

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 at least the minimum number of dwelling units and the minimum number of 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
- 50% of the land area in DU 4

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.

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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:

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.

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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

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 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 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.

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B. Neighborhood Compatibility

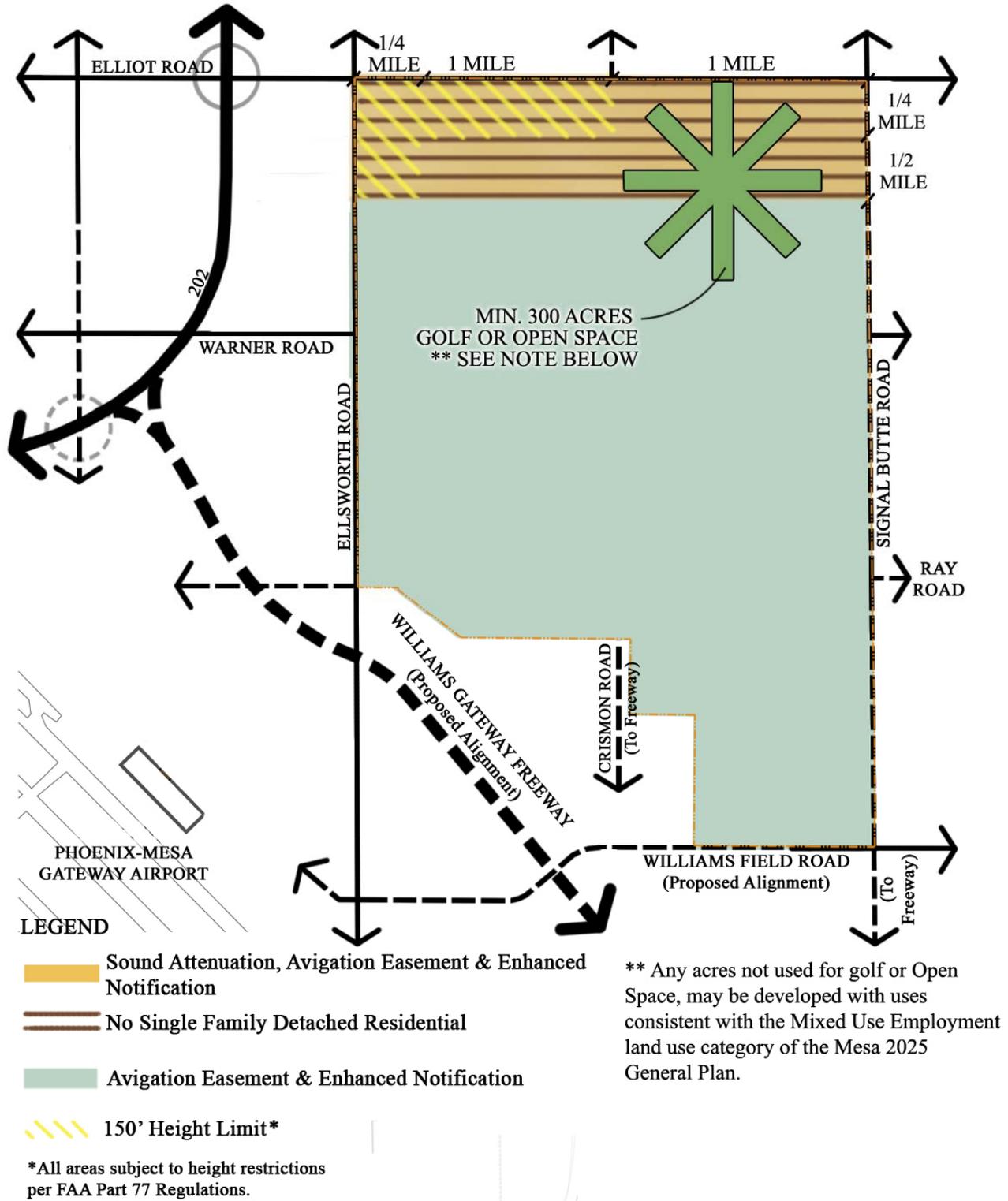
The Property is located adjacent to residential uses east of Signal Butte Road. The following Neighborhood Compatibility requirements have been established to encourage compatibility with these residential uses.

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.

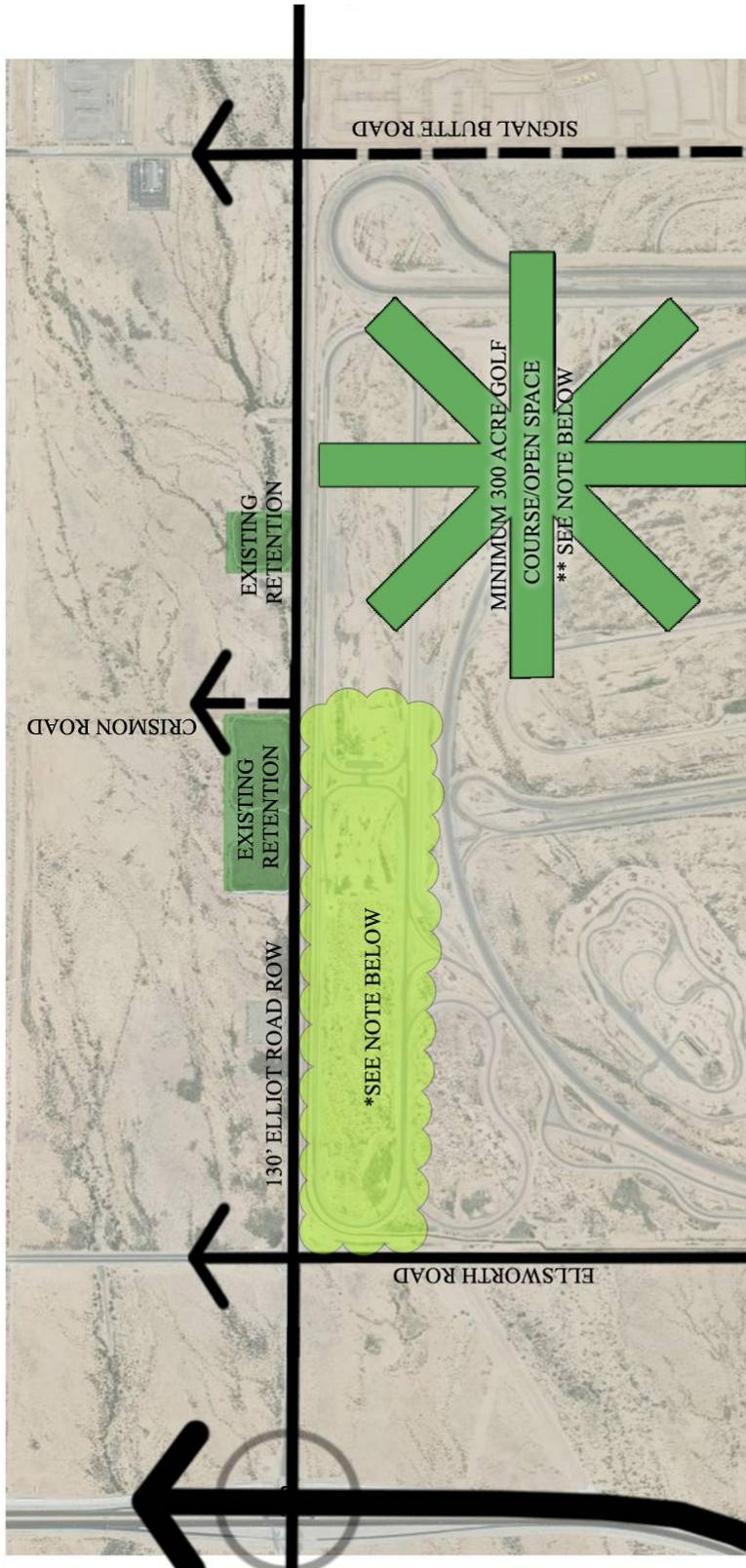
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Exhibit 4.1 - Airport Compatibility



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Exhibit 4.1A - Overflight Regulations

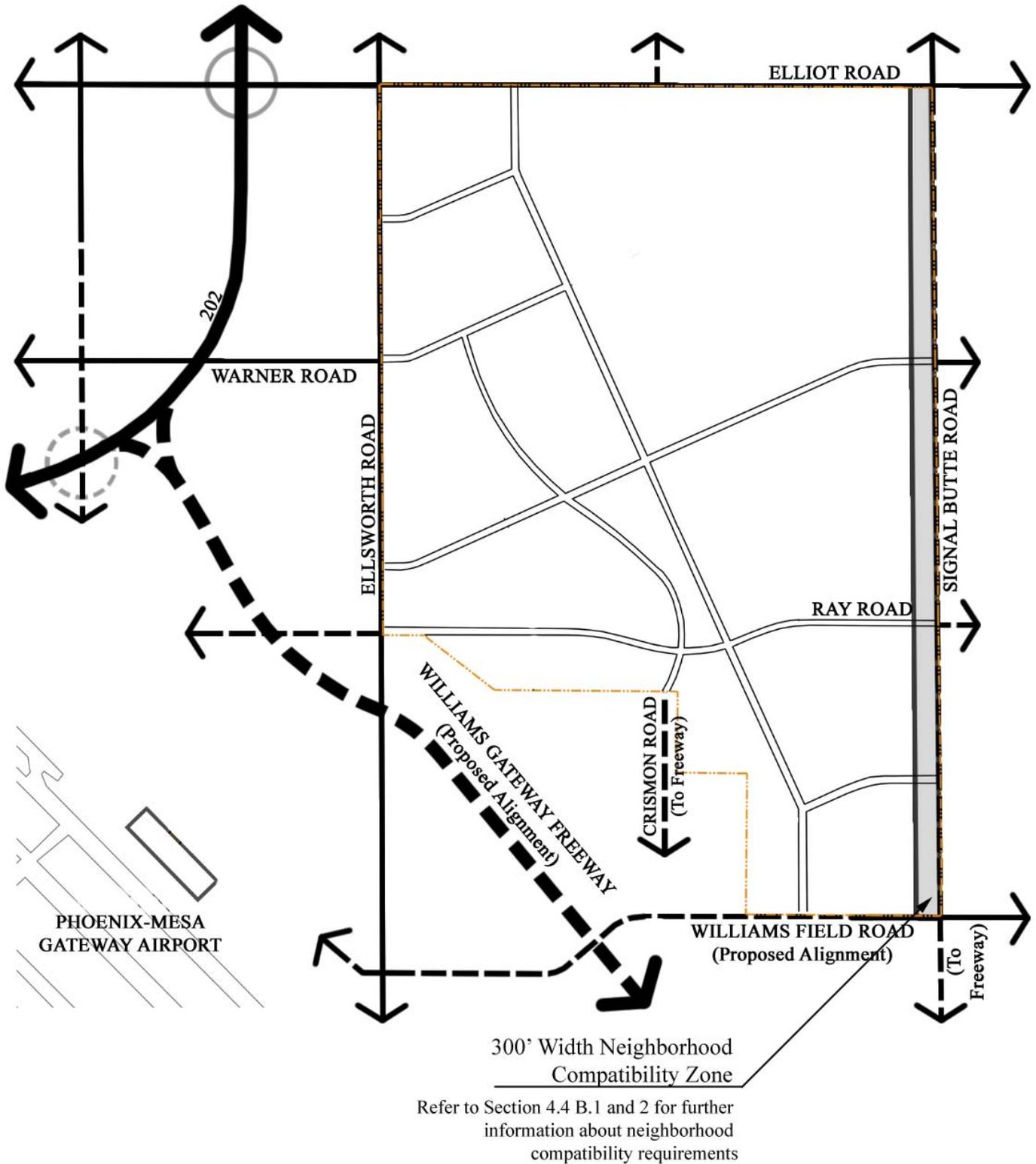


** Any acres not used for golf or Open Space, may be developed with uses consistent with the Mixed Use Employment land use category of the Mesa 2025 General Plan.

*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.

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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.

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, except for property with resort/hotel uses with 900 rooms or greater or property with associated convention center uses, 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 will be developed and submitted with each DU for that specific DU. 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. Master Non-Potable Water

The Property is within the City's water service area. A non-potable water system is proposed for golf course, park, and open space area uses within the Property. The proposed non-potable water system may decrease potable water demands. The Master Non-potable Water Report is intended to meet State of Arizona (the "State") and Maricopa County (the "County") requirements and provides general locations and sizes of the major infrastructure required to provide non-potable water to the community.

The City is planning the construction of a CAP water transmission main that will deliver raw water from the CAP to the South CAP Water Treatment Plant approximately one-half (1/2) mile northeast of the Property. A proposed turn-out structure along the Elliot Road transmission main prior to the South CAP Water Treatment Plant will allow non-potable water to be delivered by gravity to the Property. This will be the primary source of non-potable water for the Property. Proposed on-site piping will convey non-potable water to several on-site storage lakes at the golf courses and another centralized location within the Property. In addition, an on-site non-potable groundwater well is planned to serve as a backup source. It is anticipated that recovered reclaimed water long-term storage credits may be utilized by the City to draw the necessary water as a backup source during times that non-potable surface water is unavailable. Non-potable water for golf course irrigation will be conveyed by on-site private pumping and irrigation pipelines. Non-potable water for parks, schools and open-space areas may be delivered by a pump station located at the centralized park lakes and distribution piping system.

This non-potable water system has been developed based on the potential non-potable requirements for the Property. The conceptual locations for the major non-potable waterlines are shown on Plate 2 of the Master Non-potable Water Report prepared by Wood Patel. Actual on-site phasing will dictate the timing of non-potable water distribution construction. Construction of the non-potable facilities located within the Property will be installed in conjunction with infrastructure roadway improvements and will logically coincide with development phasing. The system will be appropriately sized based on planned building conditions as articulated in the DUPs.

The Master Non-potable Water Distribution Plan provides a hydraulic analysis of the proposed non-potable water distribution system that meets projected non-potable demands. A detailed hydraulic analysis of each DU's non-potable water distribution system will be completed with the submission of each DUP, if necessary.

C. 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.

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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.

D. 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 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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E. Master Transportation

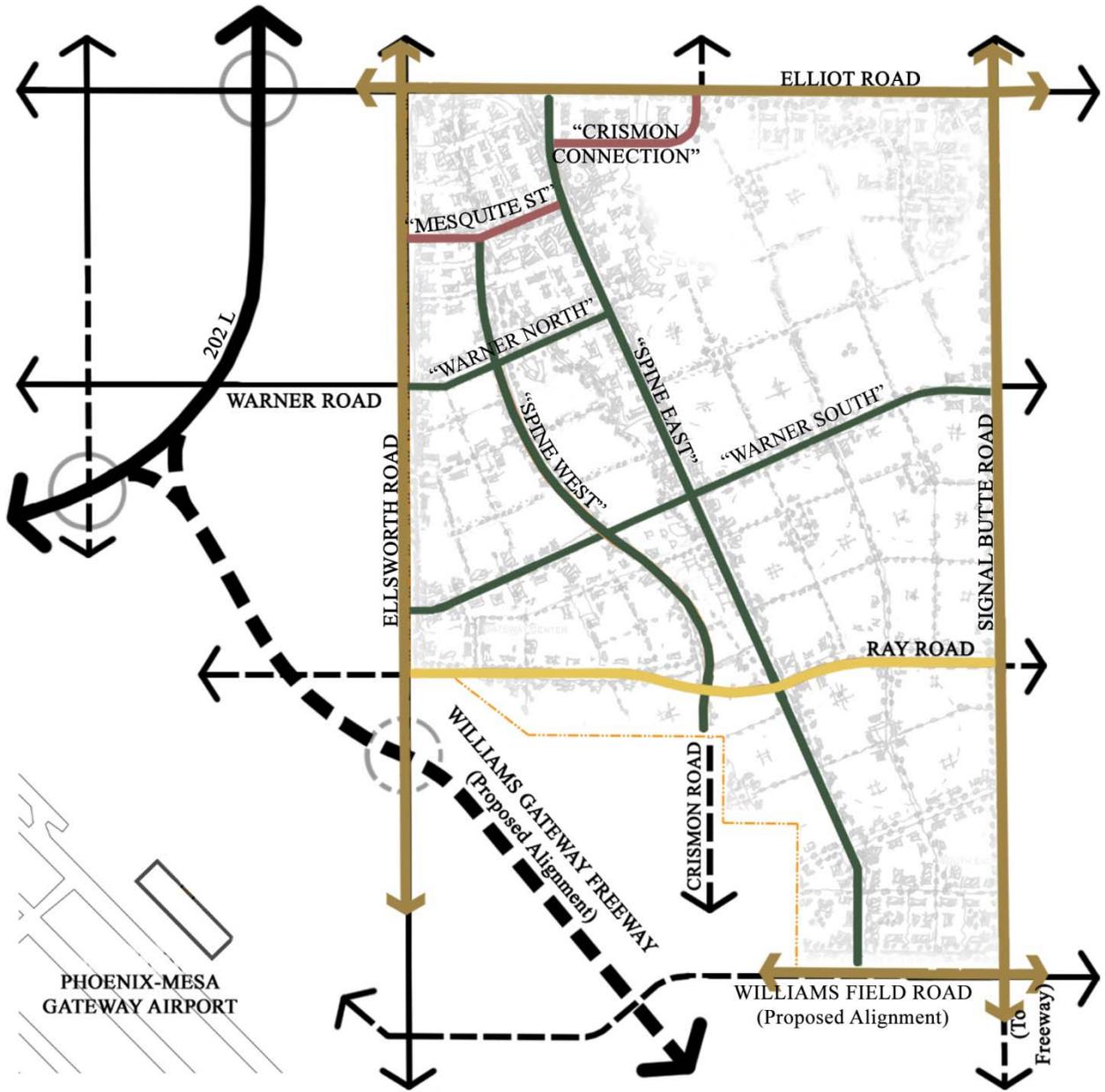
The Master Transportation Plan provides local and regional connectivity congruent with the City 2025 Transportation Plan. The mobility system for the Property offers an alternative approach to the build out of a master planned community with a circulation system that seeks to create a sustainable environment 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 two (2) 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 802 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. Construction of the SR 802 is programmed in the Maricopa Association of Governments RTP for years 2016 - 2020, though portions may be expedited.

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



LEGEND:

- Two-Way Four Lane District Street
- Two-Way Two Lane District Street
- 6 Lane Internal Arterial (Ray Road)
- 6 Lane Perimeter Arterial
- Existing Interchange
- Proposed Interchange

SUGGESTED POSTED SPEED LIMIT

Elliot, Signal Butte, Williams Field, Ellsworth	45
Ray Road	40
Spine West	35
Spine East, Mesquite St, Warner North, Warner South	30
Crismon Connection	25

Note: Roadway locations shown are conceptual. Final locations may vary. All intersections of district streets with arterial streets shall be where traffic signals are permitted. Refer to *Exhibit 10.17* - Signalized Intersection Locations.

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 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.

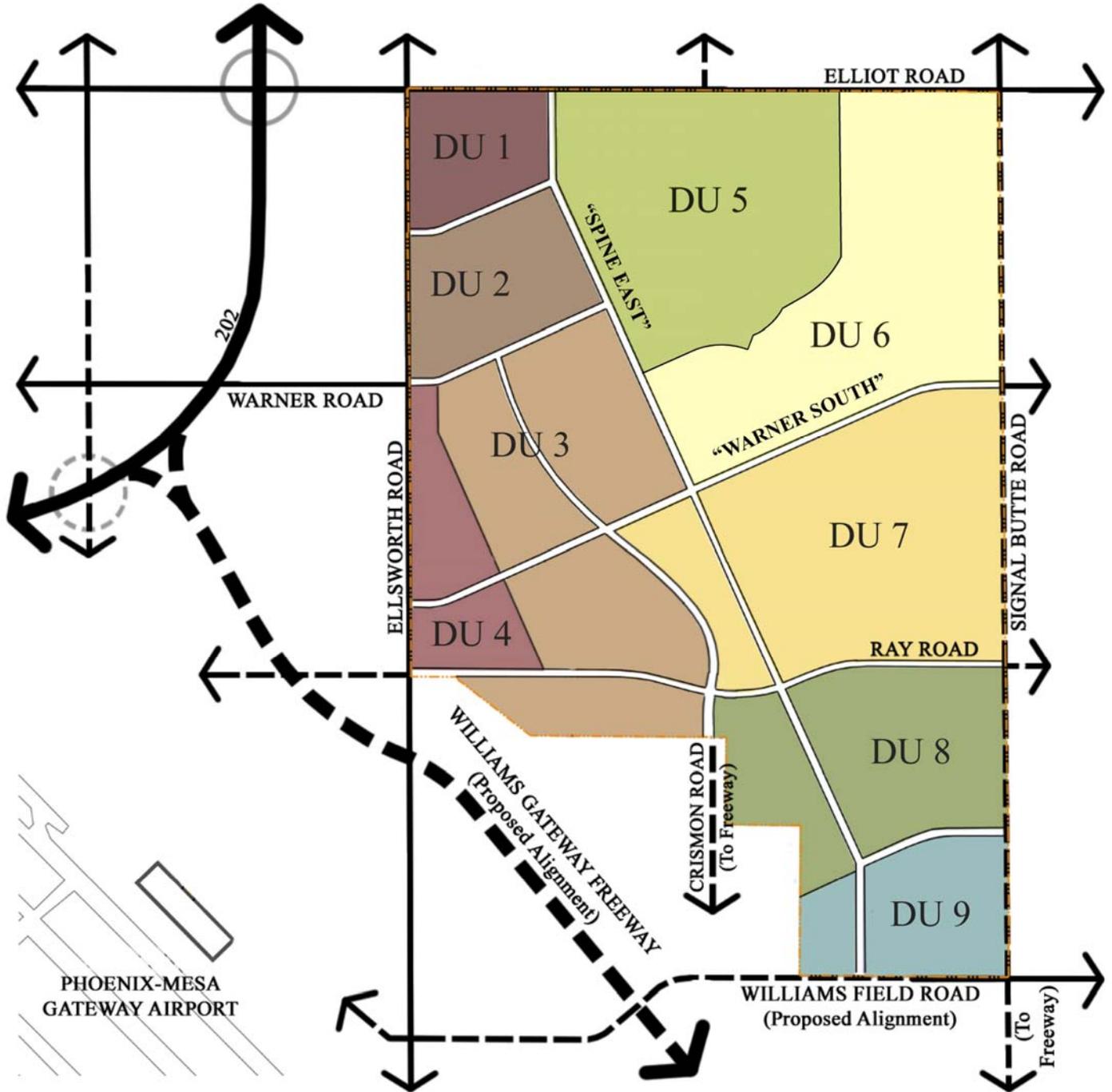
COMMUNITY PLAN

D. Submittals and Notification

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

COMMUNITY PLAN

Exhibit 4.4 - Development Unit Plan



Map Not to Scale

AMENDED 28 April 2011

COMMUNITY PLAN

Exhibit 4.5 - Land Use Budget

LAND USE BUDGET														
DEVELOPMENT UNIT	DWELLING UNITS		G.F.A. OF NON-RESIDENTIAL		HOTEL ROOMS	APPROX ACRES	LAND USE GROUP (LUG) MAXIMUM PERCENT OF LAND AREA ⁽¹⁴⁾							
	MINIMUM	- MAXIMUM	MINIMUM	- MAXIMUM			OS	CS	E	V	D	C	R	GU
DU #1	200	2,000	4,375,000	7,000,000		130	(12)	(12)					50(12)	100
DU #2	390	2,800	50,000	5,500,000		190				60			100	100
DU #3	1,120	3,600	50,000	1,000,000		540			90	90	20		80	20
DU #4	200	1,350	2,250,000	6,500,000		160	(12)	(12)				50	50	100
DU #5	710	1,680	1,875,000	8,750,000		472			40(12)	40(12)	40(12)		100	20(12)
DU #6	890	3,310	0	6,500,000		528			70(12)	70(12)	70(12)	40	40	40(12)
DU #7	1,270	4,060	0	375,000		590			20	100	100			20
DU #8 ⁽¹⁵⁾	890	2,810	0	350,000		350			100	100	100			50
DU #9 ⁽¹⁵⁾	430	1,250	0	500,000		200	(12)	(12)	50	100	100	70		70
					6,000									

- NOTES:**
1. 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
 2. Granny flats or guest units that are subordinate to a main dwelling unit do not count against the maximum dwelling units permitted.
 3. 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.
 4. Schools, recreation facilities, congregate care facilities, churches, community centers, and similar uses shall count against the total non-residential square feet permitted.
 5. 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.
 6. Hotel rooms may occur anywhere within the Property where LUGs allow for resort or hotel rooms. Bed and breakfast uses are subordinate to primary residential uses and do not count against the total GFA of non-residential uses the total hotel rooms or the total number of dwelling units.
 7. LUGs OS and CS allowed within all DUs.
 8. Minimum 390 acres of LUGs GU, UC 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.
 9. 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).
 10. A minimum of a) 180 acres for golf course use or b) 100 acres LUGs OS or CS must be designated within the community.
 11. Minimum 200 acres within the community must be LUG OS or CS (in addition to note #10).
 12. Not allowed to be a dominant presence.
 13. Single-family detached residential uses are prohibited north of one-half mile south of Elliot Road. Refer to **Exhibit 41** - Airport Compatibility.
 14. Maximum percentage of a DU's gross land area.
 15. 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 28 April 2011