

"The vision is centered around three core elements: Access, Education, Activation, with the goal to create a new kind of park environment for Denver, one in which both the Park and buildings become a campus of interactivity, learning, culture and community gathering."

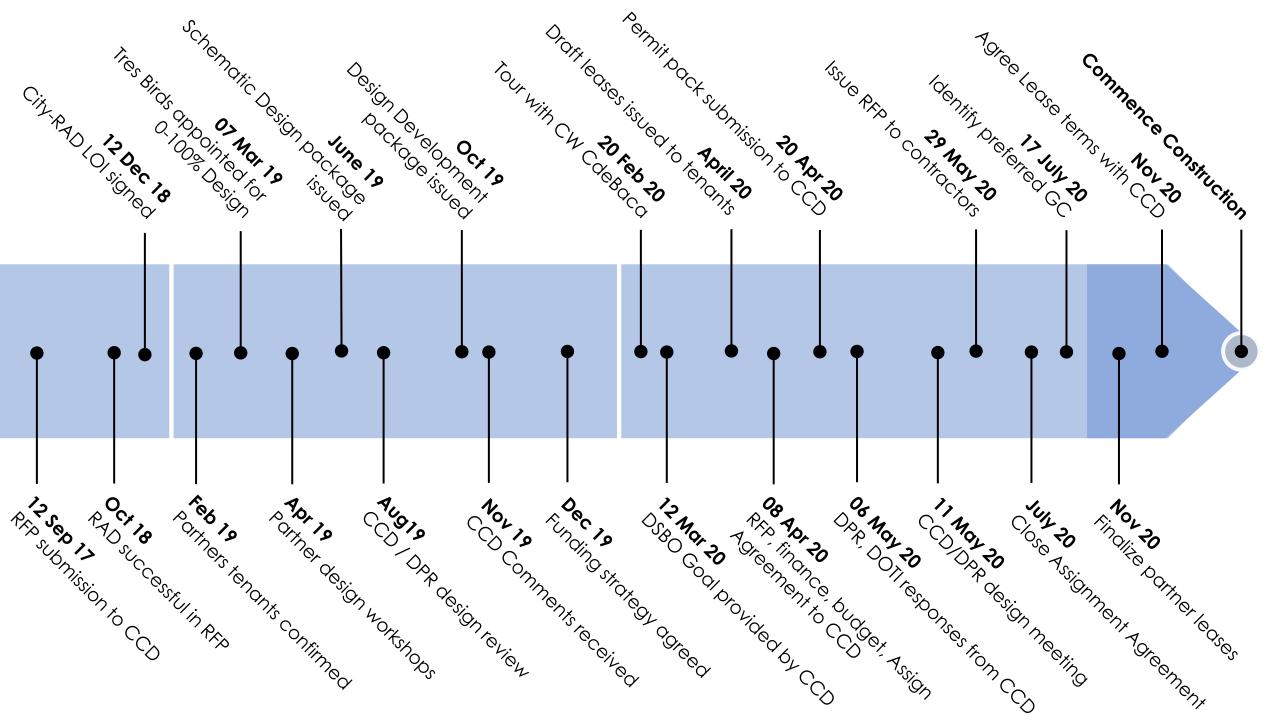
December 2018

Ms. Allegra Haynes
Department of Parks and Recreation
City and County of Denver
201 West Colfax Avenue
Denver, CO 80202

RE: Intent to negotiate a Funding Agreement, Assignment Agreement, and a Cooperative Agreement by and between the City and County of Denver, (the "City") and the RiNo Art District (the "Art District"), with respect to certain proposed improvements to and operation of approximately 5,500 square feet located at 3400 Arkins Court (the "Interstate Building") and approximately 7,000 square feet located at 3360 Arkins Ct and 2,400 square feet located at 1930 35th St. (the "EEB Buildings"), collectively known of as the "RiNo North Park Buildings", or the "Buildings", located in the City and County of Denver, Colorado (the "Project"). The parties intend to either enter into two separate agreements, or a single Project Agreement, which would contain the Fundraising, Assignment and Cooperative and provisions.

The vision will center around three core elements: Access, Education, Activation, with the goal to create a new kind of park environment for Denver, one in which both the park and the buildings become a campus of interactivity, learning, culture and community gathering.

- A. City, through its Department of Parks and Recreation ("DPR"), issued its Request for Statement of Interest seeking potential assistance or partnering for the renovation and operation of the RiNo North Park Buildings.
- B. After review of submissions in response to the Request for Statement of Interest, the City selected the RiNo Art District with which to begin discussion and potential negotiation of agreements or other arrangements for the renovation and operation of the Buildings.
- C. City and the Art District have initiated such discussion and now desire to commence development of separate agreements in order to allow the Art District to 1) begin or continue its fundraising efforts for the Project; 2) obtain authority from the City for the renovation of the Buildings; and 3) operate the Buildings.
- D. This Letter of Intent ("LOI") sets forth additional details for the development of either two separate agreements, or one single agreement with all provisions (the "Project Agreement"), for initiation and completion of the Project; and sets forth the basis upon which the Parties will negotiate the agreements; all intended to be subsumed and integrated into a single, comprehensive agreement for the operation of the Buildings upon the achievement, to the City's satisfaction, of the all funding and construction requirements.
- E. The following sections sets forth descriptions of the understanding of the parties and the City's proposed requirements. These items are separated into three "phases", however, the parties intend to memorialize their agreements into either one or two contracts.











March 2019 – First site visit with partners





















