



Cholla Hills

*(Previously known as
Estates at Lakeside PAD)*

A Planned Area Development Amendment Amendment No. 1

Approximately 454 acres
at

Northwest corner of State Route 74
and Old Lake Pleasant Road

Application Number: Z98-03A.1

Property Owners:

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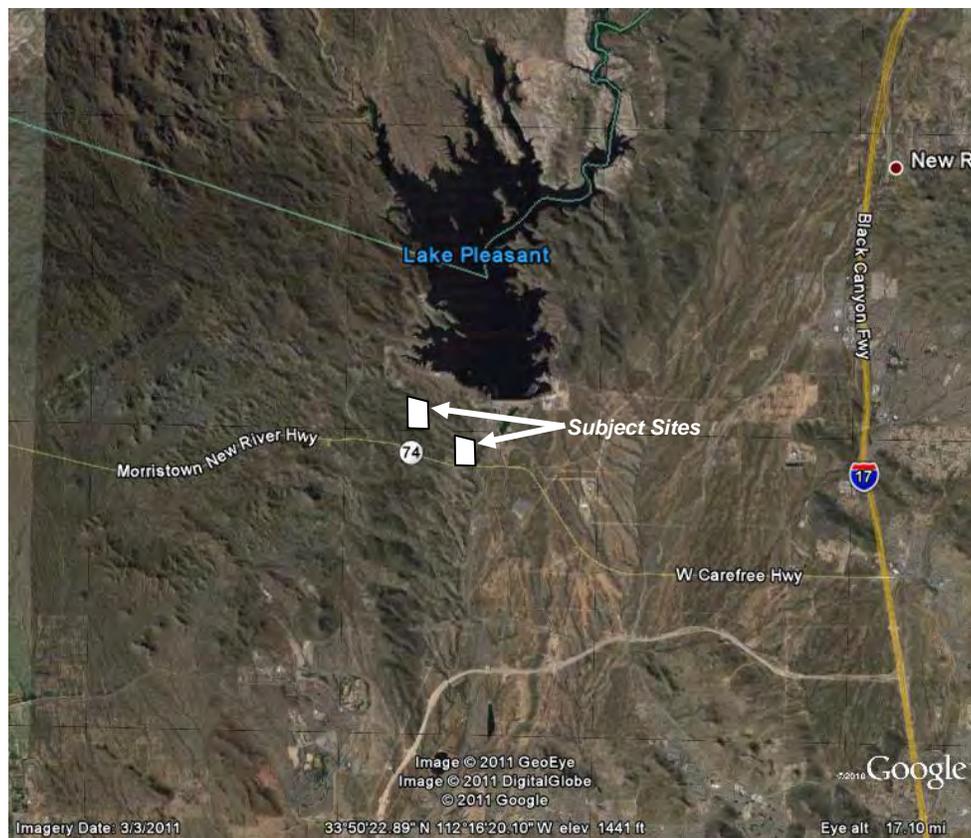
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***Cholla Hills
Planned Area Development Amendment No. 1
Project Narrative***

APNs: 201-24-004J, 201-24-004L, 201-24-004H, 201-24-004K and 201-25-001A

INTRODUCTION

This Planned Area Development Amendment (“PAD Amendment”) application is for 2 parcels which are depicted on the map below. The property owners seek to amend the existing Estates at Lakeside PAD (“Parcel 1” the Parcel which fronts onto State Route 74) which was approved by the City Council on November 3, 1998. This request seeks to amend that existing PAD to allow for a unique Resort Community, consisting of a Recreational Vehicle Resort development component and a highly designed and unique commercial project that is integrated into and consistent with the existing scenic desert environment. Additionally, the request seeks to also increase the size of the existing PAD by including the northwest parcel (Parcel 2) into the existing PAD. The applicant seeks a resort and resort residential development for Parcel 2.



The approved The Estates at Lakeside PAD (Parcel 1) is a 218.5-acre project located at the northwest corner of State Route 74 (“S.R. 74”) and the Old Lake Pleasant Road. The Estates at

Lakeside PAD was envisioned to be essentially a 1.18 DU/AC residential community. This 1.18 DU/AC approved density is one which we do not believe is feasible given today's market realities. The other approved land uses on Parcel 1 include a 13 acre resort/commercial, and approximately 11 acres of commercial acreage along S.R. 74. The current application seeks to expand the resort component to include a Recreational Vehicle Resort component on Parcel 1 (S.R. 74 parcel) and provide a more traditional resort and resort residential development on Parcel 2 (Northwest property).

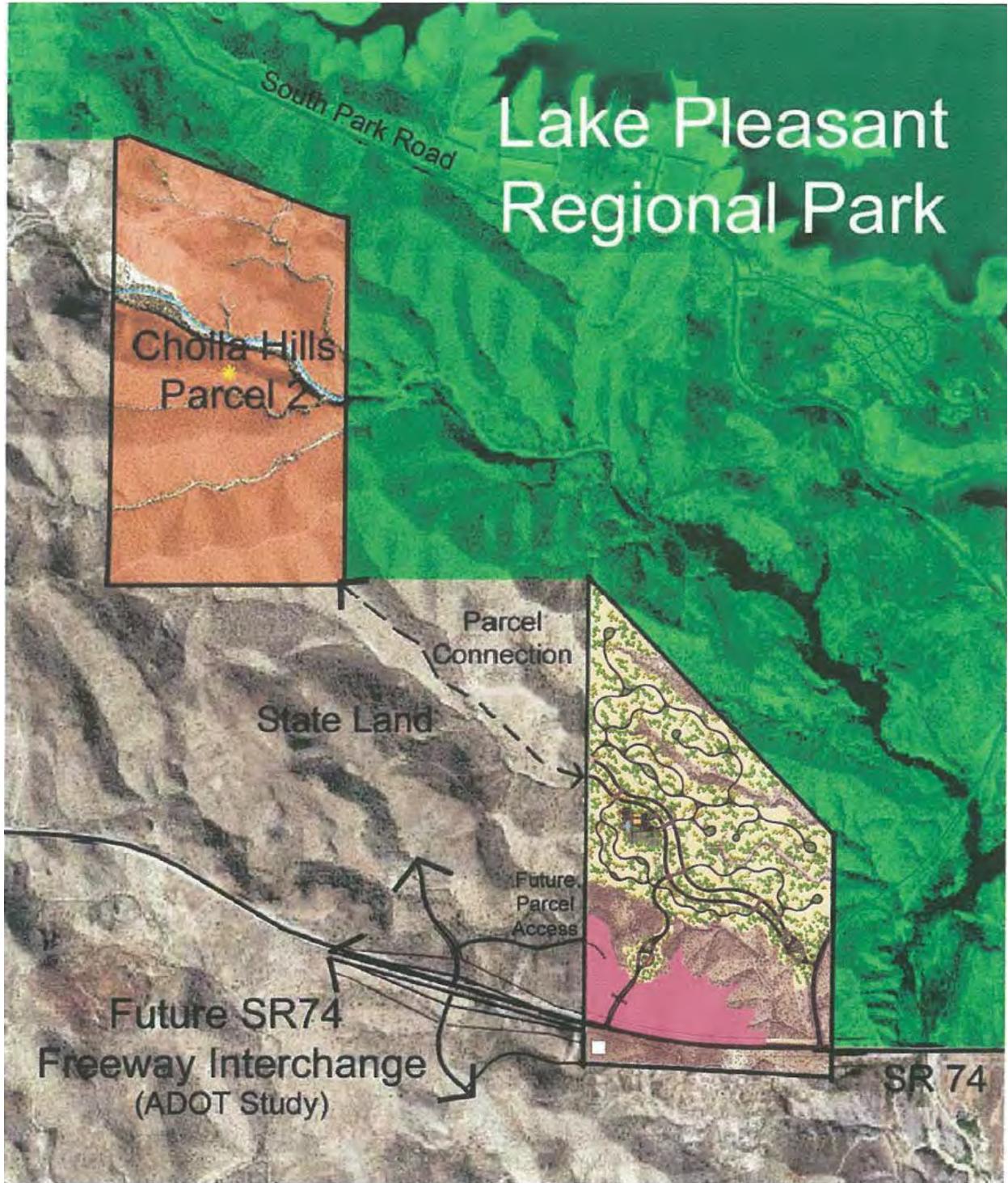
“Parcel 1 (Southeast Property)” is located at the northwest corner of State Route 74 and Old Lake Pleasant Road and the second property “Parcel 2 (Northwest Property)” is located northwest of the northwest corner of State Route 74 and Old Lake Pleasant road. The intent of this PAD Amendment request is to amend the existing zoning to incorporate Parcel 2 (the northern 244 acres) together with the southern 210 acres (Parcel 1) with the net result being that both properties will be subject to one set of PAD zoning district regulations. This PAD Amendment will also provide strict design and development standards for both properties. The imposition of these regulations will result in the development of an attractive and desert appropriate architecture and materials that will create a quality low density Resort and commercial development with minimal impacts to the desert and surrounding environment. The new (overall) property size will be approximately 454 acres. The Estate at Lakeside PAD name for the existing approved Parcel 1 (Southeast Property) and Parcel 2 (Northwest Property) will also be changed to ***Cholla Hills PAD***.

Project Scope

This PAD Amendment will allow: 1) the existing uses allowed pursuant to the 1998 rezoning case (with the exception of the existing 13 acre Resort use) to remain on Parcel 1 (Southeast Property); 2) shifts the existing 1998 Resort designation from Parcel 1 (Southeast Property) to Parcel 2 (Northwest Property) to accommodate a 240 room Resort; 3) creates a Recreational Vehicle Resort Use component on approximately 187 acres of Parcel 1 (Southeast Property); 4) shifts and increases the approved commercial acreage on Parcel 1 (Southeast Property) from 11 acres to 23 acres (approximately 13 acres of commercial development and approximately 10 acres of RV and boat storage); and 5) reduces the approved residential density from the existing 1.18 DU/AC to 1.0 DU/AC on Parcel 2 (Northwest Property). As will be demonstrated below the overriding design concept on the entire PAD is to preserve the natural desert environment and topography by mandating that development limit the disturbed area and requiring that development be respectful and sensitive to the natural topography.

Reasons for Request - Parcel 1 (Southeast Property)

Since the original 1998 zoning approval, there have been significant changes in the market which have caused the property owners to re-evaluate plans for this site. There is limited commercial in this area of the City and providing commercial at this location is a logical land use solution along S.R. 74.



Future Access Plan

This application request increases the commercial zoning by 12 acres for a total of 23 acres of commercial zoning on the north side of State Route 74. The property on the south side of SR74 will remain undeveloped except for Wastewater Treatment Plant and associated uses. A Minor General Plan Amendment is therefore being requested to allow for the additional acreage of commercial zoning on the north side of State Route 74. The commercial property has a natural desert preservation which separates the proposed commercial from the RV Resort. Furthermore this area is also enhanced by a major drainage swale that will be left undeveloped with the exception of a roadway that connects the RV Resort directly to State Route 74.

This new commercial site will provide an opportunity for convenience retail which will be supported by the Residential, Resort, Recreational Vehicle Resort and the surrounding area. When the commercial site develops, the east 2/3 of the site will not be visible from S.R. 74 due to the 10 foot vertical grade differential along the highway frontage. As shown on the accompanying section, State Route 74 will be 10-feet lower than the finish floors of the proposed commercial parcel. The western 1/3 of the property's frontage along S.R. 74 is lower than S.R. 74 and therefore it is proposed that landscaping integrating earthen berms to imitate the natural surrounding and environment will be incorporated in order to screen the commercial development. The architectural style, size, and character of the commercial development will be similar to developments in the Valley's northern desert environments as represented in the pictures that accompany this narrative. All commercial development will adhere to the City's Design Review Manual. The scale of building will be visually reduced by mixing materials, soft desert colors, textures, and the addition of articulated details to provide a variation of building scale and size. Variation in building scale shall be provided in this development.

The RV portion of the development is highly designed, environmentally friendly, and a low density recreational vehicle resort development which will be limited to 3 vehicles per acre as compared with other RV developments which typically have up to 15 vehicles per acre. The proposed development will protect the natural desert swales, and retain more than 50 percent of the natural desert flora that exists on the site. The individual RV sites will have a setback from the roadways that varies from 4 to 15 feet. Individual RV sites will be oriented to capture the spectacular views and the natural topography of the site. The washes which traverse the property will be retained as undeveloped natural preserved desert.

Reasons for Amended Request - Parcel 2 (Northwest Property)

This request also seeks a PAD Amendment to: 1) incorporate Parcel 2 (Northwest Property) into the overall PAD and establishes PAD zoning to allow a resort and resort/residential community. The concept for the proposed resort and resort residential uses is similar to a traditional low intensity resort such as the Boulders and Four Seasons in North Scottsdale or The Wigwam in Litchfield Park. Parcel 2 (Northwest Property) will be comprised of a low intensity 2-story resort which have guest rooms within the hotel building as well as hotel casitas. In addition to the hotel and casitas there will be single-family homes which have been designated as "Resort Residential" which will be designed to be part of the resort community and environment. These residential units may be part of the Resort Community having privileges to the Resort amenities.

A maximum of 1.0 DU/AC (144 single-family homes) shall be permitted. The 1.0 DU/AC residential units are exclusive of the rooms and casitas, and other for rent units associated with the resort. Like other single family areas near resorts the single family owners, will be attracted to the resort and low-intensity high-desert environment associated with this parcel. The residential component will only occur upon development of the primary resort component. The predominant design principal will be minimal building foot prints and maximum preservation of natural desert and open space.

Developer Experience

The proposed operator and developer of the Parcel is the Pensus Group who has a highly regarded reputation in the area of active recreational developments. This developer has developed 4 marinas including Roosevelt Lake Marina, Lake Pleasant Marina, Antelope Point Marina in Lake Powell, Arizona, and Lake Berryessa in Napa, California. These developments include over 1,200 lodging units, 1,150 wet slips, over 2,000 dry storage units and include amenities such as a hotel, club houses, lodges, cabins, BBQ areas, campgrounds, recreational vehicle storage, retail villages with shops, restrooms and showers, laundry facilities, and restaurants.

The vast experience that this development team has garnered from developing and operating these facilities will ensure that the proposed Resort facilities will be developed as a first class environment.

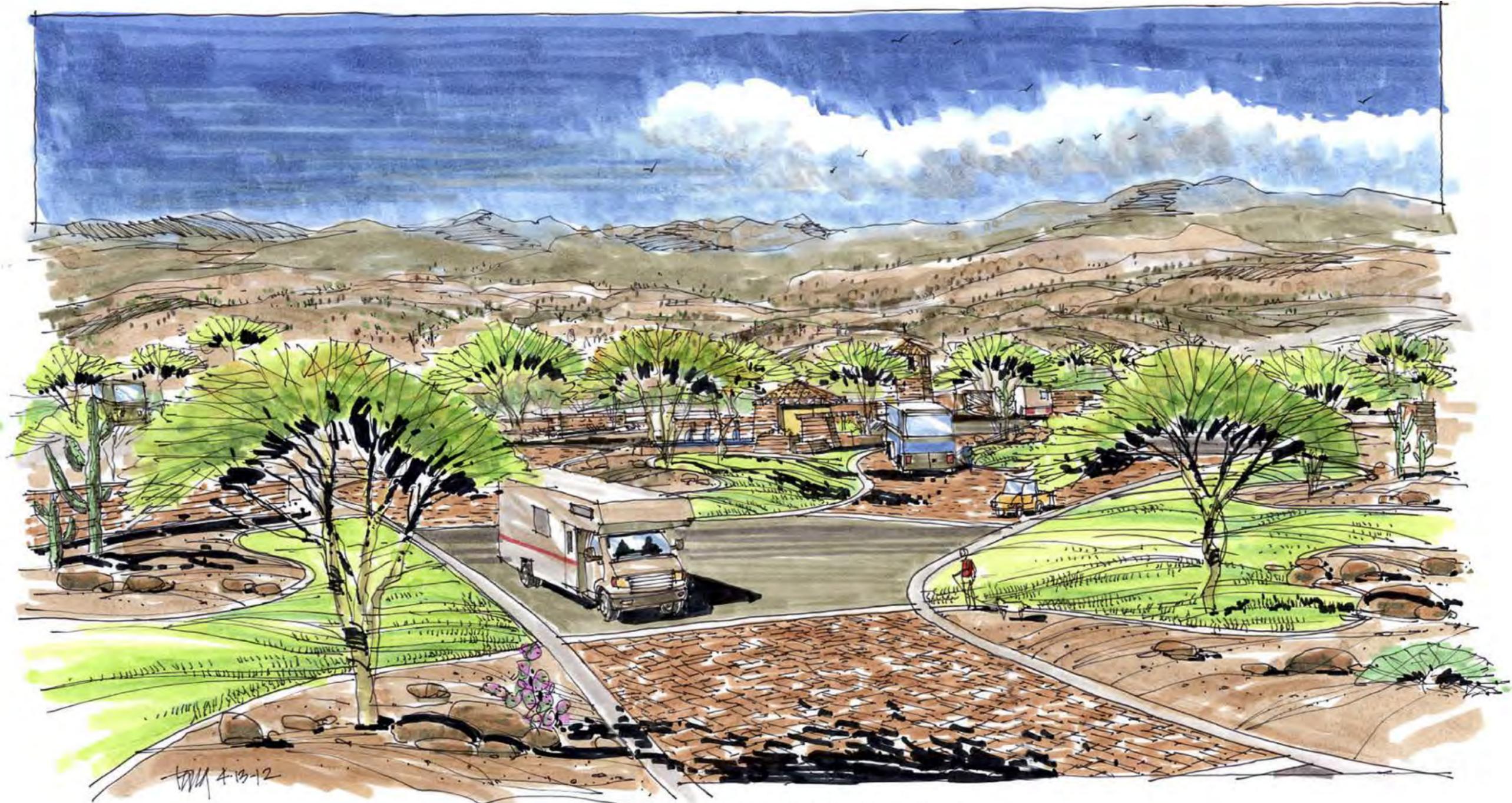
Project Description for Recreational Vehicle Resort

The ***Cholla Hills*** project proposes a gated Desert Resort Community, with a Luxury Recreational Vehicle Resort and a pedestrian-oriented commercial parcel with neighborhood convenience commercial uses. The project **offers an opportunity to create a unique vacation destination in a beautiful, desert mountainous setting with amenities and recreational facilities centrally located within the Recreational Vehicle Resort site.** The amenities will include tennis courts, pickleball courts, a large lap style swimming pool, shuffleboard courts, fitness center and equipment, and activity and game rooms. The RV pad sites will be designed and oriented to take advantage of the views of the surrounding mountains and natural features. Roadway layouts and the individual RV pads will respect and accommodate the natural topography of the site and will be designed to retain as much of the desert flora as possible. The drainage swales traversing the site will be left undeveloped and will be retained in a natural state. More than 50 percent of the land will either be natural open space or untouched natural desert swales. The southernmost drainage swale traversing the site in an east-west direction will be the natural buffer between the RV Resort and Commercial Center.

The RV Resort will be accessed from (2) two gated entries. Indigenous landscaping along with a variety of walls and architectural features constructed of masonry and stone veneer as depicted in

the “Main Entry Elevation”, “Entry Gate Elevation”, and the entry perspective will be incorporated.

This PAD Amendment will allow the existing residential and commercial uses to remain as prescribed in the General Plan and existing zoning. In addition to the existing uses, the PAD proposes to provide a development plan which will adhere to the City of Peoria’s Desert Lands Conservation Guide as adopted October 5, 2004.



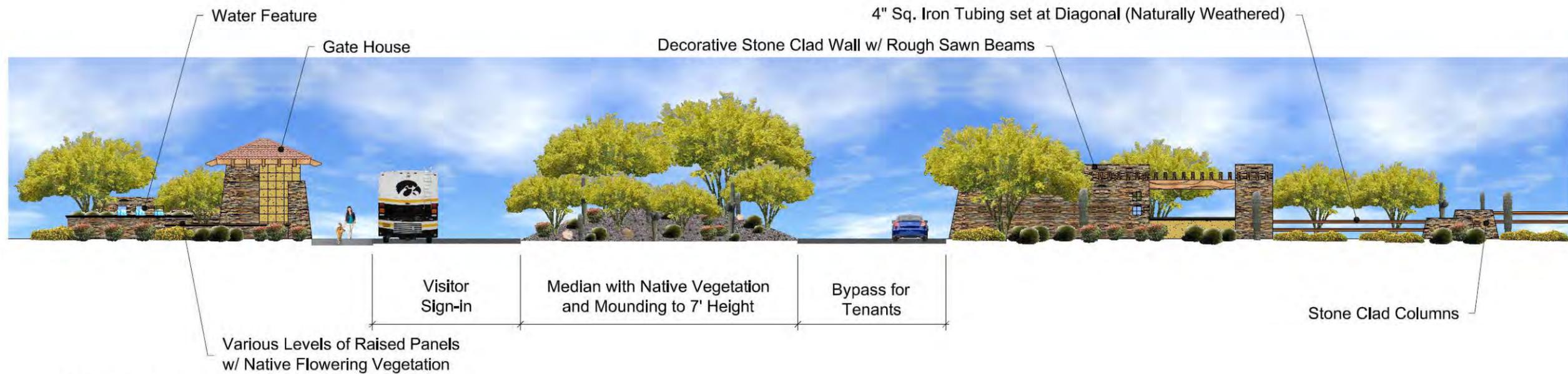
R.V. Entrance Perspective

One of two gated entrances into the Parcel 1 (RV Site). A gatehouse structure with water feature, decorative paved surfaces, custom gated entrance with decorative stone walls/ wrought iron fencing, lighted monument sign, and a 32' tower element are incorporated into entries to provide for grandeur and sense of arrival to an "upscale" development.



Aerial View of Recreational Center at RV Park

The structures at the center of the aerial view will consist of the fitness center and activity rooms. Amenities at the recreational center will include tennis, pickleball, lawn bowling, shuffleboard, and a lap pool with ramadas and B-B-Q's.



Main Entry Elevation



Entry Gate Elevation



Collector Street Section



LOCATION AND ACCESSIBILITY

The I-17 Freeway and Carefree Highway (State Route 74) interchange is approximately 9 miles east of the proposed site. State Route 74 also provides excellent access to Grand Avenue/U.S. 60 which provides access to Las Vegas and other parts of the western United States.

SURROUNDING LAND USES AND ZONING

Northwest parcel:

- North: Lake Pleasant Regional Park-Vacant undeveloped land zoned SR-43.
- East: Lake Pleasant Regional Park-Vacant undeveloped land zoned SR-43.
- South: State Land-Vacant undeveloped land zoned AG.
- West: Bureau of Land Management-Vacant undeveloped land zoned SR-43.

Southeast parcel:

- North: Lake Pleasant Regional Park-Vacant undeveloped land zoned SR-43.
- East: Lake Pleasant Regional Park-Vacant undeveloped land zoned SR-43.
- South: State Land-Vacant undeveloped land zoned SR-43.
- West: State Land-Vacant undeveloped land zoned AG.

“General Plan” Discussion

Both properties are designated in the City of Peoria General Plan (“Plan”) as “Residential Estate.” The existing zoning on Parcel 1 (Southeast Property) allows for approximately 13 acres of resort near the northern tip of the property, 195 acres of single-family residential (1.18 DU/AC), and approximately 11 acres of commercial. A Minor General Plan Amendment (under separate application) has been filed to change the land use designation on the southern 23 acres of Parcel 1 from “Residential Estate” to “Commercial” to allow the implementation of this ***Cholla Hills*** PAD Amendment. Since the existing zoning allows 11 acres of commercial the net increase of commercial is 12 acres of commercial on Parcel 1.

CONFORMANCE WITH GENERAL PLAN

The Land Use Element of the Plan includes Goals, Objectives and Policies that encourage the type of development requested in this General Plan and companion rezoning applications, such as:

Policy 1.C.3: Utilize performance standards and site design elements to reduce compatibility conflicts with adjacent uses. The subject PAD Amendment incorporates rigid standards and criteria relative to open space, limitation on grading, limitation on building footprints, and design

guidelines which will preserve the natural beauty and terrain of these parcels and minimize the impact on the land. These regulations will insure compatibility with the surrounding lands which are owned by the Federal Government, State Trust land or part of the Lake Pleasant Regional Park.

Objective 1.F: Promote sustainable development that elevate community identity and convenience, reduce vehicular trips, minimize infrastructure needs, improve air quality and provide a diversity of use. The proposed “Resort” and “Commercial” land use designations and PAD zoning will allow for the development of a Resort Community and a Residential Resort Community on very limited portions of the properties. The retail portion on the site provides a service which allows guests to stay on the property when shopping for their daily needs.

Objective 1.I: Promote resort development that provides tourism opportunities within the City. This proposal takes advantage of one of the City’s most unique recreational facilities-Lake Pleasant. The proposed resort on Parcel 2 (Northwest Property) and the Recreational Vehicle Resort on Parcel 1 (Southeast Property), will be compatible with and enhances this recreational area.

Policy 1.I.1: Identify and designate resort development sites that have direct access to significant recreational corridors and open spaces areas.

The proposed 240 room resort on 100 acres nestled in the pristine high desert is a spectacular opportunity for the City. Resort goers will flock to this natural and preserved desert environment.

Policy 1.I.2: Identify recreational corridors with future access points to resort areas and visitor access that encourage tourism and visitors activity.

Hiking trails, preserved wash corridors and slopes will make this site an exciting destination for tourists and visitors.

Goal 3: Protect and preserve the Sonoran Desert in its natural state.

Over 50% of the site will be preserved, in additional to wash corridors.

Objective 3.A: Develop program that encourage the clustering of development in exchange for preserved natural open space area.

The casita concept envisioned in this plan is premised upon clustering of development and the resulting retention of natural open space.

Policy 3.A.1: Open space preservation and planning is equally as important to the City as all other components of development review when considering the appropriateness of development proposals.

We agree and as demonstrated by this PAD open space preservation is one of the key planning principles of this application.

Policy 3.A.2: Encourage creative development patterns to ensure preservation of open spaces.

This site has significant washes that traverse the site, running generally from northwest to southeast. These washes are deeply incised, 30 to 50 feet deep in many locations. The topographic contouring of the property is dramatic and offers opportunities for creating a unique Recreational Vehicle Resort environment. The major collector street that runs from northwest to southeast is designed to have a divided highway with a median varying in width from 20 to 50 feet. The median is aligned with one of the major ridgelines on the property enabling some of the natural vegetation to remain in place and minimize construction to one of the most visible natural features on the site. As noted previously, the natural washes will be left in a natural state preserving the existing flora. In addition to the preservation of the washes, approximately 50 percent of the RV site will be maintained as either natural untouched open space or open space that will be revegetated to its original condition.

This Resort and Commercial designations are intended to provide development that integrates a combination of active and passive recreational amenities and ancillary commercial opportunities in areas of exceptional scenic and environmental quality. The RV Resort plan has been designed in concert with the existing contours of the land which minimizes cuts and fills and retains more of the existing vegetation in place. The individual recreational vehicle pads and spaces have been designed and orientated in a manner that takes advantage of views, minimizes alteration of the natural landscape, and provides substantial setbacks from the roads to allow additional landscaping to screen or soften the visibility to the individual sites from the roadway. The RV pad sites will blend in harmony with the surrounding desert minimizing permanent structures and surfaces. The pad surface will be constructed, subject to City approval, of a stabilized decomposed granite material that will blend in color with the surrounding desert surface. A small 8 X 16 foot concrete pad will be provided at each site that will be finished with a heavy salt pitted color finish. Cuts and fills to achieve the finish grades of sites will be minimized.

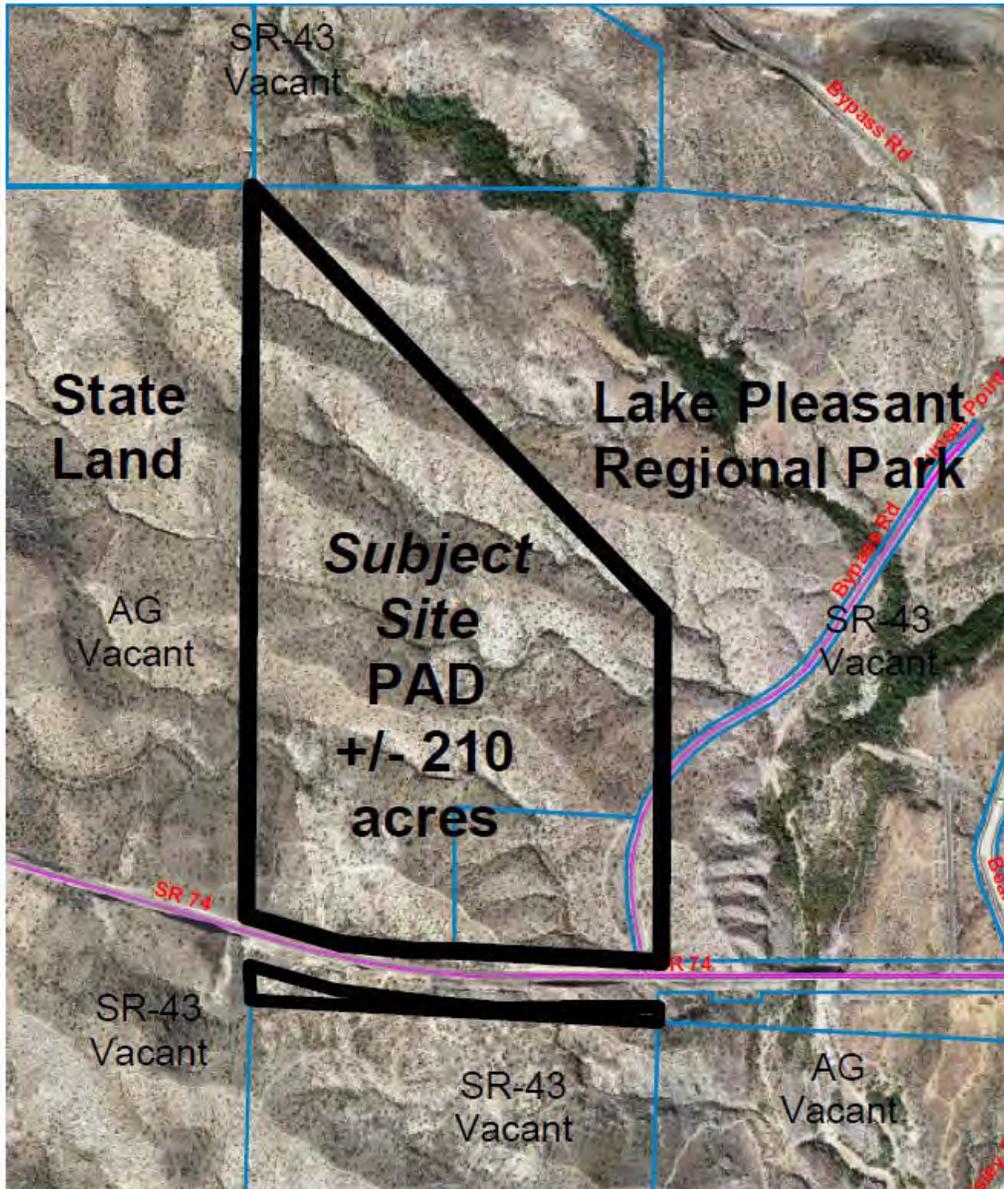
This project will be one of Peoria's most unique resort communities nested in the scenic desert near Lake Pleasant. The high standard of creative design is sensitive to environmental conditions and is prescribed both pictorially and in a narrative format in this PAD. This proposal will offer a true Arizona desert experience, with hiking, swimming, and other leisure activities while also taking advantage of the activities associated with nearby Lake Pleasant Regional Park.

Based upon the analysis provided above, we believe this proposed amendment is consistent with the overall intent and goals of the General Plan and will be beneficial to the surrounding area as an additional recreational resort.

Parcel 1 (Southeast Property)

The existing 1998 single-family residential and commercial land use entitlement will remain on the property (Appendix B). In addition, the Recreational Vehicle Resort component will be allowed. The concept of the Recreation Vehicle Resort component is to create a special place for

visitors to enjoy a vacation experience that is in a rural area which has been designed with maximum desert/open with minimal street widths and street improvements. A minimum of 50% of the Recreational Vehicle Resort site will be preserved and the Recreational Vehicle spaces will be designed in order to limit the disturbed area. Amenities such as pools, clubhouse, walking paths will be incorporated. In many cases, subject to City approval, streets with limited street lights, sidewalks, curb and gutters are proposed to further minimize impacts to the natural rural ambience of the area. The parcel is subject to the City of Peoria's Hillside Overlay and Desert Lands Conservation Overlay ordinances, except as modified herein.



Parcel 1 – (Southeast Property)



Recreational Vehicle Lifestyle

It is estimated that 8 million U.S. households currently own Recreational Vehicles. With that number growing each year, so does the demand for new, quality Recreational Vehicle Resorts to accommodate those enthusiasts who take to the road each year for months at a time. Recreational Vehicle Resorts in desirable vacation spots from southern Florida to the northern Pacific have been established and are being built to meet the demand of this rapidly growing vacation segment. The ***Cholla Hills*** project presents a great and timely opportunity to tie into this market making this scenic portion of Peoria next to Lake Pleasant a new vacation destination for RVers across America.

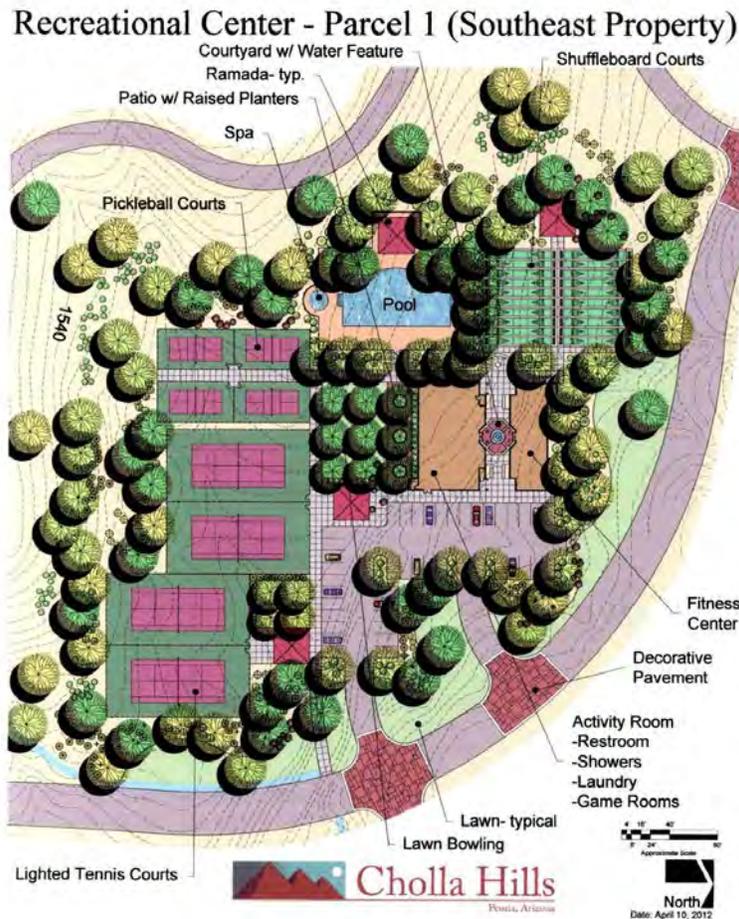
What sets ***Cholla Hills*** apart from most Recreational Vehicle parks is the emphasis on providing a significant amount of meaningful open space within the development. Whereas typical Recreational Vehicle parks are characterized by a density of 15 RV sites per acre, ***Cholla Hills*** proposes a density just over 3. Additionally, ***Cholla Hills*** proposes individual Recreational Vehicle sites surrounded by undisturbed desert that will accommodate a variety of Recreational Vehicles. Recreational Vehicles range from the smaller, towable camping vehicles to the larger, more elite custom motor coaches. These custom rigs are built with high quality appointments that rival hotel suites. Retractable canopies and expandable slide outs can add up to 450 square feet of living space when parked.



Perspective View of Recreational Center at RV Park

The 41-space landscaped parking lot will provide ample parking for tenants and guests. Landscaped areas with earth berms, granite surface boulders, mature salvaged indigenous trees, and decorative paved surfaces will enhance the recreational center. The buildings and ramadas will consist of stone veneers, rough sawn wood, and desert earth tones to blend in harmony with the desert.

As compared with a typical single family home, a recreational vehicle disturbs far less area and thus allows for retention of large amounts of open spaces resulting in considerably less impact on the land when compared to a single family development. The existing Residential Estate land use designation allows homes with yards, streets, and infrastructure to be built to accommodate homes on a large footprint all of which causes considerably more impact on the land than the proposed Recreational Vehicle Resort request.



Commercial Development

Architectural elevations and plans for all development proposed by this PAD will be reviewed by the City to ensure compliance with the City of Peoria’s design guidelines and the architectural themes established in this PAD. Elevations, colors, materials and building relationships will be reviewed by the City to ensure that the proposed architecture is compatible with and commensurate in quality with the attached exhibits.

The commercial development is intended to accommodate both the general public as well as the guests who will be visiting and utilizing the amenities of Parcels 1 & 2. The Development will be of a quality commensurate with the following illustrations.

Cholla Hills

Planned Area Development - Amendment #1



Verrado, Arizona

DC Ranch, Scottsdale, Arizona



Terravita

Gray Hawk, Scottsdale, Arizona

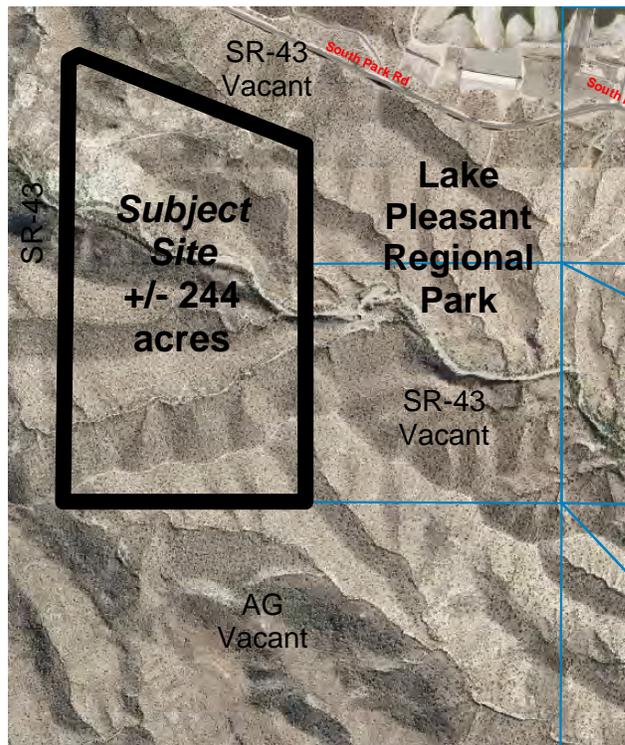
Lake Pleasant Marketplace, Peoria

Representative examples of commercial architectural characters and materials.

The above representations illustrate and establish a level of quality which will be the benchmark against which future site plan and elevation submittals will be judged by City Staff. While the applicant may submit elevations which differ in character from the representations shown in this PAD, the intent of these exhibits is to establish a level of quality for the proposed commercial development; The Staff shall ensure that the level of quality shown in these exhibits are commensurate in quality with the actual elevations, materials, colors which are ultimately provided with each Design Review application. Additionally, any storage use must be visually screened through the use of landscaping, walls, etc. as approved by the City to ensure such facility is not visible from public streets.

Parcel 2 (Northwest Property)

Parcel 2 - (Northwest Property) is 244 acres and is located one half mile west of (Parcel 1). The existing zoning on this parcel is SR-43 single-family residential. Access to the site is via a State Land perpetual easement which connects the two parcels. Peoria’s General Plan provides for up to 2 units per acre on this parcel. The parcel is subject to the City of Peoria’s Hillside Overlay and Desert Lands Conservation Overlay ordinances, except as modified herein. A low intensity 240 room resort and a 1.0 DU/AC residential development associated with the resort is proposed on this project. The 1.0 DU/AC residential units are exclusive of the rooms and casitas, and other for rent units associated with the resort.



Parcel 2 – (Northwest Property)

Parcel 2's unique topography includes a series of moderately sloping plateau-ridges which cross the site from northwest to southeast. Between these plateaus are deep, stone-walled washes with sandy bottoms that make this site a unique and attractive desert environment. The resort will be located to take advantage of the topography and spectacular views associated with the property. The resort development will consist of a traditional resort building and small "cottage"-style casitas, located near the main resort buildings. The casitas will be located within the natural desert setting.

In addition to the casitas, the resort will provide residential homes which are located adjacent to the resort. These homes, like those single family developments adjacent to such resorts as The Boulders, Four Seasons, The Wigwam & Pointe Resorts will be a part of the resort environment and will be entitled to utilize resort amenities.

All units and development in Parcel 2 shall be located to follow the contours of the gentler upper slopes in order to minimize cuts and fills in an effort to blend into the surrounding desert environment. A trail system within the open spaces will be provided throughout the development which will connect the different components within Parcel 2. The resort and residential community will offer a true Arizona desert experience, with hiking, swimming, and other leisure activities on site in addition to the nearby amenities associated with the lake Pleasant Recreation Area.

This development proposed by this PAD Amendment will be a natural transition into the surrounding properties. Most of the lands surrounding the subject parcels are BLM, State Trust Land, or part of the Lake Pleasant Regional Park all of which are intended to have very little development. The PAD's proposed uses are consistent and compatible with these surrounding land uses. Additionally, the resort and residential resort uses are designed to blend in and be part of the open space/desert character of those surrounding land uses which are located adjacent to the resort. The homes proposed on Parcel 2 will be like those single family developments adjacent to such resorts as The Wigwam, The Boulders, and Pointe Resorts and will in fact be a part of the resort environment and will be entitled to utilize resort amenities. This resort/residential project, with its limitation on disturbable area, is environmentally sensitive and respective of the desert. The adherence to the City's Hillside Ordinance will ensure a high quality architectural appearance for all buildings within this project.

The below representations illustrate and establish a level of quality which will be the benchmark against which future site plan and elevation submittals will be judged by City Staff. While the applicant may submit elevations which differ in character from the representations shown in this PAD, the intent of these exhibits is to establish a level of quality and the Staff shall ensure that the level of quality shown in these exhibits are commensurate in quality with the actual elevations, materials, colors which are ultimately provided with each Design Review application.

Cholla Hills

Planned Area Development - Amendment #1



Boulders Resort, Scottsdale, Arizona

Cholla Hills

Planned Area Development - Amendment #1



Wigwam, Litchfield Park, Arizona

Cholla Hills

Planned Area Development - Amendment #1



Camelback Inn, Paradise Valley, Arizona

Cholla Hills

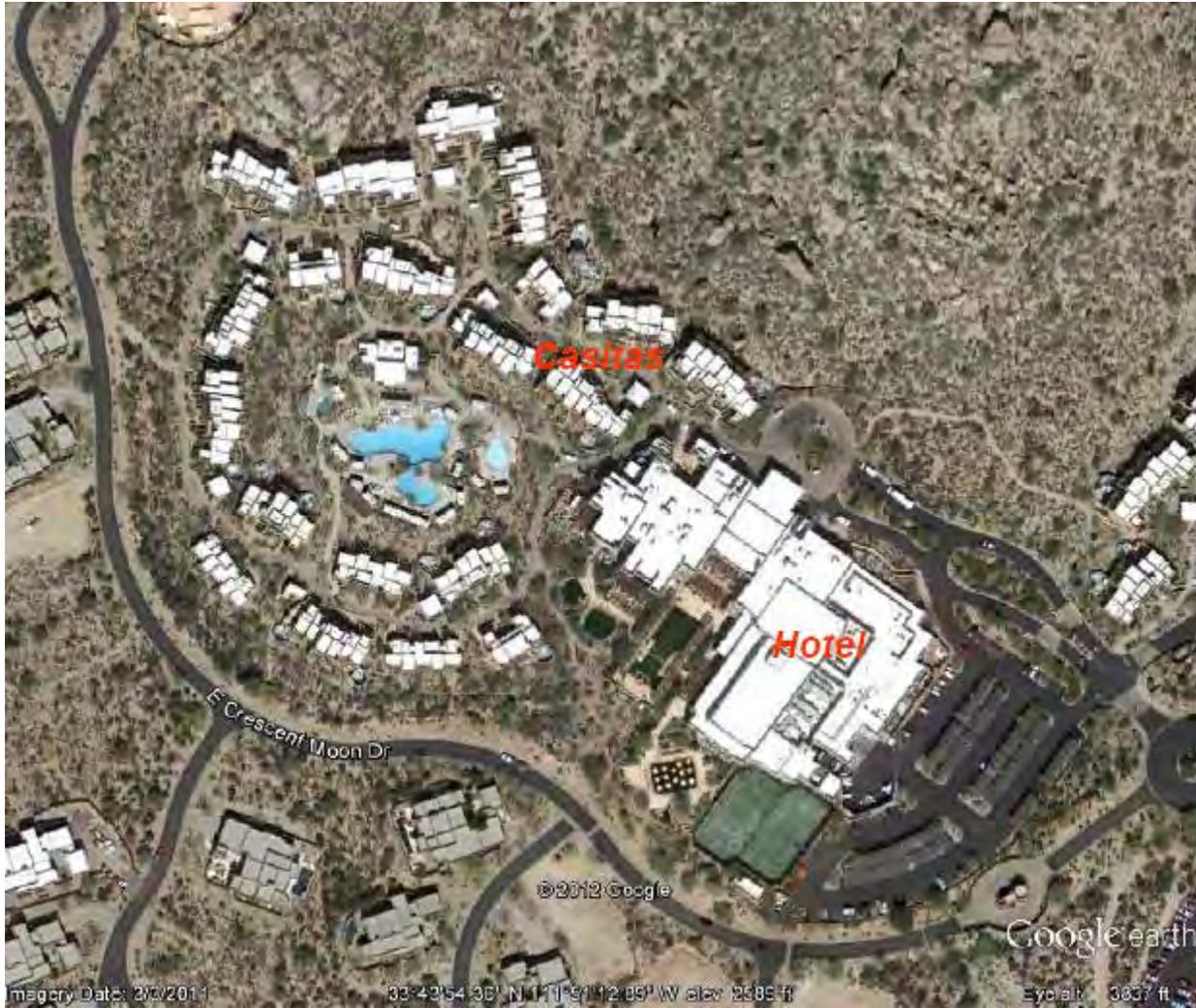
Planned Area Development - Amendment #1



Hermosa Inn, Paradise Valley, Arizona

Cholla Hills

Planned Area Development - Amendment #1



Four Seasons Resort, Scottsdale, Arizona

DESCRIPTION OF PROPOSAL

As previously mentioned, the existing single-family residential, and commercial designations granted in the 1998 zoning case (Z98-03) will remain as allowable uses on the property. The proposed resort use and additional commercial acreage proposed for Parcel 1 (Southeast Property) will be in addition to these 1998 approvals.

This PAD Amendment seeks to amend the existing The Estates at Lakeside PAD to allow for development for a Recreational Vehicle Resort development component on Parcel 1 (Southeast Property), and architecturally integrate a commercial project on the S.R. 74 frontage of Parcel 1 and a resort and residential resort community on Parcel 2 (Northwest Property).

Development of the 750 luxury Recreational Vehicle Resort Use on Parcel 1 will be subject to the attached site plan and the environmental and development restrictions enumerated in this PAD application which include a provision which mandates a minimum of 50% of the total land area as native desert open space. The Recreational Vehicle Resort Site Plan provides a development character which respects the natural environment. This proposal ensures the retention of the existing washes as open space; preserves the spectacular views of desert open space; and retains a significant amount of the site's natural topography remains in place.

Parcel 1 (Southeast Property) Site Plan

On-site vehicular roadways are designed and will be engineered to be sensitive to the property's natural topography. The roadway system serving access to the individual RV pad sites is designed to follow the topographic contours to reduce the impact to natural features and flora. The RV spaces will be setback a minimum of 20 feet from the roadway edge and the pads will have finish elevations that blend with the surrounding elevations to minimize grading. Pads will be orientated to either take advantage of scenic views or to minimize intrusion to existing indigenous large specimen trees. All spaces will be designed on the slopes with the natural ridgelines left in a natural vegetative state to minimize the visual impact to the site.

The central clubhouse amenities for the Recreational Vehicle component include tennis courts, pickleball courts, shuffleboard courts, a large lap pool, jacuzzi, lawn bowling, and an indoor fitness center and activity/game rooms with restrooms, showers, and laundry. A 42 space paved parking lot will serve the complex along with a trail system that connects the central amenities with all the remote pad sites. The buildings, ramadas, and other structures will be stone faced with colors blending with the natural desert surroundings. The recreational vehicle resort will be accessed from one of two gated entry points. The first access point will connect to S.R. 74 and continue through the commercial area. The second access point will be from the Old Lake Pleasant access road on the east side of the property. The main collector road running in an east-west direction will be a divided roadway with a median that will have an abundance of existing and introduced indigenous plantings on a natural ridge that ranges in height from 4-8 feet above

the adjacent roadway. The two gated entries will be enhanced with additional structures including a “manned” gatehouse, water features, an abundance of landscaping, monument/wall signage that will have a soft backlighting for a shadow affect, and a variation of stone clad walls and naturally weathered tube steel decorative fencing. The RVer’s who will be locating here will be seasonal visitors who will generally be vacationing for anywhere between a few days to six month. No permanent stays shall be allowed.

The commercial uses allowed on this parcel will be limited with potentially noxious C-2 uses being eliminated. Height of C-2 uses will be limited to 30-feet.

Recreational Vehicle Resort Site Plan Parcel 1 (Southeast Property)

Existing Reservoir

Plan Data:

Overall Project Area-
Parcel 1&2: 454± Acres

Parcel 1: 210 Acres
Parcel 2: 244 Acres

Existing Zoning:

Parcel 1: PAD (Case #Z98-03)
Parcel 2: SR-43

Request:

Parcel 1: PAD Amendment
Parcel 2: Rezoning

Proposed Uses:

Parcel 1:
A. Recreational Vehicle Resort-
187 Acres- 750 Sites
B. Commercial- 23 Acres
Parcel 2:
C. Resort- 244 Acres;
144 Units, .59 DU/Ac

State Land
AG
Vacant Land

Future Access
to be provided through
State Land Parcel

Secondary Gated
Access to RV Resort

Commercial Access

WWTP

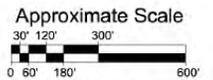
Lake Pleasant
Regional Park
SR-43
Vacant Land

Legend:

-  Commercial
-  Desert Open Space
-  Preserved Desert
(Included w/ RV Project)
-  Private Roadway
-  Trail System

Lake Pleasant
Regional Park
SR-43
Vacant Land
**Primary Gated
Access to RV
Resort**

Applicant/Zoning Attorney:
Earl, Curley & Lagarde, P.C.
3101 N. Central Ave., Suite 100
Phoenix, Arizona 85012
602-265-0094

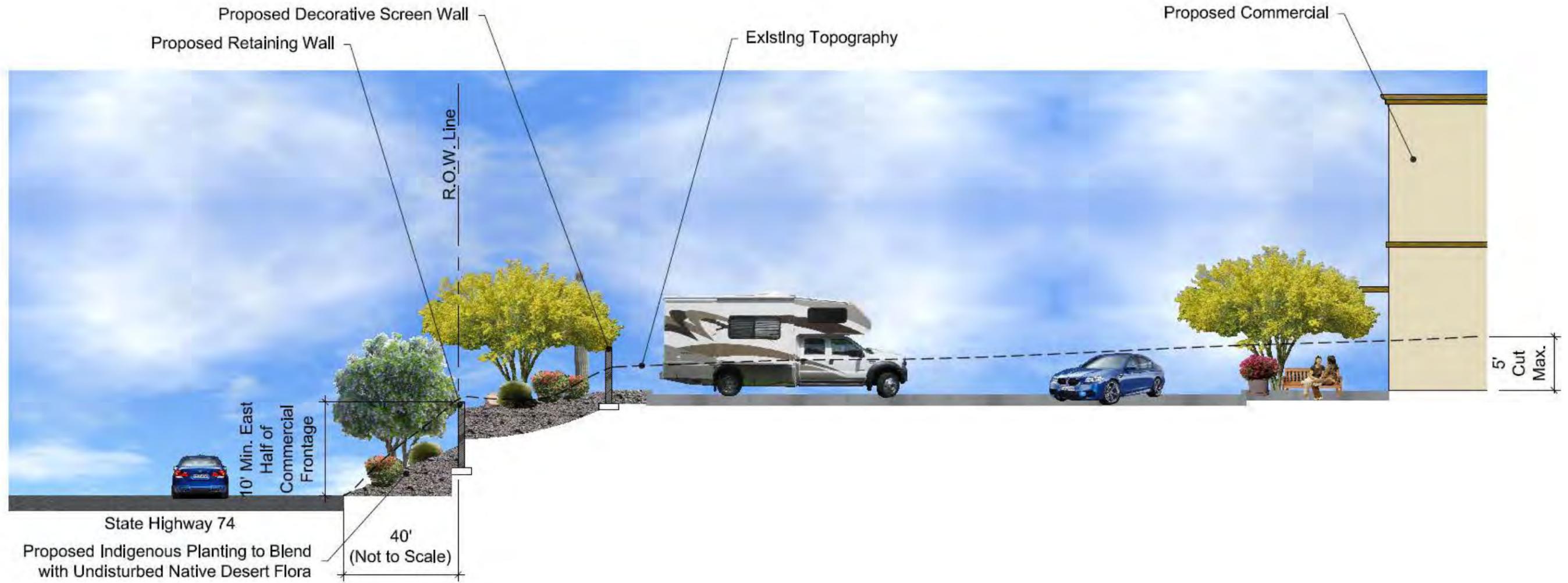


State Land SR-43 Vacant Land



Cholla Hills

Peoria, Arizona



State Highway 74 Section

Parcel 2 (Northwest Property) Site Plan

The northwest project proposes to retain 122 acres (50%) as undisturbed natural open space. The Resort Community will consist of low scale resort buildings with associated small "cottage"-style casita, time share, condominium, and/or townhouse units located near the main resort building. The design concept is to minimize disturbance of the natural environment. This approach will allow the development to take advantage of the scenic and desert vistas. The Resort Community will offer a true Arizona desert experience, with hiking, swimming, and other leisure activities on site and have the activities associated with the Lake Pleasant Recreation Area available offsite.

The residential component of 1.0 DU/AC (this figure does not include units associated with the Resort) will strictly limit the areas which can be developed. Disturbable area to accommodate the homes will be severely limited and all areas surrounding the living unit will remain as open space. For example, no walls/fences will be allowed around the homes and development will be limited to 1,500 square feet per lot. Lastly, there will be easements which preclude development and/or disturbances of areas outside of the living structure.

Resort Site Plan Parcel 2 (Northwest Property)

Plan Data:

Overall Project Area - Parcel 1 & 2: 454+/- Acres

Parcel 1: 210 Acres

Parcel 2: 244 Acres

Existing Zoning:

Parcel 1 - PAD (Case #Z98-03)

Parcel 2 - SR-43

Request:

Parcel 1: PAD Amendment

Parcel 2: Rezoning

Proposed Uses:

Parcel 1:

A. Recreational Vehicle Resort - 187 Acres - 750 Sites

B. Commercial - 23 Acres

Parcel 2:

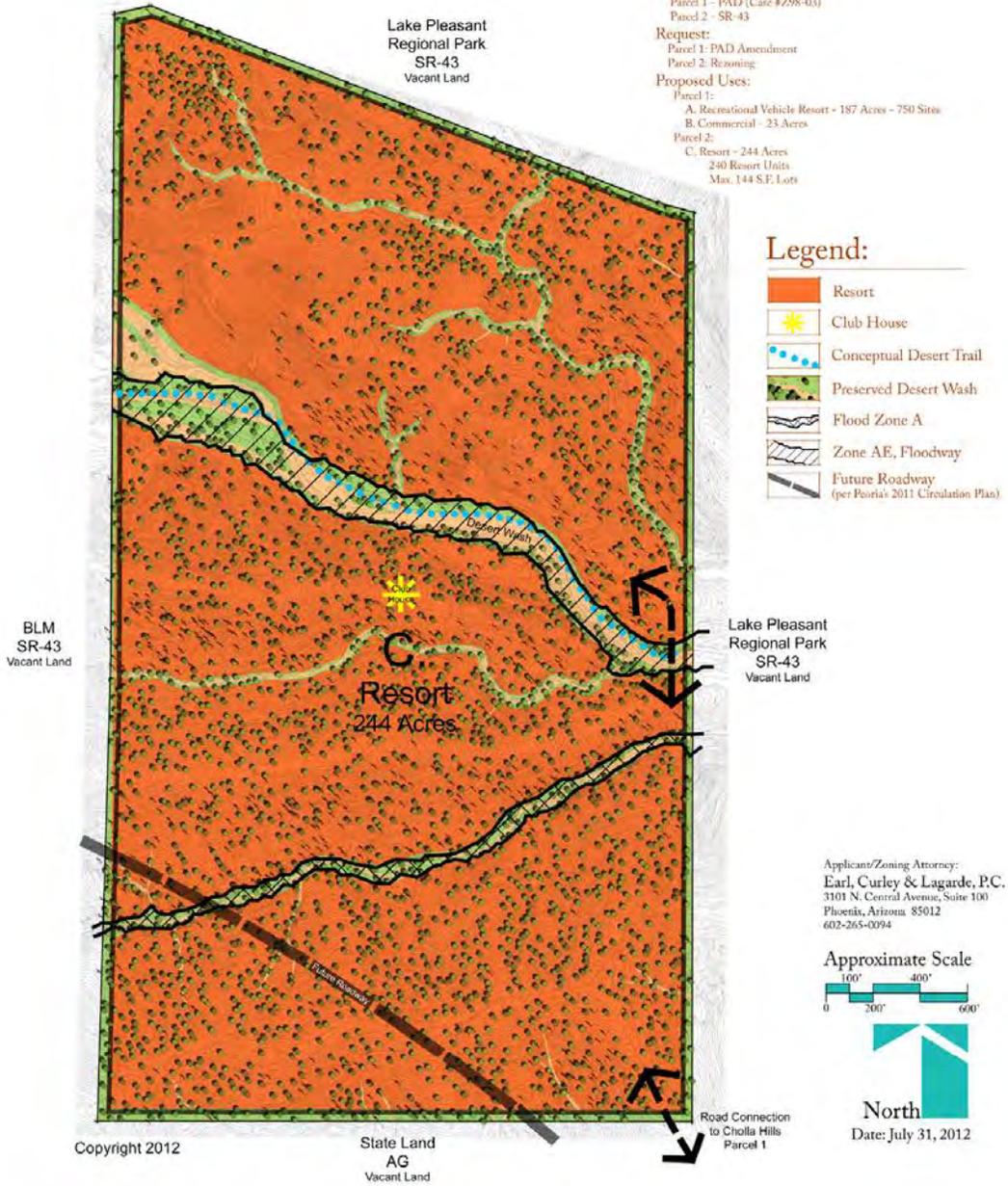
C. Resort - 244 Acres

240 Resort Units

Max. 144 S.F. Lots

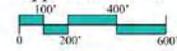
Legend:

-  Resort
-  Club House
-  Conceptual Desert Trail
-  Preserved Desert Wash
-  Flood Zone A
-  Zone AE, Floodway
-  Future Roadway (per Peoria's 2011 Circulation Plan)



Applicant/Zoning Attorney:
Earl, Curley & Lagarde, P.C.
3101 N. Central Avenue, Suite 100
Phoenix, Arizona 85012
602-265-0094

Approximate Scale



North
Date: July 31, 2012



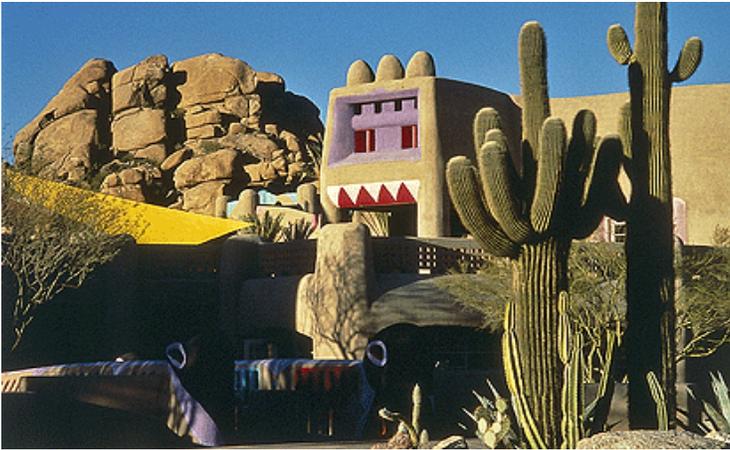
Cholla Hills

Peoria, Arizona

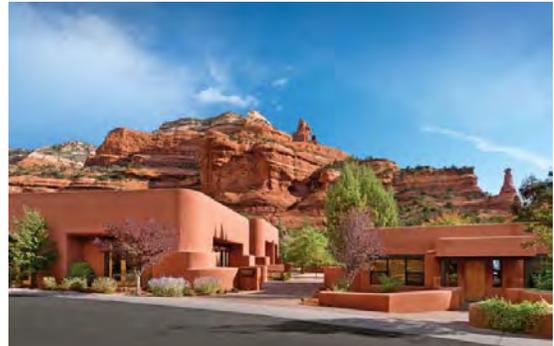
Cholla Hills

Planned Area Development - Amendment #1

The below representations illustrate and establish a level of quality which will be the benchmark against which future site plan and elevation submittals will be judged by City Staff. While the applicant may submit elevations which differ in character from the representations shown in this PAD, the intent of these exhibits is to establish a level of quality and the Staff shall ensure that the level of quality shown in these exhibits are commensurate in quality with the actual elevations, materials, colors which are ultimately provided with each Design Review application. Additionally, any storage use must be visually screened through the use of landscaping, walls, etc. as approved by the City to ensure such facility is not visible from public streets.



El Pedregal, Scottsdale, Arizona



Enchantment Resort Casitas, Sedona



Four Season Resort



Camelback Inn, Phoenix, Arizona



Four Seasons Resort, Scottsdale, Arizona

Representation of Resort Character

Cholla Hills

Planned Area Development - Amendment #1



Wigwam, Litchfield Park, Arizona



Auberge Sedona Cabin Lodging



Wigwam, Litchfield Park, Arizona



Encantado, Santa Fe, New Mexico

REGULATORY PROVISIONS

This PAD Amendment request has been prepared in accordance with Article 14-33 of the Zoning Ordinance of the City of Peoria, Arizona to establish the regulatory framework for the **Cholla Hills** development by creating development standards and design guidelines specific to the context of this site. This PAD Amendment is in addition to Zoning Narrative & Standards Report for Estates at Lakeside PAD approved by the City of Peoria Council on November 3, 1998. This is a document comprised of project specific zoning regulations, including permitted uses, development standards, and the project's design criteria. In the event of a conflict between a provision of this PAD and a provision of the Zoning Ordinance of the City of Peoria, the PAD prevails. Where the PAD is silent on a matter, the Zoning Ordinance shall prevail. The PAD Amendment does not modify other City Code provisions or requirements.

PARCEL 1 (SOUHTEAST PROPERTY) PERMITTED USES

- The approved permitted uses as described in the Estate at Lakeside Zoning Narrative and Development Standards narrative dated Revised May 26, 2000 shall remain on Parcel 1 (Southeast Property). (Appendix B);
- Detached Single Family Residential and/or Resort (Appendix B);
- Resort and Commercial associated with resort development and open space;
- Permitted Uses, Permitted Conditional Uses and Accessory Uses as outlined in Articles 14-9-2 (C-2) and 14-9-3 Land Use Matrix of the City's Zoning Ordinance. Such non-residential uses shall only be permitted on the commercial designated parcel;
- Permitted Principal Uses and Permitted Conditional Uses as outlined in Articles 14-8-3 and 14-8-4 of the City's Zoning Ordinance, including a Recreational Vehicle Resort use as described herein;

- The following uses shall be prohibited uses over the entire site:
 - Auto Parking Lot or Garage as Principal Use.
 - Auto Parts and Accessory Store.
 - Auto Sound System Installation, Auto Glass Tinting & Repair and similar uses.
 - Automobile Diagnostic and/or Service Establishment, including engine & transmission overhaul, repair facilities & similar service.
 - Automobile Rental Facility.
 - Tire Sales, Repair and Mounting.
 - Gas Stations or drive-thrus.
 - Adult uses.
 - Golf Courses.
 - Recycling Collection Point.
 - Pawn Shop.
 - Permissible Consumer Fireworks Sales.
 - Nursing or Convalescent Home, Long term Care Facility.
 - Appliance, Furniture, & Household Equipment Sales and Rentals.
 - Sales & Storage of grain, feed, seed, fertilizer, farm & garden supplies.
 - Bus Terminals
 - School Bus Parking and Maintenance Facilities.
 - Cell Tower/facility unless stealth.

This application also strictly regulates the development theme for the site via the PAD's: development standards, design criteria, preservation of open space, and the project's theme for all permitted uses.

PARCEL 1 (SOUTHEAST PROPERTY) DEVELOPMENT STANDARDS

Single Family Residential:	No change. Development Standards remain as approved through The Estates at Lakeside, Application Z-98-03, except as modified herein.
Recreational Vehicle Resort:	See below standards herein.
Commercial:	See below standards herein.

PARCEL 1 RECREATIONAL VEHICLE RESORT DEVELOPMENT STANDARDS

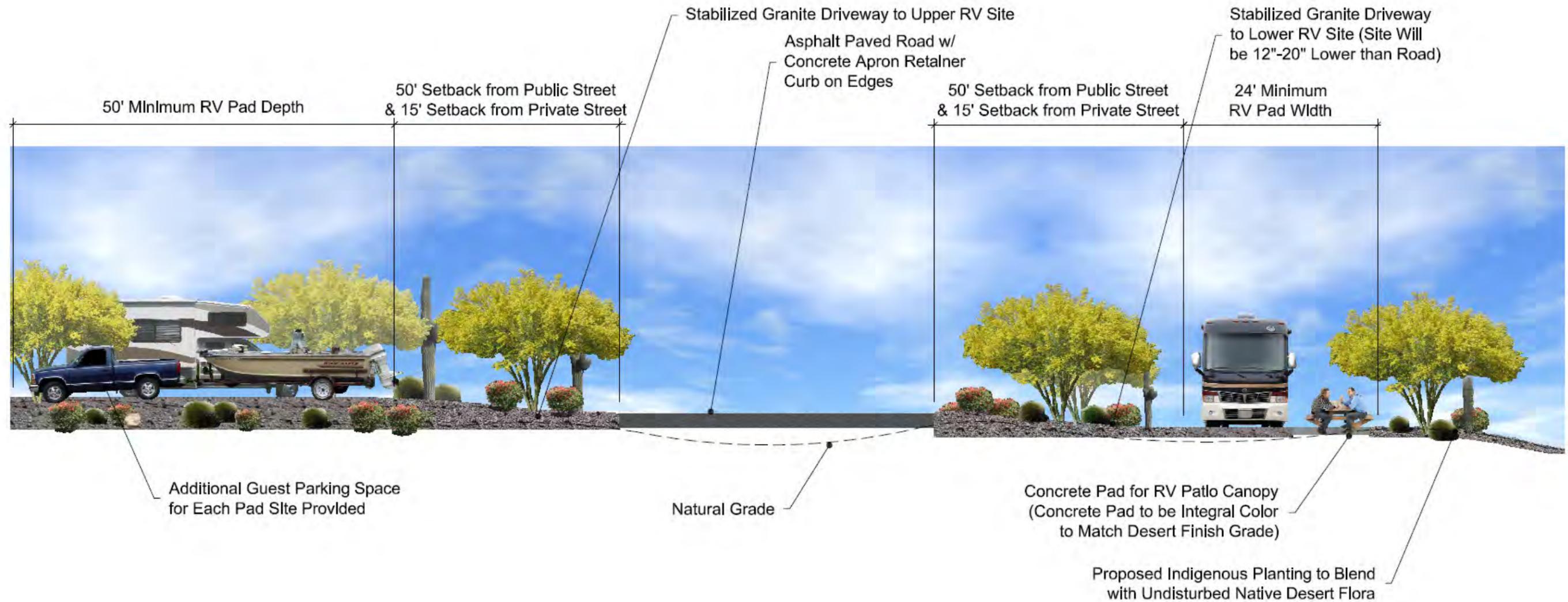
Conceptual Recreational Vehicle Resort Site Plan

This PAD amendment includes a Recreational Vehicle Site Plan, a Preliminary Development Plan of the central clubhouse and amenities, a Typical Gated Entry Plan, a typical RV Site Layout, and various elevations, sections, and perspectives which illustrates the scope, quality of the proposal, the amount of open space being provided, the limitation on the amount of grading being proposed, and the overall nature of the development which is sensitive to and responds to the sites topography and natural features. Development shall be consistent with material presented in this PAD booklet.

The proposed Recreational Vehicle Resort development standards are unique to this lot layout and product and only apply to the site if it is developed as a Recreational Vehicle Resort community. The standards are as noted in the following Development Standards Table:

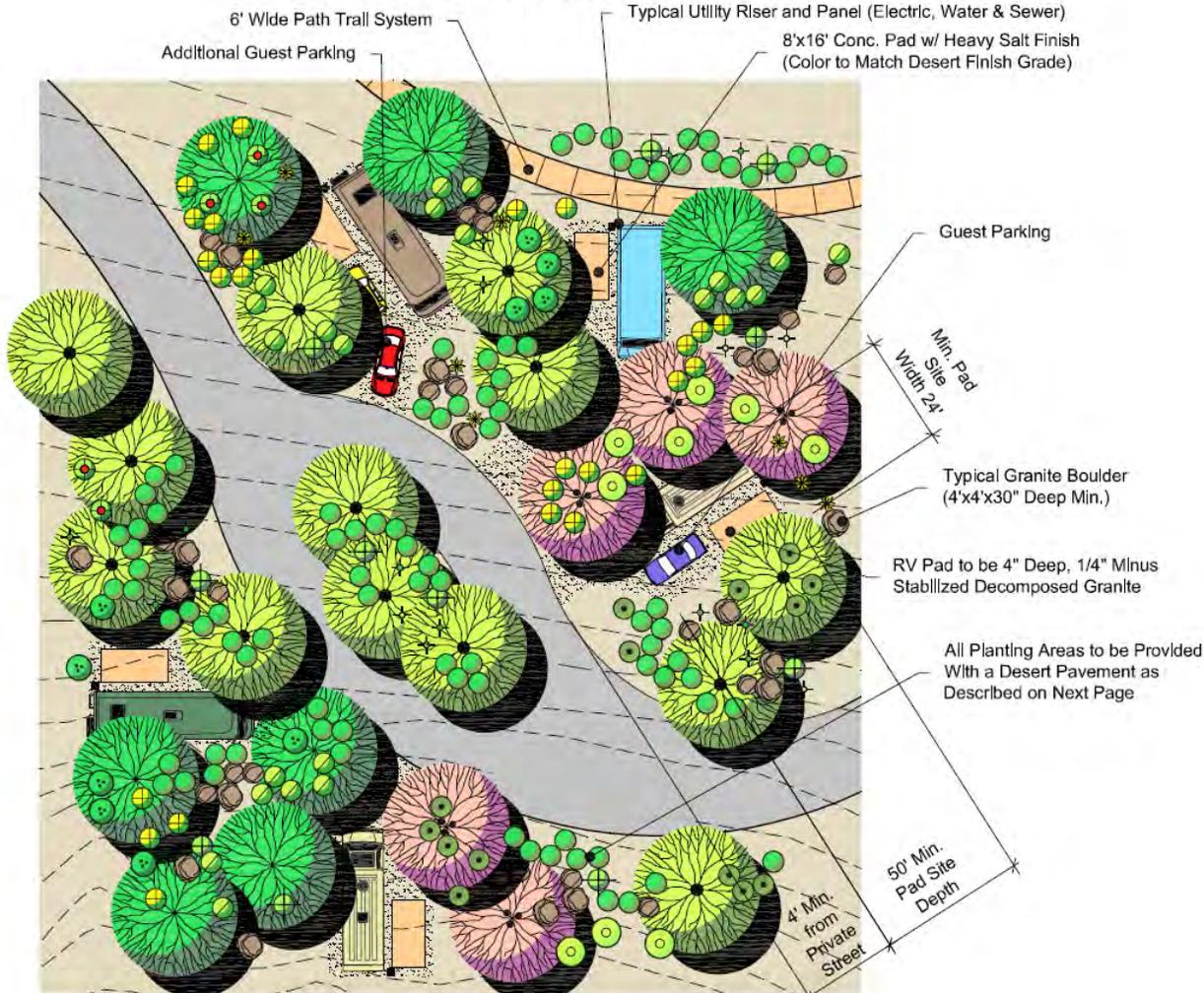
Recreational Vehicle Resort Development Standards

Development Standards	Proposed PAD Amendment
Minimum Area.	Ten (10) acres undivided by a public street except as provided in 14-8-3 (b-6) of this code and based on full acre including street easements.
Minimum Area Per Recreational Vehicle Site.	One thousand two hundred (1,200) square feet
Minimum Recreational Vehicle Site Width.	Twenty-four (24) feet. (See Typical RV Site Layout & Typical RV Site Section exhibits)
Minimum Recreational Vehicle Site Depth.	Fifty (50) feet. (See Typical RV Site Layout & Typical RV Site Section exhibits)
Minimum Setback for Recreational Vehicle Park.	Fifty (50) feet from any public street. 15-feet from perimeter property line.
Minimum setbacks for Recreational Vehicles	Four (4) feet from any private street. Fifteen (15) feet between recreational vehicles on adjacent sites.
Minimum Private Street Width.	Twenty-five (25) feet measured between edge/curb faces.
Maximum Building Height.	Two stories or thirty (30) feet, whichever is less.
Recreation and Open Space Area.	Minimum fifty percent (50%) of area less private streets shall be devoted to recreation and natural or re-vegetated open space.
Recreational Vehicle Lot/Pad shade	Minimum fifty percent (50%) shade shall be provide for each Recreational Vehicle Lot/Pad by vegetation (see Typical RV Preliminary Landscape Plan & Landscape Guidelines)
Recreational Vehicle Storage Area.	Long term storage of Recreational Vehicles such boats, utility trailers and the like not in use with the primary RV guest/tenant shall be located with the commercial parcel.



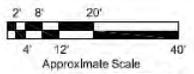
Typical RV Site Section

Typical RV Preliminary Landscape Plan



Plant Schedule:

	Tree	Salvaged From On-site		Simmondsia Chinensis	5 Gallon
	Saguaro	Salvaged From On-site		Jojoba	Full, Past Can
	Oleia Tesota	48" Box		Creosote	5 Gallon
	Ironwood	Multi-trunk		Triangle Bursage	Full, Past Can
	Cercidium Floridum	36" Box		Chuparosa	5 Gallon
	Blue Palo Verde	Multi-trunk		Fairy Duster	Full, Past Can
	Opuntia Violacea	7-8 Pads		Giant Hesperaloe	5 Gallon
	Purple Prickley Pear	5 Gallon Min.		Ruellia	Full, Past Can
	Echinocactus Grusonii	18" Ht.			
	Golden Barrel Cactii				
	Encella Farinosa	5 Gallon			
	Brittle Bush	Full, Past Can			



Use of Recreational Vehicle site

- A. No recreational vehicle or accessory structure shall be placed over any existing utility easements.
- B. On-site parking shall be provided for one vehicle in addition to the recreational vehicle. Such vehicle parking stall dimension shall be a minimum of 8.5 feet wide x 18 feet long.
- C. All recreational vehicle camp sites/pads shall consist of surface which is compacted and shall consist of materials which help to reduce dust.
- D. No access to Lake Pleasant Park without permission.

Occupancy

- A. Development plans for the Recreational Vehicle Resort shall be submitted to the City Staff for its review and approval prior to the issuance of building permits.
- B. The length of stay for the typical RV user shall be between a few days to six months. No permanent stay shall be permitted. Maximum stay for guest shall be 6 months or 180 days in any given calendar year.

General Regulations

- A. All direct vehicular access shall be from abutting arterial or collector streets.
- B. It shall be the responsibility of the park owners or managers of rental parks to see that all sections of this article are complied with, including requirements relative to required permits.

PARCEL 1 RECREATIONAL VEHICLE RESORT SIGNAGE

The project may include up to two freestanding wall signs near the street and main entrances to the development. Such signage shall be integrated into the landscaping and/or theme walls. Total Sign area for permanent signs requiring permits shall be 64 square feet, with no more than 32 square feet on any one street frontage. All signage shall be in accordance with Article 14-34 of the Zoning Ordinance. No billboards or pylon signs will be permitted.

PARCEL 1 COMMERCIAL PROPERTY DEVELOPMENT STANDARDS

Any commercial development within the 23 acre commercial parcel on Parcel 1 (Southeast Property) shall comply with Article 14-9, Section 14-9-6 Property Development Standards for C-2 in the City's Zoning Ordinance except as modified as herein and except that the maximum building height shall be limited to 30-feet.

COMMERCIAL DESIGN GUIDELINES

Design of the commercial development within the PAD shall comply with the City of Peoria Hillside Ordinance and Design Review Manual for Non-Residential uses and shall be compatible with a desert character theme.

In addition to the City’s Design Review Manual the below ***Architectural Design*** provisions seek to create a foundation for design that will ensure development of an attractive, high quality mixture of architectural styles with primary emphasis on a low density commercial appearance. Buildings will feature creative applications of materials, colors and textures. The design of each building within the overall commercial development, including complementary uses such as retail, restaurants and hotels, will be compatible through the use of compatible materials and colors while creating a strong individual identity consistent with their individual use and purpose. **This document provides representative examples of architectural characters and materials with finishes and color.**





Mountain Ranch Marketplace, Goodyear, Arizona



Lake Pleasant Commercial, Peoria

Representative examples of architectural characters and materials.

The above representations illustrate and establish a level of quality which will be the benchmark against which future site plan and elevation submittals will be judged by City Staff. While the applicant may submit elevations which differ in character from the representations shown in this PAD, the intent of these exhibits is to establish a level of quality and the Staff shall ensure that the level of quality shown in these exhibits are commensurate in quality with the actual elevations, materials, colors which are ultimately provided with each Design Review application. Additionally, any storage use must be visually screened through the use of landscaping, walls, etc. as approved by the City to ensure such facility is not visible from public streets.

The architectural design elements for these buildings include:

1. Building modulation, indentations and architectural details;
2. Building entry accentuation;
3. Four sided architecture;
4. Building entrances shall be emphasized through the use of special building materials, architectural design and enhanced landscaping;
5. Particular design emphasis should be placed on those sides of the building most visible to S.R. 74 traffic. Building facades may be used to promote the corporate image on large wall expanses or for non-administrative buildings on the most critical building sides;
6. Windows and glazing areas should include a variety of shapes, insets, shading devices, accent mullions or other treatments that complement the overall building design;
7. Building wall articulation is required on the buildings with appropriate details and elements to help create pedestrian scale and a sense of quality. Horizontal banding will likewise be used to foster this pedestrian scale;
8. Boulder retaining walls.
9. The east half of the property's frontage along S.R. 74 is largely screened from view because there is a 10ft grade differential between S.R. 74 and this property's frontage. The western half of the property's frontage along S.R. 74 is lower than the adjacent street and therefore any commercial development will be required to provide screening through landscape and/or additional berming along S.R.74.

10. Reduction of building mass may be achieved by using a combination of the following techniques:
 - a) Variations in rooflines, parapets and/or other significant roof or canopy forms shall be used to reduce the scale of commercial buildings. Roof size, shape, material, color and slope should be coordinated with the scale and theme of the building. Parapets for concealing flat roofs shall feature three dimensional cornice treatments (where appropriate) or other similar details that enhance the building architecture. Where not used in conjunction with other roof elements, parapets should vary in height;
 - b) Use of ground level arcades and covered areas;
 - c) Use of protected and recessed entries;
 - d) Use of vertical elements on or in front of expansive blank walls;
 - e) Use of pronounced wall plane offsets and projections;
 - f) Use of focal points and vertical accents; and
 - g) Inclusion of windows on elevations facing streets and pedestrian areas.

Entrances

All buildings shall have clearly defined customer entrance(s) incorporating elements such as:

1. Canopies or porticos
2. Overhangs
3. Recesses/projections
4. Arcades
5. Raised parapets
6. Peaked roof forms
7. Arches
8. Entrance framed by outdoor pedestrian features or enhanced landscaping
9. Architectural details such as tile work and moldings integrated into the building structure to frame the entryway
10. Integral planters or wing walls that incorporate landscaped areas and/or sitting areas and
11. Enhanced pedestrian surfaces.

All buildings adjacent to roads shall have entryways that are unique and easily identifiable.

Building Materials

Approved Exterior Wall Material: Common clay brick, granite, marble, or other natural stone, concrete, concrete masonry units (provided that surfaces are integrally colored, painted, stained or have attractive exposed aggregate which must be approved as to color and texture) and shall have architectural relief, architectural metal, and stucco or plaster (synthetic systems simulating stucco or plaster are permitted) provided that finishes must be smooth, sand, or ceramic tile. Concrete may be allowed provided that the building is highlighted with architectural features. All exterior wall materials and design must be approved by City Staff.

PARCEL 2 (NORTHWEST PARCEL) PERMITTED USES

- Detached Single Family Residential associated with a Resort;
- Resort and ancillary Commercial associated with resort development and open space;

PARCEL 2 (NORTHWEST PARCEL) DEVELOPMENT STANDARDS

Heights, setbacks and separation will meet all applicable code and ordinance requirements and will be subject to review by City staff at the time of plat and site plan approvals, except as modified below. The residential component will only occur upon development of the resort component.

A. Development Standard for Permitted Residential Uses shall be as follows:

DEVELOPMENT STANDARDS	DETACHED SINGLE FAMILY	ATTACHED SINGLE OR MULTIFAMILY BUILDINGS	NON-RESIDENTIAL (RESORT) BUILDINGS
Maximum Density	1.0 du/ac	N/R	N/R
Minimum Lot Size	6,000-sq. ft. *	N/R	N/R
Maximum Lot Coverage (%)	25%	50%	50%
Minimum Lot Width	30-feet	N/R	N/R
Maximum Building Height	2-story or 30-feet	30-feet	30-feet
MINIMUM BUILDING SETBACKS			
Front	10-feet	20-feet	20-feet
Rear	15-feet	15-feet	15-feet
Side	5-feet	15-feet	15-feet
Corner	10-feet	15-feet	15-feet

<p>Detach Single Family</p>	<p>Attached Single or Multifamily Buildings</p>	<p>Non-Residential (Resort) Buildings</p>	<p>* A maximum of 1,500 square feet per residential lot shall be allowed to be disturbed for construction. Additionally, no walls shall be allowed on individual residential lots.</p> <p>N/R No minimum requirement.</p>
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The following development guidelines should be followed.

- 1) Streets should be planned to be located wherever the least amount of disturbance is reasonably possible. .
- 2) Residential units shall generally be located wherever the least amount of disturbance is reasonably possible. Generally the area which will involve the least amount of disturbance will be located along the plateau-ridge lines, where slopes are least severe. In some cases it may be necessary to cluster units to and minimize cuts and fills.
- 3) Development shall be in accordance with Peoria's Hillside Ordinance and the Desert Conservation Ordinance. Major washes and the steep slopes along the sides of the washes will be preserved as dedicated open space. Most of the resort/residential related buildings, casitas, condominiums, townhouses and/or time share units will back directly onto open space. Where lots do not have direct views onto open space corridors, access to them will be provided via pathways and "windows" into the washes and common areas.
- 4) A series of trails will be provided to access the open space areas where views of wildlife, rock formations and the desert landscape can be enjoyed. The pathways will be designed for minimum impact on the land and will blend into the natural terrain. Trails are planned, subject to City approval, to be cleared walkways, 4 to 6 feet wide with a native material surface. Improvements shall include path direction markers, erosion protection similar to that used in forest service trails, benches at natural overlook locations, small rock retaining walls and culverts at small wash crossings.
- 5) To provide the least amount of cuts and fills on individual single-family residential lots, a maximum of 1,500 square feet per residential lot shall be allowed to be disturbed for construction. Additionally, no walls shall be allowed on individual residential lots.

Architectural Style, Appearance

Development shall comply with the requirements as set forth in the City of Peoria Design Review Manual. Additionally, a Design Review Committee will be formed within the framework of the master homeowners association. This committee will monitor and review the architecture, site planning, landscaping and building modifications.

In addition to City's Design Review Manual, development shall conform with the following:

1. Use of colors and materials shall blend with the desert (no whites, pastels or red tile);
2. "Breaking up" the apparent mass of buildings through variations in roof lines, detailing of windows and use of "pop-outs";
3. Roof lines designed to reflect natural slopes and geologic forms;
4. Southwestern architectural character (no French Provincial, red barns, southern mansions, etc.);
5. Use of regional plant materials exclusively where visible from streets or common open space areas;

6. Low level light standards (bollard-style) to be used throughout;
7. Use of consistent design for house numbers, mailbox enclosures, street numbers and furnishings;
8. Garages may be side entry or detached and behind the principal structure.
9. Signage and lighting shall not consist of exposed neon.
10. All illuminated signs shall not be placed higher than 18-feet as measured from the adjacent grade.
11. Parking lot light pole shall not be taller than 18-feet and shall be shielded.

LANDSCAPE GUIDELINES

The sites are separated by undeveloped property in the Sonoran Desert and both sites have light to medium density indigenous Sonoran shrubs, trees, and cactus with a rolling topography that varies as much as 200 feet. Both sites are traversed with natural stream beds that flow from the northwest and through the sites to the southeast. The development plans proposed with this PAD will be enhanced with landscaping that is guided by the Sonoran Palette, yet allowing the diversity of introduced plant types that will enhance various spaces, structures, and pedestrian uses within the PAD. The overall landscape theme is intended to establish continuity and compatibility throughout the two communities.

As shown in the plan graphics that follow this narrative and in the "Desert Lands Conservation Guideline" in the appendix, the proposed plant palette will be generally lush indigenous Sonoran shrubs, trees, and cactus and the existing tree, saguaro, and barrel cacti in the path of construction that are healthy will be salvaged and re-used in the landscape to provide a mature landscape that is harmonious with the arid desert landscape. The existing salvaged and transplanted desert trees and cactus will provide for a minimum of 40% of the total trees provided in the landscape. This will provide for a vegetative canopy at all RV sites, pedestrian pathways, and user amenities allowing for shade coverage of 50%. Accents of turf will be proposed at the entry points to the Hotel Site and Recreational Vehicle development, in addition to the R.V. Clubhouse and amenities, and around the Hotel pools, tennis courts, and outdoor passive recreational spaces for additional interest and to reduce solar reflection in high use pedestrian spaces. The sites will be planned with a comprehensive trail system and the pedestrian environment will be comfortable throughout the year with shaded places to sit and rest. Site sidewalks and paths shall connect all site amenities, entry courts, building entrances, parking areas, and RV sites. All walkways will be a minimum 5 foot width. The paving of the walkways will have an integral tan color incorporated into the walkway paved surface to harmonize with the desert floor. Various pavement textures and colors will be integrated into the vehicular streets at the resort entry points and at prominent intersections and pedestrian crosswalks that traverse the streets for both pedestrian safety and accenting paved surfaces for interest (See entry landscape plan following this narrative). Pedestrian and vehicular conflicts will be minimized and effective low level lighting will be incorporated into the intersections and intermittently along the pathways to promote a sense of security after dark.

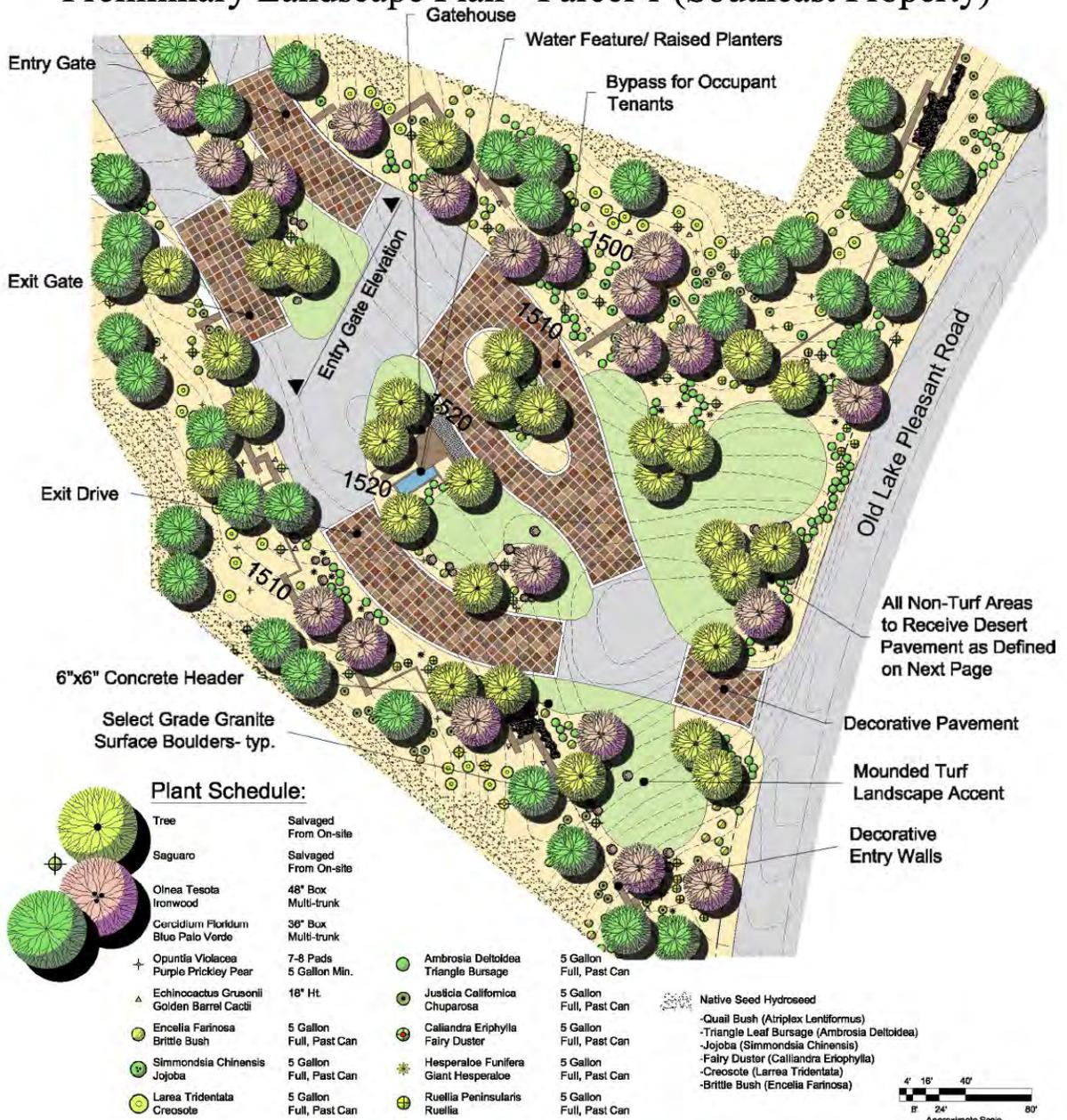
All landscaped areas will have earth berms and swales integrated into the landscape to emulate the natural surrounding topography and other landscape features like surface grade granite boulders, granite cobble, and decomposed granite will be integrated into non-turf landscape surfaces to emulate the natural desert surface. Installation of the “desert pavement” will occur as the final step in the landscape process and be implemented in such a way as to blend with undisturbed native areas. To insure that the proposed desert surface will match that of the existing desert floor the following construction sequence will be provided for:

1. Troughs created of varying shapes no less than 2'x8' and approximately 2 inches deep and rake in any cobble-sized rock that was exposed during the landscape process. The trough will be covered with soil to expose only the top half of the cobbles. The cobble will appear as an outcropping and will be placed in locations and at a frequency that matches the existing native areas.
2. A soil/aggregate mixture will be randomly scattered over the disturbed areas in varying depths no greater than ½ inch. App. 80% of the disturbed areas will be covered with this mix.
3. Cobbles 4 inch and greater that were collected with the soil/aggregate mixture will be half buried. Cobbles less than 4 inches will be left on the surface.

Open space areas identified in the “Desert Lands Conservation Guide” in the appendix as undeveloped will be maintained in their natural state and protected during construction. These areas will be free from grading and improvements and are limited to natural drainage swales and stream beds and areas at outer edges of the site. Any disturbance to these areas will be repaired by hydroseeding native seed as prescribed in other sections of this booklet.

The (3) three preliminary landscape plan graphics following this narrative identify the typical plant types, placement of salvaged native trees and cacti, and the overall design incorporating accents of turf and densities of plantings. The designs are examples of the landscape that will continue throughout both parcels and commercial area and are provided to show the emphasis placed on creating an outdoor environment that blends with and enhances the natural Sonoran Desert.

Preliminary Landscape Plan - Parcel 1 (Southeast Property)

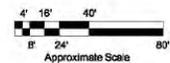


Plant Schedule:

	Tree	Salvaged From On-site
	Saguaro	Salvaged From On-site
	Olivea Tesota Ironwood	48" Box Multi-trunk
	Cercidium Floridum Blue Palo Verde	36" Box Multi-trunk
	Opuntia Violaacea Purple Prickley Pear	7-8 Pads 5 Gallon Min.
	Echinocactus Cruentii Golden Barrel Cacti	18" Ht.
	Encelia Farinosa Brittle Bush	5 Gallon Full, Past Can
	Simmondsia Chinensis Jojoba	5 Gallon Full, Past Can
	Larrea Tridentata Creosote	5 Gallon Full, Past Can

	Ambrosia Deltoidea Triangle Bursage	5 Gallon Full, Past Can
	Justicia Californica Chuparosa	5 Gallon Full, Past Can
	Calliandra Eriophylla Fairy Duster	5 Gallon Full, Past Can
	Hesperaloe Funifera Giant Hesperaloe	5 Gallon Full, Past Can
	Ruellia Peninsularis Ruellia	5 Gallon Full, Past Can

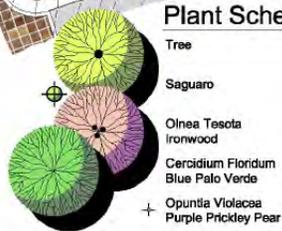
- Native Seed Hydroseed**
- Quail Bush (Atriplex Lentiformus)
 - Triangle Leaf Bursage (Ambrosia Deltoidea)
 - Jojoba (Simmondsia Chinensis)
 - Fairy Duster (Calliandra Eriophylla)
 - Creosote (Larrea Tridentata)
 - Brittle Bush (Encelia Farinosa)



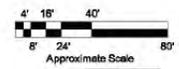
Preliminary Landscape Plan For Recreational Center - Parcel 1



Plant Schedule:



Tree	Salvaged From On-site	Echinocactus Grusonii	18" Ht.	Justicia Californica	5 Gallon Full, Past Can
Saguaro	Salvaged From On-site	Golden Barrel Cactii		Chuparosa	5 Gallon Full, Past Can
Oleia Tesota	48" Box Multi-trunk	Encelia Farinosa	5 Gallon Full, Past Can	Calliandra Eriphylla	5 Gallon Full, Past Can
Ironwood	36" Box Multi-trunk	Brittle Bush	5 Gallon Full, Past Can	Fairy Duster	5 Gallon Full, Past Can
Cercidium Floridum	7-8 Pads	Simmondsia Chinensis	5 Gallon Full, Past Can	Hesperaloe Furifera	5 Gallon Full, Past Can
Blue Palo Verde	5 Gallon Min.	Jojoba	5 Gallon Full, Past Can	Giant Hesperaloe	5 Gallon Full, Past Can
Opuntia Violacea		Larea Tridentata	5 Gallon Full, Past Can	Ruellia Peninsularis	5 Gallon Full, Past Can
Purple Prickley Pear		Creosote	5 Gallon Full, Past Can	Ruellia	5 Gallon Full, Past Can
		Ambrosia Deltoidea	5 Gallon Full, Past Can	Native Seed	
		Triangle Bursage		Hydroseed	



PUBLIC FACILITIES

The public facilities plan shows the subject site to be within the City’s Fire Management Area. This request to change the land use designation to Resort puts no demands for additional schools, parks, or municipal offices. In fact, changing the land use to resort should reduce the number of children from the existing Residential Estate land use which provides permanent homes with children. The properties are located within the service areas of the regional water and wastewater facilities defined in the City of Peoria Water & Wastewater Master Plans. It is the land owner responsibility to construct the water and wastewater facilities, which will then be turned over to the City of Peoria for operation – under the terms outlined in the Asset Purchase Agreement.

Fire protection is provided by an existing fire company at Lake Pleasant. Police protection is provided by the City of Peoria police department and Maricopa County Sheriff’s department.

The project is not presently within an incorporated school district and is anticipated to be primarily vacation/second or retirement population which would require no school facilities.

PHASING

Development of the recreational vehicle component will be in minimum 10-acre phases and will start at south end of the property to the north. The residential component will only occur upon development of the resort component. All phases of development will be developed as per market demand. The necessary onsite and offsite improvements will be determined during the Final Site Plan process in accordance with City of Peoria Ordinances and Guidelines.

CONCLUSION

In summary, the proposed land use amendment is a unique opportunity to provide for a development which reflects the community’s needs and is compatible with the City’s planning goals, policies and objectives. The ***Cholla Hills*** project is a well-planned, low impact and sustainable Resort, Resort Residential and Recreational Vehicle Resort with a commercial component that is compatible with the existing Lake Pleasant Regional Park, BLM and State land in the surrounding area. Further, the very low density land use is very much in harmony with the Lake Pleasant Regional Park. The project will contribute to the orderly growth of the City and will provide a unique opportunity and use which is currently unavailable. We believe that this PAD Amendment will contribute positively to the well planned growth of the northern portion of Peoria and a high quality of life for its residents and visitors.

DLGC II, LLC

PARCEL NO. 1:

THE NORTHWEST QUARTER AND THE SOUTHWEST QUARTER OF SECTION 29, TOWNSHIP 6 NORTH, RANGE 1 EAST OF THE GILA AND SALT RIVER BASE AND MERIDIAN, MARICOPA COUNTY, ARIZONA;

EXCEPT THAT PORTION LYING NORTH OF A LINE BEGINNING AT THE NORTHWEST CORNER OF SAID SECTION 29;

THENCE SOUTHEASTERLY TO THE CENTER OF SAID SECTION 29; AND

EXCEPT THAT PORTION WHICH LIES WITHIN A STRIP OF LAND 200.00 FEET IN WIDTH, BEING 100.00 FEET WIDE ON EACH SIDE OF THE FOLLOWING DESCRIBED LINE:

BEGINNING AT THE WEST QUARTER CORNER OF SAID SECTION 29;

THENCE SOUTH 00 DEGREES 08 MINUTES 58 SECONDS WEST ALONG THE WEST LINE OF SAID SECTION 29, 2174.08 FEET;

THENCE NORTH 73 DEGREES 42 MINUTES 02 SECONDS WEST; 308.14 FEET TO THE TRUE POINT OF BEGINNING OF THIS LINE DESCRIPTION;

THENCE SOUTH 73 DEGREES 42 MINUTES 02 SECONDS EAST, 474.00 FEET;

THENCE ALONG THE ARC OF A CURVE TO THE LEFT HAVING A RADIUS OF 5729.58 FEET A DISTANCE OF 1646.86 FEET;

THENCE NORTH 89 DEGREES 49 MINUTES 51 SECONDS EAST, 3440 FEET, MORE OR LESS, TO THE EAST LINE OF SAID SECTION 29, AND THE TERMINUS OF SAID LINE; AND

EXCEPT THOSE PORTIONS OF THE SOUTHWEST QUARTER OF SAID SECTION 29 CONVEYED TO THE COUNTY OF MARICOPA IN WARRANTY DEEDS RECORDED NOVEMBER 16, 1995, IN DOCUMENT NOS. 95-0706064, 95-0706065 AND 95-0706096 MARICOPA COUNTY RECORDS, MORE PARTICULARLY DESCRIBED AS FOLLOWS:

A PARCEL OF LAND LYING WITHIN THE SOUTHWEST QUARTER OF SECTION 29, TOWNSHIP 6 NORTH, RANGE 1 EAST OF THE GILA AND SALT RIVER BASE AND MERIDIAN, MARICOPA COUNTY, ARIZONA, SAID PARCEL BEING AN 80 FEET (24.384 METERS) WIDE STRIP OF LAND, BEING 40 FEET (12.192 METERS), MEASURED AT RIGHT ANGLES, ON EACH SIDE OF THE FOLLOWING DESCRIBED CENTERLINE:

COMMENCING AT THE WEST QUARTER CORNER OF SAID SECTION 29;

THENCE SOUTH 00 DEGREES 08 MINUTES 58 SECONDS WEST (ASSUMED BEARING) A DISTANCE OF 2069.97 FEET (630.927 METERS) ALONG THE SOUTHERLY PROLONGATION OF A STRAIGHT LINE BETWEEN SAID WEST QUARTER CORNER AND THE SOUTHWEST CORNER OF SAID SECTION TO THE NORTHERLY RIGHT-OF-WAY LINE OF MORRISTOWN-NEW RIVER HIGHWAY AS SHOWN ON SHEETS 5 AND 6, ARIZONA DEPARTMENT OF TRANSPORTATION PROJECT S-4, =34-705 AT A POINT 100 FEET LEFT OF HIGHWAY STATION 1076+79.18;

THENCE SOUTH 73 DEGREES 42 MINUTES 02 SECONDS EAST, A DISTANCE OF 194.82 FEET (59.381 METERS) ALONG SAID NORTHERLY RIGHT-OF-WAY LINE TO THE BEGINNING OF A CURVE CONCAVE TO THE LEFT HAVING A RADIUS 5629.58 FEET (1715.896 METERS);

No. NCS-202187B-PHX1

THENCE AN ARC DISTANCE OF 1618.12 FEET (493.203 METERS) SOUTHEASTERLY AND EASTERLY ALONG SAID CURVE TO THE BEGINNING OF A TANGENT;

THENCE NORTH 89 DEGREES 49 MINUTES 51 SECONDS EAST, A DISTANCE OF 733.12 FEET (223.455 METERS) TO THE INTERSECTION OF THE NORTHERLY RIGHT-OF-WAY LINE OF SAID MORRISTOWN-NEW RIVER HIGHWAY AND THE CENTER LINE OF THE ACCESS ROAD (STATE ROUTE 74 TO LAKE PLEASANT) AS SHOWN ON THE MARICOPA COUNTY HIGHWAY DEPARTMENT PLANS MARKED W.O.30081 AT STATION 1+01.40 AND THE TRUE POINT OF BEGINNING OF SAID STRIP OF LAND 80 FEET (24.384 METERS) WIDE, LYING 40 FEET (12.192 METERS) ON EACH SIDE OF A LINE DESCRIBED AS FOLLOWS:

THENCE NORTH 09 DEGREES 42 MINUTES 09 SECONDS WEST, A DISTANCE OF 331.88 FEET (101.157 METERS) TO THE BEGINNING OF A CURVE CONCAVE TO THE RIGHT HAVING A RADIUS OF 1145.92 FEET (349.276 METERS);

THENCE NORTHERLY AND NORTHEASTERLY, AN ARC DISTANCE OF 1358.19 FEET (413.976) METERS ALONG SAID CURVE TO THE BEGINNING OF A TANGENT;

THENCE NORTH 58 DEGREES 12 MINUTES 23 SECONDS EAST, A DISTANCE OF 400.64 FEET (122.115 METERS) TO THE BEGINNING OF A CURVE CONCAVE TO THE LEFT HAVING A RADIUS OF 1145.92 FEET (349.276 METERS);

THENCE NORTHEASTERLY AND NORTH-NORTHEASTERLY, AN ARC DISTANCE OF 505.06 FEET (153.942 METERS) ALONG SAID CURVE TO THE BEGINNING OF A TANGENT;

THENCE NORTH 32 DEGREES 57 MINUTES 11 SECONDS EAST, A DISTANCE OF 1242.88 FEET (378.830 METERS) TO THE BEGINNING OF A CURVE CONCAVE TO THE RIGHT HAVING A RADIUS OF 1145.92 (349.276 METERS);

THENCE NORTHEASTERLY, AN ARC DISTANCE OF 178.35 FEET (54.361 METERS) ALONG SAID CURVE TO THE BEGINNING OF A TANGENT:

THENCE NORTH 41 DEGREES 52 MINUTES 13 SECONDS EAST A DISTANCE OF 281.60 FEET (85.832 METERS) TO THE POINT OF ENDING OF THE HEREIN DESCRIBED 80 FEET (24.384 METERS) WIDE STRIP OF LAND, THE NORTHEAST CORNER OF SAID SECTION BEARS NORTH 41 DEGREES 52 MINUTES 13 SECONDS EAST, A DISTANCE OF 460.52 FEET (140.366 METERS),

THENCE NORTH 11 DEGREES 16 MINUTES 05 SECONDS EAST, A DISTANCE OF 954.12 FEET (290.816 METERS). THE SIDELINES OF THE 80 FEET (24.384 METERS) WIDE STRIP ARE TO BE SHORTENED OR LENGTHENED AS NECESSARY TO END ON THE NORTHERLY RIGHT-OF-WAY LINE OF SAID STATE HIGHWAY AT STATION 1+01.40 AND ARE TO END AT RIGHT ANGLES TO THE POINT OF ENDING AT STATION 44+00.00; AND

EXCEPT THAT PORTION OF THE SOUTHWEST QUARTER OF SECTION 29, TOWNSHIP 6 NORTH, RANGE 1 EAST OF THE GILA AND SALT RIVER BASE AND MERIDIAN, MARICOPA COUNTY, ARIZONA, WHICH LIES EASTERLY OF THE EAST RIGHT-OF-WAY LINE OF THE 80 FEET WIDE STRIP OF LAND KNOWN AS THE WADDELL DAM LOOKOUT ROAD FROM STATE ROUTE 74 TO LAKE PLEASANT REGIONAL PARK;

ALSO EXCEPT ALL OIL, GAS, OTHER HYDROCARBON SUBSTANCES, HELIUM OR OTHER SUBSTANCES OF GASEOUS NATURE, COAL, METALS, MINERALS, FOSSILS, FERTILIZER OF EVERY NAME AND DESCRIPTION AND EXCEPT 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 SET FORTH IN SECTION 37-231, ARIZONA REVISED STATUTES.

PARCEL NO. 2:

A NONEXCLUSIVE EASEMENT FOR THE PURPOSE OF TRANSPORTING WATER AND OTHER UTILITY FACILITIES, AS CREATED IN INSTRUMENT RECORDED NOVEMBER 16, 1995, IN DOCUMENT NO.95-0706097, AND MORE PARTICULARLY DESCRIBED AS FOLLOWS:

A 50 FEET (15.240 METERS) WIDE STRIP OF LAND LYING IN THE SOUTHWEST QUARTER OF SECTION 29, TOWNSHIP 6 NORTH, RANGE 1 EAST OF THE GILA AND SALT RIVER BASE AND MERIDIAN, MARICOPA COUNTY, ARIZONA, SAID STRIP LYING NORTHERLY OF THE NORTHERLY RIGHT-OF-WAY LINE OF MORRISTOWN-NEW RIVER HIGHWAY AND LYING EASTERLY OF THE WEST RIGHT-OF-WAY LINE OF AN 80 FEET (24.384 METERS) WIDE STRIP OF LAND BEING 40 FEET (12.192 METERS) ON EACH SIDE OF THE CENTER LINE DESCRIBED AS FOLLOWS:

COMMENCING AT THE WEST QUARTER CORNER OF SAID SECTION 29;

THENCE SOUTH 00 DEGREES 08 MINUTES 58 SECONDS WEST (ASSUMED BEARING), A DISTANCE OF 2069.97 FEET (630.927 METERS) ALONG THE SOUTHERLY PROLONGATION OF A STRAIGHT LINE BETWEEN SAID WEST QUARTER CORNER AND THE SOUTHWEST CORNER OF SAID SECTION TO THE NORTHERLY RIGHT-OF-WAY LINE OF THE MORRISTOWN-NEW RIVER HIGHWAY AS SHOWN ON SHEETS 5 AND 6, ARIZONA DEPARTMENT OF TRANSPORTATION PROJECT S-4, =34-705 AT A POINT 100 FEET LEFT OF HIGHWAY STATION 1076+79.18;

THENCE SOUTH 73 DEGREES 42 MINUTES 02 SECONDS EAST, A DISTANCE OF 194.82 FEET (59.381 METERS) ALONG SAID NORTHERLY RIGHT-OF-WAY LINE TO THE BEGINNING OF A CURVE CONCAVE TO THE LEFT HAVING A RADIUS OF 5629.58 FEET (1715.896 METERS);

THENCE AN ARC DISTANCE OF 1618.12 FEET (493.203 METERS) SOUTHEASTERLY AND EASTERLY ALONG SAID CURVE TO THE BEGINNING OF A TANGENT;

THENCE NORTH 89 DEGREES 49 MINUTES 51 SECONDS EAST, A DISTANCE OF 733.12 FEET (223.455 METERS) TO THE INTERSECTION OF THE NORTHERLY RIGHT-OF-WAY LINE OF SAID MORRISTOWN-NEW RIVER HIGHWAY AND THE CENTER LINE OF THE ACCESS ROAD (STATE ROUTE 74 TO LAKE PLEASANT AS SHOWN ON THE MARICOPA COUNTY HIGHWAY DEPARTMENT PLANS MARKED W.O.30081 AT STATION 1+01.40 AND THE TRUE POINT OF BEGINNING OF SAID STRIP OF LAND 80 FEET (24.384 METERS) WIDE, LYING 40 FEET (12.192 METERS) ON EACH SIDE OF A LINE DESCRIBED AS FOLLOWS:

THENCE NORTH 09 DEGREES 42 MINUTES 09 SECONDS WEST, A DISTANCE OF 331.88 FEET (101.157 METERS) TO THE BEGINNING OF A CURVE CONCAVE TO THE RIGHT HAVING A RADIUS OF 1145.92 FEET (349.276 METERS);

THENCE NORTHERLY AND NORTHEASTERLY, AN ARC DISTANCE OF 1358.19 FEET (413.976 METERS) ALONG SAID CURVE TO THE BEGINNING OF A TANGENT;

THENCE NORTH 58 DEGREES 12 MINUTES 23 SECONDS EAST, A DISTANCE OF 400.64 FEET (122.115 METERS) TO THE BEGINNING OF A CURVE CONCAVE TO THE LEFT HAVING A RADIUS OF 1145.92 FEET (349.276 METERS);

THENCE NORTHEASTERLY AND NORTH-NORTHEASTERLY, AN ARC DISTANCE OF 505.06 FEET (153.942 METERS) ALONG SAID CURVE TO THE BEGINNING OF A TANGENT;

THENCE NORTH 32 DEGREES 57 MINUTES 11 SECONDS EAST A DISTANCE OF 1242.88 FEET (378.830 METERS) TO THE BEGINNING OF A CURVE TO THE RIGHT HAVING A RADIUS OF 1145.92 FEET (349.276 METERS);

THENCE NORTHEASTERLY AN ARC DISTANCE OF 178.35 FEET (54.361 METERS) ALONG SAID CURVE TO THE BEGINNING OF A TANGENT;

THENCE NORTH 41 DEGREES 52 MINUTES 13 SECONDS EAST, A DISTANCE OF 281.60 FEET (85.832 METERS) TO THE POINT OF ENDING OF THE HEREIN DESCRIBED 80 FEET (24.384 METERS) WIDE STRIP OF LAND, THE NORTHEAST CORNER OF SAID SECTION BEARS NORTH 41 DEGREES 52 MINUTES 13 SECONDS EAST, A DISTANCE OF 460.52 FEET (140.366 METERS),

THENCE NORTH 11 DEGREES 16 MINUTES 05 SECONDS, EAST, A DISTANCE OF 954.12 FEET (290.816 METERS).

LAKE PLEASANT GROUP, LLP

PARCEL NO. 3:

THAT PART OF SECTION 19, TOWNSHIP 6 NORTH, RANGE 1 EAST OF THE GILA AND SALT RIVER BASE AND MERIDIAN, MARICOPA COUNTY, ARIZONA, DESCRIBED AS FOLLOWS:

BEGINNING AT THE SOUTHWEST CORNER OF SAID SECTION 19;

THENCE NORTH 00 DEGREES 52 MINUTES 38 SECONDS EAST, ALONG THE WEST LINE OF SAID SECTION 19, A DISTANCE OF 1916.62 FEET RECORD (1920.00 FEET, MEASURED) TO AN ANGLE POINT ON SAID WEST LINE;

THENCE NORTH 00 DEGREES 28 MINUTES 22 SECONDS WEST, ALONG THE WEST LINE OF SAID SECTION 19, A DISTANCE OF 689.76 FEET TO THE WEST QUARTER CORNER OF SAID SECTION 19;

THENCE CONTINUING NORTH 00 DEGREES 28 MINUTES 22 SECONDS WEST ALONG THE WEST LINE OF SAID SECTION 19, A DISTANCE OF 1922.77 FEET RECORD NORTH 00 DEGREES 28 MINUTES 10 SECONDS WEST 2612.40 FEET MEASURED, TO AN ANGLE POINT ON SAID WEST LINE;

THENCE NORTH 00 DEGREES 00 MINUTES 52 SECONDS WEST ALONG SAID WEST LINE OF SECTION 19, A DISTANCE OF 146.02 FEET, RECORD NORTH 00 DEGREES 00 MINUTES 52 SECONDS WEST 146.02 FEET 146.02 MEASURED;

THENCE NORTH 76 DEGREES 25 MINUTES 06 SECONDS EAST, A DISTANCE OF 153.80 FEET, RECORD NORTH 76 DEGREES 31 MINUTES 28 SECONDS EAST 153.79 FEET MEASURED;

THENCE SOUTH 69 DEGREES 35 MINUTES 55 SECONDS EAST 2288.02 RECORD, SOUTH 69 DEGREES 35 MINUTES 56 SECONDS EAST, A DISTANCE OF 2288.02 FEET MEASURED;

THENCE SOUTH 75 DEGREES 35 MINUTES 58 SECONDS EAST, A DISTANCE OF 174.03 FEET RECORD, SOUTH 75 DEGREES 38 MINUTES 07 SECONDS EAST 174.06 FEET MEASURED TO A POINT ON THE NORTH-SOUTH MIDSECTION LINE OF SAID SECTION 19 FROM WHICH THE NORTH QUARTER CORNER OF SAID SECTION 19 BEARS NORTH 00 DEGREES 40 MINUTES 50 SECONDS WEST, A DISTANCE OF 1385.78 FEET;

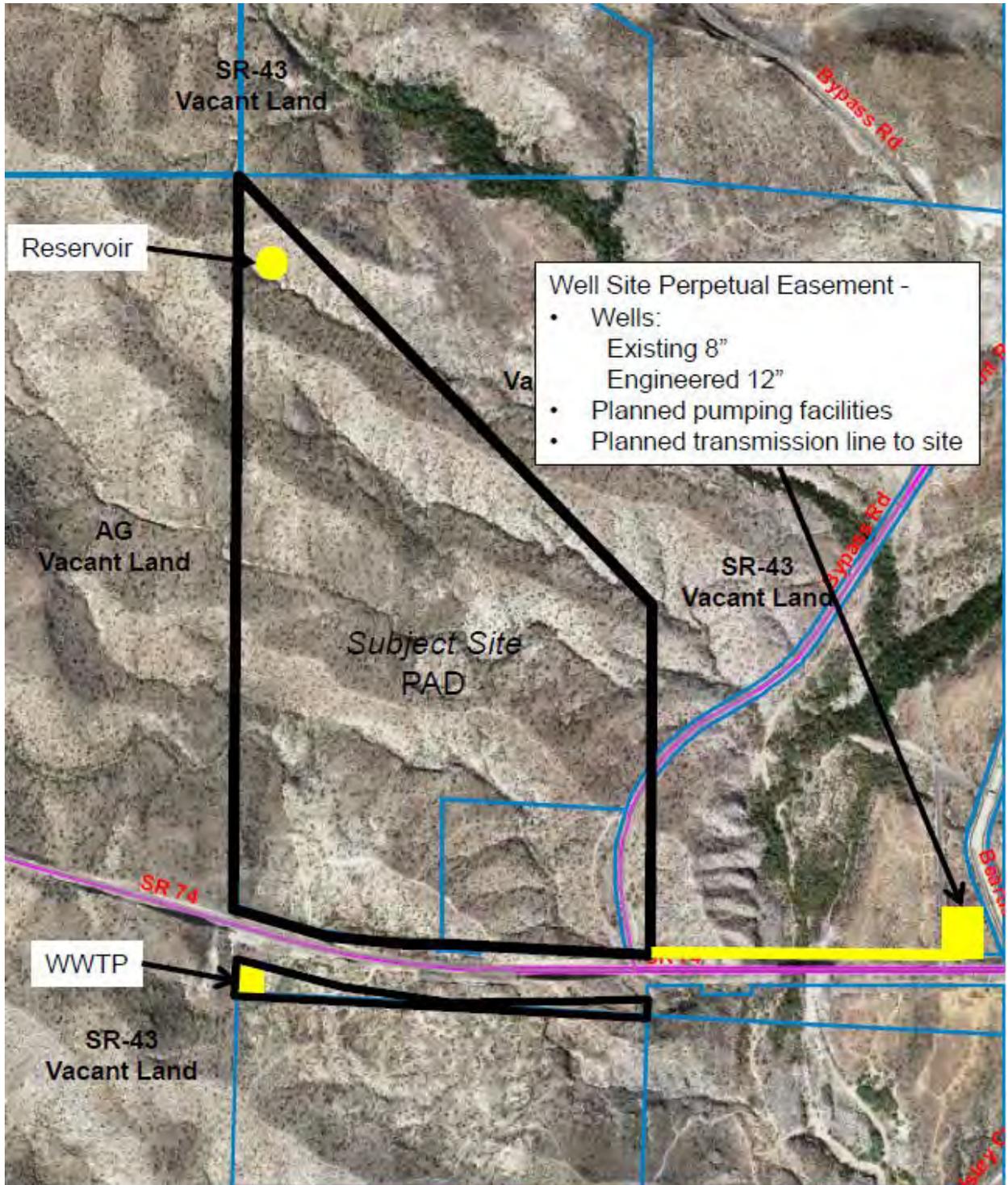
THENCE SOUTH 00 DEGREES 40 MINUTES 50 SECONDS EAST ALONG SAID NORTH-SOUTH MIDSECTION LINE, A DISTANCE OF 1235.58 FEET RECORD, SOUTH 00 DEGREES 40 MINUTES 13 SECONDS EAST 1235.69 FEET MEASURED, TO THE CENTER OF SAID SECTION 19;

THENCE CONTINUING SOUTH 00 DEGREES 40 MINUTES 50 SECONDS EAST ALONG SAID MIDSECTION LINE, A DISTANCE OF 2608.24 FEET RECORD SOUTH 00 DEGREES 41 MINUTES 11 SECONDS EAST 2607.91 FEET MEASURED TO THE SOUTH QUARTER CORNER OF SAID SECTION 19;

THENCE SOUTH 89 DEGREES 23 MINUTES 44 SECONDS WEST ALONG THE SOUTH LINE OF SAID SECTION 19, A DISTANCE OF 2516.11 FEET, RECORD SOUTH 89 DEGREES 23 MINUTES 44 SECONDS WEST 2516.33 FEET MEASURED TO THE POINT OF BEGINNING;

EXCEPT 1/16TH OF ALL OIL, GAS, OTHER HYDROCARBON SUBSTANCES, HELIUM OR OTHER

HYDROCARBON 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 BY THE LAWS OF THE UNITED STATES OR OF THIS STATE, OR DECISIONS OF COURT, TO BE PECULIARLY ESSENTIAL TO THE PRODUCTION OF FISSIONABLE MATERIALS, WHETHER OR NOT OF COMMERCIAL VALUE AND THE EXCLUSIVE RIGHT THERETO, ON, IN OR UNDER THE ABOVE DESCRIBED LANDS, SHALL BE AND REMAIN AND ARE HEREBY RESERVED IN AND RETAINED BY THE STATE OF ARIZONA.



Cholla Hills
Water and Wastewater Off-site Infrastructure

Appendix A

Developing the Property in Accordance with “Desert Lands Conservation Guidelines”

Both Parcel 1 and Parcel 2 will be developed in accordance with the “Desert Lands Conversation Guide” created and adopted by the City of Peoria for the purpose to promote greater design sensitivity to the unique Sonoran desert. The Guidelines apply to property located within the Desert Lands Conservation Overlay District as defined in that plan, and will serve as a basis on the limitation, density, and quality for this plan’s development. This narrative will discuss each parcel’s existing conditions in respect to topography, drainage, plant community identification, geologic formations and conservation features to be preserved, and wildlife species and habitat. The accompanying report and graphics included with this report are of a preliminary nature and will serve as a preliminary first step and evaluation to a final report and Conversation Plan.

General

Cholla Hills PAD is directly south of Lake Pleasant, one of the largest lakes in Arizona. The Lake encompasses 10,000 acres of water surface and 118 miles of shoreline. Lake Pleasant is fed by the Aqua Fria and Colorado Rivers via the Central Arizona Project Canal. The area surrounding Lake Pleasant is developed with campsites and recreational amenities that serve the users of the Lake. The campgrounds can often exceed their capacity during the busy summer months and holiday weekends resulting in campers and boaters being turned away. The Waddell Dam Construction Project in 1992 tripled the size of the Lake and the need for additional developed RV and camp sites was even more evident. It became apparent to this land owner the need for additional services and facilities to support the Lake’s recreational attraction. The property owners request to develop an upscale Resort on Parcel 2 along with a 5-star Recreational Vehicle Resort Community on Parcel 1 as the result of this additional demand for RV. Due to the topographic constraints of both parcels as well as the desire of the owner to preserve the natural beauty, each site will develop a program and site plan to retain this beauty and develop a site plan that will both enhance and conserve the natural desert landscape.

Parcel 1

Parcel 1 (Southeast Property) is located at the northwest corner of State Route 74 and Old Lake Pleasant Road and encompasses 210 acres of light to medium density indigenous Sonoran shrubs, trees, and cactus. The site is currently void of improvements and development and is surrounded on all sides by vacant desert property. The topography of this site ranges from (2) two high elevation points of 1650.00 to low points in (4) four major dry stream beds of approximately 1450.00. The stream beds traverse this site from the northwest and flow through and off the site to the southeast. “Conservation Plan 2” (Parcel 2), illustrates the exact location and orientation of the washes and ridge lines that traverse this site. The major natural washes will generate in excess of 500 CFS of stormwater drainage during the 100 year storm event therefore it will be imperative that these washes will be left in a natural state and undeveloped to allow the rainfall generated upstream and offsite to flow through this site unimpeded. As illustrated on “Conservation Plan 1” and Conservation Plan 2” (Parcel 1) following this narrative section, the R. V. Site, RV pads sites, roadways, and clubhouse/recreational amenities are designed to allow for these natural washes to be left unchanged and in their natural state. The road and utility crossings over these washes are minimized with the proposed plan and where this occurs an

engineered bridge or culvert system will be designed to provide for the maximum flows with a minimal amount of disturbance to the site.

Most of the landform types on this parcel are defined as “bajada” or “hillside” with slope gradients in the range of 9% - 25%. At present and without further detailed research there are no known or unusual geologic formations on this site. A geotechnical survey and soils report will be provided by the property owner’s consultant prior to preparation of final improvement plans. The soils report will identify any problem soils that exhibit instability and expansive qualities that are present in the soil and substrata and provide recommendations to overcome any unusual soil conditions that may exist on this site.

The existing plant community on this site is generally of light to medium dense vegetation and for the most part healthy and free of disease. The significant or more densely populated vegetated areas are in the natural washes where rainfall accumulates and provides available moisture for indigenous plants and cacti to evolve. The higher topographic elevations and slopes of this site have plant community species and densities estimated at the following rates:

Native Mesquite (Prosopis Velutina)	1 tree/acre	210 trees total
Foothills Palo Verde (Cercidium Microphyllum)	1.5 trees/acre	315 trees total
Ironwood Tree (Olneya Tesota)	.75 tree/acre	157 trees total
Saguaro Carnegiana Gigantea)	6 /acre	1,260 total
Barrel Species (Ferrocactus)	12 /acre	2,520 total
Ocotillo (Fouquieria Splendens)	.25/acre	52 total
Buckhorn Cholla (Opuntia Acanthocarpi)	14/acre	2,940 total

The plant types listed above are protected species and will require salvaging and relocation to open space areas on-site for those plants that are in the path of improvements, are physically healthy, and do not have accessibility limitations. From a visual survey of the site, it is estimated that approximately 60-75% of the existing plants in the path of development will be capable of salvaging and successfully relocating to other areas on this site. Other plant species that were inventoried and visually inspected are included in the list below:

- Quail Bush (Atriplex Lentiformus)
- Triangle Leaf Bursage (Ambrosia Deltoidea)
- Jojoba (Simmondsia Chinensis)
- Fairy Duster (Calliandra Eriophylla)
- Creosote (Larrea Tridentata)
- Brittle Bush (Encelia Farinosa)
- Hedgehog Cactii (Echinocereus Triglochidiatus)

Due to the small size of these plants, they will not be salvaged, but instead will be revegetated in areas where construction has scarred or damaged the existing vegetation and ground surface. Using this blend of plant types in a revegetation seed mix will create a landscape that will blend harmoniously with the surrounding native desert flora.

The wildlife of this Sonoran Desert parcel is quite extensive and for many of the species they are quite adaptive and adjust well with development and habitat modification. We will limit the wildlife inventory to those species that are known to inhabit this area specifically as stated by the “Arizona Game and Fish Department”.

Desert Tortoise (*Gopherus Agassizii*): This species can be found in the gravelly desert washes and sandy canyon bottoms. This species of Tortoise spends November through February in a torpid state in underground burrows and is usually not seen by human, since 95% of the life of a tortoise is spent underground. The most active time is Spring when they forage for herbs, grasses, and new growth of cactus. The Desert Tortoise is considered a threatened species under the “Federal Endangered Species Act” of 1990. Their habitat, if they exist on this property, will be the desert washes.

Great Horned Owl (*Bubo Virginiana Strigidae*): One of the most widespread and common owls in North America and specifically the Sonoran Desert. They are very adaptive to habitat change and will move and nest into areas that are not populated.

Golden Eagle (*Aquila Curysaetos*): The eagle is a protected species and will maintain territories as large as 60 square miles. During site visits and visual inventories of the property, the Golden Eagle or its nest was not evident. Further research and visual inspection of the property will be required prior to developing a final plan for construction.

Javelina (*Tayassu Tajacu*): Javelina typically live in canyon areas of the desert and travel/hunt in groups. The natural washes that traverse this site and continue into adjacent properties are their habitat. The Javelina can be found in great numbers and they will not be extinct anytime soon. In populated and developed areas, if the natural desert washes that orient parallel with each other are less than 1,000 feet apart, the Javelina will typically not use the wash for their habitat or migration. The spacing of the desert washes on this site conforms to that minimum distance, therefore it is anticipated that for the most part the Javelina that roam this area will adjust their migrating and habitat patterns.

Coyote (*Canis Latrans*): Coyotes are clever animals and adjust to their environment. Like the Javelina, the Coyote can be found in great numbers and will adjust to a change in their habitat.

Parcel 2

Parcel 2 (Northwest Property) is approximately 244 acres in size and is located one half mile north and west of Parcel 1. Access to this site is via a State Land easement which also continues through this site and continues on to connect to Parcel 1. This site’s vegetation density is similar to Parcel 1 and is also void of any substantial improvements and development. Lake Pleasant Regional Park adjoins this site and is surrounded by vacant desert property. The topography of this site undulates vertically with a topographic high point elevation of 1756.00 at various points along the west property line as illustrated on “Conservation Plan 2” (Parcel 2) following this report. There are (3) three washes that traverse this site, but the major wash which is named “Morgan City Wash” bisects this property and will carry an amount of storm water exceeding 500 CFS during the 100 year storm event. Other than a single road and utility crossing, there will

be no improvements in or near this Wash for a distance that will be prescribed in a drainage and hydrologic report prepared by the owner's engineering consultant prior to preparation of the final construction drawings. The smaller secondary washes will also be left as natural open space and undeveloped. As stated in the narrative under Parcel 1, the sandy desert washes are the natural corridors for animal species that live in this region and are also the most heavily vegetated areas of the sites. It is obvious that the natural washes will be preserved as much as possible and development restricted to the higher slopes and ridges of each site.

Again, most of the landform types on this parcel are defined as "bajada" or "hillside" with slope gradients in the range of 8% - 25%. Like Parcel 1, there are no known or unusual geologic formations on this site. Prior to proceeding with final improvement plans, a geotechnical survey and soils report will be provided by the property owner's engineering consultant to further review and identify any soil problems relative to instability and expansive qualities. "Conservation Plan 1" (Parcel 2) graphically shows the extent of the existing natural open space that will be left undeveloped and preserved.

The existing plant community and wildlife species and habitat on Parcel 2 is very similar to Parcel 1 in respect to overall plant densities, quality of plant species, and wildlife habitats. Only a few minor off-road vehicular trails are evident on both sites with vandalism to plants and natural desert surfaces almost non-existent.

Conclusion

Parcel 1 (Southeast Property) will be improved with a low density of approximately 750 developed R. V. Sites on app. 187 acres. In addition to this, App. 23 acres of ancillary commercial will serve the R.V. park and will be placed along State Route 74. The R.V sites will have electrical/water hookups, a dump station, a small concrete pad for portable picnic tables, grills, and chairs, and a graded pad with a stabilized granite surface. The campsites will also be graded and finished with a stabilized granite topdressing, and most will be furnished with fire pits, and areas to accommodate grills and portable picnic tables.

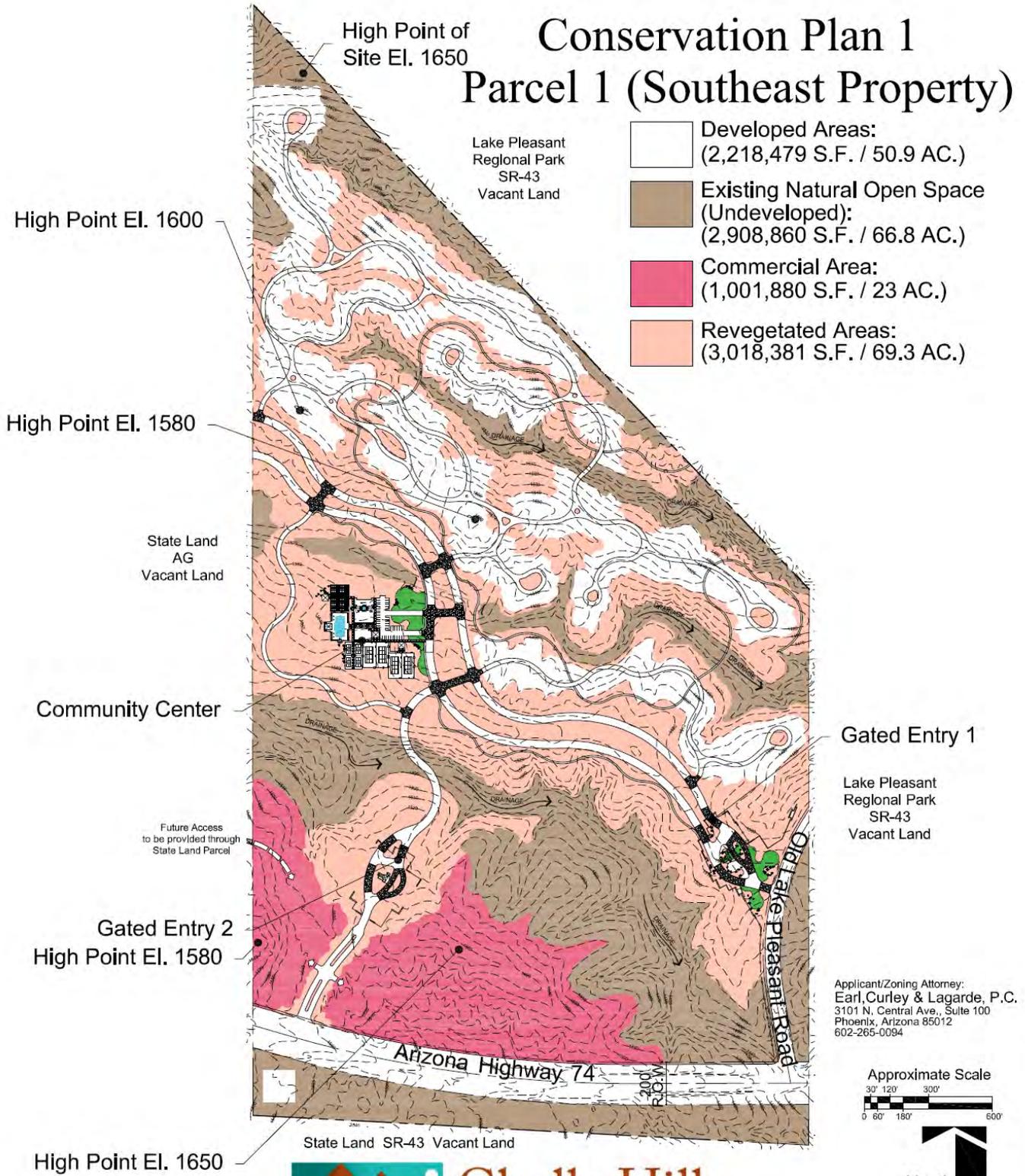
As shown on the exhibit that follows, "Conservation Plan 1" (Parcel 1), the roadways, and Recreational Vehicle sites for Parcel 1 have been designed with respect to the contouring of the land, minimizing cuts and fills, and allowing the natural desert washes to be undeveloped and reserved for natural open space and trails. The combination of the common open space left in its natural condition and open space re-vegetated with all salvaged trees and cacti, will be over 50% of the Recreational Vehicle resort site. The 23 acre commercial will have a very low building coverage that has been identified and stated previously in this report. With the required parking included, the building and parking site coverage will be 25% less than the average commercial center. As shown on "Conservation Plan 1" (Parcel 1), a large undeveloped open space and desert wash will buffer the commercial from the Recreational Vehicle resort. A multi-use trail system has been designed to connect the clubhouse/amenities and commercial center services with the various Recreational Vehicle sites (See "Conservation Plan 1").

Architecturally, the building materials will be of natural stone and painted stucco with earthtone colors complementing the surrounding environment. Stone that is indigenous to the site will be

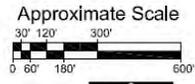
utilized in wire gabion baskets throughout the decorative entry walls and for retaining walls that will be provided as needed. Stone veneer materials to embellish the clubhouse, commercial, and resort architecture will be similar in color and texture to the native stone on site blending all (3) three site harmoniously.

Overall the proposed development has taken steps to preserve the desert vegetation and open space, provided pedestrian linkages and trails through developed and undeveloped open space corridors, provided a program for revegetation of the native desert habitat and landscape, minimized mass grading, limited disturbance to desert washes so that net loss of endangered species animal habitats are protected, and lastly provided low density developments designed with color finishes and materials that will blend harmoniously with the surrounding area and environment.

Conservation Plan 1 Parcel 1 (Southeast Property)



Applicant/Zoning Attorney:
Earl, Curley & Lagarde, P.C.
3101 N. Central Ave., Suite 100
Phoenix, Arizona 85012
602-265-0084



Conservation Plan 2 Parcel 1 (Southeast Property)

**PLAN DATA AND
PROPOSED USES:**

PARCEL 1: 210 ACRES (9,147,600 S.F.)

- RECREATIONAL VEHICLE RESORT- 187 ACRES
- COMMERCIAL PROPERTY- 23 ACRES

PROPERTY OWNERS:

DLGC II, L.L.C. AND LAKE PLEASANT GROUP, L.L.P.
BILTMORE FINANCIAL CENTER
2390 E. CAMELBACK ROAD, SUITE 310
PHOENIX, ARIZONA 85016

PREPARED BY:

PHILLIP R. RYAN, LANDSCAPE ARCHITECT, P.C.
575 W. CHANDLER BOULEVARD, SUITE 229
CHANDLER, ARIZONA 85225
PHONE: (480) 899-5813
E-MAIL: mail@ryanassoclatesonline.net

PROJECT NARRATIVE:

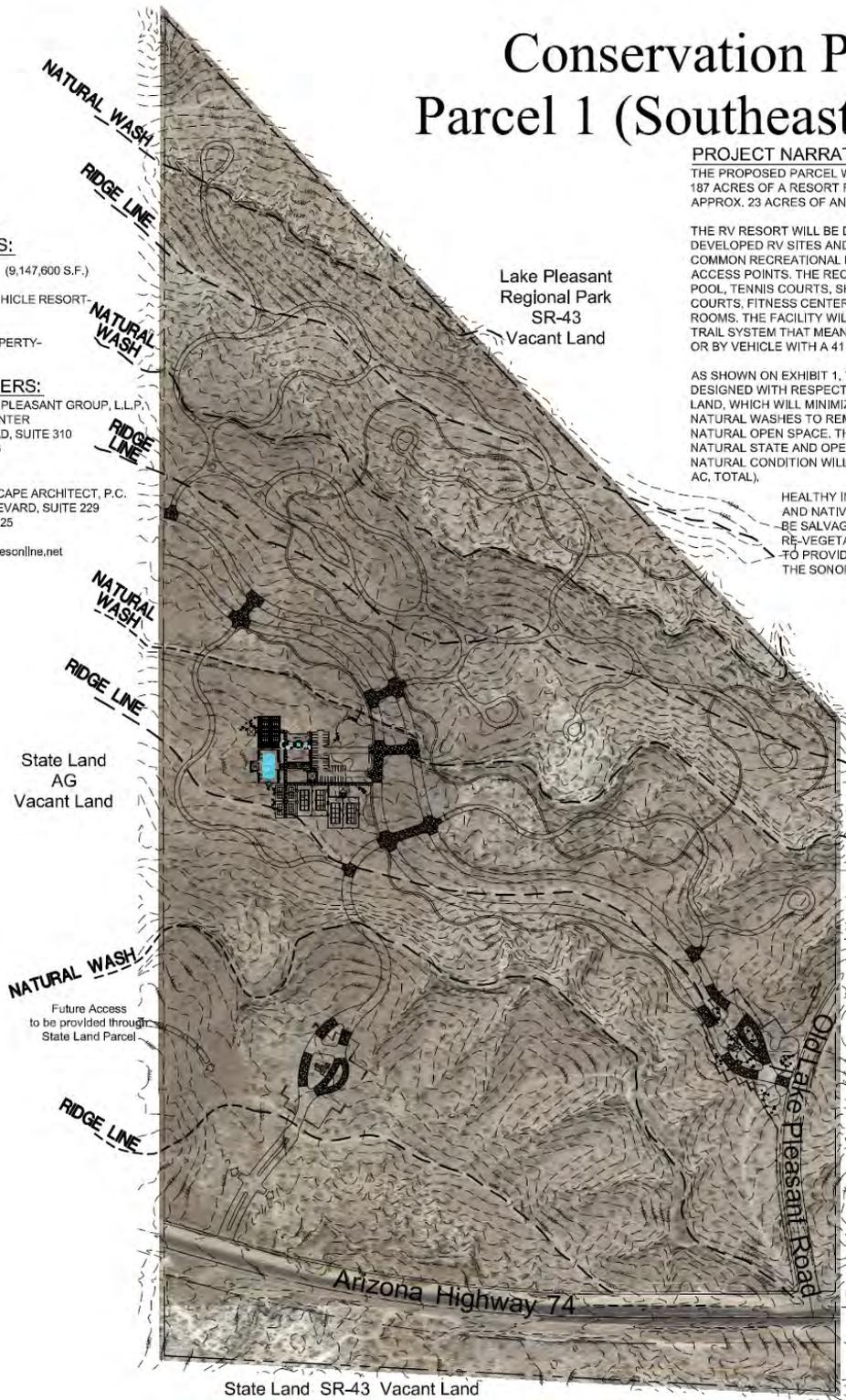
THE PROPOSED PARCEL WILL BE DEVELOPED WITH APPROX. 187 ACRES OF A RESORT FOR RECREATIONAL VEHICLES AND APPROX. 23 ACRES OF ANCILLARY COMMERCIAL RETAIL.

THE RV RESORT WILL BE DEVELOPED WITH APPROX. 750 DEVELOPED RV SITES AND SEMI-DEVELOPED CAMPSITES, A COMMON RECREATIONAL FACILITY AND (2) TWO GATED ACCESS POINTS. THE RECREATIONAL FACILITY WILL INCLUDE A POOL, TENNIS COURTS, SHUFFLEBOARD COURTS, PICKLEBALL COURTS, FITNESS CENTER WITH SHOWERS, AND ACTIVITY ROOMS. THE FACILITY WILL BE ACCESSABLE BY A PEDESTRIAN TRAIL SYSTEM THAT MEANDERS THROUGH THE DEVELOPMENT OR BY VEHICLE WITH A 41 CAR PAVED PARKING LOT.

AS SHOWN ON EXHIBIT 1, THE IMPROVEMENT PLAN HAS BEEN DESIGNED WITH RESPECT TO THE EXISTING CONTOURS OF THE LAND, WHICH WILL MINIMIZE CUTS AND FILLS AND ALLOW THE NATURAL WASHES TO REMAIN AS MUCH AS POSSIBLE AS NATURAL OPEN SPACE. THE COMMON OPEN SPACE LEFT IN A NATURAL STATE AND OPEN SPACE RE-VEGETATED TO ITS NATURAL CONDITION WILL BE OVER 70% OF THE RV SITE (132.6 AC. TOTAL).

HEALTHY INDIGENOUS TREES (OVER 4" CALIPER) AND NATIVE CACTII IN DEVELOPED AREAS WILL BE SALVAGED AND TRANSPLANTED TO EITHER RE-VEGETATED AREAS OR DEVELOPED SITES TO PROVIDE FOR A VISUAL CONTINUATION OF THE SONORAN DESERT LANDSCAPE.

MOST OF THE LANDFORM TYPES ON THIS PARCEL WILL BE BAJADA OR HILLSIDE WITH SLOPE GRADIENTS THAT RANGE FROM 9%-25%. THE MAJOR COLLECTOR ROAD THAT TRAVERSES THE SITE FROM SOUTHEAST TO NORTHWEST IS DESIGNED TO STRADDLE THE HIGHEST RIDGE ON THE PROPERTY AND WILL HAVE A RESTORED LANDSCAPED MEDIAN THAT IS PARALLEL WITH THE RIDGE LINE. THIS HEAVILY VEGETATED MEDIAN WILL BE THE PREDOMINANT VISUAL FEATURE UPON ENTERING THE SITE. OTHER ROADWAYS ARE DESIGNED TO INTEGRATE WITH THE NATURAL SLOPES AND WILL PROVIDE GRADIENTS OF 5% OR LESS TO CONFORM TO LOCAL AND FEDERAL ACCESSIBILITY REQUIREMENTS FOR PEDESTRIAN PATHWAYS. DISTURBANCE TO THE NATURAL WASHES WILL BE LIMITED TO ROAD AND UTILITY CROSSINGS.



State Land
AG
Vacant Land

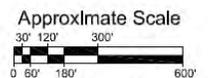
NATURAL WASH
Future Access
to be provided through
State Land Parcel

Lake Pleasant
Regional Park
SR-43
Vacant Land

Lake Pleasant
Regional Park
SR-43
Vacant Land

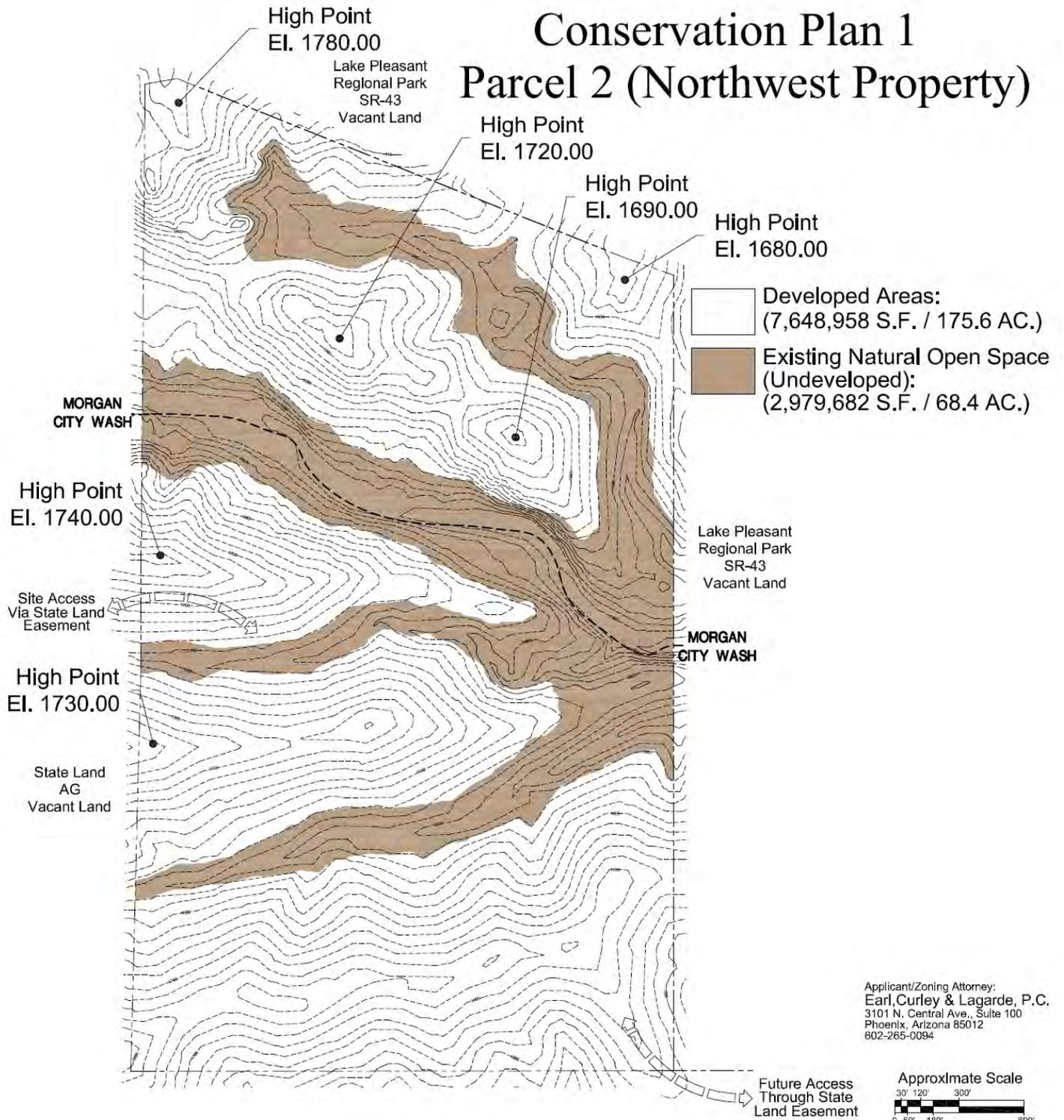
Applicant/Zoning Attorney:
Earl Curley & Lagarde, P.C.
3101 N. Central Ave., Suite 100
Phoenix, Arizona 85012
602-265-0094

State Land SR-43 Vacant Land

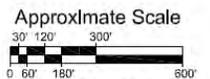


North
Date: April 10, 2012

Conservation Plan 1 Parcel 2 (Northwest Property)



Applicant/Zoning Attorney:
Earl Curley & Lagarde, P.C.
3101 N. Central Ave., Suite 100
Phoenix, Arizona 85012
602-265-0094



North
Date: July 30, 2012

Conservation Plan 2 Parcel 2 (Northwest Property)

High Point
 El. 1780.00

High Point
 El. 1680.00

**PLAN DATA AND
 PROPOSED USES:**

PARCEL 2: 244 ACRES (10,628,640 S.F.)

- 5 STAR RESORT (144 UNITS)- 244 ACRES

PROPERTY OWNERS:

DLGC II, L.L.C. AND LAKE PLEASANT GROUP, L.L.P.
 BILTMORE FINANCIAL CENTER
 2390 E. CAMELBACK ROAD, SUITE 310
 PHOENIX, ARIZONA 85016

PREPARED BY:

PHILLIP R. RYAN, LANDSCAPE ARCHITECT, P.C.
 575 W. CHANDLER BOULEVARD, SUITE 229
 CHANDLER, ARIZONA 85225
 PHONE: (480) 899-5813
 E-MAIL: mail@ryanassociatesonline.net

PROJECT NARRATIVE:

THE PROPOSED PARCEL WILL BE DEVELOPED WITH 144 UNITS ON 244 ACRES FOR A 5-STAR RESORT DEVELOPMENT.

THE IMPROVEMENT PLAN WILL BE DESIGNED WITH RESPECT TO THE EXISTING CONTOURS OF THE LAND, WHICH WILL MINIMIZE CUTS AND FILLS AND ALLOW THE NATURAL WASHES TO REMAIN AS MUCH AS POSSIBLE AS NATURAL OPEN SPACE. THE COMMON OPEN SPACE LEFT IN A NATURAL STATE WILL BE OVER 28% OF THE SITE.

HEALTHY INDIGENOUS TREES (OVER 4" CALIPER) AND NATIVE CACTI IN DEVELOPED AREAS WILL BE SALVAGED AND TRANSPLANTED TO EITHER RE-VEGETATED AREAS OR DEVELOPED SITES TO PROVIDE FOR A VISUAL CONTINUATION OF THE SONORAN DESERT LANDSCAPE.

MOST OF THE LANDFORM TYPES ON THIS PARCEL WILL BE BAJADA OR HILLSIDE WITH SLOPE GRADIENTS THAT RANGE FROM 8%-25%.

High Point
 El. 1720.00

High Point
 El. 1690.00

High Point
 El. 1740.00

MORGAN CITY WASH

NATURAL DESERT WASH

RIDGE LINE

NATURAL DESERT WASH

MORGAN CITY WASH

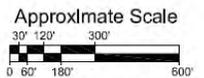
High Point
 El. 1730.00

RIDGE LINE

NATURAL DESERT WASH

RIDGE LINE

Applicant/Zoning Attorney:
 Earl Curley & Lagarde, P.C.
 3101 N. Central Ave., Suite 100
 Phoenix, Arizona 85012
 602-265-0094



North
 Date: July 30, 2012



Cholla Hills

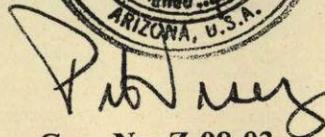
Peoria, Arizona

Appendix B



Zoning Narrative
&
Standards Report
for
Estates at Lakeside
Peoria, Arizona

Registered Professional Engineer (Civil)
CERTIFICATE NO.
14402
PETER
VESECKY
Date Signed 7/10/98
ARIZONA, U.S.A.



Case No. Z-98-03

Prepared for:
Lake Pleasant Residences & Leisure, LLC
2398 East Camelback Road., Suite 900
Phoenix, AZ 85016

Prepared by:
DEI Professional Services
6225 N. 24th Street, Suite 200
Phoenix, AZ 85016
(602) 954-0038

PLANNED AREA DEVELOPMENT APPROVAL	P/Z Commission Date	10/1/98
	City Council Approval Date	11/3/98
	Planner	_____

Resubmitted July 10, 2000 to Chad Daines with no Revisions since May 26, 2000

Revised May 26, 2000
September 23, 1998

DEI# 99094

Zoning Narrative and Development Standards

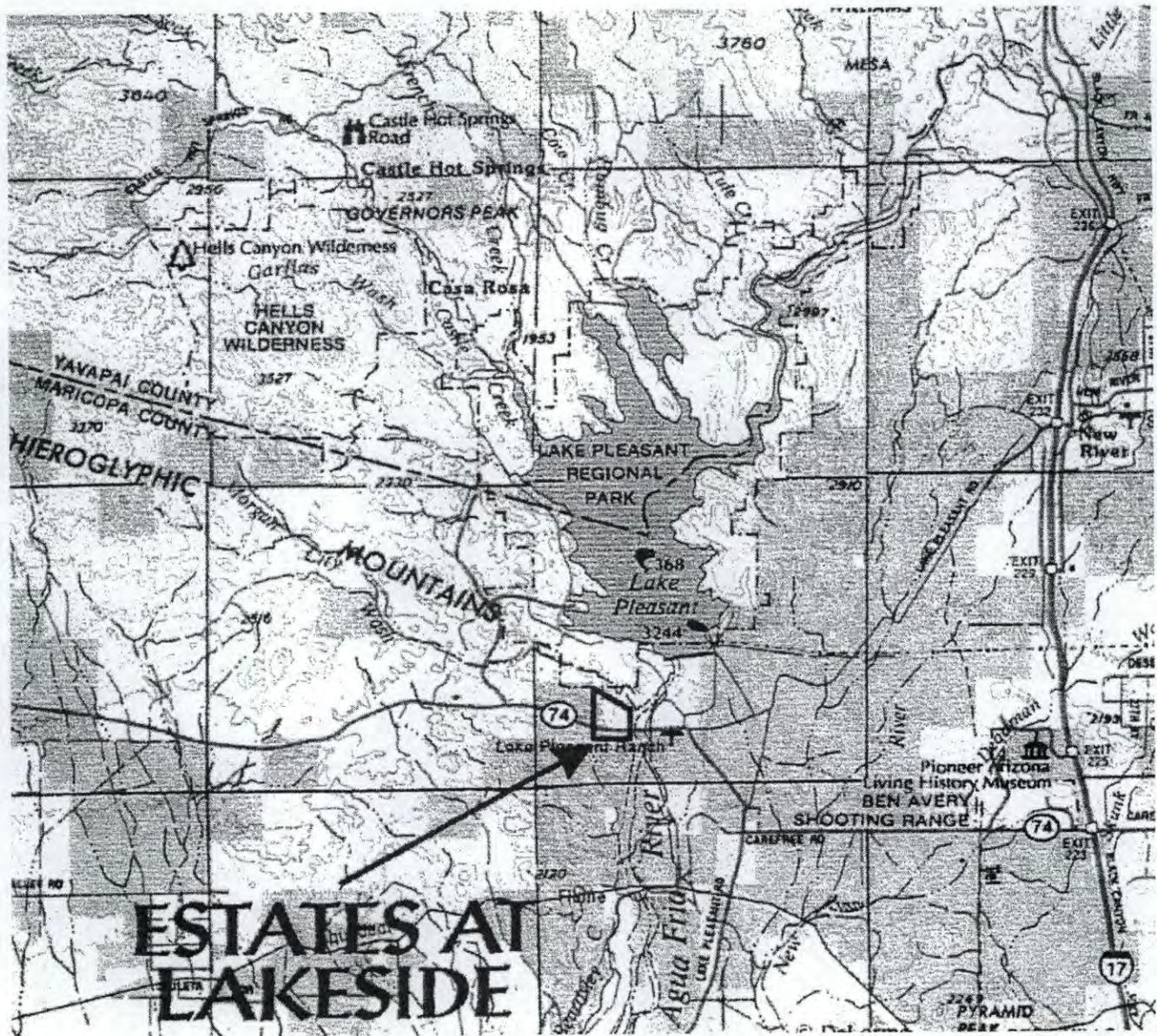
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- II. Conformance with Peoria Comprehensive Master Plan
 - A. Land Use Element
 - B. Transportation Element
 - C. Public Facilities Element
- III. Compatibility with Surrounding Land Uses and Zoning
- IV. Reasons for Requesting the Rezoning
- V. Physical Features of the Site: Opportunities and Constraints
 - A. Landform
 - B. Geology
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- VI. Unique Design Considerations to Reduce Development Impact
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 - D. Open Space
 - E. Architectural Style, Appearance
 - F. Fencing and Landscaping
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 - H. View Corridor
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- X. Modifications and Waivers
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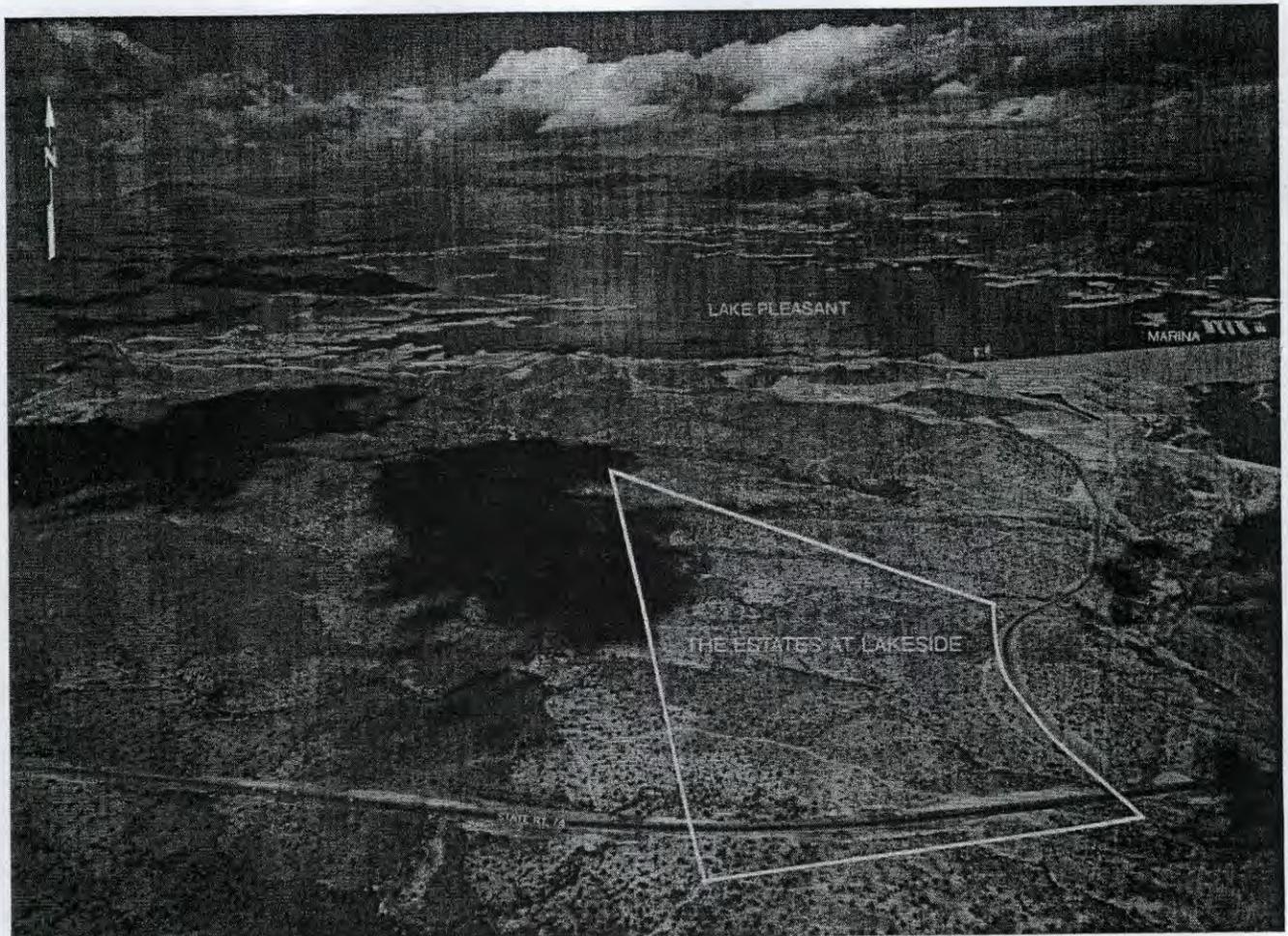


I. The Development Concept an Overview

The Estates at Lakeside is a 218.5-acre parcel located at the northwest corner of S.R. 74 and the old Lake Pleasant Road. Approximately 10.74 acres extends along the south side of S.R. 74.



The Estates at Lakeside will be Peoria's first residential resort community in the scenic desert at Lake Pleasant, ideally situated to take advantage of the recreational amenities offered by the nearby lake and Lake Pleasant Regional Park.



Designed as a Planned Area Development under provisions of the Hillside Development Overlay District, the Estates sets a high standard of environmental sensitivity and creative planning in the area.

Land uses proposed include resort/commercial and a mix of residential densities north of State Highway 74, and commercial south of the highway.

The development concept for The Estates envisions a resort community of custom homes on lots ranging from 18,000 square feet to almost two acres, designed to blend with their desert surroundings.

At the northernmost portion of The Estates is a 13.16-acre resort site. The resort is located on the highest elevations of the site and enjoys spectacular views and a scenic desert setting. Construction of a resort, with small "cottage" -style casita units sited apart from the main resort buildings is planned. The resort will offer a true Arizona desert experience, with hiking, swimming, and other leisure activities on site and have the activities associated with the Lake Pleasant Recreation Area available offsite.

On the south side of State Highway 74, 10.74 acres of commercial development are planned. Design of the commercial development will be in conformance with City of Peoria Hillside

Ordinance and Design Review Manual, and shall be compatible with the character of the residential resort community north of the highway.

A series of moderately sloping plateau-ridges, approximately parallel, cross the site from northwest to southeast. Between these plateaus are deep, stone-walled washes with sandy bottoms.

Streets will be located along plateau-ridges, minimizing cuts and fills, and following, in many cases, the tracks of old jeep trails that were pioneered into the area many years ago. Homes will be sited to follow the contours of the gentler upper slopes, along the plateaus.

Washes will be retained as open space, preserving spectacular views of desert open space for all residents. A trail system within the open spaces will be provided by the developer throughout the development. The trail system will provide access to Morgan City Wash and the Lake Pleasant Recreation Area by connecting the home sites with a trail along the west side of old Lake Pleasant Road.

A preliminary slope analysis has been performed to establish overall densities as shown in the Standards section of this report. Prior to preliminary plat approval or minor land division approval, a comprehensive hillside analysis shall be conducted which provides a detailed topographical map with a slope category overlay which graphically represents all slope categories in Table 1 of Article 14-22A in the Peoria Zoning Ordinance. This map shall be accompanied by a detailed analysis of the percentage of land in each slope category. From this analysis, the maximum number of lots permitted per total gross acreage shall be the sum of the number of lots allowed in each slope category. In any one slope category, there shall be no more lots created than permitted in that slope category, except that, permitted lots in a higher slope category may be transferred to a lower slope category provided that the total number of lots shall not exceed the sum of the lots permitted in each slope category. In no case shall lots be transferred from a lower slope category to a higher slope category.

During the platting process, lots will be defined through a detailed process of site and slope analysis, which will allow us to identify building pads, utilizing, where possible, existing areas of scarring and level portions of the lots. A detailed slope analysis for each lot shall be completed and approved prior to preliminary plat approval. The slope analysis shall be used to establish a slope category for each lot. The slope category for any one lot shall be determined by the majority slope category which encompasses the lot, i.e. if 49% of a lot is 14% slope and 51% of a lot is 16% slope, the slope category for the lot shall be the 15% to 20% slope category. A "building envelope" will be established for each lot. The square footage of the building envelope for each lot shall be restricted to the maximum allowable disturbed area per slope category in which the lot is located, per Table 2, Article 14-22A of the City of Peoria Zoning Ordinance. All disturbed areas outside the building walls will be revegetated to blend with the native landscape.

II. Conformance with Peoria Comprehensive Master Plan

A. Land Use Element

Uses proposed are in conformance with the Peoria Comprehensive Master Plan Land Use Element, which shows the site as "Resort Development." "Resort Development" is defined in the Comprehensive Master Plan as:

"Areas that due to their natural features and scenic quality should be preserved for resort development. Resort developments should preserve these qualities and provide a range of residential densities in association with a resort hotel that includes recreational/leisure activities in addition to appropriate supporting commercial/service areas."

B. Transportation Element

The current right-of-way width for S.R. 74 is 200 feet. It is owned and maintained by the Arizona Department of Transportation (ADOT). Landscaping and revegetation within the right-of-way require permits from ADOT and the City of Peoria. Landscaping shall be maintained by the homeowners association.

The current right-of-way width for Old Lake Pleasant Road is 80 feet and is owned MCDOT. The developer holds permanent access rights to Old Lake Pleasant Road which will be transferred to the homeowners association to provide permanent access. The developer shall improve Old Lake Pleasant Road from S.R. 74 to the subdivision entrance. The homeowners association will be responsible for maintenance of the improved portion of this road.

All streets within the development shall be private and shall be maintained by the homeowners association.

C. Public Facilities Element

The Public Facilities plan shows the subject property to be within the City's Fire Management Area. No additional schools, parks, municipal offices, or fire stations improvements would be required for this project. The subject property is within the service areas of the regional water and wastewater facilities defined in the City of Peoria Water & Wastewater Master Plans.

The projects proximity to the Lake Pleasant Regional Park, planned internal trail system and resort development will provide for ample recreational opportunities for residents of The Estates. The internal trail system shall be constructed by the developer and maintained by the homeowners association. Fire protection is provided by an existing fire company at Lake Pleasant. The homeowners association shall have the capability of collecting a special assessment for additional fire fighting equipment to enhance the capabilities of this station. Police protection is provided by the City of Peoria police department, Maricopa County sheriffs department and park rangers.

The project is not presently within an incorporated school district and is anticipated to be primarily vacation/second or retirement homes which would not require school facilities. However, should sufficient demand arise, the Estates would agree to enter the school district and pay appropriate per lot impact fees.

III. Compatibility with Surrounding Land Uses and Zoning

Land surrounding the Estates at Lakeside is undeveloped. An access road (Old Lake Pleasant Road) leading to facilities for New Waddell Dam runs along part of the east boundary. No developed recreation facilities are located in Lake Pleasant Regional Park in the vicinity of The Estates.

Land to the north and east is owned by the Federal Government and is under Bureau of Land Management Jurisdiction. Land south and west of the property is State Trust Land. No privately owned land borders the site.

All land in the area is zoned SR-43 (Suburban Ranch District), allowing residential development at a minimum lot size of one acre. The gross density proposed for The Estates at Lakeside is 1.18 dwelling units per acre (calculated excluding the commercial and resort property).

IV. Reasons for Requesting the Rezoning

By use of the Planned Area Development zoning category, a balance of residential, resort and commercial uses can be provided and property development standards can be modified to minimize impacts on the land. Open space can be preserved in large tracts for common use.

There is far greater opportunity for creative site planning and architectural design under the land use mix that it possible within the PAD zoning category. The City has much more input into site development and design considerations for a project being processed Under the PAD zoning framework than under SR-43 zoning.

This is a pioneering development effort in one of Peoria's newest areas. As this part of the city develops in years to come, the precedent set by the PAD zoning at The Estates will provide a high standard for others to follow.

V. Physical Features of the Site: Opportunities and Constraints

A. Landform

Five significant washes cross the site, running generally from northwest to southeast. These washes are deeply incised, 30 to 50 feet deep in many locations (up to as much as 100 feet deep). The land slopes sharply up on both sides of the washes towards relatively level ridgeline plateaus. These sideslopes are typically in the 25% to over 40% slope categories. The ridgeline plateaus are generally broader in the south and west portion of the site, narrowing as they extend towards the Agua Fria River.

The topographic conformation of the property is dramatic and offers both opportunities for creating a unique residential resort environment and constraints in terms of construction of homes, streets and utilities. To take advantage of the views and recreational potential of washes and steep slope areas, homes are sited above them, just below the ridge lines in most cases. As previously mentioned, streets follow the ridge lines and old jeep trails where the desert has already been disturbed. Main washes and steep slopes are preserved as dedicated open space.

Numerous small drainages join the main washes, falling from the top of the plateaus to create "fingers" and a complexity of landforms. These small drainages present challenges to street construction in some areas but also provide excellent opportunities for spur trails, linking neighborhoods with the main open space system. The following page is an aerial photo of the site.

B. Geology

The site is part of the Basin and Range Physiographic Province, which includes most of Arizona south of the Mogollon Rim. Elongate basins and long, narrow mountain ranges characterize the terrain, the result of block movement along parallel faults trending northwest. Faulting began approximately 18 million years ago during the late Tertiary Period and ceased approximately 1.5 million years ago. Extensive volcanism occurred from 1.5 million years ago to 18 million years ago. The property is divided into three distinct areas, each having its own characteristic geologic features.

The roughly parallel ridges and washes located west of the Agua Fria River, running generally east and west. These east-most portions of these ridges and washes are composed of a cement-like conglomerate sandstone rock.

The south three-quarters of the west edge of the property, where the ridges become less pronounced. This western edge is characterized by old north-south-trending faults that probably last moved 1.5 million years ago. The faults run between blocks of the cement-like conglomerate sandstone rock, a less lithified conglomerate andesite and tuff. The tuff has been crushed by the movement, along fault lines, of adjacent blocks of rock. The resulting, crushed material is called "fault gouge."

The northern edge of the property, characterized by a rapid rise toward a high, east-west ridge immediately to the north. The extreme north part of the site is andesite, with some occurrence of cement-like conglomerate sandstone rock.

A major fault crosses the site from its southwest corner to about the center of the section. An excellent exposure of the fault is visible in the roadcut of State Route 74 near the southwest corner of the site. The general trend of the fault is northeast and probably extends across the entire site, but evidence of the fault is lacking in the northern half of the section. All faulting ceased approximately 1.5 million years ago. The northwest-trending faults and joints west of the Agua Fria River allow water to erode rapidly downward, forming the steep-walled, narrow, parallel washes and plateau-ridges. Right-angle bends in some of the washes indicate that faults also exert some control over the development of the drainage patterns. Topographic saddles have formed where faults intersect the plateaus.

The topography of the site appears to be stable. Deep cuts and deep fill should be avoided in planning roads and other construction over the fault-gouge material. This material lacks strength and has a high permeability. If large amounts of moisture infiltrate a cut or fault-gouge fill materials, the material might become unstable. Construction of roads and other structures along fault plans where a drag folds or highly fractured andesite is present should be avoided if deep cuts are required.



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SERVICES
1982-1998
16
YEARS OF
EXCELLENCE
DEI Professional
Services

In summary, the property can be developed, within the context of existing topographic and geologic constraints. The extensive exposure of bedrock at the surface will provide more than adequate bearing capacity for any type of development. Special consideration should be accorded development in the fault-gouge area. Highly erodible soils and unstable slopes are not evident.

GEOLOGIC FEATURES

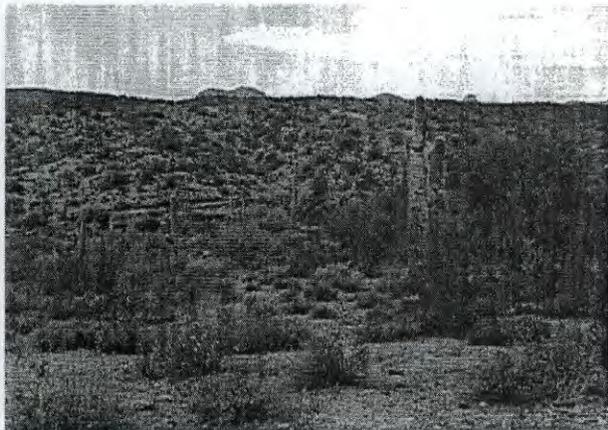


		LEGEND	
TERRACE			CONTACT, DASHED WHERE GRADATIONAL
FILL			FAULT TRACE, DASHED WHERE INFERRED
FAULT GOUGE			U INDICATES UP THROWN SIDE
ALLUVIUM			D INDICATES DOWN THROWN SIDE
CONGLOMERATE			VERTICAL JOINT
ANDESITE			STRIKE AND DIP OF BEDS
CONGLOMERATE/SANDSTONE			
TUFF			

C. Vegetation

Vegetation at The Estates is typical of the Lower Sonoran Desert Shrub association, with palo verde and saguaro the predominant large species on the rocky ridges and on edges of the ephemeral washes. Ocotillo, barrel cactus, cholla, creosote and other native plants are found in a fairly even distribution throughout the site. Greater densities and sizes of trees are found along wash areas, where slopes are not precipitous. As previously stated, the native plants shall be preserved and relocated to the extent possible.

Photographs on this and following pages illustrate typical site vegetation and topographic conditions.



VI. Unique Design Considerations to Reduce Development Impact

Project is located in very rugged and scenic hillside area. Use of the PAD option is necessary to minimize disturbance to the desert through creative site planning and architectural design approaches which may not conform in every respect to typical property development standards. The most significant difference is in the type of hillside landform and in the approach selected to develop within this landform.

Hillside development is most commonly associated with a mountain landform in which the land gradually gets steeper toward a central peak or ridge and development is limited to the lower, flatter areas and the peaks or ridge areas are preserved.

The Estates has a very different landform where the flatter sloped areas are located along the higher ridge-plateau lines and the steeper sloped areas are located lower along the sides of the washes. In response to this different landform, it is proposed to develop the upper, flatter slope areas along the ridge-plateau lines and protect the wash areas as natural open space. This thought process is along the lines of protecting the wash areas as riparian habitat. This manner of developing this landform facilitates the preservation of more open space as the grading of less area is required. The following photographs and cross section illustrate the shape of this landform. The car is included to give an indication of scale.





The above cross section is cut from the existing ground surface and no vertical exaggeration has been used. This cross section is fairly representative of the relationship between the plateau-ridges and washes.

The proposed development plan for The Estates is a direct response to the uniqueness and challenge of the site. The most important consideration is, naturally, the rather rugged terrain, requiring inclusion in the Hillside Development Overlay District. A preliminary slope analysis was prepared using the methodology in the City of Peoria Zoning Ordinance, Section 14-22A, Hillside Development Overlay District. The distribution of land within the various slope categories for the entire site is calculated as follows.

Total Property		
Slope of Category	Total Area (Acres)	Percentage of Total Property
0%-10%	39.23	17.96%
10%-15%	35.11	16.07%
15%-20%	51.33	23.50%
20%-25%	57.32	26.24%
25%-30%	20.64	9.45%
30%-35%	13.00	5.95%
35%-40%	1.09	0.50%
40% +	0.75	0.34%
Total	218.47	100.00%

It is important to note that only 16.24% of the total property falls within the 25% and steeper slope categories.

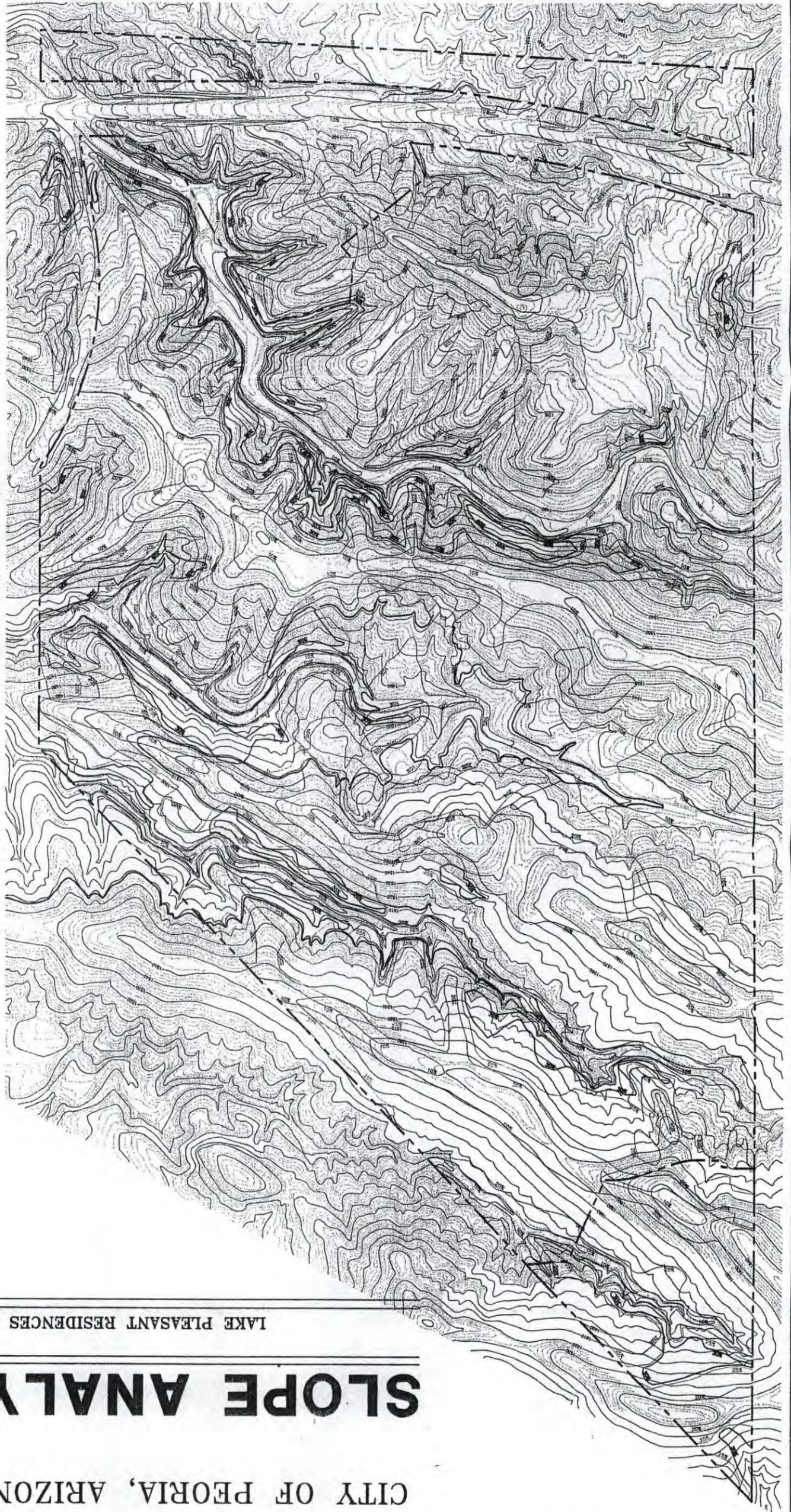
On the following page is the Slope Analysis Map which shows the slope areas used to calculate the above total areas.

THE ESTATES AT LAKE SIDE

CITY OF PEORIA, ARIZONA

SLOPE ANALYSIS PLAN

LAKE PLEASANT RESIDENCES & LEISURE, L.T.C.



LEGEND

- 0 - 10
- 10 - 15
- 15 - 20
- 20 - 25
- 25 - 30
- 35 - 40
- 40 AND UP



SCALE: 1" = 400'
0 200' 400' 800' 1200'

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1982-1998
YEARS OF
EXCELLENCE
16
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Services

The following are generalized responses to the design challenges presented by the existing landform.

A. Streets follow level plateau-ridge lines, areas of existing jeep trails

To reduce development impact, local streets are planned to be located along the tops of the long plateau-ridges that cross the site. These plateau-ridge lines are the most level areas of the site, so cuts and fills for road construction and utilities will be minimized. Most of these routes are already scarred by numerous jeep trails that criss-cross the Lake Pleasant area. Where possible, streets will be located within corridors of existing disturbance.

B. Homes located near plateau-ridge lines, contoured to fit the land

To minimize disturbance associated with home construction, homes are generally located along the plateau-ridge lines, where slopes are least severe. Architectural guidelines to be enforced by the Estates at Lakeside Homeowners Association (ELHA) will require "stepping down" of building forms consistent with lot contours, to reduce visual impacts and grading and meet City of Peoria Zoning Ordinance for heights and appearances.

C. Steep slopes and washes preserved as open space

All major washes and the steep slopes along the sides of the washes will be preserved as dedicated open space. It is anticipated that most of the lots will back directly onto open space. Where lots do not have direct views space corridors, access to them will be provided via pathways and "windows" into the washes and common areas.

D. Extensive pathway system to be provided

A series of trails will be developed. These pedestrian trails will provide access to open space areas where views of wildlife, rock formations and the desert landscape can be enjoyed. The pathways will be designed for minimum impact on the land, to blend into the natural terrain and to be consistent with meeting minimum standards for accessibility on recreational trails. Trails are planned to be cleared walkways, 4 to 6 feet wide with a native material surface. Improvements shall include path direction markers, erosion protection similar to that used in forest service trails, benches at natural overlook locations, small rock retaining walls and culverts at small wash crossings. Interpretive materials will be displayed along the paths to identify and tell about the plants, geology and history of the area. Trail lighting will not be included. See below for a typical section of the trail.

E. Architectural and landscaping standards reflect desert

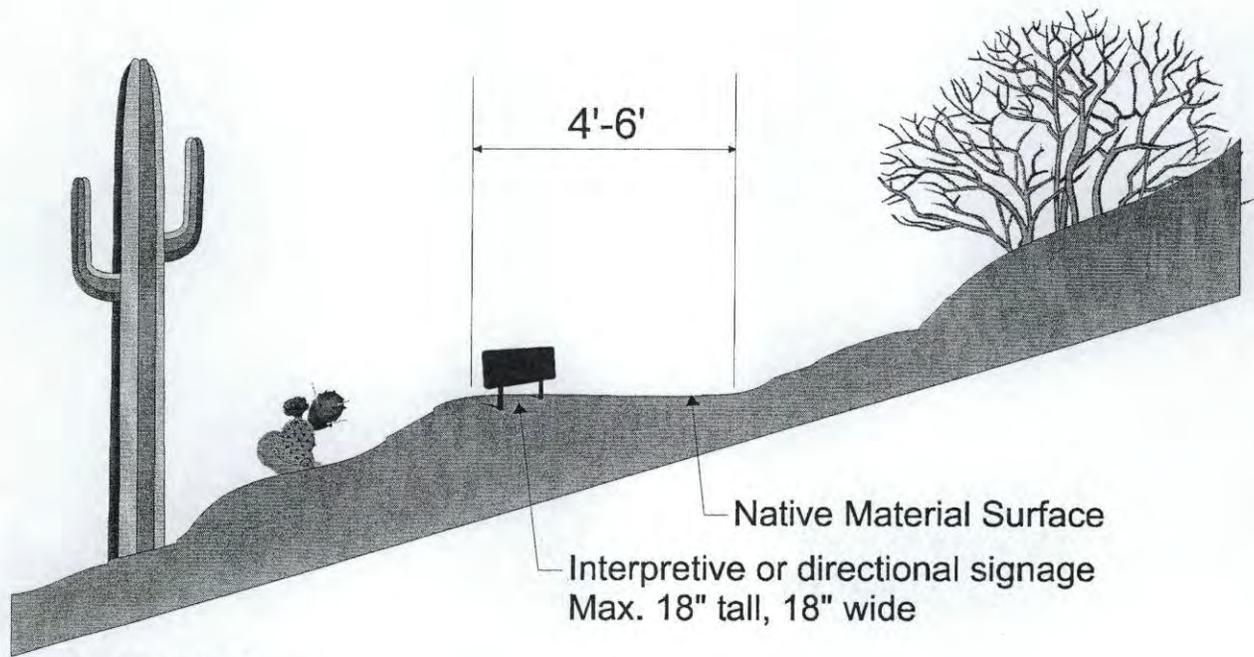
Architectural, site planning and landscaping standards will be developed for use in the homeowners association's design review process. Standards developed shall comply with the City of Peoria Design Review Manual.

F. Minimum-impact street standards

We will propose street standards that minimize roadway width, grading and street construction impacts. Pavement width (back-of-curb to back-of-curb) for local residential streets, for example, is 22 feet. These standards shall be similar to those used in other Valley communities for hillside development in environmentally sensitive areas. The streets will be private access easements, maintained by the homeowners association. All street standards shall be subject to review and approval by the City Engineer as part of the platting process.

G. Vegetation

Vegetation at The Estates is typical of the Lower Sonoran Desert and may contain some sensitive plant species. Prior to preliminary plat approval, the developer shall document existing sensitive and significant clusters of vegetation for preservation, retention and/or relocation. Graded or disturbed areas will be re-vegetated with relocated vegetation and a seed mix consisting of native plant species to the maximum extent possible. As part of the grading and drainage approval process, a landscape preservation and revegetation plan will be prepared and approved.



Typical Trail Section

VII. Design Standards

The Estates at Lakeside shall comply with all provisions of Section 14-33, P.A.D. District standards and Section 14-22A, Hillside Development Overlay District standards of the City of Peoria Zoning Ordinance. All development shall also comply with the City of Peoria Design Review Manual.

A. Permitted Uses

As previously stated, uses proposed are consistent with the Peoria Comprehensive Master Plan, which shows the site as "Resort Development". "Resort Development" is defined in the Land Use Element of the Peoria Comprehensive Master Plan as:

"Areas that due to their natural features and scenic quality should be preserved for resort development. Resort developments should preserve these qualities and provide a range of residential densities in association with a resort hotel that includes recreational/leisure activities in addition to appropriate supporting commercial/service areas."

Approval of the following uses is requested as part of this P.A.D.:

Land Use Designation	Specific Use
Single-Family residential	Detached Single Family and/or Resort
Resort	Resort & Commercial associated with resort development or Open Space
Commercial	All Principal and Conditional Uses Permitted in C-2 District and Boat/RV Storage

The resort parcel shall remain as open space and undeveloped until such time as the resort development is approved.

It is requested that outdoor storage of boats and recreational vehicles be permitted as an additional specific use within the Commercial parcel. This use is in line with the type of recreational activities available in the area. An anticipated large percentage of homeowners in The Estates would own and wish to use boats at Lake Pleasant, as well as continually increasing visitor traffic to the lake would utilize this type of facility. (Boat and RV storage will not be permitted within The Estates) The outdoor storage shall meet the screening requirements in the standards section of this report.

The following uses shall be expressly prohibited on the commercial parcel at The Estates: Adult Entertainment; Rental, Sales or Repair of New or Used Vehicles and Boats; Auto Body Repair and/or Painting.

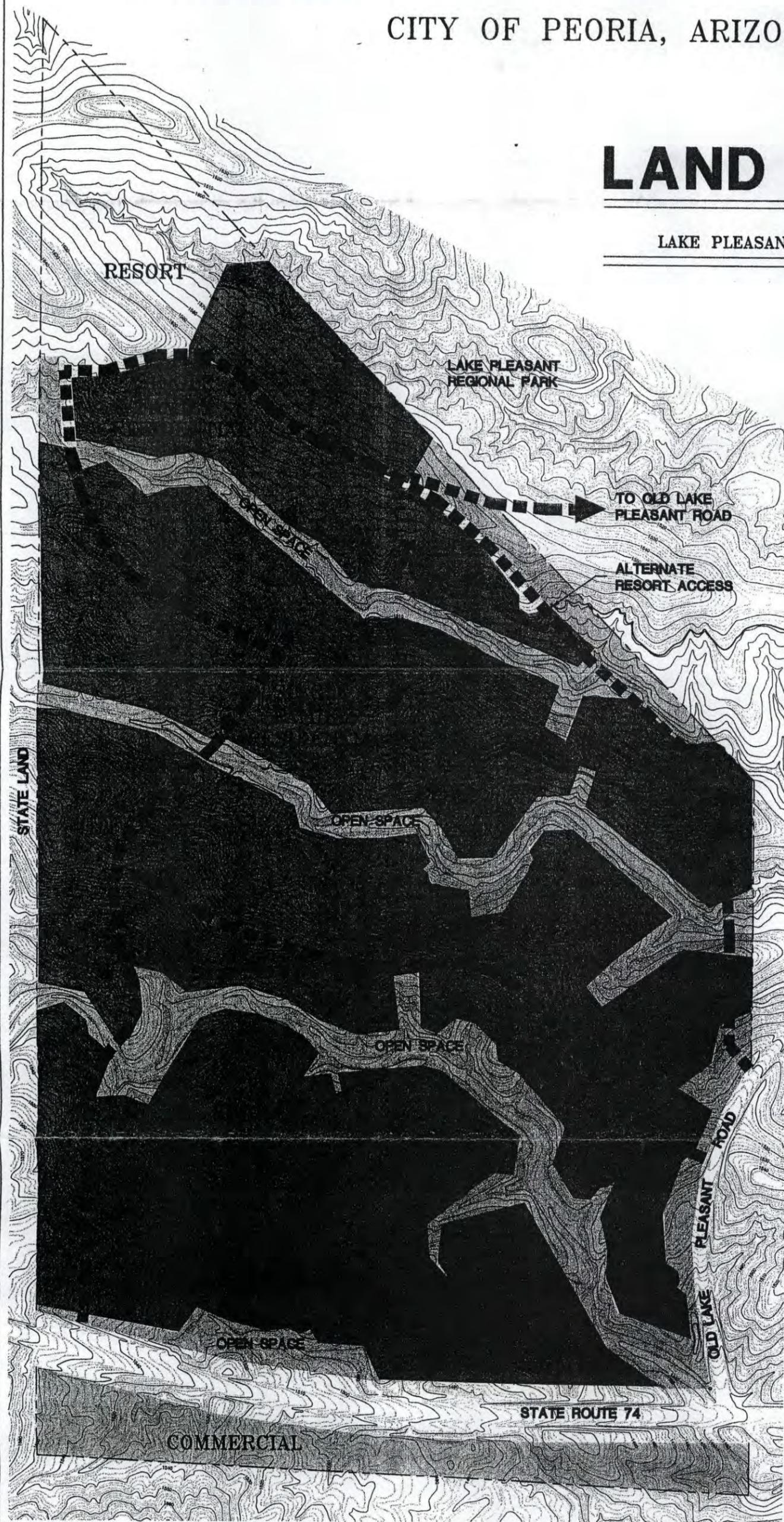
Refer to the following page for the Land Use Plan.

THE ESTATES AT LAKESIDE

CITY OF PEORIA, ARIZONA

LAND USE PLAN

LAKE PLEASANT RESIDENCES & LEISURE, L.L.C.



LAND USE SUMMARY

RESIDENTIAL

SINGLE FAMILY
194.55 acres
257 units
1.32 units/acre

TOTAL RESIDENTIAL UNITS = 257

RESORT

13.16 acres

COMMERCIAL

10.76 acres

OPEN SPACE

RESIDENTIAL PARCELS

38.08 acres
(19.6% of residential parcel)

RESORT PARCEL

7.58 acres
(57.6% of resort parcel)

COMMERCIAL PARCEL

4.84 acres
(44.9% of commercial parcel)



SCALE: 1" = 400'



B. Proposed Density

As the project lies within in a rugged, hilly area, it shall comply with the allowed densities of Section 14-22A, Hillside Development Overlay District, City of Peoria Zoning Ordinance as well as the Comprehensive Master Plan. A preliminary slope analysis has been performed to establish overall densities. The results of the analysis for each land use designation are shown below:

Residential Parcel			
Slope of Land	Total Area	Maximum Number of Lots per Gross Acre	Maximum Number of Lots
0%-10%	33.58	3.40	114.2
10%-15%	32.40	1.50	48.6
15%-20%	44.66	1.00	44.7
20%-25%	51.37	0.70	36.0
25%-30%	19.02	0.50	9.5
30%-35%	11.67	0.30	3.5
35%-40%	1.09	0.20	0.2
40% +	0.75	0.10	0.1
Total	194.55		257

Resort Parcel		
Slope Category	Total Area (acres)	Maximum Disturbable Area (acres)
0%-10%	0.77	0.46
10%-15%	1.07	0.64
15%-20%	3.13	1.57
20%-25%	5.52	2.21
25%-30%	1.49	0.45
30%-35%	1.18	0.26
35%-40%	0.00	0.00
40% +	0.00	0.00
Total	13.16	5.58

Commercial Parcel		
Slope of Land	Total Area (acres)	Maximum Disturbable Area (acres)
0%-10%	4.88	2.9
10%-15%	1.64	1.0
15%-20%	3.53	1.8
20%-25%	0.43	0.2
25%-30%	0.13	0.0
30%-35%	0.14	0.0
35%-40%	0.00	0.0
40% +	0.00	0.0
Total	10.76	5.92

The following is a summary of the above individual parcel calculations.

Land Use Designation	Area (Acres)	Units	Density
Single-Family residential	194.55	257	1.32 units/acre
Resort	13.16	--	--
Commercial	10.76	--	--
Total	218.47	257 units	1.32 units/acre 1.18 units/acre (gross)

C. Lot Size, Dimensions, Building Height And Setback Regulations

The minimum lot size shall be eighteen thousand (18,000) square feet, with a minimum front lot footage of one hundred (100) feet. The minimum lot size for lots within the 20% slope category or greater shall be 1 acre (43,560 square feet).

Heights, setbacks and separation will meet all applicable code and ordinance requirements and will be subject to review by City staff at the time of plat and site plan approvals.

Front yard setbacks are requested to vary from the standard 20 feet to a variable setback ranging from 18 feet to 20 feet for 50 percent of the residential lots, per the City of Peoria Zoning Ordinance. The remaining 50 percent of the lots shall have a minimum 20 foot setback.

Lot Size, Dimension and Setback Table				
Minimum Lot Size	Minimum Frontage	Front Yard Setback	Min. Side Yard Setback	Rear Yard Setback
18,000 sf or 43,560 sf	100 ft	18 to 20 ft	10'	20'

D. Open Space

Open space provisions shall also comply with Section D.1.4.d of the City of Peoria Comprehensive Master Plan pertaining to the requirements for Resort Development Land Use Guidelines. The Estates at Lakeside includes a mix of land uses. The table below shows required and provided open space.

Land Use Type	Area (acres)	Percent of Total Area	Percent Required Open Space	Open space Required (acres)	Open Space Provided (acres)	Open Space Provided (percentage)
Residential - single family lots 18,000 sf	194.55	89.05%	9%	17.51	38.08	19.6%
Resort	13.16	6.02%	5%	0.66	7.58	57.6% (*)
Commercial	10.76	4.93%	5%	0.54	4.84	44.9% (*)
Totals	218.47	100.00%		18.71	50.49	23.1%

(*) Open space for the Resort and Commercial areas are not shown on the land use plan and are indicative only of anticipated open space in these areas.

The Open Space map (following page) shows Useable Open Space to be provided at The Estates. The open space includes dedicated hiking trails, floodway areas and reserved steep slope areas. The figure shows clearly the areas calculated as Useable Open Space in meeting requirements of this Ordinance.

The calculation for open space does not include areas for roadway easements, right-of-way, alleys, drives, parking, loading or storage areas, required setback areas at the perimeter boundaries of the PAD, golf courses, areas reserved exclusively for the uses or benefit of an individual owner or tenant, concrete or rock lined areas designed primarily as a drainage channel.

Open space shown on the Open Space plan will be protected by means of recorded open space easements, with further protection offered by their inclusion as separate tracts on the Land Use Plan that is part of their submittal. Any attempt to develop within these open space areas will, thus, be subject to public hearings and City action to amend provisions of this Planned Area Development. The permanent retention of these open spaces is essential to the character and quality of the community to be built at The Estates at Lakeside. A homeowners association will be formed and will be responsible for open space maintenance.

E. Architectural Style, Appearance

Development shall comply with the requirements as set forth in the City of Peoria Design Review Manual. A Design Review Committee will be formed within the framework of the master homeowners association. This committee will monitor and review the architecture, site planning, landscaping and building modifications.

Architectural, site planning and landscaping standards will be developed for use in the homeowners association's design review process. Among key considerations are:

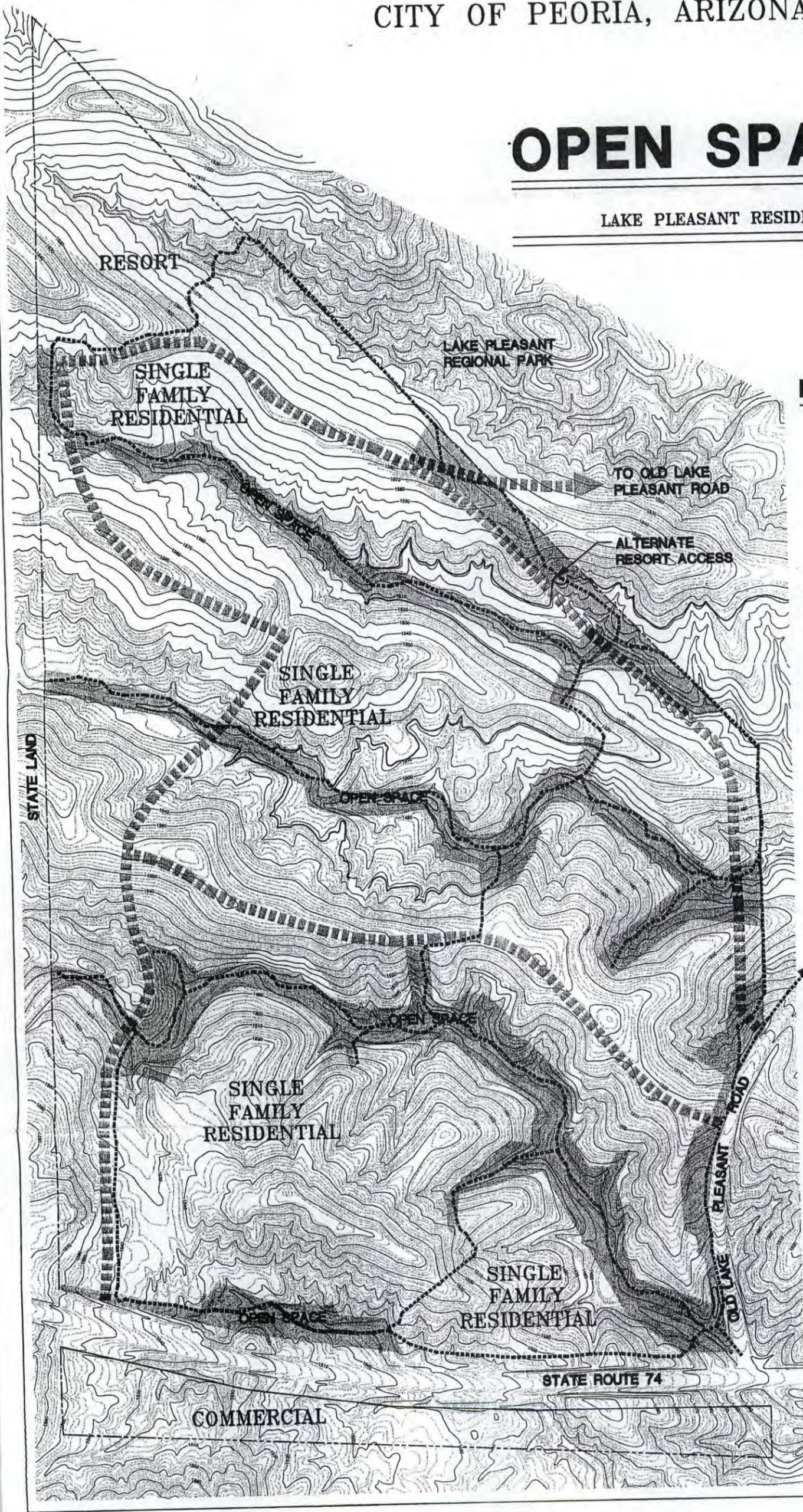
1. Use of colors and materials that blend with the, desert (no whites, pastels or red tile);
2. "Breaking up" the apparent mass of buildings through variations in roof lines, detailing of windows and use of "pop-outs";
3. Roof lines designed to reflect natural slopes and geologic forms.
4. Southwestern architectural character (no French Provincial, red barns, southern mansions or Greek temples);
5. Use of and region plant materials exclusively where visible from streets or common open space areas;
6. No palm trees;
7. No lighted tennis courts;
8. Low level light standards (bollard-style) to be used throughout;
9. No boats, recreational vehicles or trailers to be parked on the site unless in a garage or enclosure screened from street view;
10. Use of consistent design for house numbers, mailbox enclosures, street numbers and furnishings.
11. Garages may be side entry or detached and behind the principal structure.

THE ESTATES AT LAKESIDE

CITY OF PEORIA, ARIZONA

OPEN SPACE PLAN

LAKE PLEASANT RESIDENCES & LEISURE, L.L.C.



DEDICATED OPEN SPACE

 TRAILS

RESIDENTIAL PARCELS

38.08 acres
(19.6% of residential parcels)

Portions of residential lots outside building envelopes will not be disturbed and will be protected through open space easements.

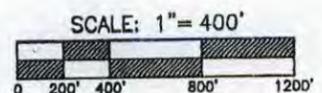
RESORT PARCEL

To be defined at time of resort development approvals. A minimum of 7.58 acres of the resort parcel will be set aside as natural area open space.

COMMERCIAL PARCEL

To be defined at time of site plan approvals. A minimum of 4.84 acres will be set aside as natural area open space.

TO MORGAN CITY WASH
AND LAKE PLEASANT
REGIONAL PARK



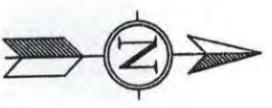
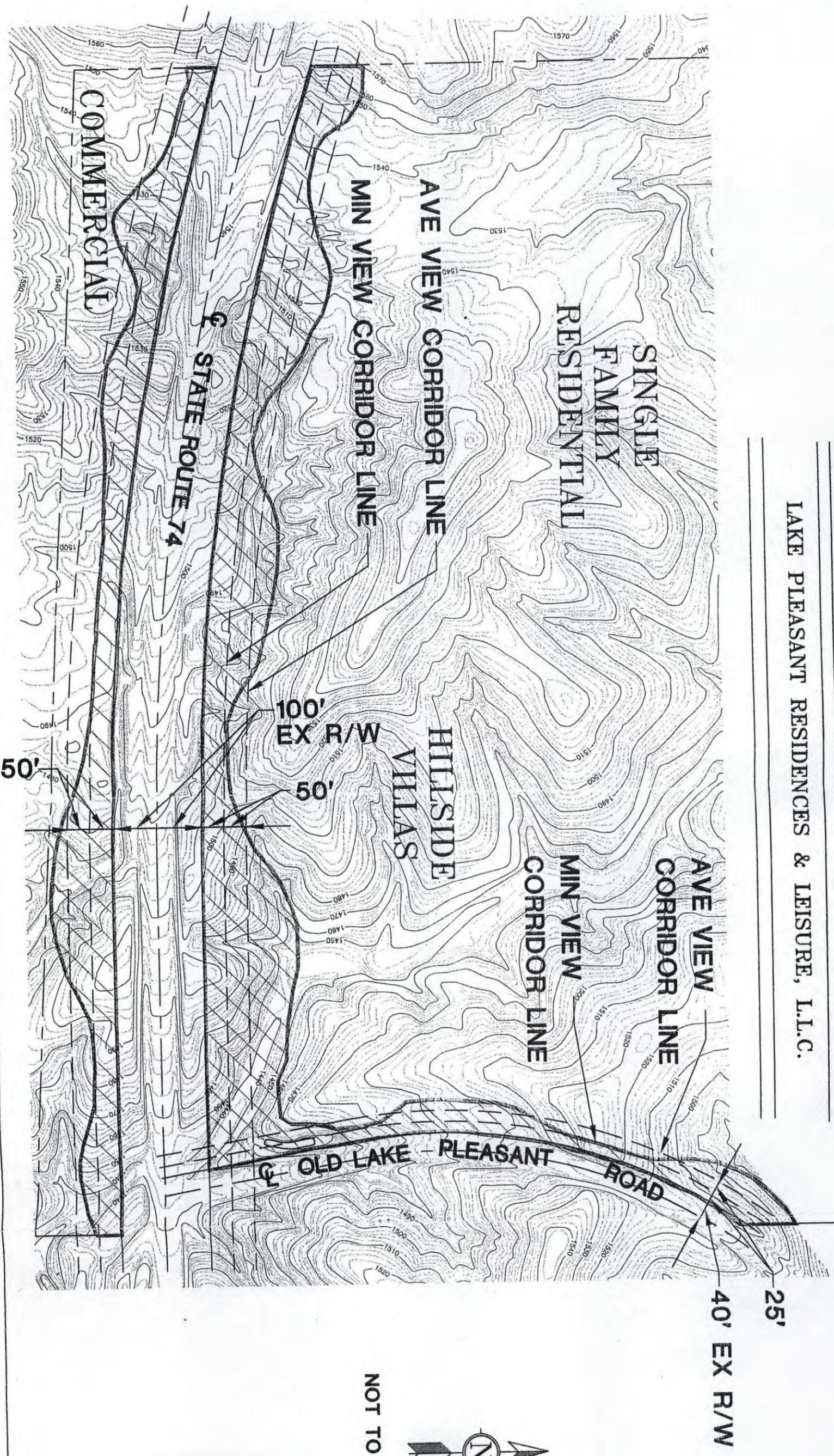
DEI
PROFESSIONAL
SERVICES
1969 N. 10th Street, Suite 20
Peoria, AZ 85601
1982-1991
16
YEARS OF
EXCELLENCE
DEI Professional
Services

THE ESTATES AT LAKESIDE

CITY OF PEORIA, ARIZONA

VIEW CORRIDOR PLAN

LAKE PLEASANT RESIDENCES & LEISURE, L.L.C.



NOT TO SCALE

DEI
PROFESSIONAL SERVICES
7700 N. 16TH AVENUE, SUITE 200
PEORIA, ARIZONA 85381
Phone: (602) 794-3000
Fax: (602) 794-3000

1982-1998

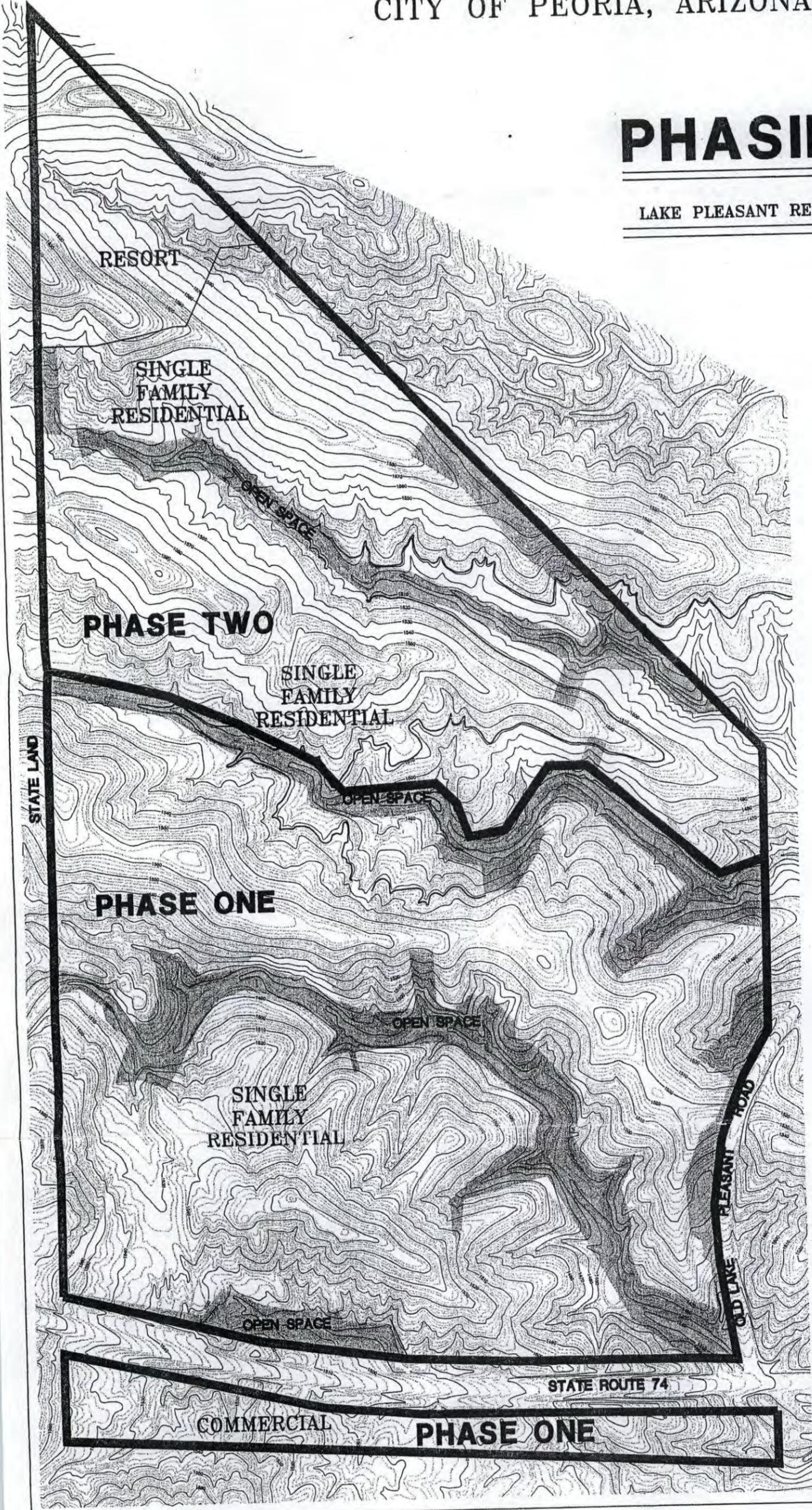
16
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THE ESTATES AT LAKESIDE

CITY OF PEORIA, ARIZONA

PHASING PLAN

LAKE PLEASANT RESIDENCES & LEISURE, L.L.C.



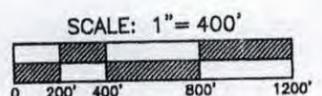
SUMMARY

PHASE ONE

SINGLE FAMILY RESIDENTIAL
COMMERCIAL
OPEN SPACE

PHASE TWO

SINGLE FAMILY RESIDENTIAL
RESORT
OPEN SPACE



F. Fencing and Landscaping

Within the residential parcels, fencing, privacy walls and/or screen walls shall not be permitted along the perimeter of property lines. Privacy walls, fencing and/or screening shall not extend outside an approved building envelope.

Within the commercial parcel, the boat and RV storage area shall be screened from view by the adjacent properties and the existing highway to meet City of Peoria Design Review Manual and the following:

Outdoor storage areas shall be screened by a perimeter wall at least eight feet high and shall undulate both horizontally and vertically. Horizontal undulations shall consist of a minimum three foot offset which shall occur at irregular intervals that permit the wall to follow the view corridor along S.R. 74 and shall occur at a maximum spacing of 100 feet along the other perimeter lines. Vertical undulations shall occur every 100 feet at a maximum with a minimum change in height of 12 inches. All perimeter walls shall be stucco finished and painted or constructed of decorative masonry block intended to be used without additional finish. All perimeter walls shall be landscaped per City of Peoria requirements in keeping with the guidelines specified below.

Landscaping at The Estates shall augment and compliment the existing vegetation typical of the Lower Sonoran Desert Shrub association. Plants to be used for landscaping shall include but are not limited to the following: palo verde, mesquite and ironwood trees, saguaro, ocotillo, barrel, and cholla cactus, creosote and other native plants. As previously stated, the native plants shall be preserved and relocated to the extent possible. Graded or disturbed areas will be re-vegetated with relocated vegetation and a seed mix consisting of native plant species to the maximum extent possible.

G. Street Utilities, Services And Public Facilities

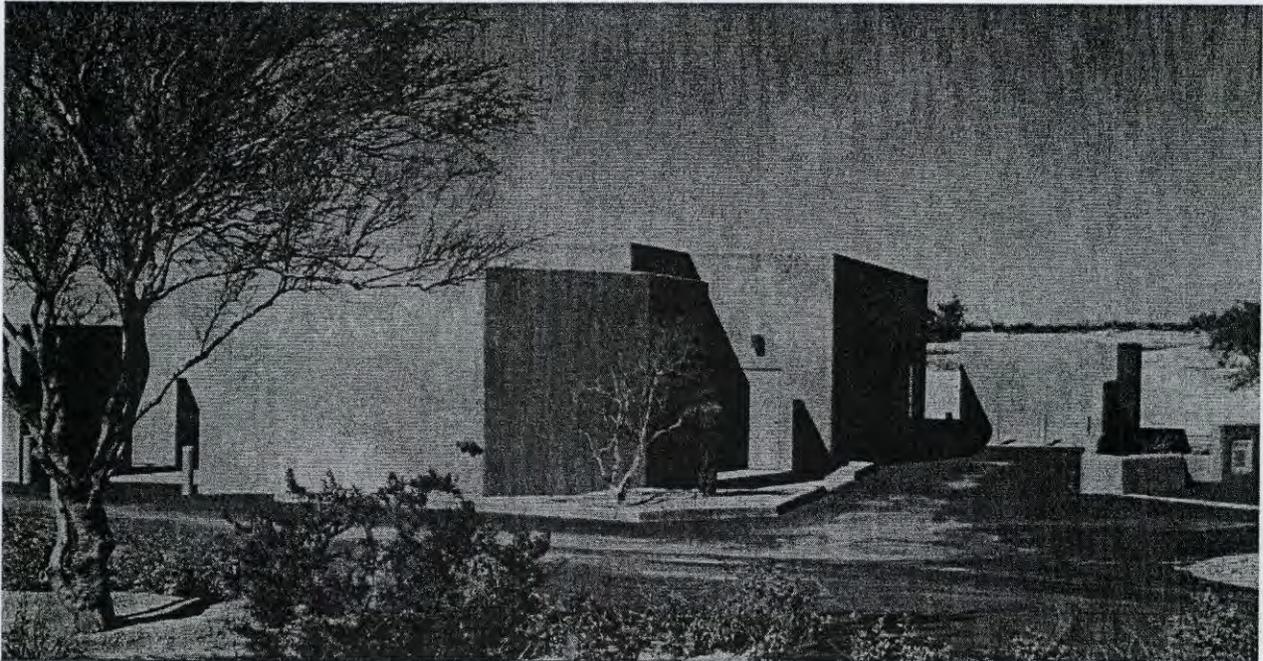
Roadway Design

The roadway system is to be private and is configured to provide convenient access to all portions of the development while minimizing disturbance to the existing terrain. The roadways shall be built within an easement dedicated to the homeowners association who shall also be responsible for the maintenance of the internal roadway system. The roadway system is comprised of roads of three designations, Local Residential, Local Collector, and Minor Collector, with the majority classified as local residential.

Two roads provide access to the residential portion of the site, one from Highway 74 and one from the Old Lake Pleasant road. These access roads are classified as local collectors primarily to provide better access for emergency vehicles although the ADT's for these roads will be below the customary 1500 vehicles per day for a local collector designation. Both access points are to be gated with turn-around areas provided prior to the gates. The access to Highway 74 has been designated as minor collector to accommodate the turn lanes necessary for highway access.

Primary access to the resort site is to be from Old Lake Pleasant road with secondary access provided by the residential access roads. Access from Old Lake Pleasant road is planned to pass

The following photo is of a wastewater treatment facility very similar to the planned facility for this project.



All design and construction for the water and sewer systems will be to the applicable Arizona Department of Environmental Quality, Maricopa County Dept. of Environmental Services, and City of Peoria criteria and subject to City of Peoria approval as part of the plat/improvement plan process.

Electric and telephone service will be provided by APS and US West and shall be placed underground throughout the development.

H. View Corridor

View corridors along both sides of S.R. 74 and along the west side of Old Lake Pleasant road shall be established. The corridors along S.R. 74 shall be of an average width of 100 feet and a minimum width of 50 feet as measured from the existing right-of-way lines. The corridor along Old Lake Pleasant road shall be of an average width of 50 feet and a minimum width of 25 feet. Minimum setbacks for all structures shall be measured from the view corridor lines. No parking, screen walls or signage will be constructed within the view corridors. The view corridors shall be essentially left in a natural, non-disturbed state with only minimum additional landscaping added in accordance with the landscaping section of this document. A preliminary approximation of the view corridors is shown on the View Corridor Plan on the following page.

through a portion of park land. This access route is presently being negotiated. If an easement for this route cannot be obtained, an alternate route is planned along the northeast border of the property.

Appropriate improvements will be made to Highway 74 and the Old Lake Pleasant road to provide deceleration - turn lanes and street lighting for the intersections.

Preliminary design standards for street cross sections, street classifications and horizontal/vertical design are listed as follows.

Street Design Element	Minor Collector	Local Collector	Local Residential
Street Width (ft.)	41	36	22
Easement Width (ft.)	60	50	40
Design Speed	40	30	25
Min. Radius of curve w/o super elevation (ft.)	475	185	100
Min. Radius of curve w/ 2% super elevation (ft.)	385	155	85
Min. Radius of curve w/ 4% super elevation (ft.)	350	145	80
Min. Length of Tangent between Reverse Curves (ft.)	200	100	0
Min. Horizontal Curve Length (ft.)	175	150	100
Stopping Sight Distance (ft.)	245	155	125
Maximum Slope	12%	12%	15% (600' max.)

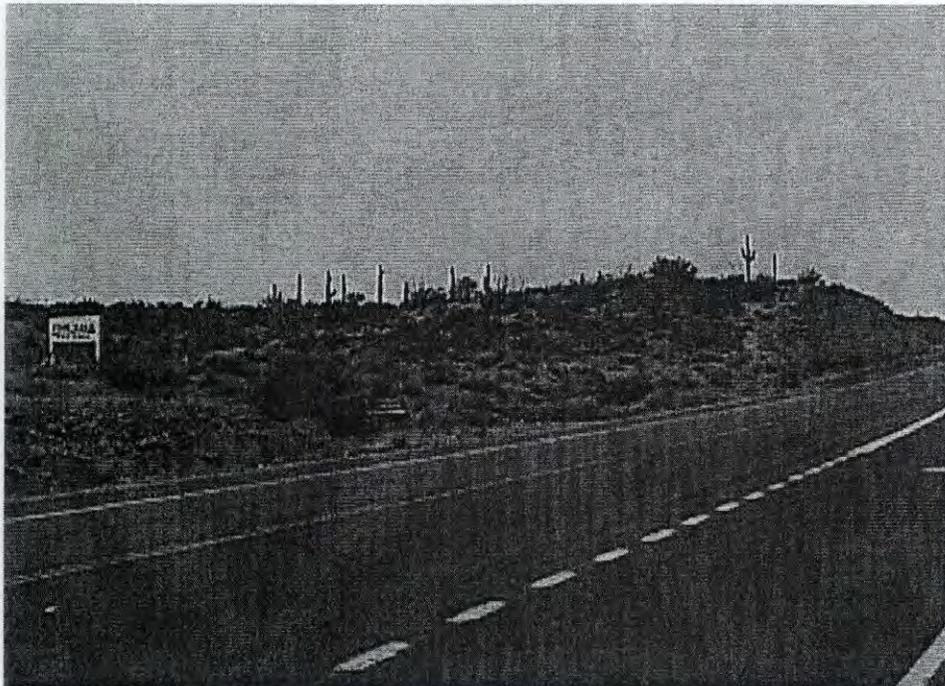
All design and construction for the roadway system will be to the applicable AASHTO, ADOT, Maricopa County Dept. of Transportation, and City of Peoria criteria and subject to City of Peoria approval as part of the plat/improvement plan process.

Utilities

Water is to be provided by a private water company, the Lake Pleasant Water Company, from a well field located east of the Agua Fria River just north of S.R. 74 and delivered to the site through transmission main parallel to the highway. The Lake Pleasant Water Company holds a Type II Grandfathered Water Right and has been issued a Certificate of Assured Water Supply for 100 years for this development. Copies of these documents are included. The water distribution system shall be constructed by the developer and owned, operated and maintained by the private water company.

Sewage treatment is to be provided by a facility to be owned and operated by a private company. The treatment plant will be built by the developer and located at the southeast corner of the subject property, south of Highway 74. The treatment facility site will only occupy 1-2 acres. The site will be situated behind a small ridge along S.R. 74 (see photos) and cut into the hill which, when

combined with appropriate screening, will make the site difficult to see from the highway or subject property. It will be constructed with all of the vessels below grade and enclosed within a structure similar to that in the accompanying photo. The sewage collection system shall be constructed by the developer and owned, operated and maintained by the private company.



These photos are of the wastewater treatment site looking west (first photo) and looking east (second photo), both along S.R. 74.

The treatment facility is planned to be located behind the sign in the first photo, cut into the saddle of the hill with appropriate screening and landscaping to mitigate view of the plant from this direction.

The second photo shows the same hill as the first from the other direction. The treatment facility is planned to be cut into the hill below the ridge, allowing the ridge itself to provide most of the screening. The access to the facility will be from this direction and will be coordinated with the commercial site and residential access.



I. More Than One Building Per Lot

We do not propose to build more than one primary residence per lot. Auxiliary structures such as gazebos or guest houses will be allowed, within the limits established by the building envelopes and development design guidelines. All construction of auxiliary structures shall comply with City of Peoria Zoning Ordinances and Design Review Manual.

J. Additional Standards

The Applicants agree to conform to all conditions, zoning stipulations and other matters related to this P.A.D. approval, that may be negotiated during the review and hearing processes.

VIII. Phasing

Phase one consists of a portion of the single family residential part of the development and is planned to commence immediately upon completion of the rezoning and platting process, (including completion and approval of the construction documents). Phase two consists of the remainder of the single family residential area, the hillside villas, and the resort and commercial sites and is planned to commence 36 months thereafter and be completed within the following two years. The anticipated phasing is indicated on the following phasing plan.

IX. Description of Other Required Approvals

The following additional approvals are required, in addition to normal City processing of subdivision plats and other development plans:

All water and sewer improvements	Maricopa Co Environmental Services Department
Permit for wastewater treatment facility	Arizona Department of Environmental Quality
Well and water pumping	Arizona Department of Environmental Quality
Water Quality Discharge Permit	Arizona Department of Environmental Quality
404 permitting process	Army Corps of Engineers
Stormwater Pollution Prevention Plan	City of Peoria

X. Modifications and Waivers

The Estates at Lakeside reserves the right to pursue, if necessary, modifications or waivers through the processes already provided for and established in the City of Peoria Zoning Ordinance and/or the City of Peoria Design Review Manual..

X. Supporting Documentation

The Certificate of Grandfathered Groundwater Rights and Certificate of Assured Water Supply have been supplied to the City of Peoria.