IRON HORSE
ARCHITECTS

May 1, 2007

To: Representatives of the Registered Neighborhood Groups
From: Western Real Estate LLC and Martin Fein Interests

Re: Property Bounded by Park Avenue, E. 20th Avenue, Washington Street, E. 19th Avenue and Clarkson Street: Alley Vacation application 2006.0038.02

This letter serves as the formal agreement between the undersigned parties. The undersigned neighborhood groups hereby agree to support the above-referenced alley vacation in consideration and exchange for the public benefit to be achieved through agreed-upon urban design elements intended to respect and enhance the Park Avenue Parkway and Historic District (Historic District # 41).

Through our collective work towards the development of this site over the past four months, we have come to an agreement pertaining to design issues identified by the registered neighborhood organizations and neighbors. To the extent described herein, Martin Fein Interests ("Fein"), or its assigns, agrees to incorporate certain urban design elements into the development of the above-referenced property. These urban design elements are represented by the attached elevations and site plan. These elevations are intended to represent, in all material respects,, Fein's final design of the exterior of the proposed project. The design elements address the site-specific design issues identified by the neighborhood organizations and neighbors as follows:

- Design Issue: The need for a pedestrian-friendly design that encourages residents to walk to neighborhood destinations.
  - Design Elements: Multiple sidewalk access points to encourage pedestrian traffic on the block, including secure pedestrian access for residents of the development directly to and from Park Avenue, 19th Avenue, Clarkson Street and Washington Street.

- Design Issue: The need to limit parking garage visibility.
  - Design Elements: Parking garage visibility will be limited to Washington Street with one entrance/exit to the parking garage on Washington Street The garage will otherwise be surrounded by the development's residential units and will not be visible from Park Avenue and Clarkson Street or across from said streets.

- Design Issue: The need to respect and enhance the Park Avenue Parkway and adjacent Historic District
  - Design Elements: The Park Avenue facade will be treated with the same level of design consideration as the "entry" façade on 19th Avenue. To provide more residential interaction with the parkway and the neighborhoods, the Park Avenue façade will incorporate individual balconies and a grand community balcony as well as an arched breeze-way penetrating from the sidewalk to the development's interior courtyard. Also, the Clarkson Street façade will incorporate individual balconies and ground-floor stoops.

It is agreed that the attached site plan and elevations marked as Exhibit 'A' satisfy all of the specific design issues above.

This agreement between the undersigned parties is in addition to, but does not supersede, the requirements of the R-4-X Design Guideline review process and the City and County of Denver Site Plan Review process, or any other applicable City or other governmental requirements not contemplated by the parties at the time of this agreement. To the extent this agreement conflicts with any applicable requirements of the City or other governmental agencies, such applicable requirements shall control. The foregoing City and governmental requirements do not include standard design development decisions over which Fein retains some discretion, such as transformer locations, meter locations, or the locating of other required building support services. Fein also retains the right to make minor modifications, without changing the overall intent, to the exhibits at their sole discretion without notification of the registered neighborhood organizations or neighbors.

In the event Fein does not acquire the described property from Western Real Estate Acquisitions, LLC ("Western") pursuant to the present contract between Fein and Western, as contemplated by this agreement, then Western agrees to negotiate in good faith with the undersigned neighborhood organizations and, in Western's discretion, any proposed developer(s) of Western's choosing to develop design guidelines and other agreement terms and conditions to address the Design Issues identified above consistent with the intent of this agreement. Such design guidelines, terms and conditions shall be negotiated prior to Western contracting again with any developer and shall then be binding on Western and its successors or assigns. The attached elevations are deemed to have met the above criteria and in other such future design similar to this shall be deemed to meet the good faith requirement as well.

This agreement represents the entire and only agreement between the parties and may only be amended upon the written consent of all of the undersigned parties.
We appreciate the opportunity to work with you.

_____
Mr. Michael Hilbert
Manager
Western Real Estate Acquisitions LLC
Date: _____

_____
Mr. Martin Fein
President
Martin Fein Interests
Date: _____

_____
Mr. Paul L Benington
President
Old San Rafael Neighborhood
Date: _____

_____
Mr. Drew O'Connor
Executive Director
Capitol Hill United Neighborhoods, Inc.
Date: _____

_____
Dr. Charles Brantigan
President
Urban Design Forum
Date: _____

_____
Ted Freedman
President
Enterprise Hill Homeowners Association
Date: _____

_____
Heather Brown
President
Southwest Capitol Hill Neighbors' Coalition
Date_____

_____

Carla Madison
President
City Park West Neighborhood Association
Date_____

cc. Chris Gleissner