

EXHIBIT A TO RESOLUTION

Legal Description of Additional Development Land

PARCEL 1

A PARCEL OF LAND LOCATED IN THE NORTHWEST QUARTER OF SECTION 33, TOWNSHIP 2 SOUTH, RANGE 67 WEST OF THE SIXTH PRINCIPAL MERIDIAN, COUNTY OF ADAMS, STATE OF COLORADO, BEING MORE PARTICULARLY DESCRIBED AS FOLLOWS:

COMMENCING AT THE NORTH QUARTER CORNER OF SAID SECTION 33 AND CONSIDERING THE NORTH LINE OF THE NORTHWEST QUARTER OF SAID SECTION 33 TO BEAR SOUTH 89°52'28" WEST WITH ALL BEARINGS CONTAINED HEREIN BEING RELATIVE THERETO;

THENCE SOUTH 89°52'28" WEST, A DISTANCE OF 996.99 FEET ALONG SAID NORTH LINE OF THE NORTHWEST QUARTER OF SECTION 33 TO THE EAST LINE OF THE WEST HALF OF THE WEST HALF OF THE EAST HALF OF SAID NORTHWEST QUARTER OF SECTION 33 AND **THE POINT OF BEGINNING**;

THENCE SOUTH 00°24'43" EAST, A DISTANCE OF 738.87 FEET ALONG LAST SAID EAST LINE TO THE EAST RIGHT-OF-WAY LINE OF QUEBEC PARKWAY, PRAIRIE GATEWAY ROADS – PHASE 2, FILED JUNE 2, 2008 AT RECEPTION NO. 2008000043922 OF THE RECORDS OF THE ADAMS COUNTY CLERK AND RECORDER, BEING A NON-TANGENT CURVE;

THENCE ALONG SAID EASTERLY RIGHT-OF-WAY LINE OF QUEBEC PARKWAY FOR THE FOLLOWING TWO (2) COURSES:

- 1) THENCE ALONG THE ARC OF A NON-TANGENT CURVE TO THE LEFT HAVING A CENTRAL ANGLE OF 43°11'05", A RADIUS OF 792.00 FEET, AN ARC LENGTH OF 596.94 FEET, THE CORD OF WHICH BEARS NORTH 22°00'15" WEST, A DISTANCE OF 582.91 FEET TO A POINT OF TANGENCY;
- 2) THENCE NORTH 43°35'48" WEST, A DISTANCE OF 68.22 FEET TO A POINT OF CURVATURE;

THENCE ALONG THE ARC OF A TANGENT CURVE TO THE RIGHT HAVING A CENTRAL ANGLE OF 85°00'41", A RADIUS OF 50.00 FEET, AN ARC LENGTH OF 74.19 FEET, THE CHORD OF WHICH BEARS NORTH 01°05'28" WEST, A DISTANCE OF 67.57 FEET TO A POINT OF TANGENCY ON THE SOUTHEASTERLY LINE OF THE COLORADO DEPARTMENT OF TRANSPORTATION EASEMENT FILED NOVEMBER 21, 2005 AT RECEPTION NO. 20051121001281770 OF THE RECORDS OF THE ADAMS COUNTY CLERK AND RECORDER;

THENCE NORTH 41°24'53" EAST, A DISTANCE OF 108.04 FEET ALONG SAID SOUTHEASTERLY EASEMENT LINE TO THE NORTH LINE OF SAID NORTHWEST QUARTER OF SECTION 33;

THENCE NORTH 89°52'28" EAST, A DISTANCE OF 189.95 FEET TO THE **POINT OF BEGINNING**;

CONTAINING A CALCULATED AREA OF 84,597 SQUARE FEET, OR 1.942 ACRES, MORE OR

LESS.

PARCEL 2

A PARCEL OF LAND LOCATED IN THE WEST HALF OF SECTION 33, TOWNSHIP 2 SOUTH, RANGE 67 WEST OF THE SIXTH PRINCIPAL MERIDIAN, COUNTY OF ADAMS, STATE OF COLORADO, BEING MORE PARTICULARLY DESCRIBED AS FOLLOWS:

COMMENCING AT THE WEST QUARTER CORNER OF SAID SECTION 33 AND CONSIDERING THE WEST LINE OF THE NORTHWEST QUARTER OF SAID SECTION 33 TO BEAR NORTH 00°29'12" WEST WITH ALL BEARINGS CONTAINED HEREIN BEING RELATIVE THERETO;

THENCE NORTH 89°37'44" EAST, A DISTANCE OF 60.00 FEET TO THE **POINT OF BEGINNING**;

THENCE NORTH 00°29'12" WEST, A DISTANCE OF 598.18 FEET;

THENCE NORTH 89°30'48" EAST, A DISTANCE OF 10.00 FEET;

THENCE NORTH 00°29'12" WEST, A DISTANCE OF 439.44 FEET TO A POINT OF CURVATURE;

THENCE ALONG THE ARC OF A TANGENT CURVE TO THE RIGHT HAVING A CENTRAL ANGLE OF 41°54'05", A RADIUS OF 50.00 FEET, AN ARC LENGTH OF 36.57 FEET, THE CHORD OF WHICH BEARS NORTH 20°27'51" EAST, A DISTANCE OF 35.76 FEET TO A POINT OF TANGENCY ON THE SOUTHEASTERLY LINE OF COLORADO DEPARTMENT OF TRANSPORTATION EASEMENT FILED NOVEMBER 21, 2005 AT RECEPTION NO. 20051121001281770 OF THE RECORDS OF THE ADAMS COUNTY CLERK AND RECORDER;

THENCE NORTH 41°24'53" EAST, A DISTANCE OF 1,728.66 FEET ALONG SAID SOUTHEASTERLY EASEMENT LINE TO A POINT OF CURVATURE;

THENCE ALONG THE ARC OF A TANGENT CURVE TO THE RIGHT HAVING A CENTRAL ANGLE OF 94°59'19", A RADIUS OF 50.00 FEET, AN ARC LENGTH OF 82.89 FEET, THE CHORD OF WHICH BEARS NORTH 88°54'33" EAST, A DISTANCE OF 73.72 FEET TO A POINT OF TANGENCY ON THE WESTERLY RIGHT-OF-WAY LINE OF QUEBEC PARKWAY, PRAIRIE GATEWAY ROADS – PHASE 2, FILED JUNE 2, 2008 AT RECEPTION NO. 2008000043922 OF THE RECORDS OF THE ADAMS COUNTY CLERK AND RECORDER;

THENCE ALONG SAID WESTERLY RIGHT-OF-WAY LINE OF QUEBEC PARKWAY FOR THE FOLLOWING FIVE (5) COURSES:

- 1) THENCE SOUTH 43°35'48" EAST, A DISTANCE OF 47.09 FEET TO A POINT OF CURVATURE;
- 2) THENCE ALONG THE ARC OF A TANGENT CURVE TO THE RIGHT HAVING A CENTRAL ANGLE OF 43°11'05", A RADIUS OF 650.00 FEET, AN ARC LENGTH OF 489.92 FEET, THE CORD OF WHICH BEARS SOUTH 22°00'15" EAST, A DISTANCE OF 478.40 FEET TO A POINT OF TANGENCY;
- 3) THENCE SOUTH 00°24'43" EAST, A DISTANCE OF 1,882.09 FEET;
- 4) THENCE SOUTH 00°27'34" EAST, A DISTANCE OF 67.18 FEET TO A POINT OF CURVATURE;
- 5) THENCE ALONG THE ARC OF A TANGENT CURVE TO THE RIGHT HAVING A

CENTRAL ANGLE OF 49°29'27", A RADIUS OF 1,130.00 FEET, AN ARC LENGTH OF 976.07 FEET, THE CORD OF WHICH BEARS SOUTH 24°17'09" WEST, A DISTANCE OF 946.00 FEET TO THE NORTH LINE OF TRACT D, PRAIRIE GATEWAY ROADS – PHASE 2, BEING A NON-TANGENT LINE;

THENCE SOUTH 89°34'46" WEST, A DISTANCE OF 39.53 FEET ALONG SAID NORTH LINE OF TRACT D;

THENCE NORTH 00°36'48" WEST, A DISTANCE OF 927.13 FEET;
THENCE SOUTH 89°37'44" WEST, A DISTANCE OF 471.06 FEET;
THENCE SOUTH 00°35'23" EAST, A DISTANCE OF 775.91 FEET;
THENCE SOUTH 89°36'38" WEST, A DISTANCE OF 546.58 FEET;
THENCE NORTH 00°37'46" WEST, A DISTANCE OF 776.09 FEET TO THE **POINT OF BEGINNING**;

CONTAINING A CALCULATED AREA OF 3,357,085 SQUARE FEET, OR 77.068 ACRES, MORE OR LESS.

PARCEL 3

A PARCEL OF LAND LOCATED IN THE NORTHWEST QUARTER OF SECTION 9, TOWNSHIP 3 SOUTH, RANGE 67 WEST OF THE SIXTH PRINCIPAL MERIDIAN, COUNTY OF ADAMS, STATE OF COLORADO, BEING MORE PARTICULARLY DESCRIBED AS FOLLOWS:

COMMENCING AT THE WEST QUARTER CORNER OF SAID SECTION 9 AND CONSIDERING THE WEST LINE OF THE NORTHWEST QUARTER OF SAID SECTION 9 TO BEAR NORTH 00°30'30" WEST WITH ALL BEARINGS CONTAINED HEREIN BEING RELATIVE THERETO;

THENCE NORTH 59°11'47" EAST, A DISTANCE OF 141.30 FEET TO THE EASTERLY RIGHT-OF-WAY LINE OF QUEBEC PARKWAY, PRAIRIE GATEWAY ROADS – PHASE 1, FILED OCTOBER 12, 2006 AT RECEPTION NO. 2006000989269 OF THE RECORDS OF THE ADAMS COUNTY CLERK AND RECORDER, AND THE **POINT OF BEGINNING**;

THENCE ALONG SAID EASTERLY RIGHT-OF-WAY LINE OF QUEBEC PARKWAY FOR THE FOLLOWING SIX (6) COURSES:

- 1) THENCE NORTH 00°30'30" WEST, A DISTANCE OF 1,188.53 FEET;
- 2) THENCE NORTH 02°13'52" EAST, A DISTANCE OF 316.33 FEET;
- 3) THENCE NORTH 04°52'38" EAST, A DISTANCE OF 331.36 FEET;
- 4) THENCE NORTH 02°11'00" EAST, A DISTANCE OF 336.09 FEET;
- 5) THENCE NORTH 00°30'30" WEST, A DISTANCE OF 326.40 FEET;
- 6) THENCE NORTH 43°08'07" EAST, A DISTANCE OF 28.47 FEET TO THE SOUTHERLY RIGHT-OF-WAY LINE OF PRAIRIE PARKWAY, PRAIRIE GATEWAY SUBDIVISION FILING NO. 1, FILED AUGUST 25, 2005 AT RECEPTION NO. 20050825000917680 OF THE RECORDS OF THE ADAMS COUNTY CLERK AND RECORDER;

THENCE ALONG SAID SOUTHERLY RIGHT-OF-WAY LINE OF PRAIRIE PARKWAY FOR THE FOLLOWING FOUR (4) COURSES:

- 1) THENCE NORTH 86°47'26" EAST, A DISTANCE OF 123.55 FEET TO A POINT ON A NON-TANGENT CURVE;
- 2) THENCE ALONG THE ARC OF A NON-TANGENT CURVE TO THE RIGHT HAVING A CENTRAL ANGLE OF 59°37'28", A RADIUS OF 747.00 FEET, AN ARC LENGTH OF 777.36 FEET, THE CORD OF WHICH BEARS SOUTH 55°03'12" EAST, A DISTANCE OF 742.76 FEET TO A POINT OF TANGENCY;
- 3) THENCE SOUTH 25°14'28" EAST, A DISTANCE OF 728.85 FEET TO A POINT OF CURVATURE;
- 4) THENCE ALONG THE ARC OF A TANGENT CURVE TO THE LEFT HAVING A CENTRAL ANGLE OF 12°56'02", A RADIUS OF 1,728.00 FEET, AN ARC LENGTH OF 390.07 FEET, THE CORD OF WHICH BEARS SOUTH 31°42'29" EAST, A DISTANCE OF 389.25 FEET TO THE WESTERLY LINE OF SYRACUSE STREET, PRAIRIE GATEWAY ROADS – PHASE 1, BEING A NON-TANGENT LINE;

THENCE ALONG SAID WESTERLY RIGHT-OF-WAY LINE OF SYRACUSE STREET FOR THE FOLLOWING FIVE (5) COURSES:

- 1) THENCE SOUTH 00°38'25" WEST, A DISTANCE OF 32.30 FEET;
- 2) THENCE SOUTH 49°49'23" WEST, A DISTANCE OF 104.60 FEET TO A POINT OF CURVATURE;
- 3) THENCE ALONG THE ARC OF A TANGENT CURVE TO THE LEFT HAVING A CENTRAL ANGLE OF 50°09'00", A RADIUS OF 336.00 FEET, AN ARC LENGTH OF 294.09 FEET, THE CORD OF WHICH BEARS SOUTH 24°44'53" WEST, A DISTANCE OF 284.80 FEET TO A POINT OF TANGENCY;
- 4) THENCE SOUTH 00°19'37" EAST, A DISTANCE OF 748.13 FEET;
- 5) THENCE SOUTH 44°04'48" WEST, A DISTANCE OF 16.12 FEET TO THE NORTHERLY RIGHT-OF-WAY LINE OF EAST 60TH AVENUE, PRAIRIE GATEWAY ROADS – PHASE 1;

THENCE ALONG SAID NORTHERLY RIGHT-OF-WAY LINE OF EAST 60TH AVENUE FOR THE FOLLOWING TWO (2) COURSES:

- 1) THENCE SOUTH 89°40'12" WEST, A DISTANCE OF 1,082.22 FEET;
- 2) THENCE NORTH 49°32'52" WEST, A DISTANCE OF 23.97 FEET TO THE **POINT OF BEGINNING**;

CONTAINING A CALCULATED AREA OF 2,521,677 SQUARE FEET, OR 57.890 ACRES, MORE OR LESS.

PARCEL 4

A PARCEL OF LAND LOCATED IN THE NORTH HALF OF SECTION 9, TOWNSHIP 3 SOUTH, RANGE 67 WEST OF THE SIXTH PRINCIPAL MERIDIAN, COUNTY OF ADAMS, STATE OF COLORADO, BEING MORE PARTICULARLY DESCRIBED AS FOLLOWS:

COMMENCING AT THE NORTHEAST CORNER OF SAID SECTION 9 AND CONSIDERING THE EAST LINE OF THE NORTHEAST QUARTER OF SAID SECTION 9 TO BEAR SOUTH 00°15'25" EAST WITH ALL BEARINGS CONTAINED HEREIN BEING RELATIVE THERETO;

THENCE SOUTH 56°03'46" WEST, A DISTANCE OF 3,712.38 FEET TO THE SOUTHERLY RIGHT-OF-WAY LINE OF PRAIRIE PARKWAY, PRAIRIE GATEWAY SUBDIVISION FILING NO. 1, FILED AUGUST 25, 2005 AT RECEPTION NO. 20050825000917680 OF THE RECORDS OF THE ADAMS COUNTY CLERK AND RECORDER, AND THE **POINT OF BEGINNING**;

THENCE ALONG SAID SOUTHERLY RIGHT-OF-WAY LINE OF PRAIRIE PARKWAY FOR THE FOLLOWING TWO (2) COURSES:

- 1) THENCE ALONG THE ARC OF A NON-TANGENT CURVE TO THE LEFT HAVING A CENTRAL ANGLE OF 19°03'57", A RADIUS OF 1,728.00 FEET, AN ARC LENGTH OF 575.01 FEET, THE CORD OF WHICH BEARS SOUTH 80°47'50" EAST, A DISTANCE OF 572.36 FEET TO A POINT OF TANGENCY;
- 2) THENCE NORTH 89°43'52" EAST, A DISTANCE OF 24.19 FEET TO THE WESTERLY RIGHT-OF-WAY LINE OF VICTORY WAY, PRAIRIE GATEWAY ROADS – PHASE 1, FILED OCTOBER 12, 2006 AT RECEPTION NO. 2006000989269 OF THE RECORDS OF THE ADAMS COUNTY CLERK AND RECORDER;

THENCE ALONG SAID WESTERLY RIGHT-OF-WAY LINE OF VICTORY WAY FOR THE FOLLOWING TWO (2) COURSES:

- 1) THENCE SOUTH 45°19'48" EAST, A DISTANCE OF 33.68 FEET;
- 2) THENCE SOUTH 00°19'48" EAST, A DISTANCE OF 425.24 FEET TO THE NORTHERLY RIGHT-OF-WAY LINE OF EAST 60TH AVENUE, PRAIRIE GATEWAY ROADS – PHASE 1;

THENCE SOUTH 89°40'12" WEST, A DISTANCE OF 697.16 FEET ALONG SAID NORTHERLY RIGHT-OF-WAY LINE TO THE EASTERLY RIGHT-OF-WAY LINE OF TRENTON STREET, PRAIRIE GATEWAY ROADS – PHASE 1;

THENCE ALONG SAID EASTERLY RIGHT-OF-WAY LINE OF TRENTON STREET FOR THE FOLLOWING FOUR (4) COURSES:

- 1) THENCE NORTH 00°19'37" WEST, A DISTANCE OF 324.83 FEET TO A POINT OF CURVATURE;
- 2) THENCE ALONG THE ARC OF A TANGENT CURVE TO THE RIGHT HAVING A CENTRAL ANGLE OF 21°04'28", A RADIUS OF 364.00 FEET, AN ARC LENGTH OF 133.89 FEET, THE CORD OF WHICH BEARS NORTH 10°12'37" EAST, A DISTANCE OF 133.13 FEET TO A POINT OF TANGENCY;
- 3) THENCE NORTH 20°44'51" EAST, A DISTANCE OF 82.80 FEET;
- 4) THENCE NORTH 70°02'53" EAST, A DISTANCE OF 32.44 FEET TO THE **POINT OF BEGINNING**;

CONTAINING A CALCULATED AREA OF 333,619 SQUARE FEET, OR 7.659 ACRES, MORE OR LESS.

PARCEL 5

A PARCEL OF LAND LOCATED IN THE SOUTH HALF OF SECTION 9, TOWNSHIP 3 SOUTH, RANGE 67 WEST OF THE SIXTH PRINCIPAL MERIDIAN, COUNTY OF ADAMS, STATE OF COLORADO, BEING MORE PARTICULARLY DESCRIBED AS FOLLOWS:

[Exhibit A to Resolution]

COMMENCING AT THE NORTHEAST CORNER OF SAID SECTION 9 AND CONSIDERING THE EAST LINE OF THE NORTHEAST QUARTER OF SAID SECTION 9 TO BEAR SOUTH 00°15'25" EAST WITH ALL BEARINGS CONTAINED HEREIN BEING RELATIVE THERETO;

THENCE SOUTH 42°07'07" WEST, A DISTANCE OF 3,673.57 FEET TO THE INTERSECTION OF THE WESTERLY RIGHT-OF-WAY LINE OF VICTORY WAY, PRAIRIE GATEWAY ROADS – PHASE 1, FILED OCTOBER 12, 2006 AT RECEPTION NO. 2006000989269 OF THE RECORDS OF THE ADAMS COUNTY CLERK AND RECORDER, WITH THE SOUTHERLY RIGHT-OF-WAY LINE OF EAST 60TH AVENUE, PRAIRIE GATEWAY ROADS – PHASE 1, AND THE **POINT OF BEGINNING**;

THENCE SOUTH 00°19'48" EAST, A DISTANCE OF 349.07 FEET ALONG SAID WESTERLY RIGHT-OF-WAY LINE OF VICTORY WAY TO THE NORTHERLY RIGHT-OF-WAY LINE OF EAST 59TH PLACE, PRAIRIE GATEWAY ROADS – PHASE 1;

THENCE SOUTH 89°40'12" WEST, A DISTANCE OF 671.79 FEET ALONG SAID THE NORTHERLY RIGHT-OF-WAY LINE OF EAST 59TH PLACE TO THE EASTERLY RIGHT-OF-WAY LINE OF TRENTON STREET, PRAIRIE GATEWAY ROADS – PHASE 1;

THENCE ALONG SAID EASTERLY RIGHT-OF-WAY LINE OF TRENTON STREET FOR THE FOLLOWING TWO (2) COURSES:

- 1) THENCE NORTH 45°19'43" WEST, A DISTANCE OF 35.92 FEET;
- 2) THENCE NORTH 00°19'37" WEST, A DISTANCE OF 323.67 FEET TO SAID SOUTHERLY RIGHT-OF-WAY LINE OF EAST 60TH AVENUE;

THENCE NORTH 89°40'12" EAST, A DISTANCE OF 697.17 FEET ALONG SAID SOUTHERLY RIGHT-OF-WAY LINE OF EAST 60TH AVENUE TO THE **POINT OF BEGINNING**;

CONTAINING A CALCULATED AREA OF 243,041 SQUARE FEET, OR 5.579 ACRES, MORE OR LESS.

PARCEL 6

A PARCEL OF LAND LOCATED IN THE SOUTH HALF OF SECTION 9, TOWNSHIP 3 SOUTH, RANGE 67 WEST OF THE SIXTH PRINCIPAL MERIDIAN, COUNTY OF ADAMS, STATE OF COLORADO, BEING MORE PARTICULARLY DESCRIBED AS FOLLOWS:

COMMENCING AT THE SOUTHWEST CORNER OF SAID SECTION 9 AND CONSIDERING THE WEST LINE OF THE SOUTHWEST QUARTER OF SAID SECTION 9 TO BEAR NORTH 00°20'07" WEST WITH ALL BEARINGS CONTAINED HEREIN BEING RELATIVE THERETO;

THENCE NORTH 33°46'36" EAST, A DISTANCE OF 238.94 FEET TO THE EASTERLY RIGHT-OF-WAY LINE OF QUEBEC PARKWAY, PRAIRIE GATEWAY ROADS – PHASE 1, FILED OCTOBER 12, 2006 AT RECEPTION NO. 2006000989269 OF THE RECORDS OF THE ADAMS COUNTY CLERK AND RECORDER, AND THE **POINT OF BEGINNING**;

THENCE ALONG SAID EASTERLY RIGHT-OF-WAY LINE OF QUEBEC PARKWAY FOR THE FOLLOWING ELEVEN (11) COURSES:

- 1) THENCE NORTH 00°20'07" WEST, A DISTANCE OF 1,086.03 FEET;
- 2) THENCE NORTH 49°00'33" EAST, A DISTANCE OF 31.46 FEET;
- 3) THENCE NORTH 86°58'25" EAST, A DISTANCE OF 87.32 FEET;
- 4) THENCE NORTH 00°19'59" WEST, A DISTANCE OF 79.98 FEET;
- 5) THENCE SOUTH 89°36'57" WEST, A DISTANCE OF 95.14 FEET;
- 6) THENCE NORTH 49°34'03" WEST, A DISTANCE OF 36.90 FEET;
- 7) THENCE NORTH 00°20'07" WEST, A DISTANCE OF 560.75 FEET;
- 8) THENCE NORTH 81°30'58" EAST, A DISTANCE OF 12.79 FEET;
- 9) THENCE NORTH 00°34'21" EAST, A DISTANCE OF 41.01 FEET;
- 10) THENCE NORTH 82°42'49" WEST, A DISTANCE OF 13.43 FEET;
- 11) THENCE NORTH 00°20'07" WEST, A DISTANCE OF 555.92 FEET TO THE SOUTHERLY RIGHT-OF-WAY LINE OF EAST 60TH AVENUE, PRAIRIE GATEWAY ROADS – PHASE 1;

THENCE ALONG SAID SOUTHERLY RIGHT-OF-WAY LINE OF EAST 60TH AVENUE FOR THE FOLLOWING SEVEN (7) COURSES:

- 1) THENCE NORTH 48°42'39" EAST, A DISTANCE OF 30.91 FEET;
- 2) THENCE NORTH 86°48'27" EAST, A DISTANCE OF 108.32 FEET;
- 3) THENCE NORTH 89°40'12" EAST, A DISTANCE OF 968.49 FEET;
- 4) THENCE SOUTH 45°19'49" EAST, A DISTANCE OF 16.12 FEET;
- 5) THENCE NORTH 89°40'11" EAST, A DISTANCE OF 72.00 FEET;
- 6) THENCE NORTH 44°40'11" EAST, A DISTANCE OF 16.12 FEET;
- 7) THENCE NORTH 89°40'12" EAST, A DISTANCE OF 761.61 FEET TO THE WESTERLY RIGHT-OF-WAY LINE OF TRENTON STREET, PRAIRIE GATEWAY ROADS – PHASE 1;

THENCE ALONG SAID WESTERLY RIGHT-OF-WAY LINE OF TRENTON STREET FOR THE FOLLOWING THREE (3) COURSES:

- 1) THENCE SOUTH 00°19'37" EAST, A DISTANCE OF 323.66 FEET;
- 2) THENCE SOUTH 44°40'23" WEST, A DISTANCE OF 25.46 FEET;
- 3) THENCE SOUTH 00°19'37" EAST, A DISTANCE OF 97.40 FEET TO THE SOUTHERLY RIGHT-OF-WAY LINE OF EAST 59TH PLACE, PRAIRIE GATEWAY ROADS – PHASE 1;

THENCE ALONG SAID SOUTHERLY RIGHT-OF-WAY LINE OF EAST 59TH PLACE FOR THE FOLLOWING THREE (3) COURSES:

- 1) THENCE NORTH 89°40'12" EAST, A DISTANCE OF 97.40 FEET;
- 2) THENCE NORTH 44°40'17" EAST, A DISTANCE OF 25.46 FEET;
- 3) THENCE NORTH 89°40'12" EAST, A DISTANCE OF 168.48 FEET;

THENCE SOUTH 00°19'46" EAST, A DISTANCE OF 1,102.15 FEET;

THENCE NORTH 89°40'14" EAST, A DISTANCE OF 901.36 FEET TO THE WESTERLY RIGHT-OF-WAY LINE OF VALENTIA STREET, PRAIRIE GATEWAY ROADS – PHASE 1;

THENCE ALONG SAID WESTERLY RIGHT-OF-WAY LINE OF VALENTIA STREET FOR THE FOLLOWING TWO (2) COURSES:

- 1) THENCE SOUTH 00°19'48" EAST, A DISTANCE OF 977.62 FEET;
- 2) THENCE SOUTH 44°11'17" WEST, A DISTANCE OF 24.24 FEET TO THE NORTHERLY RIGHT-OF-WAY LINE OF EAST 56TH AVENUE, PRAIRIE GATEWAY ROADS – PHASE 1;

THENCE ALONG SAID NORTHERLY RIGHT-OF-WAY LINE OF EAST 56TH AVENUE FOR THE FOLLOWING FOUR (4) COURSES:

- 1) THENCE SOUTH 88°42'29" WEST, A DISTANCE OF 52.08 FEET;
- 2) THENCE SOUTH 01°17'31" EAST, A DISTANCE OF 5.00 FEET;
- 3) THENCE SOUTH 88°42'29" WEST, A DISTANCE OF 383.01 FEET;
- 4) THENCE SOUTH 88°22'22" WEST, A DISTANCE OF 718.64 FEET TO THE EAST LINE OF THE U.S. POST OFFICE PROPERTY DESCRIBED IN DACA45-4-71-6185;

THENCE ALONG THE BOUNDARY OF SAID U.S. POST OFFICE PROPERTY FOR THE FOLLOWING THREE (3) COURSES:

- 1) THENCE NORTH 00°20'07" WEST, A DISTANCE OF 2,074.47 FEET;
- 2) THENCE SOUTH 89°39'55" WEST, A DISTANCE OF 1,505.00 FEET;
- 3) THENCE SOUTH 00°20'07" EAST, A DISTANCE OF 1,467.00 FEET TO THE NORTH LINE OF THE SOUTH ADAMS COUNTY WATER AND SANITATION DISTRICT PROPERTY DESCRIBED IN SPECIAL WARRANTY DEED, FILED APRIL 29, 2011 AT RECEPTION NO. 2011000027857 OF THE RECORDS OF THE ADAMS COUNTY CLERK AND RECORDER;

THENCE ALONG THE BOUNDARY OF SAID SOUTH ADAMS COUNTY WATER AND SANITATION DISTRICT PROPERTY FOR THE FOLLOWING TWO (2) COURSES:

- 1) THENCE SOUTH 89°39'55" WEST, A DISTANCE OF 70.00 FEET;
- 2) THENCE SOUTH 00°20'07" EAST, A DISTANCE OF 600.49 FEET TO SAID NORTHERLY RIGHT-OF-WAY LINE OF EAST 56TH AVENUE;

THENCE ALONG SAID NORTHERLY RIGHT-OF-WAY LINE OF EAST 56TH AVENUE FOR THE FOLLOWING TWO (2) COURSES:

- 1) THENCE NORTH 88°20'05" WEST, A DISTANCE OF 240.69 FEET TO A POINT OF CURVATURE;
- 2) THENCE ALONG THE ARC OF A TANGENT CURVE TO THE RIGHT HAVING A CENTRAL ANGLE OF 87°59'57", A RADIUS OF 130.00 FEET, AN ARC LENGTH OF 199.66 FEET, THE CORD OF WHICH BEARS NORTH 44°20'06" WEST, A DISTANCE OF 180.61 FEET TO THE **POINT OF BEGINNING**;

CONTAINING A CALCULATED AREA OF 3,250,256 SQUARE FEET, OR 74.616 ACRES, MORE OR LESS.

PARCEL 7

A PARCEL OF LAND LOCATED IN THE SOUTHEAST QUARTER OF SECTION 9, TOWNSHIP 3 SOUTH, RANGE 67 WEST OF THE SIXTH PRINCIPAL MERIDIAN, COUNTY OF ADAMS, STATE OF COLORADO, BEING MORE PARTICULARLY DESCRIBED AS FOLLOWS:

[Exhibit A to Resolution]

COMMENCING AT THE SOUTHEAST CORNER OF SAID SECTION 9 AND CONSIDERING THE SOUTH LINE OF THE SOUTHEAST QUARTER OF SAID SECTION 9 TO BEAR SOUTH 89°38'59" WEST WITH ALL BEARINGS CONTAINED HEREIN BEING RELATIVE THERETO;

THENCE NORTH 64°36'13" WEST, A DISTANCE OF 177.26 FEET TO A LINE 77.00 FEET NORTH OF AND PARALLEL WITH SAID SOUTH LINE OF THE SOUTHEAST QUARTER OF SECTION 9 AND THE **POINT OF BEGINNING**;

THENCE SOUTH 89°38'59" WEST, A DISTANCE OF 1,774.29 FEET ALONG SAID PARALLEL LINE AND THE NORTHERLY RIGHT-OF-WAY LINE OF EAST 56TH AVENUE, PRAIRIE GATEWAY ROADS – PHASE 1, FILED OCTOBER 12, 2006 AT RECEPTION NO. 2006000989269 OF THE RECORDS OF THE ADAMS COUNTY CLERK AND RECORDER, TO THE EASTERLY RIGHT-OF-WAY LINE OF VALENTIA STREET, PRAIRIE GATEWAY ROADS – PHASE 1;

THENCE ALONG SAID EASTERLY RIGHT-OF-WAY LINE OF VALENTIA STREET FOR THE FOLLOWING THREE (3) COURSES:

- 1) THENCE NORTH 46°56'53" WEST, A DISTANCE OF 31.87 FEET;
- 2) THENCE NORTH 03°10'22" WEST, A DISTANCE OF 189.92 FEET;
- 3) THENCE NORTH 00°19'48" WEST, A DISTANCE OF 787.13 FEET;

THENCE NORTH 89°40'14" EAST, A DISTANCE OF 1,937.94 FEET TO A LINE 30.00 FEET WEST OF AND PARALLEL WITH THE EAST LINE OF SAID SOUTHEAST QUARTER OF SECTION 9;

THENCE SOUTH 00°15'23" EAST, A DISTANCE OF 868.22 FEET ALONG LAST SAID PARALLEL LINE TO A POINT OF CURVATURE;

THENCE ALONG THE ARC OF A TANGENT CURVE TO THE RIGHT HAVING A CENTRAL ANGLE OF 89°54'23", A RADIUS OF 130.00 FEET, AN ARC LENGTH OF 203.99 FEET, THE CORD OF WHICH BEARS SOUTH 44°41'48" WEST, A DISTANCE OF 183.70 FEET TO A POINT OF TANGENCY TO THE **POINT OF BEGINNING**;

CONTAINING A CALCULATED AREA OF 1,929,161 SQUARE FEET, OR 44.287 ACRES, MORE OR LESS.

PARCELS 1 THROUGH 7 CONTAINING A COMBINED CALCULATED AREA OF 11,719,436 SQUARE FEET, OR 269.041 ACRES, MORE OR LESS.

I, JAMES M. ROAKE, A SURVEYOR LICENSED IN THE STATE OF COLORADO, DO HEREBY CERTIFY THAT THE ABOVE LEGAL WAS PREPARED BY ME OR UNDER MY DIRECT SUPERVISION AND CHECKING.

JAMES M. ROAKE, P.L.S. 37898
FOR AND ON BEHALF OF MANHARD CONSULTING

EXHIBIT A

10/5/2014 12:43 PM Dwg Name: P:\Sedocco\des\Surv\Final Drawings\Alta Survey\01-05 SC00000-SA.dwg Updoted By: BP/CH

CURVE	DELTA	RADIUS	LENGTH	CHORD	BEARING	CHORD
C1	4311.05°	792.00'	596.94'	N 2230°15' W	592.91'	
C2	8570.41°	50.00'	74.19'	N 0155°27' W	67.57'	
C3	4154.05°	50.00'	36.57'	N 0227°01' E	35.76'	
C4	9459.19°	50.00'	82.89'	N 0854°30' E	73.12'	
C5	4311.05°	650.00'	489.92'	S 2200°15' E	478.40'	
C6	4929.27°	1130.00'	976.07'	S 247°09' W	946.00'	
C7	5937.28°	171.00'	177.36'	S 89°03'12' E	174.76'	
C8	1256.02°	1728.00'	390.07'	S 31°42'09' E	389.25'	
C9	5009.00°	336.00'	294.09'	S 24°44'33' W	284.80'	
C10	190337°	1728.00'	575.01'	S 80°17'30' E	572.36'	

AREA TABLE	AREA TABLE
PARCEL 1 = 84.59' SQUARE FEET	1.942 ACRES
PARCEL 2 = 3,357,085 SQUARE FEET	77,068 ACRES
PARCEL 3 = 2,521,677 SQUARE FEET	57,890 ACRES
PARCEL 4 = 333,619 SQUARE FEET	7,659 ACRES
PARCEL 5 = 243,041 SQUARE FEET	5,579 ACRES
PARCEL 6 = 3,250,256 SQUARE FEET	74,616 ACRES
PARCEL 7 = 1,293,161 SQUARE FEET	29,604 ACRES
TOTAL = 11,719,436 SQUARE FEET	269.041 ACRES

CURVE	DELTA	RADIUS	LENGTH	CHORD	BEARING	CHORD
C11	2104.28°	394.00'	133.89'	N 107°23' E	133.13'	
C12	8759.97°	130.00'	199.65'	N 44°20'06" W	180.61'	
C13	8934.23°	130.00'	203.99'	S 44°44'16" W	181.70'	

CURVE	DELTA	RADIUS	LENGTH	CHORD	BEARING	CHORD
C14	2104.28°	394.00'	133.89'	N 107°23' E	133.13'	
C15	8759.97°	130.00'	199.65'	N 44°20'06" W	180.61'	
C16	8934.23°	130.00'	203.99'	S 44°44'16" W	181.70'	

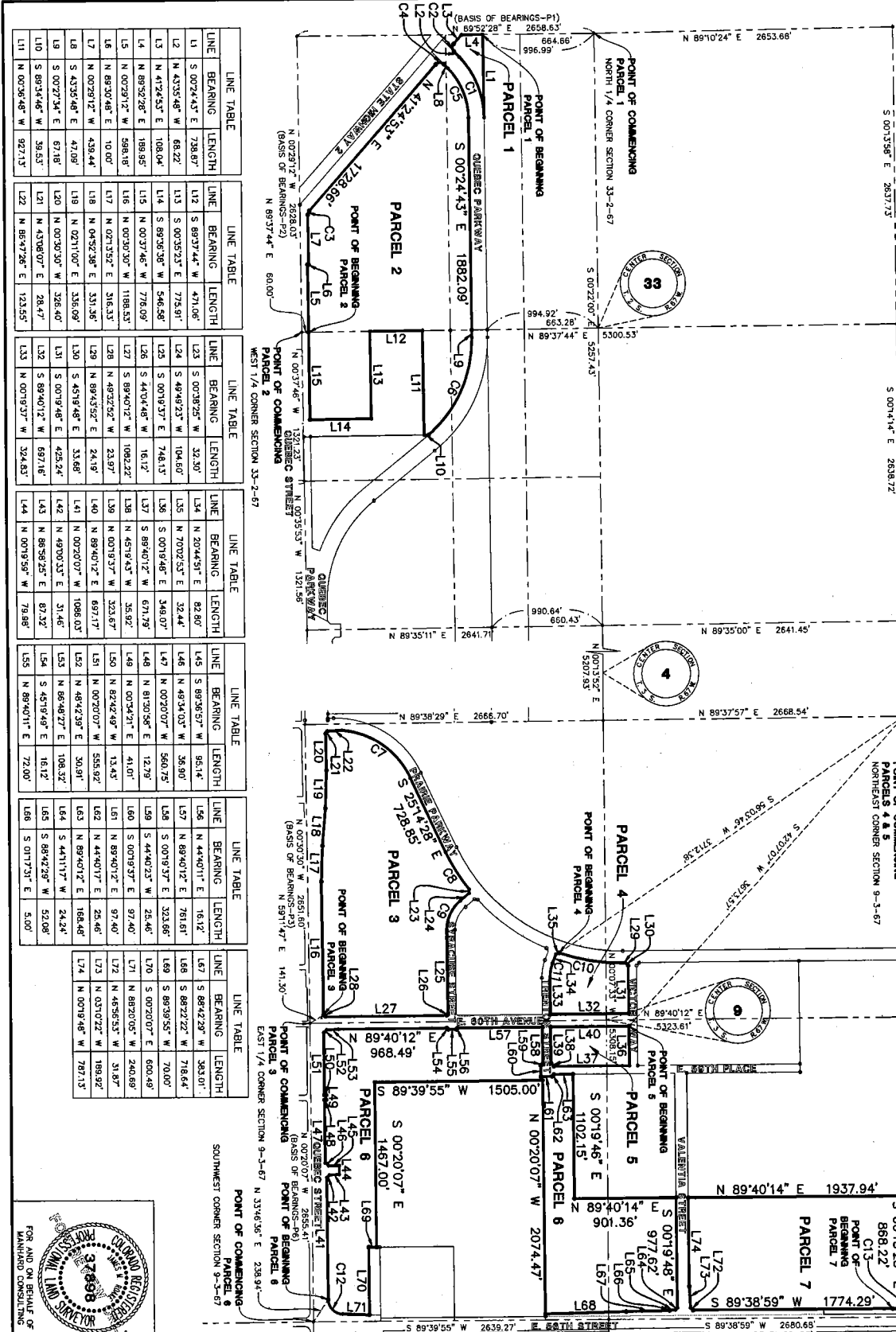


EXHIBIT B TO RESOLUTION

(Amendment)

[Exhibit B to Resolution]

AMENDMENT TO PURCHASE AND SALE AGREEMENT

THIS AMENDMENT TO PURCHASE AND SALE AGREEMENT (this "**Amendment**") is effective as of the date executed by the Seller as set forth below, and made and entered into by and among KROENKE CC PROPERTIES, LLC, a Colorado limited liability company ("**Purchaser**"), and THE CITY OF COMMERCE CITY, a Colorado municipal corporation, and a home rule city duly incorporated under the Colorado Constitution (the "**Seller**" or the "**City**"). Purchaser and Seller are sometimes referred to individually herein as a "**Party**" and collectively as the "**Parties**."

RECITALS

- A. Purchaser and Seller are parties to that certain Purchase and Sale Agreement, dated January 9, 2006 (the "**Agreement**"), concerning certain real property more particularly described therein. Capitalized terms not defined in this Amendment shall have the same meaning as set forth in the Agreement.
- B. The Parties desire to amend the Agreement as further set forth below.

NOW THEREFORE, in consideration of the mutual promises and covenants contained herein and in the Agreement, and other good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, the Parties hereby amend the Agreement as follows:

AGREEMENT

1. Additional Development Land. The Parties agree that the Additional Development Land to be acquired by Purchaser pursuant to the Agreement, as amended by this Amendment, shall be those approximately 269.041 acres, described and depicted on Exhibit A-1, attached hereto and incorporated herein by this reference. Notwithstanding the foregoing, the Parties agree that the legal descriptions set forth on Exhibit A-1 and the above-noted acreage are subject to minor changes, including but not limited to those changes resulting from requests by the Title Company, and shall be as described on the final ALTA/ACSM Survey to be prepared by Manhard Consulting LTD on behalf of Purchaser (the "**Final Survey**"). The Parties must mutually approve the Final Survey, which approval shall not be unreasonably withheld, conditioned or delayed by either Party.

2. Access Easement. The Seller and Purchaser agree that at Closing, they will duly execute and deliver the Access Easement, in the form attached hereto as Exhibit B-1, and incorporated herein by this reference.

3. Purchase Price. Subject to any adjustment based on the acreage described on the Final Survey as noted in paragraph 1 above, the Parties agree that the purchase price for the

Additional Development Land shall be **\$4,304,656.00** (269.041 acres x \$16,000.00/acre, per Section 2.4 of the Agreement).

4. Subdivision Process and Site Approval.

(a) The Parties acknowledge that Section 2.7 of the Agreement provides that the legal description of the real property to be acquired by the Purchaser (whether in one phase or multiple phases) will be determined as set forth in Section 2.5(a) of the Agreement. The Parties further acknowledge that as further set forth in Section 2.5(a) of the Agreement, the Purchaser must submit to the City a plan for Site Approval (as defined in Section 2.5(a) the Agreement), together with a subdivision plat to convert the legal description attached as **Exhibit A-1** into a lot and block description in accordance applicable State laws and City requirements; and which Site Approval shall be subject to the City's review as set forth in Section 2.5(b) of the Agreement. Notwithstanding that the Parties have agreed that the legal description of the property to be conveyed by the City (as Seller) to the Purchaser is as set forth in Section 1 of this Amendment above and attached hereto as **Exhibit A-1** (*i.e.*, the Additional Development Land), nothing contained in this Amendment shall be deemed to be a waiver of or an intent to waive the Purchaser's obligation to submit the required Site Approval, subdivision plat to convert the legal description attached as **Exhibit A-1** into a lot and block description in accordance applicable State laws and City requirements, and other documents and instruments as set forth in Section 2.5(a) of the Agreement, and the City's authority to review the application as set forth in Section 2.5(b) of the Agreement. In consideration of the foregoing, Purchaser agrees that until Purchaser complies with the requirement set forth in Section 2.5(a) and the City approves the Site Approval as set forth in Section 2.5(b), except for tenant leases for separately demised spaces within any contemplated improvements for the Additional Development Land which Purchaser may continue to negotiate and execute and for any financing Purchaser obtains that secures the Additional Development Land as collateral, Purchaser may not convey, sell, transfer, exchange or otherwise dispose of or grant any interest in the Additional Development Land (or any portion thereof) without first submitting and obtaining the City's approval of the plan for Site Approval as contemplated in Section 2.5 of the Agreement. If the Purchaser does not comply with the Site Approval requirements as set forth in Section 2.5(a) of the Agreement, then the Additional Development Land shall not be deemed legal building lots and no development rights shall attach thereto until such time that Purchaser complies with the Site Approval requirements as set forth in Section 2.5(a) of the Agreement, and the City approves the Site Approval as set forth in Section 2.5(b) of the Agreement. The Parties agree to cooperate during the Site Approval and subdivision approval process for the Additional Development Land without unnecessary delay. Purchaser, as soon as practical following the Closing, will submit to the City the Site Approval materials, including the necessary subdivision plat for the seven parcels being conveyed which may or may not occur concurrently with the Site Approval. Provided the Site Approval application and subdivision plat is complete (although completeness of the Site Approval application will not be required for the subdivision plat approval) and meets applicable City requirements for such submittals, the City will commence to process the Site Approval and subdivision plat as soon as reasonably possible following submittal. THE TERMS AND

CONDITIONS OF THIS PARAGRAPH 4 SHALL SURVIVE THE CLOSING AND SHALL NOT MERGE WITH NOR SHALL THEY BE DEEMED TO HAVE MERGED WITH THE PROVISIONS OF ANY DOCUMENTS DELIVERED AT CLOSING, INCLUDING, WITHOUT LIMITATION, THE DEED REFERENCED BELOW.

5. Deed. Exhibit C of the Agreement is hereby deleted in its entirety and replaced by Exhibit C-1, attached hereto and incorporated herein by this reference.

6. Water Assignment. The Seller and Purchaser agree that at Closing, they will duly execute and deliver the Bill of Sale and Assignment of Water Credits, in the form attached hereto as Exhibit D-1, and incorporated herein by this reference.

7. Further Assurances. In connection with this Amendment and the Agreement and the transactions contemplated thereunder, subject to applicable law, including, without limitation, applicable City code and the City's review and approval of plans required in connection with a Site Approval (as defined in Section 2.5(a) of the Agreement), each Party shall execute and deliver any additional documents and instruments and perform any additional acts that may be reasonably necessary or appropriate to effectuate and perform the provisions of the Agreement and those transactions.

8. Ratification and Restatement of Agreement. Except as modified by this Amendment, the Parties acknowledge that in all other respects, the provisions of the Agreement are hereby republished and ratified, and shall remain in full force and effect and unamended hereby.

9. Preparation of Amendment. Each Party and its counsel have reviewed and revised (or requested revisions of) this Amendment and have participated in the preparation of this Amendment, and therefore any rules of construction requiring that ambiguities are to be resolved against the party which drafted the Amendment or any exhibits hereto shall not be applicable in the construction and interpretation of this Amendment or any exhibits hereto.

10. Conflict in Terms. In the event of a conflict between the terms of the Agreement and the terms of this Amendment, the terms of this Amendment shall control.

11. Counterparts. This Amendment may be executed by the parties hereto in separate counterparts, each of which when executed and delivered shall be an original, but all such counterparts shall together constitute but one and the same instrument. Facsimile (or other means of electronic transmission, including PDF) signatures to this Amendment shall be binding.

[Signature page follows]

IN WITNESS WHEREOF, the Parties hereto have executed this Amendment as of the date executed by Seller as set forth below.

PURCHASER:

KROENKE CC PROPERTIES, LLC,
a Colorado limited liability company

By: _____

Name: _____

Title: _____

Date: _____

ATTEST:

City Clerk

Date: _____

APPROVED AS TO FORM:

City Clerk

By: _____

Robert R. Gehler, City Attorney

SELLER:

CITY OF COMMERCE CITY

By: _____

Sean Ford, Mayor

Date: _____

EXHIBIT A-1

LEGAL DESCRIPTION OF ADDITIONAL DEVELOPMENT LAND

PARCEL 1

A PARCEL OF LAND LOCATED IN THE NORTHWEST QUARTER OF SECTION 33, TOWNSHIP 2 SOUTH, RANGE 67 WEST OF THE SIXTH PRINCIPAL MERIDIAN, COUNTY OF ADAMS, STATE OF COLORADO, BEING MORE PARTICULARLY DESCRIBED AS FOLLOWS:

COMMENCING AT THE NORTH QUARTER CORNER OF SAID SECTION 33 AND CONSIDERING THE NORTH LINE OF THE NORTHWEST QUARTER OF SAID SECTION 33 TO BEAR SOUTH 89°52'28" WEST WITH ALL BEARINGS CONTAINED HEREIN BEING RELATIVE THERETO;

THENCE SOUTH 89°52'28" WEST, A DISTANCE OF 996.99 FEET ALONG SAID NORTH LINE OF THE NORTHWEST QUARTER OF SECTION 33 TO THE EAST LINE OF THE WEST HALF OF THE WEST HALF OF THE EAST HALF OF SAID NORTHWEST QUARTER OF SECTION 33 AND **THE POINT OF BEGINNING**;

THENCE SOUTH 00°24'43" EAST, A DISTANCE OF 738.87 FEET ALONG LAST SAID EAST LINE TO THE EAST RIGHT-OF-WAY LINE OF QUEBEC PARKWAY, PRAIRIE GATEWAY ROADS – PHASE 2, FILED JUNE 2, 2008 AT RECEPTION NO. 2008000043922 OF THE RECORDS OF THE ADAMS COUNTY CLERK AND RECORDER, BEING A NON-TANGENT CURVE;

THENCE ALONG SAID EASTERLY RIGHT-OF-WAY LINE OF QUEBEC PARKWAY FOR THE FOLLOWING TWO (2) COURSES:

- 1) THENCE ALONG THE ARC OF A NON-TANGENT CURVE TO THE LEFT HAVING A CENTRAL ANGLE OF 43°11'05", A RADIUS OF 792.00 FEET, AN ARC LENGTH OF 596.94 FEET, THE CORD OF WHICH BEARS NORTH 22°00'15" WEST, A DISTANCE OF 582.91 FEET TO A POINT OF TANGENCY;
- 2) THENCE NORTH 43°35'48" WEST, A DISTANCE OF 68.22 FEET TO A POINT OF CURVATURE;

THENCE ALONG THE ARC OF A TANGENT CURVE TO THE RIGHT HAVING A CENTRAL ANGLE OF 85°00'41", A RADIUS OF 50.00 FEET, AN ARC LENGTH OF 74.19 FEET, THE CHORD OF WHICH BEARS NORTH 01°05'28" WEST, A DISTANCE OF 67.57 FEET TO A POINT OF TANGENCY ON THE SOUTHEASTERLY LINE OF THE COLORADO DEPARTMENT OF TRANSPORTATION EASEMENT FILED NOVEMBER 21, 2005 AT RECEPTION NO. 20051121001281770 OF THE RECORDS OF THE ADAMS COUNTY CLERK AND RECORDER;

THENCE NORTH 41°24'53" EAST, A DISTANCE OF 108.04 FEET ALONG SAID SOUTHEASTERLY EASEMENT LINE TO THE NORTH LINE OF SAID NORTHWEST QUARTER OF SECTION 33;

THENCE NORTH 89°52'28" EAST, A DISTANCE OF 189.95 FEET TO THE **POINT OF BEGINNING**;

CONTAINING A CALCULATED AREA OF 84,597 SQUARE FEET, OR 1.942 ACRES, MORE OR LESS.

PARCEL 2

A PARCEL OF LAND LOCATED IN THE WEST HALF OF SECTION 33, TOWNSHIP 2 SOUTH, RANGE 67 WEST OF THE SIXTH PRINCIPAL MERIDIAN, COUNTY OF ADAMS, STATE OF COLORADO, BEING MORE PARTICULARLY DESCRIBED AS FOLLOWS:

COMMENCING AT THE WEST QUARTER CORNER OF SAID SECTION 33 AND CONSIDERING THE WEST LINE OF THE NORTHWEST QUARTER OF SAID SECTION 33 TO BEAR NORTH 00°29'12" WEST WITH ALL BEARINGS CONTAINED HEREIN BEING RELATIVE THERETO;

THENCE NORTH 89°37'44" EAST, A DISTANCE OF 60.00 FEET TO THE **POINT OF BEGINNING**;

THENCE NORTH 00°29'12" WEST, A DISTANCE OF 598.18 FEET;

THENCE NORTH 89°30'48" EAST, A DISTANCE OF 10.00 FEET;

THENCE NORTH 00°29'12" WEST, A DISTANCE OF 439.44 FEET TO A POINT OF CURVATURE;

THENCE ALONG THE ARC OF A TANGENT CURVE TO THE RIGHT HAVING A CENTRAL ANGLE OF 41°54'05", A RADIUS OF 50.00 FEET, AN ARC LENGTH OF 36.57 FEET, THE CHORD OF WHICH BEARS NORTH 20°27'51" EAST, A DISTANCE OF 35.76 FEET TO A POINT OF TANGENCY ON THE SOUTHEASTERLY LINE OF COLORADO DEPARTMENT OF TRANSPORTATION EASEMENT FILED NOVEMBER 21, 2005 AT RECEPTION NO. 20051121001281770 OF THE RECORDS OF THE ADAMS COUNTY CLERK AND RECORDER;

THENCE NORTH 41°24'53" EAST, A DISTANCE OF 1,728.66 FEET ALONG SAID SOUTHEASTERLY EASEMENT LINE TO A POINT OF CURVATURE;

THENCE ALONG THE ARC OF A TANGENT CURVE TO THE RIGHT HAVING A CENTRAL ANGLE OF 94°59'19", A RADIUS OF 50.00 FEET, AN ARC LENGTH OF 82.89 FEET, THE CHORD OF WHICH BEARS NORTH 88°54'33" EAST, A DISTANCE OF 73.72 FEET TO A POINT OF TANGENCY ON THE WESTERLY RIGHT-OF-WAY LINE OF QUEBEC PARKWAY, PRAIRIE GATEWAY ROADS – PHASE 2, FILED JUNE 2, 2008 AT RECEPTION NO. 2008000043922 OF THE RECORDS OF THE ADAMS COUNTY CLERK AND RECORDER;

THENCE ALONG SAID WESTERLY RIGHT-OF-WAY LINE OF QUEBEC PARKWAY FOR THE FOLLOWING FIVE (5) COURSES:

- 1) THENCE SOUTH 43°35'48" EAST, A DISTANCE OF 47.09 FEET TO A POINT OF CURVATURE;
- 2) THENCE ALONG THE ARC OF A TANGENT CURVE TO THE RIGHT HAVING A CENTRAL ANGLE OF 43°11'05", A RADIUS OF 650.00 FEET, AN ARC LENGTH OF 489.92 FEET, THE CORD OF WHICH BEARS SOUTH 22°00'15" EAST, A DISTANCE OF 478.40 FEET TO A POINT OF TANGENCY;
- 3) THENCE SOUTH 00°24'43" EAST, A DISTANCE OF 1,882.09 FEET;
- 4) THENCE SOUTH 00°27'34" EAST, A DISTANCE OF 67.18 FEET TO A POINT OF CURVATURE;
- 5) THENCE ALONG THE ARC OF A TANGENT CURVE TO THE RIGHT HAVING A CENTRAL ANGLE OF 49°29'27", A RADIUS OF 1,130.00 FEET, AN ARC LENGTH OF 976.07 FEET, THE CORD OF WHICH BEARS SOUTH 24°17'09" WEST, A DISTANCE OF

946.00 FEET TO THE NORTH LINE OF TRACT D, PRAIRIE GATEWAY ROADS – PHASE 2, BEING A NON-TANGENT LINE;

THENCE SOUTH 89°34'46" WEST, A DISTANCE OF 39.53 FEET ALONG SAID NORTH LINE OF TRACT D;

THENCE NORTH 00°36'48" WEST, A DISTANCE OF 927.13 FEET;
THENCE SOUTH 89°37'44" WEST, A DISTANCE OF 471.06 FEET;
THENCE SOUTH 00°35'23" EAST, A DISTANCE OF 775.91 FEET;
THENCE SOUTH 89°36'38" WEST, A DISTANCE OF 546.58 FEET;
THENCE NORTH 00°37'46" WEST, A DISTANCE OF 776.09 FEET TO THE **POINT OF BEGINNING**;

CONTAINING A CALCULATED AREA OF 3,357,085 SQUARE FEET, OR 77.068 ACRES, MORE OR LESS.

PARCEL 3

A PARCEL OF LAND LOCATED IN THE NORTHWEST QUARTER OF SECTION 9, TOWNSHIP 3 SOUTH, RANGE 67 WEST OF THE SIXTH PRINCIPAL MERIDIAN, COUNTY OF ADAMS, STATE OF COLORADO, BEING MORE PARTICULARLY DESCRIBED AS FOLLOWS:

COMMENCING AT THE WEST QUARTER CORNER OF SAID SECTION 9 AND CONSIDERING THE WEST LINE OF THE NORTHWEST QUARTER OF SAID SECTION 9 TO BEAR NORTH 00°30'30" WEST WITH ALL BEARINGS CONTAINED HEREIN BEING RELATIVE THERETO;

THENCE NORTH 59°11'47" EAST, A DISTANCE OF 141.30 FEET TO THE EASTERLY RIGHT-OF-WAY LINE OF QUEBEC PARKWAY, PRAIRIE GATEWAY ROADS – PHASE 1, FILED OCTOBER 12, 2006 AT RECEPTION NO. 2006000989269 OF THE RECORDS OF THE ADAMS COUNTY CLERK AND RECORDER, AND THE **POINT OF BEGINNING**;

THENCE ALONG SAID EASTERLY RIGHT-OF-WAY LINE OF QUEBEC PARKWAY FOR THE FOLLOWING SIX (6) COURSES:

- 1) THENCE NORTH 00°30'30" WEST, A DISTANCE OF 1,188.53 FEET;
- 2) THENCE NORTH 02°13'52" EAST, A DISTANCE OF 316.33 FEET;
- 3) THENCE NORTH 04°52'38" EAST, A DISTANCE OF 331.36 FEET;
- 4) THENCE NORTH 02°11'00" EAST, A DISTANCE OF 336.09 FEET;
- 5) THENCE NORTH 00°30'30" WEST, A DISTANCE OF 326.40 FEET;
- 6) THENCE NORTH 43°08'07" EAST, A DISTANCE OF 28.47 FEET TO THE SOUTHERLY RIGHT-OF-WAY LINE OF PRAIRIE PARKWAY, PRAIRIE GATEWAY SUBDIVISION FILING NO. 1, FILED AUGUST 25, 2005 AT RECEPTION NO. 20050825000917680 OF THE RECORDS OF THE ADAMS COUNTY CLERK AND RECORDER;

THENCE ALONG SAID SOUTHERLY RIGHT-OF-WAY LINE OF PRAIRIE PARKWAY FOR THE FOLLOWING FOUR (4) COURSES:

- 1) THENCE NORTH $86^{\circ}47'26''$ EAST, A DISTANCE OF 123.55 FEET TO A POINT ON A NON-TANGENT CURVE;
- 2) THENCE ALONG THE ARC OF A NON-TANGENT CURVE TO THE RIGHT HAVING A CENTRAL ANGLE OF $59^{\circ}37'28''$, A RADIUS OF 747.00 FEET, AN ARC LENGTH OF 777.36 FEET, THE CORD OF WHICH BEARS SOUTH $55^{\circ}03'12''$ EAST, A DISTANCE OF 742.76 FEET TO A POINT OF TANGENCY;
- 3) THENCE SOUTH $25^{\circ}14'28''$ EAST, A DISTANCE OF 728.85 FEET TO A POINT OF CURVATURE;
- 4) THENCE ALONG THE ARC OF A TANGENT CURVE TO THE LEFT HAVING A CENTRAL ANGLE OF $12^{\circ}56'02''$, A RADIUS OF 1,728.00 FEET, AN ARC LENGTH OF 390.07 FEET, THE CORD OF WHICH BEARS SOUTH $31^{\circ}42'29''$ EAST, A DISTANCE OF 389.25 FEET TO THE WESTERLY LINE OF SYRACUSE STREET, PRAIRIE GATEWAY ROADS – PHASE 1, BEING A NON-TANGENT LINE;

THENCE ALONG SAID WESTERLY RIGHT-OF-WAY LINE OF SYRACUSE STREET FOR THE FOLLOWING FIVE (5) COURSES:

- 1) THENCE SOUTH $00^{\circ}38'25''$ WEST, A DISTANCE OF 32.30 FEET;
- 2) THENCE SOUTH $49^{\circ}49'23''$ WEST, A DISTANCE OF 104.60 FEET TO A POINT OF CURVATURE;
- 3) THENCE ALONG THE ARC OF A TANGENT CURVE TO THE LEFT HAVING A CENTRAL ANGLE OF $50^{\circ}09'00''$, A RADIUS OF 336.00 FEET, AN ARC LENGTH OF 294.09 FEET, THE CORD OF WHICH BEARS SOUTH $24^{\circ}44'53''$ WEST, A DISTANCE OF 284.80 FEET TO A POINT OF TANGENCY;
- 4) THENCE SOUTH $00^{\circ}19'37''$ EAST, A DISTANCE OF 748.13 FEET;
- 5) THENCE SOUTH $44^{\circ}04'48''$ WEST, A DISTANCE OF 16.12 FEET TO THE NORTHERLY RIGHT-OF-WAY LINE OF EAST 60TH AVENUE, PRAIRIE GATEWAY ROADS – PHASE 1;

THENCE ALONG SAID NORTHERLY RIGHT-OF-WAY LINE OF EAST 60TH AVENUE FOR THE FOLLOWING TWO (2) COURSES:

- 1) THENCE SOUTH $89^{\circ}40'12''$ WEST, A DISTANCE OF 1,082.22 FEET;
- 2) THENCE NORTH $49^{\circ}32'52''$ WEST, A DISTANCE OF 23.97 FEET TO THE **POINT OF BEGINNING**;

CONTAINING A CALCULATED AREA OF 2,521,677 SQUARE FEET, OR 57.890 ACRES, MORE OR LESS.

PARCEL 4

A PARCEL OF LAND LOCATED IN THE NORTH HALF OF SECTION 9, TOWNSHIP 3 SOUTH, RANGE 67 WEST OF THE SIXTH PRINCIPAL MERIDIAN, COUNTY OF ADAMS, STATE OF COLORADO, BEING MORE PARTICULARLY DESCRIBED AS FOLLOWS:

COMMENCING AT THE NORTHEAST CORNER OF SAID SECTION 9 AND CONSIDERING THE

EAST LINE OF THE NORTHEAST QUARTER OF SAID SECTION 9 TO BEAR SOUTH 00°15'25" EAST WITH ALL BEARINGS CONTAINED HEREIN BEING RELATIVE THERETO;

THENCE SOUTH 56°03'46" WEST, A DISTANCE OF 3,712.38 FEET TO THE SOUTHERLY RIGHT-OF-WAY LINE OF PRAIRIE PARKWAY, PRAIRIE GATEWAY SUBDIVISION FILING NO. 1, FILED AUGUST 25, 2005 AT RECEPTION NO. 20050825000917680 OF THE RECORDS OF THE ADAMS COUNTY CLERK AND RECORDER, AND THE **POINT OF BEGINNING**;

THENCE ALONG SAID SOUTHERLY RIGHT-OF-WAY LINE OF PRAIRIE PARKWAY FOR THE FOLLOWING TWO (2) COURSES:

- 1) THENCE ALONG THE ARC OF A NON-TANGENT CURVE TO THE LEFT HAVING A CENTRAL ANGLE OF 19°03'57", A RADIUS OF 1,728.00 FEET, AN ARC LENGTH OF 575.01 FEET, THE CORD OF WHICH BEARS SOUTH 80°47'50" EAST, A DISTANCE OF 572.36 FEET TO A POINT OF TANGENCY;
- 2) THENCE NORTH 89°43'52" EAST, A DISTANCE OF 24.19 FEET TO THE WESTERLY RIGHT-OF-WAY LINE OF VICTORY WAY, PRAIRIE GATEWAY ROADS – PHASE 1, FILED OCTOBER 12, 2006 AT RECEPTION NO. 2006000989269 OF THE RECORDS OF THE ADAMS COUNTY CLERK AND RECORDER;

THENCE ALONG SAID WESTERLY RIGHT-OF-WAY LINE OF VICTORY WAY FOR THE FOLLOWING TWO (2) COURSES:

- 1) THENCE SOUTH 45°19'48" EAST, A DISTANCE OF 33.68 FEET;
- 2) THENCE SOUTH 00°19'48" EAST, A DISTANCE OF 425.24 FEET TO THE NORTHERLY RIGHT-OF-WAY LINE OF EAST 60TH AVENUE, PRAIRIE GATEWAY ROADS – PHASE 1;

THENCE SOUTH 89°40'12" WEST, A DISTANCE OF 697.16 FEET ALONG SAID NORTHERLY RIGHT-OF-WAY LINE TO THE EASTERLY RIGHT-OF-WAY LINE OF TRENTON STREET, PRAIRIE GATEWAY ROADS – PHASE 1;

THENCE ALONG SAID EASTERLY RIGHT-OF-WAY LINE OF TRENTON STREET FOR THE FOLLOWING FOUR (4) COURSES:

- 1) THENCE NORTH 00°19'37" WEST, A DISTANCE OF 324.83 FEET TO A POINT OF CURVATURE;
- 2) THENCE ALONG THE ARC OF A TANGENT CURVE TO THE RIGHT HAVING A CENTRAL ANGLE OF 21°04'28", A RADIUS OF 364.00 FEET, AN ARC LENGTH OF 133.89 FEET, THE CORD OF WHICH BEARS NORTH 10°12'37" EAST, A DISTANCE OF 133.13 FEET TO A POINT OF TANGENCY;
- 3) THENCE NORTH 20°44'51" EAST, A DISTANCE OF 82.80 FEET;
- 4) THENCE NORTH 70°02'53" EAST, A DISTANCE OF 32.44 FEET TO THE **POINT OF BEGINNING**;

CONTAINING A CALCULATED AREA OF 333,619 SQUARE FEET, OR 7.659 ACRES, MORE OR LESS.

PARCEL 5

A PARCEL OF LAND LOCATED IN THE SOUTH HALF OF SECTION 9, TOWNSHIP 3 SOUTH, RANGE 67 WEST OF THE SIXTH PRINCIPAL MERIDIAN, COUNTY OF ADAMS, STATE OF COLORADO, BEING MORE PARTICULARLY DESCRIBED AS FOLLOWS:

COMMENCING AT THE NORTHEAST CORNER OF SAID SECTION 9 AND CONSIDERING THE EAST LINE OF THE NORTHEAST QUARTER OF SAID SECTION 9 TO BEAR SOUTH 00°15'25" EAST WITH ALL BEARINGS CONTAINED HEREIN BEING RELATIVE THERETO;

THENCE SOUTH 42°07'07" WEST, A DISTANCE OF 3,673.57 FEET TO THE INTERSECTION OF THE WESTERLY RIGHT-OF-WAY LINE OF VICTORY WAY, PRAIRIE GATEWAY ROADS – PHASE 1, FILED OCTOBER 12, 2006 AT RECEPTION NO. 2006000989269 OF THE RECORDS OF THE ADAMS COUNTY CLERK AND RECORDER, WITH THE SOUTHERLY RIGHT-OF-WAY LINE OF EAST 60TH AVENUE, PRAIRIE GATEWAY ROADS – PHASE 1, AND THE **POINT OF BEGINNING**;

THENCE SOUTH 00°19'48" EAST, A DISTANCE OF 349.07 FEET ALONG SAID WESTERLY RIGHT-OF-WAY LINE OF VICTORY WAY TO THE NORTHERLY RIGHT-OF-WAY LINE OF EAST 59TH PLACE, PRAIRIE GATEWAY ROADS – PHASE 1;

THENCE SOUTH 89°40'12" WEST, A DISTANCE OF 671.79 FEET ALONG SAID THE NORTHERLY RIGHT-OF-WAY LINE OF EAST 59TH PLACE TO THE EASTERLY RIGHT-OF-WAY LINE OF TRENTON STREET, PRAIRIE GATEWAY ROADS – PHASE 1;

THENCE ALONG SAID EASTERLY RIGHT-OF-WAY LINE OF TRENTON STREET FOR THE FOLLOWING TWO (2) COURSES:

- 1) THENCE NORTH 45°19'43" WEST, A DISTANCE OF 35.92 FEET;
- 2) THENCE NORTH 00°19'37" WEST, A DISTANCE OF 323.67 FEET TO SAID SOUTHERLY RIGHT-OF-WAY LINE OF EAST 60TH AVENUE;

THENCE NORTH 89°40'12" EAST, A DISTANCE OF 697.17 FEET ALONG SAID SOUTHERLY RIGHT-OF-WAY LINE OF EAST 60TH AVENUE TO THE **POINT OF BEGINNING**;

CONTAINING A CALCULATED AREA OF 243,041 SQUARE FEET, OR 5.579 ACRES, MORE OR LESS.

PARCEL 6

A PARCEL OF LAND LOCATED IN THE SOUTH HALF OF SECTION 9, TOWNSHIP 3 SOUTH, RANGE 67 WEST OF THE SIXTH PRINCIPAL MERIDIAN, COUNTY OF ADAMS, STATE OF COLORADO, BEING MORE PARTICULARLY DESCRIBED AS FOLLOWS:

COMMENCING AT THE SOUTHWEST CORNER OF SAID SECTION 9 AND CONSIDERING THE WEST LINE OF THE SOUTHWEST QUARTER OF SAID SECTION 9 TO BEAR NORTH 00°20'07" WEST WITH ALL BEARINGS CONTAINED HEREIN BEING RELATIVE THERETO;

THENCE NORTH 33°46'36" EAST, A DISTANCE OF 238.94 FEET TO THE EASTERLY RIGHT-OF-WAY LINE OF QUEBEC PARKWAY, PRAIRIE GATEWAY ROADS – PHASE 1, FILED OCTOBER 12, 2006 AT RECEPTION NO. 2006000989269 OF THE RECORDS OF THE ADAMS

COUNTY CLERK AND RECORDER, AND THE **POINT OF BEGINNING**;

THENCE ALONG SAID EASTERLY RIGHT-OF-WAY LINE OF QUEBEC PARKWAY FOR THE FOLLOWING ELEVEN (11) COURSES:

- 1) THENCE NORTH 00°20'07" WEST, A DISTANCE OF 1,086.03 FEET;
- 2) THENCE NORTH 49°00'33" EAST, A DISTANCE OF 31.46 FEET;
- 3) THENCE NORTH 86°58'25" EAST, A DISTANCE OF 87.32 FEET;
- 4) THENCE NORTH 00°19'59" WEST, A DISTANCE OF 79.98 FEET;
- 5) THENCE SOUTH 89°36'57" WEST, A DISTANCE OF 95.14 FEET;
- 6) THENCE NORTH 49°34'03" WEST, A DISTANCE OF 36.90 FEET;
- 7) THENCE NORTH 00°20'07" WEST, A DISTANCE OF 560.75 FEET;
- 8) THENCE NORTH 81°30'58" EAST, A DISTANCE OF 12.79 FEET;
- 9) THENCE NORTH 00°34'21" EAST, A DISTANCE OF 41.01 FEET;
- 10) THENCE NORTH 82°42'49" WEST, A DISTANCE OF 13.43 FEET;
- 11) THENCE NORTH 00°20'07" WEST, A DISTANCE OF 555.92 FEET TO THE SOUTHERLY RIGHT-OF-WAY LINE OF EAST 60TH AVENUE, PRAIRIE GATEWAY ROADS – PHASE 1;

THENCE ALONG SAID SOUTHERLY RIGHT-OF-WAY LINE OF EAST 60TH AVENUE FOR THE FOLLOWING SEVEN (7) COURSES:

- 1) THENCE NORTH 48°42'39" EAST, A DISTANCE OF 30.91 FEET;
- 2) THENCE NORTH 86°48'27" EAST, A DISTANCE OF 108.32 FEET;
- 3) THENCE NORTH 89°40'12" EAST, A DISTANCE OF 968.49 FEET;
- 4) THENCE SOUTH 45°19'49" EAST, A DISTANCE OF 16.12 FEET;
- 5) THENCE NORTH 89°40'11" EAST, A DISTANCE OF 72.00 FEET;
- 6) THENCE NORTH 44°40'11" EAST, A DISTANCE OF 16.12 FEET;
- 7) THENCE NORTH 89°40'12" EAST, A DISTANCE OF 761.61 FEET TO THE WESTERLY RIGHT-OF-WAY LINE OF TRENTON STREET, PRAIRIE GATEWAY ROADS – PHASE 1;

THENCE ALONG SAID WESTERLY RIGHT-OF-WAY LINE OF TRENTON STREET FOR THE FOLLOWING THREE (3) COURSES:

- 1) THENCE SOUTH 00°19'37" EAST, A DISTANCE OF 323.66 FEET;
- 2) THENCE SOUTH 44°40'23" WEST, A DISTANCE OF 25.46 FEET;
- 3) THENCE SOUTH 00°19'37" EAST, A DISTANCE OF 97.40 FEET TO THE SOUTHERLY RIGHT-OF-WAY LINE OF EAST 59TH PLACE, PRAIRIE GATEWAY ROADS – PHASE 1;

THENCE ALONG SAID SOUTHERLY RIGHT-OF-WAY LINE OF EAST 59TH PLACE FOR THE

FOLLOWING THREE (3) COURSES:

- 1) THENCE NORTH 89°40'12" EAST, A DISTANCE OF 97.40 FEET;
- 2) THENCE NORTH 44°40'17" EAST, A DISTANCE OF 25.46 FEET;
- 3) THENCE NORTH 89°40'12" EAST, A DISTANCE OF 168.48 FEET;

THENCE SOUTH 00°19'46" EAST, A DISTANCE OF 1,102.15 FEET;

THENCE NORTH 89°40'14" EAST, A DISTANCE OF 901.36 FEET TO THE WESTERLY RIGHT-OF-WAY LINE OF VALENTIA STREET, PRAIRIE GATEWAY ROADS – PHASE 1;

THENCE ALONG SAID WESTERLY RIGHT-OF-WAY LINE OF VALENTIA STREET FOR THE FOLLOWING TWO (2) COURSES:

- 1) THENCE SOUTH 00°19'48" EAST, A DISTANCE OF 977.62 FEET;
- 2) THENCE SOUTH 44°11'17" WEST, A DISTANCE OF 24.24 FEET TO THE NORTHERLY RIGHT-OF-WAY LINE OF EAST 56TH AVENUE, PRAIRIE GATEWAY ROADS – PHASE 1;

THENCE ALONG SAID NORTHERLY RIGHT-OF-WAY LINE OF EAST 56TH AVENUE FOR THE FOLLOWING FOUR (4) COURSES:

- 1) THENCE SOUTH 88°42'29" WEST, A DISTANCE OF 52.08 FEET;
- 2) THENCE SOUTH 01°17'31" EAST, A DISTANCE OF 5.00 FEET;
- 3) THENCE SOUTH 88°42'29" WEST, A DISTANCE OF 383.01 FEET;
- 4) THENCE SOUTH 88°22'22" WEST, A DISTANCE OF 718.64 FEET TO THE EAST LINE OF THE U.S. POST OFFICE PROPERTY DESCRIBED IN DACA45-4-71-6185;

THENCE ALONG THE BOUNDARY OF SAID U.S. POST OFFICE PROPERTY FOR THE FOLLOWING THREE (3) COURSES:

- 1) THENCE NORTH 00°20'07" WEST, A DISTANCE OF 2,074.47 FEET;
- 2) THENCE SOUTH 89°39'55" WEST, A DISTANCE OF 1,505.00 FEET;
- 3) THENCE SOUTH 00°20'07" EAST, A DISTANCE OF 1,467.00 FEET TO THE NORTH LINE OF THE SOUTH ADAMS COUNTY WATER AND SANITATION DISTRICT PROPERTY DESCRIBED IN SPECIAL WARRANTY DEED, FILED APRIL 29, 2011 AT RECEPTION NO. 2011000027857 OF THE RECORDS OF THE ADAMS COUNTY CLERK AND RECORDER;

THENCE ALONG THE BOUNDARY OF SAID SOUTH ADAMS COUNTY WATER AND SANITATION DISTRICT PROPERTY FOR THE FOLLOWING TWO (2) COURSES:

- 1) THENCE SOUTH 89°39'55" WEST, A DISTANCE OF 70.00 FEET;
- 2) THENCE SOUTH 00°20'07" EAST, A DISTANCE OF 600.49 FEET TO SAID NORTHERLY RIGHT-OF-WAY LINE OF EAST 56TH AVENUE;

THENCE ALONG SAID NORTHERLY RIGHT-OF-WAY LINE OF EAST 56TH AVENUE FOR THE FOLLOWING TWO (2) COURSES:

- 1) THENCE NORTH 88°20'05" WEST, A DISTANCE OF 240.69 FEET TO A POINT OF CURVATURE;
- 2) THENCE ALONG THE ARC OF A TANGENT CURVE TO THE RIGHT HAVING A CENTRAL ANGLE OF 87°59'57", A RADIUS OF 130.00 FEET, AN ARC LENGTH OF 199.66 FEET, THE CORD OF WHICH BEARS NORTH 44°20'06" WEST, A DISTANCE OF 180.61 FEET TO THE **POINT OF BEGINNING**;

CONTAINING A CALCULATED AREA OF 3,250,256 SQUARE FEET, OR 74.616 ACRES, MORE OR LESS.

PARCEL 7

A PARCEL OF LAND LOCATED IN THE SOUTHEAST QUARTER OF SECTION 9, TOWNSHIP 3 SOUTH, RANGE 67 WEST OF THE SIXTH PRINCIPAL MERIDIAN, COUNTY OF ADAMS, STATE OF COLORADO, BEING MORE PARTICULARLY DESCRIBED AS FOLLOWS:

COMMENCING AT THE SOUTHEAST CORNER OF SAID SECTION 9 AND CONSIDERING THE SOUTH LINE OF THE SOUTHEAST QUARTER OF SAID SECTION 9 TO BEAR SOUTH 89°38'59" WEST WITH ALL BEARINGS CONTAINED HEREIN BEING RELATIVE THERETO;

THENCE NORTH 64°36'13" WEST, A DISTANCE OF 177.26 FEET TO A LINE 77.00 FEET NORTH OF AND PARALLEL WITH SAID SOUTH LINE OF THE SOUTHEAST QUARTER OF SECTION 9 AND THE **POINT OF BEGINNING**;

THENCE SOUTH 89°38'59" WEST, A DISTANCE OF 1,774.29 FEET ALONG SAID PARALLEL LINE AND THE NORTHERLY RIGHT-OF-WAY LINE OF EAST 56TH AVENUE, PRAIRIE GATEWAY ROADS – PHASE 1, FILED OCTOBER 12, 2006 AT RECEPTION NO. 2006000989269 OF THE RECORDS OF THE ADAMS COUNTY CLERK AND RECORDER, TO THE EASTERLY RIGHT-OF-WAY LINE OF VALENTIA STREET, PRAIRIE GATEWAY ROADS – PHASE 1;

THENCE ALONG SAID EASTERLY RIGHT-OF-WAY LINE OF VALENTIA STREET FOR THE FOLLOWING THREE (3) COURSES:

- 1) THENCE NORTH 46°56'53" WEST, A DISTANCE OF 31.87 FEET;
- 2) THENCE NORTH 03°10'22" WEST, A DISTANCE OF 189.92 FEET;
- 3) THENCE NORTH 00°19'48" WEST, A DISTANCE OF 787.13 FEET;

THENCE NORTH 89°40'14" EAST, A DISTANCE OF 1,937.94 FEET TO A LINE 30.00 FEET WEST OF AND PARALLEL WITH THE EAST LINE OF SAID SOUTHEAST QUARTER OF SECTION 9;

THENCE SOUTH 00°15'23" EAST, A DISTANCE OF 868.22 FEET ALONG LAST SAID PARALLEL LINE TO A POINT OF CURVATURE;

THENCE ALONG THE ARC OF A TANGENT CURVE TO THE RIGHT HAVING A CENTRAL ANGLE OF 89°54'23", A RADIUS OF 130.00 FEET, AN ARC LENGTH OF 203.99 FEET, THE CORD OF WHICH BEARS SOUTH 44°41'48" WEST, A DISTANCE OF 183.70 FEET TO A POINT

OF TANGENCY TO THE **POINT OF BEGINNING**;

CONTAINING A CALCULATED AREA OF 1,929,161 SQUARE FEET, OR 44.287 ACRES, MORE OR LESS.

PARCELS 1 THROUGH 7 CONTAINING A COMBINED CALCULATED AREA OF 11,719,436 SQUARE FEET, OR 269.041 ACRES, MORE OR LESS.

I, JAMES M. ROAKE, A SURVEYOR LICENSED IN THE STATE OF COLORADO, DO HEREBY CERTIFY THAT THE ABOVE LEGAL WAS PREPARED BY ME OR UNDER MY DIRECT SUPERVISION AND CHECKING.

JAMES M. ROAKE, P.L.S. 37898
FOR AND ON BEHALF OF MANHARD CONSULTING

EXHIBIT A-1

10/9/2014 12:43 PM Dwg Name: P:\Sodocco\dwg\Surv\Final Drawing\Alta Survey\01-05 SCODCCO-SA.dwg Updated By: BPH

LINE	BEARING	LENGTH
L1	S 002°44' E	728.07
L2	N 43°34'45" E	68.22
L3	N 41°24'53" E	108.04
L4	N 89°32'28" E	189.45
L5	N 00°29'12" W	598.18
L6	N 89°30'48" E	10.00
L7	N 00°29'12" W	439.44
L8	S 43°35'48" E	47.09
L9	S 00°27'34" E	67.18
L10	S 89°34'46" W	39.53
L11	N 00°36'48" W	927.13

LINE	BEARING	LENGTH
L12	S 00°24'43" E	1882.09
L13	S 00°30'30" W	326.40
L14	N 43°34'45" E	68.22
L15	N 41°24'53" E	108.04
L16	N 89°32'28" E	189.45
L17	N 00°29'12" W	598.18
L18	N 89°30'48" E	10.00
L19	N 00°29'12" W	439.44
L20	S 43°35'48" E	47.09
L21	S 00°27'34" E	67.18
L22	N 00°36'48" W	927.13

LINE	BEARING	LENGTH
L23	S 00°30'30" W	326.40
L24	S 43°35'48" E	47.09
L25	S 00°27'34" E	67.18
L26	N 00°36'48" W	927.13
L27	N 00°36'48" W	927.13
L28	N 00°36'48" W	927.13
L29	N 00°36'48" W	927.13
L30	N 00°36'48" W	927.13
L31	N 00°36'48" W	927.13
L32	N 00°36'48" W	927.13
L33	N 00°36'48" W	927.13

LINE	BEARING	LENGTH
L34	N 00°36'48" W	927.13
L35	N 00°36'48" W	927.13
L36	N 00°36'48" W	927.13
L37	N 00°36'48" W	927.13
L38	N 00°36'48" W	927.13
L39	N 00°36'48" W	927.13
L40	N 00°36'48" W	927.13
L41	N 00°36'48" W	927.13
L42	N 00°36'48" W	927.13
L43	N 00°36'48" W	927.13

LINE	BEARING	LENGTH
L44	N 00°36'48" W	927.13
L45	N 00°36'48" W	927.13
L46	N 00°36'48" W	927.13
L47	N 00°36'48" W	927.13
L48	N 00°36'48" W	927.13
L49	N 00°36'48" W	927.13
L50	N 00°36'48" W	927.13
L51	N 00°36'48" W	927.13
L52	N 00°36'48" W	927.13
L53	N 00°36'48" W	927.13

LINE	BEARING	LENGTH
L54	N 00°36'48" W	927.13
L55	N 00°36'48" W	927.13
L56	N 00°36'48" W	927.13
L57	N 00°36'48" W	927.13
L58	N 00°36'48" W	927.13
L59	N 00°36'48" W	927.13
L60	N 00°36'48" W	927.13
L61	N 00°36'48" W	927.13
L62	N 00°36'48" W	927.13
L63	N 00°36'48" W	927.13

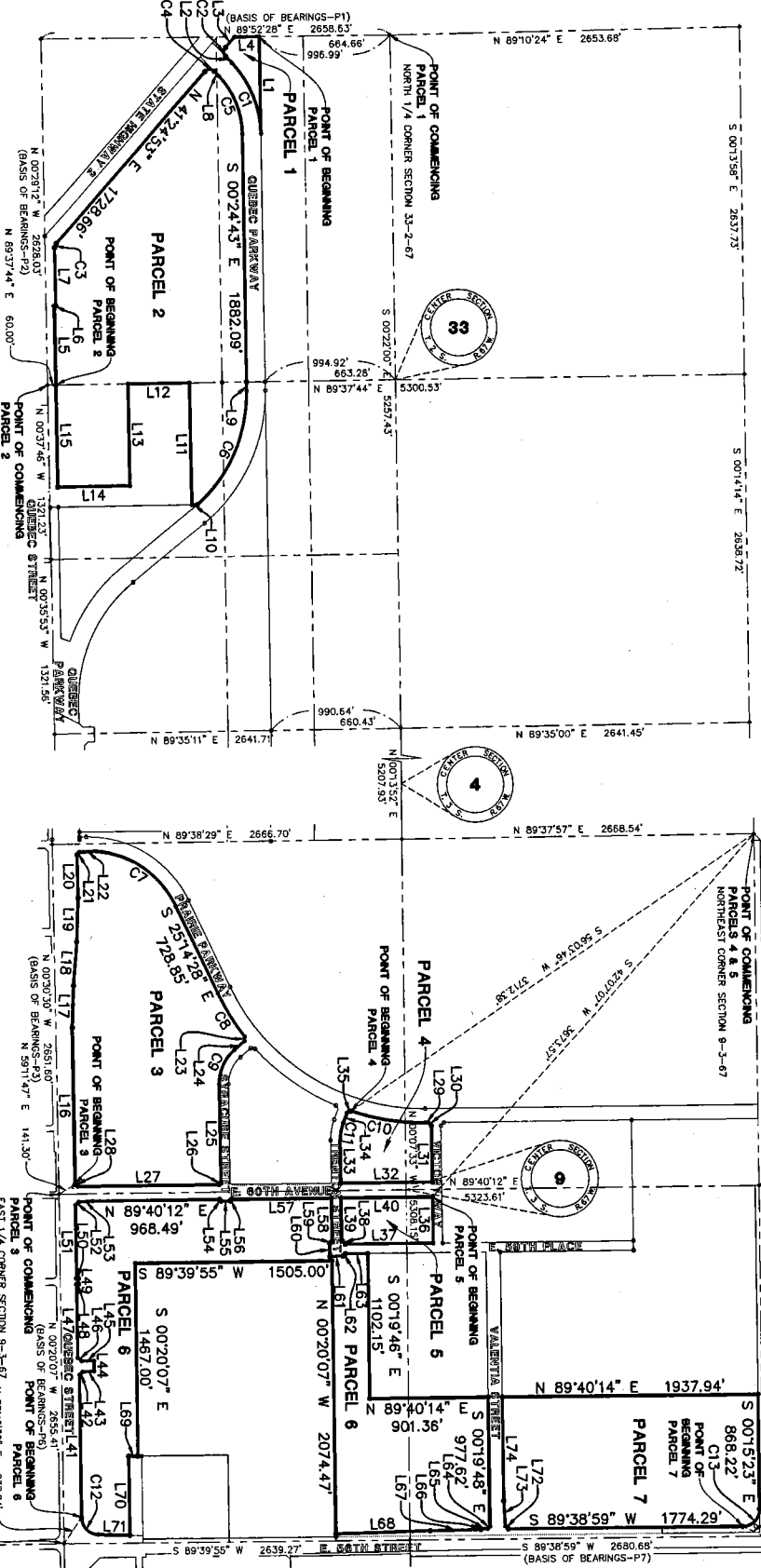
LINE	BEARING	LENGTH
L64	N 00°36'48" W	927.13
L65	N 00°36'48" W	927.13
L66	N 00°36'48" W	927.13
L67	N 00°36'48" W	927.13
L68	N 00°36'48" W	927.13
L69	N 00°36'48" W	927.13
L70	N 00°36'48" W	927.13
L71	N 00°36'48" W	927.13
L72	N 00°36'48" W	927.13
L73	N 00°36'48" W	927.13

LINE	BEARING	LENGTH
L74	N 00°36'48" W	927.13
L75	N 00°36'48" W	927.13
L76	N 00°36'48" W	927.13
L77	N 00°36'48" W	927.13
L78	N 00°36'48" W	927.13
L79	N 00°36'48" W	927.13
L80	N 00°36'48" W	927.13
L81	N 00°36'48" W	927.13
L82	N 00°36'48" W	927.13
L83	N 00°36'48" W	927.13

LINE	BEARING	LENGTH
L84	N 00°36'48" W	927.13
L85	N 00°36'48" W	927.13
L86	N 00°36'48" W	927.13
L87	N 00°36'48" W	927.13
L88	N 00°36'48" W	927.13
L89	N 00°36'48" W	927.13
L90	N 00°36'48" W	927.13
L91	N 00°36'48" W	927.13
L92	N 00°36'48" W	927.13
L93	N 00°36'48" W	927.13

LINE	BEARING	LENGTH
L94	N 00°36'48" W	927.13
L95	N 00°36'48" W	927.13
L96	N 00°36'48" W	927.13
L97	N 00°36'48" W	927.13
L98	N 00°36'48" W	927.13
L99	N 00°36'48" W	927.13
L100	N 00°36'48" W	927.13
L101	N 00°36'48" W	927.13
L102	N 00°36'48" W	927.13
L103	N 00°36'48" W	927.13

LINE	BEARING	LENGTH
L104	N 00°36'48" W	927.13
L105	N 00°36'48" W	927.13
L106	N 00°36'48" W	927.13
L107	N 00°36'48" W	927.13
L108	N 00°36'48" W	927.13
L109	N 00°36'48" W	927.13
L110	N 00°36'48" W	927.13
L111	N 00°36'48" W	927.13
L112	N 00°36'48" W	927.13
L113	N 00°36'48" W	927.13



CURVE	DELTA	RADIUS	LENGTH	CHORD	BEARING	CHORD
C1	431°08'	792.00'	596.94'	N 22°01'5" W	562.91'	
C2	85°04"4	50.00'	74.19'	N 01°05'27" W	67.57'	
C3	41°54'05"	50.00'	36.57'	N 20°27'51" E	35.76'	
C4	94°59'19"	50.00'	62.88'	N 88°54'33" E	73.72'	
C5	431°08'	650.00'	489.92'	S 22°01'5" E	478.40'	
C6	48°29'27"	1130.00'	976.07'	S 24°17'09" W	946.00'	
C7	59°37'28"	747.00'	777.36'	S 50°03'12" E	742.76'	
C8	12°59'02"	1728.00'	380.07'	S 31°42'29" E	386.25'	
C9	50°09'00"	336.00'	294.09'	S 24°44'53" W	284.80'	
C10	19°03'57"	1728.00'	375.01'	S 89°47'50" E	372.36'	

AREA	TABLE
PARCEL 1	94,597 SQUARE FEET
PARCEL 2	3,351,088 SQUARE FEET
PARCEL 3	2,521,677 SQUARE FEET
PARCEL 4	333,619 SQUARE FEET
PARCEL 5	243,041 SQUARE FEET
PARCEL 6	3,250,256 SQUARE FEET
PARCEL 7	1,929,361 SQUARE FEET
TOTAL	11,719,466 SQUARE FEET

THE SOUTHWEST CORNER OF THE SIXTH PRINCIPALITY OF THE STATE OF COLORADO, COUNTY OF ADAMS, STATE OF COLORADO, RANGE 67 WEST OF THE SIXTH PRINCIPALITY OF THE STATE OF COLORADO, TOWNSHIP 3 SOUTH, RANGE 67 WEST OF THE SIXTH PRINCIPALITY OF THE STATE OF COLORADO, COUNTY OF ADAMS, STATE OF COLORADO, RANGE 67 WEST OF THE SIXTH PRINCIPALITY OF THE STATE OF COLORADO, TOWNSHIP 3 SOUTH, RANGE 67 WEST OF THE SIXTH PRINCIPALITY OF THE STATE OF COLORADO, COUNTY OF ADAMS, STATE OF COLORADO, RANGE 67 WEST OF THE SIXTH PRINCIPALITY OF THE STATE OF COLORADO, TOWNSHIP 3 SOUTH, RANGE 67 WEST OF THE SIXTH PRINCIPALITY OF THE STATE OF COLORADO, COUNTY OF ADAMS, STATE OF COLORADO, RANGE 67 WEST OF THE SIXTH PRINCIPALITY OF THE STATE OF COLORADO, TOWNSHIP 3 SOUTH, RANGE 67 WEST OF THE SIXTH PRINCIPALITY OF THE STATE OF COLORADO, COUNTY OF ADAMS, STATE OF COLORADO, RANGE 67 WEST OF THE SIXTH PRINCIPALITY OF THE STATE OF COLORADO, TOWNSHIP 3 SOUTH, RANGE 67 WEST OF THE SIXTH PRINCIPALITY OF THE STATE OF 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FOR MANHARD CONSULTING

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DATE: 10/09/14

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VICTORY CROSSING

CITY OF COMMERCE CITY, COLORADO

ALTA/ACSM LAND TITLE SURVEY

Manhard CONSULTING

7440 East 1st Avenue, Suite 100, Denver, CO 80231

Our Engineers • Surveyors • Water Resource Engineers • Water & Wastewater Engineers • Construction Managers • Environmental Scientists • Landscape Architects • Planners

EXHIBIT B-1

FORM OF ACCESS EASEMENT

[SEE ATTACHED]

ACCESS EASEMENT AGREEMENT

This Access Easement Agreement (this "Agreement") is entered into this _____ day of October 2014, by and between the **CITY OF COMMERCE CITY, COLORADO**, a Colorado municipal corporation, and a home rule city duly incorporated under the Colorado Constitution ("Grantor"), and **KROENKE CC PROPERTIES, LLC**, a Colorado limited liability company, whose street address is 1000 Chopper Circle, Denver, Colorado 80204 ("Grantee").

RECITALS

WHEREAS, Grantor owns the real property, legally described on Exhibit A, attached hereto and incorporated herein by this reference (the "City Land"); and

WHEREAS, Grantee, as of the date of this Agreement, has acquired from the Grantor and now owns certain real property that is situated southerly and easterly of, and adjacent to the City Land, legally described on Exhibit B, attached hereto and incorporated herein by this reference ("Grantee's Parcel"); and

WHEREAS, Grantee desires to obtain access to Grantee's Parcel over and across portions of the City Land from Colorado State Highway No. 2 ("Hwy. 2"), a public right-of-way that is northerly and westerly of, and adjacent to the City Land; and

WHEREAS, Grantor desires to grant to Grantee a temporary, conditional and non-exclusive right for pedestrian and vehicular ingress and egress over and across portions of the City Land, subject to the terms and satisfaction of the conditions contained in this Agreement.

GRANT OF EASEMENT AND AGREEMENT

NOW THEREFORE, in consideration of the above recitals and the mutual covenants contained herein, but subject to the terms and conditions more fully set forth below, Grantor and Grantee agree as follows:

1. Grant of Easement. Grantor hereby grants and conveys to Grantee a temporary, non-exclusive access easement over and across the Easement Property (as hereafter defined) for pedestrian and vehicular ingress and egress to and from Hwy. 2 and the Grantee's Parcel, and for access, staging and related purposes in order to accommodate and facilitate the construction of any access improvements and attendant improvements and appurtenances, including without limitation, use by and temporary storage of construction equipment, heavy trucks and machinery, and for grading, excavation, paving and other activities in connection with the construction of any access improvements (the "Easement"). The Easement shall temporarily extend to any portions of the City Land adjacent to or near the Easement Property to the extent necessary during construction or repairs to any access improvements to be made in the Easement Property. Provided, however, that Grantee's right to use the Easement shall be subject to satisfaction of the terms and conditions set forth herein, including, without limitation, those set forth in Section 2 below. Grantee acknowledges and agrees that this Agreement and the grant of the Easement contained herein is subject to all prior rights, rights-of-way, easements and other encumbrances affecting the City Land and Easement Property.

2. Conditions Precedent to Right to Use Easement. Grantee's right to utilize the Easement granted herein is expressly conditioned upon: (i) Grantee's submittal of a site specific plan for development of the Grantee's Parcel, which shall include specific location(s) for the proposed access point(s) intended to permit ingress and egress to and from Hwy. 2 and Grantee's Parcel, (ii) Grantor's review and approval of such access point(s) subject to the Engineering Construction Standards and Specifications, of the City of Commerce City, Department of Public Works, or such other applicable standards and specifications then in effect at the time of Grantee's submittal ("Standards and Specifications"), and (iii) Grantor's issuance of an access permit subject to the Standards and Specifications. The "Easement Property" shall be those portions of the City Land necessary for the approved access point(s) as set forth in Grantor's issued access permit, and those portions of the City Land necessary for required public or private improvements associated with such access point(s). The review of the Grantee's site specific plan and proposed access point(s) will be subject to the Grantor's applicable development review process, and all applicable City standards (including the Standards and Specifications), and shall include a traffic study report that supports the Grantee's proposed access point(s), and such other studies, reports, plans, maps and other information and documents as may be set forth in the Standards and Specifications or other applicable City of Commerce City development review standards. Nothing contained in this Agreement nor the grant of the Easement made herein shall be deemed to be a waiver of or an intent to waive Grantor's authority to review and make a determination of appropriateness for the proposed access point(s) and a determination of any necessary or required public or private improvements associated with such access point(s), which cost and installation of such improvements shall be borne by Grantee at its sole cost and expense.

3. Term of Easement; Removal of Improvements. The term of this Easement shall commence on the date hereof, and shall terminate at such time as the improved roadway and travel surface and improvements that are contemplated by the Grantor to be located within and along the City Land are installed and open to the public so as to permit vehicular ingress and egress to and from Grantee's Parcel to the improved roadway and travel surface for Hwy. 2; provided, however, that at all such times, such access shall be subject to the terms and conditions of this Agreement (including, without limitation, those set forth in Section 2 above). Upon either party's request, the other party shall cooperate in executing and recording any necessary document to evidence the date of termination of the Easement in the real property records of Adams County, Colorado.

4. Liability. Grantee shall indemnify, defend and save harmless Grantor from and against any and all claims, suits, actions, damages and causes of action for personal injury, loss of life, or damage to property sustained in, or upon the Easement Property and the City Land solely to the extent arising prior to the termination of the Easement (collectively, "Claims") and caused by Grantee, its employees, contractors, agents, guests and invitees. This indemnity shall include all costs, attorneys' fees, expenses and liabilities incurred in connection with any such claims, the investigation thereof or the defense of any action or proceedings brought thereon, and any judgments, orders, decrees, or liens, resulting therefrom. By requiring this right to indemnification, Grantor in no way waives or intends to waive the limitations on liability which are provided to the Grantor under the Colorado Governmental Immunity Act, C.R.S. Sections 24-10-101, et seq., as currently enacted or subsequently amended. Notwithstanding the foregoing, this indemnity shall exclude any Claims caused by the City or its employees,

contractors and agents. The foregoing provisions in this paragraph 4 shall survive the termination of the Easement for a period of three (3) years following the date of termination.

5. Mechanic's Lien. Nothing contained herein shall authorize Grantee, or any person or entity acting by, through, under, with or on behalf of Grantee to subject the Easement Property, the City Land, or any portion thereof, to mechanic's liens. If any such lien shall be filed against the Easement Property, the City Land or any portion thereof, and Grantee or its contractors have caused such lien, Grantee shall cause the lien to be discharged immediately. In the event that such lien is not discharged within twenty (20) days after receipt of written notice of the lien by the Grantee, then Grantor, at its option, and at the cost and expense of the Grantee, may enter into, defend, prosecute or pursue any effort or action (whether or not litigation is involved) which Grantor deems necessary to defend Grantor from and against such lien.

6. Enforcement. Grantor may exercise immediate enforcement or corrective actions when such actions are warranted for the protection and preservation of the health, safety and welfare of the general public or the protection of the City Land. Should an activity be undertaken on the Easement Property or the City Land by, through or under Grantee to which the Grantor has not agreed other than what is expressly permitted by the Easement, Grantor may require Grantee to immediately cease and desist from such activity. In such case, if the unauthorized activity is caused or performed by Grantee, its employees, contractors, agents, guests or invitees, then the cost of any enforcement or corrective actions shall be borne solely by Grantee.

7. Grantor's Reserved Rights. Grantor reserves the right to use and occupy the City Land, including the Easement Property, for any lawful purpose consistent with the rights and privileges granted herein which will not unreasonably interfere with or endanger Grantee's use of the Easement. Grantor reserves the right, at Grantor's sole cost and expense, to remove, relocate reconstruct, and reinstall any improvements made by Grantee within the Easement Property or City Land, as the case may be. Grantee's use of the Easement Property shall be non-exclusive, and Grantee shall have no rights to use any portion of the City Land, except the Easement Property, and only as permitted in this Agreement. Grantee acknowledges and agrees that as and when the contemplated expansion project for Hwy. 2 is commenced by Grantor, if Grantee has installed any private or public improvements in, on or under the Easement Property or any other portions of the City Land, and the removal, relocation, reconstruction or reinstallation of such improvements is necessitated by the proposed expansion project work, that such removal, relocation, reconstruction and reinstallation shall not be deemed to be an exercise of Grantor's eminent domain rights over, or a taking or condemnation of Grantee's property, and Grantee hereby waives any such claims and rights to awards of just compensation for the removal, relocation, reconstruction or reinstallation of such improvements. The removal, relocation, reconstruction or reinstallation of any such improvements as a result of the Grantor's expansion project shall be performed by Grantor, at its cost and expense, and Grantor shall repair and reconstruct any portions of access or landscaping improvements on Grantee's Parcel that are affected by Grantor's expansion project for Hwy 2 at Grantor's sole cost and expense.

8. Covenant Running with the Land. The Easement and this Agreement shall run with the land and be binding upon and shall inure to the benefit and/or burden of Grantor and Grantee and their respective successors and assigns.

9. Notices. Whenever notice is required to be given hereunder, it shall be in writing and may be sent by facsimile or delivered to the party entitled thereto or mailed to the party entitled thereto, by registered or certified mail, return receipt requested. If delivered or sent by facsimile, said notice shall be effective and complete upon delivery or transmission of the facsimile. If mailed, said notice shall be effective and complete as of the date of mailing. Until changed by notice in writing, notice shall be given as follows:

To the Grantee: KROENKE CC PROPERTIES, LLC,
Attn: Mark Lucas, Director, Real Estate
1000 Chopper Circle
Denver, Colorado 80204
Fax: 720-931-2002

With copy to: Hogan Lovells US LLP
Attn: Craig A. Umbaugh, Esq.
One Tabor Center, Suite 1500
1200 Seventeenth Street
Denver, CO 80202
Fax: 303-899-7333

To the Grantor: The Director of Public Works
City of Commerce City
8602 Rosemary Street
Commerce City, Colorado 80022
Fax: 303-289-8165

With copy to: Berg Hill Greenleaf & Ruscitti LLP
Attn: Thomas E. Merrigan, Esq.
1712 Pearl St., Suite 200
Boulder, CO 80302
Fax: 303-402-1601

10. Severability. If any provisions of this Agreement or the application thereof to any person or circumstance is found to be invalid, the remainder of the provisions of this Agreement and the application of such provisions to persons or circumstances other than those as to which it is found to be invalid, shall not be affected thereby.

11. Entire Agreement. This Agreement and the attached Exhibits contain the entire agreement between the parties relating to the Easement and may be modified only by an instrument in writing executed by both parties.

12. Counterparts. This Agreement may be executed in one or more counterparts, each of which when so executed shall be deemed an original, and such counter parts together shall constitute one and the same instrument.

13. No Waiver. The waiver by any party to this Agreement of any term or condition of this Agreement shall not operate or be construed as a waiver of any subsequent breach by any party.

[Remainder of Page Left Blank; Signatures on Next Page]

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\\DE - 085601/000036 - 741279 v3

EXHIBIT A

As more particularly described in the Assignment and Acceptance of Reserved Easement at Rocky Mountain Arsenal, Adams County, Colorado, recorded on November 21, 2005 at Reception No. 20051121001281770 in the real property records of Adams County, Colorado, the Reserved Easement, 100-feet wide, lying adjacent to, parallel with, and Southeasterly of the Southeasterly right-of-way line of Colorado State Highway No. 2, in the Northwest quarter of said Section 33, Township 2 South, Range 67 West of the 6th Principal Meridian, Adams County, Colorado. The exterior boundaries of said strip coincide with (a) the North line of said Section 33 on the Northeast, and (b) the West line of said Section 33 on the Southwest, being more particularly described as follows:

COMMENCING AT THE WEST QUARTER CORNER OF SAID SECTION 33; THENCE NORTH 00°31'00" WEST ALONG THE WEST LINE OF SAID SECTION 33, A DISTANCE OF 1,128.37 FEET TO THE INTERSECTION WITH SAID SOUTHEASTERLY RIGHT-OF-WAY LINE AND BEING THE POINT OF BEGINNING; THENCE NORTH 41°24'05" EAST ALONG SAID SOUTHEASTERLY RIGHT-OF-WAY LINE, 2,002.89 FEET TO A POINT ON THE NORTH LINE OF SAID SECTION 33; THENCE NORTH 89°52'41" EAST ALONG SAID NORTH LINE TO THE INTERSECTION WITH A LINE, SAID LINE BEING PARALLEL WITH AND 100.00 FEET SOUTHEASTERLY OF SAID SOUTHEASTERLY RIGHT-OF-WAY LINE; THENCE SOUTH 41°24'05" WEST ALONG SAID PARALLEL LINE TO THE INTERSECTION WITH SAID WEST LINE OF SECTION 33; THENCE NORTH 00°30'00" WEST ALONG SAID WEST LINE TO THE POINT OF BEGINNING. SAID STRIP OF LAND CONTAINS 4.77 ACRES, MORE OR LESS.

EXHIBIT B

PARCEL 1

A PARCEL OF LAND LOCATED IN THE NORTHWEST QUARTER OF SECTION 33, TOWNSHIP 2 SOUTH, RANGE 67 WEST OF THE SIXTH PRINCIPAL MERIDIAN, COUNTY OF ADAMS, STATE OF COLORADO, BEING MORE PARTICULARLY DESCRIBED AS FOLLOWS:

COMMENCING AT THE NORTH QUARTER CORNER OF SAID SECTION 33 AND CONSIDERING THE NORTH LINE OF THE NORTHWEST QUARTER OF SAID SECTION 33 TO BEAR SOUTH 89°52'28" WEST WITH ALL BEARINGS CONTAINED HEREIN BEING RELATIVE THERETO;

THENCE SOUTH 89°52'28" WEST, A DISTANCE OF 996.99 FEET ALONG SAID NORTH LINE OF THE NORTHWEST QUARTER OF SECTION 33 TO THE EAST LINE OF THE WEST HALF OF THE WEST HALF OF THE EAST HALF OF SAID NORTHWEST QUARTER OF SECTION 33 AND **THE POINT OF BEGINNING**;

THENCE SOUTH 00°24'43" EAST, A DISTANCE OF 738.87 FEET ALONG LAST SAID EAST LINE TO THE EAST RIGHT-OF-WAY LINE OF QUEBEC PARKWAY, PRAIRIE GATEWAY ROADS – PHASE 2, FILED JUNE 2, 2008 AT RECEPTION NO. 2008000043922 OF THE RECORDS OF THE ADAMS COUNTY CLERK AND RECORDER, BEING A NON-TANGENT CURVE;
THENCE ALONG SAID EASTERLY RIGHT-OF-WAY LINE OF QUEBEC PARKWAY FOR THE FOLLOWING TWO (2) COURSES:

- 1) THENCE ALONG THE ARC OF A NON-TANGENT CURVE TO THE LEFT HAVING A CENTRAL ANGLE OF 43°11'05", A RADIUS OF 792.00 FEET, AN ARC LENGTH OF 596.94 FEET, THE CORD OF WHICH BEARS NORTH 22°00'15" WEST, A DISTANCE OF 582.91 FEET TO A POINT OF TANGENCY;
- 2) THENCE NORTH 43°35'48" WEST, A DISTANCE OF 68.22 FEET TO A POINT OF CURVATURE;

THENCE ALONG THE ARC OF A TANGENT CURVE TO THE RIGHT HAVING A CENTRAL ANGLE OF 85°00'41", A RADIUS OF 50.00 FEET, AN ARC LENGTH OF 74.19 FEET, THE CHORD OF WHICH BEARS NORTH 01°05'28" WEST, A DISTANCE OF 67.57 FEET TO A POINT OF TANGENCY ON THE SOUTHEASTERLY LINE OF THE COLORADO DEPARTMENT OF TRANSPORTATION EASEMENT FILED NOVEMBER 21, 2005 AT RECEPTION NO. 20051121001281770 OF THE RECORDS OF THE ADAMS COUNTY CLERK AND RECORDER;

THENCE NORTH 41°24'53" EAST, A DISTANCE OF 108.04 FEET ALONG SAID SOUTHEASTERLY EASEMENT LINE TO THE NORTH LINE OF SAID NORTHWEST QUARTER OF SECTION 33;

THENCE NORTH 89°52'28" EAST, A DISTANCE OF 189.95 FEET TO THE **POINT OF BEGINNING**;

CONTAINING A CALCULATED AREA OF 84,597 SQUARE FEET, OR 1.942 ACRES, MORE OR LESS.

PARCEL 2

A PARCEL OF LAND LOCATED IN THE WEST HALF OF SECTION 33, TOWNSHIP 2 SOUTH, RANGE 67 WEST OF THE SIXTH PRINCIPAL MERIDIAN, COUNTY OF ADAMS, STATE OF COLORADO, BEING MORE PARTICULARLY DESCRIBED AS FOLLOWS:

COMMENCING AT THE WEST QUARTER CORNER OF SAID SECTION 33 AND CONSIDERING THE WEST LINE OF THE NORTHWEST QUARTER OF SAID SECTION 33 TO BEAR NORTH 00°29'12" WEST WITH ALL BEARINGS CONTAINED HEREIN BEING RELATIVE THERETO;

THENCE NORTH 89°37'44" EAST, A DISTANCE OF 60.00 FEET TO THE **POINT OF BEGINNING**;

THENCE NORTH 00°29'12" WEST, A DISTANCE OF 598.18 FEET;

THENCE NORTH 89°30'48" EAST, A DISTANCE OF 10.00 FEET;

THENCE NORTH 00°29'12" WEST, A DISTANCE OF 439.44 FEET TO A POINT OF CURVATURE;

THENCE ALONG THE ARC OF A TANGENT CURVE TO THE RIGHT HAVING A CENTRAL ANGLE OF 41°54'05", A RADIUS OF 50.00 FEET, AN ARC LENGTH OF 36.57 FEET, THE CHORD OF WHICH BEARS NORTH 20°27'51" EAST, A DISTANCE OF 35.76 FEET TO A POINT OF TANGENCY ON THE SOUTHEASTERLY LINE OF COLORADO DEPARTMENT OF TRANSPORTATION EASEMENT FILED NOVEMBER 21, 2005 AT RECEPTION NO. 20051121001281770 OF THE RECORDS OF THE ADAMS COUNTY CLERK AND RECORDER;

THENCE NORTH 41°24'53" EAST, A DISTANCE OF 1,728.66 FEET ALONG SAID SOUTHEASTERLY EASEMENT LINE TO A POINT OF CURVATURE;

THENCE ALONG THE ARC OF A TANGENT CURVE TO THE RIGHT HAVING A CENTRAL ANGLE OF 94°59'19", A RADIUS OF 50.00 FEET, AN ARC LENGTH OF 82.89 FEET, THE CHORD OF WHICH BEARS NORTH 88°54'33" EAST, A DISTANCE OF 73.72 FEET TO A POINT OF TANGENCY ON THE WESTERLY RIGHT-OF-WAY LINE OF QUEBEC PARKWAY, PRAIRIE GATEWAY ROADS – PHASE 2, FILED JUNE 2, 2008 AT RECEPTION NO. 2008000043922 OF THE RECORDS OF THE ADAMS COUNTY CLERK AND RECORDER;

THENCE ALONG SAID WESTERLY RIGHT-OF-WAY LINE OF QUEBEC PARKWAY FOR THE FOLLOWING FIVE (5) COURSES:

- 1) THENCE SOUTH 43°35'48" EAST, A DISTANCE OF 47.09 FEET TO A POINT OF CURVATURE;
- 2) THENCE ALONG THE ARC OF A TANGENT CURVE TO THE RIGHT HAVING A CENTRAL ANGLE OF 43°11'05", A RADIUS OF 650.00 FEET, AN ARC LENGTH OF 489.92 FEET, THE CORD OF WHICH BEARS SOUTH 22°00'15" EAST, A DISTANCE OF 478.40 FEET TO A POINT OF TANGENCY;
- 3) THENCE SOUTH 00°24'43" EAST, A DISTANCE OF 1,882.09 FEET;
- 4) THENCE SOUTH 00°27'34" EAST, A DISTANCE OF 67.18 FEET TO A POINT OF CURVATURE;
- 5) THENCE ALONG THE ARC OF A TANGENT CURVE TO THE RIGHT HAVING A CENTRAL ANGLE OF 49°29'27", A RADIUS OF 1,130.00 FEET, AN ARC LENGTH OF 976.07 FEET, THE CORD OF WHICH BEARS SOUTH 24°17'09" WEST, A DISTANCE OF 946.00 FEET TO THE NORTH LINE OF TRACT D, PRAIRIE GATEWAY ROADS – PHASE 2, BEING A NON-TANGENT LINE;

THENCE SOUTH 89°34'46" WEST, A DISTANCE OF 39.53 FEET ALONG SAID NORTH LINE OF TRACT D;

THENCE NORTH 00°36'48" WEST, A DISTANCE OF 927.13 FEET;
THENCE SOUTH 89°37'44" WEST, A DISTANCE OF 471.06 FEET;
THENCE SOUTH 00°35'23" EAST, A DISTANCE OF 775.91 FEET;
THENCE SOUTH 89°36'38" WEST, A DISTANCE OF 546.58 FEET;
THENCE NORTH 00°37'46" WEST, A DISTANCE OF 776.09 FEET TO THE **POINT OF
BEGINNING;**

CONTAINING A CALCULATED AREA OF 3,357,085 SQUARE FEET, OR 77.068 ACRES, MORE
OR LESS.

EXHIBIT C-1

FORM OF BARGAIN AND SALE DEED

[SEE ATTACHED]

After recording, return to:
Kroenke Sports & Entertainment
Pepsi Center, 1000 Chopper Circle
Denver, CO 80204
Attn: Mark Lucas

BARGAIN AND SALE DEED

CITY OF COMMERCE CITY, COLORADO, a Colorado municipal corporation, and a home rule city duly incorporated under the Colorado Constitution ("Grantor"), for Ten Dollars (\$10.00) and other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, hereby sells and conveys to KROENKE CC PROPERTIES, LLC, a Colorado limited liability company, whose street address is 1000 Chopper Circle, Denver, Colorado 80204, as grantee, the real property in the County of Adams and State of Colorado described in Exhibit A (the "Property") attached hereto and incorporated herein by this reference, together with (a) all water and water rights, ditch and ditch rights, water taps, water agreements, wells, underground water (whether tributary, nontributary or not nontributary) and all other rights in and to the use of water of any kind or nature, which are located on, under or historically used in connection with or otherwise appurtenant to the Property (the "Water Rights"); (b) all minerals, mineral rights, oil, gas and all other components of the mineral estate of the Property, whether like or unlike the foregoing, except as may have been reserved in a recorded document by Grantor's predecessors in title to the Property (the "Mineral Rights"); and (a) any and all appurtenances, rights of way, easements, improvements, fixtures, structures, development rights and other property rights of any kind located on or otherwise appurtenant to the Property or providing access thereto (the "Appurtenances"); the Property, Water Rights, Mineral Rights and Appurtenances all being subject to: (1) the exceptions to title affecting each parcel of land as described in Exhibit B attached hereto and incorporated herein by this reference; and (2) the conveyance conditions, covenants, restrictions, reservations and notification provisions described in Exhibit C attached hereto and incorporated herein by this reference (the "GSA Conditions") as they apply to the Property.

[Signature and Acknowledgement Page Follows]

Signed this _____ day of October, 2014.

CITY OF COMMERCE CITY, COLORADO, a
Colorado municipal corporation, and a home rule
city duly incorporated under the Colorado
Constitution

By: _____
Sean Ford, Mayor

STATE OF COLORADO)
) ss,
COUNTY OF ADAMS)

The foregoing instrument was acknowledged before me this _____ day of October, 2014
by Sean Ford as Mayor of the City of Commerce City, Colorado, a Colorado municipal
corporation, and a home rule city duly incorporated under the Colorado Constitution.

WITNESS my hand and official seal.

My commission expires: _____

Notary Public

[SEAL]

ATTEST:

City Clerk

Name: _____

**EXHIBIT A
TO
BARGAIN AND SALE DEED**

LEGAL DESCRIPTION OF THE PROPERTY

**[THE BELOW DESCRIPTIONS WILL BE REVISED MATCH THE FINAL SURVEY IF
NEEDED]**

PARCEL 1

A PARCEL OF LAND LOCATED IN THE NORTHWEST QUARTER OF SECTION 33, TOWNSHIP 2 SOUTH, RANGE 67 WEST OF THE SIXTH PRINCIPAL MERIDIAN, COUNTY OF ADAMS, STATE OF COLORADO, BEING MORE PARTICULARLY DESCRIBED AS FOLLOWS:

COMMENCING AT THE NORTH QUARTER CORNER OF SAID SECTION 33 AND CONSIDERING THE NORTH LINE OF THE NORTHWEST QUARTER OF SAID SECTION 33 TO BEAR SOUTH 89°52'28" WEST WITH ALL BEARINGS CONTAINED HEREIN BEING RELATIVE THERETO;

THENCE SOUTH 89°52'28" WEST, A DISTANCE OF 996.99 FEET ALONG SAID NORTH LINE OF THE NORTHWEST QUARTER OF SECTION 33 TO THE EAST LINE OF THE WEST HALF OF THE WEST HALF OF THE EAST HALF OF SAID NORTHWEST QUARTER OF SECTION 33 AND THE **POINT OF BEGINNING**;

THENCE SOUTH 00°24'43" EAST, A DISTANCE OF 738.87 FEET ALONG LAST SAID EAST LINE TO THE EAST RIGHT-OF-WAY LINE OF QUEBEC PARKWAY, PRAIRIE GATEWAY ROADS – PHASE 2, FILED JUNE 2, 2008 AT RECEPTION NO. 2008000043922 OF THE RECORDS OF THE ADAMS COUNTY CLERK AND RECORDER, BEING A NON-TANGENT CURVE;

THENCE ALONG SAID EASTERLY RIGHT-OF-WAY LINE OF QUEBEC PARKWAY FOR THE FOLLOWING TWO (2) COURSES:

- 1) THENCE ALONG THE ARC OF A NON-TANGENT CURVE TO THE LEFT HAVING A CENTRAL ANGLE OF 43°11'05", A RADIUS OF 792.00 FEET, AN ARC LENGTH OF 596.94 FEET, THE CORD OF WHICH BEARS NORTH 22°00'15" WEST, A DISTANCE OF 582.91 FEET TO A POINT OF TANGENCY;
- 2) THENCE NORTH 43°35'48" WEST, A DISTANCE OF 68.22 FEET TO A POINT OF CURVATURE;

THENCE ALONG THE ARC OF A TANGENT CURVE TO THE RIGHT HAVING A CENTRAL ANGLE OF 85°00'41", A RADIUS OF 50.00 FEET, AN ARC LENGTH OF 74.19 FEET, THE CHORD OF WHICH BEARS NORTH 01°05'28" WEST, A DISTANCE OF 67.57 FEET TO A POINT OF TANGENCY ON THE SOUTHEASTERLY LINE OF THE COLORADO DEPARTMENT OF TRANSPORTATION EASEMENT FILED NOVEMBER

21, 2005 AT RECEPTION NO. 20051121001281770 OF THE RECORDS OF THE ADAMS COUNTY CLERK AND RECORDER;

THENCE NORTH $41^{\circ}24'53''$ EAST, A DISTANCE OF 108.04 FEET ALONG SAID SOUTHEASTERLY EASEMENT LINE TO THE NORTH LINE OF SAID NORTHWEST QUARTER OF SECTION 33;

THENCE NORTH $89^{\circ}52'28''$ EAST, A DISTANCE OF 189.95 FEET TO THE **POINT OF BEGINNING**;

CONTAINING A CALCULATED AREA OF 84,597 SQUARE FEET, OR 1.942 ACRES, MORE OR LESS.

PARCEL 2

A PARCEL OF LAND LOCATED IN THE WEST HALF OF SECTION 33, TOWNSHIP 2 SOUTH, RANGE 67 WEST OF THE SIXTH PRINCIPAL MERIDIAN, COUNTY OF ADAMS, STATE OF COLORADO, BEING MORE PARTICULARLY DESCRIBED AS FOLLOWS:

COMMENCING AT THE WEST QUARTER CORNER OF SAID SECTION 33 AND CONSIDERING THE WEST LINE OF THE NORTHWEST QUARTER OF SAID SECTION 33 TO BEAR NORTH $00^{\circ}29'12''$ WEST WITH ALL BEARINGS CONTAINED HEREIN BEING RELATIVE THERETO;

THENCE NORTH $89^{\circ}37'44''$ EAST, A DISTANCE OF 60.00 FEET TO THE **POINT OF BEGINNING**;

THENCE NORTH $00^{\circ}29'12''$ WEST, A DISTANCE OF 598.18 FEET;

THENCE NORTH $89^{\circ}30'48''$ EAST, A DISTANCE OF 10.00 FEET;

THENCE NORTH $00^{\circ}29'12''$ WEST, A DISTANCE OF 439.44 FEET TO A POINT OF CURVATURE;

THENCE ALONG THE ARC OF A TANGENT CURVE TO THE RIGHT HAVING A CENTRAL ANGLE OF $41^{\circ}54'05''$, A RADIUS OF 50.00 FEET, AN ARC LENGTH OF 36.57 FEET, THE CHORD OF WHICH BEARS NORTH $20^{\circ}27'51''$ EAST, A DISTANCE OF 35.76 FEET TO A POINT OF TANGENCY ON THE SOUTHEASTERLY LINE OF COLORADO DEPARTMENT OF TRANSPORTATION EASEMENT FILED NOVEMBER 21, 2005 AT RECEPTION NO. 20051121001281770 OF THE RECORDS OF THE ADAMS COUNTY CLERK AND RECORDER;

THENCE NORTH $41^{\circ}24'53''$ EAST, A DISTANCE OF 1,728.66 FEET ALONG SAID SOUTHEASTERLY EASEMENT LINE TO A POINT OF CURVATURE;

THENCE ALONG THE ARC OF A TANGENT CURVE TO THE RIGHT HAVING A CENTRAL ANGLE OF 94°59'19", A RADIUS OF 50.00 FEET, AN ARC LENGTH OF 82.89 FEET, THE CHORD OF WHICH BEARS NORTH 88°54'33" EAST, A DISTANCE OF 73.72 FEET TO A POINT OF TANGENCY ON THE WESTERLY RIGHT-OF-WAY LINE OF QUEBEC PARKWAY, PRAIRIE GATEWAY ROADS – PHASE 2, FILED JUNE 2, 2008 AT RECEPTION NO. 2008000043922 OF THE RECORDS OF THE ADAMS COUNTY CLERK AND RECORDER;

THENCE ALONG SAID WESTERLY RIGHT-OF-WAY LINE OF QUEBEC PARKWAY FOR THE FOLLOWING FIVE (5) COURSES:

- 1) THENCE SOUTH 43°35'48" EAST, A DISTANCE OF 47.09 FEET TO A POINT OF CURVATURE;
- 2) THENCE ALONG THE ARC OF A TANGENT CURVE TO THE RIGHT HAVING A CENTRAL ANGLE OF 43°11'05", A RADIUS OF 650.00 FEET, AN ARC LENGTH OF 489.92 FEET, THE CORD OF WHICH BEARS SOUTH 22°00'15" EAST, A DISTANCE OF 478.40 FEET TO A POINT OF TANGENCY;
- 3) THENCE SOUTH 00°24'43" EAST, A DISTANCE OF 1,882.09 FEET;
- 4) THENCE SOUTH 00°27'34" EAST, A DISTANCE OF 67.18 FEET TO A POINT OF CURVATURE;
- 5) THENCE ALONG THE ARC OF A TANGENT CURVE TO THE RIGHT HAVING A CENTRAL ANGLE OF 49°29'27", A RADIUS OF 1,130.00 FEET, AN ARC LENGTH OF 976.07 FEET, THE CORD OF WHICH BEARS SOUTH 24°17'09" WEST, A DISTANCE OF 946.00 FEET TO THE NORTH LINE OF TRACT D, PRAIRIE GATEWAY ROADS – PHASE 2, BEING A NON-TANGENT LINE;

THENCE SOUTH 89°34'46" WEST, A DISTANCE OF 39.53 FEET ALONG SAID NORTH LINE OF TRACT D;

THENCE NORTH 00°36'48" WEST, A DISTANCE OF 927.13 FEET;
THENCE SOUTH 89°37'44" WEST, A DISTANCE OF 471.06 FEET;
THENCE SOUTH 00°35'23" EAST, A DISTANCE OF 775.91 FEET;
THENCE SOUTH 89°36'38" WEST, A DISTANCE OF 546.58 FEET;
THENCE NORTH 00°37'46" WEST, A DISTANCE OF 776.09 FEET TO THE **POINT OF BEGINNING**;

CONTAINING A CALCULATED AREA OF 3,357,085 SQUARE FEET, OR 77.068 ACRES, MORE OR LESS.

PARCEL 3

A PARCEL OF LAND LOCATED IN THE NORTHWEST QUARTER OF SECTION 9, TOWNSHIP 3 SOUTH, RANGE 67 WEST OF THE SIXTH PRINCIPAL MERIDIAN, COUNTY OF ADAMS, STATE OF COLORADO, BEING MORE PARTICULARLY DESCRIBED AS FOLLOWS:

COMMENCING AT THE WEST QUARTER CORNER OF SAID SECTION 9 AND CONSIDERING THE WEST LINE OF THE NORTHWEST QUARTER OF SAID SECTION 9 TO BEAR NORTH 00°30'30" WEST WITH ALL BEARINGS CONTAINED HEREIN BEING RELATIVE THERETO;

THENCE NORTH 59°11'47" EAST, A DISTANCE OF 141.30 FEET TO THE EASTERLY RIGHT-OF-WAY LINE OF QUEBEC PARKWAY, PRAIRIE GATEWAY ROADS – PHASE 1, FILED OCTOBER 12, 2006 AT RECEPTION NO. 2006000989269 OF THE RECORDS OF THE ADAMS COUNTY CLERK AND RECORDER, AND THE **POINT OF BEGINNING**;

THENCE ALONG SAID EASTERLY RIGHT-OF-WAY LINE OF QUEBEC PARKWAY FOR THE FOLLOWING SIX (6) COURSES:

- 1) THENCE NORTH 00°30'30" WEST, A DISTANCE OF 1,188.53 FEET;
- 2) THENCE NORTH 02°13'52" EAST, A DISTANCE OF 316.33 FEET;
- 3) THENCE NORTH 04°52'38" EAST, A DISTANCE OF 331.36 FEET;
- 4) THENCE NORTH 02°11'00" EAST, A DISTANCE OF 336.09 FEET;
- 5) THENCE NORTH 00°30'30" WEST, A DISTANCE OF 326.40 FEET;
- 6) THENCE NORTH 43°08'07" EAST, A DISTANCE OF 28.47 FEET TO THE SOUTHERLY RIGHT-OF-WAY LINE OF PRAIRIE PARKWAY, PRAIRIE GATEWAY SUBDIVISION FILING NO. 1, FILED AUGUST 25, 2005 AT RECEPTION NO. 20050825000917680 OF THE RECORDS OF THE ADAMS COUNTY CLERK AND RECORDER;

THENCE ALONG SAID SOUTHERLY RIGHT-OF-WAY LINE OF PRAIRIE PARKWAY FOR THE FOLLOWING FOUR (4) COURSES:

- 1) THENCE NORTH 86°47'26" EAST, A DISTANCE OF 123.55 FEET TO A POINT ON A NON-TANGENT CURVE;
- 2) THENCE ALONG THE ARC OF A NON-TANGENT CURVE TO THE RIGHT HAVING A CENTRAL ANGLE OF 59°37'28", A RADIUS OF 747.00 FEET, AN ARC LENGTH OF 777.36 FEET, THE CORD OF WHICH BEARS SOUTH 55°03'12" EAST, A DISTANCE OF 742.76 FEET TO A POINT OF TANGENCY;
- 3) THENCE SOUTH 25°14'28" EAST, A DISTANCE OF 728.85 FEET TO A POINT OF CURVATURE;
- 4) THENCE ALONG THE ARC OF A TANGENT CURVE TO THE LEFT HAVING A CENTRAL ANGLE OF 12°56'02", A RADIUS OF 1,728.00 FEET, AN ARC LENGTH OF 390.07 FEET, THE CORD OF WHICH BEARS SOUTH 31°42'29" EAST, A DISTANCE OF 389.25 FEET TO THE WESTERLY LINE OF SYRACUSE STREET, PRAIRIE GATEWAY ROADS – PHASE 1, BEING A NON-TANGENT LINE;

THENCE ALONG SAID WESTERLY RIGHT-OF-WAY LINE OF SYRACUSE STREET FOR THE FOLLOWING FIVE (5) COURSES:

- 1) THENCE SOUTH 00°38'25" WEST, A DISTANCE OF 32.30 FEET;
- 2) THENCE SOUTH 49°49'23" WEST, A DISTANCE OF 104.60 FEET TO A POINT OF CURVATURE;
- 3) THENCE ALONG THE ARC OF A TANGENT CURVE TO THE LEFT HAVING A CENTRAL ANGLE OF 50°09'00", A RADIUS OF 336.00 FEET, AN ARC LENGTH OF 294.09 FEET, THE CORD OF WHICH BEARS SOUTH 24°44'53" WEST, A DISTANCE OF 284.80 FEET TO A POINT OF TANGENCY;
- 4) THENCE SOUTH 00°19'37" EAST, A DISTANCE OF 748.13 FEET;
- 5) THENCE SOUTH 44°04'48" WEST, A DISTANCE OF 16.12 FEET TO THE NORTHERLY RIGHT-OF-WAY LINE OF EAST 60TH AVENUE, PRAIRIE GATEWAY ROADS – PHASE 1;

THENCE ALONG SAID NORTHERLY RIGHT-OF-WAY LINE OF EAST 60TH AVENUE FOR THE FOLLOWING TWO (2) COURSES:

- 1) THENCE SOUTH 89°40'12" WEST, A DISTANCE OF 1,082.22 FEET;
- 2) THENCE NORTH 49°32'52" WEST, A DISTANCE OF 23.97 FEET TO THE **POINT OF BEGINNING**;

CONTAINING A CALCULATED AREA OF 2,521,677 SQUARE FEET, OR 57.890 ACRES, MORE OR LESS.

PARCEL 4

A PARCEL OF LAND LOCATED IN THE NORTH HALF OF SECTION 9, TOWNSHIP 3 SOUTH, RANGE 67 WEST OF THE SIXTH PRINCIPAL MERIDIAN, COUNTY OF ADAMS, STATE OF COLORADO, BEING MORE PARTICULARLY DESCRIBED AS FOLLOWS:

COMMENCING AT THE NORTHEAST CORNER OF SAID SECTION 9 AND CONSIDERING THE EAST LINE OF THE NORTHEAST QUARTER OF SAID SECTION 9 TO BEAR SOUTH 00°15'25" EAST WITH ALL BEARINGS CONTAINED HEREIN BEING RELATIVE THERETO;

THENCE SOUTH 56°03'46" WEST, A DISTANCE OF 3,712.38 FEET TO THE SOUTHERLY RIGHT-OF-WAY LINE OF PRAIRIE PARKWAY, PRAIRIE GATEWAY SUBDIVISION FILING NO. 1, FILED AUGUST 25, 2005 AT RECEPTION NO. 20050825000917680 OF THE RECORDS OF THE ADAMS COUNTY CLERK AND RECORDER, AND THE **POINT OF BEGINNING**;

THENCE ALONG SAID SOUTHERLY RIGHT-OF-WAY LINE OF PRAIRIE PARKWAY FOR THE FOLLOWING TWO (2) COURSES:

- 1) THENCE ALONG THE ARC OF A NON-TANGENT CURVE TO THE LEFT HAVING A CENTRAL ANGLE OF 19°03'57", A RADIUS OF 1,728.00 FEET, AN

ARC LENGTH OF 575.01 FEET, THE CORD OF WHICH BEARS SOUTH 80°47'50" EAST, A DISTANCE OF 572.36 FEET TO A POINT OF TANGENCY;

- 2) THENCE NORTH 89°43'52" EAST, A DISTANCE OF 24.19 FEET TO THE WESTERLY RIGHT-OF-WAY LINE OF VICTORY WAY, PRAIRIE GATEWAY ROADS – PHASE 1, FILED OCTOBER 12, 2006 AT RECEPTION NO. 2006000989269 OF THE RECORDS OF THE ADAMS COUNTY CLERK AND RECORDER;

THENCE ALONG SAID WESTERLY RIGHT-OF-WAY LINE OF VICTORY WAY FOR THE FOLLOWING TWO (2) COURSES:

- 1) THENCE SOUTH 45°19'48" EAST, A DISTANCE OF 33.68 FEET;
- 2) THENCE SOUTH 00°19'48" EAST, A DISTANCE OF 425.24 FEET TO THE NORTHERLY RIGHT-OF-WAY LINE OF EAST 60TH AVENUE, PRAIRIE GATEWAY ROADS – PHASE 1;

THENCE SOUTH 89°40'12" WEST, A DISTANCE OF 697.16 FEET ALONG SAID NORTHERLY RIGHT-OF-WAY LINE TO THE EASTERLY RIGHT-OF-WAY LINE OF TRENTON STREET, PRAIRIE GATEWAY ROADS – PHASE 1;

THENCE ALONG SAID EASTERLY RIGHT-OF-WAY LINE OF TRENTON STREET FOR THE FOLLOWING FOUR (4) COURSES:

- 1) THENCE NORTH 00°19'37" WEST, A DISTANCE OF 324.83 FEET TO A POINT OF CURVATURE;
- 2) THENCE ALONG THE ARC OF A TANGENT CURVE TO THE RIGHT HAVING A CENTRAL ANGLE OF 21°04'28", A RADIUS OF 364.00 FEET, AN ARC LENGTH OF 133.89 FEET, THE CORD OF WHICH BEARS NORTH 10°12'37" EAST, A DISTANCE OF 133.13 FEET TO A POINT OF TANGENCY;
- 3) THENCE NORTH 20°44'51" EAST, A DISTANCE OF 82.80 FEET;
- 4) THENCE NORTH 70°02'53" EAST, A DISTANCE OF 32.44 FEET TO THE **POINT OF BEGINNING**;

CONTAINING A CALCULATED AREA OF 333,619 SQUARE FEET, OR 7.659 ACRES, MORE OR LESS.

PARCEL 5

A PARCEL OF LAND LOCATED IN THE SOUTH HALF OF SECTION 9, TOWNSHIP 3 SOUTH, RANGE 67 WEST OF THE SIXTH PRINCIPAL MERIDIAN, COUNTY OF ADAMS, STATE OF COLORADO, BEING MORE PARTICULARLY DESCRIBED AS FOLLOWS:

COMMENCING AT THE NORTHEAST CORNER OF SAID SECTION 9 AND CONSIDERING THE EAST LINE OF THE NORTHEAST QUARTER OF SAID SECTION 9

TO BEAR SOUTH 00°15'25" EAST WITH ALL BEARINGS CONTAINED HEREIN BEING RELATIVE THERETO;

THENCE SOUTH 42°07'07" WEST, A DISTANCE OF 3,673.57 FEET TO THE INTERSECTION OF THE WESTERLY RIGHT-OF-WAY LINE OF VICTORY WAY, PRAIRIE GATEWAY ROADS – PHASE 1, FILED OCTOBER 12, 2006 AT RECEPTION NO. 2006000989269 OF THE RECORDS OF THE ADAMS COUNTY CLERK AND RECORDER, WITH THE SOUTHERLY RIGHT-OF-WAY LINE OF EAST 60TH AVENUE, PRAIRIE GATEWAY ROADS – PHASE 1, AND THE **POINT OF BEGINNING**;

THENCE SOUTH 00°19'48" EAST, A DISTANCE OF 349.07 FEET ALONG SAID WESTERLY RIGHT-OF-WAY LINE OF VICTORY WAY TO THE NORTHERLY RIGHT-OF-WAY LINE OF EAST 59TH PLACE, PRAIRIE GATEWAY ROADS – PHASE 1;

THENCE SOUTH 89°40'12" WEST, A DISTANCE OF 671.79 FEET ALONG SAID THE NORTHERLY RIGHT-OF-WAY LINE OF EAST 59TH PLACE TO THE EASTERLY RIGHT-OF-WAY LINE OF TRENTON STREET, PRAIRIE GATEWAY ROADS – PHASE 1;

THENCE ALONG SAID EASTERLY RIGHT-OF-WAY LINE OF TRENTON STREET FOR THE FOLLOWING TWO (2) COURSES:

- 1) THENCE NORTH 45°19'43" WEST, A DISTANCE OF 35.92 FEET;
- 2) THENCE NORTH 00°19'37" WEST, A DISTANCE OF 323.67 FEET TO SAID SOUTHERLY RIGHT-OF-WAY LINE OF EAST 60TH AVENUE;

THENCE NORTH 89°40'12" EAST, A DISTANCE OF 697.17 FEET ALONG SAID SOUTHERLY RIGHT-OF-WAY LINE OF EAST 60TH AVENUE TO THE **POINT OF BEGINNING**;

CONTAINING A CALCULATED AREA OF 243,041 SQUARE FEET, OR 5.579 ACRES, MORE OR LESS.

PARCEL 6

A PARCEL OF LAND LOCATED IN THE SOUTH HALF OF SECTION 9, TOWNSHIP 3 SOUTH, RANGE 67 WEST OF THE SIXTH PRINCIPAL MERIDIAN, COUNTY OF ADAMS, STATE OF COLORADO, BEING MORE PARTICULARLY DESCRIBED AS FOLLOWS:

COMMENCING AT THE SOUTHWEST CORNER OF SAID SECTION 9 AND CONSIDERING THE WEST LINE OF THE SOUTHWEST QUARTER OF SAID SECTION 9 TO BEAR NORTH 00°20'07" WEST WITH ALL BEARINGS CONTAINED HEREIN BEING RELATIVE THERETO;

THENCE NORTH 33°46'36" EAST, A DISTANCE OF 238.94 FEET TO THE EASTERLY

RIGHT-OF-WAY LINE OF QUEBEC PARKWAY, PRAIRIE GATEWAY ROADS – PHASE 1, FILED OCTOBER 12, 2006 AT RECEPTION NO. 2006000989269 OF THE RECORDS OF THE ADAMS COUNTY CLERK AND RECORDER, AND THE **POINT OF BEGINNING**;

THENCE ALONG SAID EASTERLY RIGHT-OF-WAY LINE OF QUEBEC PARKWAY FOR THE FOLLOWING ELEVEN (11) COURSES:

- 1) THENCE NORTH 00°20'07" WEST, A DISTANCE OF 1,086.03 FEET;
- 2) THENCE NORTH 49°00'33" EAST, A DISTANCE OF 31.46 FEET;
- 3) THENCE NORTH 86°58'25" EAST, A DISTANCE OF 87.32 FEET;
- 4) THENCE NORTH 00°19'59" WEST, A DISTANCE OF 79.98 FEET;
- 5) THENCE SOUTH 89°36'57" WEST, A DISTANCE OF 95.14 FEET;
- 6) THENCE NORTH 49°34'03" WEST, A DISTANCE OF 36.90 FEET;
- 7) THENCE NORTH 00°20'07" WEST, A DISTANCE OF 560.75 FEET;
- 8) THENCE NORTH 81°30'58" EAST, A DISTANCE OF 12.79 FEET;
- 9) THENCE NORTH 00°34'21" EAST, A DISTANCE OF 41.01 FEET;
- 10) THENCE NORTH 82°42'49" WEST, A DISTANCE OF 13.43 FEET;
- 11) THENCE NORTH 00°20'07" WEST, A DISTANCE OF 555.92 FEET TO THE SOUTHERLY RIGHT-OF-WAY LINE OF EAST 60TH AVENUE, PRAIRIE GATEWAY ROADS – PHASE 1;

THENCE ALONG SAID SOUTHERLY RIGHT-OF-WAY LINE OF EAST 60TH AVENUE FOR THE FOLLOWING SEVEN (7) COURSES:

- 1) THENCE NORTH 48°42'39" EAST, A DISTANCE OF 30.91 FEET;
- 2) THENCE NORTH 86°48'27" EAST, A DISTANCE OF 108.32 FEET;
- 3) THENCE NORTH 89°40'12" EAST, A DISTANCE OF 968.49 FEET;
- 4) THENCE SOUTH 45°19'49" EAST, A DISTANCE OF 16.12 FEET;
- 5) THENCE NORTH 89°40'11" EAST, A DISTANCE OF 72.00 FEET;
- 6) THENCE NORTH 44°40'11" EAST, A DISTANCE OF 16.12 FEET;
- 7) THENCE NORTH 89°40'12" EAST, A DISTANCE OF 761.61 FEET TO THE WESTERLY RIGHT-OF-WAY LINE OF TRENTON STREET, PRAIRIE GATEWAY ROADS – PHASE 1;

THENCE ALONG SAID WESTERLY RIGHT-OF-WAY LINE OF TRENTON STREET FOR THE FOLLOWING THREE (3) COURSES:

- 1) THENCE SOUTH 00°19'37" EAST, A DISTANCE OF 323.66 FEET;
- 2) THENCE SOUTH 44°40'23" WEST, A DISTANCE OF 25.46 FEET;
- 3) THENCE SOUTH 00°19'37" EAST, A DISTANCE OF 97.40 FEET TO THE SOUTHERLY RIGHT-OF-WAY LINE OF EAST 59TH PLACE, PRAIRIE GATEWAY ROADS – PHASE 1;

THENCE ALONG SAID SOUTHERLY RIGHT-OF-WAY LINE OF EAST 59TH PLACE FOR THE FOLLOWING THREE (3) COURSES:

- 1) THENCE NORTH 89°40'12" EAST, A DISTANCE OF 97.40 FEET;
- 2) THENCE NORTH 44°40'17" EAST, A DISTANCE OF 25.46 FEET;
- 3) THENCE NORTH 89°40'12" EAST, A DISTANCE OF 168.48 FEET;

THENCE SOUTH 00°19'46" EAST, A DISTANCE OF 1,102.15 FEET;

THENCE NORTH 89°40'14" EAST, A DISTANCE OF 901.36 FEET TO THE WESTERLY RIGHT-OF-WAY LINE OF VALENTIA STREET, PRAIRIE GATEWAY ROADS – PHASE 1;

THENCE ALONG SAID WESTERLY RIGHT-OF-WAY LINE OF VALENTIA STREET FOR THE FOLLOWING TWO (2) COURSES:

- 1) THENCE SOUTH 00°19'48" EAST, A DISTANCE OF 977.62 FEET;
- 2) THENCE SOUTH 44°11'17" WEST, A DISTANCE OF 24.24 FEET TO THE NORTHERLY RIGHT-OF-WAY LINE OF EAST 56TH AVENUE, PRAIRIE GATEWAY ROADS – PHASE 1;

THENCE ALONG SAID NORTHERLY RIGHT-OF-WAY LINE OF EAST 56TH AVENUE FOR THE FOLLOWING FOUR (4) COURSES:

- 1) THENCE SOUTH 88°42'29" WEST, A DISTANCE OF 52.08 FEET;
- 2) THENCE SOUTH 01°17'31" EAST, A DISTANCE OF 5.00 FEET;
- 3) THENCE SOUTH 88°42'29" WEST, A DISTANCE OF 383.01 FEET;
- 4) THENCE SOUTH 88°22'22" WEST, A DISTANCE OF 718.64 FEET TO THE EAST LINE OF THE U.S. POST OFFICE PROPERTY DESCRIBED IN DACA45-4-71-6185;

THENCE ALONG THE BOUNDARY OF SAID U.S. POST OFFICE PROPERTY FOR THE FOLLOWING THREE (3) COURSES:

- 1) THENCE NORTH 00°20'07" WEST, A DISTANCE OF 2,074.47 FEET;
- 2) THENCE SOUTH 89°39'55" WEST, A DISTANCE OF 1,505.00 FEET;
- 3) THENCE SOUTH 00°20'07" EAST, A DISTANCE OF 1,467.00 FEET TO THE NORTH LINE OF THE SOUTH ADAMS COUNTY WATER AND SANITATION DISTRICT PROPERTY DESCRIBED IN SPECIAL WARRANTY DEED, FILED APRIL 29, 2011 AT RECEPTION NO. 2011000027857 OF THE RECORDS OF THE ADAMS COUNTY CLERK AND RECORDER;

THENCE ALONG THE BOUNDARY OF SAID SOUTH ADAMS COUNTY WATER AND SANITATION DISTRICT PROPERTY FOR THE FOLLOWING TWO (2) COURSES:

- 1) THENCE SOUTH 89°39'55" WEST, A DISTANCE OF 70.00 FEET;
- 2) THENCE SOUTH 00°20'07" EAST, A DISTANCE OF 600.49 FEET TO SAID NORTHERLY RIGHT-OF-WAY LINE OF EAST 56TH AVENUE;

THENCE ALONG SAID NORTHERLY RIGHT-OF-WAY LINE OF EAST 56TH AVENUE FOR THE FOLLOWING TWO (2) COURSES:

- 1) THENCE NORTH 88°20'05" WEST, A DISTANCE OF 240.69 FEET TO A POINT OF CURVATURE;
- 2) THENCE ALONG THE ARC OF A TANGENT CURVE TO THE RIGHT HAVING A CENTRAL ANGLE OF 87°59'57", A RADIUS OF 130.00 FEET, AN ARC LENGTH OF 199.66 FEET, THE CORD OF WHICH BEARS NORTH 44°20'06" WEST, A DISTANCE OF 180.61 FEET TO THE **POINT OF BEGINNING**;

CONTAINING A CALCULATED AREA OF 3,250,256 SQUARE FEET, OR 74.616 ACRES, MORE OR LESS.

PARCEL 7

A PARCEL OF LAND LOCATED IN THE SOUTHEAST QUARTER OF SECTION 9, TOWNSHIP 3 SOUTH, RANGE 67 WEST OF THE SIXTH PRINCIPAL MERIDIAN, COUNTY OF ADAMS, STATE OF COLORADO, BEING MORE PARTICULARLY DESCRIBED AS FOLLOWS:

COMMENCING AT THE SOUTHEAST CORNER OF SAID SECTION 9 AND CONSIDERING THE SOUTH LINE OF THE SOUTHEAST QUARTER OF SAID SECTION 9 TO BEAR SOUTH 89°38'59" WEST WITH ALL BEARINGS CONTAINED HEREIN BEING RELATIVE THERETO;

THENCE NORTH 64°36'13" WEST, A DISTANCE OF 177.26 FEET TO A LINE 77.00 FEET NORTH OF AND PARALLEL WITH SAID SOUTH LINE OF THE SOUTHEAST QUARTER OF SECTION 9 AND THE **POINT OF BEGINNING**;

THENCE SOUTH 89°38'59" WEST, A DISTANCE OF 1,774.29 FEET ALONG SAID PARALLEL LINE AND THE NORTHERLY RIGHT-OF-WAY LINE OF EAST 56TH AVENUE, PRAIRIE GATEWAY ROADS – PHASE 1, FILED OCTOBER 12, 2006 AT RECEPTION NO. 2006000989269 OF THE RECORDS OF THE ADAMS COUNTY CLERK AND RECORDER, TO THE EASTERLY RIGHT-OF-WAY LINE OF VALENTIA STREET, PRAIRIE GATEWAY ROADS – PHASE 1;

THENCE ALONG SAID EASTERLY RIGHT-OF-WAY LINE OF VALENTIA STREET FOR THE FOLLOWING THREE (3) COURSES:

- 1) THENCE NORTH 46°56'53" WEST, A DISTANCE OF 31.87 FEET;
- 2) THENCE NORTH 03°10'22" WEST, A DISTANCE OF 189.92 FEET;
- 3) THENCE NORTH 00°19'48" WEST, A DISTANCE OF 787.13 FEET;

THENCE NORTH 89°40'14" EAST, A DISTANCE OF 1,937.94 FEET TO A LINE 30.00 FEET WEST OF AND PARALLEL WITH THE EAST LINE OF SAID SOUTHEAST

QUARTER OF SECTION 9;

THENCE SOUTH $00^{\circ}15'23''$ EAST, A DISTANCE OF 868.22 FEET ALONG LAST SAID PARALLEL LINE TO A POINT OF CURVATURE;

THENCE ALONG THE ARC OF A TANGENT CURVE TO THE RIGHT HAVING A CENTRAL ANGLE OF $89^{\circ}54'23''$, A RADIUS OF 130.00 FEET, AN ARC LENGTH OF 203.99 FEET, THE CORD OF WHICH BEARS SOUTH $44^{\circ}41'48''$ WEST, A DISTANCE OF 183.70 FEET TO A POINT OF TANGENCY TO THE **POINT OF BEGINNING**;

CONTAINING A CALCULATED AREA OF 1,929,161 SQUARE FEET, OR 44.287 ACRES, MORE OR LESS.

PARCELS 1 THROUGH 7 CONTAINING A COMBINED CALCULATED AREA OF 11,719,436 SQUARE FEET, OR 269.041 ACRES, MORE OR LESS.

I, JAMES M. ROAKE, A SURVEYOR LICENSED IN THE STATE OF COLORADO, DO HEREBY CERTIFY THAT THE ABOVE LEGAL WAS PREPARED BY ME OR UNDER MY DIRECT SUPERVISION AND CHECKING.

JAMES M. ROAKE, P.L.S. 37898
FOR AND ON BEHALF OF MANHARD CONSULTING

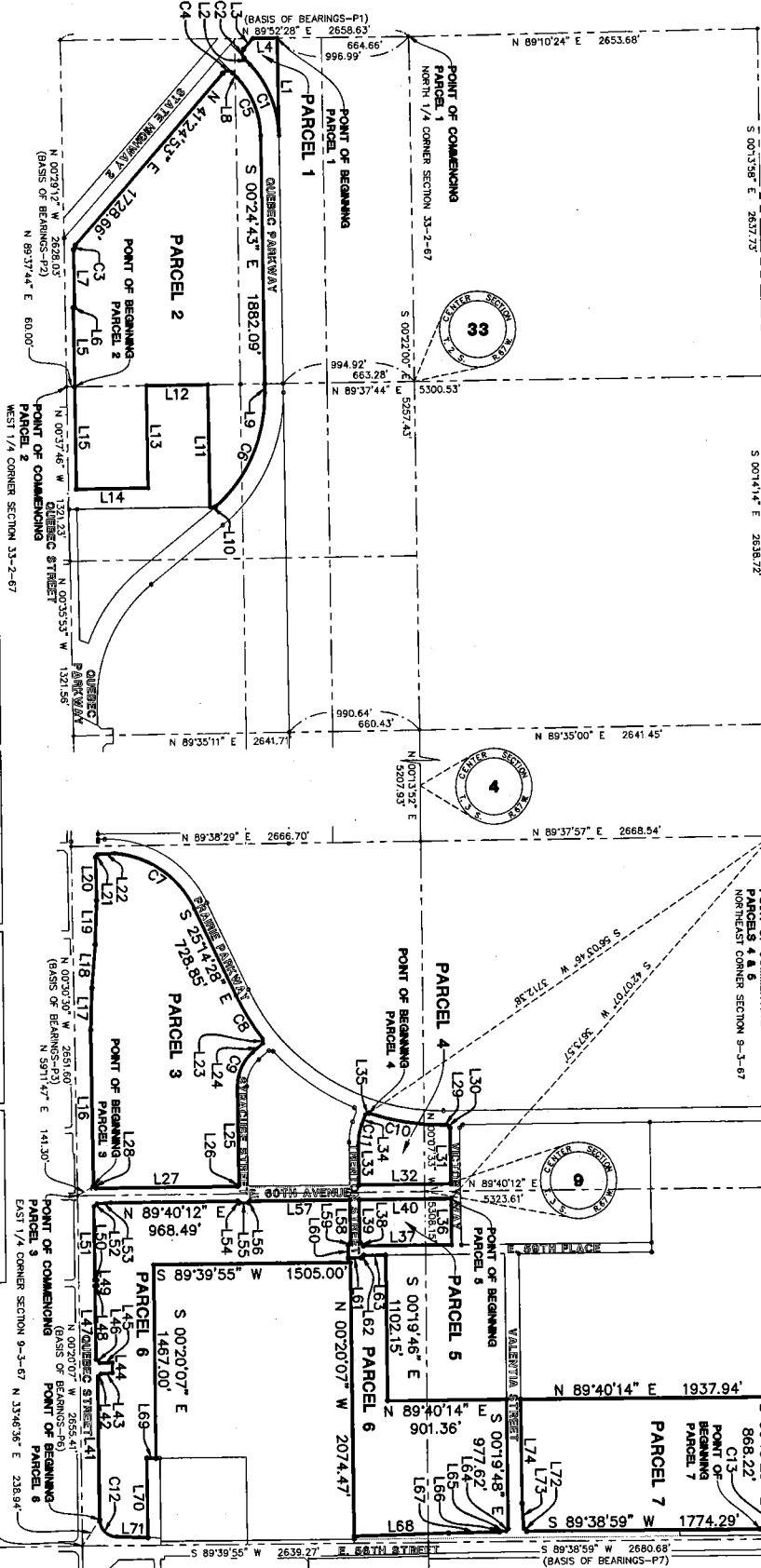
ALTA/ACSM LAND TITLE SURVEY

A PART OF SECTION 33, TOWNSHIP 2 SOUTH, RANGE 67 WEST OF THE SIXTH PRINCIPAL MERIDIAN AND PART OF SECTION 9, TOWNSHIP 3 SOUTH, RANGE 67 WEST OF THE SIXTH PRINCIPAL MERIDIAN, CITY OF COMMERCE CITY, COUNTY OF ADAMS, STATE OF COLORADO

CURVE	DELTA	RADIUS	CHORD BEARING	CHORD LENGTH
C1	431°05'	792.00'	N 22°01'51" W	582.91'
C2	85°04'11"	50.00'	N 01°03'21" W	67.57'
C3	415°40'51"	50.00'	N 20°27'51" E	35.76'
C4	94°39'19"	50.00'	N 88°54'33" E	73.72'
C5	431°05'	650.00'	S 22°01'51" E	478.40'
C6	489°29'27"	1130.00'	S 24°17'08" W	948.60'
C7	59°37'28"	742.00'	S 5°03'12" E	742.76'
C8	123°6'02"	1728.00'	S 30°07'30" E	366.25'
C9	50°09'00"	336.00'	S 24°44'53" W	284.80'
C10	19°35'37"	1728.00'	S 80°47'20" E	572.36'

AREA TABLE	AREA
PARCEL 1 =	84.57 SQUARE FEET
PARCEL 2 =	335,788 SQUARE FEET
PARCEL 3 =	2,512,677 SQUARE FEET
PARCEL 4 =	333,619 SQUARE FEET
PARCEL 5 =	243,041 SQUARE FEET
PARCEL 6 =	3,250,256 SQUARE FEET
PARCEL 7 =	1,929,361 SQUARE FEET
TOTAL =	11,719,456 SQUARE FEET

CURVE	DELTA	RADIUS	CHORD BEARING	CHORD LENGTH
C11	21°04'28"	364.00'	N 101°23'27" E	133.13'
C12	87°58'57"	130.00'	N 44°20'08" W	180.61'
C13	89°42'23"	130.00'	S 44°41'48" W	183.70'



LINE	BEARING	LENGTH
L1	S 00°24'43" E	728.87'
L2	N 43°35'48" W	68.22'
L3	N 41°24'53" E	108.04'
L4	N 89°52'28" E	189.95'
L5	N 00°29'12" W	598.18'
L6	N 89°30'48" E	10.00'
L7	N 00°29'12" W	439.44'
L8	S 43°35'48" E	47.69'
L9	S 00°27'34" E	67.18'
L10	S 89°34'46" W	38.43'
L11	N 00°36'48" W	927.13'

LINE	BEARING	LENGTH
L12	N 89°37'28" E	123.55'

LINE	BEARING	LENGTH
L13	S 00°24'43" E	1882.09'

LINE	BEARING	LENGTH
L14	N 00°37'46" W	1321.55'

LINE	BEARING	LENGTH
L15	N 00°37'46" W	1321.55'

LINE	BEARING	LENGTH
L16	N 89°38'29" E	2666.70'

LINE	BEARING	LENGTH
L17	N 89°38'29" E	2666.70'

LINE	BEARING	LENGTH
L18	N 89°38'29" E	2666.70'

LINE	BEARING	LENGTH
L19	N 89°38'29" E	2666.70'

LINE	BEARING	LENGTH
L20	N 00°37'46" W	1321.55'

LINE	BEARING	LENGTH
L21	N 00°37'46" W	1321.55'

LINE	BEARING	LENGTH
L22	N 00°37'46" W	1321.55'

LINE	BEARING	LENGTH
L23	N 00°37'46" W	1321.55'

LINE	BEARING	LENGTH
L24	N 00°37'46" W	1321.55'

LINE	BEARING	LENGTH
L25	N 00°37'46" W	1321.55'

LINE	BEARING	LENGTH
L26	N 00°37'46" W	1321.55'

LINE	BEARING	LENGTH
L27	N 00°37'46" W	1321.55'

LINE	BEARING	LENGTH
L28	N 00°37'46" W	1321.55'

LINE	BEARING	LENGTH
L29	N 00°37'46" W	1321.55'

LINE	BEARING	LENGTH
L30	N 00°37'46" W	1321.55'

LINE	BEARING	LENGTH
L31	N 00°37'46" W	1321.55'

LINE	BEARING	LENGTH
L32	N 00°37'46" W	1321.55'

LINE	BEARING	LENGTH
L33	N 00°37'46" W	1321.55'

LINE	BEARING	LENGTH
L34	N 00°37'46" W	1321.55'

LINE	BEARING	LENGTH
L35	N 00°37'46" W	1321.55'

LINE	BEARING	LENGTH
L36	N 00°37'46" W	1321.55'

LINE	BEARING	LENGTH
L37	N 00°37'46" W	1321.55'

LINE	BEARING	LENGTH
L38	N 00°37'46" W	1321.55'

LINE	BEARING	LENGTH
L39	N 00°37'46" W	1321.55'

LINE	BEARING	LENGTH
L40	N 00°37'46" W	1321.55'

LINE	BEARING	LENGTH
L41	N 00°37'46" W	1321.55'

LINE	BEARING	LENGTH
L42	N 00°37'46" W	1321.55'

LINE	BEARING	LENGTH
L43	N 00°37'46" W	1321.55'

LINE	BEARING	LENGTH
L44	N 00°37'46" W	1321.55'

LINE	BEARING	LENGTH
L45	N 00°37'46" W	1321.55'

LINE	BEARING	LENGTH
L46	N 00°37'46" W	1321.55'

LINE	BEARING	LENGTH
L47	N 00°37'46" W	1321.55'

LINE	BEARING	LENGTH
L48	N 00°37'46" W	1321.55'

LINE	BEARING	LENGTH
L49	N 00°37'46" W	1321.55'

LINE	BEARING	LENGTH
L50	N 00°37'46" W	1321.55'

LINE	BEARING	LENGTH
L51	N 00°37'46" W	1321.55'

LINE	BEARING	LENGTH
L52	N 00°37'46" W	1321.55'

LINE	BEARING	LENGTH
L53	N 00°37'46" W	1321.55'

LINE	BEARING	LENGTH
L54	N 00°37'46" W	1321.55'

LINE	BEARING	LENGTH
L55	N 00°37'46" W	1321.55'

LINE	BEARING	LENGTH
L56	N 00°37'46" W	1321.55'

LINE	BEARING	LENGTH
L57	N 00°37'46" W	1321.55'

LINE	BEARING	LENGTH
L58	N 00°37'46" W	1321.55'

LINE	BEARING	LENGTH
L59	N 00°37'46" W	1321.55'

LINE	BEARING	LENGTH
L60	N 00°37'46" W	1321.55'

LINE	BEARING	LENGTH
L61	N 00°37'46" W	1321.55'

LINE	BEARING	LENGTH
L62	N 00°37'46" W	1321.55'

LINE	BEARING	LENGTH
L63	N 00°37'46" W	1321.55'

LINE	BEARING	LENGTH
L64	N 00°37'46" W	1321.55'

LINE	BEARING	LENGTH
L65	N 00°37'46" W	1321.55'

LINE	BEARING	LENGTH
L66	N 00°37'46" W	1321.55'

LINE	BEARING	LENGTH
L67	N 00°37'46" W	1321.55'

LINE	BEARING	LENGTH
L68	N 00°37'46" W	1321.55'

LINE	BEARING	LENGTH
L69	N 00°37'46" W	1321.55'

LINE	BEARING	LENGTH
L70	N 00°37'46" W	1321.55'

LINE	BEARING	LENGTH
L71	N 00°37'46" W	1321.55'

LINE	BEARING	LENGTH
L72	N 00°37'46" W	1321.55'

LINE	BEARING	LENGTH
L73	N 00°37'46" W	1321.55'

LINE	BEARING	LENGTH
L74	N 00°37'46" W	1321.55'

LINE	BEARING	LENGTH
L75	N 00°37'46" W	1321.55'

LINE	BEARING	LENGTH
L76	N 00°37'46" W	1321.55'

LINE	BEARING	LENGTH
L77	N 00°37'46" W	1321.55'

LINE	BEARING	LENGTH
L78	N 00°37'46" W	1321.55'

LINE	BEARING	LENGTH
L79	N 00°37'46" W	1321.55'

LINE	BEARING	LENGTH
L80	N 00°37'46" W	1321.55'

LINE	BEARING	LENGTH
L81	N 00°37'46" W	1321.55'

LINE	BEARING	LENGTH
L82	N 00°37'46" W	1321.55'

LINE	BEARING	LENGTH
L83	N 00°37'46" W	1321.55'

LINE	BEARING	LENGTH
L84	N 00°37'46" W	1321.55'

LINE	BEARING	LENGTH
L85	N 00°37'46" W	1321.55'

LINE	BEARING	LENGTH
L86	N 00°37'46" W	1321.55'

LINE	BEARING	LENGTH
L87	N 00°37'46" W	1321.55'

LINE	BEARING	LENGTH
L88	N 00°37'46" W	1321.55'

LINE	BEARING	LENGTH
L89	N 00°37'46" W	1321.55'

LINE	BEARING	LENGTH
L90	N 00°37'46" W	1321.55'

LINE	BEARING	LENGTH
L91	N 00°37'46" W	1321.55'

LINE	BEARING	LENGTH
L92	N 00°37'46" W	1321.55'

LINE	BEARING	LENGTH
L93	N 00°37'46" W	1321.55'

LINE	BEARING	LENGTH
L94	N 00°37'46" W	1321.55'

LINE	BEARING	LENGTH
L95	N 00°37'46" W	1321.55'

LINE	BEARING	LENGTH
L96	N 00°37'46" W	1321.55'

LINE	BEARING	LENGTH
L97	N 00°37'46" W	1321.55'

LINE	BEARING	LENGTH
L98	N 00°37'46" W	1321.55'

LINE	BEARING	LENGTH
L99	N 00°37'46" W	1321.55'

LINE	BEARING	LENGTH
L100	N 00°37'46" W	1321.55'

LINE	BEARING	LENGTH
L101	N 00°37'46" W	1321.55'

LINE	BEARING	LENGTH
L102	N 00°37'46" W	1321.55'

LINE	BEARING	LENGTH
L103	N 00°37'46" W	1321.55'

LINE	BEARING	LENGTH
L104	N 00°37'46" W	1321.55'

LINE	BEARING	LENGTH
L105	N 00°37'46" W	1321.55'

LINE	BEARING	LENGTH
L106	N 00°37'46" W	1321.55'

LINE	BEARING	LENGTH
L107	N 00°37'46" W	1321.55'

LINE	BEARING	LENGTH
L108	N 00°37'46" W	1321.55'

**EXHIBIT B
TO
BARGAIN AND SALE DEED**

**[THE BELOW EXCEPTIONS WILL BE REVISED MATCH THE FINAL TITLE
COMMITMENT IF NEEDED]**

EXCEPTIONS TO TITLE

1. Taxes and assessments for the year 2014 and subsequent years, a lien not yet due and payable.
2. Water rights, claims or title to water.
3. Right of the proprietor of a vein or lode to extract and remove his ore therefrom, should the same be found to penetrate or intersect the premises hereby granted, and a right of way for ditches or canals constructed by the authority of the United States, as reserved in United States patent recorded November 26, 1898 in book a24 at page 579.

(affects parcel 4)
4. Right of the proprietor of a vein or lode to extract and remove his ore therefrom, should the same be found to penetrate or intersect the premises hereby granted, and a right of way for ditches or canals constructed by the authority of the United States, as reserved in United States patent recorded January 31, 1901 in book a41 at page 569.

(affects parcels 5, 6 and 7)
5. Right of proprietor of a vein or lode to extract and remove his ore therefrom should the same be found to penetrate or intersect the premises as reserved in United States patent recorded January 03, 1893, in book a25 at page 535.

(affects parcels 1 and 2)
6. Utility easement as granted to American Telephone and Telegraph Company in instrument recorded July 07, 1933, in book 210 at page 145.

(affects parcels 3, 4, 5, 6 and 7)
7. Utility easement as granted to American Telephone and Telegraph Company in instrument recorded July 13, 1933, in book 210 at page 205.

(affects parcels 1 and 2)
8. Pipeline for right-of-way easement DACA 45-2-72-6101 granted to the City and County of Denver in instrument recorded September 12, 1975 in book 2017 at page 358.

(affects parcel 6)

9. Terms, conditions, provisions, burdens and obligations as set forth in License Agreement executed by and between the City and County of Denver, acting by and through its Board of Water Commissioners, as licensor, and South Adams County Water and Sanitation District, as licensee, recorded May 07, 2001 under reception no. C0797221, regarding the construction, utilization, maintenance, repair and replacement of water line.

(affects parcel 6)

10. Terms, conditions, provisions, burdens and obligations as set forth in Water Line Easement DACA45-2-04-6008 as granted to the City and County of Denver, acting by and through its Board of Water Commissioners recorded February 20, 2004 under reception no. C1280437. Agreement in connection therewith recorded January 16, 2013 under reception no. 2013000004918.

(affects parcels 2, 6 and 7)

11. Terms, conditions, provisions, burdens and obligations as set forth in Ordinance approving annexation of subject property now known as Prairie Gateway, Commerce City, Colorado recorded October 29, 2004 under reception no. 20041029001090100.

Note: ordinance approving and accomplishing the disconnection (de-annexation) of a portion of said land recorded May 26, 2006 under reception no. 20060526000544920.

(affects parcels 1, 2, 3, 4, 5, 6 and 7)

12. Matters set forth on Annexation Map annexing subject property to the City of Commerce City, Colorado recorded October 29, 2004 under reception no. 20041029001090120.

Note: ordinance approving and accomplishing the disconnection (de-annexation) of a portion of said land recorded may 26, 2006 under reception no. 20060526000544920.

(affects parcels 1, 2, 3, 4, 5, 6 and 7)

13. A perpetual easement DACA 45-2-02-6082 for a waterline and incidental purposes as granted to the South Adams County Water and Sanitation District as disclosed by Supplemental Agreement no. 2 recorded December 9, 2004 under reception no. 20041209001252140.

(affects parcels 1, 2, 3 and 6)

14. Right of way easement 10 feet in width as granted to the Mountain States Telephone and Telegraph Company for an underground communication cable in instrument no. DACA 45-2-74-6070, not recorded, dated December 11, 1973. (ESI 20619595)

(affects parcels 3 and 6)

15. Right of way easement 30 feet in width as granted to WYCO Pipe Line Company for an oil pipeline in instrument no. DA-25-066-ENG-14461, not recorded, dated May 24, 1966. (ESI 20619684)

(affects parcel 6)

16. Terms, conditions, provisions, burdens, obligations and easements as set forth and granted in easement for right of way (pipeline) recorded September 29, 1975 in book 2020 at page 477.

(affects parcels 2 and 6)

17. Terms, conditions, provisions, burdens and obligations as set forth in Prairie Gateway PUD Zone document recorded July 25, 2005 under reception no. 20050725000783260, and Amendment #1 thereto recorded May 28, 2008 under reception no. 2008000042541.

Note: ordinance approving and accomplishing the disconnection (de-annexation) of a portion of said land recorded may 26, 2006 under reception no. 20060526000544920.

(affects parcels 1, 2, 3, 4, 5, 6 and 7)

18. Terms, conditions, provisions and easements as set forth in Quitclaim Deed recorded July 02, 2004 at reception no. 20040702000568710 and deed recorded august 27, 2007 under reception no. 2007000082031.

Note: assignment and acceptance of reserved easement which assigns one of the reserved easements to Colorado Department of Transportation, State of Colorado, recorded November 21, 2005 under reception no. 20051121001281770.

(affects parcel 7)

19. Any tax, lien, fee, or assessment by reason of inclusion of subject property in the South Adams Fire Protection District, as evidenced by instrument recorded November 01, 2004, under reception no. 20041101001096530.

(affects parcels 1, 2, 3, 4, 5, 6 and 7)

20. Terms, conditions, provisions, burdens and obligations as set forth in Intergovernmental Agreement regarding cost sharing for design and construction of Prairie Gateway sewer improvements recorded July 25, 2005 under reception no. 20050725000787660.

Note: Partial Release of said agreement recorded July 19, 2006 under reception no. 20060719000727670.

(affects parcels 1, 2, 3, 4, 5, 6 and 7)

21. Terms, conditions, provisions, burdens and obligations as set forth in Intergovernmental Agreement regarding cost sharing for design and construction of Prairie Gateway Water Improvements recorded July 26, 2005 under reception no. 20050726000787670.

Note: Ordinance amending PUD Zone document recorded may 12, 2008 under reception no. 2008000038112.

Note: Partial Release of said agreement recorded July 19, 2006 under reception no. 20060719000727670.

(affects parcels 1, 2, 3, 4, 5, 6, and 7)

22. Terms, conditions, provisions, burdens and obligations as set forth in Option to Purchase in favor of Kroenke Stadium Services, Inc., a Colorado corporation recorded January 27, 2006 under reception no. 20060127000094810.

(affects parcels 3, 4, 5 and 6)

23. Terms, conditions, provisions, burdens and obligations as set forth in Ordinance no. 1568, pertaining to the Prairie Gateway Urban Renewal Project, recorded September 19, 2006 under reception no. 20060919000941070.

(affects parcels 1, 2, 3, 4, 5, 6 and 7)

24. Terms, conditions, provisions, burdens and obligations as set forth in Easement Agreement recorded September 19, 2008 under reception no. 2008000074966.

(affects parcel 6)

25. Terms, conditions, provisions, burdens and obligations as set forth in Agreement for Inclusion in South Adams County Water and Sanitation District recorded May 15, 2013 under reception no. 2013000041401.

(affects parcel 2)

26. Terms, conditions, provisions, burdens and obligations as set forth in Ordinance AN-213-08, approving the annexation of a portion of subject property recorded May 14, 2008 under reception no. 2008000038672.

Said ordinance amended by ordinance an-213-08-09 recorded March 13, 2009 under reception no. 2009000018150, and re-recorded under reception nos. 2009000018151 and 2009000018152.

(affects parcels 1, 2, 3, 4, 5, 6 and 7)

27. Matters set forth on Annexation Map annexing subject property to the City of Commerce City, Colorado recorded May 14, 2008 under reception no. 2008000038673.

(affects parcel 2)

28. Any facts, rights, interests or claims which may exist or arise by reason of the following facts shown on ALTA/ACSM Land Title Survey dated October 5, 2014 and last revised _____, 2014, prepared by Manhard Consulting, job no. 140391:

a) fence lines are not coincident with property lines.

b) trail crossing parcel 2.

c) road crossing parcel 6

**EXHIBIT C
TO
BARGAIN AND SALE DEED**

GSA CONDITIONS

The following provisions, referred to as the "GSA Conditions," are excerpted from Article III of the Quitclaim Deed dated June 21, 2004 (the "GSA Deed") from the United States of America acting by and through the Administrator of General Services Administration (the "GSA") to the City of Commerce City, Colorado, recorded July 2, 2004 at Reception No. 20040702000568710 in the real property records of Adams County, Colorado, conveying certain land known as the Former Rocky Mountain Arsenal Western Tier Parcel, Commerce City, Colorado (the "Property"), of which the subject property is a part. As used herein, "Grantor" shall mean the GSA and "Grantee" shall mean the owner or holder from time to time of any interest in the Property.

As required by the GSA Deed, in order to ensure protection of human health and the environment and to preclude any interference with on-going or completed remediation activities at the Western Tier Parcel (WTP) of Rocky Mountain Arsenal (RMA), any further transfer of all or any part of the Property, any lease of all or any part of the Property and the grant of any interest, privilege or license whatsoever in connection with all or any portion of the Property must include the environmental protection provisions set forth below, and shall require the inclusion of such environmental protection provisions in all further deeds, transfers, leases or grant of any interest, privilege or license.

* * *

CERCLA NOTICES, COVENANTS AND RESERVATIONS

(A) NOTICE Regarding Hazardous Substance Activity. Pursuant to 40 CFR 373.2 and Section 120(h)(3)(A)(i) of the Comprehensive Environmental Response, Compensation and Liability Act of 1980, as amended (CERCLA) (42 U.S.C. §9620(h)(3)(A)(i)), and based upon a complete search of agency files, the United States gives notice that no hazardous substances have been released or disposed of or stored for one year or more on the Property. However, migration of hazardous substances in the groundwater which had been released on adjacent (both RMA and non-RMA) property has occurred.

(B) Grantor warrants that all remedial action necessary to protect human health and the environment has been taken before the date of this conveyance. Grantor warrants that it shall take any additional response action found to be necessary after the date of this conveyance regarding hazardous substances located on the Property on the date of this conveyance.

(1) This covenant shall not apply:

(a) in any case in which Grantee, its successor(s) or assign(s), or any successor in interest to the Property or part thereof is a Potentially Responsible Party (PRP) with respect to the Property immediately prior to the date of this conveyance; OR

- (b) to the extent but only to the extent that such additional response action or part thereof found to be necessary is the result of an act or failure to act of the Grantee, its successor(s) or assign(s), or any party in possession after the date of this conveyance that either:
 - (i) results in a release or threatened release of a hazardous substance that was not located on the Property on the date of this conveyance; OR
 - (ii) causes or exacerbates the release or threatened release of a hazardous substance the existence and location of which was known and identified to the applicable regulatory authority as of the date of this conveyance.
 - (iii) in the case of a hazardous substance(s) previously unknown by Grantor and Grantee as of the date of this conveyance but which is hereafter discovered by Grantee, its successor(s) or assign(s), or any party in possession and where after such discovery, Grantee, its successor(s) or assign(s), or any party in possession thereafter causes or exacerbates a release or threatened release of such hazardous substance(s).
- (c) In the event Grantee, its successor(s) or assign(s), seeks to have Grantor conduct or pay for any additional response action, and, as a condition precedent to Grantor incurring any additional cleanup obligation or related expenses, the Grantee, its successor(s) or assign(s), shall provide Grantor at least 45 days written notice of such a claim. In order for the 45-day period to commence, such notice must include and provide credible evidence that:
 - (i) the associated contamination existed prior to the date of this conveyance; and
 - (ii) the need to conduct any additional response action or part thereof was not the result of any act or failure to act by the Grantee, its successor(s) or assign(s), or any party in possession.

(2) Access.

The Grantor, including but not limited to the U.S. Army and the U.S. Environmental Protection Agency (EPA), and the Colorado Department of Public Health and Environment (CDPHE) and their officers, agents, employees, contractors, and subcontractors have the right, upon reasonable notice to the Grantee, to enter upon the property in any case in which a response action or corrective action is found to be necessary, after the date of transfer of the property, or such access is necessary to carry out a response action or corrective action on adjoining property, including, without limitation, the following purposes:

- (a) to conduct investigations and surveys, including, where necessary, drilling, soil and water sampling, test-pitting, test soil borings and other activities;
- (b) to inspect field activities of the Government and its contractors and subcontractors;
- (c) to conduct any test or survey related to the environmental conditions at the Property or to verify any data submitted to the EPA or CDPHE by the Government relating to such conditions; and
- (d) to conduct, operate, maintain or undertake any other response or remedial actions as required or necessary including, but not limited to monitoring wells, pumping wells and treatment facilities.

(C) Grantee covenants and agrees for itself, its successors and assigns and every successor in interest to the Property or part thereof, that a party occupying the Property shall not hinder or prevent the Army from properly constructing, upgrading, operating, maintaining and monitoring any groundwater treatment facilities or groundwater monitoring network or engage in any activity that will disrupt or hinder required remedial investigations, response actions or oversight activities on the Property or adjoining property.

(D) Grantee covenants for itself, its successors and assigns, and is hereby prohibited from the following uses of the Property as required by Section 5(d) of the Rocky Mountain Arsenal National Wildlife Refuge Act of 1992 as amended, Public Law 102-402, (October 9, 1992, 106 STAT 1966 (d)(1)) and herein expressly made a part of this conveyance as follows:

- (1) The use of the Property for residential or industrial purposes;
- (2) The use of ground water located under, or surface water located on, the Property as a source of potable water;
- (3) Hunting and fishing on the Property, excluding hunting and fishing for non-consumptive use subject to appropriate restrictions; and
- (4) Agricultural use of the Property including all farming activities such as the raising of livestock, crops, or vegetables, but excluding agricultural practices used in response action used for erosion control.

NOTIFICATION OF GROUNDWATER PLUME CONSTITUENTS (PAST AND PRESENT) ON/IN THE VICINITY OF THE WESTERN TIER PARCEL

Note: The following information is based on groundwater plume map included as figure 3 in the *Partial Deletion Justification Report for the Western Tier Parcel* (June 1998), as well as other available documentation and reports, related to the Chemical Sales Company Operable Units and the Irondale Containment System Shut-down for the Irondale Extraction System CCR.

Groundwater (GW) Plume and location relative to WTP	Primary GW Constituents or Contaminants of Concern associated with Plume Area	Plume Data	Dates and Activity (i.e., Remedial Actions or Clean-up Activities)
Chemical Sales Co. Plume (Western edge of WTP)	<ul style="list-style-type: none"> DCA (1,1-dichloroethane) DCE (1,1-dichloroethene) total 1,2-DCE (Total 1,2-dichloroethylene) PCE (tetrachloroethylene) TCA (1,1,1-trichloroethane) TRCLE or TCE (trichloroethene) BZ (benzene) VC (vinyl chloride) 	EPA 1991	<p>June 4, 1987: Off-Post RMA OU-1 ROD.</p> <p>Oct. 1989: Klein Water Treatment Facility built.</p> <p>June 1988: Chemical Sales Co. proposed for NPL listing.</p> <p>Aug. 1990: NPL listing for Chemical Sales Co.</p> <p>June 27, 1991: A ROD for OU 2 was signed. No O&M, but continued GW monitoring associated with OU 2.</p> <p>Sept. 25, 2002 - Second Five-Year Review</p>
1994 Plumes (All Sections within WTP) and West Plume (West edges of all sections within WTP)	<ul style="list-style-type: none"> BCHPD (bicycloheptadiene) C12DCE (cis-1,2-dichloroethene) CHCL3 (trichloromethane) / Chloroform DCA (1,1-dichloroethane) DCE (1,1-dichloroethene) PCE (tetrachloroethylene) TCA (1,1,1-trichloroethane) TRCLE or TCE(trichloroethene) 	RMA 1994 and Chirlin & Associates 1995	Notes: Non-RMA source plume from south/southeast of RMA. (CHCL3 attributed to RMA plume).
<p>Irondale/Rail Yard/Motor Pool Plume(s)</p> <p>(Adjacent to and historically underlying WTP property - eastern portions of Sections 4 and 33)</p>	<ul style="list-style-type: none"> DBCP (dibromochloropropane) TCE (trichloroethene) 	RMA 1996	<p>1981: Irondale Containment System completed.</p> <p>June 1987: RMA Off-Post OU-1 ROD signed.</p> <p>Oct. 1989: SACWSD's Klein Water Treatment Facility begins operation.</p> <p>July 1991: Irondale/Railyard/Motor Pool IRA completed.</p> <p>June 1996: MOA between Army, Shell Oil Co., and SACWSD.</p> <p>Oct. 1997: Irondale 5-year shutdown monitoring begins.</p> <p>April 1998: Motor Pool extraction wells shut down.</p> <p>Oct. 2000: First Five-Year Review for RMA OUs 1 and 2.</p> <p>July 2001: Irondale Containment System shut down.</p> <p>May 2003: Irondale CCR for Five-Year post shutdown monitoring period accepted by regulators.</p>

**NOTIFICATION FOR POTENTIAL OF UNDISCOVERED UNEXPLODED
ORDNANCE ("UXO")**

Based on the review of existing records, numerous field investigations, reports, and other available information, none of buildings and/or land proposed for transfer is known to contain unexploded ordnance. In the event the Grantee, its successors, and assigns, should discover any ordnance on the Property, it should not attempt to remove or destroy it, but shall immediately contact: 1) the nearest local law enforcement agency; 2) the Emergency Ordinance Disposal (EOD) Team at Fort Carson, 764TH ORD CO (EOD), Fort Carson, CO Phone: (719) 526-5528/5528/5543, Fax: (719) 526-3521, 24 Hr Command Post: (719) 526-2643; 3) RMA security office at 7200 Quebec Street, Building 111, Commerce City, Colorado 80022-1748; and 4) U.S. Army Corps of Engineers, Omaha District Commander's office @ 402-221-3901. Competent Grantor, or Grantor designated explosive ordnance personnel will be dispatched promptly to dispose of such ordnance at no expense to the Grantee.

**NOTIFICATION FOR GROUNDWATER WELLS AND ADDITIONAL LIMITATIONS
REMAINING AFTER TRANSFER**

Groundwater Wells: Remaining groundwater wells located within the Property as described in Exhibit A, will either be closed out in accordance with applicable closure requirements, or accepted by Grantee. The Grantee, or its successors or assigns, shall accept full right of ownership of any remaining open groundwater wells referenced above at the time of this deed. The Grantee shall within 60-days register the groundwater wells with the Colorado State Engineer's Office. Wells that are closed after the transfer of their ownership will be closed in a manner consistent with the Colorado State Engineer's Office.

* * *

EXHIBIT D-1

FORM OF BILL OF SALE AND ASSIGNMENT OF WATER CREDITS

[SEE ATTACHED]

BILL OF SALE AND ASSIGNMENT
OF
WATER CREDITS

FOR GOOD AND VALUABLE CONSIDERATION, the receipt, adequacy and sufficiency of which are hereby acknowledged, CITY OF COMMERCE CITY, COLORADO, a Colorado municipal corporation, and a home rule city duly incorporated under the Colorado Constitution ("**Assignor**") hereby sells, transfers, assigns, and conveys to KROENKE CC PROPERTIES, LLC, a Colorado limited liability company, ("**Assignee**") whose street address is 1000 Chopper Circle, Denver, Colorado 80204, Assignor's remaining right, title and interest in and to and otherwise associated with the following described interests, as set forth and further described in that certain Agreement For Water Credits On Victory Crossing (RMA Lands), dated April 10, 2013, by and between South Adams County Water and Sanitation District, a special district and quasi-municipal corporation of the State of Colorado (the "**District**") and Assignor, which is attached hereto as EXHIBIT A, and is incorporated herein by this reference for all purposes (the "**Water Credit Agreement**") for use by Assignee on the real property more particularly described on EXHIBIT B, attached hereto and incorporated herein by this reference (the "**Property**"):

1. The Financial Credits, totaling one million seven hundred sixty-five thousand sixty dollars and thirty-eight cents (\$1,765,060.30), as defined in Section 2.a. of the Water Credit Agreement;
2. The right to purchase connections from the District for Additional Irrigation Demand on the Property for up to 118.49 ERUs with an assessment of ten thousand six hundred thirty-one dollars per ERU against the Financial Credits as defined in the Water Credit Agreement, and no other fees, charges or dedications, as defined in Section 2.b. of the Water Credit Agreement;
3. The right to purchase connections from the District for up to 656.00 ERUs for potable use on the Property with an assessment of seven hundred seventy dollars (\$770.00) per ERU against the Financial Credits as defined in the Water Credit Agreement and no other fees, charges or dedications, as defined in Section 3. of the Water Credit Agreement; and
4. The Purchased ERUs on the Property(as defined in Section 4 of the Water Credit Agreement), together with the right to the District's provision of augmentation water to support the Purchased ERUs used on the Property and the Additional Irrigation Demand (as defined in Section 2.b. of the Water Credit Agreement), as described in Section 4 of the Water Credit Agreement;

(all of the above collectively being the "**Water Credits**"). Nothing in this Bill of Sale and Assignment shall affect the rights of the Assignor to existing Purchased ERUs not used on the Property or the right to enter into an agreement with the District or any other district concerning lands or rights not expressly included in this Assignment or the Water Credit Agreement. Assignor shall not be responsible for, and Assignee by its acceptance of this Bill of Sale and Assignment shall assume, the obligation to pay all fees and assessments in connection with the assignment and transfer of the Water Credits, and the District's review of the assignment of the Water Credits, being assigned by this Bill of Sale and Assignment, as may be set forth in the District's applicable rules and regulations.

This BILL OF SALE AND ASSIGNMENT of Water Credits is executed by Assignor as of the _____ day of October, 2014.

CITY OF COMMERCE CITY, COLORADO, a Colorado municipal corporation, and a home rule city duly incorporated under the Colorado Constitution

By: _____
Sean Ford, Mayor

City Clerk

City Clerk

By: _____
Robert R. Gehler, City Attorney

My commission expires: _____

Notary Public

EXHIBIT A
Water Credit Agreement
(attached)

**AGREEMENT FOR WATER CREDITS ON VICTORY CROSSING
(RMA Lands)**

THIS AGREEMENT FOR WATER CREDITS ON VICTORY CROSSING (the "Agreement") is made and entered into effective this 10th day of April, 2013, by and between the South Adams County Water and Sanitation District ("District"), a special district and quasi-municipal corporation of the State of Colorado, and the City of Commerce City, a Colorado home rule municipality ("Commerce City").

RECITALS

WHEREAS, the District currently provides municipal water and wastewater service within its boundaries, for the benefit of its residents and property owners located in Adams County, State of Colorado; and

WHEREAS, Commerce City is the owner of certain real property (hereinafter, the "Property"), which is described in **Exhibit A** attached hereto and incorporated herein by this reference; and

WHEREAS, with this Agreement, Commerce City is concurrently filing a petition for inclusion of the Property ("Petition") to reconfirm the inclusion into the District, and has signed a conveyance of groundwater rights associated with the Property, and Commerce City has agreed to follow all statutory requirements with respect to such inclusion; and

WHEREAS, the District is interested in having the Property included into the District, subject to the Rules and Regulations of the District, as they may be amended, and subject further to the terms and conditions of this Agreement as set forth below; and

WHEREAS, the District will follow all statutory requirements concerning the Petition reconfirming the inclusion, and has authorized the execution of this Agreement; and

WHEREAS, the District recognizes that Commerce City has already dedicated certain water rights for use on the Property also known as the RMA Property, Prairie Gateway Property, or Victory Crossing Property, under the April 28, 2004, Intergovernmental Agreement between Commerce City and the District (the "2004 IGA"); and

WHEREAS, Commerce City and the District desire to enter into this Agreement to properly account for said water which has been dedicated.

AGREEMENT

NOW, THEREFORE, in consideration of the mutual promises, covenants and stipulations expressed herein, the District and Commerce City agree as follows:

1. Previous Water Dedications.

a. The District's Rules and Regulations require that, prior to receipt of water or wastewater service from the District for a particular property, a landowner is required to acquire and dedicate to the District senior surface water rights, water storage, other water resources or facilities sufficient to provide the water supply needed to serve the projected development for that property.

b. In the 2004 IGA, the District agreed that up to 900 acre-feet of raw ground water from the District's southern alluvial system could be utilized for irrigation and other non-potable uses on the Property, provided that the City dedicated sufficient augmentation water to the District to account for the amount of water that will be consumed by such non-potable water uses, no later than 2009. The 2004 IGA assumes that the non-potable water uses will be 85% consumptive.

c. The District and Commerce City agree that under the 2004 IGA, Commerce City has dedicated 215.9 acre feet of augmentation water for use on the Property for which the District has assigned to Commerce City 215.9 acre-feet of augmentation water credits. Based upon 85% efficiency, the 215.9 acre-feet of augmentation water credits resulted in the ability of Commerce City or its assigns to use 254 acre-feet of raw alluvial water for irrigation purposes. Assuming 0.53 acre-feet per Equivalent Residential Unit ("ERU"), the 254 acre-feet of raw alluvial water equated to 479.25 non-potable ERUs.

2. Water Dedication Credits. Commerce City or its assigns have purchased a total of 561.95 ERUs of non-potable connections for property which was originally part of the RMA Property under the 2004 IGA, and Commerce City expects to purchase additional non-potable and potable connections for the Property in the future. The District agrees, as set forth below, to provide financial credits to Commerce City, in lieu of the 479.25 non-potable ERUs, to be applied toward future connections for the Property.

a. The District hereby agrees to provide financial credits to Commerce City for its dedication of augmentation water associated with the Property in the amount of three thousand six hundred eighty-three dollars (\$3,683.00) per ERU for each of 479.25 ERUs purchased for the Property by Commerce City or its assigns, for a total of one million seven hundred sixty-five thousand sixty dollars and thirty-eight cents (\$1,765,060.38) of financial credits due to Commerce City (the "Financial Credits"). The District will provide the Financial Credits as set forth in Paragraph 2b and 3 below.

b. Commerce City's projected remaining irrigation demands on the Property are 62.8 acre-feet, or 118.49 ERUs (the "Additional Irrigation Demand"), for which Commerce City or its assigns will be required, as such need arises, to purchase non-potable water connections from the District. At such time, the District will assess against the Financial Credits ten thousand six hundred thirty-one dollars (\$10,631.00) per ERU associated with the purchase of the non-potable water connections for the Additional Irrigation Demand, and no other fees or charges shall be made or assessed for the

purchase of such non-potable water connections. Based on the foregoing, the total amount to be ultimately assessed against the Financial Credits will be one million two hundred fifty-nine thousand six hundred seventy-three dollars and twenty-one cents (\$1,259,673.21), leaving a balance in Financial Credits of five hundred five thousand three hundred eighty-seven dollars and seventeen cents (\$505,387.17) (the "Financial Credit Balance").

3. Potable Water. Pursuant to the 2004 IGA, the District agreed to provide 400 acre-feet of potable water for use on the Property for which no dedication of additional resources were required. Said 400 acre-feet equals 754.72 potable ERUs. As of the date of this Agreement, 656.0 potable ERUs remain available for use on the Property (the "Available Potable ERUs"). As the Property develops, Commerce City or its assigns will be required to purchase potable water connections from the District. At such time, the District will assess against the Financial Credit Balance seven hundred seventy dollars (\$770.00) per ERU associated with the purchase of potable water connections for the Available Potable ERUs, and no other fees or charges shall be made or assessed for the purchase of such potable water connections.

4. District Provision of Certain Augmentation Water. Commerce City or its assigns also previously purchased an additional 82.7 ERUs for irrigation (the "Purchased ERUs") for which Commerce City did not provide augmentation water. The District shall provide the augmentation water to support the Purchased ERUs and the 118.49 ERUs of Additional Irrigation Demand.

5. Future Water Dedications. Commerce City recognizes that the number of ERUs held by Commerce City may not be sufficient to provide all of the water resources needed for full development of the Property. The District and Commerce City shall continue to coordinate on such water dedication requirements and credits therefor, as development plans continue.

6. Agreement Subject to Inclusion Agreement. This Agreement is further subject to that certain Agreement for Inclusion in South Adams County Water and Sanitation District entered into by the parties and dated _____, 2013, relating to, among other things, the non-potable water system; future water and sewer taps; future service to the Property; rates, fees and charges; and the Rules and Regulations of the District.

7. Successors and Assigns. This Agreement is between Commerce City and the District only, and there are no third party beneficiaries. Commerce City may assign portions of the Financial Credits under this Agreement to subsequent purchasers of the Property in writing. In the event of a dispute between the City and any of its successors or assigns regarding the Financial Credits or the augmentation water, the City shall resolve such disputes without liability to the District.

8. Remedies. Commerce City and the District hereby acknowledge that this Agreement may be enforced in law or in equity by a decree of specific performance, damages, foreclosure of liens, or other such legal and equitable relief as may be available, subject to the provisions of the statutes of the State of Colorado. The prevailing party shall be entitled to

collect its attorney fees and costs in any action necessary to enforce the terms of this Agreement. Any such action shall lie within Adams County District Court, State of Colorado.

9. Survival of Terms. The provisions of this Agreement shall be deemed to survive any transfer of the Property, shall be binding upon the respective parties' successors, transferees and assigns, and shall be and remain covenants running with the Property.

10. Entire Agreement; Severability. This Agreement constitutes the entire agreement between the parties hereto concerning the subject matter hereof, and supersedes all prior conversations, proposals, negotiations, understandings and agreements, whether written or oral; all of which are merged herein. If any portion of this Agreement shall be deemed to be ineffective or without force and effect by any court of competent jurisdiction, then the invalidity or unenforceability of such provision shall not affect the enforceability of the other provisions hereof.

11. No Precedent. The provisions of this Agreement are deemed to be unique and special with regard to the Property, and do not create a precedent for future inclusions or matters pertaining to other properties.

12. Counterparts. This Agreement may be executed in any number of counterparts, each of which shall be deemed to be an original and all such counterparts taken together shall be deemed to constitute one and the same instrument.

13. No Amendment. Nothing herein shall amend or abrogate the 2004 IGA.

[Remainder of this page intentionally left blank – signature page(s) follow]

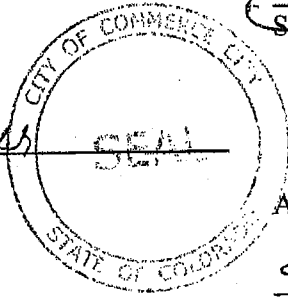
IN WITNESS WHEREOF, the parties hereto have entered into this Agreement for Inclusion as of the date indicated above.

CITY OF COMMERCE CITY

Sean Ford, Mayor

ATTEST:

City Clerk



APPROVED AS TO FORM:

City Attorney

STATE OF COLORADO)
) ss.
COUNTY OF ADAMS)

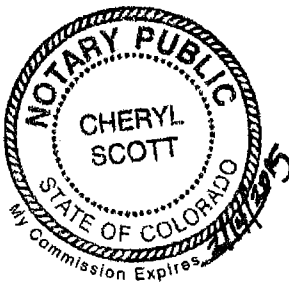
The foregoing instrument was acknowledged before me this 18th day of March, 2013, by Sean Ford, Mayor of the City of Commerce City.

Witness my hand and official seal.

Notary Public

My commission expires:

2/14/2015



SOUTH ADAMS COUNTY WATER AND
SANITATION DISTRICT a Colorado special
district and quasi-municipal corporation

JoAnn Stevenson, Pres
JoAnn Stevenson, President

ATTEST:

B. John Ennis

John Ennis, Secretary

STATE OF COLORADO)
) ss.
COUNTY OF ADAMS)

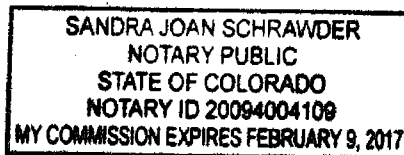
The foregoing instrument was acknowledged before me this 10th day of April, 2013, by JoAnn Stevenson, President, and John Ennis, Secretary, South Adams County Water and Sanitation District. B. JoAnn Moss

Witness my hand and official seal.

Sandra Joan Schrawder
Notary Public

My commission expires:

2/9/17



Parcel owned by the City of Commerce City

LEGAL DESCRIPTION FROM AN-187-04 AND AN-213-07

A PARCEL OF LAND LOCATED IN SECTION 9 AND THE WEST HALF OF SECTION 4, TOWNSHIP 3 SOUTH, RANGE 67 WEST OF THE SIXTH PRINCIPAL MERIDIAN, AND THE WEST HALF OF SECTION 33, TOWNSHIP 2 SOUTH, RANGE 67 WEST OF THE SIXTH PRINCIPAL MERIDIAN, COUNTY OF ADAMS, STATE OF COLORADO, BEING MORE PARTICULARLY DESCRIBED AS FOLLOWS:

BEGINNING AT THE SOUTHEAST CORNER OF SAID SECTION 9 AND CONSIDERING THE SOUTH LINE OF THE SOUTHEAST QUARTER OF SAID SECTION 9 TO BEAR SOUTH 89°39'19" WEST, WITH ALL BEARINGS CONTAINED HEREIN RELATIVE THERETO;

THENCE SOUTH 89°39'19" WEST ALONG SAID SOUTH LINE OF THE SOUTHEAST QUARTER OF SECTION 9, A DISTANCE OF 2680.68 FEET TO THE SOUTH QUARTER CORNER OF SAID SECTION 9;

THENCE SOUTH 89°40'00" WEST ALONG THE SOUTH LINE OF THE SOUTHWEST QUARTER OF SAID SECTION 9, AND LEAVING SAID SOUTH LINE OF THE SOUTHEAST QUARTER OF SECTION 9, A DISTANCE OF 563.75 FEET TO THE SOUTHEAST CORNER OF THE U.S. POST OFFICE PROPERTY DESCRIBED IN DACA 45-4-71-6185 OF THE RECORDS OF THE OFFICE OF THE ADAMS COUNTY CLERK AND RECORDER;

THENCE ALONG THE EAST, NORTH AND WEST BOUNDARY OF SAID U.S. POST OFFICE PROPERTY DESCRIBED IN DACA 45-4-71-6185, THE FOLLOWING FOUR (4) COURSES;

- 1) NORTH 00°20'02" WEST ALONG SAID EAST BOUNDARY, AND LEAVING SAID SOUTH LINE OF THE SOUTHEAST QUARTER OF SECTION 9, A DISTANCE OF 2127.00 FEET TO SAID NORTH BOUNDARY;
- 2) SOUTH 89°40'00" WEST ALONG SAID NORTH BOUNDARY, AND LEAVING SAID EAST BOUNDARY, A DISTANCE OF 1505.00 FEET TO SAID WEST BOUNDARY;
- 3) SOUTH 00°20'02" EAST ALONG SAID WEST BOUNDARY, AND LEAVING SAID NORTH BOUNDARY, A DISTANCE OF 1467.00 FEET;
- 4) NORTH 89°40'00" EAST ALONG SAID WEST BOUNDARY, A DISTANCE OF 30.00 FEET TO THE NORTHWEST CORNER OF THE CITY AND COUNTY OF DENVER PROPERTY DESCRIBED IN DA 25-066-ENG-14461 OF THE RECORDS OF THE OFFICE OF THE ADAMS COUNTY CLERK AND RECORDER;

THENCE SOUTH 00°20'02" EAST ALONG SAID CITY AND COUNTY OF DENVER PROPERTY DESCRIBED IN DA 25-066-ENG-14461, AND LEAVING SAID WEST BOUNDARY OF THE U.S. POST OFFICE PROPERTY DESCRIBED IN DACA 45-4-71-6185, A DISTANCE OF 660.00 FEET TO THE SOUTH LINE OF THE SOUTHWEST QUARTER OF SAID SECTION 9;

THENCE SOUTH 89°40'00" WEST ALONG SAID SOUTH LINE OF THE SOUTHWEST QUARTER OF SECTION 9, AND LEAVING THE WEST BOUNDARY OF SAID CITY AND COUNTY OF DENVER PROPERTY DESCRIBED IN DA 25-266-ENG-14461, A DISTANCE OF 600.00 FEET TO THE SOUTHWEST CORNER OF SAID SOUTHWEST QUARTER OF SECTION 9;

THENCE NORTH 00°20'02" WEST ALONG THE WEST LINE OF SAID SOUTHWEST QUARTER OF SECTION 9, AND LEAVING THE SAID SOUTH LINE OF THE SOUTHWEST QUARTER OF SECTION 9, A DISTANCE OF 2655.27 FEET TO THE WEST QUARTER CORNER OF SAID SECTION 9;

THENCE NORTH 00°30'29" WEST ALONG THE WEST LINE OF THE NORTHWEST QUARTER OF SAID SECTION 9, AND LEAVING SAID WEST LINE OF THE SOUTHWEST QUARTER OF SECTION 9, A DISTANCE OF 2651.30 FEET TO THE NORTHWEST CORNER OF SAID SECTION 9, AND THE SOUTHWEST CORNER OF SAID SECTION 4;

THENCE NORTH 00°32'10" EAST ALONG THE WEST LINE OF THE SOUTHWEST QUARTER OF SAID SECTION 4, AND LEAVING SAID WEST LINE OF THE NORTHWEST QUARTER OF SECTION 9, A DISTANCE OF 2652.97 FEET TO THE WEST QUARTER CORNER OF SAID SECTION 4;

THENCE NORTH 89°38'06" EAST ALONG THE SOUTH LINE OF SAID NORTHWEST QUARTER OF THE SOUTHWEST QUARTER OF SECTION 33, AND LEAVING SAID WEST LINE OF THE SOUTHWEST QUARTER OF SECTION 33, A DISTANCE OF 1323.45 FEET TO THE SOUTHEAST CORNER OF SAID NORTHWEST QUARTER OF THE SOUTHWEST QUARTER OF SECTION 33;

THENCE NORTH 00°28'34" EAST ALONG THE WEST LINE OF THE NORTHWEST QUARTER OF SAID SECTION 4, AND ALONG SAID EXISTING CITY OF COMMERCE CITY LIMITS, AND ALONG SAID EAST LINE OF CITY OF COMMERCE CITY ANNEXATION AN-ORD-104, AND LEAVING SAID WEST LINE OF THE SOUTHWEST QUARTER OF SECTION 4, A DISTANCE OF 2552.42 FEET TO THE NORTHWEST CORNER OF SAID SECTION 4, AND THE SOUTHWEST CORNER OF SAID SECTION 33;

THENCE NORTH 00°36'14" WEST ALONG THE WEST LINE OF THE SOUTHWEST QUARTER OF SAID SECTION 33, AND ALONG SAID EXISTING CITY OF

COMMERCE CITY LIMITS, AND ALONG SAID CITY OF COMMERCE CITY ANNEXATION AN-ORD-104, AND LEAVING SAID WEST LINE OF THE NORTHWEST QUARTER OF SECTION 4, A DISTANCE OF 1321.33 FEET TO THE SOUTHWEST CORNER OF THE NORTHWEST QUARTER OF THE SOUTHWEST QUARTER OF SAID SECTION 33;

ALSO BEING A LINE OF THE PRESENT CITY OF COMMERCE CITY LIMITS LINE AS SHOWN ON THE ANNEXATION MAP TO THE CITY OF COMMERCE CITY (AN-187-04), RECORDED IN RECEPTION NO. REC. NO. 20041029001090120 ON OCTOBER 29, 2004 IN ADAMS COUNTY RECORDS, A DISTANCE OF 1323.37 FEET TO A POINT ON THE WESTERLY LINE OF SAID NORTHWEST ONE-QUARTER OF THE SOUTHWEST ONE-QUARTER AND ALSO BEING A LINE OF THE PRESENT CITY OF COMMERCE CITY LIMITS LINE AS SHOWN ON THE ANNEXATION MAP TO THE CITY OF COMMERCE CITY (AN-ORD-104), RECORDED IN FILE 16, MAP 776 ON OCTOBER 27, 1988 IN ADAMS COUNTY RECORDS;

THENCE NORTH 00°36'03" WEST, ALONG THE WEST LINE OF SAID NORTHWEST ONE-QUARTER OF THE SOUTHWEST ONE-QUARTER AND ALSO BEING THE PRESENT CITY OF COMMERCE CITY LIMITS LINE AS SHOWN ON THE ANNEXATION MAP TO THE CITY OF COMMERCE CITY (AN-ORD-104), RECORDED IN FILE 16, MAP 776 ON OCTOBER 27, 1988 IN ADAMS COUNTY RECORDS, A DISTANCE OF 1321.34 FEET

THENCE NORTH 00°29'08" WEST ALONG THE EAST LINE OF SAID NORTHWEST QUARTER OF THE SOUTHWEST QUARTER OF SECTION 33, AND LEAVING SAID SOUTH LINE OF THE NORTHWEST QUARTER OF THE SOUTHWEST QUARTER OF SECTION 33, AND LEAVING SAID CITY OF COMMERCE CITY LIMITS, AND LEAVING SAID EAST LINE OF CITY OF COMMERCE CITY ANNEXATION AN-ORD-104, A DISTANCE OF 1321.45 FEET TO THE NORTHEAST CORNER OF SAID NORTHWEST QUARTER OF THE SOUTHWEST QUARTER OF SECTION 33;

THENCE NORTH 00°30'00" WEST ALONG THE WEST LINE OF THE NORTHWEST QUARTER OF SAID SECTION 33, AND ALONG SAID EXISTING CITY OF COMMERCE CITY LIMITS, AND ALONG SAID EAST LINE OF CITY OF COMMERCE CITY ANNEXATION AN-ORD-104, AND LEAVING SAID NORTH LINE OF THE NORTHWEST QUARTER OF THE SOUTHWEST QUARTER OF SECTION 33, A DISTANCE OF 1128.37 FEET TO THE SOUTHERLY RIGHT-OF-WAY LINE OF COLORADO STATE HIGHWAY NO. 2, AND A POINT ON THE SOUTHEASTERLY LINE OF CITY OF COMMERCE CITY ANNEXATION AN-ORD-290, FILE 13, MAP 91 OF THE ADAMS COUNTY CLERK AND RECORDER;

THENCE NORTH 41°24'05" EAST ALONG SAID SOUTHERLY RIGHT-OF-WAY LINE OF COLORADO STATE HIGHWAY NO. 2, AND ALONG SAID SOUTHEASTERLY LINE OF CITY OF COMMERCE CITY ANNEXATION AN-ORD-290, AND ALONG SAID CITY OF COMMERCE CITY LIMITS, AND LEAVING SAID WEST LINE OF THE

NORTHWEST QUARTER OF SECTION 33, A DISTANCE OF 2002.89 FEET TO THE NORTH LINE OF SAID NORTHWEST QUARTER OF SECTION 33;

THENCE NORTH 89°52'41" EAST ALONG SAID NORTH LINE OF THE NORTHWEST QUARTER OF SECTION 33, AND LEAVING SAID SOUTHERLY RIGHT-OF-WAY LINE OF COLORADO STATE HIGHWAY NO. 2, AND LEAVING SAID EXISTING CITY OF COMMERCE CITY LIMITS, AND LEAVING SAID SOUTHEASTERLY LINE OF CITY OF COMMERCE CITY ANNEXATION AN-ORD-290, A DISTANCE OF 323.88 FEET TO THE NORTHEAST CORNER OF THE WEST HALF OF THE WEST HALF OF THE EAST HALF OF THE NORTHWEST QUARTER OF SAID SECTION 33;

THENCE SOUTH 00°25'02" EAST ALONG THE EAST LINE OF SAID WEST HALF OF THE WEST HALF OF THE EAST HALF OF THE NORTHWEST QUARTER OF SECTION 33, AND LEAVING SAID NORTH LINE OF THE NORTHWEST QUARTER OF SECTION 33, A DISTANCE OF 2620.73 FEET TO THE SOUTHEAST CORNER OF SAID WEST HALF OF THE WEST HALF OF THE EAST HALF OF THE NORTHWEST QUARTER OF SECTION 33;

THENCE SOUTH 00°27'22" EAST ALONG THE EAST LINE OF THE WEST HALF OF THE WEST HALF OF THE EAST HALF OF THE SOUTHWEST QUARTER OF SAID SECTION 33, AND LEAVING SAID EAST LINE OF THE WEST HALF OF THE WEST HALF OF THE EAST HALF OF THE NORTHWEST QUARTER OF SECTION 33, A DISTANCE OF 2641.40 FEET TO THE SOUTHEAST CORNER OF THE WEST HALF OF THE WEST HALF OF THE EAST HALF OF THE SOUTHWEST QUARTER OF SECTION 33, AND THE NORTHWEST CORNER OF THE WEST HALF OF THE WEST HALF OF THE EAST HALF OF THE NORTHWEST QUARTER OF SAID SECTION 4;

THENCE SOUTH 00°19'20" WEST ALONG THE EAST LINE OF SAID WEST HALF OF THE WEST HALF OF THE EAST HALF OF THE NORTHWEST QUARTER OF SECTION 4, AND LEAVING THE EAST LINE OF THE WEST HALF OF THE WEST HALF OF THE EAST HALF OF THE SOUTHWEST QUARTER OF SECTION 33, A DISTANCE OF 2553.85 FEET TO THE SOUTHEAST CORNER OF SAID WEST HALF OF THE WEST HALF OF THE EAST HALF OF THE NORTHWEST QUARTER OF SECTION 4;

THENCE SOUTH 00°20'41" WEST ALONG THE EAST LINE OF THE WEST HALF OF THE WEST HALF OF THE EAST HALF OF THE SOUTHWEST QUARTER OF SAID SECTION 4, AND LEAVING SAID EAST LINE OF THE WEST HALF OF THE WEST HALF OF THE EAST HALF OF THE NORTHWEST QUARTER OF SECTION 4, A DISTANCE OF 2652.76 FEET TO THE SOUTHEAST CORNER OF SAID WEST HALF OF THE WEST HALF OF THE EAST HALF OF THE SOUTHWEST QUARTER OF SECTION 4, AND A POINT ON THE NORTH LINE OF THE NORTHWEST QUARTER OF SAID SECTION 9;

THENCE NORTH 89°38'08" EAST ALONG SAID NORTH LINE OF THE NORTHWEST QUARTER OF SECTION 9, AND LEAVING SAID EAST LINE OF THE WEST HALF OF THE WEST HALF OF THE EAST HALF OF THE SOUTHWEST QUARTER OF SECTION 4, A DISTANCE OF 999.96 FEET TO THE NORTH QUARTER CORNER OF SAID SECTION 9;

THENCE NORTH 89°38'20" EAST ALONG THE NORTH LINE OF THE NORTHEAST QUARTER OF SAID SECTION 9, AND LEAVING SAID NORTH LINE OF THE NORTHWEST QUARTER OF SECTION 9, A DISTANCE OF 2668.27 FEET TO THE NORTHEAST CORNER OF SAID SECTION 9;

THENCE SOUTH 00°15'20" EAST ALONG THE EAST LINE OF THE NORTHEAST QUARTER OF SAID SECTION 9, AND LEAVING SAID NORTH LINE OF THE NORTHEAST QUARTER OF SECTION 9, A DISTANCE OF 50.00 FEET;

THENCE SOUTH 89°55'41" EAST ALONG A LINE 50.00 FEET SOUTH OF AND PARALLEL WITH THE NORTH LINE OF THE NORTHWEST QUARTER OF SAID SECTION 10, AND LEAVING SAID EAST LINE OF THE NORTHEAST QUARTER OF SECTION 9, A DISTANCE OF 50.00 FEET TO A POINT ON THE EXISTING CITY AND COUNTY OF DENVER LIMITS;

THENCE SOUTH 00°15'20" EAST ALONG A LINE 50.00 FEET EAST OF AND PARALLEL WITH SAID EAST LINE OF THE NORTHEAST QUARTER OF SECTION 9, AND ALONG SAID EXISTING CITY AND COUNTY OF DENVER LIMITS, AND LEAVING SAID LINE 50.00 FEET SOUTH OF AND PARALLEL WITH THE NORTH LINE OF THE NORTHWEST QUARTER OF SECTION 10, A DISTANCE OF 2604.00 FEET TO A LINE 50.00 FEET EAST OF AND PARALLEL WITH THE EAST LINE OF THE SOUTHEAST QUARTER OF SAID SECTION 9;

THENCE SOUTH 00°15'30" EAST ALONG SAID LINE 50.00 FEET EAST OF AND PARALLEL WITH THE EAST LINE OF THE SOUTHEAST QUARTER OF SECTION 9, AND ALONG SAID EXISTING CITY AND COUNTY OF DENVER LIMITS, AND LEAVING SAID LINE 50.00 FEET EAST OF AND PARALLEL WITH THE EAST LINE OF THE NORTHEAST QUARTER OF SECTION 9, A DISTANCE OF 2654.24 FEET TO A POINT ON THE SOUTH LINE OF THE SOUTHWEST QUARTER OF SAID SECTION 10;

THENCE SOUTH 89°29'47" WEST ALONG SAID SOUTH LINE OF THE SOUTHWEST QUARTER OF SECTION 10, AND ALONG SAID EXISTING CITY AND COUNTY OF DENVER LIMITS, AND LEAVING SAID LINE 50.00 FEET EAST OF AND PARALLEL WITH THE EAST LINE OF THE SOUTHEAST QUARTER OF SECTION 9, A DISTANCE OF 50.00 FEET TO THE SOUTHEAST CORNER OF SAID SECTION 9, ALSO BEING THE POINT OF BEGINNING.

PARCEL CONTAINS 917.161 ACRES (39,951,515 SQUARE FEET), MORE OR LESS.

EXCEPT, LOT 1, BLOCK 1, ACSD 14 HIGH SCHOOL PLAT, CONSISTING OF APPROXIMATELY 54.539 ACRES; AND

EXCEPT, TRACT A PRAIRIE GATEWAY ROADS PHASE 2, CONSISTING OF APPROXIMATELY 148.149 ACRES; AND

EXCEPT, LOT 1, BLOCK 2, PRAIRIE GATEWAY FILING NO. 1, CONSISTING OF APPROXIMATELY 15.079 ACRES.

EXCEPT SOUTH ADAMS COUNTY WATER AND SANITATION DISTRICT PARCEL 0182309300001

ADAMS COUNTY RECEPTION NUMBER 2011000027857

A PARCEL OF LAND LOCATED IN SOUTHWEST QUARTER OF THE SOUTHWEST QUARTER (SW ¼ SW ¼) OF SECTION 9, TOWNSHIP 3 SOUTH, RANGE 67 WEST OF THE SIXTH PRINCIPAL MERIDIAN, MERIDIAN, COUNTY OF ADAMS, CITY OF COMMERCE CITY, STATE OF COLORADO, BEING MORE PARTICULARLY DESCRIBED AS FOLLOWS:

BEGINNING AT POINT ON THE SOUTH LINE OF THE SOUTHWEST QUARTER OF SAID SECTION 9 FROM WHICH THE SOUTHWEST CORNER OF SAID SECTION 9 BEARS SOUTH 89°39'53" WEST 500 FEET; THENCE NORTH 00°20'07" WEST 660 FEET; THENCE NORTH 89°39'55" EAST 100 FEET; THENCE SOUTH 00°20'07" EAST 660 FEET THENCE SOUTH 89°39'53" WEST 100 FEET; TO THE POINT OF BEGINNING; EXCEPT THE SOUTH 40 FEET THEREOF WHICH IS EAST 56TH AVENUE ROADWAY.

CONSISTING OF APPROXIMATELY 1.4233 ACRES.

Inclusion Parcel B (aka the "Halo Parcel" owned partially by the City of Commerce City and partially by South Adams County Water and Sanitation District)

A PARCEL OF LAND LOCATED IN THE NORTHWEST ONE-QUARTER OF THE SOUTHWEST ONE-QUARTER OF SECTION 33, TOWNSHIP 2 SOUTH, RANGE 67 WEST OF THE SIXTH PRINCIPAL MERIDIAN, COUNTY OF ADAMS, STATE OF COLORADO, MORE PARTICULARLY DESCRIBED AS FOLLOWS:

BEGINNING AT THE WEST ONE-QUARTER CORNER OF SAID SECTION 33;

1. THENCE NORTH 89°37'47" EAST, A DISTANCE OF 1326.07 FEET ALONG THE NORTH LINE OF SAID NORTHWEST ONE-QUARTER OF THE SOUTHWEST ONE-QUARTER ALSO BEING THE PRESENT CITY OF COMMERCE CITY LIMITS LINE AS SHOWN ON THE ANNEXATION MAP TO THE

CITY OF COMMERCE CITY (AN-187-04), RECORDED IN RECEPTION NO. REC. NO. 20041029001090120 ON OCTOBER 29, 2004 IN ADAMS COUNTY RECORDS;

2. THENCE SOUTH 00°29'02" EAST, ALONG THE EAST LINE OF SAID NORTHWEST ONE-QUARTER OF THE SOUTHWEST ONE-QUARTER AND ALONG THE LINE OF THE PRESENT CITY OF COMMERCE CITY LIMITS LINE AS SHOWN ON THE ANNEXATION MAP TO THE CITY OF COMMERCE CITY (AN-187-04), RECORDED IN RECEPTION NO. REC. NO. 20041029001090120 ON OCTOBER 29, 2004 IN ADAMS COUNTY RECORDS, A DISTANCE OF 1320.83 FEET TO THE SOUTHEAST CORNER OF SAID NORTHWEST ONE-QUARTER OF THE SOUTHWEST ONE-QUARTER AND ALSO BEING A CORNER OF THE PRESENT CITY OF COMMERCE CITY LIMITS LINE AS SHOWN ON THE ANNEXATION MAP TO THE CITY OF COMMERCE CITY (AN-187-04), RECORDED IN RECEPTION NO. REC. NO. 20041029001090120 ON OCTOBER 29, 2004 IN ADAMS COUNTY RECORDS;

3. THENCE SOUTH 89°36'29" WEST, ALONG THE SOUTH LINE OF SAID NORTHWEST ONE-QUARTER OF THE SOUTHWEST ONE-QUARTER AND ALSO BEING A LINE OF THE PRESENT CITY OF COMMERCE CITY LIMITS LINE AS SHOWN ON THE ANNEXATION MAP TO THE CITY OF COMMERCE CITY (AN-187-04), RECORDED IN RECEPTION NO. REC. NO. 20041029001090120 ON OCTOBER 29, 2004 IN ADAMS COUNTY RECORDS, A DISTANCE OF 1323.37 FEET TO A POINT ON THE WESTERLY LINE OF SAID NORTHWEST ONE-QUARTER OF THE SOUTHWEST ONE-QUARTER AND ALSO BEING A LINE OF THE PRESENT CITY OF COMMERCE CITY LIMITS LINE AS SHOWN ON THE ANNEXATION MAP TO THE CITY OF COMMERCE CITY (AN-ORD-104), RECORDED IN FILE 16, MAP 776 ON OCTOBER 27, 1988 IN ADAMS COUNTY RECORDS;

4. THENCE NORTH 00°36'03" WEST, ALONG THE WEST LINE OF SAID NORTHWEST ONE-QUARTER OF THE SOUTHWEST ONE-QUARTER AND ALSO BEING THE PRESENT CITY OF COMMERCE CITY LIMITS LINE AS SHOWN ON THE ANNEXATION MAP TO THE CITY OF COMMERCE CITY (AN-ORD-104), RECORDED IN FILE 16, MAP 776 ON OCTOBER 27, 1988 IN ADAMS COUNTY RECORDS, A DISTANCE OF 1321.34 FEET TO THE POINT OF BEGINNING.

THE ABOVE DESCRIBED PARCEL CONTAINS AN AREA OF 1,750,050 SQUARE FEET, OR 40.1756 ACRES, MORE OR LESS.

THE BASIS OF BEARINGS IS THE WEST LINE OF THE SOUTHWEST ONE-QUARTER OF SECTION 33, TOWNSHIP 2 SOUTH, RANGE 67 WEST OF THE 6TH PRINCIPAL MERIDIAN, BEING MONUMENTED ON THE SOUTH END BY A FOUND 3" ALUMINUM CAP STAMPED "DMWW" IN RANGE BOX WITH NO LID, AND THE NORTH END BY A FOUND 3.25" ALUMINUM CAP STAMPED "WC, LS 17488, 1991" FOR A WITNESS CORNER, WHICH BEARS NORTH 00°36'03" WEST, A DISTANCE OF 2642.67 FEET.

EXCEPT that portion currently owned by South Adams County Water and Sanitation District for the Klein Water Treatment Facility.

EXHIBIT B

Property

PARCEL 1

A PARCEL OF LAND LOCATED IN THE NORTHWEST QUARTER OF SECTION 33, TOWNSHIP 2 SOUTH, RANGE 67 WEST OF THE SIXTH PRINCIPAL MERIDIAN, COUNTY OF ADAMS, STATE OF COLORADO, BEING MORE PARTICULARLY DESCRIBED AS FOLLOWS:

COMMENCING AT THE NORTH QUARTER CORNER OF SAID SECTION 33 AND CONSIDERING THE NORTH LINE OF THE NORTHWEST QUARTER OF SAID SECTION 33 TO BEAR SOUTH 89°52'28" WEST WITH ALL BEARINGS CONTAINED HEREIN BEING RELATIVE THERETO;

THENCE SOUTH 89°52'28" WEST, A DISTANCE OF 996.99 FEET ALONG SAID NORTH LINE OF THE NORTHWEST QUARTER OF SECTION 33 TO THE EAST LINE OF THE WEST HALF OF THE WEST HALF OF THE EAST HALF OF SAID NORTHWEST QUARTER OF SECTION 33 AND THE **POINT OF BEGINNING**;

THENCE SOUTH 00°24'43" EAST, A DISTANCE OF 738.87 FEET ALONG LAST SAID EAST LINE TO THE EAST RIGHT-OF-WAY LINE OF QUEBEC PARKWAY, PRAIRIE GATEWAY ROADS – PHASE 2, FILED JUNE 2, 2008 AT RECEPTION NO. 2008000043922 OF THE RECORDS OF THE ADAMS COUNTY CLERK AND RECORDER, BEING A NON-TANGENT CURVE;

THENCE ALONG SAID EASTERLY RIGHT-OF-WAY LINE OF QUEBEC PARKWAY FOR THE FOLLOWING TWO (2) COURSES:

- 1) THENCE ALONG THE ARC OF A NON-TANGENT CURVE TO THE LEFT HAVING A CENTRAL ANGLE OF 43°11'05", A RADIUS OF 792.00 FEET, AN ARC LENGTH OF 596.94 FEET, THE CORD OF WHICH BEARS NORTH 22°00'15" WEST, A DISTANCE OF 582.91 FEET TO A POINT OF TANGENCY;
- 2) THENCE NORTH 43°35'48" WEST, A DISTANCE OF 68.22 FEET TO A POINT OF CURVATURE;

THENCE ALONG THE ARC OF A TANGENT CURVE TO THE RIGHT HAVING A CENTRAL ANGLE OF 85°00'41", A RADIUS OF 50.00 FEET, AN ARC LENGTH OF 74.19 FEET, THE CHORD OF WHICH BEARS NORTH 01°05'28" WEST, A DISTANCE OF 67.57 FEET TO A POINT OF TANGENCY ON THE SOUTHEASTERLY LINE OF THE COLORADO DEPARTMENT OF TRANSPORTATION EASEMENT FILED NOVEMBER 21, 2005 AT RECEPTION NO. 20051121001281770 OF THE RECORDS OF THE ADAMS COUNTY CLERK AND RECORDER;

THENCE NORTH 41°24'53" EAST, A DISTANCE OF 108.04 FEET ALONG SAID SOUTHEASTERLY EASEMENT LINE TO THE NORTH LINE OF SAID NORTHWEST QUARTER OF SECTION 33;

THENCE NORTH 89°52'28" EAST, A DISTANCE OF 189.95 FEET TO THE **POINT OF BEGINNING**;

CONTAINING A CALCULATED AREA OF 84,597 SQUARE FEET, OR 1.942 ACRES,

MORE OR LESS.

PARCEL 2

A PARCEL OF LAND LOCATED IN THE WEST HALF OF SECTION 33, TOWNSHIP 2 SOUTH, RANGE 67 WEST OF THE SIXTH PRINCIPAL MERIDIAN, COUNTY OF ADAMS, STATE OF COLORADO, BEING MORE PARTICULARLY DESCRIBED AS FOLLOWS:

COMMENCING AT THE WEST QUARTER CORNER OF SAID SECTION 33 AND CONSIDERING THE WEST LINE OF THE NORTHWEST QUARTER OF SAID SECTION 33 TO BEAR NORTH 00°29'12" WEST WITH ALL BEARINGS CONTAINED HEREIN BEING RELATIVE THERETO;

THENCE NORTH 89°37'44" EAST, A DISTANCE OF 60.00 FEET TO THE **POINT OF BEGINNING**;

THENCE NORTH 00°29'12" WEST, A DISTANCE OF 598.18 FEET;
THENCE NORTH 89°30'48" EAST, A DISTANCE OF 10.00 FEET;
THENCE NORTH 00°29'12" WEST, A DISTANCE OF 439.44 FEET TO A POINT OF CURVATURE;

THENCE ALONG THE ARC OF A TANGENT CURVE TO THE RIGHT HAVING A CENTRAL ANGLE OF 41°54'05", A RADIUS OF 50.00 FEET, AN ARC LENGTH OF 36.57 FEET, THE CHORD OF WHICH BEARS NORTH 20°27'51" EAST, A DISTANCE OF 35.76 FEET TO A POINT OF TANGENCY ON THE SOUTHEASTERLY LINE OF COLORADO DEPARTMENT OF TRANSPORTATION EASEMENT FILED NOVEMBER 21, 2005 AT RECEPTION NO. 20051121001281770 OF THE RECORDS OF THE ADAMS COUNTY CLERK AND RECORDER;

THENCE NORTH 41°24'53" EAST, A DISTANCE OF 1,728.66 FEET ALONG SAID SOUTHEASTERLY EASEMENT LINE TO A POINT OF CURVATURE;

THENCE ALONG THE ARC OF A TANGENT CURVE TO THE RIGHT HAVING A CENTRAL ANGLE OF 94°59'19", A RADIUS OF 50.00 FEET, AN ARC LENGTH OF 82.89 FEET, THE CHORD OF WHICH BEARS NORTH 88°54'33" EAST, A DISTANCE OF 73.72 FEET TO A POINT OF TANGENCY ON THE WESTERLY RIGHT-OF-WAY LINE OF QUEBEC PARKWAY, PRAIRIE GATEWAY ROADS – PHASE 2, FILED JUNE 2, 2008 AT RECEPTION NO. 2008000043922 OF THE RECORDS OF THE ADAMS COUNTY CLERK AND RECORDER;

THENCE ALONG SAID WESTERLY RIGHT-OF-WAY LINE OF QUEBEC PARKWAY FOR THE FOLLOWING FIVE (5) COURSES:

- 1) THENCE SOUTH 43°35'48" EAST, A DISTANCE OF 47.09 FEET TO A POINT OF CURVATURE;
- 2) THENCE ALONG THE ARC OF A TANGENT CURVE TO THE RIGHT HAVING A CENTRAL ANGLE OF 43°11'05", A RADIUS OF 650.00 FEET, AN ARC LENGTH OF 489.92 FEET, THE CORD OF WHICH BEARS SOUTH 22°00'15" EAST, A

- DISTANCE OF 478.40 FEET TO A POINT OF TANGENCY;
- 3) THENCE SOUTH 00°24'43" EAST, A DISTANCE OF 1,882.09 FEET;
 - 4) THENCE SOUTH 00°27'34" EAST, A DISTANCE OF 67.18 FEET TO A POINT OF CURVATURE;
 - 5) THENCE ALONG THE ARC OF A TANGENT CURVE TO THE RIGHT HAVING A CENTRAL ANGLE OF 49°29'27", A RADIUS OF 1,130.00 FEET, AN ARC LENGTH OF 976.07 FEET, THE CORD OF WHICH BEARS SOUTH 24°17'09" WEST, A DISTANCE OF 946.00 FEET TO THE NORTH LINE OF TRACT D, PRAIRIE GATEWAY ROADS – PHASE 2, BEING A NON-TANGENT LINE;

THENCE SOUTH 89°34'46" WEST, A DISTANCE OF 39.53 FEET ALONG SAID NORTH LINE OF TRACT D;

THENCE NORTH 00°36'48" WEST, A DISTANCE OF 927.13 FEET;
THENCE SOUTH 89°37'44" WEST, A DISTANCE OF 471.06 FEET;
THENCE SOUTH 00°35'23" EAST, A DISTANCE OF 775.91 FEET;
THENCE SOUTH 89°36'38" WEST, A DISTANCE OF 546.58 FEET;
THENCE NORTH 00°37'46" WEST, A DISTANCE OF 776.09 FEET TO THE **POINT OF BEGINNING**;

CONTAINING A CALCULATED AREA OF 3,357,085 SQUARE FEET, OR 77.068 ACRES, MORE OR LESS.

PARCEL 3

A PARCEL OF LAND LOCATED IN THE NORTHWEST QUARTER OF SECTION 9, TOWNSHIP 3 SOUTH, RANGE 67 WEST OF THE SIXTH PRINCIPAL MERIDIAN, COUNTY OF ADAMS, STATE OF COLORADO, BEING MORE PARTICULARLY DESCRIBED AS FOLLOWS:

COMMENCING AT THE WEST QUARTER CORNER OF SAID SECTION 9 AND CONSIDERING THE WEST LINE OF THE NORTHWEST QUARTER OF SAID SECTION 9 TO BEAR NORTH 00°30'30" WEST WITH ALL BEARINGS CONTAINED HEREIN BEING RELATIVE THERETO;

THENCE NORTH 59°11'47" EAST, A DISTANCE OF 141.30 FEET TO THE EASTERLY RIGHT-OF-WAY LINE OF QUEBEC PARKWAY, PRAIRIE GATEWAY ROADS – PHASE 1, FILED OCTOBER 12, 2006 AT RECEPTION NO. 2006000989269 OF THE RECORDS OF THE ADAMS COUNTY CLERK AND RECORDER, AND THE **POINT OF BEGINNING**;

THENCE ALONG SAID EASTERLY RIGHT-OF-WAY LINE OF QUEBEC PARKWAY FOR THE FOLLOWING SIX (6) COURSES:

- 1) THENCE NORTH 00°30'30" WEST, A DISTANCE OF 1,188.53 FEET;
- 2) THENCE NORTH 02°13'52" EAST, A DISTANCE OF 316.33 FEET;
- 3) THENCE NORTH 04°52'38" EAST, A DISTANCE OF 331.36 FEET;
- 4) THENCE NORTH 02°11'00" EAST, A DISTANCE OF 336.09 FEET;
- 5) THENCE NORTH 00°30'30" WEST, A DISTANCE OF 326.40 FEET;
- 6) THENCE NORTH 43°08'07" EAST, A DISTANCE OF 28.47 FEET TO THE SOUTHERLY RIGHT-OF-WAY LINE OF PRAIRIE PARKWAY, PRAIRIE

GATEWAY SUBDIVISION FILING NO. 1, FILED AUGUST 25, 2005 AT
RECEPTION NO. 20050825000917680 OF THE RECORDS OF THE ADAMS
COUNTY CLERK AND RECORDER;

THENCE ALONG SAID SOUTHERLY RIGHT-OF-WAY LINE OF PRAIRIE PARKWAY
FOR THE FOLLOWING FOUR (4) COURSES:

- 1) THENCE NORTH 86°47'26" EAST, A DISTANCE OF 123.55 FEET TO A POINT ON
A NON-TANGENT CURVE;
- 2) THENCE ALONG THE ARC OF A NON-TANGENT CURVE TO THE RIGHT
HAVING A CENTRAL ANGLE OF 59°37'28", A RADIUS OF 747.00 FEET, AN ARC
LENGTH OF 777.36 FEET, THE CORD OF WHICH BEARS SOUTH 55°03'12"
EAST, A DISTANCE OF 742.76 FEET TO A POINT OF TANGENCY;
- 3) THENCE SOUTH 25°14'28" EAST, A DISTANCE OF 728.85 FEET TO A POINT OF
CURVATURE;
- 4) THENCE ALONG THE ARC OF A TANGENT CURVE TO THE LEFT HAVING A
CENTRAL ANGLE OF 12°56'02", A RADIUS OF 1,728.00 FEET, AN ARC LENGTH
OF 390.07 FEET, THE CORD OF WHICH BEARS SOUTH 31°42'29" EAST, A
DISTANCE OF 389.25 FEET TO THE WESTERLY LINE OF SYRACUSE STREET,
PRAIRIE GATEWAY ROADS – PHASE 1, BEING A NON-TANGENT LINE;

THENCE ALONG SAID WESTERLY RIGHT-OF-WAY LINE OF SYRACUSE STREET FOR
THE FOLLOWING FIVE (5) COURSES:

- 1) THENCE SOUTH 00°38'25" WEST, A DISTANCE OF 32.30 FEET;
- 2) THENCE SOUTH 49°49'23" WEST, A DISTANCE OF 104.60 FEET TO A POINT OF
CURVATURE;
- 3) THENCE ALONG THE ARC OF A TANGENT CURVE TO THE LEFT HAVING A
CENTRAL ANGLE OF 50°09'00", A RADIUS OF 336.00 FEET, AN ARC LENGTH
OF 294.09 FEET, THE CORD OF WHICH BEARS SOUTH 24°44'53" WEST, A
DISTANCE OF 284.80 FEET TO A POINT OF TANGENCY;
- 4) THENCE SOUTH 00°19'37" EAST, A DISTANCE OF 748.13 FEET;
- 5) THENCE SOUTH 44°04'48" WEST, A DISTANCE OF 16.12 FEET TO THE
NORTHERLY RIGHT-OF-WAY LINE OF EAST 60TH AVENUE, PRAIRIE
GATEWAY ROADS – PHASE 1;

THENCE ALONG SAID NORTHERLY RIGHT-OF-WAY LINE OF EAST 60TH AVENUE
FOR THE FOLLOWING TWO (2) COURSES:

- 1) THENCE SOUTH 89°40'12" WEST, A DISTANCE OF 1,082.22 FEET;
- 2) THENCE NORTH 49°32'52" WEST, A DISTANCE OF 23.97 FEET TO THE **POINT
OF BEGINNING**;

CONTAINING A CALCULATED AREA OF 2,521,677 SQUARE FEET, OR 57.890 ACRES,
MORE OR LESS.

PARCEL 4

A PARCEL OF LAND LOCATED IN THE NORTH HALF OF SECTION 9, TOWNSHIP 3

SOUTH, RANGE 67 WEST OF THE SIXTH PRINCIPAL MERIDIAN, COUNTY OF ADAMS, STATE OF COLORADO, BEING MORE PARTICULARLY DESCRIBED AS FOLLOWS:

COMMENCING AT THE NORTHEAST CORNER OF SAID SECTION 9 AND CONSIDERING THE EAST LINE OF THE NORTHEAST QUARTER OF SAID SECTION 9 TO BEAR SOUTH 00°15'25" EAST WITH ALL BEARINGS CONTAINED HEREIN BEING RELATIVE THERETO;

THENCE SOUTH 56°03'46" WEST, A DISTANCE OF 3,712.38 FEET TO THE SOUTHERLY RIGHT-OF-WAY LINE OF PRAIRIE PARKWAY, PRAIRIE GATEWAY SUBDIVISION FILING NO. 1, FILED AUGUST 25, 2005 AT RECEPTION NO. 20050825000917680 OF THE RECORDS OF THE ADAMS COUNTY CLERK AND RECORDER, AND THE **POINT OF BEGINNING**;

THENCE ALONG SAID SOUTHERLY RIGHT-OF-WAY LINE OF PRAIRIE PARKWAY FOR THE FOLLOWING TWO (2) COURSES:

- 1) THENCE ALONG THE ARC OF A NON-TANGENT CURVE TO THE LEFT HAVING A CENTRAL ANGLE OF 19°03'57", A RADIUS OF 1,728.00 FEET, AN ARC LENGTH OF 575.01 FEET, THE CORD OF WHICH BEARS SOUTH 80°47'50" EAST, A DISTANCE OF 572.36 FEET TO A POINT OF TANGENCY;
- 2) THENCE NORTH 89°43'52" EAST, A DISTANCE OF 24.19 FEET TO THE WESTERLY RIGHT-OF-WAY LINE OF VICTORY WAY, PRAIRIE GATEWAY ROADS – PHASE 1, FILED OCTOBER 12, 2006 AT RECEPTION NO. 2006000989269 OF THE RECORDS OF THE ADAMS COUNTY CLERK AND RECORDER;

THENCE ALONG SAID WESTERLY RIGHT-OF-WAY LINE OF VICTORY WAY FOR THE FOLLOWING TWO (2) COURSES:

- 1) THENCE SOUTH 45°19'48" EAST, A DISTANCE OF 33.68 FEET;
- 2) THENCE SOUTH 00°19'48" EAST, A DISTANCE OF 425.24 FEET TO THE NORTHERLY RIGHT-OF-WAY LINE OF EAST 60TH AVENUE, PRAIRIE GATEWAY ROADS – PHASE 1;

THENCE SOUTH 89°40'12" WEST, A DISTANCE OF 697.16 FEET ALONG SAID NORTHERLY RIGHT-OF-WAY LINE TO THE EASTERLY RIGHT-OF-WAY LINE OF TRENTON STREET, PRAIRIE GATEWAY ROADS – PHASE 1;

THENCE ALONG SAID EASTERLY RIGHT-OF-WAY LINE OF TRENTON STREET FOR THE FOLLOWING FOUR (4) COURSES:

- 1) THENCE NORTH 00°19'37" WEST, A DISTANCE OF 324.83 FEET TO A POINT OF CURVATURE;
- 2) THENCE ALONG THE ARC OF A TANGENT CURVE TO THE RIGHT HAVING A CENTRAL ANGLE OF 21°04'28", A RADIUS OF 364.00 FEET, AN ARC LENGTH OF 133.89 FEET, THE CORD OF WHICH BEARS NORTH 10°12'37" EAST, A DISTANCE OF 133.13 FEET TO A POINT OF TANGENCY;
- 3) THENCE NORTH 20°44'51" EAST, A DISTANCE OF 82.80 FEET;
- 4) THENCE NORTH 70°02'53" EAST, A DISTANCE OF 32.44 FEET TO THE **POINT**

OF BEGINNING;

CONTAINING A CALCULATED AREA OF 333,619 SQUARE FEET, OR 7.659 ACRES,
MORE OR LESS.

PARCEL 5

A PARCEL OF LAND LOCATED IN THE SOUTH HALF OF SECTION 9, TOWNSHIP 3
SOUTH, RANGE 67 WEST OF THE SIXTH PRINCIPAL MERIDIAN, COUNTY OF
ADAMS, STATE OF COLORADO, BEING MORE PARTICULARLY DESCRIBED AS
FOLLOWS:

COMMENCING AT THE NORTHEAST CORNER OF SAID SECTION 9 AND
CONSIDERING THE EAST LINE OF THE NORTHEAST QUARTER OF SAID SECTION 9
TO BEAR SOUTH 00°15'25" EAST WITH ALL BEARINGS CONTAINED HEREIN BEING
RELATIVE THERETO;

THENCE SOUTH 42°07'07" WEST, A DISTANCE OF 3,673.57 FEET TO THE
INTERSECTION OF THE WESTERLY RIGHT-OF-WAY LINE OF VICTORY WAY,
PRAIRIE GATEWAY ROADS – PHASE 1, FILED OCTOBER 12, 2006 AT RECEPTION NO.
2006000989269 OF THE RECORDS OF THE ADAMS COUNTY CLERK AND RECORDER,
WITH THE SOUTHERLY RIGHT-OF-WAY LINE OF EAST 60TH AVENUE, PRAIRIE
GATEWAY ROADS – PHASE 1, AND THE **POINT OF BEGINNING**;

THENCE SOUTH 00°19'48" EAST, A DISTANCE OF 349.07 FEET ALONG SAID
WESTERLY RIGHT-OF-WAY LINE OF VICTORY WAY TO THE NORTHERLY RIGHT-
OF-WAY LINE OF EAST 59TH PLACE, PRAIRIE GATEWAY ROADS – PHASE 1;

THENCE SOUTH 89°40'12" WEST, A DISTANCE OF 671.79 FEET ALONG SAID THE
NORTHERLY RIGHT-OF-WAY LINE OF EAST 59TH PLACE TO THE EASTERLY
RIGHT-OF-WAY LINE OF TRENTON STREET, PRAIRIE GATEWAY ROADS – PHASE 1;

THENCE ALONG SAID EASTERLY RIGHT-OF-WAY LINE OF TRENTON STREET FOR
THE FOLLOWING TWO (2) COURSES:

- 1) THENCE NORTH 45°19'43" WEST, A DISTANCE OF 35.92 FEET;
- 2) THENCE NORTH 00°19'37" WEST, A DISTANCE OF 323.67 FEET TO SAID
SOUTHERLY RIGHT-OF-WAY LINE OF EAST 60TH AVENUE;

THENCE NORTH 89°40'12" EAST, A DISTANCE OF 697.17 FEET ALONG SAID
SOUTHERLY RIGHT-OF-WAY LINE OF EAST 60TH AVENUE TO THE **POINT OF
BEGINNING**;

CONTAINING A CALCULATED AREA OF 243,041 SQUARE FEET, OR 5.579 ACRES,
MORE OR LESS.

PARCEL 6

A PARCEL OF LAND LOCATED IN THE SOUTH HALF OF SECTION 9, TOWNSHIP 3

SOUTH, RANGE 67 WEST OF THE SIXTH PRINCIPAL MERIDIAN, COUNTY OF ADAMS, STATE OF COLORADO, BEING MORE PARTICULARLY DESCRIBED AS FOLLOWS:

COMMENCING AT THE SOUTHWEST CORNER OF SAID SECTION 9 AND CONSIDERING THE WEST LINE OF THE SOUTHWEST QUARTER OF SAID SECTION 9 TO BEAR NORTH 00°20'07" WEST WITH ALL BEARINGS CONTAINED HEREIN BEING RELATIVE THERETO;

THENCE NORTH 33°46'36" EAST, A DISTANCE OF 238.94 FEET TO THE EASTERLY RIGHT-OF-WAY LINE OF QUEBEC PARKWAY, PRAIRIE GATEWAY ROADS – PHASE 1, FILED OCTOBER 12, 2006 AT RECEPTION NO. 2006000989269 OF THE RECORDS OF THE ADAMS COUNTY CLERK AND RECORDER, AND THE **POINT OF BEGINNING**;

THENCE ALONG SAID EASTERLY RIGHT-OF-WAY LINE OF QUEBEC PARKWAY FOR THE FOLLOWING ELEVEN (11) COURSES:

- 1) THENCE NORTH 00°20'07" WEST, A DISTANCE OF 1,086.03 FEET;
- 2) THENCE NORTH 49°00'33" EAST, A DISTANCE OF 31.46 FEET;
- 3) THENCE NORTH 86°58'25" EAST, A DISTANCE OF 87.32 FEET;
- 4) THENCE NORTH 00°19'59" WEST, A DISTANCE OF 79.98 FEET;
- 5) THENCE SOUTH 89°36'57" WEST, A DISTANCE OF 95.14 FEET;
- 6) THENCE NORTH 49°34'03" WEST, A DISTANCE OF 36.90 FEET;
- 7) THENCE NORTH 00°20'07" WEST, A DISTANCE OF 560.75 FEET;
- 8) THENCE NORTH 81°30'58" EAST, A DISTANCE OF 12.79 FEET;
- 9) THENCE NORTH 00°34'21" EAST, A DISTANCE OF 41.01 FEET;
- 10) THENCE NORTH 82°42'49" WEST, A DISTANCE OF 13.43 FEET;
- 11) THENCE NORTH 00°20'07" WEST, A DISTANCE OF 555.92 FEET TO THE SOUTHERLY RIGHT-OF-WAY LINE OF EAST 60TH AVENUE, PRAIRIE GATEWAY ROADS – PHASE 1;

THENCE ALONG SAID SOUTHERLY RIGHT-OF-WAY LINE OF EAST 60TH AVENUE FOR THE FOLLOWING SEVEN (7) COURSES:

- 1) THENCE NORTH 48°42'39" EAST, A DISTANCE OF 30.91 FEET;
- 2) THENCE NORTH 86°48'27" EAST, A DISTANCE OF 108.32 FEET;
- 3) THENCE NORTH 89°40'12" EAST, A DISTANCE OF 968.49 FEET;
- 4) THENCE SOUTH 45°19'49" EAST, A DISTANCE OF 16.12 FEET;
- 5) THENCE NORTH 89°40'11" EAST, A DISTANCE OF 72.00 FEET;
- 6) THENCE NORTH 44°40'11" EAST, A DISTANCE OF 16.12 FEET;
- 7) THENCE NORTH 89°40'12" EAST, A DISTANCE OF 761.61 FEET TO THE WESTERLY RIGHT-OF-WAY LINE OF TRENTON STREET, PRAIRIE GATEWAY ROADS – PHASE 1;

THENCE ALONG SAID WESTERLY RIGHT-OF-WAY LINE OF TRENTON STREET FOR THE FOLLOWING THREE (3) COURSES:

- 1) THENCE SOUTH 00°19'37" EAST, A DISTANCE OF 323.66 FEET;
- 2) THENCE SOUTH 44°40'23" WEST, A DISTANCE OF 25.46 FEET;
- 3) THENCE SOUTH 00°19'37" EAST, A DISTANCE OF 97.40 FEET TO THE SOUTHERLY RIGHT-OF-WAY LINE OF EAST 59TH PLACE, PRAIRIE

GATEWAY ROADS – PHASE 1;

THENCE ALONG SAID SOUTHERLY RIGHT-OF-WAY LINE OF EAST 59TH PLACE FOR THE FOLLOWING THREE (3) COURSES:

- 1) THENCE NORTH 89°40'12" EAST, A DISTANCE OF 97.40 FEET;
- 2) THENCE NORTH 44°40'17" EAST, A DISTANCE OF 25.46 FEET;
- 3) THENCE NORTH 89°40'12" EAST, A DISTANCE OF 168.48 FEET;

THENCE SOUTH 00°19'46" EAST, A DISTANCE OF 1,102.15 FEET;

THENCE NORTH 89°40'14" EAST, A DISTANCE OF 901.36 FEET TO THE WESTERLY RIGHT-OF-WAY LINE OF VALENTIA STREET, PRAIRIE GATEWAY ROADS – PHASE 1;

THENCE ALONG SAID WESTERLY RIGHT-OF-WAY LINE OF VALENTIA STREET FOR THE FOLLOWING TWO (2) COURSES:

- 1) THENCE SOUTH 00°19'48" EAST, A DISTANCE OF 977.62 FEET;
- 2) THENCE SOUTH 44°11'17" WEST, A DISTANCE OF 24.24 FEET TO THE NORTHERLY RIGHT-OF-WAY LINE OF EAST 56TH AVENUE, PRAIRIE GATEWAY ROADS – PHASE 1;

THENCE ALONG SAID NORTHERLY RIGHT-OF-WAY LINE OF EAST 56TH AVENUE FOR THE FOLLOWING FOUR (4) COURSES:

- 1) THENCE SOUTH 88°42'29" WEST, A DISTANCE OF 52.08 FEET;
- 2) THENCE SOUTH 01°17'31" EAST, A DISTANCE OF 5.00 FEET;
- 3) THENCE SOUTH 88°42'29" WEST, A DISTANCE OF 383.01 FEET;
- 4) THENCE SOUTH 88°22'22" WEST, A DISTANCE OF 718.64 FEET TO THE EAST LINE OF THE U.S. POST OFFICE PROPERTY DESCRIBED IN DACA45-4-71-6185;

THENCE ALONG THE BOUNDARY OF SAID U.S. POST OFFICE PROPERTY FOR THE FOLLOWING THREE (3) COURSES:

- 1) THENCE NORTH 00°20'07" WEST, A DISTANCE OF 2,074.47 FEET;
- 2) THENCE SOUTH 89°39'55" WEST, A DISTANCE OF 1,505.00 FEET;
- 3) THENCE SOUTH 00°20'07" EAST, A DISTANCE OF 1,467.00 FEET TO THE NORTH LINE OF THE SOUTH ADAMS COUNTY WATER AND SANITATION DISTRICT PROPERTY DESCRIBED IN SPECIAL WARRANTY DEED, FILED APRIL 29, 2011 AT RECEPTION NO. 2011000027857 OF THE RECORDS OF THE ADAMS COUNTY CLERK AND RECORDER;

THENCE ALONG THE BOUNDARY OF SAID SOUTH ADAMS COUNTY WATER AND SANITATION DISTRICT PROPERTY FOR THE FOLLOWING TWO (2) COURSES:

- 1) THENCE SOUTH 89°39'55" WEST, A DISTANCE OF 70.00 FEET;
- 2) THENCE SOUTH 00°20'07" EAST, A DISTANCE OF 600.49 FEET TO SAID NORTHERLY RIGHT-OF-WAY LINE OF EAST 56TH AVENUE;

THENCE ALONG SAID NORTHERLY RIGHT-OF-WAY LINE OF EAST 56TH AVENUE FOR THE FOLLOWING TWO (2) COURSES:

- 1) THENCE NORTH 88°20'05" WEST, A DISTANCE OF 240.69 FEET TO A POINT OF CURVATURE;
- 2) THENCE ALONG THE ARC OF A TANGENT CURVE TO THE RIGHT HAVING A CENTRAL ANGLE OF 87°59'57", A RADIUS OF 130.00 FEET, AN ARC LENGTH OF 199.66 FEET, THE CORD OF WHICH BEARS NORTH 44°20'06" WEST, A DISTANCE OF 180.61 FEET TO THE **POINT OF BEGINNING**;

CONTAINING A CALCULATED AREA OF 3,250,256 SQUARE FEET, OR 74.616 ACRES, MORE OR LESS.

PARCEL 7

A PARCEL OF LAND LOCATED IN THE SOUTHEAST QUARTER OF SECTION 9, TOWNSHIP 3 SOUTH, RANGE 67 WEST OF THE SIXTH PRINCIPAL MERIDIAN, COUNTY OF ADAMS, STATE OF COLORADO, BEING MORE PARTICULARLY DESCRIBED AS FOLLOWS:

COMMENCING AT THE SOUTHEAST CORNER OF SAID SECTION 9 AND CONSIDERING THE SOUTH LINE OF THE SOUTHEAST QUARTER OF SAID SECTION 9 TO BEAR SOUTH 89°38'59" WEST WITH ALL BEARINGS CONTAINED HEREIN BEING RELATIVE THERETO;

THENCE NORTH 64°36'13" WEST, A DISTANCE OF 177.26 FEET TO A LINE 77.00 FEET NORTH OF AND PARALLEL WITH SAID SOUTH LINE OF THE SOUTHEAST QUARTER OF SECTION 9 AND THE **POINT OF BEGINNING**;

THENCE SOUTH 89°38'59" WEST, A DISTANCE OF 1,774.29 FEET ALONG SAID PARALLEL LINE AND THE NORTHERLY RIGHT-OF-WAY LINE OF EAST 56TH AVENUE, PRAIRIE GATEWAY ROADS – PHASE 1, FILED OCTOBER 12, 2006 AT RECEPTION NO. 2006000989269 OF THE RECORDS OF THE ADAMS COUNTY CLERK AND RECORDER, TO THE EASTERLY RIGHT-OF-WAY LINE OF VALENTIA STREET, PRAIRIE GATEWAY ROADS – PHASE 1;

THENCE ALONG SAID EASTERLY RIGHT-OF-WAY LINE OF VALENTIA STREET FOR THE FOLLOWING THREE (3) COURSES:

- 1) THENCE NORTH 46°56'53" WEST, A DISTANCE OF 31.87 FEET;
- 2) THENCE NORTH 03°10'22" WEST, A DISTANCE OF 189.92 FEET;
- 3) THENCE NORTH 00°19'48" WEST, A DISTANCE OF 787.13 FEET;

THENCE NORTH 89°40'14" EAST, A DISTANCE OF 1,937.94 FEET TO A LINE 30.00 FEET WEST OF AND PARALLEL WITH THE EAST LINE OF SAID SOUTHEAST QUARTER OF SECTION 9;

THENCE SOUTH 00°15'23" EAST, A DISTANCE OF 868.22 FEET ALONG LAST SAID PARALLEL LINE TO A POINT OF CURVATURE;

THENCE ALONG THE ARC OF A TANGENT CURVE TO THE RIGHT HAVING A CENTRAL ANGLE OF 89°54'23", A RADIUS OF 130.00 FEET, AN ARC LENGTH OF

203.99 FEET, THE CORD OF WHICH BEARS SOUTH 44°41'48" WEST, A DISTANCE OF 183.70 FEET TO A POINT OF TANGENCY TO THE **POINT OF BEGINNING**;

CONTAINING A CALCULATED AREA OF 1,929,161 SQUARE FEET, OR 44.287 ACRES, MORE OR LESS.

PARCELS 1 THROUGH 7 CONTAINING A COMBINED CALCULATED AREA OF 11,719,436 SQUARE FEET, OR 269.041 ACRES, MORE OR LESS.

STADIUM LANDS AND SOCCER FIELDS

A PARCEL OF LAND LOCATED IN SECTIONS 9 AND 10, TOWNSHIP 3 SOUTH, RANGE 67 WEST OF THE SIXTH PRINCIPAL MERIDIAN, COUNTY OF ADAMS, STATE OF COLORADO, BEING MORE PARTICULARLY DESCRIBED AS FOLLOWS;

COMMENCING AT THE SOUTHEAST CORNER OF SAID SECTION 9, AND CONSIDERING THE SOUTH LINE OF THE SOUTHEAST QUARTER OF SECTION 9 TO BEAR SOUTH 89°38'59" WEST, WITH ALL BEARINGS CONTAINED HEREIN BEING RELATIVE THERETO;

THENCE NORTH 89°44'37" EAST, A DISTANCE OF 50.00 FEET ALONG THE SOUTH LINE OF THE SOUTHWEST QUARTER OF SAID SECTION 10 TO THE EAST LINE OF THE WEST 50.00 FEET OF SAID SECTION 10;

THENCE NORTH 00°15'23" WEST, A DISTANCE OF 1075.06 FEET ALONG SAID EAST LINE OF THE WEST 50.00 FEET OF SECTION 10 TO THE **POINT OF BEGINNING**;

THENCE SOUTH 89°40'14" WEST, A DISTANCE OF 3027.30 FEET;

THENCE NORTH 00°19'46" WEST, A DISTANCE OF 1102.15 FEET TO THE SOUTH RIGHT-OF-WAY LINE OF E. 59TH PLACE, PRAIRIE GATEWAY ROADS – PHASE 1, FILED OCTOBER 12, 2006 AT RECEPTION NO. 2006000989269 OF THE RECORDS OF THE ADAMS COUNTY CLERK AND RECORDER;

THENCE NORTH 89°40'12" EAST, A DISTANCE OF 575.31 FEET ALONG SAID SOUTH RIGHT-OF-WAY LINE OF E. 59TH PLACE TO THE INTERSECTION WITH THE SOUTHERLY EXTENSION OF THE EAST RIGHT-OF-WAY LINE OF VICTORY WAY, PRAIRIE GATEWAY ROADS – PHASE 1;

THENCE NORTHERLY ALONG SAID SOUTHERLY EXTENSION AND SAID EAST RIGHT-OF-WAY LINE OF VICTORY WAY FOR THE FOLLOWING TWO (2) COURSES:

- 1) THENCE NORTH 00°19'48" WEST, A DISTANCE OF 958.31 FEET;
- 2) THENCE NORTH 44°42'32" EAST, A DISTANCE OF 33.74 FEET TO THE SOUTH RIGHT-OF-WAY LINE OF PRAIRIE PARKWAY, PRAIRIE GATEWAY ROADS – PHASE 1;

THENCE NORTH 89°40'12" EAST, A DISTANCE OF 2430.78 FEET ALONG SAID SOUTH RIGHT-OF-WAY LINE OF PRAIRIE PARKWAY AND THE EASTERLY EXTENSION OF SAID SOUTH RIGHT-OF-WAY LINE TO SAID EAST LINE OF THE WEST 50.00 FEET OF SECTION 10;

THENCE SOUTH 00°15'25" EAST, A DISTANCE OF 505.15 FEET ALONG SAID EAST LINE OF THE WEST 50.00 FEET OF SECTION 10;

THENCE SOUTH 00°15'23" EAST, A DISTANCE OF 1579.19 FEET ALONG SAID EAST LINE OF THE WEST 50.00 FEET OF SECTION 10 TO THE **POINT OF BEGINNING**.

SAID PARCEL CONTAINS 5,747,318 SQUARE FEET OR 131.940 ACRES, MORE OR LESS.

I, JAMES M. ROAKE, A SURVEYOR LICENSED IN THE STATE OF COLORADO, DO HEREBY CERTIFY THAT THE ABOVE LEGAL WAS PREPARED BY ME OR UNDER MY DIRECT SUPERVISION AND CHECKING.

JAMES M. ROAKE, P.L.S. 37898
FOR AND ON BEHALF OF MANHARD CONSULTING