

Zone Map Amendment (Rezoning) - Application

PROPERTY OWNER INFORMATION*		PROPERTY OWNER(S) REPRESENTATIVE**	
<input type="checkbox"/> CHECK IF POINT OF CONTACT FOR APPLICATION		<input checked="" type="checkbox"/> CHECK IF POINT OF CONTACT FOR APPLICATION	
Property Owner Name	FLYWHEEL YALE LLC, a Co	Representative Name	Galloway, attn. Zell Cantrell
Address	2828 N. Speer Blvd., #220	Address	6162 S. Willow Drive, #320
City, State, Zip	Denver, CO 80211	City, State, Zip	Greenwood Village, CO 80111
Telephone	720-838-8990	Telephone	303-437-4948
Email	matt.godley@flywheelcap.co	Email	ZellCantrell@GallowayUS.com
<p>*If More Than One Property Owner: All standard zone map amendment applications shall be initiated by all the owners of at least 51% of the total area of the zone lots subject to the rezoning application, or their representatives authorized in writing to do so. See page 3.</p>		<p>**Property owner shall provide a written letter authorizing the representative to act on his/her behalf.</p>	
<p>Please attach Proof of Ownership acceptable to the Manager for each property owner signing the application, such as (a) Assessor's Record, (b) Warranty deed or deed of trust, or (c) Title policy or commitment dated no earlier than 60 days prior to application date.</p> <p>If the owner is a corporate entity, proof of authorization for an individual to sign on behalf of the organization is required. This can include board resolutions authorizing the signer, bylaws, a Statement of Authority, or other legal documents as approved by the City Attorney's Office.</p>			
SUBJECT PROPERTY INFORMATION			
Location (address and/or boundary description):		2655-2671 and 2675-2689 S. Broadway	
Assessor's Parcel Numbers:		0527512020000, 0527512021000	
Area in Acres or Square Feet:		.7173	
Current Zone District(s):		U-MX-3, UO-1, UO-2	
PROPOSAL			
Proposed Zone District:		U-MS-5, UO-1, OU-2	



REZONING GUIDE

REVIEW CRITERIA	
<p>General Review Criteria: The proposal must comply with all of the general review criteria DZC Sec. 12.4.10.7</p>	<p><input checked="" type="checkbox"/> Consistency with Adopted Plans: The proposed official map amendment is consistent with the City's adopted plans, or the proposed rezoning is necessary to provide land for a community need that was not anticipated at the time of adoption of the City's Plan. Please provide an attachment describing relevant adopted plans and how proposed map amendment is consistent with those plan recommendations; or, describe how the map amendment is necessary to provide for an unanticipated community need.</p> <p><input checked="" type="checkbox"/> Uniformity of District Regulations and Restrictions: The proposed official map amendment results in regulations and restrictions that are uniform for each kind of building throughout each district having the same classification and bearing the same symbol or designation on the official map, but the regulations in one district may differ from those in other districts.</p> <p><input checked="" type="checkbox"/> Public Health, Safety and General Welfare: The proposed official map amendment furthers the public health, safety, and general welfare of the City.</p>
<p>Additional Review Criteria for Non-Legislative Rezoning: The proposal must comply with both of the additional review criteria DZC Sec. 12.4.10.8</p>	<p>Justifying Circumstances - One of the following circumstances exists:</p> <p><input type="checkbox"/> The existing zoning of the land was the result of an error.</p> <p><input type="checkbox"/> The existing zoning of the land was based on a mistake of fact.</p> <p><input type="checkbox"/> The existing zoning of the land failed to take into account the constraints on development created by the natural characteristics of the land, including, but not limited to, steep slopes, floodplain, unstable soils, and inadequate drainage.</p> <p><input checked="" type="checkbox"/> Since the date of the approval of the existing Zone District, there has been a change to such a degree that the proposed rezoning is in the public interest. Such change may include:</p> <p style="margin-left: 20px;">a. Changed or changing conditions in a particular area, or in the city generally; or</p> <p style="margin-left: 20px;">b. A City adopted plan; or</p> <p style="margin-left: 20px;">c. That the City adopted the Denver Zoning Code and the property retained Former Chapter 59 zoning.</p> <p><input type="checkbox"/> It is in the public interest to encourage a departure from the existing zoning through application of supplemental zoning regulations that are consistent with the intent and purpose of, and meet the specific criteria stated in, Article 9, Division 9.4 (Overlay Zone Districts), of this Code. Please provide an attachment describing the justifying circumstance.</p> <p><input checked="" type="checkbox"/> The proposed official map amendment is consistent with the description of the applicable neighborhood context, and with the stated purpose and intent of the proposed Zone District. Please provide an attachment describing how the above criterion is met.</p>
REQUIRED ATTACHMENTS	
Please ensure the following required attachments are submitted with this application:	
<p><input checked="" type="checkbox"/> Legal Description (required to be attached in Microsoft Word document format)</p> <p><input checked="" type="checkbox"/> Proof of Ownership Document(s)</p> <p><input checked="" type="checkbox"/> Review Criteria, as identified above</p>	
ADDITIONAL ATTACHMENTS	
Please identify any additional attachments provided with this application:	
<p><input checked="" type="checkbox"/> Written Authorization to Represent Property Owner(s)</p> <p><input type="checkbox"/> Individual Authorization to Sign on Behalf of a Corporate Entity</p>	
Please list any additional attachments:	



REZONING GUIDE

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

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

Property Owner Name(s) (please type or print legibly)	Property Address City, State, Zip Phone Email	Property Owner Interest % of the Area of the Zone Lots to Be Rezoned	Please sign below as an indication of your consent to the above certification statement	Date	Indicate the type of ownership documentation provided: (A) Assessor's record, (B) warranty deed or deed of trust, (C) title policy or commitment, or (D) other as approved	Has the owner authorized a representative in writing? (YES/NO)
EXAMPLE John Alan Smith and Josie Q. Smith	123 Sesame Street Denver, CO 80202 (303) 555-5555 sample@sample.gov	100%	<i>John Alan Smith</i> <i>Josie Q. Smith</i>	01/01/12	(A)	YES
Benjamin Hrouda	2655-2671 and 2675-2689 S. Broadway Denver, CO 80223	100%	<i>[Signature]</i>	08/16/19	B	Yes

PARCEL 1 (APN 0527512021000):

Lots 31 to 34, inclusive, Block 8,

FISKS BROADWAY ADDITION,

City and County of Denver,

State of Colorado

PARCEL 2 (APN 052751202000):

Lots 25 to 30, inclusive, Block 8,

FISKS BROADWAY ADDITION,

City and County of Denver,

State of Colorado

**UNANIMOUS WRITTEN CONSENT OF THE MANAGERS
OF
FW YALE MANAGER, LLC**

August __, 2019

The undersigned, being all of the managers of FW Yale Manager, LLC, a Colorado limited liability company (the “Company”), in lieu of holding a special meeting, hereby adopt, approve, and consent to the following preambles and resolutions by written consent pursuant to the Operating Agreement of the Company (the “Operating Agreement”), and the Colorado Limited Liability Company Act (Colo. Rev. Stat. §§ 7-80-101, *et seq.*) (the “Law”):

WHEREAS, the Company is the sole manager of Flywheel Yale, LLC, a Colorado limited liability company (“Flywheel Yale”);

WHEREAS, Benjamin Hrouda and Adam Hazlet are the only managers of the Company;

WHEREAS, the Company desires to cause Flywheel Yale to rezone (the “Rezoning”) certain real property owned by Flywheel Yale, which is generally located at 2655-2671 and 2675-2689 S. Broadway, Denver, Colorado;

WHEREAS, in connection with the Rezoning, Flywheel Yale will execute and deliver certain documents necessary to effectuate the Rezoning (collectively, the “Rezoning Documents”); and

WHEREAS, the undersigned deem that the Rezoning, and the execution and delivery of the Rezoning Documents, are each reasonably expected to benefit the Company and Flywheel Yale, and are in the best interest of the Company and Flywheel Yale.

NOW, THEREFORE, BE IT RESOLVED, the undersigned, being all of the managers of the Company, hereby approve, in all respects, the Rezoning and the execution and delivery of the Rezoning Documents;

FURTHER RESOLVED, that either of Benjamin Hrouda or Adam Hazlett, each in his capacity as a manager of the Company, in the Company’s capacity as the sole manager of and on behalf of Flywheel Yale, be, and hereby is, authorized and directed to execute and deliver the Rezoning Documents, each containing such terms, provisions, modifications, and changes as such person deems appropriate, and to take such other and further actions and to execute and deliver such other and further documents as may be reasonably necessary to effectuate the Rezoning, as such person shall determine in his reasonable discretion;

FURTHER RESOLVED, that any and all actions taken on behalf of the Company prior to the date hereof and in connection with the Rezoning are hereby ratified, confirmed, and approved in all respects;

FURTHER RESOLVED, that this consent may be executed in counterparts, including facsimile or other electronic signatures, each of which shall be deemed an original for all purposes and all of which will constitute one and the same instrument; and

FURTHER RESOLVED, that the actions taken by this consent shall have the same force and effect as if taken by the undersigned at a special meeting of the managers of the Company, duly called and constituted pursuant to the Law and the Operating Agreement.

[Signature page follows]

IN WITNESS WHEREOF, the undersigned, being all of the managers of the Company, hereby consent to, approve, and adopt the foregoing preambles and resolutions effective as of the date first above written.

MANAGERS:



BENJAMIN HROUDA



ADAM HAZLETT



2019020140

Page: 1 of 4

02/20/2019 04:45 PM
City & County of Denver
Electronically Recorded

R \$28.00

WD

D \$0.00

RECORDING REQUESTED BY AND
WHEN RECORDED MAIL TO:

Benjamin Hrouda
c/o Flywheel Capital, LLC
2828 N. Speer Boulevard, Suite 220
Denver, Colorado 80211



18000310658

SPACE ABOVE THIS LINE FOR RECORDER'S USE

\$28.00
Doc Fee \$303.20

SPECIAL WARRANTY DEED

THIS SPECIAL WARRANTY DEED is dated as of the 19th day of February, 2019, between JT BROADWAY TRUST ("Grantor"), whose street address is 30836 N. Rancho Tierra Dr., Cave Creek, AZ 85331 and FLYWHEEL YALE, LLC, a Colorado limited liability company ("Grantee"), whose street address is c/o Flywheel Capital, LLC, 2828 North Speer Boulevard, Suite 220, Denver, Colorado 80211, Attention: Benjamin Hrouda.

WITNESSETH, that Grantor, for and in consideration of the sum of Ten Dollars (\$10.00) and other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, has granted, bargained, sold and conveyed, and by these presents does grant, bargain, sell, convey and confirm unto Grantee, that certain real property in the City and County of Denver and State of Colorado that is legally described on **Exhibit A** attached hereto (the "Property");

TOGETHER WITH all and singular the hereditaments and appurtenances thereunto belonging, or in anywise appertaining, and the reversion and reversions, remainder and remainders, rents, issues and profits thereof; and all the estate, right, title, interest, claim and demand whatsoever, of Grantor, either in law or equity, of, in and to the Property;

TO HAVE AND TO HOLD the Property unto Grantee forever;

SUBJECT only to the matters set forth on **Exhibit B** attached hereto, provided that nothing in **Exhibit B** shall serve to reimpose any such matters.

AND Grantor hereby binds itself and its successors to warrant and defend the title, as against all acts of Grantor herein and none other, subject to the matters set forth in **Exhibit B**.

IN WITNESS WHEREOF, Grantor has executed this Special Warranty Deed as of the day and year first written above.

JT BROADWAY TRUST

By: [Signature]
Name: John G. Tumbarello
Title: Successor Trustee

STATE OF COLORADO)

COUNTY OF Denver)

The foregoing instrument was acknowledged before me this 10th day of February, 2019, by John G. Tumbarello as Successor Trustee of JT BROADWAY TRUST.

WITNESS my hand and official seal.

Signature [Signature]
(Seal)

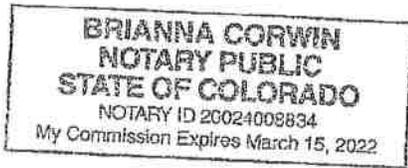


EXHIBIT A
TO SPECIAL WARRANTY DEED

(Legal Description)

PARCEL 1:

Lots 31 to 34, inclusive, Block 8,
FISKS BROADWAY ADDITION,
City and County of Denver,
State of Colorado.

PARCEL 2:

Lots 25 to 30, inclusive, Block 8,
FISKS BROADWAY ADDITION,
City and County of Denver,
State of Colorado.

EXHIBIT A

1744061.1

EXHIBIT B
TO SPECIAL WARRANTY DEED

(Permitted Exceptions)

Taxes and assessments for the year 2019 and subsequent years, a lien not yet due or payable.

Ordinance No. 20181120, Series of 2018 recorded October 31, 2018 at Reception No. 2018140990.

The following matters disclosed by ALTA/NSPS Land Title Survey dated August 9, 2018, prepared by Manhard Consulting LTD, to wit:

a) Billboards Encroach right of way over the Easterly portion of land as shown.

Rights of tenants, as tenants only, without purchase options or rights of first refusal under unrecorded leases of individual spaces, as listed on the rent roll on file with Stewart Title Guaranty Company.

EXHIBIT B

1744061.1

September 10, 2019

Theresa Lucero, Senior City Planner
Community Planning and Development
City of Denver
201 West Colfax Ave., Dept. 205
Denver, Colorado 80202

**Re: 2655-2671 and 2675-2689 S. Broadway
Denver, Colorado
Lots 25-34, Block 8, Fisk's Broadway Addition
Application for Zone Map Amendment (Rezone))**

Dear Theresa,

The referenced properties total .7173 Acres and contain six single-story buildings totaling approximately 9,800 square feet. The existing buildings are primarily service/sales oriented automotive uses with access from multiple points along both S. Broadway and Yale. The properties are currently zoned U-MX-3 (Urban Neighborhood - Mixed Use - 3)/UO-1 (Adult Use Overlay)/UO-2 (Billboard Use Overlay). The zoning and development history of the properties is unknown.

Given the existing automotive uses and the changing commercial dynamic along S. Broadway and adjacent residential neighborhoods it is believed by our client there is a higher and better use for these properties. Our client is proposing to construct a multi-story mixed-use development that would include ground floor commercial with four stories of residential units above. Development would also include a below grade parking structure with grade level access from adjacent right-of-way to be determined

In August 2018 and again in July 2019 the design team met with City Staff to review the pre-application materials for a proposed Zone Map Amendment for the referenced properties. We discussed existing zoning, proposed redevelopment, and the most effective option for future zoning given the proposed uses described above. Based on these meetings, it is believed that Urban Neighborhood Main Street 5 (U-MS-5) would be the most appropriate designation for the success of this site in context with the surrounding neighborhood. This zoning designation would allow for the ground floor retail and four stories of residential as previously described. Existing overlay zoning designations of UO-1 and UO-2 would remain unchanged.

The site is primarily surrounded by commercially oriented zone districts to the North and East (U-MX-3) and a Mixed-Use Business Zone District (MU-B-2, Englewood) to the South. To the west, is a U-TU-C (Urban Neighborhood – Two Unit - C) Zone District which consists primarily of existing and new residential uses. Most existing residential to the west is single-story with much, if not all, of the new construction consisting of multi-story residences. Many of these new residences are three-story, two-unit configurations.

Consistency with Adopted Plans

The Overland Neighborhood Plan, adopted in April 1993, highlights many land use and zoning recommendations. These recommendations include but are not limited to encouraging commercial and industrial businesses to invest in beautification programs for their own business and also invest in neighborhood clean-up programs (LZ-2) and develop remaining vacant land in a manner that is compatible with the land use character and density of surrounding land uses and existing zoning (LZ-3). We believe our proposed Zone Map Amendment is consistent with these recommendations by allowing for a significant investment in existing commercial property resulting in beautification and infill of vacant land or parking areas deemed compatible with changing character and density along S. Broadway.

Blueprint Denver as a supplement to Comprehensive plan 2040, identifies the property as located within the Urban Neighborhood Context, Community Corridor along a Main Street Arterial (S. Broadway). Developments within community corridors along arterials typically provide a mix of office, commercial, and residential uses which are pedestrian oriented with limited driveways (access points) with high transparency. Street level uses tend to be highly activated with a corresponding level of transparency. Community Corridors typically allow building heights up to five stories. While building heights identified in Blueprint Denver are not intended to set exact maximums or minimums, but rather a general sense of scale. We believe the required step-back to the U-TU-C (Urban Neighborhood – Two Unit - C) Zone District to the east will provide the necessary transitional buffer between these different uses. Please note that the U-TU-C district allows up to three stories.

In addition to consistency with adopted plans noted above, the proposed Zone Map Amendment also allows for consistency with our neighbor across Yale Avenue to the South, The City of Englewood. The City of Englewood Comprehensive Plan, Englewood Forward dated December 2016, identifies the Cushing Pak Neighborhood as a mixed-use transition area that should focus on the following catalytic Activities.

- Enhance the Broadway corridor as a neighborhood edge and amenity by adding more resident serving retail and amenities.
- Change the orientation of buildings to line the streets with parking in rear.
- Encourage larger scale mixed use buildings with housing on the top
- Enhance alleys as a transition to the residential areas, spur economic development, and activate the block.

Uniformity of District Regulations

The proposed Zone Map Amendment to U-MS-5 will result in the uniform application of zone district building form, use and design regulations.

Public Health, Safety & General Welfare

Public welfare and general interest are key to the redevelopment of this site. In our efforts to compile an application for the Zone Map Amendment, we have had various meetings for community outreach. Our team reached out to the registered neighborhood associations and community leaders. This included discussions with the Denver Neighborhood Association, the Inter-Neighborhood Cooperation and the Overland Park Neighborhood Association.

Conversations were had discussing the proposed development and how it will affect their members and adjacent residents. Overall, the support from the community has been generally positive with an understanding that the existing facility needs to be redeveloped.

It should also be noted that the proposed Zone Lot Amendment and subsequently planned project will allow for the consolidation of properties into a single cohesive development. This consolidation will not only allow for the beautification of this gateway to the city, but also allow for the consolidation of vehicular access points to and from S. Broadway. Reduction in vehicular access points will positively impact pedestrian safety.

Additionally, our client has met with Councilman Jolon Clark to discuss the referenced property as well as the community needs along this corridor. He was able to provide background information on the area surrounding the site and offer suggestions regarding the potential redevelopment of this property.

Justifying Circumstances

Per Section 12.4.10.8.A.4. Since the date of approval of the existing Zone District, there has been a change to such a degree that the proposed rezoning is in the public interest. Such change may include: a) Change of changing conditions in a particular area, or in the city generally

The intersection of S. Broadway & Yale represents an area of change or transition beyond that contemplated by the original zoning designation of U-MX-3. As previously noted, redevelopment of residential properties (U-TU-C) to the west have primarily consisted of two-unit three-story residences. This represents an increased density and overall height which is consistent with changes in the immediate area as well as south Broadway from the Gates redevelopment at I-25 & Broadway all the way south to Hampden & I-25. This change in density is not only seen within the adjacent off-Broadway residential districts, but also directly along S. Broadway, as well as the City of Denver in general. Five-story mixed use projects such as the one proposed can be seen stretching from I-25 south to Hampden Avenue in the adjacent City of Englewood. Revitalization along S. Broadway has changed the context from an area previously characterized by parking lots and auto oriented single-story commercial uses transitioning into a vibrant neighborhood taking advantage of transit options and walkability. Both the surrounding commercial and residential areas desire a safer, more accessible streetscape with close proximity of both commercial and residential properties. The safety and wellbeing along S. Broadway call for updated properties that address the changing needs and/or uses of the area.

Proposed Official Map Amendment Consistency with Context

The proposed Zone Lot Amendment does not call for a change to the existing Urban (U) Neighborhood Context. General character, access and block patterns, as well as building placement will remain unchanged. While the change from Mixed Use(MX) to Main Street(MS) does allow for different nuances within the zoning code, both districts are intended to promote the following:

- Safe, active, and pedestrian-scaled, diverse areas through the use of building forms that clearly define and activate the public street edge.

2655-2671 and 2675-2689 S. Broadway
Zone Map Amendment (Rezone)
August 30, 2019

- Enhance the convenience, ease and enjoyment of transit, walking, shopping and public gathering within and around the city's neighborhoods.
- Ensure new development contributes positively to established residential neighborhoods and character, and improves the transition between commercial development and adjacent residential neighborhoods

It should also be noted that with the Urban Neighborhood Context, the Main Street zone districts may also be embedded within a larger commercial shopping center or mixed-use area (which is the case along S. Broadway) to promote a pedestrian-active street front within a larger mixed use or commercial development

As noted above, the redevelopment of the existing property will be an asset to the community surrounding the intersection of S. Broadway & Yale as well as enhance this south entry point or transition from the City of Englewood to the City of Denver. Limited traffic impact enhanced visual interest or beautification, safety and long-term sustainability are just a few of the advantages. The owner's willingness to invest capital resources into a project of this size shows interest in the overall community's future. Given the state of the existing property combined with future gains by the community associated with redevelopment there is clearly justification for rezoning which will allow for a higher density mixed use project.

To bring the further redevelopment to the neighborhood, and to provide the surrounding community with needed retail and residential options, we respectfully request your consideration of our request for a Zone Map Amendment for the referenced properties. Thank you in advance for your consideration. Should you have any questions or require additional information please do not hesitate to contact us as noted below.

Sincerely,
Galloway & Company, Inc.



Zell Cantrell, CRRP
Site Development Project Manager, Senior Associate
ZellCantrell@GallowayUS.com
303-770-8884

PARCEL 1 (APN 0527512021000):

Lots 31 to 34, inclusive, Block 8,

FISKS BROADWAY ADDTION,

City and County of Denver,

State of Colorado

PARCEL 2 (APN 052751202000):

Lots 25 to 30, inclusive, Block 8,

FISKS BROADWAY ADDITION,

City and County of Denver,

State of Colorado



September 19, 2019

To whom it may concern,

The Overland Park Neighborhood Association(OPNA) is writing this letter of support for the rezoning of property within the Overland Park Neighborhood at the northwest corner of the intersection of East Yale Avenue and South Broadway totaling approximately 9,500 proposed by Flywheel Yale, LLC from U-MX-3 to U-MS-5.

On Thursday, May 23, 2019 at 6:30pm, at the regular and public monthly meeting of the Overland Park Neighborhood Association, members of the association heard an in-depth proposal regarding the proposed rezoning and the desired project that would be able to occur with the rezoning. After a discussion by the members, a vote was taken to approve a motion to write a letter of support for rezoning the property from U-MX-3 to U-MS-5 which passed with 14-For, 1-Against, 0-Abstained. Please see our [meeting minutes](#) for additional information.

The neighborhood was very pleased to see the specifics of their proposal include an affordability component restricting (10%) of all housing units constructed on the Property to a maximum affordability of eighty percent (80%) AMI for no less than twenty (20) years, and a tangible plan to increase public transportation use through availability of RTD Passes.

OPNA has entered into a Good Neighborhood Agreement with Flywheel Yale, LLC to memorialize these positive neighborhood aspects, and in addition, further encourages the developers to continue their current active engagement with the neighborhood and especially with immediate neighbors as development proceeds.

We are happy to support this project which offers a substantial benefit in affordability and pedestrian friendly urban design to our neighborhood, and the Denver community at large. Please feel free to contact us with any questions.

Sincerely,

Amy Razzaque and Mara Owen

Co-Presidents of the Overland Park Neighborhood Association

amyrazz37@gmail.com; mkowen18@gmail.com



Thank you for submitting a comment to the Denver Planning Board. Your input will be forwarded to all board members as well as the project manager. For information about the board and upcoming agenda items, visit www.DenverGov.org/planningboard.

Name	Craig Hine
State	Colorado
Email	craig27@gmail.com
Agenda item you are commenting on:	Rezoning
Address of rezoning	2655-2671 and 2675-2689 S. Broadway
Case number	2019I-00130
Would you like to express support for or opposition to the project?	Strong support
Your comment:	I live nearby and am excited to see the continued development of higher density mixed use in the area. I suppose this rezoning and hope the project goes through expeditiously.

This email was sent to planning.board@denvergov.org as a result of a form being completed. [Click here](#) to report unwanted email.