

**FIRST AMENDMENT TO WOODLANDS PD
DEVELOPMENT AGREEMENT**

DATE: March 23, 2000

DC00038730 13P

PARTIES: **TOWN OF CASTLE ROCK**, a Colorado municipal corporation, 680 N. Wilcox Street, Castle Rock, Colorado 80104 ("Town")

TERRABROOK WOODLANDS L.L.C., a Delaware limited liability company, 304 Inverness Way South, Suite 165, Englewood, CO 80112 ("Terrabrook")

RECITALS:

A. Terrabrook, as successor in interest to the "PFC Entities" under a certain "Water Agreement" (as defined below), owns an undeveloped portion of the Woodlands P.U.D, a planned development within the Town of Castle Rock. The legal description of the property owned by Terrabrook is attached as *Exhibit 1*. The Town has concurrently approved an amendment to the P.U.D. development plan for the Woodlands, which has necessitated this amendment to the Development Agreement (as defined below) which affects the property owned by Terrabrook.

B. Article 68, Title 24, C.R.S. (the "Vesting Statute") and Chapter 15.24 of the Code authorize the vesting of development plans by contract for a period of time exceeding three years. Terrabrook is required to make substantial investment in infrastructure, of a scale sufficient to meet the demand from full development of its property at the densities permitted under the Amended Development Plan. This investment is recovered incrementally, as development receives final subdivision, site plan and building approvals and housing units are absorbed into the market. The Amended Development Plan significantly reduces the number of permitted dwelling units on the property owned by Terrabrook. The Villages at Castle Rock Metropolitan District No. 7 ("District 7") has previously made a multi-million dollar investment in infrastructure which services the Woodlands P.U.D, including the oversizing of Woodlands and Scott Boulevards. District 7 will realize tap fee and property tax revenues from development of the Terrabrook property, which revenue supports repayment of the outstanding bonds of District 7. For these reasons, Terrabrook has demonstrated good cause for vesting of the Amended Development Plan (as defined below) for a period of five years.

COVENANTS:

NOW, THEREFORE, in consideration of these mutual promises, the parties agree and covenant as follows:

Section 1. Definitions. The following words, when capitalized in the text, shall have

the meanings indicated:

Amended DA: the DA, as amended by this First Amendment.

Amended Development Plan: The Woodlands, Second Amendment (Upper Woodlands and "Bowl" Portions) Preliminary P.D. Site Plan approved by the Town Council on March 23, 2000.

Annexed Property: the 15.65 acres designated Parcels G and H on the Amended Development Plan.

DA: The Woodlands PD Development Agreement dated July 20, 1994, recorded on November 4, 1994 at Reception No. 9457237, beginning in Book 1229 at Page 79 of the public records of Douglas County, Colorado.

Development Zones: the use areas designated on the Amended Development Plan, (such as Development Zones A through I, which are zoned either R-SF-2 [single-family 2 du/ac] or R-SF-3.5 [single-family 3.5 du/ac], and OSD[Open Space Dedication] or PLD [Public Land Dedication]), the boundaries of which Terrabrook and the Town may reasonably adjust in conjunction with subsequent Plat approvals.

First Amendment: this First Amendment to the DA.

Property: the real property described in the attached *Exhibit 1*, inclusive of the Annexed Property.

Villages Development Plan and DA: the Villages Mall and Office Center PUD Preliminary Site Plan recorded on March 2, 1986 at Reception No. 8603131, and the Villages Mall and Office Center Annexation and Development Contract dated July 25, 1985, recorded on March 27, 1986 at Reception No. 8603123, beginning in Book 631 at Page 457, of the Douglas County public records.

Water Agreement: the Woodlands Village Water Supply Agreement dated October 27, 1992, recorded on November 4, 1992 at Reception No. 9241175, beginning in Book 1094 at Page 2309 of the public records of Douglas County, Colorado.

Capitalized terms which are not defined in this First Amendment, shall have the meanings given those terms in the DA or the Water Agreement, respectively.

Section 2. Property Inclusion. The Amended Development Plan includes the Annexed Property, and the development of the Annexed Property shall be governed exclusively by the Amended Development Plan and the Amended DA. Accordingly, the Villages Development Plan and DA shall have no further application with respect to the Annexed Property, which shall be

part of the "Property" (as defined in the DA) for all purposes under the Amended DA.

Section 3. Amended Phasing Plan. The Development Zones and Facilities Phasing Plan (including Public Land Dedication) have been reconfigured on the Amended Development Plan. The Facilities Phasing Plan on the Amended Development Plan (collectively, sheets 4 through 7 of the Amended Development Plan, are referred to as the "Amended Phasing Plan") supercedes the Facilities Phasing Plan referenced in sections 7 and 8 of the DA. Accordingly, Exhibit 2 to the DA shall be of no further force or effect with respect to the Property, and the terms and conditions of this First Amendment and the Amended Phasing Plan shall control over inconsistent provisions in sections 7 and 8 of the DA with respect to development of the Property and Terrabrook's obligations with respect to the Facilities. The Town's obligations under the DA and the Water Agreement with respect to the Wholesale Improvements and "capital facilities" are not affected by this First Amendment, and are hereby ratified and affirmed. Terrabrook and Rowley Downs Land Company ("RDLC") by separate agreement have addressed the implications, if any, to the obligation of RDLC to construct Facilities, resulting from the Amended Development Plan and Amended Phasing Plan.

Section 4. Open Space and Public Land Dedication Plan. The Amended Development Plan and Amended Phasing Plan constitute an "Open Space and Public Land Dedication Plan pursuant to 17.60.070.D of the Code. Private open space internal to each Plat of the Property shall be set aside in accordance with the PD requirements of the Code.

Section 5. SFE Entitlements. Water Credits were allocated to the Property in accordance with Exhibit 5 to the Water Agreement. After accounting for development and other adjustments to the Woodlands Water Credit approved by the Town as of the date of this First Amendment, Terrabrook has a Water Credit of 401 SFE available for application to development on the Property. Town further acknowledges that the water rights conveyed to Terrabrook under the Special Warranty Deed recorded June 25, 1999 at Book 1728, Page 809 will entitle Terrabrook to additional Water Credit for use on the Property if marketable title to such water rights is conveyed to Town by a similar special warranty deed, free and clear of liens and encumbrances arising through Terrabrook or its successors and assigns. The amount of SFE entitlement the conveyance will yield and the conditions and restrictions on use of such additional Water Credit shall be governed by the Water Agreement pursuant to which the conveyance would establish an entitlement to an additional Water Credit of 14 SFE under the Town ordinances in effect as of the effective date of this First Amendment.

Section 6. Environmental Protection. Terrabrook acknowledges that the Town will require, as part of Plat approval, the designation of "Preservation Areas," which shall be those areas located outside of the limits of permitted construction as designated on the approved final construction plans. As a condition to approval of each Plat of the Property, the applicable subdivision improvements agreement shall provide a mechanism for the marking of the Preservation Areas during construction of the subdivision, reasonable requirements for relocation of existing trees where practically and economically feasible, and reasonable sanctions for non-

compliance with these environmental protection provisions.

Section 7. Water Main Recoupment. Terrabrook will construct a 16-inch water main extension through Development Zones G and H, when required under the Amended Development Plan. Because the service demand from development on the Property could be met with an 8-inch line, Town shall reimburse Terrabrook for the incremental construction cost of oversizing the 16-inch line (the "Oversizing Cost"). Town shall pay the Oversizing Cost concurrently with acceptance of each segment of the 16-inch line, which acceptance shall not be unreasonably withheld or delayed.

Section 8. Limited Effect of Amendment. Except as expressly modified with respect to the Property by this First Amendment, the DA shall remain in full force and effect in accordance with its terms. Except as specifically provided in Section 3, above, this First Amendment shall have no effect on any party to the DA other than Terrabrook and the Town, and shall have no effect on any property subject to the DA other than the Property. If there is any inconsistency between the terms of the DA and the terms of this First Amendment, the provisions of this First Amendment shall govern and control the rights of the parties. Accordingly, Terrabrook and the Town ratify and re-adopt the DA as modified by this First Amendment, and ratify and re-adopt the Water Agreement.

Section 9. Vesting. Terrabrook has demonstrated that the Amended Development Plan meets the criteria under 15.24.070 of the Code for vesting of property rights by agreement for a term in excess of three years. Accordingly, the Amended Development Plan constitutes a "site specific development plan" pursuant to Chapter 15.24 of the Castle Rock Municipal Code and 24-68-101, et seq., C.R.S. and establishes vested property rights for a period of five (5) years from the effective date (the "Term"), to undertake and complete the development and use of the Property in accordance with the Amended Development Plan and this First Amendment. The effective date of this vesting of property rights is the date the ordinance approving this First Amendment (the "Ordinance") is effective after its publication in accordance with the Code. The public notice of vesting required under 24-68-103 shall be included in the Ordinance publication. Town shall publish the Ordinance within 14 days of approval of the Ordinance on second reading.

Under 16.04.046 of the Code, final subdivision plats are deemed "site specific development plans" and may be vested for a period of three years, if so requested by subdivider and the applicable notice requirements of the Vesting Statute and the Code are met. Consequently, any portion of the Property for which a Plat has been approved and vested by the Town shall remain vested until the expiration of the three-year Plat vesting period, or the expiration of the Term, whichever date is later.

After the expiration of the Term, the Amended Development Plan shall remain valid and effective as it exists on the date of expiration; however, the vested property rights in the Amended Development Plan shall then terminate.

The requirements, restrictions and limitations on development imposed under 16.28.022 of the Code in effect as of the effective date of this First Amendment and of Ordinance 99-15 concerning skyline and ridgeline protection shall be applicable to the Property.

Section 10. Amendment. Except as otherwise set forth in this First Amendment, this First Amendment may be amended or terminated only by mutual consent in writing of the parties following the public notice and public hearing procedures required for approval of this First Amendment. For the purposes of any such amendment "Terrabrook" shall include only those successors or assigns of Terrabrook Woodlands, L.L.C., if any, to whom Terrabrook Woodlands, L.L.C. has specifically granted, in writing, the power to enter into such amendment.

Section 11. Assignment. This First Amendment shall be binding upon and except as otherwise provided herein, shall inure to the benefit of the successors in interest or the legal representatives of the parties. Terrabrook shall have the right to assign or transfer all or any portion of its interest, rights or obligations under this First Amendment to third parties acquiring any interest or estate in the Property, including, but not limited to, purchasers of individual lots, parcels, or of any improvements now or hereafter located within the Property; provided, however, that to the extent of the assignment of obligations, the assignee shall expressly assume such obligations. The express assumption of any of the obligations under this Agreement shall thereby relieve the assignee of any further obligation under this First Amendment with respect to the matter so assumed.

Section 12. Notice. Any notice required or permitted by this First Amendment will be deemed effective when personally delivered in writing or by facsimile, or three (3) days after notice is deposited with the U.S. Postal Service, postage prepaid, certified, and return receipt requested, and addressed as follows:

if to Subdivider: Terrabrook Woodlands, L.L.C.
 304 Inverness Way South, Suite 165
 Englewood, CO 80112
 Attn: Denver General Manager
 Facsimile: (303) 649-1665

copy to: Terrabrook Legal Department
 3030 LBJ Freeway, #1500
 Dallas, TX 75234
 Facsimile: (972) 443-6191

if to Town: Town of Castle Rock
 Attn: Town Attorney
 680 N. Wilcox Street
 Castle Rock, CO 80104
 Facsimile: (303) 660-1028

Section 13. Recordation. This First Amendment shall be recorded with the Clerk and Recorder's Office of Douglas County, Colorado and shall be binding upon the assigns, successors, and grantees of the parties in the same manner as if such third parties were signatories to this First Amendment.

Section 14. Immunity. Nothing contained in this First Amendment constitutes a waiver of the Town's sovereign immunity under any applicable state law or of any potential claim or remedy not barred thereby which Terrabrook may have against the Town for a breach of this First Amendment.

ATTEST:

TOWN OF CASTLE ROCK

Sally Misare
Sally Misare, Town Clerk

Al Parker
Al Parker, Mayor

Approved as to form:

UNOFFICIAL COPY

Robert J. Slentz, Town Attorney

STATE OF COLORADO)

COUNTY OF Dgls)

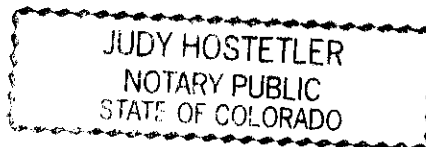
ss.

The foregoing instrument was acknowledged before me this 30th day of May, 2000, by Al Parker as Mayor and Sally Misare as Town Clerk of the Town of Castle Rock.

Witness my official hand and seal.

My Commission expires: 10-31-02

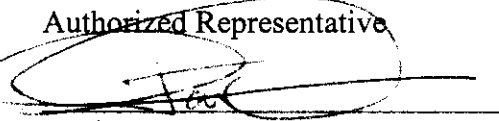
Judy Hostetler
Notary Public



TERRABROOK WOODLANDS, L.L.C.,
a Delaware limited liability company.

By: Westerra Management, L.L.C., a
Delaware limited liability company.

Its: ~~Authorized Representative~~

By: 
Patrick S. Vaughn

Its: Vice President

STATE OF COLORADO)
)
COUNTY OF DOUGLAS)

ss.

The foregoing instrument was acknowledged before me this 5 day of April, 2000
by Patrick S. Vaughn of Westerra Management, L.L.C., a Delaware limited liability company,
authorized representative of Terrabrook Woodlands, L.L.C.

UNOFFICIAL COPY

Witness my official hand and seal.

My Commission expires: 12-13-2000


Notary Public

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December 4, 19



"Exhibit 1"
Legal Description
Woodlands PD

PARCEL B:

A PARCEL OF LAND BEING A PART OF THE NORTHWEST QUARTER OF SECTION 1, TOWNSHIP 8 SOUTH, RANGE 67 WEST OF THE 6TH PRINCIPAL MERIDIAN, TOWN OF CASTLE ROCK, COUNTY OF DOUGLAS, STATE OF COLORADO, BEING MORE PARTICULARLY DESCRIBED AS FOLLOWS:

COMMENCING AT THE NORTHWEST CORNER OF SAID SECTION 1, WHENCE THE WEST QUARTER CORNER OF SAID SECTION 1, BEARS SOUTH 03 DEGREES 31 MINUTES 48 SECONDS WEST A DISTANCE OF 2736.03 FEET, SAID LINE FORMING THE BASIS OF BEARINGS FOR THIS DESCRIPTION; THENCE SOUTH 02 DEGREES 16 MINUTES 27 SECONDS EAST, A DISTANCE OF 1260.69 FEET TO THE SOUTHWESTERLY CORNER OF THE WOODLANDS FILING NO. 1 A PLAT RECORDED IN SAID DOUGLAS COUNTY AT RECEPTION NO. 352969 AND A POINT ON THE EASTERLY RIGHT OF WAY LINE OF WOODLANDS BOULEVARD AS SHOWN ON THE PLAT OF SCOTT RANCH FILING NO. 1 RECORDED IN SAID DOUGLAS COUNTY AT RECEPTION NO. 361816, SAID POINT BEING THE TRUE POINT OF BEGINNING.

THENCE ALONG THE SOUTHERLY BOUNDARY OF SAID THE WOODLANDS FILING NO. 1 THE FOLLOWING THREE (3) COURSES:

- 1) ALONG A CURVE TO THE RIGHT THROUGH A CENTRAL ANGLE OF 90 DEGREES 00 MINUTES 00 SECONDS AN ARC DISTANCE OF 31.42 FEET, HAVING A RADIUS OF 20.00 FEET AND A CHORD BEARING OF NORTH 48 DEGREES 31 MINUTES 48 SECONDS EAST A DISTANCE OF 28.28 FEET TO A POINT OF TANGENT;
- 2) THENCE SOUTH 86 DEGREES 28 MINUTES 12 SECONDS EAST, A DISTANCE OF 242.50 FEET ALONG SAID TANGENT TO A POINT OF CURVE;
- 3) THENCE ALONG A CURVE TO THE LEFT THROUGH A CENTRAL ANGLE OF 05 DEGREES 07 MINUTES 12 SECONDS AN ARC DISTANCE OF 115.28 FEET, HAVING A RADIUS OF 1290.00 FEET AND A CHORD BEARING OF SOUTH 89 DEGREES 01 MINUTES 43 SECONDS EAST A DISTANCE OF 115.24 FEET TO A POINT OF TANGENT; THENCE NORTH 88 DEGREES 24 MINUTES 36 SECONDS EAST, A DISTANCE OF 733.52 FEET ALONG THE SOUTHERLY BOUNDARY OF THAT PARCEL OF LAND DESCRIBED IN BOOK 548 AT PAGE 394 TO A POINT ON THE WESTERLY BOUNDARY OF THE WOODLANDS FILING NO. 3 A PLAT RECORDED AT RECEPTION NO. 366636 IN SAID DOUGLAS COUNTY; THENCE ALONG SAID WESTERLY BOUNDARY THE FOLLOWING SEVEN (7) COURSES:

- 1) SOUTH 47 DEGREES 07 MINUTES 56 SECONDS EAST, A DISTANCE OF 199.30 FEET TO A POINT OF CURVE;
- 2) THENCE ALONG A CURVE TO THE LEFT THROUGH A CENTRAL ANGLE OF 26 DEGREES 28 MINUTES 52 SECONDS AN ARC DISTANCE OF 140.04 FEET, HAVING A RADIUS OF 303.00 FEET AND A CHORD BEARING OF SOUTH 60 DEGREES 22 MINUTES 22 SECONDS EAST A DISTANCE OF 138.80 FEET TO A POINT OF TANGENT;
- 3) THENCE SOUTH 73 DEGREES 36 MINUTES 48 SECONDS EAST, A DISTANCE OF 83.37 FEET TO A POINT OF CURVE;
- 4) THENCE ALONG A CURVE TO THE RIGHT THROUGH A CENTRAL ANGLE OF 34 DEGREES 04 MINUTES 52 SECONDS AN ARC DISTANCE OF 144.54 FEET, HAVING A RADIUS OF 243.00 FEET AND A CHORD BEARING OF SOUTH 56 DEGREES 34 MINUTES 22 SECONDS EAST, A DISTANCE OF 142.42 FEET;
- 5) THENCE SOUTH 39 DEGREES 31 MINUTES 56 SECONDS EAST, A DISTANCE OF 232.52 FEET;
- 6) THENCE SOUTH 36 DEGREES 16 MINUTES 48 SECONDS WEST, A DISTANCE OF 119.04 FEET;

7) THENCE SOUTH 02 DEGREES 13 MINUTES 12 SECONDS EAST, A DISTANCE OF 7.49 FEET TO A POINT ON THE BOUNDARY OF THAT PARCEL OF LAND DESCRIBED IN BOOK 1011 AT PAGE 594; THENCE ALONG SAID BOUNDARY THE FOLLOWING THREE (3) COURSES:

- 1) SOUTH 85 DEGREES 59 MINUTES 21 SECONDS WEST, A DISTANCE OF 150.07 FEET;
- 2) THENCE SOUTH 02 DEGREES 13 MINUTES 12 SECONDS EAST, A DISTANCE OF 249.68 FEET;
- 3) THENCE NORTH 87 DEGREES 46 MINUTES 48 SECONDS EAST, A DISTANCE OF 65.00 FEET TO A POINT ON SAID WESTERLY BOUNDARY OF THE WOODLANDS FILING NO. 3; THENCE ALONG SAID WESTERLY BOUNDARY THE FOLLOWING FIVE (5) COURSES:
 - 1) SOUTH 02 DEGREES 13 MINUTES 12 SECONDS EAST, A DISTANCE OF 95.00 FEET;
 - 2) THENCE SOUTH 33 DEGREES 31 MINUTES 48 SECONDS WEST, A DISTANCE OF 70.00 FEET;
 - 3) THENCE NORTH 65 DEGREES 31 MINUTES 09 SECONDS WEST, A DISTANCE OF 151.11 FEET;
 - 4) THENCE NORTH 35 DEGREES 46 MINUTES 25 SECONDS WEST, A DISTANCE OF 33.09 FEET;
 - 5) THENCE SOUTH 47 DEGREES 32 MINUTES 46 SECONDS WEST, A DISTANCE OF 20.01 FEET TO A POINT ON THE NORTHERLY BOUNDARY OF THE WOODLANDS FILING NO. 2 A PLAT RECORDED AT RECEPTION NO. 352971 IN SAID DOUGLAS COUNTY; THENCE ALONG SAID NORTHERLY BOUNDARY THE FOLLOWING SEVEN (7) COURSES:
 - 1) NORTH 56 DEGREES 03 MINUTES 47 SECONDS WEST, A DISTANCE OF 305.17 FEET;
 - 2) THENCE NORTH 84 DEGREES 04 MINUTES 46 SECONDS WEST, A DISTANCE OF 224.94 FEET;
 - 3) THENCE SOUTH 67 DEGREES 25 MINUTES 14 SECONDS WEST, A DISTANCE OF 158.62 FEET TO A POINT OF CURVE;
 - 4) THENCE ALONG A CURVE TO THE LEFT THROUGH A CENTRAL ANGLE OF 01 DEGREES 57 MINUTES 08 SECONDS AN ARC DISTANCE OF 20.19 FEET, A RADIUS OF 592.64 FEET AND A CHORD BEARING OF NORTH 43 DEGREES 57 MINUTES 22 SECONDS WEST, A DISTANCE OF 20.19 FEET TO A POINT OF REVERSE CURVE;
 - 5) THENCE ALONG A CURVE TO THE RIGHT THROUGH A CENTRAL ANGLE OF 86 DEGREES 21 MINUTES 16 SECONDS AN ARC DISTANCE OF 30.14 FEET, A RADIUS OF 20.00 FEET AND A CHORD BEARING OF NORTH 01 DEGREES 45 MINUTES 24 SECONDS WEST, A DISTANCE OF 27.37 FEET;
 - 6) THENCE NORTH 48 DEGREES 34 MINUTES 46 SECONDS WEST, A DISTANCE OF 103.81 FEET;
 - 7) THENCE SOUTH 47 DEGREES 58 MINUTES 09 SECONDS WEST, A DISTANCE OF 383.58 FEET TO A POINT ON SAID EASTERLY RIGHT OF WAY LINE OF WOODLANDS BOULEVARD; THENCE ALONG SAID EASTERLY RIGHT OF WAY LINE THE FOLLOWING THREE (3) COURSES:
 - 1) NORTH 51 DEGREES 03 MINUTES 57 SECONDS WEST, A DISTANCE OF 121.29 FEET TO A POINT OF CURVE;
 - 2) THENCE ALONG A CURVE TO THE RIGHT THROUGH A CENTRAL ANGLE OF 54 DEGREES 35 MINUTES 47 SECONDS AN ARC DISTANCE OF 745.62 FEET, A RADIUS OF 782.50 FEET AND A CHORD BEARING OF NORTH 23 DEGREES 46 MINUTES 04 SECONDS WEST A DISTANCE OF 717.74 FEET TO A POINT OF TANGENT;
 - 3) THENCE NORTH 03 DEGREES 31 MINUTES 48 SECONDS EAST, A DISTANCE OF 182.39 FEET ALONG SAID TANGENT TO THE TRUE POINT OF BEGINNING.

PARCEL E:

A PARCEL OF LAND BEING A PART OF SECTION 1, TOWNSHIP 8 SOUTH, RANGE 67 WEST OF THE 6TH PRINCIPAL MERIDIAN, TOWN OF CASTLE ROCK, COUNTY OF DOUGLAS, STATE OF COLORADO BEING MORE PARTICULARLY DESCRIBED AS FOLLOWS:

BEGINNING AT THE SOUTHEAST CORNER OF THE NORTH ONE-HALF OF THE SOUTHEAST QUARTER OF SAID SECTION 1, WHENCE THE SOUTHWEST CORNER OF THE NORTH ONE-HALF OF THE SOUTHEAST QUARTER OF SAID SECTION 1 BEARS SOUTH 88 DEGREES 24 MINUTES 25 SECONDS WEST, SAID LINE FORMING THE BASIS OF BEARINGS FOR THIS DESCRIPTION; THENCE SOUTH 88 DEGREES 24 MINUTES 25 SECONDS WEST, A DISTANCE OF 30.00 FEET ALONG THE SOUTH LINE OF SAID NORTH ONE-HALF OF THE SOUTHEAST QUARTER TO THE SOUTHEAST CORNER OF THAT PARCEL OF LAND DESCRIBED AT RECEPTION NO. 9457241 OF THE RECORDS OF SAID DOUGLAS COUNTY; THENCE ALONG THE BOUNDARY OF SAID PARCEL OF LAND THE FOLLOWING TREE (3) COURSES:

- 1) NORTH 01 DEGREES 21 MINUTES 31 SECONDS WEST, A DISTANCE OF 184.75 FEET;
- 2) THENCE SOUTH 89 DEGREES 06 MINUTES 23 SECONDS WEST, A DISTANCE OF 216.24 FEET;
- 3) THENCE SOUTH 01 DEGREES 21 MINUTES 31 SECONDS EAST, A DISTANCE OF 187.39 FEET TO A POINT ON SAID SOUTH LINE OF THE NORTH ONE-HALF OF THE SOUTHEAST QUARTER; THENCE SOUTH 88 DEGREES 24 MINUTES 25 SECONDS WEST, A DISTANCE OF 2507.92 FEET ALONG THE SOUTH LINE OF SAID NORTH ONE-HALF OF THE SOUTHEAST QUARTER TO SAID SOUTHWEST CORNER OF THE NORTH ONE-HALF OF THE SOUTHEAST QUARTER OF SECTION 1; THENCE SOUTH 88 DEGREES 40 MINUTES 55 SECONDS WEST, A DISTANCE OF 833.88 FEET ALONG THE SOUTH LINE OF THE NORTH ONE-HALF OF THE SOUTHWEST QUARTER OF SAID SECTION 1 TO THE SOUTHEAST CORNER OF THE WOODLANDS FILING NO. 4, A PLAT RECORDED AT RECEPTION NO. 366637 OF THE RECORDS OF SAID DOUGLAS COUNTY; THENCE ALONG THE EASTERLY BOUNDARY OF SAID THE WOODLANDS FILING NO. 4 THE FOLLOWING TWO (2) COURSES:
 - 1) NORTH 00 DEGREES 39 MINUTES 30 SECONDS EAST, A DISTANCE OF 444.46 FEET;
 - 2) THENCE NORTH 53 DEGREES 14 MINUTES 12 SECONDS EAST, A DISTANCE OF 346.14 FEET TO A POINT ON THE SOUTHERLY BOUNDARY OF THAT PARCEL OF LAND DESCRIBED IN BOOK 1042 AT PAGE 195 OF THE DOUGLAS COUNTY RECORDS; THENCE ALONG THE SOUTHERLY AND EASTERLY BOUNDARY OF SAID PARCEL OF LAND THE FOLLOWING THREE (3) COURSES:
 - 1) SOUTH 82 DEGREES 53 MINUTES 16 SECONDS EAST, A DISTANCE OF 540.02 FEET;
 - 2) THENCE NORTH 04 DEGREES 48 MINUTES 47 SECONDS WEST, A DISTANCE OF 700.00 FEET;
 - 3) THENCE NORTH 22 DEGREES 26 MINUTES 37 SECONDS WEST, A DISTANCE OF 535.85 FEET TO A POINT ON THE EASTERLY BOUNDARY OF THE WOODLANDS FILING NO. 3, A PLAT RECORDED AT RECEPTION NO. 366636 OF THE RECORDS OF SAID DOUGLAS COUNTY; THENCE ALONG SAID EASTERLY BOUNDARY THE FOLLOWING ELEVEN (11) COURSES:
 - 1) NORTH 03 DEGREES 43 MINUTES 44 SECONDS WEST, A DISTANCE OF 412.15 FEET;
 - 2) THENCE NORTH 59 DEGREES 50 MINUTES 20 DEGREES EAST, A DISTANCE OF 94.78 FEET TO A POINT OF CURVE;
 - 3) THENCE ALONG A CURVE TO THE RIGHT THROUGH A CENTRAL ANGLE OF 25 DEGREES 25 MINUTES 38 SECONDS AN ARC DISTANCE OF 107.84 FEET, A RADIUS OF 243.00 FEET AND A CHORD BEARING OF NORTH 72 DEGREES 33 MINUTES 09 SECONDS EAST, A DISTANCE OF 106.96 FEET TO A POINT OF COMPOUND CURVE;
 - 4) THENCE ALONG A CURVE TO THE RIGHT THROUGH A CENTRAL ANGLE OF 89 DEGREES 14 MINUTES 10 SECONDS AN ARC DISTANCE OF 31.15 FEET A RADIUS OF 20.00 FEET AND A CHORD BEARING OF SOUTH 50 DEGREES 06 MINUTES 57 SECONDS EAST, A DISTANCE OF 28.10 FEET;

5) THENCE SOUTH 86 DEGREES 30 MINUTES 08 SECONDS EAST, A DISTANCE OF 50.62 FEET TO A POINT OF CURVE;

6) THENCE ALONG A CURVE TO THE RIGHT THROUGH A CENTRAL ANGLE OF 95 DEGREES 30 MINUTES 41 SECONDS AN ARC DISTANCE OF 33.34 FEET, A RADIUS OF 20.00 FEET AND A CHORD BEARING OF NORTH 42 DEGREES 15 MINUTES 28 SECONDS EAST A DISTANCE OF 29.61 FEET;

7) THENCE NORTH 04 DEGREES 23 MINUTES 41 SECONDS WEST, A DISTANCE OF 60.18 FEET TO A POINT OF CURVE;

8) THENCE ALONG CURVE TO THE RIGHT THROUGH A CENTRAL ANGLE OF 84 DEGREES 29 MINUTES 19 SECONDS AN ARC DISTANCE OF 29.49 FEET, A RADIUS OF 20.00 FEET AND A CHORD BEARING OF NORTH 47 DEGREES 44 MINUTES 31 SECONDS WEST A DISTANCE OF 26.89 FEET TO A POINT OF TANGENT;

9) THENCE NORTH 05 DEGREES 29 MINUTES 52 SECONDS WEST, A DISTANCE OF 211.70 FEET TO A POINT OF CURVE;

10) THENCE ALONG A CURVE TO THE LEFT THROUGH A CENTRAL ANGLE OF 07 DEGREES 30 MINUTES 05 SECONDS AN ARC DISTANCE OF 62.84 FEET A RADIUS OF 480.00 FEET AND A CHORD BEARING OF NORTH 09 DEGREES 14 MINUTES 55 SECONDS WEST, A DISTANCE OF 62.80 FEET;

11) THENCE NORTH 62 DEGREES 54 MINUTES 07 SECONDS EAST, A DISTANCE OF 154.39 FEET TO THE NORTHWEST CORNER OF THE SOUTH ONE-HALF OF THE NORTHEAST QUARTER OF SAID SECTION 1; THENCE NORTH 89 DEGREES 09 MINUTES 13 SECONDS EAST, A DISTANCE OF 2586.02 FEET ALONG THE NORTH LINE OF SAID SOUTH ONE-HALF OF THE NORTHEAST QUARTER OF SECTION 1 TO A POINT ON THE WESTERLY RIGHT OF WAY LINE OF MILLER BOULEVARD AS SHOWN OF THE PLAT OF MILLER BOULEVARD FILING NO. 1, A PLAT RECORDED AT RECEPTION NO. 8603132 OF THE RECORDS OF SAID DOUGLAS COUNTY; THENCE ALONG SAID WESTERLY RIGHT OF WAY LINE THE FOLLOWING TWO (2) COURSES:

1) SOUTH 01 DEGREES 12 MINUTES 22 SECONDS EAST, A DISTANCE OF 246.82 FEET TO A POINT OF CURVE;

2) THENCE ALONG A CURVE TO THE LEFT THROUGH A CENTRAL ANGLE OF 20 DEGREES 40 MINUTES 30 SECONDS AN ARC DISTANCE OF 308.52 FEET, A RADIUS OF 855.00 FEET AND A CHORD BEARING OF SOUTH 11 DEGREES 32 MINUTES 37 SECONDS EAST A DISTANCE OF 306.85 FEET TO A POINT ON THE EAST LINE OF SAID SOUTH ONE-HALF OF THE NORTHEAST QUARTER OF SECTION 1 AND A POINT ON THE WESTERLY BOUNDARY OF CASTLE OAKS, A PLAT RECORDED AT RECEPTION NO. 150556 OF THE RECORDS OF SAID DOUGLAS COUNTY; THENCE ALONG THE EAST LINE OF SAID SECTION 1 AND SAID WESTERLY BOUNDARY OF CASTLE OAKS THE FOLLOWING TWO (2) COURSES:

1) SOUTH 01 DEGREES 13 MINUTES 47 SECONDS EAST, A DISTANCE OF 775.41 FEET TO THE EAST QUARTER CORNER OF SAID SECTION 1;

2) THENCE SOUTH 01 DEGREES 21 MINUTES 31 SECONDS EAST, A DISTANCE OF 1310.59 FEET TO THE POINT OF BEGINNING.

EXCEPTING FROM SAID PARCEL THAT PORTION CONVEYED TO THE TOWN OF CASTLE ROCK IN DEED RECORDED NOVEMBER 4, 1994 IN BOOK 1229 AT PAGE 162.

PARCEL F

A PARCEL OF LAND BEING A PART OF LOT 1, BLOCK 2, AND OUTLOT C, CASTLE OAKS, A PLAT RECORDED AT RECEPTION NO. 150556 OF THE RECORDS OF DOUGLAS COUNTY ALL IN SECTION 6, TOWNSHIP 8 SOUTH, RANGE 66 WEST OF THE 6TH PRINCIPAL MERIDIAN, TOWN OF CASTLE ROCK, COUNTY OF DOUGLAS, STATE OF COLORADO, BEING MORE PARTICULARLY DESCRIBED AS FOLLOWS:

BEGINNING AT THE WEST QUARTER CORNER OF SAID SECTION 6, WHENCE THE NORTHWEST CORNER OF THE SOUTH ONE-HALF OF THE NORTHWEST QUARTER OF SAID SECTION 6 BEARS NORTH 01 DEGREES 13 MINUTES 47 SECONDS WEST, SAID LINE FORMING THE BASIS OF BEARINGS FOR THIS DESCRIPTION; THENCE NORTH 01 DEGREES 13 MINUTES 47 SECONDS WEST, A DISTANCE OF 775.41 FEET ALONG THE WEST LINE OF SAID SOUTH ONE-HALF OF THE NORTHWEST QUARTER, SAID LINE ALSO BEING THE WESTERLY BOUNDARY OF SAID CASTLE OAKS, TO A POINT ON THE WESTERLY RIGHT OF WAY LINE OF MILLER BOULEVARD AS SHOWN ON PLAT OF MILLER BOULEVARD FILING NO. 1, RECORDED AT RECEPTION NO. 8603132 OF THE RECORDS OF SAID DOUGLAS COUNTY; THENCE ALONG SAID WESTERLY RIGHT OF WAY LINE THE FOLLOWING FOUR (4) COURSES:

- 1) ALONG A CURVE TO THE LEFT THROUGH A CENTRAL ANGLE OF 13 DEGREES 24 MINUTES 15 SECONDS AN ARC DISTANCE OF 200.02 FEET, A RADIUS OF 855.00 FEET AND A CHORD BEARING OF SOUTH 28 DEGREES 34 MINUTES 59 SECONDS EAST, ALONG DISTANCE OF 199.57 FEET TO A POINT OF TANGENT;
- 2) THENCE SOUTH 35 DEGREES 17 MINUTES 07 SECONDS EAST, A DISTANCE OF 402.22 FEET TO A POINT OF CURVE;
- 3) THENCE ALONG A CURVE TO THE RIGHT THROUGH A CENTRAL ANGLE OF 45 DEGREES 41 MINUTES 13 SECONDS AN ARC DISTANCE OF 815.01 FEET, A RADIUS OF 1022.10 FEET AND A CHORD BEARING OF SOUTH 12 DEGREES 26 MINUTES 30 SECONDS EAST, A DISTANCE OF 793.59 FEET TO A POINT OF TANGENT;
- 4) THENCE SOUTH 10 DEGREES 24 MINUTES 06 SECONDS WEST, A DISTANCE OF 109.73 FEET TO A POINT ON THE NORTHERLY RIGHT OF WAY LINE OF CASTLE OAKS DRIVE AS SHOWN ON SAID PLAT OF CASTLE OAKS; THENCE ALONG SAID NORTHERLY RIGHT OF WAY LINE THE FOLLOWING THREE (3) COURSES:
 - 1) NORTH 66 DEGREES 44 MINUTES 26 SECONDS WEST, A DISTANCE OF 46.20 FEET TO A POINT OF CURVE;
 - 2) THENCE ALONG A CURVE TO THE LEFT THROUGH A CENTRAL ANGLE OF 24 DEGREES 31 MINUTES 17 SECONDS AN ARC DISTANCE OF 188.31 FEET, A RADIUS OF 440.00 FEET AND A CHORD BEARING OF NORTH 79 DEGREES 00 MINUTES 04 SECONDS WEST, A DISTANCE OF 186.88 FEET TO A POINT OF TANGENT;
 - 3) THENCE SOUTH 88 DEGREES 44 MINUTES 17 SECONDS WEST, A DISTANCE OF 223.18 FEET TO A POINT ON THE WEST LINE OF THE NORTH ONE-HALF OF THE SOUTHWEST QUARTER OF SAID SECTION 6; THENCE NORTH 01 DEGREES 21 MINUTES 31 SECONDS WEST, A DISTANCE OF 562.39 FEET ALONG SAID WEST LINE TO THE POINT OF BEGINNING.

EXCEPT THAT PORTION LYING WITHIN THE WOODLANDS FILING NO. 6, A PLAT RECORDED AT RECEPTION NO. 8803380 OF THE RECORDS OF SAID DOUGLAS COUNTY.

PARCEL G:

A PARCEL OF LAND BEING A PART OF OUTLOT A OF CASTLE OAKS, A PLAT RECORDED AT RECEPTION NO. 150556 OF THE RECORDS OF DOUGLAS COUNTY ALL IN SECTION 6, TOWNSHIP 8 SOUTH, RANGE 66 WEST OF THE 6TH PRINCIPAL MERIDIAN, TOWN OF CASTLE ROCK, COUNTY OF DOUGLAS, STATE OF COLORADO, BEING MORE PARTICULARLY DESCRIBED AS FOLLOWS:

COMMENCING AT THE SOUTHWEST CORNER OF THE NORTH ONE-HALF OF THE SOUTHWEST QUARTER OF SAID SECTION 6, WHENCE THE WEST QUARTER CORNER OF SAID SECTION 6 BEARS NORTH 01 DEGREES 21 MINUTES 31 SECONDS WEST, SAID LINE FORMING THE BASIS OF BEARINGS FOR THIS DESCRIPTION; THENCE NORTH 48 DEGREES 57 MINUTES 05 SECONDS EAST, A DISTANCE OF 52.06 FEET TO A POINT ON THE EASTERLY RIGHT OF WAY LINE OF RIDGE ROAD AS SHOWN ON SAID PLAT OF CASTLE OAKS, SAID POINT BEING THE TRUE POINT OF BEGINNING.

THENCE NORTH 01 DEGREES 21 MINUTES 50 SECONDS WEST, A DISTANCE OF 634.88 FEET ALONG SAID EASTERLY RIGHT OF WAY LINE TO A POINT ON THE SOUTHERLY RIGHT OF WAY LINE OF CASTLE OAKS DRIVE AS SHOWN ON SAID PLAT OF CASTLE OAKS; THENCE ALONG SAID SOUTHERLY RIGHT OF WAY LINE THE FOLLOWING THREE (3) COURSES:

- 1) NORTH 88 DEGREES 44 MINUTES 17 SECONDS EAST, A DISTANCE OF 183.04 FEET TO A POINT OF CURVE;
- 2) THENCE ALONG A CURVE TO THE RIGHT THROUGH A CENTRAL ANGLE OF 24 DEGREES 31 MINUTES 17 SECONDS, AN ARC DISTANCE OF 154.07 FEET, A RADIUS OF 360.00 FEET AND A CHORD BEARING OF SOUTH 79 DEGREES 00 MINUTES 05 SECONDS EAST, A DISTANCE OF 152.90 FEET TO A POINT OF TANGENT;
- 3) THENCE SOUTH 66 DEGREES 44 MINUTES 26 SECONDS EAST, A DISTANCE OF 64.46 FEET TO A POINT ON THE WESTERLY RIGHT OF WAY LINE OF MILLER BOULEVARD AS SHOWN ON THE PLAT OF MILLER BOULEVARD FILING NO. 1 RECORDED AT RECEPTION NO. 8603132 OF THE RECORDS OF SAID DOUGLAS COUNTY; THENCE SOUTH 10 DEGREES 24 MINUTES 06 SECONDS WEST, A DISTANCE OF 1085.22 FEET ALONG SAID WESTERLY RIGHT OF WAY LINE TO A POINT ON SAID EASTERLY RIGHT OF WAY LINE OF RIDGE ROAD; THENCE ALONG SAID EASTERLY RIGHT OF WAY LINE THE FOLLOWING FOUR (4) COURSES:
 - 1) NORTH 06 DEGREES 24 MINUTES 16 SECONDS WEST, A DISTANCE OF 32.84 FEET TO A POINT OF CURVE;
 - 2) THENCE ALONG A CURVE TO THE LEFT THROUGH A CENTRAL ANGLE OF 30 DEGREES 04 MINUTES 57 SECONDS, AN ARC DISTANCE OF 231.02 FEET, A RADIUS OF 440.00 FEET AND A CHORD BEARING OF NORTH 21 DEGREES 26 MINUTES 45 SECONDS WEST A DISTANCE OF 228.37 FEET TO A POINT OF TANGENT;
 - 3) THENCE NORTH 36 DEGREES 29 MINUTES 13 SECONDS WEST A DISTANCE OF 39.73 FEET TO A POINT OF CURVE;
 - 4) THENCE ALONG A CURVE TO THE RIGHT THROUGH A CENTRAL ANGLE OF 35 DEGREES 13 MINUTES 30 SECONDS, AN ARC DISTANCE OF 221.32 FEET, A RADIUS OF 360.00 FEET AND A CHORD BEARING OF NORTH 18 DEGREES 52 MINUTES 28 SECONDS WEST A DISTANCE OF 217.86 FEET TO THE TRUE POINT OF BEGINNING.