

AUTHORIZATION OF OWNER

[INITIAL ZONING OF MAJESTIC COMMERCENTER II; REZONING OF MAJESTIC COMMERCENTER I]

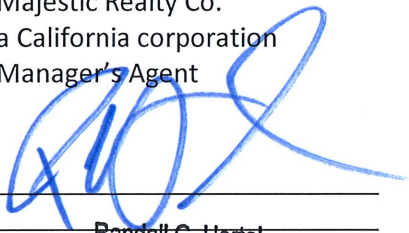
Majestic Commercenter II, LLC, a Delaware limited liability company ("Annexation Owner"), is the owner of the property, as set forth in Exhibit A attached hereto and incorporated herein by this reference (the "Initial Zoning Property"). Annexation Owner desires to annex the Initial Zoning Property into the City of Aurora, a home rule municipal corporation of the Counties of Adams, Arapahoe, and Douglas, State of Colorado (the "City"). Further, Annexation Owner desires to obtain approval by the City of the Majestic Commercenter Framework Development Plan.

Majestic Realty Co., a California corporation ("Rezoning Owner"), is the owner of the property as set forth in Exhibit B attached hereto and incorporated herein by this reference (the "Rezoning Property"), which Rezoning Property is currently located in the City. At the request of the City, Rezoning Owner desires to consolidate the Rezoning Property into the new Majestic Commercenter Framework Development Plan, along with the Initial Zoning Property.

ANNEXATION OWNER:

MAJESTIC COMMERCENTER II, LLC,
a Delaware limited liability company

By: Majestic Realty Co.
a California corporation
Its: Manager's Agent

By: 
Name: Randall C. Hertel
Title: Executive Vice President

REZONING OWNER:

MAJESTIC REALTY CO.,
a California corporation


By: 
Name: Randall C. Hertel
Title: Executive Vice President

EXHIBIT A
INITIAL ZONING PROPERTY

A PARCEL OF LAND IN SECTION 25, TOWNSHIP 3 SOUTH, RANGE 66 WEST OF THE SIXTH PRINCIPAL MERIDIAN, COUNTY OF ADAMS, STATE OF COLORADO, BEING MORE PARTICULARLY DESCRIBED AS FOLLOWS:

COMMENCING AT THE NORTHWEST CORNER OF SECTION 25 AND CONSIDERING THE NORTH LINE OF THE NORTHWEST QUARTER OF SECTION 25 TO BEAR NORTH 89°33'37" EAST, WITH ALL BEARINGS CONTAINED HEREIN RELATIVE THERETO:

THENCE NORTH 89°33'37" EAST ALONG SAID NORTH LINE A DISTANCE OF 30 FEET TO THE EAST RIGHT-OF-WAY LINE OF PICADILLY ROAD AND THE **POINT OF BEGINNING**.

THENCE NORTH 89°33'37" EAST CONTINUING ALONG SAID NORTH LINE A DISTANCE OF 2611.78 FEET TO THE NORTH QUARTER CORNER OF SAID SECTION 25;

THENCE NORTH 89°32'32" EAST ALONG THE NORTH LINE OF THE NORTHEAST QUARTER OF SAID SECTION 25 A DISTANCE OF 1321.75 FEET;

THENCE SOUTH 00°13'08" EAST A DISTANCE OF 1324.11 FEET;

THENCE NORTH 89°32'39" EAST A DISTANCE OF 931.29 FEET TO THE WESTERLY RIGHT-OF-WAY OF HIGHWAY E-470 AS DESCRIBED IN BOOK 5414 AT PAGE 645 OF THE RECORDS OF THE ADAMS COUNTY CLERK AND RECORDER;

THENCE ALONG SAID WESTERLY RIGHT-OF-WAY THE FOLLOWING FOUR (4) COURSES:

1) SOUTH 03°48'50" EAST A DISTANCE OF 427.14 FEET;

2) SOUTH 00°00'02" WEST A DISTANCE OF 3372.10 FEET;

3) SOUTH 83°34'42" WEST A DISTANCE OF 1006.75 FEET;

4) SOUTH 00°29'32" EAST A DISTANCE OF 40.00 FEET TO THE NORTHERLY RIGHT-OF-WAY LINE OF EAST 26TH AVENUE;

THENCE ALONG SAID NORTHERLY RIGHT-OF-WAY THE FOLLOWING TWO (2) COURSES:

1) SOUTH 89°30'28" WEST A DISTANCE OF 1267.94 FEET;

2) SOUTH 89°31'54" WEST A DISTANCE OF 745.69 FEET;

THENCE NORTH 00°10'59" WEST A DISTANCE OF 361.50 FEET;

THENCE SOUTH 89°31'54" WEST A DISTANCE OF 1867.71 FEET TO SAID EAST RIGHT-OF-WAY LINE;

THENCE NORTH 00°11'05" WEST ALONG SAID EAST RIGHT-OF-WAY LINE A DISTANCE OF 2258.39 FEET TO THE SOUTH LINE OF SAID NORTHWEST QUARTER OF SECTION 15;

THENCE NORTH 00°10'52" WEST CONTINUING ALONG SAID EAST RIGHT-OF-WAY LINE A DISTANCE OF 462.35 FEET;

THENCE NORTH 89°34'28" EAST A DISTANCE OF 300.36 FEET;

THENCE NORTH 00°11'05" WEST A DISTANCE OF 862.50 FEET;

THENCE SOUTH 89°32'44" WEST A DISTANCE OF 300.31 FEET TO SAID EAST RIGHT-OF-WAY LINE;

THENCE NORTH 00°10'52" WEST ALONG EAST RIGHT-OF-WAY LINE A DISTANCE OF 1324.68 FEET TO THE **POINT OF BEGINNING**;

SAID PARCEL CONTAINS AN AREA OF 23,453,362 SQUARE FEET, OR 538.415 ACRES, MORE OR LESS.

**EXHIBIT B
REZONING PROPERTY**

PARCEL ONE:

ALL OF THE W1/2 AND THE W1/2 OF THE E1/2 OF SECTION 25, TOWNSHIP 3 SOUTH, RANGE 66 WEST OF THE 6TH P.M. EXCEPT THE N1/2 OF THE NW1/4 AND THE NW1/4 OF THE NE1/4 AND EXCEPT THE WEST 1/2 OF THE NW1/4 SW1/4 NW1/4,

EXCEPT 3 ACRES COMMENCING AT THE SOUTHWEST CORNER OF SECTION 25; THENCE NORTH ALONG THE WEST LINE OF SAID SECTION A DISTANCE OF 391.50 FEET; THENCE EAST PARALLEL TO THE SOUTH LINE OF SAID SECTION A DISTANCE OF 391.50 FEET; THENCE SOUTH PARALLEL TO THE WEST LINE OF SAID SECTION A DISTANCE OF 391.50 FEET THENCE WEST ALONG THE SOUTH LINE OF SAID SECTION A DISTANCE OF 391.50 FEET TO THE POINT OF BEGINNING;

EXCEPT RIGHT-OF-WAY FOR COUNTY ROADS ON THE WEST AND THE SOUTH;

EXCEPT 10 ACRES, MORE OR LESS, COMMENCING 30 FEET NORTH AND 30 FEET EAST OF THE SOUTHWEST CORNER OF SAID SECTION 25; THENCE EAST AND PARALLEL WITH THE SOUTH LINE OF THE SW1/4 OF SAID SECTION 25 A DISTANCE OF 361.50 FEET TO THE TRUE POINT OF BEGINNING; THENCE NORTH AND PARALLEL WITH THE WEST LINE OF THE SW1/4 OF THE SAID SECTION 25, A DISTANCE OF 361.50 FEET; THENCE EAST AND PARALLEL WITH THE WEST LINE OF THE SW1/4 OF THE SAID SECTION 25, A DISTANCE OF 1,205.00 FEET; THENCE SOUTH AND PARALLEL WITH THE WEST LINE OF THE SW1/4 OF SAID SECTION 25, A DISTANCE OF 361.50 FEET; THENCE WEST AND PARALLEL WITH THE SOUTH LINE OF THE SW1/4 OF SAID SECTION 25, A DISTANCE OF 1,205.00 FEET TO THE TRUE POINT OF BEGINNING;

EXCEPT 2.5 ACRES COMMENCING AT A POINT 30 FEET NORTH AND 30 FEET EAST OF THE SOUTHWEST CORNER OF SECTION 25; THENCE EAST AND PARALLEL WITH THE SOUTH LINE OF SAID SECTION 25, 1366.50 FEET TO THE TRUE POINT OF BEGINNING; THENCE NORTH AND PARALLEL TO THE WEST LINE OF SAID SECTION 25, 361.50 FEET; THENCE EAST AND PARALLEL TO THE SOUTH LINE OF SAID SECTION 25, 301.20 FEET; THENCE SOUTH AND PARALLEL TO THE WEST LINE OF SAID SECTION 25, 361.50 FEET; THENCE WEST AND PARALLEL TO THE SOUTH LINE OF SECTION 25, 301.20 FEET TO THE TRUE POINT OF BEGINNING, AND

EXCEPT THE RIGHT-OF-WAY FOR E-470 HIGHWAY,
COUNTY OF ADAMS, STATE OF COLORADO.

PARCEL TWO:

THE N1/2 OF THE NW1/4 AND THE NW1/4 OF THE NE1/4 OF SECTION 25, TOWNSHIP 3 SOUTH, RANGE 66 WEST OF THE 6TH COUNTY OF ADAMS, STATE OF COLORADO.

PARCEL THREE:

THE E1/4 EXCEPT THE N1/4 OF SAID E1/4 AND EXCEPT THE RIGHT-OF-WAY FOR E-470 HIGHWAY, SECTION 25, TOWNSHIP 3 SOUTH, RANGE 66 WEST OF THE 6TH P.M., COUNTY OF ADAMS, STATE OF COLORADO.

NOTE: THE ABOVE DESCRIBED PROPERTY CAN ALSO BE DESCRIBED AS FOLLOWS WITH EXCEPTION DESCRIBED BY REFERENCE DOCUMENTS:

PARCEL A-1:

EAST 1/4 OF SECTION 25, TOWNSHIP 3 SOUTH, RANGE 66 WEST OF THE 6TH PRINCIPAL MERIDIAN, EXCEPT THE NORTH 1/4 THEREOF AS CONVEYED TO HENRY W. GRIMM BY THE DEED RECORDED DECEMBER 23, 1988, IN BOOK 3521 AT PAGE 975; AND EXCEPT THE EAST 30 FEET THEREOF CONVEYED TO THE COUNTY OF ADAMS BY THE DEED RECORDED OCTOBER 27 1983, IN BOOK 2804 AT PAGE 814; AND EXCEPT THAT PORTION TAKEN BY THE E-470 HIGHWAY AUTHORITY IN THE RULE AND ORDER RECORDED JULY 31, 1988, IN BOOK 3414 AT PAGE 643, COUNTY OF ADAMS, STATE OF COLORADO.

PARCEL A-2:

ALL OF THE WEST 1/2 AND THE WEST 1/2 OF THE EAST 1/2 OF SECTION 25, TOWNSHIP 3 SOUTH, RANGE 66 WEST OF THE 6TH PRINCIPAL MERIDIAN, EXCEPT THE NORTH 1/2 OF THE NORTHWEST 1/4 AND THE NORTHWEST 1/4 OF THE NORTHEAST 1/4;
AND EXCEPT THAT PORTION DESCRIBED IN DEED RECORDED MAY 21, 1947, IN BOOK 336 AT PAGE 469;
AND EXCEPT THAT PORTION DESCRIBED IN DEED RECORDED JUNE 4, 1954 IN BOOK 500 AT PAGE 235;
AND EXCEPT THAT PORTION DESCRIBED IN DEED RECORDED JUNE 2, 1961, IN BOOK 912 AT PAGE 77;
AND EXCEPT THAT PORTION DESCRIBED IN DEED RECORDED JANUARY 31, 1962, IN BOOK 963 AT PAGE 428;
AND EXCEPT THAT PORTION DESCRIBED IN DEED RECORDED JULY 7, 1982, IN BOOK 2659 AT PAGE 70; AND EXCEPT THAT PORTION TAKEN BY THE E-470 PUBLIC HIGHWAY AUTHORITY IN THE RULE AND ORDER RECORDED DECEMBER 19, 1997, IN BOOK 3187 AT PAGE 263; AND EXCEPT RIGHTS-OF-WAY FOR COUNTY ROADS ON THE WEST AND SOUTH, COUNTY OF ADAMS, STATE OF COLORADO.

PARCEL A-3:

THE NORTH 1/2 OF THE NORTHWEST 1/4 AND THE NORTHWEST 1/4 OF THE NORTHEAST 1/4 OF SECTION 25, TOWNSHIP 3 SOUTH, RANGE 66 WEST OF THE 6TH PRINCIPAL MERIDIAN, EXCEPT THAT PORTION LYING WITHIN THE RIGHT-OF-WAY OF PICADILLY ROAD, COUNTY OF ADAMS, STATE OF COLORADO.