

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>*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):			
Assessor's Parcel Numbers:			
Area in Acres or Square Feet:			
Current Zone District(s):			
PROPOSAL			
Proposed Zone District:			

REVIEW CRITERIA

<p>General Review Criteria: The proposal must comply with all of the general review criteria</p> <p>DZC Sec. 12.4.10.7</p>	<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. 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>Additional Review Criteria for Non-Legislative Rezoning: The proposal must comply with both of the additional review criteria</p> <p>DZC Sec. 12.4.10.8</p>	<p>Justifying Circumstances - One of the following circumstances exists:</p> <input type="checkbox"/> The existing zoning of the land was the result of an error. <input type="checkbox"/> The existing zoning of the land was based on a mistake of fact. <input type="checkbox"/> The existing zoning of the land failed to take into account the constraints on development created by the natural characteristics of the land, including, but not limited to, steep slopes, floodplain, unstable soils, and inadequate drainage. <input 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: a. Changed or changing conditions in a particular area, or in the city generally; or b. A City adopted plan; or c. That the City adopted the Denver Zoning Code and the property retained Former Chapter 59 zoning. <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.

REQUIRED ATTACHMENTS

Please ensure the following required attachments are submitted with this application:

- ☐ Legal Description (required to be attached in Microsoft Word document format)
- ☐ Proof of Ownership Document(s)
- ☐ Review Criteria, as identified above

ADDITIONAL ATTACHMENTS

Please identify any additional attachments provided with this application:

- ☐ Written Authorization to Represent Property Owner(s)
- ☐ 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 OWNERS' 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
ACM Kalamath VII LLC	50 S Kalamath St, Denver, CO 80223 303-984-9800 AKlein@westsideinv.com	100%		6/8/20	B	yes

Last updated: May 24, 2018

 Return completed form to rezoning@denvergov.org

201 W. Colfax Ave., Dept. 205

Denver, CO 80202

 720.661.2674 rezoning.denvergov.org

\$1,100 waiver fee pd 6/11/20 CC

List of Exhibits

- Exhibit A:** Property Legal Description & Survey
- Exhibit B:** Description of Consistency with Adopted City Plans (DZC 12.4.10.13 A, B, & C)
- Exhibit C:** Description of Compliance of Additional Review Criteria (DZC 12.4.10.14 A, B)
- Exhibit D:** Letter of Authorization
- Exhibit E:** Proof of Ownership, Special Warranty Deed
- Exhibit F:** Resolution of Authority
- Exhibit G:** Requested DO-7 Waivers Description and Justification

Exhibit A

(Legal Description of Land)

Parcel One:

Block 13, Lake Archer Subdivision, according to the recorded Plats thereof, EXCEPT that part of Lot 12 in said Block 13, lying South and West of a line extending from a point on the West line of said Lot 12, which is 28.45 feet North of the Southwest corner of said Lot to a point on the South line of said Lot, which is 35.2 feet East of said Southwest corner,
City and County of Denver,
State of Colorado.

Parcel Two:

All of Lot 20, Block 12, Lake Archer Subdivision and that portion of Lots 4 to 6 and 16 to 19, inclusive, Block 12, Lake Archer Subdivision, lying within the following described parcel:

Beginning at the Southeast corner of said Lot 16; thence North, along the East line of said Block 12, 200 feet to the Northeast corner of said Lot 19;
Thence West, along the North line of said Lot 19, 160 feet, to the Northwest corner thereof, said corner being also the Southeast corner of said Lot 5;
Thence North, along the East line of said Lots 5 and 4, 100 feet, to the Northeast corner of said Lot 4;
Thence West, along the North line of said Lot 4, 120 feet;
Thence Southeasterly, along a straight line, 410.4 feet, more or less, to the Point of Beginning,

City and County of Denver,
State of Colorado.

Excepting therefrom any portion of land lying within that public alleyway as dedicated in Resolution No. CR14-0824, Series of 2014, recorded October 22, 2014 at Reception No. 2014128517.

Parcel Three:

That portion of the following described property, lying West of South Santa Fe Drive:

That portion of the SE $\frac{1}{4}$ of the SE $\frac{1}{4}$ of Section 9 and the SW $\frac{1}{4}$ of the SW $\frac{1}{4}$ of Section 10, Township 4 South, Range 68 West of the 6th P.M., described as follows:

Commencing at the NE corner of the SE $\frac{1}{4}$ of the SE $\frac{1}{4}$ of Section 9, Township 4 South, Range 68 West, running thence South on Line of said Section, 206 feet to a point, which is the beginning;
Thence West, parallel with the North line of said SE $\frac{1}{4}$ of said Quarter Section, 510 feet to East line of right of way of the Denver and New Orleans Railroad Co.;
Thence Northwesterly along line of said right of way and parallel with track of said railroad and 50 feet distance from centerline thereof 250 feet, more or less, to a point 30 feet South of North line of SE $\frac{1}{4}$ of said Quarter Section;

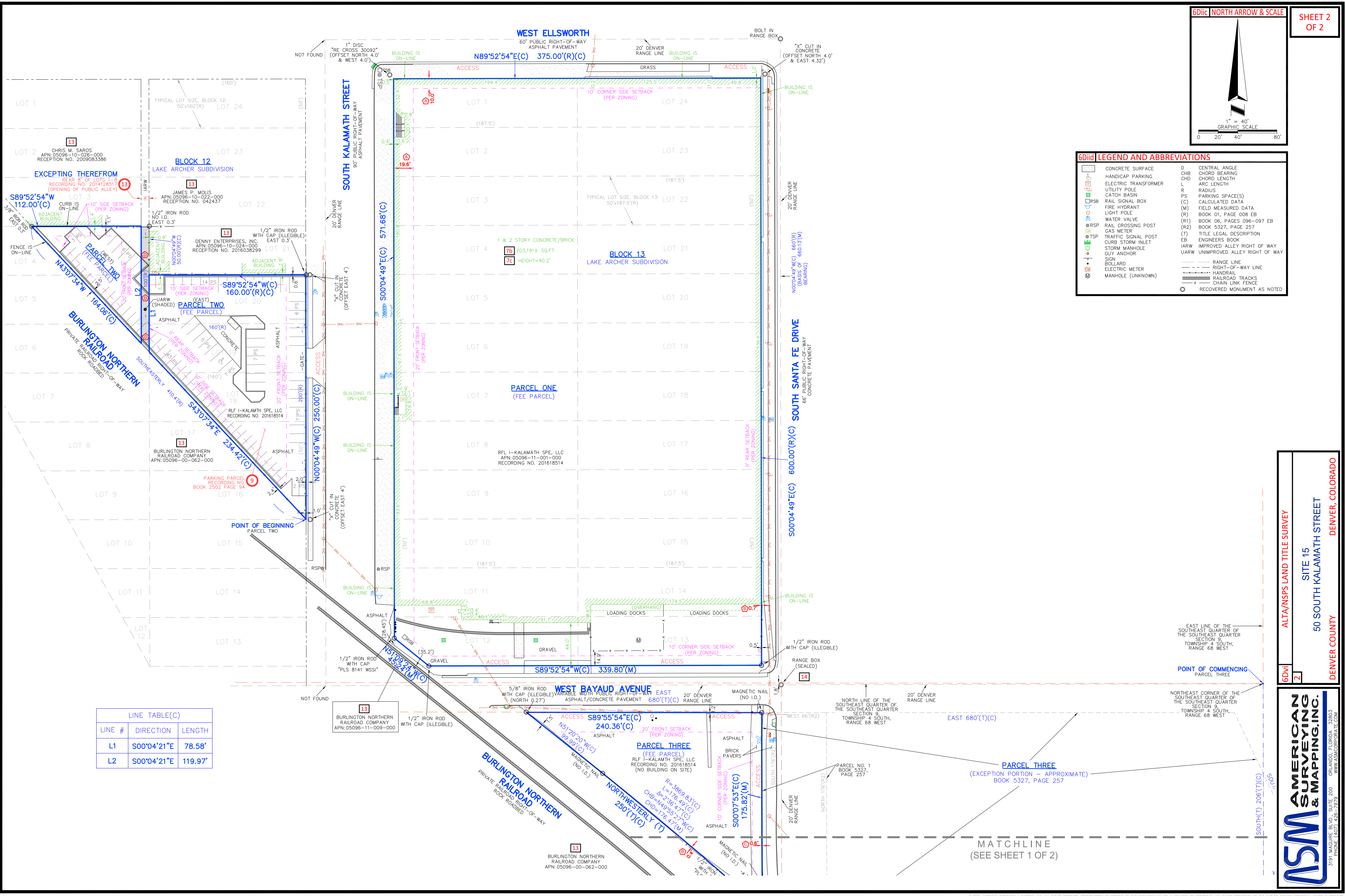
Thence East parallel with said last mentioned line 680 feet, more or less, to West line of right of way of the Denver and Rio Grande Railroad at a point 25 feet from centerline of narrow gauge department of said railroad;

Thence Southeasterly along said line of said right of way, 190 feet, more or less, to a point directly East of Place of Beginning;

Thence West 54 feet to Place of Beginning, EXCEPT that part for Santa Fe Drive described in Instrument recorded November 13, 1939, in Book 5327 at Page 257 as condemned in the City and County of Denver, State of Colorado, and EXCEPT that portion of the above-described property lying East of South Santa Fe Drive,

City and County of Denver,
State of Colorado.

[illegible]



LINE TABLE(C)		
LINE #	DIRECTION	LENGTH
L1	S00°04'21"E	78.58'
L2	S00°04'21"E	119.97'

6DiiC NORTH ARROW & SCALE

6DiiiC LEGEND AND ABBREVIATIONS

CONCRETE SURFACE

HANDICAP PARKING

ELECTRIC TRANSFORMER

UTILITY POLE

CATCH BASIN

RAIL SIGNAL BOX

FIRE HYDRANT

LIGHT POLE

WATER VALVE

RAIL CROSSING POST

GAS METER

TRAFFIC SIGNAL POST

CURB STORM INLET

STORM MANHOLE

GUY ANCHOR

SIGN

BOLLARD

ELECTRIC METER

MANHOLE (UNKNOWN)

CENTRAL ANGLE

CHB CHORD BEARING

CHD CHORD LENGTH

L ARC LENGTH

R RADIUS

PS PARKING SPACE(S)

(C) CALCULATED DATA

(M) FIELD MEASURED DATA

(R) BOOK 01, PAGE 008 EB

(R1) BOOK 06, PAGES 096-097 EB

(R2) BOOK 5327, PAGE 257

(T) TITLE LEGAL DESCRIPTION

EB ENGINEERS BOOK

IARW IMPROVED ALLEY RIGHT OF WAY

UARW UNIMPROVED ALLEY RIGHT OF WAY

— RANGE LINE

- - - RIGHT-OF-WAY LINE

- - - HANDRAIL

RAILROAD TRACKS

x CHAIN LINK FENCE

○ RECOVERED MONUMENT AS NOTED

ALTA/NSPS LAND TITLE SURVEY

SITE 15

50 SOUTH KALAMATH STREET

DENVER, COLORADO

AMERICAN SURVEYING & MAPPING, INC.

ORLANDO, FLORIDA 32803

3191 MAGUIRE BLVD., SUITE 200

PHONE (407) 426-7979

WWW.ASMCORPORATE.COM

Exhibit B

Statement of Compliance with General Review Criteria (DZC 12.4.10.7 A)

This application proposes to rezone the approximately 6.444-acres located at 50 S. Kalamath Street, 39 S. Kalamath Street, 101 S. Santa Fe Drive, and 10 S. Lipan St, Denver, CO 80223 (the “Property”) from I-A UO-2 & I-B UO-2 to I-MX-5, UO-2, and DO-7 with waivers. After multiple discussion with CPD, Owner was informed on October 25, 2019, they would be subject to the LDR process due to some of the complexities with the Property. The Owner desires to facilitate mixed used development of the Property and improve the public realm consistent with the recommendations in the adopted plans, as further described below.

The Property is in the Baker Neighborhood and consists of four parcels southwest of Ellsworth Avenue and Santa Fe Drive (see attached Exhibit B-1 and B-2). The Property is centrally located in Denver; With north and south access points to I-25 within 0.25 miles of the Property, Santa Fe Drive and Kalamath Street both immediately adjacent to the property, and 6th Avenue roughly 0.5 miles to the north, all shown in Exhibit B-1. The Property is also a 0.8 mile walk to the Alameda Light Rail Station and a 1.5 mile walk to the 10th and Osage Station. Pedestrians heading to the stations have continuous sidewalk access from the Bayaud and Santa Fe intersection to Alameda, then east to Cherokee, then south down to Alameda Station. To get to the 10th and Osage Station Pedestrians can easily walk north on Santa Fe or Kalamath up to 10th Street, then head West to the Station-all on continuous sidewalks. The Property is also next to multiple existing bike paths and shared lanes as outlined in Exhibit B-3. While no bike lanes currently exist adjacent to the Property, bikers can easily ride south down Kalamath St 0.25 miles to link up to the Alameda Bike Path and ride 550 ft west to connect with the Platte River Trail, or Ride 0.33 east down Bayaud to link up with the Cherokee Street Bike Path, which connects to the Alameda Station 1 mile to the south. Pedestrians can also walk 0.2 miles east down Bayaud Ave to the Cherokee St and Bayaud Ave bus stop which serves Bus Lines 1, PLFX, and 52.

The most recent Baker Small Area Plan (BSAP) was adopted over 17 years ago in February 2003. The BSAP identifies the area as strictly industrial and does not support residential uses. However, since the publication of BSAP, the area surrounding the Property has transformed from one with predominantly industrial uses to one with more residential, commercial, and a mix of uses and more recent plans identify the Property within an area of change. This transformation started with the RTD FasTracks program, which broke ground in 2004, and has greatly expanded public transit in the vicinity of the Property. Specifically, the program expanded Alameda Station which went from only connecting to the H line in 2003, to having connections to the H, C, E, D, and F Lines in 2006. These additions sparked redevelopment around the Gates Rubber Factory redevelopment, near the Broadway Light Rail Station, which turned acres of industrial into mixed use development over the past decade. In 2004, the Denver Design District opened, and these developments prompted a number of changes in the west Baker neighborhood. More recent area plans, such as the Alameda Station Area Plan (2009) and Blueprint Denver (2019) now call for this area to be an Innovation/Flex zone that includes mixed-use developments and supports residential uses that can take advantage of the greatly improved public transit system. Recently, redevelopment has surged surrounding the Alameda LRT Station with the Alameda Station Apartments (2013) 0.30 miles from the Property, Denizen Apartments (2015) 0.50 miles from the Property, and most recently the former K-Mart site at Broadway Market Place has been torn down and a 7-story, 342-unit apartment community is currently under construction, 0.40 miles from the Property. These are all outlined in Exhibit B-1.

The previous user of the site, GART sports which was later acquired by Sports Authority, was leasing the existing 213,000 square foot warehouse. Sports Authority filed chapter 7 bankruptcy and vacated the Property in April 2016. Although the Property has been heavily marketed by brokers specializing in industrial space, and despite strong industrial demand in Central Denver, the warehouse has remained vacant for more than four years now. The building has been deemed obsolete for its current industrial use. Redevelopment is required to prevent the Property from becoming dilapidated blight. The Owner is proposing to rezone the property to allow for a redevelopment that is consistent with the more recently published area and city plans.

The requested zone map amendment request will rezone the Property to the I-MX-5 Zone District while keeping the existing UO-2 Use Overlay District and also adding the DO-7 design overlay with waivers. This would allow the development of a mix of commercial and/or residential buildings up to five stories. As described in the Denver Zoning Code, the Industrial Mixed-Use districts are intended to provide a transition between mixed use areas and I-A or I-B Industrial Districts, by accommodating a variety of industrial, commercial, civic, and residential uses (DZC 9.1-3). The Property is within one block of I-A; I-B; I-MX-3; I-MX-5, and C-RX-5 zone areas. The rezoning will also “create diverse housing options within the Core Station Area supported by a strong market for residential development along transit line” (*Alameda Station Area Plan P. 8*)

Review Criterion (DZC 12.4.10.7 A) The proposed official map amendment is consistent with the City’s adopted plans.

The Owner recognizes that there are inconsistencies across the various plans that apply to the Property. This is the result of the age of the most recent small area plan and the significant changes that have occurred in Denver and specifically around the Alameda Station Area. The proposed map zoning amendment is consistent with portions of the following adopted plans. The order of the plans is not chronological, but from most general to most specific. The mixed chronology contributes to many of the inconsistencies across the plans:

- Comprehensive plan 2040 (adopted April 22, 2019)
- Blueprint Denver (adopted April 22, 2019)
- Baker Neighborhood Plan (adopted February 2003)
- Alameda Station Area Plan (adopted April 20, 2009)

1. The proposed map amendment is consistent with many objectives of the *Comprehensive Plan 2040* including:

Denver’s Comprehensive Plan 2040 (Comp Plan) outlines the present and future high-level opportunities, challenges, and goals for our City. The Comp Plan acknowledges recent improvements to public transit and infrastructure, new technology, changing market conditions, and perhaps above all; a drastic increase in population. To accommodate these, one of the major themes in the Comp Plan is to support more equitable development by focusing smart growth in areas of change. More detailed information regarding this, and verbiage from the *Comprehensive Plan 2040* is below.

“In 2040, Denver is an equitable, inclusive community with a high quality of life for all residents, regardless of income level, race, ethnicity, gender, ability or age.

- Goal 1 Ensure all Denver residents have safe, convenient and affordable access to basic services and a variety of amenities.
 - Strategy A – Increase development of housing units close to transit and mixed-use developments.
 - Strategy C – Improve equitable access to resources that improve quality of life, including cultural and natural amenities, health care, education, parks, recreation, nutritious food and the arts” (Page 28)
- “Goal 2 Support housing as a continuum to serve residents across a range of incomes, ages and needs.
 - Strategy A - Create a greater mix of housing options in every neighborhood for all individuals and families.
 - Strategy C – Foster communities of opportunity by aligning housing strategies and investments to improve economic mobility and access to transit and services.” (Page 28)

The neighboring amenities provide the Property, and its future residents, immediate access to nearly every type of amenity. Within walking distance of the Property lies; the Alameda Light Rail Station (0.8 mile walk), the 10th and Osage Light Rail Station (1.5 mile walk), Safeway Grocery Store (0.8 mile walk), King Soopers Grocery Store (1.5 mile walk), Denver’s La Familia Recreation Center (0.3 mile walk), Dailey Park (0.3 mile walk), Washington Park (1.8 mile walk), the South Platte River Trail (0.4 mile walk), Denver Health Hospital (1.0 mile walk) and many more. The area surrounding the station has both areas of stability and areas of change. The rezoning will support a diverse mix of uses including residential, retail and office that will support the surrounding services and amenities as well as diversify the land uses in an area of change. Baker is identified as an area that already has diverse housing options and is less vulnerable to displacement. Redevelopment of an obsolete industrial warehouse will increase the diversity of the land uses in the area and create opportunities to improve the public realm..

Additionally, the Developer will be signing an Affordable Housing Agreement which will require that 10% of the residential units on the Property will be income restricted units (IRU’s). At least 25% of these IRUs will contain two bedrooms and at least 25% will contain three bedrooms. At least 25% of the IRUs will be affordable to 60% AMI with the rest being affordable to 80% AMI. This will create a greater mix of incomes within the community and provide affordable housing for families and at an affordability level that will support household incomes common among nurses at Denver Health, teachers and first responders along with market rate housing.

“In 2040, Denver’s neighborhoods are complete, unique, and reflective of our city’s diverse history.

- Goal 1 Create a city of complete neighborhoods.
 - Strategy A- Build a network of well-connected, vibrant, mixed-use centers and corridors.
 - Strategy B – Ensure neighborhoods offer a mix of housing types and services for a diverse population.
 - Strategy C - Ensure neighborhoods are safe, accessible and well-connected for all modes.
 - Strategy D - Encourage quality infill development that is consistent with the surrounding neighborhood and offers opportunities for increased amenities” (Page 34)
- “Goal 2 Enhance Denver’s neighborhoods through high-quality urban design.
 - Strategy D – Use urban design to contribute to economic viability, public health, safety, environmental well-being, neighborhood culture, and quality of life” (Page 34)

- “Goal 4 Ensure every neighborhood is economically strong and dynamic.
 - Strategy A – Grow and support neighborhood serving businesses” (Page 35)

Baker, with its rich history and existing amenities, is one of Denver’s oldest and most complete neighborhoods, and the western corridor along Santa Fe Dr and Kalamath St is vastly underused. The neighborhood residents recognize the need for more housing options in the area transitioning between residential and industrial land uses and support the rezoning of the property to an I-MX, OU-2, and DO-7 with waivers zone. The DO-7 is critical addition to the rezoning in order to achieve , the current blighted warehouse creates The Property provides for an opportunity to add a diverse product type that a wider variety of residents can afford in this neighborhood, while also adding retail and office space, which would in turn bring more services, amenities and jobs to the surrounding area.

“In 2040, Denver is connected by safe, high-quality, multimodal transportation options.

- Goal 1 Deliver a multimodal network that encourages more trips by walking, rolling, biking and transit.
 - Strategy C -Measure roadway capacity by person trips, rather than auto trips, and prioritize projects and programs that achieve the most efficient levels of moving people.” (Page 40)
- “Goal 2 Provide a safe transportation system that serves all users.
 - Strategy B – Build streets that are safe for everyone, especially for the most vulnerable, including the elderly, those with disabilities and children.” (Page 40)
- “Goal 3 Maximize the public right-of way to create great places.
 - Create streets to foster economic activity, contribute to great urban design and accommodate green infrastructure, including street trees.” (Page 40)
- “Goal 4 Create an equitable and connected multimodal network that improves access to opportunity and services.
 - Strategy B – Use the multimodal network to connect vulnerable populations to employment, education, parks and health services.” (Page 41)
- “Goal 6 Strengthen multimodal connections in mixed-use centers and focus growth near transit.
 - Strategy B – Promote transit-oriented development and encourage higher density development and encourage higher density development, including affordable housing, near transit to support ridership.” (Page 42)

The Property is already located near safe, high-quality, multimodal transportation options and would allow a rezone would enable the ever-growing population to take advantage of Denver’s existing public amenities rather than pushing residents further outside city limits into areas that are in need of huge public investment. Alameda, Santa Fe, Kalamath and I-25 provide important vehicular connections north, south, east and west of the Property. Bayaud is identified as a critical east-west bicycle connection. Redevelopment of this property will put additional population density along this multimodal connection and will improve the bicycle environment bordering Bayaud from a vacant industrial building’s loading dock to a residential development with and active ground floor and open space bordering Bayaud. Redevelopment of the Property with the DO-7 with Waivers overlay would create an additional 7’ setback,

residential entrances and stoops along with retail, and street level active uses to create a better, more active pedestrian environment.

“Denver and the Region

- Goal 1 Be a regional leader in smart growth.
 - Strategy A – Demonstrate the benefits of compact, mixed-use development for the region.” (Page 64)
- “Goal 2 Embrace Denver’s role as the center of regional growth.
 - Strategy A – Direct significant growth to regional centers and community centers and corridors with strong transit connections.” (Page 64)
- “Goal 3 Capitalize on Denver’s role as a transportation hub and enhance connections to the region and beyond.
 - Strategy A – Leverage the regional investment in RTD’s FasTracks program to develop a network of transit-oriented centers at rail stations.” (Page 64)

The Proposed I-MX-5, OU-2, and DO-7 with waivers zone district would enable a mix of uses including residential, office and retail development on a site that is currently an obsolete, windowless industrial building. Additionally, it would promote compact, mixed-use development in an area surrounded by existing transportation, transit, park and recreation center infrastructure in close proximity to the Property. The proposed amendment will allow for redevelopment of an underutilized and vacant property that serves no benefit to the neighboring community. In addition, the Property is currently 100% impervious surfaces including the building itself and surface parking lots on the Property. The rezoning will necessitate 10% open space and any new buildings on the site will be subject to the City’s current Green Buildings Ordinance. This rezoning would enable the development of a compact, mixed-use, pedestrian-oriented development in an appropriate location, making it consistent with *Denver’s Comprehensive Plan 2040* and its goals.

2. The proposed map amendment is consistent with the objectives of Blueprint Denver (April 2019) including:

In order to accommodate the changes and achieve the goals outlined in the *Comprehensive Plan 2040*, the City has also updated the *Blueprint Denver Plan*. This plan dives further into the details of how we can achieve equity and practice smart growth. It identifies areas of change within the City that should adapt in order to make efficient use of the new infrastructure the City has create and in order to accommodate the city’s significant growth. *Blueprint Denver* outlines a Growth Strategy to accommodate these changes which categorizes the Property into a districts area. Districts across Denver are anticipated to see a 5% increase in housing growth and a 15% increase in job growth by 2040. A rezone to I-MX-5, OU-2, and DO-7 with waivers would add office and residential as potential uses to the Property, thus helping to achieve these goals.

Measuring Equity

Blueprint Denver calls for three equity concepts that should guide future planning and implementation. Each equity concept includes a measurement that is mapped geographically across the city to understand disparities and patterns between neighborhoods. The three different concepts include; access to

opportunity, vulnerability to displacement, and housing and jobs diversity. These three concepts in relation to the Property are discussed in greater detail below and a greater breakdown of the Property's measurements in these areas is included as Exhibit B-5.

Access to Opportunity

Blueprint Denver measures access to opportunity on a scale of 1 to 5 with 1 having less access and 5 have more access to opportunity. The Property's area scores a 3 on this scale, having moderate access to opportunity. The indicators in which the Property scores a 4 or 5 on the opportunity scale are: social determinants to health, access to healthcare, life expectancy, and access to centers and corridors. The indicators in which the Property scores a 1, 2, or 3 on the scale are built Environment, child obesity, and access to transit. All of these scores are based on the Property's proximity to existing amenities. By adding the mix of uses allowed in the I-MX zoning, next to these existing amenities, the access to opportunity should increase in nearly every category and provide more Denver residents and employees with access to existing infrastructure.

Vulnerability to Displacement

Blueprint Denver measures vulnerability to displacement on a scale of 0-3 with 0 being less vulnerable and 3 being more vulnerable to displacement. The Property's area scores a 1 on this scale, being slightly vulnerable to displacement. The indicators in this measurement include, % of population with less than a college degree, percent of renter occupied units, and median household income. The Property scores a 1 (slightly vulnerable) based on the percentage of renter-occupied units in the area and a 0 (not vulnerable) in the other two indicators.

Baker currently has a diverse housing stock covering a wide range of price points. The developer has voluntarily negotiated an affordable housing agreement requiring 10% of all residential units to be IRUs with a high number of 2-bedroom and 3-bedroom units and a range of incomes (60 – 80% AMI). This represents at least 5 x the number of affordable units that would be required under the Linkage Fee Ordinance (Ordinance No. 20160625) Build Alternative (<2%) and commits to lower target AMI levels and larger units than required under the Ordinance. Hence any residential development would be affordable to a wider range of incomes supporting the Blueprint Denver equity goals and encouraging a more diverse neighborhood.

Housing and Jobs Diversity

Blueprint Denver measures housing diversity on a scale of 0 to 5 with 0 being less diverse and 5 being more diverse. The Property's area scores a 3 on this scale, having moderately diverse housing. This score is obtained by looking at 5 indicators, each receiving a 0 or 1 and then adding up the total score at the end. The indicators are; missing middle house (0), diversity of bedroom count (1), owners compared to renters (1), housing costs (0), and income restricted units (1).

In order to improve this, Developer will be signing an affordable housing agreement which will require that 10% of the residential units on the Property will be income restricted units (IRU's). At least 25% of these IRUs will contain two bedrooms and at least 25% will contain three bedrooms. At least 25% of the IRUs will be affordable to 60% AMI with the rest being affordable to 80% AMI. This will create a greater mix of incomes for any residential development on the Property and will add to the neighborhood's housing diversity, encouraging a more diverse neighborhood.

“The vision for an inclusive city means the growing disparities between neighborhoods are reversed and all Denver residents have access to their daily needs and a healthy quality of life. The proximity of an amenity (including quality jobs, schools, parks, health care services and healthy food), the affordability of that amenity, and the safety and ease of access to that amenity are important elements of access to opportunity. Equitable access to opportunity strengthens our collective prosperity and improves outcomes for all...In areas with high access to opportunity, it is important to increase the range of affordable housing options so that residents of all income levels can live in these neighborhoods.” (Page 32)

The Property exists within a well-established neighborhood complete with high-quality existing amenities such as: the Alameda Light Rail Station (0.5 miles), the 10th and Osage Light Rail Station (1 mile), Safeway Grocery Store (0.55 miles), King Soopers Grocery Store (1.5 miles), Denver’s La Familia Recreation Center (0.25 miles), Dailey Park (0.25 miles), Washington Park (1.5 miles), the South Platte River Trail (0.4 miles), Denver Health Hospital (0.75 miles) and many more. A rezone to I-MX-5, OU-2, and DO-7 with waivers would allow for multi-family residential development that would increase the diversity of housing options in the neighborhood and increase the amount of Denver residents that would have access to these existing amenities.

Since the Property currently holds a vacant warehouse that has not been used since 2006, there will be no displaced persons or companies from redevelopment of the Property. Additionally, since the Developer will be signing an affordable housing agreement, any potential residential units constructed on the Property will welcome in a wider range of incomes that may currently struggle to find affordable housing options in the neighborhood.

Recommendations – Land Use and Built Form: General, Policy 2

“Many areas of the city, often near transit, allow for greater density than what is being built. While the city plans and entitles certain areas to take on more growth, private development often does not take full advantage of those entitlements. Fulfilling the community vision for vibrant and walkable neighborhoods—as well as ensuring Denver can accommodate growth in areas where it is most appropriate—depends on maximizing development opportunities” (Page 72)

This background information is provided to help understand one of the underlying policies in Blueprint Denver to “incentivize or require efficient development of land, especially in transit-rich area” (Page 72). One of the strategy’s listed to achieve this policy is to “Allow increased density in exchange for desired outcomes, such as affordable housing, especially in transit rich area” (Page 72). The rezoning of the Property to I-MX-5, OU-2, and DO-7 with waivers would achieve this by adding residential as a possible use to the Property, which is within a 10 minute walk of the Alameda Station, and a 5 minute walk to the Cherokee St and Bayaud Ave Bus Stop which serves Bus Lines 1, PLFX, and 52.

Recommendations – Land Use and Built Form: General, Policy 9

“Promote coordinated development on large infill sites to ensure new development integrates with its surroundings and provides appropriate community benefits.” (Page 78)

Blueprint Denver continues by adding background on this policy by stating; “Denver has several large infill sites with underutilized land. These sites may be vacant or contain institutional campuses like hospitals and schools, suburban style shopping areas or industrial businesses or large open spaces that are vacant. They are a range of sizes, usually 5 acres and greater. Some of these sites also lack an adopted

neighborhood plan to support integration with the area's pattern of streets, blocks or open space if the site redevelops (Page 78). The Property fits the description of one of these underutilized, large infill sites that is not meeting its highest and best potential. A rezone to I-MX-5, OU-2, and DO-7 with waivers would enable redevelopment of the site and introduce new potential uses, such as residential and office with affordable housing and design guidelines, that would help achieve this goal of *Blueprint Denver*.

Complete Neighborhoods and Networks

"Planning and implementing a system of complete neighborhoods connected by a complete multimodal transportation network is critical to achieving *Blueprint Denver's* vision." (Page 127)

Blueprint Denver outlines the tools available to achieve this vision, specifically rezoning. "When a new zone district is proposed for a site, the neighborhood contexts map and description should be used to guide which zone districts are appropriate. The mapping of neighborhood context is at the citywide scale, so the boundaries of the contexts may be interpreted with limited flexibility if the request furthers the goals of *Blueprint Denver* and is consistent with the overall intent of the neighborhood contexts maps (Page 66). The neighborhood context map labels the Property as being in a District, and then more specifically in an Innovation/Flex District. A rezone the I-MX-5, OU-2, and DO-7 with waivers would support the neighborhood context map by allowing all uses outlined in the Innovation/Flex description "Assembly facilities, labs, small logistics, and warehousing, local food catering, tech firms, value manufacturing and related office uses are found in these areas. Residential uses are also compatible. Multi-tenant buildings are common" (Page 151). The current I-A and I-B zoning only allows a few of these uses, and it is time for the zoning to be updated to *Blueprint Denver's* current vision and a I-MX zoning would allow for all of these.

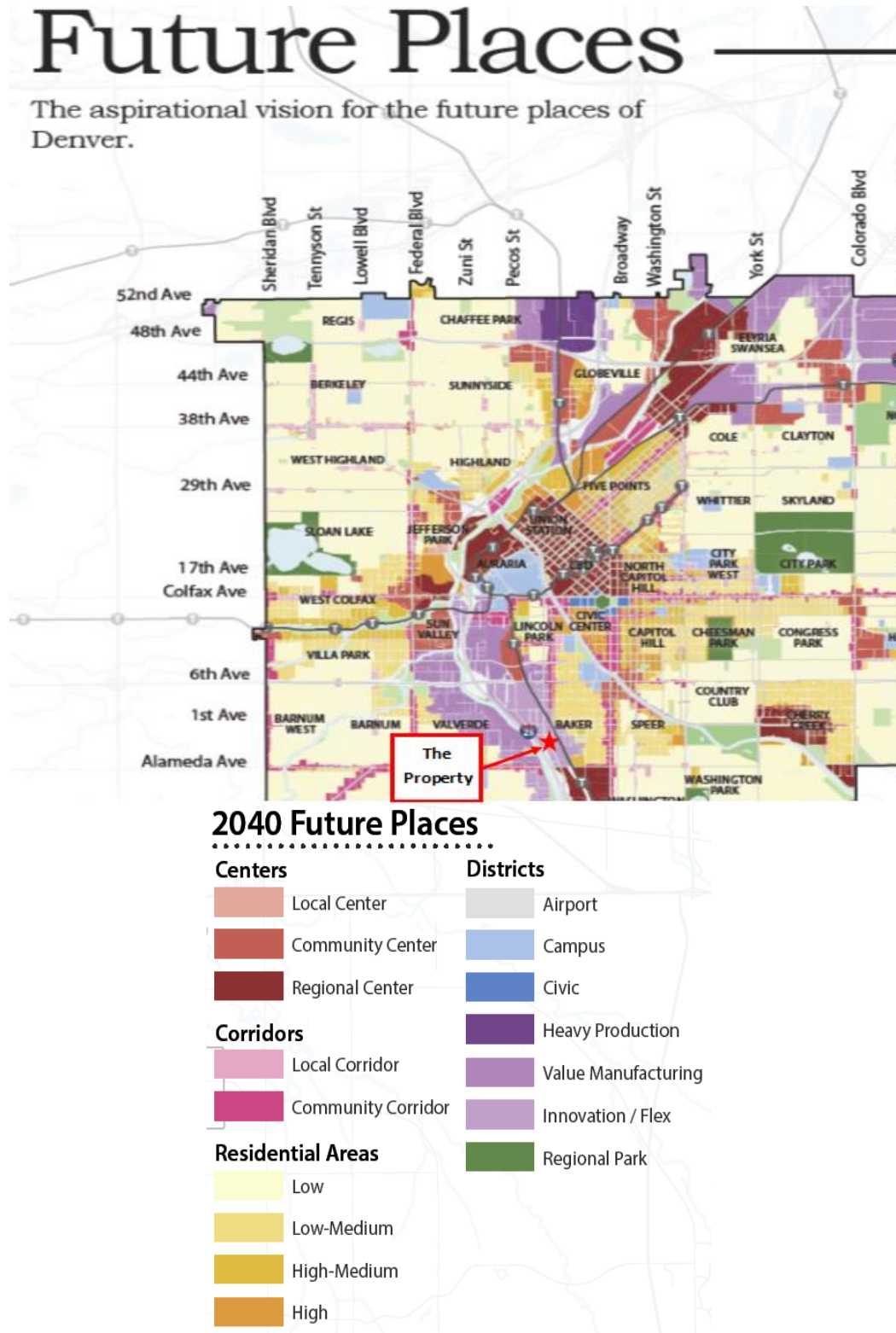
"Complete neighborhoods have three individual elements – land use and built form, mobility and quality-of life-infrastructure – that are interrelated and take different forms across the city through different places, street types and neighborhood contexts. These complete neighborhoods should be connected by a complete multimodal transportation network with more choices to get to our jobs, schools, homes and leisure activities. Building out complete networks for all modes-pedestrians, bicycle, transit, autos and good movement – is essential to moving more people on our streets" (Page 127)

Innovation/Flex Type District

"Innovation/Flex - Assembly facilities, labs, small logistics and warehousing, local food catering, tech firms, value manufacturing and related offices uses are found in these areas. **Residential uses are compatible. Multi-tenant buildings are common. Buildings should orient to the street and contain pedestrian-friendly features.** Building scale varies greatly. Streets in these areas are typically on the standard grid system with on-street parking and multi-modal access. A range of parks and outdoor spaces may occur, depending on context. Street trees are found and green infrastructure occur in a variety of forms." (Page 285)

Blueprint outlines multiple different type districts stating that "Some districts are well established places while others are dynamic in nature with significant changes expected over the next 20 years" (Page 280). The Property, and its surrounding area, fall into the second category as Blueprint is looking at this area traditionally occupied by industrial uses, and envisioning a significant change that will include; assembly facilities, labs, small logistics and warehousing, local food catering, tech firms, value manufacturing, related office, and specifically multi-tenant residential. The I-MX-5, OU-2, and DO-7 with waivers zoning will allow for all of these uses, and a change to the obsolete industrial use at the Property will be a great start to the significant change planned for in Blueprint. The map of Blueprint's "Future Places" vision is

shown on the next page. It shows the Property, and its surrounding area, in the Innovation/Flex district, demonstrating that Blueprint Denver recognizes this as an area of change from its existing industrial presence.



The above map is showing the Property under the “Innovation/Flex” Label

Manufacturing Districts

“Innovation/flex districts are an ideal location for businesses that need to mix research/design, manufacturing and logistics with an area that has more urban amenities, a greater mix of uses and strong transit connections. An increasing number of “craft” manufacturers — creating products serving local and global markets — have emerged in various Denver neighborhoods over the past decade. These manufacturers are attracted to Denver due to three primary characteristics: entrepreneurial spirit, innovation and design approaches, and an opportunity to combine technology in the manufacturing process. Due to the innovative nature of the businesses, reduced intensity of use and the desire to create more vibrant urban places in these districts, **multi-unit residential is compatible.**” (Page 284)

Blueprint Denver adopted in 2019 changed the Property’s and surrounding area’s long-term vision by placing it in an Innovation/Flex type district and noting that the Property is in an area of change. This is due to the changing demographics in the area that started with the redevelopment of the Gates Rubber Factory to the south and has trended north. The industrial market has moved away from this area because of obsolete building stock and access issues and has focused on the northeast Denver/Airport sector. This shift has caused buildings, like the Property, to fall vacant and become blighted. The building itself impairs the urban design and walkability of the area, lacking windows, building articulation and any at-grade activity other than loading and unloading trucks. With its location, within walking distance of two RTD Light Rail Stations and adjacent to Interstate 25, the current market in this sector calls for residential, office, light industrial, and retail as outlined in the Innovation/Flex District definition. All of these uses are permitted within the I-MX-5, OU-2, and DO-7 with waivers zoning. Additionally, *Blueprint Denver* outlines a Growth Strategy to accommodate these changes which categorizes the Property into a districts area. Districts across Denver are anticipated to see a 5% increase in housing growth and a 15% increase in job growth by 2040. A rezone to I-MX-5, OU-2, and DO-7 with waivers would add office and residential as potential uses to the Property, thus helping to achieve these goals.

It is also important to look at the existing area of the Property, and how renovation can better complement the surrounding context. When looking at the Property, one feature which stands out is the amount of frontage it sees on two major arterials, Santa Fe Drive and Kalamath Street. Blueprint Denver labels these streets as “Industrial Arterials”. According to Blueprint Denver “Industrial streets are characterized by manufacturing but may contain other uses. Buildings are generally low-rise and may be set back to accommodate site specific needs. Adequate sidewalk space is provided, but driveway access is provided more frequently and streets may be wider to accommodate the movement of goods. Street trees within a lawn or stormwater planting area is used to separate people walking or rolling from vehicles and freight traffic. Green infrastructure is helpful to reduce pollutants” (Page 160). The current building on the Property has practically no set back along Santa Fe, Kalamath, or Ellsworth, and has a loading dock off Bayaud, none of which are ideal for pedestrian traffic. Redevelopment of the Property would increase setbacks, increase open space on the site from 0% to over 10%, and in general provide for a much safer pedestrian experience, as called for in Blueprint Denver.

3. The proposed map amendment is consistent with the objectives of Baker Neighborhood Plan (February 2003) including:

Similar to the previous Blueprint Denver plan from the early 2000's, the Baker Neighborhood plan from 2003 shows the Property being located in an industrial district. We understand that this is conflict with the recently published Comprehensive Plan 2040, Blueprint (2019), and Alameda Station Area Plan outlined below. We believe these more recent plans acknowledge there has been significant change in the area since 2003, and all outline paths to accommodate these changes and take advantage of the significant infrastructure investment in FasTracks. Additionally, in a Community Meeting held on February 5th, 2020, Steve Harley, the chairman of the Baker Zoning Committee, noted that during the neighborhood planning process, industrial owners did not want mixed use development because they were concerned about residential uses causing graffiti. Neighboring residents supported residential uses in the west of the RTD line, but as a compromise, agreed to label this sector as strictly industrial. At our neighborhood meeting, everyone in attendance, including neighboring commercial owners and residents, supported residential uses at the Property and west of the RTD line in general. As further support, we received the attached letter from the Baker RNO (Exhibit B-4) which "supports the rezoning of the parcels known as 50 S. Kalamath St. (former Sports Authority warehouse and adjacent parcels) to I-MX from the current I-A and I-B zone districts"(Baker RNO Letter 11/1/19). We understand the Baker RNO does not represent the entire community, and we look forward to hosting, in conjunction with the City, a community meeting that may reach more community stakeholders.

4. The Proposed map amendment is consistent with the objective of the Alameda Station Area Plan (April 2009) including:

In reading the Alameda Station Area Plan (ASP), we recognized a few common themes throughout the plan which include;

- Changes from the FasTracks program-the entire purpose of the ASP was in response to the opportunities created by the significant investment in public transit and taking advantage of these opportunities.
- Focus on land use and urban design – in order to take advantage of these opportunities, we must look at the area surrounding the new infrastructure and reimagine the highest and best uses for these sites.
- Respond to changing market conditions - with the significantly increased transit infrastructure, the City recognized there would be a change in demand, and they wanted to put in place a more up to date plan that could accommodate that change.
- Utilize zoning to accomplish plan goals – in order to accomplish these new goals, the City recognized zoning as a tool to change the long-term environment of the area to one that is more transit oriented.

More detailed information and language from the ASP supporting this theme is included below.

Chapter 1: Introduction

The ASP was published in April 2009, more than six years after the Baker Neighborhood Plan. The ASP study area overlapped with many areas described in the Baker Neighborhood Plan above. The reason a new area plan was required just six years after the adoption of a previous plan was because the area had undergone significant changes, FasTracks had invested in transportation and transit infrastructure and these changes called for different land planning and zoning techniques. The ASP describes this as the first sentence of the entire plan reads: "The planning, design, construction and opening of the expanded FasTracks transit corridors area source of pride and excitement for neighborhoods and businesses in Denver. Opportunities for changes to land use, design and mobility exist at each new station in Denver"

(Page 2). It goes on to state that specifically “The Entire Alameda Station Planning Area consists of a 1/2 mile radius surrounding the Alameda Station located at approximately Cherokee Street and Alaska Place” (Page 2). The southern portion of the Property is located 1/2 mile away from the Alameda Station. After the FasTracks program was opened in 2006, Denver wanted to capitalize on all of the infrastructure it just created so it commissioned a study. “To Identify, leverage, and maximize TOD (transportation-oriented development) opportunities, the city commissioned a TOD Economic Analysis and Market Study. The primary goal of the TOD Economic Analysis and Market Study was to provide the city with an assessment of TOD potential at the regional, corridor, and station area levels through the analysis of short- and long-term demand (e.g. demand in 2015 and 2030). Conducted in coordination with station area planning efforts, the market study helped to better align station plans with market realities and dynamics. The overall objectives of the TOD Economic Analysis and Market Study were to forge a better understanding of the economic context in which the city may plan for TOD, and to develop specific recommendations regarding the amount, type, mix, and intensity of uses appropriate for selected station areas” (Page 5).

The ASP continues – “The study established a few key projections and findings which provide a framework for economic opportunities in Denver:

- The build-out of FasTracks will create a comprehensive transit system and should place the region in a better competitive position to attract new growth compared to other regions without full transit-systems
- The region should experience relatively high rates of household and employment growth in the next 20 years
- There is a demonstrated market interest in higher- intensity development
- The City and County of Denver has taken a proactive role in planning for transit and other transit-supportive public policies
- Current development activity near existing transit stations in the region far exceeds DRCOG growth projections
- Station areas are attracting (capturing) new development at a rate of 25%-40% depending on the development type (residential, retail, or office)” (Page 5)

With the TOD Economic Analysis and Market Study in hand, the intended purpose of the study was to provide for “**Reinvestment Guidance:** The plan guides public and private decision-making and investment in the coming years as it relates to land use, urban design, mobility, and infrastructure within the Planning Area. The plan will evolve and adapt to changing demographics and market demands. [and] **Zoning Amendments:** The plan establishes the desired form, use and context of the Core Station Area in order to inform changes to the zoning code and existing zoning of sites” (Page 6).

Chapter 2: Vision

The ASP then recognized some of the challenges obstacles of implementing the plan. A few challenges relate to the Property in:

- “Significant physical barriers (South Platte River, Santa Fe/Kalamath, I-25, heavy rail lines and light rail lines) disconnecting the west side of the station area...
- Close proximity of stable neighborhoods will require development in the Core Station Area that is compatible as well as transition zones and special edge treatments that promote unity
- Limited incentives to affordable housing...
- Existing B-4 and industrial zoning does not allow a mix of transit-supportive uses or promote development forms that are predictable and pedestrian-oriented” (Page 9).

The ASP recognizes that industrial zoning does not promote transit-supportive uses or development forms. Per the Denver Zoning Code, the I-MX zone is specifically designed for the following purposes: a...to develop in a pedestrian-oriented pattern, with buildings built up to the street and an active Street Level. b. The Industrial Mixed Use districts are also intended to provide a transition between mixed use areas and I-A or I-B Industrial Districts. The Property is located in the “west side” of the station area and, as mentioned before, its current form does not promote a pedestrian friendly environment. In addition, it is located on the edge of multiple other zone districts including I-A, I-B, I-MX-3, I-MX-5 and U-RH-2.5. A rezoning of the Property to I-MX-5, OU-2, and DO-7 with waivers will enable a redevelopment of the building and start a progression forward to overcome some of the physical obstacles identified above. As part of the redevelopment, the Developer will work with the City’s DOTI department to address the “significant physical barriers” previously mentioned by improving the pedestrian and bicycle environment.

The next section of the ASP outlines the ASP Objectives, which include Place Making, Rich Mix of Choices, and Location Efficiency: These three items flow together as the first you need to establish: **“Place Making:** Enhance the pedestrian experience along and crossing physical barriers of Alameda, Broadway/Lincoln, Santa Fe/Kalamath, I-25 and the South Platte River [and] Establish an area as an employment center with a diversity of business types” (Page 9). As part of the Site Development Plan process with the City, the Developer can strategize with the City on different ways to diminish these barriers and provide better access to the Property and its surrounding area such as more pedestrian friendly crossings across Santa Fe and enhancing the width and streetscapes surrounding the Property. This will significantly improve the existing conditions which include a nearly non-existing side walk along the eastern edge of the Property, a windowless monolithic building, surface parking lots and loading docks which are antithetical to a positive pedestrian experience.

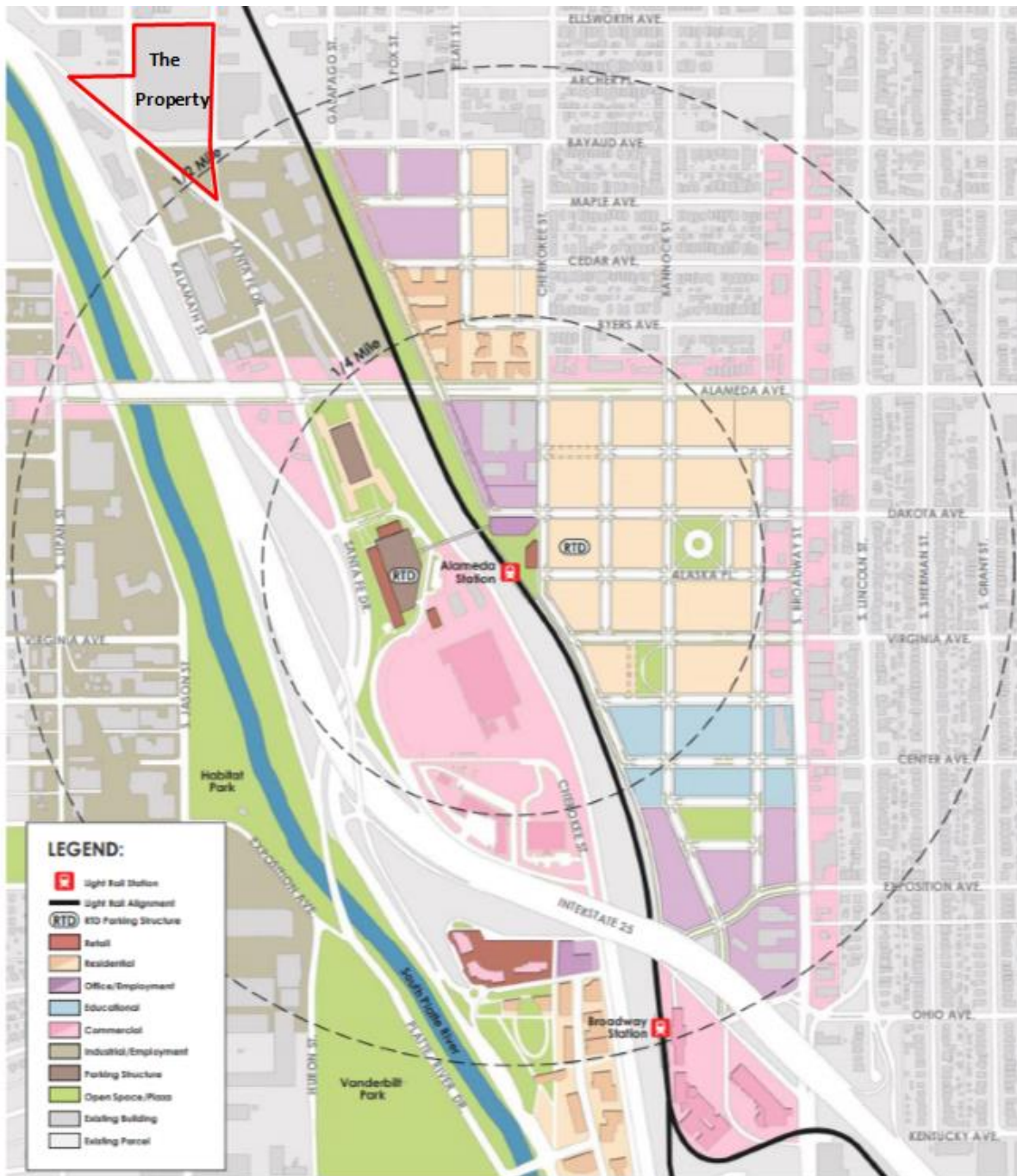
Once Placemaking is complete, you are then able to provide a: **“Rich Mix of Choices:** Provide new opportunities for housing (mix of types and affordability)” (Page 9). Although nearly 50% of Baker residents live in multi-family residential units and 50% live in single family units, the land area in Baker is predominantly single-family lots. Rezoning to I-MX-5, OU-2, and DO-7 with waivers would provide for an opportunity to intensify land uses within the station area, supply more residential uses and allow retail and office uses that are currently not allowed under current industrial zoning. I-MX-5, OU-2, and DO-7 with waivers allows for a “Rich Mix of Choices” for development on the Property, and thus we can focus on Location Efficiency.

The ASP describes Location Efficiency as the ability to “consider reinvestment opportunities in the Core Station Area and accessibility improvements within the entire 1/2 mile radius; Orient density closest to the Alameda Station and Broadway Station; Improve infrastructure connections between east-west geographical barriers” (Page 9). Rezoning the Property will increase density and improve accessibility along Kalamath, Santa Fe and Bayaud.

Chapter 3: Land Use and Urban Design

The ASP continues on to outline the recommended land uses and urban design. “To create land use choices in the Alameda Station area and reduce or redefine the auto-oriented development pattern, the Land Use Concept recommends a collection of residential, office, employment, education and open space uses. This range will allow a balanced level of activity throughout the day and week and can accommodate market demands and fluctuations over a longer period of time. While the entire Core Station Area should be mixed use, the Land Use Concept is an illustration of the predominant land use pattern of the station

area” (Page 12). As shown on the next page, the Land Use Concept shows that the Property is an area that currently is predominately used for industrial/employment, which is true. We believe the Property can act as a platform to start the transformation of this area constantly referred to in the ASP. The ASP shows this, two pages later (page 15) on the Ground Floor Land Use Concept Map, where it has the Property labeled as a “Redevelopment Parcel”. The ASP again shows similar maps with the same “Redevelopment Parcel” label on pages 16, 17 20, 21, 23, 24, and 28. This shows the ASP envisioned this area to undergo change and become more aligned with the goals and objective outlined in the ASP than what was previously planned in the Baker Neighborhood Plan. The subsequent guidance in the 2019 Blueprint and Comprehensive Plans updates guidance for the Property to Innovation/Flex as previously described.



Picture 3.1 Land Use Concept

The colored area inside the Property lines is labeled as "Industrial/Employment"

For the redevelopment parcels outlined, the ASP describes the Property as being in an area of Industrial/Employment. A rezoning to I-MX-5, OU-2, and DO-7 with waivers supports this use.

“Land Use and Urban Design Recommendation 4 Industrial: The west side of the Planning Area is an important industrial/employment area in the city. This area should continue to offer light manufacturing, warehousing, office and other employment base. With redevelopment and reinvestment, special attention to design, screening and buffering is necessary due to the close proximity of residential and high visibility of the sites.” Page 12

A rezoning of I-MX-5, OU-2, and DO-7 with waivers would allow for all uses called out in these recommendations and would enable a currently vacant warehouse and empty parking lots to be redeveloped, bringing employment back to the Property, where no jobs currently exist. Additionally, in order to assist in creating a pedestrian friendly environment in this historically industrial area, Developer will be adding the DO-7 design overlay with waivers to the Property. This will guarantee at least 185 linear feet of non-residential active uses on the street level and also require a minimum ceiling height of 14 feet on the ground level.

Chapter 4: Mobility

The next section of the ASP addresses how the redevelopment within the Core Station Area will affect mobility, and improved access will be needed. “Mobility choices are a key ingredient to a livable station environment because it increases access to jobs, conserves energy, relieves congestion, supports public safety and encourages social and economic activity. Additionally, people at various stages of life share these benefits. Mobility recommendations improves circulation between the station, surrounding proposed residential, office/employment and educational uses and existing nearby residential neighborhoods. Choices minimize the impact of new development on major regional mobility corridors such as Alameda, Santa Fe/Kalamath and Broadway/Lincoln. Enhanced pedestrian and bicycle routes are an important component that provide safe, direct, convenient and attractive connections” (Page 20). The ASP discusses multiple recommendations that should be made to public streets within the area, none immediately adjacent to the Property. Then it specifically sites the Bayaud Avenue pedestrian bridge which was once envisioned to cross Santa Fe, the railroad lines, Kalamath, I-25 and the Platte River. In speaking with CDOT, there is currently no time frame for this project and they have discussed a redesign, however, a redevelopment of the Property would encourage a more pedestrian friendly crossing in the area and may jump start the conversation to make the West Baker area more pedestrian friendly. The changes CDOT is contemplating to the Valley Highway EIS is more evidence of the changing conditions in the area since the Baker Neighborhood Plan as well as the ASP.

Chapter 6: Economic Opportunity

This section of the ASP focuses on the opportunity created from the Alameda Station and how we as a City need to capitalize on the investment we have made in public infrastructure. “FasTracks promises to bring the Denver region an unprecedented opportunity to promote and facilitate transit-oriented higher density, mixed-use residential and commercial development. While the amount, type and mix of uses within the transit station area and corridor influences market potential, the presence of undeveloped and underutilized land can be a source of the greatest economic opportunity” (Page 34).

As shown by the Property being vacant for over 3 years now, the Property is completely underutilized and in order to take advantage of the opportunity created by the investment in Alameda Station, a rezone is

necessary. The second strategy listed in the ASP to reach this opportunity is zoning: “**Zoning:** Regulations play an important role in determining what uses will be allowed within station areas. Once market conditions support TOD, zoning may be amended to provide for the full density desired within station areas. Consider incentive and eliminate barriers to the recommendations of this plan such as affordable housing” (Page 35).

Review Criterion DZC (12.4.10.7.B) – “The proposed official map amendment results in regulations and restrictions that are uniform for each kind of building throughout each district having the same classification and bearing the same symbol or designation on the official map, but the regulations in one district may differ from those in other districts.”

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

Review Criterion (DZC 12.4.10.7 C) – “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 removing an empty obsolete structure, removing contaminated soils, improving the pedestrian environment with ground floor activation and transparency. In order to accomplish this, Developer will be incorporating the DO-7 design overlay with waivers. By doing so, they will be guaranteeing at least 185 feet of street level non-residential active uses and will incorporate a minimum of a 14’ ceiling height on the street level. These, along with other requirements outlined in DO-7, Developer will be creating a pedestrian friendly environment that does not exist today. Additionally, with redevelopment of the Property, Developer will be adding at least 10% open space on the large warehouse parcel, where currently none exist today.

List of Exhibits

Exhibit C

Statement of Compliance of Additional Review Criteria for Non-Legislative Rezoning DZC 12.4.10.8

Criterion 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 zoning is in the public interest. Such a change may include: Changed or changing conditions in a particular area, or in the city generally”

The 6.444-acre Property is a former Sports Authority warehousing space which has sat vacant since April 2016. The surrounding area is in need of reinvestment and development given the industrial market that has traditionally occupied this corridor has moved away due to the obsolescence of existing facilities. The change in the market is evident in that the zone district assigned to this area has changed from industrial to innovation/flex from Blueprint Denver 2002 to Blueprint Denver 2019. Denveright Comprehensive Plan 2040 recognizes these changes noting, “... a lot has changed since those plans were adopted. RTD’s FasTracks system has added significant new transit options to the region. Our population has experienced rapid growth. We’ve learned smarter and more modern ways to plan for the future of our city with inclusivity and climate change in mind.” (Comprehensive Plan 2040 Page 12) West Baker is no longer economical for industrial warehouse uses as transportation issues and a desire for newer, high clear height industrial and distribution centers is drawing these users out east, closer to Denver International Airport. With the rapid growth around the Santa Fe Arts District to the north and the Baker neighborhood to the east, the 213,000 square foot warehouse is no longer a congruent use within the community. Additionally, being located within walking distance to two existing RTD Light Rail Stations and being adjacent to Interstate 25 provides for an excellent opportunity to add jobs, retail, and dwelling units next to existing public infrastructure able to support the growth in the area.

The City’s adopted plans call for future change and equity of complete neighborhoods which are connected by safe, high-quality multimodal transportation options. The redevelopment of the Property would achieve all of these as it would add multifamily dwelling units, next to two RTD Light Rail Stations and adjacent to Interstate 25, in a desired neighborhood that is traditionally comprised of single-family homes. These changes are indicative of a trend in the area whereby quality public transit investment is spurring private reinvestment and growth. These changes would follow the guidelines of “Smart Growth” for Denver’s rapid-growing population and would be getting rid of a vacant building that is obsolete and dysfunctional in its current location.

Statement of Consistency with Neighborhood Context and General Purpose of Zone Districts 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.”

According to the Denver Zoning Code the general character of Industrial Context “consists of areas of light industrial, heavy industrial and general industrial, as well as areas subject to transitions from industrial to mixed-use... with building heights ranging from 1-8 stories which utilize simple forms to maximize open floor space to accommodate warehousing, although older industrial areas include multi-story warehouse buildings, manufacturing uses, adaptive re-use of industrial structures, and multi-storied mixed-use buildings” (DZC Article 9 page 5)

The Denver Zoning Code states that the general purpose of the Industrial Mixed-Use Districts are “A - intended to develop in a pedestrian-oriented pattern, with buildings built up to the street and an active Street Level. B - The Industrial Mixed-Use districts are also intended to provide a transition between mixed use areas and I-A or I-B Industrial districts. C -The Industrial Mixed-Use districts accommodate a variety of industrial, commercial, civic and residential uses.” (**DZC 9.1.2.1.A.1 A-C**)

The I-MX-5 zone district is appropriate for the area as it acts as a median for the industrial uses to the west and south to the residential and commercial to the east and north. The Baker neighborhood is growing every direction possible and the I-MX-5 zoning for the Property will be an appropriate combination of mixed-uses that will conform with wide variety of property types located within walking distance.

Exhibit B-1 – Macro View of Property
Exhibit B-2 – Micro View of Property
Exhibit B-3 – Property and neighboring bike paths
Exhibit B-4 – Letter of support from Baker RNO
Exhibit B-5 – Equity Measures Breakdown

Exhibit B-1

Highway 6 / I-25 Access

Downtown Access

KALAMATH STREET

SANTE FE DRIVE

INCA STREET

GALAPAGOS STREET

FOX STREET

CHEROKEE STREET

BANNOCK STREET

ACOMA STREET

BROADWAY

W. 6th AVE

W. 3rd AVE

W. 1st AVE

INTERSTATE 25

RESIDENTIAL/ RETAIL
TBD MU
OFFICE RETAIL

I-25 Access

Platte River Access

Denver Health

Dailey Park

La Familia Recreation Center

W. BAYAUD AVE

Alameda Station Apartments

W. ALAMEDA AVE

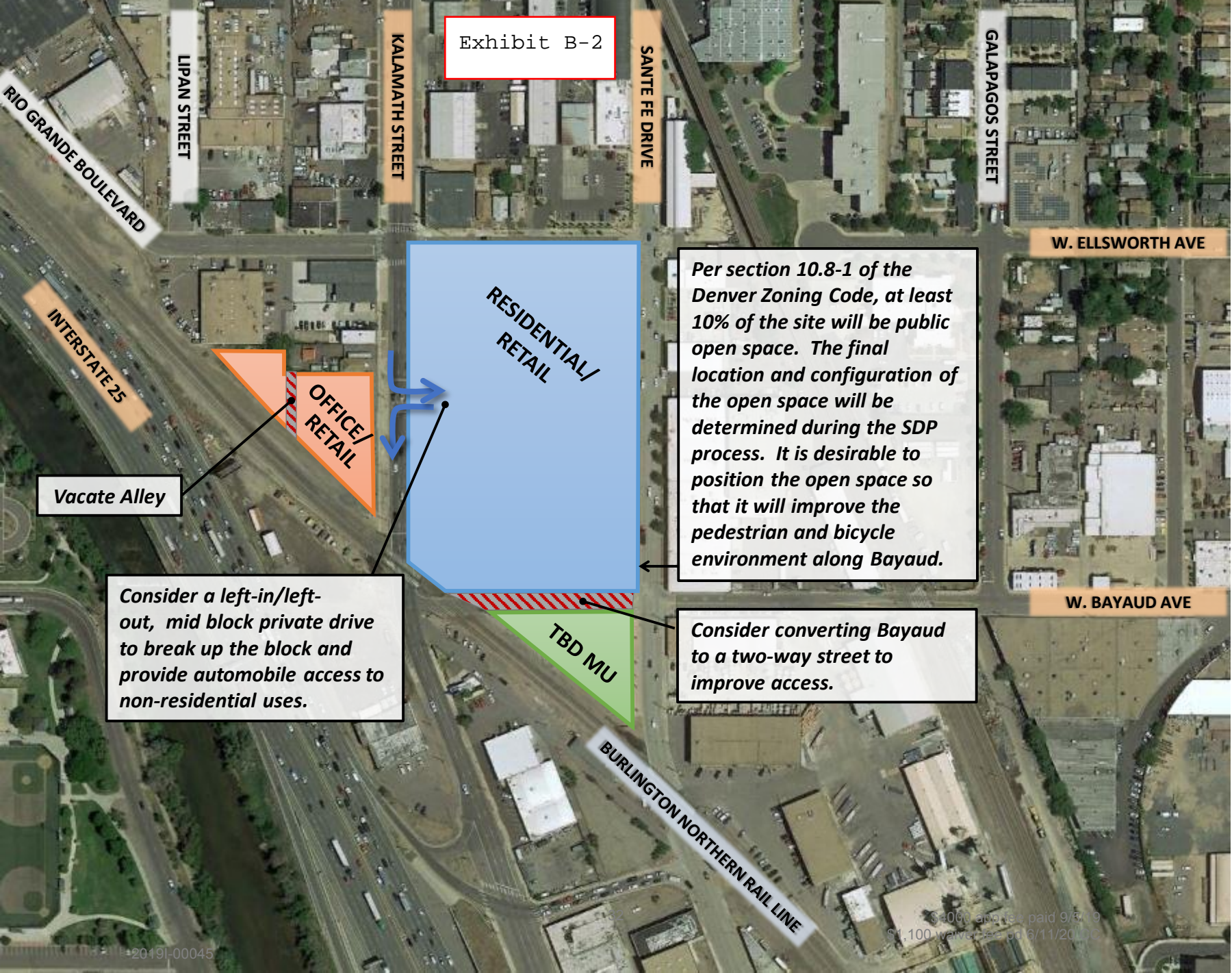
Safeway

Denizen Apartments

Former K-Mart Multifamily Development

Alameda Station

Exhibit B-2



RESIDENTIAL/
RETAIL

OFFICE/
RETAIL

TBD MU

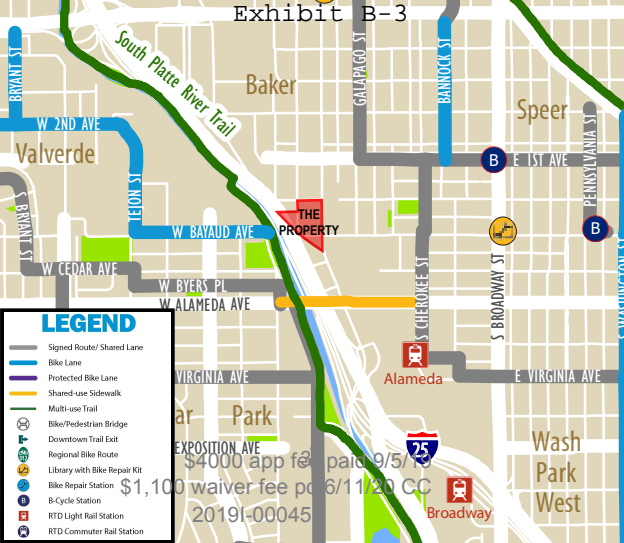
Per section 10.8-1 of the Denver Zoning Code, at least 10% of the site will be public open space. The final location and configuration of the open space will be determined during the SDP process. It is desirable to position the open space so that it will improve the pedestrian and bicycle environment along Bayaud.

Consider converting Bayaud to a two-way street to improve access.

Consider a left-in/left-out, mid block private drive to break up the block and provide automobile access to non-residential uses.

Vacate Alley

Exhibit B-3





Baker Historic Neighborhood
Association
P.O. Box 9171
Denver, CO 80223

Officers

President

Luchia Brown
303-956-0450

Vice-President

Anette Anderson

Secretary

Jeremy Branting

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Kathleen Morris

Members-at-Large

Marieka Buhlmann
Loretta Koehler
Jason Thomas

Zoning Chair

Steve Harley

Landmark Chair

Ozi Friedrich

November 1, 2019

City and County of Denver
201 W Colfax Ave, Dept 201
Denver, CO 80202

Re: Rezoning of, and development plans for, 50 S. Kalamath St.

To: Members of Denver City Council, Denver Planning Board,
Community Planning and Development, Westside Investment Partners,
and others whom it may concern

Baker Historic Neighborhood Association (BHNA) supports the rezoning of the parcels known as 50 S. Kalamath St. (former Sports Authority warehouse and adjacent parcels) to I-MX from the current I-A and I-B zone districts. BHNA requests careful coordination of development plans for this property with the transportation infrastructure plans for the immediate area.

BHNA is a Denver Registered Neighborhood Organization representing the area from 6th Ave. to Mississippi Ave., and from the South Platte River to Lincoln St. Membership is open to all residents and real property owners within these boundaries. The neighborhood has approximately 6,136 residents.

At its regularly-scheduled general membership meeting on 10 September 2019, BHNA voted 27-0-5 to support the proposed rezoning and to request that the developers and the City of Denver address the infrastructure implications of existing plans (Valley Highway, Bicycle Master Plan etc.) including potential grade separation of the railroad, Bayaud bike bridge and connection to other bicycle/pedestrian facilities.

The process leading up to taking this position was as follows:

- in early July 2019, Westside Investment Partners informed BHNA that it had purchased the property in question and would like to work with BHNA for community input; Westside attended the regularly-scheduled 9 July 2019 BHNA general membership meeting and discussed with members what they hoped to see at 50 S. Kalamath
- at its regularly-scheduled 28 August 2019 meeting, the BHNA Zoning Committee met with Westside Investment Partners; after a detailed discussion of what would be permitted under I-MX-3 or I-MX-5 zoning, a committee motion to recommend the aforementioned position passed 3-0-1

- the Zoning Committee's recommendation was presented to the BHNA membership at its 10 September 2019 meeting; Westside Investment Partners was present and there was some discussion; as noted above, the BHNA membership approved the Zoning Committee's recommendation

Understanding that a development with a large residential component is a likely outcome of this rezoning, BHNA maintains a strong interest in how this parcel will connect to the rest of the neighborhood. We want residents at 50 S. Kalamath to benefit from the high walkability of the Baker neighborhood. We are encouraged that Westside has committed to a community process and want this process, as well as the the city's rezoning and site development planning processes, to carefully consider several existing and potential transportation plans.

In particular, BHNA has long advocated for some specific improvements in this area. City planners have concurred, as documented in various plans, with a vision for:

- pedestrian/bicycle access via Bayaud and a new bridge to the west side of the South Platte River
- a solution to the disruptive at-grade intersection of the Consolidated Main Line and Santa Fe and Kalamath Streets
- and general improvement in the pedestrian-friendliness of the area west of Santa Fe, which has been attracting increasing foot traffic.

You will find evidence of a consistent vision and planning effort for a Bayaud pedestrian/ bicycle bridge in the following plans:

- Denver Bicycle Master Plan Update 2001 (page 22)
- Baker Neighborhood Plan 2003 (pages 71, 124, 132)
- Valley Highway Environmental Impact Statement 2005 (EIS; pages 7-5, 7-28 to 7-30, 7-32) and Record of Decision 2007 (ROD; map, page 4, pages 15, 21, 30)
- Alameda Station Area Plan 2009 (pages 21-23, 40)
- Denver Moves 2011 (map, page 40)

Plans for this bridge are not in isolation, as part of the planned bicycle network it would connect Baker, and the 50 S. Kalamath development, to the Platte River trail and neighborhoods west of the river as well as to light rail stations to the south and travel north via Galapago St.

Grade separation of Santa Fe & Kalamath from the Consolidated Mainline is included in phase 4 of the Valley Highway Plan EIS and ROD. The grade separation concept is integrated with and facilitates the Bayaud bicycle/pedestrian bridge and connections to the east. In particular see figure 7-9, page 7-29, of the EIS, which details a new routing for streets in the area: westbound Bayaud Ave. would cross above Santa Fe Dr., then would turn

north through a new street in the middle of the 50 S. Kalamath property to reach Ellsworth Ave. This would facilitate access to the bicycle/pedestrian bridge and also make access to the east safer and more attractive, since it would remove the unsignalized crossing of Santa Fe Dr. During the development of this plan, CDOT planners stated that the property at 50 S. Kalamath would be acquired to facilitate implementation of Phase 4.

We recognize that the I-25 Central Planning and Environmental Linkages (PEL) study is considering alternatives that may not require the grade separation at this location, however they would still have major impacts in the area. Under consideration are expansion of light rail from two tracks to four, moving the Consolidated Mainline heavy rail tracks to parallel the light rail alignment, and even moving I-25 to parallel the light-rail alignment. Any of these would imply significant property acquisition, and consideration of other transportation impacts. Further, the PEL is a “plan for a plan” and at this point nothing has formally superseded the Valley Highway EIS.

We may be waiting some time for implementation of bicycle network improvements, the grade separation, and/or additional infrastructure the PEL may recommend. Meanwhile, the potential for many new residents at 50 S. Kalamath calls for special attention to pedestrian safety at the intersection of Santa Fe & Bayaud Ave.

In short, while BHNA welcomes a creative redevelopment of 50 S. Kalamath, BHNA requests the decision makers — the Denver Planning Board, Denver Community Planning and Development, City Council and the potential developers — to carefully coordinate the plans to avoid disrupting the vision for major transportation improvements in the immediate area. We also feel that a residential project at this location will be most successful if there are safe, attractive bicycle/pedestrian links to the east.

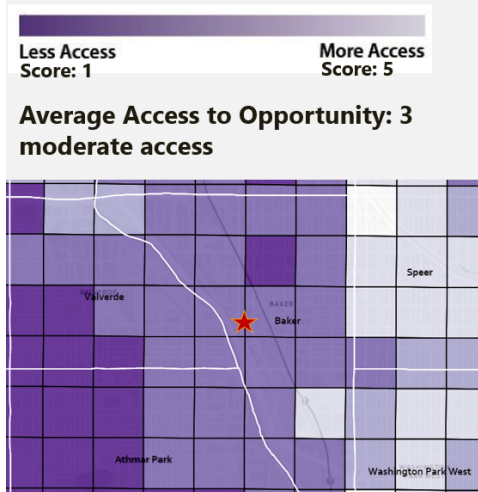


Luchia A. Brown

LB:SH

Exhibit B-5

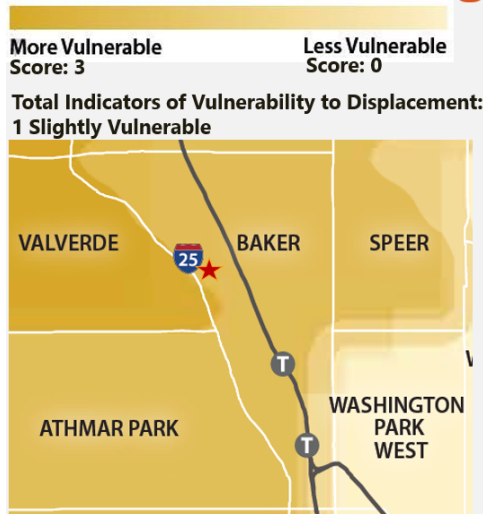
Consistency with Adopted Plans: Blueprint Denver



Indicators	Subject Site – West Grid Cell	Subject site – East Grid Cell
DDPHE Equity Index	Social Determinants of Health: 4, More Equitable (11% of 25-year-olds and older without a high school degree; 5% of families below the federal poverty line is 11% in 2018) Built Environment: 2, Less Equitable (55% of housing units within ¼ mile walk of a Park; 9% of residents within ¼ mile walk to full service grocery store) Access to Healthcare: 5, Most Equitable (Only 13% of women don't receive prenatal care during the first trimester of pregnancy) Child Obesity: 2, Less Equitable (19% of children and youth are obese in 2015) Life Expectancy: 4, More Equitable (Life expectancy is 80 years)	Social Determinants of Health: 4, More Equitable (14% of 25-year-olds and older without a high school degree; 34% of families below the federal poverty line which is 10 % in 2018) Built Environment: 2, Less Equitable (54% of housing units within ¼ mile walk of a Park; 9% of residents within ¼ mile walk to full service grocery store) Access to Healthcare: 3, Less Equitable (28% of women that receive prenatal care during the first trimester of pregnancy) Access to Healthcare: 5, Most Equitable (Only 13% of women don't receive prenatal care during the first trimester of pregnancy) Child Obesity: 2, Less Equitable (19.5% of children and youth are obese in 2015) Life Expectancy: 4, More Equitable (Life expectancy is 80 years per CDC 2018) Total DDPHE Equity Index: 2.5
Access to Transit	1, Little Access to Transit	1, Little Access to Transit
Access to Centers and Corridors	4, More Access (50% of the area is covered by a walk, bike, and drive shed to a center or corridor)	4, More Access (50% of the area is covered by a walk, bike, and drive shed to a center or corridor)

For more information on the metrics and methodology, see Appendix C of Blueprint Denver and the DDPHE Neighborhood Equity Index. Most data sources are from 2014-2018 ACS 5 Year estimate

Consistency with Adopted Plans: Blueprint Denver – Equity Concepts – Reducing Vulnerability to Displacement

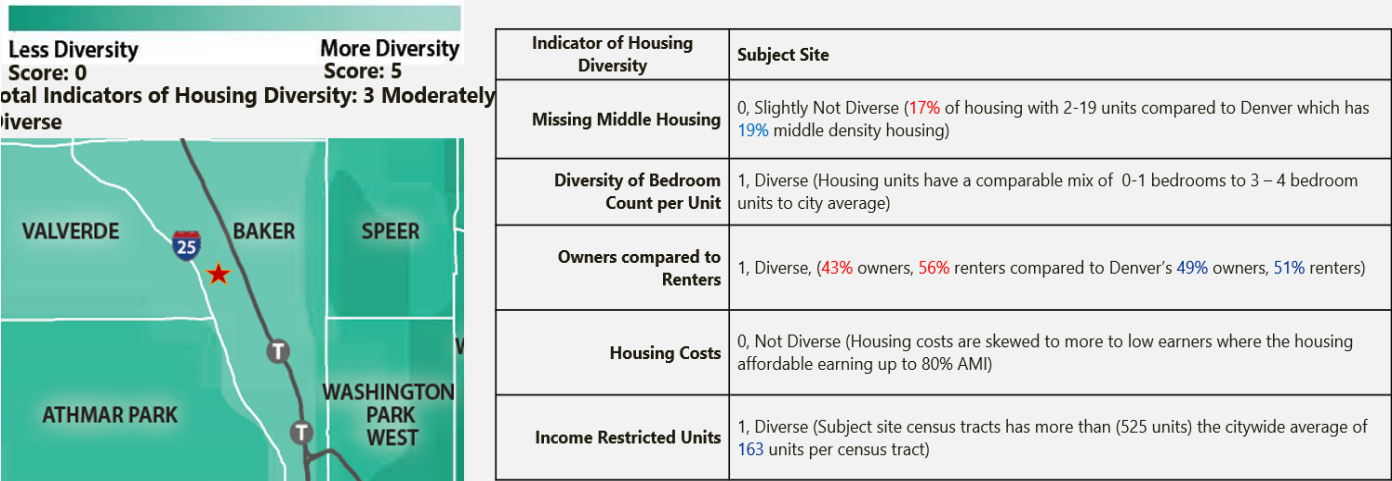


Indicator of Vulnerability to Displacement	Subject Site
% of population with less than a college degree	0, Not Vulnerable (36% of 25-year-olds and older without a high school degree which is lower than the Denver's Average of 52%)
Percent of renter-occupied units	1, Vulnerable (56% renters which is higher than Denver's average of 50%)
Median household income	0, Not Vulnerable (\$72,064 median household income which is higher than Denver's median household income at \$63,793)

Involuntary displacement can occur when residents or businesses can no longer afford to stay in an area due to increasing property values.

For more information on the metrics and methodology, see Appendix C of Blueprint Denver. Most data sources are from Census ACS 2014-2018

Consistency with Adopted Plans: Blueprint Denver- Equity Concepts – Housing Diversity



For more information on the metrics and methodology, see Appendix C of Blueprint Denver. Most data sources are from 2016

Exhibit C

Statement of Compliance of Additional Review Criteria for Non-Legislative Rezoning DZC 12.4.10.8

Criterion 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 zoning is in the public interest. Such a change may include: Changed or changing conditions in a particular area, or in the city generally”

The 6.44-acre Property is a former Sports Authority warehousing space which has sat vacant since April 2016. The surrounding area is in need of reinvestment and development given the industrial market that has traditionally occupied this corridor has moved away due to the obsolescence of existing facilities. The change in the market is evident in that the zone district assigned to this area has changed from industrial to innovation/flex from Blueprint Denver 2002 to Blueprint Denver 2019. Denveright Comprehensive Plan 2040 recognizes these changes noting, “... a lot has changed since those plans were adopted. RTD’s FasTracks system has added significant new transit options to the region. Our population has experienced rapid growth. We’ve learned smarter and more modern ways to plan for the future of our city with inclusivity and climate change in mind.” (Comprehensive Plan 2040 Page 12) West Baker is no longer economical for industrial warehouse uses as transportation issues and a desire for newer, high clear height industrial and distribution centers is drawing these users out east, closer to Denver International Airport. With the rapid growth around the Santa Fe Arts District to the north and the Baker neighborhood to the east, the 213,000 square foot warehouse is no longer a congruent use within the community. Additionally, in a Community Meeting held on February 5th, 2020, Steve Harley, the chairman of the Baker Zoning Committee, noted that during the neighborhood planning process, industrial owners did not want mixed use development because they were concerned about residential uses causing graffiti. Neighboring residents supported residential uses in the west of the RTD line, but as a compromise, agreed to label this sector as strictly industrial. At our neighborhood meeting, everyone in attendance, including neighboring commercial owners and residents, supported residential uses at the Property and west of the RTD line in general. The Property is also located within walking distance to two existing RTD Light Rail Stations and being adjacent to Interstate 25 provides for an excellent opportunity to add jobs, retail, and dwelling units next to existing public infrastructure able to support the growth in the area.

The City’s adopted plans call for future change and equity of complete neighborhoods which are connected by safe, high-quality multimodal transportation options. The redevelopment of the Property would achieve all of these as it would add multifamily dwelling units, next to two RTD Light Rail Stations and adjacent to Interstate 25, in a desired neighborhood that is traditionally comprised of single-family homes. These changes are indicative of a trend in the area whereby quality public transit investment is spurring private reinvestment and growth. These changes would follow the guidelines of “Smart Growth” for Denver’s rapid-growing population and would be getting rid of a vacant building that is obsolete and dysfunctional in its current location.

Examples of these changes include: the RTD FasTracks program, which broke ground in 2004, and has greatly expanded public transit in the vicinity of the Property. Specifically, the program expanded Alameda Station which went from only connecting to the H line in 2003, to having connections to the H, C, E, D,

and F Lines in 2006. These additions sparked redevelopment around the Gates Rubber Factory redevelopment, near the Broadway Light Rail Station, which turned acres of industrial into mixed use development over the past decade. In 2004, the Denver Design District opened, and these developments prompted a number of changes in the west Baker neighborhood. More recent area plans, such as the Alameda Station Area Plan (2009) and Blueprint Denver (2019) now call for this area to be an Innovation/Flex zone that includes mixed-use developments and supports residential uses that can take advantage of the greatly improved public transit system.

Statement of Consistency with Neighborhood Context and General Purpose of Zone Districts 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.”

According to the Denver Zoning Code the general character of Industrial Context “consists of areas of light industrial, heavy industrial and general industrial, as well as areas subject to transitions from industrial to mixed-use... with building heights ranging from 1-8 stories which utilize simple forms to maximize open floor space to accommodate warehousing, although older industrial areas include multi-story warehouse buildings, manufacturing uses, adaptive re-use of industrial structures, and multi-storied mixed-use buildings” (DZC Article 9 page 5)

The Denver Zoning Code states that the general purpose of the Industrial Mixed-Use Districts are “A - intended to develop in a pedestrian-oriented pattern, with buildings built up to the street and an active Street Level. B - The Industrial Mixed-Use districts are also intended to provide a transition between mixed use areas and I-A or I-B Industrial districts. C -The Industrial Mixed-Use districts accommodate a variety of industrial, commercial, civic and residential uses.” (DZC 9.1.2.1.A.1 A-C)

The I-MX-5 zone district is appropriate for the area as it acts as a transition between the industrial uses to the west and south to the residential and commercial to the east and north. The Baker neighborhood is growing west and the I-MX-5, UO-2, and DO-7 with waivers zoning for the Property will be an appropriate combination of mixed-uses that will conform with wide variety of property types located within walking distance.

Exhibit D

ACM KALAMATH VII LLC

August 20, 2019

Mr. Andrew R. Klein
Principal, Westside Investment Partners, Inc
4100 E Mississippi Ave, Suite 500
Glendale, CO 80246

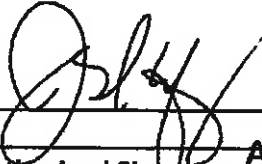
Dear Mr. Klein,

This letter serves as authorization for Andrew R. Klein, Kenneth C. Ho, or Patrick J. Schmitz to act on behalf of and represent ACM Kalamath VII LLC for the purpose of submitting and processing the rezoning application for the properties owned by ACM Kalamath VII LLC at 50 S Kalamath St, Denver, CO 80223, 39 S Kalamath St, Denver, CO 80223, 101 S Santa Fe Dr, Denver, CO 80223, & 10 Lipan St, Denver, CO 80223.

IN WITNESS WHEREOF, the undersigned, being all of the Members of the Company, have executed this unanimous written consent to be effective as of the date first written above.

MEMBERS:

ACM Kalamath VII – C LLC,
a Delaware limited liability company

By: 
Name: Joshua Ordey
Title: Authorized Signatory

Catalina WM LLC,
a Colorado limited liability company

By: 
Name: Andrew R. Klein, Manager
Title:

Exhibit E



06/25/2019 08:31 AM
City & County of Denver
Electronically Recorded

R \$33.00

WD

2019081093

Page: 1 of 5

D \$1,650.00

Record and return to:

ACM Kalamath VII LLC
4100 East Mississippi Avenue, Suite 500
Glendale, CO 80246
Attn: Andrew R. Klein

SPECIAL WARRANTY DEED

THIS SPECIAL WARRANTY DEED is made this 24th day of June, 2019, by RLF I-Kalamath SPE, LLC, a Delaware limited liability company ("Grantor"), in favor of ACM Kalamath VII LLC, a Delaware limited liability company, whose address is 4100 East Mississippi Avenue, Suite 500, Glendale, Colorado 80246 ("Grantee").

WITNESSETH, that Grantor, for valuable consideration, the receipt and sufficiency of which are hereby acknowledged, has granted, bargained, sold, conveyed and released, and by these presents does grant, bargain, sell, convey and release, unto Grantee, its successors and assigns forever, all the real property, together with improvements, if any, situate, lying and being in the City and County of Denver, State of Colorado, described in Exhibit A attached hereto and made a part hereof (the "Property");

TOGETHER with all and singular the hereditaments and appurtenances thereto belonging, or in any way appertaining, and the reversion and reversions, remainder and remainders, rents, issues and profits thereof, and any and all easements or right to use easements relating to the Property, and all the estate, right, title, interest, claim and demand whatsoever of Grantor, either in law or equity, of, in and to the above bargained premises, with the hereditaments and appurtenances;

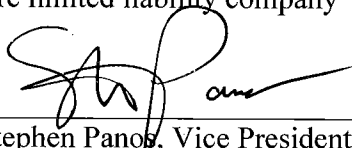
TO HAVE AND TO HOLD the said premises above bargained and described with the appurtenances, unto Grantee, its successors and assigns forever. Grantor, for itself, and its successors, does covenant and agree that it shall and will WARRANT AND FOREVER DEFEND the above-bargained premises in the quiet and peaceable possession of Grantee, its successors and assigns, against all and every person or persons claiming the whole or any part thereof, by, through or under Grantor, subject to real property taxes for 2019, which are not yet due and payable, and all zoning and building laws, ordinances, maps, resolutions, and regulations of all governmental authorities having jurisdiction which affect the Property and the use and improvement thereof; and the Permitted Exceptions set forth on Exhibit B attached hereto and made a part hereof.

[Signature Page Follows]

IN WITNESS WHEREOF, Grantor has caused its name to be hereunto subscribed on the day and year first above written.

RLF I-KALAMATH SPE, LLC,
a Delaware limited liability company

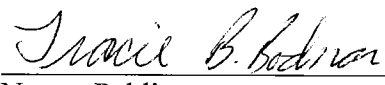
By:


Stephen Panos, Vice President

STATE OF MARYLAND)
)ss
COUNTY OF ANNE ARUNDEL)

The foregoing instrument was acknowledged before me this 20th day of June, 2019 by Stephen Panos as Vice President of RLF I-KALAMATH SPE, LLC, a Delaware limited liability company.

WITNESS MY HAND AND OFFICIAL SEAL.


Notary Public

My commission expires: _____

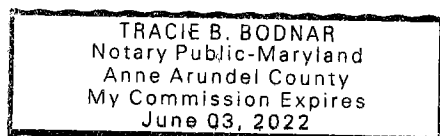


EXHIBIT A
(LEGAL DESCRIPTION)

Parcel One:

Block 13, Lake Archer Subdivision, according to the recorded Plats thereof, EXCEPT that part of Lot 12 in said Block 13, lying South and West of a line extending from a point on the West line of said Lot 12, which is 28.45 feet North of the Southwest corner of said Lot to a point on the South line of said Lot, which is 35.2 feet East of said Southwest corner,
City and County of Denver,
State of Colorado.

Parcel Two:

All of Lot 20, Block 12, Lake Archer Subdivision and that portion of Lots 4 to 6 and 16 to 19, inclusive, Block 12, Lake Archer Subdivision, lying within the following described parcel:

Beginning at the Southeast corner of said Lot 16; thence North, along the East line of said Block 12, 200 feet to the Northeast corner of said Lot 19;
Thence West, along the North line of said Lot 19, 160 feet, to the Northwest corner thereof, said corner being also the Southeast corner of said Lot 5;
Thence North, along the East line of said Lots 5 and 4, 100 feet, to the Northeast corner of said Lot 4;
Thence West, along the North line of said Lot 4, 120 feet;
Thence Southeasterly, along a straight line, 410.4 feet, more or less, to the Point of Beginning,

City and County of Denver,
State of Colorado.

Excepting therefrom any portion of land lying within that public alleyway as dedicated in Resolution No. CR14-0824, Series of 2014, recorded October 22, 2014 at Reception No. 2014128517.

Parcel Three:

That portion of the following described property, lying West of South Santa Fe Drive:

That portion of the SE $\frac{1}{4}$ of the SE $\frac{1}{4}$ of Section 9 and the SW $\frac{1}{4}$ of the SW $\frac{1}{4}$ of Section 10, Township 4 South, Range 68 West of the 6th P.M., described as follows:

Commencing at the NE corner of the SE $\frac{1}{4}$ of the SE $\frac{1}{4}$ of Section 9, Township 4 South, Range 68 West, running thence South on Line of said Section, 206 feet to a point, which is the beginning;
Thence West, parallel with the North line of said SE $\frac{1}{4}$ of said Quarter Section, 510 feet to East line of right of way of the Denver and New Orleans Railroad Co.;

#649102
013487-0051

Thence Northwesterly along line of said right of way and parallel with track of said railroad and 50 feet distance from centerline thereof 250 feet, more or less, to a point 30 feet South of North line of SE $\frac{1}{4}$ of said Quarter Section;

Thence East parallel with said last mentioned line 680 feet, more or less, to West line of right of way of the Denver and Rio Grande Railroad at a point 25 feet from centerline of narrow gauge department of said railroad;

Thence Southeasterly along said line of said right of way, 190 feet, more or less, to a point directly East of Place of Beginning;

Thence West 54 feet to Place of Beginning, EXCEPT that part for Santa Fe Drive described in Instrument recorded November 13, 1939, in Book 5327 at Page 257 as condemned in the City and County of Denver, State of Colorado, and EXCEPT that portion of the above-described property lying East of South Santa Fe Drive,

City and County of Denver,
State of Colorado.

EXHIBIT B
(EXCEPTIONS)

1. Water rights, claims of title to water, whether or not these matters are shown by the Public Records.

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

3. Terms, conditions, provisions, agreements and obligations contained in the Application for Approval of a Special Zone Lot Plan for Location of Off-Street Parking as set forth below:

Recording Date: December 18, 1981

Recording No.: Book 2502 Page 94

4. Terms, conditions, provisions, agreements and obligations contained in the Notice as set forth below:

Recording Date: February 9, 1987

Recording No.: Reception No. 88709

5. Terms, conditions, provisions, agreements and obligations contained in the Resolution No. CR14-0824, Series of 2014 as set forth below:

Recording Date: October 22, 2014

Recording No.: Reception No. 20141285170

Exhibit F

**UNANIMOUS WRITTEN CONSENT OF THE MEMBERS
OF
ACM KALAMATH VII LLC**

The undersigned, being all of the members (the **"Members"**) of ACM Kalamath VII LLC, a Delaware limited liability company (the **"Company"**), hereby adopt the following resolutions by unanimous written consent as of August 20, 2019:

WHEREAS, the Company owns those certain properties commonly known as 50 S Kalamath St, Denver, CO 80223, 39 S Kalamath St, Denver, CO 80223, 101 S Santa Fe Dr, Denver, CO 80223, & 10 Lipan St, Denver, CO 80223 (collectively, the **"Properties"**) and the Company desires to rezone the Properties to I-MX-5 (the **"Rezoning"**).

WHEREAS, the Company desires to authorize Andrew R. Klein, Kenneth C. Ho, or Patrick J. Schmitz to act on behalf of and represent ACM Kalamath VII LLC for the purpose of obtaining the Rezoning, including without limitation submitting and processing the rezoning application for the Properties.

NOW, THEREFORE, BE IT RESOLVED, that the Members of the Company hereby authorize, approve and ratify in all respects the completion of the Rezoning;

FURTHER RESOLVED, that the Members of the Company hereby authorize and direct Andrew R. Klein (solely with respect to the matters set forth herein, the **"Authorized Signatory"**) to execute and deliver, on behalf of the Company, and any all documents required to obtain the Rezoning, including without limitation the rezoning application, and such execution and delivery by the Authorized Signatory shall evidence and be the binding acts and deeds of the Company; and

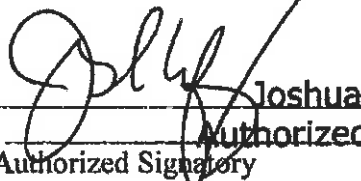
FURTHER RESOLVED, that any number of counterparts hereof may be executed, each of which shall for all purposes be deemed an original and all of which shall constitute the same document.

[SIGNATURE PAGE FOLLOWS]

IN WITNESS WHEREOF, the undersigned, being all of the Members of the Company, have executed this unanimous written consent to be effective as of the date first written above.

MEMBERS:

ACM Kalamath VII – C LLC,
a Delaware limited liability company

By:  Joshua Ufberg
Name: Joshua Ufberg
Title: Authorized Signatory

Catalina WM LLC,
a Colorado limited liability company

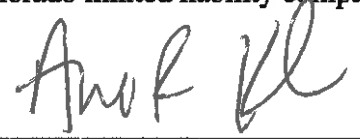
By: 
Andrew R. Klein, Manager

Exhibit G

Waiver

1. The undersigned owner of the properties located at 50 S. Kalamath, 39 S. Kalamath, 101 S. Santa Fe Dr., and 10 Lipan St. hereby waives the standards in Denver Zoning Code (DZC) Sections 9.4.5.11.E.4(1),(2) that state "(1) On all Zone Lot Sizes and Widths, 100% of the portion of the street level building frontage that meets the minimum primary street build-to requirement shall be occupied by Street Level active uses as described in Section 7.5.5.5.C; (2) Where Zone Lot Size is greater than 18,750 square feet, or Zone Lot Width is greater than 150 feet, 70% of the portion of the Street Level building frontage that meets the minimum Primary Street build-to requirement shall be occupied only by Street level Non-Residential Active Uses as described in Section 9.4.5.11.F.3 (note that the remaining 30% shall be occupied by Street Level active uses as described in Section 7.3.5.5.C)"

and replaces with the following standards:

"(1) On all Zone Lot Sizes and Widths, 100% of the portion of the street level building frontage that meets the minimum primary street build-to requirement shall be occupied by Street Level Active Uses as described in DZC Section 7.3.5.8, Street Level Active Uses in the C-MX and C-MS Zone Districts, as amended.

(2) Where Zone Lot Size is greater than 18,750 square feet, or where Zone Lot Width is greater than 150 feet and the Zone Lot Size is less than 35,000 square feet, 70% of the portion of the Street Level building frontage that meets the minimum Primary Street build-to requirement shall be occupied only by Street Level Non-Residential Active Uses as described in DZC Section 9.4.5.11.F.3, Street Level Active Non-Residential Use in the DO-7 District, as amended. (Note that the remaining frontage that meets the minimum primary street build-to requirement shall be occupied by Street Level active uses as described in DZC Section 7.3.5.8, Street Level Active Uses in the C-MX and C-MS Zone Districts, as amended.)


(3) Where Zone Lot Size is equal to or greater than 35,000 square feet, a cumulative total of 185 linear feet of the Street Level building frontage on all Primary Streets abutting the Zone Lot shall be occupied only by Street Level Non-Residential Active Uses as described in Section 9.4.5.11.F.3, Street Level Active Non-Residential Use in the DO-7 District, as amended (note that the remaining frontage that meets the minimum primary street build-to requirement shall be occupied by Street Level Active Uses as described in DZC Section 7.3.5.8 Street Level Active Uses in the C-MX and C-MS Zone Districts, as amended)."

For example, if on a Zone Lot bounded by South Kalamath Street, West Ellsworth Avenue, South Santa Fe Drive and West Bayaud Avenue, 100 linear feet of the street level building frontage on the South Kalamath Street Primary Street is occupied by Street Level Non-Residential Active Uses, an additional 85 linear feet of street level building frontage on other Primary Streets on the same Zone Lot (such as West Ellsworth Avenue) would be required to be occupied by Street Level Non-Residential Active Uses. The balance of the South Kalamath Street and West Ellsworth Avenue primary street frontages that meet the minimum primary street build-to requirement must be



occupied by Street Level Active Uses as described in DZC Section 7.3.5.8, Street Level Active Uses in the C-MX and C-MS Zone Districts, as amended.

2. The undersigned owner of the properties located at 50 S. Kalamath, 39 S. Kalamath, 101 S. Santa Fe Dr., and 10 Lipan St. hereby waives the standard in DZC Section 9.4.5.11.E.4, District Specific Standards Within Overlay Zone District, that requires "Street Level Height (min): 16'" and replaces with a standard that requires "Street Level Height (min): 14'."



Andrew Klein, Authorized Signatory for ACM Kalamath VII, LLC

Exhibit G: Requested Waivers Description and Justification

The request for waivers on the Property is supported by ongoing discussion between the Community Planning and Development (CPD) Department and Owner regarding the addition of Design Overlay 7 (DO-7) to the Property's rezoning in order to enhance the future design of any potential new structures on the Property.

DO-7 was initially developed in February 2018 for implementation in the River North Arts District (RiNo). The general purpose of DO-7 is described in the following intent statements. The DO-7 is a tool to:

1. Implement adopted plans;
2. Promote creative, high-quality, design in the general area covered by the adopted 38th and Blake Station Area Height Amendments and the RiNo Business Improvement District;
3. Provide flexibility to support the diverse design traditions of RiNo;
4. Activate the South Platte River frontage to promote the river as a neighborhood asset;
5. Maintain human scale and access to daylight as heights and densities increase throughout the district;
6. Promote vibrant pedestrian street frontages with active uses and street-fronting building entries;
7. Provide transitions between residential frontages and mixed-use streets;
8. Ensure that buildings are designed to adapt to new uses as the district changes and evolves;
9. Promote active transportation options, such as walking and biking;
10. Minimize potential conflict points between pedestrians and motor vehicles;
11. Minimize the visibility of surface and structured parking areas for vehicles; and
12. Encourage small, privately-owned, open spaces to increase design diversity along the street frontage and support pedestrian activity.

While we agree with the overall intent of the DO-7, some of the contextual differences between RiNo's BID area and the area encompassed by the 38th and Blake Station Area Height Amendments create challenges with Implementing DO-7 as is on the Property. The relatively larger block size of the Property and the building type (5-story wood wrap vs. podium concrete and steel mid to hi-rise construction in RiNo) create unique challenges. In addition, Santa Fe Boulevard and Kalamath Street and the area surrounding the Property has not yet seen the significant investment and comprehensive streetscape improvements which RiNo has implemented on Brighton Boulevard over the past decade. In order to respond to the specific context of the Property, the Owner is requesting two waivers to the DO-7. The Owner believes the waivers still honor the intent of the DO-7 while responding to the context-specific conditions on the ground.

Requested Waiver #1:

1. For the 50 South Kalamath Street parcel only - Waive the street level non-residential active use requirements on Primary Streets as described in section 7.3.5.5.C and replace with a total of 185 linear feet of non-residential active uses on Primary Streets.

185 feet represents what the street level non-residential active use requirement would be on the Property if Ellsworth Avenue was the sole Primary Street. Given dimensions the Property location, it is likely that Ellsworth, Santa Fe and Kalamath would qualify as Primary Streets for the Site. However, if that were the case, it would result in an amount of non-residential active uses that would exceed market demand. The demand for non-residential active uses at this specific site is encumbered by a number of specific circumstances including:

- Santa Fe and Kalamath are a one-way couplet, both with relatively high posted speed limits in this location and limited site lines because of the bend in the road an elevation change that occurs south of the Property.
- The lack of on-street parking and limited availability of curb cuts also impacts the overall attractiveness of the site for non-residential uses.

- The location of the train tracks also creates an issue from an access standpoint. Combined with Santa Fe being one-way north, Kalamath being one-way south and Bayaud being one-way west, turning around once you have passed the building especially going north is extremely challenging. This is not an issue for a residential building since residents figure out the appropriate wayfinding quickly, but for non-residential uses, it is a bigger issue.

Given these site-specific conditions, we believe that a lower amount of non-residential active uses would be preferable to empty ground floor space. The Owner recognizes the need for a mix of uses here and there will be active uses such as ground floor residential entrances and/or stoops; lobby and amenity areas related to the residential community in other ground floor areas. The 185 linear feet of Street Level non-residential active uses on Primary Streets will allow for flexibility to best position these areas on the site to complement surrounding uses and respond to the plans developed during the SDP phase.

Requested Waiver #2:

2. Amend and replace the Street Level Height (min) in DZC 9.4.5.11.E.3 to be 14' rather than 16' currently required.
- The way the building is going to be constructed allows for different sections of the building to have different ceiling heights without creating ADA issues. As a "wrap" structure, if the ceiling heights of the parking structure varies significantly from the residential structure, there are issues with stairs, ramping and ADA compliance.
 - Adding structure, height and skin adds to the parking structure and overall massing of the building which is not desired by the community and it creates additional costs
 - Since the property covers the entire block, there will be a consistent base of the building that will result in the desired effect on the public realm

Given the vast size of the parcel and necessity for an onsite parking structure, the 16' height requirement throughout the entire Property becomes non-sensical. A 14' height requirement will allow more flexibility in the design while keeping a consistent form across the entire structure. This Street Level Height will accomplish all of the goals set forth in the DO-7, while also better accommodating natural environment of the site and surrounding area.