

Zone Map Amendment (Rezoning) - Application

PROPERTY OWNER INFORMATION*		PROPERTY OWNER(S) REPRESENTATIVE**	
<input type="checkbox"/> CHECK IF POINT OF CONTACT FOR APPLICATION		<input type="checkbox"/> CHECK IF POINT OF CONTACT FOR APPLICATION	
Property Owner Name		Representative Name	
Address		Address	
City, State, Zip		City, State, Zip	
Telephone		Telephone	
Email		Email	
<p>*If More Than One Property Owner: All standard zone map amendment applications shall be initiated by all the owners of at least 51% of the total area of the zone lots subject to the rezoning application, or their representatives authorized in writing to do so. See page 3.</p>		<p>**Property owner shall provide a written letter authorizing the representative to act on his/her behalf.</p> <p style="text-align: center;">SEE ATTACHED</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>			
SUBJECT PROPERTY INFORMATION			
Location (address and/or boundary description):			
Assessor's Parcel Numbers:			
Area in Acres or Square Feet:			
Current Zone District(s):			
PROPOSAL			
Proposed Zone District:			
Does the proposal comply with the minimum area requirements specified in DZC Sec. 12.4.10.3:	<input type="checkbox"/> Yes	<input type="checkbox"/> No	

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 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 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 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 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 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.
	<p>REQUIRED ATTACHMENTS</p> <p>Please ensure the following required attachments are submitted with this application:</p> <input type="checkbox"/> Legal Description (required to be attached in Microsoft Word document format) <input type="checkbox"/> Proof of Ownership Document(s) <input type="checkbox"/> Review Criteria
<p>ADDITIONAL ATTACHMENTS</p> <p>Please identify any additional attachments provided with this application:</p> <input type="checkbox"/> Written Authorization to Represent Property Owner(s)	
<p>Please list any additional attachments:</p>	

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

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

Property Owner Name(s) (please type or print legibly)	Property Address City, State, Zip Phone Email	Property Owner Interest % of the Area of the Zone Lots to Be Rezoned	Please sign below as an indication of your consent to the above certification statement (must sign in the exact same manner as title to the property is held)	Date	Indicate the type of ownership documentation provided: (A) Assessor's record, (B) warranty deed or deed of trust, (C) title policy or commitment, or (D) other as approved	Property owner representative written authorization? (YES/NO)
EXAMPLE John Alan Smith and Josie Q. Smith	123 Sesame Street Denver, CO 80202 (303) 555-5555 sample@sample.gov	100%	<i>John Alan Smith</i> <i>Josie Q. Smith</i>	01/01/12	(A)	NO
Brent Heath BW 2901 Land LP	2901 Broadway Denver, CO 80216	100%		2/24/17	B	YES

CREAI BW-2901 GP, LLC

UNANIMOUS CONSENT OF MANAGER AND MEMBER

The undersigned, being the sole Manager ("**Manager**") and sole Member ("**Member**") of **CREAI BW-2901 GP, LLC**, a Delaware limited liability company (the "**Company**"), do hereby consent, pursuant to the Delaware Limited Liability Company Act and the Limited Liability Company Agreement of the Company dated March 28, 2016 to the following:

1. OFFICERS

RESOLVED, that each of the following-named persons be and they hereby are elected as officers of the Company for the office or offices set forth below opposite his or her name, and to hold any such office to which elected until his or her successor should be chosen and qualified in his or her stead, or until his or her earlier death, resignation, retirement, disqualification or removal from office

Stephen T. Clark - Chairman
M. Timothy Clark – President
Brent D. Heath – Vice President, Treasurer, and Secretary

BE IT FURTHER RESOLVED, that each of the foregoing officers may, without the joinder of any other officer, Manager or Member, act on behalf of the Company to transact any business or act authorized in the Company Agreement.

IN WITNESS WHEREOF, the undersigned has executed this instrument as of and effective the 28th day of March, 2016.

MANAGER:

CYPRESS REAL ESTATE ADVISORS, INC.,
a Delaware corporation

By: _____

M. Timothy Clark, President

MEMBER:

CREA PARTNERS I, L.P.
a Delaware limited partnership

By: CREA Partners I Management, L.P., as
General Partner

By: CREA Partners I GP, L.L.C., its
General Partner

By: _____

M. Timothy Clark, President

February 24, 2017

Via email

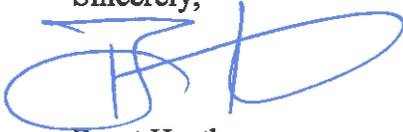
Ms. Heidi Tippetts
Operations Coordinator
Community Planning and Development City and County of Denver

Re: Rezoning Application 3204, 3206 Denargo and 2901 Broadway, Denver, CO 80216

Dear Ms. Tippetts:

Please let this letter serve as notice that Jim West with GFF Architects and Chase Hill and Dudley Simmons with Argyle Residential are hereby deemed agents for the purposes of the rezoning efforts on the above referenced tracts.

Sincerely,



Brent Heath
Vice President
CREAI BW-2901 GP, LLC
General Partner for BW-2901 Land, L.P.



Brent Heath
Vice President
CREAI BW-2901 GP, LLC
Managing Member for Artex MF Land, LLC



**ARCHITECTS
INTERIORS
LANDSCAPE
PLANNING**

Dallas
2808 Fairmount Street, Suite 300
Dallas, Texas | 75201
214.303.1500

Fort Worth
3300 West 7th Street, Suite 110
Fort Worth, Texas | 76107
817.303.1500

February 13, 2017
REVISED April 4, 2017

Mr. Scott Robinson
Senior City Planning
Community Planning & Development
201 W. Colfax Ave.
Dept. 205
Denver, CO 80202

RE: Zone Map Amendment - 2901 Broadway Denver, CO 80216

Dear Scott:

This Document will serve as the REVISED supporting documentation for the Zone Map Amendment Application for 2901 Broadway, Denver, CO 80216, currently zoned as **I-B, UO-2 and R-MU-30 w/ waivers and conditions**, to be rezoned as **C-MX-16**. It is being revised to address the comments received from you on March 31, 2017.

Review Criteria complying with DZC Sec. 12.4.10.7:

- A. Consistency with Adopted Plans.** There are currently 4 Plans adopted by the City which pertain to this site. *The 38th & Blake Height Amendments, Blueprint Denver, Comprehensive Plan 2000 and the River North Plan.* It is my belief, and that of the property owner, that this parcel complies with all of the adopted Plans for this parcel, and that the Zone Map should be amended as requested for the following reasons:

38th & Blake Height Amendments:

- This parcel lies outside of the boundaries of the 38th & Blake Height Amendment as shown on the Amendments map shown on page 7 of the Amendments [attached];

Blueprint Denver:

- This parcel is identified as being within an Area of Change and will help to satisfy the Strategies outlined in Blueprint Denver for bringing development into the Area of Change;
- This parcel is identified as part of a mixed-use area by the Plan Map in Blueprint Denver. Amending the Zone Map will bring this parcel in line with the Blueprint Denver Land Use Map;

Denver Comprehensive Plan 2000:

- This parcel is part of the Central Platte Valley area that the Comp Plan 2000 envisions for mixed-use redevelopment, "that will extend the density and vitality of Downtown northwesterly to the banks of the South Platte River."
- This parcel fulfills one of the key components of the Denver 2000 Comp Plan by redeveloping vacant, and/ or underutilized land, especially close-in to the downtown core in order to conserve land by designing for mixed-use communities.

River North Plan:

- This rezoning of this parcel of land will bring it in line with the mixed-use, particularly residential mixed-use, designation identified by the River North Zoning Plan. Consistent with other adopted plans, this parcel has been identified as being under-utilized by the River North Plan.
- The River North Plan lists as one of its General Framework Goals the addition of new development to create, "a unique environment both in terms of an eclectic mix of uses and

exciting, innovative architecture,” as to improve connections to River North, Downtown and other nearby neighborhoods.

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

- B. Uniformity of District Regulations and Restrictions.** The rezoning of this parcel will maintain uniformity of district regulations and restrictions. This property will become C-MX-16 and will allow this parcel to be more fully integrated into the Denargo Marketplace neighborhood which is across Wewatta Way from the parcel, bringing residential units to the area and further reducing the industrial use of the land as is currently zoned and bringing in a greater density and vitality to the neighborhood as recommended in the Area of Change designation.
- C. Public Health, Safety and General Welfare.** This Zoning Map Amendment will promote the health, safety, and general welfare of the area’s residents, tenants, and visitors by having a zoning designation that is inline with the Adopted Plans of the City of Denver,

Review Criteria complying with DZC Sec. 12.4.10.8:

- A. Justifying Circumstances.**
 - 4. The land or its surrounding environs has changed or is changing to such a degree that it is in the public interest to encourage a redevelopment of the area or to recognize the changed character of the area. As outlined above, this parcel has been identified by Blueprint Denver, the Denver Comprehensive Plan 2000, and the River North Plan as being an Area of Change and is recognized as being underutilized and in need of being redeveloped into a mixed-use neighborhood.
- B. Consistency with Neighborhood Context Description, Zone District Purpose and Intent Statements.** The Zoning designation being applied for in this application will allow still allow for a mix of uses as does currently exist, however it will also allow for a higher density of use for the parcel to conform with the Adopted Plans and offer a mix of zoning uses for the property. In addition, allowing a higher density and a mix of uses, particularly adjacent to the existing residential buildings across Wewatta Way will help to promote an active, pedestrian-oriented neighborhood.

Additional information/ criteria:

- A.** It is the intent of the owner to remove the UO-2 billboard overlay from the property;
- B.** It is the intent of the Owner to rezone only to the property line and not to the centerline of Wewatta Way, since it is a Private Street within the Denargo Market Metropolitan Area;

I look forward to discussing the Zoning Map Amendment application for this parcel of land with you in great depth. Should you have any questions or comments, please do not hesitate to contact me.

Best Regards,



James West, RA, LEED® AP
Associate Principal/ Studio Director

cc: Dudley Simmons
Chase Hill
James T. Johnson
Meaghan Turner
Kevin Lora
Project File



04/12/2016 10:08 AM
City & County of Denver
Electronically Recorded

R \$26.00

WD

D \$630.00

WHEN RECORDED RETURN TO:
C/O Cypress Real Estate Advisors, Inc., 1601 South Mopac
Expressway, Suite 175
Austin, TX 78746

DF: \$ 630.00

SPECIAL WARRANTY DEED

THIS SPECIAL WARRANTY DEED is made on April 12th 2016 between

Broadway 29 LLC, a Delaware limited liability company ("Grantor"), duly organized and existing under the laws of the State of Delaware whose legal address is 27777 Franklin Road, Suite 200 Southfield, MI 48034

and

BW-2901 Land, LP, a Delaware limited partnership ("Grantee"), duly organized and existing under the laws of the State of Delaware whose legal address is C/O Cypress Real Estate Advisors, Inc. 1601 South Mopac Expressway, Suite 175, Austin, TX 78746

WITNESS, that the Grantor, for and in consideration of Six Million Three Hundred Thousand Dollars and No/100's (\$6,300,000.00), the receipt and sufficiency of which is hereby acknowledged, has granted, bargained, sold and conveyed and by these presents does grant, bargain, sell, convey and confirm unto the Grantee and the successors and assigns of the Grantee forever, all of the real property, together with the fixtures and improvements located thereon owned by grantor, if any, situate, lying and being in the County of DENVER and State of COLORADO, described as follows:

See Exhibit A attached hereto and made a part hereof.

Also Known As: 2901 Broadway, Denver, CO 80216-5026

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 the Grantor, either in law or in equity, of, in and to the above bargained premises, with the hereditaments and appurtenances.

TO HAVE AND TO HOLD the said premises above bargained and described, with the appurtenances, unto the Grantee, its successors and assigns forever. The Grantor, for itself and its successors and assigns, does covenant and agree that it shall and will WARRANT and FOREVER DEFEND the above bargained premises in the quiet and peaceable possession of the Grantee and the successors and assigns of the Grantee, against all and every person or persons lawfully claiming the whole, or any part thereof, by, through or under the Grantor, except those specific exceptions set forth in Exhibit B Attached hereto and made a part hereof.

EXECUTED AND DELIVERED on the date set forth above.

Broadway 29 LLC, a Delaware limited liability company
By RINO II LLC, A Michigan limited liability company, Its Manager


By Gary Shiffman, Manager

STATE OF Michigan

} ss.

COUNTY OF Oakland

The foregoing instrument was acknowledged before me this 12th day of April, 2016 by Gary Shiffman Manager of RINO II LLC, A Michigan limited liability company Manager of Broadway 29 LLC, a Delaware limited liability company

Witness my hand and official seal.

My commission expires:


Notary Public

Expiration Date:

Special Warranty Deed, Page 1 of 4

SHEREL E. SHAND
NOTARY PUBLIC, OAKLAND COUNTY, MI
MY COMMISSION EXPIRES: OCT. 18, 2020 File # F0541414
ACTING IN OAKLAND COUNTY

EXHIBIT "A"

Parcel One:

A piece or parcel of land situated in the Northeast $\frac{1}{4}$ of the Southwest $\frac{1}{4}$ of Section 27, Township 3 South, Range 68 West of the 6th Principal Meridian, described as follows, to wit: Beginning at a point that is 417.58 feet distant Westerly from the North and South centerline of said Section 27, measured along a straight line at right angles thereto at a point thereon that is 75.67 feet distant South of the center of said Section measured along said North and South centerline; thence Southerly along a straight line that is parallel with said North and South centerline of Section 27, 148.63 feet to a point; thence Westerly along a straight line at right angles to said North and South centerline of Section 27, 222.17 feet to a point; thence Northerly along a straight line that is parallel with said North and South centerline of Section 27, 148.63 feet to a point; thence Easterly along a straight line at right angles to said North and South centerline of Section 27, 222.17 feet to the Point of Beginning, City and County of Denver, State of Colorado.

Parcel Two:

A piece or parcel of land situated in the Northeast $\frac{1}{4}$ of the Southwest $\frac{1}{4}$ of Section 27, Township 3 South, Range 68 West of the 6th Principal Meridian, described as follows, to-wit:

Commencing at a point that is 417.58 feet distant Westerly from the North and South centerline of said Section 27, measured along a straight line at right angles thereto at a point thereon that is 75.67 feet distant South of the center of said Section, measured along said North and South centerline; thence Southerly along a straight line that is parallel with said North - South centerline of Section 27, a distance of 148.63 feet to the point of beginning; Thence on a deflection angle to the left of 90 degrees 00 minutes 00 seconds, a distance of 34.64 feet; Thence on a deflection angle to the left of 41 degrees 50 minutes 04 seconds, a distance of 224.45 feet; thence on a deflection angle to the right of 122 degrees 54 minutes 00 seconds, a distance of 63.64 feet to a point of non-tangent curve; thence along the arc of said curve to the right, the chord of which deflects to the right an angle of 55 degrees 31 minutes 43 seconds from the last described course, having a radius of 2940.87 feet, a central angle of 02 degrees 42 minutes 10 seconds, an arc distance of 138.73 feet to a point of tangent; thence Southwesterly along said tangent, 48.00 feet to a point of tangent curve; thence along the arc of said curve to the right having a radius of 564.03 feet, a central angle of 12 degrees 08 minutes 47 seconds, a distance of 119.57 feet; thence on a deflection angle to the right from the chord of the last described curve of 98 degrees 39 minutes 52 seconds, a distance of 31.56 feet; thence on a deflection angle to the right of 27 degrees 23 minutes 24 seconds, a distance of 27.72 feet; thence on a deflection angle to the left of 90 degrees 04 minutes 23 seconds, a distance of 186.48 feet; thence on a deflection angle to the right of 90 degrees 00 minutes 00 seconds, a distance of 55.00 feet; thence on a deflection angle to the right of 90 degrees 00 minutes 00 seconds, a distance of 222.17 feet, more or less, to the true Point of Beginning, City and County of Denver, State of Colorado.

Excepting therefrom that portion conveyed in Special Warranty Deed recorded October 1, 2008, under Reception No. 2008134600.

Parcel Three:

A parcel of land being a portion of the Southwest quarter of Section 27, Township 3 South, Range 68 West of the 6th Principal Meridian, more particularly described as follows:

Basis of bearings: Bearings are based on the East line of the Northwest quarter of Section 27, Township 3 South, Range 68 West of the 6th P.M., bearing North 00°01'41" West.



Commencing at the center quarter corner of said Section 27; thence South 89°59'53" West along the East-West centerline of said Section 27, 417.55 feet; thence departing said East – West centerline, South 00°00'07" East, a distance of 75.62 feet to the Northeast corner of that certain parcel of land described as Parcel 1, in the Special Warranty Deed recorded August 7, 2002, at Reception No. 2002137766 in the records of the Denver County Clerk and Recorder, and the Point of Beginning;

Thence along the Easterly extension of the North boundary of said Parcel 1, North 89°58'19" East, a distance of 13.00 feet to the beginning of a tangent curve concave Northerly having a radius of 195.00 feet; thence Easterly along said curve through a central angle of 20°56'19" an arc length of 71.26 feet; thence South 00°01'41" East, a distance of 118.43 feet to a point on the Northwesterly boundary of that certain parcel of land described as Parcel 3 in said Special Warranty Deed; thence along the Northwesterly and the Northerly boundary of said Parcel 3 the following two (2) courses:

1. South 48°16'03" West, a distance of 64.74 feet;
2. South 89°58'19" West, a distance of 34.36 feet to the Southeast corner of said Parcel 1;

Thence along the East boundary of said Parcel 1, North 00°01'41" West, a distance of 148.63 feet to the Point of Beginning, City and County of Denver, State of Colorado.

Parcel Four: Access Easement

A non-exclusive easement for access, ingress and egress over the "Easement Area" set forth in that certain Agreement to Terminate Existing Easement Agreement and Grant of New Access Easement recorded October 1, 2008 at Reception No. 2008134605, being a portion of the Southwest quarter of Section 27, Township 3 South, Range 68 West of the 6th Principal Meridian, more particularly described as follows:

Basis of bearings: Bearings are based on the East line of the Northwest quarter of Section 27, Township 3 South, Range 68 West of the 6th P.M., and bearing North 00°01'41" West.

Commencing at the center quarter corner of said Section 27; thence South 89°59'53" West, along the East – West centerline of said Section 27, a distance of 639.71 feet; thence departing said East – West centerline, South 00°00'07" East, a distance of 75.72 feet to the Northwest corner of that certain parcel of land described as Parcel 1, in the Special Warranty Deed recorded August 7, 2002, at Reception No. 2002137766 in the records of the Denver County Clerk and Recorder, and the Point of Beginning; thence South 00°01'41" East, along the West boundary of said Parcel 1, a distance of 148.63 feet to the Southwest corner of said Parcel 1, also being the Northwest corner of that certain parcel of land described as Parcel 3 in said Special Warranty Deed; thence South 00°01'24" East along the West boundary of said Parcel 3, a distance of 54.90 feet to the Southwest corner of said Parcel 3; thence South 89°58'19" West, a distance of 40.00 feet; thence North 00°01'24" West, a distance of 54.90 feet; thence North 00°01'41" West, a distance of 148.62 feet; thence North 89°58'19" East, a distance of 40.00 feet to the Point of Beginning, City and County of Denver, State of Colorado.

Also known by street address as: **2901 Broadway Denver, CO 80216-5026**

A.P.N. # 2274-00-093-000

EXHIBIT B**List of Permitted Exceptions**

1. TAXES AND ASSESSMENTS FOR THE 2ND ¼ 2015 TAX YEAR AND SUBSEQUENT YEARS, A LIEN NOT YET DUE AND PAYABLE
2. THOSE MATTERS AFFECTING TITLE, IF ANY, REFLECTED ON THAT CERTAIN ALTA/ACSM LAND TITLE SURVEY JOB NO. 52116-01, DATED APRIL 6, 2016 PREPARED BY DALE C. RUSH ON BEHALF OF AZTEC CONSULTANTS, INC., 8000 SOUTH LINCOLN STREET, SUITE 201, LITTLETON, COLORADO 80122, AND SUCH OTHER MATTERS AFFECTING TITLE, IF ANY, WHICH WOULD BE DISCLOSED IN AN ACCURATE SURVEY.
3. RIGHTS OF TENANTS, AS TENANTS ONLY, UNDER UNRECORDED LEASES.
4. WARRANTY DEED CONTAINING RESERVATIONS TO UNION PACIFIC RAILROAD COMPANY RECORDED IN BOOK 6098 AT PAGE 196. (AFFECTS PARCEL ONE)

NOTE: MINERAL RESERVATIONS CONVEYED BY UNION PACIFIC RAILROAD COMPANY TO UNION PACIFIC LAND RESOURCES CORPORATION, RECORDED APRIL 26, 1995 UNDER RECEPTION NO. 9500046416.

NOTE: RELINQUISHMENT AND QUITCLAIM DEED FROM UNION PACIFIC RAILROAD COMPANY, A DELAWARE CORPORATION, INCLUDING NO SURFACE ENTRY RIGHTS, RECORDED FEBRUARY 23, 2010 UNDER RECEPTION NO. 2010020617.
5. TERMS, CONDITIONS, PROVISIONS, BURDENS AND OBLIGATIONS AS SET FORTH IN COVENANT BY DENARGO MARKET, L.P., A DELAWARE LIMITED PARTNERSHIP RECORDED FEBRUARY 23, 2010 UNDER RECEPTION NO. 2010020701.
6. EASEMENTS AND INCIDENTAL PURPOSES AS CONTAINED IN RULE AND ORDER RECORDED FEBRUARY 17, 1998 UNDER RECEPTION NO. 9800022578. (AFFECTS PARCEL TWO)
7. RESERVATION OF ALL MINERALS AND MINERAL RIGHTS OF EVERY KIND AND CHARACTER, BUT NOT INCLUDING SURFACE RIGHTS AS MORE PARTICULARLY SET FORTH IN INSTRUMENT, BY UNION PACIFIC LAND RESOURCES CORPORATION IN DEED RECORDED APRIL 5, 1973 IN BOOK 671 AT PAGE 334. (AFFECTS PARCEL THREE)
8. THE EFFECT OF DENARGO MARKET GENERAL DEVELOPMENT PLAN RECORDED APRIL 4, 2007 UNDER RECEPTION NO. 2007054152 AND RECORDED OCTOBER 7, 2008 UNDER RECEPTION NO. 2008136480 AND 2ND MINOR AMENDMENT RECORDED SEPTEMBER 1, 2009 UNDER RECEPTION NO. 2009115958 AND 3RD AMENDMENT RECORDED JANUARY 10, 2014 UNDER RECEPTION NO. 2014003001. (AFFECTS PARCEL FOUR)
9. TERMS, CONDITIONS, PROVISIONS, BURDENS AND OBLIGATIONS AS SET FORTH IN AGREEMENT TO TERMINATE EXISTING EASEMENT AGREEMENT AND GRANT OF NEW ACCESS EASEMENT RECORDED OCTOBER 01, 2008 UNDER RECEPTION NO. 2008134605. (AFFECTS PARCEL FOUR)
10. THE EFFECT OF DENARGO MARKET SITE PLAN RECORDED FEBRUARY 25, 2009 UNDER RECEPTION NO. 2009023565 AND AMENDMENT THERETO RECORDED SEPTEMBER 28, 2009 UNDER RECEPTION NO. 2009128207 AND AMENDMENT NO. 2 RECORDED APRIL 12, 2012 UNDER RECEPTION NO. 2012049476. (AFFECTS PARCEL FOUR)
11. PERMANENT EASEMENT AS GRANTED TO THE CITY AND COUNTY OF DENVER BY QUIT CLAIM DEED RECORDED JANUARY 23, 2012 UNDER RECEPTION NO. 2012008119. (AFFECTS PARCEL TWO)
12. EASEMENTS, CONDITIONS, COVENANTS, RESTRICTIONS, RESERVATIONS AND NOTES ON THE PLAT OF DENARGO MARKET SUBDIVISION FILING NO. 2 RECORDED APRIL 12, 2012 UNDER RECEPTION NO. 2012049308. (AFFECTS PARCEL FOUR)
13. DECLARATION OF COVENANTS, CONDITIONS AND RESTRICTIONS FOR DENARGO MARKET RECORDED MAY 04, 2012, UNDER RECEPTION NO. 2012059131. (AFFECTS PARCEL FOUR)

END OF EXCEPTIONS

This document has been recorded electronically. Please see the attached copy to view the County Recorder's stamp as it now appears in the public record.
Reception No. 20160416234
County: DENVER Date: 4-16-16
Submitted by: Fidelity National Title Co.

WHEN RECORDED RETURN TO:
C/O Cypress Real Estate Advisors, Inc., 1601 South Mopac Expressway, Suite 175
Austin, TX 78746

DF: \$ 630.00

SPECIAL WARRANTY DEED

THIS SPECIAL WARRANTY DEED is made on April 12th 2016 between

Broadway 29 LLC, a Delaware limited liability company ("Grantor"), duly organized and existing under the laws of the State of Delaware
whose legal address is 27777 Franklin Road, Suite 200 Southfield, MI 48034

and

BW-2901 Land, LP, a Delaware limited partnership ("Grantee"), duly organized and existing under the laws of the State of Delaware
whose legal address is C/O Cypress Real Estate Advisors, Inc. 1601 South Mopac Expressway, Suite 175, Austin, TX 78746

WITNESS, that the Grantor, for and in consideration of Six Million Three Hundred Thousand Dollars and No/100's (\$6,300,000.00), the receipt and sufficiency of which is hereby acknowledged, has granted, bargained, sold and conveyed and by these presents does grant, bargain, sell, convey and confirm unto the Grantee and the successors and assigns of the Grantee forever, all of the real property, together with the fixtures and improvements located thereon owned by grantor, if any, situate, lying and being in the County of DENVER and State of COLORADO, described as follows:

See Exhibit A attached hereto and made a part hereof.

Also Known As: 2901 Broadway , Denver, CO 80216-5026

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 the Grantor, either in law or in equity, of, in and to the above bargained premises, with the hereditaments and appurtenances.

TO HAVE AND TO HOLD the said premises above bargained and described, with the appurtenances, unto the Grantee, its successors and assigns forever. The Grantor, for itself and its successors and assigns, does covenant and agree that it shall and will WARRANT and FOREVER DEFEND the above bargained premises in the quiet and peaceable possession of the Grantee and the successors and assigns of the Grantee, against all and every person or persons lawfully claiming the whole, or any part thereof, by, through or under the Grantor, except those specific exceptions set forth in Exhibit B Attached hereto and made a part hereof.

EXECUTED AND DELIVERED on the date set forth above.

Broadway 29 LLC, a Delaware limited liability company
By **RINO II LLC, A Michigan limited liability company, Its Manager**


By Gary Shiffman, Manager

STATE OF Michigan

} ss.

COUNTY OF Oakland

The foregoing instrument was acknowledged before me this 12th day of April, 2016 by

Gary Shiffman Manager of RINO II LLC, A Michigan limited liability company Manager of Broadway 29 LLC, a Delaware limited liability company

EXHIBIT "A"

Parcel One:

A piece or parcel of land situated in the Northeast $\frac{1}{4}$ of the Southwest $\frac{1}{4}$ of Section 27, Township 3 South, Range 68 West of the 6th Principal Meridian, described as follows, to wit: Beginning at a point that is 417.58 feet distant Westerly from the North and South centerline of said Section 27, measured along a straight line at right angles thereto at a point thereon that is 75.67 feet distant South of the center of said Section measured along said North and South centerline; thence Southerly along a straight line that is parallel with said North and South centerline of Section 27, 148.63 feet to a point; thence Westerly along a straight line at right angles to said North and South centerline of Section 27, 222.17 feet to a point; thence Northerly along a straight line that is parallel with said North and South centerline of Section 27, 148.63 feet to a point; thence Easterly along a straight line at right angles to said North and South centerline of Section 27, 222.17 feet to the Point of Beginning, City and County of Denver, State of Colorado.

Parcel Two:

A piece or parcel of land situated in the Northeast $\frac{1}{4}$ of the Southwest $\frac{1}{4}$ of Section 27, Township 3 South, Range 68 West of the 6th Principal Meridian, described as follows, to-wit:

Commencing at a point that is 417.58 feet distant Westerly from the North and South centerline of said Section 27, measured along a straight line at right angles thereto at a point thereon that is 75.67 feet distant South of the center of said Section, measured along said North and South centerline; thence Southerly along a straight line that is parallel with said North – South centerline of Section 27, a distance of 148.63 feet to the point of beginning; Thence on a deflection angle to the left of 90 degrees 00 minutes 00 seconds, a distance of 34.64 feet; Thence on a deflection angle to the left of 41 degrees 50 minutes 04 seconds, a distance of 224.45 feet; thence on a deflection angle to the right of 122 degrees 54 minutes 00 seconds, a distance of 63.64 feet to a point of non-tangent curve; thence along the arc of said curve to the right, the chord of which deflects to the right an angle of 55 degrees 31 minutes 43 seconds from the last described course, having a radius of 2940.87 feet, a central angle of 02 degrees 42 minutes 10 seconds, an arc distance of 138.73 feet to a point of tangent; thence Southwesterly along said tangent, 48.00 feet to a point of tangent curve; thence along the arc of said curve to the right having a radius of 564.03 feet, a central angle of 12 degrees 08 minutes 47 seconds, a distance of 119.57 feet; thence on a deflection angle to the right from the chord of the last described curve of 98 degrees 39 minutes 52 seconds, a distance of 31.56 feet; thence on a deflection angle to the right of 27 degrees 23 minutes 24 seconds, a distance of 27.72 feet; thence on a deflection angle to the left of 90 degrees 04 minutes 23 seconds, a distance of 186.48 feet; thence on a deflection angle to the right of 90 degrees 00 minutes 00 seconds, a distance of 55.00 feet; thence on a deflection angle to the right of 90 degrees 00 minutes 00 seconds, a distance of 222.17 feet, more or less, to the true Point of Beginning, City and County of Denver, State of Colorado.

Excepting therefrom that portion conveyed in Special Warranty Deed recorded October 1, 2008, under Reception No. 2008134600.

Parcel Three:

A parcel of land being a portion of the Southwest quarter of Section 27, Township 3 South, Range 68 West of the 6th Principal Meridian, more particularly described as follows:

Basis of bearings: Bearings are based on the East line of the Northwest quarter of Section 27, Township 3 South, Range 68 West of the 6th P.M., bearing North 00°01'41" West.

Commencing at the center quarter corner of said Section 27; thence South 89°59'53" West along the East-West centerline of said Section 27, 417.55 feet; thence departing said East – West centerline, South 00°00'07" East, a distance of 75.62 feet to the Northeast corner of that certain parcel of land described as Parcel 1, in the Special Warranty Deed recorded August 7, 2002, at Reception No. 2002137766 in the records of the Denver County Clerk and Recorder, and the Point of Beginning;

Thence along the Easterly extension of the North boundary of said Parcel 1, North 89°58'19" East, a distance of 13.00 feet to the beginning of a tangent curve concave Northerly having a radius of 195.00 feet; thence Easterly along said curve through a central angle of 20°56'19" an arc length of 71.26 feet; thence South 00°01'41" East, a distance of 118.43 feet to a point on the Northwesterly boundary of that certain parcel of land described as Parcel 3 in said Special Warranty Deed; thence along the Northwesterly and the Northerly boundary of said Parcel 3 the following two (2) courses:

1. South 48°16'03" West, a distance of 64.74 feet;
2. South 89°58'19" West, a distance of 34.36 feet to the Southeast corner of said Parcel 1;

Thence along the East boundary of said Parcel 1, North 00°01'41" West, a distance of 148.63 feet to the Point of Beginning, City and County of Denver, State of Colorado.

Parcel Four: Access Easement

A non-exclusive easement for access, ingress and egress over the "Easement Area" set forth in that certain Agreement to Terminate Existing Easement Agreement and Grant of New Access Easement recorded October 1, 2008 at Reception No. 2008134605, being a portion of the Southwest quarter of Section 27, Township 3 South, Range 68 West of the 6th Principal Meridian, more particularly described as follows:

Basis of bearings: Bearings are based on the East line of the Northwest quarter of Section 27, Township 3 South, Range 68 West of the 6th P.M., and bearing North 00°01'41" West.

Commencing at the center quarter corner of said Section 27; thence South 89°59'53" West, along the East – West centerline of said Section 27, a distance of 639.71 feet; thence departing said East – West centerline, South 00°00'07" East, a distance of 75.72 feet to the Northwest corner of that certain parcel of land described as Parcel 1, in the Special Warranty Deed recorded August 7, 2002, at Reception No. 2002137766 in the records of the Denver County Clerk and Recorder, and the Point of Beginning; thence South 00°01'41" East, along the West boundary of said Parcel 1, a distance of 148.63 feet to the Southwest corner of said Parcel 1, also being the Northwest corner of that certain parcel of land described as Parcel 3 in said Special Warranty Deed; thence South 00°01'24" East along the West boundary of said Parcel 3, a distance of 54.90 feet to the Southwest corner of said Parcel 3; thence South 89°58'19" West, a distance of 40.00 feet; thence North 00°01'24" West, a distance of 54.90 feet; thence North 00°01'41" West, a distance of 148.62 feet; thence North 89°58'19" East, a distance of 40.00 feet to the Point of Beginning, City and County of Denver, State of Colorado.

Also known by street address as: **2901 Broadway Denver, CO 80216-5026**

A.P.N. # 2274-00-093-000

EXHIBIT B

List of Permitted Exceptions

1. TAXES AND ASSESSMENTS FOR THE 2ND ½ 2015 TAX YEAR AND SUBSEQUENT YEARS, A LIEN NOT YET DUE AND PAYABLE
2. THOSE MATTERS AFFECTING TITLE, IF ANY, REFLECTED ON THAT CERTAIN ALTA/ACSM LAND TITLE SURVEY JOB NO. 52116-01, DATED APRIL 6, 2016 PREPARED BY DALE C. RUSH ON BEHALF OF AZTEC CONSULTANTS, INC., 8000 SOUTH LINCOLN STREET, SUITE 201, LITTLETON, COLORADO 80122, AND SUCH OTHER MATTERS AFFECTING TITLE, IF ANY, WHICH WOULD BE DISCLOSED IN AN ACCURATE SURVEY.
3. RIGHTS OF TENANTS, AS TENANTS ONLY, UNDER UNRECORDED LEASES.
4. WARRANTY DEED CONTAINING RESERVATIONS TO UNION PACIFIC RAILROAD COMPANY RECORDED IN BOOK 6098 AT PAGE 196. (AFFECTS PARCEL ONE)

NOTE: MINERAL RESERVATIONS CONVEYED BY UNION PACIFIC RAILROAD COMPANY TO UNION PACIFIC LAND RESOURCES CORPORATION, RECORDED APRIL 26, 1995 UNDER RECEPTION NO. 9500046416.

NOTE: RELINQUISHMENT AND QUITCLAIM DEED FROM UNION PACIFIC RAILROAD COMPANY, A DELAWARE CORPORATION, INCLUDING NO SURFACE ENTRY RIGHTS, RECORDED FEBRUARY 23, 2010 UNDER RECEPTION NO. 2010020617.
5. TERMS, CONDITIONS, PROVISIONS, BURDENS AND OBLIGATIONS AS SET FORTH IN COVENANT BY DENARGO MARKET, L.P., A DELAWARE LIMITED PARTNERSHIP RECORDED FEBRUARY 23, 2010 UNDER RECEPTION NO. 2010020701.
6. EASEMENTS AND INCIDENTAL PURPOSES AS CONTAINED IN RULE AND ORDER RECORDED FEBRUARY 17, 1998 UNDER RECEPTION NO. 9800022578. (AFFECTS PARCEL TWO)
7. RESERVATION OF ALL MINERALS AND MINERAL RIGHTS OF EVERY KIND AND CHARACTER, BUT NOT INCLUDING SURFACE RIGHTS AS MORE PARTICULARLY SET FORTH IN INSTRUMENT, BY UNION PACIFIC LAND RESOURCES CORPORATION IN DEED RECORDED APRIL 5, 1973 IN BOOK 671 AT PAGE 334. (AFFECTS PARCEL THREE)
8. THE EFFECT OF DENARGO MARKET GENERAL DEVELOPMENT PLAN RECORDED APRIL 4, 2007 UNDER RECEPTION NO. 2007054152 AND RECORDED OCTOBER 7, 2008 UNDER RECEPTION NO. 2008136480 AND 2ND MINOR AMENDMENT RECORDED SEPTEMBER 1, 2009 UNDER RECEPTION NO. 2009115958 AND 3RD AMENDMENT RECORDED JANUARY 10, 2014 UNDER RECEPTION NO. 2014003001. (AFFECTS PARCEL FOUR)
9. TERMS, CONDITIONS, PROVISIONS, BURDENS AND OBLIGATIONS AS SET FORTH IN AGREEMENT TO TERMINATE EXISTING EASEMENT AGREEMENT AND GRANT OF NEW ACCESS EASEMENT RECORDED OCTOBER 01, 2008 UNDER RECEPTION NO. 2008134605. (AFFECTS PARCEL FOUR)
10. THE EFFECT OF DENARGO MARKET SITE PLAN RECORDED FEBRUARY 25, 2009 UNDER RECEPTION NO. 2009023565 AND AMENDMENT THERETO RECORDED SEPTEMBER 28, 2009 UNDER RECEPTION NO. 2009128207 AND AMENDMENT NO. 2 RECORDED APRIL 12, 2012 UNDER RECEPTION NO. 2012049476. (AFFECTS PARCEL FOUR)
11. PERMANENT EASEMENT AS GRANTED TO THE CITY AND COUNTY OF DENVER BY QUIT CLAIM DEED RECORDED JANUARY 23, 2012 UNDER RECEPTION NO. 2012008119. (AFFECTS PARCEL TWO)
12. EASEMENTS, CONDITIONS, COVENANTS, RESTRICTIONS, RESERVATIONS AND NOTES ON THE PLAT OF DENARGO MARKET SUBDIVISION FILING NO. 2 RECORDED APRIL 12, 2012 UNDER RECEPTION NO. 2012049308. (AFFECTS PARCEL FOUR)
13. DECLARATION OF COVENANTS, CONDITIONS AND RESTRICTIONS FOR DENARGO MARKET RECORDED MAY 04, 2012, UNDER RECEPTION NO. 2012059131. (AFFECTS PARCEL FOUR)