

## Zone Map Amendment (Rezoning) - Application

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

| REVIEW CRITERIA  |  |
|--|--|
| General Review Criteria: The proposal must comply with all of the general review criteria<br>DZC Sec. 12.4.10.7  | <input type="checkbox"/> Consistency with Adopted Plans: The proposed official map amendment is consistent with the City's adopted plans, or the proposed rezoning is necessary to provide land for a community need that was not anticipated at the time of adoption of the City's Plan.<br>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 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 type="checkbox"/> Public Health, Safety and General Welfare: The proposed official map amendment furthers the public health, safety, and general welfare of the City.   |
| Additional Review Criteria for Non-Legislative Rezoning: The proposal must comply with both of the additional review criteria<br>DZC Sec. 12.4.10.8  | <b>Justifying Circumstances - One of the following circumstances exists:</b><br><input type="checkbox"/> The existing zoning of the land was the result of an error.<br><input type="checkbox"/> The existing zoning of the land was based on a mistake of fact.<br><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.<br><input type="checkbox"/> Since the date of the approval of the existing Zone District, there has been a change to such a degree that the proposed rezoning is in the public interest. Such change may include:<br>a. Changed or changing conditions in a particular area, or in the city generally; or<br>b. A City adopted plan; or<br>c. That the City adopted the Denver Zoning Code and the property retained Former Chapter 59 zoning.<br><input type="checkbox"/> It is in the public interest to encourage a departure from the existing zoning through application of supplemental zoning regulations that are consistent with the intent and purpose of, and meet the specific criteria stated in, Article 9, Division 9.4 (Overlay Zone Districts), of this Code.<br>Please provide an attachment describing the justifying circumstance. |
|  | <input type="checkbox"/> The proposed official map amendment is consistent with the description of the applicable neighborhood context, and with the stated purpose and intent of the proposed Zone District.<br>Please provide an attachment describing how the above criterion is met.   |
| REQUIRED ATTACHMENTS   |  |
| Please ensure the following required attachments are submitted with this application:  |  |
| <input type="checkbox"/> Legal Description (required to be attached in Microsoft Word document format)<br><input type="checkbox"/> Proof of Ownership Document(s)<br><input type="checkbox"/> Review Criteria, as identified above |  |
| ADDITIONAL ATTACHMENTS   |  |
| Please identify any additional attachments provided with this application:   |  |
| <input type="checkbox"/> Written Authorization to Represent Property Owner(s)<br><input type="checkbox"/> Individual Authorization to Sign on Behalf of a Corporate Entity   |  |
| Please list any additional attachments:  |  |
|  |  |

# REZONING GUIDE

Rezoning Application Page 3 of 3

## 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)<br>(please type or print legibly) | Property Address<br>City, State, Zip<br>Phone<br>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:<br>(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><br>John Alan Smith and<br>Josie Q. Smith  | 123 Sesame Street<br>Denver, CO 80202<br>(303) 555-5555<br>sample@sample.gov | 100%   | <i>John Alan Smith</i><br><i>Josie Q. Smith</i>   | 01/01/12   | (A)   | YES  |
| <b>GREAT NORTHERN CATTLE CO INC</b><br>William Ferguson  | 630 E 17TH AVE<br>DENVER , CO 80203  | 100%   | <i>Wf</i>   | 09/25/2018 | A   | YES  |
|  |  |  |   |            |   |  |
|  |  |  |   |            |   |  |
|  |  |  |   |            |   |  |
|  |  |  |   |            |   |  |

Last updated: May 24, 2013

 Return completed form to [rezoning@denvergov.org](mailto:rezoning@denvergov.org)

201 W. Colfax Ave., Dept. 205

Denver, CO 80202

 720-865-2974 • [rezoning@denvergov.org](mailto:rezoning@denvergov.org)

### **List of Exhibits**

- Exhibit A:** Property Legal Description
- Exhibit B:** Description of Consistency with Adopted City Plans (DRMC 12.4.10.13 (A, B & C))
- Exhibit C:** Description of Justifying Circumstances and Neighborhood Context (DRMC 12.4.10.14 (A&B))
- Exhibit D:** Letter of Authorization for STARBOARD Realty Group, LLC to act as Representative
- Exhibit E:** Proof of Ownership, Assessors Record
- Exhibit F:** Signature Authority Authorization for Great Northern Cattle Co, Inc
- Exhibit G:** Supplemental Analysis Related to DRAFT Blueprint Denver Update
- Exhibit H:** Letters of Support for Rezoning



**EXHIBIT A**

**Property Legal Description**

**1709 WASHINGTON STREET**

LEGAL DESCRIPTION

L 21 & 22 & S1/2 OF L 23 BLK 298 CLEMENTS ADD,  
CITY AND COUNTY OF DENVER,  
STATE OF COLORADO,  
CONTAINING  $\pm 7,810$  FEET OR  $\pm 0.179$  ACRES MORE OR LESS

**1717 WASHINGTON STREET**

LEGAL DESCRIPTION

CLEMENTS ADD BLK 298 L24 & N/2L23,  
CITY AND COUNTY OF DENVER,  
STATE OF COLORADO  
CONTAINING  $\pm 4688$  FEET OR  $\pm 0.107$  ACRES MORE OR LESS

**EXHIBIT B**

**Description of Consistency with Adopted City Plans**

## **Exhibit B**

### **Statement of Compliance with General Review Criteria (DZC § 12.4.10.7)**

This application proposes to rezone the approximately .29-acre property located at 1709 & 1717 North Washington Street from G-RO-5 to C-MS-5 (the "Property") to facilitate the redevelopment of the Property consistent with the recommendations in the adopted plans.

The Property is located in the Uptown Neighborhood at the corner of North Washington Street and 17<sup>th</sup> Avenue. The Property is currently being utilized as a parking lot. Today the Property is zoned G-RO-5 a General Urban zone district allowing only residential and office uses up to 5 stories. Existing context surrounding the Property include: G-RO-5, C-MX-8, C-MS-5, and C-MS-8. Located within ¾ mile of the Civic Center Transit Station and accessible by major RTD transit routes via 17<sup>th</sup> and East Colfax Avenue. Denver as a city has been experiencing exponential growth, especially areas in close proximity to downtown. These changes have resulted in the need to rezone to meet market and community wants and needs.

The map amendment request is to rezone the Property to the C-MS-5 Zone District. This would allow the development of a combination of commercial and or residential units up to 5 stories. As described in the Denver Zoning Code: "The Main Street district standards are also intended to ensure new development contributes positively to established residential neighborhoods and character and improves the transition between commercial development and adjacent residential neighborhoods." (DZC 7.2.4) This rezoning would enable the development of compact, mixed-use, pedestrian-oriented development in an appropriate location. It will also allow for redevelopment of an underutilized property. The successful rezoning will allow for a quality project which will blend in with and promote growth of the existing character of the neighborhood.

#### **REVIEW CRITERION DZC § 12.4.10.7. A- The proposed official map amendment is consistent with the City's adopted plans.**

This proposed map amendment is consistent with the Denver Comprehensive Plan 2000, Blueprint Denver (2002), and Uptown Neighborhood Plan (1986).

#### **1. The proposed map amendment is consistent with many objectives of Denver Comprehensive Plan 2000 including:**

##### **Environmental Sustainability Strategies:**

"2-F: Promoting infill development within Denver at sites where services and infrastructure are already in place, creating more density near transit, and designing mixed use communities and reducing sprawl, so that residents can live, work and play within their own neighborhoods." (pg 39)

"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." (pg 41)

**Land Use Strategies:**

"3-B: Encourage quality infill development that is consistent with the character of the surrounding neighborhood that offers opportunities for increased density and more amenities." (pg 60)

**Mobility Strategies:**

"4-E: Continue to promote mixed-use development, which enables people to live near work, retail and services." (pg 78)

**Legacies Strategies:**

"3-A: Identify areas in which increased density and new uses are desirable and can be accommodated." (pg 99)

**Neighborhood Strategies:**

"1-F: Modify land-use regulations to ensure flexibility to accommodate changing demographics and lifestyles. Allow, and in some places encourage, a diverse mix of housing types and affordable units, essential services, recreation, business and employment, home-based businesses, schools, transportation and open space networks." (pg 150)

The proposed C-MS-5 zone district would enable residential mixed-use development at an infill location in an area that has yet to achieve its full potential. The Property is in close proximity to multiple RTD transit routes and close to Civic Center Station allowing it to be accessible by multiple forms of transportation. This rezoning would enable the development of compact, mixed-use, pedestrian-oriented development in an appropriate location, making it consistent with Denver Comprehensive Plan 2000 "Vision of Success" principles of Compact Development, Density and Diversity, among others.

**2. The proposed map amendment is consistent with the objectives of Blueprint Denver including:**

The Property is in a Blueprint Denver Area of Change and classified as Urban Residential as described below:

**Area of Change:**

"Areas of Change are parts of the City where new growth or redevelopment can best be accommodated because of transportation choices and opportunities for mixed-use development. Channeling growth to older industrial areas, districts close to downtown, major arterial corridors, historical trolley routes or existing and planned light rail stops will benefit the City as a whole." (Blueprint Denver, pg. 19)

**Urban Residential:**

"Urban Residential neighborhoods are higher density and primarily residential but may include a noteworthy number of complementary commercial uses. New housing tends to be mid- to high-rise structures, and there is a greater housing base than employment base. A mixture of housing types is present, including historic single-family houses, townhouses, small multi-family apartments and sometimes high rise residential structures." (Blueprint Denver, pg. 42)

Blueprint Denver designates the property and the immediately surrounding neighborhood as an Area of Change. The overarching goal of the Blueprint Plan is to direct growth toward Areas of Change, "where it will be beneficial and can best improve access to jobs, housing and services with fewer and shorter auto trips" (pg. 127). This proposed rezoning is consistent with that goal, as it will allow for residential-focused mixed-use in an appropriate location improving access to jobs, housing and services.

Blueprint Denver also classifies East 17<sup>th</sup> Avenue as a Mixed Use Collector. The Mixed use Corridor street typology encourages: "Mixed-use streets emphasize a variety of travel choices such as pedestrian, bicycle and transit use. Mixed-use streets are located in high-intensity mixed use commercial, retail and residential areas with substantial pedestrian activity." (pg. 57) This makes the new C-MS-5 zoning preferred to the old G-RO-5 as the introduction of ground floor retail, restaurant and service uses are desired components of the mixed-use street.

**3. The proposed map amendment is consistent with the objectives of the Uptown Neighborhood Plan (1986) including:**

The Property is located in the Uptown Neighborhood Plan's district The Village. The proposed map amendment is consistent with the plan's vision:

Urban Village: "Emphasizing the potential of Uptown to redevelop as an urban village, providing a living, working, shopping, and recreational environment for a wide variety of people." (pg. 21)

Districts: “Building on existing differentiation in the neighborhood, emphasizing the existing character of each district by providing unique:

- Building densities
- Mixtures of land uses” (pg.21)

Land use and zoning recommendations:

- “B - Construct New Housing”
- “C – Proved a Broad Mixture of Housing Types and Ownership/Rental Patterns”
- R-4 Zoning Recommendations:
  - The original intent of this zone district was to create a mixed-use neighborhood
  - “C – Encourage Mixed Use Projects”
  - “D – Encourage Housing” (Uptown Neighborhood Plan pg. 23-24)
- “Logan/Pennsylvania to Park Avenue”
  - Encourage Housing – housing should have a larger share of total mixture of land use
  - Encourage compatibility – encourage the compatibility of new development with the existing and potential character and density of uses within the district. (Uptown Neighborhood Plan pg. 28)

While the city of Denver has grown and changed substantially since the implementation of this plan, the goals and intent for the area is still true today. The proposed rezoning will fulfil the plan’s vision of promoting the growth and potential of the Uptown neighborhood by providing a living, working, shopping, and recreational environment. A C-MS-5 zone district is consistent with and implements the plan’s land use and zoning recommendations by allowing what is currently a parking lot to be redeveloped into a main street mixed-use development that offers new housing, with retail and service amenities of an appropriate density. This development will enrich and complement the existing Urban Village character of the neighborhood.

**REVIEW CRITERION DZC § 12.4.10.7.C - 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.**

Future development of the Property will result in uniformity of C-MS-5 district regulations and restrictions.

**REVIEW CRITERION-The proposed official map amendment furthers the public health, safety, and general welfare of the City.**

The proposed map amendment will further the public health, safety, and general welfare of the City by facilitating the improvement and development of the Property as desired by the City's adopted plans.



**EXHIBIT C**

**Description of Justifying Circumstances and Neighborhood Context**

**Exhibit C**  
**Statement of Compliance of Additional Review Criteria for Non-Legislative Rezoning (DZC § 12.10.8)**

**CRITERION DZC § 12.4.10.8.A - Justifying Circumstances - One of the following circumstances exists:**

“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: Changed or changing conditions in a particular area, or in the city generally”

The .29 acre Property is in an area of Denver that has experienced and is continuing to experience substantial change. Hundreds of new housing units have been delivered in recent years and more are on the way. This density is supporting a growing population that can walk and bike to neighborhood amenities and retail establishments. As an Urban Residential neighborhood immediately outside of downtown, this area has yet to achieve its full potential. Uptown’s unique character is supported by many local’s favorite restaurants, bars, and shops that have been a mainstay of the neighborhood.

With the tremendous growth in Denver in recent years, this part of Denver has become a destination that warrants the introduction of uses not allowed in RO zoning, such as restaurant, retail and services uses addressing the street. The desire and need for higher density residential with allowed mixed-uses in the area is growing, especially on 17<sup>th</sup> Avenue, where MS as opposed to RO zoning can contribute to a vibrant, walkable commercial and retail corridor.

**CRITERION DZC § 12.4.10.8.B – 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.**

C-MS-5 is in the Urban Center Neighborhood context and is characterized by the Denver Zoning Code as consisting 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. The Denver Zoning Code’s intent for this district applies primarily to collector or arterial street corridors, or may be embedded within a larger commercial shopping center or mixed-use area, where a building scale of 2 to 5 stories is desired (Denver Zoning Code 7.1 – 7.2.4).

This stated purpose of this district is intended to enhance the convenience, ease and enjoyment of walking, shopping and public gathering within and around the city’s residential neighborhoods. It ensures new development that contributes positively to established character of the neighborhood and improve the transition between commercial development and adjacent residential neighborhoods. The Denver Zoning Code describes the general purpose of Main Street zone districts are “intended to promote

safe, active, and pedestrian-scaled commercial streets through the use of building forms that clearly define and activate the public street edge” (Denver Zoning Code 7.2.4). Today, the neighborhood context around the Property is a mix of Mixed-Use and Main-Street zoning. The proposed C-MS-5 Zone District of the Property will allow Uptown neighborhood area to continue to grow into the Urban Village the city plans are envisioning as it will allow for residential-focused mixed-use in an appropriate, transit-served location. It will promote the desired intent of a vibrant, accessible, neighborhood context by improving access to jobs, housing and services. Rezoning to C-MS-5 on the Property meets the intended purpose of the 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.

**EXHIBIT D**

**Letter of Authorization for STARBOARD Realty Group, LLC to act as Representative**

**GREAT NORTHERN CATTLE CO INC  
630 E 17TH AVE  
DENVER, CO 80203**

September 25, 2018

Mr. Bruce O'Donnell  
STARBOARD Realty Group, LLC  
770 Sherman Street, Suite 108  
Denver, CO 80203  
[bodonnell@starboardrealtygroup.com](mailto:bodonnell@starboardrealtygroup.com)  
720-441-3310

Dear Bruce,

This letter serves as authorization for STARBOARD Realty Group, LLC to act on behalf of and represent Great Northern Cattle CO INC for the purpose of submitting and processing the rezoning application for the property owned by Great Northern Cattle CO INC at 1709 & 1717 N. Washington Street in Denver.

Sincerely,

A handwritten signature in black ink, appearing to read 'W. Ferguson', is written over a horizontal line.

William Ferguson

**EXHIBIT E**

**Proof of Ownership, Assessors Record**

# 1709 WASHINGTON ST

|                   |   |
|-------------------|---|
| Owner             | GREAT NORTHERN CATTLE CO INC<br>630 E 17TH AVE<br>DENVER , CO 80203 |
| Schedule Number   | 02349-14-014-000  |
| Legal Description | L 21 & 22 & S1/2 OF L 23 BLK 298 CLEMENTS ADD                       |
| Property Type     | COMMERCIAL - MISC IMPROVEMENTS                                      |
| Tax District      | DENV  |

Print Summary

| Property Description  |       |                     |        |
|---|-------|---------------------|--------|
| Style:  | OTHER | Building Sqr. Foot: | 0      |
| Bedrooms:   |       | Baths Full/Half:    | 0/0    |
| Effective Year Built:   | 0000  | Basement/Finish:    | 0/0    |
| Lot Size:   | 7,810 | Zoned As:           | G-RO-5 |
| <div>Note: Valuation zoning may be different from City's new zoning code.</div> |       |                     |        |

| Current Year |           |           |     |
|--------------|-----------|-----------|-----|
| Actual       | Assessed  | Exempt    |     |
| Land         | \$429,600 | \$124,580 | \$0 |
| Improvements | \$2,600   | \$750     |     |
| Total        | \$432,200 | \$125,330 |     |

| Prior Year   |           |           |     |
|--------------|-----------|-----------|-----|
| Actual       | Assessed  | Exempt    |     |
| Land         | \$429,600 | \$124,580 | \$0 |
| Improvements | \$2,600   | \$750     |     |
| Total        | \$432,200 | \$125,330 |     |

# 1717 WASHINGTON ST

|                   |   |
|-------------------|---|
| Owner             | GREAT NORTHERN CATTLE CO INC<br>630 E 17TH AVE<br>DENVER , CO 80203 |
| Schedule Number   | 02349-14-039-000  |
| Legal Description | CLEMENTS ADD BLK 298 L24 & N/2L23                                   |
| Property Type     | COMMERCIAL - MISC IMPROVEMENTS                                      |
| Tax District      | DENV  |

Print Summary

| Property Description  |       |                     |        |
|---|-------|---------------------|--------|
| Style:  | OTHER | Building Sqr. Foot: | 0      |
| Bedrooms:   |       | Baths Full/Half:    | 0/0    |
| Effective Year Built:   | 0000  | Basement/Finish:    | 0/0    |
| Lot Size:   | 4,688 | Zoned As:           | G-RO-5 |
| <div>Note: Valuation zoning may be different from City's new zoning code.</div> |       |                     |        |

| Current Year |          |           |              |
|--------------|----------|-----------|--------------|
| Actual       | Assessed | Exempt    |              |
| Land         |          | \$257,800 | \$74,760 \$0 |
| Improvements |          | \$3,200   | \$930        |
| Total        |          | \$261,000 | \$75,690     |

| Prior Year   |          |           |              |
|--------------|----------|-----------|--------------|
| Actual       | Assessed | Exempt    |              |
| Land         |          | \$257,800 | \$74,760 \$0 |
| Improvements |          | \$3,200   | \$930        |
| Total        |          | \$261,000 | \$75,690     |



**Exhibit F**  
**Signature Authority Authorization**

This Exhibit F includes the Articles of Incorporation and By Laws of the Applicant, Great Northern Cattle Co, identifies the powers of the Director, William F. Ferguson who has signature authority for and has signed page 3 of this application.

**ARTICLES OF INCORPORATION  
OF  
GREAT NORTHERN CATTLE CO.**

FILED  
AUG 11 1992  
STATE OF COLORADO  
DEPARTMENT OF STATE

**KNOW ALL MEN BY THESE PRESENTS:**

That William F. Ferguson, Jr., the undersigned incorporator, being a natural person of the age of eighteen (18) years or more, and desiring to form a corporation under the laws of the State of Colorado, does hereby sign, verify, and deliver in duplicate to the Secretary of State of the State of Colorado these **ARTICLES OF INCORPORATION**.

**ARTICLE I**

**NAME**

The name of the corporation shall be **GREAT NORTHERN CATTLE CO.**

**ARTICLE II**

**PERIOD OF DURATION**

This corporation shall exist perpetually unless dissolved according to law.

**ARTICLE III**

**PURPOSE**

To purchase, or in any way acquire for investment or for sale or otherwise, lands, contracts for the purchase or sale of lands, buildings, improvements and any other real property of any kind or any interest therein, and as the consideration for same to pay cash or to issue the capital stock, debenture bonds, mortgage bonds, or other obligations of the corporation, and to sell, convey, lease, mortgage, deed in trust, turn to account, or otherwise deal with all or any part of the property of the corporation; to make and obtain loans upon real estate, improved or unimproved, and upon personal property, giving or taking evidences of indebtedness and securing the payment thereof by mortgage, trust deed, pledge or otherwise, and to enter into contracts to buy or sell any property, real or personal; to buy and sell mortgages, trust deeds, contracts, and evidences of indebtedness; to purchase or otherwise acquire, for the purpose of holding or disposing of the same, real or personal property of every kind and description, including the good will, stock, rights, and property of any person, firm, association, or corporation, paying for the same in cash, stock, or bonds of this corporation; and to draw, make, accept, indorse, discount, execute, and issue promissory notes, bills of exchange, warrants, bonds, debentures, and other negotiable or transferable instruments, or obligations of the

MFA

corporation, from time to time, for any of the objects or purposes of the corporation without restriction or limit as to amount and the doing of any and all other business and contracting incidental thereto, or connected therewith, and the doing and performing of any and all acts or things necessary, proper, or convenient for or incidental to the furtherance or the carrying out of the powers or purposes herein mentioned and to transact any other lawful business or businesses for which corporations may be incorporated pursuant to the Colorado Corporation Code.

The foregoing enumeration of purposes and powers shall not limit or restrict in any manner the exercise of other and further rights and powers which may now or hereafter be allowed or permitted by law.

#### **ARTICLE IV**

##### **CAPITAL**

The aggregate number of shares of capital stock which the Corporation shall have the authority to issue shall be 100,000. All shares of stock shall be without par value, but may be issued for such valuable consideration as the Board of Directors shall deem proper. When issued, all shares shall be fully paid and non-assessable, the private property of shareholder(s), and shall not be liable for or subject to levy for payments of the debts of the Corporation.

#### **ARTICLE V**

##### **PREEMPTIVE RIGHTS**

Each holder of shares of the corporation shall have the preemptive or preferential right in or preemptive or preferential right to subscribe to or for or acquire any new or additional shares, or any subsequent issue of shares, or any unissued or treasury shares of the corporation, whether now or hereafter authorized, or any securities convertible into or carrying a right to subscribe to or for or acquire any such shares, whether now or hereafter authorized. The provisions of C.R.S. 1973, §7-4-110(2)(a)(I) and (II), shall not apply at any time or for any use, and preemptive or preferential rights shall apply and be in effect in any situation or circumstance referred to or described therein.

#### **ARTICLE VI**

##### **CUMULATIVE VOTING**

The shareholders shall not be entitled to cumulative voting.

#### **ARTICLE VII**

##### **SHARE TRANSFER RESTRICTIONS**

The corporation shall have the right to impose restrictions upon the transfer of all, or any part of, its authorized shares or any interest therein and may become party to agreements entered into by any of its

shareholders restricting transfer or encumbrance of any of its shares, or subjecting any of its shares to repurchase or resale obligations. The board of directors is hereby authorized on behalf of the corporation to exercise the corporation's right to so impose such restrictions.

## **ARTICLE VIII**

### **REGISTERED OFFICE AND AGENT**

The initial registered office of the Corporation shall be at 1625 Larimer Street, Suite 2402, Denver, Colorado 80202 and the name of the initial registered agent at such address is William F. Ferguson, Jr. Either the registered office or the registered agent may be changed in the manner provided by law.

## **ARTICLE IX**

### **INITIAL BOARD OF DIRECTORS**

The number of directors shall be fixed in accordance with the bylaws. So long as the number of directors shall be less than three (3), no shares of this corporation may be issued and held of record by more shareholders than there are directors. Any shares issued in violation of this paragraph shall be null and void. This provision shall also constitute a restriction on the transfer of shares and a legend shall be conspicuously placed on each certificate respecting shares preventing transfer of the shares to more shareholders than there are directors.

The initial board of directors of the corporation shall consist of one (1) director, and the name and address of the person who shall serve as director until the first annual meeting of shareholders or until their successors are elected and shall qualify are as follows:

William F. Ferguson, Jr.

1625 Larimer Street, Suite 2402  
Denver, Colorado 80202

## **ARTICLE X**

### **POWERS OF CORPORATION**

The following provisions are hereby adopted for the purpose of defining, limiting and regulating the powers of the Corporation and of the directors and stockholders:

(1) In furtherance and not in limitation of the powers conferred by Colorado Corporation Law, the Board of Directors of the Corporation is expressly authorized to make by-laws not inconsistent with the Constitution or laws of the United States or of the State of Colorado and not inconsistent with other provisions of the Articles of Incorporation fixing and altering the number of its directors for the management of its property, the regulation and government of its affairs and for the certification and transfer of its stock, and to alter, amend or repeal the same from time to time.

(2) The Board of Directors of the Corporation is hereby empowered to authorize the issuance from time to time of shares of its stock of any class, whether now or hereafter authorized, or securities convertible into shares of its stock of any class or classes, whether now or hereafter authorized.

(3) The Board of Directors of the Corporation may classify or reclassify any unissued stock by setting or changing in any one or more respects, from time to time before issuance of such stock, the preferences, conversion or other rights, voting powers, restrictions, limitations as to dividends, qualifications, and terms or conditions of redemption of such stock.

The enumeration and definition of a particular power of the Board of Directors included in the foregoing shall in no way be limited or restricted by reference to or inference from the terms of any other clause of this or any other article of the these Articles of Incorporation, or construed as or deemed by inference or otherwise in any manner to exclude or limit any powers conferred upon the Board of Directors under the laws of the State of Colorado now or hereafter in force.

## ARTICLE XI INDEMNIFICATION

(a) No director of the Corporation shall be personally liable to the Corporation or its stockholders for monetary damages for breach of fiduciary duty as a director, provided that the foregoing shall not limit the liability of a director (i) for any breach of the director's duty of loyalty to the Corporation or its stockholders, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) under Article 5 of Title 7 of the Colorado Revised Statutes or (iv) for any transaction from which the director derived an improper personal benefit.

(b) The corporation may indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending, or completed action, suit, or proceeding, whether civil, criminal, administrative, or investigative (other than an action by or in the right of the corporation), by reason of the fact that he is or was a director, officer, employee, fiduciary or agent of the corporation or is or was serving at the request of the corporation as a director, officer, employee, fiduciary or agent of another corporation, partnership, joint venture, trust, or other enterprise, against expenses (including attorney fees), judgments, fines, and amounts paid in settlement actually and reasonably incurred by him in connection with such action, suit, or proceeding, if he acted in good faith and in a manner he reasonably believed to be in the best interests of the corporation and, with respect to any criminal action or proceeding, had no reasonable cause to believe his conduct was unlawful. The termination of any action, suit, or proceeding by judgment, order, settlement, or conviction or upon a plea of nolo contendere or its equivalent shall not of itself create a presumption that the person did not act in good faith and in a manner which he reasonably believed to be in the best interests of the corporation and, with respect to any criminal action or proceeding, had reasonable cause to believe his conduct was unlawful.

(c) The corporation may indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending, or completed action or suit by or in the right of the corporation to procure a judgment in its favor by reason of the fact that he is or was a director, officer, employee, fiduciary or agent of the corporation or is or was serving at the request of the corporation as a director, officer, employee, fiduciary or agent of another corporation, partnership, joint venture, trust or other enterprise against expenses (including attorney fees) actually and reasonably incurred by him in connection with the defense or settlement of such action or suit if he acted in good faith and in a manner he reasonably believed to be in the best interests of the corporation; but no indemnification shall be made in respect of any claim, issue, or matter as to which such person has been adjudged to be liable for negligence or misconduct in the performance of his duty to the corporation unless and only to the extent that the court in which such action or suit was brought determines upon application that, despite the adjudication of liability, but in view of all circumstances of the case, such person is fairly and reasonably entitled to indemnification for such expenses which such court deems proper.

(d) To the extent that a director, officer, employee, fiduciary or agent of a corporation has been successful on the merits in defense of any action, suit, or proceeding referred to in (a) or (b) of this Article XI or in defense of any claim, issue, or matter therein, he shall be indemnified against expenses (including attorney fees) actually and reasonably incurred by him in connection therewith.

(e) Any indemnification under (a) or (b) of this Article XI (unless ordered by a court) and as distinguished from (c) of this Article shall be made by the corporation only as authorized in the specific case upon a determination that indemnification of the director, officer, employee, fiduciary or agent is proper in the circumstances because he has met the applicable standard of conduct set forth in (a) or (b) above. Such determination shall be made by the board of directors by a majority vote of a quorum consisting of directors who were not parties to such action, suit, or proceeding, or, if such a quorum is not obtainable or, even if obtainable, if a quorum of disinterested directors so directs, by independent legal counsel in a written opinion, or by the shareholders.

(f) Expenses (including attorney fees) incurred in defending a civil or criminal action, suit, or proceeding may be paid by the corporation in advance of the final disposition of such action, suit, or proceeding as authorized in (c) or (d) of this Article XI upon receipt of an undertaking by or on behalf of the director, officer, employee, fiduciary or agent to repay such amount unless it is ultimately determined that he is entitled to be indemnified by the corporation as authorized in this Article XI.

(g) The indemnification provided by this Article XI shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any bylaw, agreement, vote of shareholders or disinterested directors, or otherwise, and any procedure provided for by any of the foregoing, both as to action



in his official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a director, officer, employee, fiduciary or agent and shall inure to the benefit of heirs, executors, and administrators of such a person.

(h) The corporation may purchase and maintain insurance on behalf of any person who is or was a director, officer, employee, fiduciary or agent of the corporation or who is or was serving at the request of the corporation as a director, officer, employee, fiduciary or agent of another corporation, partnership, joint venture, trust, or other enterprise against any liability asserted against him and incurred by him in any such capacity or arising out of his status as such, whether or not the corporation would have the power to indemnify him against such liability under provisions of this Article XI.

## **ARTICLE XII**

### **TRANSACTIONS WITH INTERESTED DIRECTORS**

No contract or other transaction between the corporation and one (1) or more of its directors or any other corporation, firm, association, or entity in which one (1) or more of its directors are directors or officers or are financially interested shall be either void or voidable solely because of such relationship or interest, or solely because such directors are present at the meeting of the board of directors or a committee thereof which authorizes, approves, or ratifies such contract or transaction, or solely because their votes are counted for such purpose if:

(a) The fact of such relationship or interest is disclosed or known to the board of directors or committee which authorizes, approves, or ratifies the contract or transaction by a vote or consent sufficient for the purpose without counting the votes or consents of such interested directors;

(b) The fact of such relationship or interest is disclosed or known to the shareholders entitled to vote and they authorize, approve, or ratify such contract or transaction by vote or written consent; or

(c) The contract or transaction is fair and reasonable to the corporation.

Common or interested directors may be counted in determining the presence of a quorum at a meeting of the board of directors or a committee thereof which authorizes, approves, or ratifies such contract or transaction.

## **ARTICLE XIII**

### **VOTING OF SHAREHOLDERS**

With respect to any action to be taken by shareholders of this corporation, a vote or concurrence of the holders of a majority of the outstanding shares of the shares entitled to vote thereon, or of any class or series, shall be required.

**ARTICLE XIV  
SHAREHOLDER MEETINGS**

Meetings of shareholders may be held at such place within or without this State as may be stated or fixed in accordance with the provisions set forth in the Bylaws. Notice, time and place of such meetings shall be in accordance with the Bylaws.

**ARTICLE XV  
CONSENT MEETINGS**

Unanimous Consent Meetings. Any action required or permitted to be taken at a meeting of the Shareholders of the Corporation, or any action which may be taken at a meeting of the Shareholders, may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all of the Shareholders entitled to vote with respect to the subject matter thereof.

Such consent shall have the same effect as a unanimous vote of the Shareholders.

**ARTICLE XVI  
AMENDMENT OF ARTICLES OF INCORPORATION**

(a) The Corporation may, from time to time, amend its Articles of Incorporation, as provided by the Colorado Corporation Code.

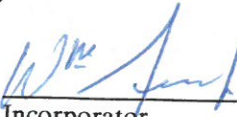
(b) Amendments to the Articles of Incorporation shall be made in the following manner:

1. The Board of Directors shall adopt a resolution setting forth the proposed amendment and if shares have been issued, directing that it be submitted for consideration by the shareholders which may be at either the annual or a special meeting.

2. By consent or by meeting a vote of the shareholders entitled to vote thereon shall be taken on the proposed amendment. The proposed amendment shall be adopted upon receiving the affirmative vote of the holders of at least two-thirds of the shares entitled to vote thereon.

3. Any number of amendments may be submitted to the shareholders and voted upon them at one meeting.

IN WITNESS WHEREOF, I have signed these **ARTICLES OF INCORPORATION** on this 5<sup>th</sup> day of August, 1992, and I acknowledge the same to be my act.

  
\_\_\_\_\_  
Incorporator  
William F. Ferguson, Jr.  
1625 Larimer Street, Suite 2402  
Denver, CO 80202

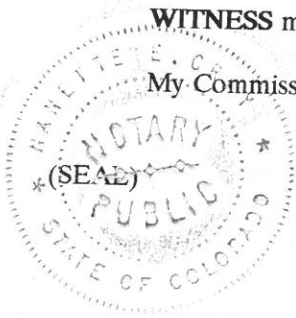


STATE OF COLORADO )  
CITY AND ) ss.  
COUNTY OF DENVER )

I, the undersigned, a notary public, hereby certify that on this 5th day of August, 1992, the above named incorporator, William F. Ferguson, Jr., personally appeared before me and being by me first duly sworn declared that he is the person who signed the foregoing document as incorporator and that the statements therein contained are true.

**WITNESS** my hand and official seal.

My Commission expires: March 8, 1995



*Nanette E. Gray*  
Notary Public  
Nanette E. Gray

BYLAWS  
OF  
GREAT NORTHERN CATTLE COMPANY

ARTICLE I

OFFICES

Section 1.1    PRINCIPAL OFFICE. The principal office of the corporation in the State of Colorado shall be located in the City and County of Denver. The corporation may have such other offices, either within or outside of the State of Colorado as the Board of Directors may designate, or as the business of the corporation may require from time to time.

Section 1.2    REGISTERED OFFICE. The registered office of the corporation, required by the Colorado Corporation Code to be maintained in the State of Colorado, may be, but need not be, identical with the principal office in the State of Colorado, and the address of the registered office may be changed from time to time by the Board of Directors.

ARTICLE II

SHAREHOLDERS

Section 2.1.    ANNUAL MEETING. The annual meeting of the shareholders shall be held at such time on such day as shall be fixed by the Board of Directors, commencing with the year 1992 for the purpose of electing directors and for the transaction of such other business as may come before the meeting. If the day fixed for the annual meeting shall be a legal holiday in the State of Colorado, such meeting shall be held on the next succeeding business day. If the election of directors shall not be held on the day designated herein for any annual meeting of the shareholders, or at any adjournment hereof, the Board of Directors shall cause the election to be held at a special meeting of the shareholders as soon thereafter as may be convenient.

Section 2.2.    SPECIAL MEETINGS. Special meetings of the shareholders, for any purpose or purposes, unless otherwise prescribed by statute, may be called by the President or by the Board of Directors, and shall be called by the President at the request of the holders of not less than one-tenth of all outstanding shares of the corporation entitled to vote at the meeting.

Section 2.3. PLACE OF MEETINGS. The Board of Directors may designate any place, either within or outside of the State of Colorado, as the place of meeting for any annual meeting or for any special meeting called by the Board of Directors. If no designation is made, or if a special meeting be otherwise called, the place of meeting shall be the principal office of the corporation in the State of Colorado.

Section 2.4. NOTICE OF MEETING. Written notice stating the place, day and hour of the meeting of shareholders and, in case of a special meeting, the purpose or purposes for which the meeting is called, shall, unless otherwise prescribed by statute, be delivered not less than ten nor more than fifty days before the date of the meeting, either personally or by mail, by or at the direction of the President, or the Secretary, or the officer or other persons calling the meeting, to each shareholder of record entitled to vote at such meeting; provided, however, that if the authorized shares of the corporation are to be increased, at least thirty days notice shall be given, and if sale of all or substantially all assets are to be voted upon, at least twenty days notice shall be given. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail, addressed to the shareholder at his address as it appears on the stock transfer books of the corporation, with postage thereon prepaid.

Section 2.5. MEETING OF ALL SHAREHOLDERS. If all of the shareholders shall meet at any time and place, either within or outside of the State of Colorado, and consent to the holding of a meeting at such time and place, such meeting shall be valid without call or notice, and at such meeting any corporate action may be taken.

Section 2.6. CLOSING OF TRANSFER BOOKS OR FIXING OF RECORD DATE. For the purpose of determining shareholders entitled to notice of or to vote at any meeting of shareholders, or any adjournment thereof, or shareholders entitled to receive payment of any dividend, or in order to make a determination of the shareholders for any other purpose, the Board of Directors of the corporation may provide that the share transfer books shall be closed for a stated period but not to exceed, in any case, fifty days. If the share transfer books shall be closed for the purpose of determining shareholders entitled to notice of or to vote at a meeting of shareholders, such books shall be closed for at least ten days immediately preceding such meeting. In lieu of closing the share transfer books, the Board of Directors may fix in advance a date as the record date for any such determination of shareholders, such date in any case to be not more than fifty days and, in case of a meeting of shareholders, not less than ten days prior to the date on which the particular action, requiring such determination of shareholders, is to be taken. If the share transfer books are not closed and no record date is fixed for the determination of shareholders entitled to notice of or to vote at a meeting of shareholders, or shareholders entitled to receive payment of a dividend, the date on which notice of the meeting is mailed or the date on which the resolution of the Board of Directors declaring such dividend is adopted, as the case may be, shall be the record date for such determination of shareholders. When a determination of shareholders entitled to vote at any meeting of shareholders has been made as provided in this section, such determination shall apply to any adjournment thereof.

Section 2.7. VOTING RECORD. The officer or agent having charge of the stock transfer books for shares of the corporation shall make, at least ten days before such meeting of shareholders, a complete record of the shareholders entitled to vote at each meeting of shareholders or any adjournment thereof, arranged in alphabetical order, with the address of and the number of shares held by each. The record, for a period of ten days prior to such meeting, shall be kept on file at the principal officer of the corporation, whether within or outside of the State of Colorado, and shall be subject to inspection by any shareholder for any purpose germane to the meeting at any time during usual business hours. Such record shall be produced and kept open at the time and place of the meeting and shall be subject to the inspection of any shareholder during the whole time of the meeting for the purposes thereof.

The original stock transfer books shall be the prima facie evidence as to who are the shareholders entitled to examine the record or transfer books or to vote at any meeting of shareholders.

Section 2.8. QUORUM. A majority of the outstanding shares of the corporation entitled to vote, represented in person or by proxy, shall constitute a quorum at any meeting of shareholders, except as otherwise provided by the Colorado Corporation Code and the Articles of Incorporation. In the absence of a quorum at any such meeting, a majority of the shares so represented may adjourn the meeting from time to time for a period not to exceed sixty days without further notice. At such adjourned meeting at which a quorum shall be present or represented, any business may be transacted which might have been transacted at the meeting as originally noticed. The shareholders present at a duly organized meeting may continue to transact business until adjournment, notwithstanding the withdrawal during such meeting of that number of shareholders whose absence would cause there to be less than a quorum.

Section 2.9. MANNER OF ACTING. If a quorum is present, the affirmative vote of the majority of the shares represented at the meeting and entitled to vote on the subject matter shall be the act of the shareholders.

Section 2.10. PROXIES. At all meetings of shareholders a shareholder may vote in person or by proxy executed in writing by the shareholder or by a duly authorized attorney-in-fact. Such proxy shall be filed with the Secretary of the corporation before or at the time of the meeting. No proxy shall be valid after eleven months from the date of its execution, unless otherwise provided in the proxy.

Section 2.11. VOTING OF SHARES. Unless otherwise provided by these Bylaws or the Articles of Incorporation, each outstanding share entitled to vote shall be entitled to one vote upon each matter submitted to a vote at a meeting of shareholders, and each fractional share shall be entitled to a corresponding fractional vote on each such matter.

Section 2.12. VOTING OF SHARES BY CERTAIN SHAREHOLDERS. Shares standing in the name of another corporation may be voted by such officer, agent or proxy as the Bylaws of such corporation may prescribe, or, in the absence of such provision, as the Board of Directors of such other corporation may determine.

Shares standing in the name of a deceased person, a minor ward or an incompetent person, may be voted by an administrator, executor, court appointed guardian or conservator, either in person or by proxy without a transfer of such shares into the name of such administrator, executor, court appointed guardian or conservator. Shares standing in the name of a trustee may be voted by him, either in person or by proxy, but no trustee shall be entitled to vote shares held by him without a transfer of such shares into his name.

Shares standing in the name of a receiver may be voted by such receiver and shares held by or under the control of a receiver may be voted by such receiver without the transfer thereof into the trustee name if authority so to do be contained in an appropriate order of the court by which such receiver was appointed.

A shareholder whose shares are pledged shall be entitled to vote such shares until the shares have been transferred into the name of the pledgee, and thereafter the pledgee shall be entitled to vote the shares so transferred.

Neither shares of its own stock belonging to this corporation, nor shares of its own stock held by it in a fiduciary capacity, nor shares of its own stock held by another corporation if the majority of shares entitled to vote for the election of directors of such corporation is held by this corporation may be voted, directly or indirectly, at any meeting and shall not be counted in determining the total number of outstanding shares at any given time.

Redeemable shares which have been called for redemption shall not be entitled to vote on any matter and shall not be deemed outstanding shares on and after the date on which written notice of redemption has been mailed to shareholders and a sum sufficient to redeem such shares has been deposited with a bank or trust company with irrevocable instruction and authority to pay the redemption price to the holders of the shares upon surrender of certificates therefor.

Section 2.13. INFORMAL ACTION BY SHAREHOLDERS. Any action required or permitted to be taken at a meeting of the shareholders may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all of the shareholders entitled to vote with respect to the subject matter thereof.

Section 2.14. VOTING BY BALLOT. Voting on any question or in any election may be by voice vote unless the presiding officer shall order or any shareholder shall demand that voting be by ballot. No shareholder shall be permitted to cumulate his votes by giving one candidate as many votes as the number of such directors multiplied by the number of his shares shall equal, or by distributing such votes on the same principal among any number of candidates.

## ARTICLE III

### BOARD OF DIRECTORS

Section 3.1. GENERAL POWERS. The business and affairs of the corporation shall be managed by its Board of Directors.

Section 3.2. PERFORMANCE OF DUTIES. A director of the corporation shall perform his duties as a director, including his duties as a member of any committee of the board upon which she may serve, in good faith, in a manner she reasonably believes to be in the best interests of the corporation, and with such case as an ordinarily prudent person in a like position would use under similar circumstances. In performing his duties, a director shall be entitled to rely on information, opinions, reports, or statements, including financial statements and other financial data, in each case prepared or presented by persons and groups listed in paragraphs (a), (b) and (c) of this Section 3.2; but he shall not be considered to be acting in good faith if he has knowledge concerning the matter in questions that would cause such reliance to be unwarranted. A person who so performs his duties shall not have any liability by reason of being or having been a director of the corporation. These persons and groups on whose information, opinions, reports, and statements a director is entitled to rely upon are:

- a. One or more officers or employees of the corporation whom the director reasonably believes to be reliable and competent in the matters presented;
- b. Counsel, public accountants, or other persons as to matters which the director reasonably believes to be within such persons' professional or expert competence; or
- c. A committee of the board upon which he does not serve, duly designated in accordance with the provision of the articles of incorporation or the bylaws, as to matters within its designated authority, which committee the director reasonably believes to merit confidence.

Section 3.3. NUMBER, TENURE AND QUALIFICATIONS. The number of directors of the corporation shall be one (1). The number of directors of the corporation shall be fixed from time to time by resolution of the Board of Directors, but in no instance shall there be less than one director or that number otherwise required by law. Each director shall hold office until the next annual meeting of shareholders or until his successor shall have been elected and qualified. Directors need not be residents of the State of Colorado or shareholders of the corporation.

When the shares of the corporation shall become owned beneficially or of record by three or more shareholders, the corporation shall elect at least three directors.



Option. There shall be a Chairman of the Board, who has been elected from among the directors. He shall preside at all meetings of the stockholders and of the Board of Directors. He shall have such other powers and duties as may be prescribed by the Board of Directors.

Section 3.4. REGULAR MEETINGS. A regular meeting of the Board of Directors shall be held without other notice than this Bylaw immediately after, and at the same place as, the annual meeting of shareholders. The Board of Directors may provide, by resolution, the time and place, either within or without the State of Colorado, for the holding of additional regular meetings without other notice than such resolution.

Section 3.5. SPECIAL MEETINGS. Special meetings of the Board of Directors may be called by or at the request of the President or any director. The person or persons authorized to call special meetings of the Board of Directors may fix any place, either within or without the State of Colorado, as the place for holding any special meeting of the Board of Directors called by them.

Section 3.6. NOTICE. Written notice of any special meeting of directors shall be given as follows:

By mail to each director at his business address at least three days prior to the meeting; or

By personal delivery or telegram at least twenty-four hours prior to the meeting to the business address of each director, or in the event such notice is given on a Saturday, Sunday or holiday, to the residence address of each director. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail, so addressed, with postage thereon prepaid. If notice be given by telegram, such notice shall be deemed to be delivered when the telegram is delivered to the telegraph company. Any director may waive notice of any meeting. The attendance of a director at any meeting shall constitute a waiver of notice of such meeting, except where a director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Board of Directors need be specified in the notice of waiver of notice of such meeting.

Section 3.7. QUORUM. A majority of the number of directors fixed by or pursuant to Section 3.2 of the Article III shall constitute a quorum for the transaction of business at any meeting of the Board of Directors, but if less than such majority is present at a meeting, a majority of the directors present may adjourn the meeting from time to time without further notice.

Section 3.8. MANNER OF ACTING. Except as otherwise required by law or by the Articles of Incorporation, the act of the majority of the directors present at a meeting at which a quorum is present shall be the act of the Board of Directors.

Section 3.9. INFORMAL ACTION BY DIRECTORS. Any action required or permitted to be taken by the Board of Directors or by a committee thereof at a meeting may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all of the directors of all of the committee members entitled to vote with respect to the subject matter thereof.

Section 3.10. PARTICIPATION BY ELECTRONIC MEANS. Any members of the Board of Directors or any committee designated by such Board may participate in a meeting of the Board of Directors or committee by means of telephone conference or similar communications equipment by which all persons participating in the meeting can hear each other at the same time. Such participation shall constitute presence in person at the meeting.

Section 3.11. VACANCIES. Any vacancy occurring in the Board of Directors may be filled by the affirmative vote of a majority of the remaining directors though less than a quorum of the Board of Directors. A Director elected to fill a vacancy shall be elected for the unexpired term of his predecessor in office. Any directorship to be filled by reason of an increase in the number of directors may be filled by election by the Board of Directors for a term of office continuing only until the next election of directors by the shareholders.

Section 3.12. RESIGNATION. Any director of the corporation may resign at any time by giving written notice to the president or the secretary of the corporation. The resignation of any director shall take effect upon receipt of notice thereof or at such later time as shall be specified in such notice; and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective. When one or more directors shall resign from the board, effective at a future date, a majority of the directors then in office, including those who have so resigned, shall have power to fill such vacancy or vacancies, the vote thereon to take effect when such resignation or resignations shall become effective.

Section 3.13. REMOVAL. Any director or directors of the corporation may be removed at any time, with or without cause, in the manner provided in the Colorado Corporation Code.

Section 3.14. COMMITTEES. By resolution adopted by a majority of the Board of Directors, the directors may designate two or more directors to constitute a committee, any of which shall have such authority in the management of the corporation as the Board of Directors shall designate and as shall be prescribed by the Colorado Corporation Code.

Section 3.15. COMPENSATION. By resolution of the Board of Directors and irrespective of any personal interest of any of the members, each director will be paid his expenses, if any, of attendance at each meeting of the Board of Directors, and may be paid a stated salary as director or a fixed sum for attendance at each meeting of the Board of Directors or both. Each outside director will additionally be in attendance at each meeting of the Board of Directors, and may be paid a fixed sum for such attendance as may be authorized by the Board of Directors from time to time. No such payment shall preclude any director from serving the corporation in any other capacity and receiving compensation therefor.



Section 3.16. PRESUMPTION OF ASSENT. A director of the corporation who is present at a meeting of the Board of Directors at which action on any corporate matter is taken shall be presumed to have assented to the action taken unless his dissent shall be entered in the minutes of the meeting or unless she shall file his written dissent to such action with the person acting as the Secretary of the meeting before the adjournment of the meeting. Such right to dissent shall not apply to a director who voted in favor of such action.

## ARTICLE IV

### OFFICERS

Section 4.1 NUMBER. The officers of the corporation shall consist of a President and a Secretary, each of whom shall be elected by the Board of Directors. Such other officers and assistant officers as may be deemed necessary may be elected or appointed by the Board of Directors. Any two or more offices may be held by the same person, except the office of President and Secretary.

Section 4.2 ELECTION AND TERM OF OFFICE. The officers of the corporation to be elected by the Board of Directors shall be elected annually by the Board of Directors at the first meeting of the Board of Directors held after the annual meeting of the shareholders. If the election of officers shall not be held at such meeting, such election shall be held as soon thereafter as practicable. Each officer shall hold office until his successor shall have been duly elected and shall have qualified or until his death or until he shall resign or shall have been revolved in the manner hereinafter provided.

Section 4.3 REMOVAL. Any officer or agent may be removed by the Board of Directors whenever in its judgment the best interests of the corporation will be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the person so removed. Election or appointment of an officer or agent shall not of itself create contract rights.

Section 4.4 VACANCIES. A vacancy in any office because of death, resignation, removal, disqualification or otherwise, may be filled by the Board of Directors for the unexpired portion of the term.

Section 4.5 PRESIDENT. The President shall be the chief executive officer of the corporation and, subject to the control of the Board of Directors, shall in general supervise and control all of the business and affairs of the corporation. He shall, when present, and in the absence of a Chairman of the Board, preside at all meetings of the shareholders and of the Board of Directors. He may sign, with the Secretary or any other proper officer of the corporation thereunto authorized by the Board of Directors, certificates for shares of the corporation and deeds, mortgages, bonds, contracts, or other instruments which the Board of Directors has authorized to be executed, except in cases there the signing and execution thereof shall be

expressly delegated by the Board of Directors or by these Bylaws to some other officer or agent of the corporation, or shall be required by law to be otherwise signed or executed; and in general shall perform all duties incident to the office of President and such other duties as may be prescribed by the Board of Directors from time to time.

Section 4.6 VICE PRESIDENT. If elected or appointed by the Board of Directors, the Vice President (or in the event there be more than one vice president, the vice presidents in the order designated at the time of their election, or in the absence of any designation, then in the order of their election) shall, in the absence of the President or in the event of his death, inability or refusal to act, perform all duties of the President, and when so acting, shall have all the powers of and be subject to all the restrictions upon the President. Any Vice President may sign, with the Treasurer or an Assistant Treasurer or the Secretary or an Assistant Secretary, certificates for shares of the corporation; and shall perform such other duties as from time to time may be assigned to him by the President or by the Board of Directors.

Section 4.7 SECRETARY. The Secretary shall: (a) keep the minutes of the proceedings of the shareholders and of the Board of Directors in one or more books provided for that purpose; (b) see that all notices are duly given in accordance with the provisions of these Bylaws or as required by law; (c) be custodian of the corporate records and of the seal of the corporation and see that the seal of the corporation is affixed to all documents the execution of which on behalf of the corporation under its seal is duly authorized; (d) keep a register of the post office address of each shareholder which shall be furnished to the Secretary by such shareholder; (e) sign with the Chairman or Vice Chairman of the Board of Directors, or the President, or a Vice President, certificates for shares of the corporation, the issuance of which shall have been authorized by resolution of the Board of Directors; (f) have general charge of the stock transfer books of the corporation; and (g) in general perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned to him by the President or by the Board of Directors. These duties may be combined with those of the Treasurer.

Section 4.8. TREASURER. The Treasurer shall: (a) have charge and custody of and be responsible for all funds and securities of the corporation; (b) receive and give receipts for moneys due and payable to the corporation from any source whatsoever, and deposit all such moneys in the name of the corporation in such banks, trust companies or other depositories as shall be selected in accordance with the provisions of Article V of these Bylaws; and (c) in general perform all duties incident to the office of Treasurer and such other duties as from time to time may be assigned to him by the President or by the Board of Directors.

Section 4.9. ASSISTANT SECRETARIES AND ASSISTANT TREASURERS. The Assistant Secretaries, when authorized by the Board of Directors, may sign with the Chairman or Vice Chairman of the Board of Directors or with the President or a Vice President certificates for shares of the corporation the issuance of which shall have been authorized by a resolution of the Board of Directors. The Assistant Secretaries and Assistant Treasurers, in general, shall perform such duties as shall be assigned to them by the Secretary or Treasurer, respectively, or by the President or the Board of Directors.

Section 4.10. BONDS If the Board of Directors by resolution shall so require, any officer or agent of the corporation shall give bond to the corporation in such amount and with such surety as the Board of Directors may deem sufficient, conditioned upon the faithful performance of their respective duties and offices.

Section 4.11. SALARIES The salaries of the officers shall be fixed from time to time by the Board of Directors and no officer shall be prevented from receiving such salary by reason of the fact that he is also a director of the corporation.

## ARTICLE V

### CONTRACTS, LOANS, CHECKS AND DEPOSITS

Section 5.1. CONTRACTS The Board of Directors may authorize any officer or officers, agent or agents, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the corporation, and such authority may be general or confined to specific instances.

Section 5.2. LOANS No loans shall be contracted on behalf of the corporation and no evidences of indebtedness shall be issued in its name unless authorized by a resolution of the Board of Directors. Such authority may be general or confined to specific instances.

Section 5.3. CHECKS, DRAFTS, ETC. All checks, drafts, or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the corporation shall be signed by such officer or officers, agent or agents of the corporation and in such manner as shall from time to time be determined by resolution of the Board of Directors.

Section 5.4. DEPOSITS All funds of the corporation not otherwise employed shall be deposited from time to time to the credit of the corporation in such banks, trust companies or other depositories as the Board of Directors may select.

## ARTICLE VI

### SHARES, CERTIFICATES FOR SHARES AND TRANSFER OF SHARES

Section 6.1. REGULATION The Board of Directors may make such rules and regulations as it may deem appropriate concerning the issuance, transfer and registration of certificates for shares of the corporation, including the appointment of transfer agents and registrars.

Section 6.2. CERTIFICATES FOR SHARES. Certificates representing shares of the corporation shall be respectively numbered serially for each class of shares, or series thereof, as they are issued, shall be impressed with the corporate seal or a facsimile thereof, and shall be signed by the Chairman or Vice Chairman of the Board of Directors or by the President or a Vice President and by the Treasurer or an Assistant Treasurer or by the Secretary or an Assistant Secretary; provided that such signatures may be facsimile if the certificate is counter-signed by a transfer agent, or registered by a registrar other than the corporation itself or its employee. Each certificate shall state the name of the corporation, the fact that the corporation is organized or incorporated under the laws of the State of Colorado, the name of the person to whom issued, the date of issue, the class (or series of any class), the number of shares represented thereby and the par value of the shares represented thereby or a statement that such shares are without par value. A statement of the designations, preferences, qualifications, limitations, restrictions and special or relative rights of the shares of each class shall be set forth in full or summarized on the face or back of the certificates which the corporation shall issue, or in lieu thereof, the certificate may set forth that such a statement or summary will be furnished to any shareholder upon request without charge. Each certificate shall be otherwise in such form as may be prescribed by the Board of Directors and as shall conform to the rules of any stock exchange on which the shares may be listed.

The corporation shall not issue certificates representing fractional shares and shall not be obligated to make any transfers creating a fractional interest in a share of stock. The corporation may, but shall not be obligated to, issue scrip to have terms and conditions specified by the Board of Directors.

Section 6.3. CANCELLATION OF CERTIFICATES. All certificates surrendered to the corporation for transfer shall be cancelled and no new certificates shall be issued in lieu thereof until the former certificate for a like number of shares shall have been surrendered and cancelled, except as herein provided with respect to lost, stolen or destroyed certificates.

Section 6.3. LOST, STOLEN OR DESTROYED CERTIFICATES. Any shareholder claiming that his certificate for shares is lost, stolen or destroyed may make an affidavit or affirmation of that fact and lodge the same with the Secretary of the corporation, accompanied by a signed application for a new certificate. Thereupon, and upon the giving of a satisfactory bond of indemnity to the corporation not exceeding an amount double the value of the shares as represented by such certificate (the necessity for such bond and the amount required to be determined by the President and Treasurer of the corporation), a new certificate may be issued of the same tenor and representing the same number, class and series of shares as were represented by the certificate alleged to be lost, stolen or destroyed.

Section 6.5. TRANSFER OF SHARES. Subject to the terms of any shareholder agreement relating to the transfer of shares or other transfer restrictions contained in the Articles of Incorporation or authorized therein, shares of the corporation shall be transferable on the books of the corporation by the holder thereof in person or by his duly authorized attorney, upon the surrender and cancellation of a certificate or certificates for a like number of shares. Upon presentation and surrender of a certificate for shares properly endorsed and payment of all taxes therefor, the transferee shall be entitled to a new certificate or certificates in lieu thereof. As against the corporation, a transfer of shares can be made only on the books of the corporation and in the manner herein above provided, and the corporation shall be entitled to treat the holder of record of any share as the owner thereof and shall not be bound to recognize any equitable or other claim to or interest in such share on the part of any other person, whether or not it shall have express or other notice thereof, save as expressly provided by the statutes of the State of Colorado.

## ARTICLE VII

### FISCAL YEAR

The fiscal year of the corporation shall end on the last day of December in each calendar year.

## ARTICLE VIII

### DIVIDENDS

The Board of Directors may from time to time declare, and the corporation may pay, dividends on its outstanding shares in the manner and upon the terms and conditions provided by law and its Articles of Incorporation.

## ARTICLE IX

### CORPORATE SEAL

The Board of Directors shall provide a corporate seal which shall be circular in form and shall have inscribed thereon the name of the corporation and the state of incorporation and the words "CORPORATE SEAL."

## ARTICLE X

### WAIVER OF NOTICE

Whenever any notice is required to be given under the provisions of these Bylaws or under the provisions of the Articles of Incorporation or under the provisions of the Colorado Corporation Code or otherwise, a waiver thereof in writing, signed by the person or persons



entitled to such notice, whether before or after the event or other circumstance requiring such notice, shall be deemed equivalent to the giving of such notice.

## ARTICLE XI

### AMENDMENTS

These Bylaws may be altered, amended or repealed and new Bylaws may be adopted by a majority of the directors present at any meeting of the Board of Directors of the corporation at which a quorum is present.

## ARTICLE XII

### EXECUTIVE AND OTHER COMMITTEES

Section 12.1. The Board of Directors by resolution passed by a majority of the whole Board of Directors may designate from among its members an Executive Committee, or one or more other committees each of which, to the extent provided in the resolution or in the Articles of Incorporation or the Bylaws of the Corporation, shall have all of the authority of the Board of Directors but no such committee shall have the authority to: (i) declared dividends or distributions; (ii) approve or recommend to shareholders actions or proposals required to be approved by shareholders; (iii) fill vacancies on the Board of Directors or any committee thereof; (iv) amend the Bylaws; (v) approve a plan of merger not requiring shareholder approval; (vi) reduce earned or capital surplus; (vii) authorize or approve the re-acquisition of shares unless pursuant to a general formula or method specified by the Board of Directors; or (viii) authorize or approve the issuance or sale of, or any contract of issue or sell, shares or designate the terms of a series of a class of shares, and except that the Board of Directors, having acted regarding general authorization for the issuance or sale of shares or any contract therefore and, in the case of a series, the designation thereof, may pursuant to a general formula or method specified by the Board by resolution or by adoption of a stock option or other plan, authorize a committee to fix the terms of any contract for the sale of the shares and to fix the terms upon which such shares may be used or sold, including without limitation, the price, the dividend rate, provisions for redemption, sinking fund, conversion, or voting or preferential rights, and provisions for other features of a class of shares or a series of a class of shares, with full power in such committee to adopt any final resolution setting forth all terms thereof and to authorize the statement of the terms of a series for filing with the Secretary of State under the Colorado Corporation Code.

Section 12.2 COMPLIANCE Neither the designation of any such committee, the delegation of authority to such committee, nor any action by such committee pursuant to its authority shall alone constitute compliance by any member of the Board of Directors, not a member of the committee in question, with his responsibility to act in good faith, in a manner he reasonably believes to be in the best interests of the Corporation, and with such care as an ordinary prudent person in a like position would use under similar circumstances.

## ARTICLE XIII

### EMERGENCY BYLAWS


The Emergency Bylaws provided in this Article XIII shall be operative during any emergency in the conduct of the business of the corporation resulting from an attack on the United States or any nuclear or atomic disaster, notwithstanding any different provision in the preceding articles of the Bylaws or in the Articles of Incorporation of the corporation or in the Colorado Corporation Code. To the extent not inconsistent with the provisions of this Article, the Bylaws provided in the preceding articles shall remain in effect during such emergency and upon its termination the Emergency Bylaws shall cease to be operative.

During any such emergency:

- (a) A meeting of the Board of Directors may be called by any officer or director of the corporation. Notice of the time and place of the meeting shall be given by the person calling the meeting to such of the directors as it may be feasible to reach by any available means of communication. Such notice shall be given at such time in advance of the meeting as circumstances permit in the judgment of the person calling the meeting.
- (b) At any such meeting of the Board of Directors, a quorum shall consist of the number of directors in attendance at such meeting.
- (c) The Board of Directors, either before or during any such emergency, may, effective in the emergency, change the principal office or designate several alternative principal offices or regional offices, or authorize the officers so to do.
- (d) The Board of Directors, either before or during any such emergency, may provide, and from time to time modify, lines of succession in the event that during such an emergency any or all officers or agents of the corporation shall for any reason be rendered incapable of discharging their duties.
- (e) No office, director or employee acting in accordance with these Emergency Bylaws shall be liable except for willful misconduct.
- (f) These Emergency Bylaws shall be subject to repeal or change by further action of the Board of Directors or by action of the shareholders, but no such repeal or change shall modify the provisions of the next preceding paragraph with regard to action taken prior to the time of such repeal or change. Any amendment of these Emergency Bylaws may make any further or different provision that may be practical and necessary for the circumstances of the emergency.

CERTIFICATE

I hereby certify that the foregoing Bylaws, consisting of 15 pages, including this page, constitute the Bylaws of Great Northern Cattle Company adopted by the Board of Directors of the corporation as of August 12, 1992.

  
\_\_\_\_\_  
JOHN S. BROKOS, JR., SECRETARY



**EXHIBIT G**  
**Blueprint Denver Supplement to Zone Map Amendment Application**

**Application Number:** 2018I-00084  
**Street Address:** 1709 & 1717 N. Washington St. (The “Property”)  
**Current Zoning:** G-RO-5  
**Proposed New Zoning:** C-MS-5  
**Planning Board Hearing:** December 5, 2018

**DRAFT BLUEPRINT DENVER:** **IMPLICATIONS AND RELEVANCE CONCERNING GENERAL REVIEW  
CRITERIA FOR PLAN CONSISTENCY FOR THE PROPERTY**

**BLUEPRINT DENVER CRITERIA**

**APPLICABILITY TO THE PROPERTY**

**Neighborhood Context:**

**Urban Center:**

- A high mix of uses throughout the area, with multi-unit residential typically in multi-story, mixed-use building forms. Block patterns are generally regular with consistent alley access. Larger scale buildings close to the street. (Page 147)

*The Property location is ideal for achieving these Urban Center goals utilizing the “C” Neighborhood Context.*

- Use zoning and land use regulations to encourage higher-density, mixed-use development in transit-rich areas including: Regional centers and community centers
- Community corridors where medium- and high-capacity transit corridors are planned
- High and medium-high residential areas in the downtown and urban center contexts. (Page 44)

*The Property is designated as both an Urban Center and Community Corridor. Rezoning to C-MS-5 will exactly fit with this recommendation of encouraging higher-density mixed-use development proximate to transit options near the Property.*

- 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.
- Urban center areas are easily navigated and accessible due to predictable street grids, well-connected sidewalk networks, and strong connections to medium- and high-capacity transit. These areas offer good walkability and access to amenities. Parking is predominately managed on-street, with off-street demand met with parking garages. (Page 232)

*Future C-MS-5 zoning for the Property will promote implementation of these goals.*

#### **Future Places Map:**

#### **Community Corridor:**

- Corridors should be consistent with the character of the surrounding area in scale and design. They should have an active street level presence and provide a mix of uses. (Page 240)

*The introduction of MS through rezoning will enable this consistent character objective by promoting ground floor activation.*

- Typically provides a mix of office, commercial and residential uses. A wide customer draw visited by residents from both surrounding neighborhoods and 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 5-8 stories, but can be up to 12 stories in appropriate locations, such as mobility hubs. Due to shorter lot depths, special attention may be needed for transitions to nearby residential areas. (Page 240)

*C-MS-5 fits within these building height recommendations while remaining consistent with established neighborhood building height patterns. MS zoning also promotes street activation addressing the goal of visitor activity levels.*

**Future Places Description:**

- Corridors should be consistent with the character of the surrounding area in scale and design. They should have an active street level presence and provide a mix of uses. (Page 240)

*C-MS-5 requires the prescribed active street level presence, assuring that rezoning will implement this Blueprint objective.*

**Growth Strategy:**

**Community Centers & Corridors:**

- Properties in Denver with this designation are expected to accommodate inevitable growth by absorbing 20% of new jobs and 25% of new households.

*With MS zoning the Property can respond to this Blueprint strategy through enabling both residential and commercial development.*

**Street Types Map:**

**Main Street Arterial**

*Rezoning to C-MS-5 will allow the Property to meet the articulated Main Street objectives in Blueprint.*

**Street Type Description:**

- Streets within general urban context usually have high degrees of pedestrian activity. Main streets and mixed-use streets provide and a sidewalk amenity zone with benches, trees and/or planters to provide a buffer between people walking and auto traffic (Page 244)

*Rezoning to MS will assure these Blueprint objectives are met.*

**Conclusion:**

The Blueprint goals and recommendations related to the Community Corridor Future Place within the Urban Center Context are well suited for the Property. It is clear that rezoning to C-MS-5 is consistent with the plan direction provided in DRAFT Blueprint.

**Exhibit H**

**Letters of Support for Rezoning**



MARCZYK



-FINE WINES-

November 19, 2018

Scott Robinson  
Senior City Planner  
Community Planning and Development  
City and County of Denver  
201 W. Colfax Ave. Dept. 205  
Denver, CO 80202

RE: 1709-1717 N Washington Map Amendment Application

Dear Mr. Robinson,

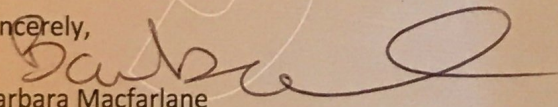
I am a neighbor of this 17<sup>th</sup> & Washington property and am pleased to write this letter of support for rezoning application 2018I-00084 for the vacant property located at 1709-1717 N Washington at the northwest corner of E. 17th Avenue and N. Washington Street in Uptown.

I welcome the C-MS-5 zoning for many reasons. For decades Uptown has been a vibrant urban neighborhood and 17<sup>th</sup> Avenue particularly is home to many local favorite shops, restaurants, and bars. As Denver continues to grow, I believe it is important to support zoning that accommodates a variety of uses including residential, retail, commercial, and other services. Today the Property is zoned G-RO-5 which prohibits an activated ground floor with retail, service and restaurant uses. This seems to run contrary to the spirit of our neighborhood.

Rezoning to C-MS-5 keeps the current 5 story height limits but allows the introduction of future street-level retail and service developments that are consistent with E. 17<sup>th</sup> Avenue both east and west of this location and will enhance the character and walkability of the neighborhood. The property's location makes it a great compliment to the existing establishments and the building height of 5 stories is appropriate. In fact, 17<sup>th</sup> Avenue is identified as a Mixed-Use Arterial, and unlike RO zoning, MS zoning will enable a true and broad mix of uses to occur here. This in turn will contribute to Uptown's over all atmosphere, activate the street and make this diverse neighborhood more vibrant and interesting to explore, live, work, and play in.

The attributes of the C-MS-5 zoning are appropriate and will be a great fit for the neighborhood. Please include this letter of support in the packet for Planning Board for their December 5 public hearing on this rezoning.

Sincerely,

  
Barbara Macfarlane

Owner

Marczyk Fine Wines, Inc.

770 E 17<sup>th</sup> Ave. Space B

Cc: Wayne New, Denver City Council  
Joel Nobel, Planning Board Chair  
Bruce O'Donnell, Starboard Realty Group, LLC





*"Personalized Banking"*  
IS OUR BUSINESS™

November 16, 2018

Scott Robinson  
Senior City Planner  
Community Planning and Development  
City and County of Denver  
201 W. Colfax Ave. Dept. 205  
Denver, CO 80202

RE: 1709-1717 N Washington Map Amendment Application

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Sincerely,

Linda Rock-Kreutz  
Executive Vice President, Chairman of the Board

Cc: Wayne New, Denver City Council  
Joel Nobel, Planning Board Chair  
Bruce O'Donnell, Starboard Realty Group, LLC

810 East 17th Avenue • Denver, CO 80218

Amy Harmon  
Blooming Terrace, LLC  
Urban Market Partners, LLC  
450 East 17<sup>th</sup> Avenue, PH-1  
Denver, Colorado 80203

November 15, 2018

Scott Robinson  
Senior City Planner  
Community Planning and Development  
City and County of Denver  
201 W. Colfax Ave. Dept. 205  
Denver, CO 80202

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Sincerely,



Amy Harmon  
Blooming Terrace, LLC  
Urban Market Partners, LLC

Cc: Wayne New, Denver City Council  
Joel Nobel, Planning Board Chair  
Bruce O'Donnell, Starboard Realty Group, LLC

# TRYBA ARCHITECTS

1620 Logan Street  
Denver Colorado 80203  
303.831.4010

November 15, 2018

Scott Robinson  
Senior City Planner  
Community Planning and Development - City and County of Denver  
201 W. Colfax Ave. Dept. 205  
Denver, CO 80202

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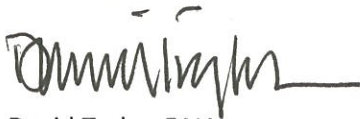
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Sincerely,



David Tryba, FAIA  
Tryba Architects, Principal

Cc: Wayne New, Denver City Council  
Joel Nobel, Planning Board Chair  
Bruce O'Donnell, Starboard Realty Group, LLC



DAVID AND STEPHANIE TRYBA

November 15, 2018

Scott Robinson  
Senior City Planner  
Community Planning and Development - City and County of Denver  
201 W. Colfax Ave. Dept. 205  
Denver, CO 80202

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Sincerely,



Stephanie Tryba

Cc: Wayne New, Denver City Council  
Joel Nobel, Planning Board Chair  
Bruce O'Donnell, Starboard Realty Group, LLC



November 19, 2018

Scott Robinson  
Senior City Planner  
Community Planning and Development  
City and County of Denver  
201 W. Colfax Ave. Dept. 205  
Denver, CO 80202

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Sincerely,



Pete Marczyk  
Co-Founder, CEO  
Marczyk Fine Foods, Inc.  
770 E 17<sup>th</sup> Ave

Cc: Wayne New, Denver City Council  
Joel Nobel, Planning Board Chair  
Bruce O'Donnell, Starboard Realty Group, LLC

**From:** [Steve Caragol](#)  
**To:** [Rezoning - CPD](#)  
**Subject:** [EXTERNAL] application 2018I-00084  
**Date:** Sunday, December 02, 2018 11:37:55 AM  
**Attachments:** [Stephen Caragol- Outback Inv.vcf](#)

---

Dear Council:

Outback Investments, owner of 1712 Pearl St located behind the subject property, supports the rezoning application. Mixed use zoning is desirable in the area especially since the property has frontage on 17<sup>th</sup> Avenue.

Thank you,  
Steve Caragol

**Stephen Caragol- Outback Inv**  
Outback Investments, LLC  
Manager

(970) 871-7934 office  
(303) 829-6372 mobile  
srcaragol@gmail.com  
POB 772428  
Steamboat Springs, CO 80477



Bruce O'Donnell &lt;bodonnell@starboardrealtygroup.com&gt;

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**CHUN interaction regarding proposed rezoning of 1709 / 1717 Washington Street**1 message

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**bwillcameron** <bwillcameron@comcast.net>  
Reply-To: bwillcameron <bwillcameron@comcast.net>  
To: bodonnell@starboardrealtygroup.com

Thu, Nov 29, 2018 at 4:36 PM

To: Bruce O'Donnell

From: Brad Cameron - Co-Chair CHUN Zoning Committee

Bruce,

This is to confirm the following:

1. On August 22, 2018, you and Bill Ferguson met with me, Caroline Schomp (CHUN Board member), and Michael Henry (past Chairperson of the CHUN Zoning Committee) to discuss the proposal to re-zone the property located at 1709 / 1717 Washington Street from G-RO-5 to C-MS-5.
2. On October 3, 2018, Bill Ferguson attended the regularly scheduled CHUN Zoning Committee meeting and briefed those in attendance regarding the same proposal regarding re-zoning of 1709 / 1717 Washington Street. The agenda for that meeting is attached below.
3. At this point in time CHUN has **NOT** taken any formal position regarding the proposal to re-zone the property at 1709 / 1717 Washington Street from G-RO-5 to C-MS-5.

Please let me know if you have any questions or need any additional information.

Brad Cameron (303/832-4282)

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**Please attend the next meeting of the Capitol Hill United  
Neighborhoods Zoning, Transportation and Licensing**

**Committee:****Wednesday, October 3rd, 7pm**

1201 Williams Street – 19<sup>th</sup>-floor party room

North edge of Cheesman Park – guest parking to south of high-rise

*RTD Bus Route 10, exit Gilpin Street Stop & walk due north to bldg. entrance.*

*Bicycle and auto parking available to south of high-rise and on both sides of East 13<sup>th</sup> Avenue*

**AGENDA:**

1. Discussion with **Bill Ferguson**, the proprietor of the 17th Avenue Bar and Grill and also the owner of the parking lot at **1709 Washington Street**, regarding his proposal to rezone the parking lot from its current G-RO-5 (which allows up to 5 stories of residential and office use) to C-MS-5, which is still limited to 5 stories but would also allow first floor retail use.
2. Report and discussion regarding changes proposed by **Denver Excise and Licensing** concerning petitioning procedures and other aspects of Denver's liquor licensing process.
3. Report regarding the recent **13th Avenue Traffic Demonstration Project** at Marion and Lafayette Streets.
4. Discussion of **Blueprint Denver**, which is a once-in-a-generation planning effort by Denver covering the entire city. For those who have not yet seen it, below is a link to the draft Blueprint plan. What do you like - or don't like about it?
  - Visit the Blueprint Denver web page, and take a look at the draft plan.
5. Any other Business.

Please share what is going on in your neighborhood. Contact Brad Cameron ([bwillcameron@comcast.net](mailto:bwillcameron@comcast.net)) and/or Shayne Brady ([shaynebrady@comcast.net](mailto:shaynebrady@comcast.net)) if you want to suggest topics

for future meetings.

The Committee generally meets on the first Wednesday of every other month. Please calendar ahead. The next meeting will probably be on Wednesday, December 5th, 2018.

PS: Please let us know if you are no longer able to participate in this committee and we will endeavor to remove you from the list.

## Robinson, Scott D. - CPD Sr City Planner

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**From:** Bruce O'Donnell <bodonnell@starboardrealtygroup.com>  
**Sent:** Thursday, January 31, 2019 9:22 AM  
**To:** Robinson, Scott D. - CPD Sr City Planner  
**Subject:** [EXTERNAL] Fwd: Rezoning Case #2018I-00084, to be voted on Feb. 11

Scott - Please see email below from Uptown on the Hill RNO.

Do I need to do anything more to get this added to the file going to Council?

Thanks,

Bruce C. O'Donnell



STARBOARD Realty Group, LLC  
770 Sherman Street, Suite 108  
Denver, CO 80203  
Work: 720-441-3310  
Cell: 303-810-3674  
E Mail: [bodonnell@starboardrealtygroup.com](mailto:bodonnell@starboardrealtygroup.com)  
Web: [www.starboardrealtygroup.com](http://www.starboardrealtygroup.com) [www.denverzoning.com](http://www.denverzoning.com)

----- Forwarded message -----

From: **Judy Trompeter** <[schumpeter@me.com](mailto:schumpeter@me.com)>  
Date: Wed, Jan 30, 2019 at 11:49 PM  
Subject: Fwd: Rezoning Case #2018I-00084, to be voted on Feb. 11  
To: Bruce O'Donnell <[bodonnell@starboardrealtygroup.com](mailto:bodonnell@starboardrealtygroup.com)>

Bruce,

Thanks for meeting with us today. Here is the letter we sent to City Council.

Judy

Begin forwarded message:

**From:** Judy Trompeter <[schumpeter@me.com](mailto:schumpeter@me.com)>  
**Subject:** Rezoning Case #2018I-00084, to be voted on Feb. 11  
**Date:** January 30, 2019 at 9:42:56 PM MST  
**To:** Councilman Wayne New <[wayne.new@denvergov.org](mailto:wayne.new@denvergov.org)>, Robin Kniech <[robin.kniech@denvergov.org](mailto:robin.kniech@denvergov.org)>, Debbie Ortega <[info@ortega.denvercitygov.net](mailto:info@ortega.denvercitygov.net)>

Dear City Council Members New, Kniech, and Ortega,

Uptown on the Hill RNO endorses the proposed changed in zoning to the property at 1709 and 1717 N. Washington. This issue will come before you on February 11.

Changing the zoning on that parcel from office/residential 5 to Main Street 5 will allow housing and retail to be built on the lot and add to the vibrancy of the neighborhood.

Judy Trompeter, President  
Uptown on the Hill RNO