

Section 2 Site and Context

2.1 Regional Context

The Property is located in the southeastern portion of the City and is generally bounded by Elliot Road to the north, Ellsworth Road to the west, Signal Butte Road to the east, and Williams Field Road to the south. The Town of Queen Creek is approximately three (3) miles to the south and the Town of Gilbert is four (4) miles to the west. The Property has excellent access to regional freeway routes, including the San Tan Freeway ("Loop 202") which is located one-half (1/2) mile to the west, the Williams Gateway Freeway ("SR24") to the southwest and the Superstition Freeway ("U.S. 60"), which is located two and one-half (2.5) miles to the north. The Union Pacific Railroad is located three and one-half (3.5) miles to the south.

The Phoenix-Mesa Gateway Airport (the "Airport") is located immediately to the southwest of the Property and is positioned to be a major commercial reliever airport for Sky Harbor Airport. The Airport is owned and operated by the Phoenix-Mesa Gateway Airport Authority, comprised of representatives from the City, the City of Phoenix, City of Apache Junction, Towns of Gilbert and Queen Creek, and the Gila River Indian Community.

Adjacent and to the west of the Airport at the intersection of Power and Williams Field Roads is the approximately 700 acre Arizona State University Polytechnic Campus ("ASU Poly"). To the east of the Property, in Pinal County, is a major Arizona State Land Department ("ASLD") holding that consists of approximately 275 square miles. This area, known as Superstition Vistas, is currently being planned and is projected to have over 1 million residents in the future.

Within the larger context, the Property enjoys spectacular views of the Superstition Mountains, which are located approximately fourteen (14) miles to the east. To the southwest lie the San Tan Mountains. Though distant, the Usury and Pass Mountains provide a dramatic background view to the north. Historically, most of this area has been used for agriculture and farming. In the last decade, conventional suburban subdivisions have been built in the area.

2.2 Historical Context

The Property was originally part of a larger 5,000 acre land holding owned by General Motors Company ("GM"). In 2004, GM sold approximately 1,800 acres to Pacific Proving, LLC, and in 2006, sold the remaining 3,200 acres to DMPG. Since 1953, the Property has been utilized as a vehicle testing and proving ground by GM and has been developed with many structures as well as several roadways and test tracks. The Desert Proving Ground facility was GM's only desert proving ground in the world. The local history of GM begins in 1937 when a laboratory was established on the Property for year-round heat, dust and high altitude tests. GM Desert Proving Ground was a facility for the testing of heating, ventilation, air-conditioning, and circulation, propulsion, and various automotive systems in harsh climate conditions. When initially established, the facility was located in a remote desert area with little surrounding

development, other than the former Williams Airfield. This isolation was the perfect setting for a facility that required significant privacy.

2.3 Existing Site Character/Quality

Due to the historic use of the Property as a vehicle proving ground, there exist few natural features. The views from the Property to the adjacent mountain ranges provide the most positive aspect of the natural setting. Prior to the development of the Property in 2011, the site contained the following features:

- A vast amount of asphalt roads related to the wide range of testing conditions, with the oval track being the most predominant
- Unusual grading and artificial topography created for the single purpose of vehicle testing and unusable for urban development
- A predominance of improvements including pavement, concrete and other obsolete industrial uses. These improvements are deteriorating and in many cases dilapidated
- More than 400,000 square feet of industrial buildings between twenty-five (25) and fifty (50) years old. None of the buildings are useful for any other purpose and will need to be demolished
- Site features including industrialized landfills and abandoned underground storage tanks, all in need of complete remediation
- Irregular landforms due to the construction of several kinds of testing facilities
- Perimeter berming, fencing, and landscape screens that provide a buffer between the adjacent streets and the interior functions of the proving ground

The Powerline Floodway is improved with a concrete channel, which functions as a regional drainage way. Refer to **Exhibit 2.1** – Powerline Floodway Map, which is a map showing the location of the existing facility located on the Property.

Development of the Property commenced in 2011 with the construction of a 1.3 million square foot employment facility. Since then, over half of the Property is developed or in development with homes, schools, parks and supporting infrastructure, all in compliance with the CP.

2.4 Airport Sensitivity Area

The Property is located within an important area of the Southeast Valley that has been considered by the City to be a critical future employment area primarily due to the existence of the Airport and proximity to significant regional freeway systems, both existing and planned. DMPG embraces this vision as well as the desire of the City to expand the operations of the Airport. Further, it is clear that the Airport is the focal point of the area and will create a magnet for the growth of the area as a major employment and destination area. Based on the need for additional commercial passenger capacity in the Phoenix

metropolitan area, the future of the Airport is as a commercial reliever to Sky Harbor Airport. Additional uses will include cargo and general aviation operations. To implement this common vision, DMPG has studied and analyzed appropriate development options for the Property. This vision involves the creation of a place that will attract the type and quantity of knowledge-driven, high-quality jobs, businesses, and amenities that will be the catalyst for the positive growth of the area in general and the Airport specifically.

2.5 Regional Drainage Patterns

The regional drainage area encompasses approximately ninety (90) square miles, extending into Pinal County to the east. The Property is within the *East Mesa Area Drainage Master Plan* prepared by FCDMC. In general this area flows from northeast to southwest toward the Gila River. The U.S. 60 and the Central Arizona Project (“CAP”) canal form major man-made drainage boundaries. Runoff is concentrated upstream of the CAP canal and discharged over the canal in overchutes.

The area north of the U.S. 60 is characterized by existing development with a complex drainage network that has evolved over time as land has been developed. Typically, this drainage network has a low capacity which can be exceeded during large storm events. The U.S. 60 has a system of collector channels and a detention basin system that collects runoff and discharges the detained flows under the freeway. These flows are collected in a system of flood control facilities including detention basins, storm drains, and channels that ultimately discharge to the East Maricopa Floodway (“EMF”) in several locations.

The area south of the U.S. 60 is characterized by historical agricultural and industrial land uses with large portions of undeveloped desert. The undeveloped desert areas are mostly characterized by shallow sheet flow and small braided washes. The GM Desert Proving Ground and Airport created substantial changes to the natural drainage patterns with the construction of facilities. The flows within this area are collected within various flood control facilities, including detention basins, storm drains and channels that ultimately discharge to the EMF in several locations.

2.6 Topography And Slope

The existing topography of the Property has been greatly altered by the construction activities associated with the GM Desert Proving Ground. Berms were constructed around a substantial portion of the Property to provide a visual barrier from testing activities. On-site man-made depressions were built to store stormwater and prevent impact to the testing tract and facilities. Additional testing facilities such as off-road hills, skid pads, and oval tracks were constructed that altered the historical topography. Historically, prior to the GM construction activities, the existing slope of the Property ranged from one-half (1/2) to one (1) percent in an east to west and northeast to southwest direction.

2.7 Geology/Soils

The soils across the Property consist predominately of fine-grained soils classified as Silty to Sandy Clays and Clayey to Sandy Silts, with a smaller percentage of granular soils classified as Clayey to Silty Sands, relatively clean Sands and Gravelly Sands. Soils vary from nil to medium plasticity. The fine-grained soil consistency varied from soft to hard and the granular soil density varied from very loose to very dense. The engineering characteristics of the soil types encountered are considered to be average for collapse potential and for expansive potential when considering the proposed construction from a geotechnical and earthwork perspective.

2.8 Archeology

A cultural resources survey prepared by a consultant for GM prior to DMPG's acquisition of the Property indicates that there are five (5) archaeological sites on the Property, three (3) of which merited additional investigation consistent with the National Historic Preservation Act standards. DMPG's consultant has conducted further evaluation (in consultation with the City Historic Preservation Office and City Archaeologist) of the three (3) archaeological sites identified and concluded that one (1) site did not merit further evaluation and two (2) sites required additional data recovery. Data recovery will be coordinated with the appropriate regulatory agencies including the City. Following data recovery and consultation with its consultant, DMPG will proceed with any further evaluation required consistent with National Historic Preservation Act standards.

2.9 City Policies

Since the approval of the CP in 2008, the Mesa Gateway Strategic Development Plan ("MGSDP") has been approved and is a plan for the southeast Mesa area surrounding the Airport. This plan assists the City in guiding the future growth of the area and provide direction to large and small properties within the area. The stated vision of the MGSDP is to be an internationally recognized destination for those looking for a sustainable place in which to live, work, learn and recreate. Its goal is to provide industries with an economically efficient business climate and its workforce and residents with access to the global resources desired of a knowledge-based economy. The MSGDP is intended to provide guidance for land use, transit and transportation development. DMPG has participated in this planning process and is committed to

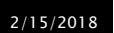
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continuing to work with the City to ensure that the goals and policies of the MGSDP are consistent with the planning framework for Mesa Proving Grounds and that regional infrastructure is coordinated between DMPG and MGSDP.

Additionally, the City also adopted a new General Plan, This is My Mesa 2040: General Plan on June 14, 2014 (the “2014 General Plan”). The 2014 General Plan represented a departure from the previous general plan, with a stronger emphasis on goals and policies and identification of areas and character of neighborhoods. The 2014 General Plan identifies Eastmark as a Mixed Use Community Character type which identifies larger land areas where it is possible to develop a mixture of uses that will create a complete and identifiable community. Areas designated with the Mixed Use Community are expected to develop with one or more villages(s) and/or urban core(s) and contain an appropriate variety and mix of employment, industrial, office, retail, medical, educational, community service, tourism, entertainment, open space, recreational, and residential uses to provide a complete community.

Additionally, the City has approved the Elliot Road Technology Corridor concept that identifies the property along Elliot Road between Hawes Road and Signal Butte as an area as suitable for large employment type development in part given its proximity to infrastructure. The City has successfully attracted a major user to this area, which is currently building a state-of-the-art, 450,000-square-foot production facility.

Exhibit 2.1 – Powerline Floodway Map



Section 3 Overall Vision

The Property is located at the heart of a dynamic part of the Southeast Valley that is poised to become one of the major employment centers in the Phoenix metropolitan area. With this in mind, Mesa Proving Grounds is envisioned as a dynamic and synergistic development. The growth of this area is driven in large part by the existence of the Airport, ASU Poly, other educational establishments, and the surrounding areas of influence including the Superstition Vistas. The City has identified the general area surrounding the Airport (the “Gateway Area”) as a key employment and job center and anticipates significant economic opportunity to occur in the Gateway Area.

The Property is situated near the center of the Gateway Area and will be an important contributor to development and redevelopment of the region. Mesa Proving Grounds is envisioned to be a well-planned environment that complements, transitions to, and integrates with adjacent uses in the Gateway Area. In the ten (10) year period following the initial approval of the Mesa Proving Grounds CP, approximately 2,400 acres of the 3,200 acres has been planned in accordance with the Vision and included within an approval Development Unit Plan.

In 2007, the City identified the Gateway Area, which the Property is a portion of, as the location of an urban and economic center with the goal of creating over 100,000 high wage, high value jobs. DMPG’s vision for this area is consistent with these goals and includes development plans for the necessary physical infrastructure and the implementation of the processes, regulations and standards within the CP to create a dynamic environment that provides for housing, schools, employment, commercial and amenities all which contribute to the greater area.

3.1 Vision Statement

Mesa Proving Grounds will do its part to support the growth of the Phoenix–Mesa Gateway Airport and the area in becoming a center of regional importance through its provision of great neighborhoods, parks, schools, neighborhood and regional commercial offices, retail and employment. . In partnership with the City, Mesa Proving Grounds will be based on development practices that are financially sound, market sensitive, environmentally responsive and design oriented to create sustainable and adaptable masterplanned community.

3.2 21st Century Desert Liveable Community: A Refined Vision

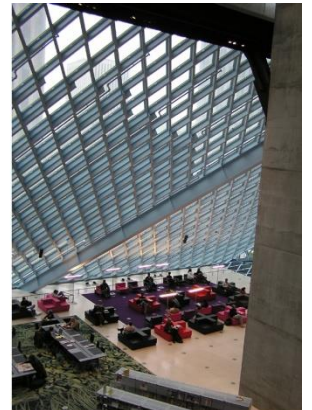
21st Century Desert Liveable Community is a vision of the future that requires that development is planned and implemented in a manner that combines traditional development patterns including large scale employment uses together with traditional commercial areas that have potential to become a more dense over time. f. Beginning with the response to the land, to patterns of development, to the way the community is built, Mesa Proving Grounds will have a character of its own that is embraces a contemporary and traditional architecture and cultural vibe and that encourages a robust community life.

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A. 21st Century

To be 21st Century implies that the approach to development will embrace modern and forward thinking and high performance models of living. Ideas that speak to the meaning of 21st Century include the following:

- Transformation at the speed of technology
- Superior traditional living environments
- The form of development, the building structure and the social structure are designed to allow transformation to happen as quickly as possible or over a longer period of time
- Integration of typical land uses, infrastructure, transportation, recreational, employment and educational systems
- High performance and artful simplicity
- Connected society
 - Communications
 - Transportation network
 - Air transport
 - Community Life
- Knowledge and learning place



- Living Well Over Time

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- Recycle existing test tracks and roadways for use in new road base and paving materials
 - Grid rotated 22° to maximize views and solar orientation
 - Use of non-automobile trips encouraged by tight forms, enjoyable walkable streets, shaded walkways with slow moving vehicles which allow multiple modes of transportation in the same space; such as neighborhood electric vehicles, golf carts, and bicycles
 - Community that provides employment opportunities within the community and within the general area shortens travel distances required for the activities of daily life – work, live, play, worship, learn, shop, dine (reducing vehicle miles traveled)
 - Street trees, neighborhood parks, and great park network assist in mitigating the heat island effect
 - Integrated stormwater management reduces water use in common landscape areas, aids in aquifer recharge and assists with quality issues
- Creating a practical and sensible place to live and/or work in terms of costs and convenience
 - “Smart growth” land plans mean controlled development costs that can be reflected in the home buying process
 - Compact lots including market rate lots translate to lower maintenance costs for home owners
 - Transportation costs can be reduced based on convenient walking distances and alternative modes of transportation
 - Recreation areas are accessible via great streets
 - Regional shopping is demand-based and located within activity cores adjacent to major arterials
 - Shopping is located at neighborhood centers – some within convenient walking distance from home
 - Schools and educational establishments located close to home

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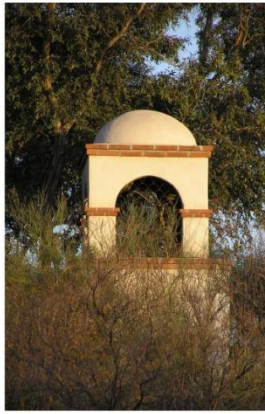


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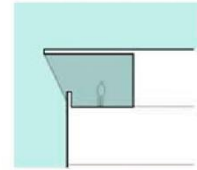
B. Desert

- An enduring place that capitalizes on location and climate, shaping life for generations
- The importance of shade and shadow
 - Compact development, narrow streets and tree-lined streets to maximize shade along the streets
- 1. Buildings, blocks and neighborhoods oriented for optimum solar orientation
- The importance of water
 - Used in places that will have the highest use and benefit to the community
 - Used in a manner that is appropriate and conservative
- The site is oriented to take full advantage of the views to the Superstition Mountains to the northeast, as well as the San Tan Mountains to the south and the mountains of the Tonto National Forest to the north
- Vegetative materials are used that are appropriate

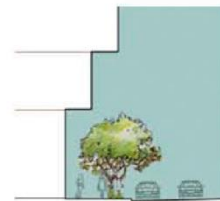
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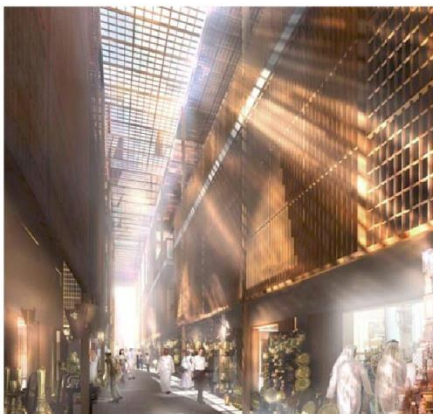
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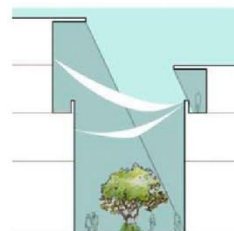
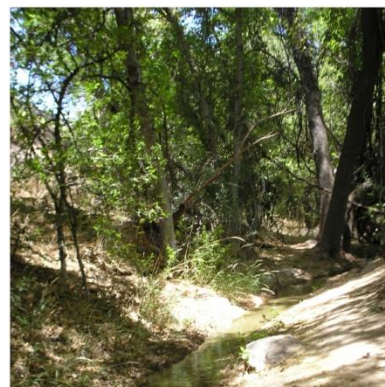
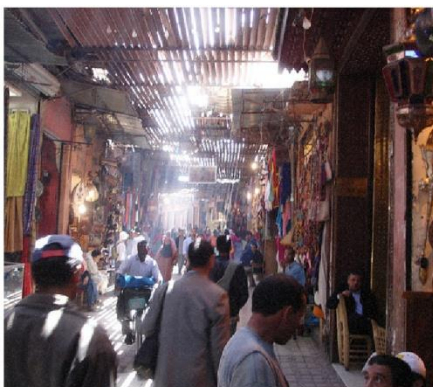
Deep shading devices keep direct sunlight off of shallow balconies and glazed penthouses on south and west facades.



Cantilevered building elements shade pedestrian environments from mid-day sun.

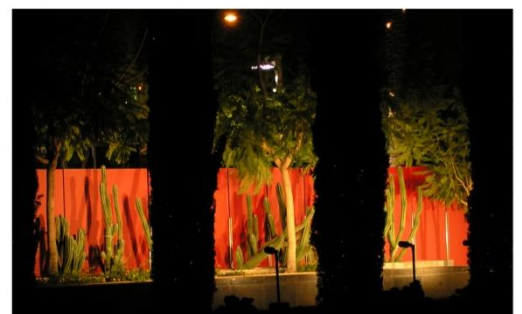


Trees along east and north sides of the streets shade pedestrian environments and south and west facing retail frontage. Fabric awnings provide additional shade and enhance streetscape.



Fabric or other material shade structures cool retail environments.

Narrow pedestrian streets create shade. Landscape and water features cool the environment. Conditioned air seeping from storefronts enhance cooling.



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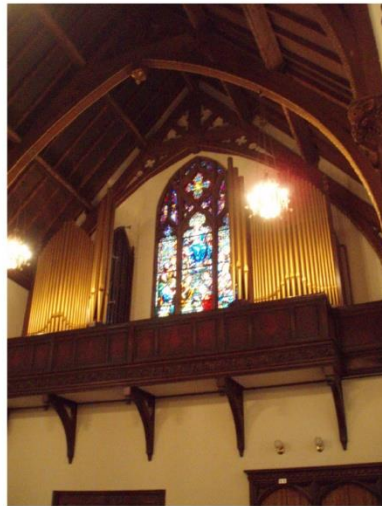
C. Liveable Community

- Neighborhoods Connected to Lifestyle Amenities
- Vibrant life
 - Integration of uses within appropriate areas
 - Many civic and cultural events
 - Active community life with signature community events
- “Everything in my backyard”
 - Convenient and desirous shopping, recreational and educational opportunities
 - Entertainment, arts, cultural and civic venues
 - Employment opportunities within the Property and surrounding area
 - Easy access to destinations via the Airport
 - Easy access to the Phoenix Metropolitan area
- Everything placed with intention to maximize the synergy of uses
- Tight pedestrian-oriented (walkable) settings, narrow streets, clever infrastructure and drainage solutions provide a framework and setting that increases the intensity of the experience. This intensity ensures the success of a greater number of divergent uses to thrive economically, adding to the richness of life in Mesa Proving Grounds
- Residential that provides for market-rate housing in its many forms and which is organized in pedestrian oriented neighborhoods with convenient access to work, recreation, transportation, shopping and the other destinations of daily life

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3.3 The Strategy

The vast amount of growth across the Phoenix metropolitan valley over the last several decades has been primarily based on post-war traditional building typologies. Traditional zoning mechanisms combined with conventional and comfortable solutions have made development in the valley predictable. The updated 2018 vision for Mesa Proving Grounds will guide the development of the remaining 800 acres of development and provides for an environment that recognizes these realities, but will deliver the best form of residential neighborhoods and non-residential use that provide a sense of place, community and value. . The vision is intended to create a legendary place that celebrates pedestrians, a range of land uses, a spectrum of residential opportunities, a palette of special features that define the idea of one-of-a-kind destination, modern desert architecture and an abundance of nature that elevates the best notions of developing sensitively in a desert environment. To help accomplish these goals), and to allow for the intended uses, the zoning for the Property includes elements of form-based regulation. The Property in essence becomes an important part of a center of regional importance in the southeast Valley. Given the significant resources in the Gateway Area, the entire area is the Center of Regional Importance for the southeast Valley. Refer to *Exhibit 3.1* – The Strategy, which demonstrates the several internal factors needed to implement this strategy within the Property. Refer to *Exhibit 3.2* – External Transportation Infrastructure, which demonstrates the external factors necessary to achieve the maximum densities and intensities as outlined in the Land Use Budget (the “Budget”).

In describing what makes a place a Center of Regional Importance, it is necessary to consider both economic and social elements. Given the desire to create significant employment opportunities, it is necessary to attract the right types of economic clusters such as aeronautics and technology, medical, manufacturing and cloud based businesses, education and research and development, corporate and professional, health and wellness, and incubator businesses. These types of highly sought after businesses typically locate in areas where a base of knowledge workers are present and in areas that corporate leaders want to reside. In order to attract both of these groups, Mesa Proving Grounds will need to be the type of place in which these groups will choose to locate. The strategy and challenge is to create a physical and social environment that includes the elements that these two (2) groups desire including active and peaceful environments with easy access to jobs, housing amenities, civic and cultural opportunities as well as areas for exclusive living and executive culture.

Mesa Proving Grounds is intended to contribute to the vision for the larger center of regional importance by being a community that grows and evolves over time as an authentic environment. One that provides the opportunity for the following:

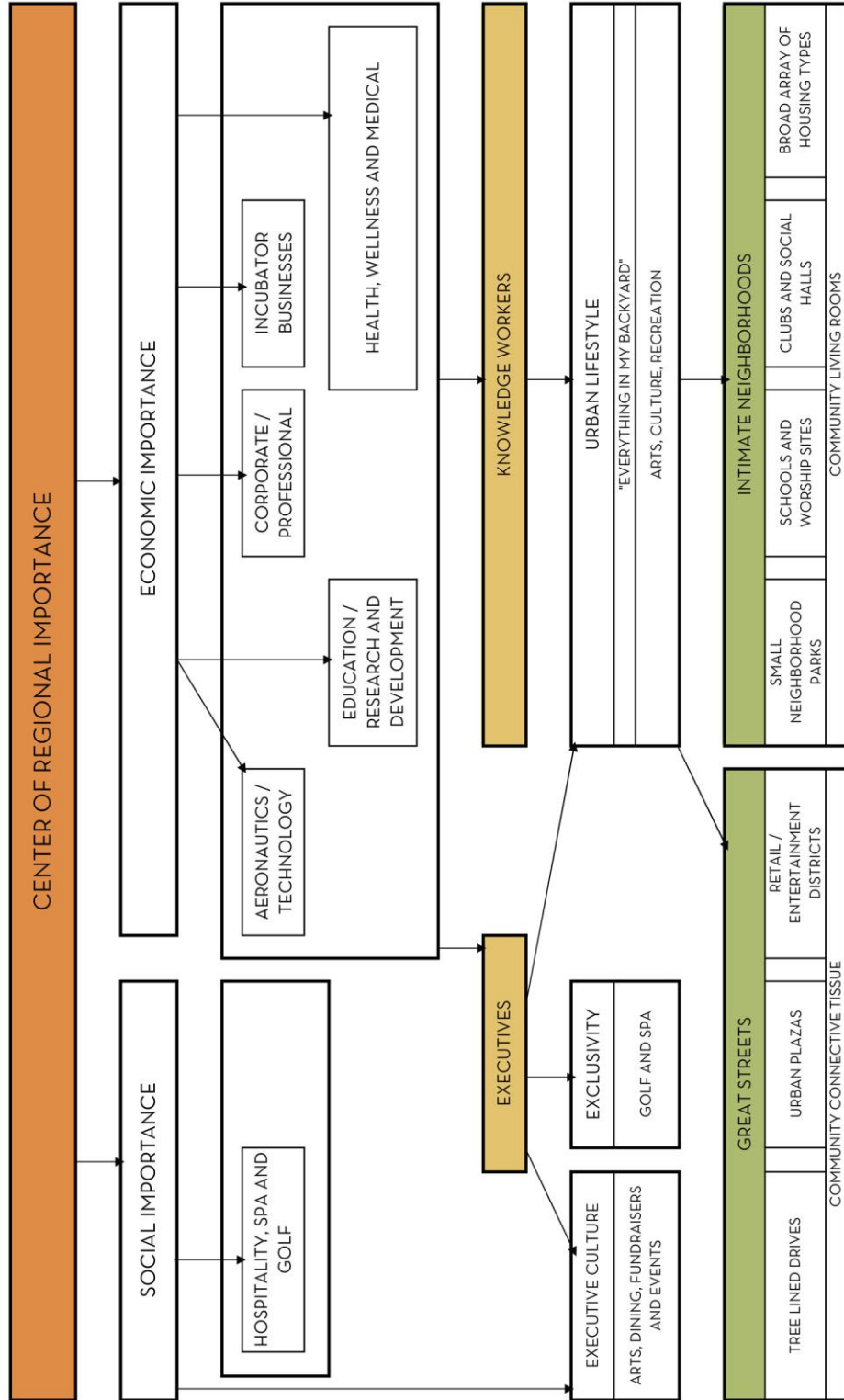
- A mixed-use activity center that provides for shopping, entertainment, employment and living opportunities
- Key regional amenities and living environments, such as schools, parks, and employment uses, that solidify the Property and the Gateway Area as a true destination environment
- Residential neighborhoods that emphasize a spectrum of housing opportunities in intimate neighborhoods where walking is encouraged

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- Architectural design and development features that celebrates community and place
- Transportation strategy, which includes great streets that emphasizes connectivity and can integrate a multi-modal system of access as set forth in Section 10
- A park system that incorporates a sophisticated open space framework to embrace nature and connect people
- Development that is guided by implementation of a hybrid form-based code that allows a variety of uses to exist harmoniously together
- Providing appropriate infrastructure upfront to allow for modifications and changes to the intensity of development over time
- A street system that is specifically designed to slow traffic, provide for multiple choices for trips, provide more street frontage and intersections for development, and give opportunities for multiple modes of transportation
- The chassis plan shown on *Exhibit 3.3* –“Chassis” Plan demonstrates the framework in creating spaces connected by parks, great streets, intimate neighborhoods and smaller nodes. *Exhibit 3.4* – Conceptual Development Plan depicts one of many development plans that could implement the intensities outlined in the Budget

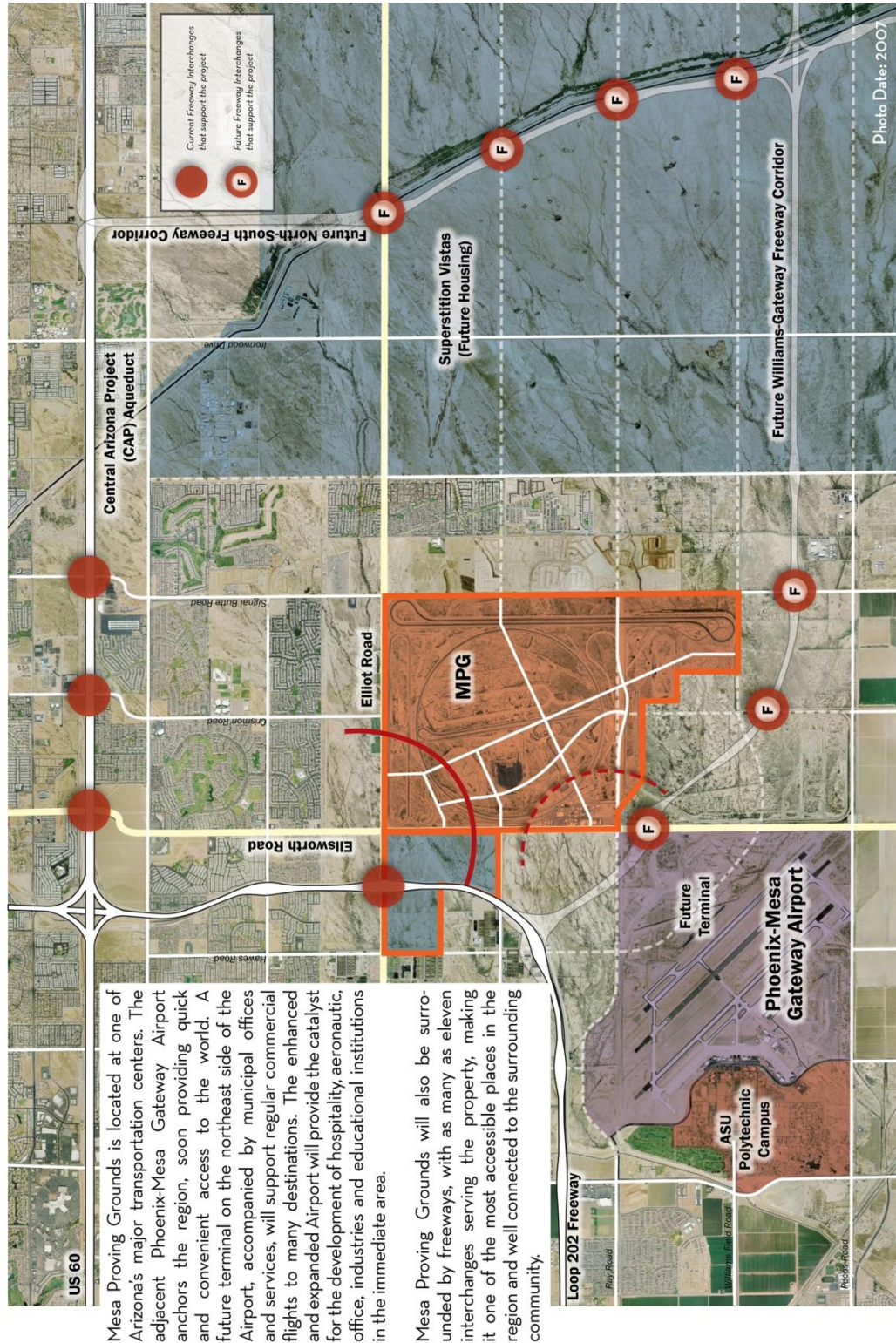
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Exhibit 3.1 - The Strategy



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Exhibit 3.2 – External Transportation Infrastructure



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Exhibit 3.3 – “Chassis” Plan

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Exhibit 3.4 – Conceptual Development Plan

3.4 Planning Principles

The development of Mesa Proving Grounds will be based on several planning principles developed by DMPG to implement the vision. These principles will guide the planning effort and help set the tone for the desired character and quality of the built environment. The concept for development is to create financially stable communities with a superior sense of place and an active community life. Mesa Proving Grounds is not being planned or developed as a traditional “master planned community” that is built once and expected to remain unchanged. The vision, strategy, and planning principles for the Property have been specifically designed in a manner to create, over time, an authentic community that continues to grow and evolve. Over the next thirty-five (35) to forty (40) years the overriding theme of these key planning principles can be organized into three (3) major ideas: Coordinated Connections, Framework to Evolve, and Living Well Over Time. Each of these themes provide the framework for several key principles that will help to guide the project as it moves forward and is developed over time.

A. Coordinated Connections

The impact of the development extends beyond the boundaries of the Property. In order for this project to be successful, strong partnerships and collaborations are necessary, including partnerships with the City, the Airport, surrounding municipalities, existing businesses and organizations, development groups, local residents, and key entities such as ASU Poly. DMPG will continue to communicate and foster relationships as the Property develops. Creation of active and engaged residents through the implementation of key community events and leadership forums provide opportunities for people to engage and positively impact the community.

Coordination with other major uses and property owners in the area is critical to the success of the Gateway Area. Coordination with the Airport relative to on-site development is important to ensure that the Airport operations are not negatively impacted and continue to grow and prosper.

The notion of coordinated connections also means that the community is internally and externally integrated, including transportation and other infrastructure considerations. As it relates to transportation, the Property may be designed to integrate an on-site multi-modal transportation system that can be constructed over time and potentially connect to a regional transit system. Such a system would provide convenient access from key locations throughout the Gateway Area that de-emphasizes dependency on the automobile. Extension of the light rail further east in Mesa and providing links to the Airport and ASU will be necessary for any Eastmark connections to be developed.

The CP for Mesa Proving Grounds has been crafted to encourage development that will result in a physical environment where uses front streets with inviting buildings rather than exterior walls whenever possible. The strategy is to create an inviting, functional and attractive environment. Like great cities, the Property will create transparent edges that integrate and blend into the surrounding fabric of the entire Gateway Area.

B. Framework to Evolve

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Based on the unique and dynamic nature of this project with such detailed intricacies, it is critical to maintain the ability to adapt to changing markets over time. Knowing that the project will be developed over the next thirty-five (35) to forty (40) years, the planning strategy is to create an entitlement framework that allows for a wide variety of future diverse uses, intensities and densities to evolve throughout the different phases of the project. Although the Airport is planned as a commercial reliever for the Phoenix metropolitan area with a significant cargo component, part of the unknown includes the future use and character of the Airport. This evolution may impact the physical outcome of the Property and, as such, provides options to allow the project to succeed under different scenarios. The PC District zoning allows for various provisions to respond to changing market forces in the coming years.

Another important component of the framework to evolve includes the strategy of multiple activity areas . Like any great environment, the evolution of places includes different identifiable environments that have unique characteristics that complement the overall fabric and identity of a community. Having multiple areas will provide for options within the market place based on user group needs and economic conditions. For example, not every new employer considering locating to the Property will require an office location. The plan provides considerable land use options by providing a variety of locations and choices for office, commercial, employment, and light industrial environments. This ability to evolve will allow Mesa Proving Grounds the opportunity to capture a broad based segment of the market that ranges from office, retail, industrial, residential and specialty uses.

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Finally, the project is organized to allow for many opportunities and options relative to phasing. Environments typically evolve over long periods of time. Often, market conditions and market forces dictate the appropriate timing for individual components of a project to be developed. The desire for the Property is to identify a catalyst for the development with several key projects that will help to define the quality and character of the community. By 2018, several major developments have/are occurring along Elliot Road and have established a pattern for large scale, technology based companies. While employment ratios may be lower in the beginning years, these types of uses provide the perfect opportunity for future development given their development of large properties. It is possible that redevelopment development of these sites will occur in the future and the CP will allow for that to easily occur.

C. Living Well Over Time

The third overriding theme for the Property is to create a community that provides a lasting impression to those who live, work, play and visit.

1. **Activity Centers.** Activity centers should be organized in settings so that live-work-play scenarios can flourish and where future redevelopment can occur. The opportunity to create living opportunities in the heart of these centers can provide a special and unique setting that encourages a vibrant, in-demand lifestyle to cater to a balance of commerce, living, entertainment, and recreation. The cornerstone for the activity centers will be the inclusion of commercial, office, employment and high-density living opportunities. Uses such as restaurants, hotels, the arts, parks and open space, pedestrian friendly streetscapes can add to a dramatic setting. These opportunities should be complemented by a series of support uses that could include: education, research, medical and other specialty facilities. Activity Centers will likely evolve overtime with first generation uses following a more conventional development pattern.
2. **Great Streets.** The plan and design for Mesa Proving Grounds has been developed to encourage the infusion of a multi-modal transportation system that provides varying levels of connectivity throughout the community when and if the population supports the development of these systems and if these types of systems are in widespread use. The planning framework and associated standards have been developed to incorporate a bicycle system and pedestrian corridor system along the great streets. Utilization of automated vehicles, shared vehicle and other such programs may also be easily accommodated. In either or both cases, streets will provide a linkage system for residents as well as other important utilities.
3. **Open Space.** The park and open space network will be an important element of the community that supports ease of access to many parts of the community and also provides an amenity for recreation and leisure. Development will be organized around a connected park system that provides a contrast to the built environment. The open space will be organized in a hierarchical manner that ranges in size from community scale to neighborhood scale and connected by an intricate system of pedestrian corridors. This range of open space components will provide a setting for numerous civic and community amenities. Public and private parks are seamlessly connected and together, further expand the park system to residents.

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4. Sustainability. Sustainability balances the attributes of social, economic and environmental importance in a holistic manner. Fundamentally sound planning principles combined with innovative design strategies will set the framework for sustainable performance at Mesa Proving Grounds. The current disposition of the land and the development vision of creating ***21st Century Desert Liveable Communities*** and a center of regional importance inherently provide many sustainability opportunities. The Property will be developed as an environmentally responsible community that is committed to creative initiatives relative to sustainable living, such as green building practices when practical, sensitive water usage, strategic energy consumption, creative transportation methodologies and waste reduction. This combined effort will result in a community that provides a true testing ground for others who wish to make a difference to the environment. This strategy of sustainability starts at the large-scale land planning level and includes components such as site plan, reuse of original buildings and test tracks, street orientation, density and intensity, jobs to housing balance, micro-climatic considerations of the street grid orientation relative to sun, wind and shade and connected development. The multi-purpose strategy for open space that includes water recharge will complement this framework. The sustainability effort will also include detailed components such as the consideration of reducing street pavement widths, use of recycled asphalt and concrete, and alternate parking standards. Additionally, the social and physical attributes of the sustainable place making efforts will also continue to add to the identity and longevity of the community over time.

3.5 Design Theme

A. Project Design Theme

The general design theme for Mesa Proving Grounds will be based on the notion of an integrated development that promotes the best aspects of community living. The integration of uses will include a full spectrum of residential living and office uses and will be complemented by other uses including: entertainment, recreation, civic and academic. The design theme will be expressed through thoughtful site planning and high quality detailed design which promotes individual development projects that will be engaged through the following elements:

1. Mix of Land Uses. The range of proposed land uses will be thoughtfully organized to encourage connectivity where appropriate and to provide separation where needed. This will result in pedestrian friendly environments that will allow residents and visitors the opportunity to enjoy short walks to a variety of places that may include: restaurants, shops, offices, schools, parks, churches, and other such uses. The compact pedestrian friendly neighborhoods, villages and cores will be designed with safe, attractive sidewalks that will provide an enjoyable and exciting environment.
2. Integration of Street Network. Rather than suburban street layout models that focus on major arterials and a series of dead-end cul-de-sacs, the road system for Mesa Proving Grounds will be designed to provide seamless connections throughout the development with an intricate hierarchical road system that meets traffic demands without creating road barriers. For Mesa

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Proving Grounds, the streets will not only serve automobiles, but will be designed to encourage walking and cycling. These pedestrian and bike friendly roads will complement the compact, pedestrian environments and integrated land uses.

3. Creation of Outdoor Rooms. The site and proposed development that focuses on pedestrian friendly compact and mixed-use development can be transformed into a series of outdoor rooms that will provide an environment for people to enjoy. Unlike typical suburban models, the plan for Mesa Proving Grounds is to incorporate plazas, squares and parks that are engaged with a range of integrated land uses. Concerts, festivals and special events will be a part of the community fabric that fills these outdoor places with activity. Shade and trees can provide buffers from the sun and accent the Sonoran Desert setting.

The Design Guidelines included herein and further defined in the planning process will be the basis for incorporating the major components of the project theme and establishing the physical design character and direction for the entire project.

3.6 Community Facilities

A critical component of any large scale community is how and to what extent public facilities are incorporated into the fabric of the community. Public facilities are an important aspect of community life and are features that, in part, determine the quality and character of a particular community. As the developer of Mesa Proving Grounds, DMPG intends to work in partnership with the City and the school districts in order to determine the appropriate levels of service to support the needs of residents, employers and employees.

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A. Schools

The Property is located within the Gilbert and Queen Creek Unified School Districts. The Gilbert Unified School District boundary covers the area of the Property located north of the Warner Road alignment. The majority of the Property is located within the Queen Creek Unified School District and includes all the property south of the Warner Road alignment. Refer to *Exhibit 3.5* – School District Map for a copy of a map depicting the location of the boundaries of the school districts.

DMPG will work closely with both the Queen Creek and Gilbert School Districts to develop a strategy for facilities to meet the needs of the future school age students who live in the community. This coordination will include identification of the necessary school site(s), the projected types of school(s), and the approximate locations of schools that may be associated with the project over the extended development period. While this strategy needs to remain flexible over time based on changing demographics and market demand, DMPG is committed to supporting the notion of great communities through great schools. The school districts will be encouraged to integrate the school facilities within the parks and open space system of Mesa Proving Grounds to assist in creating gathering spaces and sense of community. The school buildings will be encouraged to use the form established within each LUG in which it is located. A Queen Creek High School will be located along Ray Road east of Ellsworth Road.

B. Public Safety

The health, safety, and welfare of the residents and visitors to the community will be a key factor in identifying the needs relative to public safety facilities. Specific sites are necessary to accommodate the requirements of the City regarding provisions for fire and public safety facilities. Using the City's public safety master plan map as a guide, DMPG has and will work closely with City officials to determine the appropriate number and potential location(s) of such facilities. Specific locations of public safety facilities will be identified in more detailed levels of planning. With regards to fire facilities, two (2) sites will be made available to provide fire safety protection.

C. Parks/Open Space

A major component of the overall planning and design effort for the Property includes the integration of parks and open space within the community. This system was planned to fulfill key goals and values from the City's Parks Master Plan. Specific goals include developing and maintaining "...recreation facilities to meet resident and visitor needs with high quality design and maintenance standards that create community pride and economic vitality, while serving all user skill levels and demographic interests." With this in mind, along with other goals concerning promotion of health and wellness, expanding open and civic space and recreational opportunities, the parks and open space concepts have been created. With those goals identified and based on the conceptual planning framework for the Property, the overall park system is intended to provide significant linkages throughout the community. Because of the nature of the development and the fact that the Property is very limited with respect to natural features, the parks and open space design is important in creating a well-integrated community. The parks and open space will be organized in a hierarchical manner to serve the range of uses and users throughout the Property. It is important to note that the parks and open space system is intended to include areas that are used for

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active and passive recreation purposes and/or areas maintained as open space. Open space areas may include landscaped areas along or in roadways, civic and cultural uses .

Major goals for the open space programming include providing the following: recreation, social gathering spaces, connection to nature, community linkage and access; and beauty. The parks and open space will be situated so residents and visitors will be within convenient walking distances to open space throughout the community. Parks and open space areas are anticipated to be planned within retention areas, paseos, , drainage easements and areas, roadway landscape ROW or tracts, and in conjunction with school uses.

Envisioned are a variety of park types, ranging in size from neighborhood parks that are intended to serve the needs of residents in the immediate area to a larger, community scale facility that serves the needs of the broader community. Below is a generalized description of the main park types. Each typology will be planned and programmed with an appropriate range of amenities. Additionally, based on City criteria, the need for approximately 168 acres of developed parks is recommended along with a variety of recreational facilities. The Land Use Budget ("Budget") indicates that a minimum of 200 acres will be designated to allow for the development of these parks, recreation and civic type uses.

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The street system and accompanying sidewalks are intended to provide connectivity to the entire open space system throughout the development.

1. Neighborhood Parks. These parks will be located, organized and designed to provide open space amenities within the fabric of core residential areas. The kinds of amenities found in neighborhood parks may include: passive open space, specialty gardens, ramadas, play structures, lawn areas, and informal play areas. These parks will be designed to be centrally located for easy access and strong visual connectivity to adjacent residences, generally contemplated one-quarter (1/4) to one and three-quarter (1 3/4) acres in size
2. Great Park. This park will be designed to provide a major open space component for the community that can provide a central location for a range of civic, cultural, specialty and educational uses. The open space theme will provide a wonderful opportunity to provide access and connectivity for children, parents and other users. This park will be developed in phases based on development within and adjacent to the DU in which the great park is located.
3. Specialty Parks. These parks will be located in and around the cores and will take the shape and form of traditional plazas and squares. These outdoor environments may be utilized for special events as well as lunchtime respites. Typically, these specialty parks will be developed as an integral part of an adjacent development.

D. Library

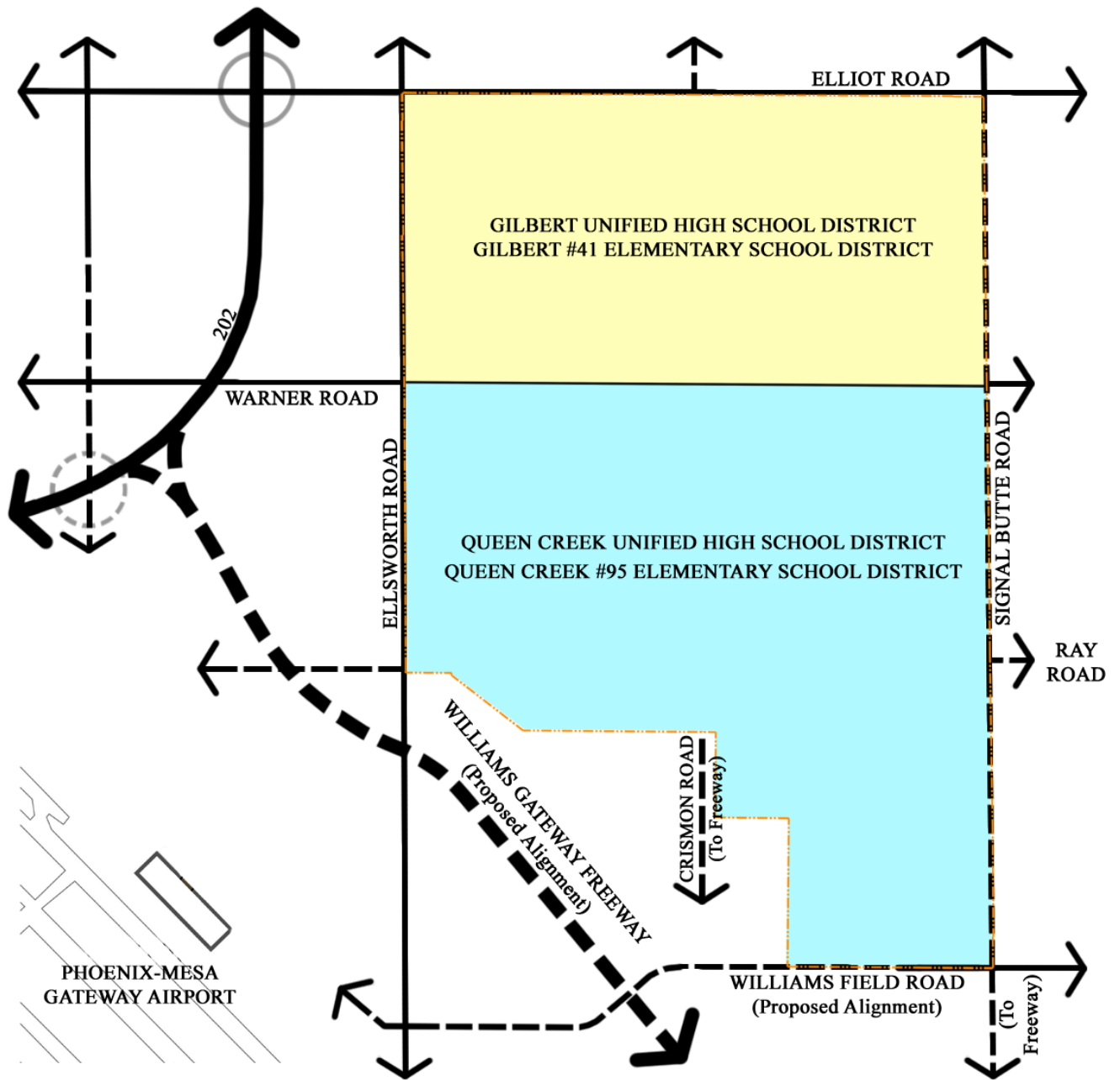
The Library Master Plan reveals the need for a library in the general area. Consideration of locating a library in these areas is therefore appropriate and consistent with City goals. DMPG will work with the City to encourage the development of a library within the Property. DMPG is committed to reserving a location within the Property in an area acceptable to the City, for such a community amenity which could be integrated with other uses.

E. Transit Facilities

The inclusion of connected transportation features in the community will have a very positive impact on the overall demands of the internal and external transportation systems. The development of the Property will include the provision of on-street transit transfer locations within each of the Activity Centers as well as other multi-modal transportation features. Further, the improvements will include, as needed and appropriate, transit shelters, benches, bike racks, and lighting at appropriate intervals along arterial and district roadways to support transit service. Transit facilities may be customized to complement the character of the community.

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Exhibit 3.5 – School District Map



Section 4 Regulatory Framework

4.1 Purpose

The CP, as an implementation tool of the PC District, establishes a planning and development review process that handles the overall development of the Property as the first level of planning, development unit plans (“DUPs”), detailed site plans and subdivision plats will be prepared, submitted and approved as the second and third levels of planning, before development occurs on the Property. The CP defines each of the planning steps, including the required review and approval process for each step, as well as the standards and regulations that govern the development of the Property along with the conceptual master plans for the Property as a whole. The following outlines the sequence and hierarchy of the three (3) levels of planning:

A. Community Plan

The CP is the first level of planning and sets forth the overall vision for the Property. The CP also establishes an allowable Budget, development units (“DUs”), LUGs, and permitted uses. In addition, the CP incorporates General Development Standards that shall apply to each DU, site plan and all development in the PC District. The CP includes approved overall infrastructure master plans that provide for adequate infrastructure to accommodate the proposed Budget. The CP sets forth the regulatory framework to allow the implementation of the DUP level planning and ensure that the Property will develop consistent with the vision described herein, and evolve to accommodate the market and surrounding conditions.

B. Development Unit Plans

DUPs provide the second and more detailed level of planning specific to a particular phase or development area of the project, along with more detailed design guidelines for each particular DU. Development Unit Design Guidelines (“DUDGs”) will include design themes, additional standards and concepts unique to each DU, and will be of sufficient detail to ensure cohesive, integrated, high-quality design. The DUP is a process through which the Developer identifies plans for the development of a portion of the Property in accordance with the goals of the CP and the Project Narrative approved with GPMajor 08-01. The DUP provides context for individual site plans and subdivision plats within a particular area. The Property is divided into nine (9) DUs. With the approval of each DU, the applicant shall identify the general location and approximate amount of acreage for each LUG in the DUP. The Budget allocates development intensities to each of the nine (9) DUs and the future DUPs will further refine the information in the CP by describing the conceptual land planning for the individual DU. The approximate location of the DUs are shown on the map included as *Exhibit 4.4* – Development Unit Plan. With respect to land use planning, submissions at the DUP level will be of sufficient detail to ensure the compatibility of future development in the DU, to ensure appropriate transitions between different developments, to ensure that development will not overburden the transportation system, utility infrastructure or community facilities, and to facilitate the implementation of the CP.

C. Site Plans and Subdivisions Plats

The most detailed level of planning and development review occurs with the approval of a site plan and/or a subdivision plat. This level of planning provides site specific details of individual parcels and will identify LUGs and locations of buildings as appropriate. Site plans shall be submitted to and approved, as set forth in Section 6, prior to the issuance of a building permit. The site plan must demonstrate compliance with the General Development Standards and design guidelines for the applicable DU and LUG.

Preliminary, condominium and final subdivision plats must be submitted for review and approval by the City. Preliminary and condominium plats are approved by the Planning Board and final plats are approved by the City Council. The City Subdivision Regulations, as modified and incorporated herein, are applicable to the development of the Property. At the time of preliminary plat submittal, a LUG for the parcel must be selected and the lots created therein must conform to the General Development Standards of the designated LUG.

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D. General Development Standards

As part of the CP, development regulations, standards and criteria which are applicable to development of Mesa Proving Grounds, are contained within the General Development Standards which include the LUG standards, design guidelines, street standards, parks and plazas guidelines, landscaping standards, stormwater drainage and retention standards, parking and loading standards, lighting standards, and sign standards. Any and all development activities which occur at Mesa Proving Grounds are governed by and must be in compliance with the General Development Standards. The General Development Standards set forth in the CP shall replace all zoning ordinance development standards, design guidelines, as well as any future modifications or new development standards or design guidelines. The General Development Standards outlined within the CP are intended to be flexible in order to provide minimum development standards as well as alternative procedures to allow for the application of unique and creative approaches to the development of property with the goal of creating a high quality environment that is responsive to changing and evolving conditions. The General Development Standards are intended to provide for the integration of a wide variety of private and public uses in relatively close proximity to each other and will guide development of the Property in a manner that achieves the overall vision for the Property.

E. Economic Development Report

No less frequently than every three years following approval of the Community Plan, the Master Developer shall submit to the City an Economic Development Report describing the status of planning and development within Mesa Proving Grounds. The report shall be designed to track how progress is being made toward the economic development goals set forth in the Project Narrative of the Major General Plan Amendment (GPMajor 08-01), in the CP and how development will contribute to the creation of a Center of Regional Importance. At a minimum, the statement should address the following

- How all development approvals received as of the date of the report are implementing the vision for the Mesa Proving Grounds as stated in Section V. and the number and mix of employment as estimated in Section VII. B of the Project Narrative of GPMajor 08-01;
- How approved developments are creating the type of place that will attract CEO's and knowledge workers as stated in Section 3.3 – The Strategy; and,
- How the MPG project is progressing on providing the infrastructure and land use mix to achieve the dwelling units and the square feet of non-residential uses stated in Exhibit 4.5 – Land Use Budget; and,
- How each approved DUP is meeting the development theme for the DU as stated in Section 8.4 – Development Unit Character Themes.

Economic Development Reports will also be submitted following site plan approval of:

- 50% of the land area in DU 1
- 50% of the land area in DU 2
- 75% of the land area in DU 3/4n

4.2 Amendments

Amendments to the CP may be necessary from time to time and may be requested by the Master Developer or an owner of land located within the Property. Amendments requested by a property owner, other than the Master Developer, shall provide documentation that notice of such request has been provided to the Master Developer. Amendments to the approved CP may be limited to one or more DUs and any proposed change will not extend to or affect a DU unless specifically included in the area specified by the proposed amendment.

The Planning Director shall determine if the proposed amendment constitutes a major or minor amendment to the CP. If the Planning Director determines an amendment to be major, the amendment request shall be processed as an amendment to the PC District and CP as required by Title 11 Chapter 9.1 of the City Code.

A. Major Amendments

An amendment will be deemed major if it involves any one of the following:

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1. A change in the overall PCD boundary.
2. A change to the permitted uses in the PCD or any DU.
3. A change to the General Development Standards.
4. An increase in the total number of approved dwelling units, floor area ratio ("FAR") or gross floor area ("GFA") for the overall PC District.
5. A significant change to the boundary or gross area of a DU from that approved in the PC District, as determined by the Planning Director. A ten percent (10%) or more increase or decrease to the gross area of a DU from that approved in the PC District shall automatically be determined a significant change.
6. Any change to the Budget for the PCD. Any change to the Land Use Budget for a particular DU, except if the change is a result of an approved Land Use Budget Transfer.
7. Any change in land use intensity that is likely to negatively impact or burden public facilities, transportation systems, major street systems, and utilities infrastructure as determined by the City Engineer, City Utilities Department Manager, and City Traffic Engineer.
8. Any proposed change to the CP that substantively alters one or more components or required elements of the PCD or CP as determined by the Planning Director.

B. Minor Amendments

Amendments not meeting one or more of the criteria listed as a major amendment shall be considered minor. If the Planning Director determines the amendment to be minor, the Planning Director may administratively act on the amendment and attach stipulations or conditions of approval thereto.

1. Notice. Written Notice. Notice by first class mail shall be sent to all property owners within 750 feet a minimum of fifteen (15) days prior to the scheduled date for administrative action on the minor amendment application.
2. Publication. Information on the administrative action on the minor amendment application shall be published a minimum of fifteen (15) days prior to the schedule date of the administrative action, at least once in a newspaper of general circulation published or circulated in the City.
3. Site Posting. A sign shall be posted on a visible site located within the boundary of the Property and within the boundary of any applicable DUs a minimum of fifteen (15) days prior to the scheduled administrative action on the minor amendment application. In addition, a sign may be required to be posted within the PCD boundary at an additional site mutually agreed upon by the applicant and the Planning Director.
4. Written Protest. If written protest to any minor amendment is received from any notified property owner within fifteen (15) business days of the notification mailing date and such protest cannot be resolved, then the Minor Amendment shall be reclassified as a Major Amendment. No additional application shall be required; however, all provisions governing Major Amendments shall then apply.
5. Planning Director Decision. The Planning Director shall render a decision on the minor amendment request. The Planning Director's decision shall be final unless appealed. The Planning Director shall send copies of the decision to the applicant, interested parties of record and members of the planning and zoning board.

4.3 Clarifications and Interpretations

The Zoning Administrator may administratively review and approve clarifications and interpretations not otherwise addressed in the CP.

4.4 Airport And Neighborhood Compatibility Provisions

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A. Airport Compatibility Regulations

The Property is located within close proximity to the Airport; however, none of the Property is located within official noise contours of the Airport. Overflights do occur in the general area and as such the CP has addressed this issue by the establishment of specific requirements intended to create compatible development patterns as noted below:

1. The Master Developer will dedicate an Avigation Easement, in a form acceptable to the City, over the Property at the time the first DUP is approved by the City.
2. The Master Developer shall provide written disclosures to all potential residential buyers within the Property including: signed acknowledgement form by buyer(s) of proximity to Airport executed at signing of purchase contract, notice of proximity to Airport in the title of Covenants, Conditions and Restrictions, and highlight proximity to airport in community welcome center.
3. Use of industry standards and techniques necessary to achieve interior noise level reduction of 25 dB for all residential uses within one-half (0.5) mile south of Elliot Road.
4. Notwithstanding the foregoing, the following construction industry standards and techniques will be used in construction for all residential uses within the Property:
 - a. Exterior wall insulation equal to a value of R-13 where adjacent to livable areas.
 - b. Ceiling insulation equal to a value of R-30 over livable areas.
 - c. All exterior doors exiting from livable areas shall be solid core or insulated, with weather tight gaskets and thresholds, or gasketed glass.
 - d. All exterior windows adjacent to livable areas shall be double-glazed (dual pane).
 - e. All sole plates of exterior walls adjacent to livable areas shall be caulked or sealed at the floor line.
5. There shall be no single-family detached residential uses within the area from Elliot Road to one-half (1/2) mile south of Elliot Road, as depicted on **Exhibit 4.1** – Airport Compatibility.
6. Maximum height of structures located within the area as depicted on map at **Exhibit 4.1** – Airport Compatibility.
7. The Master Developer will provide an open space area with a minimum dimension of seventy-five (75) feet in width and 660 feet in length running parallel and adjacent to Elliot Road in the general area between Ellsworth Road and Crismon Road, south of Elliot Road, as depicted in the map at **Exhibit 4.1A** – Overflight Regulations, shall be reserved. The exact location and configuration of such area will be determined at the time of the DUP approval for this portion of the Property. Uses of such area may include open space, landscaping, parking, roadway or drainage.

B. Neighborhood Compatibility

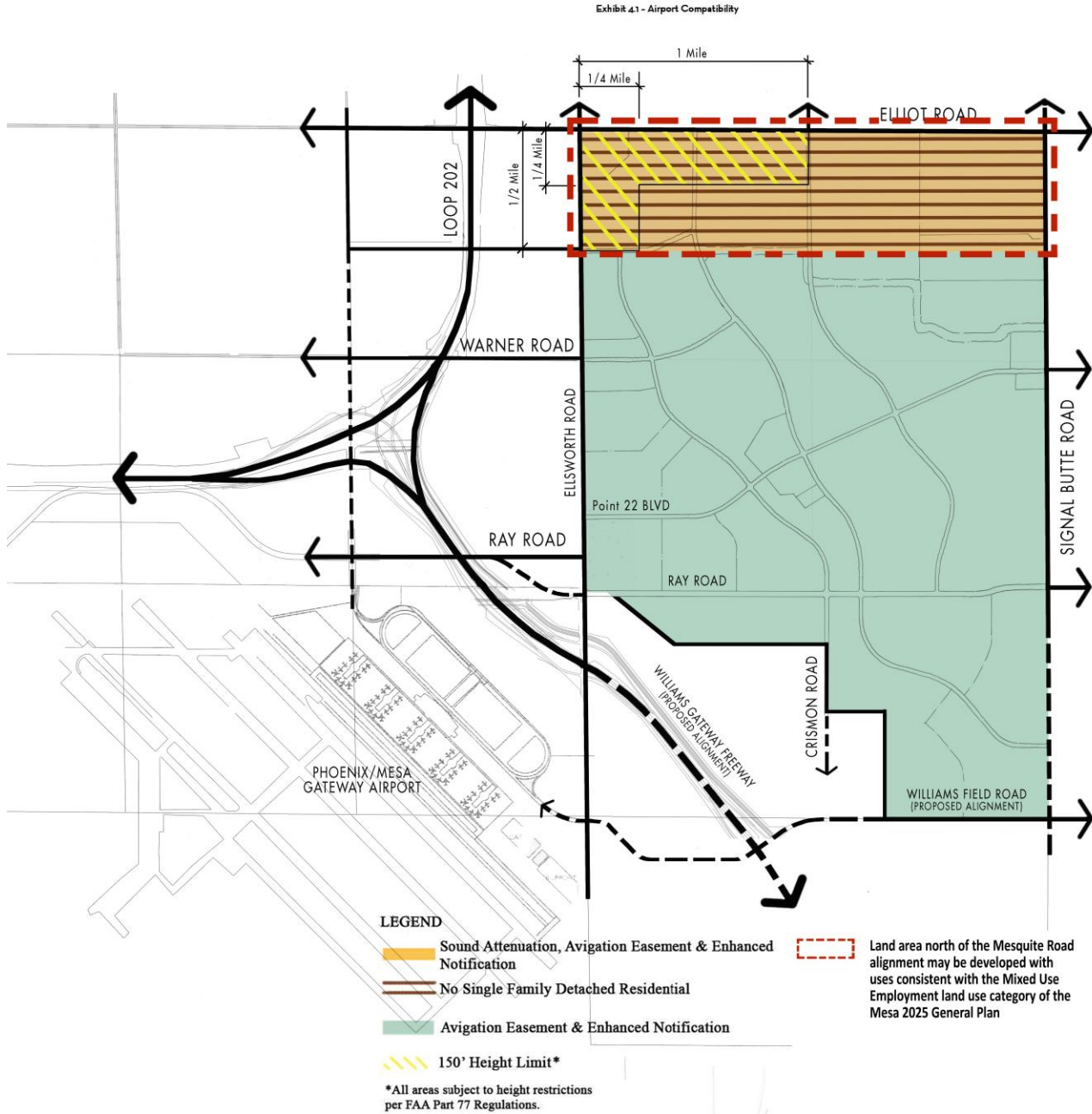
The Property is located adjacent to residential uses east of Signal Butte Road. The following Neighborhood Compatibility requirements have been established to encourage compatibility with these residential uses.

1. No additional non-residential uses, other than that shown on the Land Use Budget shall be allowed within the area which is one hundred fifty (150) feet from the eastern boundary of the Property between the Ray Road and Elliot Road alignments.
2. Building heights within the one hundred fifty (150) foot area shall not exceed forty (40) feet and shall be setback a minimum of forty (40) feet from Signal Butte Road within such area. Building heights and setbacks along the eastern side of the Property shall be designed in a manner to provide a smooth transition to the single residence developments located across Signal Butte Road. Any use on the Property other than single-family residences within three hundred (300) feet of western edge of the Signal Butte Road ROW will require site plan review.

Attached at **Exhibit 4.2** – Neighborhood Compatibility Plan is a graphic depicting the Neighborhood Compatibility area.

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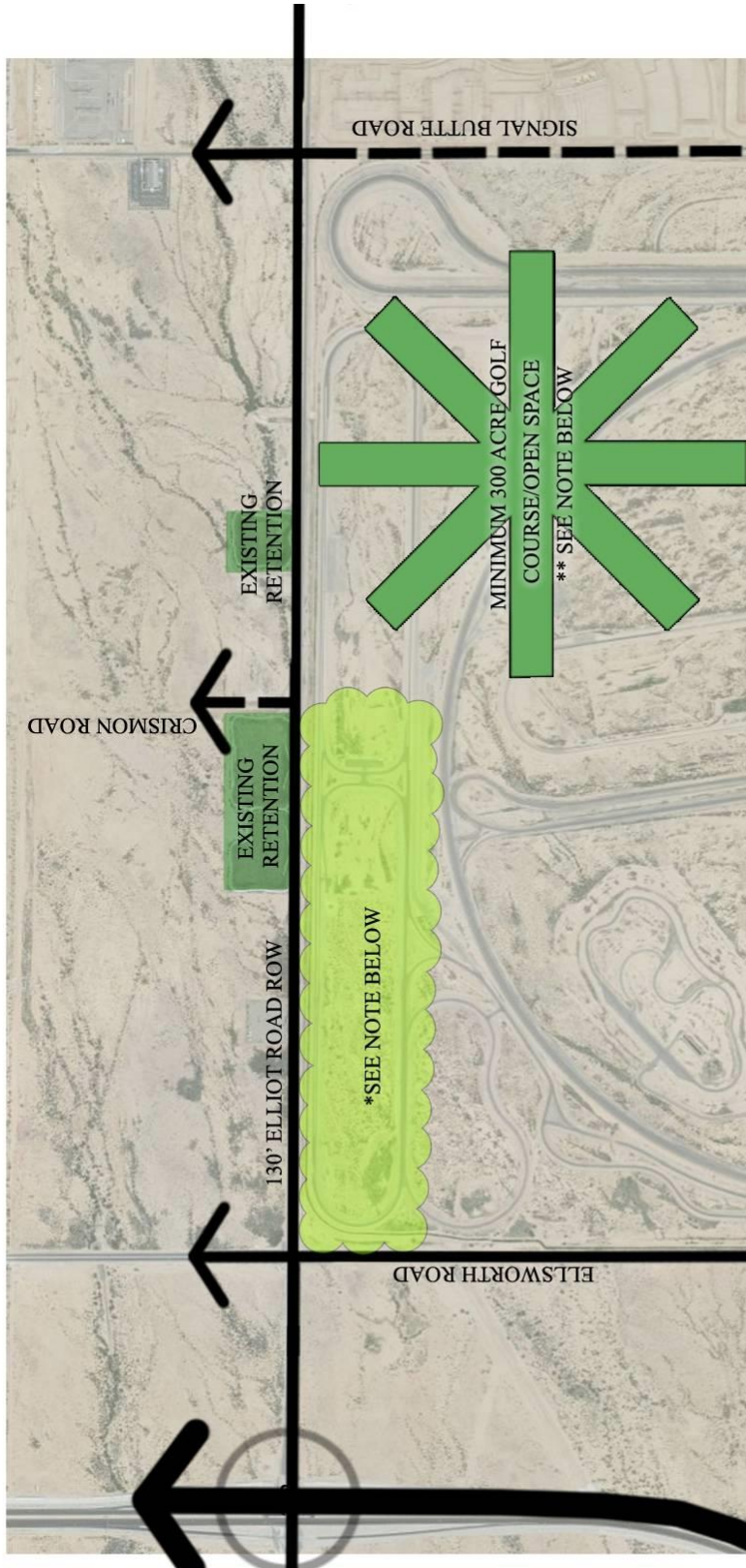
Exhibit 4.1 – Airport Compatibility



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Exhibit 4.1A – Overflight Regulations

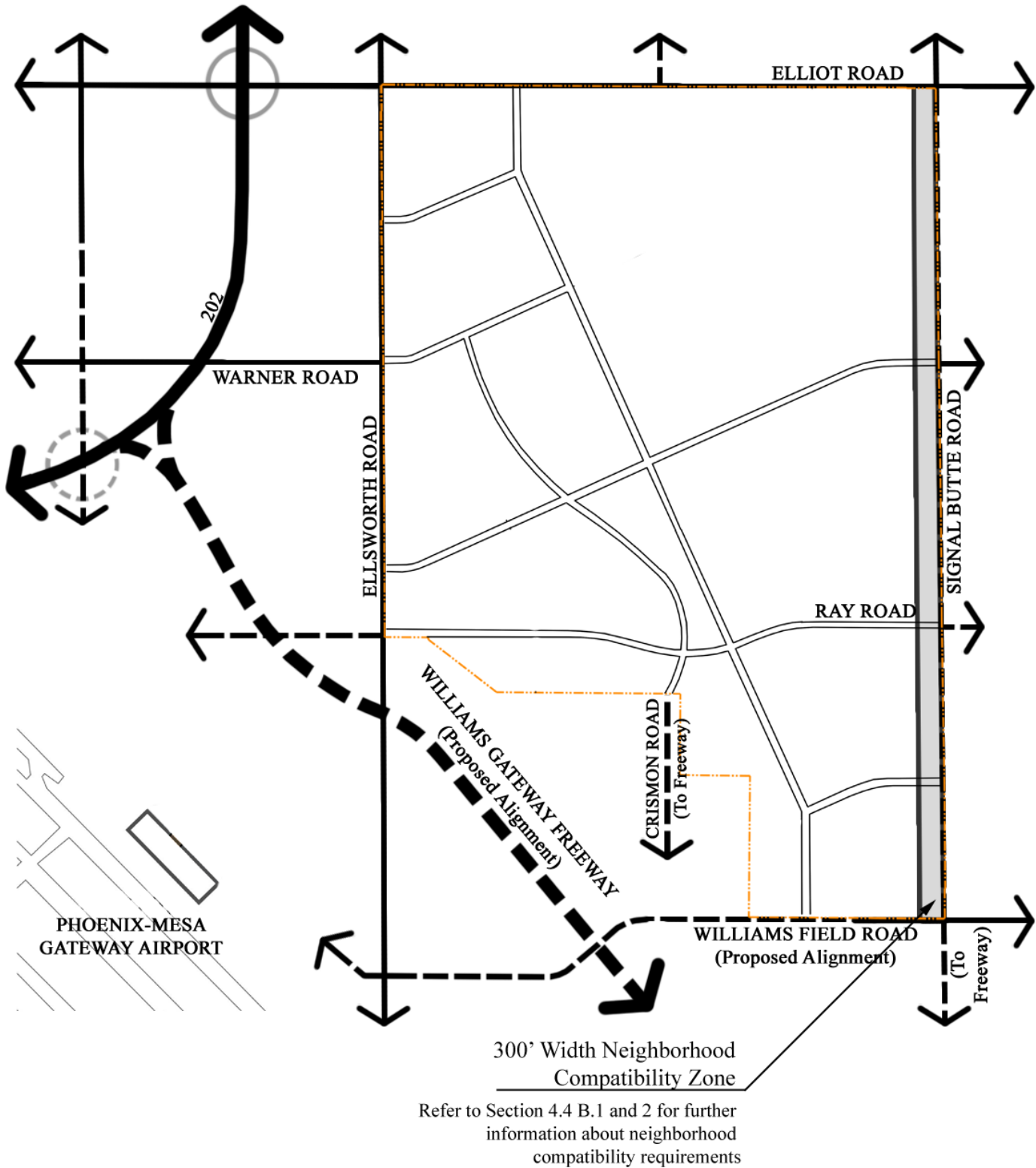


*DMPG will provide an open space area in the general area between Ellsworth and Crismon Roads, south of Elliot Road, as depicted on the attached map. The area shall be a minimum of 75 feet in width and 660 feet in length running parallel and adjacent to Elliot Road. The exact location and configuration of such area will be determined at the time of the Development Unit Plan approval for this portion of Mesa Proving Grounds. Uses of such area may include open space, landscaping, parking, roadway or drainage.

** Any acres not used for golf or Open Space, may be developed with uses consistent with the Mixed Use Employment land use category of the Mesa 2025 General Plan.

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Exhibit 4.2 - Neighborhood Compatibility Plan



4.5 Development Agreement

The CP will be adopted in conformance with Arizona Revised Statutes (“A.R.S.”) § 9-462.04. A Pre-annexation Development Agreement between the City and DMPG will also be adopted in accordance with A.R.S. § 9-500.5.

4.6 Project Governance

Governance of the Property is based on a foundation of recorded covenants and restrictions (the “Covenants”) which will bind all present and future owners within the Property. The Covenants are intended to preserve, continue and maintain the character of development of the Property with its special characteristics and environment. The Covenants are also intended to establish a comprehensive plan for and uphold the quality of all future architecture, development, and land uses within the Property and are intended to create a developmental culture of the highest quality land use and development. In addition to containing the standards and guidelines for development, operation, use, and maintenance of various areas within the Property, associations and other entities will be established to vest governance roles and responsibilities in ways and at levels most appropriate to accomplishing the community objectives and development vision for the Property.

A. It is anticipated that the following associations will be established initially:

A community council is envisioned as the association with overall responsibility for establishment, implementation and enforcement of community-wide improvements, such as common areas of community-wide benefit and community-wide disclosures.

A residential community association is envisioned as an association with overall responsibility for establishment, implementation and enforcement of standards applicable to residential development throughout the Property, to manage, maintain and operate common areas closely associated with residential development, and to be responsible for reviewing and enforcing the standards relating to design, use and quality of all residential uses within the community.

One or more nonresidential community associations are envisioned, which together would have responsibility for establishment, implementation and enforcement of standards applicable to development of various nonresidential properties, with the potential to manage, maintain and operate common areas closely associated with nonresidential properties, and to be responsible for reviewing and enforcing the standards relating to design, use and quality of all nonresidential uses within the community. Certain areas that include employment type uses may be excluded from private governance.

In addition to the foregoing, there is the potential to establish and empower other associations with responsibility for implementation and enforcement of standards applicable to specific development units, such as condominiums or individual commercial centers. These types of entities will be created and empowered as applicable throughout the development of the community.

B. In the event of a change in the Master Developer as defined in this document, there shall be a public meeting with the City Council at which the new Master Developer shall describe how the vision in the CP will continue to be implemented.

C. The Master Developer will ensure that all CC&R's and other governance documents applicable to the Property contain, at a minimum, the following provisions to ensure that high quality development occurs on the Property:

1. A provision that all subsequent purchasers must comply with the CP and any approved and applicable Development Unit Plans and Site Plans.
2. A provision that requires property owners to obtain written approval from the Master Developer to proceed with City processes before submitting any development application with the City.
3. A provision that a City representative selected by the City Manager shall review all projects that also require city approvals.

4.7 Community Plan / Infrastructure Master Plans

As part of the CP, master reports for infrastructure are included (the “Master Reports”). The Master Reports are intended to provide an overview of the community-wide infrastructure plans for Mesa Proving Grounds. The description of each of the Master Reports are set forth and incorporated into the CP. A more detailed infrastructure report may be developed and submitted with each DU for that specific DU if required. The following section provides an overview of each of the infrastructure master plans. Detailed exhibits are included in each of the Master Reports that detail the overall plan for the Mesa Proving Grounds.

A. Master Potable Water Distribution

The Property is within the City’s water service area. The Master Water Report for Mesa Proving Grounds prepared by Wood Patel has been prepared in accordance with the City’s requirements and provides general locations and sizes of the major potable water infrastructure required to service the Property.

The Property is within the City’s Desert Wells Pressure Zone. The City’s future water infrastructure improvements include the South CAP Water Treatment Plant and related facilities approximately one-half (1/2) mile northeast of the Property. The proposed treatment plant is planned as an additional location for the City to treat CAP water as part of their overall treatment and distribution master plan. In addition, four (4) groundwater well sites are planned on the Property to supply water to the South CAP Water Treatment Plant as part of the City’s overall water production system.

Existing water infrastructure includes sixteen (16) inch potable waterlines along the north and west boundaries of the Property within Elliot Road and Ellsworth Road, respectively. A new sixteen (16) inch waterline will be located along a portion of the eastern boundary of the Property within Signal Butte Road as part of the Nova Vista and Mountain Horizons developments. Ultimately, this waterline will extend from Elliot Road to Galveston Street.

Looped public waterlines are planned to serve the Property. Proposed waterlines will connect into the existing waterlines adjacent to the Property, enhancing the overall connectivity of the City’s water distribution system. Major distribution waterline extensions are anticipated throughout the Property in general west-east and north-south alignments consistent with the City 2004 Water Master Plan. This master potable water system has been developed to serve the maximum residential unit count and commercial square footage set forth in the Budget. The system will be appropriately sized based on planned building conditions as articulated in the DUPs. The proposed build out sizing and conceptual locations of the major water distribution mains are shown on plate 2 of the Master Water Report for Mesa Proving Grounds prepared by Wood Patel - Master Potable Water Distribution System Actual on-site phasing will dictate the timing of water distribution construction. The waterlines will be installed in conjunction with infrastructure roadway improvements and will logically coincide with future development phasing.

In addition, logical water consumption alternatives will be incorporated to create a viable and sustainable community. Standard water demand criteria have been used to develop the proposed infrastructure for the Property. In the future, as techniques improve and technology advances, certain sustainable applications will be employed within the Property. This may lower demand on the potable water system and allow water design criteria to be refined in the future to address these changes. From the outset, the development plans incorporate the utilization of non-potable water as the proposed source for irrigation of major open spaces and facilities. This is a significant feature that may potentially have a positive impact on the potable water system.

The Master Water Report for Mesa Proving Grounds prepared by Wood Patel provides a hydraulic analysis of the proposed water distribution system that meets projected domestic and fire-flow demands in accordance with City requirements. A detailed hydraulic analysis of each DU water distribution system will be completed with the submission of each DUP, if necessary.

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B.

B. Master Wastewater

The Property is within the City's wastewater service area which has jurisdiction over the sewer facilities serving the Property. The Master Wastewater Report for Mesa Proving Grounds, prepared by Wood Patel, has been prepared in accordance with the City's requirements and provides general locations and sizes of the major wastewater infrastructure required to service the Property. The Property is positioned within the Warner, Ray and Williams Field Drainage Areas of the City's South Plant Basin Planning Area. The wastewater will be treated at the City's Greenfield Water Reclamation Plant (GWRP) located at Germann Road and Greenfield Road. This plant is a multi-jurisdictional facility operated by the City and the Towns of Gilbert and Queen Creek.

Existing facilities include a twelve (12) inch gravity sewer extending south along Signal Butte Road to the Ray Road alignment which serves the parcels of land immediately east of the Property. An existing eighteen (18) inch and twenty-one (21) inch sewer also extends west along the Ray Road alignment. This sewer line is planned to serve a portion of the Property in addition to the off-site properties to the east. This sewer discharges to an existing sewage pumping station located near the intersection of Ellsworth and Ray Roads. Sewage is conveyed from the lift station into an existing ten (10) inch force main that ultimately outfalls to the City Southeast Water Reclamation Facility. This City lift station is intended to be a temporary facility that will eventually be removed as the system is connected to the future Ray Road sewer trunk line discharging to the East Maricopa Interceptor ("EMI") and conveyed to the Greenfield Water Reclamation Plant.

The Property can be served by a public gravity sewer collection system. The City 2003 Wastewater Master Plan proposed two (2) gravity sewer lines along Warner Road and Ray Roads to serve the Property. These sewer lines would convey wastewater west to the existing EMI, which would convey the flows to the Greenfield Water Reclamation Plant. Currently these sewer lines do not exist between the EMI and the Property. The MPG site will drain to the Ray Road interceptor and, at some point of development as defined by the Master Wastewater Report, the Warner Road interceptor will be designed and installed and the northern flows diverted to it.

This wastewater collection system has been developed based on the potential upper density/population range proposed for the Property. The conceptual locations for the major wastewater collection lines are shown in the Master Wastewater Report for Mesa Proving Grounds, prepared by Wood Patel. Actual on-site phasing will dictate the timing of wastewater collection construction. Construction of public sewer facilities located within the Property will be installed in conjunction with infrastructure roadway improvements and will logically coincide with future development phasing. The system will be appropriately sized to serve the maximum residential unit count and commercial square footage set forth in the Land Use Budget.

In addition, logical wastewater reduction alternatives will be incorporated to create a viable and sustainable community. To date, standard wastewater criteria have been used to develop the required infrastructure for the Property. In the future, as techniques improve and technology advances, certain sustainable applications will be employed within the Property. This will lower discharges to the wastewater collection system and allow wastewater design criteria to be refined in the future to address these changes.

The Master Wastewater Report for Mesa Proving Grounds, prepared Wood Patel, provides a hydraulic analysis of the proposed wastewater collection system that meets projected discharges in accordance with City requirements. A detailed analysis of each DU wastewater collection system will be completed with the submission of each DUP, if necessary.

C. Master Drainage

The Property is located within the 1998 East Mesa Area Drainage Master Plan. The Master Drainage Plan provides a conceptual hydrologic and hydraulic analysis of the existing and proposed drainage system for the Property and sets the drainage requirements for development of the Property in accordance with the City and FCDMC requirements.

Existing adjacent facilities include the Elliot Detention Basin System and Powerline Floodway Channel. The Elliot Detention Basin System collects flows along the northern boundary of the Property and conveys them west and south in a large diameter storm drain system along Ellsworth and Elliot Roads. At a point approximately one-quarter (1/4) mile south of Elliot Road the flow is released into an open channel that conveys it to the Loop 202 channel and ultimately to the EMF. The Powerline Floodway Channel is a facility originally constructed by the National Resource Conservation Service ("NRCS"), which conveys flows from the flood retardation structures located approximately three (3) miles to the east in Pinal County. The Powerline Floodway bisects the Property along the Ray Road alignment and continues west where it combines with the Ellsworth Road channel. Ultimately it is discharged into the EMF approximately two and one-half (2-1/2) miles west of the Property.

The Property will be designed such that peak 100-year off-site flows impacting the eastern boundary, including the Powerline Floodway Channel, will be collected and routed through or around the Property and discharged in its historical location. Modification to the alignment

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and character of the Powerline Floodway may be accomplished through approval and permitting with the FCDMC. In addition, on-site development flows may be allowed to discharge to the Powerline Floodway Channel from detention basins while maintaining the pre-development flows and capacity flow requirements of the existing channel. Areas of the Property that do not discharge to the Powerline Floodway Channel will be required to retain on-site stormwater in accordance with City and FCDMC requirements. This drainage system has been developed based on the potential upper density range proposed for the Property. Actual on-site phasing will dictate the timing of drainage facility construction and will logically coincide with development phasing.

In addition, logical stormwater management alternatives may be incorporated to create a viable and sustainable community where possible and appropriate and where approved under Section 9 of the Community Plan. As techniques improve and technology advances, certain sustainable applications will be employed within the project.

The Master Drainage Plan provides a conceptual hydrologic and hydraulic analysis of the existing and proposed drainage system for the Property and sets the drainage requirements for development of the Property in accordance with City and FCDMC requirements. A detailed analysis of each DU drainage system will be completed with the submission of each DUP, if necessary.

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D. Master Transportation

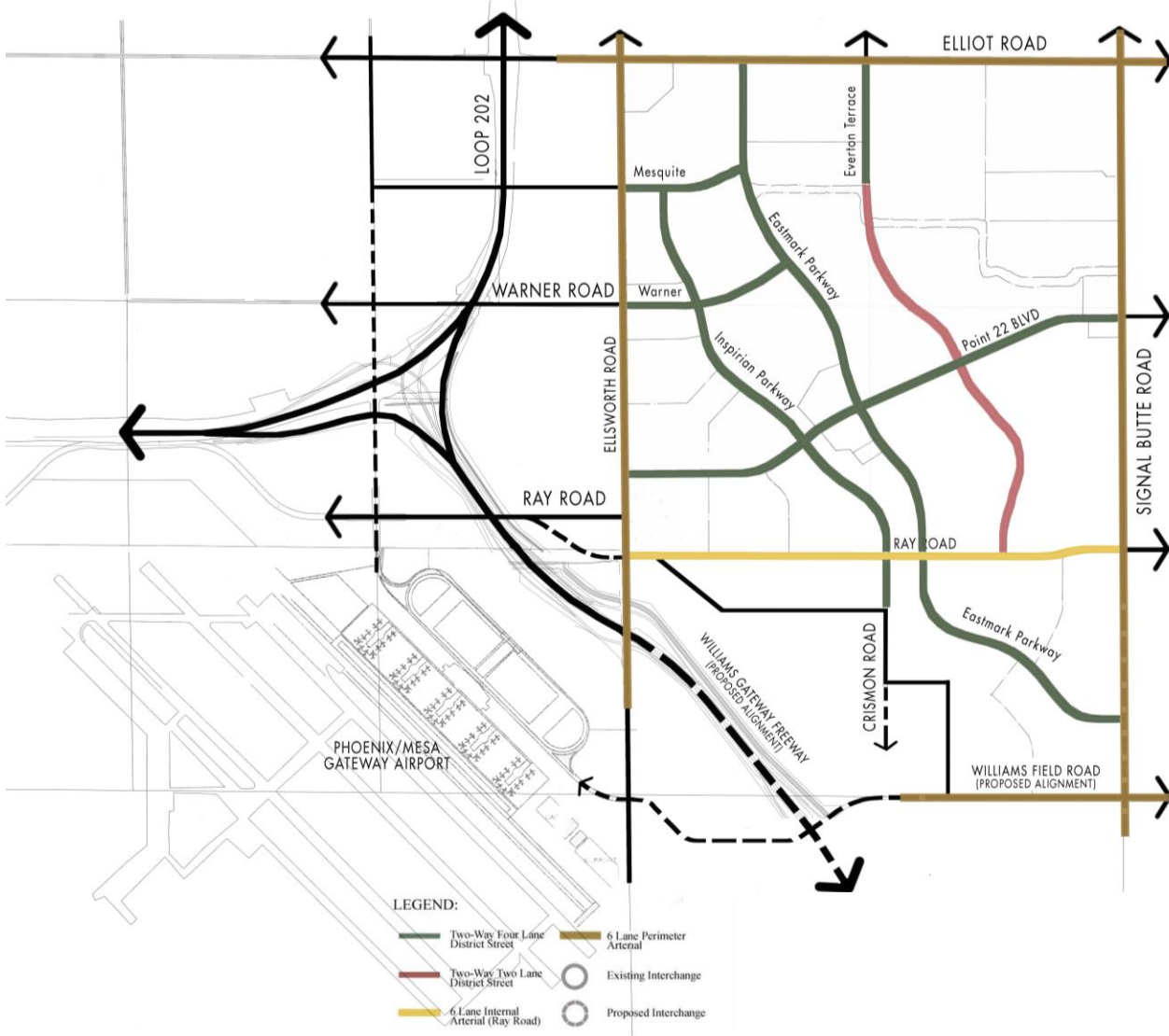
The Master Transportation Plan provides local and regional connectivity congruent with the City 2025 Transportation Plan. The mobility system for the Property offers an alternative approach to the build out of a master planned community with a circulation system that seeks to create a sustainable environment by minimizing pavement footprint and by creating an appropriately sized functional street system. A hierarchy of arterials, district streets and local streets is intended to provide efficient vehicular access, and high levels of connectivity while protecting the character of land uses along the transportation routes. Actual on-site phasing will dictate the timing and nature of the roadway and infrastructure improvements. Construction of the roadways will logically coincide with future development phasing. The major roadways that border the study area include Elliot Road, Ellsworth Road, Signal Butte Road and Williams Field Road. All are classified as major arterials and will ultimately carry six (6) travel lanes. Ray Road, Warner Road and Crismon Road have section line alignments internal to the Property and are also classified as major arterials. Ray Road is projected to carry significant through traffic volumes and will be maintained as a six (6) lane arterial. Crismon Road and Warner Road do not provide access to the freeway system and will primarily serve internal site traffic rather than regional through traffic. Therefore, the roadway sections are proposed to be reduced as shown in the Master Transportation Plan. The Roadway Hierarchy Plan is attached at *Exhibit 4.3* – Roadway Hierarchy Plan.

There are three (3) regional freeways within one-half (1/2) mile of the Property that will ultimately serve this area. The Loop 202 is located approximately (1/2) mile west of Ellsworth Road and has existing traffic interchanges at Elliot Road and Hawes Road. The future SR 24 is anticipated to be located approximately one-half (1/2) mile south of Williams Field Road. Traffic interchange locations are recommended at Ellsworth Road, Williams Field Road, Signal Butte Road, and Meridian Road. SR 24 from the Loop 202 to Ellsworth Road has been constructed and is programmed to be expanded to Meridian Road.

The adopted Mesa 2025 Transportation Plan includes future transit improvements for this area, including local bus service on Elliot Road and Ray Road, west of Ellsworth Road, and on Warner Road, west of Signal Butte Road. North-south local bus service is proposed on Ellsworth Road and Signal Butte Road. Future regional express bus service is anticipated on the Loop 202. These transit corridors will provide direct service to the Property and may be coordinated into the land use planning for the site. Bicycle lanes and pedestrian corridors will also be incorporated into the land use planning for the Property and will connect to the adjacent bicycle and pedestrian systems. The inclusion of multi-modal transportation features in the community will have a very positive impact on the overall demands of the internal and external transportation systems. A street system has been developed to serve the maximum residential unit count and commercial square footage set forth in the Budget.

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Exhibit 4.3 – Roadway Hierarchy Plan



4.8 Conceptual Phasing

The development and redevelopment of the Property is anticipated to occur over a thirty-five (35) to forty (40) year time span and are anticipated to begin in the northern portion of the Property. The infrastructure, public facilities, and other community amenities will be built in phases, as approved by the City Engineer and City Traffic Engineer and in many cases will be constructed concurrently with adjacent parcels. The phasing schedule is conceptual and may be modified based on development and economic conditions. Infrastructure improvements will be sized to accommodate planned improvements within each DU and may be expanded in the future to accommodate additional development. Ultimate improvements will be based on actual development.

4.9 Land Use Budget

The Budget, included at ***Exhibit 4.5*** – Land Use Budget, sets forth the minimum and maximum amount of intensities and densities for the community as a whole. The intensity and density amounts have been initially allocated between the DUs but such allocation is subject to designation at the time of site plan and/or subdivision plat approval and dependent on several conditions including drainage, topography, and pedestrian and vehicular circulation.

A. Budget Transfers

1. In order to allow for creativity in design and to be able to provide the flexibility to respond to market conditions for a project of this size, scope and complexity, the Master Developer may transfer intensity and density from one DU to another DU(s) so long as the Master Developer can show that the minimum and maximum intensity and density for the community as a whole are not exceeded. Any proposed transfer shall demonstrate that there will be no overburden on the transportation systems, utility infrastructure and community facilities to serve the DU, as determined by the Planning Director or, if applicable, City Engineer or City Traffic Engineer.
2. A transfer of residential unit count and commercial square feet between DUs will be documented by modifying the Budget to reflect the increase and decrease of intensity and density by DU.
3. Budget Transfers shall be either major or minor.

B. Major Budget Transfer

Major Budget Transfers shall be reviewed and approved by the Planning and Zoning Board (“Planning Board”) and shall follow the same procedures described in Section 5 for approval of major amendments to a DUP.

1. Any transfer of intensity or density resulting in more than a ten (10) percent increase or decrease in the originally approved number of dwelling units or non-residential square footage in either of the DUs subject to the transfer.
2. Any transfer of non-residential square footage that impacts the restrictions set forth in Section 4.4B
3. Any transfer that requires infrastructure upsizing to any existing water or wastewater system as determined by the City Engineer or street system modification as determined by the City Traffic Engineer.
4. Any transfer in which the transfer results in a change to the established character of either the sending or receiving DU, as determined by the Planning Director. Transfers that result in a major change to the character of a DU must also be accompanied by a CP amendment request.

C. Minor Budget Transfer

Any transfer that does not meet the thresholds for a Major Budget Transfer shall be considered a Minor Budget Transfer. Minor Budget Transfers shall be reviewed and approved by the Planning Director and shall follow the same procedures described in Section 5 for approval of minor amendments to a DUP.

D. Submittals and Notification

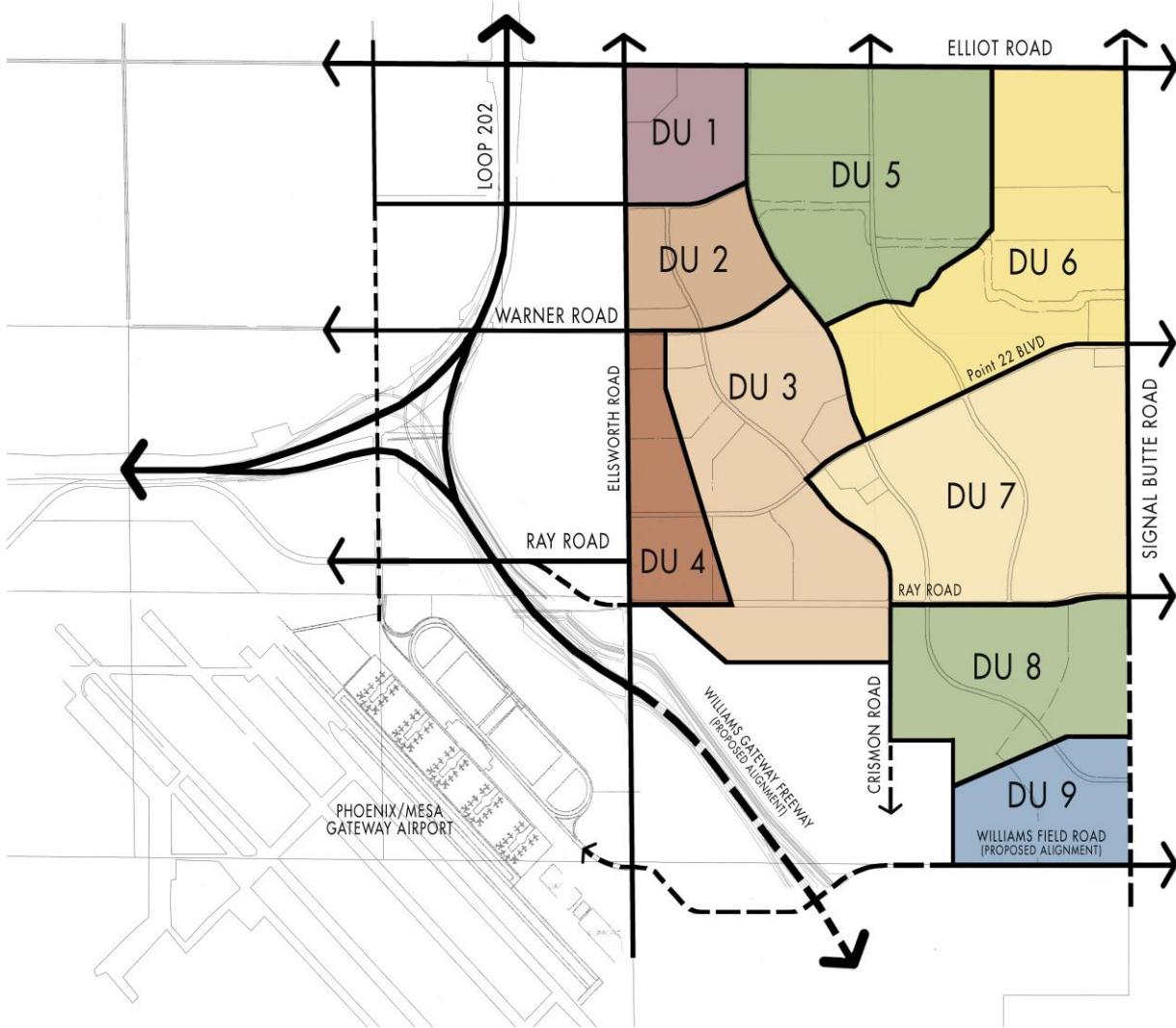
1. Budget Transfer submittals shall include an update to the Budget and affected DU Land Use Plan.

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2. In addition to the persons and entities included in the notification requirements set forth in Section 5, all property owners within the sending and receiving DUs that are the subject of a Budget Transfer shall be provided notice of a proposed Budget Transfer.

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Exhibit 4.4 – Development Unit Plan



Map Not to Scale

AMENDED April 07, 2011 (Minor Amendment to CP)

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Exhibit 4.5 – Land Use Budget

LAND USE BUDGET															
Develop ment Unit	Dwelling Units		G.F.A. of Non- Residential		Hotel Rooms	Approx. Acres			Land Use Group (LUG) Maximum Percent of Land Area (14)						
	Min.	Max.	Minimum	Maximum				OS	CS	E	V	D	C	R	GU
DU #1	0	2,000	935,000	7,000,000		130	(12)	(12)			100 (13)	100	100 (13)	100(1 3)	100
DU #2	0	2,800	0	5,500,000		176			75 (13)	100 70 (13)	100 (13)	100	100 (13)	50	35
DU #3	1,120	3,600	50,000	1,000,000		546			50	90	90	25		80	20
DU #4	200	1,350	0	6,500,000		160	(12)	(12)		90	90	70		75	100
DU #5	710	1,680	1,875,000	8,750,000		486			40 (13)	40(13)	40(13)	80	100	20(13)	10
DU #6	890	3,310	0	6,500,000		522			70(13)	70(13)	70(13)	40	40	40(13)	
DU #7	1,270	4,060	0	375,000		590			20	100	100			20	
DU # 8	890	2,810	0	350,000		360			100	100	100			50	
DU # 9	430	1,250	0	500,000		200	(12)	(12)	50	100	100	70		70	70
					6,000										

Notes:

- Maximum of 15,000 dwelling units & 20,000,000 square feet of non-residential. If residential is deemed mixed-use, the residential units count against total number of dwelling units.
- Granny flats or guest units that are subordinate to a main dwelling unit do not count against the maximum dwelling units permitted.
- Residential uses subordinate to resorts including but not limited to timeshare, interval ownership, condominium hotel units and resort residences associated with a resort or hotel use shall count against the total non-residential square feet permitted.
- Schools, recreation facilities, congregate care facilities, churches, community centers, and similar uses shall count against the total non-residential square feet permitted.
- Hotel rooms are to be counted against non-residential square footage permitted. Additional hotel rooms may be added but must be counted against non-residential square footage permitted.
- Hotel rooms may occur anywhere within the Property where LUGS allow for resort or hotel rooms. Bed and breakfast users are subordinate to primary residential users and do not count against the total GFA of non-residential uses, the total hotel rooms or the total number of dwelling units.
- LUGs OS and CS allowed within all DUS.
- Minimum 390 acres of LUGs GU, UC, C, D or R which must be dedicated to uses other than stand-alone residential (isolated use). Residential uses may be included in mixed use structures or neighborhoods.
- Minimum ten (10) acres of LUGs D, GU or UC must be dedicated to grocery and convenience retail uses (site may additionally include a mix of other uses).
- Minimum of 100 acres LUGs OS or CS must be designated with the community.
- Minimum 200 acres within the community must be LUG OS or CS (in addition to note #10).
- Not allowed to be a dominate presence.
- Single-family detached residential uses are prohibited north of one-half mile south of Elliot Road. Refer to **Exhibit 4.1** – Airport Compatibility.
- Maximum percentage of a DU's gross land area.
- Urban or neighborhood character to be declared at the DUP level.

LEGEND

OS	Open Space
CS	Civic Space
E	Estate
V	Village
D	District
C	Regional Center/Campus
R	Retreat
GU	General Urban
UC	Urban Center

AMENDED April 07, 2011 (Minor Amendment to CP)
 AMENDED April 28, 2011 (Zoning Case Z11-10)
 AMENDED April 21, 2014 (Zoning Case Z14-014)
 AMENDED May 17, 2017 (Minor Amendment #3)
 PROPOSED AMENDMENT – (Major Amendment #3)

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Exhibit 4.5 – Land Use Budget Updated December 12, 2017

AMENDED April 07, 2011 (Minor Amendment to the CP)
AMENDED April 28, 2011 (Zoning Case Z11-10)
AMENDED April 21, 2014 (Zoning Case Z14-014)
Proposed Amendment 2018

Section 5 Development Unit Plans

Initial DUPs for each DU shall be prepared and submitted to the City by the Master Developer, for review and approval prior to any development occurring within a DU. A DUP may address a portion of a DU, a complete DU, and/or more than one DU. Modification to the boundaries of the DUs can be made administratively by the Planning Director or designee with corresponding changes to the Budget, as necessary. The ability to submit a portion of a DU must be granted by the Planning Director prior to submission or review of a partial DU. The DUPs shall include the location of proposed land uses within the DU as well as the information contained herein which provides more specific planning for the DU and context for site plans and subdivision plats.

Individual infrastructure master plan updates may be required during the DUP review process. An update will be required if the City Engineer or City Traffic Engineer determines that the individual DUP or proposed land uses are materially different than those anticipated when the Master Infrastructure Plans were prepared and approved or additional information is required to define the infrastructure phasing. DUPs may also be used to refine phasing within the respective DU. If the proposed DUP requires additional analysis based on the additional information presented with the DUP submittal, the master plans shall be updated for the specific DU. DUPs may address a portion of a DU, a complete DU and/or more than one DU.

5.1 DUP Submittal Requirements

The following items shall be submitted as part of a DUP:

A. DU Land Use Plan

A DU Land Use Plan shall be of sufficient detail to ensure the compatibility of future development in the DU and compatibility with properties surrounding the DU, to ensure appropriate transitions between differing developments, to ensure that development will not overburden the transportation system, utility infrastructure or community facilities, and to facilitate the implementation of the CP. The goal of the DU Land Use Plan is to identify the approximate locations of the allowed LUGs per the approved Budget with the final placement of the LUGs made during the Site Plan or subdivision plat process. The determination of the LUG during the Site Plan or subdivision process is permitted to allow development to remain flexible and react to the market conditions while respecting the purpose and intent of the DU approval and maintain a consistency in development form. The limits of each DU are intended to align with collector and/or arterial streets where possible. In the event that a DU boundary aligns with a street, and the street alignment is changed in the planning process, then the DU boundary will also change in a corresponding manner.

The DU Land Use Plan shall:

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- designate the street types within the DU
- provide for the LUG locations within the DU (LUG locations may overlap)
- designate the build to line requirements for all areas of a DU which are designated for the LUGs GU and UC.
- indicate major roadways consistent with *Exhibit 10.3* – District and Arterial Streets – Roadway Hierarchy
- include the general locations for LUGs, community facility locations, schools, open space and parks, pedestrian corridors, and any other delineation as reasonably requested by the Planning Director to assist in describing the land plan for the individual DU
- demonstrate the consistency with the exhibits and statements outlined in Sections 3 and 4

B. Economic Development Statement

The purpose of the Economic Development Statement is to describe how the DUP will help to achieve economic development goals set forth in the Project Narrative of the Major General Plan Amendment, GPMajor 08-01, the CP and will contribute to the creation of a place of regional importance.

C. DU Design Guidelines (“DUDG”)

The purpose of the DUDG is to expand on the general design guidelines proposed as part of the CP. The DUDG shall be consistent with and provide further detail to the CP design guidelines. The DUDG shall include design themes, open space, pedestrian corridors, signage, streetscape concepts, lighting, general architectural styles and character, along with other standards and concepts unique to the DU, and shall be of sufficient detail to ensure cohesive integrated high quality design. Below is a more detailed description of required elements of the DUDG.

1. Pedestrian Corridors
 - a. Conceptual location, size and type of pedestrian corridors
 - b. The hierarchy of pedestrian systems
 - c. Implementation and phasing plan for the construction of pedestrian corridors
2. Common Areas
 - a. Identification of public and private common areas
3. Landscaping
 - a. Identification of a landscape plant palette

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- b. Proposed plant and landscape character
- c. Conceptual plant types to be used including landscaping within the public right-of-way (ROW)
- d. Potential ownership and maintenance responsibilities for landscaping and irrigation systems
- e. Proposed landscape architecture theme(s) and corresponding design standards for landscaping
- f. Streetscape and open space landscape character, to include as appropriate, concepts for the following:
 - Typical hardscape features including pavement design, boulders, including sample materials, colors, textures, and locations
 - Street furniture
 - Opportunities for Public Art
 - Shade structures and similar design features
 - Playground equipment
 - Water features, including ponds and fountains
 - Foundation base standards
- g. Street perimeter landscape standards.

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4. Lighting

- a. Conceptual position, size, and type of street lighting fixtures
- b. Potential ownership and maintenance entities for lighting
- c. Proposed design standards for lighting fixtures
- d. Description of methods for shielding light from adjacent properties outside the Property in accordance with the City of Mesa Lighting Control ordinance and in accordance with Section 15.
- e. Description of the use of exposed lighting sources, such as neon, argon, krypton and light emitting diodes (LEDs), when used without shielding or filtering, when used to outline or enhance building architecture.

5. Design Character

- a. Identification of the character of development
- b. Typical illustrations or depictions and narrative of proposed architectural theme and urban design
- c. Typical examples of architectural materials and colors
- d. Conceptual location, size and type of any public facilities contemplated as well as the phasing of such public facilities, if appropriate

D. DU Transportation Plan

The DU Transportation Plan that depicts general locations of major streets and secondary streets, proposed major intersections and secondary intersections in conformance with the Master Transportation Plan and any necessary updates. Master Plan updates shall be reviewed by City staff to ensure conformance with the master plans approved at the CP level.

A DU Transportation Plan must address any increase or decrease in traffic volumes from other DUs and within the specific DU that may occur as development progresses and densities change. A Street and Circulation Plan for each DU should graphically illustrate, but not be limited to, the following components:

1. A plan showing the following elements (individual elements may be depicted on separate plans):
 - a. Primary public and private streets and extended access ways, including street classification, required ROW, and improvements

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- b. Intersections, including intersections for which traffic signals may be required
 - c. A street and circulation phasing plan that contains the following:
 - i) Proposed roadways, drainage features, and traffic signal construction schedule to accommodate each stage of phased development
 - ii) Phasing of required ROW dedications
2. As warranted, an update or addendum to the master plan will be submitted when requested by the City Traffic Engineer.

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E. DU Drainage Plan

The DU Drainage Plan shall demonstrate that runoff has been managed from upper watershed reaches to outlets and shall address any increase or decrease in runoff from upstream DUs or within the current DU that may occur as development progresses and densities change. Each DU Drainage Plan shall be prepared by a registered professional engineer who is licensed to practice in the State. The DU Drainage Plan shall contain the following:

1. Maps showing watersheds draining onto, or through, the DU, with estimates of peak flows for the 100-year storm event defined in City Standards
2. Special flood hazard areas and flood insurance zones, including depths and velocities of flows
3. Proposed measures necessary to comply with City ordinances, Flood Control District and FEMA requirements in order to secure Letters of Map Revisions for development in Special Flood Hazard Areas, if applicable
4. Estimated 100-year storm peak flows and volumes of runoff exiting the DU for the developed and undeveloped conditions
5. Conceptual design of stormwater management systems which mitigate the flooding potential, including peak discharge reduction and storage facilities
6. Basis of design for flood protection to all structures, in or out of Special Flood Hazard Areas, if applicable
7. Location and estimated size of all major drainage facilities, including retention/detention basins and channels
8. Estimated retention volumes in accordance with City Standards and proposed conceptual retention basin facility volumes, areas, and locations
9. A statement, narrative, and/or analysis outlining retention basin drain times and means of drainage
10. A phasing plan for the establishment of the necessary drainage system within each DU
11. As warranted, an update or addendum to the master plan will be submitted when requested by the City Engineer and must be submitted to FCDMC for review and approval if any flows or timing of flows to the regional flood control systems or structures increases
12. Updated computerized hydraulic models as necessary to support the modified flows

F. DU Potable Water Plan

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Each DU Potable Water Plan shall address any increase or decrease in water demand from other DUs and the current Development Unit which may occur as development progresses and densities change. Each DU Master Potable Water Plan shall include any off-site lines and shall be prepared by a registered professional engineer who is licensed to practice in the State. Each DU Potable Water Plan shall address the following:

1. The conceptual location and size of all necessary potable water system components, including on-site and off-site water lines
2. A phasing plan for the construction of the necessary potable water system
3. A summary of the proposed flow criteria and projection of flows
4. A flow and pressure analysis of the proposed system which includes a simulation of the system operation using a hydraulic computer model with average day demands, maximum day demands with estimated required fire flows and peak hour demands
5. A plan showing preliminary development sites and ROW, topographic contours and benchmarks, existing utilities, and fire hydrants, any features such as watercourses and drainage facilities which may influence the location of underground utilities, and a general layout of the proposed water mains and other required water facilities
6. As warranted, an update or addendum to the master plan will be submitted when requested by the City Engineer

G. DU Wastewater Plan

Each DU Wastewater Plan shall address any increase or decrease in wastewater generation from upstream DUs and the current DU which may occur as development progresses and densities change. The DU Wastewater Plan shall include any off-site lines and shall be prepared by a registered professional engineer who is licensed to practice in the State. The DU Wastewater Plan shall address the following:

1. The conceptual location, size, type, and capacity of the necessary on-site and off-site wastewater collection system components needed to serve the DU
2. A phasing plan for the construction of the necessary wastewater system
3. A flow analysis of the system using a computerized hydraulic model to substantiate the selection of sizes, phasing and capacities of the on-site and off-site wastewater collection facilities
4. A summary of proposed flow criteria and projection of flows. Identify any revisions and/or expansions to the off-site sewage system required to accommodate wastewater flows at buildout presented in the DUWWP, if different from those present in the WWMP

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5. A plan showing conceptual development sites and ROW, conceptual topographic contours, and benchmarks, existing utilities, and any features such as watercourses, and drainage facilities which may influence the location of underground utilities, and a general layout of the proposed sewer lines and other required wastewater facilities

5.2 Approval Process

A. Pre-submittal Process

1. Pre-submittal Conference. A pre-submittal conference with the City Planning Director and Engineer, or other designee, is required prior to submittal of a DUP application. The applicant shall submit an application and fee to commence the pre-submittal process.

B. Approval Authority

1. DUPs for DUs 1, 2, 4, 5, 6, and 9 shall be reviewed and considered by the Planning Board in a public hearing and DUPs for DUs 3, 7, and 8 shall be reviewed by the Planning Director. Action by both the Planning Board and the Planning Director are administrative acts. Approval shall be granted when it is determined that the DUP has met the requirements specified herein. DUPs shall only be approved if the application and supporting materials are consistent with the CP.

5.3 Citizen Participation/Notification Procedures

A. Development Unit Plans

Every DUP submittal shall require the submittal and implementation of a citizen participation plan ("Plan") and the submittal of a citizen participation report ("Report"). The Plan shall include a method for notifying property owners and homeowner associations adjacent to the boundary of the DUP, as well as any potentially affected school district(s) and other potentially affected citizens. Additionally, the Plan shall include (a) a contact list, (b) a general description of how those on the contact list will be notified of the application, community meetings and public hearings, (c) a process for providing feedbacks and comments, and (d) a schedule for implementation of the Plan.

The Report shall include (a) a summary of comments from any required community meetings, (b) mailings conducted, (c) responses received, and (d) how concerns were addressed. In addition, an affidavit, with a copy of the site posting, shall be included with the Report. The Report shall be submitted to the City at least ten (10) working days prior to the Planning Board hearing.

B. DUP Approval by Planning Board – Notification

An applicant for a DUP shall submit a list of interested parties comprised of all (a) registered neighborhoods and homeowner associations within one-half (1/2) mile of the boundary of the DU, (b) real property owners and residents within three hundred (300) feet of the boundary of the DU or portion that is being considered, (c) school district(s) which provides services to the DU, (d) interested parties who have

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requested that they be placed on a contact list for the DUP application, and (e) any other potentially affected entity as jointly determined by the Planning Director and the applicant (collectively, "Contact List").

1. Community Meeting. Notice by first class mail shall be mailed to the Contact List at least fifteen (15) days prior to the community meeting. At the community meeting, the applicant shall provide information on the pending application, a process for providing feedback and comments on the application, and contact information for the application.
2. Written Notice. Notice by first class mail shall be sent to the Contact List a minimum of fifteen (15) days prior to the scheduled Planning Board hearing.
3. Publication. Information on the public hearing shall be published, a minimum of fifteen (15) days prior to the scheduled Planning Board hearing, at least once in a newspaper of general circulation published or circulated in the City, as required by the City Charter.
4. Site Posting. A minimum 4'x4', eight-foot high sign shall be posted on a visible site located within the boundary of the DU a minimum of fifteen (15) days prior to the scheduled Planning Board hearing. In addition, a sign may be required to be posted within the PCD boundary at an additional site mutually agreed upon by the applicant and the Planning Director.

C. DUP Administrative Action – Notification

1. Written Notice. Notice by first class mail shall be sent to the Contact List a minimum of fifteen (15) days prior to the scheduled date for administrative action on the DUP application.
2. Publication. Information on the administrative action on the DUP application shall be published a minimum of fifteen (15) days prior to the scheduled date of the administrative action, at least once in a newspaper of general circulation published or circulated in the City, as required by the City Charter..
3. Site Posting. A minimum 4'x4', eight-foot high sign shall be posted on a visible site located within the DU a minimum of fifteen (15) days prior to the scheduled administrative action on the DUP application. In addition, a sign may be required to be posted within the Property at an additional site mutually agreed upon by the applicant and the Planning Director.

The applicant and Planning Director shall determine if, and to what extent, notification measures are required for amendments to DUPs; however, in no event shall such notification measures be more than required for an initial approval of a DUP.

5.4 Amendments to DUP

- A. Major amendments to DUPs shall be processed as set forth herein. Major amendments shall mean any change to the DUP that substantially modifies the LUG location maps, street types or build to lines unless otherwise allowed by the conditions of approval for the DUP.

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B. Minor Amendments

1. The Planning Director may administratively approve minor amendments to the DUPs. Minor amendments shall mean any change to the DUP that does not substantially modify the LUG location maps, street types or build to lines. The Planning Director shall determine whether a proposed change is substantial.

C. Minor Modifications

1. In addition to the above, the Planning Director may administratively review and approve minor modifications to the DUP.

5.5 Clarifications and Interpretations

The Zoning Administrator may administratively provide clarifications and interpretations of the DUP.

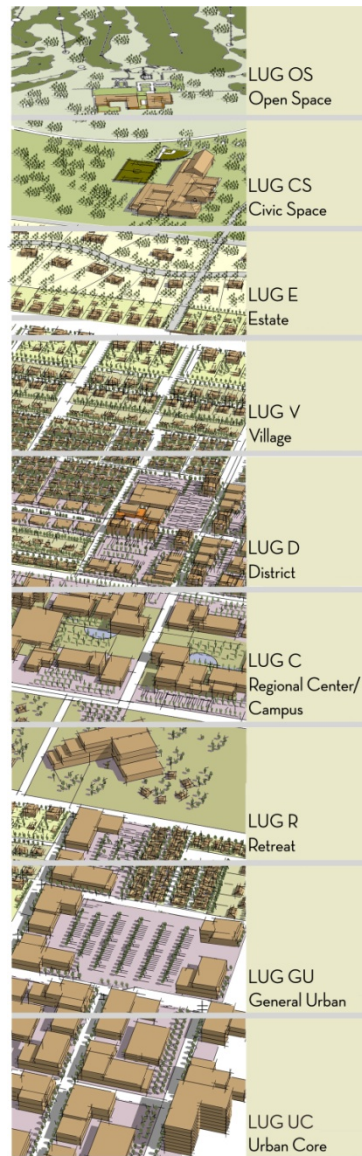
Section 7 Land Use Groups

7.1 Introduction

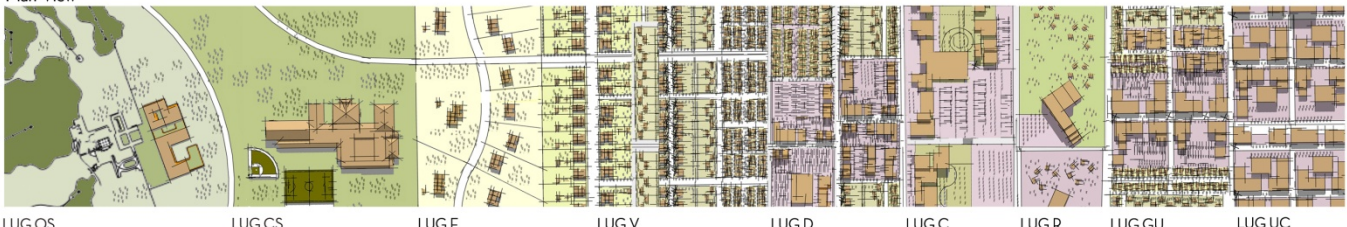
As part of the Community Plan, the uses referenced on ***Exhibit 7.38*** – Permitted Uses are individually listed and grouped by LUGs. LUGs Transect provides the general character, uses, General Development Standards and locations within each of the DUs. This section of the CP describes each LUG by character and the General Development Standards specific to each LUG.

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Exhibit 7.1 - Land Use Groups Transect



Plan View



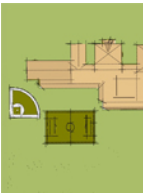
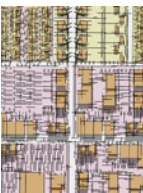
Section View



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7.2 Land Use Group (LUG) Summary

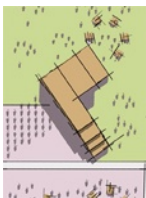
Exhibit 7.2 – Land Use Group Summary – OS, CS, E, V, D

LUG OS - Open Space			
	General Character / Use	Typical Building Height*	1 – 2 stories
	Natural landscape, ball fields, golf recreation, open space landscape.	Maximum Building Height*	50'
		Street Frontage	Not Applicable
		Maximum Density*	Not Applicable
		Floor Area Ratio (FAR) Range*	0 - 2
LUG CS – Civic Space			
	General Character / Use	Typical Building Height*	
	Parks and greenways with civic and community facilities.	Maximum Building Height*	75'
		Street Frontage	Not Applicable
		Maximum Density*	Not Applicable
		Floor Area Ratio (FAR) Range*	0 – 4
LUG E – Estate			
	General Character / Use	Typical Building Height*	1-2 stories (some 3)
	Lawns and landscaped yards; single-family attached and detached homes and estate scaled multi-family	Maximum Building Height*	50'
		Street Frontage	Varies from 20' to deep estate setbacks
		Maximum Density*	5 du\ac
		Floor Area Ratio (FAR) Range*	0 – 5
LUG V – Village			
	General Character / Use	Typical Building Height*	1-3 stories (some 4)
	Lawns and landscaped yards; single-family attached and detached homes; residential scaled multi-family, and commercial and mixed-use.	Maximum Building Height*	50'
		Street Frontage	Varies from 11' to deep setbacks
		Maximum Density*	15 du\ac
		Floor Area Ratio (FAR) Range*	0 – 5
LUG D – District			
	General Character / Use	Typical Building Height*	1-4 stories
	Balance between landscape and structures; medium density residential neighborhoods; multi-family, live-work and small mixed-use neighborhoods; neighborhood commercial (grocery and convenience) with parking out front.	Maximum Building Height*	65'
		Street Frontage	Varies from 6' to deep setbacks
		Maximum Density*	30 du\ac
		Floor Area Ratio (FAR) Range*	0 – 6.5

*For details refer to Section 7.13 - LUG General Development Standards

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Exhibit 7.3 – Land Use Group Summary – C, R, GU, UC

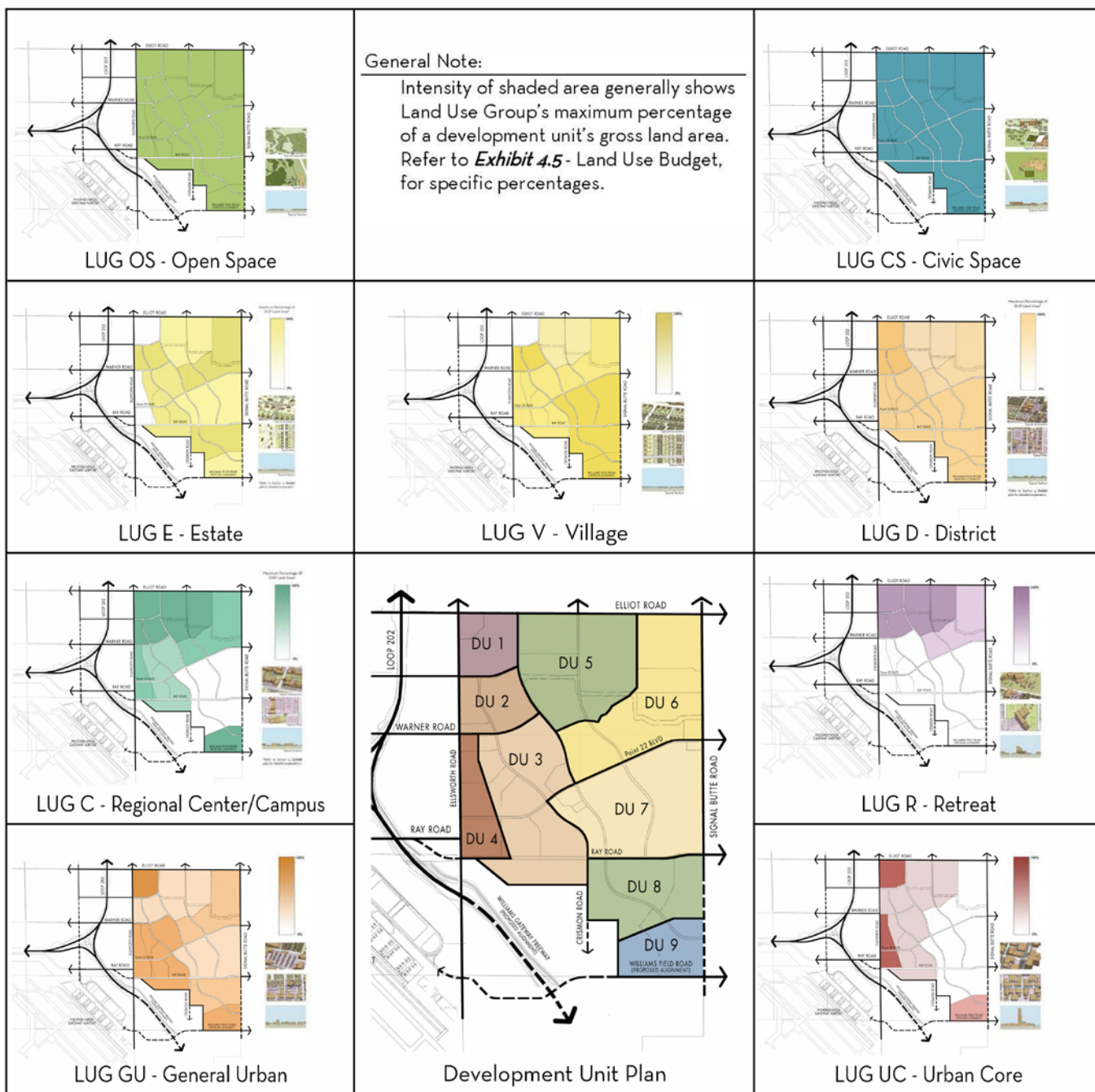
LUG C - Regional Center/Campus			
	General Character / Use	Typical Building Height*	1-12 stories, but the nature of these uses may dramatically limit vertical building expressions
	Buildings and structures dominated by their landscape or parking settings. Building placement is usually formalized but may often not respond directly to the larger urban grid. Self contained uses such as big box retail; employment; educational campuses and manufacturing are included. Pedestrian activity may be highly varied from almost none to pedestrian only zones. The form and massing of this LUG must transition to take on the characteristics of adjacent LUGs at the edges of the LUG.	Maximum Building Height*	150'
		Street Frontage	Varies dramatically and tapers to match adjacent LUGs at the perimeter of the LUG
		Maximum Density*	Not Applicable
		Floor Area Ratio (FAR) Range*	Not Limited
LUG R – Retreat			
	General Character / Use	Typical Building Height*	Highly varied but, the landscape setting suggest that many structures will always be low in scale.
	Buildings and structures placed within a natural and enhanced landscape. Building forms and blocks may be placed/scattered randomly in the landscape. Single-family attached and detached homes generally related to hospitality uses; hospitality and a vast array of associated uses; garden/office employment; mixed-use buildings and enclaves; convenience and entertainment commercial. The character of landscape and buildings in this LUG transition to take on the characteristics of adjacent LUGs at the edges of the LUG. (i.e. Become more urban and hold the street edge against LUGs GU and UC)	Maximum Building Height*	As limited by the FAA
		Street Frontage	Varies dramatically and tapers to match adjacent LUGs at the perimeter of the LUG
		Maximum Density*	Not limited
		Floor Area Ratio (FAR) Range*	Not Limited
LUG GU - General Urban			
	General Character / Use	Typical Building Height*	1-7 stories
	Structures and hardscape contain and define landscape areas. Landscape responds to the urban form. Dense residential neighborhoods; stand-alone commercial buildings; mixed-use structures and neighborhoods. Buildings are close to the street with parking areas behind. Initial development in these areas (in DUs 1, 2 and 4) will likely follow traditional forms, with the ability to transform to a more urban development form in future development and redevelopment of sites. Use of this LUG will allow for this future higher intensity pattern occur.	Maximum Building Height*	95'
		Street Frontage	Varies from 2' back of curb to the “Build to Line” which shall be established along each street as part of the DUP
		Maximum Density*	50 du/ac
		Floor Area Ratio (FAR) Range*	0 – 7
LUG UC - Urban Core			
	General Character / Use	Typical Building Height*	
	Structure and hardscape dominate the landscape. Landscape conforms to and complements the built environment. Higher density residential; mixed-use structures and neighborhoods; stand-alone commercial building. Buildings are close to the street with parking areas behind. Change of use and built forms is anticipated to be a regular occurrence to support and respond to the uses in the urban core. Initial development in these areas (in DU 1, 2 and 4) will likely follow traditional forms, with the ability to transform to a more urban development form in future development and redevelopment of sites. Use of this LUG will allow for this future higher intensity pattern occur.	Maximum Building Height*	As limited by the FAA
		Street Frontage	Varies from 2' back of curb to the “Build to Line” which shall be established along each street as part of the DUP
		Maximum Density*	Not Limited
		Floor Area Ratio (FAR) Range*	Not Limited

*For details refer to Section 7.13 - LUG General Development Standards

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7.3 Land Use Group Location

Exhibit 7.4 – Land Use Group Location



AMENDED April 21, 2014 (Zoning Case Z14-014)
Amended February 2018

7.4 LUG OS – Open Space

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Exhibit 7.5 – LUG OS – Open Space Summary

LUG OS – Open Space		
	General Character	Natural environments, rolling open landscapes, small neighborhood parks and plazas, recreational fields, urban wilderness, buildings dominated by their landscape. The size of structures shall be small compared to the open space in which they reside. Refer to Exhibit 7.6 – LUG OS – Location and Character and Exhibit 7.7 – LUG OS - Character for photographic examples of the overall general character of this LUG.
	Typical Uses**	Recreational uses, natural environments, open landscapes, neighborhood parks and plazas Service and maintenance buildings are permitted as well as accessory uses and buildings that support the enjoyment of the open space such as but not limited to restrooms, ramadas, arbors, and shade structures
	Typical Building Height*	1-2 story
	Maximum Building Height*	50'
	Minimum Lot/Parcel Size*	1,000 square feet
	Maximum Residential Density*	Not Applicable
	Floor Area Ratio (FAR) Range*	0 - 5
	Minimum Lot/Parcel Width/Depth*	20'
	Building Setbacks – Street*	2'
	Building Setbacks – Rear/Side*	0' or 10' in aggregate across a property line
	Building Setbacks – Service Lane*	2'
	Block Character	Buildings if present may be arranged randomly in the landscape
	Circulation Character	Organic street forms that roll with the landscape or provide connectivity to other areas
	Service Areas	Must be screened from public view with walls, fences, landscape, structures or other devices
	Landscape Character	Natural landscape, ball fields, open space landscape, neighborhood parks and plazas Formal and natural planting forms
	Lighting Character***	Varies highly from no lighting in areas with little to no active night time use to ambient lighting in quiet areas to vibrant and dynamic lighting in high energy and activity areas
	Signage Character	Often found in landscaped settings, but may also be intensely bold and varied in activity centers where signs may become entertainment Enhanced pedestrian signage encouraged in urban areas with high pedestrian use

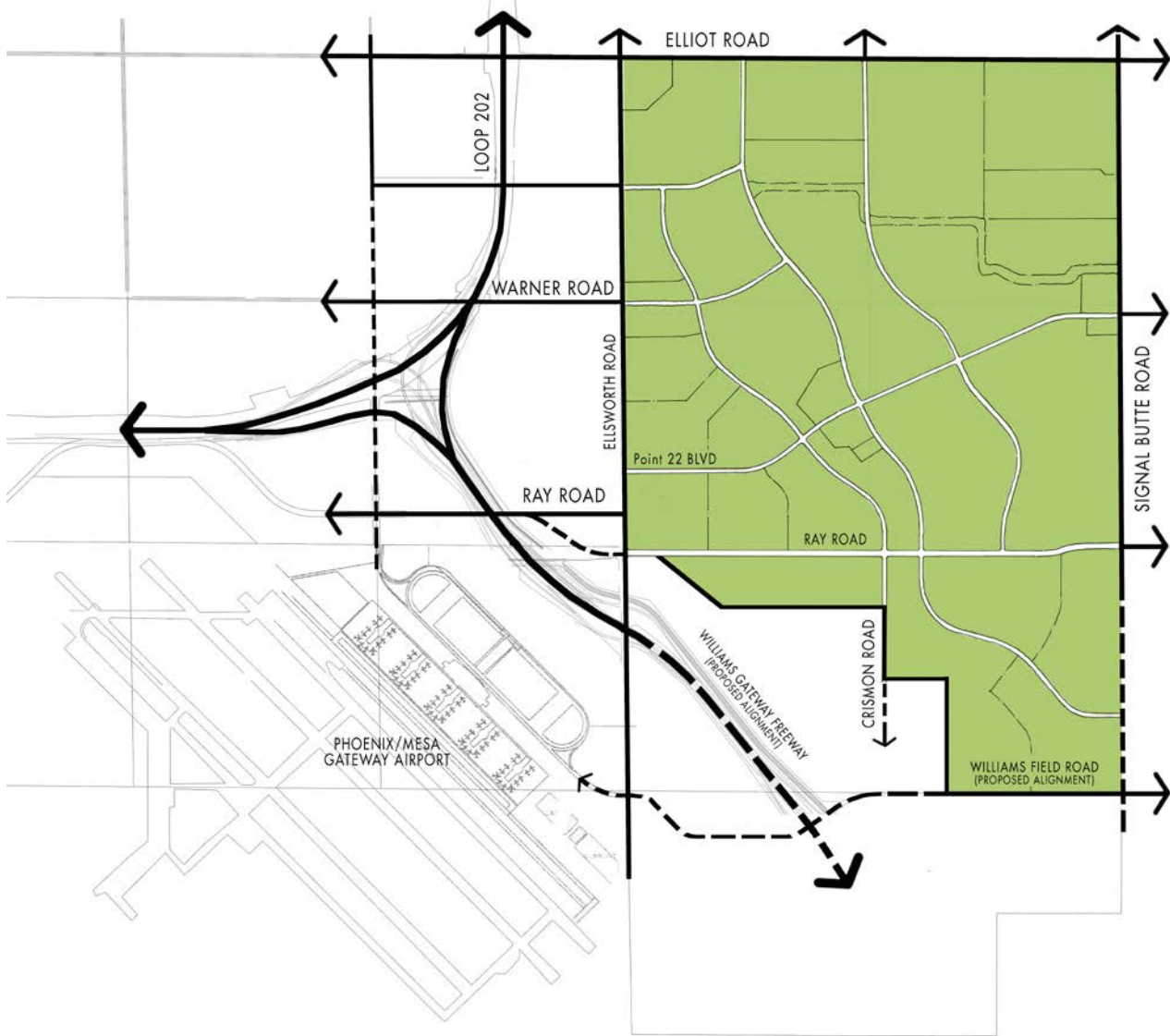
*For details refer to **Exhibit 7.32** - Land Use Group General Development Standards

** For details refer to Section 7.16 - Permitted Uses

*** For details Refer to Section - 10.5 Public Street Lighting Standards and Section 15

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Exhibit 7.6 – LUG OS – Location and Character



Note: Photos are intended to be representative of the character and quality of the types of development within a land use group and are not intended to express specific design details, colors or materials.

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Exhibit 7.7 – LUG OS – Character



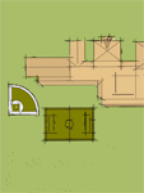
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7.5 LUG CS – Civic Space

Exhibit 7.8 – LUG CS – Civic Space Summary

LUG CS – Civic Space		
	General Character	Civic and culturally important buildings typically in landscaped settings. Natural environments, rolling open landscapes, small neighborhood parks and plazas, and recreational fields which may be dominated by civic buildings. Support buildings typically visually retreat while culturally important buildings are typically iconic in their setting or architecture. Refer to <i>Exhibit 7.9</i> – LUG CS – Location and Character and <i>Exhibit 7.10</i> – LUG CS – Character for photographic examples of the overall general character of this LUG.
	Typical Uses**	Civic uses, recreational uses including but not limited to: government and institutional buildings, fire stations, places of worship, schools, arts and cultural facilities, museums, gardens, theaters, sports facilities, recreational facilities and amusement facilities; natural environments; open landscapes; neighborhood parks and plazas Service and maintenance buildings are permitted as well as accessory uses and buildings that support the enjoyment of the open space and civic uses such as but not limited to restrooms, ramadas, arbors, shade structures, and golf club houses
	Typical Building Height*	
	Maximum Building Height*	75'
	Minimum Lot/Parcel Size*	1,000 square feet
	Maximum Residential Density*	Not Applicable
	Floor Area Ratio (FAR) Range*	0 – 7.5
	Minimum Lot/Parcel Width/Depth*	20'
	Building Setbacks – Street*	2', along street edges buildings should typically step back from the street as outlined in Section 7.14 - Building Configuration and Vertical Setbacks.
	Building Setbacks – Rear/Side*	0' or 10' in aggregate across a property line
	Building Setbacks – Service Lane*	2'
	Block Character	Buildings may be arranged randomly in the landscape or formally address adjacent streets
	Circulation Character	Organic street forms that roll with the landscape or provide connectivity to other areas Formal streets that provide connectivity to other areas or extend the urban fabric Formal streets that surround or define the plaza, park, square or civic building
	Service Areas	Must be screened from public view with walls, fences, landscape, structures or other devices
	Landscape Character	Formal and natural planting forms typically to match the circulation and block character Recreation, ball fields, open space landscape, natural landscape, neighborhood parks and plazas
	Lighting Character***	Varies highly from no lighting in areas with little to no active night time use to ambient lighting in quiet areas to vibrant and dynamic lighting in high energy and activity areas
	Signage Character	Often found in landscaped settings, but may also be intensely bold and varied in activity centers where signs may become entertainment Enhanced pedestrian signage encouraged in urban areas with high pedestrian use

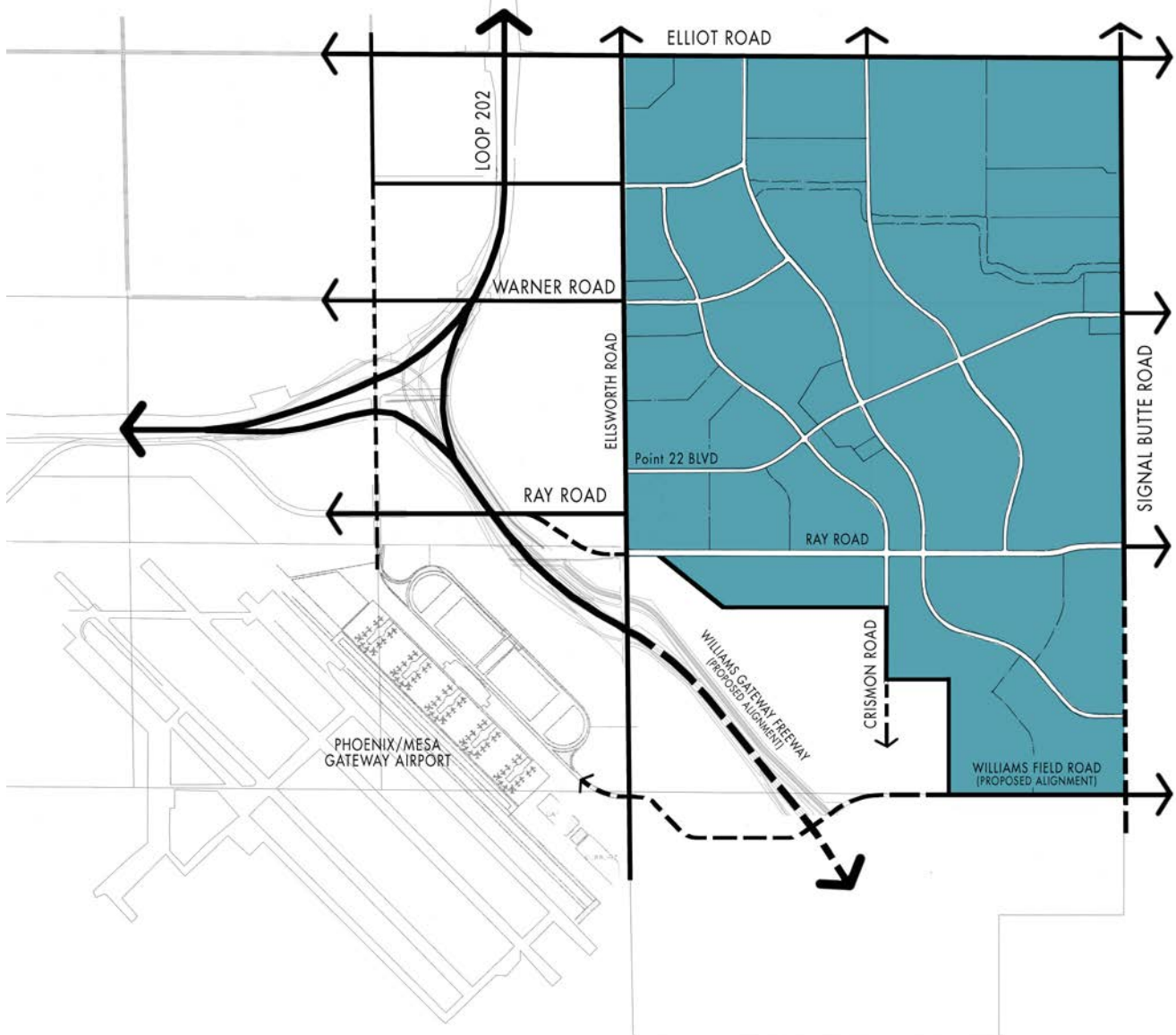
*For details refer to *Exhibit 7.32* - Land Use Group General Development Standards

** For details refer to Section 7.16 - Permitted Uses

*** For details Refer to Section - 10.5 Public Street Lighting Standards and Section 15

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Exhibit 7.9 – LUG CS – Civic Spaces – Location and Character



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Exhibit 7.10 – LUG CS – Character



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7.6 LUG E – Estate

Exhibit 7.11 – LUG E – Estate Summary

LUG E – Estate		
	General Character***	Large residential home (estate) masses typically surrounded by landscaped yards. Formal and informal lawns and landscaped yards. Refer to <i>Exhibit 7.12</i> – LUG E – Character and Location and <i>Exhibit 7.13</i> – LUG E - Character for photographic examples of the overall general character of this LUG.
	Typical Uses**	Residential, single-family attached, detached and estate scaled multi-family. Very limited commercial uses. Home occupations, outbuildings (scale to be accessory to the structure housing the primary activity) and “granny flats” are allowed.
	Typical Building Height*	1 – 2 stories (some 3)
	Maximum Building Height*	50'
	Minimum Lot/Parcel Size*	9,000 square feet
	Maximum Residential Density*	5 dwelling units per gross acre
	Floor Area Ratio (FAR) Range*	0 - 5
	Minimum Lot/Parcel Width/Depth*	90'
	Building Setbacks – Street*	20', along street edges buildings should typically step back from the street as outlined in Section 7.14 - Building Configuration and Vertical Setbacks.
	Building Setbacks – Rear/Side*	0' or 20' in aggregate across a property line
	Building Setbacks – Service Lane*	2'
	Block Character	Buildings typically formally address adjacent streets but may be arranged randomly where there are larger landscape setbacks. Setbacks may be highly varied and relatively deep. Blocks may be large and the roads irregular.
	Circulation Character	Formal or irregular streets that extend the urban fabric in formal or irregular grids Organic street forms that roll with the landscape. Gated neighborhoods may restrict vehicle access.
	Service Areas	Must be screened from public view and the view from adjacent properties with walls, fences, landscape, structures or other devices
	Landscape Character	Formal and natural planting forms typically to match the circulation and block character
	Lighting Character****	Ambient to dark
	Signage Character	Limited, residential scaled (small), exterior or halo lighted only

* For details refer to *Exhibit 7.32* - Land Use Group General Development Standards

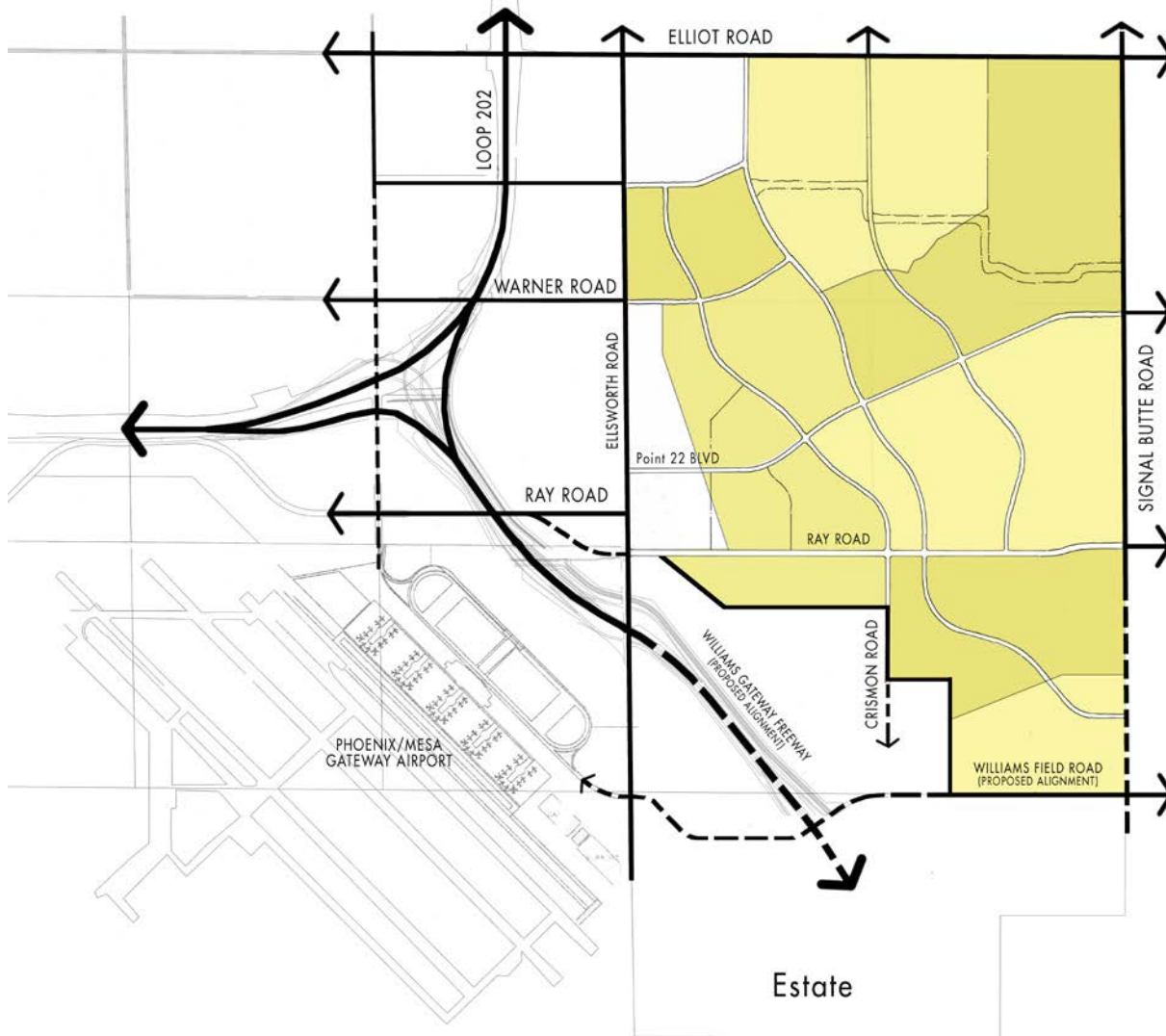
** For details refer to Section 7.16 - Permitted Uses

*** Refer to Section 4.4 for additional regulations for this LUG

**** For details Refer to Section - 10.5 Public Street Lighting Standards and Section 15

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Exhibit 7.12 - LUG E - Estate - Location and Character



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Exhibit 7.13 - LUG E - Estate - Character

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7.7 LUG V – Village

Exhibit 7.14 – LUG V – Village Summary

LUG V – Village		
	General Character***	Small residentially scaled masses typically surrounded by landscaped yards or close to the street. Yards when present are typically detailed and layered. Commercial or social gathering points in parks or at the intersections of major streets. Refer to <i>Exhibit 7.15</i> – LUG V – Location and Character and <i>Exhibit 7.16</i> – LUG V – Character for photographic examples of the overall general character of this LUG.
	Typical Uses**	Residential, single-family attached detached, residentially scaled multi-family. Limited commercial uses, neighborhood serving and residentially scaled at the intersections of major streets - ample connectivity to the surrounding neighborhood must be provided. Uses may be mixed. Home occupations, outbuildings (scale to be accessory to the structure housing the primary activity) and “granny flats” are allowed.
	Typical Building Height*	1 – 3 stories (some 4)
	Maximum Building Height*	50'
	Minimum Lot/Parcel Size*	1,000 square feet
	Maximum Residential Density*	15 dwelling units per gross acre
	Floor Area Ratio (FAR) Range*	0 - 5
	Minimum Lot/Parcel Width/Depth*	20'
	Building Setbacks – Street*	11', along street edges buildings should typically step back from the street as outlined in Section 7.14 - Building Configuration and Vertical Setbacks.
	Building Setbacks – Rear/Side*	0' or 10' in aggregate across a property line
	Building Setbacks – Service Lane*	2'
	Block Character	Buildings typically formally address adjacent streets. Setbacks may be highly varied with buildings at the street and setback relatively deep. Ample connectivity from commercial areas / uses to the surrounding neighborhood must be provided. Blocks may be large and the roads irregular. Buildings often front neighborhood parks or plazas surrounded by one-way streets.
	Circulation Character	Formal or irregular streets that extend the urban fabric in formal or irregular grids. Gated neighborhoods may restrict vehicle access.
	Service Areas	Must be screened from public view and the view from adjacent properties with walls, fences, landscape, structures or other devices
	Landscape Character	Formal or natural planting forms typically to match the circulation and block character. Yards when present are typically detailed and layered.
	Lighting Character****	Ambient
	Signage Character	Limited, residential scaled (small), exterior or halo lighted only

*For details refer to *Exhibit 7.32* - Land Use Group General Development Standards

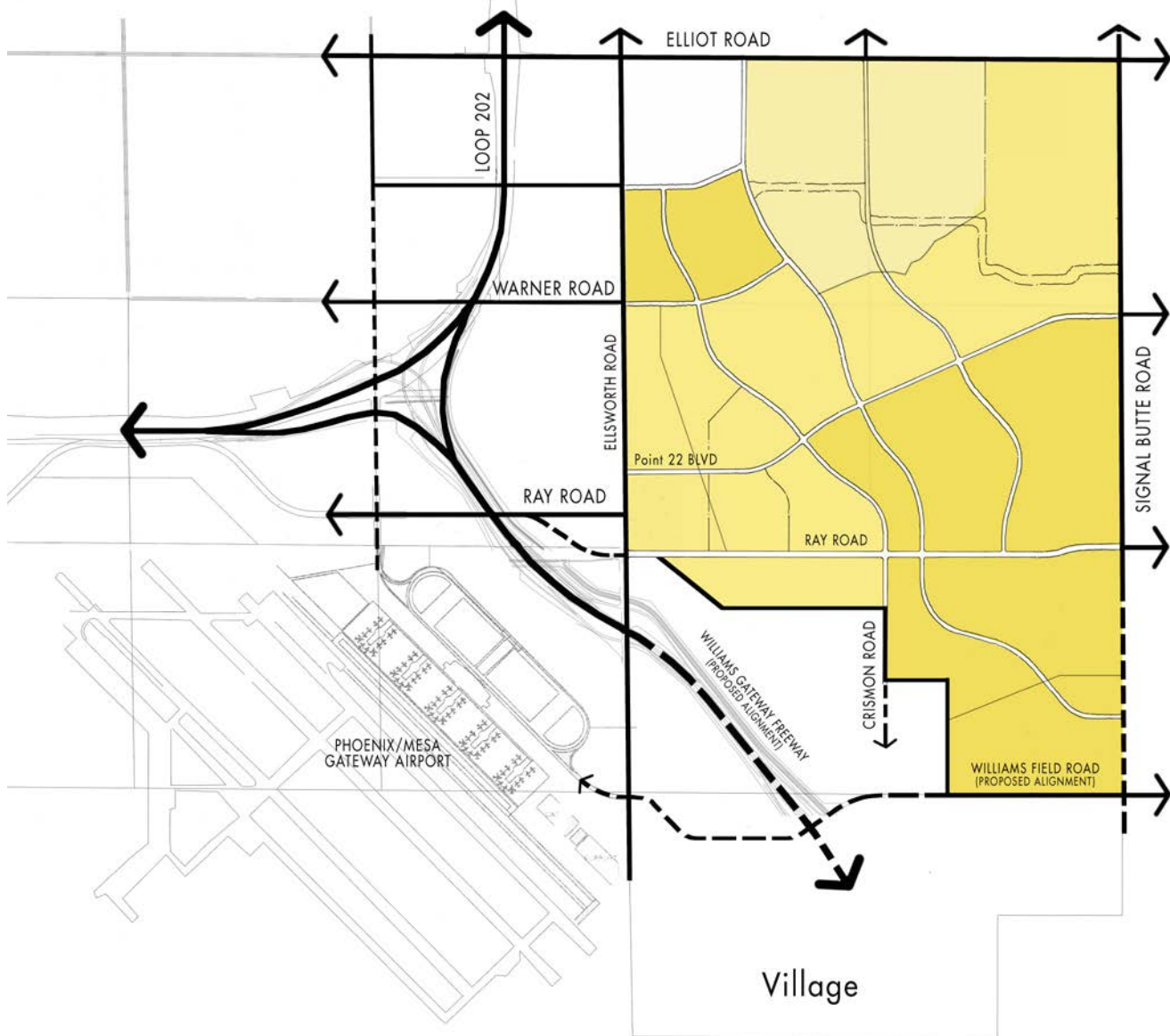
** For details refer to Section 7.16 - Permitted Uses

*** Refer to Section 4.4 for additional regulations for this LUG

**** For details Refer to Section - 10.5 Public Street Lighting Standards and Section 15

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Exhibit 7.15 - LUG V – Village – Location and Character



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Exhibit 7.16 - LUG V – Village – Character

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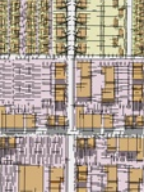


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LUG D – District

Exhibit 7.17 – LUG D – District Summary

LUG D – District		
	General Character***	Large neighborhood scaled masses typically surrounded by landscaped yards or close to the street. Yards when present are typically detailed and layered. Commercial or social gathering centers in parks or along major streets. Generally, a balance between landscape and structures. Refer to <i>Exhibit 7.18</i> – LUG D – Location and Character and <i>Exhibit 7.19</i> – LUG D - Character for photographic examples of the overall general character of this LUG.
	Typical Uses**	Residential, single-family attached, single family detached including green court, alley loaded, auto court and other such typologies, residentially scaled multi-family. Live-work units; minor mixed-use neighborhoods or structures; neighborhood commercial along district or arterial streets or at intersections may include grocery, convenience retail, dining, minor medical office, general office, hospitality and other such uses with parking between the street and buildings. Uses may be mixed. Home occupations, outbuildings (scale to be accessory to the structure housing the primary activity) and “granny flats” are encouraged.
	Typical Building Height*	1 – 4 stories
	Maximum Building Height*	65'
	Minimum Lot/Parcel Size*	1,000 square feet
	Maximum Residential Density*	30 dwelling units per gross acre
	Floor Area Ratio (FAR) Range*	0 – 6.5
	Minimum Lot/Parcel Width/Depth*	20'
	Building Setbacks – Street*	6' for distances not to exceed 150 linear feet before a break to permit landscape to break up the building mass. 11' all other areas. Along street edges buildings should typically step back from the street as outlined in Section 7.14 - Building Configuration and Vertical Setbacks.
	Building Setbacks – Rear/Side*	0' or 10' in aggregate across a property line
	Building Setbacks – Service Lane*	2'
	Block Character	Buildings typically formally address adjacent streets. Setbacks vary; residential uses are typically close to the street while commercial uses may retreat with parking areas between the back of curb and the buildings. Connectivity between commercial areas and adjacent surrounding neighborhoods must be provided. Pedestrian routes at storefronts must be continuous so that pedestrians are not separated from storefronts by parking areas. Buildings often front neighborhood parks or plazas surrounded by one-way streets.
	Circulation Character	Formal or irregular streets that extend the urban fabric in formal or irregular grids Gated buildings or a small cluster of building may restrict vehicle access.
	Service Areas	Must be screened from public view with walls, fences, landscape, structures or other devices
	Landscape Character	Landscape planting is typically formal.
	Lighting Character****	Lighting varies from ambient to typical levels with adjacent intensity.
	Signage Character	Varies from residential (small) scaled, exterior or halo lighted to that of typical neighborhood commercial centers with enhanced pedestrian directional and commercial signage. Minor signage for business components for live-work units Standard commercial signage (lighted) for minor mixed-use neighborhoods or

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		structures
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*For details refer to ***Exhibit 7.32*** - Land Use Group General Development Standards

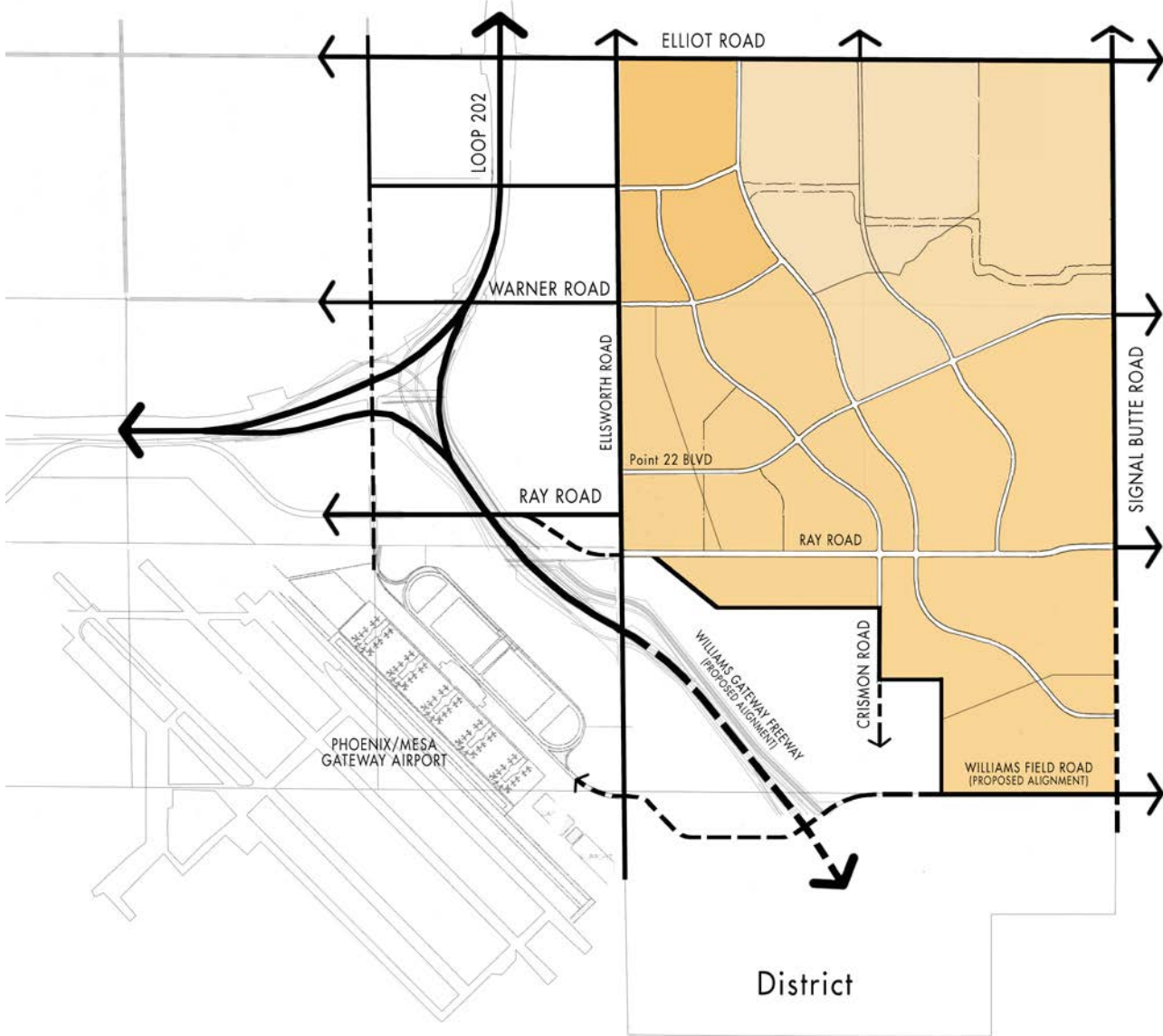
** For details refer to Section 7.16 - Permitted Uses

*** Refer to Section 4.4 for additional regulations for this LUG

**** For details Refer to Section - 10.5 Public Street Lighting Standards and Section 15

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Exhibit 7.18 - LUG D - District - Location and Character



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Exhibit 7.19 - D – District LUG – Character



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7.8 LUG C – Regional Center/Campus

Exhibit 7.20 – LUG C – Regional Center / Campus Summary

LUG C – Regional Center / Campus		
	General Character	Buildings dominated by landscape or parking setting while maintaining a grid like organization to the building placement. Building placement is usually formalized but often may not respond directly to the larger urban grid. Building form and mass must transition to take on characteristics of adjacent LUGs at the perimeter of the LUG, however large open areas between the buildings and adjacent uses or streets may make this difficult to accomplish in built form. Pedestrian activity may be highly varied from almost none to pedestrian only zones. Refer to <i>Exhibit 7.21</i> – LUG C – Location and Character and <i>Exhibit 7.22</i> – LUG C - Character for photographic examples of the overall general character of this LUG.
	Typical Uses**	Self-contained large footprint uses are permitted in this LUG. Large users vary in use and include big box retail, regional and neighborhood commercial, home and garden centers, major employer campuses, hospitals, educational campuses, universities and manufacturing including research and development, assembly, testing, storage and other such uses.
	Typical Building Height*	1-12 stories, but the nature of the uses may limit dramatic vertical building expressions.
	Maximum Building Height*	150'
	Minimum Lot/Parcel Size*	1,000 square feet
	Maximum Residential Density*	Not Applicable
	Floor Area Ratio (FAR) Range*	Not Limited
	Minimum Lot/Parcel Width/Depth*	40'
	Building Setbacks – Street*	6' for distances not to exceed 150 linear feet before a break to permit landscape to break up the building mass. 11' all other areas. Along street edges buildings should typically step back from the street as outlined in Section 7.14 - Building Configuration and Vertical Setbacks.
	Building Setbacks – Rear/Side*	0' or 10' in aggregate across a property line
	Building Setbacks – Service Lane*	2'
	Block Character	Buildings typically align with the grid of the adjacent streets. Setbacks may be highly varied with large open areas between the street and buildings. Blocks may be very large and may interrupt vehicular connectivity.
	Circulation Character	Formal or irregular streets that extend the urban fabric in formal or irregular grids Gated buildings, campuses, plants or compounds may restrict vehicle and pedestrian access but, will maintain pedestrian connectivity at the edges. Located adjacent to a district or arterial street or other LUG C, GU or UC areas which are adjacent to a district or arterial street.
	Service Areas	Storage or service areas shall be screened from public view and from other adjacent LUGs.
	Landscape Character	Landscape planting may be formal or naturalistic. Large surface parking areas will be strategically landscaped to visually reduce the overall size.
	Lighting Character***	Lighting varies to the need of the use, however bright lighting must be shielded from adjacent LUGs
	Signage Character	Signage is typically found in the landscape or is building mounted. Pedestrian signage may be present if it supports the nature of the use.

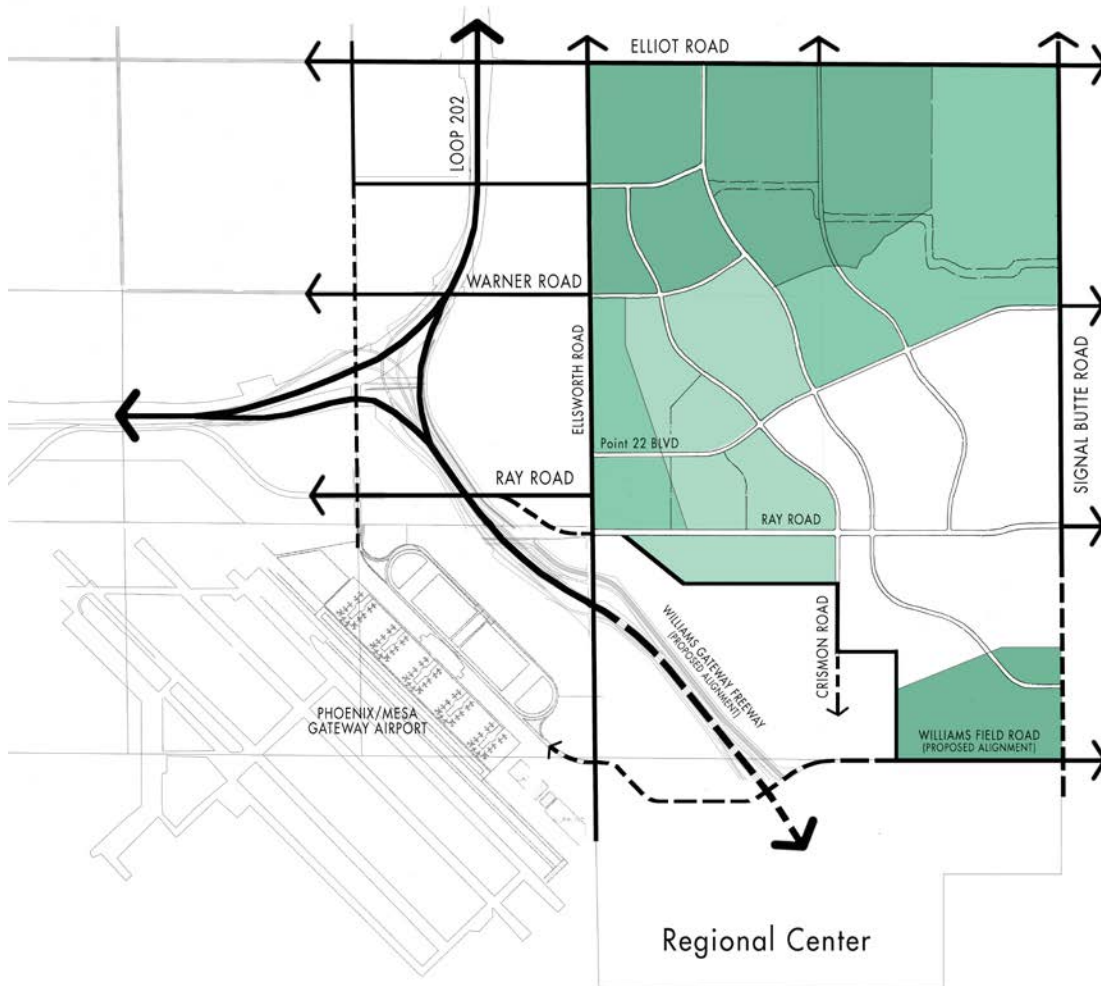
*For details refer to *Exhibit 7.32* - Land Use Group General Development Standards

** For details refer to Section 7.16 - Permitted Uses

*** For details Refer to Section - 10.5 Public Street Lighting Standards and Section 15

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Exhibit 7.21 - LUG C – Regional Center/Campus – Location and Character

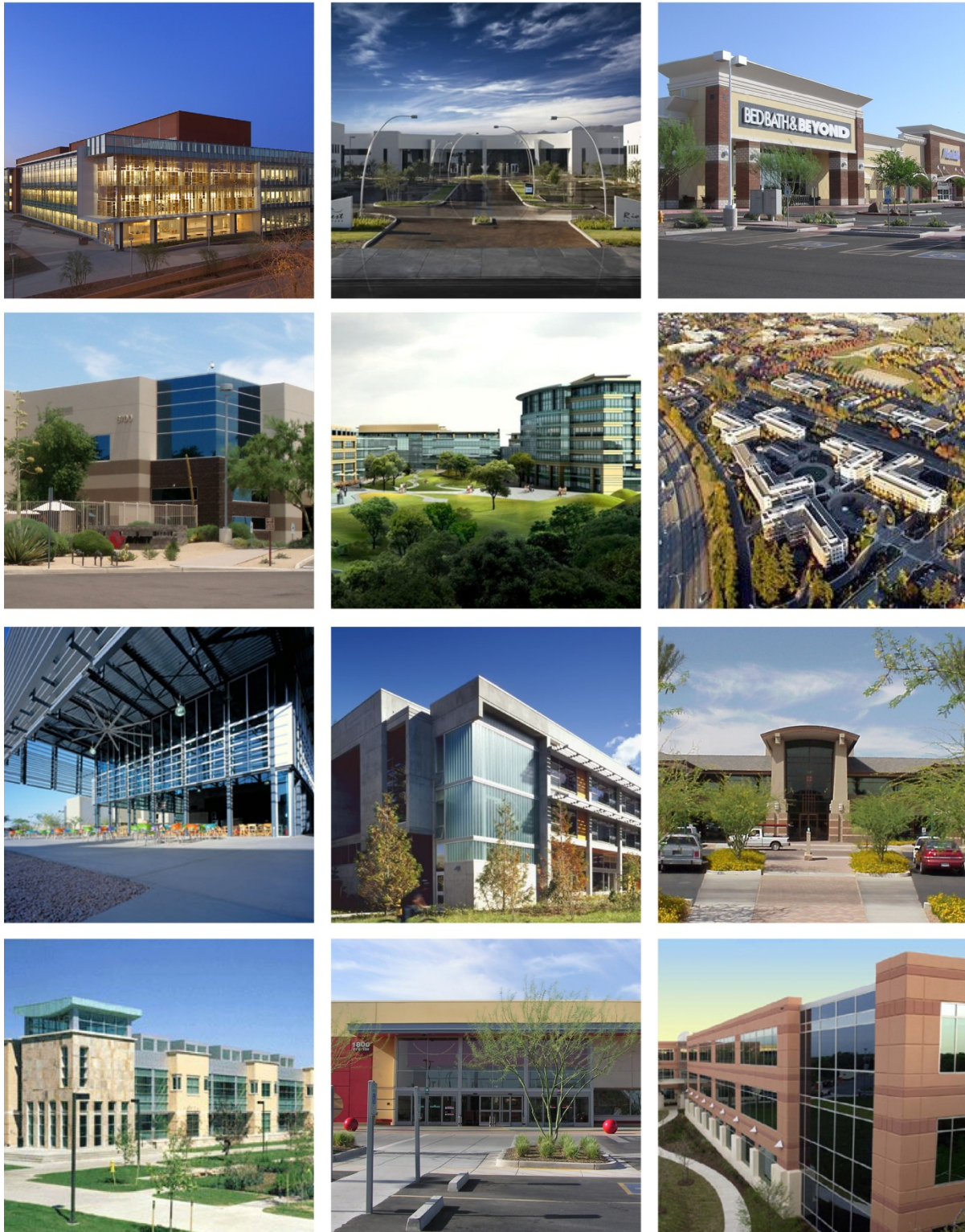


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AMENDED April 21, 2014 (Zoning Case Z14-014)

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Exhibit 7.22 - LUG C – Regional Center/Campus – Character

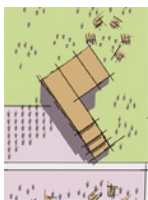


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7.9 LUG R – Retreat

Exhibit 7.23 – LUG R – Retreat Summary

LUG R – Retreat		
	General Character***	Buildings arranged randomly in the landscape providing a retreat from the urban form. Building forms and blocks may be placed/ scattered randomly in the landscape. Building and landscape form and mass must transition to take on characteristics of adjacent LUGs at the perimeter of the LUG. High levels of pedestrian activity and pedestrian only zones are typical with accommodations for high volumes of visitor traffic. Refer to Exhibit 7.24 – LUG R – Location and Character and Exhibit 7.25 – LUG R – Character for photographic examples of the overall general character of this LUG.
	Typical Uses**	A wide variety of hospitality uses including resorts, conference hotels, hotels and inns complemented by an even wider variety of convenience and entertainment commercial uses including spas, restaurants and night clubs are permitted. Residential uses single-family attached and detached, multi-family Garden office /employment uses. Mixed-use buildings and enclaves that take on physical characteristics of this LUG are also permitted.
	Typical Building Height*	Highly varied, but the landscape setting and hospitality uses suggest that many structures may always be low in scale.
	Maximum Building Height*	As limited by the FAA
	Minimum Lot/Parcel Size*	1,000 square feet
	Maximum Residential Density*	Not Limited
	Floor Area Ratio (FAR) Range*	Not Limited. However, buildings should be massed to provide reasonable separations and access to natural light and air. Large monolithic blocks without reasonable separations between them shall not be permitted.
	Minimum Lot/Parcel Width/Depth*	20'
	Building Setbacks – Street*	2', along street edges buildings should typically step back from the street as outlined in Section 7.14 - Building Configuration and Vertical Setbacks.
	Building Setbacks – Rear/Side*	0' or 10' in aggregate across a property line
	Building Setbacks – Service Lane*	2'
	Block Character	Building forms and blocks may be placed/ scattered randomly in the landscape. Setbacks may be highly varied and random. Blocks may be very large and may interrupt vehicular connectivity.
	Circulation Character	Connectivity may be indirect or interrupted for automobile traffic. Gated entrances may restrict vehicle access. Streets may be formal or organic.
	Service Areas	Storage or service areas must be screened from public view with walls, fences, landscape, structures or other devices.
	Landscape Character	Planting, walkways and landforms may be natural or formal. Large surface parking areas will be strategically landscaped to visually reduce the overall size.
	Lighting Character****	Lighting may vary highly as well, from ambient in areas of quiet retreat to vibrant and dynamic in high energy and activity areas. Lighting may be used as entertainment in activity centers.
	Signage Character	Signage is often found in landscaped settings, but may also be intensely bold and varied in activity centers where signs may compete for attention. Enhanced pedestrian signage is encouraged due to the lack of urban way-finding in landscaped settings with increased directional signage especially in areas with high visitor volumes. Signage may be used as entertainment in activity centers.

*For details refer to **Exhibit 7.32** - Land Use Group General Development Standards

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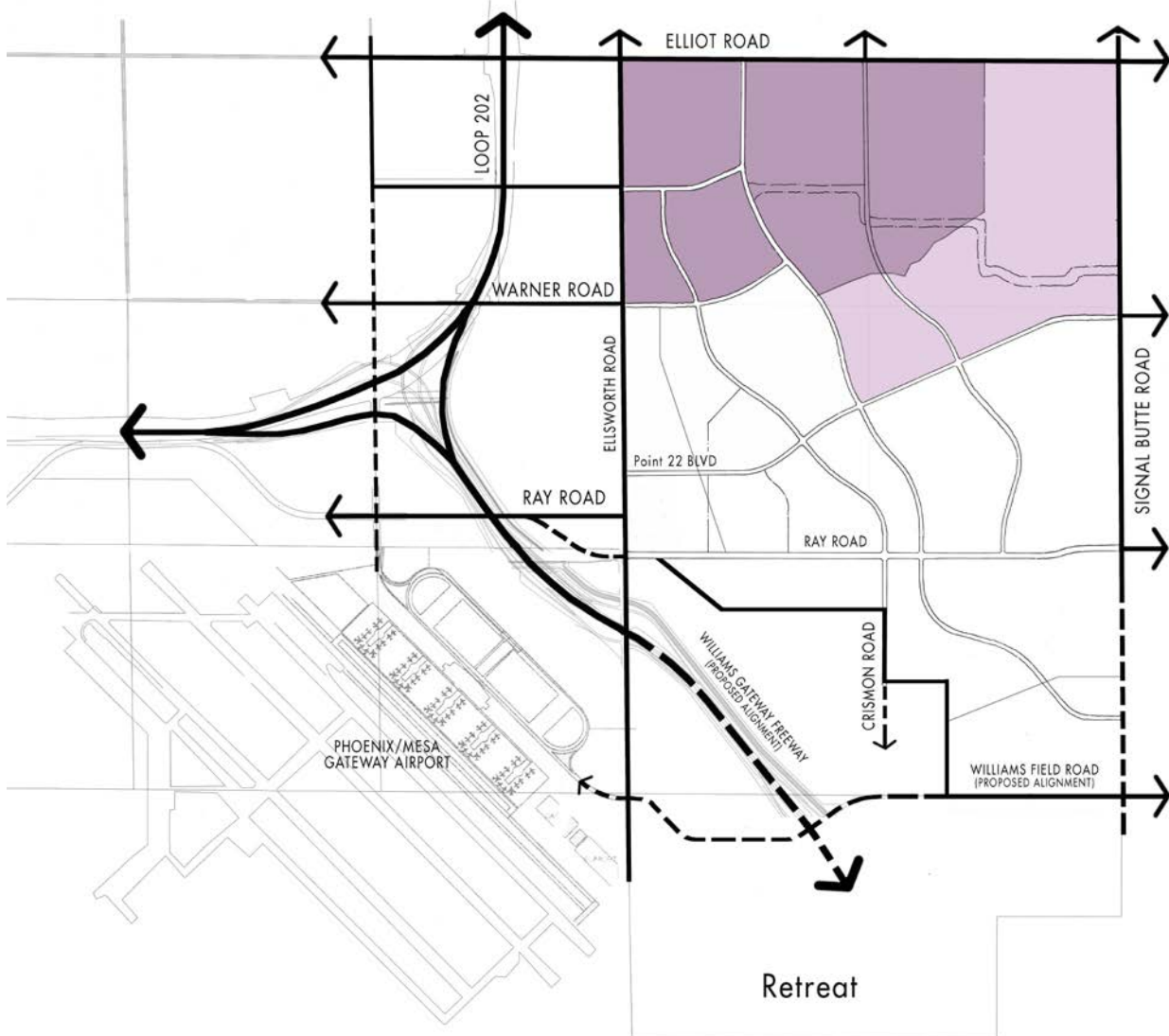
** For details refer to Section 7.16 - Permitted Uses

*** Refer to Section 4.4 for additional regulations for this LUG

**** For details Refer to Section - 10.5 Public Street Lighting Standards and Section 15

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Exhibit 7.24 - LUG R - Retreat - Location and Character



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Exhibit 7.25 - LUG R - Retreat - Character

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Note: Photos are intended to be representative of the character and quality of the types of development within a land use group and are not intended to express specific design details, colors or materials.

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7.10 LUG GU - General Urban

Exhibit 7.26 – LUG GU – General Urban Summary

LUG GU – General Urban	
	General Character*** Structures and hardscape contain and define landscape areas. Landscape responds to the urban form. Buildings cluster along arterial, primary and secondary streets with the most intense uses closest to the primary or arterial streets. Buildings are close to the street with parking areas behind. It is anticipated that development in this LUG will begin with less intensity and become more dense and intense with the social and economic success of the neighborhood. First generation development (if used in DUs 1, 2 and 4) may not initially have a street forward character but will allow for this opportunity in later development. Refer to <i>Exhibit 7.27</i> – LUG GU – Location and Character and <i>Exhibit 7.28</i> – LUG GU – Character for photographic examples of the overall general character of this LUG.
	Typical Uses** First generation development (if used in DU 1, 2 and 4) can include commercial and apartment type developments that maintain single lot ownership to allow for future development to more dense residential neighborhoods, leasing offices, live-work units and mixed-use buildings with commercial ground floors and stand-alone commercial and employment buildings that may include a wide variety of uses. Home occupations, outbuildings and “granny flats” are encouraged.
	Typical Building Height* Generally, one (1) to seven (7) stories in height. Single story buildings should be massed to appear to be a story-and-a-half to two (2) stories in height to add to the urban form.
	Maximum Building Height* 95'
	Minimum Lot/Parcel Size* 1,000 square feet
	Maximum Residential Density* 50 dwelling units per gross acre
	Floor Area Ratio (FAR) Range* 0 – 9.5
	Minimum Lot/Parcel Width/Depth* 20'
	Building Setbacks – Street* 2', along street edges buildings should typically step back from the street as outlined in Section 7.14 - Building Configuration and Vertical Setbacks.
	Building Setbacks – Rear/Side* 0' or 10' in aggregate across a property line
	Building Setbacks – Service Lane* 2'
	Block Character Setbacks are typically shallow, and the building façade must be located between the “Building Setback – Street” and the “Build-to-Line” that is established along arterial, primary and secondary street types in the DUP. Buildings are close to the street with parking areas behind or beside. Buildings cluster along arterial, primary and secondary streets with the most intense uses closest to the primary or arterial streets.
	Circulation Character Streets are typically formal, forming the connected urban fabric with a grid pattern. Service streets or service lanes provide access to service and parking areas which must be screened from arterial or primary streets. Gated entrances to blocks or buildings may restrict vehicle access.
	Service Areas Service streets or service lanes provide access to service and parking areas which must be screened from arterial or primary streets by walls, fences, landscape or other devices to provide an edge to the urban space.
	Landscape Character Plantings are formal, respond to the urban form and are typically contained by hardscape or building structures. Large surface parking areas will be strategically landscaped to visually reduce the overall size until they are replaced with more intense uses.
	Lighting Character**** Lighting varies from softly illuminated neighborhoods to vibrant centers of

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		activity.
	Signage Character	Signage is often abundant to attract attention in intense areas, bold to attract attention, varied in placement and type and a heavy emphasis is placed on advertising to the pedestrian traffic. Enhanced pedestrian signage, directional, store front and commercial signage are anticipated.

*For details refer to **Exhibit 7.32** - Land Use Group General Development Standards

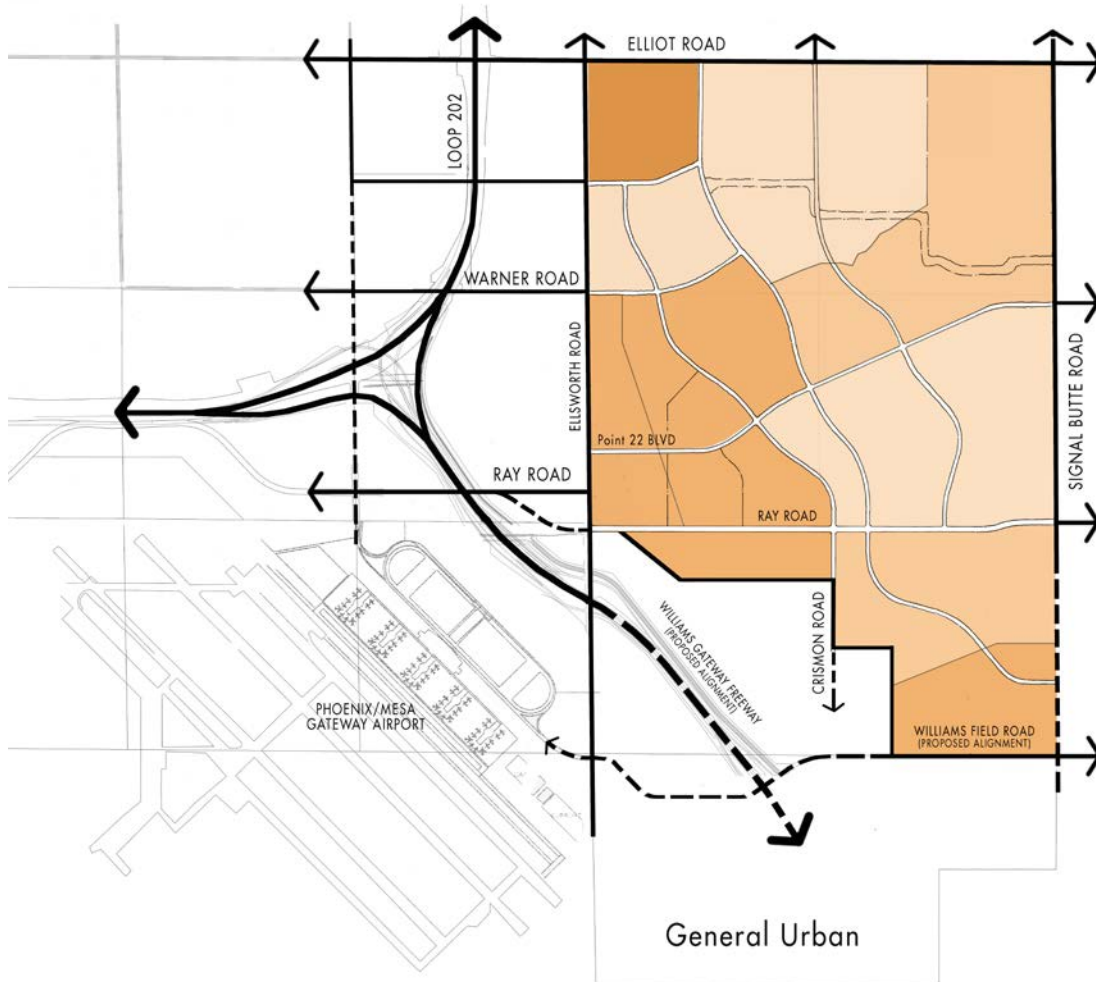
** For details refer to Section 7.16 - Permitted Uses

*** Refer to Section 4.4 for additional regulations for this LUG

**** For details Refer to Section - 10.5 Public Street Lighting Standards and Section 15

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Exhibit 7.27 - LUG GU - General Urban - Location and Character



Note: Photos are intended to be representative of the character and quality of the types of development within a land use group and are not intended to express specific design details, colors or materials.

Exhibit 7.28 - LUG GU - General Urban - Character

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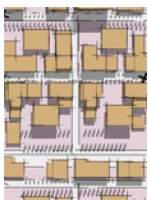


Note: Photos are intended to be representative of the character and quality of the types of development within a land use group and are not intended to express specific design details, colors or materials.

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7.11 LUG UC – Urban Core

Exhibit 7.29 – LUG UC – Urban Core Summary

LUG UC – Urban Core	
	General Character*** The most intense LUG. Structure and hardscape dominate the landscape. Landscape conforms to and complements the built environment. Buildings are close to the street with parking areas behind or beside. First generation development (if used in DUs 1, 2 and 4) may not initially have a street forward character but will allow for this opportunity in later development. Building masses cluster along arterial and primary streets and then fill in along secondary streets. Buildings along primary streets provide a varied and interesting urban walking experience with public or semi-public uses found on the ground floor. It is anticipated that development in this LUG will begin with less intensity and become more dense and intense with the social and economic success of the core. While buildings are likely to begin low and sites fill in to become denser, it will not be uncommon or unexpected in the future for buildings and parking areas to be replaced with ever larger and taller structures. Change of use and built forms is anticipated to be a regular occurrence to support and respond to the uses in the urban core. Refer to <i>Exhibit 7.30</i> – LUG UC – Location and Character and <i>Exhibit 7.31</i> – LUG UC – Character for photographic examples of the overall general character of this LUG.
	Typical Uses** High density residential and commercial/employment uses. Home occupations, live-work units, mixed-use buildings with commercial or civic ground floors, stand-alone commercial, employment and hospitality buildings are all found in this LUG. Uses change rapidly and dynamically in this LUG to serve the needs of the user. Guest units, sleeping rooms, shower facilities, employee lounges, dens, libraries and work rooms may be found as often in commercial and employment buildings as they are in residences. The typical segregation of uses into live, work, play becomes very blurred (if even existent). Outbuildings, building additions and space conversion are encouraged to put every last inch of space to productive use
	Typical Building Height* Highly varied. Single story buildings should be massed to appear to be a story and a half to two (2) stories in height to add to the urban form.
	Maximum Building Height* As limited by the FAA
	Minimum Lot/Parcel Size* 1,000 square feet
	Maximum Residential Density* Not Limited
	Floor Area Ratio (FAR) Range* Not Limited. However, buildings should be massed to provide reasonable separations and access to natural light and air. Large monolithic blocks without reasonable separations between them shall not be permitted.
	Minimum Lot/Parcel Width/Depth* 20'
	Building Setbacks – Street* 2', along street edges buildings should typically step back from the street as outlined in Section 7.14 - Building Configuration and Vertical Setbacks.
	Building Setbacks – Rear/Side* 0' or 10' in aggregate across a property line
	Building Setbacks – Service Lane* 2'
	Block Character Setbacks are typically shallow, and the building façade must be located between the “Building Setback – Street” and the “Build-to-Line” that is established along arterial, primary and secondary street types in the DUP. Buildings are close to the street with parking areas behind or beside. Building masses cluster along arterial and primary streets and then fill in along secondary streets. Buildings along primary streets provide a varied and interesting urban walking experience with public or semi-public uses found on

C O M M U N I T Y P L A N

		the ground floor.
	Circulation Character	Streets are typically formal, forming the connected urban fabric with a grid pattern. Service streets or service lanes provide access to service and parking areas which must be screened from arterial or primary streets. Service and deliveries are often managed via the front door during off hours, are squeezed into tight spaces and hidden from view or are handled with parking via service streets or service lanes. Gated entrances to blocks or buildings may restrict vehicle access.
	Service Areas	Views of parking or back of house areas are generally screened from public view along arterial and primary streets by walls, fences, landscape or other devices to provide an edge to the urban space. Service and deliveries are often managed via the front door during off hours, are squeezed into tight spaces and hidden from view or are handled with parking via service streets or service lanes.
	Landscape Character	Plantings, if present, are formal and typically contained by hardscape or building structures. Large surface parking areas will be strategically landscaped to visually reduce the overall size until they are replaced with more intense uses.
	Lighting Character****	Lighting, while varied is anticipated to be bold and dynamic in high energy and high traffic areas. Uplighting of buildings and landscape, colored light and movement are all possible to add to the vibrancy of the street life. Lighting may be regularly used as forms of entertainment within this LUG.
	Signage Character	Signage will be enhanced, varied and bold to get attention in intense areas with a heavy emphasis on advertising to the pedestrian with enhanced pedestrian, storefront and directional signage. Signage may be regularly used as forms of entertainment within this LUG.

*For details refer to **Exhibit 7.32** - Land Use Group General Development Standards

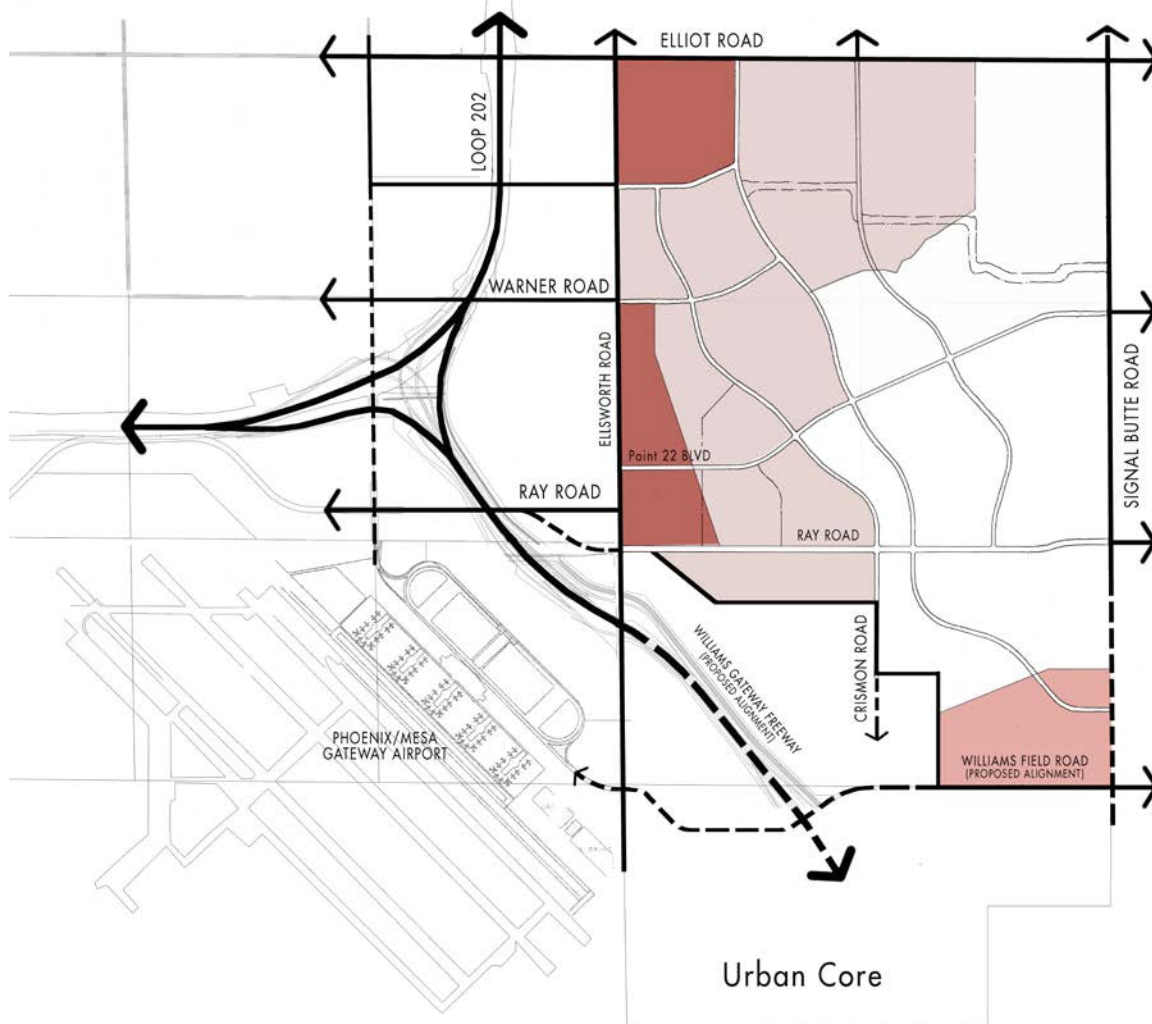
** For details refer to Section 7.16 - Permitted Uses

*** Refer to Section 4.4 for additional regulations for this LUG

**** For details Refer to Section - 10.5 Public Street Lighting Standards and Section 15

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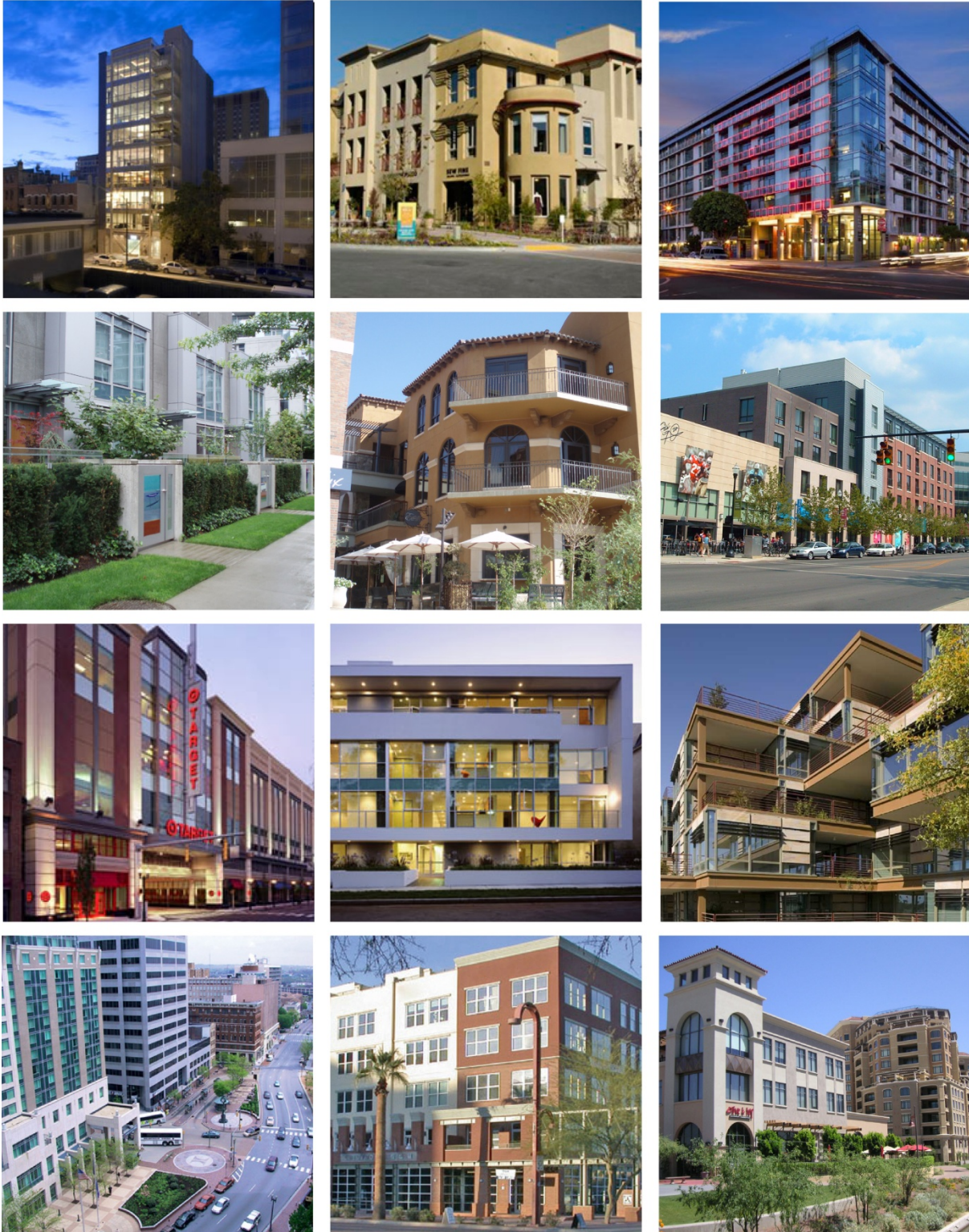
Exhibit 7.30 - LUG UC - Urban Core - Location and Character



Note: Photos are intended to be representative of the character and quality of the types of development within a land use group and are not intended to express specific design details, colors or materials.

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Exhibit 7.31 - LUG UC - Urban Core - Character



Note: Photos are intended to be representative of the character and quality of the types of development within a land use group and are not intended to express specific design details, colors or materials.

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7.12 LUG General Development Standards

Exhibit 7.32 – Land Use Group General Development Standards

									
	OS	CS	E	V	D	C	R	GU	UC
	Open Space	Civic Space	Estate	Village	District	Regional Center/Campus	Retreat	General Urban	Urban Core
Typical Stories <i>For general reference only</i>	1- 2		1- 2 (some 3)	1- 3 (some 4)	1- 4	1-12		1- 7	
Maximum Height (3) (5) (8) (9) (10)	50' (7)	75' (6)	50' (7)	50' (7)	65' (7)	150' (4) (7)	FAA (4)	95' (7) (15)	FAA (4) (15)
Minimum Lot/ Parcel Size (sf) (14) <i>Minimum parcel size (or combined parcel) for initial site plan review is 10 acre</i>	1000	1000	9,000	1000	1000	1000	1000	1000	1000
Maximum Density (du/ ac) (2) <i>Dwelling Units/ Gross Acre</i> <i>Guest units or granny flats do not count as dwelling units.</i>	N/A	N/A	5	15	30	N/A	Not Limited	50	Not Limited
Floor Area Ratio (FAR) Range (2)	0 - 5	0 - 7.5	0 - 5	0 - 5	0 - 6.5	Not Limited	Not Limited	0 - 9.5	Not Limited
Minimum Lot/ Parcel Width/ Depth (sf) (11) (14)	20'	20'	90'	20'	20'	40'	20'	20'	20'
Building Setback - Street (12) <i>Street setbacks are measured from rights-of-way.</i> <i>Buildings and building elements are allowed to overhang the rights-of-way and are not required to be setback. However, all structures that encroach into City rights-of-way require specific City of Mesa approval.</i> <i>Setback to face of garage shall be large enough to park a car on the driveway or small enough to discourage head-in or parallel parking.</i>	2'	2'	20'	11'	6' / 11' (15)	6' / 11' (15)	2'	2'	2'
Building Setback - Rear/ Side (11) <i>No additional setbacks are required where different land uses abut.</i>	0'/ 10' in Aggregate	0'/ 10' in Aggregate	10'/ 20' in Aggregate	0'/ 10' in Aggregate	0'/ 10' in Aggregate	0'/ 10' in Aggregate	0'/ 10' in Aggregate	0'/ 10' in Aggregate	0'/ 10' in Aggregate
Building Setback - Service Lane (11) <i>Service Lanes may extend building to building, setbacks shall be measured from right-of-way location assuming a minimum pavement width.</i> <i>Setback to face of garage shall be large enough to park a car on the driveway or small enough to discourage head-in or parallel parking.</i>	2'	2'	2'	2'	2'	2'	2'	2'	2'

Notes: (1) Residential units within Mixed-Use Developments, vertically or horizontally integrated, shall not count toward Land Use Budget caps.

(2) Floor Area Ratio (FAR), lot coverage and volume are not limited.

(3) Cap as stated or per FAA Height Restrictions, whichever is more restrictive.

(4) Cap per FAA Height Restrictions.

(5) Structures within 150' of the east boundary of the Property will be limited to forty (40) feet in height

(6) Artistic and recreation elements, as well as elements such as towers, steeples, and observation decks can exceed the maximum building height but are limited per the FAA Height Restrictions.

(7) Chimneys, cooling towers, architectural embellishments, and venting can exceed maximum building height by twenty (20) percent.

(8) Maximum building height is measured from finish grade adjacent to the building to the top of the parapet or to the mean between the height of the plate and the peak.

(9) Subterranean or partial subterranean levels do not count against maximum building height.

(10) Refer to Section 4 Airport and Neighborhood Compatibility Provisions for additional height restrictions

(11) Refer to Section 7.6 Parcel / Lot Configuration Diagrams for typical applications. Rear and side setbacks are either 0' or an aggregate setback as measured between buildings

(12) Refer to Section 7.5 Building Configuration and Vertical Setbacks for typical applications

(13) Single story buildings should be massed to appear to be a story and a half to two (2) stories in height to add to the urban form.

(14) Minimum Lot / Parcel Size and Width / Depth requirements may be reduced with the approval of the Planning Director.

(15) Six (6) feet for distances not to exceed 150' linear feet before a break to permit landscape to break up the building mass. Eleven (11) feet all other areas.

Notes: (A) Parking stall size and parking ratios shall be per the requirements of this CP. See Section 14 Parking and Loading Standards.

(B) The minimum building separation shall be zero (0) feet in all LUGs

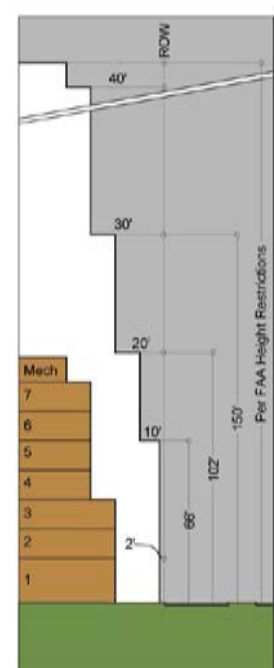
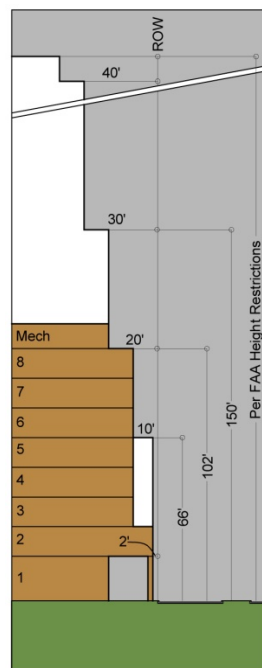
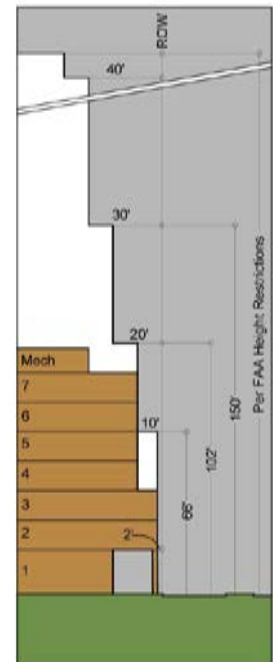
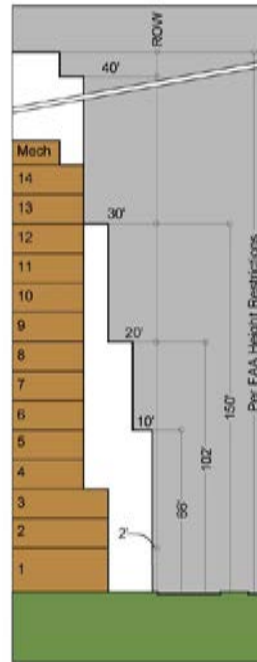
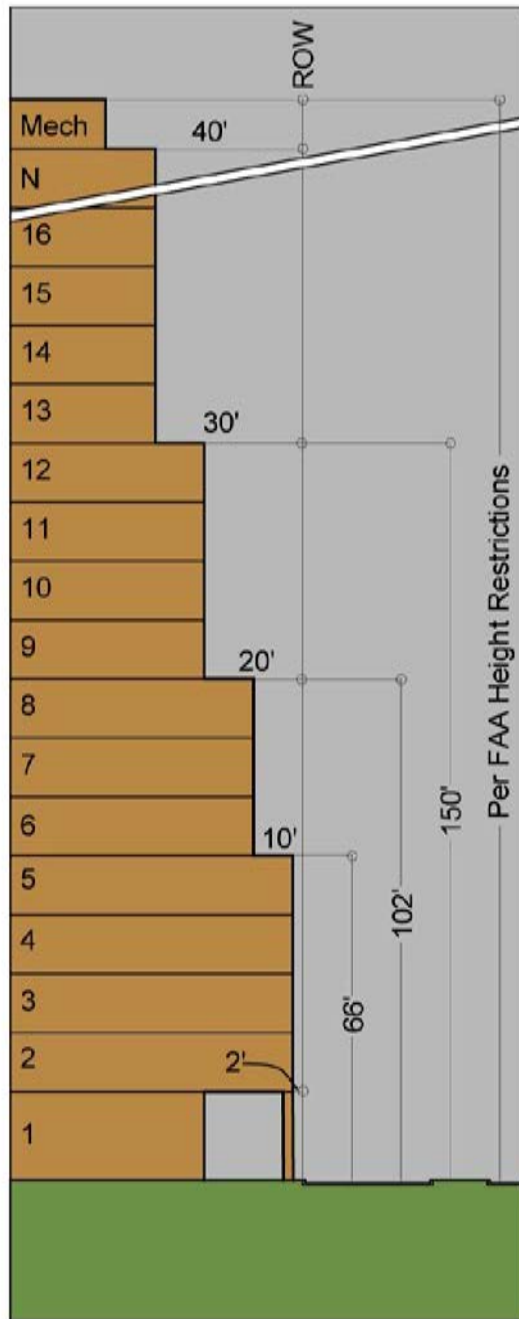
(C) Landscape setbacks and landscape planting ratios shall be per the requirements of this CP. See Section 12 Landscaping Standards.

7.13 Building Configuration and Vertical Setbacks

The examples in **Exhibit 7.33** – Building Configuration Diagrams – LUGs C, R, and UC and **Exhibit 7.34** – Building Configuration Diagrams – LUGs E, V, D and GU show the required vertical building setbacks and various ways that these setbacks can be addressed where buildings front streets. These vertical building setbacks are not required along service lanes or rear / side setbacks. In the C, R, and UC LUGs buildings must setback ten (10) feet from the “Building Setback – Street” for portion of the building over sixty-six (66) feet in height, twenty (20) feet for portions over 102 feet tall and thirty (30) feet for portions over 150 feet tall. Mechanical enclosures must generally be setback an additional ten (10) feet from the edge of the building. In the E, V, D and GU LUGs buildings must setback fifteen (15) feet from the “Building Setback – Street” for portion of the building over forty-two (42) feet in height, twenty-five (25) feet for portions over sixty-six (66) tall and thirty-five (35) feet for portions over ninety-five (95) feet tall. Not all of the LUGs are permitted to take advantage of the entire building heights shown as they are limited by Section 7.13 - LUG General Development Standards. See **Exhibit 7.32** - Land Use Group General Development Standards for “Maximum Height”, and “Building Setback – Street” requirements. The vertical setbacks may be amended by the Development Unit Design Guidelines for specific street locations or types. In the OS and CS LUGs there are no vertical setback requirements to limit the building configurations. Pedestrian walkways along ROW shall be maintained at the first floor of each building.

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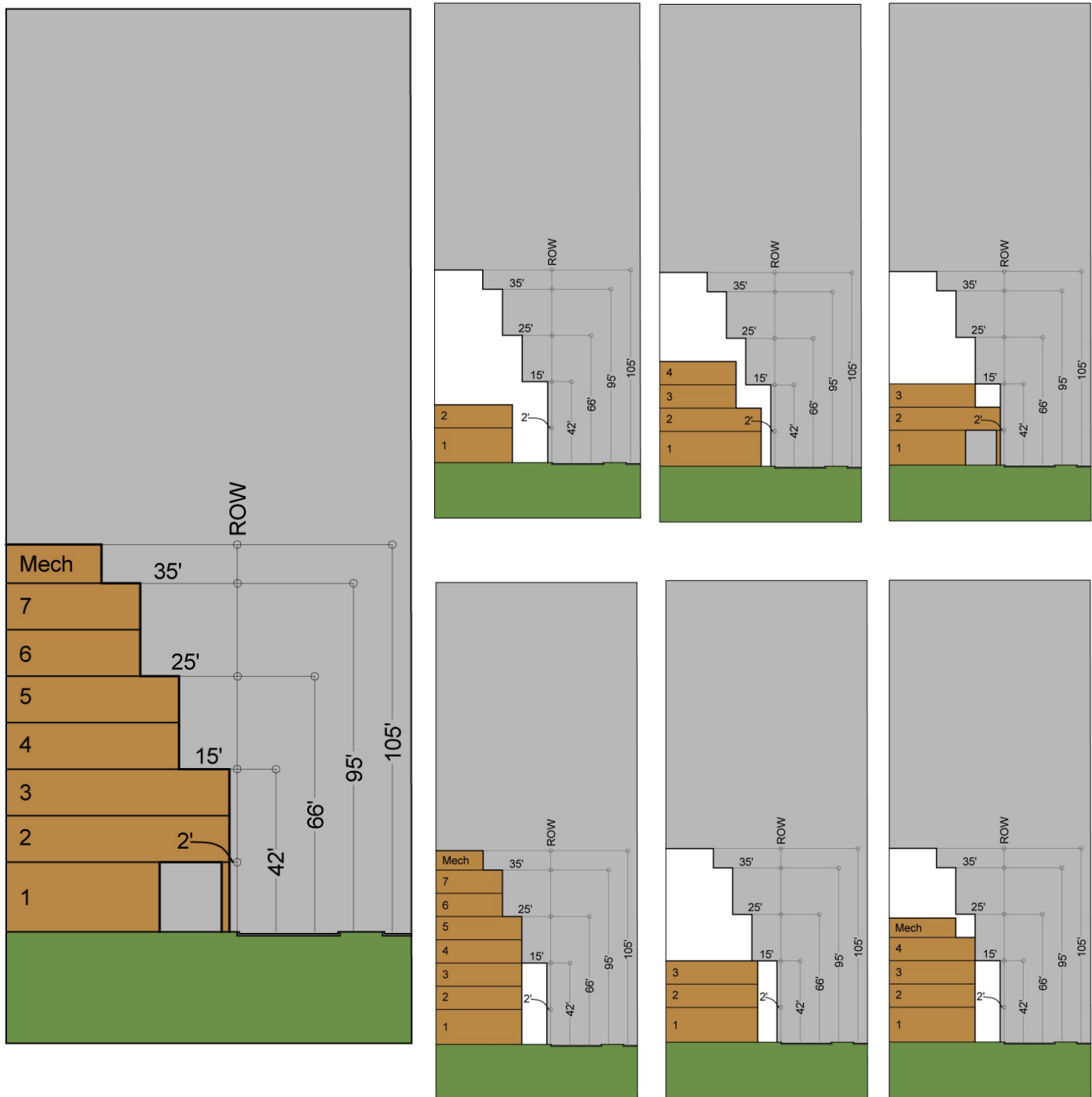
Exhibit 7.33 - Building Configuration Diagrams – LUGs C, R, and UC



Note: Stories shown for reference only.

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Exhibit 7.34 - Building Configuration Diagrams – LUGs E, V, D and GU

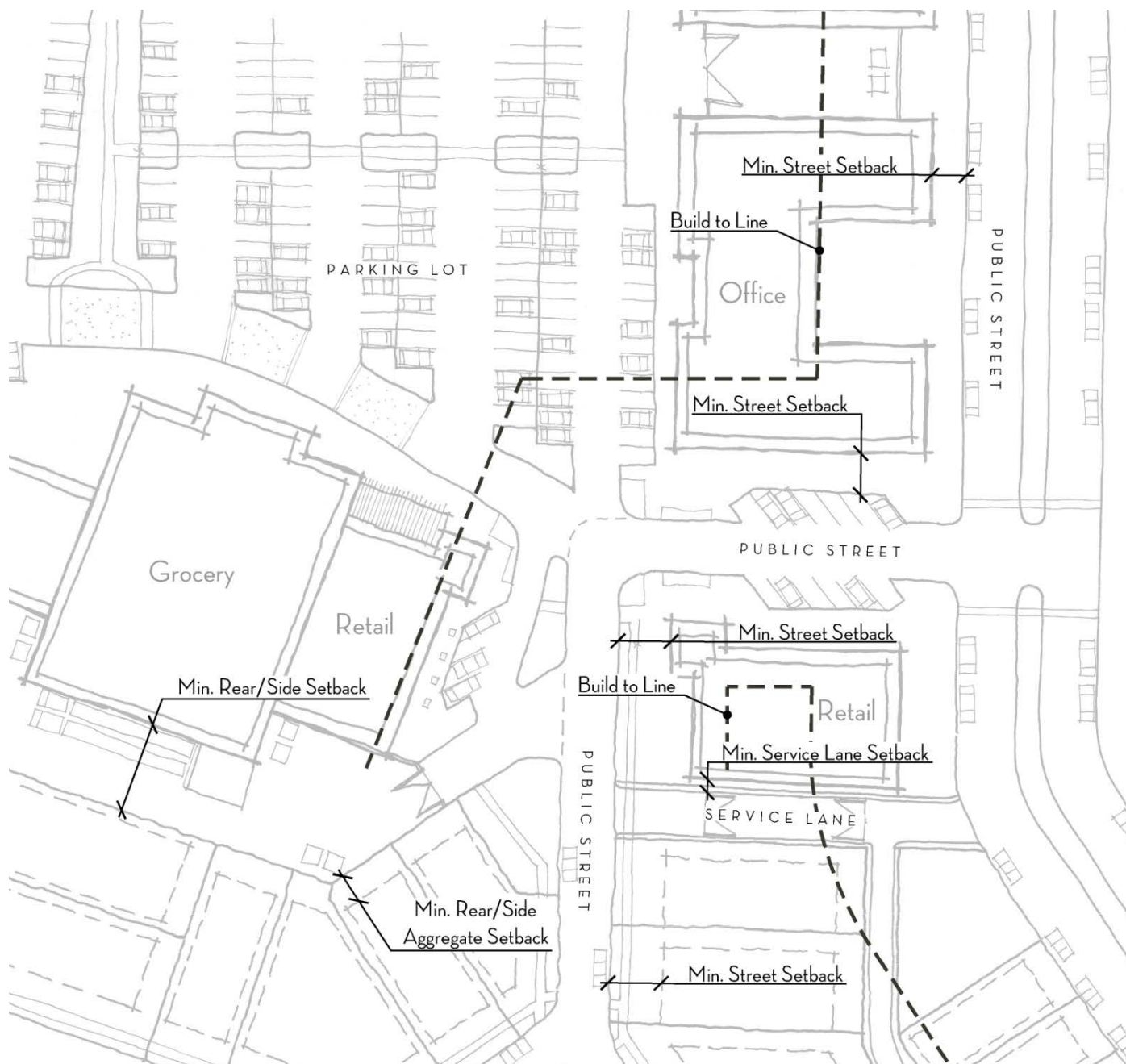


Note: Stories shown for reference only.

7.14 Parcel/Lot Configuration Diagram

The Parcel/Lot Configuration Diagrams depict typical locations and scenarios for various elements of the general development standards. The diagrams represent several potential development scenarios. Build to lines shall be considered a maximum extent at which the front façade may be setback from the ROW. Refer to **Exhibit 7.32** - Land Use Group General Development Standards.

Exhibit 7.35 - Parcel/Lot Configuration Diagram



Note: Front Yard shall refer to the space between the, "Min. Street Setback," (a.k.a. Building Setback - Street) and back of curb. Rear Yard or Side Yard shall refer to the space between the, "Min. Rear/Side Aggregate Setback," or, "Min. Rear/Side Setback," (a.k.a. Building Setback - Rear/Side) and the parcel, lot or property line.

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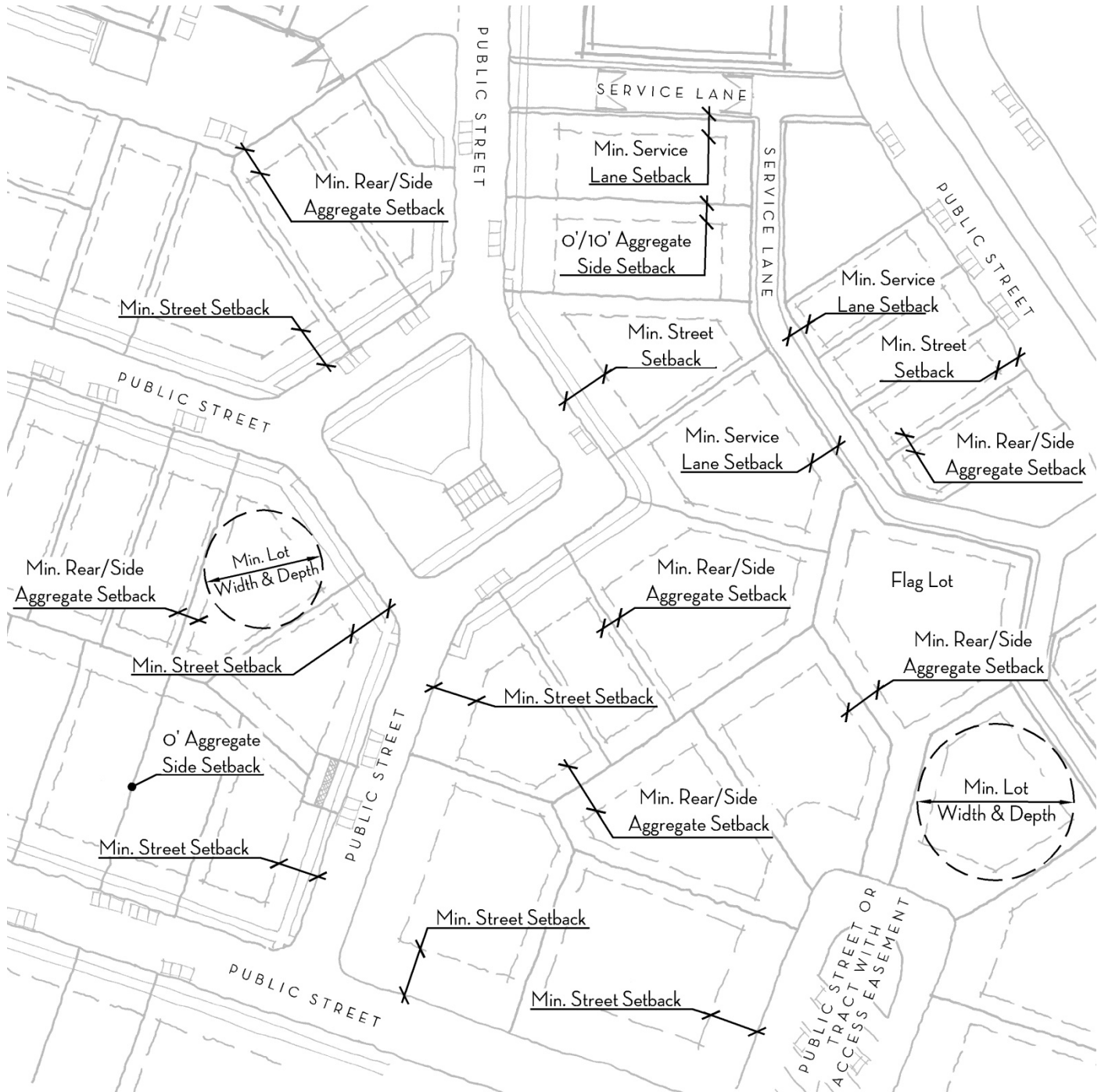
Exhibit 7.36 – Parcel/Lot Configuration Diagram



Note: Front Yard shall refer to the space between the, "Min. Street Setback," (a.k.a. Building Setback – Street) and back of curb. Rear Yard or Side Yard shall refer to the space between the, "Min. Rear/Side Aggregate Setback," or, "Min. Rear/Side Setback," (a.k.a. Building Setback – Rear/Side) and the parcel, lot or property line.

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Exhibit 7.37 – Parcel/Lot Configuration Diagram



Note: Front Yard shall refer to the space between the, "Min. Street Setback," (a.k.a. Building Setback – Street) and back of curb. Rear Yard or Side Yard shall refer to the space between the, "Min. Rear/Side Aggregate Setback," or, "Min. Rear/Side Setback," (a.k.a. Building Setback – Rear/Side) and the parcel, lot or property line.

7.15 Permitted Uses

A. Specific Function and Use.

The following function and use table provides for a listing of uses allowed within each LUG.

The uses are defined under major headings including, residential, lodging, office, retail, civic, agriculture, automotive, education and industrial uses. The uses are divided into four (4) main categories, permitted, conditional, temporary and administrative use permit. The following describes each designation:

1. The permitted use category is designated with a "P" within **Exhibit 7.38** – Permitted Uses. Permitted uses are allowed by right within the designated LUG and require either a site plan approval or subdivision plat approval and are not subject to the Specific Conditions are set forth in Section 7.17. Permitted uses are subject to full compliance with other site plan requirements related to the use, such as parking, landscaping, noise attenuating construction and similar design related criteria.
2. The conditional use category is designated with a "C" on **Exhibit 7.38** – Permitted Uses. Conditional uses require specific conditions in addition to the LUG development standards and the General Development Standards of the CP. The conditions are numbered and are located in Section 7.17. Approval of conditional uses shall be based upon compliance with the stated conditions, subject to the Site Plan approval process.
3. The temporary use category is designated with a "T" within **Exhibit 7.38** – Permitted Uses. Temporary uses shall be time limited at the time of site plan approval. Time limit extensions may be approved if demonstrated that the time limit extension will not be detrimental to the allowed uses of the applicable Site Plan or subdivision plat approvals. Temporary uses shall be considered by the Planning Director and may have additional criteria added as deemed appropriate by the Planning Director at the time of Site Plan approval.
4. The administrative use permit category is designates as an "A" on **Exhibit 7.38** – Permitted Uses. Administrative use permits shall be considered by the Planning Director and may have additional criteria added as deemed appropriate by the Planning Director at the time of Site Plan approval.

B. Specific Conditions Alternatives.

The Specific Conditions, listed in Section 7.17, are applicable as noted above. If a superior design alternative is proposed to any of the Specific Conditions, the Planning Director may waive some or all of the Specific Conditions applicable to the use.

C. Approval.

All uses shall require site plan approval as designated within Section 6 of this CP and/or require a subdivision plat approval depending on the specific use. The buildings and facilities for any use listed in **Exhibit 7.38** – Permitted Uses shall be developed consistent with the design character set forth in the respective DUDG. The design character of the buildings and structures includes the massing, scale, height, colors and materials used on the buildings and structures. The design character shall adhere to the General Development Standards. The use is allowed as set forth in the Budget and should take into consideration the surrounding context. If federal, state or county standards or requirements are applicable to the use, these standards should be identified on the site plan for reference.

D. Change of Use.

Once a site plan and building design are approved and constructed, and a certificate of occupancy is issued for the use of the building, the range of activities permitted within the building are limited to those land uses identified on the approved site plan, as required by Section 6.1 C. 4. – Permitted Uses, unless a change of use is authorized in writing by the Planning Director. Changes of use shall be considered and authorized based upon evidence being provided that the requested change complies with all conditions applicable to that use as listed in Exhibit 7.38 – Permitted Uses, and in Section 7.17, The requested use shall also provide for full compliance with all parking requirements for the specific activity(-ies) as listed in Section 14.

Exhibit 7.38 - Permitted Uses

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OS	CS	E	V	D	C	R	GU	UC
Open Space	Civic Space	Estate	Village	District	Regional Center/Campus	Retreat	General Urban	Urban Core

A. Residential

Accessory Dwelling		C4	C 4	P		C4	P	
Adult Care Home		C16	C16	C16		C 16	P	P
Assisted Living Facility			C 16	C 16		C 16	P	P
Boarding House				P		P	P	P
Day Care Home		C 34, 35	C 34, 35	C 34, 35		P	P	
Day Care Center					P	P	P	P
Day Care Group Home			C 33, 34, 35, 36	C 33, 34, 35, 36			P	P
Foster Home			P	P			P	P
Foster Home, Group			P	P			P	P
Group Home for the Handicapped			C 35, 36, 53, 62	C 35, 36, 53, 62		C 62	C 62	C 62
Home Occupation		P	P	P		P	P	P
Live/Work Unit				P		P	P	P
Multiple-Family Dwelling		P	P	P		P	P	P
Nursing Home/ Hospice			C 16	C 16	C 16	C 16	P	P
School Dormitory	P	P	P	P	P	P	P	P
Single-Family Detached House		P	P	P		P	A	
Single-Family Attached House		P	P	P		P	P	P
Tempory Sales Center	T	T	T	T	T	T	T	T

B. Lodging

Bed & Breakfast (up to 6 Rooms)			C 15, 23, 24, 25	P		P	P	P
Inn (up to 12 rooms)				P		P	P	P
Hotel (no room limit) Resort				C 14, 17	P	P	P	P

C. Office

Business Services (2)			A 14, 17	C 14, 17	P	P	P	P
Hospitals/ Clinics					C 16	C 16, Clinic only	C 16	C 16
Medical/ Dental Offices			A 14, 17	C 14, 17	P	P	P	P
Office	A 14, 17		A 14, 17	C 14, 17	P 14	P	P	P
Research & Development					P	P	P	P

D. Retail

Art Gallery	C 3	C 3	C 3	P	P	P	P	P
Artist Studio, (2)		A	A	P	P	P	P	P
Bank/ Financial Institutions				C 14, 15, 19	P	P	C 20	C 20
Building Materials/ Big Box					C 9, 12, 14, 15, 17, 28, 29, 38, 40, 41 51 53, 55, 61		C 7, 9, 12, 14, 15, 17, 28, 29, 38, 40, 41 51, 53, 61	C 7, 9, 12, 14, 15, 17, 28, 29, 38, 40, 41 51, 53, 61
Commercial Entertainment				C 3	P	C 9, 13, 54	C 16, 35, 55	C 16, 35, 55
Commercial Parking				P	P	P	P	P
Drive Through				C 18, 19, 27	P	P	C 18, 19, 20, 27	C 18, 19, 20, 27
Food & Beverage Sales	C 1	C 1		P	P	P	P	P
Funeral Parlor/ Home				C 16, 53	P	C 16, 53	P	P
Liquor Selling Establishment (21)		A	A 17, 21, 27	A 17, 21, 27	A 21, 27	P	P	P
Live Entertainment	T 3	T 3	A 17	A	A	P	P	P
Open-Market Building (2)		A 1, 26, 30	A 17	A	C 3	C 3	P	P
Outdoor Display	C 1, 28, 32	C 1	C 3, 17, 28, 32, 63	C 28, 32, 63	C 3, 28, 32	C 63	C 63	C 63
Outdoor Entertainment	A, T	A, T	A 17, T	A, T	A, T	P	P	P
Personal Services				C 16, 17	P	P	P	P
Push Cart / Kiosk (2)	P	P	P	P	P	P	P	P
Restaurant (2, 21)	C 1, 13, 27	C 1, 13, 27	C 13, 17, 27	C 16, 17	P	P	P	P
Retail			C 17, 60a	C 17, 60b	C 17	P	P	P
Street Performers	P	P	C 3	P	P	P	P	P

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OS	CS	E	V	D	C	R	GU	UC
Open Space	Civic Space	Estate	Village	District	Regional Center/ Campus	Retreat	General Urban	Urban Core

E. Civic

Bus Shelter	P	P		P	P	P	P	P
Cemeteries/ Mausoleums	P	P						
Clubs/ Lodges		P		C 14, 52	P	P	P	P
Commercial Recreation (2)		C 1			P	P	P	P
Community Center		C 1		C 52	C 52		P	P
Conference/ Convention/ Exhibition Center (2)		C 19, 16				P	C 9, 16	P
Fire Station		P	P	P	P	P	P	P
Fountain or Public Art	C 1	C 1	P	P	P	P	P	P
Government Offices		C 14	C 14	C 14	P		P	P
Library		P	C 14	C 14	P		P	P
Live Theater (2)		C 19, 13, 14, 16		C 9, 13, 14, 16	C 16	C 3	C 16, 35	C 16, 35
Movie Theater (more than one screen)		C 1			C 16, 35	C 3	C 16, 35	C 16, 35
Museum		P	C 14	C 14	P	P	P	P
Open Space	P	P	P	P	P	P	P	P
Outdoor Auditorium	C 9, 13, 14	C 9, 13	C 9, 13, 14	C 9, 13, 14	P	C 3	P	P
Parking Structure	C 1	C 1	P	P	P	P	P	P
Parks, Recreation, Playground	P	P	P	P	P	P	P	P
Passenger Terminal		C 14	A 14	A 14	A 14	A 3, 14	C 14	C 14
Police Station		P	P	P	P	P	P	P
Public Maintenance Facility		C 11			P			
Religious Assembly		C 16, 35, 36, 55	C 16, 35, 36, 55	C 16, 35, 36, 55	C 16, 35, 36, 55	C 16, 35, 36, 55	C 16, 35, 36, 55	C 16, 35, 36, 55
Special Events	A 64	A 64	A 64	A 64	A 64	A 64	A 64	A 64
Sports Stadium		C 9, 14, 16, 17			C 16, 35, 36, 55			
Surface Parking Lot	C 1	C 1	C 56	C 56	C 56	C 56	C 56	C 56

F. Agriculture

Animal Sales/ Service (Domestic Pet)			C 3	C 9	P	C 9	P	P
Field Crops, Orchards	P							
Greenhouse		C 1	C 3	C 3	P	C 3		
Kennel				C 9	C 9	C 3, 9	C 9	C 9
Nurseries/ Garden Centers (2)	C 3	C 1	A 3	A 28, 29, 52	P	P	T	T
Stable (3)	C 1	C 1			P	P		

G. Automotive

Auto Rental			A 17	A 17	A	A	A	A
Auto Washing/ Detail				A 46, 48, 49, 50	A 46, 48, 49, 50	A 46, 48, 49, 50	A 46, 48, 49, 50	A 46, 48, 49, 50
Auto Impound					T, A 12, 13, 38, 41, 51, 55		T, A 10, 12, 13, 38, 44, 53, 55	T, A 10, 13, 38, 44, 53
Automobile Sales				A 6, 8, 14, 17, 32, 43	C 17	A 6, 8, 14, 32, 43	A 57	A 57
Automobile Service					A 46, 48, 49, 50		A	A
Car/ Truck Maintenance					A 46, 48, 49, 50		A	A
Drive-Through Facility				A 18, 20, 21, 27	C 17		A 18, 20, 21, 27	A 18, 20, 21, 27
Gasoline & Alternative Fuel Station				A 6, 13, 43, 45, 46, 47	A 13, 16, 45, 46, 47	A 6, 13, 43, 45, 46, 47	A 6, 13, 43, 45, 46, 47, 58	A 6, 13, 43, 45, 46, 47, 58
Recreational Vehicle Storage					A 14, 38, 44, 54			
Roadside Stand		A		A	A	A	A	P

H. Education

College		P			C 16, 37	C 16, 17, 37		C 16, 37
Elementary School/ Middle School		P	P	P	P	C 16, 35		C 35, 37
High School		P			C 16, 37	C 16, 17, 35, 37		C 16, 17, 35, 37
Other - Childcare Center (33)		C 33, 34, 35		C 33, 34, 35	C 33, 34, 35		C 33, 34, 35	P
Trade School		P			C 16	C 16, 17, 37	C 3	C 16, 37

I. Industrial

Contractors Yard						A		T, A
Cremation Facility						P		
Electric Substation	C 11, 38, 40, 54	C 11, 38, 40, 54		C 11, 38, 40, 54	C 11, 38, 40, 54	C 11, 38, 40, 54	C 11, 38, 40, 54	C 11, 38, 40, 54
Freight/ Truck Terminals/ Depots						C 16, 31, 41, 54		
Heavy Industrial Facility						C 9, 12, 51, 59		
Indoor Storage/ Mini Storage/ Warehouse			C 17, 28, 30, 38, 40, 41, 42, 51	C 28, 30, 38, 40, 41, 42, 51	P			C 28, 30, 38, 40, 41, 42, 51
Laboratory Facility						P		P
Light Industrial Facility						C 9, 12, 51, 59		C 9, 12, 51, 59
Outdoor Storage	A 1, 3, 4, 10, 30, 38, 40, 41, 51, 54	A 1, 3, 4, 10, 30, 38, 40, 41, 51, 54		A 10, 30, 38, 40, 41, 51, 54	A 10, 30, 38, 40, 41, 51, 54	A 3, 10, 30, 38, 40, 41, 51, 54	A 10, 30, 38, 40, 41, 51, 54	A 10, 30, 38, 40, 41, 51, 54
Recycling Facilities	A 1, 30, 31, 38, 40, 41, 51, 54	A 1, 30, 31, 38, 40, 41, 51, 54		A 3, 30, 31, 38, 40, 41, 51, 54	A 3, 30, 31, 38, 40, 41, 51, 54	A 3, 28, 35, 45, 55	A 3, 30, 31, 38, 40, 41, 51, 54	A 30, 31, 38, 40, 41, 51, 54
Transit Terminals		C 53			C 53	C 53	C 53	C 53
Wireless Communication Facilities/ Cellular Tower	C 55	C 55	C 55	C 55	C 55	C 55	C 55	C 55

Prohibited uses within the property are as follows: sexually orientated businesses, non-chartered financial institutions, and pawn shops.

7.16 Specific Conditions

1. Site plan shall demonstrate interaction with the civic and open space uses.
2. Ancillary retail sales shall be allowed.
3. Shall be accessory to the primary uses.
4. Limited to twenty-five percent (25%) of ground floor area.
5. Limited to fifty percent (50%) of ground floor area.
6. Shall be limited to 6,000 square feet. Minor service repairs only.
7. Shall be limited to a maximum of 50,000 square feet for ground floor footprint.
8. Shall be limited in square footage to a storefront consistent with other storefronts within the LUG.
9. A noise control plan and mitigation plan documenting the noise impacts in context with surrounding property characteristics; and how those impacts are lessened on those properties. The noise control and mitigation plan shall be accompanied by either acoustical planning documentation for new development or acoustical retrofitting documentation for alteration of existing development.
10. Shall be separated from pedestrian paths, gathering places and not part of the streetscape.
11. Shall be separated from outdoor ball fields, pedestrian paths, playgrounds and other gathering areas.
12. Any outdoor processing shall be 100 feet from any perimeter property line.
13. Shall be located at least 100 feet from any adjacent single-family residential use.
14. Adequate on-site customer parking shall be provided.
15. 0.5 parking spaces per guest room shall be provided or accommodated to the satisfaction of the Zoning Administrator.
16. Parking, vehicle circulation, and pedestrian circulation plans shall be required at the time of site plan review.
17. Parcel must be located along an arterial or district street with direct access or access through other commercial or mixed-use parcels.
18. Shall not locate the drive through lane, speaker board or customer window on the side of the structure facing an existing single-family residential dwelling.
19. Shall design the drive through so as not to impede, restrict or conflict with major pedestrian areas.
20. Drive through not permitted unless incorporated under building (inhabitable space above).
21. Shall be allowed to sell alcoholic beverages with the appropriate state license.
22. The floor area of the ancillary seating area shall not exceed twenty-five (25) percent of the gross floor area of the establishment.
23. The number of guest rooms shall be limited to six (6) rooms.

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24. The resident owner shall keep a guest register including names, permanent addresses, dates of occupancy, and motor vehicle license number of all guests.
25. May provide food and beverage service to guests and provide for gatherings such as meetings, receptions, or social events only to overnight guests. No food preparation will be allowed in any guestroom.
26. An outdoor activity plan describing the location, use, and characteristics of all outdoor activities.
27. Shall not locate any outdoor patio or seating area adjacent to single-family residential dwellings.
28. The uses shall not impede major pedestrian routes.
29. Outdoor display shall receive approval from the Master Developer and the Planning Director, and shall not be located in areas other than those shown on the approved site plan.
30. Outdoor storage shall be prohibited within the front yard form/setback.
31. Contractor's vehicles and materials shall be prohibited within the front yard form/setback.
32. Shall allow for one (1) outdoor display in an area that does not restrict or diminish pedestrian activity.
33. Shall mean any facility that provides care for six (6) or more children.
34. A solid wall or fence, a minimum of six (6) feet high and a landscape buffer shall be provided around play areas abutting any single-family residential dwelling.
35. Drop off and pick up areas shall be delineated on the site plan.
36. Appropriate screening of the playground area shall be considered for any centers adjacent to existing single-family residential dwellings.
37. The school shall be located to provide direct access and engage any existing adjacent open space areas.
38. The storage area shall be screened from public streets by an appropriate screen wall, fence or landscaping.
39. Appropriate landscaping and pedestrian access shall be provided to the temporary land use.
40. Stacked materials and equipment shall not exceed a height of six (6) feet unless authorized by the site plan approval authority.
41. Outdoor storage, including fleet vehicles, shall be screened from any adjacent single-family residential dwellings and the public streets (not including service lanes).
42. If conducted entirely within a building, no additional conditions are required.
43. Minor service repairs only. No auto body repair or paint shops allowed.
44. Storage of vehicles shall be located either off-site or in a space away from major pedestrian areas or activity.
45. All repair shall be performed within an enclosed building.
46. Vehicular entry to the building shall not be adjacent to single-family residential dwellings. If the entry to the building is facing a single-family residential dwelling the entry repair bays are to be screened from residence and street views by solid masonry walls and landscaping. Alternative screening methods may be proposed and approved by the site plan approval body for unassembled vehicles, auto repair activities, or auto parts.
47. All vehicles awaiting repair shall be screened from view by a masonry wall or approved landscape screen.

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48. The bays for the automatic car washes shall not face or open to any single-family residential use.
49. Other than the entrance and exit bay, all automatic washing equipment shall be enclosed within a building or structure.
50. All outdoor vacuums shall be setback a minimum of 100 feet from any single-family residential dwelling.
51. Contractor's vehicles, materials storage and parking drives shall be surfaced with a hard and durable material. Semi-pervious materials may be used.
52. Signs shall be externally illuminated only.
53. Lighting intensities to be determined at the time of site plan approval.
54. Outdoor lighting shall be shielded if adjacent to single-family residential dwellings.
55. Must be aesthetically designed to complement its surroundings through architecture, vegetation and artistic incorporations.
56. Surface parking shall demonstrate coordination and interaction with other uses within the LUG and/or surrounding area.
57. Vehicle storage and parking not permitted on primary or arterial streets on the ground floor level of buildings other than retail sales.
58. May not be located on a primary street.
59. All potentially hazardous uses shall be appropriately buffered from adjacent uses.
60. Retail development with gross floor area in excess of the amounts listed in "a" or "b" below, as applicable, shall be located on a site abutting the intersection of an arterial or district street (arterial to arterial, arterial to district, or district to district), as depicted in ***Exhibit 10.3*** - District and Arterial Streets – Roadway Hierarchy of Section 10.
 - a. Individual Retail use may not exceed 10,000 square feet Gross Floor Area, and Group Retail Development may not exceed 20,000 square feet.
 - b. Individual Retail use may not exceed 10,000 square feet, and Group Retail Development may not exceed 50,000 square feet.
61. Sufficient perimeter landscaping shall be installed along interior property lines to visually mitigate and partially screen any service yards, loading areas, loading docks, outdoor activity and/or outdoor storage from adjacent land uses identified as primarily residential activities by the Community Plan, a Development Unit Plan, or approved site plan.
62. Each Group Home for the Handicapped requires compliance with the following:
 - Registration of the group home for the handicapped with the Mesa Planning Division Office; and
 - A minimum 1200' separation from another group home for the handicapped, as measured in a straight line between buildings housing each residence, unless significant intervening features, such as an arterial street, canal or park are present that may reasonably be considered as sufficient in size and/or scope so as to create a separation between adjacent neighborhoods; and.
 - Evidence of license, certification, registration with an appropriate county, state or federal agency, if required; and
 - A maximum of ten (10) residents per home, not including staff; and
 - No identification from a public street by signage, graphics, display or other visual means, except as may be permitted by a Development Unit Master Sign Plan as described in Section 16 of this Community Plan.

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- Notwithstanding the foregoing, group homes for the handicapped shall not house any person who tenancy shall constitute a direct threat to the health or safety of other individuals, or would result in a direct threat of physical damage to the property of others.
63. Outdoor display of limited scale is permitted next to the immediate entryway, and is not to be considered a primary use of that site.
64. Special Events: Time Limits and Numbers of Events, as specified in Section 17.11 may be exceeded only as authorized by approval of an Administrative Use Permit by the Planning Director using the criteria found in Section 17.11.

Section 8 Design Guidelines

8.1 Introduction

The purpose of the Design Guidelines is to provide overall design parameters for the development of Mesa Proving Grounds. The Design Guidelines provide generalized design criteria and inspiration for site layouts, building elevations, landscaping and parking arrangements as depicted in *Exhibit 8.2* – High Performance Living – Building Design. Additionally, the Design Guidelines as contained in this section, as well as articulated in other sections of the CP, are intended to serve as a foundation for more detailed and specific design plans at the DUP and the Site Plan levels.

In accordance with the PC District, Design Guidelines will ensure the achievement of high quality design for the community and the City. All buildings and uses of land must demonstrate consistency with the Design Guidelines as well as additional criteria contained within the relevant DUDG. Variations to the Design Guidelines can be incorporated into the DUP process if the proposed variations demonstrate high quality design and minimal impacts to the overall approved Design Guidelines for the Property. The Design Guidelines provide the overall context for future, more site specific, LUG specific or detailed versions of guidelines; however, design parameters and indications of character elements are contained throughout the CP in various forms including general textual descriptions of the character for each DU, as well as pictorial images included and associated with each LUG. These images and descriptions should be utilized in conjunction with the Design Guidelines. The images and depictions are intended to be representative of the character and quality of the types of development within a particular LUG and are not intended to express significant design details, colors or materials.

8.2 Purpose

The Design Guidelines are intended to accomplish the following:

- Establish high quality framework for design parameters at DUP level
- Establish generalized character for the various DUs
- Establish generalized parameters and baseline conditions for site planning, security, walls, parking design, solar exposure, open space, pedestrian areas, landscaping, building design including relief, rhythm and height, art and signage
- Provide photographic illustrations to provide inspiration and character of future building form and quality
- Provide flexibility for developments that require identity while not compromising quality and the intent of the Design Guidelines

Following is a list of the exhibits that demonstrate design parameters and indications of character elements that provide greater detail to the Design Guidelines:

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Section 7:	Land Use Groups Transect
Section 7:	Land Use Group Summary – OS, CS, E, V, D
Section 7:	Land Use Group Summary – C, R, GU, UC
Section 7:	Land Use Group Location
Section 7:	LUG OS – Open Space Summary
Section 7:	LUG OS – Location and Character
Section 7:	LUG OS – Character
Section 7:	LUG CS – Civic Space Summary
Section 7:	LUG CS – Civic Spaces – Location and Character
Section 7:	LUG CS – Character
Section 7:	LUG E – Estate Summary
Section 7:	LUG E – Estate – Location and Character
Section 7:	LUG E – Estate – Character
Section 7:	LUG V – Village Summary
Section 7:	LUG V – Village – Location and Character
Section 7:	LUG V – Village – Character
Section 7:	LUG D – District Summary
Section 7:	LUG D – District – Location and Character
Section 7:	LUG D – District – Character
Section 7:	LUG C – Regional Center/Campus Summary
Section 7:	LUG C – Regional Center/Campus – Location and Character
Section 7:	LUG C – Regional Center/Campus – Character
Section 7:	LUG R – Retreat Summary
Section 7:	LUG R – Retreat – Location and Character
Section 7:	LUG R – Retreat – Character
Section 7:	LUG GU – General Urban Summary
Section 7:	LUG GU – General Urban – Location and Character
Section 7:	LUG GU – General Urban – Character
Section 7:	LUG UC – Urban Core Summary
Section 7:	LUG UC – Urban Core – Location and Character
Section 7:	LUG UC – Urban Core – Character
Section 7:	Land Use Group General Development Standards
Section 7:	Building Configuration Diagrams – LUGs C, R, and UC
Section 7:	Building Configuration Diagrams – LUGs E, V, D and GU
Section 7:	Parcel/Lot Configuration Diagram
Section 10:	Typical Urban Neighborhood Plan
Section 10:	Neighborhood Streets – Typical Sections and Character
Section 10:	Service Lanes – Typical Section and Character
Section 10:	District and Neighborhood Street Elements – On-Street Parking Character
Section 10:	Typical Street Types Diagram
Section 10:	Typical Urban Cul-de-Sacs
Section 10:	Typical Urban Hammerheads
Section 10:	Typical Walkway and Sidewalks

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Section 10:	Typical Walkway and Sidewalk Conditions Diagram
Section 10:	Walkway and Sidewalk Character and Elements
Section 11:	Typical Parks and Great Streets Network
Section 11:	Typical Park and Plaza Character
Section 11:	Typical Neighborhood Parks and Plazas
Section 11:	Typical Neighborhood Accents
Section 11:	Neighborhood Accents Character
Section 11:	Great Park Character
Section 11:	Open Space Plan
Section 12:	Perimeter Landscaping Requirements
Section 12:	Street Perimeter Landscape Character
Section 12:	Permitted Tree and Landscape Placement in Off-Street Surface Parking
Section 12:	Off-Street Surface Parking Area Landscape Character
Section 12:	Typical Retention Character
Section 13:	Urban Retention Character
Section 14:	Parking Character
Section 15:	Lighting Character
Section 16:	Typical Sign Character

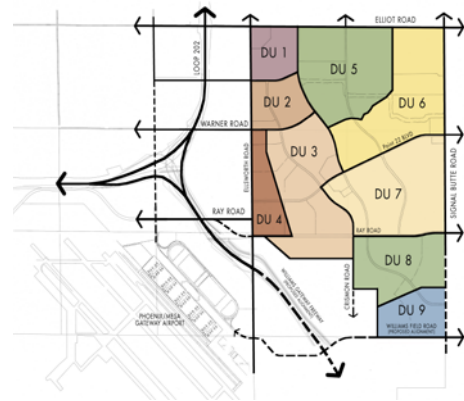
8.3 Applicability

The Design Guidelines shall apply to all buildings and uses of land, except single-family residences and agricultural buildings. In the event of a conflict between the Design Guidelines and the other General Development Standards, the other General Development Standards shall apply. The Master Developer may modify the Design Guidelines during the DU and Site Plan processes.

8.4 Development Unit Character Themes

The PC District allows for the creation of a dynamic framework that will allow for the evolution of the development of the Property. The DUs will each have a unique role and character for the community as generally described herein. As more detailed planning occurs at the DUP level, the character and design theme will be further articulated and expanded. Generalized character themes for the nine (9) DUs are noted below:

Exhibit 8.1 – Development Unit Plan



A. Development Unit 1 – Northwest Activity Area

This area is anticipated to have a high concentration of commercial space and employment uses, primarily in the form of professional offices, employment, commercial retail, main street retail, entertainment, mixed-uses, and multi-family residential that may become denser over time. Height is limited in some areas to 150 feet and in other areas only per Federal Aviation Administration (“FAA”) restrictions. This area is anticipated to have locations that will be more intense with buildings close to the street, inviting plazas and compact open space areas united with a compact street system that encourages pedestrian movement. The first generation of land use may follow a more traditional non-residential pattern with ability to redevelop and intensify in the future. Landscaping is strategically planned to provide for urban plazas and parks in selected areas as well as shaded respites. Signage and lighting are utilized to contribute to the dynamic, eclectic, active nature of this area. Single family detached is not allowed in this area.

B. Development Unit 2 – Transition Neighborhoods

Development Unit 2 is located at confluence of several areas including higher intensities in DU 1, employment and single family residential within areas in DU’s 5 and 6 as well as commercial and residential development in DUs 3 and 4. The character of DU 2 could include a mix of all types of uses including commercial, employment and varying types of residential as they transition and merge together, though traditional single family and commercial (clustered along Ellsworth Road) will likely be the predominate use in this DU. Portions of the Eastmark Great Park may also traverse throughout this area.

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Ultimately, the DUP for this DU will address more specifically how the uses in DU2 will be transitioned and how uses may be buffered or connected, if necessary, based on the types of uses are proposed and how they will be transitioned to surrounding DUs.

C. Development Unit 4 (North)– Gateway Activity Area/West Neighborhoods

DU 4 is the second major activity area and is in close proximity to the Airport and the future terminal. DU 4 is also located adjacent to the central neighborhoods in DUs 3, 5 and 6 and 7, and will provide for extension of central and possibly enclave neighborhoods with the primary character of this area being single family with some multi-family residential. DU 4 will include portions of the Eastmark Great Park as well as the continuation of small neighborhood parks throughout the residential area. Other uses that could occur include school campuses. Additionally, commercial and multi-family will be located at the intersection of Ellsworth and Ray Road and could include additional commercial along Ellsworth Road, most likely clustered around a secondary street that intersects with Ellsworth Road. Commercial use could take the form of office or retail. This area could also house major employment uses including employment campuses, research and development laboratories, incubator businesses, high tech manufacturing and uses related to uses along Elliot Road or the Airport. This DU allows significant amounts of non-residential development as well as mixed-use and residential opportunities. Height will not be as high as in DU 1 given FAA constraints, however, the area is intended to have a concentration of non-residential, multi-family and residential uses. The specific land use mixture will be refined within the DUP for this area including identification of generalized character of areas within the DU as well as identification of primary use intended for the area.

D. Development Unit 5 Employment Core

Employment Core has been strategically located in this portion of the Property given the proximity to the Northwest Activity Area to the west of DU5 and given the proximity to neighborhoods anticipated for the southern portions of DU5 and DU6. With the ability to take advantage of views to the Superstition Mountains, DU5 is intended to include residential uses as well as employment uses which provide for an employment hub along the Elliot Road Corridor. This area is intended to have a more relaxed form with higher intensity hospitality uses that may or may not be set landscaped areas. Uses may contain height but will be set gracefully in open areas. Additionally, employment uses may also take on a campus-like setting and be the home of employment generating office and industrial uses requiring large settings with access to infrastructure.

AMENDED April 21, 2014 (Zoning Case Z14-014)

AMENDED May 17, 2017 (Minor Amendment – Zoning Case PLN 2017-00084)

E. Development Unit 7 – Central Neighborhoods

DU 7 represents the central residential neighborhood on the east and south sides of the Great Park and form the core residential living environments in Mesa Proving Grounds. These neighborhoods form the basis of the social fabric of the community and are intended to be designed as intimate neighborhoods that encourage walking and social interaction. Small neighborhood parks and plazas will serve as defining

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elements for these intimate areas with neighborhood shopping (in a village format), convenience and employment uses located in close proximity. Local streets are narrow to encourage slower traffic and create connected routes for interaction. Areas within this DU will be designed to encourage pedestrian activity. The Great Park will also connect the neighborhoods and serve as a community gathering spot for recreational, educational, cultural and social purposes. LUG C, if present will be located at the edges of the DU or in locations where traffic to the development is accessed through other LUG C, GU or UC sites to arterial and district streets.

AMENDED June 04, 2013 (Minor Amendment to CP)

F. Development Unit 8 and 9 – Exclusive Enclaves

With the transfer of non-residential intensity from DU9 to DU6 to accommodate more intense non-residential development along the northern portions of the property, the character of DU 8 and 9 has been revised to accommodate exclusive residential enclaves. These clusters of residential scale neighborhoods located south of Ray Road are somewhat disconnected from the greater community by the Powerline Floodway and the wide drainage and utility corridors along Signal Butte and Williams Field Roads. This physical isolation provides exclusivity and security for the neighborhoods. Enclaves of executive homes and age restricted homes will be planned in central type neighborhoods (either gates or non-gated) and will establish the primary character of the DU 8 and 9. The residential enclaves will be secured by limiting vehicular and pedestrian access. Community activities and hubs within the residential enclaves will be focused around more intensive internal amenities rather than smaller, dispersed neighborhood parks. These amenities will anchor the south end of the social and civic amenities associated with Eastmark's Great Park and will be connected via pedestrian routes along roadways and through open space corridors to other areas of the larger community.

AMENDED June 04, 2013 (Minor Amendment to CP)

G. Development Units 3 – Central Neighborhoods west of the Great Park

DU 3 is a collection of central neighborhoods straddling the Great Park. These neighborhoods form the core residential living environments in Mesa Proving Grounds. While these neighborhoods form the basis of the social fabric of the community and are intended to be designed as intimate neighborhoods (as planned in the DUP for DU 3 South), the proximity to the urban cores suggests that portions of DU3 may become extensions of urban areas. Buildings that start out as residences in close proximity to the cores will likely convert to professional offices, and the uses of DU4 are likely to flex into areas of DU3 especially along the Ray Road corridor or the uses within DU3 could flex into areas of DU4. Neighborhood parks and plazas will serve as defining elements and a connected grid of narrow neighborhood streets will slow traffic and create connected pedestrian routes but, the Great Park will dominate as the community gathering spot. The surrounding neighborhoods will likely become denser over time with tall buildings at the edges of the Great Park to take advantage of the distant mountain views that are opened up by the space of the park. As the park becomes more heavily used, small shops for equipment rentals, food and beverage, dance and yoga studios, and other uses taking advantage of the proximity of the park will add variety on the ground floor to the mix of uses. DU 3 may also include school uses.

H. Development Unit 6 – Enclaves

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DU 6 is characterized by its executive type and central neighborhoods and mixed use employment uses. This area is intended to relate to residential uses in the southern portion of DU5 and may include gated and non-gated, lower intensity uses as appropriately located. This area is anticipated to include housing opportunities for executives, which may include lower density residential as well as smaller upscale residential environments. Additional uses include mixed-use employment, commercial, office, and retail uses. Density and intensity of this DU provides a transition from existing residential neighborhoods to the east to the Urban Core to the west. To protect and facilitate the airport flight paths, the northeast corner of this DU will likely include a significant mix of multi-family, garden office, employment and/or commercial uses. This corner will generally be higher intensity development than the majority of the DU because of its proximity to Elliot and Signal Butte Roads.

AMENDED April 07, 2011 (Minor Amendment to CP)

AMENDED May 17, 2017 (Minor Amendment- Zoning Case PLN 2017-00084)

8.5 Design Concept

The built environment for Mesa Proving Grounds is intended to articulate the Vision, Strategy and planning principals of the community. Specifically, building design and the built environment are intended to live well over time and be characterized as “High Performance Living”. Refer to ***Exhibit 8.2*** – High Performance Living – Building Design. These Design Guidelines will assist in the creation of buildings, plans and spaces that emulate these principals and specifically result in artful and sustainable development. To achieve these, the artful composition of buildings and plans must consider the following attributes to be further defined at the DUP level:

- Material integration
- Building intensity
- Urban integration
- Rhythm and balance
- Color and texture
- Shade and shadow
- Scale and proportion

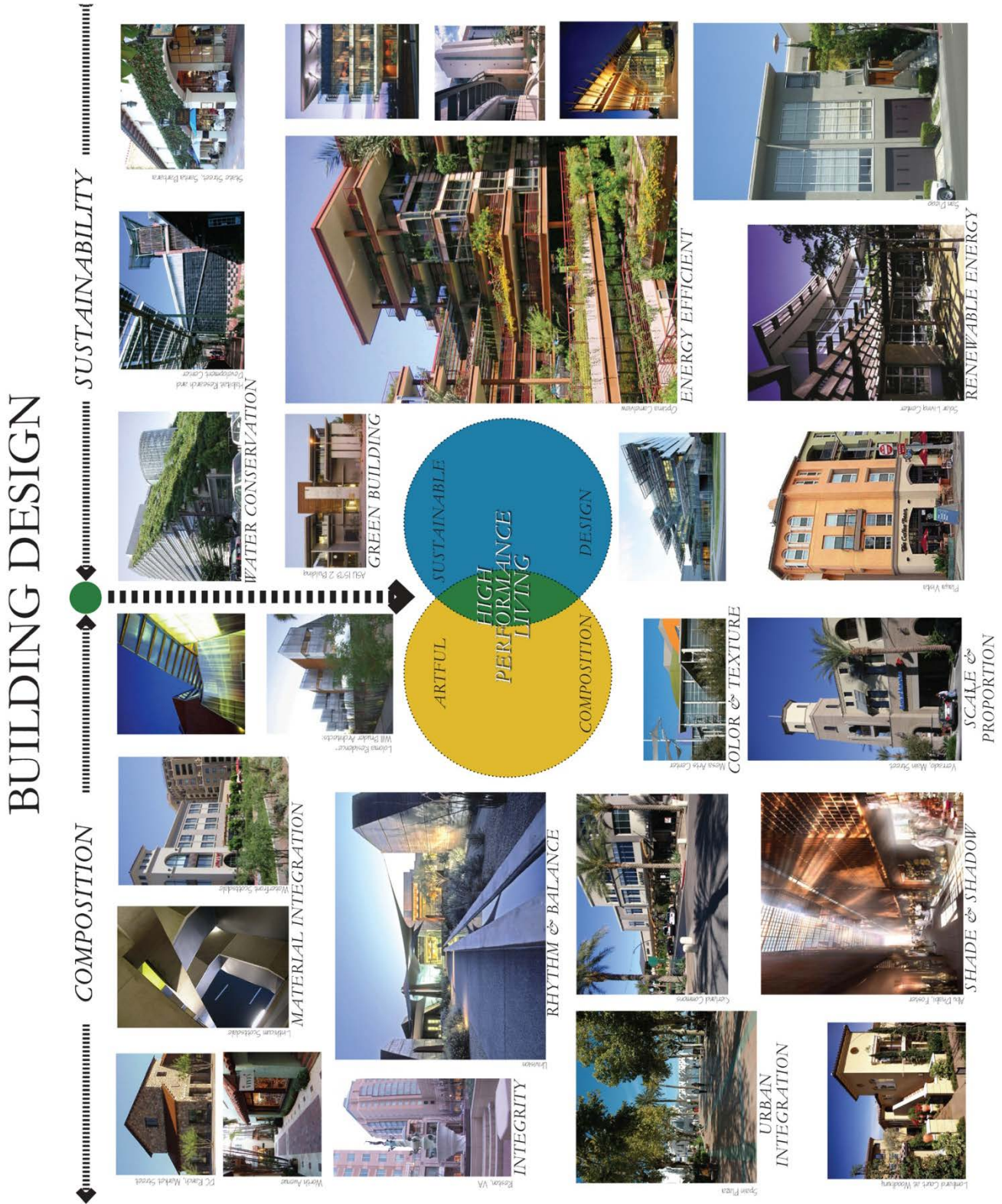
As important, buildings and site design must be efficient and should incorporate sustainable design to achieve this objective including the following:

- Water conservation
- Green building concepts
- Energy efficiency
- Renewable energies

These concepts shall be used as overall considerations when preparing more detailed plans for the DUs and in the more specific design of buildings and site plans.

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Exhibit 8.2 – High Performance Living – Building Design



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Note: Photos are intended to be representative of the character and quality of the types of architecture and buildings constructed within Mesa Proving Grounds and are not intended to express specific design details, colors or materials.

8.6 Design Guidelines

A. Community Quality and Character

1. Enhance and strengthen the character of each of the DUs as articulated within the CP.
2. In the development of each DUDG, consider the character of the surrounding development and allow for the evolving context over time.
3. In the development of each DUDG, consider areas with distinctive qualities, preservation of these qualities and the character of the surrounding neighborhoods in redevelopment and new projects with complementary or contrasting design elements which respect the existing conditions.
4. The topography and landscaping shall support the convenient, comfortable and active use of the great streets. The existing topography and landscape shall be reshaped to create an active urban environment. Respond to the unique urban terrain by blending with the natural shapes and texture of the land or echoing architectural forms into the landscape with formal, sharp or obviously man-made transitions and enclosures. There is no existing natural environment on-site which should influence or affect design. The dramatic mountains surrounding the Property should be considered in all design efforts and should be amplified when possible without detracting from the urban setting.
5. Art in Private Development
 - a. Encourage the creation of more attractive, unique, and aesthetically pleasing social spaces. Artwork may be integrated into public and private development projects. Artwork guidelines may include, but are not limited to, the following options:



- Building features and enhancements such as bike racks, gates, benches, water features, or shade screens, which are unique and/or produced in limited editions
- Landscape art enhancements such as walkways, bridges, formal plantings or art features within a garden
- Murals or mosaics covering walls, floors, and walkways. Murals may be painted or constructed with a variety of materials, including the use of imbedded and nontraditional materials

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- Sculptures, which can be freestanding, wall-supported or suspended, kinetic, electronic, and made of durable materials
- Fiberwork, neon, or glass artworks, photographs, prints, and any combination of media including sound, film, and video systems, or other interdisciplinary artwork
- Community art projects resulting in tangible artwork, such as community murals, sculptures, or kiosks
- Spaces for regular artistic expression of which the creation of the artwork is experienced by an audience
- The wrapping of scaffolding, temporary fencing, or other structures with artistic expressions of architecture, landscape, artwork, logos and images of future development projects, community life or cultural events
- Community accents at intersections, at the end of intersections, at neighborhood gathering locations, or in neighborhood parks such as statues, animal feeders or baths, artistic variations on standard street furniture elements, water features, or place markers
- Temporary artistic installations in social settings or permanent installations in which artwork is regularly relocated
- Signage which by nature of the craftsmanship of its construction, its appeal as a cultural element or its integral artistic expression exceeds its existence as mere commercial expression (such artistic elements shall be exempt from any signage limitations of the General Development Standards)

6. Site Plan

Consider the following major components in at the Site Plan level:

- Streetscape
 - Provide streetscapes with continuity between adjacent uses (with or without vehicular access) by including cohesive or transitioning landscaping, shading elements, decorative paving, street furniture, public art, and integrated infrastructure elements
 - Streetscapes may be private or public settings
 - Building form appropriate for the adjacent street and circulation drive
 - Building form correlates to the land use group and transition between land use groups as necessary
 - Pedestrian experience and connections to support the “Great Streets” design concept
- Modes of Transportation. Integrate alternative modes of transportation, including bicycles, pedestrian activity, bus, and future light rail stations, with design goals of pedestrian safety and activity, accessibility, and comfort while waiting. The integration of all of these elements into shared systems rather than isolated redundant systems is preferred

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7. Grading

- a. Grading and grade changes may vary dramatically across lot, parcel or property lines with the approval of both owners who are party to the property line. Grade changes of two (2) feet or less at the property line shall not require approval of owners adjacent to the property line.
- b. Walls that create a grade transition of more than one (1) foot shall be considered retaining walls.
- c. Retaining walls that create a grade transition of more than two (2) feet shall require structural approval and should be shown on-site plans, landscape plans or building plans.
- d. Grading, privacy walls and retaining walls shall be designed to accommodate the flow and retention of stormwater appropriately in conformance with the Master Drainage Plan and the DU Drainage Plan.
- e. Grading and wall placement may be designed to allow minor stormwater flows to cross adjacent lots, parcels or properties with the approval of the adjacent, affected owners.

8. Site Walls

- a. Consider the following in wall design:
 - Integrate colors, materials, forms, textures, and design elements with the main building or larger landscape context
 - Permanent chain link fences are not allowed
 - Screen walls are specified in the General Development Standards

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- Walls adjacent to pedestrian areas should be articulated, which may include but are not limited to: offset runs, openings, landscape screening, or variation in material or height, or have architectural details, which may include but are not limited to: columns, gates, caps, lattice work, decorative material patterns, or shapes that echo the architecture into the landscape

9. Trash and Refuse Collection Areas

- a. Areas which generate noise and odors are to be located so as to minimize disturbance to the existing and future occupants within the community or adjacent uses.
- b. Minimum requirements for screening of trash and refuse areas are specified in the General Development Standards.

10. Loading and Service Bays should be located, screened or operated to avoid noise or aesthetic issues which would require screening or buffering to be installed by adjacent uses.

- a. Minimum screening requirements for loading and service bays are specified in the General Development Standards.

11. Outside Storage

- a. Outside storage areas are to be screened as specified in the General Development Standards.

12. Outdoor Lighting

Refer to Section 15.

- a. Lighting is to encourage activity after dark and visual interest.
- b. Install all outdoor artificial illuminating devices per the Outdoor Light Control set forth in Chapter 4, of Title 4 of the City Code, as amended by the General Development Standards.
- c. Lighting is to be placed and shielded to limit glare and to limit the emission of light beyond the boundary of the Property. Light emission and glare across parcel boundaries should be addressed.

13. Solar Exposure

- a. Use energy-efficient design to reduce both summer heat gain and winter heat loss and to provide outdoor usable areas.
- b. Energy-efficient design includes solar orientation of windows, doors, landscaping, and shading devices, roof color, minimum shading in parking lots and harsh environments, and day lighting. Mitigate solar effects on southern and western exposure of buildings.

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- c. Shade for outdoor activity areas such as picnic areas and courtyards is encouraged and can be provided with a variety of design elements.
- d. Consider solar orientation for buildings when laying out streets.

14. Noise Impact

- a. Include in site design provisions for limiting or addressing noise from one development which may interfere with the use of adjacent property. Users should be protected from noise from both outside and within the property through screening and building materials.
- b. Locate noise-generating equipment to minimize impact on adjacent residential and pedestrian uses.

15. Open Space

Refer to Section 11.

- a. Design open spaces as an integral part of a development and connect recreational facilities with dwelling units by utilizing continuous common areas or landscaped streets. Open space is considered to be the landscaped open areas including retention basins and outdoor recreational facilities.
- b. Increase the use of streets, plazas, parks, and recreational open space by providing site amenities such as shade, street furniture, special paving for pedestrian walkways, turf and accent and flowering plants.
- c. Provide outdoor employee areas or courtyards in proximity to office and industrial developments. Amenities for these areas should include trees, shrubs, accent plants, furniture, and shade.
- d. Residential recreation and outdoor activity areas should accommodate residents and occupants.
- e. Provide outdoor lighting to encourage activity after dark.
- f. Playfields may be located in retention areas.
- g. Design retention basins as specified in the Section 13.
- h. Multiple residence developments should include trees, shrubs, accent plants, furniture, and shade in the common or open space areas, if any.
- i. Private outdoor space such as patios and balconies are encouraged in multi-family projects.

16. Pedestrian Circulation/Waiting

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Refer to Section 10.

- a. Provide a network of convenient pedestrian walkways to connect areas within the property to adjacent properties and ROW. Provide directness, continuity, street crossings, visual interest, shade, and site furnishings for pedestrians within and entering the community.
- b. Provide a pedestrian walkway linking the property together with at least one (1) pedestrian walkway connection to adjacent streets.
- c. Create spaces with shade, water features, and landscaping.
- d. Provide waiting areas on-site, for example sitting courts and sheltered locations.
- e. Provide pedestrian walkways connecting mass transit, bus shelters or other public transit facilities to major building entrances.
- f. Sidewalk widths and locations as specified in Section 10.

17. Vehicular Circulation and Parking

Refer to Section 10 and 14.

- a. Provide safe and efficient parking and circulation within the project. Provide access to the surrounding developments and ROW for vehicles, bicycles, pedestrians, and mass transit.
- b. Integrate the parking lot design with the character of the property and the proposed project.
- c. Access for emergency vehicles shall be integrated into the design of the property.
- d. Design driveways per the General Development Standards.
- e. Minimum parking requirements are specified in Section 14.

18. Bike Circulation and Parking

- a. Provide a portion of bicycle parking as convenient as automobile parking or as approved by the Planning Director and as specified in Section 14.

B. Landscape Design

Refer to Section 12.

1. Use landscaping to complement the architecture, and to establish pleasant exterior spaces for the enjoyment of the residents and tenants.
2. Provide landscaping to break up large expanses of blank walls, shade pedestrians, accent entries, and to mitigate the aesthetic appearance of large parking areas.

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3. Design retention basins as an integral part of the landscape theme.
4. Considering the arid, sunny environment of the Phoenix metropolitan area, landscape designs are to include shade for pedestrians, outdoor recreational areas, and parking areas.
5. Provide landscaping adjacent to public ROW.
6. Landscaping variety, innovative design, transition between plant material and ground cover, dispersal and grouping of plant material, and other recognized landscape architecture practices are encouraged to promote the intent of these Design Guidelines.
7. Design foundation base to incorporate such elements as seat walls, decorative pavement, water features, and decorative bollards. Where landscaping is included, design planters to accommodate mature height and width of landscaping.
8. Consider placement of trees and shrubs to avoid conflict with built structures and circulations routes.
9. Minimum landscape requirements are specified in the General Development Standards and may be amended in an approved DUP.

C. Building Design

1. Function/Appearance
 - a. Use form, scale, material, and color to enhance the function and appearance of the building.
 - b. Design building entrances as prominent and easily identifiable; also, form a transition between the exterior and interior. Provide building entries with adequate lighting.
 - c. Elements of architecture including window and door placement to be designed to add variety and interest to the property.
 - d. Architecturally integrate canopies for gas stations, car washes, or similar uses with the building they serve in terms of material, color, texture, roof style, and proportional relationship.

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- e. Encourage such elements as covered walkways, building arcades, and trellises.
- f. Design with durable building materials.
- g. Reflective surfaces are not allowed in locations which may produce excessive reflections or glare.
- h. Use metal seam, clay tile, concrete tile, or a similar grade of roofing material or creative high value design solution on all visible pitched roofs.
- i. Factory-built, prefabricated, pre-manufactured buildings, portable, and similar structures are to be designed in accordance with these Design Guidelines.
- j. Pre-engineered metal buildings may be considered.
- k. Use color schemes harmonious with adjacent developments and enhance the main color theme with accent colors.
- l. Solar, wind or other alternative energy systems and elements may be used. These elements do not need to be hidden or disguised, but must be designed as an integral part of the overall building or site composition.

2. Relief/Rhythm

- a. Use rhythm in the design to provide interest and variety. Encourage visual variety to the building by using relief in elevations and articulation in plan that creates shade and shadows.
- b. Encourage architectural interest and style by varying horizontal and vertical elements of exterior walls in height and projection. Such interest and style may be provided through, but not limited to, the imaginative treatment of windows, doors, eaves, roof lines, parapets, wainscot, columns, and beams.
- c. Incorporate building trim, accents, color, materials, and style into primary design themes to promote architectural visual interest.
- d. The design of the community shall be expressed on all exterior elevations of buildings.
- e. Exhibit interest in the parapet walls of the sides and rear through the use of height variations, relief elements, and the design of scuppers, downspouts, and expansion joints, organized into the pattern of the total building design.

3. Character Enhancement

- a. Use design to enhance the theme or character of a building.

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- b. Design the details of all building elevations to continue the character or theme of the community.
- c. Screen non-building elements such as, but not limited to, vending machines, shopping cart storage, and ice lockers from street and parking lot view.
- d. Design patio enclosures visible from the street similar to the architectural character of the community.
- e. Integrate design and placement of building entry and exposed stairs with the design of the community through the use of similar building materials, details, shapes, and colors.

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4. Height/Roof Line

- a. Establish the character of buildings with roofline design.
- b. Use roofline variations to provide architectural style or character for commercial or industrial buildings that are limited in wall configuration due to functional constraints.
- c. Design vertical scale of the community with consideration of adjacent land uses.

D. Signage

Refer to Section 16.

1. Design signs in harmony with the style and character of the development and as an integral design component of the building architecture, building materials, landscaping, and overall site development. For specific requirements, refer to Section 16.
2. Attached Signs
 - a. Integrate attached signs with the primary physical features of the building and complement or contrast the building architecture.
 - b. Signs are to be composed of individual letters such as pan channel letters, reverse pan channel letters, upgraded cabinet forms, or other durable material, and to be mounted so that the attachment device is not visible or discernible.
 - c. Raceways or similar mounting platforms not an integral part of the sign design are to be the same color as the surface upon which they are placed.
3. Detached Signs
 - a. Design freestanding signs by incorporating design features associated with the buildings or structures expressed as an architectural component of the overall development or in conformance with the site design elements of the DUP.
 - b. Use exterior materials, finishes, and colors in harmony with, or an upgrade to, those of the buildings or structures on the Property.
 - c. Reflect distinctive elements of the general architectural style or design theme of the community in the sign structure.
 - d. Encourage the use of embellishment to incorporate the primary design elements or unique architectural features of the buildings or structures.