



Zone Map Amendment (Rezoning) - Application

1/26/12

PROPERTY OWNER INFORMATION*		PROPERTY OWNER(S) REPRESENTATIVE**	
<input checked="" type="checkbox"/> CHECK IF POINT OF CONTACT FOR APPLICATION		<input type="checkbox"/> CHECK IF POINT OF CONTACT FOR APPLICATION	
Property Owner Name	PAC Operating Limited Partnership	Representative Name	
Address	4545 Airport Way	Address	
City, State, Zip	Denver, CO 80239	City, State, Zip	
Telephone	303-567-5000	Telephone	
Email	wbarrett@prologis.com tmarko@prologis.com	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>	
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.			
SUBJECT PROPERTY INFORMATION			
Location (address and/or boundary description):	4735 Florence Street, Denver, CO 80238		
Assessor's Parcel Numbers:	01154-01-004-000		
Legal Description: (Can be submitted as an attachment. If metes & bounds, a map is required.)	STAPLETON BUSINESS CENTER FLG #1 Lot 4, Block 1		
Area in Acres or Square Feet:	935,233 SF or 21.47 acres		
Current Zone District(s):	C-MU-30 with waivers, UO-1		
PROPOSAL			
Proposed Zone District:	I-A		



REVIEW CRITERIA

<p>General Review Criteria: The proposal must comply with all of the general review criteria DZC Sec. 12.4.10.13</p>	<input checked="" type="checkbox"/> Consistency with Adopted Plans: The proposed official map amendment is consistent with the City's adopted plans, or the proposed rezoning is necessary to provide land for a community need that was not anticipated at the time of adoption of the City's Plan Please provide an attachment describing relevant adopted plans and how proposed map amendment is consistent with those plan recommendations; or, describe how the map amendment is necessary to provide for an unanticipated community need.
	<input checked="" type="checkbox"/> Uniformity of District Regulations and Restrictions: The proposed official map amendment results in regulations and restrictions that are uniform for each kind of building throughout each district having the same classification and bearing the same symbol or designation on the official map, but the regulations in one district may differ from those in other districts.
	<input checked="" type="checkbox"/> Public Health, Safety and General Welfare: The proposed official map amendment furthers the public health, safety, and general welfare of the City.

<p>Additional Review Criteria for Non-Legislative Rezoning: The proposal must comply with both of the additional review criteria DZC Sec. 12.4.10.14</p>	<p>Justifying Circumstances - One of the following circumstances exists:</p> <input type="checkbox"/> The existing zoning of the land was the result of an error. <input type="checkbox"/> The existing zoning of the land was based on a mistake of fact. <input type="checkbox"/> The existing zoning of the land failed to take into account the constraints on development created by the natural characteristics of the land, including, but not limited to, steep slopes, floodplain, unstable soils, and inadequate drainage. <input checked="" type="checkbox"/> The land or its surroundings has changed or is changing to such a degree that rezoning that it is in the public interest to encourage a redevelopment of the area to recognize the changed character of the area <input checked="" 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.
	<p>Please provide an attachment describing the justifying circumstance.</p>
	<input checked="" type="checkbox"/> The proposed official map amendment is consistent with the description of the applicable neighborhood context, and with the stated purpose and intent of the proposed Zone District. Please provide an attachment describing how the above criterion is met.

ATTACHMENTS

Please check any attachments provided with this application:

- Authorization for Representative
- Proof of Ownership Document(s)
- Legal Description
- Review Criteria

Please list any additional attachments:

Consistency with adopted plans attachment



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

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

Table with 7 columns: Property Owner Name(s), Property Address, Property Owner Interest %, Please sign below as an indication of your consent..., Date, Indicate the type of ownership documentation provided..., Property owner representative written authorization? (YES/NO). Includes an example row and a row for PAC Operating Limited Partnership.

Consistency with Adopted Plans

The following policies from the Comprehensive Plan 2000 are supportive of the rezone:

- a. Economic Activity Strategy 3B, “Support retention and expansion of businesses in industries historically important to Denver, including small business, health care, manufacturing, and federal and state government.”
- b. Environmental Sustainability Strategy “4-A Promote the development of sustainable communities and centers of activity where shopping, jobs, recreation and schools are accessible by multiple forms of transportation, providing opportunities for people to live where they work.”
- c. Land Use Goal 3 “Preserve and enhance the individuality, diversity and livability of Denver’s neighborhoods and expand the vitality of Denver’s business centers.”

Here are additional reasons for the rezoning circumstance:

- The current zoning C-MU-30 and waivers prohibits leasing opportunities (and/or provide limitations) to a variety of tenants.
- Limiting the leasing opportunities reduces the potential for new jobs in the City and County of Denver.
- The Stapleton narrative calls for Light-Industrial in the park. Rezoning the property to ‘1-A’ brings the property in line with the Stapleton narrative.

Legal Description for 4735 Florence Street, Denver, CO 80238:

Stapleton Business Center Filing #1, Block 1, Lot 4, containing 935,233.20 square feet.

Delaware

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The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF MERGER, WHICH MERGES:

"CATELLUS DEVELOPMENT CORPORATION", A DELAWARE CORPORATION, WITH AND INTO "CATELLUS OPERATING LIMITED PARTNERSHIP" UNDER THE NAME OF "CATELLUS OPERATING LIMITED PARTNERSHIP", A LIMITED PARTNERSHIP ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE FIRST DAY OF DECEMBER, A.D. 2003, AT 2:34 O'CLOCK P.M.



3644318 8100M

060699401

Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 4925740

DATE: 07-25-06

**CERTIFICATE OF MERGER OF
CATELLUS DEVELOPMENT CORPORATION
WITH AND INTO
CATELLUS OPERATING LIMITED PARTNERSHIP**

The undersigned limited partnership formed and existing under and by virtue of the Delaware Revised Uniform Limited Partnership Act, 6 *Del.C* §17-101, *et seq.* (the "Act"),

DOES HEREBY CERTIFY:

FIRST: The name and jurisdiction of formation or organization of each of the constituent entities that are to merge are as follows:

<u>Name</u>	<u>Jurisdiction of Formation or Organization</u>
Catellus Development Corporation	Delaware
Catellus Operating Limited Partnership	Delaware

SECOND: An Agreement and Plan of Merger has been approved, adopted, certified, executed and acknowledged in accordance with Section 263(c) of the General Corporation Law of the State of Delaware, 8 *Del.C.* §101 *et seq.* and in accordance with Section 17-211 of the Act by (i) Catellus Development Corporation, (ii) Catellus Operating Limited Partnership, and (iii) Catellus SubCo, Inc., a Delaware corporation.

THIRD: The name of the surviving Delaware limited partnership is Catellus Operating Limited Partnership.

FOURTH: The executed Agreement and Plan of Merger is on file at the principal place of business of the surviving limited partnership. The address of the principal place of business of the surviving limited partnership is:

201 Mission Street, Second Floor
San Francisco, California 94105

FIFTH: A copy of the Agreement and Plan of Merger will be furnished by the surviving limited partnership, on request and without cost, to any partner of Catellus Operating

Limited Partnership, and to any person holding an interest in Catellus Development Corporation.

IN WITNESS WHEREOF, Catellus Operating Limited Partnership has caused this Certificate of Merger to be signed and acknowledged this 30th day of November, 2003.

CATELLUS OPERATING LIMITED PARTNERSHIP,
a Delaware limited partnership

By: Catellus SubCo, Inc.,
a Delaware corporation

Its: General Partner

By: /s/C. William Hosler

C. William Hosler

Its: Senior Vice President and Chief Financial Officer

Delaware

PAGE 1

The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF AMENDMENT OF "CATELLUS OPERATING LIMITED PARTNERSHIP", CHANGING ITS NAME FROM "CATELLUS OPERATING LIMITED PARTNERSHIP" TO "PAC OPERATING LIMITED PARTNERSHIP", FILED IN THIS OFFICE ON THE TWENTY-FIFTH DAY OF MARCH, A.D. 2011, AT 3:29 O'CLOCK P.M.

3644318 8100

110342520




Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 8656122

DATE: 03-29-11

**STATE OF DELAWARE
AMENDMENT TO THE CERTIFICATE OF
LIMITED PARTNERSHIP**

The undersigned, desiring to amend the Certificate of Limited Partnership pursuant to the provisions of Section 17-202 of the Revised Uniform Limited Partnership Act of the State of Delaware, does hereby certify as follows:

FIRST: The name of the Limited Partnership is Catellus Operating Limited Partnership

SECOND: Article 1 of the Certificate of Limited Partnership shall be amended as follows: The name of the Limited Partnership is: "PAC Operating Limited Partnership"

IN WITNESS WHEREOF, the undersigned executed this Amendment to the Certificate of Limited Partnership on this 25th day of March, A.D. 2011.

By: Edward S. Nekritz
General Partner(s)

Name: Edward S. Nekritz, General Counsel

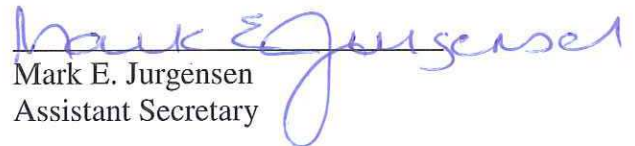
Print or Type
and Secretary of Palmtree
Acquisition Corporation, the
general partner of Catellus
Operating Limited Partnership



ASSISTANT SECRETARY'S CERTIFICATE

The undersigned, Mark E. Jurgensen, being an Assistant Secretary of Palmtree Acquisition Corporation, a Delaware corporation ("Palmtree"), in its capacity as the general partner of PAC Operating Limited Partnership, a Delaware limited partnership ("PACOLP"), the sole member of SF Pacific Properties, LLC, a Delaware limited liability company (the "Company"), does hereby certify that Wayne E. Barrett is a duly qualified and elected Vice President of Palmtree as of the date hereof, and Thomas S. Marko is a duly qualified and elected Vice President of Palmtree as of the date hereof, and that each are authorized to execute documents on behalf of Palmtree, in its capacity as the general partner of PACOLP, the sole member of the Company.

IN WITNESS WHEREOF, the undersigned has executed this Certificate as of the 8th day of May 2013.


Mark E. Jurgensen
Assistant Secretary