

**EXHIBIT A – AMENDMENT TO
PV303
PAD Development Parameters and Uses
(April 2015)**

The Development Parameters for PV303 are written to be comprehensive in nature. This is to enable a variety of uses that are compatible with Luke AFB, Goodyear's zoning ordinance and Arizona statutes. Due to PV303's favorable location next to the Loop 303 freeway, Indian School and Camelback Roads, potential users for this project have encouraged development. To this end, the land owner has made application with the City of Goodyear for PAD zoning.

Generally consistent with the approved Palm Valley Master Plan and the City's General Plan, the applicant is seeking industrial and commercial uses within the PAD zoning classification. Using PAD zoning instead of straight C-2 and I-1 zoning classifications will allow for some development parameter modifications specialized for Palm Valley 303.

To quantify the Development Parameters and Uses for PV303, the following outline is offered.

PAD for PV303

I. Phase I

- A. Phase I has already been zoned PAD. The underlying zoning districts in Phase I are C-2 and I-1 with certain exceptions and restrictions, as noted below.
- B. The Palm Valley 303 Master Design Guidelines and Comprehensive Sign Package shall apply to this Phase, known as Perimeter West One. Separate design guidelines and comprehensive sign package shall be submitted prior to approval of a site plan for any commercial project located in the C-2 zone.
- C. Luke AFB will be given the opportunity to review all building plans before a permit is approved by the City of Goodyear.
- D. C-2 Zone: Permitted Uses; Permitted Accessory Uses; Use Permit Uses; and Prohibited Uses.
 - a. Permitted Uses, Permitted Accessory Uses and Use Permit Uses on land in the C-2 zone shall be those listed in the Zoning Ordinance for the C-2 district, except as follows:
 - i. Land located in the APZ I and APZ II shall be limited to the C-2 uses allowed in APZ I and APZ II under ARS Section 28-8481 K, unless a specific C-2 use is otherwise agreed to in writing by Luke AFB, the City of Goodyear's Community Development Director, and the property owner.
- E. I-1 Zone: Permitted Uses; Permitted Accessory Uses; Use Permit Uses; and Prohibited Uses.
 - a. Permitted Uses, Permitted Accessory Uses and Use Permit Uses on land in the I-1 zone shall be those listed in the Zoning Ordinance for the I-1 district, except as follows:
 - i. Land located in the APZ II shall be limited to the I-1 uses allowed in APZ II under ARS Section 28-8481 K, unless a specific I-1 use is

- otherwise agreed to in writing by Luke AFB, the City of Goodyear's Community Development Director, and the property owner.
 - ii. Permitted uses in the I-1 zone shall include large distribution buildings; retail plant nursery; tree farm; and heavy equipment sales, display, demonstration and repair.
 - iii. No industrial use may emit prohibited substances as defined by ARS Section 28-8481 K, Footnote 16.
 - b. Prohibited Uses shall include all residential uses, schools, day care, and commercial office developments and/or complexes.
- F. Special Uses and Uses Requiring Additional Evaluation
 - a. Special Uses and Uses Requiring Additional Evaluation shall be processed as provided for in Article 4 of the Zoning Ordinance.
- G. Maximum Building Height
 - a. No buildings are permitted in the APZ I, unless located below grade or otherwise agreed to in writing by Luke AFB, the City of Goodyear's Community Development Director, and the property owner. In no case shall a building in APZ I exceed 50 feet in height.
 - b. All buildings within the APZ II cannot exceed 75 feet in height.
 - c. In areas outside of the APZ II, building heights cannot exceed 56 feet on land in the C-2 zone and 75 feet on land in the I-1 zone.
- H. Required Setbacks
 - a. Setbacks for buildings shall comply with the setbacks for the C-2 and I-1 districts based on district in which the land is located, except as follows:
 - i. A zero side setback is permitted in the areas zoned C-2, provided the building meets all applicable building codes.
- I. Off-Street Parking
 - a. Off-street parking shall be provided as required by Article 6 of the Zoning Ordinance, except as modified in the Palm Valley 303 Master Design Guidelines.
- J. Development Regulations and Standards, Landscaping and Property Improvement Standards
 - a. The Development Regulations and Standards, Landscaping and Property Improvements shall be as provided in the Palm Valley 303 Master Design Guidelines.
 - b. If the Palm Valley 303 Master Design Guidelines do not specify a standard, the standards and requirements contained in the Zoning Ordinance shall apply.
 - c. Large industrial buildings, in excess of 100,000 square feet may be permitted to deviate from the standards set forth in the Zoning Ordinance and City of Goodyear Design Guidelines in relation to architecture (i.e., Design Review), architectural harmony, four-sided architecture, and signage as approved on a case by case basis by the Community development Director or his designee at the time of site plan review, subject to appeal to the Design Guidelines Appeals Board, as provided by Article 1-4 of the Zoning Ordinance.
 - d. No building shall have roll-up doors facing the following streets or roadways:
 - i. Loop 303;

- ii. Indian School Road from Cotton Lane to the eastern boundary of Palm Valley 303, 500 feet east of the Sarival Road alignment;
 - iii. Cotton Lane from Camelback Road to Indian School Road;
 - iv. Camelback Road from Cotton Lane to the eastern boundary of Palm Valley 303, 1,000 feet east of the Reems Road alignment; and,
- e. The Community Development Director, or his designee, shall have the authority to allow portions of a building to have roll-up doors adjacent to the above-listed public roadways if the following screening standards are provided in an acceptable manner at the time of Site Plan review:
 - i. A combination of a landscaped berm(s) and solid masonry wall(s) is provided to screen the roll-up doors from public view and from the adjacent roadway(s); and,
 - ii. A minimum of two (2) continuous offset rows of appropriate 24-inch box trees are provided to screen the roll-up doors from public view and from the adjacent roadways(s).

II. Phase II

- A. The underlying zoning district in Phase II will be I-1 with certain exceptions and restrictions, as noted below.
- B. The Palm Valley 303 Master Design Guidelines and Comprehensive Sign Package shall apply to this Phase.
- C. Luke AFB will be given the opportunity to review all building plans before a permit is approved by the City of Goodyear.
- D. Permitted Uses; Permitted Accessory Uses; Use Permit Uses; and Prohibited Uses.
 - a. Permitted Uses, Permitted Accessory Uses and Use Permit Uses on land in the I-1 zone shall be those listed in the Zoning Ordinance for the I-1 district, except as follows:
 - iii. Land located in APZ I and APZ II shall be limited to the I-1 uses allowed in APZ I and APZ II under ARS Section 28-8481 K, unless a specific I-1 use is otherwise agreed to in writing by Luke AFB, the City of Goodyear's Community Development Director, and the property owner.
 - iv. Permitted uses in the I-1 zone shall include support offices for warehouse/distribution buildings; warehouse/distribution buildings; tree farm; heavy equipment sales, display, demonstration and repair.
 - v. No industrial use may emit prohibited substances as defined by ARS Section 28-8481 K, Footnote 16.
 - b. Prohibited Uses shall include all residential uses, schools, day care, churches, office buildings, veterinary offices, veterinary hospitals or scientific or research uses.
- E. Special Uses and Uses Requiring Additional Evaluation
 - a. Special Uses and Uses Requiring Additional Evaluation shall be processed as provided for in Article 4 of the Zoning Ordinance.
- F. Maximum Building Height
 - a. No buildings are permitted in the APZ I, unless located below grade or otherwise agreed to in writing by Luke AFB, the City of Goodyear's Community Development Director, and the property owner. In no case shall a building in APZ I exceed 50 feet in height.
 - b. The maximum building height for that portion of Phase II located outside of APZ I is 75 feet.
- G. Required Setbacks
 - a. Setbacks for buildings shall comply with the setbacks for the I-1 district.
- H. Off-Street Parking
 - a. Off-street parking shall be provided as required by Article 6 of the Zoning Ordinance, except as modified in the Palm Valley 303 Master Design Guidelines.
- I. Development Regulations and Standards, Landscaping and Property Improvement Standards
 - a. The Development Regulations and Standards, Landscaping and Property Improvements shall be as provided in the Palm Valley 303 Master Design Guidelines.

- b. If the Palm Valley 303 Master Design Guidelines do not specify a standard, the standards and requirements contained in the Zoning Ordinance shall apply.
- c. Sound/attenuation for large warehouse/distribution buildings will be limited to the ceiling only.
- d. No building shall have roll-up doors facing the following streets or roadways:
 - i. Loop 303;
 - ii. Indian School Road from Cotton Lane to the eastern boundary of Palm Valley 303, 500 feet east of the Sarival Road alignment;
 - iii.
 - iv. Camelback Road from Cotton Lane to the eastern boundary of Palm Valley 303, 1,000 feet east of the Reems Road alignment;
- f. The Community Development Director, or his designee, shall have the authority to allow portions of a building to have roll-up doors adjacent to the above-listed public roadways if the following screening standards are provided in an acceptable manner at the time of Site Plan review:
 - i. A combination of a landscaped berm(s) and solid masonry wall(s) is provided to screen the roll-up doors from public view and from the adjacent roadway(s); and,
 - ii. A minimum of two (2) continuous offset rows of appropriate 24-inch box trees are provided to screen the roll-up doors from public view and from the adjacent roadways(s).

III. Phase III

- A. The underlying zoning district in Phase III will be C-2 with certain exceptions and restrictions, as noted below.
- B. The Palm Valley 303 Master Design Guidelines and Comprehensive Sign Package shall apply to this Phase. Separate design guidelines and comprehensive sign package shall be submitted prior to approval of a site plan for any commercial project located in the C-2 zone.
- C. Luke AFB will be given the opportunity to review all building plans before a permit is approved by the City of Goodyear.
- D. Permitted Uses; Permitted Accessory Uses; Use Permit Uses; and Prohibited Uses.
 - a. Permitted Uses, Permitted Accessory Uses and Use Permit Uses on land in the C-2 zone shall be those listed in the Zoning Ordinance for the C-2 district, except as follows:
 - i. Land located in the APZ II (including the Extended APZ II) shall be limited to the C-2 uses allowed in APZ II under ARS Section 28-8481 K, unless a specific C-2 use is otherwise agreed to in writing by Luke AFB, the City of Goodyear's Community Development Director, and the property owner.
 - b. For land located within APZ II or the 65Ldn noise contour, the following uses shall be prohibited: all residential uses, hotels and motels, hospitals, day care, schools, and churches.
- E. Special Uses and Uses Requiring Additional Evaluation
 - a. Special Uses and Uses Requiring Additional Evaluation shall be processed as provided for in Article 4 of the Zoning Ordinance.
- F. Maximum Building Height
 - a. All buildings within the APZ II (including the Extended APZ II) shall not exceed 50 feet in height, unless otherwise approved by Luke AFB, and in no case shall a building exceed 56 feet, as defined for the C-2 district.
 - b. Buildings located in the area outside of APZ II (including the Extended APZ II) shall have a maximum height of 75 feet, or five stories, whichever is less.
- G. Required Setbacks
 - a. Setbacks for buildings shall comply with the setbacks for the C-2 district except that, along any property line that abuts, or is across the street from, a residential district, the setback shall be provided as follows:
 - i. For any property line that abuts a residential district, the setback shall be 50 feet for any building over 30 feet in height with an additional five feet of setback provided for every foot of building height over 30 feet.
 - ii. For any property line that is across the street from a residential district, the setback shall be 30 feet from said property line for any building over 30 feet in height with an additional 3 1/2 feet of setback provided for every foot of building height over 30 feet.
- H. Off-Street Parking

- a. Off-street parking shall be provided as required by Article 6 of the Zoning Ordinance, except as modified in the Palm Valley 303 Master Design Guidelines.
- I. Development Regulations and Standards, Landscaping and Property Improvement Standards
 - a. The Development Regulations and Standards, Landscaping and Property Improvements shall be as provided in the Palm Valley 303 Master Design Guidelines.
 - b. If the Palm Valley 303 Master Design Guidelines do not specify a standard, the standards and requirements contained in the Zoning Ordinance shall apply.
 - c. No building shall have roll-up doors facing the following streets or roadways:
 - i. Loop 303;
 - ii. Indian School Road from Cotton Lane to the eastern boundary of Palm Valley 303, 500 feet east of the Sarival Road alignment;
 - iii. Charles Boulevard from Sarival Road to Falcon Drive.
 - d. On all other streets, a building may have roll-up doors facing the street, provided the roll-up doors are adequately screened by a wall and/or landscaping or designed to minimize their visibility from the street.

IV. Phase IV

- A. The underlying zoning districts in Phase IV will be C-2 and I-1 with certain exceptions and restrictions, as noted below.
- B. The Palm Valley 303 Master Design Guidelines and Comprehensive Sign Package shall apply to this Phase. Separate design guidelines and comprehensive sign package shall be submitted prior to approval of a site plan for any commercial project located in the C-2 zone.
- C. Luke AFB will be given the opportunity to review all building plans before a permit is approved by the City of Goodyear.
- D. C-2 Zone: Permitted Uses, Permitted Accessory Uses and Use Permit Uses; and Prohibited Uses.
 - a. Permitted Uses, Permitted Accessory Uses and Use Permit Uses on land in the C-2 zone shall be those listed in the Zoning Ordinance for the C-2 district, except as follows:
 - i. Land located in APZ I and APZ II shall be limited to the C-2 and I-1 uses allowed in APZ I and APZ II under ARS Section 28-8481 K, unless a specific C-2 or I-1 use, depending on the underlying district, is otherwise agreed to in writing by Luke AFB, the City of Goodyear's Community Development Director, and the property owner.
 - b. Prohibited Uses shall include all residential uses, hotels and motels, hospitals, and overnight day care. Additional prohibited uses within the APZ II shall include day care, schools, churches, office buildings, veterinary offices & hospitals, and scientific or research uses.
- E. I-1 Zone: Permitted Uses, Permitted Accessory Uses and Use Permit Uses; and Prohibited Uses.
 - a. Permitted Uses, Permitted Accessory Uses and Use Permit Uses on land in the I-1 zone shall be those listed in the Zoning Ordinance for the I-1 district, except as follows:
 - i. Land located in APZ I and APZ II shall be limited to the uses allowed in APZ I and APZ II under ARS Section 28-8481 K, unless a specific I-1 use is otherwise agreed to in writing by Luke AFB, the City of Goodyear's Community Development Director, and the property owner.
 - ii. On land in the I-1 zone located outside of the APZ I and APZ II, up to 25% of the building area may be used for retail sales.
 - b. No industrial use may emit prohibited substances, as defined by ARS Section 28-8481 K, Footnote 16.
 - c. Prohibited Uses shall include all residential uses, hotels and motels, hospitals, and overnight day care. Additional prohibited uses within the APZ II shall include day care, schools, churches, office buildings, veterinary offices & hospitals, and scientific or research uses.
- F. Special Uses and Uses Requiring Additional Evaluation
 - a. Special Uses and Uses Requiring Additional Evaluation shall be processed as provided for in Article 4 of the Zoning Ordinance.
- G. Maximum Building Height

- a. No buildings are permitted in the APZ I, unless located below grade or otherwise agreed to in writing by Luke AFB, the City of Goodyear's Community Development Director, and the property owner. In no case shall any building in APZ I exceed 50 feet in height.
- c. On land in the APZ II, building height shall not exceed 50 feet in height, unless otherwise approved by Luke AFB, and in no case shall any building exceed 56 feet, as defined for the C-2 district.
- d. Buildings located in the area outside of APZ II shall have a maximum height of 75 feet, or five stories, whichever is less.

H. Required Setbacks

- a. Setbacks for buildings in the I-1 and C-2 zones shall comply with the setbacks for the district in which the building is located, except that, along any property line that abuts, or is across the street from, a residential district, the setback shall be provided as follows:
 - i. For any property line that abuts a residential district, the setback shall be 50 feet for any building over 30 feet in height with an additional five feet of setback provided for every foot of building height over 30 feet.
 - ii. For any property line that is across the street from a residential district, the setback shall be 30 feet from said property line for any building over 30 feet in height with an additional 3 1/2 feet of setback provided for every foot of building height over 30 feet.

I. Off-Street Parking

- a. Off-street parking shall be provided as required by Article 6 of the Zoning Ordinance, except as modified in the Palm Valley 303 Master Design Guidelines.

J. Development Regulations and Standards, Landscaping and Property Improvement Standards

- a. The Development Regulations and Standards, Landscaping and Property Improvements shall be as provided in the Palm Valley 303 Master Design Guidelines.
- b. If the Palm Valley 303 Master Design Guidelines do not specify a standard, the standards and requirements contained in the Zoning Ordinance shall apply.
- c. No building shall have roll-up doors facing the following streets or roadways:
 - i. Camelback Road from Cotton Lane to the eastern boundary of Palm Valley 303, 1,000 feet east of the Reems Road alignment; and,
 - ii. Charles Boulevard from Sarival Road to Falcon Drive.
- d. On all other streets, a building may have roll-up doors facing the street, provided the roll-up doors are adequately screened by a wall and/or landscaping or designed to minimize their visibility from the street.

V. Phase V

- A. The underlying zoning district in Phase V will be C-2 with certain exceptions and restrictions, as noted below.
- B. The Palm Valley 303 Master Design Guidelines and Comprehensive Sign Package shall apply to this Phase. Separate design guidelines and comprehensive sign package shall be submitted prior to approval of a site plan for any commercial project located in the C-2 zone.
- C. Luke AFB will be given the opportunity to review all building plans before a permit is approved by the City of Goodyear.
- D. C-2 Zone: Permitted Uses, Permitted Accessory Uses; Use Permit Uses; and Prohibited Uses.
 - a. Permitted Uses, Permitted Accessory Uses and Use Permit Uses on land in the C-2 zone shall be those listed in the Zoning Ordinance for the C-2 district, except as follows:
 - i. Land located in the APZ II (including the Extended APZ II) shall be limited to the C-2 uses allowed in APZ II under ARS Section 28-8481 K, unless a specific C-2 use is otherwise agreed to in writing by Luke AFB, the City of Goodyear's Community Development Director, and the property owner.
 - b. The following uses shall be prohibited within APZ II (including the Extended APZ II): all residential uses, hotels and motels, hospitals, day care, schools, churches, office buildings, veterinary offices and hospitals, and scientific or research uses.
 - c. The following uses shall be prohibited on land located outside of APZ II (including the Extended APZ II), but within the 65Ldn noise contour: all residential uses, hotels and motels, hospitals, day care, schools, and churches.
- E. Special Uses and Uses Requiring Additional Evaluation
 - a. Special Uses and Uses Requiring Additional Evaluation shall be processed as provided for in Article 4 of the Zoning Ordinance.
- F. Maximum Building Height
 - a. On land in the APZ II (including the Extended APZ II), building height shall not exceed 75 feet in height, unless otherwise approved by Luke AFB, and in no case shall any building exceed 75 feet, or five stories whichever is less.
 - b. Buildings located in the area outside of APZ II (including the Extended APZ II) shall have a maximum height of 75 feet, or five stories, whichever is less.
- G. Required Setbacks
 - a. Setbacks for buildings shall comply with the setbacks for the C-2 district, except that, along any property line that abuts, or is across the street from, a residential district, the setback shall be provided as follows:
 - i. For any property line that abuts a residential district, the setback shall be 50 feet for any building over 30 feet in height with an additional five feet of setback provided for every foot of building height over 30 feet.
 - ii. For any property line that is across the street from a residential district (not including property lines adjacent to a freeway), the setback shall

be 30 feet from said property line for any building over 30 feet in height with an additional 3 1/2 feet of setback provided for every foot of building height over 30 feet.

H. Off-Street Parking

- a. Off-street parking shall be provided as required by Article 6 of the Zoning Ordinance, except as modified in the Palm Valley 303 Master Design Guidelines.

I. Development Regulations and Standards, Landscaping and Property Improvement Standards

- a. The Development Regulations and Standards, Landscaping and Property Improvements shall be as provided in the Palm Valley 303 Master Design Guidelines.
- b. If the Palm Valley 303 Master Design Guidelines do not specify a standard, the standards and requirements contained in the Zoning Ordinance shall apply.
- c. No building shall have roll-up doors facing the following streets or roadways:
 - i. Loop 303;
 - ii. Indian School Road from Cotton Lane to the eastern boundary of Palm Valley 303, 500 feet east of the Sarival Road alignment;
- d. On all other streets, a building may have roll-up doors facing the street, provided the roll-up doors are adequately screened by a wall and/or landscaping or designed to minimize their visibility from the street.

VI. Phase VI

- A. The underlying zoning districts in Phase IV will be C-2 and I-1 with certain exceptions and restrictions, as noted below.
- B. The Palm Valley 303 Master Design Guidelines and Comprehensive Sign Package shall apply to this Phase. Separate design guidelines and comprehensive sign package shall be submitted prior to approval of a site plan for any commercial project located in the C-2 zone.
- C. Luke AFB will be given the opportunity to review all building plans before a permit is approved by the City of Goodyear.
- D. C-2 Zone: Permitted Uses, Permitted Accessory Uses; Use Permit Uses; and Prohibited Uses.
 - a. Permitted Uses, Permitted Accessory Uses and Use Permit Uses on land in the C-2 zone shall be those listed in the Zoning Ordinance for the C-2 district.
 - b. On land located within the 65Ldn noise contour, the following uses shall be prohibited: all residential uses, hotels and motels, hospitals, day care, schools, and churches.
- E. I-1 Zone: Permitted Uses, Permitted Accessory Uses; Use Permit Uses; and Prohibited Uses.
 - a. Permitted Uses, Permitted Accessory Uses and Use Permit Uses on land in the I-1 zone shall be those listed in the Zoning Ordinance for the I-1 district, except as follows:
 - i. Land located in the APZ II (including the Extended APZ II) shall be limited to the I-1 uses allowed in APZ II under ARS Section 28-8481 K., unless a specific I-1 use is otherwise agreed to in writing by Luke AFB, the City of Goodyear's Community Development Director, and the property owner.
 - ii. On land in the I-1 zone located outside of APZ II (including the Extended APZ II), up to 25% of the building area may be used for retail sales.
 - iii. Permitted uses in the I-1 zone shall include warehouse/distribution buildings; tree farm; heavy equipment sales, display, demonstration and repair.
 - b. No industrial use may emit prohibited substances as defined by ARS Section 28-8481 K, Footnote 16.
 - c. Prohibited Uses shall include all residential uses, hotels and motels, hospitals, day care, schools, churches, veterinary offices & hospitals, and scientific or research uses.
- F. Special Uses and Uses Requiring Additional Evaluation
 - a. Special Uses and Uses Requiring Additional Evaluation shall be processed as provided for in Article 4 of the Zoning Ordinance.
- G. Maximum Building Height
 - a. On land in the APZ II (including the Extended APZ II), building height shall not exceed 75 feet in height, unless otherwise approved by Luke AFB, and in no case shall any building exceed 75 feet, or five stories, whichever is less.

- b. Buildings located in the area outside of APZ II (including the Extended APZ II) shall have a maximum height of 75 feet, or five stories, whichever is less.
- H. Required Setbacks
 - a. Setbacks for buildings in the I-1 and C-2 zones shall comply with the setbacks for the district in which the building is located.
- I. Off-Street Parking
 - a. Off-street parking shall be provided as required by Article 6 of the Zoning Ordinance, except as modified in the Palm Valley 303 Master Design Guidelines.
- J. Development Regulations and Standards, Landscaping and Property Improvement Standards
 - a. The Development Regulations and Standards, Landscaping and Property Improvements shall be as provided in the Palm Valley 303 Master Design Guidelines.
 - b. If the Palm Valley 303 Master Design Guidelines do not specify a standard, the standards and requirements contained in the Zoning Ordinance shall apply.