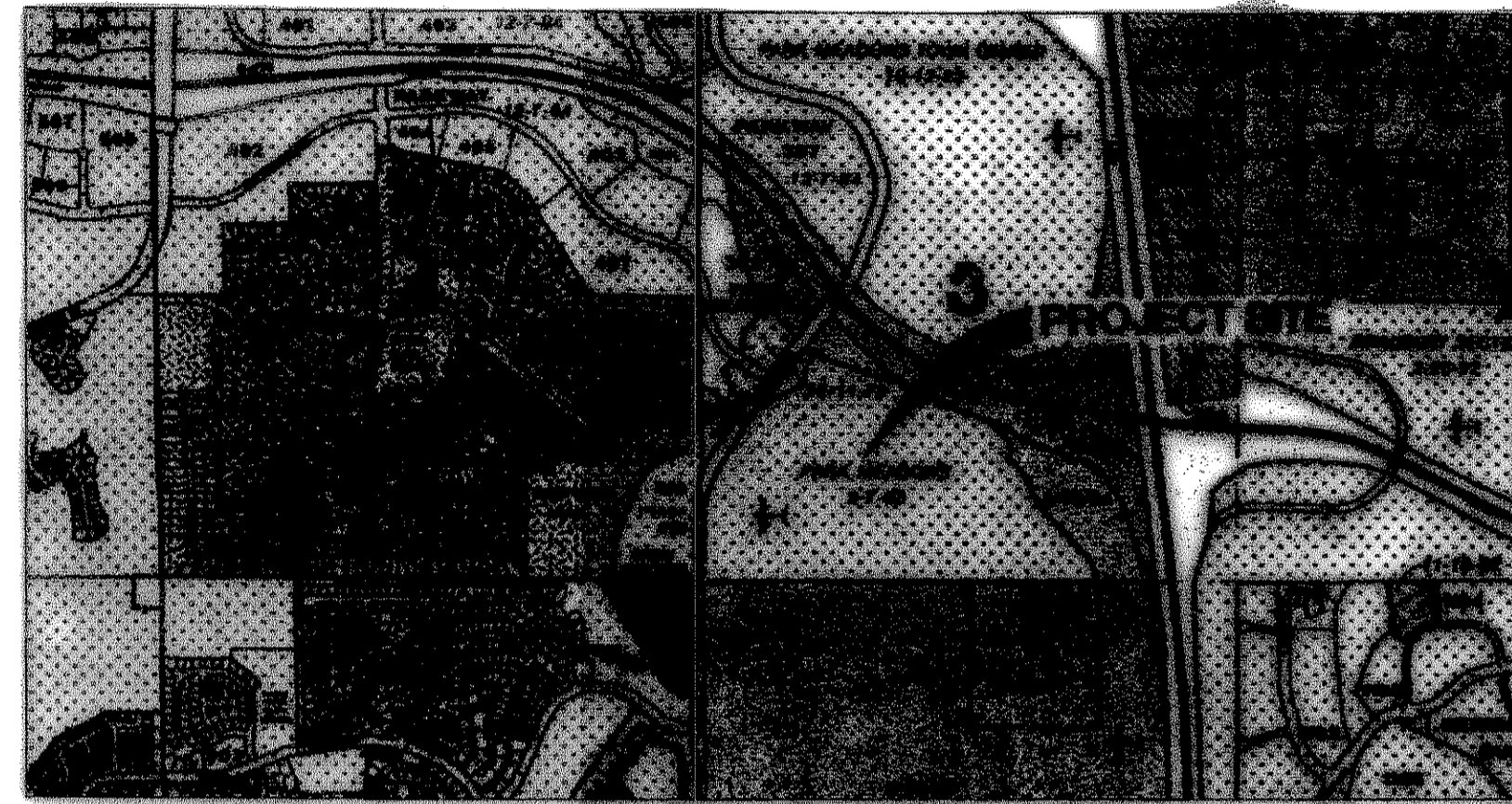


Westbrook Entertainment & Sports District P.D. - 4th Amendment

A Major Amendment to Planning Areas 2, 3, and 4 adding Hotel as Principle Use
A Planned Development

A portion of the South 1/2 of Section 3, Township 6 South, Range 67 West, of the 6th
Principle Meridian, City of Lone Tree, Douglas County, Colorado

Lot 10
Sheet 1 of 4



Vicinity Map

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 Westbrook Sports & Entertainment District 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 Westbrook Sports & Entertainment District 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 Area 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 submitted to the Department of Community Development, in order to assure maximum development limits are not exceeded.

STATEMENT OF COMMITMENTS:

Public Dedication:
Parks & Open Space
Land: 8.2 acres 6.30%
Improvements: Landscaping
Retention
Maintenance: South Suburban Parks District
Nearest Library: Lone Tree
Fire Protection: South Metro Fire
Law Enforcement: City of Lone Tree
Metropolitan Districts:
Southgate Water and Sanitary
South Suburban Parks and Recreation
Urban Drainage and Flood Control District
DC Soil Conservation

Dedication of ROW:
Internal Streets 60' ROW Minor Collector
And 90' ROW Major Collector

Off-Site Improvements:

Project Phasing:
Phase 1: North Planning Areas
Construction: 1997-1998
Phase 2: South Planning Areas
Construction: 1998-1999

LEGAL DESCRIPTION:

LOTS 1-14, PARK MEADOWS - FILING NO. 2, RECEPTION NO. 9732830

CERTIFICATIONS:

OWNERSHIP CERTIFICATION:

NAME OF LANDOWNER: [Signature]
(Landowner's Signature - Notarize)

STATE OF ARIZONA

COUNTY OF MARICOPA

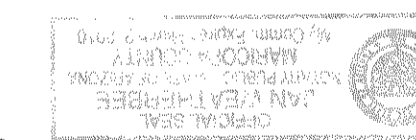
SUSCRIBED AND SWORN BEFORE ME THIS 12TH DAY OF SEPTEMBER 2007

BY: [Signature]

AS Authorized Representative OF Lone Tree Mountside, LLC

WITNESS MY HAND AND OFFICIAL SEAL:

[Signature]
NOTARY PUBLIC



MY COMMISSION EXPIRES: 3/2/2010

CITY CERTIFICATION:

THIS MAJOR AMENDMENT OF THE WESTBROOK ENTERTAINMENT & SPORTS DISTRICT PD AMENDING PLANNING AREAS 2, 3 & 4

ADDING HOTEL AS PRINCIPLE USE HAS BEEN APPROVED BY COUNCIL ON Aug. 7, 2007

[Signature]
MAYOR, CITY OF LONE TREE

9/2/07
DATE

[Signature]
DIRECTOR

9/2/07
DATE

CLERK AND RECORDER CERTIFICATION:

STATE OF COLORADO
CITY OF LONE TREE
COUNTY OF DOUGLAS

I HEREBY CERTIFY THAT THIS PLAN WAS FILED IN MY OFFICE ON THIS 26TH DAY OF September 2007

A.D. AT 3:49 O'CLOCK a.m. (p.m.) AND WAS RECORDED PER RECEPTION No. 2007076269

CLERK AND RECORDER

Index:

- Sheet 1 of 4 Cover Sheet - General Note
- Sheet 2 of 4 Development Standards
- Sheet 3 of 4 Development Plan
- Sheet 4 of 4 Design Standards

Developer:

Lone Tree Office Ventures II, LLC
1860 Blake Street, Suite 400
Denver, CO 80202

- REV: AUGUST 7, 2007
- REV: FEBRUARY 16, 2007
- REV: AUGUST 23, 2006
- REV: SEPTEMBER 17, 2004
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A portion of the South 1/2 of Section 3, Township 6 South, Range 67 West, of the 6th Principle Meridian,
City of Lone Tree, Douglas County, Colorado

Lot 10
Sheet 2 of 4

Section 1 - Land Uses & Standards:

PA-1 - Community Retail

- Principal Uses
 - Automobile Service Stations w/Gasoline Pumps
 - Bakery - Retail
 - Bank/Financial Institution, w/Drive-up
 - Bar/Lounge
 - Church/Church School
 - Convenience Store w/ or w/o Gas Pumps
 - Cultural Facility
 - Daycare Facility
 - Dry Cleaning w/o Instore Plant
 - Home Improvement Center - Retail, Wholesale
 - Hotel/Motel
 - Laundry
 - Library
 - Parking Lot - Public or Private
 - Recreation Facility - Indoor/Outdoor
 - Restaurant/Fast Food Establishment
 - Retail/Service Business
 - Sheriff's Substation
 - Theater - Indoor
 - Veterinary Clinic/Hospital
 - RTD Transit

- Uses Permitted by Special Review
 - Utility Service Facility
 - Telecommunications Facility
 - Equipment Rental - Small

- Temporary Uses
 - Construction Office
 - Office - Temporary Non-Residential
 - Seasonal Use

- Accessory Uses/Structure
 - Satellite Receiving Dish with use limited to communication directly related to the principal use.

- Minimum Lot Area - None

- Setbacks
 - For Principal and Accessory Uses
 - Minimum local street setback = 25'
 - Minimum side setback = 0' (or width of granted utility easement, whichever is greater)
 - Minimum rear setback = 20' (or width of granted utility easement, whichever is greater)
 - Minimum setback to C-470 = 75'
 - Minimum setback to minor collector R.O.W. = 25'
 - Minimum setback to major collector R.O.W. = 30'
 - Minimum setback to Yosemite Street R.O.W. = 30'
 - Minimum setback to park Meadows boundary = 15' (except C-470 and residential property line and Yosemite Street)
 - Minimum setback to residential property line = 75'
 - Minimum separation between freestanding buildings = 10'
 - For Parking Lots
 - Minimum local street setback = 20'
 - Minimum side setback = 10' (or width of granted utility easement, whichever is greater). 0' for shared access parking
 - Minimum rear setback = 10' (or width of granted utility easement, whichever is greater)
 - Minimum setback to minor collector R.O.W. = 20'
 - Minimum setback to major collector R.O.W. = 25'
 - Minimum setback to Yosemite Street = 30'
 - Minimum setback to C-470 = 50'
 - Minimum setback to residential property line = 70'
 - Minimum setback to park Meadows boundary = 15' (except C-470, residential property line and Yosemite Street)

- Maximum building height - 60 feet with a hard ceiling elevation not to exceed 5880 feet above sea level without restricting existing structures. All roof mounted equipment shall be screened, with the exception of solar collectors/heaters.
- 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.

PA-2, 3, and 4 - Community Retail and Entertainment

- Principal Uses
 - Automobile Service Stations w/Gasoline Pumps
 - Bakery - Retail
 - Bank/Financial Institution, w/Drive-up
 - Bar/Lounge
 - Church/Church School
 - Convenience Store w/ or w/o Gas Pumps
 - Cultural Facility
 - Daycare Facility
 - Dry Cleaning w/o Instore Plant
 - Equipment Rental - Small
 - Home Improvement Center - Retail, Wholesale
 - Laundry
 - Library
 - Office - Small Professional
 - Parking Lot - Public or Private
 - Recreation Facility - Indoor/Outdoor
 - Restaurant/Fast Food Establishment
 - Retail/Service Business
 - Sheriff's Substation
 - Theater - Indoor
 - Veterinary Clinic/Hospital
 - RTD Transit
 - Hotel

- Uses Permitted by Special Review
 - Utility Service Facility
 - Telecommunications Facility
 - Motor Vehicle Equipment - Sales/Service

- Temporary Uses
 - Construction Office
 - Office - Temporary Non-Residential
 - Seasonal Use

- Accessory Uses/Structure
 - Satellite Receiving Dish with use limited to communication directly related to the principal use.

- Minimum Lot Area - None

- Setbacks
 - For Principal and Accessory Buildings (Excluding Parking)
 - Minimum local street setback = 25'
 - Minimum side setback = 0' (or width of granted utility easement, whichever is greater)
 - Minimum rear setback = 20' (or width of granted utility easement, whichever is greater)
 - Minimum setback building to C-470 = 75'
 - Minimum setback to minor collector R.O.W. = 25'
 - Minimum setback to major collector R.O.W. = 30'
 - Minimum setback to Yosemite Street R.O.W. = 30'
 - Minimum setback to park Meadows boundary = 15' (except C-470 and residential property line and Yosemite Street)
 - Minimum setback to residential property line = 70'
 - Minimum setback to residential property line for all uses excluding buildings = 40'
 - Minimum separation between freestanding buildings = 10'
 - Minimum setback to retaining wall from C-470 R.O.W. = 10'
 - For Parking Lots
 - Minimum local street setback = 20'
 - Minimum side setback = 10' (or width of granted utility easement, whichever is greater). 0' for shared access parking
 - Minimum rear setback = 10' (or width of granted utility easement, whichever is greater)
 - Minimum setback to minor collector R.O.W. = 20'
 - Minimum setback to major collector R.O.W. = 25'
 - Minimum setback to Yosemite Street = 30'
 - Minimum setback to C-470 = 50'
 - Minimum setback to residential property line = 70'
 - Minimum setback to park Meadows boundary = 15' (except C-470, residential property line and Yosemite Street)

- 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.
- 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.
- Development in planning areas 2,3, and 4 shall comply with the City's Design Guidelines, and sign regulations except for entertainment facilities which may vary where additional landscaping is provided as determined by the City.

PA-5 - Office Park Commercial Development

- Principal Uses
 - Assembly and Light Industrial Plants
 - Bank/Financial Institution, w/Drive-up
 - Bar/Lounge
 - Convenience Store w/ or w/o Gas Pumps
 - Daycare Facility
 - Equipment Rental
 - Fire Station
 - General Merchandise Retail, Wholesale Facilities
 - Gift/Souvenir Store
 - Home Improvement Center - Retail, Wholesale
 - Hospital
 - Hotel/Motel
 - Library
 - Light Manufacturing Operation
 - Machine Shop
 - Mini Warehouse
 - Office-General, Medical, Dental, government, Professional
 - Office Showroom Facilities
 - Office Warehouse
 - Open Space/Trails
 - Parking Lot - Public and Private
 - Parks and Playground
 - Printing/Copy Service - Retail
 - Product Distribution and Storage Facilities
 - Recreation Facility - Indoor/Outdoor
 - Research and Development Facility
 - Restaurant/Fast Food Establishment
 - Retail Service Business
 - School - College, or University and Related Facilities
 - Sheriff's Station
 - Theater - Indoor
 - RTD Transit Corridor
 - Utility Service Facility
 - Warehouse
 - Wholesale Business - General Merchandise

- Uses Permitted by Special Review
 - Helipad
 - Telecommunications Facility
 - Utility - Major Facility
 - Automobile Service Stations w/Gasoline Pumps
 - Boat Sales
 - Car Sales

- Temporary Uses
 - Construction Office
 - Office - Temporary Non-Residential
 - Seasonal Use

- Accessory Uses/Structure
 - Satellite Receiving Dish with use limited to communication directly related to the principal use.

- Minimum Lot Area - None

- Setbacks
 - For Principal and Accessory Uses
 - Minimum local street setback = 25'
 - Minimum side setback = 0' (or width of granted utility easement, whichever is greater)
 - Minimum rear setback = 20' (or width of granted utility easement, whichever is greater)
 - Minimum setback to C-470 = 75'
 - Minimum setback to minor collector R.O.W. = 25'
 - Minimum setback to major collector R.O.W. = 30'
 - Minimum setback to Yosemite Street R.O.W. = 30'
 - Minimum setback to park Meadows boundary = 15' (except C-470 and residential property line and Yosemite Street)
 - Minimum setback to residential property line = 75'
 - Minimum separation between freestanding buildings = 10'
 - For Parking Lots
 - Minimum local street setback = 20'
 - Minimum side setback = 10' (or width of granted utility easement, whichever is greater). 0' for shared access parking
 - Minimum rear setback = 10' (or width of granted utility easement, whichever is greater)
 - Minimum setback to minor collector R.O.W. = 20'
 - Minimum setback to major collector R.O.W. = 25'
 - Minimum setback to Yosemite Street = 30'
 - Minimum setback to C-470 = 50'
 - Minimum setback to residential property line = 30'
 - Minimum setback to park Meadows boundary = 15' (except C-470, residential property line and Yosemite Street)
- 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.
- 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.

PA-6,8 - Planning Area Six and Eight

- Principal Uses
 - Storm water detention and drainage facilities
 - Public park (active and passive), recreational and open space facilities
 - Buildings, structures, roads, parking areas, utilities and other ancillary facilities and structures typically required for such park uses
- Uses Permitted by Special Review - None
- Standards for Principal Uses
 - Setback and Height Restrictions
 - For building and structures
 - Minimum Street setback = 50'
 - Minimum side setback = 50'
 - Minimum rear setback = 50'
 - Maximum height = 36'
 - For parking areas
 - Minimum street setback = 25'
 - Minimum side setback = 25'
 - Minimum rear setback = 20'

PA-7,9 - Planning Area Seven, Seven A, and Nine - Neighborhood Retail

- Principal Uses
 - Assembly and light industrial plants
 - Bakery - Retail
 - Bank/Financial Institution, with drive-up
 - Bowling Alley
 - Convenience Store w/ or w/o gas pumps
 - Cultural Facility
 - Day Care Center
 - Fire Station
 - General Merchandise Retail, Wholesale Facilities
 - Health Club
 - Laundry
 - Light Manufacturing Operation
 - Office - General, Medical, Dental, Government, Professional
 - Office - Showroom facilities
 - Office - Warehouse
 - Park/Playground
 - Parking Lot - Public or Private
 - Printing/Copy Service - Retail
 - Post Office
 - Recreation Facility - Indoor
 - Research and Development Facility
 - Restaurant/Fast Food Establishment
 - Retail/Service Business
 - School - College, or University and Related Facilities
 - Sheriff Substation
 - Warehouse
 - Wholesale Business - General Merchandise

- Uses Permitted by Special Review
 - Recreation Facility-Outdoor
 - Utility Service Facility
 - Veterinary Clinic/Hospital
 - Telecommunications Facility

- Temporary Uses
 - Construction Office
 - Office - Temporary Non-Residential
 - Seasonal Use

- Accessory Uses/Structure
 - Satellite Receiving Dish with use limited to communication directly related to the principal use.

- Minimum Lot Area - None

- Setbacks
 - For Principal and Accessory Uses
 - Minimum local street setback = 25'
 - Minimum side setback = 0' (or width of granted utility easement, whichever is greater)
 - Minimum rear setback = 20' (or width of granted utility easement, whichever is greater)
 - Minimum setback to C-470 = 75'
 - Minimum setback to minor collector R.O.W. = 25'
 - Minimum setback to major collector R.O.W. = 30'
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 - Minimum setback to residential property line = 75'
 - Minimum separation between freestanding buildings = 10'
 - For Parking Lots
 - Minimum local street setback = 20'
 - Minimum side setback = 10' (or width of granted utility easement, whichever is greater). 0' for shared access parking
 - Minimum rear setback = 10' (or width of granted utility easement, whichever is greater)
 - Minimum setback to minor collector R.O.W. = 20'
 - Minimum setback to major collector R.O.W. = 25'
 - Minimum setback to Yosemite Street = 30'
 - Minimum setback to C-470 = 50'
 - Minimum setback to residential property line = 70'
 - Minimum setback to park Meadows boundary = 15' (except C-470, residential property line and Yosemite Street)
- Maximum building height is 55 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.
- 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: (See page 4 for the Design Standards relating to Planning Area 7-A)

- Fencing and Signs
 - 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.
 - The applicant shall avoid using fences at drainage facilities.
- Landscaping and Open Space
 - Landscaping and open space requirements shall comply with the regulations set forth in the City of Lone Tree Zoning Ordinance.
- Lighting
 - In addition to the outdoor lighting requirements within the Douglas County Zoning Resolution, as Amended (Lighting Section), the following standards shall apply to the property:
 - All lighting sources shall be metal halide which are indirect, diffused, or cut-off type fixtures.
 - The maximum height of light poles within the development shall be as follows:
 - 35 feet for public roadway lights
 - 40 feet for major public R.O.W. intersection lights
 - 30 feet for parking lot lights
 - 12 feet for walkway and path lights
 - Street lighting shall match the existing poles and fixtures that are installed along Park Meadows Drive through the Omni Park Subdivision.
- General Requirements
 - 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.
 - All development shall comply with the City of Lone Tree Design Guidelines unless otherwise specified herein.
 - The Master developer shall construct entryway monument sign(s) the Yosemite St. and Park Meadows Dr. main entrance in conformance with the City's Design Guidelines and Streetscape Plan.
 - All project conditions and commitments made to Douglas County shall be included in the PD development Plan and Guide.
 - The Westbrook Entertainment and Sports District PD zoning is applicable to the entire 130 acre Westbrook Development that was previously under the jurisdiction of Douglas County. Any or all portions of the PD that are confirmed or not confirmed as being annexed to the City of Lone Tree shall be subsequently and correspondingly included or excluded from a revised Westbrook Entertainment and Sports District PD. Any future annexations of any portions of said Westbrook Development that are not confirmed as being annexed to the City of Lone Tree shall required to be zoned and subsequently incorporated into the Westbrook Entertainment and Sports District PD, as amended, and subject to modification as may be determined appropriate by the City.

*Setback reductions of up to 50% may be granted when effective screening is achieved through landscaping, berming, and topographic alterations as determined by the City during the Site Plan Review Process.

◆ In the event that any SIP submitted for approval in PA 7A proposes setback reductions, and complies with the Design Standards set forth on sheet 4, the provisions of the Design Standards shall apply.

REV: AUGUST 7, 2007
REV: FEBRUARY 16, 2007
REV: AUGUST 23, 2006
REV: SEPTEMBER 17, 2004
REV: AUGUST 30, 2004
REV: AUGUST 28, 2004
REV: JUNE 23, 2004

Developer:

Lone Tree Office Ventures II, LLC
1860 Blake Street, Suite 400
Denver CO 80202

Westbrook Entertainment & Sports District P.D. - 4th Amendment

A Major Amendment to Planning Areas 2, 3, and 4 adding Hotel as Principle Use
A Planned Development

A portion of the South 1/2 of Section 3, Township 6 South, Range 67 West, of the 6th Principle Meridian,
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Sheet 3 of 4

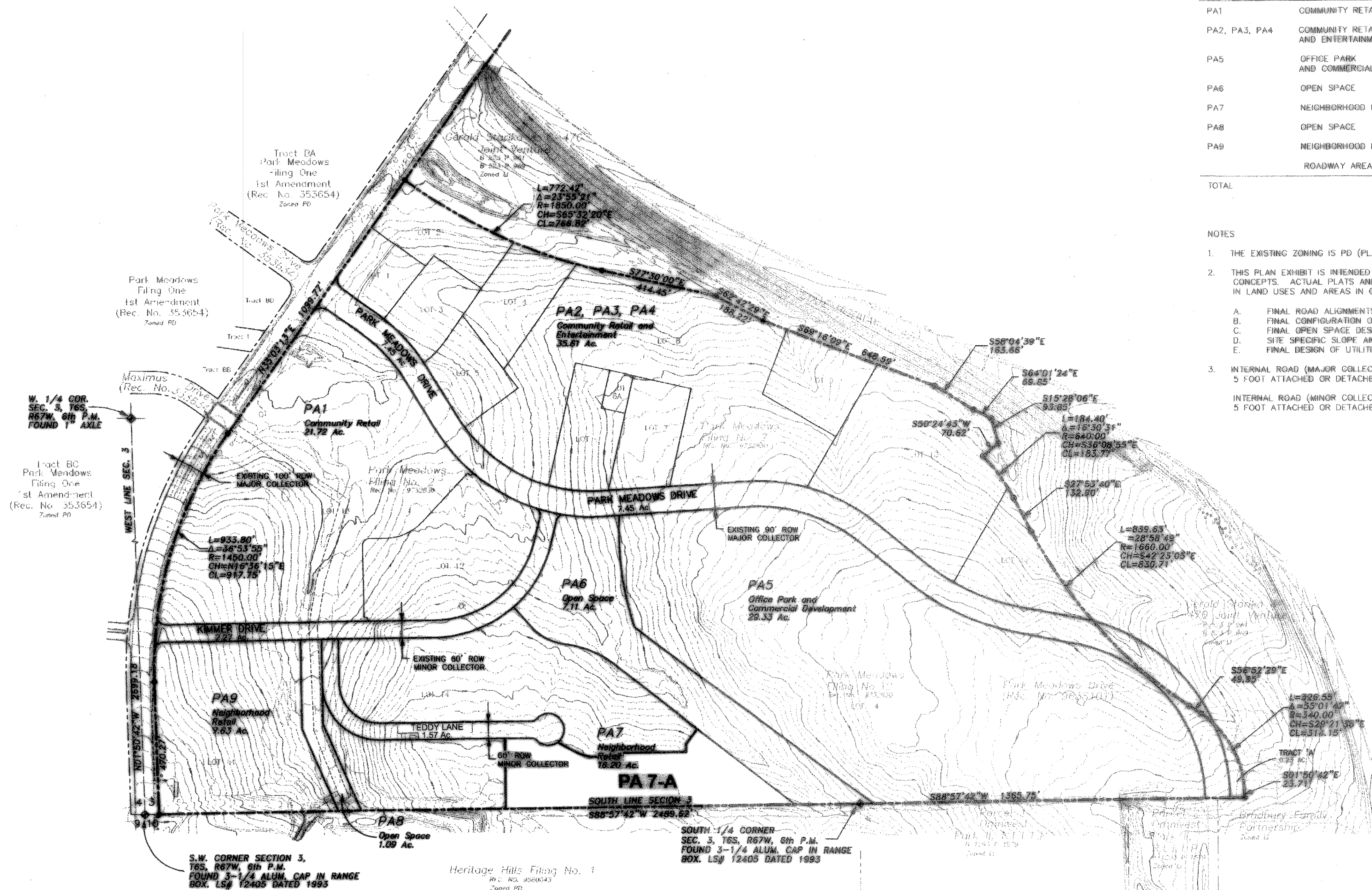
LAND USE SUMMARY				
CODE	PLANNING AREA	ACRES	% OF SITE	MAX. BLDG. SQ.FT.
PA1	COMMUNITY RETAIL	21.72	16.71%	274,428
PA2, PA3, PA4	COMMUNITY RETAIL AND ENTERTAINMENT	35.61	27.40%	759,251
PA5	OFFICE PARK AND COMMERCIAL DEVEL.	29.33	22.57%	773,826
PA6	OPEN SPACE	7.11	5.47%	NA
PA7	NEIGHBORHOOD RETAIL	16.20	12.46%	227,383
PA8	OPEN SPACE	1.09	0.84%	NA
PA9	NEIGHBORHOOD RETAIL	7.63	5.87%	101,930
	ROADWAY AREA	11.29	8.9%	NA
TOTAL		129.98 AC	100%	2,136,818

NOTES

- THE EXISTING ZONING IS PD (PLANNED DEVELOPMENT).
- THIS PLAN EXHIBIT IS INTENDED TO DEPICT GENERAL LOCATION, LAND USES AND CONCEPTS. ACTUAL PLATS AND SITE IMPROVEMENT PLANS MAY CONTAIN VARIATIONS IN LAND USES AND AREAS IN ORDER TO ACCOMMODATE THE FOLLOWING:
 - FINAL ROAD ALIGNMENTS AND ACCESS POINT LOCATIONS.
 - FINAL CONFIGURATION OF PARCELS.
 - FINAL OPEN SPACE DESIGN.
 - SITE SPECIFIC SLOPE AND DRAINAGE FEATURES.
 - FINAL DESIGN OF UTILITIES AND OTHER INFRASTRUCTURE.
- INTERNAL ROAD (MAJOR COLLECTOR) (90 FEET R.O.W.) 66 FEET FLOWLINE TO FLOWLINE; 5 FOOT ATTACHED OR DETACHED SIDEWALK ON BOTH SIDES.
INTERNAL ROAD (MINOR COLLECTOR) (60 FEET R.O.W.) 38 FEET FLOWLINE TO FLOWLINE; 5 FOOT ATTACHED OR DETACHED SIDEWALK ON BOTH SIDES.

Developer:

Lone Tree Office Ventures II, LLC
1880 Blake Street, Suite 400
Denver, CO 80202



REV: AUGUST 7, 2007
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Lot 10
Sheet 4 of 4

Planning Area 7A - Design Standards

Building Massing and Scale:

Buildings shall be reduced from a maximum height of 55', to a maximum of 36' in either a one or two story condition. Buildings may be constructed in three configurations:

- A one story configuration;
- A standard two story configuration; and
- A two story building in a walk-out configuration, as demonstrated in Exhibit "A", with the two story face of the buildings facing North.

Varying planes and architectural details shall be incorporated into the building design to break up massing and to provide visual interest. Specific architectural details shall be as approved by the City in accordance with the existing City architectural guidelines at the time of SIP submital.



Exhibit A

Landscaping:

Landscaping in the setback area between the South Property Line and the Parking Setback Line (the "Buffer Area") shall include a variety of plant materials that will provide visual interest during all seasons. Landscaping should consist of a variety of trees, shrubs, groundcovers, annual and perennial flowering species, turf grasses, mulches, and automatic irrigation. All plant materials shall meet or exceed minimum standards as outlined by the Colorado Nursery Act Regulations. Plants will be installed according to specifications of the Associated Landscape Contractors of Colorado. Plant materials shall also conform to Uniform Nursery Standards, current edition.

Increased Minimum Plant Material Quantities.

Minimum landscape requirements shall be increased from the current standards to the following. Landscaping shall include a total number of trees and shrubs equal to two trees per 25 linear feet of Buffer Area.

Landscaping shall include a combination of dryland grasses, trees, and shrubs, and at least 70 percent of the required trees shall be evergreen species. Like tree species may be grouped with spacing not less than 20 feet on center for small deciduous trees, 30 feet on center for large deciduous tree species, and 12 feet on center for evergreen trees. The maximum distance between groups may not exceed 35 feet on center. Planting a single row of trees the full length of the Buffer Area is discouraged. Trees should be grouped together and staggered so they do not appear in a straight line. The applicant will meet with interested homeowners at the time of the Site Improvement Plan preparation to receive input on specific tree and other landscape planting locations.

Increased Minimum Plant Material Sizes.

- Shade trees - 3-inch caliper minimum.
- Ornamental trees - 2-inch caliper minimum (for single stem varieties).
- Clump forms, i.e., multi-stemmed, are acceptable and shall be six to eight feet in height at time of installation.
- Evergreen trees - eight feet high minimum, with 35% of the total being 8' - 35% being 10' - 15% being 14'.
- All shrubs - five-gallon container minimum.
- Groundcover and annuals as approved.
- Ornamental grasses and perennials - one-gallon container minimum or as approved.
- Tree caliper shall be measured six inches above ground level for all trees up to three inches in caliper and 12 inches above ground level for larger sizes.

Grading:

Existing grade may be modified to accommodate development in keeping with these Overlay Design Guidelines. The maximum final grade (the "Maximum Parking Setback Grade") at the back of curb of the drive aisle or parking lot located at the Parking Setback Line (as such term is defined in Section (a) of the "South Property Line Building and Parking Setbacks" section below) may be no higher than the existing grade at the shared property line between the Village Square Parcel and the residences to the South (the "South Property Line"). The grading plan of any SIP submitted under these Overlay Design Guidelines will be subject to city review and approval for compliance with the Maximum Parking Setback Grade. The City may require that pre and post construction grade cross sections, similar to those set forth in Exhibit "B", and any other information as necessary to evaluate any grade changes along the South Property Line be submitted with any SIP. In the event that during the SIP process the city, the developer, and the adjacent homeowners request that a berm be added to the landscape area, the grade may be raised above the existing grade at the southern property line.

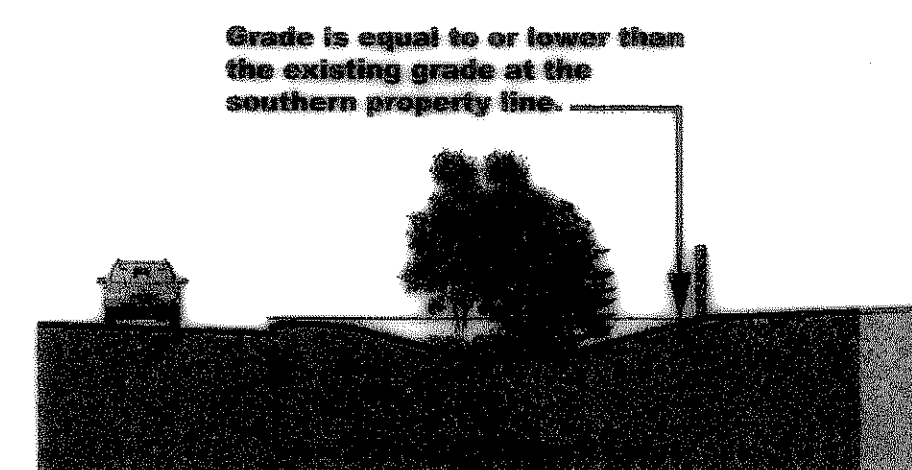


Exhibit B

South Property Line Building and Parking Setbacks:

In the event that any SIP submitted for approval complies with these Overlay Design Guidelines, which are more restrictive than the current requirements,

- If the proposed building is a one story building, the building setback line (the "Building Setback Line") shall be 70' and the parking setback line, or the distance between the South Property Line and the back of the curb of the drive aisle (the "Parking Setback Line") shall be 25' from the South Property Line;
- If the proposed building is a two story building with a walk-out configuration, with the two story side facing North, as set forth in Exhibit "A", the Building Setback Line shall be 75 feet and the Parking Setback Line shall be 35' from the South Property Line;
- If the proposed building is a traditional two story building, the Building Setback Line shall be 75 feet and the Parking Setback Line shall be 35' from the South Property Line.

Lighting:

Any parking lot poles along the south property line shall be timed to go off no later than 9:00 pm each night. All other project lighting must be turned off to security level within one hour after the end of business until one hour prior to business, per City regulations.

Garbage Collection:

Hours of trash collection and deliveries shall be limited to 7am-7pm weekdays and 8 am - 6pm weekends and holidays.

Parking:

Pull in parking on the south side of the proposed building(s) will be required to face to the north, away from the existing residences to the south. Thirty percent (30%) of the total parking spaces for the site (which, for all purposes hereunder, includes all buildings located on the original seven (7) acre site) may be compact parking spaces. Compact parking spaces shall be given credit towards the parking requirement for the site. Parallel parking will be permitted on site, provided that no parallel parking will be permitted along the South Property Line.

No Outlet:

As part of the SIP process a no outlet sign will be posted at the project entry to discourage traffic cut through.

Traffic Control:

As part of the SIP process, traffic control measures such as bollards or bollards shall be required along the parking lot and drive aisles along the east end of the site (adjoining lots in address range 9493-9595 Aspen Hill Circle). The SIP will include final specifications on materials, and shall include sizes and spacing based on industry recommendations, and at the final decision of the Public Works Director.

Drainage:

No drainage from any parcel in Planning Area 7A is allowed to be routed across an adjacent parcel in rates higher than the historic flow. The site is subject to City regulations including grading, drainage, erosion control, and inspections.

Developer:

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1850 Blake Street, Suite 400
Denver, CO 80202

REV: AUGUST 7, 2007
REV: FEBRUARY 16, 2007
REV: AUGUST 23, 2006
REV: SEPTEMBER 17, 2004
REV: AUGUST 30, 2004
REV: AUGUST 26, 2004
REV: JUNE 23, 2004