



TO: Denver City Council
FROM: Libbie Adams, Associate City Planner
DATE: August 12, 2021
RE: Official Zoning Map Amendment Application #2019I-00173

Staff Report and Recommendation

Based on the review criteria for a map amendment stated in the Denver Zoning Code (DZC), Section 12.4.10 (Map Amendment), staff recommends the Denver City Council approve Application #2019I-00173.

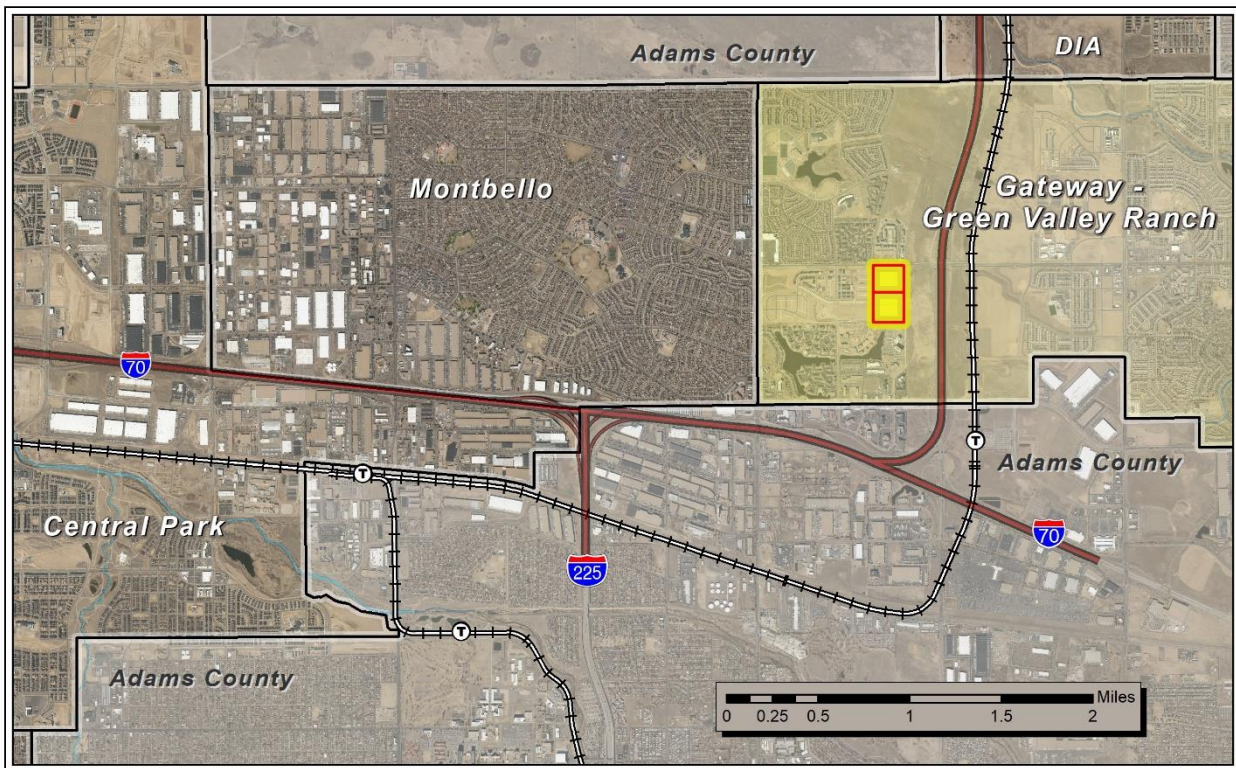
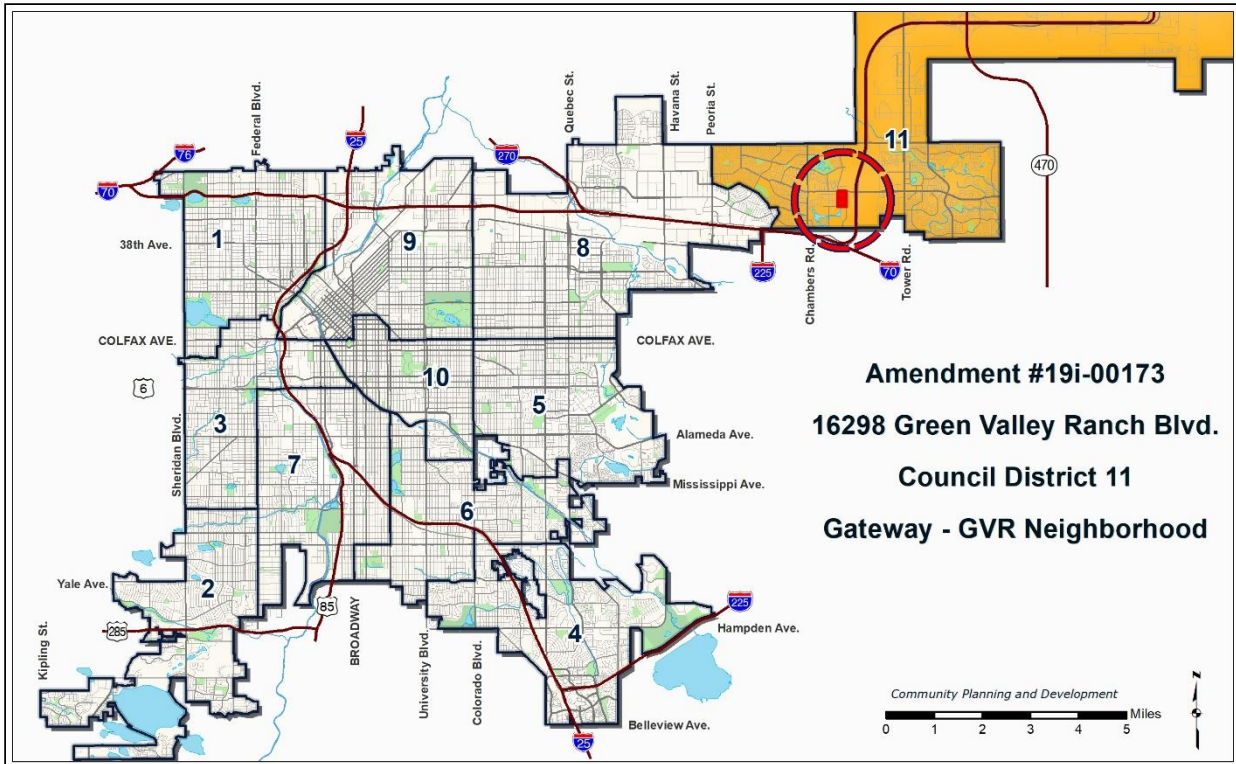
Request for Rezoning

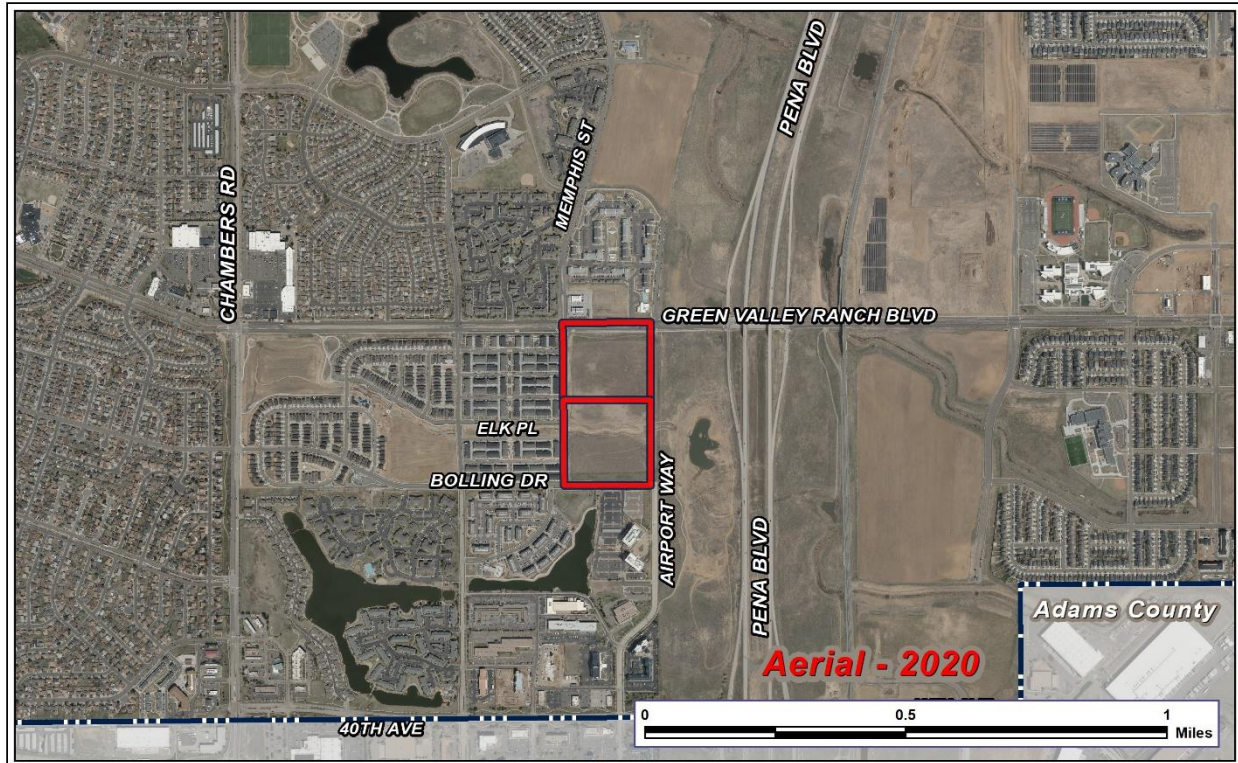
Address: 16298 Green Valley Ranch Boulevard
Neighborhood/Council District and CM: Gateway – Green Valley Ranch / Council District 11, Council Member Gilmore
RNOs: Vecinos de Montbello, Master Homeowners Association for Green Valley Ranch, Northern Corridor Coalition, Neighborhood Coalitions of Denver Inc., Montbello 20/20, Inter-Neighborhood Cooperation (INC), Opportunity Corridor Coalition of United Residents
Area of Property: 1,400,415 square feet or 32 acres
Current Zoning: Current zone district PUD 319
Proposed Zoning: Proposed zone district S-MX-3 and S-CC-3
Property Owner(s): CP Bedrock LLC
Owner Representative: Tasha Bolivar, Galloway & Company

Summary of Rezoning Request

- The subject property is a vacant greenfield site on Green Valley Ranch Boulevard between Memphis Street and Pena Boulevard.
- The applicant is requesting this rezoning to remove the property from the Former Chapter 59 PUD to establish a large format grocery and mixed-use development on the site.
- The proposed S-MX-3, Suburban, Mixed Use, 3 stories zone district, and S-CC-3, Suburban, Commercial Corridor, 3 stories zone district are intended for use in the Suburban Neighborhood Context. These areas are characterized by single-unit and multi-unit residential, commercial strips and centers, and office parks. Commercial buildings are typically separated from residential and consist of Shopfront and General building forms. Further details of the requested zone district(s) can be found in the proposed zone district section of the staff report (below) and in Article 3 of the Denver Zoning Code (DZC).

Existing Context



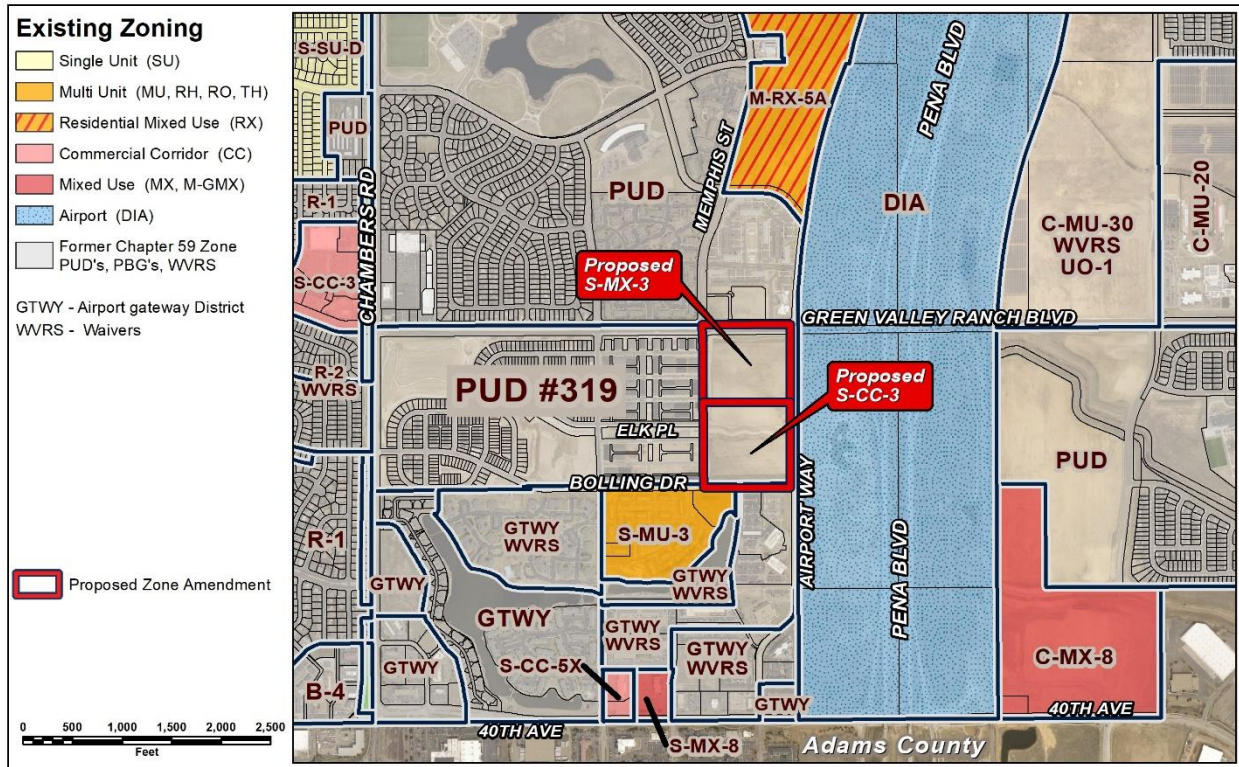


The subject property is in the Gateway – Green Valley Ranch statistical neighborhood, which is characterized primarily by single-unit and multi-unit residential with some commercial uses along main corridors. Generally, there is a pattern of irregular blocks with curvilinear streets with no alley access. However, more recent residential development directly west of the site has a more regular street grid with alley access. The subject site is accessible by Green Valley Ranch Boulevard, Memphis Street, Bolling Drive, and the future Airport Way, which will be completed between Bolling Drive and Green Valley Ranch Boulevard as part of this development. Bus Route 45 runs along Green Valley Ranch Boulevard to the Peoria light-rail station to the east and 56th and Piccadilly Road to the west with a 30-minute headway.

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	PUD 319	Agriculture	There are no structures on this site	Generally irregular grid of streets. Block sizes and shapes are inconsistent with large non-residential blocks. Vehicle parking between the building and the street.
North	PUD 515	Industrial, Vacant	Gas station with large setbacks and vacant property with plans to construct apartments	
South	S-MU-3, GTWY WVRS*	Office, Multi-unit Residential	4-story office and 3-story apartment complex with large setbacks and surface parking	
East	DIA	Right of Way	Pena Boulevard	
West	PUD 319	Multi-unit Residential	2-story townhomes with detached sidewalks and alley access.	

1. Existing Zoning



The existing zoning on the subject property, approved in 1992, is PUD 319. This custom zoning is tailored to specific uses on certain sites within the development, like most PUDs written before the adoption of the Denver Zoning Code. This PUD is divided into 15 superblocks, which each allow for certain uses outlined within the PUD. Most of the superblocks that are designated as residential have been constructed, but the properties allowing for commercial and a mix of uses have remained undeveloped. The PUD allows up to 2,150 residential units or a ratio of 7.9 units per acre, and a maximum Floor Area Ratio (FAR) of 0.5:1 for non-residential uses. Additionally, there is a maximum gross floor area for buildings for each superblock. This site is located within Superblock F in the PUD, which allows cultural facilities, office, and retail support services, not including a grocery store. A maximum of 686,070 square feet of gross floor area is permitted in Superblock F.

2. Urban Design Standards & Guidelines

Adopted in 1999, the Design Guidelines for Denver Gateway apply to any proposed development on this site. They provide guidelines and standards that articulate the level of design quality expected of improvements in the Denver Gateway area. The document is concerned with street design, site planning, architectural design, landscape design, and signage and lighting which work together to meet the intent of the UDS&G by developing a built environment with an appropriate scale of development to promote pedestrian activity and a sense of place. The document also sets forth the required design review process for applicants, including review by the Urban Design Division staff to determine if the proposed development is consistent with the standards and guidelines. The Design Standards and Guidelines apply

throughout a defined geographic area in Gateway – Green Valley Ranch. They will apply to this property regardless of whether this rezoning application is approved.

3. Status of Development Services Review

A concept review with Development Services was submitted on June 10, 2020. The applicant is continuing to work with Development Services – Project Coordination on the site plan to ensure a town center design that focuses on walkability. Prior to developing the property, a subdivision is required. A preliminary plat has been approved, and Development Services staff is waiting on the submission of the final plat.

4. Agreement with Department of Economic Development and Opportunity

On September 14, 2020, the Denver City Council approved an agreement between the City and County of Denver and the applicant establishing a revenue return agreement for 15 years based on new sales tax revenue generated by the new retail grocery anchor of the proposed development. The development will receive 50% of the general fund portion of the sales tax revenue up to a maximum of \$9,500,000 in exchange for creating a certain number of jobs and providing community benefits such as open space in the future development. Further details of this agreement can be found attached to this staff report.

5. Large Development Review (LDR)

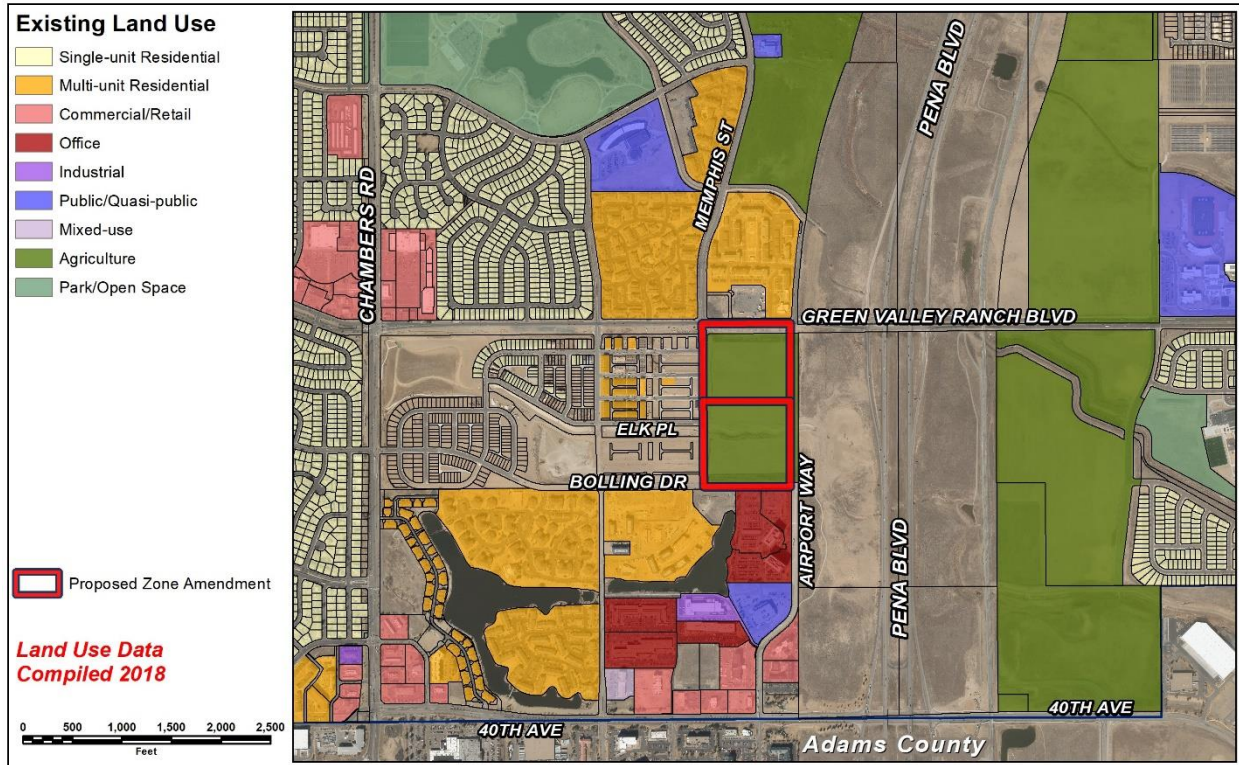
The Development Review Committee reviewed this rezoning application to see if the proposal would be subject to the Large Development Plan process outlined in Section 12.4.12 of the Denver Zoning Code and thus require the creation of a Large Development Framework.

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

- The proposed development application is larger than five acres.
- The implementation of the Far Northeast Area Plan, which encourages mixed-use development beyond the allowance of the site's current zoning and recommends the LDR process for larger sites.
- The proposed development will require new public infrastructure including streets and modification of drainage.

The Town Center at Denver Connections LDR Framework outlines specific regulatory steps required for implementation of the development including completion of rezoning, development agreement, mobility study, urban design review, subdivision, and typical construction and building permits. The Framework identifies potential topics for a future development agreement including drainage channel relocation, off-site improvements, open space, and vesting. Further details of this determination can be found attached to this staff report.

6. Existing Land Use Map



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



View of subject property looking south from Green Valley Ranch Blvd.



View of the gas station to the north, looking north from Green Valley Ranch Blvd.



View of the residential development to the west, looking north from Warner Pl.



View of the property to the south, looking south from Bolling Dr.



View directly east of the site of Pena Blvd, looking south from Green Valley Ranch Blvd.

Proposed Zoning

The applicant is requesting to rezone the northern portion of the subject site to S-MX-3 and the southern portion to S-CC-3. S-MX-3 is a mixed-use zone district allowing the Drive Thru Services, Drive Thru Restaurant, General, and Shopfront primary building forms. The requested S-CC-3 is a commercial corridor district allowing the Drive Thru Services, Drive Thru Restaurant, and General primary building forms. Both districts allow a variety of residential, commercial, retail, and office uses as primary uses. A maximum of 3 stories or 45 feet is permitted in both districts with a minimum 0' primary setback. While S-MX-3 and S-CC-3 have similar design standards, they vary in the permitted building forms and build-to requirements for certain forms.

Compared to PUD 319, S-MX-3 and S-CC-3 are districts in the Denver Zoning Code that include design standards and height maximums instead of maximum building coverage and Floor Area Ratios. The proposed districts will also allow for a large format grocery store, which is currently prohibited under the existing zoning.

For additional details of the requested zone districts, see DZC Sections 3.2.3, 3.2.4, 3.3 and 3.4.

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

Design Standards	PUD 319 (Existing)	S-MX-3 (Proposed)	S-CC-3 (Proposed)
Primary Building Forms Allowed	N/A	Drive Thru Services*; Drive Thru Restaurant*; General; Shopfront	Drive Thru Services*; Drive Thru Restaurant*; General
Stories/Heights (max) or FAR	FAR 0.5:1	3/45'	3/45'
Primary Build-To Percentages (min)	N/A	N/A (Drive Thru Services); 50% (Drive Thru Restaurant, General**); 75% (Shopfront)	N/A
Primary Build-To Ranges	N/A	N/A (Drive Thru Services); 0'-80' (Drive Thru Restaurant, General**), 0'/5' (Shopfront)	N/A
Primary Setbacks (min)	5'	0'	0'
Surface Parking between building Primary Street/Side Street	Not Allowed/ Not Allowed	Allowed/Allowed	Allowed/Allowed
Building Coverages	Maximum 686,079 square feet gross floor area	N/A	N/A
Transparency, Primary Street	N/A	40% (Drive Thrus, General); 60% (Shopfront)	40%
Pedestrian Access, Primary Street	N/A	Pedestrian Connection (Drive Thrus, General); Entrance (Shopfront)	Pedestrian Connection

*Building form not allowed within a ¼ mile of a transit station platform

**The second option for the build-to for General building form is 50% within 0'/150' of the primary street.

Summary of City Agency Referral Comments

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

Assessor: Approved – No response

Asset Management: Approved – No comments

Denver Public Schools: Approved – No response

Department of Public Health and Environment: Approved – No response

Denver Parks and Recreation: Approved – No response

Transportation & Infrastructure – R.O.W. - City Surveyor: Approved – No comments

Development Services - Transportation: Approve Rezoning Only – see comments below:

DES Transportation approves the subject zoning change. The applicant should note that redevelopment of this site may require additional engineering, ROW dedication to the City, access changes, traffic studies and/or right of way improvements. The extent of the required design and improvements will be determined once this property begins the redevelopment process. The results of any traffic studies may require the construction of off-site mitigation or may limit the proposed density of the project.

Development Services – Wastewater: Approved – No response

Development Services – Project Coordination: Approved – No comments

Development Services – Fire Prevention: Approve – No response

Public Review Process

	Date
Community Information Meeting as required per Large Development Review process:	2/27/2020
CPD informational notice of receipt of the rezoning application to all affected members of City Council, registered neighborhood organizations, and property owners:	11/4/2020
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:	6/1/2021
Planning Board Public Hearing (Planning Board voted 9-0 to recommend approval of this proposed rezoning):	6/16/2021

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 (10) working days before the meeting:	6/15/2021
Land Use, Transportation and Infrastructure Committee of the City Council moved the bill forward:	6/29/2021
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:	7/26/2021
City Council Public Hearing:	8/16/2021

- **Public Outreach and Input**

- **Registered Neighborhood Organizations (RNOs)**

To date, staff has received a letter of support from the Montbello 2020 Registered Neighborhood Organization. The letter states that the proposed rezoning and subsequent development meets the goals of the Far Northeast Area Plan and will bring a grocery store and retail along with quality jobs to the area.

- **General Public Comments**

To date, staff has received four comments emails regarding this rezoning. All of the comments mention that they would like to see locally owned businesses rather than nation-wide fast-food chains in the future development. There were also concerns with traffic especially along Memphis Street, which separates the proposed rezoning from the residential area. Additionally, staff has received letters of support from several organizations within the area - Montbello Walks, Families Against Violence Acts, and Montbello Golden Age Club citing support for the amenities, including a grocery store, that will be added to this area as a result of this rezoning.

See the attached correspondence for the full text of all of these public comments.

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 apply to this application:

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

Denver Comprehensive Plan 2040

The proposed rezoning is consistent with many of the adopted *Denver Comprehensive Plan 2040* strategies, including:

- Equitable, Affordable and Inclusive Goal 1 – “Ensure all Denver residents have safe, convenient and affordable access to basic services and a variety of amenities” (p. 28).

S-MX-3 and S-CC-3 allow for residential, commercial, and office uses, which will allow for a variety of amenities and basic services for nearby residents.

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

S-MX-3 and S-CC-3 expand the permitted uses on the site which could lead to an increase in amenities. The design standards will ensure any proposed use or development is consistent with the surrounding neighborhood.

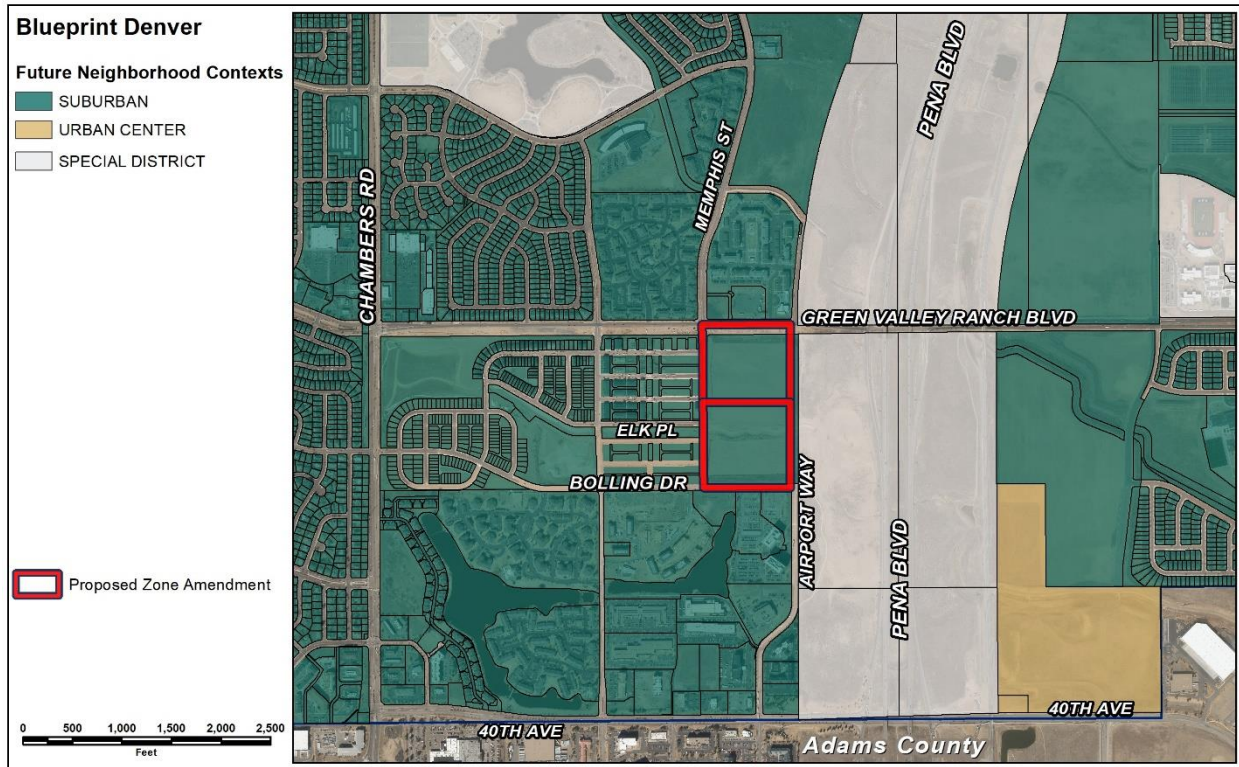
- Environmentally Resilient Goal 8, Strategy B – “Encourage mixed-use communities where residents can live, work and play in their own neighborhoods” (p. 54).

The proposed map amendment will allow a mixed-use development in an area where uses are largely separated from each other with a single land use on each lot. S-MX-3 and S-CC-3 permit a variety of uses on a single lot, which allows Denver to grow responsibly and promotes land conservation.

Blueprint Denver

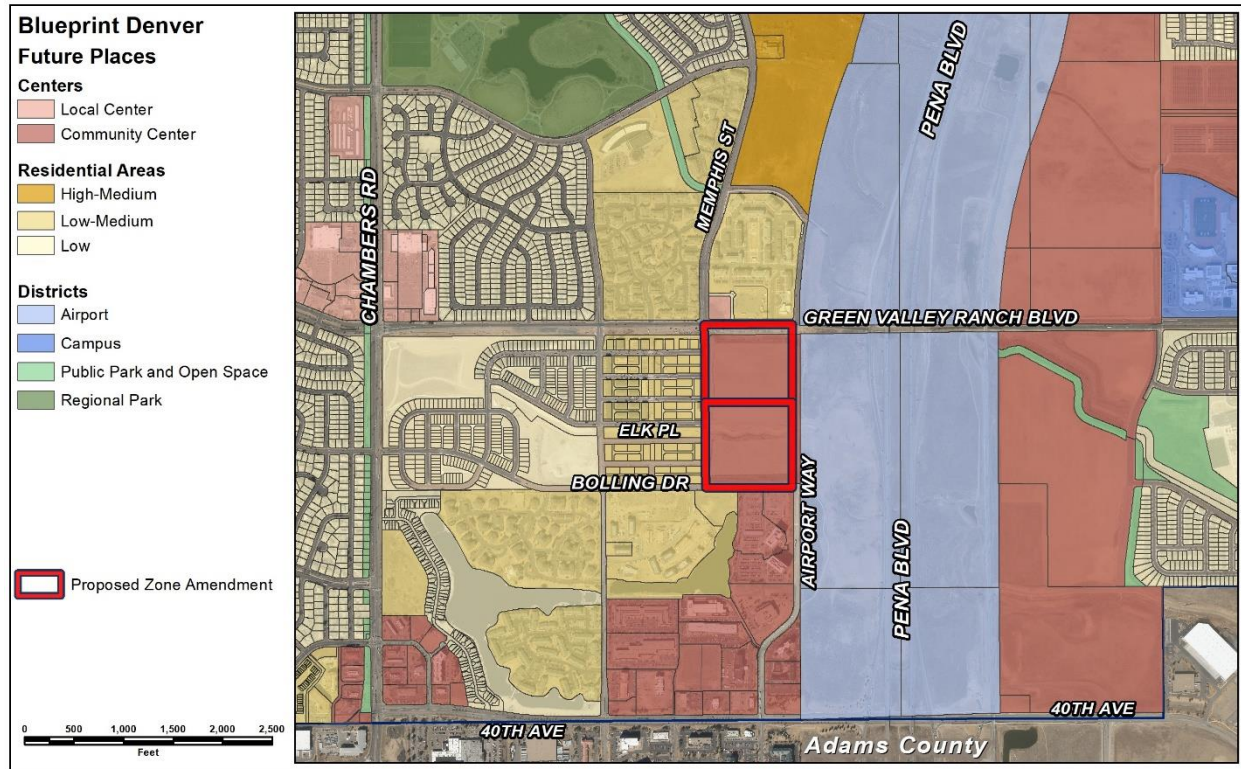
Blueprint Denver was adopted in 2019 as a supplement to *Comprehensive Plan 2040* and establishes an integrated framework for the city’s land use and transportation decisions. *Blueprint Denver* identifies the subject property as part of a Community Center place type within the Suburban Neighborhood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

Blueprint Denver Future Neighborhood Context



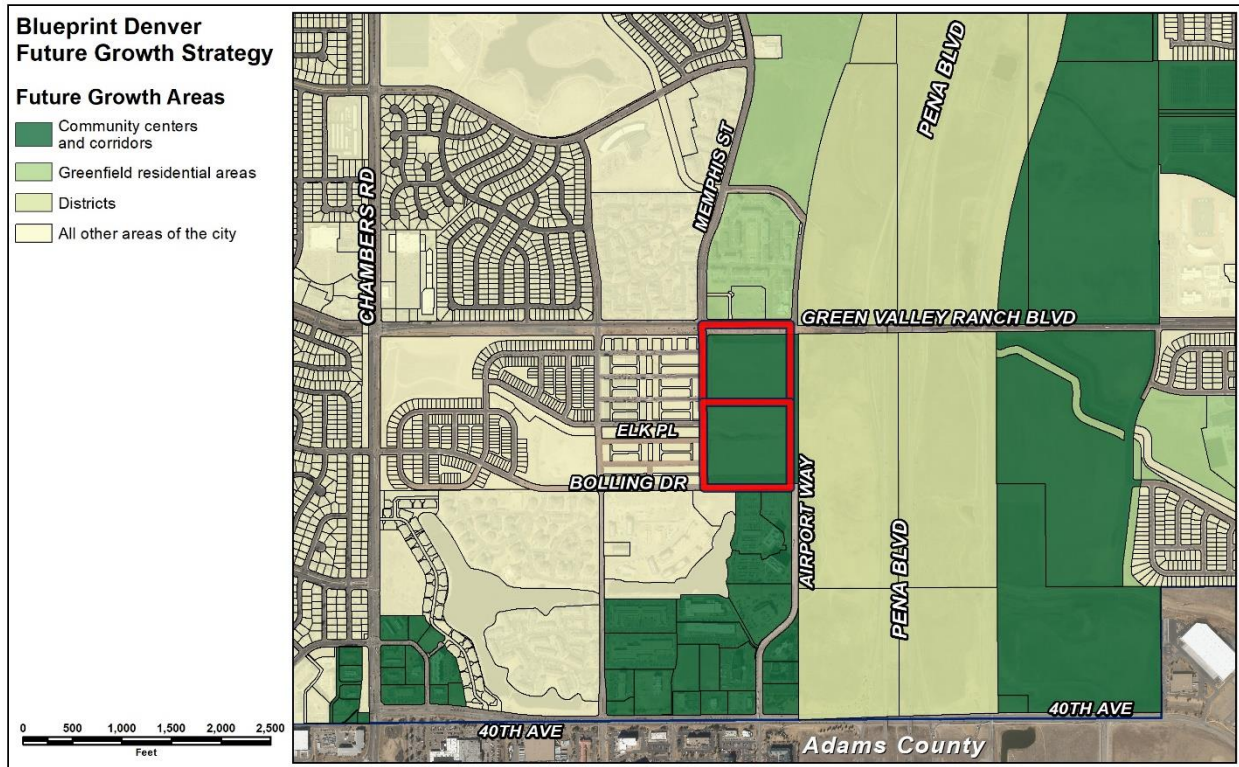
In *Blueprint Denver*, future neighborhood contexts are used to help understand differences between land use, built form, and mobility at a high scale, between neighborhoods. The subject site is shown on the context map as the Suburban neighborhood context, the description of which is used to guide appropriate zone districts (p. 66). The Suburban neighborhood context is described as a “range of uses from single-unit and multi-unit residential to commercial corridors and centers” with irregular block patterns with curvilinear streets (p. 136). Suburban areas are also “walkable and bikeable with access to transit but still mostly reliant on cars” (p. 136). S-MX-3 is a zone district within the Suburban neighborhood context and is “intended to promote safe, active, pedestrian-scaled, diverse areas and enhance the convenience and ease of walking, shopping and public gathering within and around the city’s neighborhoods” (DZC 3.2.4.1). S-CC-3 is also a district within the Suburban neighborhood context and is “intended to balance the need for safe, active, and pedestrian-scaled, diverse areas with the need for convenient automobile access” (DZC 3.2.3.1). S-MX-3 and S-CC-3 are consistent with the Blueprint future neighborhood context of Suburban because they will promote areas that can be accessed by pedestrians, bikes, and transit while also providing vehicular access.

Blueprint Denver Future Places



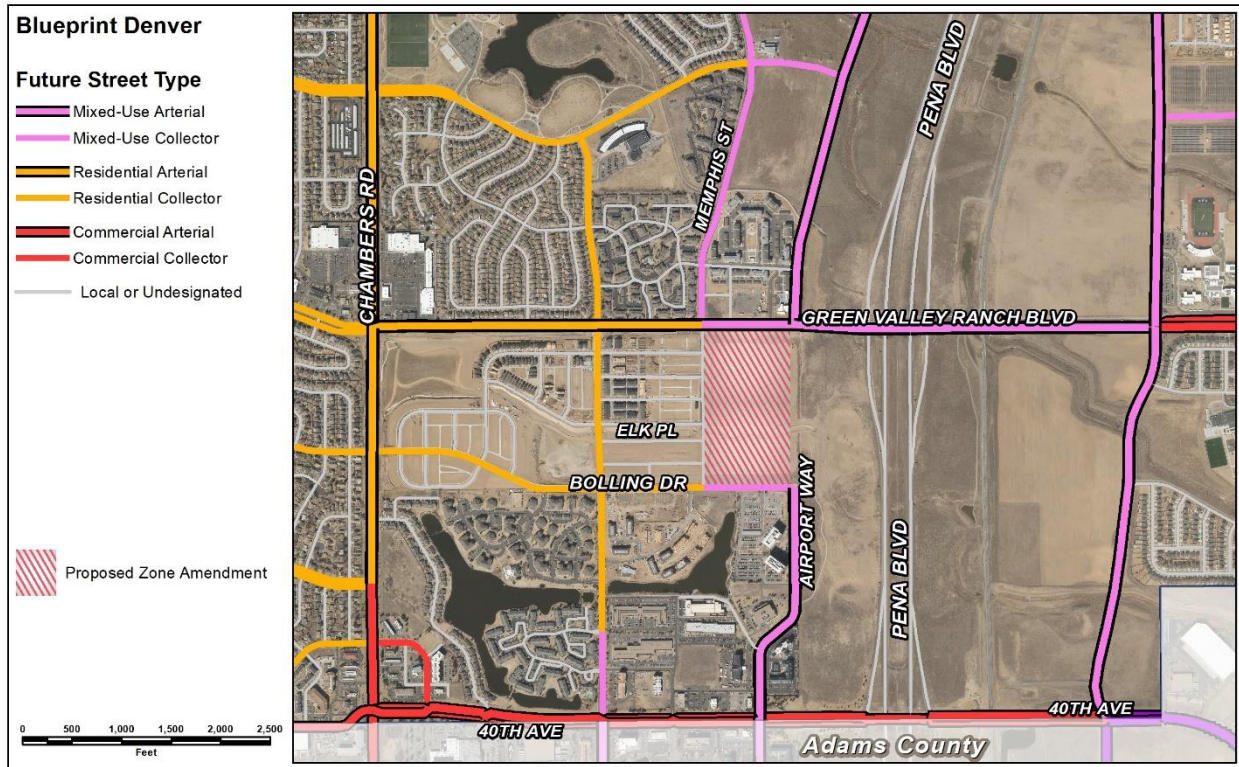
The subject site is designated within a Community Center future place type on the *Blueprint Denver* Future Places map. This place type “typically provides some medium mix of office, commercial and residential uses” with a wide customer draw and heights up to 5 stories (p. 194). S-MX-3 is mixed use district which allows for office, commercial, and residential uses and a maximum height of 3 stories, consistent with the future place type. S-CC-3 is a commercial corridor district that also allows for a range of uses including office, commercial, and residential,” including those uses that would have a wide customer draw.

Blueprint Denver Growth Strategy



Blueprint Denver's growth strategy map is a version of the future places map, showing the aspiration for distributing future growth in Denver (p. 51). The subject property is part of the "Community Centers and Corridors" growth area. These areas anticipate experiencing around 25% of new housing growth and 20% of new employment growth by 2040 (p. 51). This growth area is "where underutilized infill redevelopment sites can be repurposed" (p. 49). The proposed map amendment to S-MX-3 and S-CC-3 will allow greater density than what is currently permitted, consistent with the growth area strategy.

Blueprint Denver Street Types



In *Blueprint Denver*, street types work in concert with the future place to evaluate the appropriateness of the intensity of the adjacent development (p. 67). This site is served by a redundant network of streets in a range of street types. *Blueprint Denver* classifies Green Valley Ranch Boulevard and Airport Way as Mixed-Use Arterials. Arterials “are designed for the highest amount of through movement and the lowest degree of property access” (p. 154). Bolling Drive is designated as a Mixed-Use Collector. “Collector streets are in between a local street and an arterial street; they collect movement from local streets and convey it to arterial streets” (p.159). The use and built form characteristics of Mixed-Use streets are described as, “Varied uses including retail, office, residential and restaurants. Buildings are pedestrian-oriented, typically multi-story usually at maximum building coverage with a shallow front setback” (p.159). Memphis Street is classified as a local street, which “can vary in their land uses and are found in all neighborhood contexts” (p. 161). The S-MX-3 district, proposed for the northern portion of the site, is a mixed use district intended for areas or intersections primarily served by local or collector streets (DZC 3.2.4.2.D) and S-CC-3, proposed for the south portion of the site, is a commercial corridor district intended to be applied to arterial street corridors (DZC 3.2.3.2.A). As described above, the subject site is served by an existing network of Mixed Use Collector, Arterial and Local streets, and the types of development allowed by these zone districts are consistent with Blueprint’s vision for those street types.

Blueprint Denver Strategies

- Land Use & Built Form: General, Policy 3, Strategy A: Rezone properties from the Former Chapter 59 zoning code so that the entire city is covered by the DZC, including continuing to incentivize owners to come out of the old code (p. 73).

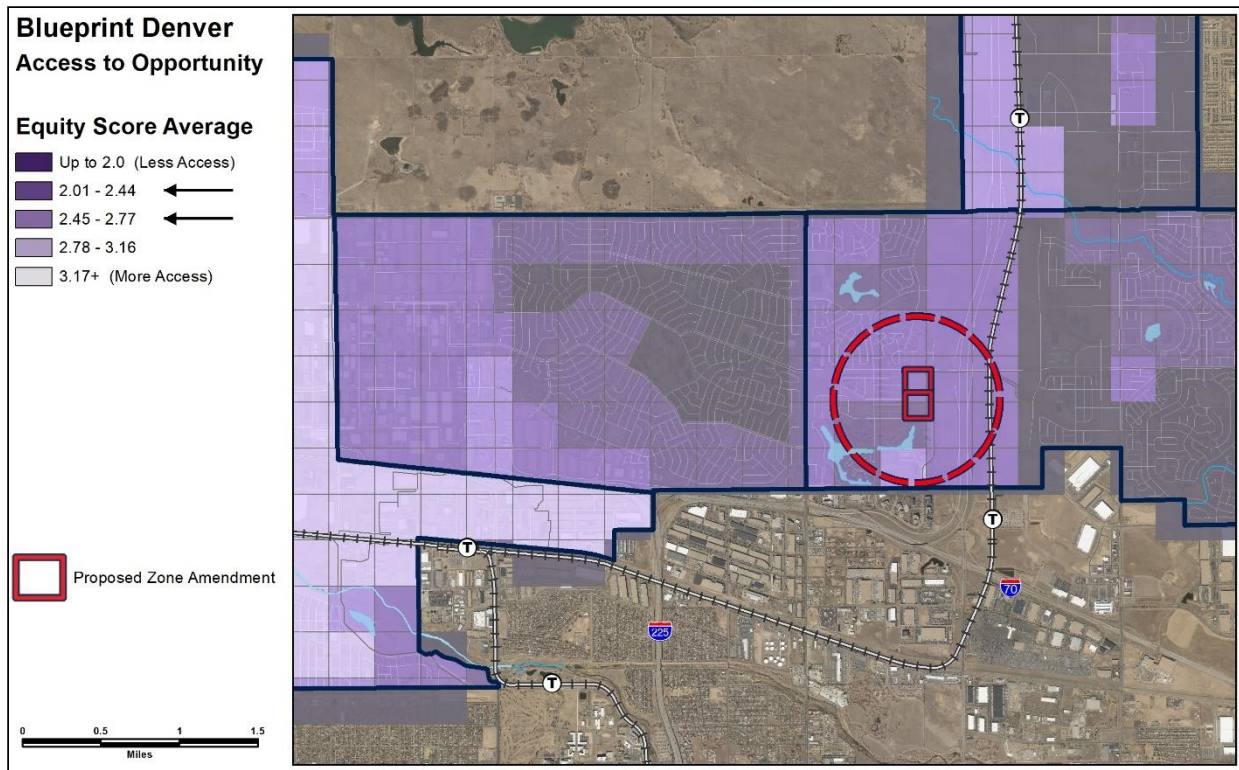
The proposed S-MX-3 and S-CC-3 districts are districts within the Denver Zoning Code and will bring the property at 16298 Green Valley Ranch Boulevard from the Former Chapter 59 code to the Denver Zoning Code, consistent with this strategy.

Blueprint Denver Equity Concepts

Blueprint Denver contains three equity concepts to help guide change to benefit everyone. Each equity concept has associated measurements that helps inform implementation actions through large rezonings along with other implementation actions.

I. Access to Opportunity

The access to opportunity score is a composite of the neighborhood equity index developed by Denver’s Department of Public Health and Environment, proximity to high-capacity and frequent transit, and access to centers and corridors. This equity concept helps the city consider if it’s making progress towards achieving the vision for complete neighborhoods citywide

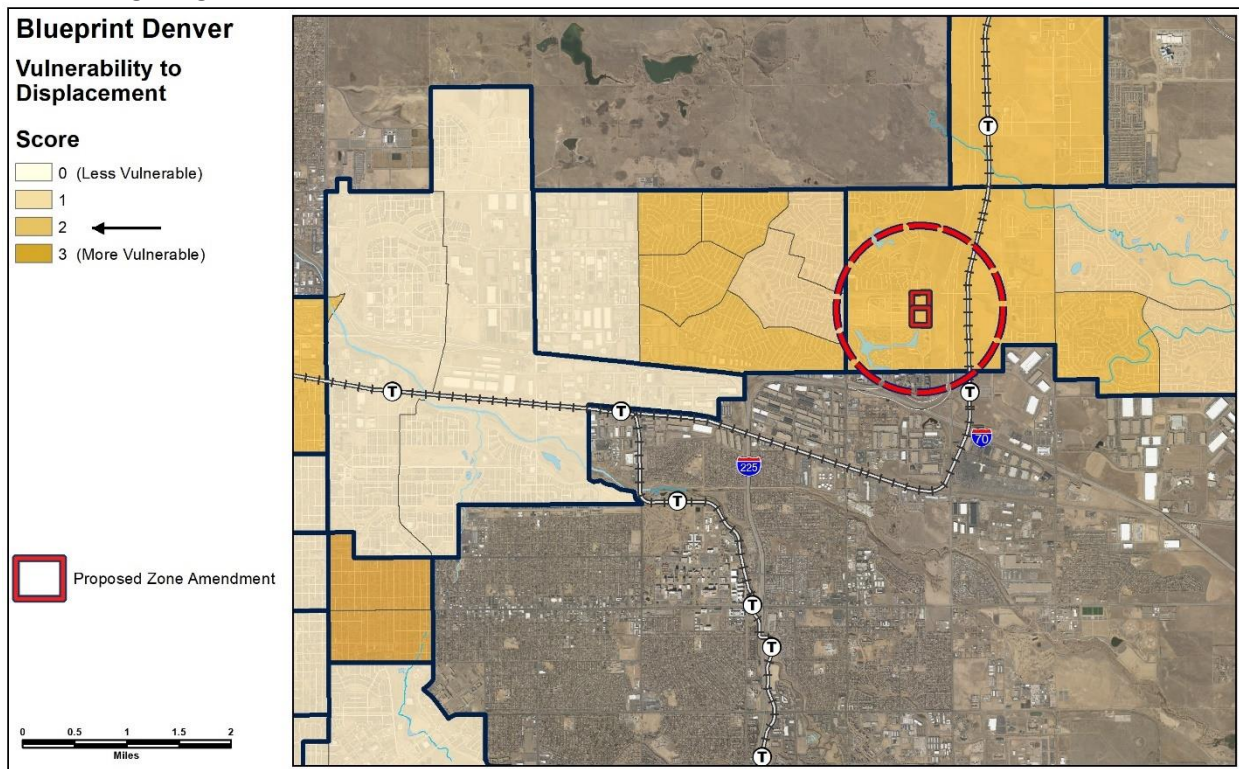


The subject property is in an area with average to lower than average access to opportunity. This site is generally less equitable on the neighborhood equity index measurement (social determinants to health, access to healthcare, child obesity, and built environment subjects). More specifically, its scores are somewhat equitable in social determinants to health, and less equitable for access to healthcare, child obesity, and the built environment. The site also scores lower regarding access to transit because it is not located within ½ mile of a light-rail transit station. However, the neighborhood has access to Route 45, which provides service to the Peoria light-rail station. The access to centers and corridors indicator varies throughout the site. The portions of the neighborhood covered by a walk, bike, or driveshed to a

center or corridor ranges from 24% to 74%. The proposed rezoning to S-MX-3 and S-CC-3 will increase access to local centers and corridors for surrounding residential properties because the districts allow for a variety of commercial, office, and retail uses, including community-serving uses such as a grocery store, which is not permitted under the existing PUD.

II. Vulnerability to Involuntary Displacement

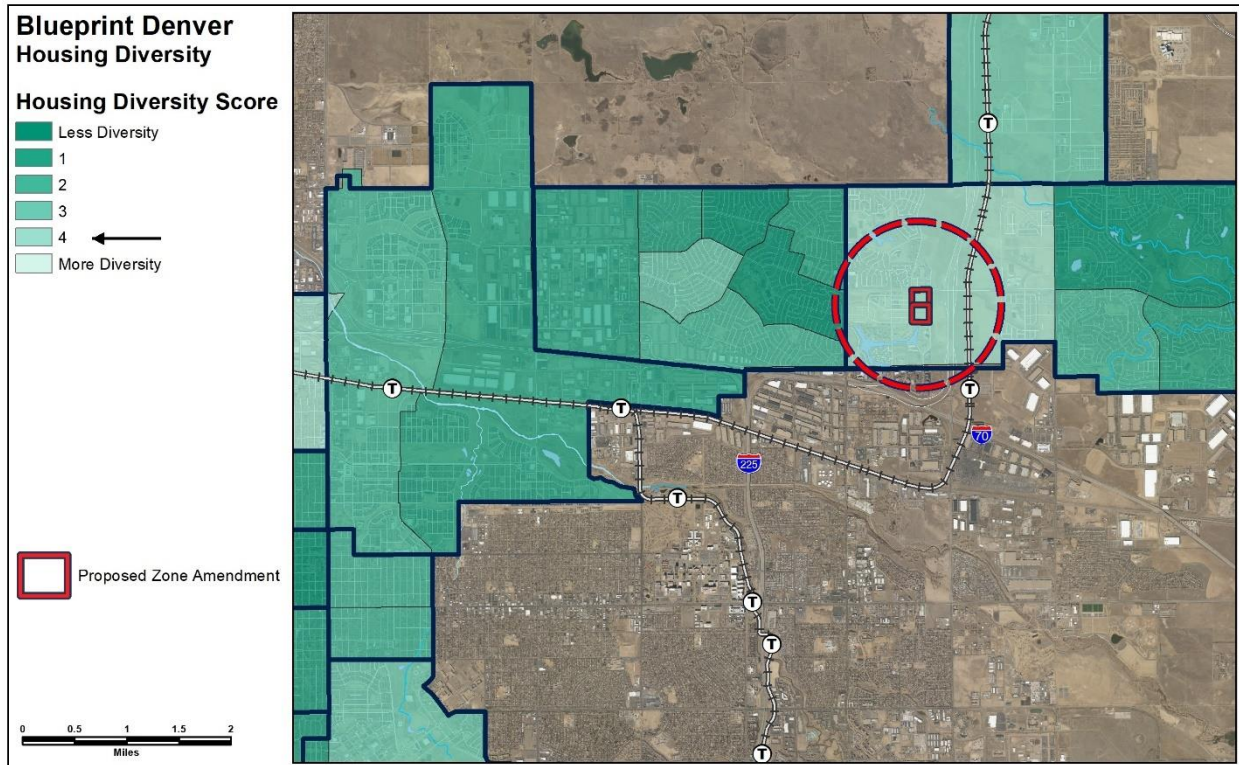
The basis for measuring vulnerability to involuntary displacement is the vulnerability to displacement index developed by the Denver Economic Development and Opportunity Office (now the Department of Housing Stability). This combines U.S. Census data from median household income, percent of renter-occupied units, and percent of residents with less than a college degree.



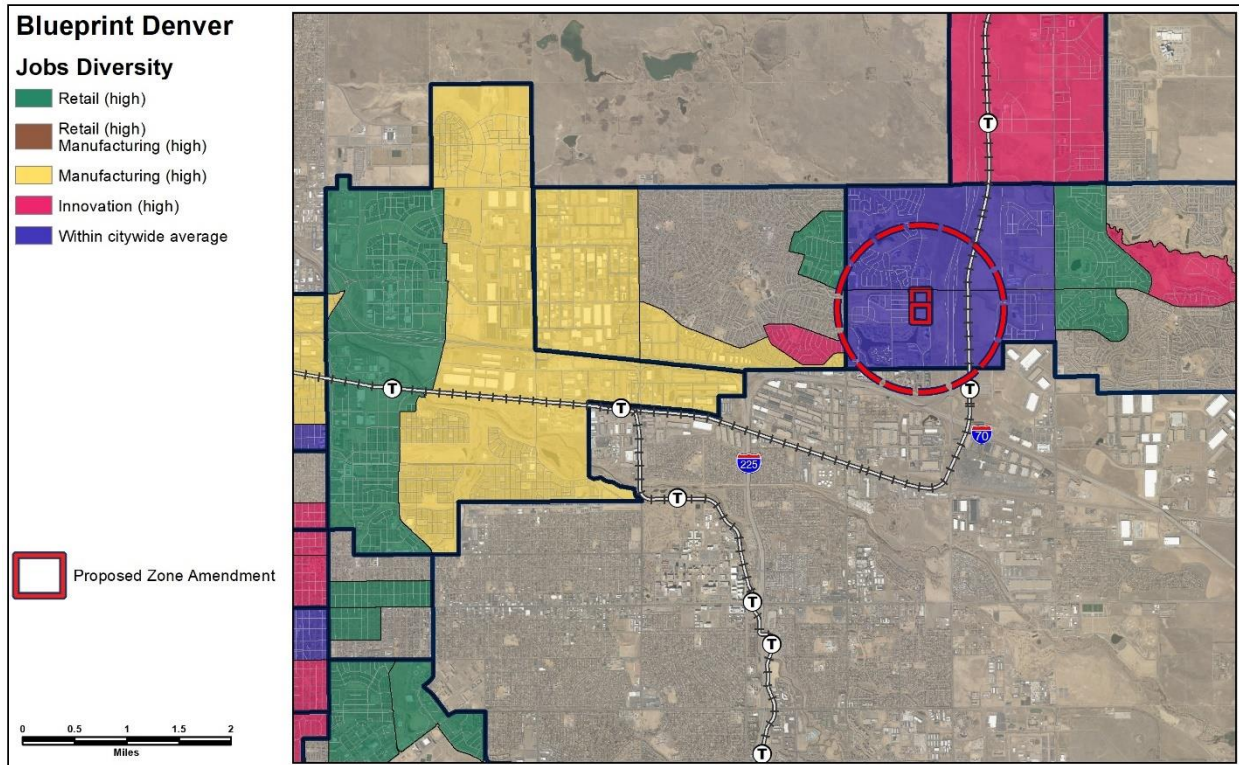
The subject property is in an area that has moderate vulnerability to involuntary displacement. This site scores as vulnerable on two of the three indicators (percent of population with less than a college degree and median household income). In areas with moderate vulnerability to involuntary displacement, it is important to create opportunities for existing residents to continue to live in their neighborhood. S-MX-3 and S-CC-3 allow for a variety of office and commercial uses, which may bring a range of job opportunities allowing residents with different income and education levels to find jobs and build wealth, helping to prevent involuntary displacement in the future.

III. Expanding Housing and Jobs Diversity

The housing diversity map combines census tract-level data measuring the percentage of middle-density housing (housing with 2-19 units), home size diversity, ownership versus rental, housing costs, and the number of income-restricted units.



The subject property is in an area that has moderate housing diversity and scores as diverse on four of the five metrics (percentage of middle-density housing, home ownership compared to rental, home size diversity, and housing costs). The proposed districts allow for residential uses, which could maintain the existing diversity of the area. However, S-MX-3 and S-CC-3 are largely commercial and mixed-use districts that will likely have little impact on the housing diversity in the area.

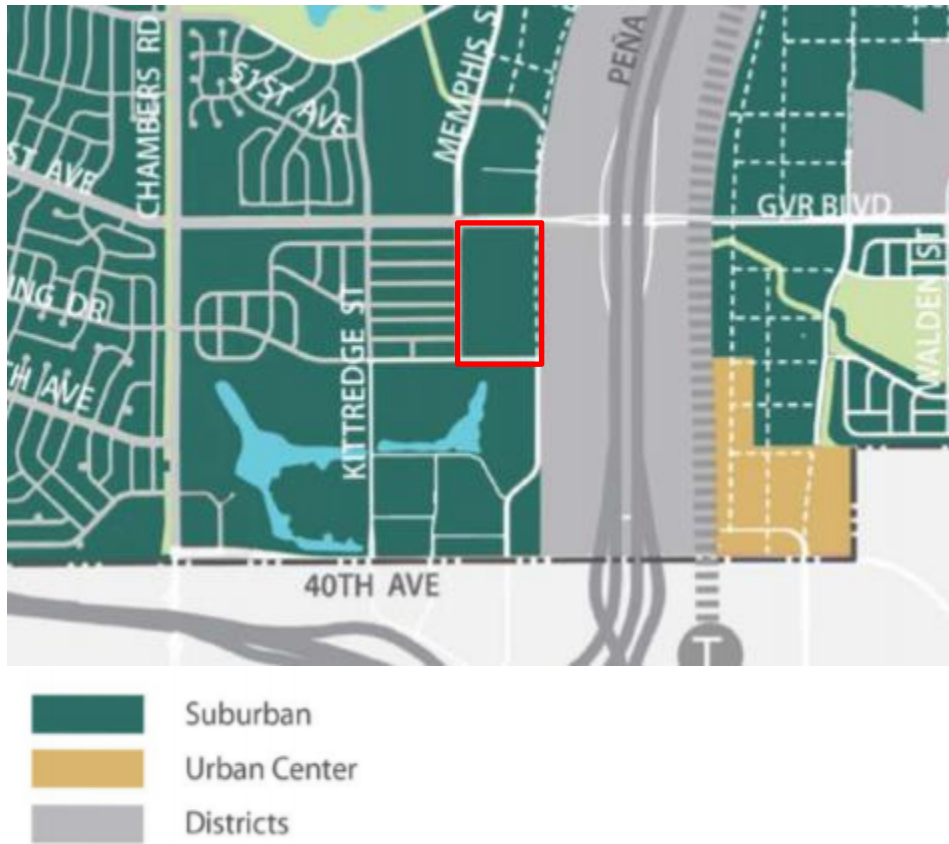


The map above shows the mix of jobs in areas of the city (dominant industry depicted by color). The area which the subject property is within has a mix of jobs similar to the city's overall mix of job types. The proposed zone district allows for various commercial, office, and retail jobs and increasing access to a range of many quality jobs enables people of different incomes and education levels to find employment and wealth-building opportunities.

Small Area Plan: *Far Northeast Area Plan (2019)*

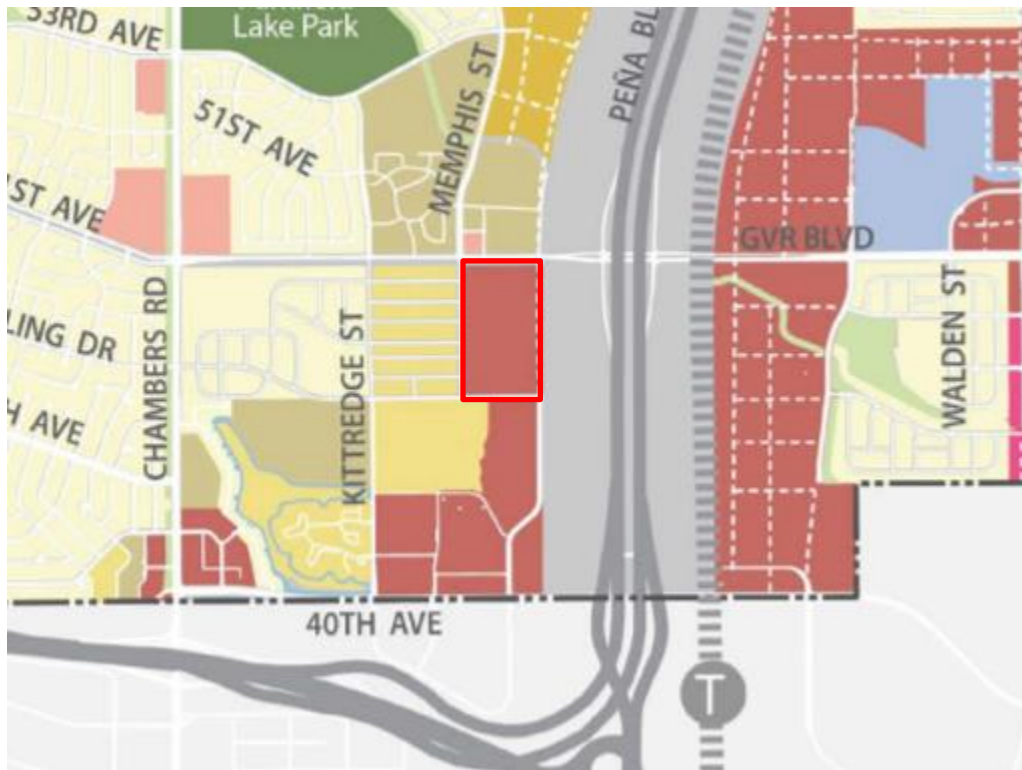
The *Far Northeast Area Plan* contains a framework plan for the entire plan area and recommendations for smaller neighborhood areas. Within the *Far Northeast Area Plan* the subject property is within the Suburban Neighborhood Context, is in a Community Center future place, and is recommended for a maximum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

Far Northeast Area Plan Neighborhood Context



The Far Northeast Area Plan designates the subject property as within the Suburban Neighborhood context, which is “largely single-unit, but can also include higher intensity residential. Commercial development is focused along main corridors and centers bordering residential areas. Although this context is more auto-oriented than others, there should still be quality multimodal connectivity” (p. 31). The proposed S-MX-3 and S-CC-3 districts will allow mixed-use and commercial development along Green Valley Ranch Boulevard, a main corridor in the Gateway-Green Valley Ranch neighborhood.

Far Northeast Area Plan Future Places

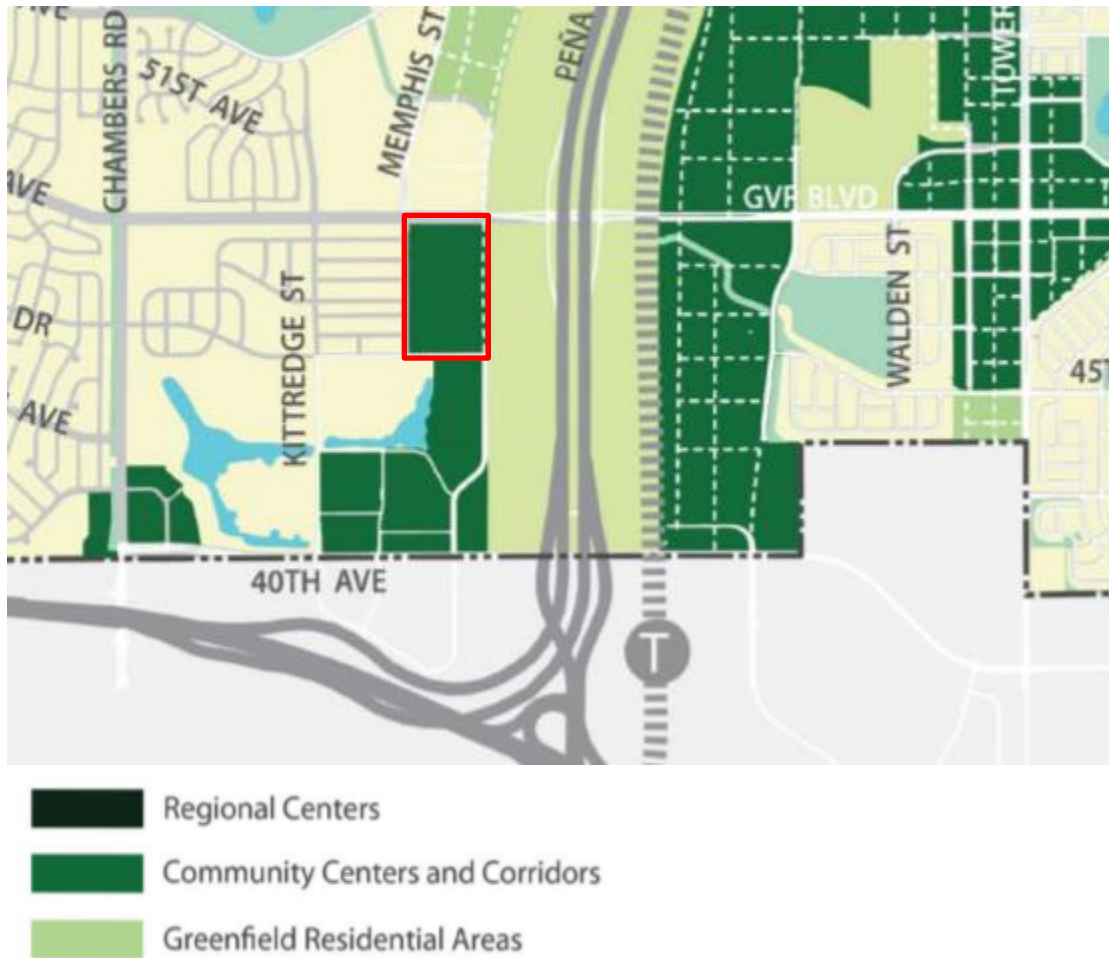


- CENTERS & CORRIDORS**
- Local Center
 - Community Center
 - Regional Center
 - Community Corridor

The *Far Northeast Area Plan* designates the subject property as within a Community Center future place. The plan describes centers as “a mix of office, retail, eating and drinking establishments, commercial services, and multi-unit residential uses” (p. 35). The plan recommends that community centers provide community serving amenities and pedestrian-friendly designs. Land Use and Built Form Policy LU.4.b encourages the creation of “new community centers in presently undeveloped areas including the Gateway area (generally south of 56th Avenue and east and west of Pena scenic buffer)” (p. 38). Additionally, LU.4.c. states that development in these areas should provide community-serving amenities, extend the existing street grid, create a pedestrian-oriented environment, and provide ground story activation (p. 38). The proposed rezoning will create a town center on a currently undeveloped site within the Gateway area. Furthermore, the S-MX-3 zone district proposed along Green Valley Ranch Boulevard is intended to promote safe, active, pedestrian-scaled areas with building form standards that balance the importance of street presence and the provision of adequate parking. Meanwhile, the proposed S-CC-3 district proposed along Bolling Drive will allow for community-serving

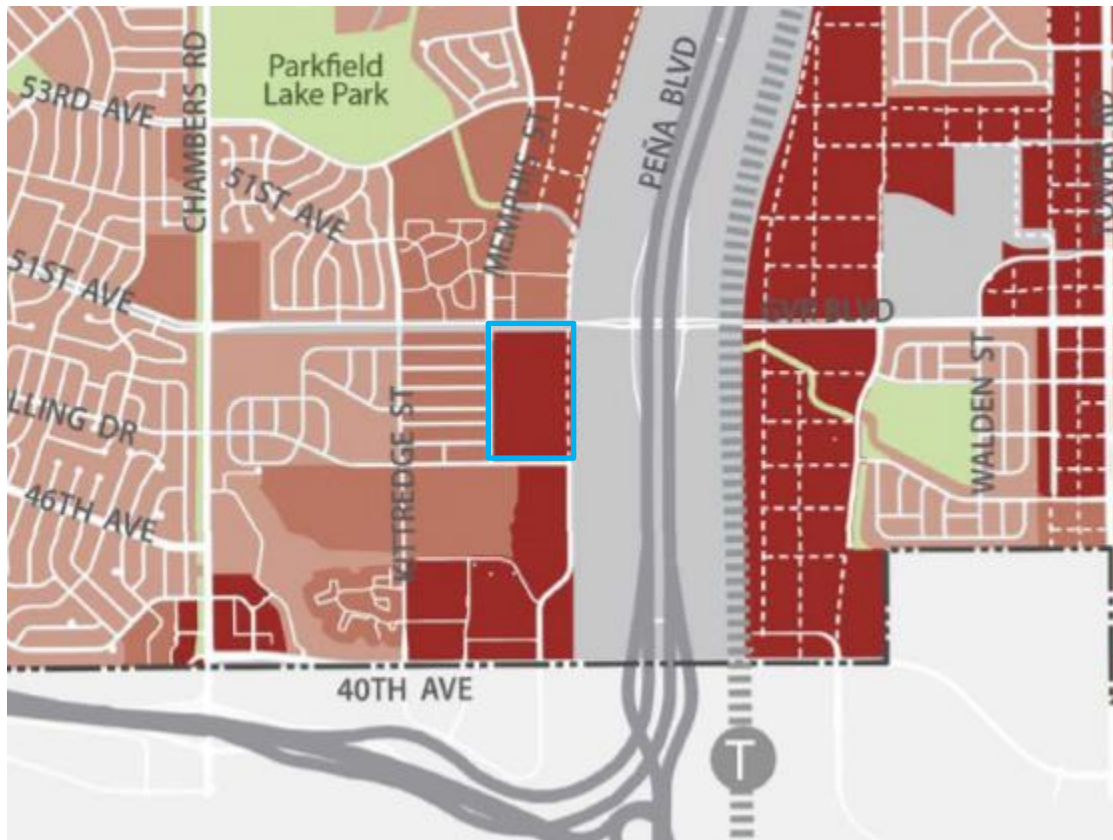
amenities. The proposed S-MX-3 and S-CC-3 zone districts are consistent with the Community Center place description.

Far Northeast Area Plan Growth Strategy



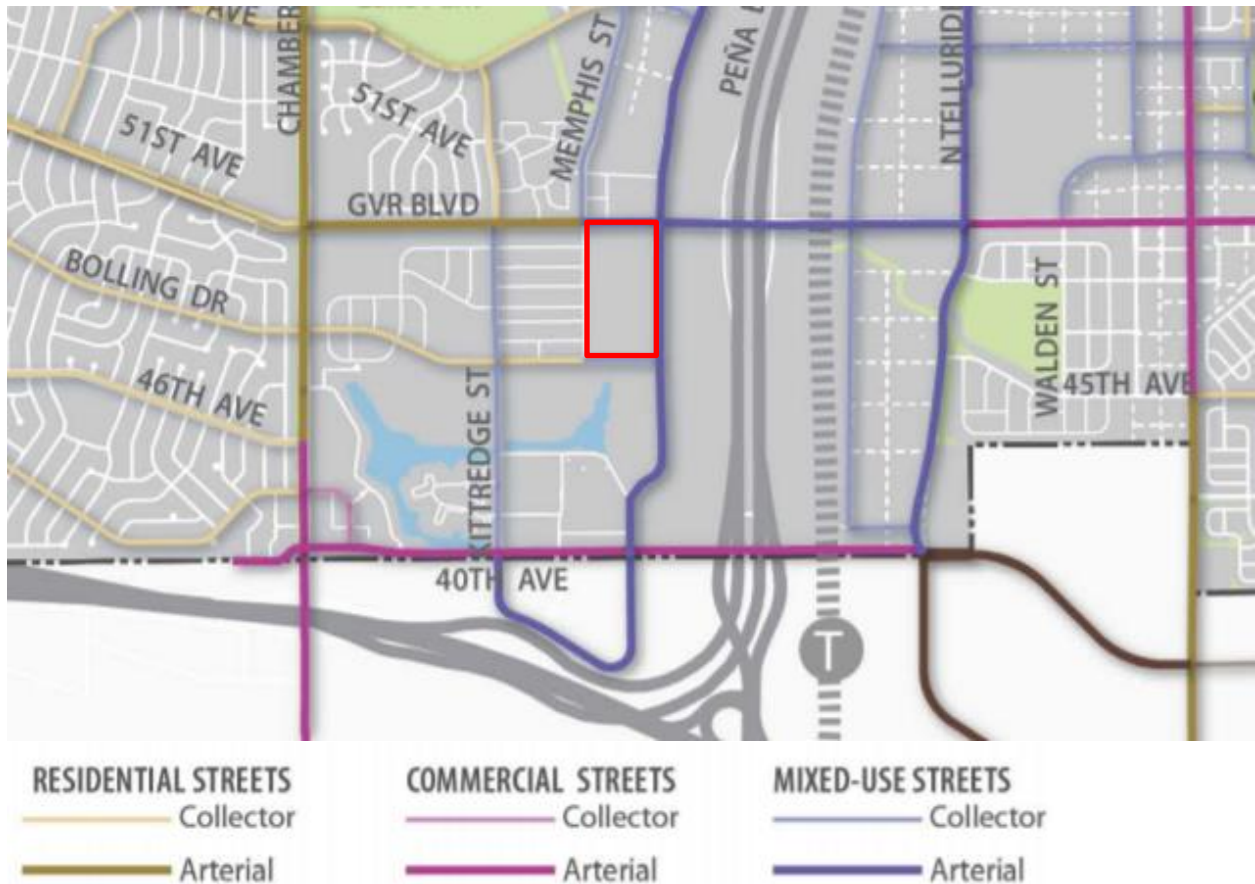
Within the *Far Northeast Area Plan* the growth strategy for the subject property is “Community Centers and Corridors.” The plan states that “most change is expected to occur in greenfield areas, that are currently underdeveloped” (p. 41). The subject site is a greenfield area and the proposed S-MX-3 and S-CC-3 districts will allow the property to be developed with commercial and mixed-use development with the potential to create more jobs and housing for the area.

Far Northeast Area Plan Recommended Maximum Building Heights



The *Far Northeast Area Plan* recommends maximum building height of eight stories for the subject property. The S-MX-3 and S-CC-3 districts allow up to three stories in height, less than the proposed maximum height guidance.

Far Northeast Area Plan Future Street Types



The Far Northeast Area Plan contemplates Airport Way connecting from Bolling Drive to Green Valley Ranch Boulevard as a Mixed-Use Arterial Street, which will be constructed as a result of the development. Green Valley Ranch Boulevard is also designated as a Mixed-Use Arterial. Arterials “serve the longest types of trips at the highest speeds. Arterials move the maximum number of people over the longest distances. There are few access points and additional lanes to move large traffic volumes at faster speeds” (p. 77). Bolling Drive is designated as a Mixed-Use Collector, which “serve medium distance trips with moderate speeds, moving a moderate volume of traffic with medium-distance trips. There are a moderate number of access points and connections with other routes through a moderate number of travel lanes” (p. 77). Within the *Far Northeast Area Plan*, Mixed-use streets are “desired by residents... and it is hoped that mixed-use streets will be introduced alongside future mixed-use development” (p. 77). Memphis Street is a local street which “primarily serve residential areas” (p. 77). Memphis street separates the future development on the subject site from the residential properties directly west. The intent of the proposed districts is for areas that are primarily served by local and arterial streets, which is consistent with the future street type designation in the Far Northeast Area Plan.

Far Northeast Area Plan Gateway – Green Valley Ranch Neighborhood Guidance

The *Far Northeast Area Plan* includes additional guidance for individual neighborhoods. The subject property is within the Gateway – Green Valley Ranch neighborhood where the plan identifies various character areas. The plan states that “there has been an increase in development activity in recent years, especially along Tower Road and Green Valley Ranch Boulevard. Additional road infrastructure is needed off of these main arterials in order for much of the remaining land in the Gateway to be developed” (p. 160). Recommendations for the area include the following:

- “Create and enhance Community Centers:
 - Pena Boulevard Area – Create new community centers on undeveloped land in the Gateway on either side of the Pena scenic buffer to maximize remaining opportunities to create destination areas and introduce new retail, jobs, and housing” (p. 163).
- Gateway – Green Valley Ranch, Recommendation 6: Pena Boulevard Area: community centers – land use.
 - “Support a mixture of uses throughout this area including commercial, retail, office, employment, and residential.” (p. 172).
 - “Encourage properties with Former Chapter 59 zoning to rezone into the Denver Zoning Code as a strategy for promoting improved design outcomes” (p. 172).

The proposed rezoning to S-MX-3 and S-CC-3 of the subject property implements these recommendations directly by rezoning to a DZC zone district and allowing the creation of a community center on undeveloped land, which will enable more jobs with better design outcomes, particularly along Green Valley Ranch Boulevard. Therefore, the application is consistent with the guidance for the DIA neighborhood.

Far Northeast Area Plan Policy Recommendations

- Land Use & Built Form Policy LU.16.2 – “Strategically use large-scale rezonings as a tool for bringing Former Chapter 59 properties into the DZC” (p. 59).

This property is currently within the Former Chapter 59 Zoning Code, and the applicants are proposing to rezone this 32-acre site into districts within the Denver Zoning Code, which is consistent with the above policy.

2. Uniformity of District Regulations and Restrictions

The proposed rezoning to S-MX-3 and S-CC-3 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 of the City through implementation of the city’s adopted land use plan which recommends “rezon[ing] properties from the Former Chapter 59 zoning code so that the entire city is covered by the DZC” (p. 73). Compared to the current PUD 313, a mixed-use district such as S-MX-3 also facilitates increased density and a greater mix of uses along Green Valley Ranch Boulevard. The improved design

standards found in the S-MX-3 district, may lead to improved design outcomes along Green Valley Ranch Boulevard with stronger build-to and decreased minimum setback standards. The S-CC-3 zone district proposed along Bolling Drive will allow for the development of a full-service grocery store, which is currently not permitted on the site under the existing PUD.

Additionally, rezoning a single property out of PUD 313 will not have a negative effect on the properties remaining in the PUD. While the PUD has a maximum Floor Area Ratio (FAR) for non-residential properties of 0.5:1, removing one of the 15 superblocks will not greatly increase the density in the remaining superblocks because there is a maximum gross floor area for each superblock.

4. Justifying Circumstance

The application identifies the adoption of *Blueprint Denver* 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 as degree that the proposed rezoning is in the public interest. Such a change may include: Changed or changing conditions in a particular area, or in the city generally; or a city adopted plan; or that the city adopted the Denver Zoning Code and the property retained Former Chapter 59 zoning."

The current zoning of PUD 319 is a Former Chapter 59 zone district and rezoning to S-MX-3 and S-CC-3 will bring the property under the regulations of the Denver Zoning Code. Therefore, this is an appropriate justifying circumstance for the proposed rezoning.

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

The requested S-MX-3 and S-CC-3 zone districts are within the Suburban Neighborhood Context. This neighborhood context is "characterized by single-unit and multi-unit residential, commercial strips and centers, and office parks" and "commercial buildings are typically separated from residential and consist of Shopfront and General forms" (DZC, Division 3.1.1). These areas consist of "an irregular pattern of block shapes surrounded by curvilinear streets within a modified non-existent grid, with cul-de-sacs and typically no alleys" (DZC, Section 3.2.1). The Gateway – Green Valley Ranch neighborhood consists of a variety of uses in mostly irregular blocks. The proposed rezoning to S-MX-3 and S-CC-3 is consistent with the neighborhood context description.

Denver Zoning Code Section 3.2.4 states the general purpose of the Mixed Use zone districts as "promot[ing] safe, active, pedestrian-scaled, diverse areas and enhance the convenience and ease of walking, shopping and public gathering within and around the city's neighborhoods." These districts are also "intended to ensure new development contributes positively to established residential neighborhoods and character, and improves the transition between commercial development and adjacent residential neighborhoods" (DZC, Section 3.2.4). The proposed S-MX-3 will create a more pedestrian-oriented mixed-use environment for future development along Green Valley Ranch Boulevard.

The intent of the Commercial Corridor zone districts is to “balance the need for safe, active, and pedestrian-scaled, diverse areas with the need for convenient automobile access” (DZC, Section 3.2.3). The design standards “allow flexibility in building, circulation and parking lot layout” while also “ensur[ing] new development contributes positively to established residential neighborhood and character” (DZC, Section 3.2.3). The proposed S-CC-3 on the southern portion of the site will allow for more auto-oriented uses while maintaining an area that is safe and convenient for pedestrians.

The specific intent of the S-MX-3 zone district “applies to areas or intersection served primarily by local or collector streets where a building scale of 1 to 3 stories is desired” (DZC 3.2.4.2.D), and the S-CC-3 zone district “applies primarily to auto-oriented arterial corridors where a building scale of 1 to 3 stories is desired” (DZC 3.2.3.2.A). The subject site is in an area served by local, collector, and arterial streets where buildings up to 8 stories is desired in the *Far Northeast Area Plan*. Therefore, rezoning this site would be consistent with the specific intent of the zone district.

Attachments

1. Application
2. Public Comment Letters
3. PUD 319
4. Large Development Review Framework
5. Economic Development Agreement Between City and County of Denver and DCG West



REZONING GUIDE

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	C P BEDROCK LLC	Representative Name	Galloway & Company, Inc.
Address	610 W 26TH ST STE 910	Address	6162 S. Willow Dr., Suite 320
City, State, Zip	NEW YORK, NY 10001	City, State, Zip	Greenwood Village, CO 80111
Telephone	212.695.8090	Telephone	303-770-8884
Email	cflagg@northriverco.com	Email	tashabolivar@gallowayus.com
*All standard zone map amendment applications must be initiated by owners (or authorized representatives) of at least 51% of the total area of the zone lots subject to the rezoning. See page 4.		**Property owner shall provide a written letter authorizing the representative to act on his/her behalf.	
SUBJECT PROPERTY INFORMATION			
Location (address):	16298 GREEN VALLEY RANCH BLVD - SWC of Green Valley Ranch Blvd. & Airport Way		
Assessor's Parcel Numbers:	00201-00-014-000		
Area in Acres or Square Feet:	32.15 acres		
Current Zone District(s):	PUD		
PROPOSAL			
Proposed Zone District:	S-CC-3 and S-MX-3		
PRE-APPLICATION INFORMATION			
In addition to the required pre-application meeting with Planning Services, did you have a concept or a pre-application meeting with Development Services?	<input checked="" type="checkbox"/> Yes - State the contact name & meeting date <u>Emily Collins 6/23/2020</u> <input type="checkbox"/> No - Describe why not (in outreach attachment, see bottom of p. 3)		
Did you contact the City Council District Office regarding this application ?	<input checked="" type="checkbox"/> Yes - if yes, state date and method <u>Numerous meetings and discussions facilitated by Susan Stanton</u> <input type="checkbox"/> No - if no, describe why not (in outreach attachment, see bottom of p. 3)		

REZONING REVIEW CRITERIA (ACKNOWLEDGE EACH SECTION)	
<p>General Review Criteria DZC Sec. 12.4.10.7.A</p> <p>Check box to affirm and include sections in the review criteria narrative attachment</p>	<p><input 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.</p> <p>Please provide a review criteria narrative attachment describing how the requested zone district is consistent with the policies and recommendations found in each of the adopted plans below. Each plan should have its' own subsection.</p> <p>1. Denver Comprehensive Plan 2040</p> <p>In this section of the attachment, describe how the proposed map amendment is consistent with <i>Denver Comprehensive Plan 2040's</i> a) equity goals, b) climate goals, and c) any other applicable goals/strategies.</p> <p>2. Blueprint Denver</p> <p>In this section of the attachment, describe how the proposed map amendment is consistent with: a) the neighborhood context, b) the future place type, c) the growth strategy, d) adjacent street types, e) plan policies and strategies, and f) equity concepts contained in <i>Blueprint Denver</i>.</p> <p>3. Neighborhood/ Small Area Plan and Other Plans (List all from pre-application meeting, if applicable):</p>
<p>General Review Criteria: DZC Sec. 12.4.10.7. B & C</p> <p>Check boxes to the right to affirm and include a section in the review criteria for Public Health, Safety and General Welfare narrative attachment.</p>	<p><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.</p> <p><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> <p>In the review criteria narrative attachment, please provide an additional section describing how the requested rezoning furthers the public health, safety and general welfare of the City.</p>
<p>Review Criteria for Non-Legislative Rezoning: DZC Sec. 12.4.10.8</p> <p>For Justifying Circumstances, check box and include a section in the review criteria narrative attachment.</p> <p>For Neighborhood Context, Purpose and Intent, check box and include a section in the review criteria narrative attachment.</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 of 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 checked="" 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="padding-left: 20px;">a. Changed or changing conditions in a particular area, or in the city generally; or</p> <p style="padding-left: 20px;">b. A City adopted plan; or</p> <p style="padding-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.</p> <p>In the review criteria narrative attachment, please provide an additional section describing the selected justifying circumstance. If the changing conditions circumstance is selected, describe changes since the site was last zoned. Contact your pre-application case manager if you have questions.</p> <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.</p> <p>In the review criteria narrative attachment, please provide a separate section describing how the rezoning aligns with a) the proposed district neighborhood context description, b) the general purpose statement, and c) the specific intent statement found in the Denver Zoning Code.</p>

REQUIRED ATTACHMENTS

Please check boxes below to affirm the following **required** attachments are submitted with this rezoning application:

- Legal Description of subject property(s).** **Submit as a separate Microsoft Word document.** View guidelines at: <https://www.denvergov.org/content/denvergov/en/transportation-infrastructure/programs-services/right-of-way-survey/guidelines-for-land-descriptions.html>
- Proof of ownership document for each property owner signing the application, such as (a) Assessor's Record, (b) Warranty deed, or (c) Title policy or commitment dated no earlier than 60 days prior to application date. If the owner is a corporate entity, proof of authorization for an individual to sign on behalf of the organization is required. This can include board resolutions authorizing the signer, bylaws, a Statement of Authority, or other legal documents as approved by the City Attorney's Office.**
- Review Criteria Narratives.** See page 2 for details.

ADDITIONAL ATTACHMENTS (IF APPLICABLE)

Additional information may be needed and/or required. Please check boxes below identifying additional attachments provided with this application.

- Written narrative explaining reason for the request** (optional)
- Outreach documentation attachment(s).** Please describe any community outreach to City Council district office(s), Registered Neighborhood Organizations (RNOs) and surrounding neighbors. If outreach was via email- please include email chain. If the outreach was conducted by telephone or meeting, please include contact date(s), names and a description of feedback received. If you have not reached out to the City Council district office, please explain why not. (optional - encouraged)
- Letters of Support.** If surrounding neighbors or community members have provided letters in support of the rezoning request, please include them with the application as an attachment (optional).
- Written Authorization to Represent Property Owner(s)** (if applicable)
- Individual Authorization to Sign on Behalf of a Corporate Entity** (e.g. if the deed of the subject property lists a corporate entity such as an LLC as the owner, this is document is required.)
- Other Attachments.** Please describe below.

PROPERTY OWNER OR PROPERTY OWNER(S) REPRESENTATIVE CERTIFICATION

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

Property Owner Name(s) (please type or print legibly)	Property Address City, State, Zip Phone Email	Property Owner Interest % of the Area of the Zone Lots to Be Rezoned	Please sign below as an indication of your consent to the above certification statement	Date	Indicate the type of ownership documentation provided: (A) Assessor's record, (B) warranty deed, (C) title policy or commitment, or (D) other as approved	Has the owner authorized a representative in writing? (YES/NO)
EXAMPLE John Alan Smith and Josie Q. Smith	123 Sesame Street Denver, CO 80202 (303) 555-5555 sample@sample.gov	100%	<i>John Alan Smith</i> <i>Josie Q. Smith</i>	01/12/20	(A)	YES
C P Bedrock LLC	610 West 26th St, Suite 910 New York, NY 10001 (212) 695-8090 cflagg@northriverco.com	100%	<i>Christopher S. Jagg</i>		A	YES
						YES
						YES
						YES

MAP AMENDMENT DESCRIPTION

Development of the proposed site located at the southwest corner of Green Valley Ranch Blvd. and Airport Way was subject to the city's Large Development Review process. As a part of this process, the Large Development Framework for the site was completed and recorded on May 28, 2020. As outlined in the Large Development Framework, to accommodate for the development of retail shopping center called The Flyway, the subject site will need to be rezoned. The vision of the project is a full service retail center that will have variety of retail offerings, services and dining options. The principal large format anchor merchant will include fresh produce, meats and wide selection of other grocery, pharmacy, health services, general merchandise, and fuel that today, are in extremely limited availability in the Far North Area of the City of Denver. The projects design and operative components of the Town Center and restaurants are intended to create a place where visitors and customers will not only shop, but will stay and interact socially as a destination gathering place. The plaza area within the Town Center will provide this central gathering area within the center.

The requested map amendment will rezone the existing PUD area to S-CC-3 for the southern 16.074 acres, and to S-MX-3 for the northern 13.132 acres. Right-of-way dedication of approximately 2.86 acres is anticipated for extension of Airport Way along with development of the site, as well as an approximate 0.078 dedication along the north side of Bolling Drive.

OFFICIAL MAP AMENDMENT GENERAL REVIEW CRITERIA

DZC Sec. 12.4.10.7 – A. Consistency with Adopted Plans

The proposed map amendment is consistent with the City's adopted plans. Consistency with the following plans is discussed below:

Comprehensive Plan 2040
Blueprint Denver
Far North East Area Plan

The proposed map amendment is consistent with the COMPREHENSIVE PLAN 2040.

The comprehensive plan is the vision for Denver and its people. Below are specific vision elements, goals and strategies from the plan that support the proposed map amendment.

- Equitable, Affordable, Inclusive – Goal 1, ensure all Denver residents have safe, convenient and affordable access to basic services and a variety of amenities. (pg. 28)
 - Strategy C: Improve equitable access to resources that improve quality of life, including cultural and natural amenities, health care, education, parks, recreation, nutritious food and the arts. (pg. 28)
- Strong & Authentic Neighborhoods – Goal 1, Create a city of complete neighborhoods. (pg. 34)
 - Strategy A: Build a network of well-connected, vibrant, mixed-use centers and corridors. (pg. 34)
 - Strategy C: Ensure neighborhoods are safe, accessible, and well connected for all modes. (pg. 34)
- Connected, Safe and Accessible Places – Goal 4, Create an equitable and connected multimodal network that improves access to opportunity and services. (pg. 41)
 - Strategy B: Use the multimodal network to connect vulnerable populations to employment, education, parks and health services. (pg. 41)
- Environmentally Resilient – Goal 1, Mitigate climate impact by significantly reducing greenhouse gas emissions.
 - Strategy C: Invest in multimodal transportation and support a clean, carbon-free transportation system.
- Healthy and Active – Goal 1, Create and enhance environments that support physical activity and healthy living. (pg. 58)
 - Strategy B: Promote walking, rolling and biking through the development of safe and interconnected multimodal network. (pg. 58)

The proposed rezone will support a variety of retail/commercial uses that will allow the services and amenities desired and needed by the surrounding community. Commercial/retail uses are an important part of a complete neighborhood, and the proposed rezone will allow for convenient access to basic services for this area of Denver. Having these basic services located near the neighborhoods they serve will reduce the need for residents to travel outside the neighborhood for these services, thus reducing the impact on the climate.

Open space areas will be incorporated into the development in accordance with the applicable zoning code to enhance the neighborhood and pedestrian connections to and through the site. Having a variety of services and amenities in the neighborhood, will allow pedestrians to bike, roll or walk to the development which supports healthy living and physical activity. Additionally, the surrounding street network provides for easy vehicular access, as well as a bus stop along Green Valley Ranch Blvd., allowing for multimodal access the site.

The proposed map amendment is consistent with BLUEPRINT DENVER.

Blueprint Denver provides the foundation for citywide policies and recommendations related to land use, transportation, design and growth. Below is guidance from Blueprint Denver that supports the proposed rezone to S-CC-3 and S-MX-3.

Neighborhood Context

- The site is located within the Suburban (S) neighborhood context. (pg. 139)

The proposed map amendment is consistent with Blueprint Denver and would rezone the site to S-MX-3 and S-CC-3 which are zone districts within the Suburban Neighborhood Context.

Place

- The future places map designates the site as a Community Center within the Suburban context. (pg. 143)
 - Blueprint Denver describes Centers as mixed-use places of varying scales. People go to centers to engage in social activities and entertainment, such as shopping and dining. Some centers are well-connected to the local neighborhood and supported by neighborhood residents; other centers are larger, attracting people from a wide geographic area, and may require residents to take a bus or a car to visit them. (pg. 145)
 - In the Suburban Context, Community Centers should have an active street level presence and provide a mix of uses, including retail and dining. They have a wide customer draw both of local residents from surrounding neighborhoods and from other parts of the city. A mix of larger and smaller scale buildings, some setback from the street to accommodate parking. (pg. 194)
 - Community Centers are accessible to a larger area of surrounding neighborhood users by a variety of transportation options including transit priority streets. Pedestrian priority areas are typical and cyclists have access with high or medium ease-of-use bicycle facilities (pg. 194)
 - Open spaces promote social interaction and respond to the distinct uses within the center. Spaces are flexible to benefit different types of users and daily activities throughout the year. (pg. 194)

The Denver Zoning Code general intent of the Mixed Use (MX) zone districts is to promote safe, active, pedestrian-scaled, diverse areas and enhance the convenience and ease of walking, shopping and public gathering within and around the city's neighborhoods. The general intent of the Commercial Corridor (CC) zone district is to balance the need for safe, active, and pedestrian-scaled, diverse areas with the need for convenient automobile access. Consistent with Blueprint Denver, the proposed rezone will allow for a mix of uses, primarily retail and dining, and varying scales of buildings. Development within the S-MX-3 and S-CC-3 districts will create a sense of place and an area for the neighboring residents to gather, while providing a center that will serve the greater Far Northeast Area.

Growth Strategy

- Denver's next evolution will strengthen our existing neighborhoods through carefully planned infill development that enhances the city's unique character. A strategic and intentional approach to direct most of our growth to key centers and corridors helps to achieve citywide equity goals to benefit all residents. (pg. 49-50)

The proposed site is designated as a community center within a primarily residential area of the city. The unique character of the surrounding community will be enhanced with the proposed rezone and addition of the commercial/retail component. The addition of jobs to this area will help to meet the job growth projections within the "Community center and corridors" future growth area.

Street Types

- Blueprint Denver categorizes the aspirational nature of Denver's future streets by their future surrounding land use character and functional class. The site is bound by:
 - Green Valley Ranch Blvd. on the north, which is designated as a Mixed-Use Arterial along the property frontage; and
 - Bolling Dr. on the south, which is designated as a Mixed-Use Collector along the property frontage;(pg. 157)

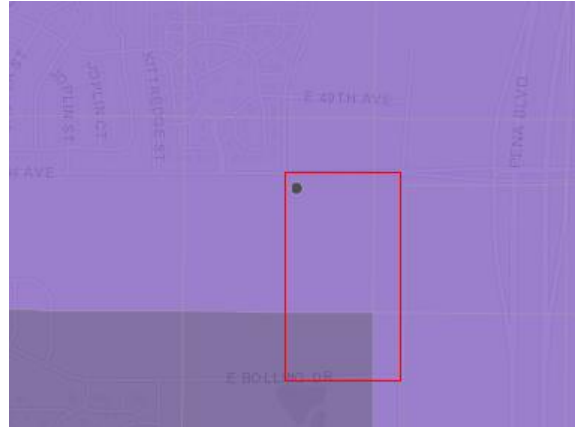
Development of the site will include dedication of ROW for the extension of Airport Way along the eastern property boundary, which is designated as a Mixed-Use Arterial to the north and south. The extension of Airport Way will complete the roadway network within the area to better serve the surrounding community.

The mixed-use street type designated for Green Valley Ranch Blvd., Bolling Drive, and Airport Way are supported by the variety of uses that are allowed in both the proposed S-MX-3 and S-CC-3 zone districts that are proposed for the Flyway development. Access points along these streets have been limited in order to provide adequate access to the Flyway development while also providing a welcoming environment for those people walking, rolling and cycling to and through the site. Installation of elements such as street trees, landscaping and benches along the street frontages will help create a streetscape that provides a buffer between vehicular traffic and the walking/rolling pedestrians in the area.

Equity Concept - Measuring Access to Opportunity (pg. 35)

Where do we need to improve access to opportunity?

This map provides a current snapshot of the areas in Denver with more and less access to opportunity. The darker areas have the lowest access to opportunity. In those areas it is important to guide change in ways that increases access to basic goods, services and amenities to improve quality-of-life. Using this measurement is a good way to assess whether we are achieving the vision for every neighborhood in Denver to be complete.



Per Blueprint Denver, the basis for measuring access to opportunity is the neighborhood equity index developed by Denver’s Department of Public Health and Environment. This index contains the following indicators: social determinants of health (including educational attainment and income level); access to parks and full-service grocery stores; access to first trimester health care; childhood obesity; and life expectancy. This measurement also includes access to centers and corridors (from the future places map in Chapter 4), where residents are most likely to access jobs, basic goods and services, entertainment and shopping. The darkest areas are those with the least access to opportunity. In these areas, it is important to guide change in ways that will improve access.

“The area’s low rates of access to commercial areas and high frequency transit exacerbate this equity issue, as most goods and services must be accessed by car.” (Pg. 20)

“...creating new centers and corridors in undeveloped areas will help to bring more retail and services to the broader Far Northeast community.” (Pg. 20)

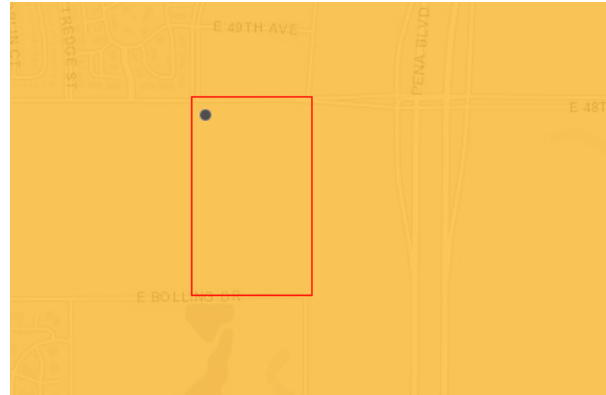
Access to opportunity is scored as approximately 2.5 out of 5 and is considered “average” for the proposed site. Rezoning to S-CC-3 and S-MX-3 will allow development of a retail shopping center, including a grocery store use, that will help to increase access to jobs and basic goods and services in the northeast area of Denver. Development of the proposed site will improve access to centers and corridors, and will improve the area by expanding the walk, bike and driveshed access within the northeast area. Sidewalks to and through the site will provide connectivity to the existing trails and walks that serve the existing residents of the surrounding neighborhoods. Additionally, the bus stop located at the northwest corner of the site along Green Valley Ranch Blvd. will provide additional access to the new jobs, good and services.

Equity Concept - Reducing Vulnerability to Displacement (pg. 39)

Where are the areas more vulnerable to involuntary displacement?

This map provides a current snapshot of the areas in Denver where existing populations are most vulnerable to involuntary displacement. Neighborhood planning and localized plans and investments should include more detailed analysis of an area to understand vulnerability to involuntary displacement and to shape the most effective strategies to mitigate negative impacts for that area.


More Vulnerable Less Vulnerable



Blueprint Denver measured vulnerability of involuntary displacement with Denver's Office of Economic Development's vulnerability to displacement index, which combines three main data points:

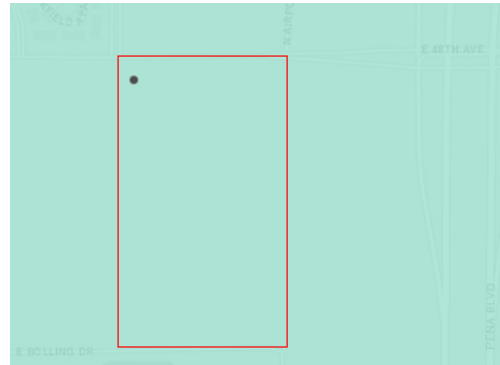
- *Median household income*
- *Percent of renters*
- *Percent of population with less than a college degree*

The proposed site is in an area considered "slightly more vulnerable" to displacement. The rezoning will allow residents in this area access to job opportunities that do not currently exist in their neighborhoods, helping to reduce involuntary displacement.

Equity Concept - Housing Diversity (pg. 43)

Which areas in Denver need more housing options?

This map provides a current snapshot of the areas in Denver where greater diversity of housing is needed. In the darker areas, change should include efforts to increase the range of housing options while respecting the existing context of that area.



The proposed site is in an area with a more diverse level of housing options. The proposed rezoning to mixed use and commercial zone districts will allow commercial/retail development that supports the surrounding community and the existing diverse housing options. Rezoning the proposed site is not anticipated to have an impact on this equity concept.

Equity Concept - Job Diversity (pg. 45)



What is the pattern of jobs found throughout Denver?

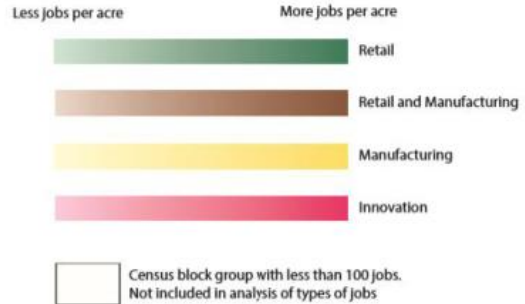
This map shows two key measurements

1. Jobs density: the amount of jobs in different parts of the city, depicted by intensity of color and measured as jobs per acre. The darker the color, the more jobs.
2. Jobs diversity: the mix of jobs in different parts of the city, depicted by different colors. The purple areas contain a mix of jobs similar to the city's overall mix. Areas with a color other than purple have a predominate job type(s). For example, areas that are green contain a higher proportion of retail jobs.

Areas with a mix of jobs similar to the city's overall mix of job types



Areas with a predominate type of job



The proposed site is in an area that has a job mix similar to the city overall. The proposed rezone will allow for the development of a variety of commercial/retail uses offering access to additional jobs within the northeast area of Denver, adding more jobs per acre to this part of the city.

The proposed map amendment is consistent with the FAR NORTHEAST AREA PLAN

The proposed development meets the needs cited by the Far Northeast residents. The **Far Northeast Area Plan** (“plan”) was adopted on June 10, 2019 and provides guidance on the desires of the community. Paramount throughout the document is the desire for additional retail services.

1. Retail is critical as part of the complete neighborhood strategy.

“...there is a lack of destination and entertainment options within the neighborhoods, citing few community gathering spaces outside of parks, recreation centers and schools.” (pg. 30)

2. The development of a retail shopping center at this site is appropriate and is consistent with:

“LU-4: Create new community and regional centers in large undeveloped areas

Provide community-serving amenities such as retail, grocery stores and healthy food and beverage options.” (pg. 38)

3. The proposed development advances the equity goals found in the FNE NPI:



“...the Far Northeast currently has low overall access to essential facilities, services, and amenities” (pg.17)

The proposed project brings access to opportunity and healthy food.



“They are vulnerable to displacement in the categories of household income. This high level of vulnerability can be offset through improving equity and access to opportunities...” (pg. 21).

Project helps increase incomes. By allowing a variety of uses that could include a necessity type use such as a large format retail/grocer to anchor the center, the proposed rezone could lead to better growth opportunities and longevity leading to higher salaries than the current average salary in the neighborhood. Additionally, the mix of uses that will be a part of the Flyway development will offer a variety of opportunities for workers.



“The large amount of undeveloped land ...presents a strong opportunity to attract more jobs.” (pg. 24)

The mix of uses permitted by the proposed rezoning provides the opportunity for many jobs to be added to the Far Northeast Community.

4. Land Use and Height Guidance - The plan identifies the site as appropriate for a community center up to 8 stories in height. The plan calls out to *“create new community centers...to create destination areas and introduce new retail, jobs and housing.” (pg. 163)*

5. Rezoning is encouraged. The plan designates the proposed site as a community center within the suburban context. The S-MX-3 and S-CC-3 zone districts proposed are suburban context and allow for the mix of uses that help create a community center. The site is further discussed as a part of the Pena Boulevard Area Centers, where the vision for the large amounts of undeveloped land is for greater densities and mixed-use and commercial development.

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

6.1. Support a mixture of uses throughout this area including commercial, retail, office, employment, and residential.

6.2. Leverage the availability of undeveloped land in this area to attract desired uses.

6.3. Consider regulatory tools to achieve the denser development vision for the Gateway

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

The plan identifies a strategy to encourage rezone, and states:

“Provide relief from overly restrictive PUDs by making it easier for property owners to rezone into the new code, and support the use of negotiated outcomes, if necessary, to ensure that community benefits associated with the existing PUD are not lost.” (pg. 58)

Recommendation LU-16. Rezone Former Chapter 59 properties into the Denver Zoning Code. (pg. 59)

The proposed site is currently vacant and zoned PUD under the Former Chapter 59 zoning regulations. Rezoning of the site to the S-MX-3 and S-CC-3 zone districts will bring the site into the current Denver Zoning Code

DZC Sec. 12.4.10.7 – B. Uniformity of District Regulations and Restrictions

The proposed site is currently zoned PUD under the Former Chapter 59 zoning regulations. Rezoning of the site to the S-MX-3 and S-CC-3 zone districts will bring the site into the current Denver Zoning Code and remove the custom zoning that is currently in place for the site. Regulations and requirements for the site will be consistent with the current Denver Zoning Code regulations for the proposed districts, and the uses that will be proposed within the site.

DZC Sec. 12.4.10.7 – C. Public Health, Safety and General Welfare

The proposed map amendment will further the public health, safety and general welfare of the city by creating new opportunities for basic good and services within the northeast area, as well as create opportunities for jobs and amenities for the residents of Denver. Located in a primarily residential area of the Far Northeast, the proposed rezone will bring more commercial and retail uses to the Green Valley Ranch and Montbello neighborhoods. This fulfills the concept of the Gateway-Green Valley Ranch to attract additional retail, services and employment to this area of Denver.

OFFICIAL MAP AMENDMENT
ADDITIONAL REVIEW CRITERIA FOR NON-LEGISLATIVE REZONINGS

DZC Sec. 12.4.10.8 – A. Justifying Circumstances

4. *Since the date of 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:*

b. *A City adopted plan*

The original PUD 319 for the subject property was approved in 1992. In 2019, the City and County of Denver adopted Comprehensive Plan 2040, Denverright-Blueprint Denver, as well as the Far Northeast Area Plan. As outlined in this application, the proposed rezone is consistent with these newly adopted plans.

c. *That the City adopted the Denver Zoning Code and the property retained Former Chapter 59 zoning.*

The subject site is currently zoned PUD under the Former Chapter 59 zoning. The proposed rezoning would bring the site into the current Denver Zoning Code as S-MX-3 and S-CC-3.

DZC Sec. 12.4.10.8 – B. Consistency with Neighborhood Context Description, Zone District Purpose and Intent Statements

The requested map amendment will rezone the 32.15 acre property to S-CC-3 for the southern 16.15 acres, and to S-MX-3 for the northern 13.132 acres.

Neighborhood Context Description

The Suburban (S-) Neighborhood Context is proposed for the rezoning of the site. Below are the context description items consistent with the proposed rezoning:

- o DZC Sec. 3.1.1 General Character - The Suburban Neighborhood Context is characterized by single-unit and multi-unit residential, commercial strips and centers, and office parks.
- o DZC Sec. 3.1.2 Street and Block Patterns – Block shapes and sizes vary.
- o DZC Sec. 3.1.3 Building Placement and Location - Commercial buildings may have varying orientation & typically have deep front & side setbacks to accommodate landscaping & parking.
- o DZC Sec. 3.1.4 Building Height - The Suburban Neighborhood Context is characterized by low scale buildings except for some mid- & high-rise multi-unit residential & commercial structures, particularly along arterial streets.
- o DZC Sec. 3.1.5 Mobility - The Suburban Neighborhood Context has a higher reliance on the automobile with some access to pedestrian & bicycle facilities & the multi-modal transportation system.

Commercial Corridor Districts (S-CC-3)

3.2.3.1 GENERAL PURPOSE

- A. The Commercial Corridor zone districts are intended to balance the need for safe, active, & pedestrian-scaled, diverse areas with the need for convenient automobile access.
- B. The Commercial Corridor zone districts address development opportunities next to the city's most auto-dominated corridors.
- C. Commercial Corridor building form standards have minimum setbacks to allow flexibility in building, circulation & parking lot layout.
- D. The Commercial Corridor district standards are also intended to ensure new development contributes positively to established residential neighborhoods & character, & improves the transition between commercial development & adjacent residential neighborhoods.

3.2.3.2 SPECIFIC INTENT

- A. Commercial Corridor – 3 (S-CC-3) S-CC-3 applies primarily to auto-oriented arterial street corridors where a building scale of 1 to 3 stories is desired.

Mixed Use Districts (S-MX-3)

3.2.4.1 GENERAL PURPOSE

- A. The Mixed-Use zone districts are intended to promote safe, active, pedestrian-scaled, diverse areas & enhance the convenience & ease of walking, shopping & public gathering within & around the city's neighborhoods.
- B. The Mixed-Use districts are appropriate along corridors, for larger sites & at major intersections.
- C. The building form standards of the Mixed-Use zone districts balance the importance of street presence & provision of adequate parking through build-to requirements, Street Level activation & parking lot screening along the right-of-way. Standards offer predictable flexibility consistent with the variety of mixed-use development found in the Suburban Neighborhood Context.
- D. The Mixed-Use zone district standards are also intended to ensure new development contributes positively to established residential neighborhoods & character, & improves the transition between commercial development & adjacent residential neighborhoods.

3.2.4.2 SPECIFIC INTENT

- D. Mixed Use – 3 (S-MX-3) S-MX-3 applies to areas or intersections served primarily by local or collector streets where a building scale of 1 to 3 stories is desired.

The proposed rezone including both the S-MX-3 and S-CC-3 zoning districts is consistent with the purpose and specific intents for both districts. The site is located along arterial streets and near the major intersection of Green Valley Ranch Blvd. and Pena Blvd. providing development opportunity next to these auto dominated corridors. The site is also located just east of the Avion development and near the Montbello and Parkfield neighborhoods. The proposed zone districts will enhance the neighborhood by creating convenience to basic services and added pedestrian activity for neighbors desiring to walk, roll or bike to the site.

MAP AMENDMENT BOUNDARY

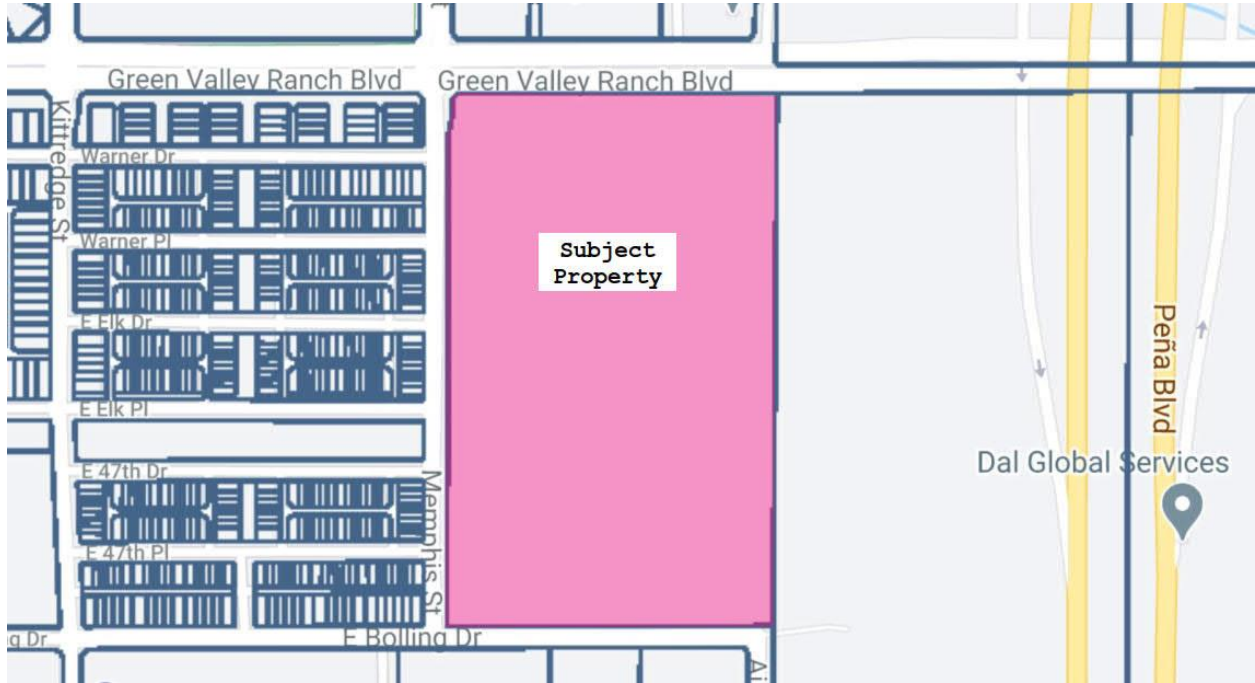


EXHIBIT A

A PARCEL OF LAND SITUATED IN THE NORTHEAST 1/4 OF SECTION 20, TOWNSHIP 3 SOUTH, RANGE 66 WEST OF THE SIXTH PRINCIPAL MERIDIAN, CITY AND COUNTY OF DENVER, STATE OF COLORADO, BEING MORE PARTICULARLY DESCRIBED AS FOLLOWS:

COMMENCING AT THE NORTHEAST CORNER OF SAID SECTION 20 BEING MONUMENTED BY A 3/4 INCH REBAR WITH A 3-1/4 INCH ALUMINUM CAP STAMPED "CLARK & ASSOC. INC. 1993-LS 4842 IN A RANGE BOX, WHENCE THE NORTH ONE-QUARTER CORNER OF SAID SECTION 20 BEING MONUMENTED BY A 3/4 INCH REBAR WITH A 3-1/4 INCH ALUMINUM CAP STAMPED "1995-PLS 14592" IN A RANGE BOX BEARS SOUTH 89°54'15" WEST, SAID LINE FORMING THE BASIS OF BEARING FOR THIS DESCRIPTION ;

THENCE SOUTH 89°54'15" WEST ALONG THE NORTH LINE OF SAID NORTHEAST 1/4 OF SECTION 20, A DISTANCE OF 1907.63 FEET;

THENCE PERPENDICULAR FROM SAID NORTH LINE, SOUTH 00°05'45" EAST A DISTANCE OF 83.00 FEET TO THE NORTHEAST CORNER OF DENVER CONNECTION WEST FILING NO. 1 AS RECORDED UNDER RECEPTION NO. 2016106834, SAID POINT ALSO BEING THE INTERSECTION OF THE SOUTHERLY RIGHT-OF-WAY FOR GREEN VALLEY RANCH BOULEVARD AND THE EASTERLY RIGHT-OF-WAY FOR MEMPHIS STREET;

THENCE ALONG THE EASTERLY LINE OF SAID DENVER CONNECTION WEST FILING NO. 1 THE FOLLOWING FOUR (4) COURSES:

- 1: SOUTH 44°54'15" WEST A DISTANCE OF 21.35 FEET;
- 2: SOUTH 00°05'45" EAST A DISTANCE OF 48.14 FEET;
- 3: SOUTH 12°20'41" WEST A DISTANCE OF 60.34 FEET;
- 4: SOUTH 00°05'45" EAST A DISTANCE OF 553.26 FEET TO THE TRUE POINT OF BEGINNING;

THENCE DEPARTING SAID EASTERLY LINE, NORTH 89°55'21" EAST A DISTANCE OF 846.82 FEET;

THENCE SOUTH 00°12'30" WEST ALONG A LINE BEING PARALLEL TO AND 83.00 FEET WEST OF THE EASTERLY LINE OF A PARCEL OF LAND RECORDED UNDER RECEPTION NO. R-92-0059379, A DISTANCE OF 827.09 FEET TO A POINT 4.00 FEET NORTH OF THE NORTHERLY RIGHT-OF-WAY FOR BOLLING DRIVE AS DEDICATED BY GATEWAY PARK IV-DENVER FILING NO.5 RECORDED AT RECEPTION NO. 2000051305;

THENCE PARALLEL TO AND 4.00 FEET NORTH OF SAID NORTHERLY RIGHT-OF-WAY, SOUTH 89°39'33" WEST A DISTANCE OF 842.43 FEET TO A POINT ON THE EASTERLY BOUNDARY OF SAID DENVER CONNECTION WEST FILING NO.1, SAID POINT ALSO BEING ON THE EASTERLY RIGHT-OF-WAY FOR MEMPHIS STREET;

THENCE ALONG THE EASTERLY LINE OF SAID DENVER CONNECTION WEST FILING NO. 1 NORTH 00°05'45" WEST A DISTANCE OF 830.95 FEET TO THE POINT OF BEGINNING;

CONTAINING 700,197 SQUARE FEET OR 16.074 ACRES MORE OR LESS.

PREPARED BY: RY P. RUSK, PLS 38226

FORESIGHT WEST SURVEYING, INC.
1285 W. BYERS PL., UNIT A
DENVER, CO 80223



EXHIBIT A

A PARCEL OF LAND SITUATED IN THE NORTHEAST 1/4 OF SECTION 20, TOWNSHIP 3 SOUTH, RANGE 66 WEST OF THE SIXTH PRINCIPAL MERIDIAN, CITY AND COUNTY OF DENVER, STATE OF COLORADO, BEING MORE PARTICULARLY DESCRIBED AS FOLLOWS:

COMMENCING AT THE NORTHEAST CORNER OF SAID SECTION 20 BEING MONUMENTED BY A 3/4 INCH REBAR WITH A 3-1/4 INCH ALUMINUM CAP STAMPED "CLARK & ASSOC. INC. 1993-LS 4842 IN A RANGE BOX, WHENCE THE NORTH ONE-QUARTER CORNER OF SAID SECTION 20 BEING MONUMENTED BY A 3/4 INCH REBAR WITH A 3-1/4 INCH ALUMINUM CAP STAMPED "1995-PLS 14592" IN A RANGE BOX BEARS SOUTH 89°54'15" WEST, SAID LINE FORMING THE BASIS OF BEARING FOR THIS DESCRIPTION;

THENCE SOUTH 89°54'15" WEST ALONG THE NORTH LINE OF SAID NORTHEAST 1/4 OF SECTION 20, A DISTANCE OF 1907.63 FEET;

THENCE PERPENDICULAR FROM SAID NORTH LINE, SOUTH 00°05'45" EAST A DISTANCE OF 83.00 FEET TO THE NORTHEAST CORNER OF DENVER CONNECTION WEST FILING NO. 1 AS RECORDED UNDER RECEPTION NO. 2016106834, SAID POINT ALSO BEING THE INTERSECTION OF THE SOUTHERLY RIGHT-OF-WAY FOR GREEN VALLEY RANCH BOULEVARD AND THE EASTERLY RIGHT-OF-WAY FOR MEMPHIS STREET, SAID POINT BEING THE TRUE POINT OF BEGINNING;

THENCE ALONG THE SOUTHERLY RIGHT-OF-WAY FOR GREEN VALLEY RANCH BOULEVARD, NORTH 89°54'15" EAST A DISTANCE OF 823.35 FEET;

THENCE DEPARTING SAID SOUTHERLY RIGHT-OF-WAY ON A NON-TANGENT CURVE TO THE LEFT, SAID CURVE BEING PARALLEL TO AND 83.00 FEET WEST OF THE EAST LINE OF THAT PARCEL OF LAND RECORDED UNDER RECEPTION NO. R-92-0059379, HAVING A RADIUS OF 8723.00 FEET, AN ARC LENGTH OF 135.45 FEET, A DELTA ANGLE OF 00° 53' 23" AND WHOSE CHORD BEARS SOUTH 00° 39' 11" WEST A DISTANCE OF 135.45 FEET;

THENCE SOUTH 00°12'30" WEST ALONG A LINE BEING PARALLEL TO AND 83.00 FEET WEST OF THE EAST LINE OF THAT PARCEL OF LAND RECORDED UNDER RECEPTION NO. R-92-0059379 A DISTANCE OF 540.27 FEET;

TEHNCE SOUTH 89°55'21" WEST A DISTANCE OF 846.82 FEET TO A POINT ON THE EASTERLY LINE OF SAID DENVER CONNECTION WEST FILING NO.1, SAID LINE ALSO BEING THE EASTERLY RIGHT-OF-WAY FOR MEMPHIS STREET;

THENCE ALONG THE SAID EASTERLY LINE OF DENVER CONNECTION WEST FILING NO.1 THE FOLLOWING FOUR (4) COURSES:

1. NORTH 00°05'45" WEST, A DISTANCE OF 553.26 FEET;
2. NORTH 12°20'41" EAST, A DISTANCE OF 60.34 FEET;
3. NORTH 00°05'45" WEST, A DISTANCE OF 48.14 FEET;
4. NORTH 44°54'15" EAST, A DISTANCE OF 21.35 FEET TO THE POINT OF BEGINNING;

CONTAINING 572,022 SQUARE FEET OR 13.132 ACRES MORE OR LESS.

PREPARED BY: RY P. RUSK, PLS 38226

FORESIGHT WEST SURVEYING, INC.
1285 W. BYERS PL., UNIT A
DENVER, CO 80223

PROOF OF OWNERSHIP

16298 GREEN VALLEY RANCH BLVD

Owner	C P BEDROCK LLC 610 W 26TH ST 910 NEW YORK , NY 10001
Schedule Number	00201-00-014-000
Legal Description	T3 R66 S20 NE/4 BEG 83FT S OF NW COR OF NE/4 E 1652.55FT CV/L 135.89FT S 1400.78FT W 1644.18FT N 1542.60FT M/L POB EXC PT TO BOLLING DR ROW & EXCPT TO DENVER CONN WEST FLG 1
Property Type	VACANT LAND, PUD
Tax District	DENV

Print Summary

Property Description			
Style:	OTHER	Building Sqr. Foot:	0
Bedrooms:		Baths Full/Half:	0/0
Effective Year Built:	0000	Basement/Finish:	0/0
Lot Size:	1,400,415	Zoned As:	PUD

Note: Valuation zoning may be different from City's new zoning code.

Current Year			
	Actual	Assessed	Exempt
Land		\$5,600	\$1,620 \$0
Improvements		\$0	\$0
Total		\$5,600	\$1,620

Prior Year			
	Actual	Assessed	Exempt
Land		\$5,600	\$1,620 \$0
Improvements		\$0	\$0
Total		\$5,600	\$1,620

Real Estates Property Taxes for current tax year

Please click on additional information below to check for any delinquencies on this property/schedule number and for tax sale information.

	Installment 1 (Feb 28 Feb 29 in Leap Years)	Installment 2 (Jun 15)	Full Payment (Due Apr 30)
Date Paid			3/12/2020
Original Tax Levy	\$58.42	\$58.41	\$116.83
Liens/Fees	\$0.00	\$0.00	\$0.00
Interest	\$0.00	\$0.00	\$0.00
Paid	\$58.42	\$58.41	\$116.83
Due	\$0.00	\$0.00	\$0.00

Additional Information

Note: If "Y" is shown below, there is a special situation pertaining to this parcel. For additional information about this, click on the name to take you to an e

Additional Assessment ⓘ	N	Prior Year Delinquency ⓘ	N
Additional Owner(s) ⓘ	N	Scheduled to be Paid by Mortgage Company ⓘ	N
Adjustments ⓘ	N	Sewer/Storm Drainage Liens ⓘ	N
Local Improvement Assessment ⓘ	N	Tax Lien Sale ⓘ	N
Maintenance District ⓘ	N	Treasurer's Deed ⓘ	N
Pending Local Improvement ⓘ	N		

Real estate property taxes paid for prior tax year: **\$134.61**

Assessed Value for the current tax year

Assessed Land	\$1,620.00	Assessed Improvements	\$0.00
Exemption	\$0.00	Total Assessed Value	\$1,620.00

STATEMENT OF AUTHORITY



2020152430

Page: 1 of 2

09/18/2020 02:43 PM
City & County of Denver
Electronically Recorded

R \$18.00

MIS

D \$0.00

STATEMENT OF AUTHORITY
(§38-30-172, C.R.S.)

1. This Statement of Authority relates to an entity¹ named
C.P. BEDROCK LLC, A DELAWARE LIMITED LIABILITY COMPANY
2. The type of entity is a:

<input type="checkbox"/> Corporation <input type="checkbox"/> Nonprofit Corporation <input checked="" type="checkbox"/> Limited Liability Company <input type="checkbox"/> General Partnership <input type="checkbox"/> Limited Partnership	<input type="checkbox"/> Registered Limited Liability Partnership <input type="checkbox"/> Registered Limited Liability Limited Partnership <input type="checkbox"/> Limited Partnership Association <input type="checkbox"/> Government or Governmental Subdivision or Agency <input type="checkbox"/> Trust
---	---
3. The entity is formed under the laws of **DELAWARE**
4. The mailing address for the entity is **610 W. 26TH STREET, SUITE 910, NEW YORK, NY 10001-1005**
5. The **X** name and **X** position of each person authorized to execute instruments conveying, encumbering or otherwise affecting title to real property on behalf of the entity is **COLEMAN P. BURKE AS MANAGER OF TICKLEY BENDER DEVELOPMENT, LLC AND CHRISTOPHER S. FLAGG, STEVEN I. HONIG AND CHRISTOPHER H. PACHIOS, EACH AS VICE-PRESIDENT OF TICKLEY BENDER DEVELOPMENT, L.L.C, a Delaware limited liability company, as MANAGER OF C.P. BEDROCK, LLC, a Delaware limited liability company**
6. The authority of the foregoing person(s) to bind the entity: **X** is not limited is limited as follows:
7. Other matters concerning the manner in which the entity deals with interests in real property: **N/A**
8. This Statement of Authority is executed on behalf of the entity pursuant to the provisions of §38-30-172, C.R.S.²
9. This Statement of Authority amends and supersedes in all respects any and all prior dated Statements of Authority executed on behalf of the entity.

Executed this **18** day of September , 2020

¹ This form should not be used unless the entity is capable of holding title to real property.
² The statement of authority must be recorded to obtain the benefits of the statute.

C.P. BEDROCK LLC, a Delaware limited liability company

By: Tickly Bender Development LLC, a Delaware limited liability company, its Manager

By: *C.P. Burke*
Name: Coleman P. Burke
Title: Manager

State of New York)
County of New York)ss

The foregoing instrument was acknowledged before me this 17 day of September, 2020 by **Coleman P. Burke**, as Manager of Tickly Bender Development LLC, a Delaware limited liability company, as Manager of C.P. Bedrock LLC, a Delaware limited liability company.

Witness my hand and official seal.

My commission expires: _____

Kathryn A. Gubista
Notary Public

WHEN RECORDED RETURN TO: **CHRISTOPHER S. FLAGG**
C.P. BEDROCK, LLC
610 W. 26TH STREET, SUITE 910
NEW YORK, NY 10001-1005

KATHRYN A. GUBISTA
Notary Public, State of New York
No. 4822443
Qualified in Nassau County 23
Commission Expires June 30, 2023

AUTHORIZATION LETTER

September 11, 2020

RE: SWC Green Valley Ranch Blvd. & Airport Way ("Property")

To Whom It May Concern:

C P Bedrock LLC ("OWNER") as owner of the above-reference Property hereby designates Galloway and Company, Inc. ("Galloway") as an authorized representative of OWNER to submit on behalf of OWNER all necessary applications as they apply to the proposed Flyway development project for the Property.

Galloway is not authorized to execute any binding documents on behalf of OWNER.

This letter confirms that the undersigned represents the sole ownership of the Property and that no other party's consent is required to represent said ownership for required development and permitting applications.

C P Bedrock LLC

By: Christopher S. Flagg

Name: CHRISTOPHER S. FLAGG

Its: VICE PRESIDENT

STATE OF New York)
COUNTY OF New York) SS.

The foregoing instrument was acknowledged before me this 15 day of September, 2020 by Christopher S. Flagg as vice president of C P Bedrock LLC.

Witness my hand and official seal.

My commission expires Notary Public, State of New York
No. 01SA6220456
Qualified in New York County
Commission Expires on April 12, 2022

Melissa Santiago
Notary Public



July 27, 2020

Eric Hiraga
Executive Director
Denver Economic Development Office (DEDO)

On behalf of Montbello 2020, we are writing in support of the proposed Flyway project at the southeast corner of Green Valley Ranch and the planned Airport Boulevard just east of Montbello and west of Pena Boulevard. As community leaders, we felt it very important you hear why many of us across the neighborhood support this project. Montbello 2020 is The Registered Neighborhood Organization. We are governed by the City Charter with no political affiliations. We are a premier, relationship driven community organization. Our mission is to Inform, Educate and Empower community around issues that affect our Quality of Living, Health, Welfare and Aging in place. Montbello values education, safety, diversity and inclusiveness.

Montbello 2020, RNO believe it's a matter of equity, equality and transparency. This project represents many of the goals included in our Neighborhood Plan which was adopted in 2019. Montbello has been advocating for decades to have a project like the Flyway come into our community. We have watched as other neighborhoods around us and across the city get investments that help them reach their goals. We support that investment in those neighborhoods, and believe it is time for that same investment to be made in ours.

What are our neighborhood goals? They include full service quality grocery store, retail, restaurant options, that include healthy food options, family style dining, places for community to gather, areas for children and seniors, walkability. Good paying jobs with benefits that support a livable wage, and provides for home ownership. Open space, financial institution Easy and Safe access to the project. For many years we have gone outside the community to shop, This project provides the opportunity for residents to live, play, shop and keep our tax dollars in the community.

Added to support of these neighborhood goals, I understand this project also seeks to include a town center concept that is likely to be home to a community meeting space, something we desperately need in Montbello. While this is not central to our support for the project it represents an added benefit and reflects the desire of the developers to listen to community needs and respond where they can.

We know this project doesn't do everything for everyone, we believe it is a solid investment for the city in a critical investment in our neighborhood. It provides basic building blocks for the ongoing success of Montbello and all its residents. I ask you to consider our neighborhood goals and support the project.

Sincerely,

Ann White Director

Montbello 2020, RNO
501 c (3)

Date: 24 July 2020

Eric Hiraga
Executive Director
Denver Economic Development Office (DEDO)

Dear Director, Hiraga,

On behalf of the Montbello Golden Age Club, I am writing in support of the proposed Flyway project at the southeast corner of Green Valley Ranch and the future Airport Boulevard just east of Montbello and west of Pena Boulevard. It is critical that you hear the community voice as you are making decisions about this project. It is also critical that you know many of us believe in this project and an investment from the city should move forward.

The Montbello Golden Age Club is a social outlet for seniors. The goal is to provide a warm and comfortable place for senior citizens to mingle and share experiences. The main hook is playing cards at the local Montbello Recreation Center twice a week. We also schedule trips for our members, and we provide vital information such as this proposal keeping them aware of public events that may impact them.

The proposed project is really a question of equity. Will the city invest in our community and help us reach our goals in the same way it has invested in other communities across the city? If the answer is yes, then you must support this project because it does move us closer to accomplishing many of our foundational neighborhood goals.

Specifically, this project accomplishes two important things. It provides high paying, good benefit jobs and puts quality grocery options in our backyard. For decades, we have been working toward these two goals because they anchor so much of our quality of life, and our ability to sustain the generations who call Montebello home.

It should also not be forgotten that many in our neighborhood would prefer their tax dollars support our neighborhood by being spent in our neighborhood. Currently, we drive many miles to shop and then see the tax dollars we pay support other communities.

The Montbello Golden Age Club supports senior members specifically. However, our membership also serves Green Valley Ranch, Gate Way, Park View and now Avion. The introduction of the Fly Way so close to our neighborhood would be a major weapon in fighting the food desert we have suffered for decades. In addition, the jobs and revenue remaining in our community is an added plus to its positive image.

Montebello is a diverse, inclusive, and proud neighborhood that deserves the city support and investment. This project does not solve all our challenges, but it is an answer to some and allows the city to show it believes we, like many other neighborhoods across our city, have a bright future worth supporting.

Sincerely,
Lawrence Murray
Montbello Golden Age Club, VP
720-341-9953



P. O. Box 39634, Denver, CO 80239
720-620-5735

August 4, 2020

Eric Hiraga
Executive Director
Denver Office of Economic Development (DEDO)

Dear Director Hiraga,

I am writing on behalf of Montbello Walks, a grassroots total community walking initiative that partners with approximately 25 organizations to promote and support walking, biking, developing and improving pedestrian infrastructure and safe access to public transit.

In conjunction with that initiative, Montbello Walks advocates for car-free open streets where possible, especially in relationship to community events. The opportunity for a Town Center as part of the proposed Flyway project in a key Montbello location, the southeast corner of Green Valley Ranch and the future Airport Boulevard, would unquestionably be a huge asset to the community-at-large, offering walkable and bikeable amenities, aligning beautifully with our organization's goals to help secure more community spaces. It is why we support the Flyway project and hope you will join us in that support.

Two long-standing, important challenges in our community include the lack of access to fresh grocery options and the ongoing challenges in creating living wage jobs with good benefits. This project helps with both of those challenges. By allowing all of us to shop in our own backyard, you would not only help us with mobility issues that make our current food desert particularly difficult for many, you would also help us invest in our community by keeping our tax dollars with us.

We all know that jobs must pay a living wage in order to be truly meaningful. We worked hard for many years to recruit these kinds of jobs with some success. But the opportunity to literally add hundreds more would be a major victory for us.

I sincerely hope the city sees the value of this investment in our community as it has been in so many communities around us and across all of Denver. It would seem a matter of simple

fairness and equity that when a project meets so many community goals and would help with two major community challenges, that the city would ensure the project moves forward.

As part of an organization that has worked hard to better Montbello, I hope you will take seriously Montbello Walks interest in having this project move forward and find a way to support the project yourself.

Sincerely,

Pam Jiner

Pam Jiner, Director
Montebello Walks
P.O. Box 39634
Denver, CO 80239
720-620-5735



July 22, 2020

Eric Hiraga
Executive Director
Denver Economic Development Office (DEDO)

Dear Director Hiraga,

On behalf of Families Against Violent Acts, I am writing in support of the proposed Flyway project at the southeast corner of Green Valley Ranch and the planned Airport Boulevard just east of Montbello and west of Pena Boulevard. As community leaders, we felt it was very important you hear why many of us across the neighborhood support this project. MONTBELLO 2020 is a RNO that collaborates with the many organizations like Families Against Violent Acts to keep us informed when a project like the Flyway is planning to be a part of the Far North East Community that will impact us all with many great opportunities FAVA consider this project a blessing.

This is about equity. Investment in our community on this new retail community center represents many of the goals for which we have been advocating for decades. While we watch other neighborhoods around us and across the city get investments that help them reach their goals, we continue to struggle with key issues such as the need for more high paying jobs and access to high-quality grocery in our community. While we support that investment in those neighborhoods, the time is now to make the same investment in ours.

We want to be able to buy high quality groceries close to our homes and in our own city. We have been working together as a community for years trying to attract a high-quality grocery that would help more of our residents get healthy food. We also want to shop and spend our tax dollars in our neighborhood, instead of driving miles only to see those dollars support someone else's community needs by helping their tax base grow at our expense.

We need more higher-paying jobs with good benefits for our residents and families. This project would advance those efforts by providing hundreds of the types of jobs that allow people a living wage as well as necessary health care and other benefits. Job stability supports family stability. We have not appreciated for many years not having a community gathering place like our former grocery store provided. These gathering places outside of city owned facilities help foster community contact.

This project doesn't solve all of the issues facing our community, but it is a strong investment for our community. Access to food and goods impacts everyone in our community; this will help to improve that access. I ask you to consider our neighborhood goals and support the project.

Sincerely,
Dianne Cooks
Executive Director (720) 276-4611
Favafamilies@gmail.com



August 5, 2020

RE: Flyway Project

Dear Denver City Council:

Families Forward Resource Center is a full service resource center that provides family support services in areas of community health, youth development, family advocacy, and adult education. We are one of 32 family resource centers in the state of Colorado and one of four that is located in the Denver Metro area. Families Forward Resource Center serves families of Far Northeast Denver and North Aurora communities.

Because of this, I am writing in support of the proposed Flyway project at the southeast corner of Green Valley Ranch and the future Airport Boulevard near Montbello. It is important that you consider our community's voice and support us as this project moves forward.

This project meets two important community goals. The first is access to high-quality grocery items within our community. Currently, many of us drive several miles to shop in other communities for our grocery needs. Secondly, the goal of this project meets the addition of high paying jobs that offer good benefits in our community. For both of these reasons, we need this project to come to fruition. It is a real win for all of us.

The question now is, will the city of Denver invest in the Far Northeast Denver communities in the same way it has invested in so many communities across the city? I strongly hope the answer is yes. I believe our city leadership is willing to make equity investment a priority. Our ability to advance our neighborhoods and support our upcoming generations depend at least in part on our ability to receive fair investment in our goals from the city.

Montbello is home to Families Forward Resource Center and many other organizations that would benefit from this project. Nearly 18% of the residents in Aurora/Denver metro area were born outside of the United States, and a language other than English is spoken in 27% of households. The median income is \$56,258, with 49% of houses being rentals, and 14% of its residents with incomes below the federal poverty line. It is our hope that the city of Denver will lend its support and help move toward the future we seek to assist the families we serve.

Sincerely,

Chanell R. Reed

Chanell R. Reed, MPA
Executive Director

MONTBELLO OFFICE
FFRC MONTBELLO OFFICE
12000 E. 47TH AVE. #113
DENVER, CO 80239



WWW.FAMILIESFORWARDRC.ORG

GREEN VALLEY RANCH OFFICE
EVIE GARRETT DENNIS CAMPUS
4800 TELLURIDE ST. B5-162
DENVER, CO 80249



(303) 307-0718

AURORA OFFICE
ST. MARK'S LUTHERAN CHURCH
111 DEL MAR CIRCLE
AURORA, CO 80011



July 31, 2020

Eric Hiraga, Executive Director
Denver Economic Development Office
101 W Colfax Ave
Denver, CO 80202

Dear Mr. Hiraga,

I am writing this letter on behalf of the Montbello Organizing Committee (MOC), an organization with which you have great familiarity. MOC's work is to develop leadership among the residents of Montbello and to advocate for our 36,000 residents and businesses around issues of individual and neighborhood health, wealth and well-being. To that end, MOC is stating its support of the Flyway project as it is currently proposed.

The Flyway project's adjacency to the neighborhood provides opportunity for nearby employment for Montbello residents and additional access to grocery items – two of MOC's highest priorities. In keeping with MOC's philosophy of all new development benefitting the community first, we strongly encourage Flyway's development team to continue to engage with the adjoining neighborhood representatives and follow Councilwoman Robin Kniech's lead regarding having Community Benefit Agreements in place prior to receiving City permits.

As we all know, the Greater Montbello Neighborhood has suffered from a historic lack of ongoing support from the City and County of Denver. In recent months we have begun to see a measured turn toward public sector investment. Your department in particular, Mr. Hiraga, has taken the lead in supporting a move toward neighborhood equity for Greater Montbello. The Flyway development could be another step toward the investment this community demands and deserves.

We hope that you will consider our suggestions and support for this project.

A handwritten signature in black ink that reads "Donna M. Garnett".

Donna Garnett
Executive Director
Montbello Organizing Committee
FreshLo Initiative Project Director
12000 East 47th Ave Ste 110
Denver, Colorado 80239
720-810-5475



June 9, 2021

Denver Planning Board Members:

On behalf of Montbello 2020, we are writing in support of the proposed Flyway project at the southeast corner of Green Valley Ranch and the planned Airport Boulevard just east of Montbello and west of Pena Boulevard. As a community leader, I feel it very important you hear why many of us across the neighborhood support this project. Montbello 2020 is The Registered Neighborhood Organization. We are governed by the City Charter with no political affiliations. We are a premier, relationship driven community organization. Our mission is to Inform, Educate and Empower community around issues that affect our Quality of Living, Health, Welfare and Aging in place. Montbello 2020 values education, safety, diversity and inclusiveness.

Montbello 2020, RNO believe it's a matter of equity, equality and transparency. This project represents many of the goals included in our Neighborhood Plan which was adopted in 2019. Montbello has been advocating for decades for a project like the Flyway which will address our food desert issue. . We have watched as other neighborhoods around us and across the city get investments that help them reach their goals. We support that investment in those neighborhoods, and believe it is time for that same investment to be made in ours.

What are our neighborhood goals? They include full service quality grocery store, retail, restaurant options, that include healthy food options, family style dining, including COVID sensitive convenience options. Places for community to gather, areas for children and seniors, walkability. New bike trails that connect to the City's larger trail system. Good paying jobs with benefits that support a livable wage, provides for home ownership, electrical vehicle charging stations which will help the environment. Open space, financial institution Easy and Safe access to the project. For many years we have gone outside the community to shop, This project provides the opportunity for residents to live, play, shop and keep our tax dollars in the community.

Added to support of these neighborhood goals, I understand this project also seeks to include a town center concept that is likely to be home to a community meeting space, something we desperately need in Montbello. While this is not central to our support for the project it represents an added benefit and reflects the desire of the developers to listen to community needs and respond where they can.

We know this project doesn't do everything for everyone, however we believe it is a solid investment for the city in a critical investment in our neighborhood. It provides basic building blocks for the ongoing success of Montbello and all its residents. I ask you to consider our neighborhood goals and support the project.

Sincerely,

Ann White, Board President & Chair

Montbello 2020, RNO

501 c (3)



P. O. Box 39634, Denver, CO 80239
720-620-5735

June 10, 2021

Dear Planning Board Members,

On behalf of Montbello Walks, a grassroots community organization, I am writing to express our support for the Flyway project which is under your consideration for a rezoning of the property located at the southeast corner of Green Valley Ranch Blvd. and the future Airport Boulevard. Montbello Walks partners with approximately 25 organizations focusing on and promoting walking, biking, improved pedestrian infrastructure and safe access to public transportation.

As part of the Flyway proposal, the Town Center component of the project would be a huge asset to our community as it would offer those kinds of walkable and bikeable amenities along with retail services. In addition the open space envisioned at the Town Center would add a badly needed gathering place for both Montbello and Green Valley residents.

Two long standing challenges in our community have been the lack of a full service grocery store as well as good job opportunities. With the recommendation from the Planning Board to City Council for approval of this rezoning real headway would be made on both the “food desert” that presently exists as well as expanding the opportunity for providing a living wage for many new jobs.

Montbello Walks has worked hard to improve the Montbello community and we see the Flyway project as another positive step in continuing that improvement. Please support the rezoning of this property to make the Flyway and all the good things it will bring to our community possible.

Sincerely,

Pam Jiner

Pam Jiner, Director
Montebello Walks

P.O. Box 39634
Denver, CO 80239
720-620-5735

Date: 4 June 2021

To the Denver Planning Board Members,

On behalf of the Montbello Golden Age Club, I am writing in support of the proposed Flyway project at the southeast corner of Green Valley Ranch Blvd and the future Airport Boulevard just east of Montbello and west of Pena Boulevard. It is critical that you hear the community's voice as you are making decisions about changing the zoning to allow this project to move forward. It is also critical that you know many of us believe this is essential for the healthy growth and prosperity of our community and is a critical goal of the Far Northeast Area Plan.

The Montbello Golden Age Club is a social outlet for seniors. The goal is to provide a warm and comfortable place for senior citizens to mingle and share experiences. The main hook is playing cards at the local Montbello Recreation Center twice a week. We also schedule trips for our members, and we provide vital information such as this proposal keeping them aware of public events that may impact them. Some of the amenities of the proposed project, such as community space for social events and club gatherings, are an excellent impact on senior quality of life.

The proposed project is really a question of equity. Will the planning board help us reach our goals in the same way it has other communities across the city? If the answer is yes, then please allow the proposed zoning changes to take effect. This action will enhance the standard of living not only for Montbello but all the other surrounding Denver neighborhoods. Adding a major retailer, such as Costco, along with other amenities such as restaurants, other retail shops like boutiques, barber/beauty salons, as well as a Town Center designed to encourage the community to gather for outdoor/indoor events, would be a boon to this area.

Specifically, this project accomplishes two important things. It provides high paying, good benefit jobs and puts quality grocery options in our backyard. For decades, we have been working toward these two goals because they anchor so much of our quality of life, and our ability to sustain the generations who call Montebello home.

It should also not be forgotten that many in our neighborhood would prefer their tax dollars support our neighborhood by being spent in our neighborhood. Currently, we drive many miles to shop and then see the tax dollars we pay support other surrounding communities like Aurora and Commerce City. There is a realistic fear that if Denver does not make this move, our neighbor to the east and south of us will be planning and enticing companies like COSTCO itself to construct a commercial endeavor right next to us just outside the Denver City Limits. For once, I would like to see folks from Aurora and Commerce City spend their money in our neighborhood!

The Montbello Golden Age Club supports senior members specifically. However, our membership also serves Green Valley Ranch, Gateway, Park View and now Avion. The introduction of the Fly Way so close to our neighborhood, would be a major weapon in fighting the food desert our seniors we have suffered for decades. In addition, the jobs and revenue remaining in our community is an added plus to its positive image for all our neighbors.

Montebello is a diverse, inclusive, and proud neighborhood that deserves and needs this project. This endeavor does not solve all our challenges, but it is an answer to many, and it elevates our neighborhood closer to other more affluent neighborhoods in the city. Can you imagine beautiful bike trails, fine quality dining and the ability to charge electrical vehicles in this community? I suspect not only folks outside of Denver would be attracted to come here, but also the other parts of Denver may finally discover that Far Northeast Denver is not so far after all. I strongly urge the Denver Planning Board to approve the zoning change allowing the proposed FLYWAY Project to move forward!

Sincerely,
Lawrence Murray
Montbello Golden Age Club, VP
720-341-9953



June 10, 2021

Dear Denver Planning Board Members,

As Director of the organization Families Against Violence Acts (F.A.V.A), I am writing in support of the proposed rezoning for the Flyway project property located at Green Valley Ranch Road and Airport Way. The importance of this project to our Montbello community is immense.

First and foremost, we have for years needed a full-service grocery store that provides healthy food as we have long been part of a “food desert”. Now, here is an opportunity to remedy that along with the proposal to add a Town Center component which will include retail services that are also sorely lacking in our community. As it stands today the present zoning does not allow for some of these vital commercial operations, hence the need for the rezoning. In addition, open space within that Town Center will also provide another vital amenity which we presently do not have - a community gathering place – so vital to fostering community engagement.

Another long-standing challenge Montbello has faced for years is the lack of living-wage jobs with good benefits. The Flyway project will bring those good jobs, projected to number in the hundreds. Job stability supports family stability. Investment in our community on this new retail community center represents many of the goals for which we have been advocating for decades. The Flyway project brings us closer to achieving those goals, goals which are consistent with those of the recently approved Far Northeast Area Plan.

The first step to successfully address these long- standing challenges for the Montbello community starts with the rezoning of this property. We strongly urge the Denver Planning Board to send a recommendation of approval for this rezoning to the Denver City Council.

Sincerely,
Dianne Cooks
Executive Director (720) 276-4611
Favafamilies@gmail.com

From: [Rezoning - CPD](#)
To: [Adams, Libbie - CPD City Planner Associate](#)
Subject: FW: Application number 19i-00173
Date: Thursday, November 12, 2020 8:16:47 AM

From: Stroud, Kevin J <kstroud@cherrycreekschools.org>
Sent: Tuesday, November 10, 2020 10:13 PM
To: Rezoning - CPD <Rezoning@denvergov.org>
Subject: [EXTERNAL] Application number 19i-00173

Hello, I am a resident who lives in Avion at Denver connection. There is a refining proposal that is happening next to our development in which the Costco is also going to be built sometime in the near future. As a resident I am asking that the business section of the development to be locally owned and small private business, not any large scale chain restaurants and fast food restaurants. Our entire area is already overrun with many fast food chains and large scale businesses, and we currently have close to zero small, privately and locally owned business such as coffee shops, breweries, restaurants and boutique stores. As a community we are also asking that the traffic patters be kept to minimal and if possible no actual entrances or exits at all off of Memphis st to keep thru traffic out of our small neighborhood.

If I could get an email back at some point to notify me of plans I would greatly appreciate it! Thank you.

Referencing a Zone: PUD #319 to Zone: S-MX-3

Kevin Stroud
Strength and Conditioning Teacher
Health Education Teacher
Varsity Football Coach
Overland High School

From: [Rezoning - CPD](#)
To: [Adams, Libbie - CPD City Planner Associate](#)
Subject: FW: [EXTERNAL] Application 19i-00173 Application Date: 10/13/2020 From Zone: PUD #319 To Zone:S-MX-3.
Date: Thursday, November 12, 2020 8:16:13 AM

From: janderson@rmecs.com <janderson@rmecs.com>
Sent: Wednesday, November 11, 2020 2:14 PM
To: Rezoning - CPD <Rezoning@denvergov.org>
Subject: [EXTERNAL] Application 19i-00173 Application Date: 10/13/2020 From Zone: PUD #319 To Zone:S-MX-3.

I wanted to leave some feedback regarding this zoning. First and foremost, I want to say that I am in favor of it (which is good because it is happening regardless). However, I wanted to weigh in regarding the non-costco buildings. I would really like to see small businesses featured here rather than larger ones. For example, the usual fast food chains are well represented in this area.

McDonalds, Burger King 3 mins away
Wendys, there are 3 within 5 minutes
Gas Stations (with exception of Costco gas), there is one right across the street

In short, I'd like to see these go to smaller businesses or at worst local chains rather than larger ones. I think it would bring some more diversity to the area.

Thank you

Jacob Anderson

From: [Rezoning - CPD](#)
To: [Adams, Libbie - CPD City Planner Associate](#)
Subject: FW: [EXTERNAL] Comments on Rezoning in Green Valley Ranch
Date: Wednesday, November 11, 2020 7:43:16 AM

From: Jason Wu <jasonwu4@gmail.com>
Sent: Tuesday, November 10, 2020 6:30 PM
To: Rezoning - CPD <Rezoning@denvergov.org>
Subject: [EXTERNAL] Comments on Rezoning in Green Valley Ranch

Hello, these are comments in reference to the following rezoning application: **19i-00173 Application**
Date: 10/13/2020 From Zone: PUD #319 To Zone: S-MX-3.

I am a resident that lives directly adjacent to this area. I went to a proposal meeting that the developer gave in February. I am wondering what accountability the developers have to respond to any feedback from residences. There was consensus agreement to have local businesses represent the restaurant offerings at this location. However, their response was that chain restaurants would mainly fill in the space. This is, categorically, not what the residents voiced at this meeting. **We would like a commitment for the developer to bring in locally owned restaurants**, and feel like there is no accountability on the part of the developer to accommodate this request. I am also requesting a review of entrances/traffic patterns as residences had concerns about traffic at the intersection of GVR BLVD and Memphis.

Finally, exactly which city representative is charged with advocating on behalf of the residents? Please let me know whom I should contact.

Thank you so much for reading these comments. I look forward to the next public hearing.

Sincerely,

Jason S. Wu, Ph.D.
16225 E Warner Dr.
Denver, CO 800239
586-489-8869

From: [Rezoning - CPD](#)
To: [Adams, Libbie - CPD City Planner Associate](#)
Subject: FW: [EXTERNAL] Concern regarding: Application 19i-00173
Date: Friday, November 13, 2020 10:50:45 AM

From: Branden Whitfield <designbybranden@gmail.com>
Sent: Thursday, November 12, 2020 4:46 PM
To: Rezoning - CPD <Rezoning@denvergov.org>
Subject: [EXTERNAL] Concern regarding: Application 19i-00173

Hi to whom it may concern,

I am emailing today regarding the Application Date: 10/13/2020 From Zone: PUD #319 To Zone: S-MX-3.

I am concerned that the developers will obtain approval without any accountability to residents. Specifically, I am advocating for locally-owned businesses, rather than national fast food chains, to represent the bulk of the restaurant offerings. I am also requesting a review of entrances/traffic patterns as many had concerns there.

Me and fellow residents are highly concerned with the traffic this will bring and wanted to see if a study has been done and also if we can push for local business vs. bigger brands. Also we have had a rash of crime (House & car break-ins) in the area as of late and wanted to see if DPD will be involved when this area is developed to monitor things?

Thank you,

--



Planning Board Comments



Submission date: 12 June 2021, 1:12PM
Receipt number: 5
Related form version: 2

Your information

Name	Jason Wu
Address or neighborhood	16225 E Warner Drive
ZIP code	80239
Email	jasonwu4@gmail.com

Agenda item you are commenting on

Rezoning

Rezoning

Address of rezoning	Gateway - Flyway Development (Planning Board Meeting Wed June 16th 3:00pm 2021)
---------------------	---

Case number

Draft plan

Plan area or neighborhood

Proposed text amendment

Project name

Historic district application

Name of proposed historic district

Comprehensive Sign Plan

Address of comprehensive sign plan

Case number

DURA Renewal Plan

Address of renewal project

Name of project

Other

Name of project you would like to comment on

Submit your comments

Would you like to express support or opposition to the project?

Moderate opposition

Your comment:

As a resident less than one block from this development, I am sharing concerns unanimously echoed by community members during the planning meeting held February 2020. There is a strong concern about the types of business/restaurants which will be leasing or owning at the development. Specifically, community members have expressed opposition to: fast food restaurants, marijuana dispensaries, national chain restaurants that are similar to fast food.

The community hopes that the development will be make a commitment to lease to innovative, unique restaurants, especially those that are locally owned. This would benefit the community by bringing more diversity to the food options to the area, which is completely saturated with fast food.

I have been in contact with Sandra Maldonado (SMaldonado@northriverco.com) who I believe represents the property owners based in New York City, and have included Mark Goldberg (mgoldberg@goldbergprop.com) who leads the Denver-based company doing the development.

They have not responded to my most recent inquiries.

We are hoping to establish a commitment to lease to such businesses, and hope to establish this in writing through something such as a "Good Neighbor Agreement". This was recommended by city planner Libbie Adams (Libbie.Adams@denvergov.org).

We are asking that such an agreement be put in place before further approval. Otherwise, there will be no community recourse down the road once the development company obtains approval, leaving them to eschew community concerns and simply so as they please.

Thank you!

Jason S. Wu, Ph.D
Teacher - Cherokee Trail High School
jasonwu4@gmail.com
586-489-8869

If you have an additional document or image that you would like to add to your comment, you may upload it below. Files may not be larger than 5MB.

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City and County of Denver
DEPARTMENT OF ZONING ADMINISTRATION
APPLICATION FOR ZONE MAP AMENDMENT

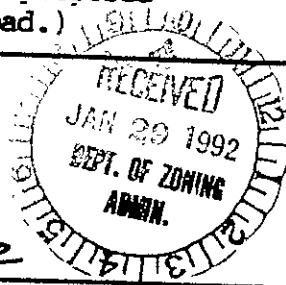
Application Number
3987

Date Submitted 9/17/91
Amended 1-23-92
Fee \$2,000.00

1. Applicant The Palmieri Co: Cyril Jones	2. Address 911 Wilshire Blvd. Los Angeles, CA 90017 1723 14th St. S 125 Boulder, CO 80302	3. Phone No. 1-213-891-9177 303-444-3230	4. Interest <input type="checkbox"/> Owner(s) <input checked="" type="checkbox"/> Agent <input type="checkbox"/> Other
5. Owners of Property or Properties (If not the Applicant) Chambers-Tower #1, Inc., and Silverado Elektra Venture, Ltd.	6. Address	7. Phone No.	

8. Location of Proposed Change
4700 Chambers Road (South of East 48th Avenue from Chambers Road to proposed Airport Boulevard to within 820 feet of Tower Road.)

9. Legal Description of Property: (If Legal Description is lengthy, please attach additional sheet.)
Lots: Block: Addition:
See Page 1a



Ord # 40792 EFF 7/2/92

10. Area of Subject Property, Sq. Ft. or Acres 430.0 Acres (18,730,800 sq.ft.)	11. Present Zone O-1, R-0, R-1, R-2, R-2-A and B-1	12. Proposed Zone PUD # 319
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13. Describe briefly the nature and expected effect of the proposed amendment. Be sure to include an explanation of the legal basis for the proposal: either (a) the error in the map as approved by city council, or (b) the changed or changing conditions making the proposed amendment necessary.

This application requests a zone amendment from O-1, R-0, R-1, R-2, R-2-A and B-1 to PUD to allow a development which is generally consistent with the adopted Gateway Concept Plan as part of Denver's Comprehensive Plan. The proposed PUD will reduce the number of residential units currently zoned for the site, adjust the location of approved uses within the property and convert portions of the central section of the property to mixed use areas adjacent to Airport Boulevard. The primary justification for the proposed PUD is the changed economic and market conditions in the Gateway area and the identified needs and desires of the Montbello and Green Valley communities. The construction of the new Denver International Airport in close proximity to the site and related Airport Boulevard improvements will change the nature and configuration of appropriate land uses on portions of the Chambers-Tower site.

14. Use and development proposed for the property to be rezoned.

The Chambers-Tower PUD is intended to result in the development of a mixed use complex which will serve as a key part of the City's Gateway area. The highest intensity of development will be located in those areas which abut the proposed Airport Boulevard. Uses in these areas will include hotels, support retail, offices, research facilities, and multi-family residential. Uses in the eastern and western portions of Chambers-Tower PUD will consist of single and multi-family residential and public facilities. The Development Agreement which will be an exhibit to this PUD application shall be approved as to form by City staff and reviewed for recommendations made by the Denver Planning Board prior to final consideration of this PUD by City Council.

15. Exhibits Submitted, Number and Kind Existing Conditions Map, District Plan Map, (Written Attachments and Exhibits)	16. Applicant's Signature
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CHAMBERS--TOWER APPLICATION FOR ZONE MAP AMENDMENTTable of Contents

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CHAMBERS-TOWER PUD ZONE DISTRICT PLAN

14. (Continued)

Section A. Purpose, Scope and Description

(1) Purpose and Scope

This ordinance is enacted to provide for and encourage the innovative development of the area commonly known as the Chambers-Tower PUD Zone District in Denver's Gateway area in accordance with the guidelines of the Gateway Concept Plan and the Comprehensive Plan of Denver. The provisions of this ordinance shall establish, define, and limit the use of land, and the facilities and structures located in the Chambers-Tower PUD.

(2) Description

This district is intended to promote and encourage a diversity of land uses having urban character and integrating the district's strategic geographic location and setting, amenities of view, transportation linkages and open space. A variety of land uses will be permitted in order to facilitate new development, and to complement development in the Gateway area, thereby promoting the public safety, convenience, health, general welfare and the comprehensive plan. New residential and mixed use development and open space is encouraged. Regulatory flexibility is provided to facilitate development responsive to current and future market conditions, and to encourage creativity in the development of the Chambers-Tower PUD.

Section B. Chambers-Tower Boundaries and Superblocks

Chambers-Tower consists of the territory described and shown on the District Plan map attached hereto (Page 9). Chambers-Tower has been divided into superblocks as shown on the District Plan map and described in Section 3.

Where a superblock is contiguous to an existing or proposed street right-of-way, the boundary shall be the center line of that street right-of-way. Where a superblock is contiguous to another superblock, the boundary shall generally be as shown on the Chambers-Tower district plan. Superblock boundaries shall be formally established at the time of platting. Minor modifications to boundary alignments may be permitted to conform with the engineering requirements of the platting process of the boundary streets. If a general development plan process for the Gateway area is adopted by the City Council such minor modifications may be considered as part of that process.

Minor modifications shall include those boundary changes which increase or decrease the size of a superblock by ten (10) percent or less, but such modifications may not add or remove any land from the Chambers-Tower PUD. All other boundary changes shall be classified as major modifications. Major modifications to such boundaries will require the approval by City Council of an amendment to the Chambers-Tower PUD zone district.

Section C. Description of Chambers-Tower Superblocks

Superblock A

This 19.7 acre Superblock is located in the northwest corner of the property with Chambers Road serving as its western boundary, 48th Avenue its northern boundary and Superblock B its eastern and southern boundary. Development will be restricted to open space and storm drainage uses. Block A shall be sized and configured to accommodate the storm water detention pond identified as part of the Irondale Gulch Storm Water Master Plan. The size and/or configuration of Superblock A may be changed to fit the detention pond without officially amending this PUD and plan. If the acreage required to accommodate the detention pond is less than 19.7 acres, an amendment to this PUD may be requested.

Superblock B

This 35.0 acre Superblock is located in the western portion of the property with 48th Avenue serving as its northern boundary, proposed Kittredge Street its eastern boundary, proposed Bolling Drive and Superblock C its southern boundary and Chambers Road its western boundary.

Superblock C *

This 10.0 acre Superblock is located in the western portion of the property with proposed Kittredge Street serving as its eastern boundary, proposed Bolling Drive its southern boundary, and Superblock B its western and northern boundary. Development will be restricted to park and landscaped open space uses and conveyance of storm water.

Superblock D

This 8.6 acre Superblock is located in the southwest corner of the property with Chambers Road serving as its western boundary and proposed Bolling Drive as its northern boundary, and the boundary of the property as its southern boundary.

Superblock E

This 34.0 acre Superblock is located in the west central portion of the property with proposed 48th Avenue serving as its northern boundary, proposed Memphis Street as its eastern boundary, proposed Bolling Drive as its southern boundary and proposed Kittredge as its western boundary.

Superblock F

This 31.5 acre Superblock is located in the west central portion of the property with proposed 48th Avenue serving as its northern boundary, proposed Airport Boulevard serving as its eastern boundary, proposed Bolling Drive as its southern boundary and proposed Memphis Street as its western boundary.

Superblock G

This 74.1 acre Superblock is located in the central part of the property and consists of proposed right-of-way for Airport Boulevard.

*To be dedicated to the City of Denver as park/open space. Storm drainage conveyance facilities in public parks shall be subject to review and approval by the Department of Parks and Recreation.

Superblock H

This 46.0 acre Superblock is located in the east central part of the property with proposed 48th Avenue serving as its northern boundary, proposed Telluride Street as its eastern boundary, proposed 45th Avenue as its southern boundary and proposed Airport Boulevard as its western boundary.

Superblock I

This 16.0 acre Superblock is located in the east central part of the property with proposed 45th Avenue serving as its northern boundary, proposed Telluride as its eastern boundary, and the property boundary as its southern and western boundary.

Superblock J *

This 5.7 acre Superblock consists of the 80 foot wide Highline Canal lateral.

Superblock K

This 31.5 acre Superblock is located in the northeastern part of the property with proposed 48th Avenue serving as its northern boundary, the property boundary as its eastern boundary, Superblocks L and N as its southern boundary and proposed Telluride as its western boundary.

Superblock L *

This 15.0 acre Superblock is located in the east central part of the property with Superblocks M and N serving as its eastern boundary, Superblock M and proposed 45th Avenue as its southern boundary, proposed Telluride Street and Superblock J as its western boundary and Superblock K as its northern boundary. Development will be restricted to park and landscaped open space uses and conveyance of storm water.

Superblock M

This 12.0 acre Superblock is located in the east central part of the property with Superblock N serving as its eastern boundary, proposed 45th Avenue as its southern boundary, Superblock L as its western and northern boundary. Development will be restricted to public school and park uses.

Superblock N

This 20.6 acre Superblock is located on the eastern edge of the property with proposed 45th Avenue serving as its southern boundary, Superblocks L and M as its western boundary, Superblock K as its northern boundary and the boundary of the property as its eastern boundary.

Superblock O

This 32.9 acre Superblock is located in the southeast corner of the property with proposed 45th Avenue serving as its northern boundary, the boundary of the property as its eastern and southern boundary, and Superblock J as its western boundary.

* To be dedicated to the City of Denver as park/open space. Storm drainage conveyance uses in public parks shall be subject to review and approval by the Department of Parks and Recreation.

Balance of Acreage

The remainder of the property - 37.4 acres - consists of planned street rights-of-way. This is in addition to Superblock G, the planned right-of-way for Airport Boulevard.

Section D. Park Land Dedication

Thirty and seven tenths (30.7) acres shall be dedicated for park and trail purposes in superblocks C, J and L. Upon actual development of this PUD, the total park land dedication shall be based upon the total acreage required by the following park land standards:

Park Land Standards

The Park Land requirement within the Gateway area is 8 acres per 1,000 estimated residents plus 2% of the area in Superblocks F, H and I not used for residential purposes. The estimated population is calculated based on the following assumptions.

<u>Type of Dwelling Unit</u>	<u>Population Generated per dwelling unit</u>
Single family up to 6 du/acre	3.0
Multi-family up to 15 du/acre	2.5
Multi-family above 15 du/acre	2.0

If maximum allowed residential units were constructed within this PUD, it is estimated that -- in addition to the 30.7 acres in Superblocks C, J and L -- an additional 14.3 acres of park land would be required under the above formulas. The actual deficit, if any, will be calculated at the time the various single unit dwelling Superblocks are platted or site plans are approved for multiple unit dwelling or non-residential projects. For purposes of calculating any actual deficits only, the current park land dedications have been credited to the various Superblocks as set forth below:

<u>Superblock</u>	<u>Credit Towards Park and Trail Lands</u>
Superblock B	3.37 acres
Superblock D	.82 "
Superblock E	6.81 "
Superblock K	6.30 "
Superblock N	1.98 "
Superblock O	6.60 "
Superblocks F, H, I	4.82 "
Total	30.70 acres

If the park land requirement calculated at the time of final plat or final site plan approval for the entire Superblock is lower than the amounts in the right hand column above, the owner of the land included in such plat shall be given a credit for such excess acreage which may be traded, exchanged, sold to the landowners within this PUD or used to offset park improvement fees, if any. If the park land requirement at the time of final plat or final site plan approval for the entire Superblock is higher than the amounts in the right hand column above, the owner of the land included in such plat or site plan shall be required to either (1) make a payment to the City equal to the fair market value of the acreage deficit, or (2) provide evidence of an outstanding park land credit for another Superblock and its right to use that credit, or (3) dedicate additional park land, or (4) some combination of the three. Any payments made to the City for park land deficits shall be used to acquire or improve portions of the park and trail system in the Gateway area that benefits the Chambers-Tower property.

Section E. School Land Dedication

Twelve (12) acres have been set aside as superblock M and will be dedicated for school purposes. Upon actual development of this PUD, the total school dedication requirement shall be based upon the total acreage required by the table below.

<u>Students Generated</u>	<u>Elementary School</u>	<u>Middle School</u>	<u>High School</u>
Single Family	.6	.2	.2
Multi-Family			
1-2 Bedroom	.1	.035	.03
3 Bedroom	.15	.065	.05
4 Bedroom	.2	.095	.07
<u>School Size Standards</u>	650 students	1200 students	2000 students
<u>School Site Standards</u>	10 acres	15 acres	40 acres

If the final development under this PUD results in a dedication requirement greater than 12 acres, the City and the landowner shall mutually decide whether the additional requirement shall be met through dedication of additional land or through cash payment of the fair market value of such lands. If the final development results in a dedication requirement less than 12 acres, the landowners shall be given credit for such excess amount based on the fair market value of the land. This credit for the extra acreage may be used to offset a portion of any outstanding park land dedication and/or improvement requirement.

P.U.D. at Approximately 4700 Chambers Road
Address

1. Schedule
 - a. Date of pre-application conference 8-20-91
 - b. Submittal date of preliminary application 8-20-91
 - c. Submittal date of completed application 9-20-91
 - d. Planning Board or Planning Office hearing date 11-13-91

Applicant requests a Planning Office hearing instead of the standard Planning Board hearing yes [] no [X].

Applicant has met with and discussed PUD proposal with neighborhood association(s) yes [X] no [] and affected adjacent residents yes [X] no []. (See attached meeting log.)

2. a. Maximum gross floor area * for each proposed use. Explain or define the uses. Terms like "retail" or "light industrial" must be defined in detail. To do this the applicant should refer to the various uses listed under specific zone districts in the Zoning Code, and should choose a title which accurately describes the proposed use.

<u>residential</u>	(*)	<u>2,230,800</u>	sq ft maximum
use			
<u>non-residential</u>	(*)	<u>3,156,500</u>	sq ft maximum
use			
<u>residential or non-residential</u>	(*)	<u>320,100</u>	sq ft maximum
use			
TOTAL F.A.R. 0.305:1		TOTAL <u>5,706,400</u>	SQ FT MAXIMUM
(Floor Area Ratio, gross floor area divided by site area)			

For residential uses
 Maximum number of dwelling units: 2,150
 Density (ratio of dwelling units per acre): 7.9 units/acre
 For non-residential uses F.A.R. = 0.5:1 plus bonuses (*)

*Note: Gross floor area does not include the floor area of parking garages or basement areas used for storage or utilities. The Zoning Code definition of gross floor area shall be used in determining floor areas in this project.

Note: The use of the terms "Article" or "Section" refer to portions of the Revised Municipal Code of the City and County of Denver.

(*) See Page 2a thru 2k

2b. Uses by Right and Uses by Special Review

- (1) General. Each Superblock in the Chambers-Tower PUD has been assigned uses by right and uses by special review from the use matrix (Table #1) established by this section. Uses by temporary permit and accessory uses are allowed throughout Chambers-Tower as provided in subsections 2.w. and 2.x. set forth on Page 7a of this application.
- (2) Uses by right and uses by special review. No land shall be used or occupied and no structure shall be erected, altered, used or occupied except for either one or more of the uses by right or uses by special review set forth on the following use matrix (Table #1); provided, however, that a use by right or a use by special review may be accompanied by lawful accessory uses and/or one or more of the uses by temporary permit set forth in this application.
- (a) Uses by right. A use designated as a use by right in any given Superblock of this PUD is allowed and shall be permitted to be developed subject to PUD site plan approval. Such uses must comply with all the requirements of the Chambers-Tower PUD.
- (b) Uses by special review. A use designated as a use by special review in any given Superblock within the Chambers-Tower PUD is characterized as being generally compatible with the basic use classifications of that Superblock; however, individual review and approval is desired to allow consideration of certain matters which its proposed location may present.
- During the interim period between when this PUD is approved and when a use by special review process for the Gateway area has been adopted by the City Council, uses by special review shall be processed in accordance with the procedure established in Section 59-277 eee.5 with review by the Planning Office, which shall include being subject to P.U.D. site plan review and approval. During this interim period the following criteria shall be used in the evaluation of requests for uses by special review:
- the use will not adversely affect the appropriate use of adjacent properties
 - the use will be reasonably compatible with the surrounding neighborhood
 - the use will be generally in accord with the adopted Gateway Concept Plan
 - the use will not be injurious to the neighborhood or otherwise detrimental to the public welfare
- (c) Residential uses shall be defined as the uses by right and uses by special review allowed in Superblocks B, D, E, K, N, and O as identified on Table #1.
- (d) Non-residential uses shall be defined as the predominant uses by right and uses by special review allowed in Superblocks F, H, and I as identified on Table #1.

Table #1

Uses by Right and Use by Special Review - Chambers-Tower PUD

	Superblock															
	A	B	C	D	E	F	G	H	I	J	K	L	M	N	O	
Assembly, Light Manufacturing									X							
Automobile Gasoline Filling Station						SR		SR								
Child Care/Elder Care Facilities		SR		SR	X	X		SR								
Church		X		X	X	X		X	X		X			SR	X	
Clinic, Medical/Dental					SR	X		X	X		X			X	X	
Club, Lodge, Community Center, Senior Ctr					SR	X		X	X		SR				SR	
Conference Center						X		X	X		SR				SR	
Eating Place/Restaurant						X		X	X							
Eating Place-Drive up/Drive Thru						SR		SR								
Educational Institution						X		X	X							
Elementary/Middle School								X	X							
Entertainment/Indoor													X			
Entertainment/Outdoor						X		X	X						SR	
Equestrian Facility						SR		SR	SR						SR	
Gallery, Museum											SR				SR	
Group Home						X		X	X							
Hospital					SR	SR		SR	SR		SR				SR	
Hotel						SR		SR	SR							
Nursing Home						X		X	X							
Office					SR	SR		SR	SR		SR					
Office/Research						X		X	X						SR	
Office/Storage Distribution						X		X	X						SR	
Parking of Vehicles									X							
Professional and Personal Services						SR		SR								
" " " -Drive Up/Thru Facilities						X		X	X							
Professional Studio						SR		SR	SR							
Public Facility		SR	SR	SR	SR	SR	X	X	X		SR				SR	
Repair, Rental and Servicing						SR	X	SR	SR	SR	SR	SR	SR	SR	SR	
Research/Development, Technological Services						SR		SR	SR						SR	
Residential Dwelling						X		X	SR						SR	
- Single Unit Dwelling		X		X	X											
- Multiple Unit Dwelling					X	SR		SR	SR		SR			X	X	
Residence for the elderly and self-care elderly home											X				X	
Retail, Not Enclosed		SR		SR	X	SR		SR	SR		X			SR	X	
Retail, Support									SR							
Special Trade Contractor						X		X	X							

X = Allowed use by right
 SR = Allowed use by special review

USES BY RIGHT AND USES BY SPECIAL REVIEW (Definitions)

The following uses, as defined per Section 59-2, or herein, shall be permitted in the Superblocks noted:

ALLOWED IN FOLLOWING SUPERBLOCKS AS:
Use by Right Use by Special Review

Assembly, Light Manufacturing. As defined in the Gateway Zoning Ordinance. (This use shall not be permitted on zone lots directly abutting Airport Boulevard.)

I

Automobile gasoline filling station. (This use shall not front onto Airport Boulevard frontage roads or right-of-way).

--

F, H

Child Care/Elder Care Facilities. A non-residential care and education facility for five (5) or more children up to 12 years of age, or for adults 65 years of age and older, outside of the primary residence of the child or adult, may also be termed Day-Care School, Day-Camp or Elder-Care.

E, F, H, I, K, O

B, D, N

Church.

Clinic, dental or medical.

B, D, E, F, H, I,
K, N, O

--

Club, lodge, community center and/or senior center.

F, H, I

E, K, O

Conference Center. A facility which provides meeting halls, trade centers, merchandise marts, or convention centers for training and other gatherings of large numbers of people for similar functions; may be developed separately or in combination with another permitted use.

F, H, I

E, K, O

Eating Place/Restaurant.

F, H, I

--

Eating Place/Restaurant - Drive Up/Drive Thru.

F, H, I

--

Educational Institution. A building or site used for public, parochial, or private schools; colleges and universities; professional schools; and special schools for the blind, handicapped, etc.

--

F, H

F, H, I

--

Elementary/Middle School

M

--

Entertainment, indoor. A facility which provides indoor amusement and entertainment activities for the payment of a fee or an admission charge including theaters, studio theaters, bowling alleys, dance halls, music and meeting halls, ice rinks, swimming pools, tennis clubs and other similar uses; but excluding adult amusement or entertainment facilities.

F, H, I

O

Entertainment, outdoor. A facility which provides outdoor amusement or entertainment activities for the payment of a fee or an admission charge, including ice rinks, swimming pools, tennis clubs, miniature golf, music concerts, driving ranges and other similar uses; but excluding adult amusement or entertainment facilities.

--

F, H, I, O

ALLOWED IN FOLLOWING SUPERBLOCKS AS:

<u>Use by Right</u>	<u>Use by Special Review</u>
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Equestrian Facility. A structure and/or site used in the sheltering, boarding, leasing and/or riding of horses; may not be located on a single unit dwelling lot.

--	K, O
----	------

Gallery, Museum. A public or private facility, including an aquarium, which is operated as a repository or a collection of historical, natural, scientific or literary curiosities or objects of interest or works of art; may include the sale of related articles and services with such sales area limited to no more than 10% of the gross floor area.

F, H, I	--
---------	----

Group home.

Hospital.

--	E, F, H, I, K, O
----	------------------

Hotel. (Hotels in Superblock I shall only be permitted adjacent to a business green.)

--	F, H, I
----	---------

Nursing home.

F, H, I	--
---------	----

Office. A building which includes a room or series of rooms in which the affairs of a business or professional person, or branch of government, are performed. Chattels or goods, wares or merchandise may be displayed, exchanged or sold. A laboratory shall be permitted as an accessory use, however, the gross floor area utilized by such laboratory shall not exceed fifteen (15) per cent of the gross floor area of the office to which it is accessory.

--	E, F, H, I, K, O
----	------------------

F, H, I	O
---------	---

Office/Research. A single facility which contains both (a) an office use occupying at least ten (10) percent of the gross floor area and (b) a research, development, and technological services use. Production and sales facilities may occupy no more than thirty-three percent (33%) of gross floor area.

F, H, I	--
---------	----

Office/Storage and Distribution. A single facility which contains both (a) an office occupying at least ten (10) percent of the gross floor area and (b) a warehouse use. Such uses shall not be permitted on zone lots directly abutting Airport Boulevard.

I	--
---	----

Parking of Vehicles.

--	F, H,
----	-------

Professional and Personal Services. A business establishment including, but not limited to, barber shop, beauty shop, medical clinic, cleaner, bank, copy center, travel agent, health club and other similar services; excluding adult amusement or entertainment.

F, H, I	--
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Professional and Personal Services - Drive In/Thru Facilities

--	F, H, I
----	---------

ALLOWED IN FOLLOWING SUPERBLOCKS AS:

Professional Studio.

Public Facility. Those facilities which provide services to the public, including but not limited to utilities, storm water detention and drainage, fire station, police station, library, school, transit station, heliport, stadium, arena, or recreational center, need not be enclosed (excluding streets and other public right-of-way improvements).

Repair, Rental and Servicing. An establishment for the repair, rental and servicing of articles, the sale of which is permitted in the B-3 zone district (Section 59-307) except the following uses shall not be permitted:

- automobile repair garage except as accessory to automobile filling stations
- automobile laundry except as accessory to automobile filling stations
- boat repair

Research/Development; Technological Services. A research and development facility, training facility, production studio, laboratory, display/showroom/sales facility, or other similar use which typically has a high ratio of square feet of floor area per employee, or a facility for the servicing of technological equipment and/or office machinery, such as computers, copying machines and word processing equipment. The use must have a significant office component associated with the non-office activities. Production studios shall be limited to research production; sales facilities shall be limited to non-retail sales, and the combination of research production activities and sales activities shall not occupy more than fifty percent of the gross floor area of the structure. Each use may include space for storage of parts and supplies. Research/development technological services shall be required to follow the procedures of section 59-410 (Conditional review: Environmental and External Effects) and be approved by the reviewing agencies prior to the issuance of a use permit.

Residential - Single Unit Dwelling.

Residential - Multiple Unit Dwelling.

Residence for the elderly and self-care elderly home.

Use by Right
F, H, I

Use by Special Review
E, K, O

G

A, B, C, D, E, F, H,
I, J, K, L, M, N, O

--

F, H, I, O

F, H

I, O

B, D, E, N, O

K

E, K, O

F, H, I

E, K, O

B, D, F, H, I, N

ALLOWED IN FOLLOWING SUPERBLOCKS AS:

Retail, Not Enclosed. An establishment for the retail sale of goods traditionally displayed outdoors, including automobiles, boats, motorcycles, recreational vehicles, plants and garden materials.

Use by Right

Use by Special Review

--

I

Retail, Support. An establishment for the retail sale of goods customarily related to and incidental to those non-retail uses by right and uses by special review located in the same structure or in another similar structure located within 500 feet, provided however, that: (A) such establishments may only be located on the ground floor of a multi-story structure whose primary use is not a retail use, (B) no individual support retail establishment may occupy more than 5,000 square feet of gross floor area unless approved as a use by special review, and (C) that the total of all support retail establishments in a structure may not occupy more than (i) twenty-five per cent of the gross floor area of the structure or (ii) the entire ground floor of the structure, whichever is smaller. No outdoor storage will be allowed.

F, H, I

--

Prohibited retail support uses:

- sale of automobiles, automobile trailers, house trailers, recreation vehicles and/or trucks
- book store, adult
- department store
- drive-up facilities for any retail use (except as use by special review)
- eating place with adult amusement
- food locker plant
- furniture store, household
- grocery store
- home building materials store
- household appliance store
- L.P. gas
- Photo studio, adult
- radio and television store and repair shop
- sale of motorcycles
- sale of monuments
- sale of package coal or wood for household use
- sexually oriented commercial enterprise
- sporting goods store
- commercial storage of vehicles
- tattoo studio
- theater, adult
- veterinarian with outside kennels

Permitted retail support uses:

- apothecary
- blueprinting
- book store (when inventory is related and incidental to the non-retail uses of the structure)

ALLOWED IN FOLLOWING SUPERBLOCKS AS:

Use by Right

Use by Special Review

- business machine store
- candy, nut and confectionery store
- collection and distribution station for:
 - altering, pressing, repair of apparel
 - laundry and dry cleaning
 - shoe repair
- computer data processing center
- delicatessen
- library or reading room
- newsstand
- office supply store
- photo processing
- photostating
- printing
- stationery store
- variety store
- tobacco store
- any other retail use or service similar to the above, not listed elsewhere

Special Trade Contractor. A contractor specializing in one or more of the trades of which the following are examples: plumbing; heating; refrigeration and air conditioning; painting; paper hanging and decorating; wiring and electrical work; glass and glazing work; damp proofing; fire proofing; tile, linoleum, floor laying and other floor work; insulation and acoustical work; carpentry and cabinet-making; masonry and stone work; ornamental iron work. Asbestos, well drilling and excavating contractors shall not be permitted. Trucks having a manufacturer's capacity of more than two (2) tons shall not remain on the premises except as necessary to load and discharge contents.

I

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(3) Development Review Process

The review and approval of development within the Chambers-Tower PUD shall be in accordance with the PUD process until a development review process for the entire Gateway Area has been adopted by the City Council at which time the adopted Gateway process shall be incorporated into the Chambers-Tower development review process. The Denver Department of Parks and Recreation and the Denver Public Schools shall be encouraged to submit any and all plans for development within the Chambers-Tower PUD through the development review process, and the Gateway review process, when adopted.

Any development of property within the Chambers-Tower PUD shall be compatible with Gateway development standards and guidelines adopted by the City Council or the Planning Board which may include, but not be limited to, the subjects listed below and which are uniformly applied to other areas of the Gateway with the same use area designations on the Gateway Concept Plan.

<u>Landscaping</u>	<u>Fences and Walls</u>	<u>Rooftops</u>
<u>Streets and Circulation</u>	<u>Sign Program</u>	<u>Awnings</u>
<u>Public Art</u>	<u>Utility and Service Areas</u>	<u>Urban Design</u>
<u>Lighting</u>	<u>Setbacks</u>	<u>Accessory Structures</u>
	<u>Environmental Protection</u>	

In the event that the City has not adopted any Gateway area wide standards and guidelines regarding such matters by the date of formal filing for individual site plans within the Chambers-Tower PUD, then such plans shall be reviewed according to the standards and guidelines in this PUD, the Gateway Concept Plan, and the City's zoning ordinance. Any site plans filed before adoption of the Gateway development standards and guidelines by City Council shall address general development intent for the remainder of the superblock in which it is located or a 40 acre area which includes and surrounds the subject parcel of the site plan, whichever is less.

(4) Density in Mixed Use Superblocks(a) Base Maximum Density/F.A.R.

The base maximum density for non-residential development in Superblocks F, H, and I shall be 0.5:1 F.A.R. This density may be increased up to a 0.75:1 F.A.R. under the bonus provision in (c)1 below; and for portions of superblocks F and H the density may be further increased up to a 1.0:1 F.A.R. under the provisions of (c)2 below.

Superblock	Net Land Area (excluding streets abutting superblock- acres)	Base Maximum Total Gross Floor Area of Buildings (square feet)
F	31.5	686,070
H	46.0	1,001,880
I	16.0	348,480
Total	<u>93.5</u>	<u>2,036,430</u>

(b) Minimum Density/F.A.R.

The minimum density of zone lots containing structures in Superblocks F, H, and I shall be a .075:1 F.A.R.

(c) Floor Area Bonuses1. Superblocks F, H, and I

In addition to the base maximum building gross floor area permitted under subsection (4)(a) above, a bonus of additional building floor area of 0.25:1 for a total F.A.R. of 0.75:1 may be constructed on a zone lot in the mixed use Superblocks F, H, and I. Floor area bonuses will be based upon standards and criteria adopted as part of the Gateway zoning. Once adopted, such FAR bonus standards and criteria shall be deemed to be a part of this P.U.D.

2. Portions of Superblocks F and H

In addition to the base maximum gross floor area permitted under subsection (4)(a) above and the bonuses permitted under subsection (4)(c)1, a bonus of additional floor area up to 0.25:1 may be constructed on a zone lot in the east half of Superblock F and the west half of Superblock H if parking is provided within a structure. More specifically, a floor area bonus of 0.25:1 as related to the permitted gross floor area shall be granted if at least 80 percent of the required parking spaces for all uses on that zone lot are located within or upon a parking structure and a minimum of 33 percent of said parking spaces are screened, sheltered and/or are not visible from the adjoining public right-of-way.

3. Process

The bonuses identified in 1 and 2 above shall be granted as part of the site plan approval process after a determination has been made that the proposed amenity is in keeping with community objectives and the terms and conditions of this P.U.D. At that time maintenance and enforcement requirements for the bonus areas shall be agreed upon and included as part of the approved site plan.

(5) Residential Development

The maximum residential development shall be as follows:

Superblock	Acreage	Allowed Numbers of Dwelling Units	Dwelling Units/Acre/Superblock
B	35.0	210	6
D	8.6	51	6
E	34.0	510	15
K	31.5	472	15
N	20.6	123	6
O	32.9	493	15
Total	162.6 acres	1,859	

In addition a total of 291 dwelling units shall also be allowed in Superblocks F, H, and I at a maximum density of 30 dwelling units per acre. The building square footage of such residential development shall be considered as part of the allowed F.A.R. described in subsection (4) above.

(6) Size and Maximum Number of Dwelling Units

At buildout at least 50% of the dwelling units shall have two or more bedrooms. The maximum number of dwelling units within this PUD shall not exceed 2,150.

(7) Minimum Zone Lot Area

The minimum zone lot areas shall be as follows:

single unit dwellings	- 6,000 square feet but may be reduced to 4,500 square feet upon review and approval of the site plan
duplex	- 9,000 square feet
triplex	- 12,000 square feet
other multiple unit projects	- 18,000 square feet
all non-residential uses	- 21,780 sq.ft.

Requests for waiving these minimum zone lot areas may be made as part of the site plan review and approval process. The following criteria shall be used in the evaluation of such requests:

- general compatibility with adopted Gateway area development standards and guidelines
- suitability for reasonable development

(8) Transfer of Building Density

(a) Purpose of procedure

Pursuant to the procedure established within this PUD (Subsection 2.a.(9) below) building density may be transferred between zone lots within the same superblock.

(b) Limitation on procedure - location of density

Density (F.A.R. or dwelling units per acre) on a zone lot in a specific superblock may exceed the maximum allowed within that superblock; provided, however:

1. That the density is transferred from other land within the specific superblock;
2. That the total allowed building area including bonus area or dwelling units within the specific superblock is not exceeded;
3. That the transfer of density results in a development which is generally compatible with the adopted Gateway Area development standards and guidelines and the Gateway Concept Plan. The intent is to focus Chambers-Tower development intensities east of proposed Memphis Street and west of proposed Telluride Street;
4. That both the land that the density is transferred to and the land that the density is transferred from be included in the special plan described in subsection (9) which follows; and
5. That such transfer does not result in any remaining vacant zone lot within the mixed use superblocks F and H having an available development density of less than 0.3:1 FAR and in superblock I having an available development density of less than 0.2:1 FAR and that such a transfer does not result in the receiving zone lot in superblocks F and H having a FAR of more than 2:1 or in superblock I a FAR of more than 1:1.

- (9) Special Plan for Transfers of Densities and/or Open Space Within Superblocks
- (a) Applications for approval, how made and contents. All applications for approval of a special transfer plan to allow building density or open space transfers hereunder shall be filed with the Department of Zoning Administration by the owners of the entire land area to be included within the special plan, and the owners of all structures then existing on such land area; shall contain sufficient evidence to establish to the satisfaction of the Department that the applicants are the owners of the designated land and structures; shall contain such information and representations required by this article or deemed necessary by the Department; and shall include plans showing the following details:
1. The location of the zone lots serving as transferee and transferer of density/open space.
 2. The location of structures on the zone lot for which the density and/or open space transfer is sought.
- (b) Approved transfer plan registered and recorded. Upon approval of a special transfer plan by the Department of Zoning Administration or as part of the site plan approval process, a copy of such plan shall be registered among the records of the Department of Zoning Administration and a copy of such plan, or such other record thereof as deemed proper by the Department shall be recorded by the Department in the Office of the City Clerk and Recorder.
- (c) Effect of registered and recorded special transfer plan. All special transfer plans registered and recorded hereunder shall be binding upon the applicants for such special plans, their successors and assigns, shall limit and control the issuance and validity of all zoning permits and zoning certificates and shall restrict and limit the use and operation of all land and structures included within such special transfer plans to all conditions and limitations specified in such plans and the approvals thereof.
- (d) Amendment of registered and recorded special transfer plans. All special transfer plans registered and recorded hereunder may be amended pursuant to the same procedure and subject to the same limitations and requirements by which such plans were approved, registered and recorded.
- (e) Withdrawal of registered and recorded special transfer plans. Upon application to the Department of Zoning Administration by the owners of the entire land area included within any special transfer plan registered and recorded hereunder, and the owners of any structures then existing thereon any such plan may be withdrawn, either partially or completely, from registration and released from recording if all uses, land and structures remaining under such plan can be made to comply with all conditions and limitations of the plan and all uses by right, land and structures withdrawn from such plan can be made to comply with all regulations established by this article and unrelated to any special plan. Upon approval of an application hereunder, the Department of Zoning Administration shall register among its records and record in the Office of the City Clerk and Recorder an appropriate certificate of such withdrawal.

- b. Land coverage by building and impervious surfaces:
- Maximum building coverage _____ sq. ft. = (*) % of site area.
 - Maximum area of drives & parking _____ sq. ft. = (*) % of site area.
 - Approximate area of walks, patio and paved recreation areas _____ sq. ft. = (*) % of site area.
 - Approximate area of other impervious surfaces:
 - 9,903,810 sq. ft. = 52.9* % of site area.
 - Total impervious area 9,903,810 sq. ft. = 52.9* % of Upland/FDIC

Note: Actual square footage, other than total, is not known at this time. Project specifics will be subject to review and approval at the time of site plan processing.

- c. Landscaped area and/or permeable areas
- Lawn, planting beds and other landscaped areas with permeable surface (this area consists of organic materials)
 - minimum _____ sq. ft. = (*) % of site area.
 - Others (Gravelled or other areas with permeable surface)
 - approximate _____ sq. ft. = (*) % of site area.
 - Total area 8,326,990 sq. ft. = 47.1* % of Upland/FDIC
 (minimum)

Note: Actual square footage, other than total, not known at this time and will be subject to review and approval upon site plan submissions.

- d. Project area totals; (totals of "b" and "c" above)
- Landscaped areas (permeable surfaces) _____ (*) sq. ft.
 - Building and impervious surfaces _____ (*) sq. ft.
 - Total site area 18,730,800 sq. ft.
- (this total must equal the site area listed on page 1)

e. Setbacks: The minimum setbacks for buildings (excluding fences and walls) shall be based upon locations within the PUD (*). Encroachments are permitted in these setback areas as regulated by Sec. ____ (*). The minimum spacing between buildings and other important spacing requirements are shown on the District Plan.

f. The maximum height of structures shall be based upon locations within the PUD. (*) Rooftop features (solar collectors, antennas, chimneys, flues, vents, air conditioning equipment) may exceed this height limit by 10 feet. Flag poles may exceed these limits.

The height of a building shall be determined by the vertical distance from the highest point of a pitched roof or to the highest parapet around a flat roof to the average elevation of the corners of the proposed building at the finished grade.

* See Pages 3a thru 3d

2.c. Open Space (private)

- (1) The following amount of unobstructed open space shall be provided:
 - (a) Single unit dwelling - three thousand (3,000) square feet per lot or building parcel unless the lot contains less than six thousand (6,000) square feet, in which event an area equal to at least fifty (50) per cent of the area of the zone lot shall be provided.
 - (b) Multiple unit dwelling - 1,500 square feet per dwelling unit in projects with densities equal to or less than 15.0 d.u./acre
- 1,000 square feet per dwelling unit in projects with densities greater than 15.0 d.u./acre
 - (c) All other uses - twenty (20) % of the zone lot.

Parking and vehicular accessways shall not count as unobstructed open space. However, pedestrian and bicycle accessways and landscaped areas within parking lots shall be considered unobstructed open space. Unobstructed open space is land with no structures thereon, except clubhouses and other similar recreational facilities.

(2) Transfer of open space

(a) Purpose of procedure

Under the standard provisions of this PUD, open space is required to be located on the same zone lot as the use by right for which the space has been provided. Pursuant to the procedure established within this PUD (Subsection 2.a.(9)), either part or all of the required open space in Superblocks F, H and I may be located off the zone lot of the use by right for which the space is provided.

(b) Limitation on procedure - location of space

Open space under this special plan need not be located on the same zone lot as the use by right for which the space is provided, but may be located on a separate zone lot; provided, however:

1. That the separate zone lot on which the open space is located shall be part of the same superblock on which the use by right is located;
2. That the transfer of open space results in a beneficial consolidation of space that is large enough to be useable and accessible by donors and in keeping with the adopted Gateway Area development standards and guidelines;
3. The minimum density requirement specified in subsection 2.a.(4)(b) of this PUD shall not apply to the resulting open space area.
4. That a binding agreement establishing how the open space is to be improved and maintained be included as part of the plan; and

5. That both the land that the open space is transferred to and the land that it is transferred from be included in the special plan.

(3) Business Greens

Consideration will be given to locating "business greens" as described in the adopted Gateway Concept plan along East Bolling Drive east of Memphis and East 45th Avenue west of Telluride on an equal shared basis with the property owner to the south.

Applicant shall design and construct the north one-half of business greens as described in the Gateway Plan along 45th Avenue from the Airport Boulevard corridor east to Telluride and along east Bolling Drive from the Airport Boulevard corridor west to Memphis. Such business greens shall be designed in conjunction with, and open space requirements shall be shared on an equal basis with, the property owners to the south. The open space may be achieved through building setbacks, credits against required on-site open space, land dedications with credit given for the open space/park dedication or similar means. The business greens shall be planned, designed and constructed in accordance with standards for business greens uniformly applied to such areas throughout the Gateway area.

2.e.1 Planning and Design Standards (See Table #2)

Minimum Setbacks - Buildings and accessory structures

To the maximum extent possible, all public and commercial buildings should orient themselves towards the street, with front setbacks reduced as much as possible, except on selected streets where necessary to preserve the mountain view. Reductions in these requirements may be granted as part of a specific site plan approval process if it is determined that such reductions will result in a high quality of project design and will not detract from the useability of abutting properties. Parking of vehicles within the minimum front setback of public and non-residential buildings shall not be allowed. Parking of vehicles in the minimum front setback of multiple unit dwellings is discouraged.

With the exception of the requirements at the end of this subsection, all structures in Superblocks B, D, and N shall be located in accordance with Section 59-134(b) in the R-1 zone district; all structures in Superblocks E, K, and O shall be located in accordance with Section 59-164(b) in the R-2-A zone district; and all structures in Superblocks F, H, and I shall be located in accordance with Section 59-309(b) in the B-3 zone district provided, however, that no site plan for a structure in superblocks F, H, and I (until such time as design standards are adopted for the Gateway area) shall be submitted for review, possible revision and approval without having received, through a presubmittal conference with the Planning Office, an assigned maximum front setback.

Structures located on zone lots on Chambers Road and 48th Avenue shall, at a minimum, be set in a distance from the front zone lot line (right-of-way line) abutting the listed street as follows:

residential structures - 30 feet
non-residential structures - 15 feet

Until such time as design standards are adopted for the Gateway area, no site plan for a structure on a zone lot adjacent to 48th Avenue or Chambers Road shall be submitted for review or approval without having first received, through a pre-submittal conference with the Planning Office, an assigned maximum front setback.

Once adopted by the City Council or Planning Board, the applicable elements of the Gateway development standards and guidelines concerning minimum setbacks shall supercede the above described requirements.

2.f.1. Building Heights

The maximum building heights in the various Chambers-Tower superblocks shall be as follows:

Superblocks	A,B,C,D,E,K,L,M,N,O	-	35 feet
Superblocks	I, west half of F, and east half of H	-	75 feet
Superblocks	east half of F and west half of H	-	150 feet
Superblock	J	-	25 feet

TABLE #2 - Densities, Building Heights and Open Space - Chambers-Tower RFD

Superblock	Acreage	Maximum Residential Dwelling Units	Minimum FAR	Maximum FAR (without bonuses)	Maximum FAR (with bonuses)	Maximum Building Area - all uses - (without bonuses) (sq. ft.)	Maximum Building Area - all uses - (with bonuses) (sq. ft.)	Maximum Building Height (feet)	Minimum Open Space Requirements	Minimum Unobstructed Open Space (square feet) - at full buildout
F	19.7	N/A	N/A	N/A	N/A	N/A	N/A	35	N/A	856,130
B	35.0	210	N/A	N/A	N/A	N/A	N/A	35	3,000 sq. ft./SF du **	630,000
C	10.0	N/A	N/A	N/A	N/A	N/A	N/A	35	N/A	435,600
E	8.6	51	N/A	N/A	N/A	N/A	N/A	35	3,000 sq. ft./SF du **	153,000
F	31.5	*	0.075:1	0.5:1	west 1/2-0.75:1	N/A	N/A	35	1,000 "/du	510,000
G	74.1	N/A	N/A	N/A	east 1/2-1:1	686,070	1,200,620	west 1/2-75	" "	274,430
H	46.0	*	0.075:1	0.5:1	west 1/2-1:1	N/A	N/A	-0-	N/A	2,000,000
I	16.0	*	0.075:1	0.5:1	east 1/2-0.75:1	1,001,880	1,753,260	west 1/2-150	1,000 sq. ft./du ***	400,750
J	5.7	N/A	N/A	N/A	0.75:1	348,480	522,720	east 1/2-75	" "	139,390
K	31.5	472	N/A	N/A	N/A	N/A	N/A	75	" "	248,290
L	15.0	N/A	N/A	N/A	N/A	N/A	N/A	25	N/A	472,000
M	12.0	N/A	N/A	N/A	N/A	N/A	N/A	35	1,000 sq. ft./du	653,400
N	20.6	123	N/A	N/A	N/A	N/A	N/A	35	N/A	390,000
O	32.9	493	N/A	N/A	N/A	N/A	N/A	35	3,000 sq. ft./du **	369,000
Major Street R.O.W. 37.4		N/A	N/A	N/A	N/A	N/A	N/A	35	1,000 sq. ft./du	493,000
Total	430.0	2150 *				2,036,430 sq. ft.	3,476,600 sq. ft.			8,826,990 sq. ft. or 202.6 + acres

* A total of 291 dwelling units shall be allowed to be constructed in Superblocks F, H, and I. If any residential units are constructed in these Superblocks, the maximum non-residential building area allowed shall be reduced by the building area of the residential units.

** See 2.c(1) page 3a

*** Minimum non-residential open space - 20% of superblock

P.U.D. at approximately 4700 Chambers Road
Address

g. Off-Street Parking: This project shall contain (*) parking spaces at the ratios shown in paragraph (4) below. The applicant shall abide by the requirements of Article V, Off-Street parking requirements: [] yes, with the following exceptions.

If not, the following information must be provided.

- (1) parking space dimensions:
 - compact space _____
 - standard space _____
- (2) Driving aisle minimum widths: _____
- (3) Ratio of compact spaces to standard spaces: _____
- (4) Ratio of parking spaces to building floor areas by use:
 - (a) Use: (*) Ratio: _____
 - (b) Use: Ratio: _____
 - (c) Use: Ratio: _____
 - (d) Spaces per dwelling unit (*)
- (5) Parking provisions for disabled persons: _____

h. Off-Street Loading Spaces. The project will contain (*) off-street loading spaces. Applicant will provide such spaces in conformance with Article VI, Off-Street Loading Requirements: [x] yes [] no. Note: Actual number of loading spaces is not known at this time. Project specifics will be subject to review and approval at the time of site plan processing.

i. Surface Drainage: The owner understands that the rules and regulations of the Wastewater Management Division will require certain design considerations and construction features to control surface water runoff. The site contains [], does not contain [x] a flood hazard area as identified by the Flood Insurance Rate maps as published by the Federal Emergency Management Agency. (For assistance, contact Wastewater Management at 964-0500).

j. Interior streets, drives, parking areas and pedestrian walkways within the P.U.D. district, if any, will be determined at site plan review.

k. Easements: Existing and/or proposed utility and /or access easements are shown on the district Plan or are located as follows:

 A 20-foot Phillips Petroleum Company pipeline easement
along the northern edge of the property. a 50-foot
Interstate Gas Company easement through the southeast
corner of the property. and an 80-foot Corps of Engineers
easement on the Highline Canal lateral located in the east
central part of the property.

* See Pages 4A thru 4B

2.g.1 Off-Street Parking

(1) Requirements

Off-street parking shall be provided in accordance with the requirements of Section 59-586 of the Zoning Ordinance except for the following uses:

<u>Use Classification</u>	<u>Parking Space Requirements</u>
(a) Office	One (1) space for each four hundred (400) square feet of gross floor area. Forty (40) per cent may be small cars
(b) Residential dwelling, single unit -	Two (2) spaces per dwelling unit (If street width is less than 35 feet, two (2) spaces exclusive of garage have to be provided.)
(c) Residential dwelling, multiple-unit (non elderly)	One (1) space for each efficiency unit; one and one-half (1-1/2) spaces for each one-bedroom unit; two (2) spaces for each two- and three-bedroom units; two and one-half (2-1/2) spaces for each unit of four (4) bedrooms or more. Forty (40) per cent may be small car spaces if such spaces are assigned as required by zoning ordinance off-street parking regulations.

(2) Common or Joint Use Parking

Common or joint use of parking facilities shall be permitted and, whenever possible, encouraged to reduce traffic congestion and/or reduce excessively sized parking areas. Whenever two or more different uses exist on the same lot or project, the parking requirement may be based on varying times of use of parking or other ability to capitalize on multiple use of parking facilities so long as the parking ratio for the most intensive use on the zone lot is not reduced.

(3) Parking Reduction

A reduction in the number of off street parking spaces may be allowed by the Zoning Administrator based on the recommendations of the Planning Director. Such reduction shall be based upon the results of a parking study presented prior to or at the same time as site plan review. Such a parking study should identify how any of the following alternative programs would be used by the applicant to reduce parking demand:

- (a) Flexible work-hour schedule
 - (b) Provision of subscription bus services
 - (c) Private vanpool operation
 - (d) Transit/vanpool fare subsidy
 - (e) Capital improvement for transit services
 - (f) Imposition of a charge for parking
 - (g) Preferential parking for carpools/vanpools
 - (h) Reduction of parking fees for carpools and vanpools
 - (i) Provision of bikeways and bicycle parking facilities
 - (j) Participation in a ride-matching program
 - (k) Establishment of a transportation coordinator position to implement carpool, vanpool, transit programs and other transportation system management activities
 - (l) Other programs with similar objectives
- (4) Gateway Standards
Gateway area wide off-street parking requirements, once adopted by the City Council, shall be applicable to this P.U.D. and shall supersede the above described requirements.

2.h.1 Off-Street Loading

- (1) Screening
Loading docks and delivery doors shall be screened from adjoining residential areas, arterial and collector streets and parkways and boulevards, and dedicated parks by landscaping, walks and/or fencing. Loading areas located in side yards shall be shielded by a solid wall or screened by landscaping to minimize the effect on views from the street and neighboring property.
- (2) Location
Loading areas shall not encroach into the front setback areas. No loading (other than passenger drop-off/pick-up) shall be permitted between the front of the primary building and the street right-of-way.
- (3) Gateway Standards
Gateway area wide off-street loading requirements, once adopted by the City Council, shall be applicable to this P.U.D. and shall supersede the above described requirements.

P.U.D. at Approximately 4700 Chambers Road
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1. Landscaping and buffering: Areas to be landscaped are shown on the District Plan. However, a more detailed landscaping plan may be required by the Planning Office as a part of this application. (A detailed landscape plan is required as a part of the site plan review phase after the rezone is approved.) If no plan is required with this application the following information must be provided:

- (1) Minimum number of trees to be planted: (*)
- (2) Minimum size of trees at time of planting: (*)
- (3) Minimum percent of evergreen or coniferous trees: (*)
- (4) Minimum number of shrubs to be planted: (*)
- (5) Minimum size of container for planted shrubs: (*)

Please indicate if this information applies to the entire site including the parking area [, or if it applies to the site without the parking area []. If the answer to the 2nd part of the preceding question is affirmative, will the applicant comply with the parking lot landscaping requirement of Sec. 59-585(10) yes [] no [].

All foliage shall be maintained in a healthy and growing condition. Where street trees are proposed or required on the public right-of-way, such trees shall be installed in accordance with the requirements of the City Forester. Number of street trees proposed: (*). If street tree plantings are required along a state highway contact the Highway Department for approval.

Fences and/or walls: The maximum height of fences and/or walls which may be built on the P.U.D. district boundaries and within the building setback areas shall be 8 feet. Such fences and/or walls shall be solid, view-obscuring [, or open, view-permitting []. To provide the minimum screening such fences and/or walls shall be installed as shown on the District Plan and/or subsequent site plans. If certain fences and walls are required by the City to protect adjoining residents, and such fences and walls are deemed undesirable by adjoining residents, such requirement may be waived by the Director of Planning. The maximum height of fences and/or walls within the interior area of the P.U.D. district shall be 8 feet. Fences and walls shall be subject to Section 59-38(11): Overheight fences and walls; Applicant shall otherwise comply with applicable regulations for fence height.

Earthen berms or mounds for screening or decorative purposes shall be installed (where?) (*) Such features will [, will not [] be landscaped. The maximum height of such features shall be (*) feet. The minimum height shall be (*) feet.

(*) A landscape plan shall be submitted for review and approval for each project as part of the site plan review process prior to approval of any use or construction permit. This landscape plan, as approved during site plan review process, shall be presented as an exhibit with all other required documentation. See Page 5a for standards and requirements.

2.1. Landscaping

- (1) Sight Lines:
A line of sight triangle shall be maintained at the intersection of all roadways, including access drives. The exact dimensions of such sight triangle shall be based on the design speed of the intersecting roads. The height of materials within this sight triangle shall not exceed forty two (42) inches. The dimensions of the triangle and height of materials shall be reviewed by a representative of the Transportation Division of the Department of Public Works.
- (2) Erosion Control:
If the land is graded or otherwise disturbed but left undeveloped, it will be planted with an appropriate erosion control vegetation which may include field crops which are actively farmed.
- (3) Site Restoration:
Temporary swales, berms, settling ponds, and other control mechanisms shall be reshaped and planted to blend with the surrounding environment when the project has been completed.
- (4) Maintenance Requirements:
 - (a) Landscaping on unimproved development sites shall be maintained in accordance with the following:
 1. The Owner shall at all times keep the site in good order and condition. The maintenance shall include, but not be limited to mowing, weed control, removal of trash and establishment of erosion control measures, as necessary.
 2. Agricultural crops and ranching are considered to be an appropriate interim use of undeveloped land. Maintenance procedures shall be in accordance with generally accepted agricultural practices and standards.
 - (b) Landscaping on improved development sites shall be maintained in accordance with the following:
 1. Irrigation for all landscaped areas on improved development sites and adjacent planted areas between flowline of right-of-way (except for Airport Boulevard streets) and property lines shall be provided when necessary to supplement natural precipitation.
 2. Landscape improvements shall be installed within ninety (90) days of occupancy or completion of the building, whichever comes first, or as soon as possible in the next growing season if the building is completed outside of a growing/planting season.
 3. The Owner shall at all times keep landscaping on development sites in good order and condition. This maintenance shall include, but not be limited to, irrigation, fertilizing, pruning, mowing, trimming and the removal of trash and debris.
- (5) Major Street Edge
 - (a) The edge of the single unit residential subdivision lots which abutt East 48th Avenue or Chambers Road shall be improved in a manner which provides an attractive, cohesive edge of development. This may be done through fencing, landscaping or berming. The improvements shall be of a uniform design for each superblock.

(b) That portion of the perimeter of Superblock A which abutts Chambers Road or 48th Avenue shall be planted with a minimum of one tree, spaced at 40 feet on center. This planting shall be completed by the property owner prior to the conveyance of land for drainage detention purposes to any public entity or by a time mutually acceptable to the Planning Director and the Owner. The Owner shall receive credit for the cost of these plantings for use in offsetting storm drainage fees and requirements.

(6) Double Frontage Lots

The landscaping and maintenance of the street edges of double frontage lots shall be in compliance with the City's double frontage lot agreement.

(7) Trees - Single Residential Units

One (1) tree shall be planted in the front yard of single residential units lots prior to the occupancy of the unit on the lot.

(8) Landscaping Standards

Gateway area wide landscape standards, once adopted by the City Council and/or Planning Board, shall be applicable to all development within this P.U.D.

- m. Boat, camper, trailer, and recreation vehicle storage will [x] will not [], be permitted on the property except in Superblocks F and H. If permitted, the location of these storage areas will be shown on the Site Plan. Solid fences or walls will [x], will not [], be installed around such areas. The maximum height of such walls and fences shall be 8 feet and the minimum height shall be 6 feet.
- n. Dedications and Improvements. The owner understands that City ordinances and agency rules and regulations may require the dedication of additional street right-of-way and the construction of certain public improvements.
- o. External effects: (vibration, heat, glare, radiation, and fumes) These effects will be regulated by Sec. 59-308 (B-3 zone) in the mixed use areas and 59-133 (R-1 zone) in the residential areas. Reflective glass will [x], will not [] be used only when reflected sunlight does not create a traffic hazard or create adverse impacts on adjacent properties.
- p. The natural terrain of the site will [], will not [x] be restored.
- q. Utilities (public and private) serving the property are located **
Sanitary sewer at 48th and Chambers; Water service will be extended from near 40th and Chambers north along Chambers Road to 48th and then east along 48th to Tower Road; Natural gas service will be obtained from existing Public Service Company of Colorado gas mains along Chambers Road; Electric service will be obtained from existing Public Service Company of Colorado facilities located along Chambers Road and 48th; Telephone service will be obtained from existing U.S. West facilities along Chambers Road and planned facilities along 48th.

For information contact the following:

Denver Water Department	628-6100
U.S. West	896-6518
Public Service Company	571-3526
Wastewater Management	964-0500

- r. Sign controls. The project will be regulated by the following:
 Sec. 59-537, Signs permitted in all districts
 Sec. 59-538, Sign area measurement
 Sec. 59-____, regulations for the _____ (*) district. If no specific regulations are referenced here, please indicate the following:
 sign dimensions: _____ (*)
 number of signs: _____ (*)
 maximum sign area: _____ (*)
 Show ground sign locations on the District Plan Map. *
- s. Outdoor Storage of products, materials or Solid Waste will [x], will not [], be permitted on the property. If permitted, such storage is shown on the District Plan.*** Screening will [x], will not [], be provided. If so, such screening will consist of a solid wall or fence 8 feet high.

* See Page 6A

** Utility Service: All permanent local service utility lines shall be located underground. Temporary overhead electric and telephone services related to the construction improvement shall be permitted.

*** Subject to site plan review and see page 6B

2.r. Signs

(1) General

- (a) Sign materials and colors shall be compatible with the building architecture and in harmony with the character of the area. Quality materials and components shall be utilized including, but not limited to, extruded aluminum, glass, gold or silver leaf, brass, copper, natural wood, finished sheet metal and laminates.
- (b) No signs shall blink, flash, be animated or fluctuate. These requirements may change if the code section for the B-4 district changes.
- (c) All signs allowed in the City and County of Denver, with the exception of outdoor general advertising devices, shall be allowed within the Chambers-Tower PUD. If criteria regarding placement, size, height, etc. are not established in this PUD, the requirements established in the City's Zoning Ordinance for the R-2-A zone district shall govern for the residential areas.
- (d) Gateway area wide sign regulations and standards once adopted by the City Council/Planning Board shall be applicable to this PUD and supercede the terms of this PUD except in the case of planned sign programs approved by the Zoning Administrator.

(2) Mixed Use Area Signs

Signs in Superblocks F, H, and I shall either be permitted and controlled in accordance with the terms and conditions of the City's sign regulations for the B-3 zone district or in accordance with the terms and conditions of a planned sign program approved as part of the site plan approval process.

(3) Non-Residential Use Area Signs

Non-residential use area signs in Superblocks B, D, E, K, N, and O shall either be permitted and controlled in accordance with the terms and conditions of the City's sign regulations for the B-3 zone district or in accordance with adapted Gateway sign requirements.

(4) Comprehensive Sign Programs

The City may permit the utilization of comprehensive sign programs for the entire Chambers-Tower project, for super blocks, or for multiple building complexes which are located on one tract or parcel of real estate or two or more contiguous parcels of real estate held in unified control comprising ten (10) acres or more; provided, however, that outdoor general advertising devices shall not be allowed. Such programs shall be submitted to, reviewed, and approved by the Zoning Administrator based on the recommendations of the Planning Director. Such programs are not mandatory. Such programs shall be generally in keeping with the terms and conditions of the signage provisions in this PUD. However, modifications of the City sign regulations may be made as part of a comprehensive sign program if approved by the Zoning Administrator.

2.s. Storage

(1) Materials, Supplies and Equipment Storage:

All materials, supplies and equipment including trash and garbage receptacles, shall be stored inside a closed building or shielded by a solid wall or fence so as to not be visible from adjoining properties and rights-of-way.

(2) Storage Tanks:

In commercial areas storage tanks less than 15 feet high, including those used for water, propane gas or other fuels or chemicals, shall be shielded from view from streets, parks and residential areas by a solid wall eight (8) feet in height.

(3) Maximum Area:

Up to 10% of a zone lot may be used for outdoor storage. Proposals for outdoor storage constituting greater than 10% of a zone lot shall be considered as a use by special review.

(4) Gateway Standards

Gateway area wide storage standards, once adopted by the City Council, shall be applicable to all development within this P.U.D.

P.U.D. at approximately 4700 Chambers Road
Address

t. Current traffic volumes on streets in the project area should be shown on the "Existing Conditions Map". These volumes are available for major streets from the Traffic Engineering Division, or the Planning Office or may be estimated by the applicant based on a professional study. Streets for which no estimate is available should be noted.

Site generated traffic should be estimated and noted by applicant based on proposed project type, size, and other relevant factors. Ratios for estimating traffic are available from the Traffic Engineering (640-3958).

For projects with total daily site generated traffic of more than 200 vehicle trips, or for projects in areas with special problems, more detailed analysis may be required and the applicant should contact the Traffic Engineering Division at 640-3958 for further guidance.

Public Transportation. The nearest bus stop is located next to the property on Chambers Road near 48th Avenue.

u. Future school sites will [X], or will not [] be dedicated as a part of this project.

v. Home Occupations: If residential dwelling units are contained within the project, home occupations will [X], will not [], be permitted. If so permitted, they will be regulated by Sec. 59-162(4) (R-2-A zone) for multiple-unit dwellings and by Sec. 59-132(4) (R-1 zone) for single-unit dwellings.

w. Temporary Uses: Uses by temporary permit will be regulated by Sec. (*) (zone).

x. Accessory Uses: Will be permitted and regulated by Sec. (*) (zone).

y. Interim Uses: Prior to the development of this project, the property will be used on an interim basis for agricultural purposes allowed in the
O-2 zone district

(describe in detail the following: size, height and location of all interim buildings, provision for parking, term of interim use, etc.)

z. Phasing: Is the project expected to be developed in phases? [X] yes [] no. If yes, specify the phasing and the improvements to be constructed in each phase.

Phasing is unknown at this time.

Anticipated starting date 1993. Anticipated completion date 2025.

(*) See page 7a

2.w. Uses by temporary permit.

Upon application to and issuance by the Department of Zoning Administration of a permit therefor, the following uses may be operated as uses by temporary permit and need not be enclosed:

	Applicable Superblocks
Temporary uses allowed in Section 59-132(2) - R-1 district	A, B, C, D, G, L, M, and N
Temporary uses allowed in Section 59-162(2) - R-2-A district	E, K, and O
Temporary uses allowed in Section 59-307(2) B-3 district	F, H, and I

In addition, the outdoor retail sales of articles such as books, artwork, craftwork, food, flowers, clothing, newspapers and similar articles are permitted in Superblocks F, H, and I as temporary uses. Before issuing a permit for such use the Department of Zoning Administration shall determine that the proposed use meets the following criteria:

- (1) That it will not obstruct the movement of pedestrians through plazas or other areas intended for public usage, or create congestion on adjoining public sidewalks;
- (2) That it will not generate an undue amount of noise, fumes, glare or other external effects; and
- (3) That it will not create a debris or litter problem.

Each permit shall be valid for a period of not more than six (6) calendar months and may be renewed providing criteria are satisfied.

2.x. Accessory uses.

Accessory Uses allowed in	Applicable Superblocks
Section 59-132(3) R-1 district	A, B, C, D, G, L, M, and N
Section 59-162(3) R-2-A district	E, K, and O
Section 59-307(3) B-3 district	F, H, and I

Incidental only to a use by right or a use by special review, any use which complies with all of the following conditions may be operated as an accessory use and need not be enclosed:

- (1) Is clearly incidental and customary to and commonly associated with the operation of the permitted use;
- (2) Is operated and maintained under the same ownership or by lessees or concessionaires thereof, and on the same zone lot as the permitted use;
- (3) Does not include buildings, structures or structural features inconsistent with the permitted use;

Gateway area wide accessory use standards, once adopted by the City Council, shall be applicable to accessory uses within this PUD and shall supercede the above described requirements.

2.y. Interim Uses. All or any undeveloped portion of Chambers-Tower may be used for agricultural purposes and uses allowed within the 0-2 zone district until the entire Chambers-Tower property is developed.

P.U.D. at 4700 Chambers Road
Address

3. On an attached page a written statement is given generally describing: (*)
 - a. The proposed P.U.D. and the market which it is intended to serve.
 - b. Its relationship to the Comprehensive Plan; where the applicant's objectives are not in substantial conformance with the changing conditions that justify approval of the proposed P.U.D. District. (For help on this please contact Denver Planning Office).
 - c. How the proposed P.U.D. District is to relate to the character of the surrounding neighborhood.
4. The "Existing Conditions Map" is attached following the written statement described above.
5. The "District Plan" is attached following the "Existing Conditions Map". This plan includes the following listed and attached drawings or renderings which show the architectural concepts, building elevations, facade treatment, exterior building materials, and/or other elements.
6. **ACKNOWLEDGEMENT:** The applicant understands that the approval of a district plan for and by City Council is subject to Section 59-29 "Vested Property" Rights of the Revised Municipal Code shall be created ninety (90) days after the approval of this district plan by the Denver City Council.

X _____
Eric Glaz
Eric Glaz

See Pages 8a thru 8e.

3a: Description of the market that the proposed POD is intended to serve:

The area surrounding the proposed new Denver Airport, which includes the Chambers-Tower site, will experience significant demand for many types of real estate development. Estimates of future development potential by the year 2010 in the Airport Environs Area, defined as the area bounded by Quebec to the west, I-70 to the south and I-76 and 168th Avenue to the north and Schumaker Road to the east, are the following: 4,800,000 to 7,700,000 square feet of office space; 13,800,000 to 16,600,000 square feet of industrial space; 1,700,000 to 2,200,000 square feet of retail space; 2,800,000 to 3,300,000 square feet of lodging space and 25,300 to 31,700 dwelling units. *

The relatively remote location of the new Airport from existing commercial concentrations will necessitate new construction within the Airport Environs Area. Characteristics of the Airport itself and Denver's geographic location will enhance the demand for commercial space by companies not presently located in the metropolitan area, which will further increase the demand for many kinds of new development.

The Chambers-Tower site is a prime location for hotels because of its high visibility from the proposed Airport Boulevard and access by way of the interchange planned at 48th Avenue. The site is also considered to be well positioned for office development. Its location allows easy access to both downtown Denver and the new Airport and it will be highly visible from the proposed Airport Boulevard. Because of this, it is expected to capture a significant share of office demand.

The site has areas within it that are suitable for research and development uses. The proximity to the new Airport, existing and planned highway system and excellent visibility will enhance the site's potential for this type of development. The site is also suitable for support retail development serving the Chambers-Tower residential areas as well as on-site office, research, and hotel development.

The site is well situated to provide housing for persons working in the new Airport area. It abutts existing residential uses in the Montbello neighborhood to the west and planned residential uses to the north and is close to the existing residential community of Green Valley Ranch to the east. Locating and improving parks within Chambers-Tower will enhance its residential development potential. Access to the site is good and views are excellent because of the site's elevation and because existing development to the west is low scale. With the limitation, due to noise restrictions, of residential development on other sites close to the new Airport the residential potential of the Chambers-Tower site is very good.

This property is the northern portion of what was known as the Silverado-Elektra or Upland property. It is anticipated that the balance of that property that is located in Denver will be developed in accordance with Denver's comprehensive plan.

* Airport Market Study - Prepared for Adams County, City of Aurora, City of Commerce City - Prepared by Coley/Forrest, Inc. and West Plan Partnership - May, 1989.

3b. Description of the Relationship of the Proposed PUD to the Comprehensive Plan

The proposed Chambers-Tower PUD is consistent with the 1989 Denver Comprehensive Plan and the Gateway Concept Plan approved by the Denver City Council during the summer of 1990.

1989 Comprehensive Plan

A key part of the 1989 Comprehensive Plan consists of 10 Core Goals. Six of these Core Goals are particularly applicable to Chambers-Tower, i.e.,

#1 Stimulate the Economy - the proposed PUD will allow hotel, office, research and support commercial development and employment to be located on the Chambers-Tower site on a timely basis with an emphasis on airport related activities. The Plan's Design for Denver identifies the central portion of the site as being located in a "major future Denver commercial/employment area." The existing zoning was oriented to the establishment of a residential neighborhood. The proposed PUD is for a mixed use project aimed at accommodating economic activities resulting from the proposed new airport as well as other growth related activities. In addition, the development of Chambers-Tower with resulting residential and employment population, coupled with the opening up of 48th Avenue between Chambers Road and Tower Road, will greatly enhance the economic viability of the existing Chambers Place Shopping Center at Chambers Road and 48th Avenue.

#2 Beautify the City and Preserve It's History - The Chambers-Tower Plan identifies over 50 acres of land to be used for public park and open space purposes. This will include two neighborhood parks as well as a major trail corridor along the Highline Canal lateral.

Planning guidelines within the PUD establish standards for private open space, landscaping, and site planning. The intent is to establish high standards to guide public and private development in a well designed mixed use project.

#3 Protect, Enhance and Integrate A City of Neighborhoods - The creation of a mixed use project within Chambers-Tower in accordance with the terms of the proposed PUD will provide housing opportunities, stimulate economic activities, and provide significant park and open space amenities for the Montbello, Green Valley and Gateway neighborhoods. In addition, the furtherance of the Chambers-Tower project should result in opening up 48th Avenue between Chambers Road and Tower Road, thereby providing a direct transportation connection between the Montbello and Green Valley neighborhoods.

#4 Educate All of Denver's Residents With Excellence - The proposed plan for Chambers-Tower includes 13 acres of land set aside for school purposes.

#5 & #6 Clean the Air, Now and Meet Expanding Transportation Needs Efficiently - The basic premise of the Chambers-Tower project is the creation of a mixed use project with a mixture of residences, services, and jobs. Such a mixture provides the opportunity for many to travel to work by walking or bicycling along the extensive pathway and sidewalk system that will be constructed as a key element of the project. The neighborhood residents who drive to work to Chambers-Tower will have a very short drive. Ideally as development occurs, a circulator bus system will be established to serve transportation needs in the area. In addition, the park, school and some of the shopping facilities will be readily accessible to pedestrians and bicyclists. All of these plans and activities should result in reducing the vehicle miles traveled in the area thereby improving air quality.

Gateway Concept Plan

The Chambers-Tower PUD is in keeping with the basic concepts in the recently adopted Gateway Concept Plan. The proposed land uses generally reflect the plan, i.e., residential on the western and eastern portions of the site and mixed use on the central portion. As does the Gateway plan, the Chambers-Tower plan identifies areas abutting Airport Boulevard as being available for hotel uses. Both also give emphasis to the existing shopping center at 48th and Chambers as the neighborhood center for the western portion of Chambers-Tower. In addition, the densities and building heights in the Chambers-Tower PUD are in general accordance with the Gateway plan.

The Gateway plan calls for a two neighborhood parks to be located on the Chambers-Tower property, the Chambers-Tower plan includes two park sites. The Gateway plan calls for an elementary school site to be located on the property, the Chambers-Tower plan includes a 13 acre school site. The Gateway plan identifies a major trail corridor traversing the property, the Chambers-Tower plan proposes a trail along the 80 foot wide Highline Canal lateral corridor.

The following is a listing of representative Gateway Concept Plan goals and a brief description of how they are being met through this PUD:

An Economic Asset - The Chamber-Tower project will be an economic asset to Denver by providing sites to capture airport related hotels, offices, and research opportunities. Most importantly, it will be one of the first sites available to accommodate such development opportunities.

Strengthen Existing Denver Neighborhoods - The Chambers-Tower project will strengthen the Montbello and Green Valley neighborhoods by providing job opportunities and the incentive to open up 48th Avenue between Chambers Road and Tower Road.

Complement Other Commercial Areas of Denver - Based upon use, density and height controls Chambers-Tower will complement rather than compete with Downtown.

Very High Quality - The Chambers-Tower plan, through the identification of two parks and a major trail corridor, will help insure that a high level of amenities will be available in the area. In addition, planning guidelines and standards will assist in establishing a high standard for building and landscape design within the project.

Cohesive, Lively Community - Implementation of the plans for the project in accordance with the terms of the PUD will result in the creation of a neighborhood with a mixture of housing types and a diversity of job opportunities. Control of the planning of the facilities within Chambers-Tower will help in the realization of a visually cohesive, yet lively neighborhood.

Clustering of Commercial Uses - In keeping with the concepts of the Gateway plan, commercial uses within Chambers-Tower have been restricted to specific areas within the project. The neighborhood shopping needs will primarily be met within stores at the existing Chambers Place Shopping Center northeast of Chambers and 48th and retail facilities in the Green Valley area.

3c: Statement of how the proposed PUD District relates to the character of the surrounding neighborhood:

Most of the property surrounding the Chambers-Tower site is currently vacant. However, it is anticipated that properties to the north, east and south will undergo master planning, rezoning and development in response to the planned construction of the new Denver Airport and the Airport Boulevard in accordance with the Gateway Concept Plan. Chambers-Tower proposed Land Use Plan reflects the existing character of neighboring property as well as these anticipated future conditions.

The only currently developed areas in relatively close proximity to the project are the Montbello neighborhood to the west which is primarily zoned R-1 and the Green Valley neighborhood to the east which has a mixture of zoning including R-1, R-2, R-2-A, R-3, B-3 and B-8. In order to establish a suitable transition to these areas, Chambers-Tower land use plan proposes residential and open space uses along the western and eastern edges of the property.

The current zoning of the undeveloped area east of the property is R-2-A. The abutting land in Chambers-Tower is proposed for residential uses at a maximum density of 6 and 15 dwelling units per acre. The zoning for most of the undeveloped area to the south of the property is a mixture consisting of O-1, R-0, R-1, and R-2 zones along the western portion and M-2 (Industrial - City of Aurora) along the eastern portion. The zoning for the largely undeveloped area along the northern edge of the property consists of PUD (Parkfield - residential emphasis) along the west side and A-3 and I-2 along the east side. The PUD plan for the Parkfield site is in the process of being amended to allow uses in keeping with the adopted Gateway Concept plan. It is expected that the remaining undeveloped properties close to the Chambers-Tower site will soon be rezoned to reflect the Gateway Concept Plan.



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Title of Document: LARGE DEVELOPMENT FRAMEWORK

SUBJECT PROPERTY: Town Center at Denver Connection

Property Legal Description:

T3 R66 S20 NE/4 BEG 83FT S OF NW COR OF NE/4 E 1652.55FT CV/L 135.89FT S 1400.78FT W 1644.18FT N
1542.60FT M/L POB EXC PT TO BOLLING DR ROW & EXCPT TO DENVER CONN WEST FLG 1

SUBJECT PROPERTY OWNER:

C P Bedrock LLC
610 W. 26th Street, Suite 910
New York, NY 10001-1005

This Framework shall apply to the property, and requirements forthwith shall be applicable to all owners, successors and/or assigns until such time as this document is formally amended or withdrawn pursuant to DZC Section 12.4.12.

I. Purpose of Framework

This Large Development Framework (LDF) documents the required regulatory applications and review, sequencing of applications and reviews, and high-level project requirements for the Town Center at Denver Connection. The LDF is drafted per Section 12.4.12 of the Denver Zoning Code (DZC) following determination by the Development Review Committee (DRC) that the proposed development is subject to the Large Development Review (LDR) Process.

The information described in this LDF is intended to:

- Document the project as initially proposed.
- Document initial feedback from the community on the proposed project.
- Provide for the coordinated assessment of general land development proposals by the City and other interested public agencies.
- Ensure that development in the LDR area is consistent with City Council adopted plans.
- Ensure that development in the LDR area will implement adopted plan policies related to infrastructure, open space, and public parks, as applicable, by establishing the appropriate timing and requirements for subsequent regulatory steps, submittals and approvals.
- Establish known project requirements based upon the scope of the development proposal.

The LDF is not a development agreement between the City and County of Denver and the Applicant. Nothing in this LDF prescribes a specific or guaranteed project outcome. The high-level project requirements outlined in this LDF are based upon initial assessment documented in Project file No. 2019PM0000578 of the proposed development against adopted plans, studies and regulatory programs as identified in this agreement and may change based upon the outcome of project reviews and negotiation with the City.

All formal plan and technical reviews and permitting will occur in accordance with the prescribed application and review process identified within this LDF document. Further, they will be reviewed and permitted in accordance with process and procedures for each regulatory application established in the Denver Zoning Code, City and County of Denver Municipal Code, or any applicable adopted Rules and Regulations of the City and County of Denver, as applicable.

II. Application Information

<p>Goldberg Properties Inc. & Denver Connection 5415 Sunset Drive BowMar, Colorado 89123</p> <p>Contact: Mark Goldberg mgoldberg@goldbergprop.com</p>	<p>Owner: C P BEDROCK LLC 610 West 26th Street, Suite 910 New York, NY 10001-1005</p> <p>Contact: Adam Myers AMyers@northriverco.com</p>
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III. LDR Boundary

The boundary of the Large Development Review Area will be the 32.15-acre site which comprises the eastern portion of the Avion at Denver Connection Development, and currently the eastern portion of existing PUD 319. The site is bound by Green Valley Ranch Blvd to the north, Airport Way to the east, Memphis Street to the west and E. Bolling Drive to the south. The boundary of the Town Center at Denver Connection LDR area is depicted in **Attachment 1**.

IV. Project Information – Project File No. 2019PM0000578

This site is in Planned Unit development (PUD) 319 at the southwest corner of Green Valley Ranch Boulevard and Airport Way just west of Pena Boulevard. Proposed development of the 32.15-acre that will require rezoning and will be planned as a singular development due to the inter-relationship between the infrastructure investments, development synergy and financial realities. The vision of the project is a full-service retail center that will have a variety of offerings, services and dining options. The principal anchor merchant will include fresh produce, meats and a wide selection of other grocery, pharmacy, health services and general merchandise, that today, are in extremely limited availability in the far northeast area of the City of Denver. The project design and operative components of the Town Center and restaurants are intended to create a place where visitors and customers will not only shop but will stay and interact socially as a destination gathering place. The design of the project, its plaza and green spaces along with the vertical architecture will all be focused on human scale, contemporary architecture with sensibilities of sustainable design.

The proposed project is planned to include:

- 32-acre retail center
- Up to 223,000 SF of new retail space
- Anchored by an approximate 148,000 SF full service large format retailer
- Up to 75,000 SF of town center and ancillary retail/restaurant services
- Commercial retail/restaurant outparcels with and with or without drive-thrus
- Town center plaza/gathering place
- An open channel with partially piped sections (pending engineering design confirmation)
- Signalized full movement access at Airport Road and Green Valley Ranch Boulevard
- Limited access points off of Memphis Street
- Add trail connection to existing trail networks

Attachment 3 includes the project narrative and concept land use, circulation plan and open space concepts. Plan notations for full access movement will be fully studied as part of the required Mobility Study and may be amended as required to ensure transportation and connectivity goals are achieved.

V. Plan Guidance

The following adopted Plans, studies and/or regulatory programs provide clear and sufficient guidance for review of the proposed large development project and will serve as a basis for providing a framework for interconnected land uses, streets, open space, public parks, and other infrastructure.

- 2019 Far Northeast Area Plan
- Denver Moves: Transit
- Denver Moves: Pedestrians & Trails
- Parks and Recreation Game Plan
- Blueprint Denver
- Comprehensive Plan 2040
- Housing an Inclusive Denver
- Village Homes @ Denver Connection, 2015PM0000675 Drainage and Sanitary Studies
- UDFCD - Irondale Gulch Outfall Systems Plan (to be updated in 2019)
- Irondale Gulch IGA executed in 1995
- Denver Gateway Urban Design Standards and Guidelines
- PUD 319 (Current Zoning to be replaced by DZC zone district)

VI. Project Requirements and Process Definitions

1. Required Planning and Regulatory Applications

The following regulatory processes have been identified as next steps necessary for this project and are outlined in Table 1 with timing and sequencing for each step.

- Official Map Amendment (rezoning) of the land within the LDR boundary
- Development Agreement
- Mobility Study
- Urban Design Review
- Horizontal Infrastructure Applications
 - Subdivision Plan (one or multiple filings)
 - Transportation Engineering Plans (TEP)
 - Stormwater and Sanitary Sewer Construction Plans (SSPR)
- Site Development Plan(s) for horizontal and vertical development
 - Site-specific Engineering Construction Plans
 - Permits

2. Development Review Process Definitions and Required Process

This section establishes the development review process for this application. Table 1 shows the required applications to be submitted for review, the sequencing of the initial application submittals, where approval authority is vested, and the sequencing of final action on the application. Explanation of the terms used in the table is as follows:

Application Type: The name of a required regulatory process/application or city agreement.

Prerequisite applications – Applications that must be submitted prior to the subject line application being submitted.

Approval Authority: The entity vested with approving a development application per adopted City regulations.

Final action sequencing: Timing of final action of each application and its relationship with final action sequencing of other applications.

Table 1 is broken into three large categories consisting of similar application types that are generally submitted and reviewed concurrently;

Regulatory Applications – these applications result in a regulatory framework for development of the property to guide site development and serve as a basis of design for all subsequent applications.

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Horizontal Infrastructure – required applications needed to subdivide the land into development parcels, zone lots and rights-of-ways, and construction drawings for trunk line infrastructure needed to service the development.

Vertical Site Development - Anticipated applications required to support vertical development on individual sites within the overall development.

Applications within the Initial Regulatory category must be submitted, reviewed and approved prior to submittal of any application for horizontal or vertical development.

The assigned Project Coordinator, in consultation with other development review Agencies, may allow submittal of horizontal and vertical applications prior to final action on prerequisite applications based upon the status of prerequisite applications.

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Table 1: Required Applications

Application Type	Prerequisite Application(s)	Approval Authority	Final Action Sequencing
Regulatory Applications			
Rezoning	none	City Council	Public Hearing for rezoning and City Council action on Development Agreement to occur on same City Council Agenda.
Development Agreement	Rezoning	Development Review Committee or City Council	Final action on to be on same City Council Agenda as rezoning public hearing
Horizontal Infrastructure Applications			
Mobility Study*	None	DOTI	Concurrent with TEP
Subdivision – Preliminary Plat*	All Initial Regulatory Applications	Development Review Committee	After all initial regulatory application final action and concurrent with supplemental engineering and mobility studies
Subdivision – Final Plat*	All Initial Regulatory Applications and Preliminary Plat	City Council	Concurrent with Stormwater/Sanitary and TEPs
Stormwater Construction Plan(s)*	All Initial Regulatory Applications and Preliminary Plat	DOTI	Concurrent with Subdivision
Sanitary Sewer Construction Plan(s)*	All Initial Regulatory Applications and Preliminary Plat	DOTI	Concurrent with Subdivision
Transportation Engineering Plan(s)*	All Initial Regulatory Applications and Preliminary Plat	DOTI	Concurrent with Subdivision
Horizontal Site Plan(s)*	All Initial Regulatory Applications and Subdivision Final Plat	Development Review Committee	Concurrent with Transportation Engineering Plan and Final Plat
Vertical Site Development Applications			
Site Development Plan*	All horizontal infrastructure applications specific to phase	Development Review Committee	May be run concurrently and be preliminarily approved prior to final Rezoning hearing before City Council Must be completed after horizontal infrastructure applications specific to site
Site Specific Engineering Construction Plan(s) for site infrastructure (SSPR, TEP, etc) *	Concurrent with Site Development Plan	DOTI	Prior to, or concurrently with Site Development Plan
Sewer Use and Drainage Permit(s)*	Prior to or concurrent with Building Permit	DOTI	After Site Development Plan approval but prior to Building Permit approval

Town Center at Denver Connection Framework Document

Project No. 2019PM0000578

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Application Type	Prerequisite Application(s)	Approval Authority	Final Action Sequencing
Zoning Construction Permit(s)	Site Development Plan	Community Planning and Development / Project Coordination	After Site Development Plan approval, prior to building permit approval.
Building Permit(s)	Site Development Plan	Community Planning and Development	After Zoning Construction and Sewer Use and Drainage Permit

**The assigned Project Coordinator, in consultation with other development review Agencies, may allow submittal of horizontal and vertical applications prior to final action on prerequisite applications based upon the status of prerequisite applications.*

VII. Development Agreement

Development Agreement topics may include but not be limited to the following:

- Drainage Channel Relocation Improvements and maintenance responsibilities
- Off-site Improvements
 - Traffic Signal at Green Valley Ranch & Airport Way
 - Airport Way Improvements
 - Pena Boulevard Regional Trail improvements and related connections from site
- Open Space phasing, construction, maintenance, and ownership
- Vesting


VIII. Community Information Meeting

The Large Development Review process required holding a community information meeting. This meeting was held on February 27, 2020. A report summarizing the Community Information Meeting is included in **Attachment 2**.

X. Approval

The Development Review Committee hereby approves this Large Development Framework upon finding that:

1. The LDF identifies the type and sequencing of regulatory and planning tools needed to implement adopted City Council Plans, and
2. The LDF establishes a coordinated development review process that ensures the future development of the subject area will address land use, development, infrastructure, open space, public parks, schools and other related issues, as application, in accordance with City Council adopted plans.



 Eulois Cleckley, Executive Director
 Department of Transportation and Infrastructure

 May 22, 2020
 Date



 Allegra "Happy" Haynes, Executive Director
 Department of Parks and Recreation

 5/1/20
 Date



 Laura E. Aldrete, Executive Director
 Department of Community Planning and Development

 28 April, 2020
 Date

XI. Owner Acknowledgement

Recognizing DZC Sections 12.4.12.12. Review Criteria and 12.4.12.15 Effect of Approved LDFs and GDPs, the property owner hereby acknowledges City approval of the Large Development Framework for development of Town Center at Denver Connection.
 Pursuant with DZC Sections 12.4.12.16 and 12.4.12.17 the LDF may be amended or withdrawn.



 Adam K. Myers, Managing Director
 C.P. Bedrock, LLC

 27 May, 2020
 Date

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Attachment 1 – LDR Boundary

**Town Center
at Denver Connection LDR**

AIRPORT WAY

GREEN VALLEY RANCH BLVD

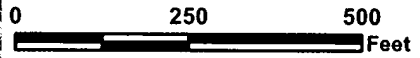
MEMPHIS ST

This area may contain improvements associated with the Town Center Denver Connection development including a regional trail connection an maintenance/ construction of Irondale Gulch connection to detention pond

PENNA BLVD

BOLLING DR

AIRPORT WAY



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Attachment 2 – Community Information Meeting Summary

THE FLYWAY

Section I. Meeting Overview

The development team of The Flyway retail proposal at the southeast corner of Green Valley Ranch and Memphis Street just east of Montbello and west of Pena Boulevard held a neighborhood meeting as required by the Large Development Review Process recently created by the City and County of Denver.

The meeting was held at Maxwell Elementary School about a mile from the site on February 27 from 6:00 – 8:00 PM.

Notification

The city required process consisted of noticing by mail residents and property owners within 400 feet of the site, Registered Neighborhood Associations, District 11 Council Office, and At-Large Council Offices. In addition, the Northeast Transportation Coalition drivers dropped flyers by local businesses, religious institutions and local non-profits. Approximately 1,500 flyers were delivered door to door in Avion, Parkfield, Gateway Park and Montbello. Social media posts included D11 sources, Environmental Learning for Kids and the Northeast Transportation Coalition. Individual emails were sent to RNOs and community organizations as provided by the D11 council office and city staff.

Attendance

Approximately 80 people were in attendance with 59 signing in. Representatives of D11 Council Office were present as well as Councilwoman Debbie Ortega, At-Large. The development team had representatives from Goldberg Properties, Denver Connection, Galloway (Architecture, Engineering and Planning), Kimley Horn (Traffic Engineering), The Stanton Solution.

Meeting Format

- | | |
|-------------|---|
| 6:00 – 6:30 | Open House – Storyboard with comment stickers |
| 6:45 – 7:15 | Introduction by Ms. Ann White, Montbello 2020 Chair
Presentation by Mark Goldberg, Goldberg Properties, Chris Flagg, Denver Connection and Libbie Adams, Denver Community Planning and Development |
| 7:15 – 8:00 | Audience Questions, Answers and Discussion |



Accessibility

The development team engaged the services of the Community Language Collaborative (CLC) to assist with accessibility.

Spanish Language – All materials including flyers, presentation and story boards we provided in Spanish. CLC had two translators present with technology to assist Spanish speakers.

Hearing – CLC also provided a sign language interpreter.

Children – Notices welcomed children, and two child care providers. Coloring books were provided for entertainment.



Contacts – Contact information for Spanish speakers was provided for Spanish speaking guests.

Section III. Meeting content/Key Questions and Issues

The first portion of the meeting provided residents with opportunities to learn more about the development plans, provide one-on-one comments to the developer verbally and via sticky notes and ask individual, specific questions. The second hour focused on presentation followed by questions and answers in a group environment so everyone present could hear all questions and all responses from the development team. Information presented included:

- Overarching design concepts including public plaza, building placement, parking and other hardscape features
- Conceptual images around how the area could be landscaped
- Information about walkability, accessibility– both external to access the site and internal bike and pedestrian connections - and trail options to and from the development
- Assessments of traffic patterns onto and off the development
- Descriptions of planned amenities for visitors outside of retail and dining options
- Estimates of the total number of jobs generated for the community (275) as well as average hourly wage (\$23 hour) for the anchor user
- Information about the Far Northeast Plan including important equity concepts such as access to groceries, job creation and access to services
- Architectural influences that will be contemporary and at the same time providing a sense of permanence and sustainability.

Key Questions and issues

Those who attended raised important issues and critical needs for the development to best serve the community. Here are the takeaways.

- **Equity is at the heart of this development.** The most important accomplishment of this development, according to many who attended, is that the far northeast neighborhoods begin to receive the kinds of amenities and services that many other neighborhoods take for granted. While some participants suggested amenities such as bowling allies and theaters which are not being considered by the developer, many others expressed a desire to have quality retail and dining in their neighborhood rather than driving to surrounding cities. They noted a particular desire to keep their tax dollars in their own community. Many of the attendees have waited many decades for their neighborhood to receive high quality retail as proposed by this development, and they see it as a clear call for equity.

- **Real concerns exist around preserving a safe neighborhood.** Many present wanted to impress on the development team and the City that they had concerns regarding traffic around the site and primarily along Memphis Street. In particular, some who attended stressed the need to reduce the amount of access points along Memphis Street for traffic control reasons.
- **Sustainability and livability are critical issues for the development.** Many who attended raised the issues of livability, whether it was in the form of quality landscaping, additional amenities, walkability and trails or opportunities for community rooms and spaces. Additionally, some worried about livability as it relates to their immediate view of the area and asked that landscaping help with the massing as it pertains to the large retailer..
- **Nearly all present wanted to see a high-quality grocery opportunity in the far north.** Most participants expressed a desire to have quality groceries including fruits, vegetables and meats as part of the development. While a few expressed concerns about a retailer that might require a membership, the majority wanted to know that they would have the opportunity to purchase quality foods in their neighborhood.
- **Residents are interested in an appropriate mix of local and national businesses.** There was much discussion at the meeting around the appropriate mix of small, local, regional and national retailers and dining establishments. Some expressed a desire to limit drive-through dining opportunities. Others asked for a mix of retail that is similar to the types and mix of retail present in many other neighborhoods.

Section IV. Summary of Audience Questions, Answers and Discussion

Q – Question A – Answer S-Statement

Related to Retail Development and Retailers

Q. Any thought to a movie theatre. Do you have property adjacent to this property to build one? I am tired of having to go to Aurora to shop and go to the movies. I would like to see that money stay here. The movie theatre will draw people to the site if you have adjacent land. It will attract people from Aurora.

A. Movie theater is a complicated retail animal. Movie theatres work on a first run film. They are bid on by the movie theatre chains and theatres are cautious about where the theatres are and what the envelop. This envelop is covered by the Harkins at Stapleton and the new Harkins in Aurora. We don't have land for a theatre and their parking does not activate the site as people come and park for two hours and leave.

Audience: There is a theatre coming on 40th.

Audience: But that's in Aurora.



Q. No green cross on the site.

A. We can make that commitment right now, there will be no dispensaries on the development.

Q. I want a place in a restaurant that you can have a private room. Will it have that?

A. We are considering a community center for clubs and others to gather and would help the project.

Q. Is there room for a bowling alley.

A. We haven't considered a bowling alley.

S. I would rather have a bowling alley

S. Right now there is not any good meat and produce. If this retailer is who I think it is, I think people will be pleased. I want to shop where I live and not drive to Aurora or have to drive to Commerce City to go to Kings Soopers.

S. If I have to buy a membership, I don't want it. If it is really for the community, small business and shopettes, I am for that. If it is good produce and good meat. If it's not Walmart. If it's just a Target or Kings Soopers then more power to you.

S. I am all in for "a particular retailer", if it is "a particular retailer. I am concerned about access points on Memphis

Q. I love the live music, don't want it in my front yard. We will be looking right at the retailer. We don't want to have more fast food, not interested in drive throughs and drive ins. In Stapleton you have Chipotle and Papa Murphy. What is the opportunity for local mom and pop shops? Every single neighborhood in Denver areas is getting the same thing.

A. The place for local restaurants is in the town center. We see opportunities for mom and pop shops.

Access to Good and Services – Equity

S. Several of us live in Montbello, for many, many years waiting for anything to happen here even before Avion. We have suffered for a lack of services in this area. People in Avion, I respect your rights here. But a lot of people have suffered. We are thirsty for this. Decrease the impacts to the Avion residents, do it properly. People have been starving for 10, 20, 30 years. We need retail, consider those who have been here for decades. Consider new residents as well. This has to be an opportunity to correct some ills that we have suffered here. I would like to have some of the conveniences that other people have.



A. We share with you that we want to bring something that the neighborhood doesn't have, we are also very aware especially a project of this size has on the most immediate neighborhood. We are conscious on how the retail relates to the residential. We thought that landscaping buffering would help. We viewed the back of retailer as being a buffer to the neighborhood

Q. I think this is great, bringing more life and residents, is making it better, This area gets a bad rap, when I say my neighborhood people have a negative reaction. My question is, what about the other retail areas like where the Planet Fitness is, will this drive other centers to be upgraded.

A. Are you talking about the American way of competition? Yeah, I think it will. That is a dynamic, when a well-conceived project that stirs development and takes the equity piece. Once you are bringing economics to place it filters into other investments.



Related to Avion Resident Concerns

S. Who here lives in the Avion community adjacent to the development? Because we live by the development, we are differentially impacted by what is happening here. When we walk there currently, it is beautiful. Concerned about the size of the anchor, will impact the ambiance of the neighborhood. If you have such a large retailer, that is not a local town center. That is not what I want in my backyard. We already have a large center across Pena at GVR and Tower and more retail coming on Tower, we don't need another one. Large anchor retailer contradicts the plan. There are these local retailers and not supercenters. We don't need any more fast food. GVR has plenty. GVR has been described as a food desert. Chipotle will not offer fresh food and won't serve people. Great idea to bring in jobs, our community needs this. Do it balanced between serving the community.

If we can, and we need to look at how we impact Avion and look to make the project not that impactful. I don't think anyone is opposed to anyone getting retail in this community. I have to come out and look every single day and look at the back of a large format retailer.

A. You're going to see trees, not the back of a large format retailer. I don't want you to look at the back of the retailer. There will be 45 feet from the street to the back of the retailer. We will heavily landscape it will be a place to walk and see.

S. I am an Avion resident. I like the idea of a "particular retailer", problem I see is the access from Memphis. If you can limit access points on Memphis, I am probably ok with this plan.

S. We live at GVR and Memphis. They are like a drag strip. If you put more things on Memphis it will be much worse. If street comes through on Warren, afraid it will be a drag strip.

Q. Can you stagger the entrances to mitigate the traffic?

A. We can look at how to mitigate impacts along Memphis.

S. Memphis is a wide street. That is the problem.

Q. Traffic along Memphis. For residents in the area, can you put in speed bumps for Memphis and make Airport the main entrance for the retailer rather than Memphis, reduce design methodology to minimize traffic on Memphis. No issue for residents if traffic on Airport.

A. Intention is exactly that, Airport is our principal access point. Main entrance is Airport, secondarily is Memphis. We designed the project for automobility is clearly intended to be Airport.

Related to Project Design & Engineering

Q. Will the elevation be higher or lower?

A. Slightly higher.

Q. Is there a place for kids in the development?

A. There is a place to play in the plaza, a fountain there and maybe some games. That plaza is located here and may get bigger.

S. Concerned about five stories, living out here, one reason we are named Montbello for the view. Worried about people further east of us if we are going 5 stories or more.



S. You did a good thing by putting the building there and you aren't blocking the scenery to the mountains.

Q. I see a lot of concrete is it possible to do something different than every other development. Different plants. Can that roof be a green roof? Can we decrease the thermal mass? Have much intention about what kind of plants, were water is going. Not adding to rain cycle.

A. The area in green is intended to be green, the channel, grass on the perimeter, channel is a biomass that can clean water well. All of these areas will be trees.

S. Trees on 16th street are getting pulled up. Have more trees appropriate for Denver, we need more plant like. Based on diversity, not just pretty, but adding to oxygen and air quality.

Q. You are talking a lot about zoning proposals. Are you planning to put in residential as well?

A. We are not.

Q. Your intended trail structure east of the site, does that connect to anything south of 40th?

A. Yes. There is an existing trail to Bolling.

Audience: The trail further south to 40th doesn't continue.



Q. Other than a trail structure, it seems like it is all grayed out next to Pena?

A. City staff. East of airport is an easement that the airport has. 1,000-foot buffer, nothing can be built other than the trail. As far as connections and what is in the NE plan. Plan is to extend local and regional trail system. Sometimes it takes developments to complete the segments that help build what the plan calls for.

Q. Did you think about something for sports, basketball courts, places to skate.

A. I don't know about team sports. We will have a place for kids to play a game. There is a 10-acre park in Avion about 1/8 of a mile from the site that will have more sports fields and places for kids to play. The homebuilder and the city are in current discussions about its design.

Q. I serve on the metro district board and am concerned about how the drainage system will work?

A. The site will be responsible to detaining its own flows. There are ponds in the Pena Boulevard open space as well as at Chambers and Green Valley Ranch that take regional flows. The site will have a channel that connects to the existing channel in Avion to convey flows.



Finance

Q. Is a metro district financing the infrastructure, streets, lighting?

A. No.

Q. How will it be financed?

A. Our own funds, a debt structure and we are looking at other structures. We are not planning a metropolitan district.

Q. Is the Avion metro district extended to the East.

A. No.

Q. Given economic downturns, what commitment will we have the buildings will not be vacant.

A. Try to take one step at a time. There will be some traditional debt sources. Talking to city about help with money as well. Insurance policy you are asking. If the thing goes dark, what happens then, I don't have boiled up answer. One of the things that keeps that from happening is community. I can't ensure the business success; I wish I could.



Q. I know the last economic downturn, the grocers that were in the neighborhood fled. It is not advantage for people to be in and out. We have to be mindful about that and put securities in place so it isn't bad for a neighborhood.

A. This particular retailer has a phenomenal balance sheet.

Other Issues

S. We have zero cell service in Avion, we need cell

Q. Question for you (city), since it is bigger?

A. It was briefly mentioned cell services is terrible, told problem is the airport. Cell providers should follow the people.

Audience: Verizon 5g is being installed on GVR

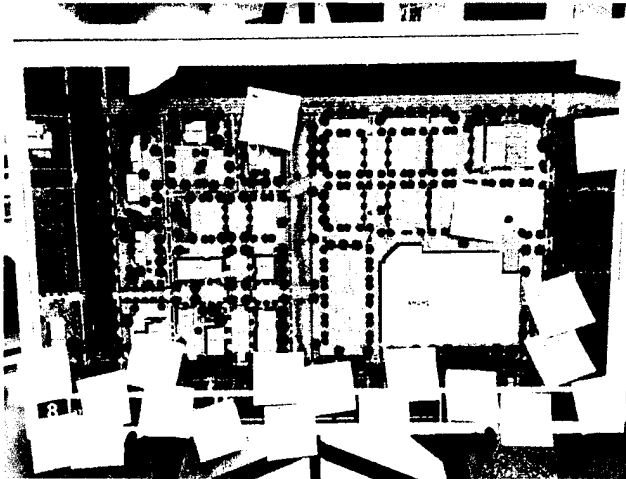


S. We don't want the prairie dogs.

S. I work at DEN and often come off Pena off ramp, no right turn land from Pena off-ramp, there is no right turn lane.

Section V. Storyboard Comments

Color Site Plan



Concerns about Memphis Street Access

Access points on Memphis are a concern. Re: Traffic exposure of alley, safety.

As long as access on Memphis is limited- plan looks great.

Concerned of access on Memphis. I live in Avion and my alleyway would be directly across from retailer. I don't want excessive traffic or pedestrians. Concerned for safety and additional crime.

Traffic is a big concern.

No Warner through street?

Can we do something i.e. ¾ turn or right in – right out to prevent cars from cutting through on Warner drive? We have young families would prefer to keep traffic to a minimum.

No Drive Through on Warner Drive.

Will residents on Avion have extra security along Memphis street.

No Memphis Entrances.

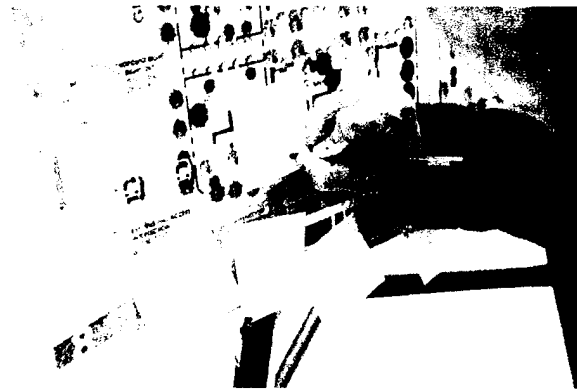
No/Less exits to Memphis please Safety and Traffic Concerns.

No entrances to development from Memphis.

Bike. Pedestrian entrances only on Memphis.

Don't want more traffic on Memphis St. need "Local Traffic only" signs or block off traffic only.

Concerned about Traffic backup w/ entrances on Memphis and Warren Drive. Really short pan for traffic coming in and out and residents trying to enter on Memphis.



Comments Related to Types of Retail

Would Love a Trader Joes, Super Target, Costco or Sprouts, Sit down restaurants, casual fine dining options.

Target Trader Joes, Sprouts, No Fast food.

Target, Trader Joes, Sprouts.

We would love Sprouts, Trader Joes, or Target.

Very concerned about size of this retailer.

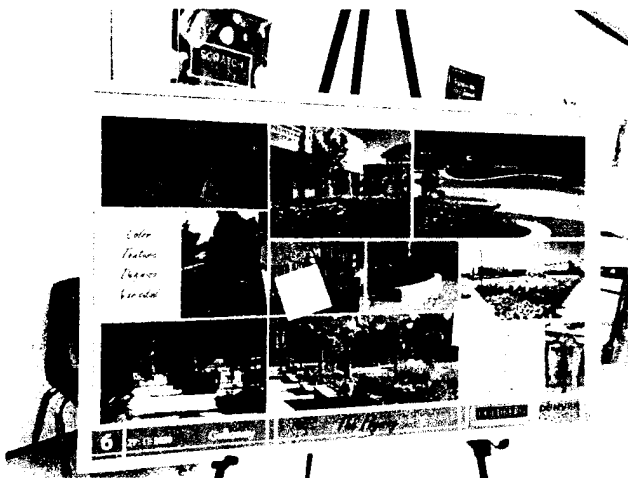
Please less fast- food! NO Gas Stations.

Don't want store with membership fees.

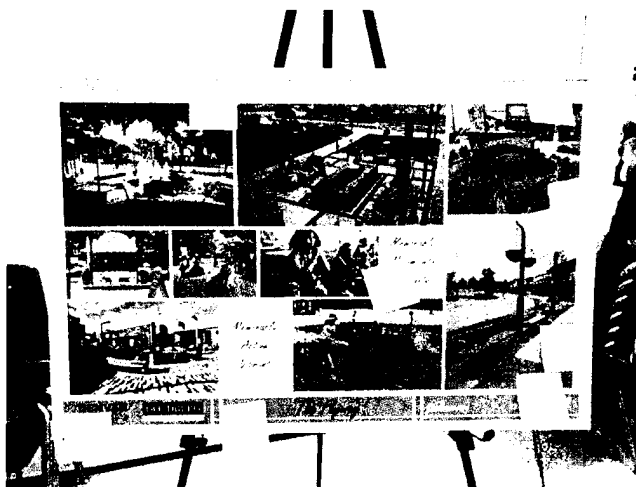
We love...kid focused, kid friendly places, coffee shop, Thai Asian/Sushi, Jamba Juice, Chipotle, Brunch- Jelly Snooze.

Would love retail option to be a local brewery.

Color Texture Board



Yes to all the green tree coverage and no more concrete dominate spaces.
 Love the marketplace concept.

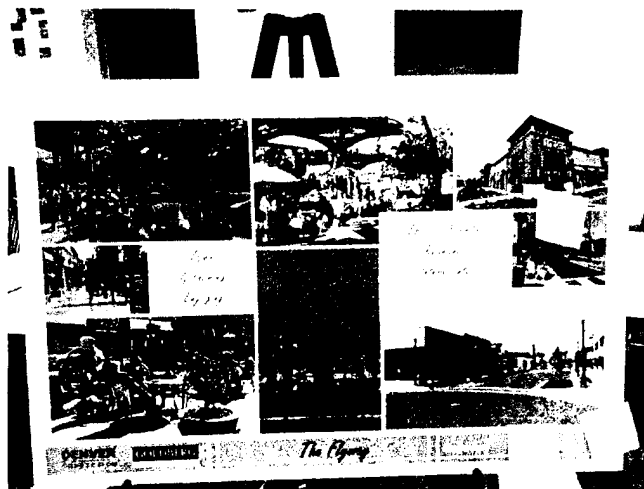


This is excellent.
 I like this concept. We are in need of more sit-down restaurants. No more fast food.
 Would love a place that offers Zumba classes
 I love to do yoga.
 A yoga studio would be great.
 My neighbors and I go to Kindness Yoga at Stanley Marketplace.
 Would love a Yoga studio.
 Love all of this!!!!
 Need trees. Shade Trees.



I would like a Chick Fil A.
 Not a fan of the same chain restaurants and the traffic it brings.
 Yes to the texture- we don't want big box look.
 There are already so many chains and fast food.
 Please no more drive through.
 We already have a lot of fast food around. We are hoping for more coffee shops, local restaurants etc.

Street Scape Board



Where would this even be? All you have is a lot of parking.

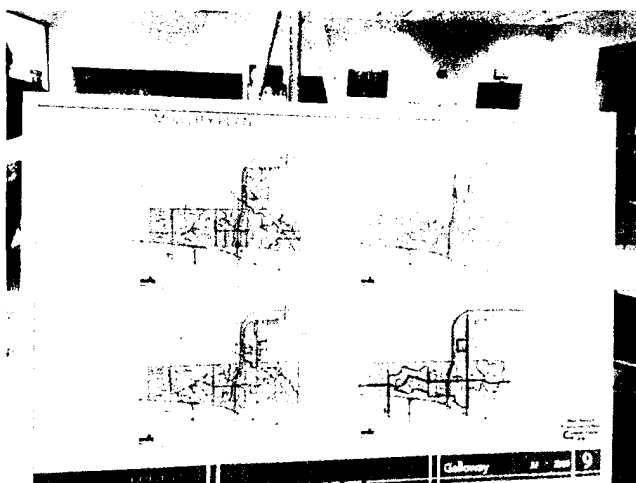
Yoga Studio and day care would be great. A lot of young moms in Avion.

Target, Cheddars, QT.



Need healthy food options.

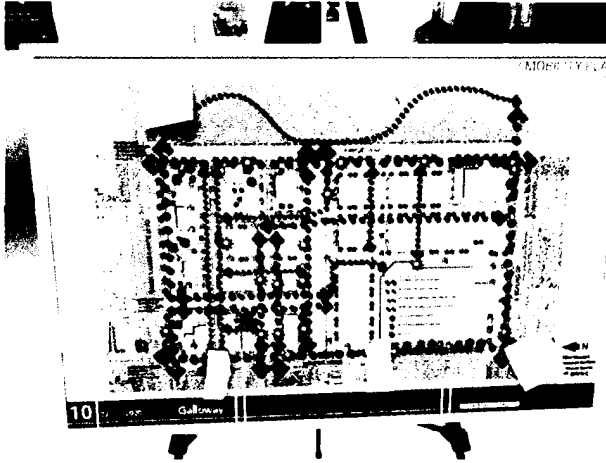
Pete's Coffee.



Need safe biking- separated from dangerous traffic.

Need protected bike lanes.

Site Mobility Plan



Why the sea of parking? Can we have a garage and more green space.

Concerned this will increase traffic from Avion.

NO entry on Memphis.

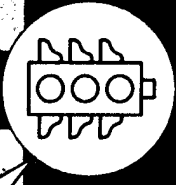
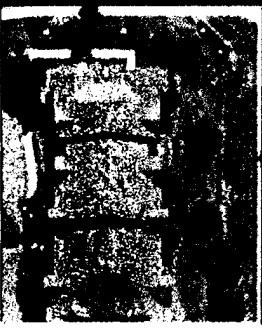
Please limit access to major retailer from Memphis street to protect the neighborhood.

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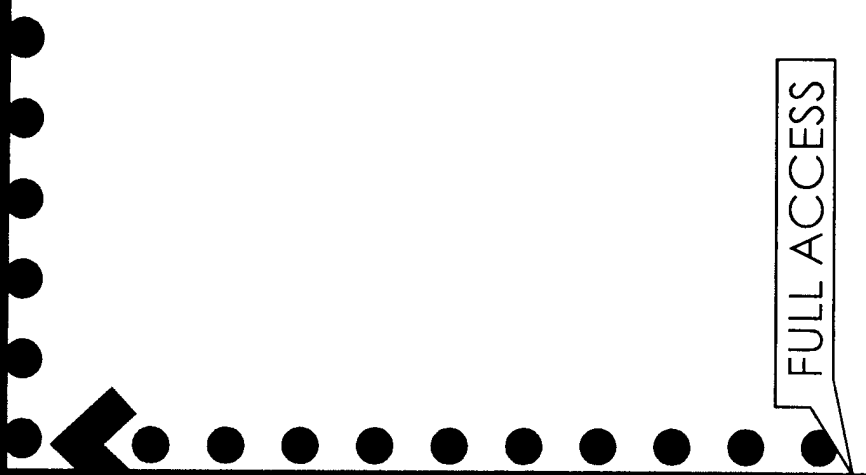
Attachment 3 – Concept Plan and Project Narrative



Existing Traffic Light



G



FULL ACCESS



Project Narrative

Proposed Project

The proposed project specific to the LDR application submitted in October of 2019 is for a retail shopping center called The Flyway. This LDR application is specific to this development proposal and does not preclude the development of other uses allowed under the site's current zoning or other potential uses that would be allowed based on City plan guidance.

Site Location and Context

Located just west of Pena Boulevard on Green Valley Ranch Boulevard and immediately east of Montbello in the Gateway subarea of Denver's Far Northeast area, The Flyway will bring retail opportunities to residents of the Far Northeast.

The site, located in PUD 319, is just east of Avion at Denver Connection (also in PUD 319) the new master planned community that has distinguished itself among residential options in the Far Northeast. Avion is directly adjacent to Montbello and Parkfield. The Avion community design features alley loaded residential units as well as traditional front-loaded lots, attainable townhomes under \$300,000 (for sale), 40 acres of parks and open space including a dog park, bee exhibit area, open channel pathway, 10-acre public park, community pool and hub along with nearly 700 new residential units.

Project Description

To accommodate for the development of The Flyway, the site will need to be rezoned and planned as a singular development due to the inter-relationship between the infrastructure investments, development synergy and financial realities. The vision of the project is a full service retail center that will have variety of retail offerings, services and dining options. The principal anchor merchant will include fresh produce, meats and wide selection of other grocery, pharmacy, health services and general merchandise, that today, are in are extremely limited availability in the Far North Area of the City of Denver. The projects design and operative components of the Town Center and restaurants are intended to create a place where visitors and customers will not only shop, but will stay and interact socially as a destination gathering place. The design of the project, its plaza and green spaces along with the vertical architecture will all be focused on human scale, contemporary architecture with sensibilities of sustainable design.

The proposed project is planned to be comprised of:

- 32-acre retail center.
- Up to 223,000 SF of new retail space.
- Anchored by an approximate 148,000 SF full-service large format retailer.
- Up to 75,000 SF of town center and ancillary retail/restaurant services.
- Commercial retail/restaurant outparcels with or without drive-thrus.
- Town center plaza/gathering place.
- An open channel with partially piped sections (based on the engineering viability - should the open channel design prove to be not viable; the channel will be piped through the project).
- Signalized full movement access at Airport Rd. and Green Valley Ranch Blvd.
- Limited access points off Memphis Street.

Small Area Plan Guidance



The proposed development meets the needs cited by the Far Northeast residents. The **Far Northeast Area Plan** (“plan”) was adopted on June 10, 2019 and provides guidance on the desires of the community. Paramount throughout the document is the desire for additional retail services.

1. Retail is critical as part of the complete neighborhood strategy.

“...there is a lack of destination and entertainment options within the neighborhoods, citing few community gathering spaces outside of parks, recreation centers and schools.” (p30)

2. The development of a retail shopping center at this site is appropriate and is consistent with:

“LU 4: Create new community and regional centers in large undeveloped areas Provide community-serving amenities such as retail, grocery stores and healthy food and beverage options.” (p38)

3. The proposed development advances the equity goals found in the FNE NPI:



“...the Far Northeast currently has low overall access to essential facilities, services, and amenities” p.17

The proposed project brings access to opportunity and healthy food.



“They are vulnerable to displacement in the categories of household income. This high level of vulnerability can be offset through improving equity and access to opportunities...” p 21.

Project helps increase incomes. The average annual salary of the large format retailer after 6 years is \$58,352 versus Montbello’s average salary of \$48,250.



“The large amount of undeveloped land ...presents a strong opportunity to attract more jobs.” p. 24

The large format retailer brings 275 new benefitted jobs with an average wage of \$23/hr. The town center and outparcels are estimated to generate an additional 125-325 jobs including retail spaces for small businesses.

4. Land Use and Height Guidance - The plan identifies the site as appropriate for a community center up to 8 stories in height. The plan calls out to *“create new community centers...to create destination areas and introduce new retail, jobs and housing.”* (p163)

PUD 319 West

The current zoning for the site is governed by PUD 319. The proposed development is located on the remaining parcel just west of Pena which allows for a variety of uses under the PUD. The PUD does not allow for grocery uses at this site; therefore, this specific development would require rezoning this parcel into a zone district within the new Denver zoning code.

Substantial investments were made as part of the residential component of PUD west including parks and open space, transportation improvements, sidewalks and tree lawns, drainage facilities, water and sewer infrastructure. Representative improvements include:

Parks and Open Space

- 10-acre community park
- 8.1-acre drainage pond
- 5.7-acre drainage channel
- 2.3-acre dog park
- 1.6 acres of mews
- 1.7 acres of pocket parks
- 9.7 acres of general open space
- 1.1-acre amenity area including community hub and pool

Transportation and Sidewalks

- Widening of Green Valley Ranch Blvd from Chambers to the Pena on-ramp from a two-lane road to a four-lane road with new median.
- Addition of ROW, sidewalk improvements and ROW trees on the south side of Green Valley Ranch from Chambers to the site.
- Extension of GVR along the Pena open space buffer owned by Denver International Airport.
- Extension of Memphis and Kittridge adjacent to their alignments in Parkfield through the site to Bolling Drive.
- New traffic signal at Memphis.
- Completion of Bolling Dr. from Chambers to Memphis.

Drainage and Detention

- Completion of the regional drainage way connecting the pond system through an open channel drainage way including a bike and pedestrian path.
- Completion of the 8.1-acre regional detention pond at the SEC of GVR and Chambers.

Bike and Pedestrian

- Completion of sidewalk connections along Green Valley Ranch Boulevard with a large tree lawn.
- A trail connection through the community along the drainage channel provides connections to the Montbello community at the SEC of GVR and Chambers Road.
- Bike and pedestrian amenities and pathways developed as part of the residential community bring residents into the site as well as route bike and pedestrian traffic to networks leading to 40th Avenue allowing access to the transit station.

Proposed Zoning

The applicant has expressed the desire to zone the site S-CC-3. S-CC-3 allows for the development of a retail shopping center similar to those found throughout Denver. The general purpose of S-CC-3 is:

- A. *The Commercial Corridor zone districts are intended to balance the need for safe, active, and pedestrian-scaled, diverse areas with the need for convenient automobile access.*

The project is intended to balance the need for safe and active and pedestrian scaled, diverse areas with the need for convenient automobile access for the more auto oriented uses at the site. The proposed development would mix auto oriented uses along Airport Rd and Green Valley Ranch Boulevard with a pedestrian scale town center oriented around a plaza. This mix of pedestrian and auto oriented uses will allow The Flyway to serve the needs of the entire community.

- B. *The Commercial Corridor zone districts address development opportunities next to the city's most auto-dominated corridors.*

The site is located adjacent to Pena Boulevard with traffic counts exceeding 141,000 cars per day according to DRCOG, Nov 2018. Green Valley Ranch Boulevard is an arterial street connecting Montbello, Parkfield and Green Valley Ranch to the site. These are auto-dominated corridors.

- C. *Commercial Corridor building form standards have minimum setbacks to allow flexibility in building, circulation and parking lot layout.*

The Far Northeast residents have routinely discussed the challenges of getting retail to the community. The development needs flexibility in building, circulation and parking lot layout to deliver the variety of retail concepts contemplated at the site to best serve the needs of the community.

- D. *The Commercial Corridor district standards are also intended to ensure new development contributes positively to established residential neighborhoods and character, and improves the transition between commercial development and adjacent residential neighborhoods.*

S-CC-3 was developed as part of form-based code with requirements that acknowledge that shopping centers are often adjacent to residential neighborhoods. The district standards will help to ensure the development contributes positively to the established residential neighborhood and character.

AGREEMENT

THIS AGREEMENT is made and entered into by and between the **CITY AND COUNTY OF DENVER**, a home rule city organized and existing pursuant to Article XX of the Colorado Constitution (the “City”), and **DCG WEST I LLC**, a Delaware limited liability company having its principal place of business at c/o C.P. Bedrock LLC, 610 W. 26th Street, Suite 910, New York, NY, 10001 (the “Contractor” and together with the City, the “Parties” and each a “Party”).

RECITALS

WHEREAS, there is a public purpose for attracting companies and their associated economic activity within the City of Denver (“Denver”), including stimulating economic development, retail spending, strengthening Denver’s tax base, and creating jobs within Denver;

WHEREAS, incentives are often necessary in order to attract and grow private enterprises to further this public purpose;

WHEREAS, the Contractor is developing land located generally at Green Valley Ranch Blvd. and Airport Way, with an address 16298 Green Valley Ranch Blvd (the “Property”), with such development to be known as “The Flyway,” and intends that certain improvements will be constructed, including retail, restaurant and other uses, including a Costco warehouse and other permitted ancillary uses in furtherance of creating a town center for the area (collectively, “the Project”);

WHEREAS, the Contractor is negotiating to transfer a portion of the Property to Costco Wholesale Corporation (the “Anchor User”), which is willing to locate a Costco retail facility within the Project to provide goods and services to the general public by means of the sale of memberships due to the availability of certain incentives provided to the Contractor by the City, as further described in this Agreement;

WHEREAS, this Agreement, and the establishment and operation of the Project and the Costco facility within Denver will advance the valid and valuable public purpose set forth above by generating tax revenues and by the creation and maintenance of job opportunities for Denver residents as a result of the incentives described herein, without which the Project is not likely to occur; and

WHEREAS, for these reasons, in consideration of the mutual covenants herein contained, and other good and valuable consideration, the sufficiency of which is hereby acknowledged, the Parties agree as follows:

TERMS AND CONDITIONS

1. CONDITIONS.

A. The following shall be conditions precedent to the City’s obligation to remit the first Incentive Payment to the Contractor as provided in Section 2 (collectively, the “Incentive Conditions”). If the Contractor does not timely satisfy one or more of the Incentive Conditions, the City’s obligation to remit the first Incentive Payment shall not be triggered until the Contractor

(i) has satisfied the delinquent Incentive Condition(s) and (ii) delivers a written certification to the City with the next-occurring petition that such obligation has been met. If the Contractor does not satisfy any one of the following obligations within one hundred eighty (180) days of the applicable deadline, the City may terminate this Agreement upon thirty (30) days prior written notice to the Contractor. The Contractor shall supply a written certification as to the date which constitutes the Opening Day, such certification to be included in the applicable Petition. At such time as the Incentive Conditions are timely met, subject to extension due to Force Majeure (as defined below) under Section 9, the City's obligations under Section 5 shall commence and will continue through the Term (as defined below), subject to the terms of this Agreement.

i. On or before July 31, 2022, Contractor shall have conveyed a portion of the Property to the Anchor User, subject to the terms and conditions of a purchase and sale agreement by and between the Contractor and the Anchor User, acceptable to the Contractor in its discretion, for the purpose of the Anchor User's development and operation of a retail facility, specifically a Costco warehouse, focused on providing goods and services to the general public by means of the sale of memberships, which shall be no less than 120,000 square feet in size (the "Facility"); and

ii. On or before the date that Contractor conveys a portion of the property to the Anchor User pursuant to 1(A)(i) above, the Contractor shall obtain Anchor User's written consent for the City, through its Department of Finance, to provide the City's Department of Economic Development & Opportunity ("DEDO") with such information as is required for DEDO to verify (a) the Denver Sales Tax paid by Anchor User at the Facility pursuant to this Agreement, and (b) the number of employees employed by Anchor User at the Facility, and such other information about such employees as is required by this Agreement. Such consent shall be provided in the form of Exhibit A attached hereto and incorporated herein by this reference, shall be signed by the Anchor User, and shall be effective for the longer of the term of this Agreement or as indicated in Exhibit A (the "Consent").

iii. On or before July 31, 2023, Anchor User shall have completed construction of the Facility, and the Facility shall be open to the public as a Costco warehouse; and

iv. On or before the first day that the Facility is open to the public as a Costco Warehouse (the "Opening Day"), the Contractor shall have provided no fewer than one hundred (100) Costco one-year memberships to the District 11 Council office; and

v. On or before six months after the Opening Day, the Anchor User shall provide to those Employees at the Facility working no fewer than thirty (30) hours per week benefits consistent with Anchor User's standards of operation for similar Costco facilities in the region.

2. MILESTONES. From and after the Opening Day, the Contractor shall timely satisfy the obligations in this Section 2 related to the operation and development of the Property (each, a "Milestone"). If the Contractor does not timely satisfy any one of the following obligations, the City may suspend any payments due to the Contractor pursuant to this Agreement until the Contractor (i) has met the delinquent condition(s) and (ii) delivers a written certification to the

City with the next-occurring petition that such obligation has been met. If the Contractor does not satisfy any one of the foregoing obligations within 180 days of the applicable deadline, the City may terminate this Agreement upon thirty days prior written notice to the Contractor.

The Site Development Plan attached hereto as Exhibit B and incorporated herein by this reference identifies those locations on the Property where Buildings #1, #2, and #3, and the Community Serving Elements (each as defined below), must be located to satisfy the requirements of this Section 2. The Executive Director of DEDO is authorized to consent to an amendment to Exhibit B solely for purposes of this Agreement. For purposes of clarity, the Executive Director has no authority to approve or disapprove of any Site Development Plan filed with any City agency other than DEDO as part of the development of the Property.

A. On the last day of the first calendar quarter after the Opening Day, the Anchor User shall employ at the Facility not less than one hundred twenty-five (125) employees consisting of (a) salaried employees, (b) full-time hourly employees, and (c) part-time hourly employees working no less than thirty (30) hours per week (collectively, “Employees”), as evidenced by corresponding Occupational Privilege Tax (“OPT”) records reviewed by DEDO, .

B. On or before July 31, 2024, construction of a building other than the Facility, for any use allowed by the approved zoning (“Building #1”), shall have commenced in any portion of The Flyway.

C. As measured on that date which is six (6) months from the Opening Day (the “Employment Date”) and continuing for the Term, Anchor User shall employ at the Facility not fewer than two hundred (200) Employees (the “Employee Minimum”) as evidenced by corresponding OPT records reviewed by DEDO. The average wage of all Employees at the Facility as measured on the Employment Date shall be no less than one hundred fifteen percent (115%) of the then-current Denver Minimum Wage (the “Wage Condition”), as evidenced by a certification in the form attached as Exhibit C (the “Anchor User Certification”) to be provided by the Anchor User to the Contractor, and submitted by the Contractor to DEDO with the next-occurring petition.

D. On or before July 31, 2025, construction of the following shall have been completed:

- i. Building #1;
- ii. a building other than the Facility and Building #1, for any use allowed by the approved zoning (“Building #2”), in any portion of The Flyway; and
- iii. certain community serving elements and features of the Project (“Community Serving Elements”), such as a plaza, seating areas, open space and outdoor gathering places, as evidenced on the Exhibit B Site Development Plan.

E. On or before July 31, 2026, construction of a building, other than the Facility, Building #1, and Building #2, for any use allowed by the approved zoning (“Building #3”), shall have completed in any portion of the Flyway.

3. ONGOING CONTRACTOR OBLIGATIONS. The following shall constitute ongoing obligations of the Contractor hereunder. If the Contractor does not satisfy any one of the following obligations, the City may suspend any payments due to the Contractor pursuant to this Agreement

until the Contractor (i) has met the delinquent condition(s) and (ii) delivers a written certification to the City with the next-occurring petition that such obligation has been met. If the Contractor does not satisfy any one of the foregoing obligations within 180 days of the applicable deadline, the City may terminate this Agreement upon thirty days prior written notice to the Contractor.

A. The Facility shall be continuously operated by the Anchor User during its normal business hours (“Fully Operational”). The Contractor shall include a certification with each quarterly petition attesting to the foregoing.

B. The Anchor User shall not have withdrawn the Consent. The City shall be under no obligation to obtain the Consent from the Anchor User.

C. Throughout the Term, the Anchor User shall continue to meet the Employee Minimum, which shall be determined with each Incentive Payment (as defined below) subsequent to the Employment Date. To determine compliance with the Employee Minimum, the number of Employees considered to be employed at the Facility shall be determined by the number of Employees employed by the Anchor User at the Facility on March 31, June 30, September 30, and December 31 of each calendar year during the Term as evidenced by corresponding Occupational Privilege Tax records reviewed by DEDO.

D. The Anchor User shall use reasonable efforts to make entry-level and other positions at the Facility available to residents of the City and County of Denver by posting positions on publicly accessible recruiting sites during the term of this Agreement. Anchor User shall consult with Denver Workforce Services to assist in the hiring for the Facility and shall link available job openings to Connecting Colorado, the state system of record.

4. THE ANCHOR USER.

A. The initial Anchor User (as defined above) shall be Costco Wholesale Corporation.

B. If the Anchor User determines, in its own business judgement, to cease operation of a retail facility at the Facility, the requirements of Sections 2 and 3 of this Agreement shall continue to apply and shall not toll. Incentive Payments will not be made until a retail facility operated by an entity approved by DEDO, and generating Denver Sales Tax, reopens at the Facility. In the event the Facility does not generate Denver Sales Tax due to closure of the retail facility, no additional Incentive Payments will be made until a retail facility approved by DEDO reopens at the Facility.

C. If the Anchor User decides to sublease the Facility or the Contractor obtains leasing control of the Facility, a new tenant for the Facility may be obtained (an “Alternative Anchor User”). If DEDO approves the Alternative Anchor User in writing, the terms of this Agreement shall continue until the termination date of this Agreement and any reference to “Anchor User” herein shall include and apply to the Alternative Anchor User. If the Alternative Anchor User is not approved in writing by DEDO, no additional Incentive Payments may be earned or paid. The Executive Director or the Executive Director’s designee is authorized to approve an Alternative Anchor User List, at the his or her reasonable discretion. For purposes of this paragraph, the Executive Director’s designee shall be the Chief Business Development Officer within DEDO.

5. INCENTIVE PAYMENTS/MECHANISM. Subject to the terms hereof, the City agrees to make incentive payments to the Contractor payable as follows (each, an “Incentive Payment” and, collectively, “Incentive Payments”):

A. Anchor User Sales Activity and Payment of Collected Denver Sales Tax (\$9,500,000.00). The City shall pay to the Contractor an amount equal to fifty percent (50%) of the general fund portion of the Denver Sales Tax (as specified in the Denver Revised Municipal Code (“D.R.M.C.”) (“Denver Sales Tax”) collected and timely paid by Anchor User for sales activity at the Facility for the Term, not to exceed a maximum of Nine Million Five Hundred Thousand Dollars and No Cents (\$9,500,000.00) (the “Maximum Contract Amount”).

B. Incentive Payments will be paid quarterly in arrears. The quarterly payment will be calculated based upon the general fund portion of the total quarterly Denver Sales Tax payment remitted by Anchor User for the Facility and reconciled by the City for the quarter for which the Contractor petitions for a payment. The Incentive Payment amount shall equal fifty percent (50%) of the general fund portion of the adjusted total annual Denver Sales Tax payment to the City for the quarter for which the Contractor petitions for a payment.

C. The total amount of Incentive Payments shall not exceed the Maximum Contract Amount or fifty percent (50%) of Anchor User-paid Denver Sales Tax during the Term, whichever is lower. To illustrate by way of example only: during the first quarter of 2024, if the Anchor User completes sales totaling \$10,000,000.00, which require collection of Denver Sales Tax (based on the current Sales Tax rate of 4.31%, the general fund portion of which is 3.5%), the Anchor User would generate Denver Sales Tax totaling \$431,000 (the general fund portion of which is \$350,000) if Anchor User makes appropriate and timely payments of such amount to the City’s Department of Finance, Treasury Division. Upon receipt of a petition from the Contractor and the City’s confirmation of payment by Anchor User of the Denver Sales Tax, DEDO will remit to the Contractor in accordance with this Agreement an incentive payment of \$175,000 for the same quarter, based upon providing an incentive of fifty percent (50%) of the general fund portion of total Denver Sales tax paid to the Treasury Division.

D. To receive an Incentive Payment hereunder, the Contractor shall petition jointly the Executive Director of DEDO (the “Executive Director”) and the City Treasurer. Each petition shall be in the form of the Petition attached hereto as Exhibit D and shall include a certification by the Contractor that the Contractor remains in compliance with any applicable conditions and performance requirements during the preceding quarter. The Incentive Conditions, Milestones, and Ongoing Obligations, including the information required to be submitted by the Contractor to evidence compliance with the applicable obligations, are set forth in the Schedule of Milestones attached hereto as Exhibit E. So long as the Incentive Conditions, applicable Milestones, and applicable Ongoing Obligations are timely met, the Contractor shall be eligible to receive Incentive Payments hereunder commencing on the 91st day following Opening Day, for sales taxes paid in the prior quarter, and for each quarter of each year thereafter until the earlier of (a) the date on which Contractor has been paid or has deducted the Maximum Contract Amount, or (b) the expiration of the Term. The Contractor shall submit its petition on or before 45 days after the last day of each quarter of each year in order to qualify for an Incentive Payment for the immediately preceding quarter.

E. Upon receipt of documentation satisfying the requirements in Section 5(D), the City shall verify the Contractor's petition and issue proper Incentive Payment within the City's Prompt Payment Rules and Regulations as outlined in Denver Revised Municipal Code ("D.R.M.C.") Sections 20-107, *et seq.* The Contractor agrees that DEDO shall have access to Incentive Payment amounts and supporting documentation in possession of the Department of Finance.

F. The City may withhold Incentive Payments for which it has been petitioned by the Contractor if it reasonably determines that the petition is not substantiated by the supporting documentation submitted by the Contractor. If the City makes such a determination, it will timely provide to the Contractor written notice, which notice shall include (i) notice that the City believes the information to be insufficient; and (ii) a description, with as much specificity as possible, of what additional documents or information the Contractor must provide in order to render the petition and supporting documentation sufficient.

G. In the event any audit by the City reveals that the Anchor User has overpaid Sales Tax and is paid a refund, the City shall be due a credit from the Contractor in the amount that the City overpaid the Contractor in the applicable Incentive Payment resulting from the Anchor User overpayment, and the City shall deduct such credit from the next occurring Incentive Payment after discovery of such Anchor User overpayment. Payment by the City of an Incentive Payment constitutes a waiver of any subsequently discovered or determined defects in the petition or supporting documentation on which such payment was based.

H. No more frequently than once per calendar year, the Contractor may, if it reasonably disputes the amount of an Incentive Payment, engage an auditor of Contractor's choosing (the "DCG Auditor") to review such information as the City is permitted to deliver to the DCG Auditor pursuant to the Consent (the "Auditor Information"). Upon written request from the DCG Auditor delivered to Executive Director of DEDO (the "Executive Director"), and the City Treasurer at Department of Finance, City and County of Denver, 201 W Colfax Ave., Denver, CO 80202, Attn. Treasurer, referencing the City contract number of this Agreement and this Section (Section 5(H)), the City shall deliver the Auditor Information to the DCG Auditor. If the parties agree that the audit conducted by the DCG Auditor (the "DCG Audit") reveals a discrepancy in the Incentive Payment amount(s), the discrepancy shall be resolved as a deduction to or increase of the next Incentive Payment, or if no subsequent Incentive Payment will be due, as a freestanding payment to the Contractor (as to an underpayment by the City) or as a refund to the City (as to an overpayment by the City), payable promptly upon the conclusion of the audit.

6. DEFAULT AND REMEDIES.

A. Upon receipt by the City of a timely petition, if the City fails to either timely remit an Incentive Payment or notify the Contractor that a petition is not substantiated by the supporting documentation submitted by the Contractor pursuant to Section 5(F), the Contractor shall deliver to the City, in writing, a notice of such failure. Upon receipt of such notice from the Contractor, the City shall, as applicable, either remit the applicable Incentive Payment or deliver the written determination of an unsubstantiated petition to the Contractor within 35 days. If the City fails to either remit the applicable Incentive Payment or deliver the written determination required by section 5(F) within such additional notice and cure period, then the Contractor shall be entitled to bring an action in a court of competent jurisdiction for breach of this Agreement or equitable relief.

B. Any failure or delay in giving a notice described in this Section 5 shall not constitute a waiver of any default. Any failure or delay by any Party in asserting any of its rights or remedies in respect of any default shall not operate as a waiver of any default or of any such rights or remedies, or deprive such Party of its right to institute and maintain any actions or proceedings which it may deem necessary to protect, assert or enforce any of its rights or remedies.

C. In the event the Contractor defaults, the City may suspend any payments due to the Contractor as described in this Agreement until the Contractor has met the delinquent condition(s). If the Contractor default arises from the Anchor User failing to be Fully Operational for its own business reasons and not as a result of Force Majeure, the City may suspend Incentive Payments, which will not resume until an alternative Anchor User approved in writing by DEDO has commenced operations as described in Section 3.

D. The rights and remedies of the Parties are cumulative and in addition to any other right or remedy given hereunder, applicable law or in equity, and the exercise by a Party of one or more of such rights or remedies shall not preclude the exercise by it, at the same or different times, of any other rights or remedies for the same Event of Default. The provisions of this Section 6(F) shall survive any expiration or termination of this Agreement.

7. **PRIOR APPROPRIATION.** The obligation of the City to make Incentive Payments hereunder is limited to funds annually appropriated for this and similar agreements by the City Council and paid into a special revenue fund restricted to making incentive payments to private, taxing entities selected for such payments by the City. This Agreement shall not be construed to constitute a multiple year fiscal obligation of the City under Section 20, Article X of the Colorado Constitution. Further, the City's maximum obligation hereunder for the entire Term shall not exceed the Maximum Contract Amount.

8. **EXAMINATION OF RECORDS AND AUDITS.** Any authorized agent of the City, including the City Auditor or his or her representative, has the right to access, and the right to examine, copy and retain copies, at the City's election in paper or electronic form, any pertinent books, documents, papers and records related to the Contractor's performance pursuant to this Agreement, provision of any goods or services to the City, and any other transactions related to this Agreement not otherwise subject to a confidentiality restriction, no more frequently than annually. The Contractor shall cooperate with City representatives, and City representatives shall be granted access to the foregoing documents and information during reasonable business hours and until three (3) years after the later of the final Incentive Payment under this Agreement or expiration of the applicable statute of limitations. When conducting an audit of this Agreement, the City Auditor shall be subject to government auditing standards issued by the United States Government Accountability Office by the Comptroller General of the United States, including without limitation with respect to disclosure of information acquired during the course of an audit. No examination of records and audits pursuant to this Section 6 shall require the Contractor to make disclosures in violation of state or federal privacy laws or to violate any contract to which it is a party. The Contractor shall at all times comply with D.R.M.C. 20-276.

9. **TERM.** The term of this Agreement shall commence on the date of mutual execution and shall terminate, subject to any extension of time due to Force Majeure as provided by Section 9, on the earlier of: (a) September 1, 2035 or (b) when the City's Incentive Payment(s) hereunder

equal the amount set forth in Paragraph 5(A) above (the “Term”).

10. ASSIGNMENT AND SUBCONTRACTING. The City is not obligated or liable under this Agreement to any party other than the Contractor. The Contractor shall not assign or subcontract with respect to any of its rights, benefits, obligations or duties under this Agreement except upon prior written consent and approval of the City, except that the following assignments shall be permitted upon written notice to the City, including the name and address of the assignee, provided that any such assignee entity delivers to the City a signed writing evidencing its agreement to be bound by the terms and conditions of this Agreement:

A. Assignment to a successor of Contractor who is a fee simple owner of substantially all of the Property, other than that which has been conveyed to the Anchor User;

B. An assignment, pledge, collateral assignment, or other encumbrance of all or any part of this Agreement, including the right to receive any payment or reimbursement, to any lender or other party that provides acquisition, construction, working capital, tenant improvement, or other financing to Contractor relative to the Property, provided that with any such assignment, the Contractor shall remain liable under this Agreement to perform all the conditions and obligations provided herein to be observed and performed by it;

C. The Anchor User; or

D. To one or more special purpose entities affiliated with Contractor and created to develop, own, and/or operate all or a portion of the Property or to a joint venture entity with another developer or investor created for the same purpose.

11. FORCE MAJEURE. Where either Party hereto is required to do any act contemplated by this Agreement but is unable to timely complete such act due directly to events beyond the affected Party’s reasonable control, including but not limited to acts of God, hurricane, tornado, adverse weather condition, energy shortage, war, civil commotion, acts of terrorism, fire, government orders, government shutdowns, strikes, disturbances, unavailability of labor or materials or reasonable substitutes therefor, (each, a “Force Majeure Event”), the duration of the affected Party’s suspension of performance attributable to such Force Majeure Event shall not be counted in determining the time during which such act is to be completed (i.e., deadlines shall be tolled during the duration of a Force Majeure event), provided that (i) the affected Party makes commercially reasonable efforts to prevent and/or avoid the impacts of any such Force Majeure Event, (ii) the suspension of performance is of no greater scope and of no longer duration than is required by the Force Majeure, (iii) the affected Party gives notice of the particulars of the Force Majeure Event, including the nature and date of the occurrence and the expected duration of any suspension of performance it claims are caused by the Force Majeure Event within ten (10) days following the Force Majeure Event causing the suspension, and (iv) the affected Party gives notice of resumption of performance within ten (10) days following such resumption. The Contractor may only claim a Force Majeure Event where such event affects the Property or the Project. With respect only to strikes, or unavailability of labor, it shall not constitute a Force Majeure event if such strike or unavailability of labor is a strike or unavailability of labor of Contractor’s own personnel, contractors or subcontractors. A Force Majeure Event shall not excuse any payment obligation hereunder, including the City’s payment of Incentive Payments; provided, however,

that a Force Majeure Event may excuse the City's ability to timely review a petition. If the Contractor claims a Force Majeure Event and such event continues for a period of 30 days or more, the City will have the right to suspend payment of any pending and future Incentive Payments until the Contractor has completed the applicable obligation and submitted a petition certifying to such completion. The Contractor may not claim a Force Majeure Event where it has contracted, subcontracted or otherwise transferred responsibility for completing any work required to meet any Incentive Condition, Milestone, or Ongoing Obligations to any third party and such third party is delayed for any reason other than a Force Majeure Event.

12. WHEN RIGHTS AND REMEDIES NOT WAIVED. In no event shall any action by the City or the Contractor hereunder constitute or be construed to be a waiver by the City or the Contractor of any breach of covenant or default which may then exist, and the non-breaching Party's action or inaction when any such breach or default shall exist shall not impair or prejudice any right or remedy available with respect to such breach or default, and no assent, expressed or implied, to any breach of any one or more covenants, provisions or conditions of this Agreement shall be deemed or taken to be a waiver of any other breach.

13. NO DISCRIMINATION IN EMPLOYMENT. In connection with the performance of work under this Agreement, the Contractor may not refuse to hire, discharge, promote or demote, or discriminate in matters of compensation against any person otherwise qualified, solely because of race, color, religion, national origin, gender, age, military status, sexual orientation, gender identity or gender expression, marital status, or physical or mental disability. The Contractor shall insert the foregoing provision in all subcontracts.

14. AGREEMENT AS COMPLETE INTEGRATION. This Agreement is intended as the complete integration of all understandings between the Parties. No prior, contemporaneous or subsequent addition, deletion, or other amendment hereto shall have any force or effect, unless embodied herein in writing, and executed in the same manner as this Agreement.

15. CONFLICT OF INTEREST. The Parties agree that no employee of the City shall have any personal or beneficial interest whatsoever in the services or property described herein and the Contractor further agrees not to hire or contract for services any employee or officer of the City which would be in violation of the D.R.M.C. Chapter 2, Article IV, Code of Ethics, or Denver City Charter provisions 1.2.9 or 1.2.12.

16. CONSTRUCTION. This Agreement shall be construed and enforced in accordance with the laws of the State of Colorado, the Charter of the City, the D.R.M.C., applicable code of the County of Denver, and the ordinances, regulations and Executive Orders enacted and/or promulgated pursuant thereto. The Charter and Revised Municipal Code of the City and County of Denver, as the same may be amended from time to time, are hereby expressly incorporated into this Agreement as if fully set out herein by this reference. Venue for any legal action relating to this Agreement shall lie exclusively in the District Court in and for the City and County of Denver, Colorado.

17. LEGAL AUTHORITY.

A. The Contractor represents and warrants that it possesses the legal authority, pursuant to any proper, appropriate and official motion, resolution or action passed or taken, to enter into this Agreement.

B. The person or persons signing and executing this Agreement on behalf of the Contractor do hereby represent and warrant that he/she or they have been fully authorized by the Contractor to execute this Agreement on behalf of the Contractor and to validly and legally bind the Contractor to all the terms, performances and provisions herein set forth.

C. The City shall have the right, at its option, to temporarily suspend or permanently terminate this Agreement, if there is a dispute that the legal authority of either the Contractor or the person signing this Agreement on the Contractor's behalf is not sufficient to enter into this Agreement. The City shall not be obligated to Contractor for any performance of the provisions of this Agreement in the event that the City has suspended or terminated this Agreement as provided in this Section.

18. NO THIRD-PARTY BENEFICIARY. Enforcement of the terms of this Agreement and all rights of action relating to enforcement are strictly reserved to the Parties. Nothing contained in this Agreement gives or allows any claim or right of action to any third person or entity except the Contractor's successors or assigns properly assigned pursuant to Section 10. Any person or entity other than the City or the Contractor or a proper assignee receiving services or benefits pursuant to this Agreement is an incidental beneficiary only.

19. ELECTRONIC SIGNATURES AND ELECTRONIC RECORDS. The Parties consent to the use of electronic signatures by each Party. This Agreement, and any other documents requiring a signature hereunder, may be signed electronically by the City in the manner specified by the City. The Parties agree not to deny the legal effect or enforceability of this Agreement solely because it is in electronic form or because an electronic record was used in its formation. The Parties agree not to object to the admissibility of this Agreement in the form of an electronic record, or a paper copy of an electronic document, or a paper copy of a document bearing an electronic signature, on the ground that it is an electronic record or electronic signature or that it is not in its original form or is not an original.

20. COMPLIANCE WITH APPLICABLE LAWS. The Contractor shall perform or cause to be performed all obligations under the Agreement over which it has control in full compliance with all applicable laws, rules, regulations and codes of the United States, the State of Colorado, and with the Charter, ordinances, rules, regulations and Executive Orders of the City and County of Denver.

21. MUTUAL DRAFTING. Each Party has participated in the drafting of this Agreement, which each Party acknowledges is the result of extensive negotiations between the Parties. In the event of any ambiguity or question of intent arises, this Agreement shall be construed as if drafted jointly by the Parties and no presumption or burden of proof shall arise favoring or disfavoring any Party by virtue of the authorship of any of the provisions of this Agreement.

22. SEVERABILITY. Except for the provisions of the Agreement requiring appropriation of funds and limiting the total amount payable by the City, if a court of competent jurisdiction finds any provision of the Agreement or any portion of it to be invalid, illegal, or unenforceable, the validity of the remaining portions or provisions will not be affected, if the intent of the parties can be fulfilled.

23. INTERPRETATION. The captions appearing at the commencement of the sections hereof are descriptive only and for convenience of reference and in no way whatsoever define, limit or describe the scope or intent of this Agreement, nor in any way affect this Agreement. Masculine or feminine pronouns shall be substituted for the neuter form and vice versa, and the plural shall be substituted for the singular form and vice versa, in any place or places herein in which the context requires such substitution(s). Any term used in an exhibit hereto shall have the same meaning as in this Agreement unless otherwise defined in such exhibit. All references in this Agreement to sections and exhibits shall be to sections and exhibits to this Agreement, unless otherwise specified.

24. NOTICES. All notices required by the terms of this Agreement must be hand delivered, sent by nationally recognized overnight courier service or mailed by certified mail, return receipt requested with postage prepaid, or mailed via United States mail postage prepaid:

To the City at:

Executive Director of Denver Economic Development & Opportunity or Designee
101 W Colfax Avenue Suite 850
Denver, CO 80202

With a copy of any such notice to:

Denver City Attorney's Office
1437 Bannock St., Room 353
Denver, Colorado 80202

To the Contractor at:

DCG West, LLC
Attn: Mark Goldberg
5415 Sunset Drive
Bow Mar, Colorado 80123

With a copy of any such notice to:

Attn: Adam Myers at the same address

With a copy of any such notice to:

Brownstein Hyatt Farber Schreck
Attn:Carolynne C. White, Esq.
410 17th St., Suite 2200
Denver, CO 80202

Notices hand delivered or sent by overnight courier are effective upon delivery. Notices sent by certified mail are effective upon receipt. Notices sent by mail are effective upon deposit with the U.S. Postal Service. The Parties may designate substitute addresses where or persons to whom notices are to be mailed or delivered. However, these substitutions will not become effective until actual receipt of written notification.

**[REMAINDER OF PAGE INTENTIONALLY LEFT BLANK;
SIGNATURE PAGES FOLLOW.]**

Contract Control Number: OEDEV-202055552-00
Contractor Name: DCG WEST 1 LLC

IN WITNESS WHEREOF, the parties have set their hands and affixed their seals at Denver, Colorado as of:

SEAL

CITY AND COUNTY OF DENVER:

ATTEST:

By:

Mayor

Clerk and Recorder, Ex-Officio Clerk of the City and County of Denver

APPROVED AS TO FORM:

REGISTERED AND COUNTERSIGNED:

Attorney for the City and County of Denver

By:

By:

Assistant City Attorney

Manager of Finance

By:

Auditor

Contract Control Number:
Contractor Name:

OEDEV-202055552-00
DCG WEST 1 LLC

By:  _____
D132AEFCC72449C...

Name: Chris Flagg
(please print)

Title: President
(please print)

ATTEST: [if required]

By: _____

Name: _____
(please print)

Title: _____
(please print)

Exhibit A
Costco Consent Letter

September _____, 2020

Mr. Steve Ellington, Treasurer
Department of Finance
City and County of Denver
201 W Colfax Ave
Denver, CO 80202

Re: Costco Consent to Provide Sales Tax and Occupational Privilege Tax (“OPT”) records

To Whom It May Concern:

Costco Wholesale Corporation, a Washington corporation (“Costco”), acknowledges that prior to its acquisition and development of certain real property in Denver, Colorado, the City and County of Denver (the “City”) and DCG West I, LLC (“DCG”) are negotiating and intend to enter into an agreement (the “Agreement”) to facilitate the construction of Costco’s new store (the “Facility”) at _____ . Provided the City and DCG execute the Agreement, the City’s Denver Economic Development & Opportunity (“DEDO”) will be responsible for administering the Agreement on behalf of the City.

Pursuant to the terms of the Agreement, upon satisfaction by DCG of certain requirements set forth in the Agreement, the City will pay DCG on a quarterly basis an amount equal to fifty percent (50%) of the general fund portion of the collected and timely paid Denver Sales Tax (as specified in the Denver Revised Municipal Code) associated with Costco’s sales activity at the Facility during the term of the Agreement, up to an agreed upon maximum amount. In order for DEDO and DCG to confirm that DCG is receiving its appropriate quarterly payments pursuant to the Agreement, DEDO and DCG request that the City, through its Department of Finance, provide the monthly Denver Sales Tax returns filed by Costco for sales activities at the Facility (i) to DEDO, and (ii) to _____ on behalf of DCG (the “DCG Auditor”). It is expressly understood that the DCG Auditor shall not provide such returns to DCG.

The Agreement further conditions the City’s obligations to make the aforementioned quarterly payments on Costco employing a certain minimum number of employees at the Facility during the term of the Agreement, as set forth in the Agreement. In order for DEDO and DCG to confirm that Costco is employing the minimum required number of employees at the Facility, DEDO and DCG request that the City, through its Department of Finance, also provide the monthly Occupational Privilege Tax (“OPT”) returns filed by Costco for the Facility, to DEDO and to the DCG Auditor.

Under Section 53-8 of the Denver Revised Municipal Code (“D.R.M.C.”), the City is prohibited from disclosing the aforementioned reports to DEDO and the DCG Auditor, except upon the consent of the taxpayer. Accordingly, Costco hereby waives confidentiality afforded by Section 53-8(a) of the Denver Revised Municipal Code, as such provision existed on August 1, 2020, or as thereafter amended, to allow the disclosure of Costco Denver Sales Tax and OPT information to DEDO and the DCG Auditor as is required under the terms of the Agreement.

Costco's consent to the disclosure of such Denver Sales Tax and OPT information to DEDO and the DCG Auditor shall be effective upon Costco signing below and shall expire on the earlier of the expiration or earlier termination of the Agreement or September 1, 2035.

Costco further agrees that DEDO and the Department of Finance (or successor agencies) shall have access to and the right to examine Costco's City and County of Denver tax records filed with and in possession of the City (the "Tax Records") for the period commencing upon opening of the Facility and ending five (5) years after the termination of this Agreement. Tax Records shall include Denver Sales Tax and OPT to be used by the City to develop aggregated reports of performance outcomes and assess the effectiveness of the City's Business Incentive Program (or its successor program). No identifying data and analysis shall be publicly available.

Costco expressly acknowledges that, notwithstanding the fact that the DCG Auditor cannot disclose the aforementioned reports to DCG, that DCG will nonetheless be able to deduce Costco sales at the Facility based on the terms of the Agreement and the quarterly payments paid by the City to DCG. Costco further acknowledges that, as part of the City's budgeting process, certain information relating to incentive payments paid by the City to DCG, as well as the Agreement, will be public records subject to disclosure.

Sincerely,

COSTCO WHOLESALE CORPORATION
a Washington corporation

By: _____
Name: _____
Title: _____
Date: _____

AGREED TO AND ACKNOWLEDGED BY:

DCG Auditor: _____

By: _____

Name: _____

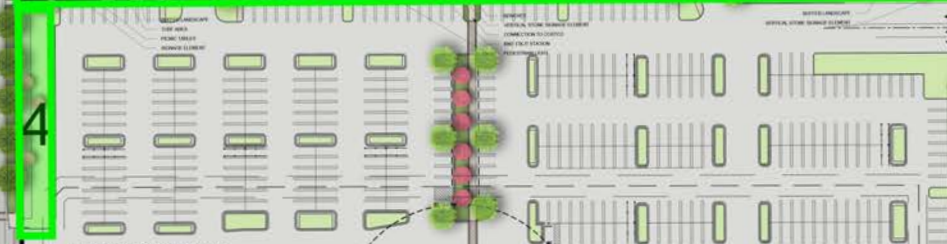
Title: _____

Date: _____

GREEN VALLEY RANCH BLVD.

BUS STOP

PROPOSED SIGNALIZED FULL ACCESS INTERSECTION



AIRPORT WAY TRACT +/- 2.87 AC

AIRPORT WAY

MEMPHIS ST.

Town Center (3 buildings to be constructed in this area, one in plaza building area required)

Plaza Building Area

Community Serving Elements (1 - Plaza North, 2 - Plaza South, 3 - Open Space Channel, 4 - Costco Buffer - , 5 Avion Entry (at least 2 to be built including a plaza))

E. BOLLING DR.



EXHIBIT C
QUALIFYING JOBS CERTIFICATION
CITY OF DENVER

Costco Wholesale Corporation

Warehouse # _____
16298 Green Valley Ranch Blvd.
Denver, CO

Average hourly wage of Employees* at the above Costco Warehouse: \$	As measured on [insert date], which is the date that is six months from the first day that Warehouse # _____, at the above address (the “Facility”), is open to the public as a Costco Warehouse, Costco certifies that the average wage of all Employees at the Facility equals or exceeds 115% of the then-current Denver Minimum Wage.
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* “Employees” consist of (a) salaried employees, (b) full-time hourly employees, and (c) part-time hourly employees working no less than thirty (30) hours per week

The foregoing information is true and correct to the best of my knowledge.

Costco Wholesale Corporation

By: _____
Name: _____
Title: _____
Date: _____

EXHIBIT D

[Business Letterhead]

[Date]

Mr. Eric Hiraga, Executive Director
Economic Development & Opportunity
City and County of Denver
101 W. Colfax Ave., Ste. 850
Denver CO 80204

Mr. Steve Ellington, Treasurer
Department of Finance
City and County of Denver
201 W. Colfax Ave.
Denver, CO 80202

Dear Mr. Hiraga and Mr. Ellington:

DCG West I, LLC ("Contractor") and the City and County of Denver ("City") are parties to an Agreement [202055552], dated XXXX, (the "Agreement").

Pursuant to Section 5 of the Agreement we respectfully submit this petition for quarterly incentive payment for the time period from (XX/XX/XXX) to (XX/XX/XXX) for an amount equal to fifty percent (50%) of the general fund portion of the reconciled Denver Sales Tax remitted by Costco Wholesale Corporation for the sales activities in the above referenced time period at its retail facility located at [Address of Facility].

DCG hereby certifies that the following items from Exhibit D Schedule of Milestones have been satisfied:

[List of Satisfied Milestones]

Please remit payment to:

DCG West I, LLC

[Contact]

[Address]

If you have any questions concerning this petition, or require additional information, please contact me at (XXX) XXX-XXXX or by email at XXXXXX

Respectfully,

XXXXXX

Exhibit E
List of Selected Performance Milestones and Associated Documentation Requirements

1 Conditions			
1.A.i	Contractor shall have conveyed a portion of the Property to the Anchor User, subject to the terms and conditions of a purchase and sale agreement by and between the Contractor and the Anchor User	On or before July 31, 2022	DCG West I will provide copy of deed
1.A.i	Development and operation of a retail facility, specifically a Costco warehouse, focused on providing goods and services to the general public by means of the sale of memberships, which shall be no less than 120,000 square feet in size (the "Facility")	On or before July 31, 2023	1. Opening Day: DCG West I to provide written certification pursuant to Agreement Section 1(A) as to the date which constitutes the Opening Day. 2. Facility size: DCG to provide a copy of building permit showing square footage of the Facility.
1.A.ii	Contractor shall obtain Anchor User's written consent for the City, through its Department of Finance, to provide the City's Department of Economic Development & Opportunity ("DEDO") with such information as is required for DEDO to verify (a) the Denver Sales Tax paid by Anchor User at the Facility pursuant to this Agreement, and (b) the number of employees employed by Anchor User at the Facility, and such other information about such employees as is required by this Agreement (Exhibit A)	On or before the date Contractor conveys a portion of the Property to the Anchor User pursuant to 1.A.i above	DCG West I will provide copy of signed consent document
1.A.iii	Anchor User shall have completed construction of the Facility, and the Facility shall be open to the public as a Costco warehouse	On or before July 31, 2023	DCG West I will provide Certificate of Occupancy or Temporary Certificate of Occupancy; DCG West I will self-certify store opening DEDO to verify by site visit
1.A.iv	The Contractor shall have provided no fewer than one hundred (100) Costco one-year memberships to the District 11 Council office	On or before the first day that the Facility is open to the public as a Costco	

		Warehouse (the “Opening Day”)	
1.A.v	Anchor User shall provide to those Employees at the Facility working no fewer than thirty (30) hours per week benefits consistent with Anchor User’s standards of operation for similar Costco facilities in the region.	On or before six months after the Opening Day	DCG West I will provide Anchor User’s self-certification
2 Milestones			
2.A	Anchor User shall employ at the Facility not less than one hundred twenty-five (125) employees consisting of (a) salaried employees, (b) full-time hourly employees, and (c) part-time hourly employees working no less than thirty (30) hours per week (collectively, “Employees”), as evidenced by corresponding Occupational Privilege Tax (“OPT”) records reviewed by DEDO	On the last day of the first calendar quarter after the Opening Day	City to verify through Occupational Privilege Tax (OPT) records
2.B	Construction of a building other than the Facility, for any use allowed by the approved zoning (“Building #1”), shall have commenced in any portion of The Flyway.	On or before July 31, 2024	DCG West I will provide self-certification and images of construction for Building 1 City verification: Building permit issued; site visit, visual evidence of vertical construction activities
2.C	Anchor User shall employ at the Facility not fewer than two hundred (200) Employees (the “Employee Minimum”) The average wage of all Employees at the Facility as measured on the Employment Date shall be no less than one hundred fifteen percent (115%) of the then-current Denver Minimum Wage (the “Wage Condition”)	As measured on that date which is six (6) months from the Opening Day (the “Employment Date”) and continuing for the Term	City to verify through Occupational Privilege Tax (OPT) records DCG West I will provide Anchor User Certification

<p>2.D i. - iii</p>	<p>Construction of the following shall have been completed: Building #1; Building #2 “Community Serving Elements”), such as a plaza, seating areas, open space and outdoor gathering places, as evidenced on the Exhibit B Site Development Plan.</p>	<p>On or before July 31, 2025</p>	<p>DCG West I will provide Temporary Certificate of Occupancy or Certificate of Occupancy for Buildings #1 and #2 DCG West I will self-certify and provide images of Community Serving Elements City will verify by site visit</p>
<p>2.E</p>	<p>Construction of a building, other than the Facility, Building #1, and Building #2, for any use allowed by the approved zoning (“Building #3”), shall have completed in any portion of the Flyway.</p>	<p>On or before July 31, 2026</p>	<p>DCG West I will provide Temporary Certificate of Occupancy or Certificate of Occupancy for Building #3 City will verify by site visit</p>
<p>Ongoing</p>			
	<p>Anchor User shall not have withdrawn the Consent (1.A.ii)</p>	<p>Throughout Term</p>	<p>Consent remains in place</p>
	<p>Anchor User shall continue to meet the Employee Minimum</p>	<p>Throughout Term</p>	<p>City to verify quarterly through Occupational Privilege Tax (OPT) records</p>
	<p>Facility shall continue to be occupied by the Anchor User and remain open to the public</p>	<p>Throughout Term</p>	<p>City will verify through Site visits/ OPT and Sales tax filings</p>
	<p>Anchor User shall use reasonable efforts to make entry level and other positions available to residents of Denver. Anchor User will consult with Denver Workforce Services</p>	<p>Throughout Term</p>	<p>DEDO Denver Workforce Services to verify</p>