



N O R T E R R A

Norterra Planned Unit Development
Northwest Corner of 19th Avenue and Happy Valley Road

Development Narrative
Rezoning Case Number: Z-3-15-1

Original Submittal: January 2015
Final Submittal: July 31, 2015
Minor Amendment #1: May 5, 2016
Minor Amendment #2: April 6, 2017
Minor Amendment #3: September 10, 2018

CITY OF PHOENIX

SEP 10 2018

Planning & Development
Department

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A. PURPOSE AND INTENT

1. Planned Unit Development

A Planned Unit Development (PUD) is intended to be a stand-alone document of zoning regulations for a particular project. Provisions not specifically regulated by the PUD are governed by the Zoning Ordinance of the City of Phoenix (Phoenix Zoning Ordinance). If there are conflicts between specific provisions of this PUD, and the Phoenix Zoning Ordinance or design guidelines, the terms of this PUD shall apply. The PUD only modifies Phoenix Zoning Ordinance regulations and does not modify other City Codes or requirements. The purpose and intent statements are not requirements that will be enforced by the City.

2. Project Overview and Goals

The Norterra Planned Unit Development (Norterra PUD) rezones approximately 397.86-acres of vacant land located at the northwest corner of 19th Avenue and Happy Valley Road. See Aerial Map (Exhibit 1, page 8), Area Vicinity Map (Exhibit 2, page 9), Parcel Map (Exhibit 3, page 10) and Legal Description (Exhibit 4, pages 11-15). The applicant proposes a mixed-use development consisting of employment, commercial, hotel, multi-family residential and single family residential uses.

The Norterra PUD will create a sense of place and community for its residents, USAA employees, and visitors to the retail shops, offices, and community. It will be designed in a pedestrian-friendly manner that links the residential community together with the existing office and commercial uses nearby. The mixed-use development will help support the residential needs of the existing and future employees at USAA, as well as the larger community in the Deer Valley Village. The residential portion of the project takes into consideration the varying income levels of the USAA employees in an effort to provide nearby housing options that will help reduce commute times and traffic congestion that would otherwise occur without nearby viable residential opportunities in close proximity to the growing USAA campus.

The goals and objectives of the Norterra PUD are:

Master plan and create a community complementary to existing development.

Reserve area for USAA future growth.

Enhance the value of the USAA Campus and the Shops at Norterra.

Enhance employment attractiveness with a nearby, affordable, and quality living environment.

Incorporate land use and design principles that create a unique and compelling place to live, work and shop.

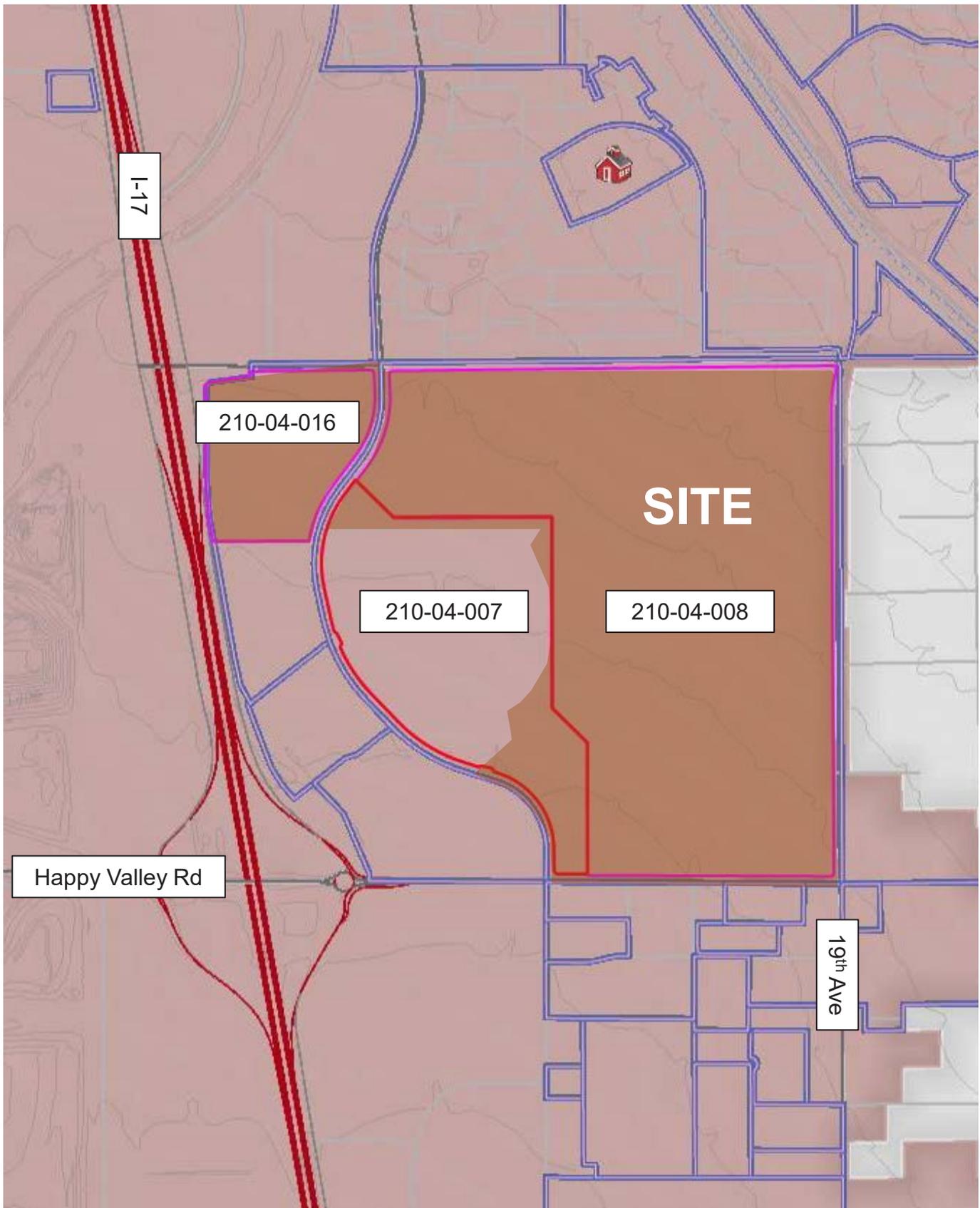
Exhibit 1 Aerial Map



Exhibit 2
Area Vicinity Map



Exhibit 3
Parcel Map



Wood, Patel & Associates, Inc.
(602) 335-8500
www.woodpatel.com

Revised July 22, 2015
Revised March 27, 2015
March 20, 2015
WP# 133949.53
Page 1 of 4
See Exhibit "A"

PARCEL DESCRIPTION
USAA Norterra
Rezone Parcel Gross Acreage

A portion of Lot 1 and all of Lot 2 of USAA Amended Final Plat recorded in Book 691, page 26, Maricopa County Records (M.C.R.), Lot 4 of USAA Unit 1 Final Plat recorded in Book 900, page 40, M.C.R. and portions of Section 1 and Section 2, Township 4 North Range 2 East, all lying within Section 1 and Section 2, Township 4 North, Range 2 East, of the Gila and Salt River Meridian, Maricopa County, Arizona, more particularly described as follows:

COMMENCING at the southeast corner of said Section 1, a 3-inch Maricopa County (M.C.) brass cap in handhole (B.C.H.), from which the south quarter corner of said Section 1, a 3-inch City of Phoenix (C.O.P.) brass cap in handhole, bears North 89°37'02" West (basis of bearing), a distance of 2674.52 feet, said southeast corner being the **POINT OF BEGINNING**;

THENCE along the south line of said Section 1, North 89°37'02" West, a distance of 2674.52 feet, to said south quarter corner of Section 1 and the monument line of Norterra Parkway, as shown on said USAA Amended Final Plat;

THENCE leaving said south line, along said monument line, North 00°29'52" West, a distance of 300.04 feet, to the beginning of a curve;

THENCE northwesterly along said curve, having a radius of 645.00 feet, concave southwesterly, through a central angle of 72°05'42", a distance of 811.60 feet, to the curve's end;

THENCE North 72°35'34" West, a distance of 206.86 feet;

THENCE leaving said monument line, North 17°24'26" East, a distance of 77.00 feet, to the southwesterly line of said Lot 1;

THENCE leaving said southwesterly line, North 17°30'02" East, a distance of 9.67 feet, to the beginning of a curve;

THENCE northeasterly along said curve, having a radius of 400.00 feet, concave southeasterly, through a central angle of 46°06'04", a distance of 321.85 feet, to the curve's end;

THENCE North 63°36'06" East, a distance of 195.44 feet;

THENCE North 27°39'03" West, a distance of 284.62 feet;

THENCE North 62°20'57" East, a distance of 39.69 feet, to the beginning of a curve;

THENCE northeasterly along said curve, having a radius of 740.00 feet, concave northwesterly, through a central angle of 39°16'33", a distance of 507.26 feet, to a point of compound curvature;

THENCE northerly along said curve, having a radius of 990.69 feet, concave westerly, through a central angle of 13°56'20", a distance of 241.01 feet, to the easterly line of said Lot 1 and a point of intersection with a non-tangent line;

THENCE along said easterly line, North 00°00'00" East, a distance of 448.03 feet;

Exhibit 4

Legal Description

Parcel Description
USAA Norterra
Rezone Parcel Gross Acreage

Revised July 22, 2015
Revised March 27, 2015
March 20, 2015
WP# 133949.53
Page 2 of 4
See Exhibit "A"

THENCE leaving said easterly line, North 30°00'00" West, a distance of 534.21 feet;
THENCE North 31°32'49" East, a distance of 151.10 feet, to the northerly line of said Lot 1;
THENCE along said northerly line, North 90°00'00" West, a distance of 1240.17 feet;
THENCE North 45°29'52" West, a distance of 476.39 feet, to the most northerly corner of said Lot 1;
THENCE leaving said northerly line, North 52°37'13" West, a distance of 77.00 feet, to said monument line of said Norterra Parkway;
THENCE along said monument line, South 37°22'47" West, a distance of 162.94 feet, to the beginning of a curve;
THENCE southwesterly along said curve, having a radius of 1100.00 feet, concave southeasterly, through a central angle of 27°16'35", a distance of 523.67 feet, to a point of intersection with a non-tangent line;
THENCE leaving said monument line, North 79°53'48" West, a distance of 55.00 feet, to the southeast corner of said Lot 4;
THENCE along the southerly line of said Lot 4, North 90°00'00" West, a distance of 865.48 feet, to the southwest corner of said Lot 4;
THENCE leaving said southerly line, South 80°00'27" West, a distance of 25.00 feet, to a line parallel with and 25 feet westerly of the west line of said Lot 4;
THENCE along said parallel line, North 09°59'33" West, a distance of 239.89 feet;
THENCE North 03°20'16" West, a distance of 360.07 feet;
THENCE North 00°00'22" East, a distance of 813.73 feet;
THENCE North 41°11'36" East, a distance of 60.13 feet;
THENCE North 82°12'31" East, a distance of 366.73 feet;
THENCE North 00°43'06" West, a distance of 84.05 feet, to the north line of said Section 1;
THENCE leaving said parallel line, along said north line, North 89°16'54" East, a distance of 214.28 feet, to the southwest corner of Section 36, Township 5 North, Range 2 East;
THENCE along the south line of said Section 36, also being the north line of said Section 1, North 89°26'46" East, a distance of 2653.24 feet, to the south quarter corner of said Section 36;
THENCE continuing along the south line of said Section 36 and said north line of said Section 1, North 89°25'44" East, a distance of 2470.22 feet, to the northeast corner of said Section 1;
THENCE leaving said south line of Section 36 and said north line of Section 1, along the east line of said Section 1, South 00°14'41" East, a distance of 2081.96 feet, to the east quarter corner of said Section 1;

Exhibit 4
Legal Description

Parcel Description
USAA Norterra
Rezone Parcel Gross Acreage

Revised July 22, 2015
Revised March 27, 2015
March 20, 2015
WP# 133949.53
Page 3 of 4
See Exhibit "A"

THENCE continuing along said east line, South 00°13'09" East, a distance of 2644.80 feet, to the **POINT OF BEGINNING**.

Containing 397.4855 acres, or 17,314,469 square feet of land, more or less.

Subject to existing rights-of-way and easements.

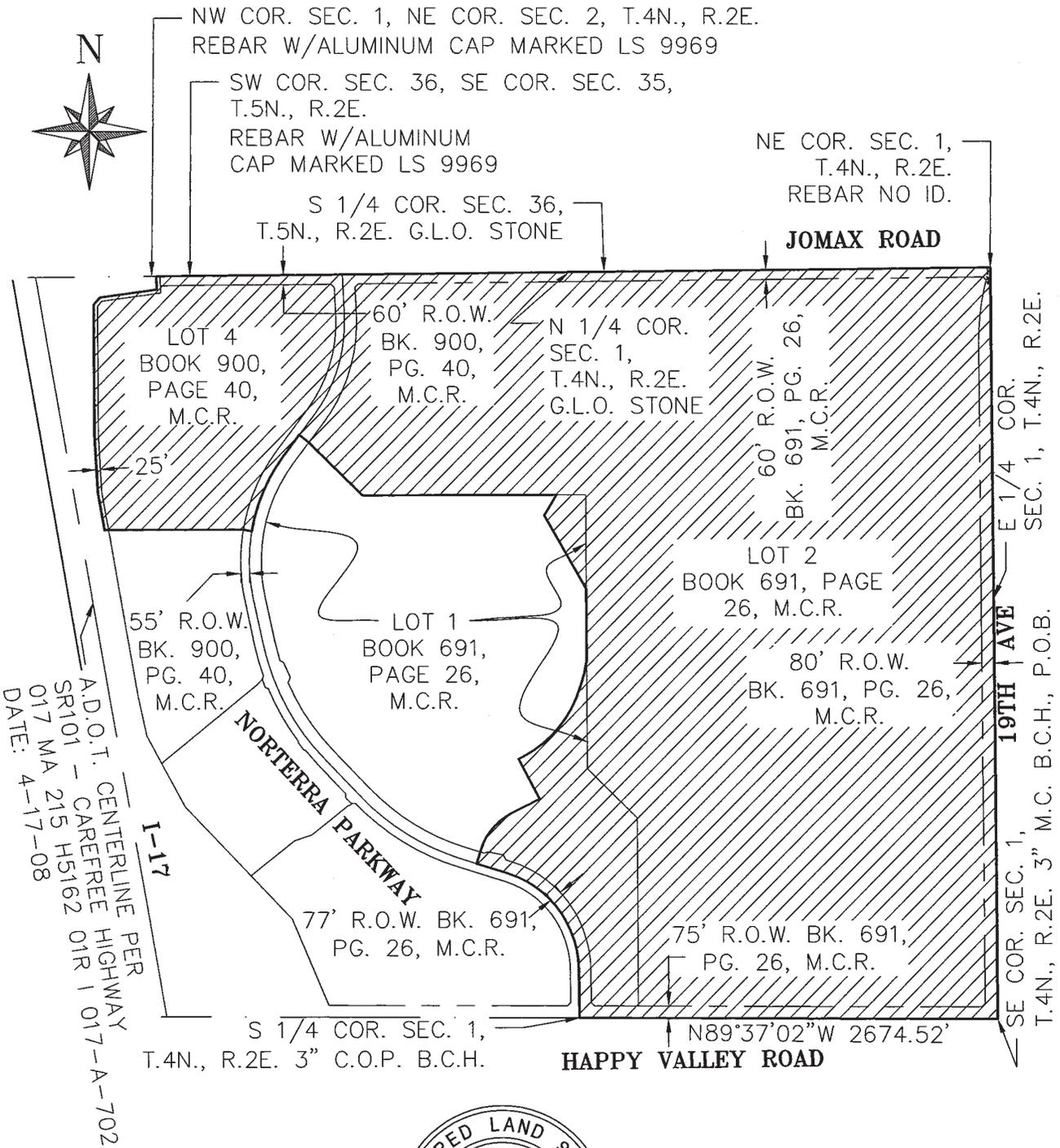
This parcel description is based on said USAA Amended Final Plat, recorded in Book 691, page 26, M.C.R. and other client provided information. This parcel description is located within an area surveyed by Wood, Patel & Associates, Inc. during the month of January, 2012. Any monumentation noted in this parcel description is within acceptable tolerance (as defined in Arizona Boundary Survey Minimum Standards dated 02/14/2002) of said positions based on said survey.

Y:\WP\Parcel Descriptions\2013 Parcel Descriptions\133949.53 USAA Norterra Rezone Parcel Gross Acreage L02R02 07-22-15.doc



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Exhibit 4 Legal Description



WOOD/PATEL
MISSION: CLIENT SERVICE™
(602) 335-8500
WWW.WOODPATEL.COM
PHOENIX - MESA - TUCSON



EXPIRES 03-31-16

EXHIBIT "A"
USAA NORTERRA
REZONE PARCEL GROSS ACREAGE
REVISED 07/22/15
WP#133949.53
PAGE 4 OF 4
NOT TO SCALE

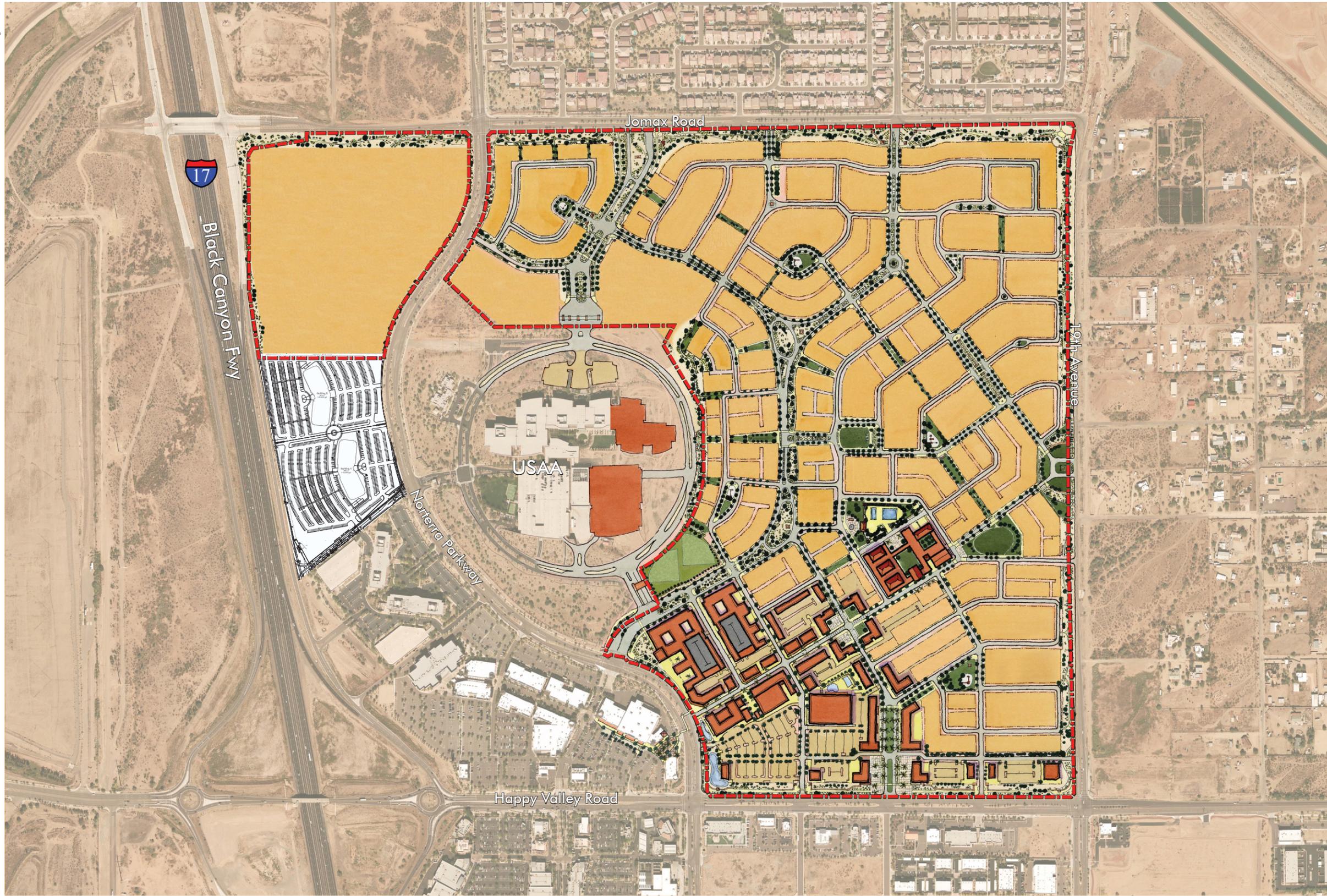
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3. Overall Design Concept

The proposed Norterra PUD consists of a mix of single-family residential homes, multi-family residential units, live-work units, significant additional office and retail space, and a hotel (see Exhibit 5: Illustrative Plan, page 17). It will be designed in a pedestrian-friendly manner with careful consideration given to landscaped streetscapes, a focus on traditional home design with a variety of offerings, including some with garages in the back and front porches that look out on street fronts. The plan includes pocket parks within each smaller residential area that are connected by trails, and a larger community park that will offer sports fields and other recreational opportunities for residents and USAA employees. A community center is also planned.

The mixed-use project will provide a number of common design elements including thematic streetscape, building materials, and colors. It will offer pedestrian linkages and outdoor spaces with careful attention to landscaping throughout the site. The project will compliment the surrounding area developments with regard to use, design, and setting. The plan will promote flexibility in uses and design while providing consistent development regulations to guide development of the individual parcels and tracts of land within the PUD.

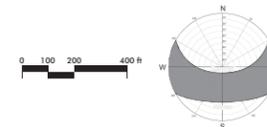
Exhibit 5
Illustrative Plan



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**ILLUSTRATIVE PLAN
NORTERRA**
Phoenix, AZ
January 6, 2015



Artist depiction for illustrative purposes only. The location, configuration, and pattern of developed areas, open space and other features is preliminary and subject to change.

B. LAND USE PLAN

The approximately 397.86-acre site proposes a mixed-use development consisting of employment, commercial, hotel, multi-family residential and single family residential uses. The land use plan will promote flexibility and appealing design while providing consistent development regulations to guide the build-out of the individual parcels and tracts of land within the Norterra PUD.

The intent of the land use plan is to create neighborhoods that integrate and complement and enhance the existing USAA campus and the 385,000-square foot Shops at Norterra mixing of uses creates synergies between office, retail, hotel, and residential tenants/owners. Close proximity of residential, commercial and civic uses create a pedestrian friendly community and limits vehicle trips. The Conceptual Land Use Plan (Exhibit 6, page 20) conceptually proposes the following new and approximate improvements:

- 2,200 Maximum Dwelling Units
- 1,000-1,200 single family lots,
- 800-900 multi-family rental units,
- 20-30 for sale live-work units,
- 50-70 loft units above retail,
- 200,000-300,000-square feet retail space,
- 500,000-750,000-square feet of new office, and
- +/- 150 room hotel.

Primary access will be from a prominent new entrance at Happy Valley Road and Norterra Parkway leading to a “Main Street” boulevard which highlights the mixed-use components of the development. The community is designed around a main street, mixed-use core that will offer retail on the first floor and multi-family residential and/or office uses on upper floors. This “Town Center” will add vibrancy as the hub of neighborhood activity and the “Main Street” has been carefully designed to frame scenic views of the surrounding Union Hills and desert preserve from its entrance looking northeast.

A variety of amenities and frequent activities are designed to create a close sense of community and bring residents together. As stated above, amenities will include a community center, pocket parks within the residential tract areas, an inter-connected pedestrian trail system, and a larger community park that will offer sports fields and other recreational opportunities for residents and USAA employees. See Conceptual Land Use Plan (Exhibit 6, page 20).

Building Type Categories

There are several different building types within this PUD. Within specific land use districts, called Zones, different building types are permitted.

Commercial Buildings: Buildings with commercial, retail and general business uses, as listed in the C-2 district of the Phoenix Zoning Ordinance.

Office Buildings: Buildings with business and professional office uses, as listed in the C-O and CP/GCP districts of the Phoenix Zoning Ordinance.

Mixed-Use Buildings: Multi-story buildings, typically commercial in character, with more than one use including, but not limited to, commercial, office, and residential uses which may be on one or more floors (vertically mixed-uses). A range of residential dwelling unit density is anticipated not to exceed 50 dwelling units per acre.

Live-Work Buildings: Single- or multi-story buildings, typically residential in character, with a flexible office or business use integrated with one (or more) residential dwellings to commercial uses, such as a house with a home office or townhouse over a retail business space. A range of residential dwelling unit density is anticipated not to exceed 50 dwelling units per acre.

Multi-Family Buildings: Buildings with multiple residential dwelling units. A range of density is anticipated not to exceed 50 dwelling units per acre.

Single-Family Attached Buildings: Multiple residences that share one or more walls with adjoining dwellings but are not vertically stacked. A range of density is anticipated not to exceed 12 dwelling units per acre.

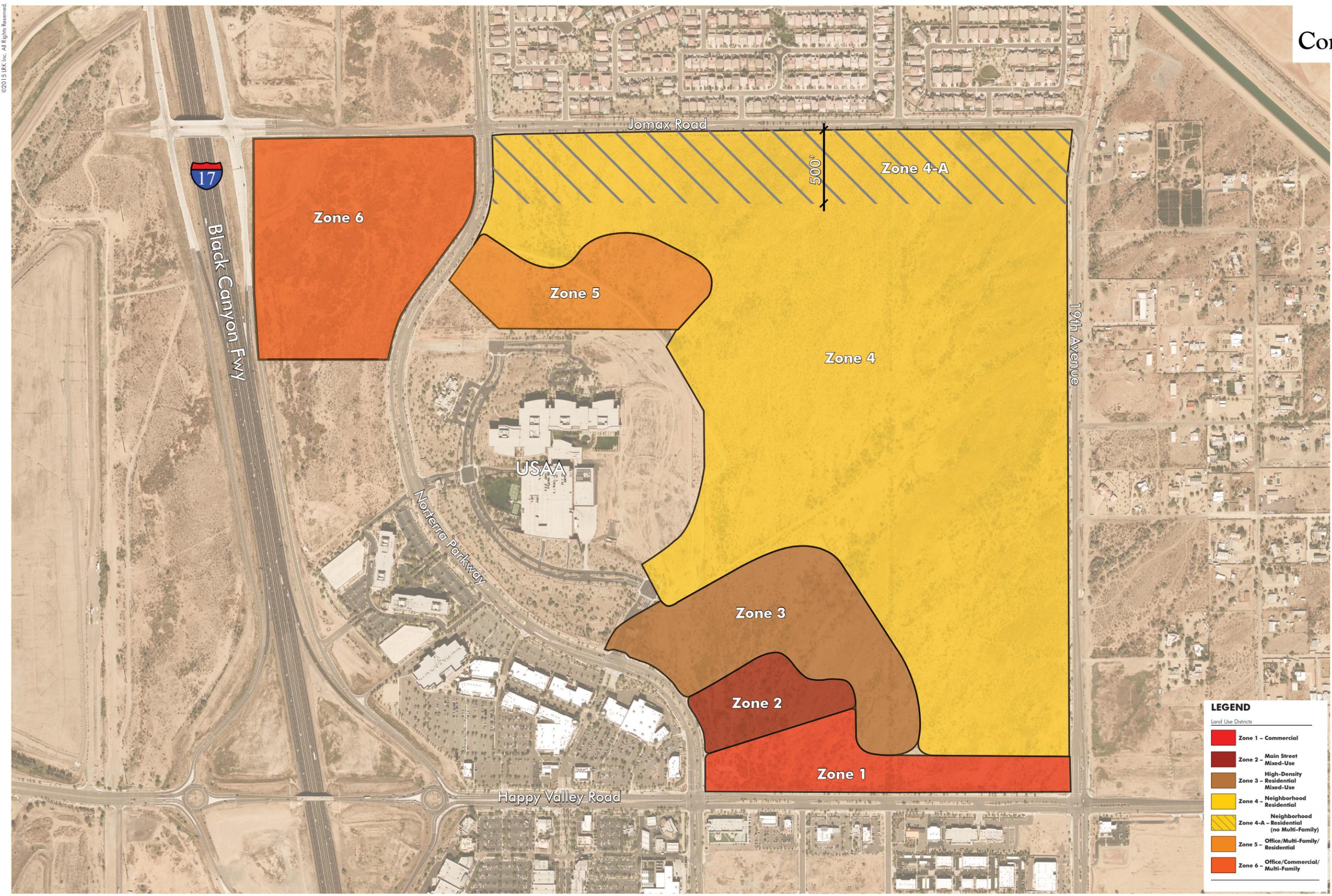
Single-Family Detached Buildings: Individual stand-alone residences. A range of density is anticipated not to exceed eight dwelling units per acre. Condominium ownership regimes are not permitted Single-family Detached buildings.

For additional information regarding land uses, see section “F. List of Uses” (page 28). Additionally, approximate acreages for each Zone can be found in the Land Use Table (page 29).

Land Use Relocation

Specific building types are permitted within different Land Use Districts, called Zones, as outlined in the Land Use Table (page 29). Consistent with Section 671.E.1 of the PUD zoning district, a major amendment will be required if a new building type is proposed in a zone in which it is not currently permitted per the Land Use Table (page 29).

The boundaries of each Zone shall be defined as provided in the legal descriptions filed under the Norterra PUD (page 56-83).



LEGEND

Land Use Districts

| | |
|--|---|
| | Zone 1 - Commercial |
| | Zone 2 - Main Street Mixed-Use |
| | Zone 3 - High-Density Residential Mixed-Use |
| | Zone 4 - Neighborhood Residential |
| | Zone 4-A - Neighborhood Residential (no Multi-Family) |
| | Zone 5 - Office/Multi-Family/Residential |
| | Zone 6 - Office/Commercial/Multi-Family |

C. SITE CONDITIONS AND LOCATION

Acreage

The site consists of approximately 397.86-acres. See Legal Description (Exhibit 4, pages 11-14).

Location

The site is at the northwest corner of 19th Avenue and Happy Valley Road and is generally known as the USAA Phoenix Corporate Campus. The site is owned by USAA and a portion is currently zoned for future growth of the USAA campus, which will be accommodated by the proposed Norterra PUD. The most recent +/- 300,000-square foot addition to the +/- 600,000-square foot USAA campus expansion will be complemented by the further development of the site in a thoughtful and attractive manner.

Surrounding Conditions

To the west of the proposed mixed-use development is the USAA Phoenix Corporate Campus which covers approximately 105-acres, and other future areas available for expansion. Further west is Norterra West, a 95-acre office/commercial development that includes 220,000-square feet of existing office and 300,000-square feet of proposed office. Finally, to the southwest is the Shops at Norterra, which offers approximately 75-acres of commercial uses including 345,000-square feet of existing retail, dining and entertainment amenities.

To the south of the subject site is land zoned for commerce park, and commercial uses including the Vestar Development. To the north is residential development zoned R1-8. To the east is a commercial property zoned C-2 and residential properties zoned S-1 and RU-43. A majority of the residential uses to the east have not been annexed in to the City of Phoenix.

| Surrounding Conditions | Zoning | Use |
|------------------------|---|------------------------------------|
| North | S-1 (Approved R1-6 and R1-8 PCD), R1-8 PCD, R-3A | Vacant and Residential |
| East | C-2, S-1 (Approved C-O/M-O and C-2), County RU-43 (A portion of right-of-way is approved S-1) | Vacant, Commercial and Residential |
| South | S-1 (Approved C-2), A-1 (Approved C-2), CP/BP (Approved C-2), C-2 M-R PCD, CP/GCP M-R PCD | Vacant, Commercial and Office |
| West | C-2 M-R PCD, CP/GCP M-R PCD, S-1 | Commercial, Office and Freeway |

Topography

There are no significant topographical or natural features on the site. The site is generally flat, vacant land.

D. GENERAL PLAN CONFORMANCE

The proposed mixed-use development is supported by the following goals, policies and objectives of the General Plan Map (Exhibit 7, page 23).

Growth Area, Goal 1 – “The City should maintain a high quality of life and an economically healthy community.”

- **“Future employment growth within any part of the region will be closely linked to the characteristics and growth of the surrounding residential areas located within a 30 to 45 minute commute.”**

As the General Plan states, future employment growth will be linked more directly to residential growth. High quality developments like the Norterra PUD help the City maintain a high quality of life and economically healthy community. The residential uses proposed by this development will support and grow the surrounding employment opportunities. USAA campus employees will have an option to live closer to work, and the introduction of new residential land uses will provide workforce for the other vacant office land in the immediate area. Not only is the proximity of residential to employment a project benefit, it proposes to significantly reduce the overall vehicle trips since the uses are located and arranged to be walkable or bikable and include amenities that draw people onto sidewalks rather than into their individual vehicles to travel to work. Accommodating increased walking, bicycling, and transit usage can contribute to the city’s economic and social vitality. The mixed-use components of this PUD create a sustainable village concept by offering shop, work, live, and play opportunities all in the same area without a commute and resulting strain on city infrastructure.

Land Use, Goal 2, Employment and Population Balance – “Development of each village’s potential should be encouraged by distributing a diversity of employment and housing in a way that achieves a balanced citywide plan and that is consistent with commute travel patterns and the current character of each developed village.”

- **“Favor development proposals that improve the existing resident/employment balance when those proposals are consistent with other goals and policies in the General Plan.”**

The opportunity for residents to live and work in the same village is a fundamental goal of the urban village model. Achieving this requires a balance of jobs and the resident work force. Currently, there is 950,000-square feet of office existing and/or near completion on the USAA campus. Another 520,000-square feet is planned in the Norterra West office development. The introduction of approximately 2,200 new housing opportunities in the Norterra PUD provides for a better balance of employment and residential diversities in the village and immediate area, and reduces overall vehicle miles traveled by commuters. The project will create a mixed-use development that provides new housing opportunities to area employers along with complementary uses such as retail, hotel, and new office. The mixed-use nature of the development will help balance the jobs to housing ratio and will bring vitality to the Deer Valley Village that does not exist today.

Land Use, Goal 4, Mixed Land Use Development – “Mixed land use patterns should be developed within urban villages and at smaller scales to minimize the number and length of trips.”

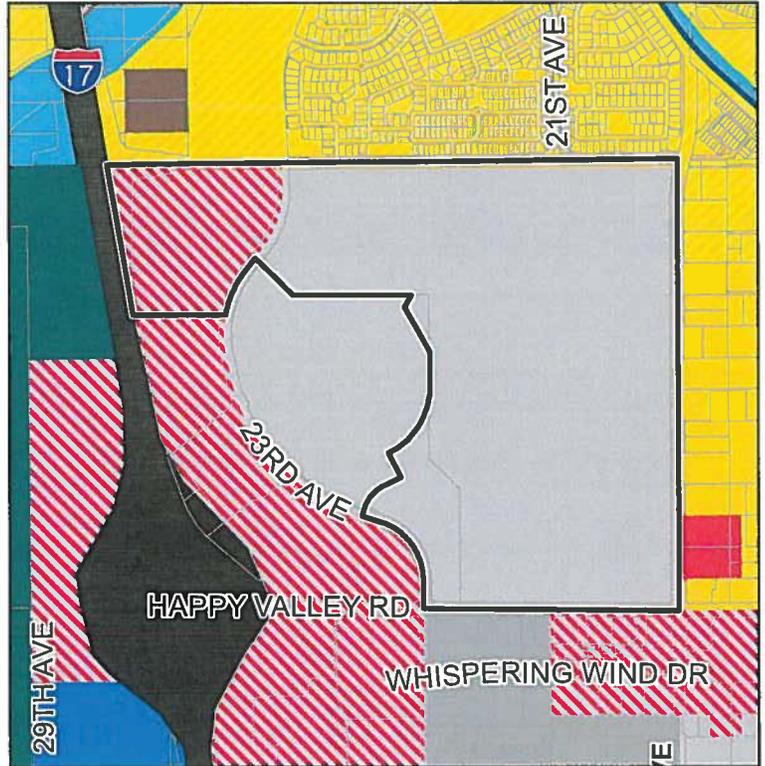
The proposed Norterra PUD allows for a variety of land uses within the project which encourages residents to work and shop in close proximity to where they live, thereby reducing the number and length of trips. Interconnectivity among the existing and proposed land uses is a primary objective of the Norterra PUD and the proposed neighborhood integrates well with the existing USAA campus and the Shops at Norterra. In particular, parks are located near residential uses and retail/restaurants are close to office uses to reduce trips and encourage alternate modes of travel. Uses within this PUD are located and arranged to be walkable or bikable, and

General Plan Map: Current & Proposed

Current

Commerce/Business Park (340.40 +/- Acres)
 Mixed Use (Commerical/Commerce Park) (49.73 +/- Acres)
 Residential 2 to 5 du/acre (7.73 +/- Acres)

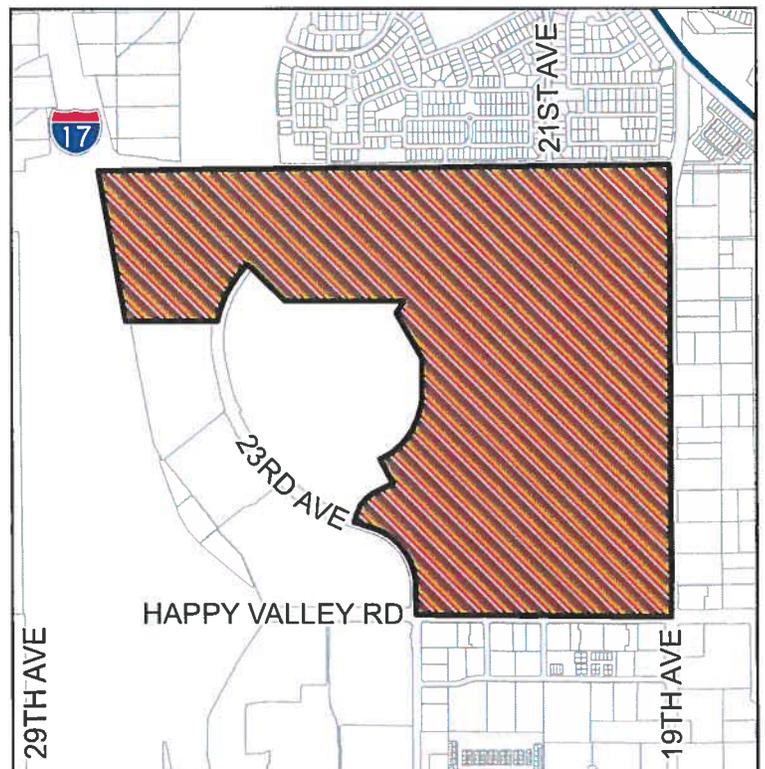
-  Proposed Change Area
-  Residential 2 to 5 du/acre
-  Residential 3.5 to 5 du/acre
-  Residential 15+ du/acre
-  Commercial
-  Mixed Use Residential 15+/Commerce/Business Park
-  Mixed Use (Commercial / Commerce Park)
-  Commerce / Business Park
-  Industrial
-  Parks/Open Space - Publicly Owned
-  Public/Quasi-Public
-  Floodplain
-  Transportation



Proposed

Mixed Use (397.86 +/- Acres)
 (Commercial,
 Commerce Park/Business Park,
 Residential 5-10 du/acre,
 Residential 10-15 du/acre,
 Residential 15 + du/acre)

-  Proposed Change Area
-  Mixed Use
 (Commercial,
 Commerce Park/Business Park,
 Residential 5-10 du/acre,
 Residential 10-15 du/acre,
 Residential 15 + du/acre)



include amenities that draw people onto sidewalks rather than into their individual vehicles to travel to their destination. The “Main Street” component of the project includes multiple types of land uses such as office, retail, hotel, and residential to further encourage pedestrian activity. “Main Street” adds vibrancy and is the hub of neighborhood activity. The development also has access to bus transit along 19th Avenue.

Land Use, Goal 9 – “Diverse Housing Mix: A range of housing choices, densities and prices in each village should be encouraged.”

- **Policy:** Provide residents an opportunity to live and work in the village of their choice by offering a variety of housing, such as apartments, townhouses, single-family detached homes, accessory units, and mobile homes, to respond to changing family size, health or income.

The proposed project will provide a much needed housing opportunity that would allow for a mix of residential options in the Deer Valley Village. The proposed residential land uses include approximately 1,000-1,200 single family lots, 800-900 multi-family rental units, 20-30 for sale live-work units, and 50-70 loft units above retail. The variety of options allow for diverse housing needs which can accommodate a wide range of incomes and lifestyles of USAA employees and the other surrounding employers. Moreover, this mix of housing types will accommodate the changing nature of each household over a period of time, with options to move-up to larger housing and from rental to homeownership – providing opportunities for new employees and residents to cycle through the same pattern.

Circulation, Policy 4 – “Support the land use element goals of balancing housing and employment...and encouraging a mixture of land uses in neighborhoods to reduce the length and number of vehicle trips.”

The Norterra PUD will provide job opportunities that support area employment by providing a good balance of new housing, retail and mixed land uses. Currently, there is 950,000-square feet of office existing and/or near completion on the USAA campus. Another 520,000-square feet is planned in the Norterra West office development. The introduction of approximately 2,200 new housing opportunities in the Norterra PUD provides for a better balance of employment and residential diversities in the village and immediate area, and reduces overall vehicle miles traveled by commuters. The proposed Norterra PUD provides a variety of land uses within the project which encourages residents to work and shop in close proximity to where they live, thereby reducing the number and length of trips. The “Main Street” component of the project includes multiple types of land uses such as office, retail, hotel, and residential to further encourage pedestrian activity.

Neighborhood, Goal 1, New Neighborhood Design – “All neighborhoods should be designed to be safe, well maintained, pedestrian oriented, desirable places to live.”

- **Policy 1:** “Promote neighborhood identity through planning that reinforces the existing landscape and character of the area.”
- **Policy 3:** “Protect the neighborhood’s views of open space, mountains, and man-made or natural landmarks.”
- **Policy 4:** “Ensure that schools, libraries, parks and trails are planned.”
- **Policy 5:** “Locate public gathering places such as parks, open space, community centers and neighborhood retail with convenient access to neighborhoods.”
- **Policy 9:** Design new neighborhoods to promote access to parks and open space. New development should also provide convenient pedestrian access to transit stops, schools, and other neighborhood amenities.

The Norterra PUD is supported by the goals and policies of the Neighborhood Element of the General Plan. The Town Center and Main Street corridor have been carefully designed to frame scenic views of the surrounding Union Hills and desert preserve from its entrance looking northeast. Residential areas will be designed in a pedestrian-friendly manner with careful consideration given to landscaped streetscapes, a focus on traditional home design with a variety of offerings, including some with garages in the back and front porches that look out on street fronts. Public gathering places are conveniently accessed from within the development by pedestrian linkages and vehicular access. The proposal includes a community center, pools, pocket parks, and trail systems all closely integrated within the residential community and connectivity between “Main Street” and the Shops at Norterra. The PUD will integrate elements of the Sonoran Boulevard Development Standards for Happy Valley Road, the Sonoran Desert Preserve guidelines along Happy Valley Road, and integrate with the existing landscaping patterns along Norterra Parkway. Additionally, a multi-use trail system that exists along 19th Avenue south of Happy Valley Road will be extended up to Jomax Road along the perimeter of the development. The variety of amenities and community activities bring residents together thereby creating a safe, well maintained, pedestrian oriented, mixed-use development.

E. ZONING AND LAND USE COMPATIBILITY

The subject area has seen growth over the years including regional shopping centers, industrial and professional complexes, and master planned communities. See Existing and Proposed Zoning Map (Exhibit 8, page 27). The site is owned by USAA and a portion is currently zoned C-2 M-R PCD and CP/GCP M-R PCD for future growth of the USAA campus. The balance of the vacant land is zoned S-1 (Approved CP/GCP PCD).

To the west is the USAA Phoenix corporate campus zoned CP/GCP M-R PCD. The USAA campus covers approximately 105-acres that includes 600,000-square feet of existing office, a 350,000-square foot expansion underway, and other future areas available for expansion.

Further west is Norterra West, a 95-acre office and commercial development that includes 220,000-square feet of occupied existing office and 300,000-square feet of proposed office zoned C-2 M-R PCD. Bordering the northwest corner of this PUD and west of Norterra West is the I-17 freeway.

The Shops at Norterra to the west offer about 75-acres of commercial uses including 345,000-square feet of existing retail which are zoned C-2 M-R PCD.

To the south are inline shops, retail centers and office buildings which are zoned for CP/BP for commerce park, and commercial uses including the Vestar Development zoned C-2.

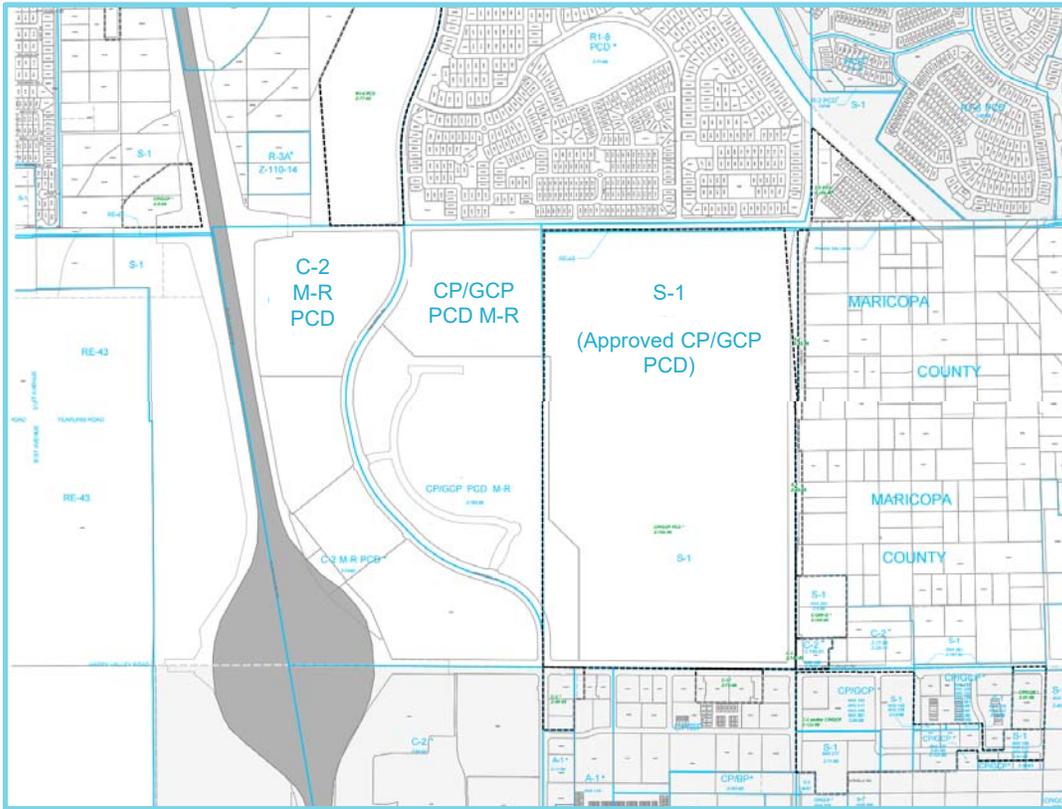
To the north is an existing single-family residential development zoned R1-8 PCD and vacant land zoned R-3A.

To the east are existing single-family residential properties in Maricopa County which are zoned RU-43. Also to the east is vacant land zoned S-1 and a convenience store zoned C-2.

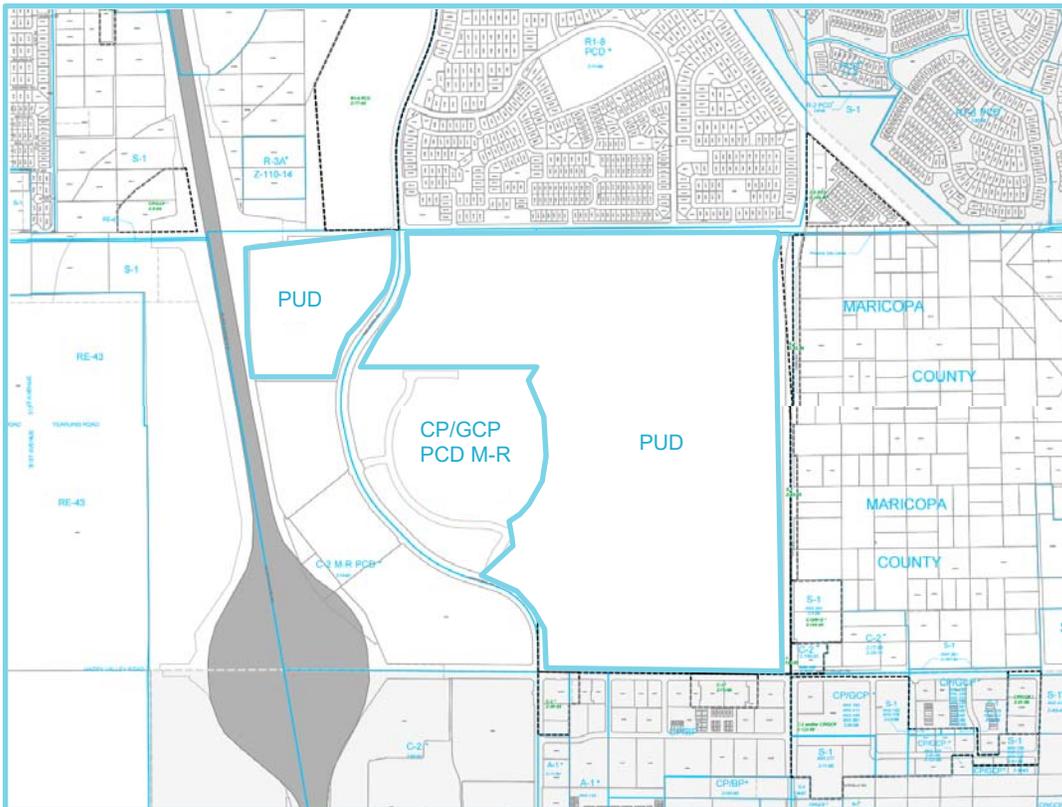
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Zoning Map: Existing & Proposed

Current



Proposed



F. LIST OF USES

a. Permitted Uses: The uses permitted in the PUD are limited by Building Type, and further limited in location by which Zone those Building Types may be constructed, and are based upon uses permitted in similar Districts of the Phoenix Zoning Ordinance, as noted in the Land Use Table (page 29) and in Section 608 of the Phoenix Zoning Ordinance. The uses comprise the following Building Types:

1. Commercial buildings: buildings with commercial, retail and general business uses.
2. Office buildings: buildings with business and professional office uses.
3. Mixed-Use buildings: multi-story buildings, typical commercial in character, with more than one use including, but not limited to, commercial, office, and residential uses which may be on one or more floors (vertically mixed uses).
4. Live-Work buildings: single or multi-story buildings, typically residential in character, with a flexible office or business use integrated with one (or more) residential dwellings to commercial uses, such as a house with a home office or townhouse over a retail business space.
5. Multi-family buildings: buildings with multiple residential dwelling units.
6. Single-family attached buildings: multiple residences that share one or more walls with adjoining dwellings but are not vertically stacked.
7. Single-family detached buildings: individual stand-alone residences.

b. Temporary Uses: All Temporary Uses permitted and following the approval process as described in Section 708 of the Phoenix Zoning Ordinance.

c. Accessory Uses: Accessory uses are permitted in each Building Type according to the Phoenix Zoning Ordinance District regulations referenced in the Land Use Table (page 29).



Land Use Table

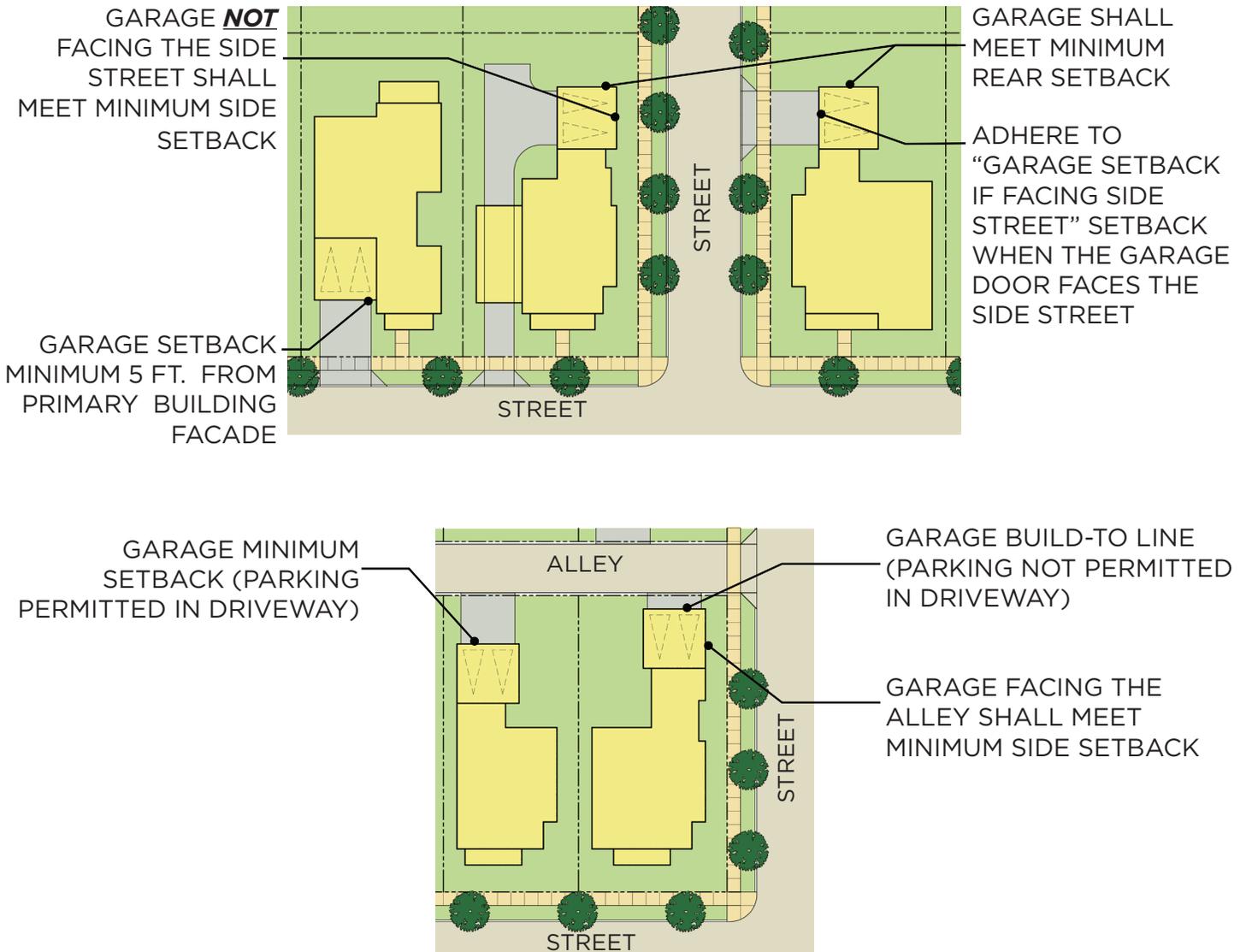
| | | | | Building Types | | | | | |
|--|---------------------|---|--|----------------|--------------------|------------------------------------|-----------------------------|---|---|
| | | | | Commercial | Office | Mixed-Use, incl. Live/Work | Multi-Family Residential | Single Family Attached Residential | Single Family Detached Residential |
| <i>See Phoenix Zoning Ordinance for Permitted Uses and Accessory Uses as listed in the referenced Districts:</i> | | | | <u>C-2</u> | <u>C-O, CP/GCP</u> | <u>C-1</u> | <u>R-5</u> | <u>R-2</u> | <u>R1-6</u> |
| Land Use Districts | Approximate Acreage | Land Use Description | | | | | | | |
| Zone 1 | 23.08 Acres | Commercial | | Permitted | Permitted | Permitted | Permitted | Permitted | Not Permitted |
| Zone 2 | 13.56 Acres | Main Street Mixed-Use | | Permitted | Permitted | Permitted | Permitted | Permitted | Not Permitted |
| Zone 3 | 39.95 Acres | High-Density Residential/Mixed-Use | | Permitted | Permitted | Permitted | Permitted | Permitted | Permitted |
| Zone 4 | 206.83 Acres | Neighborhood Residential | | Not Permitted | Not Permitted | Live/Work Dwellings Permitted Only | Permitted | Permitted | Permitted |
| Zone 4-A | 47.52 Acres | Neighborhood Residential (no Multifamily) | | Not Permitted | Not Permitted | Not Permitted | Not permitted | Permitted | Permitted |
| Zone 5 | 17.37 Acres | Office/Multifamily/Residential | | Not Permitted | Permitted | Permitted | Permitted | Permitted | Permitted |
| Zone 6 | 49.15 Acres | Office/Commercial/Multifamily | | Permitted | Permitted | Permitted | Permitted | Permitted | Not Permitted |
| Maximum Density | | Dwelling Units per Acre | | 40 | 40 | 50 | 50 | 12 | 8 |
| Building Height | | Maximum Building Height | | 140 ft. | 140 ft. | 70 ft. | 70 ft. | Zone 4-A: 30 ft.; All other zones: 48 ft. | Zone 4-A: 30 ft.; All other zones: 45 ft. |

G. DEVELOPMENT STANDARDS

It is the purpose and intent of the provisions defined within this Norterra PUD to promote the development of a dynamic mixed-use development. The provisions of this Norterra PUD will ensure compatibility with surrounding properties; provide a variety of land uses, services, and employment, and support the residential needs of the existing and future employees at USAA, as well as the larger community in the Deer Valley Village residential opportunities. The Norterra PUD development standards and design guidelines are reflective of the mixed-use environment envisioned for the area.

Development of the master planned community shall comply with the provisions governed by the Phoenix Zoning Ordinance, unless specifically listed below and in the Development Standards Table (page 31). If there are conflicts between specific provisions of this Norterra PUD, and the Phoenix Zoning Ordinance or design guidelines, the terms of this Norterra PUD shall apply. The Norterra PUD only modifies zoning ordinance regulations and does not modify other City Codes or requirements.

Garage Setback Illustration



Development Standards Table

| Bulk Regulations for Land Uses | | | | | | | | |
|---|--|--|--|--|--|---|---|--|
| | | Building Types | | | | | | |
| | | Commercial | Office | Mixed-Use, incl. Live/Work | Multi-Family Residential | Single Family Attached Residential | Single Family Detached Residential | |
| Maximum Density (Dwelling Units per Acre) | | 40 | 40 | 50 | 50 | 12 | 8 | |
| Maximum 2,200 Dwelling Units | | | | | | | | |
| Minimum Lot Width | | None | None | None | None | 20 ft. | 30 ft. | |
| Minimum Lot Depth | | None | None | None | None | None, except 110 ft. adjacent to arterial | None, except 110 ft. adjacent to arterial | |
| Minimum Building Setbacks/ Build to Lines | Front Setback (Street and Green Court ¹) | Zone 2: 0 ft. Zone 3: 10 ft. All other zones: 20 ft. | Zone 2: 0 ft. Zone 3: 10 ft. All other zones: 20 ft. | Zone 2: 0 ft. Zone 3: 10 ft. All other zones: 20 ft. | Zone 2: 0 ft. Zone 3: 10 ft. All other zones: 20 ft. | Zone 2: 0 ft. Zone 3: 10 ft. All other zones: 20 ft. | 10 ft. | 10 ft. |
| | Side Setback (Street and Green Court ¹) ⁷ | Zone 2: 0 ft. Zone 3: 10 ft. All other zones: 20 ft. | Zone 2: 0 ft. Zone 3: 10 ft. All other zones: 20 ft. | Zone 2: 0 ft. Zone 3: 10 ft. All other zones: 20 ft. | Zone 2: 0 ft. Zone 3: 10 ft. All other zones: 20 ft. | Zone 2: 0 ft. Zone 3: 10 ft. All other zones: 20 ft. | 8 ft. | Lots 60 ft. wide or less: 8 ft.; Lots wider than 60 ft.: 10 ft. |
| | Side Setback (along another property) ⁷ | 0 ft. (common wall) or 10 ft. min. between buildings | 0 ft. (common wall) or 10 ft. min. between buildings | 0 ft. (common wall) or 10 ft. min. between buildings | 0 ft. | 0 ft. (common wall) or 3 ft. min., Combined 10 ft. min. between buildings | Lots 40 ft. wide or less: 0 ft. min., Combined 10 ft. min. between buildings ⁸ ; Lots equal to or more than 41 ft. wide and less than or equal to 60ft. wide: 5 ft. min., Combined 13 ft. min. between buildings; Lots 61 ft. wide or more: 5 ft. min., Combined 15 ft. min. between buildings | |
| | Rear Setback | 0 ft. (common wall) or 10 ft. min. between buildings | 0 ft. (common wall) or 10 ft. min. between buildings | 0 ft. (common wall) or 10 ft. min. between buildings | 0 ft. | 15 ft. (1-story), 20 ft. (2 or more stories); 5 ft. if facing alley or parking area | 15 ft. (1-story), 20 ft. (2 or more stories); 5 ft. if facing alley | |
| | Garage Setback if Facing Street ² | | | | | | 5 ft. back from the main building façade, 20 ft. min. | 5 ft. back from the main building façade, 20 ft. min. |
| | Garage Setback if Facing Side Street ² | | | | | | 20 ft. min. | 20 ft. min. |
| | Garage Setback if Facing Alley ² | | | | | | 5 ft. Build-To Line or 18 ft. min. | 5 ft. Build-To Line or 18 ft. min. |
| Minimum Landscape Setbacks | Front Setback (Street) ³ | Zone 2: 0 ft. Zone 3: 10 ft. All other zones: 20 ft. | Zone 2: 0 ft. Zone 3: 10 ft. All other zones: 20 ft. | Zone 2: 0 ft. Zone 3: 10 ft. All other zones: 20 ft. | Zone 2: 0 ft. Zone 3: 10 ft. All other zones: 20 ft. | Zone 2: 0 ft. Zone 3: 10 ft. All other zones: 20 ft. | 10 ft. | 10 ft. |
| | Side Setback (Street) ^{3,7} | Zone 2: 0 ft. Zone 3: 10 ft. All other zones: 20 ft. | Zone 2: 0 ft. Zone 3: 10 ft. All other zones: 20 ft. | Zone 2: 0 ft. Zone 3: 10 ft. All other zones: 20 ft. | Zone 2: 0 ft. Zone 3: 10 ft. All other zones: 20 ft. | Zone 2: 0 ft. Zone 3: 10 ft. All other zones: 20 ft. | 8 ft. | Lots 60 ft. wide or less: 8 ft.; Lots wider than 60 ft.: 10 ft. |
| | Rear Setback (Street) ³ | 10 ft. | 10 ft. | |
| | Perimeter ⁴ | 10 ft., 15 ft. Average | 10 ft., 15 ft. Average | |
| | Interior ⁵ | Commercial | 0 ft. | 0 ft. | 0 ft. | 0 ft. | 0 ft. | 0 ft. |
| | | Office | 0 ft. | 0 ft. | 0 ft. | 0 ft. | 0 ft. | 0 ft. |
| | | Mixed-Use, incl. Live/Work | 10 ft. | 10 ft. | 0 ft. | 10 ft. | 10 ft. | 10 ft. |
| | | Multi-Family Residential | 10 ft. | 10 ft. | 10 ft. | 0 ft. | 10 ft. | 10 ft. |
| Single Family Attached Residential | | 10 ft. | 10 ft. | 10 ft. | 10 ft. | 0 ft. | 0 ft. | |
| Single Family Detached Residential | 10 ft. | 10 ft. | 10 ft. | 10 ft. | 0 ft. | 0 ft. | | |
| Minimum Building Separation (on same lot) | | Per Building Code | Per Building Code | |
| Maximum Building Height ⁶ | | 140 ft. | 140 ft. | 70 ft. | 70 ft. | Zone 4-A: 30 ft.; All other zones: 48 ft. | Zone 4-A: 30 ft.; All other zones: 45 ft. | |
| Maximum Lot Coverage | | 100% | 100% | 100% | 100% | 100% | 80% | |
| Open Space Requirements | | | | | 5% | 5% | 5% | |

1. Green Courts are conditions where a lot fronts onto a right-of-way, public park or common space other than a street and vehicle access is maintained via an alley or other drive located at the rear of the lot
2. Refer to garage setback illustration for further clarification
3. "Street" defined as Collector and Local streets; does not refer to Alleys
4. Defined as the portions of the site adjacent to arterial & major collector roads
5. All interior landscape setbacks between adjacent and different building types
6. Height Transition Standards: Properties that have building types that are over 45 feet in height and have a shared property line with a Single-Family Attached and Detached Residential building type shall provide a building setback of one foot for each additional one foot of building height over the 45-foot height and up to the maximum permitted height
7. The lot width shall be determined by the width of the narrower portion of the lot
8. Corner lots over 40 feet in width may utilize the same setbacks as applied to an adjacent 40-foot wide lot, if enhanced architecture is provided on the street side elevation, as approved by the Master Architecture Plan. Corner lots requiring enhanced architecture shall be identified on the final site plan and subdivision plat

Landscape Standards

The landscape standards for Norterra PUD shall establish a minimum acceptable standard for the integration of the built environment into the natural landscape while providing a comfortable, accessible and aesthetically pleasing community.

All plant materials are subject to the lists as set forth in the Phoenix Zoning Ordinance, Section 703: Landscaping, Fences and Walls and the Sonoran Boulevard Development Standards for Happy Valley Road, except as modified as part of the following landscape standards. The American Southwest Desert Plant List (Appendix A, page 85-87 will be considered the primary reference for appropriate plants for the Norterra PUD. The internal portions of the site (PUD Entries, Parks/Common Space, Boulevard, Main Street Commercial, Avenue (Residential) and Local Road Landscape) may contain a more enhanced landscape plant palette as displayed in Appendix B (pages 88-89). While the lists are considered comprehensive, it is not exhaustive. Proposals for additional plant materials may be reviewed and administratively approved by City staff.

For landscaping required adjacent to buildings, see “Phoenix Zoning Ordinance for Permitted Uses and Accessory Uses as listed in the referenced Districts” in the Land Use Table (page 29).

Summary Chart for Planting Guidelines

| Landscape Standards | | | | | | |
|---|------------------------------|---|--|--|---|--|
| | | Trees | Shrubs | Turf | Area Requirements | |
| Streetscape Right-of-Way | Arterial Landscape | Min. 3 in. caliper canopy tree or multi-trunk trees (50% of required trees) | Min. five (5) 3-gallon shrubs per tree and minimum 50% of ground-cover | | | |
| | | Min. 2 in. caliper canopy tree (50% of required trees) | | | | |
| 1 tree per 20 ft. on center or equivalent groupings | | | | | | |
| Streetscape Right-of-Way | All Other Dedicated Roadways | Min. 2 in. caliper canopy tree (60% of required trees) | Min. five (5) 3-gallon shrubs per tree and minimum 50% of ground-cover | | | |
| | | Min. 1 in. caliper canopy tree (40% of required trees) | | | | |
| 1 tree per 20 ft. on center or equivalent groupings | | | | | | |
| Landscape Setbacks | Entry Landscape | Min. 2 in. caliper tree (50% of required trees) | Average of five (5) 3-gallon shrubs per tree and minimum 50% of ground-cover | Maximum of 50% of total landscape area | Min. of 3,000-sq. ft. Min. width of planting areas shall be 20 ft. and located on both corners of the entry roads | |
| | | Min. 3 in. caliper tree (50% of required trees) | | | | |
| | | 1 tree per 20 ft. on center or equivalent groupings | | | | |
| | Landscape Setbacks | Common Area Landscape / Parks | Tree for every 600-sq. ft. total landscape area (min 2 in. caliper for 60% required trees, min 1 in. caliper for 40% required trees) less sidewalks, plazas, play areas, sight visibility, and active turf zones | Min. five (5) 3-gallon shrubs per tree per area requirements and minimum 50% of ground-cover | Maximum of 50% of total landscape area | |
| | | | Palm trees shall be a minimum of 20 ft. in height | Min. one (1)-gallon ground-cover per tree | | |
| | Landscape Setbacks | Multifamily | Min. 2 in. caliper tree for every 500-sq.ft. of required setback area, less driveways and sidewalks | Min. two (2) 5-gallon drought resistant shrubs for 100-sq.ft. of required setback less driveways and sidewalks and minimum 50% groundcover | | |
| Landscape Setbacks | Perimeter Landscape | Min. 2 in. caliper tree (60% of required trees) | Min. five (5) 3-gallon shrubs per tree and minimum 50% of ground-cover | | | |
| | | Min. 1 in. caliper tree (40% of required trees) | | | | |
| | | 1 tree per 20 ft. on center or equivalent groupings | | | | |
| Landscape Setbacks | Parking Lot Area Landscape | Min. 2 in. caliper tree (60% of required trees) | Min. five (5) 3-gallon shrubs per tree and minimum 50% of ground-cover | | Required landscaped area at ends of each row of parking and approximately every 110 ft. Minimum of 120 sq. ft. | |
| | | Min. 1 in. caliper tree (40% of required trees) | | | | |
| | | 1 tree per 20 ft. on center or equivalent groupings | | | | |



Entry Landscape

The project has several major gateway entries along the perimeter of the site. See Parks & Open Space Landscape Patterns (Exhibit 9, page 35). These will be the primary entry points and will provide a sense of character that will define the project’s aesthetic charm. Landscape plantings shall consist of mature specimen trees (two-inch caliper or greater), mass plantings of evergreen and flowering shrubs, ground-cover, and accent cacti plantings. Standards per Summary Chart for Planting Guidelines (page 32) shall apply.



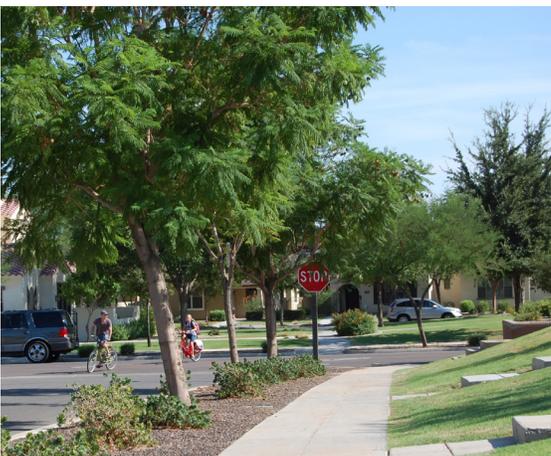
Arterial & Major Boulevard Landscape

The arterial landscape treatment will provide an attractive entry feel and edge that will buffer the roads from adjacent residences, provide shade for pedestrians and maintain a native desert appearance and function. The appropriate mix of canopy trees, shrubs and ground-covers will provide an attractive pedestrian experience along the arterial connectors. Plant materials will be incorporated between the street and adjacent sidewalks, as well as between the sidewalks and residences, where appropriate, to provide an interesting and comfortable pedestrian environment. Berms and undulating landforms may be incorporated along with appropriate screen walls or fences to provide a degree of separation where appropriate. See Conceptual Circulation Plan (Exhibit 10, page 36) for the location of arterial streets; the Circulation Plan is conceptual and shall be controlled by the required Master Street Plan, upon its approval.



The following standards as well as the Summary Chart for Planting Guidelines (page 32) shall apply:

1. Landscaping along Norterra Parkway shall be consistent with the landscaping provided south of the PUD to Happy Valley Road.
2. An undulating landscape setback will be provided along Jomax Road and 19th Avenue with drought tolerant vegetation as identified in the Sonoran Boulevard standards. The landscape setback and sidewalk along Happy Valley Road will adhere to the Sonoran Boulevard standards, as measured from right-of-way prior to any trail dedication.



Boulevard, Avenue (Residential), & Local Road Landscape

The planting materials along the interior boulevard and avenue residential portions of the site shall be more enhanced to complement the commercial/residential architectural components. Tall, shade producing trees, flowering shrubs and groundcovers may be planted to allow for site lines to buildings, signage and vehicular movements. Where sidewalks are detached, trees shall be installed to provide shade for pedestrians. Plant materials for this zone shall be selected more within the “enhanced” landscape palette found in Appendix B. See the Conceptual Circulation Plan (Exhibit 10, page 36) for the conceptual location of Boulevard and Avenue (Residential) alignments.

Common Space Landscape

The following standards as well as the Summary Chart for Planting Guidelines (page 32) shall apply:

1. Turf is limited to a maximum of 50% of the total landscape area. Turf is recommended in usable and visually significant areas only that are supported by irrigation.
2. Decorative rock (decomposed granite) is required in all landscape areas with the exception of turf. Any other material may be permitted as reviewed and approved by the Planning and Development Department.

Perimeter and Screen Walls

All screen walls and fences shall comply with the Phoenix Zoning Ordinance, Section 703: Landscaping, Fences and Walls, except as noted below:

1. Walls shall be designed to blend into the surrounding desert landscape through the use of compatible materials and colors. All site perimeter walls along arterial and major collector roads and between varying uses shall be a minimum of six-feet in height, with a maximum of eight-feet in height. Any blank walls adjacent to streets and sidewalks shall be limited to a maximum of 40-feet along a continuous plane, at which the wall shall be articulated with a setback, change of materials, use of artwork, or appropriate plant materials.
2. No screen or perimeter walls over 40-inches in height will be permitted within the front yard setback.
3. No screen or perimeter wall may incorporate chain link fencing or non-decorative corrugated metal. No wall shall be topped with razor, concertina, barbed wire or any equivalent.
4. Screen walls are required between parking lots and streets.
5. Loading, maneuvering and other service areas shall be screened so that they are not visible from the perimeter right-of-ways.



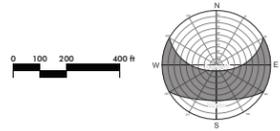
Exhibit 9
Conceptual
Landscape Plan



LEGEND
 Potential Locations for Entry Landscape

PARKS & OPEN SPACE LANDSCAPE PATTERNS
NORTERRA

Phoenix, AZ
 March 11, 2015



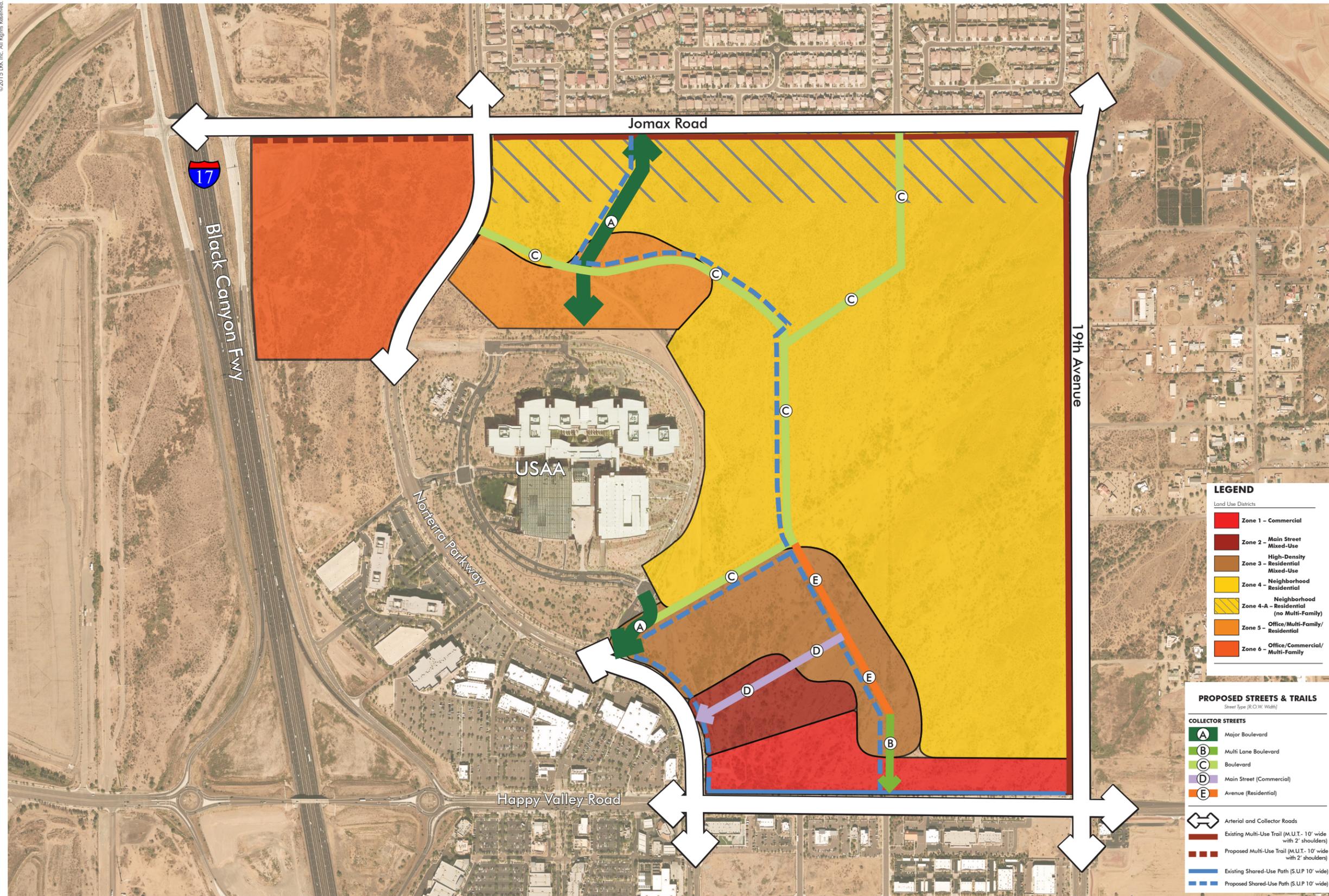
Artist depiction for illustrative purposes only. The location, configuration, and pattern of developed areas, open space and other features is preliminary and subject to change.

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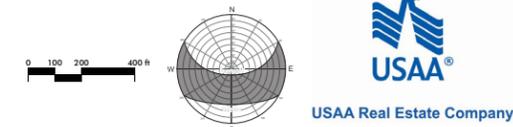
Exhibit 10 Conceptual Circulation Plan

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PROPOSED STREETS & TRAILS NORTERRA

Phoenix, AZ
March 07, 2017



This plan is conceptual. Final alignments, roadway sections, and path locations to be defined during the Master Plan process.



Interior Walls/Fences

All internal fencing shall have a maximum height of six-feet except fencing located on the perimeter of game courts. No chain link fencing is permitted, except as prescribed at tennis or similar game courts as necessary. Such fencing shall not incorporate plastic or metal slats. Plastic and/or vinyl fences and clad fences are prohibited.

Screening

Outdoor storage (other than vehicle parking) shall be screened from view from any perimeter street. Ground mounted mechanical equipment over 36-inches in height shall be screened from view by a minimum of a 40-inch in height solid wall or suitable ever-green plant materials. Any walls shall be architecturally compatible with the primary structure.



Trash compactors and dumpsters shall be screened with a masonry wall architecturally compatible with surrounding structures with minimum six-feet height, not to exceed eight-feet height. Doors shall be constructed with metal frame and compatible slat materials.

Parking

The minimum number of required parking spaces shall be as set forth in Section 702 of the Phoenix Zoning Ordinance, minus 10% and except for those standards modified in the sections below. This provision shall not limit the ability of the applicant or end user to apply for a zoning adjustment application to further modify any development standard or ordinance provision.



The following exceptions or additions to the parking standards listed in Section 702 of the Phoenix Zoning Ordinance shall apply:

Parking, General

1. Parking spaces located in surface lots to be a minimum dimension of nine-feet by 18-feet, unless otherwise approved by the Planning and Development Department.
2. Tandem Parking shall be allowed by right. Minimum dimensions of tandem spaces to be a minimum of nine-feet by 18-feet.
3. A shared loading area model will be permissible between the commercial and residential loading spaces, provided the City's Planning and Development Department approves such shared loading model.
4. On-Street parking located on streets adjacent to and within the development may count toward the total number of required parking spaces.

5. A development may take into consideration available public parking (including on-street) within 300-feet of the project to determine the total amount of non-residential parking provided.

Parking Garage

1. At least 50% of provided spaces shall be a minimum dimension of nine-feet by 18-feet; Remainder of parking spaces may be reduced down to eight-feet six-inches by 18-feet.
2. Parking structures shall not be designed in a manner that creates a linear walled effect at the perimeter of the property. Continuous ground level wall planes for parking garages is limited to 250-feet at which the wall shall be articulated with a setback, change of materials, use of artwork, or appropriate plant materials.
3. Screening Ground/first floor: If the parking garage is constructed adjacent to the public right-of-way, then the ground/first floor shall be designed to allow retail, commercial space or amenity space. This ground floor space should orient to the street or right-of-way. Parking structures may include murals or other architectural features to reduce long spans or blank walls.
4. Any portion of the parking garage visible from the public right-of-way or adjacent to a single-family detached residential use shall be screened with material and design. Where the garage represents a single use as part of a larger building, screening material and design will be consistent with the primary building.
5. Second Floor and Above: Vehicles shall be screened from public view within the garage. Vehicles shall be screened from view by a minimum of a three-foot wall, or other appropriate screening material as approved by the Planning and Development Department.
6. Portions of the top deck level may house amenities for the sole use of residents.

Compact Parking

1. The minimum dimensions for compact parking spaces are eight-feet by 16-feet.
2. Projects located within Zones 1, 2 and 3 may use compact space dimensions for no more than 10% of required parking spaces.

Parking Requirements

1. Live-Work Dwelling Unit: 1.0 space per one dwelling unit, plus 0.3 spaces per 500-square feet commercial use or per one employee.
2. The development is intended to be a walkable and bikable neighborhood where many residents can take alternative means of transportation to local shops, destinations and ame-





nities. Parking requirements are reduced for resident oriented facilities:

- Fitness/Family Activity Center/Community building: 1.0 space per 300-square feet floor area
 - Swimming Pools: 1.0 space per 120-square feet of deck area
 - Tennis Courts/Racquetball/Handball Courts: 1.5 spaces per court
3. Commercial non-retail uses over 5,000-square feet shall provide a minimum of:
 - One bicycle space per 40 vehicle parking spaces provided up to a required maximum of 25 bicycle spaces.
 - If no vehicle parking is provided, then a minimum of two bicycle spaces are required.
 - Two bicycle spaces shall be provided for every 25,000-square feet of building square footage.
 4. Multi-family residential development shall provide common bicycle parking at 0.25 spaces for each residential unit, with a maximum of 40 spaces.



Shade

Due to extreme summer heat, shading of pedestrian spaces along with misting systems and other cooling techniques are necessary for user comfort. Plazas, courtyards and sidewalks must contain spaces within them that are shaded in the summer months, but allows for sun penetration in the winter months. Incorporating canopies, building extensions, overhangs, arcades, and other shading devices into the design of office, retail and amenity buildings in Zones 1, 2 and 3 is required. Sensitive design assuring accessibility is imperative.

- Within Zones 1 and 2, a minimum of 50% of public sidewalks shall be shaded.



Lighting

Minimization of light pollution for the protection of nighttime views is an important component of the design theme for the project, as well as for the adjacent neighboring properties. All exterior lighting for common open space areas, subdivision entries, and adjacent to the internal streets will meet or exceed provisions set forth in Section 507.Tab A.II.A.8: Site Lighting of the Phoenix Zoning Ordinance and Phoenix City Code Section 23-100: Outdoor Lighting. Exterior lighting shall comply with the following provisions:

1. Fluorescent bulbs, exposed exterior neon lighting, colored bulbs (except for seasonal decoration) and internally lit awnings are prohibited along street frontage.
2. Broadly illuminating more than 75% of a building's facade, or "washing", is not permitted.

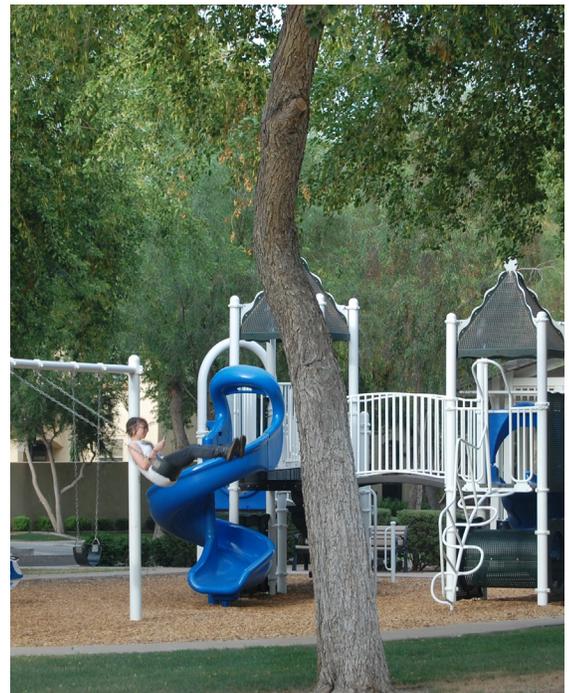
3. No luminaries should have any blinking, flashing or fluttering lights or other illuminating device which has a changing light intensity, brightness or color, nor is any beacon light permitted, except those required for fire alarm and/or emergency systems.
4. Low pressure sodium and fluorescent tube lighting is prohibited on street frontage.
5. Pedestrian-scaled lighting will be utilized where taller or brighter lights are not needed for auto safety and security. Required lights will be of minimum heights, utilizing shoebox type fixtures with maximum shielding or other fixtures, exclusive of sports court and field lighting.
6. If directed lighting is provided to illuminate the building facade, signs, architectural elements/ornamentation, storefront displays, the public sidewalk and entrances for the interest, security and the comfort of pedestrians at nighttime, then these lights must be on photocells or timers.
7. Pole mounted light fixtures shall not exceed a height of 18-feet, including lamp, pole and base, as measured from the adjacent grade.
8. Sports court and ballfield lighting shall be permitted, but will not be located within 500 feet of the east or north perimeter boundaries of the site.



Amenities

Parks, open space and a range of public amenities will be provided for the residents of the site and community at large. These spaces and improvements will occur in conjunction with construction of residential units within the overall development and details of which shall be determined during the Master Planning Process. Development milestones set the threshold at which specific amenities shall be complete. The following will be provided in each phase of development:

- No fewer than two park spaces of a minimum of .40-acres each. Additional park spaces may be provided that are less than .40-acres
- A minimum of one gazebo or shade structure
- A minimum of one playground suitable for toddlers (tot lot) or children
- A minimum of one formal green defined by an irrigated turf lawn of no less than .20-acres
- A minimum of one water feature or fountain
- A minimum of five park benches
- A minimum of one bike rack in each park space of a minimum of .40-acres
- A minimum of two trash receptacles in each park space of a minimum of .40-acres
- A minimum of one drinking fountain in each park space of a minimum of .40-acres
- A minimum of one picnic table





No recreational ballfields and sports courts shall be located within 500-feet of the north boundary of the site.

A multi-use trail and shared-use path network of no less than three and one-half miles, including the existing multi-use trails and shared-use paths along Jomax Road, 19th Avenue and Happy Valley Road, will be provided as shown in the Conceptual Circulation Plan (Exhibit 10, page 36). Trails are to be constructed as adjacent areas are developed.

Design Review

All single-family detached homes shall meet the requirements found in the Guidelines for Design Review Section 507. Tab A. II.C.8 of the Phoenix Zoning Ordinance with the additional provisions:

- All lots wider than 50-feet shall incorporate Design Guidelines Sections 8.1 through 8.4 for lots under the same requirements specified for lots “>50’ to 59’ ” in width.
- A minimum of three different front yard plant palettes consisting of a minimum of one accent tree, five shrubs and turf or ground cover, or evidence of a landscaping incentive package shall be provided for all single-family detached homes.



H. DESIGN GUIDELINES

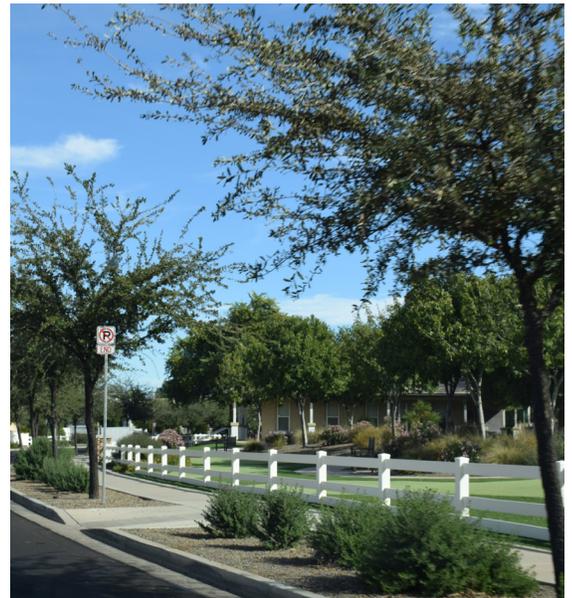
The buildings will visually integrate with the site and its context by utilizing building placement and form that harmonize with the site and surrounding environment. An appropriate balance will exist between the buildings and the surrounding open spaces to create a hierarchy of spatial definition. The development plan will promote flexibility in uses and design while providing consistent development regulations to guide development of the individual parcels within the site. The development will comply with the Design Guidelines set forth in Section 507 Tab A of the Phoenix Zoning Ordinance.



The Norterra PUD will provide a number of common design elements which will include: thematic streetscape, building materials and colors, shade features on the buildings, pedestrian linkages and outdoor spaces, lighting fixtures, and compatible, uniform landscaping and signage.

Thematic Streetscape

The streetscapes within the Norterra PUD will be designed in a way that promotes pedestrian and bike use while ensuring a safe driving experience. With this approach in mind, a hierarchy of streetscapes have been designed that support appropriate speeds, access and connectivity within the neighborhood and to the surrounding region. The streets and boulevards will go beyond simply providing necessary connections and will also serve as landscaped amenity spaces complete with sidewalks, street trees and other





landscape features and in some instances will include wide landscaped medians and off-road shared use paths. Electric boxes, transformer utilities, and conduits should be concealed from view, where possible. Unless indicated, all streets may include on-street parking on one-side or both sides of the street. The Street Sections and the descriptions below are conceptual and shall be controlled by the required Master Street Plan, upon its adoption.

Major Boulevard

The Major Boulevard will provide for a primary means of access to and within the site and is defined by a wide landscaped median, tree shaded off-street shared use paths and sidewalks and appropriate lighting for both vehicular and pedestrian traffic. Major Boulevard will include:

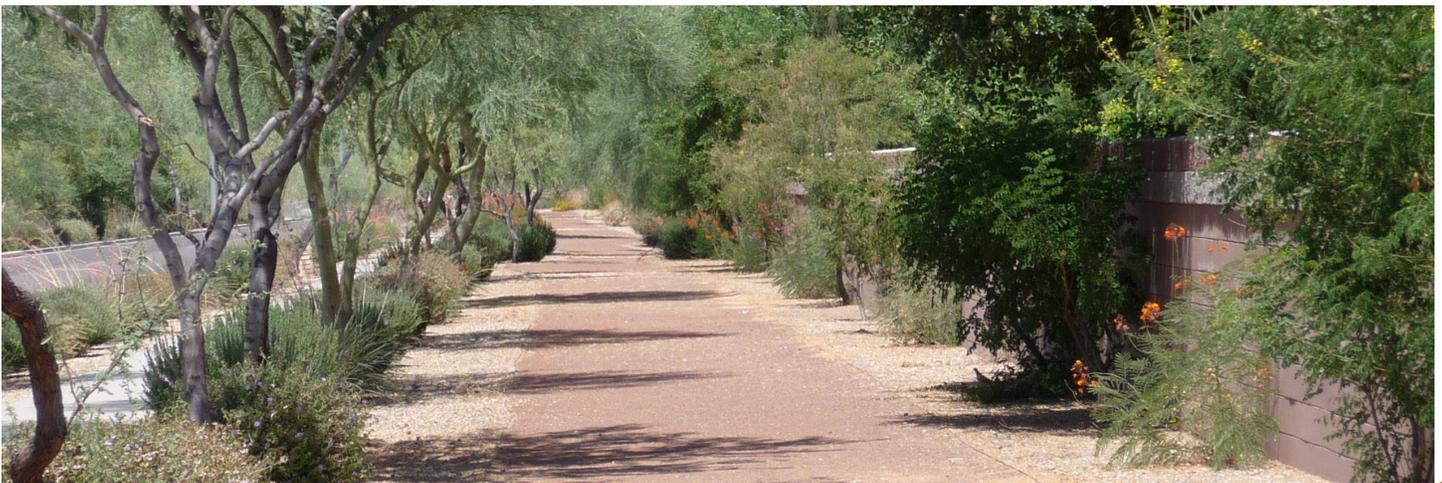
- Landscaped median, minimum 15-foot wide (inside curb dimension)
- Off-street Shared Use Path, minimum 10-foot wide with minimum six-foot wide landscape planter along one side of street
- Detached sidewalk, minimum five-foot wide with minimum six-foot wide landscape planter along one side of street



Multi-Lane Boulevard

The Multi-Lane Boulevard will serve as a primary collector roadway through the neighborhood and will include a wide landscaped median, sidewalk and shared use path shaded by trees planted within a wide landscape area located between the street and the sidewalk and appropriate lighting for both vehicular and pedestrian traffic. Multi-Lane Boulevard will include:

- Landscaped median, minimum 15-foot wide (inside curb dimension)
- Off-street Shared Use Path, minimum 10-foot wide with minimum six-foot wide landscape planter along one side of street
- Detached sidewalk, minimum five-foot wide with minimum six-foot wide landscape planter along one side of street



Boulevard

The Boulevard will serve as a primary collector roadway through the neighborhood and will include a wide landscaped median, sidewalk and shared use path shaded by trees planted within a wide landscape area located between the street and the sidewalk and appropriate lighting for both vehicular and pedestrian traffic. Boulevard will include:

- Landscaped median, minimum 15-feet wide (inside curb dimension)
- Off-street Shared Use Path, minimum 10-feet wide with minimum six-foot wide landscape planter along one side of street
- Detached sidewalk, minimum five-feet wide with minimum six-foot wide landscape planter along one side of street



Main Street - Commercial

The commercial heart of the neighborhood will be along Main Street with buildings that open directly onto wide sidewalks which include appropriate landscaping and pedestrian and vehicular scaled street lighting. The street level of buildings along Main Street will be developed to consider the pedestrian experience and adjacent uses by varying sidewalk widths and landscape buffers with the goal of creating a lively and inviting street. Main Street Commercial, which will be developed as a private street, will include:

- Detached minimum 10-ft sidewalk included in a pedestrian access easement on both sides of the street with minimum four-foot planters directly adjacent to commercial uses, excluding senior assisted living centers/senior dependent care facility/nursing home, office and multi-family residential uses.
- Detached minimum 6-ft sidewalk included in a pedestrian access easement on both sides of the street with minimum three-foot planters adjacent to all senior assisted living centers/senior dependent care facility/nursing home, office and multi-family residential uses.
- Planters adjacent to the street may be separated by breaks to allow pedestrian connections between the sidewalk and parked vehicles.
- Street trees will be planted in planters that are a minimum of five-feet in width.



Avenue - Residential

The Avenue provides for a sidewalk, shared use path, landscape areas between the sidewalks and the street and appropriate lighting for both vehicular and pedestrian traffic. Avenue - Residential will include:

- Off-street Shared Use Path, minimum 10-feet wide with minimum six-foot planter along one side of street
- Detached sidewalk, minimum five-feet wide with minimum ten-foot wide landscape planter along one side of street



Minor Neighborhood Street

The Minor Neighborhood Street will define the majority of the streets in the community which will include tree shaded sidewalks and landscape areas and pedestrian scaled lighting more befitting a residential neighborhood and will encourage slower vehicular speeds. Minor Neighborhood Street will include:

- Detached sidewalk, minimum five-feet wide with minimum five-foot planter on both sides of street.

One-Way (Green Street)

One-Way Green Streets may be employed in areas around small parks and open spaces that are too wide to be considered a median. Like the streets mentioned above, these too will include tree shaded sidewalks, a landscape area between the sidewalk and the street as well as pedestrian scaled lighting. One Way (Green Street) will include:

- Detached sidewalk, minimum five-feet wide with minimum five-foot planter on at least one side of street

Alley

In some locations and neighborhoods, vehicular access to homes will occur not from the primary front street, but via a rear alley. In these areas and along boulevards and avenues, the pedestrian experience and safety will be improved as front yards will be uninterrupted by driveways. These alleys may be built as either private roadways within the development or as public rights-of-way that will provide for utility and service access.

Parking Garages

Where possible, parking structures should not be adjacent to streets but should be adjacent to alleys or be internal to the site. Where placed internal to the site, it is preferred that garages be located a minimal distance from the right-of-way to allow for the construction of liner buildings of appropriate scale and use. Parking structures will be designed, to the greatest extent possible, to minimize the mass of the parking structures when adjacent to single-family detached properties. In addition, the parking structures shall be designed to prevent vehicular headlights and the interior lights of the parking structures from shining directly onto the single-family detached properties.

Landscape Theme and Design

The landscape standards provide a framework for a common landscape theme that is compatible with the Sonoran Desert and the surrounding environment. It is desirable to utilize materials that are common and compatible within the regional desert character, while helping to conserve water resources. Plant materials along the perimeter of the PUD will soften the general appearance of the project, provide shade and buffering between adjacent lands uses and follow a more regional desert character. Plant Materials within internal areas of the PUD may follow a more enhanced, transitional approach with larger varieties of shade trees, a more lush, formalized, and diverse blend of flowering shrubs, accents, and groundcovers. Turf shall be used sparingly and shall be focused more within usable open space park areas, and to accent focal points at PUD entries. A copy of the landscape plan and required plant materials list can be found in the Landscape Standards (page 32), Conceptual Landscape Plan (Exhibit 9, page 35) and Plant lists (Appendix A & B, Pages 85-89).



Lighting

1. Traditionally styled fixtures or appropriately scaled contemporary fixtures are recommended. Lighting should be in the form of goose-neck fixtures attached to the facade, or by means of accent pendants or sconces and should be coordinated with the building design to be in keeping with the style of architecture.
2. Projecting lighting fixtures used for externally illuminated signs and awnings should be simple and unobtrusive. They should not obscure the sign graphics or architectural elements of the building.
3. Lighting which illuminates storefronts after closing until two-am while contributing to a comfortable nighttime pedestrian experience is encouraged. Fixtures used for architectural lighting, such as facade, feature, and landscape lighting, should be aimed or directed to preclude light projection beyond immediate objects intended to be illuminated. Shield or arrange light sources to minimize unnecessary glare for pedestrians and cars. Fixtures may be attached to the building surface. They may also be attached to the structure of blade signs.
4. The number of fixtures should be minimized to only those necessary for effective lighting. This will avoid clutter on the building facade.
5. Utility wall-pack light fixtures are not appropriate on public right-of-way.
6. Ground-oriented, pedestrian-scale lighting should be considered as an alternative to pole-mounted fixtures along pedestrian walkways.
7. Metal halide, color-corrected mercury-vapor and color-corrected high-pressure sodium lamps are preferred.





8. High, road focused lighting may be appropriate on designated road collectors in and around the site.
9. On local neighborhood streets, the preference would be for the use of lower height pedestrian scaled poles and mounted fixtures.
10. Landscape lighting may contain low-level up-lighting fixtures to highlight specimen trees, dramatic landscape elements, and architectural features at the subdivision entries.
11. LED and/or energy efficient lighting technology should be included into any and all lighting constructed on site including parking lots, parks and streets.
12. Wherever possible, lights should include “full cut-off” illumination that shields light from being emitted upwards toward the night sky or towards surrounding natural areas.



Amenities

The Norterra PUD will provide a host of amenities supportive of a high quality life for residents, businesses and visitors in and near the neighborhood. Shaded streets complete with landscaped planting areas, sidewalks and off-street shared used paths will promote pedestrian activity and safety while also catering to automobile traffic.



The presence of major employers and activity centers in the immediate vicinity will offer the opportunity for residents to live, work and play in the same neighborhood. Main Street will provide services, dining and entertainment options for neighborhood residents and the surrounding region. A series of trails and bike routes will connect residents and businesses with numerous parks and open spaces within the development and with the walkways and paths along Jomax Road, 19th Avenue, Norterra Parkway and Happy Valley Road and is reflected on the Conceptual Circulation Plan (Exhibit 10, page 36).



Parks and opens spaces will be located throughout the development in a manner that ensures every home and business is within a short walk of one of these spaces. These parks and open spaces will vary in size and programming including passive natural areas, small pocket parks and plazas, playgrounds, larger parks complete with landscaped turf grass as well as more formal parks including at least two community play fields supportive of soccer and/or baseball.

A community building will be a focal point for life within the neighborhood and may include a fitness facility and restrooms which will also serve to support an outdoor pool area. Where the neighborhood and Main Street come together in Land Use District Zone 4, an area is designated for future development as a community school or other potential civic use.

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I. SIGNS

The PUD sign provisions establish comprehensive provisions that will assure proper and efficient signage that is compatible with the character and environment of the PUD. Signs should enhance the visual environment of the City of Phoenix, protect against visual blight, promote general safety, ensure compatibility with the character of the neighborhoods, and provide the essential identity of, and direction to the site.

Norterra should convey a sense of tradition, quality, sustainability and style. Signage should be legible and well-crafted as well as designed to avoid visual clutter. Creativity is encouraged and owners or tenants may be allowed greater flexibility within the guidelines. Some regulations may be exceeded in some circumstances via a zoning adjustment or comprehensive sign plan, for signs that are well designed and have a high degree of character and inventiveness. Signage should not obscure or block key architectural features, the normal flow of pedestrian or vehicular traffic, or sight lines to adjacent properties. Architecturally, building signage should utilize and/or enhance the architectural elements of the building and be placed in a logical relation to the overall composition of the building's facade. Signs should never cover any key architectural features or details of the building they attach to.



It is intended that all signs meet the requirements found in Section 705 of the Phoenix Zoning Ordinance. A Comprehensive Sign Plan shall be processed and approved for all commercial uses in accordance with Section 705.E.2 of the Phoenix Zoning Ordinance. Residential uses, including senior assisted living center/senior dependent care facility/nursing home, will not be required to process a comprehensive sign plan.



J. SUSTAINABILITY

1. The following are standards that are measurable and enforceable by the City:
 - a. Commercial non-retail uses over 5,000-square feet shall provide a minimum of:
 1. One bicycle space per 40 vehicle parking spaces provided up to a required maximum of 25 bicycle spaces.
 2. If no vehicle parking is provided, then a minimum of two bicycle spaces are required.
 3. Two bicycle spaces shall be provided for every 25,000-square feet of building square footage.
 - b. Multi-family residential development shall provide common bicycle parking at 0.25 spaces for each residential unit, with a maximum of 40 spaces.
 - c. Within Zones 1 and 2, a minimum of 50% of public sidewalks shall be shaded.
2. The following are sustainability practices that are highly encouraged by the developer:
 - a. Vertical mixed-use development including but not limited to the area along and near the Main Street. Such a development pattern is envisioned to include retail and/or office uses on the ground floor of buildings with office or residential units located above.
 - b. A sustainable recycling program will be actively pursued and supported for all single-family and multi-family developments.
 - c. Provide pedestrian amenities such as: shaded sidewalks separated and protected from the street by landscape elements, waste receptacles (recycling and trash), clocks, way finding, benches and pedestrian scaled lighting on secondary streets.
 - d. Provide active living amenities such as recreational structures within project common areas, playground equipment and active play fields.
 - e. Shade surface parking spaces using vegetation, low-sloped structural shading with a minimum SRI of 29, or a similar material that achieves additional shading with high reflectivity.
 - f. Shade provided using solar structures for surface parking lot or other hardscape areas including rooftop parking.
 - g. Encourage shared/reciprocal parking to reduce the overall number of parking spaces required. Use and implementation of shared parking strategies should be considered wherever possible following the requirements provided in Section 702.E.2 Shared parking model.
 - h. Provide for bike lanes and multi-use paths throughout the site that connect residents to businesses, amenities, parks and opens spaces.
 - i. Provide locations for secure bike parking such as visible public bike racks and/or bike lockers.
 - j. Incorporate public art that is a permanent installation that is visually or physically accessible by the general public.
 - k. Landscape and stormwater management that seeks to retain storm runoff where appropriate and allow it to provide water for landscaping and improve groundwater conditions.
 - l. Utilize non-invasive native vegetation within landscape areas including parks and opens spaces, landscape buffers and setback, and along streets within the community.
 - m. Provide a wide variety of home types and sizes that will attract residents that are equally varied in age and lifestyle.
 - n. Include LED and energy efficient lighting technology into any and all lighting constructed on site including parking lots, parks and streets.

K. INFRASTRUCTURE

Conceptual Circulation Plan Overview

The development will be accessed from Jomax Road to the north, 19th Avenue from the east, Happy Valley Road from the south and Norterra Parkway from the west as shown in the Conceptual Circulation Plan (Exhibit 10, page 36). The proposed improvements associated with the USAA campus along Happy Valley, 19th Avenue, Jomax and Norterra are all complete. A short section of the trail at the southwest corner of Jomax Road and Norterra Parkway will be constructed per the Master Plans. No additional improvements other than construction of the new intersections for the on-site roadways is anticipated.

Grading and Drainage

The site generally slopes mildly from northeast to southwest at approximately one percent. Several small existing washes emanating at the eastern boundary extend southwesterly to the southern boundary. Off-site runoff that historically was conveyed by these washes is now diverted by existing drainage infrastructure along the north and east boundaries. Generally the site grading will include elevated lowest floor elevations of all structures above adjacent estimated 100-year water surface elevations that drain to adjacent streets which convey runoff to retention basin or other outlet locations. If street capacities are exceeded additional conveyance systems such as storm drains will be introduced to carry additional storm water.

Currently, all 100-year off-site flow impacting the northern and eastern site boundary is collected in existing drainage facilities and routed around the site and discharges at historical locations. Existing adjacent drainage facilities include: Jomax Road and Norterra Parkway storm drain system, 19th Avenue and Happy Valley Road storm drain system. The Jomax Road storm drain system collects flow along Jomax Road, and from the residential developments and Central Arizona Project (CAP) overflow north of the site. The flow is then conveyed south within the Norterra Parkway large diameter storm drain system where it connects into a 2-10-foot x 5-foot Reinforced Concrete Box Culvert (RCBC) drainage crossing located at the intersection of Norterra Parkway and Happy Valley Road before it ultimately discharges into an existing channel that runs south along the west side of 23rd Avenue. The 19th Avenue storm drain system collects flow along 19th Avenue and from the residential area and CAP overflow east of the site. The flow is then conveyed west within the Happy Valley Road large diameter storm drain system where it discharges the majority of flow south within a storm drain system located on the west side of 21st Avenue (approximately ¼ mile west of 19th Avenue). The remainder of the flow continues west until it connects into the 2-10-foot x 5-foot RCBC drainage crossing located at the intersection of Norterra Parkway and Happy Valley Road.

Per the City of Phoenix development regulations, the PUD will have all on-site development retain the 100-year, 2-hour storm runoff volume within the site unless otherwise approved by the City Engineer. The site will also manage on-site stormwater conveyance and storage in accordance with the City of Phoenix and Flood Control District of Maricopa County (FCDMC) requirements.

In addition, logical stormwater management alternatives will be incorporated to create a viable and sustainable community. Alternatives may include: utilizing shallow rain gardens to dissipate stormwater; bio-swales as a means of stormwater conveyance and filtration; construction of site specific underground drainage systems that aide in percolating stormwater into the soil; or other alternatives developed in the future. As techniques improve and technology advances, certain sustainable applications will be employed within the project.

Water and Wastewater Services

Water. City of Phoenix will be the potable water service provider for the site. The existing City of Phoenix waterlines located around the perimeter of the site will be utilized to serve the planned development. The existing waterlines include: 12-inch and 16-inch water mains running east/west, north of the site in Jomax Road; 12-inch and 54-inch water mains running north/south, east of the site in 19th Avenue; 12-inch and 24-inch water mains running east/west, south of the site in Happy Valley Road; and 16-inch water main running north/south, west of the site in Norterra Parkway. The existing 12-inch waterlines surrounding the north, east, and south sides will be connected to internal looped waterlines which will distribute water to the site. Additionally, connections will be made to the existing 12-inch waterline around the existing USAA Campus.

The PUD document does not prescribe any water requirements. The water distribution system will be designed and constructed in accordance with City of Phoenix Water Services Department Design Standards.

Wastewater. City of Phoenix will be the wastewater service provider for the site. The existing sewer infrastructure located around the perimeter of the site includes a 10-inch gravity main running east to west, north of the site within Jomax Road, that discharges into a 21-inch gravity main in Norterra Parkway. The 21-inch gravity sewer extends north to south along Norterra Parkway, west of the site boundary from Jomax Road to the intersection of 23rd Avenue and Happy Valley Road and continues south along 23rd Avenue. A 12-inch gravity main extends east to west along Happy Valley Road south of the site boundary and discharges into the 23rd Avenue 21-inch gravity sewer. A dual 24-inch force main extends north to south along 19th Avenue, east of the site from a lift station located northeast of the site to Happy Valley Road where it extends east.

The proposed development will tie into the existing City of Phoenix sewer mains at six (6) discharge locations. A majority of the site is projected to outfall to three existing manhole/stub locations along the existing 21-inch main within Norterra Parkway. The first is located approximately 400 feet south of the Jomax Road and Norterra Parkway intersection. The second located at the intersection of White Thorn and Norterra Parkway. The third is located approximately 480 feet north of the Happy Valley Road and Norterra Parkway intersection.

The remainder of the site is projected to outfall to an additional three manhole locations along the existing 12-inch main within Happy Valley Road. The first, second, and third tie-ins are located approximately 350 feet, 990 feet, and 1,380 feet east of the Happy Valley Road and Norterra Parkway intersection.

The PUD document does not prescribe any wastewater requirements. The wastewater system will be designed and constructed in accordance with City of Phoenix Water Services Department Design Standards.

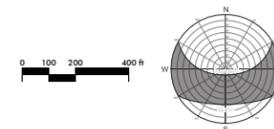
L. PHASING PLAN

The construction of this community is anticipated in several phases. The first phase will occur primarily in the southern half of the site and along the areas nearest 19th Avenue and Norterra Boulevard. The first phase will include several key access roads and the heart of the community defined by the community building and associated amenities along with surrounding neighborhoods composed of a wide variety of single-family detached homes, single-family attached homes, multi-family units as well as a number of parks and open spaces. The second phase will build outward upon the first phase and will include additional home types and sizes, multi-family units and could include portions of the Main Street commercial area. The third phase will include construction of single-family homes along the northern portions of the site nearest Jomax Road and will see additional mixed-use development along Main Street as well as commercial development along Happy Valley Road. Trails, additional parks and open spaces will be built in conjunction with the development of adjacent homes, blocks and streets. See Phasing Plan (Exhibit 11, page 53).

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DEVELOPMENT PHASING PLAN
NORTERRA
Phoenix, AZ
January 6, 2015



Comparative Zoning Standards Table

| STANDARDS | R-5 PRD ZONING | PUD ZONING |
|----------------------------|---|---|
| DENSITY NUMBER OF D.U. | MAXIMUM 52.2 D.U. PER ACRE WITH BONUS | MAXIMUM 50 D.U. / ACRE MAXIMUM 2200 D.U. |
| MINIMUM LOT WIDTH/DEPTH | N/A | N/A |
| BUILDING SETBACKS | PERIMETER ADJACENT TO STREETS: 20' PERIMETER ADJACENT TO PROPERTY LINES: 10' INTERIOR FRONT: 10' | FRONT 0' - 20' SIDE (STREET) 0' - 20' SIDE (PROPERTY) 0' - 15' (MINIMUM SEPARATION) REAR 0' - 20' |
| LANDSCAPE SETBACKS | PERIMETER ADJACENT TO STREETS: 20' PERIMETER ADJACENT TO PROPERTY LINES: 5' | FRONT 0' - 20' SIDE (STREET) 0' - 20' PERIMETER 10' MINIMUM, 15' AVERAGE REAR (STREET) 10' INTERIOR 0' - 10' |
| BUILDING SEPARATION | PER ADOPTED CODE | PER ADOPTED CODE |
| HEIGHT | 4 STORIES OR 48' (APPLIES TO RESIDENTIAL USES) THERE SHALL BE A 15- FOOT MAXIMUM HEIGHT WITHIN TEN FEET OF A SINGLE-FAMILY ZONED DISTRICT, WHICH HEIGHT MAY BE INCREASED ONE FOOT FOR EACH ADDITIONAL ONE FOOT OF BUILDING SETBACK TO THE MAXIMUM PERMITTED HEIGHT. | COMMERCIAL MAXIMUM 140' OFFICE MAXIMUM 140' MIXED-USE MAXIMUM 70' MULTI-FAMILY MAXIMUM 70' SINGLE-FAMILY ATTACHED MAXIMUM 30' - 48' SINGLE-FAMILY DETACHED MAXIMUM 30' - 45' |
| LOT COVERAGE | MAXIMUM 50% | N/A |
| COMMON AREA | MINIMUM 5% OF THE GROSS AREA | MINIMUM 5% OF THE GROSS AREA, PLUS ADDITIONAL COMMUNITY COMMON SPACE |

Exhibit 13

Legal Description

Wood, Patel & Associates, Inc.
(602) 335-8500
www.woodpatel.com

April 30, 2015
WP# 154308
Page 1 of 3
See Exhibit "A"

PARCEL DESCRIPTION USAA Norterra Zone 1

A portion of Lot 1, Lot 2 and Right-of-Way as shown on USAA Amended Final Plat recorded in Book 691, page 26, Maricopa County Records (M.C.R.), lying within Section 1, Township 4 North, Range 2 East, of the Gila and Salt River Meridian, Maricopa County, Arizona, more particularly described as follows:

COMMENCING at the southeast corner of said Section 1, a 3-inch Maricopa County (M.C.) brass cap in handhole (B.C.H.), from which the south quarter corner of said section, a 3-inch City of Phoenix (C.O.P.) brass cap in handhole, bears North 89°37'02" West (basis of bearing), a distance of 2674.52 feet, said southeast corner also being the **POINT OF BEGINNING**;

THENCE along said south line, North 89°37'02" West, a distance of 2674.52 feet, to said south quarter corner of Section 1 and the monument line of Norterra Parkway, as shown on said USAA Amended Final Plat;

THENCE leaving said south line, along said monument line, North 00°29'52" West, a distance of 300.04 feet, to the beginning of a curve;

THENCE northerly along said curve, having a radius of 645.00 feet, concave westerly, through a central angle of 00°49'35", a distance of 9.30 feet, to a point of intersection with a non-tangent line;

THENCE leaving said monument line, North 60°40'59" East, a distance of 378.84 feet;

THENCE South 89°37'02" East, a distance of 806.70 feet;

THENCE South 00°22'58" West, a distance of 177.00 feet;

THENCE South 89°37'02" East, a distance of 366.82 feet;

THENCE South 69°57'07" East, a distance of 53.54 feet;

THENCE South 89°37'02" East, a distance of 1123.16 feet, to the east line of said Section 1;

Exhibit 13 Legal Description

Parcel Description
USAA Norterra
Zone 1

April 30, 2015
WP# 154308
Page 2 of 3
See Exhibit "A"

THENCE along said east line, South 00°13'09" East, a distance of 302.00 feet, to the **POINT OF BEGINNING**.

Containing 23.0844 acres, or 1,005,556 square feet of land, more or less.

Subject to existing rights-of-way and easements.

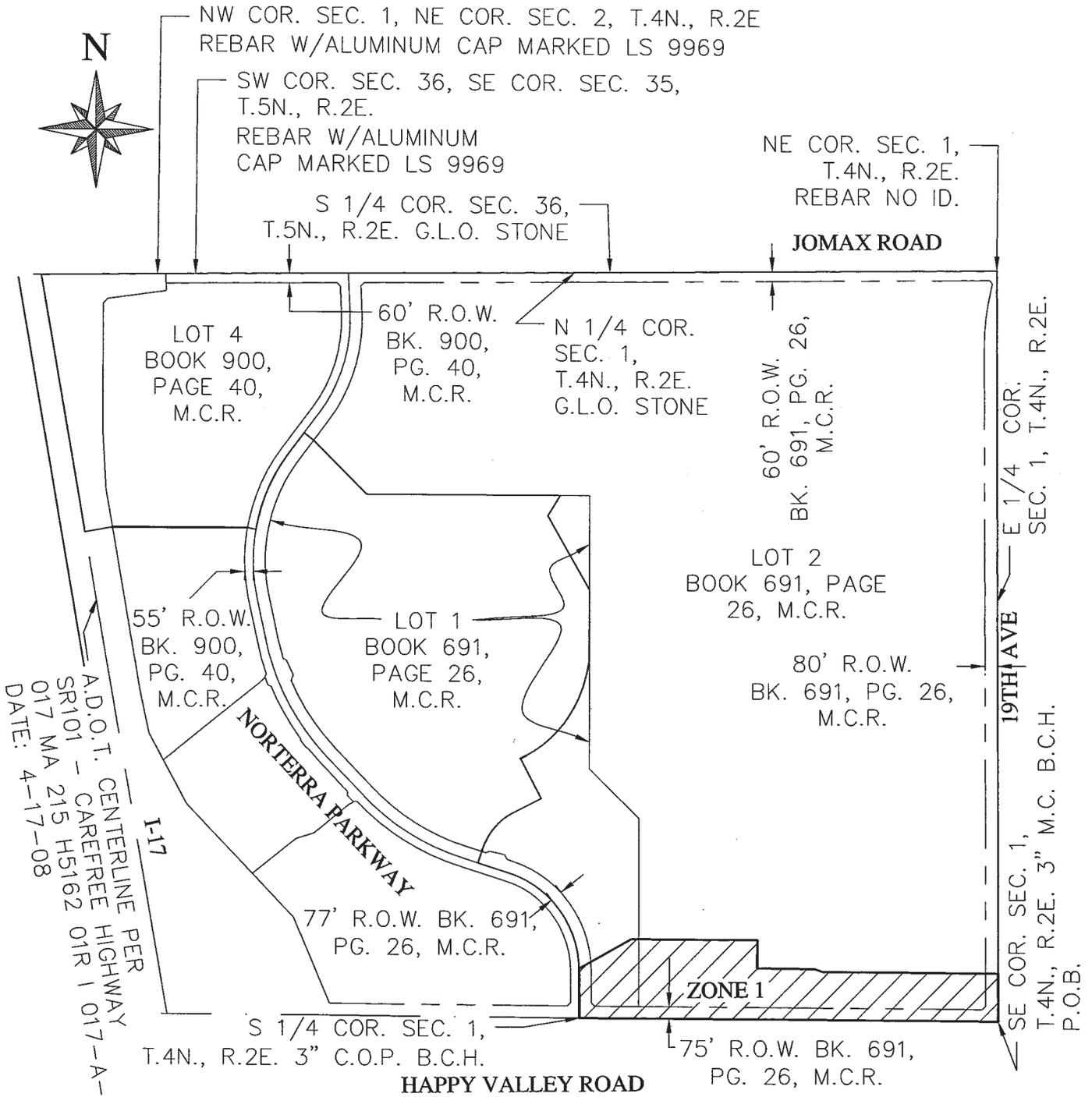
This parcel description is based on said USAA Amended Final Plat, recorded in Book 691, page 26, M.C.R. and other client provided information. This parcel description is located within an area surveyed by Wood, Patel & Associates, Inc. during the month of March, 2015. Any monumentation noted in this parcel description is within acceptable tolerance (as defined in Arizona Boundary Survey Minimum Standards dated 02/14/2002) of said positions based on said survey.

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Exhibit 13
Legal Description



WOOD/PATEL
MISSION: CLIENT SERVICE™
(602) 335-8500
WWW.WOODPATEL.COM
PHOENIX - MESA - TUCSON

REGISTERED LAND SURVEYOR
CERTIFICATE NO. 46118
KATHY M. SVECHOVSKY
Date Signed 4-20-15
Kathy M. Svecovsky
EXPIRES 03-31-16

EXHIBIT "A"
USAA NORTERRA
ZONE 1
04/30/15
WP#154308
PAGE 3 OF 3
NOT TO SCALE
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Exhibit 13

Legal Description

Wood, Patel & Associates, Inc.
(602) 335-8500
www.woodpatel.com

April 30, 2015
WP# 154308
Page 1 of 3
See Exhibit "A"

PARCEL DESCRIPTION USAA Norterra Zone 2

A portion of Lot 1, Lot 2 and Right-of-Way as shown on USAA Amended Final Plat recorded in Book 691, page 26, Maricopa County Records (M.C.R.), lying within Section 1, Township 4 North, Range 2 East, of the Gila and Salt River Meridian, Maricopa County, Arizona, more particularly described as follows:

COMMENCING at the southeast corner of said Section 1, a 3-inch Maricopa County (M.C.) brass cap in handhole (B.C.H.), from which the south quarter corner of said section, a 3-inch City of Phoenix (C.O.P.) brass cap in handhole, bears North 89°37'02" West (basis of bearing), a distance of 2674.52 feet,
THENCE along the south line of said Section 1, North 89°37'02" West, a distance of 2674.52 feet, to said south quarter corner of Section 1 and the monument line of Norterra Parkway, as shown on said USAA Amended Final Plat;
THENCE leaving said south line, along said monument line, North 00°29'52" West, a distance of 300.04 feet, to the beginning of a curve;
THENCE northerly along said curve, having a radius of 645.00 feet, concave westerly, through a central angle of 00°49'35", a distance of 9.30 feet, to the **POINT OF BEGINNING**;
THENCE continuing, northerly along said curve, having a radius of 645.00 feet, concave westerly, through a central angle of 35°13'06", a distance of 396.47 feet, to a point of intersection with a non-tangent line;
THENCE leaving said monument line, North 60°31'51" East, a distance of 1084.46 feet;
THENCE South 29°53'53" East, a distance of 643.13 feet;
THENCE South 00°22'58" West, a distance of 165.00 feet;
THENCE North 89°37'02" West, a distance of 806.70 feet;

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Zone 2

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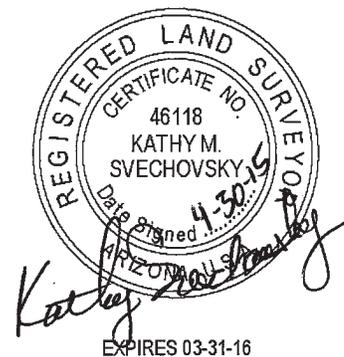
THENCE South 60°40'59" West, a distance of 378.84 feet, to the **POINT OF BEGINNING**.

Containing 13.5610 acres, or 590,719 square feet of land, more or less.

Subject to existing rights-of-way and easements.

This parcel description is based on said USAA Amended Final Plat, recorded in Book 691, page 26, M.C.R. and other client provided information. This parcel description is located within an area surveyed by Wood, Patel & Associates, Inc. during the month of March, 2015. Any monumentation noted in this parcel description is within acceptable tolerance (as defined in Arizona Boundary Survey Minimum Standards dated 02/14/2002) of said positions based on said survey.

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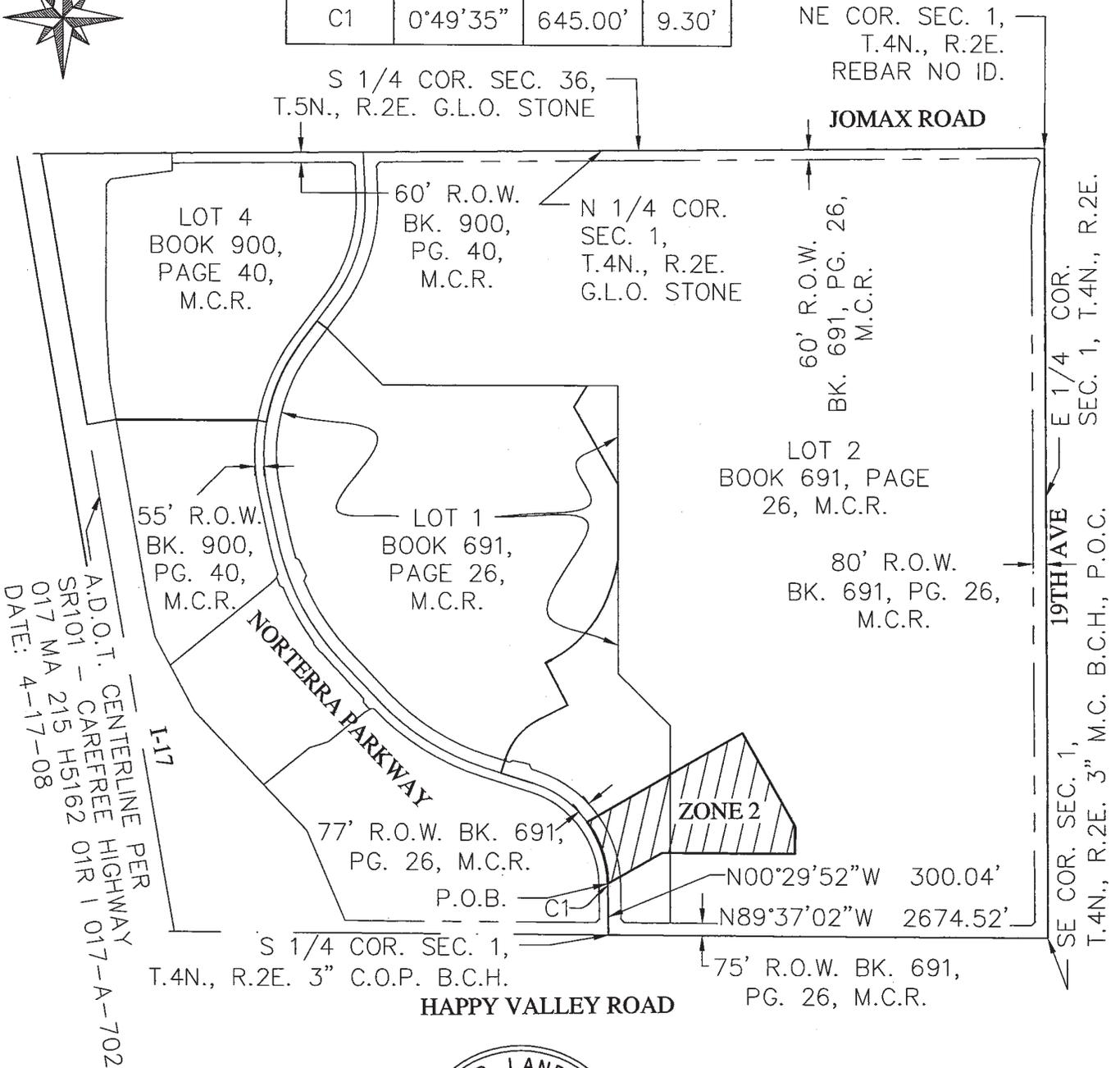


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Exhibit 13 Legal Description



| CURVE TABLE | | | |
|-------------|----------|---------|-------|
| CURVE | DELTA | RADIUS | ARC |
| C1 | 0°49'35" | 645.00' | 9.30' |



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PARCEL DESCRIPTION
USAA Norterra
Zone 3

A portion of Lot 1, Lot 2 and Right-of-Way as shown on USAA Amended Final Plat recorded in Book 691, page 26, Maricopa County Records (M.C.R.), lying within Section 1, Township 4 North, Range 2 East, of the Gila and Salt River Meridian, Maricopa County, Arizona, more particularly described as follows:

COMMENCING at the southeast corner of said Section 1, a 3-inch Maricopa County (M.C.) brass cap in handhole (B.C.H.), from which the south quarter corner of said section, a 3-inch City of Phoenix (C.O.P.) brass cap in handhole, bears North 89°37'02" West (basis of bearing), a distance of 2674.52 feet,
THENCE along the south line of said Section 1, North 89°37'02" West, a distance of 2674.52 feet, to said south quarter corner of Section 1 and the monument line of Norterra Parkway, as shown on said USAA Amended Final Plat;
THENCE leaving said south line, along said monument line, North 00°29'52" West, a distance of 300.04 feet, to the beginning of a curve;
THENCE northerly along said curve, having a radius of 645.00 feet, concave westerly, through a central angle of 36°02'41", a distance of 405.77 feet, to the **POINT OF BEGINNING**;
THENCE continuing, northwesterly along said curve, having a radius of 645.00 feet, concave southwesterly, through a central angle of 36°03'01", a distance of 405.83 feet, to the curve's end;
THENCE North 72°35'34" West, a distance of 206.86 feet;
THENCE leaving said monument line, North 17°24'26" East, a distance of 77.00 feet, to the southwesterly line of said Lot 1;
THENCE leaving said southwesterly line, North 17°30'02" East, a distance of 9.67 feet, to the beginning of a curve;
THENCE northeasterly along said curve, having a radius of 400.00 feet, concave southeasterly, through a central angle of 46°06'04", a distance of 321.85 feet, to the curve's end;
THENCE North 63°36'06" East, a distance of 195.44 feet;
THENCE North 60°12'39" East, a distance of 1071.88 feet;
THENCE South 90°00'00" East, a distance of 302.37 feet;
THENCE South 06°51'22" East, a distance of 36.73 feet;
THENCE South 23°22'50" East, a distance of 21.82 feet;
THENCE South 31°54'29" East, a distance of 1374.09 feet;
THENCE South 00°13'09" East, a distance of 398.48 feet;
THENCE North 89°37'02" West, a distance of 175.94 feet;
THENCE North 69°57'07" West, a distance of 53.54 feet;
THENCE North 89°37'02" West, a distance of 366.82 feet;
THENCE North 00°22'58" East, a distance of 342.00 feet;
THENCE North 29°53'53" West, a distance of 643.13 feet;

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THENCE South 60°31'51" West, a distance of 1084.46 feet, to the **POINT OF BEGINNING**.

Containing 39.9556 acres, or 1,740,464 square feet of land, more or less.

Subject to existing rights-of-way and easements.

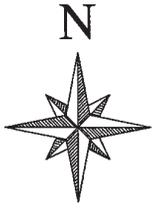
This parcel description is based on said USAA Amended Final Plat, recorded in Book 691, page 26, M.C.R. and other client provided information. This parcel description is located within an area surveyed by Wood, Patel & Associates, Inc. during the month of March, 2015. Any monumentation noted in this parcel description is within acceptable tolerance (as defined in Arizona Boundary Survey Minimum Standards dated 02/14/2002) of said positions based on said survey.

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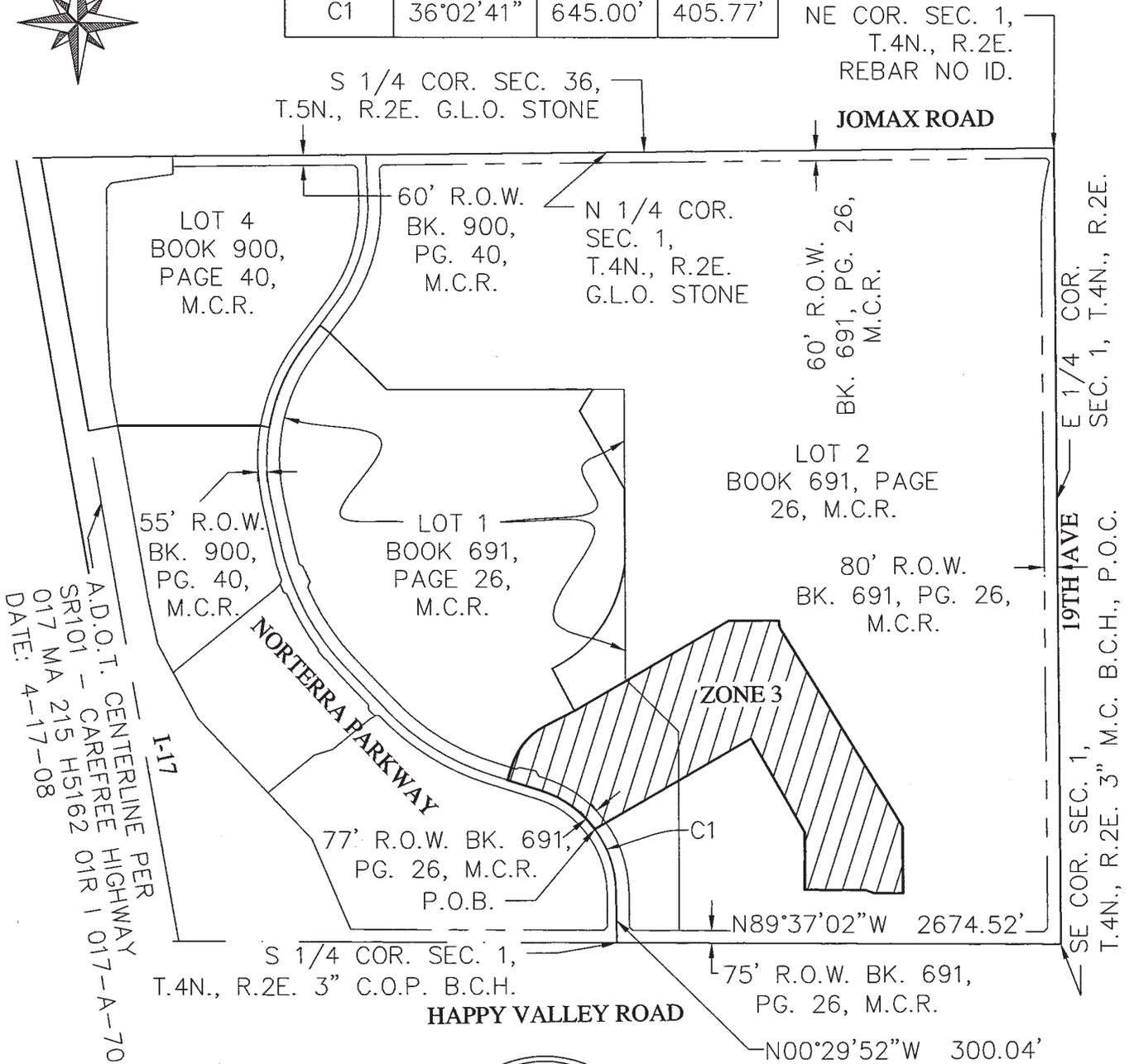


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Exhibit 13 Legal Description



| CURVE TABLE | | | |
|-------------|-----------|---------|---------|
| CURVE | DELTA | RADIUS | ARC |
| C1 | 36°02'41" | 645.00' | 405.77' |



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PARCEL DESCRIPTION USAA Norterra Zone 4

A portion of Lot 1, Lot 2 and Right-of-Way as shown on USAA Amended Final Plat recorded in Book 691, page 26, Maricopa County Records (M.C.R.), lying within Section 1, Township 4 North, Range 2 East, of the Gila and Salt River Meridian, Maricopa County, Arizona, more particularly described as follows:

COMMENCING at the southeast corner of said Section 1, a 3-inch Maricopa County (M.C.) brass cap in handhole (B.C.H.), from which the south quarter corner of said section, a 3-inch City of Phoenix (C.O.P.) brass cap in handhole, bears North 89°37'02" West (basis of bearing), a distance of 2674.52 feet, **THENCE** along the east line of said section, North 00°13'09" West, a distance of 302.00 feet, to the **POINT OF BEGINNING**;

THENCE leaving said east line, North 89°37'02" West, a distance of 947.22 feet;

THENCE North 00°13'09" West, a distance of 398.48 feet;

THENCE North 31°54'29" West, a distance of 1374.09 feet;

THENCE North 23°22'50" West, a distance of 21.82 feet;

THENCE North 06°51'22" West, a distance of 36.73 feet;

THENCE North 90°00'00" West, a distance of 302.37 feet;

THENCE South 60°12'39" West, a distance of 1071.88 feet;

THENCE North 27°39'03" West, a distance of 284.62 feet;

THENCE North 62°20'57" East, a distance of 39.69 feet, to the beginning of a curve;

THENCE northeasterly along said curve, having a radius of 740.00 feet, concave northwesterly, through a central angle of 39°16'33", a distance of 507.26 feet, to a point of compound curvature;

THENCE northerly along said curve, having a radius of 990.69 feet, concave westerly, through a central angle of 13°56'20", a distance of 241.01 feet, to the easterly line of said Lot 1 and a point of intersection with a non-tangent line;

THENCE along said easterly line, North 00°00'00" East, a distance of 448.03 feet;

THENCE leaving said easterly line, North 30°00'00" West, a distance of 534.21 feet;

THENCE North 31°32'49" East, a distance of 573.85 feet;

THENCE North 59°07'46" West, a distance of 135.26 feet, to a point of intersection with a non-tangent curve;

THENCE westerly along said curve, having a radius of 500.00 feet, concave southerly, whose radius bears South 26°58'00" West, through a central angle of 16°48'09", a distance of 146.63 feet, to the curve's end;

THENCE North 79°50'09" West, a distance of 214.68 feet, to the beginning of a non-tangent curve;

THENCE westerly along said curve, having a radius of 500.00 feet, concave northerly, whose radius

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Zone 4

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bears N10°10'01" East, through a central angle of 21°22'48", a distance of 186.58 feet, to the curve's end;
THENCE North 58°27'11" West, a distance of 94.31 feet;
THENCE South 31°32'49" West, a distance of 112.07 feet, to the beginning of a curve;
THENCE southerly along said curve, having a radius of 500.00 feet, concave easterly, through a central angle of 21°03'14", a distance of 183.73 feet, to a point of intersection with a non-tangent curve;
THENCE westerly along said curve, having a radius of 944.93 feet, concave southerly, whose radius bears South 11°15'25" West, through a central angle of 18°04'31", a distance of 298.10 feet, to a point of intersection with a non-tangent curve;
THENCE westerly along said curve, having a radius of 441.99 feet, concave northerly, whose radius bears North 02°00'01" West, through a central angle of 32°40'25", a distance of 252.05 feet, to a point of intersection with a non-tangent line;
THENCE North 59°30'59" West, a distance of 283.52 feet, to the northwesterly line of said Lot 2;
THENCE leaving said northwesterly line, North 60°39'52" West, a distance of 77.00 feet, to the monument line of Norterra Parkway, as shown on said USAA Amended Final Plat and a point of intersection with a non-tangent curve;
THENCE along said monument line, northerly along said curve, having a radius of 955.00 feet, concave westerly, whose radius bears North 60°39'52" West, through a central angle of 17°00'52", a distance of 283.59 feet, to the south line of the north 500 feet of said Section 1 and a point of intersection with a non-tangent line;
THENCE leaving said monument line, along said south line, North 89°26'46" East, a distance of 1689.74 feet;
THENCE continuing along said south line, North 89°25'44" East, a distance of 2467.45 feet, to said east line of said Section 1;
THENCE along said east line, South 00°14'41" East, a distance of 1581.95 feet, to the east quarter corner of said Section 1;
THENCE continuing along said east line, South 00°13'09" East, a distance of 2342.80 feet, to the **POINT OF BEGINNING**.

Containing 206.8311 acres, or 9,009,563 square feet of land, more or less.

Subject to existing rights-of-way and easements.

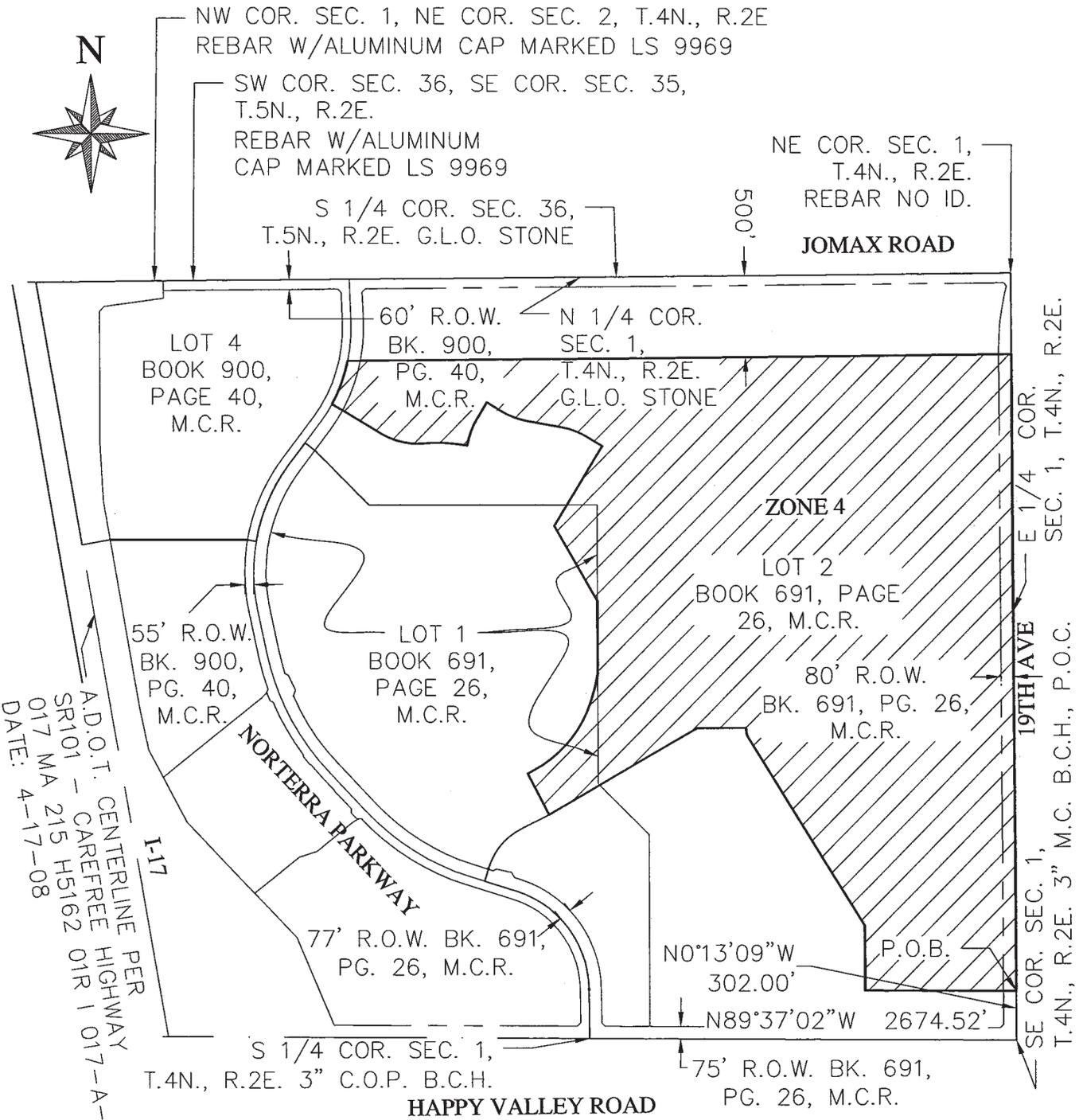
This parcel description is based on said USAA Amended Final Plat, recorded in Book 691, page 26, M.C.R. and other client provided information. This parcel description is located within an area surveyed by Wood, Patel & Associates, Inc. during the month of March, 2015. Any monumentation noted in this parcel description is within acceptable tolerance (as defined in Arizona Boundary Survey Minimum Standards dated 02/14/2002) of said positions based on said survey.

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REGISTERED LAND SURVEYOR
CERTIFICATE NO. 46118
KATHY M. SVECHOVSKY
Date Signed 7/31/15
ARIZONA
Kathy M. Svecovsky

EXPIRES 03-31-16

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PARCEL DESCRIPTION USAA Norterra Zone 4A

A portion of Lot 2 and Right-of-Way as shown on USAA Amended Final Plat recorded in Book 691, page 26, Maricopa County Records (M.C.R.), lying within Section 1, Township 4 North, Range 2 East, of the Gila and Salt River Meridian, Maricopa County, Arizona, more particularly described as follows:

COMMENCING at the southeast corner of said Section 1, a 3-inch Maricopa County (M.C.) brass cap in handhole (B.C.H.), from which the south quarter corner of said section, a 3-inch City of Phoenix (C.O.P.) brass cap in handhole, bears North 89°37'02" West (basis of bearing), a distance of 2674.52 feet,
THENCE along the east line of said section, North 00°13'09" West, a distance of 2644.80 feet, to the east quarter corner of said section;
THENCE continuing along said east line, North 00°14'41" West, a distance of 1581.95 feet, to the south line of the north 500 feet of said section and the **POINT OF BEGINNING**;
THENCE leaving said east line, along said south line, South 89°25'44" West, a distance of 2467.45 feet;
THENCE South 89°26'46" West, a distance of 1689.74 feet, to the monument line of Norterra Parkway, as shown on said USAA Amended Final Plat and a point of intersection with a non-tangent curve;
THENCE leaving said south line, along said monument line, northerly along said curve, having a radius of 955.00 feet, concave westerly, whose radius bears North 77°40'44" West, through a central angle of 14°44'12", a distance of 245.63 feet, to the curve's end;
THENCE North 02°24'56" West, a distance of 256.31 feet, to the north line of said section;
THENCE leaving said monument line, along said north line, North 89°26'46" East, a distance of 1674.49 feet, to the south quarter corner of Section 36, Township 5 North, Range 2 East;
THENCE North 89°25'44" East, a distance of 2470.22 feet, to the northeast corner of said Section 1;

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THENCE leaving said north line, along said east line of said Section 1, South 00°14'41" East, a distance of 500.01 feet, to the **POINT OF BEGINNING**.

Containing 47.5244 acres, or 2,070,163 square feet of land, more or less.

Subject to existing rights-of-way and easements.

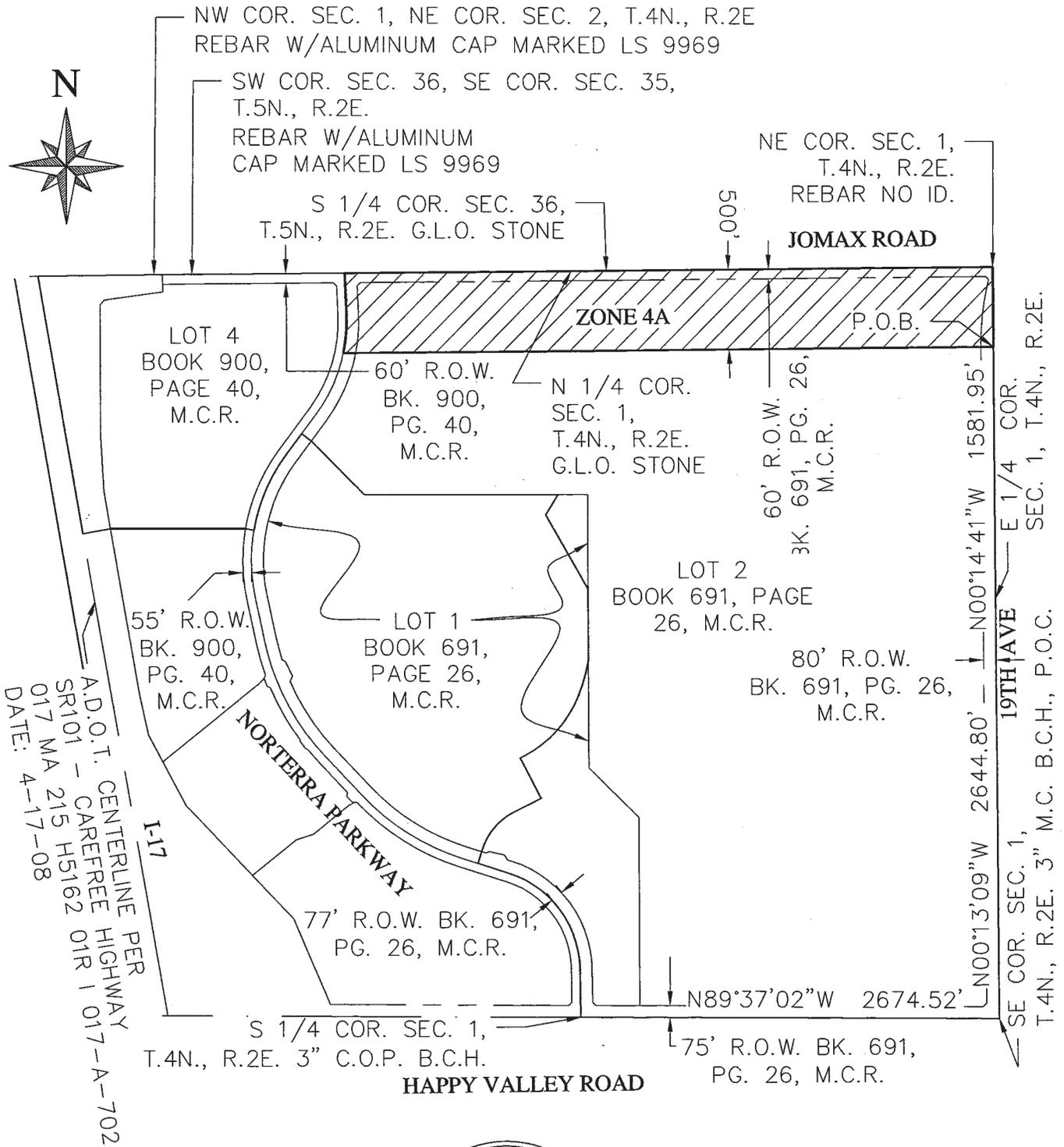
This parcel description is based on said USAA Amended Final Plat, recorded in Book 691, page 26, M.C.R. and other client provided information. This parcel description is located within an area surveyed by Wood, Patel & Associates, Inc. during the month of March, 2015. Any monumentation noted in this parcel description is within acceptable tolerance (as defined in Arizona Boundary Survey Minimum Standards dated 02/14/2002) of said positions based on said survey.

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PARCEL DESCRIPTION USAA Norterra Zone 5

A portion of Lot 2 and Right-of-Way as shown on USAA Amended Final Plat recorded in Book 691, page 26, Maricopa County Records (M.C.R.), lying within Section 1, Township 4 North, Range 2 East, of the Gila and Salt River Meridian, Maricopa County, Arizona, more particularly described as follows:

COMMENCING at the southeast corner of said Section 1, a 3-inch Maricopa County (M.C.) brass cap in handhole (B.C.H.), from which the south quarter corner of said section, a 3-inch City of Phoenix (C.O.P.) brass cap in handhole, bears North 89°37'02" West (basis of bearing), a distance of 2674.52 feet, **THENCE** along the east line of said section, North 00°13'09" West, a distance of 2644.80 feet, to the east quarter corner of said section;

THENCE continuing along said east line, North 00°14'41" West, a distance of 670.82 feet;

THENCE leaving said east line, South 89°45'19" West, a distance of 2789.78 feet, to the northerly line of Lot 1 of said USAA Amended Final Plat, the southwesterly line of said Lot 2 and the **POINT OF BEGINNING**;

THENCE along said northerly line and said southwesterly line, North 90°00'00" West, a distance of 1240.17 feet;

THENCE North 45°29'52" West, a distance of 476.39 feet, to the most northerly corner of said Lot 1 and the most westerly corner of said Lot 2;

THENCE leaving said northerly line and said southwesterly line, North 52°37'13" West, a distance of 77.00 feet, to the monument line of Norterra Parkway, as shown on said USAA Amended Final Plat;

THENCE along said monument line, North 37°22'47" East, a distance of 157.90 feet, to the beginning of a curve;

THENCE northeasterly along said curve, having a radius of 955.00 feet, concave northwesterly, through a central angle of 08°02'39", a distance of 134.08 feet, to a point of intersection with a non-tangent line;

THENCE leaving said monument line, South 60°39'52" East, a distance of 77.00 feet, to the northwesterly line of said Lot 2;

THENCE leaving said northwesterly line, South 59°30'59" East, a distance of 283.52 feet, to a point of intersection with a non-tangent curve;

THENCE easterly along said curve, having a radius of 441.99 feet, concave northerly, whose radius bears North 30°40'24" East, through a central angle of 32°40'25", a distance of 252.05 feet, to a point of intersection with a non-tangent curve;

THENCE easterly along said curve, having a radius of 944.93 feet, concave southerly, whose radius bears South 06°49'07" East, through a central angle of 18°04'31", a distance of 298.10 feet, to a point of intersection with a non-tangent curve;

THENCE northerly along said curve, having a radius of 500.00 feet, concave easterly, whose radius bears South 79°30'25" East, through a central angle of 21°03'14", a distance of 183.73 feet, to the curve's end;

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THENCE North 31°32'49" East, a distance of 112.07 feet;
THENCE South 58°27'11" East, a distance of 94.31 feet, to the beginning of a curve;
THENCE easterly along said curve, having a radius of 500.00 feet, concave northerly, through a central angle of 21°22'48", a distance of 186.58 feet, to a point of intersection with a non-tangent line;
THENCE South 79°50'09" East, a distance of 214.68 feet, to the beginning of a curve;
THENCE easterly along said curve, having a radius of 500.00 feet, concave southerly, through a central angle of 16°48'09", a distance of 146.63 feet, to a point of intersection with a non-tangent line;
THENCE South 59°07'46" East, a distance of 135.26 feet;
THENCE South 31°32'49" West, a distance of 422.75 feet, to the **POINT OF BEGINNING**.

Containing 17.3771 acres, or 756,945 square feet of land, more or less.

Subject to existing rights-of-way and easements.

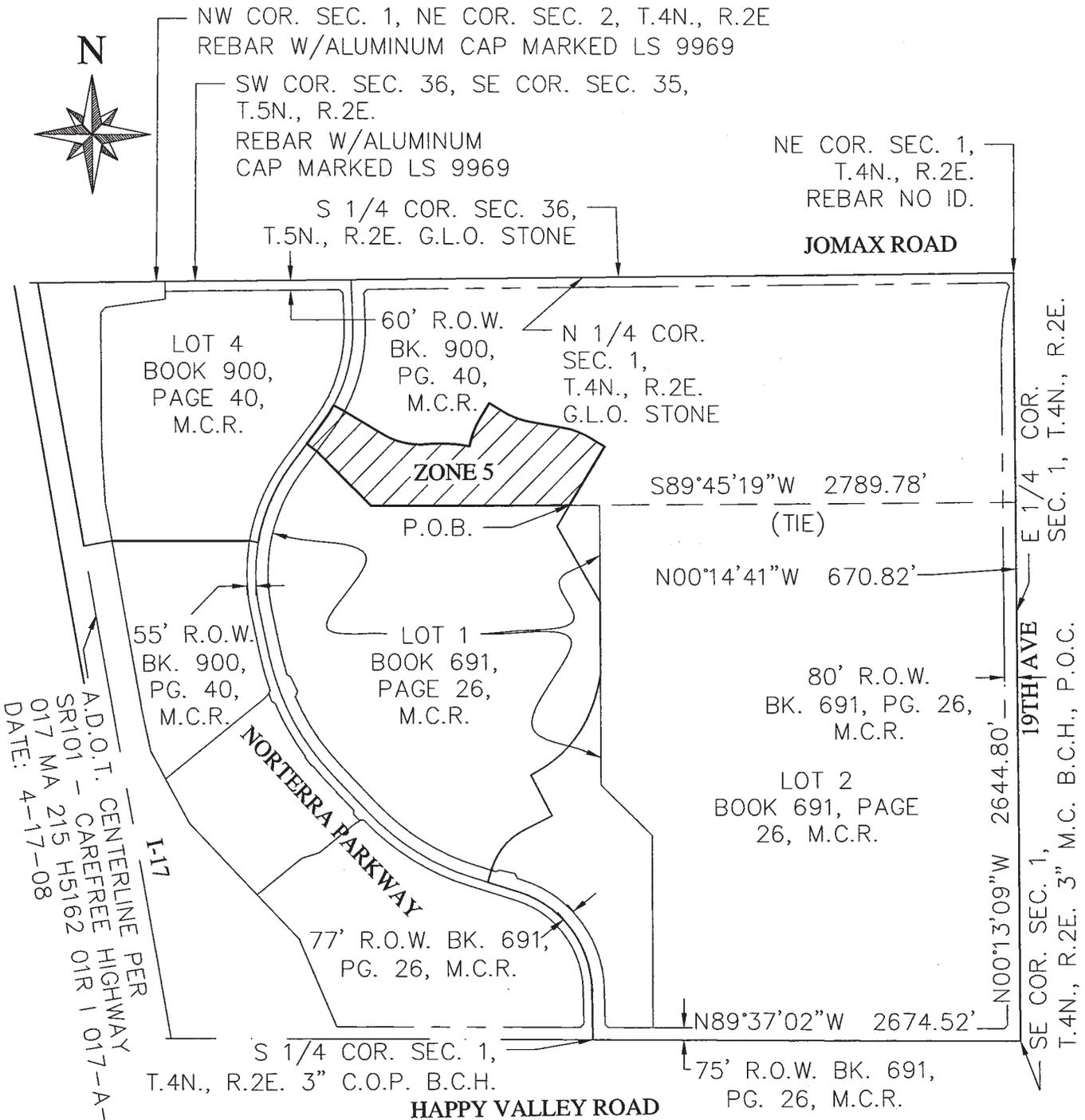
This parcel description is based on said USAA Amended Final Plat, recorded in Book 691, page 26, M.C.R. and other client provided information. This parcel description is located within an area surveyed by Wood, Patel & Associates, Inc. during the month of March, 2015. Any monumentation noted in this parcel description is within acceptable tolerance (as defined in Arizona Boundary Survey Minimum Standards dated 02/14/2002) of said positions based on said survey.

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PARCEL DESCRIPTION USAA Norterra Zone 6

A portion of Right-of-Way and Lot 4 as shown on USAA Unit 1 Final Plat recorded in Book 900, page 40, Maricopa County Records (M.C.R.), and portions of Section 1 and Section 2, Township 4 North Range 2 East, all lying within Section 1 and Section 2, Township 4 North, Range 2 East, of the Gila and Salt River Meridian, Maricopa County, Arizona, more particularly described as follows:

COMMENCING at the southeast corner of said Section 1, a 3-inch Maricopa County (M.C.) brass cap in handhole (B.C.H.), from which the south quarter corner of said Section 1, a 3-inch City of Phoenix (C.O.P.) brass cap in handhole, bears North 89°37'02" West (basis of bearing), a distance of 2674.52 feet, **THENCE** along the east line of said Section 1, North 00°13'09" West, a distance of 2644.80 feet, to the east quarter corner of said Section 1;
THENCE continuing along said east line, North 00°14'41" West, a distance of 2081.96 feet, to the northeast corner of said Section 1;
THENCE leaving said east line, along the north line of said Section 1, also being the south line of Section 36, Township 5 North, Range 2 East, South 89°25'44" West, a distance of 2470.22 feet, to the south quarter corner of said Section 36;
THENCE continuing along said north line and said south line, South 89°26'46" West, a distance of 1674.49 feet, to the monument line of Norterra Parkway, as shown on said USAA Unit 1 Final Plat and the **POINT OF BEGINNING**;
THENCE leaving said north line and said south line, along said monument line, South 02°24'56" East, a distance of 256.31 feet, to the beginning of a curve;
THENCE southerly along said curve, having a radius of 955.00 feet, concave westerly, through a central angle of 39°47'43", a distance of 663.30 feet, to the curve's end;
THENCE South 37°22'47" West, a distance of 320.83 feet, to the beginning of a curve;
THENCE southwesterly along said curve, having a radius of 1100.00 feet, concave southeasterly, through a central angle of 27°16'35", a distance of 523.67 feet, to a point of intersection with a non-tangent line;
THENCE leaving said monument line, North 79°53'48" West, a distance of 55.00 feet, to the southeast corner of said Lot 4;
THENCE along the southerly line of said Lot 4, North 90°00'00" West, a distance of 865.48 feet, to the southwest corner of said Lot 4;
THENCE leaving said southerly line, South 80°00'27" West, a distance of 25.00 feet, to a line parallel with and 25 feet westerly of the west line of said Lot 4;
THENCE along said parallel line, North 09°59'33" West, a distance of 239.89 feet;
THENCE North 03°20'16" West, a distance of 360.07 feet;
THENCE North 00°00'22" East, a distance of 813.73 feet;
THENCE North 41°11'36" East, a distance of 60.13 feet;

Exhibit 13
Legal Description

Parcel Description
USAA Norterra
Zone 6

Revised July 22, 2015
April 30, 2015
WP# 154308
Page 2 of 3
See Exhibit "A"

THENCE North 82°12'31" East, a distance of 366.73 feet;
THENCE North 00°43'06" West, a distance of 84.05 feet, to the north line of said Section 1;
THENCE leaving said parallel line, along said north line, North 89°16'54" East, a distance of 214.28 feet, to the southwest corner of said Section 36;
THENCE continuing along said north line and said south line of said Section 36, North 89°26'46" East, a distance of 978.75 feet, to the **POINT OF BEGINNING**.

Containing 49.1520 acres, or 2,141,060 square feet of land, more or less.

Subject to existing rights-of-way and easements.

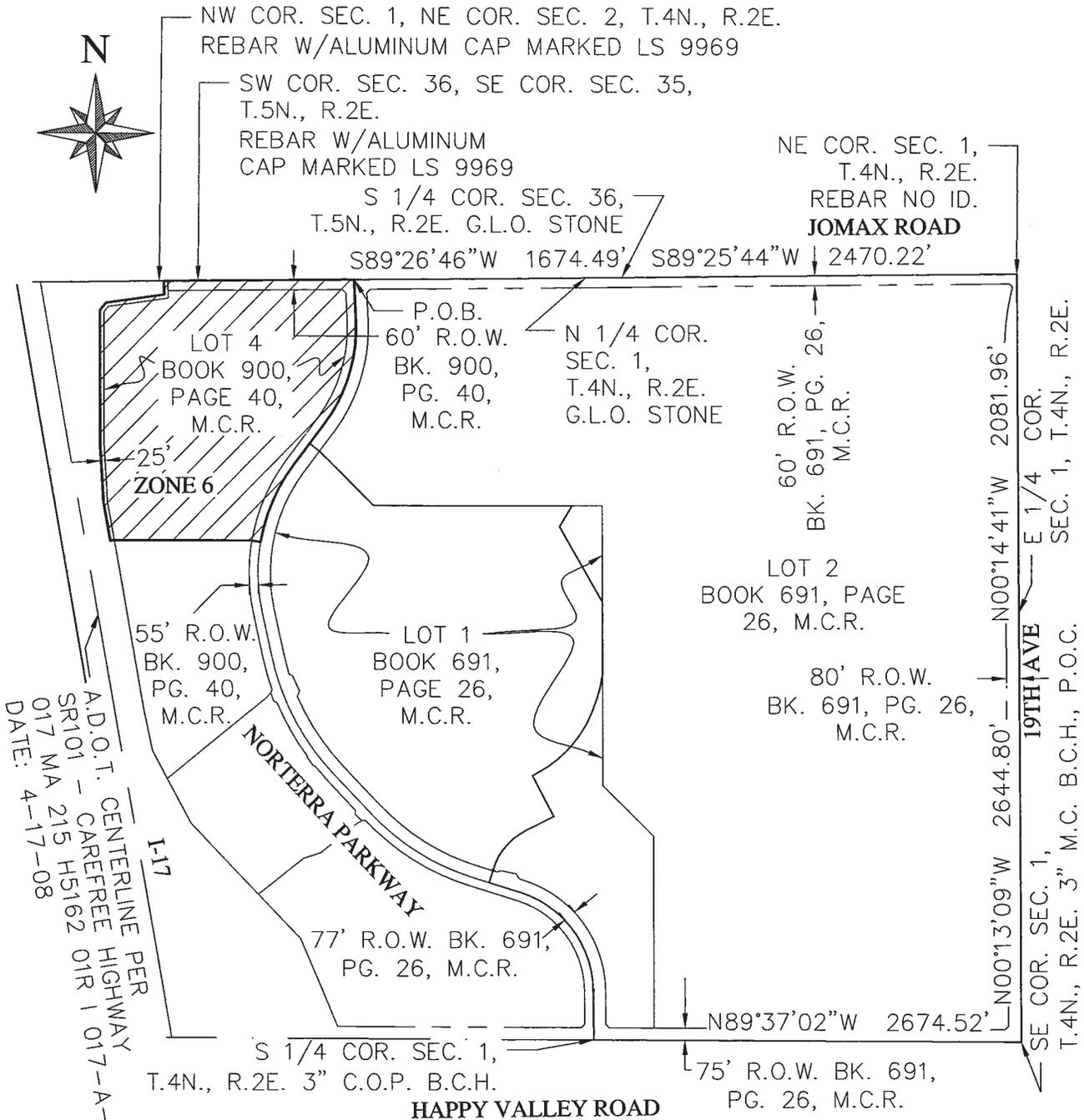
This parcel description is based on USAA Amended Final Plat, recorded in Book 691, page 26, M.C.R. and other client provided information. This parcel description is located within an area surveyed by Wood, Patel & Associates, Inc. during the month of March, 2015. Any monumentation noted in this parcel description is within acceptable tolerance (as defined in Arizona Boundary Survey Minimum Standards dated 02/14/2002) of said positions based on said survey.

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Exhibit 13 Legal Description



WOOD/PATEL
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EXHIBIT "A"
 USAA NORTERRA
 ZONE 6
 REVISED 07/22/15
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 NOT TO SCALE

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American Southwest Desert Plant List

| Trees | |
|----------------------------------|--------------------------------------|
| Botanical Name | Common Name |
| <i>Acacia berlandieri</i> | Guajillo Acacia |
| <i>Acacia farnesiana</i> | Sweet Acacia |
| <i>Acacia shaffneri</i> | Twisted Acacia |
| <i>Acacia stenophylla</i> | Shoestring Acacia |
| <i>Acacia willardiana</i> | Palo Blanco |
| <i>Bauhinia congesta</i> | Anacacho Orchid Treet |
| <i>Cercidium floridum</i> | Blue Palo Verde |
| <i>Cercidium microphyllum</i> | Foothill Palo Verde |
| <i>Cercidium praecox</i> | Palo Brea |
| <i>Chilopsis linearis</i> | Desert Willow |
| <i>Leucaena retusa</i> | Golden Ball Lead Tree |
| <i>Lysiloma candida</i> | Palo Blanco |
| <i>Lysiloma microphylla</i> | Desert Fern (var. <i>thornberi</i>) |
| <i>Olneya tesota</i> | Ironwood |
| <i>Pithecellobium flexicaule</i> | Texas Ebony |
| <i>Pithecellobium mexicanum</i> | Palo Chino |
| <i>Prosopis pubescens</i> | Screwbean Mesquite |
| <i>Prosopis torreyana</i> | Texas Mesquite |
| <i>Prosopis velutina</i> | Honey Mesquite (<i>juliflora</i>) |
| <i>Sophora secundiflora</i> | Mescal Bean |
| <i>Ungnadia speciosa</i> | Mexican buckeye |

| Shrubs | |
|---------------------------------|------------------------|
| Botanical Name | Common Name |
| <i>Acacia constricta</i> | White Thorn Acacia |
| <i>Acacia gratissima</i> | Bee Bush |
| <i>Acacia greggii</i> | Cat Claw Acacia |
| <i>Aloysia lyciodes</i> | Bee Bush |
| <i>Aloysia macrostachya</i> | Sweet Stem |
| <i>Ambrosia ambrosoides</i> | Canyon Ragweed |
| <i>Ambrosia deltoidea</i> | Triangle Leaf Bur Sage |
| <i>Anisacanthus andersonii</i> | Anderson's Honeysuckle |
| <i>Anisacanthus quadrifidus</i> | Flame Honeysuckle |
| <i>Anisacanthus thurberi</i> | Desert Honeysuckle |
| <i>Artemisia ludoviciana</i> | White Sage |
| <i>Asclepias subulata</i> | Desert Milkweed |
| <i>Atriplex canescens</i> | Fourwing Saltbush |
| <i>Atriplex hymenelytra</i> | Desert Holly |
| <i>Atriplex nummularia</i> | Old Man Saltbush |

| Shrubs | |
|---|--|
| <i>Atriplex hymenelytra</i> | Desert Holly |
| <i>Atriplex nummularia</i> | Old Man Saltbush |
| <i>Baccharis sarothroides</i> (male only) | Desert Broom (male only) |
| <i>Berberis haematocarpa</i> | Red Barberry |
| <i>Buddleia marrubifolia</i> | Woolly Butterfly Bush |
| <i>Caesalpinia gilliesii</i> | Desert Bird of Paradise |
| <i>Calliandra californica</i> | Baja Red Fairy Duster |
| <i>Calliandra eriophylla</i> | Fairy Duster |
| <i>Calliandra peninsularis</i> | Baja Red Fairy Duster |
| <i>Canotia holacantha</i> | Crucifixion Thorn |
| <i>Cassia biflora</i> | Twin Flower Cassia |
| <i>Cassia wislizenii</i> | Shrubby Cassia |
| <i>Celtis pallida</i> | Desert Hackberry |
| <i>Cordia boissieri</i> | Anacahuita |
| <i>Cordia parvifolia</i> | Little Leaf Cordia |
| <i>Dalea bicolor</i> (var. <i>argyrea</i>) | Silver Dalea |
| <i>Dalea frutescens</i> | Black Dalea |
| <i>Dalea pulchra</i> | Indigo Bush |
| <i>Dalea versicolor</i> (var. <i>sessilis</i>) | Wislizenus Dalea |
| <i>Dodonaea viscosa</i> | Hopbush (Green variety) |
| <i>Encelia farinosa</i> | Brittlebush |
| <i>Ephedra nevadensis</i> | Boundary Ephedra (var. <i>aspera</i>) |
| <i>Ephedra trifurca</i> | Mormon Tea |
| <i>Ericameria laricifolia</i> | Turpentine Bush |
| <i>Eriogonum fasciculatum</i> | Flattop Buckwheat |
| <i>Erythrina flabelliformis</i> | Southwest Coralbean |
| <i>Euphorbia antisiphilitica</i> | Candelilla |
| <i>Fouquieria splendens</i> | Ocotillo |
| <i>Gutierrezia microcephala</i> | Snakeweed |
| <i>Hyptis emoryi</i> | Desert Lavender |
| <i>Justicia californica</i> | Chuparosa |
| <i>Justicia candidans</i> | Red Justicia |
| <i>Justicia sonora</i> | Palm Canyon Justicia |
| <i>Justicia spicigera</i> | Mexican Honeysuckle |
| <i>Krameria Grayi</i> | White Ratany |
| <i>Krameria parvifolia</i> | Ratany |
| <i>Larrea tridentata</i> | Creosote Bush |
| <i>Leucophyllum candidum</i> | Silver Sage |
| <i>Leucophyllum frutescens</i> | Texas Sage |
| <i>Leucophyllum laevigatum</i> | Chihuahuan Sage |

Appendix A.

American Southwest Desert Plant List

| Shrubs | |
|--------------------------------------|-----------------------|
| Leucophyllum langmaniae | Sierra Madre Sage |
| Leucophyllum pruinatum | Fragrant Sage |
| Leucophyllum revolutum | |
| Leucophyllum zygophyllum | Blue Ranger |
| Lycium berlandieri | Wolfberry |
| Lycium ferontii | Tomatillo |
| Mimosa biuncifera | Wait-a-Minute Bush |
| Mimosa dysocarpa | Velvet Pod Mimosa |
| Psilotrophe cooperii | Paper Flower |
| Rhus microphylla | Desert Sumac |
| Rhus ovata | Sugarbush |
| Rhus trilobata | Skunkbush |
| Rhus virens | Evergreen Sumac |
| Ruellia brittoniana | Britton's Ruellia |
| Ruellia californica | Ruellia |
| Ruellia peninsularis | Blue Sage |
| Salvia chamaedryoides | Chapparal Sage |
| Salvia clevelandii | Autumn Sage |
| Salvia greggii | Mealy Cup Sage |
| Salvia leucophylla | Desert Sage |
| Salvia dorrii | Willow-Leaf Groundsel |
| Tecoma Stans | Yellowbells |
| Trixis californica | Trixis |
| Vauquelinia corymbosa | Narrow-Leaf Rosewood |
| Vauquelinia californica | Arizona Rosewood |
| Viguiera deltoidea | Golden Eye |
| Zizphus obtusifolia (var. canescens) | Greythom |

| Cacti & Succulents | |
|-------------------------------|--------------------------|
| Botanical Name | Common Name |
| Agave spp. - Sample Listing | |
| Agave colorata | Mescal Ceniza |
| Agave parryi | Parry's Agave |
| Agave victoriae-reginae | Royal Agave |
| Agave vilmoriniana | Octopus Agave |
| Agave murpheyi | Murphy's Agave |
| Listing | |
| Aloebarbadensis | Medicinal Aloe |
| Aloe ferox | Tree Aloe |
| Aloe saponaria | Tiger Aloe |
| Aloe mariothii | Tree Aloe |
| Aloe striata | Coral Aloe |
| Cactaceae - Sample Listing | |
| Carnegiea gigantea | Saguaro |
| Dasyliion acrotiche | Green Desert Spoon |
| Dasyliion wheeleri | Sotol, Desert Spoon |
| | |
| Echinocereus fasciculatus | Hedgehog Cactus |
| Echinocereus grusonii | Golden Barrel |
| Ferocactus acanthodes | Compass Barrel |
| Ferocactus wislizenii | Fishhook Barrel |
| Hesperaloe funifera | |
| Hesperaloe parviflora | Red Hesperaloe |
| Lophocereus schottii | Senita |
| Mamillaria microcarpa | Fishhook Pincushion |
| Nolina mataeensis | Tree Bear Grass |
| Nolina microcarpa | Bear Grass |
| Opuntia acanthocarpa | Buckhorn Cholla |
| Opuntia basilaris | Beavertail Prickly Pear |
| Opuntia bigelovii | Teddy Bear Cholla |
| Opuntia engelmannii | Engelmann's Prickly Pear |
| Opuntia fulgida | Chain Fruit Cholla |
| Opuntia leptocaulis | Desert Christmas Cholla |
| Opuntia violacea | Purple Prickly Pear |
| Pachycereus marginatus | Mexican Organ Pipe |
| Stenocereus thurberi | Arizona Organ Pipe |
| Yucca baccata | Banana Yucca |
| Yucca brevifolia | Joshua Tree |
| Yucca elata | Soaptree Yucca |
| Yucca rigida | Blue Yucca |
| Yucca rostrata | Beaked Yucca |

| Groundcovers | |
|------------------------|---------------------------|
| Botanical Name | Common Name |
| Atriplex semibaccata | Saltbush |
| Baccharis (Centennial) | Centennial Baccharis |
| Dalea Greggii | Indigo Bush |
| | |
| Oenothera berlandieri | Mexican Evening Primrose |
| | |
| Oenothera caespitosa | Trailing Evening Primrose |
| Oenothera stubbei | Salttillo Primrose |
| Verbena bipinnatifida | Verbena |
| Verbena goodingii | Gooding's Verbena |
| Verbena tenera | Moss Verbena |

American Southwest Desert Plant List

| Perennial Wildflowers | |
|------------------------------|-------------------------|
| Botanical Name | Common Name |
| Allionia incarnata | Trailing Windmills |
| Argemone platyceras | Prickly Poppy |
| Baileya multiradiata | Desert Marigold |
| Delphinium amabile | Larkspur |
| Dichelostemma pulchellum | Bluesticks |
| Dyssodia pentachaeta | Dyssodia |
| Erigeron divergens | Spreading Fleabane |
| Lotus rigidus | Desert Rock Pea |
| Melampodium leucanthum | Blackfoot Daisy |
| Penstemon baccharifolius | Rock Penstemon |
| Penstemon harbatus | Scarlet Penstemon |
| Penstemon eatonii | Firecracker Penstemon |
| Penstemon palmeri | Palmer's Penstemon |
| Penstemon parryii | Parry's Penstemon |
| Penstemon spectabilis | Royal Penstemon |
| Penstemon superbus | Superb Penstemon |
| Ratibia columnaris | Mexican Hat, Coneflower |
| Senna covesii (Cassia) | Desert Senna |
| Sphaeralcea ambigua | Globe-Mallow |
| Tagetes lemonii | Mount Lemon Marigold |
| Zinnia acerosa | Desert Zinnia |
| Zinnia grandiflora | Rocky Mountain Zinnia |

| Grasses | |
|------------------------|------------------|
| Botanical Name | Common Name |
| Aristida purpurea | Purple Three-Awn |
| Hilaria rigida | Big Galeta |
| Muhlenbergia dumosa | Giant Muhly |
| Muhlenbergia porteri | Bush Muhly |
| Muhlenbergia rigens | Deer Grass |
| Trichachne californica | Cotton-Top |

| Annual Wildflowers | |
|---------------------------|----------------------|
| Botanical Name | Common Name |
| Argemone pleiacantha | Prickly Poppy |
| Eschscholzia mexicana | Mexican Gold Poppy |
| Gaillardia pulchella | Firewheel |
| Kallstroemia grandiflora | Arizona Poppy |
| Layia platyglossa | Tidy Tips |
| Lesquerella gordonii | Yellow Blanket |
| Lupinus arizonicus | Arizona Lupine |
| Lupinus sparsiflorus | Desert Lupine |
| Orthocarpus purpuracens | Owl's Clover |
| Pectis papposa | Chinch Weed |
| Phacelia campaularia | California Blue Bell |
| Plantago insularis | Indian Wheat |
| Salvia Columbariae | Chia |

Appendix B.

Enhanced Desert Plant List

| Shrubs | |
|--|-------------------------|
| Botanical Name | Common Name |
| <i>Ambrosia deltoidea</i> | Bursage |
| <i>Anisacanthus quadrifidus</i> | Mountain Flame |
| <i>Anisacanthus thurberi</i> | Desert Honeysuckle |
| <i>Baccharis 'Starn' Thompson</i> | Dwarf Coyote |
| <i>Bougainvillea species</i> | Bush Bougainvillea |
| <i>Caesalpinia gilliesii</i> | Yellow Bird of Paradise |
| <i>Caesalpinia pulcherrima</i> | Red Bird of Paradise |
| <i>Calliandra eriophylla</i> | Pink Fairy Duster |
| <i>Carissa grandiflora</i> | Natal Plum |
| <i>Dalea frutescens</i> | Black Dalea |
| <i>Dalea pulchra</i> | Indigo Bush |
| <i>Dietes bicoior</i> | Fortnight Lily |
| <i>Dodonaea viscosa</i> | Hopbush |
| <i>Encelia farinosa</i> | Brittlebush |
| <i>Eremophila glabra</i> | Winter Blaze |
| <i>Eremophila hygrophana</i> | Blue Bells |
| <i>Eremophila laanii 'Pink Beauty'</i> | Emu Bush |
| <i>Eremophila maculata</i> | Valentine |
| <i>Ericameria laricifolia</i> | Turpentine Bush |
| <i>Justicia californica</i> | Chuparosa |
| <i>Justicia spicigera</i> | Mexican Honeysuckle |
| <i>Lantana species</i> | Bush Lantana |
| <i>Larrea tridentata</i> | Creosote Bush |
| <i>Leucophyllum species</i> | Sage Varieties |
| <i>Myrtus communis</i> | True Myrtle |
| <i>Nerium oleander varieties</i> | Oleander |
| <i>Penstemon species</i> | Penstemon |
| <i>Rosmarinus officinalis</i> | Upright Rosemary |
| <i>Ruellia species</i> | Ruellia |
| <i>Russelia equisetiformis</i> | Coral Fountain |
| <i>Senna obligata (Cassia o.)</i> | Outback Cassia |
| <i>Simmondsia chinensis</i> | Jojoba |
| <i>Sophora species</i> | Texas Mountain Laurel |
| <i>Tecoma stans</i> | Yellow Bells |
| <i>Tecomaria capensis</i> | Cape Honeysuckle |

| Groundcovers | |
|---|-------------------------------------|
| Botanical Name | Common Name |
| <i>Acacia redolens</i> | Desert Carpet |
| <i>Chrysactinia mexicana</i> | Damianita |
| <i>Convolvulus cneorum</i> | Bush Morning Glory |
| <i>Dalea capitata 'Sierra Gold' TM</i> | Sierra Gold Dalea |
| <i>Eremophila prostrata</i> | Outback Sunrise |
| <i>Euphorbia antisiphilitica</i> | Candelilla |
| <i>Gazania rigens 'Sun Gold'</i> | Gazania |
| <i>Lantana species</i> | Trailing Lantana |
| <i>Oenothera caespitosa</i> | Evening Primrose |
| <i>Oenothera speciosa (O. berlandieri)</i> | Mexican Evening Primrose |
| <i>Rosmarinus officinalis</i> | Huntington Carpet Trailing Rosemary |
| <i>Rosmarinus officinalis 'Prostrate'</i> | Prostrate Rosemary |
| <i>Sphagneticola trilobata (Wedella t.)</i> | Yellow Dot |
| <i>Tetranuris acaulis (Hymenoxys a.)</i> | Angelita Daisy |
| <i>Teucrium chamaedrys</i> | Germander |
| <i>Thymophylla pentachaeta</i> | Golden Dyssodia |
| <i>Burmuda Turf</i> | Turf Species |

Appendix B. Enhanced Desert Plant List

| Trees | |
|-------------------------------|-----------------------------------|
| Botanical Name | Common Name |
| Acacia aneura | Mulga |
| Acacia salicina | Willow Acacia |
| Bauhinia species | Orchid Tree |
| Caesalpinia cacalaco | Cascalole |
| Chilopsis linearis | Desert Willow |
| Chitalpa tashkinensis hybrid | Chitalpa |
| Citrus species | Citrus |
| Cupressus sempervirens | Italian Cypress |
| Dalbergia sissoo | Sissoo |
| Eucalyptus papuana | Ghost Gum |
| Ficus microcarpa nilida | Compact Indian Laurel Fig |
| Fraxinus velutina 'Fantex' | Fantex Ash |
| Jacaranda mimosifolia | Jacaranda |
| Olea europaea (non-fruiting) | Fruitless Olive (S, Hill, Wilson) |
| Olneya tesota | Desert Ironwood |
| Parkinsonia floridum | Blue Palo Verde |
| Parkinsonia hybrid | Desert Museum |
| Parkinsonia praecox | Palo Brea |
| Phoenix dactylifera | Date Palm |
| Pistacia hybrid | Red Push Pistache |
| Prosopis species | Mesquite |
| Pyrus calleryana 'Bradford' | Bradford Pear |
| Quercus virginiana 'Heritage' | Heritage or other varieties |
| Ulmus parvifolia | Evergreen Elm |
| Washingtonia filifera | California Fan Palm |

| Accents | |
|-------------------------|----------------------------|
| Botanical Name | Common Name |
| Agave species | Agave |
| Aloe species | Aloe Varieties |
| Asclepias subulata | Desert Milkweed |
| Carnegiea gigantea | Saguaro |
| Cereus species | Cereus varieties |
| Chamaerops humilis | Mediterranean Fan Palm |
| Dasyliroton acrotriche | Green Desert Spoon |
| Echinocactus grusonii | Golden Barrel Cactus |
| Euphorbia rigida | Gopher Plant |
| Fouquieria splendens | Ocolillo |
| Hesperaloe funifera | Giant Hesperaloe |
| Hesperaloe parviflora | Red or Yellow Yucca |
| Nolina species | Bear grass |
| Opuntia bigelovii | Teddybear Cholla |
| Opuntia engelmannii | Engelmann's Prickly Pear |
| Opuntia ficus-Indica | Indian Fig Prickly Pear |
| Pachycereus marginatus | Mexican Organ Pipe |
| Pedilanthus macrocarpus | Lady Slipper |
| Stenocereus marginatus | Mexican Fence Post |
| Yucca species | Yucca (non-native species) |

| Grasses | |
|--------------------------------------|-----------------|
| Botanical Name | Common Name |
| Bouteloua gracilis | Blue Grama |
| Muhlenbergia capillaris 'Regal Mist' | Muhly Grass |
| Muhlenbergia rigens | Deer Grass |
| Muhlenbergia rigida | Purple Muhly |
| Muhlenbergia rigida 'Nashville' | Nashville Grass |

