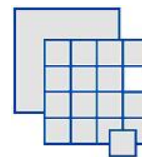


GALLERY PARK

NEC Power & Ray



Submitted by:



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On behalf of:

VIVO Development Partners

VIVO

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Introduction

Pew & Lake, PLC, on behalf of VIVO Development Partners, LLC (“Developer”), is pleased to submit this narrative statement in support of the formal entitlement/development applications being submitted to the City of Mesa for GALLERY PARK at Mesa. GALLERY PARK is a unique, mixed use development on roughly 40 net acres, located on the east side of Power Road, between the 202 Santan Freeway and Ray Road in southeast Mesa (APN: 304-30-012E), as shown below:

Figure 1 – Aerial Vicinity Map



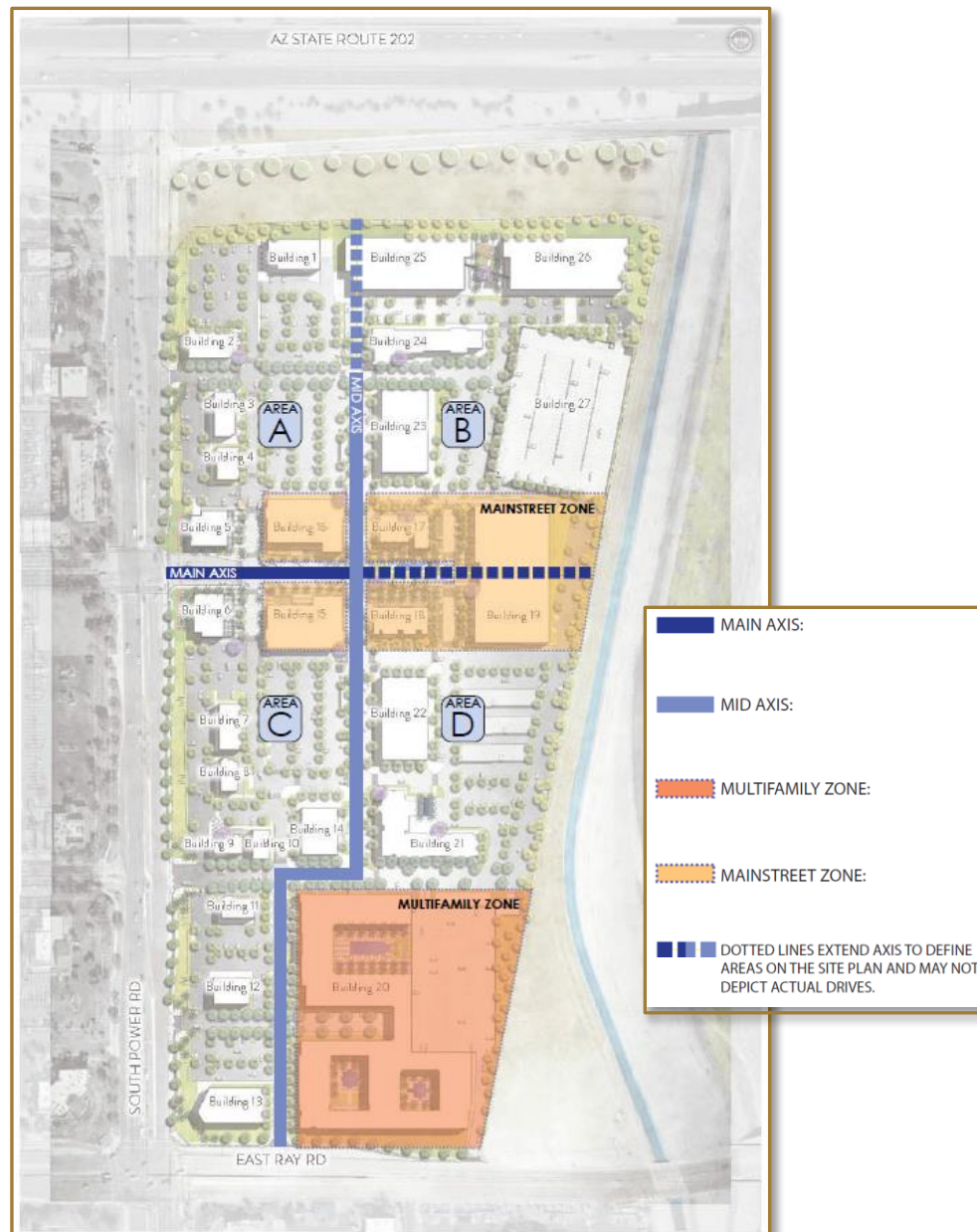
GALLERY PARK and the proposed LC-AF-PAD zoning will result in an exciting commercial, employment, and residential regional destination for Mesa and surrounding jurisdictions. The proposed development, designed by the well recognized Nelson Partners Architects & Planners, offers a unique mixed use development with entertainment, retail, office, college, hotel, and multi-family residential uses. The development plan synthesizes these uses via an efficient, interconnected circulation and pedestrian plan with buffers and transitions to the complimentary land uses.

As will be demonstrated in this narrative, GALLERY PARK establishes a development plan with PAD development standards, Site Planning Guidelines, and Design Guidelines that tailor this project to the the arterial and commercial land use context, the General Plan Character Area, the Mesa Gateway Strategic Development objectives, and the purposes and intents of the Zoning Ordinance. The purpose of the proposed PAD is to create development standards and guidelines to inform the orderly growth of the development as proposed in these requests and to allow flexibility in the future for minor modification. The end result will be to establishe GALLERY PARK as the principal element of an important gateway into the City of Mesa.

Specifically, the development potential includes multi-story hotels, a movie theater/entertainment use, vertical mixed use retail/commercial/residential, several commercial pads for restaurants and other commercial uses, multi-story buildings with space for both offices and college/trade school uses, a multi-family apartment use, and ancillary residential commercial services, such as a salon/fitness center. Garage parking is also proposed to promote efficient use of the property.

The proposed uses are thoughtfully laid-out along a central access/pedestrian corridor off of Power Road and a secondary north-south corridor that divides the site into four quadrants as depicted in the figure below. The access ways dividing the site are identified as the Main Axis (East-West) and the Mid Axis (North-South). The Main Axis off of Power Road establishes the spine for a traditional, Mixed Use Main Street character with modern elements. The Mid Axis complements the Main Axis and provides for both pedestrian connectivity and site cohesion.

Figure 2 – Site Plan Quadrants



On the northeast portion of the site, commercial offices, restaurants, and hotel-type uses are proposed. In the property's northwest and southwest sections, Restaurants and retail/commercial buildings will line the property's west frontage along Power Road. Finally, the southeast section of the property adjacent to Ray Road and the Mid Axis is planned for the property's multi-family use component. In this area, complimentary commercial/hotel uses are located between the residential uses and the Main Street themed portion of the site.

To summarize, the proposed site plan and plat includes approximately 28 lots laid-out in an efficiently planned mixed use commercial plat with the following uses:

- 1 movie theater/commercial entertainment, and/or commercial recreation use
- 14-16 restaurant/commercial buildings, with approximately 2-5 having vertical mixed use commercial/residential and/or mixed use retail/commercial along the site's Main Axis
- 2 hotels
- 4 retail/commercial buildings
- 3-4 office/commercial buildings
- 1-2 parking structures
- 1-2 apartment buildings
- Total Commercial: approx. 654,350 SF
- Total Residential: approx. 449,520 SF
 Apartments (SEC of site): 420 units
 Mixed use Condos/Lofts (Main Street): 39 units



Development Requests

The following development requests are concurrently submitted to the City of Mesa for approval:

1. **Annexation** (*under separate application*) of approximately 40 net acres of state land (from unincorporated Maricopa County into Mesa city limits).
2. **Rezoning** of approximately 40 net acres from Maricopa County AD-2 (Airport District II) to City of Mesa Limited Commercial (LC) zoning with AF (Airfield) and PAD (Planned Area Development) Overlays. In conjunction with the rezoning, a **PAD** is requested for enhanced design and limited modifications to development standards and site planning/design review procedures.
3. **Council Use Permit** for Multiple Residence uses that are part of a mixed use development with a density that exceeds 25 du/ac in LC zoning. .
4. **Council Use Permit** for certain uses in the Airfield Overlays:
 - Multiple Residence uses in the AOA-2 zone
 - Commercial Entertainment use in the AOA-2 overlay
 - Hotels in the AOA- 1 and AOA-2 overlays
 - Colleges and Commercial Trade Schools in the AOA-1 and AOA-2 overlays

5. **Site Plan** approval for the development of 40 net acres and specific site plan PAD approval.
6. **Design Review** approval of GALLERY PARK and its site plan, development standards, Site Planning Guidelines, and architectural Design Guidelines.
7. **Preliminary Plat** of 40 net acres for a mixed use commercial subdivision.

By separate applications, the applicant will also be requesting the following for signage:

- **Council Use Permit** for freeway landmark monument signs
- **Special Use Permit** for a comprehensive sign plan

Site Airport Overlay Area Context

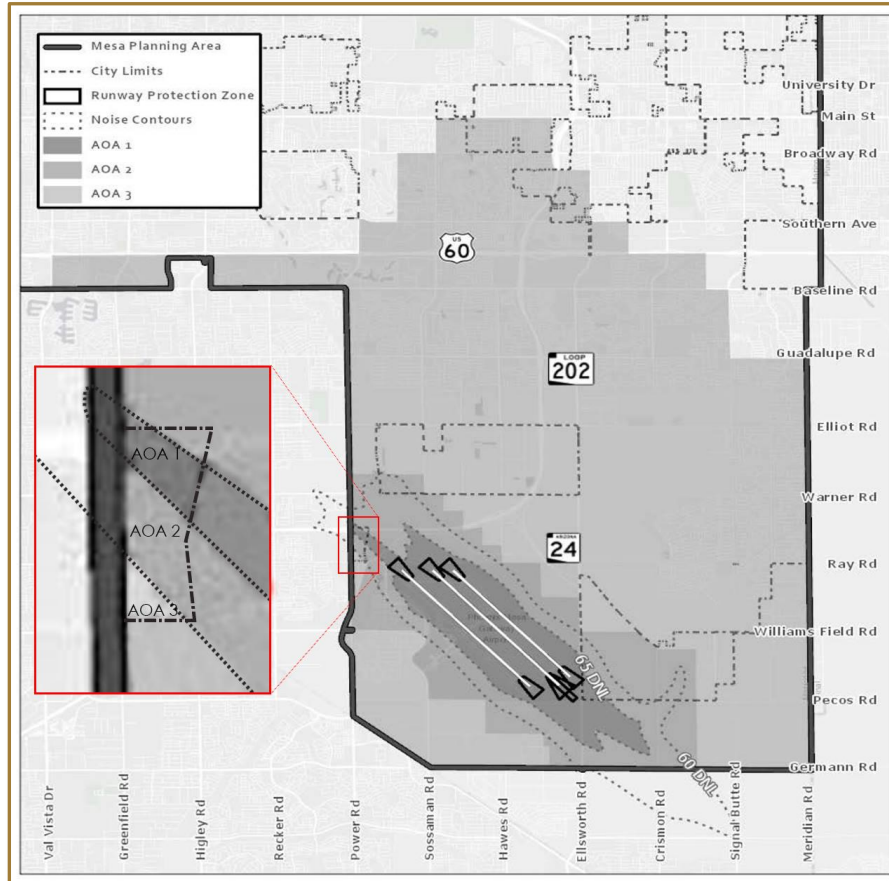
The subject site is State land located in unincorporated Maricopa County. In early 2018, the City of Mesa adopted revisions to Chapter 19 of the Airfield Overlay District, and portions of the subject property were reclassified to the AOA-2 and AOA-3 Airport Overlay Areas. Chapter 19, the related development standards sections of the MZO, and comments provided from the airport are designed to mitigate the noise impacts by limiting certain uses and providing for notice to property owners of the effects of the proximity to the Airport.

A small portion of the property's northeast corner lies within Airport Overlay Area-1, with the balance of the property predominately within the Airport Overlay Areas-2 and 3. As prescribed herein and in the GALLERY PARK Site Planning Guidelines and Design Guidelines included in the Appendix, the site's design and proposed uses are consistent with the Airport Overlay Area's development criteria and intent to emphasize higher intensity uses that are more compatible with the subject's location.

The proposed development's land uses and development plan are compatible with the Airport Overlay requirements. Furthermore, the development of the property is not anticipated to affect or influence airport expansions. As noted in the staff report for the Airport Overlay amendments, as the airport expands to handle additional commercial flights, the sound footprint will actually decrease as aircraft become more quiet and efficient, in comparison to past military and commercial flight equipment.



Figure 3 – AOA Flight Overlay Map

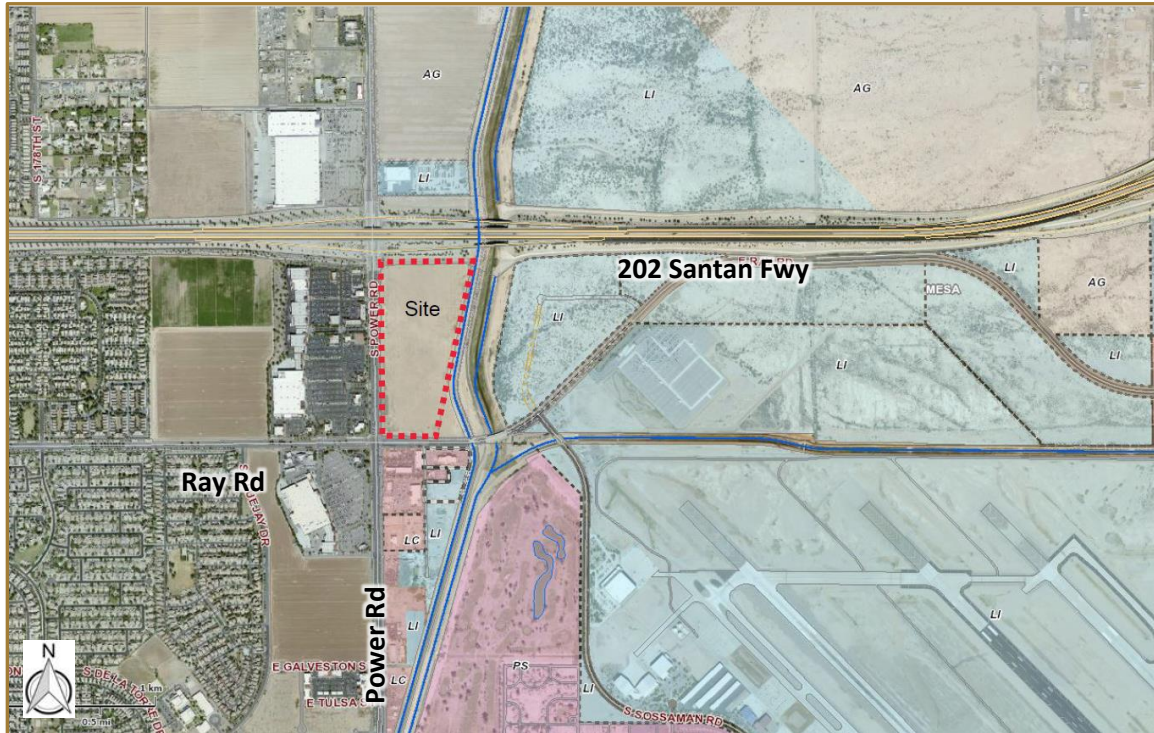


Existing & Surrounding Conditions

The site lies just east of the Power Road boundary between the City of Mesa and the Town of Gilbert. To the west of the site in Gilbert are two fully developed traditional power centers, commonly known as Gilbert Gateway Towne Center, with both Walmart and Target anchors. Directly to the north is the 202 Santan Freeway. To the east is undeveloped property owned and maintained by the Maricopa County Flood Control District and the Roosevelt Water Conservation District, and south of Ray Road is Gateway Airport Crossing, a commercial development with a hotel, restaurants, a bank and other service-oriented businesses.

The site is ideally located with not only visibility from, but direct access to the 202 Santan Freeway from Power Road. The site has convenient access to Power Road on the west and Ray Road to the south. The entrance to the Phoenix-Mesa Gateway Airport is immediately east of the property, on Ray Road.

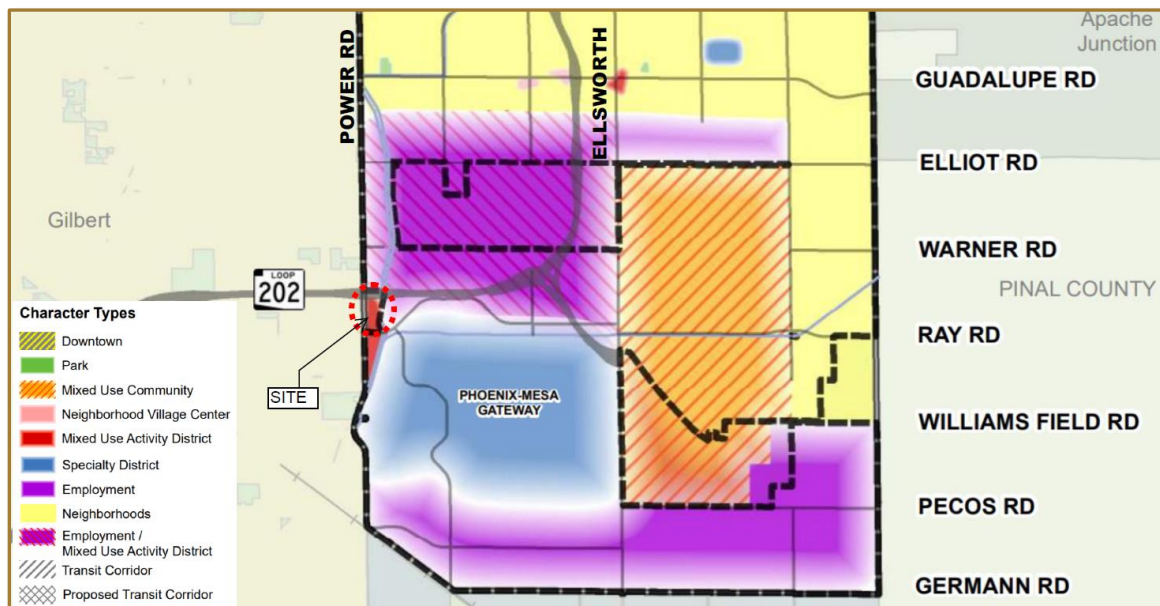
Figure 4 – Existing & Surrounding Zoning



General Plan & Gateway Strategic Development Plan

The existing General Plan Character for the property is Mixed Use Activity District. The site is surrounded on the west and south by other commercially developed land and industrially developing properties to the east closer to the Mesa Gateway Airport “campus”.

Figure 5 – Existing General Plan Character Areas



1. General Plan Mixed Use Activity District Character Area

GALLERY PARK fully implements the goals and objectives of the Mesa 2040 General Plan. The General Plan describes the Mixed Use Activity District Character Area as:

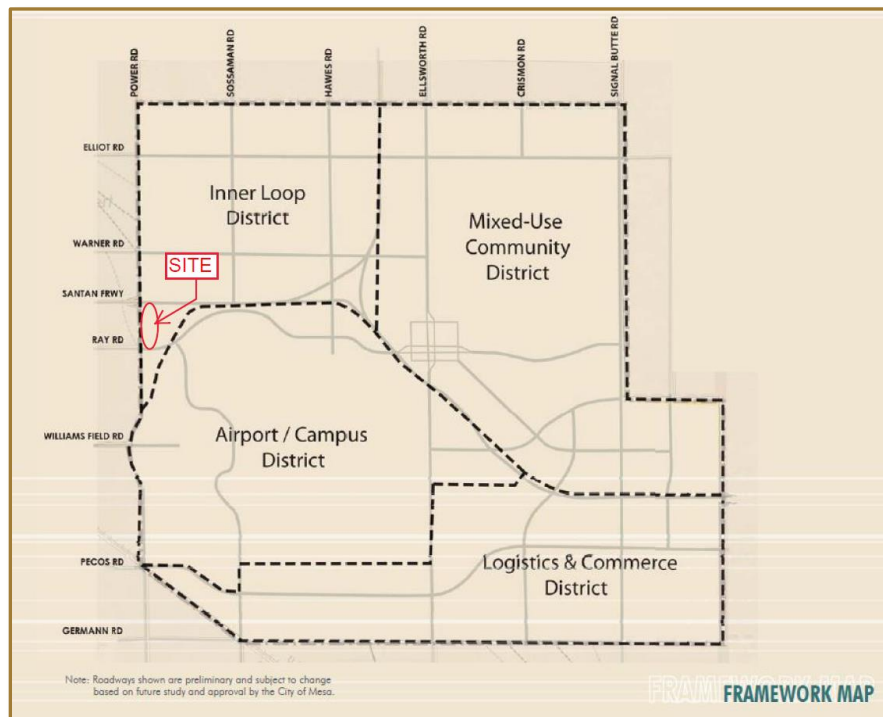
*“largescale (typically over 25 acres) community and regional activity areas that usually have a significant retail commercial component including shopping areas such as malls, power centers, or **lifestyle centers that are designed and developed to attract customers from a large radius.** These districts often include other uses such as office, entertainment and residential. The goal is to help these districts be strong and viable centers of commercial activity that attract people to unique shopping and entertainment experiences.”*

At 40 net acres, the site qualifies as a larger scale mixed use development with a significant retail commercial component, entertainment opportunities, office, and residential uses that are consistent with the uses contemplated in the Character Area. Furthermore, GALLERY PARK's hotels, movie theater, and product mix embodies the type of regional “lifestyle center” that will attract consumers, residents, and employees from nearby jurisdictions.

2. Gateway Strategic Development Plan

As shown below, the Mesa Gateway Strategic Development Framework Plan has identified and delineated the property as being located within the “Inner Loop District”. The character area contemplated and envisioned by the City of Mesa is the very type of development proposed by GALLERY PARK.

Figure 6 – Framework Plan of the Mesa Gateway Strategic Development Plan



The Strategic Development Plan's vision for this specific area of the City was a:

“new vision [to] embrace a more integrated development pattern with more flexibility in locating land uses. This plan recognizes that a mix of uses in close proximity to each other is vital to creating livable and sustainable places that will grow well over time and retain their value.”

GALLERY PARK will accomplish that intent by synthesizing into the development plan a compatible mix of retail/commercial, office, and residential uses. The Property will attract customers and capture additional sales tax from outside the City, as Gilbert, Queen Creek and Chandler residents living in the vicinity will patronize the businesses and restaurants within the center.

The following goals envisioned in Mesa's Strategic Development Plan are fully met with the GALLERY PARK development proposal:

- Greater intensification than typical suburban development.
- Freeway frontage will be devoted to employment and retail uses.
- High quality design of building and site plans will be adopted to set the standard for high-quality.
- Developments laid out with a high degree of connectivity.
- Designs will provide for human safety and comfort through shade and cooling strategies, solar orientation, and the deliberate use of materials to reduce solar radiation and the heat island effect.

Inner Loop District goals listed below are satisfied by the GALLERY PARK proposal:

- The District should provide a high-quality, mixed use environment that is compatible with increasing over-flight activities associated with Phoenix-Mesa Gateway Airport operations.
- Over time, flexibility will be important as development should begin to transition to mixed uses, with concentrations of light industrial, office, and retail, with a possibility of higher-density residential uses in the future.
- Village centers will provide areas that attract pedestrians and are to be built at a scale comfortable for those traveling by foot or bike. They will include uses such as retail, offices, services, high-density mixed use residential, and open spaces. They are to be urban areas designed for pedestrian circulation and transit networks. Future residential uses must demonstrate their ability to address the impacts of aircraft operations and not limit the development and expansion of Phoenix-Mesa Gateway Airport.



LC-AF PAD Zoning District

1. Introduction

The subject property is currently zoned AD-2 (Maricopa County). The rezoning request consists of a zone change to LC-AF-PAD with accompanying CUP requests to allow hotels, movie theater/commercial entertainment uses, colleges and commercial trade schools, and residential uses.

The AF overlay ensures that the property is subject to the Airfield Overlay supplementary provisions of MZO Section 11-19-5, such as the requirements for (a) aviation easements; (b) notification to buyers; (c) disclosures on final subdivision plats, public reports, and at real estate/similar sales and leasing offices; and (d) noise level reduction, when applicable to the type of development.



2. Purpose and Theme

The PAD overlay is for the purposes of establishing a unique, customized LC zone specifically for GALLERY PARK. Inspiration for the development was primarily derived from MZO's goals and objectives of the General Plan and Gateway Strategic Development Plan and the unique location of the property. The following statement prefaces the Gateway Plan design standards chapter, and GALLERY PARK's site specific Design Guidelines emulate this introductory concept:

"With the emphasis on form as opposed to use, these graphics will also serve to demonstrate how building types might be mixed among each other to create the character desired within particular areas of the plan. Height, density, and other building characteristics of similar nature within an area will allow for mixed uses to occur while the form remains consistent and complementary. This section also includes models and photos of buildings with mixed uses. These buildings not only help to meet the needs of a live/work/play environment, but can also provide transition both in form and use."



GALLERY PARK also complies with the purposes outlined in Section 11-6-1 of the MZO, which among other things, provides for the following themes:

- Well-planned, balanced growth of commercial areas
- Expand office uses and the variety of goods and services
- Encourage mixed use commercial/residential uses to reduce vehicle miles traveled
- Establish development standards to ensure an attractive development along streets
- Promote development features that support a pedestrian-sensitive environment
- Provide appropriate buffers and transitions between commercial and residential uses given the mixed use context

As it relates to the LC zoning district intent, the proposed development plan is consistent with MZO Section 11-6-1-B-2, which contemplates “retail, entertainment and service-oriented businesses,” as well as large format anchors and uses “typically located within a regional mall, retail outlet, or power center.” GALLERY PARK also satisfies this section’s intent to support compatible office uses and entertainment, public, and semi public uses.

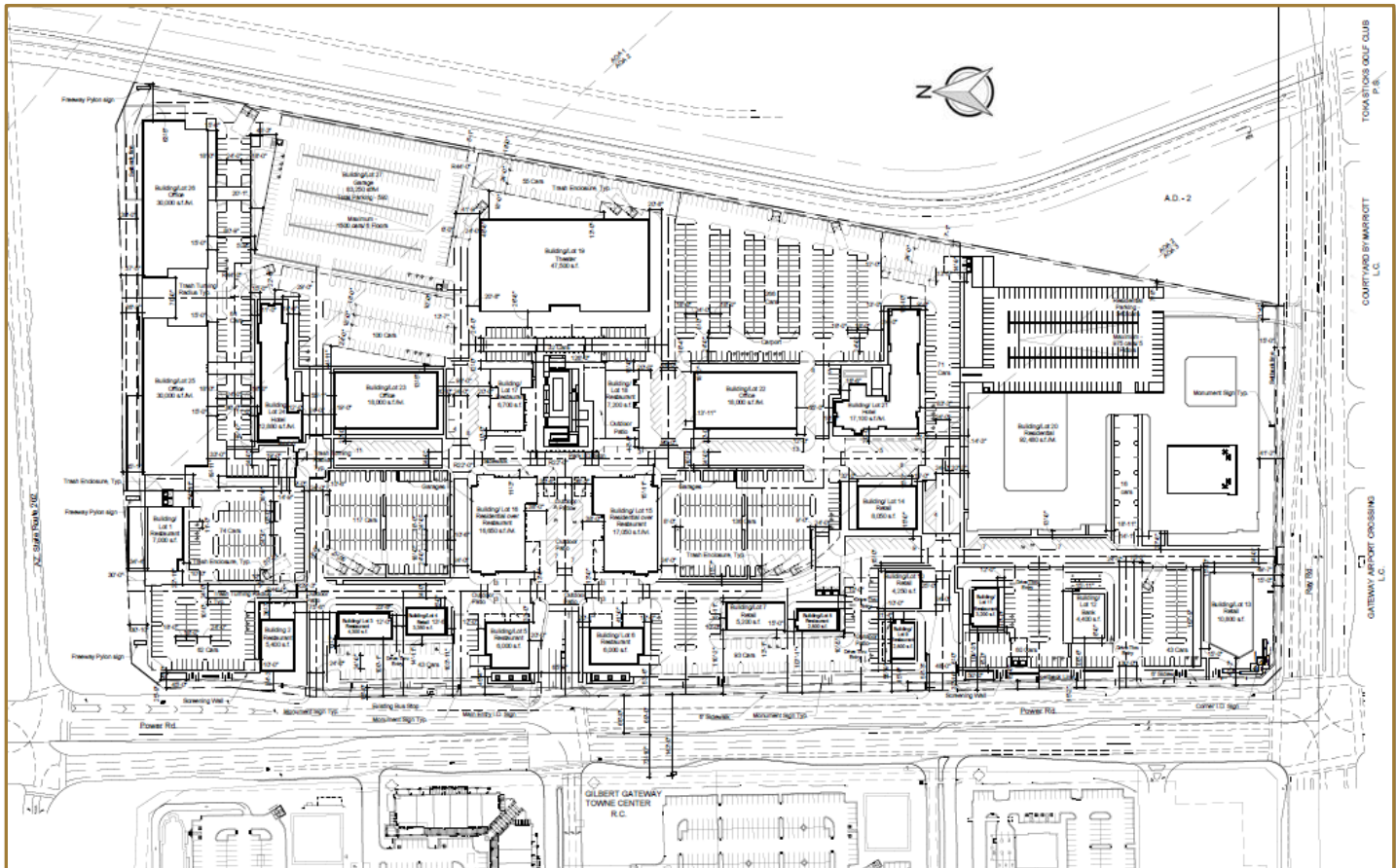
In summary, the GALLERY PARK development plan and proposed LC-AF-PAD zoning create a project tailored to the land use context, General Plan, Mesa Gateway Strategic Development, and Zoning Ordinance. It establishes a multi-use destination for this important gateway into Mesa.



3. Project Description

As indicated previously, GALLERY PARK is designed to be a regional destination with both horizontal and vertical mixed use commercial and residential uses. The total site area is 57.75 gross acres (40.23 net acres). The total building square footage of the proposed development is 1,099,200, which is 63% of the total net area of the subject property. This space will be predominantly occupied by commercial uses.

Figure 7 – Proposed Gallery Park Site Plan (see Appendix 3)



As illustrated in the above Site Plan, GALLERY PARK's vertical mixed use area is centered on the Main Axis, the end of which lies a pedestrian plaza and movie theater. The primary uses in the project's northeast section are office, college, commercial trade schools, and hotel uses. Restaurant and retail/commercial pads front Power Road along the property's west boundary. Multi-family apartment homes are located at the southeast portion of the site, north of which is located a hotel and office building as one approaches the movie theater. The various uses onsite are linked by a system of tree-lined pedestrian pathways.

a. Gallery Park Uses and Site Plan Data

The table below includes information from the site plan that summarizes the proposed project with colors indicating similar land uses.

Table 1 – Project Uses and Site Plan Data

Lot	Anticipated Use	Blg. Area (SF)	Lot Area (SF)	Lot Ac.
1	Restaurant	7,000	61,770.27	1.42
2	Restaurant w/ Drive-thru	5,400	54,563.10	1.25
3	Restaurant w/ Drive-thru	4,300	27,594.00	0.63
4	Restaurant	3,350	18,405.84	0.42
5	Restaurant	6,000	32,937.19	0.76
6	Restaurant	6,000	38,175.26	0.88
7	Retail/Commercial	5,200	31,551.14	0.72
8	Restaurant w/ Drive-thru	2,800	27,017.51	0.62
9	Restaurant w/ Drive-thru	2,800	19,574.56	0.45
10	Retail/Commercial	4,250	13,742.20	0.32
11	Restaurant w/ Drive-thru	3,200	38,956.52	0.89
12	Bank w/ Drive-thru	4,400	35,172.81	0.81
13	Retail/Commercial	10,800	58,847.59	1.35
14	Retail/Commercial	8,050	54,501.70	1.25
15	Vertical Mixed Use	51,150	75,719.43	1.74
16	Vertical Mixed Use	49,950	100,404.48	2.30
17	Restaurant/Vertical Mixed Use	6,700	26,105.68	0.60
18	Restaurant/Vertical Mixed Use	7,200	27,712.67	0.64
19	Theater/Commercial Entertainment/Vertical Mixed Use	47,500	110,127.75	2.53
20	Residential	369,920	278,142.02	6.39
21	Hotel 1	85,500	95,283.35	2.19
22	Office	54,000	131,152.59	3.01
23	Office	54,000	78,261.65	1.80
24	Hotel 2	64,400	49,824.37	1.14
25	Office	120,000	70,495.30	1.62
26	Office	120,000	80,084.83	1.84
27	Parking		97,809.87	2.25
28	Outdoor Park		18,341.62	0.42
	Total	1,103,870	1,752,275.29	40.23

b. Solid Waste Collection

GALLERY PARK’s site plan will provide for safe and efficient solid waste collection. Trash and recycling collection bins will be located at designated areas to consolidate collection services for multiple parcels at shared locations, thereby minimizing the visual impact of numerous collection sites. In addition, trash compactors will be provided, and valet/porter trash collection services will be incorporated into the development operations for those buildings utilizing said compactors. Property ownership will create an association and record shared maintenance agreements and related easements to maintain common areas and to ensure the ongoing management of the site’s refuse collection.

Consistent with Zoning Ordinance standards, collection bins and compactors will comply with the M62 standards for solid waste, traffic, and fire safety standards and will be screened from view in enclosures with a minimum height of 6 feet. The enclosures’ design, materials, and construction will be integrated into the site design, comply with this PAD’s Design Guidelines, and will include decorative gates composed of a solid, heavy-gauge metal or a heavy-gauge metal frame and use materials that will screen collection bins from view.

As the project develops, the solid waste facilities will be reviewed for approval through the site plan review.

4. Permitted Uses

This PAD incorporates the LC use regulations under MZO Section 11-6-2, except that residential uses will be limited to the Mainstreet Zone along the Main Axis and Multifamily Zone as outlined in the Site Planning Guidelines herein. The CUP requests comply with the MZO requirements for the respective use categories and AOA-1 and AOA-2 overlays.

5. Development Standards

In this case, the combination of planning tools, including the PAD zoning, Site Planning Guidelines, and Design Standards, allow this project to fit neatly within the requested zoning district. This PAD incorporates the development standards established in the MZO Section 11-6-3 LC zoning, and all other applicable zoning sections. GALLERY PARK also contemplates a few minor deviations that are justified by the project’s enhanced characteristics that exceed zoning standards and by the proposed development’s unique features.

The table below lists the development standards deviations, which are shown in bold with an asterisk and a letter that corresponds to Section 6 of this Project Narrative where the deviations are discussed in further detail.



Table 2 – Development Standards

	Mesa ZO Required	Gallery Park Proposed * Deviation	Deviation #
Maximum Building Height	30 ft.	100*	(a)
<u>Minimum Building Setbacks</u>			
Front and Street Facing Side: Arterial:	15 ft.	8 ft.*	(b)
Interior Side/Rear Adjacent to Non-Residential Zoning	15 ft. (each story)	Setback to east property line fronting the canal: 5 ft.*	(c)
<u>Minimum Separation Between Buildings on Same Lot</u>			
Blg. Height ≤ 20 ft.	25	0 ft.*	(d)
Blg. Height between 20-40 ft.	30		
Blg. Height > 40 ft.	35		
<u>Additional Standards for Residential Development in LC Zoning</u>			
Minimum Outdoor Living Area (SF/unit)	100	See below*	(e)
Private Open Space (SF/Unit)	60 (0-1 Bed) 100 (2 bed) 120 (3-bed)	See below*	(f)
Landscaping Standards		See below*	(g)
Parking Standards		See below*	(h)
Truck Docks, Loading Area Separation		See below*	(i)

6. Deviations to Development Standards to Support GALLERY PARK's Mixed Use Form

The nature of GALLERY PARK is distinctive in its efforts to integrate office, college, retail, entertainment uses with multi-family residential and open space amenities. Given the unique location for each of these uses required to make the high-quality mixed use concept succeed, special zoning standards are applied. Because of the location and form of the proposed buildings, strict application of the regular zoning standards for LC zoning would not permit GALLERY PARK to create the intended vibrant mixed use atmosphere. As such, deviations are proposed that make up part of the overall development standards, which together with the Design Guidelines, will enable the development to offer this vibrant, regional mixed use destination.

a. Building Height

The proposed maximum building heights are described in the list and figure below:

- 35-40 feet for restaurants and retail/commercial pads located generally along Power Road as shown in the below figure
- 85 feet for the Mainstreet Zone and apartments, hotel and commercial uses southeast of the Mainstreet Zone as shown in the below figure

- 100 feet for the office uses, commercial uses, hotels and parking structure in the northeast section of the subject property as shown in the below figure
- Notwithstanding the above, 100 feet for offices and hotels located anywhere on the subject property, so long as they self park, as noted in the below figure
- It is further noted that building heights will be subject to FAA approval.

Figure 8 – Building Height Exhibit



MAX HEIGHT WITH VIVO APPROVAL

Max heights by zone apply to all uses. Any proposed building height is subject to VIVO approval, which approval may be withheld in VIVO's sole and absolute discretion for any reason. Office and Hotel shall be allowed 100' max height anywhere so long as these uses sufficiently self park.

BOUNDARY ADJUSTMENT

Height zone boundaries shall be adjusted to align with lot lines from the final recorded subdivision plat, which adjustments shall substantially conform to this exhibit.

LEGEND

- 35' MAX
- 40' MAX
- 85' MAX
- 100' MAX

The Zoning Ordinance permits approval of building heights above the typical LC zoning height regulations for situations involving proposed developments, such as GALLERY PARK, which given its unique location and mixed use style, has been designed with building heights aimed at creating greater activity and intensity at concentrated nodes. The proposed heights are reasonable and appropriate given the overall scale of this project. GALLERY PARK's amenities and pedestrian/open space plan, and its proximity to the Loop 202 Freeway, arterials, regional commercial uses, and employment use zoning all support the proposed building heights.

b. Front and Street Facing Side Setback:

For GALLERY PARK's frontage along Ray Road only, a minimum 8-foot front setback is proposed, because of the property's unique shape and configuration in relation to the Ray Road right-of-way. The City's 75-ft right-of-way requirement on this already-developed street will increase the amount of landscaping in the right-of-way that the property owner will install and maintain. Additionally, the frontage tapers and gets wider as one moves from west to the east, which will incrementally increase the landscaping. Because of the right-of-way size and proposed landscape plan, there will be ample perimeter landscaping and open space necessary to provide for the site's natural visual appeal and support GALLERY PARK's distinct character.

c. Side/Rear Building Setbacks

The proposed setbacks are as shown on the PAD development standards table and apply to the perimeter of GALLERY PARK, which qualifies as a group commercial center under the MZO. A five-foot setback is proposed for the east property line, thereby accommodating the multi-family portion of the development at the southeast corner of the overall site and the stand alone parking structure located on lot 27. This deviation applies to a limited percentage of the entire canal adjacency of the current site plan given the extent and location of driveways, parking fields, and landscaping. This requested setback modification is a component of the overall purpose of mixed use development to make efficient use of property based on unique site conditions. For example, GALLERY PARK utilizes structured parking, which helps create a smaller building footprint and conserve space.

This 5-foot setback is justified because approximately 255 ft. to 650 ft. of separation exists between the subject property and the private property east of the canal. The first part of this separation is a strip of land owned by the Roosevelt Water Conservation District that is between approximately 10 ft. and 300 ft. in width. Next is the approximately 90-foot wide canal property. Then, to the east of the canal is a 155-ft. to 420-ft. wide Flood Control District parcel reserved for drainage and retention. Combined, the total separation far exceeds the desired minimum separation for a building setback.

The proposed setback will enable the proposed development to provide greater visual access to the adjacent public and open space areas, which will enhance the environment for onsite users. The same depth of buffer is not as necessary along this canal frontage as, for example, along the adjacent arterial roads, where the project meets or exceeds zonings setback standards.

Given the adjacent employment use zoning that is 255 ft. to 650 ft. away, the proposed deviation will not negatively affect those properties east of the canal. Visibility to this portion of the subject



site will be greatly limited, and the nature of the adjacent employment zoning allows uses that will not be harmed by the uses proposed in GALLERY PARK, especially given the separation created by non-developable land between the properties.

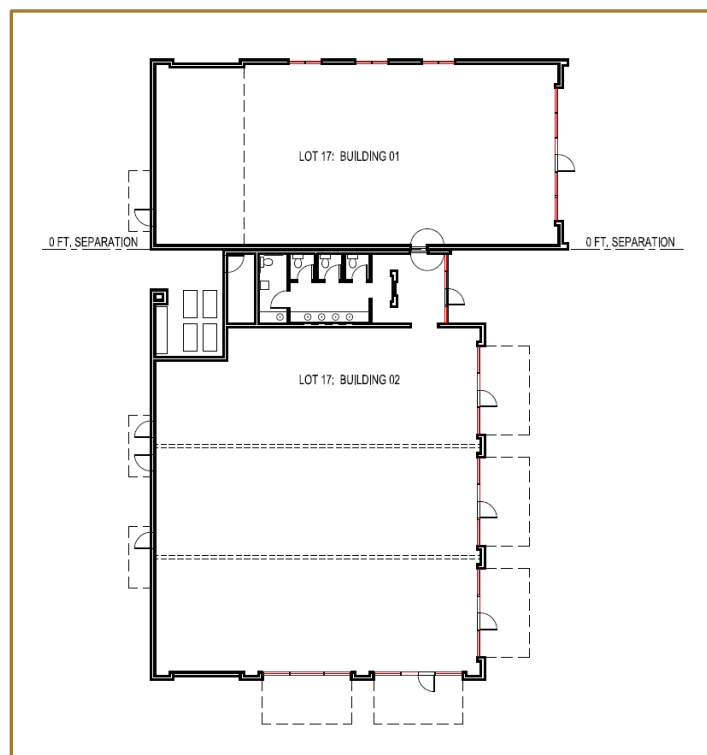
Moreover, the modified setback standard will enable the project to implement the desired quality architectural and site design, and address the unique needs of the individual building occupants.

d. Minimum Building Separation on Same Lot

The GALLERY PARK Preliminary Plat is divided into several individual commercial lots thereby establishing appropriately-designed minimum separation between buildings on separate lots on the site. However, in accordance with the proposed development plan, the minimum separation for buildings on the same lot will be zero feet. This deviation will enable buildings within an individual lot in this mixed use development to abut one another, thereby acting as a whole building while preserving site safety and the integrity of the overall pedestrian network and open space amenity plan as approved.

All buildings within the project, including those on the same lot, will comply with all applicable building codes and standards with the modifications and enhancements provided in this PAD to support the proposed mixed use development. This standard increases convenience for pedestrians and enhances connectivity between the interior and outdoor environment. The figure below provides a representative concept of this proposed deviation to indicate how this standard might be integrated into the mixed use development plan.

Figure 9 – Sample Building Separation Concept



e. Minimum Outdoor Living Area

The proposed Minimum Outdoor Living Area will be reduced by 20% to 80 sq. ft./unit. All other open space requirements will be met except as provided below for Private Open Space. This adjusted standard is justified by the inherent nature of this mixed use plan. The lofts above commercial and the apartments in the southeast corner of the site are not typical stand-alone residential uses independent of their surroundings. Rather, they are harmoniously integrated into a highly amenitized mixed use plan that provides a substantial amount of open space within directed access to the residential units. GALLERY PARK's shaded pathways and generous package of site amenities exceeds the level of amenities typically offered to residential uses.

f. Private Open Space

For similar reasons as outlined above, it is proposed the Private Open Space requirements outlined in MZO Section 11-5-5-(C)-1 be modified as follows: minimum 60 sq. ft. of private open space per unit for all units regardless of their number of bedrooms, and a minimum of 50% of the units must comply with this standard. For example, in a 420-unit building, 50% of the units (210 units) would be required to have balconies, and the minimum balcony size would be 60 sq. ft. The proposed development will comply with all other private open space requirements.

As described previously, GALLERY PARK provides generous landscaping, open space, and amenities for the benefit of residents in both the apartments and mixed use commercial-residential loft. We have found many residents in mixed-use environments have a preference for no balcony and will rely on the mixed use environment's high level of amenities to enjoy the outdoor environment. Therefore, for some of the residential units, we would like to provide this option to prospective residents. The overall site acreage for open space and amenities ultimately provides a high-quality outdoor environment with shaded pathways and amenities that are located in close proximity to the proposed residential units.

g. Landscape Standards:

Perimeter Landscaping:

- Regarding perimeter landscaping under MZO Section 11-33-3 and Section 11-33-3-B-2, the proposed development complies with the perimeter landscape setback depth along Power Road, Ray Road, and the Loop 202, except as modified for the respective building setbacks. Thus, the proposed perimeter landscaping along the east property lines will be 5 ft. and along Ray Road it will be a minimum of 8 ft., which is applied in conjunction with the proposed building setbacks on the PAD's development standards table.
- Along the north property line at the Loop 202 Freeway, the proposed perimeter landscaping is 15 feet, and within that distance, the perimeter landscaping is modified to allow an emergency fire apparatus access drive. This access will be required to comply with all applicable fire access, traffic engineering, and dust control requirements. Acceptable materials include concrete, concrete pavers, or stabilized exposed aggregate, colored to compliment the adjacent landscape aggregate surface treatment. All



remaining areas of the landscape setback will be landscaped in accordance with the MZO. It is noted that the building setback complies with the MZO along the freeway frontage.

This modified standard will enable the quality development of a retail/restaurant use on lot 1 with a drive-through, as well as fire access to the office buildings on lots 25 and 26. The Gallery Park landscape plan and existing site freeway buffers will provide more than adequate landscaping adjacent to the approximately 142- to 170-foot wide drainage channel and landscape buffer along the Loop 202 east-bound entrance ramp.

- The applicant requests a deviation to the plant count along the perimeter landscaping that reduces the required number of trees from 1 tree every 25 linear feet of frontage along arterial streets to 1 tree every 40 feet (Table 11-33-3-A-4). The size of the trees will be a minimum of 36-inch box size. This will assist in complying with Gateway Airport's suggestion to limit excessive landscaping that may attract wildlife (e.g., birds) potentially hazardous to flight traffic.

Because of GALLERY PARK's mixed use intensity, high quality architecture, mixed use integration of various uses, the modified landscape standard is required to enable the project to stand out without extensive trees blocking visibility into the site. 1 tree per 25 linear feet of frontage will greatly obscure the development, hindering its ability to engage with the adjacent streets and to successfully market the unique development features and bring vitality to the project. Additionally, the proposed tree count is consistent with the perimeter landscaping count across the street.

Foundation Base Landscaping:

- By virtue of the uniform frontage needed for properties fronting the Main Axis, along the Main Axis and Mid Axis Only, the entryway extension depth under MZO Section 11-33-5-A-1-i is requested to be reduced from 20 ft. to 15 ft. Further, the minimum plaza area is requested to be reduced from 900 square feet to 500 square feet.
- Relating to Section 11-33-5-A-1, foundation base landscaping along the exterior walls with a public entrance is reduced to 10 ft. only in areas with parallel parking or drop-off zones.
- At private garage entries to residential uses, foundation base landscaping will be zero feet along the garages' respective building frontages.

Landscaping and Canopies in Parking Areas:

The following deviations are requested to landscaping in parking areas, in conjunction with the proposed parking plan:

- It is requested that Section 11-33-4-B-7 be modified to allow one landscape diamond per 4 parking spaces, which shall include at least 1 tree and 3 shrubs. The diamond planter shall be a minimum of 25 square feet and shall contain a minimum clear landscape areas dimension of 5 feet.



- In Areas B & D (see Figure 10 – Site Planning Guidelines Figure), Section 11-33-4-B is modified such that the maximum length of a covered parking canopy shall not exceed 20 parking stalls in a row. This area is less visible from public streets, and the site plan provides a shaded pedestrian route to the proposed buildings to benefit users of the site.
- A deviation to sub-section 11-33-4-B is requested that maintains the required landscape islands on both sides of a given canopy, but which reduces the width and area of those landscape islands from a minimum 24 ft. width (by 30 ft. length) to a minimum width of 8 ft. on average.

Landscaping of Undeveloped Properties:

- It is requested that the GALLERY PARK PAD exclude Section 11-33-2.L to prevent visual and physical obstruction of proposed parking fields by unplanned landscaping solutions. However, the project will comply with all applicable dust control, grading, and drainage regulations.

The above deviations to parking landscaping as depicted on the proposed site plan are justified by specific enhanced design features and the nature of the site layout and shaded pedestrian pathways between the various site uses. The proposed site plan establishes enhanced landscaping along the Main Axis and the Mid-Axis. These two axes provide for both landscaping, hardscape amenities, pedestrian pathways, crossings and an overall design that will draw the viewer's attention to these attractive corridors. Further, the site plan and PAD Site Planning Guidelines require buildings to be adjacent to the drives, which again draws attention to the built-form and limits visibility into the remaining parking areas.

The intent for landscaped islands in the parking fields is to promote a more natural and vibrant pedestrian environment and to break-up the vast parking field. The project's garage parking and promotion of alternative modes of travel reduces the scale of the primary parking fields such that any negative effect is mitigated by the specific layout of the submitted site plan. The overall landscaping and pedestrian plans create the quality of environment sought for in the MZO.

h. Parking Standards

GALLERY PARK will apply the parking standards in the MZO, with the exception of the deviations provided in this sub-section for parking counts, the size of parking fields, and parking canopies. Proposed parking space deviations are supported by the proposed development's Shared Parking Model as discussed in the project's parking study. The tables below summarize the parking standards.



Table 3 – Parking Data

Uses	Area (SF)	No. of Rooms/Keys	Parking	
			MZO	Proposed*
Commercial			Spaces (Ratio)	
Restaurant	51,000		730 (@13.33/1000 for indoor & 5/1000 for outdoor space)	
Restaurant (With Drive-Thru)	18,500		198 (@10/1000 for indoor & 5/1000 for outdoor space)	
Retail	39,450		105 (@2.66/1000)	
Theater	47,500		467 (for 35,000 s.f. assembly space @75% eff.) (@13.33/1000 s.f. Assembly Space)	
Hotel	149,900	280 Keys	280 (@1/Key)	
Office	348,000		928 (@2.66/1000)	
Residential				
Apartments	369,920	420 Units	882 (@ 2.1/DU)	
Condos/lofts	79,600	39 Units	82 (@2.1/DU)	
Subtotal (Commercial)	654,350		2,708	1,800
Subtotal (Residential)	449,520		964	690 (@1.5/DU)
Total	1,103,870		3,672	2,490
Total Landscape Area	303,980			

Table 4 – Shared Parking Model

Commercial (1,800 Spaces)	
Structured	592
Surface	1,208
Residential (690 Spaces @1.5/D.U.)	
Structured	540
Garage	40
Surface	110
Total	2,490

Parking Deviations:

- As shown in the above Table 3, the proposed parking for GALLERY PARK is based on 1,800 spaces for nonresidential uses and 1.5 spaces per dwelling unit for residential uses (total 690 spaces). This Shared Parking Model is supported by data from a parking study performed by CivTech in Appendix 1. The Shared Parking Model's intent is to enable parking spaces on any given lot to serve the overall GALLERY PARK development generally, not only the discrete buildings on the given lot.

- Deviations are also requested to Section 11-32-4-G-2 to allow parking fields of more than 200 spaces east of the Mid-Axis, given the established pedestrian corridors along the Mid-Axis and other areas. These connections offer shaded pathways from parking areas to the various buildings on site.
- The applicant requests a minor deviation to the covered parking space requirement for offices uses. The related Section 11-32-3D-3 requires that a minimum of 1 parking space be provided for each office or suite plus 1 additional space. While the proposed parking plan will likely exceed this covered parking requirement, the site plan implements a modified standard that provides 1 shaded space per 1,000 sq. ft. of office space.
- Regarding project phasing, unless the developer provides a Shared Parking Model encompassing the ultimate Phase 1 uses that otherwise justifies a lower parking ratio, Phase 1 shall self-park based on the MZO. Parking for subsequent phases of the development will incrementally implement the Shared Parking Model as outlined in this application's parking plan and associated parking study. An updated shared parking model will be provided to City staff for review at any phase of development that utilizes the shared parking.

The proposed parking is justified by the property's Shared Parking Model. The premise of the parking model is that the parking demand of diverse uses that do not have conflicting peak operating hours can reduce the number of parking spaces actually demanded in a mixed use development. GALLERY PARK's parking plan includes appropriate parking count deviations given the proximity of residential to various commercial uses and its pedestrian-oriented plan.

Residential uses typically have peak parking hours in the evenings and night given commutes to employment and educational purposes during the day. In contrast, commercial uses generally have steady peak hours during the day and during periods of morning and afternoon commutes. More specifically, restaurants, hotels, theaters/commercial entertainment uses commonly have peak hours on evenings and weekends. On the proposed development plan, the commercial peak hours generally complement the parking demand for the residential uses.

Pedestrian access and multiple modes of transportation also contribute to support GALLERY PARK's parking plan. The close proximity of the residential uses to the non-residential uses creates a sort of built-in proximate market for the commercial aspect of the development. This in turn decreases demand for commercial parking. Additionally, the plaza located in front of the movie theater creates space for ride-sharing drop-offs and waiting areas in proximity to services such as Uber or Lyft, which reduces dependency on the traditional parking model that is based on the assumption that site visitors will access the site from their individual vehicles.

As evidence justifying GALLERY PARK's parking deviations, a detailed parking study, prepared by CivTech Inc., provides the background, detail and findings necessary to support both a reduction in parking to allow for shared parking within the mixed use development of GALLERY PARK. That study confirms that the different peak demand for parking for the commercial and residential uses lends to an overall surplus of parking. The study applies the base multipliers for the various uses published by the industry-recognized Institute of Traffic Engineers. In the conclusions

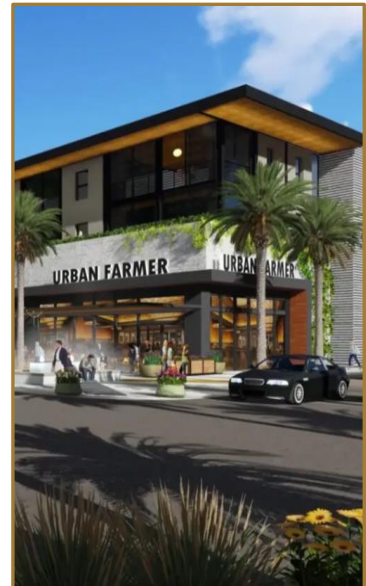


included in the Appendix, the study notes that accepted baseline numbers indicate that there are excess parking spaces during the day while both commercial and residential uses are over parked. During the evening time and night, there are excess spaces given the abundance of commercial spaces during a time when residential areas are under parked.

The study concludes that the parking plan exceeds the combined peak demand during both normal office hours (8:00 AM – 5:00 PM) and the evening hours of 5:00 PM – 8:00 AM. In other words, ample parking would be available at all times of the day assuming shared parking is utilized.

i. Truck Docks, Loading, and Services Areas

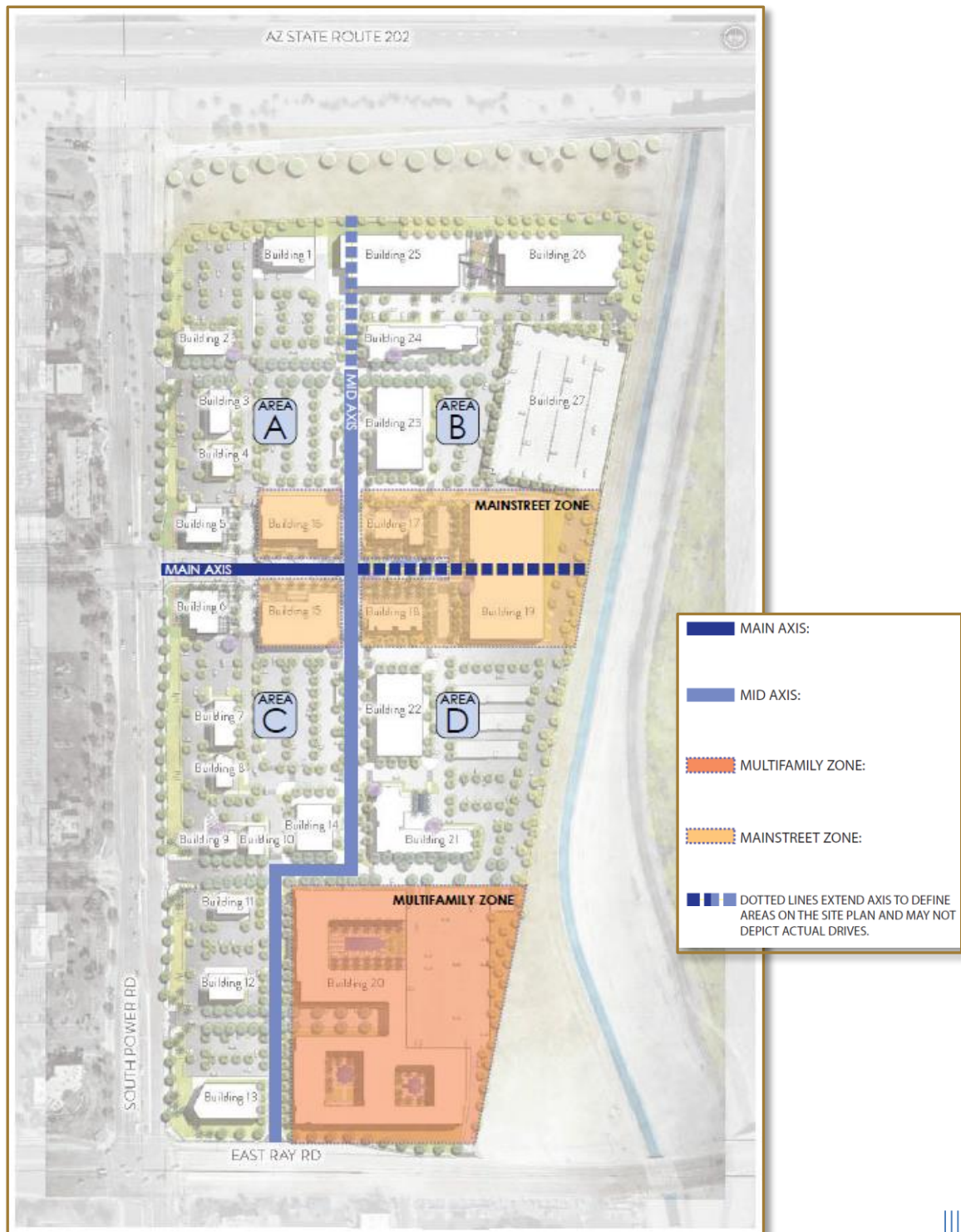
GALLERY PARK complies with MZO Section 11-30-13, which requires measures to minimize the impact of loading areas. Given the site's limited size of retail uses and the sensitively designed mixed use environment, the site plan does not anticipate significant truck docks and service areas. However, a deviation to Section 11-30-13 is requested to eliminate the 50-foot distance to residences and dock screening requirements that are typically relating to back of house loading docks adjoining the rear yards of single-family residences. The proximity of residential lofts to the ground level commercial uses along the Main Axis is characteristic of the vertical mixed use environment. Residents occupying those spaces would naturally expect there to be a limited amount of loading to occur for deliveries to adjacent non-residential uses.



7. Site Planning Guidelines

GALLERY PARK incorporates the following Site Planning Guidelines to implement efficient and orderly growth on the subject property. It is proposed that all future submittals be reviewed through the Planning Administrative Site Plan Review application to comply with these guidelines, the Design Guidelines, and landscape plan submitted with this application. The illustration that follows denotes specific elements that are integral aspects of the site plan.

Figure 10 – Site Planning Guidelines Figure



Standards for the Axes, Areas and Zones are as follows:

MAIN AXIS:

- This Main Axis shall align with the commercial center entry west of Power Road and serves as GALLERY PARK's main entry with pedestrian-oriented design features consistent with the development standards, Design Guidelines, this application's landscape plan, and standards below.
- Buildings must directly front each side (north and south) of the Main Axis.
- Angled on-street parking is encouraged in order to activate the Main Axis with pedestrians. Primary parking fields will be positioned behind the buildings located on the Main Axis.
- Pedestrian activity will be encouraged by locating patios, courtyards, water features, pedestrian seating, landscaping, and/or pedestrian sidewalks between the buildings and the angled parking/driveway.
- Building forms may include vertical mixed use with restaurants, retail, and commercial uses on the ground floor and residential, office, hotel, or other Limited Commercial (LC) uses on the floors above.
- Retail, Restaurant, Commercial Recreation, or Entertainment commercial uses are required along the ground floor of buildings on the Main Axis for a minimum depth of 30 feet ("Ground Floor Commercial").
- Ground floor transparency is required for those portions of buildings directly fronting the Main Axis (Buildings located on Lots 5 and 6 along Power Road are excluded).
- Residential uses are permitted at the ground level if located beyond the Ground Floor Commercial space. Residential, Hotel, Office, Entertainment or other Limited Commercial (LC) uses on upper floors are allowed a maximum width of 20 feet of ground-floor entry frontage along the Main Axis.
- The east end of the drive that aligns with the Main Axis may terminate at an outdoor park or a building.
- If one or more buildings are located at the east terminus of the Main Axis, Ground Floor Commercial shall be required at the base of the west side of the building(s) for the width of the Main Axis (equal to the distance between the face of the buildings north and south of the Main Axis adjacent to terminus building). Hotel and Office uses are allowed on any other portion of the terminus building's ground floor.

MID AXIS

- This Mid Axis will serve as GALLERY PARK's primary north/south driveway.
- Buildings located on the west portions of Areas B and D ("Mid Buildings") shall be located directly adjacent to the east side of the Mid Axis.
- A continuous pedestrian path with shade trees shall run along one side of the Mid Axis.
- The south end of the Mid Axis will allow access to and from Ray Road.
- Although the front entry of Mid Buildings are allowed on the north, south, or west sides of the Mid Buildings, in all instances, the west face of the Mid Buildings shall be designed to promote transparency and present an architecturally appealing aesthetic.



AREA A

- Primarily Restaurant, Retail, and Commercial Pads shall be located along Power Road.
- Except for those uses prohibited within AOA-2, all Limited Commercial (LC) uses are allowed including those uses allowed by CUP under this application.
- Residential uses are allowed within the Mainstreet Zone portion of Area A.
- Solar generating canopies are allowed in Area A.

AREA B

- 50% or more of Commercial Office (building, parking, and associated landscaping) uses will have frontage along the north property line.
- Parking structures are allowed, but shall be located primarily along the east property line.
- Covered carport canopies are allowed, including solar generating canopies.
- Except for those uses prohibited within AOA-1 and AOA-2, all Limited Commercial (LC) uses are allowed including those uses allowed by CUP under this application.
- Residential uses are allowed within the Mainstreet Zone portion of Area B.

AREA C

- Primarily Restaurant, Retail, and Commercial Pads shall be located along Power Road.
- Except for those uses prohibited within AOA-2, all Limited Commercial (LC) uses are allowed including those uses allowed by CUP under this application.
- Solar-generating covered canopies are allowed in Area C.

AREA D

- Parking structures are allowed, but shall be located primarily along east property line.
- Covered carport canopies are allowed, including solar generating canopies.
- Except for those uses prohibited within AOA-2, all Limited Commercial (LC) uses are allowed, including those uses allowed by CUP under this application.
- Residential uses are allowed within the Multifamily Zone portions of Area D.

MAINSTREET ZONE

- Buildings located within this zone shall conform to Main Axis guidelines.
- Except for those uses prohibited within AOA-2, all LC-Limited Commercial uses are allowed, including those uses allowed by CUP under this application.
- Residential uses on the property are limited to the Mainstreet and Multifamily Zones.

MULTIFAMILY ZONE

- Buildings will have frontage along at least 50% of each of the north, south and west boundaries of this zone.
- The leasing office shall be oriented along the Mid Axis.



- A pedestrian entry shall be provided along the north boundary in close alignment with the Mid Axis.
- Direct vehicular access may be provided from Ray Road along the south boundary of this zone.
- Residential uses on the property are limited to the Mainstreet and Multifamily Zones.
- All Limited Commercial (LC) uses are allowed within this zone.



8. Design Guidelines

The proposed development will incorporate the Design Guidelines attached in the appendix. The Design Guidelines inform the design of project elements, including but not limited to architectural design, colors and materials, landscaping, hardscape design, accessories, and lighting.

9. Planned Area Development (PAD) Analysis

The illustrative site plan together with the Design Guidelines relating to GALLERY PARK demonstrate compliance with the criteria for the utilization of the PAD in the zoning process as established in MZO Section 11-22-1. GALLERY PARK exceeds the expectation of the intent for PAD Districts with a creative, high-quality development. GALLERY PARK complies with the zoning ordinance requirement that the property exceed 5 acres, and the PAD's Development Standards and Site Planning Guidelines comply with Section 11-22-4, which allows planned options for specified land uses.

Furthermore, as described below, GALLERY PARK either meets or exceeds the expectation of the intent for Planned Area Development Overlay (PAD), as follows:



- A. Well designed and integrated open space and/or recreational facilities held in common ownership and of a scale that is proportionate to the use;

GALLERY PARK's Main Axis and Mid Axis, with pedestrian network, landscaped plaza along the Main Axis, and open space amenities in the multi-family portion of the development will offer local residents and visitors a high-quality environment. The entries, landscape buffers, and onsite amenities are integrated and of appropriate scale for the uses and the neighborhood and will be held in ownership by the property owner.

- B. Options for the design and use of private or public streets;

GALLERY Park does not have private or public streets, but the private driveways are designed to create an interconnected system to promote efficient and safe pedestrian and vehicular circulation. The comparatively smaller residential areas compared to traditional residential communities do not result in the need for a system of public or private streets.

- C. Preservation of significant aspects of the natural character of the land;

The property has historically been used for agricultural purposes, which typically does not lend itself for preservation in the traditional sense. However, the project has been designed with tree-lined pathways and a substantial amount of open space and amenities that create a livable environment. GALLERY PARK has also included plantings of specific trees and shrubs along the east property line indicative of what historically grew along canals during the City's earlier agrarian era.

- D. Building design, site design, and amenities that create a unique and more sustainable alternative to conventional development;

Mixed use developments by nature utilize land and space more efficiently than traditional use-defined development patterns. GALLERY PARK provides a site design that brings residences, amenities, and services into close proximity. The proposed parking structure and complimentary uses in terms of peak parking demand and viable live-work-recreate environments satisfy this zoning criteria's goal to promote a more sustainable environment.

- E. Sustainable property owners' associations;

The functionality and integrated relationship among the mixed use elements of GALLERY PARK will be governed by a comprehensive declaration of commercial restrictions, easements, and agreements ("Declaration").

- F. Maintenance of property held in common ownership through the use of recorded covenants, conditions, and restrictions;

See above item E.



- G. Single or multiple land use activities organized in a comprehensive manner, and designed to work together in common and in a synergistic manner to the benefit of both the project and the neighboring area.

GALLERY PARK includes uses that function in a synergistic manner to create a regional destination. The well-conceived site plan that addresses the unique needs of both vertical and horizontal mixed use destination centers. For example, the site plan limits residential uses to the Main Axis and singular area at the site's southeast corner, and the northeast portion of the site will allow for office, college/trade schools, and related uses. GALLERY PARK's centerpiece Main Street area will have a central amenity park setting surrounded by vertical mixed use commercial and residential buildings, and a movie theater/entertainment destination. To ensure the integrity of the organization of the proposed uses, GALLERY PARK has established Site Planning Guidelines and Design Guidelines that will add value to the site and surrounding area.



10. General Plan Conformance

As noted previously, the GALLERY PARK PAD is fully consistent with the Mixed Use Activity Center of the Mesa 2040 General Plan. This character area contemplates developments of more than 25 acres, including power centers and lifestyle centers designed to attract customers from a large radius. GALLERY PARK's main street themed Main Axis links to the adjacent retail uses and offers a thoughtfully designed mix of commercial, employment, and residential uses that provides greater balance and ability to draw people from neighboring municipalities.

As to GALLERY PARK's residential districts, the General Plan's Mixed Use Activity District states: *"Neighborhoods are the foundation of communities and cities. To be a great city where people want to live, work and play, we need a variety of great neighborhoods."* The proposed development satisfies this objective by the carefully planned mix of uses offering employment, entertainment, services, and livable spaces within a single comprehensive site plan, with appropriate connections and transitions between uses.



Furthermore, the following characteristics and qualities of strong neighborhoods, as described in the City's General Plan for great neighborhoods, are utilized in GALLERY PARK's development proposal:

- *Safe, Clean and Healthy Living Environment*
 - *Maintenance of streets, sidewalks, street lighting, etc. to ensure roadways, paths and trails are safe; improve lighting where needed*
 - *Locate and design public spaces so that there is a high degree of natural surveillance*
 - *Provision of active outdoor open space for all ages, including pocket parks and other non-traditional neighborhood-based recreational facilities*
 - *Maintain attractive, well-kept public spaces in neighborhoods*

Addressing these points, GALLERY PARK's apartment and loft residential uses are an integral part of the overall development, will have an ownership association that will maintain the open space amenities and shared landscape, pedestrian, and parking areas. As such, this will provide for efficient management and maintenance by the common ownership and its successors. The mixed uses create a broad spectrum of tenants to support maintenance needs, and promotes additional incentive to maintain the site to ensure the property's condition remains at marketable levels for the retail and commercial uses. Moreover, natural surveillance of the shared community spaces and amenities are accomplished by buildings that are either facing or adjacent to the open space, accessways, and amenities.

- *Building Community and Fostering Social Interaction*
 - *Designing new developments with anchors or focal points, such as schools, parks or shopping areas that are designed and located to facilitate meetings and interactions*
 - *Providing pedestrian systems that link residents to neighborhood focal points to naturally bring people together*

GALLERY PARK's primary accessway with Main Street themes will include a significant active open space area that serves the residential lofts along the Main Axis. Open space amenities serving the apartment units at the site's southeast area will be linked to the Main Axis area, creating multiple focal points that promote outdoor experiences and gathering spaces for persons from a variety of circumstances.



- *Connectivity & Walkability*

- *Block lengths developed consistent with the character area standards*
- *Intersections developed consistent with the character area standards*
- *Trees and shade provided along streets and pedestrian ways consistent with the character area standards in a way that does not interfere with night time lighting of the street, sidewalk and paths*
- *Providing shade and comfortable places to stop along a street or trail*

As GALLERY PARK is not a traditional suburban neighborhood, block lengths are comparatively small compared to non-mixed use residential communities. The Main and Mid Axis offer efficient entries into the site and serve as the structure for shaded pathways between the different land uses. The residential spaces will be developed consistent with the nature of mixed use residential-commercial centers.

- *Neighborhood Character & Personality*

- *Establishing a unique sense of place*
- *Creating neighborhood boundaries and limiting through traffic into the neighborhoods*
- *Street planting programs, signage treatments, or other such visual elements that can bring identity and recognition to a neighborhood.*

GALLERY PARK, as a mixed use commercial-residential community, adheres to the above principles by means of the Design Guidelines that promote a distinct and attractive design that incorporates architectural and landscape elements into a viable residential and commercial center. While GALLERY PARK is not a typical residential community with a hierarchy of public or private streets, the location of the plaza on the Main Axis and siting of the apartment use limits through traffic at the residential locations. The design standards set the stage for a sign program that will contribute to the property's unique design as well as facilitate wayfinding to the respective uses.

- *Quality Design & Development*

- *Unique public or community spaces that provide a focal point to draw people together*
- *Maintaining a pedestrian scale and attractiveness along streets*
- *Unique public or community spaces that provide a focal point to draw people together*
- *Maintaining a pedestrian scale and attractiveness along streets*



As previously stated, the design of the GALLERY PARK will offer a beautiful community with a distinct identity, in conjunction with the community spaces that are centrally located at both areas where residential uses are permitted, which offers amenities and outdoor spaces for the residential occupants.

11. Conflicts

The Mesa Zoning Ordinance controls the development of the subject property, as modified by the following hierarchy of documents and provisions:

1. Narrative
2. Site Planning Guidelines
3. Design Guidelines
4. Site Plan



Council Use Permits

This section discusses the requests for Council Use Permits and how the proposed uses comply with the review criteria for these permits.

1. Council Use Permit for Multiple Residence Uses in LC Zoning

Table 11-6-2 and Section 11-31-31 of the Mesa Zoning Ordinance outline criteria in which a Council Use Permit (CUP) is required to allow residential uses in commercial zoning. The intent is to provide for enhanced City review to preserve the integrity of the commercial uses and the residential use's compatibility in a mixed-use development. GALLERY PARK is a mixed use development with both residential and nonresidential uses, and as discussed in this section, it complies with the CUP requirements for residential uses.

The CUP to allow for Multiple Residence uses is limited to the areas on the Gallery Park site plan comprising lots 15, 16, and 20, which will preserve the predominantly commercial nature of the overall site. In the MainStreet Zone, lots 15 and 16 require a CUP because the total gross floor

area of nonresidential uses will be below 40 percent. This reason for this is because multiple stories of upper-level residential lofts/condos are permitted above the ground-floor commercial uses.

On lot 20, the proposed multi-residence rental units require a CUP because that lot will exceed a maximum density of 25 du/acre. Also, the apartment parcel requires a CUP because it is a singular residential product; and as such, its gross area has less than 40% of non-residential uses and has less than 65% of ground-floor commercial space. The proposed density on lot 20 is 66 du/acre, which will allow for the proposed 420 units shown on the site plan. This CUP is warranted given the apartments' integration into the overall mixed-use development for GALLERY PARK.

GALLERY PARK complies with the CUP criteria for multi-residence uses as follows:

- a. Information that indicates compliance with the General Plan, related policies, and surrounding uses.

Previous sections of this narrative indicate how GALLERY PARK's mixed use development form is consistent with the Mesa General Plan's Mixed Use Activity District and the "Inner Loop District" in the Gateway Strategic Development Framework Plan. GALLERY PARK is also appropriately planned with respect to the nearby airport, because the PAD is limited to uses that are not negatively affected by the airport's proximity. Specifically, the proposed intensity of residential uses, the mixed use integration, and design standards commit the site to uses that are compatible with the intent of the Airport Overlay.

Further, GALLERY PARK is consistent with the retail uses across Power Rd. and Ray Rd. and commercial/warehouse uses north of the freeway, because it provides complimentary retail establishments, office uses, and new residential uses that will further support the surrounding businesses. The proposed development is compatible with the LI zoning to the east, and the canal property creates a general buffer to that site.

The applicant received a letter dated November 1, 2018 from Anthony Bianchi, Planning Manager for the Phoenix-Mesa Gateway Airport Authority. This letter includes recommendations relating to the proposed development, including airport disclosures, aviation easements, noise attenuation, property maintenance, and other FAA submittal requirements. The proposed development will address all of the comments in Gateway Airport's letter.

- b. A plan of operation is required to ensure compliance with city regulations.

This narrative and its description of the ownership, property maintenance, and future review processes comply with that standard. Project operations will comply with all applicable zoning, building, and fire safety regulations and FAA



requirements. The owner will record detailed standards in the Declaration that will meet or exceed City regulations.

- c. A “good neighbor” policy promotes “ongoing compatibility with adjacent uses” and “assure” viability of the commercial uses.

Information provided herein addresses this requirement. Generally, Good neighbor policies are aimed at providing a program, or medium, for coordination and resolution of specified negative effects a project may have on surrounding uses. In this case, it has been determined that GALLERY PARK by nature is compatible with the surrounding commercial and employment uses. This narrative has established that GALLERY PARK is intentional in its arrangement of compatible mixed use commercial, employment, college, and residential land uses. The site plan has been designed to be sensitive to each of these purposes in terms of buffering, pedestrian connections, shared open space amenities, and limited uses incompatible with proximity to the airport.

GALLERY PARK will exceed the requirements to ensure on-going compatibility with the respective uses on site. The property’s Declaration that runs with the land will include specific terms that will address the relationship between the residential, retail, commercial, entertainment, and employment uses on site. As to procedures, the Declaration will create a review committee that will be established to ensure compliance with the property’s Site Planning Guidelines, Design Guidelines, and the Declaration.

Furthermore, the project will comply with the Airport Overlay requirement, which will provide public notice of the potential impacts on the community by the nearby airport. Tenants and purchasers will be given contact information of property management.

- d. Evidence and documentation demonstrating substantial conformance with all current City development standards, including, but not limited to, landscaping, parking, screen walls, signage, and design guidelines.

GALLERY PARK complies with these Mesa Zoning Ordinance standards except as provided in the previously discussed deviations, Site Planning Guidelines, and Design Standards. These documents demonstrate compliance with, or anticipate PAD approval for deviations from, landscaping, parking, screen walls, signage, lighting and the development standards in general. Future submittals for the sign package will reflect the design themes submitted herewith and will further the intents of the zoning ordinance.



2. Council Use Permit for Uses in the Airfield Overlay Zones

Pursuant to MZO Section 11-6-2 Use Table, a CUP is required for some of GALLERY PARK's proposed uses in the AOA-1 and/or AOA-2 overflight area. Specifically, the following CUP Requests are included here:

- Multiple Residence uses in the AOA-2 zone
- Commercial Entertainment use in the AOA-2 overlay
- Hotels in the AOA- 1 and AOA-2 overlays
- Colleges and Commercial Trade Schools in the AOA-1 and AOA-2 overlays

The requirements by which CUP applications are reviewed are listed in MZO Section 11-70-6-D:

1. Approval of the proposed project will advance the goals and objectives of and is consistent with the policies of the General Plan and any other applicable City plan and/or policies;
2. The location, size, design, and operating characteristics of the proposed project are consistent with the purposes of the district where it is located and conform with the General Plan and with any other applicable City plan or policies;
3. The proposed project will not be injurious or detrimental to the adjacent or surrounding properties in the area of the proposed project or improvements in the neighborhood or to the general welfare of the City; and
4. Adequate public services, public facilities and public infrastructure are available to serve the proposed project.

Typically, projects requiring a CUP are stand alone, and generally not integrated into an overall mixed use (or master planned) development. In this instance, because the proposed lofts, apartments, movie theater/commercial entertainment use, hotels, and college/commercial trade schools are all integral parts of the mixed use environment created by GALLERY PARK, the criteria listed in MZO Section 11-70-6-D is satisfied.

1. As to item 1, the various uses comply with the general plan and related policies as explained previously.
2. Regarding item 2, the operations of each of the respective uses are appropriate for the proposed LC zoning because only uses permitted in the underlying zoning district are proposed. Residential uses, as submitted and as discussed previously, comply with the requirements for commercial districts.
3. Addressing item 3, the proposed improvements will not be detrimental, but complimentary to one to another as explained previously. To reaffirm here, the PAD's development standards, Site Planning Guidelines, and Design Standards establish structure that will govern and protect the permitted uses for each component of the site.



A unique component of GALLERY PARK is the “Main Street” which leads to the park and entertainment/commercial use at the heart of the project. Main Street is a vertical mixed use element of the project that will have residential lofts on upper levels above first floor commercial uses. This particular element, along with the park and entertainment/commercial use, lies within the portion of the property that is in the AOA-2 Overflight Area. Pursuant to MZO Section 11-6-2 Use Table, a CUP is required for residential use in the AOA-2 overflight area. Typically, projects requiring a CUP are stand alone, and generally not integrated into an overall mixed use (or master planned) development. In this instance, because the residential lofts are an integral part of the mixed use environment created by GALLERY PARK, they will not be detrimental, but complimentary to the commercial uses in the Main Street area.

- The proposed multiple residence apartments also will benefit, not injure, the adjacent nonresidential uses, nor will it be negatively impacted by the same. The apartments are located several hundred feet from the Main Axis, which will buffer any spill-over effects from that more active environment. The apartment’s proximity to the other nonresidential uses, such as the hotel are mitigated by the fact that the hotel is a similar use, and the separation is comparable to that provided elsewhere.
- To further address the project’s proximity to the Mesa-Phoenix Gateway Airport, the applicant will respond to the comments in the previously mentioned November 1, 2018 letter from Anthony Bianchi, Phoenix-Mesa Gateway Airport Authority, by recording the applicable notices and avigation easements, providing noise attenuation, and responding to FAA requirements.
- The proposed Commercial Entertainment use is compatible with the area of high activity along the Main Axis at the heart of GALLERY PARK. It is appropriately located and buffered from the office and apartment residential uses by several hundreds of feet, as well as secondary commercial buildings, parking areas, and tree-lined pathways. The vehicular access for the Commercial Entertainment use along the Main Axis is aligned with the main entrance for the retail west of Power Road, which helps reduce traffic conflicts.
- Relating to the hotels, their locations are highly compatible with the surrounding apartments and commercial uses. They are a permitted use under LC because of their inherent ability to locate near and within destination retail, commercial, and employment centers. The property’s proximity to the freeway and regional airport lends to the visibility and viability required to make hotels successful.
- The request for colleges and commercial trade schools is included because of the potential for future involvement with the nearby ASU Polytechnic Campus or in the event an independent trade school were to locate on the site. Such uses are compatible with office and retail environments, and the nearby



residential uses will offer housing within walking distance to classes. Such schools would fit seamlessly in the proposed office spaces given the comparable scope of tenant improvements and activities occurring therein that will not create undue burdens on office/employment uses designed for the multi-story office buildings on the site.

4. Regarding item 4, there are adequate utilities, public services, and infrastructure to support the proposed project.

As touched on previously, the intent of the Airfield Overlay District is to carefully designate and design the permitted uses in overflight areas to minimize exposure to hazards, provide public notice, and encourage development compatible with these uses (MZO § 11-19-1). The GALLERY PARK PAD incorporates the LC zoning permitted uses table that was recently updated to reflect amendments to flight areas, some of which were reduced as a result of quieter aircraft and more efficient flight patterns. The permitted uses table allows residential, commercial entertainment, hotels, colleges, and trade schools with a council use permit, subject to compliance with the criteria explained herein, which means careful consideration has been made to permit these uses in certain circumstances.

Notably, GALLERY PARK's siting of the uses that requires special consideration was carefully exercised. The uses are arranged to minimize effects of locating within an AOA-1 or AOA-2 overflight area. For example, the multi-family apartments encroach only slightly in the AOA-2 area—they are by-and-large located in the AOA-3 flight area, and experience has shown that multi-family residential uses are compatible with these zones, and have satisfactorily occurred for quite some time at many locations across the Metro-Phoenix area. The lofts are located in the AOA-2 area. These lofts are located in a mixed use environment that is compatible with that overflight area, thus creating an expectation for the minimal effects that this form of development brings.

The Commercial Entertainment use is one of the most suited for the AOA-2 overlay where it is proposed. The high level of activity associated with this use lends well to its location on the site.

The proposed hotels, colleges, and commercial trade schools are also compatible with the AOA-1 and AOA-2 areas where they are proposed. A majority of the proposed hotel space is located within the subject property's AOA-2 area. Hotels are frequently in areas nearby airports, and are often on airport grounds themselves that exceed the scale of the Phoenix-Mesa Gateway Airport. Typically, hotel brands located proximate to airports include noise attenuation features in their design. At a minimum, the thickness of windows and the typical design preventing opening them contributes to noise mitigation.

Similarly, in this case the Arizona State University and trade school campuses are located at the nearby Phoenix-Mesa Gateway Airport, demonstrating effective compatibility. Schools offering educational services of similar subject matter likewise will be compatible being located in the AOA-1 and AOA-2 flight areas.



Moreover, the proposed development will utilize high quality construction materials that will comply with the City of Mesa building codes, including provisions that have noise attenuation qualities.



Site Plan Review: Use & Configuration Flexibility

The GALLERY PARK Site plan will meet or exceed MZO Standards, Site Planning Guidelines, and Design Guidelines, with the exception of the heretofore mentioned deviations.

With the approval of the GALLERY PARK PAD, Site Planning Guidelines, and Design Guidelines, any future design reviews for site plans within the project will not be required to proceed to the Site Plan Review public hearing, but will be treated as a modification and considered through the City's administrative Site Plan review process.

As the development of GALLERY PARK evolves over time, it is possible that certain buildings shown on the site plan may develop with uses allowed in the LC-AF PAD zoning district and not specifically referenced on the site plan (e.g., Building 19, which is currently shown as a theater, and potentially omitting Building 14, currently shown as retail). It is also possible that uses designated on certain lots may move to other locations of the site plan. As long as the project develops in general conformance with the intent of the Mesa Zoning Ordinance, LC-AF PAD zoning, Site Planning Guidelines, and Design Guidelines approved for this project, the Developer shall have flexibility to change specific building uses and configurations, including respective changes to the landscape plan, under the City's administrative Site Plan Review.

The following guidelines are provided to help determine whether a modification is minor and in general conformance with the entitlement approvals; or a major modification – one that requires the full Site Plan Review public hearing process:

1. Minor Site Plan Modifications that are deemed in general conformance with the Site Plan are those that comply with the approved GALLERY PARK LC-AF-PAD zoning, Site Plan Guidelines, and Design Guidelines; and include, without limitation, the following:

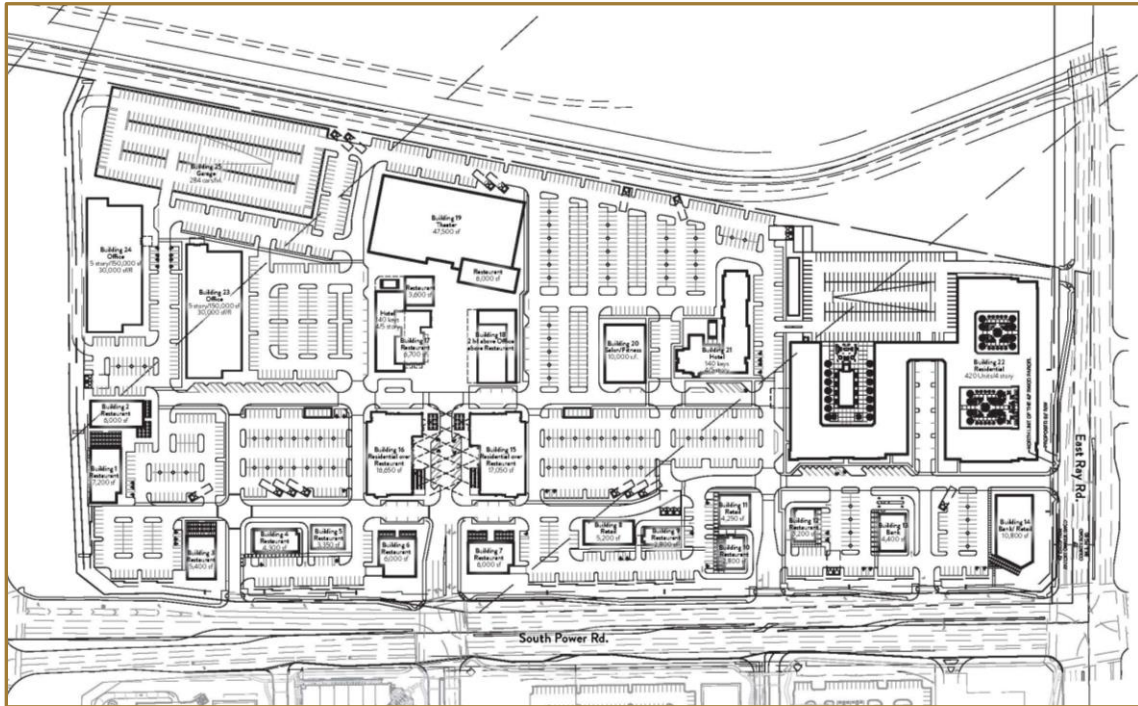


- a. Changes that eliminate or reduce the size of buildings shown on the approved site plan;
 - b. Modifications that move buildings shown on the approved plans to a portion of a site where such a use is permitted;
 - c. Adding vertical mixed use residential units to the limited areas on the site plan designated for residential uses, which are those lots within the Mainstreet Zone immediately adjacent to the Main Axis;
 - d. Nonresidential additions or new buildings not exceeding 10% of the overall site's total non-residential gross building square feet;
 - e. If actual parking counts exceed the totals under this approved PAD and Site Plan Review, that parking can be used to justify the addition of new nonresidential building square footage consistent with MZO parking standards for the respective increase in parking spaces which can exceed limitation set forth in 1d above;
 - f. Minor adjustments to the alignment of the Mid Axis's centerline by not more than 10% of the subject property's average width between the east and west property lines; and
 - g. Minor adjustment to the alignment of the Main Axis's centerline by no more than 20 feet.
2. Major Site Plan Modifications that are not deemed to be in general conformance with the Site Plan and which would require subsequent Site Plan Review approval, include the following:
- a. Those changes not in substantial compliance with the approved GALLERY PARK LC-AF-PAD zoning, Site Plan Guidelines, and Design Guidelines;
 - b. Those changes not listed in the heretofore mentioned in item 1 of Site Plan Review: Use & Configuration Flexibility;
 - c. Modifications that expand the areas designated for residential uses beyond those shown in the Mainstreet and Multifamily Zones of the above Site Plan Guidelines Figure;
 - d. Increases to non-residential building areas by more than 10% of the overall site's total non-residential gross building square feet, or more than 10% if there is excess parking as heretofore provided in item 1e of Site Plan Review: Use & Configuration Flexibility;
 - e. Any adjustment to the Mid Axis or Major Axis in excess of those described in the heretofore mentioned in item 1; and
 - f. Any other adjustments that do not satisfy the requirements of Minor Site Plan Modifications as outlined in item 1 above.

An example of a site plan that would be deemed a Minor Modification in general conformance includes the conceptual site plan option in the figure below. As indicated above, this or any future site plan submittal that the Planning Director finds is not in substantial conformance with this application will proceed to the Planning and Zoning Board for their recommendation to the Planning Director consistent with the applicable processes under the Mesa Zoning Ordinance.



Figure 11 – Alternative Site Plan Example in General Conformance with Site Plan Review



Design Review

The LC-AF PAD zoning district arises through the application of the General Plan, Mesa Gateway Strategic Development Plan, LC zoning, and PAD planning tools. The applicant specifically requests that the PAD, Site Planning Guidelines herein, and the Design Review Guidelines in the appendix be presented to the Design Review Board for review concomitantly with the rezoning request.

With the approval of the GALLERY PARK PAD, Site Planning Guidelines, and Design Guidelines, any future design reviews for buildings and site plans within the project will not be required to proceed to the Design Review public hearing, but will be analyzed and considered through the City's administrative design review process.

For future development proposals, design expectations and standards will initially be reviewed and approved by GALLERY PARK commercial review procedures as provided in the Declaration that is not subject to City review. Then, upon submittal to the City for administrative design review, City Staff can confidently evaluate the requests based upon the GALLERY PARK commercial reviewer's findings and consider the requests based on the City-approved PAD, Site Planning Guidelines, and Design Guidelines.

This process still affords the opportunity for the Planning Director to review and approve the plans. If plans are found to not be in substantial conformance with the entitlement approvals, the City could refer the requests to the Design Review Board for its review and comment and to provide input that will inform the Planning Director's ultimate decision.



Preliminary Plat

The Preliminary Plat for GALLERY PARK is submitted in conjunction with the zoning and design review approvals. Engineering reports and associated documents will be submitted and reviewed by the City at the time of Final Plat approval.

Appendix

- 1) CivTech Inc. - Parking Study for Gallery Park
- 2) Design Guidelines
- 3) Site Plan
- 4) Landscape Plan