



TO: Land Use, Transportation and Infrastructure Committee
FROM: Brandon Shaver, Senior City Planner
DATE: July 16, 2020
RE: Official Zoning Map Amendment Application #2019I-00176
2520 Wewatta Way & 2901 Broadway
Rezoning from C-MX-16, DO-7 & C-MX-8, DO-7 to C-MX-8, DO-7 and C-MX-16, DO-7

Staff Report and Recommendation

Based on the criteria for review in the Denver Zoning Code, Staff recommends **approval** for Application #2019I-00176.

Request for Rezoning

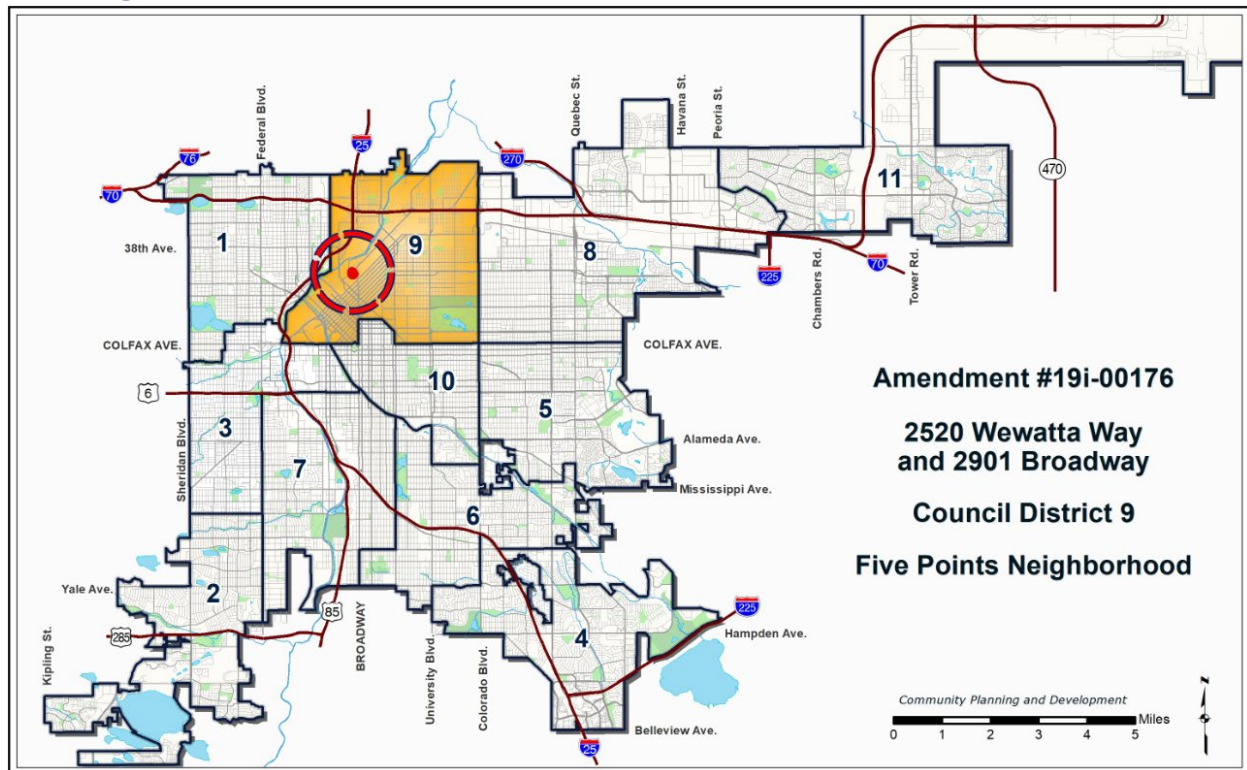
Address: 2520 Wewatta Way & 2901 Broadway
Neighborhood/Council District: Five Points / Council District 9
RNOs: Inter-Neighborhood Cooperation (INC), RiNo Art District, UCAN, Northeast Denver Friends & Neighbors (NEDFANS), Elyria Swansea/Globeville Business Association, Center City Denver Residents Organization, Rio Norte, Denver Arts and Culture Initiative
Area of Property: 170,431 square feet or 3.91 acres
Current Zoning: C-MX-16, DO-7 and C-MX-8, DO-7
Proposed Zoning: C-MX-8, DO-7 and C-MX-16, DO-7
Property Owner(s): DENARGO BROADWAY III LLC & BW-2901 LAND LP
Owner Representative: Eric McDaniel

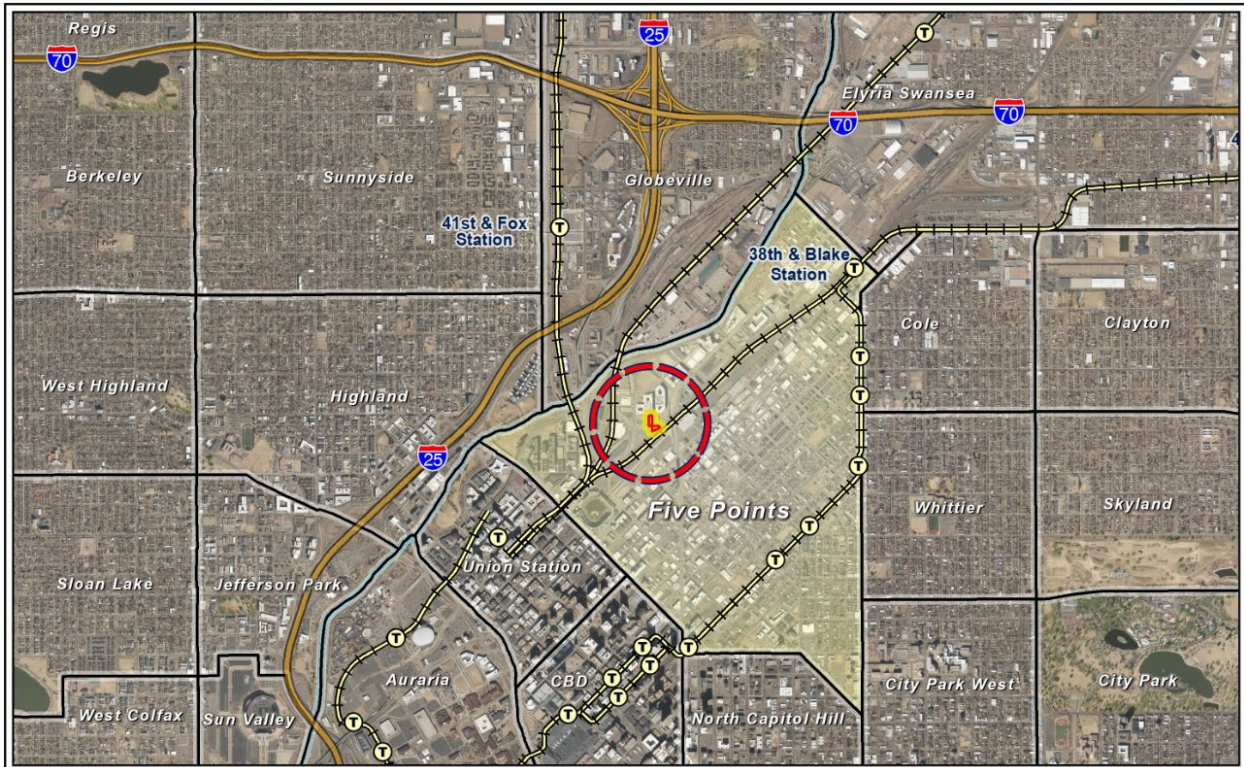
Summary of Rezoning Request

- The property is in the Five Points statistical neighborhood near the southeast corner of Denargo Street and Wewatta Way.
- The property at 2520 Wewatta Way owned by Denargo Broadway III LLC contains an 8-story multi-unit residential structure with street level retail/restaurant space currently under construction. The property at 2901 Broadway owned by BW-2901 LAND LP is currently vacant.
- The applicant is requesting this rezoning to align the zone districts and zone lots with the recently reconfigured ownership parcels.
- The northwest area of 13,736 square feet at 2520 Wewatta Way currently zoned C-MX-16 DO-7 would be rezoned to C-MX-8 DO-7.
- Concurrently, the southeast area of 13,278 square feet at 2901 Broadway currently zoned C-MX-8 DO-7 would be rezoned to C-MX-16 DO-7.
- The vacant property at 2901 Broadway is freight-rail adjacent and has underwent a concept review with Development Services. Impacts to the project based on rail proximity will be evaluated as part of the site development plan (SDP) process.

- The proposed zone districts, C-MX-8, DO-7, and C-MX-16, DO-7, can be summarized as follows (see map below illustrating proposed zone district):
 - The C-MX-8 zone district stands for Urban Center, Mixed Use, with a maximum height of **8** stories. The C-MX zone districts are mixed-use zone districts that allow a wide range of residential and commercial uses with minimum build-to and increased transparency requirements intended to promote active pedestrian areas on public streets. The C-MX-8 zone district allows up to 8 stories and 110 feet in building height.
 - The C-MX-16 zone district stands for Urban Center, Mixed Use, with a maximum height of **16** stories. The C-MX zone districts are mixed-use zone districts that allow a wide range of residential and commercial uses with minimum build-to and increased transparency requirements intended to promote active pedestrian areas on public streets. The C-MX-16 zone district allows up to 16 stories and 200 feet in building height.
 - The River North Design Overlay (DO-7) is intended to promote high-quality design, a human scale that promotes vibrant pedestrian-oriented streets, and multi-modal transportation options. These design standards mandate a higher design quality and street level activation than the C-MX base zone district and the overlay would apply to entire subject site.
 - Further details of the requested zone district(s) can be found in the proposed zone district section of the staff report (below) and in Articles 7 and 9 of the Denver Zoning Code (DZC).

Existing Context



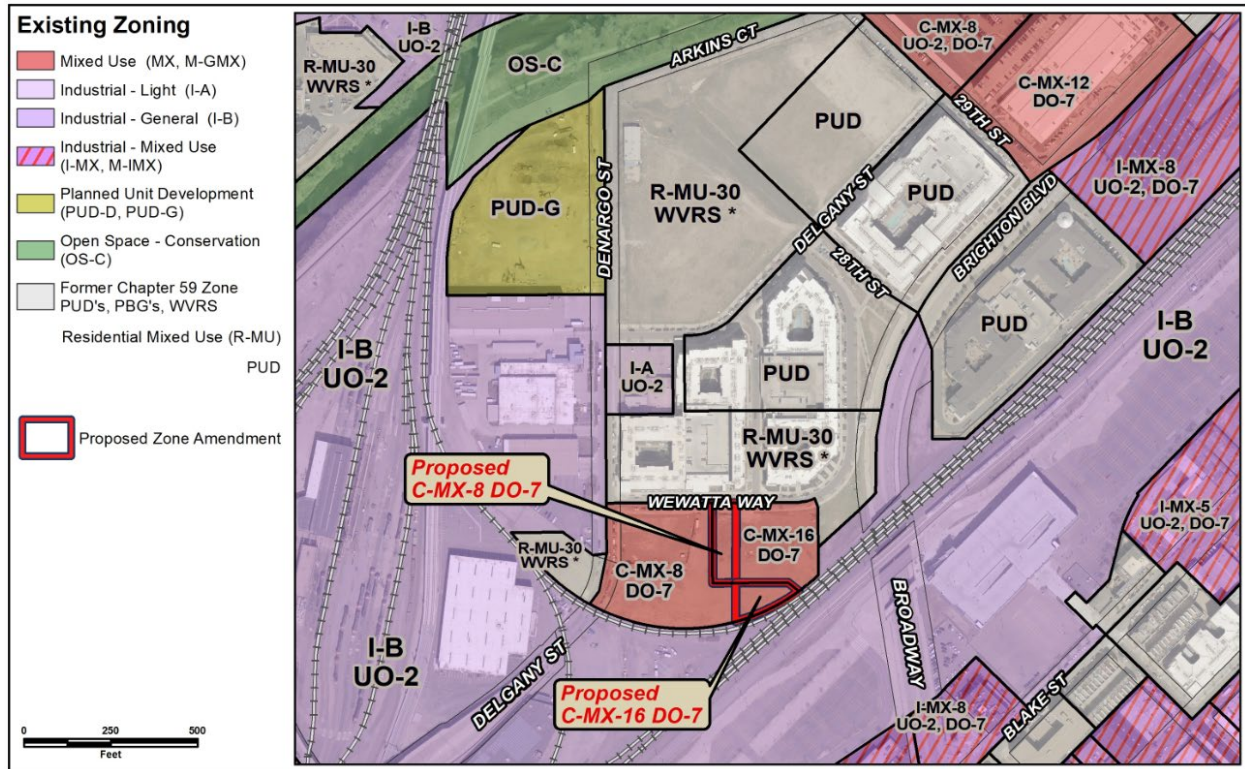


The subject property is located within the Five Points statistical neighborhood, just outside the ½ mile walkshed of Denver Union Station. Significant public and private reinvestment in recent years suggest this area is continuing to transition from an industrial area into a dynamic urban center. The subject site has approximately 560 feet of frontage along Wewatta Way and has lot depths ranging from approximately 210 feet to 325 feet. It is located immediately southeast of the intersection of Denargo Street and Wewatta Way and north of the major intersection of Delgany Street and Park Avenue West. In addition to being within walking distance of the commuter rail station, the subject property is served by RTD bus routes 8, 38 and various express routes along Park Avenue West and route 48 on Broadway.

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-MX-8, DO-7 and C-MX-16, DO-7	2520 Wewatta Way: multi-unit residential and retail/restaurant under construction. 2901 Broadway: vacant	2520 Wewatta Way: 8-story apartment building under construction with minimal setbacks and consistent build-to along the street level. 2901 Broadway: N/A	The Denargo Market area is cut off by railroads on two sides and the South Platte on another. Major street connections are provided to Park Ave. and Broadway/Brighton Blvd. The block pattern is irregular. Vehicle parking is provided in structures for new residential buildings and in surface lots for industrial uses.
North	R-MU-30 with waivers and conditions	Multi-unit residential	One 5-story apartment building and one 4-story apartment building both with minimal setbacks and consistent build-to along the street level	
South	I-B, UO-2	Vacant	N/A	
East	I-B, UO-2	Vacant, railroad	Large surface parking lot across the Union Pacific and RTD rail lines	
West	I-B, UO-2 and R-MU-30 with waivers and conditions	Industrial and vacant; multi-unit residential and retail/restaurant under construction	Small 1-story warehouse building; -story apartment building under construction with minimal setbacks and consistent build-to along the street level	

1. Existing Zoning

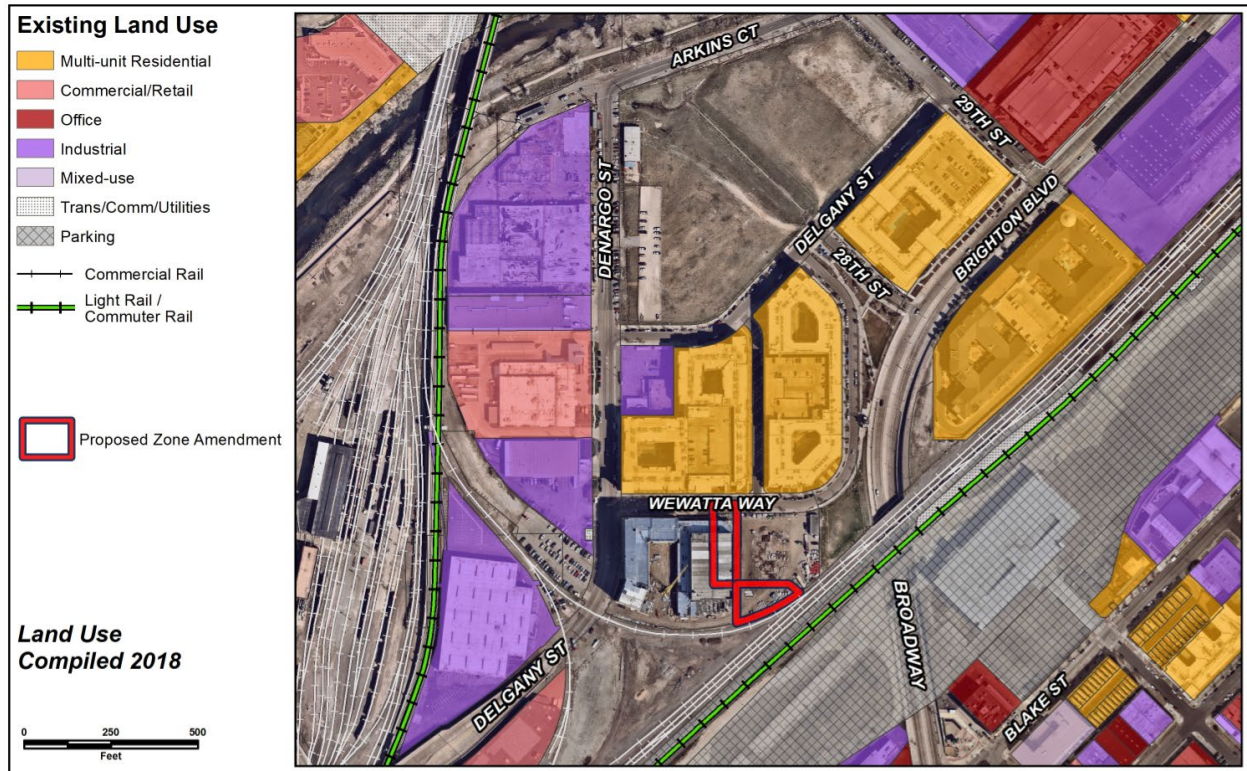


The existing zoning on the subject property is C-MX-8, DO-7, and C-MX-16, DO-7, which are commercial mixed-use districts allowing up to 8 or 16 stories and 110 or 200 feet in height, respectively. Both zone districts allow primary structures in the Town House, General and Shopfront building forms. A broad range of commercial, residential, and civic uses are allowed.

2. Urban Design Standards and Guidelines

The Cypress Development of the Denargo Market Urban Design Standards and Guidelines, adopted in 2008, apply to development on the majority of this site. The document is concerned with site design, building design, signs, landscaping, and streetscape. The standards and guidelines apply to the area within the Denargo Market GDP and are intended to “create a diverse mixed-use urban area, celebrate the public realm, protect and enhance the environment, reconnect with the community, be a good neighbor, and create a collaborative process.” The standards and guidelines are enforced by Community Planning and Development through the development review process. They will apply to the majority of this property regardless of whether this rezoning application is approved. For the portion of the site not contained within the DSG boundary, Community Planning and Development is concurrently amending the DSG document to include the entirety of the subject property. A public hearing for this amendment is scheduled for July 22, 2020. The amendments would then be approved by the Manager of Community Planning and Development prior to the City Council public hearing for this rezoning.

3. Existing Land Use Map



4. Existing Building Form and Scale



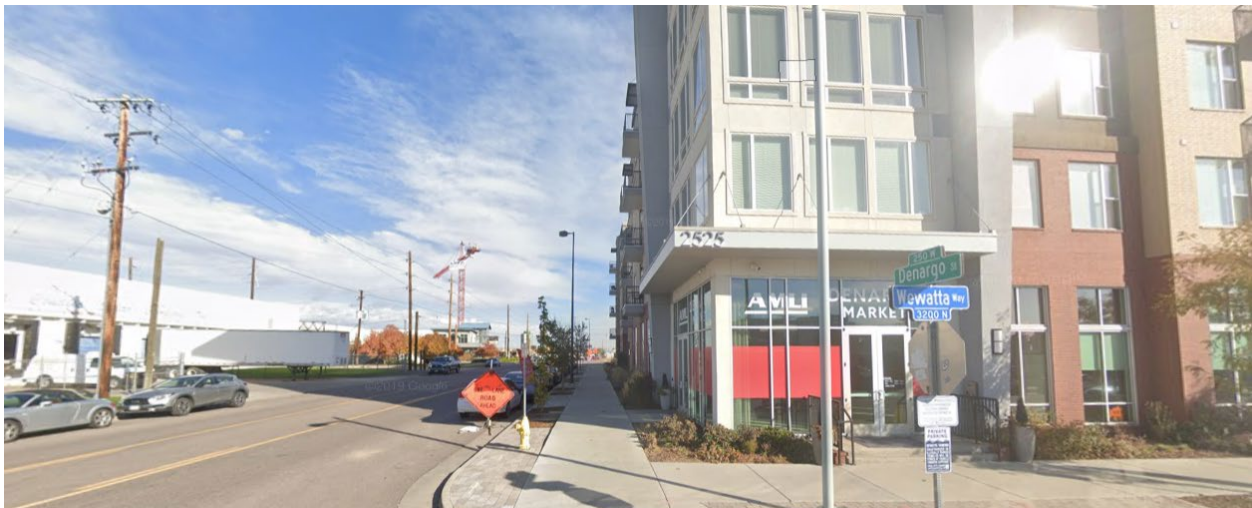
Site - Aerial view, looking north taken June 2017 (Source: Google Maps)



Site - from Wewatta Way (Source: Google Maps)



Site – from Denargo Street (Source: Google Maps)



North – from Denargo Street (Source: Google Maps)



East – from Wewatta Way (Source: Google Maps)



South – from Denargo Street (Source: Google Maps)



West – from Denargo Street (Source: Google Maps)

Proposed Zoning

C-MX-8 and C-MX-16 Zone Districts

The requested C-MX-8 and C-MX-16 zone districts have a maximum height, in feet, of 110 and 200 feet with allowable encroachments. A variety of mixed residential and commercial uses are allowed. For additional details regarding building form standards in the C-MX-8 and C-MX-16 zone districts, see DZC Section 7.3.3.4.

DO-7 (River North Design Overlay)

The River North (RiNo) Design Overlay addresses a variety of urban design objectives. Per DZC Section 9.4.5.11, the purpose of the overlay district is to promote high quality design, a human scale that promotes vibrant pedestrian-oriented streets, and multi-modal transportation options. Specifically, the overlay addresses build-to requirements, residential setbacks, parking location and access, and building design such as mass reduction and transparency. The DO-7 sets forth the following requirements in addition to any base DZC zone district:

- A 16-foot minimum street level height;
- 50% transparency along primary streets (compared to 40% in the C-MX zone districts) and 40% transparency along side streets (compared to 25% in the C-MX zone districts); and
- For lots over 18,750 square feet in area or wider than 150 feet, 70% of all street level building frontages on Primary Streets must be occupied by street level nonresidential active uses. DZC Section 9.4.5.11.F.3 of the DO-7 overlay district defines street level nonresidential active uses by prohibiting several uses including all types of residential, Light Automobile Services, Mini-Storage Facilities, and Light Wholesale Trade or Storage.

Where standards in the DO-7 overlay zone district differ from standards in the C-MX-8 and C-MX-16 zone districts, the DO-7 zone district standards will apply.

The primary building forms allowed in the proposed zone districts are summarized below.

Design Standards	C-MX-8, DO-7 (Proposed)	C-MX-16, DO-7 (Proposed)
Primary Building Forms Allowed	Town House; General; Shopfront	Town House; General; Shopfront
Height in Stories / Feet (max)	8/110'	16/200'
Primary Street Build-To Percentages (min)	70% to 75%*	70% to 75%*
Primary Street Build-To Ranges	0' to 15'*	0' to 15'*
Minimum Zone Lot Size/Width	N/A	N/A
Primary Street Setbacks (min)	0' to 10'*	0' to 10'*
Building Coverage	N/A	N/A

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:

Development Services – Wastewater: Approved – See Comments

DES Wastewater approves the subject zoning change. The applicant should note that redevelopment of this site may require additional engineering including preparation of drainage reports, construction documents, and erosion control plans. Redevelopment may require construction of water quality and detention basins, public and private sanitary and storm sewer mains, and other storm or sanitary sewer improvements. Redevelopment may also require other items such as conveyance of utility, construction, and maintenance easements. The extent of the required design, improvements and easements will be determined during the redevelopment process. Please note that no commitment for any new sewer service will be given prior to issuance of an approved SUDP from Development Services. Denver

Department of Public Health and Environment: Approved – See Comments Below

An historical fill area exists on the site. DEH concurs with the rezoning request; however, fill material may be encountered during redevelopment that may require special handling and disposal as outlined in the materials management plan approved for the site. General Notes: Most of Colorado is high risk for radon, a naturally occurring radioactive gas. Due to concern for potential radon gas intrusion into buildings, DEH suggests installation of a radon mitigation system in structures planned for human occupation or frequent use. It may be more cost effective to install a radon system during new construction rather than after construction is complete. If renovating or demolishing existing structures, there may be a concern of disturbing regulated materials that contain asbestos or lead-based paint. Materials containing asbestos or lead-based paint should be managed in accordance with applicable federal, state and local regulations. The Denver Air Pollution Control Ordinance (Chapter 4- Denver Revised Municipal Code) specifies that contractors shall take reasonable measures to prevent particulate matter from becoming airborne and to prevent the visible discharge of fugitive particulate emissions beyond the property on which the emissions originate. The measures taken must be effective in the control of fugitive particulate emissions at all times on the site, including periods of inactivity such as evenings, weekends, and holidays. Denver's Noise Ordinance (Chapter 36–Noise Control, Denver Revised Municipal Code) identifies allowable levels of noise. Properties undergoing Re-Zoning may change the acoustic environment, but must maintain compliance with the Noise Ordinance. Compliance with the Noise Ordinance is based on the status of the receptor property (for example, adjacent Residential receptors), and not the status of the noise-generating property. Violations of the Noise Ordinance commonly result from, but are not limited to, the operation or improper placement of HV/AC units, generators, and loading docks. Construction noise is exempted from the Noise Ordinance during the following hours, 7am–9pm (Mon– Fri) and 8am–5pm (Sat & Sun). Variances for nighttime work are allowed, but the variance approval process requires 2 to 3 months. For variance requests or questions related to the Noise Ordinance, please contact Paul Riedesel, Denver Environmental Health (720-865-5410). Scope & Limitations: DEH performed a limited search for information known to DEH regarding environmental conditions at the subject site. This review was not intended to conform to ASTM standard practice for Phase I site assessments, nor was it designed to identify all potential environmental conditions. In addition, the review was not intended to assess environmental conditions for any potential right-of-way or easement conveyance process. The City and County of Denver provides

no representations or warranties regarding the accuracy, reliability, or completeness of the information provided.

Parks and Recreation: Approved – No Comments

Public Works – Surveyor: Approved – No Comments

Asset Management: Approved – No Comments

Public Review Process

	Date
CPD informational notice of receipt of the rezoning application to all affected members of City Council, registered neighborhood organizations, and property owners:	11/25/19
Amendments to Denargo Market Design Standards and Guidelines completed:	5/20/20
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, and property owners:	6/30/20
Planning Board Public Hearing (voted 10-0 in favor)	7/15/20
CPD written notice of the Land Use, Transportation and Infrastructure Committee meeting sent to all affected members of City Council and registered neighborhood organizations, at least ten working days before the meeting :	7/8/20
Land Use, Transportation and Infrastructure Committee of the City Council meeting:	7/21/20
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 (tentative):	8/10/20
City Council Public Hearing (tentative):	8/31/20

Public Outreach and Input

- **Registered Neighborhood Organizations (RNOs)**
As of the date of this report, staff has not received any written comments from RNOs pertaining to this application.
- **Other Public Comment**
As of the date of this report, staff has not received any written comment pertaining to this application.

Criteria for Review / Staff Evaluation

The criteria for review of this rezoning application are found in DZC, Sections 12.4.10.7 and 12.4.10.8, as follows:

DZC Section 12.4.10.7

1. Consistency with Adopted Plans
2. Uniformity of District Regulations and Restrictions
3. Public Health, Safety and General Welfare

DZC Section 12.4.10.8

1. Justifying Circumstances
2. Consistency with Neighborhood Context Description, Zone District Purpose and Intent Statements

1. Consistency with Adopted Plans

The following adopted plans currently apply to this property:

- *Denver Comprehensive Plan 2040*
- *Blueprint Denver (2019)*
- *River North Plan (2003)*

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.

The proposed rezoning would allow for mixed-use development, while also enabling additional affordable housing units close to services and amenities. It is therefore consistent with the following strategies in the Equitable, Affordable and Inclusive vision element:

- Equitable, Accessible and Inclusive Goal 1 – *Ensure all Denver residents have safe, convenient and affordable access to basic services and a variety of amenities (p. 28).*
- Equitable, Affordable and Inclusive Goal 2 Strategy A - *Create a greater mix of housing options in every neighborhood for all individuals and families (p. 28).*

The proposed rezoning would enable mixed-use infill development at a location where services and infrastructure are already in place. The proposed C-MX-8 and C-MX-16 zoning allows a variety of uses including housing, retail services, and employment while the DO-7 overlay requires building forms

consistent with the desire for urban, walkable, mixed-use neighborhoods around transit, and is therefore consistent with the following strategies in the Strong and Authentic Neighborhoods vision element:

- Strong and Authentic Neighborhoods Goal 1, Strategy D – *Encourage quality infill development that is consistent with the surrounding neighborhoods and offers opportunities for increased amenities* (p. 34).
- Strong and Authentic Neighborhoods Goal 2, Strategy D – *Use urban design to contribute to economic viability, public health, safety, environmental well-being, neighborhood culture and quality of life* (p. 34).

Similarly, the land use pattern detailed in the previous paragraph is also consistent with the following strategies in the Environmentally Resilient vision element:

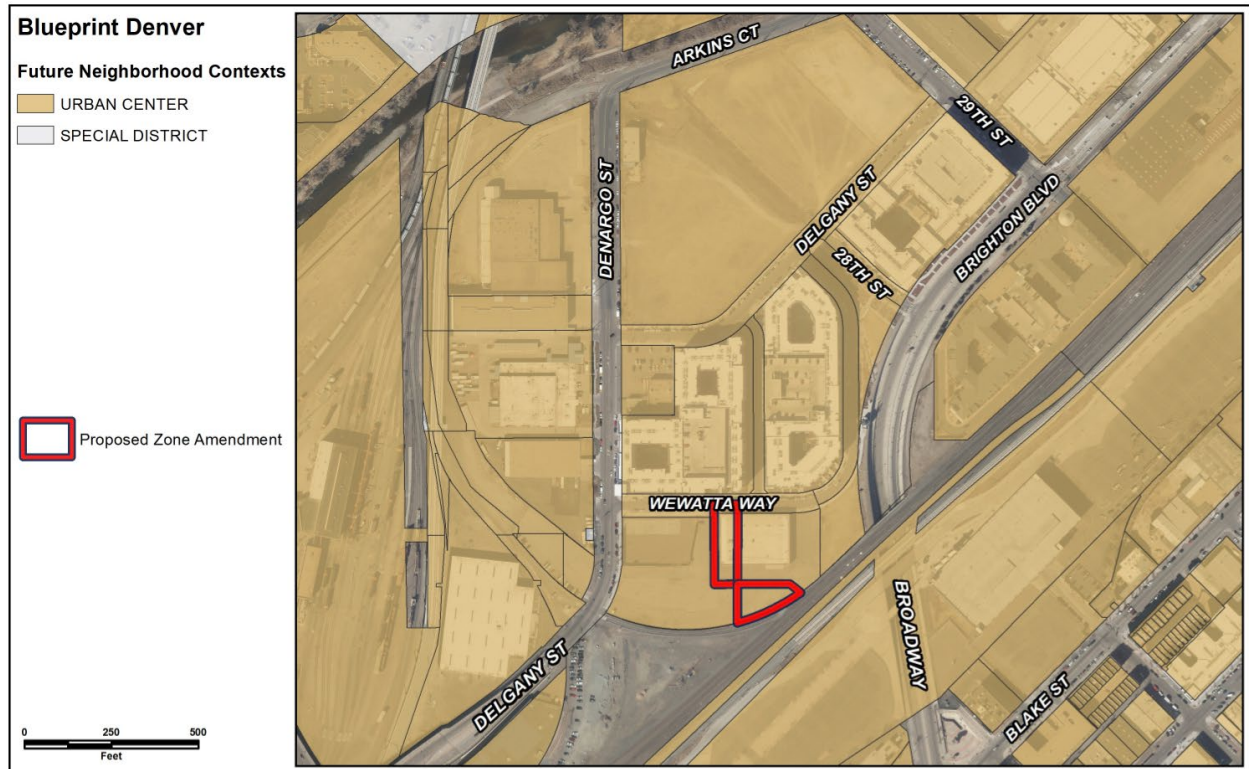
- Environmentally Resilient Goal 8, Strategy A- *Promote infill development where infrastructure and services are already in place* (p. 54).
- Environmentally Resilient Goal 8, Strategy B- *Encourage mixed-use communities where residents can live, work and play in their own neighborhoods* (p. 54).

The requested map amendment will continue the existing allowance for mixed-use development at an infill location where infrastructure is already in place. The requested C-MX-8 and C-MX-16 zone districts allow a variety of uses allowing residents to live, work and play in the area, therefore the rezoning is consistent with *Denver Comprehensive Plan 2040* recommendations.

Blueprint Denver (2019)

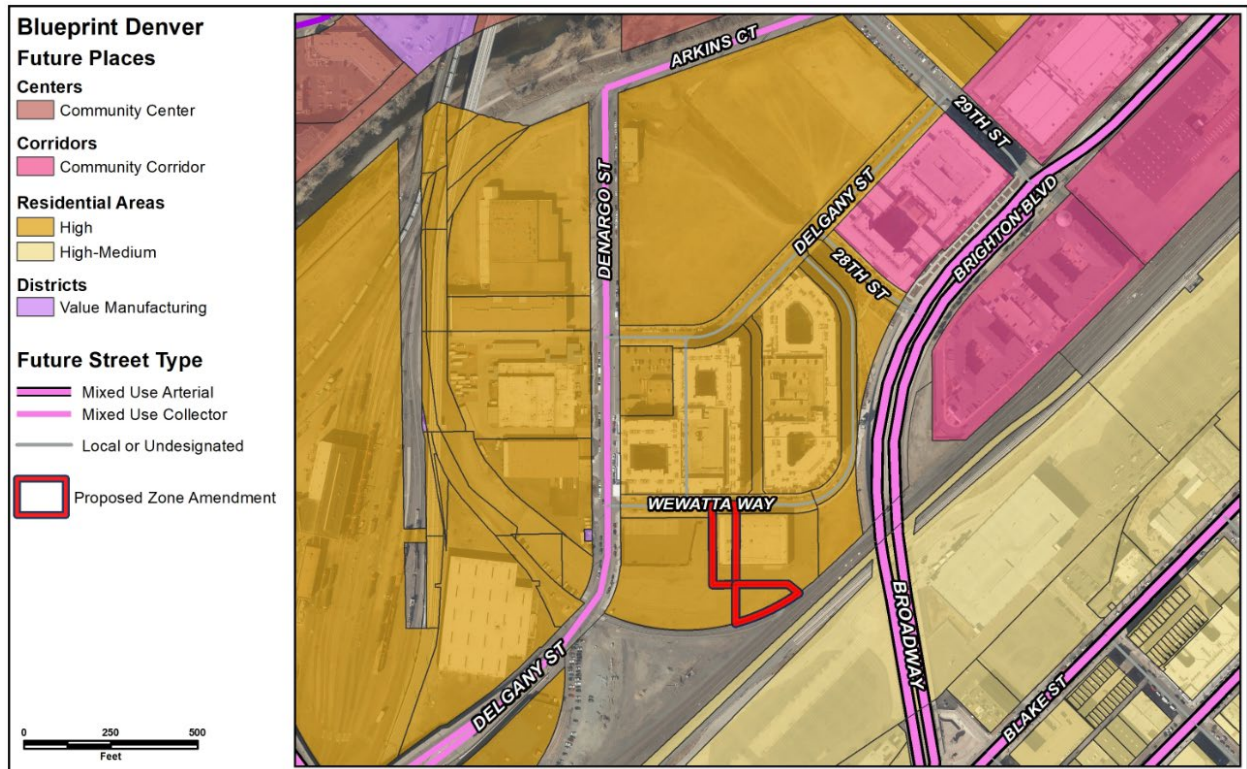
Blueprint Denver was adopted in 2019 as a supplement to *Comprehensive Plan 2040* and establishes an integrated framework for the city's land use and transportation decisions. *Blueprint Denver* identifies the subject property as part of a High Residential Area place within the Urban Center Neighborhood 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 land use and built form and mobility options at a higher scale, between neighborhoods. The subject property is within the Urban Center Neighborhood Context. “This context contains high intensity residential and significant employment areas. Development typically contains a substantial mix of uses, with good street activation and connectivity” (p. 252). The proposed C-MX-8 and C-MX-16 zone districts are part of the Urban Center context and is “intended to promote safe, active, and pedestrian-scaled diverse areas through the use of building forms that clearly activate the public street edge” and “the Mixed-Use districts are focused on creating mixed, diverse neighborhoods” (DZC 7.2.2.1). Since the proposed districts allow a mix of uses and allowable building forms that contribute to street activation, the proposed rezoning to an Urban Center context is appropriate and consistent with the plan.

Blueprint Denver Future Places



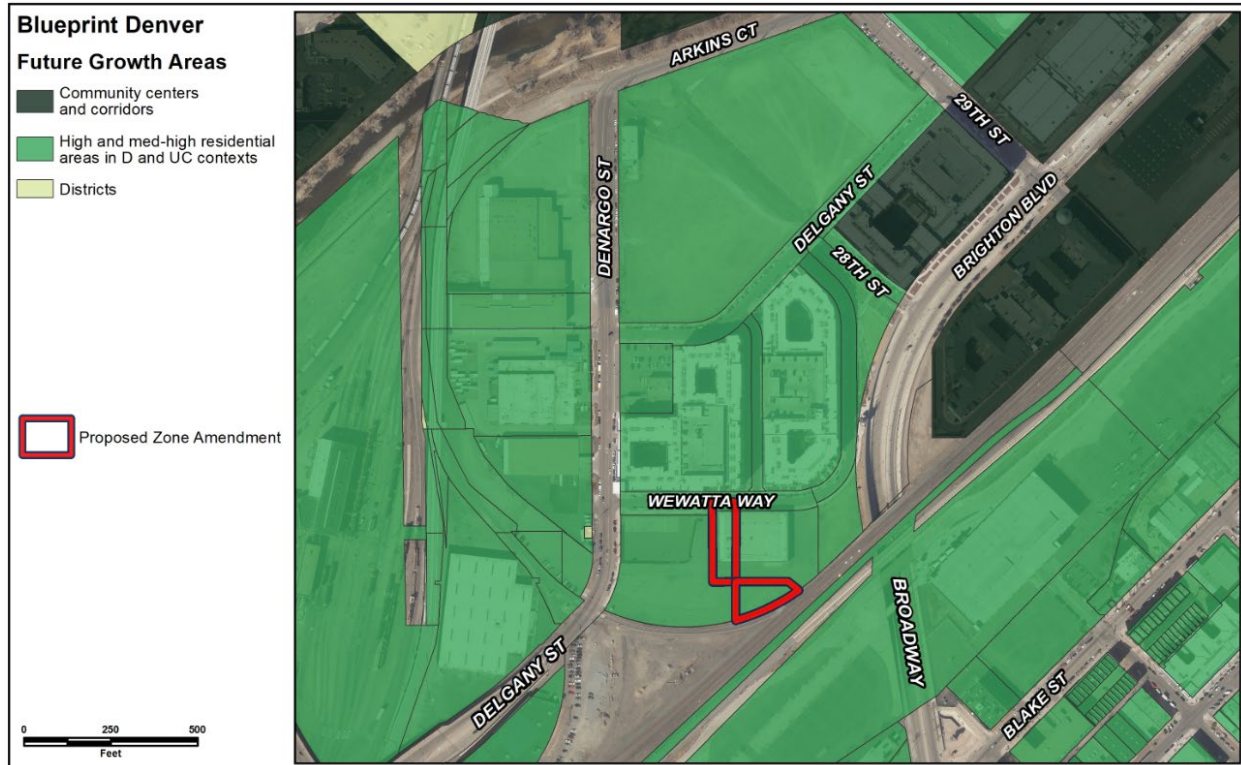
The Future Places map designates the subject property as High Residential Area. Blueprint Denver describes the aspirational characteristics of High Residential Areas in the Urban Center context as having a “high mix of uses throughout including many large-scale multi-unit residential uses. Commercial uses are prevalent. Buildings are the tallest of the residential places of this context. There is high lot coverage and shallow setbacks” (p. 260). Consistent with this guidance, the proposed C-MX-8 and C-MX-16 districts provide for a mix of uses and stringent building form standards that create an active street level presence. Given the High Residential height guidance in Blueprint Denver, the requested 8 and 16-story district heights are consistent with the surrounding context and appropriate for the High Residential guidance in this location.

Street Types

Blueprint Denver classifies Wewatta Way as a local or undesignated street. However, the subject property’s access to Denargo Street makes it an appropriate location for higher density development. While Broadway is also adjacent to the subject property, it can only be accessed from 28th Street, one block to the north. Denargo Street is classified as a Mixed-Use Collector. According to the plan, this street type supports a “varied mix 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” (p. 159). The proposed C-MX-8 and C-MX-16 zone districts with the DO-7 design overlay would

allow a mix of residential and commercial uses at an intensity and orientation consistent with these street type classifications.

Growth Strategy



Blueprint Denver designates the subject property as part of a High Residential Area in an Urban Center neighborhood context. High and High-Medium Residential Areas in Downtown and Urban Center neighborhood contexts are anticipated to see 15% of new housing growth and 5% of new employment growth by 2040 (p. 50-51). Focusing growth in these areas helps to provide a variety of housing, jobs and entertainment options within a comfortable distance to all Denverites and is a key element of building complete neighborhoods throughout Denver (p. 49). The proposed map amendment to C-MX-8 and C-MX-16 will allow for continued residential and employment growth in a High Residential Area where it has been determined to be most appropriate. Therefore, the proposed rezoning is consistent with the Blueprint Denver growth strategy.

The proposed rezoning, with the inclusion of a design overlay, is also consistent with policies and strategies related to creating exceptional design outcomes in high-profile areas throughout Denver. "Mixed-use buildings should engage the street level and support pedestrian activity. The bulk and scale should be respectful of the surrounding character" (p. 102).

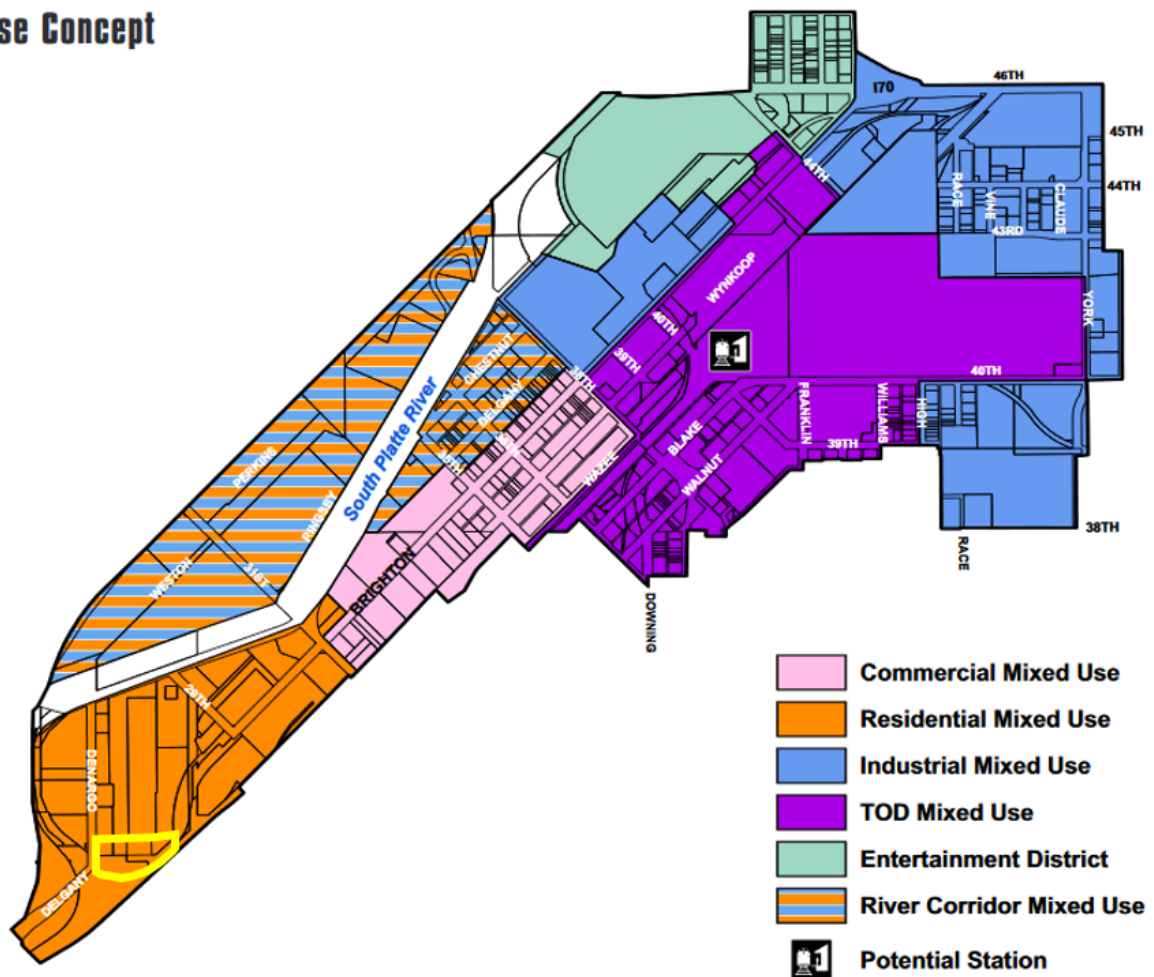
- Land Use & Built Form: Design Quality & Preservation Policy 3, Strategy D – *Use design overlays in limited areas to direct new development towards a desired design character unique to the*

area that cannot be achieved through other tools. Design overlays are most effective where a design vision has been articulated through a planning process (p. 102).

River North Plan (2003)

The River North Plan was adopted by City Council in 2003 and applies to the subject property. It designates the area Residential Mixed-Use and includes specific recommendations for the Denargo Market area, including “facilitate the redevelopment of the Denargo Market area into an exciting mixed-use community” (p. 59).

Land Use Concept



The plan recommends “Residential Mixed-Use zoning, Commercial Mixed-Use zoning, or a combination of both” for the Residential Mixed-Use areas (p. 84). The plan recommendations for the Denargo Market area are to “create a compact, mixed-use, pedestrian friendly development” and “ensure that urban design reinforces the pedestrian-oriented and transit-supportive character of the area and creates friendly and useable public spaces” (p. 76). The plan does not include specific building height recommendations, but suggests there should be “appropriate massing, scale, building heights and

building size for new development with height limits along the South Platte River” (p. 76). This site is not located along the river where such height limits would apply.

The proposed C-MX-8 and C-MX-16 zone districts would be consistent with the recommendations of the River North Plan by allowing a residential, office, and retail uses in a pedestrian-friendly form. The allowed 8 and 16-story maximum heights are appropriate for urban development near downtown. The design and build- to requirements of the C-MX-8 and C-MX-16 zone districts, in conjunction with the River North design overlay, would ensure an urban form compatible with a new, pedestrian-oriented development.

2. Uniformity of District Regulations and Restrictions

The proposed rezoning to C-MX-8, DO-7 and C-MX-16, DO-7 will result in the uniform application of zone district building form, use and design regulations.

3. Public Health, Safety and General Welfare

The proposed official map amendment furthers the public health, safety, and general welfare through implementation of the city’s adopted land use plan. The proposed rezoning would also facilitate housing density near services and amenities and foster the creation of a walkable, urban area within walking distance to downtown.

4. Justifying Circumstance

The application identifies several changed or changing conditions as the justifying circumstance under DZC Section 12.4.10.8.A.4, *“Since the date of the approval of the existing Zone District, there has been a change to such a degree that the proposed rezoning is in the public interest. Such change may include: (a.) Changed or changing conditions in a particular area, or in the city generally;”*

Recent physical changes within proximity to the subject site include the opening three new apartment buildings in the Denargo Market area, completion of the reconstruction of Brighton Boulevard and the addition of bicycle and pedestrian connections through the area. The character of River North, and Denargo Market in particular, is rapidly changing and the rezoning request is justified to recognize the changing conditions.

While the application includes “a City adopted plan” as a justifying circumstance, staff does not find the adoption of the River North Plan or Blueprint Denver as meeting this criterion. The River North Plan was adopted before the current zoning and Blueprint Denver is not a relevant justifying circumstance as the land use plan direction did not change significantly.

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

As described in the Denver Zoning Code, the General Character of the Urban Center (C-) district will include “multi-unit residential and mixed-use commercial strips and commercial centers.” It is also described as follows: “Multi-unit residential uses are typically in multi-story mixed use building forms.

Commercial buildings are typically Shopfront and General forms. Multi-unit residential uses are primarily located along residential collector, mixed-use arterial, and local streets. Commercial uses are primarily located along main and mixed-use arterial streets.” This rezoning request is in conformance with the zoning that already exists in the surrounding neighborhood, i.e. mostly a mix of C-MX-8, C-MX-12 and C-MX-16.

According to the zone district intent stated in the Denver Zoning Code, the C-MX-8 district “applies to areas or intersections served primarily by arterial streets where a building scale of 2 to 8 stories is desired” (DZC Section 7.2.2.2.C). The C-MX-16 district “applies to areas or intersections served primarily by major arterial streets where a building scale of 3 to 16 stories is desired” (DZC Section 7.2.2.2.E). The site is served by a collector street, but the property is in an area served by nearby arterial streets. The nearest major arterial streets are two blocks east (Broadway/Brighton Boulevard) and two blocks south (Park Avenue West). Thus, the street classifications and desired building heights in this area are consistent with the zone district purpose and intent statements.

The River North Design Overlay (DO-7) has many purposes including “implement adopted plans; promote creative, high-quality, design in the general area covered by the adopted 38th and Blake Station Area Height Amendments and the RiNo Business Improvement District; provide flexibility to support the diverse design traditions of RiNo; activate the South Platte River frontage to promote the river as a neighborhood asset; maintain human scale and access to daylight as heights and densities increase throughout the district; promote vibrant pedestrian street frontages with active uses and street-fronting building entries; provide transitions between residential frontages and mixed-use streets; ensure that buildings are designed to adapt to new uses as the district changes and evolves; promote active transportation options, such as walking and biking; minimize potential conflict points between pedestrians and motor vehicles; minimize the visibility of surface and structured parking areas for vehicles; and encourage small, privately-owned, open spaces to increase design diversity along the street frontage and support pedestrian activity.” (DZC Section 9.4.5.11.B). The site, with its proximity to the South Platte River and adjacency to the newly constructed Brighton Boulevard warrants special attention to detail with regards to activation, building entries and other human-scaled elements. The site is located within the area of the RiNo Business Improvement District. Thus, the proposed map amendment is consistent with the purpose statements of the design overlay district.

Attachments

1. Application

Zone Map Amendment (Rezoning) - Application



PROPERTY OWNER INFORMATION*		PROPERTY OWNER(S) REPRESENTATIVE**	
<input type="checkbox"/> CHECK IF POINT OF CONTACT FOR APPLICATION		<input type="checkbox"/> CHECK IF POINT OF CONTACT FOR APPLICATION	
Property Owner Name		Representative Name	
Address		Address	
City, State, Zip		City, State, Zip	
Telephone		Telephone	
Email		Email	
<p>*If More Than One Property Owner: All standard zone map amendment applications shall be initiated by all the owners of at least 51% of the total area of the zone lots subject to the rezoning application, or their representatives authorized in writing to do so. See page 3.</p>		<p>**Property owner shall provide a written letter authorizing the representative to act on his/her behalf.</p>	
<p>Please attach Proof of Ownership acceptable to the Manager for each property owner signing the application, such as (a) Assessor's Record, (b) Warranty deed or deed of trust, or (c) Title policy or commitment dated no earlier than 60 days prior to application date.</p> <p>If the owner is a corporate entity, proof of authorization for an individual to sign on behalf of the organization is required. This can include board resolutions authorizing the signer, bylaws, a Statement of Authority, or other legal documents as approved by the City Attorney's Office.</p>			
SUBJECT PROPERTY INFORMATION			
Location (address and/or boundary description):			
Assessor's Parcel Numbers:			
Area in Acres or Square Feet:			
Current Zone District(s):			
PROPOSAL			
Proposed Zone District:			



REZONING GUIDE

Rezoning Application Page 2 of 3

REVIEW CRITERIA	
<p>General Review Criteria: The proposal must comply with all of the general review criteria DZC Sec. 12.4.10.7</p>	<p><input type="checkbox"/> Consistency with Adopted Plans: The proposed official map amendment is consistent with the City's adopted plans, or the proposed rezoning is necessary to provide land for a community need that was not anticipated at the time of adoption of the City's Plan. Please provide an attachment describing relevant adopted plans and how proposed map amendment is consistent with those plan recommendations; or, describe how the map amendment is necessary to provide for an unanticipated community need.</p> <p><input type="checkbox"/> Uniformity of District Regulations and Restrictions: The proposed official map amendment results in regulations and restrictions that are uniform for each kind of building throughout each district having the same classification and bearing the same symbol or designation on the official map, but the regulations in one district may differ from those in other districts.</p> <p><input type="checkbox"/> Public Health, Safety and General Welfare: The proposed official map amendment furthers the public health, safety, and general welfare of the City.</p>
<p>Additional Review Criteria for Non-Legislative Rezoning: The proposal must comply with both of the additional review criteria DZC Sec. 12.4.10.8</p>	<p>Justifying Circumstances - One of the following circumstances exists:</p> <p><input type="checkbox"/> The existing zoning of the land was the result of an error.</p> <p><input type="checkbox"/> The existing zoning of the land was based on a mistake of fact.</p> <p><input type="checkbox"/> The existing zoning of the land failed to take into account the constraints on development created by the natural characteristics of the land, including, but not limited to, steep slopes, floodplain, unstable soils, and inadequate drainage.</p> <p><input type="checkbox"/> Since the date of the approval of the existing Zone District, there has been a change to such a degree that the proposed rezoning is in the public interest. Such change may include:</p> <p style="margin-left: 20px;">a. Changed or changing conditions in a particular area, or in the city generally; or</p> <p style="margin-left: 20px;">b. A City adopted plan; or</p> <p style="margin-left: 20px;">c. That the City adopted the Denver Zoning Code and the property retained Former Chapter 59 zoning.</p> <p><input type="checkbox"/> It is in the public interest to encourage a departure from the existing zoning through application of supplemental zoning regulations that are consistent with the intent and purpose of, and meet the specific criteria stated in, Article 9, Division 9.4 (Overlay Zone Districts), of this Code. Please provide an attachment describing the justifying circumstance.</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. Please provide an attachment describing how the above criterion is met.</p>
REQUIRED ATTACHMENTS	
Please ensure the following required attachments are submitted with this application:	
<p><input type="checkbox"/> Legal Description (required to be attached in Microsoft Word document format)</p> <p><input type="checkbox"/> Proof of Ownership Document(s)</p> <p><input type="checkbox"/> Review Criteria, as identified above</p>	
ADDITIONAL ATTACHMENTS	
Please identify any additional attachments provided with this application:	
<p><input type="checkbox"/> Written Authorization to Represent Property Owner(s)</p> <p><input type="checkbox"/> Individual Authorization to Sign on Behalf of a Corporate Entity</p>	
Please list any additional attachments:	

PROPERTY OWNER OR PROPERTY OWNER'S REPRESENTATIVE CERTIFICATION/PETITION						
<p>We, the undersigned represent that we are the owners of the property described opposite our names, or have the authorization to sign on behalf of the owner as evidenced by a Power of Attorney or other authorization attached, and that we do hereby request initiation of this application. I hereby certify that, to the best of my knowledge and belief, all information supplied with this application is true and accurate. I understand that without such owner consent, the requested official map amendment action cannot lawfully be accomplished.</p>						
Property Owner Name(s) (please type or print legibly)	Property Address City, State, Zip Phone Email	Property Owner Interest % of the Area of the Zone Lots to Be Rezoned	Please sign below as an indication of your consent to the above certification statement	Date	Indicate the type of ownership documentation provided: (A) Assessor's record, (B) warranty deed or deed of trust, (C) title policy or commitment, or (D) other as approved	Has the owner authorized a representative in writing? (YES/NO)
EXAMPLE John Alan Smith and Josie Q. Smith	123 Sesame Street Denver, CO 80202 (303) 555-5555 sample@sample.gov	100%	<i>John Alan Smith</i> <i>Josie Q. Smith</i>	01/01/12	(A)	YES
Denargo Broadway III, LLC	1601 South Mopac Suite 175 Austin, TX 78746	100%		10/24/19	B	Yes
BW-2901 Land, LP	1601 South Mopac Suite 175 Austin, TX 78746	100%		10/24/19	B	Yes

LEGAL DESCRIPTION

EXHIBIT "A"

ZONE LOT 1

A PARCEL OF LAND BEING PORTIONS OF LOT 1, BLOCK 1, DENARGO MARKET SUBDIVISION FILING NO. 2, AS PLATTED UNDER RECEPTION NUMBER 2012049308, AND THAT PARCEL OF LAND DESCRIBED IN THE DOCUMENT RECORDED UNDER RECEPTION NUMBER 2016046234, BOTH IN THE RECORDS OF THE CITY AND COUNTY OF DENVER CLERK AND RECORDER'S OFFICE; SITUATED IN THE SOUTHWEST QUARTER OF SECTION 27, TOWNSHIP 3 SOUTH, RANGE 68 WEST OF THE 6th PRINCIPAL MERIDIAN; CITY AND COUNTY OF DENVER, STATE OF COLORADO; BEING MORE PARTICULARLY DESCRIBED AS FOLLOWS:

BASIS OF BEARINGS: THE NORTH LINE OF SAID SOUTHWEST QUARTER OF SECTION 27, MONUMENTED AS SHOWN HEREON AND HAVING A BEARING OF SOUTH 89°59'53" WEST.

BEGINNING AT THE NORTHEAST CORNER OF SAID LOT 1, BLOCK 1, BEING A POINT ON THE WEST LINE OF SAID PARCEL DESCRIBED IN THE DOCUMENT RECORDED UNDER RECEPTION NUMBER 2016046234;

THENCE, ALONG SAID WEST LINE AND THE NORTH LINE OF SAID PARCEL, THE FOLLOWING TWO (2) COURSES;

1. NORTH 00°01'41" WEST, A DISTANCE OF 10.00 FEET;
2. NORTH 89°58'19" EAST, A DISTANCE OF 68.47 FEET;

THENCE SOUTH 00°01'41" EAST, A DISTANCE OF 314.01 FEET TO A POINT ON THE SOUTHERLY LINE OF SAID LOT 1, BLOCK, BEING THE BEGINNING OF A NON-TANGENT CURVE CONCAVE NORTHERLY HAVING A RADIUS OF 564.03 FEET, THE RADIUS POINT OF SAID CURVE BEARS NORTH 15°15'03" WEST;

THENCE, ALONG THE SOUTHERLY, WESTERLY AND NORTHERLY BOUNDARY OF SAID LOT 1, THE FOLLOWING FIVE (5) COURSES;

1. WESTERLY ALONG SAID CURVE THROUGH A CENTRAL ANGLE OF 39°32'51", AN ARC LENGTH OF 389.31 FEET TO THE BEGINNING OF A NON-TANGENT CURVE CONCAVE WESTERLY HAVING A RADIUS OF 297.00 FEET, THE RADIUS POINT OF SAID CURVE BEARS NORTH 57°00'49" WEST;
2. NORTHERLY ALONG SAID CURVE THROUGH A CENTRAL ANGLE OF 27°55'47", AN ARC LENGTH OF 144.78 FEET;
3. SOUTH 71°33'46" EAST, A DISTANCE OF 1.23 FEET;
4. NORTH 00°01'41" WEST, A DISTANCE OF 138.63 FEET;
5. NORTH 89°58'19" EAST, A DISTANCE OF 264.00 FEET TO THE POINT OF BEGINNING.

CONTAINING AN AREA OF 2.490 ACRES, (108,452 SQUARE FEET), MORE OR LESS.

LEGAL DESCRIPTION

EXHIBIT "A"

ZONE LOT 2

A PARCEL OF LAND BEING PORTIONS OF LOT 1, BLOCK 1, DENARGO MARKET SUBDIVISION FILING NO. 2, AS PLATTED UNDER RECEPTION NUMBER 2012049308, AND THAT PARCEL OF LAND DESCRIBED IN THE DOCUMENT RECORDED UNDER RECEPTION NUMBER 2016046234, BOTH IN THE RECORDS OF THE CITY AND COUNTY OF DENVER CLERK AND RECORDER'S OFFICE; SITUATED IN THE SOUTHWEST QUARTER OF SECTION 27, TOWNSHIP 3 SOUTH, RANGE 68 WEST OF THE 6th PRINCIPAL MERIDIAN; CITY AND COUNTY OF DENVER, STATE OF COLORADO; BEING MORE PARTICULARLY DESCRIBED AS FOLLOWS:

BASIS OF BEARINGS: THE NORTH LINE OF SAID SOUTHWEST QUARTER OF SECTION 27, MONUMENTED AS SHOWN HEREON AND HAVING A BEARING OF SOUTH 89°59'53" WEST.

BEGINNING AT THE NORTHEAST CORNER OF SAID PARCEL OF LAND DESCRIBED IN THE DOCUMENT RECORDED UNDER RECEPTION NUMBER 2016046234;

THENCE, ALONG THE EASTERLY AND SOUTHERLY BOUNDARY OF SAID PARCEL, THE FOLLOWING TWO (2) COURSES;

1. SOUTH 00°01'41" EAST, A DISTANCE OF 195.46 FEET;
2. SOUTH 48°04'18" WEST, A DISTANCE OF 10.49 FEET TO THE BEGINNING OF A TANGENT CURVE CONCAVE NORTHWESTERLY HAVING A RADIUS OF 564.03 FEET;

THENCE SOUTHWESTERLY ALONG SAID SOUTHERLY BOUNDARY AND THE SOUTHERLY BOUNDARY OF SAID LOT 1, BLOCK 1, DENARGO MARKET SUBDIVISION FILING NO. 2, AND SAID CURVE THROUGH A CENTRAL ANGLE OF 26°40'39", AN ARC LENGTH OF 262.62 FEET;

THENCE NORTH 00°01'41" WEST, A DISTANCE OF 314.01 FEET TO A POINT ON THE NORTHERLY BOUNDARY OF SAID PARCEL OF LAND DESCRIBED IN THE DOCUMENT RECORDED UNDER RECEPTION NUMBER 2016046234;

THENCE, ALONG SAID NORTHERLY BOUNDARY, THE FOLLOWING TWO (2) COURSES;

1. NORTH 89°58'19" EAST, A DISTANCE OF 166.70 FEET TO THE BEGINNING OF A TANGENT CURVE CONCAVE NORTHERLY HAVING A RADIUS OF 195.00 FEET;
2. EASTERLY ALONG SAID CURVE THROUGH A CENTRAL ANGLE OF 20°56'19", AN ARC LENGTH OF 71.26 FEET TO THE POINT OF BEGINNING.

CONTAINING AN AREA OF 1.422 ACRES, (61952 SQUARE FEET), MORE OR LESS.



01/25/2019 01:26 PM
City & County of Denver
Electronically Recorded

R \$43.00

WD

D \$1,157.70

WHEN RECORDED RETURN TO:

Cypress Real Estate Advisors, Inc.
1601 Mopac Expressway, Suite 175
Austin, Texas 78746

SPECIAL WARRANTY DEED

This SPECIAL WARRANTY DEED ("Deed") is made as of January 24, 2019 (the "Effective Date") and evidences a conveyance by and between BW-2901 LAND, LP, a Delaware limited partnership ("Grantor"), whose address is c/o Cypress Real Estate Advisors, Inc., 1601 Mopac Expressway, Suite 175, Austin, Texas 78746, and Denargo Broadway III, LLC, a Delaware limited liability company, ("Grantee"), whose address is c/o Cypress Real Estate Advisors, Inc., 1601 Mopac Expressway, Suite 175, Austin, Texas 78746.

Grantor, for and in consideration of the sum of ten dollars and other valuable consideration, the receipt and sufficiency of which is hereby acknowledged, has granted, bargained, sold and conveyed, and by these presents does grant, bargain, sell, convey and confirm unto Grantee, its successors and assigns forever, the land located in the City and County of Denver (the "City"), State of Colorado which is described on **Exhibit A** attached to this Deed (the "Property"); and except as provided in this Deed, together with all and singular the hereditaments and appurtenances thereto belonging, or in anywise appertaining, and the reversions, remainders, rents, issues and profits thereof, and all the estate, right, title, interest, claim and demand whatsoever of the Grantor, either in law or in equity, of, in and to the Property;

TO HAVE AND TO HOLD the Property above bargained and described, with the appurtenances unto Grantee, its successors and assigns forever. And Grantor, for itself, its successors and assigns, does covenant and agree that Grantor shall and will WARRANT AND FOREVER DEFEND the Property in the quiet and peaceable possession of Grantee, its successors and assigns, against all and every person or persons lawfully claiming or to claim the whole or any part thereof by, through or under Grantor, except for the lien of general taxes and assessments for the current year and all subsequent years and the matters shown on **Exhibit B** attached to this Deed (the "Permitted Exceptions").

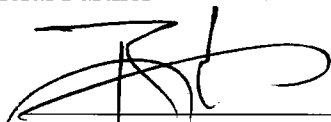
[Signatures on following pages.]

Recording Requested by: N 0020201
FNTG-NCS Colorado

In Witness Whereof, Grantor has executed this Special Warranty Deed as of the Effective Date.

BW-2901 LAND, LP,
a Delaware limited partnership

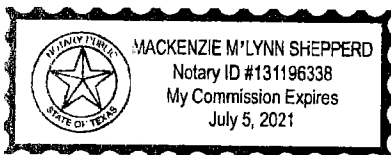
By: CREA BW-2901 GP, LLC,
a Delaware limited liability company,
it General Partner

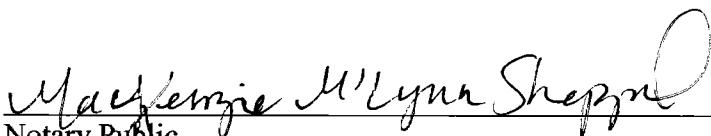
By: 
Brent D. Heath, Vice President

STATE OF Texas)
COUNTY OF Travis) ss.

The foregoing instrument was acknowledged before me this 17 day of January, 2019, by Brent D. Heath, as Vice President of CREA BW-2901 GP, LLC, a Delaware limited liability company, as General Partner of BW-2901 LAND, LP, a Delaware limited partnership, on behalf of said corporation.

Witness my hand and official seal.




Notary Public

My commission expires: July 5, 2021

[Signatures continue on following page]

EXHIBIT B**Permitted Exceptions**

1. Taxes and assessments for the year 2019 and subsequent years, a lien not yet due or payable.
2. An easement or right of way for highway purposes, together with the right to extend the slopes of earth fill or embankment, as granted to the City and County of Denver in the instrument recorded September 11, 1939 in Book 5340 at Page 155.
3. Reservations made by the Union Pacific Railroad Company in the deed recorded August 16, 1946 in Book 6098 at Page 196, providing substantially as follows: Reserving unto the company and its assigns all minerals and mineral rights that may be found underneath surface of the Land and the exclusive right to prospect and mine for same, also such right of way and other grounds as may appear necessary for proper working of any mines that may be developed upon the Land, and for transportation of said minerals from same, and any and all assignments thereof or interests therein. Note: Mineral Deed from Union Pacific Railroad Company to Union Pacific Land Resources Corporation recorded April 26, 1995 at Reception no. 9500046416. Note: Relinquishment and Quitclaim Deed from Union Pacific Railroad Company, including no surface entry rights, recorded February 23, 2010 at Reception No. 2010020617.
4. Reservations made by the Union Pacific Land Resources Company in the deed recorded April 5, 1973 in Book 671 at Page 334, providing substantially as follows: Reserving unto the company and its assigns all minerals and mineral rights that may be found underneath surface of the Land and the exclusive right to prospect and mine for same, also such right of way and other grounds as may appear necessary for proper working of any mines that may be developed upon the Land, and for transportation of said minerals from same, and any and all assignments thereof or interests therein. Note: Said grant excepts out a 4 inch underground water pipe line and an electric power pole and wires, along with an easement to maintain the same. Note: Additional mineral reservations and easement reservations are contained in the Deed recorded December 22, 1975 in Book 1171 at Page 630 and recorded April 2, 1976 in Book 1222 at Page 276. Note: Relinquishment and Quitclaim by Union Pacific Railroad Company of some of their reserved rights was recorded March 22, 2007 at Reception No. 2007046903 and recorded February 23, 2010 at Reception No. 2010020617.
5. Reservations made by the Union Pacific Railroad Company in the deed recorded November 6, 2006 at Reception No. 2006178107, providing substantially as follows: Reserving unto the company and its assigns all minerals and mineral rights that may be found underneath surface of the Land and the exclusive right to prospect and mine for same, also such right of way and other grounds as may appear necessary for proper working of any mines that may be developed upon the Land, and for transportation of said minerals from same, and any and all assignments thereof or interests therein. Note: Relinquishment and Quitclaim Deed from Union Pacific Railroad Company, including no surface entry rights, recorded February 23, 2010 at Reception No. 2010020617.

6. Terms, conditions, provisions, agreements and obligations contained in the Denargo Market General Development Plan recorded April 4, 2007 at Reception No. 2007054152, in the Denargo Market General Development Plan recorded October 7, 2008 at Reception No. 2008136480, and in the Denargo Market General Development Plan recorded February 25, 2009 at Reception No. 2009023565 with Amendment No. 1 recorded September 28, 2009 at Reception No. 2009128207, 2nd Minor Amendment recorded September 1, 2009 at Reception No. 2009115958, Amendment #2 recorded April 12, 2012 (Plat incorrectly says 2011) at Reception No. 2012049476, 3rd Amendment-Minor recorded January 10, 2014 at Reception No. 2014003001, and 4th Amendment-Minor recorded November 2, 2017 at Reception No. 2017144227.
7. Terms, conditions, provisions, agreements and obligations contained in the Agreement to Terminate Existing Easement Agreement and Grant of New Access Easement by and between Denargo Market, L.P. and Platte Valley Baseball, LLC recorded October 1, 2008 at Reception No. 2008134605.
8. Subject to the effect of the City and County of Denver Housing & Neighborhood Development Services Inclusionary Housing Program recorded November 7, 2008 at Reception No. 2008152785.
9. Easement(s) for the purpose(s) shown below and rights incidental thereto, as granted in a document granted to the City and County of Denver for water pipelines recorded December 23, 2008 at Reception No. 2008171483. Note: Easement Agreement Amendment recorded December 28, 2011 at Reception No. 2011147440. Note: Partial Release of Easement recorded July 28, 2014 at Reception No. 2014089921.
10. Terms, conditions, provisions, agreements and obligations contained in the Amended and Restated Framework Agreement for Denargo Market Subdivision Filing No. 1 recorded January 10, 2012 at Reception No. 2012003134. Note: First Amendment to Amended and Restated Framework Agreement for Denargo Market recorded January 31, 2013 at Reception No. 2013014036.
11. Terms, conditions, provisions, agreements and obligations contained in the Covenant by Denargo Market, L.P. recorded February 23, 2010 at Reception No. 2010020701.
12. Easement(s) for the purpose(s) shown below and rights incidental thereto, as granted in a document granted to the City and County of Denver for stormwater sewer line recorded on December 20, 2011 at Reception No. 2011143786.
13. Subject to the effect of General Notes 10, 11 and the easements as shown thereon, as set forth on the plat for Denargo Market Subdivision Filing No. 2 recorded April 12, 2012 at Reception No. 2012049308. Note: the easement shown on said Lot marked as #60 (Book 8664 at Page 73 was terminated by the Easement Termination Agreement recorded May 8, 2013 at Reception No. 2013066326.
14. Terms, conditions, provisions, agreements and obligations contained in the Declaration of Covenants, Conditions and Restrictions for Denargo Market recorded on May 4, 2012 at

Exhibit B – Special Warranty Deed

- Reception No. 2012059131. Note: Assignment of Declarant Rights recorded December 24, 2015 at Reception No. 2015177880 and re-recorded November 2, 2016 at Reception No. 2016152991.
15. Terms, conditions, provisions, agreements and obligations contained in the Easement Deed By Court Order In Settlement of Landowner Action recorded July 12, 2013 at Reception No. 2013101342.
 16. Any tax, lien, fee, or assessment by reason of inclusion of the Land in the Denargo Market Metropolitan District Nos. 1-3, as evidenced by instrument(s) recorded January 31, 2014 at Reception No. 2014010444. Note: Notice Concerning Denargo Market Metropolitan District No. 2 recorded January 29, 2016 at Reception No. 2016011290 and recorded January 25, 2017 at Reception No. 2017010576. Note: Notice Concerning Denargo Market Metropolitan District No. 3 recorded January 29, 2016 at Reception No. 2016011291 and recorded January 25, 2017 at Reception No. 2017010577 and January 19, 2018 at Reception No. 2018007417. Note: Proposed Order for Inclusion for the Denargo Market Metro Dist. No. 2 recorded November 16, 2018 at Reception No. 2018148290.
 17. Terms, conditions, provisions, agreements and obligations contained in the Declaration of Environmental Use Restrictions recorded August 31, 2017 at Reception No. 2017115327.
 18. Easement(s) for the purpose(s) shown below and rights incidental thereto, as granted in a document granted to the City and County of Denver for stormwater and sewage facilities recorded on June 22, 2018 at Reception No. 2018077135.
 19. Easement(s) for the purpose(s) shown below and rights incidental thereto, as granted in a document granted to the City and County of Denver for water pipelines on September 21, 2018 at Reception No. 2018120205.
 20. Easement(s) for the purpose(s) shown below and rights incidental thereto, as granted in a document granted to the City and County of Denver for wastewater and storm sewer lines on September 24, 2018 at Reception No. 2018120878.
 21. Easement(s) for the purpose(s) shown below and rights incidental thereto, as granted in a document granted to the City and County of Denver for wastewater and storm sewer lines on September 24, 2018 at Reception No. 2018120879.
 22. Terms, conditions, provisions, agreements and obligations contained in the Permanent Access and Utility Easement Agreement by and between ARTEX MF Land, LLC and BW-2901 Land, LP recorded on October 19, 2018 at Reception No. 2018135721.

END OF EXCEPTIONS



01/25/2019 12:55 PM
City & County of Denver
Electronically Recorded

R \$38.00

WD

D \$0.00

No doc fee
related entities

WHEN RECORDED RETURN TO:

Cypress Real Estate Advisors, Inc.
1601 Mopac Expressway, Suite 175
Austin, Texas 78746

SPECIAL WARRANTY DEED

This SPECIAL WARRANTY DEED (“Deed”) is made as of January 24, 2019 (the “Effective Date”) and evidences a conveyance by and between ARTEX MF LAND, LLC, a Delaware limited liability company (“Grantor”) whose address is c/o Cypress Real Estate Advisors, Inc., 1601 Mopac Expressway, Suite 175, Austin, Texas 78746, and BW-2901 LAND, LP, a Delaware limited partnership and, (“Grantee”), whose address is c/o Cypress Real Estate Advisors, Inc., 1601 Mopac Expressway, Suite 175, Austin, Texas 78746.

Grantor, for and in consideration of the sum of ten dollars and other valuable consideration, the receipt and sufficiency of which is hereby acknowledged, has granted, bargained, sold and conveyed, and by these presents does grant, bargain, sell, convey and confirm unto Grantee, its successors and assigns forever, the land located in the City and County of Denver (the “City”), State of Colorado which is described on **Exhibit A** attached to this Deed (the “Property”); and except as provided in this Deed, together with all and singular the hereditaments and appurtenances thereto belonging, or in anywise appertaining, and the reversions, remainders, rents, issues and profits thereof, and all the estate, right, title, interest, claim and demand whatsoever of the Grantor, either in law or in equity, of, in and to the Property;

TO HAVE AND TO HOLD the Property above bargained and described, with the appurtenances unto Grantee, its successors and assigns forever. And Grantor, for itself, its successors and assigns, does covenant and agree that Grantor shall and will WARRANT AND FOREVER DEFEND the Property in the quiet and peaceable possession of Grantee, its successors and assigns, against all and every person or persons lawfully claiming or to claim the whole or any part thereof by, through or under Grantor, except for the lien of general taxes and assessments for the current year and all subsequent years and the matters shown on **Exhibit B** attached to this Deed (the “Permitted Exceptions”).

[Signatures on following pages.]

Recording Requested by: NOO20201
FNTG-NCS Colorado

In Witness Whereof, Grantor has executed this Special Warranty Deed as of the Effective Date.

ARTEX MF LAND, LLC,
a Delaware limited liability company

By: BW-2901 Land, LP,
a Delaware limited partnership
its sole member

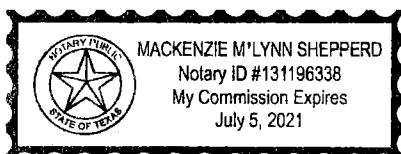
By: CREAMI BW-2901 GP, LLC, a Delaware limited liability company
its General Partner

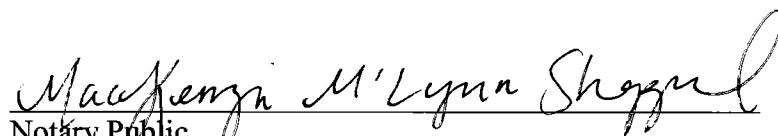
By: 
Brent Heath, Vice President

STATE OF Texas)
COUNTY OF Tarrant) ss.

The foregoing instrument was acknowledged before me this 17 day of January, 2019, by Brent D. Heath as Vice President of CREAMI BW-2901 GP, LLC, a Delaware limited liability company, as the General Partner of BW-2901 Land, LP, a Delaware limited partnership, as sole member of ARTEX MF LAND, LLC, a Delaware limited liability company, on behalf of said company.

Witness my hand and official seal.




Notary Public

My commission expires: July 5, 2021

EXHIBIT B**Permitted Exceptions**

1. Taxes and assessments for the year 2019 and subsequent years, a lien not yet due or payable.
2. An easement or right of way for highway purposes, together with the right to extend the slopes of earth fill or embankment, as granted to the City and County of Denver in the instrument recorded September 11, 1939 in Book 5340 at Page 155.
3. Reservations made by the Union Pacific Railroad Company in the deed recorded August 16, 1946 in Book 6098 at Page 196, providing substantially as follows: Reserving unto the company and its assigns all minerals and mineral rights that may be found underneath surface of the Land and the exclusive right to prospect and mine for same, also such right of way and other grounds as may appear necessary for proper working of any mines that may be developed upon the Land, and for transportation of said minerals from same, and any and all assignments thereof or interests therein. Note: Mineral Deed from Union Pacific Railroad Company to Union Pacific Land Resources Corporation recorded April 26, 1995 at Reception no. 9500046416. Note: Relinquishment and Quitclaim Deed from Union Pacific Railroad Company, including no surface entry rights, recorded February 23, 2010 at Reception No. 2010020617.
4. Reservations made by the Union Pacific Land Resources Company in the deed recorded April 5, 1973 in Book 671 at Page 334, providing substantially as follows: Reserving unto the company and its assigns all minerals and mineral rights that may be found underneath surface of the Land and the exclusive right to prospect and mine for same, also such right of way and other grounds as may appear necessary for proper working of any mines that may be developed upon the Land, and for transportation of said minerals from same, and any and all assignments thereof or interests therein. Note: Said grant excepts out a 4 inch underground water pipe line and an electric power pole and wires, along with an easement to maintain the same. Note: Additional mineral reservations and easement reservations are contained in the Deed recorded December 22, 1975 in Book 1171 at Page 630 and recorded April 2, 1976 in Book 1222 at Page 276. Note: Relinquishment and Quitclaim by Union Pacific Railroad Company of some of their reserved rights was recorded March 22, 2007 at Reception No. 2007046903 and recorded February 23, 2010 at Reception No. 2010020617.
5. Reservations made by the Union Pacific Railroad Company in the deed recorded November 6, 2006 at Reception No. 2006178107, providing substantially as follows: Reserving unto the company and its assigns all minerals and mineral rights that may be found underneath surface of the Land and the exclusive right to prospect and mine for same, also such right of way and other grounds as may appear necessary for proper working of any mines that may be developed upon the Land, and for transportation of said minerals from same, and any and all assignments thereof or interests therein. Note: Relinquishment and Quitclaim Deed from Union Pacific Railroad Company, including no surface entry rights, recorded February 23, 2010 at Reception No. 2010020617.

6. Terms, conditions, provisions, agreements and obligations contained in the Denargo Market General Development Plan recorded April 4, 2007 at Reception No. 2007054152, in the Denargo Market General Development Plan recorded October 7, 2008 at Reception No. 2008136480, and in the Denargo Market General Development Plan recorded February 25, 2009 at Reception No. 2009023565 with Amendment No. 1 recorded September 28, 2009 at Reception No. 2009128207, 2nd Minor Amendment recorded September 1, 2009 at Reception No. 2009115958, Amendment #2 recorded April 12, 2012 (Plat incorrectly says 2011) at Reception No. 2012049476, 3rd Amendment-Minor recorded January 10, 2014 at Reception No. 2014003001, and 4th Amendment-Minor recorded November 2, 2017 at Reception No. 2017144227.
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8. Subject to the effect of the City and County of Denver Housing & Neighborhood Development Services Inclusionary Housing Program recorded November 7, 2008 at Reception No. 2008152785.
9. Easement(s) for the purpose(s) shown below and rights incidental thereto, as granted in a document granted to the City and County of Denver for water pipelines recorded December 23, 2008 at Reception No. 2008171483. Note: Easement Agreement Amendment recorded December 28, 2011 at Reception No. 2011147440. Note: Partial Release of Easement recorded July 28, 2014 at Reception No. 2014089921.
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11. Terms, conditions, provisions, agreements and obligations contained in the Covenant by Denargo Market, L.P. recorded February 23, 2010 at Reception No. 2010020701.
12. Easement(s) for the purpose(s) shown below and rights incidental thereto, as granted in a document granted to the City and County of Denver for stormwater sewer line recorded on December 20, 2011 at Reception No. 2011143786.
13. Subject to the effect of General Notes 10, 11 and the easements as shown thereon, as set forth on the plat for Denargo Market Subdivision Filing No. 2 recorded April 12, 2012 at Reception No. 2012049308. Note: the easement shown on said Lot marked as #60 (Book 8664 at Page 73 was terminated by the Easement Termination Agreement recorded May 8, 2013 at Reception No. 2013066326.
14. Terms, conditions, provisions, agreements and obligations contained in the Declaration of Covenants, Conditions and Restrictions for Denargo Market recorded on May 4, 2012 at

Exhibit B – Special Warranty Deed

- Reception No. 2012059131. Note: Assignment of Declarant Rights recorded December 24, 2015 at Reception No. 2015177880 and re-recorded November 2, 2016 at Reception No. 2016152991.
15. Terms, conditions, provisions, agreements and obligations contained in the Easement Deed By Court Order In Settlement of Landowner Action recorded July 12, 2013 at Reception No. 2013101342.
 16. Any tax, lien, fee, or assessment by reason of inclusion of the Land in the Denargo Market Metropolitan District Nos. 1-3, as evidenced by instrument(s) recorded January 31, 2014 at Reception No. 2014010444. Note: Notice Concerning Denargo Market Metropolitan District No. 2 recorded January 29, 2016 at Reception No. 2016011290 and recorded January 25, 2017 at Reception No. 2017010576. Note: Notice Concerning Denargo Market Metropolitan District No. 3 recorded January 29, 2016 at Reception No. 2016011291 and recorded January 25, 2017 at Reception No. 2017010577 and January 19, 2018 at Reception No. 2018007417. Note: Proposed Order for Inclusion for the Denargo Market Metro Dist. No. 2 recorded November 16, 2018 at Reception No. 2018148290.
 17. Terms, conditions, provisions, agreements and obligations contained in the Declaration of Environmental Use Restrictions recorded August 31, 2017 at Reception No. 2017115327.
 18. Easement(s) for the purpose(s) shown below and rights incidental thereto, as granted in a document granted to the City and County of Denver for stormwater and sewage facilities recorded on June 22, 2018 at Reception No. 2018077135.
 19. Easement(s) for the purpose(s) shown below and rights incidental thereto, as granted in a document granted to the City and County of Denver for water pipelines on September 21, 2018 at Reception No. 2018120205.
 20. Easement(s) for the purpose(s) shown below and rights incidental thereto, as granted in a document granted to the City and County of Denver for wastewater and storm sewer lines on September 24, 2018 at Reception No. 2018120878.
 21. Easement(s) for the purpose(s) shown below and rights incidental thereto, as granted in a document granted to the City and County of Denver for wastewater and storm sewer lines on September 24, 2018 at Reception No. 2018120879.
 22. Terms, conditions, provisions, agreements and obligations contained in the Permanent Access and Utility Easement Agreement by and between ARTEX MF Land, LLC and BW-2901 Land, LP recorded on October 19, 2018 at Reception No. 2018135721.

END OF EXCEPTIONS

DENARGO MARKET PHASE III – ZONE MAP AMENDMENT LETTER OF AUTHORIZATION

We, Denargo Broadway III, LLC, do hereby give Kimley-Horn and Associates, Inc. authorization to act on our behalf during the Zone Map Amendment process for the Denargo Market Phase III project.



Signed

10/24/19

Date

DENARGO MARKET PHASE IV – ZONE MAP AMENDMENT LETTER OF AUTHORIZATION

We, BW-2901 Land, LP, do hereby give Kimley-Horn and Associates, Inc. authorization to act on our behalf during the Zone Map Amendment process for the Denargo Market Phase IV project.



Signed

10/24/19

Date

STATEMENT OF AUTHORITY

1. This Statement of Authority relates to an entity named DENARGO BROADWAY III, LLC, a Delaware limited liability company (the “**Company**”) and is executed on behalf of the Company, pursuant to the provisions of Section 38-30-172, C.R.S.
2. The type of Company is a limited liability company.
3. The Company is formed under the laws of Delaware.
4. The mailing address for the Company is: 1601 W. Mopac, Suite 160, Austin, Texas 78746.
5. The name and position of the person authorized to execute instruments conveying, encumbering, or otherwise affecting title to real property on behalf of the Company is Brent D. Heath as Vice President of Argyle MF Investments GP, LLC, as General Partner of DM Broadway Interests, LP, as General Partner of DM Broadway Investment, LP, as Manager of the Company.
6. The limitations upon the authority of the persons named above or holding the position described above to bind the Company are as set forth in the limited liability company agreement and resolutions of the Company.
7. Other matters concerning the manner in which the Company deals with interests in real property: none.

[Signature on following page]

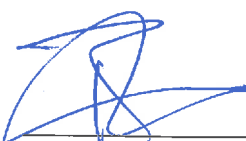
Executed as of the 25th day of October, 2019.

DENARGO BROADWAY III, LLC,
a Delaware limited liability company

By: DM Broadway Investment, LP,
a Delaware limited partnership
its Manager

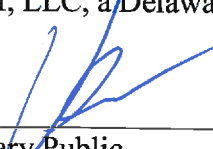
By: DM Broadway Interests, LP,
its General Partner

By: Argyle MF Investments GP, LLC
its General Partner

By: 
Name: Brent D. Heath
Its: Vice President

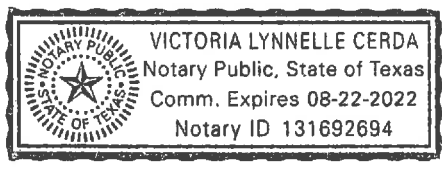
STATE OF Texas)
) ss.
COUNTY OF Tarrant)

The foregoing instrument was acknowledged before me this 25th day of October, 2019, by Brent D. Heath, as Vice President of Argyle MF Investments GP, LLC, as General Partner of DM Broadway Interests, LP, as General Partner of DM Broadway Investment, LP, a Delaware limited partnership, as Manager of Denargo Broadway III, LLC, a Delaware limited liability company, on behalf of said limited liability company.
Witness my hand and official seal.



Notary Public

My commission expires: 8/22/2022



AFTER RECORDING RETURN TO:

Cypress Real Estate Advisors, Inc.
1601 Mopac Expressway, Suite 175
Austin, Texas 78746

STATEMENT OF AUTHORITY

Pursuant to C.R.S. § 38-30-172, the undersigned hereby executes this Statement of Authority on behalf of BW-2901 LAND, LP, a Delaware limited partnership (the "Entity"), and states as follows:

The name of the Entity is: BW-2901 LAND, LP.

The Entity is a Delaware limited partnership.

The mailing address for the Entity is: c/o Cypress Real Estate Advisors, Inc.
1601 Mopac Expressway, Suite 175
Austin, Texas 78746

The name and position of the person authorized to execute instruments conveying, encumbering, or otherwise affecting title to real property on behalf of the Entity is: M. Timothy Clark, as a President of the Entity and Brent D. Heath, as Vice President of CREAMI BW-2901 GP, LLC, a Delaware limited liability company, general partner of the Entity.

The limitations upon the authority of the persons named above or holding the position described above to bind the Entity are as set forth in the limited liability company agreement and resolutions of the Entity.


[Signatures on Following Page]

EXECUTED as of the 24th day of October, 2019.

ENTITY:

BW-2901 LAND, LP,
a Delaware limited partnership

By: CREAMW-2901 GP, LLC,
a Delaware limited liability company,
it General Partner

By: 
Brent D. Heath, Vice President


ACKNOWLEDGMENT:

STATE OF Texas)
) ss.
COUNTY OF Tarrant)

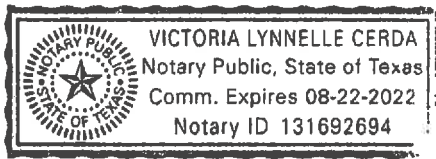
The foregoing instrument was acknowledged before me this 24th day of October, 2019, by Brent D. Heath, as Vice President of CREAMW-2901 GP, LLC, a Delaware limited liability company, the General Partner of BW-2901 Land, LP, a Delaware limited partnership.

Witness my hand and official seal.

My commission expires: 8/22/22



Notary Public





October 25, 2019

Community Planning & Development
City and County of Denver
201 W. Colfax Avenue, Dept. 205
Denver, Colorado 80202

RE: **Denargo Market Phase III and Phase IV
2520 Wewatta Way and 2901 N. Broadway Street
Zone Map Amendment
2019I-00176**

Ladies and Gentlemen,

This document will serve as supporting documentation for the Zone Map Amendment Application for 2520 Wewatta Way (2.49 acres) and 2901 N. Broadway Street (1.42 acres) which are currently zoned C-MX-8, DO-7 and C-MX-16, DO-7, respectively. Both zone lots will undergo rezoning to match the zone lot boundaries to the tax lot boundaries. The exhibit included in the application illustrates the “downzone” intention and intent of matching zone lot boundaries to tax lot boundaries.

2520 Wewatta Way will be rezoned for Urban Center – Residential Mixed Use – 8 stories maximum height (C-MX-8), River North Design Overlay District (DO-7) and 2901 N. Broadway Street will be rezoned for Urban Center – Residential Mixed Use – 16 stories maximum height (C-MX-16), River North Design Overlay District (DO-7).

Review Criteria complying with DZC Sec. 12.4.10.7:

1. Consistency with Adopted Plans

There are currently 3 plans adopted by the City which pertain to the parcels: Blueprint Denver 2019, Comprehensive Plan 2040, and River North Plan 2003. The rezoning of these parcels complies with the goals of the adopted plans.

Blueprint Denver 2019

Rezoning the parcels so the zone lot boundaries match the tax lot boundaries is consistent with the rezoning components of the Blueprint Denver 2019 as listed below:

- Neighborhood Context
Rezoning to C-MX-8, DO-7/C-MX-16, DO-7 will be compatible with the existing zone lots as they stand today. Matching the zone lot boundaries with the tax lot boundaries will allow for the development of two high-density mixed-use neighborhood assets. The proposed new zoning is consistent with the Blueprint Denver Neighborhood Context Map for an Urban Center context. The Urban Center neighborhood context describes an area of higher residential density with street activation, walkability and access to amenities.

- Future Places
The C-MX-8, DO-7/C-MX-16, DO-7 zone districts are consistent with the goals and strategies of the Blueprint Denver 2040 Future Places Map for this area. The proposed rezone areas fall within the high residential areas in D and C context designations. Blueprint Denver identifies buildings in these contexts as the tallest of residential places with high lot coverage and shallow setbacks.
- Street Type
Both proposed Urban Center zone districts are located along a Mixed-Use Collector with proximity and direct access to a Mixed-Use Arterial. Matching the zone lot and tax lot boundaries will allow for prominent multi-story mixed-use buildings. This will allow for the goals of the Mixed-Use Collector to be achieved through redevelopment. The full redevelopment will provide pedestrian-oriented transportation methods though detached walks.
- Growth Strategy – High and High-Medium Residential Areas in D and C Contexts
The River North area is identified as an area of growth. As noted on page 50 of Denver Blueprint, these D and C Context areas are expected to take on 5% of employment and 15% of housing in Denver by 2040. The rezone and full development of Denargo Market Phases III and IV will provide additional bedrooms and multifamily units for the future housing needs of the River North neighborhood.

Denver Comprehensive Plan 2040

Rezoning the C-MX-8, DO-7/C-MX-16, DO-7 parcels so the zone lot boundaries match the tax lot boundaries is consistent with the vision elements of the Denver Comprehensive Plan 2040 as listed below:

- Equitable, Affordable and Inclusive, Goal 3, 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 (p. 28).
 - o With these two planned high-density residential developments, affordable apartments units will either be provided as part of the projects or linkage fees will be paid to contribute towards affordable housing funding.
- Strong and Authentic Neighborhoods, Goal 2, Strategy D – Use urban design to contribute to economic viability, public health, safety, environmental well-being, neighborhood culture, and quality of life (p. 34).
 - o The rezoning of these parcels will bring these parcels and development goals in line with the adopted plans for the area. The full development of Denargo Market Phases III and IV will help to build a strong and authentic neighborhood and improve the economic viability and neighborhood culture with new housing opportunities.
- Connected, Safe and Accessible Places, Goal 6, Strategy A – Create a citywide network

for bicycling, walking and rolling that is safe and accessible to people of all ages and abilities (p. 41).

- As part of the Denargo Market Phases III and IV developments, the existing street frontages will be enhanced and updated to provide an enhanced pedestrian corridor along Wewatta Way. Existing City streetlights will also be replaced and added per the current City standard.
- Economically Diverse and Vibrant, Goal 7, Strategy A – Encourage the development of creative districts (p. 47).
 - The Denargo Market Phases III and IV developments will incorporate a mixture of uses that will enhance the River North neighborhood context. These mixed uses will continue to make the River North neighborhood a desirable community to both live and work. These developments will continue the enhancement of this creative arts district.
- Environmentally Resilient, Goal 8, Strategy B – Encourage mixed-use communities where residents can live, work and play in their own neighborhoods (p. 54).
 - The future redevelopments of these parcels will meet the City’s commitment to environmental standards and provide new housing opportunities for many. These developments will allow many to both live and work in the creative River North neighborhood.
- Healthy and Active, Goal 2, Strategy A – Ensure equitable access to parks and recreation amenities for all residents (p. 58).
 - The Denargo Market Phases III and IV developments will provide fitness centers as an amenity for future residents. Additionally, the close proximity to the downtown core, parks and recreation facilities, and the South Platte River will provide future residents with opportunities to enjoy the community.

River North Plan 2003

Rezoning the C-MX-8, DO-7/C-MX-16, DO-7 parcels so the zone lot boundaries match the tax lot boundaries is consistent with specific goals listed in the General Framework of the River North Plan 2003 along with helping to resolve issues identified.

- Much of the land in the study area is currently underutilized.
 - The proposed rezoning and boundary shifts would allow the sites to be redeveloped into an area that is consistent with adopted plans for the neighborhood.
- The current zoning boundaries do not allow for appropriate development and design standards for the proposed developments.
 - The rezoning and realignment of the zone lot boundaries will bring them in line with the residential mixed-use designation and tax lot boundaries.
- Create opportunities for employees of current and future employers to live within the study boundaries and seek to connect residents of adjacent neighborhoods with jobs within the Plan’s boundaries.
 - The proposed zone districts would provide an opportunity to redevelop the

parcels into a high-density residential area that would provide housing for residents that look to work and live in the neighborhood.

- Build upon the unique land uses that exist and identify redevelopment sites and opportunities that foster creation of a compatible mix of uses.
 - o Rezoning these parcels to C-MX-8, DO-7/C-MX-16, DO-7 so the zone lot boundaries match the tax lot boundaries would bring a mixture of uses that will incorporate residential units along with a retail or restaurant component.
- Improve and create new connections within the River North Area, to downtown, and to nearby neighborhoods especially improved pedestrian and bicycle connections.
 - o Pedestrian connections will be provided by means of enhanced detached walks along the project frontages.
- By adding new development to the current uses and structures, create a unique environment both in terms of an eclectic mix of uses and exciting, innovative architecture.
 - o High-quality architectural design elements and site features would be incorporated into the projects that will enhance the character of the neighborhood.

2. Uniformity of District Regulations and Restrictions

This application seeks to rezone the parcels to C-MX-8, DO-7/C-MX-16, DO-7 so the zone lot boundaries match the tax lot boundaries. These zone districts are consistent with the purpose of the River North Design Overlay and adopted plans for the area. The new proposed zone districts will support and meet the City’s vision for this area.

3. Public Health, Safety and General Welfare

The development of high-density residential buildings will improve the general welfare of the public by either providing affordable housing units as part of the developments or by paying the linkage fees. In addition, accessible sidewalk connectivity will be provided along the project frontages which will enhance the neighborhood area.

Additional Review Criteria for Non-Legislative Rezonings (DZC Sec. 12.4.10.8):

4. Justifying Circumstances

The Justifying Circumstances are found in Section 12.4.10.8.A. The parcels qualify under subsection A.4(b). The City has adopted plans, specifically Blueprint Denver and the River North Plan 2003, that promote Urban Center development context for these parcel areas.

The rezoning of these parcels would meet the specific criteria for overlay districts as outlined in DZC Section 9.4.5.1.B. The full development of the Denargo Market Phases III and IV parcels will reinforce the desired character for the developing River North neighborhood. The proposed zone lots will be consistent with the City of Denver adopted River North Plan 2003, as outlined above, in that the developments would generate opportunities for both housing and employment, and foster creation of a

compatible mix of uses. Rezoning both parcels will bring a mixture of uses that will incorporate residential units along with a retail or restaurant component.

5. Consistency with Neighborhood Context, Zone District Purpose and Intent

The requested C-MX-8, DO-7/C-MX-16, DO-7 zoning is consistent with the adjacent neighborhood context, zone district purpose and intent as the parcels listed above are bordered by PUD-G #12, R-MU-30, C-MX-8, and C-MX-16 properties. Blueprint Denver specifically notes this neighborhood area is of Urban Center context with requirements for high residential development with buildings that are generally the tallest of the residential plans in this context. The proposed zone map amendment will allow for this Urban Center context to be realized.

According to the Denver Zoning Code (“DZC”) Section 7.2.2, the general purpose of the Mixed-Use Districts is intended to:

- promote safe, active, and pedestrian-scaled, diverse areas using building forms that clearly define and activate the public street edge
- enhance the convenience, ease and enjoyment of transit, walking, shopping and public gathering within and around the city’s neighborhoods
- ensure new development contributes positively to established residential neighborhoods and character and improves the transition between commercial development and adjacent residential neighborhoods
- focused on creating mixed, diverse neighborhoods
- require pedestrian enhancements
- have shallow front setback range, with high build-to requirements

The Denargo Market Phases III and IV developments will be consistent in meeting these DZC goals for a new Mixed-Use district and will provide pedestrian connectivity through the construction of detached walks along the mixed-use collector street.

The specific intent of the C-MX-8, DO-7/C-MX-16, DO-7 zone districts applies to areas served primarily by major arterial streets where a building scale of 3 to 12 stories is desired. The Denargo Market Phases III and IV developments meet the C-MX-8/C-MX-12 intent of the DZC because of proximity and direct access to a Mixed-Use Arterial and the story requirements of each respective zone district.

Summary of Request

As presented within this letter, the re-zoning of the specified parcels is beneficial in that it allows for the unencumbered development of a high-density residential product that will both serve and improve the surrounding neighborhood community.

Please contact me at (303) 228-2322 or meaghan.turner@kimley-horn.com should you have any questions.

Sincerely,
KIMLEY-HORN AND ASSOCIATES, INC.



Meaghan Turner, PE
Project Manager