

Ballpark Village & Ballpark Village-South

Restated and Amended Final PAD Supplemental Narrative

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Supplemental Narrative

INTRODUCTION

The purpose and intent of this supplemental narrative is to provide the reader with background information and existing conditions related to the subject property and its ownership, provide reasoning for the entitlement enhancement modifications being requested and to generally describe the owner's vision for the PAD area. This supplemental narrative is not intended to be, and shall not be deemed to be, a regulatory document. For regulatory constraints, requirements and standards, please refer to the 2017 PAD.

The ±254.5 gross (±203 net) acre Wood Corporate Campus and Ballpark Village PAD, approved by the City of Goodyear (the "City") in 2007 (the "2007 PAD"), represents an innovative, master-planned, mixed-use development that was the culmination of a then-proposed public-private partnership. Of the 203 net acres, the northern ±57 acres was called "Ballpark Village" and the southern ±185 acres was called "Wood Corporate Campus" (collectively, the "Site"). For purposes of the accompanying Restated and Amended Final PAD (the "2017 PAD"), the northern ±57 acres is referred to as "Ballpark Village" and the southern ±185 acres is referred to as "Ballpark Village-South". Over the years since the 2007 PAD approval, the vision for this area has begun to come to fruition through development of the 10,300+ spectators-capacity Goodyear Ballpark (the "Ballpark"), the associated training/recreational facilities, and ±3,550 parking spaces (±3,000 off-street spaces and approximately five-hundred and fifty (550) on-street spaces) currently required to serve the Ballpark. Various roadways, infrastructure, and streetscapes have also been constructed in conjunction with the 2008-2009 construction, 2009 grand opening, and the on-going operations of the Ballpark and associated training/recreational facilities.

In late 2014, Communities Southwest managed entities¹ ("CSW") acquired ±69.83 acres of the Site (the "CSW Property"). Approximately 8.7 acres of the CSW Property is located within the northern portion of the Site and ±60.85 gross acres are located in the southern portion of the Site. In 2015, CSW conveyed ±2.53 acres within the northern portion of the Site to Byrd Enterprises for development of a hotel adjacent to the Ballpark. As a result, current ownership within the Site is as follows:

- The City owns ±133.5 acres that are improved with the Ballpark, the associated training/recreational facilities, and ±3,000 surface parking spaces. The Ballpark and the majority of the parking (±2,200 spaces; ±1,000 paved and ±1,200 unpaved spaces) are located in the north. The associated training/recreational facilities and additional parking (±800 unpaved spaces) are located in the south.
- CSW owns ±67.30 acres that are planned for a variety of uses.
- Byrd Enterprises of Arizona, Inc. ("Byrd Enterprises") owns ±2.53 acres planned for a hotel and hotel-related parking and has provided the City their consent to the 2017 PAD.

The attached **Exhibit 1, Ownership Map**, identifies the property owners and the location of their respective properties.

¹ CSWR 141 Goodyear 53, LLC and CSWR 141 Goodyear 17, LLC, entities that are managed by Communities Southwest, purchased the property.

PURPOSE & INTENT

The purpose and intent of the 2017 PAD is to:

- Facilitate development within the Site;
- Restate, clarify and update the currently applicable components of the 2007 PAD to identify property ownership, existing development, and other circumstances within the Site; and
- Amend the 2007 PAD zoning associated with 60.18 acres of business park/office park use to residential uses in order to provide additional opportunities for residential housing in a range of densities not yet seen in this area. Included within this area is ± 7 acres of City-owned land that is presently used for municipal parking (the “City-Owned Property”). The City, as a co-applicant, has consented to amend the zoning applicable to the City-Owned Property from municipal parking to residential with a municipal parking overlay.

The 2017 PAD shall not (and shall not be considered to amend) in any way modify any of the land uses, development standards, rights, obligations and/or other entitlements of any property(ies) or property owner(s) other than those entitlements that are specified in the 2017 PAD. Approval of the accompanying 2017 PAD is hereby requested.

SITE, SURROUNDING AREA, AND EXISTING GENERAL PLAN/ZONING

A *Regional Aerial/Vicinity Map* of the Site is attached as **Exhibit 2**. The Site is comprised of two parcels: the northern section (Ballpark Village) which is ± 57 acres in size and generally located at the northeast and southeast corners of Estrella Parkway/Goodyear Boulevard South, and the southern section (Ballpark Village-South) that is ± 185 acres and generally located at the northeast and southeast corners of Estrella Parkway/Wood Boulevard. A portion of Ballpark Village, including Goodyear Boulevard, lies within the boundaries of the Goodyear City Center Specific Area Plan. The Ballpark is located within Ballpark Village, south of Goodyear Boulevard and east of Estrella Parkway. Construction on the Ballpark was completed in 2009. Ballpark Village-South is generally north of Bullard Avenue and west of the Phoenix-Goodyear Airport. The Goodyear Recreational Complex (“Complex”) was built on ± 100 acres of Ballpark Village-South. The Complex is comprised of the Cleveland Indians and Cincinnati Reds player development and training facilities. Parcels owned by SunMP Investment Properties, LLC, separate the northern and southern sections.

The City’s General Plan Land Use Map designates the portion of Ballpark Village that is south of Goodyear Boulevard and north of Lower Buckeye Parkway as Business and Commerce. The remaining portion of Ballpark Village that is north of Goodyear Boulevard is located within the City Center Specific Area Plan and is designated City Center (CCTR). The City Center Specific Area Plan designation allows for “business park development” with compatible land uses between Goodyear Boulevard and the Phoenix-Goodyear Airport. Ballpark Village-South is also designated as Business and Commerce. The General Plan also designates the portion of Estrella Parkway fronting the Site as being within the Transit Oriented Development (TOD) Overlay.

The TOD Overlay denotes areas $\pm 1/4$ mile in depth along an identified high volume transportation corridor where opportunity exists for mixed-use development, higher intensity retail, office employment and high-density residential development.

The Site is currently zoned PAD under Ordinance No. 07-1073 as a mixed-use development; See **Exhibit 3, Existing Zoning Map**. Designated land uses include the Ballpark and its related facilities, residential, office, retail, restaurants, hospitality & conference services, a business/office park with flex space & supportive retail, a commercial retail center, and a light industrial site.

The properties surrounding the Site are designated on the City's General Plan and zoned as follows:

Direction	General Plan	Zoning	Existing Use
North	<ul style="list-style-type: none"> Business & Commerce and City Center TOD Overlay 	<ul style="list-style-type: none"> Agricultural/Urban (AU) Commercial/Industrial PAD (City Center Airpark) 	Undeveloped agricultural lands
South	<ul style="list-style-type: none"> Business & Commerce TOD Overlay Industrial 	<ul style="list-style-type: none"> General Industrial (I-2) 	Imssamet of Arizona, an aluminum smelter and recycling facility
East	<ul style="list-style-type: none"> Industrial and Phoenix-Goodyear Airport 	<ul style="list-style-type: none"> Commercial/Industrial PAD (City Center Airpark) Agricultural (AG) 	Bullard Wash, undeveloped land and the Phoenix-Goodyear Airport
West	<ul style="list-style-type: none"> Neighborhood TOD Overlay 	<ul style="list-style-type: none"> Mixed-use PAD (Sun-DS Farms) 	Undeveloped land and developed single-family residential community (Estrella Vista)

2017 PAD SUMMARY

CSW desires to enhance the existing entitlements by (a) amending the 2007 PAD to expand residential uses (single- and multi-family) and eliminate the business park/office uses within Ballpark Village-South and (b) restating and clarifying various requirements relating to other sections of the 2007 PAD. The business park/office uses that are zoned for the ± 60 acres within Ballpark Village-South are no longer necessary or viable in the current and future marketplace, especially when taking into account other business park/office uses planned in the Estrella Parkway/City Center corridor. Instead, there is a need for additional, diverse residential land uses/densities in the area in order to serve the planned employment and commercial uses in the area and support the economic vitality of the future City Center.

The 2017 PAD proposes to expand residential land uses within Ballpark Village-South. The residential densities proposed for this category range between five (5) dus/ac and thirty (30) dus/ac. At these residential densities, CSW is creating the opportunity for diverse housing to be introduced to the City, thereby providing additional housing choices for people looking to live in a more urban-like setting and/or opportunities for people to live in close proximity to their work, potentially reducing the number of trips, trip lengths, and number of cars utilizing arterial streets.

The below **Table A: Land Use Comparison**, identifies the land use changes between the 2007 PAD and the proposed 2017 PAD:

Table A: Land Use Comparison			
Land Use	2007 PAD (gross acres)	2017 PAD (gross acres)	Change
Mixed-Use (MXD) <i>(located within the area now known as Ballpark Village and identified as MXD-1, 2, 3, 4 & 5 within the 2007 and 2017 PADs)</i>	48.32	48.32	0
Business/Office Park <i>(located within the area now known as Ballpark Village-South within the 2017 PAD)</i>	68.54	0	-68.54
Residential Mixed-Use (RES/MXD) <i>(located within the area now known as Ballpark Village and identified as RES/MXD-1 within the 2007 and 2017 PADs)</i>	4.65	4.65	0
Residential (RES) <i>(located within the area now known as Ballpark Village-South and identified as RES-1 & 2 within the 2017 PAD)</i>	0	46.36	+46.36
Commercial (COM) <i>(located within the area now known as Ballpark Village-South and identified as C-1 within the 2007 and 2017 PADs)</i>	6.92	6.92	0
Light Industrial (LI) <i>(located within the area now known as Ballpark Village-South and identified as LI-1 within the 2007 and 2017 PADs)</i>	5.22	5.22	0
Public Facilities District (PFD) <i>(located within Ballpark Village & Ballpark Village-South and identified as PFD-1, 2 & 3 within the 2007 and 2017 PADs)</i>	111.56	111.56	0
Open Space (OS) <i>(located within Ballpark Village & Ballpark Village-South and identified as OS-1 (Tracts A & B) within the 2007 and 2017 PADs)</i>	9.24	9.24	0
Residential w/ Municipal Parking Overlay (RES) <i>(located within the area now known as Ballpark Village-South and identified as RES-3 within the 2017 PAD)</i>	0	22.18	+22.18

The existing business park/office zoning primarily located on the ±60 acres of Ballpark Village-South is no longer necessary or viable in the current and future marketplace. CSW is proposing this area be developed with additional, diverse residential land uses/densities to serve the planned employment and commercial uses in the area and support the economic vitality of the future City Center. Given the long-term future of the development process for completing construction within this area, CSW has created two different conceptual lotting plans (out of numerous possibilities) to provide general and conceptual illustrative plans as examples of how the RES

category might develop within the parameters of the 2017 PAD. See Exhibits 4-14 of the *2017 Amended and Restated Final PAD*, submitted under separate cover.

In addition to the many development options available for the RES component of Ballpark Village-South, utilizing *Conceptual Lotting Plan – I (RES category)*, CSW prepared the following exhibits that provide an illustrative example of designs that would be in compliance with the 2017 PAD (exhibits are only examples of many possible designs, layouts, examples and descriptions and are not to be construed as to how the RES category must be developed):

- *Conceptual Master Landscape Plan (RES category)*
- *Conceptual Main Amenity Area Plan (RES category)*
- *Conceptual Typical Amenity Area Plan (RES category)*
- *Concept Walls & Entry Monuments (RES category)*
- *Conceptual Typical Amenity Area Theme (RES category)*
- *Conceptual Master Pedestrian Circulation Plan (RES category)*
- *Conceptual Vehicular Circulation Plan – I (RES category)*
- *Typical Plot – Detached Single-Family/4-Pack, Typical Plot – Detached Single-Family/Alley Loaded Green Court, and Typical Plot – Attached Single-Family (RES category)*
- *Conceptual Phasing Plan – I (RES category)*

The overall landscaping concept for the RES category, as illustrated on the *Conceptual Master Landscape Plan*, advocates the use of a planting scheme that will be carefully blended with the responsible use of turf. Drought tolerant plants will be used extensively, except near turf areas where supplemental irrigation is available. Plants will be appropriately sited for best aesthetic value and to provide shade. This applies to all streetscapes, paths, and entry treatments to the development. All plant materials will adhere to or exceed, the City of Goodyear’s minimum requirements.

The *Conceptual Lotting Plan – I* and *Conceptual Master Landscape Plan* illustrate how the required amount of open space under the City’s “Parks, Recreation, Trails and Open Space Master Plan” can be provided. The open space will include a larger central amenity space that will encompass at a minimum 2.5 acres of total area (minimum area to include active & passive space combined), a minimum of two recreation nodes or pocket parks of smaller scale, and other amenities or features that will be determined during the preliminary plat process. Although smaller than the target of five (5) acres for a “Neighborhood Park” as outlined in the City’s “Parks, Recreation, Trails and Open Space Master Plan,” when combined, the open space areas will be approximately eight (8) acres and will provide amenities that meet the intent and function of the Neighborhood Park concept. The open space areas will generally be separated into smaller open spaces in order to be more accessible, compact, or intimate, consistent with the “urban-like” character of the community. The open space areas will be designed to collectively meet the needs of all residents within the community with amenities such as (but not necessarily limited to) a children’s play area, multi-purpose field, shaded seating, ramadas and a trail system/exercise course could be implemented into the proposed community open spaces.

A major objective of the *Conceptual Main Amenity Area Plan* and *Conceptual Typical Amenity Area Plan* for a portion of the RES category is to provide each of its neighborhoods with a well-planned open space and amenities package while maintaining a cohesive landscape and architectural theme throughout the community. A pool area is shown with generous decking that provides ample room for chairs and lounges. Shade structures and a restroom building can be architecturally incorporated within the amenity. A group ramada area and group pavilion area, together with large open space that includes turf, is conducive to informal sport and lawn games. This area of the amenity could also include a playground with fixed seating areas and a shade canopy. Convenient access to the main amenity from all areas of the RES component is illustrated on the *Conceptual Master Pedestrian Circulation Plan* exhibit. Although the ultimate build-out of the central amenity area may differ from what is illustrated within the *Conceptual Main Amenity Plan*, the following list of elements will be required regardless of how the area is designed:

- Pool
- Shade structures
- Spa
- Active sport areas for recreation that includes, but is not limited to, pickle ball and/or bocce ball
- Turf area
- Restrooms

Additionally, two recreation nodes or pocket parks with amenities are shown. These areas shall include seating nodes and will be within comfortable walking distances to each parcel as shown within the *Conceptual Master Pedestrian Circulation Plan*. Recreational fitness activity nodes may also be designed within the development, connected by sidewalks and walkways through common areas. Existing 8' wide sidewalks along the east side of Estrella Parkway and the west side of Wood Boulevard provide excellent pedestrian connectivity to Ballpark Village.

All road alignments have been or will be designed to accommodate pedestrian circulation movements in addition to vehicular traffic movements. Within the RES category, the 2017 PAD allows for flexible sidewalk widths and designs in order to promote pedestrian safety and comfort while also encouraging housing density (minimum 4' sidewalk widths, but exact size(s) and design(s) are to be determined by CSW (or the then current land owner) and the City during the preliminary plat/site plan approval process). In the MXD category, proposed sidewalks shall be a minimum of 4' wide, but can be up to ±30' in width where appropriate in order to accommodate increased density in traffic due to greater retail goods, services, outdoor dining, and cafés at ground level, as well as street furniture and shade trees. Specific sidewalk details shall be determined by CSW (or the then current land owner) and the City during the preliminary plat/site plan approval processes.

A major goal for the development of the Site is to have a friendly, interactive, and safe circulation network that encourages walking, bicycling, and the safe distribution of motorized traffic, similar to what is shown within the *Conceptual Master Pedestrian Circulation Plan* and the *Conceptual Vehicular Circulation Plan*. The circulation for Ballpark Village & Ballpark Village-South outside of the RES category remains the same as proposed under the 2007 PAD.

The circulation layout for the Site is based upon connectivity, accessibility, pedestrian movement, drop-off points, traffic speed, safety, comfort, convenience, and aesthetics.

The entrances to the RES category will be identified with entry monumentation designed to reflect the high quality expected by the City and future residents. The community theme wall will create a visually pleasing streetscape along exterior streets. Special attention has been given to the aesthetic design of the walls, monuments and pedestrian access points to complement the Ballpark and associated training facilities. The development will also have sign-code compliant internal street, directional, and common area amenity signage.

The amount of traffic generated by the proposed mix of uses has been studied and the Site has been carefully planned, internally and externally, to create a circulation plan that meets the City's requirements. Access to the Site will be consistent with the Traffic Impact Studies that have been separately submitted to the City and reviewed by the City's Traffic Department.

All infrastructure streets surrounding the RES category and throughout the Site have been constructed. Streets within Ballpark Village and Ballpark Village-South can be either public or private, and with City approval, may have reduced right-of-way and cross sections as compared to the City's typical standard. All or a portion of the RES category of Ballpark Village-South may be gated, with such decision being made by CSW (or the then current land owner) during the preliminary plat/site plan approval processes. Due to the RES category's proximity to the Team Complex and Ballpark, "restricted parking" signage will be required as part of the community's signage plan in order to address non-resident parking within the RES category while limiting the time and/or duration of resident parking within the Wood Boulevard street-side parking spaces (exact language and location of signage will be coordinated with the City's Parks & Recreation Department during the Final Plat/Final Site Plan approval process).

Existing collector streets provide numerous points of vehicular access to the adjacent arterial roadways, with the overall intent to minimize the number of curb or driveway cuts particularly onto Estrella Parkway and Bullard Avenue. Driveway cuts and median breaks shall be provided in accordance with submitted TIA(s) or as otherwise approved by the City in writing.

Appendix A

Appendix A: General Plan Compatibility

The 2017 PAD is supported by the City's General Plan goals, objectives, and policies as follows:

Community Goals

- Goal GD-1. A compatible mix of land uses and diverse destinations that foster a high quality of life with livable and safe neighborhoods with a strong economy that fosters a healthy and sustainable environment.

Physical Growth & Development

- Goal GD-1. A compatible mix of land uses that fosters a quality community with livable and safe neighborhoods, a healthy population, a strong economy, and a sustainable environment.
- Objective CC-5-1, Policy c. Development within large master planned communities should:
 - Allow for greater flexibility since the area is being master planned.
 - Include trails, open space, and internal and external connectivity.
 - Include an integrated lifestyle.
- Objective CC-5-3. Create an appropriate jobs-to-housing ratio within the community to provide new opportunities to residents and increase sales tax revenue.
- Objective GD-2-2, Policy b. Promote development within the City's designated growth areas first, as follows:
 - Areas within targeted job centers such as the Loop 303 Corridor, Interstate 10 Corridor, Phoenix-Goodyear Airport, the MC-85 Corridor, and the Bullard Corridor.
 - Areas within the City-adopted Redevelopment Area.
- Objective GD-2-2, Policy c. Promote appropriate development within the designated growth areas:
 - Interstate 10 Corridor: Promote office, entertainment, and hospitality uses to maximize visibility and access.
 - Phoenix-Goodyear Airport: Promote aviation and technology uses nearby to take advantage of this important resource.
- Objective GD-2-3, Policy a. Encourage infill development within the City's designated Redevelopment Areas.
- Objective GD-2-4, Policy a. Protect the Luke Air Force Base Accident Potential Zones (APZ's), the Phoenix-Goodyear Airport Traffic Pattern Area (TPA), and the respective critical noise contours (i.e., 65 day-night noise level (DNL) and greater) that surround Luke Air Force Base and Phoenix-Goodyear Airport and protect them from incompatible land uses, supporting their continued and/or expanded future operations.
- Goal GD-7. A community that provides for the health and safety of residents and visitors and protects them from the hazards of the natural and man-made environments.

- Objective GD-7-1, Policy a. Ensure that fire protection, incident commanders, and EMS facilities and services are located to ensure acceptable response times.
- Objective GD-7-1, Policy b. Continue to meet or exceed industry standard response time for calls for police related emergencies.
- Objective GD-8-1, Policy a. Encourage the use of vegetation that provides shade and seasonal color and requires minimal irrigation.
- Objective GD-9-3, Policy a. Reduce the number of vehicle miles traveled by:
 - Ensuring that bicyclists and pedestrians can safely and efficiently move throughout the community.
 - Increasing connectivity of the community.

Community & Cultural Development

- Objective CC-1-2, Policy c. Provide bike paths and bike lanes where possible to increase connectivity.
- Objective CC-1-2, Policy d. Promote walking and bicycling through neighborhood design (e.g., shaded sidewalks, traffic calming, safe pedestrian crossings).
- Objective CC-1-2, Policy g. Provide pedestrian and bicycle linkages to neighborhood commercial centers.
- Objective CC-1-2, Policy h. Provide pedestrian and bicycle linkages to existing and future transit stops.
- Objective CC-2-1, Policy a. Encourage a mix of quality and compatible housing types consistent with market trends and demand that adequately meets the needs of current and prospective residents and workers.
- Objective CC-3-1. Develop parks and recreation facilities in support of programs and events desired by city residents that support economic development and promote neighborhood identity and quality of life.
- Objective CC-3-1, Policy d. In the Neighborhoods land use category, parks and open spaces should be a primary focal point of the neighborhood.
- Objective CC-3-3. Leverage joint use opportunities and partnerships to provide park, open space, and recreational opportunities.
- Objective CC-3-3, Policy c. Consider partnerships with surrounding communities to coordinate in the provision of regional recreation facilities.
- Objective CC-3-3, Policy d. Consider partnerships with non-profit and private organizations to operate recreational facilities and/or programs, when practical and possible, in conformance with the Parks and Recreation Department program and facility goals.
- Objective CC-3-3, Policy e. Create partnerships using City-approved public/public, public/not-for-profit, and public/private partnership policies.
- Objective CC-3-3, Policy f. Consider expanding partnerships with Maricopa County to expand park and recreation opportunities for residents.
- Objective CC-6-1, Policy b. Ensure area school districts are involved with master planning, population forecasting, and strategic planning to ensure that information is shared, resources are used wisely, and common goals are aligned.

Economic Development

- Goal ED-1. A resilient and diversified economy.
- Objective ED-1-1. Encourage development to attract businesses to Goodyear that offer good wages and benefits and positively contribute to the community and economy.
- Goal ED-3. An educated and healthy workforce. Goodyear would like to assist targeted industries in growing its potential employment opportunities for workers in Goodyear so that jobs are available close to their homes.
- Objective ED-5-2, Policy c. Support the development of a trail along the Bullard Wash.

Land Use & Transportation Element

- Scenic Arterial. Estrella Parkway is an example of a Scenic Arterial.
- Neighborhood Development Standard 28. Single-family residential developments are not appropriate along freeways or abutting to industrial areas unless significant buffers are utilized between the uses.
- Neighborhood Development Standard 34. Neighborhood Commercial uses may be considered at the intersection of two arterial roadways (Arterial, Major Arterial, Scenic Arterial, or Parkway) or to buffer a residential use from an industrial use. A neighborhood commercial site is typically a stand-alone development twenty (20) acres in size or smaller, but the size of the commercial development is not restricted so long as the intensity (e.g., building height, lighting, noise, traffic) of the commercial use is compatible with the surrounding area; the development contains users typically needed and supportive of the neighborhood; the form of the development is consistent with the surrounding area; and connectivity is provided to nearby trails, open spaces, and residential areas.
- Industrial Development Standard 46. Industrial land uses are encouraged to locate within and adjacent to the Luke Compatible Land Use Overlay and the 65 DNL noise contour of the Phoenix-Goodyear Airport to protect the Phoenix-Goodyear Airport and Luke Air Force Base from encroachment and to capitalize on these major assets.
- Industrial Development Standards 47. Industrial land uses are encouraged to locate adjacent to high capacity roadway corridors (freeways, railroads, parkways, arterials) to leverage high visibility and vehicular access.

EXHIBIT 1

Ownership Map



EXHIBIT 2

Regional Aerial/Vicinity Map

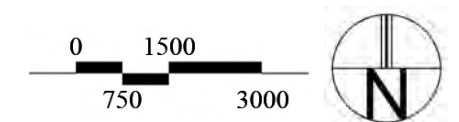


EXHIBIT 3

Existing Zoning Map

