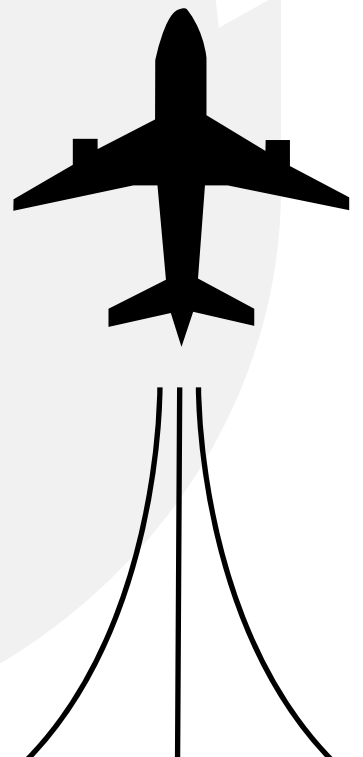


MASTER PLAN NARRATIVE

TAB NO.6



FORM B:

1. General Description of the Master Plan

Briefly describe the general character of your proposed Master Plan. What will be the predominant land uses? What market segment is the proposed development designed to serve?

Response:

The Site -The Aerotropolis Logistics Center (ALC) consists of +/-1,201.7 acres with a mixture of proposed land uses that include: industrial, data centers, commercial, recreation, and oil and gas operations. This location offers ease of access from nearby highways and major roadways such as E. 48th Avenue, Monaghan Road, E.26th Avenue, and Aerotropolis Parkway.

The predominant land use will be industrial development. This key land use supports the needs of the nearby residents as well as the larger Aerotropolis vision for job growth. Opening up the corridor for airport and industry uses; while locating near a mix of land uses, fosters the larger vision for a sustainable community.

Existing Land Use – Current land uses include agricultural and natural prairies. The site is currently zoned Airport District (AD) zone district within Sub Area C. There are multiple out parcels included within the larger boundary of the site. These parcels are owned by the Federal Aviation Administration and the City of Aurora. Both parcels will remain. The site is located south of E. 48th Avenue, north of E. 26th Avenue, east of Aerotropolis Parkway and west of Monaghan Road. The site is located three miles south of the Denver International Airport and one mile north of Interstate 70. Additional site context is shown under Tab 3 – Context Map.

Surrounding Land Use – To the north, east, and south land use is currently characterized by agriculture and natural prairies with existing oil and gas operations areas (2 locations) located along Monaghan Road. The property is zoned Airport District (AD), which has the intention of expanding commercial and industrial employment opportunities in close proximity to the airport. To the west, the Aurora Highlands Master Plan is zoned R-2 and will bring homes along with civic, commercial, and campus land uses to the area, further supporting the ALC.

Topography and Landform – The landform and topography consist of rolling hills, shallow drainages, grass-lined swales, and plowed fields. Elevations range from 5,495 ft to 5,670 ft above mean sea level for a total relief of +/- 175 ft, however overlot grading efforts are planned for future development. These overall grading efforts will be conducted by the Aerotropolis Regional Transit Authority (ARTA).

For additional topographic, slopes, and view shed information, please reference Tab 14 – Appendix of other supporting documents.

Existing Vegetation and Black Forest Trees – The site contains Midgrass Prairie on the western portion and Dryland Agriculture on the eastern portion of the site. Trees are few along the site near swale areas. These trees include Cottonwood, Ash and Willow. There are virtually no understory plants and grasses are sparse. The site receives little moisture. No Ponderosa Pines, regulated by the Black Forest Ordinance are found on site.

Existing Utilities – An Alta Survey has been prepared and is attached to this Master Plan which identifies existing easements on the site. See Tab 14 – Appendix of Other Supporting Documents. Currently there are multiple areas that are effected from both power and/or gas lines. Specific affected areas include a power transmission line which runs along Aerotropolis Parkway and various gas easements located throughout the corridor. These easements will remain providing view corridors across the site, but will largely be unprogrammed.

Airport Overlay District – The ALC falls within the Denver International Airport and Front Range Airport shared Airport Influence District areas. In addition, the site is effected by Noise Impact Boundary Areas established for the Denver International Airport by the City of Aurora. The eastern section of the site is within the 65+ LDN and the central third is in the 60-65 LDN designation area. These areas of impact are limited to industrial land uses and rights of way. The western portion of the site is within the 55-60 LDN designation area. An avigation easement will be recorded for the property.

Significant Views – There are currently significant and expansive views toward the west, which showcase the mountains, foothills and the downtown Denver skyline. There are also significant views to the north-northeast of Denver International Airport. Eastern views, although there are no significant landmarks, are expansive and currently include unobstructed farmland and open skies. Areas that look onto the minor depressions and drainage ways offer subtle views of rolling hills and variable vegetation.

Wildlife – The site has been farmed and grazed so there is limited habitat for wildlife; however, this area is known to inhabit many small mammals, birds and reptiles. For a more detailed list of the potential species on the site refer to Tab 4, Site Analysis Narrative.

2. Defining Character of the Master Plan

Describe how your proposed Master Plan will create a unique community with a definable character and special “sense of place”. What facilities, amenities and special design features will set it apart in the marketplace from similar developments in your area?

Response:

The Aerotropolis Logistics Center (ALC) will be located on the high plains prairie, approximately three miles south of Denver International Airport (DEN). Surrounding this new Class A Business Park is the Colorado Aerotropolis, an urban plan in which the layout, infrastructure and economy are centered around DEN and the infrastructure associated with the airport. In 2015, Denver and Adams County approved 1,500 acres for new development in the DEN Transit Corridor, creating upwards of 12,000 new jobs in the immediate vicinity and opening up a new economic front line for the Aerotropolis and the City of Aurora.

The design for the ALC fully embraces the Aerotropolis Study and the City of Aurora's NEATS Refresh. Implementation of the infrastructure requirements in and around the airport as proposed in this development will create a new frontier in the City of Aurora. The ALC will be a catalyst enabling a new opportunity for growth, commerce, and connectivity. The ALC will be planned, designed, and built with a uniquely focused vision that prioritizes the potential of connectivity and continuity—linking the past and future, the urban and the frontier, and embracing the Aerotropolis visions of easy access to transportation, commerce, and new community enthusiasm.

Central to the character and feel of the ALC will be an emphasis on continuity and style. As a new Class A Business Park in the high plains prairie of North East Aurora, The ALC will embrace its geographical roots with stylized versions of its agricultural and prairie lineage. This Modern Prairie Influence combined with modern versions of the classic and successful architectural styles found along the Front Range of Colorado will unify the two square miles of development into a cohesive community. The landscape character will embody the Modern Prairie Influence through the use of sculpted ground elements highlighted with areas of ornamental grasses and other agricultural representations that contrast turf and low horizontal landscape walls. The architecture will illustrate this aesthetic through the use of low-profile roof lines, rows of windows, neutral color palettes and strong horizontal lines.

The ALC is designed as a collection of industrial and commercial uses. It will encourage the development of businesses that provide a variety of desired products and services for the region and local community. With its future location near key arterials such as E. 48th Avenue, Monaghan Road, E. 26th Avenue, and Aerotropolis Parkway, the ALC will allow ease of access for the neighboring communities as well as passerby to ensure its success.

+/- 1,201.7 acres of industrial and commercial uses are planned for the area, encouraging job growth. These uses encourage the economic growth of the E-470 corridor while fostering the larger vision of Aerotropolis.

3. Zoning Conformance

Does the Master Plan accurately reflect adopted Airport District Zoning boundaries?

Response:

The ALC is a planned development with proposed land uses congruent with the standard land uses permitted under Airport District zoning. Additional, specialty land uses may be proposed as part of future land development applications. These uses may require conditional approval or adjustments and shall be carefully coordinated with the City of Aurora prior to approval.

4. Potential Regulatory Conflicts

Are there any existing or potential conflicts between Master Plan design ordinance requirements and the terms of any existing annexation agreements or agreements with other jurisdictions or interest groups? If so what are they and how do you propose to resolve them?

Response:

No regulatory conflicts are known at this time.

5. Adjustments

Does your current design require any ordinance adjustments in order to be approved? If so, list each proposed adjustment and answer the following questions for each. (If no Master Plan adjustments are listed and approved, we will always interpret the final Master Plan document to mean that all city code requirements will be met or exceeded.)

- What are the specific site-related characteristics of your site that have led to the adjustment request? (Do not include self-imposed hardships or constraints as a justification. Financial constraints may be considered, but only as they relate to unusual site conditions. Do not simply respond that meeting all development standards would be too costly.)
- What design alternatives have you considered to avoid the adjustment? Why weren't these alternatives chosen?

- What measures have been taken to reduce the severity or extent of the proposed adjustment?
- What compensating increases in design standards have you proposed to mitigate the adjustment's impact?
- What compensating increases in design standards have you proposed to mitigate the adjustment's impact?

Response:

No adjustments are being requested at this time.

6. Required City Facilities

What additional city facilities or services will the City of Aurora have to provide in order for your Master Plan to be implemented? What police, fire, and recreation facilities are required and where are they located (inside or outside your Master Plan boundary.) To what extent will your development plan help to fund or construct these facilities?

Response:

Two (2) Whelen Warning Systems will be required to support the development. The proposed locations of these systems are reflected in the Land Use Map within Tab 8, but are subject to change with future site plan applications.

7. Vehicular Circulation

Do your proposed arterial and collector roadways align with the arterials and collectors of adjacent properties? Do your roadway cross sections match adjacent cross sections? If not, explain why.

Response:

Many of the proposed arterial roadways align with the arterials roadways of adjacent properties. Currently E.48th Avenue, E.26th Avenue, Aerotropolis Parkway and Monaghan Road are adjacent to the site. These roadways are existing or are currently in design and will be approved with different applications through the ARTA development initiative (reference exhibit 4.1 under Tab 4).

The planned Aerotropolis Parkway / E. 26th Avenue Interchange on the western edge of the site will provide good through-connectivity between the airport and I-70 and will be designed to direct heavy traffic around the residential development adjacent to ALC. Collector roads are identified in the Master Plan for internal connectivity. Internal collector roadways are proposed to generally facilitate through traffic north/south and east-west through the development. Collectors are proposed to align with designed or existing interchanges. Ultimate locations are subject to change with future Site Plan applications.

8. Pedestrian Circulation

Do off-street trails on your site connect with those on adjacent properties? Do your cross sections match adjacent cross sections? If not, explain why?

Response:

The only known trails that exist are to the west of the property along the Aerotropolis Parkway right of way, approved with The Aurora Highlands FDP. Within the ALC the Second Creek Trail (14' Regional Trail) is proposed to run along E. 48th Avenue west to Aerotropolis Parkway, then jogs internal to the site to run parallel along the proposed north/south collector before reconnecting with Aerotropolis Parkway south of the E. 38th Avenue intersection. This trail will be within a 70' wide open space corridor. Refer to the Open Space and Circulation Map within Tab 9 for more information.

9. Protection of Natural Features, Resources and Sensitive Areas

Describe how the development will be designed to protect, use or enhance natural resources and features. In particular, describe how the design of the development will respond to:

- Water features, such as floodplains, streams, and arroyos.
- Adjacent parks and public open space
- Historic or archaeological sites
- Significant views of the Front Range and views from public parks and I-70 and E-470 and other collector and arterial streets
- Riparian wildlife habitat
- The approximate topographic form of major ridge-lines and swales
- Natural or geologic hazard areas, including unstable slopes and expansive soils
- Other natural features such as bluffs, ridges, steep slopes, stands of mature trees, rock outcroppings, or wetlands.

Response:

The ALC Master Plan is designed to protect and enhance natural resources and features found on site, where possible. Specific design examples related to the above areas are described as follows:

- Historic and Archaeological Site – There are no known historic or archaeological significant sites located within the ALC site boundary.
- Significant Views – There are expansive views to both the east and west from the ALC. Views will be preserved where applicable, via road alignment and open space corridors. Building siting and/or window placement will also be oriented to best capture these views.
- Riparian Wildlife Habitat – There are no known major riparian wildlife habitats on site, however similar areas will be protected from development by being located within an open space and park corridor area, where possible.
- Topography – The general intent of the roadway network on site is to align with existing topography, where applicable. In addition, existing swales and drainage corridors are generally protected by being located within open space, park and trail areas.
- Natural or Geologic Hazard Areas – Outside of known oil and gas operations areas, there are no known natural or geologic hazards area located within the ALC site boundary. The current oil and gas operations areas shall meet the requirements of the UDO for operations, buffering, and screening.

10. Village Concept

Briefly describe the location of your individual neighborhood. How have you defined the boundaries for each neighborhood? How are the architectural styles and other design features distributed among the neighborhoods? Are there any styles or other design standards that are restricted to specific areas? Also fill out Urban Design Form F-2 to more fully describe the special standards and character of each neighborhood.

Response:

Village(s) will consist of a mix of industrial and commercial type uses with adequate parking, structured around individual developments within ALC. Landscape character will correlate with the overarching theming expressed in the landscape standards. Specific landscape elements will be further defined at the time of Site Plan.

11. Black Forest Ordinance

Is the Black Forest Ordinance applicable to your site? If so where do the impacted areas show on your exhibits, and how will the requirements of the ordinance be carried out?

Response:

The Black Forest Ordinance is not applicable to this Master Plan site.

12. Steep Slope Standards

Does your development plan include building on areas with an existing slope of 6% or greater? If so, what standards and design strategies have you adopted to deal with drainage and aesthetic issues? Have you reviewed and considered our recommended steep slope design guidelines? If not, why?

Response:

The ALC Master Plan has existing areas categorized as slopes of 6% or greater. Generally, the slopes in these areas will be reduced as part of an overlot grading effort conducted by ARTA. If areas of steep slopes remain the ALC will conform to all applicable steep slope design guidelines required by the UDO. Locations of these existing conditions can be found under Tab 14, Slopes Analysis Map.

13. Consultations with Outside Jurisdictions and Agencies

Have you consulted with representatives of your local school district, the Colorado Division of Wildlife, the Colorado Department of Public Health and Environment, or other applicable local, state or federal agencies? If so, list the dates, contact person, and results of your discussions. Include any letters you've received from these agencies as an appendix to your application.

Response:

The design team has consulted with many jurisdictions and agencies throughout the course of the ALC design review. Correspondence with the following agencies have occurred:

- Adams County
- Colorado Department of Transportation
- City of Aurora
- Urban Drainage
- Xcel Energy
- CIG
- American Tower
- Colorado Department of Wildlife
- Conoco Phillips

Coordination with these and other entities is ongoing to ensure the Aerotropolis vision of regional collaboration.