Multi-unit residential uses are primarily located along residential collector, mixed-use arterial, and local streets. Commercial uses are primarily located along main and mixed-use arterial streets.

The subject property is located along a main arterial street (W. 38th). The C-MX-20 district will further the recommendations of the adopted plans analyzed above by providing the opportunity for mixed use and multi-modal development within close proximity to transit.

- b. Street, Block and Access Patterns – Section 7.1.2: The Urban Center Neighborhood Context consists of a regular pattern of block shapes surrounded by an orthogonal street grid. Orthogonal streets provide a regular pattern of pedestrian and vehicular connections through this context and there is a consistent presence of alleys. Block sizes and shapes are consistent and include detached sidewalks, tree lawns, street and surface parking, and landscaping in the front setback

The rezoning request will provide an opportunity for redevelopment of the subject property to provide street block, and access patterns that are more in keeping with the surrounding street grid.

- c. Building Placement and Location – Section 7.1.3: All building typically have consistent orientation and shallow front setbacks with parking at the rear and/or side of the building.

The adopted plans encourage development that encourages buildings close to the street for pedestrian activation. The C-MX-20 district will allow the redevelopment of the property to meet the recommendations of the adopted plans and the desired building patterns for this transit-oriented area.

- d. Building Height – Section 7.1.4: The Urban Center Neighborhood Context is characterized by moderate to high building heights to promote a dense urban character. Lower scale structures are typically found in areas transitioning to a less dense urban neighborhood.

The C-MX-20 district allows for building heights up to 20 stories, which is the height limited recommended by the adopted plans as noted above.

- e. Mobility – Section 7.1.5: There are high levels of pedestrian and bicycle use with the greatest access to multi-modal transportation system.

The C-MX-20 district will encourage redevelopment of the property in a manner that can better implement pedestrian and bicycle access within and surrounding the subject property.

- f. Section 7.2.2.2.F: C-MX-20 applies to areas or intersections served primarily by major arterial streets where a building scale of 3 to 20 stories is desired.

The subject property is adjacent to W. 38th Avenue which is classified as a major arterial street from Sheridan Boulevard to Fox Street. The subject property is also located within close proximity to the major intersection of W. 38th Avenue and Fox Street and is located less than 500 feet from the 41st & Fox light rail station. A building scale of 3 to 20 stories is appropriate in this area due to the proximity to a major arterial street, major intersection, and light rail station. The C-MX-20 district will allow dense development that will be compatible with the surrounding vehicular and pedestrian network.

The context, purpose, and intent of the C-MX-20 district enables the implementation of the Transit Oriented Development land use recommendations and mobility goals in the Denver Comprehensive Plan 2000, Blueprint Denver, Globeville Neighborhood Plan, and 41st & Fox Station Area Plan.

Public Outreach

Public outreach began on July 30th, with project description mailers provided by email or hard copy to the entities listed below. As of the date of this narrative, no responses have been received.

- City Councilman Albus Brooks
- Globeville Civic Partners
- Globeville Civic Association #2
- Globeville K.A.R.E.S.
- North Highlands Neighbors Association
- Elyria Swansea/Globeville Business Association
- UCAN
- Inter-Neighborhood Corporation (INC)
- Adjacent property owners



Contact Information (Property Owner Representative):

Jeanne Shaffer, AICP, PMP
Entitlement Services Director
Groundwork Entitlement Services, LLC
Phone: 720.220.8396
Email: jeanne@groundworkus.com

John Craig
4Site Advisors
1501 Wazee St, Unit 1C
Denver, CO 80202
Phone: 303.872.8143
Email: jcraig@4siteadvisors.com

Property Owner:

Wagner Equipment Co
18000 Smith Road
Aurora, CO 80011
Kevin Pomeroy
Phone: 303-739-3028
Email: kevin@wagnerequipment.com

1-4

SPECIAL WARRANTY DEED

THIS DEED, Made this 31st day of August, 1992, is between
TEXACO REFINING AND MARKETING INC., a Delaware
corporation ("Grantor"),

and

WAGNER EQUIPMENT CO., a Colorado corporation ("Grantee"),
whose legal address is 18000 Smith Road
Aurora Colorado 80011

Doc Fee 27.50
WITNESSETH, That Grantor, for and in consideration of the sum
of Two Hundred Seventy-Five Thousand and No/100 Dollars
(\$275,000.00), the receipt and sufficiency of which sum is hereby
acknowledged, has granted, bargained, sold and conveyed, and by
these presents does grant, bargain, sell, convey and confirm, unto
Grantee, its successors and assigns forever, all the real property,
together with improvements, if any, situate, lying and being in the
City and County of Denver, State of Colorado, described as follows:

See Exhibit A attached hereto and incorporated herein by
this reference (the "Property"),

TOGETHER with all and singular the hereditaments and
appurtenances thereto 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 above bargained premises, with the
hereditaments and appurtenances, and with all of
Grantor's interest, if any, in and to any and all water,
ditches, wells, reservoirs and drains and all water,
ditch, well, reservoir and drainage rights which are
appurtenant to, located on, under or above or used in
connection with the Property;

also known by street and number as: 705 and 805 West 39th Avenue,
Denver, Colorado 80216.

IT IS UNDERSTOOD AND AGREED by the parties hereto that the
covenants set forth in this conveyance shall be covenants running
with the land and improvements, and shall be binding upon the
Grantee and Grantee's successors and assigns.

TO HAVE AND TO HOLD the said premises above bargained and
described with the appurtenances, unto Grantee, its successors and
assigns forever. Grantor, for itself, and its successors and
assigns, does covenant and agree that Grantor shall and will
WARRANT AND FOREVER DEFEND the above-bargained premises in the
quiet and peaceable possession of Grantee, its successors and
assigns, against all and every person or persons claiming the whole
or any part thereof, by, through or under Grantor, SUBJECT TO the
matters described on Exhibit B hereto and by this reference
incorporated herein.

IN WITNESS WHEREOF, Grantor has executed this Special Warranty Deed on the date set forth above.

TEXACO REFINING AND MARKETING INC.,
a Delaware corporation

ATTEST:

W.L. Soula
Name: W.L. SOULA
Its ASS'T. Secretary

By: *Gene B. McGraw*
Name: GENE B. MCGRAW
Its: VICE PRESIDENT

FORM APPROVED

VW
VAN P. WILLIAMS

STATE OF Texas)
) ss.
COUNTY OF Harris)

The foregoing instrument was acknowledged before me this 31ST day of August, 1992, by GENE B. MCGRAW as VICE PRESIDENT and by W.L. SOULA as ASS'T. Secretary of TEXACO REFINING AND MARKETING, INC., a Delaware corporation.

WITNESS my hand and official seal.

My commission expires: April 11, 1993.

Daniel D. Tennant
Notary Public

(NOTARIAL SEAL)

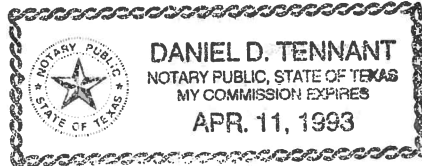


EXHIBIT A

LEGAL DESCRIPTION

A parcel of land located in the Southwest 1/4 of Section 22, Township 3 South, Range 68 West of the 6th Principal Meridian, and being a portion of Blocks 37 and 44, Viaduct Addition to Denver, City and County of Denver, State of Colorado, more particularly described as follows:

Commencing at the Southwest corner of said Southwest 1/4 of Section 22, thence North 00 degrees 00 minutes 00 seconds East along the West line of said Southwest 1/4, 40.00 feet; thence North 89 degrees 46 minutes 47 seconds East along the South line of Block 44 of Viaduct Addition to the City of Denver projected Westerly, 50.00 feet to a point on the East line of the Denver, Utah & Pacific Railroad (now Burlington Northern Railroad) right-of-way as described in Book 607 at Page 230 of the records of the City and County of Denver, and the point of beginning;

Thence North 00 degrees 00 minutes 00 seconds East along said East line of said railroad right-of-way, 625.00 feet; thence North 90 degrees 00 minutes 00 seconds East 219.15 feet to a point on the centerline of vacated Galapago Street; thence South 00 degrees 00 minutes 16 seconds, East along said centerline of vacated Galapago Street, 184.22 feet to a point on the North line of West 39th Avenue; thence North 89 degrees 59 minutes 32 seconds West along said North line of West 39th Avenue, 40.00 feet to the Southeast corner of Block 37 of said Viaduct Addition; thence South 00 degrees 00 minutes 16 seconds East along the West line of said Galapago Street and the East line of Block 44 of said Viaduct Addition, 440.10 feet to the Southeast corner of said Block 44; thence South 89 degrees 46 minutes 47 seconds West along the South line of said Block 44, 179.20 feet to the point of beginning;

LESS AND EXCEPT: Grantor expressly saves, retains, reserves and excepts from this conveyance unto itself and its successors and assigns, all oil, gas and other minerals (including but not limited to helium, lignite, sulphur and other solid, liquid and gaseous substances), regardless of the nature thereof and whether similar or dissimilar, and the right to explore for, develop and produce same, as well as the right to lease said lands for such purposes, and all mineral and royalty rights whatsoever in, on, and under the property; but Grantor, its successors and assigns, shall have no right to use, or right of ingress to or egress from any part of the surface of the above described land for any purpose and Grantor's exercise of its rights under this reservation shall not cause any damage or loss to any improvements now or hereafter located on the property; and any oil and gas drilling operations shall be conducted by means of wells, the surface locations of which are on other lands and which may be drilled into and bottomed in or under the above described land. Grantor is to receive all bonuses, rentals and royalties payable under any such lease or leases.

The above legal description was created by Boulder Land Consultants as shown on Improvement Survey Plat: Parcel "A" Texaco Bulk Plant, Denver, Co., dated August 4, 1992, Drawing No. 156-90AR.

EXHIBIT B

TITLE EXCEPTIONS

1. Taxes and assessments for the year 1992, a lien not yet due and payable.
2. Ordinance No. 116, Series of 1947 vacating a portion of Galapago Street and reserving to the City and County of Denver at all times the right to construct, maintain and remove sewers, water pipes and appurtenances and to authorize the construction, maintenance and removal of the same therein and therefrom, and subject to the continued right of the owners to maintain and operate existing electric light and power lines, telephone lines, gas mains and pipes recorded August 19, 1992 under Reception No. 95493.
3. An easement as granted to the City and County of Denver in instrument recorded June 22, 1982 in Book 2606 at Page 584.
4. Ordinance No. 82, Series of 1926 vacating West 39th Avenue (formerly Beecher Avenue) and reserving to the City and County of Denver at all times the right to construct, maintain and remove sewers, water pipes and appurtenances, and to authorize the construction, maintenance and removal of the same therein and thereon recorded August 19, 1992 under Reception No. 95494.
5. Ordinance No. 850, Series of 1991 vacating a portion of Galapago Street and providing that easements be and are hereby retained to protect the utilities in the vacated areas which utilities include power lines, gas lines, telephone lines and drainage facilities for water and sewage of the City and County of Denver recorded August 19, 1992 under Reception No. 95495.

STATEMENT OF AUTHORITY

1. This Statement of Authority relates to an entity¹ named Wagner Equipment Co and is executed on behalf of the entity pursuant to the provisions of Section 38-30-172, C.R.S.

2. The type of entity is a:
 Corporation
 Nonprofit Corporation
 Limited Liability Company
 General Partnership
 Limited Partnership
 Registered Limited Liability Partnership
 Registered Limited Liability Limited Partnership
 Limited Partnership Association
 Government or Governmental Subdivision or Agency
 Trust

3. The entity is formed under the laws of State of Colorado

4. The mailing address for the entity is 18000 Smith Rd., Aurora, CO 80011

5. The name position of each person authorized to execute instruments conveying, encumbering, or otherwise affecting title to real property on behalf of the entity is G. Cody Eldridge, Executive Vice President

6. ²The authority of the foregoing person (s) to bind the entity is not limited limited as follows:

7. Other matters concerning the manner in which the entity deals with interests in real property:

Executed this August 8, 2018

[Handwritten signature of G. Cody Eldridge]
Wagner Equipment Co by G. Cody Eldridge
Executive Vice President

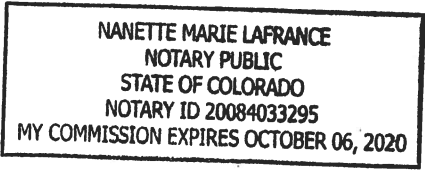
STATE OF COLORADO
COUNTY OF }ss:

The foregoing instrument was acknowledged before me this 8th day of August 2018 by G. Cody Eldridge as Executive Vice President of Wagner Equipment Co

[Handwritten signature of Nanette Marie LaFrance]
Notary Public

Witness my hand and official seal.
My Commission expires: 10/06/2020

¹This form should not be used unless the entity is capable of holding title to real property.
²The absence of any limitation shall be prima facie evidence that no such limitation exists.
The statement of authority must be recorded to obtain the benefits of the statute.



Wagner Equipment Co.
Meeting of the Board of Directors
Minutes
December 8, 2017

The annual meeting of the Board of Directors of Wagner Equipment Co. was held in the offices of the Company in Aurora, Colorado on December 8, 2017, beginning at approximately 10:15 a.m.

Messrs. Joseph E. Wagner, Thomas W. Honig, John D. Robinson, Bruce S. Wagner and E. Scott Wagner were present.

The first item of business was a safety share by Bruce. A review of the draft minutes from the June 29, 2017 meeting minutes were approved unanimously without correction.

Bruce reviewed the new organization. The next item of business was the election of the officers of the Company. All officers were elected unanimously.

J. E. Wagner	Chairman of the Board
B. S. Wagner	President, Chief Executive Officer, and Assistant Secretary
G. C. Eldridge	Executive V.P. and Secretary
B. K. Cofield	Executive V.P.
C. A. Cahal	V.P., Product Support
R. J. Headley	V.P., Earthmoving Sales and Rental
B. D. Rothe	V.P., Power Systems
J. M. Connell	Chief Financial Officer, Treasurer and Assistant Secretary

Bruce reviewed the 2017 updated forecast vs. original forecast. John noted that GP was flat to down but we were able to reduce direct expense levels slightly. Tom asked if we measured technician productivity. Scott and Bruce explained how that is accomplished. Bruce finished the review of 2017 forecast noting we were expecting about a [REDACTED] increase in revenue and a [REDACTED] increase in net profit from original forecast. Bruce then reviewed the 2018 forecast compared to 2017 noting a [REDACTED] expected revenue increase and a [REDACTED] expected increase in net profit.

Cody reviewed the balance sheet and cash flow statements noting decreases in assets and healthy cash flow.

Bruce reviewed changes in the Executive Office of Caterpillar and their new strategy. He highlighted their focus on profitable growth and dealer profitability as well. He discussed some high-level human resources metrics including turnover, demographics, etc.

Matt reviewed the lines of credit, usage and availability noting that we have plenty of borrowing capacity for 2018. He also reviewed our forecasted Debt/EBITDA covenant and fixed charge covenant. He explained that there was more than adequate headroom with both of these covenants.

Matt also explained that all lender relationships were positive. We are not anticipating any amendments to credit agreements except to extend tenure. He finished his presentation by giving an economic update.

The resolutions were presented to the board:

- Resolution 1- Quarterly tax dividends;
- Resolution 2- the declaration of four quarterly dividends of [REDACTED] cents/share;
- Resolution 3- Board Member compensation increased to [REDACTED] for December 2017 board meeting;
- Resolution 4- next annual Shareholders meetings shall be held on Thursday, December 13th, 2018 and the Board meeting shall be held on Friday, December 14th;
- Resolution 5- ratify the Amendment to WECO Retirement Savings Plan adjusting compensation to exclude short-term disability payments;
- Resolution 6- to close trust account for Richard Barr's deferred compensation plan;
- Resolution 7- the acquisition of business assets of H. Manning Co.;
- Resolution 8 – the redemption of all voting and non-voting shares of the Company presently owned by Scott, Jordan and Sarah Wagner Trusts;
- Resolution 9- EKS&H be appointed as independent auditors and tax advisors for year ended 2017; and,
- Resolution 10- Board of Directors ratify and affirm each and every act performed heretofore by the Officers of this Company during the year 2016 and 2017 to date.

All resolutions were approved unanimously by the Board.

At 12:15pm, the meeting recessed for lunch. During the lunch break, Cody reviewed the Wagner International operations.

Bob VanGorder, Director of Human Resources, reviewed the average employment. John asked what sources are used to recruit. Bob summarized the current and planned sources. Bob also reviewed the turnover and some of the planned recruiting strategies to help lower turnover, especially among technicians. He then reviewed the safety efforts and results noting that we have had 28 recordables year-to-date and hopes to achieve 1.7 TRIR for the year. Tom suggested that we should use our favorable safety record and culture to help recruit.

Bob then reviewed the EOS results highlighting improvements over the prior year but also acknowledging improvement needed.

Brian Rothe, VP of Power Systems, explained the changes in organization regarding Power Systems. He reviewed the sales and profit forecasts, highlighting an El Paso Water Utilities deal that will be delivered in 2018 for [REDACTED].

Brian also reviewed plans to increase service profitability and address other issues faced in 2017.

Chris Cahal, VP of Product Support, reviewed the revenue forecast for 2018 vs. 2017, which showed a modest increase in parts and service revenue. He also reviewed the current market share for parts and service and how this is measured.

Chris then reviewed the current actions to improve profitability including a labor rate increase, employee retention efforts, etc. He summarized challenges for 2018 including hiring technicians, improving safety and controlling expenses.

Mike Quirk, VP of Operations, reviewed the facilities projects in process including the new Albuquerque facility, the old Albuquerque facility remediation, and the Aurora component rebuild center. Mike also reviewed plans for renting/selling excess properties. After the facilities presentation, Mike reviewed our marketing efforts and plans, and the 2nd Steel operations.

Ryan Headley, VP of Earthmoving Sales and Rentals, reviewed the 2017 results, specifically market share, revenue and PAD results as well as inventory levels. He highlighted some major accomplishments including efforts to sell over [REDACTED] units outside of our normal sales channels, selling the GC line and a combined Wagner/Wagner Rents sales representative structure. Ryan also reviewed our retail market share ([REDACTED]%) which represented a decrease from the prior year, partially due to availability from CAT. Ryan noted that most lost sales are due to price, preference and coverage.

Ryan also reviewed plans for 2018 including a [REDACTED] increase in sales revenue, a large increase in profit by reducing transport costs, R&M costs and reduced discounting.

Following Ryan's updates, Cody reviewed the supplemental materials.

The Chairman then set the mid-year board meeting date as June 29th, 2018 at 10:00 a.m.

To close the meeting, Bruce talked to the board about the possibility of purchasing a nearby facility (22nd Avenue) in order to relocate Wagner Rents Downtown and Commerce City.

That being the last item of business, the meeting was adjourned at approximately 4:00 p.m.



August 7, 2018

Community Planning & Development
201 W. Colfax Ave., Dept. 205
Denver, CO 80202
rezoning@denvergov.org

Regarding: Written Authorization to Represent Property Owner
805 W. 38th Avenue Rezoning/Map Amendment

I, G. Cody Eldridge as Executive Vice President of Wagner Equipment Co., hereby certify that I am the legal owner of record of the land at 805 W. 38th Avenue, described in the attached Legal Description, and do hereby authorize the following representatives to process this rezoning application on behalf of the subject property owner.

Jeanne Shaffer, AICP, PMP
Entitlement Services Director
Groundwork Entitlement Services, LLC
Phone: 720.220.8396
Email: jeanne@groundworkus.com

John Craig
4Site Advisors
1501 Wazee St, Unit 1C
Denver, CO 80202
Phone: 303.872.8143
Email: jcraig@4siteadvisors.com

Kevin Pomeroy
Wagner Equipment Co Representative
Phone: 303-739-3028
Email: kevin@wagnerequipment.com



Signature of Property Owner

Print Name: G. Cody Eldridge

Legal Descriptions
Zone Map Amendment (Rezoning)
805 W. 38th Avenue

Total Rezoning Area: 2.7267 acres

Property owned by Wagner Equipment Co

A PARCEL OF LAND LOCATED IN THE SOUTHWEST 1/4 OF SECTION 22, TOWNSHIP 3 SOUTH, RANGE 68 WEST OF THE 6TH PRINCIPAL MERIDIAN, AND BEING A PORTION OF BLOCKS 37 AND 44, VIADUCT ADDITION TO DENVER, CITY AND COUNTY OF DENVER, STATE OF COLORADO, MORE PARTICULARLY DESCRIBED AS FOLLOWS:

COMMENCING AT THE SOUTHWEST CORNER OF SAID SOUTHWEST 1/4 OF SECTION 22; THENCE NORTH 00°00'00" EAST ALONG THE WEST LINE OF SAID SOUTHWEST 1/4, 40.00 FEET; THENCE NORTH 89°46'47" EAST ALONG THE SOUTH LINE OF BLOCK 44 OF VIADUCT ADDITION TO THE CITY OF DENVER PROJECTED WESTERLY, 50.00 FEET TO A POINT ON THE EAST LINE OF THE DENVER, UTAH & PACIFIC RAILROAD (NOW BURLINGTON NORTHERN RAILROAD) RIGHT-OF-WAY AS DESCRIBED IN BOOK 607 AT PAGE 230 OF THE RECORDS OF THE CITY AND COUNTY OF DENVER,
AND THE POINT OF BEGINNING;

THENCE NORTH 00°00'00" EAST ALONG SAID EAST LINE OF SAID RAILROAD RIGHT-OF-WAY, 625.00 FEET; THENCE NORTH 90°00'00" EAST, 219.15 FEET TO A POINT ON THE CENTERLINE OF VACATED GALAPAGO STREET; THENCE SOUTH 00°00'16" EAST ALONG SAID CENTERLINE OF VACATED GALAPAGO STREET, 184.22 FEET TO A POINT ON THE NORTH LINE OF WEST 39TH AVENUE; THENCE NORTH 89°59'32" WEST ALONG SAID NORTH LINE OF WEST 39TH AVENUE, 40.00 FEET TO THE SOUTHEAST CORNER OF BLOCK 37 OF SAID VIADUCT ADDITION; THENCE SOUTH 00°00'16" EAST ALONG THE WEST LINE OF SAID GALAPAGO STREET AND THE EAST LINE OF BLOCK 44 OF SAID VIADUCT ADDITION, 440.10 FEET TO THE SOUTHEAST CORNER OF SAID BLOCK 44; THENCE SOUTH 89°46'47" WEST ALONG THE SOUTH LINE OF SAID BLOCK 44, 179.20 FEET TO THE POINT OF BEGINNING,

EXCEPT THAT PORTION CONVEYED TO THE REGIONAL TRANSPORTATION DISTRICT IN WARRANTY DEED RECORDED OCTOBER 13, 2010 UNDER RECEPTION NO. 2010117915,

CITY AND COUNTY OF DENVER,
STATE OF COLORADO.

TOTAL SURVEYED PARCELS CONTAINS (118,773 SQUARE FEET) 2.7267 ACRES, MORE OR LESS.