

Section 3 Overall Vision

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

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

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

3.1 Vision Statement

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

3.2 21st Century Desert Liveable Community: A Refined Vision

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

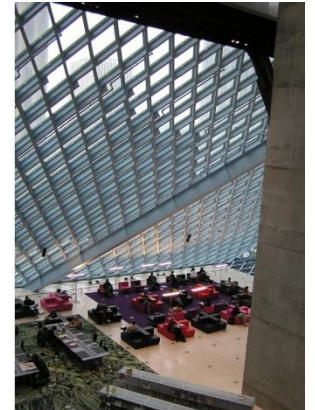
A. 21st Century

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

- Transformation at the speed of technology
- Superior traditional living environments

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



- Living Well Over Time
 - Recycle existing test tracks and roadways for use in new road base and paving materials
 - Grid rotated 22° to maximize views and solar orientation
 - Use of non-automobile trips encouraged by tight forms, enjoyable walkable streets, shaded walkways with slow moving vehicles which allow multiple modes of transportation in the same space; such as neighborhood electric vehicles, golf carts, and bicycles
 - Community that provides employment opportunities within the community and within the general area shortens travel distances required for the activities of daily life – work, live, play, worship, learn, shop, dine (reducing vehicle miles traveled)
 - Street trees, neighborhood parks, and great park network assist in mitigating the heat island effect
 - Integrated stormwater management reduces water use in common landscape areas, aids in aquifer recharge and assists with quality issues
- Creating a practical and sensible place to live and/or work in terms of costs and convenience

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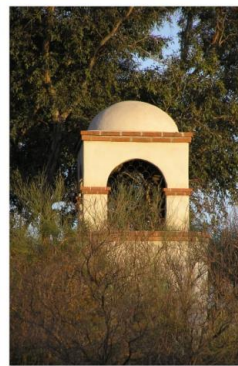
- “Smart growth” land plans mean controlled development costs that can be reflected in the home buying process
- Compact lots including market rate lots translate to lower maintenance costs for home owners
- Transportation costs can be reduced based on convenient walking distances and alternative modes of transportation
- Recreation areas are accessible via great streets
- Regional shopping is demand-based and located within activity cores adjacent to major arterials
- Shopping is located at neighborhood centers – some within convenient walking distance from home
- Schools and educational establishments located close to home



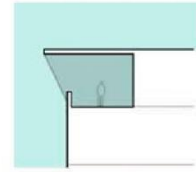
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B. Desert

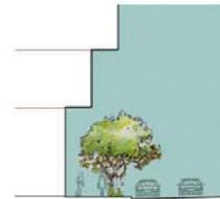
- An enduring place that capitalizes on location and climate, shaping life for generations
- The importance of shade and shadow
 - Compact development, narrow streets and tree-lined streets to maximize shade along the streets
- Buildings, blocks and neighborhoods oriented for optimum solar orientation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



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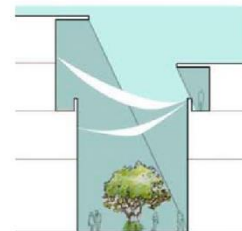
Deep shading devices keep direct sunlight off of shallow balconies and glazed penthouses on south and west facades.



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



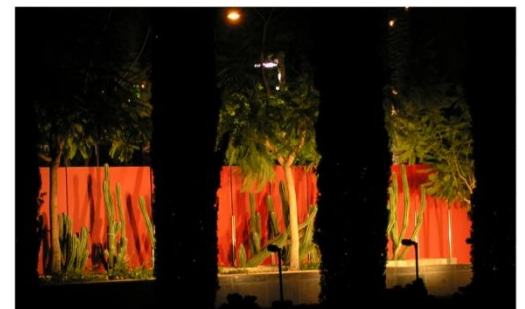
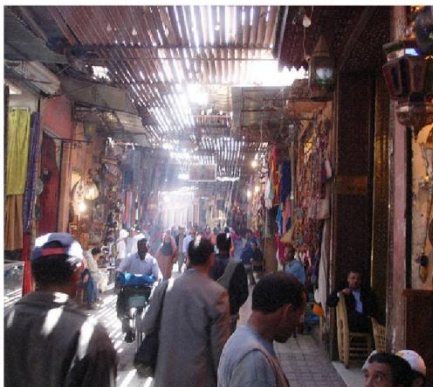
Trees along east and north sides of the streets shade pedestrian environments and south and west facing retail frontage. Fabric awnings provide additional shade and enhance streetscape.



Fabric or other material shade structures cool retail environments.



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



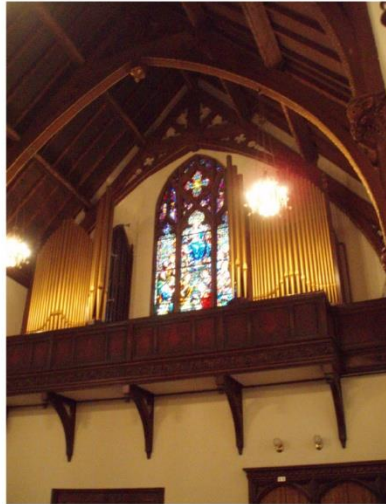
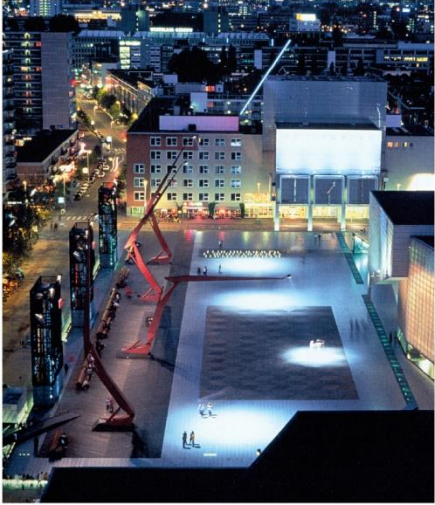
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C. Liveable Community

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



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3.3 The Strategy

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

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

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

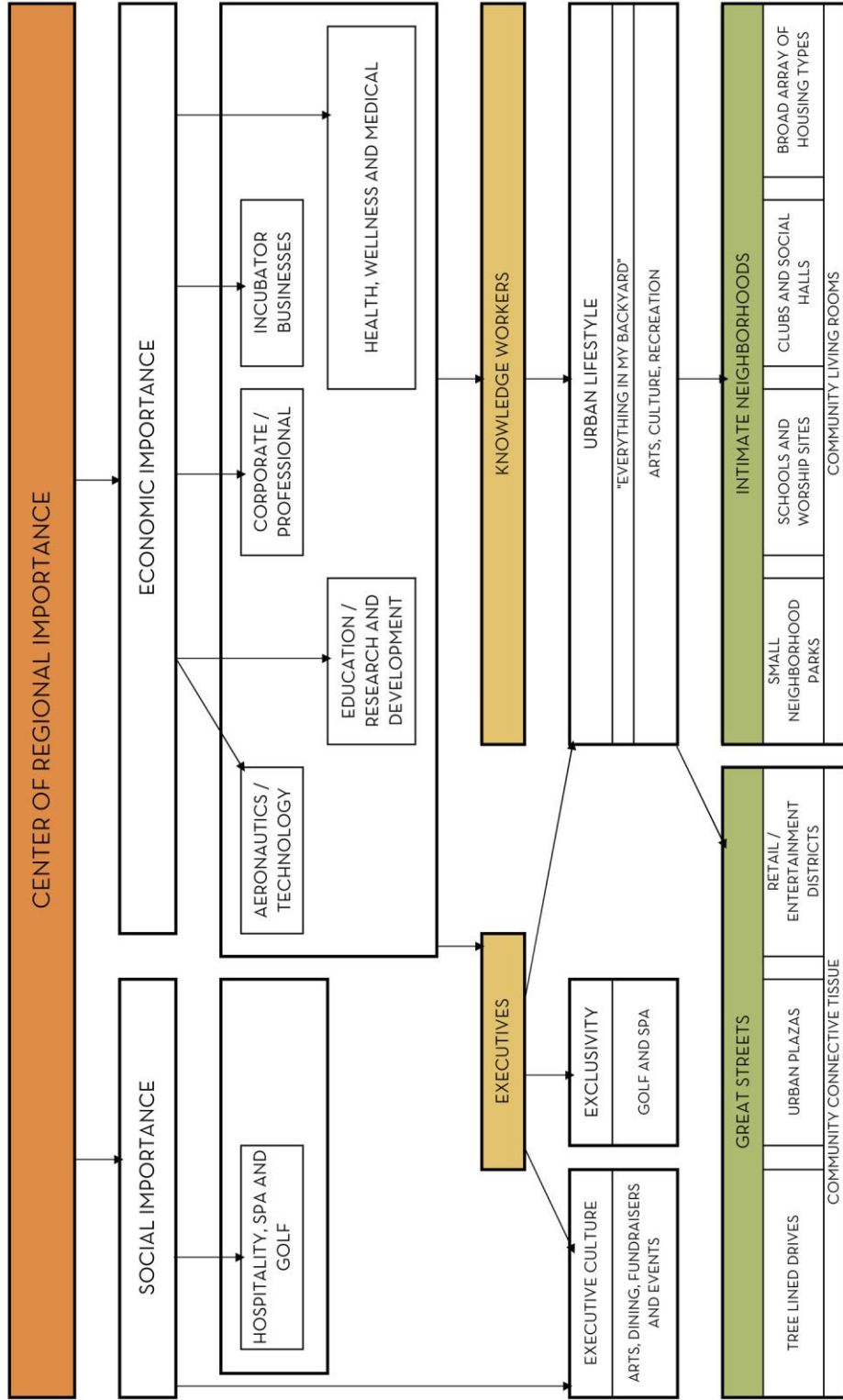
- A mixed-use activity center that provides for shopping, entertainment, employment and living opportunities
- Key regional amenities and living environments, such as schools, parks, and employment uses, that solidify the Property and the Gateway Area as a true destination environment
- Residential neighborhoods that emphasize a spectrum of housing opportunities in intimate neighborhoods where walking is encouraged
- Architectural design and development features that celebrates community and place
- Transportation strategy, which includes great streets that emphasizes connectivity and can integrate a multi-modal system of access as set forth in Section 10
- A park system that incorporates a sophisticated open space framework to embrace nature and connect people
- Development that is guided by implementation of a hybrid form-based code that allows a variety of uses to exist harmoniously together

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- Providing appropriate infrastructure upfront to allow for modifications and changes to the intensity of development over time
- A street system that is specifically designed to slow traffic, provide for multiple choices for trips, provide more street frontage and intersections for development, and give opportunities for multiple modes of transportation
- The chassis plan shown on **Exhibit 3.3** – “Chassis” Plan demonstrates the framework in creating spaces connected by parks, great streets, intimate neighborhoods and smaller nodes. **Exhibit 3.4** – Conceptual Development Plan depicts one of many development plans that could implement the intensities outlined in the Budget

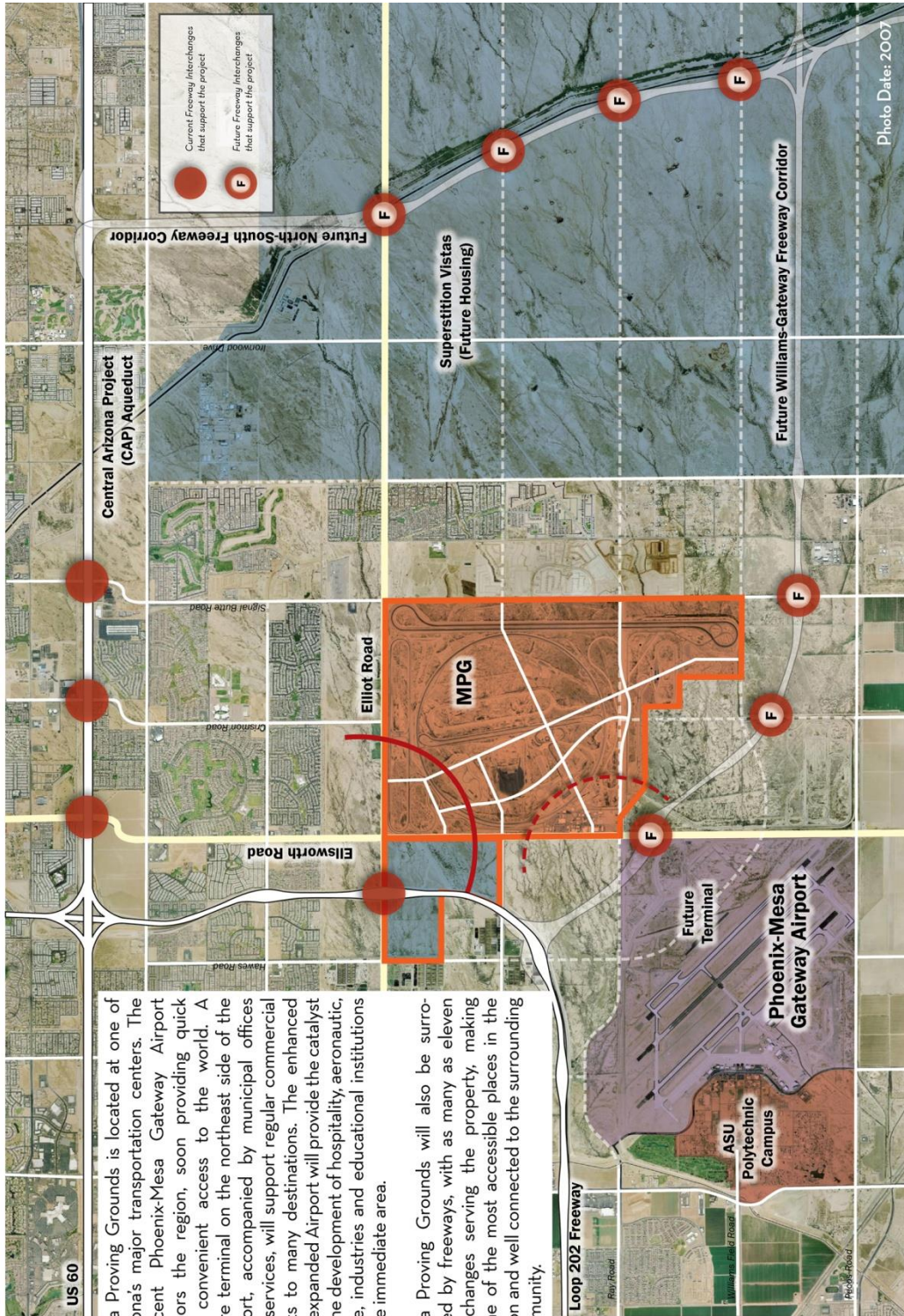
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Exhibit 3.1 - The Strategy



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Exhibit 3.2 – External Transportation Infrastructure

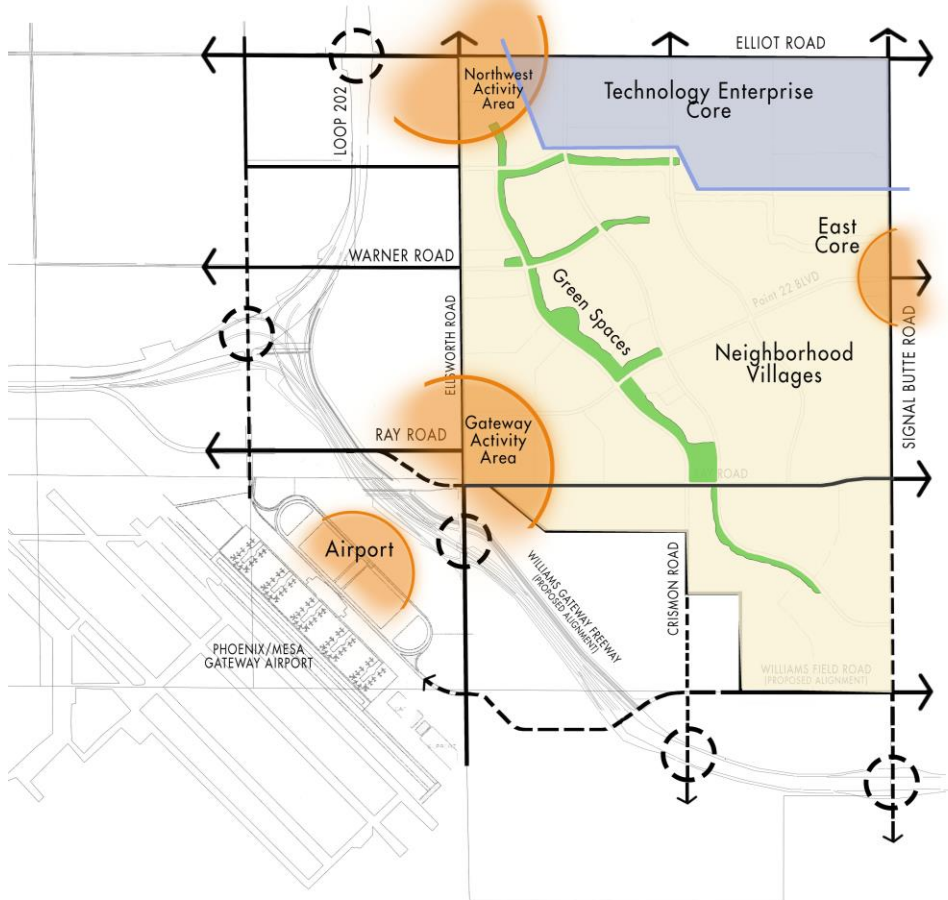


Mesa Proving Grounds is located at one of Arizona's major transportation centers. The adjacent Phoenix-Mesa Gateway Airport anchors the region, soon providing quick and convenient access to the world. A future terminal on the northeast side of the Airport, accompanied by municipal offices and services, will support regular commercial flights to many destinations. The enhanced and expanded Airport will provide the catalyst for the development of hospitality, aeronautic, office, industries and educational institutions in the immediate area.

Mesa Proving Grounds will also be surrounded by freeways, with as many as eleven interchanges serving the property, making it one of the most accessible places in the region and well connected to the surrounding community.

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Exhibit 3.3 - "Chassis" Plan



3.4 Planning Principles

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

A. Coordinated Connections

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

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

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

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

B. Framework to Evolve

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

Another important component of the framework to evolve includes the strategy of multiple activity areas. Like any great environment, the evolution of places includes different identifiable environments that have unique characteristics that

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complement the overall fabric and identity of a community. Having multiple areas will provide for options within the market place based on user group needs and economic conditions. For example, not every new employer considering locating to the Property will require an urban office location. The plan provides considerable land use options by providing a variety of locations and choices for office, commercial, employment, and light industrial environments. This ability to evolve will allow Mesa Proving Grounds the opportunity to capture a broad-based segment of the market that ranges from office, retail, industrial, residential and specialty uses.

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

C. Living Well Over Time

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

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

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

3.5 Design Theme

A. Project Design Theme

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

1. **Mix of Land Uses.** The range of proposed land uses will be thoughtfully organized to encourage connectivity where appropriate and to provide separation where needed. This will result in pedestrian friendly environments that will allow residents and visitors the opportunity to enjoy short walks to a variety of places that may include: restaurants, shops, offices, schools, parks, churches, and other such uses. The compact pedestrian friendly neighborhoods, villages and cores will be designed with safe, attractive sidewalks that will provide an enjoyable and exciting environment.
2. **Integration of Street Network.** Rather than suburban street layout models that focus on major arterials and a series of dead-end cul-de-sacs, the road system for Mesa Proving Grounds will be designed to provide seamless connections throughout the development with an intricate hierarchical road system that meets traffic demands without creating road barriers. For Mesa Proving Grounds, the streets will not only serve automobiles, but will be designed to encourage walking and cycling. These pedestrian and bike friendly roads will complement the compact, pedestrian environments and integrated land uses.
3. **Creation of Outdoor Rooms.** The site and proposed development that focuses on pedestrian friendly compact and mixed-use development can be transformed into a series of outdoor rooms that will provide an environment for people to enjoy. Unlike typical suburban models, the plan for Mesa Proving Grounds is to incorporate plazas, squares and parks that are engaged with a range of integrated land uses. Concerts, festivals and special events will be a part of the community fabric that fills these outdoor places with activity. Shade and trees can provide buffers from the sun and accent the Sonoran Desert setting.

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

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3.6 Community Facilities

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

A. Schools

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

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

B. Public Safety

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

C. Parks/Open Space

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

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areas maintained as open space. Open space areas may include landscaped areas along or in roadways, civic and cultural uses.

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

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

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

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

D. Library

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

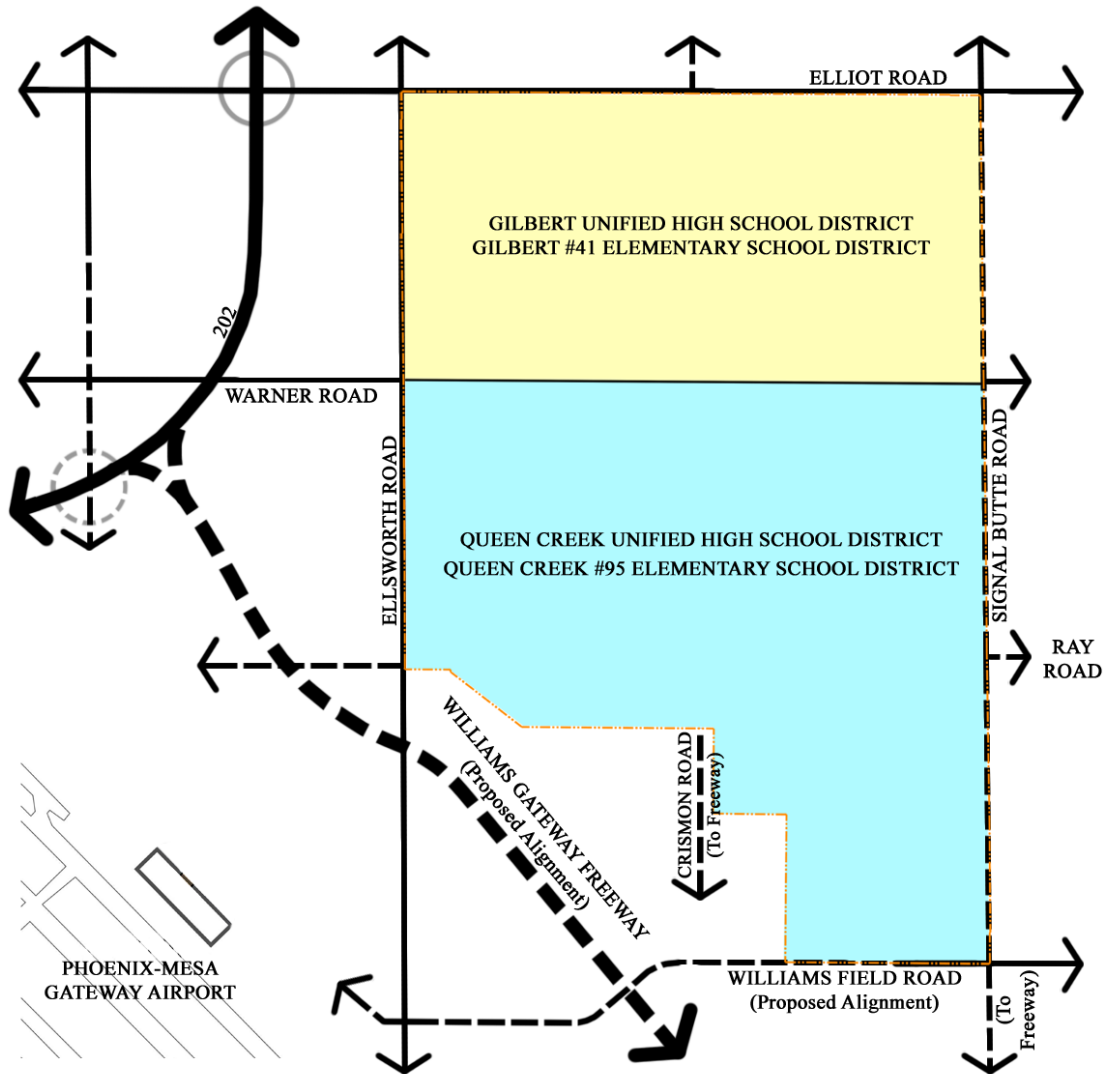
E. Transit Facilities

The inclusion of connected transportation features in the community will have a very positive impact on the overall demands of the internal and external transportation systems. The development of the Property will include the provision of on-street transit transfer locations within each of the Activity Centers as well as other multi-modal transportation features. Further, the improvements will include, as needed and appropriate, transit shelters, benches, bike racks, and

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lighting at appropriate intervals along arterial and district roadways to support transit service. Transit facilities may be customized to complement the character of the community.

Exhibit 3.5 – School District Map



AMENDED August 27, 2018 (Major Amendment to CP – ZON18-00121)