


## Zone Map Amendment (Rezoning) - Application

PROPERTY OWNER INFORMATION*		PROPERTY OWNER(S) REPRESENTATIVE**	
<input type="checkbox"/> CHECK IF POINT OF CONTACT FOR APPLICATION		<input type="checkbox"/> CHECK IF POINT OF CONTACT FOR APPLICATION	
Property Owner Name		Representative Name	
Address		Address	
City, State, Zip		City, State, Zip	
Telephone		Telephone	
Email		Email	
<p><b>*If More Than One Property Owner:</b>            All standard zone map amendment applications shall be initiated by all the owners of at least 51% of the total area of the zone lots subject to the rezoning application, or their representatives authorized in writing to do so. See page 3.</p>		<p><b>**Property owner shall provide a written letter authorizing the representative to act on his/her behalf.</b></p> <p>SEE ATTACHED</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>			
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:			
Does the proposal comply with the minimum area requirements specified in DZC Sec. 12.4.10.3:	<input type="checkbox"/> Yes	<input type="checkbox"/> No	

REVIEW CRITERIA	
<p>General Review Criteria: The proposal must comply with all of the general review criteria 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.
	<input type="checkbox"/> Uniformity of District Regulations and Restrictions: The proposed official map amendment results in regulations and restrictions that are uniform for each kind of building throughout each district having the same classification and bearing the same symbol or designation on the official map, but the regulations in one district may differ from those in other districts.
	<input type="checkbox"/> Public Health, Safety and General Welfare: The proposed official map amendment furthers the public health, safety, and general welfare of the City.
<p>Additional Review Criteria for Non-Legislative Rezoning: The proposal must comply with both of the additional review criteria DZC Sec. 12.4.10.8</p>	<p><b>Justifying Circumstances - One of the following circumstances exists:</b></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"/> The land or its surroundings has changed or is changing to such a degree that it is in the public interest to encourage a redevelopment of the area to recognize the changed character of the area. <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.
	<input type="checkbox"/> The proposed official map amendment is consistent with the description of the applicable neighborhood context, and with the stated purpose and intent of the proposed Zone District.  Please provide an attachment describing how the above criterion is met.
	<p><b>REQUIRED ATTACHMENTS</b></p> <p>Please ensure the following required attachments are submitted with this application:</p> <input type="checkbox"/> Legal Description (required to be attached in Microsoft Word document format) <input type="checkbox"/> Proof of Ownership Document(s) <input type="checkbox"/> Review Criteria
<p><b>ADDITIONAL ATTACHMENTS</b></p> <p>Please identify any additional attachments provided with this application:</p> <input type="checkbox"/> Written Authorization to Represent Property Owner(s)	
<p>Please list any additional attachments:</p>  	

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

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

Property Owner Name(s) (please type or print legibly)	Property Address City, State, Zip Phone Email	Property Owner Interest % of the Area of the Zone Lots to Be Rezoned	Please sign below as an indication of your consent to the above certification statement (must sign in the exact same manner as title to the property is held)	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	Property owner representative written authorization? (YES/NO)
<b>EXAMPLE</b> John Alan Smith and Josie Q. Smith	123 Sesame Street Denver, CO 80202 (303) 555-5555 sample@sample.gov	100%	<i>John Alan Smith</i> <i>Josie Q. Smith</i>	01/01/12	(A)	NO
Brent Heath ARTEX MF LAND LLC	1601 S. MoPac Expy. Suite 160, Austin, TX 78746	100%		2/24/17	B	YES

**ARTEX MF LAND, LLC**

**UNANIMOUS CONSENT OF MANAGER AND MEMBER**

The undersigned, being the sole Manager ("**Manager**") and sole Member ("**Member**") of **ARTEX MF LAND, LLC**, a Delaware limited liability company (the "**Company**"), do hereby consent, pursuant to the Delaware Limited Liability Company Act and the Limited Liability Company Agreement of the Company dated December \_\_\_\_, 2016 to the following:

**1. OFFICERS**

RESOLVED, that each of the following-named persons be and they hereby are elected as officers of the Company for the office or offices set forth below opposite his or her name, and to hold any such office to which elected until his or her successor should be chosen and qualified in his or her stead, or until his or her earlier death, resignation, retirement, disqualification or removal from office

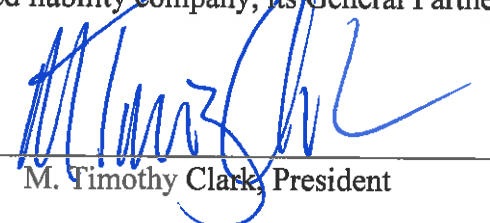
Stephen T. Clark - Chairman  
M. Timothy Clark – President  
Brent D. Heath – Vice President, Treasurer, and Secretary

BE IT FURTHER RESOLVED, that each of the foregoing officers may, without the joinder of any other officer, Manager or Member, act on behalf of the Company to transact any business or act authorized in the Company Agreement.

IN WITNESS WHEREOF, the undersigned has executed this instrument as of and effective the 15 day of December, 2016.

**MANAGER:**

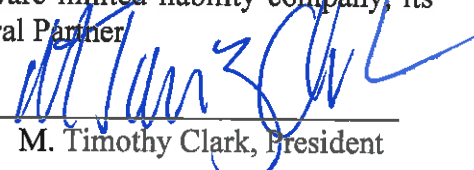
**CREAI BW-2901 GP, LLC**, a Delaware limited liability company, its General Partner

By:   
M. Timothy Clark, President

**MEMBER:**

**BW-2901 LAND, LP**, a Delaware limited partnership

By: **CREAI BW-2901 GP, LLC**, a Delaware limited liability company, its General Partner

By:   
M. Timothy Clark, President

February 24, 2017

**Via email**

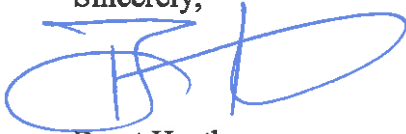
Ms. Heidi Tippetts  
Operations Coordinator  
Community Planning and Development City and County of Denver

**Re: Rezoning Application 3204, 3206 Denargo and 2901 Broadway, Denver, CO 80216**

Dear Ms. Tippetts:

Please let this letter serve as notice that Jim West with GFF Architects and Chase Hill and Dudley Simmons with Argyle Residential are hereby deemed agents for the purposes of the rezoning efforts on the above referenced tracts.

Sincerely,



Brent Heath  
Vice President  
CREAI BW-2901 GP, LLC  
General Partner for BW-2901 Land, L.P.



Brent Heath  
Vice President  
CREAI BW-2901 GP, LLC  
Managing Member for Artex MF Land, LLC



11/04/2016 09:54 AM  
City & County of Denver  
Electronically Recorded

R \$36.00

WD

D \$1,064.07

**WHEN RECORDED, RETURN TO:**

Locke Lord LLP  
2200 Ross Avenue, Suite 2800  
Dallas, Texas 75201  
Attention: Masac Ellis, Esq.

**SPECIAL WARRANTY DEED**

THIS SPECIAL WARRANTY DEED is made this 4<sup>th</sup> day of November, 2016, by and between DENARGO MARKET TRS, INC., a Delaware corporation ("Grantor"), whose street address is c/o Cypress Real Estate Advisors, Inc., 1601 South MoPac Expressway, Suite 175, Austin, Texas 78746, and ARTEX MF LAND, LLC, a Delaware limited liability company ("Grantee"), whose street address is c/o Cypress Real Estate Advisors, Inc., 1601 South MoPac Expressway, Suite 160, Austin, Texas 78746.

WITNESS, that Grantor, for the consideration of Ten Dollars (\$10.00) and other good and valuable consideration, in hand paid, hereby sells and conveys unto Grantee and Grantee's successors and assigns forever the real property, together with the improvements and fixtures located thereon, in the City and County of Denver and State of Colorado described on Exhibit A attached hereto and made a part hereof, with all appurtenances thereto, including without limitation, any and all points of access, abutting roads, appurtenant easements and drainage rights (collectively, the "Property").

TO HAVE AND TO HOLD the Property, together with all and singular any other rights and appurtenances thereto in anywise belonging, unto Grantee, its successors and assigns, FOREVER, subject to those matters set forth on Exhibit B, attached hereto and made a part hereof, to the extent (but no further) that same are valid and subsisting as of the date hereof and affect title to the Property (collectively, the "Permitted Exceptions"); and Grantor does hereby bind itself, its successors and assigns, to WARRANT AND FOREVER DEFEND all and singular the Property unto Grantee, its successors and assigns, against every person whomsoever lawfully claiming or to claim the same or any part thereof by, through or under Grantor, but not otherwise, subject, however, to the Permitted Exceptions.

State Documentary Fee  
Date  
\$ 1064.07

1375370.3



70513458

IN WITNESS WHEREOF, Grantor has executed this Special Warranty Deed as of the date first set forth above.

DENARGO MARKET TRS, INC.,  
a Delaware corporation

By: *M. Timothy Clark*  
M. Timothy Clark  
President

STATE OF TEXAS        )  
                                  ) ss.  
COUNTY OF TRAVIS    )

The foregoing instrument was acknowledged before me this 4<sup>th</sup> day of November, 2016, by M. Timothy Clark, as President of Denargo Market TRS, Inc., a Delaware corporation, on behalf of said corporation.

Witness my hand and official seal.



*Rachel Scott*  
Notary Public  
4/26/2020

My Commission Expires:

**EXHIBIT A**

(Attached to and forming a part of  
the Special Warranty Deed  
from Denargo Market TRS, Inc., as grantor,  
to Artex MF Land, LLC, as grantee)

**Description of the Real Property****Parcel 1:**

Lot 1, Block 1,  
DENARGO MARKET SUBDIVISION FILING NO. 2,  
according to the plat thereof recorded April 12, 2012, at Reception No. 2012049308,  
City and County of Denver,  
State of Colorado.

**Parcel 2:**

Non-exclusive easements for vehicular and pedestrian access across roads and  
sidewalks for use of common utility facilities and for use of the common areas for the  
purposes designated, all as more fully defined and described in the Declaration of  
Covenants, Conditions and Restrictions for Denargo Market recorded May 4, 2012,  
under Reception No. 2012059131, in the Real Property Records of the City and  
County of Denver, State of Colorado.

**Assessor Parcel Number:** 02274-12-001-000



**EXHIBIT B**

(Attached to and forming a part of  
the Special Warranty Deed  
from Denargo Market TRS, Inc., as grantor,  
to Artex MF Land, LLC, as grantee)

**List of Permitted Exceptions**

1. REAL PROPERTY TAXES AND ASSESSMENTS FOR THE YEAR 2016 AND SUBSEQUENT YEARS, A LIEN NOT YET DUE OR PAYABLE.
2. AN EASEMENT OR RIGHT OF WAY FOR HIGHWAY PURPOSES, TOGETHER WITH THE RIGHT TO EXTEND THE SLOPES OF EARTH FILL OR EMBANKMENT, AS GRANTED TO THE CITY AND COUNTY OF DENVER BY THE INSTRUMENT RECORDED SEPTEMBER 11, 1939 IN BOOK 5340 AT PAGE 155.
3. RESERVATION OF ALL MINERALS AND ALL MINERAL RIGHTS OF EVERY KIND AND CHARACTER NOW KNOWN TO EXIST OR HEREAFTER DISCOVERED, BUT WITHOUT ENTERING UPON OR USING THE SURFACE OF THE PROPERTY, AND IN SUCH MANNER AS NOT TO DAMAGE THE SURFACE OF THE PROPERTY OR TO INTERFERE WITH THE USE THEREOF BY THE GRANTEE, THEIR HEIRS, SUCCESSORS AND ASSIGNS, BY UNION PACIFIC LAND RESOURCES CORPORATION AS CONTAINED IN WARRANTY DEED RECORDED DECEMBER 22, 1975 IN BOOK 1171 AT PAGE 630.
4. RESERVATION OF ALL MINERALS AND ALL MINERAL RIGHTS OF EVERY KIND AND CHARACTER NOW KNOWN TO EXIST OR HEREAFTER DISCOVERED, BUT WITHOUT ENTERING UPON OR USING THE SURFACE OF THE PROPERTY, AND IN SUCH A MANNER AS NOT TO DAMAGE THE SURFACE OF THE PROPERTY OR TO INTERFERE WITH THE USE THEREOF BY THE GRANTEE, THEIR HEIRS, SUCCESSORS AND ASSIGNS, BY UNION PACIFIC LAND RESOURCES CORPORATION AS CONTAINED IN WARRANTY DEED RECORDED APRIL 02, 1976 IN BOOK 1222 AT PAGE 276.
5. RESERVATION BY UNION PACIFIC RAILROAD COMPANY, A DELAWARE CORPORATION OF ALL MINERALS AND ALL MINERAL RIGHTS OF EVERY KIND AND CHARACTER NOW KNOWN TO EXIST OR HEREAFTER DISCOVERED, BUT WITHOUT ENTERING UPON OR USING THE SURFACE OF THE PROPERTY, AND IN SUCH MANNER AS NOT TO DAMAGE THE SURFACE OF THE PROPERTY, OR TO INTERFERE WITH THE USE THEREOF BY THE GRANTEE, ITS SUCCESSORS AND ASSIGNS, AS CONTAINED IN QUIT CLAIM DEED RECORDED NOVEMBER 06, 2006 UNDER RECEPTION NO. 2006178107.

6. **WAIVERS AND CONDITIONS SET FORTH IN AND IMPOSED BY ZONING ORDINANCE #230, SERIES OF 2007, RECORDED JUNE 08, 2007 UNDER RECEPTION NO. 2007089035.**
7. **TERMS, OBLIGATIONS AND ACCESS EASEMENTS AS SET FORTH AND GRANTED IN AGREEMENT TO TERMINATE EXISTING BASEMENT AGREEMENT AND GRANT OF NEW ACCESS EASEMENT RECORDED OCTOBER 01, 2008 UNDER RECEPTION NO. 2008134605.**
8. **TERMS, CONDITIONS AND OBLIGATIONS AS SET FORTH IN DENARGO MARKET GENERAL DEVELOPMENT PLAN 3RD AMENDMENT - MINOR RECORDED JANUARY 10, 2014 UNDER RECEPTION NO. 2014003001.**
9. **TERMS, CONDITIONS AND OBLIGATIONS AS SET FORTH IN CITY AND COUNTY OF DENVER HOUSING & NEIGHBORHOOD DEVELOPMENT SERVICES INCLUSIONARY HOUSING PROGRAM AFFORDABLE HOUSING PLAN RECORDED NOVEMBER 07, 2008 UNDER RECEPTION NO. 2008152785.**
10. **TERMS, CONDITIONS, PROVISIONS, BURDENS AND OBLIGATIONS AS SET FORTH IN COVENANT AND AGREEMENT BY AND BETWEEN DENARGO MARKET L.P., A DELAWARE LIMITED PARTNERSHIP AND PUBLIC SERVICE COMPANY OF COLORADO, RECORDED DECEMBER 04, 2008 UNDER RECEPTION NO. 2008164065.**
11. **TERMS AND OBLIGATIONS OF EASEMENT FOR WATER PIPELINE AND INCIDENTAL PURPOSES AS SET FORTH AND GRANTED IN EASEMENT AGREEMENT BY AND BETWEEN DENARGO MARKET L.P., A DELAWARE LIMITED PARTNERSHIP AND CITY AND COUNTY OF DENVER, ACTING BY AND THROUGH ITS BOARD OF WATER COMMISSIONERS RECORDED DECEMBER 23, 2008 UNDER RECEPTION NO. 2008171483.**  
**EASEMENT AGREEMENT AMENDMENT RECORDED DECEMBER 28, 2011 UNDER RECEPTION NO. 2011147440.**  
**AFFIDAVIT RECORDED JULY 28, 2014 UNDER RECEPTION NO. 2014089920.**
12. **TERMS, CONDITIONS AND OBLIGATIONS AS SET FORTH IN AMENDED AND RESTATED FRAMEWORK AGREEMENT FOR DENARGO MARKET RECORDED JANUARY 10, 2012 UNDER RECEPTION NO. 2012003134 AND FIRST AMENDMENT THERETO RECORDED JANUARY 31, 2013 UNDER RECEPTION NO. 2013014036.**
13. **TERMS, CONDITIONS AND OBLIGATIONS AS SET FORTH IN DENARGO MARKET DEVELOPMENT PLAN RECORDED FEBRUARY 25, 2009 UNDER RECEPTION NO. 2009023565.**

14. **TERMS AND OBLIGATIONS REGARDING FENCE COVENANT, AS SET FORTH IN COVENANT BY DENARGO MARKET, L.P., A DELAWARE LIMITED PARTNERSHIP RECORDED FEBRUARY 23, 2010 UNDER RECEPTION NO. 2010020701.**
15. **EASEMENT GRANTED TO CITY AND COUNTY OF DENVER, FOR STORMWATER FACILITIES, AND INCIDENTAL PURPOSES, BY EASEMENT RECORDED DECEMBER 20, 2011 UNDER RECEPTION NO. 2011143786.**
16. **EASEMENTS, NOTES AND DEDICATION ON THE PLAT OF DENARGO MARKET SUBDIVISION FILING NO. 2 RECORDED APRIL 12, 2012 UNDER RECEPTION NO. 2012049308.**
17. **RESTRICTIVE COVENANTS, INCLUDING EASEMENTS AND ASSESSMENTS, WHICH DO NOT CONTAIN A FORFEITURE OR REVERTER CLAUSE, BUT OMITTING ANY COVENANTS OR RESTRICTIONS, IF ANY, BASED UPON RACE, COLOR, RELIGION, SEX, SEXUAL ORIENTATION, FAMILIAL STATUS, MARITAL STATUS, DISABILITY, HANDICAP, NATIONAL ORIGIN, ANCESTRY, OR SOURCE OF INCOME, AS SET FORTH IN APPLICABLE STATE OR FEDERAL LAWS, EXCEPT TO THE EXTENT THAT SAID COVENANT OR RESTRICTION IS PERMITTED BY APPLICABLE LAW, AS CONTAINED IN DECLARATION OF COVENANTS, CONDITIONS AND RESTRICTIONS FOR DENARGO MARKET RECORDED MAY 04, 2012, UNDER RECEPTION NO. 2012059131.**  
  
**ASSIGNMENT OF DECLARANT RIGHTS RECORDED DECEMBER 24, 2015 UNDER RECEPTION NO. 2015177880, AND RE-RECORDED NOVEMBER 2, 2016 UNDER RECEPTION NO. 2016152991.**
18. **DEED RESTRICTIONS AS SET FORTH IN SPECIAL WARRANTY DEED RECORDED AUGUST 24, 2015 UNDER RECEPTION NO. 2015118911.**

**[End of Permitted Exceptions]**



February 13, 2017

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

RE: Zone Map Amendment - 3204, 3206 Denargo Denver, CO 80216

To Whom It May Concern:

This Document will serve as the supporting documentation for the Zone Map Amendment Application for 3204, 3206 Denargo, Denver, CO 80216, currently zoned as I-B, UO-2 to be rezoned as C-MX-16.

**Review Criteria complying with DZC Sec. 12.4.10.7:**

There are currently 4 Plans adopted by the City which pertain to this site. *The 38<sup>th</sup> & Blake Height Amendments, Blueprint Denver, Comprehensive Plan 2000 and the River North Plan.* It is my belief, and that of the property owner, that this parcel complies with all of the adopted Plans for this parcel, and that the Zone Map should be amended as requested for the following reasons:

**38<sup>th</sup> & Blake Height Amendments:**

- This parcel lies outside of the boundaries of the 38<sup>th</sup> & Blake Height Amendment as shown on the Amendments map shown on page 7 of the Amendments [attached];

**Blueprint Denver:**

- This parcel is identified as being within an Area of Change and will help to satisfy the Strategies outlined in Blueprint Denver for bringing development into the Area of Change;
- This parcel is identified as part of a mixed-use area by the Plan Map in Blueprint Denver. Amending the Zone Map will bring this parcel in line with the Blueprint Denver Land Use Map;

**Denver Comprehensive Plan 2000:**

- This parcel is part of the Central Platte Valley area that the Comp Plan 2000 envisions for mixed-use redevelopment, "that will extend the density and vitality of Downtown northwesterly to the banks of the South Platte River."
- This parcel fulfills one of the key components of the Denver 2000 Comp Plan by redeveloping vacant, and/ or underutilized land, especially close-in to the downtown core in order to conserve land by designing for mixed-use communities.

**River North Plan:**

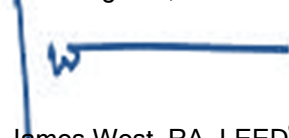
- This rezoning of this parcel of land will bring it in line with the mixed-use, particularly residential mixed-use, designation identified by the River North Zoning Plan. Consistent with other adopted plans, this parcel has been identified as being under-utilized by the River North Plan.
- The River North Plan lists as one of its General Framework Goals the addition of new development to create, "a unique environment both in terms of an eclectic mix of uses and exciting, innovative architecture," as to improve connections to River North, Downtown and other nearby neighborhoods.

**Review Criteria complying with DZC Sec. 12.4.10.8:**

- As outlined above, this parcel has been identified by Blueprint Denver, the Denver Comprehensive Plan 2000, and the River North Plan as being an Area of Change and is recognized as being underutilized and in need of being redeveloped into a mixed-use neighborhood.

I look forward to discussing the Zoning Map Amendment application for this parcel of land with you in great depth. Should you have any questions or comments, please do not hesitate to contact me.

Best Regards,

A handwritten signature in blue ink, consisting of a vertical line on the left, a horizontal line extending to the right, and a small 'w' character at the start of the horizontal line.

James West, RA, LEED® AP  
Associate Principal/ Studio Director

cc: Dudley Simmons  
Chase Hill  
James T. Johnson  
Meaghan Turner  
Kevin Lora  
Project File