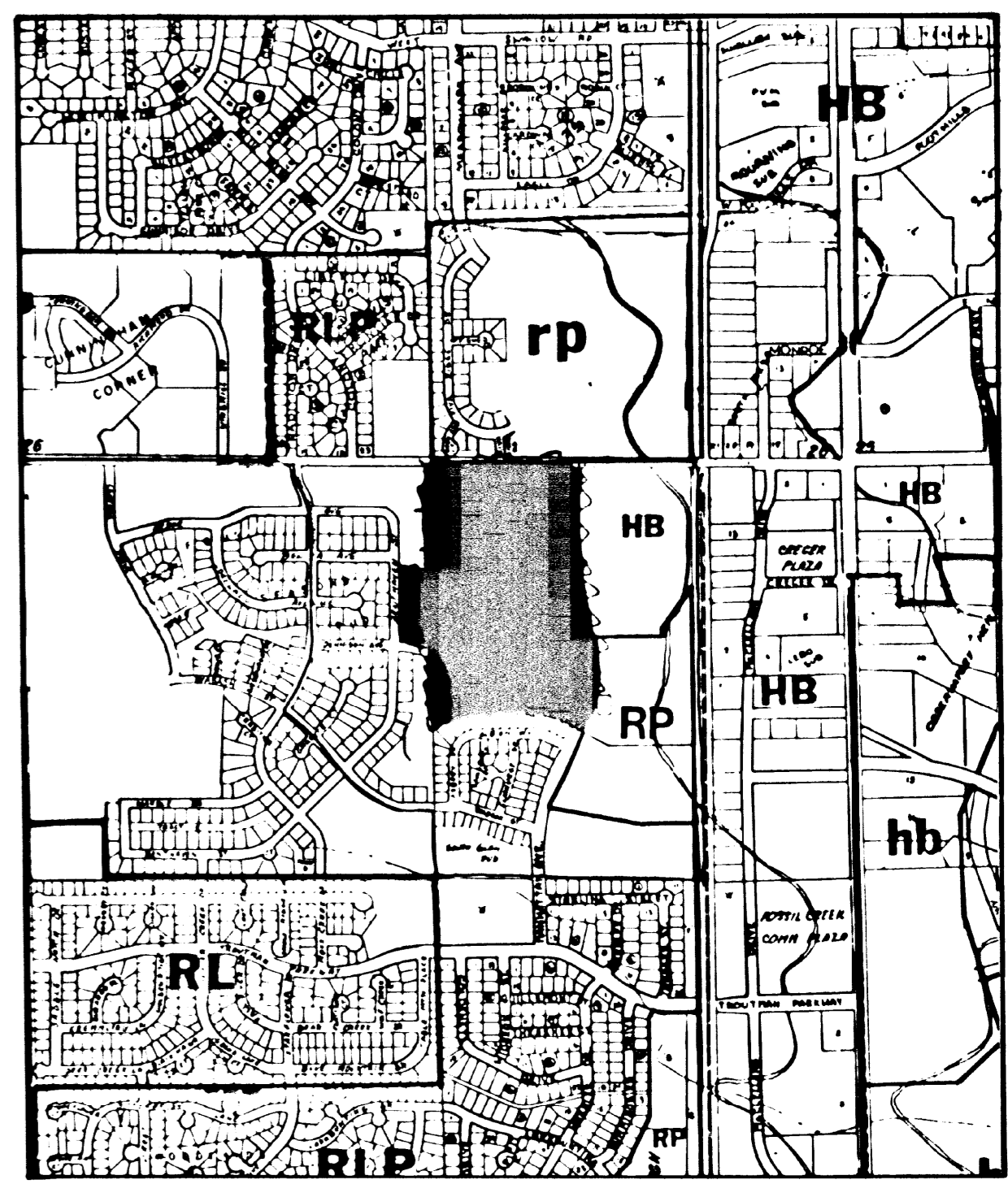
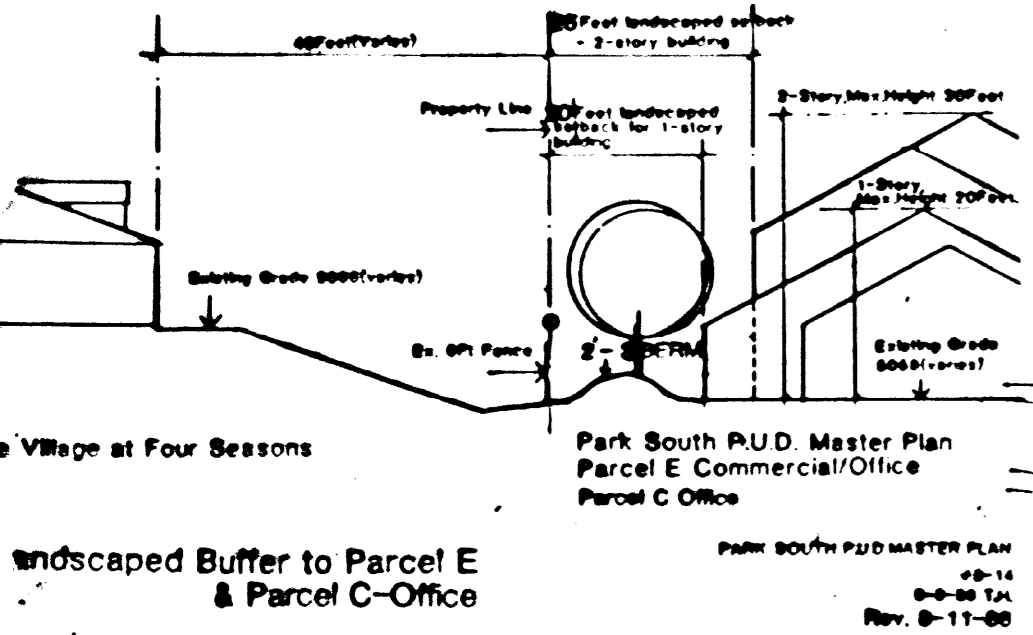


LAND USE	APPROX. AREA	APPROX. FLOOR AREA
A Neighborhood Convenience Shopping Center	7.3 Acres	50,000 s.f.
B Duplex Housing or Office	3.0 Acres	24 D.U. or 30,000 s.f.
C Single Family Housing	24.0 Acres	122 D.U.
TOTAL	34.3 Acres	110,000 s.f., 122 D.U. or 80,000 s.f., 148 D.U.



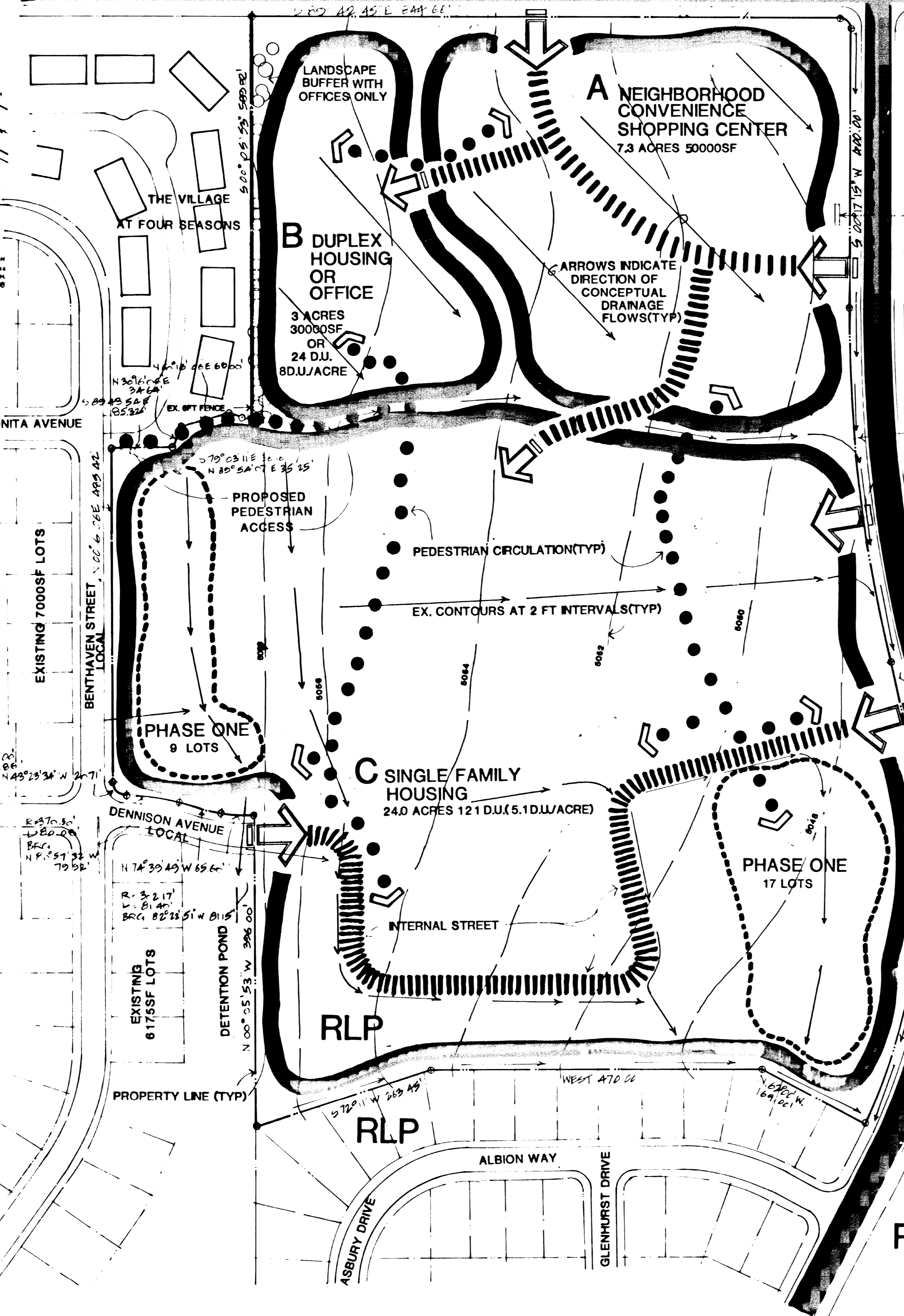
VICINITY MAP



BUFFER & HEIGHT DETAIL PARCEL B

DESCRIPTION OF TOTAL PROPERTY

of Park South P.U.D., situate in the Northeast 1/4 of Section 35, T7 North, Range 69 West of the Sixth P.M., City of Fort Collins, of Larimer, State of Colorado, which considering the north line of the east 1/4 as bearing S 89° 42' 45" E, and with all bearings contained relative thereto, begins at a point on the south line of West Horsetooth Road which bears S 00° 05' 53" E 50.00 feet from the North 1/4 corner of said Section 35, and runs thence S 89° 42' 45" E 844.66 feet; thence along an arc of a 15.00 foot radius curve to the right a distance of 23.56 feet; long chord of which bears S 44° 42' 45" E 21.21 feet; thence S 00° 17' 17" W 400.00 feet; thence along the arc of a 2154.17 foot radius curve to the left a distance of 507.09 feet; the long chord of which bears S 06° 27' 15" W 405.92 feet; thence S 13° 12' E 135.00 feet; thence along the arc of a 58.13 foot radius curve to the right a distance of 545.15 feet; the long chord of which bears S 07° 24' W 533.48 feet; thence N 62° 00' W 169.00 feet; thence West 474.00 feet; thence S 72° 11' W 263.45 feet to the west line of said Northwest 1/4; thence along said west line N 00° 05' 53" W 1584.00 feet to the point of beginning, AND ALSO a part of the Northwest 1/4 of said Section 35 which begins at a point on the east line of said Northwest 1/4 which bears S 00° 05' 53" E 509.18 feet; thence along the arc of a 302.17 foot radius curve to the right a distance of 81.40 feet; the long chord of which bears N 82° 22' 51" W 81.15 feet; thence N 74° 39' 49" W 65.50 feet; thence along the arc of a 370.30 foot radius curve to the left a distance of 83.00 feet; the long chord of which bears N 80° 57' 32" W 79.92 feet; thence along the arc of a 15.00 foot radius curve to the right a distance of 22.86 feet; the long chord of which bears N 43° 23' 34" W 20.71 feet; thence N 00° 16' 06" E 485.42 feet; thence S 89° 43' 54" E 85.32 feet; thence S 07° 16' 06" E 34.64 feet; thence N 60° 16' 06" E 69.00 feet; thence S 79° 11' E 36.16 feet; thence N 89° 54' 07" E 35.25 feet to the east line of said Northwest 1/4; thence S 00° 05' 53" E 509.18 feet to the point of beginning, containing a net area of 34.30 Acres and a gross area of 37.30 Acres.



FUTURE CONTROLLED INTERSECTION



- Maximum building height is 30 ft. for 2 story and 20' for 1 story - see detail this page.
- All public streets are to meet City Standards, unless specific variances are granted prior to development.
- Common open spaces are to be maintained by an owner's association or other appropriate vehicle determined at time of approval of adjacent development.
- Land Use categories indicated may include the following specific uses:
 - Office
 - Professional Offices
 - Research & Development Offices and Laboratories
 - Medical, Chiropractic, Dental and similar clinics, offices and laboratories, including outpatient and emergency medical facilities
 - Nursing home, congregate care, retirement center
 - Art, Photo Studios and Galleries
 - Private training facilities, i.e. Computer, Real Estate Licensing, Beauty, Barber, Music, and associated sales.
 - *Indoor storage.
 - And uses of similar character determined by the Planning and Zoning Board at time of Preliminary P.U.D.
- Neighborhood Convenience Shopping Center:
 - Principle Uses: (Do not include a supermarket grocery store anchor)
 - Retail Services
 - Personal Services
 - Convenience grocery stores (with accessory gas pumps)
 - Standard or Fast Food Restaurants (without drive-up windows)
 - Liquor sales (for on-or-off-premise consumption)
 - Beauty or Barber shops
 - Dry cleaning outlets
 - Equipment rental (not including out door vehicle storage)
 - Limited indoor recreational uses
 - Printing and small scale newspaper office, i.e. weekly circulation, office copying
 - Small animal veterinary clinic, pet grooming and pet supplies
 - Pet and aquarium shops
 - Glass and paint company sales
 - Retail stores
- And uses of similar character determined by the Planning & Zoning Board at time of Preliminary P.U.D.
- Secondary Uses:
 - Professional offices
 - Limited Banking services, such as automated teller machines
 - Multi-family dwellings
 - Medical offices and clinics: small animal veterinary clinics; child care center
- Public or private community services, including day care centers, pre school kindergarten, senior services centers, places of worship, churches, etc. are to be allowed as alternatives land uses in all parcels.
- The proposed land uses and densities shown on this plan are estimates of development potential. Approval of this plan by the City does not constitute final approval for these land uses, design or densities. Rather, any further land uses must be approved according to the procedures, processes and criteria of the planned unit development regulations and other relevant City policies and standards.
- All signs to be to City of Fort Collins Sign Code.
- Phasing of Construction:
 - Phase One will commence with Parcel 'C' in 1991. Subsequent development will be subject to favorable traffic conditions
 - Indoor storage shall be residential in character with pitched shingle roofs, internal circulation and no garage doors facing outward

PLANNING OBJECTIVES

The Park South P.U.D. Overall Development Plan, is a Planned, mixed use development of 30,000 s.f. office, 80,000 s.f. Neighborhood Convenience Shopping Center and 121 single family residential units. Alternatively the 30,000 s.f. offices may be developed as 24 D.U. Duplex Housing.

The O.D.P. develops the 34 acres parcel of land bounded on the east by Manhattan, on the south by single family housing on Albion Way, on the north by Horsetooth Rd., and on the West by the Village at Four Seasons P.U.D. and Benhaven St. The Parcel is zoned RLP, and has a slight slope from west to east.

Major vehicular access to the Neighborhood Convenience Center and offices will be by a curb cut off Horsetooth (an arterial) and Manhattan (a collector). Access to single-family housing will be from Benhaven Street, and Dennon Avenue, which is aligned in an indirect route to dissuade through vehicular traffic.

Internal circulation to the Neighborhood Center and offices is by public streets. There is planned pedestrian circulation between the Convenience Center and Residential Parcels.

At the intersection of Horsetooth and Manhattan is a planned Neighborhood Convenience Center on 7.3 acres. This will serve as a shopping and service center intended primarily to serve the consumer demands of the adjacent residential neighborhoods. There will be 4 or more business establishments located within a complex, planned, developed and managed as a unit.

The offices in Parcel 'B' will be small-scale garden offices, on landscaped lots with their own small parking plazas. The offices are located to provide a sympathetic transition to the adjacent, existing and proposed residential developments.

In the event the offices do not develop, duplex housing is proposed on Parcel 'B'.

Structures will be designed to be sympathetic to the surrounding neighborhood, topography and particular land uses, with offsets to create contrast and detailed landscaping to further soften building forms. A unified architectural and landscaping theme will be pursued throughout the Park South Overall Development Plan.

Construction will begin with Parcel 'C' in late '91 and remaining parcels will be developed with favorable markets conditions, for a 5 year build out.

PARK SOUTH P.U.D.

OVERALL DEVELOPMENT PLAN

SITE AND CONCEPTUAL DRAINAGE PLAN

PLANNING AND ZONING BOARD APPROVAL

APPROVED BY THE PLANNING AND ZONING BOARD OF THE CITY OF FORT COLLINS, COLORADO, ON THIS 23rd DAY of September, 1991.

Secretary of Planning and Zoning Board

OWNERS SIGNATURE

THIS IS TO CERTIFY THAT, AS OF THE 25th DAY OF September, 1991, THE UNDERSIGNED PARTIES ARE SOLE OWNERS OF RECORD OF THE REAL PROPERTY DESCRIBED IN THE ABOVE SITE PLAN AS CONSTRUCTED IN C.R.S. 31-23-11, AND CONSENT TO THE DEVELOPMENT OF SAID PROPERTY AS SHOWN ACCORDING TO SAID PLAN.

MIDDEL ENTERPRISES, INC.
A COLORADO CORPORATION

BY: *Donna J. Middel*
DONNA J. MIDDEL, PRESIDENT

Marc Middel
MARC MIDDEL, SECRETARY/TREASURER

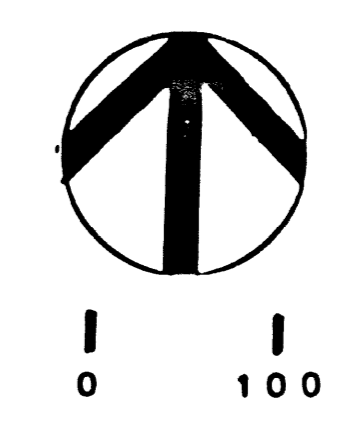
PARK SOUTH JOINT VENTURE

BY: *Donna J. Middel*
DONNA J. MIDDEL, PRESIDENT

BY: *Marc Middel*
MARC MIDDEL, SECRETARY/TREASURER

HORSETOOTH LIMITED
GENERAL PARTNER: MIDDEL ENTERPRISES, INC.

BY: *Donna J. Middel*
DONNA J. MIDDEL, PRESIDENT



DATE	8-5-91
JOB NO.	T.H.
DRAWN	91-56
CHECKED	9-5-91
REVISED	9-17-91

VAUGHT FRYE
architects

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