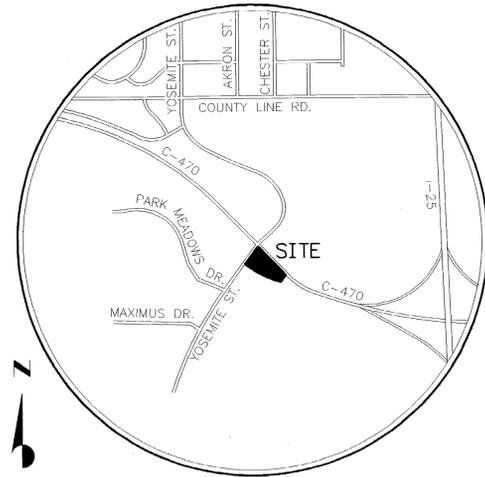


APPLEBEES AT LONE TREE P.D. 1st AMENDMENT (Lot 3)

An administrative amendment to the Principal Use: Hotel / Motel

A PLANNED DEVELOPMENT
 SITUATED IN THE SW 1/4 OF SECTION 3, T.6S., R.67W., OF THE 6TH P.M.,
 CITY OF LONE TREE, COUNTY OF DOUGLAS, STATE OF COLORADO
 4.5972 ACRES - 3 COMMERCIAL LOTS
 SHEET 1 OF 3



VICINITY MAP
 SCALE: 1"=2000'

STATEMENT OF COMMITMENTS:

Nearest Library: Lone Tree
 Fire Protection: South Metro Fire Protection District
 Law Enforcement: City of Lone Tree
 Metropolitan Districts: Southgate Water and Sanitary
 South Suburban Parks and Recreation
 Urban Drainage and Flood Control District
 Douglas County Soil Conservation District
 Douglas County School District RE-1
 Douglas Public Libraries District
 Park Meadows Metropolitan District

LEGAL DESCRIPTION

A PARCEL OF LAND SITUATED IN THE SW 1/4 OF SECTION 3, TOWNSHIP 6 SOUTH, RANGE 67 WEST OF THE SIXTH PRINCIPAL MERIDIAN, COUNTY OF DOUGLAS, STATE OF COLORADO, MORE PARTICULARLY DESCRIBED AS FOLLOWS:
 COMMENCING AT THE NW CORNER OF THE SW 1/4 OF SAID SECTION 3 FROM WHICH THE SW CORNER OF SAID SW 1/4 BEARS S00°39'07"E A DISTANCE OF 2699.00 FEET; THENCE S82°22'56"E A DISTANCE OF 1241.76 FEET TO THE INTERSECTION OF THE SOUTHWESTERLY R.O.W. LINE OF STATE HIGHWAY C-470, AS RECORDED IN BOOK 404 AT PAGE 804 AND THE EASTERLY R.O.W. LINE OF SOUTH YOSEMITE STREET; THENCE S44°41'11"E ALONG SAID SOUTHWESTERLY R.O.W. LINE A DISTANCE OF 473.34 FEET; THENCE S43°18'45"E AND CONTINUING ALONG SAID SOUTHWESTERLY R.O.W. LINE A DISTANCE OF 227.84 FEET; THENCE S34°54'28"W A DISTANCE OF 147.26 FEET TO A POINT LYING NON-TANGENT ON A CURVE ON THE NORTHERLY LINE OF LOT 8, PARK MEADOWS - FILING NO. 2, AS RECORDED IN DOUGLAS COUNTY, COLORADO; THENCE ALONG A CURVE TO THE RIGHT WHOSE CHORD BEARS N83°21'59"W A DISTANCE OF 704.83 FEET AND ALONG THE NORTHERLY LINE OF LOTS 8, 4, AND 2 OF SAID PARK MEADOWS - FILING NO. 2, SAID CURVE HAVING A CENTRAL ANGLE OF 21°57'48", A RADIUS OF 1850.00 FEET, AN ARC LENGTH OF 709.17 FEET TO THE NORTHWESTERLY CORNER OF SAID LOT 2, SAID POINT LYING ON SAID EASTERLY R.O.W. LINE; THENCE N36°14'48"E ALONG SAID EASTERLY R.O.W. LINE A DISTANCE OF 380.80 FEET TO THE POINT OF BEGINNING, CONTAINING (200,256 SQUARE FEET) 4.5972 ACRES.

INDEX

SHEET 1 OF 3	COVER SHEET - GENERAL NOTES
SHEET 2 OF 3	DEVELOPMENT STANDARDS
SHEET 3 OF 3	DEVELOPMENT PLAN

AUTHORITY:

This Development Plan is authorized by Section 15 - Planned Development District of the City of Lone Tree Zoning Ordinance adopted pursuant to the Colorado Planned Unit Development Act of 1972.

APPLICABILITY:

The provisions of this Development Plan shall run with the land. The landowners, their successors, heirs, or assigns shall be bound by this Development Plan, as amended and approved by the Planning Director or City Council.

ADOPTION:

The adoption of this Development Plan shall evidence the findings and decision of the City of Lone Tree City Council that this Development Plan for Applebee's at Lone Tree P.D. is in general conformity with the City of Lone Tree Comprehensive Plan; is authorized by the provision of Section 15 of the City of Lone Tree Zoning Ordinance; and that such Section 15 and this Development Plan comply with the Colorado Planned Unit Development Act of 1972, as amended.

RELATIONSHIPS TO CITY REGULATIONS:

The provisions of this Development Plan shall prevail and govern the development of Applebee's at Lone Tree P.D., provided, however, that where the provisions of this Development Plan do not address a particular subject, the relevant provisions of the City of Lone Tree Zoning Ordinance, as amended, or any other applicable resolutions or regulations of City of Lone Tree, shall be applicable.

ENFORCEMENT:

To further the mutual interest of the residents, occupants, and Owners of the Planned Development and of the public in the preservation of the integrity of the Plan, the provisions of this Plan relating to the use of land and the location of common open space shall run in favor of the City of Lone Tree and shall be enforceable at law or in equity by the City without limitation on any power or regulation otherwise granted by law.

CONFLICT:

Where there is more than one provision within the Development Plan that covers the same subject matter, the provision which is most restrictive or imposes higher standards or requirements shall govern unless determined otherwise by the Director of Planning

MAXIMUM LEVEL OF DEVELOPMENT:

To total number of dwellings or the total commercial, business, or industrial intensity approved for development within the Planning Areas is the maximum development requested for platting or construction. The actual number of dwellings or level of development for commercial, business, or industrial properties may be less due to subdivision or site improvement plan requirements or other requirements of the City Council.

PROJECT TRACKING:

At the time of subdivision final plat, the applicant shall provide a summary of the development, to date, along with the final plat submittal to the Department of Community Development, in order to assure maximum development limits are not exceeded.

CERTIFICATIONS:

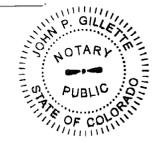
RCI HOLDING CO., LLC, A GEORGIA LIMITED LIABILITY COMPANY

Sadrous 7/01/01
 SIGNATURE DATE

THE FOREGOING INSTRUMENT WAS ACKNOWLEDGED BEFORE ME THIS 1st DAY OF September, 2001. WITNESS MY HAND AND OFFICIAL SEAL.

MY COMMISSION EXPIRES March 12, 2005

John P. Gillette
 NOTARY PUBLIC



GUARANTY BANK AND TRUST COMPANY

M. Kent Winker August 31, 2001
 SIGNATURE DATE

M. KENT WINKER, PRESIDENT

THE FOREGOING INSTRUMENT WAS ACKNOWLEDGED BEFORE ME THIS 31st DAY OF August, 2001. WITNESS MY HAND AND OFFICIAL SEAL.

MY COMMISSION EXPIRES 2-8-03



Maurice A. Dewar
 NOTARY PUBLIC

TITLE CERTIFICATION:

WE, First American Heritage Title Co., A QUALIFIED TITLE INSURANCE COMPANY, DULY QUALIFIED, INSURED OR LICENSED BY THE STATE OF COLORADO, DO HEREBY CERTIFY THAT WE HAVE EXAMINED THE TITLE OF ALL LANDS DEPICTED AND DESCRIBED HEREON AND THAT TITLE TO SUCH LAND IS OWNED IN FEE SIMPLE (EXCEPT ENCUMBRANCES OF RECORD) BY [Signature] AT THE TIME OF THIS APPLICATION.

CITY CERTIFICATION:

Administrative Amendment of the Applebee's Development Plan amending the Principal Use: Hotel / Motel as depicted hereon, pursuant to Section 1 of the Development Plan.

Approved this 16 day of Oct 2001 by the Director of Planning and Community Development. This amendment number 1 affects only Lot 3, as described in File No.: ZR99-15.

[Signature]
 Director

CLERK & RECORDER'S CERTIFICATE:

STATE OF COLORADO)

COUNTY OF DOUGLAS)

I HEREBY CERTIFY THAT THIS PLAN WAS FILED IN MY OFFICE ON THIS 29 DAY OF Nov 2001 AD AT 09:48 AM. THIS AMENDMENT NO. 1 AFFECTS ONLY LOT 3 OF THE APPLEBEES AT LONE TREE PD AS DESCRIBED WAS RECORDED UNDER RECEPTION NUMBER 01079498

DOUGLAS COUNTY CLERK AND RECORDER

ADMINISTRATIVE AMENDMENT CERTIFICATION:

ADMINISTRATIVE AMENDMENT OF THE APPLEBEES AT LONE TREE PD DEVELOPMENT PLAN AMENDING THE PRINCIPAL USE: HOTEL / MOTEL AS DEPICTED HEREON PURSUANT TO SECTION 1, 1.1 ON SHEET 2 OF 3 OF THE PD. APPROVED THIS 28 DAY OF Oct 2001 BY THE DIRECTOR OF PLANNING AND COMMUNITY DEVELOPMENT. THIS AMENDMENT NO. 1 AFFECTS ONLY LOT 3 OF THE APPLEBEES AT LONE TREE PD AS DESCRIBED IN FILE NO. ZR99-15

OWNER:

AURORA REALTY INVESTMENT GROUP, LLP
 400 INTERSTATE N. PKWY #1210
 ATLANTA, GA 30339
 ATTN: STEVE GROVE

DEVELOPER:

AURORA REALTY INVESTMENT GROUP, LLP
 400 INTERSTATE N. PKWY #1210
 ATLANTA, GA 30339
 ATTN: STEVE GROVE

AND

FERGUSON & SAUNDERS
 400 INTERSTATE N. PKWY #1210
 ATLANTA, GA 30339
 ATTN: WILLIAM FERGUSON

AND

GALLOWAY, ROMERO & ASSOC.
 5350 DTC PARKWAY
 ENGLEWOOD, CO 80111
 ATTN: DAVE GALLOWAY

REVISIONS				
No.	Description	Des. By	Drn. By	Date
2	REVISED PER CITY COUNCIL COMMENTS	DHM	JMK	11/2/99
1	REVISED PER CITY COMMENTS	DHM	CJH	8/27/99

RCI Realty, LLC
 A Georgia Limited Liability Company
 400 Interstate N. Parkway,
 Suite 1200
 Atlanta, Ga 30339
 (770) 984-0040

Galloway, Romero & Associates
 Design Engineering Planning
 5350 DTC Parkway
 Englewood, Colorado 80111
 Tel. (303) 770-8884
 Fax. (303) 770-3636

**COVER SHEET
 GENERAL NOTES**
 APPLEBEE'S AT LONE TREE

SEC. C-470 & YOSEMITE ST	Date: NOVEMBER, 1998	Sht	LONE TREE, CO
Designed By: GDK	Scale: NONL		
Drawn By: CJH	Disk File: A050P1S1		
Checked By: GDK			

1 OF 3

APPLEBEES AT LONE TREE P.D. 1st AMENDMENT (Lot 3)

An administrative amendment to the Principal Use: Hotel / Motel

A PLANNED DEVELOPMENT
 SITUATED IN THE SW 1/4 OF SECTION 3, T.6S., R.67W., OF THE 6TH P.M.,
 CITY OF LONE TREE, COUNTY OF DOUGLAS, STATE OF COLORADO
 4.5972 ACRES - 3 COMMERCIAL LOTS
 SHEET 2 OF 3

SECTION 1 - LAND USE AND STANDARDS:

Community Retail

1. Principal Uses:

- a. Bakery - Retail
- b. Bank/Financial Institution, w/Drive-up
- c. Bar/Lounge
- d. Church/Church School
- e. Convenience Store w/ or w/o Gas Pumps
- f. Cultural Facility
- g. Daycare Facility
- h. Dry Cleaning w/o Instore Plant
- i. Home Improvement Center - Retail, Wholesale
- j. Hotel/Motel - (Which may include units with cooking facilities)
- k. Laundry
- l. Library
- m. Office - General and Professional
- n. Parking Lot - Public or Private
- o. Recreation Facility - Indoor/Outdoor
- p. Restaurant/Fast Food Establishment w/ Drive-Through
- q. Retail/Service Business
- r. Sheriff's Substation
- s. Theater - indoor
- t. Veterinary Clinic/Hospital
- u. RTD Transit
- v. Automobile Wash Facility

2. Uses Permitted by Special Review:

- a. Utility Service Facility
- b. Telecommunications Facility
- c. Motor Vehicle Equipment - Sales/Service
- d. Automobile Service Stations w/Gasoline Pumps

3. Temporary Uses:

- a. Construction Office
- b. Office - Temporary Non-Residential
- c. Seasonal Use

4. Accessory Uses/Structure:

- a. Satellite Receiving Dish with use limited to communication directly related to the principal use.

5. Minimum Lot Area - None

6. Setbacks:

- a. For Principal and Accessory Uses
 1. Minimum local street setback = 5'
 2. Minimum side setback = 0' (or width of granted utility easement, whichever is greater)
 3. Minimum rear setback = 10' (or width of granted utility easement, whichever is greater)
 4. Minimum setback to C-470 = 30'
 5. Minimum setback to Yosemite Street R.O.W. = 30'
 6. Minimum separation between freestanding buildings = 10'
- b. For Parking Lots:
 1. Minimum side setback = 5' (or width of granted utility easement, whichever is greater). 0' for shared access parking
 2. Minimum rear setback = 5' (or width of granted utility easement, whichever is greater)
 3. Minimum setback to Yosemite Street = 30'
 4. Minimum setback to C-470 = 15'

7. Maximum building height is 60 feet. All building heights shall comply with the requirements of the Centennial Airport District and the FAA. All roof mounted equipment shall be screened, with the exception of solar collectors/heaters.

8. All uses, setbacks and other regulations not specifically addressed in this Planned Development shall refer to Section 12 (C-Commercial District), of the City of Lone Tree Zoning Ordinance as Amended.

SECTION 2 - SITE DEVELOPMENT AND GENERAL REQUIREMENTS:

1. Fencing and Signs:

- a. Fencing: Refer to the commercial section of the City of Lone Tree Zoning Ordinance, as amended. More restrictive conditions in the approved CCR's may supersede these City Regulations.
- b. Signs: In addition to the sign requirements within the city of Lone Tree Zoning Ordinance, as amended (sign section), the following standards shall apply to the property:
 1. Monument signs: Two allowed, one per street frontage. Maximum size is 200 square feet (100 sf per face). Maximum height is 15 feet above the adjacent arterial or interstate road surface elevations.
 2. Wall mounted signs: 50 square feet plus 1 square foot per 1 lineal foot of building frontage in excess of 50 lineal feet to a total of 100 square feet per building face, for each building face.
 3. Canopy signs: One canopy sign per canopy face, 50 square feet plus 1 square foot per 1 lineal foot of canopy frontage in excess of 50 lineal feet to a total of 100 square feet, per canopy face.
 4. A fuel price monument sign is allowed on the fuel sales site, not to exceed 60 square feet per face.
 5. Directional signs are not considered to count in the sign allowance and will not exceed 18 square feet each.
 6. Architectural design and decorative elements, including awnings are not classified as signs.

2. Landscaping and Open Space:

- a. Landscaping and open space requirements shall comply with the regulations set forth in the City of Lone Tree Zoning Ordinance.

3. Lighting:

- a. In addition to the outdoor lighting requirements within the City of Lone Tree Zoning Resolution, as Amended (Lighting Section), the following standards shall apply to the property:
 1. All lighting sources shall be metal halide which are indirect, diffused, or cut-off type fixtures.
 2. The maximum height of light poles within the development shall be as follows:
 - a. 35 feet for public roadway lights
 - b. 40 feet for major public R.O.W. intersection lights
 - c. 30 feet for parking lot lights
 - d. 12 feet for walkway and path lights
 3. The lighting level on the convenience store/fuel sales site shall average 10 f.c./s.f.

4. Parking:

- a. Required parking for specific individual uses:
 1. Convenience store with gas pumps:
 - One space per employee (maximum shift) plus
 - One space per 250 square feet of net retail space.
 2. Restaurant:
 - One space per 100 square feet, plus one space per 1.5 employees (maximum shift).
 3. Hotel/Motel:
 - One space per room, plus one space per employee (maximum office shift). Cleaning staff is not considered to overlap with room occupants.
- b. Parking provided will consider the joint use of parking: This site works with three different parking demand periods with minimal overlap of peak loads. This minimal overlap of parking demand makes it feasible and desirable to share the parking provided rather than have a vast amount of under-utilized asphalt.
- c. Provided parking for the convenience store includes the parking spaces at the dispenser positions.

5. General Requirements:

- a. A site improvement plan, in compliance with the "Site Improvement Plan" Section of the City of Lone Tree Zoning Ordinance, as Amended, shall be approved prior to construction of any improvements.
- b. All development shall comply with the City of Lone Tree Design Guidelines unless otherwise specified herein.
- c. The applicant shall avoid using fences at drainage facilities.

6. Local Street:

- a. Dedication of local street easement shall be to the City of Lone Tree for public access and utilities.
- b. The local street easement shall be 40' feet wide.
- c. At the City of Lone Tree's request, the owner(s) will dedicate the 40' wide easement as right-of-way to the City of Lone Tree.
- d. The 30' wide private road easement is separate from the 40' wide local street easement and will not be part of a future right-of-way dedication.

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 ATTN: STEVE GROVE

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 ATTN: WILLIAM FERGUSON

AND

GALLOWAY, ROMERO & ASSOC.
 5350 DTC PARKWAY
 ENGLEWOOD, CO 80111
 ATTN: DAVE GALLOWAY

REVISIONS				
No.	Description	Des.	By	Date
2	PER CITY COUNCIL COMMENTS	DHM	JMK	11/2/99
1	PER CITY COMMENTS	DHM	CJH	8/25/99

	RCI Realty, LLC A Georgia Limited Liability Company 400 Interstate No. Parkway, Suite 1200 Atlanta, Ga 30339 (770) 984-0040	
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DEVELOPMENT STANDARDS APPLEBEE'S AT LONE TREE

SEC. C-470 & YOSEMITE ST	LONE TREE, CO
Designed By: GDK	Date: NOVEMBER, 1998
Drawn By: CJH	Scale: NONE
Checked By: GDK	Disk File: A05OPTS2

