May 20, 2015

TO: Kevin Standbridge, Deputy City and County Manager
FROM: Urban Neighborhoods/Broomfield LLC Team
RE: Addendum to November 24, 2014 Submittal for Broomfield Civic Center Project

Since receiving your memo dated April 30, 2015 our team has met several times in May to address your questions which are herewith answered in some detail below. A large amount of additional information has been gathered which we are eager to share with you.

For example, the favorable market prospects for a co-working office concept for Broomfield were discussed as a test case at the recent Startup Week in Boulder. Many high tech professionals who work in Denver and Boulder greeted the idea of convenient and better priced space in Broomfield with enthusiasm.

1. **What is the strategy to be used by the development team to attract and retain local businesses?**

Members of our development team have been actively identifying, recruiting, successfully retaining and even financing, local retail tenants for the past 50 years. Over this time, we have developed sophisticated strategies to accomplish our dual mission of creating places that are treasured community assets as well as excellent real estate investments. These strategies include the following:

- **Project Design and Layout** – Beginning with a design that is purposefully suited to local, independent retailers is fundamental to successfully attract and retain these businesses. Local tenants typically require smaller spaces and often do not have the capital necessary to make the huge infrastructure investments necessary to make generic retail space suitable for their needs. We have expertise in designing projects that not only anticipate tenant requirements, but help ensure we achieve our tenant-mix goals.

- **Tenant Mix and Engagement** – We spend a great deal of care formulating the ideal tenant mix. We study the trade area, looking for needs and incorporate community input. Often times we hold focus group sessions to garner neighborhood needs and desires. Through this process we establish industry types we hope to attract into our projects. We then begin the hard work of attracting these users. Cold calling best-in-class tenants in the businesses we are seeking is a large part of our strategy. While many simply post a “For Lease” sign and react to calls, we actively reach out to the businesses we hope to attract.
Project Finance Structure – Local tenants typically require lower rent and larger tenant finish allowances than national credit tenants. We carefully structure our projects around these realities, occasionally using creative finance tools such as Tax Increment Financing, Historic Tax Credits or other funding structures that enable us to offer base rents at rates at which locals can succeed.

Market Knowledge – Our long experience in recruiting and being landlords of local tenants has given us both a deep, extensive knowledge of the local retailer market and a reputation as the “go to” group when local retailers are looking for a first location or an expansion opportunity. As Landlords and agents we have business relationships with more local retailers than anyone else in the Denver market.

Lease Negotiation Expertise – Negotiating and structuring leases with local retailers is significantly different than with national credit tenants in conventional shopping centers. Prospective tenants sometimes lack sophistication in this area and have risk concerns that are different, leading to failed negotiations. At the same time, leases must be negotiated that recognize the additional risk and investment being required from the landlord. We have particular skill in these transactions having completed more than 100 transactions just in the last 5 years. (Please see the attached list of local retailer transactions.)

Financing, Consulting, Management and Accounting Assistance – Our group has developed a finance, management and accounting structure that we currently use with more than 25 restaurant tenants. Where appropriate and mutually beneficial, we have partnered with local restaurant operators in our properties to help them finance and manage their businesses. By providing the real estate location and equity we are able to help our restaurant partners achieve their dream of owning their own business. By providing back office service such as accounting, human resource services, risk management, etc., we allow them to focus on daily operations, while simultaneously reducing our investment risk. This combination of equity investment and financial management has been an indispensable strategy for achieving our tenant mix goals and has resulted in some of Denver’s most recognized restaurant names, including Rioja, Bistro Vendome, TAG, Guard & Grace, The Lowry Beer Garden and many others.

Skilled Property Management – Retaining local retailers and ensuring they thrive is a separate and distinct skill set from traditional property management, which focuses on rent collection, maintenance, security and other routine tasks. Our philosophy of property management is based on partnership with our tenants, whether we are actual investors or not.

We recognize rent is fundamentally a function of sales; low sales result in low rent and ultimately, failure. As such, we work closely with our tenants to ensure we, as landlords, are taking an active role in helping tenants achieve high sales. This starts with positioning the project correctly in the marketplace and continues with ensuring the right co-tenancies, creating
and implementing marketing and event plans where appropriate and maintaining close relationships with the merchants so both problems and opportunities are identified quickly.

2. **Please provide examples of projects completed by the development team in which local businesses have located and continue to do business?**

Our team has numerous retail investments in Denver area neighborhoods including Lowry, Congress Park, Country Club, Lower Highlands, West Highlands, Berkeley, Edgewater, Lakewood, Green Valley Ranch, Northglenn and others. The defining feature of these properties is that, aside from Larimer Square, they are 100% local tenants. The following are notable examples of projects where the local tenant-mix is critically important to development goals:

**Hangar 2, Lowry, Denver, CO** – This challenging project involved the adaptive re-use of a 90’ tall, 90,000 S.F., historically-protected 1939 USAF airplane hangar, situated on a six-acre site in the heart of Lowry. Our research on needs and desires in the neighborhood revealed two key points: First, neighbors were strongly adverse to a high-intensity, high-traffic commercial use in the 90,000 S.F. building and second, they were extremely disappointed at the lack of quality dining options nearby. In response, we created a development plan that put a state-of-the-art self-storage facility inside the historic hangar (a needed amenity with low intensity and requiring minimal parking) and The Lowry Dining District, which features five local restaurants and a coffee shop. We are the creators and owner/operators of two restaurants, The Lowry Beer Garden and North County and investors in two others, BuBu and Masterpiece Kitchen.

**Denver Union Station, Denver, CO** – Our role as partners in the re-development of this nationally significant project was to curate a collection of retail and restaurant tenants for the leased space and custom-craft and operate five food and beverage outlets to be retained by the ownership. We began our assignment by conducting a series of focus groups, in which we studied the needs and preferences of nearby office workers, transit riders, residents and other stakeholders. The groups evidenced a passionate desire for a truly local experience, one that was proudly Denver and Colorado centric. Based on this, we determined that we would offer space exclusively to local tenants and then painstakingly recruited the very best the city had to offer – The Kitchen Next Door, Stoic & Genuine, Mercantile, Snooze, etc. Our partnership-owned outlets are notable for their extensive offerings of locally sourced products and ingredients, such as more than thirty Colorado craft beers, locally roasted coffee, locally raised beef, locally made ice cream and much more – Pigtrain Coffee, Milkbox Creamery, Acme Burger & Brat, etc. Average tenant sales are exceeding $1000/S.F.

**Larimer Square, Denver, CO** – Historic District #1 in the City of Denver, this property arguably is one the finest and most concentrated collections of local boutiques, local chef-driven restaurants and local entertainment venues in the country. Our partner, Dana Crawford, created Larimer Square in 1965 and operated it for two decades. Partner Joe Vostrejs has overseen the
property for the past two decades and Partner Pat McHenry has been overseeing tenant curation for the past six years. While the property is a major attraction for its superb, historically-significant Western Victorian buildings, its tremendous retail success is based on the exceptional group of well-known local merchants and restaurateurs that so powerfully differentiate it from competitive shopping districts that are largely defined by chain restaurants and retailers. Like many of our projects, we are a partner/investor with several of the tenants of Larimer Square.

3. **What strategies have been used with these prior projects completed by the development team to attract and retain those local businesses?**

All of the strategies outlined in Number 1, above.

4. **What is the benefit to the Civic Center of new residential uses?**

The axiom of “retail follows rooftops” remains true, especially in mixed-use projects like the Civic Center where parking, visibility and building layouts are non-traditional and commercial tenants, especially retail and restaurants, need a built-in customer base from the project itself. This is especially critical for local merchants and restaurants that don’t have a national brand attracting customers – local businesses need proximate residents to patronize their establishments and spread the word about their business.

Residential activity brings vibrancy and life to commercial spaces, especially during evening and non-peak hours when a suburban location like the Civic Center would otherwise be quiet. Place-making is much more than just good architecture and landscaping, it requires people coming and going and mingling and one of the best ways to accomplish this type of activity is through incorporating residents into the place itself.

5. **What is the approach used by the development team to determine how many and what type of new residential units should be proposed for the Civic Center?**

The development team has a 30-year history of creating high quality residential communities in the Denver area and elsewhere and in our experience one of the most critical aspects of community creation is identifying your target residents and tailoring the community to their specific wants and needs. As a result we will spend significant time and resources conducting an analysis of the Civic Center neighborhood specifically and the Broomfield housing market generally to understand current housing demographics, new resident profiles, competing communities and amenities and any gaps in the Broomfield housing market that could be filled at the Civic Center. This analysis will be conducted with literal “boots on the ground” and enhanced by third party consultants and advisors we know and trust.
Once we have identified our target resident categories, we carefully design a residential housing and amenity program that meets the wants and needs of these housing “customers” with our project architect and interior designer. Housing tastes and preferences are rapidly evolving with household formation being delayed, baby boomers downsizing, Millennials seeking a live-work-play environment and more single person households occurring. Understanding these dynamics allow us to create a community that is both socially healthy and economically sustainable. The total number and type of housing units will naturally flow from this “bottom up” design process that balances the identified housing/amenity program with the physical constraints of the site (parking, topography, additional commercial uses) and development costs. We do not have a predisposition to a certain number or type of units – it will flow naturally from the above process. However, one legal/regulatory constraint that immediately impacts the Civic Center is condo defect litigation that will preclude us from constructing condominiums on the site.
List of Local Tenants which we have done new leases or renewals with in the past 5 years.

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<td>Capital Heights Pharmacy</td>
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<td>Lowry Wine and Spirits</td>
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<td>Acme Burger &amp; Brat Corp.</td>
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<td>TAG Burger Bar</td>
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<td>Al's Barbershop</td>
<td>Milk &amp; Honey</td>
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<td>Wax</td>
<td>Gusterman's Silversmith</td>
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<td>Larimer Square Cleaners</td>
<td>John Atencio</td>
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<td>Hailee Grace</td>
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<td>Real Baby</td>
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<td>Billy's Inn</td>
<td>Bistro Vendome</td>
<td>Chipotle Mexican Grill</td>
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<td>Move Studios</td>
<td>Euclid Hall Bar &amp; Kitchen</td>
<td>Perfect Petal</td>
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<td>Mynt Mojito Lounge</td>
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When Denver’s real estate elite set out to redevelop Denver Union Station, which celebrated its grand opening July 26, they knew they wanted the city’s transit hub to be something different from every other bus and train station in the country, and they wanted it to be uniquely Colorado.

They put the task of curating restaurants and retailers that would embody that ideal in the hands of one woman: Pat McHenry, partner at Larimer Associates. Here’s McHenry’s take on the behind-the-scenes action that ended with 15 restaurants and retailers in a $54 million redevelopment meant to redefine a 120-year-old icon.
How did you come into this position? Well, Dana Crawford originally picked the team to pitch Union Station. My partners and I were picked specifically because of our retail background. I have almost three decades of experience in retail, with many of those projects in urban and specialty retail. [Larimer Associates] invests in lots of neighborhood retail, which has a higher proportion of local businesses than large malls or other shopping centers.

You personally sought out almost every one of these businesses and handpicked them for this space. Did you have to turn companies away? Yes, absolutely. It was a highly visible project, and many retailers and restaurants wanted to be involved. But lots of them were national, and others weren’t offering a product that fit in. There’s a very limited amount of space here and it was very important that the tenants that were eventually invited in met specific requirements.

How was this project different from others you’ve done? The variety of ultimate users here is just so broad. You have people here to use the transit, daytime office workers here to conduct business meetings, people staying at the hotel and residents of the nearby apartment complexes.

We wanted retailers to really support all those different uses. We very methodically thought, “What does someone coming to Union Station need?” We held focus groups. We knew we wanted a Colorado place for breakfast, so we got Snooze. We knew we wanted a place to get a quick, healthy lunch to take on the train, so we got Fresh Exchange.
On the retail side, it is heavily oriented toward gifts, because gifts are a quick, easy thing to shop for while you’re waiting for your bus. Tourists are going to come through here and want souvenirs, but we wanted to provide something other than the regular souvenir mug. Tattered Cover fits that component.

Now that it’s all said and done, is there anything you would change about this project? I would do nothing differently. I’ve never had a project where I’ve been able to say that.
16 Because Joe Vostrejs and Larimer Associates believe in the entrepreneurial spirit.

What initially began 12 years ago as a repositioning of Larimer Square (from mall retailers such as Ann Taylor and Nine West to independently operated retailers and restaurants) has led Joe Vostrejs, Jeff Hermanson, Rod Wagner, and Pat McHenry of Larimer Associates to bring thoughtful, community-minded redevelopment to more than a half-dozen other corners, strip malls, and neighborhood anchors throughout the metro area. “In the course of repositioning Larimer Square, we were surprised—and
pleased—to find so many great entrepreneurs in Denver. They just needed opportunities,” says Vostrejs, who is the company’s chief operating officer.

And what opportunities Larimer Associates has wrought: The group bought the southwest corner of 32nd Avenue and Lowell Boulevard and opened Chipotle, Sushi Hai, Real Baby, and Perfect Petal; they refabbed Billy’s Inn on 44th and Lowell and bought the corner across from it, ultimately leasing it to Tocabe and an orthodontist. The group’s thumbprint is everywhere you look: Ernie’s; LoHi Steakbar; the Sixth Avenue strip that holds Satchel’s and, soon, a Novo Coffee outpost; 12th and Madison, where TAG Burger Bar opened in October; Lowry Beer Garden; and even the revitalization of Union Station. “We create opportunities for entrepreneurs in underdeveloped areas in Denver,” Vostrejs says. “There are great buildings that underserve a neighborhood. We re-engineer those buildings and look at how the neighborhood is changing.”

**Up Next:** In the coming months, Larimer Associates will announce the retail and dining establishments that will inhabit the new Union Station.
Griffis/Blessing pays $45.5M for apartments

by John Rebchook

Griffis/Blessing Inc. recently paid $45.5 million for the 260-unit Bear Valley Park Apartments in Lakewood, an increasingly popular submarket in the Denver area.

“Located in the highly desirable Lakewood submarket, minutes from major thoroughfares and River Park shopping district, and as well as being adjacent to the Bear Creek Trail System, make this asset a valuable addition to our multifamily portfolio,” said William J. Hybl Jr., president and chief operating officer of Griffis/Blessing’s Property Services Group.

Colorado Springs-based Griffis/Blessing paid the equivalent of $175,000 per unit and $175.74 per square foot for the 289,980-sf community at 789 S. Reed Cir.

According to public records, the seller, San Francisco-based Carmel Properties, paid $33.95 million for the property.

Along with Bear Valley Park, Griffis/Blessing described Bear Valley Park as a “Class A/B+” property. The average unit size is 996 sf.

Community amenities include a newly renovated clubhouse, a swimming pool, a state-of-the-art fitness center, outdoor barbecues and a fire pit. Residents also enjoy:

**Please see Multifamily, Page 5AA**

Joel Vostrejs creates ‘third place’ in Denver

by John Rebchook

Years ago, someone gave Joe Vostrejs the book, “The Great Good Place: Cafés, Coffee Shops, Bookstores, Bars, Hair Salons and Other Hangouts at the Heart of Community.”

Today, there is little doubt that the title of that book by John Rebchook that Vostrejs and his partners have transformed and reshaped the urban fabric of Denver.

There it is with numerous highly successful neighborhood retail and restaurant developments scattered throughout the city.

“The book talked about with all of the big suburban planning and highways, we’ve kind of destroyed what he called the ‘third place,’” said Vostrejs, the 54-year-old family holding company. He called the ‘third place,’” we’ve kind of destroyed what he called the ‘third place,’” said Vostrejs, the 54-year-old family holding company.

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“Joe Vostrejs creates ‘third place’ in Denver.

Joe Vostrejs inhabits the building, the former Speer Furniture store, almost 20 years ago. A Chipotle, the seventh in the Denver-based chain, anchors it.

“Steve Ells (the founder of the now giant and hugely successful chain) signed the lease, personally,” Vostrejs said.

“I don’t think these days Steve Ells signs many leases or walks the site with guys like me, like he did at 32nd and Lowell. At that time, Steve was just an up-and-coming chef,” Vostrejs said.

Providing real estate opportunities and often needed start-up and operating capital to chefs is a key component of Larimer Associates today. Larimer Associates has teamed up with such well-known Denver chefs as Jennifer Jasinski, Sean Kelly and Troy Guard.

“We have the real estate and management expertise, while a lot of these really excellent chefs are often underfunded,” noted Vostrejs.

“It’s mutually beneficial for us to provide them the platform, so they can concentrate on what they do best—prepare great meals,” he said.

Yet, even successful developments aren’t without critics.

“This is a true story,” Vostrejs said.

“When we first put Speer Furniture under contract at 32nd and Lowell, I got a phone call from a woman.

Please see Vostrejs, Page 12AA

Industrial firing on all cylinders

by Jill Jameson-Nichols

Denver’s industrial real estate market is firing on all cylinders, with rental rates climbing 12 percent beyond their previous peak and tenants leasing space faster than developers can deliver it.

“There is not enough product for all the tenants that are out there,” said CBRE First Vice President Paul Kluck.

Paul Kluck, who said 2014 marked the first time in his career that tenants pre-leased industrial space in Denver.

“Leasing of industrial buildings before completion is almost unheard of in the Denver market, and it’s becoming the norm,” current Newmark Grubb Knight Frank Executive Managing Director Mike Wafer.

Prices for industrial properties are near their peak, and rental rates have spiked. Rates for industrial space along the Interstate 70 corridor in the north-east industrial submarket, Denver’s dominant industrial area, jumped from $3.90 per square foot triple net in 2013 to $4.82 per sf in 2017, according to CBRE First Vice President Bill Thompson.

Bill Thompson, senior director of Trammell Crow Co.

“Rental rate increases will moderate this year,” said Kluck.

Industrial real estate experts gave their takes

Please see Industrial, Page 17AA

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Please see Industrial, Page 17AA
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who wanted to meet with me,” he recalled.

He met with two Hispanic women whose families had lived in West Highland for years.

The women said Vostrejs was gentrifying the neighborhood and they neither wanted nor needed “fancy restaurants and stores that would cater to rich, white people.”

He was told people who lived on the border of the neighborhood as it is and developments would drive people of color from the area.

Vostrejs was at a loss for words.

“I told them, look. I just buy old buildings and fix them up,” he said.

Fast-forward about 15 years, after a plan surfaced to build three, five-story luxury apartments on 32nd and Lowell.

Two more women came to Vostrejs’ partners at the time, against the apartment community. They couldn’t help but notice they were both blonde, white women, reflecting the change predicted by the Hispanic women.

Everything had come full circle,” Vostrejs said.

The people protesting the apartments had similar fears to the other women.

“They told me the neighborhood is just fine the way it is and nothing has to change,” Vostrejs said.

They were unhappy that he did not join their opposition.

“Don’t they understand that neighborhoods are living, breathing and evolving things,” Vostrejs said.

And from a business perspective, it is hard to make an argument that the new apartments would be bad for Chipotle and the other tenants in his building.

“It doesn’t exactly break my heart that I would have another 150 or so customers who can’t walk to my building,” Vostrejs said.

Yet he understands that many people neither like change nor think all change is for the better.

“I’m sure if those five-story apartments are built 10 years from now people will be testing some new proposal, saying they like things the way they are and there is no reason to change it,” Vostrejs said.

One thing Vostrejs is not a seller.

“Selling our properties would be like selling our children,” Vostrejs said.

“We put so much effort and sweat and blood into each of our properties that we couldn’t imagine parting with them,” he said.

“It would be different if we were merchant builders, who build something, lease it up and sell it,” he said.

“But that is not who we are.”

Indeed, as a third-generation real estate developer, Vostrejs cares deeply about the city and its neighborhoods.

“When we buy a building, our goal is always to make the neighborhood better,” he said.

Vostrejs grew up in Park Hill, about two miles from where he lives in Lowry, with his wife, Mary, a pediatrician.

“My wife and I met in high school,” at the Central Catholic High School at 18th and Logan streets.

Now, it is Red Peak Properties’ One City Block apartment community.

“Mary and I were over there at the D Bar restaurant having dinner the other night, and we were joking this is where we used to play hooky and smoke cigarettes when we were in high school,” he said.

They have two grown children.

Alfred, 26, is a graduate student in landscape architecture at the University of Colorado Denver.

Drew, 23, is studying computer science at CU Boulder, he said.

In his free time, Vostrejs is an avid road cyclist and mountain biker. He and Mary also like to fly-fish whenever they get the chance.

Indeed, as a third-generation real estate developer, Vostrejs realized what an opportunity it was to work on a special asset in Denver.

He has been in the mid-20s in the mid-1980s, when the savings and loan crisis and the collapse in energy prices crushed the real estate in Colorado and other states whose economies had been built on rising energy prices.

Vostrejs joined a Denver attorney who helped the property management industry with distressed properties.

“The value of the original loan often was probably in excess of $900 million,” he said.

Vostrejs handled the property management for a wide variety of asset classes, including retail, industrial, and office.

“I really received a crash course in working out all kind of deals,” he said.

Then, Trammell Crow Co. recruited him to for its property management department.

“That’s where I met Pat McHenry, who is now one of my best attorneys in Larimer County,” he said.

While at Trammell Crow, he created an office in Lakewood Square along Hampden Avenue, east of Interstate 25.

As A Timothy, Vostrejs got to know Jeff Hermanson, who owned a restaurant there.

“Jeff owned a number of restaurants like Cadillac Ranch and Champion Brewery in Larimer Square. When the Halin Co., which then owned Larimer Square, wanted to sell it, Jeff was a logical buyer,” Vostrejs said.

After Hermanson bought Larimer Square, he asked Vostrejs to manage it on a day-to-day basis as the general manager.

“I had to make a tough decision because Trammell Crow was just a great company and a great place to work,” Vostrejs said.

“But as a Denver native, I realized what it was to work on a special asset like Larimer Square. And it would allow me to work downtown, which is near and dear to my heart. That was 19 years ago, and since then, it is history, as they say.”