

PARK MEADOWS PLANNED DEVELOPMENT, 2nd AMENDMENT

A MAJOR AMENDMENT TO THE PARK MEADOWS PLANNING AREA WITH THE INCLUSION OF THE MACY'S PARCEL (LOT 5)
SECTION 3, TOWNSHIP 6 SOUTH, RANGE 67 WEST OF THE SIXTH PRINCIPAL MERIDIAN,
CITY OF LONE TREE, COUNTY OF DOUGLAS, STATE OF COLORADO
PROJECT NUMBER ZR07-41, PROJECT ACREAGE: 110.752± ACRES

GENERAL PROJECT CONCEPT

Park Meadows currently is an established regional shopping center/"Shopping Resort" serving as a major suburban retail center in the City of Lone Tree in northern Douglas County. The original shopping center concept was approved by Douglas County in 1981, and the center has since developed into the premier retail shopping destination in the Denver metropolitan area.

The shopping center property, consisting of approximately 102 acres, enjoys unique attributes of regional connectivity with its location adjacent to existing major roadway and light-rail transportation systems which create special circumstances and opportunities for both present and future development. Under the Planned Development District (PD) zoning, it is envisioned that Park Meadows will continue to retain its position as the premier Shopping Resort in the region while over time allowing the incorporation of expanded mixed use/transit-oriented development opportunities. The scope of land uses under this approach includes all business/commercial uses and specialty services customarily present in a major, high density commercial center, as well as related primary office, multi-family housing and urban entertainment facilities.

DEVELOPMENT STAGING AND TIME FRAME

The development of the core shopping center facility is essentially complete. Depending upon market conditions and changes over time, certain adaptive reuse and redevelopment may occur on various portions of the shopping center property. Part of the existing shopping center is currently undergoing a major redevelopment and upgrade. Similar upgrades are likely to occur in the future in order to maintain and enhance the center's competitive edge in the market place. The broad range of mixed uses allowed, including commercial/retail, urban entertainment, multi-family housing and primary office facilities, will permit over time the creation of a coordinated, large-scale development mix. This diversity of uses together with sufficiently high density and design flexibility will ensure the success of the property's development in the market place over the next 25 - 35 years. Specific development staging and related timeframes beyond the current redevelopment of the center will be determined by future market conditions and trends.

GENERAL PROVISIONS

Authority

This Development Plan is authorized by Chapter 16, Article XV of the Lone Tree Municipal Code adopted pursuant to the Colorado Planned Unit Development Act of 1972, as amended.

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 City's Director of Planning 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 Park Meadows is in general conformity with the City of Lone Tree Comprehensive Plan; is authorized by the provision of Chapter 16, Article XV of the Lone Tree Municipal Code; and, that such Article XV and this Development Plan comply with the Colorado Planned Unit Development Act of 1972, as amended.

Relationship to City Regulations

The provisions of this Development Plan and the Annexation and Development Agreement between General Growth (Rouse-Park Meadows LLC and Four State Facility Corporation) and the City Dated April 11, 2006, shall prevail and govern the development of Park Meadows, provided however, that where the provisions of this Development Plan and the Annexation and Development Agreement do not address a particular subject, the relevant provisions of Chapter 16, Article XV of the Lone Tree Municipal Code, as amended, or any other applicable ordinances or regulations of the City of Lone Tree, shall govern.

In addition to this Development Plan and the Annexation and Development Agreement, all design guidelines, final subdivision plats and site improvement plans which are approved for Park Meadows, or any part thereof, shall also control the development of Park Meadows, provided however, that where the provisions of such controlling documents do not address a particular subject, the relevant provisions of Chapter 16, Article XV of the Lone Tree Municipal Code, as amended, or any other applicable ordinances or regulations of the City of Lone Tree shall govern that subject. In the event that the Annexation and Development Agreement conflicts with any provisions of this Development Plan or other controlling documents noted herein, the Annexation and Development Agreement shall govern.

SHEET INDEX

Sheet 1 - Project Information
Sheet 2 - Development Standards
Sheet 3 - Development Standards & Information
Sheet 4 - Development Plan
Sheet 5 - Development Plan

GENERAL PROVISIONS - CONTINUED

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 this Development 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 this 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 City's Director of Planning, except as otherwise provided herein.

Maximum Level of Development

The actual density of residential dwelling units approved by the City in this Development Plan may be less than shown on the Plan due to subdivision plat or site improvement plan requirements or other site development requirements of the City such as park/school land dedication.

The total number of residential dwelling units or density, or the total commercial or business intensity approved for development within Park Meadows is the maximum level of development permitted for platting or construction (plus approved density transfers, if any). The actual number of residential dwelling units or level of development for commercial or business properties may be less than shown on the Plan due to subdivision plat or site improvement plan requirements or other site development requirements of the City. The landowner shall have no obligation to develop all or any part of Park Meadows to the maximum level of development permitted under this Development Plan.

Project Tracking

At the time of each final subdivision plat, the applicant shall provide a summary of all Park Meadows development to date, along with the final plat submittal to the Planning Division, in order to assure maximum development limits in this Development Plan are not exceeded.

STATEMENT OF COMMITMENTS

Dedication

No land dedications, development or impact fees, charges, fees-in-lieu, other costs or exactions, or consultant fees or costs (including legal counsel) except for typical administrative services fees, associated with rezoning applications, shall be imposed on the landowner at the time of zoning of Park Meadows. For all existing development, or future development or redevelopment on any part or all of Park Meadows, if any, the City agrees that it shall not impose any such obligations, conditions, or requirements on Park Meadows that are not also imposed on other retail, commercial, office or residential property within the City on a uniform, non-discriminatory and consistent basis.

On- or Off-Site Public Improvements

The landowner shall have the obligation to provide and maintain, or cause to be provided and maintained, all on-site public improvements which are reasonably necessary to serve Park Meadows. No off-site public improvements shall be imposed on the landowner at the time of zoning of Park Meadows. For all future development or redevelopment on any part or all of Park Meadows, if any, the City agrees that it shall not impose any obligations, conditions or requirements for off-site public improvements that are not also imposed on other retail, commercial, office or residential property within the City on a uniform, non-discriminatory and consistent basis.

Wildlife Preservation Plan

Not applicable

Wetlands/Riparian Preservation Plan

Not applicable

Project Phasing Restrictions

None

Fire Protection

Existing fire protection services are provided to Park Meadows by South Metro Fire Rescue.

Payment of Taxes and Condition of Title on Land to be Dedicated for Public Use

Dedicated lands shall be free and clear of all taxes, liens and encumbrances, except for the existing easements, flood plains, and drainage way encumbrances, if any.

PERMITTED USES

Regional shopping center/"Shopping Resort" and mixed-use/transit-oriented development, including all business/commercial uses and specialty services customarily present in a major, high density commercial center, as well as related primary office, multifamily housing and urban entertainment facilities, as follows:

I. Principal Uses

A. Residential

1. Artist studio.
2. Executive residence dwelling for an employee of a retail business /commercial facility.
3. Multifamily dwelling (apartment, condominium complex).
4. Nursing home, convalescent home or other extended-care facility.
5. Retirement home.

B. Institutional and Civic

1. Civic or cultural facilities, museum, library, auditorium, community center and conference or convention facilities.
2. Government offices and facilities, including law enforcement substation and transit facilities.
3. Health care and service facilities.
4. Public or private schools, universities, colleges, and educational facilities of all types.
5. Utility service or telecommunications facilities.

C. Retail Business/Commercial

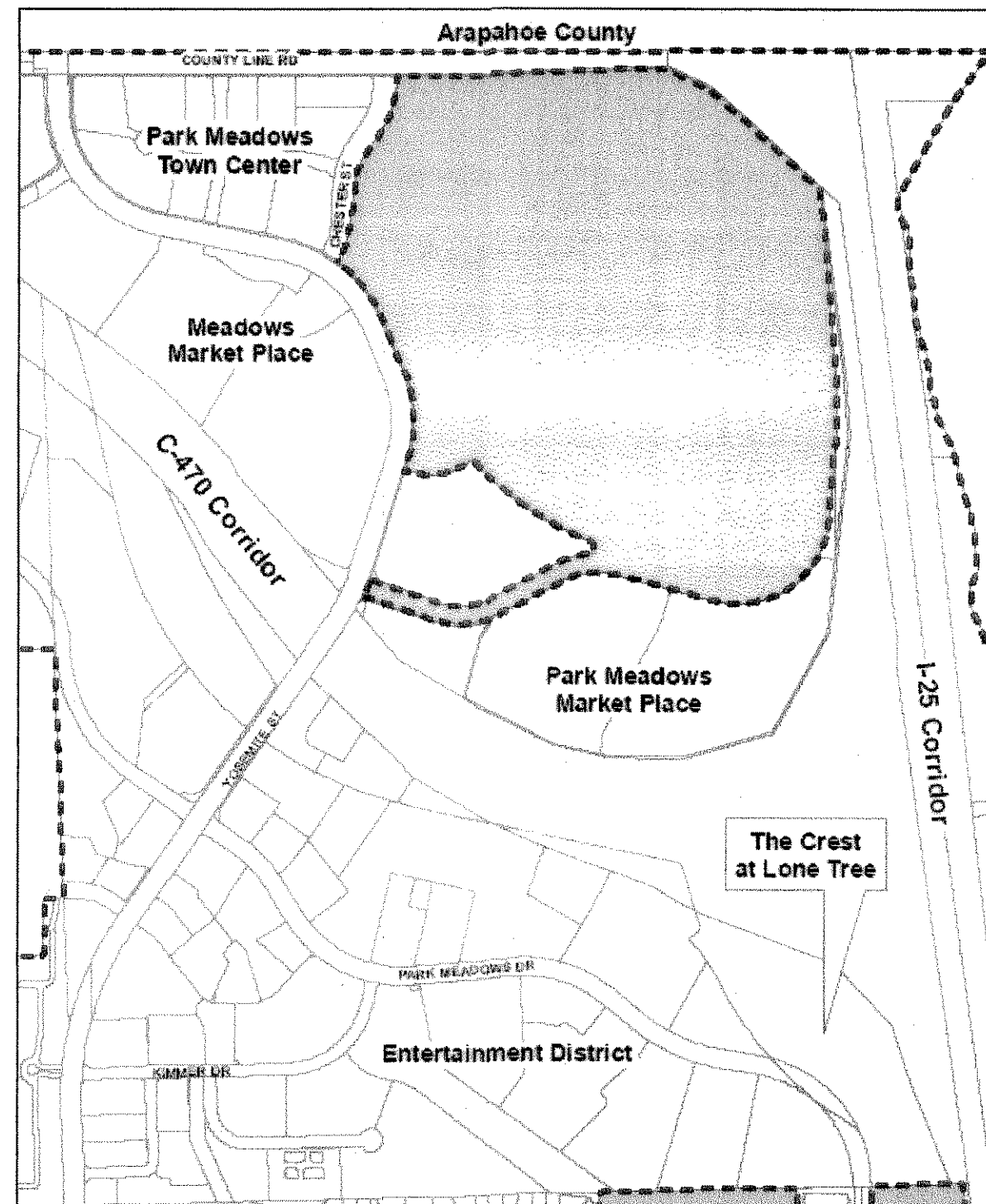
1. Antique shop.
2. Appliance store.
3. Artist supply store.
4. Bakery - retail.
5. Banking and other financial services, including electronic fund transfer substation facilities.
6. Bar/lounge/night club.
7. Barber shop.
8. Beauty salon - full service.
9. Book store.
10. Building materials and supplies.
11. Business equipment sales and service.
12. Business support or copy/printing service.
13. Clothing store.
14. Computer/electronics store.
15. Consumer retail facilities.
16. Consumer service facilities.
17. Craft/hobby store.
18. Dance and other lesson-type studios
19. Day care center/pre-school.
20. Drug store.
21. Dry-cleaning.
22. Flower/plant shop.
23. Gallery.
24. Garden supply store.
25. Gift shop.
26. Grocery store/food sales or market.
27. Hardware store.
28. Health/athletic club.
29. Home/office furnishings/interior design store.
30. Hospitality business
31. Hotel and motel, including conference and convention center facilities.
32. Information center.
33. Jewelry store.
34. Liquor store.
35. Motor vehicle equipment/parts - sales.
36. Music/video store.
37. Office - general business and professional, including medical and dental.
38. Office supply store.
39. Paint/interior decorations store.
40. Photographic studio, equipment or supply store.
41. Printing/copy service - retail.
42. Recreational facility (indoor)
43. Regional shopping center, including department stores and outdoor facilities.
44. Restaurant/fast-food establishment.
45. Retail/service business
46. Satellite receiving dish.
47. Shoe store.
48. Sporting goods/athletic equipment store.
49. Theater - indoors.
50. Theater - studio.
51. Toy/game store.
52. Travel agency.
53. Other retail business and commercial uses not listed above, but which are similar in character to the uses in this subsection C, and not otherwise inconsistent with the intent of this PD, as determined administratively by the City's Director of Planning.

II. Uses Permitted by Special Review

- A. Automobile service station or repair facilities with or without gasoline pumps and/or car wash.
- B. Convenience store with or without gasoline pumps.
- C. Heliport

III. Accessory Uses, Buildings and Structures

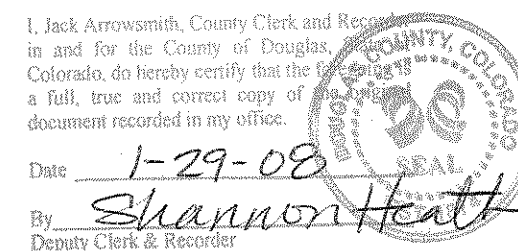
Any use, building or structure that is customarily incidental to and commonly associated with a Principal Use or Use Permitted by Special Review.



ATTORNEY'S CERTIFICATION

I, GILBERT F. McNEIL, an attorney at law, duly qualified, insured or licensed by the State of Colorado, do hereby certify that I have examined the title of all lands depicted and described hereon under title commitment #442-271458, dated OCTOBER 25, 2007 issued by FIRST AMERICAN TITLE CO., and that title to such land based on that commitment is owned in fee simple by the above named landowner.

Gilbert F. McNeil #4979 Date 1-23-08
Name and Signature of Attorney Reg. No. (date)



OWNERSHIP CERTIFICATION

Name of Landowner:

Macy's Department Stores, Inc., an Ohio corporation

By: Gary J. Nay, Vice President
Authorized Officer Gary J. Nay
Vice President

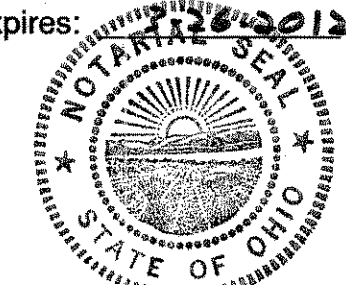
STATE OF OHIO)
COUNTY OF HAMILTON) ss.

The foregoing instrument was acknowledged before me this 21st day of JANUARY, 2008, by GARY J. NAY, as Authorized Officer of Macy's Department Stores, Inc., an Ohio corporation.

Witness my hand and official seal.

Elizabeth J. Haass
Notary Public

My Commission Expires:



ELIZABETH J. HAASS
Notary Public
My Commission Expires Mar 26, 2012

CITY CERTIFICATION

This Major Amendment of the Park Meadows Development Plan amending the Park Meadows Planning Area with the inclusion of the Macy's property as depicted hereon pursuant to Section A.3. under "General Standards Applicable to All Development" of the Development Plan has been approved by City Council Ordinance No. 07-18 on JANUARY 2, 2008. This Amendment No. 2 affects only the Park Meadows Planning Area as described in File No.

RC 7-18-2
Mayor, City of Lone Tree

1/28/08
(date)

John Johnson
Director of Planning

1/23/08
(date)

CLERK & RECORDER CERTIFICATION

State of Colorado)
City of Lone Tree) ss.
Douglas County)

I hereby certify that this plan was filed in my office on this 29th of JAN, 2008, A.D. at 4:03 o'clock a.m./p.m., and was recorded per Reception No.

2008000526
Shannon Heath - Deputy
Clerk and Recorder

Approval of this Planned Development creates a vested property right pursuant to C.R.S. 24-68-101 through 106 subject to the terms and conditions contained herein, and all conditions of approval imposed by the Lone Tree City Council.

DATE OF PREPARATION: JANUARY 16, 2008

PROJECT INFORMATION
SHEET 1 OF 5

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GENERAL STANDARDS APPLICABLE
TO ALL DEVELOPMENT

A. Existing Regional Shopping Center

- The existing regional shopping center (Center) facilities include a total of 1,636,644 square feet of retail Gross Leasable Area (GLA). The maximum permitted size of the Center shall be 2,500,000 square feet of net building area of which not more than 1,800,000 square feet shall be retail GLA.
- All principal and accessory buildings, structures, uses and site improvements currently constructed, erected or historically conducted as part of the Center and the Park Meadows Planning Area shall be deemed legally conforming under this Development Plan. All such buildings, structures, uses and site improvements shall be permitted to remain in place and/or continue to operate, and may be repaired or replaced without additional zoning or other development requirements (except building permits) imposed on them by the City.
- In order to ensure consistent and compatible standards for all development in and around the Park Meadows Planning Area, including the Center, this Development Plan and the Planning Area may be amended to include those existing retail anchor stores in the Center which are not now part of the Planning Area upon their annexation to the City.

B. Parking Standards

- The parking standards in the City's zoning ordinance on the effective date of this PD - Planned Development Zone District approval shall govern, except as otherwise provided in this Development Plan.
- The City's Director of Planning may grant an administrative variance of up to 25% of the minimum or maximum off-street parking requirement for any permitted use upon request by an applicant when such variance is proposed as part of a Site Improvement Plan application. The requested variance shall be approved when it is demonstrated by the applicant that the proposed parking element, including the variance:
 - Is sensitive to and compatible with adjoining existing and future land uses; and
 - Maintains a desirable balance with the overall bulk and massing of building architecture in the immediate area; and
 - Promotes the community goal as set forth in the City's Comprehensive Plan for a well-planned, high-quality, and where appropriate, compact development, and otherwise conforms with the City's Design Guidelines and Streetscape Standards.The City's Director of Planning shall have final administrative authority to determine if the applicant has satisfactorily met the above criteria for the requested variance.

A modification in excess of the 25% variance may be approved by city council as part of an approved Site Improvement Plan.
- All existing off-street parking areas within the Park Meadows Planning Area which serve the Center shall be deemed to be legally conforming under this Development Plan. The City will not require any existing off-street parking areas, or modifications to such parking areas, to comply with the City's requirements for off-street parking and loading, landscaping, lighting or signage.
- Shared parking may be utilized for future development projects. Shared parking shall be permitted when an applicant submits a shared parking agreement to the City. Any cross-easement parking agreement executed between and among landowners shall be recorded, and may be modified without City approval.
- Off-street parking areas accessory to a principal use are not required to be located on the same lot as the principal use.
- The number of off-street parking spaces for uses and structures located within one-fourth (1/4) mile of the outer boundary of the rail transit station adjacent to the Park Meadows Planning Area shall be reduced up to twenty (20) percent upon request by an applicant.
- The maximum off-street parking requirement for future expansion of the Center shall be one (1) space per two hundred fifty (250) square feet of net floor area of that expansion.
- Parking structures may be utilized to satisfy the parking requirement for any permitted use in the Park Meadows Planning Area.

C. Landscaping, Open Space, Parks, Recreation and Other Infrastructure Facilities and Services

- Owner shall have the obligation to provide and maintain, or cause to be provided and maintained, all on-site improvements, which are reasonably necessary to serve the Park Meadows Planning Area. No development or impact fees, charges, land dedications, fees-in-lieu, other costs or exactions, or consultant fees or costs (including legal counsel) except for typical administrative services fees associated with rezoning applications, shall be imposed on the Owner as part of this PD - Planned Development Zone District approval. For all existing development, or future development or redevelopment on any part or all of the Park Meadows Planning Area, if any, the City agrees that it shall not impose by its governmental powers any obligations, conditions, or requirements on the Park Meadows Planning Area that are not also imposed on other retail, commercial, office or residential property within the City on a uniform, non-discriminatory and consistent basis.
- The City agrees that upon the effective date of this PD - Planned Development Zone District approval, it shall commence the provision to the Park Meadows Planning Area of all applicable governmental services which the City provides to other retail, commercial, office or residential property in the City, and shall continuously provide and charge for such governmental services in a uniform and non-discriminatory manner.

- The dedication standards in the City's subdivision regulations and related standards in the City's zoning ordinance on the effective date of this PD - Planned Development Zone District approval, as applicable to future development and redevelopment projects in the Park Meadows Planning Area, shall govern, except as otherwise provided in this Development Plan.
- All landscape and infrastructure facilities currently constructed as part of the Park Meadows Planning Area shall be deemed legally conforming under this Development Plan, and may remain in use, and may be repaired or replaced by similar facilities without additional zoning or other development requirements being imposed on them by the City. The total existing area of landscaping may not be reduced; however, it may be relocated within the Planning Area as new development or redevelopment projects occur. All new landscaping shall be governed by the City's zoning ordinance, except as otherwise provided in this Development Plan.
- The City's Director of Planning may grant an administrative variance of up to 25% of the land dedication or related requirements for any future development or redevelopment project in the Park Meadows Planning Area upon request by an applicant when such variance is proposed as part of a subdivision plan or Site Improvement Plan application. The requested variance shall be approved when it is demonstrated by the applicant that the proposed variance:
 - Is sensitive to and compatible with adjoining existing and future land uses; and
 - Promotes the community goal as set forth in the City's Comprehensive Plan for a well-planned, high-quality, and where appropriate, compact development, and otherwise conforms with the City's Design Guidelines and Streetscape Standards.The City's Director of Planning shall have final administrative authority to determine if the applicant has satisfactorily met the above criteria for the requested variance.

A modification in excess of the 25% variance may be approved by city council as part of an approved subdivision plan or Site Improvement Plan.
- Credit toward park land dedication requirements shall be granted to an applicant who meets one or more of the standards for such credit under the City's subdivision regulations. Credit for private recreation facilities may include but are not limited to public or private golf courses, driving ranges, swimming pools, indoor recreation centers and other specialized recreational facilities, including park and recreation facilities provided by an applicant, special districts and homeowner's association.
- The maximum required area of a future development project to be landscaped shall not exceed 15% of the gross site area, and the required landscaped area shall be reduced when an applicant proposes unique, compact or high levels of quality landscaping or building design as part of a Site Improvement Plan application.
- All interior landscaped parking islands, all landscaped off-street parking lot perimeter areas, and all interior landscaping shall be credited toward the site area landscape requirement.
- Interior landscaped islands shall not be required in any off-street parking areas. Such features may be evaluated as part of the approval process for a Site Improvement Plan.
- No landscaping, decorative wall, earthened berm or fencing shall be required to screen off-street parking areas from streets and/or adjoining land uses. Such features may be evaluated as part of the approval process for a Site Improvement Plan.
- There are no areas or view points of City-wide significance in the Park Meadows Planning Area which require any additional dedication of open lands.
- Cash-in-lieu of land may be used by an applicant, in its sole discretion, to meet any land dedication requirement. The market value of the acreage required for dedication, upon which the cash in lieu fee is based, shall take into consideration the average market value of similarly zoned land throughout the City.
- School land dedication requirements shall only apply to future development projects for permitted residential uses. Student generation calculations used to establish the required amount of dedicated school land shall take into account the character and demographics typically associated with the type of residential project proposed.

D. Sign Standards

- The sign standards in the City's zoning ordinance on the effective date of this PD - Planned Development Zone District approval shall govern, except as otherwise provided in this Development Plan.
- All signs and sign structures currently erected, or customarily or historically used as part of the Park Meadows Planning Area shall be deemed legally conforming under this Development Plan, and may remain in use, and may be repaired or replaced by similar signs without additional zoning or other development requirements imposed on them by the City. No new sign, or repaired or replacement sign shall be installed prior to obtaining the necessary building permits from the City.
- The City's Director of Planning may grant an administrative variance for any type of sign requirement, including but not limited to, up to 25% of the maximum size requirements, or the total number of any permitted signs upon request by an applicant when such variance is proposed as part of a sign permit application or a Site Improvement Plan application. The requested variance shall be approved when it is demonstrated by the applicant that the proposed sign, including the variance:

- Is sensitive to and compatible with existing signs in the Park Meadows Planning Area and adjoining existing and future land uses; and
 - Enhances the City's image or identity; and,
 - Promotes the community goal as set forth in the City's Comprehensive Plan for a well-planned, high-quality, and where appropriate, compact development, and otherwise conforms to the City's Design Guidelines.
- The City's Director of Planning shall have final administrative authority to determine if the applicant has satisfactorily met the above criteria for the requested variance.

A modification for any type of sign requirement, including but not limited to those in excess of the 25% variance noted above, may be approved by the city council as part of a sign permit application or an approved Site Improvement Plan.

- Off-premise signs identifying uses or services in the Park Meadows Planning Area, or directional signs for the Center, including such signs located outside of the Park Meadows Planning Area, shall be permitted. Such signs shall be approved administratively by the City's Director of Planning upon receipt of either a sign permit application or a Site Improvement Plan application which conforms to the City's sign standards, unless such standards are modified as provided under this Development Plan or otherwise under the City's Zoning Ordinance.

E. Lighting Standards

- The lighting standards in the City's zoning ordinance on the effective date of this PD - Planned Development Zone District approval shall govern, except as otherwise provided in this Development Plan.
- All lighting structures and fixtures currently erected, or customarily or historically used as part of the Park Meadows Planning Area shall be deemed legally conforming under this Development Plan, and may remain in use, and may be repaired or replaced by similar structures and fixtures without additional zoning or other development requirements imposed on them by the City. No new lighting structures and fixtures, or repaired or replacement structures and fixtures shall be installed prior to obtaining the necessary building permits from the City.
- The City's Director of Planning may grant an administrative variance for any type of lighting structure or fixture requirement, including but not limited to, up to a 25% modification of the size requirements, upon request by an applicant when such variance is proposed as part of a lighting permit application or a Site Improvement Plan application. The requested variance shall be approved when it is demonstrated by the applicant that the proposed lighting structure or fixture, including the variance:
 - Is sensitive to and compatible with existing lighting structures and fixtures in the Park Meadows Planning Area and adjoining existing and future land uses; and
 - Promotes the community goal as set forth in the City's Comprehensive Plan for a well-planned, high-quality, and where appropriate, compact development, and otherwise conforms to the City's Design Guidelines and Streetscape Standards.The City's Director of Planning shall have final administrative authority to determine if the applicant has satisfactorily met the above criteria for the requested variance.

A modification for any type of lighting requirement, including but not limited to those in excess of the 25% variance noted above, may be approved by the city council as part of a lighting permit application or an approved Site Improvement Plan.

F. Miscellaneous

- Not more than thirty percent (30%) of all development permitted in the Park Meadows Planning Area shall be developed as residential uses.
- A minimum of five percent (5%) of the net useable square footage included in each development project application shall be developed as non-residential tax producing uses, unless such requirement is either waived or reduced by city council as part of an approved Site Improvement Plan.

STANDARDS FOR PRINCIPAL
& ACCESSORY USES

A. Residential

- Maximum Gross Density**
The maximum gross residential density shall not exceed 60 units/acre. (see Land Use Summary chart)
- Minimum Lot Area:**
None
- Water and Sanitation**
All uses shall be served by central water and sanitation facilities
- Public Uses**
All public utility distribution lines shall be placed underground.
- Land Dedication**
A portion of the gross site area for all future development or redevelopment projects shall be dedicated to the City for public use or cash-in-lieu of land shall be paid as required by the City's Subdivision Regulations, subject to the provisions of this Development Plan.

6. Street Standards

Construction of all new paved streets shall be in accordance with the City's adopted Roadway Design and Construction Standards, Storm Drainage Design and Technical Criteria Manual, and other applicable City regulations.

7. Landscape Requirements

All future development and redevelopment projects shall be landscaped in accordance with an approved Site Improvement Plan, subject to the provisions of this Development Plan.

8. Parking Standards

The total off-street parking spaces required for all future development and redevelopment projects shall be as follows, subject to the provisions of this Development Plan:

- 1.5 spaces per 1 bedroom unit
- 2.0 spaces per 2 and 3 bedroom unit
- 2.5 spaces for 4-bedroom unit
- 0.25 guest space per unit

9. Minimum Setbacks

The setback for all future development and redevelopment projects as measured from the lot line to the wall of the structure horizontally and perpendicular to the lot line shall be as follows, unless otherwise reduced as an administrative variance or a permitted modification under an approved Site Improvement Plan:

- | | |
|-----------------------------------|---------|
| a. Abutting a street: | |
| • Major arterial: | 30 feet |
| • Minor arterial/collector/local: | 10 feet |
| b. All sides/rear | None |

10. Encroachments and Sidewalks

- A cornice, canopy, eave, fireplace, wing wall or similar architectural feature may extend 3 feet into a required setback. Fire escapes may extend 6 feet into a required setback.
- An open, unenclosed, uncovered deck/porch at ground level may extend 6 feet into a required setback.
- An open, unenclosed, uncovered deck/porch greater than 4 feet in height above ground level, may extend 3 feet into a required setback.
- A building permit shall not be issued for any structure which is to be located within an easement unless written approval by the easement holder(s) is provided.
- Utility distribution lines and related equipment commonly located along property lines may be located within a required setback. A neighborhood substation, or gas regulator/meter station shall meet the required setbacks.
- Sidewalks shall be provided along abutting public streets

11. Building Height (see Permitted Building Heights chart)

12. Fencing Standards

- Fencing, walls, or hedges shall not be erected or installed in the public right-of-way, but shall be allowed within the setbacks, on private land. A building permit is required for any retaining wall or any fence or wall greater than 6 feet in height.
- Solid fences, walls or hedges shall be a maximum of 4 feet in height when located in the front setback, otherwise solid fences, walls or hedges shall be a maximum of 6 feet in height.
- Fences constructed of woven wire or ornamental iron which are a minimum of 80% open may be constructed up to 10 feet in height.
- Fences, walls, or hedges shall be erected or installed, and maintained in a manner that does not obstruct the vision of automobile traffic on the adjacent streets, rights-of-way, or driveways in accordance with the City's adopted Roadway Design and Construction Standards manual.
- Fences, walls or hedges shall be maintained in good structural or living condition. The landowner is responsible for a repair of any section of a fence, wall or hedge, which constitutes a safety hazard by reason of inadequate maintenance, dilapidation, obsolescence or abandonment, or which constitutes a zoning violation.
- Outdoor swimming pools shall be enclosed by a fence or wall a minimum or 5 feet in height, measured from the ground level outside the fence, constructed so as not to allow a 6 inch sphere to pass through. When the perimeter fencing meets these standards, an additional fence surrounding the swimming pool is not required.
- Sound barrier walls, when constructed adjacent to roadways shall be designed in accordance with adopted City criteria as part of an approved Site Improvement Plan.

13. Sign Standards

Signs for all future development and redevelopment projects shall be in accordance with the City's adopted sign standards, subject to the provisions of this Development Plan.

14. Lighting Standards

Lighting for all future development and redevelopment projects shall be in accordance with the City's adopted lighting standards, subject to the provisions of this Development Plan.

B. Institutional and Civic

1. Maximum Gross Intensity

The maximum gross intensity shall not exceed 6.0 FAR. (see Land Use Summary chart)

2. Minimum Lot Area:

None

3. Water and Sanitation

All uses shall be served by central water and sanitation facilities

4. Public Uses

All public utility distribution lines shall be placed underground.

5. Land Dedication

A portion of the gross site area for all future development or redevelopment projects shall be dedicated to the City for public use or cash-in-lieu of land shall be paid as required by the City's Subdivision Regulations, subject to the provisions of this Development Plan.

6. Street Standards

Construction of all new paved streets shall be in accordance with the City's adopted Roadway Design and Construction Standards, Storm Drainage Design and Technical Criteria Manual, and other applicable City regulations.

7. Landscape Requirements

All future development and redevelopment projects shall be landscaped in accordance with an approved Site Improvement Plan, subject to the provisions of this Development Plan.

8. Parking Standards

The total off-street parking spaces required for all future development and redevelopment projects shall be in accordance with the City's adopted parking standards, subject to the provisions of this Development plan.

9. Minimum Setbacks

The setback for all future development and redevelopment projects as measured from the lot line to the wall of the structure horizontally and perpendicular to the lot line shall be as follows, unless otherwise reduced as an administrative variance or a permitted modification under an approved Site Improvement Plan:

- | | |
|-----------------------------------|---------|
| a. Abutting a street: | |
| • Major arterial: | 30 feet |
| • Minor arterial/collector/local: | 10 feet |
| b. All sides/rear | None |

10. Encroachments and Sidewalks

- A cornice, canopy, eave, fireplace, wing wall or similar architectural feature may extend 3 feet into a required setback. Fire escapes may extend 6 feet into a required setback.
- An open, unenclosed, uncovered deck/porch at ground level may extend 6 feet into a required setback.
- An open, unenclosed, uncovered deck/porch greater than 4 feet in height above ground level, may extend 3 feet into a required setback.
- A building permit shall not be issued for any structure which is to be located within an easement unless written approval by the easement holder(s) is provided.
- Utility distribution lines and related equipment commonly located along property lines may be located within a required setback. A neighborhood substation, or gas regulator/meter station shall meet the required setbacks.
- Sidewalks shall be provided along abutting public streets

11. Building Height (see Permitted Buildings Heights chart)

12. Fencing Standards

- Fencing, walls, or hedges shall not be erected or installed in the public right-of-way, but shall be allowed within the setbacks, on private land. A building permit is required for any retaining wall or any fence or wall greater than 6 feet in height.
- Solid fences, walls or hedges shall be a maximum of 4 feet in height when located in the front setback, otherwise solid fences, walls or hedges shall be a maximum of 6 feet in height.
- Fences constructed of woven wire or ornamental iron which are a minimum of 80% open may be constructed up to 10 feet in height.
- Fences, walls, or hedges shall be erected or installed, and maintained in a manner that does not obstruct the vision of automobile traffic on the adjacent streets, rights-of-way, or driveways in accordance with the City's adopted Roadway Design and Construction Standards manual.
- Fences, walls or hedges shall be maintained in good structural or living condition. The landowner is responsible for a repair of any section of a fence, wall or hedge, which constitutes a safety hazard by reason of inadequate maintenance, dilapidation, obsolescence or abandonment, or which constitutes a zoning violation.
- Outdoor swimming pools shall be enclosed by a fence or wall a minimum or 5 feet in height, measured from the ground level outside the fence, constructed so as not to allow a 6 inch sphere to pass through. When the perimeter fencing meets these standards, an additional fence surrounding the swimming pool is not required.
- Sound barrier walls, when constructed adjacent to roadways shall be designed in accordance with adopted City criteria as part of an approved Site Improvement Plan.

13. Outdoor Storage

Outdoor storage shall be permitted as part of an approved Site Improvement Plan, or as administratively authorized by the City's Director of Planning through issuance of a temporary or seasonal use permit, in accordance with the following standards:

- Outdoor storage including but not limited to supplies, finished products or equipment shall be enclosed and concealed by a wall not exceeding 10 feet in height. With the approval of the Director, a solid fence or wall may be replaced with adequate vegetation (hedge) such that the outdoor-storage shall not be visible from the adjacent public areas. Employee or customer parking shall not be considered outdoor storage.
- Outdoor storage shall not be allowed within any required landscaped area, nor within the required setback from a street, and shall not exceed the height of the wall or fence.

14. Sign Standards

Signs for all future development and redevelopment projects shall be in accordance with the City's adopted sign standards, subject to the provisions of this Development Plan.

15. Lighting Standards

Lighting for all future development and redevelopment projects shall be in accordance with the City's adopted lighting standards, subject to the provisions of this Development Plan.

DATE OF PREPARATION:
JANUARY 16, 2008

DEVELOPMENT STANDARDS
SHEET 2 OF 5

PARK MEADOWS PLANNED DEVELOPMENT, 2nd AMENDMENT
A MAJOR AMENDMENT TO THE PARK MEADOWS PLANNING AREA WITH THE INCLUSION OF THE MACY'S PARCEL (LOT 5)
SECTION 3, TOWNSHIP 6 SOUTH, RANGE 67 WEST OF THE SIXTH PRINCIPAL MERIDIAN,
CITY OF LONE TREE, COUNTY OF DOUGLAS, STATE OF COLORADO
PROJECT NUMBER ZR07-41, PROJECT ACREAGE: 110.752± ACRES

STANDARDS FOR PRINCIPAL & ACCESSORY USES - CONTINUED FROM SHEET 2

C. Retail Business/Commercial

1. Maximum Gross Intensity

The maximum gross intensity shall not exceed 20.0 FAR. (see Land Use Summary chart)

2. Minimum Lot Area:

None

3. Water and Sanitation

All uses shall be served by central water and sanitation facilities

4. Public Uses

All public utility distribution lines shall be placed underground.

5. Land Dedication

A portion of the gross site area for all future development or redevelopment projects shall be dedicated to the City for public use or cash-in-lieu of land shall be paid as required by the City's Subdivision Regulations, subject to the provisions of this Development Plan.

6. Street Standards

Construction of all new paved streets shall be in accordance with the City's adopted Roadway Design and Construction Standards, Storm Drainage Design and Technical Criteria Manual, and other applicable City regulations.

7. Landscape Requirements

All future development and redevelopment projects shall be landscaped in accordance with an approved Site Improvement Plan, subject to the provisions of this Development Plan.

8. Parking Standards

The total off-street parking spaces required for all future development and redevelopment projects shall be in accordance with the City's adopted parking standards, subject to the provisions of this Development Plan.

9. Minimum Setbacks

The setback for all future development and redevelopment projects as measured from the lot line to the wall of the structure horizontally and perpendicular to the lot line shall be as follows, unless otherwise reduced as an administrative variance or a permitted modification under an approved Site Improvement Plan:

- a. Abutting a street:
- Major arterial: 30 feet
 - Minor arterial/collector/local: 10 feet
- b. All sides/rear: None

10. Encroachments and Sidewalks

- a. A cornice, canopy, eave, fireplace, wing wall or similar architectural feature may extend 3 feet into a required setback. Fire escapes may extend 6 feet into a required setback.
- b. An open, unenclosed, uncovered deck/porch at ground level may extend 6 feet into a required setback.
- c. An open, unenclosed, uncovered deck/porch greater than 4 feet in height above ground level, may extend 3 feet into a required setback.
- d. A building permit shall not be issued for any structure which is to be located within an easement unless written approval by the easement holder(s) is provided.
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- f. Sidewalks shall be provided along abutting public streets

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- b. Solid fences, walls or hedges shall be a maximum of 4 feet in height when located in the front setback, otherwise solid fences, walls or hedges shall be a maximum of 6 feet in height.
- c. Fences constructed of woven wire or ornamental iron which are a minimum of 80% open may be constructed up to 10 feet in height.
- d. Fences, walls, or hedges shall be erected or installed, and maintained in a manner that does not obstruct the vision of automobile traffic on the adjacent streets, rights-of-way, or driveways in accordance with the City's adopted Roadway Design and Construction Standards manual.
- e. Fences, walls or hedges shall be maintained in good structural or living condition. The landowner is responsible for a repair of any section of a fence, wall or hedge, which constitutes a safety hazard or reason of inadequate maintenance, dilapidation, obsolescence or abandonment, or which constitutes a zoning violation.
- f. Outdoor swimming pools shall be enclosed by a fence or wall a minimum of 5 feet in height, measured from the ground level outside the fence, constructed so as not to allow a 6 inch sphere to pass through. When the perimeter fencing meets these standards, an additional fence surrounding the swimming pool is not required.
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13. Outdoor Storage

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15. Lighting Standards

Lighting for all future development and redevelopment projects shall be in accordance with the City's adopted lighting standards, subject to the provisions of this Development Plan.

PERMITTED BUILDING HEIGHTS

Maximum Permitted Building Heights (excluding mechanical equipment, penthouses, parapets, telecommunications facilities and special features which may exceed this limit by no more than fourteen (14) feet)	
Permitted Land Uses	Height (in Feet) *1, *2
Residential	300
Institutional and Civic	250
Retail Business/Commercial	300
Uses Permitted by Special Review	35

Note: Federal regulations related to Centennial Airport may limit building heights in some areas.

*1 Height is measured from the average proposed finished ground elevation

*2 The permitted maximum building height for any permitted land use may be increased up to 15% as part of an approved Site Improvement Plan

FLOOR AREA RATIOS (FAR)

	Residential	Institutional and Civic	Retail Business/Commercial	Uses Permitted by Special Review
The gross floor area ranges from 3.5 to 6.0 of the area of the lot on which the structures are located. *1, *2, *3		X		
The gross floor area ranges from 1.0 to 20.0 of the area of the lot on which the structures are located. *1, *2, *3	X		X	
The gross floor area ranges from .3 to 1.0 of the area of the lot on which the structures are located. *1, *2, *3				X

*1 FAR's less than the minimum shown shall be permitted.

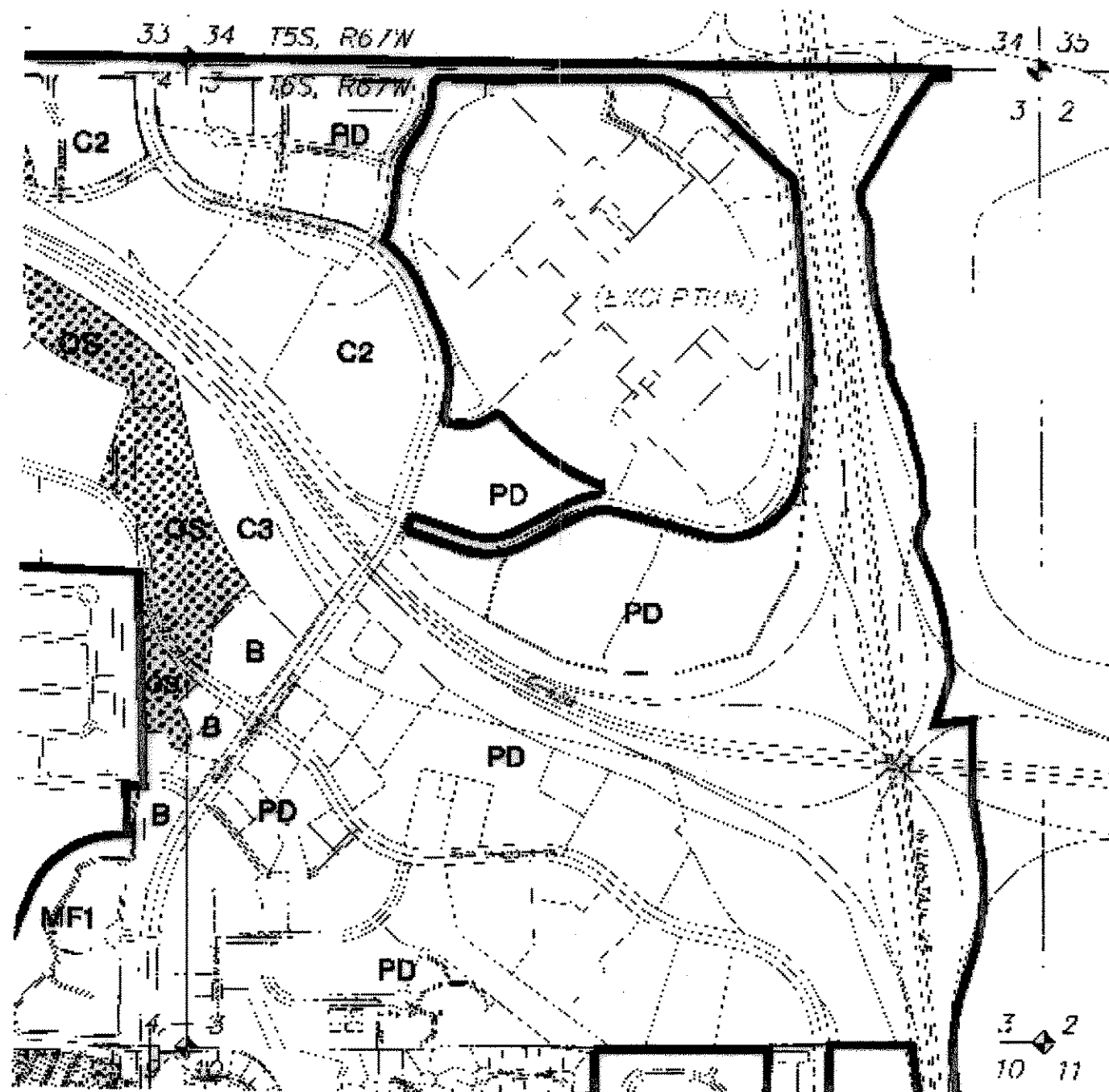
*2 The permitted maximum FAR for any permitted land use may be increased up to 20% as part of an approved Site Improvement Plan.

*3 All or part of any unused development density/intensity which results from the future development or redevelopment of any lot may be transferred to another lot or lots in the Park Meadows Planning Area as part of an approved Site Improvement Plan, subject to the development standards in this Development Plan.

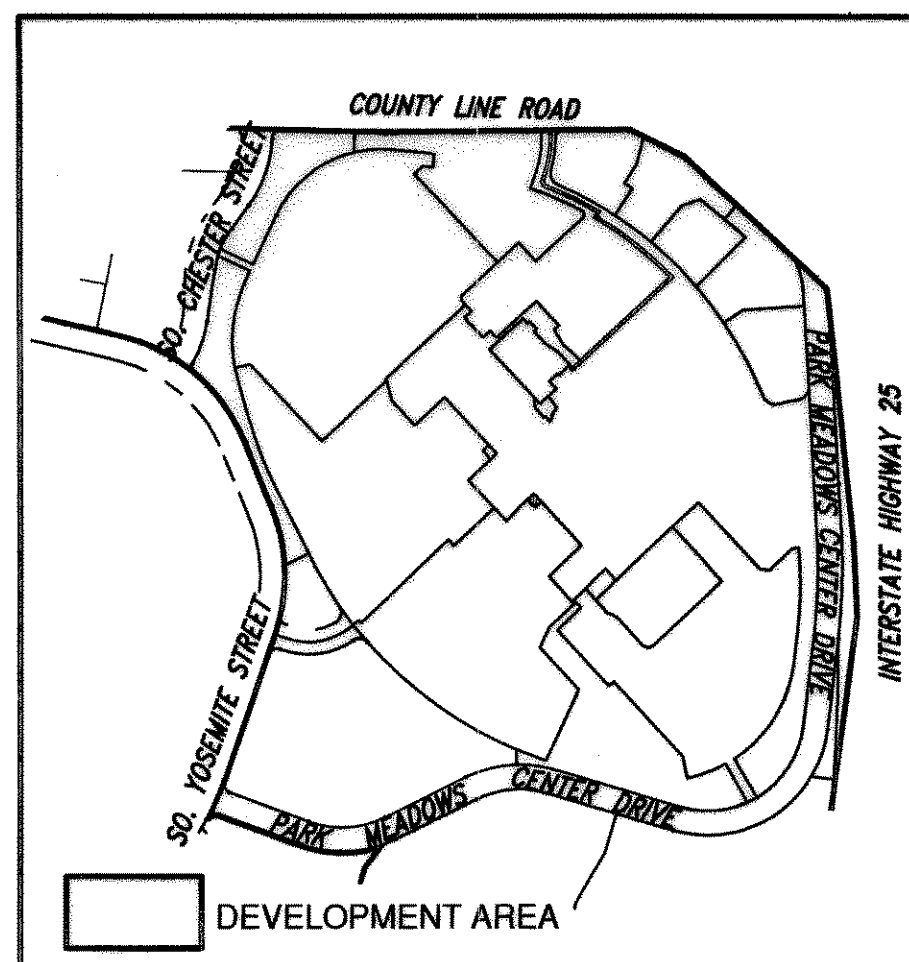
LAND USE SUMMARY

Permitted Land Uses	Density	Acres *1	% of Total *1
Residential	15-60 du/ac. 1.0-20.0 FAR	N/A	N/A
Institutional and Civic	3.5-6.0 FAR	N/A	N/A
Retail Business/Commercial	1.0-20.0 FAR	N/A	N/A
Uses Permitted by Special Review	.3-1.0 FAR	N/A	N/A
TOTAL ACRES		110.752±	

*1 Except as otherwise provided under "General Standards Applicable to All Development, Paragraph F - Miscellaneous, #1. & #2.", no maximum or minimum number of acres or percentage of the total acreage shall be required for any land use development or land use category permitted in the Park Meadows Planning Area.



ZONING VICINITY MAP
NOT TO SCALE



PARK MEADOWS PLANNING AREA
NOT TO SCALE

PARCEL DESCRIPTION

A PARCEL OF LAND LOCATED IN SECTION 3, TOWNSHIP 6 SOUTH, RANGE 67 WEST OF THE SIXTH PRINCIPAL MERIDIAN, COUNTY OF DOUGLAS, STATE OF COLORADO, DESCRIBED AS FOLLOWS:

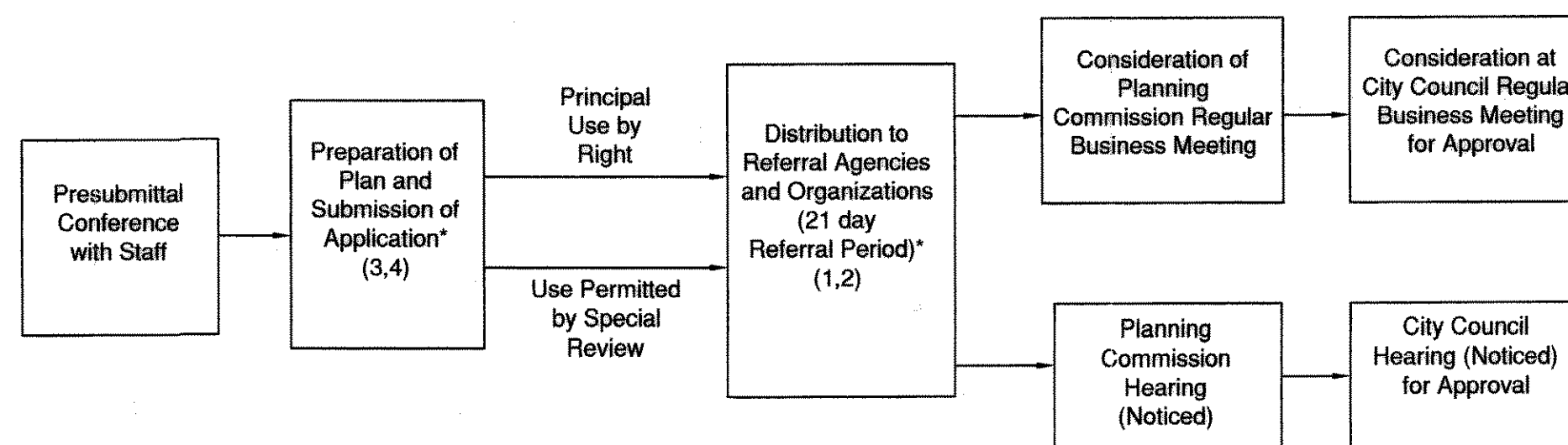
LOT 5 AS DEFINED ON **PARK MEADOWS TOWN CENTER FILING NO. 1-A, 5th AMENDMENT** RECORDED BY PLAT AT RECEPTION NO. 99033836 OF THE REAL PROPERTY RECORDS OF DOUGLAS COUNTY.

STATE OF COLORADO

LAND SUBDIVISION REVIEW AND APPROVAL PROCESS

1. The Park Meadows Planning Area has been subdivided under approved and recorded subdivision plats.
2. Chapter 17, Article VII, in the Lone Tree Municipal Code shall govern any future subdivision platting matters for the Park Meadows Planning Area.
3. Any replat of all or a portion of a subdivision plat shall be processed under Article V of Chapter 17 in the Lone Tree Municipal Code.
4. No referral period shall be extended without prior written consent from the applicant.
5. If a referral agency or organization fails to provide written comments within the referral period, it shall be interpreted to mean that such agency or organization has no objection to the application.

SITE IMPROVEMENT PLAN REVIEW APPROVAL PROCESS



Notes:

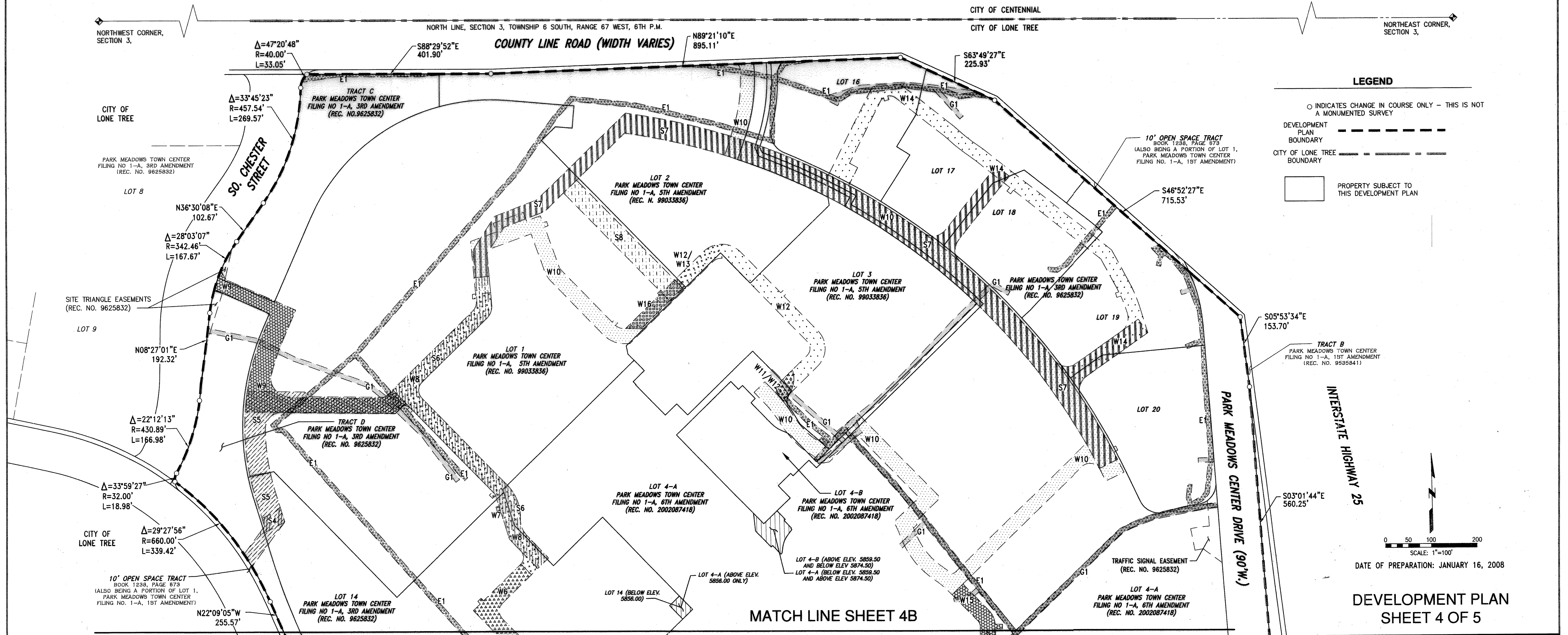
1. The referral period shall not be extended without prior written consent from an applicant.
2. If a referral agency or organization fails to provide written comments within the referral period, it shall be interpreted to mean that such agency or organization has no objection to the application.
3. An applicant may submit a building permit application to the Building Division concurrent with the SIP application, which permit may be issued upon SIP approval by the City Council.
4. A Major Revision to an approved Site Improvement Plan (SIP) shall be required when any substantial exterior building or site modifications for non-residential and multi-family residential SIPs are proposed. Substantial exterior building or site modifications which shall require a Major Revision to an approved SIP include, but are not limited to material changes involving building design, building additions, site lighting, signage and landscaping. All insubstantial changes to an approved SIP shall be processed as Minor Modifications. Any changes involving site furniture, umbrellas and awnings or other similar features shall be processed as a Minor Modification administratively by the City's Director of Planning and approved when it is demonstrated by the applicant that such changes comply with the City's Design Guidelines. The Planning Director shall have final administrative authority to determine if the proposed changes meet the Design Guidelines.

PARK MEADOWS PLANNED DEVELOPMENT, 2nd AMENDMENT

A MAJOR AMENDMENT TO THE PARK MEADOWS PLANNING AREA WITH THE INCLUSION OF THE MACY'S PARCEL (LOT 5)
SECTION 3, TOWNSHIP 6 SOUTH, RANGE 67 WEST OF THE SIXTH PRINCIPAL MERIDIAN,
CITY OF LONE TREE, COUNTY OF DOUGLAS, STATE OF COLORADO
PROJECT NUMBER ZR07-41, PROJECT ACREAGE: 110.752± ACRES

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EASEMENT FOR WATER LINES TO SOUTHGATE WATER DISTRICT BK. 1275, PG. 1623, JULY 20, 1995 (PARCEL 1)		EASEMENT FOR WATER LINES TO SOUTHGATE WATER DISTRICT BK. 1461, PG. 2258, SEPT. 4, 1997 (PARCEL 20)		EASEMENT FOR WATER LINES TO SOUTHGATE WATER DISTRICT BK. 1431, PG. 2007, MAY 16, 1997 (PARCEL 16)		EASEMENT FOR SANITARY LINES TO SOUTHGATE SANITATION DISTRICT BK. 1269, PAGE 183, JUNE 19, 1995 (PARCEL 6)		EASEMENT FOR SANITARY LINES TO SOUTHGATE SANITATION DISTRICT BK. 1269, PAGE 183, JUNE 19, 1995 (PARCEL 2)	
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A MAJOR AMENDMENT TO THE PARK MEADOWS PLANNING AREA WITH THE INCLUSION OF THE MACY'S PARCEL (LOT 5)
SECTION 3, TOWNSHIP 6 SOUTH, RANGE 67 WEST OF THE SIXTH PRINCIPAL MERIDIAN,
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EASEMENT FOR SANITARY LINES TO
SOUTHGATE SANITATION DISTRICT
BK. 1269, PAGE 183
JUNE 19, 1995 (PARCEL 6)

EASEMENT FOR SANITARY LINES TO
SOUTHGATE SANITATION DISTRICT
BK. 1349, PAGE 2203
JUNE 19, 1996 (PARCEL 7)

DEVELOPMENT PLAN
SHEET 5 OF 5

PROPERTY SUBJECT TO
THIS DEVELOPMENT PLAN