
ROCK CREEK RANCH

SUPERIOR, COLORADO
PLANNED UNIT DEVELOPMENT
FINAL DEVELOPMENT PLAN

ZONING APPLICATION
DEVELOPMENT STANDARDS AND
PERFORMANCE CRITERIA

January 22, 1987

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Final Development Plan
Rock Creek Ranch
Planned Unit Development

Town of Superior
Counties of Boulder and Jefferson

JANUARY 22, 1987

PREFACE

The 1,570 acre community of Rock Creek Ranch is situated southeast of the Town of Superior, Colorado. Bisected by Rock Creek, this unique property rises from low-lying terrain in the northern portion of the property, through an expanse of rolling hills, to the higher ridge along its southern boundary. The visual diversity, varied terrain and spectacular views afforded by this property make it ideal for development.

In an effort to develop and promote Rock Creek Ranch as a complete well-planned and well executed community, the Master Developer will, in conjunction with participating builders and the Town of Superior, control and monitor all development activities within the property.

Set forth herein are standards and criteria which provide policies and procedures for the Design, Development and Review of all proposed development within Rock Creek.

ZONING APPLICATION

The information contained within this section includes base data relating to the subject site and its surroundings, as well as justification for this zoning request.

DEVELOPMENT STANDARDS

The Development Standards, approved by the Town of Superior in conjunction with the approved Final Development Plan, is the governing zoning document for Rock Creek Ranch. This document sets forth standards for building height, coverage, type of land use or activity, density, open space and other zoning regulations within the community. Therefore, only those zoning matters not expressly modified by this document shall remain under the control of the Zoning Ordinance Number 601. In case of conflicts with the Town of Superior Zoning Ordinance, the Development Standards shall control.

PERFORMANCE CRITERIA

The intent of the Performance Criteria is to assist participating builders and developers in the comprehensive design and development of property improvements, which meet the high quality standards expected within Rock Creek Ranch. These criteria establish design and performance standards which will be used by the Rock Creek Development Review Committee (RCDRC), and shall be referenced by the Town of Superior, as a basis for review and approval of all development proposed within the Rock Creen Ranch community.

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1.0 INTRODUCTION

Rock Creek Ranch is located in the northwest portion of the Denver Metropolitan area adjacent to U.S. 36 just south of the Town of Superior, approximately fifteen miles from downtown Denver and four miles from the City of Boulder.

The site extends across approximately three square miles of rolling terrain and encompasses approximately 1,570 acres of land. Rock Creek Ranch is bordered to the north by U.S. Highway 36, also known as the Boulder/Denver Turnpike; to the south by State Highway 128, or 120th Avenue; on the west by McCaslin Boulevard; and to the east by the existing city limits of Broomfield and Westtech industrial/commercial park. The proposed W-470 highway may intersect the southern portion of the property as it travels in a northeasterly direction from the south. This potential intersection with West 120th Avenue would provide the first local access point to the property prior to U.S. 36 and proposed W-470. This interchange would create a valuable asset to the Town as well as the property owner.

1.1 Transportation Network

Uniquely located along this major existing transportation network, the property is in an excellent location to respond to the area's growth demands. The major existing transportation network of the area in the vicinity of Rock Creek Ranch is shown on the Vicinity Map (Figure 1.1) and described as follows:

A. Boulder/Denver Turnpike

This regional highway connects Boulder, Louisville, Superior, Broomfield, and Westminster to the Metropolitan transportation network by its connection with Interstate 25.

B. Wadsworth Boulevard

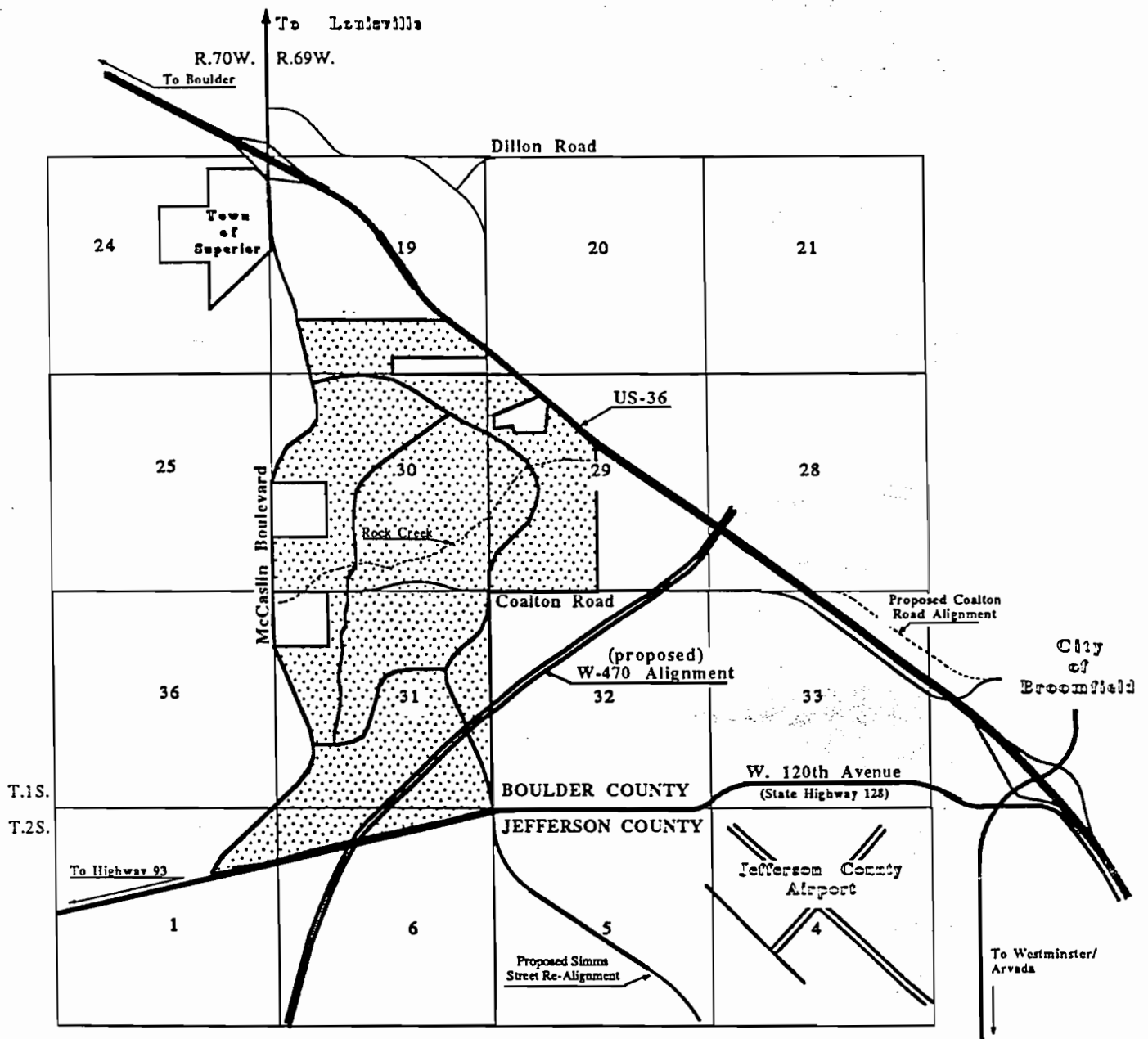
Two miles to the east of Rock Creek Ranch, State Highway 121 (Wadsworth Boulevard) and State Highway 287 combine into one roadway which continues to the north connecting many northern Front Range cities, such as Broomfield, Lafayette, Longmont and Ft. Collins. Wadsworth Boulevard, south of the property, traverses the entire Metropolitan area from Westminster to Douglas County.

C. West 120th Avenue

West 120th Avenue (Highway 128) has emerged as a primary arterial in the north metropolitan area. It begins at the Platte River in Adams County and continues west through Thornton, Northglenn, Westminster and Broomfield to terminate at Highway 93 as Highway 128 in Boulder County.

D. Highway 93

Highway 93 is an important link between Boulder and Golden; the growth in the Metropolitan area will cause this State Highway to increase in importance as a major north-south highway on the west side of Denver. In fact, Highway 93's importance has recently increased dramatically due to its consideration as the possible route for the W-470 circumferential highway corridor.



LEGEND

 ROCK CREEK RANCH

Rock Creek Ranch

No Scale



Vicinity Map

(FIGURE 1.1)

E. McCaslin Boulevard

McCaslin Boulevard forms the western boundary of Rock Creek Ranch. This roadway begins in Louisville to the and terminates in Arvada at approximately 64th Avenue.

F. Simms Street

This roadway currently terminates just south of the Jefferson County Airport but has been proposed to be realigned to intersect West 120th Avenue at the Alkire alignment.

G. 88th Street

This roadway will serve as a major collector within Rock Creek Ranch and will connect across U.S. 36 to The Storage Technology Development and Louisville.

H. Coalton Road (West 128th Avenue)

Coalton Road is currently a gravel road running through Rock Creek Ranch. The City of Broomfield has plans to install an overpass on U.S. 36 to link Coalton Road with Midway Boulevard.

1.2 Jefferson County Airport

The Jefferson County Airport is located approximately 1-1/2 miles east of the southeast boundary of Rock Creek Ranch. The airport is currently undergoing a major master plan update to determine airport expansion possibilities and steps needed to maintain the viability of the airport into the future. The current data from the new master plan indicates that the 60 and 65 Ldn noise impact zones do not infringe upon the Rock Creek Ranch property at any point. The 1986 Master Plan is not finalized at this time; however, a representative of the Rock Creek Ranch development is on the Technical Advisory Committee of the Airport. Additional information regarding the impact of the airport is contained in Section II Sub-Section 11.0 of this document.

2.0 PROPERTY DESCRIPTION

The information in this section provides a general description of the existing physical properties of Rock Creek Ranch.

2.1 Topography

The topography of Rock Creek Ranch varies from low lying areas along Rock Creek to dramatic upland slopes along the southern portions of the project. Elevations on the property range from approximately 5,800 feet on the far southern edge of the property to approximately 5,400 feet at the lowest point along the Boulder/Denver Turnpike at the point at which the creek passes under the highway.

The majority of the slopes are in the 0% to 8% range with 8% to 15% slopes occurring along the drainage channels and 15% 20% slopes on the side slopes of ridges in the southern portion of the project. (Refer to Slope Map: I)

2.2 Vegetation

The Rock Creek Ranch property exhibits common vegetation resources consisting primarily of irrigated pasture lands and short prairie grasses that are interspersed with riparian plant

communities along creeks and intermittent drainages. The native prairie includes both short and mixed prairie grasses. Short grass prairie is dominated by blue gramma, buffalo grass and a western wheat grass. Jew grass, needle grass and dryland sedge are also common. Mixed grass prairie is a distinct vegetation type that exists because of unique moisture and temperature conditions.

Cottonwood groves and upland shrubs exist on the site. Large stands of cottonwoods and their associated understory occur along the reaches of Rock Creek; the understory of cottonwood groves is predominantly perennial grasses and annual grasses and shrubs. The upland shrub communities occur primarily in gullies which have eroded over the years; snowberry, wild rose, chokecherry, willows and skunkbush are common plants occurring in these areas. (Refer to Map II: Existing Conditions.)

2.3 Drainage

Rock Creek, located in the central portion of the site, is one of the major natural features of the Rock Creek Ranch property. Characteristics of this alluvial channel include multiple channel terraces, cottonwood stands and areas lined with riparian vegetation. The drainageways on the southern portion of the property are well incised into the steeper slopes due to faster-moving runoff. (Refer to Map II: Existing Conditions.)

2.4 Soils and Geology

The surface area of Rock Creek Ranch is primarily comprised of two upland soil associations. North of Rock Creek there are level to moderately sloping, deep and well-drained soils formed from clay parent material. Geological formations underlying these soils are predominantly alluvium deposits.

The area south of Rock Creek includes slight to moderately sloping shallow soils formed from weathered shale and sandstone.

The underlying soils and bedrock of Rock Creek Ranch are predominantly sand and silt. It should be noted that these soil and geologic formations should not prohibit site grading or utility excavation and are suitable for a variety of foundation systems. (Refer to Document A).

2.5 Undermining

A portion of Rock Creek Ranch, approximately 200 acres, is partially undermined. However, a geotechnical engineering and subsidence investigation conducted by ATEC Associates, Inc. did not encounter any conditions that would prevent the site from being developed as presently proposed. Further tests, however, are planned prior to actual development and these investigations will be submitted to the State Geologist for review prior to any development occurring on undermined areas and shall be subject to the State Geologist recommendation. (Refer to Document A.)

2.6 Visual Character

Rock Creek Ranch currently offers a gently rolling topography with several interesting visual opportunities. Views are predominantly of the Rock Creek and the Flatirons along the Front Range. Higher elevations on the property provide expansive views to the south, to the north and to the west. Opportunities exist within the development of Rock Creek Ranch to maximize the excellent views by siting structures with optimum visual orientations. (A map of view areas of particular significance for both on and offsite character may be seen in the map set as Map II: Existing Conditions.)

2.7 Legal Description

The property encompasses approximately 1,570 acres. Included within the boundaries of the site are all or portions of the following sections:

| <u>Range</u> | <u>Township</u> | <u>Section(s)</u> |
|--------------|-----------------|-------------------|
| 70W. | 2S. | 1 |
| 69W. | 1S. | 19,30,31,29 |
| 69W. | 2S. | 6 |

A metes and bounds description of the property is included in Section IV, Sub-Section 1.0 (Appendix) of this document.

3.0 LAND USE AND ZONING

3.1 Adjoining Land Use

This area of Boulder County has traditionally been a rural, agricultural area that has been progressing toward a more sub-urbanized and urbanized character. Continuing growth in the area is becoming evident as W-470 and the Boulder/Denver Turnpike inspire development along this corridor.

Presently, portions of the Rock Creek Ranch lie within the Planned Urbanization Area for both the Town of Superior and the City of Broomfield. As indicated on the Final Development Plan, surrounding zoning classifications include Jefferson County industrial and agricultural, Boulder County agricultural and rural residential, Louisville industrial, Broomfield PUD, and Broomfield industrial and business in the Westech development.

Enclave parcels which exist within Rock Creek Ranch are as follows:

- A. A small reservoir on the northern end of the property retained in ownership by Ruth Bowes.
- B. A five-acre homesite owned by Guy and Lena Hart (who have agreed to annex concurrently).
- C. Two 40-acre parcels, one owned by Marvin Smith and the other by Gary Flor.
- D. Three parcels close to the northern edge totaling 25 acres, owned by Ted and Dora Huiatt, John Hartnagle and Devere Hilliard.
- E. Hodgson/Harris Reservoir, owned by Boulder County Open Space.

3.2 CURRENT ZONING

The property is zoned for agricultural use(s) in both Jefferson and Boulder Counties.

3.3 PROPOSED ZONING

A Planned Unit Development zone district that includes a variety of residential and non-residential uses.

4.0 ZONING JUSTIFICATION

It is rare in the Denver metro area to find such dynamic development activity like the area near and around the Rock Creek Ranch and the Town of Superior. Intense development along the U.S. 36 corridor, a proposed new highway and an increasing population have created a rapidly changing climate for development. The following are a few examples of recent changes in the area that justify this zoning request:

- A. Development of Interlocken Office Park.
- B. Expansion of Jefferson County Airport.
- C. Development of Westech Industrial park.
- D. Proposed alignment of W-470 highway.
- E. West 104th Avenue and U.S. 36 interchange.
- F. The development of Centennial Valley by Homart Development Company.

The conditions in the area are supportive for Rock Creek Ranch to develop and the timing is appropriate for a major mixed-use development in the area.

5.0 COMMUNITY SERVICES

It is anticipated that water and sewer services will be provided by a Rock Creek Ranch Metropolitan District, in accordance with a District Service Plan to be provided to and approved by the Town of Superior.

Fire protection services will be provided by the Cherryvale Fire Protection District. Educational services will be provided for the children in grades kindergarten through twelve by the Boulder Valley School District. (Refer to supporting documents B: Community Services referral letters.)

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1.0 INTRODUCTION

1.1 Statement of Project Intent

The proposed Rock Creek Ranch development represents the achievement of a coordinated response to community needs and long-range market demands for a multiple-use residential, office and retail development. It also represents a unique opportunity for the Town of Superior to accommodate a high-quality development and enjoy the benefits of an expanded economic base and major employment center.

The significant scale and variety of proposed land uses within the project are intended to serve as a model for high-quality development. The intent of the Final Development Plan for this project is to provide areas of urban development where land, transportation systems and services can accommodate such uses, while also allowing residential neighborhoods of a traditional low-scale, high-quality nature to develop within this planned community. This plan also proposes multiple land use categories which allow for a variety of uses to occur within the same development area. This flexibility in land use is intended to allow the plan to respond to reasonable shifts in market demand and community development patterns.

The development "theme" for Rock Creek Ranch, given its large scale and long-term buildout, will vary in character as different areas within the Ranch become ready for development. The character of individual planning areas will be established at the time of initial definitive planning, in a procedure referred to in this document as the "Sub-Area Plan" stage. Overall development character will be established and maintained by the major community design elements which will be of a consistent nature throughout the project.

The Final Development Plan for Rock Creek Ranch has been developed to incorporate the following major design components:

- A. A transition and compartmentalization of major uses as illustrated on the Final Development Plan.
 1. The most intense non-residential uses along West 120th Avenue, near the proposed W-470 and at the West 140th Avenue project entrance and along the northeastern portions of the project near U.S. 36.
 2. Higher density residential uses in proximity to the major transportation ways and activity areas.
 3. The central location of low to moderate density residential development areas and major community open space.
- B. The development of a major internal roadway system that provides numerous potential access location to major development areas and allows for a sense of entry and continuity to the project.
- C. An open space system that preserves natural project features while maintaining an interconnecting pedestrian, bike or equestrian trail system throughout the community.
- D. Provide the opportunity for the development of W-470 within the project.

1.2 Purpose and Objectives

The purpose of these Development Standards for Rock Creek Ranch is to provide a vehicle for overall control of development and, in conjunction with the Performance Criteria, to

provide direction for development improvements to insure a well planned cohesive community that will consistently maintain its appearance of quality. In order to allow the needed flexibility in land use categories and to assure that haphazard or incompatible development does not occur, specific land use controls and development review procedures have also been developed.

1.3 Definitions

General

All definitions as contained within the present Town of Superior Zoning Ordinance No. 601 and Subdivision Ordinance No. 543 are hereby made a part of the Rock Creek Ranch Final Development Plan. These definitions shall remain in effect even though the Town may amend its codes, unless a specific amendment to this Final Development Plan is adopted pursuant to the amendment provisions of the Rock Creek Ranch Final Development Plan ordinance.

In addition to the above referenced definitions, the following specific definitions shall also apply to this ordinance. In case there is a conflict the definition provided in this Final Development Plan shall govern.

Building Ground Coverage: That portion of the ground or any building site which is covered by structures having a floor, walls and fully enclosed roof. Building ground coverage shall not include patios, decks, tennis courts, surface, underground, or partially underground parking areas defined as those that do not have a building, structure above them, but where the covered portion is used for indoor recreation, landscaping, patios or other open space or park facilities.

Building Height: The highest vertical distance above a reference datum measured to the highest point of the coping of a flat roof or to the deck line of a mansard roof or to the highest gable of a pitched or hipped roof excluding fireplace chimneys. The reference datum shall be the average finished ground grade at the exterior walls of a structure.

Community Open Space: The open space acreage of either a passive or active nature that is public in character and available for use by the community at large and is delineated on the Development Plan.

Density: The number of dwelling units that may be constructed per acre of ground. Acreage is calculated on a gross basis and includes all internal rights-of-way, open space, private streets, easements, and is calculated from the center line of any adjacent public or private street(s).

Final Development Plan: The official zoning document for the Rock Creek Ranch which is recorded by the Town of Superior Clerk.

Master Developer: The Rock Creek Ranch Partnership or any heirs, successors or assigns.

Neighborhood Open Space: The open space acreage of either a passive or active nature that is private or owned in common (i.e. by a homeowner's association or recreation district) and that is scaled to "neighborhood" use of residential or non-residential lands, and has facilities appropriate to that neighborhood scale.

Non-Residential Floor Area: The sum of the gross horizontal areas of the floor or floors of the buildings. All horizontal dimensions of each floor are to be measured by the exterior faces of walls of each such floor. In computing the non-residential floor area the following shall be excluded.

- Any floor area devoted to mechanical equipment serving the building(s).
- Any floor area used as parking for vehicles.
- Any floor area that serves as a pedestrian mall or public access way to shops.
- Exterior balconies or deck areas including rooftop areas.
- Hotel lobby areas, exclusive of shops or commercial areas.

Planning Area: An area of land indicated on the Final Development Plan, the boundaries of which are streets, non-urban areas and other lines set forth on the Final Development Plan.

Sub-Area Plan: A Plan indicating the thematic character and illustrating conceptual land use configurations intended to demonstrate compatibility and the ability to provide appropriate infrastructure. (See Section 4 of these development standards for specific requirements).

2.0 GENERAL PROVISIONS

A. Intent

These general provisions are intended to apply to all development within Rock Creek Ranch. The activities, conditions and restrictions set forth in this section remove the necessity for providing separate sets of restrictions within each intended land use section. However, additional covenants and restrictions referring to specific development areas within Rock Creek Ranch may be included at the time of platting for those areas. All such provisions shall apply unless they are amended.

B. Density Standards

The overall dwelling unit density and non-residential square footage permitted shall apply to the entire Rock Creek Ranch Development and shall not be specifically applicable to any portion thereof. Residential density and non-residential square footage are calculated on a gross land area basis exclusive of the perimeter streets: Route 36; W-470; McCaslin and 120th. Rights-of-way, with the exception of McCaslin, 120th and W-470, and any other dedications exclusive of Community Open Space are included in the gross land area. As rights-of-way or other dedications are subtracted from the planning area, the planning area acreages, the maximum allowable number of units and/or the non-residential square footage remains the same for that planning area.

C. Transfer of Densities

The Rock Creek Development Review Committee (RCDRC) will monitor the density of all residential and non-residential development. A maximum increase of ten percent (10%) from the densities approved for each planning area on the Final Development Plan shall be allowed on the Final Plat, provided that the total non-residential square footage does not exceed 15,000,000 and the total residential units does not exceed 8,000, as approved by this Final Development Plan. Where a Development Area does not develop to its maximum allowable number of units or non-residential square footage, the unused portion may be transferred to another Development Area within the same or a different Sub-Area Plan, provided that the Sub-Area Plan can demonstrate an ability to accommodate the transferred density in terms of access, roads and services and the applicable Rules of Compatibility, the maximum height

restrictions, the open space requirements and all other applicable standards for the proposed uses are met. However, the total number of units within the overall development of Rock Creek Ranch shall not exceed 8,000 and the total non-residential square footage shall not exceed 15,000,000. To the extent that a transfer of density or non-residential intensity exceeds the 10% allowed for each planning area, such transfers shall be subject to review and approval by the RCDRC and subsequently by the Town of Superior under all applicable procedures governing sub-area plans and subject to the Rules of Compatibility stated in Section 6.2.

D. Addition of Properties

Additional properties not currently within the boundaries of Rock Creek Ranch for which the Rock Creek Ranch Master Developer submits annexation petitions to the Town, if annexed by the Town, shall at the Master Developer's discretion, be governed by the applicable Development Standards and Performance Criteria for Rock Creek Ranch in the same manner that they apply to Rock Creek Ranch.

E. Golf Course

A golf course, of either a public or private nature, may occur within any planning area, including the community open space portions of Rock Creek Ranch. In the event that a golf course is developed, the residential density and/or the non-residential square footage lost due to the golf course may be transferred to other planning areas within the community. The Rock Creek Development Review Committee will have sole authority over the approval of a golf course. Any subsequent density transfer will be subject to the procedures and overall density and intensity maximums noted in Item C above.

F. Reservoirs

Reservoirs will be permitted to be developed on any portion of Rock Creek Ranch with approval of RCDRC. In the event that a reservoir is developed, the residential density and/or the non-residential square footage lost due to the reservoirs development may be transferred to other planning areas within the community. The Rock Creek Development Review Committee will have sole authority over the approval of a reservoir. The density transfer will be subject to the procedures and overall density and intensity maximums noted in Item C above.

G. Retirement Communities

Retirement Communities within Rock Creek Ranch are intended as secure, somewhat self-contained residential developments providing a choice of housing types and a full array of recreational and social amenities in a pleasing, park-like setting. Allowable uses which will be required for the support and comfort of this adult population will include personal care, therapeutic, medical and convenience facilities, typical to an insular, residential situation catering primarily to the elderly.

Retirement communities will be allowed within any planning area where residential uses are allowed, if approved by the RCDRC. Retirement communities which occur in residential development areas subsequent to other residential development shall be bound by all applicable rules of compatibility. At the discretion of the RCDRC and in addition to residential uses allowed within such communities, uses ancillary and necessary to retirement community such as nursing or rest homes, outpatient clinics, rehabilitation centers, pharmacies and personal service facilities which are directed to the needs of the elderly will be allowed.

H. Mineral Extraction

Short term mining and drilling operations and the extraction of mineral, oil and gas deposits from Rock Creek Ranch will be permitted at the discretion of the Committee provided that the following requirements are met:

1. No mining operation or oil or gas well shall be allowed within two hundred (200) feet of any exterior property line without the approval of the adjacent property owner. With the approval of the adjacent property owner, mining, drilling and production shall be allowed up to the property line.
2. Mining operations shall comply with all requirements of the State of Colorado, all applicable state statutes and Mined Land Reclamation Board requirements including but not limited to air quality permits, and plans for phasing and reclamation.
3. All requirements by the State of Colorado protecting water quality shall be complied with.
4. All mining, mineral extraction and drilling operations must be completed prior to development of adjacent planning areas within Rock Creek Ranch unless otherwise approved jointly by the RCDRC and the Town. Reclamation and revegetation must occur before or simultaneously with adjacent development.
5. If a gas or oil drilling site becomes a producing well, a building permit shall be required from the Building Department for installation of tank batteries, production rig, etc., and a landscaped plan shall be required for review by the RCDRC to ensure proper screening and buffering. All applicable standards in these regulations, the Building code, the Fire Code and the Rock Creek Ranch Performance Criteria shall apply.
6. No oil well or production shall be permitted within 125 feet of any dedicated public street or highway or within 200 feet of any residence or building not necessary to the operation.
7. No oil well or production shall be permitted within 300 feet of any building used as place of public assemblage, institutions or school.
8. The applicant must hold a majority share of all mineral rights.

I. W-470 Corridor

In the event that there is a final determination that W-470 will not be developed or constructed in any alignment, the planning areas within Rock Creek Ranch which are adjacent to the W-470 corridor (Parcels 22, 31, 23, 30, 32, 25, 24, 33, 34, 29) shall be re-master planned and zoned in appropriate categories of land use subject to the normal procedures of the Town of Superior.

J. Utilities

All utilities, including electrical, gas, water, sewer, cable television, optic fiber lines, telephone, etc. shall be located underground. The Rock Creek Development Review Committee has the sole authority to waive this requirement in individual cases based upon physical and/or economic limitations.

K. Animals

All animals normally considered as livestock such as, but not limited to, horses, cows, goats, llamas, etc. shall be allowed in the Rock Creek Ranch only with the written approval of the Rock Creek Development Review Committee.

3.0 DEVELOPMENT REVIEW

3.1 Establishment of a Development Review Committee

All site planning, land development activities and improvements within Rock Creek Ranch shall be reviewed for approval by the Rock Creek Development Review Committee, hereinafter referred to as the "RCDRC" or "the Committee". The RCDRC shall represent an "in-house review" process for the Master Developer. This procedure does not replace any step within the Final Plat approval process which is described in the following section, but is an additional step required prior to any submittal to the Town of Superior.

The RCDRC shall be organized as follows:

- A. The RCDRC shall consist of at least three (3) members appointed by the Master Developer. The RCDRC will be a well balanced group with expertise sufficient to review and evaluate site plans, landscape plans and Final Plat applications. It is the intent to have the RCDRC comprised of individuals with backgrounds in areas such as engineering, land planning, land development, architecture, community development, etc. The Town shall have the ability to appoint an additional member to the RCDRC. If no person is appointed, the Town shall still be notified of all formal meetings of the RCDRC. The Town-appointed member shall not be required in order to constitute a quorum of the RCDRC.
- B. The RCDRC will draft by-laws upon its formation.
- C. The names and addresses of RCDRC members shall be on file for review by interested parties at the offices of the Master Developer or its successors or assigns.
- D. Each person shall hold this office until such time as they resign, are removed or a successor is appointed, as set forth herein.
- E. Except as provided below, the right to appoint or remove all members of the RCDRC shall be vested solely in the Master Developer.
- F. Any member of the RCDRC may at any time resign from the committee upon two weeks written notice delivered to the Master Developer.
- G. The Master Developer may record or cause to be re-recorded covenants, conditions and restrictions (CCR's) for each subdivided parcel of land in Rock Creek Ranch. These CCR's may provide for a Homeowner's Association or separate Design Review Committee (DRC) to review and approve the architecture and design within the subdivided parcel. At such time as a Homeowner's Association or DRC assumes control, as defined in the CCR's for that parcel, the rights, powers and duties of the RCDRC shall automatically be transferred to and assumed by said Association or DRC.
- H. Except insofar as they have been transferred to one or more Homeowner's Association or DRC, the rights, powers and duties of the RCDRC shall, one year after approval of

the last Final Plat or Final Site Plan within Rock Creek Ranch, be transferred to the Town of Superior.

3.2 Development Review Committee Duties

In order to carry out the standards, requirements, objectives and purpose of these Development Standards and the Performance Criteria for Rock Creek Ranch, all land development or use plans, site plans, landscape plans, final plats, final plat site plans or amendments relating to or intended to be recorded against portions of Rock Creek Ranch shall be submitted to the RCDRC for its review in accordance with the criteria listed below. It is required that preliminary pre-application meetings between the applicant and the RCDRC be held to review plan concepts, determine sub area plan requirements and to solicit the Committee's initial responses and concerns.

- A. The RCDRC or its designated representatives may establish and charge reasonable and uniform fees for reviewing submitted documents. Such fee schedule shall, at all time, be on file for review by interested parties at the office of the Master Developer or its successor or assigns.
- B. The RCDRC shall have the right to disapprove any such documents and/or plans which are not in compliance with the standards, criteria requirements, objectives and purpose of the aforementioned standards and criteria or are not suitable or desirable, in its opinion, for aesthetic, architectural or other design or planning related reasons.
- C. The Committee's approval or disapproval, as required herein, shall be in writing. The RCDRC or its designated representatives shall provide this written notification and/or recommendations and conditions of approval to the applicant within fifteen (15) business days of submittal.

At this time, the Committee shall require a deposit for each multi-family and single family attached dwelling unit or for each 1,000 square feet of commercial area. The amount of the deposit will be determined by the RCDRC at the time of its formation. These escrowed funds shall be returned to the owner, without interest, after all landscaping is in place and is determined to be in satisfactory condition. If the Committee requires revisions or additional material, this shall be discussed with the applicant and it shall be provided to the Committee. Once drawings are approved, the Committee or its designated representative will sign and place on the drawings a certificate of approval. This shall be conclusive evidence that the document complies with all applicable standards and requirements.

- D. No plans or documents shall be submitted to, accepted by or approved by the Town of Superior without RCDRC written approval. A finally approved document shall be lodged permanently with the RCDRC. All subsequent material changes or additions shall also be subject to approval by the RCDRC or its assigns.
- E. The RCDRC shall have at its sole discretion the authority to approve or deny minor adjustments and/or revisions to approved Final Plats. Minor adjustments may be made when necessary in light of technical or engineering considerations, financial hardship, or sound planning principles. The administrative review period by the RCDRC shall be fifteen (15) working days from the time of submittal. Any adjustments made to an approved Final Plat through the administrative review process shall be summarized in writing and delivered to the Town Planning Commission Chairman for administrative approval and recordation. An administrative review by the Town shall not require a hearing by either the Town Planning Commission or Town Board. The administrative approval must occur with the unanimous consent of the RCDRC and concurrence of the

Planning Commission Chairman. Such minor adjustments shall not be permitted if any of the following circumstances are resultant:

1. Change in the character of the development.
2. Amendments result in a land use or lot boundary change of more than ten percent (10%) of the plan being amended.
3. Any amendment that has a major effect on, or substantially alters the utility or roadway systems or creates incompatible land uses, scale of structures on height of building by more than ten percent (10%).

The RCDRC shall have authority to deny any use, temporary use, special use and/or conditional use that is being proposed and to approve such uses with concurrence of the Town.

3.3 Enforcement

The Town of Superior, the RCDRC or the Master Developer, or its successors or assigns, either individually or jointly, may enforce the standards, restrictions, conditions and requirements imposed by these development standards. Enforcement may be by proceedings at law or in equity against any person, firm or corporation violating or attempting to violate any of these development standards. Such proceeding may be required, either to recover damages for such violations, or to modify or remove structures fully or partially completed in violation hereof, or all of the above. Every suit to enforce these standards or restrain a violation or attempted violation hereof, or to modify or remove a structure fully or partially completed in violation hereof shall be commenced no later than one year from the date of the violation for which the action is to be brought or maintained. If this time period is exceeded, no action may be brought.

Failure to enforce any standards contained herein shall in no event be deemed a waiver of the right to do so thereafter. The RCDRC and the Master Developer, or their successors or assigns, shall not be liable to reimburse any person, firm or corporation for costs incurred in any suit brought to enforce or attempt to enforce these standards.

4.0 SUB-AREA PLAN AND FINAL PLAT PROCESSING

The development and Final Plat process within Rock Creek Ranch requires the submittal of three sets of plan sheets and documents. The first is titled Sub-Area Plan. The second is titled Final Plat; the third is titled Final Plat Site Plan. The sub-area plan is intended to establish the initial neighborhood theme and character and to provide additional conceptual land use configurations. The Final Plat is intended to provide engineering data relevant to the site. The Final Plat Site Plan is intended to provide planning and design information. These three sets of documents may be submitted concurrently and processed simultaneously or submitted separately to allow for the subdivision of large parcels into sub-areas. The requirements for Sub-Area Plans, Final Plats and Final Plat Site Plan Applications and the Final Plat approval process are described in the following sub-sections. (Refer to Section 10.0 of the Appendix for the Development Procedures Flow Chart.)

4.1 Sub-Area Plan Requirements

In order to ensure that development within Rock Creek Ranch will occur in a fashion that provides sufficient and appropriate water/sewer service, road access/circulation and proposes land uses that are compatible in effect, a Sub-Area Plan will be required as an accompaniment to the initial plat submission for any part of a Planning Area that does not encompass 100% of that planning area. Sub-area plans are intended to demonstrate the overall relationship of

proposed land uses, circulation and mix of structures as a means of assuring the RCDRC and the Town of Superior that development will occur in a well-planned, cohesive fashion with appropriate consideration for public/private amenities and open space.

A final determination of the area to be included in a Sub-Area Plan submission and the appropriate area for any plat submission shall be made at a pre-application conference with the RCDRC, prior to any formal submission. A determination of the appropriate size for a sub-area plan submission shall be based upon inclusion of the following considerations:

- A. The relationship of land parcels within the sub-area in terms of their need for linkage to open space, parks and pedestrian systems.
- B. Access from neighborhoods to collector-type streets.
- C. Demonstration that by the definition of a sub-area plan adjacent land parcels are not land-locked or otherwise denied access.

The Sub-Area Plan shall address in graphic form and accompanying explanatory text the following:

- A. Location of the Sub-Area within the overall context of the Rock Creek Ranch Plan.
- B. Location of all significant natural or man-made features of the Sub-Area Plan site including drainage divides, drainage corridors, vegetation, topographic slope and other physical features that may affect development.
- C. Statement of intended area character and community design elements.
- D. Relationship of the area to be platted to the remainder of the Sub-Area.
- E. General circulation plan to show locations of arterial and collector streets.
- F. General water and sewer line locations for main service lines.
- G. Proposed easements for utilities.
- H. Preliminary overall drainage concept and location of retention areas.
- I. Generalized land uses and intensities proposed.
- J. Location, size, type and designation of transitional areas, open space areas, parks, landscaped areas and buffers.
- K. Other information determined by the RCDRC as being necessary to fully explain the Sub-Area Plan. (See Figure: Plan development submission process.)

The total number of residential units in a Sub-Area Plan may (at a maximum) be equal to the allowable gross density of the Planning area in which the Sub-Area occurs, except where a transfer of density has occurred in which case the gross density may be exceeded by 10%.

Where a mix of residential and non-residential land uses occurs within a Sub-Area Plan, the allowable number of residential units in a horizontal mix may (at a maximum) be equal to the gross density of the residential acreage (+10%). Where there is a vertical mix of uses proposed (i.e., residential on the upper floors of office or commercial space) the allowable number of residential units shall be equal to the gross density of the residential and

non-residential acreage (+10%). Where a Development Area does not develop to its maximum allowable number of units or non-residential square footage, the unused portion may be transferred to another Development Area within the same or a different Sub-Area, provided that the Sub-Area Plan can demonstrate an ability to accommodate the transferred density in terms of access roads and services, the applicable Rules of Compatibility and maximum height restrictions for the proposed uses are met. However, the total number of units within the development of Rock Creek Ranch shall not exceed 8,000 and the total non-residential square footage shall not exceed 15,000,000.

Sub-Area plans shall be submitted to the RCDRC for review and approval prior to submission to any other agencies in accordance with the provisions governing Final Plat submittal.

If, due to changes in market forces or buyer demand, an amendment to a Sub-Area Plan is necessitated, such amendment shall be submitted to the RCDRC for review and approval prior to being forwarded to the Town of Superior. Initial approval or denial of amended Sub-Area Plans shall be the responsibility of the RCDRC with subsequent review by the Town of Superior in accordance with the norm of sub-area plan review procedures.

Parcel Nos. 1, 2; 14, 15, 16; 30, 32 and 33 shall be considered as one parcel and thus a sub-area plan that displays all included parcels shall be required. This same requirement is also in effect for Parcel Nos. 25, 28 and 29. Additional parcels or groups of parcels may also be required to be considered as one parcel at the discretion of the RCDRC.

The sketch plan and preliminary plat stages of the Superior Subdivision approval process shall be waived for any subdivision application relating to any portion of the Rock Creek Ranch so long as the application for subdivision approval is in accordance with the Final Development Plan and development standards approved by the Town, unless sketch plan or preliminary plat approval is specifically requested by the subdivider.

The Final Plat for any portion of the property shall be deemed to comply with the requirements for sketch plan application and preliminary plat application, and the Final Plat documents shall be the only documents necessary for submittal, review and approval by the Town in conjunction with the subdivision process, provided that a sub-area plan has been previously submitted or accompanies the plat.

For purposes of sale or transfer of areas less than thirty-five acres and composed of five lots or less, the process of platting may be by a Minor Land subdivision plat. The Minor Land Plat submission shall follow the procedures of the final plat drawing requirements as described in Section 4.3. A Final Plat Site Plan will not be required for a Minor Land Plat which describes lots only. Submission of a Minor Land Plat shall require the previous submission of a sub-area plan, or a sub-area plan accompanying the Minor Land Plat.

Property platted under the Minor Land requirements, will, at such time as it is ready for more detailed platting preparatory to development, be required to submit a Final Site Plan in accordance with Section 4.4.

4.2 Final Plat Submittal Requirements

The Final Plat shall conform to and include the following:

- A. Prior to submitting a Final Plat Application and/or Final Plat Site Plan to the Town of Superior for review, fifteen (15) copies of the Final Plat and Site Plan must be submitted, reviewed and approved by the Rock Creek Development Review Committee (RCDRC). A letter stating the approval of the RCDRC including any terms or

conditions of such approval and a brief description of compliance with these standards and the Performance Criteria must accompany the Final Plat Application or it shall not be accepted by the Town.

- B. A Final Plat may be submitted in sections covering any portion of the Rock Creek Ranch Final Development Plan. Submission shall include a map indicating the section of Rock Creek Ranch being subdivided and, if appropriate, each sheet numbered accordingly, including title, legend, matchlines and other appropriate information. Where an entire parcel is not subdivided, the sub-area plan must indicate the intended disposition of the remainder of the parcel.
- C. One (1) copy of the application form shall be submitted to the Town for review of a Final Plat. (Refer to Section 11.0 of the Appendix for sample application form.)
- D. Fifteen (15) black on white or blue on white sheet prints of the Final Plat shall be submitted to the Town for distribution and review.
- E. Fifteen (15) copies of the engineering plans and all required supplemental material, including the following:
 - 1. Copy of certification letter from the District Engineer indicating that the plat site plan has been received and approved as part of the Final Plat Submission.
 - 2. Street construction plans and profiles.
 - 3. Final drainage plans and reports.
 - 4. Final utility plans and profiles.
- F. A clear and legible reproducible drawing of the Final Plat prepared in accordance with these requirements.
- G. A copy of the indemnification agreement and certified check payable to the Rock Creek Ranch District for review and filing fees for each Final Plat as established by the Rock Creek Ranch District.
- H. A letter(s) from the Rock Creek Ranch District will accompany any request for Final Plat approval. The letter will include the manner in which the following items have been addressed in sufficient detail to allow review by the Town:
 - 1. All dedications
 - 2. Reservations
 - 3. Park sites
 - 4. School sites
 - 5. Access roads
 - 6. Public lands
 - 7. Water rights
 - 8. Sanitary Sewer Service
 - 9. Water service
 - 10. Drainage Plans
 - 11. Bonding of construction costs
 - 12. Bonding of off-site improvements
 - 13. All applicable fees
 - 14. Provisions for warranty if public improvements are not installed according to the requirements imposed by the district.
 - 15. Geotechnical and subsidence reports where applicable for the subject lands submitted.

- I. An exact copy of a certificate of a title insurance company or abstract of title suitably certified or certificate of title or title opinion submitted by an attorney which shall set forth the names of all owners of property included in the plat and shall include a list of all mortgages, judgments, liens, easements, contracts and agreements of record which shall affect the property covered by such plats. If the title opinion or commitment discloses any of the above, then at the option of the Planning Commission the holders or owners of such mortgages, judgments, liens, easements, contracts or agreements shall be required to join in and approve the application before the plat shall be acted upon by the Planning Commission.
- J. Where a portion of an existing easement is contiguous to a proposed easement or right-of-way of a new subdivision, proof of the dedication of the existing easement or right-of-way acceptable to the Town Planning Commission must be submitted.
- K. When a new street will intersect with a State Highway, a copy of the State Highway permit shall be submitted.
- L. If a plat is revised, a copy of the old plat shall be provided for comparison purposes.
- M. A summary statement shall be submitted which shall include the following:
 - a. Total development area in acres and square feet.
 - b. Total number of proposed dwelling units.
 - c. Intended character and/or theme of the development proposal as specified in the Sub-Area Plan.
 - d. Estimated construction cost and proposed method of financing of the streets and related facilities, water distribution system, sewage collection system, flood plain protection, storm drainage facilities and such other facilities as may be necessary.
- N. No subdivision shall be approved until such data, surveys, analyses, studies, plans and designs have been submitted and reviewed by the district and found to meet all sound planning and engineering requirements of the Town and the District and the conditions contained in this document. An engineer from the Rock Creek Ranch Metropolitan District or an independent licensed engineer will review all street construction plans and profiles, final drainage plans and reports and final utility plans and profiles.

A letter stating the engineer's findings and recommendation(s) will accompany the Final Plat. The engineering review and approval by the District's registered engineer shall be the only engineering approval required by the Town.

- O. A receipt shall be issued to the subdivider by the Town Clerk for the Final Plat submission when it has been determined that the submission includes all the requirements set forth in these regulations. The date of the Planning Commission meeting to review the Final Plat and related documents shall be specified on the receipt.

4.3 Final Plat Drawing Requirements

The Final Plat shall be prepared and certification made as to its accuracy by a registered land surveyor licensed to practice in the State of Colorado. A poorly drawn or illegible plat is sufficient cause for its rejection.

The Final Plat shall be drafted at suitable scale, preferably of 1" = 100', by the use of permanent black ink on linen or any stable drafting media with outer dimensions of twenty-four (24) inches by thirty-six (36) inches. Good draftsmanship shall be required in order for all of the following information to be shown accurately and legibly. It shall contain the following:

- A. Title, scale, north indication arrow and date.
- B. Primary survey control points, monuments, descriptions and ties, dimensions, angles and bearings and similar data shall be shown on the Plat as may be needed to determine boundary and lot closures. Primary control points and monuments shall be as specified by State law and shall actually exist in the field before Final Plat approval. Road intersection and ends shall be suitably monumented and ties filed with the Town Clerk for engineering review.
- C. Tract boundary lines, rights-of-way lines of streets, easements and other rights-of-way, and property lines of residential lots and other sites, with accurate dimensions, bearings or angles, and radii, arcs or chords, and central angles of all curves.
- D. Name and rights-of-way width of each street or other rights-of-way.
- E. Location, dimensions and purpose of any easements.
- F. Number to identify each lot or site and each block.
- G. Location and description of monuments.
- H. Excepted parcels shall be marked "Not included in this subdivision" and the boundary completely indicated by bearings and distances. A tie shall be provided to indicate the relationship of such a parcel to the area platted.
- I. All land within the boundaries of the plat shall be accounted for either as lots, walkways, streets, alleys or excepted parcels.
- J. Non-contiguous parcels shall not be included in one plat, nor shall more than one plat be made on the same sheet. Contiguous parcels owned by different parties may be embraced in one plat, provided that all owners join in the dedication and acknowledgement.
- K. Lengths shall be shown to hundredths of a foot, and angles and bearings shall be shown to seconds of arc.
- L. Block and lot permanent reference points shall be set.
- M. The surveyor preparing the plat shall certify on the plat that it conforms to these regulations and to all applicable State laws and that the monuments described in it have been placed as described. He shall affix his name and seal.
- N. The dedications or certifications shown in the appendix of this document shall be provided on the Final Plat. (Refer to Sections 2.0 through 8.0 of the Appendix for sample documents.)

4.4 Final Plat Site Plan Requirements

Additionally, the following information will be provided as part of the Final Plat Application and shall be included on separate sheets as separate drawings which may, at the applicant's discretion, be processed concurrently with the Final Plat. All sheets shall be submitted and titled "Final Plat Site Plan".

A complete site plan showing the major details of the proposed development prepared at a scale of no less detail than 1" = 50' shall be submitted in sufficient detail to evaluate the land

planning, building design and other features of the site and the proposed development. The site plan and supporting documents shall also indicate:

- A. North indication arrow, plan preparation date and subsequent revision dates, name and address of firm or individual who prepared the plan.
- B. The building envelope, size, setback dimensions and maximum height of all proposed structures and all existing structures which are to be retained on the site.
- C. Location, dimensions and names of adjacent streets and proposed internal streets. Location and dimensions of bike/pedestrian paths and walkways shall be shown.
- D. The proposed layout of any parking areas including location and dimensions of parking spaces, curb islands, internal planter strips, maneuvering aisles, access driveways with indication of direction of travel, service areas and loading areas.
- E. Location and design of all exterior lighting, signage and fencing used to divide properties and to screen mechanical equipment and trash containers. Drawings, photos or other graphic methods of displaying the appearance and relationship to the site of these elements.
- F. Existing specific physical features on the site, including drainageways, major stands of trees, lakes, buildings and structures, with indication as to which are to be retained.
- G. Site data in tabular form including:
 1. Total area of the property (square feet and % of site area)
 2. Building coverage (square feet and % of site area)
 3. Parking lot coverage (square feet and % of site area)
 4. All other landscape area coverage (square feet and % of site area)
 5. Number of parking stalls provided/number of parking stalls required
 6. Number of residential units and density as appropriate
 7. Existing and proposed gross floor area (square feet) and proposed floor area ratios.
- H. Topography and proposed grading at a minimum of two-foot (2') contour intervals.
- I. Landscaping plan (separate drawing) at a scale no less than 1 inch = 50 feet (preferably 1 inch = 20 feet), to include landscape design of all site areas including: entries, streetscape, and public and private open space. A description of the landscape palette with location of all plantings and landscape features or design elements including: tree groupings, berms, shrubs, walks, paths, site furniture (if any) and fencing. Size and type of all materials at the time of planting shall be specified. The plan shall take into account erosion control, vegetative wind control, sound baffling and snowdrifting influence through plant placement.
- J. Building elevation drawings that are keyed to a building materials palette for all proposed structures displaying colors, textures, use of materials and architectural detail. (Additional materials including perspectives or scale models may be required if deemed necessary by the RCDRC to illustrate the design concept.
- K. A copy of certification letter from the District engineer, indicating that the final plat site plan has been received and approved as part of the Final Plat submission:

1. Street construction plans and profiles
 2. Final drainage plans and reports
 3. Final utility plans and profiles
- L. The size and location of all existing and proposed public and private utility and emergency easements or other rights-of-way.
- M. The areas which are to be conveyed, dedicated or reserved as general open space, common park areas, including public parks and recreational areas, and as sites for schools or other public buildings.
- N. If applicable, the portion of land to be left in a natural condition as community open space, stated in terms of acreage or square footage, as well as the ratio of open space in areas to be developed stated on a square feet per unit basis.
- O. An explanation of the objectives to be achieved by the development, including building descriptions, sketches or elevations as may be required to describe the objectives.
- P. A development schedule indicating the approximate date when construction of the planned unit or stages of the planned unit can be expected to begin and be completed.
- Q. A description of snow removal methods or techniques to be utilized.
- R. A description of the proposed method of providing ongoing (permanent) maintenance of all non-private buildings, facilities, areas, landscaping and thoroughfares.
- S. Copies of any special agreements, conveyances, restrictions, or covenants which will govern the use, maintenance and continued protection of the property and any of its common areas.
- T. An explanatory statement and any appropriate exhibits to demonstrate compliance with the applicable Rules of Compatibility.

4.5 Sub-Area and Final Plat Review Procedures

The procedures for Sub-Area Plan and Final Plat application review for any parcel of land within the existing boundaries of the Rock Creek Ranch as described within this document are provided in the following sub-section. (Refer to Section 9.0 of the Appendix for Final Plat Process Flow Chart.)

Prior to submitting a Sub-Area Plan, Final Plat Application and/or Final Plat Site Plan to the Town of Superior for review, the Sub-Area Plan, Final Plat, Final Plat Site Plan and any required Engineering Studies must be reviewed and approved by the Rock Creek Development Review Committee (RCDRC). A letter or other written notification stating the approval of the RCDRC must accompany the Final Plat Application or it shall not be accepted by the Town.

Such applications may be submitted to the Town Planning Commission or to the designated representative of the Planning Commission, which shall be the Town Clerk. The day on which the application is accepted by the Town is, for the purpose of scheduling hearings, considered to be the first day of the official submittal. Applications must be submitted prior to noon to be "accepted" by the Town on that date. Applications submitted after noon will be "accepted" by the Town on the date of the following working day.

Applications for Final Plat review may be submitted by:

- The owner(s) of the subject property.
- Any person, firm or corporation with the written consent of the property owner.
- Any other individual, group or government agency with the written consent of the property owner(s).

When a Sub-Area Plan and/or Final Plat application has been officially submitted and accepted by the Town Planning Commission or its designated representative, it shall be placed on the agenda of the Town Planning Commission's next scheduled meeting review, provided that a minimum of forty (40), but no more than fifty (50), calendar days has elapsed between the official receipt of the material by the Planning Commission and the scheduled date of the meeting.

The Town Planning Commission or its authorized representative shall, within three (3) days of the official receipt of the complete submission, distribute copies of the Sub-Area Plan or Final Plat and supporting documents provided by the subdivider for review as follows:

1. To the appropriate school district.
2. To any utility, special district or ditch company, as applicable.
3. To the local Soil Conservation District Board(s) for explicit review and recommendations regarding soil suitability, flooding problems and watershed protection. Such referral shall be made even though all or part of a proposed subdivision is not located within a conservation district boundary.
4. Colorado State Highway Department for parcels adjacent to a state highway.
5. Colorado Department of Health for parcels south of the Sections 30/31 Section Line.
6. Jefferson County Airport.
7. Other applicable reviewing agencies as determined by the Planning Commission.

In order to be considered, all recommendations for the preceding listed offices shall be submitted to the Planning Commission in writing at least thirty (30) days from receipt of the Final Plat. The failure of any agency to respond in writing within thirty (30) days or within the period of an extension granted in writing by the applicant shall, for the purpose of the hearing on the plan, be deemed an approval of such plan by that agency.

In the event that any referral agency recommends that a Sub-Area Plan or Final Plat application be denied, the reason(s) for denial shall be specifically presented in writing by a representative of the referring agency.

Within thirty-five (35) days of the official submittal date, the Town shall make available copies of all review comments to the applicant.

The Town Planning Commission shall review the Sub-Area Plan or Final Plat at a regularly scheduled public meeting. The Commission may recommend changes or modifications to the Sub-Area Plan or Final Plat in the public interest. If the Sub-Area Plan or Final Plat and all supplementary data complies with the applicable requirements of the regulations of the approved Rock Creek Ranch Final Development Plan, the Town Planning Commission shall endorse the Planning Commission Certificate provided on the plat.

Within five (5) days after review of the Sub-Area Plan or Final Plat at the public meeting, the Town Planning Commission shall deliver written notification of its Review to the Board of Trustees. Recommended modification to the Final Plat, or future Final Plats, if any, shall be noted on three (3) prints of the Sub-Area Plan or plat: one copy to be transmitted to the Board of Trustees; one copy to be retained in the Planning Commission files; and one copy to be transmitted to the subdivider/applicant. The only basis for rejection of a Sub-Area Plan or Final Plat shall be its non-conformance to adopted rules and regulations and the lack of conformance with the approved Rock Creek Ranch Final Development Plan. Formal continuance of a Plat or a Sub-Area Plan submission may be at the request of the applicant or at the request of the Planning Commission, for purposes of providing additional information or testimony, but shall require, in any case, the consent of the applicant. Absence of the applicant's consent to a motion for continuance will require the Planning Commission to take action upon the application. If the application is continued, it shall be to a date and time certain.

The applicant/subdivider may request that the Planning Commission defer voting on the Sub-Area Plan or Final Plat at the public hearing for a maximum of seven (7) days. If a vote is deferred, the written notification sent to the Board of Trustees shall occur within five (5) days of the Planning Commission vote. The applicant may request the vote deferral at any time prior to or during the public hearing.

If a Sub-Area Plan is submitted as a separate application, no hearing before the Town Board is required. If, however, the Sub-Area Plan is submitted concurrently with a Final Plat, the Sub-Area Plan will continue onto the Town Board concurrent with the Plat.

The Town Board of Trustees shall review the Final Plat within fourteen (14) days of receipt of transmittal from the Planning Commission or at the next regularly scheduled public meeting. Failure of the Board to act on the application within fourteen (14) days of such request or at the next regularly scheduled meeting shall be deemed a favorable approval of the Final Plat and a certificate shall be issued immediately thereafter to that effect. If the Board determines that the Final Plat submission complies with the applicable requirements of the Rock Creek Ranch Approved Final Development Plan, the Board shall endorse the Board of Trustees certificate on the plat.

If the recommendation from the Planning Commission is for approval and the vote was unanimous, the Town Board may approve the Final Plat application as a consent agenda item without public testimony.

4.6 Notes

In the event the Planning Commission or Town Board deny any application for Final Plat approval, the reason(s) for denial shall be specifically set forth in the written motion or resolution recommending denial or denying the Plat application, provided that such written reasons be attached to the motion or resolution within five (5) business days.

The Planning Commission shall review an application for Final Plat approval no sooner than forty (40) days and no later than fifty (50) days from the official submittal date. Additionally, the Town Board shall review the Final Plat application within fourteen (14) days of receipt of the Planning Commission transmittal or at the next regularly scheduled meeting. An extension to this schedule can only be granted by the applicant/subdivider in writing to either the Planning Commission or the Town Board.

If the Planning Commission recommendation is for denial, it shall be at the sole discretion of the applicant/subdivider to withdraw the Final Plat application, prior to the Town Board public hearing. If the applicant does not request a withdrawal in writing to the Planning

in writing on the plat by

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ity and territory are located.

. 1163, § 12; L. 81, p. 1512,

cta 299 (1962). For article, "Subdivi-
mprovement Requirements and
es in Colorado", see 14 Colo. Law
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ess to public highways. No
on approval to a local author-
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subdivision will have accep-

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to the state highway system in conformance with the state highway access code.

Source: L. 80, p. 796, § 59; L. 82, p. 627, § 35.

31-23-215. Procedure - legal effect. (1) The commission shall approve or disapprove a plat within thirty days after said plat has been submitted to it; otherwise such plat shall be deemed approved and a certificate to that effect shall be issued by the commission on demand unless the applicant for the commission's approval waives this requirement and consents to an extension of such period. The ground of disapproval of any plat shall be stated upon the records of the commission. Any plat submitted to the commission shall have submitted with it the names and addresses of all surface owners, mineral owners, and lessees of mineral owners to whom notices of a hearing shall be sent as their names may appear upon the plats or records in the county clerk and recorder's office and as their most recent addresses may appear in a telephone or other directory of general use in the area of the property or on the tax records of the municipality or county. No plat shall be acted on by the commission without affording a hearing thereon. Notice of the time and place of such hearing shall be sent to said persons by registered mail not less than five days before the date fixed therefor.

(2) Every plat approved by the commission, by virtue of such approval, shall be deemed to be an amendment or an addition to or a detail of the municipal plan and a part thereof. Approval of a plat shall not constitute or effect an acceptance by the public of any street or other open space shown upon the plat. From time to time, the commission may recommend to the governing body amendments of the zoning ordinance or map or additions thereto to conform to the commission's recommendations for the zoning regulations of the territory comprised within approved subdivisions. The commission has the power to impose use, height, area, or bulk requirements or restrictions governing buildings and premises within the subdivision if such requirements or restrictions do not authorize the violation of the then effective zoning ordinance of the municipality. Such requirements or restrictions shall be stated upon the plat prior to the approval and recording thereof, shall have the force of law, and shall be enforceable in the same manner and with the same sanctions and penalties and subject to the same powers of amendment or repeal as though set out as a part of the zoning ordinance or map of the municipality. No action taken under this section shall be binding for any purpose until such action has been approved by the governmental body of the territory affected or any part thereof.

Source: R & RE, L. 75, p. 1150, § 1; L. 79, p. 1167, § 3.

C.J.S. See 101A C.J.S., Zoning & Land Planning, § 73.

31-23-216. Penalties for sales in unapproved subdivisions. Whoever, being the owner or agent of the owner of any land located within a subdivision, transfers or sells, agrees to sell, or negotiates to sell any land by reference to or exhibition of or by use of a plat of a subdivision before such plat

*no requirement
Does not
stipulate
prop. owner
within 300'
but local
regulations
at least
15 days
before
hearing
Junit
Certified
Return
Receipt
Requested*

Commission or its designated representative, the application will be transmitted, on schedule, to the Town Board. A request for withdrawal must be made by the applicant within the period following the Planning Commission vote and prior to the hearing before the Town Board.

The RCDRC shall have at its sole discretion the administrative authority to approve or deny minor adjustments and/or revisions to approved Final Plats as discussed in Section 3.2.E of these standards.

Please refer to the Final Plat Process Flow Chart in the Appendix for a schematic diagram of the Final Plat process.

4.7 Municipal Fees

The following fees will be assessed by the Town.

Impact Fee: This fee will be assessed at three percent (3%) of construction materials used as described in the Annexation Agreement.

Final Plat Fee: The fees for Final Plat review shall be consistent with the effort required under normally accepted standards for timely review of submissions. The fees shall be non-discriminatory and shall be applied uniformly to all development within the Town. The fee schedule shall be adopted by the Town prior to the first final plat or Sub-Area Plan submission.

Sub-Area Plan Fee: Sub-Area Plan submission fees shall be consistent with those required under normally accepted standards for timely review of Sketch Plan submissions.

Building Permit Fee: This will be assessed as described in the 1985 Uniform Building Code, or in the most currently adopted code that the Town specifies.

Plan Check Fee: This will be assessed at sixty-five percent (65%) of the building permit fee.

5.0 CIRCULATION

The information contained in this section describes the vehicular, bicycle and pedestrian circulation for Rock Creek Ranch.

5.1 Vehicular Circulation

A. Intent

The major vehicular circulation system for Rock Creek Ranch is designed to allow safe and efficient movement of traffic while providing numerous effective potential access locations to major development areas. The roadway network is designed to work in conjunction with the general topography of the site and associated drainage courses in order to reduce grading and construction costs and provide a pleasant visual quality while driving. Major access locations from the highways that adjoin the project are positioned such that they maximize sight distances and provide a sense of entry into the project. At the time of any further development at Rock Creek Ranch the Master Developer, the District Engineer and any participating builders will work closely with the Colorado Division of Highways to assess and analyze potential traffic impacts on the surrounding transportation network.

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B. Road Alignment

The following information describes the major roadways indicated on the plan. Local roadways are not indicated and will be reviewed for approval upon submittal of plans to the Rock Creek Development Review Committee prior to submission to the Town for its review under procedures for sub-area plans and Final Plats.

1. As indicated on the Final Development Plan, Alkire Street, the major arterial that exits the southeast area of the site, is proposed to connect with the realignment of Simms Street. It is expected that this connection will occur when Rock Creek Ranch develops to such an extent that this roadway is required. If, prior to the development of the Simms/Alkire connection, another local project develops a northerly connection to the proposed Simms Street extension, then it is expected that the noted major arterial from Rock Creek Ranch will form a "T" intersection with "Simms extended".
2. The existing alignments of both 88th Avenue and West 128th Avenue (Coalton Road) have been altered in order to accentuate project continuity, provide better development area access, require less grading and thereby reduce construction costs.
3. As noted on the Plan, the collector on the North Indiana Alignment has been indicated as a potential roadway to be developed generally as shown, only if determined necessary in the review of sub-area plans for adjoining areas by the Rock Creek Development Review Committee, and the Town.
4. The cross-sectional configurations shown in Section 2.2 of the Performance Criteria are based on preliminary traffic information prepared in conjunction with this document; any adjustments to these cross sections that may be necessary in the future will be subject to approval by the Rock Creek Development Review Committee and review by the district engineer and the Town of Superior. The special entrance treatments that will be provided for, as indicated in the Performance Criteria, may also require adjustments to these roadway cross sections.
5. No roadway improvements have been indicated for potential W-470; these will be based upon future design.
6. Roadway improvements will be provided for the adjoining half of existing West 120th Avenue (State Highway 128) and McCaslin Boulevard. These roadway improvements will incorporate acceleration/deceleration lanes off West 120th Avenue and McCaslin Boulevard to serve the major access locations shown or other access locations approved during the Final Plat Process.
7. The Rock Creek Ranch Development Review Committee, with proper notice to the Town, shall be allowed to reasonably adjust roadway alignments shown on the Final Development Plan as necessary to assist in construction ease, roadway connections, etc. without any additional review by the Town. This may include a possible realignment of 124th Avenue and Alkire if Alkire and Simms are not contiguous.

Based on Final Plat or Final Site Plan Review, the RCDRC may, if necessary to provide safe access, allow any roadway including local roadways, to traverse

designated Community Open Space areas. The alignment of these roadways shall be as perpendicular as possible to the Open Space area in order to reduce impacts.

5.2 Roadway Classification

The classification of each major roadway as indicated on the Final Development Plan, is defined as follows:

| <u>Roadway</u> | <u>Location</u> | <u>Classification</u> |
|------------------------------------|-----------------|-----------------------|
| West 140th Avenue | All | Minor Arterial |
| West 88th Avenue | N/O Alkire | Major Collector |
| North Alkire Street | All | Major Arterial* |
| North Indiana Street | N/O 128th | Major Collector |
| North Indiana Street | S/O 128th | Minor Collector |
| West 128th Avenue | All | Minor Arterial |
| West 124th Avenue | All | Major Collector |
| West 120th Avenue (Highway 128) | All | Major Arterial |
| McCaslin Boulevard | All | Major Arterial |

*Note: May have to be widened to six lanes south of 128th in the future.

5.3 Roadway Design Criteria

The following information shall be adhered to in the design of the roadways for Rock Creek Ranch:

| Roadway Classifications | Maximum Grade (1,2) (Percent) | Minimum Length Vertical Curve (2) (Feet) | Minimum Radius Horizontal Curve (3) (Feet) | Tangent Length (4) | Maximum Side Slopes (Earth Cut/Fill) (5) | Maximum Side Slopes (Rock Cuts) |
|-------------------------|-------------------------------|--|--|--------------------|--|---------------------------------|
| Major Arterial | 6 | 300 | 500 | 300 | 2:1 | 1:1 |
| Minor Arterial | 6 | 300 | 500 | 300 | 2:1 | 1:1 |
| Major Collector | 6 | 100 | 200 | 100 | 2:1 | 1:1 |
| Minor Collector | 6 | 100 | 200 | 100 | 2:1 | 1:1 |
| Local | 8 | 100 | 100 | 50 | 2:1 | 1:1 |
| Cul-De-Sac | 8 | 100 | 100 | 50 | 2:1 | 1:1 |
| Private | 8 | 75 | 100 | 50 | 2:1 | 1:1 |

Notes:

- (1) When Geographical limitations warrant, maximum grade may be increased by 2% upon approval of the District Engineer. In extreme topographical conditions, the Town may consider increased local street grades up to 10%. Where reduced minimum center line radii are used, center line grades shall not exceed 6% on primary arterials and 8% on local streets.
- (2) Minimum vertical curve may require modification according to road grade.
- (3) When site limitations warrant, the District may consider a reduced centerline radius.
- (4) When site limitations warrant, minimum tangents between horizontal curves may be reduced.
- (5) Slopes steeper than 3:1 shall comply with Section 7.0 environmental protection section of the Performance Criteria and shall be subject to approval by the Rock Creek Development Review Committee.

| Right-of-Way (1) | (Feet) | Travel Lanes | Recommended Median Width (2) (Feet) | Posted Speed (MPH) | Parking |
|------------------|--------|--------------|-------------------------------------|--------------------|--------------------------|
| Major Arterial | 120 | 4-6 | 16 | 45-50 | No on-street |
| Minor Arterial | 100 | 4 | 16 | 35-45 | No on-street |
| Major Collector | 80 | 4 | 14 (5) | 25-35 | No on-street |
| Minor Collector | 70 | 2-4 | --- | 25-35 | On-street - optional (6) |
| Local | 50 (4) | 2 | --- | 15-25 | On-street |
| Cul-De-Sac (3) | 50 (4) | 2 | --- | 15 | On-street |
| Private | --- | 2 | --- | 15 | On-street |

Notes:

- (1) Easements for utilities and pedestrian walkways are included herein.
- (2) Medians in roadways are subject to final approval by the Rock Creek Development Review Committee.
- (3) Pavement width for cul-de-sac and "eyebrow bulbs" from flow-line to flow-line shall be a minimum of 75 feet in diameter.
- (4) Final determination subject to approval by the Town.
- (5) Median optional, subject to RCDRC approval.
- (6) Final determination to be based on projected traffic volumes.
- (7) Typical sections for road types are shown in Figure 5.1.

5.4 Pedestrian and Bicycle Circulation

Pedestrian and bicycle circulation has been given special emphasis within the development to assure ease of movement and to encourage use of non-motorized vehicles. In addition to the opportunity to use the community open space areas for pedestrian circulation, a landscaped trail system has been planned for along the sides of the major roadways, as indicated in the typical roadway sections found in Section 2.2 of the Performance Criteria and illustrated on the Final Development Plan.

Bicycle circulation in some cases shall also be provided by the addition of an integrated bicycle lanes along both sides of the major roadways, either attached or as separate facilities; this is illustrated in Section 2.2 of the Performance Criteria.

Sound planning principles also dictate that pedestrian open space trail systems that provide connections to the community open space be located within individual development areas; however, such development shall be the responsibility of developers within these areas and

with the specific approval of the Rock Creek Development Review Committee and subject to the requirements of the Performance Criteria to ensure continuous trails and construction of improvements (see also Section 9.0).

5.5 Parking Requirements

The information that follows indicates parking requirements for different use types. In all cases 50% of the parking stalls may be for compact cars. Additionally, there shall be two handicap spaces for every one hundred parking stalls.

| <u>Type of Use</u> | <u>Required Spaces</u> |
|---|--|
| Hotels/Motels | 1.2 spaces/living unit |
| Commercial Uses | 1.0 space/200 square feet gross leasable area |
| Office | 1.0 space/300 square feet gross leasable area |
| Office (medical, dental or clinic) | 1.0 space/200 square feet gross leasable area |
| Places of Public Assembly (restaurants, theaters, nightclubs) | 1.0 space/3 persons of rated occupancy |
| Multi-Family Residential | 1.5 spaces/one bedroom unit 2.0 spaces/two bedroom unit 2.5 spaces/three or more bedroom unit |
| Single Family Residential | 2.0 spaces/unit |
| Warehouse, Component Assembly and Related Uses | 1.0 spaces/500 square feet gross leasable area. Variances may be granted on a case-by-case basis by the Rock Creek Development Review Committee. |

Note: Parking requirements for Elderly Housing designations shall be determined after specific review of the type of Housing proposed. Standards shall be those normally accepted by ITE or other similar authority for the proposed use type.

Shared Parking

Shared parking will be permitted only by approval of the Rock Creek Development Review Committee. Shared parking will be evaluated on a case-by-case basis, taking into account future development of the area on which shared parking is to occur. Prior to approval, written consent from the property owners entering into the Agreement shall be required. Shared parking calculations shall be based on sound parking generation standards and must be documented prior to approval.

6.0 LAND USE CONTROLS

6.1 Intent

The preparation of a Master Plan for a land area sufficiently large enough to allow for a variety of land uses, must provide flexibility over the project's build-out to meet changing demands of the market place. At the same time, this flexibility must not compromise the quality or privacy of residential neighborhoods or established land uses. Allowing for change while precluding the potential for adverse impacts associated with differing land uses requires the provision of standards governing the condition under which land uses may change and the methods by which compatibility is assured.

6.2 Rules of Compatibility

A. Compatibility

Compatibility is defined as the assurance that land uses which differ in type, scale, height, intensity or the effects they produce upon their environs, when placed adjacent to each other, do not create adverse effects upon the quality, privacy or value of either property. Compatibility requires that the effect that each property has upon the other be similar at the places where they are adjacent.

Measures to provide compatibility shall be applied with maximum emphasis in areas where adjoining land uses are most dissimilar in nature: (i.e., single family detached adjoining commercial land use.) In such areas a full array of measures to increase setbacks, improve separation and provide landscape and fixed barrier buffering may be required. In areas where adjoining land uses may be similar in nature but somewhat different in intensity, (i.e., commercial next to office park, or cluster single family residential adjoining townhomes), compatibility may be achieved by use of one or more measures, such as increased setbacks, creation of "transition zones" in the area where two dissimilar uses abut, etc.

B. Standards

In order to achieve this compatibility, the following standards are required:

1. Disparate adjacent land uses must be similar in scale; that is, building heights, volumes and roof slopes (if any) must be perceptually similar at the place where the two uses come together. (Figure 6.2a.)
2. Separations between structures must be similar in width in each of adjoining, disparate land uses, in the area where the disparate uses abut. (Figure 6.1b.)
3. It shall be the responsibility of the higher intensity land use to provide the "similar" scaling and separation described in Items 1 and 2 above.
4. Where building heights are proposed for a higher intensity use next to a lower intensity use that exceed the building heights of the lower intensity use, the intervening setback for the higher intensity use shall be increased by 1 foot for every foot of height that the higher intensity building height is above that of the lower intensity uses allowable building height or by stepping the higher structure to achieve the same effect. (Figure 6.2b.)
5. Compatibility between (and among) adjacent disparate land uses may be provided by adjustments in density to create similar densities where the two land uses abut. This does not necessarily imply that a density adjustment requires a different building type; such "adjustments" may be achieved by increasing the separation between buildings in the higher density land use area as a means of reducing gross land use. Such areas of density reduction or "adjustment" need be no greater in depth than the depth of the lot of the adjoining lower density use. (Figure 6.2c.)
6. Where "ranges" of density or intensity are allowed within the land use categories of two adjacent development areas, the higher end of the density or intensity range in one area may not be directly adjacent to the lower end of the density or intensity range in the abutting land use area.
7. Where separation or increased building setbacks between disparate land uses is indicated, such separation may be provided by intervening roadways, provided

BUILDING SCALE AND SEPARATION

MASSING CONCEPT

TYPICAL MASSING FOR SIMILAR USE ARCHITECTURE IS SHOWN BY SHADED AREA.

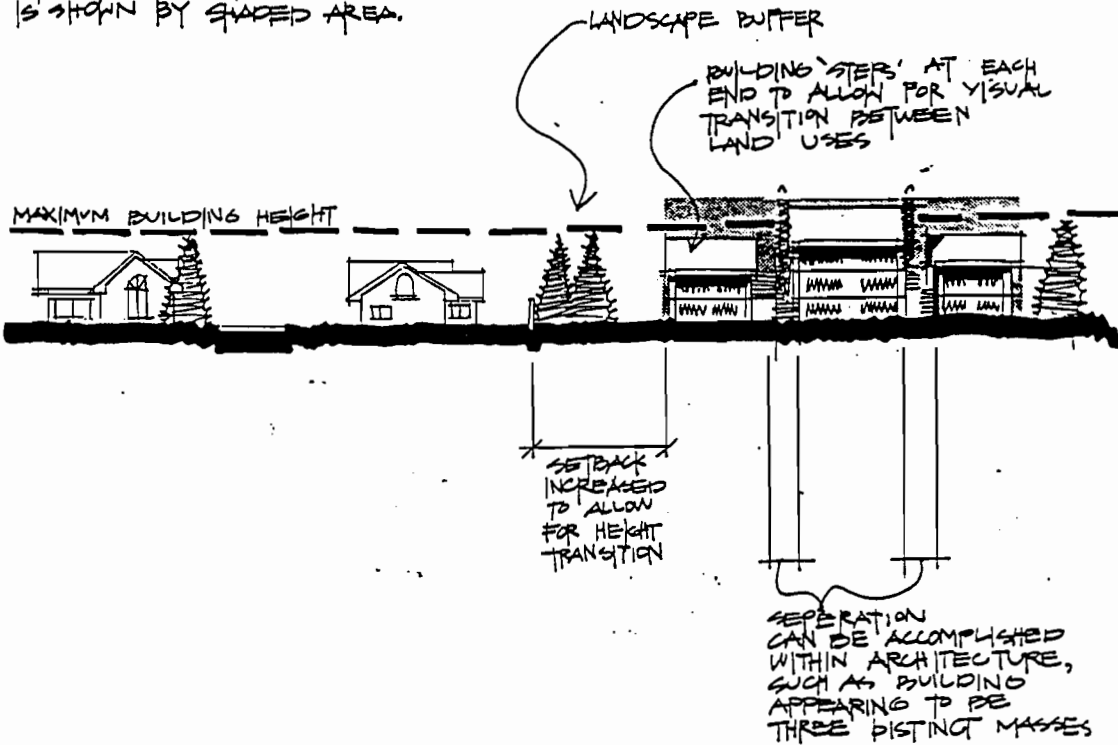


FIGURE 6.2.A

STEPPED BUILDING HEIGHTS

ADDITIONAL SETBACK (x)

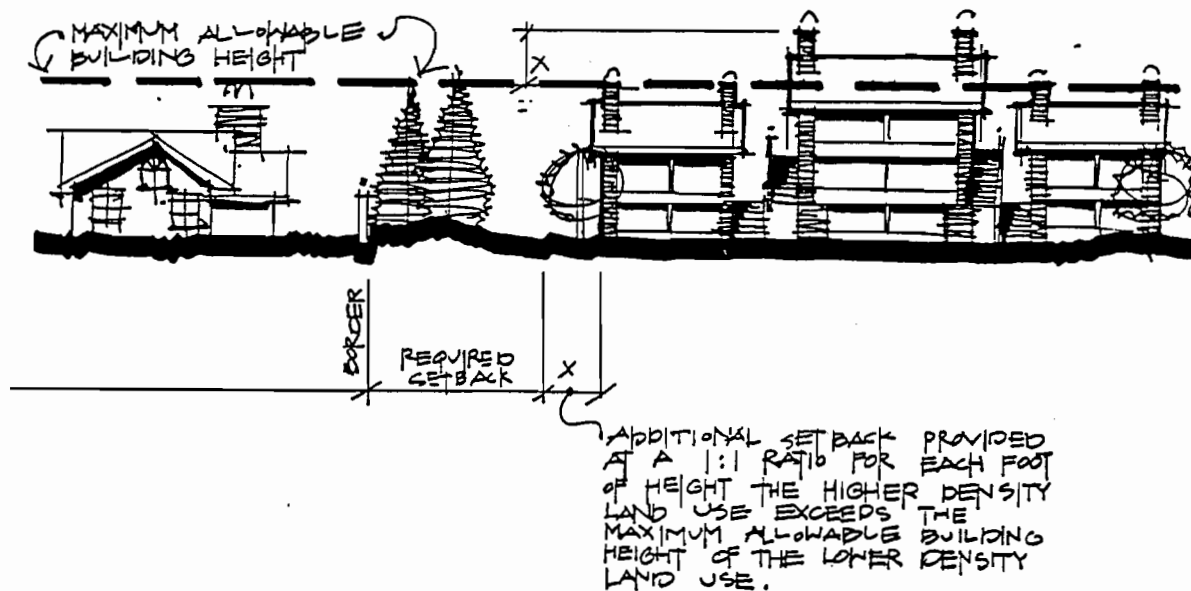


FIGURE 6.2.B

DENSITY ADJUSTMENTS

DENSITY IS DECREASED BY
INCREASING SETBACKS AND
BUILDING SEPARATIONS.
DENSITY WITHIN "ADJUSTMENT"
AREA EQUALS 10 DU/AC.

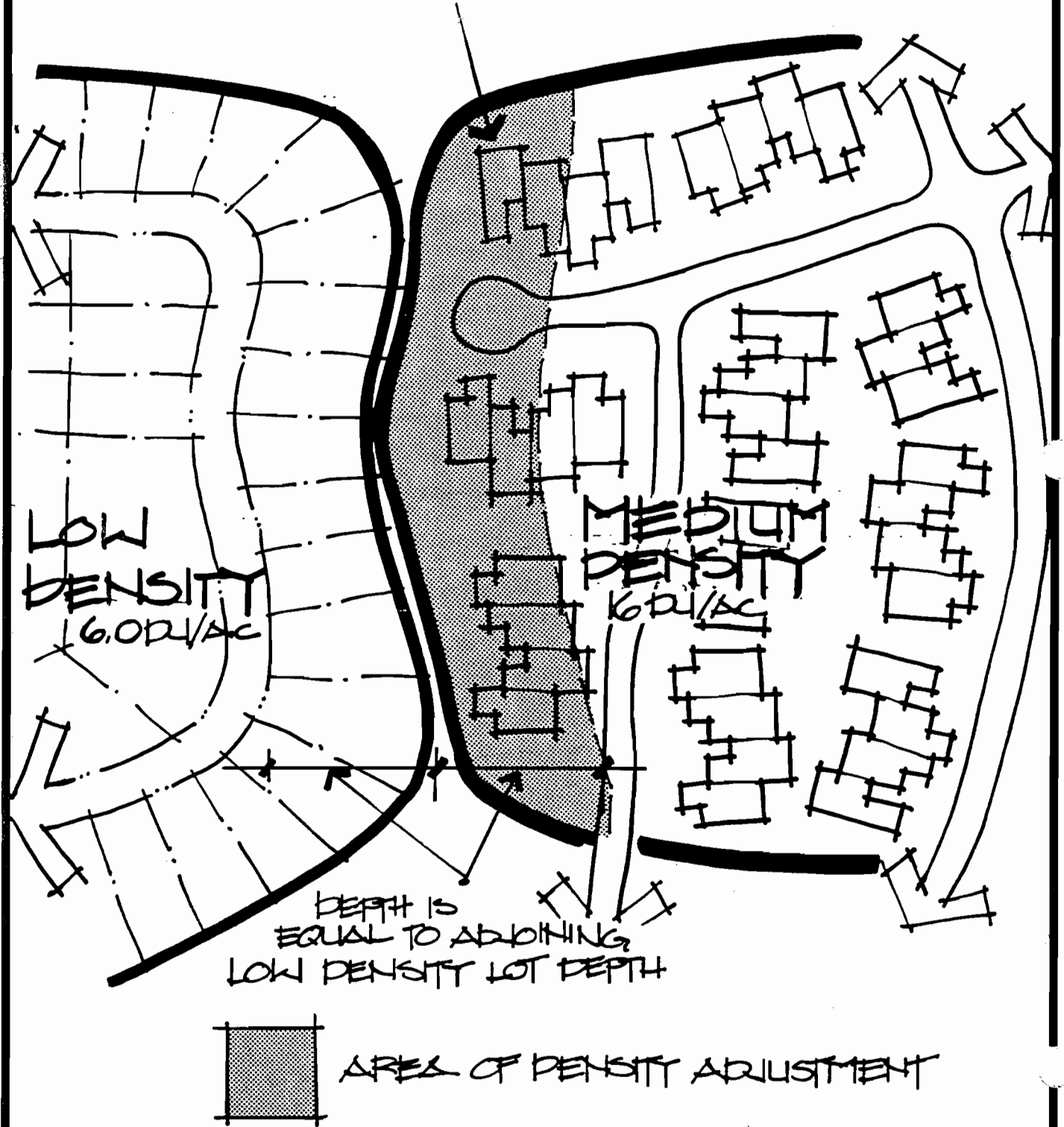


FIGURE 6.2.C

that each land use is appropriately buffered from the roads using methods described in Section 6.3 of this document, "Buffers". (Figure 6.2d.)

8. In areas where a single-family detached residential development is already in place and a land use of a higher density is proposed in an abutting location by means of a transfer of density, the higher density use's building height shall be no higher than the single-family detached unit's allowable height in the border area, for a distance equivalent to one full lot depth on the higher density unit's side. Measurement of this building height on the higher density side shall include man-made changes in grade or elevation occurring as part of the development which may effectively increase or decrease the perceived building height. (Figure 6.2e.)

If, in the application of these controls the RCDRC determines that the Rules of Compatibility are not being met by an applicant, the submission will not be approved for forwarding to the Town for review and the Town shall not review such submissions without RCDRC approval.

6.3 Buffers

A. Purpose

Landscape buffers serve several purposes, all of which are essential to the successful implementation of the Rock Creek Ranch Final Development Plan.

They are as follows:

1. To minimize the potential negative visual impacts between and among disparate land uses.
2. To minimize the potential conflicts in noise levels generated by dissimilar land uses or by roadways.
3. To provide barriers for protection between uses with lighting/glare levels which are widely divergent.
4. To create and maintain a sense of community by providing spatial identities among land uses and neighborhoods; to preserve unique characteristics of individual neighborhoods; to protect and provide views and to screen and separate dissimilar land uses.

B. Elements

Buffers shall be comprised of a combination of elements to provide a level of buffering appropriate for the condition. Should specific site constraints prevent the use of certain buffer elements, other elements must be employed to achieve an equal or higher degree of buffering. Landscape buffers will be required between residential and non-residential uses which are adjacent, between residential areas and parking lots, public streets and parking lots, in parking lots to separate areas of 120 or more cars, and in other similar applications. Additional buffers may be required where residential areas are adjacent to major public recreational facilities, schools and other similar noise-generating impacts.

Buffer elements include:

1. Vegetation: A densely planted screen composed of a variety of plant material

INTERVENING ROADWAYS

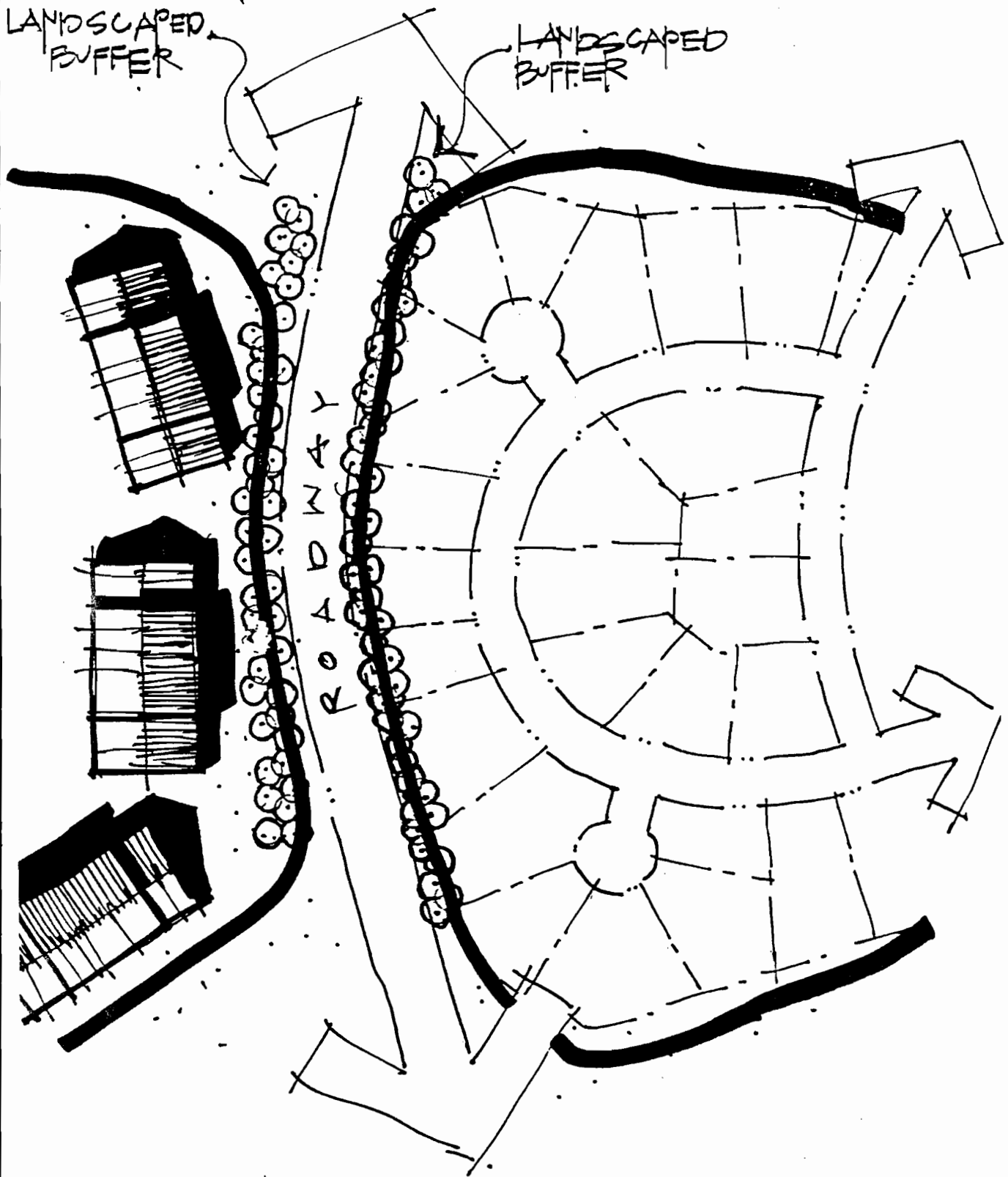
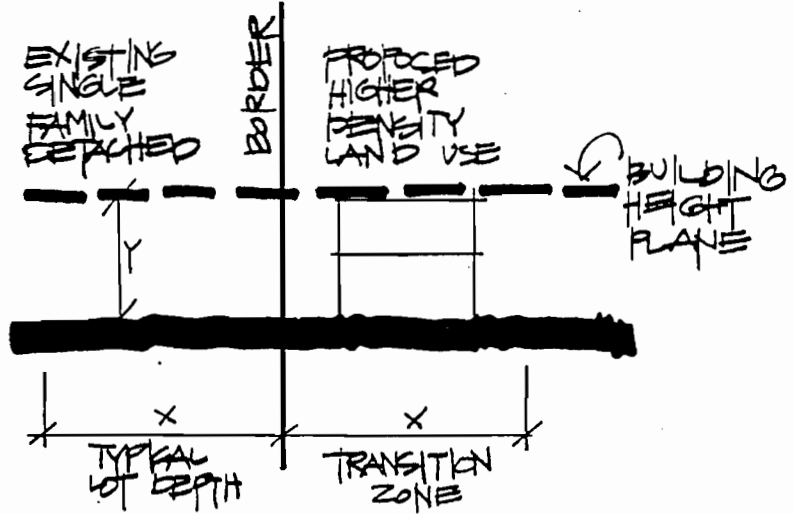


FIGURE 6.2.D

BUILDING HEIGHT TRANSITION

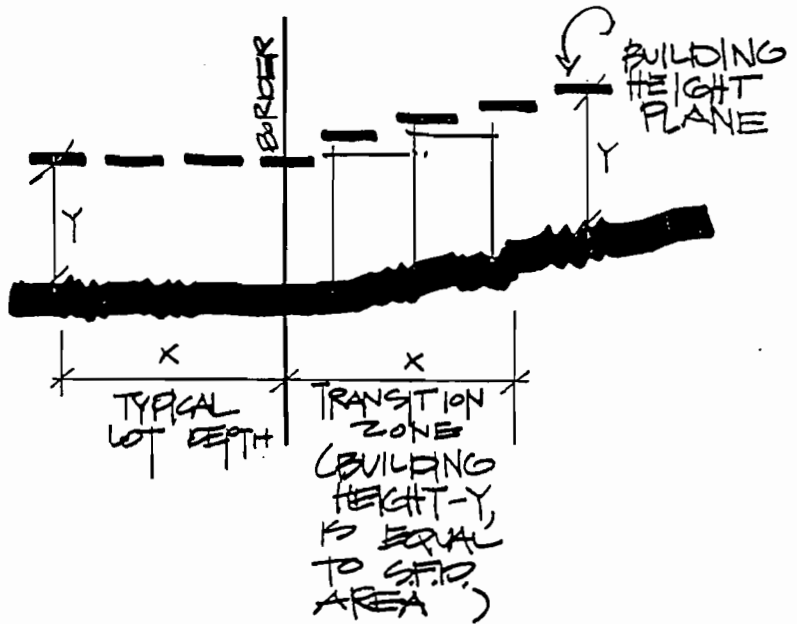
NO GRADE CHANGE

BUILDING HEIGHT (Y) IS MAINTAINED THROUGHOUT THE TRANSITION ZONE TO BE EQUAL TO S.F.D. PLANNING AREA.



GRADE INCREASES

BUILDING HEIGHT (Y) IS MAINTAINED THROUGHOUT THE TRANSITION ZONE, ALLOWING BUILDINGS IN INCREASING GRADE AREAS TO 'STEP' UP SLOPE.



GRADE DECREASES

BUILDING HEIGHT PLANE IS MAINTAINED THROUGHOUT THE TRANSITION ZONE, ALTHOUGH ACTUAL BUILDING HEIGHT (Z) MAY EXCEED THAT OF THE S.F.D. AREA.

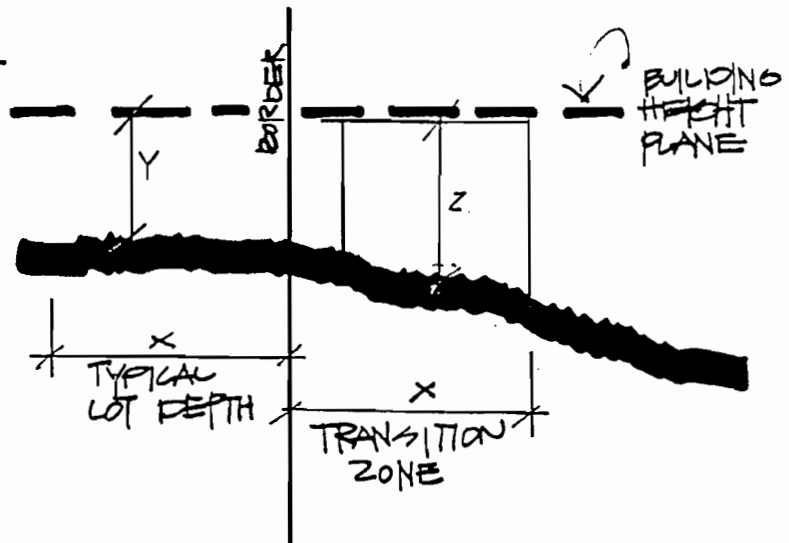


FIGURE 6.2.E

forms shall be required to serve as a barrier to visibility, glare and to a lesser extent, noise, between dissimilar land uses.

2. Earth Berming/Retaining Walls: Where site topography allows, earth forms shall be utilized to maximize visual separation, noise reduction, and to serve as a barrier to light and glare.
3. Screen Fencing: Screen fencing shall be enlisted as a barrier in conditions with highly dissimilar land uses, noise and light levels. It shall also be used in situations where the available buffer width is limited by site restrictions (such as grading) or the use of other elements is restricted.

Criteria for buffer design can be found in Section 5.6 of the Rock Creek Ranch Performance Criteria.

7.0 LAND USE TABLE

| <u>Land Use</u> | <u>Maximum Density/Intensity</u> | <u>Planning Area(s)</u> | <u>Potential Acreage</u> | <u>Percent of Total</u> |
|-----------------------------------|----------------------------------|---|--------------------------|-------------------------|
| Residential: | | | | |
| R-1A | 4DU's/Acre | 29 | 42.1 | 2.7 |
| R-1B | 8DU's/Acre | 1,3,4,13,17,18,19,24 | 589.2 | 37.5 |
| R-2A | 18DU's/Acre | 5,6,9,11,12,14,15,20, 21,25,26,27,28 | 357.9 | 22.8 |
| R-2B | 35DU's/Acre | 10,22,23 | <u>65.2</u> | 4.1 |
| Subtotal | | | 1,054.4 | 67.1 |
| Non-Residential: | | | | |
| RAC | N/A | 2,4,7,8,9,22,23,24,25, 29,30,31,32,33,34 | 828.6 | 52.8 |
| CAC | N/A | 1,5,6,10,12,15,16,17, 18,19,20,21,26,27,28 | 307.6 | 19.6 |
| NAC | N/A | 3,4,11,13,14 | N/A | |
| Subtotal | | | 1136.2 | 72.4 |
| * Open Space | N/A | N/A | 159.9 | 10.2 |
| W-470 R.O.W. | | | 56.1 | 3.5 |
| School/Park Sites | | | 79.0 | 5.0 |
| Potential Neighborhood Park Sites | | | 20.0 | 1.3 |

* Including Community Park Sites

8.0 INTENDED LAND USES

8.1 Residential

A. Residential - 1A (R-1A)

1. Planning Area: 29
2. Intent: This use category is intended to provide the framework for low density residential development in response to areas of steep topography. Typical predominant uses include but are not limited to single family detached, zero-lot-line and cluster units. Additional uses allowed under special siting conditions or other unique, site-specific circumstances include, but are not necessarily limited to, townhomes (with a maximum attachment of 8 units), multi-family condominium and apartment uses.
3. Development Standards:
 - a. Maximum Building Height: 35 feet
 - b. Maximum Planning Area Density: 4.0 DU/AC
 - c. Minimum Open Space: As required in Section 9.3, Private/Common Open Space

+ B. Residential - 1B (R-1B)

1. Planning Areas: 1, 3, 4, 13, 17, 18, 19, 24
2. Intent: The intent of this use category is to provide for moderate density residential development which will serve as the central residential framework within Rock Creek Ranch. Typical predominant uses may include, but not be limited to, single family detached, attached, zero-lot-line and cluster units. Additional uses allowed may include, but not be limited to, townhomes (with maximum of 8 attached units), multi-family condominium and apartment uses.
3. Development Standards:
 - a. Maximum Building Height: 35 feet
 - b. Maximum Planning Area Density: 8 DU/AC
 - c. Minimum Open Space: As required in Section 9.3 of this document, Private/Common Open Space

C. Residential - 2A (R-2A)

1. Planning Areas: 5, 6, 9, 11, 12, 14, 15, 20, 21, 25, 26, 27, 28
2. Intent: This use category is intended to provide the framework for medium density residential uses including, but not limited to, townhomes, stacked flats, multi-family condominium and apartments. Additional uses allowed may include, but not be limited to, single family detached, attached, cluster and zero-lot-line units.
3. Development Standards:
 - a. Maximum Building Height: 50 feet
 - b. Maximum Planning Area Density: 18 DU/AC

- c. Minimum Open Space: As required in Section 9.3 of this document, Private/Common Open Space

D. Residential - 2B (R-2B)

- 1. Planning Areas: 10, 22, 23
 - 2. Intent: The intent of this use category is to provide for high density multi-family residential development including stacked flats, townhomes, condominiums and apartments.
 - 3. Development Standards:
 - a. Maximum Building Height: 60 feet (unless mixed vertically with non-residential use, in which case the building height of the non-residential use will apply).
 - b. Maximum Planning Area Density: 35 DU/AC
 - c. Minimum Open Space: As required in Section 9.3, Private/Common Open Space
- E. Retirement and/or Elderly Housing uses which occur in any residential planning area shall have a maximum building height of 60 feet or the maximum allowable height within that planning area, whichever is greater. Building heights for Elderly Housing shall be subject to the Rules of Compatibility.

8.2 Multiple-Use

A. Regional Activity and Employment Center (RAC)

- 1. Planing Areas: 2, 4, 7, 8, 9, 22, 23, 24, 25, 29, 30, 31, 32, 33, 34
- 2. Intent: Regional activity and employment centers are intended primarily as focal points for highway, airport and regional services, activities, employment and secondarily, as service centers for the surrounding community. Such centers are planned to contain the broadest scope of compatible commercial, office, research and technological uses for the general and traveling public. Planned to be urban in character and scale, design should be aimed at encouraging easy automobile access and visibility. Examples of such uses may include, but are not limited to, hotels, convention, conference or trade centers, commercial or convenience centers, regional/office and job centers, retail sales, banking, medical, dental, and professional offices, research and development, light industrial (non-polluting), regional services, restaurants and lodging as well as provision for recreational, social, and cultural activities to create and encourage an atmosphere of high energy and integrated activities.
- 3. Development Standards
 - a. Maximum Building Ground Coverage: 40%
 - b. Maximum Building Height:
 - 9, 22, 23, 24, 25, 29, 31 70 feet
 - 2, 4, 7, 8, 30 120 feet
 - 32, 33, 34 150 feet
 - c. Minimum Open Space: See Section 9.3 of this document

B. Community Activity Centers (CAC)

1. Planning Areas: 1, 5, 6, 10, 12, 15, 16, 17, 18, 19, 20, 21, 26, 27, 28
2. Intent: Community activity centers are intended to function as community service, social and cultural focal points and have been located at positions central to several residential neighborhoods.

The design philosophy behind the creation of these centers is the need for community-wide gathering and service facilities which contain those conveniences and provisions for daily shopping needs not found at Neighborhood activity centers, but also not of a sufficient scale to be located within a more regional center complex. These uses may include banking, medical, dental, and service/professional offices, research and development facilities, restaurant and specialty shopping facilities as well as provision for post offices, municipal services (such as police, fire stations, and emergency response), recreational, social, and cultural activities such as churches and theaters which draw residential communities together and strengthen the social fabric.

The placement of this array of land uses may occur in a vertical as well as horizontal mix to allow for residences to be located above commercial office or retail uses.

3. Development Standards
 - a. Maximum Building Ground Coverage: 40%
 - b. Maximum Building Height:
 - 17, 18, 19 40 feet
 - 1, 5, 6, 10, 12, 15, 16, 20, 21, 26, 27, 28 60 feet
 - c. Minimum Open Space: See Section 9.3 of this document

C. Neighborhood Activity Centers (NAC)

1. Planning Areas: 3, 4, 11, 13, 14
2. Intent: Neighborhood activity areas shall be located within convenient distances of residential areas. The uses to be contained in such areas will include those daily-need shopping articles of a convenience nature, as well as medical, dental, personal care and service facilities that cater to residential populations within a limited cachement. Such areas are also anticipated to contain offices and similar neighborhood-related services. Design should be aimed at encouraging pedestrian access as well as adequate visibility for pass-by-traffic.

Individual locations for neighborhood centers have not been delineated on the Final Development Plan. At the time that sub areas are planned potential locations for their uses will be defined. In order for these areas to develop within a planning area, the requirements listed under Development Standards (below) must be met.

3. Development Standards
 - a. Maximum Building Ground Coverage: 30%
 - b. Maximum Building Height: 35 feet
 - c. Minimum Open Space: See Section 9.3 of this document

- d. Location: Must front on a roadway of minor collector status or greater. May not front on a local street.
- e. Maximum Acreage: 2 Acres
- f. Need/ Potential Neighborhood Centers must submit for RCDRC review, an analysis of the need, based on catchment area and population served.
- g. Neighborhood centers adjacent to residential uses must comply with Section 6.2 of this document, Rules of Compatibility.

8.3 Community Open Space

- A. Sizes allowed: All planning areas, and the community open space areas, designated on the Final Development Plan as open space.
- B. Intent: The open space areas within Rock Creek Ranch are intended to provide central locations and linear networks for recreational amenities and activities of both an active and passive nature. Areas designated on the Final Development Plan are "community" open space and other "common" or "private" open space areas or facilities are intended to also allow for utility easements, public service lines pump stations, etc., with RCDRC approval.
- C. Development Standards
 - 1. Maximum Building Coverage: N/A
 - 2. Maximum Building Height: 42 feet (Exceptions shall be permitted by special review of the RCDRC and concurrence of the Town in special circumstances where recreational or community structures require greater height.)

8.4 Setbacks

- A. Intent: The intent of the following minimum building setbacks is to ensure that adequate room is provided along major roadways, property boundaries and open space areas to avoid a feeling of enclosure when traveling along the roads. These setbacks shall allow for a separation of uses as well as minimize potential adverse traffic noise impacts.
- B. Minimum Building Setback Table

All setbacks measured from Property Line/Right-of-Way. Any dissimilar uses which are adjacent must comply with Section 6.2, Rules of Compatibility.

D. ~~Setback/Buffer Requirements:~~

~~A minimum 50 ft. setback or buffer area will be provided between all agricultural uses and any existing urban development within Rock Creek Ranch, (including all currently platted areas and proposed Final Plats submitted to the Town). Where urban development is proposed adjacent to off-site agricultural uses not currently controlled by the Rock Creek Ranch Final Development Plan, the developer of the sub-division will be required to provide a disclosure statement to potential buyers of property adjacent to an existing off-site agricultural use or activity.~~

E. ~~Site and Environmental Requirements:~~

~~All areas utilized for agricultural purposes, including the type, size, density and character of the permitted activities, shall not negatively impact the sites natural features or amenities, including protecting existing natural vegetation, wetland features, topography, drainageways and~~

F. ~~Agricultural Overlay Zone Boundary:~~

~~Areas within the Rock Creek Ranch F agricultural uses consist of currently PA-6 through PA-34 as well as all O way and undeveloped school sites asst~~

| | | | | | |
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| Fax # | 499-3077 | Fax # | | | |

Item 2: Page 2-8; Section 2.4 SITING CRITERIA; B. Single Family Detached Communities; 1. Building Relationships.

Add: C. Yard Setback Requirements:

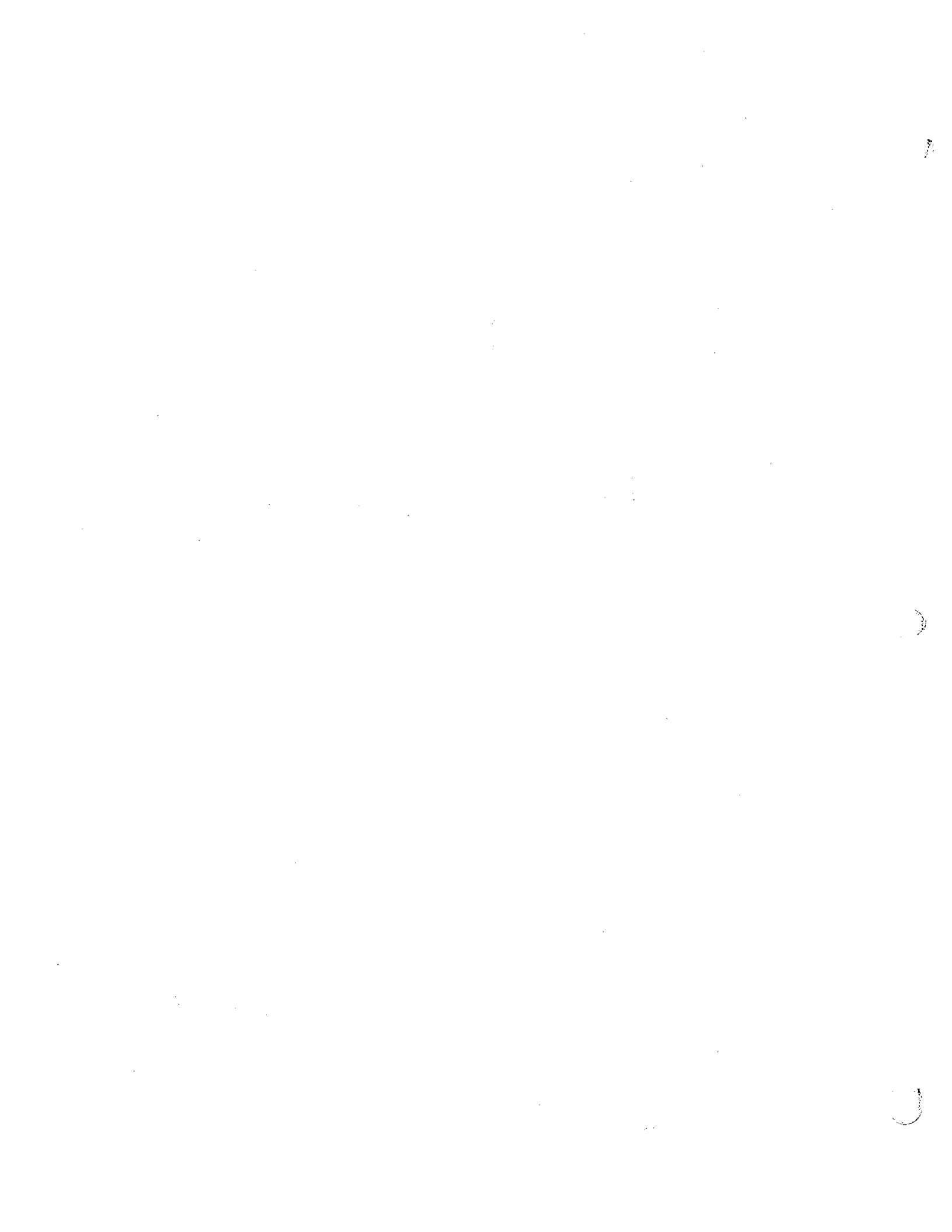
The following minimum yard setback requirements from the property boundary lines will be required for all single family detached dwellings:

- Front Yard: 20 ft.
- Rear Yard: 20 ft.
- Side Yard: 5 ft. (10 ft. for corner lots on street side)

A 30 inch encroachment into the above setbacks will be allowed for special architectural elements, however, a minimum spacing/distance between adjacent structures of 7 ft. will be required.

Special architectural elements shall include cornices, eave belt courses, roof overhangs, sills, canopies, bay or box windows, fireplaces, verticle projections, and/or other similar architectural features.

Covered patios, decks, and other ancillary structures may be located within the rear set back as long as they are no closer than 10' from the rear property line.



| From Road | Residential Setbacks | | | | Non-Residential Setbacks |
|---|----------------------|------|------|------|------------------------------------|
| | R-1A | R-1B | R-2A | R-2B | |
| W-470 (1) | 60 | N/A | * | * | 40' + 6" per 1' of Height over 40' |
| U.S. 36 (1) | N/A | N/A | N/A | N/A | 40' + 6" per 1' of Height over 40' |
| West 120th Avenue (1) | N/A | N/A | N/A | * | 35' + 6" per 1' of Height over 35' |
| McCaslin Boulevard | N/A | 40' | 40' | * | 35' + 6" per 1' of Height over 35' |
| Major Arterial | N/A | 40' | 40' | * | 35' + 6" per 1' of Height over 35' |
| Minor Arterial | N/A | 40' | 40' | * | 35' + 6" per 1' of Height over 35' |
| Major Collector | N/A | 35' | 35' | N/A | 35' + 6" per 1' of Height over 35' |
| Minor Collector | N/A | 35' | 35' | N/A | 35' + 6" per 1' of Height over 35' |
| Rock Creek Property Line (if other than previously indicated) | N/A | 30' | 30' | * | 30' + 6" per 1' of Height over 30' |
| Open Space | N/A | 20' | 20' | * | 20' + 6" per 1' of Height over 20' |

* Same setbacks as non-residential setbacks.

(1) At the time of development, the State Highway Department may provide additional setbacks or other mitigation measures to qualify for possible state-funded noise abatement project funds.

9.0 LAND DEDICATION, PARKS AND OPEN SPACE

9.1 Intent

The open space and parks within Rock Creek Ranch are intended to be an integral part of the character and visual amenities of the community. As connecting "spines" through the development, the open space areas provided safe passage and access from residential areas to the schools, parks, recreational facilities and commercial and employment areas within Rock Creek Ranch. They are also intended as links among the various residential communities to assure convenient pedestrian access.

9.2 Community Open Space

The Rock Creek Ranch PUD shall provide approximately 159.9 acres of community open space for park and trail uses and 79 acres for school and park sites, as conceptually indicated on the Final Development Plan. This acreage satisfies the open space and land dedication requirements for Rock Creek Ranch of a "public" nature. Structures or facilities of a public nature which are sited in areas with the potential for subsidence due to undermining shall meet the requirements governing development of such lands determined by the Colorado State Geologist.

9.3 Private/Common Open Space

A. Residential

1. Private/common open space shall be provided for all residential uses, excluding Single Family Detached Residential, based on the following standards:
 - a. Common or private open space shall be provided in residential areas exclusive of single family detached at an amount of not less than 45% of the total project area, exclusive of acreage that is "Community Open Space" or that is neighborhood common open space which provides linkage to the community open space areas.
 - b. Common open space is considered to be that portion of the site not developed as building pads, storage areas, driveways, and parking areas, but may include patios, and any partially enclosed outdoor living areas.
 - c. In any residential portions of the Office or Commercial areas, common open space requirements may be fulfilled off-site (i.e., not immediately adjacent to the residential use), provided that it is easily accessible to the residential use. In addition, common open space credit will be given for indoor recreational/health facilities at a rate of 2 square feet of common open space for every 1 square foot of indoor facility.
 - d. Common/private open space areas will be planned in a fashion that provides access from "internal" recreation and open space areas to the community-wide system of parks and trails. Wherever possible and practical from a design standpoint, open space/recreation areas within individual communities will be planned to provide maximum benefit to areas both internal and external to the community (more detailed criteria for the planning of such areas is found in Section 6.2 of the Rock Creek Performance Criteria.
2. To encourage development of private common areas in a manner usable by adjacent residents, the following incentives shall be applicable:
 - a. Recreation building: each one square foot of building area coverage is counted as four square feet of open space;
 - b. Swimming pool (enclosed): each one square foot of building ground coverage is counted as four square feet of open space;
 - c. Swimming pool (open): each one square foot of water surface is counted as three square feet of open space;
 - d. Tennis, multi-use, or volleyball court: each one square foot of court is counted as three square feet of open space;
 - e. Putting greens: each one square foot of putting green is counted as two square feet of open space; and
 - f. Tot lot or other play equipment: each one square foot of designated lot or equipment are counted as three square feet of open space.
3. In order to ensure that open space is provided in sufficient quantities and in the appropriate locations to serve residential neighborhoods, the standard for such provision shall be as follows:
 - a. The total acreage of open space of a "public", "common" and/or "private" nature, in combination with the potential school/park sites shall constitute 25 percent of the total Rock Creek Ranch acreage. The two major types of open space, "Neighborhood," (which will be primarily private or commonly-owned in nature) and "Community," (which is public in nature)

will provide a continuous network throughout the development, linking all major planning areas of the site.

- b. All areas fulfilling the definition of open space, recreational facilities or uses of a similar nature designated as "Community," "Neighborhood," "private," or "common" open space shall be acceptable as fulfillment in part of the 25 percent minimum requirement.

B. Non-Residential

1. Common open space for non-residential uses shall be a minimum of 20% of the total site, exclusive of areas designated as Community Open Space.
2. Common open space within non-residential areas shall be designed so as to provide suitable areas for walking, sitting and other outdoor passive recreational activities and shall be subject to review and approval by the Committee. Common open space shall be considered that portion of the site not developed as building pads, storage areas, driveways and parking areas. However, landscaped islands and buffers within parking areas may be used to satisfy a portion of this requirement, subject to conformance with the applicable Performance Criteria in Section 5.2H.

9.4 Park and Recreation Facilities

The minimum criteria for community and neighborhood park and recreation requirements are found in Section 6.3.B of the Rock Creek Ranch Performance Criteria and are reproduced here as a reference:

Park and Recreation Facilities

The minimum criteria for community and neighborhood park and recreation requirements within Rock Creek Ranch shall be as follows:

1. Community Parks

- a. Shall be designed and centrally located to serve the entire community.
- b. Minimum size - 20 acres. (Construction may be phased to keep pace with population).
- c. 2.5 acres should be provided per 1,000 population served.
- d. Areas designated for Community Parks shall contain sufficient acreage out of floodplain (100 year) and other hazard zones to allow for active recreational pursuits suitable to a community-wide scale of use.

2. Neighborhood Parks

- a. Should be designed and located to serve an area of 1/4 to 1/2 mile radius.
- b. Minimum size - 3 to 5 acres. (May be constructed in phases).
- c. 2.5 acres should be provided per 1,000 population served.

Population calculations shall be based on an average of 2.5 persons per unit. Conceptual park locations shall be indicated at the time of sub-area plan submittal and final locations determined at final plat.

The Rock Creek Metropolitan District will develop and maintain all public park sites within its boundaries in perpetuity or until such time as maintenance is transferred to the Master

Homeowners Association. In order to do so, the District may implement a park development fee to assess builders/developers within the community.

It is anticipated that most public park improvements will be developed within the community open space areas designated on the Final Development Plan. However, additional park lands may be required within individual development parcels. These will be designated at the time of sub-area plan approval.

10.0 LANDSCAPING

A minimum of twenty percent (20%) of all non-residential parcels in non-urban areas will be landscaped and maintained. This land area includes any street right-of-way landscaped area adjoining the parcel between the back of curb and the parcel property line. Urban areas, i.e. those designated as Regional Activity shall be required to landscape a minimum of 15 percent of their land area, with the understanding that the reduced area of landscaping will be more intensely designed.

For development other than single-family residential there shall be a 15-foot landscaped area along the boundary of Rock Creek Ranch P.U.D.

Landscaping within any portion of the roadway right-of-way may be installed and maintained by the Rock Creek Ranch District, at the District's option. If landscaping is installed by the District, the responsibility of maintenance belongs to the District until the parcel that includes the landscaping is sold; at that time the responsibility for maintenance becomes that of the property owner or homeowner's association to maintain all landscaping in a consistent fashion and to standards established by the District during its term of maintenance.

It will be the responsibility of the developer on a parcel by parcel basis to assure slope stabilization, prevent erosion and maintain slopes in a stabilized condition.

11.0 JEFFERSON COUNTY AIRPORT

The continued success and viability of the Jefferson County Airport will provide a positive effect on the development of Rock Creek Ranch into the future. In providing a compatible mix of land uses surrounding the airport, the desires of the Airport Authority must be balanced with the rights of property owners. Perhaps most important is the determination of reasonable, consistent, objective, and quantifiable land use compatibility guidelines. In order to insure that incompatible development does not occur adjacent to the Airport and that the health, safety, and welfare of the residents of Rock Creek Ranch are maximized, the following conditions shall apply:

1. Parcels 30, 31, 32, 33, and 34 shall be restricted to Regional Activity Center uses only. No residential uses or public buildings shall be permitted without the express written consent of the Airport Authority.
2. Federal Aviation Administration Regulations Part 150, Airport Noise Compatibility Planning and Part 77, Objects Affecting Navigable Airspace, will be the guidelines followed to determine if the uses proposed in a final plat are compatible with the airport. The Master Developer voluntarily agrees to abide by these regulations.
3. The Master Developer agrees to grant an Avigation Easement over the entire Rock Creek Ranch boundary within 14 months after recordation of the Final Development Plan.

The Master Developer shall exercise best reasonable efforts to plan for the two hundred by two-thousand foot "clear strip" for the proposed western most parallel runway as shown in the 1986 Airport Master Plan. At the time of Final Platting, the status of the proposed runway will be analyzed to determine the likelihood of runway construction. If after discussions with the Airport Authority it appears that the proposed runway will not be built, within a reasonable period of time, the "clear strip" will not be required on Final Plats.

In the event that additional restrictions are desired by the Airport Authority which are in excess of the accepted standards of health, safety, and welfare as described in Federal Aviation Administration Regulations Part 150 and Part 77, the following conditions shall apply:

1. Any property within the "Critical Zones", as shown on the 1986 Airport Master Plan, may be restricted by the Master Developer to non-residential uses only. No residential uses or public buildings shall be permitted in these parcels without the express written consent of the Airport Authority.
2. Such restriction must be requested no later than 12 months following recordation of the Final Development Plan. If the request is not made within 12 months, the option to restrict the use of the above parcels shall terminate.
3. The Master Developer is under no obligation to restrict the above parcels unless a mutually acceptable solution is reached between the Airport Authority and the Master Developer.
4. The Master Developer agrees that it will not request building permits or submit formal plats on the above parcels for a period of 12 months.

ROCK CREEK RANCH
PERFORMANCE CRITERIA

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ROCK CREEK RANCH
PERFORMANCE CRITERIA

1.0 INTRODUCTION

1.1 PURPOSE

The purpose of these Performance Criteria are to ensure the residents of Rock Creek Ranch and Superior, Colorado that development within Rock Creek Ranch will create and maintain a consistently high quality environment, thereby protecting the investment of all those who live and work within the community. This document is also intended to assist in the comprehensive design and development of property improvements and accompanying services. Included herein are graphic examples of various design concepts. These examples are intended only to illustrate the level of quality desired within the Rock Creek Ranch community and are not intended as final design solutions. The property to which these Performance Criteria apply is described in Appendix A.

1.2 AUTHORITY

The authority of these Performance Criteria is derived from Article 4, of the Town of Superior Land Subdivision Ordinance No. 543. Upon approval of the criteria, standards and review procedures set forth herein by the Town of Superior Board of Trustees, these Performance Standards in conjunction with approved Final Development Plan and Development Standards shall become the governing document for review, approval and modification of all uses and activities within Rock Creek Ranch. For subjects not addressed within these Criteria or the Development Standards, the Town of Superior Zoning Ordinance (No. 601) and Land Subdivision Ordinance (No. 543), are by this reference incorporated herein as if set forth in full, to the extent not inconsistent with the provisions of these standards.

1.3 FINAL DEVELOPMENT PLAN GOALS AND OBJECTIVES

The Final Development Plan for Rock Creek Ranch is a comprehensive document indicating the types of land uses, densities and circulation patterns that the Master Developer seeks to achieve.

This Plan is intended to be an inherently flexible guide for use by planners, architects and builders, by providing opportunities for creative high quality community development.

The primary goal of Rock Creek Ranch is to provide a safe, attractive, well designed community in which its residents can live, work and recreate. In order to obtain these goals, all elements of the community must be designed and developed in a fashion consistent with the Final Development Plan objectives and the development concept for the community.

1.4 DEVELOPMENT CONCEPT

The development concept for Rock Creek Ranch is that of a full-service contemporary community. In addition to providing a cohesive multiple-use community, Rock Creek Ranch envisions several distinct villages and neighborhoods within the property which represent a natural response to the site character and provide a sense of privacy and exclusivity to life styles in individual areas. Where topographic considerations are limited and enclosure is less defined, visual separations and definition of boundaries become a function of man-made distinctions rather than natural ones (See Figure 1.4A). These neighborhoods or villages vary in size and may be composed of similar residential type or a mix of unit types depending upon market demands.

Non-residential uses which occur within Rock Creek Ranch will be encouraged to create identifiable focal points. These focal points may be associated with one or more neighborhoods, the community as a whole or, if located along Highway 36 or W-470, be of a more regional nature.

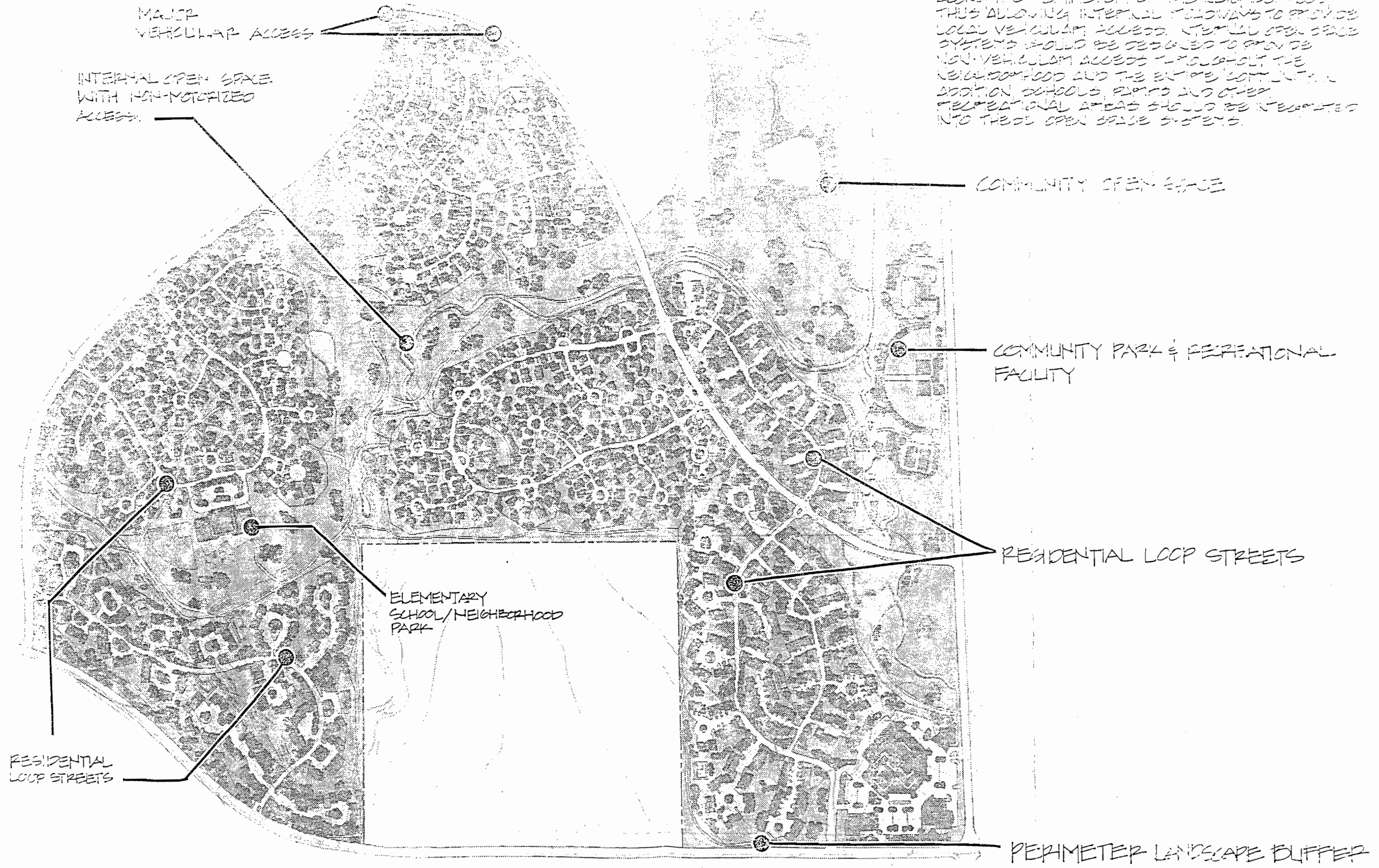
Each neighborhood, project area, or focal point may have its own architectural controls, and/or Covenants and Restrictions in addition to these overall community guidelines, providing it with a unique, identifiable style.

1.5 DESIGN INTENT

The community of Rock Creek Ranch, is intended to include a mix of residential dwelling types, active and passive recreational facilities, commercial, office and light industrial uses which will provide compatibility with and compliment similar land uses

TYPICAL NEIGHBORHOOD ILLUSTRATIVE

MAJOR VEHICULAR ACCESS ROUTES SHOULD BE LOCATED ALONG THE PERIMETER OF THE NEIGHBORHOOD, THUS ALLOWING INTERNAL STREETS TO PROVIDE LOCAL VEHICULAR ACCESS. INTERNAL OPEN SPACE SYSTEMS SHOULD BE DEVELOPED TO PROVIDE NON-VEHICULAR ACCESS THROUGHOUT THE NEIGHBORHOOD AND THE ENTIRE COMMUNITY. IN ADDITION, SCHOOLS, PARKS AND OTHER RECREATIONAL AREAS SHOULD BE INTEGRATED INTO THESE OPEN SPACE SYSTEMS.



in the area. These criteria are directed toward providing a framework within which design and development may occur while insuring a quality environment within which to live, work and recreate. To this end, the design intent for developing the community of Rock Creek Ranch includes the following:

- A. Rock Creek: One of the most significant natural features of Rock Creek Ranch is the stream corridor of Rock Creek and its associated floodplain. This floodplain removes a considerable amount of land from development, but it also provides a variety of vegetation types and offers a remarkable visual amenity and recreational opportunity for the property. The intent of land planning and siting of any recreational structures in this area will be to maximize the scenic and recreational value offered by the Rock Creek floodplain. Access to the floodplain area will be designed to allow for pedestrian, bicycle and other non-motorized movement. A continuous path system throughout this area will form a link between work spaces, transportation nodes, dwellings and the park/passive areas within the floodplain. Trail segments will also extend out of the floodplain into adjacent neighborhoods to encourage access to the Rock Creek open space. Any detention ponds and/or possible golf course alignment within the Rock Creek Floodplain will be designed to achieve a proper "fit" with the natural amenity while integrating the drainage control and recreational needs of the community.

- B. Open Space, Trails, Parks: It is intended that Rock Creek, the major drainage course within the property be utilized for drainage, detention, recreation and open space purposes. Residential units should be planned to take full advantage of the excellent views and the effect of increased open space associated with their neighborhoods. Allowed to parallel portions of this and other drainages is a golf course which may serve residents of Rock Creek Ranch and the Town of Superior and the northwest metro area.

Several parks will be required, in accordance with the Development Standards and these Criteria, to provide active and passive recreational opportunities for the residents of Rock Creek Ranch. These parks will be adjacent to schools, recreational areas and within community open space and

shall be located conveniently to the potential residential and nonresidential users within the property. Conceptual locations are shown on the Final Development Plan.

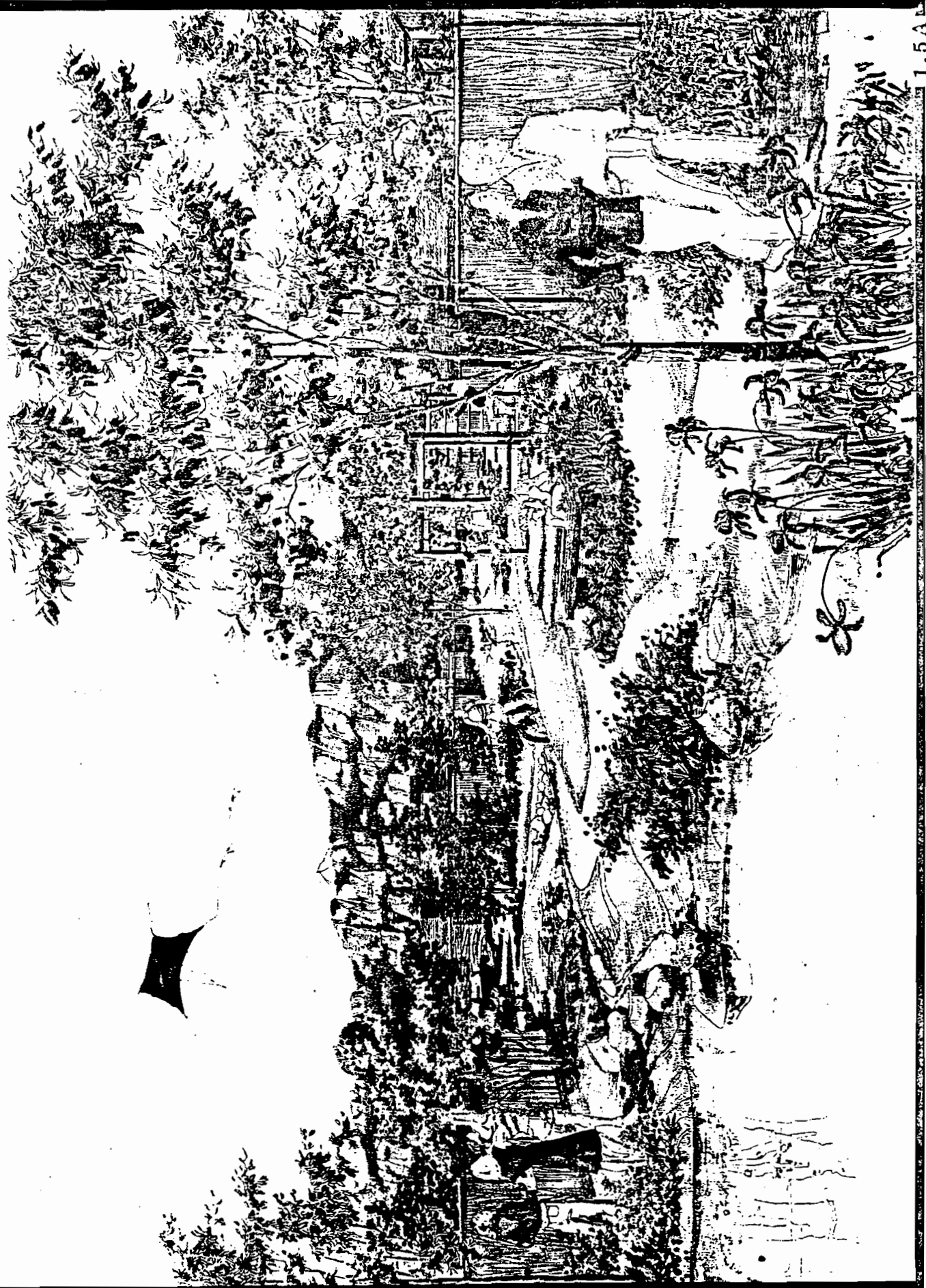
Pedestrian circulation will be provided by non-motorized trails through the open space corridors, along existing easements and adjacent to public streets. Such walkways within the open space will separate pedestrians and cyclists from automobile traffic and provide alternate access from the residential areas to parks, schools, employment, and commercial areas. (See Figure 1.5.A)

- C. School/Park Locations: As indicated on the Final Development Plan for Rock Creek Ranch, underlying uses have been provided for the proposed school/park sites. These are intended as secondary uses only in the event that, in the future, the Master Developer and the School District should decide that a particular school site is in an inappropriate location, based on the needs and requirements of the community. Should this be the case, the school/park site or an equal amount of open space may be relocated elsewhere within Rock Creek Ranch.
- D. Landscaping, Streetscape Treatment and Site Furniture: Community design elements at the scale of the pedestrian create the visual amenities and demonstrate a design philosophy that presents Rock Creek Ranch as a well-planned, cohesive community. These elements of detailed design include landscape plantings, entry monumentation, pavement texture, fencing, lighting, pedestrian/bicycle circulation and site furniture. The intent of well-designed, pedestrian-scale community elements is to provide a uniform, recognizable visual theme throughout the development, demonstrating a high level of quality and maintenance.

Major streets function as the entrance and "window" for the community. As such, they will receive specialized treatment in the placement of street tree plantings and landscaped borders. Areas of major entry into residential sections will receive further enhanced landscaping, entry monumentation and lighting.

It is intended that street and site furniture such as benches, street lighting, bus shelter, kiosks, drinking foun-

TYPICAL OPEN SPACE TRAILS



tains, bicycle racks, trash receptacles and signage will be designed to present themselves as a uniform and consistent vocabulary of complimentary and pleasing forms. Street furniture will be an integral part of the overall landscaping along arterial streets and will be of consistently high-quality and pleasing appearance throughout Rock Creek Ranch.

- E. Automobile Circulation, Road Patterns and Standards: The automobile circulation and road patterns in Rock Creek Ranch are planned to provide convenient access, privacy and safety for the residential neighborhoods. The external street system, including Highway 36, West 120th Ave., McCaslin Boulevard, proposed W-470, and the major internal streets will provide access for commercial activity and employment centers.

Through traffic will not need to penetrate the circulation system within individual neighborhoods. The system will be safe for residents and the working and traveling public while remaining responsive to physical site concerns and emergency and traffic needs.

- F. W-470 Corridor: The W-470 Corridor within the Rock Creek Ranch development is planned as an area of higher intensity land uses and activities supporting and responding to the expected high traffic volumes on the regional circumferential highway and the needs of adjacent residential development. The Corridor will therefore contain living, working, recreation, entertainment, and transportation environments, all with the possibility of developing to urban scales and intensities. The concentration of land uses and activities within this Corridor will encourage a reduction in intensity as one moves away from the Corridor. (See Figure 1.5.B)

- G. Single Family Residential: Traditionally, lower density single family detached homes are distinguishable from higher density areas due to their feeling of openness and the visual diversity of individual homes. It is important that these characteristics be integrated into the design of all single family areas in Rock Creek Ranch, regardless of density.

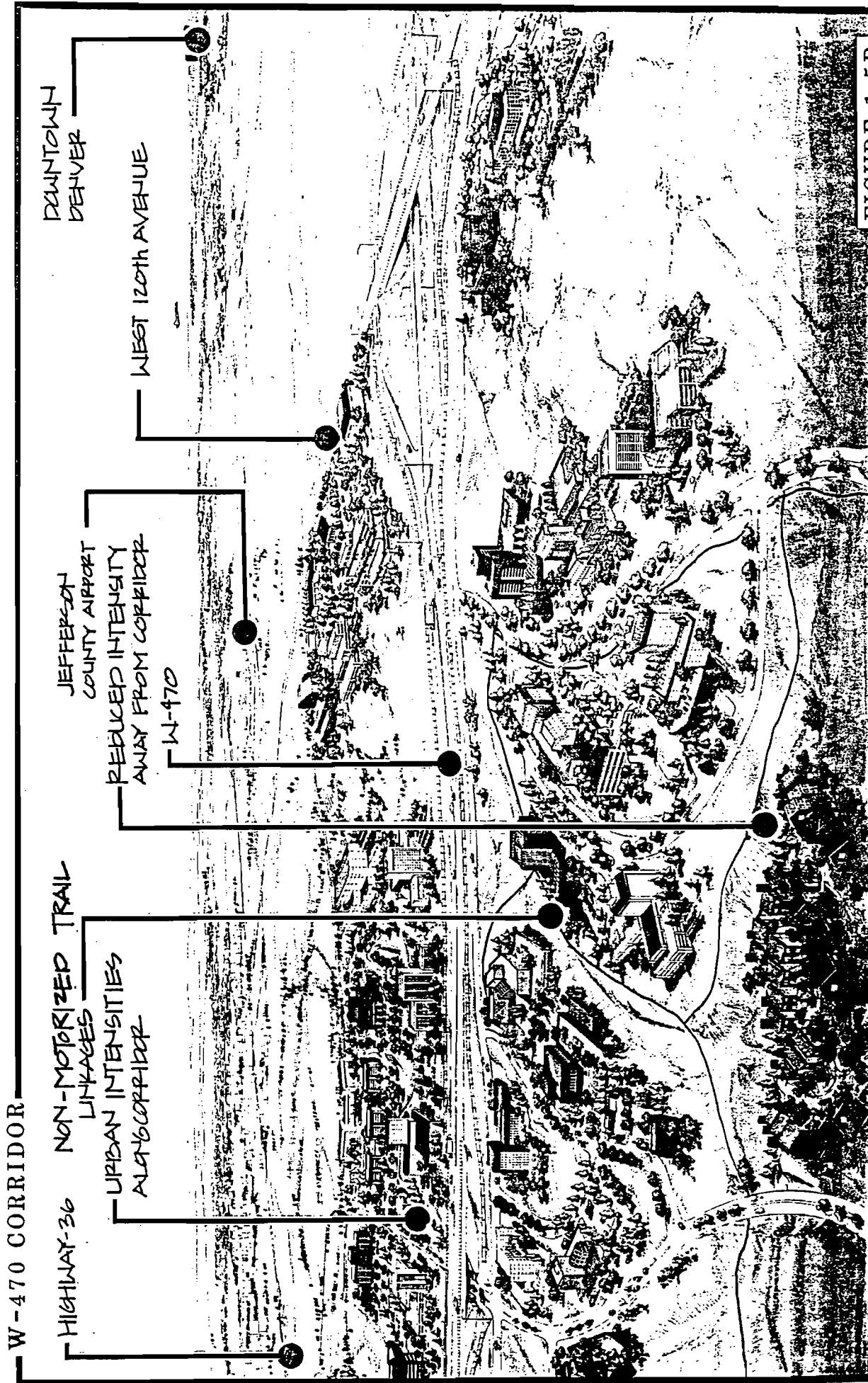


FIGURE 1.5B

In addition to conventional single family development, the use of innovative design concepts, such as cluster development and diagonal or "Z" lot configurations is encouraged to create a feeling of openness and visually diverse community.

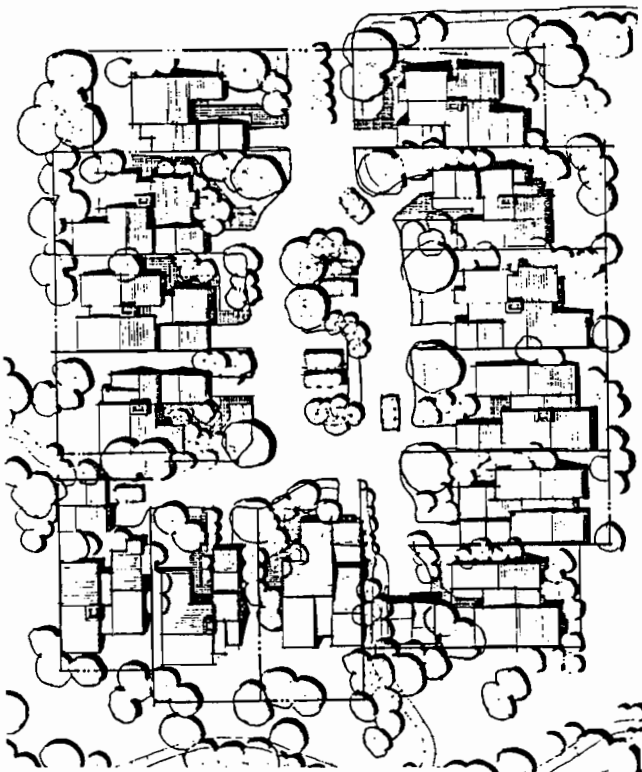
- H. Cluster Residential Development: The cluster development allowed within Rock Creek Ranch may be a number of types depending on market conditions and new unit types available. It is intended, however, that cluster development be not just conventional single family residences at a higher density but unique development configurations with interesting amenities and innovative unit types.

Cluster development allows for the grouping of units creating communal open space, increased privacy, an improved sense of residential environment, more economic use of the land, reduced street widths, utility lengths and their related costs, and better adaptability to the land. Clustering of units permits variation in lot sizes, shapes and orientation without an increase in overall density in development. Clustering can be used to preserve open space, drainage ways, site features and topography while permitting development of less unique land.

Within Rock Creek Ranch, a variety of clustering methods will be appropriate depending on views, orientation, surrounding uses and site features. Forms of clustering of units may include zero-lot-line homes which create a more usable yard space, a staggered rectangular lot, Z lot, flag lot, wedge lot, clustering of units on a common court, and a variety of attached unit types - duplexes, triplexes, etc. (See Figure 1.5C).

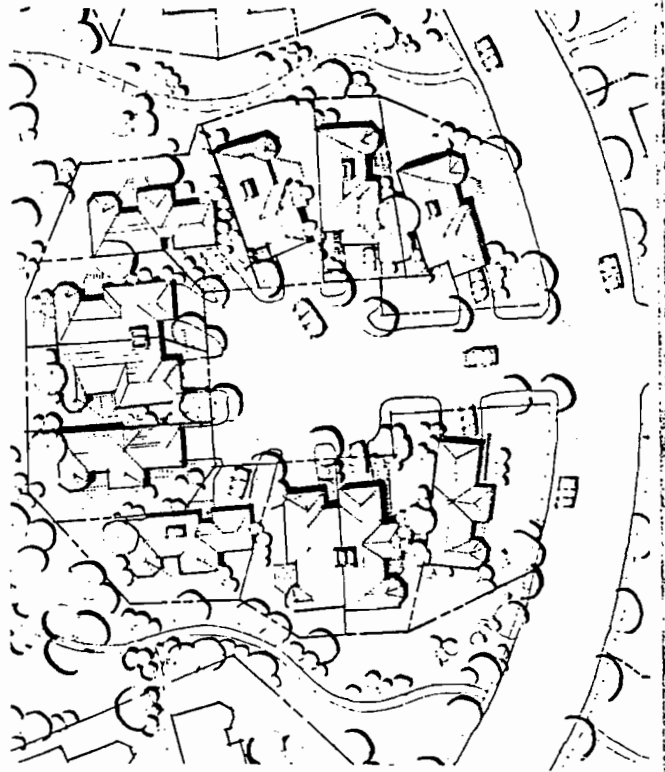
- I. Single Family Attached/Multi-Family Residential: Areas of Single Family Attached and Multi-Family Residential uses within Rock Creek Ranch are intended to allow more concentrated residential development in proximity to major roadways, employment and commercial service areas and public transit facilities, thereby providing a gradual transition to the Single Family Residential areas of Rock Creek Ranch. In order to insure that essential "quality of life" elements such as individuality and privacy are incorporated

TYPICAL SINGLE FAMILY DETACHED / CLUSTER UNITS



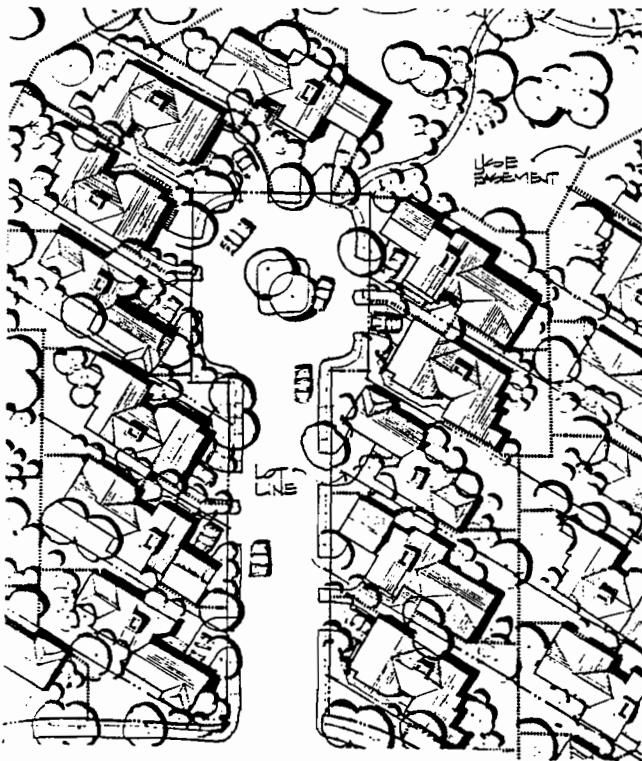
Courtyard/Patio Homes

LANDSCAPING SHALL OCCUR IN AUTO COURTS OR THOSE CUL-DE-SACS OF SUFFICIENT SIZE TO ACCOMMODATE COURTS.



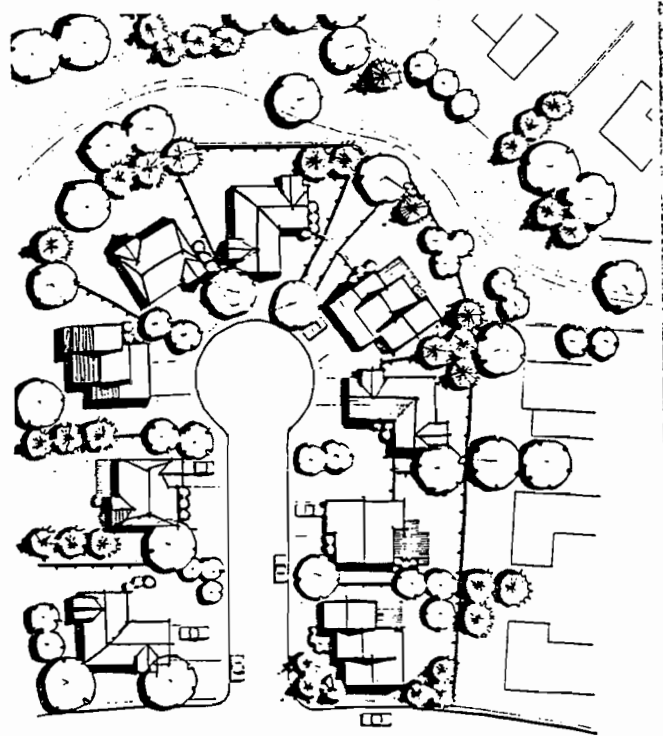
Patio/Attached Homes

SIDEYARDS AND PATIOS ENHANCE OUTDOOR LIVING AREAS.



Z Lot Patio Homes

STREETSCAPE INTEREST IS INCREASED BY VARYING GARAGE ENTRIES.



Conventional Single Family Detached Homes

TYPICAL SINGLE FAMILY ATTACHED

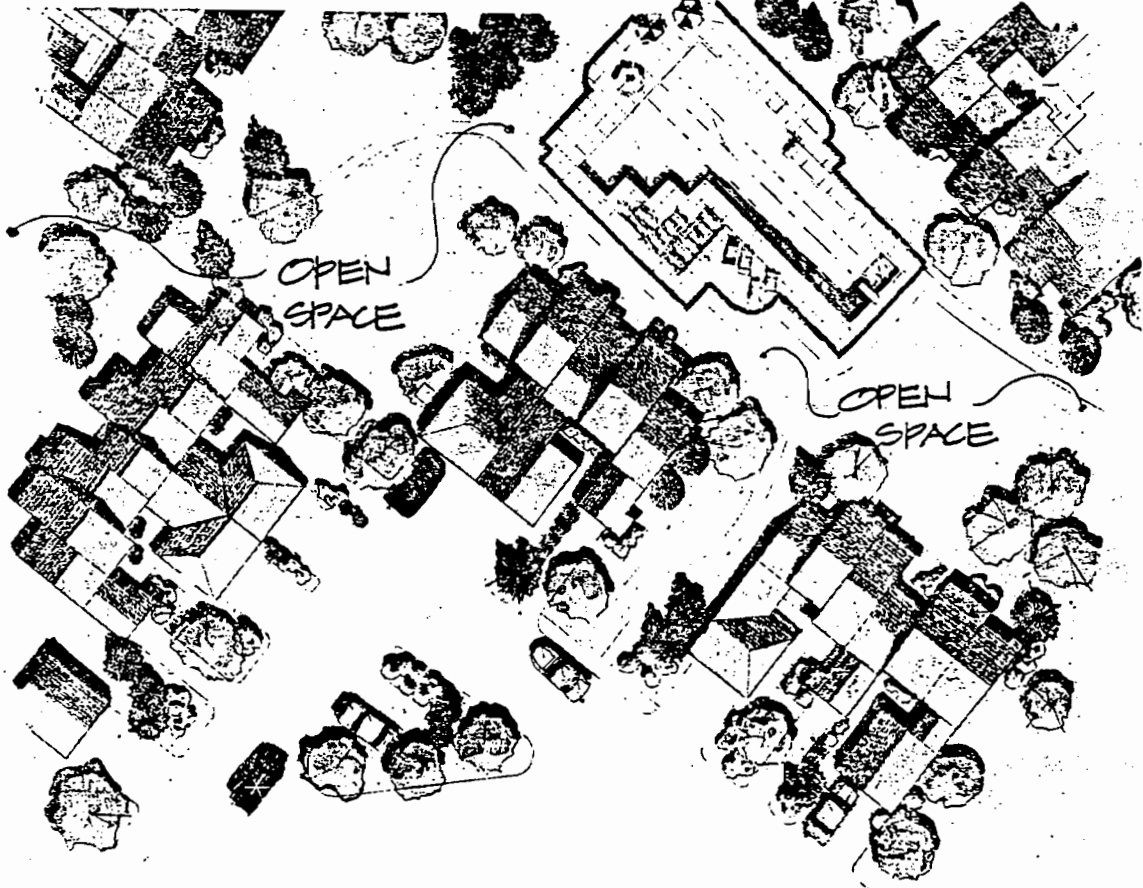


FIGURE 1.5 D

TYPICAL MULTI-FAMILY UNITS

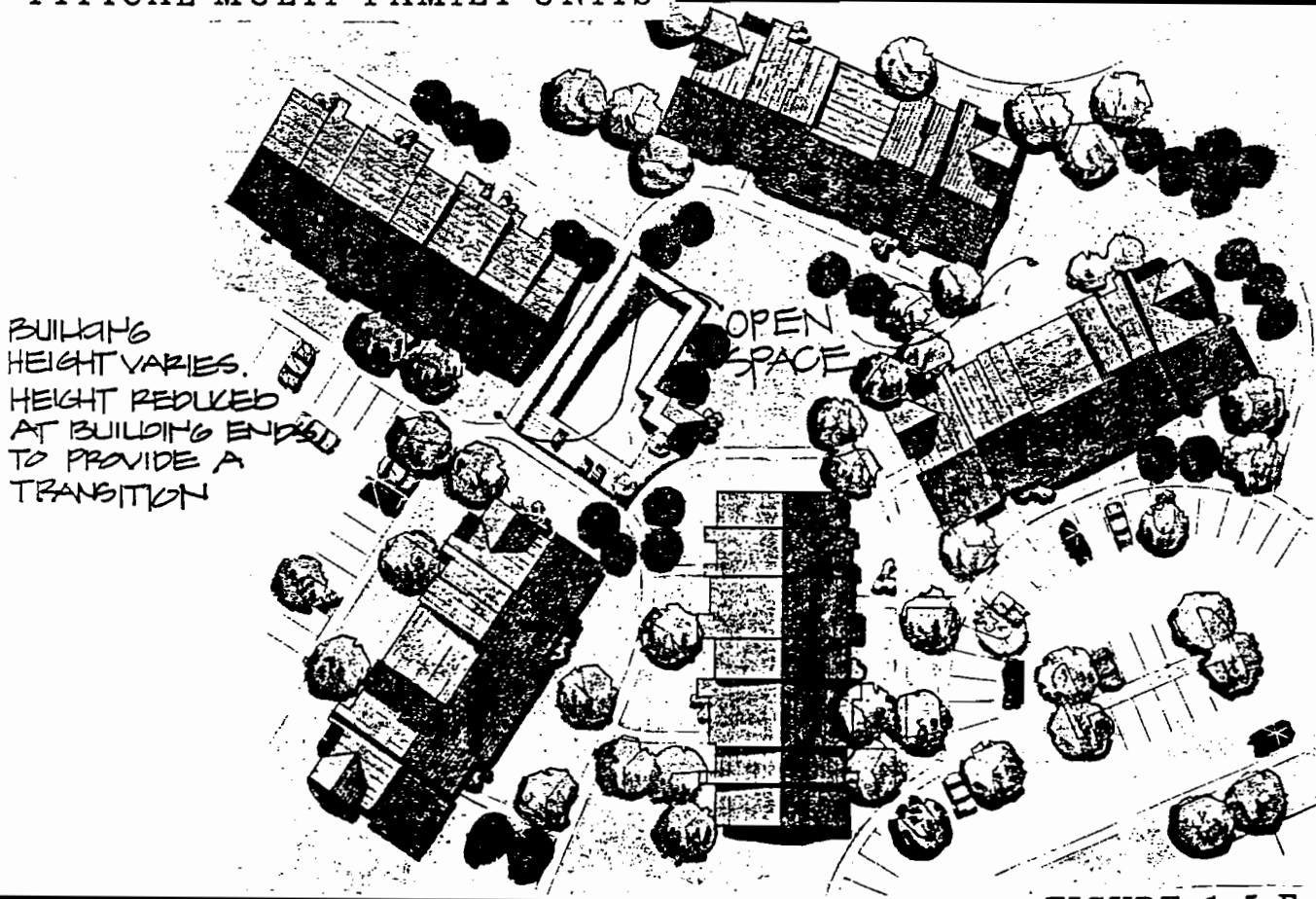


FIGURE 1.5 E

into these mid-to-high density development areas, structures should be designed and sited to create generous open space settings, provide adequate separation between structures and maximize internal and external views. Such open space areas should be designed to provide usable common areas for residents including landscaping, visual amenities and, if appropriate, active recreation facilities (See Figures 1.5D and 1.5E).

- J. Retirement Communities: Among the uses allowed within Rock Creek Ranch are retirement communities. If developed, these should be planned as secure, somewhat self-contained communities offering a range of single family and/or multiple-family dwellings and supporting services in a pleasing, recreationally-oriented setting.

The intent in these areas is to provide attractive residential opportunities and limited personal care services directed toward the daily needs of senior citizens and retirees within the residential development context. Accessory uses which may be included in the development are medical, dental, nursing care and limited out-patient clinic facilities scaled to the needs of an older population, but on a restricted residential project scale.

The Retirement Community should be sited to provide access by residents to recreational facilities and pathway systems within the larger Rock Creek Ranch community while also offering specialty shopping and conventional retail services within close proximity. The Retirement Community residents should be able to take advantage of the commercial establishments and services offered within retail and commercial areas adjacent to major thoroughfares, while still maintaining the sense of privacy and security provided within the context of their own residential enclave.

The residential setting within such Retirement Communities should be one of spacious, landscaped areas within which structures are sited to take optimum advantage of views and open space orientation. The intent of any Retirement Community is not to provide a typical multi-family development but a carefully planned, self-contained community directed toward the needs of the elderly.

K. Non-Residential Uses: Non-residential uses allowed within Rock Creek Ranch are intended to provide for a variety of retail, service and employment needs on neighborhood, community and regional levels. These include the following:

1. Neighborhood: Neighborhood activity areas shall be located within convenient distances of residential areas. The uses to be contained in such areas will include those daily-need shopping articles of a convenience nature, as well as medical, dental, personal care and service facilities that cater to residential populations within a limited cachement. Such areas are also anticipated to contain offices and similar neighborhood-related services. Design should be aimed at encouraging pedestrian access as well as high visibility for pass-by-traffic.
2. Community: Community activity centers are intended to function as community focal points and shall be located near several residential neighborhoods. The uses intended for these areas may include, but not be limited to, municipal services, banking, medical, dental, and professional offices, restaurants, a broad range of daily-need and specialty shopping facilities, as well as provision for recreational, social, and cultural activities close at hand, to create and encourage an atmosphere of high energy and activity. Vehicular and pedestrian access are intended to be provided by a network of trails and the proposed collector and arterial street system.
3. Regional: Regional activity and employment centers are intended primarily as focal points for highway, airport and regional services, activities and employment and secondarily as service centers for the surrounding community. Such centers are planned to contain the broadest scope of compatible commercial and office services. Planned to be urban in character and scale, design should be aimed at encouraging easy automobile access and visibility. These areas are also intended to be readily accessible by major highways, thoroughfares and by a network of biking and pedestrian trails.

TYPICAL REGIONAL EMPLOYMENT CENTER

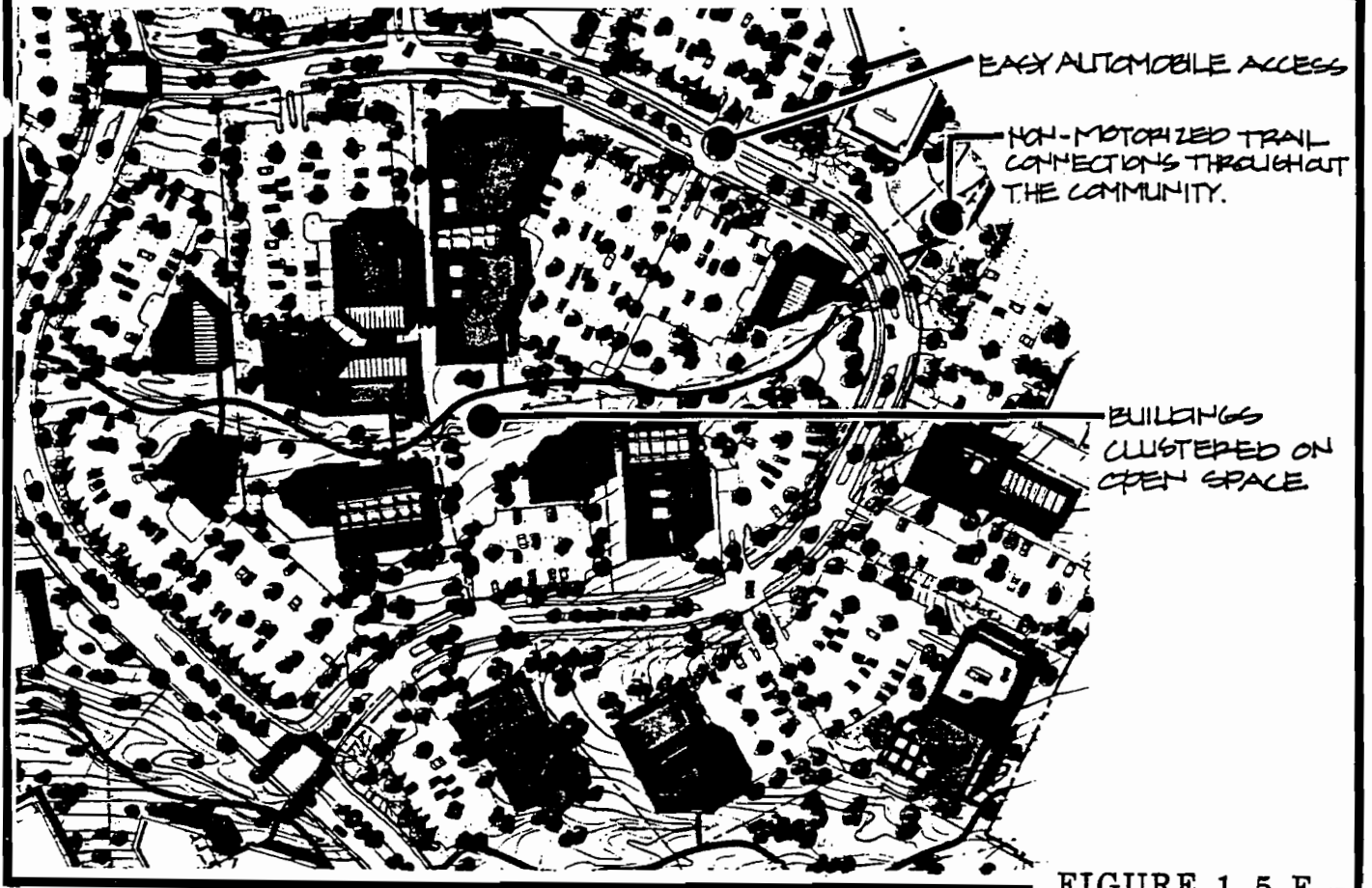


FIGURE 1.5 F

TYPICAL COMMUNITY ACTIVITY CENTER

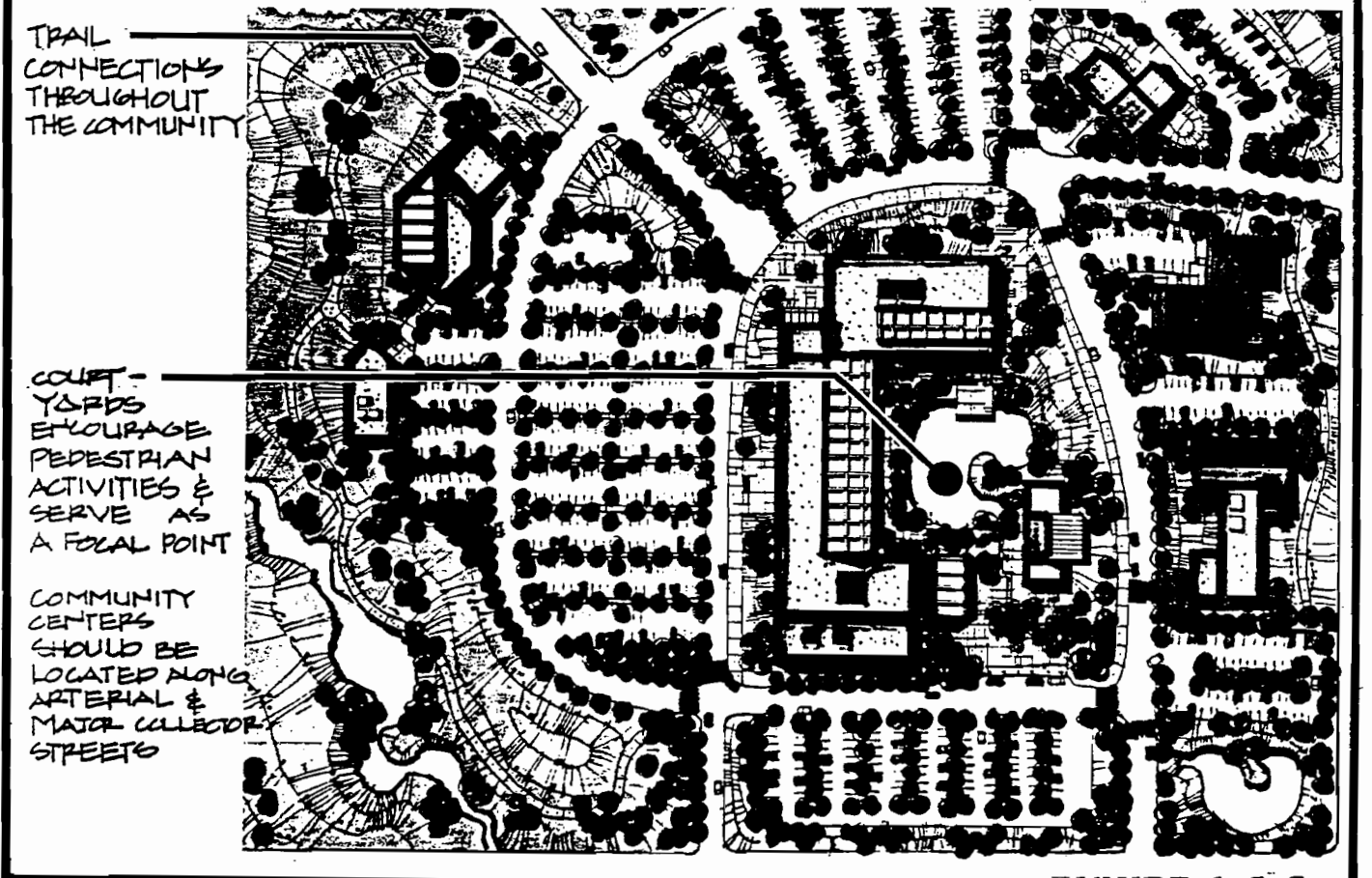


FIGURE 1.5 G

The development of all non-residential parcels within Rock Creek Ranch are intended to be functional, visually appealing, compatible with adjacent uses and add to the quality of life within the community. To this end, clustering of buildings around parking courts, open spaces and pedestrian areas will be encouraged to provide non-motorized linkages between uses and throughout the entire community (See Figure 1.5F and 1.5G).

2.0 SITE PLANNING CRITERIA

ROADWAY HIERARCHY

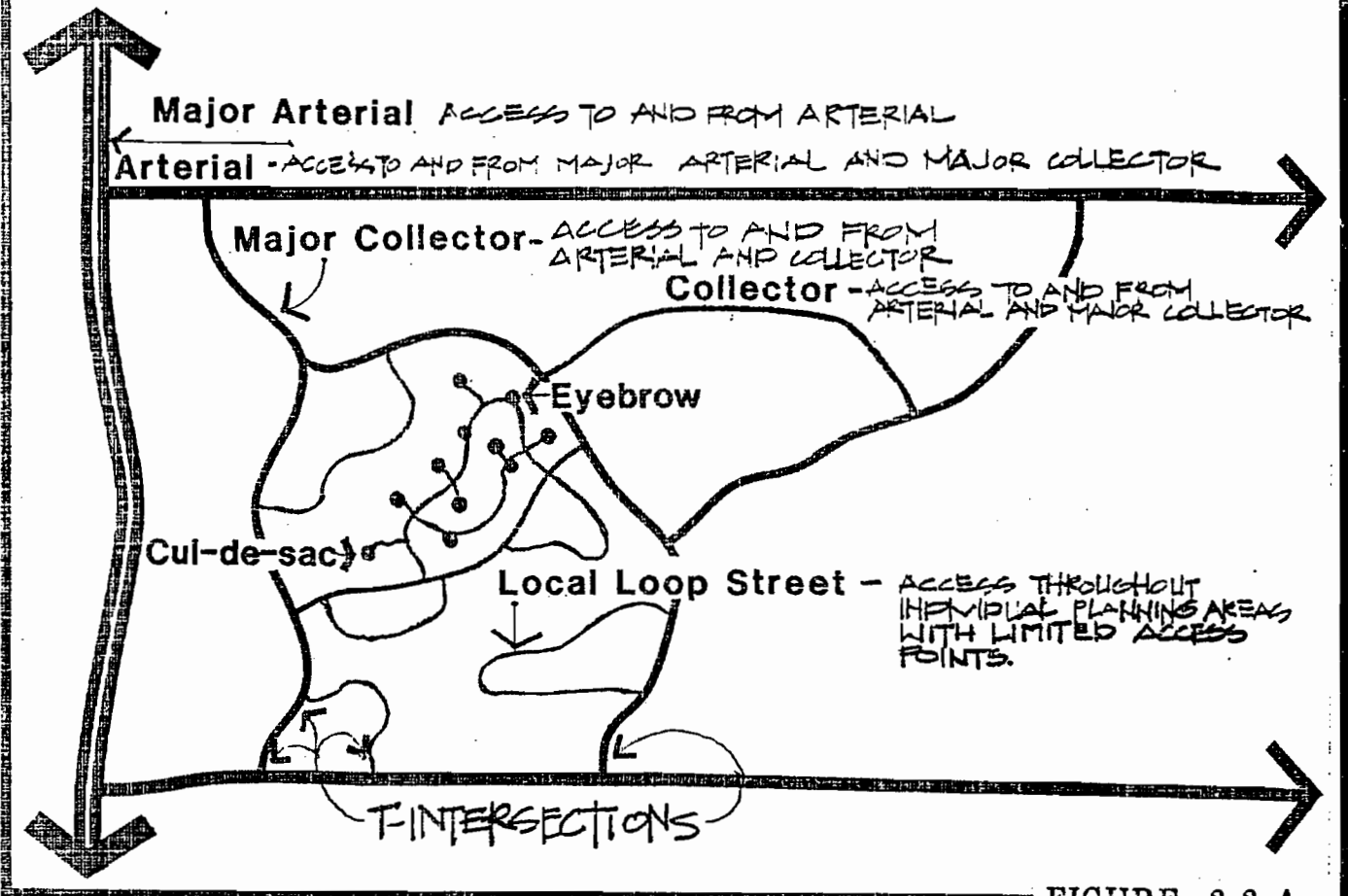
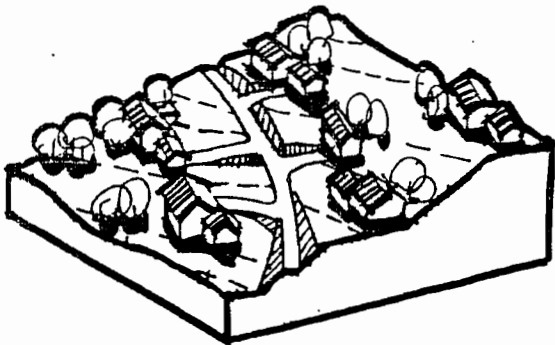


FIGURE 2.2 A

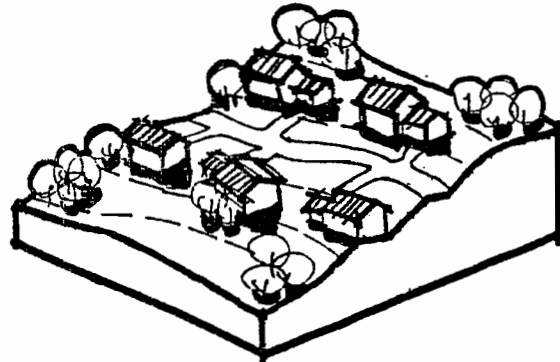
ROADWAY SITING

ROAD LAYOUT DOES NOT PARALLEL CONTOURS, CREATING EXCESSIVE ROAD CUTS AND DRIVEWAY CUTS



EXCESSIVE FILL REQUIRED TO MAINTAIN MAXIMUM ROAD GRADE

ROAD LAYOUT PARALLELS THE NATURAL CONTOURS, ELIMINATES EXCESSIVE ROAD CUTS AND DRIVEWAY CUTS



EXCESSIVE ROAD FILL NOT NECESSARY

FIGURE 2.2 B

2.0 SITE PLANNING CRITERIA

2.1 INTENT

The community of Rock Creek Ranch requires careful planning and design to create an environment that provides its residents with a variety of housing and needed services, while maintaining an open, pleasing appearance. The intent of this section is to set forth general guidelines and siting standards within the Community which will minimize site disturbance, enhance and maintain a sense of openness and visual variety without sacrificing density.

2.2 CIRCULATION AND ROADWAY HIERARCHY

A. Hierarchy

The circulation concept for Rock Creek Ranch is based on a network of arterial and collector roadways which provide easy access to and from the Community and isolates higher traffic volumes away from lower density residential neighborhoods. This road hierarchy continues to reduce in magnitude, from collectors to local loop streets, cul-de-sacs and "eyebrows" (See Figure 2.2.A). Private streets may be utilized within single family attached, cluster, multi-family and non-residential uses.

B. Relationship to Topography

Alignment of local streets and private drives which provide access to sloping areas shall parallel, as closely as possible, the existing slope and contour of the land. This not only increases developable ground, by reducing the amount of unusable cut and fill slopes, but also reduces grading efforts and construction costs (See Figure 2.2.B).

C. Roadway Design Criteria

Roadways within Rock Creek Ranch must be designed to carry the anticipated traffic in a safe and efficient manner. The engineering and design recommendations and definition of roadway classifications within Rock Creek Ranch can be found in Section 5.3 of the Rock Creek Ranch Development Standards. Illustrated

in Figures 2.2.C through 2.2.H are typical road cross-sections intended to depict the desired hierarchy and design of roads within the community. In addition, the following design criteria shall be adhered to:

1. Arterials shall provide the only direct through traffic within the community.
2. Collectors shall provide inward and outward linkage from all residential and non-residential areas to arterial roads.
3. Collectors shall utilize T-intersections and reduced design speeds wherever possible, to discourage through traffic and minimize turning movements, thereby increasing safety.
4. Direct single-family driveway access onto arterials and residential collectors is prohibited.
5. To enhance the neighborhood feeling, local loop streets and cul-de-sacs shall, where practical, be designed with a limited number of residences on any one street. This increases the sense of privacy, and creates a safer environment and reduces the probability of vandalism and theft.
6. Local loop street entrances off of collectors shall be limited in number. This will not only serve to increase security, but will enhance the feeling of neighborhood identity by creating focused entries. Where practicable in terms of safe access and provision of services, local streets may be offset to create a sense of individual identity.
7. The use of "eyebrows", in conjunction with local streets and cul-de-sacs is encouraged. These streets create an added sense of privacy and provide visual diversity along lengthy residential street sections.
8. Private streets and circulation systems providing access to single family attached, cluster residential, multi-family and non-residential project areas will be required to implement the following criteria:
 - a. A minimum of two (2) access points from public streets will be required to provide for emergency access.

MAJOR ARTERIAL/STREET TYPICAL

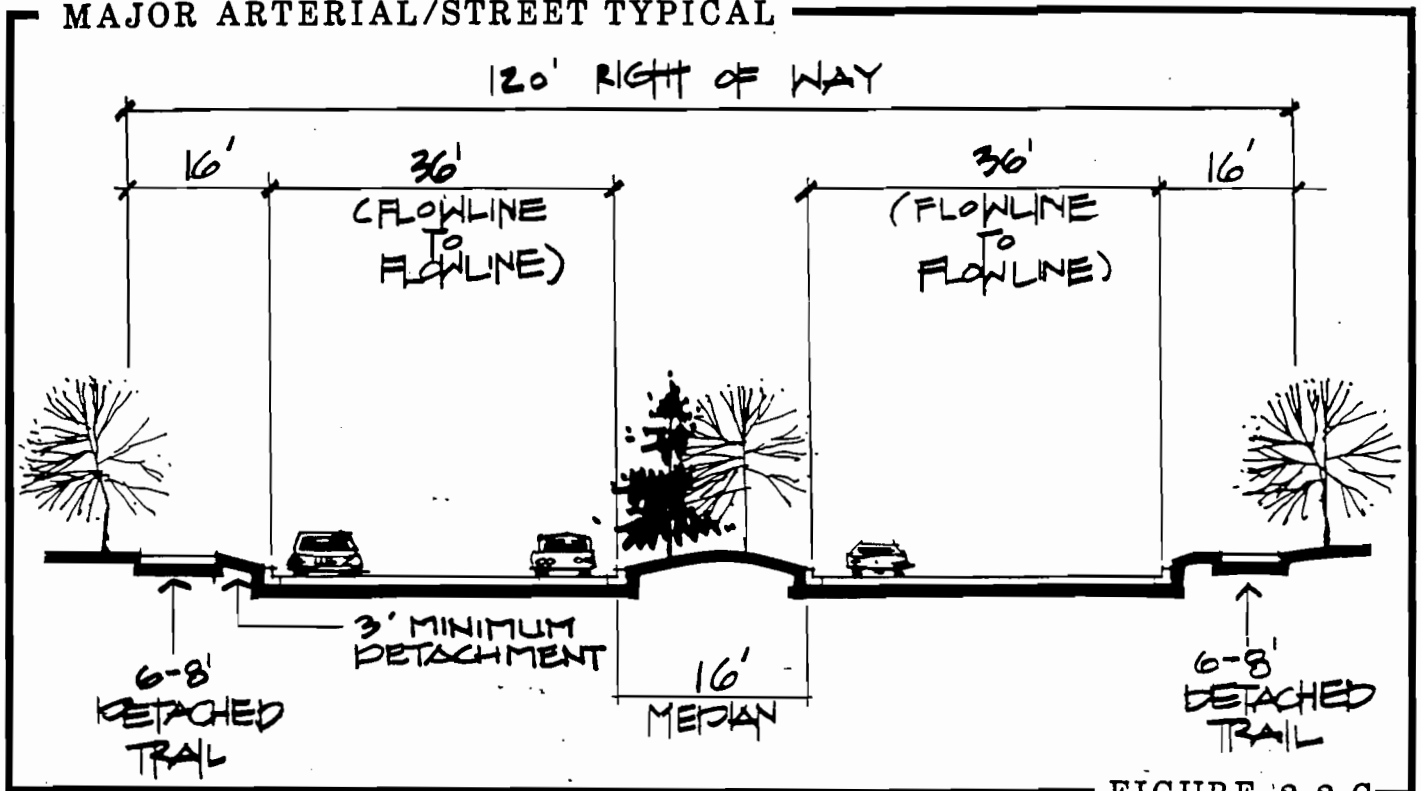


FIGURE 2.2 C

TWO PEDESTRIAN/BICYCLE TRAIL OPTIONS WILL BE ALLOWED ALONG ARTERIAL AND COLLECTOR STREETS AS FOLLOWS: (1) A SIX TO EIGHT FOOT DETACHED TRAIL WILL BE PROVIDED ON BOTH SIDES OF THE STREET, OR (2) WHERE A FIVE FOOT BICYCLE LANE IS PROVIDED WITHIN THE STREET SECTION, A FOUR FOOT MINIMUM WALK WILL BE PROVIDED. ALL DETACHED TRAILS SHALL MEANDER.

MINOR ARTERIAL STREET TYPICAL

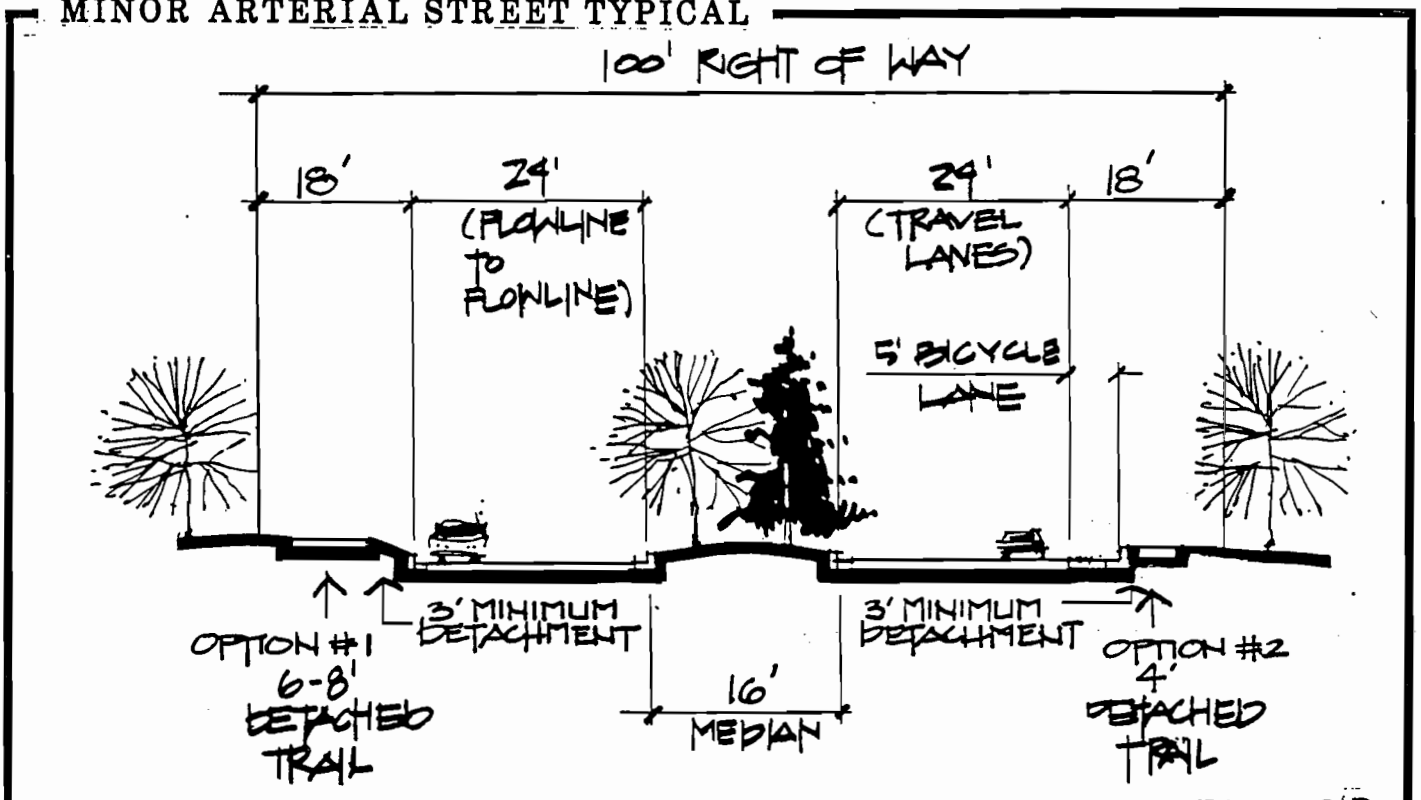
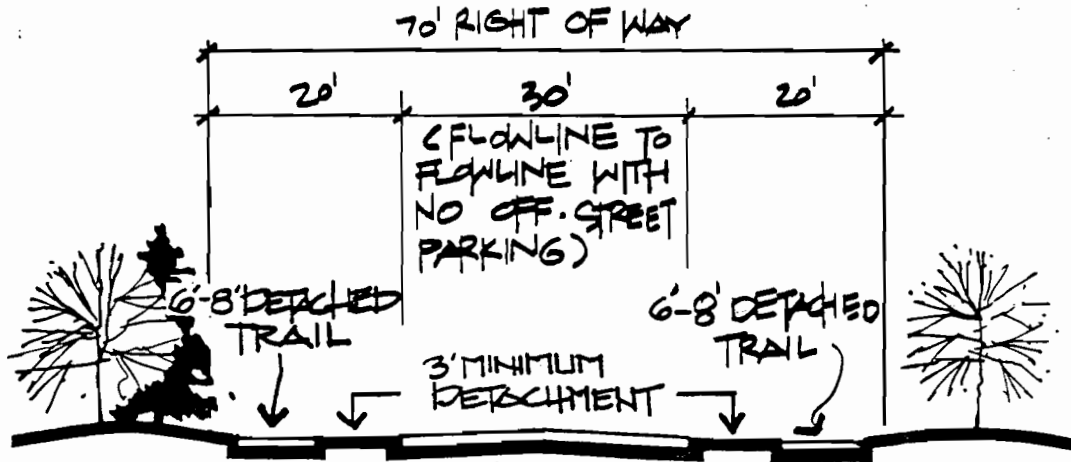
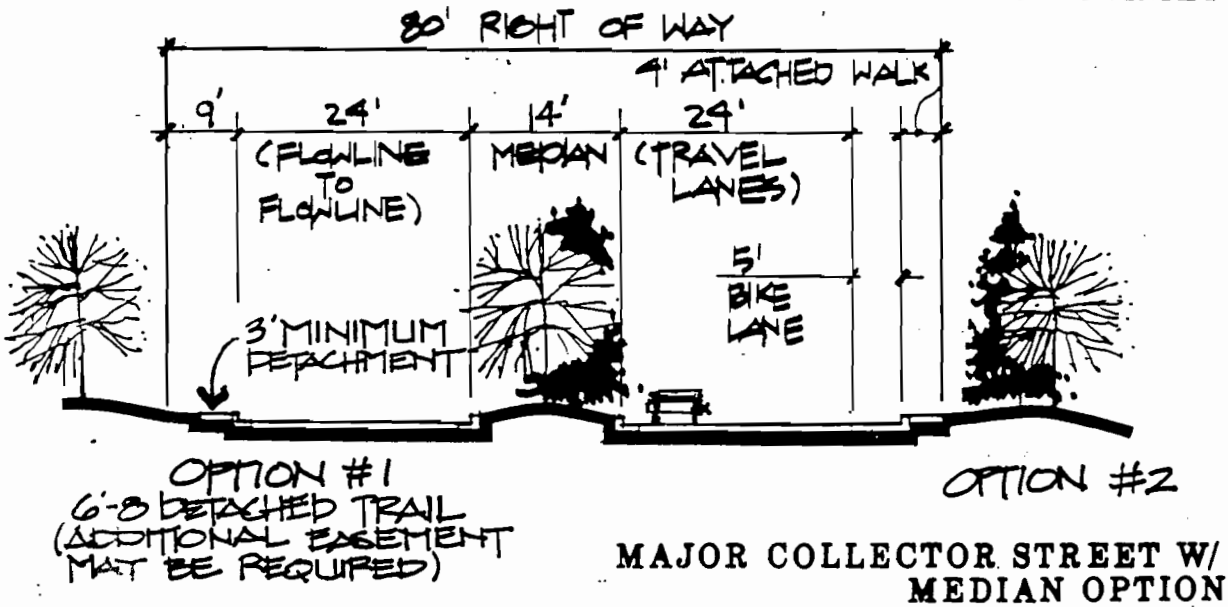
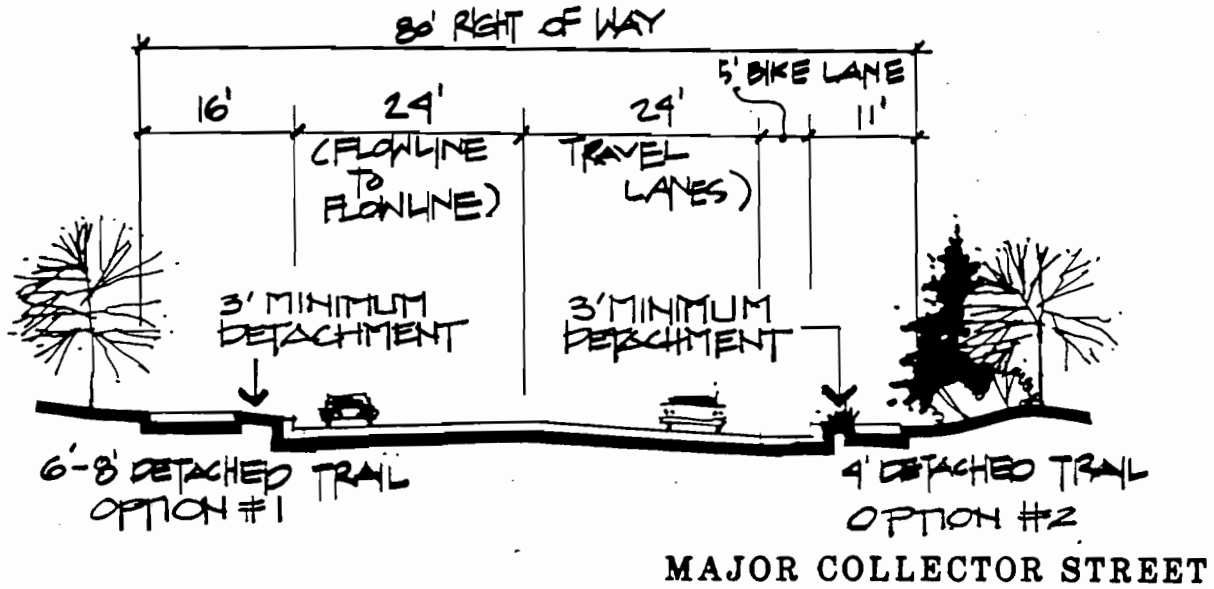


FIGURE 2.2 D

MAJOR & MINOR COLLECTOR STREET TYPICALS



NOTE: 36' FLOWLINE TO FLOWLINE IF ON-STREET PARKING IS PROVIDED. ON-STREET PARKING PRECLUDES ON-STREET BIKE LANE.

MINOR COLLECTOR STREET

LOCAL STREET/CUL-DE-SAC TYPICAL

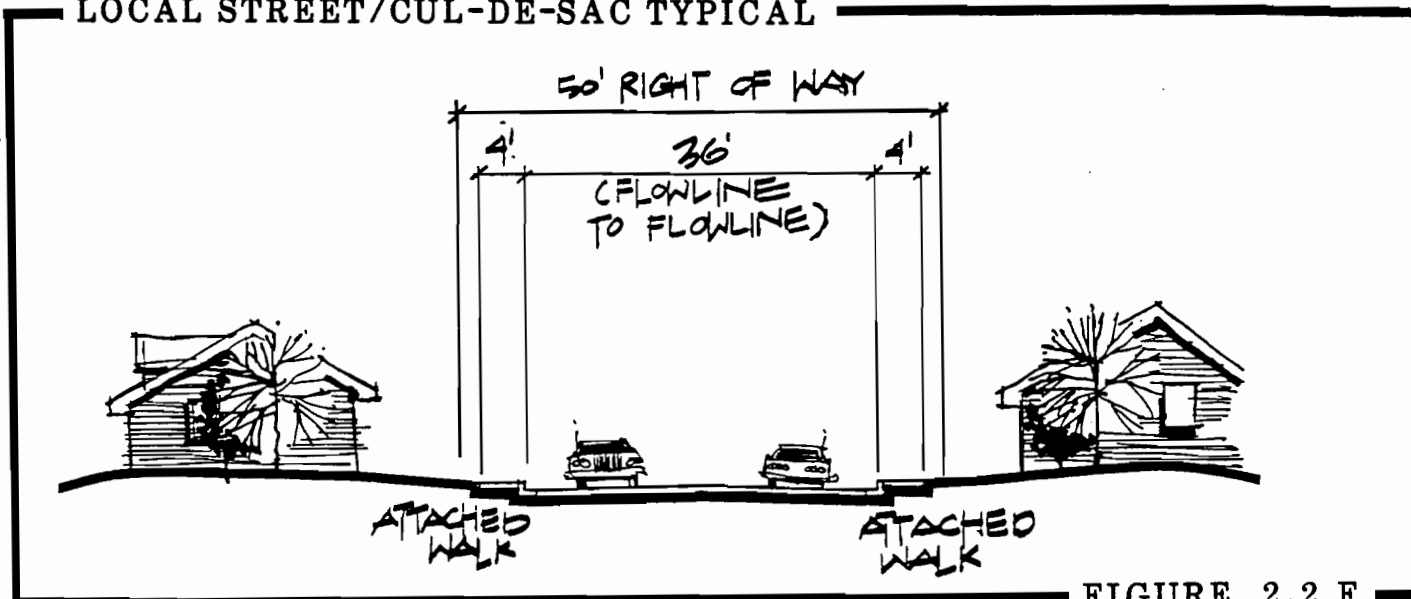
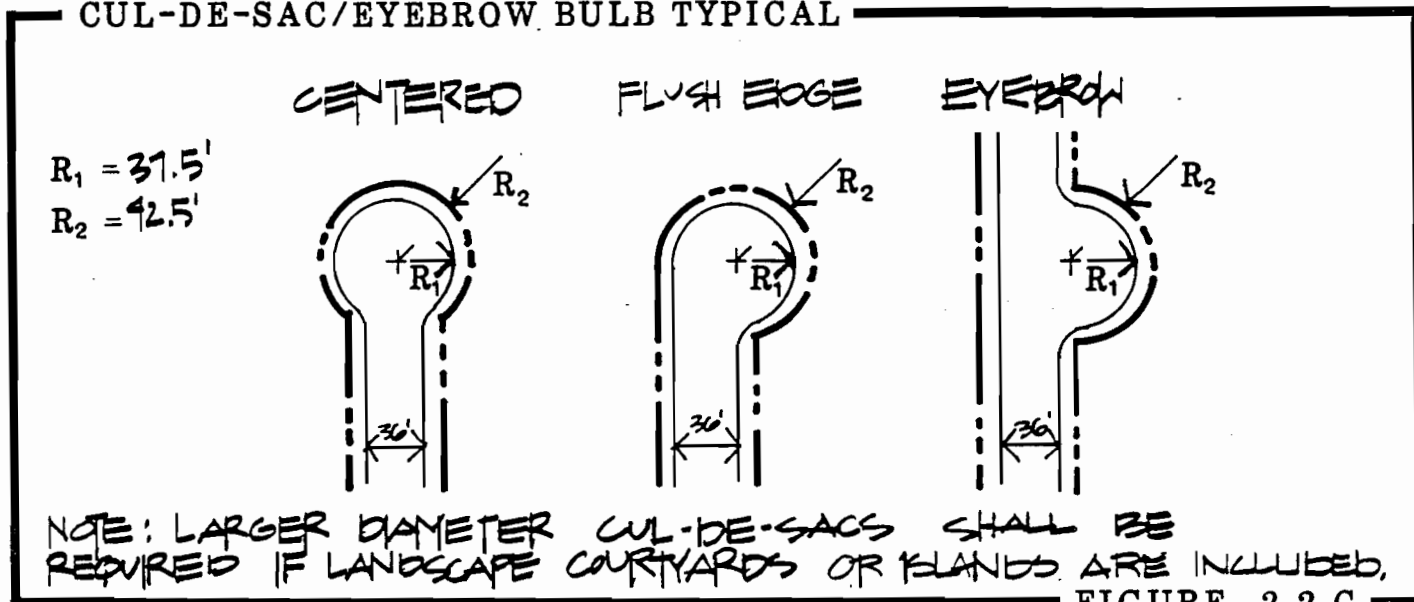


FIGURE 2.2 F

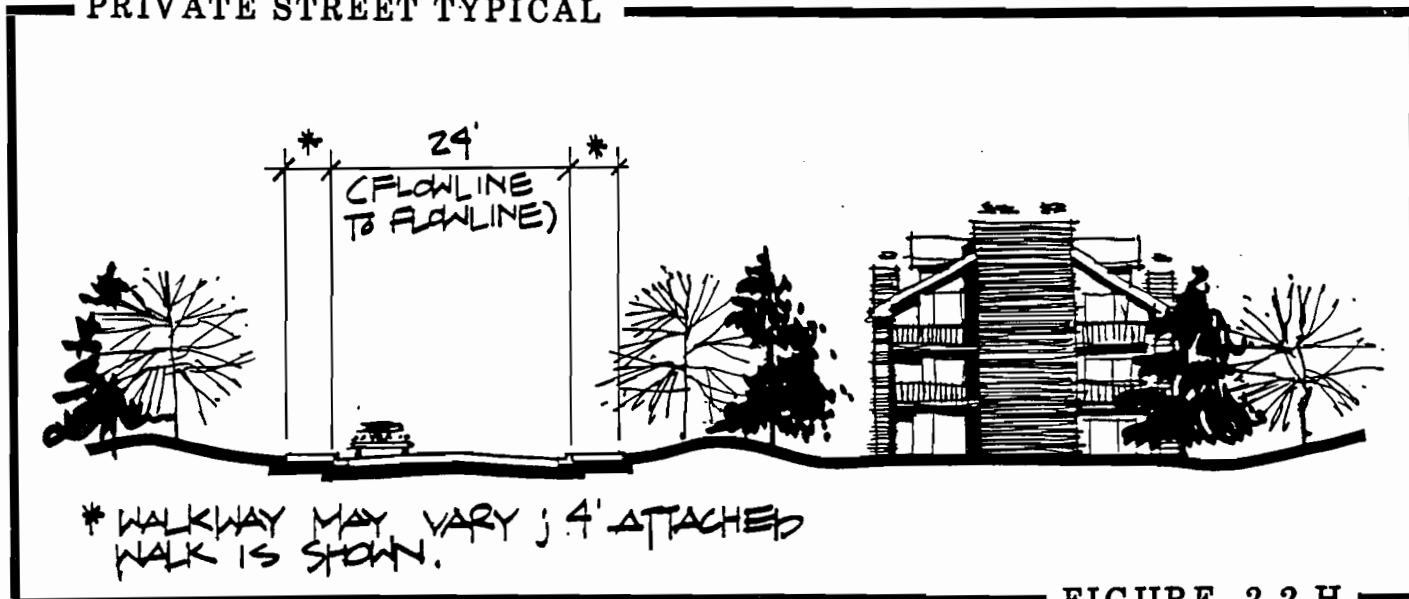
CUL-DE-SAC/EYEBROW BULB TYPICAL



NOTE: LARGER DIAMETER CUL-DE-SACS SHALL BE REQUIRED IF LANDSCAPE COURTYARDS OR ISLANDS ARE INCLUDED.

FIGURE 2.2 G

PRIVATE STREET TYPICAL



* WALKWAY MAY VARY ; 4' ATTACHED WALK IS SHOWN.

FIGURE 2.2 H

- b. Minimizing vehicular access points and adequately separating them will reduce traffic congestion and heighten the sense of arrival at main entries.
- c. The use of parking courts and loop streets and innovative street designs is encouraged within residential and non-residential projects to ensure privacy, safety and visual diversity.
- d. Internal street alignments should be curved to provide interest, and promote views of open space, landscaping and other site amenities. The use of alleys should be avoided. (See Figure 2.2.I).

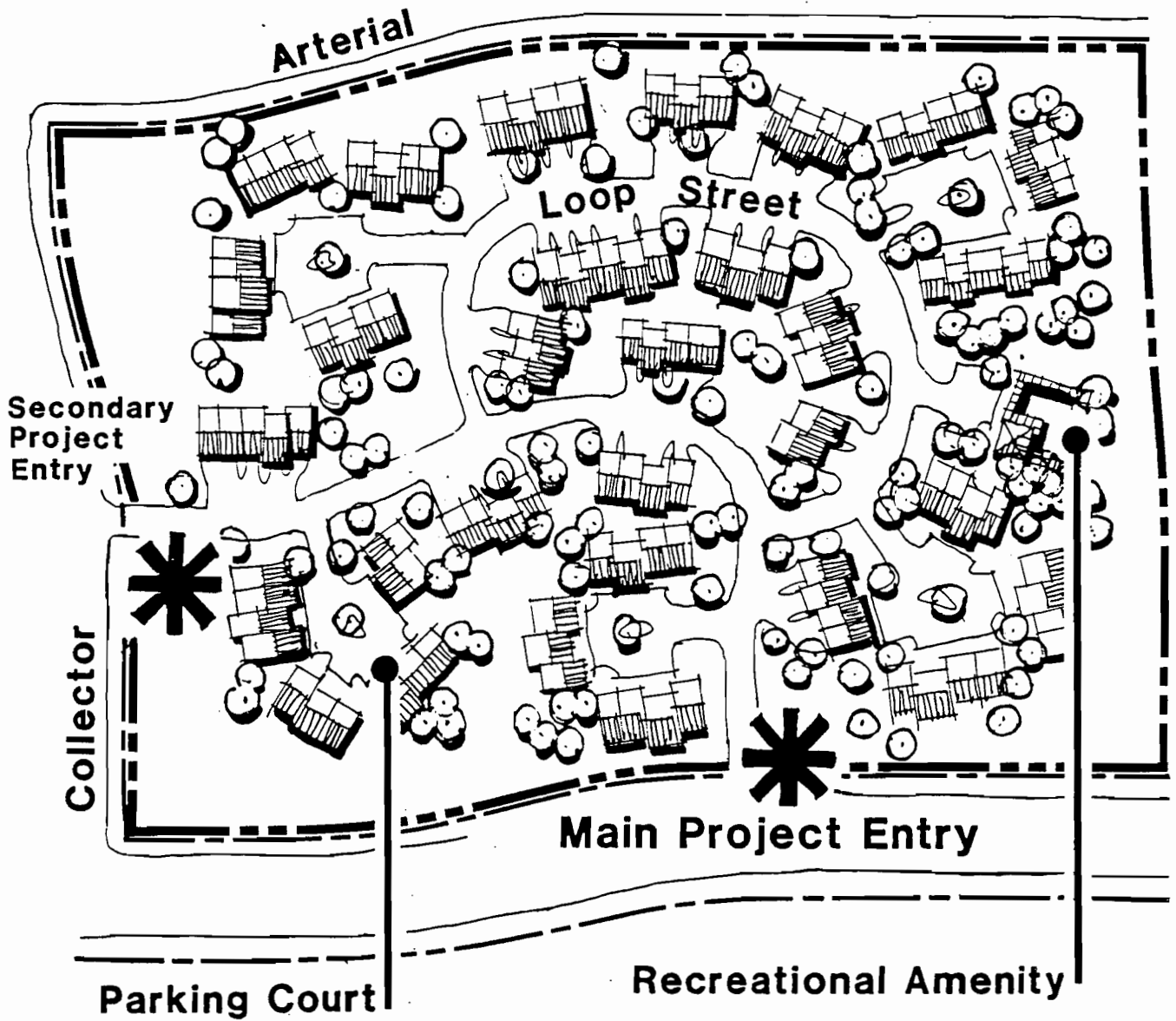
2.3 PARKING CRITERIA

Special consideration for group parking areas in residential and non-residential areas is essential to maintaining a quality environment. The following standards will ensure that parking has the least visual impact to its residents and adjacent neighborhoods:

A. General Criteria

- 1. Off-street parking areas will be located off private drives, private turn-arounds, private loopstreets or private eyebrows, and shall be conveniently located to the use or uses they serve in order to encourage utilization. Such parking areas will not encourage or require motorists to back directly from a parking space onto collector or arterial streets;
- 2. Off-street parking areas shall be paved, maintained and properly drained. Stormwater runoff should be sufficiently distributed to prevent soil erosion and disturbance of vegetation in adjacent areas. Maximum grade in parking areas shall not exceed six (6) percent.
- 3. Group parking areas will require landscaping and buffering as specified in Section 5.2 of this document.

INTERNAL CIRCULATION



A MINIMUM OF TWO VEHICULAR ACCESS POINTS WILL PROVIDE ADEQUATE EMERGENCY ACCESS AND, IF LIMITED IN NUMBER AND ADEQUATELY SPACED, WILL REDUCE TRAFFIC CONGESTION. CURVED INTERNAL STREETS, CUL-DE-SACS, LOOP STREETS AND PARKING COURTS PROVIDE PRIVACY, SAFETY, VISUAL DIVERSITY AND A SENSE OF NEIGHBORHOOD.

FIGURE 2.2 I

4. Lighting systems designed for illumination of parking areas and driveways shall conform to the criteria set forth in Section 4.4.
5. All off-street parking areas must conform to the standards and requirements set forth in Section 5.5 of the Rock Creek Ranch Development Standards.
6. Service drives shall be designed and constructed to facilitate the flow of traffic, provide maximum safety of traffic access and egress, and maximum safety of pedestrians and vehicular traffic on the site.
7. Parking space configuration, stall and access aisle size shall be sufficient width for all vehicles turning and maneuvering, and according to the minimum standard as shown in Figure 2.3.A.

B. Single Family Areas

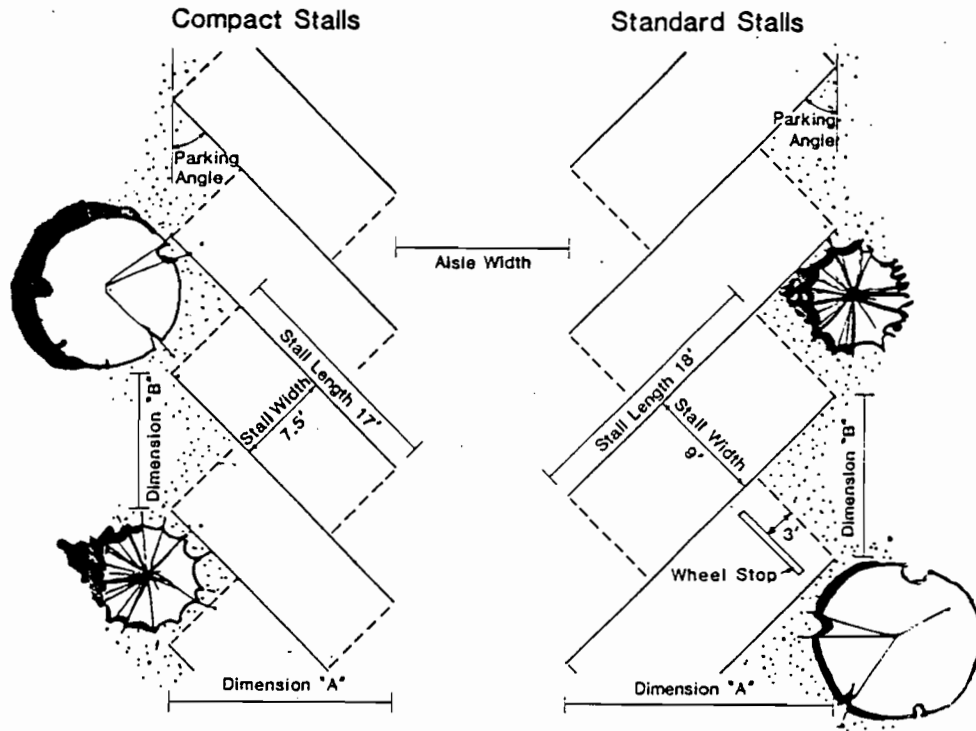
In small lot single family areas, garages can create a monotonous effect by lining the street front. In order to reduce this visual impact, one or more of the following shall be implemented:

1. Stagger garage setbacks from the street.
2. Construct the living areas of units closer to the street than the garage entrance.
3. Vary the orientation of garage entries and allow a reduced setback from the street if the driveway enters the garage parallel to the street.

C. Cluster and Attached Residential Areas

In single family attached, cluster, and multi-family areas, parking can be provided as part of the unit or within the building. When detached parking garages or carports occur, the following design criteria shall be utilized:

PARKING DIMENSIONS & CONFIGURATIONS



| PARKING ANGLE | DIRECTION OF PARKING | AISLE WIDTH | | DIMENSION "A" | | DIMENSION "B" | |
|---------------|----------------------|-------------|-------|---------------|--------|---------------|-------|
| | | STD. | COMP. | STD. | COMP. | STD. | COMP. |
| 30° | DRIVE-IN | 12.5' | 12.5' | 17.0' | 15.4' | 18.0' | 14.4' |
| 45° | DRIVE-IN | 12.5' | 12.5' | 21.0' | 17.5' | 13.0' | 10.5' |
| 60° | DRIVE-IN | 19.0' | 18.0' | 20.0' | 18.75' | 10.4' | 8.5' |
| 90° | DRIVE-IN | 23.0' | 23.0' | 18.0' | 17.0' | 9.0' | 7.5' |

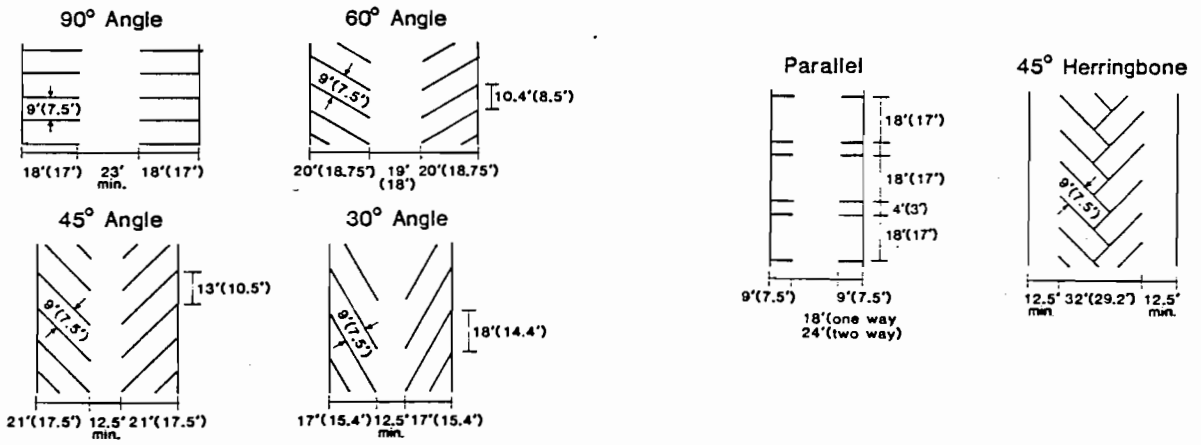


FIGURE 2.3 A

1. Where possible, carport and/or garage orientation shall be varied to avoid monotonous garage/carport corridors.
2. A visual buffer shall be provided between residential units and carports by the use of landscaping and/or architectural features.
3. The garage/carport length shall be kept to a minimum of 8 stalls.
4. Architectural styles shall be compatible with adjacent dwelling units and, where possible, garages should avoid single plane facades.

D. Non-Residential Areas

Non-residential areas will be required to adhere to the following additional standards:

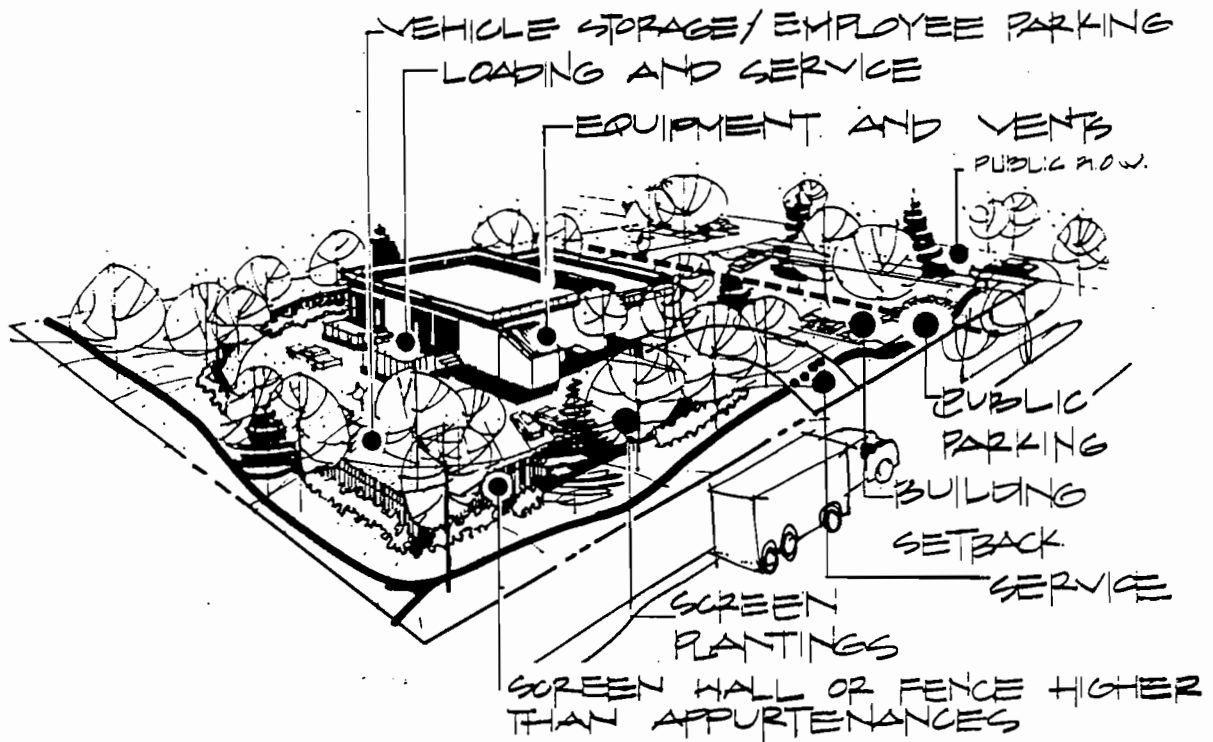
1. Loading, service and employee parking areas shall be screened using appropriate landscaping materials and buffers in accordance with Section 5.2 (See Figure 2.3.B).
2. Loading and service areas shall not conflict with access to parking areas.
3. Parking areas (public or employee) will not exceed more than 120 spaces unless separated by adequate visual and landscape buffers in accordance with Section 5.2 (See Figure 2.3.C).

E. Structured Parking

Structured parking, permitted in multi-family and non-residential areas must comply with the following criteria:

1. In sloping situations, structures must be designed to "step" with the natural slope.
2. In all cases, parking structures must be at a subordinate scale than the building(s) served.

LOADING & SERVICES



note: Maintenance and service areas must be designed to accommodate the vehicles utilizing these areas as well as appropriate emergency vehicles.

FIGURE 2.3 B

PARKING SEPARATIONS

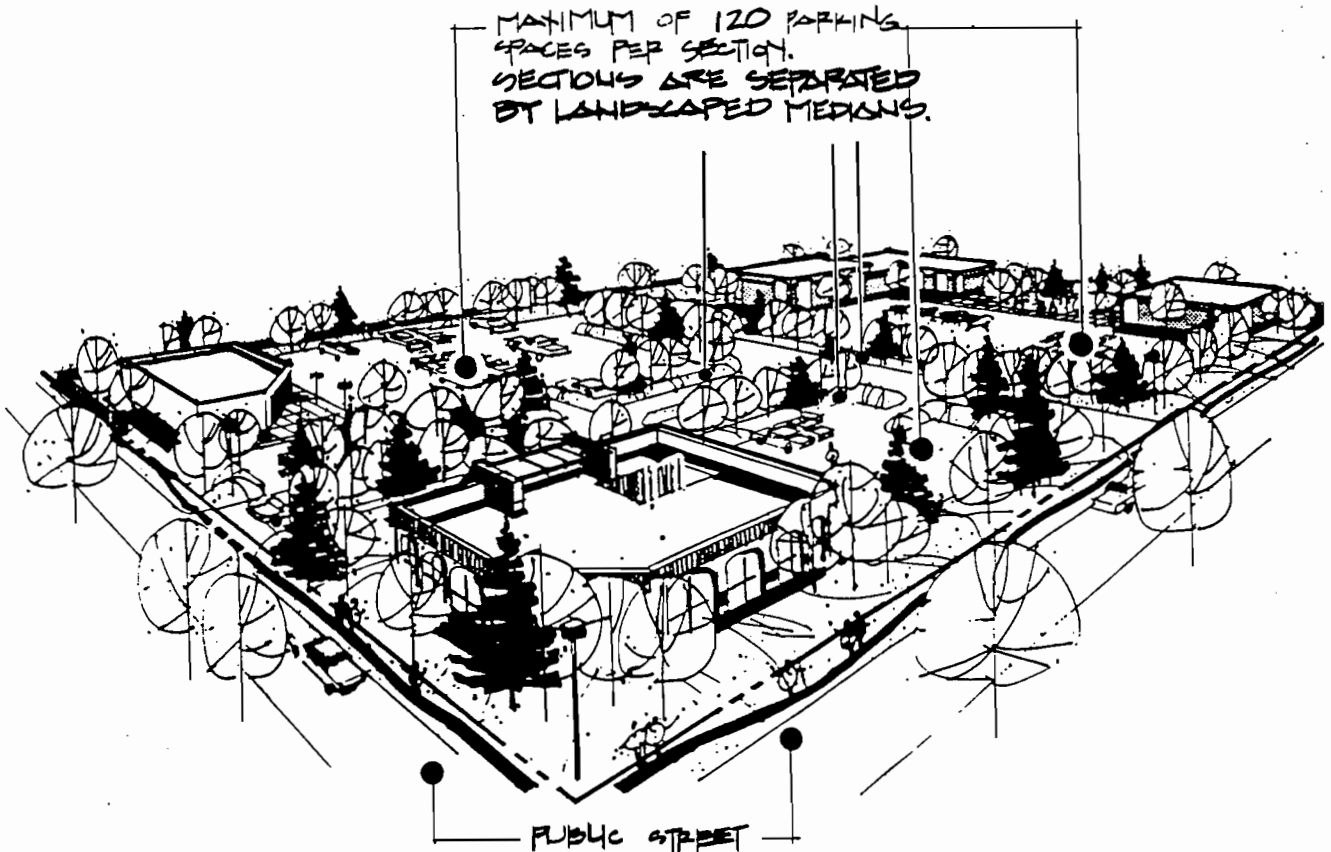


FIGURE 2.3 C

3. If in view of adjacent buildings, the top deck of parking structures shall include similar landscape and buffer requirements as required for on-grade parking lots.
4. The design and construction of parking structures must be integrated into the architecture of the building(s) served.
5. Screening at the perimeter of the parking structure shall be provided so that automobiles are screened up to a height of 3'6" above the floor level.

E. Storage of Oversize Vehicles and Trailers

The outside storage of oversize vehicles, such as mobile homes, campers, and trailers (i.e. boat, snowmobile and motorcycle) in all residential areas shall comply with the following criteria in order to create a pleasing streetscape and visual character.

1. The following standards apply to all single family detached, cluster, and single family attached areas:
 - a. Permanent storage of oversize vehicles, trailers, recreational vehicles, campers and boats (greater than 6' in height) will be prohibited in private drives within the area described as the front yard setback. Outdoor storage or parking of vehicles over 6' in height shall be located in specifically designated areas only.
 - b. Areas used for storage of oversize vehicles and trailers will be surfaced with an all-weather surface material;
 - c. Fencing and screening of designated oversize vehicle and trailer areas will be required. These measures not only maintain the visual quality of the development but increase the security of stored items.
2. In all multi-family areas, no permanent storage of oversize vehicles and trailers will be allowed in off-street parking areas. Designated areas for oversize vehicles and trailers may be allowed, if these areas are adequately screened to maintain a pleasant visual appearance (See buffer design, Section 5.6 of these criteria).

F. Bicycle Parking

The community of Rock Creek Ranch is designed to encourage non-vehicular forms of transportation throughout the development. To this end the following standards have been developed for bicycle parking in non-residential, multi-family and townhouse areas.

1. Bicycle parking shall be provided and located near the main entrance to all buildings. Parking should be adequately screened from major or minor entrances and access routes to the building, and shall be identified with appropriate signage (see Figure 2.3.D).
2. When possible, bicycle parking shall be integrated into the structure to provide an architectural continuity between these two uses.
3. Parking areas shall be located within a reasonable distance to the community's trail system. Where conditions allow, direct linkage to this trail system is highly recommended to reduce the possible conflict of motor and non-motorized vehicles.
4. At a minimum, one bicycle parking space shall be provided for every ten automobile spaces required.

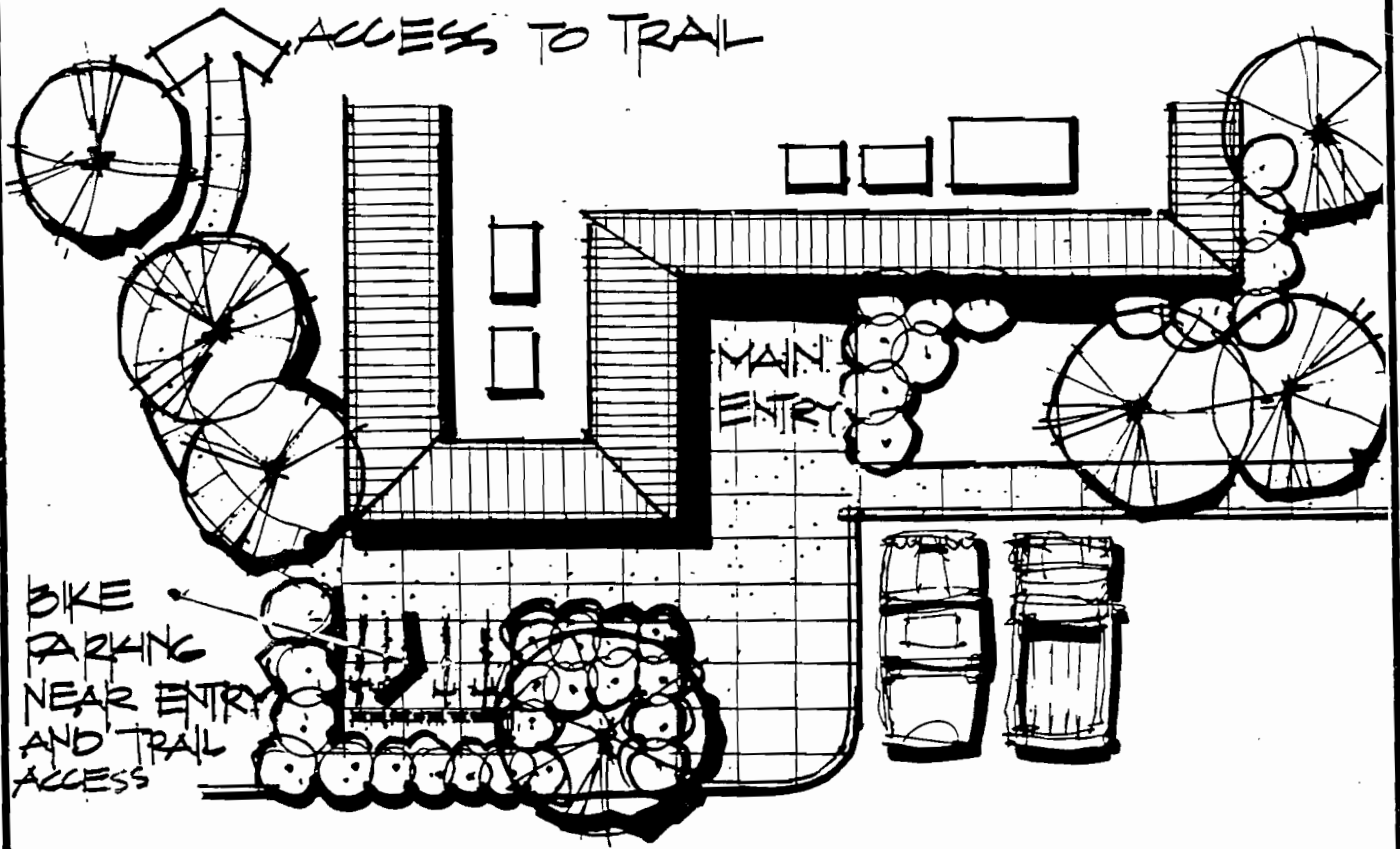
2.4 SITING CRITERIA

A. General Criteria

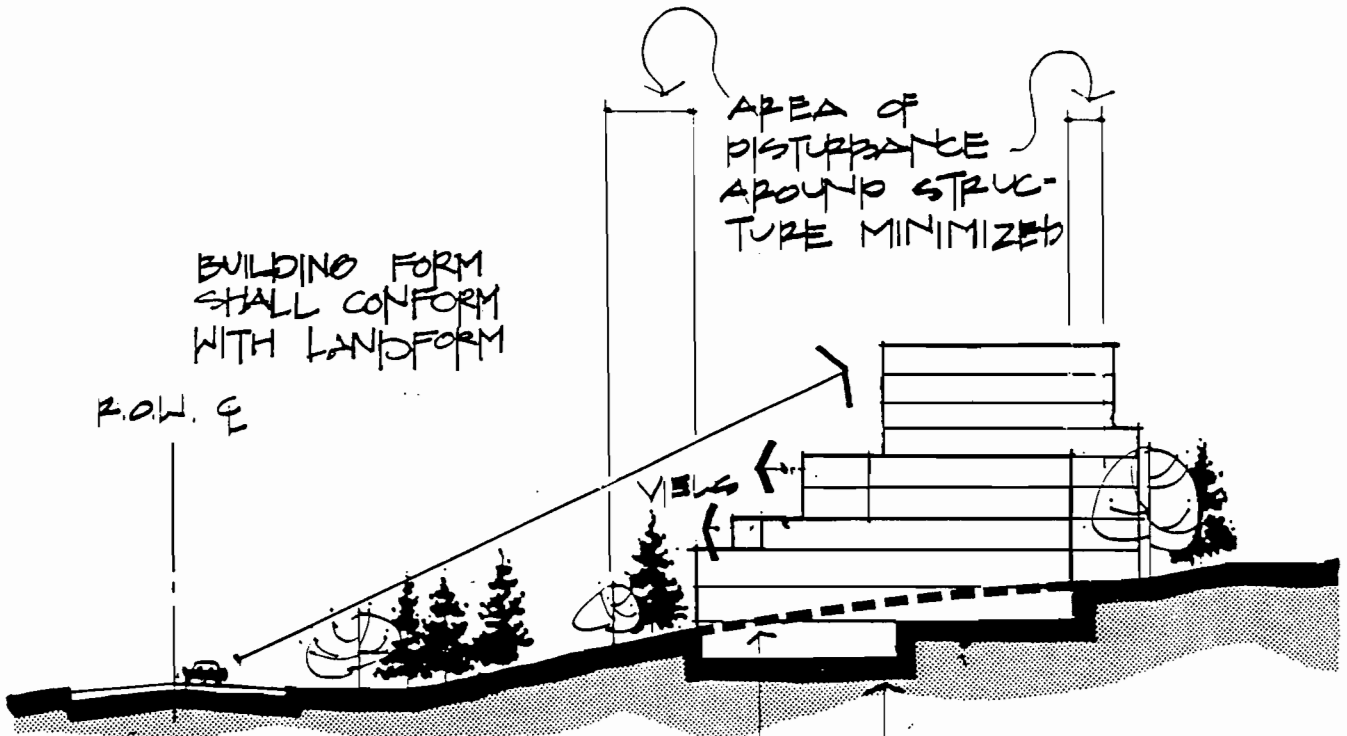
During the site planning, development and construction phases of any lot or structure, consideration must be given to the relationship of buildings to existing slope grades, drainageways, vegetation and the preservation of natural site features and views. All structures and roads shall achieve a "fit" with the landscape that is not intrusive and considers the following:

1. Structures in sloping areas shall be designed to conform to the slope by means of "stepped" foundations or similar methods that will minimize grading and site preparation (See Figure 2.4.A).

BICYCLE PARKING



SLOPE SITING



BUILDING FORM SHALL CONFORM WITH LANDFORM

R.O.W. &

AREA OF DISTURBANCE AROUND STRUCTURE MINIMIZED

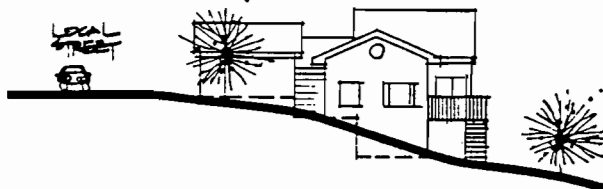
VEGETATIVE BUFFER

WELLS OF STRUCTURE OBSTRUCTED BY VEGETATIVE BUFFER

FOUNDATION STEPS WITH EXISTING LANDFORM

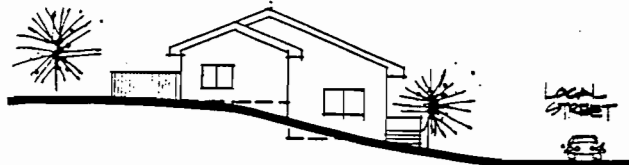
CUT & FILL SLOPES MINIMIZED

DOWNSLOPE UNITS ALLOW SITING FLEXIBILITY FOR SLOPES RANGING BETWEEN 15-20%



IN PRINCIPLE, STRUCTURES SHALL ACCOMMODATE SLOPE IN DESIGN, RATHER THAN CAUSE SLOPE TO ACCOMMODATE STRUCTURES

UPSLOPE UNITS ALLOW SITING FLEXIBILITY FOR SLOPES OF UP TO 15%



FOUNDATION STEPS TO ACCOMMODATE SLOPE

FIGURE 2.4A

2. Wherever possible, roads, driveways and dwellings shall be sited to receive the maximum beneficial effect of solar orientation, provided that extensive clearing of vegetation is not required to achieve this effect.
3. Unique site features, whether topographic or of a surficial nature (boulders, rock formations, mature vegetation, etc.), shall receive special consideration in site planning. Such features shall be left undisturbed wherever possible in lot development.
4. Rock Creek Ranch's rolling terrain offers numerous opportunities for panoramic views of the mountains and foothills, as well as interior views of parks and greenbelts. In these areas, units should be designed and oriented to maximize views (See Figure 2.4.B).

B. Single Family Detached Communities

1. Building Relationships: Traditionally, lower density single family detached homes are distinguishable from higher density areas due to their feeling of openness and visual diversity of individual homes. It is important that these characteristics be integrated into the design of all single family areas in Rock Creek Ranch, regardless of density. This can be accomplished by adherence to following site planning principles:
 - a. Stagger front yard setbacks, and alternate driveway locations (Units with rear yards facing on parks, open space areas or recreational facilities should stagger rear setbacks) (See Figure 2.4C).
 - b. Vary unit floor plans, front and rear dimensions and garage entries along the streetscape, such that four to five distinctly different plans are mixed throughout the block. Varying lot sizes throughout the project to avoid having the same floor plan on every corner lot, or at the end of every cul-de-sac (See Figure 2.4.C).

VIEW ORIENTATION

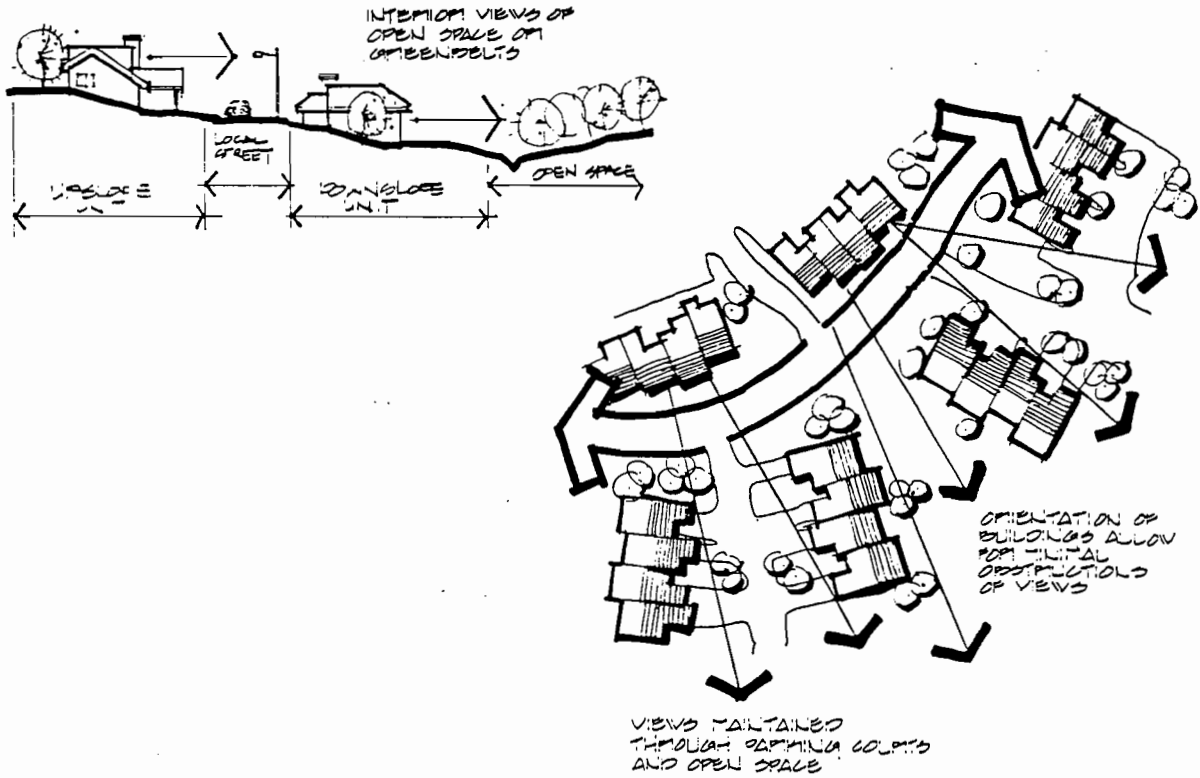


FIGURE 2.4 B

ALTERNATING SETBACKS

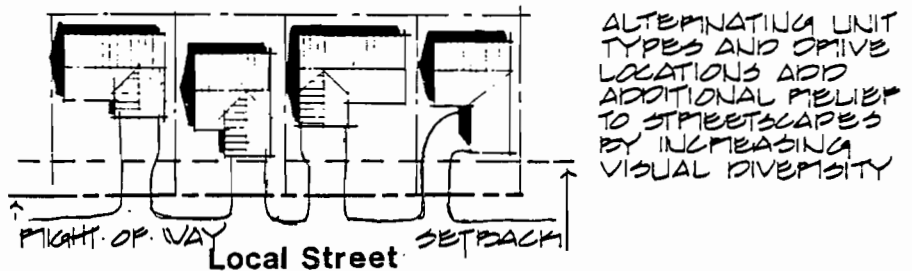
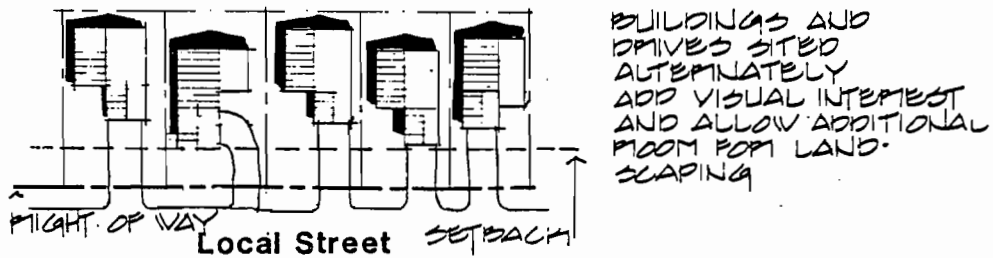
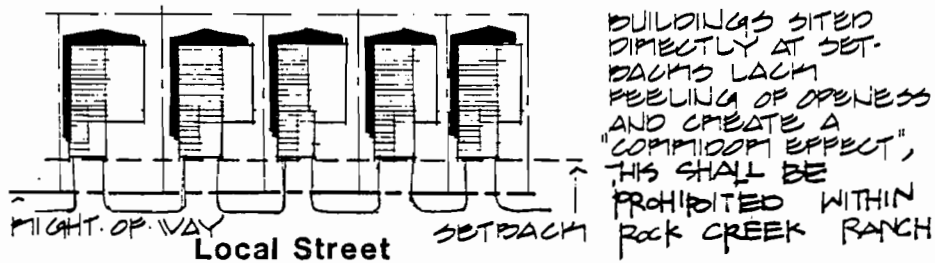


FIGURE 2.4 C

2. Lotting Configurations and Orientation: The marketability of a development is based on its cohesiveness as a community. Lots with awkward or unusable areas or with improper orientation could result in standing inventory or slower sales. The implementation of the following site planning considerations, will reduce the occurrence of awkward lots as well as improve the overall visual appearance of neighborhoods and the entire project will be enhanced.
 - a. Lot lines shall meet right-of-way lines at approximately ninety degree angles. If practical, in the case of curved roads or cul-desac bulbs, lot lines shall be radial. In the case of some cluster and small lot single family development, this will not apply.
 - b. In situations where irregular lots occur, side and rear lot lines shall meet at an angle of no less than forty-five degrees (See Figure 2.4.D). In the case of cluster developments or other innovative housing concepts, lot line orientation will be reviewed on a case-by-case basis.
 - c. Lot orientation at intersections of cul-de-sacs and other roadways should be consistent, with all lots fronting on the cul-de-sac.
 - d. Use cul-de-sacs and "eyebrows" to maximize the number of lots oriented towards views, open space and amenities, as well as minimizing the amount of double fronting onto collector streets (See Figure 2.4.E).

C. Cluster Residential

The use of innovative design concepts, such as cluster development and diagonal or "Z" lot configurations, to create a feeling of openness and a visually diverse community is encouraged within Rock Creek Ranch .

1. Building Relationships: Cluster developments may include a variety of innovative unit types with building characteristics ranging from single family detached patio or zero-lot-line homes to single family attached unit types. There-

SINGLE FAMILY LOT LINES

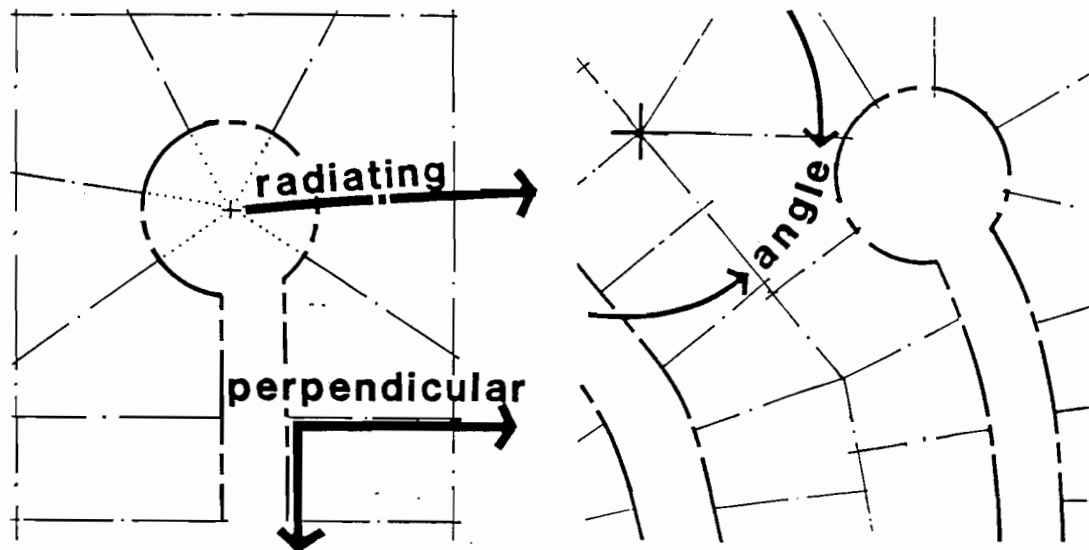
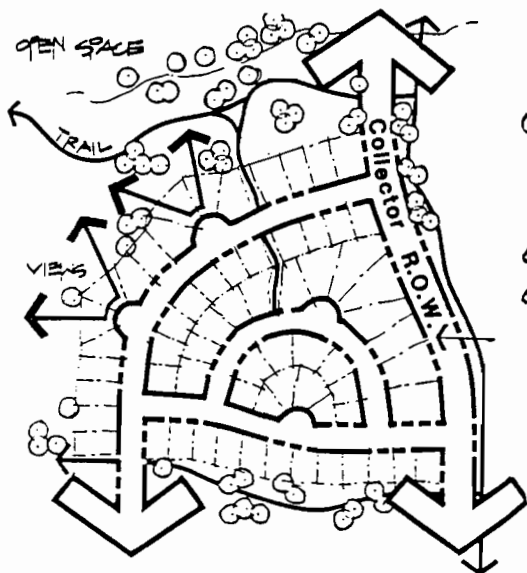


FIGURE 2.4 D

LOT ORIENTATION TOWARD OPEN SPACE



CUL-DE-SACS CAN REDUCE NUMBER OF LOTS DOUBLE FRONTED ON A COLLECTOR, WHILE EYERROWS OR CUL-DE-SACS CAN ORIENT LOTS TOWARD OPEN SPACE, VIEWS OR PROJECT AMENITIES.

A MINIMUM OF FOUR ABUTTING LOTS SHOULD OCCUR IN THE SAME ORIENTATION WHILE LOTS WHICH BACK ONTO COLLECTORS OR ARTERIALS SHOULD BE OF GREATER DEPTH.

FIGURE 2.4 E

fore, criteria for building relationships, orientation and unit delineation may borrow from both the Single Family Detached and Single Family Attached sections of this document (See Figure 2.4.F).

In addition to these criteria, the following design items should be considered:

- a. Individual lots and buildings shall be arranged and situated to relate to surrounding properties to provide improved views from the buildings.
- b. Individual lots, buildings, streets and parking areas shall be situated to avoid the adverse effects of shadows, noise and traffic on the residents of the site and to lessen the area devoted to motor vehicles.
- c. Diversity and originality in lot layout and individual building design shall be encouraged to achieve a more compatible relationship between development and the land.
- d. Common open space intended for a recreation or public use shall be easily accessible to pedestrians. Open space intended for scenic value shall be visible from a significant number of units or buildings.

D. Single Family Attached/Multi-Family Communities

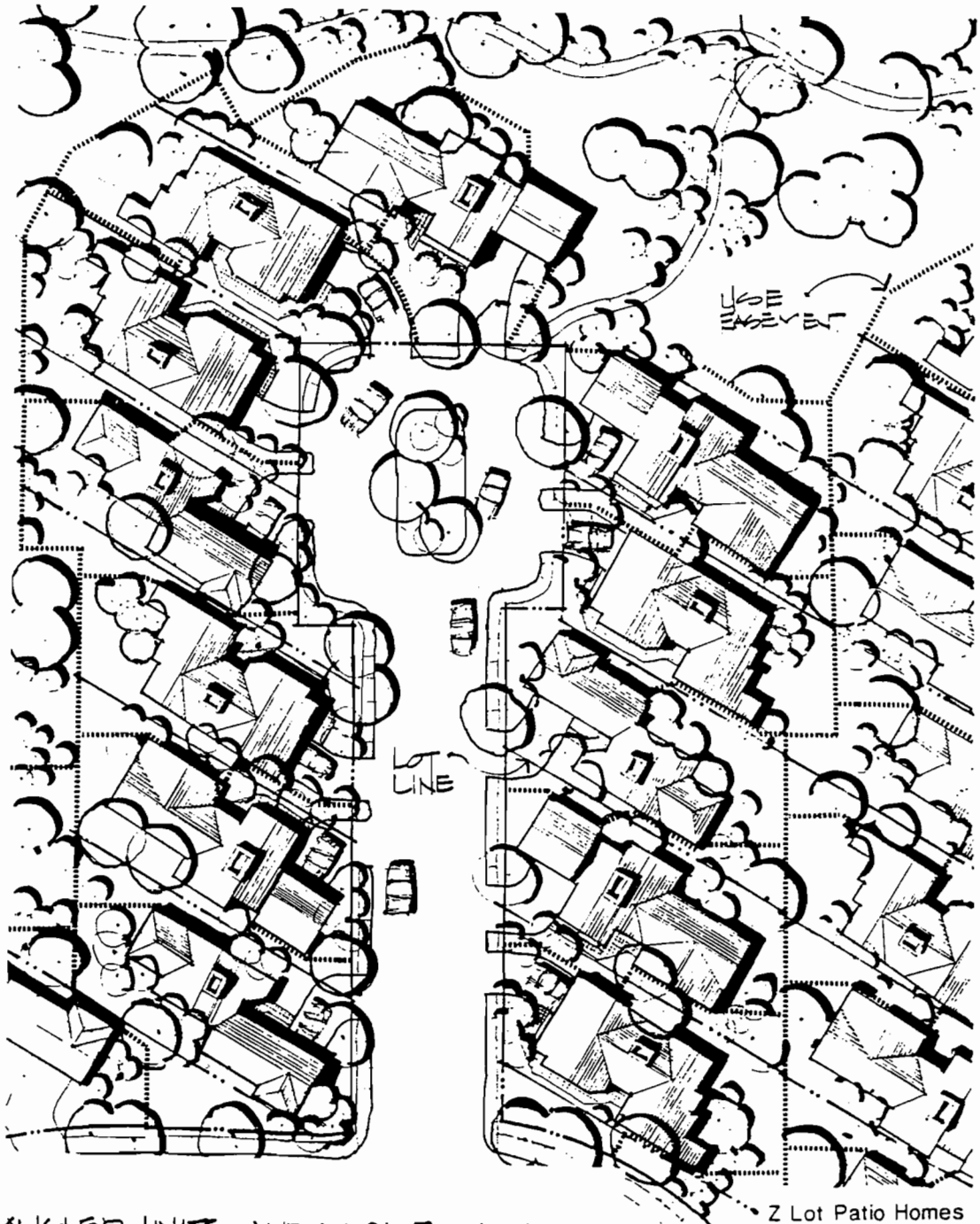
The following site planning principles, when adhered to, will allow the implementation of Single Family Attached/Multi-Family developments which are not only marketable and profitable, but also offer the essential "quality of life" elements of privacy and individuality, not typically found in higher density communities.

1. Building Relationships: The relationship and orientation of structures are of utmost importance in maintaining a sense of openness. The following criteria shall be utilized regarding building relationships and layout.
 - a. Buildings shall be sited to maximize the feeling of open space and, whenever possible, be oriented toward

UNIT CONFIGURATION & OPEN SPACE ACCESS

OPEN SPACE IS EASILY ACCESSED FROM SURROUNDING UNITS.

LANDSCAPING SHALL OCCUR IN AUTO COURTS OR AREAS OF EFFICIENT USE TO ACCOMMODATE COURTYARDS.



ANGLED UNITS AND VARIATION IN DRIVEWAY ORIENTATION PROVIDE ADDED INTEREST TO STREETSCAPE.

FIGURE 2.4 F

and/or be incorporated into the Rock Creek Ranch planned open space/amenity system.

- b. In single family attached developments, no more than six (6) units should be allowed per building.
- c. In order to provide visual interest within projects, buildings shall not be:
 - Sited parallel to each other but rather be at slightly varying angles.
 - Sited end to end, therefore creating visual "alleys".
 - Sited parallel to roadways or parcel boundaries.
 - Sited in such a manner as to restrict landscape areas between the buildings and parking areas, roads and other adjacent land uses.
 - Lined up on minimum setback lines (See Figure 2.4.G).

2. Unit Delineation: In single family attached developments, individual dwelling units should be staggered to create the appearance that the structure is a cluster of individual homes. The same principle should apply to multi-family buildings, although the variation in building facades may not reflect the exact limits of individual units. General criteria for unit delineation shall include the following:

- a. Avoid single plane facades.
- b. Provide separate entries to enhance individual homeowner identity.
- c. Utilize entry courts to provide a pleasant transition from public parking areas into individual entrances and emphasize the feeling of privacy and exclusivity (See Figure 2.4.H).

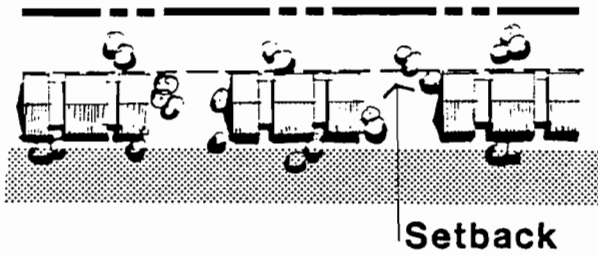
E. Non-Residential Development

The character and nature of non-residential areas are equally important to the residents of Rock Creek Ranch as are their residential neighborhoods. Particular attention should be provided

BUILDING/SETBACK RELATIONSHIPS

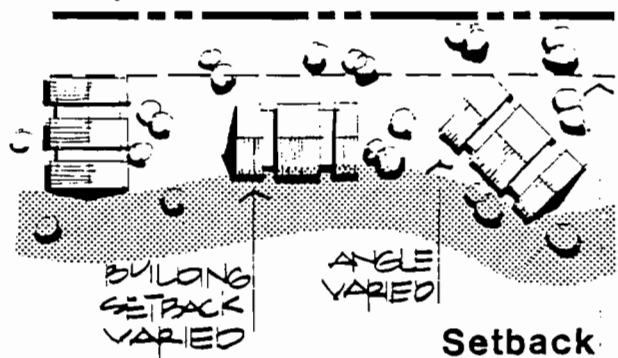
UNACCEPTABLE

Parcel Boundary



DESIRABLE

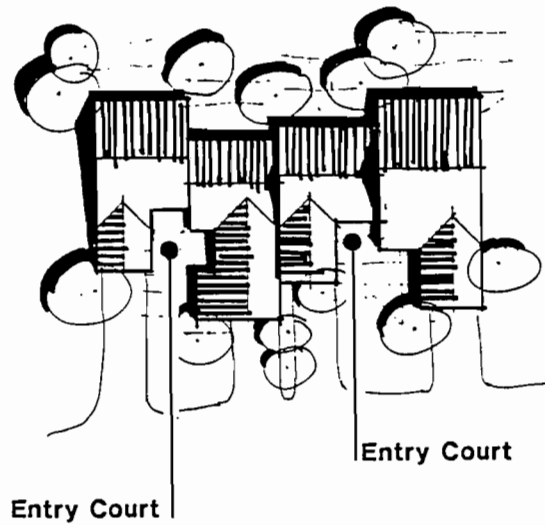
Parcel Boundary



BY VARYING DISTANCE OF SETBACKS AND THE ANGLE AT WHICH THE BUILDING IS ORIENTED WILL IMPROVE VISUAL CHARACTER THROUGH THE ELIMINATION OF THE "CORRIDOR EFFECT"

FIGURE 2.4 G

INDIVIDUAL ENTRIES



DWELLING UNITS AND FACADES ARE STAGGERED TO INCREASE INDIVIDUAL UNIT IDENTITY

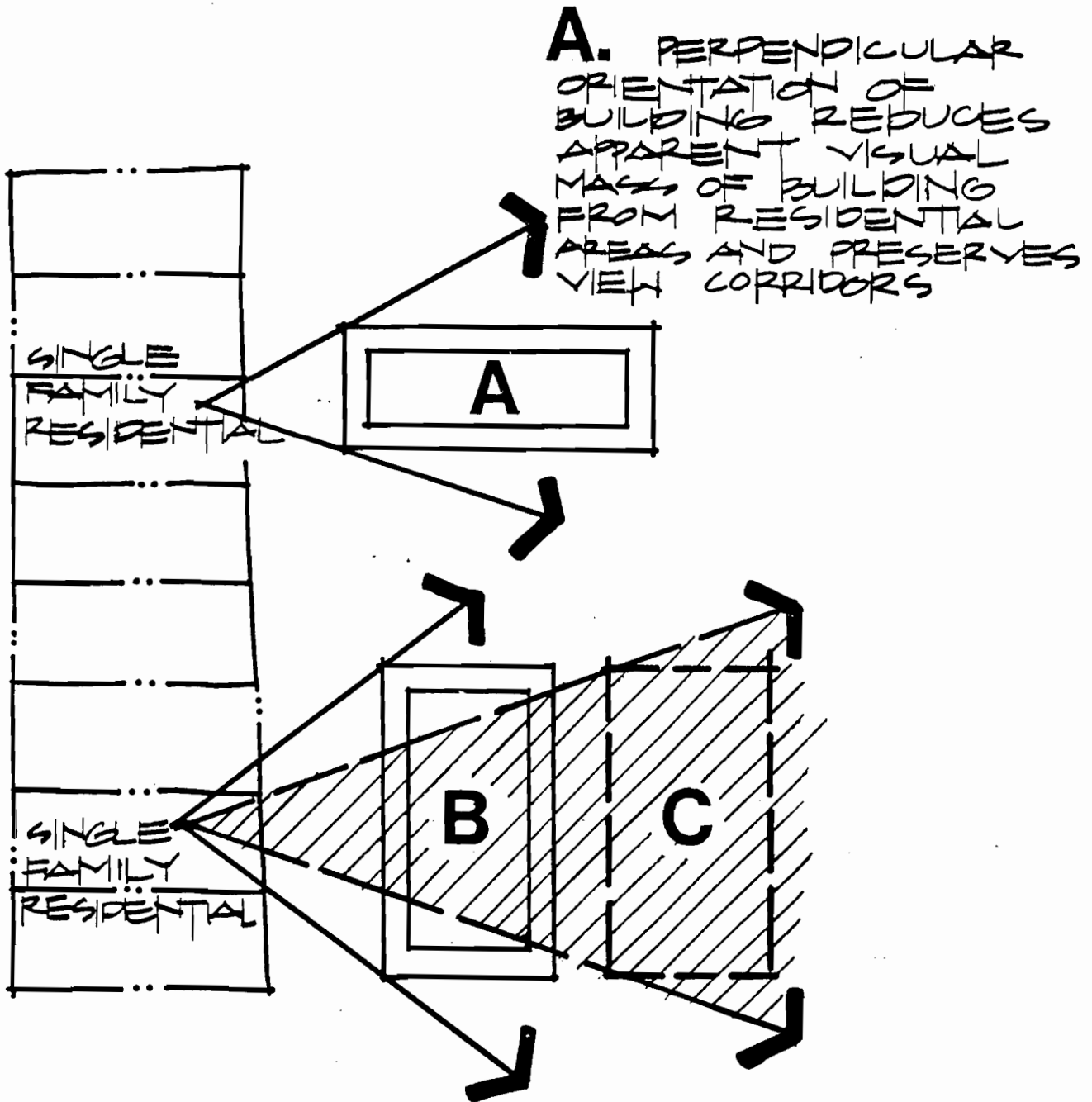
FIGURE 2.4 H

in those areas where non-residential and residential uses abut. Use of the following design criteria in conjunction with the rule of compatibility contained in Section 6.2 of the Development Standards will ensure all uses of compatible site planning with the least amount of visual impact.

1. Building Relationships:

- a. All office and commercial development within Rock Creek Ranch shall be sensitive to the surrounding environment and proposed development in terms of scale and arrangement of buildings.
- b. Buildings shall not be placed parallel to streets in typical "strip commercial" fashion. (Buildings may be placed parallel to streets if building locations are staggered along the street, adequate depth for parking courts is provided and street access points are minimized.) This clustering of buildings around parking courts and pedestrian areas will encourage easy walking movement between shops, offices and services and will provide visual interest.
- c. All non-residential buildings exceeding the height of adjacent residential structures should orient their longest facades perpendicular to the adjacent use and/or step back the facing wall accordingly (See Figure 2.4.I).
- d. Non-residential buildings adjacent to residential uses must meet the minimum setback and be set back at least one (1) foot for each one (1) foot of building height over 35'. This additional setback area may be used for parking, circulation, service or open space linkage. See Section 6.0 of the Rock Creek Development Standards for rules of compatibility.
- e. If parking, circulation or service functions are to occupy this additional setback area, landscaping, fencing and other screening or buffering elements shall be required to create a softer edge and provide a visual transition between uses (See Section 5.6 of these Criteria and also Section 6.0 of the Development Standards).

NON-RESIDENTIAL BUILDING ORIENTATION



A. PERPENDICULAR ORIENTATION OF BUILDING REDUCES APPARENT VISUAL MASS OF BUILDING FROM RESIDENTIAL AREAS AND PRESERVES VIEW CORRIDORS

B. PARALLEL ORIENTATION OF EQUAL SIZE BUILDINGS RESTRICTS VIEWS FROM RESIDENTIAL AREAS AND INCREASES VISUAL MASS OF BUILDINGS.

C. IN CASES WHERE PARALLEL ORIENTATION IS UNAVOIDABLE, SETBACK FROM RESIDENTIAL AREAS SHOULD BE INCREASED TO REDUCE VISUAL IMPACT.

FIGURE 2.4 I

3.0 ARCHITECTURAL CONTROL CRITERIA

3.0 ARCHITECTURAL CONTROLS

3.1 INTENT

The intent of this section is to establish architectural standards and controls that ensure compatibility and harmony within the community of Rock Creek Ranch. The establishment of a high level of visual quality and diversity within the community, will ensure that property values are maintained.

Additional architectural requirements, pertaining to an individual planning area or group of planning areas may be implemented by the Master Developer, Builder or the appropriate Homeowners Association. The covenants, controls and restrictions (CCR's) provided with the plat for a particular area should be referred to for any additional requirements.

3.2 GENERAL ARCHITECTURAL CRITERIA

A. Compatibility

All structures within each development area shall be visually compatible and architecturally similar with structures in the same area and the surrounding landscape. Structures within the same area shall be of similar type, size and scale and shall be designed in a manner that does not cause visual competition among buildings (Architectural character will be established at the time of final plat site plan submittal).

B. Building Heights

1. Variations of building heights, within permitted limits, are encouraged. The Committee, however, will discourage and may prohibit the construction of dwelling units or other structures whose height appears excessive from roads, open space or adjacent lots.
2. In areas adjacent to buildings of a lesser height, a gradual transition shall be provided relative to building height in order to better integrate the two uses visually.

C. Accessory Structures

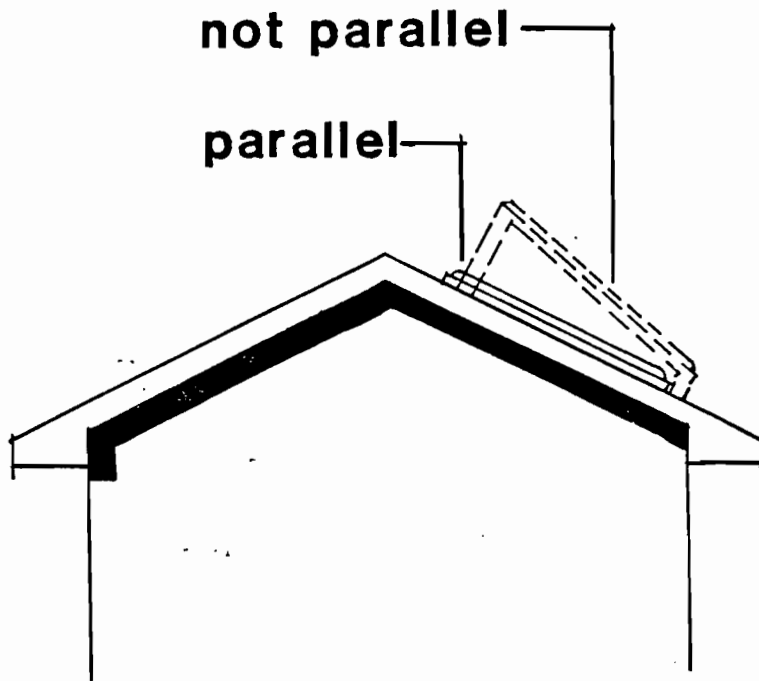
1. Accessory structures will be permitted if integrated with the main structure so not to appear as an afterthought. The material, color and textures of these structures including, but not limited to trash enclosures, garages and drive through windows, shall be architecturally compatible with adjacent buildings and/or with the building it serves.
2. Other utilitarian structures such as satellite dishes, transformers, trash compactors, refrigeration units, etc. will be enclosed by a suitable structure with similar material, color and texture as the building or building groups being served or be appropriately screened. (See Section 4.5.C of these Criteria.)
3. Other architecturally compatible structures may be required to screen activities associated with a building use that results in glare or produce noise (i.e. welding, automobile work, etc.) or be otherwise visually disruptive.
4. Accessory structures on roofs such as skylight or solar collector hardware, duct work and flashing, shall be painted to match roof colors or painted a complimentary dark color. Skylights and solar panels shall be installed so as to prevent reflected glare (See Figure 3.2.A).

D. Energy Conservation

1. Energy conservation practices through siting, landscaping measures, construction practices, such as, natural daylighting and earth shelters and passive solar design are encouraged wherever feasible in Rock Creek Ranch.
2. Active solar applications are also encouraged when designed as elements integral to the architecture such as in building walls, atriums, roof treatments, etc.

E. Noise Mitigation

Buildings located adjacent to major highways should consider noise mitigation measures. Noise insulation of walls and double glazing of windows in conjunction with other measures shall enhance noise mitigation.



ROOF APPURTENANCES,
SUCH AS SKYLIGHTS
AND SOLAR COLLECTORS,
SHOULD BE MOUNTED
PARALLEL TO THE ROOF
PITCH AND AS FLUSH AS
PRACTICAL

3.3 RESIDENTIAL DESIGN CRITERIA

A. Single Family Detached and Cluster Residential Communities

1. Building Mass:

- a. Multiple plane elevations, varied roof heights, types and roof overhangs, shall be required to provide visual interest and depth by increasing the amount of shade and shadow (See Figure 3.3.A.)
- b. Additionally, bay windows, cantilevered second floors protruding chimneys, garages, covered porches and stepped foundations, when appropriate, shall be encouraged to portray a three dimensional mass and more of a "custom built" appearance. (See Figure 3.3.B.)
- c. Building types shall vary to add variety and avoid monotonous repetition. Where buildings are walk-outs that step down a slope, the high unusable areas under buildings shall be enclosed to unify the building with the site.

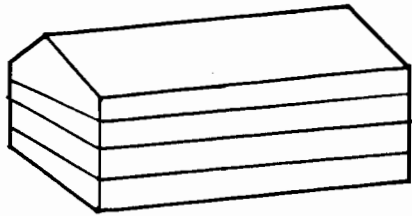
2. Exterior Design Elements:

- a. Exterior details such as stairways, gutters and downspouts should be integrated into the architectural design to enhance the overall building form. Where feasible, building details should be repeated on all sides of the building and appear real and functional. Structures for recreation uses shall also consist of similar materials, colors, textures and forms.

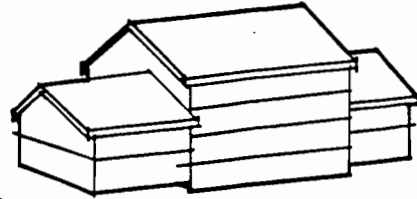
3. Exterior Materials and Colors:

- a. Material selection by the applicant, is an important aspect in developing a strong architectural and neighborhood character. The colors and textures of materials, shall vary throughout single development areas in order to provide individuality and avoid monotony. However materials shall not be so varied as to create a patchwork effect.

MULTIPLE PLANE ELEVATIONS



UNACCEPTABLE



ACCEPTABLE

ELEVATIONS CONTAINING A SINGLE PLANE WITH A STANDARD HIP ROOF ARE VISUALLY MONOTONOUS AND ON UNITS OF TWO OR MORE STORIES ARE UNACCEPTABLE. AN ACCEPTABLE ALTERNATIVE WOULD BE MULTIPLE PLANE ELEVATIONS AND VARIATION IN ROOF PATTERN.

FIGURE 3.3 A

DESIGN ELEMENTS

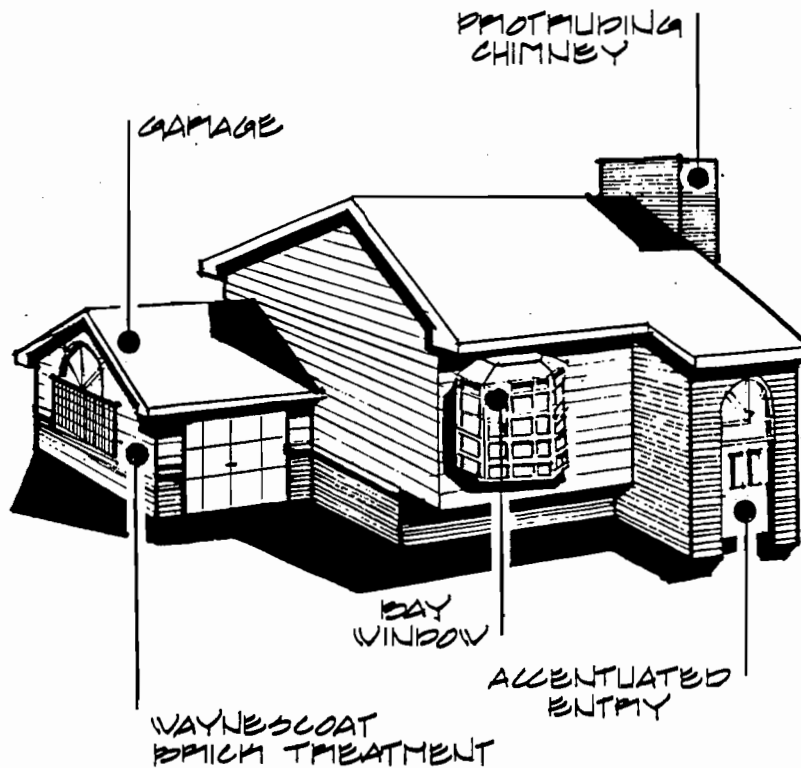
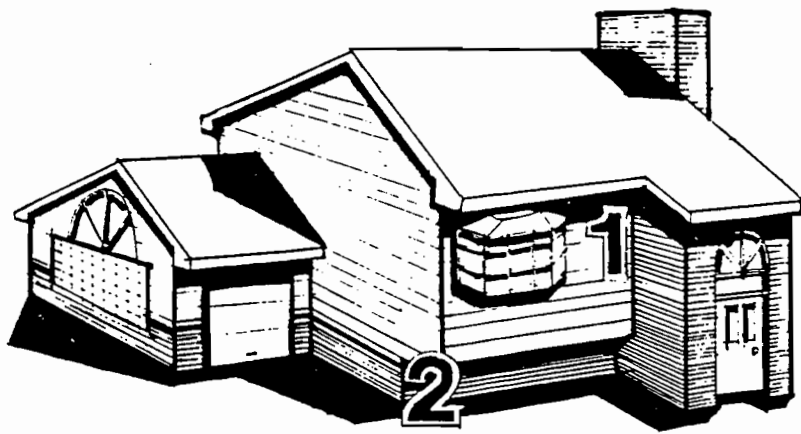


FIGURE 3.3 B

ACCENT MATERIALS



1 WHEN MORE THAN ONE EXTERNAL MATERIAL IS USED, THE MATERIALS SHOULD COMPLEMENT EACH OTHER AND SHOULD END ON INSIDE CORNERS.

2 WHEN BUILDING ELEVATION HAS MORE THAN ONE PLANE, EACH PLANE SHOULD CONSIST OF ONLY ONE BUILDING MATERIAL.

FIGURE 3.3 C

SFA/MF ARCHITECTURAL ELEMENTS



MULTIPLE PLANE FACADE

ACCENT MATERIAL SHOULD END ON INSIDE CORNERS.

FIGURE 3.3 D

- b. Exterior materials shall generally accentuate and compliment the height and mass of the structure. There should generally be one dominant building material. Where material accents are brick and stone, their placement should be designed to end on inside corners (See Figure 3.3.C.). Materials consisting of reflective aluminum or glass shall be prohibited on residential structures. External material color shall be generally subdued in nature. Muted tones are recommended although accent colors, used judiciously and with restraint, may be permitted.

B. Single Family Attached Multi-Family Communities

1. Building Mass:

- a. Where practical, single family attached/multi-family buildings shall be designed with multiple plane facades that create visually interesting elements and avoid concentrations of repetitive building types and monotonous box like structures. As mentioned in Section 2.4, variation in single family attached building facades can be accomplished by staggering individual dwelling units. In the case of multi-family housing, variations in the facades are of even greater visual importance, although they may not actually reflect separate dwelling units.
- b. At a minimum, minor variations of building heights and roof ridge lines shall be required to add visual interest to the building mass and help reduce the overall visual impact (See Figure 3.3.D.). This variation and stepping down the ends of buildings may also be achieved by providing one less floor, a clipped roof or a shed type roof. Buildings that step down a slope should give the appearance that the structure grows out of the site by enclosing high unusable areas under buildings.

2. Exterior Design Elements:

- a. Exterior building details, such as, building entries, stairways, all upper decks and balconies, gutters and

downspouts should be integrated into the architectural design to unify the overall building form. Structures used for recreational purposes shall also consist of similar form, texture, color and materials as surrounding structures to provide unity throughout the development. Building details where feasible should be repeated on all sides of the building and should appear real and functional.

- b. In an effort to reduce the occurrence and resulting negative visual appearance of outdoor storage of bicycles, barbecues, etc. Individual enclosed storage areas should be provided in the design of multi-family communities.

3. Exterior Materials and Colors:

- a. Material selection is an important aspect in developing a creative architectural character and defining a strong sense of place and personal identity. Typically, single family attached/multi-family communities use similar materials and colors throughout. However, to avoid monotony and increase marketability, accent colors and materials, used judiciously, will produce a more striking effect and provide identity.
- b. Exterior materials shall accentuate and compliment the height and mass of a structure. Due to the imposing nature of single family attached/multi-family buildings the exterior materials should utilize subdued colors and muted tones.
- c. Where two (2) or more story buildings are planned, the use of horizontal rather than vertical facade treatment is recommended. The use of stone or brick should be carefully considered so as not to create a top-heavy appearance. Where brick and stone accents are used, their placement should be designed to end on inside corners (See Figure 3.3.D.)

C. Roof Treatment

- a. Recommended roof materials include wood and asphalt shingles, clay or concrete tiles. Other materials may be considered, except those producing a shiny or glaring effect. In general, the color of roof materials should be dark hues and earth tones which accent and compliment other building colors.
- b. Variations of roof colors, within a development, are encouraged to reduce the potential for a monotonous visual appearance. A patchwork or checkerboard appearance, however, shall be avoided.
- c. Roof forms in general shall utilize the gable configuration with complementing sheds and dormers. Other types of roofs shall be considered on a case by case basis. Roof slopes shall be a minimum of 6 feet in 12 feet to a maximum of 12 feet in 12 feet unless otherwise approved by the Committee.

3.4 NON-RESIDENTIAL CRITERIA

A. General Criteria

1. Building Mass and Theme:

The use of thematic architectural schemes for all non-residential uses is encouraged to create architecturally and visually identifiable groups of buildings within Rock Creek Ranch. Compatibility among groups of structures will be evaluated in terms of scale, height, bulk, fenestration types (facade detailing), roof slope, use of exterior materials and external coloration. (See Figure 3.4.A.)

2. Building Design:

- a. A relatively wide variety of architectural designs are permitted throughout Rock Creek Ranch. However, it is intended that a basic harmony of architecture should prevail throughout the community so that no building shall detract from the overall development.

THEMATIC ARCHITECTURE

SIMILAR FACADE DETAILING
& EXTERIOR MATERIALS SHALL
BE USED.

REPEATED ROOF SHAPES
UNIFIES SITE DEVELOPMENT

ARCHITECTURAL FORMS & ELEMENTS
PROVIDE UNITY WHEN REPEATED

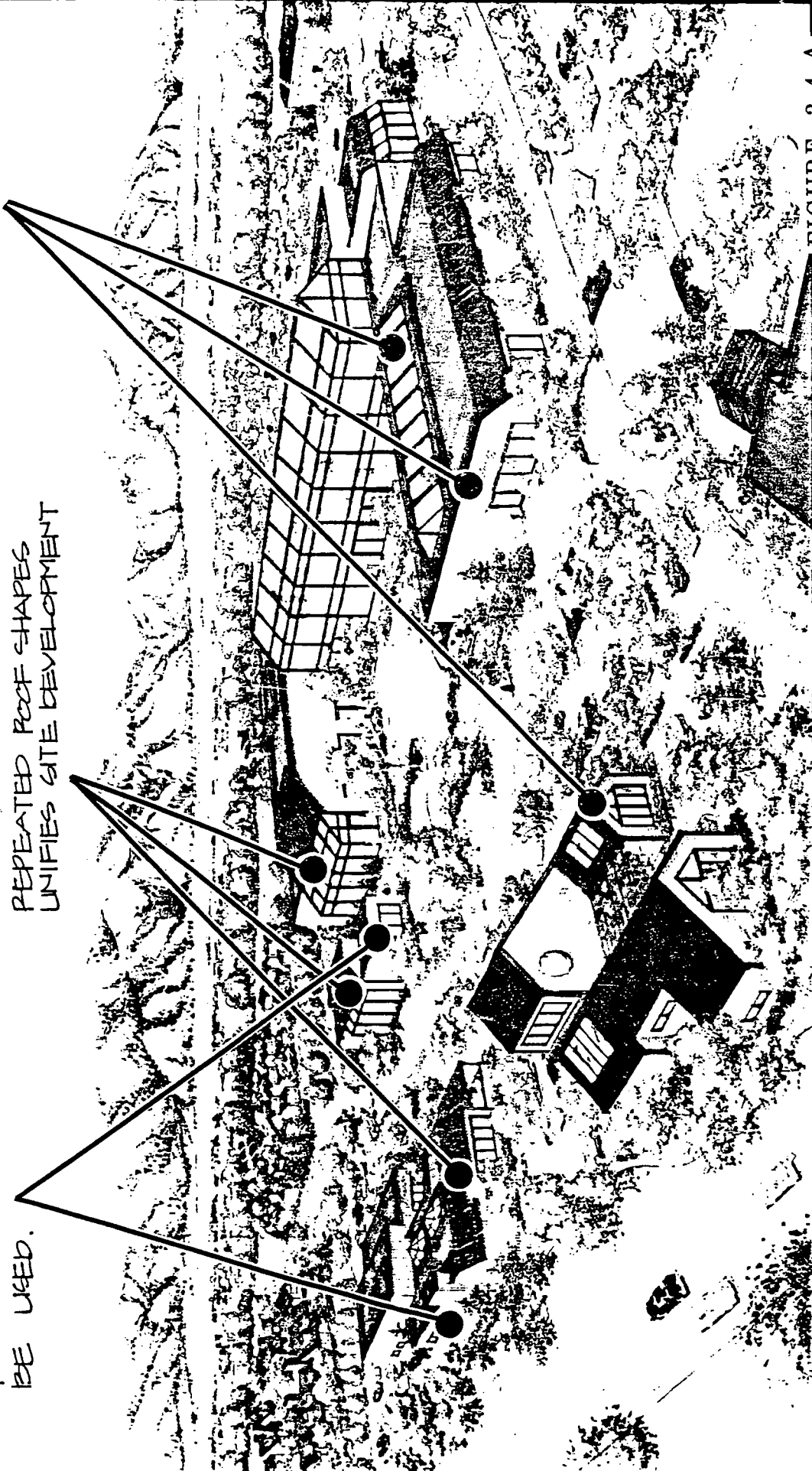


FIGURE 3.4 A

- b. Buildings shall be clustered to form courtyards and plazas to encourage pedestrian activities. These courtyards, plazas and terraces should be incorporated into the architectural design of the building and, where feasible should be oriented southward to maximize ease of access and comfort for as much of the year as possible.
- c. Buildings should be oriented so as not to obstruct desired views from adjacent buildings.

3. Building Entrances:

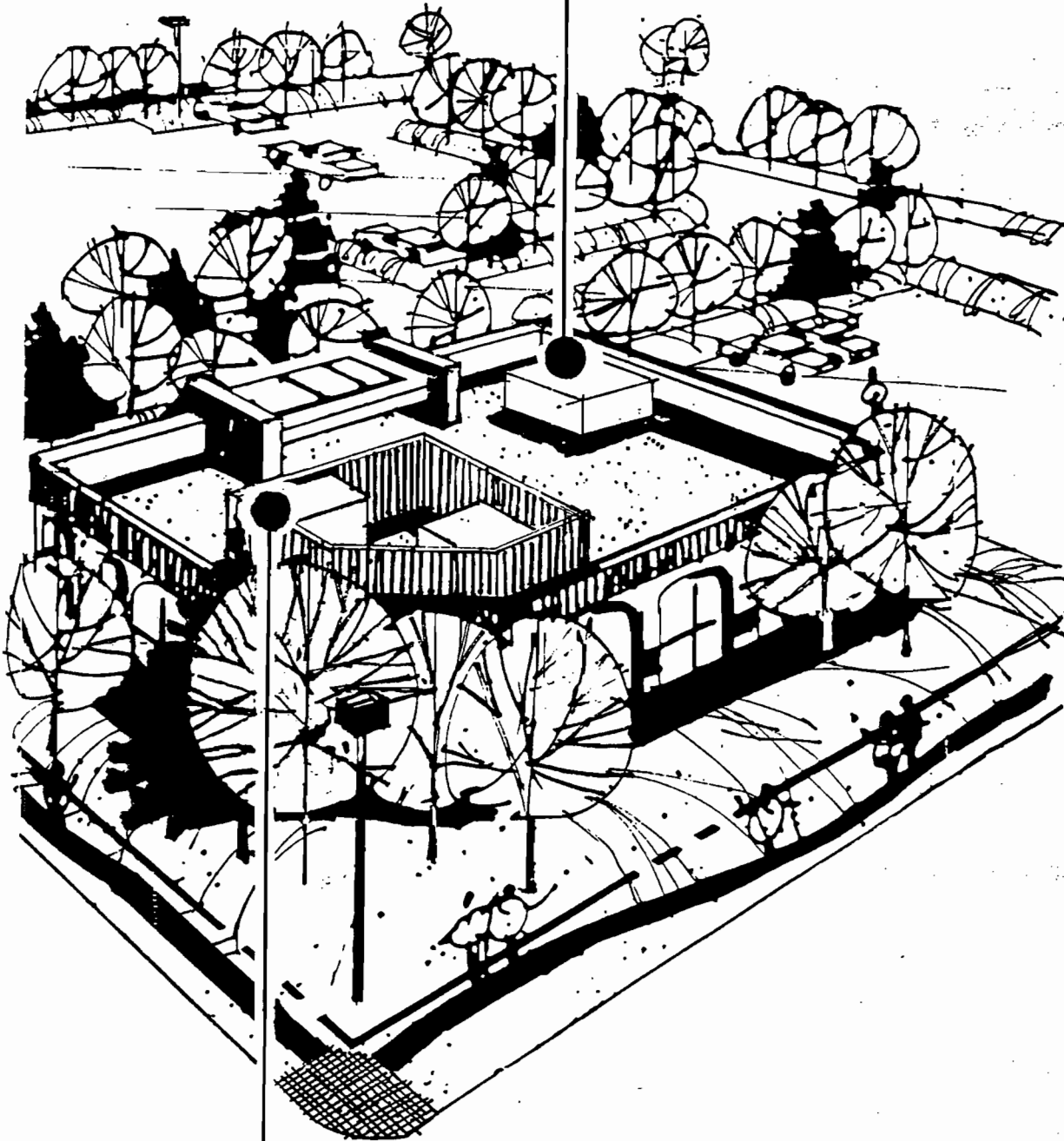
- a. Primary entrances shall be designed to be clearly identifiable from major entry drives and/or drop-off areas.
- b. Building entranceways should create a transition from the building to ground. This may be accomplished through landscaping and grading, or by incorporating walls and terraces to create such a transition.
- c. Secondary entrances shall be conveniently located to pedestrian circulation systems and must be visible from adjacent parking areas.
- d. Service entrances and loading areas should be oriented away from major streets and screened with walks, earthberms, landscaping, or any combination of the above. Screening materials should be similar to those of the adjacent building.

4. Roof Treatment

- a. Rooflines and roofscapes shall be designed to consider the views of taller or up slope buildings. Vents, heating/cooling devices, pipes and other appurtenances shall be grouped to avoid continuous visual interruption of rooflines. All such appurtenances shall be enclosed or visually screened to appear compatible with the architecture and surroundings (see Figure 3.4.B).

ROOF APPURTENANCES

LOW ROOF APPURTENANCES
MAY BE SHIELDED
FROM VIEW BY PARAPET
OF EQUAL OR GREATER
HEIGHT OR LOCATING
TOWARD CENTER OF
ROOF



TALLER ROOF APPURTENANCES
SHALL BE SCREENED FROM
VIEW BY FENCING MATERIAL
MATCHING THAT OF PARAPET
OR EXTERIOR BUILDING
MATERIAL

FIGURE 3.4B

- b. Flat roofs on any structures shall be designed to adequately meet the demands of local climate conditions and snow loads. Gable roof slopes shall be a minimum of 6 feet in 12 feet to a maximum of 12 feet in 12 feet unless otherwise approved by the Committee.
- c. Recommended roof materials include: natural or composition shingles and shakes, clay tile, non-reflecting anodized or baked enamel finished metal, and composition rolled roofing.
- d. Other materials will be considered, with the exception of shiny or glare-producing products.

5. Exterior Materials and Colors

- a. Materials, colors and textures shall be selected to provide specific identity and be visually compatible with adjacent land uses and neighborhoods. Materials with reflective qualities that may be disturbing to adjacent uses will not be allowed.
- b. Although similar exterior materials and colors may be used throughout an office light industrial or commercial center to maintain continuity, variations in materials and accent colors are encouraged to add interest. Strongly contrasting colors and materials shall be reserved for accents such as building entrances.

B. Retail and Commercial Criteria

1. Building Design:

In order to create a high level of pedestrian interest and orientation the following criteria shall be utilized in building design:

- a. Shopfronts, windows and display areas shall be attractively designed to encourage pedestrian interaction.

- b. Large expanses of blank walls shall be discouraged.
- c. Double sided buildings which relate to parking areas and pedestrian courts shall be encouraged.
- d. Entryways for individual business' should be easily identifiable. The use of projecting foyers, roofed porches, awnings, atriums or galleries is highly desirable and encouraged.
- e. Parking areas shall be located in close proximity to store fronts for easy pedestrian access. Accessory items such as sheltered walkways may also be considered.

2. Roof Treatment

- a. A sloping roof forms are encouraged, especially at entrances and high visibility or activity areas, to provide a sense of scale.
- b. All exposed sloping roofs of a building or group of buildings shall be of the same color and materials.

3. Exterior Materials and Colors

- a. Colors, materials and finishes shall be coordinated in a consistent manner on all elevations. Materials with reflective qualities that may be disturbing to adjacent uses will not be allowed.
- b. All exterior walls may be finished with the following as approved by the RCDRC:
 - o Brick or textured masonry units
 - o Natural Stone
 - o Textured or exposed aggregate concrete
 - o Wood or wood siding
 - o Aluminum and glass materials (excluding large expanses of corrugated metal siding)
 - o Painted concrete or cinder block finishes are not acceptable.

C. Light Industrial and Low-Rise Office Criteria

1. Building Design

Within Rock Creek Ranch it is intended that low-rise office/light industrial buildings or complexes be designed in harmony with the surrounding community and environment while still allowing for the needed functions of such uses. In order to do so, the following criteria shall be utilized:

- a. Architectural elevations, building floor plans and multi-structure complexes shall be designed and orientated to present attractive facades and primary entrances toward major transportation routes and where highly visible from residential or community open space areas. Where possible, loading docks, distribution and service areas shall be screened from view.
- b. Building facades shall provide continuity throughout a complex by repeating design elements, color and textures. To create visual interest, facades should be enhanced through the use of architectural detailing, berming and landscaping.
- c. Continuity of building facades shall not be at the expense of individual business identity. Individual entries and signage should be identifiable and clearly visible from parking areas. Where entries are shared, directory signs shall be provided.
- d. Entryways should be highlighted through the use of projecting foyers and/or accent materials.
- e. Where possible, outdoor open space areas shall be incorporated into building designs.

2. Roof Treatment

- a. Sloping roof forms are encouraged to add continuity to building facades. Identify entryways and create a sense of scale.

- b. All exposed roof slopes on a building or group of building shall be of the same color and materials.
- c. Development of rooftops for recreational uses or landscaping is encouraged.

3. Exterior Materials and Colors

- a. Colors, materials and finishes shall be coordinated in a consistent manner on all elevations. Reflective materials that may be disturbing to adjacent uses will not be allowed.
- b. All exterior walls may be finished with the following, as approved by the RCDRC:
 - o Brick on textured masonry units
 - o Natural stone
 - o Textured or exposed aggregate concrete
 - o Aluminum and glass materials (excluding large expanses of corrugated metal siding)
 - o Painted concrete or cinder block finishes only in areas of vary low visibility (ie., loading and service areas)

D. Mid To High-Rise Office and Hotel Criteria

1. Building Design

Design of mid to high-rise structures within Rock Creek Ranch must provide a strong sense of transition from the building's mass to a human or pedestrian scale. The following criteria shall be utilized in order to accomplish this:

- a. Due to the required high visibility of these uses and there location between major transportation ways and local access streets, buildings shall be designed to be viewed from all sides.
- b. Parking structures or other accessory structures shall be integrated into the architecture and should be designed to create a strong "tie" to the ground, as well as providing a height transition.

- c. Pedestrian level floors shall provide architectural detailing, landscaping and other elements to attract pedestrian activity. These areas, particularly near entryways, shall be designed to provide a gradual transition from the outdoor to the indoor environment.
- d. In order to provide a needed sense of scale, transitional areas, whether outdoors or indoors (ie., foyers, atriums or galleries) shall contain human scale materials, detailing and elements.

2. Roof Treatment

- a. Lower level rooftop areas, which are highly visible from above and of particular concern. Placement of mechanical equipment on these is discouraged unless it is completely screened.
- b. Development of roof tops for recreational uses of landscaping is encouraged.

3. Exterior Materials and Colors

- a. Colors, materials and finishes shall be consistent on all elevations.
- b. In order to provide a better sense of scale and a more interesting facade, exterior materials shall be utilized to define individual floors or a combination of two floors at a time.
- c. All exterior walls may be finished with the following, as approved by the RCDRC:
 - o Brick or textured masonry units
 - o Architectural finished concrete
 - o Natural stone
 - o Aluminum and glass materials (highly reflective metal or glass skins are discouraged and will be permitted at the discretion of the RCDRC only when they do not adversely affect adjacent uses. In certain locations FAA regulations may prohibit the use of such materials.

- d. Color of materials shall be reviewed by the RCDRC on a case by case basis, but in general, natural earth-toned colors are encouraged.

4.0 COMMUNITY DESIGN ELEMENTS

COMMUNITY & OPEN SPACE FENCING

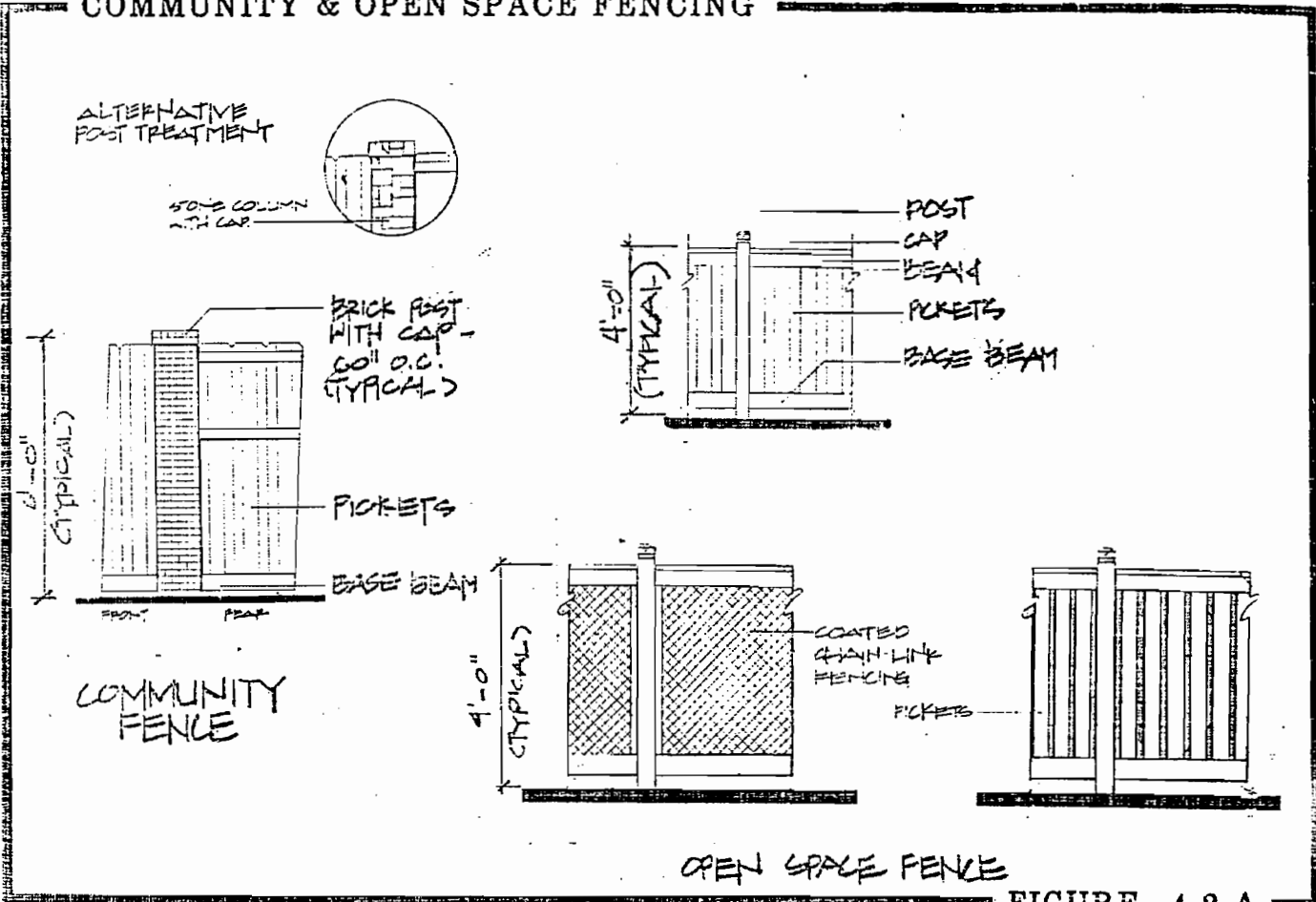


FIGURE 4.2 A

RESIDENTIAL FENCING

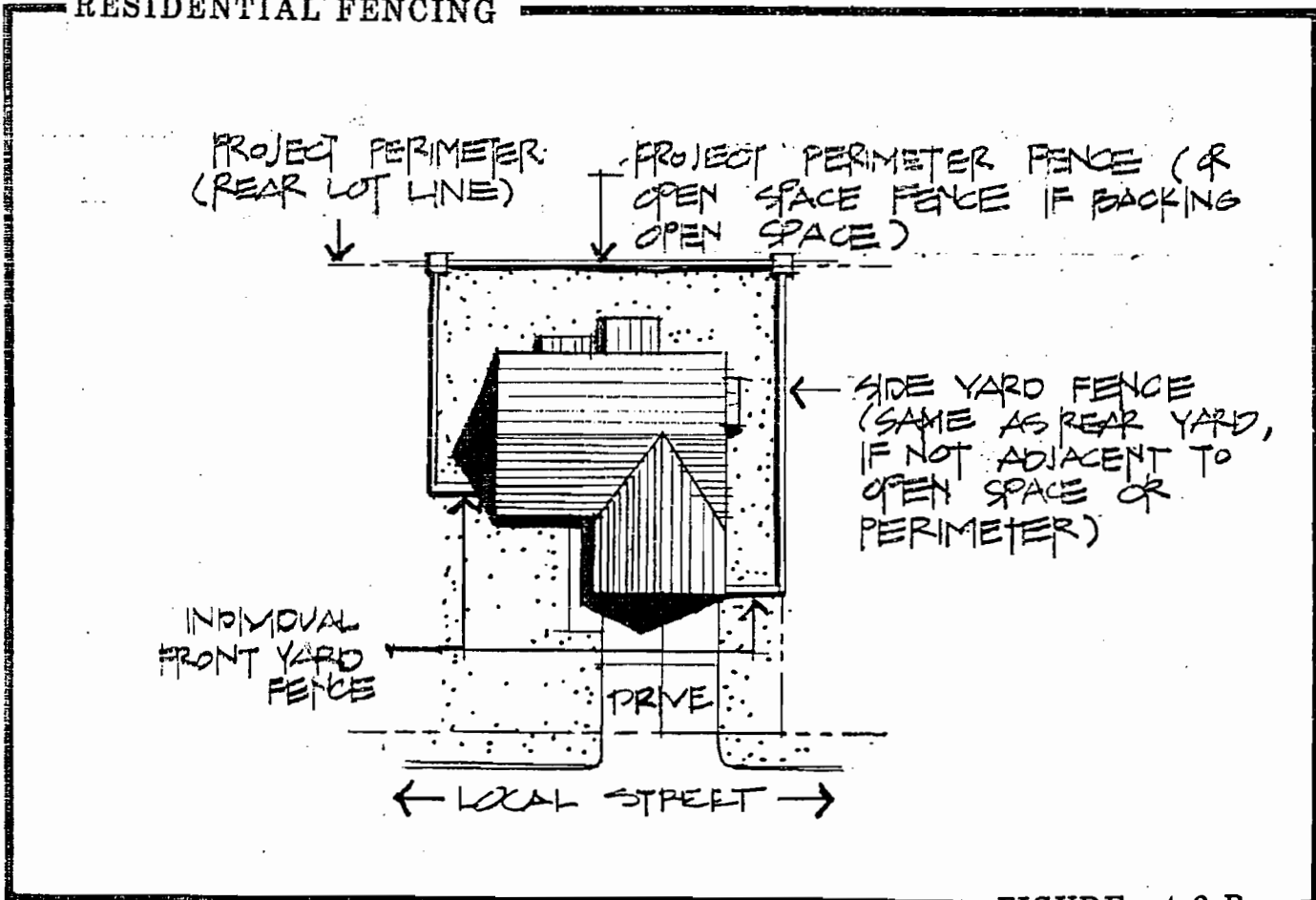


FIGURE 4.2 B

4.0 COMMUNITY DESIGN ELEMENTS

4.1 INTENT

Community design elements at the scale of the pedestrian create visual amenities and demonstrate a design philosophy that presents Rock Creek Ranch as a well-planned, cohesive community. The intent of well-designed, street-scale community elements is to provide a uniform, recognizable visual theme throughout the development, demonstrating a high level of quality and maintenance. The criteria established in this chapter will provide builders and developers with a program outlining the level of quality, uniformity of design, style and format for these community elements.

4.2 FENCING AND WALLS

A. Fences

A fence hierarchy has been developed for Rock Creek Ranch which is intended to unify the visual appearance of the entire development. This hierarchical system is described as community fence, residential fence, and non-residential fence.

1. Community Fence: A perimeter community fence of uniform design will be located along the perimeter of Rock Creek Ranch and along those major internal rights-of-ways shown on the Final Development Plan (Figure 4.2.A. illustrates one possible design). At project and neighborhood entries and in non-residential areas this fence may be modified to accommodate entry character. Community fences will not be required in non-residential areas and may be waived by the Committee on a case by case basis, if not appropriate or necessary due to the nature of the use or requirements for access and visibility. All areas, however, will receive some form of perimeter landscaping treatment.
2. Residential Fencing: Within residential areas four conditions occur requiring different design solutions. (See Figure 4.2.B.)
 - o Perimeter project fence

- o Individual front yard fences
 - o Side and rear yard fences
 - o Rear and side yard fences abutting open space
- a. Perimeter Project Fence

Although use of the uniform community fence as the perimeter project fence for individual developments is strongly encouraged, alternative designs will be considered by the Committee on a case by case basis.

b. Individual Front Yard Fences

To maintain a quality image within the single family detached neighborhoods, each builder shall be encouraged to install fences of uniform design (maximum 6 feet in height) from the building side to the side yard property lines.

Fencing between yards will create the appearance of larger side yards between homes, and will also screen unsightly views or storage areas along the side of homes. Fencing along front property lines may be allowed if in compliance with the open space fencing described in item d. below.

c. Side and Rear Yard Fences

In situations where side and rear yards abut other yards, fencing shall be at the discretion of the individual builder. Fencing shall be of a uniform design and a maximum of six (6) feet in height.

d. Open Space Fencing

If fenced, lot lines abutting any open space areas shall be required to have a fence of uniform design and construction with a maximum height of four (4) feet. In order to maintain visual continuity, fencing design and construction shall be the same on each side of any open space corridor less than 200 feet wide. Figure 4.2.A illustrates three (3) acceptable alternatives. Additional alternatives must be in keeping with overall com-

munity design elements and will be reviewed by the committee on a case by case basis.

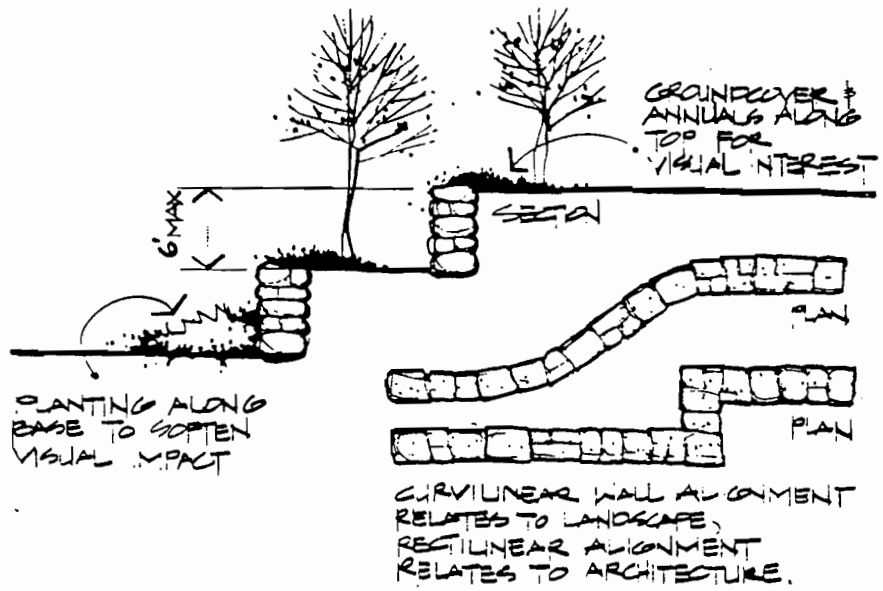
3. Non-Residential Fencing: Within non-residential areas fencing may be required for purposes of security, screening of unsightly areas or for visual relief as buffering. All non-residential fencing shall conform to the following criteria.
 - a. No fence or wall of any kind shall be constructed unless specifically approved by the Committee.
 - b. Screen fences shall be of a height at least equal to that of the materials or equipment being stored. Maximum height shall be 10 feet unless otherwise approved by the committee.
 - c. Materials and colors for fences shall be compatible with the building architecture.
 - d. Chain link fencing is not permitted in areas visible from adjacent properties, parking areas, public street and pedestrian walkways. Where chain link is utilized, vinyl-coated fencing shall be required.
 - e. No fence or wall shall be located within twenty-five (25) feet of the front property line or of any public street right-of-way line.
 - f. Fencing adjacent to W-470 or Highway 36, as may be required by the W-470 Authority or by the State Highway Department, will not be subject to these requirements.

B. Walls

All walls within Rock Creek Ranch will be classified as either spatial/privacy walls, sound attenuation walls or retaining walls. In all cases, the materials, coloration and design of such walls must be compatible with the architectural character of the surrounding structures.

1. Spatial/Privacy Walls: Free standing or architectural wing walls used for screening, or to create a transition from

RETAINING WALL TREATMENT



NOTE: ON PUBLIC STREETS, A MINIMUM 1.5:1 WALL HEIGHT TO SEPERATION RATIO MUST BE MAINTAINED (SEPERATION IS MEASURED FROM BASE OF WALL TO PAVEMENT EDGE).

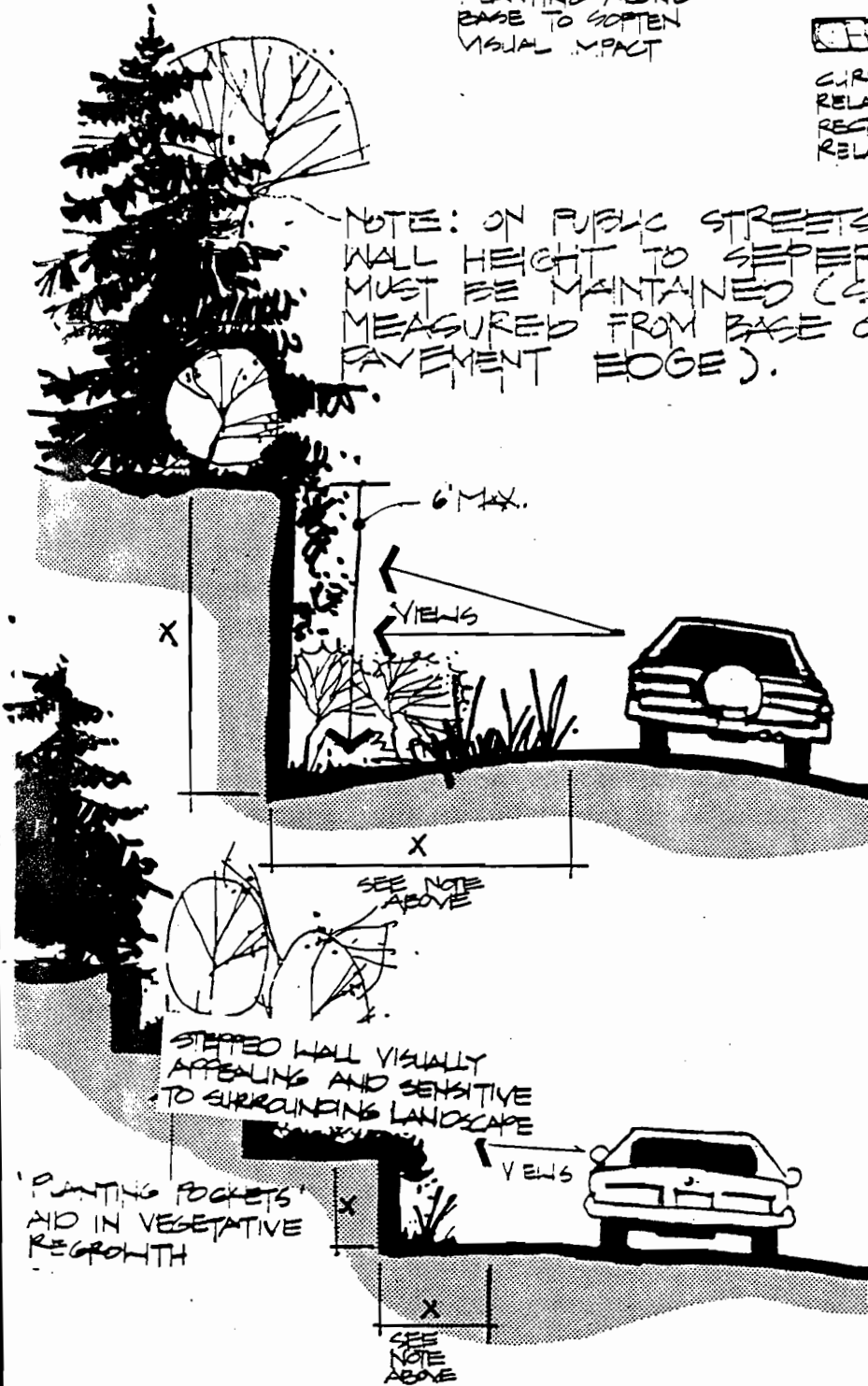


FIGURE 4.2 C

exterior to interior space will be encouraged within Rock Creek Ranch. All such walls must be approved by the Committee.

2. Sound attenuation walls: When necessary to reduce excessively high noise levels, sound attenuation walls shall be utilized. The design of these walls must be approved by the RCDRC and may also function as spatial/privacy walls.
3. Retaining Walls: In sloping areas where retaining walls are utilized to reduce excess slope grades the following design criteria shall be implemented in order to maintain a "fit" with the natural environment.
 - a. Slopes which are determined to be in high water table areas which require retention will require engineering evaluation to determine the quantity of underdrains to be required;
 - b. The maximum height for retaining walls will be 6 feet from top of wall at grade to base of wall at grade, unless a greater height is approved by the Committee. The use of tiered walls as shown in Figure 4.2.C to reduce wall height is encouraged.
 - c. Retaining walls will be designed so as not to impair traffic visibility. In areas where slopes require higher walls, walls shall be tiered in order to provide areas for vegetation and reduce the visual impact of walls (See Figure 4.2.C.)
 - d. All walls shall be structurally engineered when necessary (typically greater than three feet in height).

4.3 SIGNAGE/ENTRY FEATURES

To maintain continuity throughout the project, standard design elements must follow basic guidelines. However, flexibility in materials, colors, type style and size will allow individuality among the varying land uses and individual residential communities.

A. General Design Considerations

For unity and project identification, a project logo shall be incorporated into the project, residential, non-residential, informational/ directional, and temporary signs. In addition, a list of compatible type styles, sign face and background colors and materials will be established and developers/ builders will be encouraged to utilize these elements in their signage.

B. General Standards

In order to maintain project unity all signs within Rock Creek Ranch will be required to conform to the following standards:

1. No sign whose surface area exceeds 2 square feet shall be displayed or placed upon any lot, building or structure without prior approval by the Committee;
2. Maintenance of signs shall be the responsibility of the owner or a designated private maintenance entity and shall be kept in good repair at all times;
3. All signs of a permanent nature shall have lighting from within the sign itself (internally illuminated plastic signs are prohibited), from above or below the sign face, or from the ground directly below the face. The source of illumination shall not be visible from a right-of-way or adjacent property;
4. All signs must be located outside of established site triangles and shall not interfere with visibility at intersections;
5. Any sign for purposes of advertising of products or services or signs advertising a use, service or attraction available elsewhere than on the lot or project where such sign is situated will be allowed, but the location and design must be approved by the RCDRC.
6. The following signs shall not be permitted in Rock Creek Ranch:
 - a. Any sign designed to flash or rotate.

- b. No portable sign located on one or more wheels.
- c. Any signs painted on the exterior of a building.
- d. Any sign attached to a building which extends above the roof line or above the top of the parapet of the front wall, whichever is higher.
- e. Any sign which impairs the visibility of traffic control devices or directional signs.

C. Community Entry Signage

Permanent community entry signs/monumentation shall be located at eight (8) major intersections (see Figure 4.3A) and are intended to serve as entrance features as well as signage. These features will be suitably landscaped and may contain water features, rock formations, and similar elements of an attractive nature (see Figure 4.3.B). It is suggested that the project entry signage incorporate community fencing into the design;

For such entry signs, the following standards shall apply for the actual sign face, exclusive of wall and/or other portions of an entry feature:

- 1. Signs shall be horizontal in format, though the sign backdrop (rock formation, trees and landscaping) may be vertical.
- 2. All signs shall be ground lit or illuminated internally (excluding plastic signs).
- 3. Maximum number of signs: 12
 Maximum sign face size: 50 square feet (exclusive of feature or wall)
 Maximum number of faces: 2
 Maximum height: 8 feet (As measured from proposed finished grade, in no case shall the elevation of the top of the sign be more than 12 feet greater than the curb elevation at the intersection).
 Maximum width: 10 feet
 Minimum setback: Shall be based on sight visibility.
- 4. Permanent project entry signage/monumentation will not be allowed to occur over existing or proposed utility easements.
- 5. Construction of community entry signage/monumentation shall be the responsibility of the Master Developer and/or the

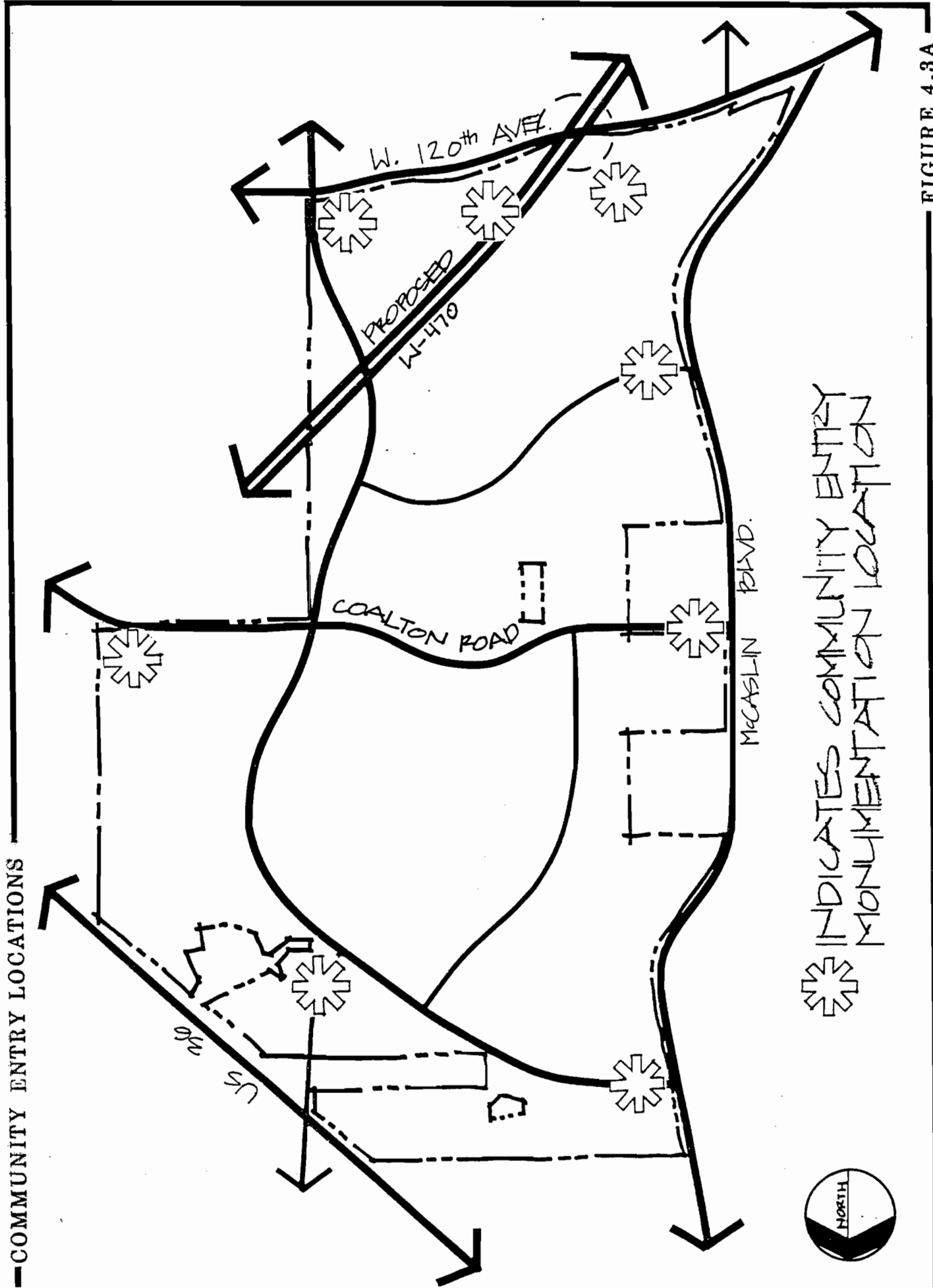


FIGURE 4.3A

COMMUNITY ENTRY MONUMENTATION

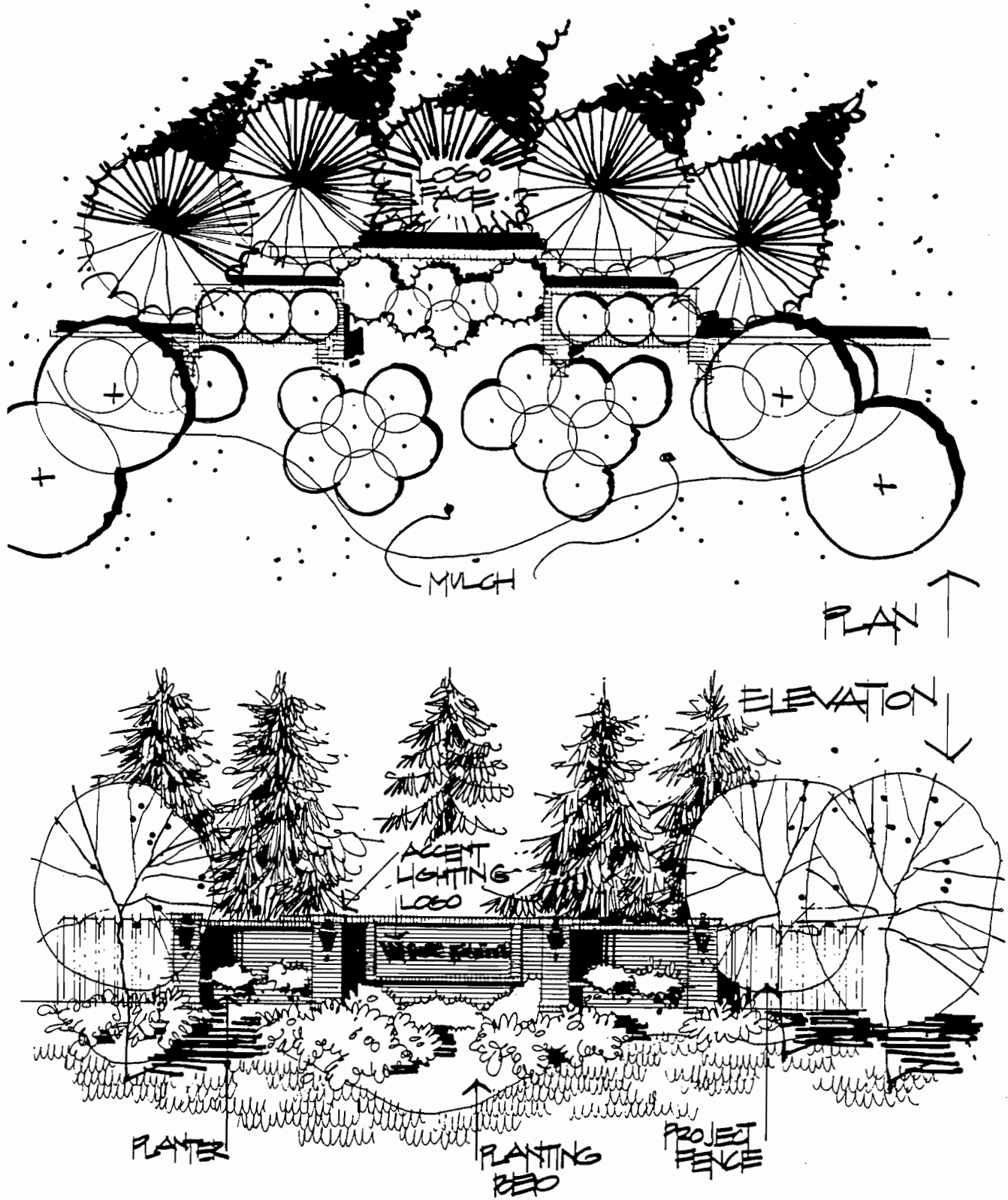


FIGURE 4.3 B

Metropolitan District. Maintenance of construction and landscape materials associated with such signage/monumentation will be provided by the Metropolitan District, a Homeowner's Association or other designated maintenance entry.

D. Residential and Community Sub-Area Entry Signage

Residential and community sub-area monumentation is an integral part of the overall Rock Creek Ranch signage system and should repeat certain basic design elements of the community entrance signs. To this end, the following standards have been developed:

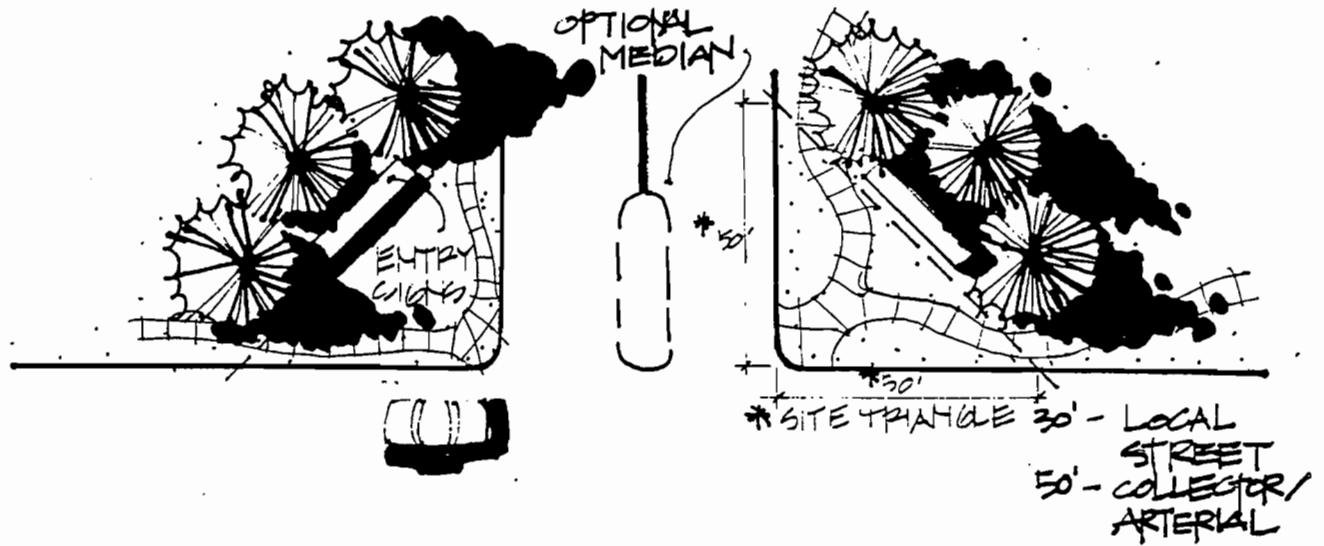
1. Maximum number of signs: two per subdivision or designated sub-area entrance
Maximum faces: 2
Maximum height: 6 feet (as measured from proposed finished grade, in no case shall the elevation of the top of the sign be more than 10 feet greater than the curb at the intersection).
Maximum sign face: 32 square feet (exclusive of feature or wall)
Minimum setback: Shall be based upon sight visibility
2. Lighting is permitted from within or around the sign as stated in the lighting Section of this document.
3. Signs may be sited either at intersection corners or within entrance medians (see Figure 4.3.C).

A range of material types that allow signs to be compatible with a projects architectural style will be considered. When selecting materials for the sign face and base, builders should try to achieve a contrast in color and texture. The use of dark or dramatic colors for the reveal and lettering will also achieve the desired affect.

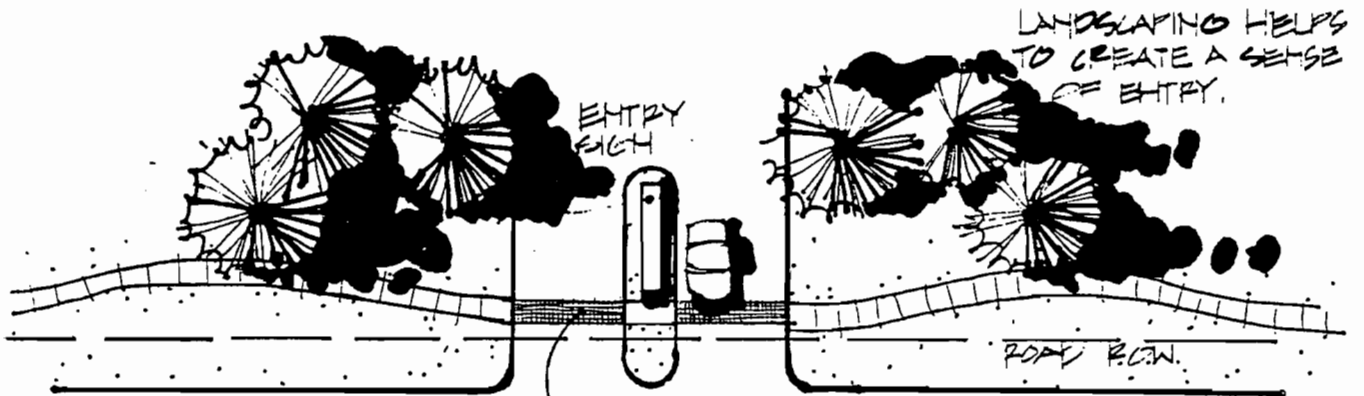
E. Non-Residential Entry Signage

Overall project unity with individual identity is essential in all non-residential areas. As a result the Rock Creek Ranch logo should be placed on the sign, preferably near the base. It is intended that these signs be horizontal in format with the maximum number of signed entries for each area not exceeding two. The Master Developer will provide a palette of signage design

RESIDENTIAL ENTRY MONUMENTATION



DOUBLE LOADED
SIGNAGE



EXTENSION OF PEDESTRIAN
CROSSWALK CAUSES A
CHANGE IN PAVING TEXTURE
TO SIGNIFY ENTRANCE.

MEDIAN SIGNAGE

elements prior to development to ensure consistency throughout. In addition, to ensure compatibility with the master development program, the following standards have been developed:

1. Maximum number of signs: 2 per entry
Maximum sign face size: 24 square feet (exclusive of feature or wall)
Maximum number of faces: 2
Maximum height: 8 feet
Maximum width: 10 feet (as measured from proposed finished grade, in no case shall the elevation of the top of the sign be more than 15 feet greater than the curb elevation at the intersection).
Minimum setback: Shall be based on sight visibility
2. Entry signage/monumentation will not occur over existing or proposed utility easements.
3. Signage and landscape materials associated with the signage will be maintained by or maintenance provided by the owner or a maintenance association. Material selection should strive to achieve dramatic contrasts in color and texture. The use of dramatic or dark colors for reveals and lettering, should be considered.

F. Directional Signs

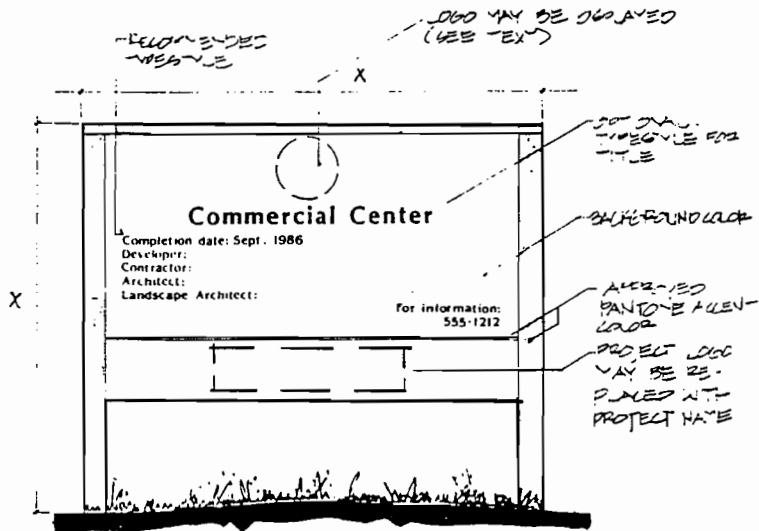
As part of the Rock Creek Ranch signage system, directional signs for community and non-residential buildings, community facilities and services shall be designed to provide visual continuity throughout the community

A recommended vocabulary of design elements, type styles, materials and a color palette will be developed by the Master Developer to provide this visual continuity throughout the communities signage. Two potential options for directional signs are illustrated in Figure 4.3.D.

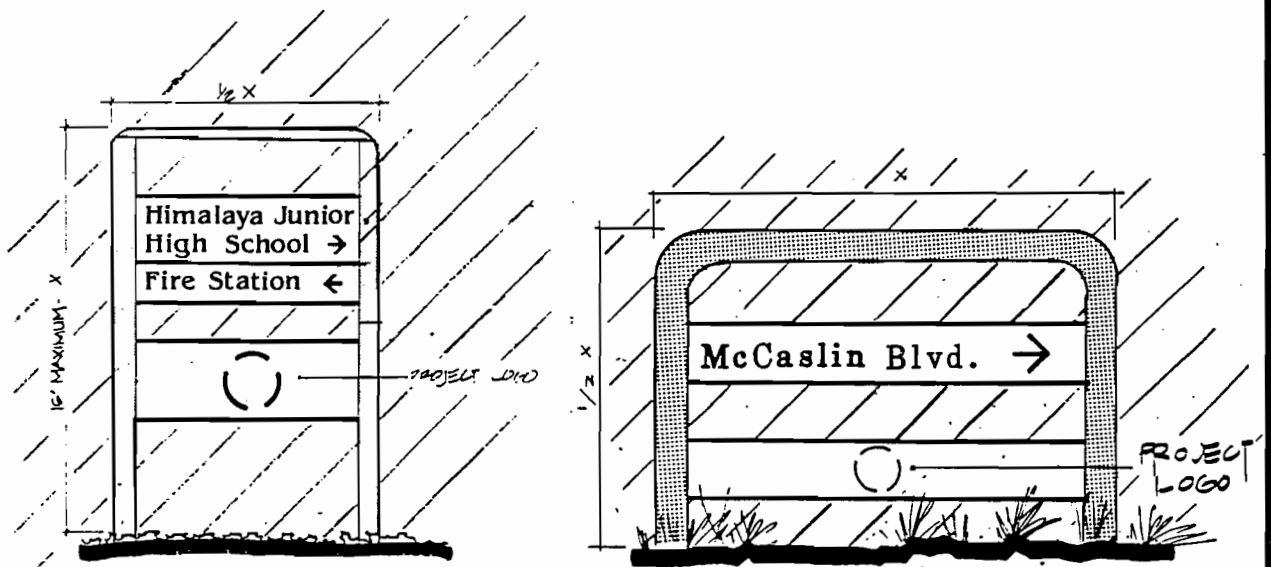
G. Project Directories

In addition to the directional signage system, project directories are encouraged within large multiple building complexes as well as within the community as a whole. Located adjacent to main entry roads, these signs shall illustrate graphically the sign's location in relation to specific buildings, developments and/or other important features and shall be designed in a

TYPICAL TEMPORARY & DIRECTIONAL SIGNAGE OPTIONS



TYPICAL TEMPORARY SIGNAGE



TYPICAL DIRECTIONAL SIGNAGE OPTIONS

similar fashion as the communities directional signs.

H. Temporary Signage

Marketing signs for the Master Developer and individual builders will be necessary to inform prospective community residents of future land use sites. These marketing/informational and for sale/lease signs will display a basic format. Upgraded signs more compatible with a particular architecture style is acceptable and will be reviewed on a case by case basis.

For future site signs, individual project titles should be selected. All supporting text on signs and informational signs must be selected from the recommended type style list (to be provided at a later date) and shall be of a similar character as directional signage. (See Figure 4.3.D.)

4.4 LIGHTING

When designing any lighting plan adjacent to residential communities, illumination sources should be placed in a location or be of an intensity so as not to shed light beyond property lines or disturb neighbors, pedestrians or motorists.

A. Street Lighting

A Public Service Co. (PSCO) black rectilinear light standard will be utilized along major roadways. Public residential streets are encouraged to utilize lighting, which is compatible with and complements the project's marketing or architectural theme. Height variations for this standard will be based on roadway cross sections, illumination and traffic volume criteria (See Figure 4.4 A).

Lighting along private residential streets should be compatible in style and color with the project's architectural or marketing theme.

Non-residential street and parking lot lighting should utilize a similar thematic type fixture. The height and spacing should vary according to use (i.e., lower, pedestrian-scale lighting will be encouraged where practical) and lighting intensity will be increased at intersections for safety purposes.

RECTILINEAR STREET LIGHTING

MOUNTING HEIGHT SHALL VARY DEPENDING ON LOCATION:

- ARTERIALS & MAJOR COLLECTORS 30'
- MINOR COLLECTORS & LOCAL 20'

LAMP HEAD IS PUBLIC SERVICE COMPANY RECTILINEAR STYLE. BLACK METAL WITH BLACK FIBERGLASS POLE

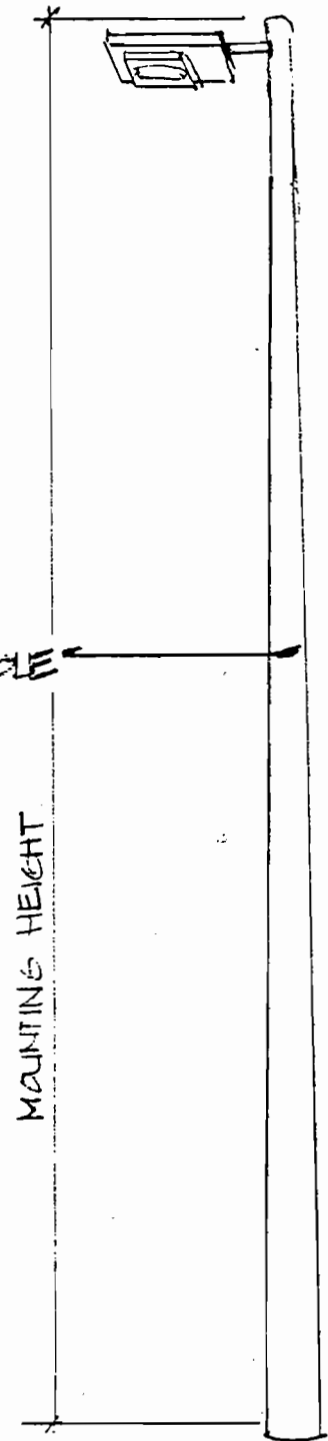
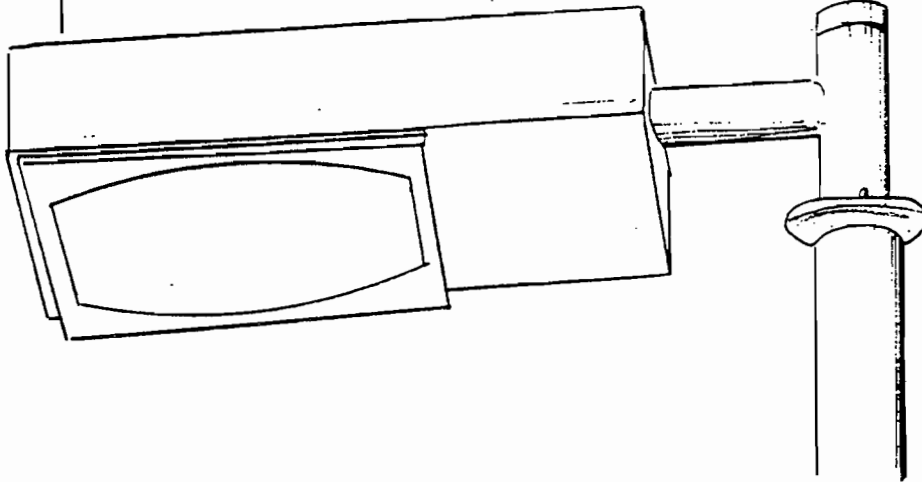


FIGURE 4.4 A

B. Trail System Lighting

Pedestrian and bicycle corridors which are not in direct association with lighted public or private roadways will be required to be adequately lit.

1. Lighting along bikeways shall be similar in character to approved PSCO street lights or those lights used in adjacent developments. Height and spacing may vary. (i.e., Lower lighting heights may require closer spacing.)
2. Pedestrian areas particularly in higher density residential and non-residential projects shall utilize pedestrian level or bollard lighting. This form of lighting will provide adequate safety with less glare.

C. Accent Lighting

The use of accent lighting particularly in association with entrance features and signage is encouraged to provide a dramatic sense of arrival. Entrances, and signage adjacent to roadways shall utilize sources of illumination from within the sign itself, or from directly above or below the sign face. Flush mounted lighting shall be used to compliment sign lighting and illuminate vegetation without affecting oncoming traffic.

Accent lighting on residential and non-residential buildings is encouraged to increase the sense of security and create a variety of dramatic visual effects.

4.5 ACCESSORY STRUCTURES AND STREET FURNITURE

A. Street Furniture

The street and site furniture within Rock Creek Ranch such as benches, street lighting, bus shelter, kiosks, drinking fountains, bicycle racks, trash receptacles and signage will be designed to present themselves as a uniform and consistent vocabulary of complimentary and pleasing forms. Street furniture will be an integral part of the overall landscaping along arterial streets and will be of consistently high-quality and pleasing appearance throughout Rock Creek Ranch. The Master Developer will establish these elements prior to development and

their location and type will be noted on the Final Plat Site Plan. All furnishings must be approved by the RCDRC prior to installation.

B. Mass Transit Facilities/Shelters

Mass transit facilities/shelters shall be provided at or near major intersections or activity centers throughout the community. Such locations will include but not be limited to commercial centers, retirement community, major open space/school areas at central locations within the residential areas, and at strategic points near project entries.

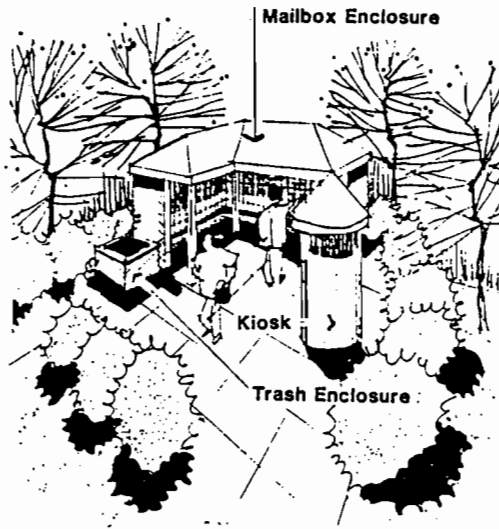
Shelters shall be of semi-open, gazebo-type construction and may vary in size to accommodate expected use. The architectural style shall be in harmony with other street furnishing and consistent throughout the community in order to be distinctly recognizable as public shelters. Design of these shelters shall be provided by the Metropolitan District or the Master Developer.

C. Mail Boxes

Within Rock Creek Ranch, numerous residential unit types will utilize clustered mail box groups. In these cases, the following design criteria shall be implemented for the convenience of the user.

1. Clustered mailboxes shall be located in centralized locations offering easy access for the residents. Visits to mailboxes occur primarily when residents are coming from or going to the work place and therefore the use of a vehicular pull-off will provide access without intruding on traffic flow.
2. Clustered mailboxes not located within an enclosed building such as a recreation or community center shall include a trash receptacle, provide all-weather protection, and be architecturally compatible with the character of the development it services in terms of scale, form, building materials, exterior finishes and roofing. A small message board or kiosk located in such a place enhances the community role of mailboxes (see Figure 4.5.A).

CLUSTERED MAILBOX TYPICAL

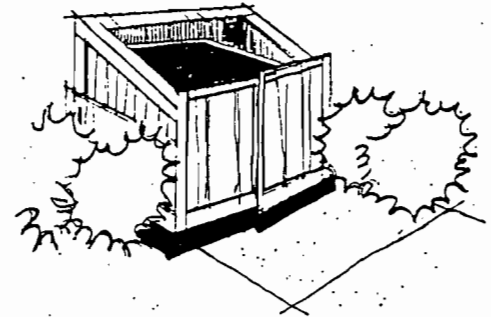
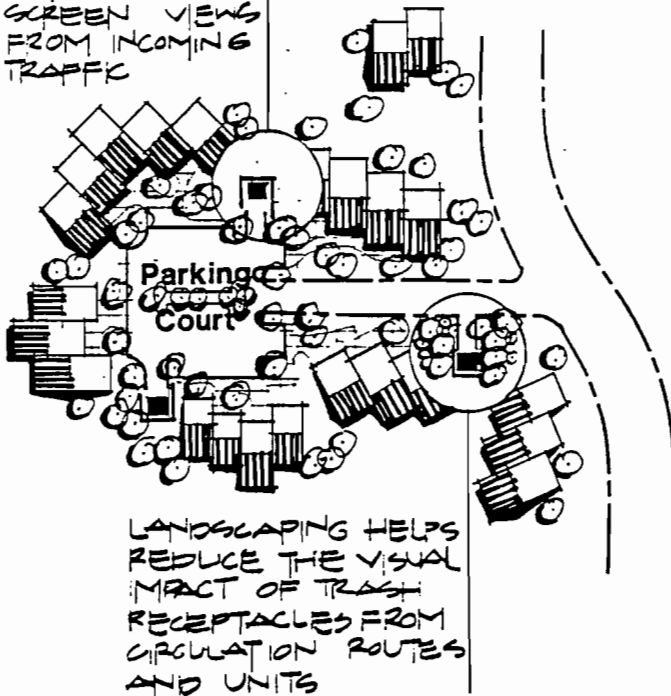


ALL DESIGN ELEMENTS SHOULD BE COMPATIBLE WITH THE SURROUNDING ARCHITECTURE

FIGURE 4.5 A

TRASH RECEPTACLE LOCATION

TRASH RECEPTACLE WING WALL IS EXTENDED TO SCREEN VIEWS FROM INCOMING TRAFFIC



TRASH RECEPTACLE ENCLOSURE IS TO BE DESIGNED & CONSTRUCTED OF MATERIALS WHICH MATCH THE ARCHITECTURE IT SERVES.

FOR CONVENIENCE, TRASH RECEPTACLES SHOULD BE CENTRALLY LOCATED TO THE UNITS THEY SERVE. THEY SHOULD ALSO BE INCONSPICUOUSLY LOCATED AND INCLUDE A DRIVE WHICH ALLOWS SERVICE VEHICLES TO BE COMPLETELY REMOVED FROM THE PRIMARY CIRCULATION ROUTE, THUS MAINTAINING TRAFFIC FLOW.

FIGURE 4.5 B

D. Trash Receptacles

1. Trash receptacles shall be centrally located to the units it services, while remaining easily maintained and inconspicuous. Preferred locations for receptacles include: the end of parking courts, along interior secondary access routes and private drives and separated from building entrances (see Figure 4.5.B).
2. Trash receptacles shall be completely enclosed with a selfclosing gate and utilize architectural material and colors in keeping with each particular project's character.
3. The use of landscaping is required to further aid in visually softening the impact of such facilities.

E. Utility and Communication Devices

1. Meter Placement: To maintain the visual integrity and residential character of communities, it is important that electric and gas meters requiring external locations, be placed in areas away from direct view of streets screened by cabinets, wing walls, fencing and/or vegetation.
2. Transformers: During preliminary design of street and utility plans it is important that prospective developers and/or builders present to utility companies their preferred transformer, switch box, pedestal and/or condenser locations. Continued negotiations with particular companies throughout planning and construction phases can result in mutually agreed upon locations that will limit the visual impact of such structures. The use of architectural or vegetative screening of these facilities is encouraged.
3. Communication Devices: Communications devices, such as antennas and telecommunication and satellite dishes, where permitted, should be carefully planned for and if possible conform to the following criteria.
 - a. Such facilities shall be placed in areas least likely to intrude on views from streets and pedestrian ways and

UTILITY & COMMUNICATIONS DEVICES SCREENING

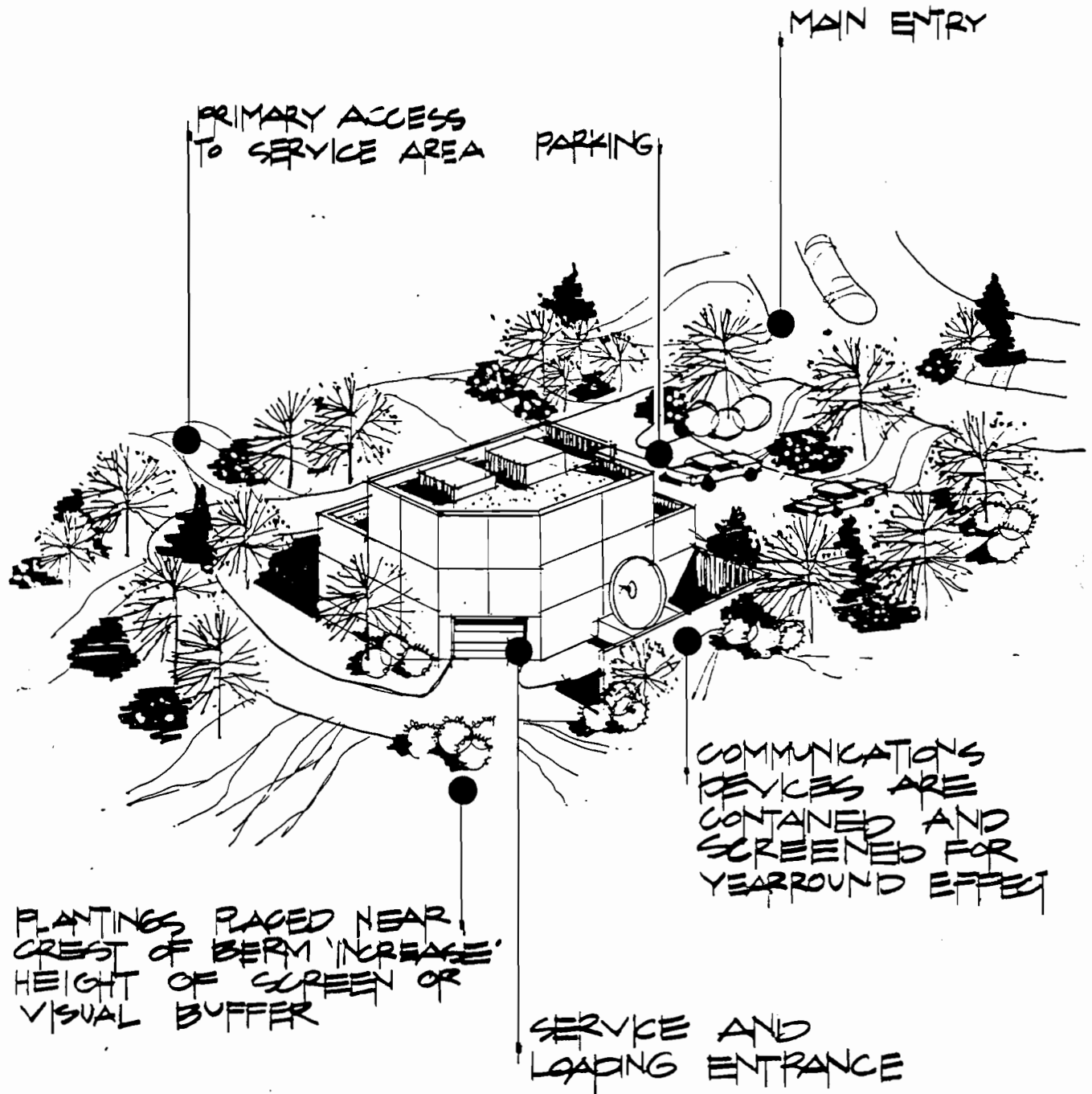


FIGURE 4.5 C

shall not detract from areas where considerable investment has been spent to achieve a high level of visual quality.

- b. Wherever possible, in any location, these facilities shall be screened by fencing, and vegetation to ensure year round visual protection. (See Figure 4.5.C.)

5.0 LANDSCAPING CRITERIA

5.0 LANDSCAPING

5.1 INTENT

The landscape design techniques developed for Rock Creek Ranch will ensure consistency throughout development areas creating a subtle visual unity and maintaining a high degree of quality. Plant materials of varying heights, density and style are the key elements in creating an innovative plan.

Prototypical planting plans have been included to suggest the level of quality for varying situations which will be created by conformance with these regulations. As a guide for prospective builders, general planting principles and recommended plant species are also included in this document to ensure that as various phases of the development are build-out, the character of all open space and landscape areas will provide harmony in a maturing community.

5.2 GENERAL CRITERIA

A. Recommended Plant Material

The recommended plant materials for use within Rock Creek Ranch are listed in Table 5.2.1. This list provides for flexibility in proposed planting plans while also favoring both native species and water conserving plant materials. (Water conserving plant materials in arid climates are immeasurably valuable in the conservation of local water supply.) Also illustrated in this Table are the various characteristics of these plant materials which should prove useful when developing plant palettes.

B. Plant Material Quantities

1. Within any improved park, common open space area, retention/detention area or trail corridor along the community open space, a minimum of one (1) tree and ten (10) shrubs shall be required for every 4,000 square feet of open land. Ground cover requirements (i.e. seed vs. sod, turf vs. native grasses) will be determined on a case by case basis depending upon proposed use. (Unless required for purposes of erosion control or other improvements,

RECOMMENDED PLANT MATERIALS

| SMALL SHRUBS | EVERGREEN | DECIDUOUS | GROWTH RATE | MOISTURE REQUIREMENTS | VISUAL INTEREST | | | | NOTES |
|------------------------------|-----------|-----------|-------------|-----------------------|-----------------|-------|------------|---------------|--------|
| | | | | | FLOWERS | FRUIT | FALL COLOR | MATURE HEIGHT | |
| Aaron's Beard | | X | F | L | Y | | | 1' | |
| Almond, Dwarf Flowering | | X | M | M | P,W | X | | 4' | |
| Barberry, Crimson Pygmy | | X | S | L | Y | X | | 2'-3' | Thorns |
| Cotoneaster, Cranberry | | X | S | L | P | X | X | 3' | |
| Cotoneaster, Rock | | X | S-M | L | P | X | X | | |
| Coralberry, Chenault | | X | S | M | P,W | X | | 3' | |
| Currant, Alpine | | X | M | M | YG | X | | 3'-6' | |
| Hawthorn, Glossy | | X | M | M | W | X | X | 30" | |
| Holly, Oregon Grape | X | | S | M | Y | X | | 3'-6' | Thorns |
| Hydrangea, Smooth | | X | F | H | W | | | 3'-5' | |
| Juniper, Creeping | X | | S-M | L | | X | | 1'-2' | |
| Mahonia, Creeping | X | | S | M | Y | X | | 10" | |
| Potentilla, Gold Drop | | X | S | L | Y | | | 2' | |
| Potentilla, Katherine Dyke's | | X | S | L | Y | | | 1'-4' | |
| Shrubby St. Johnswort | | X | S | L | YG | X | | 1'-4' | |
| Snowberry, Common | | X | F | M | P | X | | 3'-6' | |
| Spirea, Snowbound | | X | M | M | W | | | 3'-5' | |

MEDIUM SHRUBS

| | | | | | | | | | |
|----------------------------|---|---|-----|-----|------------|---|---|---------|---------------------------------------|
| Abelia, Glossy | | X | M | M | P | | X | 3'-6' | |
| Barberry, Korean | | X | M | L-M | Y | X | X | 4'-5' | Thorns |
| Barberry, Mentor | | X | M-F | M | | | X | 5' | Thorns |
| Barberry, Redleaf Japanese | | X | M | L | Y | X | X | 3'-6' | Thorns |
| Beauty Bush | | X | F | M | P,Y | | X | 6'-10' | |
| Burkwood, Viburnum | | X | S-M | M | W | X | X | 8'-10' | |
| Cherry, Nanking | | X | M | M | W | X | | 6'-10' | |
| Cotoneaster, Flowering | | X | M | L | W | X | | 8'-12' | |
| Cotoneaster, Spreading | | X | M-F | L | P | X | X | 5'-6' | |
| Dogwood, Redtwig | | X | F | H | W | | X | 7'-9' | |
| Dogwood, Yellowtwig | | X | F | H | W | | X | 7'-9' | |
| Flowering Quince | | X | M | L | R,W,P | X | | 6'-10' | Thorns Flowers Before Leaves |
| Forsythia | | X | M | M | Y | | | 8'-10' | Variegated Leaves |
| Golden Euonymus | | X | M | M | | | | 6'-10' | |
| Hydrangea, Bigleaf | | X | F | M | W | X | | 6'-10' | |
| Juniper, Common | X | | S | L | | X | | 5'-10' | |
| Lilac, Common | | X | M | M | W,P,V | | | 8'-15' | |
| Mock Orange | | X | F | M | W | X | | 10'-12' | |
| Mountain-Laurel | | X | S | M | W | | | 7'-15' | |
| Rose of Sharon | | X | M | M | W,R P,V | X | | 8'-12' | |
| Spirea, Vanhoutte | | X | M | M | W | | | 8'-10' | |
| Viburnum, Snowball | | X | M | M | W | | | 8'-12' | |
| Weigela, Old Fashion | | X | M | M | P | X | | 6'-9' | |

LARGE SHRUBS

| | | | | | | | | | |
|-------------------------|--|---|-----|-----|-----|---|---|---------|--|
| Buckthorn, Columnar | | X | M-F | M | | X | | 10'-12' | |
| Euonymus, Winged | | X | S | M | | X | X | 15'-20' | |
| Hydrangea, Peegee | | X | F | H | W,P | | | 15'-25' | |
| Peashrub, Siberian | | X | M-F | L | Y | X | | 15'-20' | |
| Privet, Arur | | X | F | M-L | W | X | | 12'-15' | |
| Privet, European | | X | M | M | W | X | | 12'-15' | |
| Serviceberry, Downy | | X | M | M | W | X | X | 15'-25' | |
| Spoketree, Common | | X | M | L | YG | | X | 10'-15' | |
| Sumac, Cutleaf | | X | F | L | | X | X | 15'-25' | |
| Sumac, Staghorn | | X | F | L | | X | X | 15'-25' | |
| Viburnum, Sargent | | X | M | L | W | X | X | 12'-15' | |
| Viburnum, Wayfaringtree | | X | M | L | W | X | X | 10'-14' | |
| Wisteria, Japanese | | X | F | H | V,B | X | | 30'+ | |

KEY:

Growth Rate: M-Medium
 F-Fast
 S-Slow
 Moisture Requirement: H-High
 M-Medium
 L-Low
 Flower: Y-Yellow
 YG-Yellow-Green
 W-White

NOTE:

Recommended minimum
 sizing shall be 5 gallons
 at time of planting.

RECOMMENDED PLANT MATERIALS

| SMALL TREES | EVERGREEN | DECIDUOUS | GROWTH RATE | MOISTURE REQUIREMENTS | FLOWERS | VISUAL INTEREST | | | | USE | |
|------------------------|-----------|-----------|-------------|-----------------------|---------|-----------------|------------|-----------|----------|-------|-------------|
| | | | | | | FRUIT | FALL COLOR | BUFFERING | SPECIMEN | SHADE | STREET TREE |
| Ash, European Mountain | | X | | | | X | | | X | | |
| Aspen, Quaking | | X | F | M | | | X | | X | | |
| Crabapple, Flowering | | X | M | M-H | P,W | | | | X | | X |
| Goldenrain tree | | X | M | M-L | Y | X | | | X | X | X |
| Hawthorn, Cockspur | | X | M | M-L | W | | | X | X | | |
| Hawthorn, Downy | | X | M | M-L | W | | | X | X | | |
| Maple, Amur | | X | M | M | Y | | X | X | X | | |
| Maple, Mountain | | X | S-M | L-M | YG | | X | | X | | |
| Olive, Russian | | X | M-F | M | | | | X | | | X |
| Pear, Bradford | | X | M | M | W | | | | | | X |
| Pine, Pinon | X | | S | M | | | | X | | | |
| Plum, Newport | | X | M | M | W | | | X | X | | X |
| Redbud, Eastern | | X | M | M | P | X | X | | X | | |

LARGE TREES

| | | | | | | | | | | | |
|-------------------------|---|---|-----|-----|----|---|---|---|---|---|---|
| Ash, Green | | X | F | L-M | | | X | X | | X | X |
| Ash, White | | X | F | L-M | | | | X | | X | X |
| Birch, Cutleaf Weeping | | X | M | M | | X | X | | X | | |
| Buckeye, Ohio | | X | M | M-H | YG | X | | X | | | |
| Cottonwood, Narrowleaf | | X | F | M | | X | | | | X | |
| Douglas Fir | X | | M | M-H | | X | | X | | | |
| Fir, White | X | | S | M-H | | X | | X | | | |
| Hackberry | | X | M | M | | X | | | X | X | |
| Honey Locust | | X | M | M | | X | X | | | X | X |
| Horsechestnut, Common | | X | M | M-H | W | X | | X | | | |
| Juniper, Rocky Mountain | X | | S | L-M | | | | X | X | | |
| Linden, American | | X | M | M | Y | X | | X | | X | |
| Linden, Little Leaf | | X | M | M | Y | X | | X | | X | X |
| Maple, Norway | | X | M | M | YG | X | X | X | X | X | X |
| Maple, Red | | X | M | M | | X | X | X | X | X | X |
| Mulberry, White | | X | F | L | YG | X | X | X | X | | |
| Oak, Northern Red | | X | S-M | M | | | X | X | | X | |
| Oak, Pin | | X | M | M | | | | X | | X | |
| Pine, Austrian | X | | M | M | | X | | X | | | X |
| Pine, Ponderosa | X | | M | M | | X | | X | | | |
| Pine, Scotch | X | | M | L-M | | X | | X | | | |
| Pine, White | X | | F | M | | X | | X | | | |
| Spruce, Colorado | X | | M | M | | X | | X | X | | |
| Sycamore, American | | X | F | M-H | | | | X | | X | |
| Walnut, Black | | X | M | M | | X | | X | | X | |
| Willow, Weeping | | X | F | H | | | | | | X | |

KEY:

Growth Rate: M-isture Requirement:
 F-Fast H-High
 M-Medium M-Medium
 S-Slow L-Low

Flower:
 Y-Yellow
 YG-Yellow-Green
 W-White

P-Pink
 V-Violet
 R-Red
 B-Blue

NOTE:

Recommended minimum sizing shall be 3 inch caliper at 6 feet at time of planting.

community open space areas shall be left in a natural state).

2. Within required open space/landscape areas of single family attached and multi-family residential and all non-residential uses, a minimum of one (1) tree and ten (10) shrubs shall be required for every 1,000 square feet of open land. Ground cover requirements will include a minimum of 70% vegetative cover. Seed/sod mixture will be determined on a case by case basis.

C. Non-Living Landscape Elements

1. Non-living landscape materials, such as rock and bark mulches, will be allowed within landscaped areas of the community, provided that no more than 30% of any project area be comprised of such materials.
2. Artificial plant materials are not permitted for exterior use within Rock Creek Ranch.

D. Minimum Plant Sizes

The minimum size and characteristics of plant and other landscape materials, at the time of installation, shall be as follows:

1. Deciduous trees: 2 inch caliper
Measured one foot above ground
2. Ornamental and Flowering
Trees 1½ inch caliper
3. Evergreen trees: 6 feet
4. Deciduous and Evergreen shrubs: 5 gallon
5. Ground cover and vines: 1 gallon
(Except when a higher quality landscape can be produced by utilizing small container sizes planted on closer centers. Substitution ratio and spacing will be determined based on type of plant material.)

E. Irrigation

All landscaped areas shall be irrigated. Irrigation systems shall be energy efficient and shall utilize wherever possible, drip irrigation systems. Non-irrigated areas may be approved by the RCDRC on a case by case basis if proper xeriscape procedures are utilized.

Existing open space areas which remain in a natural state will not require irrigation.

F. Energy Conservation

Landscaping that interferes with active or passive solar access is prohibited. However, landscaping which increases energy efficiency (i.e., in conjunction with passive solar systems or by reducing winter winds) is encouraged.

G. Sight Triangles

No plant material or other obstruction over 30 inches in height shall be located within the area formed by measuring 50 feet in both directions from the flowline intersection of two arterial or collector streets. For all other intersections measurement shall be 30 feet from flowline (see Figure 4.3.C).

H. Parking Lots

1. Off-street parking areas which are in excess of 12 parking spaces are required to provide 8 foot by 34 to 36 foot landscaped islands (minimum 2 trees and shrubs where appropriate), at maximum intervals of every 12 parking spaces and at the ends of all parking rows (see Figure 5.2.A).
2. Parking areas (public or employee) consisting of more than 120 parking spaces shall be separated by adequate visual and landscape buffers subject to the provision of Section 5.6 of these Criteria and the approval of RCDRC (see Figure 2.3.D).
3. Parking areas which require screening shall utilize the buffering criteria illustrated in Figure 5.2.B as well as those discussed in Section 5.6 of this document.

PARKING AREA TREATMENT

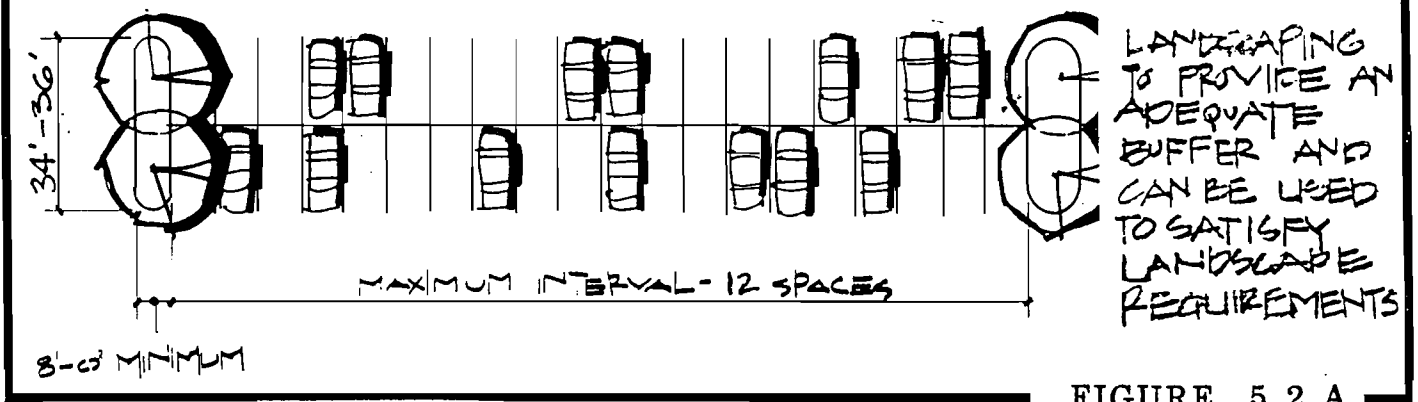


FIGURE 5.2 A

PARKING BUFFERS

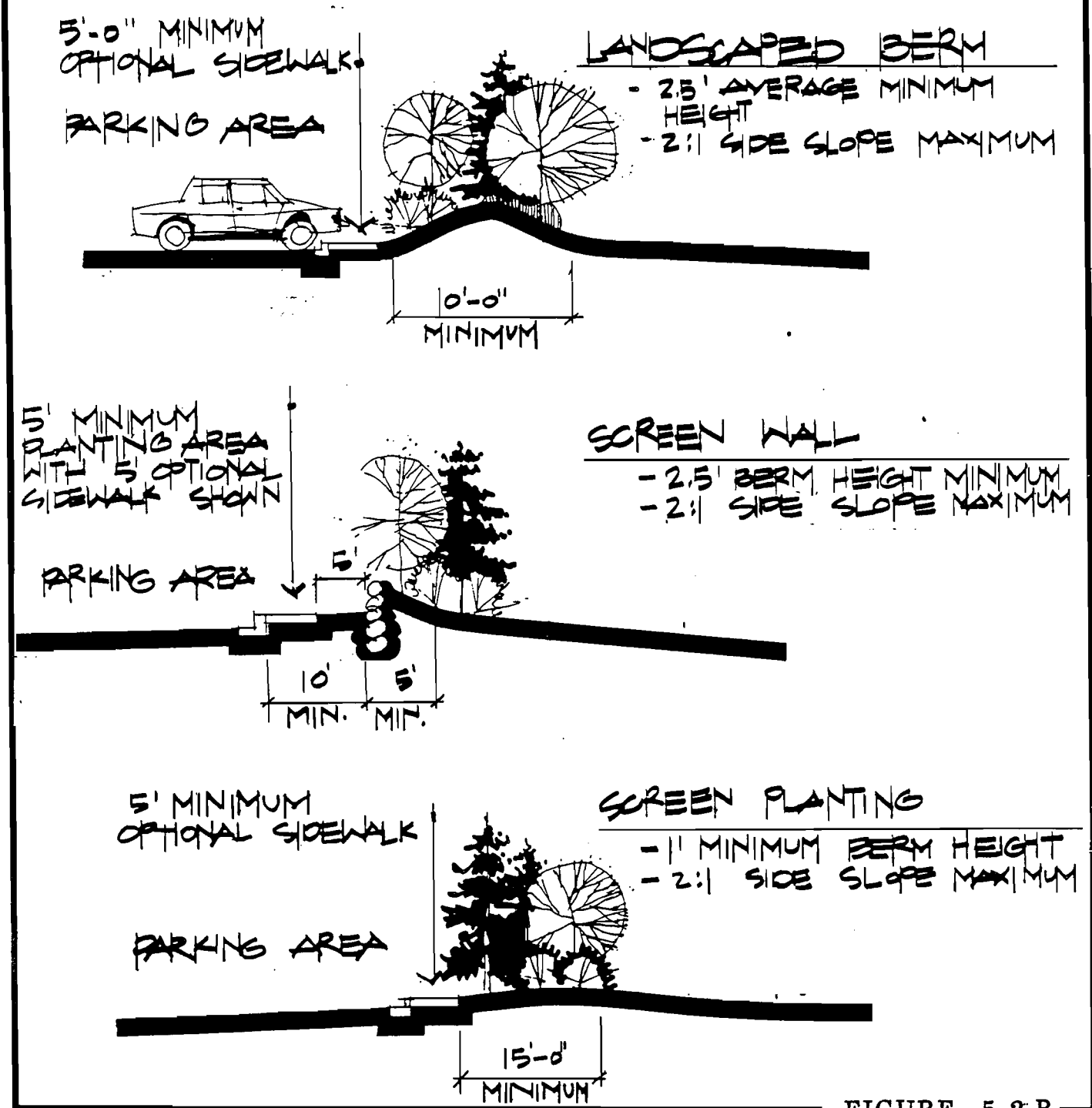


FIGURE 5.2 B

I. Maintenance

All landscaped areas must be maintaining in satisfactory condition at all times including mulching and fertilization of such areas, replacing diseased or dead plant materials and maintenance of irrigation systems. Responsibility for maintenance will lie with the individual property owners. Maintenance of landscaping in public use areas or in areas of common ownership will be the responsibility of the appropriate Homeowners Association or Metropolitan District.

5.3 STREET LANDSCAPING

A. Concept

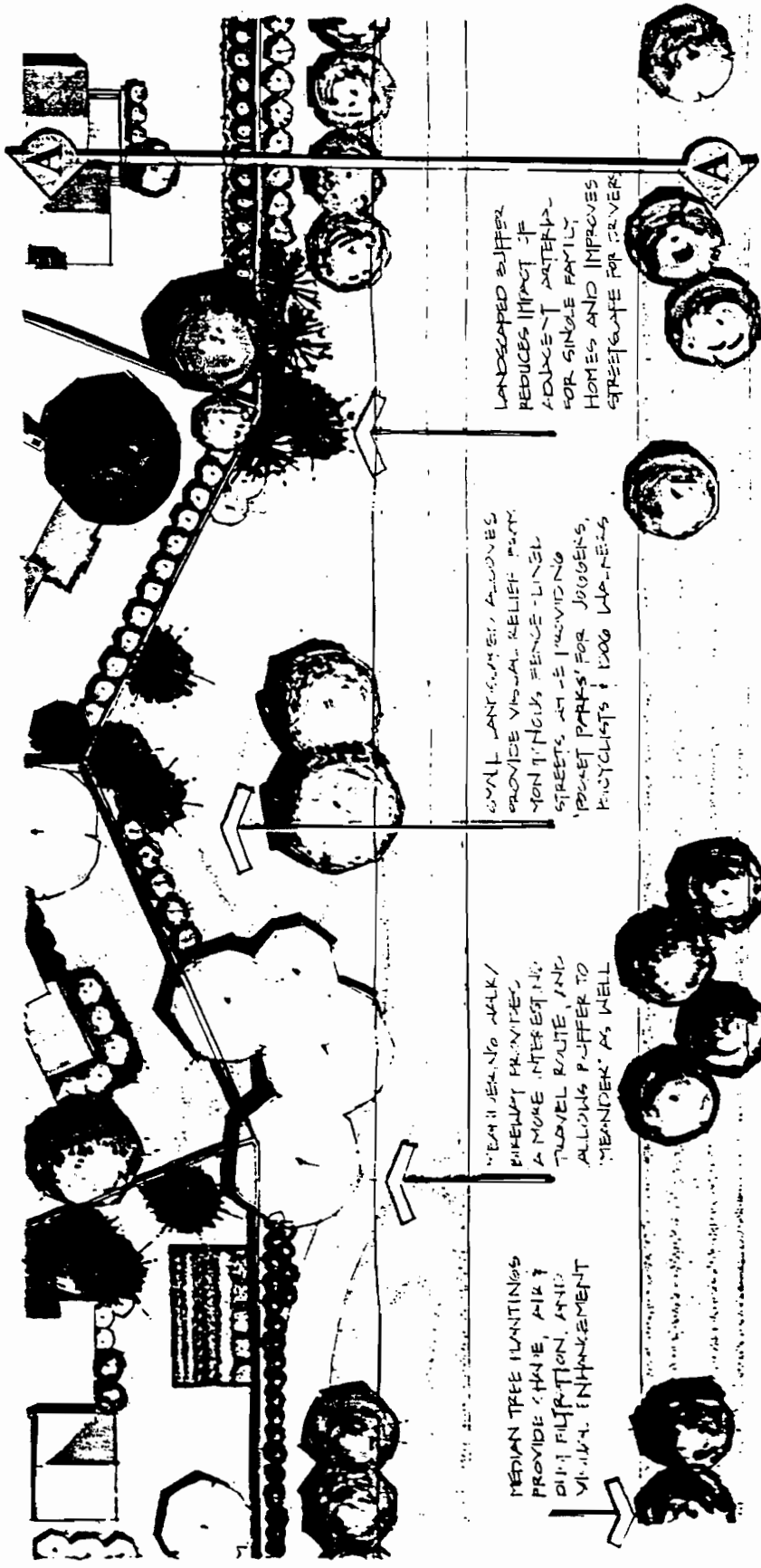
The visual impact and impressions of an extensive landscaping program along perimeter and interior roadways will establish a landscape integrity to be repeated throughout all of Rock Creek Ranch's neighborhoods. The concepts for landscaping along the community's arterials and collectors are as follows:

1. Arterial and collector streets function as the entrance and "window" for the community. As such, they will receive specialized treatment in the placement of street tree plantings, landscaped borders, and trail corridors.
2. In order to mitigate the adverse effects of noise, dust, glare and fumes generated by such roadways, landscape buffering will be provided within these areas to protect adjacent residential units through the use of solid fencing, earth berming, spacial separation and landscape planting.
3. Planting concepts within these streetscapes/buffers include informal groupings of trees and shrub masses intended to provide visual relief and focus to both motorists and pedestrians and provide a pleasing back-drop for adjacent homeowners (See Figure 5.3.A.) In the case of urban type, or non-residential streetscapes, a formal landscaping approach may be substituted.

B. Plant Material Requirements

1. The suggested plant material list provided herein should be

STREETSCAPE/BUFFER PLANTING CONCEPT



Plan

BUFFER REDUCES IMPACT OF ADJACENT
ARISTAL STREET BY PROVIDING VISUAL
BARRIER, SECTOR SEPARATION,
REDUCTION OF NOISE + LIGHT
LEVELS, AND IMPROVING
AIR QUALITY

BUFFER IMPROVES STREETSCAPE FOR
MOTORISTS, PEDESTRIANS, AND
BICYCLISTS THROUGH VISUAL
FILTER, AIR FILTRATION, AND
SCENIC ENHANCEMENT

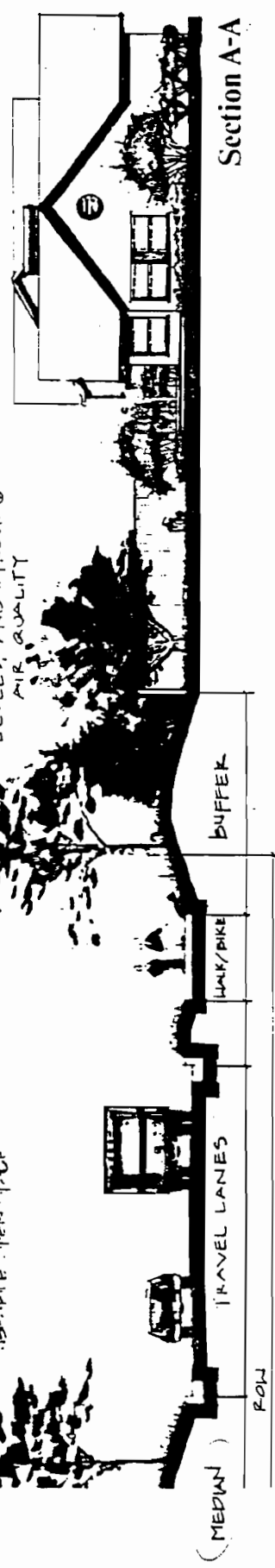


FIGURE 5.3 A

consulted when selecting trees for streetscapes.

2. Streetscape/buffer areas (located within easements, R.O.W. or a combination thereof) shall require a minimum of 1 tree and 4 shrubs for every 600 square feet of buffer area along arterials, and 1 tree and 2 shrubs for every 600 square feet of buffer area along collectors. Turf grass or ground cover will be required in all areas not designated as shrub beds or walkways.
3. Medians within streets shall require a minimum of one tree and two shrubs for every 800 square feet of landscaped median. Turf grass or ground cover will be required in all areas not designated as shrub beds. Plant material placement shall not interfere with safe traffic movement.

C. Entries

Throughout the community, where road intersections provide a focal point and entry into residential neighborhoods or non-residential complexes, signage and entry features shall be complemented with landscaping which conforms to the following design criteria.

Medians within streets shall require a minimum of 1 tree and 5 shrubs for every 500 square feet of landscaped median. Turf grass or ground cover will be required in all areas not designated as shrub beds. Plant material placement shall not interfere with safe traffic movement.

1. Signage mounted on walls or having only one sign face shall be "backdropped" with tree plantings. Evergreen material is suggested to provide year round effectiveness.
2. Ground covers and other low shrubs shall be utilized in front of signs. Plant species shall be used which provide a variety of seasonal interest and color (see Figure 5.3.B).
3. Plant materials used at entrances, if illuminated, must be ground-lit.

ENTRY SIGNAGE LANDSCAPING

ACCENT PLANTING IS ENCOURAGED TO ENHANCE ENTRY

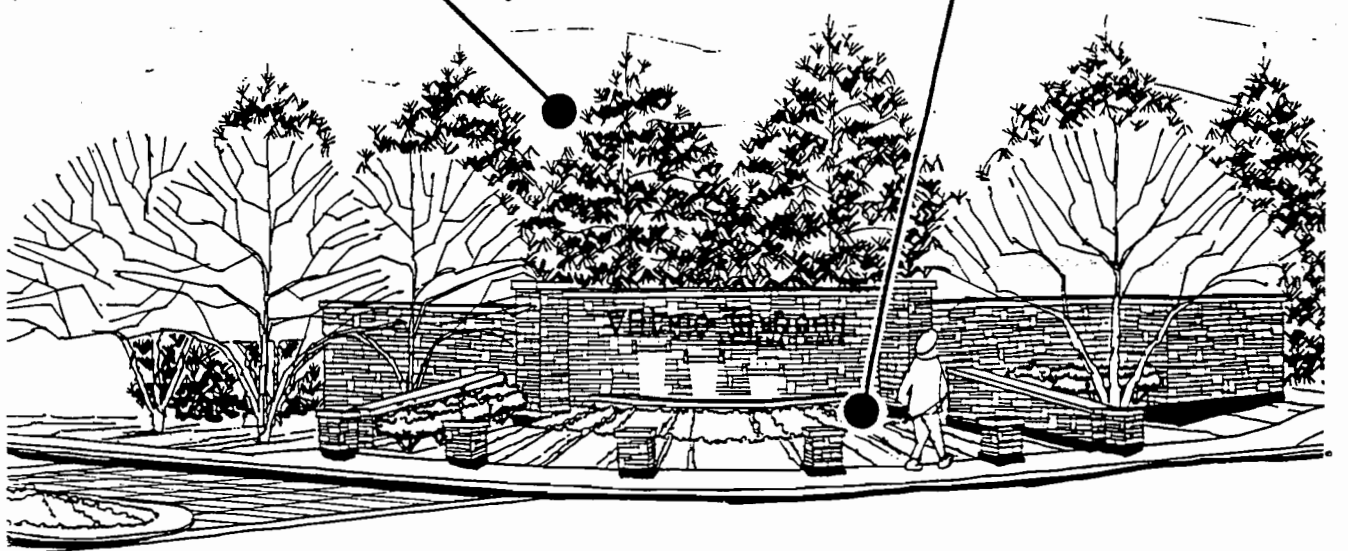
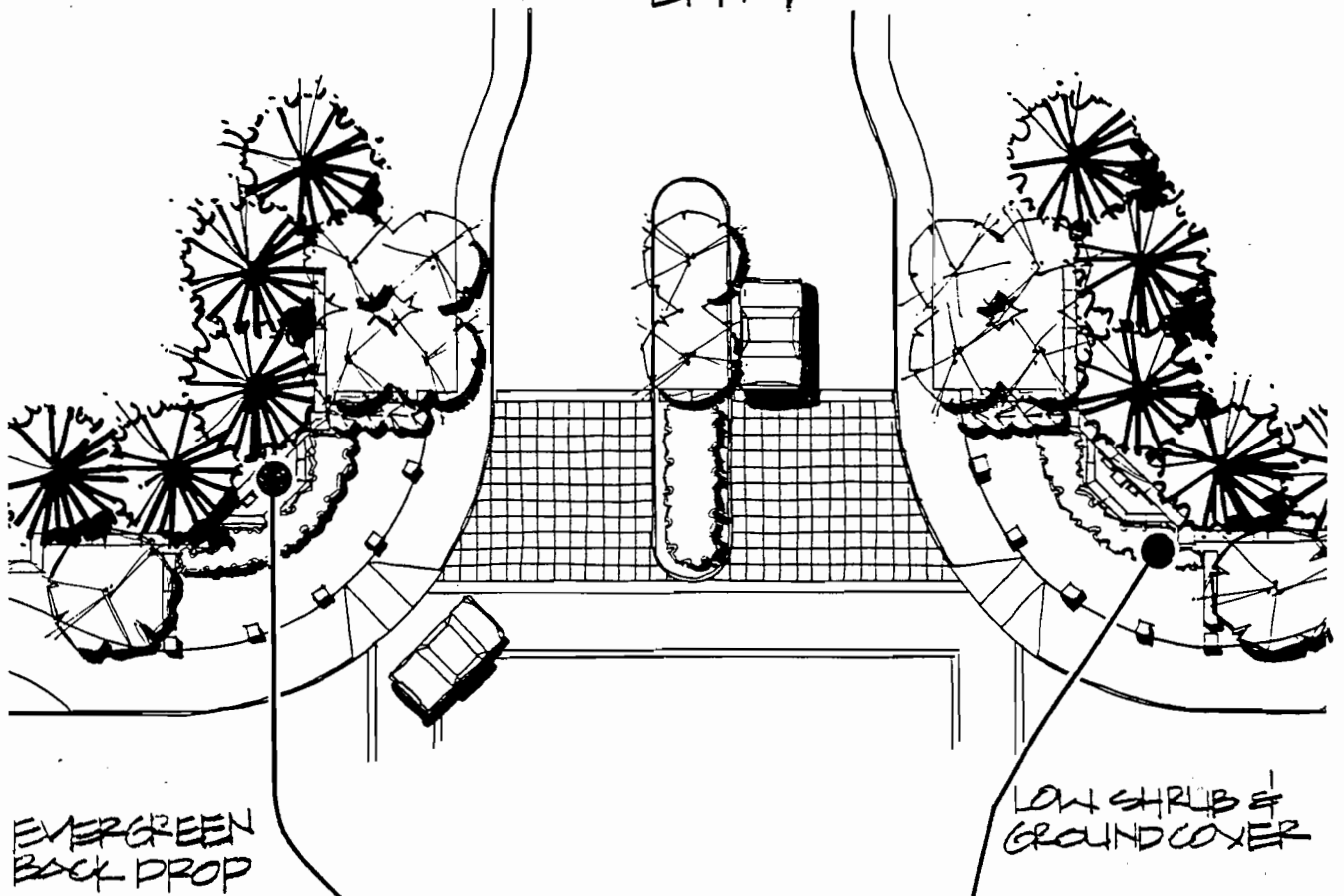


FIGURE 5.3 B

4. Landscaping at intersections shall be setback or shall be a maximum height of 3 feet to ensure that the plants do not obstruct visibility triangles.
5. Changes in paving materials or texture at all entries is encouraged to accentuate the sense of arrival.

5.4 RESIDENTIAL LANDSCAPING

A. Single Family Detached Residential Communities

1. In an effort to provide a well-established and consistent plant community at build-out, builders are encouraged to provide the following landscaping.
 - a. Back and side yards should, at a minimum, be seeded, fertilized and mulched in order to stabilize the soil and control erosion until such time as the homeowner landscapes. Such landscaping should be installed prior to occupancy or during the same construction season. If installation is delayed due to seasonal conditions, landscaping must be completed within one year.
 - b. Front yards shall be sodded and a minimum of 1 deciduous and 1 evergreen tree, 4 evergreen shrubs and 4 deciduous shrubs must be installed by the builder/developer. To aid the builder/ developer, these requirements have been incorporated into three landscape design options (see Figure 5.4.A).

B. Single Family Attached and Multi-Family Communities

1. All landscape plans must conform to the requirements set forth herein and must be approved by the RCDRC prior to installation.
2. 45% of the project area is required to be in common open space which may include walks, outdoor living areas, etc. Common open space is considered to be that portion of the the site not developed as building pads, storage areas, driveways and parking areas, but may include any partially enclosed out-door living area.

SINGLE FAMILY FRONT YARD DESIGN OPTIONS

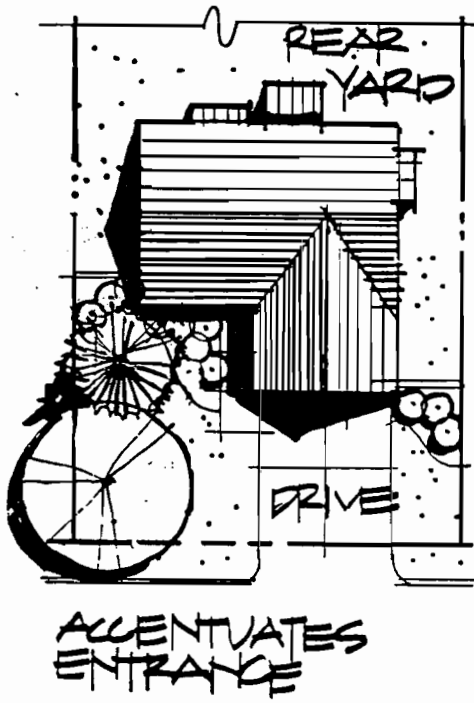
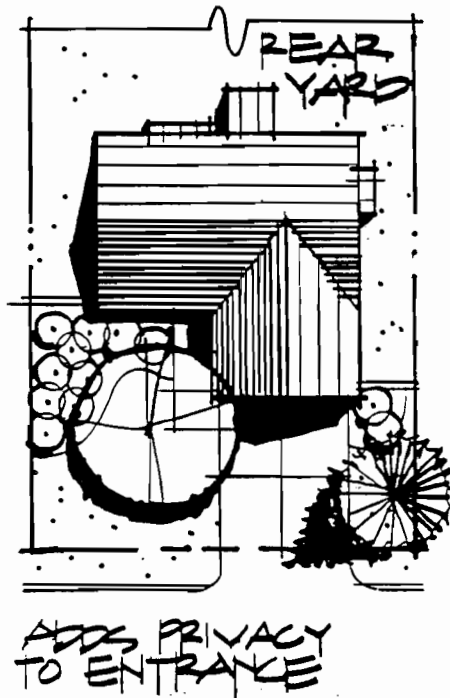
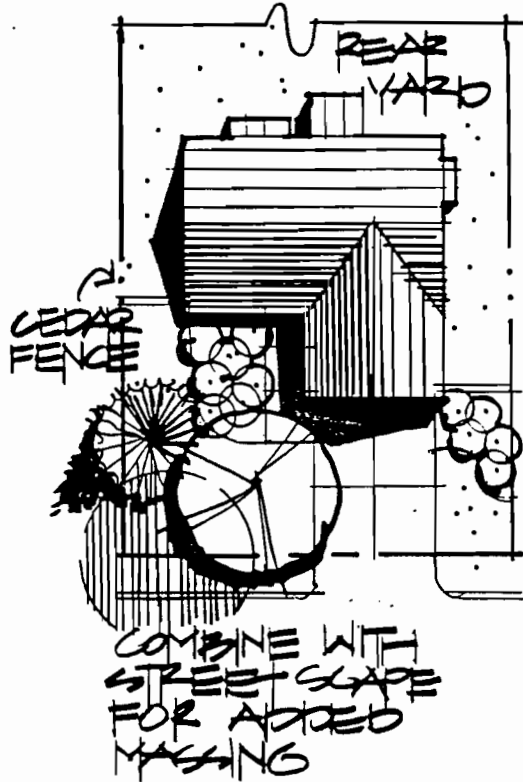


FIGURE 5.4 A

3. Parking which occurs in surface lots shall be visually buffered from perimeter residential units and adjacent streets (see Figure 2.3.D and Section 5.6 - Buffer Design).

5.5 NON-RESIDENTIAL LANDSCAPING

The following landscaping standards apply to all non-residential related areas within Rock Creek Ranch and are in addition to those listed under general requirements at the beginning of this section:

- A. Parking setback areas occurring along public streets shall be fully landscaped. Berming may be used to sufficiently screen parking areas without sacrificing visibility of structures. In the event berming cannot be used, combinations of plantings and/or screen walls are required; (see Figure 5.2.B).
- B. Twenty percent of the site shall be developed as common open space and landscaped. Parking area medians in excess of 300 square feet and landscaped in accordance with the criteria set forth in this document may satisfy a portion of the landscape and open space requirement;

5.6 BUFFER DESIGN

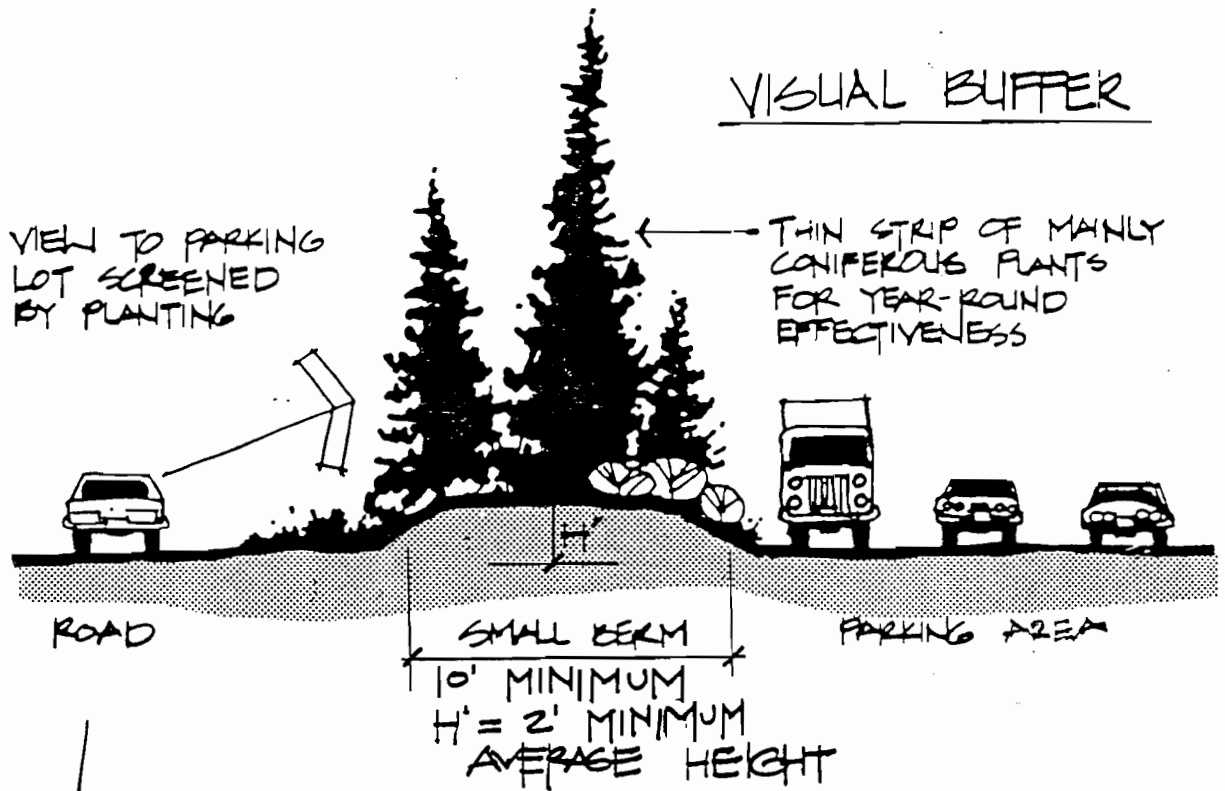
A required use for plant material is in the form of buffering visually displeasing elements, noise generating uses/activities or incompatible land uses within close proximity to each other.

A. Vegetation

Plant material of varying heights, densities and type of vegetation (i.e., ground cover, shrub and trees, deciduous and evergreen) is the key element in creating a dense and effective buffer (see Figure 5.6.A). It is imperative that plant material schemes selected for visual screening or noise buffering have year-round effectiveness and shall be developed in accordance with the following requirements:

1. Plant materials used in the buffer planting shall meet the minimum requirements listed in Section 5.2.D of this docu-

VISUAL BUFFER



NOISE BUFFER

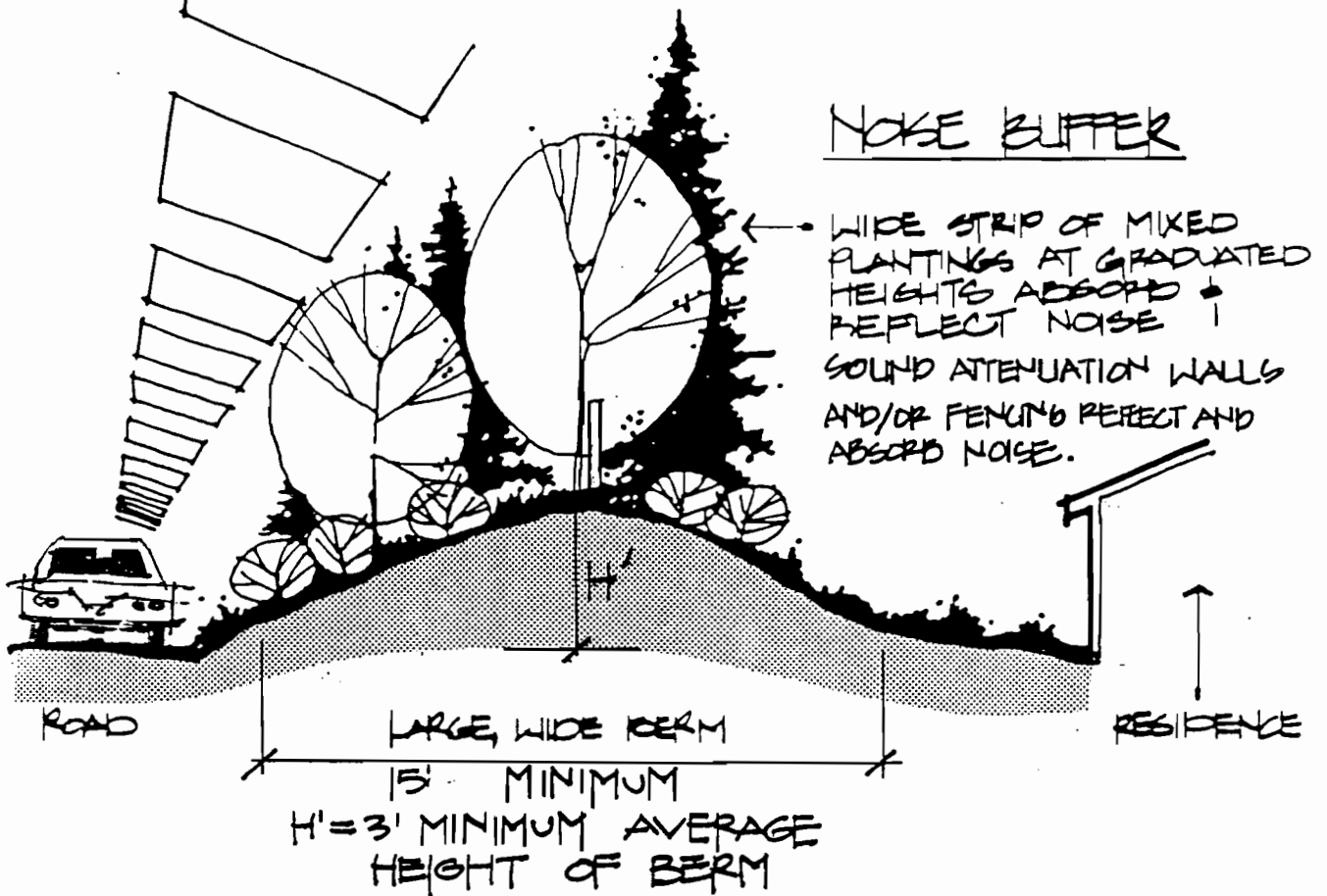


FIGURE 5.6 A

ment. In those cases where the RCDRC determines that adjacent uses require additional buffering, the following requirements shall be implemented.

- a. Evergreen tree planting shall be at least eight feet in height at installation.
 - b. Deciduous Canopy and Ornamental Trees shall be a minimum of 2 1/2" caliper when installed.
 - c. Deciduous canopy buffer planting shall achieve a visual screen of at least 8' in height.
 - d. Deciduous and evergreen trees shall be planted 15' on center or 7 trees per 100' of property line to provide a continuous visual buffer. Tree types selected and their size at maturity will determine actual spacing on the ground. Grouping of trees to provide the most beneficial buffering effects is encouraged whenever practicable.
2. Planting schemes utilized for buffering shall complement surrounding plant themes, and should always be arranged in a "natural" grouped manner.
 3. All buffer planting shall be maintained permanently, and any plant material which does not live shall be replaced within one year.
 4. All buffer planting shall be broken only at points of vehicular or pedestrian access or when topographic features and screen fencing provide permanent screening and/or a scenic vista is provided. Buffer breaks may also occur where site distances for vehicular safety are required.
 5. Buffer plantings shall be designed to respect existing and proposed off-site uses. The objective of the planted buffer shall be identified and qualified in the site landscape plan as to whether its intent is to minimize visual, noise and/or other impacts.
 6. The depth of buffer plantings and the extent and type of screening required shall be determined by the land uses to be buffered and their respective densities and building mass. (See Section 6.0 of the Development Standards.)

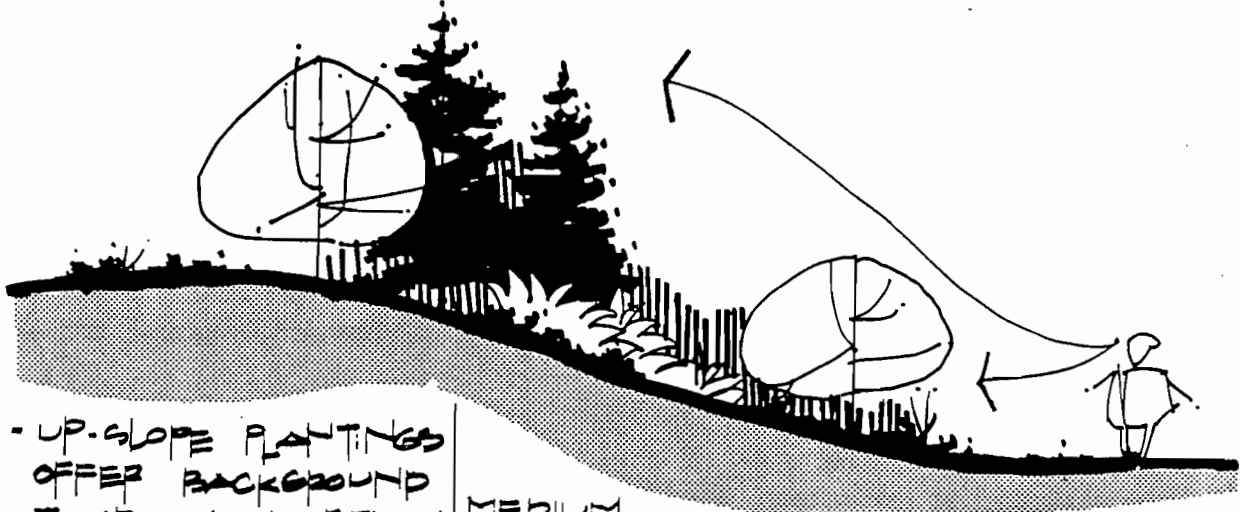
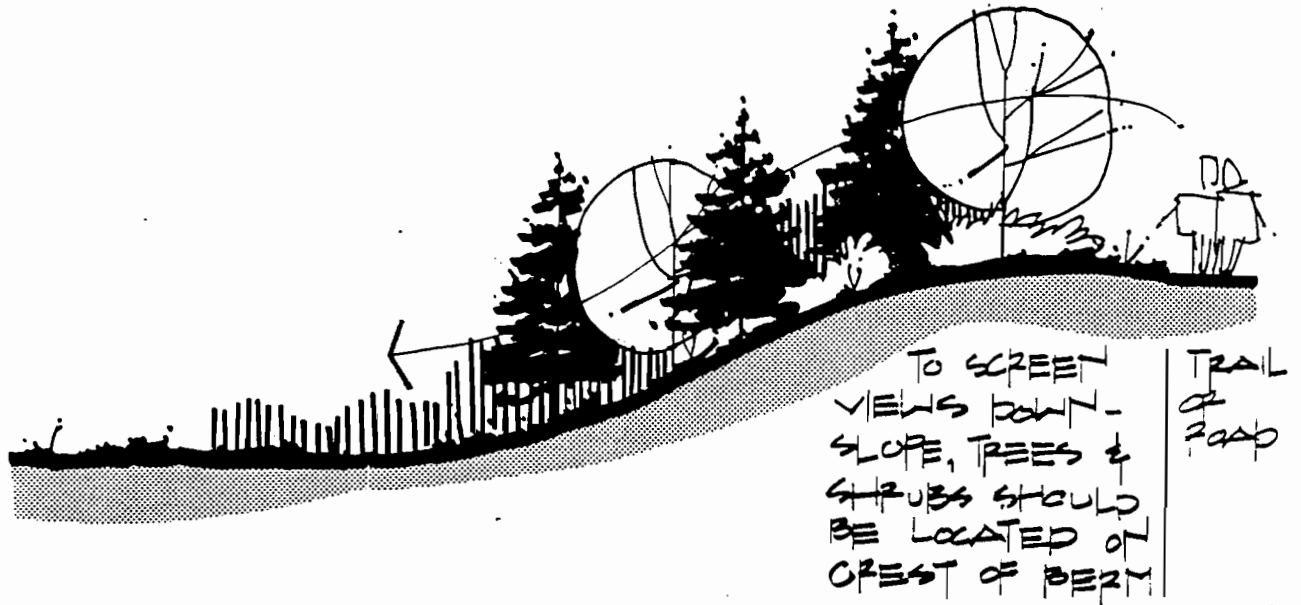
7. Generally, a minimum of thirty percent of plant material used for buffers or screening shall be evergreen, sixty percent deciduous canopy and ten percent flowering, provided that the following requirements may preempt the general standards if certain conditions exist:
 - a. Where noise and glare are problems, the amount of evergreens may be increased to fifty percent.
 - b. Where visual screening is most important, evergreens and flowering trees may be required to be increased to seventy-five percent of the total.

B. Earth Berming/Retaining Walls

Earth berming shall be employed to provide visual, noise, and light/glare buffering, and to reduce perceptions of building height. Berming shall be used according to the following standards:

1. Earth berming should be considered for use in all buffers (of sufficient width) to increase the base elevation of the buffer. When additional height necessitates planting trees on top of berms, a suitable gradation of plant material shall be provided to soften the transition (see Figure 5.6.B).
2. Earth berms shall blend naturally into existing undisturbed grades and/or blend naturally with the proposed site grading plan. Side slopes should not exceed 3:1 unless approved by the RCDRC.
3. Earth berms shall be 2'-0" minimum height.
4. Plant material shall be varied in its location on the slopes of the berm.
5. Where conditions do not allow 2-sided berming, retaining walls may be used to provide 1-sided berming. (See Figure 5.2.B.)

TRANSITION PLANTING



UP-SLOPE PLANTINGS OFFER BACKGROUND TO SPECTATORS

DIFFERENT SPECIES PLANTED ON DIFF. LEVELS OF SLOPE WILL GIVE VARYING EFFECT OF TRANSITION

MEDIUM TO LARGE SHRUBS SHOULD BE PLANTED TOWARD TOP OF SLOPE TO HELP REDUCE EFFECT OF TRANSITION

SPECIMEN TREE OR BOLT OF TREES

TRAIL OF ROAD

NOTE: PLANTINGS SHOULD BE ARRANGED IN A NATURAL MANNER (WITHOUT RECOGNIZABLE REPETITION).

FIGURE 5.6 B

6. Retaining walls in 1-sided berms shall be located on inward-facing side of the berm.

C. Screen Fencing

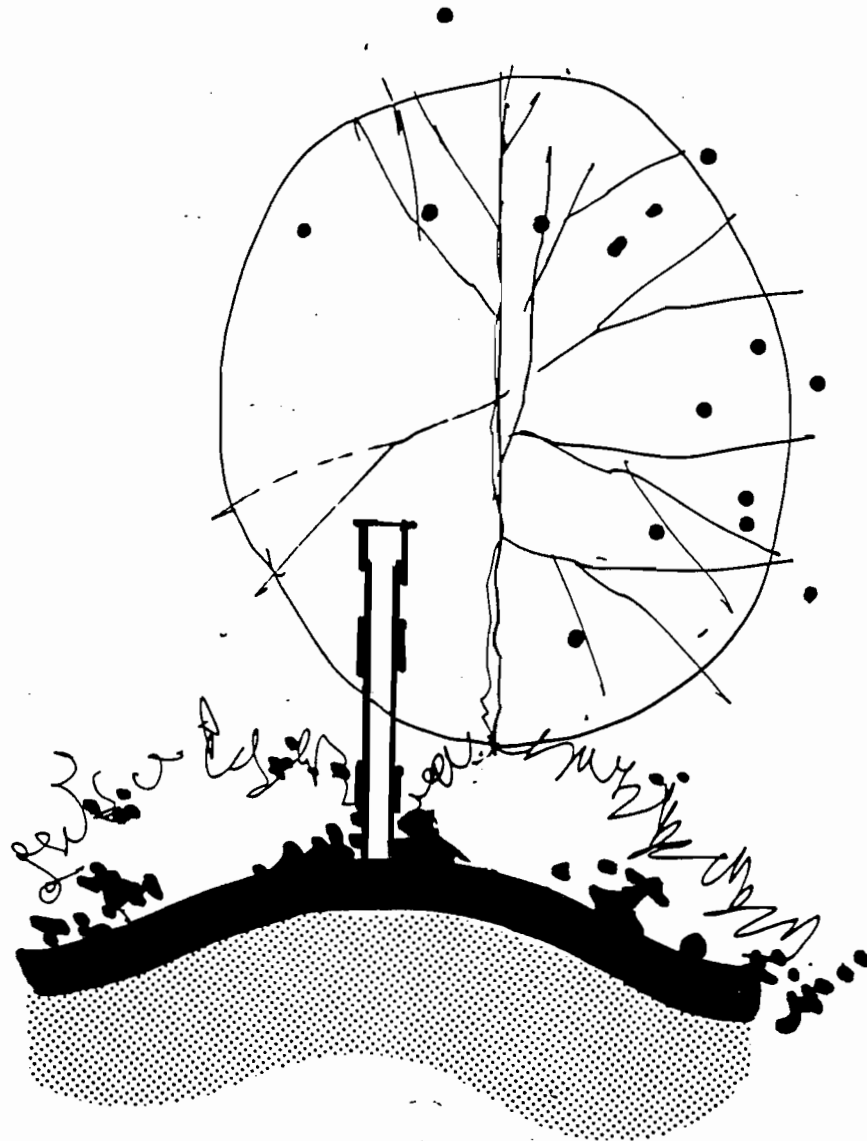
Screen Fencing shall be provided when conditions require noise and light/glare buffering or, when approved by the RCDRC, where conditions do not allow full buffer widths. The following standards shall apply to all screen fencing:

1. Screen Fencing shall be integrated into the landscape and shall be compatible in style and finish with the surrounding neighborhood's structures. Such fencing may include community fencing, perimeter project fencing and non-residential fencing as described in Section 4.2 of the Rock Creek Ranch Performance Criteria.
2. Screen Fencing shall be located so as not to create traffic or other hazards.
3. Screen Fencing shall be maintained permanently to provide structural and visual integrity.
4. Screen Fencing shall not exceed 6'-0" height unless special conditions require greater heights and such increases are approved by the RCDRC.
5. Landscape planting shall be used to soften the visual impact of screen fencing from adjacent land uses. (See Figure 5.6.C.)

D. Review

The success of any buffer is the ability of the design elements utilized to work cooperatively in achieving the maximum effectiveness. As a result, each buffer area shall be reviewed on a case by case basis by the RCDRC.

BERMING WITH FENCES OR WALLS

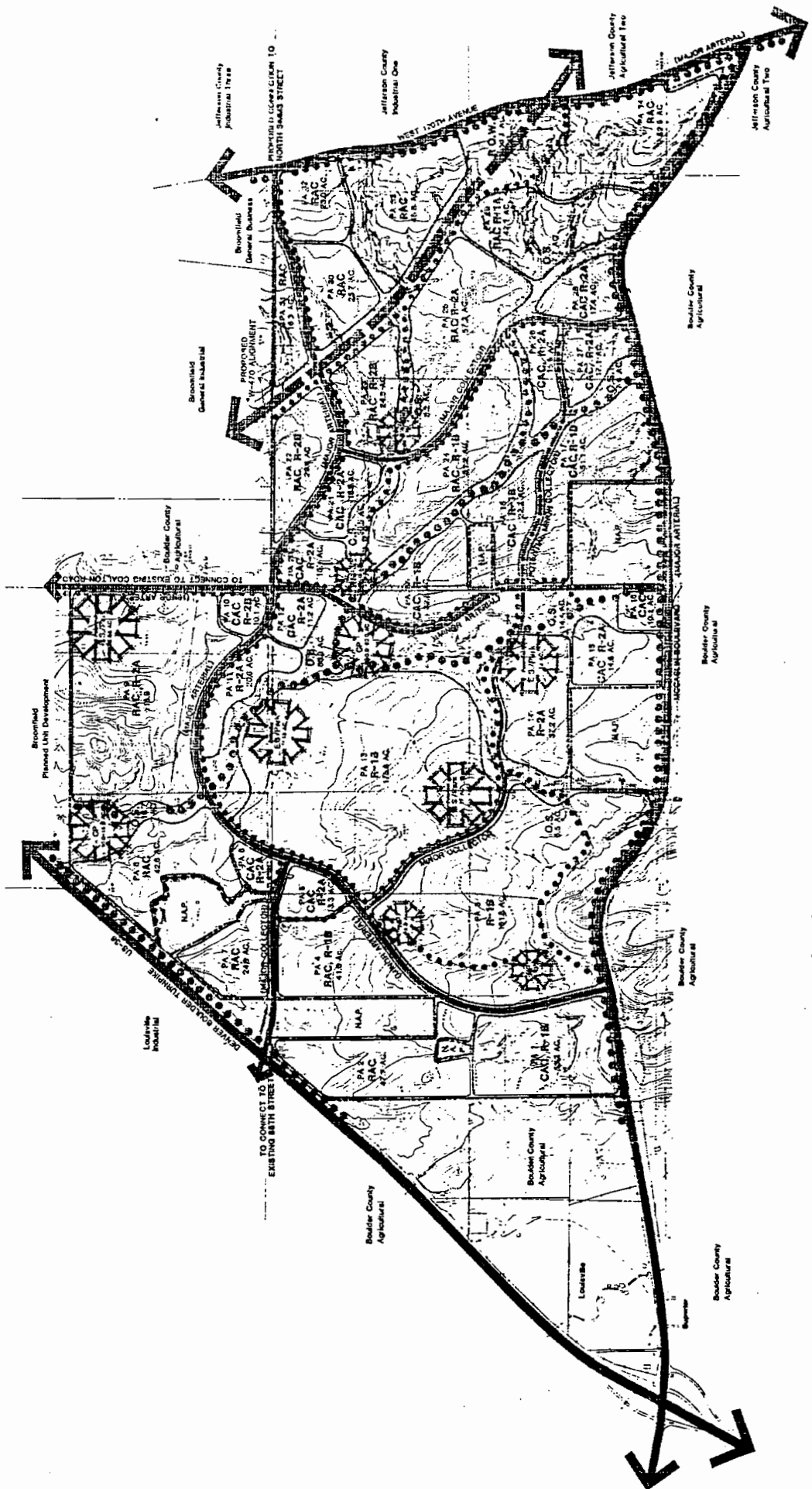


FENCING LOCATED ON TOP OF A
BERM SHOULD BE ACCOMPANIED
BY LANDSCAPING.

FIGURE 5.6 C

6.0 OPEN SPACE CRITERIA

NON-MOTORIZED CIRCULATION SYSTEM



●●● Indicates Trail Corridor Location

FIGURE 6.2 A

6.0 OPEN SPACE

6.1 INTENT

The open space and trail system within Rock Creek Ranch has been designed as an integral part of its character and visual amenities. This system will provide for separation of pedestrians and cyclists and motorized vehicles, providing safe access between residential and employment areas, and passive/active play areas throughout the community.

6.2 NON-MOTORIZED CIRCULATION SYSTEM

The non-motorized circulation system envisioned for Rock Creek Ranch is comprised of a hierarchy of trail corridors designed to accommodate a variety of nonmotorized circulation modes, including hiking, jogging, bicycling and ski touring.

These corridors, occur in two general locations; in conjunction with major roadways and throughout the open space network along drainages. The Master Developer shall provide the initial framework for this system, but will require individual developers to fund and/or construct phased portions thereof. The schematic layout of the overall system is shown in Figure 6.2.A.

A. Roadway Trail Corridors

Pedestrian and bicycle circulation occurring along arterial and collector streets shall consist of attached or detached concrete walks a minimum of four (4) feet in width for pedestrian walks, or eight (8) feet in width for combined pedestrian/bicycle use. In the case of some bicycle circulation, additional five (5) foot bicycle lanes may be provided on the street, thus allowing four foot wide pedestrian walks to be used (See Figures 2.2.C through 2.2.F.).

The use of landscaping and a meandering alignment will buffer sidewalks from automobile and other motorized traffic, while on-street bicycle lanes will be striped and signed to ensure safe, efficient access along major roadways. Typical trail intersections with streets are shown in Figure 6.2.B.

TRAIL/MAJOR ROADWAY INTERSECTIONS

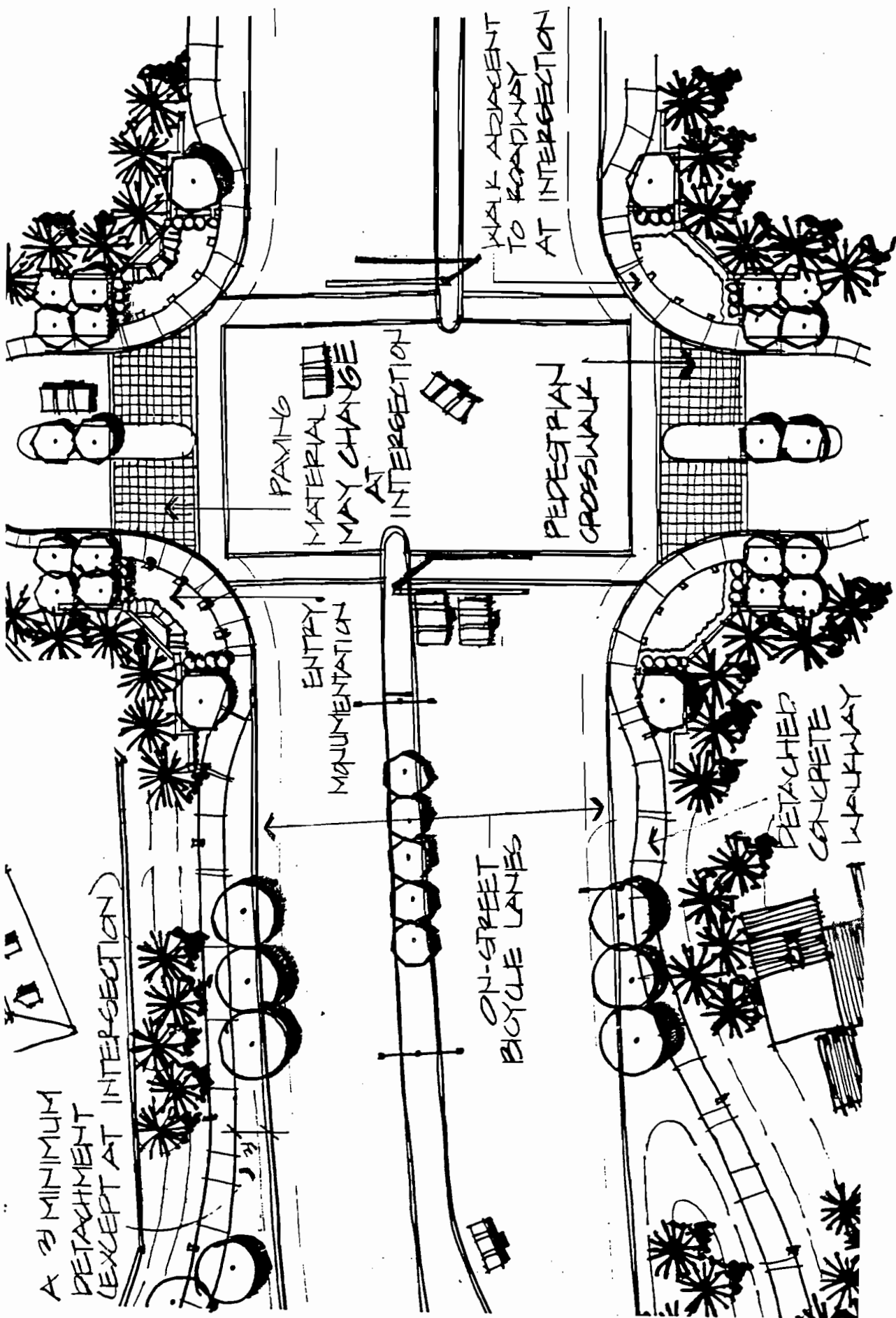


FIGURE 6.2 B

B. Open Space Trail Corridors

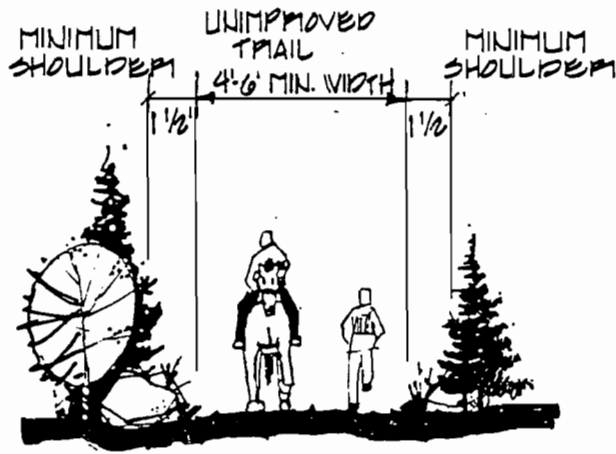
Trails occurring within the open space network of Rock Creek Ranch shall provide an open natural setting for a full array of non-motorized uses. Trail corridors within these areas shall be a minimum of 25 feet. Due to incompatibility between surfaces and terrain required for some of these uses, two distinct trail types have been developed. (All trail types are allowed within any trail corridor). Hiking, ski touring and horseback riding are compatible and can utilize an improved dirt trail, while pathways designed for jogging/walking and bicycling require an improved asphalt or concrete surface. In cases where these trails occur in the same corridor, a buffer strip will be provided (see Figure 6.2.C).

C. Accessibility

In order for the open space and trail systems within the community to be effective, individual developments must be able to maximize its use. To accomplish this it is essential that numerous well-located access points be provided by individual developers as follows:

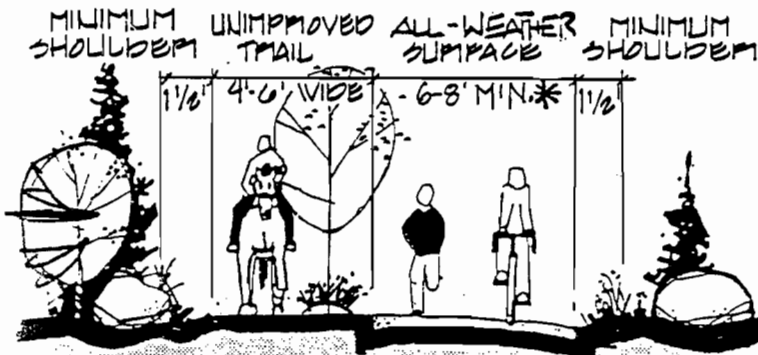
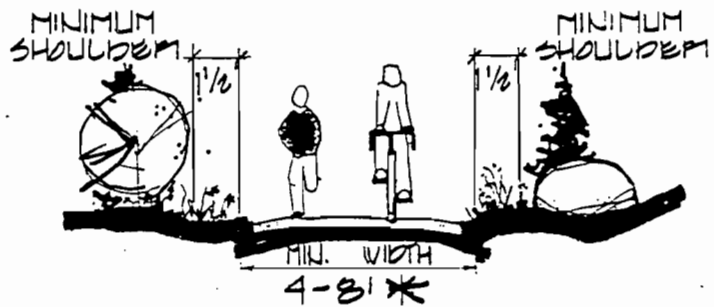
1. It is recommended that within single family detached neighborhoods, project entrances, open ended cul-de-sacs and/or pedestrian/ drainage easements between lots be utilized as trail system access points (see Figure 6.2.D). Certain internal trail corridors as indicated on the final Development Plan will be required to connect with the community system. Any other internal open space is encouraged to link with this system.
2. In single family attached and multi-family areas where internal common open space occurs, access points to community-wide trails and facilities should be designed to protect and enhance any private amenity areas within that development. Non-residential areas will also be required to provide access points connecting internal trail systems to the community trail corridors.
3. Access points are best described as "nodes" along a trail system where user concentration occurs. Individual developments are encouraged to utilize these nodes as meeting

TYPICAL TRAIL SECTIONS



HIKING, EQUESTRIAN,
SKI TOURING TRAIL
- MAXIMUM GRADE 10%

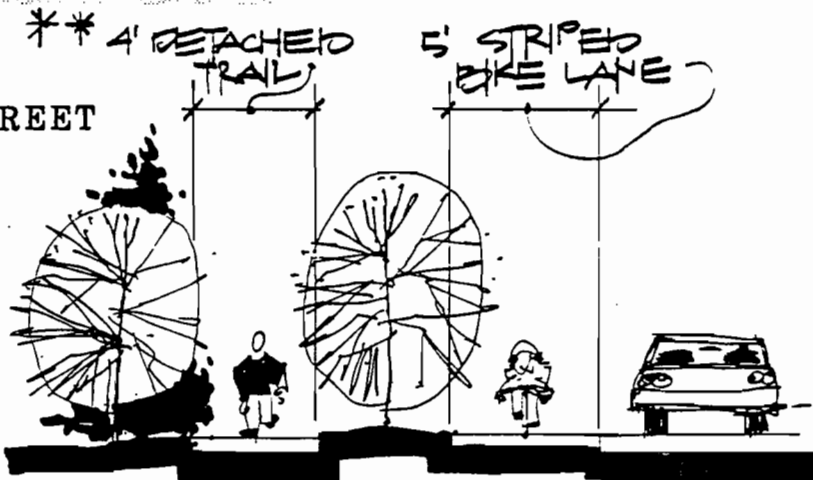
JOGGING, BIKING PATH
WITH IMPROVED SURFACE
- MAXIMUM GRADE 8%



COMBINED TRAILS

* (8' IF TOWAY
BICYCLE TRAVEL
IS PERMITTED)

TRAIL COMBINED WITH STREET



** 6-8' WIDE TRAIL IF BIKE LANE IS NOT PROVIDED

FIGURE 6.2 C

TRAIL SYSTEM ACCESS POINTS

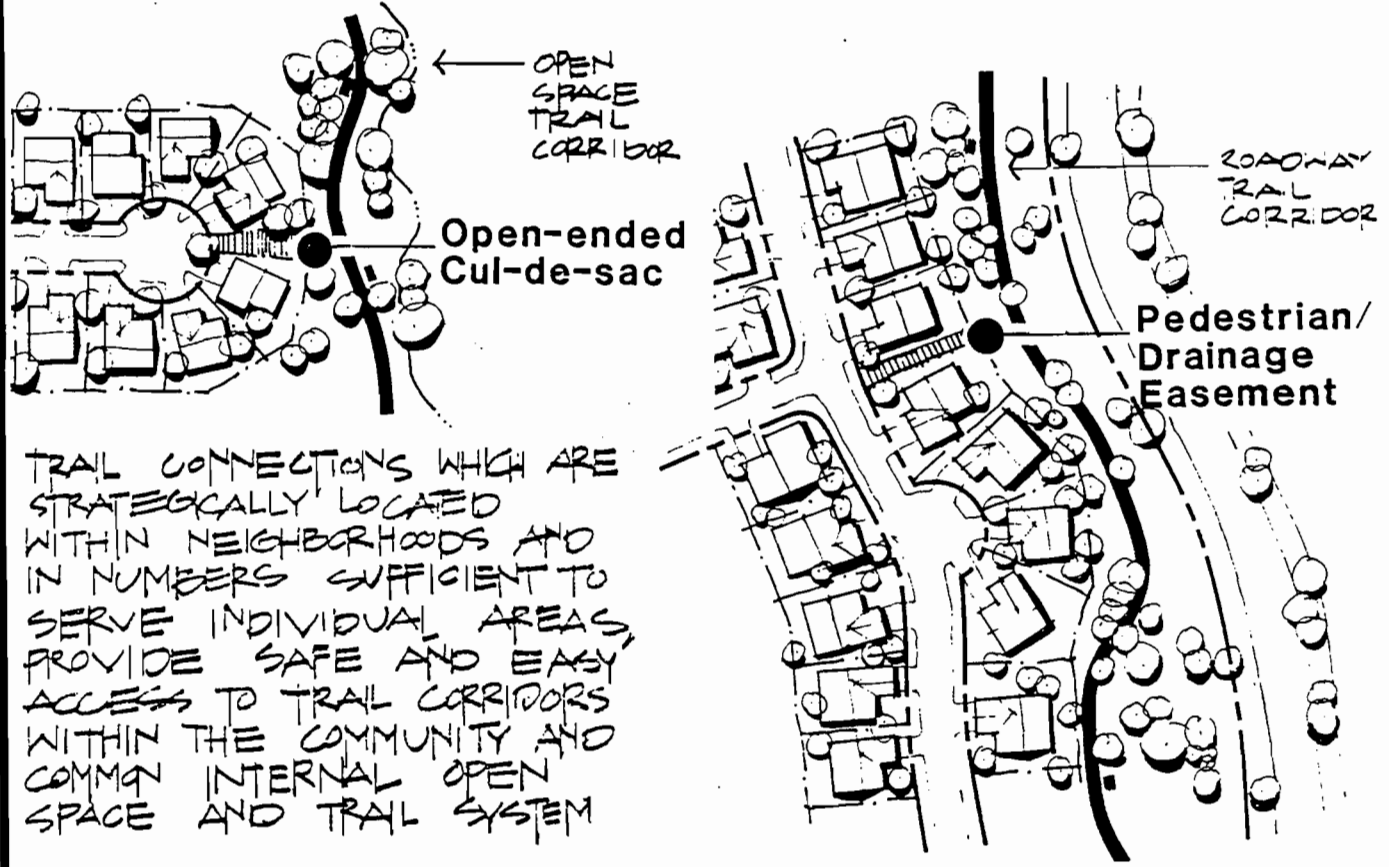


FIGURE 6.2 D

TRAIL CONNECTION TYPICALS

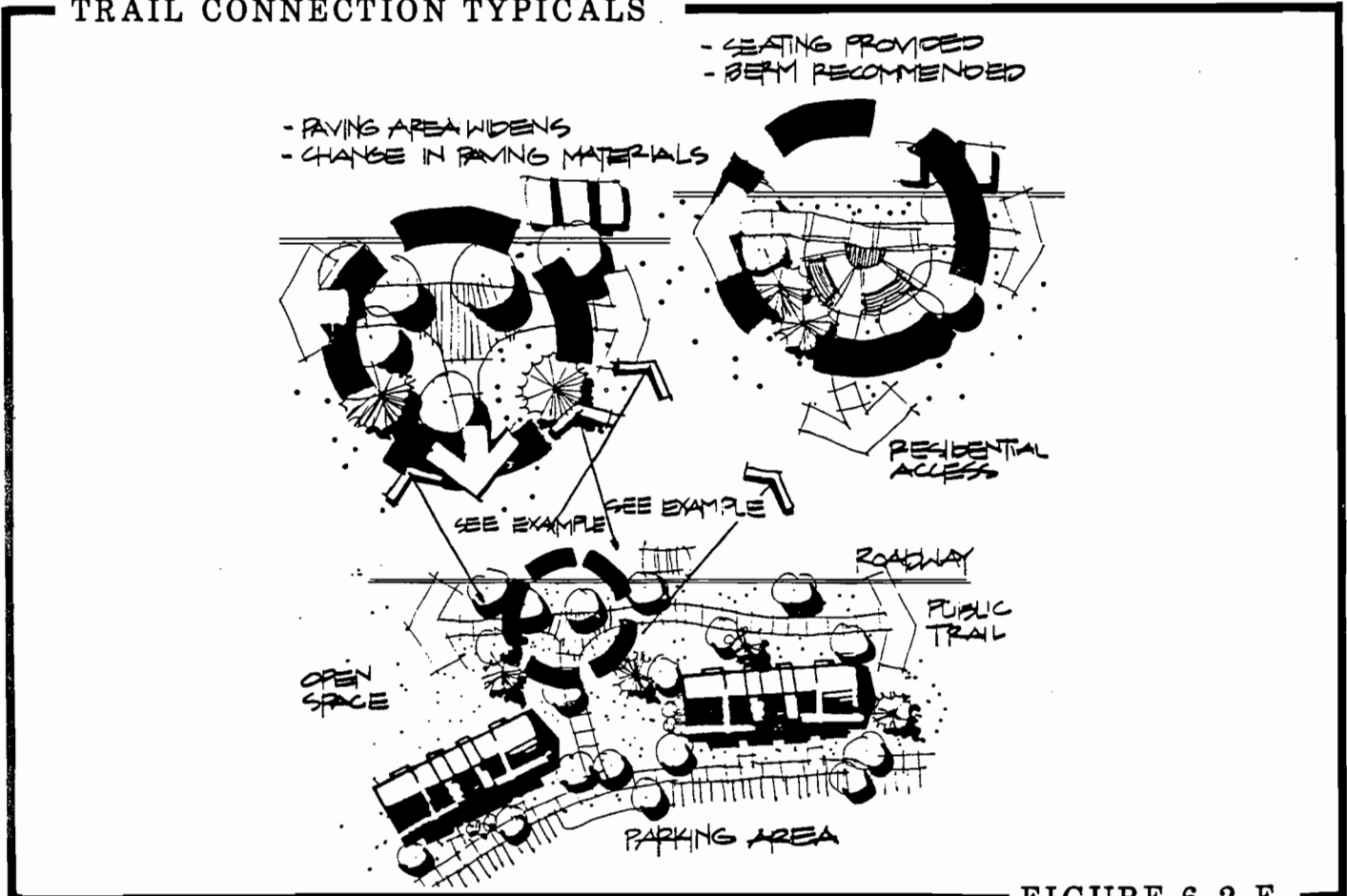


FIGURE 6.2 E

places for neighborhoods, providing secondary focal points along the trail system. (See Figure 6.2.E.)

6.3 PARKS AND SCHOOLS

In order to fulfill the park and open space requirements for Rock Creek Ranch, park and open space lands will, in some cases be required within individual development parcels in addition to the school/park and community open space areas illustrated on the Final Development Plan. As conceptually shown on the Rock Creek Ranch Final Development Plan, four (4) school/parks and 159.9 acres of community open space are proposed to be provided within the community.

The design of park, open space and recreation facilities within Rock Creek Ranch shall include recreational opportunities for residents of all ages and activity levels, and shall include passive and active areas, playgrounds, ball fields, picnic areas and multi-purpose courts. Community park facilities are intended to be provided near the interior of property in association with the Rock Creek floodplain as discussed in Section 1.5, items A and B. Neighborhood parks may be provided in conjunction with school sites, or may be separate facilities. A neighborhood park should be located within 1/4 to 1/2 mile of the area served and be accessible by adjacent trails. A typical neighborhood park is illustrated in Figure 6.3.A.

A. Joint Use

School/park areas within Rock Creek Ranch are intended to be joint-use facilities, providing an educational benefit as well as a neighborhood recreation focal point for the residents of the community.

B. Park and Recreation Facilities

The minimum criteria for community and neighborhood park and recreation requirements within Rock Creek Ranch shall be as follows:

1. Community Parks

- a. Shall be designed and centrally located to serve the entire community.

TYPICAL NEIGHBORHOOD PARK

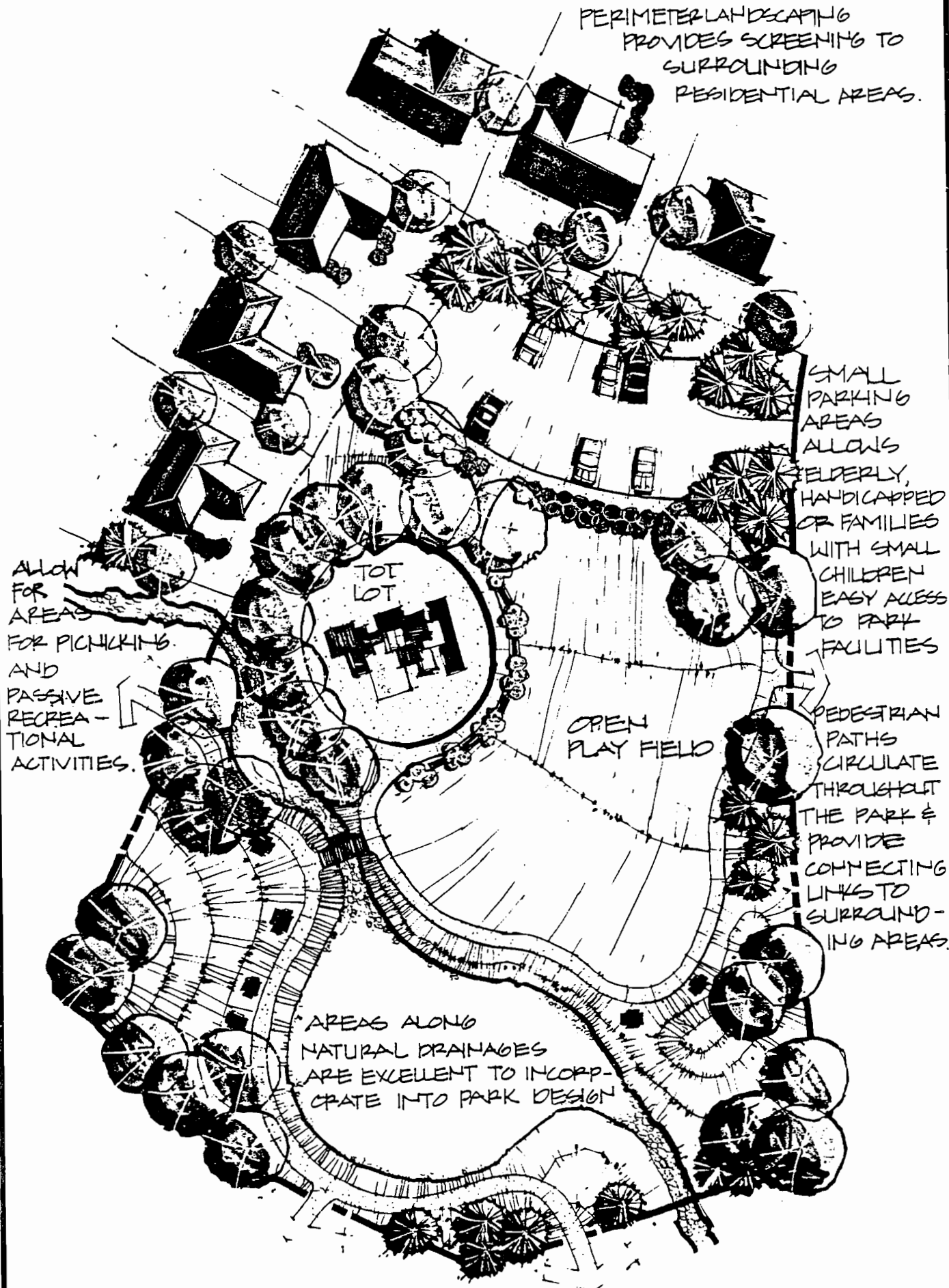


FIGURE 6.3 A

- b. Minimum size - 20 acres. (Construction may be phased to keep pace with population.)
- c. 2.5 acres should be provided per 1,000 population served.

2. Neighborhood Parks

- a. Should be designed and located to serve an area of $\frac{1}{4}$ to $\frac{1}{2}$ mile radius.
- b. Minimum size - 3 to 5 acres. (May constructed in phases.)
- c. 2.5 acres should be provided per 1,000 population served.

Population calculations shall be based on an average of 2.5 persons per unit. Conceptual park locations, based on the above criteria, shall be indicated at the time of sub-area plan submittal and final locations determined at final plat.

6.4 MAINTENANCE

Open space/park and trail facilities must be maintained in satisfactory condition at all times. These areas and related facilities will be maintained by one of three entities:

- A. Rock Creek Metropolitan District (dedicated parks and open space and R.O.W. landscaping).
- B. Homeowners Association (tracts, entryways, common open space within development areas and, local R.O.W.'s).
- C. Developer, through sub-association (private open space).

The typical responsibilities of each entry, as listed above, may vary based on final designs and subdivision agreements (ie., the Metropolitan District may agree to maintain certain tracts or entries, a sub-association may be required to maintain common open space within development areas, etc.).

7.0 ENVIRONMENTAL PROTECTION CRITERIA

7.0 ENVIRONMENTAL PROTECTION

7.1 INTENT

It is the intent of this section to provide guidelines and procedures to minimize terrain disturbances and ecological damage during site preparation and construction of roads and structures within Rock Creek Ranch. Further, it is intended to indicate the methods to be employed in the restoration of disturbed areas, and the prevention of erosion and sedimentation during and after construction.

The visual setting of Rock Creek Ranch is such that particular care must be exercised to insure that the site's natural beauty is retained as much as possible for the mutual benefit of residents, neighbors and the public at large, while protecting streams and water courses and drainages from the negative effects of excessive surface erosion and stream bank instability.

7.2 GENERAL PROVISIONS DURING CONSTRUCTION

- A. Extreme care will be exercised by all equipment operators to prevent damage to fragile areas of the landscape.
- B. All-terrain vehicles or construction equipment will not be permitted to move off roads or established construction routes in order to prevent damage to vegetation or soil.
- C. Ropes or cable will not be fastened to trees except for support and stabilization of said plant materials.
- D. The burning of trash, brush, trees and other combustible objects will not be allowed. Such material will be removed off-site, except for woody material which may be shredded and used for mulch. Employees of contractors are not allowed to build warm-up fires or debris fires.
- E. Temporary on-site waste disposal sites may be provided by the Master Developer when necessary. Otherwise, all waste materials will be promptly removed from the construction site. Under no circumstances should waste materials of any kind be dumped or temporarily stored on slopes or in drainage ways.

7.3 DRAINAGE CRITERIA

In order to protect natural drainages and waterways, and to maintain a pleasing visual appearance to all drainage facilities, the following general criteria have been established.

- A. Surface drainage shall utilize, wherever possible, natural swales and retention/detention ponds. Where feasible, these facilities shall be designed as site amenities and integrated into the overall site design.
- B. Where conveyance swales are used for surface drainage, the sideslopes shall be not greater than 3:1. Sideslopes shall be grassed or otherwise stabilized but shall not be lined with concrete, asphalt or other impervious cover.
- C. Channel widths and bottoms of conveyance swales shall vary according to the stormwater flow for that watershed, based on the final site and drainage plan.
- D. Bottoms of swales shall be grassed or lined with rock, stones, sand or coarse gravel. Where drainage velocities in swales are expected to be great, check-dams within the swale shall be permitted, provided they are of rock or rip-rap construction.
- E. Concrete or asphalt check-dams shall not be permitted unless faced with rock or other approved material.
- F. Retention/detention ponds shall be designed to detain and control increased storm water runoff from the 100 year storm occurrence, shall have side slopes no greater than 3:1 and shall be designed and constructed to provide for sediment storage.
- G. Perimeter boundaries of retention/detention areas shall follow a configuration of existing contours, wherever possible, to create a natural look to such areas.

7.4 EROSION CONTROLS

Wind and water-borne erosion with resulting sediment loads need to be addressed at two levels. During construction, the effects of site disturbance will have the greatest potential for off-site damage and will therefore require emphatic measures to ensure proper control. Upon construction completion, final slope stabilization and revegetation is required to reclaim disturbed areas, secure cut and fill slopes and prevent potential slope failure.

A. Measures to be Undertaken During Construction

1. All cut and fill slopes created during site preparation or construction will receive interim stabilization treatment as soon as practicable, but in no case shall disturbed slopes remain untreated for a period longer than six months.
2. Calculations for potential soil loss due to erosion during construction will be made by use of the Universal Soil Loss Equation, or a similar acceptable method. Estimates of soil loss thereby derived will be used in determining the level of interim measures required to prevent sediment generation.
3. Topsoil (where it is in evidence) from all areas undergoing construction should be stripped to an appropriate depth and stockpiled. The location of stockpiles should be selected so as not to obstruct site operations or result in double handling. Topsoil mounds shall not exceed 8 feet in height or have sideslopes greater than 3:1. If topsoil mounds are to be left for more than six months they should be seeded.
4. Downslope of all stripped or graded areas exceeding $\frac{1}{2}$ acre in size, where the slope exceeds 10% and the length of the disturbed slope exceeds 75 feet, a continuous line of straw bales or other similar material shall be staked along the contour. Where it is impractical to use straw bales, temporary diversion channels will be used. Where diversion channels are employed, runoff will be directed to sediment basins, as designated on the final site drainage plan.

5. Where drainage channels are encountered on the site, straw bale "filters" will be used to control sediment flow. Bales will be staked as a barrier parallel to the slope contour in the channel to stop sediment and reduce velocities until final channel stabilization has been established.
6. Stripped or graded areas, which are to remain bare for periods longer than six months, will be treated with temporary mulch and/or seeded. Areas which exceed 3:1 slopes will be anchored with a mulch anchoring tool, tackifier or other binding agent.
7. Slopes greater than 2:1 but less than 1.5:1 will be seeded and held in place with mesh or net stabilization materials.
8. Slopes of steeper grades (if approved), cut and fill banks and unstable soil conditions that cannot be stabilized through seeding, mulching or netting techniques, will be treated with structural or biotechnical methods. These will include:
 - a. Terracing to form "benches" for placing stabilizing plant materials.
 - b. Timber or metal frame stabilization to form a lattice of stabilized planting boxes against steep slopes. Such frames must be anchored to prevent slippage and buckling. Frames will be mulched, seeded and meshed to prevent washout, while vegetation is becoming established.
 - c. Use of timber, stone or concrete retaining walls.

B. Final Slope Stabilization and Revegetation

1. All disturbed areas will receive final stabilization treatment to insure that erosion and sediment loads are maintained at acceptable levels and that all cut and fill areas are secure from slope failure.
2. Desirable slope grades shall be a maximum of 3:1. When site conditions warrant, slopes may reach a maximum of 1.5:1, provided that mesh or other intensive revegetation

procedures are implemented and that prior approval has been obtained from the RCDRC. Specific details of revegetation techniques shall be provided on the face of the final site plan.

3. Seed mixtures used in revegetation shall be compatible with the indigenous plant material in terms of soil holdings capabilities, moisture requirements and cover capabilities. Introduced plantings shall be chosen to closely conform visually to the natural site conditions prior to disturbance, provided the intent of soil and slope stabilization is met.
4. Cut and fill slopes, including roadways, will be revegetated or faced with natural materials (stone, rock, etc.) to restore visual compatibility with the surrounding landscape.
5. Permanent check-dams will be installed in natural drainages as needed based on the final drainage plan.

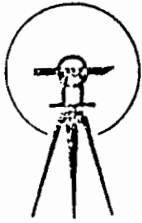
7.5 MAINTENANCE

The owner of any private property within Rock Creek Ranch on which work has been performed, pursuant to an approved plan and under the provisions of these regulations, shall continuously maintain and repair all graded surfaces, plantings, ground cover, erosion protection devices, retaining walls, drainage structures or other protective devices.

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1.0 LEGAL DESCRIPTION



DREXEL, BARRELL & CO.

ENGINEERS — SURVEYORS

1700 38TH STREET

BOULDER, COLORADO 80301

(303) 442-4338

January 5, 1987

LEGAL DESCRIPTION

A tract of land located in the S1/2 of Section 19, in the W1/2 of Section 29, in Section 30 and in the NE1/4 of the NW1/4 of Section 31, all in T1S, R69W of the 6th P.M., County of Boulder, State of Colorado, described as follows:

Commencing at the S1/4 Corner of said Section 19, thence S88°47'37"W, 1791.58 feet along the South line of the SW1/4 of said Section 19 to the Easterly line of Parcel No. 1 (McCaslin Boulevard also known as Boulder County Road No. 25) conveyed to the County of Boulder as described in Instrument recorded on Film 682 as Reception No. 928096 of the records of Boulder County, Colorado and the TRUE POINT OF BEGINNING;

The following courses and distances are along the Easterly line of said Parcel No. 1:

Thence Northerly, 219.46 feet along the arc of a curve concave to the East, said arc having a radius of 5400.00 feet, a central angle of 2°19'43" and being subtended by a chord that bears N11°27'06"W, 219.45 feet;

Thence N13°43'40"E, 28.72 feet;

Thence N09°19'57"W, 277.08 feet;

Thence N00°33'35"W, 85.23 feet;

Thence N09°19'57"W, 500.00 feet;

Thence N09°17'46"W, 220.97 feet to the North line of the S1/2 of the SW1/4 of said Section 19;

Thence leaving the Easterly line of said Parcel No. 1, N88°57'21"E, 1995.10 feet along the North line of the S1/2 of the SW1/4 of said Section 19 to the Northwest Corner of the S1/2 of the SE1/4 of said Section 19;

- 2 -

Thence N89°10'49"E, 1921.50 feet along the North line of the S1/2 of the SE1/4 of said Section 19 to the Southwesterly right-of-way line of U.S. Highway No. 36 conveyed to The State Highway Department as described in Warranty Deed recorded in Book 878 at Page 498 of the records of Boulder County, Colorado;

Thence S49°59'58"E, 866.84 feet along the Southwesterly right-of-way line of said U.S. Highway No. 36;

Thence S19°29'15"E, 205.00 feet along the Southwesterly right-of-way line of said U.S. Highway No. 36 to the East line of the SE1/4 of said Section 19;

Thence S00°04'00"W, 53.20 feet along the East line of the SE1/4 of said Section 19 to the Southeast Corner of that tract of land conveyed to David Weinstein and Ronni Jane Weinstein as described in Warranty Deed recorded on Film 717 as Reception No. 962780 of the records of Boulder County, Colorado;

Thence S89°14'00"W, 2178.00 feet along the South line of that tract of land as described on said Film 717 as Reception No. 962780;

Thence S00°04'00"W, 500.00 feet along the East line of that tract of land as described on said Film 717 as Reception No. 962780 to the South line of the SE1/4 of said Section 19;

Thence N89°14'00"E, 2178.00 feet along the South line of the SE1/4 of said Section 19 to the Southeast Corner thereof;

Thence S89°08'11"E, 672.60 feet along the North line of the NW1/4 of said Section 29 to the Southwesterly right-of-way line of U.S. Highway No. 36 conveyed to The State Highway Department as described in Warranty Deed recorded in Book 878 at Page 507 of the records of Boulder County, Colorado;

Thence S49°35'11"E, 847.48 feet along the Southwesterly right-of-way line of said U.S. Highway No. 36 to the Northerly line of that tract of land as described in Quit Claim Deed recorded on Film 565 as Reception No. 811858 of the records of Boulder County, Colorado;

The following courses and distances are along the Northerly line of that tract of land as described on said Film 565 as Reception No. 811858:

Thence S58°45'24"W, 209.12 feet;

Thence S70°50'10"W, 149.27 feet;

Thence S58°52'10"W, 528.04 feet;

Thence S86°41'20"W, 121.20 feet;

Thence S26°34'00"E, 73.79 feet;

- 3 -

Thence S26°41'00"W, 216.01 feet;

Thence S74°15'00"W, 121.56 feet;

Thence S82°07'30"W, 213.95 feet;

Thence N90°00'00"W, 28.19 feet to the West line of the NW1/4 of said Section 29;

Thence leaving the Northerly line of that tract of land as described on said Film 565 as Reception No. 811858, S00°10'08"E, 52.00 feet along the West line of the NW1/4 of said Section 19 to the Southerly line of that tract of land as described on said Film 565 as Reception No. 811858;

The following courses and distances are along the Southerly line of that tract of land as described on said Film 565 as Reception No. 811858:

Thence S90°00'00"E, 28.03 feet;

Thence N89°00'00"E, 228.50 feet;

Thence S27°21'00"E, 128.00 feet;

Thence S90°00'00"E, 35.00 feet;

Thence N00°00'00"E, 77.00 feet;

Thence N52°12'50"E, 262.00 feet;

Thence S48°55'10"E, 82.00 feet;

Thence S21°55'50"E, 167.00 feet;

Thence S62°13'20"E, 309.00 feet;

Thence N86°33'30"E, 480.00 feet;

Thence N17°10'50"W, 244.00 feet;

Thence N64°28'40"E, 226.00 feet;

Thence N10°00'20"W, 551.72 feet to the Southwesterly right-of-way line of said U.S. Highway No. 36;

Thence leaving the Southerly line of that tract of land as described on said Film 565 as Reception No. 811858, S49°35'11"E, 1127.48 feet along the Southwesterly right-of-way line of said U.S. Highway No. 36 to a point of curve to the left;

- 4 -

Thence Southeasterly, 397.07 feet along the Southwesterly right-of-way line of said U.S. Highway No. 36 and along the arc of said curve to the North-South Centerline of said Section 29, said arc having a radius of 5930.00 feet, a central angle of $3^{\circ}50'11''$ and being subtended by a chord that bears $S51^{\circ}30'17''E$, 397.00 feet;

Thence $S00^{\circ}05'09''W$, 3648.69 feet along the North-South Centerline of said Section 29 to the S1/4 Corner of said Section 29;

Thence $N89^{\circ}55'00''W$, 2633.14 feet along the South line of the SW1/4 of said Section 29 to the Southwest Corner thereof;

Thence $S89^{\circ}54'23''W$, 2633.72 feet along the South line of the SE1/4 of said Section 30 to the S1/4 Corner of said Section 30;

Thence $S00^{\circ}28'21''E$, 825.00 feet along the North-South Centerline of said Section 31;

Thence $S89^{\circ}48'00''W$, 300.00 feet;

Thence $N00^{\circ}28'21''W$, 845.11 feet to the North line of the South 25.00 feet of the E1/2 of the SW1/4 of said Section 30;

Thence $S88^{\circ}51'59''W$, 1034.54 feet parallel with the South line of the E1/2 of the SW1/4 of said Section 30 to the West line thereof;

Thence $N00^{\circ}15'38''W$, 2605.86 feet along the West line of the E1/2 of the SW1/4 of said Section 30 to the Northwest Corner thereof;

Thence $S89^{\circ}17'51''W$, 1178.13 feet along the North line of the SW1/4 of said Section 30 to the Easterly line of Parcel 2 (McCaslin Boulevard also known as Boulder County Road No. 25) conveyed to the County of Boulder as described in Instrument recorded on said Film 532 as Reception No. 781638;

Thence Northeasterly, 873.91 feet along the Easterly line of said Parcel 2 and along the arc of a curve concave to the Southeast to a point tangent, said arc having a radius of 1593.30 feet, a central angle of $31^{\circ}25'34''$ and being subtended by a chord that bears $N26^{\circ}13'50''E$, 862.99 feet;

Thence $N41^{\circ}56'37''E$, 167.00 feet along the Easterly line of said Parcel 2 to a point of curve to the left;

Thence Northeasterly, 84.90 feet along the Easterly line of said Parcel 2 and along the arc of said curve to a point on the Easterly line of Parcel No. 2 (McCaslin Boulevard also known as Boulder County Road No. 25) conveyed to the County of Boulder as described in Quit Claim Deed recorded on said Film 682 as Reception No. 928095 of the records of Boulder County, Colorado, said arc having a radius of 1420.26 feet, a central angle of $3^{\circ}25'29''$ and being subtended by a chord that bears $N40^{\circ}13'52''E$, 84.88 feet;

- 5 -

The following courses and distances are along the Easterly line of said Parcel No. 2:

Thence Northerly, 1276.34 feet along the arc of a curve concave to the West to a point tangent, said arc having a radius of 1300.00 feet, a central angle of $56^{\circ}15'11''$ and being subtended by a chord that bears $N13^{\circ}26'11''E$, 1225.69 feet;

Thence $N14^{\circ}41'25''W$, 50.00 feet;

Thence $N00^{\circ}23'39''W$, 161.99 feet;

Thence $N14^{\circ}41'25''W$, 40.00 feet;

Thence $N42^{\circ}45'46''W$, 85.00 feet;

Thence Northerly, 195.46 feet along the arc of a curve concave to the East to the South line of the SW1/4 of said Section 19 and the TRUE POINT OF BEGINNING, said arc having a radius of 5400.00 feet, a central angle of $2^{\circ}04'26''$ and being subtended by a chord that bears $N13^{\circ}39'11''W$, 195.45 feet;

ALSO

A tract of land located in the S1/2 of the SW1/4 of Section 30 and in Section 31, all in T1S, R69W of the 6th P.M., in the N1/2 of Section 6, T2S, R69W of the 6th P.M. and in the NE1/4 of the NE1/4 of Section 1, T2S, R70W of the 6th P.M., County of Boulder and Jefferson, State of Colorado, described as follows:

BEGINNING at the Northeast Corner of the NE1/4 of said Section 31, thence $S89^{\circ}54'23''W$, 2633.72 feet along the North line of the NE1/4 of said Section 31 to the N1/4 Corner of said Section 31;

Thence $S00^{\circ}28'21''E$, 825.00 feet along the North-South Centerline of said Section 31;

Thence $S89^{\circ}48'00''W$, 300.00 feet;

Thence $N00^{\circ}28'21''W$, 845.11 feet to the North line of the South 25.00 feet of the E1/2 of the SW1/4 of said Section 30;

Thence $S88^{\circ}51'59''W$, 1034.54 feet parallel with the South line of the E1/2 of the SW1/4 of said Section 30 to the East line of the SW1/4 of the SW1/4 of said Section 30;

Thence $N00^{\circ}15'38''W$, 1290.43 feet along the East line of the SW1/4 of the SW1/4 of said Section 30 to the Northeast Corner thereof;

- 6 -

Thence S89°04'51"W, 1229.13 feet along the North line of the SW1/4 of the SW1/4 of said Section 30 to the Easterly line of Parcel 2 (McCaslin Boulevard also known as Boulder County Road No. 25) conveyed to the County of Boulder as described in Instrument recorded on Film 507 as Reception No. 760911 of the records of Boulder County, Colorado;

Thence S00°16'01"W, 1320.27 feet along the Easterly line of said Parcel 2 to the South line of the SW1/4 of the SW1/4 of said Section 30;

Thence N88°51'59"E, 1241.35 feet along the South line of the SW1/4 of the SW1/4 of said Section 30 to the Southeast Corner thereof;

Thence S00°21'34"E, 1337.17 feet along the East line of the NW1/4 of the NW1/4 of said Section 31 to the Southeast Corner thereof;

Thence S89°16'33"W, 1243.84 feet along the South line of the NW1/4 of the NW1/4 of said Section 31 to the Easterly line of Parcel 1 (McCaslin Boulevard also known as Boulder County Road No. 25) conveyed to the County of Boulder as described in Instrument recorded on Film 507 as Reception No. 760911 of the records of Boulder County, Colorado;

The following courses and distances are along the Easterly line of said Parcel 1:

Thence Southerly, 670.78 feet along the arc of a curve concave to the East to a point tangent, said arc having a radius of 3720.00 feet, a central angle of 10°19'53" and being subtended by a chord that bears S09°29'27"E, 669.88 feet;

Thence S14°39'24"E, 1752.00 feet;

Thence N77°32'50"E, 25.00 feet;

Thence S14°39'24"E, 96.49 feet to a point of curve to the right;

Thence Southerly, 1252.30 feet along the arc of said curve to a point tangent, said arc having a radius of 1280.00 feet, a central angle of 56°03'21" and be subtended by a chord that bears S13°22'17"W, 1202.95 feet;

Thence S41°23'57"W, 488.67 feet to the North line of the NW1/4 of said Section 6;

Thence leaving the Easterly line of said Parcel 1, S26°02'10"W, 113.01 feet along the Easterly right-of-way line of McCaslin Boulevard conveyed to Jefferson County as described in Warranty Deed recorded in Book 2175 at Page 98 of the records of Jefferson County, Colorado to the West line of the NW1/4 of said Section 6;

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Thence S41°08'53"W, 468.38 feet along the Easterly right-of-way line of McCaslin Boulevard conveyed to Jefferson County as described in Warranty Deed recorded in Book 2175 at Page 95 of the records of Jefferson County, Colorado;

Thence Southwesterly, 1052.68 feet along the Easterly right-of-way line of said McCaslin Boulevard and along the arc of a curve concave to the Southeast to the Northerly right-of-way line of Colorado State Highway No. 128 (West 120th Avenue), said arc having a radius of 2141.83 feet, a central angle of 28°09'36" and being subtended by a chord that bears S27°04'03"W, 1042.11 feet;

Thence N69°35'49"E, 842.73 feet along the Northerly right-of-way line of said Colorado State Highway No. 128 to the West line of the NW1/4 of said Section 6;

Thence S00°26'00"E, 146.45 feet along the West line of the NW1/4 of said Section 6 to the Northerly right-of-way line of said Colorado State Highway No. 128;

The following courses and distances are along the Northerly right-of-way line of said Colorado State Highway No. 128:

Thence N69°18'36"E, 632.01 feet to a point of curve to the right;

Thence Easterly, 764.19 feet along the arc of said curve to a point tangent, said arc having a radius of 1973.67 feet, a central angle of 22°11'04" and being subtended by a chord that bears N80°24'08"E, 759.42 feet;

Thence S88°30'20"E, 209.52 feet;

Thence N89°20'40"E, 144.16 feet to a point of curve to the left;

Thence Easterly, 484.63 feet along the arc of said curve to a point tangent, said arc having a radius of 1375.00 feet, a central angle of 20°11'40" and being subtended by a chord that bears N79°14'50"E, 482.13 feet;

Thence N69°09'00"E, 1295.87 feet to a point of curve to the right;

Thence Easterly, 416.18 feet along the arc of said curve to a point tangent, said arc having a radius of 1179.50 feet, a central angle of 20°13'00" and being subtended by a chord that bears N79°15'30"E, 414.03 feet;

Thence N89°22'00"E, 232.27 feet to a point of curve to the left;

Thence Easterly, 387.94 feet along the arc of said curve to a point tangent, said arc having a radius of 1405.30 feet, a central angle of 15°49'00" and being subtended by a chord that bears N81°27'30"E, 386.71 feet;

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Thence N73°33'00"E, 333.30 feet to a point of curve to the right;

Thence Easterly, 507.01 feet along the arc of said curve to the East line of the NE1/4 of said Section 6, said arc having a radius of 2851.80 feet, a central angle of 10°11'11" and being subtended by a chord that bears N78°38'35"E, 506.34 feet;

Thence leaving the Northerly right-of-way line of said Colorado State Highway No. 128, N01°10'21"E, 4.40 feet along the East line of the NE1/4 of said Section 6 to the Northeast Corner thereof;

Thence N00°17'13"E, 2683.02 feet along the East line of the SE1/4 of said Section 31 to the E1/4 Corner thereof of said Section 31;

Thence N00°17'48"E, 2683.09 feet along the East line of the NE1/4 of said Section 31 to the POINT OF BEGINNING.

EXCEPT that tract of land conveyed to Robert Bowes as described in Quit Claim Deed recorded in Book 404 at Page 40 of the records of Boulder County, Colorado.

EXCEPT that tract of land conveyed to Associated Realty Corporation as described in Warranty Deed recorded in Book 546 at Page 474 of the records of Boulder County, Colorado.

2.0 DEDICATION

KNOW ALL MEN BY THESE PRESENT:

THAT (Corporation Name) _____, is the owner of that real property situated in Superior, Colorado and lying within the exterior boundary of (Subdivision Name) _____, more particularly described as follows:

(Legal Description)

That it has caused said real property to be laid out and surveyed as (Subdivision Name), and does hereby dedicate to the Rock Creek Ranch District and set apart all of the streets, alleys, and other public ways and places as shown on the accompanying plat to the use of the public forever, and does hereby dedicate to the Rock Creek Ranch District those portions of said real property which are indicated as easements on the accompanying plat as easements.

IN WITNESS WHEREOF (Corporation Name) _____, has caused its name to be hereunto subscribed by its President and its Corporate Seal to be hereunto affixed, attested by its Secretary, this _____ day of _____, A.D., 19_____.

ATTEST (Secretary's Name) _____

(Corporation Name) _____

(Corporation Name) _____

State of Colorado)
County of _____)SS

The foregoing instrument was acknowledged before me this _____ day of _____, A.D., 19_____, by (President's Name) _____ as President and (Secretary's Name) _____ as Secretary of (Corporation Name) _____, a Colorado corporation.

My commission expires _____

(Notary's Name) _____
Notary Public

3.0 SURVEYOR'S CERTIFICATE

I, (Surveyor's Name), a duly registered land surveyor in the State of Colorado, do hereby certify that this plat of (Subdivision Name) truly and correctly represents the results of a survey made by me or under my direct supervision.

(Surveyor's Name)
Surveyor

(Surveyor's stamp shall appear with this certificate)

4.0 PLANNING COMMISSION CERTIFICATE

Approved this _____ day of _____, A.D., 19____, Town
Planning Commission, Superior, Colorado.

Chairman

5.0 PLANNING COMMISSION SUB-AREA PLAN

Approved this _____ day of _____, A.D., 19____, Town
Planning Commission, Superior, Colorado.

Chairman

6.0 TOWN BOARD OF TRUSTEES' CERTIFICATE

Approved this _____ day of _____, A.D., 19____, by the Board of Trustees, Superior, Colorado. This approval is with the understanding that all expenses involving necessary improvements for all utility services, paving, grading, landscaping, curbs, gutters, street lights, street signs, and sidewalks shall be financed by others and not the Town of Superior.

ATTEST _____
Town Clerk

Mayor

7.0 TOWN CLERK'S CERTIFICATE

State of Colorado)
Town of Superior)SS

I hereby certify that this instrument was filed in my office at _____ o'clock,
_____, A.D., 19_____, and is duly recorded.

Town Clerk

8.0 COUNTY CLERK AND RECORDER'S CERTIFICATE

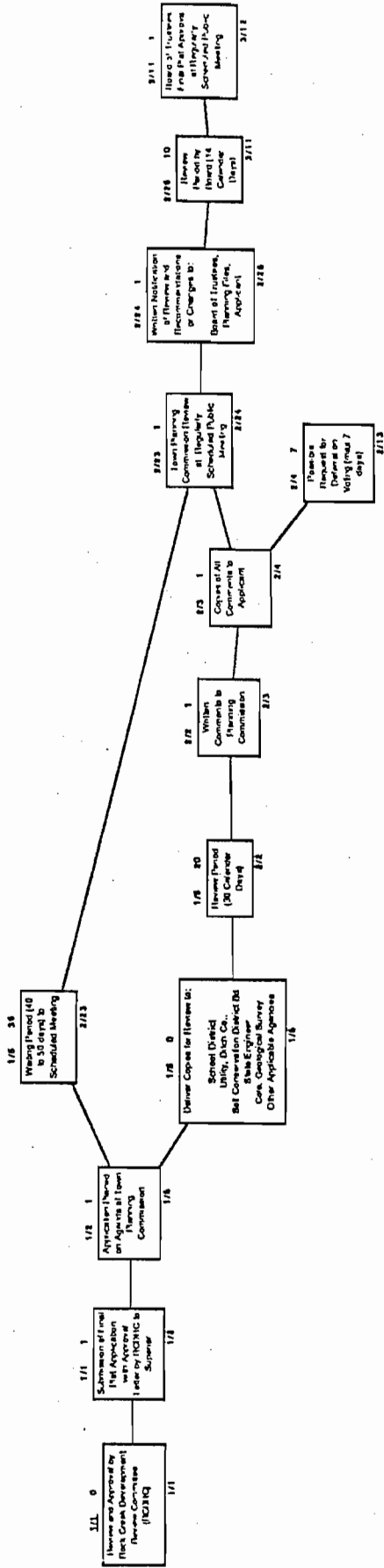
State of Colorado)
Town of Superior)SS

I hereby certify that this instrument was filed in my office at _____ o'clock,
_____, A.D., 19_____, and is duly recorded in
_____.

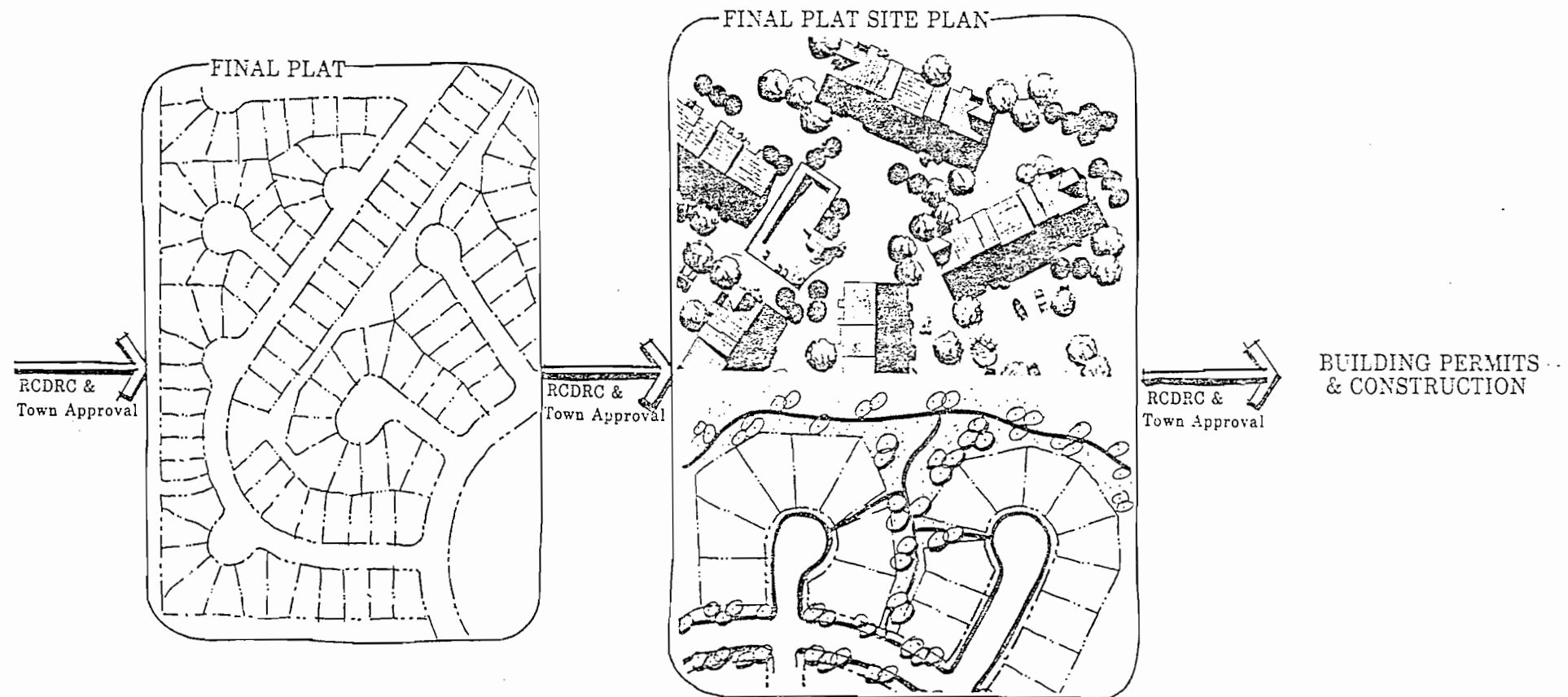
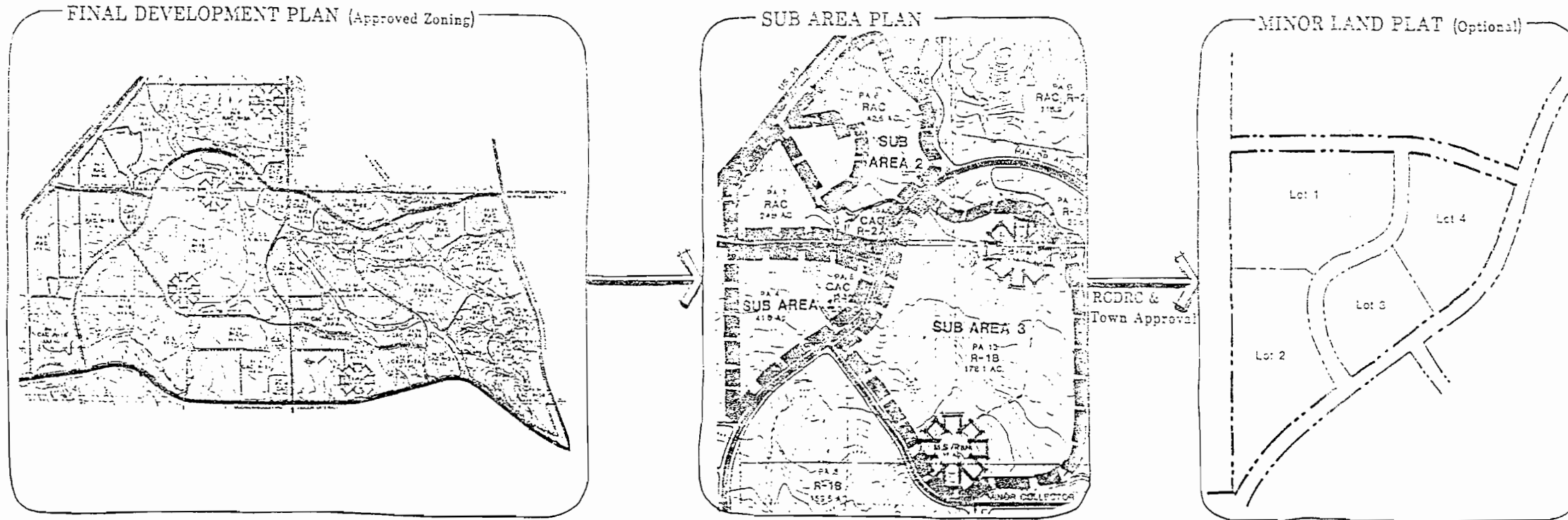
Recorder

Deputy

Town of Superior Rock Creek Ranch Final Planning Process



ROCK CREEK RANCH - DEVELOPMENT PROCEDURES



12.0 PROJECT DIRECTORY

ROCK CREEK RANCH PARTNERSHIP

Scott Carlson
11990 Grant Street
Suite 100
Northglenn, CO 80233
Phone: 457-2966

Terry Ten Eyck
3000 Youngfield Street
Suite 350
Lakewood, CO 80215
Phone: 232-2244

ROCK CREEK RANCH CONSULTANTS

Planners

PLANTECH
1536 Cole Boulevard
Building 4, Suite 252
Golden, CO 80401
Phone: 233-7600

Rahenkamp/Oldham, Inc.
255 Washington Street
Denver, CO 80203
Phone: 744-7003

Civil Engineer

Civil Design Group, Inc.
2905 Center Green Court South
Suite C
Boulder, CO 80301

Geotechnical Engineer

Atec Associates, Inc.
4860 Ironton
Suite 9-D
Denver, CO 80239

Transportation Engineer

Leigh Scott & Cleary, Inc.
1889 York Street
Denver, CO

13.0 SUPPORTING MAP AND DOCUMENT LIST

The following supporting maps and documentation shall be on file with the Town of Superior.

MAPS

- I. Slope Analysis Map
- II. Existing Conditions Map

DOCUMENTS

- A. Geotechnical Engineering and Subsidence Investigation and Appendix. Atec Assolciates, Inc.
- B. Community Services Referral Letters

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ANNEXATION AGREEMENT

THIS ANNEXATION AGREEMENT is made this 6th day of January, 1987, between the TOWN OF SUPERIOR, a Colorado municipal corporation (the "Town"), and THE ROCK CREEK RANCH PARTNERSHIP, a Colorado general partnership, and the other persons set forth in Exhibit B (collectively referred to as the "Petitioner"). The Town and the Petitioner are sometimes hereinafter collectively referred to as the Parties.

WITNESSETH;

A Petition for Annexation has been filed with the Town by the owners of 100% of the property described in Exhibit "A", attached hereto and incorporated herein by this reference (the "Property"), seeking the annexation of approximately 1,570.4 acres of land, as described in said Exhibit "A" to the Town. The Town, by Resolution, has found and determined that said Petition for Annexation was and is in compliance with the provisions and terms of the Municipal Annexation Act of 1965, Section 31-12-101, et seq., Colorado Revised Statutes (1983 Suppl.).

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Pursuant to said Act, the Town has found and determined that all notice and hearing requirements have been met and that no additional terms and conditions are to be imposed upon the Petitioner over and above those obligations set forth herein, agreed to voluntarily between the Parties, and that no election is required by the terms of the Municipal Annexation Act of 1965.

The Town and the Petitioner deem it necessary and mutually advantageous to execute an agreement setting forth their respective rights and obligations.

The Town and the Petitioner mutually acknowledge and agree that the matters hereinafter set forth are reasonable conditions and requirements to be imposed by the Town in connection with the acceptance and favorable action upon the Petitioner's request for annexation and application for zoning and that such matters as are recited herein are necessary to protect, promote and enhance the health, safety and general welfare of the residents of the Town and the general public.

The Town and Petitioner agree that the Town is unable to provide any municipal services to the Property without the financial support of the Petitioner and the Metropolitan District as set forth in this Agreement.

It is clearly understood by both Parties that the Town and the Petitioner deem the assurances contained herein essential to this Annexation Agreement and that without said assurances, the annexation and zoning would not be desirable or feasible for either party.

NOW, THEREFORE, in consideration of the above recitals and the mutual promises and covenants hereinafter set forth, the receipt and sufficiency of which are hereby acknowledged, and in conformance with

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the Municipal Annexation Act of 1965, as amended, the Town and the Petitioner do hereby agree as follows:

1. Zoning, Subdivision, and Development.

a) Concurrently with the annexation of the Property, the Town has approved the zoning of the Property as requested in the Petitioner's zoning application and in the Final Development Plan for the Property, including all written rights, restrictions, limitations and conditions set forth in the Final Development Plan. Said Final Development Plan is expressly incorporated herein and made a part of this Annexation Agreement.

b) The maximum number of residential dwelling units to be constructed on the Property shall be 8,000 residential units, as delineated in the Final Development Plan.

The total number of residential dwelling units within the Property shall in no event exceed 8,000. Petitioner, its successors and assigns, shall have the right to freely transfer densities among the various land use designations set forth within the Final Development Plan, so long as the overall residential density on the Property does not exceed 8,000 residential units, and so long as there is compliance with the density transfer restrictions set forth in the Final Development Plan.

c) The Petitioner, its successors and assigns, shall have the right to construct a total of 15,000,000 square feet of office, commercial, industrial, and retail buildings on the Property. Square footage shall be computed based upon the definition of floor space as contained in the Final Development Plan. The specific amount of square footage of each type of use set forth in this subparagraph c) shall not be limited, so long as the total cumulative square footage of all four (4) types of uses does not exceed 15,000,000 square feet. Density transfers of square footage among office, commercial, industrial and retail use areas shall be freely permitted, in the discretion of Petitioner, so long as the total cumulative square footage of buildings within said four (4) use areas does not exceed 15,000,000 square feet, and so long as there is compliance with the density transfer restrictions set forth in the Final Development Plan.

d) Concurrent with the annexation and zoning of the Property, Town is amending its Comprehensive Plan to be amended to adopt the Final Development Plan as the master plan for the Property.

e) Notwithstanding any provision in the Town's Subdivision Regulations to the contrary, the Town agrees:

(i) that the sketch plan and preliminary plat stages of subdivision approval, as set forth in the Town's Subdivision Regulations, shall be waived for any subdivision application relating to any portion of the Property, so long as the application for subdivision

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approval is in accordance with the Final Development Plan approved by the Town and incorporated herein by reference, unless sketch plan or preliminary plat approval is specifically requested by Petitioner, its successor or assigns;

(ii) that the Final Plat for any portion of the Property shall be deemed to comply with the requirements for sketch plan application and preliminary plat application, and the Final Plat documents shall be the only documents necessary for submittal, review and approval by the Town in conjunction with the subdivision process, as more particularly specified in the Final Development Plan;

(iii) that the Town shall at all times maintain a duly constituted Planning Commission;

(iv) that the review process, procedures, and criteria for the subdivision of the Property, or any portion thereof, shall be as set forth in the Final Development Plan.

f) Because the District to be formed by Petitioner, pursuant to paragraph 3 hereof, will be responsible for certain substantial off-site improvements and because the financing thereof will require certain long term commitments dependent upon the zoning and use classifications of the Property, no rezoning amendment or modification of the initial zoning of the Property from those included within the Final Development Plan may be made by the Town for a period of 25 years from the date of this Annexation Agreement without the express and written consent of the Petitioner and Town. The Town may reconsider the rezoning if: (i) the Petitioner does not exercise due diligence in the formation of the District; (ii) the District cannot secure adequate funding to pay for the services provided for in the service plan or provide adequate reserves as determined by the bond underwriter; or (iii) if the RCRP or the District is in default of payment of obligations set forth in this Agreement. No action for rezoning pursuant to this subparagraph f) shall occur until the Town has provided RCRP and the District (if previously formed) with six (6) months written notice of the Town's intent to effect a rezoning. RCRP and the District shall have a period of six (6) months from the date of receipt of said notice to cure or otherwise remedy the situation giving rise to the right to rezone. During said six (6) month period, the Town may, in the exercise of its reasonable discretion, withhold final plat approval and issuance of building permits on the Property. Nothing contained herein shall preclude Petitioner or any subsequent owner of any portion of the Property from applying to the Town for rezoning of such parcels with consent of the Town.

g) The Property, or any portion thereof, may be rezoned or densities changed, upon application of the owner of the Property proposed for rezoning and approval of the Town, without amending or modifying this Annexation Agreement.

2. Development Standards and Limitations. The standards, conditions, and limitations for development of the Property, as set forth in the Final Development Plan, shall apply to the Property and are approved and adopted by the Town, notwithstanding any provision to the contrary in the Comprehensive Plan of the Town, the Zoning Ordinance of the Town, or the Subdivision Regulations of the Town.

3. Metropolitan District. The Parties acknowledge and agree that the Petitioner desires to cause one or more Metropolitan District(s) to be formed to provide certain services to the Property, including, but not necessarily limited to the following: drainage and flood control; parks and recreations; safety protection; sanitation, including sanitary sewer and sewage treatment facilities; street improvements; television relay and translation; transportation; water; and any and all other services which a Metropolitan District may permissibly perform pursuant to the Special District Act, Colorado Revised Statutes 32-1-101, et seq., as amended. Upon compliance with the provisions of the Special District Act by the Petitioner, including preparation and presentation of a detailed service plan and proposed Intergovernmental Agreement, which are acceptable to the Town, exercising its reasonable discretion and recognizing the commitments made within this Annexation Agreement, the Town agrees that it shall adopt a Resolution authorizing and permitting the formation of Metropolitan District(s) to provide said services to the Property. In the event an alternate provider or entity, acceptable to Petitioner and Town, is available to provide one or more of the services designated above, the District(s) shall not be obligated to provide such service(s). Upon formation of the Metropolitan District in accordance with the provisions of the Special District Act, the Town shall enter into an Intergovernmental Agreement with the Metropolitan District(s) in a form and content as submitted and negotiated with the service plan, which will, at a minimum, include the following terms, which are expressly acceptable to the Town:

a) That the District shall be solely and exclusively responsible for providing water and sanitary sewer service to the Property;

b) That the District shall be responsible for installation, ownership, and maintenance of all public improvements necessary for the development of the Property, including streets, sidewalks, curbs and gutters, all water and sewer facilities (wholesale and retail as said terms are commonly understood), street lighting, storm sewer and drainage facilities, traffic control and signalization on the property, street signage, fire hydrants, electric, gas and communication utilities (provided that installation of such utilities is permissible under the approved service plan for the Metropolitan District), park and recreation facilities, any and all on-site and off-site public improvements necessary to reasonably provide service to the Property, and any and all other public services or improvements which a District is authorized to provide, pursuant to the Special District Act, as amended from time to time. Such improvements must be constructed in an orderly fashion and in accordance with the phasing criteria as set forth in the service plan;

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c) That all public rights-of-way, parks, and other publicly dedicated areas within the Property shall be dedicated to the Metropolitan District and shall be owned and maintained exclusively by the District;

d) The public rights-of-way, parks, public works and utilities dedicated to and owned by the Metropolitan District(s) shall, at the option of the Town, be conveyed by the Metropolitan District to the Town and the District shall be dissolved, no sooner than 25 years after the date of the Intergovernmental Agreement, provided that there is compliance with the following general requirements:

(i) that there shall be no outstanding bonded indebtedness of the District;

(ii) all District property, real and personal, including water rights, shall be conveyed to the Town;

(iii) the Town shall assume all District obligations and perform all District functions;

(iv) there is a complete merger of the District into the Town;

(v) compliance with all requirements of State statutes at the time of dissolution of the District.

The Town may exercise the option granted by this subparagraph on the 25th anniversary date of the Intergovernmental Agreement and on every 5th anniversary date thereafter by providing 180 days written notice to the District of its intent to exercise such option. Upon provision of such notice, the Town and the District shall proceed to conclude the necessary actions to complete the dissolution of the District and the transfer and conveyance of District assets and responsibilities to the Town. Upon mutual agreement of the District and the Town, the option provided by this paragraph may be exercised on a piecemeal basis with respect to certain specific District properties and/or functions, provided that there is no bonded indebtedness on any assets being transferred to the Town and there is compliance with all requirements of State statutes. The District may be dissolved only upon prior written consent of the Town.

e) The Town may require the Metropolitan District to provide water treatment and service outside the boundaries of the Metropolitan District within the corporate boundaries of the Town and to the other residents of the Town. Upon such request the Metropolitan District shall provide water treatment and service to the existing improved properties within the Town, as of November 1, 1986, up to a maximum of 110 3/4" equivalent water taps, on the same terms and conditions, and at the same price, as water service is provided to residents of the Metropolitan District. The Town may require the Metropolitan District to provide water treatment and service to unimproved properties within

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the Town, now and in the future, on reasonable terms and conditions adopted by the District which shall be related to the cost of providing such service. The policies relating to the extension of Metropolitan District water service to non-district property within the boundaries of the Town of Superior shall be set forth, in detail, in the Intergovernmental Agreement.

f) Prior to the resolution authorizing formation of the Metropolitan District, the Town shall conduct an election for establishment of a sales tax within the Town, pursuant to C.R.S. (1973) 29-2-101, et seq. The amount of such tax and the contents of the proposal for establishment of the tax shall be in the sole discretion of the Town. Petitioners shall reimburse the Town an amount equivalent to the cost of conducting the election. The election shall seek authorization of an appropriate mechanism or agreement established between the Town, the Metropolitan District, and the Original Superior Development Fund for the formation of a capital improvements fund and the payment of any and all obligations to the District in recognition of services provided by the District to the Town. The Metropolitan District should appropriately be entitled to receipt of a pro rata portion of such revenues since the Metropolitan District will be undertaking to provide substantial services to the existing area within the Town. Notwithstanding the above provisions, there shall be no allocation of sales tax revenues to the Metropolitan District until such time as the Original Superior Development Fund has been funded with a total of \$1,500,000.00. Further, any division of sales tax revenues between the Town and the Metropolitan District shall not jeopardize the general fund of the Town or the Town's ability to fulfill all its financial obligations and fiscal requirements.

g) Because the Metropolitan District will be maintaining all public improvements for a minimum of 25 years, the Metropolitan District shall be exclusively responsible for reviewing and inspecting the design and construction of public improvements located within the boundaries of the Metropolitan District which are to be owned and maintained by the Metropolitan District. The Town's building inspector or a person designated as such, shall have the right to reasonable access to observe the construction and maintenance of all public improvements. Town and District shall mutually agree upon the selection of the District Engineer; performance of the District Engineer shall be reviewed on an annual basis; and continuance of the contract must be by mutual agreement of the District and the Town. In addition, the Metropolitan District shall have exclusive responsibility and authority, in its discretion, for establishment of performance bonding or other appropriate performance guarantees for construction of public improvements within the District and for establishment of appropriate warranty periods for such public improvements. The District shall construct and maintain, or cause all District improvements, as set forth in the District's service plan, to be constructed and maintained, in a workmanlike manner, free from defects, and shall comply with the standards set forth in uniform construction codes (i.e., building,

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plumbing, fire, mechanical, etc.) in the construction of such facilities.

h) The Town shall not permit the formation of other metropolitan districts to provide water and sewer service to other properties within the corporate boundaries of the Town, unless the Metropolitan District serving the Property fails to annex such additional properties into the District or fails to serve such other properties with water and sewer services. The prohibition contained in this subparagraph shall not restrict in any way the Town's ability or right to form districts, or approve the formation of districts which have as a purpose the implementation or fulfillment of the Town's rights and duties under the Louisville water agreement.

i) After formation, the District shall comply with all terms of this Annexation Agreement, the Special District Act, and the service plan for the District.

j) The parks, roadways, and other property and facilities of the District shall be public facilities and the general public shall have access to such property and facilities.

k) The District shall have exclusive control over granting utility easements, to providers of electricity, gas, telephone service, cable television, and other utilities, over and across property and rights-of-way and easements owned by the District.

l) The Town shall grant the District any easements over Town property and rights-of-way deemed necessary by the District for construction of District improvements. The District shall grant the Town any easements over District property and rights-of-way deemed necessary by the Town for construction of Town improvements.

m) In order for any additional property to be annexed to the District, said property must first be annexed to the Town unless otherwise approved by the Town Board. The District may annex off-site public improvements (and the real property on which such improvements are situate)--not contiguous to the Town--necessary to reasonably provide service to the property without annexation of said improvements to the Town.

n) In the event the District constructs public improvements which benefit other properties currently outside the boundaries of the District and such properties are, in the future, annexed to, or developed within the Town, there shall be appropriate reimbursement procedures pursuant to which said properties or property owners are charged with the responsibility of reimbursing the District for a proportionate share of the cost of such improvements. The Town shall not be responsible for any reimbursement, unless specifically agreed in writing prior to the construction of said improvements.

8.

o) Petitioner agrees to reimburse the Town for its reasonable costs incurred by the Town in the review of the service plan and Intergovernmental Agreement and shall enter into an agreement similar in form and content to the agreement attached hereto as Exhibit C for such purposes.

p) The District shall indemnify and hold the Town harmless for any damage to properties situate downstream from the Property caused or created by the District's approval or construction of drainage facilities, flood control improvements, or bridges within the boundaries of the District.

q) The Metropolitan District shall not take any action which will cause a breach of or default in the water and sewer agreements currently existing between the Town and the City of Louisville.

r) All transfers of Property shall be accompanied by a statement that major municipal services are being provided by the District and not the Town.

s) The District shall be responsible for the construction of McCaslin Boulevard off-site from the north boundary of the Property to U.S. Highway 36; also District shall be responsible for the construction of the full width of McCaslin along the entire west Property boundary, from the north Property boundary to State Highway #128. Said improvements must be adjacent to either the Town of Superior or the unincorporated County land. The timing of such improvements shall be determined by mutual agreement of the Town and District. The cost of such improvements shall be subject to an appropriate reimbursement procedure pursuant to subparagraph n) hereof.

The Metropolitan District shall be entirely self-supporting and shall provide the services set forth in the service plan without any financial involvement of the Town, other than as set forth in subparagraph f) hereof. The existing Town shall not be included within the boundaries of the District and shall not in any way be liable for the debts of the District or the operation of the District. The Town shall be entitled to appoint one (1) ex officio, non-voting member to the District Board. The District shall provide sufficient notice to the Town to fully apprise the Town of District activities.

4. Disconnection of the Property from the Town.

a) The Parties agree that formation of a Metropolitan District(s), as more particularly described in paragraph 3, above, is necessary for the urbanization of the Property and integration of the Property with the Town. In the event that a Metropolitan District encompassing the Property is not finally formed and approved, pursuant to the provisions of the Special District Act, on or before 12 months after the effective date of the annexation ordinance, Petitioner shall have the option to petition for disconnection of all or part of the Property from the Town at the end of such 12 months or at such earlier

time as a decree denying formation of the District has been entered by the District Court. Petitioner affirmatively agrees that it will exercise good faith and due diligence in efforts to form a viable Metropolitan District which will provide municipal services to the Property. Petitioner will demonstrate its due diligence in this regard in any petition for disconnection which may be filed under this paragraph 4. Provided Petitioner exercises good faith and due diligence, the Town agrees that the fact of a failure of formation of a Metropolitan District shall be adequate and sufficient grounds for disconnection and shall adopt all necessary resolutions and ordinances providing for the disconnection of the Property from the Town. Notwithstanding any provision of this paragraph to the contrary, upon final entry of the Decree approving the formation of the Metropolitan District by the District Court, pursuant to the provisions of the Special District Act, the option for disconnection, pursuant to this paragraph and pursuant to statute, shall automatically terminate. Further, in the event the option for disconnection is not exercised by the Petitioner within five (5) years after the effective date of the annexation ordinance, notwithstanding the fact that a District has not been formed, the Petitioner's option to secure disconnection from the Town, pursuant to the provisions of this paragraph, shall terminate.

b) The Town may take action to disconnect the Property from the Town if: (i) the Petitioner does not exercise due diligence in the formation of the District; or (ii) the District cannot secure adequate funding to pay for the services provided for in the service plan or provide adequate reserves, as determined by the bond underwriter. No action for disconnection pursuant to this subparagraph b) shall occur until the Town has provided RCRP and the District (if previously formed) with nine (9) months written notice of the Town's intent to effect a disconnection. RCRP and the District shall have a period of nine (9) months from the date of receipt of said notice to cure or otherwise remedy the situation giving rise to the right to disconnect. During said nine (9) month period, the Town may, in the exercise of its reasonable discretion, withhold final plat approval and issuance of building permits on the Property. This subparagraph b) is not intended to inhibit funding or financing of the District.

5. Water and Sewer Service. It is an assumption and condition of the annexation of the Property that water and sewer service will be provided by a Metropolitan District and not by the Town. The Town shall have absolutely no obligation to provide water or sewer service to the Property and the Petitioner, on behalf of itself, its successors and assigns, waives any right that it may otherwise have to demand that the Town provide water and sewer service to the Property.

6. Water Dedication. Petitioner shall have no obligation to dedicate any water under any circumstances to the Town as a condition of the annexation, zoning or platting of the Property. The Town expressly waives any requirements which may otherwise exist for water dedication as a condition of annexation of Property to the Town.

7. Architectural Review. Petitioner agrees that it shall establish protective covenants applicable to the Property which shall, at a minimum, establish architectural design and review standards for construction of improvements on the Property. The Town agrees that such protective covenants and the design criteria set forth in the Final Development Plan shall constitute the only architectural standards applicable to the Property unless mutually agreed in writing by the Town and RCRP. Notwithstanding the provisions of this paragraph 8, Petitioner acknowledges and agrees that any construction on the Property shall be subject to the Uniform Building Code, as enacted by the Town, and such other uniform codes adopted by the Town which regulate and govern the construction industry (i.e., Uniform Fire Code, Uniform Plumbing Code, etc.).

8. Original Superior Development Fund. The Parties agree that the Town currently lacks the financial ability to undertake any financial commitments or expenditures relating to the Property or to assume the responsibility for additional services or facilities made necessary by the annexation of the Property or development thereof and that the Town lacks the financial ability to provide certain necessary or desired facilities and services to its existing residents and within its existing boundaries. The Parties further agree that the Town may desire to make certain improvements and/or initiate certain programs within the existing corporate boundaries of the Town which arise out of or are generally related to the annexation of the Property such as, by way of example and not limitation, road improvements, installation of public water lines, a water tap fee augmentation program, landscaping or tree planting, and retirement of municipal debt. Petitioner and the Town agree that in order to provide funds for such purposes, there shall be established an Original Superior Development Fund, which shall be used and expended exclusively within the existing corporate boundaries of the Town or for the benefit of the residents of the existing corporate boundaries of the Town and which shall be directed and controlled by residents who now reside or may in the future reside within the corporate boundaries of the Town as of November 1, 1986. Rock Creek Ranch Partnership and those parties listed in paragraphs 1 through 6 of Exhibit B (jointly referred to as RCRP) agree that they shall deposit \$120,000.00 in the Original Superior Development Fund in order to assist in defraying the expenses set forth above. Twenty Thousand Dollars (\$20,000.00) of said \$120,000.00 shall be paid by RCRP to the Town nine (9) months after the Town's execution of this Annexation Agreement. The remaining \$100,000.00 shall only be due and payable upon the final formation of the Metropolitan District, pursuant to the Special District Act, as more particularly described in paragraphs 3 and 4 above. In the event the Metropolitan District is not formed and/or the Property is disconnected from the Town, there shall be no obligation to pay the \$100,000.00 from RCRP to the Town. Upon payment of said \$120,000.00 from the Petitioner to the Town, it shall not be refundable under any circumstances.

In addition to the \$120,000.00 set forth above, the following fees shall be chargeable to the Property and deposited in the Original Superior Development Fund:

A portion of the revenues generated by the development of the Property, including, without limitation, building permit fees, plan-check fees, materials use fees (as established by paragraph 9 below), property tax, and sales tax, shall be earmarked for the Original Superior Development Fund. The exact sources and percentage of such revenues to be deposited in the Original Superior Development Fund, as opposed to being paid into the Town's general funds, shall be determined by the Town Board prior to final approval of the service plan for and Intergovernmental Agreement with the Metropolitan District. In any event, the amount of funds to be paid into the Original Superior Development Fund shall total and not exceed \$1,500,000.00.

The parties recognize that it may be necessary to form a district or other quasi-municipal entity or municipal agency for purposes of receiving and disbursing the Original Superior Development Fund. RCRP agrees to pay for the formation of such a district after formation of the Metropolitan District up to a maximum of \$5,000.00.

It is expressly recognized that one of the primary purposes of the Original Superior Development Fund is to provide the necessary revenues for provision of water service to existing improved properties within the Town, as contemplated by paragraph 3 e) hereof, including costs of water line extensions, raw water, treatment of water, tap fees and any other costs and expenses associated with provision of water service. In the event the \$1,500,000.00 set forth above is not sufficient to provide such water service, at no cost to the owners of existing improved properties within the Town, the total deposits to the Original Superior Development Fund shall be increased to a level sufficient to provide for such water service.

9. Impact Fee. In order to provide a portion of the revenues necessary for funding the Original Superior Development Fund and to defray other costs, expenses, and impacts which may arise in the future as a result of annexation of the Property to the Town, Petitioners, for themselves, their successors and assigns, agree to pay a Materials Use Fee, or similar Impact Fee to the Town. The Fee shall be equivalent to the amount of three percent (3%) of the cost of construction materials utilized in the construction of building improvements (as opposed to public improvements) on the Property for which a building permit is required. The Fee shall be payable by the owner of the property upon which building improvements have been constructed at the time of issuance of a certificate of occupancy for such improvements. The Metropolitan District shall be exempt from payment of the Fee. There shall be no obligation to pay the Fee on materials which have been purchased in the Town and the Town's sales tax paid thereon or on materials which have been purchased outside the Town but on which the Town's sales tax has been paid. Further, the obligation to pay the Fee shall automatically terminate at such time as the Town enacts a use tax

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on construction and building materials stored, used, or consumed within the Town. It is the intent of the parties that the Impact Fee be paid as a fee and not a tax, but this Agreement shall not preclude a use tax, if necessary.

10. Town Offices. The Parties agree that after a certain amount of development has occurred on the Property, the additional Town services required by the Property and the residents thereof will require new Town offices. The Town shall have two options with respect to construction of new Town offices as follows:

a) No later than six (6) years after the issuance of the 100th certificate of occupancy for a residence located on the Property, RCRP (or the Metropolitan District) shall have completed construction of a building on the Property which may include facilities and offices for the Metropolitan District, as well as recreational facilities and adequate space for Town offices. The design and construction of the building shall be subject to the mutual agreement between the Parties, provided that the facilities available for Town use shall include a large meeting room (adequate for Planning Commission and City Council meetings) and office space, the total of which office space shall not exceed 3,000 square feet. The Metropolitan District shall own the building, unless and until such time as the Town assumes ownership of District properties pursuant to paragraph 3 d) hereof. Until such time, the Town shall have the right to lease such portion of the building as set forth herein, at a cost of \$10.00 per year for 50 years plus pro rata utility expenses. In the event the Town desires more space or additional facilities in the building, other than as specified herein, the Town may participate on a pro rata financial basis in the construction of said building; or

b) RCRP shall pay the Town the sum of \$200,000.00 for use in construction of a Town office building on the 6th anniversary date of issuance of the 100th certificate of occupancy for a residence located on the Property.

The Town shall make its election of one of the above options by notifying RCRP and the Metropolitan District, in writing, no later than two (2) years after issuance of the 100th certificate of occupancy for a residence located on the Property.

The above provisions of this paragraph 10 are intended to provide assistance to the Town for permanent Town facilities and offices. The parties agree that temporary Town offices will be required prior to completion of permanent offices. On or before the date that Petitioner submits the first final plat for subdivision of a portion of the Property, RCRP will provide temporary Town offices and meeting rooms to the Town by renting an existing residence or structure within the Town for such purpose. RCRP will fund or pay the cost of renting such residence or structure until permanent facilities are completed pursuant to subparagraph a) above or until one (1) year after the payment of \$200,000.00 pursuant to subparagraph b) above.

11. Annexation Fees. Petitioner has paid the annexation, zoning, and Planned Unit Development fees for annexation and zoning of the Property, as specified, and said annexation, zoning, and Planned Unit Development fee will not be sufficient to pay all costs and expenses incurred by the Town in reviewing Petitioner's application for annexation and zoning. Such excess review costs shall be paid by Petitioner in accordance with the agreement attached hereto and incorporated herein as Exhibit "C", provided that the annexation, zoning, and Planned Unit Development fees paid pursuant to the zoning ordinance shall be credited against amounts due under Exhibit C. Other than as set forth in this paragraph 11, Petitioner shall have no obligation for payment of any annexation and zoning fees to the Town.

12. Police Protection and Ordinance Enforcement. The Town shall provide such public police protection and ordinance enforcement to the Property as is reasonably necessary for the Property given the stage of development on the Property from time to time, as determined by the Town Board, provided that the Town shall not be obligated to provide such unless net revenues from the Property and/or contributions of the Petitioner, its successor and assigns, are sufficient to pay the cost. The following criteria shall generally govern provision of police protection and ordinance enforcement by the Town and payment of the cost thereof, unless agreed to otherwise by the parties:

a) The Petitioner shall not be responsible for police protection or ordinance enforcement funding for the Property until such time as the first certificate of occupancy is issued for a building on the Property.

b) At such time as the first certificate of occupancy is issued for a building on the Property, the Town shall hire one (1) law enforcement officer for provision of police protection to the Property and the Town, or in the alternative, shall enter into a contract with a public police agency for provision of such police protection.

c) Upon issuance of the first certificate of occupancy for a building on the Property, Petitioner shall deposit with the Town, in a special account, an amount equivalent to one (1) year's annual salary of the police officer or one (1) year's contract cost of police protection provided pursuant to subparagraph b) above.

d) Petitioner shall advance amounts to the Town necessary for provision of police protection and ordinance enforcement (including municipal court expenses) to the Property until such time as the Property is generating net revenues to the Town (in the form of fees, property taxes, and sales or use taxes) sufficient to cover the cost of provision of same.

e) Any amounts advanced by the Petitioner pursuant to this paragraph 12 shall be repaid by the Town to Petitioner without interest in the form of credits against building permit fees for the Property. After the Original Superior Development Fund has been fully funded,

14.

Petitioner shall only be obligated to pay 50% of the normal building permit fee for any construction on the Property until the amounts advanced by Petitioner have been repaid in full.

13. Fire Protection. Fire protection to the Property shall be provided by the Cherryvale Fire Protection District, and the codes of Cherryvale Fire Protection District shall be complied with on the Property. In the event the Town determines to form its own fire protection district or provide its own services in the future, Petitioner will support the Town in said effort. If the Town is successful in such an effort and the Property is disconnected from Cherryvale Fire Protection District, Petitioner shall dedicate a fire station site to the Town within the Property at a location and of a size to be mutually agreed by the parties.

14. Land Dedication. There shall be no land dedication of any portion of the Property required to the Town as a condition of the annexation, zoning, subdivision, or development of the Property, at any time.

15. Litigation. Petitioner agrees to hold harmless and indemnify the Town, the individual members of the Town Board of Trustees and Planning Commission, and Town agents and employees for any costs, expenses, including reasonable attorneys' fees, or damages, that may result from actual or threatened litigation by a third party on account of the annexation or zoning requested by Petitioner or the approval by the Town of such annexation or zoning.

16. Waiver. The Petitioner and the Town hereby acknowledge and agree that they knowingly and voluntarily enter into this Agreement, and hereby waive any right they may have to challenge or contest any provision hereof.

17. Binding Effect, Modifications.

a) This Agreement is binding upon the Parties hereto and upon their respective successors, grantees, heirs and assigns, and persons or entities in privity of title, and shall survive and be fully enforceable in the event of any transfer by operation of law or other such involuntary transfer or assignment.

b) This Agreement is intended by the Parties to be a complete memorial of the obligations and responsibilities of the Parties and all modifications to this Agreement must be in writing.

c) In the event either party defaults in its obligations hereunder, the non-defaulting party shall be entitled to specific performance in addition to any other remedies available in law or equity.

d) The original of this Agreement shall, upon execution, be recorded in the Counties of Boulder and Jefferson, State of Colorado.

18. Homeowner's Associations. The Town agrees that Petitioner is entitled to create one or more master homeowners associations and sub-homeowners associations for the following purposes, to-wit: (1) to control architectural styles throughout the Property; (2) to own certain common areas for the benefit of all owners of land within the Property and/or certain portions thereof; (3) to collect assessments to fulfill the association purposes; (4) to provide for the general welfare of the residents of the Property; (5) to control signage within the Property; (6) to enter into various agreements with certain quasi-governmental and/or governmental authorities to provide certain services to landowners and residents within the Property that are not otherwise provided by Town, the metropolitan district, and similar entities; (7) to take such other related activities as may be appropriate.

19. Good Faith. The parties shall enter into this Agreement in good faith, and they agree to cooperate with each other to minimize possible conflicts over the interpretation and application of this Agreement.

20. Cooperation. The Town agrees to cooperate with Petitioner, prior to and following annexation, to the extent legally permissible, in applying for new or amended permits, and in adopting new plans or amending existing plans, whenever so required by any governmental entity having proper jurisdiction and authority. Specifically, but not by way of limitation, Town agrees that it will join with the Petitioner or the metropolitan district in securing necessary permits and approvals for the development of the Property and provision of services to the Property (including water and sewer services) from the Denver Regional Council of Governments, the Environmental Protection Agency, the State Department of Health, the State of Colorado, and any other governmental jurisdictions or agencies which may have an interest in or jurisdiction over any aspect of the development of the Property. Further, the Town will cooperate with Petitioner and the District in applying for and obtaining available low interest loans or grants which may be available to assist in facilitating the development of the Property. Notwithstanding the above provisions, it is understood that the Town shall not be obligated to incur any extraordinary expense in providing its cooperation and shall not, under any circumstances, incur municipal debt for the benefit of the Property.

21. Cable Television. The Town expressly states that no cable television provider or company has a franchise for provision of cable television to the Town, at this time. The Town further agrees that it shall not enter into any franchise agreement, contract or other arrangement with a cable television company or supplier which would permit such cable television company or supplier to provide cable television service to the Property without written consent of the Petitioner. The Petitioner shall be entitled to provide cable television service to the Property and shall be entitled to all revenues generated by the provision of such cable television service. The Town shall be entitled to a reasonable percentage of the gross revenue of

the total franchise area (up to 3%) for the granting of the cable television franchise and no other charges or costs shall be imposed by the Town on said franchise. Further, in conjunction with and at the time of providing cable television service to the Property, Petitioner agrees that it shall, upon request of the Town, provide cable television service to the then existing Town residents, provided that the Town grants Petitioner, or its designee a franchise for provision of cable television service to the Town. Cable television provider must receive written permission from the District Engineer for the use of District rights-of-way and must follow District Engineer's recommendations regarding the installation of cable.

22. Additional Properties. In the future, Petitioner may acquire additional properties near or adjacent to the Town or the Property and may desire to annex and zone said properties to and in the Town and the Metropolitan District. In such event, the Town expresses its general intent that it will look favorably upon such an annexation and zoning on the same terms and conditions as the annexation and zoning of the Property. Both parties recognize that this paragraph 22 is not a binding obligation upon either party, but is merely an expression of current intent of the parties.

23. Water Rights. Notwithstanding the provisions of paragraph 6 to the contrary, RCRP currently owns approximately \$250,000.00 worth of water rights, as follows: 8 shares of the Marshall Lake Division of Farmer's Reservoir and Irrigation Company and 4 1/4 shares of the South Boulder and Coal Creek Irrigation Company (herein referred to as the Water). RCRP hereby pledges the Water to the Town in the event the Town needs or desires the same as "matching funds" or "matching fund" equivalent in the CDBG Grant Applications submitted by the Town on or before January 30, 1988. In the event the Water is so utilized in said Grant Applications, title to the Water shall be transferred and conveyed, free and clear of all liens and encumbrances, to the Town only if said Grant Applications are approved and funded. The conveyance will occur at such time as all physical improvements and infrastructure set forth in or contemplated by the Grant Applications have been installed and Water is needed to charge the water supply system and provide actual water service to the Town. After conveyance of the Water to the Town, the Town agrees to reimburse RCRP for the Water (i) in an amount equivalent to the market value of the Water at the time of reimbursement or (ii) in the amount of \$250,000.00 plus interest thereon at seven percent (7%) per annum noncompounded from the date of dedication of the Water to the Town, whichever amount is less, from revenues paid into or received by the Original Superior Development Fund. Reimbursement shall be paid from the first monies paid into the fund after the initial \$700,000.00 paid into such fund, unless a determination for early reimbursement is made by the persons controlling the Original Superior Development Fund. If the Original Superior Development Fund is not funded to \$700,000.00, reimbursement shall be paid from the Town's general revenues at such time as the revenues permit reimbursement in the reasonable discretion of the Town.

24. Recording and Publication Fees. Petitioner agrees to pay for recording the Annexation Agreement, Final Development Plan, and for the required publication of ordinances.

25. Boulder Valley School District. RCRP and/or District shall comply with all reasonable conditions of the Boulder Valley School District in regard to school site dedications, cash in lieu of dedications, funding and construction of schools with adequate provisions for leasing such schools, or other reasonable requirements of Boulder Valley School District relating to the development of the Property. RCRP agrees in principal to the requirements and conditions of the School District as set forth in that certain letter dated January 6, 1987 from Richard E. Bump to Richard Scheidenhelm with attachments thereto, with the express understanding that said letter and attachments do not constitute a final enforceable agreement between RCRP and the School District. Such a final agreement shall be reached between RCRP and the School District prior to approval of the first subarea plan within the Property by the Town, or in the event of lack of such a final agreement, the Town shall determine the appropriate school related requirements and conditions to be imposed on the development of the Property.

26. State and Federal Law. District and RCRP agree to abide by all applicable state and federal statutes, laws and regulations.

27. Insurance. District, its subcontractors, and RCRP will carry standard amounts of liability insurance and supply proof of such as required by the Town.

28. Dirt Works, Ltd. Debt. RCRP will pay to the Town of Superior \$5,200.00 each year commencing with the 1987 property tax year, when such taxes are due and payable, for the specific purpose of paying the tax levy associated with the Dirt Works, Ltd. judgment against the Town of Superior. Such monies will be paid each and every succeeding year until such time as the debt is paid in full.

29. Airport Liability. The Petitioners, on behalf of themselves and their successors and assigns, release and discharge the Town from any liability for personal injury or property damage caused or created by the operation of the Jefferson County Airport.

IN WITNESS WHEREOF, the Parties hereto have executed this Agreement as of the day and year first above written.

18.

TenEyck--KK Colorado Joint Venture, #5

BY: TW T-96

Oschner--TenEyck--KK Colorado Joint Venture, #3

BY: TW T-96

Oschner--TenEyck--KK Colorado Joint Venture, #4

BY: TW T-96

Oschner--TenEyck--KK Colorado Joint Venture, #1

BY: TW T-96

Oschner--TenEyck--KK Colorado Joint Venture, #2

BY: TW T-96

OTRKK Joint Venture

BY: TW T-96

County Clare Joint Venture

BY: Glendon L. Allred

Glendon L. Allred
Glendon L. Allred

Guy D. Hart
Guy D. Hart

Lena Mae Hart
Lena Mae Hart

Joseph K. Scriffing
Joseph K. Scriffing

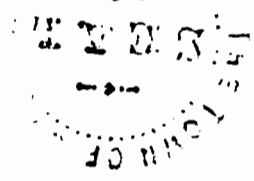
THE ROCK CREEK RANCH PARTNERSHIP

BY: Arthur H. Mangy General Partner
DATE: 1-12-87

TOWN OF SUPERIOR

BY: Ted T. Asti
DATE: January 6, 1987

ATTEST: Phyllis S. Herdew



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19.

STATE OF COLORADO)
) ss.
COUNTY OF ADAMS)

The foregoing instrument was acknowledged before me this 19th day of January, 1987, by TenEyck--KK Colorado Joint Venture, #5, by T.W. TenEyck, Jr., Authorized Venture Representative.

My commission expires: September 26, 1987



Jean Welch
Notary Public

WITNESS my hand and official seal.

STATE OF COLORADO)
) ss.
COUNTY OF ADAMS)

The foregoing instrument was acknowledged before me this 19th day of January, 1987, by Oschner--TenEyck--KK Colorado Joint Venture, #3, by T.W. TenEyck, Jr., Authorized Venture Representative.

My commission expires: September 26, 1987



Jean Welch
Notary Public

WITNESS my hand and official seal.

STATE OF COLORADO)
) ss.
COUNTY OF ADAMS)

The foregoing instrument was acknowledged before my this 19th day of January, 1987, by Oschner--TenEyck--KK Colorado Joint Venture, #4, by T.W. TenEyck, Jr., Authorized Venture Representative.

My commission expires: September 26, 1987



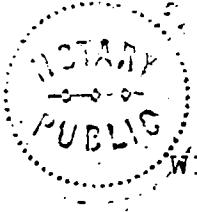
Jean Welch
Notary Public

WITNESS my hand and official seal.

STATE OF COLORADO)
) ss.
COUNTY OF ADAMS)

The foregoing instrument was acknowledged before me this 19th day of January, 1987, by Oschner--TenEyck--KK Colorado Joint Venture, #1, by T.W. TenEyck, Jr., Authorized Venture Representative.

My commission expires: September 26, 1987



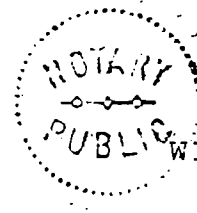
Jean Welch
Notary Public

WITNESS my hand and official seal.

STATE OF COLORADO)
) ss.
COUNTY OF ADAMS)

The foregoing instrument was acknowledged before me this 19th day of January, 1987, by Oschner--TenEyck--KK Colorado Joint Venture, #2, by T.W. TenEyck, Jr., Authorized Venture Representative.

My commission expires: September 26, 1987



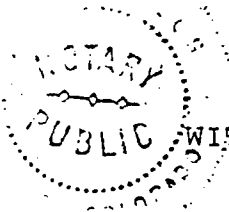
Jean Welch
Notary Public

WITNESS my hand and official seal.

STATE OF COLORADO)
) ss.
COUNTY OF ADAMS)

The foregoing instrument was acknowledged before me this 19th day of January, 1987, by OTRKK Joint Venture, by T.W. TenEyck, Jr., Authorized Venture Representative.

My commission expires: September 26, 1987



Jean Welch
Notary Public

WITNESS my hand and official seal.

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21.

STATE OF COLORADO)
) ss.
COUNTY OF ADAMS)

The foregoing instrument was acknowledged before me this 20th day of January, 1987, by County Clare Joint Venture, by George F. Conley, Managing Partner.

My commission expires: September 26, 1987



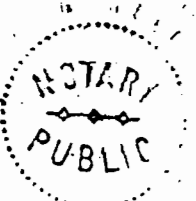
Jean Welch
Notary Public

WITNESS my hand and official seal.

STATE OF COLORADO)
) ss.
COUNTY OF ADAMS)

The foregoing instrument was acknowledged before me this 19th day of January, 1987, by Glendon L. Allred.

My commission expires: September 26, 1987



Jean Welch
Notary Public

WITNESS my hand and official seal.

STATE OF COLORADO)
) ss.
COUNTY OF ADAMS)

The foregoing instrument was acknowledged before me this 13th day of January, 1987, by Guy D. Hart.

My commission expires: September 26, 1987



Jean Welch
Notary Public

WITNESS my hand and official seal.

35-22

STATE OF COLORADO)
) ss.
COUNTY OF ADAMS)

The foregoing instrument was acknowledged before me this 13th day of January, 1987, by Lena Mae Hart.

My commission expires: September 26, 1987

Jean Welch
Notary Public



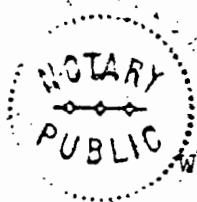
WITNESS my hand and official seal.

STATE OF COLORADO)
) ss.
COUNTY OF ADAMS)

The foregoing instrument was acknowledged before me this 19th day of January, 1987, by Joseph K. Scriffiny.

My commission expires: September 26, 1987

Jean Welch
Notary Public



WITNESS my hand and official seal.

STATE OF COLORADO)
) ss.
COUNTY OF ADAMS)

The foregoing instrument was acknowledged before me this 12th day of January, 1987, by The Rock Creek Ranch Partnership, by Scott L. Carlson, Managing General Partner.

My commission expires: September 26, 1987

Jean Welch
Notary Public



WITNESS my hand and official seal.

35-23



DREXEL, BARRELL & CO.

ENGINEERS — SURVEYORS

1700 38TH STREET

BOULDER, COLORADO 80301

(303) 442-4338

January 5, 1987

LEGAL DESCRIPTION

A tract of land located in the S1/2 of Section 19, in the W1/2 of Section 29, in Section 30 and in the NE1/4 of the NW1/4 of Section 31, all in T1S, R69W of the 6th P.M., County of Boulder, State of Colorado, described as follows:

Commencing at the S1/4 Corner of said Section 19, thence S88°47'37"W, 1791.58 feet along the South line of the SW1/4 of said Section 19 to the Easterly line of Parcel No. 1 (McCaslin Boulevard also known as Boulder County Road No. 25) conveyed to the County of Boulder as described in Instrument recorded on Film 682 as Reception No. 928096 of the records of Boulder County, Colorado and the TRUE POINT OF BEGINNING;

The following courses and distances are along the Easterly line of said Parcel No. 1:

Thence Northerly, 219.46 feet along the arc of a curve concave to the East, said arc having a radius of 5400.00 feet, a central angle of 2°19'43" and being subtended by a chord that bears N11°27'06"W, 219.45 feet;

Thence N13°43'40"E, 28.72 feet;

Thence N09°19'57"W, 277.08 feet;

Thence N00°33'35"W, 85.23 feet;

Thence N09°19'57"W, 500.00 feet;

Thence N09°17'46"W, 220.97 feet to the North line of the S1/2 of the SW1/4 of said Section 19;

Thence leaving the Easterly line of said Parcel No. 1, N88°57'21"E, 1995.10 feet along the North line of the S1/2 of the SW1/4 of said Section 19 to the Northwest Corner of the S1/2 of the SE1/4 of said Section 19;

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Thence N89°10'49"E, 1921.50 feet along the North line of the S1/2 of the SE1/4 of said Section 19 to the Southwesterly right-of-way line of U.S. Highway No. 36 conveyed to The State Highway Department as described in Warranty Deed recorded in Book 878 at Page 498 of the records of Boulder County, Colorado;

Thence S49°59'58"E, 866.84 feet along the Southwesterly right-of-way line of said U.S. Highway No. 36;

Thence S19°29'15"E, 205.00 feet along the Southwesterly right-of-way line of said U.S. Highway No. 36 to the East line of the SE1/4 of said Section 19;

Thence S00°04'00"W, 53.20 feet along the East line of the SE1/4 of said Section 19 to the Southeast Corner of that tract of land conveyed to David Weinstein and Ronni Jane Weinstein as described in Warranty Deed recorded on Film 717 as Reception No. 962780 of the records of Boulder County, Colorado;

Thence S89°14'00"W, 2178.00 feet along the South line of that tract of land as described on said Film 717 as Reception No. 962780;

Thence S00°04'00"W, 500.00 feet along the East line of that tract of land as described on said Film 717 as Reception No. 962780 to the South line of the SE1/4 of said Section 19;

Thence N89°14'00"E, 2178.00 feet along the South line of the SE1/4 of said Section 19 to the Southeast Corner thereof;

Thence S89°08'11"E, 672.60 feet along the North line of the NW1/4 of said Section 29 to the Southwesterly right-of-way line of U.S. Highway No. 36 conveyed to The State Highway Department as described in Warranty Deed recorded in Book 878 at Page 507 of the records of Boulder County, Colorado;

Thence S49°35'11"E, 847.48 feet along the Southwesterly right-of-way line of said U.S. Highway No. 36 to the Northerly line of that tract of land as described in Quit Claim Deed recorded on Film 565 as Reception No. 811858 of the records of Boulder County, Colorado;

The following courses and distances are along the Northerly line of that tract of land as described on said Film 565 as Reception No. 811858:

Thence S58°45'24"W, 209.12 feet;

Thence S70°50'10"W, 149.27 feet;

Thence S58°52'10"W, 528.04 feet;

Thence S86°41'20"W, 121.20 feet;

Thence S26°34'00"E, 73.79 feet;

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- 3 -

Thence S26°41'00"W, 216.01 feet;

Thence S74°15'00"W, 121.56 feet;

Thence S82°07'30"W, 213.95 feet;

Thence N90°00'00"W, 28.19 feet to the West line of the NW1/4 of said Section 29;

Thence leaving the Northerly line of that tract of land as described on said Film 565 as Reception No. 811858, S00°10'08"E, 52.00 feet along the West line of the NW1/4 of said Section 19 to the Southerly line of that tract of land as described on said Film 565 as Reception No. 811858;

The following courses and distances are along the Southerly line of that tract of land as described on said Film 565 as Reception No. 811858:

Thence S90°00'00"E, 28.03 feet;

Thence N89°00'00"E, 228.50 feet;

Thence S27°21'00"E, 128.00 feet;

Thence S90°00'00"E, 35.00 feet;

Thence N00°00'00"E, 77.00 feet;

Thence N52°12'50"E, 262.00 feet;

Thence S48°55'10"E, 82.00 feet;

Thence S21°55'50"E, 167.00 feet;

Thence S62°13'20"E, 309.00 feet;

Thence N86°33'30"E, 480.00 feet;

Thence N17°10'50"W, 244.00 feet;

Thence N64°28'40"E, 226.00 feet;

Thence N10°00'20"W, 551.72 feet to the Southwesterly right-of-way line of said U.S. Highway No. 36;

Thence leaving the Southerly line of that tract of land as described on said Film 565 as Reception No. 811858, S49°35'11"E, 1127.48 feet along the Southwesterly right-of-way line of said U.S. Highway No. 36 to a point of curve to the left;

Thence Southeasterly, 397.07 feet along the Southwesterly right-of-way line of said U.S. Highway No. 36 and along the arc of said curve to the North-South Centerline of said Section 29, said arc having a radius of 5930.00 feet, a central angle of $3^{\circ}50'11''$ and being subtended by a chord that bears $S51^{\circ}30'17''E$, 397.00 feet;

Thence $S00^{\circ}05'09''W$, 3648.69 feet along the North-South Centerline of said Section 29 to the $S1/4$ Corner of said Section 29;

Thence $N89^{\circ}55'00''W$, 2633.14 feet along the South line of the $SW1/4$ of said Section 29 to the Southwest Corner thereof;

Thence $S89^{\circ}54'23''W$, 2633.72 feet along the South line of the $SE1/4$ of said Section 30 to the $S1/4$ Corner of said Section 30;

Thence $S00^{\circ}28'21''E$, 825.00 feet along the North-South Centerline of said Section 31;

Thence $S89^{\circ}48'00''W$, 300.00 feet;

Thence $N00^{\circ}28'21''W$, 845.11 feet to the North line of the South 25.00 feet of the $E1/2$ of the $SW1/4$ of said Section 30;

Thence $S88^{\circ}51'59''W$, 1034.54 feet parallel with the South line of the $E1/2$ of the $SW1/4$ of said Section 30 to the West line thereof;

Thence $N00^{\circ}15'38''W$, 2605.86 feet along the West line of the $E1/2$ of the $SW1/4$ of said Section 30 to the Northwest Corner thereof;

Thence $S89^{\circ}17'51''W$, 1178.13 feet along the North line of the $SW1/4$ of said Section 30 to the Easterly line of Parcel 2 (McCaslin Boulevard also known as Boulder County Road No. 25) conveyed to the County of Boulder as described in Instrument recorded on said Film 532 as Reception No. 781638;

Thence Northeasterly, 873.91 feet along the Easterly line of said Parcel 2 and along the arc of a curve concave to the Southeast to a point tangent, said arc having a radius of 1593.30 feet, a central angle of $31^{\circ}25'34''$ and being subtended by a chord that bears $N26^{\circ}13'50''E$, 862.99 feet;

Thence $N41^{\circ}56'37''E$, 167.00 feet along the Easterly line of said Parcel 2 to a point of curve to the left;

Thence Northeasterly, 84.90 feet along the Easterly line of said Parcel 2 and along the arc of said curve to a point on the Easterly line of Parcel No. 2 (McCaslin Boulevard also known as Boulder County Road No. 25) conveyed to the County of Boulder as described in Quit Claim Deed recorded on said Film 682 as Reception No. 928095 of the records of Boulder County, Colorado, said arc having a radius of 1420.26 feet, a central angle of $3^{\circ}25'29''$ and being subtended by a chord that bears $N40^{\circ}13'52''E$, 84.88 feet;

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The following courses and distances are along the Easterly line of said Parcel No. 2:

Thence Northerly, 1276.34 feet along the arc of a curve concave to the West to a point tangent, said arc having a radius of 1300.00 feet, a central angle of $56^{\circ}15'11''$ and being subtended by a chord that bears $N13^{\circ}26'11''E$, 1225.69 feet;

Thence $N14^{\circ}41'25''W$, 50.00 feet;

Thence $N00^{\circ}23'39''W$, 161.99 feet;

Thence $N14^{\circ}41'25''W$, 40.00 feet;

Thence $N42^{\circ}45'46''W$, 85.00 feet;

Thence Northerly, 195.46 feet along the arc of a curve concave to the East to the South line of the SW1/4 of said Section 19 and the TRUE POINT OF BEGINNING, said arc having a radius of 5400.00 feet, a central angle of $2^{\circ}04'26''$ and being subtended by a chord that bears $N13^{\circ}39'11''W$, 195.45 feet;

ALSO

A tract of land located in the S1/2 of the SW1/4 of Section 30 and in Section 31, all in T1S, R69W of the 6th P.M., in the N1/2 of Section 6, T2S, R69W of the 6th P.M. and in the NE1/4 of the NE1/4 of Section 1, T2S, R70W of the 6th P.M., County of Boulder and Jefferson, State of Colorado, described as follows:

BEGINNING at the Northeast Corner of the NE1/4 of said Section 31, thence $S89^{\circ}54'23''W$, 2633.72 feet along the North line of the NE1/4 of said Section 31 to the N1/4 Corner of said Section 31;

Thence $S00^{\circ}28'21''E$, 825.00 feet along the North-South Centerline of said Section 31;

Thence $S89^{\circ}48'00''W$, 300.00 feet;

Thence $N00^{\circ}28'21''W$, 845.11 feet to the North line of the South 25.00 feet of the E1/2 of the SW1/4 of said Section 30;

Thence $S88^{\circ}51'59''W$, 1034.54 feet parallel with the South line of the E1/2 of the SW1/4 of said Section 30 to the East line of the SW1/4 of the SW1/4 of said Section 30;

Thence $N00^{\circ}15'38''W$, 1290.43 feet along the East line of the SW1/4 of the SW1/4 of said Section 30 to the Northeast Corner thereof;

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Thence S89°04'51"W, 1229.13 feet along the North line of the SW1/4 of the SW1/4 of said Section 30 to the Easterly line of Parcel 2 (McCaslin Boulevard also known as Boulder County Road No. 25) conveyed to the County of Boulder as described in Instrument recorded on Film 507 as Reception No. 760911 of the records of Boulder County, Colorado;

Thence S00°16'01"W, 1320.27 feet along the Easterly line of said Parcel 2 to the South line of the SW1/4 of the SW1/4 of said Section 30;

Thence N88°51'59"E, 1241.35 feet along the South line of the SW1/4 of the SW1/4 of said Section 30 to the Southeast Corner thereof;

Thence S00°21'34"E, 1337.17 feet along the East line of the NW1/4 of the NW1/4 of said Section 31 to the Southeast Corner thereof;

Thence S89°16'33"W, 1243.84 feet along the South line of the NW1/4 of the NW1/4 of said Section 31 to the Easterly line of Parcel 1 (McCaslin Boulevard also known as Boulder County Road No. 25) conveyed to the County of Boulder as described in Instrument recorded on Film 507 as Reception No. 760911 of the records of Boulder County, Colorado;

The following courses and distances are along the Easterly line of said Parcel 1:

Thence Southerly, 670.78 feet along the arc of a curve concave to the East to a point tangent, said arc having a radius of 3720.00 feet, a central angle of 10°19'53" and being subtended by a chord that bears S09°29'27"E, 669.88 feet;

Thence S14°39'24"E, 1752.00 feet;

Thence N77°32'50"E, 25.00 feet;

Thence S14°39'24"E, 96.49 feet to a point of curve to the right;

Thence Southerly, 1252.30 feet along the arc of said curve to a point tangent, said arc having a radius of 1280.00 feet, a central angle of 56°03'21" and be subtended by a chord that bears S13°22'17"W, 1202.95 feet;

Thence S41°23'57"W, 488.67 feet to the North line of the NW1/4 of said Section 6;

Thence leaving the Easterly line of said Parcel 1, S26°02'10"W, 113.01 feet along the Easterly right-of-way line of McCaslin Boulevard conveyed to Jefferson County as described in Warranty Deed recorded in Book 2175 at Page 98 of the records of Jefferson County, Colorado to the West line of the NW1/4 of said Section 6;

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Thence S41°08'53"W, 468.38 feet along the Easterly right-of-way line of McCaslin Boulevard conveyed to Jefferson County as described in Warranty Deed recorded in Book 2175 at Page 95 of the records of Jefferson County, Colorado;

Thence Southwesterly, 1052.68 feet along the Easterly right-of-way line of said McCaslin Boulevard and along the arc of a curve concave to the Southeast to the Northerly right-of-way line of Colorado State Highway No. 128 (West 120th Avenue), said arc having a radius of 2141.83 feet, a central angle of 28°09'36" and being subtended by a chord that bears S27°04'03"W, 1042.11 feet;

Thence N69°35'49"E, 842.73 feet along the Northerly right-of-way line of said Colorado State Highway No. 128 to the West line of the NW1/4 of said Section 6;

Thence S00°26'00"E, 146.45 feet along the West line of the NW1/4 of said Section 6 to the Northerly right-of-way line of said Colorado State Highway No. 128;

The following courses and distances are along the Northerly right-of-way line of said Colorado State Highway No. 128:

Thence N69°18'36"E, 632.01 feet to a point of curve to the right;

Thence Easterly, 764.19 feet along the arc of said curve to a point tangent, said arc having a radius of 1973.67 feet, a central angle of 22°11'04" and being subtended by a chord that bears N80°24'08"E, 759.42 feet;

Thence S88°30'20"E, 209.52 feet;

Thence N89°20'40"E, 144.16 feet to a point of curve to the left;

Thence Easterly, 484.63 feet along the arc of said curve to a point tangent, said arc having a radius of 1375.00 feet, a central angle of 20°11'40" and being subtended by a chord that bears N79°14'50"E, 482.13 feet;

Thence N69°09'00"E, 1295.87 feet to a point of curve to the right;

Thence Easterly, 416.18 feet along the arc of said curve to a point tangent, said arc having a radius of 1179.50 feet, a central angle of 20°13'00" and being subtended by a chord that bears N79°15'30"E, 414.03 feet;

Thence N89°22'00"E, 232.27 feet to a point of curve to the left;

Thence Easterly, 387.94 feet along the arc of said curve to a point tangent, said arc having a radius of 1405.30 feet, a central angle of 15°49'00" and being subtended by a chord that bears N81°27'30"E, 386.71 feet;

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Thence N73°33'00"E, 333.30 feet to a point of curve to the right;

Thence Easterly, 507.01 feet along the arc of said curve to the East line of the NE1/4 of said Section 6, said arc having a radius of 2851.80 feet, a central angle of 10°11'11" and being subtended by a chord that bears N78°38'35"E, 506.34 feet;

Thence leaving the Northerly right-of-way line of said Colorado State Highway No. 128, N01°10'21"E, 4.40 feet along the East line of the NE1/4 of said Section 6 to the Northeast Corner thereof;

Thence N00°17'13"E, 2683.02 feet along the East line of the SE1/4 of said Section 31 to the E1/4 Corner thereof of said Section 31;

Thence N00°17'48"E, 2683.09 feet along the East line of the NE1/4 of said Section 31 to the POINT OF BEGINNING.

EXCEPT that tract of land conveyed to Robert Bowes as described in Quit Claim Deed recorded in Book 404 at Page 40 of the records of Boulder County, Colorado.

EXCEPT that tract of land conveyed to Associated Realty Corporation as described in Warranty Deed recorded in Book 546 at Page 474 of the records of Boulder County, Colorado.

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EXHIBIT B

1. TenEyck--KK Colorado Joint Venture, #5
2. Oschner--TenEyck--KK Colorado Joint Venture, #3
3. Oschner--TenEyck--KK Colorado Joint Venture, #4
4. Oschner--TenEyck--KK Colorado Joint Venture, #1
5. Oschner--TenEyck--KK Colorado Joint Venture, #2
6. OTRKK Joint Venture
7. County Clare Joint Venture
8. Glendon L. Allred
9. Guy D. Hart and Lena Mae Hart
10. Joseph K. Scriffiny

FEE AND INDEMNIFICATION AGREEMENT

This Agreement is between the Town of Superior, a Colorado municipal corporation ("Town"), The Rock Creek Partnership, a Colorado general partnership, and T.W. TenEyck, Jr.

WHEREAS, Rock Creek Partnership and T.W. TenEyck, Jr., ("Petitioners") have indicated their interest in annexing lands known as Rock Creek Ranch to the Town of Superior; and the Town has indicated an interest in pursuing said annexation; and

WHEREAS, Ordinance No. 622 of the Town of Superior requires a petitioner for annexation to the Town to deposit monies with the Town sufficient to cover all costs to the Town resulting from the petition for annexation; and

WHEREAS, pre-annexation work performed by consultants and contractors employed by the Town of Superior is necessary in reviewing certain documents and plans submitted by Rock Creek Partnership in connection with the proposed annexation and initial zoning; and

WHEREAS, the Town of Superior wishes to protect itself from anticipated and unanticipated costs and risks arising from the proposed annexation and initial zoning;

NOW, THEREFORE, in consideration for the mutual covenants set forth herein, the parties hereby agree as follows:

1. Petitioners shall deposit \$5,000 with Phyllis Hardin, Town Clerk, to be used by the Town in paying expenses to the Town resulting from the review by the Town's contractors and consultants of the proposed annexation and initial zoning. It is understood that \$5,000 may not be sufficient to pay for all expenses to the Town in this initial review phase. Therefore, it is agreed that Petitioners shall replenish its account with the Town from time to time whenever the Petitioners' account with the Town falls below \$2,000. At such time, the Town Clerk shall notify the Petitioners that a deposit to bring the account back up to \$5,000 is necessary; and the Petitioners shall, within ten days of the date of mailing such notice, deposit the necessary funds with the Town Clerk.

2. All contractors and consultants employed by the Town in connection with the proposed annexation and initial zoning shall forward their bills with itemizations of their time to the Town Clerk for payment, with copies to Petitioners.

Petitioners shall have ten days from the date of mailing of any bill to mail written objections, if any, to any bill to the Town Clerk and to the contractor or consultant involved. If no written objections to any bill are mailed by Petitioners within ten days of the mailing of a particular bill, it will be presumed by the Town that the Petitioners have no objection to payment; and the Town may, upon approval of the Town Board, pay the bill from the Petitioners' account.

3. In the event of a written objection from Petitioners concerning payment of a bill, said objection shall be resolved -- if necessary -- by the Town Board at its regular monthly meeting following the Town's receipt of the objection. In the event of a written objection to part of a bill, the disputed amount shall be withheld by the Town Clerk until the dispute is resolved, and the undisputed amount paid. Petitioners state their intention to try and resolve any problems arising from this procedure through mutual discussion and informal dispute resolution with the affected party prior to bringing the problem to the Town Board for resolution.

4. The Town shall not be liable to any contractor or consultant employed with respect to the proposed annexation and initial zoning. All monies paid to any contractor or consultant employed with respect to the proposed annexation and initial zoning shall be paid by the Town from the Petitioners' account. Petitioners agree to indemnify and hold the Town harmless from any claims from said contractors and consultants arising from services performed in connection with the proposed annexation and initial zoning.

5. The Town of Superior agrees to limit the work of its contractors and consultants to the review of documents and plans generated by the Petitioners. At the present time, the Town is employing an attorney -- Richard Scheidenhelm -- at \$40 per hour; a part-time town manager -- Laura Belsten -- at \$30 per hour; and a planning firm, Downing/Leach & Associates, Inc., with individual employees of Downing/Leach billing at various hourly rates. Petitioners consent to the continuation of the Town's employment of said personnel through the date of the Town's consideration of an annexation petition and request for initial zoning. No other consultants or contractors shall be employed by the Town during this review process unless mutually agreed upon by the parties in writing. Any of the parties to this Agreement may request that a consultant or contractor be dismissed for any reason during the term of this Agreement and that another consultant or contractor be substituted -- approval of such request to be made, if at all, by mutual written consent of all parties.

6. The amount of money payable by Petitioners for review of the proposed annexation and initial zoning under this Agreement shall not exceed \$15,000 without further written consent of all parties. Petitioners have the right -- as does the Town -- under this Agreement to terminate the review process at any time with payment in full of any bills due. Petitioners shall be liable under this Agreement only for those contractor or consultant bills for services directly related to the proposed annexation and initial zoning of the lands proposed for annexation by the Petitioners. Petitioners shall not be liable for services performed in the normal and ordinary course of Town business not directly related to the proposed annexation and initial zoning.

7. All parties to this Agreement agree to use their best efforts to achieve a timely review of Petitioners' proposals for annexation and initial zoning. The term of this agreement shall be six months from the date of its execution by the Mayor of the Town of Superior. This Agreement may be extended by written consent of all parties.

8. Notwithstanding anything else in this Agreement, the parties agree that there are certain contingent risks placed upon the Town of Superior, its officers, contractors, consultants, and employees arising from the proposed annexation and initial zoning. Petitioners hereby consent to assuming said risks by indemnifying and holding harmless the Town, its officers, contractors, consultants, and employees from any claims and lawsuits arising from the proposed annexation, the proposed initial zoning, and the decisions of the Town concerning the same.

9. All notices under this Agreement shall be addressed to the parties at the following addresses and shall be sent by first class mail, postage prepaid, to:

Town of Superior
c/o Phyllis Hardin
Superior Town Clerk
211 S. 4th Ave.
Superior Route
Louisville, Colorado 80027

The Rock Creek Partnership and
T.W. TenEyck, Jr.
c/o Scott Carlson
11990 Grant Street
Northglenn, Colorado 80233.

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WHEREFORE, the parties agree as set forth herein:

Date

SEPT. 8, 1986
Date

THE ROCK CREEK PARTNERSHIP

By: _____
Scott Carlson
Managing General Partner

T.W. TenEyck, Jr.
T.W. TenEyck, Jr.

THE TOWN OF SUPERIOR

Date: 9/8/86

By: Ted T. Asti
Ted Asti, Mayor

ATTEST:

Phyllis L. Hardin
Phyllis L. Hardin, Town Clerk