



TO: Denver City Council
FROM: Tim Watkins, Senior City Planner
DATE: October 28, 2015
SUBJECT: Petition of Protest of Council Bill # **CB15-0625**
(Map Amendment #2014I-00033 – 3268 W 32nd Ave)

OVERVIEW OF STAFF REVIEW PROCESS TO IMPLEMENT REVIEW CONSISTENT WITH DIVISION 12.4.10.5 OF THE CODE.

- Step 1: Create 200 foot buffer map - Created by CPD and attached
- Step 2: Confirm that all addresses signed are in the buffer
- Step 3: Confirm that all signatures are valid and accurately represent ownership
- Step 4: Calculate valid signatures to assess percentage

CALCULATION RESULTS:

Total land area within 200 feet of the subject area equals 304,560 square feet.

LAND AREA OF VALID SIGNATURES

27% 83,135 SF	within 200 feet of the subject area
----------------------	-------------------------------------

RESULTS OF CALCULATION (CHECK AND HIGHLIGHT APPLICABLE BOX)

X	In view of the twenty (20) or more percent protest, it will be necessary for City Council to cast ten (10) affirmative votes for passage.
	In view of the less than twenty (20) percent protest, this petition does not constitute a legal protest.

Attachments: Protest petition

RE: Protest Petition for Zone Map Amendment: BR15 0625
Official Map Amendment Application #2014I-00033

October 26, 2015

To whom it may concern:

We have enclosed the petition protesting the proposed upzoning of the property at the southeast corner of 32nd Avenue and Irving St. (Application #2014I-00033). The City Council hearing on this application is scheduled for November 2, 2015. The protest contains the signatures of the owners of far in excess of 20% of the total land area to a distance of two hundred (200) feet from the perimeter of the area proposed for changed ("Protest Zone").

With a few exceptions, the Excel spreadsheet provided by the Community Planning & Development Office accurately identifies the owners of the property within the Protest Zone. Where the Excel spreadsheet inaccurately identifies the owner, we have provided the Deed(s) showing the actual property owner. In addition, for those properties owned by other than an individual or individuals, we have provided the documents establishing that the signer of the protest has the authority to sign on behalf of the corporate entity or trust.

If you have any questions, please call or email any one of us at the phone numbers or email addresses below. Please confirm as soon as reasonably possible that this petition is valid.

Sincerely,

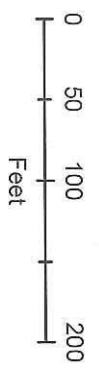
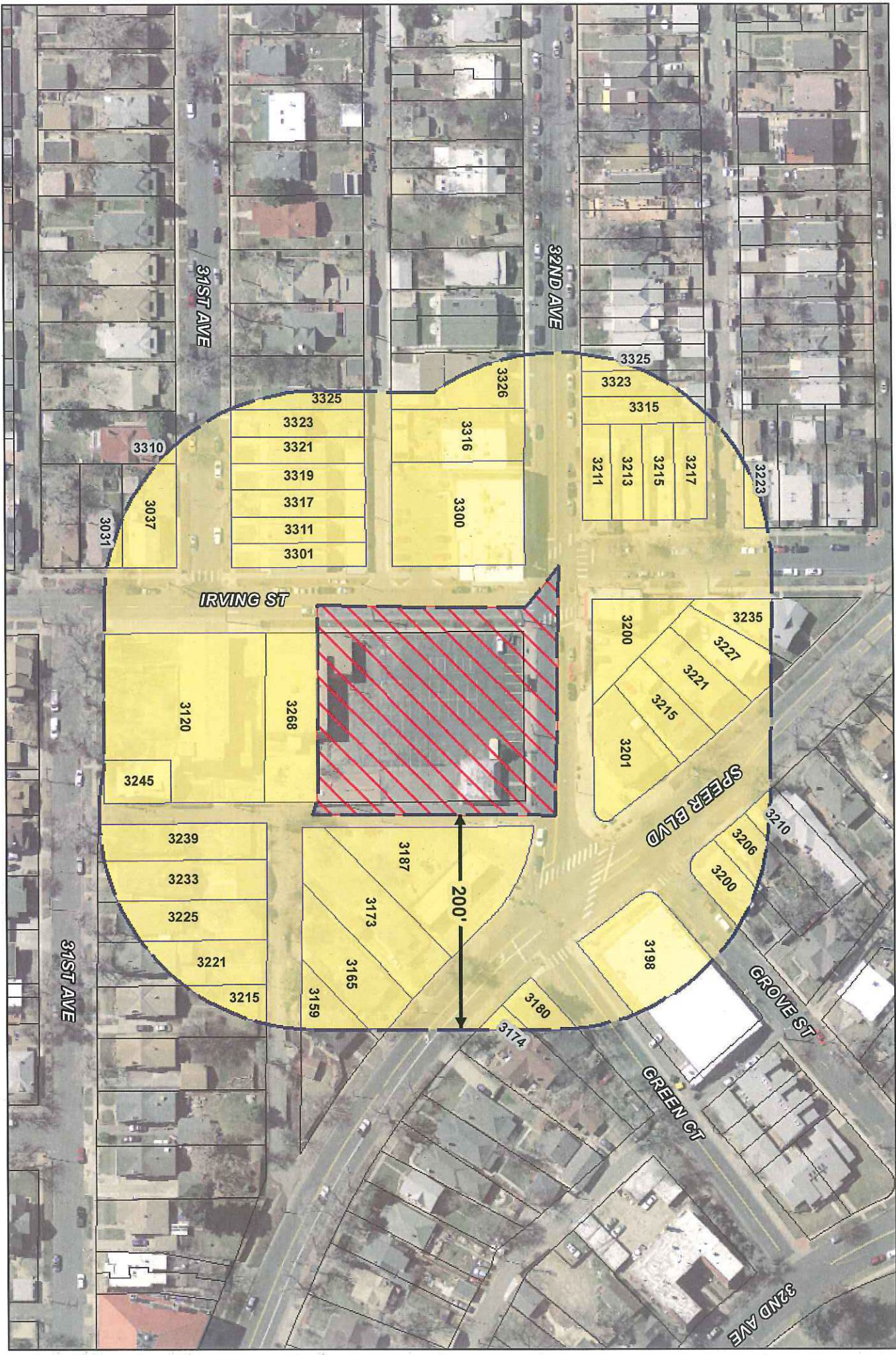
Randy Mast
303.956.6286
randall.g.mast@gmail.com

Conor Farley
720.933.0746
conor.farley1@gmail.com

Cindy Eby
303.882.2785
cynthiaeby@gmail.com



Zone It Right West Highland



10/1/2015



Proposed Map Amendment 14i-33
3268 W. 32nd Ave.

Protest Area Map

83,135 SF



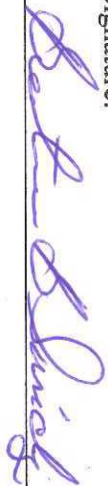
200' distance from perimeter
of proposed map amendment


Total area of 200' distance from the
perimeter of the amendment = 6.99 Acres / 304,560 SF
20% = 1.4 Acres / 60,912 SF Needed

City and County of Denver PETITION OF PROTEST

We, the undersigned, represent that we are the owners of the real properties legally described opposite our names and that, as such property owners, we do hereby protest the enactment of Council Bill No. 0625, Series of 2015, which Council Bill would change from U-SU-A to U-MS-2x the zoning classification of the following legally described land area: Lots 7 and 8, Lot 6 except the east 16' thereof and Lot 9, except the east 16' thereof; said exceptions conveyed to the City and County of Denver for alley purposes, Block 30, HIGHLAND PARK, City and County of Denver, State of Colorado, in addition thereto those portions of all abutting public rights-of-way, but only to the centerline thereof, which are immediately adjacent to the aforesaid specifically described area.

ALL Owners must sign and print their name in the manner as they hold title to the property.

Own #	Address and Legal Description of Property	Signature Flag	Name and Signature and Printed Name of Owner	Address of Owner	Date Signed
4 (b)	3225 W 31ST AVE DENVER CO 80211-3717; E 1/2 OF L 15 & W 1/4 OF L 16 EXC REAR 16FT TO CITY BLK 30 HIGHLAND PARK		BERTRUM B SANCHEZ Print Name: <i>Bertum B Sanchez</i> Signature: 	3225 W 31ST AVE DENVER CO 80211-3717	10/23/15


 Brett Baldscha
 Name and Signature of Petition Circulator

City and County of Denver PETITION OF PROTEST

We, the undersigned, represent that we are the owners of the real properties legally described opposite our names and that, as such property owners, we do hereby protest the enactment of Council Bill No. 0625, Series of 2015, which Council Bill would change from U-SU-A to U-MS-2x the zoning classification of the following legally described land area: Lots 7 and 8, Lot 6 except the east 16' thereof and Lot 9, except the east 16' thereof; said exceptions conveyed to the City and County of Denver for alley purposes, Block 30, HIGHLAND PARK, City and County of Denver, State of Colorado, in in addition thereto those portions of all abutting public rights-of-way, but only to the centerline thereof, which are immediately adjacent to the aforesaid specifically described area.

ALL Owners must sign and print their name in the manner as they hold title to the property.

Own #	Address and Legal Description of Property	Signature Flag	Name and Signature and Printed Name of Owner	Address of Owner	Date Signed
27 (b)	3211 IRVING ST DENVER CO 80211-3109 S 30.8FT OF L 43 TO 46 INC BLK 58 2ND FLG OF A PORTION OF HIGHLAND PARK		THOMAS DE MINIAC Name: <u>THOMAS DE MINIAC</u> Signature: <u>Thomas De Miniac</u>	3211 IRVING ST DENVER CO 80211-3109	10th October 2015

Brett Baltsch

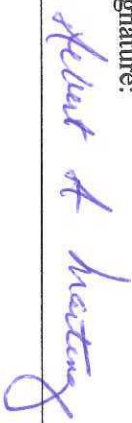
Buss

Name and Signature of Petition Circulator

City and County of Denver PETITION OF PROTEST

We, the undersigned, represent that we are the owners of the real properties legally described opposite our names and that, as such property owners, we do hereby protest the enactment of Council Bill No. 0625, Series of 2015, which Council Bill would change from U-SU-A to U-MS-2x the zoning classification of the following legally described land area: Lots 7 and 8, Lot 6 except the east 16' thereof and Lot 9, except the east 16' thereof; said exceptions conveyed to the City and County of Denver for alley purposes, Block 30, HIGHLAND PARK, City and County of Denver, State of Colorado, in addition thereto those portions of all abutting public rights-of-way, but only to the centerline thereof, which are immediately adjacent to the aforesaid specifically described area.

ALL Owners must sign and print their name in the manner as they hold title to the property.

Own #	Address and Legal Description of Property	Signature Flag	Name and Signature and Printed Name of Owner	Address of Owner	Date Signed
3 (a)	3221 W 31ST AVE DENVER CO 80211-3717; E 3/4 OF L 16 & W 2FT OF 17 EXC REAR 16FT TO CITY BLK 30 HIGHLAND PARK		ALBERT A MARTINEZ Print Name: <i>Albert A. Martinez</i> Signature: 	3221 W 31ST AVE DENVER CO 80211-3717	<i>10/10/15</i>

Betram B Sanchez

Betram B Sanchez
 Name and Signature of Petition Circulator

City and County of Denver PETITION OF PROTEST

We, the undersigned, represent that we are the owners of the real properties legally described opposite our names and that, as such property owners, we do hereby protest the enactment of Council Bill No. 0625, Series of 2015, which Council Bill would change from U-SU-A to U-MS-2x the zoning classification of the following legally described land area: Lots 7 and 8, Lot 6 except the east 16' thereof and Lot 9, except the east 16' thereof; said exceptions conveyed to the City and County of Denver for alley purposes, Block 30, HIGHLAND PARK, City and County of Denver, State of Colorado, in addition thereto those portions of all abutting public rights-of-way, but only to the centerline thereof, which are immediately adjacent to the aforesaid specifically described area.

ALL Owners must sign and print their name in the manner as they hold title to the property.

Own #	Address and Legal Description of Property	Signature Flag	Name and Signature and Printed Name of Owner	Address of Owner	Date Signed
3 (b)	3221 W 31ST AVE DENVER CO 80211-3717; E 3/4 OF L 16 & W 2FT OF 17 EXC REAR 16FT TO CITY BLK 30 HIGHLAND PARK		ALEXIS S MARTINEZ Print Name: <i>Alexis S Martinez</i> Signature: <i>Alexis S Martinez</i>	3221 W 31ST AVE DENVER CO 80211-3717	10/10/2015

Beth Ann B. Daniels

Beth Ann B. Daniels
Name and Signature of Petition Circulator

City and County of Denver PETITION OF PROTEST

We, the undersigned, represent that we are the owners of the real properties legally described opposite our names and that, as such property owners, we do hereby protest the enactment of Council Bill No. 0625, Series of 2015, which Council Bill would change from U-SU-A to U-MS-2x the zoning classification of the following legally described land area: Lots 7 and 8, Lot 6 except the east 16' thereof and Lot 9, except the east 16' thereof; said exceptions conveyed to the City and County of Denver for alley purposes, Block 30, HIGHLAND PARK, City and County of Denver, State of Colorado, in addition thereto those portions of all abutting public rights-of-way, but only to the centerline thereof, which are immediately adjacent to the aforesaid specifically described area.

ALL Owners must sign and print their name in the manner as they hold title to the property.

Own #	Address and Legal Description of Property	Signature Flag	Name and Signature and Printed Name of Owner	Address of Owner	Date Signed
5 (a)	3233 W 31ST AVE DENVER CO 80211-3717; E 1/4 OF L 14 & W 1/2 OF L 15 EXC REAR 16FT TO CITY BLK 30 HIGHLAND PARK		CYNTHIA A EBY Print Name: <i>Cynthia A Eby</i> Signature: <i>Cynthia A. Eby</i>	3233 W 31ST AVE DENVER CO 80211-3717	10/10/15

Brett Baldschun
Brett Bal
 Name and Signature of Petition Circulator

City and County of Denver PETITION OF PROTEST

We, the undersigned, represent that we are the owners of the real properties legally described opposite our names and that, as such property owners, we do hereby protest the enactment of Council Bill No. 0625, Series of 2015, which Council Bill would change from U-SU-A to U-MS-2x the zoning classification of the following legally described land area: Lots 7 and 8, Lot 6 except the east 16' thereof and Lot 9, except the east 16' thereof, said exceptions conveyed to the City and County of Denver for alley purposes, Block 30, HIGHLAND PARK, City and County of Denver, State of Colorado, in in addition thereto those portions of all abutting public rights-of-way, but only to the centerline thereof, which are immediately adjacent to the aforesaid specifically described area.

ALL Owners must sign and print their name in the manner as they hold title to the property.


Own #	Address and Legal Description of Property	Signature Flag	Name and Signature and Printed Name of Owner	Address of Owner	Date Signed
5 (b)	3233 W 31ST AVE DENVER CO 80211-3717; E 1/4 OF L 14 & W 1/2 OF L 15 EXC REAR 16FT TO CITY BLK 30 HIGHLAND PARK		Name and Signature: RANDALL G MAST Print Name: <u>Randall G Mast</u> Signature: <u>Randall G Mast</u>	3233 W 31ST AVE DENVER CO 80211-3717	10.11.15

Brett Baldscha
Brett B
 Name and Signature of Petition Circulator

City and County of Denver PETITION OF PROTEST

We, the undersigned, represent that we are the owners of the real properties legally described opposite our names and that, as such property owners, we do hereby protest the enactment of Council Bill No. 0625, Series of 2015, which Council Bill would change from U-SU-A to U-MS-2x the zoning classification of the following legally described land area: Lots 7 and 8, Lot 6 except the east 16' thereof and Lot 9, except the east 16' thereof; said exceptions conveyed to the City and County of Denver for alley purposes, Block 30, HIGHLAND PARK, City and County of Denver, State of Colorado, in addition thereto those portions of all abutting public rights-of-way, but only to the centerline thereof, which are immediately adjacent to the aforesaid specifically described area.

ALL Owners must sign and print their name in the manner as they hold title to the property.

Own #	Address and Legal Description of Property	Signature Flag	Name and Signature and Printed Name of Owner	Address of Owner	Date Signed
6	3239 W 31ST AVE DENVER CO 80211-3717; W3/4 OF L 14 EXC REAR 16 FT TO CITY BLK 30 HIGHLAND PARK		BRANDI BALDSCHUN Print Name: <i>Brandi Baldschun</i> Signature: 	3239 W 31ST AVE DENVER CO 80211-3717	10/23/15

Bethann Bräcker
Bethann Bräcker
 Name and Signature of Petition Circulator

City and County of Denver PETITION OF PROTEST

We, the undersigned, represent that we are the owners of the real properties legally described opposite our names and that, as such property owners, we do hereby protest the enactment of Council Bill No. 0625, Series of 2015, which Council Bill would change from U-SU-A to U-MS-2x the zoning classification of the following legally described land area: Lots 7 and 8, Lot 6 except the east 16' thereof and Lot 9, except the east 16' thereof; said exceptions conveyed to the City and County of Denver for alley purposes, Block 30, HIGHLAND PARK, City and County of Denver, State of Colorado, in in addition thereto those portions of all abutting public rights-of-way, but only to the centerline thereof, which are immediately adjacent to the aforesaid specifically described area.

ALL Owners must sign and print their name in the manner as they hold title to the property.


Own #	Address and Legal Description of Property	Signature Flag	Name and Signature and Printed Name of Owner	Address of Owner	Date Signed
13	3321 W 31ST AVE DENVER CO 80211-3619; KOUNTZE HEIGHTS B1 L44		ANDREW WILLIAM SMITH Print Name: <i>Andrew William Smith</i> Signature: <i>Andrew William Smith</i>	3321 W 31ST AVE DENVER CO 80211-3619	10/10/15

Bruce Baidsch
Bruce B
 Name and Signature of Petition Circulator

City and County of Denver PETITION OF PROTEST

We, the undersigned, represent that we are the owners of the real properties legally described opposite our names and that, as such property owners, we do hereby protest the enactment of Council Bill No. 0625, Series of 2015, which Council Bill would change from U-SU-A to U-MS-2x the zoning classification of the following legally described land area: Lots 7 and 8, Lot 6 except the east 16' thereof and Lot 9, except the east 16' thereof; said exceptions conveyed to the City and County of Denver for alley purposes, Block 30, HIGHLAND PARK, City and County of Denver, State of Colorado, in addition thereto those portions of all abutting public rights-of-way, but only to the centerline thereof, which are immediately adjacent to the aforesaid specifically described area.

ALL Owners must sign and print their name in the manner as they hold title to the property.

Own #	Address and Legal Description of Property	Signature Flag	Name and Signature and Printed Name of Owner	Address of Owner	Date Signed
18	3315 W 32ND AVE L 42 BLK 58 SECOND FLG OF A PORTION OF HIGHLAND PARK		Print Name: <u>JANE EATON DAVIES</u> Signature: 	3315 W 32ND AVE	10-11-2005

Braff Baldschun


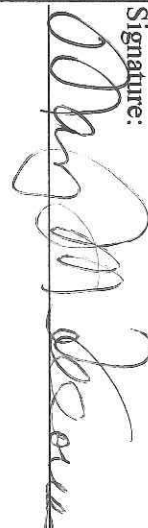
Bussk

Name and Signature of Petition Circulator

City and County of Denver PETITION OF PROTEST

We, the undersigned, represent that we are the owners of the real properties legally described opposite our names and that, as such property owners, we do hereby protest the enactment of Council Bill No. 0625, Series of 2015, which Council Bill would change from U-SU-A to U-MS-2x the zoning classification of the following legally described land area: Lots 7 and 8, Lot 6 except the east 16' thereof and Lot 9, except the east 16' thereof; said exceptions conveyed to the City and County of Denver for alley purposes, Block 30, HIGHLAND PARK, City and County of Denver, State of Colorado, in in addition thereto those portions of all abutting public rights-of-way, but only to the centerline thereof, which are immediately adjacent to the aforesaid specifically described area.

ALL Owners must sign and print their name in the manner as they hold title to the property.

Own #	Address and Legal Description of Property	Signature Flag	Name and Signature and Printed Name of Owner	Address of Owner	Date Signed
29 (a)	3215 IRVING ST DENVER CO 80211-3109 30FT OF N 60FT OF L 43 TO 46 INC BLK 58 2ND FLG OF A PORTION OF HIGHLAND PARK		MARY M FELLOWS Print Name:  Signature: 	3215 IRVING ST DENVER CO 80211-3109	10-18-2015

Brett Bullock

Bruce

Name and Signature of Petition Circulator

City and County of Denver PETITION OF PROTEST

We, the undersigned, represent that we are the owners of the real properties legally described opposite our names and that, as such property owners, we do hereby protest the enactment of Council Bill No. 0625, Series of 2015, which Council Bill would change from U-SU-A to U-MS-2x the zoning classification of the following legally described land area: Lots 7 and 8, Lot 6 except the east 16' thereof and Lot 9, except the east 16' thereof; said exceptions conveyed to the City and County of Denver for alley purposes, Block 30, HIGHLAND PARK, City and County of Denver, State of Colorado, in in addition thereto those portions of all abutting public rights-of-way, but only to the centerline thereof, which are immediately adjacent to the aforesaid specifically described area.

ALL Owners must sign and print their name in the manner as they hold title to the property.

Own #	Address and Legal Description of Property	Signature Flag	Name and Signature and Printed Name of Owner	Address of Owner	Date Signed
29 (b)	3215 IRVING ST DENVER CO 80211-3109 S 30FT OF N 60FT OF L 43 TO 46 INC BLK 58 2ND FLG OF A PORTION OF HIGHLAND PARK		ROBERT G FELLOWS Print Name: <i>Robert G Fellows</i> Signature:	3215 IRVING ST DENVER CO 80211-3109	10-18-2015

Brett Baltsch


Brett B

Name and Signature of Petition Circulator

City and County of Denver PETITION OF PROTEST

We, the undersigned, represent that we are the owners of the real properties legally described opposite our names and that, as such property owners, we do hereby protest the enactment of Council Bill No. 0625, Series of 2015, which Council Bill would change from U-SU-A to U-MS-2x the zoning classification of the following legally described land area: Lots 7 and 8, Lot 6 except the east 16' thereof and Lot 9, except the east 16' thereof; said exceptions conveyed to the City and County of Denver for alley purposes, Block 30, HIGHLAND PARK, City and County of Denver, State of Colorado, in addition thereto those portions of all abutting public rights-of-way, but only to the centerline thereof, which are immediately adjacent to the aforesaid specifically described area.

ALL Owners must sign and print their name in the manner as they hold title to the property.

Own #	Address and Legal Description of Property	Signature Flag	Name and Signature and Printed Name of Owner	Address of Owner	Date Signed
33	3165 N SPEER BLVD DENVER CO 80211-3764; NWLY 50FT OF L 3 BLK 30 HIGHLAND PARK		JONI HANDRAN Print Name: <i>Joni Handran</i> Signature: 	3165 N SPEER BLVD DENVER CO 80211-3764	10-11-15

Beth Balask
Beth Balask

Name and Signature of Petition Circulator

City and County of Denver PETITION OF PROTEST

We, the undersigned, represent that we are the owners of the real properties legally described opposite our names and that, as such property owners, we do hereby protest the enactment of Council Bill No. 0625, Series of 2015, which Council Bill would change from U-SU-A to U-MS-2x the zoning classification of the following legally described land area: Lots 7 and 8, Lot 6 except the east 16' thereof and Lot 9, except the east 16' thereof; said exceptions conveyed to the City and County of Denver for alley purposes, Block 30, HIGHLAND PARK, City and County of Denver, State of Colorado, in addition thereto those portions of all abutting public rights-of-way, but only to the centerline thereof, which are immediately adjacent to the aforesaid specifically described area.

ALL Owners must sign and print their name in the manner as they hold title to the property.

Own #	Address and Legal Description of Property	Signature Flag	Name and Signature and Printed Name of Owner	Address of Owner	Date Signed
34	3173 N SPEER BLVD DENVER CO 80211-3764; L 4 BLK 30 HIGHLAND PARK		WILLIAM S HOLABIRD Print Name: <i>William S. Holabird</i> Signature: <i>William S. Holabird</i>	3175 N SPEER BLVD DENVER CO 80211-3764	<i>12/15</i>

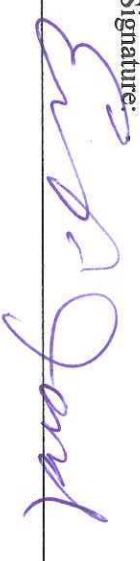
Brett Balala
Busta

Name and Signature of Petition Circulator

City and County of Denver PETITION OF PROTEST

We, the undersigned, represent that we are the owners of the real properties legally described opposite our names and that, as such property owners, we do hereby protest the enactment of Council Bill No. 0625, Series of 2015, which Council Bill would change from U-SU-A to U-MS-2x the zoning classification of the following legally described land area: Lots 7 and 8, Lot 6 except the east 16' thereof and Lot 9, except the east 16' thereof; said exceptions conveyed to the City and County of Denver for alley purposes, Block 30, HIGHLAND PARK, City and County of Denver, State of Colorado, in addition thereto those portions of all abutting public rights-of-way, but only to the centerline thereof, which are immediately adjacent to the aforesaid specifically described area.

ALL Owners must sign and print their name in the manner as they hold title to the property.

Own #	Address and Legal Description of Property	Signature Flag	Name and Signature and Printed Name of Owner	Address of Owner	Date Signed
37	3187 N SPEER BLVD DENVER CO 80211; L 5 BLK 30 HIGHLAND PARK		ERWIN P JEND Print Name: <i>Erwin P. Jend</i> Signature: 	PO BOX 21902 DENVER CO 80221-0902	10-23-15

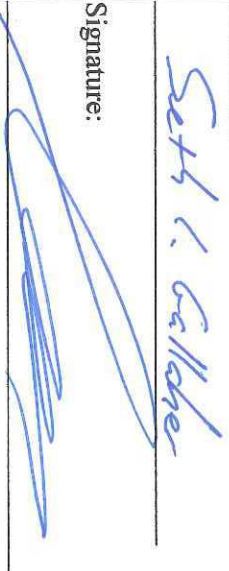
Brett Baldrichan

 Name and Signature of Petition Circulator

City and County of Denver PETITION OF PROTEST

We, the undersigned, represent that we are the owners of the real properties legally described opposite our names and that, as such property owners, we do hereby protest the enactment of Council Bill No. 0625, Series of 2015, which Council Bill would change from U-SU-A to U-MS-2x the zoning classification of the following legally described land area: Lots 7 and 8, Lot 6 except the east 16' thereof and Lot 9, except the east 16' thereof; said exceptions conveyed to the City and County of Denver for alley purposes, Block 30, HIGHLAND PARK, City and County of Denver, State of Colorado, in in addition thereto those portions of all abutting public rights-of-way, but only to the centerline thereof, which are immediately adjacent to the aforesaid specifically described area.

ALL Owners must sign and print their name in the manner as they hold title to the property.

Own #	Address and Legal Description of Property	Signature Flag	Name and Signature and Printed Name of Owner	Address of Owner	Date Signed
40	3201 N SPEER BLVD DENVER CO 80211; HIGHLAND PARK RESUB L29 L6		3201 N SPEER BLVD LLC Print Name: <i>Seth L. Collier</i> Signature: 	1932 W 33RD AVE DENVER CO 80211- 3412	<i>10/23/15</i>

Brett Baldschun
BALD
Name and Signature of Petition Circulator

CONSENT ACTIONS OF
THE ANNUAL MEETING
OF THE MEMBERS OF
3201 N SPEER BLVD. LLC
(A COLORADO LIMITED LIABILITY COMPANY)

DECEMBER 10, 2014

BY CONSENT, the undersigned, being the sole Member of 3201 N SPEER BLVD. LLC, a Colorado limited liability company (the "Company"), waive any notice required of a meeting of the Member and the undersigned takes the following actions by consent, to have the same force and effect as actions taken at an annual meeting of the Member.

A. Transfer of Membership Interest.

WHEREAS, Larry King transferred all of his right, title, and interest in the Company effective February 2008, to Seth Gallaher and, in exchange, Seth Gallaher agreed to release Larry King from any and all liability with respect to the Company.

RESOLVED, Larry King's transfer in 2008 all of his right, title, and interest in the Company to Seth Gallaher is adopted, ratified, and approved.

B. Omnibus.

RESOLVED, that the Manager of the Company is authorized to take all appropriate actions and to execute all documents, contracts and instruments which are necessary and appropriate in accordance with the resolutions stated above.

IN WITNESS THEREOF, the undersigned constituting the sole Member of the Company has executed this Consent Action on the date set forth below.

MEMBER:



SETH GALLAHER, Member

12/10/14
Date

ACKNOWLEDGED:



LARRY KING

12/20/14
Date

State of Colorado)
County of Denver) ss.

This instrument was acknowledge before me on this 10 day of December, 2014, by Larry King.

My Commission Expires: 11/19/2016




Notary Public

JENNIFER JO HILL
NOTARY PUBLIC
STATE OF COLORADO
NOTARY ID 20044013818
MY COMMISSION EXPIRES NOVEMBER 19, 2016

City and County of Denver PETITION OF PROTEST

We, the undersigned, represent that we are the owners of the real properties legally described opposite our names and that, as such property owners, we do hereby protest the enactment of Council Bill No. 0625, Series of 2015, which Council Bill would change from U-SU-A to U-MS-2x the zoning classification of the following legally described land area: Lots 7 and 8, Lot 6 except the east 16' thereof and Lot 9, except the east 16' thereof; said exceptions conveyed to the City and County of Denver for alley purposes, Block 30, HIGHLAND PARK, City and County of Denver, State of Colorado, in addition thereto those portions of all abutting public rights-of-way, but only to the centerline thereof, which are immediately adjacent to the aforesaid specifically described area.

ALL Owners must sign and print their name in the manner as they hold title to the property.

Own #	Address and Legal Description of Property	Signature Flag	Name and Signature and Printed Name of Owner	Address of Owner	Date Signed
41 (a)	3206 N SPEER BLVD DENVER CO 80211; HIGHLAND PARK B27 FRONT 122FT OF E 23.75FT OF L19 & OF W 18.67FT OF L20		ROBERT KEITH JONES Print Name: <i>Robert Keith Jones.</i> Signature: 	3206 N SPEER BLVD DENVER CO 80211-3222	10/11/15

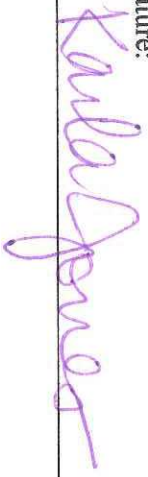
Brett Baldock
Buss

Name and Signature of Petition Circulator

City and County of Denver PETITION OF PROTEST

We, the undersigned, represent that we are the owners of the real properties legally described opposite our names and that, as such property owners, we do hereby protest the enactment of Council Bill No. 0625, Series of 2015, which Council Bill would change from U-SU-A to U-MS-2x the zoning classification of the following legally described land area: Lots 7 and 8, Lot 6 except the east 16' thereof and Lot 9, except the east 16' thereof; said exceptions conveyed to the City and County of Denver for alley purposes, Block 30, HIGHLAND PARK, City and County of Denver, State of Colorado, in addition thereto those portions of all abutting public rights-of-way, but only to the centerline thereof, which are immediately adjacent to the aforesaid specifically described area.

ALL Owners must sign and print their name in the manner as they hold title to the property.

Own #	Address and Legal Description of Property	Signature Flag	Name and Signature and Printed Name of Owner	Address of Owner	Date Signed
41 (b)	3206 N SPEER BLVD DENVER CO 80211-3222; HIGHLAND PARK B27 FRONT 122FT OF E 23.75FT OF L19 & OF W 18.67FT OF L20		KARLA JONES Print Name: <i>Karla Jones</i> Signature: 	3206 N SPEER BLVD DENVER CO 80211-3222	10/18/15

Brett Baldscil


Brett B

Name and Signature of Petition Circulator

City and County of Denver PETITION OF PROTEST

We, the undersigned, represent that we are the owners of the real properties legally described opposite our names and that, as such property owners, we do hereby protest the enactment of Council Bill No. 0625, Series of 2015, which Council Bill would change from U-SU-A to U-MS-2x the zoning classification of the following legally described land area: Lots 7 and 8, Lot 6 except the east 16' thereof and Lot 9, except the east 16' thereof; said exceptions conveyed to the City and County of Denver for alley purposes, Block 30, HIGHLAND PARK, City and County of Denver, State of Colorado, in in addition thereto those portions of all abutting public rights-of-way, but only to the centerline thereof, which are immediately adjacent to the aforesaid specifically described area.

ALL Owners must sign and print their name in the manner as they hold title to the property.

Own #	Address and Legal Description of Property	Signature Flag	Name and Signature and Printed Name of Owner	Address of Owner	Date Signed
45	3227 N SPEER BLVD.; DENVER CO 80211-3223; L 3 BLK 29 HIGHLAND PARK RES		DEANA M GALLEGOS Print Name: <i>Deana M. Gallegos</i> Signature: 	3227 N SPEER BLVD DENVER CO 80211-3223	10/12/15

Brett Baldsch
Baldsch

Name and Signature of Petition Circulator

City and County of Denver PETITION OF PROTEST

We, the undersigned, represent that we are the owners of the real properties legally described opposite our names and that, as such property owners, we do hereby protest the enactment of Council Bill No. 0625, Series of 2015, which Council Bill would change from U-SU-A to U-MS-2x the zoning classification of the following legally described land area: Lots 7 and 8, Lot 6 except the east 16' thereof and Lot 9, except the east 16' thereof; said exceptions conveyed to the City and County of Denver for alley purposes, Block 30, HIGHLAND PARK, City and County of Denver, State of Colorado, in in addition thereto those portions of all abutting public rights-of-way, but only to the centerline thereof, which are immediately adjacent to the aforesaid specifically described area.

ALL Owners must sign and print their name in the manner as they hold title to the property.

Own #	Address and Legal Description of Property	Signature Flag	Name and Signature and Printed Name of Owner	Address of Owner	Date Signed
26	3200 IRVING ST., DENVER, CO 80211 HIGHLAND PARK RESUB BLK 29 L1		ROBERT L. GRISENTI on behalf of R.L.D. GRISENTI LLC Print Name: <u>ROBERT L. GRISENTI</u> Signature: <u>Robert L. Grirenti</u>	3215 N SPEER BLVD, DENVER CO 80211	10.25-15

Brett Baltsch

Buss K

Name and Signature of Petition Circulator

SCHEDULE II

**INITIAL CAPITAL CONTRIBUTIONS
AND MEMBERSHIP INTERESTS**

INITIAL CAPITAL CONTRIBUTIONS

<u>Member</u>	<u>Initial Capital Contribution</u>
Robert L. Grisenti Trust	Real Property Described on Attached Exhibit A

MEMBERSHIP INTERESTS

<u>Member</u>	<u>Membership Interest</u>
Robert L. Grisenti Trust	<u>100%</u>

IN WITNESS WHEREOF, the undersigned have executed this Operating Agreement of R.L.D. Grisenti, LLC, to be effective as of the date first written above.

COMPANY:

R.L.D. GRISENTI, LLC,
a Colorado limited liability company

By:
MANAGER:

The undersigned Manager of the Company hereby agrees to be bound by all of the terms and conditions of this Agreement as they relate to such Manager's duties and obligations in managing the Company.


Robert L. Grisenti, Manager

4.13 Right to Rely on Manager. Any Person dealing with the Company may rely (without duty of further inquiry) upon a certificate signed by any Manager as to:

4.13.1 The identity of any Manager or any Member;

4.13.2 The existence or nonexistence of any fact or facts which constitute a condition precedent to acts by any Manager or which are in any other manner germane to the affairs of the Company;

4.13.3 The Persons who are authorized to execute and deliver any instrument or document on behalf of the Company; or

4.13.4 Any act or failure to act by the Company or any other matter whatsoever involving the Company or any Member.

5. MEMBERS OF COMPANY.

5.1 Original Member. The names and addresses of the original Members are as follows:

<u>NAME</u>	<u>ADDRESS</u>
Robert L. Grisenti Revocable Trust	c/o Robert L. Grisenti, Trustee 3215 North Speer Boulevard Denver, CO 80211-3223

5.2 Ignored Entity for Tax Purposes Until Additional Members or Economic Interest Owners are Admitted or Receive Interests; Powers of the Sole Member/Manager; Application of Articles 8 through 12 After Additional Member(s) Admitted.

5.2.1 Initially, there shall be only one Member as stated above, the Grisenti Trust, holding 100% of the Membership Interests, shall have 100% of the profits, losses and voting rights, and shall have complete control of the appointment of and/or the removal and replacement of the Manager of the Company.

5.2.2 So long as there is only one such Member and there are no other Members or Economic Interest Owners, this Company shall be treated as an ignored entity for federal and state income tax purposes.

5.2.3 Until there are additional Members admitted to the Company other than the Grisenti Trust, none of the provisions of Articles 8 through 12 of this Agreement shall apply. Until that time, none of the provisions of this Agreement referring to the provisions of federal partnership tax law or the Treasury Regulations issued thereunder shall apply.

OPERATING AGREEMENT
of
R.L.D. GRISENTI, LLC

THIS OPERATING AGREEMENT OF R.L.D. GRISENTI, LLC, is made and entered into to be effective as of the 10th day of February, 2010, by and among Robert L. Grisenti, as the initial Manager, Robert L. Grisenti, as the Trustee of the Robert L. Grisenti Revocable Trust, under the Trust dated November 23, 1983, as amended and restated by the Amended and Restated Trust Agreement thereof dated March 31, 1997, and pursuant to the First Amendment thereto dated June 22, 2001, and the Second Amendment thereto dated February 10, 2010, and as subsequently amended (the "Grisenti Trust").

RECITALS

WHEREAS, the initial Member has caused the Company to be organized for the purposes of conducting real estate holding, investment, rental and development business, for the additional purposes and reasons set forth herein, and for other lawful purposes;

WHEREAS, the initial Member and the Company desire to enter into this Agreement to establish operating provisions for the Company and to establish the rights and limitations associated with each Member's and future Member's membership interests in the Company;

WHEREAS, under the provisions of the Grisenti Trust, upon the death of Robert L. Grisenti, the membership interests herein held by such Grisenti Trust are to be distributed in kind to the persons listed therein in the proportions indicated, and it is Robert L. Grisenti's intent that such interests be subject to this Agreement; and

WHEREAS, until the death of Robert L. Grisenti, the Company is intended to be a single member limited liability company, ignored for federal and state income tax purposes, and upon his death, to become a multi-member limited liability company, thus subject to applicable partnership tax provisions of the Code and reporting obligations thereunder.

AGREEMENT

NOW, THEREFORE, in consideration of the Recitals, the mutual representations, warranties, covenants, promises, and agreements of the parties contained herein, and for other good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, the parties hereby agree as follows:

1. DEFINITIONS. Certain capitalized terms used in this Agreement are defined in Appendix I, which is attached hereto and incorporated herein by this reference.

City and County of Denver PETITION OF PROTEST

We, the undersigned, represent that we are the owners of the real properties legally described opposite our names and that, as such property owners, we do hereby protest the enactment of Council Bill No. 0625, Series of 2015, which Council Bill would change from U-SU-A to U-MS-2x the zoning classification of the following legally described land area: Lots 7 and 8, Lot 6 except the east 16' thereof and Lot 9, except the east 16' thereof; said exceptions conveyed to the City and County of Denver for alley purposes, Block 30, HIGHLAND PARK, City and County of Denver, State of Colorado, in addition thereto those portions of all abutting public rights-of-way, but only to the centerline thereof, which are immediately adjacent to the aforesaid specifically described area.

ALL Owners must sign and print their name in the manner as they hold title to the property.

Own #	Address and Legal Description of Property	Signature Flag	Name and Signature and Printed Name of Owner	Address of Owner	Date Signed
43	3215 N SPEER BLVD, DENVER CO 80211-3223 L 5 BLK 29 HIGHLAND PARK RESUB		ROBERT L. GRISENTI on behalf of R.L.D. GRISENTI LLC Print Name: <u>ROBERT L. GRISENTI</u> Signature: <u><i>Robert L. Grisenti</i></u>	3215 N SPEER BLVD, DENVER CO 80211	<u>10-25-15</u>

Brett Balsdon

Bret B

Name and Signature of Petition Circulator

QUITCLAIM DEED
Fita-10-04-0096 ml

THIS DEED, made this 14 day of May, 2010, between

ROBERT L. GRISENTI

of DENVER County, State of Colorado, grantor, and

R.L.D. GRISENTI, LLC, A COLORADO LIMITED LIABILITY COMPANY

whose legal address is 3215 NORTH SPEER BOULEVARD, DENVER, CO 80211, grantee:

WITNESS, that the grantor(s), for and in consideration of the sum of \$10.00 DOLLARS, the receipt and sufficiency of which is hereby acknowledged has/have remised, released, sold and QUITCLAIMED, and by these presents do/does remise, release, sell and QUITCLAIM unto the grantee(s), the grantee(s)' heirs, successors and assigns forever, all the right, title, interest, claim and demand which the grantor(s) has/have in and to the real property, together with improvements, if any situate, lying, and being in DENVER County and State of Colorado, described as follows:

LOT 5, RESUBDIVISION OF BLOCK 29, HIGHLAND PARK, CITY AND COUNTY OF DENVER, STATE OF COLORADO.

also known by street and number as: 3215 NORTH SPEER BOULEVARD, DENVER, CO 80211

TO HAVE AND TO HOLD the same, together with all and singular the appurtenances and privileges thereunto belonging, or in anywise thereunto appertaining, and all the estate, right, title, interest and claim whatsoever of the grantor(s), either in law or equity, to the only proper use, benefit and behalf of the grantee(s), his/her/their heirs and assigns forever.

IN WITNESS WHEREOF, the grantor(s) has/have executed this deed on the date set forth above.

Robert L. Grisenti 5/14/10
ROBERT L. GRISENTI

STATE OF COLORADO)
County of Denver)ss.

The foregoing instrument was acknowledged before me on this 14 day of May, 2010
by ROBERT L. GRISENTI.

Witness my hand and official seal.
My commission expires: 9.20.10

[Signature]
NOTARY PUBLIC

Jessica Yamron
Notary Public
State of Colorado
My Comm. Expires 09/20/2010

OPERATING AGREEMENT

OF

R.L.D. GRISENTI, LLC

A COLORADO LIMITED LIABILITY COMPANY

EFFECTIVE AS OF February 10, 2010

3.1.16 To provide for the holding of the properties described on Schedule II attached, any subsequently acquired real properties, for investment, rentals and future development or sale for development, as well as potential acquisition of adjacent properties in the same block to complete a full block assemblage of such property.

3.1.17 To engage in any lawful business as the Manager may determine, with the consent, if any, of the Members as required by this Agreement.

3.2 Powers. The Company shall have, enjoy, and exercise all of the rights, powers, and privileges necessary to or reasonably connected with the Company's business which may be legally exercised by limited liability companies under the Colorado Act.

4. MANAGEMENT OF COMPANY.

4.1 Management. The business and affairs of the Company shall be managed by its Manager (or Managers if more than one is serving). The Manager shall direct, manage, and control the business of the Company to the best of the Manager's ability. Except for situations in which the approval of the Members is expressly required by this Agreement or by nonwaivable provisions of applicable law, the Manager shall have full and complete authority, power, and discretion to manage and control the business, affairs, and properties of the Company, to make all decisions regarding those matters, and to perform any and all other acts or activities customary or incident to the management of the Company's business. At any time when there is more than one Manager, any one Manager may take any action permitted to be taken by the Managers, unless the approval of more than one of the Managers is expressly required pursuant to this Agreement, any minutes or other document designating or appointing a particular Manager, or the Act.

4.2 Number, Tenure, and Qualifications. The Company shall initially have one (1) Manager, Robert L. Grisenti. Except as provided in the following provisions of this paragraph, the number of Managers of the Company may be changed from time to time by the unanimous consent of the Members, but in no instance shall there be less than one (1) Manager. Upon the death, resignation or incapacity of Robert L. Grisenti, the number of Managers shall be increased to two (2), and Laura M. DeLuna, f/k/a Laura M. Grisenti, and Sandra A. Dodd, f/k/a Sandra A. Grisenti, shall then succeed and are hereby appointed as the Managers effective immediately upon such event. Robert L. Grisenti, and the forgoing successors, as well as any subsequently elected or designated Manager(s), shall serve as a Manager until such person's death, incapacity, or resignation or removal under this Agreement. If either Laura M. DeLuna or Sandra A. Dodd shall cease or fail to serve as a successor co-Manager with the other, then the other of them shall continue as the sole Manager. If both Laura M. DeLuna and Sandra A. Dodd shall fail to serve, resign, die or be unable to serve as Managers, then the successor Trustee or Trustees of the Grisenti Trust is/are hereby appointed and shall serve as the Manager(s).

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

13.10 Heirs, Successors, and Assigns. Each and all of the covenants, terms, provisions, and agreements herein contained shall be binding upon and inure to the benefit of the parties hereto and, to the extent permitted by this Agreement, their respective devisees, heirs, legal representatives, successors, and assigns.

13.11 Creditors. None of the provisions of this Agreement shall be for the benefit of or enforceable by any creditors of the Company.

13.12 Counterparts. This Agreement may be executed in counterparts, each of which shall be deemed an original, and all of which shall constitute one and the same instrument.

13.13 Applicable Law. This Agreement shall be construed, interpreted, and governed in accordance with the laws of the State of Colorado, excluding any choice of law rules (whether of the State of Colorado or any other jurisdiction) which may direct the application of the laws of another jurisdiction.

13.14 Entire Agreement. This Agreement contains the entire agreement between the parties and supersedes all prior agreements, representations, negotiations, statements, or proposals related to those matters set forth herein.

SCHEDULE I

MEMBERS

IN WITNESS WHEREOF, the undersigned have executed this Operating Agreement of R. L. D. Grisenti, LLC, to be effective as of the date first written above.

MEMBERS:

Robert L. Grisenti Trust

By: 
Robert L. Grisenti, Trustee

City and County of Denver PETITION OF PROTEST

We, the undersigned, represent that we are the owners of the real properties legally described opposite our names and that, as such property owners, we do hereby protest the enactment of Council Bill No. 0625, Series of 2015, which Council Bill would change from U-SU-A to U-MS-2x the zoning classification of the following legally described land area: Lots 7 and 8, Lot 6 except the east 16' thereof and Lot 9, except the east 16' thereof; said exceptions conveyed to the City and County of Denver for alley purposes, Block 30, HIGHLAND PARK, City and County of Denver, State of Colorado, in addition thereto those portions of all abutting public rights-of-way, but only to the centerline thereof, which are immediately adjacent to the aforesaid specifically described area.

ALL Owners must sign and print their name in the manner as they hold title to the property.

Own #	Address and Legal Description of Property	Signature Flag	Name and Signature and Printed Name of Owner	Address of Owner	Date Signed
46	3235 N SPEER BLVD, DENVER CO 80211-3223 L 2 BLK 29 HIGHLAND PARK RESUB		ROBERT L. GRISENTI on behalf of R.L.D. GRISENTI LLC Print Name: <u>ROBERT L. GRISENTI</u> Signature: <u>Robert L. Grisenti</u>	3215 N SPEER BLVD, DENVER CO 80211	10-25-14

Brett Baldschun
Brett B
 Name and Signature of Petition Circulator

OPERATING AGREEMENT

OF

R.L.D. GRISENTI, LLC

A COLORADO LIMITED LIABILITY COMPANY

EFFECTIVE AS OF February 10, 2010

3.1.16 To provide for the holding of the properties described on Schedule II attached, any subsequently acquired real properties, for investment, rentals and future development or sale for development, as well as potential acquisition of adjacent properties in the same block to complete a full block assemblage of such property.

3.1.17 To engage in any lawful business as the Manager may determine, with the consent, if any, of the Members as required by this Agreement.

3.2 Powers. The Company shall have, enjoy, and exercise all of the rights, powers, and privileges necessary to or reasonably connected with the Company's business which may be legally exercised by limited liability companies under the Colorado Act.

4. MANAGEMENT OF COMPANY.

4.1 Management. The business and affairs of the Company shall be managed by its Manager (or Managers if more than one is serving). The Manager shall direct, manage, and control the business of the Company to the best of the Manager's ability. Except for situations in which the approval of the Members is expressly required by this Agreement or by nonwaivable provisions of applicable law, the Manager shall have full and complete authority, power, and discretion to manage and control the business, affairs, and properties of the Company, to make all decisions regarding those matters, and to perform any and all other acts or activities customary or incident to the management of the Company's business. At any time when there is more than one Manager, any one Manager may take any action permitted to be taken by the Managers, unless the approval of more than one of the Managers is expressly required pursuant to this Agreement, any minutes or other document designating or appointing a particular Manager, or the Act.

4.2 Number, Tenure, and Qualifications. The Company shall initially have one (1) Manager, Robert L. Grisenti. Except as provided in the following provisions of this paragraph, the number of Managers of the Company may be changed from time to time by the unanimous consent of the Members, but in no instance shall there be less than one (1) Manager. Upon the death, resignation or incapacity of Robert L. Grisenti, the number of Managers shall be increased to two (2), and Laura M. DeLuna, f/k/a Laura M. Grisenti, and Sandra A. Dodd, f/k/a Sandra A. Grisenti, shall then succeed and are hereby appointed as the Managers effective immediately upon such event. Robert L. Grisenti, and the forgoing successors, as well as any subsequently elected or designated Manager(s), shall serve as a Manager until such person's death, incapacity, or resignation or removal under this Agreement. If either Laura M. DeLuna or Sandra A. Dodd shall cease or fail to serve as a successor co-Manager with the other, then the other of them shall continue as the sole Manager. If both Laura M. DeLuna and Sandra A. Dodd shall fail to serve, resign, die or be unable to serve as Managers, then the successor Trustee or Trustees of the Grisenti Trust is/are hereby appointed and shall serve as the Manager(s).

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

13.10 Heirs, Successors, and Assigns. Each and all of the covenants, terms, provisions, and agreements herein contained shall be binding upon and inure to the benefit of the parties hereto and, to the extent permitted by this Agreement, their respective devisees, heirs, legal representatives, successors, and assigns.

13.11 Creditors. None of the provisions of this Agreement shall be for the benefit of or enforceable by any creditors of the Company.

13.12 Counterparts. This Agreement may be executed in counterparts, each of which shall be deemed an original, and all of which shall constitute one and the same instrument.

13.13 Applicable Law. This Agreement shall be construed, interpreted, and governed in accordance with the laws of the State of Colorado, excluding any choice of law rules (whether of the State of Colorado or any other jurisdiction) which may direct the application of the laws of another jurisdiction.

13.14 Entire Agreement. This Agreement contains the entire agreement between the parties and supersedes all prior agreements, representations, negotiations, statements, or proposals related to those matters set forth herein.


SCHEDULE I

MEMBERS

IN WITNESS WHEREOF, the undersigned have executed this Operating Agreement of R. L. D. Grisenti, LLC, to be effective as of the date first written above.

MEMBERS:

Robert L. Grisenti Trust

By: 
Robert L. Grisenti, Trustee

City and County of Denver PETITION OF PROTEST

We, the undersigned, represent that we are the owners of the real properties legally described opposite our names and that, as such property owners, we do hereby protest the enactment of Council Bill No. 0625, Series of 2015, which Council Bill would change from U-SU-A to U-MS-2x the zoning classification of the following legally described land area: Lots 7 and 8, Lot 6 except the east 16' thereof and Lot 9, except the east 16' thereof; said exceptions conveyed to the City and County of Denver for alley purposes, Block 30, HIGHLAND PARK, City and County of Denver, State of Colorado, in addition thereto those portions of all abutting public rights-of-way, but only to the centerline thereof, which are immediately adjacent to the aforesaid specifically described area.

ALL Owners must sign and print their name in the manner as they hold title to the property.

Own #	Address and Legal Description of Property	Signature Flag	Name and Signature and Printed Name of Owner	Address of Owner	Date Signed
44	3221 N SPEER BLVD, DENVER CO 80211-3223 L 4 BLK 29 HIGHLAND PARK RESUB		ROBERT L. GRISENTI on behalf of R.L.D. GRISENTI LLC Print Name: <i>ROBERT L. GRISENTI</i> Signature: <i>Robert L. Grienti</i>	3215 N SPEER BLVD, DENVER CO 80211	10-25-17

Brett Baldschun
[Signature]
Name and Signature of Petition Circulator

OPERATING AGREEMENT

OF

R.L.D. GRISENTI, LLC

A COLORADO LIMITED LIABILITY COMPANY

EFFECTIVE AS OF February 10, 2010

3.1.16 To provide for the holding of the properties described on Schedule II attached, any subsequently acquired real properties, for investment, rentals and future development or sale for development, as well as potential acquisition of adjacent properties in the same block to complete a full block assemblage of such property.

3.1.17 To engage in any lawful business as the Manager may determine, with the consent, if any, of the Members as required by this Agreement.

3.2 Powers. The Company shall have, enjoy, and exercise all of the rights, powers, and privileges necessary to or reasonably connected with the Company's business which may be legally exercised by limited liability companies under the Colorado Act.

4. MANAGEMENT OF COMPANY.

4.1 Management. The business and affairs of the Company shall be managed by its Manager (or Managers if more than one is serving). The Manager shall direct, manage, and control the business of the Company to the best of the Manager's ability. Except for situations in which the approval of the Members is expressly required by this Agreement or by nonwaivable provisions of applicable law, the Manager shall have full and complete authority, power, and discretion to manage and control the business, affairs, and properties of the Company, to make all decisions regarding those matters, and to perform any and all other acts or activities customary or incident to the management of the Company's business. At any time when there is more than one Manager, any one Manager may take any action permitted to be taken by the Managers, unless the approval of more than one of the Managers is expressly required pursuant to this Agreement, any minutes or other document designating or appointing a particular Manager, or the Act.

4.2 Number, Tenure, and Qualifications. The Company shall initially have one (1) Manager, Robert L. Grisenti. Except as provided in the following provisions of this paragraph, the number of Managers of the Company may be changed from time to time by the unanimous consent of the Members, but in no instance shall there be less than one (1) Manager. Upon the death, resignation or incapacity of Robert L. Grisenti, the number of Managers shall be increased to two (2), and Laura M. DeLuna, f/k/a Laura M. Grisenti, and Sandra A. Dodd, f/k/a Sandra A. Grisenti, shall then succeed and are hereby appointed as the Managers effective immediately upon such event. Robert L. Grisenti, and the forgoing successors, as well as any subsequently elected or designated Manager(s), shall serve as a Manager until such person's death, incapacity, or resignation or removal under this Agreement. If either Laura M. DeLuna or Sandra A. Dodd shall cease or fail to serve as a successor co-Manager with the other, then the other of them shall continue as the sole Manager. If both Laura M. DeLuna and Sandra A. Dodd shall fail to serve, resign, die or be unable to serve as Managers, then the successor Trustee or Trustees of the Grisenti Trust is/are hereby appointed and shall serve as the Manager(s).

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

13.10 Heirs, Successors, and Assigns. Each and all of the covenants, terms, provisions, and agreements herein contained shall be binding upon and inure to the benefit of the parties hereto and, to the extent permitted by this Agreement, their respective devisees, heirs, legal representatives, successors, and assigns.

13.11 Creditors. None of the provisions of this Agreement shall be for the benefit of or enforceable by any creditors of the Company.

13.12 Counterparts. This Agreement may be executed in counterparts, each of which shall be deemed an original, and all of which shall constitute one and the same instrument.

13.13 Applicable Law. This Agreement shall be construed, interpreted, and governed in accordance with the laws of the State of Colorado, excluding any choice of law rules (whether of the State of Colorado or any other jurisdiction) which may direct the application of the laws of another jurisdiction.

13.14 Entire Agreement. This Agreement contains the entire agreement between the parties and supersedes all prior agreements, representations, negotiations, statements, or proposals related to those matters set forth herein.


SCHEDULE I

MEMBERS

IN WITNESS WHEREOF, the undersigned have executed this Operating Agreement of R. L. D. Grisenti, LLC, to be effective as of the date first written above.

MEMBERS:

Robert L. Grisenti Trust

By: 
Robert L. Grisenti, Trustee