TABLE OF CONTENTS
SECTION 1

SECTION 1 – OVERALL GDP NARRATIVE 1

1.1 INTRODUCTION 1
1.1.1 Background Information 1
1.1.2 GDP Goals 1

1.2 LAND USE INFORMATION 2
1.2.1 Overall Concept 2
1.2.2 Circulation 2
1.2.3 Public and Private Facility Providers 2
1.2.4 Open Space 3
1.2.5 Landscaping/Landscape Elements 3
1.2.6 Other Urban Design Elements 3
1.2.7 Architecture 3
1.2.8 Typical Residential Neighborhood Layout 3
1.2.9 Land Use Compatibility 4
1.2.10 Airport Influence Area 4
1.2.11 Landform Modification 4
1.2.12 Implementation 4

1.3 ALLOWABLE USES WITHIN EACH LAND USE CATEGORY 4
1.3.1 Institutional/Civic/Public Uses 4
1.3.2 Residential Uses (If not within a Mixed Use Neighborhood) 5
1.3.3 Light Commercial Uses 5
1.3.4 Heavy Commercial Uses 5
1.3.5 Mixed Use Village Center 6
1.3.6 Light Industrial Uses 6
1.3.7 Heavy Industrial Uses 6
1.3.8 Business Park Uses 6
1.3.9 Parks and Open Space Uses 7
1.3.10 MUN 7

1.4 GDP REPORT 9

1.5 DEVELOPMENT CONDITIONS 9

APPENDIX 1-1- GENERAL CONDITIONS 10

SECTION 1
OVERALL GDP NARRATIVE

1.1 INTRODUCTION

Suburban development occurring in recent decades has been successful at providing housing, shopping, employment areas and recreation facilities. However, there are often a number of shortcomings with much conventional suburban land development, such as: segregated / poorly linked land uses, over-dependence on the automobile, discouragement of pedestrian circulation, fragmented development, lack of sense of community, lower quality of life, and lower tax base due to low density.

The GDP represents a unique opportunity to create a better, more livable pattern of development. The GDP proposes to: master plan the entire development area; provide unifying design elements; provide a better mix of integrated land uses; plan for the pedestrian; provide a range of housing opportunities in close proximity to jobs; create quality housing, shopping and work places; create social gathering spaces; create a sense of community; and to create harmony between the natural and the built environment.

Approval of the GDP creates Vested Property Rights pursuant to Section 24-68-103, Colorado Revised Statutes, as amended.

1.1.1 Background Information

There are approximately 2958 acres within four separate parcels of land that comprise the GDP. The four parcels, Parcels A, B, C and D, are described in separate narratives in this GDP (See Sections 2, 3, 4 and 5 respectively). The Key Map (Map 1 in Section 11) delineates the boundaries of each of the four GDP parcels. Parcel A is located east of I-25. Parcel B is located east and south of Houts Reservoir and Equalizer Lake. Parcel C is located west of Houts Reservoir and Equalizer Lake. Parcel D is located south of US 34 and south and west of Mountain View High School.

Sections 2, 3, 4 and 5 provide detailed information specific to each parcel including descriptions of the parcel locations, sizes, existing and proposed land uses, circulation, specific public services information, existing natural area influences landform modification and any specific conditions imposed upon the parcel or Subparcels.

The narrative sections for each of the four parcels include a list of land use categories for each Subparcel. Section 12 of the GDP sets forth the regulations and procedures by which the uses are to be developed.

In order to ensure quality development, Performance Standards (Sections 6 through 10) have been created and are a part of this GDP.

The Centerra DRC has been formed as an advisory committee to review Development Projects proposed within the GDP for compliance with the Performance Standards. The Centerra DRC will meet regularly to review Development Projects. Review by the Centerra DRC is required prior to submittal of a Development Project to the City. Please see Section 12 for a description of the Centerra DRC's role in the approval of Development Projects within the GDP.

1.1.2 GDP Goals

A. Conformity with the intent of the Master Plan, to the extent such Master Plan is not inconsistent with the Restated Agreement, the GDP and the General Conditions and Special Conditions thereof. The overall goal of the GDP is to provide a long-range plan for the future of the eastern part of the City that will encourage quality development that is carefully planned and

orchestrated. The purpose will be to ensure that Loveland continues to develop with a high quality image that enhances the City's image as one of the premier communities in Northern Colorado.

B. Balance of Uses. An additional goal of the GDP is to provide a mix of uses, creatively located and integrated, that provides a balance of residential, commercial, retail, office, public facilities, light manufacturing and open space. Through providing this balance, residents will be able to easily access all of the needs of daily life without having to drive long distances. Work, shopping, and recreation will be provided in a mix that encourages alternative transportation.

C. Attract High Quality Users. A third goal of the GDP is to create an attractive area that will serve as a magnet to attract and retain the highest quality employers. Base level jobs, which encourage clean manufacturing, are a prime desire of this development. Economic modeling of base level industry indicates that these types of jobs provide positive economic benefits to a community and help provide financial security.

D. Good Neighbor. Lastly, it is the intent of the GDP to recognize the importance of being good neighbors in the community and to adjacent neighbors. Through actively engaging neighborhood participation and through sensitive development, the GDP seeks to recognize adjacent land use relationships and provide meaningful and equitable solutions to citizens outside of the GDP's boundaries and within the development.

1.2 LAND USE INFORMATION

1.2.1 Overall Concept

The zoning for this property is defined by the GDP. The GDP provides a mechanism by which land areas can be uniquely developed to meet the needs of the City, property owners, residents and Applicants and as an alternative to conventional zoning regulations.

Development within this GDP shall be in accordance with the review processes and timeframes contained in Section 12. The Performance Standards shall apply to all Development Projects within this GDP. Refer to the GDP maps and the applicable Performance Standards for land use types, densities, and locations of each proposed land use (see Maps 4, 5, 6 and 7 in Section 11). A maximum of 10,382 Dwelling Units shall be allowed within the GDP, unless amended. The maximum number of Dwelling Units for each Parcel of the GDP is provided on Maps 4, 5, 6 and 7 in Section 11.

It is the responsibility of the applicant to demonstrate to the City that Development Projects comply with the land uses and Performance Standards in the GDP.

1.2.2 Circulation

Circulation is discussed separately in the narrative for each of the four parcels of the GDP. In addition, the Conceptual Amenity Map depicts conceptual access points and a master planned trail system within the GDP (See Map 2 in Section 11 and Section 7 for additional access and circulation information).

1.2.3 Public and Private Facility Providers

Following is a list of the utility providers currently available to provide services within the GDP. The

provision of services by other utility providers will be determined at the time of development.

A. Police – Loveland Police Department
B. Fire – Loveland Fire and Rescue Department
C. Schools – Thompson R2-J School District
D. Parks and Open Space – City
E. Water and Sewer – City
F. Electric – City Light and Power
G. Gas – Xcel Energy Company
H. Telephone – Qwest Communications

This GDP area is currently served by Fire Stations One, Four and Six. In the future, an additional fire station may be constructed on the east side of I-25 to serve a portion of the GDP.

A majority of the GDP area will be served by the East Side Lift Station. Portions of Parcel A will require service from the new Interchange Lift Station and a lift station located west of I-25 and south of US 34. Parcel B-13 will be served by a new lift station to be installed south of US 34 and west of I-25.

Specific sites and locations/alignments for water, sanitary and storm water systems illustrated on this GDP shall be determined in accordance with the applicable General Conditions. Snow and ice removal services will be provided in accordance with the City's Snow and Ice Control Plan.

1.2.4 Open Space

The GDP incorporates a network of open space areas, greenbelts and pedestrian trail connections that will form the basis of the open space system (Refer to Map 2 in Section 11). These areas will be designed to interconnect the various neighborhoods and/or businesses within the GDP and to the regional trail system.

Setbacks for wetlands and Environmentally Sensitive Areas will be provided as recommended within the applicable Environmentally Sensitive Areas Report. Section 6.12 of the Performance Standards addresses planning issues for Environmentally Sensitive Areas.

Maintenance, subdivision, noise impacts, and timing of and criteria for planting of buffers within Environmentally Sensitive Areas are discussed in Section 6.12 of the Performance Standards.

Although trails may not be shown on the GDP drawings (Maps 2, 4, 5, 6, and 7), if areas are identified as appropriate for recreational uses within the applicable Environmentally Sensitive Areas Report, these uses may be allowed with future development upon approval by the City.

1.2.5 Landscaping / Landscape Elements

Landscape design and materials are discussed in Sections 6.13 through 6.17 of the Performance Standards.

1.2.6 Other Urban Design Elements

Thematic components that will provide unity throughout the GDP include arterial streetscapes, bridges, landscape walls, trails, directional and street name signage, accent lighting, sculpture, other street furniture and similar design elements.

1.2.7 Architecture

Architectural design and materials for non-residential uses and standards are included in Section 8. Architectural design and materials for Residential Uses are included in Sections 9 and 10.

1.2.8 Typical Residential Neighborhood Layout

Typical residential neighborhood concepts are discussed in Sections 9 and 10.

1.2.9 Land Use Compatibility

Land use compatibility shall be accomplished through the application of the Performance Standards contained in Section 6.8.

1.2.10 Airport Influence Area

The boundaries of the Airport Influence Area depicted on the maps in Section 11 of the GDP were approved by the Amended and Restated Annexation and Development Agreement for the Millennium GDP effective July 11, 2006 ("Restated Agreement") and such boundaries serve as the basis for Special Conditions applicable to certain GDP parcels or Subparcels because of their proximity to the Airport. Any such Special Conditions are set forth in Appendices 2-1, 3-1, 4-1 and 5-1 to Sections 2 through 5, respectively, of the GDP. The Airport Lines depicted on the maps in Section 11 of the GDP shall be applicable to all parcels and Subparcels of the GDP.

1.2.11 Landform Modification

The majority of property in the GDP is relatively flat. Any landform modification that is done will be for the purpose of creating visual interest through the development, to provide screening as necessary, or to provide for proper management of drainage. The amount of grading on the property will be minimized to the extent reasonably feasible. Refer to Map 3 in Section 11 and the parcel narratives in Sections 2, 3, 4 and 5 for more detail.

1.2.12 Implementation

It is anticipated that development within the GDP will be phased over a period of approximately 25 years. It is anticipated that each of the parcels will have multiple phases.

1.3 ALLOWABLE USES WITHIN EACH LAND USE CATEGORY

Following are lists of the specific uses that are included within each of the land use categories referred to throughout this GDP. The land use categories for each Subparcel, together with the specification of the land use category as either a Use-by-Right or a Special Review Use, are set forth in the land use legends on Maps 4, 5, 6 and 7 in Section 11. A land use category, as a whole, may be a Use-by-Right or a Special Review Use, depending on the location of the Subparcel and the adjacent land uses and features. Plugged and Abandoned Wells are permitted within each Subparcel of the GDP. Any exception to the categorization of an entire land use category as either Use-by-Right or Special Review Use is noted in parentheses following the specific use. For example, see Section 1.3.4 where it is noted that Group Homes/Group Care Facilities are always a Special Review Use, even if Heavy Commercial Uses are Uses-by-Right in a specific Subparcel.

1.3.1 Institutional/Civic/Public Uses

A. Public and private schools (college, university, vocational and technical education, etc.).
B. Places of worship, churches, or places of assembly.
C. Public Facilities.
D. Parks, recreation and other open lands.
E. Cemeteries.
F. Community Facilities.
G. Neighborhood Support/Recreational Facilities.

H. Public and non-profit offices and administrative facilities.
I. Government, semipublic, or other civic uses.
J. Clubs and Lodges.
K. Oil and Gas Facilities.
L. Accessory Uses related to the above listed uses.

1.3.2 Residential Uses (If not within a Mixed Use Neighborhood)

A. Single Family Detached Dwellings.
B. Single Family Attached Dwellings.
C. Multi-Family Dwellings.
D. Live/Work Structures.
E. Senior Housing of a Residential Nature.
F. Group Homes for up to eight (8) developmentally disabled or elderly persons.
G. Home occupations (in accordance with Municipal Code).
H. Ancillary Dwelling Units.
I. Neighborhood Support/Recreational Facilities.
M. Oil and Gas Facilities.

1.3.3 Light Commercial Uses

A. General Offices.
B. Bed and Breakfast Establishments.
C. Restaurants, Indoor and Outdoor.
D. Restaurants, Fast Food (drive-through permitted).
E. Funeral homes / mortuaries.
F. Grocery Stores (no greater than 20,000 sf).
G. Financial services and institutions, and clinics.
H. Artisan and photography studios and galleries.
I. Veterinary facilities and Animal Clinics Small Indoor Use including Pet Day Care Facilities.
J. Senior Housing of a Non-residential Nature.
K. Child-care centers.
L. Medical offices.
M. Open-Air Farmers Market.
N. Print Shops.
O. Hotel/Motel.
P. Parking lots and Parking Garages.
Q. Retail Establishments (no greater than 25,000 sf).
R. Health and Fitness Clubs.
S. Personal and Business Service Shops.
T. Oil and Gas Facilities.
U. Accessory Uses related to the above listed uses.

1.3.4 Heavy Commercial Uses

A. Supermarkets and Grocery Stores (greater than 20,000 sf).
B. Hospitals.
C. Hospital Accessory Uses such as a helipad.
D. Group Homes / Group Care Facilities (Special Review Use only).
E. Senior Housing of a Non-residential Nature.
F. Veterinary facilities and Animal Clinics Small Outdoor Use including Pet Day Care Facilities.
G. Auto Dealerships.
H. Vehicle Major Repair, Servicing and Maintenance.
I. Conference / Convention Centers.
J. Retail Establishments (greater than 25,000 sf).
K. Bars, taverns, nightclubs.
L. Call Center.
M. Vehicle Minor Repair, Servicing and Maintenance establishments (indoors).
N. Entertainment Facilities and Theaters.
O. Gasoline stations and Convenience Stores with fuel sales.
P. Equipment, trucks and trailer rental establishments.
Q. Parking lots and Parking Garages (as a principal use).
R. Indoor Recreational Uses.
S. Wireless Telecommunications Facility / Services (Special Review Use only).
T. Personal Wireless Services / Facilities (Special Review Use only or in accordance with Municipal Code).
U. Self storage, mini storage, mini Warehouse.
V. Outdoor Storage related to the above listed uses.

W. Light Commercial Uses that have Outdoor Storage associated with them.
X. Oil and Gas Facilities.
Y. Accessory Uses related to the above listed uses.

1.3.5 Mixed Use Village Center

A. The Light Commercial Uses listed in Section 1.3.3.
B. The Institutional/Civic/Public Uses listed in Section 1.3.1.
C. Multi-Family Dwellings.
D. Single Family Attached Dwellings.
E. Live/Work Structures.
F. Single Family Detached Dwellings.
G. Parks and Open Space Uses listed in Section 1.3.9.
H. The Heavy Commercial Uses listed in Section 1.3.4.
I. Oil and Gas Facilities.

1.3.6 Light Industrial Uses

A. Warehouses and Distribution
B. Flex Office/R&D/Industrial/Warehouse
C. Light Manufacturing
D. Research Laboratories.
E. Medical laboratories.
F. Workshops and Custom Small Industry uses.
G. Outdoor Storage of Recreational Vehicle, Boats and Trucks.
H. Accessory Buildings and Uses including outdoor storage of equipment, products or other goods.

1.3.7 Heavy Industrial Uses

A. Wireless Telecommunications Facility / Services.
B. Personal Wireless Services / Facilities
C. Heavy Manufacturing.
D. Recycling facilities, heavy industry.
E. Vehicle Major Repair, Servicing and Maintenance.
F. Accessory Buildings and Uses.
G. Outdoor Storage of equipment, products or other goods as a principle use.

1.3.8 Business Park Uses

A. Public safety and emergency facilities.
B. Parks, recreation and other open lands.
C. Cemeteries.
D. Community Facilities.
E. Neighborhood Support/Recreational Facilities.
F. Public and non-profit offices.
G. Government, semipublic or other civic uses.
H. Clubs and Lodges.
I. Public utilities.
J. General Offices.
K. Bed and Breakfast Establishments.
L. Restaurants, Indoor and Outdoor.
M. Restaurants, Fast Food (drive-through permitted).
N. Funeral homes / mortuaries.
O. Grocery Stores (no greater than 20,000 sf).
P. Financial services and institutions.
Q. Artisan and photography studios and galleries.
R. Veterinary facilities and small animal clinics.
S. Medical offices.
T. Open-Air Farmers Markets.
U. Print Shops.
V. Hotel/Motel.
W. Retail Establishments.
X. Health and Fitness Clubs.
Y. Personal and Business Service Shops.
Z. Supermarkets and Grocery Stores (greater than 20,000 SF).
AA. Auto Dealerships.
BB. Conference / Convention Centers.
CC. Retail Establishments (greater than 10,000 SF).

DD. Bars, taverns and nightclubs.
EE. Call Center.
FF. Vehicle Minor Repair, Servicing and Maintenance.
GG. Entertainment Facilities and Theaters.
HH. Gas stations and Convenience Stores with fuel sales.
II. Equipment, trucks, and trailer rental.
JJ. Parking lots and Parking Garages.
KK. Indoor Recreational Uses and facilities.
LL. Wireless Telecommunications Facility/Services.
MM. Personal Wireless Facilities.
NN. Warehouses.
OO. Light Industrial Uses.
PP. Flex Research and Development Facilities.
QQ. Research and medical laboratories.
RR. Workshops and Custom Industry uses.
SS. Recreational vehicle, boats and truck storage.
TT. Light and Heavy Manufacturing.
UU. Recycling facilities, heavy industry.
VV. Vehicle Major Repair, Servicing and Maintenance.
WW. Privately owned and maintained landscape areas.
XX. Publicly owned and maintained landscape areas.
YY. Passive and active Recreation.
ZZ. Agricultural Activity, community gardens or similar uses.
AAA. Community Facilities, parks, Recreation Space and Recreation Facilities.
BBB. Accessory Uses related to the above.
CCC. Outdoor Accessory Uses related to above uses.

1.3.9 Parks and Open Space Uses

A. Privately owned and maintained landscaped areas (parks, plaza, trails, etc.) or natural areas.
B. Publicly owned and maintained landscaped areas or natural areas.
C. Golf courses (public and private).
D. Passive or active recreation fields, courtyards, Accessory Buildings, associated maintenance facilities, and clubhouses.
E. Agricultural activity, community gardens, or similar uses.
F. Community Facilities, cultural arts facilities, parks, Recreation Space and Recreation Facilities.
G. Oil and Gas Facilities.

1.3.10 MUN

A. Institutional/Civic/Public Uses

1. Places of worship, churches, and other places of assembly.
2. Public and private schools (elementary, intermediate, and high school, etc.).
3. Other educational/training facilities if within an Urban Character Village.
4. State licensed child or adult day-care centers.
5. Group Homes/Group Care Facilities.
6. Public safety and emergency facilities.
7. Community Facilities (including golf courses, public and private).
8. Indoor public and private cultural, educational and Recreational Facilities and community centers.
9. Outdoor public and nonprofit educational and Recreational Facilities.
10. Senior Housing of a Non-residential Nature.
11. Essential public utility and public service installations.
12. Cemeteries.
13. Public and private non-profit offices and administrative facilities.
14. Government, semipublic, or other civic uses.
15. Clubs and Lodges.

B. Residential

1. Single-Family Detached Dwellings.
2. Single-Family Attached Dwellings.
3. Multi-Family Dwellings.
4. Single family, two family, or multi-family condominium Dwelling Units.
5. Ancillary Dwelling Units, including guest quarters limited to one per Lot.
6. Co-Housing structures and related facilities.
7. Senior Housing of a Residential Nature.
8. Extended Stay Housing.
9. Home occupations.
10. Live/Work Structures – only in Urban Character Villages.
11. Bed and Breakfast Establishments.
12. Group Home / Group Care Facilities.
13. Oil and Gas Facilities.

C. Commercial (in Urban Character Village only)

An Urban Character Village shall include at least two of the following uses:

1. Live/Work Structures or Townhomes.
2. Mixed-Use Structures including commercial, residential, and other allowed uses are allowed and encouraged in Urban Character Villages.
3. Multi-Family Dwelling Units. (Single family, or other types of Dwelling Units may be included in an Urban Character Village, but may not be used to meet the requirement for a second land use.)
4. Government, semi-public or other civic uses.
5. Artisan and photography studios, professional offices, educational/training facilities, financial services, Personal and Business Service Shops, Retail Stores, Convenience Stores (without gasoline sales), clinics or similar uses. Individual office or commercial uses with a maximum of 8,000 square feet gross Floor Area.
6. Indoor veterinary facilities; Animal Clinics Small Indoor Use and Pet Day Care Facilities. Outdoor facilities are not allowed.
7. Restaurants, pubs, or coffee shops with a maximum of 4,000 square feet of gross Floor Area. (Drive-through restaurant facilities shall not be permitted).
8. Clubs and Lodges.
9. Health and Fitness Clubs.
10. Public plazas or gardens.
11. Recreational Facilities.
12. Public or private elementary, intermediate and high schools.
13. Adult Day/Respite Care Facilities or child care facilities.
14. Places of assembly or worship.
15. Open-Air Farmers Market. (Temporary/seasonal outdoor markets are Uses-By-Right; Permanent outdoor markets are Special Review Uses only.)
16. Hotels, Bed and Breakfast Establishments, or other commercial lodging establishments with a maximum of eight (8) guestrooms.

D. Parks, Recreation and Opens Lands

1. Natural areas.

2. Parks and Recreation Facilities, including trails, neighborhood parks, pocket parks or village greens, plazas, formal or informal gardens, playgrounds, and/or similar uses.

3. Public or private Community Facilities, including environmental centers, parks, Recreation Spaces, and other Recreational Facilities.

4. Open lands for cultivation of crops, community gardens, or similar uses.

E. Accessory/Miscellaneous

1. Accessory Buildings and Uses.
2. Satellite dish Antennas eighteen (18) inch-

es or less in diameter.

3. Active or passive solar, or other alternative energy devices.
4. Personal Wireless Facilities (Special Review Use only).

1.4 GDP REPORT

The GDP report format established by the City is designed for a standard GDP. However, for this GDP, many of the items typically addressed in the GDP are addressed in the Restated Agreement and the Performance Standards set forth herein.

A. The proposed development is complementary to and in harmony with existing development and future development plans for the area in which the proposed development is to take place by:

   1. Incorporating natural physical features into the development and providing sufficient open spaces considering the type and intensity of use;

   2. Incorporating site planning techniques that foster the implementation of the city's master plans, and encourage a land use pattern that supports a balanced transportation system, including auto, bike, and pedestrian traffic, public or mass transit, and the cost-effective delivery of other municipal services consistent with adopted plans, policies and regulations of the City;

   3. Incorporating physical design features in the development that provide a transition between the development and adjacent land uses through the provision of an attractive entryway, edges along public streets, architectural design, and appropriate height and bulk restrictions on structures;

   4. Incorporating identified Environmentally Sensitive Areas, including but not limited to, wetlands and wildlife corridors, into the development design;

   5. Incorporating elements of community-wide significance such as schools, parks, recreational trails, etc.;

   6. Incorporating public facilities or infrastructure, or cash-in-lieu, that are reasonably related to the proposed development so that the proposed development will not negatively impact the levels of service of the city's services and facilities; and

   7. Incorporating an overall plan for the design of the streetscape within the development, including landscaping, auto parking, bicycle and pedestrian circulation, architecture, placement of buildings and street furniture.

B. The property will be developed in phases. Uses-by-Right and Special Review Uses will comply with the GDP.

C. The proposed development will be complementary to and in harmony with existing development plans for the area in which the proposed development is to take place by incorporating the factors set forth under item A. 1 through 7 of this report.

1.5 DEVELOPMENT CONDITIONS

Development within the GDP shall be subject to the applicable General Conditions in Appendix 1-1 attached to this Section 1 and incorporated herein by this reference.

Development within the separate parcels or Subparcels of the GDP shall also be subject to the applicable Special Conditions set forth as an appendix to the narrative for that parcel in Sections 2 through 5 of the GDP.

APPENDIX 1-1

GENERAL CONDITIONS

PARKS

1. The possible purchase of a park site within any proposed subdivision within the GDP shall be discussed by the Applicant with the Parks and Recreation Department prior to approval of such subdivision plat.

2. Except as otherwise provided in any Special Condition, the Applicant for each subdivision plat within the GDP shall construct that portion of the trail, including any trail underpass, which is depicted on the approved master trail plan for the GDP and which is located adjacent to or within such platted area.

PLANNING

3. Every Development Project within the GDP shall comply with all applicable provisions of the GDP and the conditions of the individual project's approval.

4. Development Projects within the GDP shall be subject to the payment of all applicable fees required by the Municipal Code.

5. Unless specifically authorized pursuant to General Condition No. 9, no building permits shall be issued until all on-site and off-site public improvements required for the subject subdivision have been completed by the Applicant or others and approved by the City, or a satisfactory guarantee has been made to the City for all such incomplete public improvements in accordance with the Municipal Code, except to the extent any of such requirements is inconsistent with provisions of the PVH Agreement or the MFA.

6. All Buildings must be constructed in compliance with current Building Code requirements.

7. If any individual Development Project within the GDP does not meet the contiguity requirements of the Master Plan, to the extent applicable, the Director shall, in his or her sole discretion, be authorized to administratively grant an exception to such contiguity requirements in accordance with the applicable provisions of the Regulatory Procedures.

8. At the Developer's option, it may design upgraded street furnishings (i.e., benches, trash receptacles, etc.), regulatory signs, bus stops, street lights or other similar visible public improvements for the GDP. The City agrees to cooperate with the Developer in establishing criteria to review and approve or deny such designs and to negotiate an equitable sharing of costs for, and maintenance of, the same, except as otherwise provided in the MFA or the Service Plan for the Centerra Metropolitan Districts Nos. 1 through 4.

9. Provided that adequate water for fire protection and an acceptable all-weather access road for emergency vehicles are available to the site, the Director shall have the discretion to permit the approval of a Final Plat and/or the issuance of building permits for Development Projects within the GDP prior to: (a) signing of public improvement construction drawings by the City, provided such drawings have been submitted in final form, after consultation with City and non-City review agencies, and are ready to be executed; (b) the dedication of easements and rights-of-way for public im-

provements; and (c) the construction of public improvements. In exercising the discretion authorized, the Director shall consider the following factors:

- Whether or not practical difficulties exist;
- Whether such permits could be issued without impairing public health, safety and welfare; and
- With regard to item (b) above, reasonable assurance of the Applicant's ability to acquire the needed easement or right-of-way prior to issuance of a certificate of occupancy.

In such event, the Applicant, prior to the issuance of such building permit, shall post with the City financial security to ensure acquisition of any necessary easements and rights-of-way and completion of public improvements in a form and amount as the City may deem necessary, and the applicant shall complete and obtain City approval of items (a) through (c) listed herein prior to the issuance of any certificate of occupancy for the affected Building or Buildings.

Provided that adequate water for fire protection and an acceptable all-weather access road for emergency vehicles are available to the site, the Director shall have the discretion to approve the issuance of building permits for model homes and sales offices for any Development Projects within the GDP prior to completion of the items listed in (a), (b) and (c) above.

10. Developer has hired a consultant acceptable to the City which has created a building permit tracking system for the GDP, which includes the tracking of CEF reimbursements, fees-in-lieu of land dedication for schools and the Environmental Fees (the "Tracking System"). The City shall utilize the Tracking System for projects within the GDP for those items required to be tracked pursuant to the General or Special Conditions and, upon the Developer's request, shall provide a quarterly statement to the Developer with the results of the Tracking System for that period.

11. Development Projects within the GDP shall comply with the submittal and review requirements of the Regulatory Procedures and shall also comply with any applicable submittal and review requirements of the Municipal Code.

12. No more than a total of 10,382 Dwelling Units shall be permitted within the GDP, unless the GDP is amended pursuant to the Regulatory Procedures. Notwithstanding that each Parcel within the GDP states a maximum number of Dwelling Units, an applicant may increase by five percent (5%) the number of residential Dwelling Units within any such Parcel, provided that the overall total number of Dwellings Units therein does not exceed 10,382.

POWER

13. The Applicant shall be responsible for staking underground power lines per the requirements of the City's Electric Division, including cut and fill stakes as required. The Applicant shall be responsible for any costs associated with the relocation, raising, or lowering of the underground electrical three phase electric power lines which are necessitated by incorrect staking, changes in road design, installation of other utilities, or any other construction changes caused by the Applicant.

SANITARY SEWER

14. Except as otherwise provided in the Special Conditions, each project within the GDP shall be required to meet the City's current requirements for provision of adequate sanitary sewer facilities necessary to serve the project, which may be in the form of construction of such facilities, a payment-in-lieu of construction of such facilities or a reimbursement for previously constructed facilities which are needed to service the project.

15. The Developer has completed and submitted to the City a master sanitary sewer plan for the GDP which has addressed sanitary sewer loadings for the entire GDP as well as any off-site impacts that may result from the sanitary sewer demands associated with the GDP. With each site-specific Development Project, the Applicant shall provide to the City an analysis of the applicability of the master sanitary sewer plan to such project and, to the extent the sanitary sewer assumptions for such project differ from the assumptions of the master sanitary sewer plan (whether the assumptions are based on higher or lower demands than those of the master sanitary sewer plan), the Applicant shall provide such additional information as may be required by the City to determine the sanitary sewer impacts of the project.

STORM DRAINAGE

16. Drainage plans and improvements as required by City standards shall be provided for each Development Project within the GDP.

17. Elevation of foundation and the lot grade shall be designed to provide for adequate surface water removal.

18. Sufficient spot elevations, sketch plan, preliminary drainage report, erosion control plan and other drainage information required by the City's storm drainage criteria manual, as amended, shall be submitted in accordance with the requirements of such manual.

19. Proposed regional detention ponds that are not identified improvements of the City's master drainage plan shall be designed and constructed without financial contribution from the City's stormwater utility unless the City Council approves a master drainage plan update that includes regional detention ponds and an application for an individual project within the GDP is submitted to the City which requires construction of a regional detention pond shown on such an updated master drainage plan.

20. Written permission from the owners of each irrigation canal and reservoir accepting stormwater runoff, both as to quantity and quality, into their canals and reservoirs shall be required at the time of preliminary and final development plans, unless the City Attorney has determined that such permission is not legally required.

TRANSPORTATION

21. Except for those street design cross sections shown on Map 8 of the GDP every Development Project within the GDP shall comply with the design and construction standards set forth in LCUASS and the Transportation Plan.

22. As a condition of approval of any Development Project within the GDP, the City may impose such transportation-related requirements and/or restrictions as it deems necessary based upon the conclusions of the Traffic Study for such Development Project, applicable provisions of

the Municipal Code and LCUASS and any applicable Special Conditions or General Conditions.

23. Notwithstanding any conceptual information included in the GDP, street layout and alignments, access locations, intersection configurations and intersection operations (traffic control) shall be finally determined in conjunction with the review and approval of individual Development Projects within the GDP.

24. Subject to the provisions of General Condition No. 9, if off-site right-of-way is required for transportation facilities needed to meet City ordinances, the Applicant shall submit, prior to approval of any Preliminary Plat, preliminary development plan or preliminary public improvement construction plans, a "Letter of Intent" from the affected off-site property owner acknowledging its intent to dedicate to the City such right-of-way, in a form acceptable to the City Attorney.

25. Subject to the provisions of General Condition No. 9, the off-site right-of-way needed to serve each Development Project shall be acquired and dedicated to the City by the Applicant in a form acceptable to the City and at no cost to the City prior to the approval of the Final Plat or final construction plans (for each project) by the Transportation Engineering Division. Prior to or concurrent with approval of any final subdivision plat for any Development Project subject to the GDP, all right-of-way required by the then current City standards for said subdivision shall be dedicated to the City at no cost to the City. Prior to construction of a City-funded project to improve any roadways adjacent to the GDP, the right-of-way necessary for the roadway improvements shall be dedicated by the Applicant to the City in a form acceptable to the City and at no cost to the City.

26. Notwithstanding any information presented in the previous traffic studies for the GDP, Applicant shall provide any additional traffic information, corrections, revisions and analysis required by the City to verify compliance with applicable standards at the time of development application submittal.

27. General ACF Regulations:

27.1 All Development Projects within the GDP shall comply with the ACF Regulations except as otherwise provided herein or in any applicable Special Condition of this GDP and except to the extent less restrictive regulations are adopted, in which case those less restrictive regulations shall apply.

27.2 In connection with development of the GDP, the following State and federal highways shall be exempt from compliance with the ACF Regulations during the Vesting Period:

(i) I-25 and its interchanges (which, pursuant to City policies are presently exempt from ACF Regulations); and

(ii) U.S. 34 and its intersections.

27.3 The evaluation of projects within the GDP for compliance with the ACF Regulations and any approved exceptions thereto shall occur at the time of submittal of the earliest of the following items: a preliminary or minor subdivision plat; building permit application; or Special Review Use application. A Traffic Study, together with any additional traffic information, corrections, revisions and analysis required by the City to

verify compliance, shall be submitted with each separate project within the GDP, in accordance with LCUASS standards.

27.4 Based on the project's Traffic Study, each project shall make all street improvements within one (1) mile from the closest point on a boundary of each such project necessary to comply with the ACF Regulations and any approved exceptions thereto, and except where the necessary link improvements (as opposed to intersection improvements) are not required or not shown on the Transportation Plan**.** If such link improvements are not required or not shown on the Transportation Plan, the Applicant shall not be obligated to construct any transportation link improvements over and above those shown on the Transportation Plan.

27.5 The provisions of General Condition No. 27.4 above, which are based on the Transportation Plan, shall apply to all Development Projects within the GDP only for a twenty (20)-year period, commencing on June 30, 2006 and provided that both of the following conditions are met by each such project submitted to the City: (a) the traffic generated by such project, when combined with traffic generated by all other approved Development Projects within the GDP, does not exceed 184,235 total daily trip ends (which represents approximately eighty percent [80%] of the estimated total daily trip ends from the GDP); and (b) the uses within such project, when combined with uses within all other approved Development Projects within the GDP, do not exceed either a total of 9,856,800 non-residential square feet or a total of 6177 Dwelling Units, representing approximately eighty percent (80%) of the estimated non-residential square footage and eighty percent (80%) of the estimated Dwelling Units, respectively, which are likely to be constructed within the GDP.

27.6 Prior to the end of the 5th, 10th, 14th, 17th, 19th and 20th years after commencement of the twenty (20)-year period referenced in General Condition No. 27.5 above, the Developer shall provide to the Director in writing: (a) the total daily trip ends generated by Development Projects in the GDP; (b) the total amount of the non-residential square feet in the approved Development Projects in the GDP; and (c) the total number of Dwelling Units constructed within the GDP.

28. Adequate shoulder width shall be provided as determined by the City Engineer and CDOT adjacent to all right turn lanes on US 34 at the proposed accesses.

29. In the event that the Transportation Plan is amended to eliminate roadway improvements that are required to be constructed pursuant to a General or Special Condition, the Public Works Director shall be authorized to administratively waive or modify the requirements of any such condition.

30. The Applicant shall obtain, at no cost to the City, all FHWA and CDOT approvals needed for any underpass of I-25 proposed in connection with a project within the GDP. Written documentation of these approvals must be provided to the City by the Applicant prior to the approval of any Final Plat or final improvement construction plans that include this future underpass.

31. Each Preliminary Plat application that includes improvements to any County road shall be accompanied by a letter of concurrence from the

County Engineering Department stating that it has reviewed the preliminary design for the work that is proposed on the County roads. In addition, the letter shall clarify whether or not the County supports the construction of these proposed roadway improvements, and that it anticipates issuing formal approval of the construction drawings after receipt and review of the final plan.

WATER

32. As per timing language designated within the applicable subdivision development agreement, the Applicant agrees to meet raw water requirements for such subdivision in compliance with the Municipal Code. Nothing herein shall be construed as preventing the Applicant from seeking a waiver or modification of water rights requirements as provided in the Municipal Code.

WATER AND SANITARY SEWER

33. All public water and wastewater improvements constructed in conjunction with the GDP shall be in conformance with the Municipal Code, the City's water and wastewater master plan and technical development standards for such improvements in effect at the time of development application submittal.

ACQUISITION OF EASEMENTS/ RIGHTS-OF-WAY

34. Development of the GDP is expected to require the construction and installation of arterial streets, sanitary sewer, water and stormwater trunk and interceptor lines, a sanitary sewer lift station and other significant public improvements which will provide coordinated, regional improvements benefiting properties other than the GDP. For those improvements, or a portion of them, which are located beyond the boundaries of the GDP and are not contemplated in the MFA or in the Centerra Metropolitan Districts' Service Plan to be constructed by the Centerra Metropolitan Districts, Applicants of projects within the GDP shall use good faith efforts to obtain required easements or rights-of-way for the same in a reasonably direct route, including paying fair market value compensation therefor. If an Applicant is unable to so obtain required easements or rights-of-way, the City, in good faith, will consider condemnation pursuant to then current City policy to obtain the same. If condemnation action is taken by the City, the actual costs to the City, including attorneys' fees, therefor shall be paid by the Applicant whose project triggered the condemnation, unless the public improvement for which such easement or right-of-way is needed is eligible for reimbursement under the Municipal Code.

In the event the City refuses to condemn any easement or right-of-way necessary to receive a positive determination of adequacy for any off-site public facilities, the City agrees that the Applicant shall not be required, as a condition of development approval, to construct or install the improvement for which such easement or right-of-way is needed, provided that the existing off-site facilities and any facilities to be constructed with the proposed development are reasonably determined by the City, based upon conclusions of the applicable study for the proposed development, to safely service such development. In that event, the City may require that the Applicant escrow with the City, in cash or security acceptable to the City, a sum equal to the cost of the necessary improvements and the fair market value of the cost of any easement or right-of-way required for such improvements, which escrow shall only be

used for such purposes. On the anniversary date of the posting of such escrow and continuing each year thereafter for a period not to exceed ten (10) years from the date the escrow is established, the amount of such escrow shall be increased or decreased by the Applicant, as set forth hereafter, unless, prior to such anniversary date, the City has acquired the relevant easements or rights-of-way and the public improvements for which the escrow was established have been completed. The escrow shall be increased or decreased annually as aforesaid by an amount equal to the percentage of increase or decrease in the Consumer's Price Index over the preceding year. "Consumer Price Index" shall mean the Revised Consumer's Price Index for the Cities of Denver and Boulder for construction, published by the Bureau of Labor Statistics of the United States Department of Labor. Escrowed monies shall be returned to the Applicant only to the extent that during such ten (10)-year period, right-of-way or public improvements which were the subject of the escrow have been respectively acquired or constructed by the Applicant or third parties. At the expiration of such ten (10)-year period, all remaining escrowed monies shall be released from escrow and shall be deposited into a City capital improvement fund to be used for the acquisition of the needed right-of-way or easement and/or the construction of other public improvements within or adjacent to the GDP.

SCHOOL DISTRICT

35. As set forth in the Restated Agreement, the Developer has dedicated to the School District a 30-acre middle school site in exchange for which it shall be reimbursed by the City, to the extent paid, the School District's fees in lieu of land dedication ("School Fees") for two thousand eighty-five (2,085) Dwelling Units in the GDP. The Developer has also agreed to dedicate two 10-acre elementary school sites to the School District as embodied in the Special Conditions for Parcels A and C, respectively. For each such elementary school site dedication, the Developer shall be reimbursed, to the extent paid, School Fees for an additional six hundred ninety-five (695) Dwelling Units in the GDP. The School Fees shall be collected by the City at the time of building permit issuance for any residential Dwelling Unit in the GDP in accordance with the then-current rates for School Fees set forth in the School District IGA and any amendments thereto, and any applicable reimbursement shall be promptly made by the City to the Developer. School Fees for which the Developer is not entitled to be reimbursed shall be remitted to the School District in accordance with the City's normal practice regarding the same.

SIGNS

36. All existing signs within the GDP that do not have sign permits issued by the City shall have sign permits issued and shall comply with any applicable, approved planned sign program or, if none, applicable provisions of the Municipal Code.