

## Zone Map Amendment (Rezoning) - Application

PROPERTY OWNER INFORMATION*		PROPERTY OWNER(S) REPRESENTATIVE**	
<input type="checkbox"/> CHECK IF POINT OF CONTACT FOR APPLICATION		<input checked="" type="checkbox"/> CHECK IF POINT OF CONTACT FOR APPLICATION	
Property Owner Name	Sandy Hecomovich	Representative Name	Vinny English
Address	333 S Monroe St #401	Address	3001 Brighton Blvd
City, State, Zip	Denver, CO 80209	City, State, Zip	Denver, CO, 80216
Telephone	602.625.8684	Telephone	720.275.0597
Email	Sandyh@gmsservices.com	Email	vinny@qfactorsolutions.com
<p>*If More Than One Property Owner:            All standard zone map amendment applications shall be initiated by all the owners of at least 51% of the total area of the zone lots subject to the rezoning application, or their representatives authorized in writing to do so. See page 3.</p>		<p>**Property owner shall provide a written letter authorizing the representative to act on his/her behalf.</p>	
<p>Please attach Proof of Ownership acceptable to the Manager for each property owner signing the application, such as (a) Assessor's Record, (b) Warranty deed or deed of trust, or (c) Title policy or commitment dated no earlier than 60 days prior to application date.</p> <p>If the owner is a corporate entity, proof of authorization for an individual to sign on behalf of the organization is required. This can include board resolutions authorizing the signer, bylaws, a Statement of Authority, or other legal documents as approved by the City Attorney's Office.</p>			
SUBJECT PROPERTY INFORMATION			
Location (address and/or boundary description):	1. 2100 South Colorado Blvd // 2. 4040 E Evans Ave // 3. 2140 S Albion Street // 4. 2130-2150 S Colorado Blvd // 5. 4102- 4108 E. Evans Ave (Respectively)		
Assessor's Parcel Numbers:	1. 0630216012000 // 2. 0630216010000 // 3. 0630217039000 // 4. 0630216009000 // 5. 0630217040000 (Respectively)		
Area in Acres or Square Feet:	1. 11,600 // 2. 23,400 // 3. 11,503 // 4. 26,500 // 5. 4,500 - Total = 1.77 Acres		
Current Zone District(s):	C-MX-5; C-MX-5 UO-1, UO-2		
PROPOSAL			
Proposed Zone District:	C-MX-12; C-MX-12		



# REZONING GUIDE

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REVIEW CRITERIA	
<p>General Review Criteria: The proposal must comply with all of the general review criteria DZC Sec. 12.4.10.7</p>	<p><input checked="" type="checkbox"/> <b>Consistency with Adopted Plans:</b> The proposed official map amendment is consistent with the City's adopted plans, or the proposed rezoning is necessary to provide land for a community need that was not anticipated at the time of adoption of the City's Plan. Please provide an attachment describing relevant adopted plans and how proposed map amendment is consistent with those plan recommendations; or, describe how the map amendment is necessary to provide for an unanticipated community need.</p> <p><input checked="" type="checkbox"/> <b>Uniformity of District Regulations and Restrictions:</b> 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"/> <b>Public Health, Safety and General Welfare:</b> The proposed official map amendment furthers the public health, safety, and general welfare of the City.</p>
<p>Additional Review Criteria for Non-Legislative Rezonings: The proposal must comply with both of the additional review criteria DZC Sec. 12.4.10.8</p>	<p><b>Justifying Circumstances - One of the following circumstances exists:</b></p> <p><input type="checkbox"/> The existing zoning of the land was the result of an error.</p> <p><input type="checkbox"/> The existing zoning of the land was based on a mistake of fact.</p> <p><input type="checkbox"/> The existing zoning of the land failed to take into account the constraints on development created by the natural characteristics of the land, including, but not limited to, steep slopes, floodplain, unstable soils, and inadequate drainage.</p> <p><input 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="margin-left: 20px;">a. Changed or changing conditions in a particular area, or in the city generally; or</p> <p style="margin-left: 20px;">b. A City adopted plan; or</p> <p style="margin-left: 20px;">c. That the City adopted the Denver Zoning Code and the property retained Former Chapter 59 zoning.</p> <p><input 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. Please provide an attachment describing the justifying circumstance.</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. Please provide an attachment describing how the above criterion is met.</p>
REQUIRED ATTACHMENTS	
Please ensure the following required attachments are submitted with this application:	
<p><input checked="" type="checkbox"/> Legal Description (required to be attached in Microsoft Word document format)</p> <p><input checked="" type="checkbox"/> Proof of Ownership Document(s)</p> <p><input checked="" type="checkbox"/> Review Criteria, as identified above</p>	
ADDITIONAL ATTACHMENTS	
Please identify any additional attachments provided with this application:	
<p><input checked="" type="checkbox"/> Written Authorization to Represent Property Owner(s)</p> <p><input checked="" type="checkbox"/> Individual Authorization to Sign on Behalf of a Corporate Entity</p>	
Please list any additional attachments:	
<p><b>Rezoning Application: Containing - Legal Land Descriptions, Review Criteria W/ zoning exhibits &amp; Potential Massing designs.</b></p>	

# REZONING 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	Date	Indicate the type of ownership documentation provided: (A) Assessor's record, (B) warranty deed or deed of trust, (C) title policy or commitment, or (D) other as approved	Has the owner authorized a representative in writing? (YES/NO)
<b>EXAMPLE</b> John Alan Smith and Josie Q. Smith	123 Sesame Street Denver, CO 80202 (303) 555-5555 sample@sample.gov	100%	<i>John Alan Smith</i> <i>Josie Q. Smith</i>	01/01/12	(A)	YES
Z PORTFOLIO LLC  <i>SANDRA L. Hecornovict MGR</i>	333 S Monroe St #401 Denver, CO 80209 602.625.8684 Sandyh@gmsservices.com	100%	<i>Sandra L Hecornovict</i>	03/14-19	(D)	Yes

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## **BACKGROUND**

Q Factor, a contemporary development company founded and based in Denver, is submitting this proposed rezoning at the intersection of Colorado Boulevard & East Evans Avenue as part of a joint venture with Z Portfolio, the current landowner.

Q Factor is known for our specialization in creative design and thoughtful place-making in urban environments. Our nimble and honed practices allow us to be uniquely centered in yielding value-based outcomes and we are at the forefront of producing intentional spaces.

The currently vacant proposed rezoning site is on a prevalent corner and offers the opportunity for a unique and innovative development which will benefit the surrounding neighborhood, as well as our City as a whole.

Since submittal of our pre-application review request on October 16, 2018, we have conducted significant community outreach. We have met with City Council, reached out to the adjacent RNO for a small meeting and presented in front of their board. We will continue our community outreach efforts following submittal of this application.

We believe the proposed rezoning site offers a unique opportunity to create a mixed-use development with a wide range of community benefits. Our commitment to thoughtful place-making will ensure a potential development will be in tune with the community's character and something of which it can be proud.



## **PROPOSED MAP AMENDMENT SUMMARY**

The proposed Map Amendment seeks to rezone 2100 S. Colorado Blvd., 4040 E. Evans Ave., 2140 S. Albion St., 2130-2150 S. Colorado Blvd and 4102-4108 E. Evans Ave. from C-MX-5; C-MX-5 UO-1, UO-2 to C-MX-12; C-MX-12.

As per Section 12.4.10.7 of the Denver Zoning Code, which authorizes Denver City Council to approve an official map amendment if the proposed rezoning meets certain criteria, Q Factor is applying for this rezoning based upon consistency with those criteria as listed below:

1. 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 the adoption of the City’s plan.”*
2. 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.”*
3. Public Health, Safety, and Welfare  
*“The proposed official map amendment furthers the public health, safety and general welfare of the City.”*

Additionally, as per Section 12.4.10.8 of the Denver Zoning Code, the City Council may approve an official map amendment if the City Council finds the application meets additional review criteria. Q Factor is applying for this rezoning based upon consistency with the additional review listed below.

- A. Justifying Circumstances
  1. The existing zoning of the land was the result of an error;
  2. The existing zoning of the land was based on a mistake of fact;
  3. The existing zoning of the land failed to take into account the constraints on development created by the natural characteristics of the land;
  4. Since the date of the approval of the existing Zone District, there has been a change to such a degree that the proposed rezoning is in the public interest. Such change may include:
    - a) Changed or changing conditions in a particular area, or in the city generally; or,
    - b) A City adopted plan; or,
    - c) That the City adopted the Denver Zoning Code and the property retained Former Chapter 59 zoning.
  5. It is in the public interest to encourage a departure from the existing zoning through application of supplemental zoning regulations
- B. Consistency with Neighborhood Context Description, Zone District Purpose and Intent Statements  
*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.*

For the reasons set forth in Exhibit A, the proposed rezoning is consistent with all the review criteria, which the remainder of the application will explain in detail.

## **EXHIBIT A: REVIEW CRITERIA**

### 12.4.10.7 General Review Criteria Applicable to All Zone Map Amendments

#### *Consistency with Adopted Plans and Proposed Plans*

The proposed map amendment is consistent with the City's adopted plans, which are listed and outlined below:

1. Comprehensive Plan 2040
2. Blueprint Denver 2019
3. Colorado Boulevard Plan (1991)

#### 1. Comprehensive Plan 2040

The proposed rezoning of the site from C-MX-5, UO-1 and UO-2 to C-MX-12 is consistent with Comprehensive Plan 2040.

The *italicized text* signals goals and strategies from the plan. The language that follows is used to detail how the proposed map amendment is consistent with the goals of the plan.

Key goals and strategies of the Comprehensive Plan 2040 visions for include:

- *"Increase development of housing units close to transit and mixed-use developments."* - Denver Comprehensive Plan 2040, page 28
- *"Create a greater mix of housing options in every neighborhood for all individuals and families."* - Denver Comprehensive Plan 2040, page 28
- *"Build a network of well connected, vibrant, mixed-use centers and corridors."* - Denver Comprehensive Plan 2040, page 34
- *"Encourage quality infill development that is consistent with the surrounding neighborhood and offers opportunities for increased amenities."* - Denver Comprehensive Plan 2040, page 34
- *"Implement Denver Moves: Transit, including the frequent transit network and transit capital investment corridors."* - Denver Comprehensive Plan 2040, page 41
- *"Promote transit-oriented development and encourage higher density development, including affordable housing, near transit to support ridership."* - Denver Comprehensive Plan 2040, page 42
- *"Ensure a broad range of jobs to align with the skills and interests of local residents."* - Denver Comprehensive Plan 2040, page 46
- *"Promote infill development where infrastructure and services are already in place."* - Denver Comprehensive Plan 2040, page 54
- *"Encourage mixed-use communities where residents can live, work and play in their own neighborhoods."* - Denver Comprehensive Plan 2040, page 54
- *"Focus growth by transit stations and along high- and medium capacity transit corridors."* - Denver Comprehensive Plan 2040, page 54

The Denver Comprehensive Plan 2040 provides strong support for the proposed rezoning, particularly due to the site's proximity to transit where higher density development is supposed to be directed. As the site sits vacant now, quality mixed-use infill development in an area where infrastructure and services are already in place helps meet a City goal and would also lead to a community where residents can live, work, and play in their neighborhood. The 2040 plan also provides a clear strategy to focus growth by transit stations and high-capacity transit corridors. The proposed rezoning site is not only just 0.3 miles from a transit station, but it also sits directly on a planned high capacity transit corridor (Colorado Boulevard). The Denver Comprehensive Plan (2040) provides clear support for increased density and mixed use at sites such as what is proposed for rezoning.

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## 2. Blueprint Denver 2019

The proposed rezoning of the site is consistent with the Blueprint Denver 2019.

The *italicized text* signals goals and strategies from the plan. The language that follows is used to detail how the proposed map amendment is consistent with the goals of the plan.

### Overarching Plan Goals

- *“Serve all Denver residents with a diverse range of affordable housing options and quality employment opportunities throughout the city.*
- *Ensure all Denver residents have safe, convenient and affordable access to basic services and a variety of amenities.*
- *Develop safe, high-quality mobility options that prioritize walking, rolling, biking and transit and connect people of all ages and abilities to their daily needs.*
- *Support a welcoming business environment and the growth of employment centers around the city to promote work and educational opportunities for all residents.*
- *Focus higher intensity growth in walkable mixed-use centers and along high-frequency and high capacity transit corridors.”*

The proposed rezoning addresses goals laid out in the Blueprint Denver 2019. C-MX-12 zoning allows for restaurants, retail, and other businesses, which will provide Denver residents with employment opportunities, as well as convenient access to a variety of amenities. The site’s proximity to a light rail transit station, as well as a future mobility hub not only meets a key plan goal but is also stated in the plan as a factor to consider when considering allowable height. The imminent infrastructure improvements in the area will also help foster walkability and the rezoning allows for the creation of a mixed-use center which the plan calls for higher intensity growth to be directed towards.

### Neighborhood Context

The proposed rezoning site is in the “Urban Center” neighborhood context.

- *“Urban center neighborhoods are dense and vibrant areas that support residents and visitors. This context contains high intensity residential and significant employment areas. Development typically contains a high mix of uses, with good street activation and connectivity. Residents living in this context are well served by high capacity transit and have access to ample amenities and entertainment options.” Blueprint Denver 2019, page 251*
- *“A high mix of uses throughout the urban center context. Even the residential areas are highly mixed-use, often with high-intensity multi-unit residential in mixed-use buildings.” - Blueprint Denver 2019, page 252*
- *“The urban center neighborhoods are the most intense areas of the city outside of downtown. Although many of these areas are located next to the downtown core, areas that are desired to be highly active and vibrant (such as rail transit stops and other regional centers) are also found in this context.” Blueprint Denver 2019, page 255*



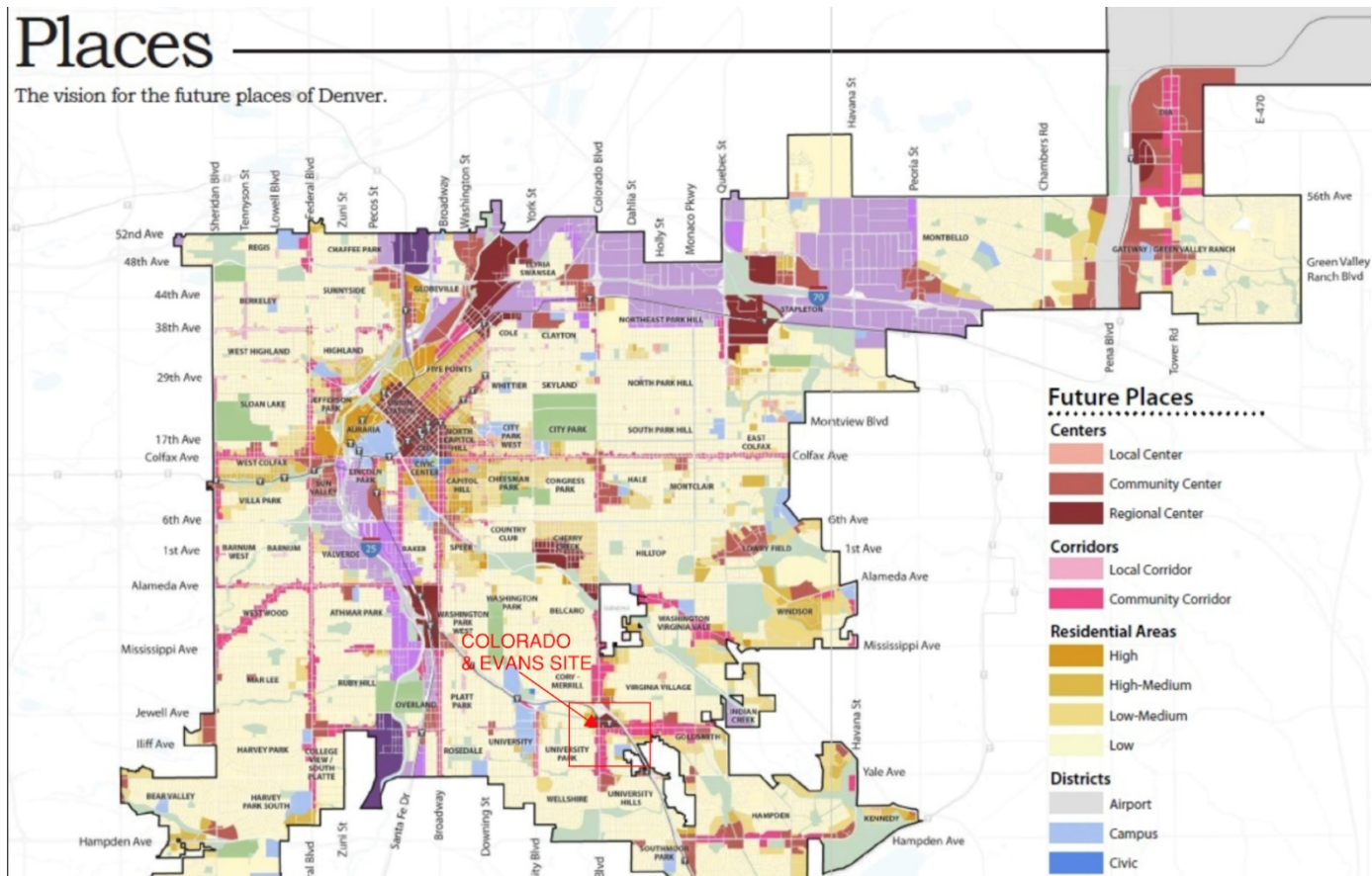


As the most intense neighborhood context outside of Downtown (where the tallest buildings in the City are located) C-MX-12 allows for the necessary density called for in the plan. The rezoning also supports a high mix of uses, with good street activation, and connectivity in an area specifically identified by the plan as desired to be highly active and vibrant due to its close proximity to a rail transit stop. The site's Urban Center context strongly supports a rezoning to C-MX-12.

#### Future Places/Growth Strategy

The site's future place designation is a "Community Corridor," which is designated on the Growth Strategy map as a place designated to receive twenty percent (20%) of the new jobs and twenty-five percent (25%) of the new households in the City by 2040.

- *"Use zoning and land use regulations to encourage higher-density, mixed-use development in transit-rich areas including:... Community corridors where medium- and high-capacity transit corridors are planned." Blueprint Denver 2019, page 72*
- *"Typically a balance of either residential and employment; residential and dining/shopping; or employment and dining/shopping uses. Buildings have a distinctly linear orientation along the street with narrow setbacks. Building scale and footprints along community corridors are typically mid- to large-scale, with the highest intensity at mobility hubs. Scale will be dependent upon context and surrounding character." Blueprint Denver, page 146*
- *"Accessible to a larger area of surrounding neighborhood users by a variety of transportation options. Most community corridors are found along medium- and high-capacity transit corridors." Blueprint Denver 2019, page 146*
- *"Typically provides a mix of office, commercial and residential uses. A wide customer draw both of local residents from surrounding neighborhoods and from other parts of the city. Activity levels vary depending on the type and mix of uses. Buildings have a distinctly linear orientation along the street. Building footprints are typically larger. Heights are generally up to 8 stories. Due to shorter lot depths, special attention may be needed for transitions to nearby residential areas." Blueprint Denver 2019, page 258*



Located in a Community Corridor and on a planned high-capacity transit corridor (Colorado Boulevard as noted in the Denver Moves: Transit Plan), the plan clearly supports a rezoning to C-MX-12, which will allow for appropriate density and mixed-use development. Additionally, the Colorado Boulevard Light Rail Station is being developed as a mobility hub, which is where the highest intensity buildings are called for in Community Corridors. Given the site’s proximity and access to transit, the proposed rezoning has clear support, as it will allow for the update’s density recommendations to be met. In terms of growth strategy, the site’s designated future place is in the second highest future growth area in the entire City, with a projected twenty-five (25%) of new housing and twenty percent (20%) new jobs in these areas. To ensure this growth strategy can be adequately met, it is important that zoning in these future places is reflective of the strategy, which C-MX-12 zoning accomplishes.

While the plan states that heights in a Community Corridor are *generally* up to eight stories, it is also noted that the plan “cannot provide specific detailed guidance on all aspects of a place” (Page 66) and that “buildings heights identified in this plan provide a general sense of scale and are not intended to set exact minimums or maximums” (Page 66). As stated above, the site’s location on a high-capacity transit corridor and in a TOD area is supportive of C-MX-12 zoning, as is the development’s commitment to providing community benefits, specifically open space and community serving spaces.

Open space and community serving spaces are both singled out as specific plan goals and examples of community improvements. The requested C-MX-12 zoning will allow for significant open space on the site, as well as community serving spaces, such as an open plaza. Additionally, as the site is part of the Colorado Station secondary GDP area, open space is not a requirement of the GDP plan. However, Q Factor is planning to provide the community with a reasonably sizeable open plaza on the site for the community to enjoy. Further, as stated in the GDP area plan the site would be intended to “provide a location for civic functions and gathers, passive recreation and serve as visual amenities for adjacent uses” and “activate the station area and offer an amenity for the neighborhood, customers, works and other

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visitors of the area” (Page 8). To that end, the requirements of the Colorado Station GDP ensure that open space on the site will provide the community benefits called for in Blueprint Denver 2019 and further the plan’s overall goals.

When considering height guidance, the plan also calls for the consideration of surrounding context, “including existing and planned building height.” Across the street from the proposed rezoning are sites with zoning allowing for heights up to twenty (20) and thirty (30) stories with a fourteen (14)-story building already built at Colorado Station. The proposed C-MX-12 zoning would allow for an appropriate transition within the context of the sites surrounding zoning, which currently allows for significantly greater heights than twelve (12) stories. The proposed rezoning would enable the area to have a more appropriate height transition than what the site’s current zoning allows for, considering that the surrounding R-MU-30 and C-MX-20 properties were to be developed to their maximum allowable heights.

C-MX-12 zoning also helps further urban design goals for the area, which is another factor to be considered when applying the building height guidance. Specifically, allowing for greater heights creates the opportunity for architecture to design in mass reduction and provide creative and thoughtful architecture, through the use of high-quality building materials, such as steel and concrete. The proposed development for this site is a legacy project, which will contribute greatly to the City’s urban design goals by taking advantage of these benefits created under C-MX-12.

In all, the factors that the plan called on to be considered when applying building height guidance clearly support C-MX-12 zoning.

#### Street Types

The proposed rezoning site is on a “Mixed Use Arterial” street type.

- *“For example, an arterial street in a residential part of the city functions differently from an arterial street that is surrounding by pedestrian-oriented retail.” Blueprint Denver 2019, page 154*
- *“To accomplish this Blueprint Denver develops a typology for describing streets by their adjacent land use and character, in addition to the already established functional class. This typology is applied to arterials and collectors, which have the most variation depending on land use and neighborhood context.” Blueprint Denver 2019, page 154*
- *“Varied mix of uses including retail, office, residential and restaurants. Buildings are pedestrian-oriented, typically multi-story, usually with high building coverage with a shallow front setback. A street wall is present, but may vary.” Blueprint Denver 2019, page 159*

The proposed rezoning is consistent with the street type, which is mixed use. C-MX-12 zoning would support the varied mix of uses in a multi-story building, which is specifically called for in the land-use, & build form guidance for mixed-use street types. Additionally, an arterial street functions differently depending on land use and neighborhood context. In the Urban Center neighborhood context, an arterial street can function effectively to support mixed land use.

### 3. Colorado Boulevard (1991)

- *“This portion of Colorado Boulevard is, and should continue to be, a regionally distinct transportation, business and residential corridor accommodating a wide range of development types and sizes which serve the shopping, business and entertainment needs of nearby residents, as well as providing destination opportunities for a wider community.” Colorado Boulevard Plan, page 3.*
- *The goals of the plan are: “a. improving traffic flow and safety; b. taking action to retain a broad mix of land uses that are a good neighbor or existing uses; c. defining and reinforcing the unique image of the corridor and ensuring that new development has little or no adverse impacts on adjacent uses.” Colorado Boulevard Plan, page 3.*
- *“The general goals with respect to land use are: 1. Continue an appropriate mix of land uses along the Boulevard; and 2. new development should be compatible with existing development.” Colorado Boulevard Plan, page 29*

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- *“Maintaining an appropriate land use mix will help reinforce the economic vitality of the corridor, and if the corridor remains economically healthy on an overall basis, there will be a stronger likelihood that high-quality neighborhood serving uses will continue to thrive. It also tends to reduce traffic impacts more than if the land uses were more homogeneous”. Colorado Boulevard Plan, page 29*
- *“In general, no additional development density should be granted over currently approved levels, unless enforceable commitments are made to limit traffic generation to levels consistent with those that would occur with the original zoning.” Colorado Boulevard Plan, page 35*
- *“Glendale and Denver should seek to retain the diversity of land uses in the corridor. Denver and Glendale should also encourage large office projects to incorporate either retail, residential, entertainment, lodging or restaurant uses in addition to the primary office use.” Colorado Boulevard Plan, page 35*
- *“All new development should provide sufficient parking to meet 100% of the project’s needs on-site or in shared facilities adjacent to the site.” Colorado Boulevard Plan, page 35*

The proposed rezoning would allow for the area of this portion of Colorado Boulevard to accommodate a wide range of development types and sizes which serve the shopping, business and entertainment needs of nearby residents, as well as providing destination opportunities for a wider community as called for in the plan. C-MX-12 zoning is compatible with existing development in the area, some of which is significantly more intense, and the zoning also allows for an appropriate and diverse mix of uses to support the economic vitality of the corridor. With regards to traffic and parking, the site’s proximity to mass transit will encourage access through alternative methods of transportation to SOV’s. It is also important to note that this plan is 28 years old and there has been significant updated direction for the area through other adopted City plans which have been detailed in this application.

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### *Uniformity of District Regulations and Restrictions*

The proposed rezoning will result in uniformity of district regulations and restrictions in accordance with Section 12.4.10.7(B) of the Zoning Code.

### *Public Health, Safety and General Welfare*

The proposed official map amendment is an implementation of Denver Comprehensive Plan 2040 and Blueprint Denver 2019 and therefore furthers the public health, safety and general welfare of the City.

Additionally, the mixed-use nature of the proposed rezoning would allow for well-located density near mass transit, which would encourage the use of alternative forms of mass transportation to single occupancy vehicles. Reducing these automobile trips would decrease carbon emissions, providing health benefits to the City, while those choosing to walk, bike, or use other active forms of transportation would realize individual health benefits.

The proposed rezoning also allows for the creation of an appealing destination providing services and amenities to the community which will also increase resident's investment in their neighborhood, fostering community, and increasing person-to-person interactions.

### *12.4.10.8 Additional Review Criteria for Non-Legislative Rezonings*

#### *A. Justifying Circumstance*

The land and its surroundings have changed to such a degree that it is in the public interest to encourage a redevelopment of the area per DZC Section 12.4.10.8.A.4.

Colorado Boulevard is a key transit corridor in the City and is designated in the Denver Moves: Transit Plan as a planned high-capacity transit corridor. Given the proposed rezoning site's proximity to mass transit and sitting directly on a high-capacity transit corridor, it is a tremendous opportunity to provide appropriate density through a mixed-use development. Colorado Boulevard in this area is experiencing significant growth with a new 350-unit apartment building, fourteen story building at Colorado Station, and the largest independent liquor-store chain in the county all opening near the proposed rezoning site within the last few years. Since 2016, the population has grown by 16.5% in just a census tract comprising the proposed rezoning site. Given the growing population, it is particularly important that residents have walkable access to services and amenities in their community as C-MX-12 zoning can provide. Additionally, the Colorado Center Bicycle/Pedestrian Bridge provides walkable access to the site and Colorado Station from neighborhoods north of I-25, allowing the site to be accessed by a greater number of residents than in the past. Overall, CMX-12 zoning provides appropriate density near mass transit while also conserving land, staying consistent with character of the neighborhood, and setting an important precedent for future development along the corridor.

Additionally, as detailed previously, the adoption of Blueprint Denver 2019 and Comprehensive Plan 2040 provide additional support for the proposed rezoning.

#### *B. Consistency with Applicable Neighborhood Context and with Stated Purpose and Intent of Proposed Zone District*

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.

The C-MX-12 Zone District is part of the Urban Center Neighborhood Context. Section 7.1 of the Denver Zoning Code describes the Urban Center Neighborhood context as follows:

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### **General Character**

*The Urban Center Neighborhood Context consists of multi-unit residential and mixed-use commercial strips and commercial centers. Multi-unit residential uses are typically in multi-story mixed use building forms. Commercial buildings are typically Shopfront and General forms. Multi-unit residential uses are primarily located along residential collector, mixed-use arterial, and local streets. Commercial uses are primarily located along main and mixed-use arterial streets.*

The site is designated in City plans as an Area of Change and a key target for growth, particularly through mixed use development. The C-MX-12 Zone District will allow for appropriate density and mixed-use.

### **Building Height**

*The Urban Center Neighborhood Context is characterized by moderate to high building heights to promote a dense urban character. Lower scale structures are typically found in areas transitioning to a less dense urban neighborhood.*

The proposed Zone District will allow for mixed-use buildings of up to 12-stories, promoting a dense urban character.

### **Mobility**

*There are high levels of pedestrian and bicycle use with the greatest access to multi-modal transportation system*

The site's proximity to mass transit and a future mobility hub will ensure great access to the multi-modal transportation system.

### **C-MX-12**

More specifically, Section 7.2.2.2.D of the DZC describes C-MX-12 as follows: *C-MX-12 applies to areas or intersections served primarily by major arterial streets where a building scale of 3 to 12 stories is desired.* In both, Blueprint Denver (2002) and Blueprint Denver (2019), surrounding streets are designated as arterial, supporting a building scale of 12 stories as proposed in the rezoning.

## EXHIBIT B: LEGAL DESCRIPTIONS

### 2100 S. Colorado Blvd - PARCEL 1 (Rec #2015128247)

THE LAND REFERRED TO HEREIN BELOW IS SITUATED IN THE COUNTY OF DENVER, STATE OF COLORADO, AND DESCRIBED AS FOLLOWS: ALL THAT CERTAIN PIECE OR PARCEL OF REAL ESTATE SITUATE IN THE CITY AND COUNTY OF DENVER, STATE OF COLORADO DESCRIBED AS FOLLOWS: LOTS 1, 2, 3 AND 4, BLOCK 1, WARREN'S UNIVERSITY HEIGHTS, THE PLAT OF WHICH IS OF RECORD IN PLAT BOOK A1 AT PAGE 39 OF ARAPAHOE COUNTY RECORDS, CITY AND COUNTY OF DENVER, STATE OF COLORADO LESS AND EXCEPT THAT PART OF LOTS 1 AND 2 DESCRIBED AS FOLLOWS: BEGINNING AT A POINT ON THE WEST LINE OF LOT 2 WHICH IS 4.97 FEET SOUTH OF THE NORTHWEST CORNER OF SAID LOT 2; THENCE EAST, PARALLEL WITH THE NORTH LINE OF LOT 2, A DISTANCE OF 8.0 FEET; THENCE ALONG THE ARC OF A CURVE TO THE RIGHT, HAVING A RADIUS OF 25.0 FEET, A DISTANCE OF 39.27 FEET TO A POINT WHICH IS SOUTH, AT RIGHT ANGLES TO THE NORTH LINE OF LOT 1, A DISTANCE OF 5.0 FEET; THENCE NORTHEAST A DISTANCE OF 91.52 FEET TO A POINT ON THE EAST LINE OF LOT 1 WHICH IS 1.14 FEET SOUTH OF THE NORTHEAST CORNER OF LOT 1; THENCE NORTH, ALONG THE EAST LINE OF LOT 1 A DISTANCE OF 1.14 FEET TO THE NORTHEAST CORNER OF LOT 1; THENCE WEST, ALONG THE NORTH LINE OF LOT 1 A DISTANCE OF 123.38 FEET TO THE NORTHWEST CORNER OF LOT 1; THENCE SOUTH, ALONG THE WEST LINE OF LOTS 1 AND 2 A DISTANCE OF 29.97 FEET, MORE OR LESS, TO THE POINT OF BEGINNING.

### 2130-2150 S Colorado Blvd - PARCEL 2 (Rec #2015128250)

FILE THE LAND REFERRED TO HEREIN BELOW IS SITUATED IN THE COUNTY OF DENVER, STATE OF COLORADO, AND DESCRIBED AS FOLLOWS: LOTS 5 TO 9, INCLUSIVE, AND LOT 40 AND S 20 FEET OF LOT 41 AND WEST 23.375 FEET, LOT 42 TO 48, INCLUSIVE, AND OF NORTH 5 FEET OF LOT 41 BLOCK 1, WARRENS UNIVERSITY HEIGHTS AND 1/2 OF VACATED ALBION STREET ADJACENT TO LOT 40 AND SOUTH 20 FEET OF LOT 41 EXCEPT PART OF LOT 48 TO THE CITY, CITY AND COUNTY OF DENVER, STATE OF COLORADO.

### 4040 E. Evans Ave - PARCEL 3 (Rec #2015128248)

THE LAND REFERRED TO HEREIN BELOW IS SITUATED IN THE COUNTY OF DENVER, STATE OF COLORADO, AND DESCRIBED AS FOLLOWS: LOTS 42 TO 48 INC & N 5FT OF L41 EXC W 23.375 FT & W 1/2 VAC S ALBION ST ADJ L42 TO 48 INC & N 5FT OF L41 BLK 1 WARRENS UNIV HEIGHTS EXC PT L48 TO CITY, CITY AND COUNTY OF DENVER, STATE OF COLORADO.

### 4102 E. Evans Ave – PARCEL 4 (Rec #2015128249)

THE LAND REFERRED TO HEREIN BELOW IS SITUATED IN THE COUNTY OF DENVER, STATE OF COLORADO, AND DESCRIBED AS FOLLOWS: THE EAST 1/2 OF VACATED ALBION STREET, WEST OF AND ADJACENT TO LOT 1 THROUGH 6, INCLUSIVE, BLOCK 2, WARREN'S UNIVERSITY HEIGHTS, CITY AND COUNTY OF DENVER, STATE OF COLORADO.

### 2128-2140 S ALBION ST - PARCEL 5 (Reception #2015128251)

THE LAND REFERRED TO HEREIN BELOW IS SITUATED IN THE COUNTY OF DENVER, STATE OF COLORADO, AND DESCRIBED AS FOLLOWS: LOTS 7, 8 AND 9, BLOCK 2, AND THE EAST 1/2 OF VACATED ALBION STREET, WEST OF AND ADJACENT TO SAID LOTS, WARREN'S UNIVERSITY HEIGHTS, CITY AND COUNTY OF DENVER, STATE OF COLORADO

Map Amendment: 2100 S. Colorado Blvd., 4040 E. Evans Ave., 2140 S. Albion St., 2130-2150 S. Colorado Blvd., 4102-4108 E. Evans Ave.

**EXHIBIT C: PROOF OF OWNERSHIP**

See proof of ownership on the following pages.

**Denver Property Taxation and Assessment System**

2100 S COLORADO BLVD

Owner	Schedule Number	Legal Description	Property Type	Tax District
Z PORTFOLIO LLC 333 S MONROE ST 401 DENVER , CO 80209-3725	06302-16-012-000	WARRENS UNIVERSITY HTS B1 L1 TO 4 DIF BOOK 0891-097	VACANT LAND	DENV

<a href="#">Summary</a>	<a href="#">Property Map</a>	<a href="#">Assessed Values</a>	<a href="#">Assessment Protest</a>	<a href="#">Taxes</a>	<a href="#">Comparables</a>	<a href="#">Neighborhood Sales</a>	<a href="#">Chain of Title</a>
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[Print Summary](#)

Property Description			
<b>Style:</b>	OTHER	<b>Building Sqr. Foot:</b>	0
<b>Bedrooms:</b>		<b>Baths Full/Half:</b>	0/0
<b>Effective Year Built:</b>	0000	<b>Basement/Finish:</b>	0/0
<b>Lot Size:</b>	11,600	<b>Zoned As:</b>	C-MX-5
<b>Mill Levy:</b>	77.365	<b>Document Type:</b>	QC
<p><small>Note:</small> Valuation zoning may be different from City's new zoning code.</p>			



Map Amendment: 2100 S. Colorado Blvd., 4040 E. Evans Ave., 2140 S. Albion St., 2130-2150 S. Colorado Blvd., 4102-4108 E. Evans Ave.

## Denver Property Taxation and Assessment System

2100 S COLORADO BLVD

Owner	Schedule Number	Legal Description	Property Type	Tax District
CITY & COUNTY OF DENVER 201 W COLFAX AVE 401 DENVER , CO 80202-5330	06302-16-013-000	W 3FT L 20 TO 24 INC BLK 1 WARRENS UNIVERSITY HEIGHTS		DENV

[Summary](#)
[Property Map](#)
[Assessed Values](#)
[Assessment Protest](#)
[Taxes](#)
[Comparables](#)
[Neighborhood Sales](#)
[Chain of Title](#)

[Print Summary](#)

### Property Description

<b>Style:</b>	OTHER	<b>Building Sqr. Foot:</b>	0
<b>Bedrooms:</b>		<b>Baths Full/Half:</b>	0/0
<b>Effective Year Built:</b>	0000	<b>Basement/Finish:</b>	0/0
<b>Lot Size:</b>	377	<b>Zoned As:</b>	C-MX-5
<b>Mill Levy:</b>	77.365	<b>Document Type:</b>	

Map Amendment: 2100 S. Colorado Blvd., 4040 E. Evans Ave., 2140 S. Albion St., 2130-2150 S. Colorado Blvd., 4102-4108 E. Evans Ave.

## Denver Property Taxation and Assessment System

2130 S COLORADO BLVD -2150

Owner	Schedule Number	Legal Description	Property Type	Tax District
Z PORTFOLIO LLC 333 S MONROE ST 401 DENVER, CO 80209-3725	06302-16-009-000	3L 5 TO 9 INC & L 40 & S 20FT OF L41 & W23.375FT L42 TO 48 INC & OF N 5FT L41 BLK1 WARRENS UNIV HEIGHTS & 1/2 VAC ALBION ST ADJ L40 & S 20FT OF L41 EXC PT L48 TO CITY	COMMERCIAL - RETAIL	DENV

[Summary](#)
[Property Map](#)
[Assessed Values](#)
[Assessment Protest](#)
[Taxes](#)
[Comparables](#)
[Neighborhood Sales](#)
[Chain of Title](#)

[Print Summary](#)

### Property Description

<b>Style:</b>	OTHER	<b>Building Sqr. Foot:</b>	10999
<b>Bedrooms:</b>		<b>Baths Full/Half:</b>	0/0
<b>Effective Year Built:</b>	1958	<b>Basement/Finish:</b>	0/0
<b>Lot Size:</b>	26,500	<b>Zoned As:</b>	C-MX-5
<b>Mill Levy:</b>	77.365	<b>Document Type:</b>	QC

Map Amendment: 2100 S. Colorado Blvd., 4040 E. Evans Ave., 2140 S. Albion St., 2130-2150 S. Colorado Blvd., 4102-4108 E. Evans Ave.

## Denver Property Taxation and Assessment System

2140 S ALBION ST

Owner	Schedule Number	Legal Description	Property Type	Tax District
Z PORTFOLIO LLC 333 S MONROE ST 401 DENVER , CO 80209-3725	06302-17-039-000	WARRENS UNIVERSITY HEIGHTS B2 L7 TO 9 & E/2 VAC ALBION ST ADJ	VACANT LAND	DENV

[Summary](#)
[Property Map](#)
[Assessed Values](#)
[Assessment Protest](#)
[Taxes](#)
[Comparables](#)
[Neighborhood Sales](#)
[Chain of Title](#)

[Print Summary](#)

### Property Description

<b>Style:</b>	OTHER	<b>Building Sqr. Foot:</b>	0
<b>Bedrooms:</b>		<b>Baths Full/Half:</b>	0/0
<b>Effective Year Built:</b>	0000	<b>Basement/Finish:</b>	0/0
<b>Lot Size:</b>	11,503	<b>Zoned As:</b>	C-MX-5
<b>Mill Levy:</b>	77.365	<b>Document Type:</b>	QC

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

Map Amendment: 2100 S. Colorado Blvd., 4040 E. Evans Ave., 2140 S. Albion St., 2130-2150 S. Colorado Blvd., 4102-4108 E. Evans Ave.

## Denver Property Taxation and Assessment System

4040 E EVANS AVE

Owner	Schedule Number	Legal Description	Property Type	Tax District
Z PORTFOLIO LLC 333 S MONROE ST 401 DENVER, CO 80209-3725	06302-16-010-000	3L 42 TO 48 INC & N 5FT OF L41EXC W 23.375FT & W 1/2 VAC S ALBION ST ADJ L42 TO 48 INC & N 5FT OF L41 BLK 1 WARRENS UNIV HEIGHTS EXC PT L48 TO CITY	VACANT LAND	DENV

- [Summary](#)
- [Property Map](#)
- [Assessed Values](#)
- [Assessment Protest](#)
- [Taxes](#)
- [Comparables](#)
- [Neighborhood Sales](#)
- [Chain of Title](#)

[Print Summary](#)

Property Description			
<b>Style:</b>	OTHER	<b>Building Sqr. Foot:</b>	0
<b>Bedrooms:</b>		<b>Baths Full/Half:</b>	0/0
<b>Effective Year Built:</b>	0000	<b>Basement/Finish:</b>	0/0
<b>Lot Size:</b>	23,400	<b>Zoned As:</b>	C-MX-5
<b>Mill Levy:</b>	77.365	<b>Document Type:</b>	QC

Map Amendment: 2100 S. Colorado Blvd., 4040 E. Evans Ave., 2140 S. Albion St., 2130-2150 S. Colorado Blvd., 4102-4108 E. Evans Ave.

## Denver Property Taxation and Assessment System

4102 E EVANS AVE -4108

Owner	Schedule Number	Legal Description	Property Type	Tax District
Z PORTFOLIO LLC 333 S MONROE ST 401 DENVER , CO 80209-3725	06302-17-040-000	WARREN UNIVERSITY HEIGHTS B2 E/2 VAC ALBION ST ADJ L1 TO 6		DENV

[Summary](#)
[Property Map](#)
[Assessed Values](#)
[Assessment Protest](#)
[Taxes](#)
[Comparables](#)
[Neighborhood Sales](#)
[Chain of Title](#)

[Print Summary](#)

### Property Description

<b>Style:</b>	OTHER	<b>Building Sqr. Foot:</b>	0
<b>Bedrooms:</b>		<b>Baths Full/Half:</b>	0/0
<b>Effective Year Built:</b>	0000	<b>Basement/Finish:</b>	0/0
<b>Lot Size:</b>	4,500	<b>Zoned As:</b>	C-MX-5
<b>Mill Levy:</b>	77.365	<b>Document Type:</b>	QC

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

**EXHIBIT D: AUTHORIZATION DOCUMENTS**

See authorization documents on the following pages.

# QFactor

March 14, 2019

City & County of Denver  
Community & Planning Development  
201 W Colfax Ave, Dept. 205  
Denver CO, 80202

To Whom It May Concern:

This letter is to serve as authorization for Vinny English of Q Factor to act on behalf of Z Portfolio LLC and submit the Zone Map Amendment for the properties located at:

1. 2100 S. Colorado Blvd.
2. 4040 E. Evans Ave.
3. 2140 S Albion St.
4. 2130-2150 S Colorado Blvd.
5. 4102-4108 E. Evans Ave

Sincerely,



Sandra L. Heomovich  
Manager of Z Portfolio LLC

3001 Brighton Boulevard, Suite 543, Denver CO, 80216  
PHONE: 303-349-6207

Map Amendment: 2100 S. Colorado Blvd., 4040 E. Evans Ave., 2140 S. Albion St., 2130-2150 S. Colorado Blvd., 4102-4108 E. Evans Ave.

# QFactor

March 14, 2019

City & County of Denver  
Community & Planning Development  
201 W Colfax Ave, Dept. 205  
Denver CO, 80202

To Whom It May Concern:

I, Vinny English, Chief Development Officer of Q Factor LLC, am authorized to represent and sign on behalf of Q Factor LLC.

Dated: 03/14/2019

By:   
Vinny English  
Chief Development Officer of Q Factor LLC

Subscribed and affirmed before me in the county of Denver, State of Colorado, this 14th day of MARCH, 2019, by Vincent Engalst.

KARA M. SZYMANSKI  
NOTARY PUBLIC - STATE OF COLORADO  
My Identification # 20154019819  
Expires May 19, 2019



600 Grant Street, Suite 610

Denver, CO 80203

P: 303-726-3079

F: 303-379-6984

lmathews@lauramathewslaw.com

**ATTORNEY MEMORANDUM AND CERTIFIED STATEMENT OF AUTHORITY  
FOR Z PORTFOLIO, LLC  
("ATTORNEY MEMORANDUM/STATEMENT OF AUTHORITY")**

1. **Company Name.** Z Portfolio, LLC ("Company").
2. **Company Status.** Z Portfolio, LLC is a Manager Managed, Colorado Limited Liability Company formed on March 29, 2014 with the Colorado Secretary of State and remains in good standing Articles of Organization were filed with the State of Colorado under the number of 20141075132. Z Portfolio, LLC is a fully functioning and operating business with its own books and records under Colorado law and is governed by the terms of an existing Operating Agreement which was Amended and Restated in December of 2017.
3. **Company Tax Status.** Z Portfolio, LLC files its own business returns and is registered with the Internal Revenue Service as its own tax paying entity. A W-9 Form is available upon request.
4. **Company Authority.** Sandra L. Hecomovich is the Registered Agent and the Chief Executive Officer ("CEO") of Z Portfolio, LLC.
5. **Company Office and Mailing Address.** All Z Portfolio, LLC records are maintained by the Registered Agent and CEO at the location of 333 South Monroe St., #401, Denver, Colorado 80209. The telephone contact number for the Company is 602-625-8684.
6. **Company Ownership.** As of January 1, 2018, the ownership interests in Z Portfolio, LLC became and remains:

<i>Joseph W. Zimmerman</i> <sup>1</sup>	<i>55.58020%</i>
<i>Fredric D. Zimmerman</i>	<i>7.20990%</i>
<i>Sandra L. Hecomovich</i>	<i>7.20990%</i>
<i>Lynn B. Zimmerman Trust</i> <sup>2</sup>	<i>30.00000%</i>

7. **CEO Powers and Authority to Act.** The CEO may execute instruments conveying, encumbering, or otherwise acquiring assets or tangible or intangible real or personal property including, but not limited to bank accounts, stock accounts and investment accounts, life insurance, and any document in which the Company owns or is a beneficiary. The CEO may hold, invest, lease, rent, manage, develop, zone, and otherwise deal, in any manner, with any interest of real property, to recover possession of such property by lawful means; and to maintain, protect, insure, move, store, repair, rebuild, redevelop, zone, rent, alter, or improve any such property. The CEO may acquire, purchase, encumber, exchange, grant options to sell and dispose of any interest of Company in real or personal property, tangible or intangible, upon such terms and conditions as the CEO determines to be appropriate. The CEO has full banking and investment powers. The CEO has the power to make, receive and endorse checks

<sup>1</sup> Joseph W. Zimmerman died in Testate on January 25, 2018. Mr. Zimmerman's probate remains open and active in Arapahoe County. According to Mr. Zimmerman's Last Will and Testament all of his assets in his individual name at his death passed into the Joseph W. Zimmerman Revocable Trust dated March 27, 2012, as amended ("JWZ Trust"). For the purposes of Z Portfolio, LLC, all of Joseph W Zimmerman's membership interests shall be considered fully owned by the JWZ Trust. The Operating Agreement will be modified prior to December 31, 2019 showing that all interest held in the name of Joseph W. Zimmerman will be held by the JWZ Trust. No other modifications are expected at this time.



*Map Amendment: 2100 S. Colorado Blvd., 4040 E. Evans Ave., 2140 S. Albion St., 2130-2150 S. Colorado Blvd., 4102-4108 E. Evans Ave.*



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F: 303-379-6984

lmathews@lauramathewslaw.com

and drafts, deposit and withdraw funds, acquire and redeem certificates of deposit, in banks, savings and loan associations and other institutions, to execute or release such deeds of trust or other security agreements as may be necessary or proper in the exercise of the rights and powers herein granted and to open, close and maintain bank accounts. To borrow in the name of the Company upon such terms as the CEO determines to be necessary, and to pledge or give as security therefor any property. The CEO in the exercise of its sole, absolute, and unfettered discretion may invest and reinvest in, any type or nature of investment that the CEO deems advisable, including but not limited to, such classes of stocks, bonds, securities, calls, puts, options, derivatives, speculative investments, or other property, real or personal, on behalf of and for the benefit of CEO as it may select without being limited by statute or rule of law concerning investments by fiduciaries.

- 10. **Third-Party Reliance.** Third Parties shall not require a copy or any portion of the Operating Agreement. Third parties shall and may instead rely upon this document and the representations of the CEO to all matters relating to any power granted to the CEO and no person who may act in reliance upon the representations of the CEO or the authority granted to the CEO shall incur any liability to the Company as a result of permitting the CEO to exercise any power, and to use this document as the CEO's authority to act on behalf of the Company.
- 11. **Full Force and Effect.** The undersigning attorney for the Company hereby certifies under the penalty of perjury that all of the statements made in this Attorney Memorandum/Statement of Authority are true and correct as of today April 1, 2019.

LAURA A. MATHEWS LAW, P.C.

BY:

LAURA A. MATHEWS, ESQ.

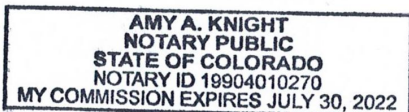
Executed: April 1, 2019

STATE OF COLORADO )  
) ss.  
CITY AND COUNTY OF DENVER )

This Attorney Memorandum/Statement of Authority was acknowledged, sworn, and signed in my presence today, April 1, 2019, by Laura A. Mathews, Esq., in her role as legal counsel for Z Portfolio, LLC.

Witness my hand and official seal. My Commission Expires: July 30, 2022

Amy A. Knight  
Amy A. Knight, Notary Public  
[SEAL]



OFFICE OF THE SECRETARY OF STATE  
OF THE STATE OF COLORADO

**CERTIFICATE OF FACT OF GOOD STANDING**

I, Jena Griswold, as the Secretary of State of the State of Colorado, hereby certify that, according to the records of this office,

Z PORTFOLIO, LLC

is a

Limited Liability Company

formed or registered on 03/29/2014 under the law of Colorado, has complied with all applicable requirements of this office, and is in good standing with this office. This entity has been assigned entity identification number 20141075132 .

This certificate reflects facts established or disclosed by documents delivered to this office on paper through 03/28/2019 that have been posted, and by documents delivered to this office electronically through 04/01/2019 @ 10:07:51 .

I have affixed hereto the Great Seal of the State of Colorado and duly generated, executed, and issued this official certificate at Denver, Colorado on 04/01/2019 @ 10:07:51 in accordance with applicable law. This certificate is assigned Confirmation Number 11486175 .



*Jena Griswold*

Secretary of State of the State of Colorado

\*\*\*\*\*End of Certificate\*\*\*\*\*  
*Notice: A certificate issued electronically from the Colorado Secretary of State's Web site is fully and immediately valid and effective. However, as an option, the issuance and validity of a certificate obtained electronically may be established by visiting the Validate a Certificate page of the Secretary of State's Web site, <http://www.sos.state.co.us/biz/CertificateSearchCriteria.do> entering the certificate's confirmation number displayed on the certificate, and following the instructions displayed. Confirming the issuance of a certificate is merely optional and is not necessary to the valid and effective issuance of a certificate. For more information, visit our Web site, <http://www.sos.state.co.us/> click "Businesses, trademarks, trade names" and select "Frequently Asked Questions."*



Colorado Secretary of State  
Date and Time: 03/29/2014 01:34 PM  
ID Number: 20141075132  
Document number: 20141208495  
Amount Paid: \$50.00

Document must be filed electronically.  
Paper documents are not accepted.  
Fees & forms are subject to change.  
For more information or to print copies  
of filed documents, visit [www.sos.state.co.us](http://www.sos.state.co.us).

ABOVE SPACE FOR OFFICE USE ONLY

### Articles of Organization

filed pursuant to § 7-80-203 and § 7-80-204 of the Colorado Revised Statutes (C.R.S.)

1. The domestic entity name of the limited liability company is

Z PORTFOLIO, LLC

*(The name of a limited liability company must contain the term or abbreviation "limited liability company", "ltd. liability company", "limited liability co.", "ltd. liability co.", "limited", "l.l.c.", "llc", or "ltd.". See §7-90-601, C.R.S.)*

*(Caution: The use of certain terms or abbreviations are restricted by law. Read instructions for more information.)*

2. The principal office address of the limited liability company's initial principal office is

Street address 333 S. Monroe St.  
*(Street number and name)*  
#401  
Denver CO 80209  
*(City) (State) (ZIP/Postal Code)*  
United States  
*(Province - if applicable) (Country)*

Mailing address  
(leave blank if same as street address) \_\_\_\_\_  
*(Street number and name or Post Office Box information)*  
\_\_\_\_\_  
*(City) (State) (ZIP/Postal Code)*  
\_\_\_\_\_  
*(Province - if applicable) (Country)*

3. The registered agent name and registered agent address of the limited liability company's initial registered agent are

Name  
(if an individual) Hecomovich Sandra L.  
*(Last) (First) (Middle) (Suffix)*

or  
(if an entity) \_\_\_\_\_  
*(Caution: Do not provide both an individual and an entity name.)*

Street address 333 S. Monroe St.  
*(Street number and name)*  
#401  
Denver CO 80209  
*(City) (State) (ZIP Code)*

Mailing address  
(leave blank if same as street address) \_\_\_\_\_  
*(Street number and name or Post Office Box information)*  
\_\_\_\_\_

\_\_\_\_\_  
(City) CO \_\_\_\_\_  
(State) (ZIP Code)

(The following statement is adopted by marking the box.)

The person appointed as registered agent has consented to being so appointed.

4. The true name and mailing address of the person forming the limited liability company are

Name  
(if an individual) Horen Robert P.  
(Last) (First) (Middle) (Suffix)

or

(if an entity)

(Caution: Do not provide both an individual and an entity name.)

Mailing address 4500 Cherry Creek Drive South  
(Street number and name or Post Office Box information)  
Suite 600  
Denver CO 80246-1500  
(City) (State) (ZIP/Postal Code)  
United States  
(Province – if applicable) (Country)

(If the following statement applies, adopt the statement by marking the box and include an attachment.)

The limited liability company has one or more additional persons forming the limited liability company and the name and mailing address of each such person are stated in an attachment.

5. The management of the limited liability company is vested in

(Mark the applicable box.)

one or more managers.

or

the members.

6. (The following statement is adopted by marking the box.)

There is at least one member of the limited liability company.

7. (If the following statement applies, adopt the statement by marking the box and include an attachment.)

This document contains additional information as provided by law.

8. (Caution: Leave blank if the document does not have a delayed effective date. Stating a delayed effective date has significant legal consequences. Read instructions before entering a date.)

(If the following statement applies, adopt the statement by entering a date and, if applicable, time using the required format.)

The delayed effective date and, if applicable, time of this document is/are \_\_\_\_\_  
(mm/dd/yyyy hour:minute am/pm)

Notice:

Causing this document to be delivered to the Secretary of State for filing shall constitute the affirmation or acknowledgment of each individual causing such delivery, under penalties of perjury, that the document is the individual's act and deed, or that the individual in good faith believes the document is the act and deed of the person on whose behalf the individual is causing the document to be delivered for filing, taken in conformity with the requirements of part 3 of article 90 of title 7, C.R.S., the constituent documents, and the organic statutes, and that the individual in good faith believes the facts stated in the document are true and the document complies with the requirements of that Part, the constituent documents, and the organic statutes.

This perjury notice applies to each individual who causes this document to be delivered to the Secretary of State, whether or not such individual is named in the document as one who has caused it to be delivered.

9. The true name and mailing address of the individual causing the document to be delivered for filing are

Horen	Robert	P.	
<i>(Last)</i>	<i>(First)</i>	<i>(Middle)</i>	<i>(Suffix)</i>
4500 Cherry Creek Drive South			
<i>(Street number and name or Post Office Box information)</i>			
Suite 600			
<i>(Street number and name or Post Office Box information)</i>			
Denver	CO	80246-1500	
<i>(City)</i>	<i>(State)</i>	<i>(ZIP/Postal Code)</i>	
United States			
<i>(Province – if applicable)</i>		<i>(Country)</i>	

*(If the following statement applies, adopt the statement by marking the box and include an attachment.)*

- This document contains the true name and mailing address of one or more additional individuals causing the document to be delivered for filing.

**Disclaimer:**

This form/cover sheet, and any related instructions, are not intended to provide legal, business or tax advice, and are furnished without representation or warranty. While this form/cover sheet is believed to satisfy minimum legal requirements as of its revision date, compliance with applicable law, as the same may be amended from time to time, remains the responsibility of the user of this form/cover sheet. Questions should be addressed to the user's legal, business or tax advisor(s).

Map Amendment: 2100 S. Colorado Blvd., 4040 E. Evans Ave., 2140 S. Albion St., 2130-2150 S. Colorado Blvd., 4102-4108 E. Evans Ave.

**EXHIBIT E: ASSESSOR'S PARCEL NUMBERS**

2100 S. Colorado Boulevard  
06302-16-012-000  
06302-16-013-000

4040 E. Evans Avenue  
06302-16-010-000

2140 S. Albion Street  
06302-17-039-000

2130-2150 S. Colorado Boulevard  
06302-16-009-000

4102-4108 E. Evans Avenue  
06302-17-040-000