



DENVER
THE MILE HIGH CITY

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Denver, CO 80202
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www.denvergov.org/planning

TO: City Council, Land Use, Transportation and Infrastructure Committee
FROM: Theresa Lucero, Senior City Planner
DATE: July 31, 2013
RE: Official Zoning Map Amendment Application #2013I-00024
4735 Florence Street
Rezoning from C-MU-30 w/waivers, UO-1 to I-A

Staff Report and Recommendation

Based on the criteria for review in the Denver Zoning Code, Staff recommends approval for Application #2013I-00024 for a rezoning from C-MU-30 w/waivers to I-A

Request for Rezoning

Application:	2013I-00024
Address:	4735 Florence Street
Neighborhood/Council District:	Stapleton Neighborhood / Council District 11
RNOs:	Stapleton Master Community Association Northern Airport Corridor Association Inter-neighborhood Cooperation Denver Neighborhood Association, Inc.
Area of Property:	935,233 square feet or 21.47 acres
Current Zoning:	C-MU-30 with waivers, UO-1
Proposed Zoning:	I-A
Property Owner(s):	PAC Operating Limited Partnership
Owner Representative:	Wayne Barrett

Summary of Rezoning Request

- The property is located in northeast Denver, in City Council District 11, within the Stapleton Statistical Neighborhood, at the northwest corner of North Florence Street and East 47th Avenue.
- The property contains a large (350,000 SF) warehouse currently occupied by multiple tenants. One tenant, Udi's Healthy Foods, is proposing to expand and consolidate operations in this structure. The Zoning Administrator has determined that the Udi's land use is *Manufacturing, Fabrication and Assembly, General*. Limitations on this land use in the current C-MU-30 zone district prohibit "Food and Kindred Products." The property owner/applicant is proposing to rezone to remove this land use limitation and allow Udi's to consolidate and expand operations in this warehouse. The applicant is also proposing to drop the UO-1 (Use Overlay) district. This overlay district enables the allowance of adult business uses.
- The proposed I-A (Light Industrial) zone district is intended to be an employment area containing offices, business and light industrial uses that are generally compatible with adjacent Residential or Mixed Use Commercial Zone Districts. I-A zoned areas serve as a land use buffer between more residential areas and more intensive industrial areas,

which may be zoned I-B, General Industrial. All uses conducted in this Zone District must be enclosed within a structure, unless specifically allowed to operate out of doors. Further details of the zone districts can be found in Article 9 of the Denver Zoning Code (DZC).

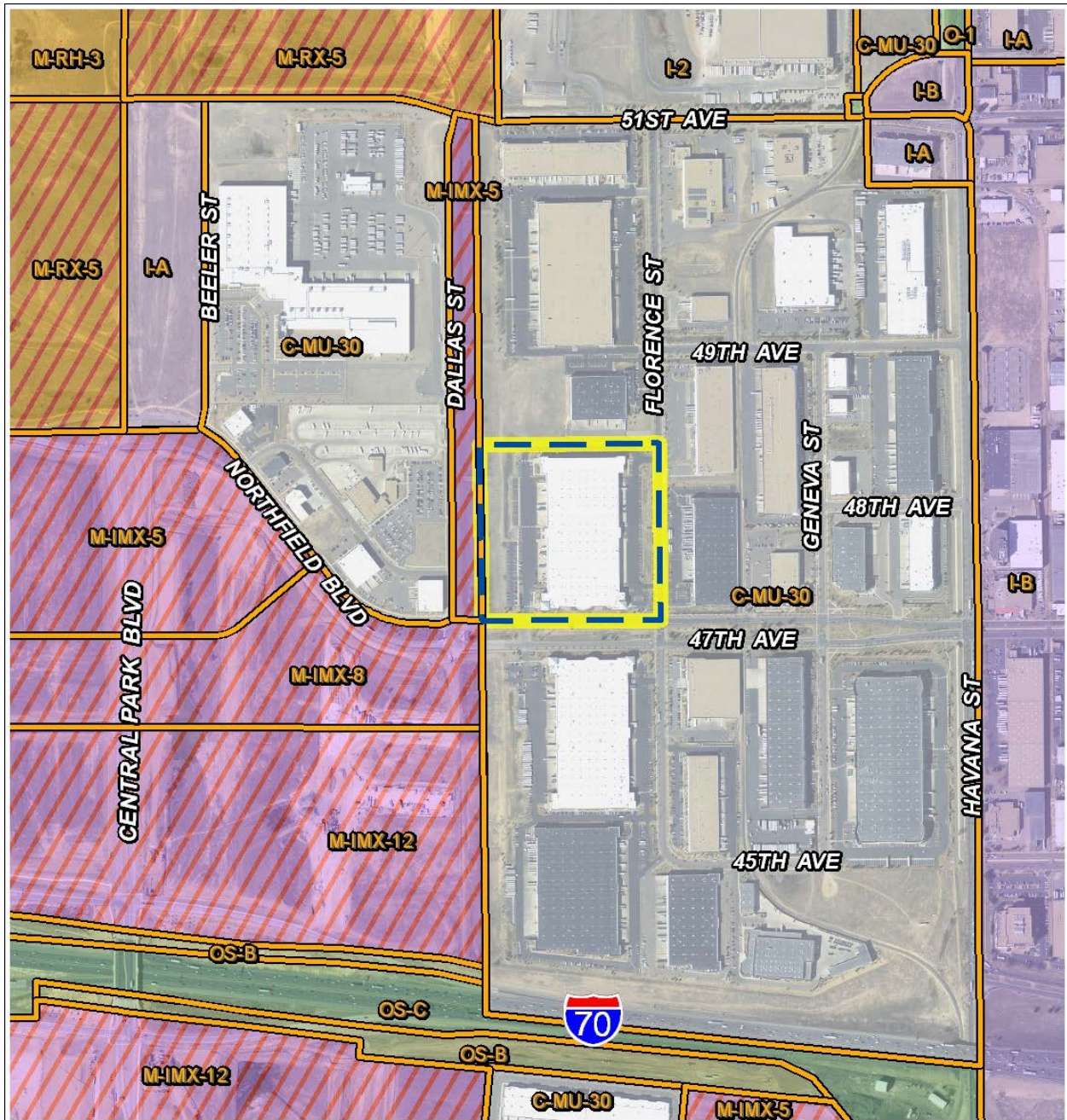
Existing Context

The subject property is located in northeast Denver, in the Stapleton statistical neighborhood. The site is on the western edge of the industrial section of the Stapleton neighborhood. This portion of the neighborhood is north of Interstate 70 and east of the Northfield shopping district. The Industrial Context consists of areas of light industrial, warehouse and heavy industrial areas, as well as areas subject to transitions from industrial to mixed-use. The block and street pattern consisted of large irregular block shapes formed by streets where truck access, loading and parking are important attributes. In this context building heights vary and building forms are generally simpler to accommodate warehousing. In this context there is generally a low level of connectivity to multi-modal transit.

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

	Existing Zoning	Existing Land Use	Existing Building Form/Scale	Existing Block, Lot, Street Pattern
Site	C-MU-30, UO-1	Industrial Warehouse	1-3 stories in height, deep front and rear setbacks.	Generally loose grid pattern of streets with large industrial blocks; 47 th Avenue is separate by a wide landscaped median. Block sizes are irregular. Vehicle parking is located in front, to the side or rear of buildings (no allies exist). Loading is located in front, to the side and in the rear of buildings.
North	C-MU-30, UO-1	Industrial Warehouse/Office	1-2 stories in height, deep setbacks on all sides.	
South	C-MU-30, UO-1	Industrial Warehouse	1-3 stories in height, deep front and rear setbacks.	
East	C-MU-30, UO-1	Industrial Warehouse	1-3 stories in height, deep front setback.	
West	C-MU-30, UO-1 and M-IMX-5	Warehouse/School Bus Terminal	1-3 stories Warehouse with shallow setbacks and parking on side.	

1. Existing Zoning



The C-MU-30 zone district is a Former Chapter 59 district with no maximum allowable building height and a maximum floor area ratio (FAR) of 1:1. Bulk plane limits apply if the zone lot is adjacent to the R-0, R-1 or R-2 zone districts. And for industrial buildings less than 4 stories in height there are no setback requirements. Allowable land uses include the full range of residential, civic, commercial industrial and agricultural land

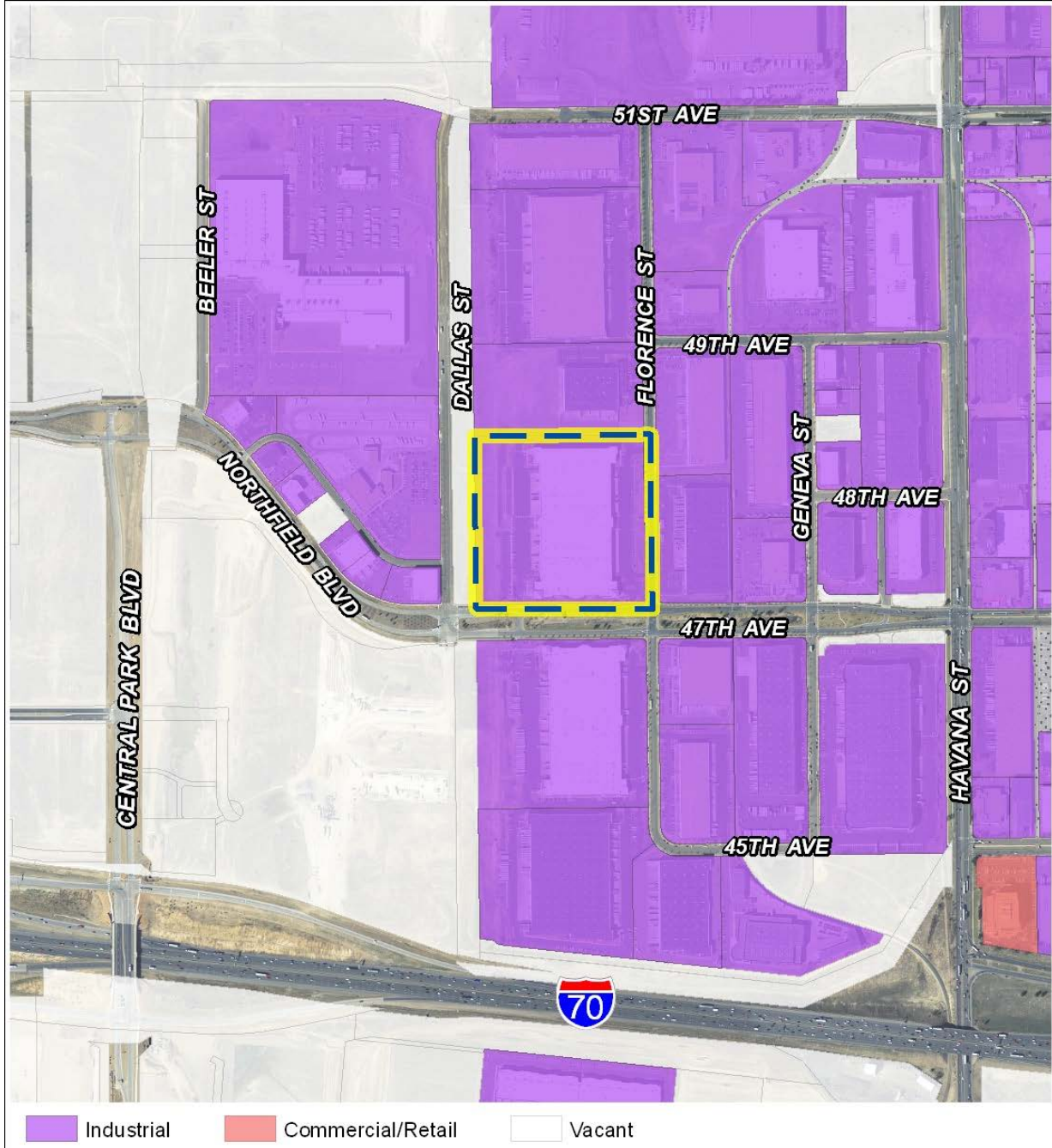
uses except single family residential and husbandry. Required parking may be reduced by 25% for proximity to transit or a 10-minute bus route.

The **waivers** for the subject property were approved in 2002 and waive the right to 6 residential land uses, 11 civic land uses, 13 commercial land uses and 9 industrial land uses. Additional waivers include:

- Waive the right to enclose all nonresidential land uses.
- Waive the C-MU-30 separation requirements and establish a 125 feet separation from the nearest boundary of any single or two-unit dwelling for the *Building Contractors, Heavy and Manufacturing, Fabrication and Assembly, General and Heavy* land uses.
- Waive a required minimum amount of open space.
- Waive the required front, rear and side setback.
- Waive the required maximum height of permitted fences.
- Waive bulk plane requirements.

In addition, the 2002 ordinance includes **conditions** of approval including 9 additional criteria for reduction of required parking spaces. For additional details on the specific waivers and conditions see the attached 2002 ordinance.

2. Existing Land Use Map



3. Existing Building Form and Scale



Warehouse north of subject site.



Warehouse south of subject site.



Subject site.



Warehouse east of subject site.



Warehouse west of subject site.

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:

Asset Management: Approve – No comments.

Denver Fire Department: Approve Rezoning Only - Will require additional information at Site Plan Review

Development Services – Wastewater: No comments received.

Public Works – City Surveyor: Revised legal description is approved.

Denver Parks and Recreation: No comments received.

Public Review Process

- CPD staff provided Informational notice of receipt of the rezoning application to affected members of City Council and registered neighborhood organizations on June 25, 2013.
- Summarize Planning Board notification process
 - The property was legally posted with a sign for a period of 15 days announcing the July 17, 2013, Denver Planning Board public hearing, and written notification of the hearing has been sent to all affected registered neighborhood organizations and City Council members. Planning Board unanimously recommended approval of the proposed rezoning.
- Summarize LUTI notification process
 - Electronic notification of the meeting of the Land Use, Transportation and Infrastructure Committee of the City Council was sent to all affected Registered Neighborhood Associations. The LUTI Committee meeting is scheduled for August 6, 2013.
- Summarize City Council notification process
 - Following LUTI committee review, the rezoning application is typically referred to the full City Council for final action at a public hearing.
- Summarize Other Public Outreach and Input
 - **Registered Neighborhood Organizations (RNOs)**
To date, no comments have been received from any Registered Neighborhood Organization.
 - **Other Public Comment**
To date, no public comments have been received from any source.

Criteria for Review / Staff Evaluation

The criteria for review of this rezoning application are found in DZC, Sections 12.4.10.13 and 12.4.10.14, as follows:

DZC Section 12.4.10.13

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

DZC Section 12.4.10.14

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 property:

- Denver Comprehensive Plan 2000
- Blueprint Denver (2002)
- Stapleton Development Plan (1995)

Denver Comprehensive Plan 2000

The proposal is consistent with many Denver Comprehensive Plan strategies, including:

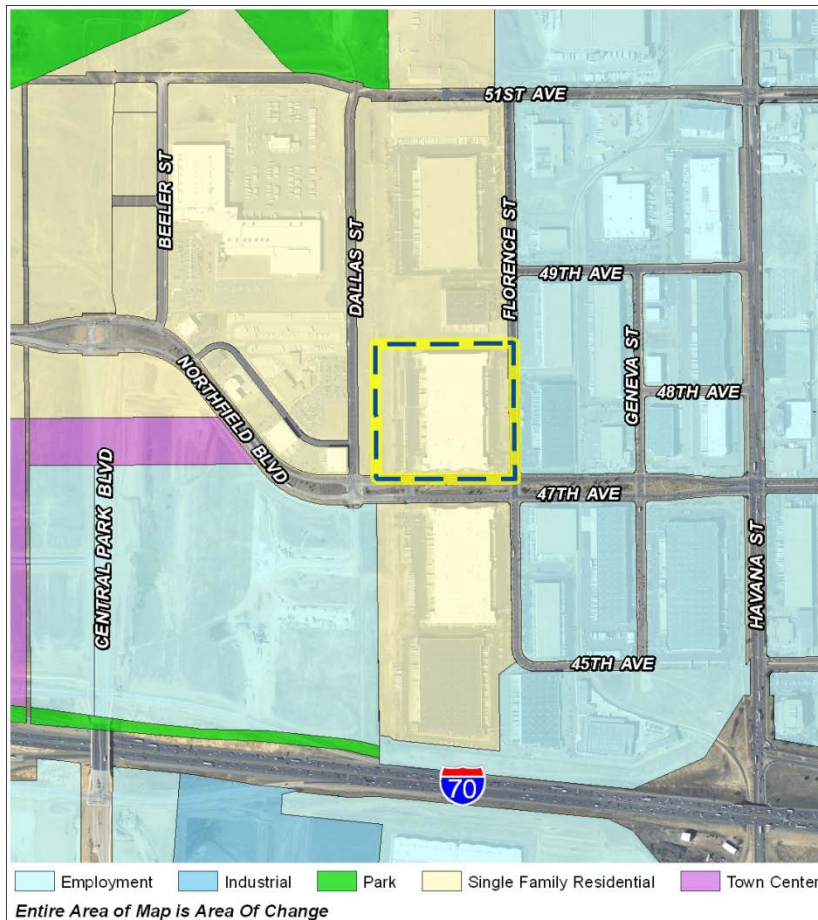
- Economic Activity, Objective 2 - Stimulate the growth of business and the creation of good jobs with a business-friendly environment. (p. 131)
- Economic Activity, Strategy 3-B - Support retention and expansion of businesses in industries historically important to Denver, including small business, health care, manufacturing, and federal and state government. (p. 133)
- Land Use Objective 1 – Balance and coordinate Denver’s mix of land uses to sustain a healthy economy, support the use of alternate transportation, and enhance the quality of life in the city. (p. 57).

The rezoning is consistent with these plan recommendations. The proposed I-A zone district allows a broad variety of land uses in every land use category. The map amendment will enable the expansion of an existing manufacturing business in an existing industrial location where services and infrastructure are already in place.

Blueprint Denver

According to the 2002 Plan Map adopted in Blueprint Denver, this site has a concept land use of Single Family Residential and is located in an Area of Change.

Future Land Use



2002 Blueprint Denver
Future Land Use Map

The current land use and non-residential zoning do not conform to the Blueprint Denver Single Family Residential land use concept. The zoning for the existing business park was first approved in 1996, prior to the 2002 adoption of Blueprint Denver, and was approved based upon the 1995 Stapleton Development Plan which designated the subject property a major employment area. The 1996 rezoning of the property took the subject property from Former Chapter 59 zone districts O-1 (Open Space) and I-2 (Heavy Industrial) to PUD to enable the development of the Stapleton Business Center. In 2002, the present zone district, C-MU-30 with waivers, was approved.

Area of Change / Area of Stability

As noted, the subject property is in an Area of Change. In general, "The goal for Areas of Change is to channel growth where it will be beneficial and can best improve access to jobs, housing and services with fewer and shorter auto trips...A major goal is to increase

economic activity in the area to benefit existing residents and businesses, and where necessary, provide a stimulus to redevelop.” (p. 127). Blueprint Denver provides additional specific guidance for the Stapleton Area of Change: “The former Stapleton Airport, a 4,700-acre site, is being redeveloped into several neighborhoods. When complete, the Stapleton neighborhoods will consist of a network of urban villages with employment centers, parks and open space.” (p. 135).

The rezoning application is consistent with the Blueprint Denver Area of Change recommendations. Expanding the current manufacturing use is an increase in economic activity that fulfills a major Area of Change goal.

Street Classifications

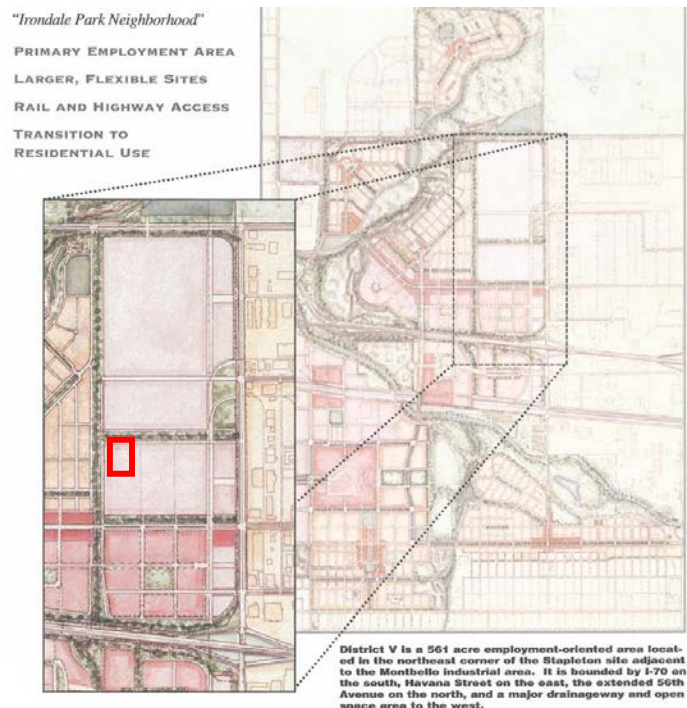
Blueprint Denver classifies North Florence Street as an Undesignated Local Street and East 47th Avenue as an Industrial Collector. According to Blueprint Denver, “collectors are designed to provide a greater balance between mobility and land access within residential, commercial and industrial areas.” The local Streets “are tailored more to providing local access.” Blueprint Denver recognized that because East 47th Avenue is an Industrial Collector is “designed to accommodate a high volume of large vehicles such as trucks, trailers and delivery vehicles

Small Area Plan: Stapleton Development Plan

The Stapleton Development Plan was adopted in 1995. The Plan organizes development of Stapleton into eight distinct districts. The Development Plan identifies the general scale, character, density and mix of uses desired in each district. The subject property is in the Plan’s District 5. According to the Plan, “This district has the greatest capacity to accommodate employment activity, particularly larger footprint buildings.”

Key elements of District 5 include:

- “Predominately employment land use including manufacturing, assembly, distribution, office and research and development.” (p. 5-56)
- “Density of 1-3 story structures with surface parking.” (p. 5-56)
- A variety of parcel sizes from 2 to 30 acres, or more. (p. 5-58)
- A modified grid system of streets with a flexible design of local streets to accommodate a variety of parcel configurations and uses.(p.5-59)
- Proximity to I-70 on the south and area rail lines. (p. 5-59)



The existing warehouse building is consistent with the Employment Area land use concept in the Stapleton Development Plan, with the suggested 1-3 story building form and with the concept of larger flexible sites within a modified grid street pattern. The existing structure also fits within the proposed I-A zone district building form standards which allow buildings with a 2:1 Floor Area Ratio, heights up to 75 feet, surface parking in front of the building and no transparency requirements. The proposed zoning will eliminate a waiver that prevents an existing manufacturing land use from expanding.

2. Uniformity of District Regulations and Restrictions

The proposed rezoning to I-A 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.

4. Justifying Circumstance

The application identifies changed or changing conditions as the Justifying Circumstance under DZC Section 12.4.10.14.A.4, "The land or its surrounding environs has changed or is changing to such a degree that it is in the public interest to encourage a redevelopment of the area or to recognize the changed character of the area." As discussed above, adopted plan recommendations state that the existing and proposed land use is desired, and the adopted area plan also recognized that the character of the area is changing. This is an appropriate justifying circumstance for the proposed rezoning.

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

The requested I-A zone district is within the Industrial Neighborhood Context. The neighborhood context generally consists of areas of light industrial, warehouse and heavy industrial areas, as well as areas subject to transitions from industrial to mixed-use. Forms are often tall single-story buildings or multi-story buildings with tall ceilings that accommodate industrial processes, loading bays, and specialized equipment. Industrial uses are primarily located along or in proximity to highway or arterial streets, and often include heavy rail access. The Industrial Context consists of an irregular pattern of large blocks. Vehicle access is typically a drive from the street to a surface parking lot. Truck access, loading, and parking are important attributes. Industrial buildings are typically placed to accommodate the specific activity, often with parking surrounding the building. In many cases, the Industrial Context incorporates existing buildings with raised loading docks presenting particular access and parking challenges. Building heights range from 1-8 stories which utilize simple forms to maximize open floor space to accommodate warehousing, although older industrial areas include multi-story warehouse buildings, manufacturing uses, adaptive re-use of industrial structures, and multi-storied mixed use buildings. The proposed rezoning of the subject property to I-A zoning is consistent with the Industrial context.

According to the zone district intent stated in the Denver Zoning Code, the I-A district “is intended to be an employment area containing offices, business and light industrial uses that are generally compatible with adjacent Residential or Mixed Use Commercial Zone Districts. No new residential uses may be established in the I-A zone district in order to promote a stable employment base for the city. Accordingly, I-A zoned areas serve as a land use buffer between more residential areas and more intensive industrial areas, which may be zoned I-B General Industrial. The proposed I-A zoning district for the existing warehouse building is consistent with the intent of the I-A zone district.

Staff Recommendation

Based on the analysis set forth above, CPD staff finds that the application for rezoning the property located at 4735 Florence Street to an I-A zone district meets the requisite review criteria, except conformance with the Blueprint Denver concept land use, which the existing zoning pre-dates. Accordingly, staff recommends *approval*.

Attachments

1. Application
2. Enacting ordinance with the existing waivers and conditions.



Zone Map Amendment (Rezoning) - Application

1/26/12

PROPERTY OWNER INFORMATION*		PROPERTY OWNER(S) REPRESENTATIVE**	
<input checked="" type="checkbox"/> CHECK IF POINT OF CONTACT FOR APPLICATION		<input type="checkbox"/> CHECK IF POINT OF CONTACT FOR APPLICATION	
Property Owner Name	PAC Operating Limited Partnership	Representative Name	
Address	4545 Airport Way	Address	
City, State, Zip	Denver, CO 80239	City, State, Zip	
Telephone	303-567-5000	Telephone	
Email	wbarrett@prologis.com tmarko@prologis.com	Email	
<p>*If More Than One Property Owner: All standard zone map amendment applications shall be initiated by all the owners of at least 51% of the total area of the zone lots subject to the rezoning application, or their representatives authorized in writing to do so. See page 3.</p>		<p>**Property owner shall provide a written letter authorizing the representative to act on his/her behalf.</p>	
Please attach Proof of Ownership acceptable to the Manager for each property owner signing the application, such as (a) Assessor's Record, (b) Warranty deed or deed of trust, or (c) Title policy or commitment dated no earlier than 60 days prior to application date.			
SUBJECT PROPERTY INFORMATION			
Location (address and/or boundary description):	4735 Florence Street, Denver, CO 80238		
Assessor's Parcel Numbers:	01154-01-004-000		
Legal Description: (Can be submitted as an attachment. If metes & bounds, a map is required.)	STAPLETON BUSINESS CENTER FLG #1 Lot 4, Block 1		
Area in Acres or Square Feet:	935,233 SF or 21.47 acres		
Current Zone District(s):	C-MU-30 with waivers, UO-1		
PROPOSAL			
Proposed Zone District:	I-A		



REVIEW CRITERIA

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

<p>Additional Review Criteria for Non-Legislative Rezoning: The proposal must comply with both of the additional review criteria DZC Sec. 12.4.10.14</p>	<p>Justifying Circumstances - One of the following circumstances exists:</p> <input type="checkbox"/> The existing zoning of the land was the result of an error. <input type="checkbox"/> The existing zoning of the land was based on a mistake of fact. <input type="checkbox"/> The existing zoning of the land failed to take into account the constraints on development created by the natural characteristics of the land, including, but not limited to, steep slopes, floodplain, unstable soils, and inadequate drainage. <input checked="" type="checkbox"/> The land or its surroundings has changed or is changing to such a degree that rezoning that it is in the public interest to encourage a redevelopment of the area to recognize the changed character of the area <input checked="" type="checkbox"/> It is in the public interest to encourage a departure from the existing zoning through application of supplemental zoning regulations that are consistent with the intent and purpose of, and meet the specific criteria stated in, Article 9, Division 9.4 (Overlay Zone Districts), of this Code.
	<p>Please provide an attachment describing the justifying circumstance.</p>
	<input checked="" type="checkbox"/> The proposed official map amendment is consistent with the description of the applicable neighborhood context, and with the stated purpose and intent of the proposed Zone District. Please provide an attachment describing how the above criterion is met.

ATTACHMENTS

Please check any attachments provided with this application:

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

Please list any additional attachments:

Consistency with adopted plans attachment



DENVER
THE MILE HIGH CITY

CUSTOMER GUIDE

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

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

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 (must sign in the exact same manner as title to the property is held)	Date	Indicate the type of ownership documentation provided: (A) Assessor's record, (B) warranty deed or deed of trust, (C) title policy or commitment, or (D) other as approved	Property owner representative written authorization? (YES/NO)
EXAMPLE John Alan Smith and Josie Q. Smith	123 Sesame Street Denver, CO 80202 (303) 555-5555 sample@sample.gov	100%	<i>John Alan Smith</i> <i>Josie Q. Smith</i>	01/01/12	(A)	NO
PAC Operating Limited Partnership	4545 Airport Way Denver, CO 80239 303-567-5000 wbarrett@prologis.com tmarko@prologis.com	100%	<i>[Signature]</i> <i>[Signature]</i>	5/13/13	(A)	NO

www.denvergov.org/rezoning



201 W. Colfax Ave., Dept. 205

Denver, CO 80202

(720) 865-2983 • rezoning@denvergov.org

Consistency with Adopted Plans

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

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

Here are additional reasons for the rezoning circumstance:

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

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

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

Delaware

PAGE 1

The First State

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

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



3644318 8100M

060699401

Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 4925740

DATE: 07-25-06

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

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

DOES HEREBY CERTIFY:

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

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

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

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

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

201 Mission Street, Second Floor
San Francisco, California 94105

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

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

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

CATELLUS OPERATING LIMITED PARTNERSHIP,
a Delaware limited partnership

By: Catellus SubCo, Inc.,
a Delaware corporation

Its: General Partner

By: /s/C. William Hosler

C. William Hosler

Its: Senior Vice President and Chief Financial Officer

Delaware

PAGE 1

The First State

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

3644318 8100

110342520




Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 8656122

DATE: 03-29-11

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

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

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

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

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

By: Edward S. Nekritz
General Partner(s)

Name: Edward S. Nekritz, General Counsel

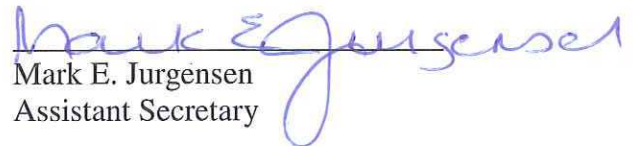
Print or Type
and Secretary of Palmtree
Acquisition Corporation, the
general partner of Catellus
Operating Limited Partnership



ASSISTANT SECRETARY'S CERTIFICATE

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

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


Mark E. Jurgensen
Assistant Secretary

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BY AUTHORITY

ORDINANCE NO. *1009*
SERIES OF 2002

COUNCIL BILL NO. *930*
COMMITTEE OF REFERENCE:

A BILL

Land Use, Transportation Planning & Housing

For an ordinance relating to zoning, changing the zoning classification for a specifically described area, commonly known as the Stapleton Business Center, reciting certain waivers proposed by the owner for the zoning classification, reciting a certain reasonable condition approved by the owner for the zoning classification and providing for a recordation of this ordinance.

BE IT ENACTED BY THE COUNCIL OF THE CITY AND COUNTY OF DENVER:

Section 1. That upon consideration of a change in the zoning classification of the land area hereinafter described, Council finds:

- 1. That the land area hereinafter described is presently classified as PUD No. 503;
- 2. That the owner proposes that the land area hereinafter described be changed to C-MU-30 with reasonable waivers and with a reasonable condition it has approved;
- 3. That in its application the owner has represented that if the zoning classification is changed pursuant to its application, the owner will and hereby does:

(i) Waive the right to use or occupy the subject property or to use, occupy or erect thereon any structure or structures designed, erected, altered, used or occupied for the following uses by right contained in Section 59-430.03 of the Denver Revised Municipal Code:

(a) Residential Uses

- Abbey, Convent, Monastery, Priory, or other similar residence for clergy;
- Fraternity or Sorority House;
- Multiple Unit dwelling;
- Residence for Older Persons;
- Rooming and/or Boarding House; and
- Single Unit Dwelling.

(b) Civic Uses

- Ambulance Service;
- Church or Religious Institution - Community Scale;
- Church or Religious Institution - Neighborhood Scale;
- Club or Lodge;
- Fire Station;

1 Gallery;
2 Golf Course, not including miniature Golf Courses;
3 Library;
4 Museum;
5 Police Station;
6 School, Boarding; and
7 School, Elementary or Secondary.

8 (c) Commercial Uses

9 Adult Establishment;
10 Agriculture, Limited;
11 Animal Care or Boarding
12 Animal Sales or Service;
13 Automobile Laundry or Polishing Shop;
14 Automobile, Motorcycle or Light Truck Sales, Leasing or Rental;
15 Automobile Repair Garage;
16 Bed and Breakfast;
17 Garden Supply Store;
18 Mortuary;
19 Recreation Services, Outdoor;
20 Recycling Collection Station; and
21 Trailer or Recreational Vehicle Sales, Leasing or Rental.

22 (d) Industrial Uses

23 Aircraft Maintenance and Repair Facility;
24 Asphalt and Concrete Plant and Contractors;
25 Automobile Parts Recycling;
26 Building Contractors, Heavy;
27 Concrete, Asphalt, and Rock Crushing Facility;
28 Manufacturing, Fabrication, and Assembly, Heavy;
29 Recycling Plant;
30 Recycling Center; and
31 Truck or Equipment Sales, Leasing or Rental.

32 All other provisions of Section 59-430.03 of the Denver Revised Municipal Code shall remain in full
33 force and effect.

1 (ii) Waive the right for enclosure of uses for all nonresidential uses as required
2 under Section 59-430.02(3)e. of the Denver Revised Municipal Code and instead flammable gases
3 or solids, combustible or flammable liquids or explosives may be stored above ground upon the
4 approval of the Department of Zoning Administration and the Denver Fire Department. All other
5 provisions of Section 59-430.02 of the Denver Revised Municipal Code shall remain in full force and
6 effect.

7 (iii) Waive the right to separation of certain uses as required under Section 59-
8 430.03(2)f. of the Denver Revised Municipal Code and instead the following industrial uses shall be
9 located one-hundred and twenty-five (125) feet or more from the nearest boundary of any zone lot
10 containing a single-or two-unit dwelling existing at the time of application for the industrial use:

11 Building Contractors, Heavy;

12 Manufacturing, fabrication and assembly, general, and

13 Manufacturing, fabrication and assembly, heavy.

14 All other provisions of Section 59-430.03(2) of the Denver Revised Municipal Code shall remain in
15 full force and effect.

16 (iv) Waive the right to a minimum amount of unobstructed open space as required
17 under Section 59-430.10(2) of the Denver Revised Municipal Code for all structures, regardless of
18 use(s) and instead the minimum required amount of unobstructed open space for all structures
19 regardless of use(s) shall be fifteen (15%) percent.

20 (v) Waive the right to a minimum front setback as required under Section 59-
21 430.10(3) of the Denver Revised Municipal Code for all structures, regardless of use(s) and for
22 garages facing directly on to the street, corner lots included, and instead the minimum front
23 setback for all structures regardless of use(s), adjacent uses and or all garages, corner lots
24 included, shall be ten (10) feet. Additionally, all structures existing as of November 1, 2002 shall
25 be considered and treated as conforming structures regardless of the size of the front setback(s).

26 (vi) Waive the right to a minimum side setback regardless of use(s), adjacent lot
27 design, or adjacent use(s) as required under Section 59-430.10(3) of the Denver Revised
28 Municipal Code for all structures and instead the minimum side setback for all structures,
29 regardless of use(s) and/or design or use of abutting zone lot(s), shall be ten (10) feet.
30 Additionally, all structures existing as of November 1, 2002 shall be considered and treated as
31 conforming structures regardless of the size of the side setback(s).

32 (vii) Waive the right to a minimum rear setback regardless of use(s) as required
33 under Section 59-430.10(3) of the Denver Revised Municipal Code for all structures and instead

1 the minimum rear setback for all structures regardless of use(s) shall be ten (10) feet.
2 Additionally, all structures existing as of November 1, 2002 shall be considered and treated as
3 conforming structures regardless of the size of the rear setback(s).

4 (viii) Waive the right to a maximum height of permitted fences, walls and retaining
5 walls as required under Section 59-430.10(5)a. b. and c. of the Denver Revised Municipal Code
6 and instead the height of walls, fences and retaining walls shall be determined by measurement
7 from the ground level at the lowest grade level within three (3) feet of either side of such walls,
8 fences or retaining walls. The computation of the height of retaining walls shall exclude from such
9 computation any open-mesh fence located on top of such retaining wall not exceeding four (4) feet
10 in height. Fences, walls and retaining walls not exceeding ten (10) feet in height may be erected
11 on any part of the zone lot(s). All other provisions of Section 59-430.10(5) of the Denver Revised
12 Municipal Code shall remain in full force and effect.

13 (ix) Waive the right to a bulk plane as required under Section 59-430.10(6)b of the
14 Denver Revised Municipal Code. All other provisions of Section 59-430.10(6) of the Denver
15 Revised Municipal Code shall remain in full force and effect.

16 4. That the owner approves and agrees, as a reasonable condition to the requested change
17 in zoning classifications related to the development, operation and maintenance of the land area
18 hereinafter described:

19 (i) In addition to the criteria for "reduction of parking spaces" established in
20 Section 59-430.14.(1) of the Denver Revised Municipal Code the following criteria may also be
21 considered as criteria for reduction of required parking spaces:

- 22 a. Flexible work-hour schedule;
- 23 b. Private vanpool operation;
- 24 c. Transit/vanpool fare subsidy;
- 25 d. Preferential parking for carpools/vanpools;
- 26 e. Provision of bikeways and bicycle parking program;
- 27 f. Participation in a ride-matching program;
- 28 g. Establishment of a transportation coordinator position to implement
29 carpool, vanpool, transit
- 30 h. Programs and other transportation system management activities; and
- 31 i. Other programs with similar objectives.

32 **Section 2.** That the zoning classification of the land area in the City and County of Denver
33 described as follows or included within the following boundaries shall be and hereby is changed from

1 PUD No. 503 to C-MU-30 with certain waivers which waivers are set forth in Subsection 3 of
2 Section 1 hereof and with a certain reasonable condition approved by the owner which reasonable
3 condition is set forth in Subsection 4 of Section 1 hereof:

4

A PARCEL OF LAND SITUATED WITHIN THE SOUTH HALF OF SECTION 15 AND THE NORTH HALF OF SECTION 22, TOWNSHIP 3 SOUTH, RANGE 67 WEST OF THE 6TH PRINCIPAL MERIDIAN, CITY AND COUNTY OF DENVER, STATE OF COLORADO, BEING MORE PARTICULARLY DESCRIBED AS FOLLOWS:

COMMENCING AT THE SECTION CORNER, BEING THE NORTHEAST CORNER OF SAID SECTION 22 AND THE SOUTHEAST CORNER OF SAID SECTION 15; THENCE S 89° 27'36" W ALONG THE NORTH LINE OF THE NORTHEAST QUARTER OF SAID SECTION 22 A DISTANCE OF 60.00 FEET TO INTERSECT THE WESTERLY RIGHT-OF-WAY LINE OF HAVANA STREET AS DESCRIBED IN ORDINANCE NO. 183 SERIES OF 1966, OF THE CITY AND COUNTY OF DENVER RECORDS, SAID POINT OF INTERSECTION ALSO BEING THE POINT OF BEGINNING; THENCE S00° 33'22" E AND ALONG SAID WESTERLY RIGHT-OF-WAY LINE A DISTANCE OF 1807.90 FEET; THENCE ALONG THE NORTH AND WESTERLY LINES OF A 100 FOOT WIDE STRIP OF LAND BEING 100 FEET NORTH AND WEST OF AND PARALLEL WITH THE NORTH AND WEST RIGHT-OF-WAY LINE FOR INTERSTATE HIGHWAY 70 RECORDED FEBRUARY 3, 1958 IN BOOK 694 AT PAGE 450 OF THE ADAMS COUNTY RECORD, THE FOLLOWING THREE (3) COURSES:

1. S 31° 33' 49" W, A DISTANCE OF 738.27 FEET,
2. S 67° 08' 26" W, A DISTANCE OF 512.73 FEET,
3. N 84° 02' 29" W, A DISTANCE OF 1855.27 FEET,

THENCE N 00° 25'06" W ALONG A LINE 125.00 FEET WEST OF AND PARALLEL WITH THE EAST LINE OF THE NORTHWEST QUARTER OF SAID SECTION 22 A DISTANCE OF 2418.03 FEET TO INTERSECT THE NORTH LINE OF THE NORTHWEST QUARTER OF SAID SECTION 22; THENCE N 00° 41'59" W ALONG A LINE 125.00 FEET WEST OF AND PARALLEL WITH THE EAST LINE OF THE SOUTHWEST QUARTER OF SAID SECTION 15 A DISTANCE OF 2345.97 FEET TO INTERSECT THE CENTERLINE OF PROPOSED 51ST AVENUE; THENCE N 89°28'34" E ALONG SAID CENTERLINE BEING 308.11 FEET SOUTH OF AND PARALLEL WITH THE EAST-WEST CENTERLINE OF SAID SECTION 15 A DISTANCE OF 125.00 TO INTERSECT THE WEST LINE OF THE SOUTHEAST ONE-QUARTER OF SAID SECTION 15; THENCE N 00°41'59" W AND ALONG SAID WEST LINE A DISTANCE OF 45.00 FEET TO INTERSECT THE NORTH RIGHT-OF-WAY LINE OF SAID PROPOSED 51ST AVENUE; THENCE N 89°28'34" E ALONG SAID NORTH RIGHT-OF-WAY LINE A DISTANCE OF 2537.45 FEET TO INTERSECT THE WEST LINE OF THE PERPETUAL EASEMENT FOR PUBLIC HIGHWAY AND ROAD PURPOSES, RECORDED MARCH 14, 1945 IN BOOK 305 AT PAGE 2 OF THE CITY AND COUNTY OF DENVER RECORDS; THENCE S 00°59'07" E ALONG SAID WEST LINE A DISTANCE OF 140.00 FEET; THENCE N 81°08'14" W A DISTANCE OF 230.25 FEET TO A POINT OF CURVE; THENCE ALONG THE ARC OF SAID CURVE LEFT HAVING A DELTA OF 09°23'12", A RADIUS OF 929.00 FEET, A CHORD BEARING N 85°49'50" W, 152.03 FEET AND AN ARC LENGTH OF 152.20 FEET TO A POINT OF TANGENT; THENCE S 89°28'34" W A DISTANCE OF 82.18 FEET; THENCE S 00° 58'45" E A DISTANCE OF 331.70 FEET; THENCE N 89° 34'24" E A DISTANCE OF 490.50 FEET TO INTERSECT SAID WESTERLY RIGHT-OF-WAY LINE OF HAVANA STREET; THENCE S 00° 59'07" E AND ALONG SAID WESTERLY RIGHT-OF-WAY LINE A DISTANCE OF 1967.76 FEET TO THE POINT OF BEGINNING.

SAID PARCEL CONTAINS 12,963,723 SQUARE FEET OR 297.6061 ACRES MORE OR LESS.

1
2
3 in addition thereto those portions of all abutting public rights-of-way, but only to the
4 centerline thereof, which are immediately adjacent to the aforesaid specifically
5 described area.
6

7 **Section 3.** That the foregoing change in zoning classification is based upon the representation by
8 the owners that they will waive those certain rights available to them, and, in lieu thereof, agree to
9 certain limitations which limitations are set forth in Subsections 3 of Section 1 hereof, and is also
10 based upon a reasonable condition approved by the said owner which reasonable condition is set
11 forth in Subsection 4 of Section 1 hereof; and no permit shall be issued except in strict compliance
12 with the aforesaid waivers and the aforesaid reasonable conditions. Said waivers and said
13 reasonable condition shall be binding upon all successors and assigns of said owners, who along
14 with said owners shall be deemed to have waived all objections as to the constitutionality of the
15 aforesaid waivers and the aforesaid reasonable condition.

16 **Section 4.** That this ordinance shall be recorded by the Department of Zoning Administration
17 among the records of the Clerk and Recorder of the City and County of Denver.

18 PASSED BY THE COUNCIL December 9 2002

19 Cathy Beitz - PRESIDENT

20 APPROVED: Walter E. Smith - MAYOR DEC. 10 2002

21 ATTEST: Sherry B. Jackson - CLERK AND RECORDER,
22 EX-OFFICIO CLERK OF THE
23 CITY AND COUNTY OF DENVER

24
25 NOTICE PUBLISHED IN THE DAILY JOURNAL Nov. 15, 2002 Dec. 13, 2002

26 PREPARED BY: KAREN A. AVILES, ASSISTANT CITY ATTORNEY 11/5/02

27 REVIEWED BY: Walter E. Smith - CITY ATTORNEY 11/7 2002

28 SPONSORED BY COUNCIL MEMBER(S) _____

