

**A C O M A
C O U R T
PLANNED UNIT
DEVELOPMENT**

C A S E Z - 0 6 - 1 7

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City Council Approval:

PRINCIPALS AND DEVELOPMENT TEAM

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TABLE OF CONTENTS

A. PURPOSE AND INTENT	A-1
1. PURPOSE.....	A-1
2. INTENT.....	A-1
3. APPLICABILITY	A-2
B. SITE CONDITIONS AND LOCATION	B-1
1. SURROUNDING USES	B-4
2. EXISTING CONDITIONS	B-6
C. LAND USE PLAN	C-1
1. CONCEPTUAL SITE PLAN	C-1
2. LANDSCAPE AND ARCHITECTURAL CHARACTER.....	C-6
2.1. Landscape and Open Space Character	C-6
2.2. Architectural Character	C-10
3. CIRCULATION	C-17
3.1. Vehicular	C-17
3.2. Pedestrian	C-17
D. GENERAL PLAN CONFORMANCE	D-1
1. CONNECT PEOPLE & PLACES	D-1
1.1. Cores, Centers and Corridors	D-1
1.2. Opportunity Sites.....	D-2
2. STRENGTHEN OUR LOCAL ECONOMY	D-2
2.1. Job Creation.....	D-2
2.2. Entrepreneurs Emerging Enterprises.....	D-3
3. CELEBRATE OUR DIVERSE COMMUNITIES & NEIGHBORHOODS.....	D-4
3.1. Certainty and Character.....	D-4
3.2. Clean Neighborhoods	D-5
4. BUILD THE SUSTAINABLE DESERT CITY	D-5
4.1. Trees and Shade	D-5
E. ZONING AND LAND USE COMPATIBILITY	E-1
1. ZONING AND LAND USE	E-1
F. LIST OF USES	F-1
1. PERMITTED USES	F-1
G. DEVELOPMENT STANDARDS	ERROR! BOOKMARK NOT DEFINED.

1.	ZONING STANDARDS COMPARISON	ERROR! BOOKMARK NOT DEFINED.
2.	PROPOSED DEVELOPMENT STANDARDS.....	ERROR! BOOKMARK NOT DEFINED.
2.1.	Yard, Height and Area Requirements	Error! Bookmark not defined.
2.2.	Large Scale Commercial Retail Development	Error! Bookmark not defined.
H. DESIGN GUIDELINES		H-1
1.	URBAN DESIGN PRINCIPALS.....	H-1
2.	CITY WIDE DESIGN REVIEW GUIDELINES.....	H-2
2.1.	Site Design/Development.....	H-2
2.2.	Building Design/Construction.....	H-3
2.3.	Specialized Uses.....	H-5
I. SIGNS.....		I-1
J. SUSTAINABILITY		J-1
K. INFRASTRUCTURE		K-1
1.	WATER.....	K-1
2.	SEWER	K-1
3.	GRADING AND DRAINAGE	K-1
4.	CIRCULATION	K-2
4.1.	Access and Driveways	K-2
4.2.	Off-street Parking and Loading.....	K-3
4.3.	Queuing Lanes.....	K-4
4.4.	Parking Lot Screening.....	K-4
L. PHASING		L-1
M. EXHIBITS		M-1

LIST OF EXHIBITS

Exhibit B.1 – Regional Context and Vicinity.....	B-1
Exhibit B.2 - Scottsdale Road Corridor Context	B-3
Exhibit B.3- Site Context Aerial	B-5
Exhibit B.4- Existing Improvements	B-7
Exhibit C.1 - Conceptual Site Plan.....	C-3
Exhibit C.2 - Palm Plaza Perspective.....	C-4
Exhibit C.3 - Conceptual Open Space.....	C-5
Exhibit C.4 - Conceptual Retail and Palm Plaza Character.....	C-9
Exhibit C.5 - Conceptual Commercial Character	C-12
Exhibit C.6 - Conceptual Residential Character	C-15
Exhibit C.7 - Conceptual Clubhouse Architectural Character	C-16
Exhibit C.8 - Conceptual Vehicular Circulation.....	C-19
Exhibit C.9 - Conceptual Pedestrian Circulation	C-20
Exhibit D.1 - General Plan	D-7
Exhibit E.1 - Existing Zoning.....	E-3
Exhibit E.2 - Proposed Zoning.....	E-4
Exhibit G.1 – PUD Setbacks	Error! Bookmark not defined.
Exhibit G.2 - PUD Building Height.....	Error! Bookmark not defined.
Exhibit L.1 – Conceptual Phasing	L-2
Exhibit M.1 - Legal Description	M-1
Exhibit M.2 - Context Photos.....	M-10

A. PURPOSE AND INTENT

1. PURPOSE

One of the key challenges in urban planning is the expansion of existing cores. If enough density and market demand exists, cores can be expanded by adding more core. Adding more core without these can unintentionally dilute the value of the existing core as people are drawn to the new and interesting. Another way to expand the value of a core is by developing a district, several unique areas in close proximity that serve different purposes. This is not unlike the development of Scottsdale's Downtown with its distinct areas: Old Town, 5th Avenue, Medical District, Civic Center, Entertainment Center, and Fashion Square. As the Kierland/Scottsdale Quarter grows, we can add new unique components. We are proposing just such an addition - a local serving, live work center: Acoma Court.

Acoma Court is designed to contribute to the vitality of the community core at Kierland/Scottsdale Quarter area adding another great place to live and work with neighborhood gathering places, including dining, and service oriented uses and shopping to support the demands of professional workforce housing and class A office tenants.

2. INTENT

West Valley Properties, Inc. (the "Owner") is the owner of eight (8) contiguous commercial parcels, comprising 14.99 net acres, located along the west side of Scottsdale Road between Thunderbird Road and Acoma Drive in the City of Phoenix, generally known as East Thunderbird Square North and described in Exhibit M.1 - Legal Description ("Property"). The Owner wishes to redevelop the declining commercial property into a mixed use neighborhood center. The Owner and applicants, Espiritu Loci Incorporated and Tiffany & Bosco Law ("Applicant"), are requesting the City rezone the Property to PUD so that it may be redeveloped into a vibrant setting that builds upon the established quality and character found in and around the Kierland/Scottsdale Quarter core.

This PUD application proposes a mixed use neighborhood center of office, retail, entertainment, hotel and residential uses that build on and contribute to the quality and character found throughout the Kierland/Scottsdale Quarter area of north Phoenix. The

intention is not to create another Kierland Commons, but rather to add to the urban fabric by creating a quality setting with a vibrancy of activity, a neighborhood hub, concentrated around a core plaza where office, retail, and residential uses benefit from close proximity to each other. We call this setting Acoma Court (“Project”). Like the Kierland Commons and Scottsdale Quarter, Acoma Court has an urban open space at its core surrounded by social-interaction supporting uses. The open space, dining and supporting retail uses create a space that attracts and retains office users and supports knowledge workers with a live work setting.

At the core the palm plaza is the defining character of the Project with over 100 palms filtering sunlight and creating shadow patterns around Sapporo (a chic dining destination) and other restaurants with adjacent residential, office and retail uses framing the space. In the evening these palms are up-lit offering a subtle glow in the plaza and picturesque setting along Scottsdale Road. The regular spacing of palms in a grove-like pattern defines the space. Entry drives, parking and seating areas are designed to appear to work around the tree pattern as new additions, not interrupt what will appear to be the historic tree pattern.

This proposal lays the groundwork for a quality, mixed use development designed around a community activating plaza. Acoma Court will provide an attractive setting for corporate office users and hotel guests, residences for knowledge workers and opportunities for supporting retail. This urban life is all concentrated around an iconic community plaza which embraces a vibrancy that changes throughout the day.

3. APPLICABILITY

A Planned Unit Development (“PUD”) is intended to be a stand-alone document of zoning regulations for a particular project. Section 671 of the City of Phoenix Zoning Ordinance allows for the creation of development standards specific to the context of a property by a PUD. The PUD is comprised of project specific zoning regulations, including permitted uses, conditions/limitations, development standards, building heights, landscaping, outdoor storage, driveway locations and signage.

This PUD includes substantial background information to help illustrate the intent of the development. The purpose and intent statements are not requirements that will be enforced by the City of Phoenix (“City”). The PUD only modifies zoning ordinance regulations and does not modify other City Codes or requirements.

This PUD provides the regulatory zoning provision designed to guide the implementation of the overall development plan through the City development review and permit process. The provisions provided within this PUD shall apply to all property

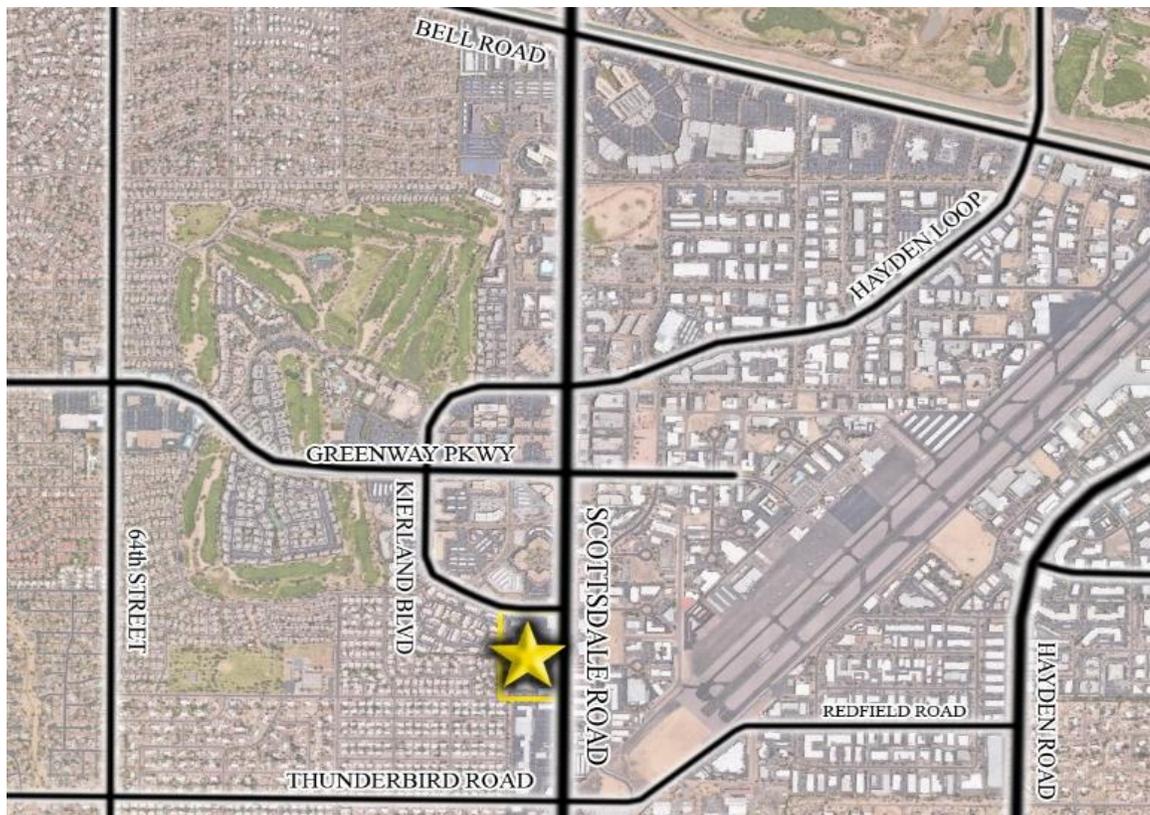
within the PUD project boundary (see Exhibit M/1 - Legal Description). The zoning and development standards provided herein amend various provisions provided by the City of Phoenix Zoning Ordinance (as adopted and periodically amended). In the event of a conflict between a use, a development standard, or a described development procedure between the City of Phoenix Zoning Ordinance and the PUD, the PUD shall prevail. Provisions not specifically regulated by the PUD are governed by the zoning ordinance.

B. SITE CONDITIONS AND LOCATION

The Kierland region has seen significant growth and investment from as far north as Bell Road and south to Thunderbird Road. Kierland Commons (along with the Westin Kierland Resort) and Scottsdale Quarter anchor the region (Kierland/Scottsdale Quarter core) and set a standard for quality that is transforming the corridor. Built on integrated uses, including retail, restaurants, hotel, office and residential, among others, the vibrancy of the area transforms throughout the day. The walkable character, the active plaza spaces, and the mix of day and night-time users creates a setting for a thriving place to live.

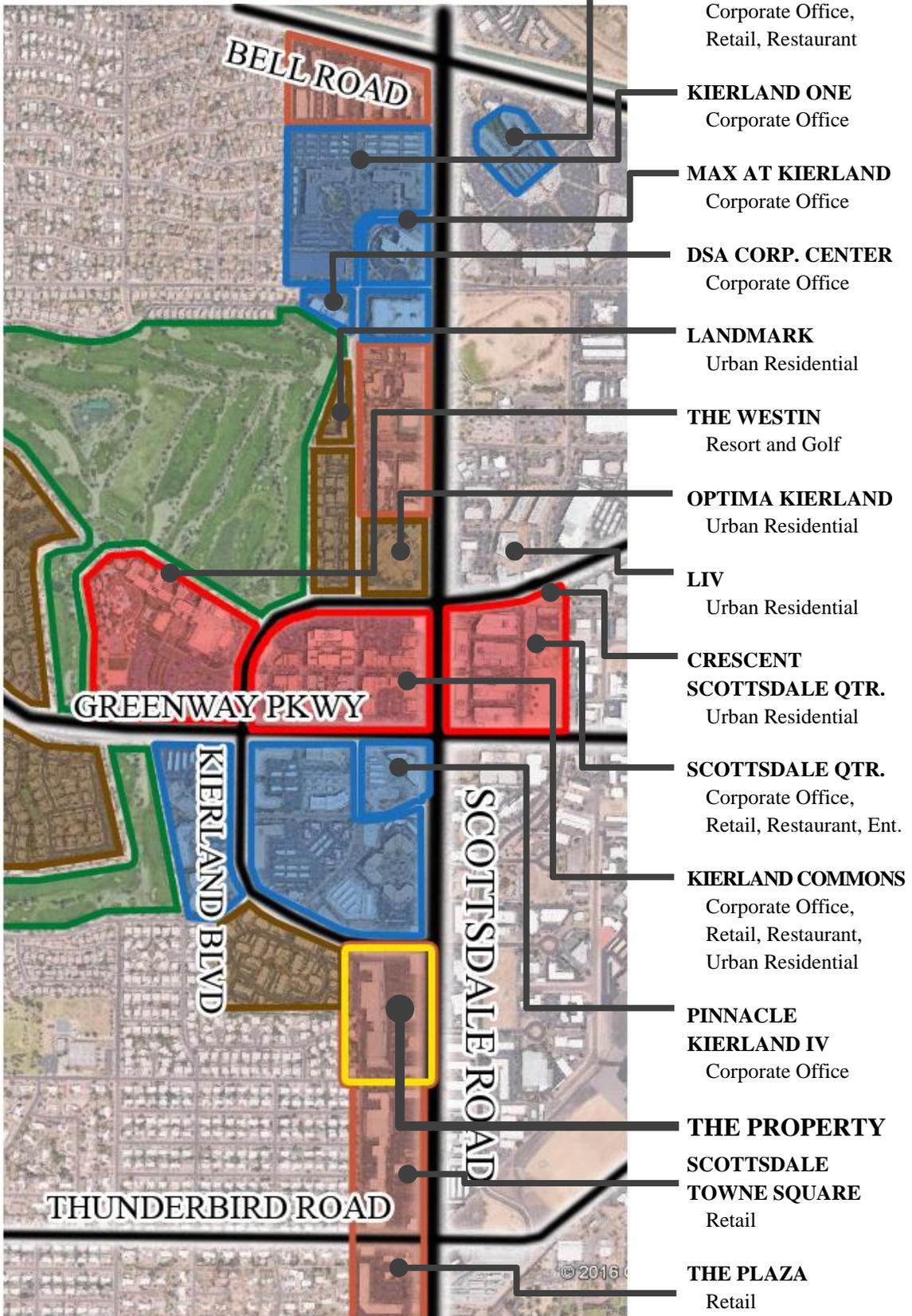
The Property is located along the west side of Scottsdale Road between Thunderbird and Greenway Roads (see Exhibit B.1 – Regional Context and Vicinity). Hayden Loop meets Kierland Boulevard at Scottsdale Road north of Greenway Parkway. Kierland Boulevard loops around Kierland Commons, passes The Westin Kierland Resort and continues south of Greenway Parkway turning into Acoma Drive where it touches the northern border of the Property. This roadway loop connects the Property with the greater regional system.

EXHIBIT B.1 – REGIONAL CONTEXT AND VICINITY



While The Westin Kierland, Kierland Commons and Scottsdale Quarter are staples in the region, corporate campuses, hotels and high-end multi-family homes contribute and enhance the place making along the Scottsdale Road corridor. This includes Kierland One, Max at Kierland, DSA Corporate Center, Pinnacle at Kierland (I-IV) corporate campus settings, along with urban residential settings including liv North Scottsdale, Crescent Scottsdale Quarter, Plaza Lofts, Landmark and, currently under construction, Optima Kierland (see Exhibit B.3- Site Context).

EXHIBIT B.2 - SCOTTSDALE ROAD CORRIDOR CONTEXT

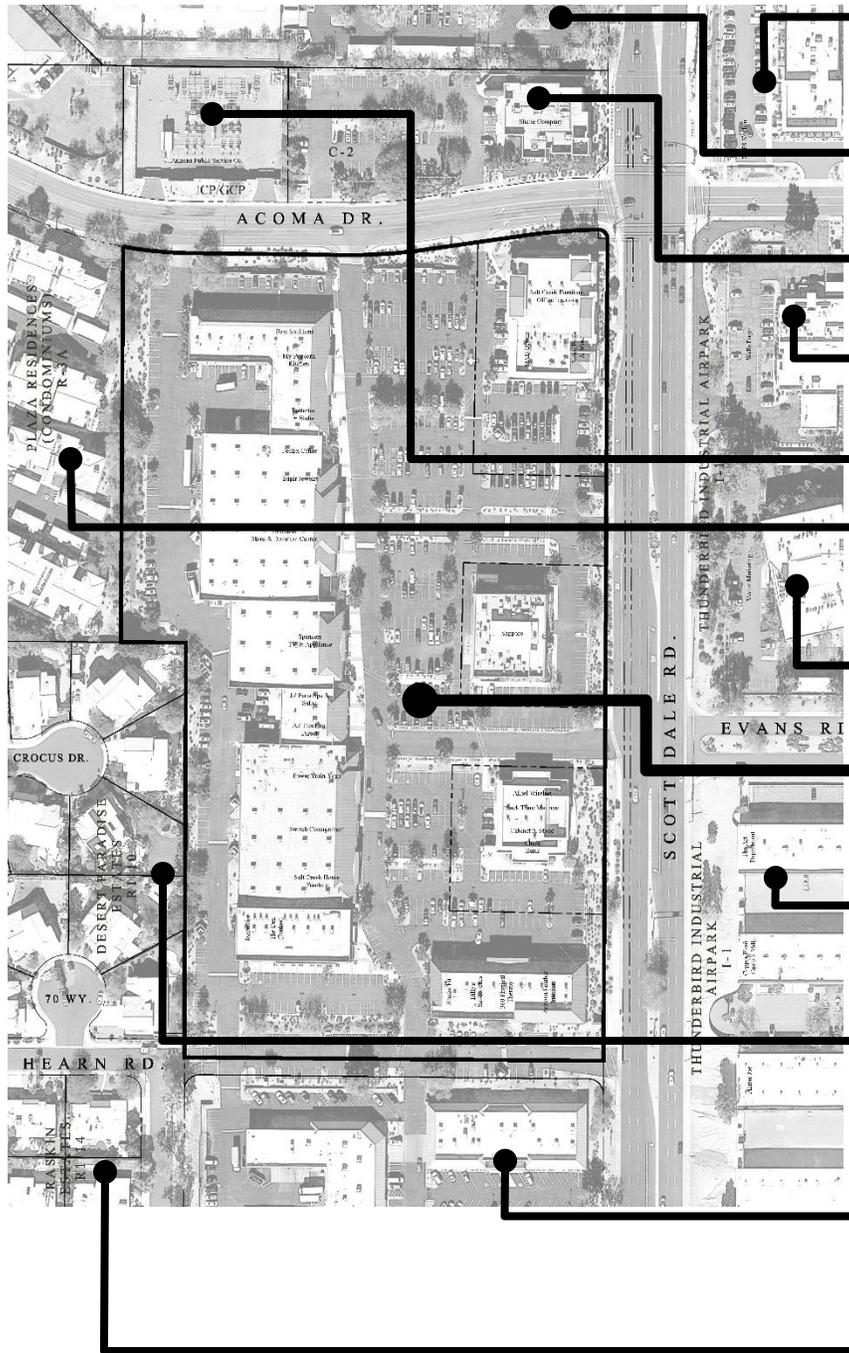


1. SURROUNDING USES

The Property is bounded by Acoma Drive to the north; Scottsdale Road to the east; Hearn Road (a shared private drive) to the south; and two (2) residential neighborhoods bound the west - Desert Paradise Estates along the south half and Plaza Residence A Condominiums along the north half. The following surround the Property (see Exhibit B.3- Site Context):

- North, across Acoma Drive, is Pinnacle in Kierland, a corporate office center, Shane Company, a jewelry retailer, and an APS sub-station
- East, across Scottsdale Road (and in the City of Scottsdale) are Wells Fargo bank, Orion Research, a corporate office building, and Thunderbird Industrial Airpark, a complex including a mix of retail, office and industrial users
- South, across a shared drive along the Hearn Road alignment is Scottsdale Towne Square, a recently remodeled retail shopping center with tenants including RA Sushi Bar, Firestone Complete Autocare, AZ Airtime, Taco Bell, Burger King, Natural Grocers and BMO Harris Bank
- West of the property are two residential neighborhoods
 - Along the northern half is Plaza Residence A, a 348 unit condominium community
 - Along the southern half, five (5) single-family detached homes share a common wall lot line with the Property; these homes are in the Desert Paradise Estates subdivision built in the mid-1990's
 - Further southern is Raskin Estates, a subdivision platted in 1960
 - An un-maned gate deters cut-through traffic from Scottsdale Road through the Property to the residential portion of Hearn Road while allowing short-cut access for the neighboring residences to the Property and emergency egress

EXHIBIT B.3- SITE CONTEXT AERIAL



- THUNDERBIRD INDUSTRIAL AIRPARK 2**
Retail (I-1)
- PINNACLE IN KIERLAND**
Corporate Office (PCD)
- SHANE COMPANY**
Retail (C-2 PCD)
- WELLS FARGO**
(I-1)
- APS SUBSTATION**
- PLAZA RESIDENCE**
MF Residential (R-3A PCD)
- ORION RESEARCH**
(I-1)
- THE PROPERTY**
Retail (C-2 PCD)
- THUNDERBIRD INDUSTRIAL AIRPARK**
Retail / Office (I-1)
- DESSERT PARADISE ESTATES**
SFD Residential (R1-10)
- SCOTTSDALE TOWNE SQUARE**
Retail (PSC)
- RASKIN ESTATES**
SFD Residential (R1-14)

2. EXISTING CONDITIONS

The Property consists of eight (8) parcels comprising approximately fifteen (15) acres along the west side of Scottsdale Road between Hearn Road and Acoma Drive (see Exhibit M.1 - Legal Description). In 1991, the Property was zoned C-2 PCD. Five (5) buildings total approximately 157,000 square feet of retail, office and entertainment space. The Property along with the commercial parcels to the south were the major commercial/retail centers of the Scottsdale Airpark area. With new retail centers along the Loop 101 freeway frontage east of the airport and the addition of the Scottsdale Promenade, Kierland Commons and Scottsdale Quarter, the center has faced heavy retail competition. While it has declined with age, current tenants include Goodwill, Salt Creek Home Furniture, Salt Creek Office Furniture, Spencer's TV and Appliance, Chase Bank, Arizona Leather Interiors, Arizona Flooring Direct, Mad Greens, Sauce and Sapporo among others.

A continuous commercial structure extends the length of the west boundary (see Exhibit # - Existing Improvements). This strip-mall building is a tall single-story big-box type structure and is home to Goodwill, Salt Creek Home Furniture and Spencer's TV and Appliance. At the south end, a second level hosts office users as well. Service, delivery and semi-truck access loops behind the building along the western property line and is buffered only by a narrow landscape band.

Four (4) buildings line Scottsdale Road (see Exhibit B.4- Existing Improvements). . A furniture showroom and two (2) restaurants, Mad Greens and Sauce, hold the corner of Scottsdale Road and Acoma Drive being setback fourteen (14) feet from the property line. North of the primary entry drive is a flagship tenant, Sapporo. It is a teppanyaki and sushi restaurant described as "upscale Japanese," located in the heart of the Property which has undergone recent renovations and is a popular happy hour and dinner destination. The liner parking visible from Scottsdale is attractive for guests looking to dine. South of the entry, housed in a single structure are Chase Bank, Alltel Wireless, a mattress store and a cabinet store. Parking is a bit challenging here in that one must drive all the way in to the shopping center before looping back to park near the retailer entrances. Arizona Leather Interiors fronts Scottsdale Road in the furthest south building. Behind it, tenants include Studio Fit, Dilly's Sandwiches and 360 Physical Therapy.

Traffic arrives to the property from Scottsdale Road and Acoma Drive. A primary driveway entry is located at the Evans Road alignment where at a median break allows full movement. This driveway forces all traffic to the drive aisle in front of the west building. North of Sapporo, a secondary entry allows for right-in / right-out traffic.

Multiple connections to the driveway allow for quick and easy access to the tenants north and south of this alignment.

Three (3) driveways are accessed via Acoma Drive. Of these, two (2) enter into the guest parking fields and one (1), along the west boundary, is primarily for trash service, delivery, semi-truck loading dock access, employee parking and back of house cut-through traffic.

Additional minor access to the Property is via the shared drive at the south end of the Property along the Hearn Road alignment. A right-in / right out driveway is located at Scottsdale Road. An un-maned gate allows local residents access to the Property while preventing un-welcome cut-through traffic from the shopping centers into the residential neighborhood.

EXHIBIT B.4- EXISTING IMPROVEMENTS



BIRDS-EYE PERSPECTIVE LOOKING NORTHWEST

C. LAND USE PLAN

One of the key challenges in urban planning is the expansion of existing cores. If enough density and market demand exists, cores can be expanded by adding more core. Adding more core without these can unintentionally dilute the value of the existing core as people are drawn to the new and interesting. Another way to expand the value of a core is by developing a district, several unique areas in close proximity that serve different purposes. This is not unlike the development of Scottsdale's Downtown with its distinct areas: Old Town, 5th Avenue, Medical District, Civic Center, Entertainment Center, and Fashion Square. As the Keirland/Scottsdale Quarter grows, we can add new unique components. We are proposing just such an addition - a local serving, live work center: Acoma Court.

Acoma Court is designed to contribute to the vitality of the community core at Keirland/Scottsdale Quarter area adding another great place to live and work with neighborhood gathering places, including dining, and service oriented uses and shopping to support the demands of professional workforce housing and class A office tenants.

1. CONCEPTUAL SITE PLAN

At the heart of the Conceptual Site Plan for Acoma Court is the palm plaza (see Exhibit C.1 - Conceptual Site Plan). The plaza includes a grove of 100 date palms which surround Sapporo, an existing chic and successful dining spot (see Exhibit C.2 - Palm Plaza Perspective). On the edges of the plaza, ground floor retail uses add to the activity. These spaces will likely include successful restaurants already on the Property such as Sauce, Dilly's Deli, My Popcorn Kitchen and Mad Greens; as well as supporting retail already on the Property such as FedEx, Caesar's Jewelry, Batteries Plus, and Chase (see Exhibit C.3 - Conceptual Open Space). Surrounding the plaza, are commercial and residential buildings. The mid-rise commercial buildings are generally along the Scottsdale Road frontage and the southern border with mid-rise residential buildings on the west. If market demand permits, Acoma Court may also include a hotel component on the northeast corner of the Property. The hotel would support the residential units that do not often include guest bedrooms as well as the business tenants housing out of area business guests. These uses add vitality to the plaza and the nearby Keirland/Scottsdale Quarter Core. The mix of uses also adds to the vibrancy of the plaza with workers in the filtered shade of the grove enjoying mid-day lunch and the residents and hotel guests enjoying the plaza while dining in the evening under the glow of the lighted trees. And, with the addition of a coffee shop or

breakfast house, both users will quietly interact while waiting in line for a cup in the morning.

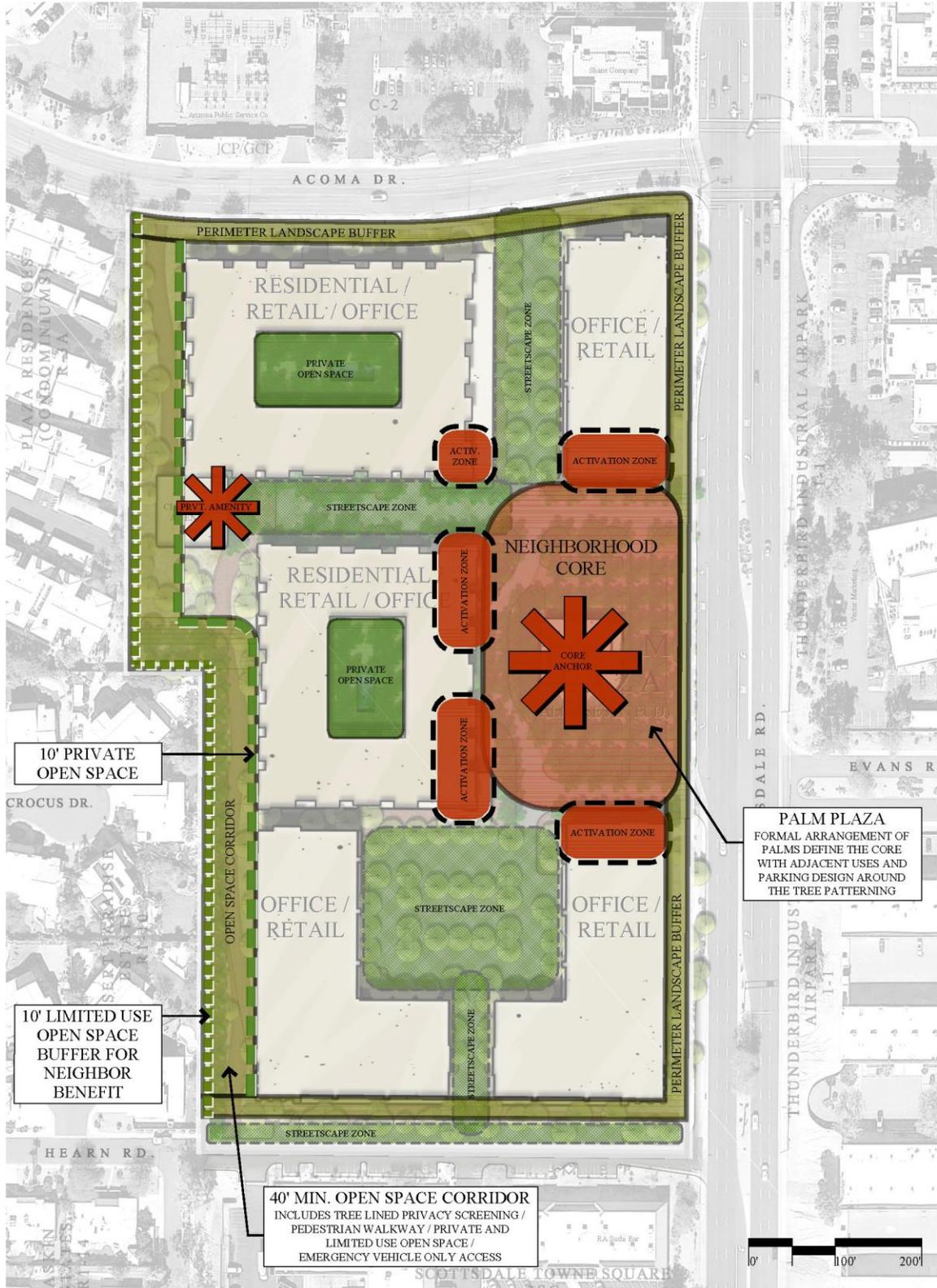
EXHIBIT C.1 - CONCEPTUAL SITE PLAN



EXHIBIT C.2 - PALM PLAZA PERSPECTIVE



EXHIBIT C.3 - CONCEPTUAL OPEN SPACE



2. LANDSCAPE AND ARCHITECTURAL CHARACTER

The proposed architectural and landscape character is designed to build on the existing themeing set by the core area (Keirland/Scottsdale Quarter). Palm groves, engaging ground level spaces, manicured plantings, and organic open space buffers make up the landscape palette. The architectural character is also inspired by the contemporary architecture of the two commercial centers at the core, the office buildings just to the south of them, the residential just to the north, and the Westin Resort.

2.1. LANDSCAPE AND OPEN SPACE CHARACTER

2.1.1. Palm Plaza

The palm plaza is a grove of approximately 100 Date Palms surrounding Sapporo. The palm canopy is lighted at night making the whole plaza glow while during the day it provides filtered light to the space below (see Exhibit C.4 - Conceptual Retail and Palm Plaza Character). Like other palm groves found in this core area, the palms will be geometrically arranged. The palm canopy provides enclosure to the space, like a roof on large, ancient hypostyle halls. At the ground level, the paving will be designed as a European plaza with parking spaces, outdoor dining and walkways all intertwining under the palms above. The paving will allow for a high degree of flexibility in programing the plaza space, allowing valet stands to pop up just as easily as Sunday morning farmers' markets, and food trucks on Thursday nights. The palm plaza is a significant feature of the open space plan comprising approximately ten percent (10%) of the total Property area.



2.1.2. Open Space Corridor

The open space corridor is strategically positioned along the west boundary of the Property to provide a buffer and transition to the adjacent residential neighborhoods. This sixty (60) foot wide corridor includes a band of densely planted perimeter/buffering landscape, emergency access and a narrow band of private open space along the building frontage. The perimeter/buffer landscape band is designed to create a screen of greenery composed of alternating Date Palm and Palo Brea trees to preserve backyard privacy even from upper levels of the proposed buildingsC4. In the middle of the corridor, shrubs carpet the ground and a path provides emergency access for fire vehicles, which doubles as a jogging path by day. At the base of the buildings, a narrow band of private open space includes outdoor patios and courts to encourage indoor/outdoor living and

provide “eyes” on the park-like space for increased safety and security. In the north half of the Property, the open space corridor is accented by a club house/recreational space providing even more “eyes” on the park-like space.

The open space corridor is open for use by Acoma Court residents and tenants as well as the residents in the adjacent residential parcels. Existing residential property immediately adjacent to the open space corridor may have access to the space via private pedestrian gates (if so desired).

The open space corridor is a significant feature of the open space plan comprising approximately nine percent (9%) of the total Property area.

2.1.3. Perimeter Open Space

The perimeter open space has three (3) distinct characters. The first is the perimeter/ buffering landscaping band described above, along the west edge of the Property against the adjacent residential uses. This is a dense planting of tall vegetation to provide a transition between the uses.

The second distinct character is the landscape along the southern boundary. This vehicle access way includes parking and refuse enclosures on both sides of the drive currently. We propose enhancing the desert vegetation along the north boundary, and removing the free-standing trash enclosures in this area on our Property. A sidewalk will continue to provide access from Scottsdale Road to Hearn Road along this alignment, but the parking on the north side may be removed or reconfigured to relate to the uses in the adjacent buildings.

The third distinct character is the landscape along Scottsdale Road and Acoma Drive between the roadways and proposed buildings. In these areas the buildings are designed to engage the roadways architecturally, often incorporating outdoor patios or courts⁴. While these are not seen as retail shopping streets or frontages nor as residential front doors, the intent is to provide an interesting, varied and shaded urban walking environment. The plant palette along Acoma will complete the character established by the adjacent residential parcel and complement the parcel to the north so that it appears as a complete streetscape design. Along Scottsdale Road, the landscape palette is less defined on the City of Scottsdale side of the road, so this Property will provide a transition in the palette from the character established by the adjacent parcels to the north and south, accented by the palm plaza in the middle of the frontage coming right out to the roadway.

These open spaces are not significant features of the open space plan, but rather are used to blend the existing character of the area into the Property, buffering or screening some areas and completing other streetscapes.

2.1.4. Private Open Space

In addition to the private open space described above in the Open Space Corridor section above, there are private spaces found throughout the Property. In residential buildings, these will likely take the form of courtyards on upper levels, surrounded by (or partially surrounded by) buildings. These spaces act as private common amenities for the residents and guests in each building. In addition to these there are private out door spaces in the form of residential or commercial balconies to encourage when practical indoor/outdoor living that our region is so well known for.

2.1.5. Streetscape Zones

Within the Property the building forms are set up on a lot and block grid with internal private roadways between many of the buildings. Adjacent uses do not permit these internal streets to continue in all directions, but the Conceptual site plan links them together with other similarly scaled open spaces to create a connected network of open space and pedestrian routes. The streetscape zones in the form of linear streets or plazas like the palm plaza or the one between the commercial buildings on the south end of the site, typically appear to be tree lined streets with various forms of parking on either side and sidewalks along the building frontages. Sidewalks may be attached to the buildings and curbs or separated by planting beds and tree wells. The landscape palette in these areas includes upright trees (for a street tree appearance) and densely planted manicured understory of shrubs in areas that are not paved.

EXHIBIT C.4 - CONCEPTUAL RETAIL AND PALM PLAZA CHARACTER



2.2. ARCHITECTURAL CHARACTER

2.2.1. Retail

Retail uses within and around the palm plaza are designed to engage pedestrians. Design elements here include shade canopies, outdoor dining patios at corners and floor to ceiling glass to display goods or services for sale. Architectural character is inspired by the retail storefronts of Kierland and Scottsdale Quarter as shown on the Exhibit C.4 - Conceptual Retail and Palm Plaza Character. As ground level elements of larger buildings, the architectural character is influenced by the character of the greater building, but may take on unique qualities to express the character of the individual tenant as well.

On internal streets not surrounding the palm plaza, ground level uses may be semi-public incorporating office, meeting space, fitness and social spaces that are not truly retail. These spaces on the ground level along internal streets will still have a retail architectural character, providing an engaging pedestrian experience. Retail uses may exist but are not required above the ground level.

2.2.2. Office

Mid-rise (eight story) office/commercial buildings are anticipated along Scottsdale Road and the south boundary. These background urban buildings will support the character and quality of the Kierland/Scottsdale Quarter core area (see Exhibit C.5 - Conceptual Commercial Character). Built in materials and styles similar to the office/commercial buildings found south of Kierland Commons, along Scottsdale Road, and integrated into the Quarter, these buildings will provide most of the detailing at the ground level, along the interior streets and at lobbies where the buildings engage the public. Lighting may be incorporated into the facades of these buildings, particularly surrounding the palm plaza to add to the nighttime placemaking.

Because of parking requirements, much of the on-site parking may be accommodated in structured parking designed to appear like the building itself. This creates the need for half of the ground level to be “dark” (without active uses behind the glass). This is not unlike an office building at the Camelback Esplanade which incorporates parking on its first four levels. Typically, these dark walls will be oriented toward the major arterial streets (perimeter) where pedestrian engagement is low providing active uses along the internal-pedestrian engaging street frontages.

Refuse, Recycling and Utilities to the extent possible will also be handled within the envelope of the office/commercial building with access doors and panels in

the building façade as needed, architecturally incorporated and at locations that generally do not detract from the activity of the palm plaza.

To be able to support the commercial activity of the palm plaza without direct Scottsdale Road frontage, signage for individual tenants in and around the palm plaza or along internal streets may be transferred to the building facades and street frontage along Scottsdale Road.

EXHIBIT C.5 - CONCEPTUAL COMMERCIAL CHARACTER



2.2.3. Residential

Mid-rise (seven story) residential buildings are anticipated along Acoma Drive and the western area of the Property. These background urban buildings will support the character and quality of the Kierland/Scottsdale Quarter core area (see Exhibit C.6 - Conceptual Residential Character). Built in materials and styles similar to the contemporary condo buildings found in and north of Kierland Commons, in old Town Scottsdale, and integrated into the Quarter, these buildings will provide most of the detailing at the ground level, along the interior streets and at lobbies where the buildings engage the public. Private balconies and structured parking will likely be common elements in these multi-level multi-family residential buildings.

Because of parking requirements, much of the on-site parking may be accommodated in structured parking designed to appear like the building itself. This creates the need for much of the ground level to be “dark” (without active uses behind the glass). This is not unlike the other residential buildings described above. Typically, these dark walls will be oriented toward the major arterial streets (perimeter) or the open space corridor where pedestrian engagement is low providing active uses along the internal pedestrian-engaging street frontages.

Refuse, Recycling and Utilities to the extent possible will also be handled within the envelope of the office/commercial building with access doors and panels in the building façade as needed, architecturally incorporated and at locations that generally do not detract from the activity of the palm plaza.

To be able to support the leasing activity and have the buildings directly engage the palm plaza without direct arterial road frontage, signage for individual multi-family buildings may be transferred to the building facades and street frontage along Scottsdale Road or Acoma Drive.

2.2.4. Recreational

Low-rise (1-3 story) recreational building(s) (clubhouse, gym, amenity, etc.), is anticipated along the open space corridor in the north part of the Property. This facility may house public or private recreational uses to activate and look over the open space corridor along the western edge of the property. Seen as an iconic building, it is anticipated to have large windows to the open space corridor, roof top decks, connectivity on the ground level, and a street presence at the front door. The architectural style will be similar to or inspired by the Mid-Century Modern images shown on Exhibit C.7 - Conceptual Clubhouse Architectural Character.

2.2.5. Hotel

Hotel or hospitality building may be possible on the northeast corner of the property. This proposal includes an option for a hotel/hospitality use at this location. The hotel's architectural character will be similar to the residential character described above for the guest rooms portion of the building and the office character described above for the meeting, dining and operational portions of the building. While the building may engage Scottsdale Road, its main entry is anticipated to be off of the Palm Plaza or the internal streets.

EXHIBIT C.6 - CONCEPTUAL RESIDENTIAL CHARACTER

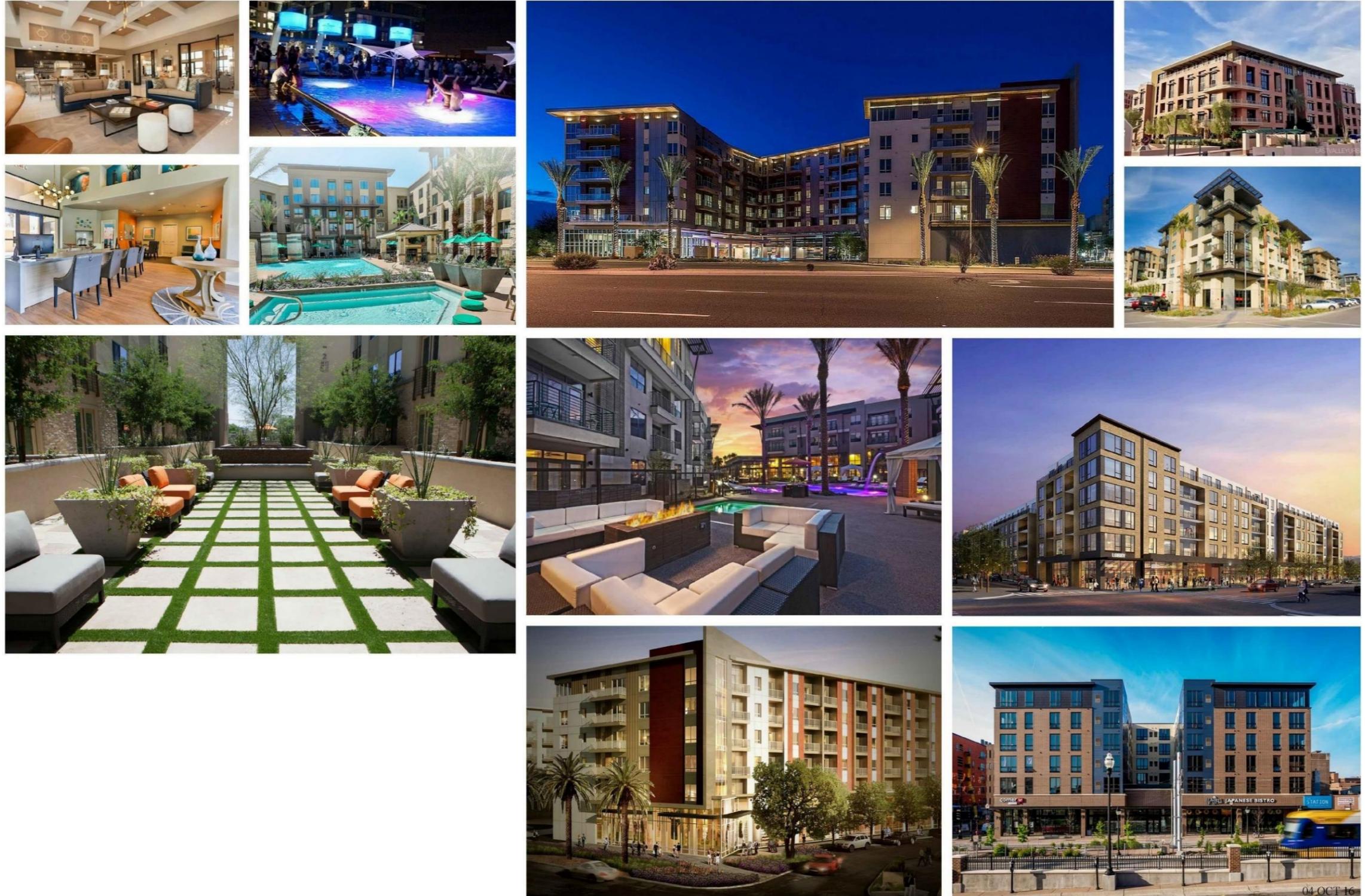
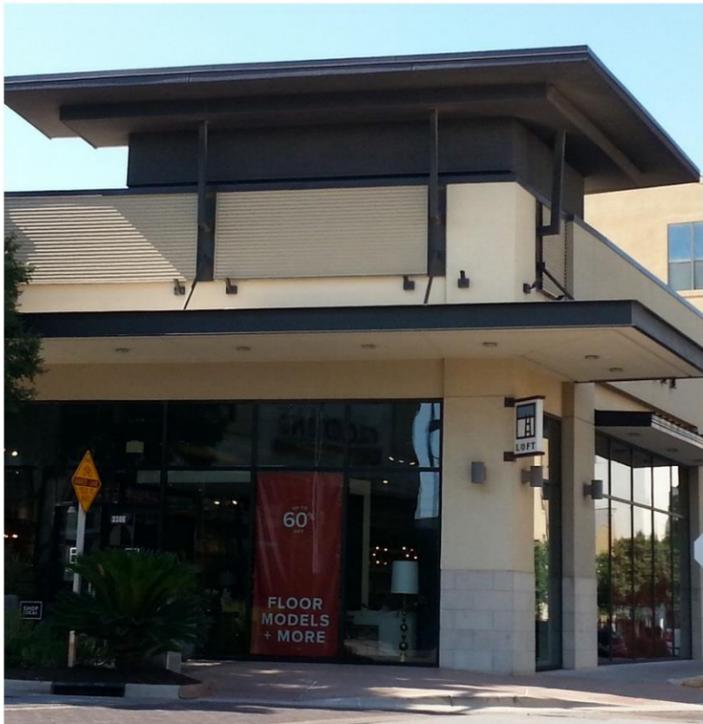


EXHIBIT C.7 - CONCEPTUAL CLUBHOUSE ARCHITECTURAL CHARACTER



3. CIRCULATION

3.1. VEHICULAR

Regional vehicular circulation to the site remains unchanged by this proposal. Along Scottsdale Road, the signalized intersections at Acoma Drive and full movement intersection at Evans Road continue to provide the major vehicular access to the Property with two existing right-in/right-out access points continuing to service the site. The northern most right-in/right-out access point is moved north slightly to accommodate the buildings and block spacing, forming the north edge of the palm plaza. Three (3) full movement access drives currently serve the Property from Acoma Drive. The western most will be converted to an emergency access drive, the other two will be adjusted slightly to align with the driveway spacing on the parcel north of the Property (see Exhibit C.8 - Conceptual Vehicular Circulation).

Internal to the project, the buildings will be connected by private drives that are designed to appear and function as two lane streets with parking (in various forms) on either side, street trees, street furniture and sidewalks (see Exhibit C.9 - Conceptual Pedestrian Circulation) typically on either side.

3.2. PEDESTRIAN

In any good pedestrian network, one needs both connections and destinations. The proposed side plan has both in abundance. In addition to the sidewalks currently provided along Scottsdale Road and Acoma Drive, the conceptual circulation plan (see Exhibit C.9 - Conceptual Pedestrian Circulation) adds pedestrian routes around and between each building. In most cases these routes appear like sidewalks along private drives with parking and street trees. In the open space corridor, the pedestrian access takes on a more trail like quality (the perimeter corridor trail), doubling as the emergency access route and surface. Pedestrian routes along the private drives may be accented by street furniture, building canopies, neighborhood posting boards, private patios, seating, trash receptacles, planters, tree grates, lighting and accented building entrances. A five (5) foot wide pathway will weave through these urban sidewalk elements. Similarly, the perimeter corridor trail will likely be accented by places to sit, lighting, play equipment and exercise equipment.

Destinations added to the pedestrian system will include common elements like the new housing and office space, but will also include more specialized destinations

such as the recreational building (clubhouse, gym, etc.), dining establishments, the hotel, the palm plaza, and the open space corridor.

The internal pedestrian network also provides enhanced connectivity to the regional system. Adding a sidewalk along the southern boundary to connect pedestrians along Hearn Road from the neighborhoods on the west to Scottsdale Road. The plan aligns driveways to the north providing easier pedestrian crossings at the intersections with Acoma Drive. It aligns driveways to the south, to enhance connectivity to the shopping and dining offered there. The plan also aligns for future major pedestrian connectivity across Scottsdale Road at Evans Road. Finally, the plan permits private pedestrian access to the neighboring residential properties to the west (if desired).

EXHIBIT C.8 - CONCEPTUAL VEHICULAR CIRCULATION

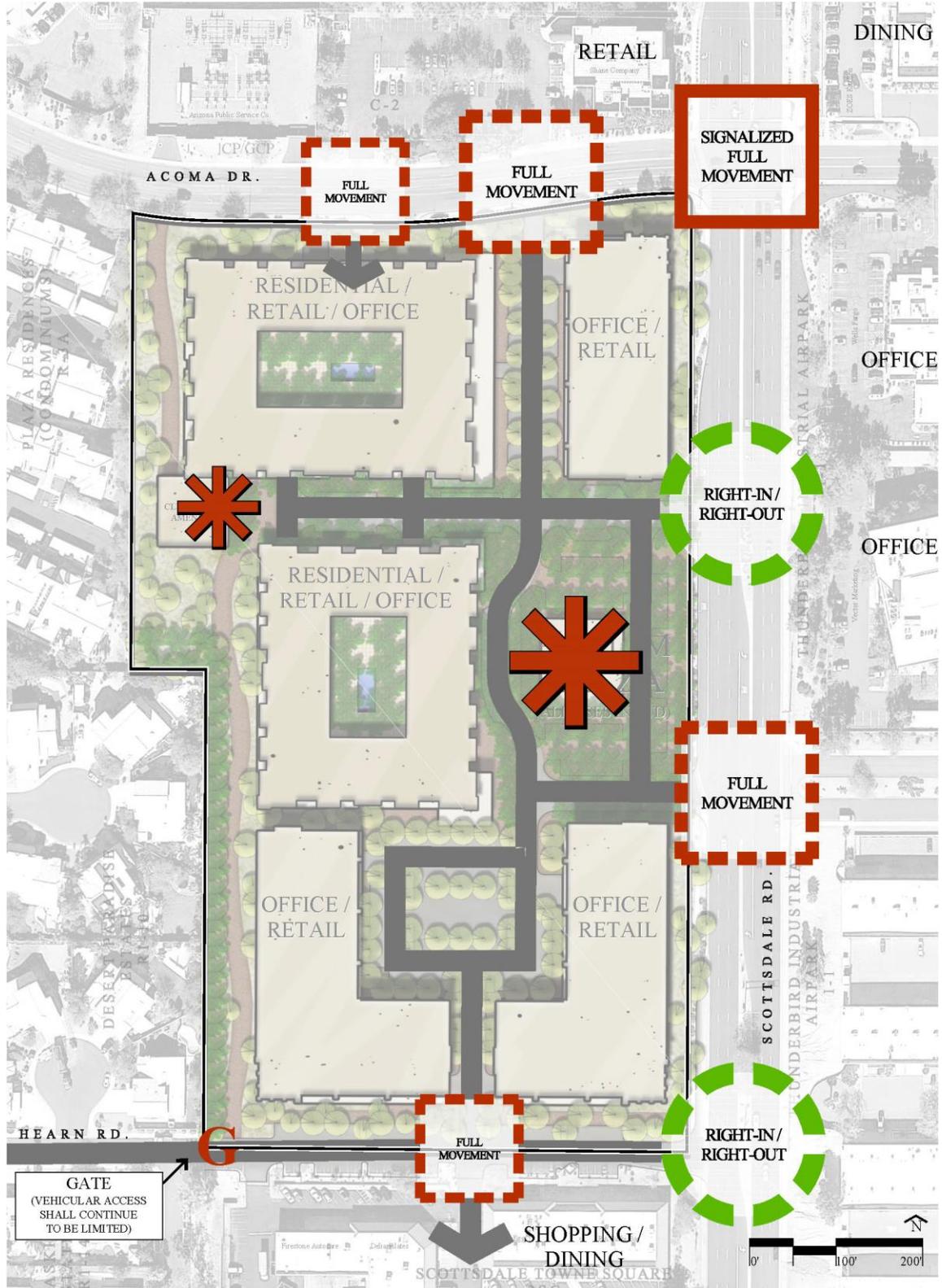
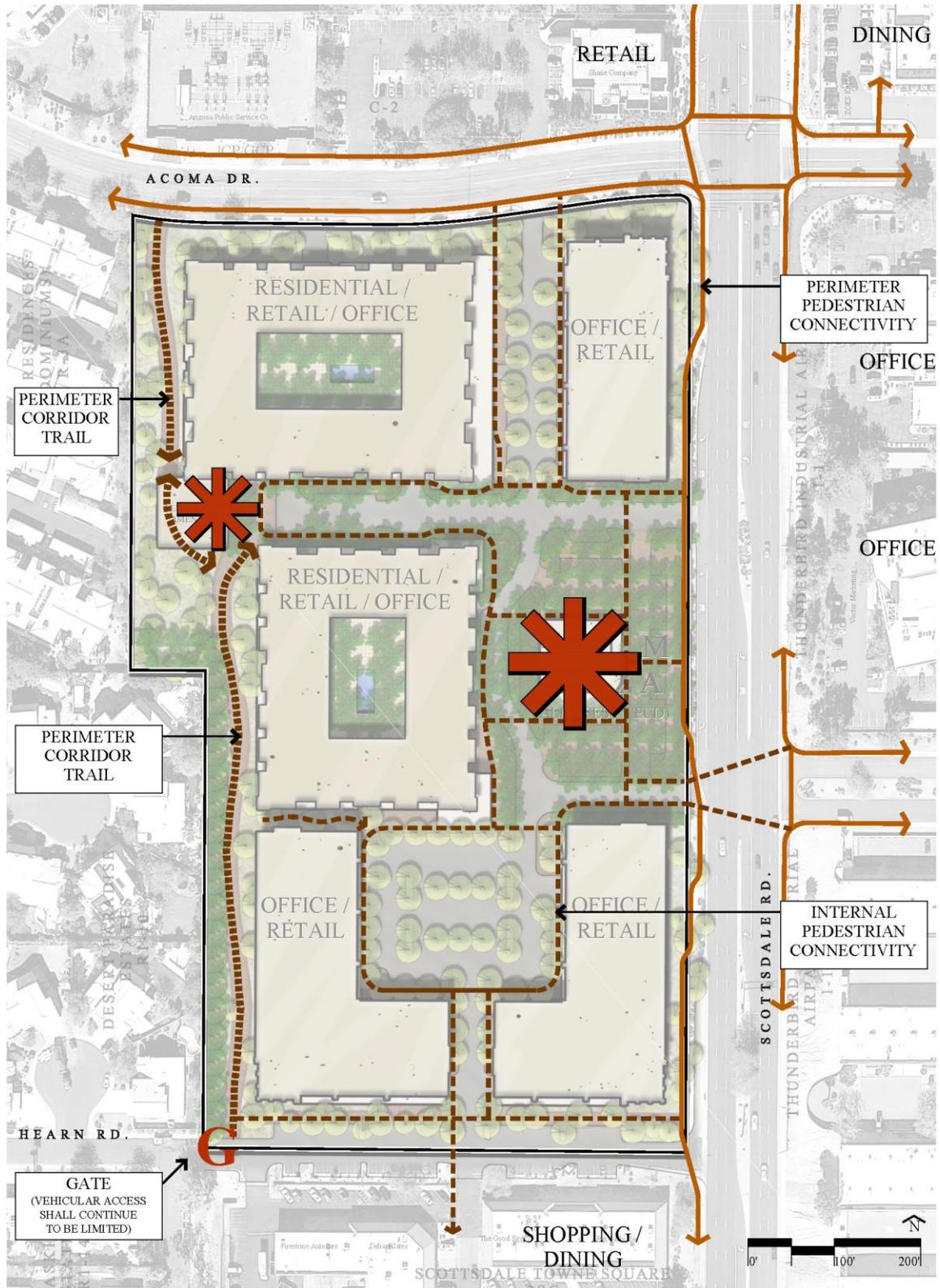


EXHIBIT C.9 - CONCEPTUAL PEDESTRIAN CIRCULATION



D. GENERAL PLAN CONFORMANCE

The current General Plan Land Use designation for the Property is “Commercial”, which includes retail, office, multi-family and other mix of uses (see Exhibit D.1 - General Plan). The Thunderbird Square development meets several of the 2015 General Plan’s Core values.

1. CONNECT PEOPLE & PLACES

1.1. CORES, CENTERS AND CORRIDORS

“Every community has a place where citizens may gather to meet and interact in a variety of ways. These places offer a multitude of activities to draw people together and keep them engaged, from shopping and restaurants to schools or arenas. These places have different needs influenced by the character of the community and the amenities available in the center. Each place is unique, and policies must be flexible enough to foster and encourage the natural growth of all of these places. **Each of the places can be organized into one of three categories – Cores, Centers and Corridors.** More detailed descriptions for each of these places is included in Part II of the Plan. This section begins to establish a policy foundation for the growth of Core, Centers and Corridors throughout the city.”

Goal: “Phoenix residents should have an abundance of **places to connect** with services, resources and each other.”

Land Use: “Plan cores, centers and corridors to include a variety of land uses: office, retail shopping, entertainment and cultural, housing, hotel and resort, and where appropriate, some types of industry.”

Design: “Encourage centers to provide a pedestrian environment with plazas, common open space, shaded walkways, separation of pedestrian and vehicular traffic, bicycle parking, and vehicle parking in architecturally disguised structures or underground where feasible.”

Thunderbird Square is located along a major commercial corridor and within the potential Minor Urban Center Placetype. The development of Keirland Commons and the Scottsdale Quarter has sparked an increase in demand for retail, office and high end multi-family development within this corridor. The intent of this type of

development, as well as the other referenced Scottsdale corridor developments, is to create a design that allows surrounding residents a place to connect. A place that allows a mix of uses promoting pedestrian and bicycle traffic in a shaded comfortable setting.

1.2. OPPORTUNITY SITES

“With almost 1.5 million residents and more than 519 square miles, the city of Phoenix has many opportunities for growth. However, there is a cost when growth is built in areas with little or no infrastructure, especially, when the growth is in areas far away from existing services. Development and redevelopment of vacant and underutilized properties within the urbanized area reduces the cost of managing growth, by focusing new development in areas where the infrastructure has already been developed.”

Goal: “To promote development of vacant parcels or **redevelopment of underutilized parcels** within the developed area of the city that are consistent with the character of the area or with the area’s transitional objectives.”

Land Use: “Promote and encourage compatible development and redevelopment with a mix of housing types in neighborhoods close to employment centers, commercial areas, and where transit or transportation alternatives exist..”

The Scottsdale Corridor has become a major regional destination in the Valley. The development of Keirland Commons and the Scottsdale Quarter has sparked an increase in demand for retail, office and high end multi-family development within this corridor. Much of the development south of these new mixed-use developments were created in the 1980’s as single story, auto-oriented strip centers. These sites now provide opportunity for higher density, mixed-use projects. The Minor Urban Center Placetype ensures that type of development by promoting height and intensity that allows for the demand of high end mixed-use development.

2. STRENGTHEN OUR LOCAL ECONOMY

2.1. JOB CREATION

“For the average Phoenix resident, our economy ultimately comes down to one thing: jobs. A resident’s economy is really only as strong as its economic base. A strong job market builds on itself by creating more disposable income which in turn creates more jobs. As a city, it is crucial that we continue to improve and support our employment sector”.

Goal: “Our major employers and established employment centers will continue to grow and provide high quality, wealth generating employment opportunities. Facilitate job creation in targeted high-growth/high-wage industry sectors and targeted trade industry sectors.”

Land Use: “Support General Plan Land Use Map and zoning changes that will facilitate the location of employment generating uses in each of the designated employment centers.

The location at Acoma Drive and Scottsdale Road provides opportunity to increase the employment base within the City of Phoenix. The major component of the Thunderbird Square is to provide Class A office space. The potential Minor Urban Center also promotes employment uses. This project will contribute significantly to the job market via construction jobs initially to ongoing employment by the office and retail uses.

2.2. ENTREPRENEURS EMERGING ENTERPRISES

“Our community’s creative entrepreneurs and emerging enterprises drive our city’s small businesses. The world’s largest companies started with an innovative vision, a drive, and a lot of hard work from an entrepreneur. To assist entrepreneurs, access to other small businesses, suppliers and support facilities are crucial to their success. New businesses need support to increase the likelihood of their sustained success.”

Goal: “Establish a robust entrepreneurial and innovative eco-system that supports local/organic growth as well as having an appeal to attract national/global interests.”

Land Use: Encourage land uses that promote the growth of entrepreneurs or new businesses in Phoenix in appropriate locations.

Thunderbird Square is ideally located with the Scottsdale Corridor and potentially within the Minor Urban Center, which is highly sought-after area for businesses, tourists, residents, and employees to be within and adjacent to such a dynamic, diverse, and growing popular area. Locally owned businesses thrive under areas that promote walkability, bicycles and are among a mix of office and residential uses. The location and type of development that is being proposed is a natural incubator for emerging entrepreneurs.

3. CELEBRATE OUR DIVERSE COMMUNITIES & NEIGHBORHOODS

3.1. CERTAINTY AND CHARACTER

“What makes a city a great place to live are its robust vibrant neighborhoods. There is a level of certainty one expects to have and quality of life one expects to maintain while living in a great city. The goals and policies that are outlined in the General Plan were created so residents have a reasonable expectation and level of certainty while living in our great city; certainty in regards to quality of life and compatibility. The success, stability and certainty our neighborhoods can provide only strengthen our city and region’s vitality and prosperity. A city’s identity is not only created by unique places and spaces, but by the residents who live within its borders. The cultural diversity, rich architectural style and truly unique neighborhoods (from large lot rural communities to suburban and urban neighborhoods) help define its character.”

Goal: “Every neighborhood and community should have a level of certainty. Ensure that development, redevelopment and infrastructure supports and reinforces the character and identity of each unique community and neighborhood.”

Land Use: “Locate land uses with the greatest height and most intense uses within limits based on village character, land use needs, infrastructure and transportation system capacity.”

Land Use: “New development and expansion or redevelopment of existing development in or near residential areas should be compatible with existing uses and consistent with adopted plans.”

Design: “Create new development or redevelopment that is sensitive to the scale and character of the surrounding neighborhoods and incorporates adequate development standards to prevent negative impact(s) on the residential properties.”

Design: “Provide impact-mitigating features (such as extra width or depth, single story units, or landscape buffering) when new residential lots abut existing non-residential uses or are adjacent to arterial streets or freeway corridors. Dissimilar land uses often require additional separation or other measures to achieve compatibility.”

Design: “Require appropriate transitions/buffers between neighborhoods and adjacent uses.”

Thunderbird Square is potentially in the new placetype of a Minor Urban Center. It is also, currently consistent with the General Plan designation of Commercial. The Minor Urban Center promotes the type of intensity and height that is being proposed in this PUD. Thunderbird Square is providing a 60-foot buffer from the buildings and adjacent single-family residential to the west. The buffer will include mature landscaping and will not allow any vehicular access. In addition, the proposed development will limit balconies along the rear of these buildings facing the residences. The intention of the PUD is to screen any windows of the adjacent buildings to the homes to the west.

3.2. CLEAN NEIGHBORHOODS

“Clean and well maintained neighborhoods are an indication of an area’s character and helps support private investment to provide a safe and healthy community to live”

Goal: “The preservation, maintenance and improvement of property conditions should be promoted to mitigate or eliminate deterioration or blight conditions and to help encourage new development and reinvestment with our communities.”

Land Use: “Support new compatible land uses that remove extremely deteriorated structures, excessive trash and debris, and other blight in neighborhoods.”

The proposed development will eliminate the rear vehicular access adjacent to the western single-family neighborhood. There will be no drop-off or refuse pickup in this area. Though the site itself is not considered blight, there are a number of vacant store fronts within the current complex. This can provide a negative view on the center and overall area. New investment into the property will only bring in new retail and office users.

4. BUILD THE SUSTAINABLE DESERT CITY

4.1. TREES AND SHADE

“Investment in trees and shade is one of the best things Phoenix can do to improve the city’s overall health, prosperity and environment. By integrating trees and shade into the built environment, issues such as storm water management and the urban heat island can be addressed.”

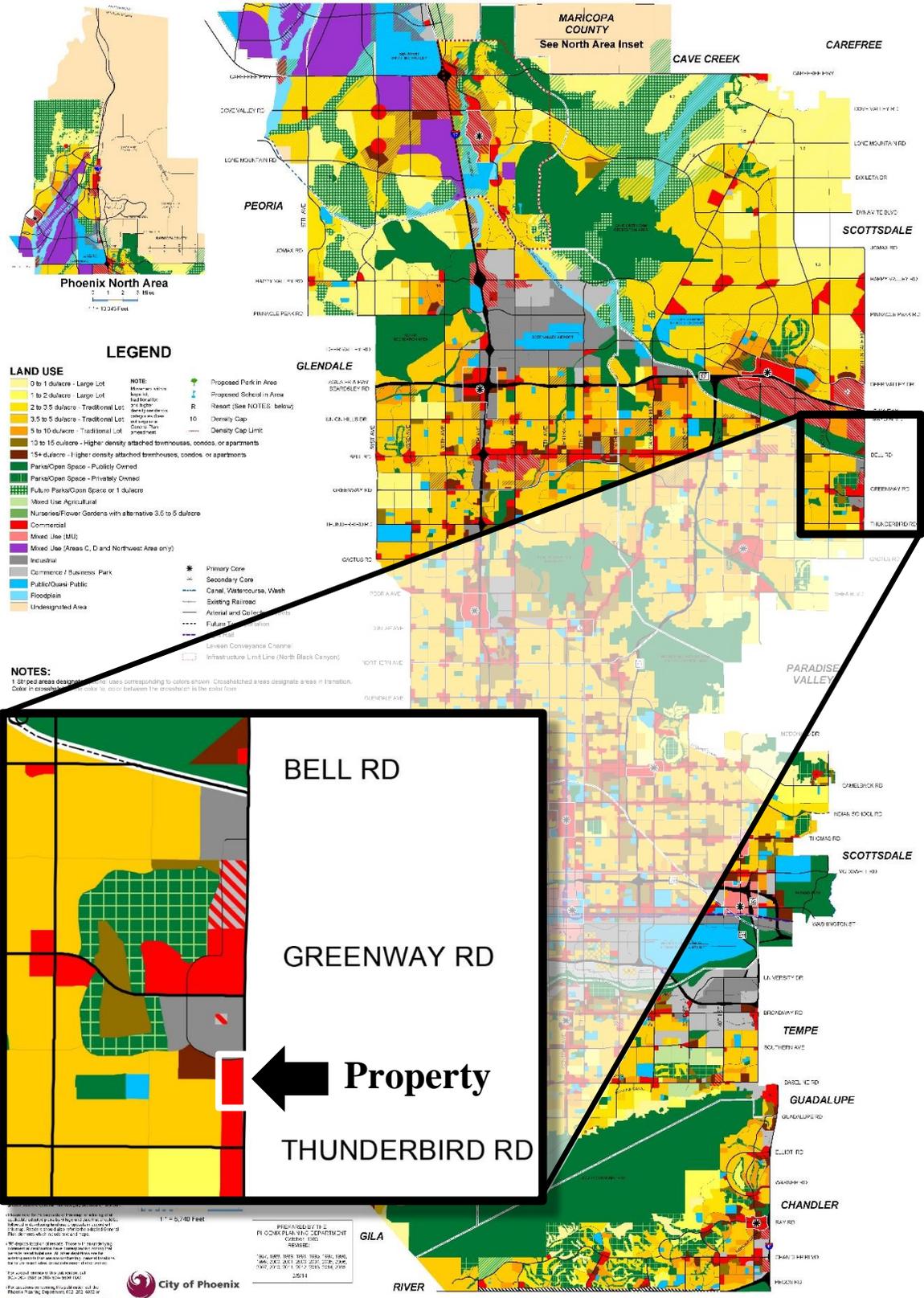
Goal: “Create a network of trees and shade that integrate with the built environment to conserve ecosystem functions and provide associated benefits to residents.”

Design: “Integrate trees and shade into the design of new development and redevelopment projects throughout Phoenix.”

Design: “New development should minimize surface parking areas and provide an abundance of shade through either trees or structures on any planned parking areas.”

The current development as many of the auto-oriented developments is focused on parking lots that have in-turn contributed to heat around the Valley. Thunderbird Square is committed to providing an oasis that is comfortable for pedestrians, bicyclists and all visitors to the site. Shade is essential in providing comfort. The proposed project reveals a lush opening into the site with massing of trees providing shade along walkways and shrubs in groupings along with the use of ground coverings. The design does provide the most efficient, low-maintenance irrigation systems with the use of grading techniques to preserve and use runoff water effectively to increase the potential for plant survival and growth. The developer will work with the neighborhood to the west and provide mature trees and vegetated screening of their preference.

EXHIBIT D.1 - GENERAL PLAN



E. ZONING AND LAND USE COMPATIBILITY

1. ZONING AND LAND USE

The site is zoned C-2 PCD and is part of a Planned Community Development zoned in 1992 (Z-45-91). The PCD includes thirty-seven (37) acres of R1-10, twenty-two (22) acres of R-3A, twelve (12) acres of C-2 and eight (8) acres of CP/GCP. The PCD was bounded by Acoma Drive to the north, Hearn Road on the south, Scottsdale Road on the east, and 68th Street on the west (see Table E:1 - Surrounding General Plan Designations, Zoning Districts and Land Uses and Exhibit E.1 - Existing Zoning). The proposed zoning for the Property is PUD (see Exhibit E.2 - Proposed Zoning).

The areas to the west and north of the Property are also part of the PCD. The parcels to the west are zoned R1-10 and R-3A. These parcels include a single-family residential development and the R-3A parcel is the Plaza Residences, condominium complex.

The parcel to the south of the Property is zoned PSC and is currently used as a strip retail center. There is cross-access between the two properties.

TABLE E:1 - SURROUNDING GENERAL PLAN DESIGNATIONS, ZONING DISTRICTS AND LAND USES

Location	General Plan	Zoning	Existing Land Uses
PUD	Commercial	Intermediate Commercial Planned Community District (C-2 PCD)	2-story commercial, strip retail with associated parking.
North	Commerce Park	Commerce Park/General Commerce Park (CP/GCP) Planned Community District (PCD)	Retail and 4-story office building with surface parking.
South	Commercial	Planned Shopping Center (PSC)	2-story commercial, strip retail with associated parking.
East	City of Scottsdale	Industrial Park District (I-1)	Retail and 3-story office building with surface parking.
West	Residential 3.5-5 du/ac	Single-Family Residential (R1-10) Multi-Family Residential (R-3A)	Single-family residential and multi-family residential.

EXHIBIT E.1 - EXISTING ZONING

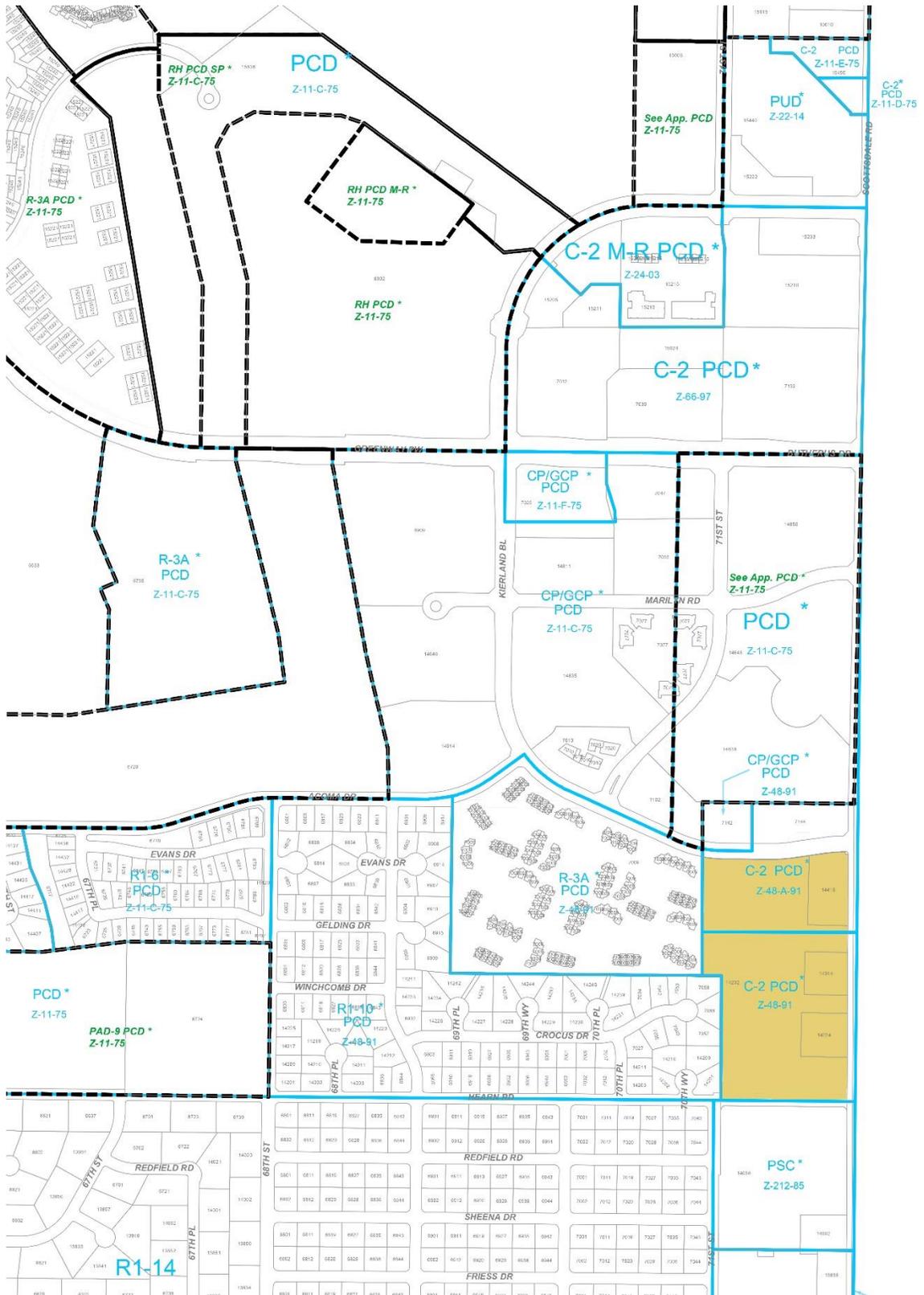
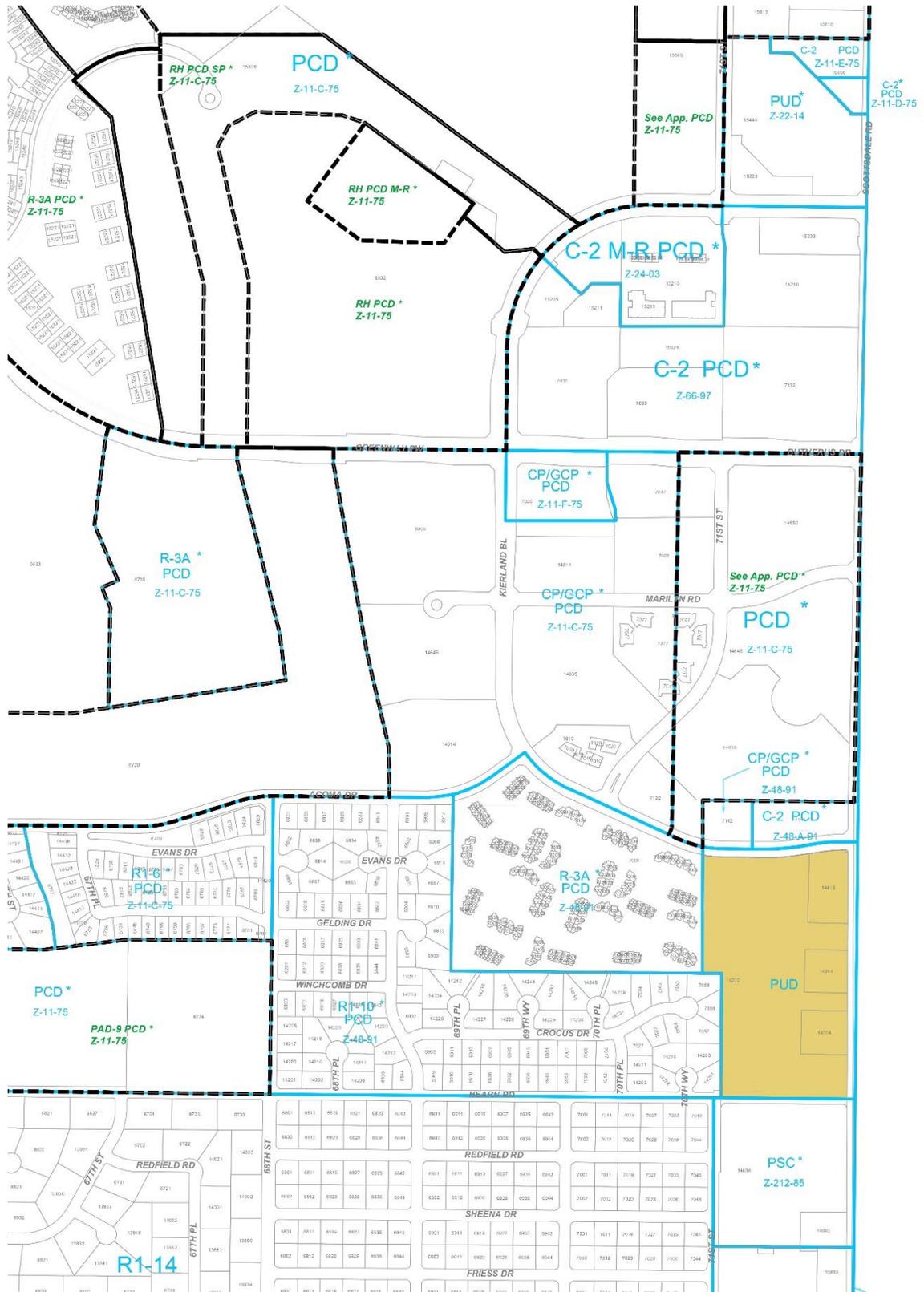


EXHIBIT E.2 - PROPOSED ZONING



F. LIST OF USES

1. PERMITTED USES

All Uses permitted in the C-1 and C-2 (Section 622 and 623) and associated performance standards and requirements of the City of Phoenix Zoning Ordinance are allowed EXCEPT as listed below:

1. Adult bookstore, adult novelty store, adult theatre, adult live entertainment establishment, erotic dance or performance studio.
2. Agricultural Implements, Distributions and Display, Retail Sales
3. Assayers
4. Baths, Public
5. Chemicals and Drugs, Storage and Distribution
6. Egg, Storage and Processing
7. Hospital
8. Milliners, Wholesale and Manufacturing
9. Millinery and Artificial Flower Making
10. Mineral Water Distillation and Bottling
11. Newspaper Printing
12. Nonprofit medical marijuana dispensary facility
13. Public utility Service yards
14. Taxicab Garages
15. Taxidermists
16. Tortillas, Manufacturing and Wholesale

G. DEVELOPMENT STANDARDS

To achieve the mixed use, urban development patterns with a neighborhood core proposed in the conceptual site plan (see Exhibit C.1 - Conceptual Site Plan), the PUD must modify the typical development standards for the Property. As Acoma Court is designed as a single mixed use project with multiple buildings, owners and/or submission, the development standards shall be applied to the Property as a whole, not to individual parcels or lots within the Property. Developments standards permitted in the C-2, Intermediate Commercial District as codified in Section 623 of the City of Phoenix Ordinance, and as modified by the PUD are appropriate for the context of the Property, preserve the public welfare, enhance the economic development / impact in the region and protect the surrounding neighborhoods. These include meaningful core and amenity areas creating a setting for office users, retail tenants and residents to gather, share ideas and contribute to a thriving and vibrant community as well as open space buffers with plentiful landscape transitioning uses and enhancing private outdoor spaces.

1. ZONING STANDARDS COMPARISON

For illustrative purposes, comparative zoning standards tables and exhibits are included to show the existing C-2 and C-2 Large Scale Commercial Retail zoning districts and the proposed PUD. See Table G:1 - Comparative Zoning Standards – Landscape Setbacks, Table G:2 - Comparative Zoning Standards - Building Setbacks, G0G0Exhibit G.1 – PUD Setbacks, and Table G:3 - Comparative Zoning Standards - Lot Coverage, Density and Open Space.

TABLE G:1 - COMPARATIVE ZONING STANDARDS – LANDSCAPE SETBACKS

	C-2	C-2 Large Scale Commercial Retail	PUD* (see Exhibit G.1 – PUD Setbacks)
North Boundary (Acoma Drive)	10.5' min per ZA-721-91	10.5' min per ZA-721-91	10.5' min per ZA-721-91
	20' min. for up to 50% of a structure	20' min. for up to 50% of a structure	20' min. for up to 50% of a structure
	25' average for structures not exceeding 2-stories or 30'	25' average for structures not exceeding 2-stories or 30'	25' average for structures not exceeding 2-stories or 30'
	30' average for structures exceeding 2-stories or 30'	30' average for structures exceeding 2-stories or 30'	30' average for structures exceeding 2-stories or 30'
East Boundary (Scottsdale Road)	10.5' min per ZA-721-91	10.5' min per ZA-721-91	10.5' min per ZA-721-91
	20' min. for up to 50% of a structure	25' min. for up to 50% of the frontage	25' min. for up to 50% of frontage
	25' average for structures not exceeding 2-stories or 30'	30' average	30' average
	30' average for structures exceeding 2-stories or 30'		
South Boundary (C-2)	0'	0'	0'
West Boundary (R1-10 & R-3A)	10' min.	15' min.	60' (may include private open space buffer)

*development standards applied to the Property as a whole not to individual parcels or lots

TABLE G:2 - COMPARATIVE ZONING STANDARDS - BUILDING SETBACKS

	C-2	C-2 Large Scale Commercial Retail	PUD* (see Exhibit G.1 – PUD Setbacks)
North Boundary (Acoma Drive)	10.5' min per ZA-721-91	10.5' min per ZA-721-91	10.5' min per ZA-721-91
	20' min. for up to 50% of a structure	20' min. for up to 50% of a structure	20' min. for up to 50% of a structure
	25' average for structures not exceeding 2-stories or 30'	25' average for structures not exceeding 2-stories or 30'	25' average for structures not exceeding 2-stories or 30'
	30' average for structures exceeding 2-stories or 30'	30' average for structures exceeding 2-stories or 30'	30' average for structures exceeding 2-stories or 30'
East Boundary (Scottsdale Road)	10.5' min per ZA-721-91	10.5' min per ZA-721-91	10.5' min per ZA-721-91
	20' min. for up to 50% of a structure	20' min. for up to 50% of a structure	20' min. for up to 50% of a structure
	25' average for structures not exceeding 2-stories or 30'	25' average for structures not exceeding 2-stories or 30'	25' average for structures not exceeding 2-stories or 30'
	30' average for structures exceeding 2-stories or 30'	30' average for structures exceeding 2-stories or 30'	30' average for structures exceeding 2-stories or 30'

TABLE CONTINUED ON NEXT PAGE

	C-2	C-2 Large Scale Commercial Retail	PUD* (see Exhibit G.1 – PUD Setbacks)
South Boundary (C-2)	0'	0'	0'
West Boundary (adjacent to R-3A)	10' for 1-story (15' bldg. hgt)	within 60' of property line a max. 35' building height	60'; 30' for amenity uses only adjacent to R-3A not to exceed 3-story or 42' building height
	15' for 2-story (30' bldg. hgt)	beyond 60' refer to C-2	
	30' for 3-story (42' bldg. hgt)		
	45' for 4-story (56' bldg. hgt)		
West Boundary (adjacent to R1-10)	25' for 1-story (15' bldg. hgt)		60'
	50' for 2-story (30' bldg. hgt)		
	100' for 3-story (42' bldg. hgt)		
	150' for 4-story (56' bldg. hgt)		

*development standards applied to the Property as a whole not to individual parcels or lots

EXHIBIT G.1 – PUD SETBACKS

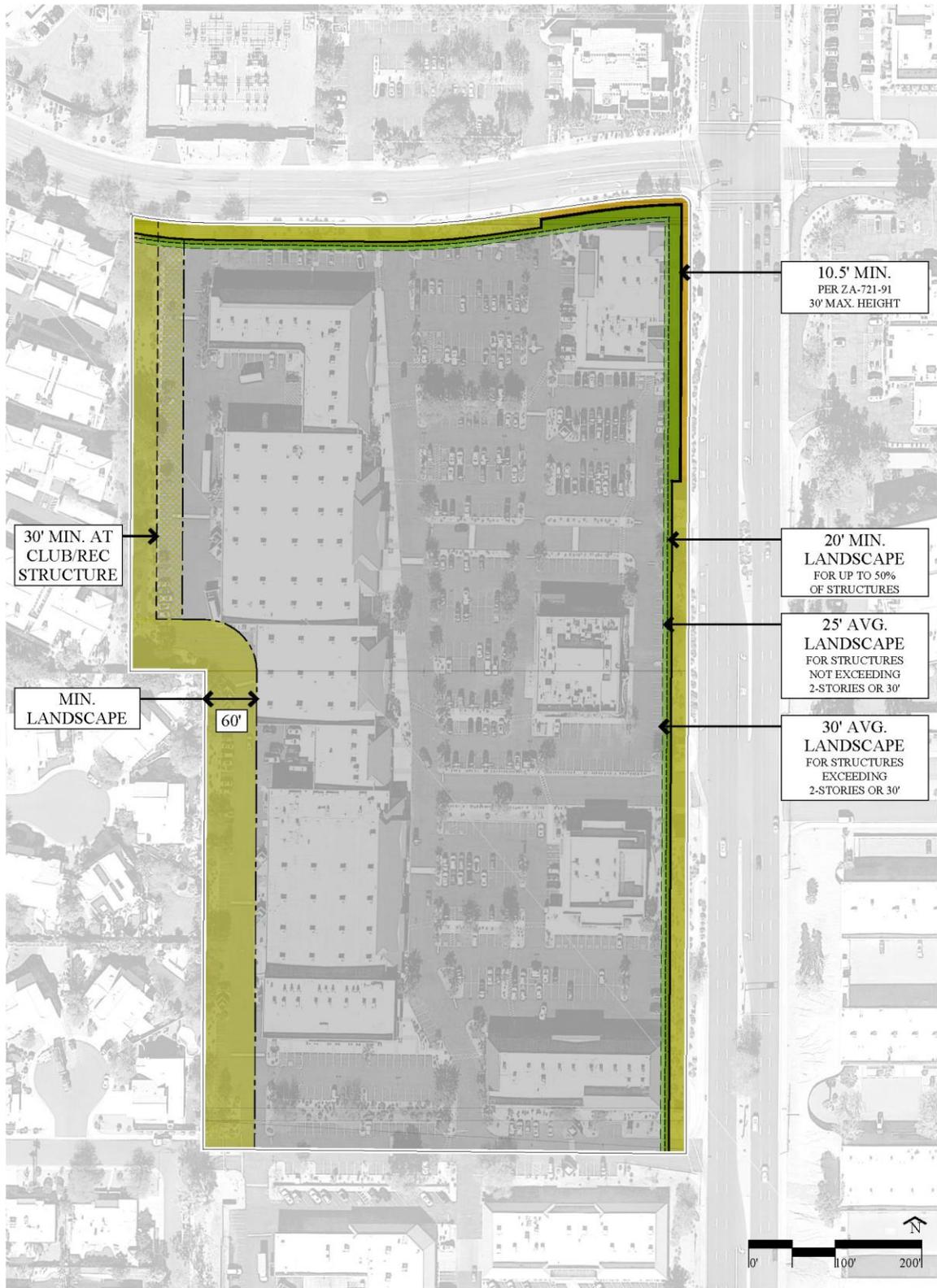


TABLE G:3 - COMPARATIVE ZONING STANDARDS - LOT COVERAGE, DENSITY AND OPEN SPACE

	C-2	C-2 Large Scale Commercial Retail	PUD*
Lot Coverage***	50%	50%	60%
Density (du/ac)	17.4 max. (with bonus) 261 dwelling units	17.4 max. (with bonus) 261 dwelling units	31 max. 475 dwelling units
Open Space	Perimeter Landscape Setbacks plus min. 10% of parking area	Perimeter Landscape Setbacks plus min. 10% of parking area	15%**

* Development Standards applied to the Property as a whole not to individual parcels or lots

** Open Space area may be paved or planted and includes pedestrian pathways/sidewalks, recreational uses and emergency access routes

*** Lot Coverage includes only the building footprint. It does not include patios, or other covered, non-enclosed spaces.

2. PROPOSED DEVELOPMENT STANDARDS

To create a mixed use, urban environment with a neighborhood center in close proximity to the Kierland/Scottsdale Quarter core while protecting the surrounding neighborhoods, uses and public welfare, the following development standards shall apply.

2.1. YARD, HEIGHT AND AREA REQUIREMENTS

2.1.1. Building Height

Maximum building height shall be limited on the Property as shown on Exhibit G.2 - PUD Building Height (see attached). Building height shall be measured from the first finished floor elevation and shall not include mansards, ornamental towers, chimneys, elevator over runs, mechanical units, mechanical screening, or similar elements.

2.1.2. Building Setbacks

All setbacks shall be measured from the perimeter of the Property as a whole. Individual lots or parcels within the Property do not require additional setbacks (see Exhibit G.1 – PUD Setbacks).

Minimum building setbacks shall be ten and a half (10.5) feet for buildings at the corner of Scottsdale Road and Acoma Drive per ZA-7212-91. All other buildings along Scottsdale Road (east boundary) and Acoma Drive (north boundary) shall be setback:

EXHIBIT G.2 - PUD BUILDING HEIGHT



- an average of twenty-five (25) feet, and a minimum of twenty (20) feet for up to fifty (50) percent of the structure (including projections) for portions of the building not exceeding two stories or thirty (30) feet in height; and
- an average of thirty (30) feet, and a minimum of twenty (20) feet for up to fifty (50) percent of the structure (including projections) for portions of the building exceeding two stories or thirty (30) feet in height

Adjacent to the southern boundary of the Property, no building setback shall be required.

Adjacent to the western boundary, all buildings shall be set back sixty (60) feet, except for recreational/club/amenity building(s) not exceeding three (3) stories or forty-two (42) feet which must be setback a minimum of thirty (30) feet.

2.1.3. Landscape Setbacks

All setbacks shall be measured from the perimeter of the Property as a whole. Individual lots or parcels within the Property do not require additional setbacks (see Exhibit G.1 – PUD Setbacks).

Minimum landscape setbacks shall be ten and a half (10.5) feet for buildings at the corner of Scottsdale Road and Acoma Drive per ZA-7212-91. All other landscape setbacks along Scottsdale Road (east boundary) and Acoma Drive (north boundary) shall be:

- an average of twenty-five (25) feet, and a minimum of twenty (20) feet for up to fifty (50) percent of the structure (including projections) for portions of the building not exceeding two stories or thirty (30) feet in height; and
- an average of thirty (30) feet, and a minimum of twenty (20) feet for up to fifty (50) percent of the structure (including projections) for portions of the building exceeding two stories or thirty (30) feet in height

Adjacent to the southern boundary of the Property, no landscape setback shall be required.

Adjacent to the western boundary there shall be a minimum of ten (10) feet landscape setback.

2.1.4. Projections

Open projections, such as a roof overhang, an attached awning, a building architectural feature, a balcony a patio and a freestanding shade structure, may project up to fifty (50) percent in to the required building and landscape setbacks.

Closed projections up to ten (10) feet wide, such as a bay window, oriel, entrance, or vestibule, may project up to three (3) feet in to the required building and landscape setbacks.

2.1.5. Building Separation

Primary use buildings shall be separated by a minimum of twenty (20) feet. Primary use buildings may be connected by upper level pedestrian or vehicular bridges.

2.1.6. Landscape Requirements/Materials

1. Perimeter Streetscape (northern & eastern boundary)

Along Scottsdale Road and Acoma Drive, trees shall be planted at a density of 1 tree for every thirty-five (35) linear feet of street frontage. Of the required trees: fifty (50) percent shall be a minimum of two (2) inches in caliper, twenty-five (25) percent shall be a minimum of three (3) inches in caliper or multi-trunk, and twenty-five (25) percent shall be a minimum of four (4) inches in caliper or multi-trunk. In all non-paved areas and areas not covered by tree grates, shrubs shall be planted at a density of one per thirty (30) square feet of ground area. A minimum of fifty (50) percent of the shrubs shall be five-gallon size or larger.

2. Interior Streetscape

Along interior streets, street trees shall be planted thirty (30) to forty (40) feet on center. Of the required trees: fifty (50) percent shall be a minimum of two (2) inches in caliper, twenty-five (25) percent shall be a minimum of three (3) inches in caliper or multi-trunk, and twenty-five (25) percent shall be a minimum of four (4) inches in caliper or multi-trunk. No additional trees are required for parking along internal streets. In all non-paved areas and areas not covered by tree grates, shrubs shall be planted at a density of one per thirty (30) square feet of ground area. A minimum of fifty (50) percent of the shrubs shall be five-gallon size or larger.

3. Palm Plaza

In the palm plaza area as denoted on Exhibit C.3 - Conceptual Open Space, Phoenix Date Palms (or similar looking variety) shall be planted in a formal grove pattern approximately thirty (30) feet to forty (40) on center. Additional street trees are not required in the palm plaza area. In all non-paved areas and areas not covered by tree grates, shrubs shall be planted at a density of one per thirty (30) square feet of ground area. A

minimum of fifty (50) percent of the shrubs shall be five-gallon size or larger.

4. Parking Lot Area

In surface parking lot areas, the perimeter of the parking area shall be planted per the interior streetscape standards above. The interior shall be planted at the end of parking rows in planting areas with a minimum size of an adjacent standard parking stall. Trees matching/complementing the street trees around the perimeter of the parking area shall be planted at each end of a row of parking. Trees shall also be planted in grades, diamond planters, or similar planters between parking stalls generally every ten (10) stalls – two rows of parking may share one tree centered between the two rows of parking. No additional trees are required for parking along internal streets. In all non-paved areas and areas not covered by tree grates, shrubs shall be planted at a density of one per thirty (30) square feet of ground area. A minimum of fifty (50) percent of the shrubs shall be five-gallon size or larger.

5. Perimeter Lot Lines (not adjacent to street) (western & southern boundaries)

In the landscape setback along the western boundary of the Property a green screen of trees shall be planted thirty (30) to forty (40) feet on center. Of the required trees, all shall be a minimum of three (3) inches in caliper or multi-trunk. Additionally, Phoenix Date Palms (or similar looking variety) shall be planted in a line approximately thirty (30) feet to forty (40) on center alternating with the other required trees. In all non-paved areas, areas not demarked as a pedestrian path, and areas not covered by tree grates, shrubs shall be planted at a density of one per thirty (30) square feet of ground area. A minimum of fifty (50) percent of the shrubs shall be five-gallon size or larger. No landscape is required along the southern boundary of the Property.

6. Utility Conflicts

If necessary to accommodate public utility easement conditions, alternative landscape design solutions (e.g. modified landscape materials, used of root ball barriers, etc.) deemed consisted with a pedestrian environment and this PUD may be approved by Planning and Development Department Staff.

2.1.7. Accessory Uses

No accessory uses except for site ingress and egress, and public transportation related pedestrian amenities shall be provided within any required perimeter landscape setbacks (as measured for the Property as a whole).

Surface and above grade public utilities may be permitted within the required perimeter landscape setbacks provided they are visually screened to the extent permitted by the service provided.

2.1.8. Lot Coverage

Lot coverage shall not exceed sixty (60) percent of the net lot area exclusive of roof overhang, open carports, covered patios or covered walkways.

2.1.9. Site Access

Vehicular access to the Property shall be generally as shown on Exhibit C.8 - Conceptual Vehicular Circulation. Pedestrian access to the Property shall be generally as shown on Exhibit C.9 - Conceptual Pedestrian Circulation. It is anticipated that identifiable public entrances to buildings may be located on internal streets or the palm plaza. There is no requirement for identifiable public entrances to buildings from Acoma Drive or Scottsdale Road.

2.1.10. Site Plans

A site plan approved in accordance with Section 507 of the City of Phoenix Zoning Ordinance, is required for each building. Multiple buildings may be approved with a single site plan. The site plan approval shall be an administrative process reviewed and approved by City Staff. Approval shall not be withheld if the site plan is in general conformance with the Site Plan and Development Standards sections of this document.

2.1.11. Outdoor Storage, Push Carts

Push carts made available for use by the public may be stored in temporary cart corrals located within the parking area of the retail center during normal business hours. Push carts must be stored inside the building or in an outdoor enclosure that is fully screened so as not to be visible from the Property line or public street after normal business hours or when not being used on a long term basis.

2.1.12. Refuse Enclosure

Refuse and recycling enclosures will typically be housed within the building and accessible via the internal streets. When enclosures are outside of a building, they must be enclosed by screen walls and gates one (1) foot higher than the containers being enclosed. Gates may be simple, but must be detailed to match the quality

of the adjacent architecture. Enclosures may not be located in the required landscape setbacks

2.1.13. Parking

Due to the location of the Property near the Kierland/Scottsdale Quarter Core, the mixed use nature of the proposed development and the growing abundance of alternative modes of transportation such as Uber and Lyft, shared parking is proposed for the Property. The peak uses of residential, hotel and office uses generally complement each other, and the high emphasis on pedestrian connectivity between uses make this possible and desirable for the site. By way of example, it is unlikely that an office worker or resident will drive from their parking spot on site to a restaurant parking space on site for lunch or dinner. It is far more likely in the great connected pedestrian environment proposed that they will walk to lunch or dinner and leave their car parked at their primary use. Lack of access to adjacent neighborhood ensures that this appropriate reduction in parking to increase the vitality of the neighborhood core will not have any undo parking burden on the adjacent neighborhoods. Over building parking on Property, moreover would noticeable detract from the vibrancy and quality of life for users.

The following shall apply to the Acoma Court PUD:

1. All parking requirements may be satisfied anywhere on Property. Parking requirements are not required to be met within each building, lot, or individual parcel.
2. Multiple shared parking models may be approved for the Property, and in operation at the same time, but shall not count the same parking stall in multiple models.
3. Pursuant to Section 702.E.2.c., a parking reduction of up to fifteen (15) percent based on a shared parking model maybe granted by the Planning and Development Traffic Engineer or his designee subject to the following:
 - a. Must be approved under a combined site plan for multiple uses for the Property, but does not require a site plan for all of the Property.
 - b. An applicant may petition the Planning and Development Traffic Engineer or his designee for review of parking situations which do not correlate with one of the standard uses in the model.
 - c. The Planning and Development Director or his designee may periodically modify to the shared parking model to improve it as a

predictor of parking demand based on national or local research, including site observations.

4. Pursuant to Section 702.E.2.c., a parking reduction of greater than fifteen (15) percent based on a shared parking model and due to the nature of existing or proposed use(s) or the existence of pedestrian, mass transit, or service trips may be allowed subject to the following:
 - a. Must obtain a use permit in accordance with the standards and procedures of Section 307 of the City of Phoenix Zoning Ordinance.
 - b. Must be approved under a combined site plan for multiple uses for the Property, but does not require a site plan for all of the Property.
 - c. An applicant may petition the Planning and Development Traffic Engineer or his designee for review of parking situations which do not correlate with one of the standard uses in the model.
 - d. Predictor(s) of parking demand based on national or local research, including site observations, shall be provided.
 - e. Some parking spaces may be designated and marked carpool parking spaces.
 - f. Valet parking may be provided for the hotel or restaurant uses.
5. To develop in a pedestrian friendly urban format, drive isles and parking stalls may be minimized
 - a. Drive isle width for two way traffic may be minimized and may be a minimum of twenty-four (24) feet wide; width for one way traffic may be a minimum sixteen (16) feet wide.
 - b. Parallel parking stalls may be minimized and may be seven (7) feet deep and eighteen (18) feet long.
 - c. Perpendicular parking stalls may be minimized and may be eight (8) feet wide and fourteen (14) feet deep for compact cars and nine (9) feet wide and eighteen (18) feet deep for standard stalls. Two (2) feet of stall depth may overhang the landscape or paved areas beyond the curb or wheel stop, shorting the parking stall's depth by two (s) feet.
 - d. Tandem parking stalls for individual garages or residential uses are permitted and shall have dimensions measuring a minimum eight and one-half (8 ½) feet by nineteen (19) feet.
6. Bicycle Parking

Bicycle parking shall be provided per the Table G:4 - Required Bicycle Parking. Bicycle parking be provided by the ground level access points

of the building, with vehicle parking, or internally within the building. Bicycle parking spaces may be standard, stacked or vertical and sized per national standards for urban areas. Some guest bicycle parking shall be provided near each major building entrance, and in close proximity to major entertainment and dining destinations. Bicycle parking may be located within building and landscape setbacks and may be allowed in the right-of-way subject to review by the Planning and Development Department Traffic Engineer or his designee.

TABLE G:4 - REQUIRED BICYCLE PARKING

USE	MINIMUM BICYCLE PARKING REQUIRED
Church/Place of Worship	1 per 5,000 sf
Clinic (medical, dental, veterinary)	1 per 12,000 sf
Club	1 per 1,000 sf
Conference/assembly	1 per 2,000 sf
Childcare	1 per 3,000 sf
Entertainment	
arcade	1 per 1,000 sf
billiard establishment	1 per 2,000 sf
bowling alley	0.5 per lane
court (tennis, racquetball)	0.5 per court
mini-golf	0.5 per hole
museum	1 per 4,000 sf
team sports	4 per court/field
theater	1 per 40 seats
Fitness Center	1 per 2,000 sf
Hotel	1 per 20 keys
Office	1 per 10,000 sf
Call Center	1 per 1,500 sf
Restaurant	1 per 1,000 sf
Retail	1 per 10,000 sf
Residential	0.25 per bed
School	1 per 1,000 sf
Service	1 per 10,000 sf
financial institution	1 per 3,000 sf

2.1.14. Lighting

Lighting at Acoma Court is intended not only for safety and security, but also to create a vibrant nighttime atmosphere and high quality of life for residents, visitors, guests and workers.

Site lighting shall generally conform to the City of Phoenix Zoning Ordinance, while protecting the natural dark sky. Lighting should be directed, focused, or shielded to limit spill over into residences adjacent to the Property. Lighting on the western elevations shall be subtle, and generally task oriented. The open space corridor may be illuminated for night time use. In contrast, vibrant, lively lighting to energize spaces and uses such as dining establishments and entertainment venues may be located around the palm plaza and may spill out to Acoma Drive and Scottsdale Road. LED lighting or other sustainable forms of illumination should be used when practical.

2.1.15. Land Use Budget

The following land use budget shall govern the density and development of the Property. This budget shall be assigned by the Developer through site plan approval to the individual buildings within the Property. An updated land use budget, noting the assignments/requirements shall be submitted with each site plan for review and approval.

1. Density/Residential DU's

A maximum of 475 residential dwelling units shall be permitted on the property. Guest rooms or units, and ancillary uses such as common rooms, lobbies, recreational space, meeting spaces, management offices, shall not be counted against the land use budget.

2. FAR/Commercial SF

A maximum of 500,000 square feet of commercial space shall be permitted on the property.

3. Hospitality Keys

A maximum of 300 hotel keys shall be permitted on the property. The ancillary hotel uses such as meeting space, lounge, lobby, and back of house spaces shall not be counted against the land use budget.

4. Open Space Required

A minimum of nine (9) percent of the net Property area shall be provided in perimeter open space as generally depicted on Exhibit C.3 - Conceptual Open Space. A minimum of ten (10) percent of the net Property area shall be provided in the palm plaza as generally depicted on Exhibit C.3 - Conceptual Open Space.

2.2. LARGE SCALE COMMERCIAL RETAIL DEVELOPMENT

The Property is currently used for Large Scale Commercial Retail Development. This use is permitted to continue on Property in whole or in part. For any portion of the Property used for large scale commercial retail development, the development standards of Section 623 E. 5. (Commercial C-2 District – Intermediate Commercial. E. Yard, Height and Area Requirements. 5. Any Large Scale Commercial Retail development) shall apply.

H. DESIGN GUIDELINES

Redevelopment of the Property shall conform to Section 507, Tab A of the city of Phoenix Zoning Ordinance “Guidelines for Design Review,” as modified by this PUD here in. The following section of the Guidelines for Design Review shall not apply to the property:

- II.B.9. Hillside Development Guidelines.
- II.C. Subdivision Design/Development.
- II.E. Specialized Areas.

1. URBAN DESIGN PRINCIPALS

For the basis of the Design Guidelines this Project’s specific context shall be considered oasis, even though it will strive to incorporate desert trees and shrubs.

The separation of pedestrians and automobiles will be distinct along Acoma Drive and Scottsdale Road, but may be blurred in the palm plaza area and along the internal streets.

Night time use of the Property will be promoted through the use of appropriate light levels to provide security as well as a pleasant atmosphere to linger in.

Variation in the urban form will be provided on Property by iconic buildings such as Sapporo and the club house/recreation/amenity building. Primary use buildings such as office, hotel, and residential, will be more uniform background buildings filling out the blocks.

Architectural styles will likely be mostly contemporary, Kierland/Scottsdale Quarter inspired styles.

Because of the density of the surrounding existing development and distance to major mountain or open space elements, major vistas or long distant views are not major Design Guideline elements for this Property.

The green screen of dense landscape plantings along the western boundary shall be considered an appropriate transition to the adjacent physical context of the existing neighborhoods. Due to the transitional condition of the adjacent commercial/employment uses, the proposed building massing shall be considered physically in context with the likely future redevelopment of these parcels.

The streetscape proportions for the Property shall be considered urban in character.

The palm grove that provides the patterning for the palm plaza is modeled after historic date palm groves in the area. While they are not historic to this Property, the grove shall be considered an expression of the cultural heritage of the area.

Perimeter landscape on Property as well as the open space corridor may be used for storm water retention. This may be utilized on the surface in conformance with the City's Guidelines and may contain short (up to three (3) feet) retaining walls and seat walls. This area may also be utilized for underground storm water retention, where rain water harvesting can be used to augment the landscape irrigation.

Grade transitions on Property maybe made by use of retaining walls and steps in the urban landscape and slopes generally up to 4:1 grade.

Landscape materials and plant sizes shall be required as outlined in Section G - Development Standards of this PUD.

2. CITY WIDE DESIGN REVIEW GUIDELINES

2.1. SITE DESIGN/DEVELOPMENT

The Property will incorporate low water use plants in practical locations, but as the Property is in an oasis context, the use of date palms, upright street trees, and evergreen shrubs that can be hedged to form outdoor urban rooms are also appropriate.

Native vegetation on site may be pruned appropriate to its context in an urban setting.

Due to the tight urban nature of the Project, paths and trails on the Property may be located in part, within storm water retention areas.

Paths and trails on the Property may be private or semi-private except along the Scottsdale Road and Acoma Drive frontages.

Landscape in parking areas shall be required only as outlined in Section G - Development Standards of this PUD.

To discourage over supplying vehicular parking on Property, parking spaces for any use on the Property may be located anywhere on Property. There is no maximum distance requirement between parking spaces and the primary use.

No existing landscape on Property shall be considered mature and worthy of saving.

The urban plazas contemplated in this PUD shall not be considered excessive paving or hardscape.

Parking structures shall be entirely visually screened from adjacent use, but are not required to be “fully enclosed” buildings. Screening may be supplied through the use of perforated metal or other seemingly translucent devices.

Parking lot staging may occur on the internal streets or within the palm plaza. Staging may not occur on Acoma Drive or Scottsdale Road.

Parking structures should incorporate some ground level pedestrian engaging, occupied spaces. The nature of the urban design makes it unlikely that these will be present on more than two facades of the buildings. The palm plaza is the most important ground level façade to activate, followed by the internal streets and lastly the perimeter streets. Where occupied space is not practical to install in a meaningful way, arcades or other pedestrian amenities may be used to enhance the pedestrian experience.

For access and circulation purposes, both Scottsdale Road and Acoma Drive are considered adequate to access from the Property. The private portion of the drive along Hearn Road is also considered an appropriate driveway and appropriate access from the Property.

All guidelines that refer to site lighting shall only apply at the edges of the Property as a whole. Due to the mixed use, urban nature of the development plans, no regulations shall be needed between individual lots or parcels within the Property.

For sustainability purposes, all building lighting will be LED when practical and efficient. LED lighting shall be permitted on structures adjacent to or across the alley from residential property. Lighting adjacent to residential property shall be appropriate to the setting as described in Section C - Land Use Plan.

2.2. BUILDING DESIGN/CONSTRUCTION

The addition of the screen of greenery along the western Property boundary as described in Section C.2.1.2 – Open Space Corridor, shall be considered appropriate protection from any building windows and/or balcony features adjacent to residential uses.

The conceptual land use plan as described in Section C - Land Use Plan shall be considered the appropriate building orientation with respect to climatic conditions,

minimizing heat gain and considering the impact of shade on adjacent land use area. It is balanced by the desire for a walkable convenient urban environment.

Projections and portions of the project in public view generally in conformance with the architectural character outlined in Section C.2.2. - Conceptual Architectural Character, shall be considered an appropriate level of design sensitivity and detail (for those portions of the building).

The proposed buildings as described in Section C - Land Use Plan and Section G - Development Standards, shall be considered respectful of the scale of the buildings located on adjacent properties, and through vegetation, setback, connectivity and use, considered appropriate in an orderly transition to the different adjacent scales and building heights.

Parapet walls may extend beyond the building height the full height of the mechanical equipment they are enclosing plus an additional foot for screening.

The architectural character and detailing outlined in Section C.2.2. - Conceptual Architectural Character shall be considered appropriate for the Property, in terms of: uniqueness, visual impact, solar consequences, use of glass, landscape provided, and architectural surface relief.

The architectural character and detailing outlined in Section C.2.2. – Conceptual Architectural Character shall be considered appropriate for the Property, in terms of: architectural embellishments and detailing on building facades exceeding one hundred (100) feet.

A clear architectural distinction between the ground floor levels and all additional levels is not required, but the ground floors when activated by pedestrian uses, should be designed to provide a sense of human scale.

Building entrances may be accessible from sidewalks along the internal streets, parking plazas or palm plaza rather than directly from public sidewalks.

Corporate colors, associated graphics, and highly constraining bands of vibrant colors on buildings and on accessory structures (excluding signage) should be used as an accent feature with restraint as a minor element of the building's exterior, except in and around the palm plaza.

Overhangs, canopies or other shading devices (such as street trees) should be integrated in the building design along major pedestrian thoroughfares.

Service areas shall be considered appropriately located and screened as described in Section G - Development Standards.

2.3. SPECIALIZED USES

2.3.1. Large Scale Commercial Retail

Buildings other than those used for Large Scale Commercial Retail on Property, shall not be subject to the Large Scale Commercial Retail guidelines, even if some of the Property is use for this purpose.

Corporate colors, associated graphics, and highly constraining bands of vibrant colors on buildings and on accessory structures (excluding signage) should be used as an accent feature with restraint as a minor element of the building's exterior, except in and around the palm plaza.

Only one (1) defined building entry shall be required.

2.3.2. Signs

Signs should use materials or textures which are complementary to those used in the building or project being signed. Contrasting materials or textures may be used in and around the palm plaza to add to the vibrant urban character.

Signs should use colors which match or complement the colors used on the building or in the project being signed. Contrasting colors may be used in and around the palm plaza to add to the vibrant urban character.

I. SIGNS

Signage will be in general conformance with Section 623 Commercial C-2 District – Intermediate Commercial and Section 705 Signs of the City of Phoenix Zoning Ordinance. A separate application may be submitted for approval of a comprehensive sign package.

To support and encourage the commercial uses and the mixed use nature of the Property, signage for internal commercial/retail tenants may also be located along the Scottsdale Road or Acoma Drive frontages. Similarly, signage for residential leasing offices may be present along Scottsdale Road or Acoma Drive with wayfinding signs leading guests through the property to the leasing offices. Signage in and around the palm plaza (see Exhibit C.1 Conceptual Site Plan) will likely be a lively part of the night time vibrancy of the place. Design may incorporate placemaking elements as well as the advertisements of services or goods. Building lighting, murals and building forms may be used to accent tenant signage. Signage within the palm plaza may include digital displays.

J. SUSTAINABILITY

Leadership in Energy and Environmental Design (LEED) Green Building Rating System and City of Phoenix Green Construction Code promote environmentally responsible approaches to building construction. The redevelopment of the Property will encourage the incorporation of environmentally responsible construction where appropriate, fitting for our Sonoran Desert setting, and feasible. The design of the urban form, both in building and landscape, combined with a mix of uses surrounding a community core inherently supports and promotes sustainability. It does this by encouraging walking, reducing the need of automobiles, reducing exterior walls on residential units, stacking uses to reduce urban footprint, and by replacing inferior buildings existing on Property. Redevelopment of the property in a manner similar the Conceptual Site Plan (see Exhibit # - Conceptual Site Plan) will include the implement of the following key principles of sustainability:

- Incorporate a mix of uses (retail, office, dining and residential) within close proximity to promote longevity in use
- Incorporate a mix of uses within a walkable distance decreasing the need for parking and infrastructure
- Design building forms to be able to convert from one use to another as market demands change
- Utilize contemporary building techniques to reduce solar gain
- Utilize contemporary building techniques to reduce water usage
- Inclusion of energy efficient appliances
- Incorporation of recycling collection areas (in addition to refuse)
- Provide convenient pedestrian access to public transportation
- Installation of tree-line pedestrian routes providing a walkable environment reducing vehicular needs and fossil fuel consumption
- Installation of tree-lined perimeter open space buffer
- Installation of shade structures or similar pedestrian scaled amenity
- Installation of a palm plaza including approximately 100 palms shading and defining the community core
- Installation of landscape based on unique settings on Property, responding to the micro-climates created by solar orientation and building placement
- Installation of drought tolerant planting in the perimeter buffer (excluding the perimeter open space buffer along the western boundary)
- Installation of managed or “smart” irrigation systems to reduce landscape water consumption
- Installation of porous or semi-porous materials to promote on-site storm water absorption
- Installation of LED lighting where practical and prudent

In addition to these key principles, new buildings constructed on the Property will include the following. Materials or techniques that provide the same effect may be substituted for the list below.

- Brick veneer, masonry blocks, or stucco exterior walls shall be constructed airtightly. All joints shall be grouted or caulked airtightly.
- At the penetration of exterior walls by pipes, ducts, or conduits, the space between the wall and pipes, ducts, or conduits shall be caulked or filled with mortar.
- Window and/or through-the-wall ventilation units shall not be used.
- Through-the-wall/door mail boxes shall not be used.
- Stud walls shall be at least four inches in nominal depth and shall be finished on the outside with siding-on-sheathing, stucco, or brick veneer.
 - Interior surface of the exterior walls shall be of gypsum board or plaster at least 1/2-inch thick, installed on the studs.
 - Continuous composition board, plywood, or gypsum board sheathing at least 1/2-inch thick shall cover the exterior side of the wall studs behind wood, or metal siding. Asphaltic or wood shake shingles are acceptable in lieu of siding.
 - Sheathing panels shall be butted tightly and covered on the exterior with overlapping building paper. The top and bottom edges of the sheathing shall be sealed.
 - Insulation material at least two inches thick shall be installed continuously throughout the cavity space behind the exterior sheathing and between wall studs. Insulation shall be glass fiber or mineral wool.
- Glass shall be at least 3/16-inch thick.
- All operable windows shall be weather-stripped and airtight when closed so as to conform to an air infiltration test not to exceed 0.5 cubic foot per minute per foot of crack length in accordance with ASTM E-283-65-T.
- Glass of fixed-sash windows shall be sealed in an airtight manner with a non-hardening sealant, or a soft elastomer gasket or glazing tape.
- The perimeter of window frames shall be sealed airtightly to the exterior wall construction with a sealant conforming to one of the following Federal Specifications: TI-S-00227, TI-S-00230, or TI-S-00153.
- The total area of glass in both windows and doors in sleeping spaces shall not exceed 20 percent of the floor area.
- All exterior side-hinged doors shall be solid-core wood or insulated hollow metal at least 1-3/4-inch thick and shall be fully weather-stripped.
- Exterior sliding doors shall be weather-stripped with an efficient airtight gasket system
- Glass in doors shall be sealed in an airtight non-hardening sealant, or in a soft elastomer gasket or glazing tape.
- The perimeter of door frames shall be sealed airtightly to the exterior wall construction
- With an attic or rafter space at least six-inches deep, and with a ceiling below, the roof shall consist of closely butted 1/2-inch composition board, plywood, or gypsum board sheathing topped by roofing as required.
- Gypsum board or plaster ceilings at least 1/2-inch thick shall be provided.

- Ceilings shall be substantially airtight, with a minimum number of penetrations.
- Glass fiber or mineral wool insulation at least two inches thick shall be provided above the ceiling between joists.
- A mechanical ventilation system shall be installed that will provide the minimum air circulation and fresh air supply requirements for various uses in occupied rooms without the need to open any windows, doors, or other openings to the exterior.
- If a fan is used for forced ventilation, the attic inlet and discharge openings shall be fitted with sheet metal transfer ducts of at least 20 gauge steel, which shall be lined with one-inch thick coated glass fiber, and shall be at least five feet long with one 90-degree bend.

K. INFRASTRUCTURE

This proposed redevelopment project will connect with existing infrastructure through and around the Property. The redevelopment of the site will likely occur in phases (see Exhibit L.1 – Conceptual Phasing) and existing commercial infrastructure and use will likely remain in operation while phases develop. The phases may occur in any order, but each phase shall include all necessary infrastructure improvements to provide access, circulation and utilities for the phase.

1. WATER

Public water mains exist adjacent to the Property. A water repayment does not exist and is not applicable for the Property. All on-site water lines, including those required for fire protection shall be private. A hydrant shall generally be located within 350 feet of the most remote exterior point of all buildings or hazardous areas. Per the City, there are no issues with water capacity serving the Property.

2. SEWER

Sewer mains exist adjacent to the Property. A sewer repayment does not exist and is not applicable for the Property. All new on-site sanitary sewer lines shall be private. The Property is currently served by a three (3) service connections. Sewer services and capacity requirements will be provided during the site plan review process and will comply with City of Phoenix standards, codes and policies.

3. GRADING AND DRAINAGE

The Property is not in a Designate Floodplain or an Infill Incentive Area. Retention requirements are based on Pre-vs Post or First Flush, whichever is greater. Storm water storage requirements may be waived for re-development parcels, or where post-development peak discharges are less than pre-development and post-development times of concentrations do not exacerbate downstream conditions. This later exception will only be allowed after City acceptance of comprehensive hydrologic analysis undertaken in conformance with the Flood Control District of Maricopa County Hydrology Manual. NPDES requirements must be met regardless of storm water storage provisions. When a detention facility is allowed, the requirement to retain the 100-year, 2-hour runoff volume may be waived. Post-development peak discharges

shall not exceed pre-development peak discharges for the 2-, 10-, and 100-year storm events.

The minimum standard First Flush consists of retaining or treating the first 0.5 inch of direct runoff from a storm event. Discharges into a structure owned or operated by the City must comply with the First Flush Policy providing stormwater runoff control. The First Flush requirement can be addressed by retaining the required minimum First Flush volume, treating the first flush discharge, or utilizing a combination of both approaches.

Storm water retention related to the redevelopment of the Property may be provided in phases by phase or as part of an overall master plan as part of the site plan review process. Retention may include surface basins and/or underground storage. Stormwater storage may occur in required open spaces and setback areas (see Exhibit C.3 - Conceptual Open Space and Exhibit G.1 - PUD Setbacks).

4. CIRCULATION

Due to the location of the Property near the Kierland/Scottsdale Quarter core, the mixed use nature of the proposed development and the growing abundance of alternative modes of transportation such as Uber and Lyft, shared parking is proposed to minimize toe size of parking structures on the Property. The peak uses of residential, hotel and office uses generally complement each other, and the high emphasis on pedestrian connectivity between uses make this possible and desirable for the site. A shared parking analysis may be submitted with each phase of re-development to reduce the City required parking provided on Property.

Access to the Property exists via Scottsdale Road, Acoma Drive and in a very limited way via Hearn Road (see Exhibit C.8 - Conceptual Vehicular Circulation). Convenient access to public transit is available at the existing bus stop at Scottsdale Road and Acoma Drive (see Exhibit C.9 – Conceptual Pedestrian Circulation). Additionally, just over a five (5) minute walk south to Thunderbird Road is a Park and Ride facility. The mix of office, retail and residential uses in a compact core supports a pedestrian friendly environment reducing the need to travel by car (i.e. No need to drive to lunch from the office, just walk down stairs. No need to drive to the Circle K, just walk down stairs to the corner market).

4.1. ACCESS AND DRIVEWAYS

There are three (3) existing driveways on Scottsdale Road. The Evans Road alignment is full movement driveway intersection proposed to remain. To the north

and to the south of this intersection are right-in / right-out driveways also proposed to remain.

There are (three) 3 existing driveway intersections accessing Acoma Drive all allowing full vehicular movements. During the site plan development review process the location of these driveways may be adjusted to line-up with the existing driveways along the north side of Acoma Drive. The driveway entrance near the western boundary is primarily a service vehicle entrance for trash and delivery truck access along the rear of the existing buildings. The Conceptual Site Plan proposes to remove trash and delivery services along the western boundary, however it is anticipate that emergency services will require access. The driveway, therefore, if proposed to remain to provide a point of entry for emergency vehicle access only within the perimeter open space buffer. The curb for this driveway will likely be reconstructed to limit/discourage ordinary vehicular access.

Existing driveways along Acoma Drive will be adjusted to align with the driveways on the north side of the roadway. This will require the reconstruction of the curbs to remove the old driveway elements and install new curb returns.

Cross-access easements connect the Property to Scottsdale Towne Square to the south and Hearn Road to the west. An existing gate on the Hearn Road alignment restricts vehicular access from Scottsdale to the Desert Paradise Estates and Haskin Estates neighborhoods.

Dedication of right-of-ways, access easements, and sidewalk easements shall be made, as necessary, by separate instrument. Excess or unused driveways will be removed.

4.2. OFF-STREET PARKING AND LOADING

Off-street parking and loading means any parking or loading on the Property. On-street parking and loading means any parking or loading on Scottsdale Road or Acoma Drive. Off-street parking shall be accessible from Scottsdale Road or Acoma Drive. Off-street parking may be structured. All off-street parking shall include sufficient maneuvering for each parking space.

A parking plan shall be provided in conjunction with the issuance of a building permit for any new construction or expansion of an existing building. Any parking area existing prior to the approval of this PUD shall be considered in conformance and legal. New parking spaces required because of tenant changes, new construction, or site plan amendments occurring after the approval of this PUD may maintain the existing legally nonconforming spaces. If more than fifty (50) spaces

are added, the new spaces shall meet the minimum dimensions as set forth in this PUD or as otherwise permitted.

Parking areas shall have dustproof paving. Emergency accessways in the perimeter open space buffer may be composed of earth, decomposed granite, crushable vegetation or materials other than concrete, asphalt or pavers.

4.3. QUEUING LANES

Requirements for queuing lanes for drive-through facilities shall follow the standards set forth in Section 702.6. of the City of Phoenix Zoning Ordinance except that on-site internal streets and the palm plaza may be used for queuing.

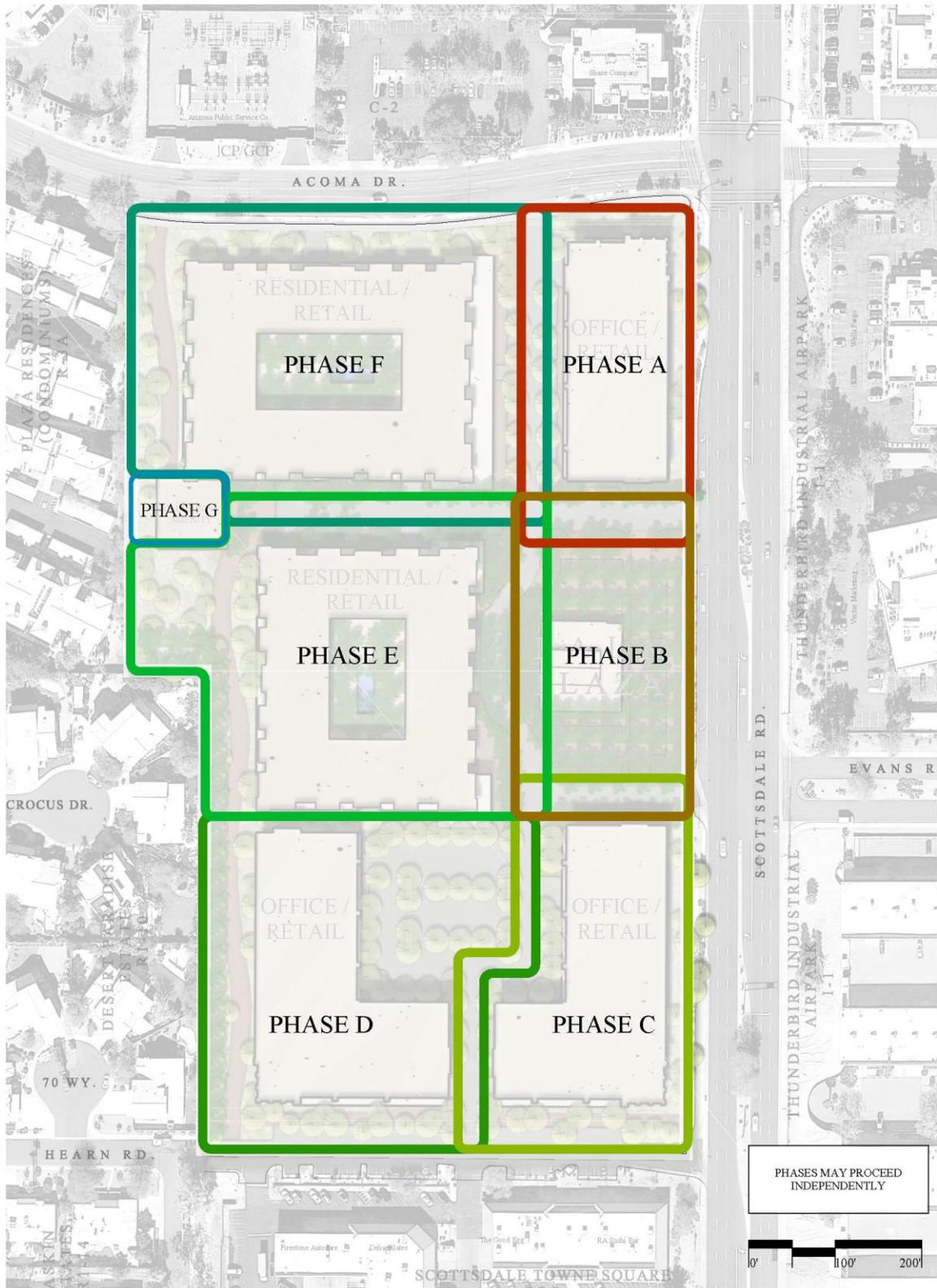
4.4. PARKING LOT SCREENING

Landscape screening shall be provided along the western boundary of the Property as set forth in Section G of this PUD. Additionally a solid wall shall be located along the common western property line except at points of access (vehicular or pedestrian). Landscaping or walls adjacent to driveway entrances shall not exceed three (3) feet in height within a triangle measuring ten (10) feet in depth for the property line tapering to the property line twenty (20) feet on either side of the driveway. All landscaping and walls shall comply with the vision obscurement requirement of the Phoenix City Code. Existing landscaping and walls in and around existing parking areas shall be considered in conformance with the City's vision obscurement requirement, and shall not require improvements for the continued use of the existing surface parking in whole or in part. Surface parking shall not require screening from the parcels south of the Property.

L. PHASING

The development of the site will likely occur in phases (see Exhibit L.1 – Conceptual Phasing). Existing commercial development may remain in operation in whole or in part while phases develop. The phases may occur in any order, but each phase shall include the necessary infrastructure improvements to provide access, circulation and utilities for the phase. Landscape and amenities improvements shall be installed in or adjacent to each phase. Phased development may occur independently or as a group. Site plans for individual phases, a group of phases, or for the entire property will be processed through the City site plan development review process.

EXHIBIT L.1 – CONCEPTUAL PHASING



M. EXHIBITS

EXHIBIT M.1 - LEGAL DESCRIPTION

PARCEL NO. 1:

A PORTION OF THE SOUTHEAST QUARTER OF SECTION 10, TOWNSHIP 3 NORTH, RANGE 4 EAST OF THE GILA AND SALT RIVER BASE AND MERIDIAN, MARICOPA COUNTY, ARIZONA, MORE PARTICULARLY DESCRIBED AS FOLLOWS;

COMMENCING AT THE BRASS CAP IN HANDHOLE AT THE EAST QUARTER CORNER OF SAID SECTION 10 THENCE SOUTH 00 DEGREES 57 MINUTES 30 SECONDS EAST, ALONG THE EAST LINE OF SAID SECTION 10, A DISTANCE OF 222.10 FEET;

THENCE SOUTH 89 DEGREES 02 MINUTES 30 SECONDS WEST, A DISTANCE OF 65.00 FEET TO A POINT ON THE WEST RIGHT-OF-WAY LINE OF SCOTTSDALE ROAD PER DOCKET 13248, PAGE 1450, RECORDS OF MARICOPA COUNTY, ARIZONA;

THENCE SOUTH 00 DEGREES 57 MINUTES 30 SECONDS EAST, ALONG SAID WEST RIGHT-OF-WAY LINE, A DISTANCE OF 708.37 FEET TO THE TRUE POINT OF BEGINNING;

THENCE CONTINUING SOUTH 00 DEGREES 57 MINUTES 30 SECONDS EAST, ALONG SAID WEST RIGHT-OF-WAY LINE, A DISTANCE OF 194.81 FEET;

THENCE WEST, A DISTANCE OF 207.00 FEET; THENCE NORTH 194.78 FEET;

THENCE EAST, A DISTANCE OF 203.74 FEET TO A POINT ON SAID WEST RIGHT-OF-WAY LINE AND TO THE TRUE POINT OF BEGINNING.

PARCEL NO .2:

A PORTION OF THE SOUTHEAST QUARTER OF SECTION 10, TOWNSHIP 3 NORTH, RANGE 4 EAST OF THE GILA AND SALT RIVER BASE AND MERIDIAN. MARICOPA COUNTY, ARIZONA, MORE PARTICULARLY DESCRIBED AS FOLLOWS;

COMMENCING AT THE BRASS CAP IN HANDHOLE AT THE EAST QUARTER CORNER OF SAID SECTION 10;

ACOMA COURT

Planned Unit Development

M-1

THENCE SOUTH 00 DEGREES 57 MINUTES 30 SECONDS EAST, ALONG THE EAST LINE OF SAID SECTION 10, A DISTANCE OF 222.10 FEET;

THENCE SOUTH 89 DEGREES 02 MINUTES 30 SECONDS WEST, A DISTANCE OF 65.00 FEET TO A POINT ON THE WEST RIGHT-OF-WAY LINE OF SCOTTSDALE ROAD PER DOCKET 13248, PAGE 1450, RECORDS OF MARICOPA COUNTY. ARIZONA;

THENCE SOUTH 00 DEGREES 57 MINUTES 30 SECONDS EAST, ALONG SAID WEST RIGHT-OF-WAY LINE, A DISTANCE OF 438.57 FEET TO THE TRUE POINT OF BEGINNING;

THENCE CONTINUING SOUTH 00 DEGREES 57 MINUTES 30 SECONDS EAST ALONG SAID WEST RIGHT-OF-WAY LINE A DISTANCE OF 189.53 FEET;

THENCE WEST, A DISTANCE OF 193.55 FEET;

THENCE NORTH, A DISTANCE OF 189.50 FEET;

THENCE EAST, A DISTANCE OF 190.38 FEET TO THE TRUE POINT OF BEGINNING.

PARCEL NO. 3:

A PORTION OF THE SOUTHEAST QUARTER OF SECTION 10, TOWNSHIP 3 NORTH, RANGE 4 EAST OF THE GILA AND SALT RIVER BASE AND MERIDIAN, MARICOPA COUNTY, ARIZONA, MORE PARTICULARLY DESCRIBED AS FOLLOWS;

COMMENCING AT THE BRASS CAP IN HANDHOLE AT THE EAST QUARTER CORNER OF SAID SECTION 10;

THENCE SOUTH 00 DEGREES 57 MINUTES 30 SECONDS EAST, ALONG THE EAST LINE OF SAID SECTION 10, A DISTANCE OF 222.10 FEET;

THENCE SOUTH 89 DEGREES 02 MINUTES 30 SECONDS WEST, A DISTANCE OF 65.00 FEET TO A POINT ON THE WEST RIGHT-OF-WAY LINE OF SCOTTSDALE ROAD PER DOCKET 13248, PAGE 1450, RECORDS OF MARICOPA COUNTY, ARIZONA, SAID POINT BEING THE TRUE POINT OF BEGINNING;

THENCE SOUTH 00 DEGREES 57 MINUTES 30 SECONDS EAST, ALONG SAID WEST RIGHT-OF-WAY LINE, A DISTANCE OF 319.50 FEET (R) 319.53 FEET (M);

THENCE WEST, A DISTANCE OF 177.99 FEET;

THENCE NORTH, A DISTANCE OF 308.77 FEET (R) 308.76 FEET (M);

THENCE ALONG A LINE PARALLEL WITH AND 2.00 FEET SOUTHERLY OF THE SOUTHERLY RIGHT-OF-WAY LINE ACOMA DRIVE AS RECORDED IN BOOK 353 OF MAPS, PAGE 43, RECORDS OF SAID MARICOPA COUNTY, ARIZONA;

THENCE NORTH 80 DEGREES 32 MINUTES 30 SECONDS EAST, A DISTANCE OF 68.15 FEET(R) 68.16 FEET TO THE BEGINNING OF A TANGENT CURVE CONCAVE SOUTHERLY WHICH HAS A RADIUS OF 713.00 FEET;

THENCE EASTERLY ALONG SAID CURVE THROUGH A CENTRAL ANGLE OF 07 DEGREES 31 MINUTES 19 SECONDS (R) 7 DEGREES 31 MINUTES 20 SECONDS (M), AN ARC DISTANCE OF 93.60 FEET (R) 93.61 FEET (M) TO A POINT OF NON-TANGENCY;

THENCE DEPARTING SAID PARALLEL LINE, SOUTH 01 DEGREES 56 MINUTES 11 SECONDS EAST, A DISTANCE OF 10.00 FEET (R) 9.97 FEET (M);

THENCE NORTH 89 DEGREES 02 MINUTES 30 SECONDS EAST, A DISTANCE OF 12.00 FEET TO THE TRUE POINT OF BEGINNING.

PARCEL NO. 4:

A PORTION OF THE SOUTHEAST QUARTER OF SECTION 10, TOWNSHIP 3 NORTH, RANGE 4 EAST OF THE GILA AND SALT RIVER BASE AND MERIDIAN, MARICOPA COUNTY, ARIZONA, MORE PARTICULARLY DESCRIBED AS FOLLOWS;

COMMENCING AT THE BRASS CAP IN HANDHOLE AT THE EAST QUARTER CORNER OF SAID SECTION 10;

THENCE SOUTH 00 DEGREES 57 MINUTES 30 SECONDS EAST, ALONG THE EAST LINE OF SAID SECTION 10, A DISTANCE OF 222.10 FEET;

THENCE SOUTH 89 DEGREES 02 MINUTES 30 SECONDS WEST, A DISTANCE OF 65.00 FEET TO A POINT ON THE WEST RIGHT-OF-WAY LINE OF SCOTTSDALE ROAD PER DOCKET 13248, PAGE 1450, RECORDS OF MARICOPA COUNTY, ARIZONA;

THENCE SOUTH 00 DEGREES 57 MINUTES 30 SECONDS EAST, ALONG SAID WEST RIGHT-OF-WAY LINE, A DISTANCE OF 319.50 FEET (R) 319.53 (M) TO THE TRUE POINT OF BEGINNING:

THENCE SOUTH 00 DEGREES 57 MINUTES 30 SECONDS EAST, ALONG SAID WEST RIGHT-OF-WAY LINE, A DISTANCE OF 119.07 FEET;

THENCE WEST, A DISTANCE OF 190.38 FEET;

THENCE SOUTH, A DISTANCE OF 189.50 FEET;

THENCE EAST, A DISTANCE OF 193.55 FEET TO A POINT ON SAID WEST RIGHT-OF-WAY LINE;

THENCE SOUTH 00 DEGREES 57 MINUTES 30 SECONDS EAST, ALONG SAID WEST RIGHT-OF-WAY LINE, A DISTANCE OF 80.27 FEET;

THENCE WEST, A DISTANCE OF 203.74 FEET;

THENCE SOUTH, A DISTANCE OF 194.78 FEET;

THENCE EAST, A DISTANCE OF 207.00 FEET TO A POINT ON SAID WEST RIGHT-OF-WAY LINE;

THENCE SOUTH 00 DEGREES 57 MINUTES 30 SECONDS EAST, ALONG SAID WEST RIGHT-OF-WAY LINE, A DISTANCE OF 142.93 FEET (R) 142.73 FEET (M) TO THE BEGINNING OF A TANGENT CURVE CONCAVE NORTH WESTERLY WHICH HAS A RADIUS OF 19.91 FEET;

THENCE SOUTHWESTERLY ALONG SAID CURVE THROUGH A CENTRAL ANGLE OF 90 DEGREES 16 MINUTES 06 SECONDS, AN ARC DISTANCE OF 31.36 FEET TO A POINT OF TANGENCY, SAID POINT BEING ON THE NORTH RIGHT-OF-WAY LINE OF ABANDONED HEARN ROAD PER DOCKET 13248, PAGE 1450, RECORDS OF SAID MARICOPA COUNTY ARIZONA;

THENCE SOUTH 89 DEGREES 18 MINUTES 36 SECONDS WEST, ALONG SAID NORTH RIGHT-OF-WAY LINE, A DISTANCE OF 539.54 FEET (R) 538.93 FEET (M);

THENCE NORTH 00 DEGREES 57 MINUTES 30 SECONDS WEST, ALONG THE EAST LINE OF "DESERT PARADISE ESTATES. A SUBDIVISION RECORDED IN BOOK 352 OF MAPS, PAGE 6, RECORDS OF SAID MARICOPA COUNTY, ARIZONA, A DISTANCE OF 520.87 FEET;

THENCE SOUTH 89 DEGREES 18 MINUTES 36 SECONDS WEST (R) SOUTH 89 DEGREES 08 MINUTES 52 SECONDS WEST (M), ALONG A NORTH LINE OF SAID "DESERT PARADISE ESTATES", A DISTANCE OF 87.22 FEET (R) 86.83 FEET (M) TO THE SOUTHEAST CORNER OF A MAP OF DEDICATION FOR

"APARTMENTS AT 7009 E. ACOMA," AS RECORDED IN BOOK 371 OF MAPS, PAGE 44, RECORDS OF MARICOPA COUNTY, ARIZONA;

THENCE NORTH 00 DEGREES 57 MINUTES 30 SECONDS WEST, ALONG THE EAST LINE OF SAID APARTMENT SITE, A DISTANCE OF 525.86 FEET TO A POINT ON A NON-TANGENT CURVE CONCAVE NORTHEASTERLY FROM WHICH THE RADIUS BEARS NORTH 08 DEGREES 59 MINUTES 05 SECONDS EAST., A DISTANCE OF 537.00 FEET;

THENCE ALONG A LINE PARALLEL WITH AND 2.00 FEET SOUTHERLY OF THE SOUTHERLY RIGHT-OF-WAY LINE OF ACOMA DRIVE AS RECORDED IN BOOK 353 OF MAPS, PAGE 43, RECORDS OF MARICOPA COUNTY, ARIZONA;

THENCE SOUTHEASTERLY ALONG SAID CURVE THROUGH A CENTRAL ANGLE OF 09 DEGREES 37 MINUTES 31 SECONDS AN ARC DISTANCE OF 90.21 FEET TO A POINT OF TANGENCY;

THENCE NORTH 89 DEGREES 21 MINUTES 34 SECONDS EAST, A DISTANCE OF 202.45 FEET, TO THE BEGINNING OF A TANGENT CURVE CONCAVE NORTHERLY WHICH HAS A RADIUS OF 787.00 FEET;

THENCE EASTERLY ALONG SAID CURVE THROUGH A CENTRAL ANGLE OF 08 DEGREES 49 MINUTES 04 SECONDS, AN ARC DISTANCE OF 121.12 FEET TO A POINT OF TANGENCY;

THENCE NORTH 80 DEGREES 32 MINUTES 30 SECONDS EAST, A DISTANCE OF 61.76 FEET;

THENCE DEPARTING SAID PARALLEL LINE, SOUTH 00 DEGREES 00 MINUTES 00 SECONDS WEST, A DISTANCE OF 308.77 FEET (R) 308.76 FEET (M);

THENCE EAST, A DISTANCE OF 177.99 FEET TO THE TRUE POINT OF BEGINNING.

PARCEL NO. 5:

THAT PART OF THE SOUTHEAST QUARTER OF SECTION 10, TOWNSHIP 3 NORTH, RANGE 4 EAST OF THE GILA AND SALT RIVER BASE AND MERIDIAN. MARICOPA COUNTY. ARIZONA, DESCRIBED AS FOLLOWS:

THE BASIS FOR THE BEARINGS USED IN THIS DESCRIPTION ARE FROM THE MAP OF DEDICATION FOR ACOMA DRIVE AS RECORDED IN BOOK 353 OF MAPS. PAGE 43, RECORDS OF MAR. ICOPA COUNTY, ARIZONA;

FROM THE NORTHEAST CORNER OF THE SOUTHEAST QUARTER OF SAID SECTION 10;

THENCE SOUTH 00 DEGREES 57 MINUTES 30 SECONDS EAST, 222.10 FEET TO A CORNER OF THE SAID MAP OF DEDICATION;

THENCE SOUTH 89 DEGREES 02 MINUTES 30 SECONDS WEST, 65.00 FEET TO A CORNER OF THE SAID MAP OF DEDICATION AND THE POINT OF BEGINNING;

THENCE CONTINUING SOUTH 89 DEGREES 02 MINUTES 30 SECONDS WEST, 12.00 FEET;

THENCE NORTH 01 DEGREES 56 MINUTES 11 SECONDS WEST, 10.00 FEET (R) 9.97 FEET (M) TO A POINT 2.00 FEET SOUTHERLY FROM THE SOUTH RIGHT-OF-WAY LINE OF THE SAID ACOMA DRIVE, THIS POINT BEING ON A CURVE HAVING A RADIUS POINT BEARING SOUTH 01 DEGREES 56 MINUTES 11 SECONDS EAST, 713.00 FEET;

THENCE ALONG A LINE THAT IS PARALLEL TO AND 2.00 FEET SOUTHERLY FROM THE SAID SOUTH RIGHT-OF-WAY LINE AS FOLLOWS;

WESTERLY 93.60 FEET (R) 93.61 FEET (M) ALONG THE ARC OF THIS CURVE THROUGH 07 DEGREES 31 MINUTES 19 SECONDS (R) 7 DEGREES 31 MINUTES 20 SECONDS (M) OF CENTRAL ANGLE;

THENCE SOUTH 80 DEGREES 32 MINUTES 30 SECONDS WEST, 129.91 FEET TO THE BEGINNING OF A CURVE TO THE RIGHT HAVING A RADIUS POINT BEARING NORTH 09 DEGREES 27 MINUTES 30 SECONDS WEST, 787.00 FEET;

THENCE WESTERLY 121.12 FEET ALONG THE ARC OF THIS CURVE THROUGH 08 DEGREES 49 MINUTES 04 SECONDS OF CENTRAL ANGLE;

THENCE SOUTH 89 DEGREES 21 MINUTES 34 SECONDS WEST, 202.45 FEET TO THE BEGINNING OF A CURVE TO THE RIGHT HAVING A RADIUS POINT BEARING NORTH 00 DEGREES 38 MINUTES 26 SECONDS WEST, 537.00 FEET;

THENCE WESTERLY 90.21 FEET ALONG THE ARC OF THIS CURVE THROUGH 09 DEGREES 37 MINUTES 31 SECONDS OF CENTRAL ANGLE;

THENCE LEAVING THE SAID LINE THAT IS 2.00 FEET SOUTHERLY FROM THE SOUTH LINE NORTH 00 DEGREES 57 MINUTES 30 SECONDS WEST, 2.03 FEET TO A POINT ON THE SAID SOUTH RIGHT-OF-WAY LINE OF ACOMA DRIVE;

THENCE ALONG THE SOUTHERLY RIGHT-OF-WAY LINE OF ACOMA DRIVE AS FOLLOWS;

THIS LAST DESCRIBED POINT LIES ON A CURVE CONCENTRIC TO THE LAST DESCRIBED CURVE AND HAS A RADIUS POINT BEARING NORTH 09 DEGREES 01 MINUTES 20 SECONDS EAST, 535.00 FEET;

THENCE EASTERLY 90.23 FEET ALONG THE ARC OF THIS CURVE THROUGH 09 DEGREES 39 MINUTES 46 SECONDS OF CENTRAL ANGLE;

THENCE NORTH 89 DEGREES 21 MINUTES 34 SECONDS EAST, 202.45 FEET TO THE BEGINNING OF A CURVE TO THE LEFT HAVING A RADIUS POINT BEARING NORTH 00 DEGREES 38 MINUTES 26 SECONDS WEST, 785.00 FEET;

THENCE EASTERLY 120.81 FEET ALONG THE ARC OF THIS CURVE THROUGH 08 DEGREES 49 MINUTES 04 SECONDS OF CENTRAL ANGLE;

THENCE NORTH 80 DEGREES 32 MINUTES 30 SECONDS EAST, 129.91 FEET TO THE BEGINNING OF A CURVE TO THE RIGHT HAVING A RADIUS POINT BEARING SOUTH 09 DEGREES 27 MINUTES 30 SECONDS EAST, 715.00 FEET;

THENCE EASTERLY 93.87 FEET ALONG THE ARC OF THIS CURVE THROUGH 07 DEGREES 31 MINUTES 19 SECONDS OF CENTRAL ANGLE TO A POINT OF A COMPOUND CURVE TO THE RIGHT HAVING A RADIUS POINT BEARING SOUTH 01 DEGREES 56 MINUTES 11 SECONDS EAST. 12.00 FEET;

THENCE SOUTHEASTERLY 19.05 FEET ALONG THE ARC OF THIS CURVE THROUGH 90 DEGREES 58 MINUTES 41 SECONDS OF CENTRAL ANGLE TO THE POINT OF BEGINNING,

PARCEL NO. 6:

A PORTION OF THE SOUTHEAST QUARTER OF SECTION 10, TOWNSHIP 3 NORTH, RANGE 4 EAST OF THE GILA AND SALT RIVER BASE AND MERIDIAN, MARICOPA COUNTY, ARIZONA, DESCRIBED AS FOLLOWS;

COMMENCING AT THE EAST QUARTER CORNER OF SAID SECTION 10;

THENCE SOUTH 00 DEGREES 57 MINUTES 30 SECONDS EAST ALONG THE EAST LINE OF SAID SECTION 10, A DISTANCE OF 222.10 FEET;

THENCE LEAVING SAID EAST LINE, SOUTH 89 DEGREES 02 MINUTES 30 SECONDS WEST 65.00 FEET TO A POINT ON A LINE PARALLEL TO THE 65 FEET WEST OF SAID EAST LINE OF SECTION 10;

THENCE ALONG SAID PARALLEL LINE, SOUTH 00 DEGREES 57 MINUTES 30 SECONDS EAST, 1046.14 FEET TO THE TRUE POINT OF BEGINNING;

THENCE CONTINUING ALONG SAID PARALLEL LINE. SOUTH 00 DEGREES 57 MINUTES 30 SECONDS EAST 53.00 FEET TO A POINT ON THE CENTER LINE OF ABANDONED HEARN ROAD;

THENCE LEAVING SAID PARALLEL LINE AND ALONG SAID CENTER LINE, SOUTH 89 DEGREES 19 MINUTES 36 SECONDS WEST (R) 89 DEGREES 18 MINUTES 36 SECONDS WEST (M) 559.93 FEET TO A POINT ON A LINE PARALLEL TO AND 33 EAST OF THE MONUMENTED CENTER LINE OF 71ST STREET;

THENCE LEAVING SAID CENTER LINE OF HEARN ROAD AND ALONG SAID PARALLEL LINE, NORTH 00 DEGREES 57 MINUTES 30 SECONDS WEST, 33.00 FEET;

THENCE LEAVING SAID PARALLEL LINE AND ALONG THE ABANDONED NORTH 33 FOOT RIGHT OF WAY LINE OF HEARN ROAD, NORTH 89 DEGREES 18 MINUTES 36 SECONDS EAST. 539.93 FEET 539.54 FEET (R) TO A POINT ON A TANGENT CURVE TO THE LEFT, HAVING A RADIUS OF 19.91 FEET;

THENCE ALONG SAID TANGENT CURVE, THROUGH A CENTRAL ANGLE OF 90 DEGREES 16 MINUTES 06 SECONDS, ALONG AN ARC LENGTH OF 31.37 FEET TO THE TRUE POINT OF BEGINNING.

PARCEL NO. 7:

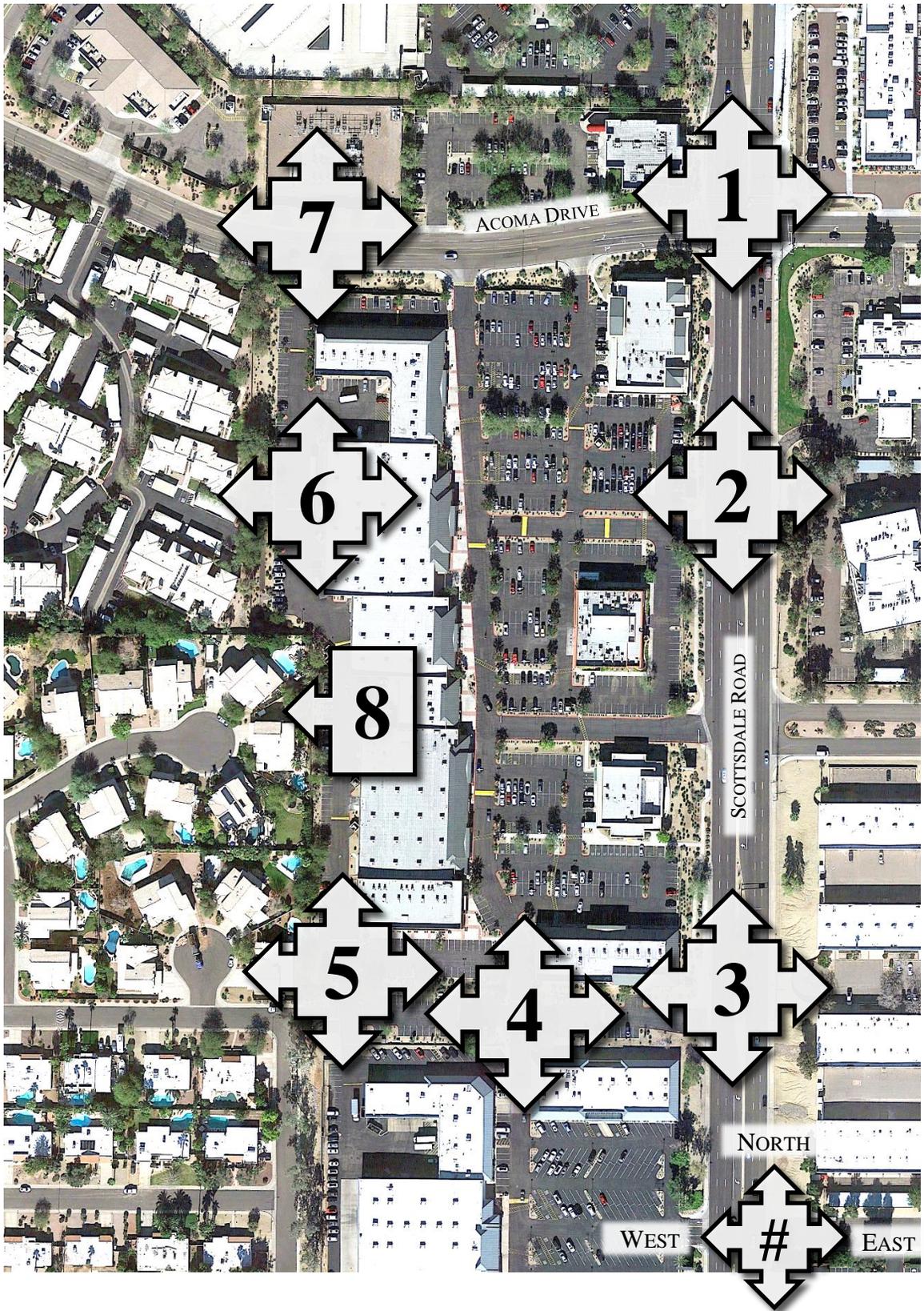
A NON-EXCLUSIVE EASEMENT FOR INGRESS AND EGRESS BY VEHICULAR AND PEDESTRIAN TRAFFIC. TO AND FROM THE COMMON AREAS AND PUBLIC STREETS OR RIGHTS-OF-WAY. VEHICULAR PARKING, FACILITIES INSTALLED IN THE COMMON AREAS AND UTILITIES AS SET FORTH IN DECLARATION OF COVENANTS, CONDITIONS, RESTRICTIONS AND RECIPROCAL EASEMENTS RECORDED JUNE 12, 1987 IN DOCUMENT NO. 87-375292 AND IN DOCUMENT NO. 2002-1356348 OF OFFICIAL RECORDS, MARICOPA COUNTY, ARIZONA.

PARCEL NO. 8:

A PERPETUAL, NON-EXCLUSIVE BASEMENT FOR ACCESS BETWEEN THE SHOPPING CENTERS AND THE SUBDIVISIONS VIA THE ACCESS GATE AND INGRESS AND EGRESS BY (I) VEHICULAR TRAFFIC UPON, OVER AND ACROSS A DRIVEWAY LOCATED ON A PORTION OF THE SHOPPING CENTERS, INCLUDING THE ABANDONED HEARN ROAD RIGHT-OF-WAY

AND (II) PEDESTRIAN TRAFFIC UPON, OVER AND ACROSS SIDEWALKS AND/OR WALKWAYS LOCATED ON A PORTION OF THE SHOPPING CENTER AND/OR THE ABANDONED HEARN ROAD RIGHT-OF-WAY, AS TO PROVIDE FOR THE PASSAGE OF MOTOR VEHICLES AND PEDESTRIANS BETWEEN THE SUBDIVISIONS AND THE SHOPPING CENTERS, AS USED HEREIN, THE TERM "DRIVEWAY" MEANS AN OPEN PAVED AREA FOR VEHICULAR AND PEDESTRIAN TRAFFIC EXTENDING ACROSS A PORTION OF SHOPPING CENTERS, INCLUDING THE ABANDONED HEARN RIGHT-OF-WAY. THE DRIVEWAY, SIDEWALKS AND WALKWAYS REFERRED TO ABOVE MAY BE RELOCATED BY ETS ND ETS-NORTH-1, THEIR SUCCESSORS AND ASSIGNS, FROM TIME TO TIME, AS RECORDED IN A DOCUMENT ENTITLED "DECLARATION OF COVENANTS, CONDITIONS AND RESTRICTIONS AND ACCESS EASEMENT". RECORDED DECEMBER 17, 2002 IN DOCUMENT NO. 2002-1356155, MARICOPA COUNTY RECORDS, ARIZONA.

EXHIBIT M.2 - CONTEXT PHOTOS



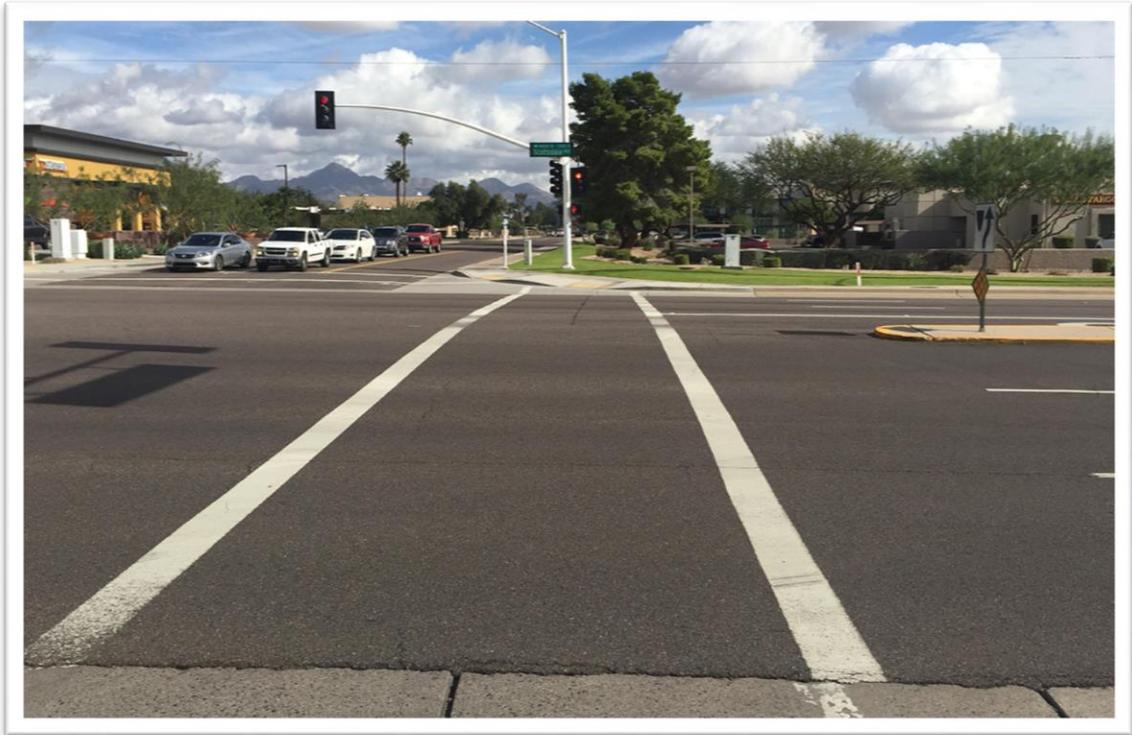


NORTH



SOUTH





EAST

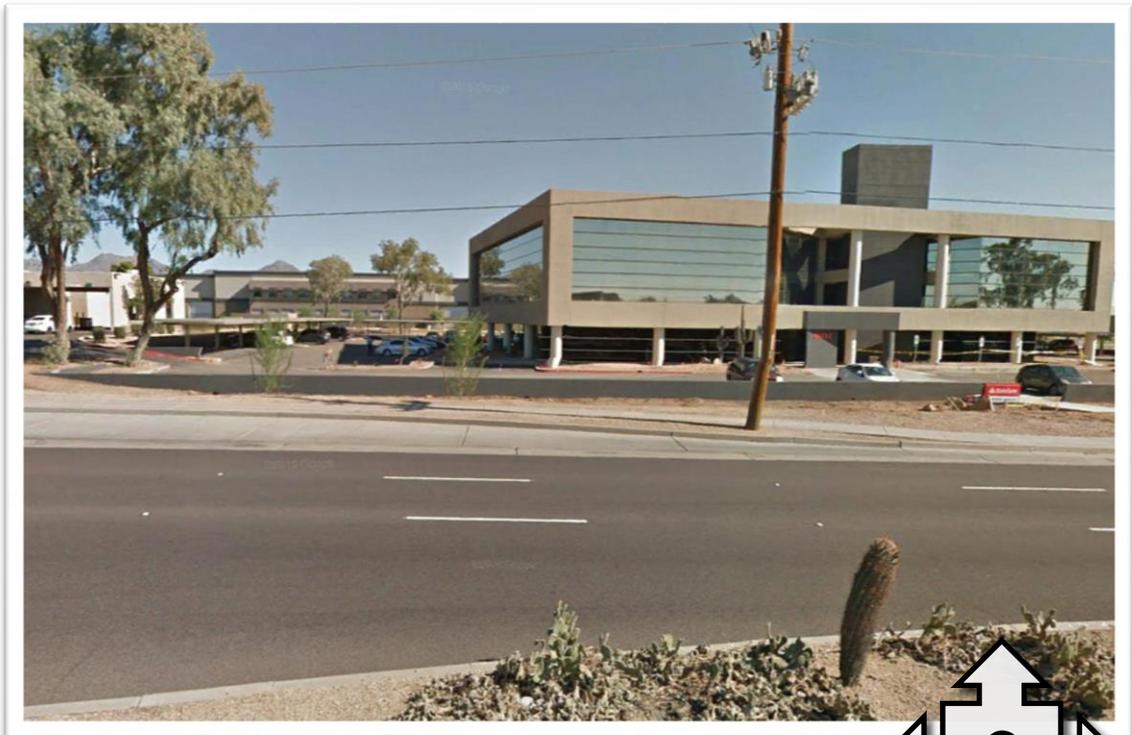


WEST





NORTH



EAST





SOUTH



WEST





NORTH



SOUTH





EAST



WEST





NORTH



SOUTH





EAST



WEST





NORTH



SOUTH





EAST



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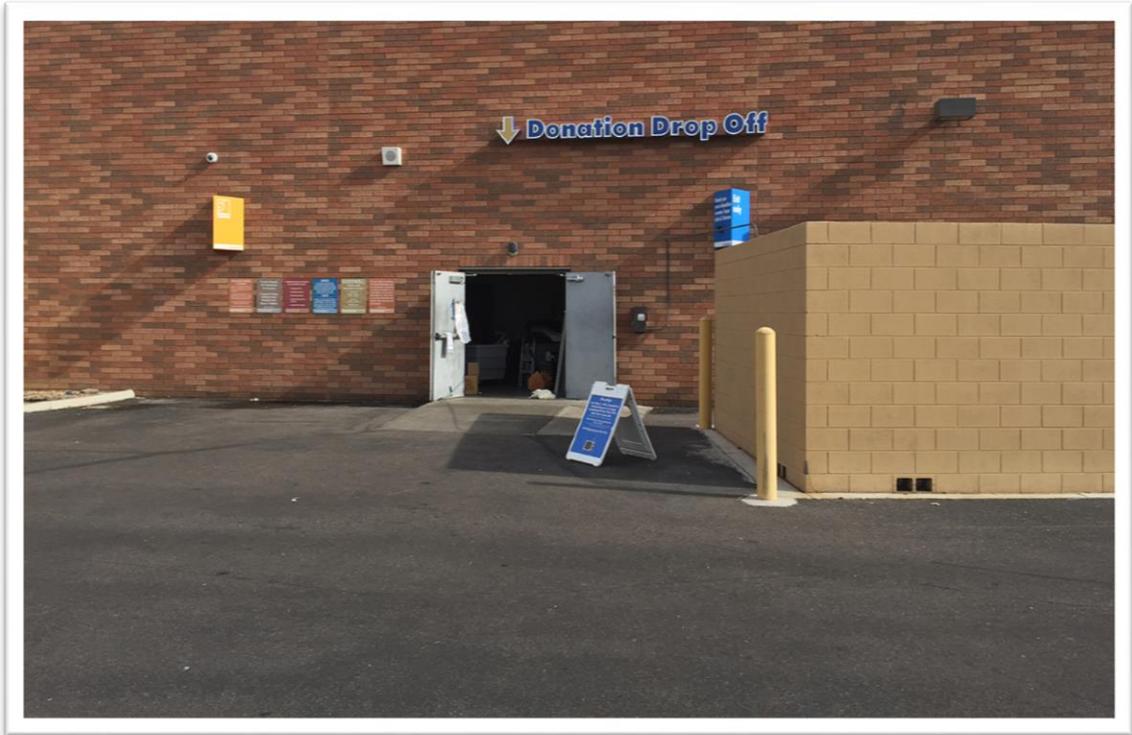


NORTH



SOUTH





EAST



WEST





NORTH



SOUTH





EAST



WEST





WEST BOUNDARY COMMOM WALL



TRASH BINS ALONG WEST BOUNDARY



TRASH COMPACTOR ALONG WEST BOUNDARY



TRASH, DELIVERY AND PARKING ALONG WEST BOUNDARY