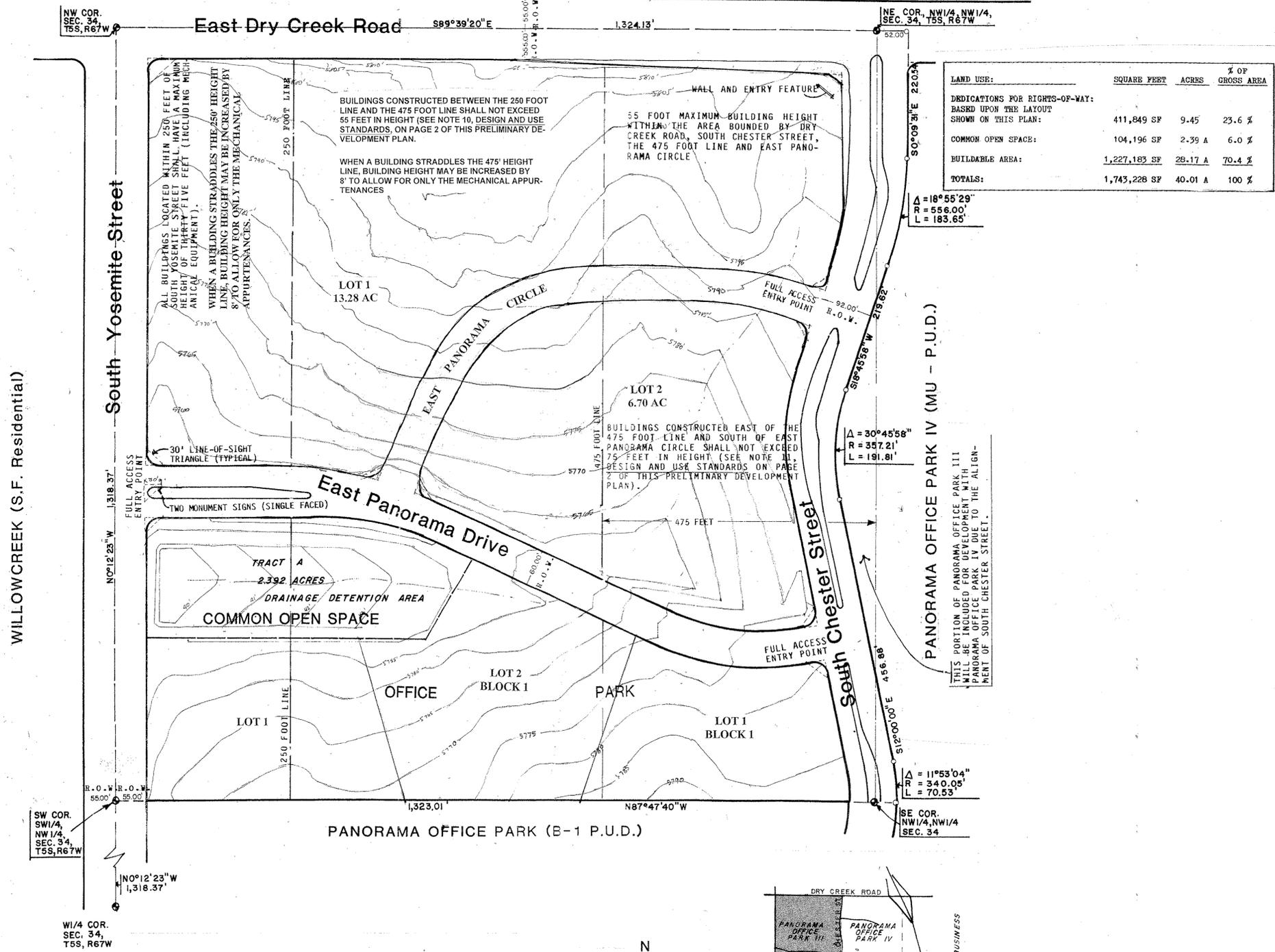


PANORAMA OFFICE PARK III

4th ADMINISTRATIVE AMENDMENT TO THE PRELIMINARY DEVELOPMENT PLAN

LOCATED IN THE NW 1/4 OF SECTION 34, T5S, R67W OF THE 6TH P.M., ARAPAHOE COUNTY, COLORADO

SOUTHGATE BUSINESS PARK (MU - P.U.D.)



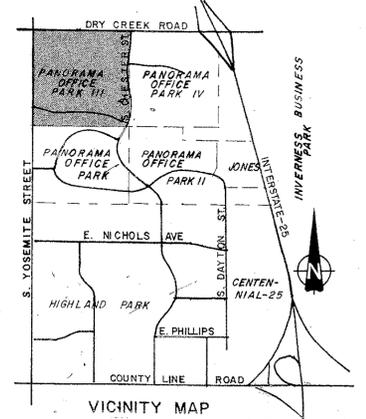
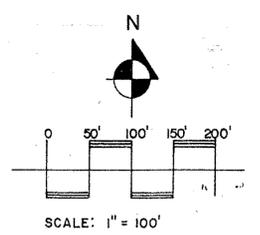
LAND USE:	SQUARE FEET	ACRES	% OF GROSS AREA
DEDICATIONS FOR RIGHTS-OF-WAY: BASED UPON THE LAYOUT SHOWN ON THIS PLAN:	411,849 SF	9.45	23.6 %
COMMON OPEN SPACE:	104,196 SF	2.39 A	6.0 %
BUILDABLE AREA:	1,227,183 SF	28.17 A	70.4 %
TOTALS:	1,743,228 SF	40.01 A	100 %

WILLOWCREEK (S.F. Residential)

PANORAMA OFFICE PARK III
 4th ADMINISTRATIVE AMENDMENT
 PRELIMINARY DEVELOPMENT PLAN

ZONING APPROVED BY THIS PLAN: B-1 (ADMINISTRATIVE AND PROFESSIONAL OFFICES)
 ZONING PRIOR TO APPROVAL: A-1 (AGRICULTURE)
 COMPREHENSIVE PLAN FOR THIS AREA: OFFICE - LIGHT INDUSTRIAL - AIRPORT

Maximum Development: 785,000 S.F. (.45 F.A.R.)
Property Size: 40.019 Acres



Legal Description
 Lots 1 and 2, Panorama Corporate Center Filing No. 2,
 Lot 2, Block 1, Panorama Office Park VIII,
 That portion of East Panorama Drive lying between the easterly right of way line of South Yosemite Street and the westerly right of way line of South Chester Street,
 That portion of South Chester Street lying in the Northwest Quarter of the Northwest Quarter of Section 34, Township 5 South, Range 67 West of the Sixth Principal Meridian and lying between the southerly right of way line of East Dry Creek Road and the centerline of East Panorama Drive,
 That portion of East Panorama Circle lying between the northerly right of way line of East Panorama Drive and westerly right of way line of South Chester Street,
 Arapahoe County, State of Colorado

_____ hereby affirm that I am the owner or authorized agent of all individuals having ownership interest in the property described herein, known as Panorama Office Park III PDP Case #A98-035.

STATE OF Colorado
 COUNTY OF Arapahoe

The foregoing instrument was acknowledged before me this 4th day of February, 1999, by Lawrence Niemiec as Vice President. Witness my hand and official seal.

Janice R. Cross
 Notary Public (Signature)
 6700 S. Fiddlers Green Circle #500
 Englewood, CO 80111
 My Commission expires: 3/4/2000

Date: _____
 Proj No.: 90190.09
 Drawn: _____
 Checked: _____

Date: _____ Issue: _____
12-11-98 Review
1-7-99 checkprint
1-21-99 M. J. Allen

_____ Title: _____



ADMINISTRATIVE AMENDMENT OF THE PANORAMA OFFICE PARK III PDP PLAN AMENDING SIGNAGE REQUIREMENTS AS DEPICTED HEREON PURSUANT TO SECTION 9A OF THE PDP. APPROVED THIS 11 DAY OF February, 1999, BY THE DIRECTOR OF DEVELOPMENT SERVICES AND INFRASTRUCTURE MANAGEMENT. THIS AMENDMENT NO. 4 AFFECTS ONLY SIGNAGE REQUIREMENTS AS DESCRIBED IN FILE NO. _____

[Signature]
 DIRECTOR OR DESIGNEE

PANORAMA OFFICE PARK III

4th ADMINISTRATIVE AMENDMENT TO THE PRELIMINARY DEVELOPMENT PLAN

LOCATED IN THE NW 1/4 OF SECTION 34, T5S, R67W OF THE 6TH P.M., ARAPAHOE COUNTY, COLORADO

STANDARD NOTES:

THE OWNER(S), DEVELOPER(S) AND/OR SUBDIVIDER(S) OF THE PDP KNOWN AS PANORAMA OFFICE PARK IV, THERE RESPECTIVE SUCCESSORS, HEIRS AND/OR ASSIGNS AGREE TO THE FOLLOWING NOTES:

1. DRAINAGE MASTER PLAN NOTE

THE POLICY OF THE COUNTY REQUIRES THAT ALL NEW DEVELOPMENT AND REDEVELOPMENT SHALL PARTICIPATE IN THE REQUIRED DRAINAGE IMPROVEMENTS AS SET FORTH BELOW.

(1) DESIGN AND CONSTRUCT THE LOCAL DRAINAGE SYSTEM AS DEFINED BY THE PHASE III DRAINAGE REPORT AND PLAN.

(2) DESIGN AND CONSTRUCT THE CONNECTION OF THE SUBDIVISION DRAINAGE SYSTEM TO A DRAINAGE WAY OF ESTABLISHED CONVEYANCE CAPACITY SUCH AS A MASTER PLANNED OUTFALL STORM SEWER OR MASTER PLANNED MAJOR DRAINAGE WAY. THE COUNTY WILL REQUIRE THAT THE CONNECTION OF THE MINOR AND MAJOR SYSTEMS PROVIDE CAPACITY TO CONVEY ONLY THOSE FLOWS (INCLUDING OFF-SITE FLOWS) LEAVING THE SPECIFIC DEVELOPMENT SITE. TO MINIMIZE OVERALL CAPITAL COSTS, THE COUNTY ENCOURAGES ADJACENT DEVELOPMENTS TO JOIN IN DESIGNING AND CONSTRUCTING CONNECTION SYSTEMS. ALSO, THE COUNTY MAY CHOOSE TO PARTICIPATE WITH A DEVELOPER IN THE DESIGN AND CONSTRUCTION OF THE CONNECTION SYSTEM.

(3) EQUITABLE PARTICIPATION IN THE DESIGN AND CONSTRUCTION OF THE MAJOR DRAINAGE WAY SYSTEM THAT SERVES THE DEVELOPMENT AS DEFINED BY ADOPTED MASTER DRAINAGE WAY PLANS (SECTIONS 3.3.2 OF THE ARAPAHOE DRAINAGE CRITERIA MANUAL) OR AS REQUIRED BY THE COUNTY AND DESIGNATED IN THE PHASE III DRAINAGE REPORT.

2. DRAINAGE MAINTENANCE

THE PROPERTY OWNER SHALL BE RESPONSIBLE FOR MAINTENANCE OF ALL DRAINAGE FACILITIES INSTALLED PURSUANT TO THE SUBDIVISION AGREEMENTS. REQUIREMENTS INCLUDE BUT ARE NOT LIMITED TO MAINTAINING THE SPECIFIED STORM WATER DETENTION/RETENTION VOLUMES, MAINTAINING OUTLET STRUCTURES, FLOW RESTRICTION DEVICES AND FACILITIES NEEDED TO CONVEY FLOW TO SAID BASINS. ARAPAHOE COUNTY SHALL HAVE THE RIGHT TO ENTER PROPERTIES TO INSPECT SAID FACILITIES AT ANY TIME. IF THESE FACILITIES ARE NOT PROPERLY MAINTAINED, THE COUNTY MAY PROVIDE NECESSARY MAINTENANCE AND ASSESS THE MAINTENANCE COST TO THE OWNER OF THE PROPERTY.

3. LANDSCAPE MAINTENANCE

THE OWNERS OF THIS SUBDIVISION, THEIR SUCCESSORS AND/OR ASSIGNS IN INTEREST, THE ADJACENT PROPERTY OWNERS, HOMEOWNERS ASSOCIATION OR OTHER ENTITY OTHER THAN ARAPAHOE COUNTY IS RESPONSIBLE FOR MAINTENANCE AND UPKEEP OF PERIMETER FENCING, LANDSCAPED AREAS AND SIDEWALKS BETWEEN THE FENCE LINE/PROPERTY LINE AND ANY PAVED ROADWAYS.

THE OWNERS OF THIS SUBDIVISION, THEIR SUCCESSORS AND/OR ASSIGNS IN INTEREST, OR SOME OTHER ENTITY OTHER THAN ARAPAHOE COUNTY AGREE TO THE RESPONSIBILITY OF MAINTAINING ALL OTHER OPEN SPACE AREAS ASSOCIATED WITH THIS DEVELOPMENT.

4. SIGHT TRIANGLE MAINTENANCE

THE OWNERS OF PRIVATE PROPERTY CONTAINING A TRAFFIC SIGHT TRIANGLE ARE PROHIBITED FROM ERECTING OR GROWING ANY OBSTRUCTIONS OVER THREE FEET IN HEIGHT ABOVE THE ELEVATION OF THE LOWEST POINT ON THE CROWN OF THE ADJACENT ROADWAY WITHIN SAID TRIANGLE.

5. EMERGENCY ACCESS

EMERGENCY ACCESS IS GRANTED HEREWITH OVER AND ACROSS ALL PAVED AREAS FOR POLICE, FIRE AND EMERGENCY VEHICLES.

SPECIFIC NOTES:

1. AIRPORT INFLUENCE AREA NOTE (OFF-SITE IMPROVEMENTS)

TO CARRY OUT ONE OR MORE OF THE FOLLOWING AS MAY BE REQUIRED BY THE BOARD OF COUNTY COMMISSIONERS:

(1) TO INCLUDE SAID DEVELOPMENT WITHIN A SPECIAL DISTRICT FOR THE PURPOSE OF PARTICIPATION IN THE CONSTRUCTION OF NECESSARY OFF-SITE IMPROVEMENTS AT THE TIME OF APPROVAL OF FINAL DEVELOPMENT PLANS.

(2) TO COOPERATE WITH OTHER OWNERS OF OTHER PARCELS AND/OR OTHER SPECIAL DISTRICTS IN OFF-SITE ROADWAY IMPROVEMENTS AS NECESSITATED BY THE DEVELOPMENT IMPACTS AS MAY BE DETERMINED BY THE BOARD OF COUNTY COMMISSIONERS.

(3) TO COMPLETE SUCH OTHER IMPROVEMENTS TO PUBLIC ROADWAYS BROUGHT ABOUT OR IMPACTED BY THIS DEVELOPMENT AS MAY BE DETERMINED BY THE BOARD OF COUNTY COMMISSIONERS.

(4) TO PARTICIPATE AND COOPERATE IN ANY TRANSPORTATION MANAGEMENT PROGRAM AS SPECIFIED IN THE ARAPAHOE AIRPORT INFLUENCE AREA TRANSPORTATION STUDY IF SUCH A PROGRAM IS APPROVED AND/OR ADOPTED BY THE BOARD OF COUNTY COMMISSIONERS.

2. AIRPORT INFLUENCE AREA NOTE (EASEMENT/HAZARD EASEMENT)

AN AVIGATION AND HAZARD EASEMENT AFFECTING ALL PROPERTY CONTAINED WITHIN THIS PRELIMINARY DEVELOPMENT PLAN HAS BEEN LEGALLY EXECUTED. SAID EASEMENT DOCUMENT CAN BE FOUND IN BOOK 4664, PAGE 51-54, OF THE RECORDS OF THE ARAPAHOE COUNTY CLERK AND RECORDER, AND AT RECEPTION NUMBER A6007132.

THE LANDS CONTAINED WITHIN THIS PRELIMINARY DEVELOPMENT PLAN LIE WITHIN THE AIRPORT INFLUENCE AREA, AN AREA WHICH IS LIKELY TO BE AFFECTED BY AIRCRAFT OPERATIONS AND THEIR POTENTIAL NOISE AND/OR CRASH HAZARDS TO A GREATER DEGREE THAN LANDS SITUATED OUTSIDE OF THE INFLUENCE AREA.

ALL LANDS CONTAINED WITHIN THIS PRELIMINARY DEVELOPMENT PLAN SHALL COMPLY WITH F.A.R. PART 77, "HEIGHT AND OBSTRUCTIONS CRITERIA."

DESIGN AND USE STANDARDS:

1. USE STANDARDS

- A. GENERAL OFFICES, FOR EXAMPLE:
1. ADMINISTRATIVE AND EXECUTIVE OFFICES
2. CONSULTING SERVICE OFFICES (BUSINESS AND PROFESSIONAL)
3. DESIGN PROFESSIONS (ARCHITECTS, PLANNER, ETC.)
4. FINANCIAL INSTITUTIONS (INCLUDING DRIVE-THROUGH FACILITIES)
5. MEDICAL, DENTAL AND VETERINARY OFFICES
6. INSURANCE AND INVESTMENT OFFICES, ETC.
B. PUBLIC OR PRIVATE MEETING HALL
C. NURSERY SCHOOL, DAY CARE CENTER
D. A MAXIMUM OF TWO SIT DOWN RESTAURANTS WITHOUT DRIVE-IN OR DRIVE-THROUGH FACILITIES. EITHER OR BOTH OF THE RESTAURANTS MAY BE LOCATED WITHIN A FREE STANDING BUILDING OR WITHIN AN OFFICE BUILDING. ANY RESTAURANT CONSTRUCTED WITHIN PANORAMA OFFICE PARK III MUST BE LOCATED BETWEEN THE 475 FOOT LINE AND SOUTH CHESTER STREET. RESTAURANTS MAY HAVE OUTDOOR DINING FACILITIES WHICH ARE SCREENED FROM STREETS OR PARKING AREAS. ANY RESTAURANT LOCATED WITHIN AN OFFICE BUILDING SHALL BE PERMITTED FASCIA SIGNAGE ACCEPTABLE TO THE BOARD OF COUNTY COMMISSIONERS AT THE TIME OF REVIEW OF FINAL DEVELOPMENT PLANS FOR SUCH RESTAURANTS.
E. ACCESSORY USES: LIMITED CONVENIENCE BUSINESSES AND SERVICES SHALL BE PERMITTED AS ACCESSORY USES WITHIN OFFICE BUILDINGS. SUCH USES SHALL BE CONTAINED WITHIN A PRIMARY USE BUILDING AND SHALL BE PRIMARILY FOR THE CONVENIENCE OF OFFICE TENANTS. TYPICAL USES PERMITTED AS ACCESSORY USES ARE AS FOLLOWS, BUT NOT LIMITED TO: BARBER AND BEAUTY SHOPS, CAR RENTAL AGENCIES, PRINT SHOPS, NEWSSTANDS, TRAVEL AGENCIES, EMPLOYEE CAFETERIAS, SANDWICH SHOPS.
F. ACCESSORY STRUCTURES: PARKING STRUCTURES SHALL BE PERMITTED.
G. PRIOR TO THE DEVELOPMENT OF THE SUBJECT PROPERTY IN ACCORDANCE WITH THE USES STATED HEREIN ABOVE, THE PROPERTY SHALL BE ALLOWED TO BE USED FOR THE GROWING OF AGRICULTURAL CROPS.

2. SIGNAGE

NO FINAL DEVELOPMENT PLAN SHALL BE REQUIRED IN ORDER TO OBTAIN BUILDING PERMITS FOR SIGNS. GROUND DIRECTORY IDENTIFICATION SIGNS SHALL BE ALLOWED TO A MAXIMUM OF SIX FEET (6'-0") IN HEIGHT OR FORTY EIGHT SQUARE FEET (48 S.F.) PER FACE. ONE (1) GROUND DIRECTORY IDENTIFICATION SIGN SHALL BE PERMITTED TO FACE ONTO EACH OF THE THREE (3) ABUTTING PERIPHERAL ROADWAYS (DRY CREEK ROAD, SOUTH CHESTER STREET AND SOUTH YOSEMITE STREET). A MAXIMUM OF TWO (2) GROUND DIRECTORY IDENTIFICATION SIGNS WILL BE ALLOWED PER BUILDING SITE. ONE LOW PROFILE PROJECT IDENTIFICATION SIGN WILL BE ALLOWED AT EACH CORNER AT THE INTERSECTIONS OF SOUTH CHESTER AND E. PANORAMA CIRCLE, SOUTH CHESTER AND EAST PANORAMA DRIVE, EAST PANORAMA DRIVE AND EAST PANORAMA CIRCLE, EAST PANORAMA DRIVE AND SOUTH YOSEMITE. SIGNS MAY BE LIGHTED, BUT SUCH LIGHTING SHALL BE DESIGNED TO MINIMIZE GLARE. ALL SIGNAGE SHALL BE IN CONFORMANCE WITH APPROVED ARAPAHOE COUNTY REGULATIONS. NO INTERIOR LIGHTED SIGN SHALL FACE AN ABUTTING RESIDENTIAL AREA, AND GROUND LIGHTING OF SIGNS SHALL BE DESIGNED SO THAT LIGHTING FIXTURES ARE NOT AIMED AT ABUTTING RESIDENTIAL AREAS.

3. SCREENING OF MECHANICAL EQUIPMENT

ROOF MOUNTED MECHANICAL EQUIPMENT SHALL BE SCREENED. GROUND MOUNTED MECHANICAL EQUIPMENT SHALL BE SCREENED WITH APPROPRIATE FENCING OR SHRUBS, DUMPSTERS AND OTHER SIMILAR TRASH COLLECTION DEVICES SHALL BE SCREENED AND LOCATED IN SUCH A MANNER AS TO HAVE A MINIMUM AESTHETIC IMPACT ON THE OFFICE PARK. DUMPSTER LOCATIONS WILL BE PROVIDED WITH FINAL DEVELOPMENT PLANS.

4. MINIMUM OPEN SPACE REQUIREMENTS

OVERALL OPEN SPACE AT PANORAMA OFFICE PARK III SHALL BE A MINIMUM OF 25% OF THE NET LAND AREA (ALL LAND EXCLUSIVE OF STREETS). INDIVIDUAL BUILDING SITES SHALL PROVIDE THE FOLLOWING MINIMUM OPEN SPACE:

BUILDING HEIGHT	MINIMUM OPEN SPACE PER BUILDING SITE
UP TO 35 FEET	20%
36 - 55 FEET	25%
56 - 75 FEET	30%

5. LANDSCAPING REQUIREMENTS

FINAL LANDSCAPE PLANS (INCLUDING GENERAL LOCATION OF PLANTINGS, BERMS AND GENERAL TYPES OF LANDSCAPING MATERIALS TO BE USED) SHALL BE PROVIDED WITH FINAL DEVELOPMENT PLAN(S). LANDSCAPED AREAS ON INDIVIDUAL BUILDING SITES WILL BE SPRINKLERED. PLANT MATERIALS SHALL BE SELECTED FOR THEIR DROUGHT RESISTANCE AND ADAPTABILITY TO THE COLORADO CLIMATE. THE DRAINAGE DETENTION AREA SHALL BE MAINTAINED BY THE PANORAMA METROPOLITAN DISTRICT.

6. LIGHTING:

PARKING LOT LIGHTING SHALL BE PROVIDED IN PARKING AREAS AS REQUIRED WHERE BUILDING ENTRY LIGHTS PROVIDE INSUFFICIENT PARKING OR SECURITY LIGHTING. SUCH LIGHTING SHALL BE DOWNWARD DIRECTED TO MINIMIZE GLARE. SUCH LIGHTING SHALL BE TURNED OFF NO LATER THAN 11:00 P.M., EXCEPT AS MAY BE REQUIRED BY THE ARAPAHOE COUNTY SHERIFF'S OFFICE FOR SECURITY. ALL LIGHTING SHALL BE IN CONFORMANCE WITH APPROVED ARAPAHOE COUNTY REGULATIONS.

7. FENCING

FENCING, LANDSCAPING OR BUILDING DESIGN SHALL BE USED TO MINIMIZE THE VISUAL IMPACT OF PARKING AREAS FROM ABUTTING PERIPHERAL STREETS. IF FENCING IS USED, SUCH FENCING SHALL BE UNIFORM AND CONSISTENT THROUGHOUT THE PROJECT. PERIPHERAL FENCING SHALL NOT EXCEED SIX FEET (6') IN HEIGHT AND SHALL BE OF A UNIFORM DESIGN. FENCING PLANS SHALL BE INCLUDED IN FINAL DEVELOPMENT PLAN(S). ALL FENCING SHALL BE IN CONFORMANCE WITH APPROVED ARAPAHOE COUNTY REGULATIONS.

8. MINIMUM BUILDING AND PARKING SETBACKS:

MINIMUM SETBACKS:	BUILDING	PARKING
FROM SOUTH YOSEMITE ST	40'	25'
FRONT SETBACKS	25'	25'
SIDE SETBACKS:		
INTERIOR LOT LINES	0'	0'
CORNER LOT LINES	10'	10'
REAR SETBACKS	10'	10'

NOTE: THERE SHALL BE A MINIMUM SETBACK BETWEEN BUILDINGS OF 20'

9. PARKING

A PARKING PLAN SHALL BE INCLUDED IN FINAL DEVELOPMENT PLANS. PARKING SPACES SHALL BE PROVIDED IN ACCORDANCE WITH THE FOLLOWING MINIMUM STANDARDS:

OFFICE USAGE:	1 SPACE FOR EACH 350 SQUARE FEET.
RESTAURANT USAGE:	1 SPACE FOR EACH THREE RESTAURANT SEATS PLUS 2 SPACES FOR EACH THREE EMPLOYEES.

10. R.O.W. WIDTHS

INTERNAL RIGHTS-OF-WAY SHALL BE SIXTY FEET (60'), UNLESS OTHERWISE APPROVED BY THE COUNTY ENGINEERING DEPARTMENT

11. MAXIMUM BUILDING HEIGHTS

BUILDINGS LOCATED WITHIN TWO HUNDRED FIFTY FEET (250') OF SOUTH YOSEMITE STREET SHALL HAVE A MAXIMUM HEIGHT OF THIRTY-FIVE FEET (35'), INCLUDING SCREENED MECHANICAL EQUIPMENT. BUILDINGS CONSTRUCTED BETWEEN SOUTH CHESTER STREET AND THE 475 FOOT LINE AND LYING SOUTH OF EAST PANORAMA CIRCLE SHALL BE PERMITTED A MAXIMUM HEIGHT OF SEVENTY-FIVE FEET (75'). SUCH BUILDINGS MAY HAVE AN ELEVATOR AND/OR EQUIPMENT PENTHOUSE, BUT SUCH PENTHOUSE SHALL NOT EXCEED FIFTEEN PERCENT (15%) OF THE ROOF AREA OF THE BUILDING UPON WHICH IT IS CONSTRUCTED. ALL OTHER BUILDINGS SHALL HAVE A MAXIMUM HEIGHT OF FIFTY-FIVE FEET (55'), INCLUDING SCREENED MECHANICAL EQUIPMENT. WHEN A BUILDING STRADDLES THE 250' OR THE 475' HEIGHT LINE, BUILDING HEIGHT MAY BE INCREASED BY 8' TO ALLOW FOR ONLY THE MECHANICAL APPURTENANCES.

12. ENTRY POINTS

ENTRY POINTS TO PANORAMA OFFICE PARK SHALL BE AS SHOWN ON THE GRAPHIC PORTION OF THIS PRELIMINARY DEVELOPMENT PLAN. ALL ENTRY POINTS SHALL BE FULL ACCESS ENTRY POINTS. NO LOT SHALL HAVE DIRECT ACCESS TO ANY PERIPHERAL ROADWAY. ALL LOTS SHALL BE SERVED BY INTERIOR STREETS.

13. MAXIMUM PERMITTED DEVELOPMENT

786,000 S.F. (0.45 GROSS F.A.R.)

14. ENTRY FEATURE

ONE LANDSCAPED ENTRY FEATURE SHALL BE PERMITTED AT THE SOUTHWEST CORNER OF THE INTERSECTION OF SOUTH CHESTER STREET AND DRY CREEK ROAD. THE ENTRY FEATURE SHALL CONSIST OF A MARBLE WALL SETBACK A MINIMUM OF THIRTY FEET FROM THE ABUTTING RIGHTS-OF-WAY. THE WALL MAY CONTAIN THE LOGO OF PANORAMA PARK AND THE WORDS "PANORAMA PARK" AND SHALL BE CONSTRUCTED IN CONFORMANCE WITH THE GRAPHIC REPRESENTATION AND STIPULATIONS PROVIDED HEREIN AND APPROVED BY THIS PRELIMINARY DEVELOPMENT PLAN. NO FINAL DEVELOPMENT PLAN SHALL BE REQUIRED IN ORDER TO OBTAIN A BUILDING PERMIT FOR THE SAID ENTRY FEATURE. THE ENTRY FEATURE MAY BE LIGHTED, BUT SUCH LIGHTING SHALL BE DESIGNED TO MINIMIZE GLARE.

15. BILLBOARDS

NO BILLBOARDS SHALL BE PERMITTED ON PANORAMA OFFICE PARK III.

16. MAXIMUM BUILDABLE AREA

A MAXIMUM OF FORTY (40%) PERCENT OF ANY LOT WILL BE AVAILABLE FOR BUILDING AREA.

AMENDMENT SUMMARY

WILLOWCREST OFFICE PARK (ARAPAHOE COUNTY CASE NO. 280-51) WAS APPROVED BY THE B.O.C.C. ON APRIL 13, 1981 AND ESTABLISHED THE BASIC B-1 ZONING, BUILDING HEIGHTS, 0.5 OVERALL F.A.R. AND OTHER DEVELOPMENT STIPULATIONS. THE 1ST AMENDED P.D.P. (CASE NO. A88-22) WAS AN ADMINISTRATIVE AMENDMENT APPROVED BY THE B.O.C.C. ON SEPTEMBER 6, 1989. THIS AMENDMENT MADE HOUSEKEEPING CHANGES (ITEMS 1-10 BELOW), REDEFINED ENTRY SIGNS AS "MONUMENT SIGNS" (ITEM 11) AND ADDED A SECTION TO PERMIT CONSTRUCTION OF AN ENTRY FEATURE IN LIEU OF A MONUMENT SIGN ON THE CORNER OF SOUTH CHESTER STREET AND DRY CREEK ROAD (ITEM 12), AS FOLLOWS:

- 1. CHANGED THE NAME OF THE PROJECT FROM WILLOWCREST OFFICE PARK TO PANORAMA OFFICE PARK III.
1. REDRAFTED THE ROADWAY PATTERNS TO REFLECT THE PLATTED CONDITION OF THE PROPERTY.
2. CHANGED THE LEGAL DESCRIPTION FROM A METES AND BOUNDS DESCRIPTION TO THE PLATTED LEGAL DESCRIPTION.
3. ADDED THE AIRPORT INFLUENCE AREA NOTES AND RECORDING DATA FOR THE AVIGATION EASEMENT.
4. DELINEATED THE PERMITTED B-1 USES IN ACCORDANCE WITH THE WRITTEN STIPULATIONS OF THE B-1 ZONE DISTRICT IN EFFECT AT THE TIME OF INITIAL REZONING (THE ORIGINAL P.D.P. REFERS TO USES "AS DEFINED IN A NOTE FROM THE ORIGINAL PLAN, WHICH ALLUDED TO THE CONSTRUCTION OF A SUPERCEDED VERSION OF THE ZONING RESOLUTION).
5. ELIMINATED AN ORIGINALLY INDICATED ACCESS ONTO DRY CREEK ROAD AND DRAFTED ONTO THE PLATTED ROADWAY SYSTEM THROUGH AND ABUTTING THE PROPERTY.
6. REVISED THE LAND USE TABLE TO CONFORM WITH THE PLATTED CONDITIONS OF THE PROPERTY.
7. INDICATED THAT THE PORTION OF PANORAMA OFFICE PARK III EAST OF SOUTH CHESTER STREET WOULD BE DEVELOPED AS PART OF PANORAMA OFFICE PARK IV DUE TO THE PLATTED ALIGNMENT OF SOUTH CHESTER STREET.
8. AMENDED THE SIGNAGE STANDARDS TO BRING THEM INTO CONFORMANCE WITH CURRENT COUNTY SIGNAGE STANDARDS REGARDING HEIGHT AND SIZE OF SIGNS.
9. DELETED A NOTE FROM THE ORIGINAL PLAN, WHICH ALLUDED TO "POSSIBLE ACCESS TO PANORAMA OFFICE PARK" ON THE SOUTHERLY PORTION OF THE PLAN. THIS "POSSIBLE ACCESS" WAS ELIMINATED WITH PLATTING AND THE CONSTRUCTION OF SOUTH CHESTER STREET.
10. AMENDED THE SIGNAGE STANDARDS TO PERMIT A PAIR OF MONUMENT SIGNS TO BE CONSTRUCTED AT THE INTERSECTION OF SOUTH YOSEMITE STREET AND EAST PANORAMA DRIVE WITHOUT THE NEED FOR A P.D.P.
11. ADDED A SECTION TO THE DESIGN AND USE STANDARDS TO PERMIT AN ENTRY FEATURE (IN LIEU OF A MONUMENT SIGN) TO BE CONSTRUCTED AT THE INTERSECTION OF DRY CREEK ROAD AND SOUTH CHESTER STREET WITHOUT THE NEED TO SUBMIT A FINAL DEVELOPMENT PLAN.
12. ADDED STANDARDS AND DIMENSIONS FOR AND SKETCHES OF THE MONUMENT SIGNS AND ENTRY FEATURE.

THE 2ND AMENDED P.D.P. (CASE NO 288-22) WAS APPROVED BY THE B.O.C.C. ON MARCH 25, 1989. THE PURPOSE OF THE AMENDMENT WAS TO PROVIDE MORE FLEXIBILITY FOR THE DEVELOPMENT OF THE PROPERTY WITHOUT INCREASING THE AMOUNT OF PERMITTED DEVELOPMENT. CHANGES MADE TO THE P.D.P. ARE AS FOLLOWS:

- 1. ADDED LOCATIONS FOR EAST PANORAMA WAY AND EAST PANORAMA CIRCLE TO COMPLETE THE INTERNAL ROADWAY PATTERN FOR THE DEVELOPMENT.
2. AMENDED THE USE STANDARDS TO PERMIT A MAXIMUM OF TWO SIT-DOWN RESTAURANTS (EITHER FREE STANDING OR WITHIN AN OFFICE BUILDING) IN THE EASTERLY 475 FEET OF THE PROPERTY, AND AMENDED THE USE STANDARDS TO PERMIT TEMPORARY GROWING OF CROPS ON THE PROPERTY PRIOR TO ITS DEVELOPMENT. ALSO PERMITS FASCIA SIGNAGE ACCEPTABLE TO THE B.O.C.C. FOR RESTAURANTS.
3. SIMPLIFIED THE SECTION ON OPEN SPACE TO ELIMINATE CONFUSING LANGUAGE REGARDING AVERAGE OPEN SPACE AND INCREASED THE AMOUNT OF MINIMUM OPEN SPACE TO CONFORM WITH OPEN SPACE REQUIREMENTS IN THE REMAINDER OF PANORAMA PARK.
4. ADDED PARKING STANDARDS FOR RESTAURANT USAGE.
5. AMENDED THE BUILDING HEIGHT SECTION TO PERMIT BUILDINGS UP TO 75 FEET IN HEIGHT ON LOTS WHICH LIE SOUTH OF EAST PANORAMA CIRCLE AND WHICH ABUTT SOUTH CHESTER STREET.
6. ELIMINATED THE CENTERLINE ON THE GRAPHIC PORTION OF THE PROPERTY AND NOTES ON THE GRAPHIC PORTION OF THE P.D.P. REGARDING MAXIMUM DEVELOPMENT IN THE EASTERLY AND WESTERLY HALVES OF THE PROPERTY.
7. ELIMINATED THE TERMINOLOGY "G.L.A." (GROSS LEASABLE AREA) FROM THE PLAN. THIS COUNTY BUILDING DEPARTMENT'S MEANING FOR SQUARE FOOTAGE OF DEVELOPMENT IS THE TOTAL CONSTRUCTION LESS BASEMENT MECHANICAL AREAS AND UNFINISHED BASEMENT STORAGE AREAS.
8. LISTED BELOW ARE TABULAR CHANGES RESULTING FROM THE SECOND AMENDED P.D.P.:

	CURRENT PLAN	PROPOSED PLAN
1. USES	GENERAL/PROF OFFICES	A. GENERAL/PROF OFFICES B. MAXIMUM OF 2 SIT-DOWN RESTAURANTS IN BLDG WHICH ABUTTS S. CHESTER ST. C. PERMITS GROWING OF ROW CROPS UNTIL DEVELOPMENT OCCURS. NO CHANGE.
2. BUILDINGS	35 FEET WITHIN 250 FEET OF S. YOSEMITE STREET 55 FEET ON REST OF SITE	55 FEET ON REST OF SITE EXCEPT 75 FEET ABUTTING S. CHESTER ST AND S. OF E. PANORAMA CIRCLE.
3. OPEN SPACE	TO 35' - 15% 36'-55' - 20%	TO 35' - 20% 38'-55' - 25% 56'-75' - 30%
4. INT. RDWAYS	SHOWS ONLY E. PANORAMA DRIVE (AS CURRENTLY PLATTED).	ADDED E. PANORAMA CIRCLE AND E. PANORAMA WAY.

AMENDMENT HISTORY:

AREAS WITH NO CHANGE: SIGNAGE, BUILDING AND PARKING SETBACKS, SCREENED MECHANICAL EQUIPMENT, LIGHTING, FENCING, R.O.W. WIDTHS, ENTRY POINTS, INTERIOR STREETS, MAXIMUM BUILDABLE AREA, FLOOR AREA, GROSS SQUARE FOOTAGE OF DEVELOPMENT, ENTRY FEATURE, LANDSCAPE REQUIREMENTS. IN SOME INSTANCES, MINOR WORKING CHANGES HAVE BEEN MADE TO RECOGNIZE CHANGES IN COUNTY REQUIREMENTS SINCE 1981. HOWEVER, SUCH CHANGES DO NOT IMPACT CURRENTLY APPROVED STIPULATIONS.

THE 3RD AMENDMENT SUMMARY P.D.P. (CASE NO. A97-026) TO THE PRELIMINARY DEVELOPMENT PLAN FOR PANORAMA OFFICE PARK III SETS FORTH THE FOLLOWING CHANGES AS DESCRIBED:

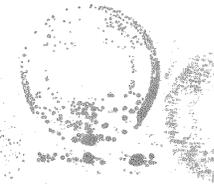
- 1. ADD PARAGRAPH TO MAXIMUM BUILDING HEIGHT ON SHEET 1 AND 2 TO CLARIFY HEIGHT DETERMINATION FOR BUILDINGS STRADDLING THE HEIGHT LINES.
2. OPEN SPACE:
CURRENT PLAN: TO 35' - 20%
36'-55' - 25%
56'-75' - 30%
PROPOSED PLAN: TO 35' - 20%
38'-55' - 25%
56'-75' - 30%

THE 4TH AMENDMENT (CASE #A99-035) REVISES LANGUAGE AND PROVISIONS, PLUS UPGRADED TO CURRENT STANDARDS, REFORMATTED AND ADDED SECOND SHEET.

PANORAMA OFFICE PARK III
4th ADMINISTRATIVE AMENDMENT
PRELIMINARY DEVELOPMENT PLAN

Date .
Proj No . 96190.09
Drawn .
Checked .

Date . Issue
12-11-98. Revised
1-29-99. MTL/RL



Legal Description

Lots 1 and 2, Panorama Corporate Center Filing No. 2, Lot 2, Block 1, Panorama Office Park VIII, That portion of East Panorama Drive lying between the easterly right of way line of South Yosemite Street and the westerly right of way line of South Chester Street; That portion of South Chester Street lying in the Northwest Quarter of the Northwest Quarter of Section 34, Township 5 South, Range 67 West of the Sixth Principal Meridian and lying between the southerly right of way line of East Dry Creek Road and the centerline of East Panorama Drive; That portion of East Panorama Circle lying between the northerly right of way line of East Panorama Drive and westerly right of way line of South Chester Street; Arapahoe County, State of Colorado