Saddleback Heights Specific Area Plan Amendment

September 2011

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INTRODUCTION

This revised Saddleback Heights Specific Area Plan Amendment ("Saddleback Heights SAP") addresses approximately 5,296 acres of privately-owned land within what formerly was known as "Lake Pleasant Heights." In 2001, an amendment to the Lake Pleasant Heights Specific Area Plan was approved to create the Saddleback Heights Specific Area Plan for the 5,296 acres of privately-owned property and the 756 acres (approximately) of land owned by the Arizona State Land Department. This 2011 amendment will supersede the original 2001 Saddleback Heights SAP. No changes to any element of the 756-acre State Land property are proposed via this 2011 amendment.

This 2011 amendment is a result of a number of changes which have occurred in the area since the 2001 SAP. Specifically, since 2001 some of the changes in circumstances for the general area include:

1) The proposed widening of SR 74 from 2-10 lanes;

2) The incorporation of Bullard Avenue as a north/sound arterial, with a potential, future interchange at SR 74 within the Saddleback SAP. Bullard Avenue is planned to ultimately connect to El Mirage Road and the Loop 303;

3) The proposed provision of a 220 acre employment village within the Master Plan;

4) Since 2001, the Developer has conducted extensive engineering, planning and site analyses which provide a more complete view of the property and its potential; and

5) The Arizona Corporation Commission has approved a certificated power line route for a regional scale 500-kV overhead transmission line a portion of which will be located along the frontage of Saddleback Heights, north of SR 74. The transmission line may include steel monopole or lattice structures between 135 and 195 feet tall, visible from Saddleback Heights.

This revised Saddleback Heights SAP represents modifications to the 2001 Saddleback Heights SAP which, as noted earlier, results from several area-wide changes.

The Saddleback Heights SAP is a master development plan for a mixed-use project predominantly residential in nature. The plan area includes an approximately eight (8) square mile area in the northwest portion of the Phoenix Metropolitan area, two (2) miles west of Lake Pleasant and roughly seven (7) miles west of 1-17 on Highway 74. The plan area is located within the political jurisdiction of the City of Peoria. The plan area has regional access provided by Highway 74 and Lake Pleasant Road. The general boundaries of the plan area are Highway 74 to the north, the Carefree Highway and Dove Valley Road alignments to the south, and the 123rd Avenue alignment to the east. The western boundary of the plan area is near the proposed future alignment of 163rd (Sarival) Avenue. The ultimate alignments of these roads will be determined by the City and neighboring jurisdictions.

The Saddleback Heights property is a unique and distinctive Master Planned Community within the City of Peoria. The subject property is characterized as "high" Arizona desert with sufficient topographical relief to provide virtually every potential homesite with a dramatic view of desert

terrain, with one or more mountains of the Hieroglyphic range as a backdrop. Furthermore, given its proximity to Lake Pleasant, the potential for a quality lifestyle is superb. A variety of water based recreational activities along with the opportunity to enjoy the natural features through such activities as hiking and bicycling, in conjunction with amenities to be created through the development of golf and tennis facilities will create an atmosphere unique to the City of Peoria.

The primary purpose of the Saddleback Heights SAP is to define the character of the proposed development including land use, circulation, and certain urban design considerations. The Saddleback Heights SAP provides a basis for future amendments and development review actions by the City of Peoria.

An Annexation and Development Agreement that included this property was approved in 1994 and is recorded in the official records of Maricopa County Recorder's Office as document #94-0056067 (the **"Annexation and Development Agreement").** Subsequent to the 1994 Annexation and Development Agreement, the Saddleback Heights SAP was adopted by the City of Peoria in December 2001. On December 17, 2002 a Planned Community District ("PCD") zoning application and companion Development Agreement were approved by the City Council through adoption of Ordinance No. 02-98 on December 17, 2002. These regulatory actions grant the right to develop the property for the designated land uses including a maximum of 5,409 dwelling units.

This proposed 2011 SAP Amendment provides for the improvement and refinement of these 2002 entitlements and provides the basis for the City and the Developer to amend the PCD and/or the Development Agreement to the extent they deem it necessary to incorporate certain of the elements described herein.

LAND USE ELEMENT

LAND USE ELEMENT

The Land Use Element describes the location of existing and proposed land uses within the plan area. Currently, the subject property is vacant and undeveloped. Livestock grazing constitutes the only currently scheduled activity on the property. This activity is supported by the presence of two (2) water wells located on the northern and western regions of the plan area.

The topography within the planning area ranges from approximately 1600 to 2300 feet in elevation. However, the majority of the property ranges from about 1800 to 2000 feet. The western portion of the property is bounded on the south by a mountain range and slopes gradually northward, rising slightly in elevation as it approaches state Highway 74. Eastward, the property rises from 1850 to 2100 feet, consequently creating a "bowl" effect for the western 2000 acres.

The eastern portion of the property is more undulating with topographical relief typically varying from 1800 to 2000 feet in elevation. The majority of this portion of the planning area is characterized by gradually sloping ridges providing ideal locations for relatively low density residential development.

The topographical relief on the subject property is not only manageable from a development perspective; it in fact contributes to desirability of the property as a development project. An opportunity exists to incorporate development in conjunction with the natural features of the site, without unduly disrupting its present state. While staying within generally accepted standards, development sites will enjoy a view of such prominent features as Saddleback Mountain, the Hieroglyphic Mountains, Four Peaks, the West Valley, Central Phoenix, and Lake Pleasant.

The subject property is divided by natural terrain between the western portion referenced above and the eastern portion. The western 2000 acres drains through a clearly identifiable wash, westerly into the Paddelford Wash. The eastern and southeasterly portion of the property drains eastward into the Agua Fria River basin.

The most dominant vegetation feature of the property is the abundance of Saguaro cactus. In addition to the Saguaros, there are a variety of other forms of cacti such as Cholla. Other typical types of desert vegetation include Palo Verde trees and a limited number of Ironwood and Mesquite trees.

The land use plans for the area have taken into account the natural features of the property with sensitivity toward the appropriate preservation of existing vegetation. Areas slated for development with moderate slopes may be consolidated for purposes of grading in order to preserve the higher sloped areas and create connected open spaces and wildlife corridors. These development techniques will result in additional open space being provided within the SAP. To accomplish these results, the 2001 PCD Hillside regulations may be tailored to forward the Plan's conservation efforts.

Several significant changes have occurred since the 2001 SAP Amendment which necessitates updating the Land Use Plan. Several of the most significant changes in the area are as follows:

1) The nature and character of SR 74 has changed dramatically. In 2001, SR 74 was contemplated to be a four-lane road. ADOT has since that time radically changed the nature of the roadway and it is now planned to be a 10-lane highway of regional significance. Many of the land use changes proposed by this SAP Amendment respond

to the change in character and function of SR 74.

2) In consultation with the City Transportation Department, it has been decided to alter the circulation element of the Master Plan. The 2001 SAP contemplated, from a circulation standpoint, a "stand-alone" Master Plan which was deliberately isolated and not integrated into the circulation system of the region. This 2011 amendment, and the City's amendment of the General Plan, will incorporate Bullard Avenue as a north/sound arterial, with a potential, future interchange at SR 74 within the Saddleback Heights SAP. Bullard Avenue is planned to ultimately connect to El Mirage Road and the Loop 303. Land use changes have been made in this amendment in response to this circulation change.

3) A unique opportunity for an employment village in the land plan exists as a result of the change of SR 74 from 2-10 lanes and the proposed intersection of Bullard Avenue and SR 74. This amendment responds to these changes by providing 220 acres of employment-related land use at this strategic intersection.

4) In response to the changes above, including the need to transition higher density from the SR 74 and Bullard Avenue into the interior of the site, this amendment proposes a modest density increase from the 2001 approved 1 Du/Ac density to 1.56 Du/Ac. This density increase is consistent with other similarly situated and adjacent Master Plans.

5) Since 2001, the developer has conducted extensive engineering, planning and site analyses. These studies will provide the basis for a refinement and updating of the 2002 approved Saddleback Heights PCD.

The Land Use Element, including the Land Use Plan, is intended to provide general guidelines relating to the intended land uses, taking into account the unique nature of the subject property. These guidelines provide a basis from which the appropriate departments, commissions, and the City Council will review and implement the planning and development processes affecting the plan area. The approvals granted by the City Council should take into account any and all applicable Federal or State air quality and environmental conformity laws and regulations.

The Land Use Element identifies those land uses appropriate for the plan area. It also implies that the land use categories as proposed have taken into account the physical features of the subject property.

The planned land use mixture will create an attractive, functional development of the plan area.

LAND USE CLASSIFICATIONS

Residential-Estate Density

Residential-Estate Density (shown as RE on the land use map) denotes areas where very low-density residential development is desirable. Suitability is determined on the basis of location, access, and natural or man-made constraints. Residential densities shall range from 0-2 dwelling units per acre.

Lot sizes will depend on the physical characteristics of the portion of the plan area involved.

Residential Low Density

Residential Low Density denotes areas (shown as LD on the land use map) where residential densities of 2-5 units per acre is desirable. This land use category will be integrated with Residential-Estate areas in order to facilitate planning in those areas that are less impacted by topographical restraints.

Residential Medium Density

The density for Residential-Medium Density areas (shown as MD on the land use map) is 5-8 dwelling units per acre.

Uses permitted in this category include single family detached and attached housing. Areas particularly sensitive to erosion or other development restraints may be left in their natural state adjoining those portions of the subject property classified as Residential-Medium Density. Common areas may be designated and certain shared recreational amenities may be provided.

Certain areas within all three Residential Land Use categories may be appropriate for cluster housing or similar type of development. The intent of cluster housing is to provide a balance of housing types and to permit the opportunity, where physical restraints dictate, for the use of residential clusters, thereby allowing for increased preservation of the natural terrain, major water courses, and existing vegetation. Cluster housing may include a variety of housing types, such as attached and detached single family dwellings and casitas. In addition, uses permitted in all Residential Land Use Categories may include residential and limited commercial development where deemed appropriate. Commercial development should be restricted to those areas zoned accordingly.

Limited commercial will consist of limited, convenience-oriented establishments that serve the immediate neighborhood. Typical uses include supermarkets, bakeries, drugstores, video stores, and restaurants. Limited commercial should be restricted to areas that would not detrimentally affect the adjacent residential neighborhood, and it should not create a material increase in traffic beyond that existing by virtue of the residential development. These sites should not be larger than 25 acres nor have an anchor tenant of greater than 75,000 sq.ft. These sites should be located on at least an arterial and a collector intersection. Secured linkages between the commercial and the adjacent neighborhood should be provided to encourage access by pedestrians and via bicycles.

Overlays and Study Areas

The land use map depicts three overlays—Resort Development, Town Center, Mixed Use-Business Park and Golf Study areas. Each of these areas, together with the underlying land uses for each, is summarized below.

Resort Development Overlay Areas

The Resort Development Overlays denote areas that due to their natural features and scenic qualities may be developed for resort development. Resort developments should incorporate these natural features to the extent possible and provide a range of residential densities (including casitas, timeshare residential, and other housing types) in association with a resort hotel that includes recreational/leisure activities in addition to appropriate supporting commercial/service uses. The underlying land use designation for the Resort Development Overlays is either Residential-Low Density or Residential-Medium Density.

Town Center Overlay

The Town Center Overlay denotes an area where commercial, retail, office and residential uses may occur. The uses may vary in intensity, but are meant to serve the residents of the immediately adjacent community providing for community and neighborhood shopping needs, employment, as well as entertainment needs. The Town Center may include a restaurant(s), a theater, a grocery, light retail, and non-retail services such as office(s) and employment. The underlying land use designation is Residential-Medium Density.

Mixed Use – Business Park Overlay

This overlay denotes an area suitable for a variety of large and small employers and office parks due to the proximity to transportation corridors. The uses will generally consist of offices, research and development; light manufacturing supported by ancillary uses (to the larger business park area) that could include hotels, eating and retail establishments. The uses may vary in intensity. The underlying land use designation is Residential-Medium Density.

Golf Study Areas

Potential golf course sites are noted with an asterisk on the Land Use Map. Up to three golf courses may be developed. The underlying land use designations are a combination of Park/Open Space and Residential-Medium Density, but the actual locations of the golf courses may "spill" onto the adjacent Residential-Low Density, Residential-Estate Density, or Resort Development Overlay.

Community Commercial

Community Commercial denotes areas where the most intensive types of commercial employment development may take place. The commercial areas are intended to develop as the major commercial and service activity centers of the community.

Community Commercial areas should be located such that access will be provided by arterial roadways. Developments within these areas should be designed to be architecturally compatible with the residential components of the development. A full complement of services is contemplated within the Community Commercial areas, including but without limitation, grocery stores, drug stores, retail sales of apparel and accessories, sporting goods, theaters, bookstores, employment, etc.

Mixed Use

Mixed Use (shown on the land use plan as MU) denotes areas where developments combining a mix of land use types (residential, commercial, employment and business park) integrated with both active and passive open spaces may take place. Its purpose is to increase the types of spaces available for living and working and to encourage a mix of compatible uses in certain areas and to encourage the upgrading of certain areas with buildings designed to provide a high-quality pedestrian-oriented street environment.

Park/Open Space

Park/open space denotes areas that are to be precluded from development except for open space and passive recreational

facilities. Park/open space areas should be left in a relatively natural state (except for active park and recreational activity) for scenic purposes due to vegetation or topographical constraints or the desire to provide buffer areas between land uses. A standard for the protection of major natural washes will be developed at the time of zoning.

Certain areas within this land use category may be open to the general public while other areas may have restricted access available only to residents and guests within the proposed developments. The intent of these areas is to provide a means of conserving portions of the plan area in its natural state while in other areas allowing for active recreational areas. Consequently, activities accommodated in these areas may include, but not limited to, such things as hiking, bicycling, horse back riding, but should preclude motorized vehicles such as all terrain vehicles or motorbikes/motorcycles.

LAND USE INTENSITY

This section sets forth an approximation of the development intensity that is proposed for each of the land use classifications. The actual number of units per density classification enumerated below will be established at the time of platting and the listed target density does not mandate a minimum number of units per category.

The anticipated densities for residential uses in the privately held portion of Saddleback Heights (Villages A, B and C) is listed in Table I and includes, but is not limited to:

* A maximum of 8,269 residential sites shall be allowed within the subject property. The maximum number of units may be distributed among the following categories, but in no event shall the 8,269 units be exceeded:

1. A target density of 1 dwelling units per acre in the **Residential-Estate Density classification** (0-2 Du/Ac).

2. A target density of 3 dwelling units per acre in the **Residential-Low Density classification** (2-5 Du/Ac).

3. A target density of 6 dwelling units per acre in the **Residential-Medium Density classification** (5-8 Du/Ac).

4. A **maximum** of 800 resort units.

5. A Town Center Overlay that will contain up to 16 acres for Town Center development.

6. Approximately 70 acres of Mixed Use area west of the Sarival alignment (with approximately 1051 additional residential units).

7. A **minimum** of 600 acres of Park/Open Space were approved in the 2001 Saddleback Heights SAP. If the Saddleback Heights PCD is amended to allow up to 8,269 residential units, dedicated public open space will increase 5,000 sq. ft. for each additional developed unit exceeding 5,409 units, which could add as much as 325 acres of public dedicated open space.

8. A Mixed Use-Business Park Overlay that may contain up to 220 acres.

9. Up to three golf courses totaling approximately 506 acres, one or more of which may be located on State Trust Land within Saddleback Heights. Golf courses are noted with an asterisk on the land use map.

10. Public Facilities pursuant to the provisions of the **Annexation and Development Agreement**.

11. Minimum lot sizes in the Residential Land Use categories are established by the approved PCD zoning for the property. The developer will comply with the setback requirements contained in the Lake Pleasant Parkway Corridor Specific Area Plan.

Residential unit counts for the State Trust Land (Village D) are not established by this Saddleback Heights SAP.

* Included within the acreage projected for golf courses are related amenities such as clubhouses, practice facilities, driving ranges (non-lighted), cart storage, maintenance facilities, etc.

Each golf course, if developed, will be a minimum of 18 holes and should provide a full complement of services. The courses should provide a variety of "challenges" so as to create a broad-based appeal. At least one course should be of "championship" caliber both in terms of distance and degree of difficulty. However, other courses should be designed to be more "player friendly" while maintaining sufficient challenges so as to retain player interest.

The natural terrain should be utilized in the location of tees and greens in order to keep the grassed areas of the courses within current guidelines thereby assuring compliance with appropriate water conservation policies.

* Public service facilities will include land dedicated for neighborhood parks, school sites, fire and police stations, library, public works facilities, etc.

* Prior to approval of the first phase of development, a slope analysis and native plant survey for at least the parcels to be developed shall be provided by the developer in accordance with the City or Peoria's Hillside Ordinance.

PROPOSED PHASING OF DEVELOPMENT

The proposed development is scheduled to occur in several phases and incrementally within each of these phases. A phasing plan will be required as part of the zoning for the property.

TABLE I

Saddleback Heights
Target Density Conformance Analysis

SADDLEBACK HEIGHTS
SPECIFIC AREA PLAN - AMENDED - May 02, 2011
TARGET DENSITY CONFORMANCE ANALYSIS

SAP Amended	Parcel	Acreage	Approved SAP Land Use	Approved SAP Target Density	Approved SAP Units	Amended Land Use	Density Range		Projected Units Low	Projected Units High
Village "A"	A1 (*1)	56.79	LD	3	170	LD	2	5	114	283
	A2 (*1)	14.62	LD	3	43	**MD**	**5**	**8**	**73**	**116**
	A3 (*1)	12.77	MD	6	76	MD	5	8	64	102
	A4	212.08	RE	1	212	RE	1	2	212	424
	A5	220.09	LD	3	660	LD	2	5	440	1100
	A6	**19.97**	LD	3	59	**MD**	**5**	**8**	**100**	**159**
	A7	**216.49**	LD	3	649	**MU-BP**	**3**	**8**	**649**	**1731**
	A8	**71.34**	RE	1	71	**LD**	**2**	**5**	**143**	**356**
	A9	**32.97**	RE	1	32	**RE**	**1**	**2**	**33**	**65**
	A10 (*1)	**59.24**	LD	3	177	**MD**	**5**	**8**	**296**	**473**
	A11	**25.22**	RE	1	25	**LD**	**2**	**5**	**50**	**126**
	A12	**49.75**	RE	1	49	**MD**	**5**	**8**	**249**	**398**
	A13	36.19	LD	3	108	**MD**	**5**	**8**	**181**	**289**
	A14	66.77	LD	3	200	LD	2	5	134	333
	A15	24.08	LD	3	72	**MD**	**5**	**8**	**120**	**192**
	A16	181.11	RE	1	181	RE	1	2	181	362
Village "A" Sub-Total		**1299.48**			**2,784**				**3,039**	
RE									426	
LD									880	
MD									1,083	
Village "A" Unit Total									**2,390**	

	Parcel	Acreage	Approved SAP Land Use	Approved SAP Target Density	Approved SAP Units	Amended Land Use	Density Range		Projected Units Low	Projected Units High
Village "B"	B1	87.09	LD	3	261	LD	2	5	174	435
	B2	**196.47**	RE	1	196	**LD**	**2**	**5**	**393**	**982**
	B3	459.51	RE	1	459	RE	1	2	460	919
	B4	66.88	LD	3	200	LD	2	5	134	334
	B5	51.6				LD	2	5	103	258
	B6	25.4	RE	1	25	RE	1	2	25	50
	B7	**23.18**	RE	1	23	**LD**	**2**	**5**	**46**	**115**
	B8	76.23	RE	1	76	RE	1	2	76	152
	B9	20.4	RE	1	20	RE	1	2	20	40
	B10	**102.09**	RE	1	102	**LD**	**2**	**5**	**204**	**510**
Village "B" Sub-Total		**1108.85**			**1362**				**1,636**	
RE									582	
LD									1055	
MD									0	
Village "B" Unit Total									**1,636**	

SADDLEBACK HEIGHTS
SPECIFIC AREA PLAN - AMENDED - May 02, 2011
TARGET DENSITY CONFORMANCE ANALYSIS

	Parcel	Acreage	Approved SAP Land Use	Approved SAP Target Density	Approved SAP Units	Amended Land Use	Density Range		Projected Units Low	Projected Units High
Village "C"	C1	27.53	MU	15	412	MU	12	15	330	412
	C2	20.2	MU	15	303	MU	12	15	242	303
	C3	22.43	MU	15	336	MU	12	15	269	336
	C4	129.47	LD	3	388	LD	2	5	259	647
	C5	21.83	LD	3	65	LD	2	5	44	109
	C6	47.83	LD	3	143	LD	2	5	96	239
	C7	67.87	RE	1	67	RE	1	2	68	135
	C8	81.51	RE	1	81	RE	1	2	82	163
	C9	58.43	LD	3	175	LD	2	5	117	292
	C10	39.52	MD	6	237	MD	5	8	198	316
	C11	43.54	LD	3	130	LD	2	5	87	217
	C12	56.81	LD	3	170	LD	2	5	114	284
	C13	25.31	LD	3	75	LD	2	5	51	126
	C14	15.09	LD	3	45	LD	2	5	30	75
	C15	27.08	LD	3	81	LD	2	5	54	135
	C16	21.3	MD	6	127	MD	2	5	43	106
	C17	33.75	LD	3	101	LD	2	5	68	168
	C18	74.92	LD	3	224	LD	2	5	150	374
	C19	**90.12**	RE	1	90	**LD**	**2**	**5**	**180**	**450**
	C20	**113.29**	RE	1	113	**LD**	**2**	**5**	**227**	**566**
	C21	107.16	LD	3	321	LD	2	5	214	535
	C22	51.13	LD	3	153	LD	2	5	102	255
	C23	139.31	LD	3	417	LD	2	5	279	696
	C24	26.98	RE	1	26	RE	1	2	27	53
Village "C" Sub-Total		**1,342.41**			**4,280**				**3,329**	
RE									176	
LD									2,070	
MD									240	
MU									842	
Village "C" Unit Total									**3,329**	

Overall Total	Open Space	**600**	(*2)
Overall Total	Developable Acres	**4,521**	(*3)
Overall Total	Infrastructure Acres	**175**	
Overall Total	Total Acres	**5,296**	

RE	**1,184**
LD	**4,005**
MD	**1,323**
MU	**842**
TOTAL UNITS	**8,269**(6)

(*1) Parcel contains a Resort Overlay, that if executed will result in resort keys being allocated to the site. A maximum number of 800 Resort Key are allocated for the entire project.

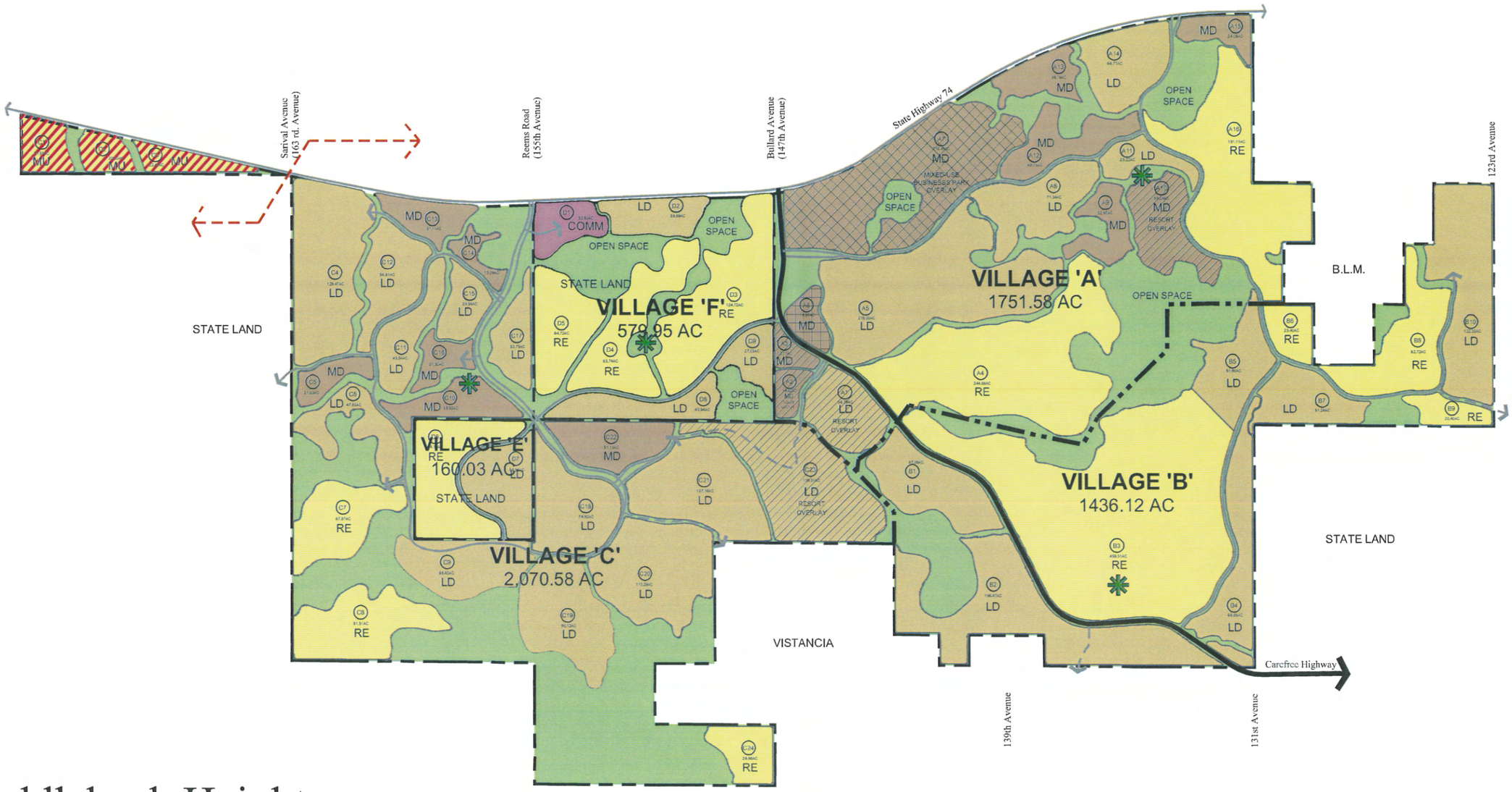
(*2) Open Space Acres to be a minimum of 600 acres. More acreage may be added as part of the zoning and platting process and/or finalization of the development agreement.
All Open Space location illustrated on the SAP are conceptual and subject to change.

(*3) Developable acres include potential golf course acres and may be adjusted based on detail study during the zoning and platting process. The above developable acres for each parcel may not total 4,521 due to acreage contained washes, natural features and golf that may not be included at this time.

(*4) All Infrastructure is conceptual and subject to change.

(*5) The Minimum Density Threshold has been set at 1.0 dwelling unit per acre based on the gross acreage.and will ultimately be governed by the zoning of the property.

(*6) Total units will not exceed 8,269 or approximately 1.56 dwelling units per gross acre.



Saddleback Heights

Specific Area Plan
Amended

DIAMOND VENTURES

LEGEND

- OPEN SPACE
- RE - RES. (0-2.0 DU/AC.)
- LD - RES. (2.0-5.0 DU/AC.)
- MD - RES. (5.0-8.0 DU/AC.)
- MIXED USE (15 DU/AC.)
- COMMUNITY COMMERCIAL (TOWN CENTER OVERLAY)
- RESORT OVERLAY (NOT TO EXCEED 800 KEYS TOTAL)
- MIXED-USE BUSINESS PARK OVERLAY
- COMMUNITY COMMERCIAL
- OPEN SPACE
- GOLF COURSE STUDY AREA
- POTENTIAL ROAD ALIGNMENT
- MINOR ARTERIAL ALIGNMENT
- APS CERTIFICATED CORRIDOR

NOTES:
1.ALL OPEN SPACE REPRESENTED ON THE SAP IS CONCEPTUAL IN NATURE AND HAS AN UNDERLYING LAND USE DESIGNATION OF RESIDENTIAL.

2.ALL INFRASTRUCTURE LOCATIONS ARE CONCEPTUAL AND SUBJECT TO CHANGE.

3.TOWN CENTER OVERLAY MAINTAINS AN UNDERLYING LAND USE DESIGNATION OF "MD" RESIDENTIAL.

4.MIXED USE - BUSINESS PARK OVERLAY MAINTAINS AN UNDERLYING LAND USE DESIGNATION OF "MD" RESIDENTIAL.

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NORTH SCALE: 1" = 1000' DATE: 04 MAY 2011

CIRCULATION ELEMENT

CIRCULATION ELEMENT

The Circulation Element describes the type and location of streets, trails, and bikeways/pedestrian ways intended to serve the plan area. Design of the various components of the Circulation Element will include specifications consistent with the City of Peoria's design guidelines. Prior to the commencement of construction of any facilities, a **Master Street Plan and Traffic Study** shall be prepared and submitted to and approved by the City as required by the Development Agreement for the property.

Planned circulation for the area includes an integrated system of public and private streets, urban freeways or parkways, equestrian trails, bikeways, and pedestrian ways. Private streets will be designed and constructed according to standards approved by the City. The street system should be designed to minimize the impact on existing residential neighborhoods. The proposed transportation network shall provide for regional access to the planning area and internal circulation between land uses within the development.

VEHICULAR CIRCULATION

Street System

Traffic movements that will be generated by land uses inside and outside the plan area will be accommodated by a series of arterial and collector streets. The arterial streets are designed to carry vehicular traffic to and from the planning area to locations outside the plan area. A series of collector streets, residential streets, and private streets are designed to provide vehicular movement and access between land uses within the plan area.

The functional street classifications include:

ARTERIAL –Arterials move large volumes of moderate-speed traffic to and from freeways and serve some metropolitan-wide trips. These arterials connect areas that are major traffic generators. There should be controlled access for commercial uses along major arterial and residential areas should primarily be served from side streets.

A north/south arterial system will be provided by El Mirage (Castle Hot Springs) Road, the proposed Bullard Avenue and 163rd (Sarival) Avenue to facilitate access from the plan area and areas to the south to existing and proposed major arterials and freeways. This north/south arterial system will provide access to the proposed Loop 303, existing Loop 101, and to extensions of 83rd Avenue, all as proposed within the City's General Plan.

COLLECTOR - A collector street allows neighborhood traffic to travel from local to arterial streets. Direct property access is a secondary concern to the movement of neighborhood traffic. Collectors serve internal neighborhood traffic movements, but not as connections for non-neighborhood through-traffic movements.

Provisions may be made within the southern portion of the plan area for a collector street to connect the proposed arterial with the Carefree Highway extension.

STATE HIGHWAY – Several significant changes have occurred since the approval of the 2001 SAP. Since the 2001 approval, ADOT has determined that SR 74 will be increased from a 2-lane Road to a 10-lane highway.

Primary access to and from the plan area will be provided through State Highway 74. Except as shown on the land use map, this Saddleback Heights SAP is consistent with the Lake Pleasant Parkway Corridor Specific Area Plan.

In addition to State Highway 74, access to and from the plan area and areas to the south will also be provided by El Mirage (Castle Hot Springs) Road, Bullard Avenue and the future 163rd (Sarival) Avenue.

El Mirage (Castle Hot Springs) Road will not only provide direct traffic flow but may also be integrated into the traffic pattern created by the construction of the proposed north/south arterial. Currently, 163rd Avenue is paved from Grand Avenue to Dove Valley Road, approximately two (2) miles south of Highway 74. It is anticipated that 163rd Avenue will be extended to connect with Highway 74 and will in all probability be up-graded to four lanes to accommodate local and regional traffic. A proposed arterial or collector street would provide access from the future 163rd Avenue alignment to the interior traffic circulation patterns within the plan area.

The primary vehicular circulation corridors are depicted on the land use map.

Rights-of-Way

The proposed right-of-way for the arterials and collector streets within the planning area shall be provided as required, based upon the City's General Plan, as it may be amended.

BICYCLE AND PEDESTRIAN CIRCULATION

An integrated system of pedestrian and bicycle ways should be designed and located in a manner that provides a variety of opportunities to enjoy the natural beauty of the plan area. Provisions should be made to accommodate those individuals who prefer leisurely recreational activities. In addition, utilization of the topographical relief afforded by the existing terrain should also lead to the creation of pedestrian and bicycle ways that provide more challenging experiences thereby meeting the expectations of those who prefer more vigorous physical activity.

The pedestrian ways and bicycle ways should be developed in a manner consistent with the City's design criteria.

Primary pedestrian and bicycle ways may be included along one (1) or more major washes. Due to the nature of low-density residential developments, sidewalks may not be an appropriate part of the pedestrian ways.

Public Transit

Provision of public transportation is not anticipated in the near term.

URBAN DESIGN ELEMENT

URBAN DESIGN ELEMENT

The Urban Design Element explains the design expectations and guidelines for the mixture of land uses. Site designs, site amenities, and architectural style combine to create the environment. The definition and maintenance of a unique design environment requires complementary applications of landscape, building design, materials, colors, and signage.

The Urban Design Element is intended to set the "tone" for the quality of development in the plan area. Guidelines will provide a basis for insuring consistency in quality and compatibility in design for development within the plan area. Prior to commencement of any development, appropriate approvals will be required from the applicable agencies of the City of Peoria.

LANDSCAPE

The objective of landscaping within the plan area should be that its design and location remain consistent with the desert environment. To the extent that is reasonable and feasible, the conservation of the natural vegetation and environment will be encouraged. Whenever appropriate and as required, selective forms of existing vegetation should be transplanted if development has necessitated their removal.

STREETSCAPE

The scale and function of the streets within the plan area may require different types of landscaping. The streetscape is defined through right-of-way landscape, landscape buffer/retention, and major landscape features.

The design of the various landscape treatments shall meet these policies:

* Use plant materials of appropriate species, size, and spacing so that the visual intent of the material, such as defining an edge or emphasizing an entrance, is perceivable upon installation.

* Use materials to minimize the requirement for irrigation, and, when possible, native plants should be selected. Non-native plant selections should be appropriate for and compatible with the environment of the area.

* Provide setbacks from the right-of-way line in the plan area in accordance with the design standards. The exact dimension of any specific setback condition should be determined for the specific functions and plant materials included therein. Where there is a major pedestrian circulation way in conjunction with a significant street edge, there must be adequate setback to accommodate the trees, plant material, and pedestrian ways.

* Design retention areas, to the extent that is reasonable and feasible, which will enhance the landscape character of the area.

* Preserve existing, or provide new landscaping for any part of development not used for building or parking in order to enhance the landscape character of the area.

* Design landscape medians to reinforce the established street edge landscape. The use of landscape medians is a major identity component of the landscape theme.

PARK/OPEN SPACE

Approximately 600 acres should be allocated for Park/Open Space. This area may be located along major washes and areas of higher elevation not suitable for development and may include pedestrian, hiking, and equestrian trails. If the Saddleback Heights PCD is amended to allow up to 8,269 residential units, dedicated public open space will increase 5,000 sq. ft. for each additional developed unit exceeding 5,409 units, which could add as much as 325 acres of public dedicated open space.

NEIGHBORHOOD PARKS/SCHOOLS

Neighborhood park sites and school sites will be provided by the developer. The size, location, and number of sites will be determined at the time the Property is zoned. The design of these areas should provide open space for a variety of recreational activities. Within these areas there should also be pedestrian and bicycle ways.

DESIGN GUIDELINES

The purpose of these guidelines is to provide and maintain quality in the various development projects within the plan area. The projects should maintain high quality standards as to the use of material, the relationships of buildings to the environment, and meeting the needs of the users. The availability of space, natural

aesthetics and variety of land uses provide opportunity for creative and original design approaches within the context of the project's overall development.

GENERAL GUIDELINES

Site Design

* Develop each parcel so that buildings, parking, open space, retention, and entrances are compatible with adjacent development. Maintain proper distances between structures to reduce the mass and impact of parking. Facilitate pedestrian circulation to open space features and promote safe vehicular movements.

* Building envelopes limiting the amount of natural terrain to be disturbed for construction will be utilized where appropriate. Proper building setbacks may be delineated within the proposed building envelope.

* On each site, both parking and building should be contained by continuous landscaped open space except where broken by access drives. This landscape perimeter should provide the appropriate edge to adjacent thoroughfares to reinforce the landscape design intent of that street.

* Screen all ancillary structures and equipment such as dumpsters, mechanical equipment, and electrical equipment from public view, especially from existing residences. These screens should be of appropriate materials so as to conform to or enhance the building and landscape.

Building Design

* Design buildings appropriate to the southwestern climate. Orient buildings to recognize cooling requirements and relationship to landscape materials. Colors and materials should reflect or appropriately contrast with the desert palette.

* Adapt retail operation designs to an appropriate regional treatment. These efforts should avoid thematic imagery and instead should draw upon the natural colors in the landscape, and the construction materials found historically in the region.

* Design roof lines, relative building heights, entrance orientation and other major architectural elements within the context of the overall project. Emphasis should be placed on conformity and enhancement of the surrounding area rather than contrasting or standing apart from the rest of the development.

* Screen service entries from view, both from surrounding streets and adjacent properties.

* Building materials should reflect or appropriately contrast with the desert palette. The building materials and colors should also be consistent with the regional building vernacular.

Colors should be used to create visual harmony within the land use classifications in the plan area. Appropriate colors should include, but are not limited to:

* Desert hues and other earth tones including light brown, cream, and tan
* Off-white, light grey
* Colors appearing in natural stone utilized in buildings
* Reds and oranges appearing in brick utilized in buildings or in roof tiles

Signage

Strengthen the identity of the plan area by appropriate signage, sculpture, repetitive graphic symbols and distinctive landscaping with hardscape features at entrances into the area and at key locations within. A master sign package should be provided during the development review process.

Parking

Parking areas should be contained within a parcel with controlled access from adjoining thoroughfares. They should be broken up in scale by landscaping treatments to provide screening, shade aesthetics, and to define access points.

Parking aisles should be oriented to facilitate pedestrian movement to the building served as well as to adjacent pedestrian paths of movement.

Lighting

Lighting represents another opportunity to unify the plan area and create an ambiance through the consistent use of similar types of fixtures for exterior lighting. Lighting should be designed and located so as to limit light dispersion onto any adjacent residential properties. Landscape and/or sidewalk lighting should be concealed or painted to blend into the landscape.

RESIDENTIAL GUIDELINES

Site Design

Each category of land residential category will have its own identity by virtue of the different levels of density. There is a need to maintain a sense of unity in the overall master plan through complementary standards and organizational principles. Architectural motifs may vary but principles of basic site organization, parking location and screening, landscape standards and setbacks, exterior lighting, unit access and parcel access should be consistent with other residential and commercial development within the masterplan area.

It is appropriate to locate project amenities, such as tennis courts, in view of major thoroughfares to create larger areas of open space along these edges of public exposure. Each multi-family project (including residential development in the Mixed Use category) should have its own entry and identity, accomplished by offsetting and staggering buildings and by combining one-and-two-story building forms to separate massing. Each single-family residence should have a private open space area separated from parking areas.

Orient internal drives to open areas and away from buildings, service areas and unit-- entries.

Pedestrian circulation should be accommodated with a network of sidewalks which should occur in defined, landscaped open spaces. This pedestrian network should be developed internally, allowing for movement throughout the site, while providing linkage to the plan area's overall pedestrian network.

Parking should be oriented away from street edges. Where fronting on streets, parking should be screened with either landscape or masonry screen walls. Parking lots should be broken down in scale and located conveniently to the units served.

All site-mounted equipment, trash containers, and other service facilities should be either treated architecturally as a part of the building or screened with either landscape material or a decorative masonry wall.

Building Design

Buildings should be designed to meet the general guidelines described earlier. They should also be designed with an emphasis on private and public open space. The units should maximize privacy within individual buildings.

There should be a mix of unit types and sizes to promote diversity within the housing alternatives provided by these developments while at the same time displaying a consistency with the quality and scale of other residential components within the plan area.

Roof-mounted equipment, including antennas, should not be visible from public streets or surrounding parcels.

Signage

Signage should be limited to regulatory, directional and monument or wall-mounted project identification signs.

Lighting

Lighting should be consistent with lighting principles outlined under "General Guidelines".

COMMERCIAL, EMPLOYMENT AND MIXED USE GUIDELINES

While these non-residential land uses comprise a relatively minor portion of development in the plan area, they by their nature will provide a wide variety of development forms, parcel sizes and configurations. Any development should be compatible in quality and design with the residential component of the masterplan area.

The commercial storefronts and building entrances should relate to both their immediate parking and the pedestrian ways whenever possible. Outdoor dining and seating should be encouraged where appropriate.

Pedestrian areas should be linked from parcel to parcel to facilitate pedestrian movement and reinforce the idea of unity within the plan area.

Service entrances and docks should be located so as to mitigate their impact and facilitate circulation of service vehicular traffic.

Building Design

Building materials and colors should remain compatible with those referenced herein under "General Guidelines".

All visible sides of buildings are to be treated with design features. Transitions between rears of structures and front doors of adjacent parcels should be recognized.

Freestanding buildings and accessory structures shall conform to the main building in color, material, scale, and architectural character.

Roof proportions and overhangs are encouraged as a response to energy and climate concerns.

Lighting

Parking lot light standards should be uniform throughout the plan area. Lighting should be integrated into the landscape design of the parking area. Lighting should match the scale of adjacent buildings and not cause an adverse impact on adjacent properties. Special consideration for lighting is necessary when adjacent to residential properties.

RESORT GUIDELINES

Proposed resort developments will prepare and submit to the developer and City, complete Site Plans and Architectural Drawings demonstrating that the proposed Resort Developments adhere to the General Guidelines referenced herein, and conform to the ambiance of the overall Saddleback Heights project.

UTILITIES ELEMENT

UTILITIES ELEMENT

The Utilities Element explains the proposed provisions for major elements of the water, wastewater, and storm water systems for the plan area.

Currently, the plan area is not served by utilities such as water or sewer systems, nor is there in place a specific storm water drainage system. These utility elements, along with telephone and electrical service, are to be provided by the developer of the subject property pursuant to the **Annexation and Development Agreement** (or as amended) entered into between the developer and the City of Peoria. Final design of any required water treatment plant, waste-water treatment plant, storm water drainage systems, along with the design of other utility services, will establish sufficient capacity and detail in order to service the plan area. All design specifications shall comply with current criteria of governmental agencies having appropriate jurisdiction over the plan area, including those of the City of Peoria. Prior to commencement of construction of any facilities of the Utilities Element, a Utilities Element Master Plan will be submitted to the City for approval. The subject **Master Plan** should include a **Master Drainage and Hydrology Plan**; a **Master Water Plan**; and a **Master Waste Water Plan**. Upon completion of construction of the utilities infrastructure, the management and operation of same will be turned over to the City in accordance with the provisions of the **Annexation and Development Agreement**.

WATER SYSTEM

Water services to the area may be provided through one of the following:

1. Groundwater from existing or later developed wells;

2. Through an arrangement with the City of Peoria and their CAP allocation;

3. Through the inclusion of the area into a Replenishment District;

4. Through the developer's acquisition of a CAP allocation;

5. Through other methods acceptable to the City and developer.

The developer may construct a facility for water treatment sufficient for the needs of the plan area on an as-needed basis.

This water treatment plant should be located at a site that takes into account the needs of the plan area as well as future City service objectives. The plant may be designed to accommodate future modular expansion by the City should it be deemed appropriate for the City to do so.

An appropriate integration of ground water and Central Arizona Project water should be developed in order to provide both primary and secondary sources of water supply.

Whenever possible, storage tanks providing gravity generated pressure systems should be utilized. Storage tanks should be located so as to minimize their visual impact. They should be designed so as to provide an appropriate blend with the natural surroundings. In cases where adequate water pressure cannot be generated by gravity, pressure pumps or booster pumps should be utilized.

SEWER SYSTEM

There are no existing sanitary sewer facilities in the plan area. The developer is responsible for the construction of the waste-water infrastructure necessary to service the property. Said infrastructure may be an on-site waste-water facility and/or utilization of the Jomax Waste-Water Treatment Facility, or a combination thereof. The first 2000 acre/feet of treated effluent (on an annual basis) will be dedicated to the irrigation requirements of the golf courses and certain landscaping in common areas within the plan area.

The location and design of the waste-water treatment plant should take into account the requirements of the plan area as well as future needs of the City. Design specifications should allow for modular expansion of the plant by the City if it deems appropriate to do so in the future.

Lift stations may be utilized throughout the plan area whenever the topography precludes a gravity fed system.

Notwithstanding the foregoing, changing technological developments with respect to waste-water collection and treatment should be explored. Phasing of development within the plan area may require the appropriate use of alternative, interim treatment facilities until such time as the economy of development warrants the construction of a more centralized treatment facility.

STORM WATER

The developer proposes to prepare a master drainage plan for the area to manage storm water. Existing major washes will be utilized as collectors of storm water to maintain current drainage to the extent that is reasonable and feasible.

All drainage plans shall be prepared so that the specifications outlined therein take into account at least the minimal drainage issues affecting adjoining properties. The drainage design shall not create new conditions that

would adversely affect water flows onto adjoining properties. Final design specifications shall meet all appropriate City and county flood control criteria with respect to drainage prior to commencement of development for the respective phases or sub-phases of the plan area.

ELECTRICAL/ TELECOMMUNICATION

All electrical and telecommunication services will be provided by public utility companies and all lines smaller than 69kv lines shall be placed underground.

SANITATION SERVICE

The City may elect to provide sanitation service itself or contract with one or more private parties to provide sanitation service (pursuant to City Code Section 22-20(C)).

FIRE/EMS/POLICE

The developer and the City will work together at the time of zoning to develop a cohesive plan for the provision of fire/emergency services and police services that results in the desired response times for the plan area. The plan may include the combined use of public and private services. On-site fire/emergency response and police facilities will be co-located if possible.