

CENTERSCAPE AT PALM VALLEY 2020 PLANNED AREA DEVELOPMENT

1. Land Use Plan/Underlying Zoning

The section of the Property identified in the attached Exhibit A as C-2 General Commercial (19.2 acres) shall be developed in accordance with standards and requirements applicable to the C-2 General Commercial Zoning District in the Goodyear Zoning Ordinance except as modified herein (the "Commercial Development").

The section of the Property identified in the attached Exhibit A as MF-24 Multi-Family Residential (11.4 acres) shall be developed in accordance with the standards and requirements applicable to the MF-24 Zoning District in the Goodyear Zoning Ordinance except as modified herein (the "Residential Development").

The section of the Property identified in the attached Exhibit A as Flex Zoning Area Either MF-24 or C-2 General Commercial Zoning District can be developed either as a contiguous extension of the Commercial Development described above and/or as a contiguous extension of the Residential Development described above.

2. Permitted Uses

C-2 General Commercial: The permitted uses within the C-2 General Commercial portion of the Property shall be those uses allowed in the C-2 General Commercial zoning district as set forth in the City of Goodyear Zoning Ordinance, except as modified herein.

Additional Permitted C-2 General Commercial Uses:

- Medical laboratories, excluding animal research
- Medical offices or Clinics
- Offices for professional, administrative, clerical and sales services
- Financial institutions, including drive-through windows, but excluding non-chartered financial institutions

Prohibited C-2 General Commercial Uses:

- Adult bookstore, adult novelty store and adult theater
- Pawn shop
- Second hand stores
- Non-Chartered Financial Institution
- Massage Establishment, Tattoo Studio and Body Piercing Studio
- Establishments that allow for the on-premise consumption of tobacco products, including cigarettes, cigars, and e-cigarettes or other vaping products
- Any retail establishment that either devotes twenty (20) percent or more of floor area or display area to, or derives seventy-five (75) percent or more of gross sales receipts from, the sale or exchange of tobacco products including cigarettes, cigars and e-cigarettes or vaping products

MF-24 Residential: The permitted uses within the MF-24 Residential portion of the Property shall be those uses allowed in the MF-24 Residential zoning district as set forth in the City of Goodyear Zoning Ordinance.

3. Development Standards

C-2 General Commercial: The C-2 General Commercial development standards, as set forth in the City of Goodyear Zoning Ordinance, shall apply to the portion of the Property designated C-2 General Commercial and the Flex Portion of the property if developed with uses as permitted in the C-2 General Commercial zoning district, except as modified herein.

- Section 3-3-6 (B)(6) shall not apply to the Property.
- Modified Height Standards: The maximum height for Office buildings and Hotels are modified as follows:

COMMERCIAL DISTRICTS		
Districts	C-2	C-2
Building Type	Office	Hotel
Maximum Height	88 feet ¹	92 feet ¹

¹Building height shall be measured exclusive of the height of any architectural elements or parapet walls.

MF-24 Residential: The MF-24 Residential development standards, as set forth in the City of Goodyear Zoning Ordinance, shall apply to the portion of the Property designated MF-24 Residential and the Flex portion of the Property if developed with uses as permitted in the MF-24 Residential zoning district. The minimum density within the MF-24 portion of the property shall be 12 du/acre.

4. Flex Area

The five (5) acre portion of the property designated as Flex Area may be used to increase the boundaries of the Commercial Development and/or to increase the boundaries of the Residential Development to allow for all or a portion of the five (5) acres to be combined into either the MF-24 Residential or the C-2 General Commercial. The Flex Zoning option will allow the site to develop in a more organic form that responds to the current market conditions as the area grows to include developments with some or all of the five (5) acres of increased retail or expanded high-density multi-family residential. The use of the Flex Area will be established with the Master Site Plan.

5. Design Standards

Development within the property shall comply with the provisions of the City of Goodyear Zoning Ordinance, the Engineering Design Standards and the City of Goodyear Design Guidelines, except as modified herein.

Additional Design Standards

- There shall be a significant number of pedestrian connections (both major and minor) within the property, providing multiple pedestrian connections between the various uses within the property. The location and types of pedestrian connections shall be established with the Master

Site Plan. Major pedestrian connections will be a minimum of 8-feet-wide and include a paved path with a combination of shade structures and/or shade trees. Where the connection crosses a roadway, drive-aisle, drive-way or drive-through it will contain decorative pavers and the drive-aisle will narrow, contain a landscape median, contain a raised crossing or other features to calm traffic and provide for safe pedestrian passage (note: example concepts of a major pedestrian connection (not including width) can be found in Westgate, Desert Ridge, Park West and Mountain Ranch). Minor pedestrian connections will be a minimum of 5-feet-wide and contain a paved path. Shade elements such as shade trees and/or shade structures should be included.

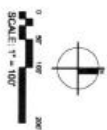
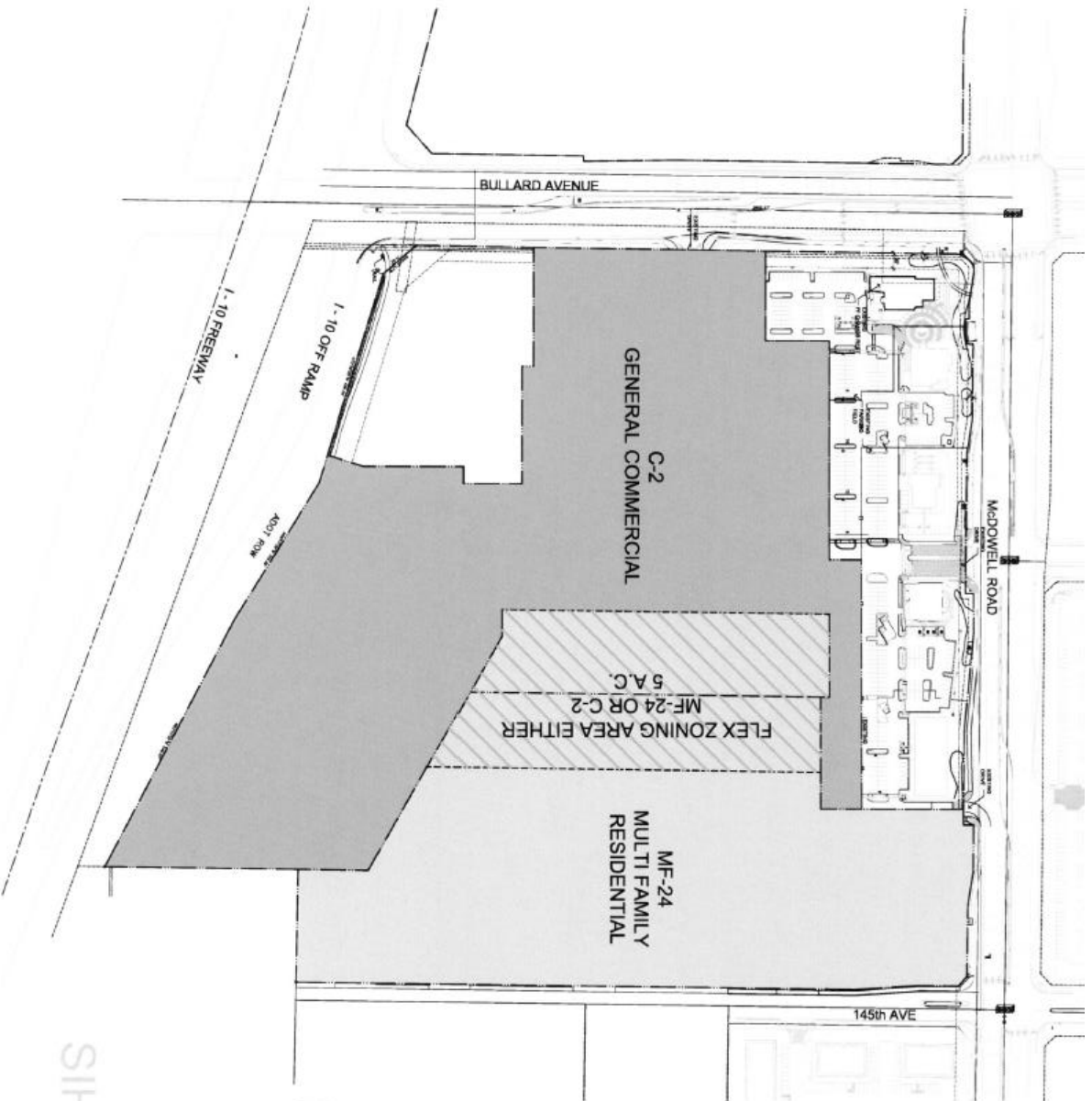
- A major plaza (pedestrian plaza/greenspace) shall be constructed in the center of the Property and appear prominent from the Bullard Avenue entrance. The plaza should be a minimum of 8,400 sq. ft and include a major shade amenity and seating. The major plaza will be flanked on either side by a large pedestrian path (the major east-west pedestrian connection), store fronts, patios and/or have a pedestrian loop surrounding it to serve as a comfortable buffer between an entry drive/couplet roadway.
- A Master Site Plan shall be submitted with the submittal of the first site plan. The Master Site Plan shall be approved by the Zoning Administrator and shall determine the location of the pedestrian connections, pedestrian plaza/greenspace, trails, walls, and other community features; determine the design, materials, and colors of these features; and to determine the phasing of construction of these improvements.
- Site lighting, pavers, landscaping, signage design, and other community features will match the existing improvements at theCenterscape at Palm Valley, which is generally located between Bullard Avenue, 145th Avenue, McDowell Road and Interstate-10 (Papago Freeway) Referred to herein as “Centerscape at Palm Valley”,
- Owner shall construct a trail within the area depicted in the Minor Land Division Map of Centerscape at Palm Valley recorded in the official records of Maricopa County at Book 1044 of Maps pg. 20 instrument 2009-1135115), which is generally located along the boundary of the Property just north of Interstate-10 (Papago Freeway) between the Drury property line and the future city of Goodyear Wellspring Park basin. The trail shall be improved in accordance with the requirements of the Goodyear Parks and Recreation Master Plan.
- As the multi-family parcel interfaces with the planned commercial and office to the west, it should not be fronted with “back of house” type features such as carriage garages or largely walled off patios. It should be pedestrian oriented or fronted by the narrowest section of the apartment buildings thus providing gaps in which pedestrians can traverse between the two parcels.
- The wall themes and color for the multi-family parcel will match that of the existing northern Centerscape at Palm Valley PAD.
- A well shaded sidewalk or path running north to south along the western boundary of the portion of the Property developed as MF-24 Residential shall be constructed.
- If walls or fencing are constructed, view fencing shall be used between the multi-family and commercial center, except where screening of mechanical equipment and trash enclosures is necessary.
- Siting the multi-family activity centers and amenities along the boundary between the commercial and multi-family is encouraged as this brings more pedestrian activity to the area nearest to the commercial.

- The multi-family development will bear the name of the master center such as “<Multifamily Project Name> at Centerscape” “<The Villages> at Centerscape.”

6. Except as modified herein, all applicable provisions in the Goodyear Zoning Ordinance shall apply to the development of the Property including, by way of example but not limitation, the property improvement Standards in Article 5, the parking requirements in Article 6, and the sign regulations in Article 7.

EXHIBIT A

Land Use Plan (Underlying Zoning)



CENTERSCAPE

NEC 1-10 Freeway & Bullard Avenue
Goodyear, Arizona

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Investment Holdings Inc.

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Butler Design Group, Inc.
Architect & Planner