



TO: Denver City Council
FROM: Libbie Glick, Senior City Planner
DATE: April 2, 2026
RE: Official Zoning Map Amendment Application #2024I-00135 and 2025-REZONE-0000025

Staff Report and Recommendation

Based on the criteria for review in the Denver Zoning Code, Staff recommends approval for Application #2024I-00135 and 2025-REZONE-0000025.

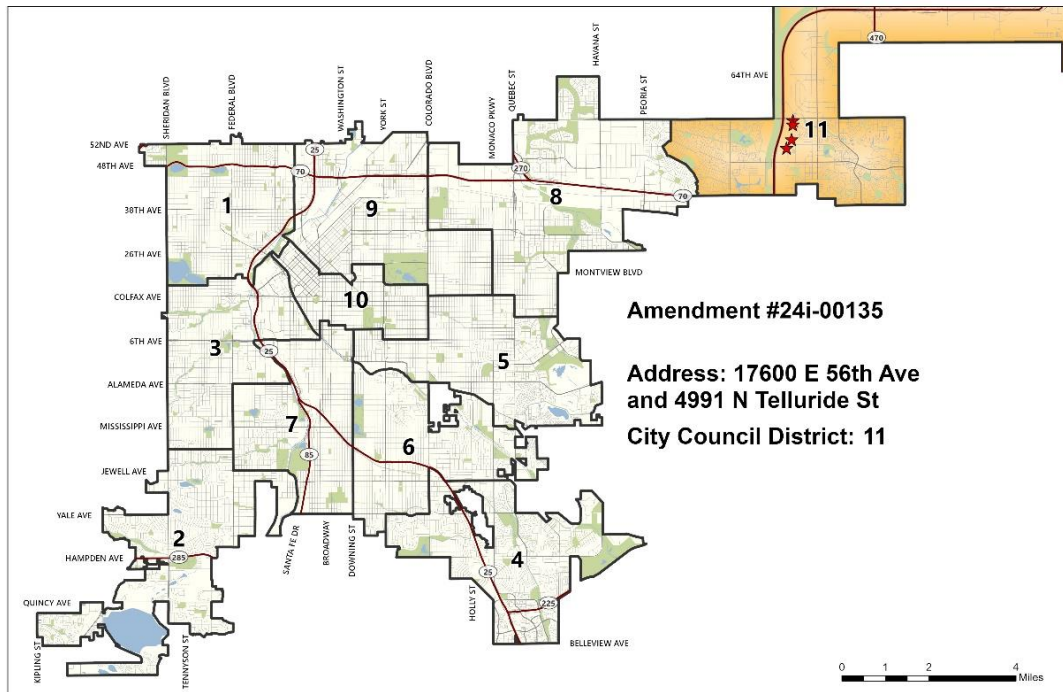
Request for Rezoning

Address: 17600 E 56th Ave. and 4991 N Telluride St.
Neighborhood/Council District and CM: Gateway - Green Valley Ranch / Council District 11, CM Gilmore
RNOs: Montbello 2020, Opportunity Corridor Coalition of United Residents, and Inter-Neighborhood Cooperation (INC)
Area of Property: 74 acres
Current Zoning: C-MU-10 w/conditions and C-MU-30 w/waivers, UO-1
Proposed Zoning: S-MX-5 and S-MX-8
Property Owner(s): DIA Colorado JV LLC and Spur 10 Holdings LP
Owner Representative: Peter Wall

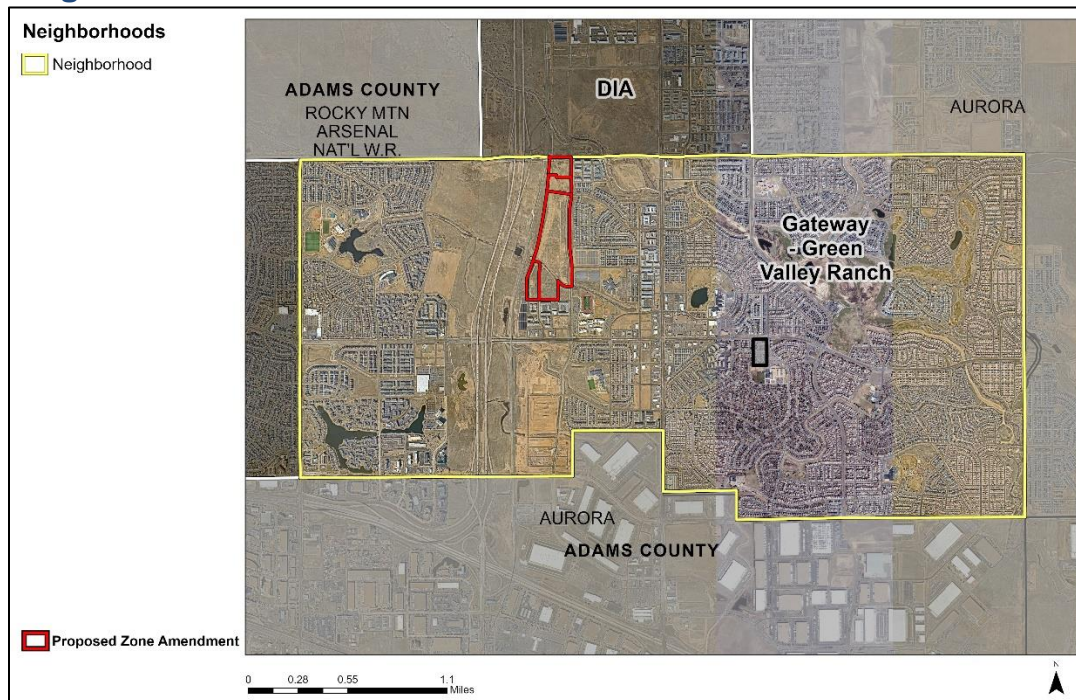
Summary of Rezoning Request

- The subject property is located in the northeastern part of the city along Telluride Street, between Green Valley Ranch Boulevard and East 56th Avenue, just east of Pena Boulevard and is also known as the Denver Spur.
- The subject site is 74 acres and is currently vacant. The applicant is proposing to rezone to a mixed-use zone district to allow for multi-unit residential and commercial/retail. The applicant sold 17.1 acres of the total 74 acres to Denver Public Schools for a future school site.
- The proposed S-MX-5 and S-MX-8 districts are Suburban, Mixed Use districts up to 5 and 8 stories, respectively and are intended for use in the Suburban Neighborhood context. The Suburban areas are characterized by single-unit and multi-unit residential, commercial strips and centers, and office parks. Commercial buildings are typically separated from residential and consist of Shopfront and General building forms. Further details of the requested zone district(s) can be found in the proposed zone district section of the staff report (below) and in Article 3 of the Denver Zoning Code (DZC).

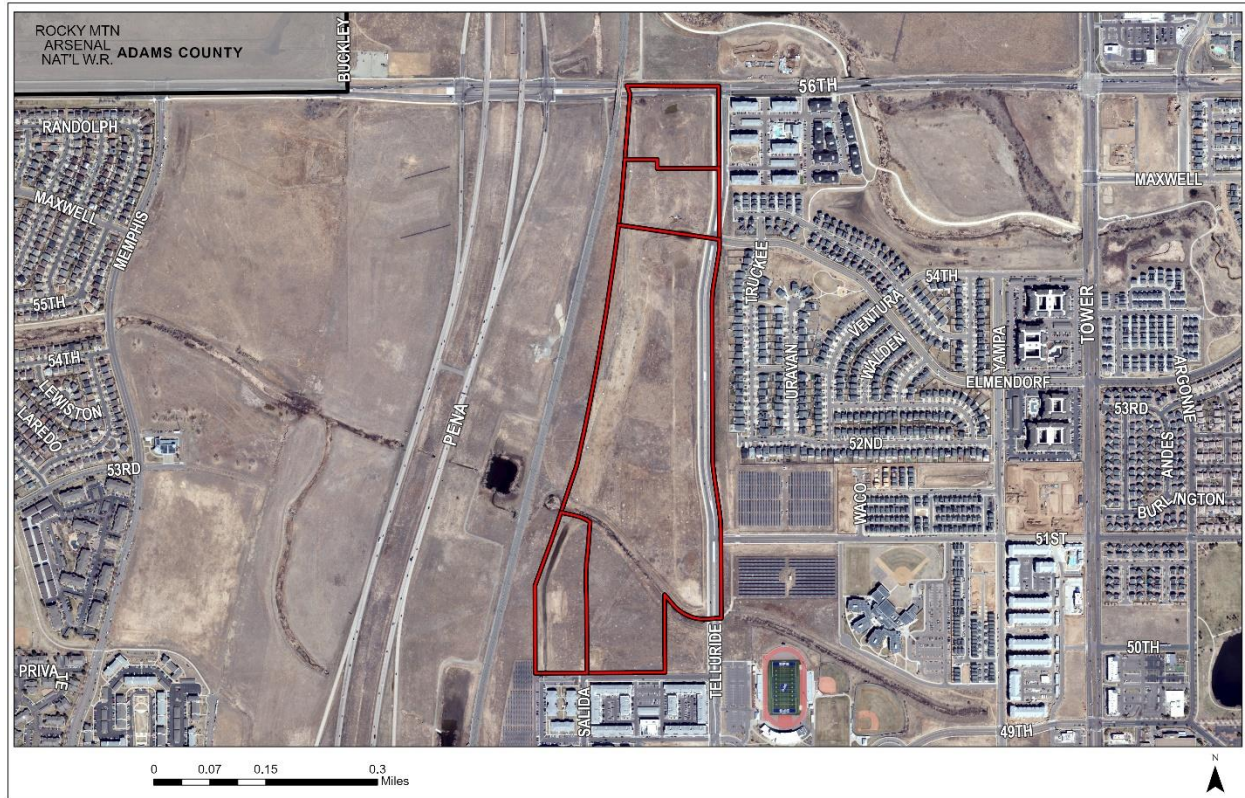
City Location



Neighborhood Location



1. Existing Context

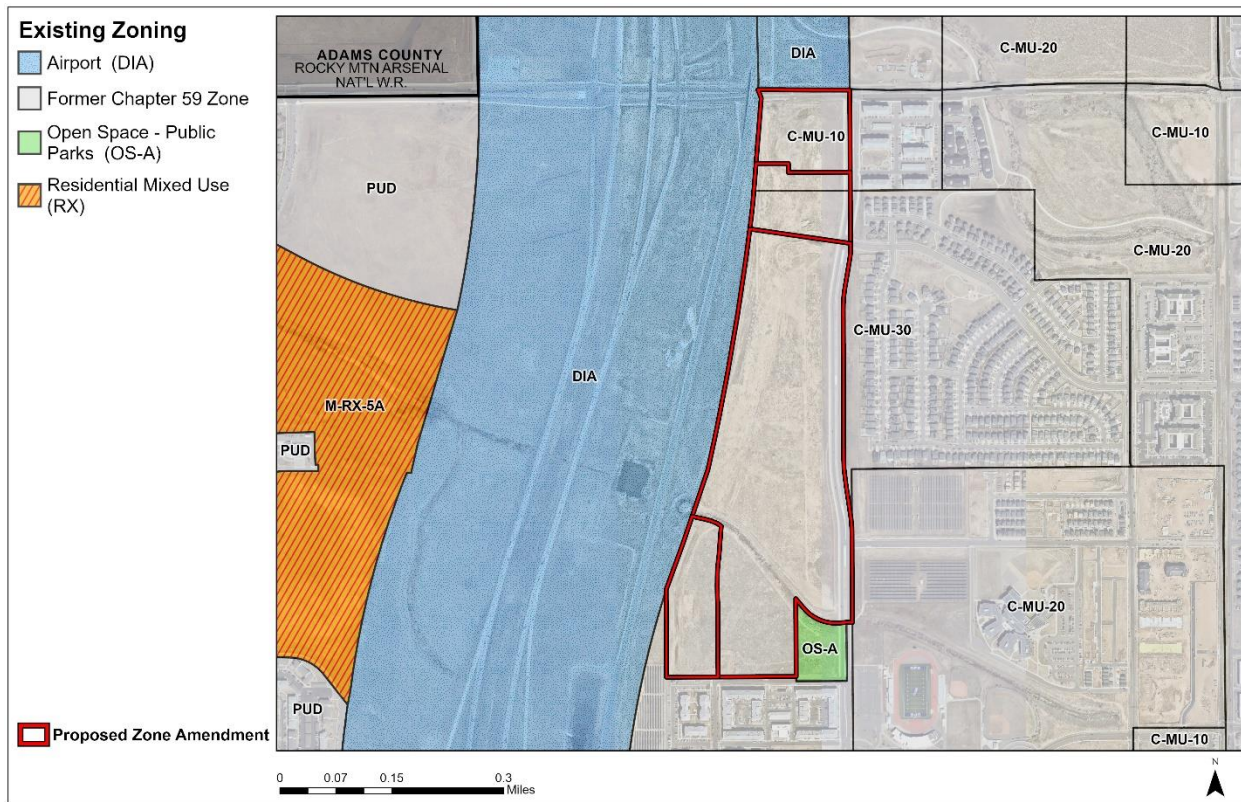


The subject property is in the Gateway-Green Valley Ranch statistical neighborhood, which is characterized primarily by single-unit and multi-unit residential uses with some commercial uses along main corridors. Generally, there is a pattern of irregular blocks with curvilinear streets with no alley access. The subject site is accessible by East 56th Avenue to the north and Telluride Street to the east, just east of Pena Boulevard. There is a light rail station, just over half a mile north of the subject property at 61st and Pena that travels between Denver's Union Station and Denver International Airport. The closest bus stop is also about a half mile away at East 56th Avenue and Tower Road, Rout 169 L (Buckly/Tower DIA Limited), which runs about every hour in the early morning.

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

| | Existing Zoning | Existing Land Use | Existing Building Form/Scale | Existing Block, Lot, Street Pattern |
|-------|--|-----------------------------------|--|--|
| Site | C-MU-10 w/conditions and C-MU-30 w/waivers, UO-1 | Vacant | | Generally irregular grid of streets with curvilinear street and large blocks. Commercial uses are mainly along major arterial streets with mainly single-unit along local streets. |
| North | DIA, DO-6 | Vacant | | |
| South | OS-A and C-MU-30 w/waivers, UO-1 | Multi-unit residential | Three-story multi-unit residential in multiple structures with greenspace and surface parking surrounding buildings | |
| East | C-MU-10 w/conditions, C-MU-30 w/waivers, UO-1 | Single and multi-unit residential | Two-story single-unit homes with driveways and detached sidewalks. Four-story multi-unit apartments in multiple structures | |
| West | DIA | Right of way and Pena Boulevard | | |

2. Existing Zoning



The C-MU-10 zone district is a commercial mixed-use district in the Former Chapter 59 zoning code and “is the most restrictive of the commercial mixed-use districts, with the shortest list of allowed uses” (FC59 59-301). This district has a maximum gross floor area of two times the area of the zone lot. This district also includes conditions, but these are only applicable to properties north of East 56th Avenue, which this property is not.

The C-MU-30 district is also a commercial mixed-use district in the Former Chapter 59 zoning code and “provides for a wide range of commercial, office, retail, industrial, and residential uses that allow property owners the flexibility to respond to the long-term evolution of development trends” (FC59 59-301). This district has a maximum gross floor area equal to the area of the zone lot (1:1). This district also includes waivers that waive out certain commercial and industrial uses, requires Special Review for limited commercial and industrial uses (trailer/vehicle sales, truck and equipment sales) and waives the right to occupy land for parking of vehicles as a permitted use unless the use is enclosed in a parking garage or parking structure.

3. Urban Design Standards & Guidelines

Adopted in 1999, the Design Guidelines for Denver Gateway apply to any proposed development on this site. They provide guidelines and standards that articulate the level of design quality expected of improvements in the Denver Gateway area. The document is concerned with street design, site planning, architectural design, landscape design, and signage

and lighting which work together to meet the intent of the Urban Design Standards & Guidelines by developing a built environment with an appropriate scale of development to promote pedestrian activity and a sense of place. The document also sets forth the required design review process for applicants, including an Urban Design review to determine if the proposed development is consistent with the standards and guidelines. The Urban Design Standards and Guidelines apply throughout a defined geographic area in Gateway – Green Valley Ranch. They will apply to this property regardless of whether this rezoning is approved.

4. Large Development Review

The Development Review Committee reviewed this rezoning application to see if the proposal would be subject to the Large Development Plan process outlined in Section 12.4.12 of the Denver Zoning Code and thus require the creation of a Large Development Framework.

After review, it was determined the project would be subject to LDR review for the following reasons:

- The proposed development application is larger than five acres.
- The implementation of the Far Northeast Area Plan, which encourages mixed-use development beyond the allowance of the site's current zoning and recommends the LDR process for larger sites.
- Rezoning is proposed for the site.
- Infrastructure improvements that require a coordinated master framework are anticipated for the project.
- The proposed development will require new public infrastructure including streets.

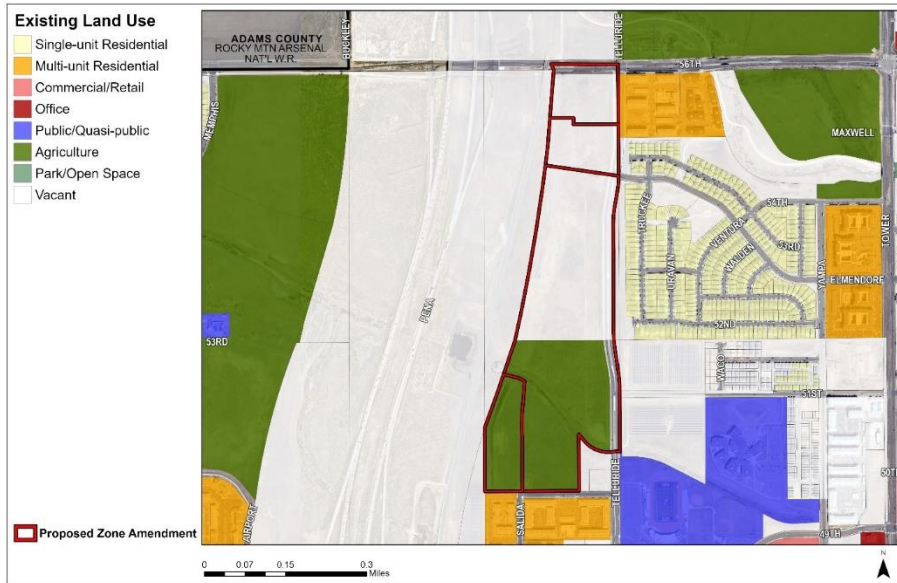
The Denver Spur LDR Framework outlines specific regulatory steps required for implementation of the development including completion of rezoning, development agreement, infrastructure master plan, subdivision, and typical construction and building permits. Further details of this determination can be found attached to this staff report.

5. Affordable Housing Plan/Development Agreement

Concurrent with the rezoning, the applicant has a High Impact Development Compliance Plan (HIDCP) with the city. There are two potential pathways depending on whether the project received Low Income Housing Tax Credits (LIHTC). If the project receives a LIHTC award, then approximately 21% of the total units will be Income-Restricted Units (IRUs) for households below 60% of the Area Median Income (AMI), and at least 10% of the IRUs will be reserved for households at 30% AMI. If the site does not receive a LIHTC award, then at least 12% of the units will be income-restricted to households at 60% AMI.

Regardless of the compliance pathway, 50% of the IRUs will have two bedrooms and 20% of the IRUs will have three bedrooms. The project will also remain affordable for 99 years.

6. Existing Land Use Map



7. Existing Building Form and Scale (images from Google photos)



View of subject property looking west from Telluride St.



View of property to the north, looking north from East 56th Ave.



View of single-unit homes east of the subject property, looking west.

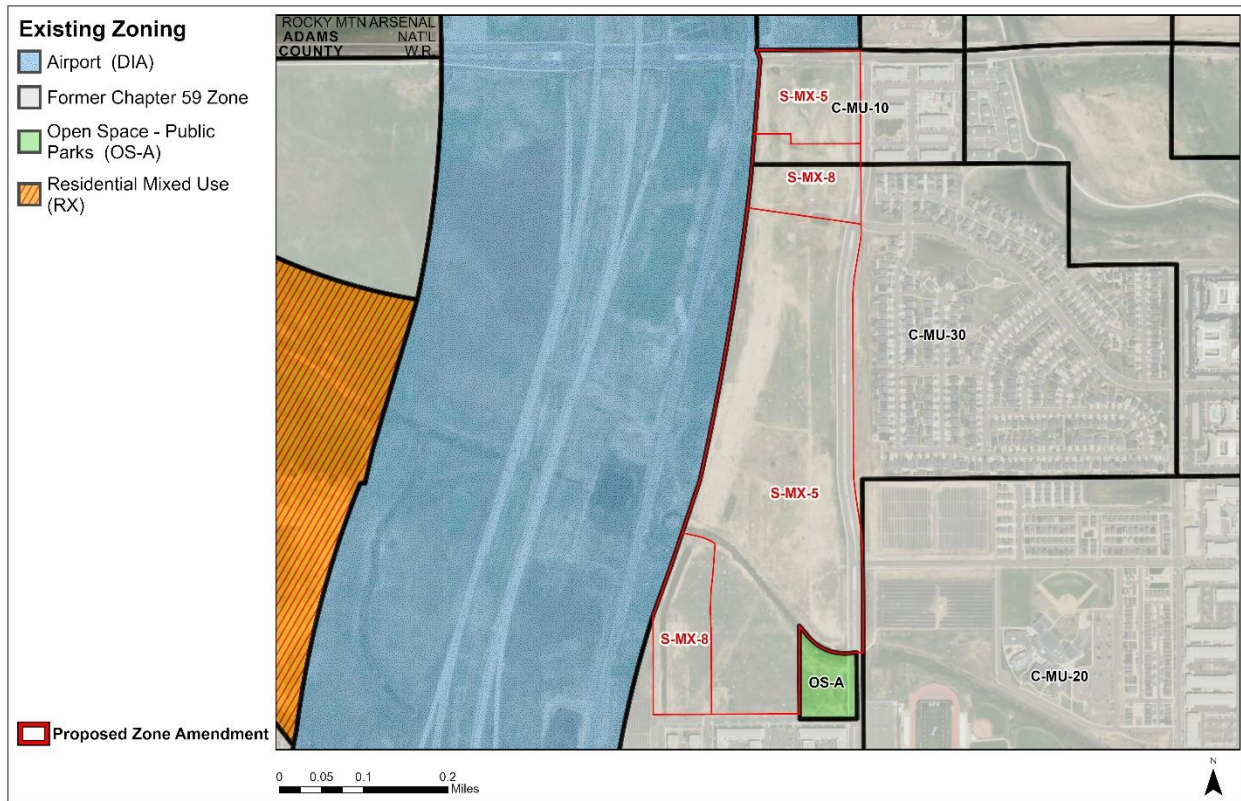


View of property to the south, looking south from East 49th Ave.



View of Pena Blvd., directly west of subject property, looking north.

Proposed Zoning



As shown on the map above, the applicant is requesting to rezone the most northern portion of the site and largest area in the middle of the site to S-MX-5. The other two smaller areas are proposed to be rezoned to S-MX-8. S-MX-5 and S-MX-8 are mixed-use zone districts allowing the Drive Thru Services, Drive Thru Restaurant, General, and Shopfront building forms. The districts allow a variety of residential, commercial, retail, and office uses as primary uses. A maximum of 5 stories or 70 feet is permitted in S-MX-5 and a maximum of 8 stories, or 110' feet is permitted in S-MX-8. Both require a minimum 0' primary setback.

The primary building forms allowed in the existing zone district and the proposed zone district are summarized below.

| Design Standards | C-MU-10 w/conditions and C-MU-30/ waivers | S-MX-5 and S-MX-8 |
|------------------------------------|---|---|
| Primary Building Forms Allowed | N/A | Drive Thru Services; Drive Thru Restaurant; General; Shopfront |
| Stories/Heights (max) | Max Gross Floor Area of 2:1 (C-MU-10) and 1:1 (C-MU-30) | 5/70' and 8/120' |
| Primary Build-To Percentages (min) | N/A | N/A (Drive Thru Services); 50% (Drive Thru Restaurant, General**); 75% (Shopfront) |
| Primary Build-To Ranges | N/A | N/A (Drive Thru Services); 0'-80' (Drive Thru Restaurant, General**), 0'/5' (Shopfront) |
| Minimum Zone Lot Size/Width | N/A | N/A |
| Primary Setbacks (min) | 0' | 0' |
| Building Coverages | N/A | N/A |

**Standard varies between building forms

Summary of City Agency Referral Comments

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

Assessor: Approved – No Response

Asset Management: Approved – No comments

Denver Public Schools: Approved – No Response

Department of Public Health and Environment: Approved – No Comments

Denver Parks and Recreation: Approved – No Comments

Department of Transportation and Infrastructure - City Surveyor: Legal is approved

Development Services - Transportation: Approved – No Response

Development Services – Wastewater: Approved – No Response

Development Services – Project Coordination: Approved – No Comments

Development Services – Fire Prevention: Approve Rezoning Only – will require additional information at site plan review.

Public Review Process

| | Date |
|--|------------------|
| Property legally posted for a period of 15 days within 10 days of the submission of a complete application and CPD informational notice of receipt of the rezoning application to all affected members of City Council, registered neighborhood organizations, property owners, and tenants: | 9/8/2025 |
| Property legally posted for a period of 15 days and CPD written notice of the Planning Board public hearing sent to all affected members of City Council, registered neighborhood organizations, property owners, and tenants: | 1/6/2026 |
| Planning Board Public Hearing: | 1/21/2026 |
| CPD written notice of the Community Planning and Housing Committee meeting sent to all affected members of City Council and registered neighborhood organizations, at least ten (10) working days before the meeting: | 2/10/2026 |
| Community Planning and Housing Committee of the City Council moved the bill forward: | 2/24/2026 |
| Property legally posted for a period of 21 days and CPD notice of the City Council public hearing sent to all affected members of City Council and registered neighborhood organizations: | 3/16/2026 |
| City Council Public Hearing: | 4/6/2026 |

- **Planning Board Public Hearing**
 This application went to Planning Board on January 21, and the Board voted 7-0 to recommend approval of the rezoning. During the meeting there were several questions on traffic impacts and the large development review. One member of the public spoke in opposition to the proposed rezoning citing concerns over traffic and taking away green space.
- **Public Outreach and Input**
 The applicant conducted engagement prior to submitting the application. The engagement is documented as part of the attached application.

 - **Registered Neighborhood Organizations (RNO)**
 Staff received a letter in support of the rezoning from the Montbello 20/20 & Beyond RNO citing the applicant’s community outreach and the public benefits, including a public park, Denver Public School site, and affordable housing.

- **General Public Comments**

As of the date of this staff report, one email was received in opposition to the rezoning. The commentor is concerned with traffic, loss of green space, and public safety.

Criteria for Review / Staff Evaluation

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

DZC Section 12.4.10.7

1. Consistency with Adopted Plans
2. Public Interest
1. Consistency with Neighborhood Context Description, Zone District Purpose and Intent Statements

1. Consistency with Adopted Plans

The following adopted plans apply to this property:

- *Denver Comprehensive Plan 2040* (2019)
- *Blueprint Denver* (2019)
- *Far Northeast Area Plan* (2019)

Denver Comprehensive Plan 2040

The proposed rezoning is consistent with many of the adopted *Denver Comprehensive Plan 2040* strategies, which are organized by vision element.

S-MX-5 and S-MX-8 allow for residential, commercial, and office use, which will allow for a variety of amenities and basic services for nearby residents, and there is an affordable housing plan to ensure there's housing available to residents at a variety of income levels. The applicant has also sold 17 acres of the property to Denver Public Schools as a future school site, further equitable access to education.

- Equitable, Affordable and Inclusive Goal 1, strategy C – “Improve equitable access to resources that improve quality of life, including cultural and natural amenities, health care, education, parks, recreation, nutritious food and the arts” (p. 28).
- Equitable, Affordable and Inclusive Goal 3 – “Develop housing that is affordable to residents of all income levels” (p. 28).
- Equitable, Affordable and Inclusive Goal 9 – “Improve equitable access to quality education and lifelong learning opportunities” (p. 30).

S-MX-5 and S-MX-8 expand the permitted uses on the site which could lead to an increase in amenities. The design standards will ensure any proposed use or development is consistent with the surrounding neighborhood.

- Strong and Authentic Neighborhoods Goal 1, Strategy D – “Encourage quality infill development that is consistent with the surrounding neighborhood and offers opportunities for increased amenities” (p. 34).

The proposed map amendment will allow a mixed-use development in an area where uses are largely separated from each other with a single land use on each lot. S-MX-5 and S-MX-8 permit a variety of uses on a single lot, which allows Denver to grow responsibly and promotes land conservation.

- Environmentally Resilient Goal 8, Strategy B – “Encourage mixed-use communities where residents can live, work and play in their own neighborhoods” (p. 54).

Blueprint Denver

Blueprint Denver was adopted in 2019 as a supplement to *Comprehensive Plan 2040* and establishes an integrated framework for the city’s land use and transportation decisions. *Blueprint Denver* identifies the subject property as part of a Community Center place within the Suburban Neighborhood Context and provides guidance from the future growth strategy for the city.

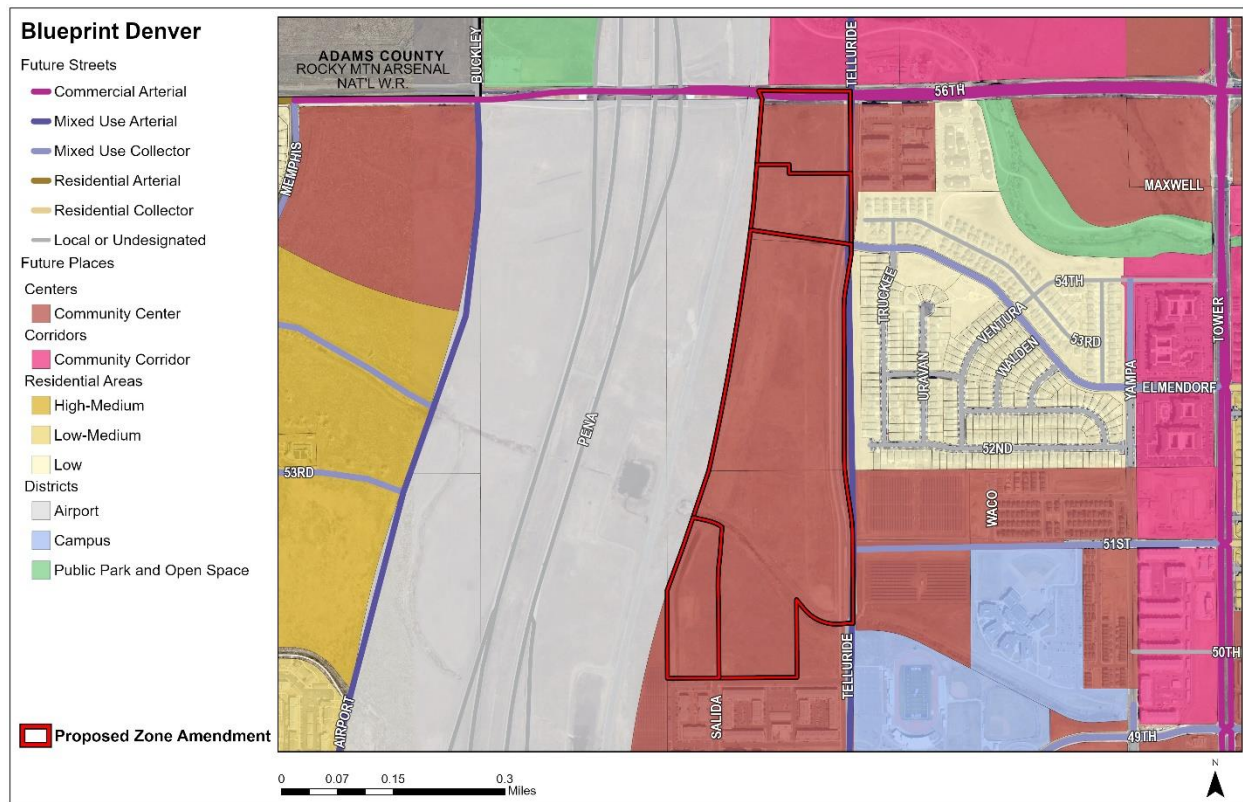
Blueprint Denver Future Neighborhood Context



In *Blueprint Denver*, future neighborhood contexts are used to help understand differences in things like land use and built form and mobility options at a higher scale, between neighborhoods. The subject property is shown on the context map as Suburban neighborhood context, the description of which is

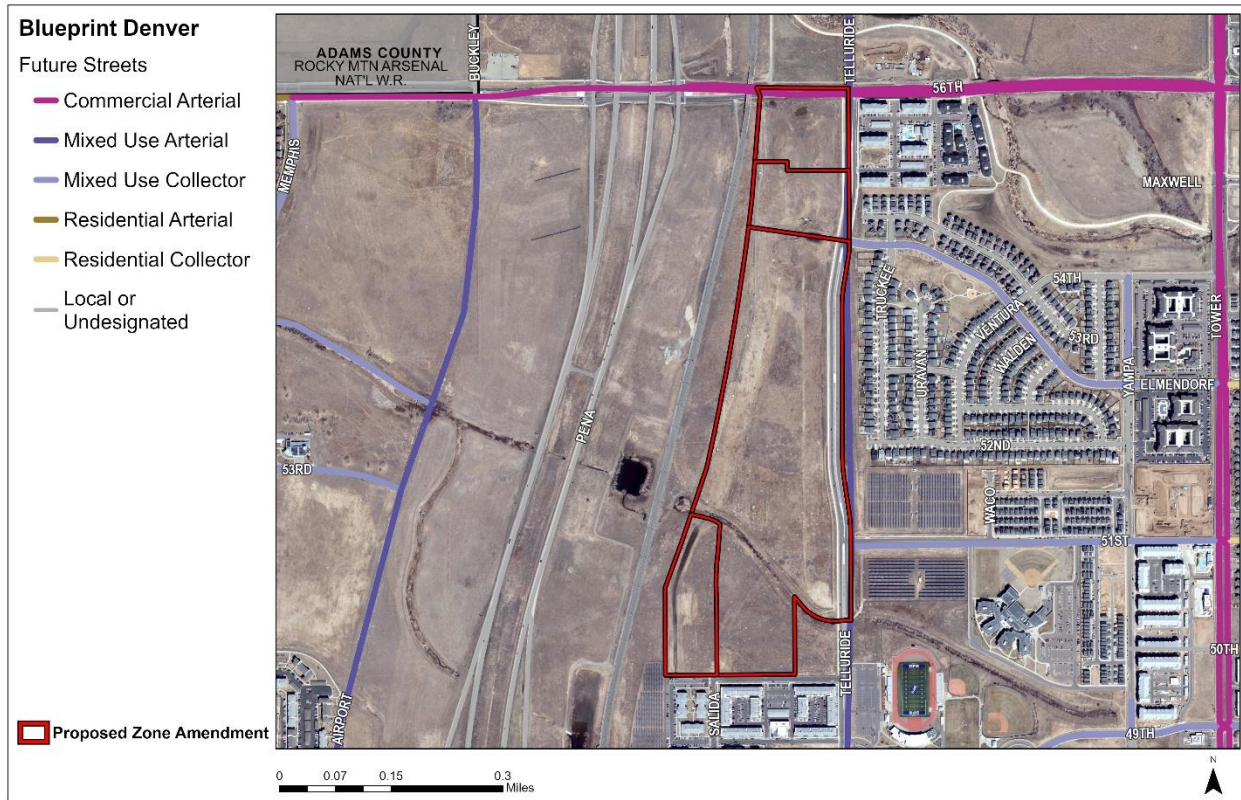
used to guide appropriate zone districts (p. 66). The Suburban neighborhood context is described as a “range of uses from single-unit and multi-unit residential to commercial corridors and centers” with irregular block patterns with curvilinear streets (p. 136). Additionally, “Denver’s suburban areas are still more urban in nature and suburban places should reflect that. Residents in this context should be able to walk and bike to neighborhood destinations safely, though the trips may be longer than in other contexts” (p 189). S-MX-5 and S-MX-8 are zone districts within the Suburban neighborhood context and are “intended to promote safe, active, pedestrian-scaled, diverse areas and enhance the convenience and ease of walking, shopping and public gathering within and around the city’s neighborhoods” (DZC 3.2.4.1). These districts are consistent with the *Blueprint* future neighborhood context of Suburban because they will promote mixed-use areas that can be accessed via pedestrians, bikes, and transit while also providing vehicular access.

Blueprint Denver Future Places



The subject site is designated within a Community Center future place type on the *Blueprint Denver* Future Places map. This future place “typically provides some medium mix of office, commercial and residential uses” with a wide customer draw and heights up to 5 stories (p. 194). The proposed S-MX-5 and S-MX-8 are mixed use districts which allow for office, commercial, and residential uses with heights up to 5 and 8 stories, respectively, which is consistent with the Community Center future designation.

Blueprint Denver Street Types

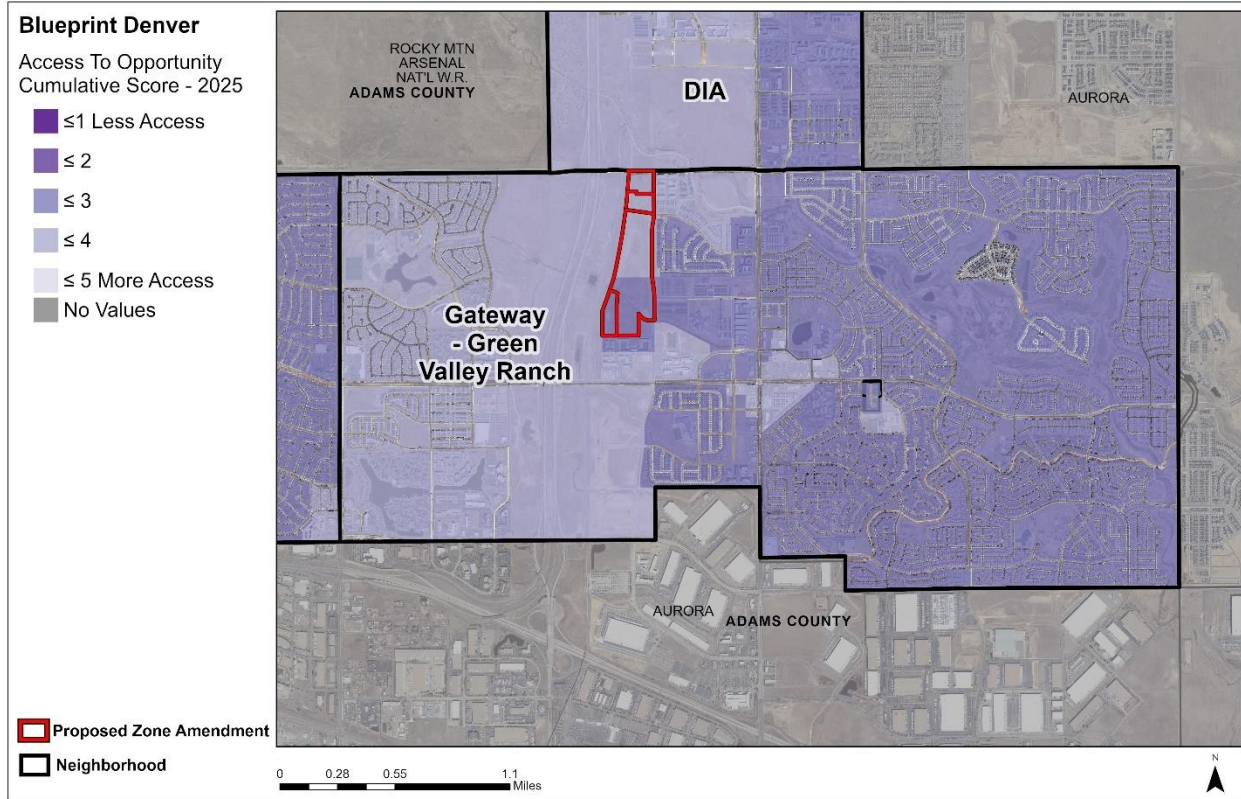


In *Blueprint Denver*, street types work in concert with the future place to evaluate the appropriateness of the intensity of the adjacent development (p. 67). *Blueprint Denver* classifies Green Valley Ranch Boulevard and Telluride as a Mixed-use Arterial. Arterials “are designed for the highest amount of through movement and the lowest degree of property access” (p. 154). The use and built form characteristics of Mixed-Use streets are described as, “varied uses including retail, office, residential and restaurants. Buildings are pedestrian-oriented, typically multi-story usually at maximum building coverage with a shallow front setback” (p. 159). East 56th Avenue is classified as a Commercial Arterial. Commercial streets “typically contain commercial uses including shopping centers, auto services and offices. Buildings are often set back with on-site parking” (p. 159). The S-MX-5 is primarily served by collector and arterial streets, and S-MX-8 is primarily served by arterial streets, both consistent with the arterial streets serving the site.

Blueprint Denver Equity Concepts

Blueprint Denver contains three equity concepts to help guide change to benefit everyone. Each equity concept has associated measurements that helps inform implementation actions through large rezonings along with other implementation actions. Although they cannot be effectively applied to small-scale rezonings, they are helpful in showing patterns across large areas, particularly in areas vulnerable to involuntary displacement. The full equity analysis and applicant response are attached to this staff report.

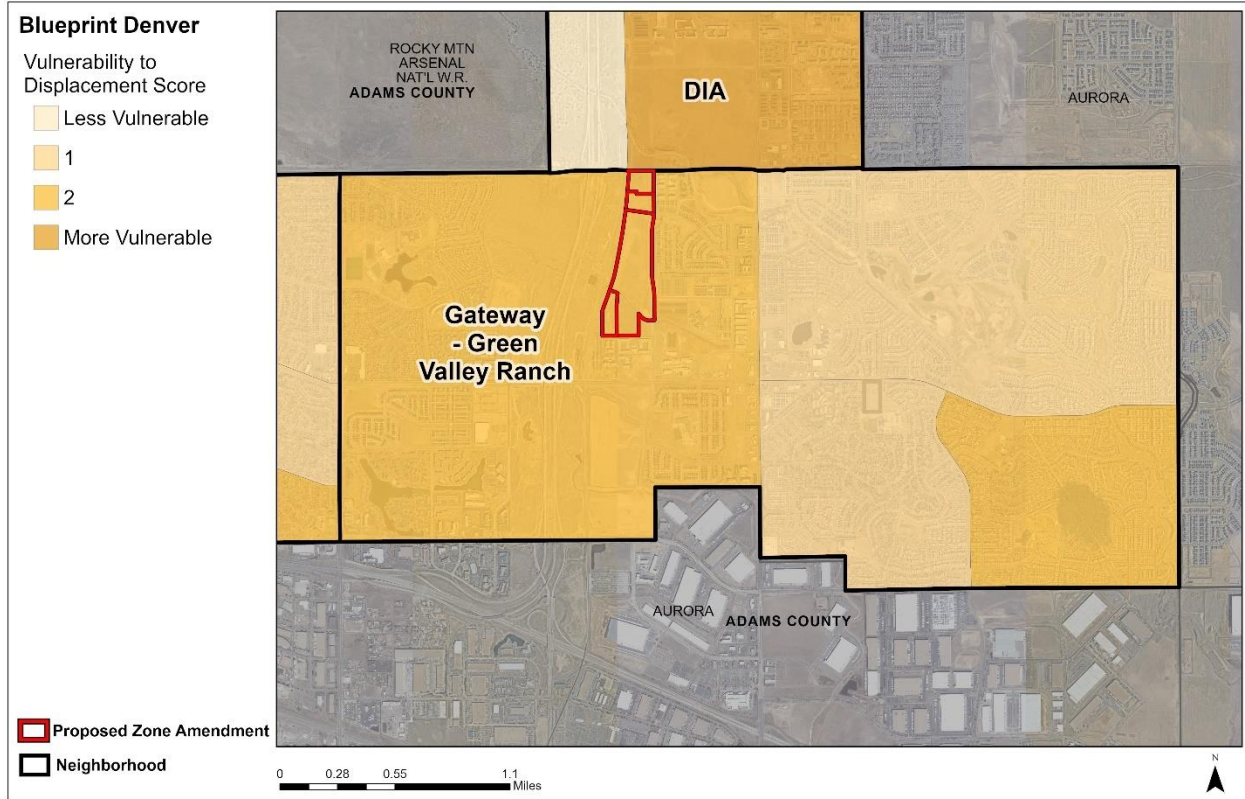
I. Access to Opportunity



The northern portion of the subject property has moderate access to opportunity and the southern portion has less access. The basis for measuring access to opportunity is a composite of the neighborhood equity index developed by Denver’s Department of Public Health and Environment, proximity to high-capacity and frequent transit, and access to centers and corridors. This site’s lowest scores are in child obesity, access to parks, access to fresh food, and access to transit.

This rezoning will allow for a variety of uses including residential, commercial, retail, and office which may increase access to opportunity for nearby residents. Additionally, a portion of the property is a future Denver Public School. School properties typically have open space, fields, and/or playgrounds that are open to the public during non-school hours, which may help this area in terms of childhood obesity and access to parks.

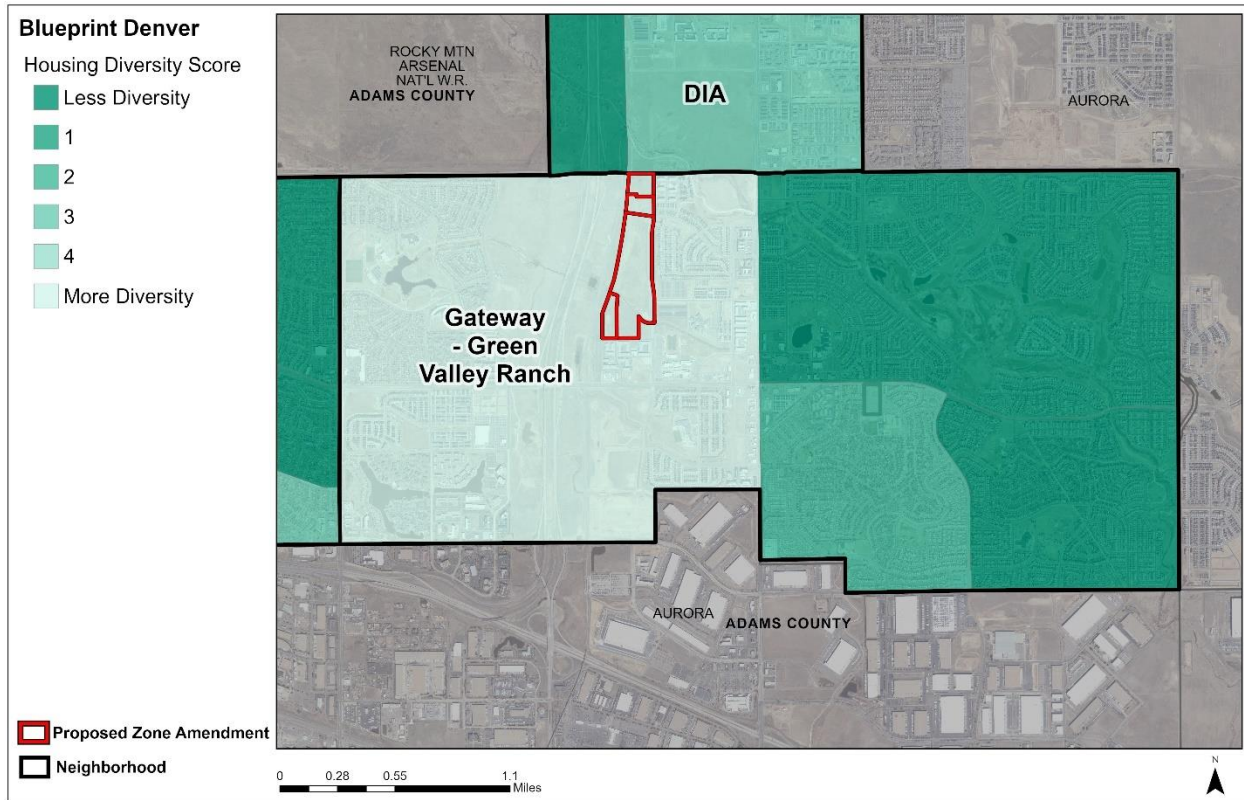
II. Vulnerability to Involuntary Displacement



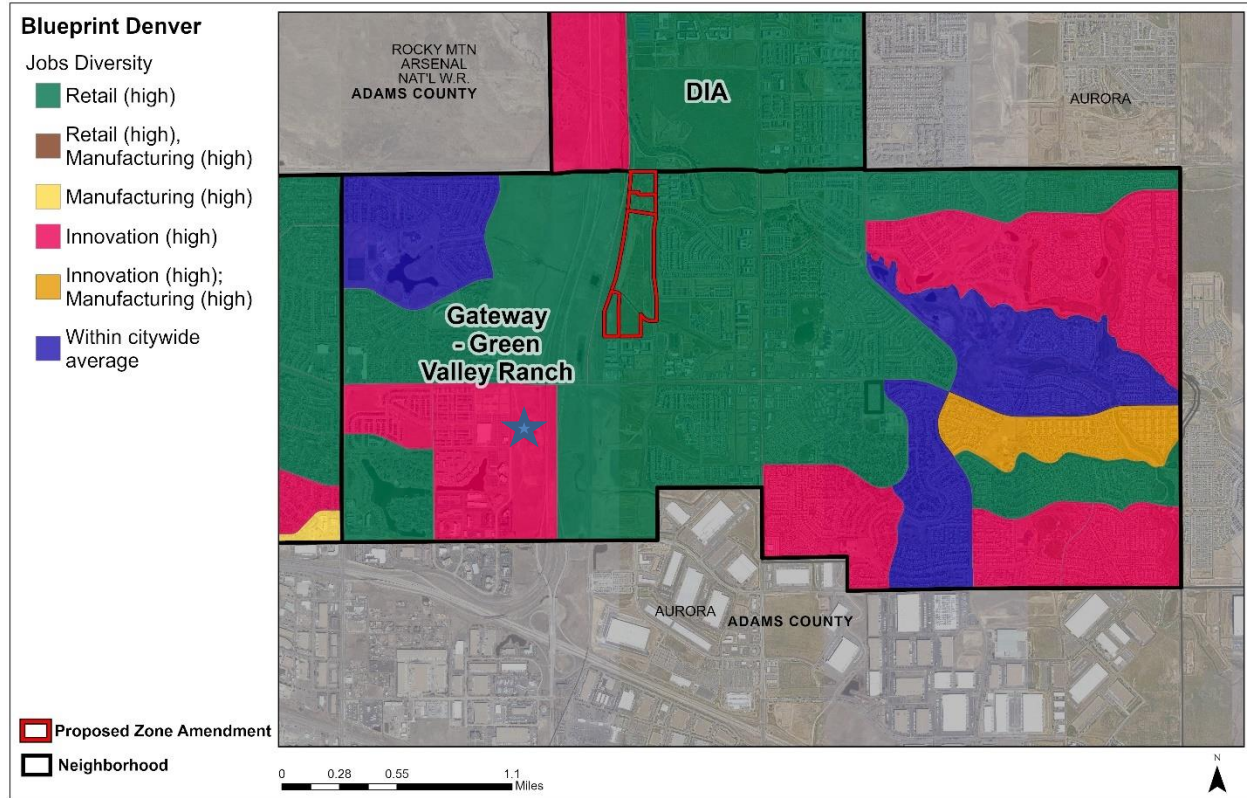
The subject property is in an area that has moderate vulnerability to involuntary displacement. This site scores as vulnerable on 2 of the three indicators. In areas with moderate vulnerability to involuntary displacement, it is important to create opportunities for existing residents to continue to live in their neighborhood. S-MX-5 and S-MX-8 allow for a variety of office and commercial uses, which may bring a range of job opportunities allowing residents with different incomes and education levels to find jobs and build wealth, helping prevent involuntary displacement.

Additionally, the applicant is pursuing a High Impact Development Compliance Plan (HIDCP) concurrent with the rezoning. Through the HIDCP, the property owner has committed to construct a minimum of 12% of the residential units as affordable to residents earning no more than 60% of the Area Median Income (AMI). The units will be affordable for a minimum period of 99 years. This commitment helps mitigate involuntary displacement and may help to keep current residents in place.

III. Expanding Housing and Jobs Diversity



The subject property is in an area that has more housing diversity scoring as diverse on all five metrics. The housing diversity map combines census tract-level data measuring the percentage of middle-density housing (housing with 2-19 units), home size diversity, ownership vs. rental, housing costs and the number of income-restricted units. As previously mentioned, concurrent with the rezoning request, the applicant entered into a high impact development compliance plan. Through this plan, the property owner has committed to construct a minimum of 12% of the residential units as affordable to residents earning no more than 60% of the Area Median Income (AMI). The plan also states that 20% of the income-restricted units will have three bedrooms. These will ensure this area continues to have strong housing diversity.



This map shows the mix of jobs in areas of the city (dominant industry depicted by color). The area which the subject property is within skews towards retail jobs compared to the city as a whole. The proposed zone district allows for various commercial, office and retail jobs and increasing access to a range of many quality jobs enables people of different incomes and education levels to find employment and wealth-building opportunities.

Blueprint Denver Strategies

- Land Use & Built Form: General, 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” (p. 73).

The proposed S-MX-5 and S-MX-8 districts are within the Denver Zoning Code and will bring the properties from the Former Chapter 59 Zoning Code into the Denver Zoning Code, consistent with this strategy.

Climate

This rezoning supports the city’s goals to reduce climate impacts by enabling a mixed-use development with residential, commercial, and educational uses on one site in an area that generally has uses that are separated. Because this site is proposed to have residential, commercial, and educational uses the residents in this area may be less car dependant, which can reduce greenhouse gas emissions from transportation. Also, multi-unit buildings are more energy efficient than low density residential

development types. This energy efficiency will advance Denver's goals to reduce greenhouse gas emissions from buildings, which contribute to a warming climate.

Small Area Plan: *Far Northeast Area Plan*

The Far Northeast Area Plan contains a framework plan for the entire plan area and recommendations for smaller neighborhood areas. Within the Far Northeast Area Plan, the subject property is within the Suburban Neighborhood Context, Community Center Future Places, and is recommended for a maximum building height of 8 stories. See the Future Neighborhood Context Map, Future Places map, Growth Strategy Map, and the recommended Maximum Building Heights Map below.

Far Northeast Area Plan Neighborhood Context

The Far Northeast Area Plan designates the subject property as within the Suburban Neighborhood Context, which is "largely single-unit but can also include higher intensity residential. Commercial development is focused along main corridors and centers bordering residential areas. Although this context is more auto-oriented than others, there should still be quality multimodal connectivity" (p. 31). The proposed S-MX-5 and S-MX-8 districts will allow mixed-use and commercial development along major corridors within the Far Northeast.

Far Northeast Area Plan Future Places

The Far Northeast Area Plan designates the subject property as within a Community Center future place. The plan describes centers as "a mix of office, retail, eating and drinking establishments, commercial services, and multi-unit residential uses" (p. 35). The plan recommends that community centers provide community serving amenities and pedestrian-friendly designs. Land Use and Built Form Policy LU.4.b encourages the creation of "new community centers in presently undeveloped areas including the Gateway area (generally south of 56th Avenue and east and west of Pena scenic buffer)" (p. 38). Additionally, LU.4.c. states that development in these areas should provide community-serving amenities, extend the existing street grid, create a pedestrian-oriented environment, and provide ground story activation (p. 38). The proposed rezoning will create a mixed-use development on a currently undeveloped site within the Gateway area. Furthermore, the S-MX-5 and S-MX-8 districts are intended to promote "safe, active, pedestrian-scaled, diverse areas and enhance the convenience and ease of walking, shopping, and public gathering within and around the city's neighborhoods" (DZC 3.2.4.1) consistent with the Community Center vision.

Far Northeast Area Plan Growth Strategy

Within the *Far Northeast Area Plan*, the growth strategy for the subject property is "Community Centers and Corridors." The plan states that "most change is expected to occur in greenfield areas, that are currently underdeveloped" (p. 41). The subject site is a greenfield area, and the proposed S-MX-5 and S-MX-8 districts will allow the property to be developed with commercial and mixed-use development with the potential to create more jobs and housing for the area.

Far Northeast Area Plan Recommended Maximum Building Heights

The Plan recommends a maximum building height of eight stories for the subject property. S-MX-5 and S-MX-8 districts allow up to five and eight stories in height, consistent with the maximum height guidance.

Far Northeast Area Plan Strategies

LU-16 – “Rezone Former Chapter 59 properties into the Denver Zoning Code” (p. 59).

16.1 – “Strategically use large-scale rezoning as a tool for bringing Former Chapter 59 properties into the DZC” (p. 59).

The proposed rezoning will bring a large area of land currently in the Former Chapter 59 into the Denver Zoning Code, further the above plan guidance.

LU-21 – “Encourage affordable housing in mixed-income developments that appeal to households of various sizes and income levels” (p. 67).

21.1 – “Promote affordable housing developments along high-density, mixed-use corridors and centers, and in locations near transit and employment” (p. 67).

The rezoning went through the Large Development Review process and includes a High Impact Development Plan for affordable housing that includes units for those making up to 60% of the Area Median Income.

Far Northeast Area Plan Gateway – Green Valley Ranch Neighborhood Guidance

The Far Northeast Area Plan includes additional guidance for individual neighborhoods. The subject property is within the Gateway – Green Valley Ranch neighborhood where the plan identifies various character areas.

- Gateway – Green Valley Ranch, Recommendation 6- Pena Boulevard Area: Community Centers – land use.
 - “Support a mixture of uses throughout this area including commercial, retail, office, employment, and residential” (p. 172).
 - “Encourage properties with Former Chapter 59 zoning to rezone into the Denver Zoning Code as a strategy for promoting improved design outcomes” (p. 172).

The proposal will allow for a variety of uses including commercial, retail, office, employment, and residential while also rezoning a Former Chapter 59 property into the Denver Zoning Code, consistent with the above neighborhood recommendations.

2. Public Interest

The proposed official map amendment meets the public interest through implementations of the city's adopted land use plan, which recommends "rezon[ing] properties from the Former Chapter 59 zoning code so that the entire city is covered by the DZC" (p. 73). Compared to the current C-MU-10 and C-MU-30 districts, S-MX-5 and S-MX-8 also facilitates increased density and a greater mix of uses along Telluride Street and East 56th Avenue. The improved design standards found in the S-MX districts, may lead to improved design outcomes with stronger build-to and building form standards.

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

The requested S-MX-5 and S-MX-8 zone districts are within the Suburban Neighborhood Context. This neighborhood context is "characterized by single-unit and multi-unit residential, commercial strips and centers, and office parks" and "commercial buildings are typically separated from residential and consist of Shopfront and General forms" (DZC, Division 3.1.1). These areas consist of "an irregular pattern of block shapes surrounded by curvilinear streets within a modified non-existent grid, with cul-de-sacs and typically no alleys" (DZC, Section 3.2.1). The Gateway – Green Valley Ranch neighborhood consists of a variety of uses in mostly irregular blocks. The proposed rezoning to S-MX-5 and S-MX-8 is consistent with the neighborhood context description.

Denver Zoning Code Section 3.2.4 states the general purpose of the Mixed Use zone districts as "promot[ing] safe, active, pedestrian-scaled, diverse areas and enhance the convenience and ease of walking, shopping and public gathering within and around the city's neighborhoods." These districts are also "intended to ensure new development contributes positively to established residential neighborhoods and character, and improves the transition between commercial development and adjacent residential neighborhoods" (DZC, Section 3.2.4). The proposed districts will create a more pedestrian-oriented mixed-use environment for future development along Telluride Street.

The proposed map amendment is consistent with the mixed-use intent described in the Suburban Neighborhood Context. The S-MX-3 zone district is consistent with both the general and specific purpose and intent of the Suburban Context and the S-MX-5 and S-MX-8 zone district description.

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Attachments

1. Application
2. Public Comment

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 FEE PAYMENT*** | | <input type="checkbox"/> CHECK IF POINT OF CONTACT FOR APPLICATION <input type="checkbox"/> CHECK IF POINT OF CONTACT FOR FEE PAYMENT*** | |
| Property Owner Name | | Representative Name | |
| Address | | Address | |
| City, State, Zip | | City, State, Zip | |
| Telephone | | Telephone | |
| Email | | Email | |
| <p>*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.</p> | | <p>**Property owner shall provide a written letter authorizing the representative to act on his/her behalf.</p> <p>***If contact for fee payment is other than above, please provide contact name and contact information on an attachment.</p> | |
| SUBJECT PROPERTY INFORMATION | | | |
| Location (address): | | | |
| Assessor's Parcel Numbers: | | 00161-00-216-000 | |
| 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 page 3) | |
| Did you contact the City Council District Office, applicable Registered Neighborhood Organization, and adjacent property owners and tenants regarding this application? | | <input type="checkbox"/> Yes - State date below and describe method in outreach attachment, see page 3 _____ | |

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.</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 section.</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, 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>_____</p> |
| <p>General Review Criteria DZC Sec. 12.4.10.7.A.1</p> <p>Only check this box if your application is not consistent with 12.4.10.7.A</p> | <p><input type="checkbox"/> Community Need Exception: The City Council may approve an official map amendment that does not comply with subsection 12.4.10.7.A if the proposed official map amendment is necessary to provide for an extraordinary community need that was not anticipated at the time of the adoption of the city's plans.</p> <p>Please provide a narrative attachment describing how the requested zone district is necessary to provide for an extraordinary community need that was not anticipated at the time of the adoption of the city's plans.</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 the public interest narrative attachment and for consistency with the neighborhood context and the stated purpose and intent of the proposed zone district.</p> | <p><input type="checkbox"/> Public Interest: The proposed official map amendment is in the Public Interest.</p> <p>In the review criteria narrative attachment, please provide an additional section describing how the requested rezoning is in the public interest of the city.</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.
- Outreach documentation.** Pre-application outreach is required. The minimum requirement is outreach to the City Council District Office, Registered Neighborhood Organizations, and adjacent neighbors. Please describe all community outreach and engagement to these and any other community members or organizations. The outreach documentation must include the type of outreach, who was contacted or met with, the date of the outreach or engagement, and a description of feedback received, if any. If outreach was via email, the applicant may include a copy of the email. The outreach documentation attachment should be sent as a PDF or Word Doc, separate from other required attachments.

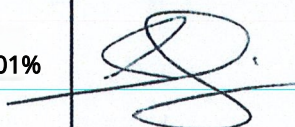
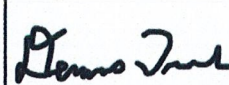
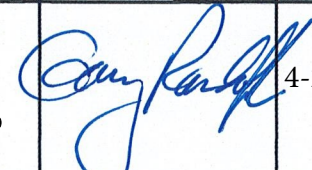
ADDITIONAL ATTACHMENTS (IF APPLICABLE)

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)
- 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.) (if applicable)
- Affordable Housing Review Team Acceptance Letter** (if applicable)
- Other Attachments.** Please describe below.

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 |
| DIA COLORADO JV LLC Zareh Sarrafian | 1370 Jet Stream Dr Henderson, NV 89052 | 61.01% |  | 4/24/24 | (A) | YES |
| DIA COLORADO JV LLC Dennis Troesh | 1370 Jet Stream Dr Henderson, NV 89052 | 61.01% |  | 4-24-24 | (A) | YES |
| SPUR 10 HOLDINGS LP Gary Randolph | 5610 FM 2218 Richmond, TX 77469 | 16.02% |  | 4-24-24 | (A) | YES |
| | | | | | | YES |

Denver Spur Rezoning Application - Introduction

To whom it may concern,

DIA Colorado JV LLC/Spur 10 Holdings, LP (property owners) are proposing to build approximately 540 units of market rate housing and 144 units of income restricted housing supported by roughly 55,000-125,000 square feet of retail/commercial/hospitality on a 74+/- acre parcel of land. The site is currently zoned C-MU-10 CONDITIONS and C-MU-30, UO-1 with WVRS and is generally known as the Denver Spur Property.

The proposed map amendment will remove the property's old, Chapter 59 zoning and bring it into the newer, form-based zoning code. The zoning change from the old to new code aligns closely with the goals laid out in Denver's high level planning documents as well as the recently adopted Far Northeast Area plan. The proposed zoning areas for the property are outlined in Figure A (below) and are as follows: Zoning Area 1 (S-MX-5), Zoning Area 2 (S-MX-8), Zoning Area 3 (S-MX-5) and Zoning Area 4 (S-MX-8).

The location of this undeveloped property is east of Peña Boulevard and south of 56th Avenue. The site is accessed from Telluride Street, which defines the eastern edge of the property. On Telluride Street there are two potential full movement intersections providing access through new public roads to the site located at Elmendorf Drive as well as 51st Avenue. Additionally, there will be several additional full movement access points along Telluride St., Elmendorf Dr., 51st St., Salida St., and Richfield St. providing access to and from the various planning areas to each of these arterials.

The Denver Spur property contains both a 17.1-acre site that has been sold to Denver Public Schools as well as a 6.315-acre site (south of Irondale Gulch) where the owners are negotiating terms with Denver Parks and Recreation for a new regional park. Neighborhood connectivity will be provided through the extension of the surrounding street grid that includes a north/south extension of Salida Street intersecting with new alignments for Elmendorf Street and 51st Avenue. The Salida Street corridor will include a detached trail section that runs through the length of the site and provides important linkages to the new school site, regional park and surrounding neighborhoods. An additional feature of the proposed open space plan will incorporate water quality features into an overall stormwater management program for all the property that does not currently flow into Irondale Gulch.

Ultimately, the proposed map amendment will foster a mixed-use, mixed-income community with neighborhood serving commercial, park land and a Denver Public Schools site. Prior to this rezoning submittal, the development went through the City's Large Development Review (LDR) process. It's worth noting the proposed plan has changed significantly due in large part to community feedback received during the LDR process. More specifically, the owners chose to do the following: sell 17.1 acres to Denver Public Schools for a future school site and 6.315 acres to Denver Parks and Recreation for a future regional park as well as increase the number of acres of community serving commercial from 4 to 12. In doing so, the total number of residential units was cut by more than 60%, but the project will still include a diversity of income restricted and market rate housing opportunities.

Figure A. Proposed Zone Districts/Areas

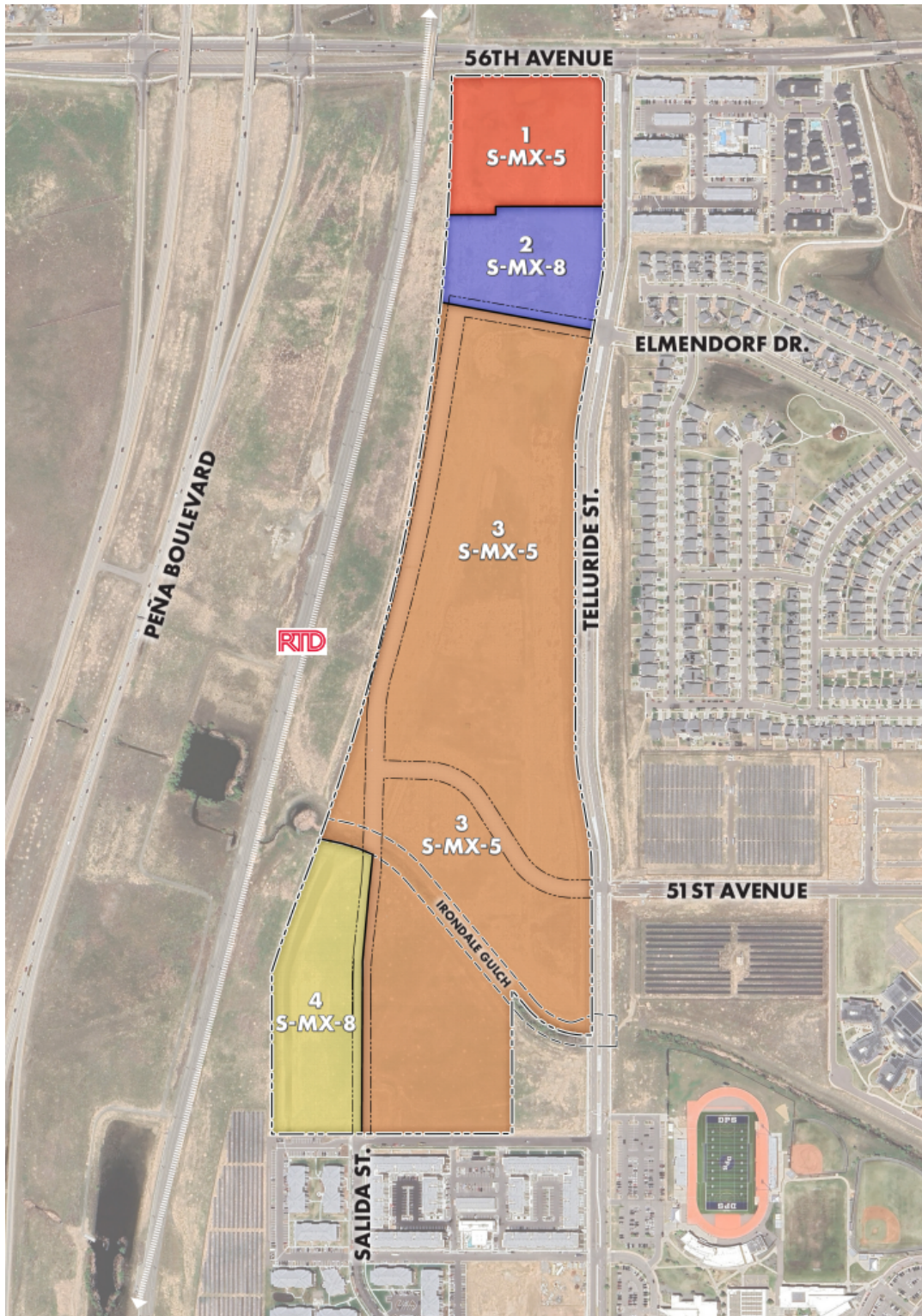


Table of Contents

- I. Legal Descriptions
- II. Proof of Ownership
- III. Consistency with Adopted Plans
- IV. Public Interest
- V. Consistency with Applicable Neighborhood Context / Purpose and Intent
- VI. Community Engagement Overview
- VII. Equity Analysis Response
- VIII. Letters of Authorization

I. Legal Descriptions

Zoning Area 1 – Legal Description

LEGAL DESCRIPTION FOR ZONING AREA 1

A PARCEL OF LAND BEING A PORTION OF THAT DEED RECORDED AT RECEPTION NO. 2018046001 IN THE RECORDS OF THE CITY AND COUNTY OF DENVER CLERK AND RECORDER'S OFFICE, SITUATED IN THE EAST HALF OF THE NORTHWEST QUARTER OF SECTION 16, TOWNSHIP 3 SOUTH, RANGE 66 WEST OF THE SIXTH PRINCIPAL MERIDIAN, CITY AND COUNTY OF DENVER, STATE OF COLORADO, DESCRIBED AS FOLLOWS:

THE BEARINGS FOR THIS DESCRIPTION ARE BASED ON THE EAST LINE OF THE NORTHWEST QUARTER OF SECTION 16, TOWNSHIP 3 SOUTH, RANGE 66 WEST OF THE SIXTH P.M., BEING ASSUMED TO BEAR S 00°04'06" E, A DISTANCE OF 2663.76 FEET, FROM THE NORTH QUARTER CORNER OF SAID SECTION 16, BEING MONUMENTED BY A 2-1/2 INCH DIAMETER ALUMINUM PIPE WITH A 3-1/4 INCH DIAMETER ALUMINUM CAP STAMPED "PLS 27278" IN A RANGE BOX, TO THE CENTER QUARTER CORNER OF SAID SECTION 16, BEING MONUMENTED BY A 2-3/4 INCH ALUMINUM PIPE WITH A 3-1/4 INCH DIAMETER ALUMINUM CAP STAMPED "PLS 20699 1998", WITH ALL BEARINGS CONTAINED HEREIN RELATIVE THERETO.

COMMENCING AT THE NORTH QUARTER CORNER OF SAID SECTION 16, THENCE S 21° 44' 43" W, A DISTANCE OF 114.37 FEET TO A POINT ON THE WEST LINE OF NORTH TELLURIDE STREET RIGHT-OF-WAY AS SHOWN ON TELLURIDE STREET FILING NO. 1, A SUBDIVISION PLAT RECORDED AT RECEPTION NO. 2019043860, SAID CITY AND COUNTY OF DENVER RECORDS AND THE POINT OF BEGINNING:

THENCE S 00° 04' 06" E, ALONG SAID WEST LINE, A DISTANCE OF 454.23 FEET;

THENCE S 89° 47' 51" W, A DISTANCE OF 412.49 FEET;

THENCE S 00° 00' 00" E, A DISTANCE OF 31.67 FEET;

THENCE S 89° 47' 51" W, A DISTANCE OF 187.73 FEET TO A POINT ON THE WEST LINE OF SAID DEED RECORDED AT RECEPTION NO. 2018046001, ALSO BEING A POINT ON THE EAST LINE OF THAT DEED RECORDED AT RECEPTION NO. 9300122683, SAID CITY AND COUNTY OF DENVER RECORDS AND A POINT OF NON-TANGENT CURVATURE;

THENCE ALONG SAID COMMON LINE AND ALONG THE ARC OF A NON-TANGENT CURVE TO THE LEFT, HAVING A RADIUS OF 8640.00 FEET, A CENTRAL ANGLE OF 03° 27' 50" AND AN ARC LENGTH OF 522.33 FEET, THE CHORD OF WHICH BEARS N 01° 37' 13" E, A DISTANCE OF 522.25 FEET TO A POINT ON THE SOUTH LINE OF EAST 56TH AVENUE RIGHT-OF-WAY AS CONVEYED IN THAT SPECIAL WARRANTY DEED RECORDED AT RECEPTION NO. 9800143402, SAID CITY AND COUNTY OF DENVER RECORDS;

THENCE N 89° 47' 51" E, ALONG SAID SOUTH LINE, A DISTANCE OF 548.78 FEET TO A POINT OF CURVATURE AND A POINT ON THE WEST LINE OF SAID NORTH TELLURIDE STREET RIGHT-OF-WAY;



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LEGAL DESCRIPTION FOR ZONING AREA 1

THENCE ALONG SAID WEST LINE AND ALONG THE ARC OF A CURVE TO THE RIGHT, HAVING A RADIUS OF 36.00 FEET, A CENTRAL ANGLE OF 90° 08' 03" AND AN ARC LENGTH OF 56.63 FEET, THE CHORD OF WHICH BEARS S 45° 08' 08" E, A DISTANCE OF 50.97 FEET TO THE POINT OF BEGINNING;

CONTAINING AN AREA OF 294,588 SQUARE FEET OR 6.7628 ACRES, MORE OR LESS.

THE LINEAL UNIT USED IN THE PREPARATION OF THE LEGAL DESCRIPTION IS THE U.S. SURVEY FOOT AS DEFINED BY THE UNITED STATES DEPARTMENT OF COMMERCE. NATIONAL INSTITUTE OF STANDARDS AND TECHNOLOGY.



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**EXHIBIT A
ILLUSTRATION
SHEET 3 OF 3**

POINT OF COMMENCEMENT

NORTH 1/4 CORNER, SECTION 16,
T3S, R66W, 6TH PM,
FOUND 2-1/2" DIAMETER ALUMINUM PIPE
W/ 3-1/4" DIAMETER ALUMINUM CAP IN
RANGE BOX, STAMPED "PLS 27278"

N. LINE, NW 1/4, SEC. 16,
T3S, R66W, 6TH P.M.

SPECIAL
WARRANTY DEED
REC. 9800143402
(NOT A PART)

E. 56TH AVENUE (140' PUBLIC R.O.W.)

N89°47'51"E 548.78'

S21°44'43"W 114.37'(TIE)

L=56.63'

R=36.00'

Δ=90°08'03"

CHB=S45°08'08"E

CH=50.97'

POINT OF BEGINNING

L=522.33' R=8640.00' Δ=3°27'50"
CHB=N01°37'13"E CH=522.25'

SUBJECT PARCEL

294,588 S.F.
±6.763 AC

S0°04'06"E 454.23'
BASIS OF BEARINGS S 00°04'06" E
E. LINE, NW 1/4, SEC. 16, T3S, R66W, 6TH P.M.

S89°47'51"W 412.49'

S89°47'51"W 187.73'

S0°00'00"E 31.67'

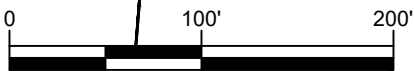
CITY AND COUNTY OF DENVER
REC. 9300122683 (EXCEPTION)
UNPLATTED (NOT A PART)

TELLURIDE STREET FILING NO. 1
(PUBLIC RIGHT-OF-WAY VARIES)
REC. 2019043860

DIA COLORADO JV LLC
SPUR 10 HOLDINGS LP
REC. 2018046001
UNPLATTED

CENTER 1/4 CORNER,
SECTION 16, T3S, R66W, 6TH P.M.
FOUND 2-3/4" DIAMETER ALUMINUM PIPE
W/ 3-1/4" DIAMETER ALUMINUM CAP,
STAMPED "PLS 20699 1998"

42.5'



1 inch = 100 ft.

NOTE: THIS DOES NOT REPRESENT A MONUMENTED SURVEY. IT IS INTENDED ONLY TO DEPICT THE ATTACHED DESCRIPTION

PROJECT: 18-026
DATE: 06/24/25
DR: DCB
QA: JCA



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EXHIBIT
SEC. 16, T3S, R66W, 6TH P.M.
DENVER, COLORADO

Zoning Area 2 – Legal Description

LEGAL DESCRIPTION FOR ZONING AREA 2

A PARCEL OF LAND BEING A PORTION OF THAT DEED RECORDED AT RECEPTION NO. 2018046001 IN THE RECORDS OF THE CITY AND COUNTY OF DENVER CLERK AND RECORDER'S OFFICE, SITUATED IN THE EAST HALF OF THE NORTHWEST QUARTER OF SECTION 16, TOWNSHIP 3 SOUTH, RANGE 66 WEST OF THE SIXTH PRINCIPAL MERIDIAN, CITY AND COUNTY OF DENVER, STATE OF COLORADO, DESCRIBED AS FOLLOWS:

THE BEARINGS FOR THIS DESCRIPTION ARE BASED ON THE EAST LINE OF THE NORTHWEST QUARTER OF SECTION 16, TOWNSHIP 3 SOUTH, RANGE 66 WEST OF THE SIXTH P.M., BEING ASSUMED TO BEAR S 00°04'06" E, A DISTANCE OF 2663.76 FEET, FROM THE NORTH QUARTER CORNER OF SAID SECTION 16, BEING MONUMENTED BY A 2-1/2 INCH DIAMETER ALUMINUM PIPE WITH A 3-1/4 INCH DIAMETER ALUMINUM CAP STAMPED "PLS 27278" IN A RANGE BOX, TO THE CENTER QUARTER CORNER OF SAID SECTION 16, BEING MONUMENTED BY A 2-3/4 INCH ALUMINUM PIPE WITH A 3-1/4 INCH DIAMETER ALUMINUM CAP STAMPED "PLS 20699 1998", WITH ALL BEARINGS CONTAINED HEREIN RELATIVE THERETO.

COMMENCING AT THE NORTH QUARTER CORNER OF SAID SECTION 16, THENCE S 21° 44' 43" W, A DISTANCE OF 114.37 FEET TO A POINT ON THE WEST LINE OF NORTH TELLURIDE STREET RIGHT-OF-WAY AS SHOWN ON TELLURIDE STREET FILING NO. 1, A SUBDIVISION PLAT RECORDED AT RECEPTION NO. 2019043860, SAID CITY AND COUNTY OF DENVER RECORDS;
THENCE S 00°04'06" E, CONTINUING ALONG SAID WEST LINE, A DISTANCE OF 454.23 FEET TO THE POINT OF BEGINNING;

THENCE CONTINUING ALONG SAID WEST LINE THE FOLLOWING THREE (3) COURSES;

S 00° 04' 06" E, A DISTANCE OF 169.92 FEET TO A POINT OF CURVATURE;
ALONG THE ARC OF A CURVE TO THE RIGHT, HAVING A RADIUS OF 800.00 FEET, A CENTRAL ANGLE OF 09° 49' 39" AND AN ARC LENGTH OF 137.22 FEET, THE CHORD OF WHICH BEARS S 04° 50' 43" W, A DISTANCE OF 137.05 FEET;
S 09° 45' 33" W, A DISTANCE OF 185.93 FEET;

THENCE N 80° 14' 32" W, A DISTANCE OF 594.09 FEET TO A POINT ON THE WEST LINE OF SAID DEED RECORDED AT RECEPTION NO. 2018046001, ALSO BEING THE EAST LINE OF THAT DEED RECORDED AT REC. 9300122683, SAID CITY AND COUNTY OF DENVER RECORDS AND A POINT OF NON-TANGENT CURVATURE;



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LEGAL DESCRIPTION FOR ZONING AREA 2

THENCE ALONG SAID COMMON LINE AND ALONG THE ARC OF A NON-TANGENT CURVE TO THE LEFT, HAVING A RADIUS OF 8640.00 FEET, A CENTRAL ANGLE OF 02° 21' 48" AND AN ARC LENGTH OF 356.38 FEET, THE CHORD OF WHICH BEARS N 04° 32' 02" E, A DISTANCE OF 356.35 FEET;
THENCE N 89° 47' 51" E, A DISTANCE OF 187.73 FEET;
THENCE N 00° 00' 00" E, A DISTANCE OF 31.67 FEET;
THENCE N 89° 47' 51" E, A DISTANCE OF 412.49 FEET TO THE POINT OF BEGINNING;

CONTAINING AN AREA OF 259,830 SQUARE FEET OR 5.9649 ACRES, MORE OR LESS.

THE LINEAL UNIT USED IN THE PREPARATION OF THE LEGAL DESCRIPTION IS THE U.S. SURVEY FOOT AS DEFINED BY THE UNITED STATES DEPARTMENT OF COMMERCE. NATIONAL INSTITUTE OF STANDARDS AND TECHNOLOGY.



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EXHIBIT A ILLUSTRATION

SHEET 3 OF 3

POINT OF COMMENCEMENT

NORTH 1/4 CORNER, SECTION 16, T3S, R66W, 6TH PM,
FOUND 2-1/2" DIAMETER ALUMINUM PIPE W/ 3-1/4" DIAMETER ALUMINUM CAP
IN RANGE BOX, STAMPED "PLS 27278"

DIA COLORADO JV LLC
SPUR 10 HOLDINGS LP

REC. 2018046001
UNPLATTED

CITY AND COUNTY OF DENVER
REC. 9300122683 (EXCEPTION)
UNPLATTED (NOT A PART)

POINT OF BEGINNING

N0°00'00"E 31.67'

N89°47'51"E 412.49'

N89°47'51"E 187.73'

S0°04'06"E 454.23'(TIE)

S 21°44'43" W
114.37' (TIE)

SUBJECT PARCEL

259,830 S.F.
±5.9649 AC

L=137.22'
R=800.00'
Δ=9°49'39"
CHB=S04°50'43"W
CH=137.05'

BASIS OF BEARINGS S 00°04'06" E 2663.76'
E. LINE, NW 1/4, SEC. 16, T3S, R66W, 6TH P.M.

S0°04'06"E 169.92'

S9°45'33"W 185.93'

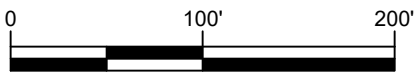
FUTURE ELMENDORF
RIGHT-OF-WAY

N80°14'32"W 594.09'

TELLURIDE STREET FILING NO. 1
(PUBLIC RIGHT-OF-WAY VARIES)
REC. 2019043860

DIA COLORADO JV LLC
SPUR 10 HOLDINGS LP
REC. 2018046001
UNPLATTED

CENTER 1/4 CORNER,
SECTION 16, T3S, R66W, 6TH P.M.
FOUND 2-3/4" DIAMETER ALUMINUM PIPE
W/ 3-1/4" DIAMETER ALUMINUM CAP, STAMPED "PLS 20699 1998"



1 inch = 100 ft.

NOTE: THIS DOES NOT REPRESENT A MONUMENTED SURVEY. IT IS INTENDED ONLY TO DEPICT THE ATTACHED DESCRIPTION

PROJECT: 18-026
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QA: JCA

CORE

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EXHIBIT
SEC. 16, T3S, R66W, 6TH P.M.
DENVER, COLORADO

Zoning Area 3 – Legal Description

LEGAL DESCRIPTION FOR ZONING AREA 3

A PARCEL OF LAND BEING A PORTION OF THAT DEED RECORDED AT RECEPTION NO. 2018046001 IN THE RECORDS OF THE CITY AND COUNTY OF DENVER CLERK AND RECORDER'S OFFICE, SITUATED IN THE EAST HALF OF THE WEST HALF OF SECTION 16, TOWNSHIP 3 SOUTH, RANGE 66 WEST OF THE SIXTH PRINCIPAL MERIDIAN, CITY AND COUNTY OF DENVER, STATE OF COLORADO, DESCRIBED AS FOLLOWS:

THE BEARINGS FOR THIS DESCRIPTION ARE BASED ON THE EAST LINE OF THE NORTHWEST QUARTER OF SECTION 16, TOWNSHIP 3 SOUTH, RANGE 66 WEST OF THE SIXTH P.M., BEING ASSUMED TO BEAR N 00°04'06" W, A DISTANCE OF 2663.76 FEET, FROM THE CENTER QUARTER CORNER OF SAID SECTION 16, BEING MONUMENTED BY A 2-3/4 INCH ALUMINUM PIPE WITH A 3-1/4 INCH DIAMETER ALUMINUM CAP STAMPED "PLS 20699 1998", TO THE NORTH QUARTER CORNER OF SAID SECTION 16, BEING MONUMENTED BY A 2-1/2 INCH DIAMETER ALUMINUM PIPE WITH A 3-1/4 INCH DIAMETER ALUMINUM CAP STAMPED "PLS 27278" IN A RANGE BOX, WITH ALL BEARINGS CONTAINED HEREIN RELATIVE THERETO.

COMMENCING AT THE CENTER QUARTER CORNER OF SAID SECTION 16, THENCE S 53° 06' 25" W, A DISTANCE OF 177.73 FEET TO A POINT ON THE WEST LINE OF NORTH TELLURIDE STREET RIGHT-OF-WAY AS SHOWN ON TELLURIDE STREET FILING NO. 1, A SUBDIVISION PLAT RECORDED AT RECEPTION NO. 2019043860, SAID CITY AND COUNTY OF DENVER RECORDS, AND THE POINT OF BEGINNING;

THENCE CONTINUING ALONG SAID WEST LINE THE FOLLOWING THREE (3) COURSES;

1. S 10° 01' 11" E, A DISTANCE OF 209.79 FEET TO A POINT OF CURVATURE;
2. ALONG THE ARC OF A CURVE TO THE RIGHT, HAVING A RADIUS OF 953.00 FEET, A CENTRAL ANGLE OF 09° 07' 26" AND AN ARC LENGTH OF 151.76 FEET, THE CHORD OF WHICH BEARS S 04° 38' 18" E, A DISTANCE OF 151.60 FEET;
3. S 00° 04' 35" E, A DISTANCE OF 626.66 FEET TO A POINT ON THE WEST LINE OF THE TELLURIDE STREET RIGHT-OF-WAY, AS DESCRIBED IN TOWER 160 SUBDIVISION, A SUBDIVISION PLAT RECORDED AT RECEPTION NO. 2008079854, ALSO BEING THE NORTHEAST CORNER OF GATEWAY LANDING SUBDIVISION, A SUBDIVISION PLAT RECORDED AT RECEPTION NO. 2020200141, SAID DENVER COUNTY RECORDS;

THENCE ALONG THE NORTH LINE OF SAID GATEWAY LANDING SUBDIVISION, THE FOLLOWING FIVE (5) COURSES:

1. S 89° 42' 58" W, A DISTANCE OF 22.42 FEET TO A POINT OF CURVATURE;
2. ALONG THE ARC OF A CURVE TO THE RIGHT HAVING A RADIUS OF 294.00 FEET, A CENTRAL ANGLE OF 50° 17' 52" AND AN ARC LENGTH OF 258.09 FEET, THE CHORD OF WHICH BEARS N 65° 08' 06" W, A DISTANCE OF 249.88 FEET;
3. N 39° 59' 10" W, A DISTANCE OF 89.03 FEET;
4. S 00° 04' 35" E, A DISTANCE OF 550.95 FEET;
5. S 89° 52' 50" W, A DISTANCE OF 573.07 FEET;

THENCE N 00° 04' 34" W, A DISTANCE OF 519.76 FEET TO A POINT OF CURVATURE;

THENCE ALONG THE ARC OF A CURVE TO THE RIGHT HAVING A RADIUS OF 2300.00 FEET, A CENTRAL ANGLE OF 06° 19' 39" AND AN ARC LENGTH OF 254.00 FEET, THE CHORD OF WHICH BEARS N 03° 05' 15" E, A DISTANCE OF 253.87 FEET;



LEGAL DESCRIPTION FOR ZONING AREA 3

THENCE N 06° 15' 05" E, A DISTANCE OF 100.09 FEET TO A POINT OF CURVATURE;
THENCE ALONG THE ARC OF A CURVE TO THE LEFT HAVING A RADIUS OF 3200.00 FEET, A CENTRAL ANGLE OF 03° 33' 18" AND AN ARC LENGTH OF 198.55 FEET, THE CHORD OF WHICH BEARS N 04° 28' 26" E, A DISTANCE OF 198.51 FEET TO A POINT ON THE SOUTH LINE OF THAT EASEMENT AGREEMENT RECORDED AT RECEPTION NO. 2004183369, SAID DENVER COUNTY RECORDS, AND A POINT OF NON-TANGENT CURVATURE;

THENCE ALONG SAID SOUTH LINE, THE FOLLOWING TWO (2) COURSES:

1. ALONG THE ARC OF A NON-TANGENT CURVE TO THE LEFT HAVING A RADIUS OF 464.50 FEET, A CENTRAL ANGLE OF 16° 00' 16" AND AN ARC LENGTH OF 129.75 FEET, THE CHORD OF WHICH BEARS N 69° 55' 13" W, A DISTANCE OF 129.33 FEET;
2. N 77° 55' 21" W, A DISTANCE OF 84.49 FEET TO A POINT ON THE WEST LINE OF SAID DEED RECORDED AT RECEPTION NO. 2018046001, ALSO BEING THE EAST LINE OF THAT DEED RECORDED AT RECEPTION NO. 9300122683, SAID CITY AND COUNTY OF DENVER RECORDS AND A POINT OF NON-TANGENT CURVATURE;

THENCE ALONG SAID COMMON LINE AND ALONG THE ARC OF A NON-TANGENT CURVE TO THE LEFT HAVING A RADIUS OF 8640.00 FEET, A CENTRAL ANGLE OF 13°58'51" AND AN ARC LENGTH OF 2108.24 FEET, THE CHORD OF WHICH BEARS N 12° 42' 21" E, A DISTANCE OF 2103.02 FEET;
THENCE S 80° 14' 32" E, A DISTANCE OF 594.09 FEET TO A POINT ON THE WEST LINE OF SAID NORTH TELLURIDE RIGHT-OF-WAY;

THENCE ALONG SAID WEST LINE, THE FOLLOWING FOUR (4) COURSES:

1. S 09° 45' 33" W, A DISTANCE OF 310.04 FEET TO A POINT OF CURVATURE;
2. ALONG THE ARC OF A CURVE TO THE LEFT HAVING A RADIUS OF 1050.00 FEET, A CENTRAL ANGLE OF 09° 45' 33" AND AN ARC LENGTH OF 178.84 FEET, THE CHORD OF WHICH BEARS S 04° 52' 46" W, A DISTANCE OF 178.63 FEET;
3. S 00° 00' 00" E, A DISTANCE OF 1068.85 FEET TO A POINT OF CURVATURE;
4. ALONG THE ARC OF A CURVE TO THE LEFT HAVING A RADIUS OF 1050.00 FEET, A CENTRAL ANGLE OF 09° 12' 01", AND AN ARC LENGTH OF 168.60 FEET, THE CHORD OF WHICH BEARS S 04° 36' 01" E, A DISTANCE OF 168.42 FEET TO THE POINT OF BEGINNING.

CONTAINING AN AREA OF 2,302,789 SQUARE FEET OR 52.8648 ACRES, MORE OR LESS.

THE LINEAL UNIT USED IN THE PREPARATION OF THE LEGAL DESCRIPTION IS THE U.S. SURVEY FOOT AS DEFINED BY THE UNITED STATES DEPARTMENT OF COMMERCE. NATIONAL INSTITUTE OF STANDARDS AND TECHNOLOGY.



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**EXHIBIT A
ILLUSTRATION
SHEET 4 OF 5**

FUTURE ELMENDORF
RIGHT-OF-WAY

S80°14'32"E 594.09'

CITY AND
COUNTY
OF DENVER
REC. 9300122683

$L=2108.24'$ $R=8640.00'$ $\Delta=13^{\circ}58'51"$
 $CHB=N12^{\circ}42'21"E$ $CH=2103.02'$

**SUBJECT
PARCEL**
2,302,789 S.F.
±52.8648 AC

DIA COLORADO JV LLC
SPUR 10 HOLDINGS LP
REC. 2018046001
UNPLATTED

EASEMENT AGREEMENT
(REC. 2004183369)

W 1/2 SW 1/4
SEC. 16

N77°55'21"W 84.49'

N6°15'05"E 100.09'

FUTURE NORTH
SALIDA STREET
RIGHT-OF-WAY

N0°04'34"W
519.76'

E 1/2 SW 1/4
SEC. 16
S89°52'50"W
573.07'

GATEWAY LANDING
SUBDIVISION
REC. 2020200141
(NOT A PART)

NORTH 1/4 CORNER,
SECTION 16,
T3S, R66W, 6TH PM,
FOUND 2-1/2" DIAMETER
ALUMINUM PIPE W/ 3-1/4"
DIAMETER ALUMINUM CAP
IN RANGE BOX, STAMPED
"PLS 27278"

S9°45'33"W
310.04'

BASIS OF BEARINGS
E. LINE, NW QUARTER, SEC. 16
T3S, R66W, 6TH P.M.
N 00°04'06" W

POINT OF
COMMENCEMENT
CENTER 1/4 CORNER,
SECTION 16, T3S, R66W, 6TH P.M.
FOUND 2-3/4" DIAMETER
ALUMINUM PIPE W/ 3-1/4"
DIAMETER ALUMINUM CAP,
STAMPED "PLS 20699 1998"

S 53°06'25" W
177.73'(TIE)

POINT OF BEGINNING

S10°01'11"E 209.79'

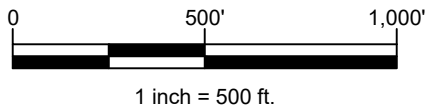
S0°04'35"E 626.66'

TELLURIDE STREET FILING NO. 1
(PUBLIC RIGHT-OF-WAY VARIES)
REC. 2019043860

S89°42'58"W
22.42'

S0°04'35"E 550.95'

TELLURIDE STREET
(94' PUBLIC RIGHT-OF-WAY)
REC. 2008079854



NOTE: THIS DOES NOT REPRESENT A MONUMENTED SURVEY. IT IS INTENDED ONLY TO DEPICT THE ATTACHED DESCRIPTION

PROJECT: 18-026
DATE: 06/24/25
DR: DCB
QA: JCA



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SEC. 16, T3S, R66W, 6TH P.M.
DENVER, COLORADO

EXHIBIT A
ILLUSTRATION
SHEET 5 OF 5

| LINE TABLE | | |
|------------|-------------|----------|
| LINE # | BEARING | DISTANCE |
| L1 | N39°59'10"W | 89.03' |

| CURVE TABLE | | | | | |
|-------------|----------|-----------|---------|---------------|--------------|
| CURVE # | RADIUS | DELTA | LENGTH | CHORD BEARING | CHORD LENGTH |
| C1 | 953.00' | 9°07'26" | 151.76' | S4°38'18"E | 151.60' |
| C2 | 294.00' | 50°17'52" | 258.09' | N65°08'06"W | 249.88' |
| C3 | 2300.00' | 6°19'39" | 254.00' | N3°05'15"E | 253.87' |
| C4 | 3200.00' | 3°33'18" | 198.55' | N4°28'26"E | 198.51' |
| C5 | 464.50' | 16°00'16" | 129.75' | N69°55'13"W | 129.33' |
| C6 | 1050.00' | 9°45'33" | 178.84' | S4°52'46"W | 178.63' |
| C7 | 1050.00' | 9°12'01" | 168.60' | S4°36'01"E | 168.42' |

NOTE: THIS DOES NOT REPRESENT A MONUMENTED SURVEY. IT IS INTENDED ONLY TO DEPICT THE ATTACHED DESCRIPTION

PROJECT: 18-026
 DATE: 06/24/25
 DR: DCB
 QA: JCA



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EXHIBIT
 SEC. 16, T3S, R66W, 6TH P.M.
 DENVER, COLORADO

Zoning Area 4 – Legal Description

LEGAL DESCRIPTION FOR ZONING AREA 4

A PARCEL OF LAND BEING A PORTION OF THAT DEED RECORDED AT RECEPTION NO. 2018046001 IN THE RECORDS OF THE CITY AND COUNTY OF DENVER CLERK AND RECORDER'S OFFICE, SITUATED IN THE EAST HALF OF THE SOUTHWEST QUARTER OF SECTION 16, TOWNSHIP 3 SOUTH, RANGE 66 WEST OF THE SIXTH PRINCIPAL MERIDIAN, CITY AND COUNTY OF DENVER, STATE OF COLORADO, DESCRIBED AS FOLLOWS:

THE BEARINGS FOR THIS DESCRIPTION ARE BASED ON THE EAST LINE OF THE SOUTHWEST QUARTER OF SECTION 16, TOWNSHIP 3 SOUTH, RANGE 66 WEST OF THE SIXTH P.M., BEING ASSUMED TO BEAR N 00°04'35" W, A DISTANCE OF 2649.94 FEET, FROM THE SOUTH QUARTER CORNER OF SAID SECTION 16, BEING MONUMENTED BY A #6 REBAR WITH A 3-1/4 INCH DIAMETER ALUMINUM CAP STAMPED "PLS 36053", TO THE CENTER QUARTER CORNER OF SAID SECTION 16, BEING MONUMENTED BY A 2-3/4 INCH ALUMINUM PIPE WITH A 3-1/4 INCH DIAMETER ALUMINUM CAP STAMPED "PLS 20699 1998", WITH ALL BEARINGS CONTAINED HEREIN RELATIVE THERETO.

COMMENCING AT THE SOUTH QUARTER CORNER OF SAID SECTION 16, THENCE N 39° 33' 39" W, A DISTANCE OF 1530.48 FEET TO A POINT ON THE NORTH LINE OF GATEWAY LANDING SUBDIVISION, A SUBDIVISION PLAT RECORDED AT RECEPTION NO. 2020200141, SAID CITY AND COUNTY OF DENVER RECORDS, AND THE POINT OF BEGINNING;

THENCE S 89° 52' 50" W, ALONG SAID NORTH LINE, A DISTANCE OF 347.61 FEET TO THE MOST WESTERLY NORTHWEST CORNER OF SAID GATEWAY LANDING SUBDIVISION, ALSO BEING A POINT ON THE WEST LINE OF SAID DEED;

THENCE N 00° 00' 04" W, ALONG SAID WEST LINE, A DISTANCE OF 625.38 FEET TO A POINT ALSO BEING ON THE EAST LINE OF THAT DEED RECORDED AT RECEPTION NO. 9300122683, SAID DENVER COUNTY RECORDS, AND A POINT OF NON-TANGENT CURVATURE;

THENCE ALONG THE COMMON LINE OF SAID DEEDS, THE FOLLOWING TWO (2) COURSES;

1. ALONG THE ARC OF A NON-TANGENT CURVE TO THE RIGHT, HAVING A RADIUS OF 6640.00 FEET, A CENTRAL ANGLE OF 02° 59' 01" AND AN ARC LENGTH OF 345.77 FEET, THE CHORD OF WHICH BEARS N 19° 29' 34" E, A DISTANCE OF 345.73 FEET TO A POINT OF REVERSE CURVATURE;
2. ALONG THE ARC OF A REVERSE CURVE TO THE LEFT, HAVING A RADIUS OF 8640.00 FEET, A CENTRAL ANGLE OF 01° 17' 19" AND AN ARC LENGTH OF 194.31 FEET, THE CHORD OF WHICH BEARS N 20° 20' 26" E, A DISTANCE OF 194.30 FEET TO A POINT ON THE SOUTH LINE OF THAT EASEMENT AGREEMENT RECORDED AT RECEPTION NO. 2004183369, SAID DENVER COUNTY RECORDS;

THENCE ALONG SAID SOUTH LINE, THE FOLLOWING TWO (2) COURSES;

1. S 77° 55' 21" E, A DISTANCE OF 84.49 FEET TO A POINT OF CURVATURE;
2. ALONG THE ARC OF A CURVE TO THE RIGHT, HAVING A RADIUS OF 464.50 FEET, A CENTRAL ANGLE OF 16° 00' 16" AND AN ARC LENGTH OF 129.75 FEET, THE CHORD OF WHICH BEARS S 69° 55' 13" E, A DISTANCE OF 129.33 FEET TO A POINT OF NON-TANGENT CURVATURE;



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LEGAL DESCRIPTION FOR ZONING AREA 4

THENCE THE FOLLOWING FOUR (4) COURSES:

1. ALONG THE ARC OF A NON-TANGENT CURVE TO THE RIGHT, HAVING A RADIUS OF 3200.00 FEET, A CENTRAL ANGLE OF 03° 33' 18" AND AN ARC LENGTH OF 198.55 FEET, THE CHORD OF WHICH BEARS S 04° 28' 26" W, A DISTANCE OF 198.51 FEET;
2. S 06° 15' 05" W, A DISTANCE OF 100.09 FEET TO A POINT OF CURVATURE;
3. ALONG THE ARC OF A CURVE TO THE LEFT, HAVING A RADIUS OF 2300.00 FEET, A CENTRAL ANGLE OF 06° 19' 39" AND AN ARC LENGTH OF 254.00 FEET, THE CHORD OF WHICH BEARS S 03° 05' 15" W, A DISTANCE OF 253.87 FEET;
4. S 00° 04' 34" E, A DISTANCE OF 519.76 FEET TO THE POINT OF BEGINNING.

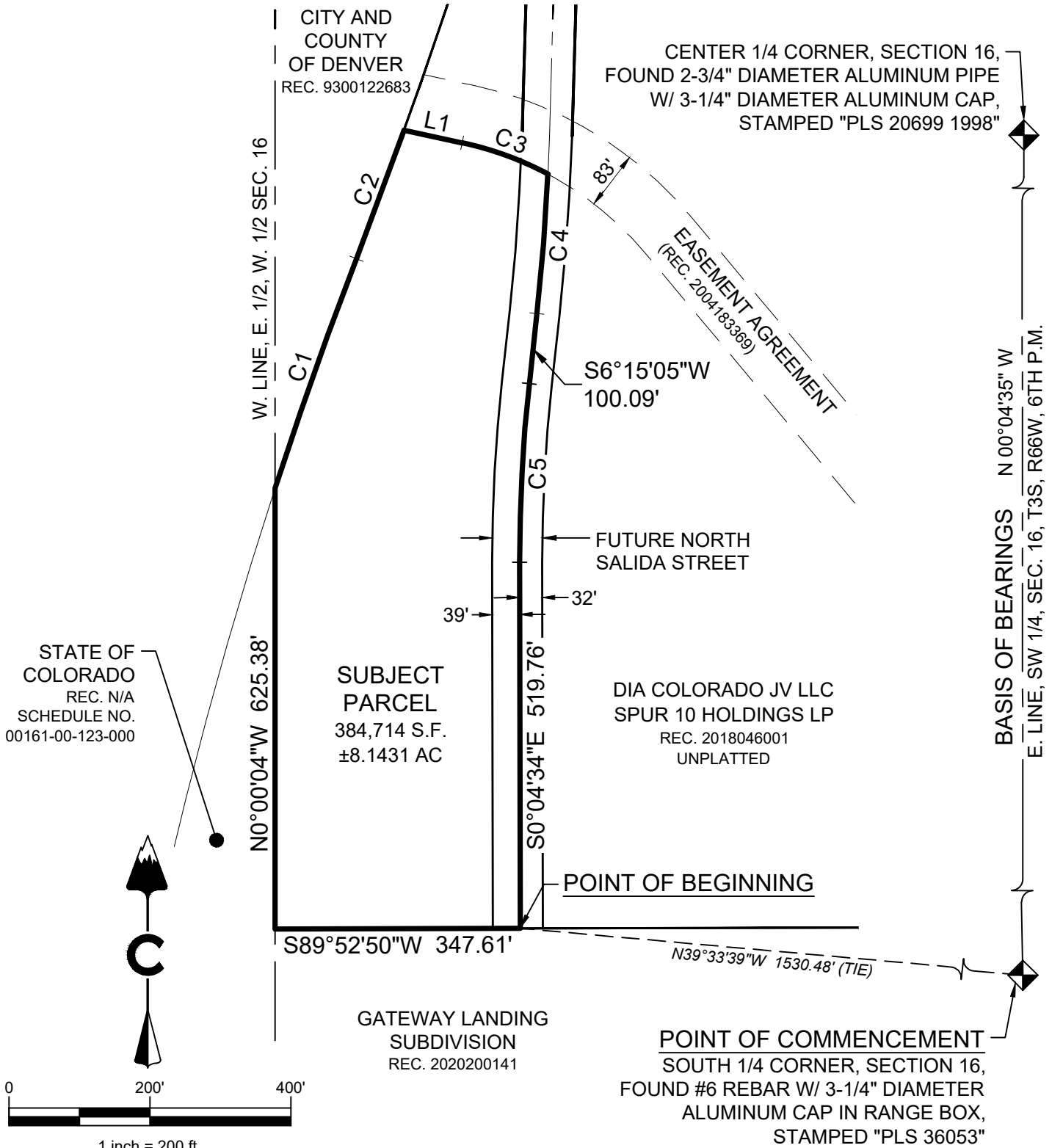
CONTAINING AN AREA OF 354,714 SQUARE FEET OR 8.1431 ACRES, MORE OR LESS.

THE LINEAL UNIT USED IN THE PREPARATION OF THE LEGAL DESCRIPTION IS THE U.S. SURVEY FOOT AS DEFINED BY THE UNITED STATES DEPARTMENT OF COMMERCE. NATIONAL INSTITUTE OF STANDARDS AND TECHNOLOGY.



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**EXHIBIT A
ILLUSTRATION
SHEET 3 OF 4**



NOTE: THIS DOES NOT REPRESENT A MONUMENTED SURVEY. IT IS INTENDED ONLY TO DEPICT THE ATTACHED DESCRIPTION

PROJECT: 18-026
DATE: 06/24/25
DR: KSK
QA: JCA

CORE CORE CONSULTANTS, INC.
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EXHIBIT
SEC. 16, T3S, R66W, 6TH P.M.
DENVER, COLORADO

**EXHIBIT A
ILLUSTRATION
SHEET 4 OF 4**

| LINE TABLE | | |
|------------|-------------|----------|
| LINE # | BEARING | DISTANCE |
| L1 | S77°55'21"E | 84.49' |

| CURVE TABLE | | | | | |
|-------------|----------|-----------|---------|---------------|--------------|
| CURVE # | RADIUS | DELTA | LENGTH | CHORD BEARING | CHORD LENGTH |
| C1 | 6640.00' | 2°59'01" | 345.77' | N19°29'34"E | 345.73' |
| C2 | 8640.00' | 1°17'19" | 194.31' | N20°20'26"E | 194.30' |
| C3 | 464.50' | 16°00'16" | 129.75' | S69°55'13"E | 129.33' |
| C4 | 3200.00' | 3°33'18" | 198.55' | S4°28'26"W | 198.51' |
| C5 | 2300.00' | 6°19'39" | 254.00' | S3°05'15"W | 253.87' |

NOTE: THIS DOES NOT REPRESENT A MONUMENTED SURVEY. IT IS INTENDED ONLY TO DEPICT THE ATTACHED DESCRIPTION

PROJECT: 18-026
DATE: 06/24/25
DR: KSK
QA: JCA



CORE CONSULTANTS, INC.
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EXHIBIT
SEC. 16, T3S, R66W, 6TH P.M.
DENVER, COLORADO

II. Proof of Ownership

Key Information

| | | | |
|-----------------------------|---|---------------|----------------------------|
| Schedule Number | 0016100215000 | Situs Address | 4991 N TELLURIDE ST |
| Owner(s) | DIA COLORADO JV LLC; SPUR 10 HOLDINGS LP | Class | VACANT LAND |
| Land Use Code | 070 - DRY FARM LAND | | |
| Zoning | C-MU-30 | Tax District | 419C |
| Land Sq Ft | 1,315,799 | | |
| Building Sq Ft | 0 | | |
| Legal Description | S16/T3/R66 SW/4 E/2 EXC BEG NW COR OF E/2 OF SD 1/4E294.16FT CV/R 544.41FT CV/R 345.75FT N 838.41FT TPOB & EXCGATEWAY LANDING SUB & EXC BEG NE COR SW/4 COR SEC 16 EXCS16/T3/R66 COM C/4 OF SEC 16 S09.4730W 537.25FT TPOBW 73.2F CV/R RAD 25FT CHORD N61.3525W 240.07FT DELTA 57.2323N32.53W 266.03FT CV/L RAD 250FT CHORD N60.4153W 233.21FT DAF | | |
| Prior Year Mill Levy (2024) | 94.602 | | |

Key Information

| | | | |
|-----------------------------|--|---------------|-------------------------|
| Schedule Number | 0016100214000 | Situs Address | 17600 E 56TH AVE |
| Owner(s) | DIA COLORADO JV LLC; SPUR 10 HOLDINGS LP | Class | VACANT LAND |
| Land Use Code | 070 - DRY FARM LAND | | |
| Zoning | C-MU-30 | Tax District | 419C |
| Land Sq Ft | 2,037,136 | | |
| Building Sq Ft | 0 | | |
| Legal Description | T3 R66 S16 E/2 NW/4 EXC BEG NW COR OF SD E/2 E 686.13FT CV/R2706.82FT W 294.16FT N 2665.76FT M/L TPOB & EXC N 70 FT FOR56TH AVE THEREOF EXCS16/T3/R66 COM C/4 OF SEC 16 S09.4730W 537.25FT TPOBW 73.2F CV/R RAD 25FT CHORD N61.3525W 240.07FT DELTA 57.2323N32.53W 266.03FT CV/L RAD 250FT CHORD N60.4153W 233.21FT DAF | | |
| Prior Year Mill Levy (2024) | 94.602 | | |



04/19/2018 01:45 PM
City & County of Denver
Electronically Recorded

R \$38.00

PRD

D \$14,500.00

**PERSONAL REPRESENTATIVE'S DEED
(Sale)**

THIS DEED is dated April 19, 2018 and is made between Morey A. Brooks ("Grantor") as Personal Representative of the Estate of Karl D. Smith, deceased, and DIA Colorado JV LLC, a Nevada limited liability company, whose legal address is 1370 Jet Stream Drive, Suite 100, Henderson, Nevada 89052, as to an undivided 79.20% interest and Spur 10 Holdings, LP, a Texas limited partnership, whose legal address is 5610 FM 2218, Richmond, Texas 77469, as to an undivided 20.80% interest, as tenants in common (collectively the "Grantee").

WHEREAS, the decedent died on the date of July 25, 2009 and Grantor was duly appointed Personal Representative of said estate by the District Court in and for the County of Arapahoe, State of Colorado, Probate No. 2009 PR 697, on the date of August 9, 2009, and is now qualified and acting in said capacity;

NOW THEREFORE, pursuant to the powers conferred upon Grantor by the Colorado Probate Code, Grantor does hereby sell and convey unto Grantee as tenants in common in accordance with the percentages set forth above, for and in consideration of TEN AND NO/100 DOLLARS, (\$10.00), the following described real property situate in the City and County of Denver, State of Colorado:

SEE EXHIBIT A ATTACHED HERETO AND INCORPROATED HEREIN

assessor's schedule or parcel numbers: 00161-00-109-00 and 00161-00-161-00

With all appurtenances and subject to those permitted exceptions as shown on EXHIBIT B attached hereto and incorporated herein.

[Signature on following page]

Doc fee \$1,400.00

Recording Requested by:
FNTG-NCS Colorado
100 15158

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

Morey A Brooks

Morey A. Brooks, Personal Representative of the Estate of Karl D. Smith, Deceased

STATE OF COLORADO)

City of County of *Denver*) ss.

The foregoing instrument was acknowledged before me this ^{*18th*} day of April, 2018, by Morey A. Brooks as Personal Representative of the Estate of Karl D. Smith, Deceased.

Witness my hand and official seal.

My commission expires: *3/17/2020*

[Signature]

Notary Public

ANN M. WOODLEY
NOTARY PUBLIC
STATE OF COLORADO
NOTARY ID 20004008222
MY COMMISSION EXPIRES MARCH 17, 2020

EXHIBIT A

Description of Real Property

THE EAST 1/2 OF THE WEST 1/2 OF SECTION 16, TOWNSHIP 3 SOUTH, RANGE 66 WEST OF THE 6TH PRINCIPAL MERIDIAN,

EXCEPT THE NORTH 30 FEET THEREOF FOR EAST 56TH AVENUE,

ALSO EXCEPT THAT PORTION DESCRIBED IN RULE AND ORDER RECORDED SEPTEMBER 10, 1993 AT RECEPTION NO. 9300122683,

ALSO EXCEPT THAT PORTION DESCRIBED IN DEED RECORDED AUGUST 28, 1998 AT RECEPTION NO. 9800143402,

ALSO EXCEPT ANY PORTION THEREOF LYING WITHIN THE RIGHT OF WAY FOR 48TH AVENUE,

AND FURTHER EXCEPTING ANY PORTION THAT MAY LIE WITHIN THE RECORDED PLAT OF TOWER 160 SUBDIVISION RECORDED JULY 30, 2008 AT PLAT BOOK 41 AT PAGE 116,

AND EXCEPTING ANY PORTION THEREOF CONVEYED IN QUITCLAIM DEED RECORDED NOVEMBER 14, 2017 AT RECEPTION NO. 2017148892. CITY AND COUNTY OF DENVER, STATE OF COLORADO.

Name and Address of Person Creating Newly Created Legal Description (§ 38-35-106.5, C.R.S.)

Core Consultants
Thomas M. Girard, PLS 38151
1950 W. Littleton Blvd., Suite 109
Littleton, CO 80120

EXHIBIT B

Permitted Exceptions

1. Taxes and assessments for the year 2018 and subsequent years, a lien, not yet due or payable.
2. Any vested and accrued water rights for mining, agricultural, manufacturing or other purposes, and rights to ditches and reservoirs used in connection with such water rights, as may be recognized and acknowledged by the local customs, laws and decisions, or as provided by law, all as contained in Patent as set forth below, and any and all assignments thereof or interests therein:

December 19, 1899
Book A64 at Page 263 (Adams County Records)

3. Reservations of (1) oil, gas, coal and other minerals underlying the Land, (2) the exclusive right to prospect for, mine and remove oil, gas, coal and other minerals, and (3) the right of ingress and egress and regress to prospect for, mine and remove oil, gas, coal and other minerals, all as contained in Deed as set forth below, and any and all assignments thereof or interests therein:

Recording Date: Recording No.:
February 10, 1932
Book 201 at Page 578 (Adams County Records)

4. Easement(s) for the purpose(s) shown below and rights incidental thereto as set forth in a document:

In favor of: Public Service Co. of Colo.
Purpose: Electronic transmission lines
Recording Date: January 25, 1968
Recording No: Book 1413 at Page 431 and recorded May 3, 1968 in Book 1433 at Page 256 (Both in Adams County Records)

Quit Claim Deed recorded June 9, 2008 at Reception No. 2008079047 (Denver County Records) as shown on the ALTA/NSPS Land Title Survey prepared by Thomas M. Girard (Colorado PLS 32151) of Core Consultants, Inc. dated February 14, 2018, last revised February 23, 2018, Job No. 17068.

5. Any tax, lien, fee, or assessment by reason of inclusion of the Land in the West Adams Soil Conservation District, as evidenced by instrument(s) recorded September 9, 1948 in Book 363 at Page 129. (Adams County Records)
6. Any tax, lien, fee, or assessment by reason of inclusion of the Land in the Sable-Altura Fire Protection District, as evidenced by instrument(s) recorded October 3, 1972 at Book 1821, Reception No. 975694. (Adams County Records)
7. Terms, conditions, provisions, agreements and obligations specified under the Affidavits of Nondevelopment and Nonpayment of Rental, which were recorded July 12, 1972 in Book 1806 at Page 659, in Book 1806 at Page 661, in Book 1806 at Page 663, in Book 1806 at Page 665, in Book 1806 at Page 667, in Book 1806 at Page 669, in Book 1806 at Page 671 and in Book 1806 at Page 673 (in the Adams County records).

8. Terms, conditions, provisions, agreements and obligations specified under the Order, which was recorded July 29, 1980 in Book 2477 at Page 159 in the Adams County records, and as recorded August 13, 1981 in Book 2432 at Page 361 in the Denver County records.
9. Terms, conditions, provisions, easements, agreements and obligations specified under the Stipulation and Order as set forth below:

Recording Date: August 13, 1982

Recording No.: Book 2432 at Page 361 and Book 2432 at Page 365

10. The effect of Annexation Plat I, which depicts the territory to be annexed to the City and County of Denver, which was recorded May 26, 1988 at Reception No. 817174 (in the Adams County records) and May 26, 1988 at Reception No. R-88-0270668 (in the Denver County records).
11. Terms, conditions, provisions, agreements and obligations contained in the Intergovernmental Agreement on Annexation recorded May 26, 1988 at Reception No. 88-0270668 (Denver County Records) and in Book 3450 at Page 751 and January 16, 1990 in Book 3639 at Page 318 and Map recorded May 26, 1988 at Reception No. 817174 (Adams County Records)
12. Terms, conditions, provisions, reservations, easements, agreements and obligations contained in the Rule and Order as set forth below:

Recording Date: September 10, 1993

Recording No.: Reception No. 9300122683 as shown on the ALTA/NSPS Land Title Survey prepared by Thomas M. Girard (Colorado PLS 32151) of Core Consultants, Inc. dated February 14, 2018, last revised February 23, 2018, Job No. 17068.

13. Any tax, lien, fee, or assessment by reason of inclusion of the Land in the Gateway Regional Metropolitan District, as evidenced by instrument(s) recorded May 12, 1998 at Reception No. 9800071386 and recorded August 25, 1998 at Reception No. 9800141049 and on September 16, 1998 at Reception No. 9800154977.
14. Terms, conditions, provisions, agreements and obligations contained in the Deed as set forth below:

Recording Date: August 12, 1998

Recording No.: Reception No. 9800143402 as shown on the ALTA/NSPS Land Title Survey prepared by Thomas M. Girard (Colorado PLS 32151) of Core Consultants, Inc. dated February 14, 2018, last revised February 23, 2018, Job No. 17068.

15. Terms, conditions, provisions, agreements and obligations contained in the Ordinance No. 136, Series of 2000 as set forth below:

Recording Date: February 25, 2000

Recording No.: Reception No. 2000026684 as shown on the ALTA/NSPS Land Title Survey prepared by Thomas M. Girard (Colorado PLS 32151) of Core Consultants, Inc. dated February 14, 2018, last revised February 23, 2018, Job No. 17068.

16. Terms, conditions, provisions, agreements and obligations contained in the Ordinance No. 132, Series of 2000 as set forth below:

Recording Date: February 25, 2000
Recording No.: Reception No. 2000026680 as shown on the ALTA/NSPS Land Title Survey prepared by Thomas M. Girard (Colorado PLS 32151) of Core Consultants, Inc. dated February 14, 2018, last revised February 23, 2018, Job No. 17068.

17. Terms, conditions, provisions, agreements and obligations contained in the Ordinance No. 453, Series of 1988, relating to zoning classification as set forth below:

Recording Date: October 23, 2002
Recording No.: Reception No. 2002199305

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

Recording Date: September 4, 2004
Recording No.: Reception No. 2004183369 as shown on the ALTA/NSPS Land Title Survey prepared by Thomas M. Girard (Colorado PLS 32151) of Core Consultants, Inc. dated February 14, 2018, last revised February 23, 2018, Job No. 17068.

19. Matters disclosed by the ALTA/NSPS Land Title Survey by Core Consultants dated February 14, 2018, last revised March 22, 2018, Job No. 17068 to wit:

- a. The fact that any fence lines on or near the perimeter of the land may not coincide with property lines.
- b. Rights of others in and to the continued use of the two dirt roads.
- c. The fact that a marsh is located on the northerly portion of the subject property

20. Terms, conditions, provisions, agreements and obligations contained in the Memorandum of Tenancy in Common Agreement as set forth below:

Recording Date: _____, 2018
Recording No.: Reception No. ___

**OPERATING AGREEMENT
OF
DIA COLORADO JV LLC**

THIS OPERATING AGREEMENT ("Agreement") is entered into as of the 20th day of December 2017 ("Effective Date") by and between DT GRAT CS, LLC, a Nevada limited liability company ("Member") and Zareh Sarrafian (hereinafter sometimes referred to as the "Manager").

**ARTICLE 1
FORMATION, NAME, PURPOSES**

1.1 FORMATION. The Member formed the limited liability company set forth above in the title of this Agreement ("**Company**") as a limited liability company pursuant to the Nevada Limited Liability Company Act ("**Act**") upon the filing of the Articles of Organization for the Company (attached hereto as Exhibit A). The Manager shall from time to time execute or cause to be executed all such certificates, fictitious name or business statements and other documents, and make or cause to be made all such filings, recordings and publications, and do such other acts as the Manager may deem necessary or appropriate to comply with the requirements of law for the formation and operation of the Company in all jurisdictions in which the Company conducts business. The Manager shall cause the Company to be qualified or authorized to do business in any jurisdiction in which such qualification or authorization is necessary in connection with the conduct of the Company's business.

1.2 NAME. The name of the Company is as set forth above in the title of this Agreement, and all business of the Company shall be conducted in that name.

1.3 REGISTERED OFFICE. The Company's registered office shall be located at such location as set forth in the Statement of Information of the Company filed with the Nevada Secretary of State, as may be amended from time to time, for the purpose of maintaining the records required to be maintained under the Act.

1.4 PURPOSE AND POWERS. The purpose of the Company is to engage in any business or activity permitted under the Act including, without limitation, to own, hold and operate real property for investment purposes, together with such other activities as may be necessary to or in furtherance of such purpose.

1.5 TERM. The term of the Company shall be perpetual, unless sooner terminated under the provisions of Article 7, or in accordance with the Act.

1.6 AGENT FOR SERVICE OF PROCESS. The name and business address of the Company's agent for service of process shall be as set forth in the Articles of Organization or Statement of Information of the Company filed with the Nevada Secretary of State, as may be amended from time to time. The Manager may remove and replace the Company's agent for service of process at any time.

1.7 TITLE TO COMPANY PROPERTY. All property owned by the Company shall be owned by the Company as an entity and, insofar as permitted by applicable law, no Member shall

owned by the Company as an entity and, insofar as permitted by applicable law, no Member shall have any ownership interest in any Company property in its individual name or right, and each Member's interest in the Company ("**Membership Interest**") shall be personal property for all purposes.

ARTICLE 2 CAPITAL CONTRIBUTIONS; LOANS

The Member shall make such contributions to capital or loans to the Company as the Member, in such Member's sole discretion, shall deem necessary or advisable, or which may be required to be contributed pursuant to applicable contractual requirements.

ARTICLE 3 MANAGEMENT

3.1 MANAGEMENT.

(a) **General.** Except as otherwise specifically provided in this Agreement or required by law, the business and affairs of the Company shall be managed by a Manager ("**Manager**"), and the Manager shall have all power and authority necessary to conduct the same. The Manager may, but need not, be a Member. The Manager shall devote to the Company such time as the Manager deems necessary for the proper performance of the Manager's duties hereunder. As of the Effective Date and until such time one or more successors are appointed as provided in Section 3.1(b), the following persons shall serve as the Manager: **Zareh Sarrafian**. In the event the Company has more than one Manager then any act permitted to be taken by a Manager hereunder must be approved by all the Managers of the Company. No agent or employee of the Company, other than the Manager, shall have any power or authority to bind the Company in any way, to pledge its credit or to render it liable for any purpose.

Subject to any requisite approval of the Member pursuant to this Agreement, the signature of the Manager shall be necessary and sufficient to convey title to any real or personal property owned by the Company and to bind the Company and its assets under any promissory notes, assignments, transfer documents, trust deeds and other instruments executed by the Manager on behalf of and in the name of the Company.

(b) **Term and Appointment of Manager.** A Manager shall serve until the earlier of: (i) the Manager's resignation, dissolution, retirement, death or disability; (ii) the Manager's removal pursuant to Section 3.1(c); or (iii) the expiration of the Manager's term as a Manager, if a term has been designated by the Member. A successor Manager shall be appointed by the Member on the occurrence of any of the foregoing events.

(c) **Removal of Manager.** The Member may remove any Manager with or without cause at any time for any reason.

(d) Compensation. If approved by the Member in its sole and absolute discretion, the Company may pay the Manager fees or other compensation for services rendered.

(e) Appointment of Manager. The Member, in its sole and absolute discretion, shall have sole authority to appoint the Manager of the Company and any successor or replacement manager.

3.2 LIMITATIONS.

(a) Notwithstanding Section 3.1, the Manager shall not take or permit any of the following actions (each, an "Extraordinary Action") for or on behalf of the Company unless the Member consents to such action in advance, which consent the Member may grant or withhold in its sole and absolute discretion:

(i) Any distribution of Company cash or other assets, other than to the Member as provided in this Agreement;

(ii) The admission of an additional or substitute Member;

(iii) Make, execute or deliver any assignment for the benefit of creditors, or obligate the Company as a surety, guarantor or accommodation party to any obligation;

(iv) Make a loan to any person or entity;

(v) Cause an event of bankruptcy with respect to the Company; and/or

(vi) Any other action that, under this Agreement, may be taken or permitted only with the consent of the Member.

(b) At such time as the Member consents to an Extraordinary Action, the Manager, acting for and on behalf of the Company, shall have all power and authority necessary to cause the Company to take or permit such action.

(c) If the Manager attempts to cause or permit an Extraordinary Action without obtaining the requisite consent of the Member, such action shall be null and void *ab initio* and of no force or effect as against the Company.

3.3 NO EXCLUSIVE DUTY TO COMPANY. The Manager shall not be required to manage the Company as their sole and exclusive function. The Member and Manager have other business interests and may engage in other activities in addition to those relating to the Company. The Company shall not have any right, by virtue of this Agreement, to share or participate in such other activities of the Member or Manager, or to the income or proceeds derived there from.

3.4 RECORDS. At the expense of the Company, the Manager shall maintain at the Company's registered office all records required to be maintained by the Act.

3.5 TAX RETURNS AND ELECTIONS. The Manager shall, at the expense of the Company, cause the preparation and timely filing of all required federal, state and local tax returns required to be filed by the Company. All elections permitted to be made by the Company under federal, state or local law shall be made by the Member in its sole discretion.

3.6 EXCULPATION OF MANAGER AND MEMBER. Any act or the failure to do any act by the Manager or Member, or any party affiliated with the Manager or Member (collectively, the "Indemnified Parties"), the effect of which results in loss or damage to the Company, shall not give rise to any liability of the Manager or Member or the Indemnified Parties, if such act or failure to act is done in good faith to promote the best interests of the Company, or is done pursuant to advice of independent legal counsel, accountants or other experts selected, engaged or retained by the Manager or Member with reasonable care. The preceding sentence shall not relieve any person of liability for gross negligence, bad faith, dishonesty or misappropriation of Company assets.

3.7 INDEMNIFICATION OF MANAGER AND MEMBER; INSURANCE. The Company shall, solely from Company assets, indemnify and hold the Indemnified Parties harmless from and against any loss, cost, damage, liability, injury or expense (including but not limited to attorneys' fees and disbursements) suffered or sustained by the Indemnified Parties by reason of any acts, omissions or alleged acts or omissions arising out of activities on behalf of the Company or in furtherance of the interests of the Company, including, but not limited to, any judgment, award, settlement, reasonable attorneys' fees and other costs and expenses incurred in connection with the defense of any actual or threatened action, proceeding or claim; provided that the acts or omissions or alleged acts or omissions upon which such actual or threatened action, proceeding or claim is based were not performed or omitted as a result of gross negligence, bad faith, dishonesty or misappropriation of Company assets. The Company shall also have the authority to purchase and maintain insurance on behalf of the Indemnified Parties against any liability asserted against any Indemnified Party and incurred by any Indemnified Party in any such capacity or arising out of their status as a Manager, Member or other Indemnified Party, whether or not the Company would have the power to indemnify the Manager or Member or the Indemnified Party against such liability under the provisions of this Section 3.7 or applicable law.

ARTICLE 4 MEMBERS AND MANAGER

4.1 LIMITATION OF LIABILITY. A Member's and Manager's liability for the debts and obligations of the Company shall be limited to the fullest extent permitted under the Act and other applicable law.

4.2 MEETINGS. There are no required annual meetings of Members, or of the Members and Manager. However, at such times as there is more than one Member, special meetings of the Members, for any purpose or purposes, unless otherwise prescribed by statute, may be called by any Member upon not less than forty-eight (48) hours notice, at any time. The Member or Manager may call a meeting of the Member and Manager upon not less than forty-eight (48) hours notice, at any time, for any purpose or purposes.

4.3 ACTION WITHOUT A MEETING. Any action required or permitted to be taken at a meeting may be taken without a meeting if the action is evidenced by one or more written consents describing the action taken and signed by all Members.

ARTICLE 5 DISTRIBUTIONS; TAX CLASSIFICATION; ALLOCATIONS

5.1 DISTRIBUTIONS PRIOR TO LIQUIDATION. Prior to the dissolution of the Company and the commencement of the liquidation of its assets and winding up of its affairs, the Manager, promptly following the end of the Company's fiscal year and at such other times as the Manager may deem appropriate, shall determine and distribute the Company's "net available cash flow" to: (i) in the event there is a single Member, to such Member; and (ii) in the event there is more than one Member, to the Members in such manner as the Members may determine by their unanimous vote or written consent. For purposes of this Agreement, "net available cash flow" means the excess of gross cash receipts (exclusive of initial and additional capital contributions and, except to the extent the Manager determines otherwise, proceeds received from any borrowings by the Company) over cash disbursements, without deduction for depreciation, cost recovery deductions and other non-cash charges, for (i) all operating costs, (ii) all principal and interest payments on debts (including payments of Member loans), (iii) all asset acquisition costs and capital costs necessary for the maintenance, repair and improvement of the Company's assets, and (iv) reasonable reserves, as determined by the Manager.

5.2 DISTRIBUTIONS IN LIQUIDATION. Following the dissolution of the Company and the commencement of winding up and the liquidation of its assets, all distributions to the Member shall be governed by Article 7.

5.3 TAX CLASSIFICATION. For all periods during which all Membership Interests are owned by one Member, the Company shall be treated as a disregarded entity ("Disregarded Entity") for federal tax purposes and corresponding provisions, if any, of state and local law pursuant to Section 7701(a)(2) of the Internal Revenue Code of 1986, as amended ("Code"), and the Treasury Regulations ("Regulations"), including without limitation Regulations Section 301.7701-3(b)(1) (collectively, "Applicable Tax Principles"). During periods (if any) in which Membership Interests are owned by two or more Members, the Company shall be treated as a partnership pursuant to Applicable Tax Principles.

5.4 ALLOCATIONS. All items of income, gain, deduction and loss and all other tax items of the Company shall be allocated: (i) in the event there is a single Member, to such Member consistent with the Company's status as a Disregarded Entity; and (ii) in the event there is more than one Member, to the Members in such manner as the Members may determine by their unanimous vote or written consent, provided such allocations are in accordance with Section 704(b) of the Code and the Regulations there under.

ARTICLE 6 ADMISSIONS

No person shall be admitted as a member of the Company after the Effective Date without the written consent or approval of the Member. Upon admission, the Members shall amend this Agreement to reflect the admission of the new Member.

ARTICLE 7 DISSOLUTION AND TERMINATION

7.1 DISSOLUTION. The Company shall dissolve upon the first to occur of any of the following events ("Liquidating Event"):

- (a) The written election of the Member at any time; or
- (b) The entry of a decree of dissolution under the Act.

Notwithstanding any provision of the Act, the Company shall not dissolve prior to the occurrence of a Liquidating Event. The bankruptcy, death, dissolution, liquidation, termination or adjudication of incompetency, withdrawal, retirement, resignation or expulsion of a Member or the occurrence of any other event that terminates the continued membership in the Company of a Member shall not be a Liquidating Event, and the Company shall continue and shall not dissolve unless and until a Liquidating Event occurs.

7.2 LIQUIDATION, WINDING UP AND DISTRIBUTION OF ASSETS. Following an event that causes dissolution of the Company, the Manager shall proceed to liquidate the Company's assets and properties, discharge the Company's obligations, and wind up the Company's business and affairs as promptly as is consistent with obtaining the fair value thereof. The proceeds of liquidation of the Company's assets, to the extent sufficient therefore, shall be applied and distributed as follows:

- (a) First, to the payment and discharge of all of the Company's debts and liabilities, except those owing to the Member(s), or to the establishment of any reasonable reserves for contingent or unliquidated debts and liabilities;
- (b) Second, to the payment of any debts and liabilities owing to the Member(s);
and
- (c) Third: (i) in the event there is a single Member, to such Member; and (ii) in the event there is more than one Member, to the Members in proportion to their capital accounts.

Notwithstanding anything in this Section 7.2 to the contrary, in lieu of liquidating all of the Company's assets and properties, at the request of the Member the Manager shall make in-kind liquidating distributions of the Company's assets and properties in satisfaction of the liquidation priorities set forth in Sections 7.2(b) and 7.2(c).

7.3 DEFICIT CAPITAL ACCOUNT. Except as otherwise required by the Act, a Member shall have no obligation to contribute or advance any funds or other property to the Company by reason of the fact that a Member has a deficit balance in the Member's capital account or the Company's assets and properties are not sufficient to pay all of the Company's debts and obligations upon completion of winding up or at any other time.

7.4 TERMINATION. When all of the remaining property and assets of the Company have been applied and distributed in accordance with Section 7.2, the Manager shall cause appropriate certificates of cancellation and other forms to be executed and filed with the Nevada Secretary of State in accordance with the Act.

ARTICLE 8 MISCELLANEOUS PROVISIONS

8.1 APPLICATION OF NEVADA LAW. This Agreement shall be construed and enforced in accordance with the laws of the State of Nevada.

8.2 AMENDMENTS. This Agreement may not be amended except by written instrument executed by the Member.

8.3 HEADINGS. The headings in this Agreement are inserted for convenience only and are in no way intended to describe, interpret, define, or limit the scope, extent, or intent of this Agreement or any provision hereof Numbered or lettered articles, sections and subsections herein contained refer to articles, sections and subsections of this Agreement unless otherwise expressly stated.

8.4 SEVERABILITY. If any provision of this Agreement or the application thereof to any person or circumstance will be invalid, illegal, or unenforceable to any extent, the remainder of this Agreement and the application thereof will not be affected and will be enforceable to the fullest extent permitted by law.

8.5 SUCCESSORS AND ASSIGNS. Each and all of the covenants, terms, provisions, and agreements herein contained will be binding upon and inure to the benefit of the Member and Manager and, to the extent permitted by this Agreement and by applicable law, the Member's and Manager' successors and assigns.

8.6 CREDITORS AND OTHER THIRD PARTIES. None of the provisions of this Agreement shall be for the benefit of or enforceable by any creditor of the Member, Manager or the Company or by any other third party.

8.7 ENTIRE AGREEMENT. This Agreement constitutes the entire statement of the Member relating to the Company and supersedes for all periods on and after the Effective Date all prior statements, contracts or agreements with respect to the subject matter of this Agreement, whether written or oral including, without limitation, any prior Operating Agreement with respect to the Company. Any prior Operating Agreement (if any) with respect to the Company shall apply only with respect to periods prior to the Effective Date.

8.8 SPECIAL POWER OF ATTORNEY.

(a) Attorney-in-Fact. Subject to such approvals of the Member as may be set forth in this Agreement, the Member grants the Manager a special power of attorney irrevocably making, constituting, and appointing the Manager as the Member's attorney in fact, with full power of substitution, and with all power and authority to act in the Member's name and on the Member's behalf to execute, acknowledge and deliver and swear to in the execution, acknowledgment, delivery and filing of the following documents: Agreement:

- (i) Promissory notes to be delivered pursuant to this Agreement;
- (ii) Deeds, trust agreements, management agreements, deeds of trust, mortgages, security agreements or any other agreements to be delivered pursuant to this Agreement;
- (iii) UCC financing statements to be delivered pursuant to this Agreement and all amendments thereto;
- (iv) Assignments of interests or other documents of transfer to be delivered pursuant to this Agreement or in connection with the purchase of an Interest pursuant to this Agreement; and
- (v) Any other instrument or document that may be reasonably required by the Manager in connection with any of the foregoing.

(b) Irrevocable Power. The special power granted in Section 8.8(a): (i) is irrevocable, (ii) is coupled with an interest, and (iii) shall survive a Member's death, incapacity or dissolution.

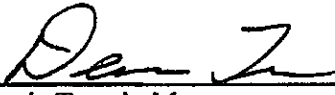
(c) Signatures. The Manager may exercise the special power of attorney granted in Section 8.8(a) by a facsimile signature.

[Signatures of following page]

IN WITNESS WHEREOF, the undersigned has duly executed this Operating Agreement effective as of December 20, 2017.

MEMBER:

DT GRAT CS, LLC,
a Nevada limited liability company

By: 
Dennis Troesh, Manager

MANAGER:



Zareh Sarrafian

EXHIBIT A



050106



BARBARA K. CEGAVSKE
 Secretary of State
 202 North Carson Street
 Carson City, Nevada 89701-4201
 (775) 684-5708
 Website: www.nvsos.gov

**Articles of Organization
 Limited-Liability Company**
 (PURSUANT TO NRS CHAPTER 86)

Filed in the office of *Barbara K. Cegavske* Document Number **20170535347-87**
 Barbara K. Cegavske, Secretary of State, State of Nevada Filing Date and Time **12/20/2017 10:48 AM**
 Entity Number **E0588322017-0**

[This document was filed electronically.]
 ABOVE SPACE IS FOR OFFICE USE ONLY

USE BLACK INK ONLY - DO NOT HIGHLIGHT

| | | | | |
|--|---|--|---|---|
| 1. Name of Limited-Liability Company: <small>(must contain approved limited-liability company wording; see instructions)</small> | DIA COLORADO JV LLC | | <input type="checkbox"/> | <input type="checkbox"/> |
| | | | Check box if a Series Limited Liability Company | Check box if a Restricted Limited Liability Company |
| 2. Registered Agent for Service of Process: <small>(check only one box)</small> | <input checked="" type="checkbox"/> Commercial Registered Agent: QUARRY CAPITAL, LLC <small>Name</small> <input type="checkbox"/> Noncommercial Registered Agent <i>OR</i> <input type="checkbox"/> Office or Position with Entity <small>(name and address below)</small> <small>(name and address below)</small> <small>Name of Noncommercial Registered Agent OR Name of Title of Office or Other Position with Entity</small> <small>Street Address</small> <small>City</small> <small>Nevada</small> <small>Zip Code</small> <small>Mailing Address (if different from street address):</small> <small>City</small> <small>Nevada</small> <small>Zip Code</small> | | | |
| 3. Dissolution Date: <small>(optional)</small> | Latest date upon which the company is to dissolve (if existence is not perpetual): | | | |
| 4. Management: <small>(required)</small> | Company shall be managed by: <input checked="" type="checkbox"/> Manager(s) <i>OR</i> <input type="checkbox"/> Member(s) <small>(check only one box)</small> | | | |
| 5. Name and Address of each Manager or Managing Member: <small>(attach additional page if more than 3)</small> | 1) DENNIS TROESH <small>Name</small> 1370 JET STREAM DRIVE STE 100 HENDERSON NV 89052 <small>Street Address</small> <small>City</small> <small>State</small> <small>Zip Code</small> 2) <small>Name</small> <small>Street Address</small> <small>City</small> <small>State</small> <small>Zip Code</small> 3) <small>Name</small> <small>Street Address</small> <small>City</small> <small>State</small> <small>Zip Code</small> | | | |
| 6. Name, Address and Signature of Organizer: <small>(attach additional page if more than 1 organizer)</small> | I declare, to the best of my knowledge under penalty of perjury, that the information contained herein is correct and acknowledge that pursuant to NRS 239.330, it is a category C felony to knowingly offer any false or forged instrument for filing in the Office of the Secretary of State. JENNIE NERI <small>Name</small> <input checked="" type="checkbox"/> JENNIE NERI <small>Organizer Signature</small> 1370 JET STREAM DRIVE STE 100 HENDERSON NV 89052 <small>Address</small> <small>City</small> <small>State</small> <small>Zip Code</small> | | | |
| 7. Certificate of Acceptance of Appointment of Registered Agent: | I hereby accept appointment as Registered Agent for the above named Entity. <input checked="" type="checkbox"/> QUARRY CAPITAL, LLC 12/20/2017 <small>Authorized Signature of Registered Agent or On Behalf of Registered Agent Entity</small> <small>Date</small> | | | |

This form must be accompanied by appropriate fees.

Nevada Secretary of State NRS 86 LLC Articles Revised 10-1-15

SIGNATURE PAGE

Attached to and made a part of the
AGREEMENT OF LIMITED PARTNERSHIP OF
SPUR 10 HOLDINGS, LP

dated as of January 1, 2007

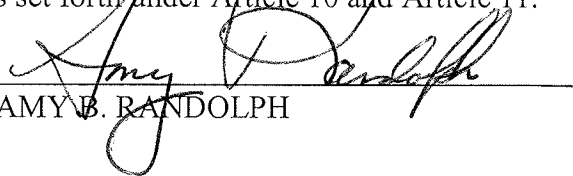
IN WITNESS WHEREOF, the parties have entered into this Agreement of Limited Partnership as of the date first above set forth.

LIMITED PARTNER:



GARY T. RANDOLPH

I, the undersigned spouse of GARY T. RANDOLPH, after having had the opportunity to consult with an attorney of my own choosing, hereunto subscribe my name in evidence of my agreement and consent to all of the provisions of the Agreement, including Section 14.10 and the limitations on the transfer and disposition of Interests set forth under Article 10 and Article 11.



AMY B. RANDOLPH

Address for Notice:

5610 FM 2218
Richmond, Texas 77469
Facsimile No.: 281.344.0058
Telephone No.: 281.344.0225

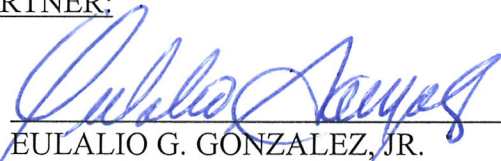
SIGNATURE PAGE

Attached to and made a part of the
AGREEMENT OF LIMITED PARTNERSHIP OF
SPUR 10 HOLDINGS, LP

dated as of January 1, 2007

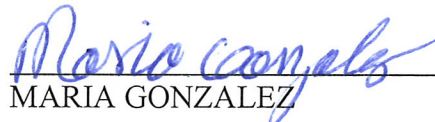
IN WITNESS WHEREOF, the parties have entered into this Agreement of Limited Partnership as of the date first above set forth.

LIMITED PARTNER:



EULALIO G. GONZALEZ, JR.

I, the undersigned spouse of EULALIO G. GONZALEZ, JR., after having had the opportunity to consult with an attorney of my own choosing, hereunto subscribe my name in evidence of my agreement and consent to all of the provisions of the Agreement, including Section 14.10 and the limitations on the transfer and disposition of Interests set forth under Article 10 and Article 11.



MARIA GONZALEZ

Address for Notice:

5610 FM 2218
Richmond, Texas 77469
Facsimile No.: 281.344.0058
Telephone No.: 281.344.0225

III. Consistency with Adopted Plans

Comprehensive Plan 2040

Equitable, Affordable and Inclusive

Goal 1. Ensure all Denver residents have safe, convenient and affordable access to basic services and a variety of amenities (pg. 28)

- *Strategy A. Increase development of housing units close to transit and mixed-use developments.*
- *Strategy C. Improve equitable access to resources that improve quality of life, including cultural and natural amenities, health care, education, parks, recreation, nutritious food and the arts.*

Goal 2. Build housing as a continuum to serve residents across a range of incomes, ages and needs (pg. 28)

- *Strategy A. Create a greater mix of housing options in every neighborhood for all individuals and families.*
- *Strategy C. Foster communities of opportunity by aligning housing strategies and investments to improve economic mobility and access to transit and services.*

Goal 3. Develop housing that is affordable to residents of all income levels (pg. 28)

- *Strategy B. Use land use regulations to enable and encourage the private development of affordable, missing middle and mixed-income housing, especially where close to transit.*

Goal 7. Make neighborhoods accessible to people of all ages and abilities (pg. 29)

- *Strategy B. Prioritize infrastructure improvements that allow for residents of all abilities to access and live in any neighborhood.*

Goal 9. Improve equitable access to quality education and lifelong learning opportunities (pg. 29)

- *Strategy A. Support Denver Public Schools in their efforts to eliminate barriers to success and to provide high-quality education for all students regardless of their race, ethnicity, gender status, religion or economic status.*
- *Strategy D. Partner with higher-education institutions to ensure residents have access to local, quality higher-education.*

The proposed map amendment meets the Equity, Affordable and Inclusive goals outlined in Comprehensive Plan 2040. The rezoning request will foster a mixed-use development, creating new income restricted and market rate housing within walking distance of a new park/open space, community serving retail/commercial and a future school site for Denver Public Schools. The applicant is working with Denver Parks and Recreation (DPR) on an agreement whereby the southern portion of Zoning Area 3 (south of Irondale Gulch) will become dedicated park land along with the vacant parcel directly to the east. Denver Public Schools (DPS) has purchased approximately 17 acres in middle of Zoning Area 3 for a future elementary/middle school site which will be in convenient walking distance from future affordable and market rate housing options. New development in the area will place an emphasis on connectivity between the aforementioned uses and the 12-acres of community serving retail planned in the northern portion of the property along

56th Ave. It's worth noting the applicant, because of community and council engagement during the Large Development Review (LDR) process, increased the number of acres of community serving retail/commercial from 4 to 12, sold a portion of the property to DPS and is in ongoing negotiations with DRP to create a regional park for the area.

Strong and Authentic Neighborhoods

Goal 1. Create a city of complete neighborhoods (pg. 34)

- *Strategy A. Build a network of well connected, vibrant, mixed-use centers and corridors.*
- *Strategy B. Ensure neighborhoods offer a mix of housing types and services for a diverse population.*
- *Strategy C. Ensure neighborhoods are safe, accessible and well-connected for all modes.*
- *Strategy D. Encourage quality infill development that is consistent with the surrounding neighborhood and offers opportunities for increased amenities.*

Goal 4. Ensure every neighborhood is economically strong and dynamic (pg. 34)

- *Strategy A. Grow and support neighborhood-serving businesses.*

Goal 5. Create and preserve parks and public spaces that reflect the identity of Denver's neighborhoods (pg. 34)

- *Strategy B. Design public spaces to facilitate social connections and enhance cultural identity.*

Goal 9. Ensure all neighborhoods are safe (pg. 34)

- *Strategy A. Encourage design and new development to improve public health and safety.*

The proposed map amendment meets the Strong and Authentic goals outlined in Comprehensive Plan 2040. The rezoning request will increase the mix of housing types in the area which will serve a diverse population with the inclusion of income restricted and market rate housing. The proposed 12-acres of community serving retail/commercial will add neighborhood-serving businesses and increased amenities. A future DPS school site and new regional park will facilitate greater social connections as will the planned open space and community serving retail. Additional parks and open spaces that are well connected to a diversity of residential dwellings will improve public health and safety.

Connected, Safe and Accessible Places

Goal 4. Create an equitable and connected multimodal network that improves access to opportunity and services (pg. 40)

- *Strategy B. Use the multimodal network to connect vulnerable populations to employment, education, parks and health services.*

Goal 8. Strengthen multimodal connections in mixed-use centers and focus growth near transit (pg. 42)

- *Strategy B. Promote transit-oriented development and encourage higher density development, including affordable housing, near transit to support ridership.*

The proposed map amendment meets the Connected, Safe and Accessible Places goals outlined in Comprehensive Plan 2040. The rezoning request will facilitate a development with a mix of uses,

including income restricted residential units within walking distance of a regional park, open space and a future DPS school site. The request will also promote and encourage higher density development along Peña Blvd and within close proximity to the 61st & Peña/40th & Airport rail stations.

Economically Diverse and Vibrant

Goal 1. Ensure economic mobility and improve access to opportunity (pg. 46)

- *Strategy A.* Improve economic mobility through workforce training, career development, quality education and wealth creation.

Goal 3. Sustain and grow Denver’s local neighborhood businesses (pg. 46)

- *Strategy A.* Promote small, locally-owned businesses and restaurants that reflect the unique character of Denver.

The proposed map amendment meets the Economically Diverse and Vibrant goals outlined in Comprehensive Plan 2040. The rezoning request will foster the development of 12-acres of community serving retail/commercial. These uses will provide nearby opportunities for workforce training and career development. The applicant’s development partner for northern portion of Zoning Area 1 is working diligently to attract local businesses and restaurant concepts that reflect the unique character of Denver. Having a future DPS school site on the property will increase access to education.

Environmentally Resilient

Goal 4. Integrate stormwater into the built environment by using green infrastructure to improve water quality and reduce runoff (pg. 52)

- *Strategy A.* Embrace stormwater as an asset and integrate it into the design of streets, open spaces and neighborhoods.

Goal 6. Protect and expand Denver’s green infrastructure network (pg. 54)

- *Strategy A.* Recognize parks, public space, trees and plants as vital elements of green infrastructure and ensure that the provision of these elements keeps pace with Denver’s growth.
- *Strategy B.* Connect parks, open spaces, trails, river corridors, parkways and street trees into an integrated green infrastructure network.

Goal 8. Clean our soils, conserve land and grow responsibly (pg. 54)

- *Strategy A.* Promote infill development where infrastructure and services are already in place.
- *Strategy B.* Encourage mixed-use communities where residents can live, work and play in their own neighborhoods.
- *Strategy C.* Focus growth by transit stations and along high- and medium capacity transit corridors.

The proposed map amendment meets the Environmentally Resilient goals outlined in Comprehensive Plan 2040. The rezoning request will foster future development which will embrace

stormwater as an asset and integrate it into the design of open spaces and even future retail uses. The rezoning request will help facilitate the creation of a regional park, helping to ensure that parks and open space keeps pace with Denver's growth. The request encourages a mixed-use community where residents can live, work and play and development where services are already in place. Finally, the request focuses growth along Peña Blvd and a transit corridor.

Healthy and Active

Goal 1. Create and enhance environments that support physical activity and healthy living (pg. 58)

- *Strategy A. Recognize parks, recreation and the urban forest as vital components of a complete community.*
- *Strategy B. Promote walking, rolling and biking through the development of a safe and interconnected multimodal network.*
- *Strategy C. Design safe public spaces and recreational areas to serve people of all ages and backgrounds.*

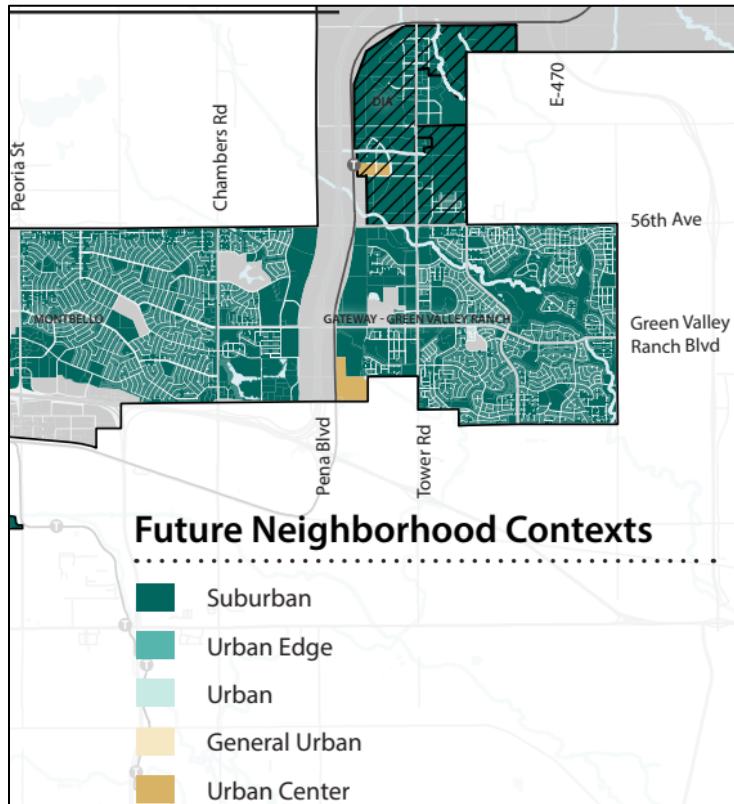
Goal 2. Provide high-quality parks, recreation facilities and programs that serve all Denver residents (pg. 58)

- *Strategy A. Ensure equitable access to parks and recreation amenities for all residents.*
- *Strategy C. Expand the supply of parks, recreational facilities and programs relative to Denver's population growth.*

The proposed map amendment meets the Healthy & Active goals outlined in Comprehensive Plan 2040. The rezoning request will foster the development of a new regional park and future DPS site, uses which are vital components of a complete community. The project will include a safe and interconnected multimodal network that will promote walking, rolling and biking. The rezoning will ensure a mix of income restricted and market rate residential uses are within walking distance of a regional park and future school site. It will expand the supply of parks in the area and recreation facilities.

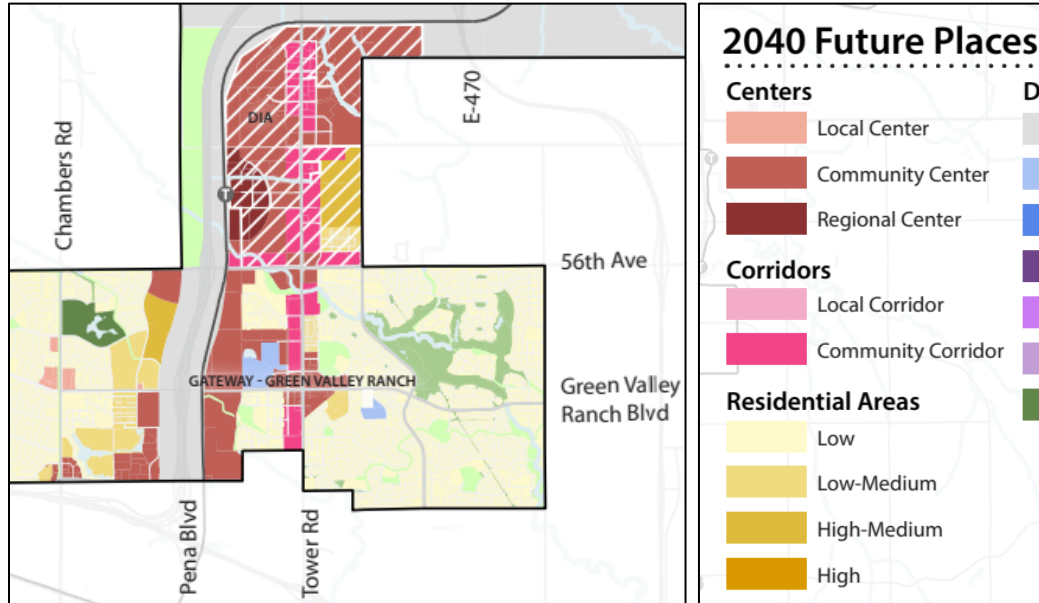
Blueprint Denver 2019

Blueprint Denver Future Neighborhood Context



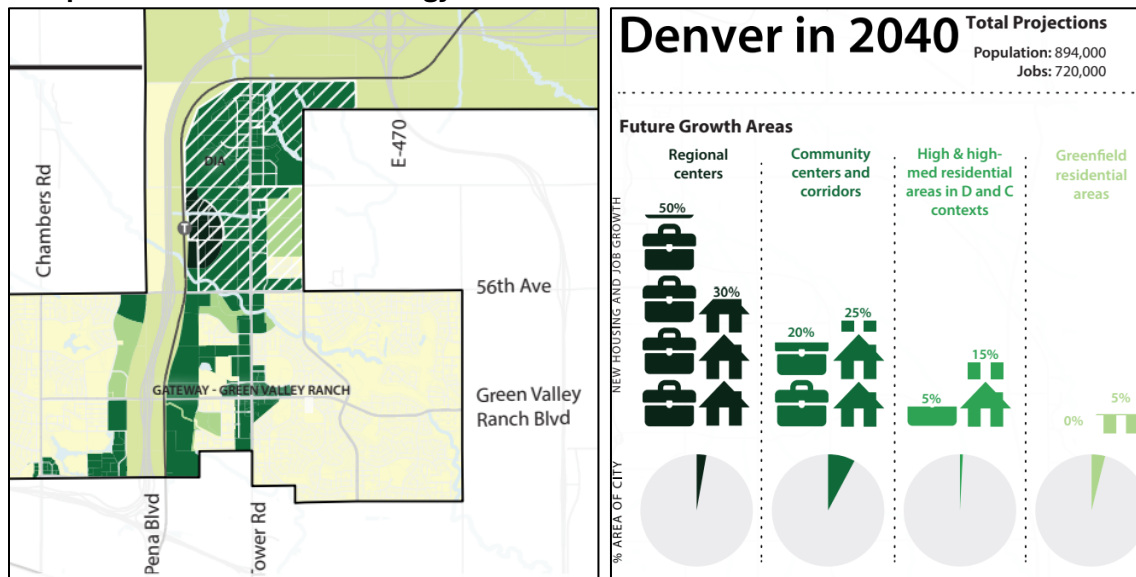
Blueprint Denver identifies the subject property as Suburban on the future neighborhood context map (pg. 139). The Suburban neighborhood context consists of a “range of uses from single-unit and multi-unit residential to commercial corridors and centers...Buildings are typically set back from the street and range in scale” (pg. 136). On mobility, the Suburban context is “walkable and bikeable with access to transit but still mostly reliant on cars” (pg. 136). On quality-of-life infrastructure, the Suburban context includes “parks of various sizes, natural areas, open spaces, schools, civic and social spaces. A range of recreational amenities” (pg. 136). The rezoning request will foster the development of a mixed-use community with proposed multifamily development focused along Peña Blvd. The proposed infrastructure network will facilitate a walkable and bikeable community, provide future residents with quick access to significant parks/open space, a future DPS school site and transit with the 61st & Peña Station/40th & Airport stations nearby and multiple RTD bus stops to the east along Tower Rd.

Blueprint Denver Future Places



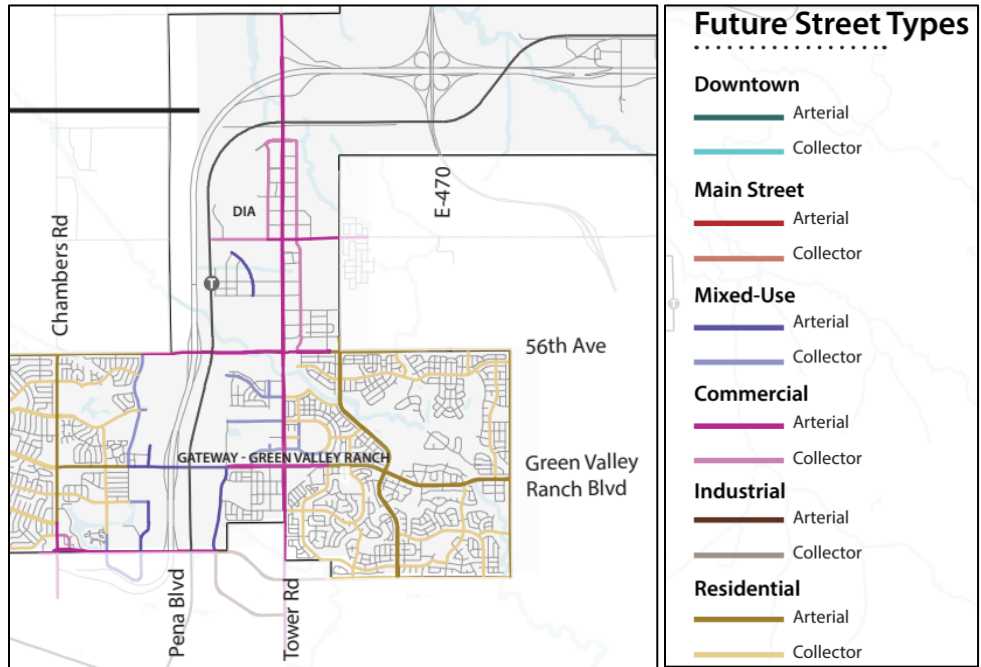
Blueprint Denver identifies the subject property as a Community Center on the future places map (pg. 143). Blueprint Denver describes the Community Center place type as a balance of either residential and employment with mid-scale buildings that are accessible to a larger area of surrounding neighborhood users by a variety of transportation options such as transit priority streets or rail service (pg. 144). It also notes that open spaces promote social interaction, respond to direct uses within the center and provide moments of relief from more the more intense activity found in Community Centers. The rezoning request will foster a mixed-use development with a balance of residential and employment in mid-scale buildings in an area that will be accessible to existing residential. The development will include significant parks and opens space which will foster social interaction and provide relief from planned uses.

Blueprint Denver Growth Strategy



The subject property is categorized as a Community Center and Corridor under Blueprint Denver’s Growth Strategy map (pg. 51). Community Centers and Corridors are anticipated to see 25% of all new housing and 20% of new jobs by 2040. The rezoning request will foster the development of a mixed-use project including significant acreage for community serving retail/commercial and mid-rise residential that will bring new housing and job opportunities to the area.

Blueprint Denver Street Types



Blueprint Denver classifies the new constructed Telluride St (the eastern boundary of the property) as a Mixed-Use Arterial and 56th Ave (the northern boundary of the property) as a Commercial Arterial (pg. 157). Blueprint Denver notes that Mixed-Use Arterials have a “varied mixed of uses including retail, office, residential and restaurants. Buildings are pedestrian oriented, typically multi-story, usually with high building coverage with a shallow front setback” (pg. 159). Commercial Arterials “typically contain commercial uses including shopping centers, auto services and offices. Buildings are often set back with onsite parking. Commercial streets have more frequent driveways to provide auto access to properties, but still provide adequate sidewalk space for people to walk or roll” (pg. 159). The rezoning request will foster development with a variety of uses including retail, residential and restaurants within single-story and multi-story buildings.

Land Use and Built Form – General Recommendations

Policy 1. Promote and anticipate planned growth in major centers and corridors and key residential areas connected by rail service and transit priority streets (pg. 72)

- *Strategy A. Use zoning and land use regulations to encourage higher-density, mixed-use development in transit-rich areas including:*
 - *Regional centers and community centers*
 - *Community corridors where transit priority streets are planned*

- *High and medium-high residential areas in the downtown and urban center contexts.*

Policy 5. Integrate mitigation of involuntary displacement of residents and/or businesses into major city projects (pg. 74)

- *Strategy B. Where the potential for involuntary displacement is identified, evaluate and implement methods to mitigate displacement, such as incentives or requirements for on-site income-restricted housing and/or affordable commercial spaces.*

Policy 9. Promote coordinated development on large infill sites to ensure new development integrates with its surroundings and provides appropriate community benefits (pg. 78)

- *Strategy A. Consider zoning flexibility for redevelopment of large infill sites that lack a clear adopted neighborhood plan vision, yet may provide an opportunity for compatible development that integrates with the area's existing streets, blocks and/or open space.*
- *Strategy B. Use large development review, or similar tools, to coordinate infrastructure and open space on large infill sites while minimizing and mitigating negative impacts on surrounding communities.*
- *Strategy C. Implement regulatory tools to set clear and predictable requirements for large redevelopments to provide benefits to the community such as affordable housing and open space.*

The proposed map amendment towards the General Land Use and Built Form Recommendations outlined in Blueprint Denver. The rezoning request will promote planned growth in a community center near rail service (61st & Peña/40th & Airport stations) and a transit priority street (Tower Rd). The rezoning will foster a development with mixed-income housing including deed restricted units that will help alleviate involuntary displacement. The City's LDR process guided development on the site, which, through community engagement efforts, will include a regional park, increased community serving retail/commercial and a future DPS school site.

Land Use and Built Form – Housing Recommendations

Policy 6. Increase the development of affordable housing and mixed-income housing, particularly in areas near transit, services and amenities (pg. 85)

- *Strategy A. Incentivize affordable housing through zoning, especially in regional centers, community centers and community corridors adjacent to transit. This could include a process—informed by community input—to create citywide height bonuses in the zoning code, where additional height is allowed in exchange for income restricted units. Incentives for affordable housing are particularly important for areas that score high in Vulnerability to Displacement and score low in Housing Diversity.*

Policy 8. Capture 80 percent of new housing growth in regional centers, community centers and corridors, high-intensity residential areas, greenfield residential areas, innovation flex districts and university campus districts (pg. 86)

- *Strategy A. Align high-density residential areas near regional centers to support housing growth near major job centers with access to transit priority streets.*

- *Strategy B. Develop a strategic plan focused on implementation of regional centers, which should include strategies for integrating diverse housing options into these centers.*
- *Strategy D. Advance housing affordability recommendations from this plan and Housing an Inclusive Denver to ensure new units include units affordable to a range of income levels.*

The proposed map amendment forwards the Housing Land Use and Built Form Recommendations outlined in Blueprint Denver. The rezoning request will foster affordable housing in a community center and an area that scores high on vulnerability to displacement. The request helps concentrate new housing and a diversity of housing in a community center. The project will include housing at a range of income levels including units with deeper affordability.

Land Use and Built Form – Economic Recommendations

Policy 2. Improve equitable access to employment areas throughout the city to ensure all residents can connect to employment opportunities (pg. 90)

- *Strategy B. Promote and incentivize the development of affordable and family-friendly housing, as well as a full range of job opportunities, in and near regional centers, community centers and community corridors.*

The proposed map amendment forwards the Economic Land Use and Built Form Recommendations outlined in Blueprint Denver. The rezoning request will foster affordable and family-friendly housing as well as a range of job opportunities in a community center.

Mobility – Recommendations

Policy 1. Encourage mode-shift — more trips by walking and rolling, biking and transit — through efficient land use and infrastructure improvements (pg. 108)

- *Strategy D. Increase the number of services and amenities that are available by walking, rolling and biking by integrating more local centers and corridors into residential areas, especially for areas that score low in Access to Opportunity.*
- *Strategy E. Promote mixed-use development in all centers and corridors.*

Policy 7. Make transit more affordable to Denver residents (pg. 111)

- *Strategy A. Provide increased transit access for transit dependent residents by increasing the amount of affordable housing near rail stations and along transit priority streets. This is especially important for areas that score low in Access to Opportunity.*

The proposed map amendment forwards the Mobility Land Use and Built Form Recommendations outlined in Blueprint Denver. The rezoning request will foster development that will increase the number of walkable services for current and future residents in an area that scores low in access to opportunity. The rezoning will promote mixed-use development in a community center and bring income restricted housing in an area near rail and a transit priority street.

Quality-of-Life Infrastructure – Recommendations

Policy 7. Recognize greenways and trails as multimodal connections providing a variety of experiences and habitats for people, plants and wildlife (pg. 122)

- *Strategy B. Explore opportunities for public and private development to enhance and expand Denver's trail network.*

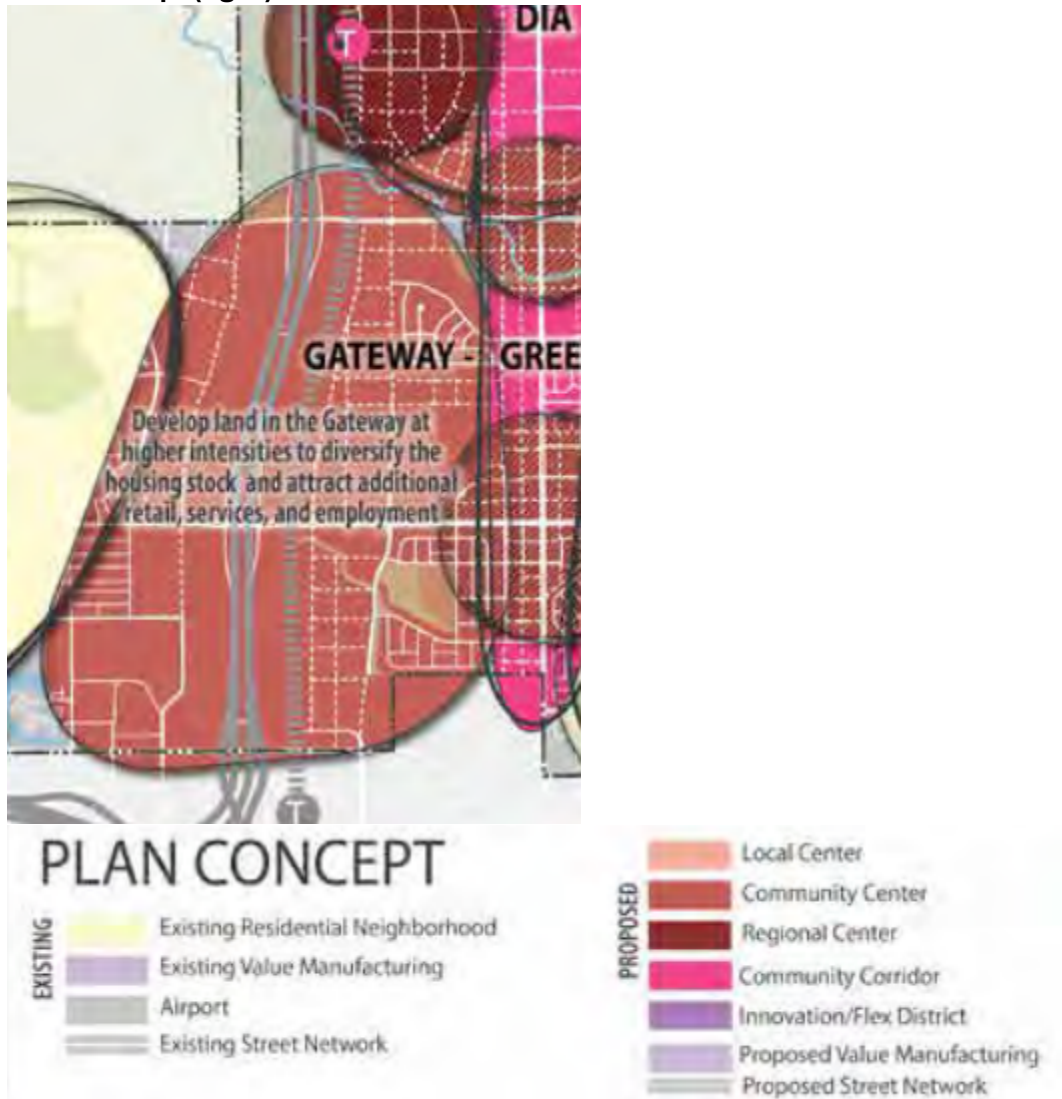
Policy 10. Work with public and private partners to improve access to shops, restaurants, entertainment, civic uses, services and a variety of daily needs for all Denver residents (pg. 125)

- *Strategy A. Prioritize Street and trail improvements and connections leading to and through existing and future centers and corridors.*
- *Strategy C. Promote development that compatibly integrates and includes daily needs such as childcare centers, grocery stores and community-serving retail.*

The proposed map amendment forwards the Quality-of-Life Infrastructure Recommendations outlined in Blueprint Denver. The rezoning request will include 6.135 acres for a regional park as well as trail connections that will foster a diversity of green infrastructure habitats for people, plants and wildlife. The increase in community serving commercial from 4 to 12 acres through the Large Development Review (LRD) process will improve access to shops, entertainment and services for a diversity of residents in the area.

Far Northeast Area Plan

Plan Concept (Pg. 8)



The Plan Concept map in the Far Northeast Area Plan identifies the subject site as a Community Center (Pg. 8). The Plan Concept map goes on to note “Develop land in the Gateway at higher intensities to diversify the housing stock and attract additional retail, services and employment.” The proposed map amendment aligns with the Plan Concept map by carefully selecting zoning that will foster a diversity of housing stock as well as additional retail, services and employment in the area.

Future Neighborhood Contexts (pg. 32)



FUTURE NEIGHBORHOOD CONTEXTS



The Future Neighborhood Context Map in the Far Northeast Area Plan identifies the subject site under the Suburban context (pg. 32). The proposed map amendment proposes all Suburban zone districts to ensure alignment with the small area plan guidance. The plan notes that residential development within the Suburban context “can also include higher intensity residential” with “commercial development focused along main corridors and centers bordering residential areas” (Pg. 31). The rezoning request will foster a diversity of residential housing types with future commercial development focused along 56th and Telluride near current and future residential areas.

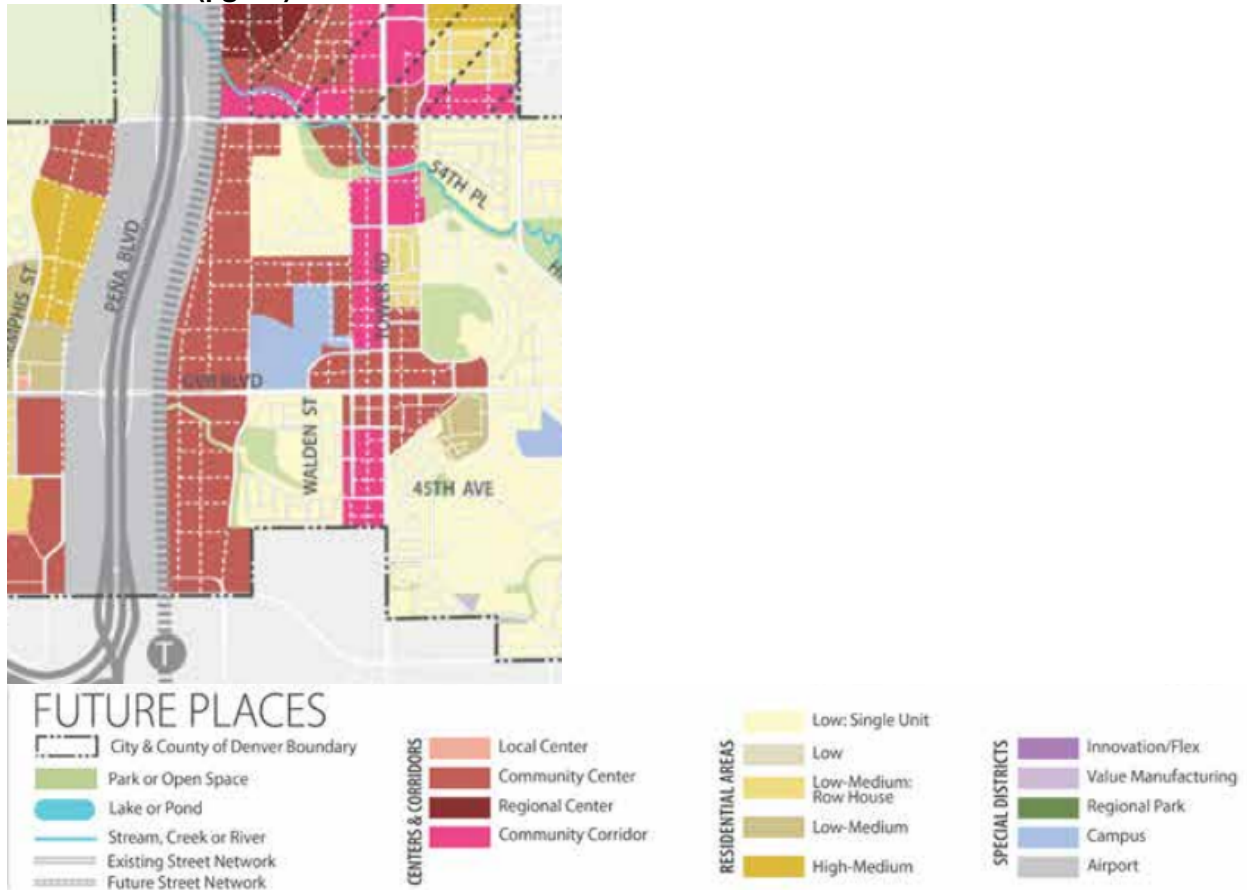
Future Place Recommendations

LU-4. Create new community and regional centers in large undeveloped areas (pg. 38)

- 4.1. Create new community and regional centers at the following locations as identified on the future places map.
 - b. Create new community centers in presently undeveloped areas including the Gateway area (generally south of 56th Avenue and east and west of the Peña scenic buffer), portions of the 61st and Peña Station Area not otherwise identified as regional center, and key intersections on Tower Road as identified by the future places map.

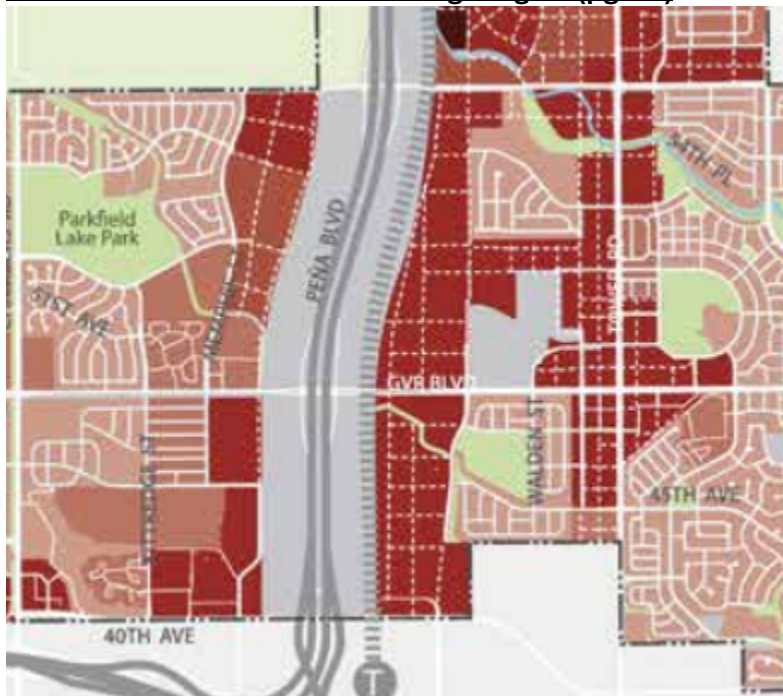
LU-4 under the Future Place Recommendations calls for the creation of new community centers in presently undeveloped areas including the subject property in the Gateway area. The proposed map amendment will foster the development of a community center on currently undeveloped land within the Gateway area. The rezoning request will foster a mixed-use project with a variety of housing types, open space, community serving commercial and a Denver Public Schools site.

Future Places (pg. 36)



The Future Places map in the Far Northeast Area plan identifies the subject site as a Community Center which includes “a mix of office, retail, eating and drinking establishments, commercial services and multi-unit residential uses” (Pg. 35). The proposed map amendment includes zone districts that align well with the Community Center place type and foster a development containing the mix of uses outlined in the plan.

Recommended Maximum Building Heights (pg. 40)



RECOMMENDED MAXIMUM BUILDING HEIGHTS



The Recommended Maximum Building Heights map in the Far Northeast Area Plan shows a maximum of 8-stories across the subject site. Although the maximum height is identified as 8-stories, the proposed map amendment proposes a majority of the site be 5-stories. Proposed zone districts were chosen intentionally to foster a mix of housing types and community serving commercial opportunities focused along mixed-use and commercial arterials as well as Peña Blvd.

Growth Strategy (pg. 42)



GROWTH STRATEGY



The Growth Strategy map in the Far Northeast Area plan identifies the subject site as a Community Center and Corridor. Community Centers and Corridors are anticipated to see 25% of all new housing and 20% of new jobs by 2040. The Far Northeast Area Plan more specifically states, “although most areas within Far Northeast will change and grow to some extent in the future, most change is expected to occur in greenfield areas that are currently undeveloped. These undeveloped lands are in the Gateway on either side of the Peña Boulevard scenic buffer, along Tower Road, and include most of the land located north of E. 56th Avenue” (pg. 51). Both Blueprint Denver and the Far Northeast Area Plan growth guidance point toward change and development intensity on the undeveloped subject property.

Urban Design Recommendations

LU-5. Create quality streetscapes that contribute to the neighborhood character and sense of place (pg. 43)

- 5.3. Encourage mixed-use development and infill.
- 5.4. Create a variety of public spaces for recreational and social interaction, such as plazas, parks, playgrounds and community gardens.

LU-16. Create street networks in undeveloped greenfields (pg. 48)

- *16.1 Design greenfields to create walkable neighborhoods that are well-connected and accessible to major destinations and surrounding neighborhoods.*
 - c. Develop a new street pattern that provides convenient access to key destinations and focal points including parks, schools, transit routes, and planned commercial areas.
 - D. Provide multiple street connections and safe pedestrian connections to community trails, transit routes, arterial streets, planned or existing local and community centers, entertainment and employment areas.

The proposed map amendment will encourage mixed-use development and infill on the subject property. Rezoning and future development will foster a variety of public spaces for recreational and social interaction including a future Denver Public Schools site and regional park. The DPS site will more than likely have playgrounds and sport fields. Rezoning will enable development with a connected street network within an undeveloped greenfield. There will be multiple pedestrian connections to parks, schools and planned commercial areas.

Zoning and Other Regulations (pg. 68)

What is it?

- *The City adopted the Denver Zoning Code (DZC) in 2010. Although the majority of the city was rezoned in 2010 to be included in the DZC, a significant portion of Denver is still covered by the old zoning code called Former Chapter 59. The presence of old code zoning 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. Blueprint Denver recommends rezoning properties out of Former Chapter 59 and into the Denver Zoning Code.*

What's the Situation in Far Northeast?

- *Because they are not form-based, old code districts tend to have more permissive site design standards, higher parking requirements, and less flexibility regarding uses. In Far Northeast, they also typically limit densities to lower levels than what would be achievable under a modern zone district implementing the guidance from this plan*

Zoning and Other Regulations – Recommendations

LU-18. Rezone Former Chapter 59 properties into the Denver Zoning Code (pg. 59)

- *18.2. Strategically use large-scale rezoning as a tool for bringing Former Chapter 59 properties into the DZC.*
- *18.4. Support rezoning efforts that will result in the development of significant job opportunities and expansion of employment sectors.*
- *18.6. Evaluate tools to help ensure that a portion of the value of increased development potential obtained through rezoning is shared with the community through provision of affordable housing consistent with Section 2.1.10 of this plan.*

The proposed map amendment will strategically use large-scale rezoning as a tool to bring a former Chapter 59 property into the new Denver zoning code. The increased commercial acreage to the south of 56th Avenue will result in the development of significant job opportunities in the area. Future development will also incorporate a significant amount of affordable residential and at AMI levels and bedroom counts that will be conducive to a variety of income levels and family types.

Affordable Housing – Recommendations

LU-21. Support housing strategies in the Far Northeast that seek to minimize involuntary displacement (pg. 67).

- 21.1. *Promote citywide programs in the Far Northeast that help stabilize homeowners. Programs should:*
 - C. Increase the percentage of subsidized rental and for-sale units. Work with landlords, property owners and developers to produce or extend deed-restricted units through financial incentives, maintenance assistance grants, and other financial programs.

LU-22. Promote citywide affordable housing programs in the Far Northeast (pg. 67)

- 22.1. *Support housing development funds, grant programs, public-private partnerships, community land trusts and other financial tools to acquire land for affordable housing development.*
 - b. Prioritize mixed-use, mixed-income projects to incorporate services and amenities for low- and moderate-income households and families with fixed incomes.

LU-23. Encourage affordable housing in mixed-income developments that appeal to households of various sizes and income levels (pg. 67)

- 23.1. *Promote affordable housing developments along high-density, mixed-use corridors and centers, and in locations near transit and employment.*
 - Projects should include community benefits such as parks, open space, community-focused amenities, and multimodal infrastructure and connectivity.

The proposed map amendment will foster a development that includes a significant amount of income-restricted housing on the property. Rezoning will promote a mixed-use, mixed-income project with a diversity of AMI levels and bedroom sizes to service a wide range of residents along a higher-density corridor near transit and employment. Income restricted housing will have connectivity to a future regional park and Denver Public School site as well as community serving retail.

Future Street Types (pg. 78)



FUTURE STREET TYPES



The Future Streets map in the Far Northeast Area plan identifies the streets around the subject property as a mixed-use arterial (Telluride Road to the East) and commercial arterial (56th Avenue to the north). The Far Northeast Area Plan notes that mixed-use streets are a future street type desired by residents in the Far Northeast. Mixed-use streets are typically introduced alongside future mixed-use development (pg. 77). The proposed map amendment will foster mixed-use development adjacent to two arterial streets including one newly built mixed-use arterial. The rezoning proposal seeks to focus a mix of uses, including a diversity of housing, along an arterial street.

Healthy and Active Living Recommendations

QOL-1. Prioritize areas around neighborhood schools for infrastructure improvements to create safe routes to school (pg. 105)

- 1.1. *Connect local schools to the Safe Routes to Schools program and identify needed interventions to improve safety.*

The proposed map amendment will include an approximately 17-acre future school site for Denver Public Schools. The rezoning request will foster a development and new infrastructure network that will provide safe routes to school for children and parents from a diversity of socio-economic backgrounds.

Community Food Environment Recommendations

QOL-3. Increase fresh food access, availability and affordability (pg. 109)

- 3.1. *Identify grocery access as a priority for economic development.*
 - e. Encourage new or expanded food businesses, including an additional full-service grocery store in developments such as:
 - New commercial areas with convenient transportation access
 - Existing neighborhood shopping centers
 - Future mixed-use neighborhoods

The proposed map amendment will include 12-acres of neighborhood serving commercial which was increased from 4-acres based on community feedback received during the community engagement process. Future large format grocers are planned within other projects north of 56th Avenue, but the increase in commercial on the Denver Spur site provides additional opportunities to attract sit down restaurants and other establishments with fresh food options.

Parks and Recreation Recommendations

QOL-7. Grow parks and recreation access and diversify services and programs (pg. 115)

- 7.1. *Maintain a high level of park service and access in Far Northeast by growing the park system, including new parks, open space, and trails concurrent with new development.*
 - a. Acquire parkland according to the 10-minute walk to a park criterion as well as equity principles, resiliency and habitat restoration, flood mitigation, areas of residential growth, and best practice guidelines.

- b. Design and implement parks in undeveloped greenfields in Far Northeast including the following: Highline Lateral - Derby Lateral, First Creek Park and Trail, 47th & Telluride Park Site, and Highline Canal (Maxwell Place to 56th Avenue).

The proposed map amendment will foster a development that seeks to increase access to parks and recreational amenities in the area. New development will include a regional park, recreational sports fields on the Denver Public Schools site and a variety of trails and pocket parks.

Natural Environment Recommendations

QOL-11. Support the implementation of green infrastructure (pg. 122)

- *11.1. Increase the use of green infrastructure as a strategy for improving water quality and environmental sustainability.*
 - a. Look for opportunities to retrofit conventional storm drainage infrastructure with green infrastructure.
 - b. Support the integration of green infrastructure in future development, especially development occurring in greenfields.

The proposed map amendment will foster development that will include the use of green infrastructure as a strategy for improving water quality and environmental sustainability. An additional feature of the proposed open space plan will incorporate water quality features into an overall stormwater management program for the portion of the property that does not currently flow into Irondale Gulch. In the northern portion of Zoning Area 1, the project proposes to integrate green infrastructure with future food and beverage uses.

Social Capital and Mental Wellbeing Recommendations

QOL-16. Improve mental well-being by increasing social capital and public art in Far Northeast (pg. 128)

- *16.1. Use a combination of complementary strategies to increase social capital in Far Northeast:*
 - a. Create community gathering spaces as a component of larger projects.
 - b. Provide public meeting space in recreation centers, schools, and other public buildings.

The proposed map amendment will foster development that will create community gathering spaces within the larger project including a regional park and a future Denver Public School site. The increase in community serving commercial acreage will also provide greater community gathering opportunities at food and beverage establishments.

Peña Boulevard Area Centers Recommendations

GVR-6. Peña Boulevard Area: community centers- land use (pg. 172)

- *6.1. Support a mixture of uses throughout this area including commercial, retail, office, employment, and residential.*
- *6.2. Leverage the availability of undeveloped land in this area to attract desired uses.*
 - a. Pursue opportunities for corporate headquarters and other job-intensive uses.
 - b. Diversify the housing stock of Gateway-Green Valley Ranch by providing multi-unit residential and affordable housing in this area.
- *6.3. Consider regulatory tools to achieve a denser development vision for the Gateway.*

- a. Encourage properties with Former Chapter 59 zoning to rezone into the Denver Zoning Code as a strategy for promoting improved design outcomes.

GVR-7. Peña Boulevard Area: community centers urban design (pg. 172)

- *7.1. Building Heights and Transitions: a. Establish the maximum height of buildings within the center at 8 stories.*
 - c. Encourage higher-density development fronting Peña Boulevard.

The proposed map amendment will foster development with a mix of uses including commercial, retail, and residential. The rezoning will enable the development of multi-unit residential and affordable housing within a community center along the Peña Boulevard corridor. The request will also help achieve the slightly denser development vision outlined for the Gateway area in the Far Northeast Area Plan while bringing almost the entire property into the new Denver Zoning Code, something which will improve future design/development outcomes. The proposal focuses higher density development along Peña Boulevard while including a Denver Public School site and a regional park which serve as lower density community gathering opportunities.

IV. Public Interest

DZC SEC 12.4.10.7 B - The proposed official map amendment is in the public interest.

The proposed official map amendment is in the public interest.

The proposed map amendment will facilitate the development of a mixed-use community that will include a Denver Public School site, a regional park, trails, open space, neighborhood serving commercial and a variety of housing types including deed restricted affordable units.

The proposed official map amendment also forwards the goals of the recently adopted Far Northwest Area Plan and brings the property into the Denver Zoning Code (DZC) which will promote more favorable/predictable development outcomes.

V. Consistency with Applicable Neighborhood Context / Purpose and Intent

DZC SEC 12.4.10.7 C - 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. Code, § 12.4.10.7.C.

The proposed official map amendment is consistent with the description of the applicable neighborhood context, and with the state purpose and intent of the proposed zone districts.

The proposed official map amendment facilitates a rezoning that aligns with the intent of the Suburban context which speaks to multi-unit residential and commercial uses being located along arterial and collector streets.

The proposed mixed-use zone districts are most appropriate along corridors, for larger sites and at major intersections. The Denver Spur site and the associated map amendment will foster mixed-use development on a larger site at the major intersection near 56th Avenue and Pena Boulevard.

The proposed S-MX-5 and S-MX-8 zoning will foster development along arterial and collector streets and focus density where it outlined in the Far Northeast Area Plan.

VI. Community Engagement Overview

Given the Denver Spur property went through the Large Development Review (LDR) process, community engagement has had a significant impact on the proposed development plan and associated zone districts. The applicant team held their initial proposed community input meeting (CIM) on September 15, 2022. Following that meeting, Councilwoman Gilmore's office surveyed residents in the area. Based on feedback from the CIM and that survey, community members identified the following as priorities:

- Increasing parks and open space
- Providing more school options
- Providing more neighborhood serving commercial
- Limiting the impacts of multifamily buildings

Based on this feedback, the applicant team has done the following:

- Continues to work on an agreement with Denver Parks & Recreation to sell them 6.135-acres to help create a ~10-acre regional park at the southern end of the property. This regional park will serve current and future residents. Additionally, pocket parks and trails will be located throughout the project. At the northern portion of the property, the applicant team is looking to incorporate active detention areas next to some of the proposed neighborhood serving commercial uses.
- Sold 17-acres to Denver Public Schools for a future school site. This site will likely be a K-8 school and include sports field, playgrounds and other community amenities.
- Increased the number of community serving commercial acres from 4 to 12 based on feedback. The applicant is working on attracting several healthier, sit-down dining options as well as one locally owned, food forward brewery.
- Cut the number of proposed multifamily units in half from the original proposal. Proposed zoning on the property is generally well below plan guidance of 8-stories and minimizes impacts to surrounding residential while still focusing appropriate density along Peña Blvd.

In addition the previous community engagement, the applicant team reached out to the following registered neighborhood organizations (RNOs) to brief them on the changes to date and proposed zone districts:

- Montbello 2020
- Homeowners Association for Green Valley Ranch
- Vecinos de Montbello

On May 17, 2024, we met with Ms. Ann White, the Executive Director of the Montbello 2020 RNO. Our applicant team walked Ms. Ann through the plan and the changes made to-date based on community feedback. The conversation was positive as was the feedback around the addition of a DPS school site, a regional park and the increase in commercial land with the goal of attracting community serving retail/sit down restaurant space. There was also support for the reduction in the total number of residential units, but the ongoing commitment to provide a mixed-income project. While the applicant team didn't ask for her formal support at the meeting on May 17th, it is something we will seek in the coming months. The applicant team also sponsored Montbello 2020's Back to School Backpack Drive on August 10, 2024.

On May 22, 2024, we met with Maricruz Herrera, the head of Vecinos de Montbello. Like the meeting with Ms. Ann, our applicant team walked Ms. Herrera through the plan and the changes made to-date based on community feedback. We discussed options for future community engagement as we continued to move through the rezoning and development process and made the commitment those engagement opportunities would be bilingual. This conversation was also positive, but we did not seek formal support at the meeting. We will be seeking formal support from Vecinos de Montbello in the coming months.

To-date, we have not heard back the Homeowners Association for Green Valley Ranch, but continue to reach out.

This document will be updated as additional community engagement takes place.

While we had a pre-application meeting with planning staff on the proposed rezoning, our team has not had a concept meeting with development services as we are still too early in the process to discuss specific site plans for the different planning areas.

Outreach Documentation

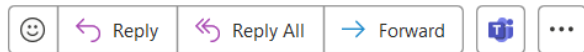
Sponsor for Back to School Wellness Fair



Peter Wall

To Ann White

Cc Mark McPherson; Austin Kane; Kevin Beck



Tue 7/16/2024 8:31 AM

Hello Ms. Ann – I hope you’re having a great week so far and thank you again for taking the time to meet with Mark, Austin, and me regarding the Denver Spur project at 56th & Telluride. We really appreciated the conversation and all the work that you do with Montbello 2020.

I wanted to reach out as Mark McPherson and his team wanted to support the Wellness Fair/backpack drive we discussed in our meeting at the \$1,500 sponsorship level. I’ll let the two of you take it from here on the detail for the sponsorship, but let us know if there’s anything you need on our end.

Thanks!



Peter Wall
PARTNER

www.wkccolorado.com

pw@wkccolorado.com

303 · 880 · 7405

Re: Introduction - Re: [EXTERNAL] Fwd: Conversation re: Denver Spur property rezoning

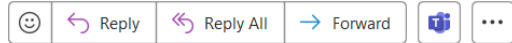


Ann White <annladywhite63@gmail.com>

To Peter Wall

Cc stacie.gilmore@denvergov.org;

St Peter, Teresa A. - CC YA2246 City Council Aide Senior; Sam Valeriano



Thu 4/25/2024 8:39 AM

You replied to this message on 4/29/2024 6:45 PM.

Mr. Wall,

9 am on the 17th will work for me. We can meet at the Aire Taylor Bldg where Councilwoman Gilmore's office is located. Once you confirm with your team please send an invite.

Regards,
Ms. Ann

On Wed, Apr 24, 2024 at 9:48 PM Peter Wall <pw@wkccolorado.com> wrote:

Hi Ms. Ann – Thanks for the kind words! Should be a fund weekend.

I need to still confirm this works for a couple of members of our team, but how does 9am on the 17th look? We can meet you wherever is most convenient.

Thanks again for taking the time to chat with us. We really appreciate it.

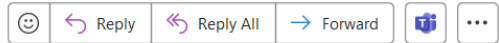
Conversation re: Denver Spur property rezoning



Peter Wall

To Annladywhite63@gmail.com

Cc Austin Kane; Dawn Moore



Wed 4/24/2024 9:00 AM

You forwarded this message on 4/24/2024 9:02 AM.

Good Morning Ann! I hope you're having a wonderful week and please allow me to introduce myself. My name is Peter Wall and my partner Austin Kane and I have a small government affairs/community engagement shop that focuses mainly on land use/development issues in Denver.

We wanted to see if you'd be around mid to late May for a cup of coffee to chat about the Denver Spur project/rezoning we're working on. The project is generally located to the south of 56th Avenue and west of the newly opened Telluride St as shown in the map below.

We're eager to engage with you and Montbello 2020. Sorry for not being able to meet sooner, but I'm getting married this Saturday and will be back in the saddle around May 13th. When you have the chance, please let us know if you'd be amenable to meeting and my partner Austin can work with you to coordinate schedules. Thanks for the time and looking forward to hopefully meeting with you here soon.



Re: Conversation re: Denver Spur property rezoning



Mayra Gonzales <vecinosdemontbello@gmail.com>
To Peter Wall
Cc Austin Kane; Dawn Moore; ccc@colectivacreandocambiosencolorado.org

👤 Reply Reply All → Forward 📧 ⋮

Fri 5/17/2024 4:46 PM

Start your reply all with: [Great! See you then!](#) [My apologies. Thank you.](#) [Thank you for the clarification.](#) [Feedback](#)

Hi Peter,
I hope this email finds you well.
I wanted to clarify that the email communication was shared between Mayra and myself, Maricruz. Mayra is the secretary, and I am the president.
I am available on May 22nd at 11:00 AM, which is perfect for me. I apologize for any confusion caused by the previous email.
Looking forward to our meeting.
Best regards,
Maricruz

On Mon, May 13, 2024 at 9:06 AM Peter Wall <pw@wkccolorado.com> wrote:

Hi Mayra – Hope you’re having a great week so far! Austin and I wanted to check-in and see if you’d be available to meet at 11am on May 22nd? Let us know whenever you get the chance. Thanks so much!

Conversation re: Denver Spur property rezoning



Peter Wall
To 'vecinosdemontbello@gmail.com'
Cc Austin Kane; Dawn Moore

👤 Reply Reply All → Forward 📧 ⋮

Wed 4/24/2024 9:05 AM

Good Morning Maricruz! I hope you’re having a wonderful week and please allow me to introduce myself. My name is Peter Wall and my partner Austin Kane and I have a small government affairs/community engagement shop that focuses mainly on land use/development issues in Denver.

We wanted to see if you’d be around mid to late May for a cup of coffee to chat about the Denver Spur project/rezoning we’re working on. The project is generally located to the south of 56th Avenue and west of the newly opened Telluride St as shown in the map below.

We’re eager to engage with you and Vecinos de Montbello. Sorry for not being able to meet sooner, but I’m getting married this Saturday and will be back in the saddle around May 13th. When you have the chance, please let us know if you’d be amenable to meeting and my partner Austin can work with you to coordinate schedules. Thanks for the time and looking forward to hopefully meeting with you here soon.



Conversation re: Denver Spur property rezoning



Peter Wall

To 'roseathomas@gmail.com'

Cc Austin Kane; Dawn Moore

You forwarded this message on 4/24/2024 9:05 AM.

Reply Reply All Forward

Wed 4/24/2024 9:02 AM

Good Morning Rose! I hope you're having a wonderful week and please allow me to introduce myself. My name is Peter Wall and my partner Austin Kane and I have a small government affairs/community engagement shop that focuses mainly on land use/development issues in Denver.

We wanted to see if you'd be around mid to late May for a cup of coffee to chat about the Denver Spur project/rezoning we're working on. The project is generally located to the south of 56th Avenue and west of the newly opened Telluride St as shown in the map below.

We're eager to engage with you and the Homeowners Association for Green Valley Ranch. Sorry for not being able to meet sooner, but I'm getting married this Saturday and will be back in the saddle around May 13th. When you have the chance, please let us know if you'd be amenable to meeting and my partner Austin can work with you to coordinate schedules. Thanks for the time and looking forward to hopefully meeting with you here soon.



VII. Equity Analysis Response

DIA/Spur – 17600 56th Avenue

Overview

What is equity?

Equity is when everyone, regardless of who they are or where they come from, has the opportunity to thrive. Where there is equity, a person’s identity does not determine their outcome. The city’s vision is for every resident to live in a complete neighborhood with access to jobs, amenities and services so that all Denverites – regardless of their race, ability, income, age, gender, etc. – can thrive.

New development projects can impact equity for an area through factors such as access to open space, access to and the mix of jobs, and housing choices. Each rezoning and/or Large Development Review (LDR) proposal provides an opportunity to understand how one project can improve, or at least not increase, existing inequities.

How do we measure equity?

Equity is measured using three concepts from Blueprint Denver: Access to Opportunity; Vulnerability to Displacement; and Housing and Jobs Diversity. Each equity concept is measured using multiple metrics. For example, Access to Opportunity measures several indicators that reflect the city’s goal for all neighborhoods to have equitable access to a high quality of life, including access to transit, fresh food, and open space.

How to read equity scores

Each equity concept is given a scoring metric from most equitable to least equitable. Below is an interpretation of the scoring metrics:

Access to Opportunity - measures an area’s access to opportunity through Social Determinants of Health (percent of population who are high school graduates and percent of families below the poverty line), Built Environment (access to fresh food and open space), Access to Healthcare, Child Obesity, Life Expectancy, Access to Transit, and Access to Centers and Corridors



Vulnerability to Displacement – measures an area’s vulnerability to displacement through Educational Attainment, Rental Occupancy, and Median Household Income



Housing Diversity – measures the diversity of housing stock for an area compared to the city. This includes Missing Middle Housing, Diversity of Bedroom Count Per Unit, Ratio of Owners to Renters, Housing Costs, and Income Restricted Units



Job Diversity – measures two key factors related to the availability and variety of employment options: (1) Jobs density: the amount of jobs in different parts of the city, depicted by the intensity of color and measures as jobs per acre; and (2) Jobs diversity: The mix of jobs in different parts of the city. The mix of jobs is depicted by different colors:

| | | | | | |
|--|---|--|---|---|--|
| The job mix is dissimilar to the city's overall job mix, because there is more emphasis on Retail. | Less than 100 jobs. Data Values below are not applicable. | The job mix is dissimilar to the city's overall job mix, because there is more emphasis on Innovation. | The job mix is similar to the city's overall job mix. | The job mix is dissimilar to the city's overall job mix, because there is more emphasis on Manufacturing. | The job mix is dissimilar to the city's overall job mix, because there is more emphasis on Retail and Manufacturing. |
|--|---|--|---|---|--|

Why do we measure equity?

Identifying issues of inequity in a specific area helps identify opportunities for new development to reduce those inequities. By specifically addressing the low-scoring metrics, we can improve the equity for the community around the site and throughout the entire city. Below is an equity analysis specific to this site. It highlights lower scores. Staff has provided potential considerations for improving the identified inequities. Please note that these are suggested examples and applicant is expected to provide a broader set of solutions through the Equity Menu provided as an attachment to this document.

Site Equity Analysis

The Equity Analysis below includes 1) equity considerations for the site from adopted plans; 2) scores for specific *Blueprint Denver* equity measures; and 3) initial recommendations for the applicant to consider at the time of development review. This list is not meant to be an exclusive or exhaustive list, and coordination of agreed-upon equity improvements will be an iterative process between the applicant team and the city. Staff has carefully considered and identified equity concerns specific to the site. The planning and equity context for the Far Northeast area is summarized below, with additional maps and context attached as an appendix.

Adopted Area Plan Direction – Far Northeast Area Plan

The state of inequity is especially concerning and important to address for development in the Far Northeast (FNE), due to this site scoring in the middle to low-range of Denver neighborhoods across all three equity concepts. The FNE currently has low overall access to essential facilities, services, and amenities. The *Far Northeast Area Plan (FNE Area Plan)* and *Blueprint Denver* provide guidance towards equity in the community and throughout the city.

- FNE focuses on the need for quality goods, services, and amenities to be conveniently located throughout planning areas and accessible to all.
- FNE is one of the only parts of Denver that still has significant amounts of undeveloped greenfield land. The FNE community supports the development and preservation of a diverse range of housing options for all ages, abilities, and incomes, with an emphasis on the housing needs of the area's seniors.
- FNE focuses on the preservation of existing residential and industrial areas by directing the majority of future growth to centers, corridors, and undeveloped land.
- The suburban development patterns found throughout FNE (such as winding streets, low density residential development, and single-use commercial areas) contribute to the area's access challenges. Because these challenges are inherent to suburban development patterns, continued development of such patterns in FNE will likely continue to score lower than other, more urban parts of Denver.
- The diversity of housing options in FNE is low compared to the options available throughout the rest of Denver. Being a suburban community, most of the housing in the area consists primarily of single family detached homes. Increasing diversity within the suburban context requires expanding housing types beyond single family homes and increasing the supply of attached and multifamily housing types. A

wider range of housing sizes and types would support a greater variety of household sizes at varying price points, thus improving access to opportunity and expanding equity.

- The FNE data shows its residents are vulnerable to displacement in the three categories of educational attainment, rental occupancy, and household income.
- FNE highlights the promotion of healthy and active lifestyles by providing safe routes to school and supporting organizations that promote physical activity.
- The FNE is moderately diverse in the types of employment opportunities available. While job-related diversity scores ranked well in FNE overall, they can still be improved through various land use and economic strategies aimed at further diversification. Additionally, the large amounts of undeveloped land in many of FNE's employment areas presents a strong opportunity to attract more jobs. Regions within Far Northeast with significant amounts of employment are found primarily in three areas:
 - Between Havana Street and Peoria Street (predominantly manufacturing jobs)
 - Between Chambers Road and Tower Road (predominantly retail jobs)
 - North of 56th Avenue (predominantly innovation jobs)

Site Equity Scores and Recommended Actions

ACCESS TO OPPORTUNITY - Creating more equitable access to quality-of-life amenities, health, and education.

The site area's average score is 2.83, with low scores in Built Environment (both access to parks and fresh food score low), Access to Health Services, and Child Obesity. These specific metrics are defined below, along with considerations that align with the goals of the FNE Area Plan and Blueprint Denver. The applicant is expected to consider additional proposals that are identified in Equity Menu of Strategies attached to this document.

Built Environment

| | Social Determinants of Health | Access to Parks | Access to Fresh Food | Access to Healthcare | Child Obesity | Life Expectancy | Access to Transit | Access to Centers and Corridors |
|--------------|-------------------------------|-----------------|----------------------|----------------------|----------------|--------------------|----------------------|--|
| Score | 4.50 | 2.0 | 2.0 | 2 | 2 | 3 | 0 | 3.67 |
| | More Equitable | Less Equitable | Less Equitable | Less Equitable | Less Equitable | Somewhat Equitable | No Access to Transit | 50-74% of the area is covered by a walk, bike, and driveshed to a center or corridor |

| | Metric | Score | Description | Consideration for Improvement | Response from Applicant |
|-------------------|-------------------------------|------------------------|---|--|--|
| | Social Determinants of Health | 4.50 More Equitable | Measured by a) % of high school graduates or the equivalent for those 25 years of age or older and b) percent of families below 100% of the Federal Poverty Line. | <ul style="list-style-type: none"> Applicant commits to provide on-site income-restricted units, especially for 50% and below Applicant commits to provide family services on site or partners with a local organization that promotes early parent-child learning | <ul style="list-style-type: none"> Applicant commits to providing on-site, income-restricted units. Applicant will continue conversations with HOST regarding the number of units, AMI levels and the timing at which they're delivered as part of the overall project. |
| Built Environment | Access to Parks | 2.0 Less Equitable | Measured by % of living units within ¼-mile walk to a park or open space. | <ul style="list-style-type: none"> Applicant commits to providing more open space than required on-site Applicant commits to improving connectivity through an organized street grid, to improve access to amenities including open space | <ul style="list-style-type: none"> Applicant is in ongoing discussions with Denver Parks & Rec regarding the sale of approx. 10.5 acres of land to help create a regional park on site. Applicant is under contract with Denver Public Schools for the purchase of approx. 17 acres for a new school site. Part of the DPS acreage will likely include sports fields, playgrounds, and other outdoor amenities. Applicant commits to improving connectivity through an organized street grid which will improve access to amenities such as open space. |

| | | | | | |
|--|----------------------|-----------------------|---|--|---|
| | Access to Fresh Food | 2.0 Less Equitable | Measured by % of residents within ¼-mile walk to a full-service grocery store. | <ul style="list-style-type: none"> Applicant commits to promoting increased access to fresh food options Applicant commits to provide fresh food outlets on-site, such as a community garden | <ul style="list-style-type: none"> Applicant has increased the number of acres planned for community serving retail/commercial, thus increasing potential access to fresh food options. Denver Public Schools is under contract to purchase approx. 17 acres from the Applicant and their plans may include a community garden. Applicant commits to working with future multifamily development partners on incorporating a community garden into their plans. |
| | Access to Healthcare | 2 Less Equitable | <p>Access to Health Services - such as clinics, prenatal services, and more.</p> <p>20.55% of women receive no prenatal care during the first trimester of pregnancy in this area</p> | <ul style="list-style-type: none"> Applicant maps and identifies where existing facilities are in the area <p><i>This metric is not expected to be directly impacted by an applicant-driven rezoning but may be indirectly improved via other metrics</i></p> | <ul style="list-style-type: none"> Applicant agrees to map and identify existing facilities in the area. |
| | Child Obesity | 2 Less Equitable | <p>Child Obesity measure % of children in the area that are overweight/obese.</p> <p>18.71% of children and youth are obese</p> | <ul style="list-style-type: none"> Applicant commits to uses on-site that promote healthy food options as opposed to compounding on the “food swamp” inequity in the FNE <ul style="list-style-type: none"> If providing auto-oriented food and beverage options applicant should prioritize fast-casual restaurants that provide healthy food choices, such as Modern Market, Panera Bread, etc. Applicant commits to providing more open space than required on-site | <ul style="list-style-type: none"> Applicant is in ongoing discussions with Denver Parks & Rec regarding the sale of approx. 10.5 acres of land to help create a regional park on site. Applicant is under contract with Denver Public Schools for the purchase of approx. 17 acres for a new school site. Part of the DPS acreage will likely include sports fields, playgrounds, and other outdoor amenities. Applicant plans include trails through the site and connectivity to ensure regional park, neighborhood parks and DPS |

| | | | | | |
|--|-------------------|-------------------------|--|---|--|
| | | | | <ul style="list-style-type: none"> From FNE Area Plan: Design and implement parks in undeveloped greenfields in Far Northeast including the following: Highline Lateral - Derby Lateral, First Creek Park and Trail, 47th & Telluride Park Site, and Highline Canal (Maxwell Place to 56th Avenue). <ul style="list-style-type: none"> Improve park trail system connectivity by prioritizing improvements to the following: First Creek Trail, Highline Canal Trail, Peña Boulevard Trail, and new access points to Rocky Mountain Arsenal National Wildlife Refuge. Improve wildlife trail corridors, in particular gulch corridors, to provide interconnectivity and park access | property is accessible to nearby residents. |
| | Life Expectancy | 3 Somewhat Equitable | Life expectancy (in years): 78.50 | <i>This metric is not expected to be directly impacted by the applicant but may be indirectly improved via other metrics.</i> | n/a |
| | Access to Transit | 0 | No Access to Transit. Site was outside of a transit buffer ½ mile from high capacity transit or ¼ mile from frequent transit | <ul style="list-style-type: none"> Applicant commits to promoting the use of and access to public transit | <ul style="list-style-type: none"> Applicant has increased acreage planned for neighborhood serving retail/commercial uses and is in negotiations with Denver Parks & Rec and Denver Public Schools about the sale of a considerable amount of acreage, a majority of which will be parks/open space. Rather than forcing residents into their cars, the updated land plan seeks to |

| | | | | | |
|--|---------------------------------|------|---|---|--|
| | | | | | provide onsite amenities for future residents and those that live in the area today. |
| | Access to Centers and Corridors | 3.67 | Average Score: 3.67 Total Evaluation: 50-74% of the area is covered by a walk, bike, and driveshed to a center or corridor. | <ul style="list-style-type: none"> Applicant maps and identifies existing community services in the area | <ul style="list-style-type: none"> Applicant will map and identify existing community services in the area. |

REDUCING VULNERABILITY TO DISPLACEMENT – Stabilizing residents and businesses who are vulnerable to involuntary displacement due to increasing property values and rents.

For Vulnerability to Involuntary Displacement, this area’s average score is 3 out of 3. This means that the area is considered vulnerable to displacement. Specific metrics are defined below, along with considerations that align with the goals of the FNE Area Plan and Blueprint Denver. The applicant is expected to consider additional proposals that are identified in Equity Menu of Strategies attached to this document.

| | | | |
|--------------|-------------------------------|-------------------------|--------------------------------|
| | Educational Attainment | Rental Occupancy | Median Household Income |
| Score | 1 | 1 | 1 |
| | Vulnerable | Vulnerable | Vulnerable |

| Metric | Score | Description | Consideration for Improvement | Response from Applicant |
|-------------------------|---------------------|--|--|---|
| Educational Attainment | 1 Vulnerable | Percent of 25 year olds and older without a college degree: 74.75% Citywide Average: 50.6% Lack of opportunities for higher education can leave residents unable to make more money and get jobs to offset increased costs | <ul style="list-style-type: none"> Applicant to provide list of local resources for educational assistance | <ul style="list-style-type: none"> Applicant is under contract with Denver Public Schools on the purchase of approx. 17 acres for a new school site. Part of the DPS acreage will likely include sports fields, playgrounds, and other outdoor amenities. Having a school site on property will provide great educational opportunities for future residents and those already living in the area. |
| Rental Occupancy | 0 Not Vulnerable | Percent of Renter Occupied: 50.86% Citywide Average: 50.12% | | |
| Median Household Income | 1 Vulnerable | Median Household income: \$62,060 Denver's Median household income: \$68,952 | <ul style="list-style-type: none"> Applicant commits to affordable housing on-site and to target the marketing of affordable units to the nearby community. | <ul style="list-style-type: none"> Applicant commits to providing on-site, income-restricted units. The applicant will continue conversations with HOST regarding the number of units, AMI levels and the timing at |

which they're delivered as part of the overall project.

EXPANDING HOUSING DIVERSITY - providing a better and more inclusive range of housing in all neighborhoods.

For Housing Diversity, this area's average score is 2 out of 5, with the area scoring low on the amount of middle-density housing, housing costs, and income restricted units. Specific metrics are defined below, along with considerations that align with the goals of the FNE Area Plan and Blueprint Denver. The applicant is expected to consider additional proposals that are identified in Equity Menu of Strategies attached to this document.

| | Missing Middle Housing | Diversity of Bedroom Count Per Unit | Owners to Renters | Housing Costs | Income Restricted Units |
|--------------|------------------------|-------------------------------------|-------------------|---------------|-------------------------|
| Score | 0 | 1 | 1 | 0 | 0 |
| | Diverse | Diverse | Diverse | Diverse | Not Diverse |

| Metric | Score | Description | Consideration for Improvement | Applicant Response |
|-------------------------------------|------------------|---|--|--|
| Missing Middle Housing | 0 Not Diverse | Percent Housing with 2-19 units: 18.23% Citywide: 19% If an area had over 20% middle density housing units, it was considered "diverse", if it was less than 20% middle density it was considered "not diverse." | <ul style="list-style-type: none"> Applicant commits to provide a diverse mix of residential types on-site: multi-family, duplex and single family Applicant provides certain percentage of missing middle housing types | <ul style="list-style-type: none"> Applicant will provide income-restricted and market rate, multi-family housing opportunities on-site. Applicant will work with HOST to ensure a certain number/percentage of units are income-restricted and address the City's missing middle housing needs. |
| Diversity of Bedroom Count Per Unit | 1 Diverse | Ratio: 0.97 Mix Type: Mixed Measured by comparing the number of housing units with 0-2 bedrooms to the number of units with 3 or more bedrooms. | <ul style="list-style-type: none"> Applicant commits to build units with a variety of bedroom counts Applicant commits to provide a certain percentage of 3 + bedroom units | <ul style="list-style-type: none"> Applicant commits to build units with a variety of bedroom counts. |
| Owners to Renters | 1 Diverse | Owners: 49.14% Renters: 50.86% Denver Owners: 49.9% Denver Renters: 50.1% | <ul style="list-style-type: none"> Applicant commits to provide a strong mix of ownership vs rental properties | <ul style="list-style-type: none"> Applicant will provide a mix of income-restricted and market rate, multi-family housing opportunities. Given Colorado's current construction defects laws, the Applicant cannot commit to providing ownership housing at this time. |
| Housing Costs | 0 Not Diverse | Mix Type: Low The ratio of (a) housing units affordable to households earning up | <ul style="list-style-type: none"> Applicant should speak to affordable housing intent as relevant to page 65, 2.1.10 - Affordable Housing section of the FNE Area Plan | <ul style="list-style-type: none"> Applicant will provide both income-restricted and market rate multi-family housing on the property. Adding additional supply to the |

| | | | | |
|--------------------------------|----------------------|---|---|--|
| | | to 80% if the city's median income to (b) housing units affordable to households earning over 120% of the city's median income. | <ul style="list-style-type: none"> Applicant commits to provide income restricted units that are in the "missing middle" range (e.g. 100% AMI) | market, especially in this area, is key to maintaining affordability and providing diverse housing options for first time renters, workforce and seniors looking to downsize from single-family homes. The proposed project will develop a currently undeveloped area identified in the FNE Area Plan. It will add diverse housing stock near neighborhood serving amenities such as parks, a DPS school and neighborhood serving commercial/retail options. |
| Income Restricted Units | 0 Not Diverse | Income Restricted Units: 0 Citywide Average Income Restricted Units: 175.4 | <ul style="list-style-type: none"> Applicant commits to provide a specific amount of Income Restricted Units on-site | <ul style="list-style-type: none"> Applicant commits to providing on-site income-restricted units. The applicant will continue conversations with HOST regarding the number of units, AMI levels and the timing at which they're delivered as part of the overall project. |

EXPANDING JOB DIVERSITY - providing a better and more inclusive range of employment options in all neighborhoods.

Job Diversity in this area is similar to the City's overall job mix, with fewer retail options compared to the city. Specific metrics are defined below, along with considerations that align with the goals of the FNE Area Plan and Blueprint Denver. The applicant is expected to consider additional proposals that are identified in Equity Menu of Strategies attached to this document.

| | | | |
|--------------|-------------------------|-------------------------|-------------------------|
| | Retail | Innovation | Manufacturing |
| Score | 47.22% | 48.33% | 4.44% |
| | City Wide Average 53.5% | City Wide Average 35.7% | City Wide Average 10.7% |

| Metric | Score | Description | Consideration for Improvement | Applicant Response |
|-------------------|----------|---|--|--|
| Total Jobs | 180 Jobs | Total Jobs per Acre: 0.14 | <ul style="list-style-type: none"> Applicant commits to providing a range of retail choices that fills the gap of community-wide services <ul style="list-style-type: none"> Through due diligence applicant identifies existing gaps in retail services within a 1-2 mile radius | <ul style="list-style-type: none"> Applicant commits to providing a range of retail choices. Per community feedback, applicant has increased the number of acres dedicated to community serving retail. |
| Retail | 85 Jobs | This is less than the citywide Retail average of 53.5% | <ul style="list-style-type: none"> Commit to provide on-site retail spaces that create retail related jobs, | <ul style="list-style-type: none"> Applicant commits to providing on-site retail spaces that create retail |

| | | | | |
|----------------------|----------------|--|--|---|
| | 47.22%. | Retail Jobs per Acre: 0.07 | to help balance the mix of retail jobs in the area | related jobs to help balance the mix of jobs in the area. |
| Innovation | 87 Jobs | This is greater than the citywide Innovation average of 35.7% | | n/a |
| | 48.33%. | Innovation Jobs per Acre: 0.07 | | |
| Manufacturing | 8 Jobs | This is less than the citywide Innovation average of 10.7% | | n/a |
| | 4.44%. | Manufacturing Jobs per Acre: 0.01 | | |

Next Steps

The Far Norhteast area is part of a dynamic system of components that are forever evolving. *Blueprint Denver* establishes a framework for equitable planning across Denver. By incorporating equity into planning, neighborhoods such as those in the Far Northeast can achieve Blueprint Denver’s vision of creating dynamic, inclusive, and complete neighborhoods.

Actions

1. In response to the equity analysis provided by staff above, applicant will need to address the identified equity gaps by completing the Equity Response. The Equity Response is attached to this analysis.
2. The applicant may refer to the Equity Menu, also attached, for ideas about how to respond to equity gaps identified for this site.
3. Continue negotiations with Denver’s Office of Housing Stability to solidify the number of income restricted, multi-family units on the site.
4. Continue negotiations with Denver Parks & Recreation regarding the City’s purchase of 10.5 acres to create a regional park for current and future residents.
5. Applicant to provide an assessment of access to general services within 1-2-mile radius of the site including access to:
 - a. Health services such as clinics, prenatal services, and more.
 - b. Healthy and fresh food options – grocery stores, local markets, farmer’s markets.
 - c. Public transit, educational, park and trails, daycare facilities, schools, library, recreation center, and employment access.

VIII. Letters of Authorization

April 5, 2024

DIA Colorado JV LLC
1370 Jet Stream Dr
Henderson, NV 89052

To whom it may concern:

I am one of the property owners of 17600 E. 56th Ave and 4991 N. Telluride St in Denver, Colorado under the entity DIA Colorado JV LLC. I hereby authorize Peter Wall to act as the property owner's representative and point of contact for all correspondence associated with the zone map amendment application.

Sincerely,

A handwritten signature in blue ink, appearing to read 'Zareh Sarrafian', with several loops and a long horizontal stroke extending to the right.

Zareh Sarrafian
DIA Colorado JV LLC

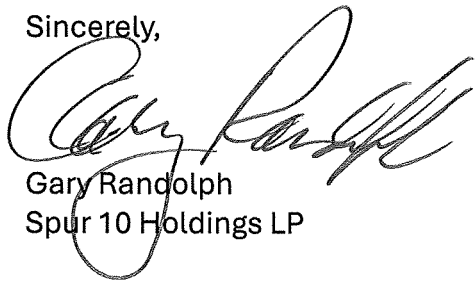
April 24, 2024

Spur 10 Holdings LP
5610 FM 2218
Richmond, TX 77469

To whom it may concern:

I am on the property owners of 17600 E. 56th Ave and 4991 N. Telluride St in Denver, Colorado under the entity Spur 10 Holdings LP. I hereby authorize Peter Wall to act as the property owner's representative and point of contact for all correspondence associated with the zone map amendment application.

Sincerely,

A handwritten signature in black ink, appearing to read "Gary Randolph". The signature is written in a cursive style with a large, looping initial "G".

Gary Randolph
Spur 10 Holdings LP

From: [Matt Pols](#)
To: [Glick, Libbie A. - CPD Senior City Planner - Community Planning and Development; pw@wkccolorado.com](#)
Cc: [Lyss](#)
Subject: [EXTERNAL] Development at 17600 E 56th Ave & 4991 N Telluride
Date: Friday, September 19, 2025 9:32:22 AM

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To whom it may concern,

I am writing to express my formal opposition to the proposed apartment development at 17600 E 56th Ave & 4991 N Telluride St. As a concerned resident of this community, I believe that this project would have a significant negative impact on our neighbourhood, and I urge you to reconsider your plans.

Our area is already grappling with a number of challenges, primarily related to traffic and infrastructure. Traffic volume is already exceptionally high, and Elmendorf has long been used as an unofficial shortcut, putting pedestrians and other drivers at risk. It is our firm belief that infrastructure improvements are a prerequisite for any new development. Before yet more apartments are constructed, our community needs Tower Road widened, a double turn installed at Pena, and a dedicated right-turn lane added at the intersection of 56th and Southbound Tower.

Furthermore, we are questioning the true need for this development given the low occupancy rates of existing apartments in the area. This project would result in the loss of yet more green space, a critical natural resource that contributes to our community's quality of life. The visual impact is also a serious concern; the proposed apartment designs are widely considered to be unsightly, and their construction would remove the treasured views for properties along Truckee Street.

Perhaps most critically, there are significant public safety concerns. Upon the completion of other nearby apartment complexes, our neighbourhood experienced a measurable increase in crime. We have seen no public plans outlining how your company intends to combat the increased crime that may accompany this new development. In addition, the existing street parking is already obnoxious and dangerous for residents and visitors alike. Adding hundreds of new residents will only exacerbate this issue, creating an unmanageable and unsafe situation.

For these reasons, the proposed development is not in the best interest of our community. We urge you to halt these plans and engage with residents to find a more suitable and sustainable solution for our neighbourhood's future.

Regards

Matt Pols

(719) 237-1990

polsy84@gmail.com



From: Ann White, Executive Director, Montbello 2020 & Beyond, RNO

Re: Rezoning Request for 4991 N Telluride St.

Dear Members of Community Planning & Development,

My name is Ann White, a longtime Montbello resident and Executive Director of the Montbello 2020 RNO. I am writing in support of the rezoning request for 4991 N Telluride St.

The property owners have consistently engaged with our community, through scheduled Community Outreach meetings hosted by Montbello 2020 & Beyond, RNO in 2025. They listened to feedback and made meaningful revisions. The expanded commercial area along 56th Avenue directly reflects what residents have asked for “walkable neighborhoods” serving retail and restaurants that will bring new energy to the corridor.

This proposal also delivers major public benefits: A 10 acre regional park dedicated to Denver Parks & Recreation, 17 acres sold at a discount to Denver Public Schools for a new K-8 school and a regional trail improving access to nearby open space.

Importantly, the plan includes more than 120 deed restricted affordable homes with units starting at 30% AMI and larger options for families. This will help ensure long term housing stability and opportunity for current and future residents.

Overall, the rezoning aligns with the Far Northeast Area Plan and creates a balanced, community focused mix of housing, amenities, and open space” without pushing height or density.

Thank you for considering my perspective as both Resident and community Advocate.

Sincerely,
Ann White, Executive Director
Montbello 2020 RNO. 501 c 3