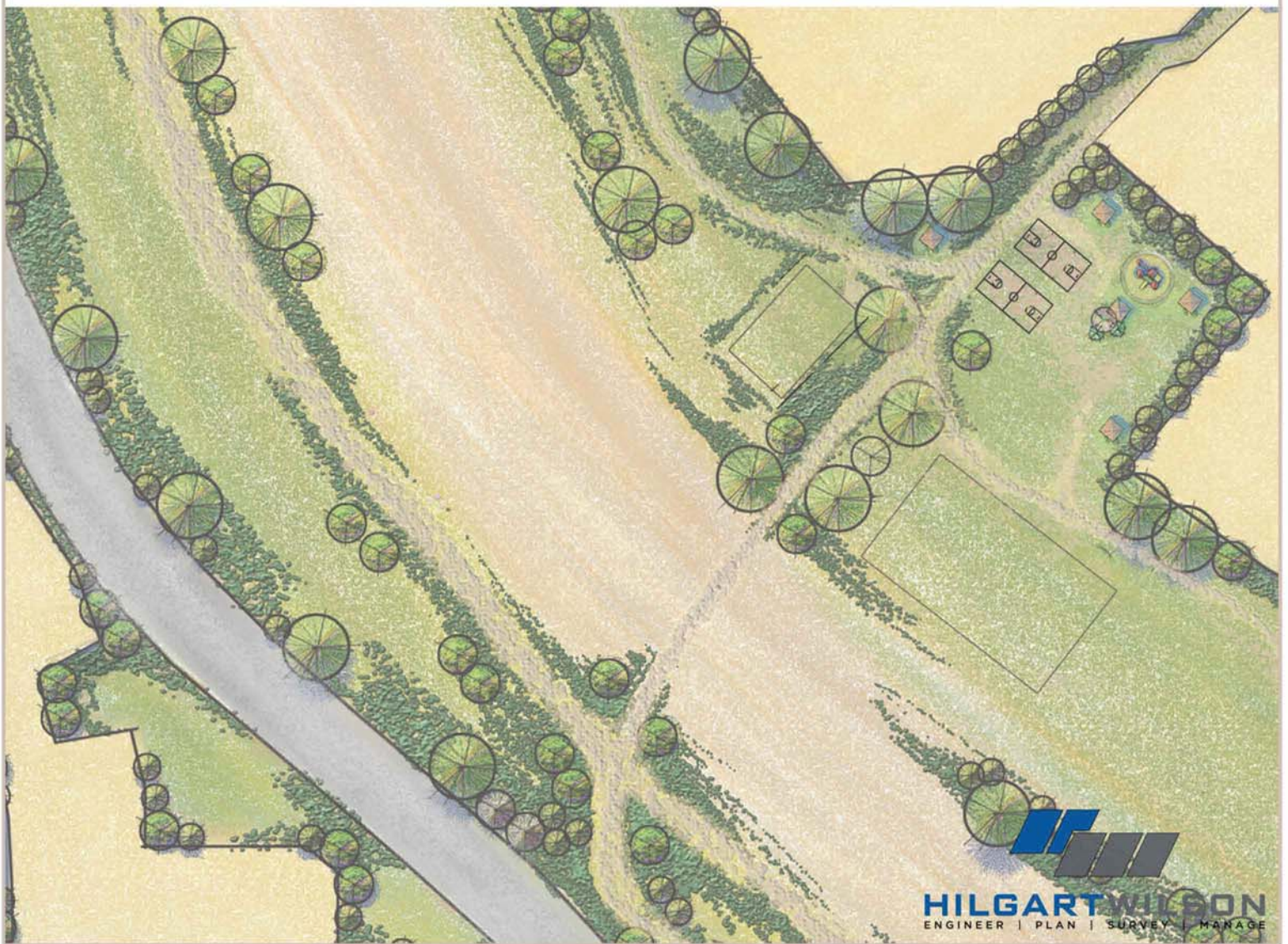


Rainbow Valley

FINAL PLANNED AREA DEVELOPMENT NARRATIVE REPORT

August 2018



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Section 1.0: Executive Summary

1.0 EXECUTIVE SUMMARY

Rainbow Valley (hereinafter referred to as “Project,” “Property,” or “Community”) is a 999.3-acre development owned by Rainbow Valley 2011, LLC (“Developer”). The Project is located within the City of Goodyear (the “City”) municipal boundaries, 12 miles south of Interstate-10 in southern Goodyear near the CantaMia at Estrella community. Primary access into the Community is from Germann and Rainbow Valley Roads along the Project’s eastern boundary. Appropriate land uses, development patterns, recreation opportunities, educational resources, transportation systems, and essential services needed for the Project have been evaluated.

A broad range of lot sizes and housing types will be offered throughout the Community. Two parcels are set aside for anticipated commercial centers, selected for their access at two major traffic intersections; Willis Road and the future Loop 303 freeway (“Loop 303”) and Rainbow Valley Road, a planned parkway, and the Loop 303. Once developed, the commercial sites will provide business and retail opportunities for Rainbow Valley and surrounding community. The land plan provides two higher density parcels as alternatives to conventional single family detached uses, such as attached townhomes and green-courts. These alternatives provide a transitional buffer from lower intensity residential to commercial uses while offering a wide array of housing choices to accommodate residents at all stages of life.

The Project is a dynamic, well-balanced community with a strong emphasis and integration of both active and passive recreational opportunities throughout, facilitated by a comprehensive open space plan inclusive of an integrated trail system, parks, and recreational amenities such as ball fields and multi-use turf areas. An elementary school site is centrally located adjacent to a neighborhood park and connected to the trail network, providing alternative travel routes for students.

This proposed Planned Area Development (“PAD”) of nearly 1,000 acres provides an opportunity to create a master planned community complementing the City’s current growth and development objectives. To achieve these objectives, the Project provides the following:

- The necessary commercial, retail, and business opportunities to create a well-balanced and self-sustaining community while generating additional tax revenues for the City.
- An extensive, integrated regional trail/pathway system provides pedestrian friendly access between neighborhoods, elementary school, commercial sites, and recreational areas.
- Ten strategically located neighborhood parks and a centrally located elementary school together with the extensive trail system provide the framework for social and recreational opportunities.
- The range of land uses will attract a diverse mix of residential buyers in various stages of life.



- Waterman Wash has become a major focal point of the Community by providing significant open space, view corridors, trailhead, and a trail system that links parks with neighborhoods, and completes a portion of the City's regional trail system, while preserving the jurisdictional portion of the wash, on what was once a significant site constraint.
- The Southwest Gas 30-foot easement has been widened to 45 feet to accommodate landscaping and path. This path directly links neighborhoods, three enhanced neighborhood parks, elementary school, larger community commercial site, and Waterman Wash. Additional open space adjacent to the easement has been provided at strategic locations to offer view corridors into various neighborhoods.
- The approximate 600-foot wide Waterman Wash corridor will safely convey water and ensure none of the homes will be impacted by offsite storm water flows. In addition, Waterman Wash will be a significant amenity to the Community, with regional multi-use paths provided on both sides of this open space corridor.
- Major improvements to the City infrastructure such as the construction of:
 - Transportation corridors; including Rainbow Valley Road, a planned parkway, Queen Creek Road, Germann Road, and Perryville Road.
 - Water system improvements as determined by the City's Integrated Water Master Plan that is expected to be completed in FY 2018-2019.
- The Project will provide a source of revenue for the City in the form of impact, review, and development fees and a steady source of revenue in the form of property and sales tax over the anticipated 10 year development cycle and beyond.

With a special emphasis placed on all areas of design, from site planning to infrastructure, the Project is envisioned to be a diverse and sustainable community. Developer respectfully submits this revised Final PAD for development of the Project to the Planning & Zoning Commission and City Council for their review and consideration. Rainbow Valley 2011, LLC looks forward to fostering the continuing long-standing partnership with the City and existing and future residents of the community.





Section 2.0: Existing Conditions



2.0 EXISTING CONDITIONS

2.1 Physical Site Location

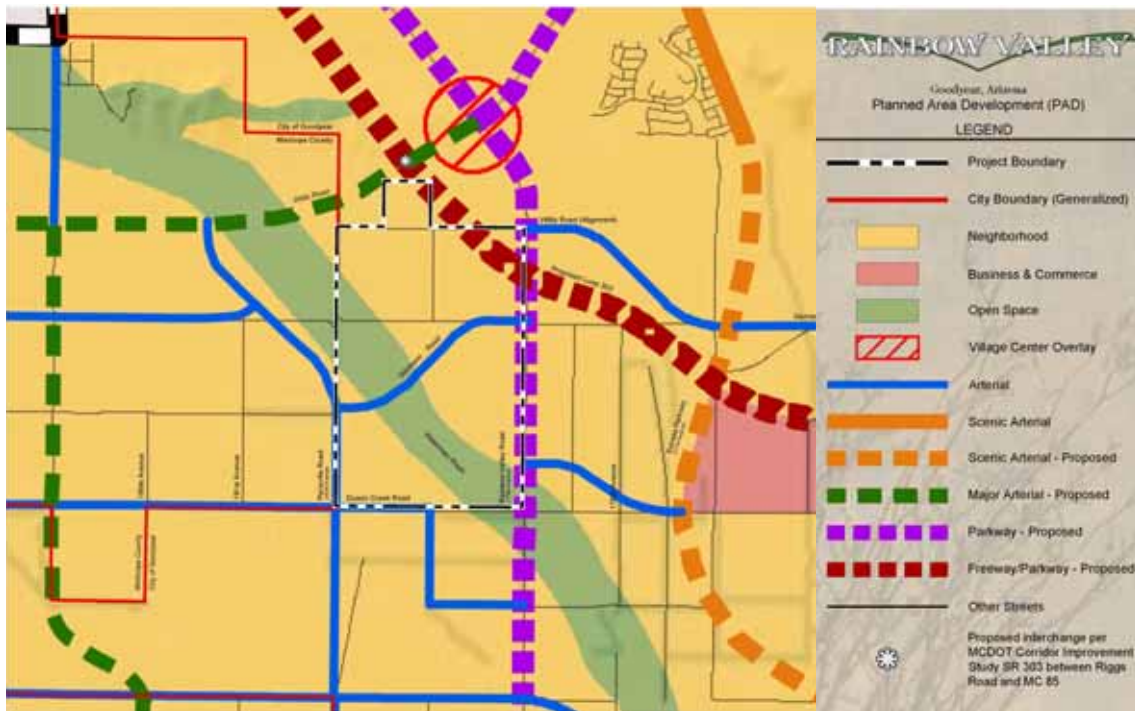
The Project is located approximately 11 miles southwest of the City Center as identified in the Goodyear 2025 General Plan ("General Plan") Land Use and Transportation Plan. Refer to **Figure 1, Regional Vicinity Map** for site location. The Property is relatively flat and has been graded for agricultural use. The existing physical conditions of properties surrounding the Project are as follows.

North: In general, the northern Property boundary for the Project is the existing Willis Road alignment. A small 40-acre parcel within the Project extends approximately 1,300 feet north of the Willis Road alignment. Offsite properties north of the Project are vacant and undeveloped. The proposed Terrasante master planned community is planned north of the Project. The General Plan designates the area north of the Project as Neighborhood.

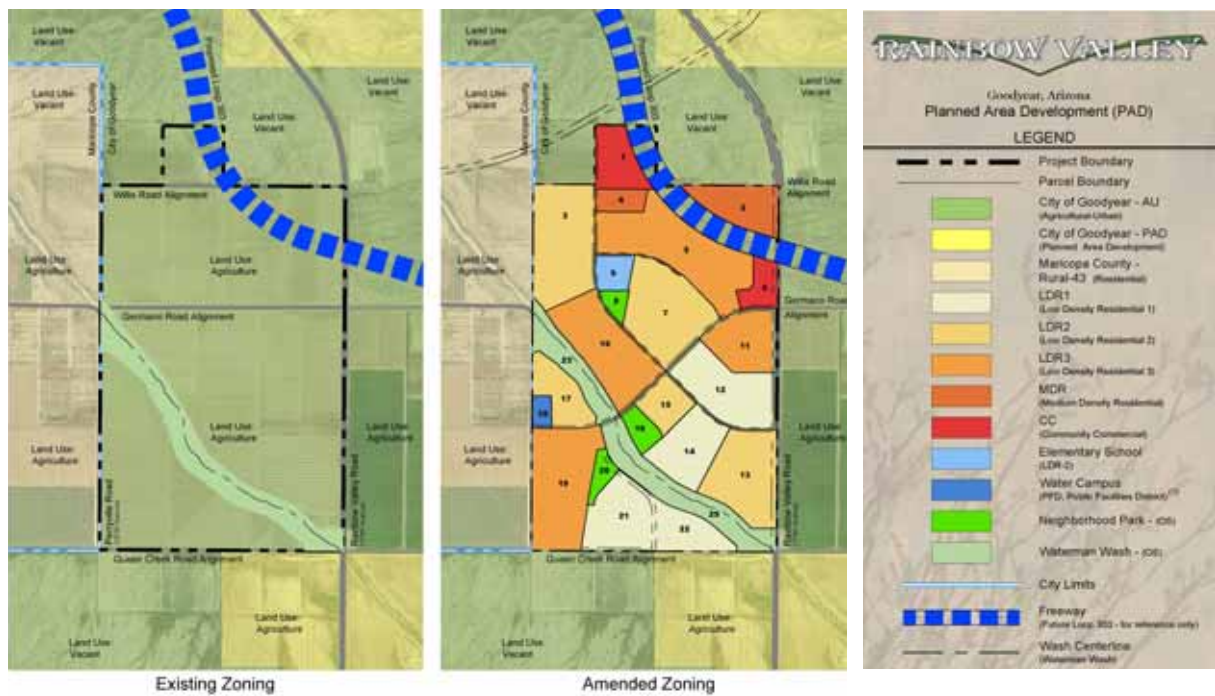
East: The eastern Property boundary is Rainbow Valley Road. The majority of the properties to the east are vacant, undeveloped, and used for agricultural purposes. Arizona State Trust land is located east of the Project along the north side of Germann Road. This property is vacant and has not been used for agricultural purposes. A parcel located at the northeastern corner of the Project is owned by the Maricopa County Landfill Department and used as an active transfer station. The General Plan designates the area east of the Project as Neighborhood. The master planned active adult community of CantaMia at Estrella is located approximately one-quarter mile to the northeast of the Project.

South: The southern Property boundary is Queen Creek Road. The properties directly adjacent to the Project are undeveloped and have been utilized for agricultural purposes. The Sonoran Desert National Monument, a wilderness area, is located six miles south of the Project. The General Plan designates the area south of the Project as Neighborhood.

West: The western Property boundary is Perryville Road for one-third of the boundary. The properties to the west are under the jurisdiction of Maricopa County and have not been incorporated into the City. A majority of the properties are vacant, undeveloped, and used for agricultural purposes; however, the 1,300-acre master planned community of Estrella Highlands is proposed immediately to the west of the Project. A large dairy is located 1.5 miles to the west. The General Plan designates the area west of the Project as Neighborhood except for that portion within Waterman Wash, which is designated as Open Space.



EXISTING GENERAL PLAN



LAND USE/ ZONING COMPARISON

2.2 Existing General Plan and Zoning

The Property is designated as Neighborhood and Open Space per the General Plan Land Use and Transportation Map. Refer to **Figure 2, General Plan Land Use Exhibit** for General Plan land uses.

The existing zoning on the Property is AU (Agricultural/Urban). Refer to **Figure 3, Land Use / Zoning Comparison Exhibit** for a depiction of zoning districts on the Property and surrounding area. The AU Zoning District was applied to the site in 1987 when the Property was annexed into the City with Ordinance No. 87-0201.

2.3 Accessibility

Regional transportation to the Project is via Rainbow Valley Road. Rainbow Valley Road is identified as a Parkway (proposed 200-foot ROW) per the General Plan.

The proposed Loop 303 bisects the northeast corner of the Project. A 500-foot corridor is set aside for this major transportation corridor, inclusive of 300 feet of right-of-way and 150 feet of frontage road on both sides and a drainage channel along the northern edge of the frontage road. The proposed roadways and freeway corridor is outlined in greater detail in Section 3, Community Development in this PAD. These major transportation corridors will provide connectivity between the Project, adjacent properties, Interstate-10, and other City destinations.

2.4 Existing Topography and Drainage

The Property is utilized as agricultural land. Waterman Wash extends through the southern and central section of the Project running from southeast to northwest. The Property generally slopes toward Waterman Wash at an average grade of approximately four-tenths of one percent (0.4%). Under existing conditions, stormwater is conveyed through the wash; however, due to agricultural grading of the Property, the surrounding natural drainage patterns have been altered in favor of protecting crops. **Figure 4a, Existing Topography & Physical Features Map** depicts the topography, JD washes, approved CLOMR for Waterman Wash, and other physical features. **Figure 4b, Physical Features Map with Development Plan** adds the development plan for reference.



TOPOGRAPHY/PHYSICAL FEATURES MAP

2.5 Southwest Gas Easement

Southwest Gas ("SW Gas") has a 30-foot easement that traverses the Property in a slightly diagonal orientation from north to south. The pipeline within the easement is a high pressure line that serves the greater southwest service area; including Goodyear, Buckeye, Verrado, and Avondale. Applicant met with SW Gas to determine allowable uses. SW Gas generally prefers no uses within the easement such as parks and landscaping; however, low growth desert landscaping (shrubs but no trees) is permitted and roads and infrastructure can cross perpendicular to the easement. No additional buffers are required outside of the 30-foot easement.

2.6 Luke Air Force Base and Phoenix Goodyear Airport

The Project is over 15 miles south of Luke Air Force Base ("LAFB"), two miles west of the LAFB Runway 21 Departure Corridor, and 10 miles south of the Phoenix Goodyear Airport. The Project is not located within any Ldn noise contours or GDC zones and is not in the "Vicinity of a Military Airport". It is possible flights from one or both airports will fly over the Property. The Project will follow guidelines, if deemed necessary by the City and/or LAFB, to notify potential residents of this concern. This may include sales office signage and statements in the Public Sales Report and the final plat to inform potential homebuyers.



Section 3.0: Community Development



3.0 COMMUNITY DEVELOPMENT

3.1 Conformance to Adopted Land Use Plan

The Project lies within the existing City of Goodyear planning area. All proposed land uses within the Project are in conformance with the General Plan. The majority of the Project's designated land use is Neighborhood, which allows for a wide range of densities, housing types, and commercial uses at appropriate locations. A commercial development is planned near Willis Road and Loop 303, a highly trafficked intersection. A second commercial development provides a buffer between the Rainbow Valley Parkway and residential development. Waterman Wash will be designated as Open Space and will be utilized for a regional trail system and potential active and passive recreational uses and amenities. Refer to **Figure 2, General Plan Land Use Exhibit** for a depiction of existing land use designations.

The Project promotes the concepts of "complete neighborhoods," as identified in the General Plan goals, by incorporating the following:

- Range of housing options;
- Option to safely walk or bike from neighborhoods to school, parks, and commercial centers within the Community, and to regional destinations along Waterman Wash outside of the Community;
- Centrally located school accessible by the Community's internal trail system;
- Commercial centers appropriately located to meet the needs of nearby and Community residents; and
- A sense of place and community pride.

3.2 Land Uses

The Project offers both residential and commercial uses. Residents will benefit from the variety of home types suitable for a diverse range of lifestyles, infrastructure efficiently utilized, close proximity to retail services, and active and passive recreational uses. An active adult community may also be incorporated into the Project providing additional diversity. **Figure 5, Conceptual Site Plan**, is a concept of how the Project is planned and **Figure 6, PAD Development Plan** is the regulatory Plan.

Commercial parcel locations were selected to capitalize on major transportation corridors including Loop 303 and Willis Road and Germann Road and Rainbow Valley Road intersections.

Open Space is an important component to the Project's sense of community. The Project provides residents with a variety of neighborhood and greenbelt parks and an integrated trail system. Two significant features, Waterman Wash and the SW Gas easement, provide additional opportunities for open spaces, trails, trailhead, and recreational amenities. Refer to **Figure 7a, Open Space & Trails Plan** for specific locations. The overall Project open space for all parcels, excluding commercial and public facility parcels, will be a minimum of 20%.

Table 1
Land Use Table

Land Use	Underlying Zoning District	Parcel	Primary Land Use	Alternate Land Use ⁽¹⁾	Area ⁽²⁾ (ac)	Maximum Units
LDR1	R1-7	12	Residential		57.5	
		14	Residential		41.1	
		21	Residential		46.3	
		22	Residential		29.3	
		Subtotal			174.2	
LDR2	R1-6	3	Residential		76.7	
		7	Residential		69.8	
		9	School	LDR2 Residential	14.0	
		13	Residential		56.5	
		15	Residential		23.1	
		17	Residential		28.3	
		Subtotal			268.4	
LDR3	R1-6	5	Residential		91.9	
		10	Residential		67.3	
		11	Residential		36.6	
		19	Residential		71.9	
		Subtotal			267.6	
MDR	R-2 R1-A R1-C	2	Residential		31.8	
		4	Residential		12.4	
		Subtotal			44.3	
OS	N/A	8	Park		7.2	
		16	Park		11.1	
		20	Park		9.0	
		23	Waterman Wash		31.7	
		24	Waterman Wash		54.4	
		Subtotal			113.4	
Residential Subtotal					867.9	2,962
CC	C-2	1a	Commercial		28.4	-
		1b	Commercial		0.9	
		6	Commercial		13.0	
		Subtotal			42.2	-
PFD	PFD	18	Water Campus ⁽⁴⁾	LDR2 Residential	6.0	-
		Subtotal			6.0	-
Other	N/A	-	Parkway/Arterial ⁽³⁾		39.5	-
		-	303 Freeway	LDR3, MDR, CC	43.7	-
		Subtotal			83.2	-
Grand Total					999.3	2,962

Footnotes:

⁽¹⁾ In the event the primary land use is not needed, the alternate land use will be applied.

⁽²⁾ All acreage is approximate. Subtotals and totals may not exactly add up due to rounding.

⁽³⁾ Areas include Rainbow Valley Road (100'), Queen Creek Road (55'), Perryville Road (55'), and Germann Road (110').

⁽⁴⁾ If high levels of TDS are discovered following development and testing of future well(s), the water campus footprint will be expanded into Parcel 17 to include TDS treatment equipment and drying beds. Water campus site will include odor easements, if determined to be necessary.

3.2.1 Residential

This Project incorporates a diversity of housing types enabling citizens from a wide range of economic levels and age groups to live within its boundaries. This Community not only provides the traditional single family home, but two higher density residential parcels, which could include any of the following attached or detached product types.

- Zero lot lines;
- Cluster/courtyard homes;
- Z-lots/2-paks;
- Town homes and patio homes;
- Green-courts and garden homes; and
- Duplexes and triplexes.

All permitted uses, development standards, design guidelines, landscape standards, sign regulations, and lighting regulations shall be governed by the underlying zoning district, except as expressly modified by this PAD. Provisions not contemplated or expressly stated in the PAD shall meet the underlying zoning district requirements.

The residential districts are LDR1, LDR2, LDR3, and MDR and described as follows:

LDR1 is intended to provide residential lots, starting at 7,000 SF in area. Detached single family homes are anticipated for move-up homebuyers.

LDR2 is intended to provide residential lots, starting at 6,000 SF in area, for first time and move-up homebuyers. Detached single family homes are anticipated in this category.

LDR3 is intended to provide residential lots, starting at 4,500 SF in area for first time homebuyers and empty nesters. Detached single family homes are anticipated in this category.

MDR is intended to provide attached and detached single family and attached multifamily dwelling units to allow higher intensity residential type products such as zero lot line, cluster/courtyard homes, Z-lots/2-packs, town homes, patio homes, green courts, garden homes, duplexes, and triplexes.

The permitted uses, regulations, and development standards for LDR1 shall comply with Single Family Detached (R1-7) and LDR2 and LDR3 shall comply with Single Family Detached (R1-6) of the Zoning Ordinance of the City of Goodyear, Arizona ("Zoning Ordinance") Section 3-2, except as expressly modified by this PAD. A comparison of the PAD development standards are shown in **Table 2, LDR Development Standards Comparison**.

Table 2
LDR Development Standards Comparison

Districts	R1-7	LDR1	R1-6	LDR2	LDR3
	City Standard	PAD Standard	City Standard	PAD Standard	PAD Standard
Lot Standards					
Min. Lot Area (sq. ft.)	7,000	7,000	5,500	6,000	4,500
Minimum Lot Width (ft.)	70	65	55/50 ***	55	45
Minimum Lot Depth (ft.)	100	100	100	100	100
Building Form and Location					
Maximum Height (ft.)	30	30	30	30	30
Maximum Building Coverage	45%	N/A ⁽¹⁾	60%	N/A ⁽¹⁾	N/A ⁽¹⁾
Minimum Setbacks (ft.)					
Front *	10	10	10	10	10
Front Facing Garage	20	20	20	18 ⁽²⁾	18 ⁽²⁾
Side	5	5	5	5	5
Total Both Sides	15	15	15/10 ***	10	10
Street Side **	15	15	10	10	10
Rear yard	25	20	20	20	15
Development Standards					
Open Space % (of net area)	12 ****	5 ⁽³⁾⁽⁴⁾	15 ****	5 ⁽³⁾⁽⁴⁾	5 ⁽³⁾⁽⁴⁾

* Front setback shall be measured to patios, livable space, and side entry garages.

** Where a minimum 10-foot wide landscape tract is provided, the typical side setbacks, rather than Street Side setback applies.

*** Lesser Dimension per Section 3-2-3-D of the zoning ordinance.

**** Percent of net area.

⁽¹⁾ **Lot coverage is controlled by the required yard setbacks.**

⁽²⁾ **20' minimum from face of garage to back of sidewalk.**

⁽³⁾ Net area excludes Loop 303. parkway, and arterial streets.

⁽⁴⁾ **Overall open space for all parcels, excluding commercial and public facility parcels, shall be a minimum of 20%.**

The permitted uses, regulations, and development standards for MDR shall comply with Two Family Residential (R2), Single Family Attached (R1-A), and Court Home (R1-C), depending on the selected use, of the Zoning Ordinance Section 3-2, except as expressly modified by this PAD. The development standards are shown in **Table 3, MDR Development Standards**.

Table 3
MDR Development Standards

Districts	R2	MDR (R2)	R1-A	MDR (R1-A)	R1-C	MDR (R1-C)
	City Standard	PAD Standard	City Standard	PAD Standard	City Standard	PAD Standard
Lot Standards						
Minimum Lot Area (sq. ft.)	7,200	3,600 ⁽⁷⁾	2,800	2,800	3,200	3,200
Minimum Lot Width (ft.)	72	36 ⁽⁷⁾	35	35	40	40
Minimum Lot Depth (ft.)	100	100	80	80	80	80
Building Form and Location						
Maximum Height (ft.)	30	30	30	30	30	30
Maximum Building Coverage	40%	40%	75%	75%	60%	60%
Minimum Setbacks (ft.)						
Front ⁽¹⁾	20	20	10	10	5 ⁽²⁾	5 ⁽²⁾
Front Facing Garage	20	20	20	20	20	20
Side	5	0	0 ⁽³⁾	0	0	0
Total Both Sides	15	-	0 ⁽³⁾	-	10	-
Building Separation	-	15	-	5	-	10
Street Side ⁽⁴⁾	20	20	10	10	10	10
Rear	20	20	15	15	15	15
Development Standards						
Open Space (of net area) ^{(5) (6)}	12	12	15	15	15	15

⁽¹⁾ Front setback shall be measured to patios, livable space, and side entry garages.

⁽²⁾ Setback from a public or private street that is not providing direct vehicular access to homes shall be 10 feet.

⁽³⁾ Attached side setbacks shall be 0 feet, whereas building separation shall be a minimum of 5 feet.

Footnote no longer necessary due to revisions made to Side, Total Both Sides, and Building Separation standards.

⁽⁴⁾ Where a minimum 10 foot wide landscape tract is provided, the typical side setbacks, rather than Street Side setback applies.

⁽⁵⁾ Net area excludes Loop 303, parkway, and arterial streets.

⁽⁶⁾ Overall open space for all parcels, excluding commercial and public facility parcels, shall exceed 20%.

⁽⁷⁾ City standard is 7,200 square feet and 72 feet wide. Dimensions shown here are for individual lot and not for combined duplex lots.

In addition to **Table 2, LDR Development Standards Comparison** and **Table 3, MDR Development Standards** the following residential development standards shall apply.

- Minimum required open space for each parcel shall be provided as shown in Table 2, LDR Development Standards Comparison and Table 3, MDR Development Standards. The Overall open space for all parcels, excluding commercial and public facility parcels, shall be a minimum of 20%.
- All residences shall be located within a ¼ mile radius of a neighborhood park and interconnected by a network of trails and sidewalks as shown on **Figure 7a, Open Space & Trails Plan**. Ten strategically located neighborhood parks and a centrally located 12-acre elementary school provide the framework for social and recreational opportunities.
- Parks shall generally conform to those shown with this PAD. Refer to **Figure 7a, Open Space & Trails Plan**, **Figure 7b, Conceptual Enhanced Neighborhood Park #1**, **Figure 7c, Conceptual Enhanced Neighborhood Park #2**, **Figure 7d, Conceptual Enhanced Neighborhood Park #3**, **Figure 7e, Conceptual Neighborhood Park 2**, **Figure 7f, Conceptual Neighborhood 1 & Greenbelt Park** for details.
- Entry features shall generally conform to the primary and secondary entrance sign monuments and park focal point monument concepts and locations provided with this PAD. Refer to **Figure 10, Entry Monument Map** and **Figure 11, Conceptual Hardscape Details** for details.
- Walls shall generally conform to the wall and fence concepts provided with this PAD. Refer to **Figure 11, Conceptual Hardscape Details** for details.
- The Project shall provide the following elements:
 - i. Amenity Elements
 - a. Waterman Wash, the centerpiece of the Community, will provide significant open spaces, trails, and recreational amenities inclusive of neighborhood parks, greenbelts, and a T2 trailhead near Rainbow Valley Road. Developer will provide a 75-foot buffer on the north and south sides of the wash which will include a portion of the City's planned multi-use trail system.
 - b. A north/south trail will be established along the entire length of the gas line easement to provide direct pedestrian access to the commercial parcels, neighborhood parks, school, open spaces, and residential neighborhoods.

- ii. Connectivity Elements
 - a. Walkable and bikeable access will be provided to the school, commercial parcels, and neighborhood parks via a substantial network of interconnected trails, sidewalks, and bike lanes.
 - b. The internal trail and bicycle network will connect to the City's planned multi-use trails along the north and south sides of Waterman Wash; thereby, integrating the overall parks, trails, and open spaces within the Project.
- iii. Streetscape Elements (For any LDR subdivision that includes lots with widths less than 55-feet, two of the following streetscape elements shall be provided).
 - a. Clustered Driveways. Driveways may be clustered (but not share the same curb cut) so that there is at least 36 feet of uninterrupted curb between the clustered driveways.
 - b. Paving Material. Decorative surfaces (i.e. pavers or aggregate, salt finish, stamped, textured, or patterned concrete) are utilized for all horizontal paved surfaces between the house and sidewalk.
 - c. Detached Sidewalk. A detached sidewalk will be utilized with a planter strip that is a minimum of 5.5 feet wide. Planter strips shall be planted, irrigated, and maintained with live plant material.
 - d. Alley loaded units.
 - e. Alternative streetscape elements, similar in scope and impact as the items listed above as determined and approved by the Development Services Director or designee.
- iv. Streetscape Elements (For any MDR subdivision that develops under R1-A and R1-C district one of the following streetscape elements shall be provided).
 - a. Paving Material. Decorative surfaces (i.e. pavers or aggregate, salt finish, stamped, textured, or patterned concrete) are utilized for all horizontal paved surfaces between the house and sidewalk.
 - b. Detached Sidewalk. A detached sidewalk will be utilized with a planter strip that is a minimum of 5.5 feet wide. Planter strips shall be planted, irrigated, and maintained with live plant material.
 - c. Additional streetscape elements, similar in scope and impact as the items listed above as determined by the Development Services Director or designee.



- Residential development within 500-feet of the proposed Loop 303 Freeway corridor shall comply with the City of Goodyear Zoning Ordinance Article 9-1 (Freeway Development Overlay District), except as modified below:
 - a. Homes within LDR parcels shall be setback a minimum distance of 80 feet from the Loop 303 freeway right-of-way. This area will include a minimum 35-foot landscape tract and may include local streets as depicted on **Figure 13c, Street Cross Sections**.
 - b. The landscape tract shall be planted with trees a minimum of 24 inch box in size spaced 15-feet on center along the entire length of the buffer. Trees may be clustered and/or spaced to maximize survivability.

ACTIVE ADULT COMMUNITY

A portion of the Project may develop as an active adult community. The location of the active adult community has not been determined. Active adult communities are defined as those whose full time residents (with some allowed exceptions) are over a certain age threshold, consistent with state and federal fair housing laws. Age related restrictions for active adult communities will be governed by the Project's CC&Rs, and not by the City.

The following alternative land uses and development standards are allowed for any portion of the Project developed as an active adult community:

- 1) The Elementary school site as shown on **Figure 5, Conceptual Site Plan** and **Figure 6, PAD Development Plan**, if deemed no longer necessary to serve the student population of the Project, may be replaced with residential uses, community centers, recreation centers, golf course, and/or golf clubhouses, parks, and/or other forms of open space. Development of a school site as residential shall not increase the overall maximum number of allowable residential units as shown in **Table 1, Land Use Table**.
- 2) Proposed parks within active adult communities may be programmed with amenities that better fit the active adult lifestyle. Alternative uses such as residential, community centers, recreation centers and golf are allowed in lieu of neighborhood parks. Community and/or recreation centers will count toward meeting the open space requirement. A maximum of 50% of a golf course may count towards the open space/park requirement within the active adult community in which it serves.
- 3) Active adult communities may be separated from the surrounding communities by a solid wall or view fencing and partial view fencing along significant open space corridors with the only penetrations being gated vehicular or non-vehicular access points into the Community. The Waterman Wash, regional multi-use paths, and regional trails shall not be blocked or gated from use by the general public.
- 4) A PAD Amendment will be required if a golf course is included as part of the community.





CONCEPTUAL SITE PLAN

3.2.2 Commercial

With the high growth and future influx of residents to the area, the demand for commercial and retail facilities will increase. To meet the growing demand, the land plan for the Project incorporates approximately 42 acres of commercial. A 29-acre parcel is located near a proposed Loop 303 interchange at Willis Road, a planned major arterial roadway. A 13-acre parcel is located along Rainbow Valley Road, a planned parkway, and Germann Road, a planned arterial street. These vehicular transportation corridors have the potential to generate high traffic volumes, which in turn supports regional commercial and retail land uses. These uses will serve not only the Community and the nearby market area, but will also respond to the regional retail potential affiliated with a larger market area.

The uses, regulations, and development standards for commercial uses shall comply with Section 3-3-3, General Commercial (C-2) of the Zoning Ordinance, except as modified by this PAD. The City of Goodyear Design Guidelines Manual shall be followed for all commercial developments.

The development standards are provided in **Table 4, Commercial Development Standards**. The development standards have not been modified from the Zoning Ordinance; thus, no comparison is provided herein.

Table 4
Commercial Development Standards

Districts	CC (C-2)
Minimum Net Site Area	10,000
Minimum Lot Width	150'
Maximum Height	56'
Maximum Building Coverage	50%
Minimum Setbacks	
Front	30' ⁽²⁾
Side ⁽¹⁾	N/A
Rear ⁽¹⁾	N/A
Street Side	30' ⁽²⁾

⁽¹⁾ Buildings adjacent to any residential use or district are subject to additional minimum building setbacks as defined in Subsection B.6 (c) of the Goodyear Zoning Ordinance.

⁽²⁾ Buildings with heights in excess of 30' shall provide 1 foot of additional setback for each foot of building height over 30'.

3.2.3 School

The Land Use Plan for the Project has set aside one elementary school site. The school is adjacent to a 7-acre neighborhood park. Given the number of dwelling units in the Project, Liberty Elementary School District anticipates the need for one elementary school with a minimum area of 12 net-acres. Buckeye Union High School District does not anticipate a need for a high school in the Project.

Applicant has met with the superintendents and building development officials from Liberty Elementary School District and Buckeye Union High School District to discuss the school locations. Applicant is working with the school districts on a donation agreement which will be finalized prior to the PAD approval of the Project.

3.2.4 Recreation and Open Space

The Project open space and recreation areas are an integral part of the Community. Waterman Wash and the SW Gas easement provide significant opportunities to incorporate recreation, open spaces, and overall pedestrian connectivity. Ample parks, trails, and open spaces are incorporated throughout the Project. Where appropriate and feasible, open spaces will be visible from local and collector roadways. View fencing will be utilized to create view corridors into community open spaces. The overall open space for all parcels, excluding commercial and public facility parcels, shall be a minimum of 20%, or 173.6 acres.

The land use district for Waterman Wash and the three Enhanced Neighborhood Parks is open space. The development standards are provided in **Table 5, Open Space Development Standards**. The development standards are established with this PAD; thus, no comparison is provided herein,

Table 5
Open Space Development Standards

Standards	OS
Minimum Net Site Area	None
Minimum Lot Width	None
Maximum Height	40'
Maximum Building Coverage	None
Minimum Setbacks	
Front	None
Side	None
Rear	None
Street Side	30'

School:

Location of the elementary school is depicted on **Figure 5, Conceptual Site Plan**. The school is centrally located at the intersection of two collector streets, along the SW Gas corridor and adjacent neighborhood park. The location provides an opportunity for multiple modes of transportation. If necessary, the location of the school can be modified by approval of the Development Services Director or designee.

The site for the elementary school shall be reserved unless written confirmation from the school district is provided stating the site is no longer needed. If not developed as a school site, the site shall be developed under the LDR2 land use district.

PARKS:

Neighborhood parks are easily accessible by a major street, bicycle lane, or comprehensive, internal trail system. Parks of varying sizes and amenities are situated throughout the Community as described below and further described in **Figure 7b, Conceptual Enhanced Neighborhood Park #1**, **Figure 7c, Conceptual Enhanced Neighborhood Park #2**, **Figure 7d, Conceptual Neighborhood Park #3**, **Figure 7e, Conceptual Neighborhood Park 2** and **Figure 7f, Conceptual Neighborhood Park 1 & Greenbelt Park**.

Four of the ten neighborhood parks are adjacent to Waterman Wash creating contiguous, larger open spaces. One of the three enhanced neighborhood parks is located adjacent to the elementary school parcel, creating opportunities for shared use of facilities. Three parks, elementary school, and Waterman Wash are linked by a continuous path adjacent to an existing natural gas easement.



Figure 7a, Open Space and Trails Plan, provides the conceptual park and trail siting concept. The following regulations shall apply:

1. A rezoning will be required if Parcel 8, Parcel 16, or Parcel 20 are not provided as park sites. Alternative park site locations will need to be identified.
2. One five-acre neighborhood park shall be provided within a ¼ mile walking distance of all residential areas. As an alternative to a five-acre park, the following shall be permitted.
 - a. The five smaller parks “Neighborhood Park 1”, as identified on **Figure 7a, Open Space and Trails Plan**, may count towards the required park sites.
 - b. The two larger parks “Neighborhood Park 2”, as identified on **Figure 7a, Open Space and Trails Plan**, may count towards the required park sites. If split into smaller park sites, the developer must demonstrate the following:
 - i. The smaller park site is needed due to site constraints.
 - ii. The smaller parks result in better access for residents.
 - iii. The smaller parks result in additional park acreage.
 - iv. The smaller parks result in additional amenities being provided.
 - c. Park sites shall be located to maximize walkability to the park.
 - d. Park sites shall be the focal point of neighborhoods.
3. Neighborhood Park 1 and Neighborhood Park 2 shall include the following minimum amenities and design considerations:
 - a. A portion of neighborhood parks may be used for retention.
 - b. Parking shall be provided onsite or on-street adjacent to the park.
 - c. Homes may back up to no more than 50% of the perimeter of the park. It is strongly encouraged that parks are designed so homes face the park and that no houses back up to the park.
 - d. One tot lot with a shade canopy shall be provided.
 - e. Facilities for active recreation shall be provided such as multi-use diamonds, rectangular fields, or sport courts. The park site shall be designed in a manner to accommodate these fields.
 - f. Shaded seating areas, such as ramadas, shall be provided.
 - g. Shaded walking paths connecting the park to sidewalk shall be provided.
 - h. Amenities provided for parks within age-restricted communities may be adjusted with approval of the Development Services Director or designee.
4. The enhanced neighborhood parks shall include the minimum amenities and design considerations for Neighborhood Park 1 and Neighborhood Park 2, and, in addition, shall include:
 - a. Restrooms and



- b. Fields, such as those depicted in the conceptual park layout as shown on **Figure 2b, Conceptual Enhanced Neighborhood Park #1, Figure 2c Conceptual Enhanced Neighborhood Park #2, and Figure 2d, Conceptual Enhanced Neighborhood Park #3.**
5. In conjunction with or prior to the development of the 2nd enhanced neighborhood park, one of the following amenities shall be constructed:
 - a. Community center;
 - b. Aquatic center;
 - c. Splash pad complex; or
 - d. Other amenity of similar scale.

TRAILS:

Trails are strategically situated throughout the Community. **Figure 7, Open Space & Trails Plan** depicts an integrated trail system of varying widths along Waterman Wash, streets, portions of the Southwest Gas easement, and internal open spaces; thus, creating a pedestrian friendly community and providing continuous connectivity between the residential and non-residential areas. The trail system connects parks, elementary school, commercial centers, and Waterman Wash. An approximate 3-acre Level 2 Trailhead (T2) trailhead with 6-30 standard parking spaces, benches, drinking water, restroom, lighting, shade structure, picnic ramada, bike racks, and signs per the City of Goodyear Parks, Recreation, Trails and Open Space Master Plan, will be located along the north side of Waterman Wash near Rainbow Valley Parkway.

Three main trail types, sidewalks, and bike lanes provide internal and citywide connectivity. Project Paths link the Community neighborhoods, parks, schools, commercial parcels, and Waterman Wash. Regional Multi-Use Paths, within a 75-foot buffer, will be constructed with the Project to complete a segment of the City's regional trail system along the north and south sides of Waterman Wash. The buffer may also include:

- Open space;
- Parks; and
- Streets, so long as the 34- to 36-foot minimum pathway easement is maintained.

A Regional Trail will be constructed with the Project to complete a segment of the City's regional trail system from Waterman Wash south to the Project boundary. Shaded refuge, benches, and landscape buffers will be purposefully situated along the various trails to provide comfort and interest for users of the trails. **Figure 7a, Open Space & Trails Plan** depicts the location of these trails. **Figure 8a, Trail Cross Sections** depicts the cross section of the three main trail types. **Figure 8b, Conceptual Pedestrian Trail Along Gas Easement** incorporates trail and open space concepts along the SW Gas easement.

WATERMAN WASH:



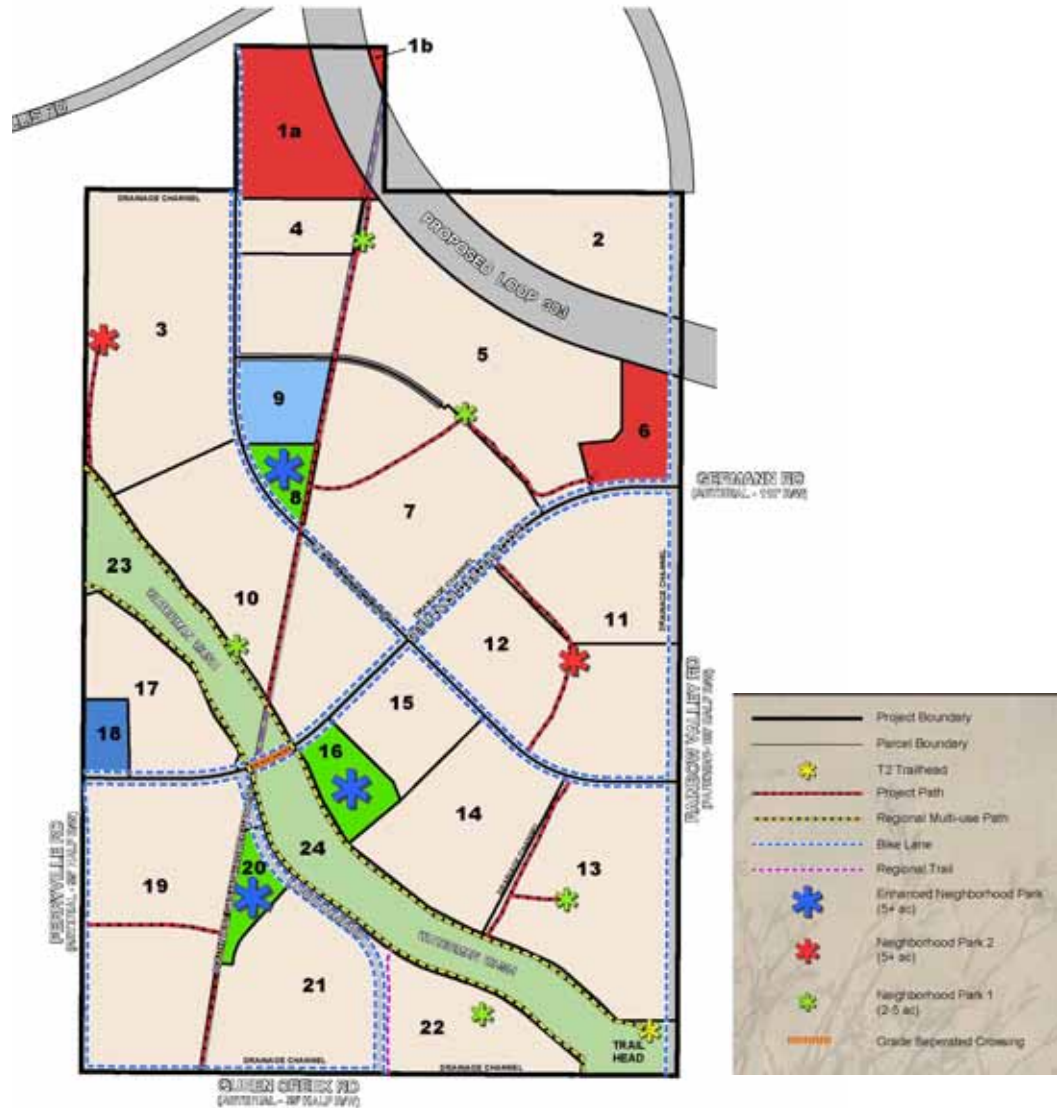
Waterman Wash traverses the Project. Historically, this wash has flooded the area during heavy storms. A CLOMR was approved in July 2016 to remove portions of the Property from the floodway/floodplain, as shown in **Figure 4a, Existing Topography & Physical Features Map** and **Figure 4b, Physical Features Map with Development Plan**.

The Jurisdictional limits (the “JD”) of Waterman Wash will remain in its current natural condition, except at roadway and utility crossings. All other improvements and approved Community amenities will occur outside of the jurisdictional limits. An engineered channel will be constructed to intercept flows outside of the JD portion of Waterman Wash. The area within Waterman Wash and outside of the JD and channel will be revegetated with native plants. Over time, it is anticipated the lines between developed and natural will blur and will have a more natural appearance. Waterman Wash will be the centerpiece of the Community and will provide significant open spaces, trails, and recreational amenities that integrate into the overall parks, trails, and open spaces. A cross section of Waterman Wash is depicted on **Figure 8c, Waterman Wash Cross Section**.

SOUTHWEST GAS EASEMENT:

The 30-foot SW Gas easement traverses the Project and provides a significant opportunity for non-vehicular access to the overall Project. Additional area is added to the easement to incorporate a Project Path that directly links the three Enhanced Neighborhood Parks, Waterman Wash, elementary school, larger community commercial site, and additional trails and paths. Improvements are limited to low growth desert landscaping and roadway and infrastructure crossings perpendicular to the easement. Cross sections of the trail within SW Gas easement are depicted in **Figure 8b, Conceptual Pedestrian Trail Along Gas Easement**.





OPEN SPACE & TRAILS PLAN

LANDSCAPING:

In addition to the plants listed in the Zoning Ordinance, **Figure 9, Plant Palette** provides a list of additional plants proposed for the Project. In the event the list provided in this section is in conflict with the City ordinance, the ordinance will prevail. The Project utilizes plants on the Arizona Department of Water Resources Low Water Plant List in all right-of-way areas and parks. Revegetation of Waterman Wash will be of native vegetation, where appropriate.

Landscaping will be provided in accordance with the design standards per Article 5-1, Landscaping Standards of the Zoning Ordinance. Trees and shrubs within residential development parcels may be enhanced per Section 5.3.6 of this document.

PUBLIC FACILITIES:

The water campus is designed to meet a public need for the surrounding community. An update to the City of Goodyear Infrastructure Water Master Plan (IWMP) is anticipated in FY 18-19. In the event the IWMP does not locate the water campus at this location, the parcel may develop per the LDR2 development standards without requiring a PAD Amendment.

The development standards are provided in **Table 6, Public Facilities Development Standards**. The development standards have not been modified from the Zoning Ordinance; thus, no comparison is provided herein.

Table 6
Public Facilities Development Standards

Standards	PFD
Minimum Net Site Area	None
Minimum Lot Width	None
Maximum Height	40'
Maximum Building Coverage	None
Minimum Setbacks	
Front	None
Side	None
Rear	None
Street Side	30'

3.3 Community Character

Land use placement, streetscape, theming, open spaces, amenities, and various design elements are incorporated into the Project to create a distinctive character. The following elements are utilized to establish Project character.

- Transition of land uses from less intensive to more intensive uses in a logical and complementary manner, placing higher intensity uses to serve as a buffer between traditional single-family housing, commercial uses, and freeway.
- Encourage pedestrian and non-motorized vehicular use and integration of a thoughtfully planned trail system.
- Integrate Waterman Wash and the SW Gas easement to create a centerpiece and focal point of the Community.
- Thoughtfully situated school site that is central to the Community, adjacent to an enhanced neighborhood park, and accessible by multiple modes of transportation.
- Well thought out location, variety, and design concepts of open space and park amenities.
- Create a unique sense of place with Community signage and entry monumentation through implementation of design concepts, colors, materials, and strategic locations.
- Thoughtful use of decorative perimeter theme walls, view fences, and landscaping to maximize exposure of open space and park areas to create an integrated streetscape throughout the Community.

Application of these design elements will create the character and a quality community for residents to enjoy.

3.3.1 Entry Monuments and Theme Walls

Theme walls and entry monumentation create the initial impression and identity of the Community. They are the first elements viewed by guests and residents. The intent of the conceptual wall and entry monuments depicted herein are to illustrate a potential architectural style and theme. The actual color, material selection, and details presented will be refined and/or expanded following selection of a specific architectural style by the homebuilder. This allows the homebuilder the necessary flexibility to choose a palette consistent with the Project architectural theme; thus, creating unity and implementing Community identity.

ENTRY MONUMENTS

Enhanced landscaping, colorful plants, and monumentation provide visual impact at primary entrances. The color and material palette features colors and textures complementary to the desert. As mentioned above, final selection of color, materials, and decorative features will be refined and/or expanded upon; however, the entry monument concepts represent the Project's assurance to quality. The images also generate a basis for the final color and material selection meeting or exceeding the



level illustrated. Design and installation of signs will generally conform to the appropriate City requirements. Refer to **Figure 11, Conceptual Hardscape Details** for specific details.

A Primary Entry Monument will be placed at the major entry point into the Community from Rainbow Valley Road. Secondary Entry Monuments will be placed at secondary entry points into the Community from Germann Road, Perryville Road, and Queen Creek Road. Tertiary Entry Monuments (not shown, but of similar theme and quality) will be placed at entrances into individual parcels. Monument locations are shown on **Figure 10, Entry Monument Map**. Enhanced paving and plantings will be included with Primary and Secondary Entry Monuments.

THEME WALLS

Theme walls are placed in locations where they will be seen from arterial or collector streets. In combination with decorative landscaping, the enhanced wall details promote a sense of arrival into the Community. View fencing shall be provided in areas where lots back or side onto open spaces; thus, increasing the visual enjoyment of the open spaces and providing increased security. All fencing surrounding individual residential lots shall comply with City pool fence dimension requirements. **Figure 11, Conceptual Hardscape Details** depicts decorative elements of the theme walls.

3.4 Development Phasing

The Project will be developed in several phases. Refer to **Figure 12, Phasing Plan** for a potential phasing sequence. As with any large master planned community, market economics will have a significant impact on the overall phasing. The actual phasing will be based on market conditions, industry factors, and/or business considerations, as determined by the developer. Considering the Phasing Plan is conceptual in nature, deviations from the Phasing Plan are allowed and do not constitute a PAD Amendment as long as the phasing meets City requirements, provides two points of access and a looped/redundant waterline, and adequately addresses upstream and downstream drainage.

Ultimately, roads within the Project will be developed to their full right-of-way width and be the responsibility of the Developer. Roadways along the perimeter will be developed as required for the Project. Loop 303 will be developed by others.

Table 5
Phasing

Phase	Parcel	Zoning District	Land Use	Area ⁽¹⁾ (ac)	Maximum Units
1	5c&d	LDR3	Residential	36.8	
	6	CC	Commercial	13.0	
	7	LDR2	Residential	69.8	
	8	OS	Park	7.2	
	9	LDR2	School	14.0	
	11	LDR3	Residential	36.7	
	12a	LDR1	Residential	30.3	
	18	PFD	Water Campus ⁽²⁾	6.0	
	Subtotal			213.8	
2	3	LDR2	Residential	76.7	
	5a&b	LDR3	Residential	55.1	
	10	LDR3	Residential	67.3	
	Subtotal			199.1	
3	12b	LDR1	Residential	27.1	
	13	LDR2	Residential	56.5	
	14	LDR1	Residential	41.1	
	15	LDR2	Residential	23.1	
	16	OS	Park	11.1	
	Subtotal			158.9	
4	1a	CC	Commercial	28.4	
	1b	CC	Commercial	0.9	
	2	MDR	Residential	31.8	
	4	MDR	Residential	12.4	
	Subtotal			73.5	
5	17	LDR2	Residential	28.3	
	19	LDR3	Residential	71.9	
	20	OS	Park	9.0	
	21	LDR1	Residential	46.3	
	22	LDR2	Residential	29.3	
	Subtotal			184.8	
Other	23	OS	Waterman Wash	31.7	
	24	OS	Waterman Wash	54.4	
	-	-	Parkway/Arterial ⁽³⁾	39.5	
	-	-	303 Freeway	43.7	
	Subtotal			169.3	
Grand Total				999.3	2,962

Footnotes:

(1) All acreage is approximate. Subtotals and totals may not exactly add up due to rounding.

(2) In the event the City of Goodyear Infrastructure Water Master Plan does not locate the regional water campus at this location, the parcel may develop per the LDR2 development standards without requiring a PAD Amendment.

(3) Areas include Rainbow Valley Road (100'), Queen Creek Road (55'), Perryville Road (55'), and German Road (110').



Section 4.0: Infrastructure

4.0 INFRASTRUCTURE

4.1 Circulation

Circulation within the Project has been a key component to the development of the land plan, providing both safe and aesthetically pleasing traffic corridors through the Community while addressing the challenges presented by Waterman Wash and the proposed Loop 303 alignment. Refer to **Figure 13a, Circulation Plan** for freeway, parkway, arterial, and collector roadway alignments. Germann Road is planned as the only corridor within the Community to cross Waterman Wash. The Waterman Wash crossing along Germann Road shall comply with the minimum City of Goodyear Engineering standard requirements for roadway design as stated in Table 3.3-1 of the Engineering Design Standards and Policies Manual. A traffic interchange is not planned at the intersection of Loop 303 and Rainbow Valley Road.

Design standards and vehicular circulation for each roadway classification are based on City details and standards, Chapter 15 of the Subdivision Regulations, Article 15-4 and/or the American Association of State Highway and Transportation Officials (AASHTO) for roadway construction. Roadway classifications are per the General Plan. Refer to **Appendix E, Traffic Impact Analysis** for traffic analysis and conclusions.

A 500-foot corridor is being reserved for Loop 303. This corridor includes 300 feet for the freeway right-of-way, 100 feet for two frontage roads (50 feet each), and 100 feet for a drainage channel within and along the north side of the corridor. Homes within LDR and MDR parcels shall be a minimum distance of 80 feet from the Loop 303 freeway right-of-way. This area will include a minimum 35 foot landscape tract and may include local streets as depicted on **Figure 13c, Street Cross Sections**. This cross section is based on a typical cross section per ADOT, Location/Design Concept Report dated June 2018 that was prepared for the Loop 303 from I-10 to SR-30.

Rainbow Valley Road is designated as a parkway (200' ROW) and will serve as the major access to the Community. Developer will construct portions of Rainbow Valley Parkway from Waterman Wash to Willis Road north of the Project as listed below.

1. Willis Road to Northern Project Boundary: Two lanes in each direction plus median to be constructed with Phase 1 improvements.
2. Northern Project Boundary to Germann Road: Half street right-of-way plus median and two northbound lanes to be constructed with Phase 1 improvements.
3. Germann Road to Waterman Wash: Half street right-of-way to be phased with development of adjacent parcels.

The three parkway cross-sections are depicted on **Figure 13b, Street Cross Sections**.

Queen Creek Road, Perryville Road, and Germann Road are designated as arterial streets (110' ROW). The arterial street cross-section is depicted on **Figure 13c, Street Cross Sections**. Developer will construct full right-of-way improvements for Germann Road and

half-street right-of-way improvements for Queen Creek Road and Perryville Road where proposed adjacent to the Project. A dry crossing will be constructed for Germann Road at Waterman Wash.

Two major collector streets are planned internal to the Project. Both intersect with Germann Road, with one extending north to the Willis Road alignment and the other extending south to Queen Creek Road. The collector street cross section is depicted on **Figure 13c, Street Cross Sections**. Commercial traffic will ultimately access the larger commercial site from the north side of the parcel at Willis Road and Loop 303. The collector road connecting Germann and Willis Roads will also provide access to the commercial site.

Internal local roads will be designed to effectively convey traffic to the collector, arterial streets, and parkway, where appropriate. The local street cross sections are depicted on **Figure 13d, Street Cross Sections**.

4.2 Public Utilities and Services

Refer to **Figure 14, Public Facilities Map** for locations of the nearest fire and police stations, high school, elementary school, and library.

UTILITIES

Utilities and services will be provided for the Project as shown as follows.

Table 6
Utility Providers

Utility	Provider
Water and Wastewater	City of Goodyear
Refuse	City of Goodyear
Gas	Southwest Gas
Electric	Arizona Public Service
Police, Fire and Emergency	City of Goodyear
Telephone	Cox or CenturyLink
Cable	Cox or CenturyLink

WATER

The Project lies within the City of Goodyear water service area and the City will serve as the water service provider for the Project. The City plans to update the Integrated Water Master Plan (IWMP) to include the Rainbow Valley area in the next fiscal year (2018/2019). Developer plans to construct water lines and a water campus in accordance with the IWMP. The Rainbow Valley Master Water Report will follow the approval of the IWMP.

WASTEWATER

The Project lies within the City of Goodyear wastewater service area and the City will serve as the wastewater service provider for the Project. The City plans to update the Integrated Water Master Plan (IWMP) to include the Rainbow Valley area in the next fiscal year (2018/2019). Developer plans to construct sewer lines in accordance with the IWMP. The Rainbow Valley Master Wastewater Report will follow the approval of the IWMP.



SCHOOLS

The Project is entirely within the Liberty Elementary School District and the Buckeye Union High School District boundaries. Applicant met with Liberty Elementary School District and Buckeye Union High School District on December 19, 2016. The Elementary School District anticipates the need for one elementary school on an approximately 12-acre site. Applicant will continue to work with the Elementary School District to ensure location and access are sufficient.

The school district confirmed the student generation rate per household at 0.3 students. The School Districts have provided Applicant with a sample joint rooftop contribution agreement. Applicant has had several phone communications about the final amounts on the rooftop contribution amount and its comparison to other surrounding school districts. A copy of this agreement is currently being reviewed by the School Districts and we will continue to diligently pursue finalizing the Donation Agreement. Following is a table calculating the number of students and schools generated from the Project.

Table 7
Student Impact Analysis

School Impact Analysis	Maximum Number of Residential Units	Student Generation Rate	Student Projections	Median Student Capacity per School *	Number of Schools
Residential Units	2,962	-		-	
Elementary Students/School		0.3	889	800	1.11
Total Students Generated	-	-	889	-	-

* Median student capacity based on current student capacities of Rainbow Valley Elementary, Estrella Mountain Elementary, and Westar Elementary.

The High School District stated there were no capacity issues at the existing or planned high schools and do not anticipate a need for a high school location within the Project. Applicant will work with the school districts to execute a school donation agreement. The nearest high school is Estrella Foothills High School, located at 13033 South Estrella Parkway, approximately 3.5 miles to the northeast. It is anticipated that additional high schools will be built within adjacent developments surrounding Rainbow Valley and students will not need to travel to Estrella Foothills High School on a long-term basis.



POLICE

The nearest City police station is located approximately 5 miles northeast of the Project at 10701 South Estrella Parkway.



FIRE

The nearest fire station is located 5 miles northeast of the Project at 10701 South Estrella Parkway. As of June 2018, the City also identified a potential location for a new fire station (Identified as Proposed FS186), which will be located on Willis Road north of Rainbow Valley Road in the CantaMia development. This future FS186 will be located approximately 1.4 miles driving distance from the Project's main entrance that is planned in phase 1. Refer to **Figure 15, Fire Response Distances** for driving

distances to several locations within the Project. These response distances are adequate for providing fire safety services to the Development.

4.3 Maintenance of Streets and Common Areas

Collector, arterial streets, and parkways will be public roadways. All public roadways, including public local streets, will be built in accordance with City standards and maintained by the City upon approval and acceptance by the City. Local streets will be either private or public roadways. All privately owned roads will be maintained by the Homeowners Association ("HOA"). Private local roads will be constructed to the same standard as public local roads.

Maintenance of Waterman Wash will be coordinated between Maricopa County, City, and Developer or its assignees.

Covenants, Conditions and Restrictions ("CC&Rs") will provide for the formation of a HOA for the Project. Private open space common areas within the Project will be maintained by the HOA.

4.4 Topography and Drainage

The main objective of the Master Drainage Plan (to be submitted under separate cover prior to preliminary plat) is to ensure Project development provides 100-Year flood protection to habitable structures and that the downstream drainage conditions are not adversely altered by the development of this Project. The Master Drainage Plan provides a hydrologic and hydraulic analysis of the Property, addressing potential drainage related constraints relative to development and the proposed drainage management for the Project. The flood protection systems consider both the potential of offsite flooding sources and the surface runoff generated by individual parcels within the Property.

PHYSICAL CONSTRAINTS

There are physical constraints associated with the natural drainage patterns within this area that provide unique challenges related to the ability to design new drainage facilities. The primary physical constraints include 1) Waterman Wash and 2) offsite upstream flow impacts from various washes which will be conveyed across the Property.

DRAINAGE DESIGN CRITERIA

The Master Drainage Report will detail the drainage study providing the evaluation and framework for the current and proposed conditions of the Project. The results of the study will show that stormwater will effectively drain from the Project with no adverse impacts to downstream or adjacent properties.

Waterman Wash represents the most significant watercourse that passes through the interior of the Project which acts as the hydrologic outfall for the entire Project. Waterman Wash has been studied by Erie and Associates who prepared, submitted, and obtained approval of a Conditional Letter of Map Revision (CLOMR) detailing a channel design through the Project. The engineered channel by Erie and Associates will be constructed to convey flows from Waterman Wash through the Project where the existing main channel for the wash will continue to be preserved. An adjacent ancillary channel will be added to contain the 100-year flow rate within the proposed channel banks.

Under proposed conditions, smaller offsite flows impacting the Project will be collected and conveyed through the site via engineered drainage channels. The water surface elevation in the channels will be set to provide requisite freeboard to adjacent properties. These channels will discharge flows directly to Waterman Wash at various points within the Property.

Adequate storage capacity will be provided for onsite drainage areas so that peak flows and volumes will not be increased as a result of development. Developed areas that drain offsite will provide retention to limit the post-development peak discharge using City approved retention design criteria.

Retention basins will be designed so runoff is disposed of within thirty-six (36) hours either by percolation, drywells, or bleed-off connections into approved drainage ways. Flows from basins shall be in the location and direction of the historic flows.





Section 5.0: Regulatory Standards



5.0 REGULATORY STANDARDS

5.1 PAD Deviation Justifications

This PAD provides an opportunity to create a master planned community complementing the City's current growth and development objectives. Deviations from the City's Zoning Districts are necessary to achieve the following objectives.

- Commercial, retail, and business opportunities support a well-balanced and self-sustaining community while generating additional tax revenues for the City.
- An extensive, integrated regional trail/pathway system offers pedestrian friendly access between neighborhoods, commercial, and recreational areas.
- Ten strategically located neighborhood parks and a centrally located elementary school provide the framework for social and recreational opportunities.
- A range of land uses attract a diverse mix of residential buyers in various stages of life.
- Transformation of Waterman Wash from a significant site constraint to a major focal point of the Community that provides significant open space, view corridors, trailhead, and a trail system that links neighborhood parks, neighborhoods, and completes a portion of the City's 75-foot wide regional trail system on both sides (north and south), while preserving the Jurisdictional portion of the wash.
- Adaptation of the Southwest Gas 30-foot easement from a significant site constraint to a minimum 45-foot trail system that directly links two neighborhood parks, Waterman Wash, and open spaces at strategic locations, and providing pedestrian access to neighborhoods, parks, commercial parcels, and the broader regions of the community via the Waterman Wash regional multi-use trail system.
- The approximate 600-foot Waterman Wash corridor will safely convey water and ensure none of the homes will be impacted by offsite storm water flows. In addition, it will also help mitigate the effects of flooding in neighboring communities.
- Major improvements to the City infrastructure such as:
 - Transportation corridors; Rainbow Valley Road, a planned Rainbow Valley Parkway, Queen Creek Road, Germann Road, and Perryville Road.
 - Inclusion of a school site for elementary students.
 - Water and wastewater improvements.



- Neighborhood parks and an integrated trail system with active and passive recreation areas.
- Interactive and inviting retail areas drawing additional commercial to the City.
- Source of revenue for the City in the form of impact, review, and development fees and a steady source of revenue in the form of property and sales tax over the anticipated 10-year development cycle.

5.2 PAD Review Guidelines

Based on the review of the PAD review guidelines set forth in the Goodyear Zoning Ordinance Section 1-3-1-D-3 and discussions with City staff, the following summarizes how the Rainbow Valley PAD meets the intent of those guidelines:

- *Consistency with the goals, objectives and policies and future land use map of the City' General Plan; consideration of current market factors, demographics, infrastructure, traffic, and environmental issues and if conditions have changed significantly since the plan was adopted.*

Section 5.2 of this PAD provides a detailed analysis of how the Rainbow Valley PAD is consistent with the goals, objectives, and policies and future land map of the Goodyear General Plan. Where Applicant and the City have differed on opinion regarding this conformance, it is Applicant's understanding that the City is undertaking a Major General Plan Amendment to ensure that this conformance is more fine-tuned to ensure compatibility. In addition to Applicant's detailed analysis and the Major General Plan Amendment, Applicant continues to affirm that the Rainbow Valley PAD entitlement process is following the general development pattern that has occurred throughout the Phoenix Valley, including Goodyear. It may appear from the hard data projections that a development such as Rainbow Valley is not currently necessary. However, this is not the case. In a recent 2017 mid-year update produced by the prominent firm Robert Charles Lesser & Company, four (4) Arizona communities were recognized as "Top-Selling Master-Planned Communities." These developments are Estrella (Goodyear), Verrado (Buckeye), Vistancia (Peoria), and Eastmark (Mesa). Historically, these developments were viewed as "fringe" developments and were questioned regarding the potential burdens they could place on the existing infrastructure.

However, despite what the status quo said, these developments all pushed forward with providing solutions to the perceived development issues and became successful master planned communities. It is interesting to note that each of these developments began with planning efforts that started an average of five to six (5-6) years before the first houses were moved into. For Rainbow Valley, there will also be a long timeframe that will occur before actual development can occur. This will provide the additional time to actualize the proposed infrastructure solutions in the PAD. Additionally, it is important to remember that Rainbow Valley should not even be categorized as a "fringe" development as its adjacent neighbor is one of the "Top-Selling Master-Planned Communities" in the nation. Thus, Rainbow Valley is poised to be a master-planned community that positively contributes to the next area of robust development for the City of Goodyear.



Recent studies show that the current market conditions for residential housing growth continues to be strong and will be for the future. The following information was recently provided as collected by Belfiore Real Estate Consulting (*Source-“Just How Hot is Arizona’s Housing Market?” AZ Big Media, March 20, 2018*):

- 555 active communities in Arizona, 56 percent have 32 or fewer lots remaining. This means that if builders can maintain their 2017 sales average, they may sell out within this year. However, this doesn’t necessarily mean the number of active communities will drop.
- CEO Doug Fulton of Fulton Homes stated, “We see 2018 as a year we’ll be able to hang our hats on. All leading economic indicators look great and the trends in sales are surprisingly solid even in our typically slow months of November and December,” says Fulton. “It’s time again to bet on housing.”
- For the first 10 months of 2017, 12 percent more construction permits were issued than in 2016, with a projected yearly total of 21,200. By 2018, that number is expected to be 23,500, and it could be 25,400 by 2019.
- Builders in high-volume sales areas, such as suburban and exurban submarkets, are upping inventory to be ready with a deliverable supply of homes.

Rainbow Valley is the next development area in south Goodyear, being only ¼ mile from the existing CantaMia Development, and must quickly obtain property entitlements to be ready for the growth that will inevitably come to this area of Goodyear.

- *The compatibility of the uses with surrounding uses (including land suitability, environmental impact, density, nature of the use, aesthetics, traffic, and infrastructure).*

With Rainbow Valley only being ¼ mile from the existing CantaMia Development, there are great opportunities for the variety of houses and densities of Rainbow Valley PAD to provide neighboring communities that are compatible and complement each other with a variety of living options. Additionally, the synergy of these communities, with the development of additional rooftops, will bring the commercial services, retail, and employment opportunities that inevitably follow residential for the benefit of CantaMia at Estrella, Rainbow Valley, and the surrounding communities.

Regarding the environmental impacts, Rainbow Valley will be developed in a way that is sensitively designed with the Waterman Wash and the surrounding natural landscape. Historically, the Waterman Wash has flooded the area during heavy storms. The jurisdictional limits within Waterman Wash will remain in its natural condition, except at roadway and utility crossings.

The area within Waterman Wash and outside of the JD and channel will be revegetated with native plants. Over time, it is anticipated the lines between developed and natural will blur and will have a more natural appearance. Waterman Wash will be the centerpiece of the Community and will provide significant open spaces, trails, and recreational amenities that integrate into the overall parks, trails, and open spaces. Other lands that are designated as Open Space are meant to provide areas that can be used to preserve natural areas and create both active and passive recreational uses and amenities for the surrounding land uses. This will provide a seamless compatibility with the Rainbow Valley development to the surrounding environment and aesthetics of the land.



Regarding the infrastructure, Applicant is aware of the infrastructure challenges of the Property. The Master Sewer and Water Reports address solutions for the developer to pay for the growth of services applicable to the Rainbow Valley development. Additionally, Applicant is in discussions with the City regarding a development agreement that will address the infrastructure needs of the development.

- *The consistency of the proposed uses with other land uses within the immediate area, and why the proposed uses would be better suited to the property rather than the current AU zoning.*

As discussed above, the immediate adjacency of Rainbow Valley to the developments located in Estrella Mountain Ranch, demonstrate the consistency of the proposed development to the already developed areas to the north. The purpose of the current AU zoning is to *"provide a low-density, estate-type residential use that allows for non-commercial agricultural uses and Large Animal and Small Animal privileges."* The Property has historically been used as agricultural uses. At one point in time, this area made sense for this type of use because it could operate completely separate from any neighborhoods and other City uses without any compatibility issues. However, with the continued development immediately to the north, the Rainbow Valley property is the next property in line for growth. The Property owners no longer wish to use the Property for agricultural uses.

This is further supported by the Goodyear General Plan, which designates the Property as Neighborhood. This is defined as, *"Provid(ing) areas for the growth and development of neighborhoods. Neighborhoods include a wide range of densities and housing products, public and community facilities such as schools and places of worship, and commercial uses at appropriate intensities and locations."* Rainbow Valley will provide a master planned community that will bring the expected growth and development of neighborhoods that occur as Cities grow outward.

- *Demand for the uses in relation to the amount of land currently zoned and available to accommodate the demand.*

As discussed above, the market demand for residential housing is here. This strength of that market shows that it will be here for a while and the need for quality master planned community with a variety of housing will continue. Housing permits will continue to rise in all Phoenix Valley cities, including Goodyear, with a demand for all types of housing continuing to be strong amongst all demographics.

While there are other areas of the City of Goodyear that are currently zoned and available for residential uses, it is difficult to determine the economic intricacies involved with why or when the other 57,000 entitled lots will be built or to do a lot for a lot comparison without reviewing the type of housing product provided, the amenities provided, and especially the unique place and location of a development. It seems that the intent of Zoning Ordinance regulation 1-3-1-D-3(e) is to compare those other properties surrounding "the proposed zoning district" of the PAD with similar zoning that offers comparable locations, amenities, and character. When compared in this way, Rainbow Valley provides a unique location with a vastly different environment and locale than can be found in other parts of the City to the north.

Additionally, Applicant has entertained a high interest from homebuilders for Rainbow Valley because of the specialness of the surrounding Rainbow Valley area and the uniqueness that is provided by the closeness to the beautiful Estrella Mountains and the desert landscapes. This interest demonstrates a tangible market demand that Rainbow Valley brings despite the other entitled developments in the City.

- *Demand for public services that will be generated by the uses and requirements for meeting demands in terms of public infrastructure, facilities, and other capital equipment. (Including water supply, water treatment, water storage, water distribution, wastewater treatment, wastewater recharge and distribution, streets, bridges, schools, and emergency services facilities and equipment).*

City Council expressed their support for growth in this area of the City at the January 29, 2018 work session and tasked City staff to develop options to ensure the Water Service Area #4 (North Waterman Wash) is included in the City's planning. In response, the City plans to update the Integrated Water Master Plan (IWMP) to include the Rainbow Valley area in the next fiscal year (2018/2019). The developer will be responsible for providing water and wastewater infrastructure and all weather access to the Project and ensure the Project is served with adequate public safety services.

Water: The Project lies within the City of Goodyear water service area and the City will serve as the water service provider for the Project. The City plans to update the Integrated Water Master Plan (IWMP) to include the Rainbow Valley area in the next fiscal year (2018/2019). Developer plans to construct water lines and construct a water campus in accordance with the IWMP. The Rainbow Valley Master Water Report will follow the approval of the IWMP.

Wastewater: The Project lies within the City of Goodyear wastewater service area and the City will serve as the wastewater service provider for the Project. The City plans to update the Integrated Water Master Plan (IWMP) to include the Rainbow Valley area in the next fiscal year (2018/2019). Developer plans to construct sewer lines in accordance with the IWMP. The Rainbow Valley Master Wastewater Report will follow the approval of the IWMP.

Schools: The Project is entirely within the Liberty Elementary School District and the Buckeye Union High School District boundaries. Applicant met with Liberty Elementary School District and Buckeye Union High School District on December 19, 2016. The Elementary School District anticipates the need for one elementary school on an approximately 12-acre site. Applicant will continue to work with the Elementary School District to ensure location and access are sufficient. The school district confirmed the student generation rate per household at 0.3 students.

Fire/Police: Fire and Police will be provided by the City of Goodyear.

Public Utilities:

Utility	Provider
Water and Wastewater	City of Goodyear
Refuse	City of Goodyear
Gas	Southwest Gas
Electric	Arizona Public Service
Police, Fire and Emergency	City of Goodyear
Telephone	Cox or CenturyLink
Cable	Cox or CenturyLink

- *Potential adverse fiscal impacts that will result from providing services to the area.*

The Rainbow Valley area is not included in the City's IWMP and IIP. It is understood the City is currently updating the IWMP to include the Water Service Area #4 (North Waterman Wash) to further address the infrastructure issues. Developer plans to construct the necessary water and wastewater infrastructure in accordance with the IWMP and street infrastructure to serve this Project and support the area.

The Project is entirely within the Liberty Elementary School District and the Buckeye Union High School District boundaries. The Elementary School District anticipates the need for one elementary school on an approximately 12-acre site. Applicant met with the school districts and will continue to work with the Elementary School District to finalize a school donation agreement and to ensure access to the school site is sufficient. The High School District stated there were no capacity issues at the existing or planned high schools and do not anticipate a need for a high school location within the Project. Following is a table calculating the number of elementary students and schools generated from the Project.

School Impact Analysis	Maximum Number of Residential Units	Student Generation Rate	Student Projections	Median Student Capacity per School *	Number of Schools
Residential Units	2,962	-		-	
Elementary Students/School		0.3	889	800	1.11
Total Students Generated	-	-	889	-	-

* Median student capacity based on current student capacities of Rainbow Valley Elementary, Estrella Mountain Elementary, and Westar Elementary.

- *How the proposed amendment promotes orderly growth and development?*

The main issue that Applicant has heard from City staff regarding to the promotion of orderly growth and development is primarily centered on providing adequate infrastructure and begin paid for by the developer.

The development is located approximately one-quarter mile from the CantaMia at Estrella community. Rainbow Valley is the next proposed development and presents opportunities to bring commercial and retail services more quickly to existing residents in the area with the increased rooftops. Applicant has consistently presented multiple strategies in the PAD and discussions with City staff that include paying its fair share of the costs associated with the public service needs. We understand that the City is currently amending the IWMP to include the Water Service Area #4 (North Waterman Wash) to further address the infrastructure issues.

Applicant continues to assert its willingness to pay for and provide its “fair share” of the necessary services for the development. Thus, adverse fiscal impacts should not be an issue with concern of orderly growth and development of Rainbow Valley.

Applicant will continue to work with City Staff on “growth paying for growth” and using all avenues for creative solutions to public/private partnerships. Additionally, Applicant is in discussions with the City regarding a development agreement that will address the infrastructure needs of the development. It is anticipated that a development agreement will address required improvements and/or contributions by the developer to help fund infrastructure services. The City already has an obligation to provide solid waste collection and disposal and emergency services for CantaMia residents, located a short distance from the proposed Rainbow Valley PAD development. Additional developments and residents in an area where the City already has a commitment to provide service should make providing services more cost effective on a per capita basis.

5.3 General Plan Goals and Policies

The Property is currently designated as Neighborhood and Open Space by the Goodyear 2025 General Plan (“General Plan”) Land Use Map. With these land use designations, the City anticipates that the Neighborhood land use will develop in a way that allows for a wide range of densities and housing types and commercial uses at appropriate locations. Other lands that are designated as Open Space are meant to provide areas that can be used to preserve natural areas and create both active and passive recreational uses and amenities for the surrounding land uses.

The proposed Rainbow Valley PAD development has been proposed with these land uses in mind. Additionally, Applicant has taken great care in ensuring that the PAD will be in conformance with all of the goals of the General Plan.

The proposed PAD creates interconnected residential neighborhoods with a wide range of densities and housing types with a commercial development located near Willis Road and

Loop 303, a highly trafficked interchanged, and a second commercial development between the Rainbow Valley Parkway and residential development.

The proposed PAD creates a strong, coherent neighborhood that will provide development opportunities for the fast-growing City of Goodyear. Applicant is aware of the strategic location of the Rainbow Development and its adjacency to the Estrella, CantaMia, and other existing and proposed developments.

The following narrative provides additional information regarding how the Rainbow Valley PAD will achieve the policies and goals found within the General Plan. Particular emphasis has been placed on those goals that have been provided by City staff as needing to be addressed. A summary of the specific goals and policies of the General Plan have been provided in **bold/italics**, followed by an explanation of how the Rainbow Valley PAD is in conformance.

Before addressing the General Plan policies, it is also important to understand that the Rainbow Valley PAD entitlement process is following the general development pattern that has occurred throughout the Phoenix Valley, including Goodyear. It may appear from the hard data projections that a development such as Rainbow Valley is not currently necessary. However, this is not the case. In a recent 2017 mid-year update produced by the prominent firm Robert Charles Lesser & Company, four (4) Arizona communities were recognized as "Top-Selling Master-Planned Communities." These developments are Estrella (Goodyear), Verrado (Buckeye), Vistancia (Peoria), and Eastmark (Mesa). Historically, these developments were viewed as "fringe" developments and were questioned regarding the potential burdens they could place on the existing infrastructure. However, despite what the status quo said, these developments all pushed forward with providing solutions to the perceived development issues and became successful master planned communities. It is interesting to note that each of these developments began with planning efforts that started an average of five to six (5-6) years before the first houses were moved into.

Regardless, it is important to remember that Rainbow Valley should not even be categorized as a "fringe" development as its adjacent neighbor is one of the "Top-Selling Master-Planned Communities" in the nation. This was further supported by City Council in the January 28, 2018 Work Session hearing where City Council recognized that the Waterman Wash Area should not be viewed as "fringe" or "leap frog" development because it is growing out from CantaMia and has a great opportunity to connect to Estrella. This is especially true for this project as it is the next adjacent development from CantaMia. Thus, Rainbow Valley is poised to be a master-planned community that will positively contribute to the next area of robust development in the City of Goodyear.



- *Policy GD-1-1 (c) (listed as Policy CC-5-1 (c) on page 47) 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*

Flexibility is built into the PAD to allow for a variety of different housing products. Specifically, the LDR1, LDR2, and LDR3 areas provide for traditional single family residential land uses as follows:

- LDR1 homes start at 7,000 square feet and are intended for buyers that wish to move-up to a larger home.
- LDR2 homes start at 6,000 square feet and are intended for the first time and move-up homebuyer.
- LDR3 homes start at 4,500 square feet and are intended for first time homebuyers and empty nesters.

MDR areas provide for non-traditional residential uses, such as higher intensity attached or detached residential units such as cluster/courtyard homes, duplex, triplex, and town homes.

CC areas provide for commercial land uses, such as neighborhood and general commercial and professional office.

Open Space uses include Waterman Wash, which incorporates significant open space, view corridors, trailhead, and a portion of the City's regional trail system through the Community. Additionally, the parks, trails, and other open spaces provide significant opportunities for passive and recreational amenities. The amount of total open space will ultimately exceed 20%.

Included in the Open Space, is an extensive integrated trail system that is incorporated along Waterman Wash, streets, portions of the Southwest Gas easement, and open spaces; thus, creating a pedestrian friendly Community and providing continuous connectivity between neighborhoods, parks, elementary school, commercial centers, and Waterman Wash. Segments of the City's regional trail system, along the north and south sides of Waterman Wash, will be completed with this Project.

The inclusion of all these varieties of land uses provides a cohesive master planned community that includes an integrated lifestyle and meets the General Plan Policies.

- *Policy GD-1, Introduction (page 46) notes that: "Residential development typically precedes other types of development..."*

We concur that residential development with rooftops are needed to attract different uses to the area. This PAD is providing the entitlements for future commercial development that will come to this area once an adequate number of citizens live in the area to make commercial development viable. With the variety of houses and cohesiveness of the Rainbow Valley PAD,

this Project will bring additional homes to those already existing in CantaMia; thus, expediting the timeframe when it will be feasible to bring services, retail, and employment opportunities and benefitting the existing residents of CantaMia at Estrella, as well as those in Rainbow Valley and surrounding communities.

- ***Policy GD-1-1 (e) (listed as Policy CC-5-1 (e) on page 48) Development near natural resources [i.e. Waterman Wash] should:***
 - *Preserve natural features, steep slopes, and when appropriate, views,*
 - *Use design that emphasizes the natural resources,*
 - *Include public access to the natural resources,*
 - *Include low light, low noise, and low traffic,*
 - *Include activity nodes at major crossings,*
 - *Include destinations within the resources (e.g., White Tanks library)*

Applicant will meet this General Plan policy by incorporating the Waterman Wash in a sensitive way that preserves this natural feature, but also enhances its natural beauty into the Rainbow Valley development. Waterman Wash will be a major focal point of the Community by providing significant open space, view corridors, trailhead, and a trail system that links parks, neighborhoods, and completes a portion of the City's regional trail system, while preserving the Jurisdictional portion of the wash, on what was once a significant site constraint.

The Jurisdictional limits (the "JD") of Waterman Wash will remain in its current natural condition. An engineered channel will be constructed to intercept flows outside of the JD portion of Waterman Wash (per an approved CLOMR). The area within Waterman Wash and outside of the JD and channel will be revegetated with native plants. Over time, it is anticipated the lines between developed and natural will blur and have a more natural appearance. Waterman Wash will be the centerpiece of the Community and will provide significant open spaces, trails, and recreational amenities that integrate into the overall parks, trails, and open spaces.

- ***Policy GD-1-2 (b) (listed as Policy CC-5-2 (b) on page 49) Promote the development of compact walkable neighborhoods within the vicinity of existing and planned transit routes.***

The PAD is located near the future Loop 303 corridor which will be an important part of this development. Applicant has provided compact neighborhoods that are walkable and connect to the development as a whole through a connected trail and sidewalk system.

This Project incorporates a diversity of housing types enabling citizens from a wide range of economic levels and age groups to live within its boundaries. This Community not only provides the traditional single-family home, but two higher density residential parcels, which



could include cluster/courtyard homes, Z-lots/2-paks, town homes and patio homes, green-courts and garden homes; and duplex and triplex.

Homes will be located within one-quarter mile of a neighborhood park or trail with direct access to a neighborhood park without having to cross a major street. Parks are also integrated with the Project's trail and sidewalk system providing residents an alternative method of transportation to access the neighborhoods, commercial sites, school, parks, and other open spaces (See **Figure 7a, Open Space & Trails Plan**)

- *Policy CC-5-2(c) (page 49) states that developments should partner with the development community and regional planning agencies on transit planning.*

Applicant has already made plans and had preliminary discussions with those in the community and with regional agencies regarding the planned Loop 303 route. Applicant recognizes the vitality of this route and the importance of coordinating as needed. Applicant will stay current on the progress of Loop 303 and participate in the public process as necessary.

- *Policy GD-2-1 (page 51), Promote the policy that development should pay for itself.*
- *Policy GD-2-2 (page 51) Use development impact fees to encourage or discourage development in certain areas of the City. In areas where there are not adopted impact fees, the developer shall construct the necessary infrastructure to serve the development.*

Applicant is fully aware of these policies. Water, wastewater and transportation solutions are described in 4.0 Infrastructure. There currently are not any City adopted impact fees for the area that the Project is located within. However, Applicant has consistently presented multiple strategies in the PAD and discussions with City staff that include paying its fair share of the costs associated with the public service needs. At the January 29, 2018 work session, City Council expressed their support for growth in this area of the City and tasked City staff to develop options to ensure the Water Service Area #4 (North Waterman Wash) is included in the City's planning. The developer will construct and pay for all required infrastructure to serve the Project.



- *Policy GD-2-2 (b) (page 51) Promote development within the City's designated growth areas first, as follows:*
 - *areas within the impact fee areas and identified by the Infrastructure Improvement Plan (IIP),*
 - *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 any City-adopted Redevelopment Area,*
 - *areas within the Transit Oriented Development Overlay,*
 - *areas within ¼ mile of existing residential subdivisions, and*
 - *areas along existing interstates/freeways.*

The development is located approximately one-quarter mile from the CantaMia at Estrella community. Rainbow Valley is the next proposed development and presents opportunities to bring commercial and retail services more quickly to existing residents in the area with the increased rooftops.

The future Loop 303 route transects the development to the north and will be a vital part of this development in the future.

It is understood the City plans to update the Infrastructure Improvement Plan (IIP) and Integrated Water Master Plan (IWMP) to include the Rainbow Valley area in the next fiscal year (2018/2019). Developer plans to construct water and sewer lines and construct a water campus in accordance with the IWMP. At the January 29, 2018 work session, City Council expressed their support for growth for this area of the City and tasked City staff to develop options for water and wastewater service.

- *Policy GD-2-2 (d) (page 52) Discourage rezoning land to higher intensities outside of the growth areas until infrastructure planning is in place and necessary resources are available.*

The City plans to update the IWMP to include the Rainbow Valley area in the next fiscal year (2018/2019). Developer will construct water and sewer lines and construct a water treatment plant in accordance with the City's Infrastructure Improvement Plan (IIP) expected to be completed in 2019. With respect to water service, Applicant has drilled and tested wells, proved an adequate supply of groundwater exists, and obtained an Analysis of Assured Water Supply for the Project.

- *Objective GD-3-1 (Page 55), Policies state to implement Goodyear Transportation Master Plan, utilize street cross-sections of the Engineering Manual, and preserve ROW for interstates and highways as designate.*

Rainbow Valley meets these policies by creating a street network system that will conform to the Goodyear Master Plan and provide streets that meet all engineering requirements. Additionally, the development preserves a right-of-way corridor to accommodate the future

Loop 303. As stated above, Applicant will work with all necessary parties to ensure that the Loop 303 route is preserved.

- *Policy GD-3-2 (b) (page 56) Policy states that in the Neighborhoods land use category, transportation plans should:*
 - *Connect neighborhoods (roadways and transit)*
 - *Incorporate designs and facilities for bicyclists and pedestrians on all arterials.*
 - *Enhance mobility for seniors.*
 - *Provide connections to community business and shopping areas.*

The Rainbow Valley PAD is well connected with roadways and trails. Bicycle lanes for bicyclists and sidewalks for pedestrians are proposed on all arterial and collector streets and on the Rainbow Valley Parkway. The local street network has been carefully designed to provide connectivity to other neighborhoods and easy access to collector streets while discouraging cut through traffic. In addition to the bicycle paths and pedestrian sidewalks on streets, a system of trails and paths is provided throughout the Community to provide connectivity to other neighborhoods, parks, the elementary school and the commercial areas. This includes a regional multiuse path on each side of Waterman Wash and a Project path that extends north-south through the Project along an existing gas easement. In addition to neighborhoods, this Project path directly connects Waterman Wash, three of the nine neighborhood parks, the elementary school, and the larger commercial parcel. The future Loop 303 will provide convenient connectivity to and from the Property.

- *Objective GD-3-3 (page 56) – Coordinate transportation planning with regional planning efforts.*

As discussed above, Applicant will continue to work with and partner with all of the required transportation agencies and organizations to ensure that the Loop 303 is designed and constructed as part of this development, as required. The Project reserves the corridor for the Loop 303. The location and geometry of this corridor has been coordinated with ADOT and the adjacent development.



- *Policy GD-5-1 (a) Establish and maintain responsive customer services to the citizens and businesses in Goodyear.*
- *Policy GD-5-1 (b) Ensure that adequate and efficient City facilities are available at the time of development.*
- *Policy GD-5-1 (c) Ensure infrastructure and facilities are operated and maintained in a fiscally responsible manner.*
- *Policy GD-5-4 (a) Ensure a solid waste collection and disposal system serve the needs of the community.*
- *Policy GD-7-1 (a) Ensure that fire protection, incident commanders, and EMS facilities and services are located to ensure acceptable response times. (pages 59, 60, and 65)*
- *Objective GD-5-3 (page 60) Ensure the availability and capacity of funding sources to finance and maintain growth.*

In Appendix G of the General Plan, it identifies that different funding mechanisms can be used for working through the financing of infrastructure developments. Some of the solutions (i.e. Development Agreements, Public-Private Partnerships, etc.) involve the use of Applicant working with City to create public-private arrangements that meet the needs of City and of Applicant. As discussed above, Applicant will continue to work with and partner with the City to ensure that the most economical and feasible solution is obtained for the Property and future development of the area.

It is anticipated that a development agreement will be required prior to approval of any final plats that fully describes any required improvements or contributions by the developer to help fund services and a dry crossing over Waterman Wash. Applicant wishes to move forward with the PAD approval process while the terms of the development agreement are being negotiated. The City already has an obligation to provide solid waste collection and disposal and emergency services for CantaMia residents, located a short distance from the proposed Rainbow Valley PAD development. Additional developments and residents in an area where the City already has a commitment to provide service should make providing services more cost effective on a per capita basis.

- *Additional GD-6 (page 61) - Objectives discuss the use of water and committing to water conservation and improving water quality.*

The applicant has proven an adequate water source through groundwater wells and has obtained an Analysis of Assured Water Supply. The City plans to update the IWMP to include the Rainbow Valley area in the next fiscal year (2018/2019). Developer will construct and pay for all necessary infrastructure to serve the Project.



- *Policy CC-1-1 (a) Promote the concept that all neighborhoods in Goodyear should be “complete neighborhoods” meaning they include:*
 - *a range of housing options,*
 - *the option to safely walk or bike to internal and external destinations,*
 - *access to a variety of transportation options,*
 - *schools that meet the needs of the neighborhood,*
 - *parks and other recreational facilities,*
 - *neighborhood commercial centers,*
 - *places of worship,*
 - *a sense of place and community pride,*
 - *places and spaces that encourage social interaction,*
 - *accessibility for people of all abilities,*
 - *access to healthy food, and*
 - *other amenities identified as important by the neighborhood.*

The Rainbow Valley PAD has met all of these requirements to create a “complete neighborhood” as described below.

Homes will be located within one-quarter mile of a neighborhood park without having to cross a major street. Nine strategically located neighborhood parks, and a centrally located 14-acre elementary school provide the framework for social and recreational opportunities.

Waterman Wash is a major focal point of the Community providing significant open space, view corridors, trailhead, and a trail system that links neighborhood parks, neighborhoods, and completes a portion of the City’s regional trail system.

The Southwest Gas 30-foot easement is widened to 45 feet or more to incorporate a trail system that directly links two of the Enhanced Neighborhood Parks, Waterman Wash, and open spaces at strategic locations and provides view corridors into the Community.

The Project incorporates approximately 42 acres of commercial. A 29-acre parcel is located near the proposed Loop 303 interchange at Willis Road, a planned major arterial roadway. A 13-acre parcel is located along Rainbow Valley Road, a planned parkway, and Germann Road, a planned arterial street.

Land uses transition from less intensive to more intensive uses in a logical and complementary manner, placing higher intensity uses to serve as a buffer between traditional single-family housing, commercial uses, and freeway.

- *Objective CC-1-1 (b) (page 76) – Promote the concept of “aging in place” and “aging in family”*



This development will have the option for active adult and senior living and will provide amenities for them to enjoy as part of its development. This will provide the opportunity for families to have loved ones nearby and those living in the neighborhood to stay in their neighborhood and close to family and friends as they grow older.

- ***Objective CC-1-2 (page 76) – Ensure neighborhoods are internally and externally connected.***

As described above, the Rainbow Valley PAD provides connectivity throughout the neighborhood for pedestrians, bicyclists, and vehicles. Children will be able to walk or bike to school. The integrated trails system will provide both connectivity and recreation opportunities throughout the development. Also, with Rainbow Valley Parkway being adjacent to the Rainbow Valley PAD, and with the future construction of the Loop 303, the development will have exceptional external connectivity to Estrella and the balance of the City of Goodyear.

- ***Policy CC-1-1 (c) (page 76) – Designate open space or parks as the focal point of the neighborhood and ensure they are available within walking distance to all residents.***

A system of trails and paths is provided throughout the community to provide connectivity to parks and the elementary school. This includes a regional multi-use path on each side of Waterman Wash and a Project path that extends north-south through the Project along an existing gas easement. This Project path directly connects Waterman Wash, three of the nine neighborhood parks, the elementary school, and the larger commercial parcel.

- ***Objective CC-2-1 (page 80) discusses providing a diverse stock of high quality housing that meets the needs of all residents.***

The variety of high-quality housing provided in the PAD meet this objective. Two higher density parcels are provided as alternatives to conventional single family detached uses, such as attached townhomes, and green-courts. Homes will vary in character and size to meet the demands of a broad range of homebuyers.

The Project offers opportunities for a wide range of housing types to meet the needs of diverse income levels and lifestyles. An active adult community may also be incorporated into the Project providing additional diversity. The Project will have multi-generational appeal to families, empty nesters, and active adults.

The majority of homes (2,522 dwelling units (85%)) will be single family detached with lot sizes ranging from 4,500 sq. ft. to over 7,000 sq. ft. Approximately 440 dwelling units (15%) of non-traditional dwelling units are anticipated.

- ***Policy CC-3-1 (a) (page 82) - The City shall utilize the park standards and guidelines as identified in the adopted Parks, Recreation, Trails, and Open Space Master Plan.***

The Rainbow Valley PAD complies with this Plan.

- *Policy CC-3-1 (d) (Page 82) - In the Neighborhoods land use category, parks and open spaces primarily should:*
 - *Be a focal point of the neighborhood,*
 - *Contribute to a sense of place,*
 - *Be a place where children can safely play,*
 - *Provide opportunities for social interaction,*
 - *Locate parks to integrate neighborhoods, so that residents of different neighborhoods can meet and socialize, and*
 - *Provide appropriate connections between residential and commercial areas by consolidating open spaces in different land uses to create larger areas (e.g. a neighborhood park and required commercial buffer could be located near each other to create larger open space).*
 - *All residences shall be located within a ¼ mile of a public or private neighborhood park.*

The Rainbow Valley PAD complies with all of these policies. Homes will be located within one-quarter mile of a neighborhood park or trail with direct access to a neighborhood park without having to cross a major street. Ten strategically located neighborhood parks and a centrally located 14-acre elementary school provide the framework for social and recreational opportunities. The ten parks are interconnected with the trail and sidewalk system as shown on **Figure 7a, Open Space & Trails Plan**.

The neighborhood parks are easily accessible by a major street, bicycle lane, or comprehensive, internal trail system. Three of the neighborhood parks are adjacent to Waterman Wash; thereby, creating a contiguous, larger open space. Another neighborhood park is located adjacent to the elementary school parcel; thereby, creating opportunities for shared use of facilities. Three of the ten parks, the elementary school, and Waterman Wash are linked by a continuous path adjacent to an existing natural gas easement.

- *Policy ED-1-2 (a) (Page 97) - Ensure the mix of land uses and zoning will ensure a stable revenue stream in the future or at other times when growth may be limited.*

With the high growth and future influx of residents to the area, the demand for commercial and retail facilities will increase. To meet the growing demand, the land plan for the Project incorporates approximately 42 acres of commercial. A 29-acre parcel is located near a proposed Loop 303 interchange at Willis Road, a planned major arterial roadway. A 13-acre parcel is located along Rainbow Valley Road, a planned parkway, and Germann Road, a planned arterial street. These vehicular transportation corridors have the potential to generate high traffic volumes, which in turn supports regional commercial and retail land uses.

As noted above for Policy GD-1, the residential rooftops are built prior to other types of land uses, including commercial development. This Project will bring the additional rooftops,

along with the already existing CantaMia community, providing opportunities for services, retail, and employment development; thus, expediting a revenue stream for the City.

- *Policy ED-1-2 (b) (Page 97) - Designate lands near important assets (Loop 303, I-10, fiber optic, Phoenix-Goodyear Airport) for employment uses.*

Applicant is providing approximately 42 acres of commercial areas that will provide employment opportunities. A 29-acre parcel is located near a proposed Loop 303 interchange at Willis Road, a planned major arterial roadway. A 13-acre parcel is located along Rainbow Valley Road, a planned parkway, and Germann Road, a planned arterial street. These vehicular transportation corridors have the potential to generate high traffic volumes, which in turn supports regional commercial and retail land uses and generation of a stable revenue stream.

The following narrative provides additional information regarding how the Rainbow Valley PAD will achieve the development standards sections specifically noted by City staff. The development standards section provided by City staff has been provided in **bold/italics**, followed by an explanation of how the Rainbow Valley PAD is in conformance.

Land Use and Transportation Plan and Development Standards (Chapter 8) - The area is designated as "neighborhoods" and "open space" by the General Plan Land Use and Transportation Plan.

Standard 1. All development proposals shall demonstrate their conformance with the applicable stated goals, objectives, and policies contained within the General Plan, and how the development furthers the appropriate implementation of the General Plan.

As described above and below, the Rainbow Valley PAD will be in conformance with the applicable goals, objectives, and policies contained within the General Plan. This will allow the development of a high-quality cohesive master planned community that will greatly add to the City of Goodyear.

Standard 2. While Goodyear encourages quality development throughout the planning area, growth and redevelopment is highly encouraged to locate in areas with existing infrastructure and services, in the City's Redevelopment Area (see Figure 5.7), within walking distance of transit stations, and along existing interstate/freeways.

Standard 3. New developments shall demonstrate that there are adequate services and facilities, or plans to provide the necessary services and facilities, to serve the development during the development approval process.

Standard 2 and 3 are addressed above in discussion with other stated policies and objectives.



Standard 4. Goodyear promotes a graduated density/intensity concept. Developments with similar densities should locate near each other, gradually increasing density towards village centers, the City Center, or transit corridors and lowering density near protected uses (such as a natural feature). Developments with similar intensities (e.g., building height, building bulk or intensity of use) should locate near each other gradually increasing intensity towards transit corridors, the City Center, industrial development, and commercial centers and decreasing intensity towards residential developments.

The development is located within approximately 1/4 of a mile from the CantaMia at Estrella Community, which is a development that is similar in density to the Rainbow Valley development. Additionally, the Rainbow Valley PAD development is designed with significant open space and lower residential densities adjacent to Waterman Wash, the only significant natural feature within the development. The densities and intensity of land uses of the development are increased as you near the Loop 303 corridor. Both community commercial parcels are located adjacent to the Loop 303 corridor. The two medium density residential parcels are either adjacent to or very near the Loop 303 corridor.

Standard 5. Goodyear promotes a safe walkable and bikeable community. Each development should be located and designed to reduce vehicle trips and miles whenever possible. Pedestrian and bicycle connections shall be provided between and within developments to allow the community to walk or bike to nearby destinations.

This standard is addressed above in discussion with other stated policies and objectives.

Standard 6. Required open spaces for adjoining developments should be combined where practical to create larger areas of open space beneficial to the developments and the community.

This standard is addressed above in discussion with other stated policies and objectives.

Standard 7. Land uses should be located to protect significant natural resources including the Sierra Estrella Mountains and foothills, the Gila River, the Sonoran Desert National Monument, and Waterman Wash. These uses should be protected from encroachment and environmental contaminants. Protection would include locating lower density residential and lower intensity non-residential uses nearby, providing additional adjacent open space, or other measures as appropriate.

As discussed above, this PAD is sensitively designed with the Waterman Wash and the surrounding natural landscape. Historically, the Waterman Wash has flooded the area during heavy storms. A CLOMR was approved in July 2016 to remove portions of the Property from the floodway/floodplain and has since been constructed. The jurisdictional limits within Waterman Wash remain in its natural condition, except at roadway and utility crossings.

The area within Waterman Wash and outside of the JD and channel will be revegetated with native plants. Over time, it is anticipated the lines between developed and natural will blur and will have a more natural appearance. Waterman Wash will be the centerpiece of the

Community and will provide significant open spaces, trails, and recreational amenities that integrate into the overall parks, trails, and open spaces.

All land uses adjacent to Waterman Wash will remain outside of the 40-foot erosion hazard setback limit. These adjacent uses include residential, parks, and other areas of open space.

Open Space Development Standards:

Standard 11. In accordance with the Arizona Revised Statutes, up to one dwelling unit per acre is permitted within the Open Space category.

The PAD designates the Waterman Wash solely as open space land use and is not entitled to develop with any residential density.

Standard 12. Open space uses may include appropriate outdoor recreation uses and supportive commercial uses (e.g., horse riding stables, a restaurant in a regional park, a pro-shop).

Waterman Wash will be the centerpiece of the Community and will provide significant open spaces, trails, and recreational amenities that integrate into the overall parks, trails, and open spaces. Neighborhood parks will include amenities such as ball fields, multiuse play fields, sand volleyball, ramadas, playground equipment, basketball courts, and associated structures.

Proposed parks within active adult communities may be programmed with amenities that better fit the active adult lifestyle. Alternative uses such as community centers, recreation centers and golf and/or golf clubhouses are also allowed in lieu of neighborhood parks.

Standard 13. Community and public facilities (e.g., libraries, water recharge facilities, parks) are permitted in the Open Space category.

Same as Standard 11 above.

Neighborhoods Development Standards:

Standard 25. Low Density Residential. Single family, detached and attached, residential uses with densities up to 5 dwelling units per acre are appropriate throughout the Neighborhoods category.

Three low density residential districts (LDR1, LDR2, and LDR3) are proposed. They range in density from 2.4 to 4.6.



Standard 26. Medium Density Residential. Residential uses with densities greater than 5 dwelling units per acre up to 12 dwelling units per acre, may be considered along arterial roads, adjacent to commercial areas, adjacent to community and regional parks or significant open space areas, adjacent to interstates when appropriately buffered, or to provide transition between low and high density residential uses.

Two medium density residential districts (MDR) are proposed adjacent to Loop 303 and commercial areas. Densities range from 9.3 to 10.2.

Standard 27. High Density Residential. Residential uses with densities over 12 dwelling units per acre may be considered along arterial roads, interstate corridors, transit corridors, adjacent to employment or commercial areas, adjacent to regional or community parks or open space areas, or to provide transition between residential and non-residential uses. These developments should have access onto an arterial roadway or be able to access an arterial roadway through a commercial or other non-residential development. Single family residential developments are not appropriate along freeways or abutting to industrial areas unless significant buffers are utilized between the uses. Even with significant buffers, locating single family residential developments adjacent to freeways or heavy industrial areas is strongly discouraged.

The PAD does not propose high density residential.

Standard 29. High density residential developments should not be located directly adjacent to single family residential developments with densities under 5 dwelling units per acre unless a public roadway, park or open space area, medium density residential development, or similar features provides a buffer between these uses.

The PAD does not propose high density residential.

Standard 30. High density residential projects are most appropriate and encouraged to locate:

- i. Within a 10-minute walk (approximately ½ mile) of a transit station (e.g., local bus station), or*
- ii. Within a 10-minute (approximately ½ mile) walk of a regional or community park or other significant open space feature or major trail system, or*
- iii. Within a mixed-use development, or*
- iv. Adjacent to commercial centers.*

The PAD does not propose high density residential.



Standard 31. Pedestrian and bicycle connections shall be provided to internally and externally link residential uses to nearby commercial uses, schools, parks, other neighborhoods, and other important destinations by walking or biking.

As described above, an extensive pedestrian and bicycle network is incorporated into the Project linking neighborhoods, parks, school, commercial sites, and the City's regional trail along Waterman Wash.

Standard 32. New subdivisions should be designed to provide convenient pedestrian access to adjoining streets, open spaces, and commercial areas. Subdivision design is encouraged that minimizes or avoids the use of typical subdivision perimeter walls. If subdivision walls are proposed, they should include pedestrian access points for pedestrian movement. The pedestrian access points should be strategically located to maximize usage by residents.

As described above, an extensive pedestrian trail and sidewalk network allows access to, parks, school, commercial sites, and the City's regional trail along Waterman Wash.

Standard 33. Gated communities do not have to provide pedestrian access points but they should allow for public regional trail connections. Gated communities are encouraged to provide pedestrian access points even if they only provide access to residents who live in the community.

A public regional trail will be located along the north and south embankments of Waterman Wash. Future residents of the Community will have many opportunities to access the trail from the extensive internal trail and bike network. The public will have access to the regional trail, internal to the Project.

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 or interstate freeway within the Neighborhoods category. Neighborhood commercial uses typically serve a trade area of 3-5 miles and typical uses would include grocery stores, drug stores, fueling stations, neighborhood offices, and restaurants. A neighborhood commercial site is typically a stand-alone development 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 uses 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.

A 29-acre commercial parcel is located near the proposed Loop 303 interchange at Willis Road, a planned major arterial roadway. The commercial site is buffered from the traditional single family parcels by a wide drainage channel/open space corridor and a medium density residential parcel. A 13-acre commercial parcel is located along Rainbow Valley Road, a planned parkway, and Germann Road, a planned arterial street.



The commercial will serve not only the Community and the nearby market area, but will respond to the regional retail potential affiliated with a larger market area.

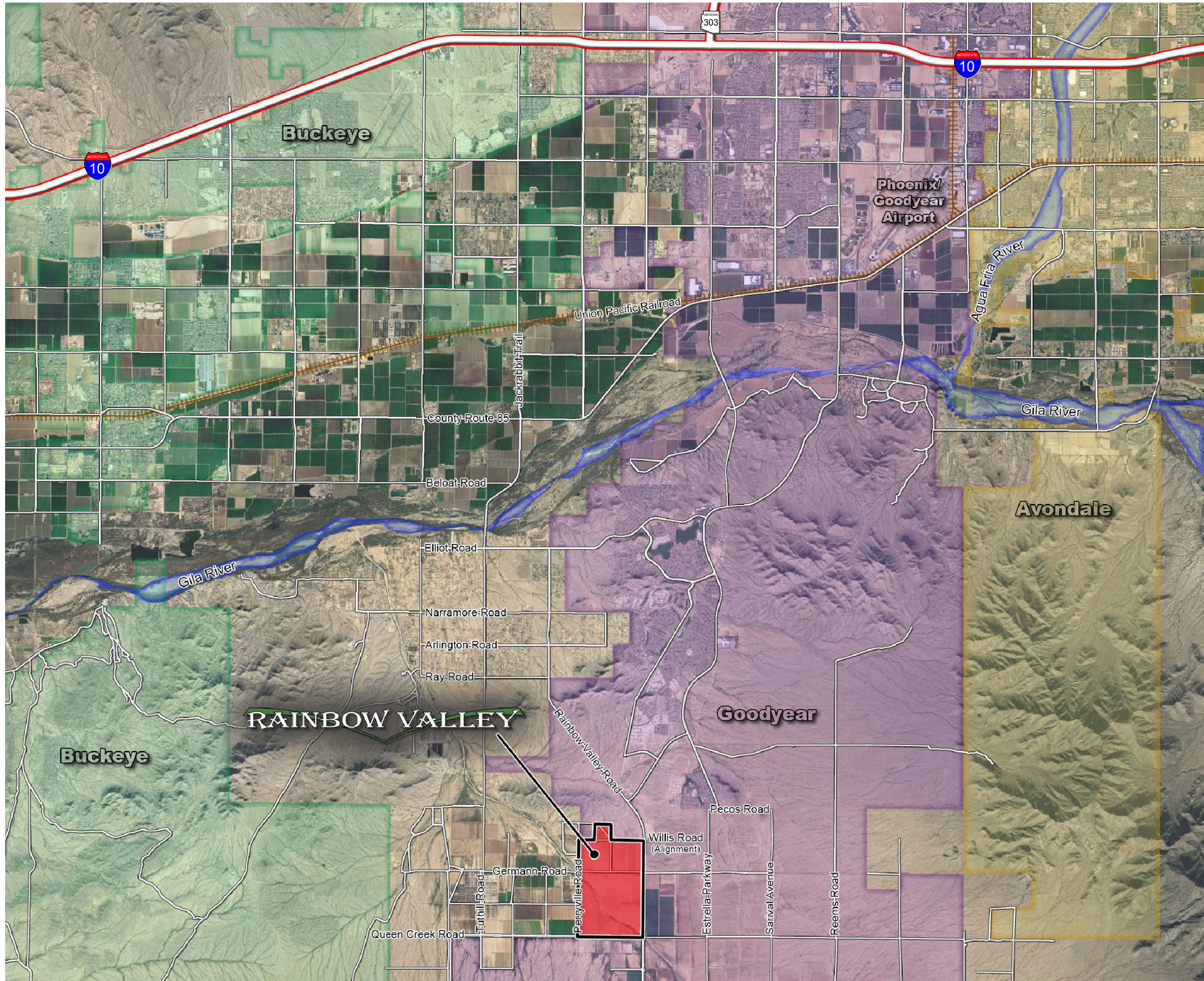
Standard 35. Mixed use developments may be considered at the intersection of two arterial roadways (Arterial, Major Arterial, Scenic Arterial, or Parkway as designated by the transportation plan) or at the intersection of an arterial roadway and a collector roadway.

A mixed use development is not proposed with this PAD.



FIGURES





RAINBOW VALLEY

Goodyear, Arizona
Planned Area Development (PAD)

LEGEND

- Project Area
- City of Avondale
- City of Buckeye
- City of Goodyear
- Freeway
- Roadways
- Major Waterway

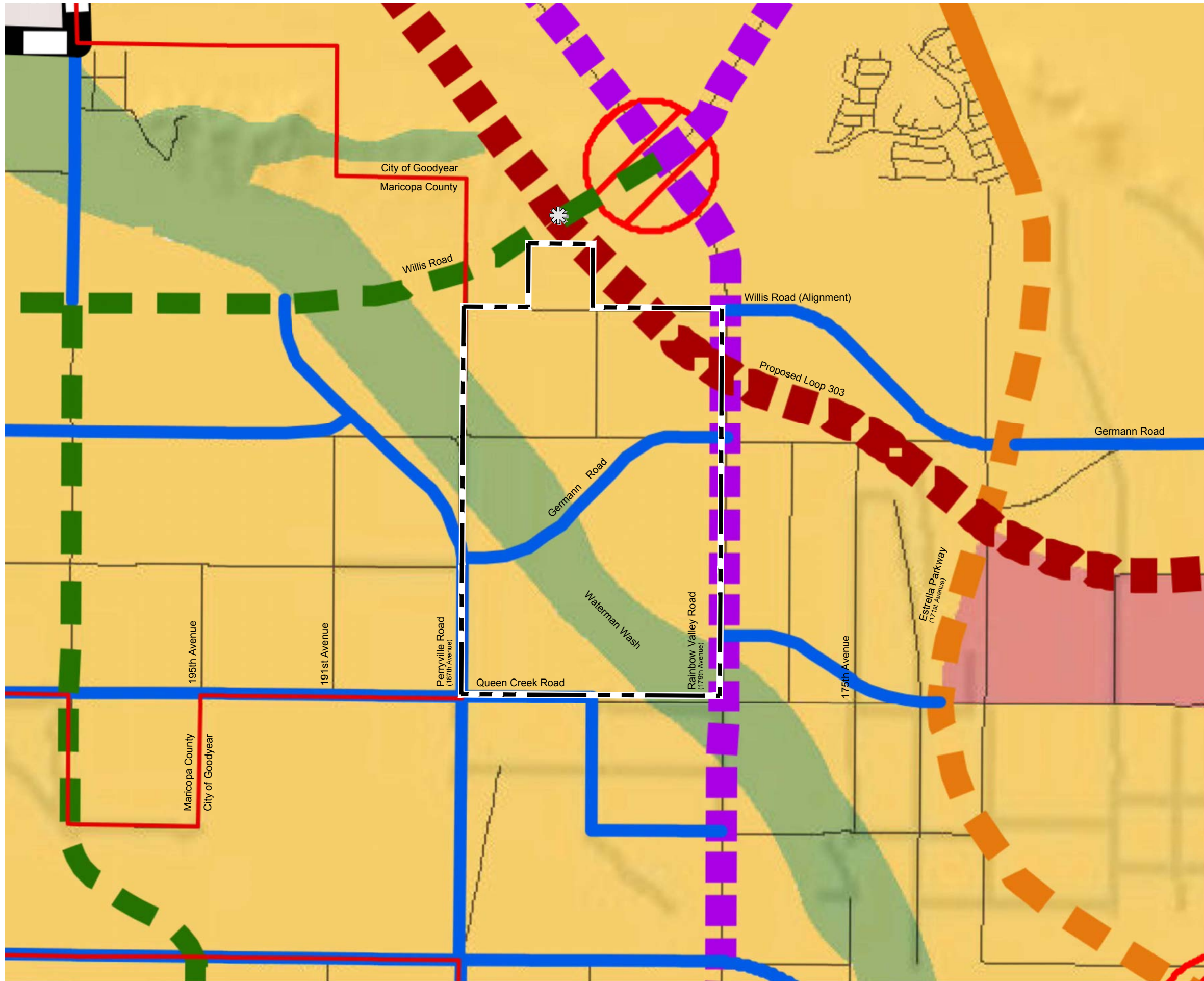


Scale: 1"= 8,000'

Figure 1
Regional Vicinity Map

AUGUST 2018


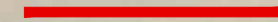




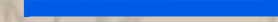


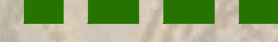








RAINBOW VALLEY

Goodyear, Arizona
Planned Area Development (PAD)

LEGEND

-  Project Boundary
-  City Boundary (Generalized)
-  Neighborhood
-  Business & Commerce
-  Open Space
-  Village Center Overlay
-  Arterial
-  Scenic Arterial
-  Scenic Arterial - Proposed
-  Major Arterial - Proposed
-  Parkway - Proposed
-  Freeway/Parkway - Proposed
-  Other Streets

 Proposed interchange per MCDOT Corridor Improvement Study SR 303 between Riggs Road and MC 85

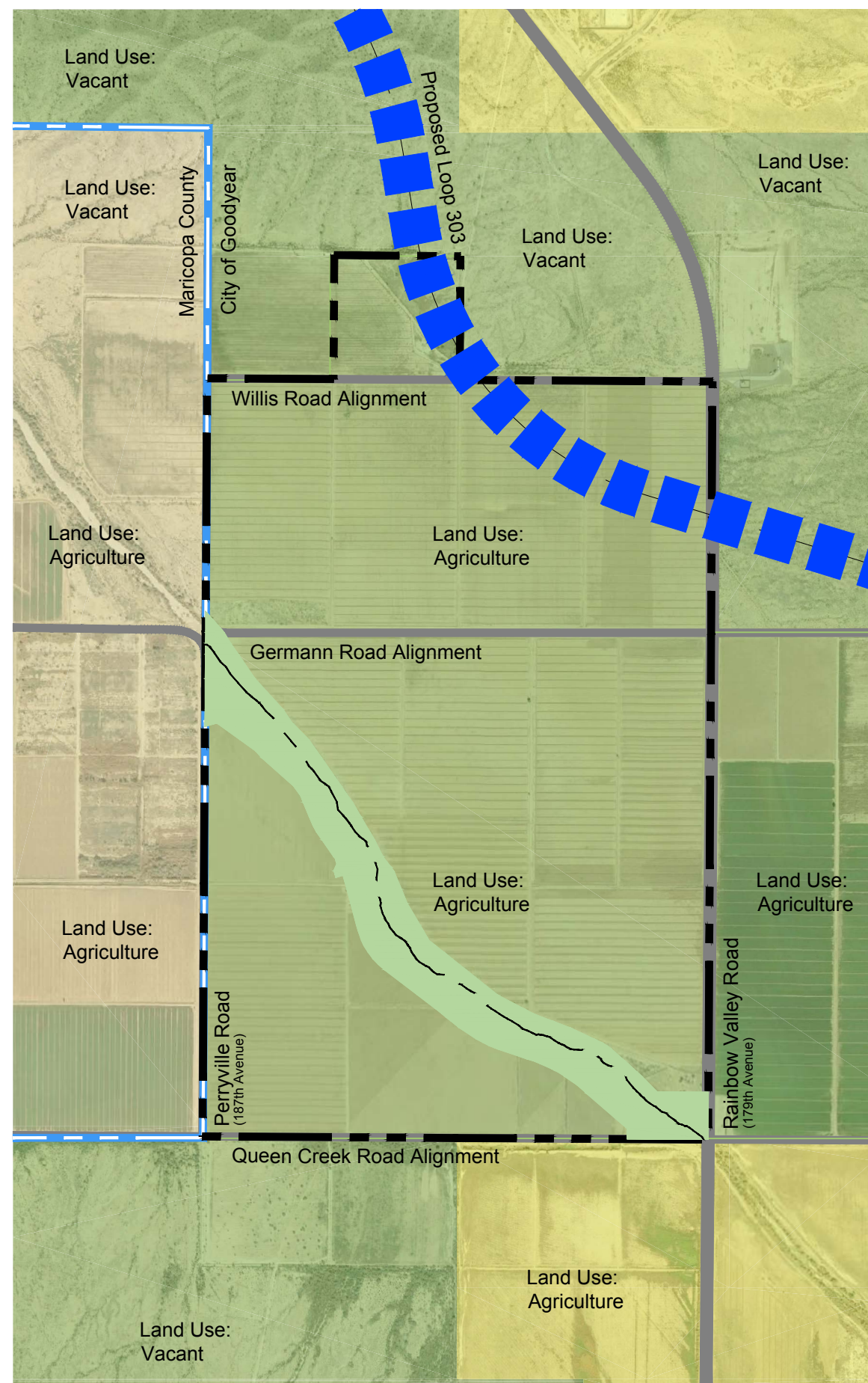


Scale: 1"= 2,000'

Figure 2
General Plan
Land Use Exhibit

AUGUST 2018

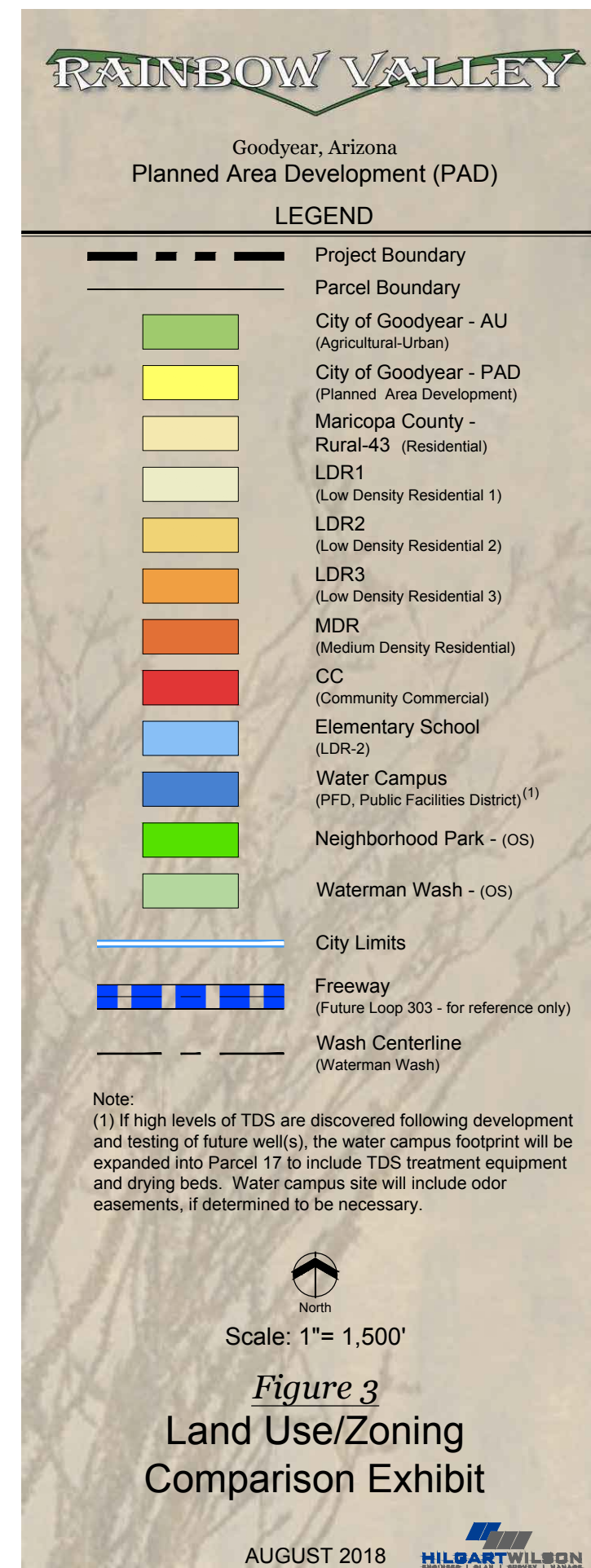


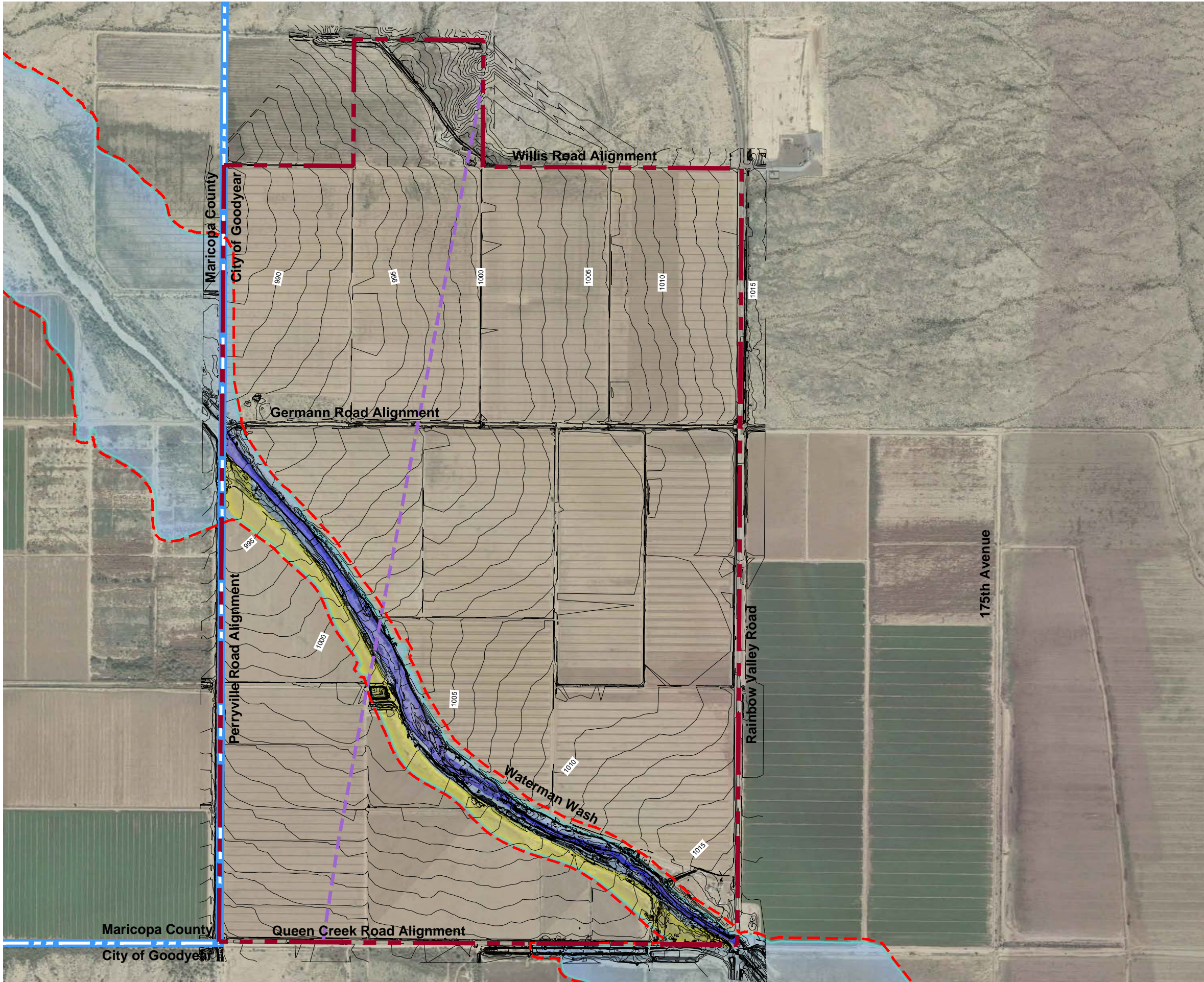


Existing Zoning



Amended Zoning





RAINBOW VALLEY

Goodyear, Arizona
Planned Area Development (PAD)

LEGEND

- Project Boundary
- City Limits
- Flood Plain Per Approved CLOMR
- JD 404 Wash
- Engineered Drainage Channel Per Approved CLOMR
- Erosion Hazard Setback
- Southwest Gas Line Easement

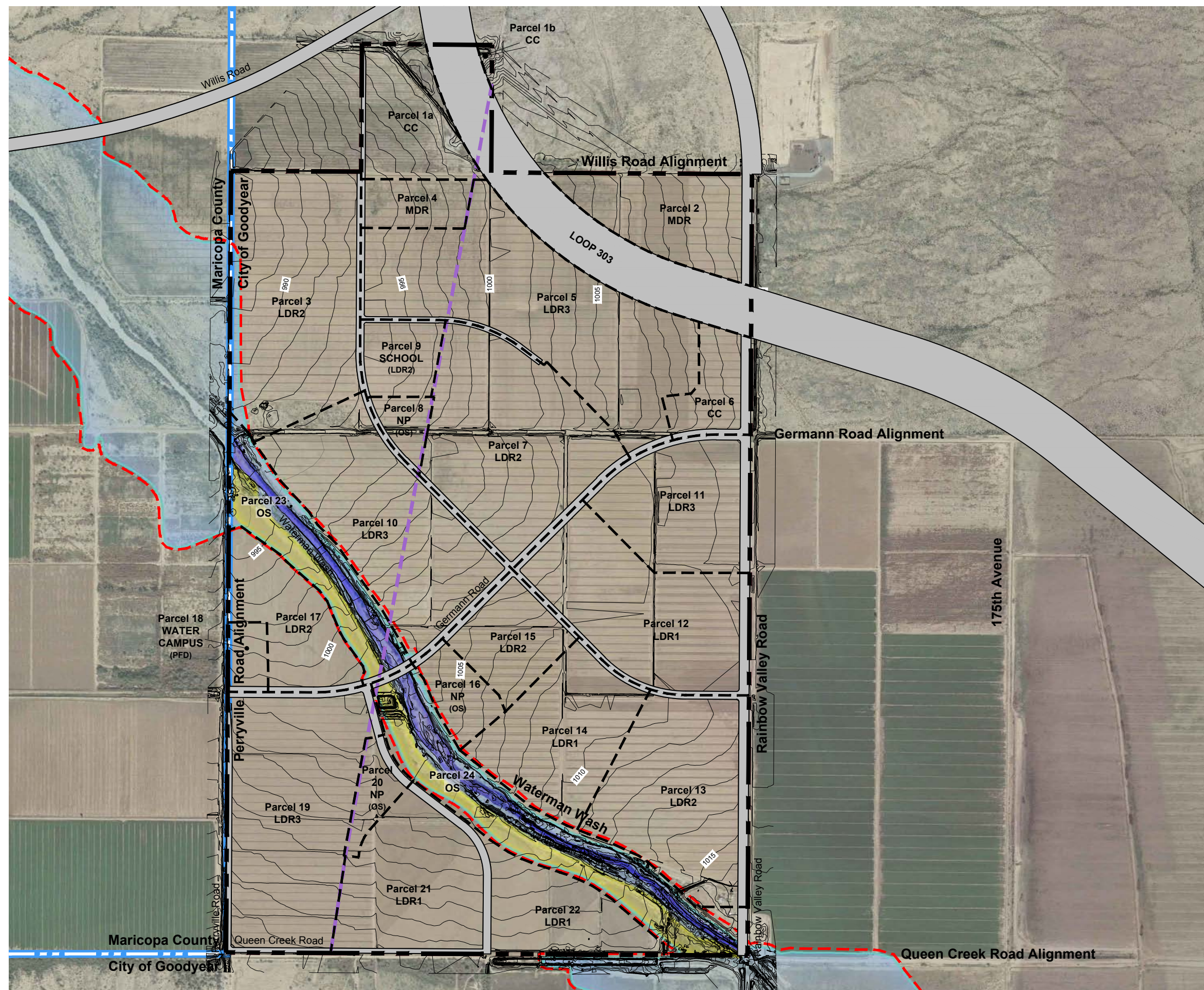


Scale: 1"= 1,000'

Figure 4a
**Existing Topography &
Physical Features Map**

AUGUST 2018



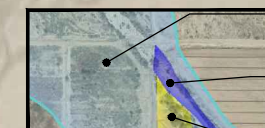


RAINBOW VALLEY

Goodyear, Arizona
Planned Area Development (PAD)

LEGEND

- Project Boundary
- City Limits
- Flood Plain Per Approved CLOMR
- JD 404 Wash
- Engineered Drainage Channel Per Approved CLOMR
- Erosion Hazard Setback
- Southwest Gas Line Easement
- Parcel Boundary

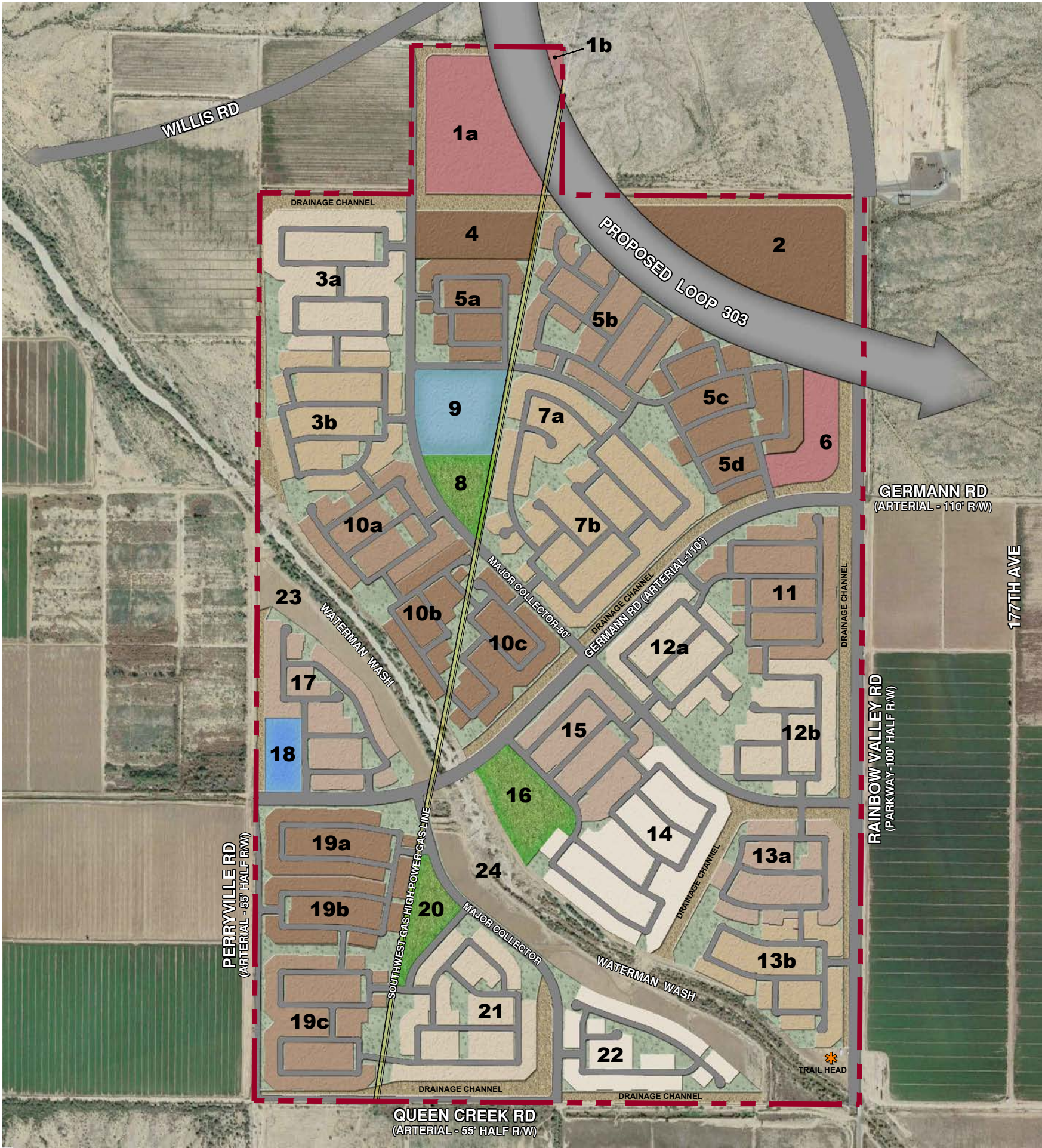


Scale: 1"= 1,000'

Figure 4b
Physical Features Map with
Development Plan Overlay

AUGUST 2018





Zoning District	Parcel	Land Use	Area (ac)	Lot Size
LDR1	12a	Residential	30.3	65' x 125'
	12b	Residential	27.1	65' x 125'
	14	Residential	41.1	75' x 130'
	21	Residential	46.3	65' x 125'
	22	Residential	29.3	75' x 130'
	Subtotal		174.0	-
LDR2	3a	Residential	41.8	55' x 120'
	3b	Residential	35.0	60' x 125'
	7a	Residential	35.2	60' x 125'
	7b	Residential	34.6	60' x 125'
	9	School	14.0	-
	13a	Residential	27.7	55' x 120'
	13b	Residential	28.8	60' x 125'
	15	Residential	23.1	55' x 120'
	17	Residential	28.3	55' x 120'
Subtotal		268.4	-	
LDR3	5a	Residential	20.6	45' x 110'
	5b	Residential	34.5	50' x 115'
	5c	Residential	18.9	45' x 110'
	5d	Residential	17.8	45' x 110'
	10a	Residential	25.1	50' x 115'
	10b	Residential	16.4	45' x 110'
	10c	Residential	25.7	45' x 110'
	11	Residential	36.7	50' x 115'
	19a	Residential	20.5	45' x 110'
	19b	Residential	18.1	45' x 110'
	19c	Residential	33.3	50' x 115'
	Subtotal		267.7	-
MDR	2	Residential	31.8	-
	4	Residential	12.4	-
	Subtotal		44.3	-
OS	8	Park	7.2	-
	16	Park	11.1	-
	20	Park	9.0	-
	23	Waterman	31.7	-
	24	Waterman	54.4	-
	Subtotal		113.4	-
Total Residential			867.8	-
CC	1a	Commercial	28.4	-
	1b	Commercial	0.9	-
	6	Commercial	13.0	-
	Subtotal		42.2	-
PFD	18	Water Campus	6.0	-
Subtotal			6.0	-
Other	-	Parkway/Arterial	39.5	-
		303 Freeway	43.7	-
	Subtotal		83.2	-
Grand Total			999.3	-

RAINBOW VALLEY

Goodyear, Arizona
Planned Area Development (PAD)

LEGEND

- Project Boundary
- Parcel Boundary
- 45' x 110' Lots
- 50' x 115' Lots
- 55' x 120' Lots
- 60' x 125' Lots
- 65' x 125' Lots
- 75' x 130' Lots

NOTES

Conceptual Site Plan as shown is subject to change as long as changes conform to the Figure 6, PAD Development Plan.

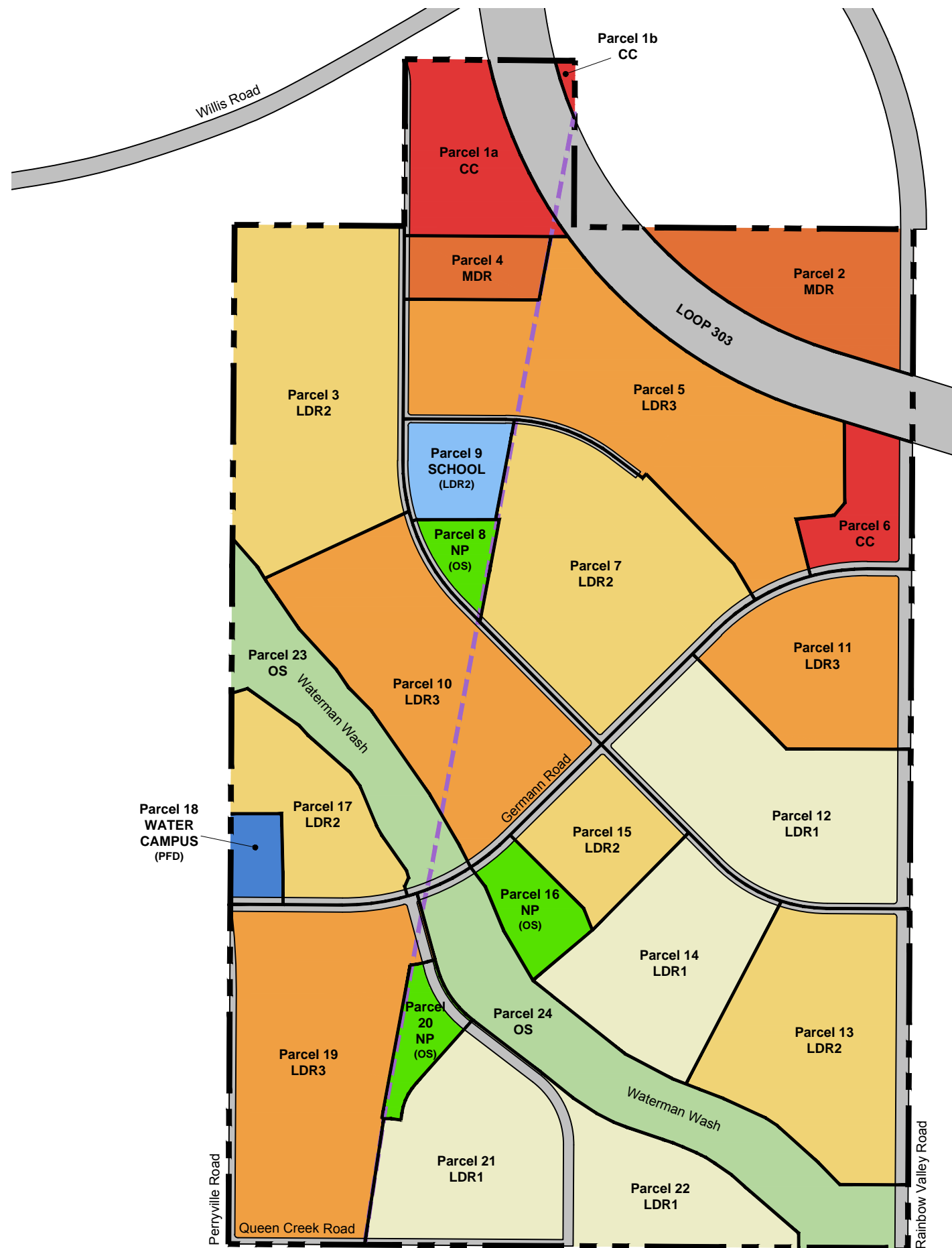


Scale: 1"= 1,000'

Figure 5
Conceptual Site Plan

AUGUST 2018





LAND USE TABLE

Land Use	Underlying Zoning District	Parcel	Primary Land Use	Alternate Land Use ⁽¹⁾	Area ⁽²⁾ (ac)	Maximum Units
LDR1	R1-7	12	Residential		57.5	
		14	Residential		41.1	
		21	Residential		46.3	
		22	Residential		29.3	
		Subtotal			174.2	
LDR2	R1-6	3	Residential		76.7	
		7	Residential		69.8	
		9	School	LDR2 Residential	14.0	
		13	Residential		56.5	
		15	Residential		23.1	
		17	Residential		28.3	
		Subtotal			268.4	
LDR3	R1-6	5	Residential		91.9	
		10	Residential		67.3	
		11	Residential		36.6	
		19	Residential		71.9	
		Subtotal			267.6	
MDR	R-2 R1-A R1-C	2	Residential		31.8	
		4	Residential		12.4	
		Subtotal			44.3	
OS	N/A	8	Park		7.2	
		16	Park		11.1	
		20	Park		9.0	
		23	Waterman Wash		31.7	
		24	Waterman Wash		54.4	
		Subtotal			113.4	
Residential Subtotal				867.9	2,962	
CC	C-2	1a	Commercial		28.4	-
		1b	Commercial		0.9	
		6	Commercial		13.0	
		Subtotal			42.2	-
PFD	PFD	18	Water Campus ⁽⁴⁾	LDR2 Residential	6.0	-
		Subtotal			6.0	-
Other	N/A	-	Parkway/Arterial ⁽³⁾		39.5	-
		-	303 Freeway	LDR3, MDR, CC	43.7	-
		Subtotal			83.2	-
Grand Total				999.3	2,962	

Footnotes:

⁽¹⁾ In the event the primary land use is not needed, the alternate land use will be applied.

⁽²⁾ All acreage is approximate. Subtotals and totals may not exactly add up due to rounding.

⁽³⁾ Areas include Rainbow Valley Road (100'), Queen Creek Road (55'), Perryville Road (55'), and Germann Road (110').

⁽⁴⁾ If high levels of TDS are discovered following development and testing of future well(s), the water campus footprint will be expanded into Parcel 17 to include TDS treatment equipment and drying beds. Water campus site will include odor easements, if determined to be necessary.

RAINBOW VALLEY

Goodyear, Arizona
Planned Area Development (PAD)

LEGEND

- Project Boundary
- Parcel Boundary
- Southwest Gas Line Easement
- Right-of-Way
- LDR1 - (Low Density Residential 1)
- LDR2 - (Low Density Residential 2)
- LDR3 - (Low Density Residential 3)
- MDR - (Medium Density Residential)
- CC - (Community Commercial)
- Elementary School - (LDR2)
- Water Campus - (PFD)
- NP - (OS)
- OS - (Waterman Wash)

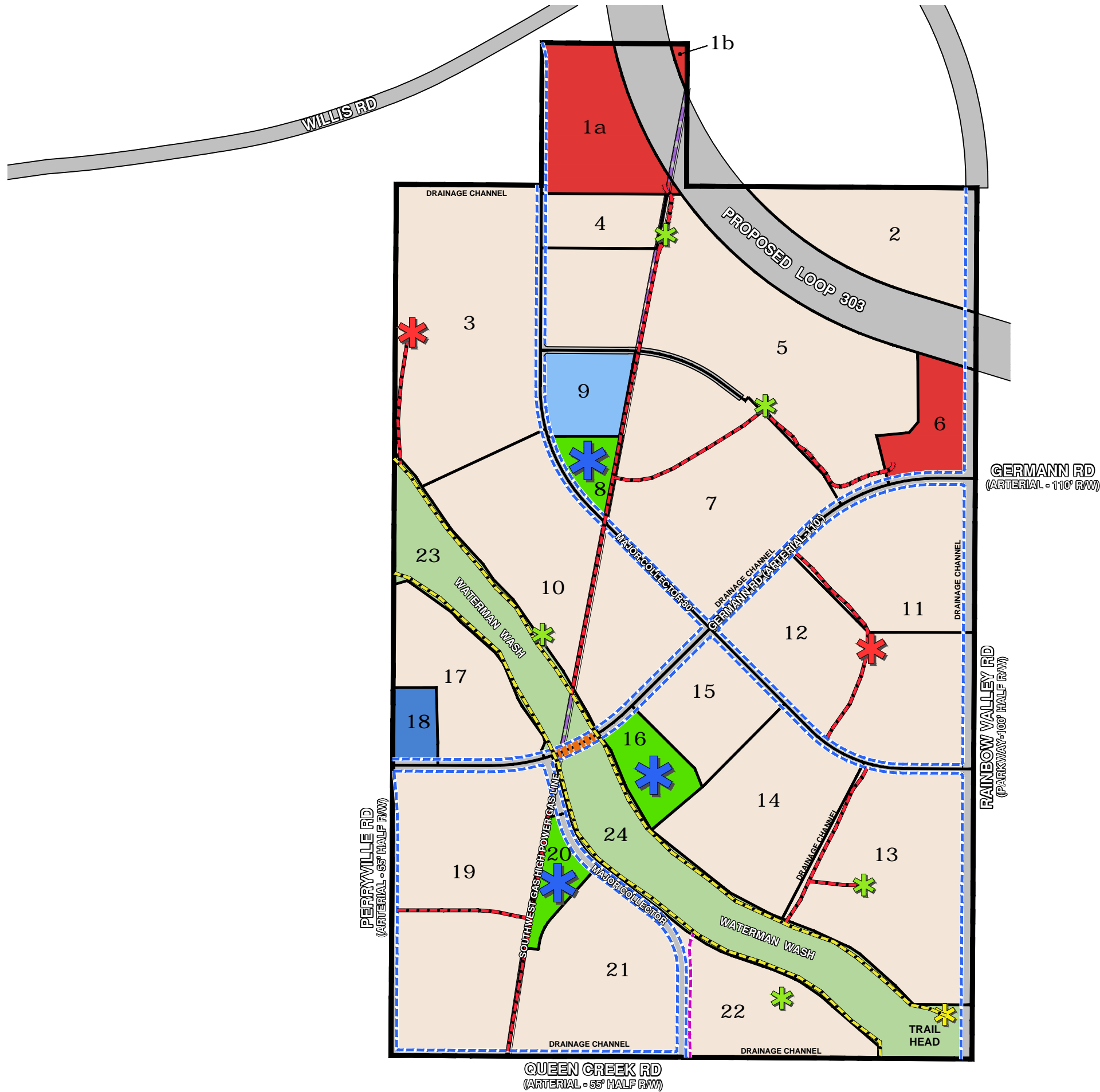


Scale: 1"= 1,000'

Figure 6 PAD Development Plan

AUGUST 2018





Goodyear, Arizona
Planned Area Development (PAD)

LEGEND

	Project Boundary
	Parcel Boundary
	T2 Trailhead
	Project Path
	Regional Multi-use Path
	Bike Lane
	Regional Trail
	Enhanced Neighborhood Park (5+ ac)
	Neighborhood Park 2 (5+ ac)
	Neighborhood Park 1 (2-5 ac)
	Grade Separated Crossing

Greenbelt Parks (not shown) add a variety of landscape features along trails and street frontage sidewalks.

NOTES

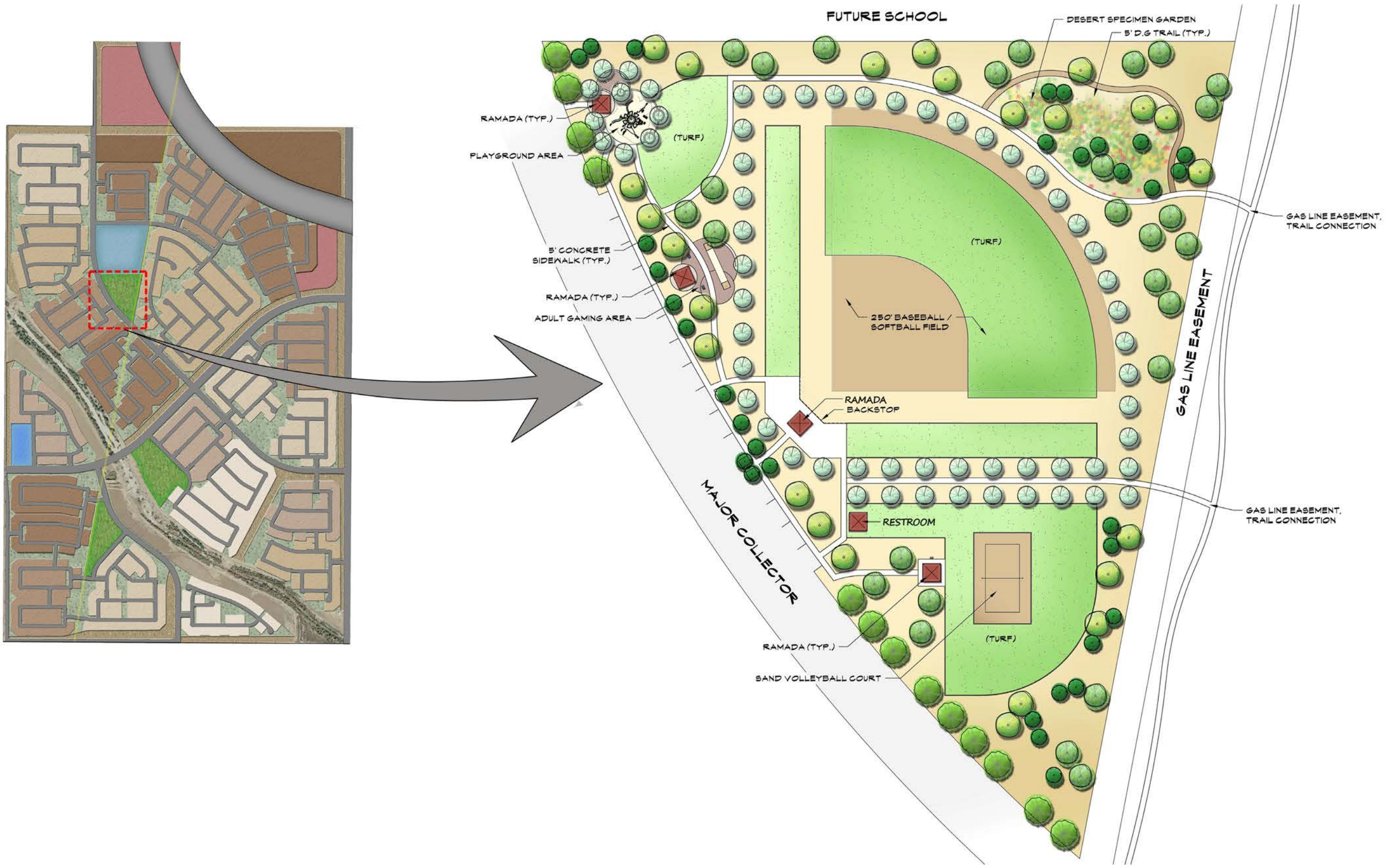
1. Conceptual Open Space Plan as shown is subject to change as long as changes conform to PAD.
2. Park concepts shown on Figures 7b, 7c, 7d, 7e & 7f.

North

Scale: 1" = 1,000'

Figure 7a
Open Space & Trails Plan

AUGUST 2018





RAINBOW VALLEY CONCEPTUAL ENHANCED NEIGHBORHOOD PARK #2

APRIL 30, 2013



RAINBOW VALLEY CONCEPTUAL ENHANCED NEIGHBORHOOD PARK #3

APRIL 30, 2013

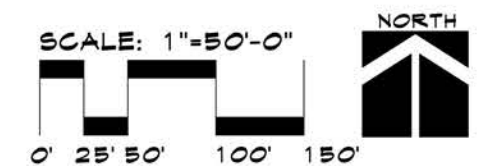
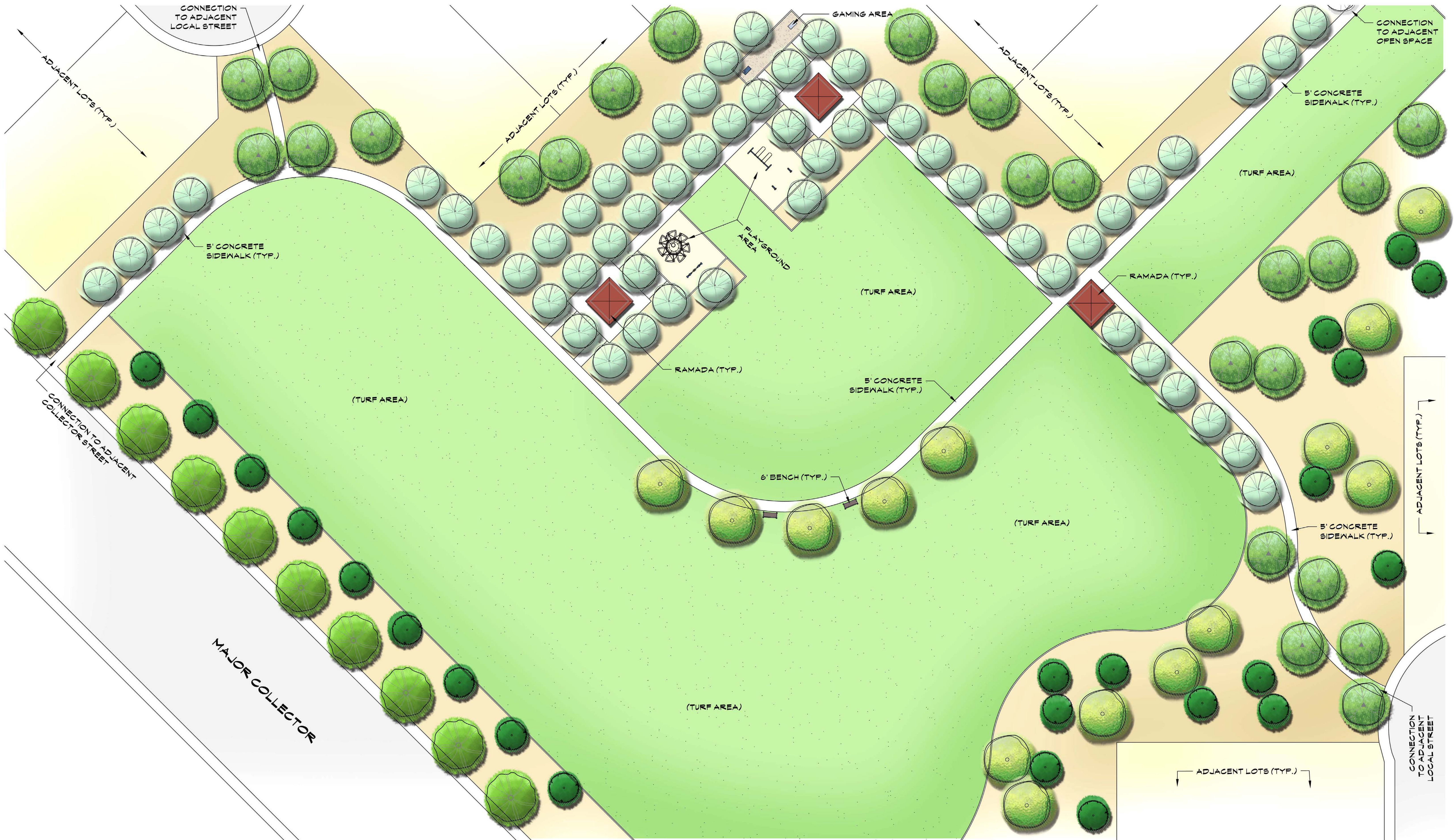


FIGURE 7D



RAINBOW VALLEY CONCEPTUAL NEIGHBORHOOD PARK 2

APRIL 30, 2018

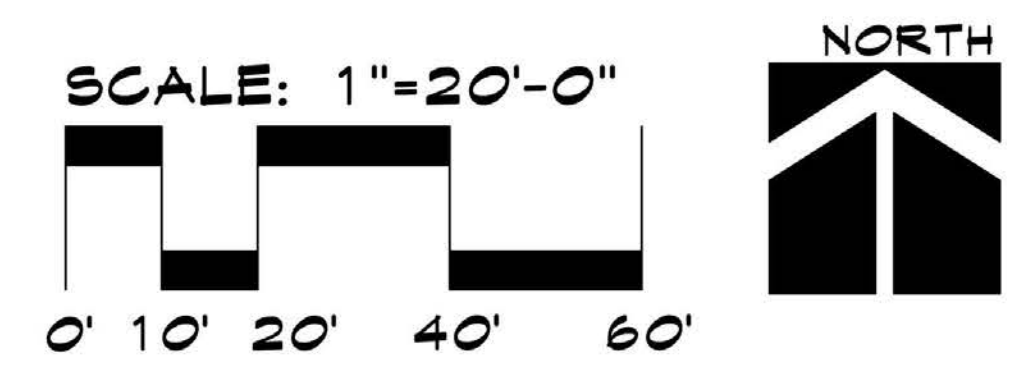
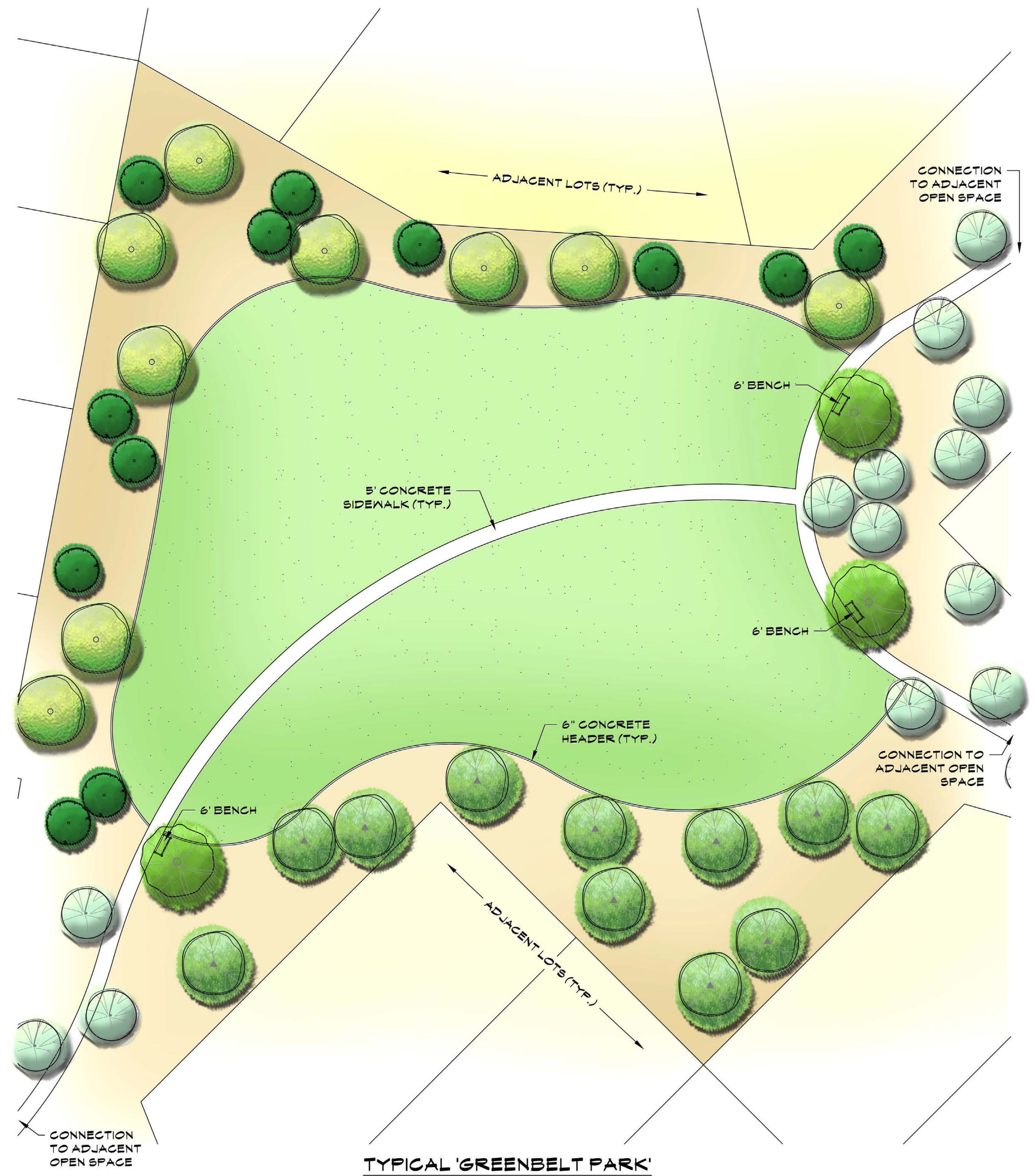
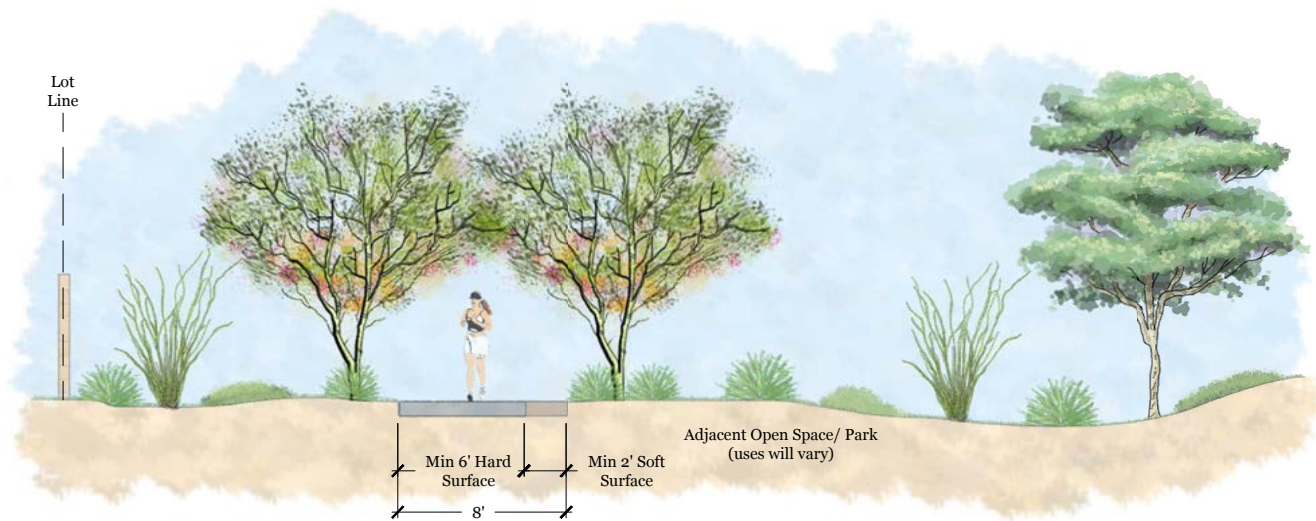


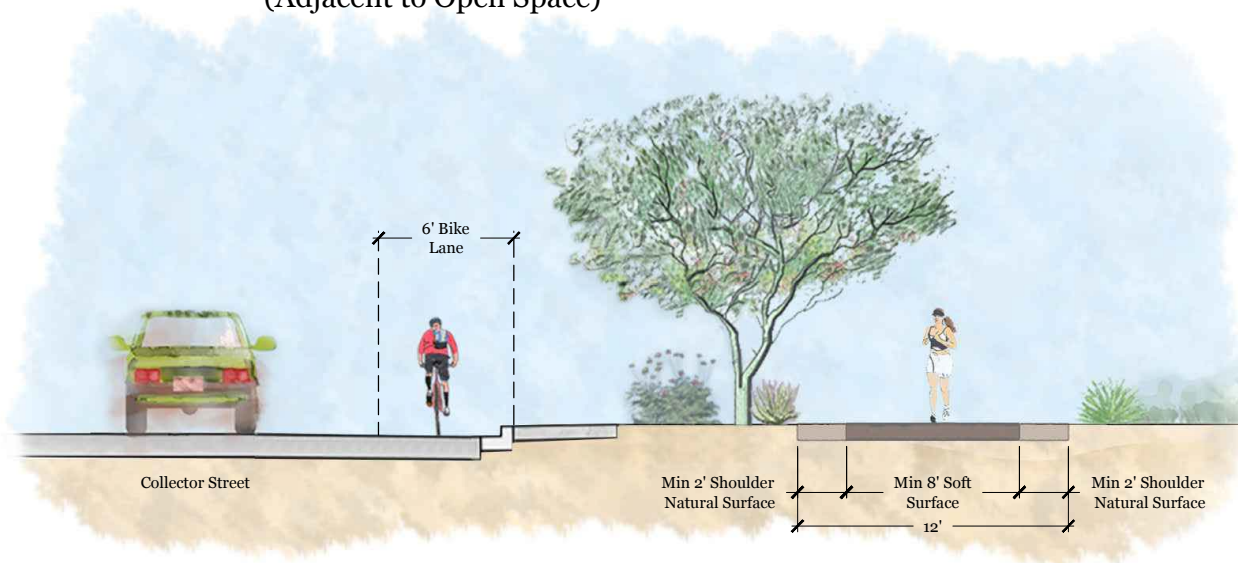
FIGURE 7E





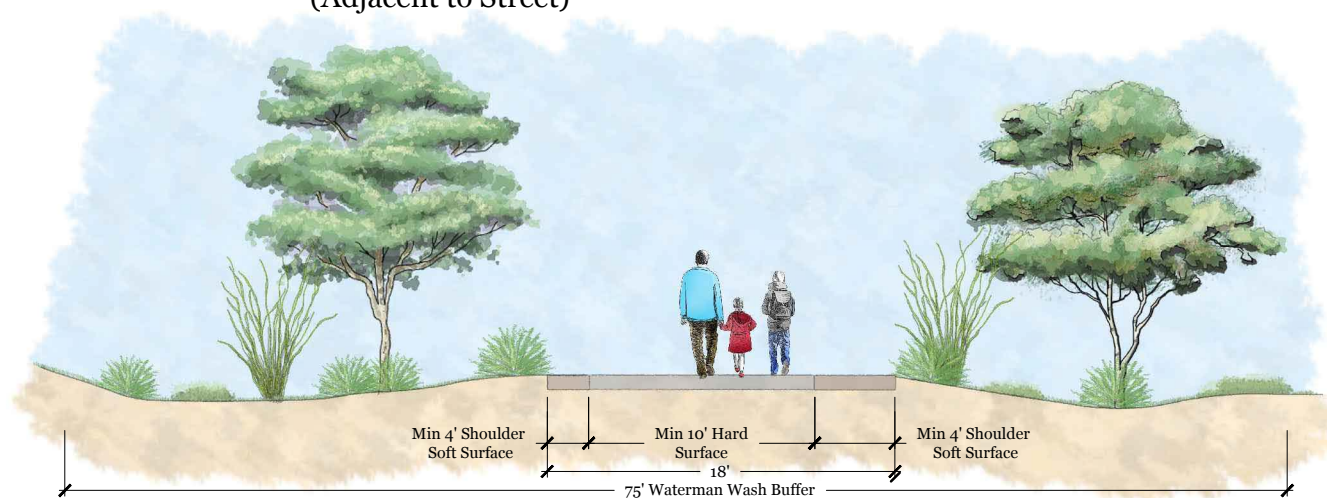
Project Path

(Adjacent to Open Space)



Regional Trail

(Adjacent to Street)



Waterman Wash Buffer

Adjacent to Waterman Wash

BUFFER: May include Trails, Open Space, Parks and Streets

RAINBOW VALLEY

Goodyear, Arizona
Planned Area Development (PAD)

NOTES

This exhibit is conceptual in nature. Final design to be determined at time of construction documents, as long as changes meet PAD requirements.

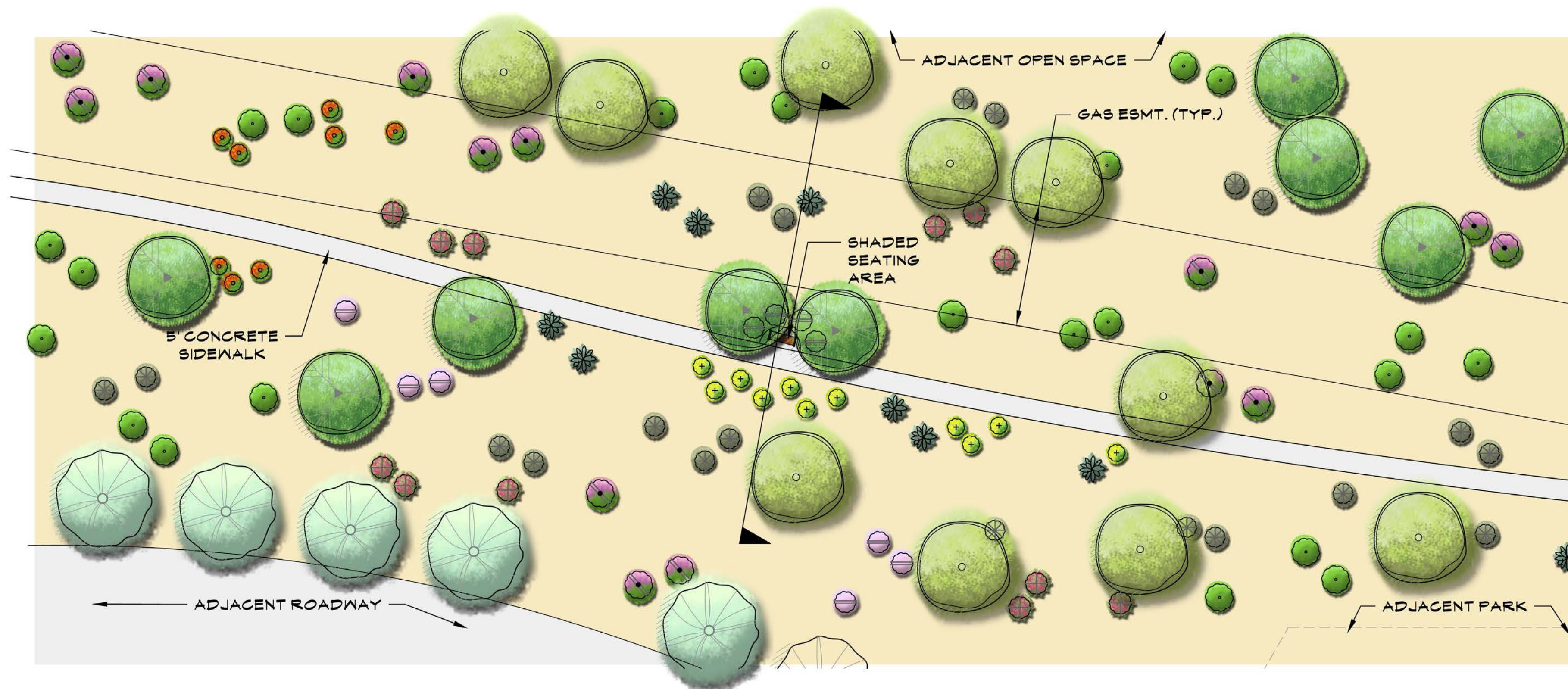


Not to Scale

Figure 8a Trail Cross Sections

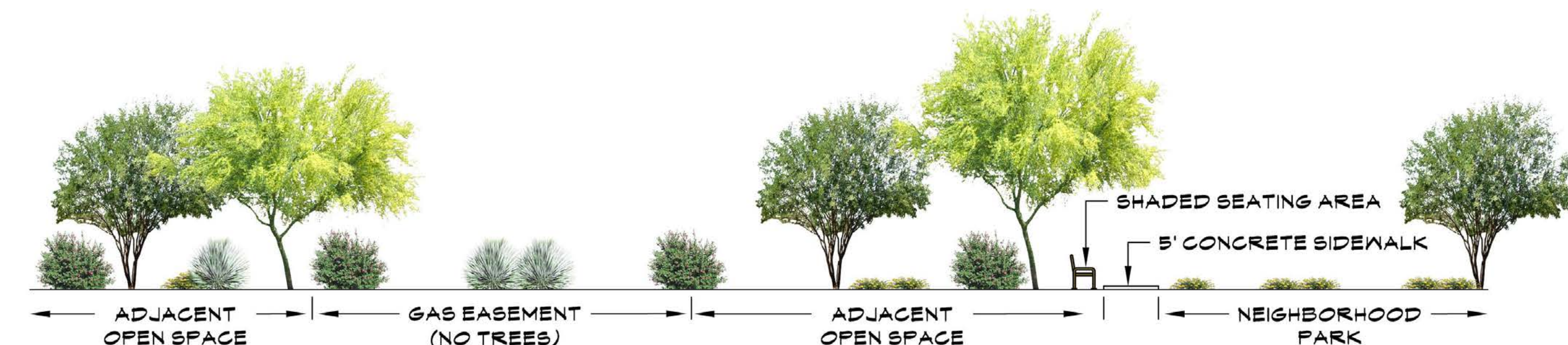
AUGUST 2018



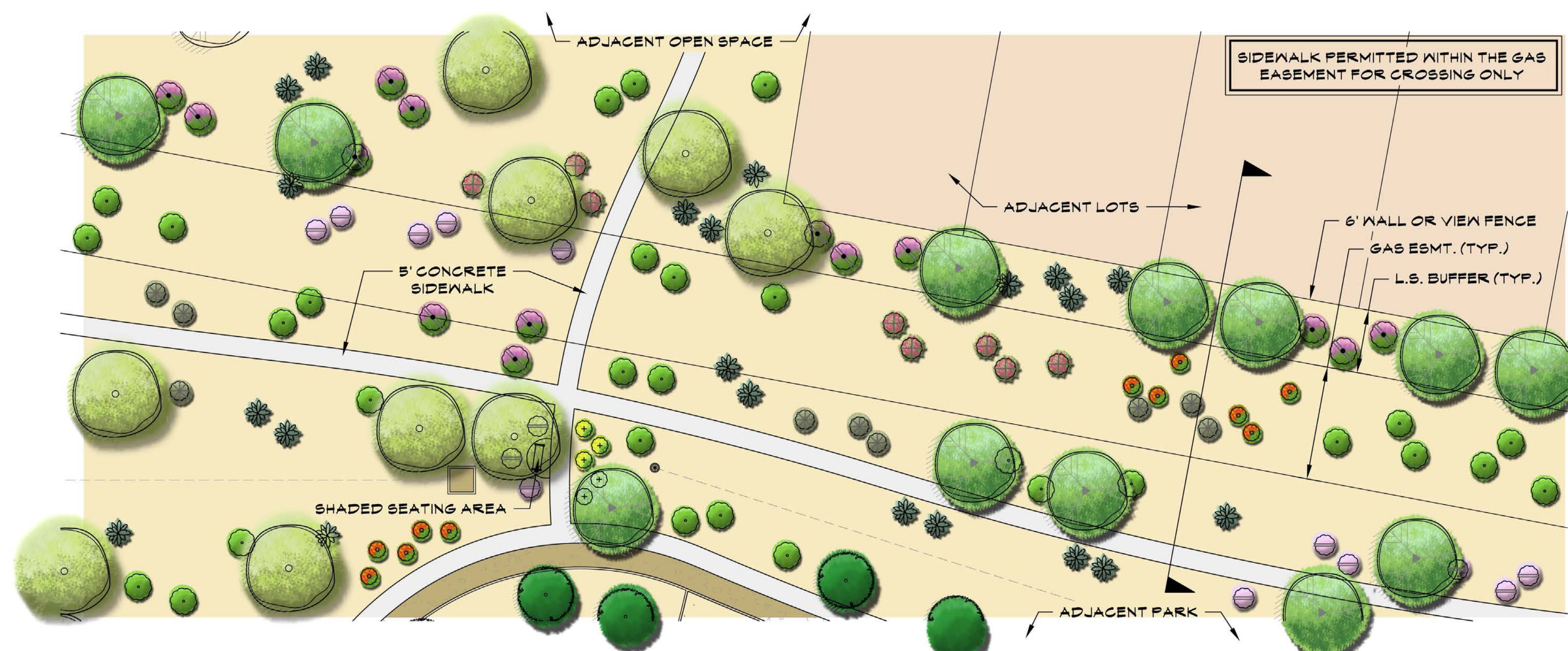


LANDSCAPE TREATMENT WITHIN GAS EASEMENT ADJACENT TO OPEN SPACE (PLAN)

ADJACENT TO NEIGHBORHOOD PARKS, OR LARGER OPEN SPACE AREAS, THE 5' SIDEWALK WILL MEANDER ALONG SIDE THE GAS EASEMENT, LEADING TO SHADED SEATING AREAS OR POINTS OF INTEREST ALONG THE GAS EASEMENT. TREES WILL BE USED NEAR THE BOUNDARIES OF THE GAS EASEMENT WHILE NOT POSING A THREAT TO THE HIGH PRESSURE GAS LINE.



(SECTION - SCALE: 1" = 10')

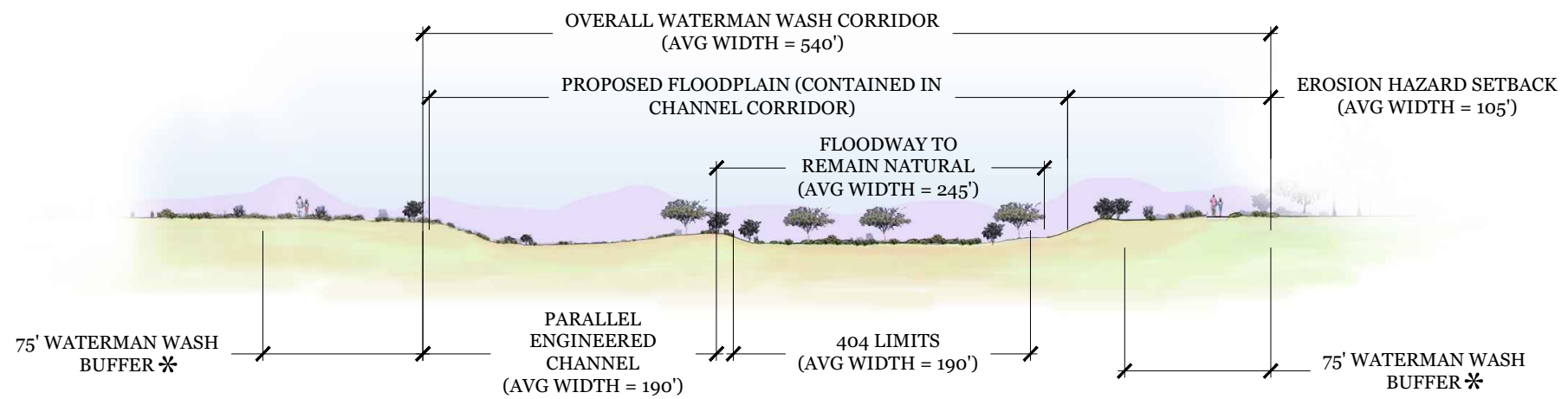


LANDSCAPE TREATMENT WITHIN GAS EASEMENT ADJACENT TO LOTS (PLAN)

ADJACENT TO LOTS, A LANDSCAPE BUFFER OF TREES AND SHRUBS TO BE USED BETWEEN THE LOTS AND THE EASEMENT. TREES WILL BE LOCATED NEAR THE EASEMENT BOUNDARY ON BOTH SIDES, WHILE NOT POSING A THREAT TO THE HIGH PRESSURE GAS LINE.



(SECTION - SCALE: 1" = 10')



- * BUFFER MAY INCLUDE:
- TRAILS
 - OPEN SPACE & PARKS
 - STREETS

RAINBOW VALLEY

Goodyear, Arizona
Planned Area Development (PAD)

NOTES

This exhibit is conceptual in nature. Final design to be determined at time of construction documents, as long as changes meet PAD requirements.

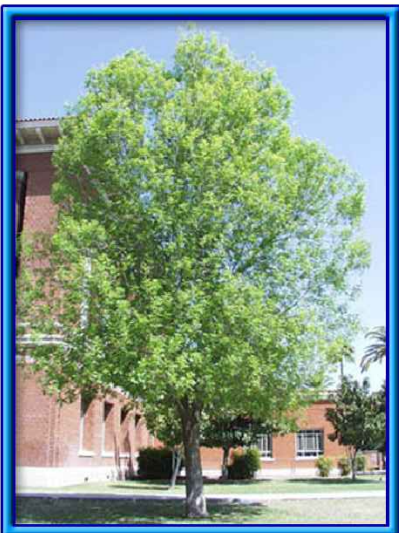


Not to Scale

Figure 8c
Waterman Wash
Cross Section

AUGUST 2018





Trees:

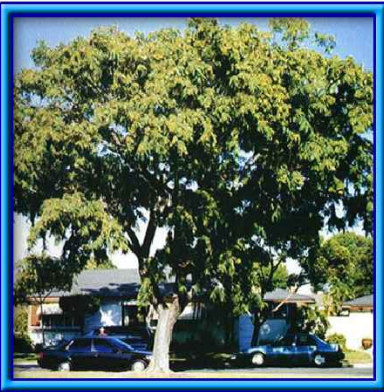
Acacia sp.	Acacia	Evergreen Elm
Bottle Tree	Caesalpinia cacalaco	Cascalote
Cercidium sp.	Palo Verde	Chamaerops humilis
Mediterranean Fan Palm	Ficus microcarpa	Indian Laurel Fig
Fraxinus velutina	Arizona Ash	Geigera parviflora
Australian Willow	Olneya tesota	Desert Ironwood
Prosopis dp.	Thornless Mesquite	Quercus virginiana
Live Oak	Rhus lancea	African sumac
Salix babylonica	Weeping Willow	Schinus teribinthifolius
Brazilian Pepper Tree	Sophora secundiflora	Texas Mountain Laurel
Tipuana tipu	Tipu Tree	Ulmus parvifolia

Shrubs and Accents:

Agave sp.	Agave	Calliandra sp.
Baja Fairy Duster	Carnegiea gigantea	Saguaro
Cordia parvifolia	Little Leaf Cordia	Echinocactus grusonii
Golden Barrel Cactus	Ferocactus acanthoides	Barrel Cactus
Fouqueria splendens	Ocotillo	Hesperaloe sp.
Coahuilan Hesperaloe	Justicia sp.	Chuparosa
Larrea divaricata	Creosote Bush	Leucophyllum sp.
'Silver Cloud'	Muhlenbergia sp.	Regal Mist' tm
Myrtus communis	Compacta'	Nandina domestica
Penstemon sp.	Penstemon	Photinia fraseri
Photinia	Plumbago auriculata	Cape Plumbago
Ruellia californica	Sonoran Desert Ruellia	Salvia sp.
Cleveland Sage	Sphaeralcea ambigua	Globe Mallow
Tagetes palmeri	Mountain Marigold	Yucca sp.
Eremophila sp.	Yucca	

Ground Covers/Vines:

Antigonon leptopus 'Baja red'	Queen's Wreath Vine	Baileya multiradiata
Desert Marigold	Bougainvillea brasiliensis	Bougainvillea
Convolvulus cneorum	Bush Morning Glory	Dalea greggii
Trailing Indigo	Gazania rigens	'Sun Gold'
Hymenoxys acaulis	Angelita Daisy	Lantana sp.
New Gold Lantana	Oenothera berlandieri	Mexican Evening
Primrose Podranea ricasoliana	Pink-Tumpet Vine	Setcreasea pallida
Purple Heart Plant	Star Jasmine	Verbena sp.
Goodding Verbena	Trachelospermum jasminoides	



RAINBOW VALLEY

Goodyear, Arizona
Planned Area Development (PAD)

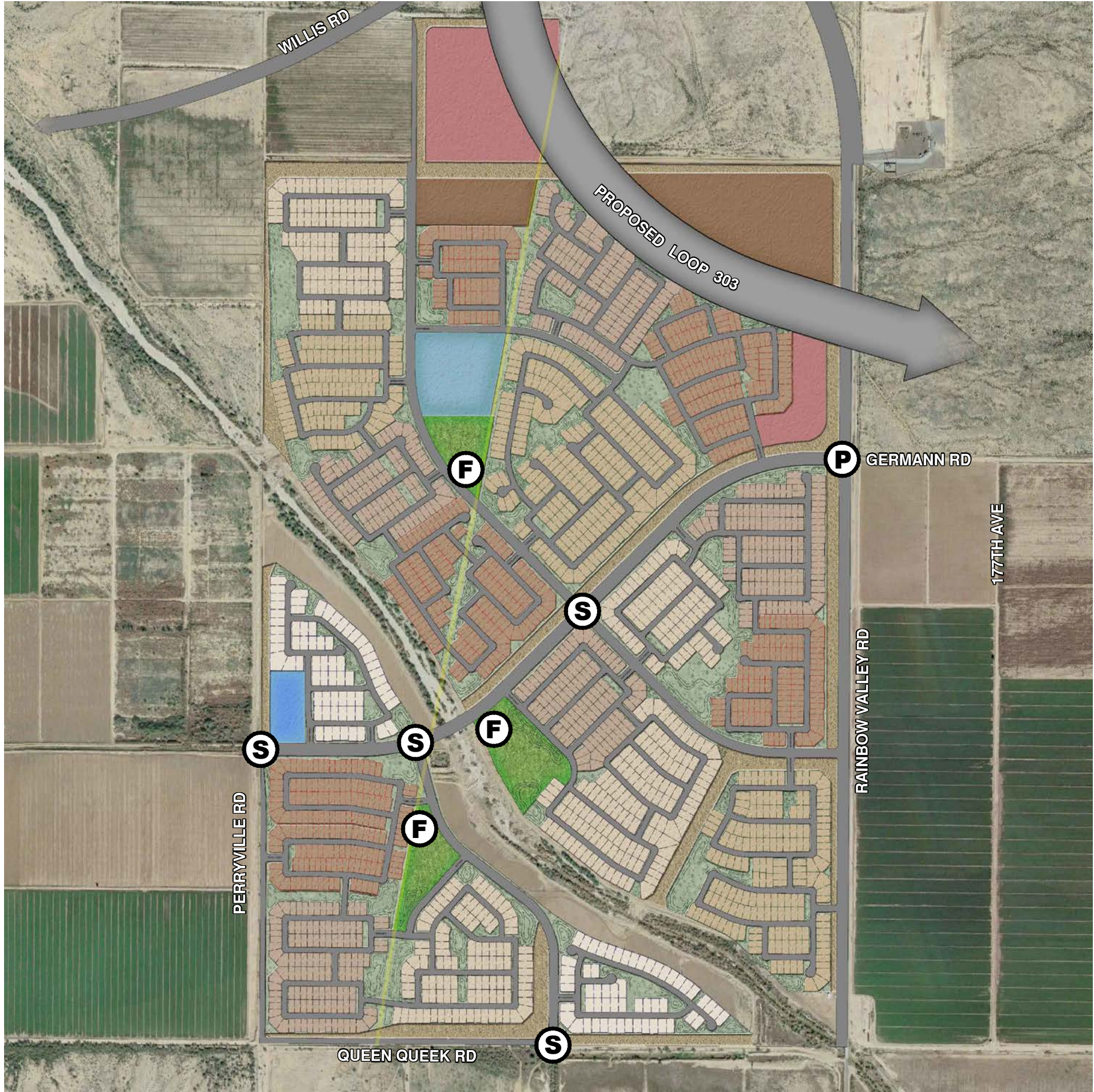
NOTES

Plants within the Right-of-Way are on the Arizona
Department of Water Resources low water plant list.

Not to Scale
Figure 9
Plant Palette

AUGUST 2018





RAINBOW VALLEY

Goodyear, Arizona
Planned Area Development (PAD)

LEGEND

- P** Primary Entry Monument
- S** Secondary Entry Monument
- F** Focal Point Monument (Park)

NOTES

This exhibit is conceptual in nature. Final design to be determined at time of construction documents, as long as changes meet PAD requirements.

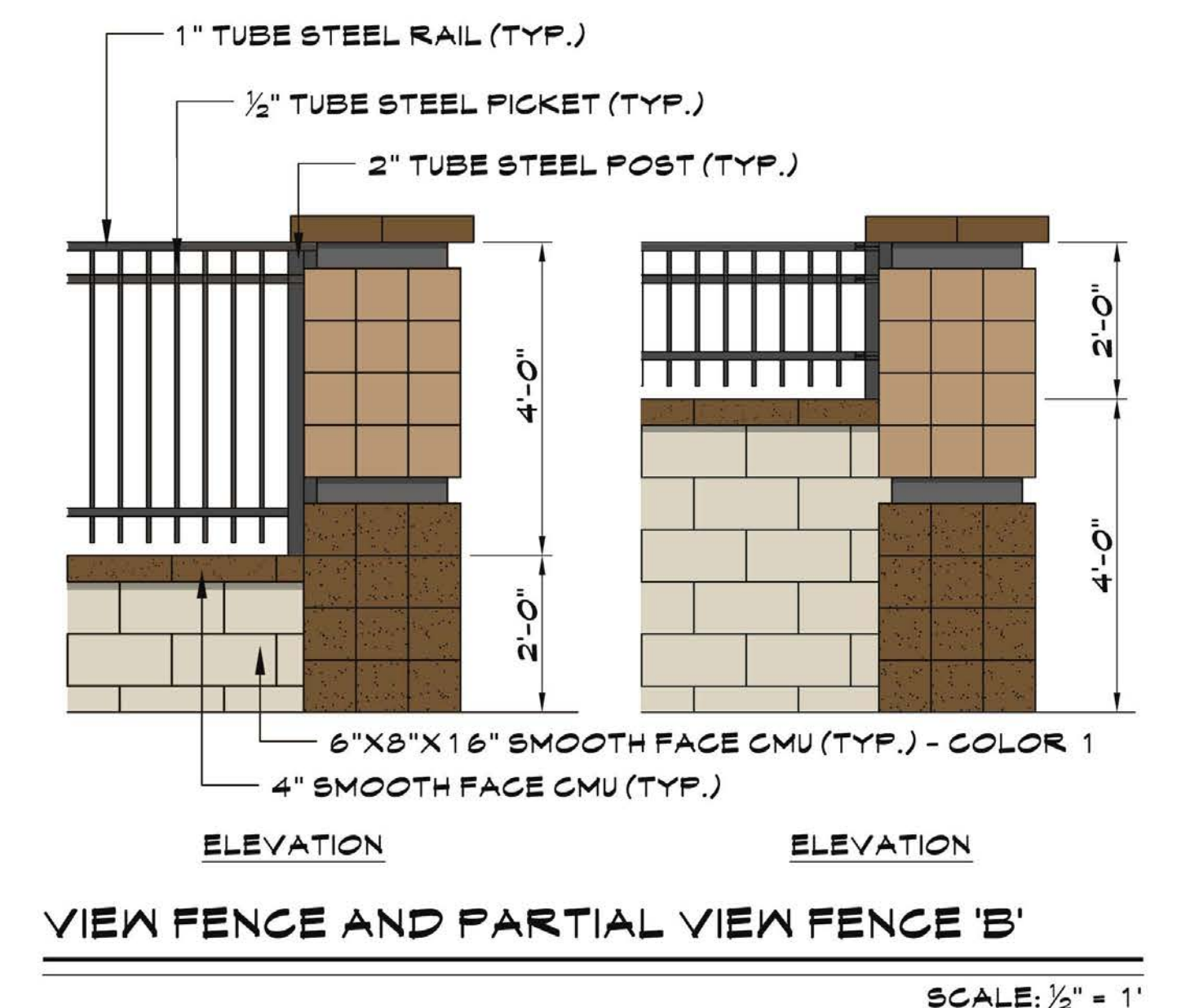
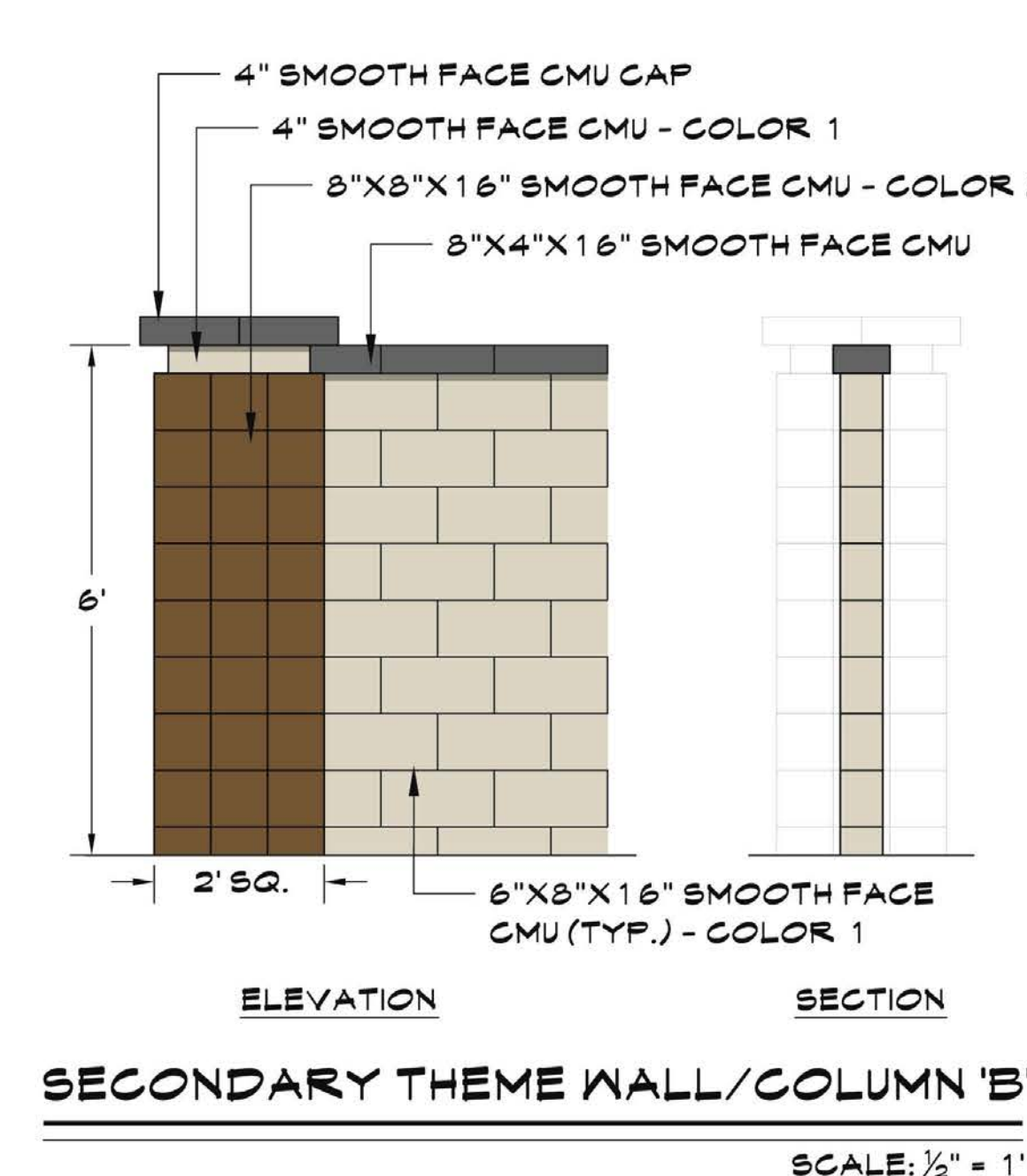
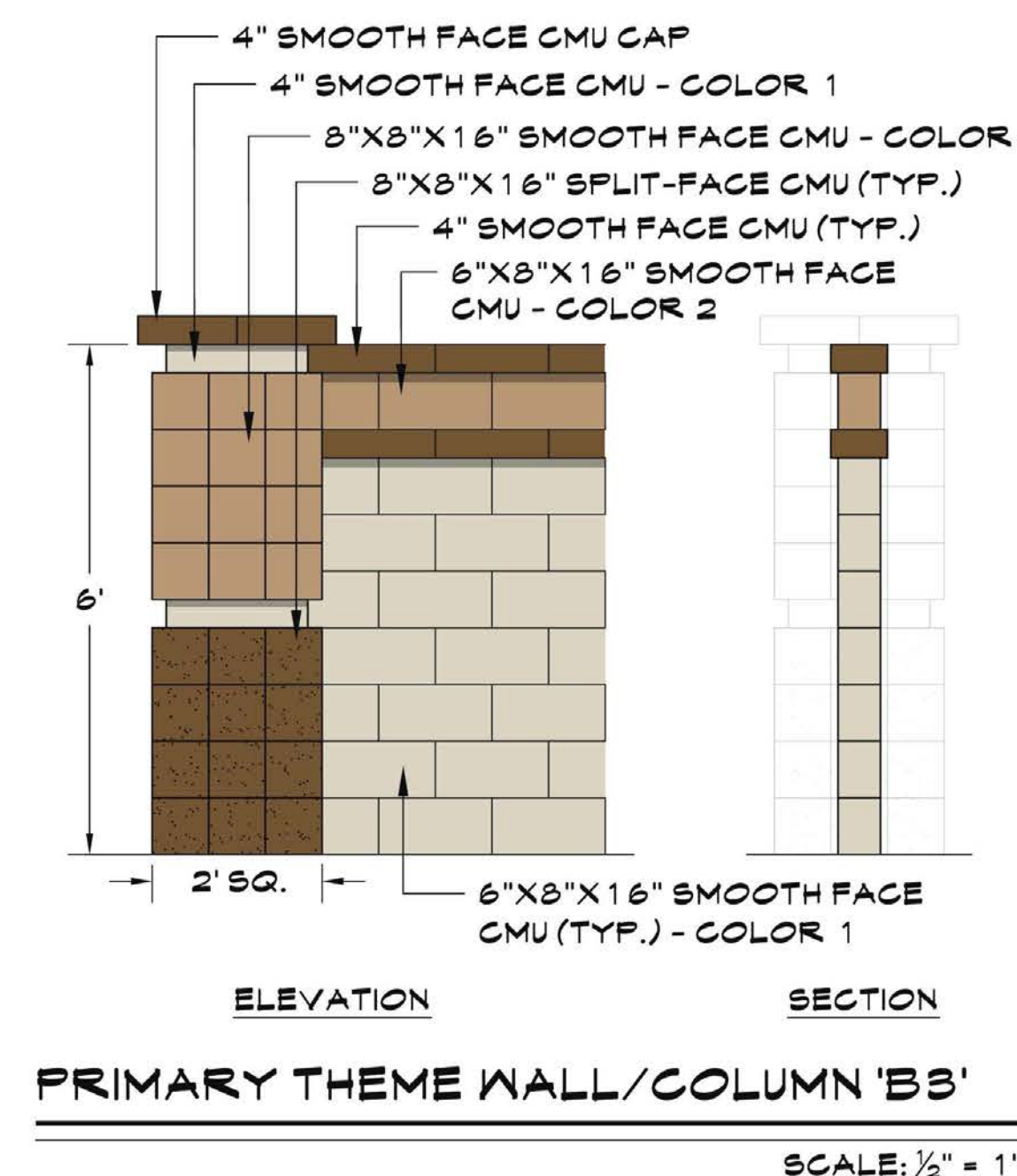
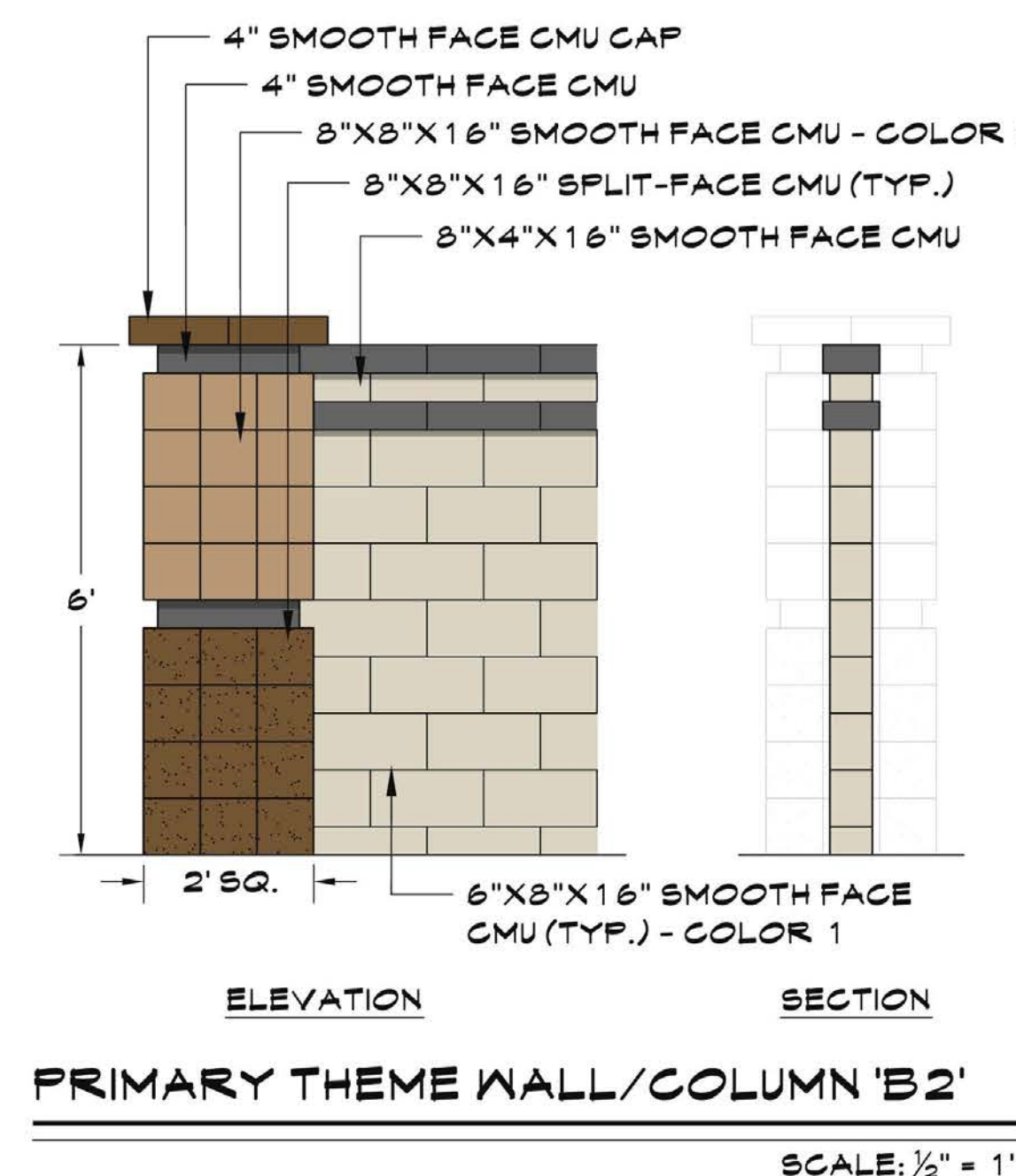
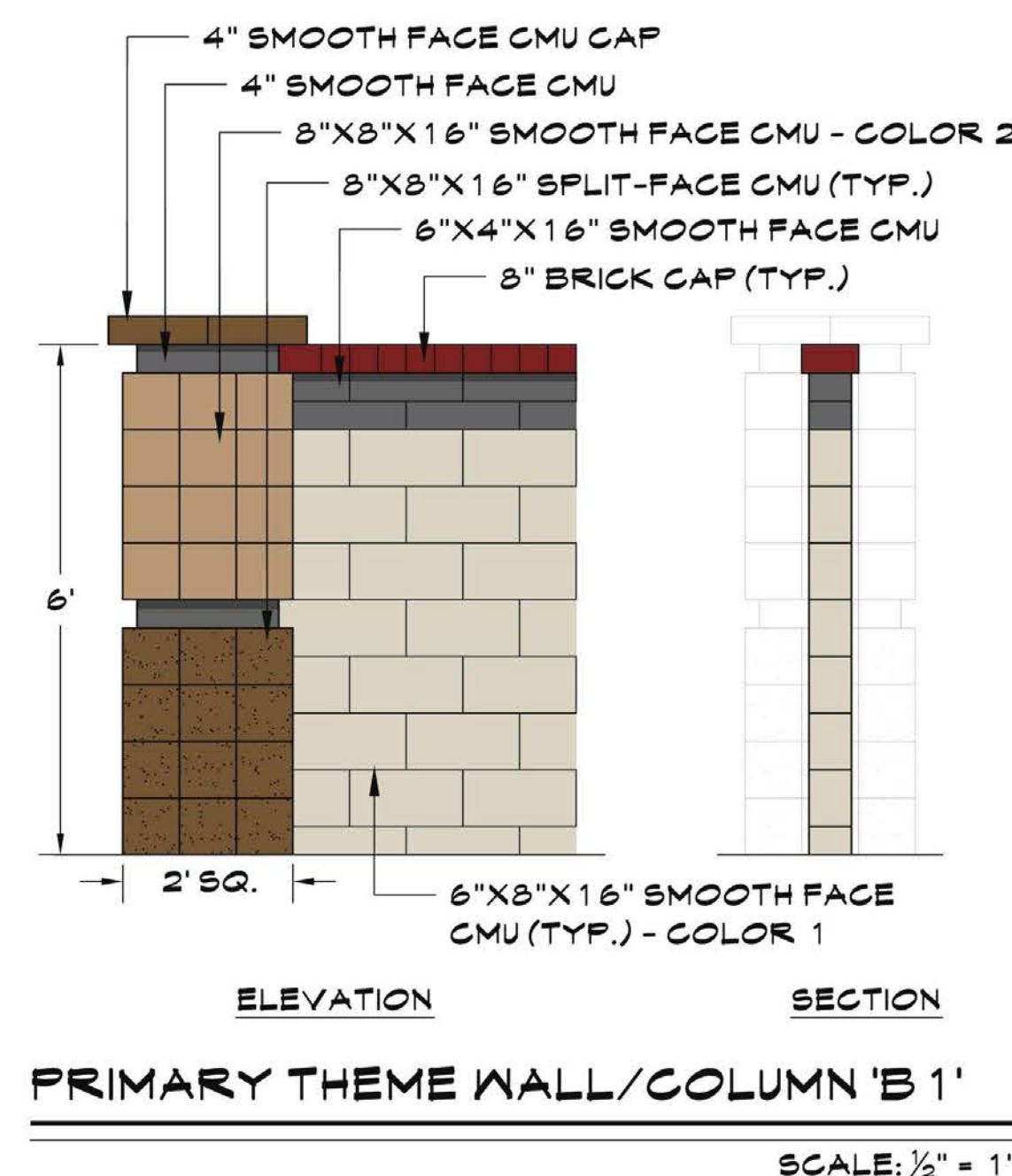
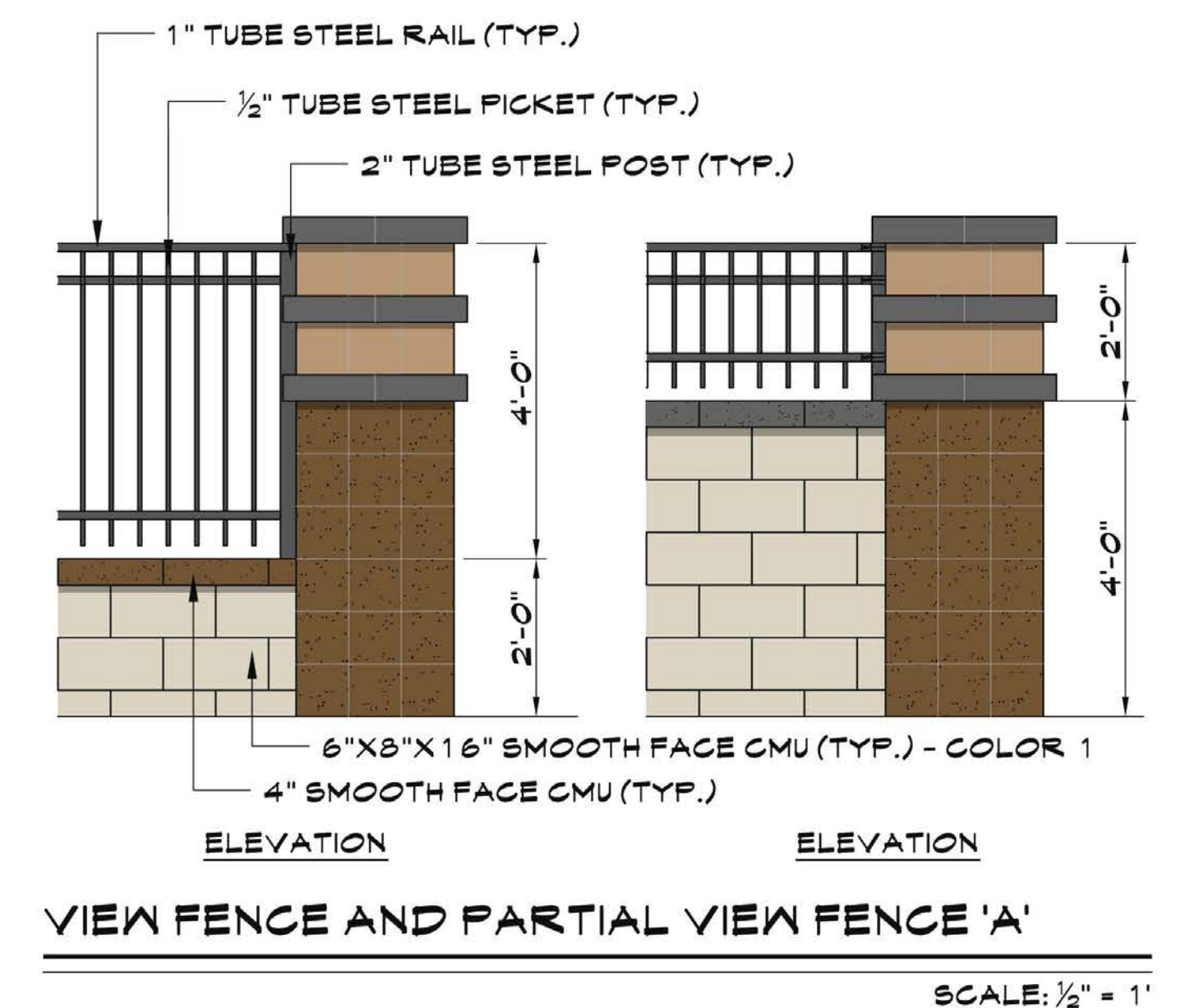
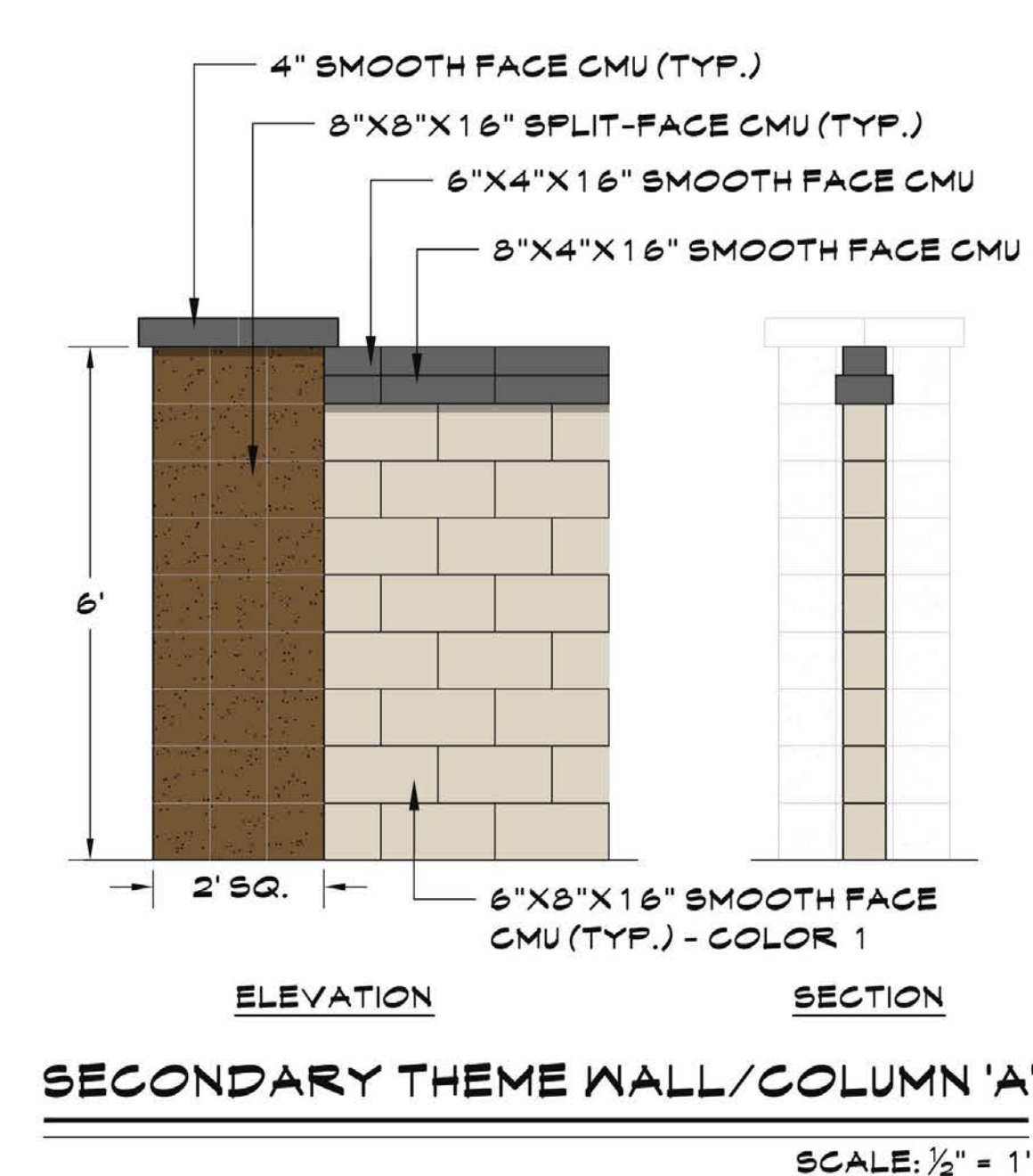
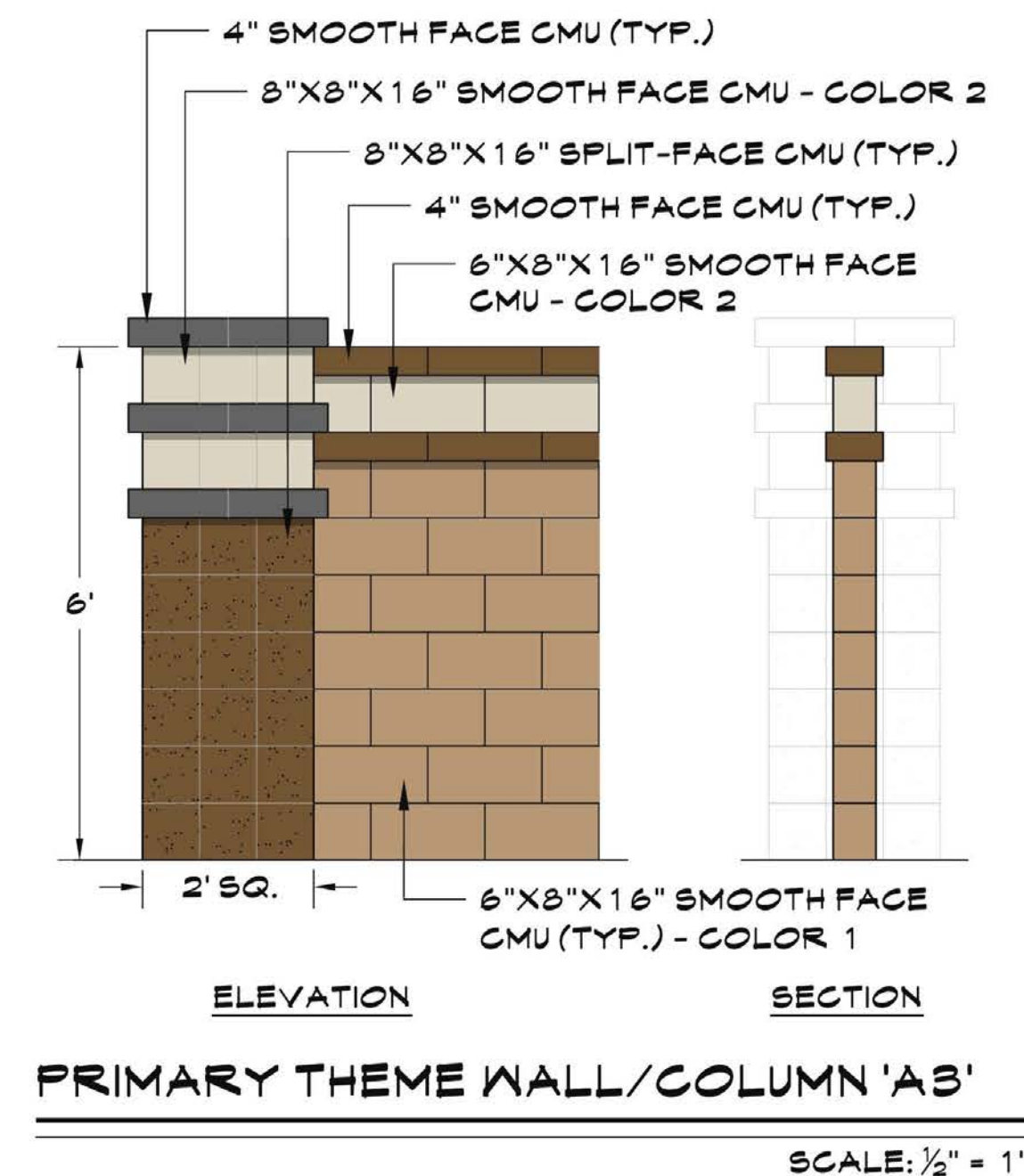
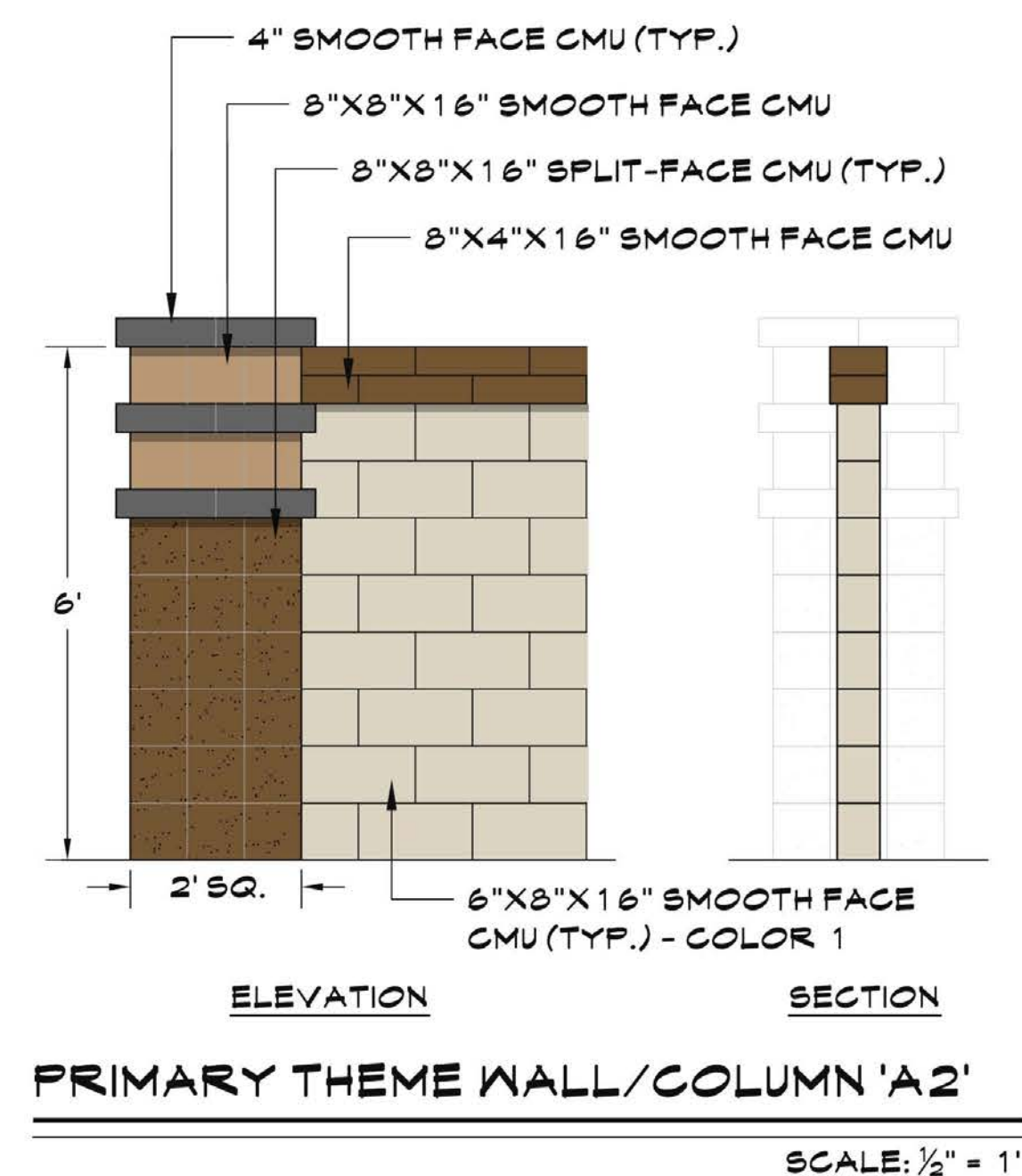
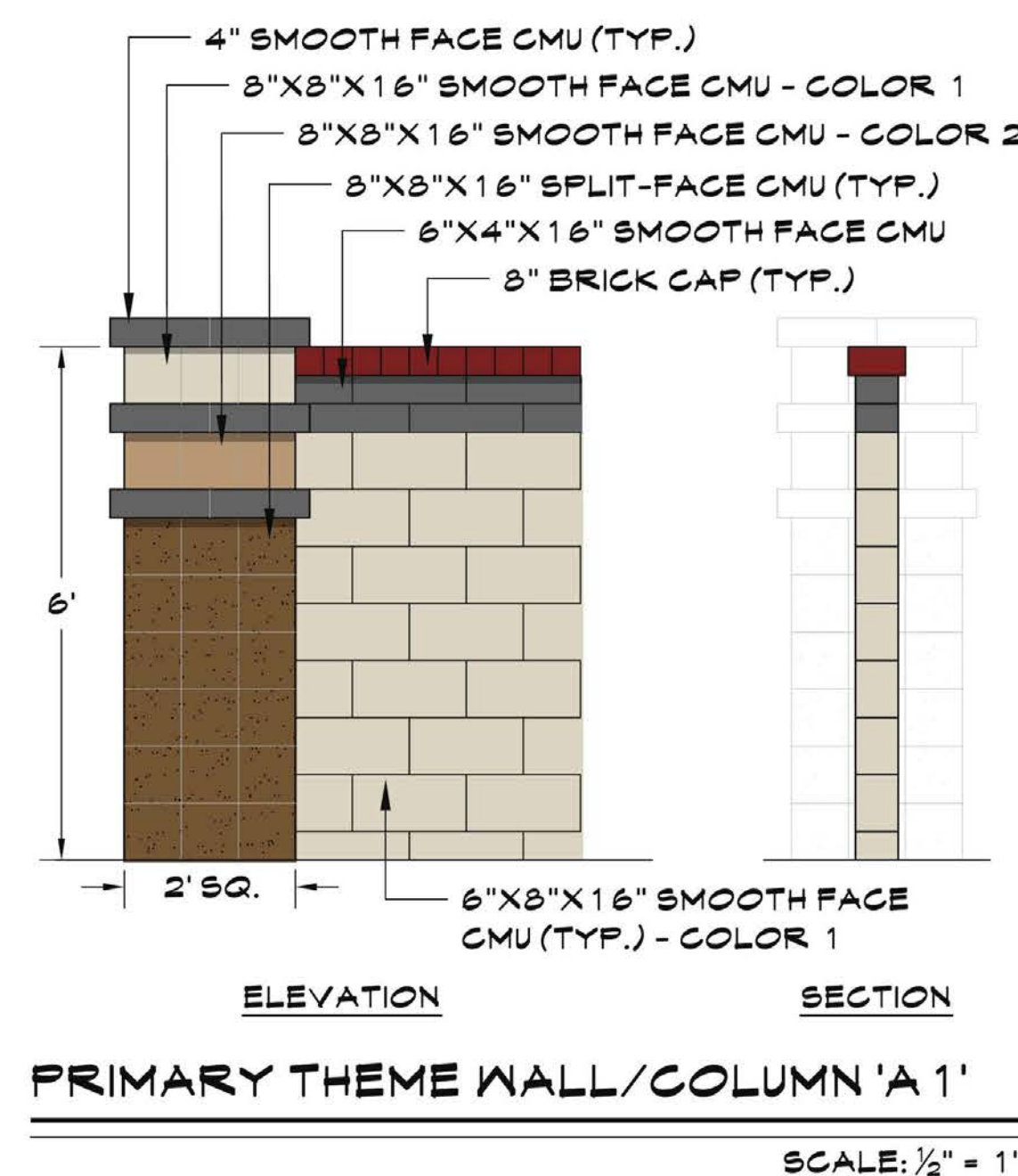
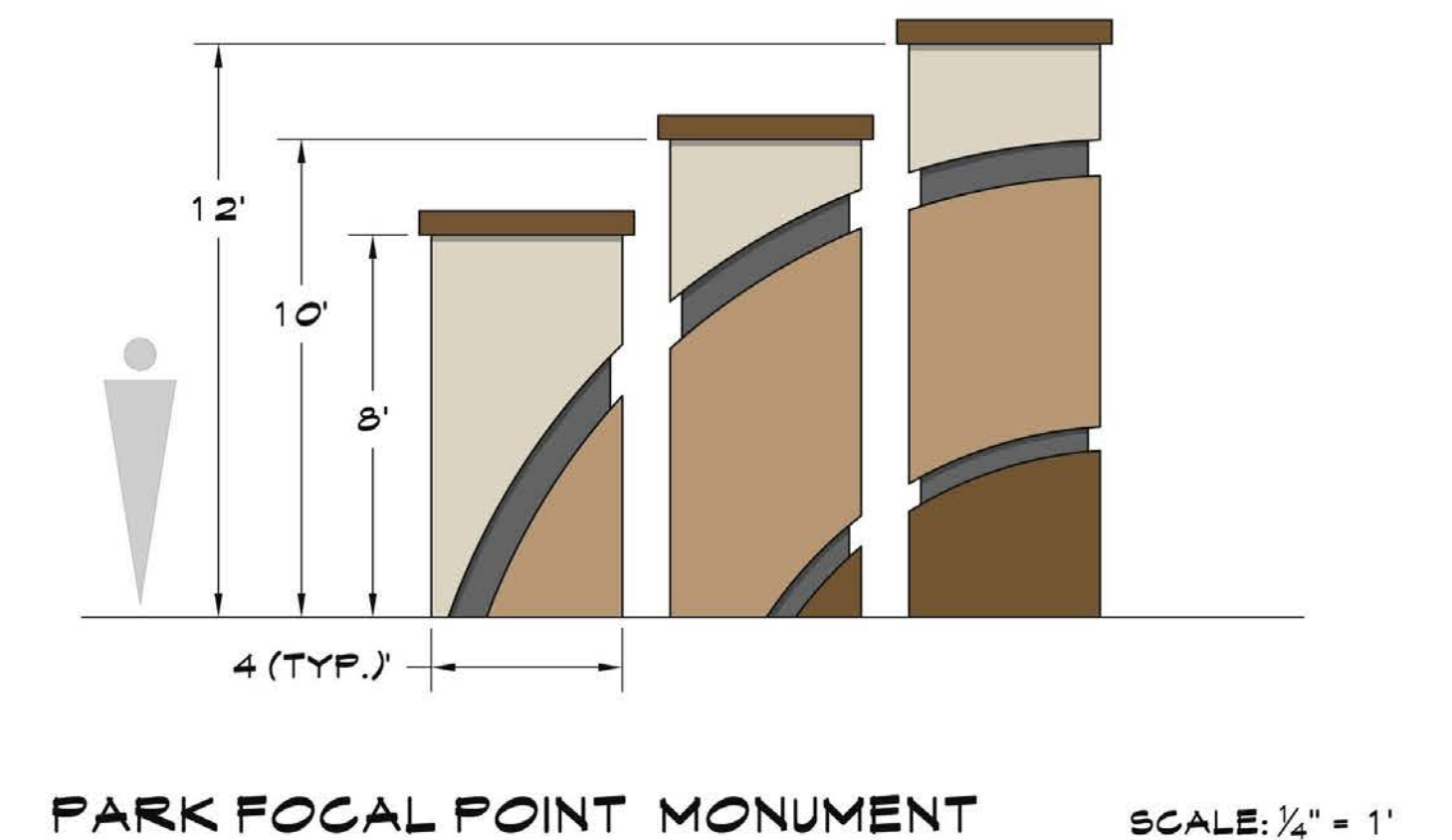
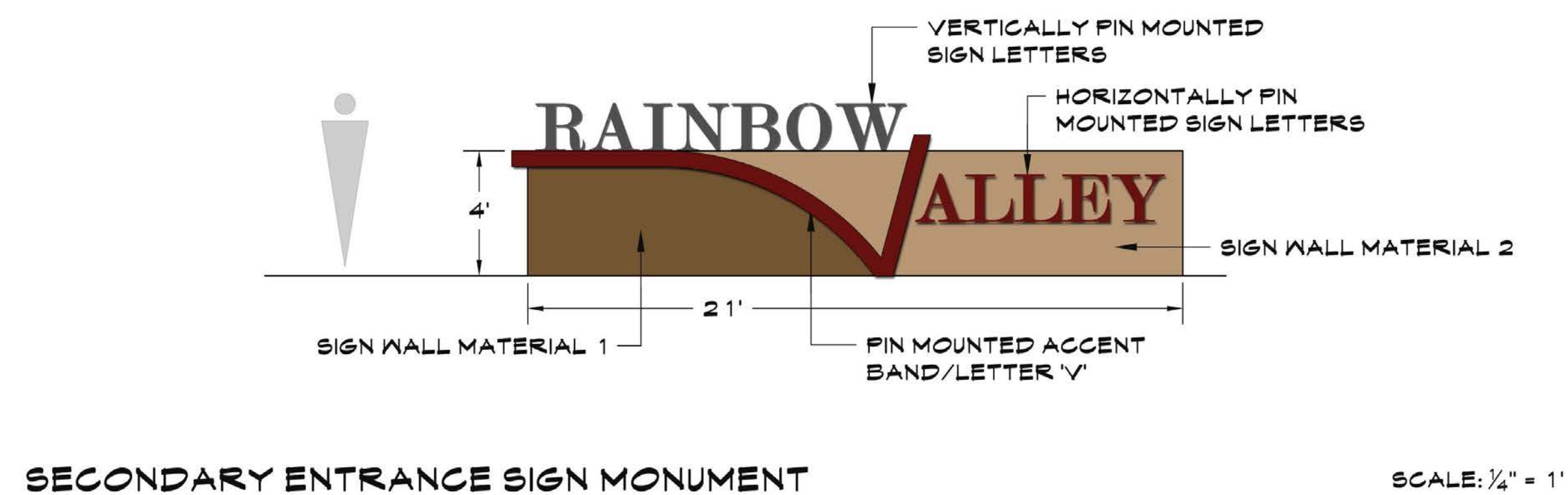
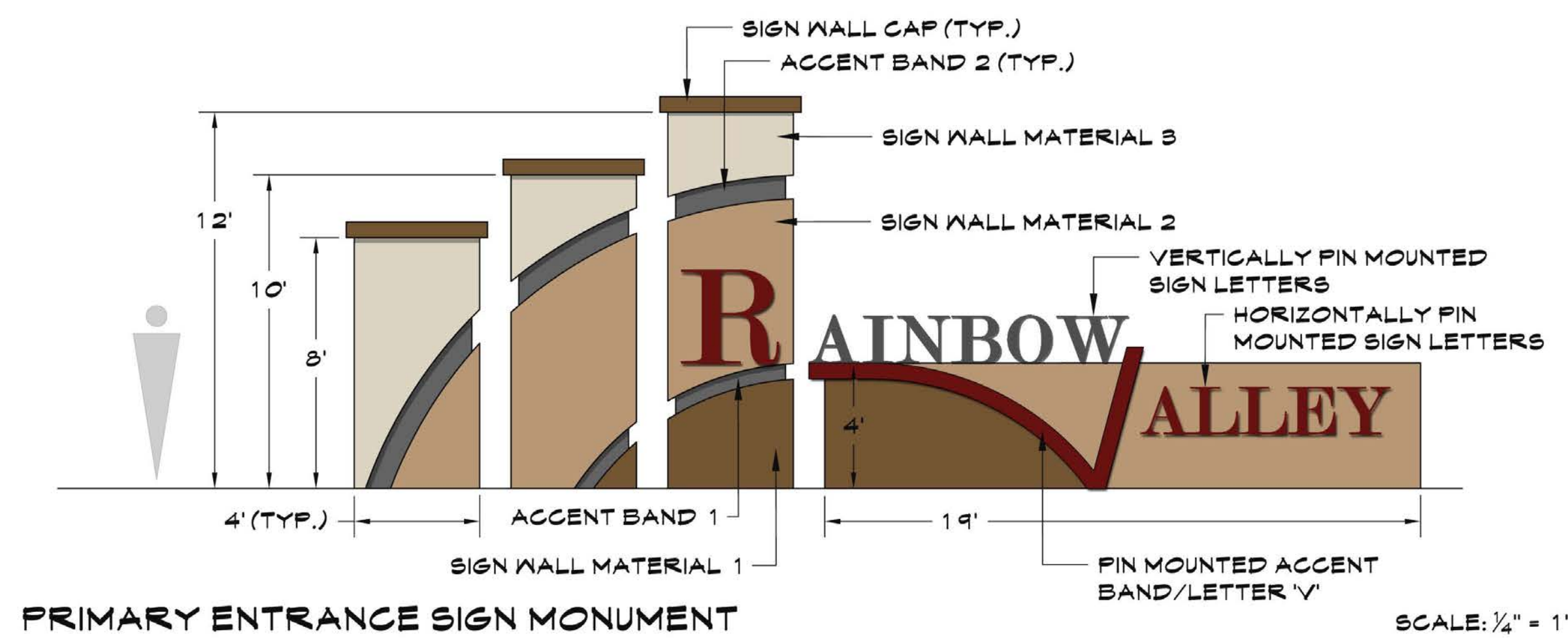
Monuments shown on Figure 11, Conceptual Hardscape Details.

Not to Scale

Figure 10
Entry Monument Map

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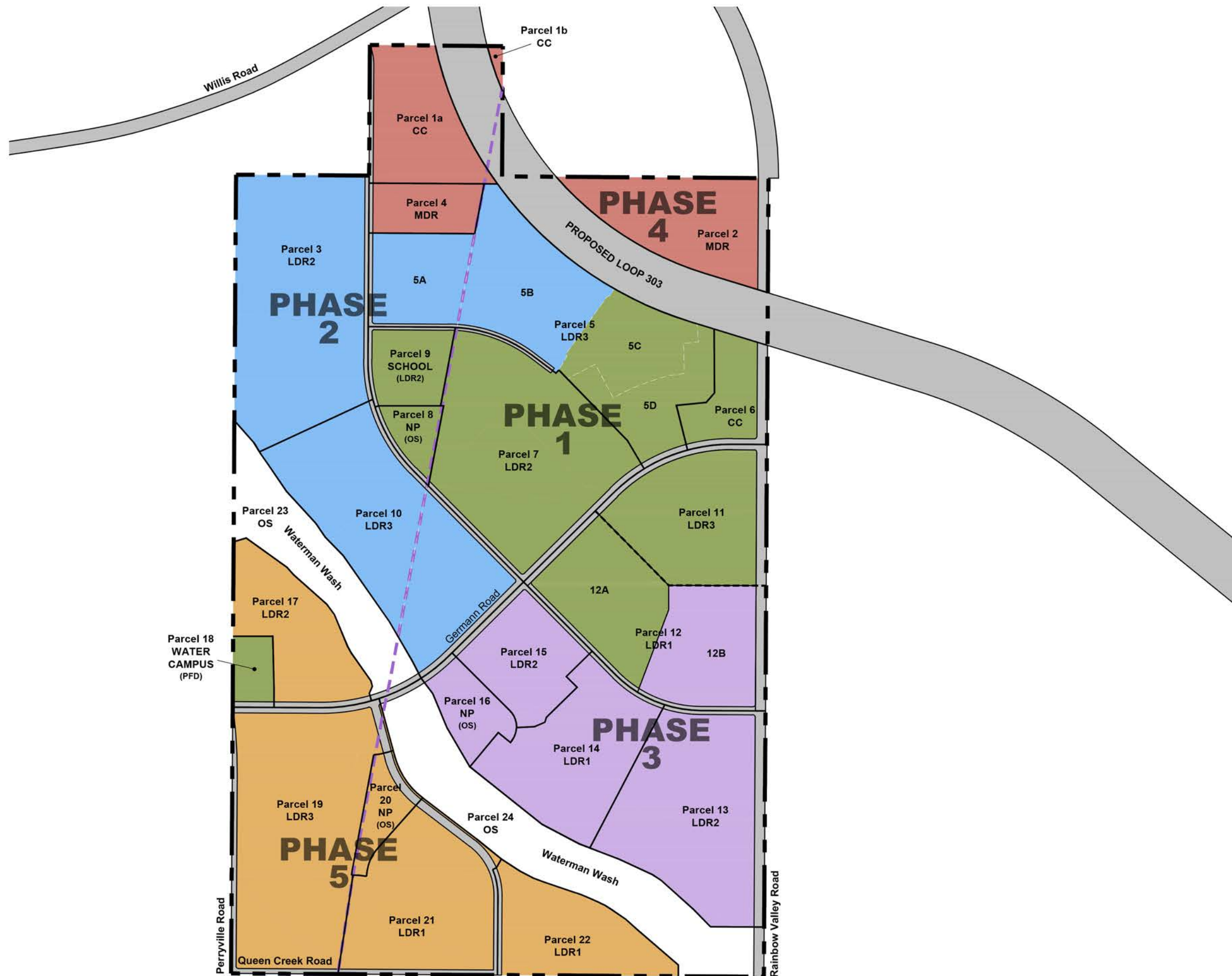




RAINBOW VALLEY CONCEPTUAL HARDSCAPE DETAILS

APRIL 30, 2018

NOTE:
ACTUAL SIGN MONUMENTS AND WALL ELEVATIONS
MAY VARY UPON PROJECT DEVELOPMENT AND
COMPANY BRANDING. ANY DESIGN/MATERIAL
VARIATIONS ARE TO BE COMMENSURATE TO THE
DETAILS SHOWN ABOVE. ACTUAL COLORS AND
MATERIALS MAY VARY, BUT OVERALL PROJECT
THEME AND QUALITY MUST BE MAINTAINED.



RAINBOW VALLEY

Goodyear, Arizona
Planned Area Development (PAD)

LEGEND

- Project Boundary
- Parcel Boundary
- Southwest Gas Line Easement
- Proposed Circulation Right-of-Way
- Phase 1
- Phase 2
- Phase 3
- Phase 4
- Phase 5

NOTES

Phasing order may change as long as the associated infrastructure is in place.

As with any large master planned community, market economics will have a significant impact on the overall phasing. Phases will be based on market conditions, industry factors, and/or business considerations, as determined by the developer. The associated infrastructure, including two points of access, will be in place with each phase of development.

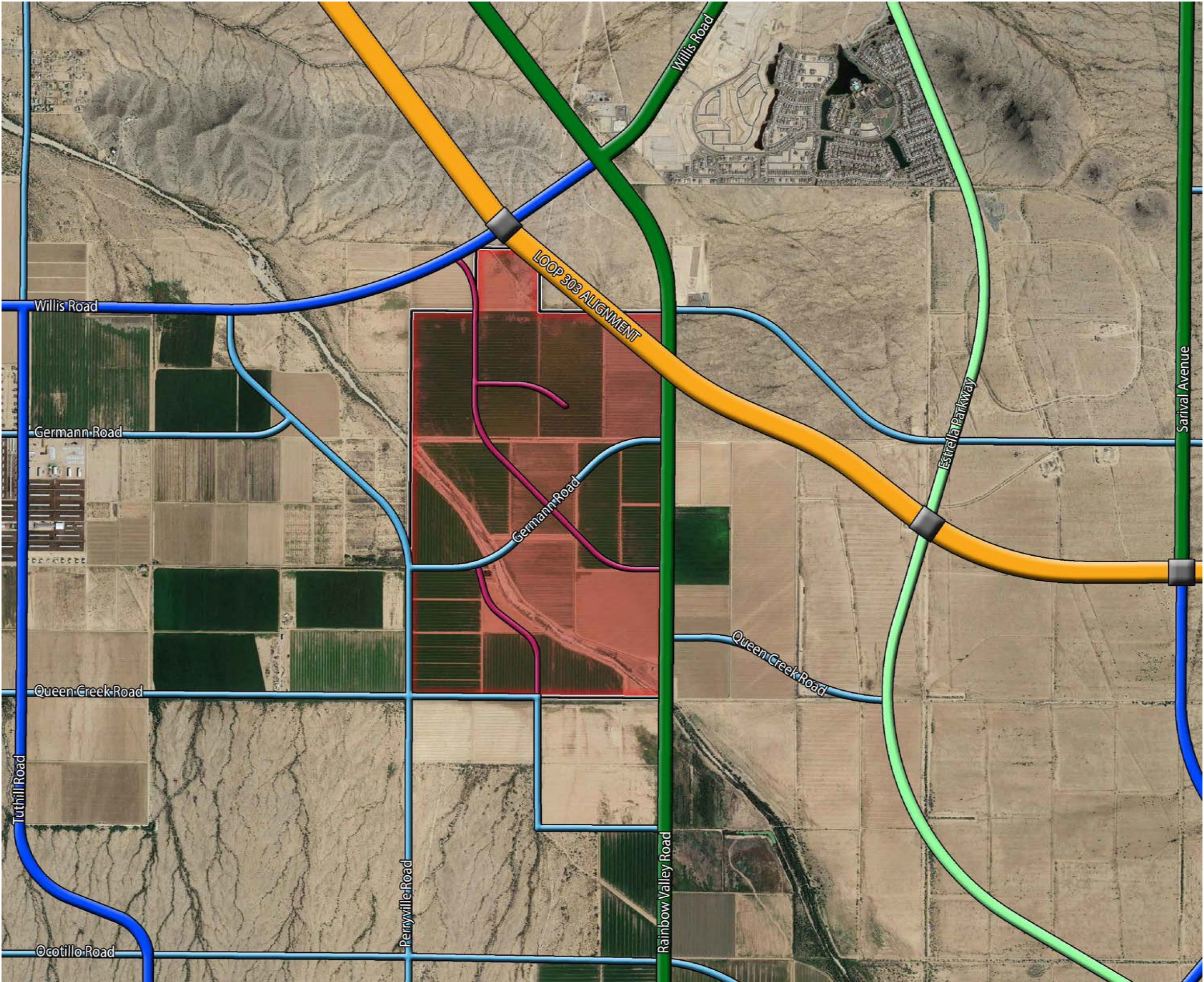


Scale: 1" = 1,000'

Figure 12
Phasing Plan

AUGUST 2018





RAINBOW VALLEY

Goodyear, Arizona
Planned Area Development (PAD)

LEGEND

- Project Site
- Freeway
- Parkway
- Scenic Arterial
- Major Arterial
- Arterial
- Major Collector
- Future Interchange

NOTES

* Regional circulation information for this exhibit provided by the Land Use and Transportation Plan, found in the Goodyear General Plan 2025.

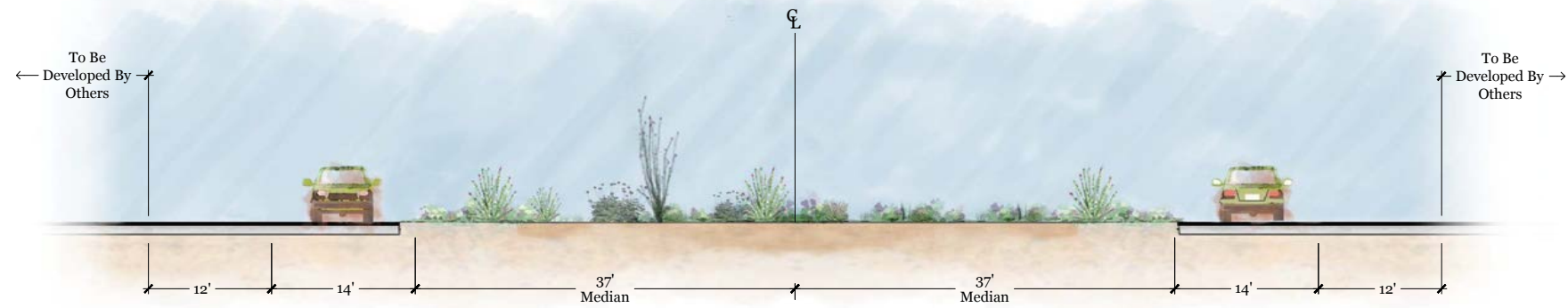


Scale: 1"= 2,000'

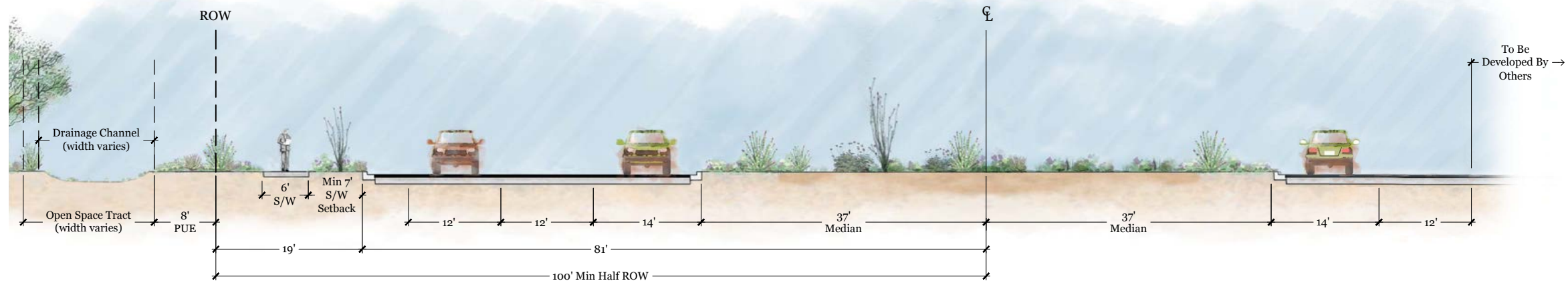
Figure 13a
Circulation Plan

AUGUST 2018

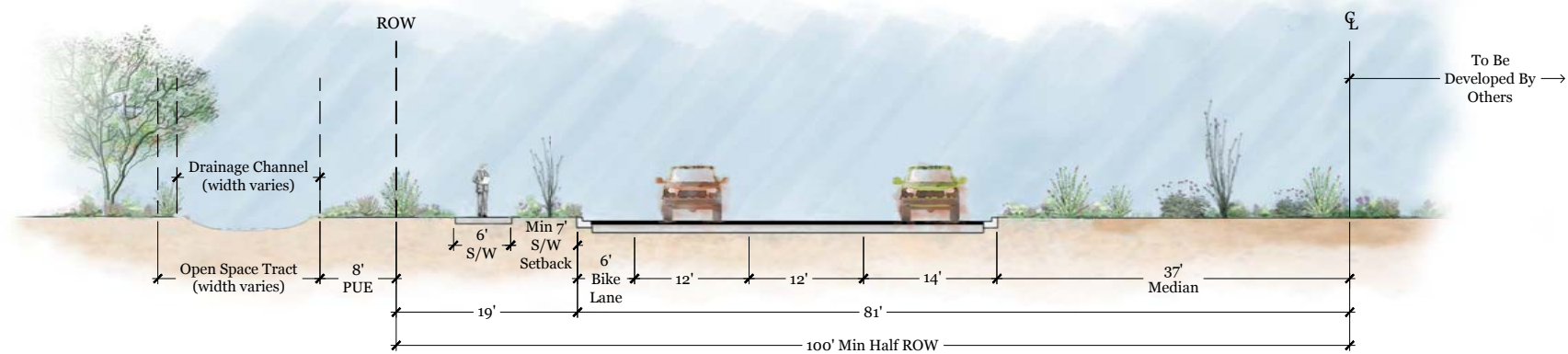




1 Parkway (Willis Rd to Northern Project Boundary)
Rainbow Valley Parkway (Looking North)



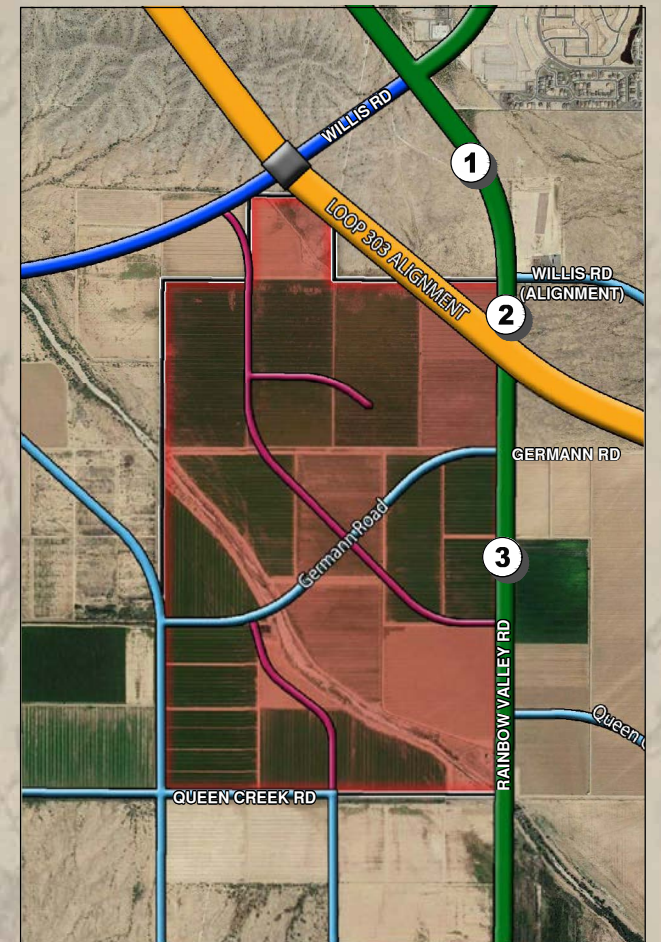
2 Parkway (Northern Project Boundary to Germann Rd)
Rainbow Valley Parkway (Looking North)



3 Parkway (Germann Rd to Waterman Wash)
Rainbow Valley Parkway (Looking North)

RAINBOW VALLEY

Goodyear, Arizona
Planned Area Development (PAD)



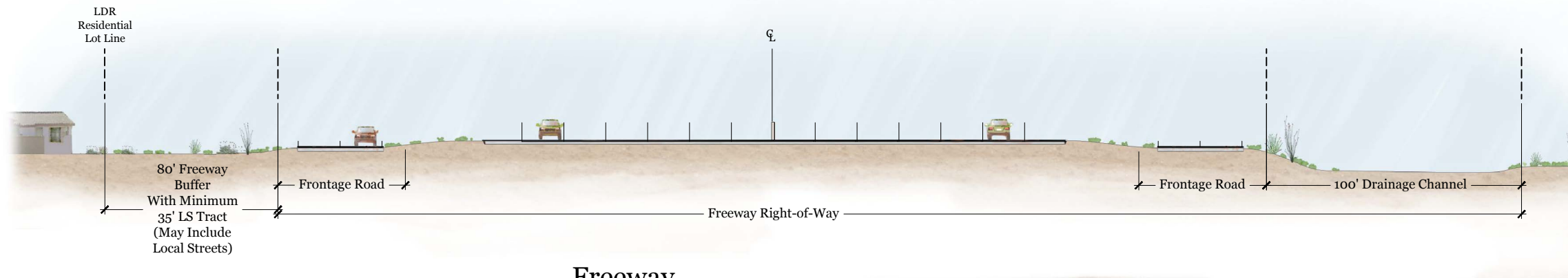
KEY MAP (N.T.S.)

Not to Scale

Figure 13b
Street Cross Sections

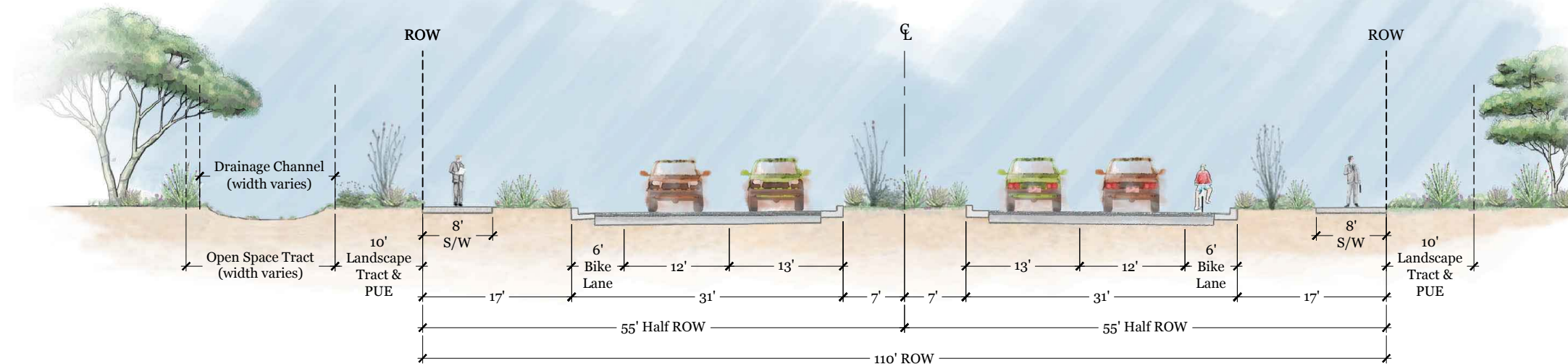
AUGUST 2018





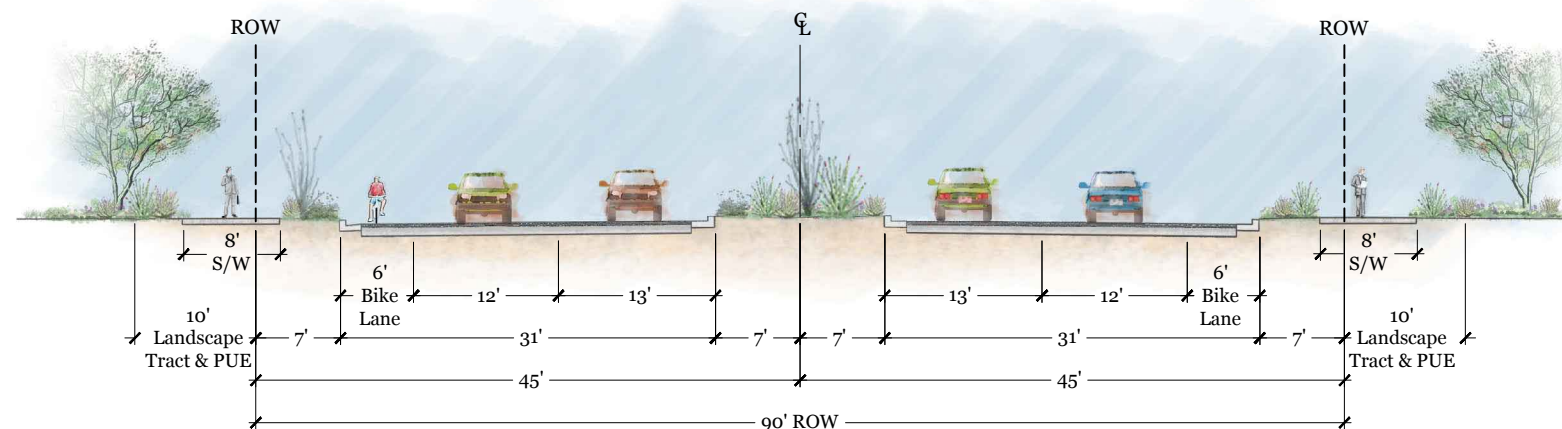
Freeway

Loop 303 (Looking Northwest)
Based on Typical cross-section per ADOT, Location/
Design Concept Report dated, June 2018, for Loop 303
from I-10 to SR-30



Arterial

Germann Road (Looking East)
Queen Creek Road (North Half - Looking East)
Perryville Road (187th Avenue) (East Half - Looking North)



Major Collector Road

RAINBOW VALLEY

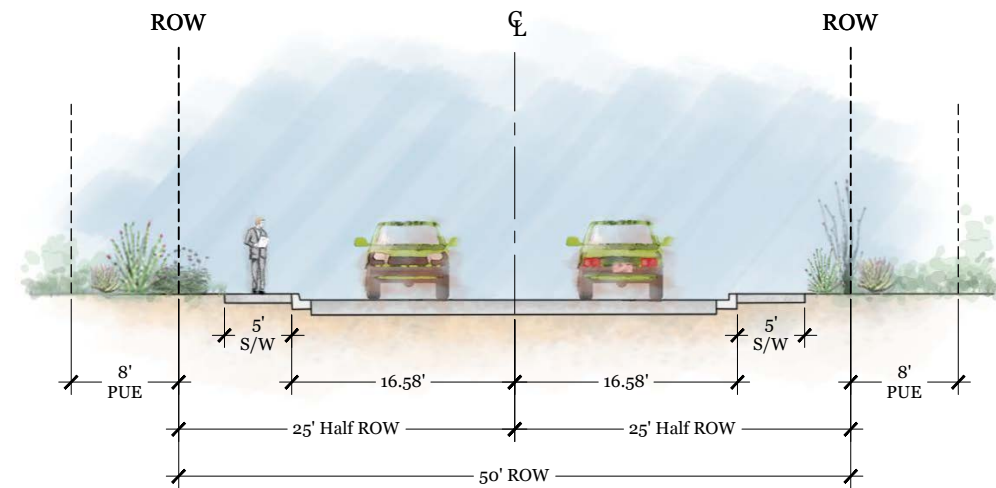
Goodyear, Arizona
Planned Area Development (PAD)

Not to Scale

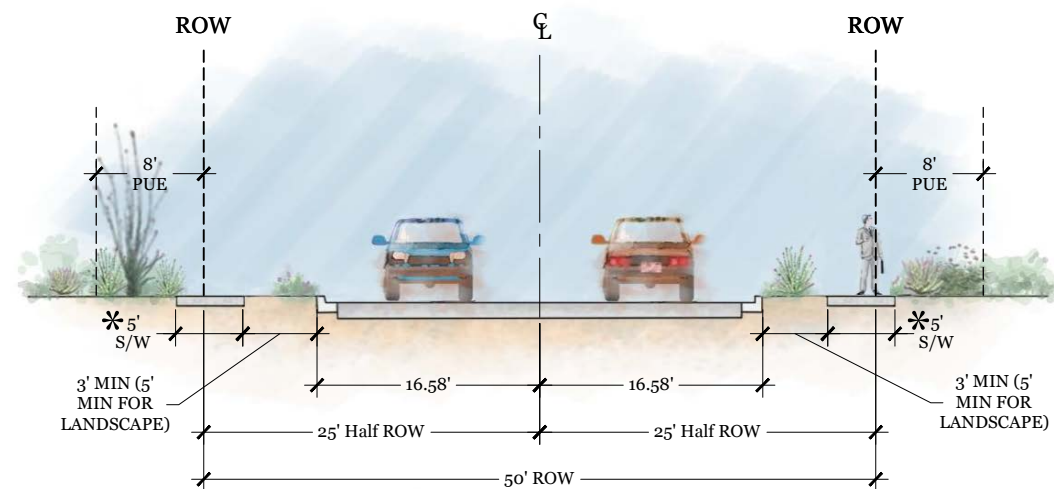
Figure 13c
Street Cross Sections

AUGUST 2018





Residential Local Street w/ Attached Sidewalk



Residential Local Street w/ Detached Sidewalk

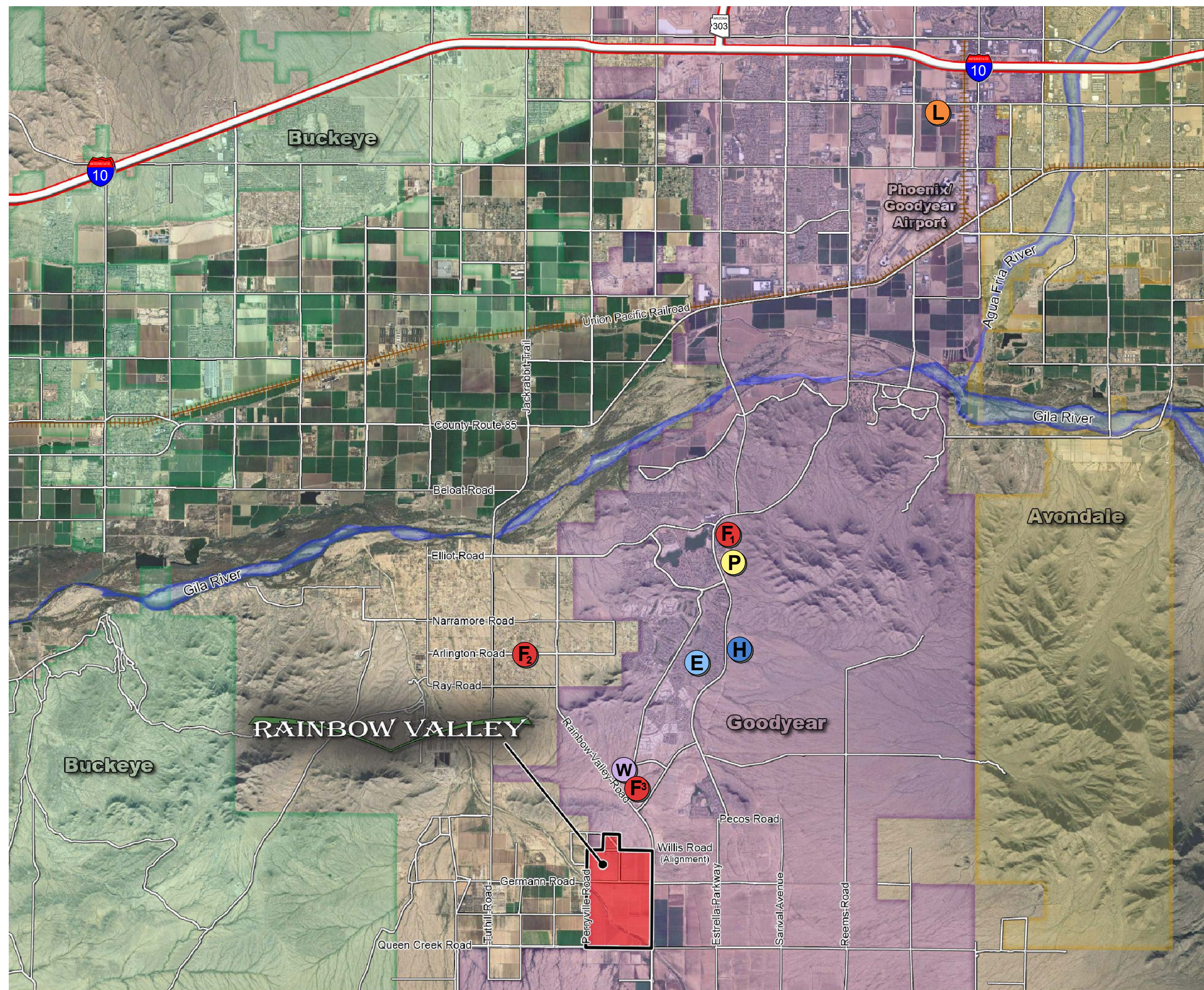
* THE DETACHED SIDEWALK MAY
ENCROACH UP TO 1.5' INTO THE PUE

CROSS SECTION PER CITY OF
GOODYEAR DETAIL NO. G-3126

Not to Scale

Figure 13d
Street Cross Sections
















AUGUST 2018



RAINBOW VALLEY

Goodyear, Arizona
Planned Area Development (PAD)

LEGEND

-  Project
-  City of Avondale
-  City of Buckeye
-  City of Goodyear
-  Freeway
-  Roadways
-  Major Waterway
-  Existing Fire Station - Goodyear Fire Station #182
10701 S. Estrella Parkway Goodyear, AZ 85338
Distance - ± 4.7 miles
-  Existing Fire Station - Buckeye Valley Station #326
19937 W. Arlington Road Buckeye, AZ 85326
Distance - ± 3.0 miles
-  Proposed Fire Station - Goodyear Fire Station #186
Goodyear, AZ 85338
Distance - ± 1.5 miles
-  Police Station - Goodyear Police Department
10701 S. Estrella Parkway Goodyear, AZ 85338
Distance - ± 4.7 miles
-  High School - Estrella Foothills High School
13033 S. Estrella Parkway Goodyear, AZ 85338
Distance - ± 3.4 miles
-  Elementary School - Westar Elementary
17777 Westar Dr. Goodyear, AZ 85338
Distance - ± 2.9 miles
-  Library - Goodyear Public Library
14455 W. Van Buren Street, C-101
Goodyear, AZ 85338 Distance - ± 12.1 miles
-  Existing Wastewater Reclamation Facility
Distance - ± 0.8 miles

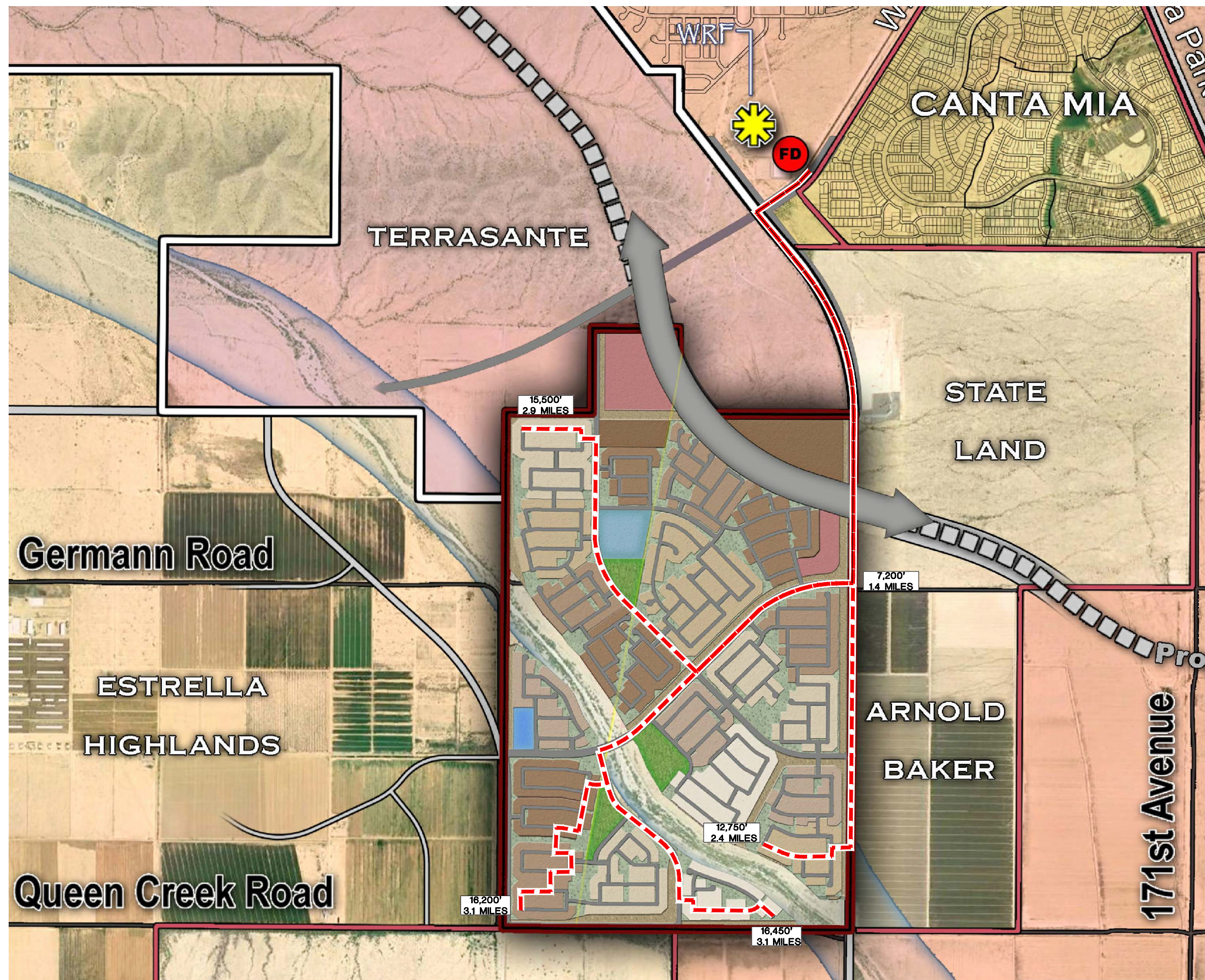


Scale: 1" = 8,000'

Figure 14
Public Facilities Map

AUGUST 2018





RAINBOW VALLEY

Goodyear, Arizona
Planned Area Development (PAD)

LEGEND

NOTES



Scale: 1"= 1,500'

Figure 15
Fire Department
Response Distance

AUGUST 2018



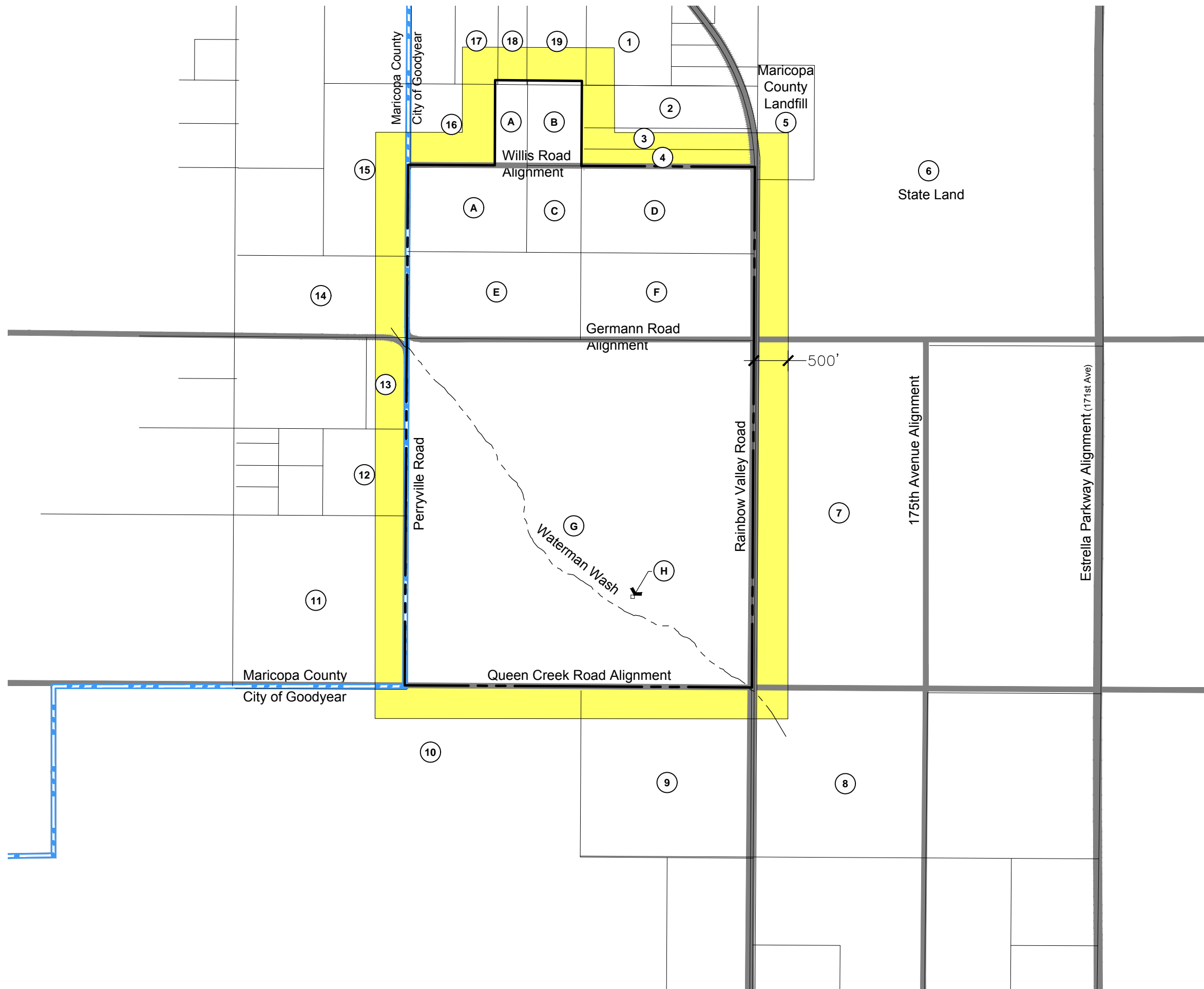
APPENDICES



APPENDIX A

SURROUNDING PROPERTY OWNERS MAP





Goodyear, Arizona
Planned Area Development (PAD)

LEGEND

- Project Boundary
- City Limits
- 500' Boundary
- Internal Property Owner
(See Appendix B for list)
- Surrounding Property Owner
(See Appendix B for list)

NOTES

This exhibit is conceptual and subject to change through the design and development process.

North

1" = 1,500'

Appendix A
Surrounding Property Owners Map

July 2017

HILGARTWILSON
ENGINEERS • PLANNERS • SURVEYORS • MANAGERS

APPENDIX B

SURROUNDING PROPERTY OWNERS LIST



* As of 4/20/17

Property Owners within Project Boundary

Map Ref #	Property Owner	Address		Assessors Parcel #
A	RAINBOW VALLEY 2011 LLC	7595 E. MCDONALD DR. NO. 140	SCOTTSDALE, AZ 85250 USA	400-58-001-D
B	RAINBOW VALLEY 2011 LLC	7595 E. MCDONALD DR. NO. 140	SCOTTSDALE, AZ 85250 USA	400-58-001-F
C	RAINBOW VALLEY 2011 LLC	7595 E. MCDONALD DR. NO. 140	SCOTTSDALE, AZ 85250 USA	400-58-001-E
D	RAINBOW VALLEY 2011 LLC	7595 E. MCDONALD DR. NO. 140	SCOTTSDALE, AZ 85250 USA	400-58-005-B
E	RAINBOW VALLEY 2011 LLC	7595 E. MCDONALD DR. NO. 140	SCOTTSDALE, AZ 85250 USA	400-58-059
F	RAINBOW VALLEY 2011 LLC	7595 E. MCDONALD DR. NO. 140	SCOTTSDALE, AZ 85250 USA	400-58-005-A
G	RAINBOW VALLEY 2011 LLC	7595 E. MCDONALD DR. NO. 140	SCOTTSDALE, AZ 85250 USA	400-58-020-C
H	RAINBOW VALLEY 2011 LLC	7595 E. MCDONALD DR. NO. 140	SCOTTSDALE, AZ 85250 USA	400-58-020-B

Property Owners within 500-feet of the Rainbow Valley Project

Map Ref #	Property Owners within 500' of Project	Address		Assessors Parcel #
1	RVG LENDER LLC	222 W LINGER LN	PHOENIX, AZ 85020 USA	400-58-004-J
2	RVG LENDER LLC	222 W LINGER LN	PHOENIX, AZ 85020 USA	400-58-004-G
3	RVG LENDER LLC	222 W LINGER LN	PHOENIX, AZ 85020 USA	400-58-004-C
4	RVG LENDER LLC	222 W LINGER LN	PHOENIX, AZ 85020 USA	400-58-004-D
5	MARICOPA COUNTY LANDFILL DEPT #54-94258-01	3325 W. DURANGO ST.	PHOENIX, AZ 85009 USA	400-56-049
6	ARIZONA STATE LAND DEPARTMENT	1616 W. ADAMS	PHOENIX, AZ 85007 USA	ASLD
7	ARNOLD & BAKER FARMS	7632 N 15TH AVE	PHOENIX, AZ 85021 USA	400-56-038
8	NNP III-EMR 4 LLC	5090 N 40TH ST STE 210	PHOENIX, AZ 85018 USA	400-66-044-A
9	NNP III-EMR 4 LLC	5090 N 40TH ST STE 210	PHOENIX, AZ 85018 USA	400-62-027
10	ARIZONA STATE LAND DEPARTMENT	1616 W. ADAMS	PHOENIX, AZ 85007 USA	ASLD
11	QUEEN CREEK ROAD FARMS 260 LLC	11811 N. TATUM BLVD. STE 1051	PHOENIX, AZ 85028 USA	400-59-004
12	QUEEN CREEK ROAD FARMS 260 LLC	11811 N. TATUM BLVD. STE 1051	PHOENIX, AZ 85028 USA	400-59-003-G
13	LINSENMEYER ERNEST M	3719 E. BASELINE RD.	PHOENIX, AZ 85042 USA	400-59-003-M
14	LINSENMEYER ERNEST M	3719 E. BASELINE RD.	PHOENIX, AZ 85042 USA	400-58-027-A
15	RVG LENDER LLC	222 W LINGER LN	PHOENIX, AZ 85020 USA	400-58-055
16	RVG LENDER LLC	222 W LINGER LN	PHOENIX, AZ 85020 USA	400-58-001-C
17	RVG LENDER LLC	222 W LINGER LN	PHOENIX, AZ 85020 USA	400-58-003-E
18	RVG LENDER LLC	222 W LINGER LN	PHOENIX, AZ 85020 USA	400-58-003-B
19	RVG LENDER LLC	222 W LINGER LN	PHOENIX, AZ 85020 USA	400-58-003-C



Goodyear, Arizona
Planned Area Development (PAD)

LEGEND



North

Appendix B
Property Ownership List

July 2017



APPENDIX C

ALTA SURVEY



ALTA/ACSM LAND TITLE SURVEY

OF
A PORTION OF SECTION 3, AND ALL OF SECTION 10,
ALL LYING WITHIN TOWNSHIP 2 SOUTH, RANGE 2
WEST OF THE GILA AND SALT RIVER MERIDIAN,
MARICOPA COUNTY, ARIZONA

LEGAL DESCRIPTION

THE SOUTHEAST QUARTER OF THE NORTHWEST QUARTER AND THE SOUTH HALF OF SECTION 3, ALL OF SECTION 10 AND THE WEST HALF OF SECTION 11, IN TOWNSHIP 2 SOUTH, RANGE 2 WEST OF THE GILA AND SALT RIVER BASE AND MERIDIAN, MARICOPA COUNTY, ARIZONA;

EXCEPT A 1/16TH INTEREST, OF ALL OIL, GAS, OR OTHER HYDROCARBON SUBSTANCES, HELIUM OR OTHER SUBSTANCES OF A GASEOUS NATURE, COAL, METALS, MINERALS, FOSSILS, FERTILIZER OF EVERY NAME AND DESCRIPTION, TOGETHER WITH ALL URANIUM, THORIUM OR ANY OTHER MATERIAL, WHICH IS OR MAY BE DETERMINED TO BE PECULIARLY ESSENTIAL TO THE PRODUCTION OF FISSIONABLE MATERIALS, WHETHER OR NOT OF COMMERCIAL VALUE AS RESERVED IN THE PATENT, (APPLIES ONLY TO THE SOUTH HALF OF THE SOUTHWEST QUARTER OF SECTION 3)

NOTE:
PER CLIENT REQUEST, THIS SURVEY DOES NOT INCLUDE THE WEST HALF OF SECTION 11.

SCHEDULE "B" - EXCEPTIONS

8 ROADWAY AS SHOWN ON MAP	BOOK 9 OF ROAD MAPS, PAGE 15
10 EASEMENT FOR GAS LINE	DOCKET 715, PAGE 119
11 RESOLUTION PURPORTING TO ESTABLISH A ROADWAY	DOCKET 936, PAGE 567
13 EASEMENT FOR GAS MAIN	DOCKET 2888, PAGE 268
15 EASEMENT FOR GAS MAIN	DOCKET 2847, PAGE 365
17 EASEMENT FOR ELECTRIC LINES	DOCKET 4061, PAGE 26
19 EASEMENT FOR ELECTRIC LINES	DOCKET 10256, PAGE 1531
20 EASEMENT FOR RIGHT OF WAY FOR ACCESS	DOCUMENT NO. 90-0214490

SCHEDULE "B" - ITEMS NOT SHOWN (ALL ITEMS LISTED AFFECT UNLESS OTHERWISE NOTED)

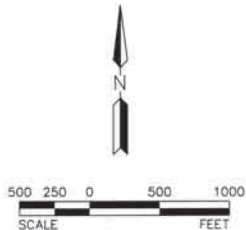
5 ENTER UPON SAID LANDS FOR THE PURPOSE OF EXPLORATION, DEVELOPMENT AND REMOVAL OF THE MINERAL ESTATE RESERVED IN THE PATENT	DOCUMENT NO. 87382635
7 EASEMENT FOR GAS PIPELINES (LOCATION NOT DEFINED)	BOOK 81 OF MISCELLANEOUS RECORDS, PAGE 3 AND BOOK 82 OF MISCELLANEOUS RECORDS, PAGE 131 AND DOCUMENT NO. 20010953708
8 EASEMENT FOR GAS PIPELINES (LOCATION NOT DEFINED)	BOOK 83 OF MISCELLANEOUS RECORDS, PAGE 493
9 EASEMENT FOR GAS PIPELINES (LOCATION NOT DEFINED)	BOOK 85 OF MISCELLANEOUS RECORDS, PAGE 17
12 EASEMENT FOR CATHODIC PROTECTION STATION (LOCATION NOT DEFINED)	DOCKET NO. 1901, PAGE 45
14 EASEMENT FOR GAS MAIN (DOES NOT AFFECT)	DOCKET NO. 2888, PAGE 269
16 EASEMENT FOR ELECTRIC LINE (LOCATION NOT DEFINED)	DOCKET NO. 2975, PAGE 170
18 EASEMENT FOR ELECTRIC LINES (DOES NOT AFFECT)	DOCKET NO. 4061, PAGE 27
21 EASEMENT FOR WATER TRANSPORTATION (EASEMENT NOT DEFINED)	DOCUMENT NO. 93-0310583
22 FOLLOWING MATTERS DISCLOSED BY SURVEY OF SAID LAND MADE BY PHILLIP W. ROSENDAHL (LISTED AS A REFERENCE, NO. 4)	JOB NO. 040212, DATED APRIL 06, 2004
23 RESOLUTION FOR ANNEXATION OF LANDS INTO TOWN OF GOODYEAR	DOCUMENT NO. 870127001 MAP OF ANNEXATION BOOK 308 OF MAPS, PAGE 20

REFERENCES

- R1. GLO PLAT OF TOWNSHIP 1 SOUTH, RANGE 2 WEST, GILA & SALT RIVER MERIDIAN, OFFICALLY FILED 04-23-1883
R2. GLO PLAT OF TOWNSHIP 1 SOUTH, RANGE 2 WEST, GILA & SALT RIVER MERIDIAN, OFFICALLY FILED 09-05-1933
R3. GLO PLAT OF TOWNSHIP 2 SOUTH, RANGE 2 WEST, GILA & SALT RIVER MERIDIAN, OFFICALLY FILED 08-07-1919
R4. ALTA/ACSM LAND TITLE SURVEY BY PHILLIP W. ROSENDAHL, DATED 04-06-04, JOB NO.040212

LEGEND

- FOUND MONUMENT AS NOTED
- ⊠ FOUND BRASS CAP IN HAND HOLE
- ⊙ FOUND BRASS CAP FLUSH
- BOUNDARY LINE



VICINITY MAP
NOT TO SCALE

TITLE REFERENCE

THIS SURVEY IS BASED UPON THE TITLE COMMITMENT PREPARED BY SECURITY TITLE AGENCY POLICY ISSUING AGENT FOR FIRST AMERICAN TITLE INSURANCE COMPANY AS ISSUED BY SECURITY TITLE AGENCY, INC. ORDER NO. 55-0454270-E/eh, DATED AUGUST 11, 2004.

CMX LLC HAS RELIED SOLELY UPON THE INFORMATION CONTAINED WITHIN THE TITLE COMMITMENT AND SCHEDULE B DOCUMENTS PROVIDED BY FIRST AMERICAN TITLE INSURANCE COMPANY AS ISSUED BY SECURITY TITLE AGENCY, INC. CMX LLC AND KENT C. OTHBERG(RLS) MAKE NO STATEMENT AS TO THE ACCURACY OR COMPLETENESS OF THE SUBJECT REPORT.

BENCHMARK

BENCHMARK IS A GLO BRASS CAP AT THE NORTHEAST CORNER OF SECTION 23, T.1S., R.2W. ELEVATION = 1059.14 (PER CITY OF GOODYEAR DATUM)

BASIS OF BEARING

BASIS OF BEARING IS S00°19'51"W ALONG THE EAST LINE OF THE NORTHEAST QUARTER OF SECTION 10, T.2S., R.2W., G. & S.R.M.

NOTES

- AREA IS 43,527,591 SQ. FT OR 999.2559 ACRES
- THIS SURVEY REFLECTS ABOVE GROUND INDICATIONS OF UTILITIES. THE SURVEYOR MAKES NO GUARANTEE THAT ALL OF THE UNDERGROUND UTILITIES SHOWN COMPRISE ALL IN THE AREA, EITHER IN SERVICE OR ABANDONED. THE SURVEYOR FURTHER DOES NOT WARRANT THAT THE UNDERGROUND UTILITIES SHOWN ARE IN THE LOCATION INDICATED, ALTHOUGH HE DOES CERTIFY THAT THEY ARE LOCATED AS ACCURATELY AS POSSIBLE FROM THE INFORMATION PROVIDED. THE SURVEYOR HAS NOT PHYSICALLY LOCATED UNDERGROUND UTILITIES.
- DECLARATION IS MADE TO THE ORIGINAL PURCHASER OF SURVEY. IT IS NOT TRANSFERABLE TO ADDITIONAL INSTITUTIONS OR SUBSEQUENT OWNERS WITHOUT WRITTEN PERMISSION OF THE SURVEYOR.
- THIS SURVEY IS VALID ONLY WHEN BEARING SEAL AND SIGNATURE OF SURVEYOR.
- NO VISIBLE EVIDENCE OF WASTE DUMP OR LANDFILL WAS NOTED ON THE SITE.

SURVEYOR'S CERTIFICATION:

- TO:
- TRIPLE SIETE, LLC, A NEVADA LIMITED LIABILITY COMPANY
 - DIVERSIFIED LENDING GROUP LLC
 - ARNOLD & BAKER FARMS, AN ARIZONA GENERAL PARTNERSHIP
 - WILLIAM E. PIERCE, UNITED STATES BANKRUPTCY TRUSTEE
 - FIRST AMERICAN TITLE INSURANCE COMPANY
 - SECURITY TITLE AGENCY

THIS IS TO CERTIFY THAT THIS MAP OR PLAT AND THE SURVEY ON WHICH IT IS BASED WERE MADE IN ACCORDANCE WITH "MINIMUM STANDARD DETAIL REQUIREMENTS FOR ALTA/ACSM LAND TITLE SURVEYS", JOINTLY ESTABLISHED AND ADOPTED BY ALTA, ACSM AND NSPS IN 1999 AND INCLUDES ITEMS 1, 2, 4, 5, 10, 11(a), 15, (THIS SURVEYOR HAS NOT BEEN PROVIDED ANY INFORMATION REGARDING PROPOSED STREET RIGHT-OF-WAY LINE CHANGES. NO INQUIRY HAS BEEN MADE CONCERNING PROPOSED RIGHT-OF-WAY CHANGES) AND 16 OF TABLE A THEREOF, PURSUANT TO THE ACCURACY STANDARDS AS ADOPTED BY ALTA, NSPS AND ACSM AND IN EFFECT ON THE DATE OF THIS CERTIFICATION. UNDERSIGNED FURTHER CERTIFIES THAT THE SURVEY MEASUREMENTS WERE MADE IN ACCORDANCE WITH THE "MINIMUM ANGLE, DISTANCE AND CLOSURE REQUIREMENTS FOR SURVEY MEASUREMENTS WHICH CONTROL LAND BOUNDARIES FOR ALTA/ACSM LAND TITLE SURVEYS."

KENT C. OTHBERG
RLS# 35325
CMX, L.L.C.
7740 NORTH 16TH STREET, SUITE 100
PHOENIX, ARIZONA 85020
P: 602.567.1900



RAINBOW VALLEY
QUEEN CREEK ROAD ALIGNMENT & RAINBOW VALLEY ROAD
GOODYEAR, ARIZONA

ALTA/ACSM LAND TITLE SURVEY

7740 N. 16TH ST. STE. 100
PHOENIX, AZ 85020
PHONE: (602) 567-1900
FAX: (602) 567-1901



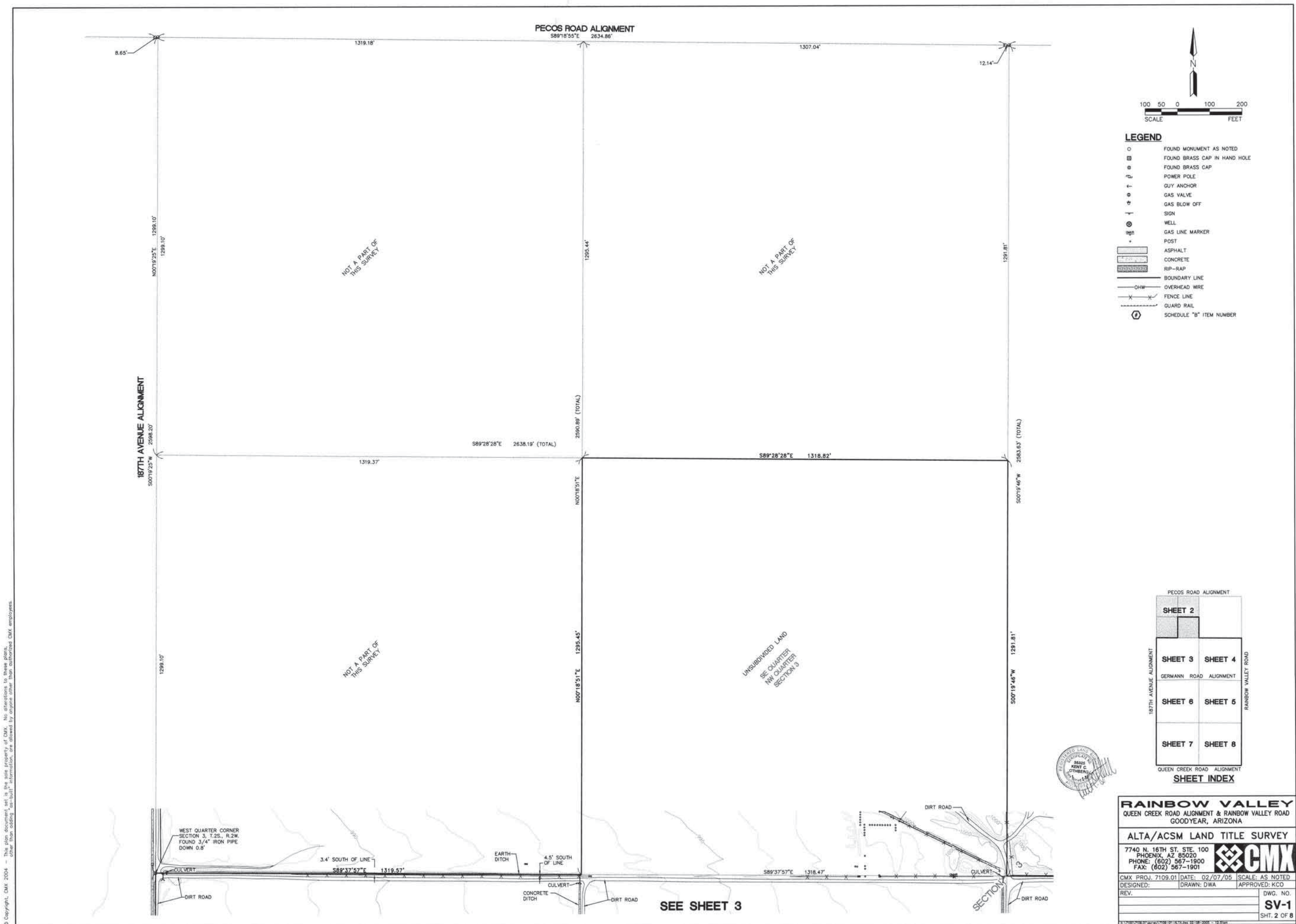
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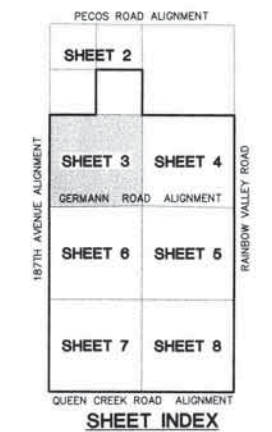
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SV-1

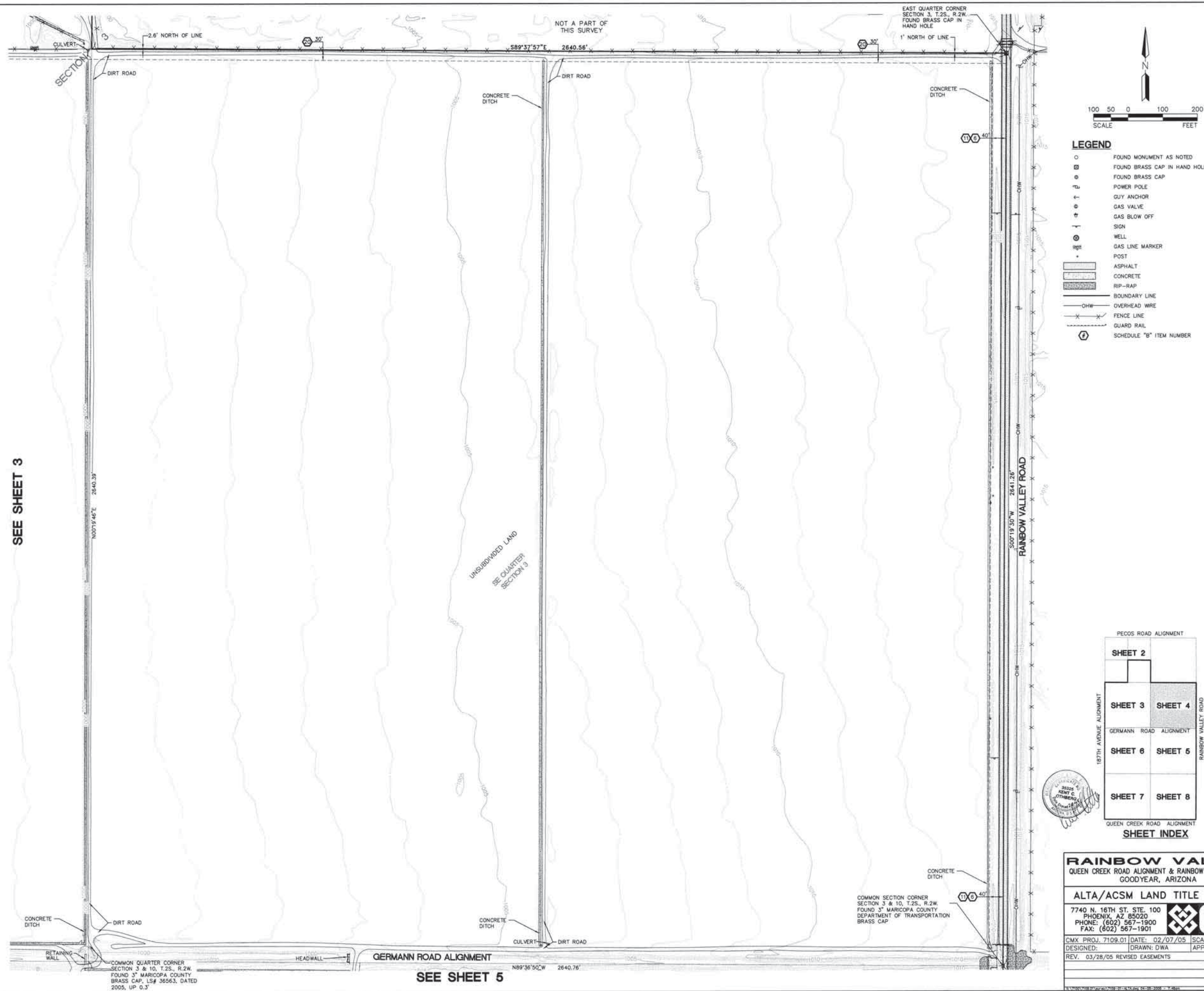
SHT. 1 OF 8





<h1 style="margin: 0;">RAINBOW VALLEY</h1> <p style="margin: 0;">QUEEN CREEK ROAD ALIGNMENT & RAINBOW VALLEY ROAD GOODYEAR, ARIZONA</p>		
<h2 style="margin: 0;">ALTA/ACSM LAND TITLE SURVEY</h2>		
<p>7740 N. 16TH ST. STE. 100 PHOENIX, AZ 85020 PHONE: (602) 567-1900 FAX: (602) 567-1901</p>		
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		SHT. 3 OF 8

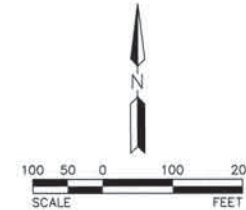




SEE SHEET 3

SEE SHEET 5

- LEGEND**
- FOUND MONUMENT AS NOTED
 - ⊙ FOUND BRASS CAP IN HAND HOLE
 - ⊙ FOUND BRASS CAP
 - ⊙ POWER POLE
 - ⊙ GUY ANCHOR
 - ⊙ GAS VALVE
 - ⊙ GAS BLOW OFF
 - ⊙ SIGN
 - ⊙ WELL
 - ⊙ GAS LINE MARKER
 - ⊙ POST
 - ASPHALT
 - CONCRETE
 - RIP-RAP
 - BOUNDARY LINE
 - OHW OVERHEAD WIRE
 - FENCE LINE
 - GUARD RAIL
 - ① SCHEDULE "B" ITEM NUMBER



PECOS ROAD ALIGNMENT	
SHEET 2	
SHEET 3	SHEET 4
GERMANN ROAD ALIGNMENT	
SHEET 6	SHEET 5
SHEET 7	SHEET 8
RAINBOW VALLEY ROAD	
SHEET INDEX	



RAINBOW VALLEY
QUEEN CREEK ROAD ALIGNMENT & RAINBOW VALLEY ROAD
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ALTA/ACSM LAND TITLE SURVEY

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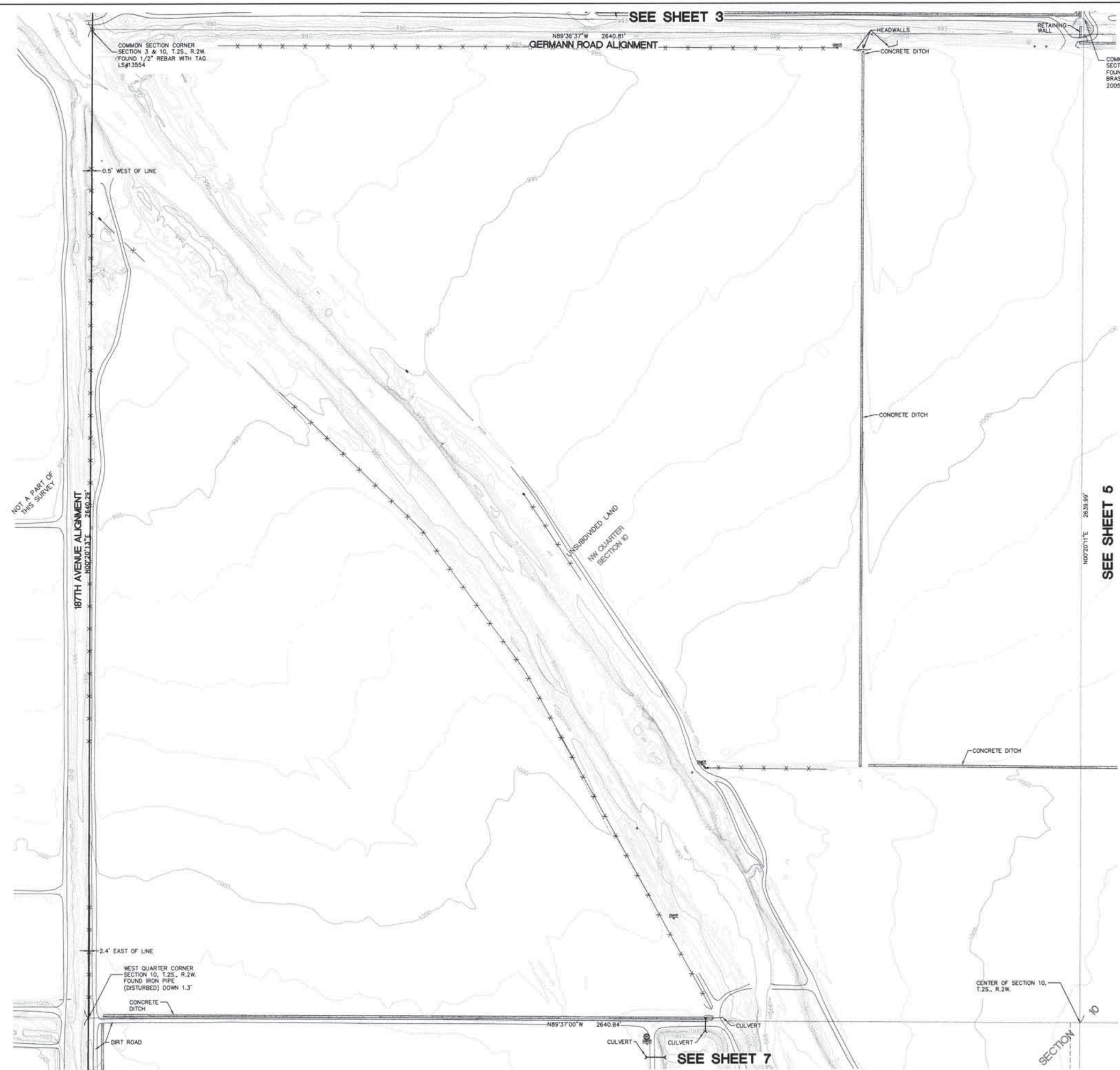
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SV-1
SHT. 4 OF 8



SV-1
SHT. 5 OF 8

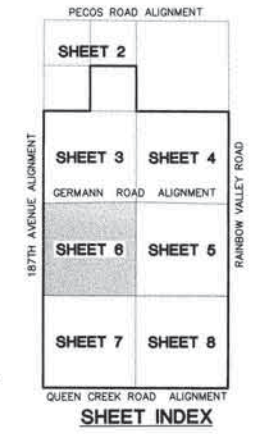
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LEGEND

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- ⊗ FOUND BRASS CAP IN HAND HOLE
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- ⊕ GAS LINE MARKER
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- CONCRETE
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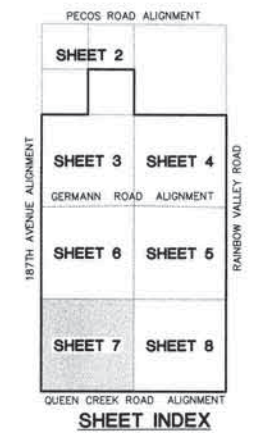
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SV-1
SHT. 6 OF 8

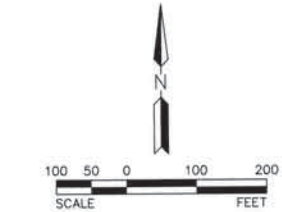
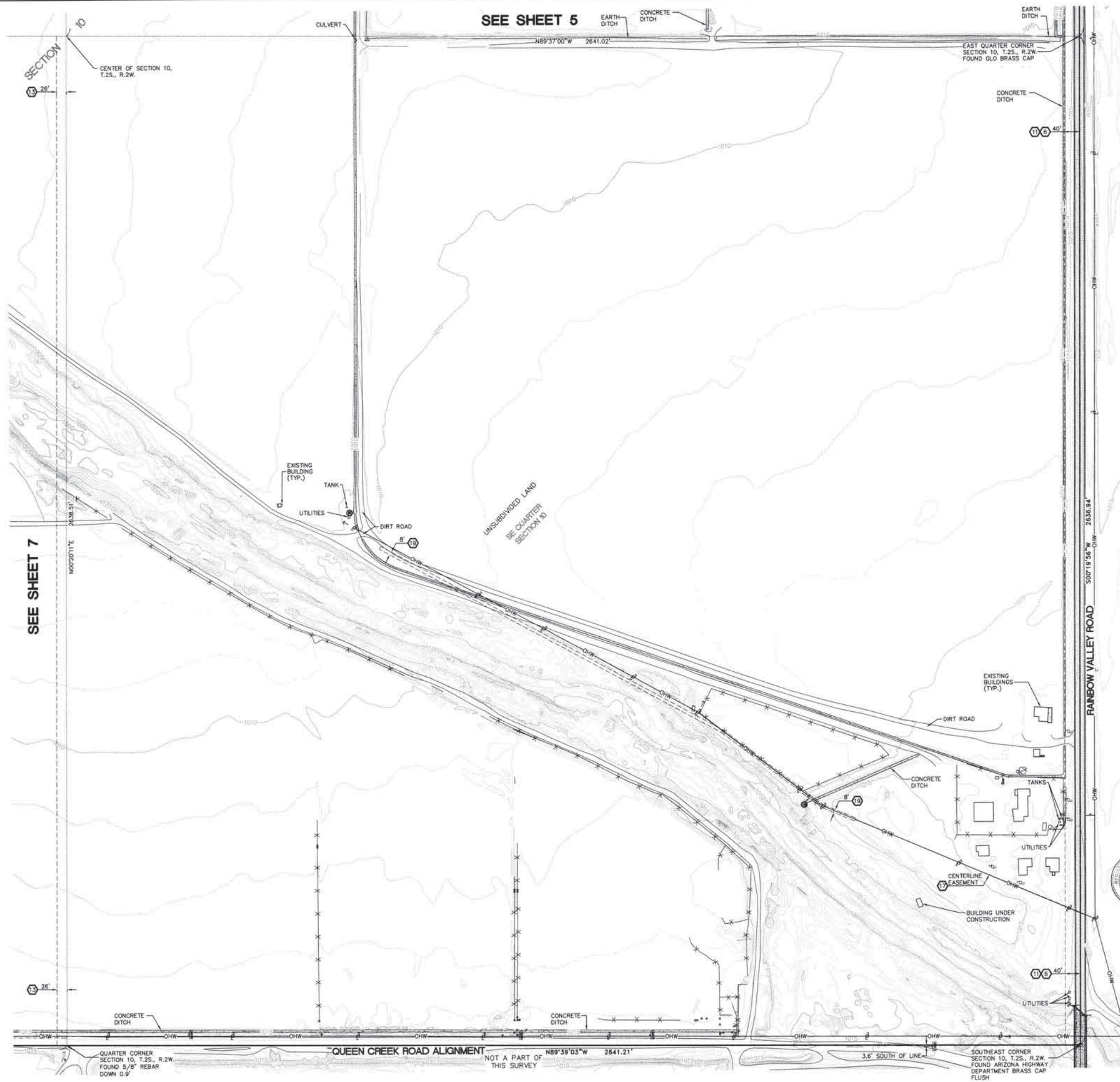
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 - ⊙ POST
 - ASPHALT
 - CONCRETE
 - ⊙ RIP-RAP
 - BOUNDARY LINE
 - OHW — OVERHEAD WIRE
 - X — FENCE LINE
 - — GUARD RAIL
 - ① SCHEDULE "B" ITEM NUMBER



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			SV-1
			SHT. 7 OF 8



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SHT. 8 OF 8

APPENDIX D

TRAFFIC IMPACT ANALYSIS

The Traffic Impact Analysis is submitted to the City of Goodyear under separate cover and is incorporated into the Rainbow Valley Planned Area Development.

