

SHOPS AT HAPPY VALLEY

SHOPS AT HAPPY VALLEY

COMPREHENSIVE SIGN PLAN

S.E.C. of
Lake Pleasant Road & Happy Valley Rd.
Peoria, AZ

ZONING APPROVAL
AP
Int.

4-19-11
Date

Prepared
by:



YOUNG ELECTRIC SIGN COMPANY
Phoenix Division

6725 West Chicago Street, Chandler, Arizona 85226
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CONTACT: Jeremy Galloway



Amended by:

SIGNS **PLUS**

Electrical & Architectural Signage • Awnings • Fascia • Canopies
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STATEWIDE FROM PRESCOTT VALLEY

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LAKE PLEASANT CENTER Planned Area Development

Standards and Guidelines Report

Southeast Corner of

Happy Valley Road and Lake Pleasant Parkway

AKA:
MOUNTAIN SIDE
CROSSING



January 7, 2005

ZONING APPROVAL

JH 7/12/06
Int. Date

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I. Introduction

This Development Guide provides the development standards and land use information for the Planned Area Development (P.A.D.) proposed for a 17.3 net acre parcel located on the southeast corner of Happy Valley Road and Lake Pleasant Parkway (See Exhibit A – Vicinity Map). This guide is intended to provide the City of Peoria with the information necessary to review and approve the requested P.A.D. zoning for this property.

II. Site Conditions

The subject parcel is vacant and the majority of the site has a gentle slope from northeast to southwest (See Exhibit B - Site Contours). The site contains no significant vegetation. The properties surrounding the site remain undeveloped; however the Northwest corner of Happy Valley Road and Lake Pleasant Parkway was rezoned to PAD with C-2 uses on August 7, 2003, and the Southwest corner of Happy Valley Road and Lake Pleasant Parkway was rezoned to PAD with C-2 uses on June 15, 2004. The undeveloped property on the northeast corner of Happy Valley Road and Lake Pleasant Parkway is a State Trust Land parcel. A homebuilder owns the adjacent 160 acres to the east and intends to build large lot single-family homes. The closest existing developed property is a single-family subdivision, located approximately 1/2 mile to the south. This subdivision is separated from the subject property by 230KV electric transmission lines located approximately 1/4 mile south of Happy Valley Road (see Exhibit C – Existing Land Use and Zoning)

III. Site Area

The P.A.D. is approximately 17.3 net acres in area (see Exhibit D - Conceptual Site Plan). The allocation of rights-of-way, open space and commercial uses is illustrated in a table (see Exhibit E – Land Use Allocation).

IV. Consistency with General Plan and Specific Plan

The subject site is designated for Community Commercial land uses in the Peoria General Plan. The site is also designated as part of a Community Activity Node in the Lake Pleasant Parkway Corridor Specific Area Plan. A Community Activity Node is defined as an area intended to provide local commercial retail opportunities. The Specific Area Plan also describes this portion of Lake Pleasant Parkway to be constructed using the Urban Section. The proposed neighborhood level retail shopping center on the southeast corner of Lake Pleasant Parkway and Happy Valley Road is consistent with both the Peoria General Plan and the Lake Pleasant Parkway Corridor Specific Area Plan.

V. Permitted Uses

The following is a list of the permitted uses within this P.A.D.:

- Principal uses permitted in C-2 zoning district.
- Single Large Scale Retail defined as a single retail user over 100,000 square feet GLA including Home Improvement with ancillary outdoor garden center.
- Gasoline service station with a convenience store subject to the provisions of Section 14-9-5 of the City of Peoria Zoning Ordinance and a Conditional Use Permit
- Tire Sales/Repairs; Mini Storage; and Veterinary Hospital/Pet Grooming Shop subject to obtaining a Conditional Use Permit.
- Automatic car wash subject to the provisions of Section 14-9-5 of the City of Peoria Zoning Ordinance, and subject to obtaining a Conditional Use Permit.

Prohibited Uses

- Billiard halls, cocktail lounges, liquor stores and adult entertainment uses shall be specifically prohibited in this P.A.D.

VI. Phasing

This development may be implemented as either a multi-phased project or as a single-user project, depending on market demand.

VII. Development Standards

A. Site Development Standards

1. Building Setbacks

Lake Pleasant Parkway	=	30 ft.
Happy Valley Road Side and Rear	=	30 ft.
Exterior Property Lines Setback from	=	20 ft.
Residential District	=	20 ft.

2. Landscape Setbacks

Lake Pleasant Parkway	=	15 ft.*
Happy Valley Road	=	15 ft.
From Residential District	=	20 ft.

3. Building Heights

No building shall exceed the height of 35', excluding parapets or architectural embellishments, which shall not be higher than 5' above the roofline.

B. General Standards

These general development standards apply to all parcels within the P.A.D. Unless otherwise noted, all development shall comply with the City of Peoria ordinances, policies and standards.

1. Fences and Walls

Fences and walls shall be provided in accordance with the applicable City codes. The perimeter walls along Lake Pleasant Parkway and Happy Valley Road will be treated with stucco or constructed of decorative masonry block.

2. Landscaping

a. Landscaping shall be provided in accordance with Article 14-35 of Peoria City Code.

b. The landscaping for the entire P.A.D. will have an integrated design theme (See Exhibit F – Conceptual Landscape Concept). This design theme will be carried through the site by the incorporation of similar trees. The primary theme trees for this P.A.D. will be trees indigenous to the southwest deserts. These trees will be installed along the street frontages and will include xeriscape trees chosen from the following: Palo Verde, Palo Brea, Chilean Mesquite, Desert Acacia and Colorado Blue Mesquite.

3. Parking

Parking shall be provided in accordance with Article 14-23 of the Peoria City Code.

4. Refuse Collection Areas

All refuse collections areas shall be visually screened in an architecturally compatible manner so that materials stored within these areas shall not be visible from the street and adjacent property.

5. Mechanical Equipment

- a. When mechanical equipment is ground-mounted in a location visible from adjacent streets or properties, landscaping or a wall that is compatible with the finish and texture of the building served must screen it.
- b. When mechanical equipment is roof-mounted, it must be screened from view of the public right-of-way and adjacent property by a screen wall, parapet, or other visual screen that is compatible with the building's architectural style.

6. Maintenance

- a. All structures on the project site shall be maintained by the respective owners in a neat and orderly manner.
- b. All permitted signs will be maintained in a neat and orderly manner.

7. Telephone, Cable Television and Electrical Service

All "on-site" telephone, cable television, and electrical lines will be placed underground.

8. Water

Water service to the site is available from the Sunrise Water Company. Water lines, currently in Pinnacle Peak Road, between 95th and 97th Avenues, will need to be extended to the site. The developer of the site will coordinate with the Sunrise Water Company and the City of Peoria Utilities Department to ensure that water service is available at the time of development.

A minimum of 1500 gallons per minute fire flow will be made available. However, the exact flow rate and duration of flow will be dependent upon the exact building configuration and type.

9. Sewer

Sewer service is included within the City of Peoria's sewer service area. Sewer extensions to provide service to the subject property will require review and approval by the City of Peoria. The developer will coordinate with the City of Peoria Utilities Department to ensure that sewer service is available at the time of development.

10. Public Improvements

Improvements for streets, utilities, services and public facilities shall comply with the existing City of Peoria requirements. Half street improvements and right of way dedications will be noted in the final plat in accordance with the established roadway alignments

A traffic study, utilizing criteria established by the City of Peoria, will be submitted in conjunction with the site plan submittal. This study shall include an analysis of the need for deceleration lanes. Where appropriate, these deceleration lanes will be provided. A minimum of 150' will be provided between driveways.

11. Lighting

- a. Exterior lot lighting shall be by fixtures, which are fully shielded from adjacent streets and residential areas. Fixtures to be mounted at top of poles with no intermediate flood lighting placed on poles. Maximum fixture height on the site to be twenty-five (25) feet above finished grade.
- b. When ground mounted floor lighting is used, they shall be shielded by landscaping and/or architectural elements.

12. On-site Drainage Retention

On-site retention for drainage will be provided in accordance with City of Peoria requirements. A drainage study will be submitted in conjunction with the site plan submittal for the first phase of development.

13. Site Plan Approval

Development of the Site shall be in accordance with the requirements of Section 14-39-9 of the Zoning Ordinance, Site Plan Review.

14. Design Review process

Development of the site shall be in conformance with the City of Peoria Design Review process.

15. Lake Pleasant Parkway Corridor Specific Area Plan

Development of the site shall be in conformance with the City of Peoria Lake Pleasant Parkway Corridor Specific Area Plan.

VIII. Architectural Style/Materials

The buildings on these parcels will be designed as contemporary structures. As described in Section V, this P.A.D. will achieve a cohesive integration through a consistent landscape theme on all parcels. Each building visible to the public will reflect materials and construction techniques in a contemporary manner using materials, color and other architectural treatments to create visual unity, continuity and an identifiable character. The buildings developed on the parcels shall be architecturally compatible with the other commercial buildings. The architecture, materials and colors of the buildings will be approved in Design Review.

A. Architectural Finish Materials

1. Walls

- ◆ Cement Plaster or one coat stucco system
- ◆ Concrete Block
- ◆ Ceramic or Clay Tile
- ◆ Glass/Aluminum - storefronts or curtain walls
- ◆ Concrete - precast or cast-in place
- ◆ Glass Block
- ◆ Architectural Metal - grilles or trim
- ◆ Granite, marble or other natural stone

2. Roofs

- ◆ Clay Tile
- ◆ Concrete Tile
- ◆ Architectural Metal
- ◆ Composite or single ply flat roofing

B. Colors

Colors should be used to create visual harmony within the project site. Appropriate colors should include, but not be limited to:

- ◆ Desert hues and other earth tones per Design Review approval
- ◆ Accent colors per Design Review approval

IX. Open Space

As part of this P.A.D. development, the required 5% open space will be provided. The allocation and design of the open space shall be determined at the time of site plan approval. Provision of open space shall be in compliance with Section 14-33-2.K. of the Zoning Ordinance.

X. Signage

All signage will comply with the City of Peoria Sign Ordinance Article 14-34 and with "The Shops at Happy Valley Sign Criteria". The signage criteria is on file with the City of Peoria.

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* As required by the Lake Pleasant Parkway Corridor Specific Area Plan

030353-4-1-1--
Jamesc

ORDINANCE NO. 05-15

AN ORDINANCE OF THE CITY OF PEORIA, MARICOPA COUNTY, ARIZONA ZONING PROPERTY FROM SUBURBAN RANCH (SR-43) ZONING DISTRICT TO PLANNED AREA DEVELOPMENT (P.A.D.) ZONING DISTRICT; AMENDING THE ZONING MAP AND PROVIDING FOR AN EFFECTIVE DATE.

WHEREAS, the City of Peoria Planning and Zoning Commission held a public hearing on February 17, 2005 in zoning case Z 98-05 in the manner prescribed by law for the purpose of considering an amendment to the district boundaries of property within the City of Peoria, Arizona to provide for rezoning of a parcel of property as described on Exhibit A from Suburban Ranch (SR-43) zoning district to Planned Area Development (P.A.D.) zoning district as provided in Section 14-33 of Chapter 14 of the Peoria City Code (1977 edition);

WHEREAS, due and proper notice of such Public Hearing was given in the time, form, substance and manner provided by law including publication of such notice in the Arizona Business Gazette on January 27, 2005; and

WHEREAS, the City of Peoria Planning and Zoning Commission has recommended to the Mayor and the Council of the City of Peoria, Arizona, the zoning of property as aforesaid and the Mayor and the Council of the City of Peoria, Arizona desires to accept such recommendation and rezone the property as described on Exhibit A as aforesaid.

NOW, THEREFORE BE IT ORDAINED by the Mayor and Council of the City of Peoria, Arizona that:

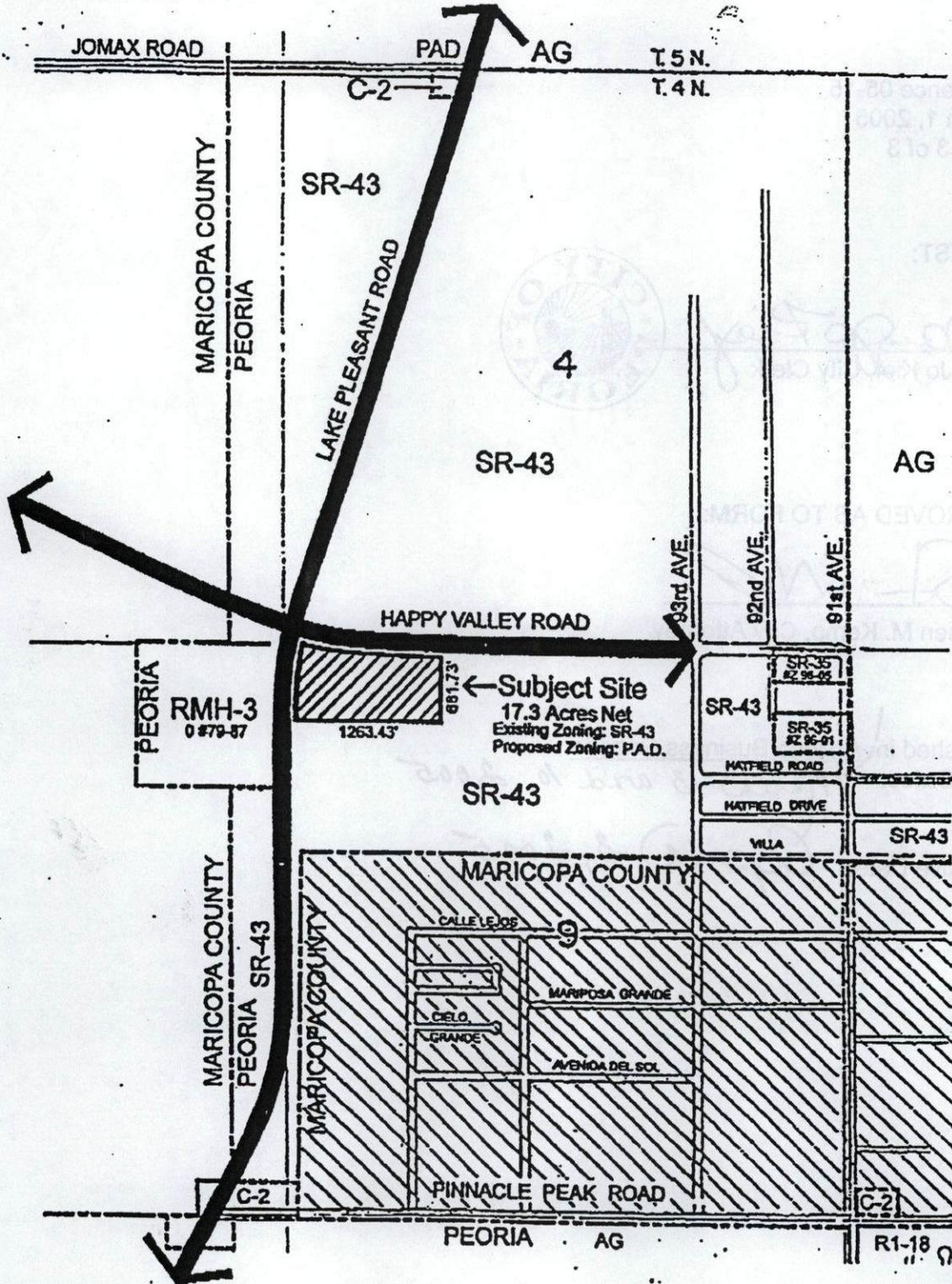
SECTION 1. A parcel of land in Peoria, Maricopa County, Arizona, which is more accurately described as follows:

Section 9 T4N, R1E; The North half of the Northwest Quarter of the Northwest Quarter and the North 20 feet of the South half of the Northwest Quarter of the Northwest Quarter, except the East 42 feet of the West 75 feet Rd and except the North 33 feet Rd.

is hereby conditionally rezoned from Suburban Ranch (SR-43) zoning district to Planned Area Development (P.A.D.) zoning district.

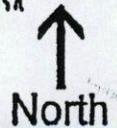
SECTION 2. That the rezoning herein provided for be conditioned and subject to the following:

Ordinance No. 05-15



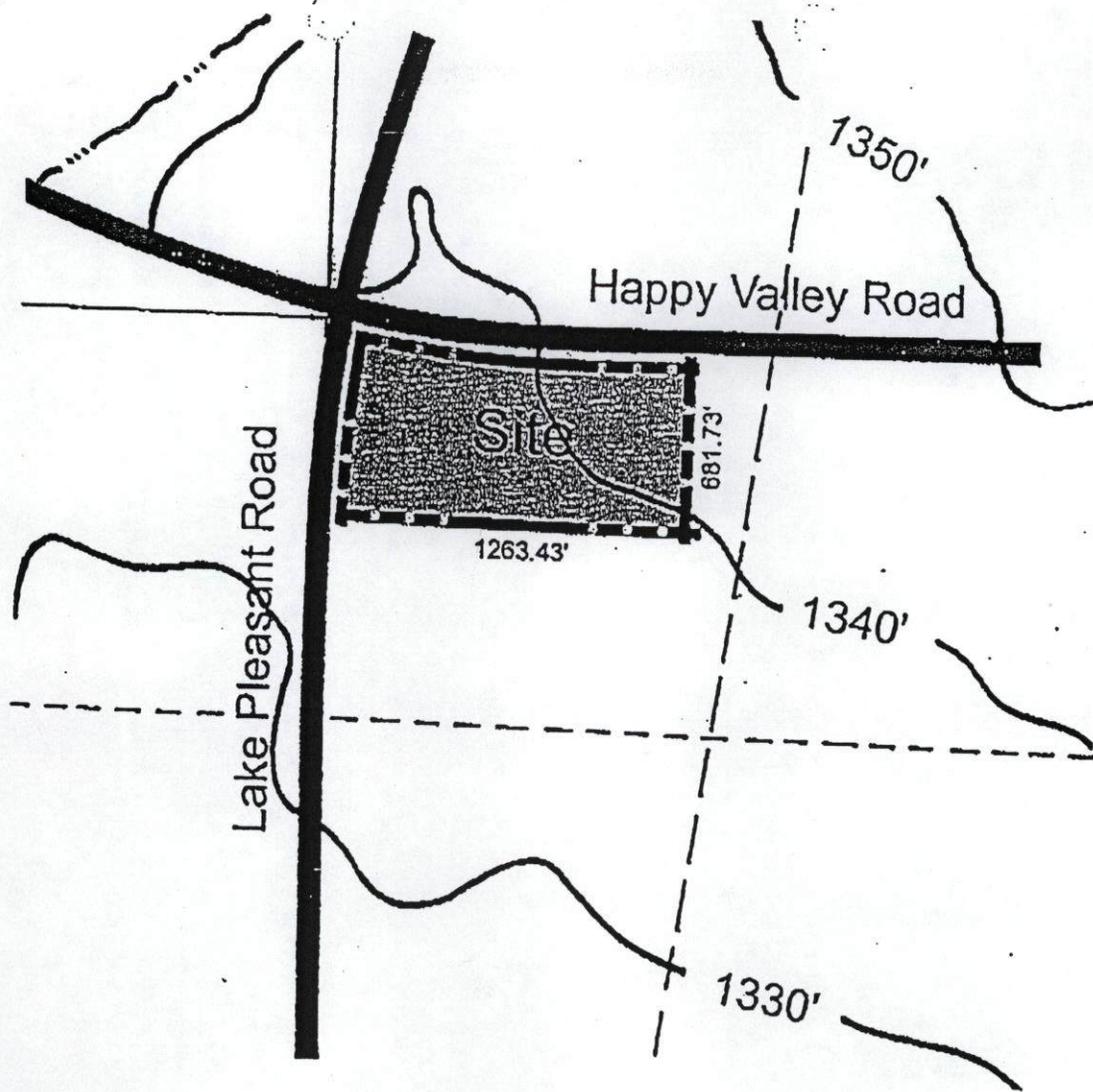
Vicinity Map/Area Activity

Lake Pleasant Center - 17.3 Acres



prepared for: Pleasant Valley L.L.C.
prepared by: Drifting Sands Design

Exhibit A



High Elevation: +/- 1343' N.E. Corner of Site
 Low Elevation: +/- 1334' S.W. Corner of Site
 Average Slope: Approximately 0.9%
 Drainage: Flows from N.E. to S.W. Corner of Site
 Source: U.S.G.S. Calderwood Butte Quadrangle Map

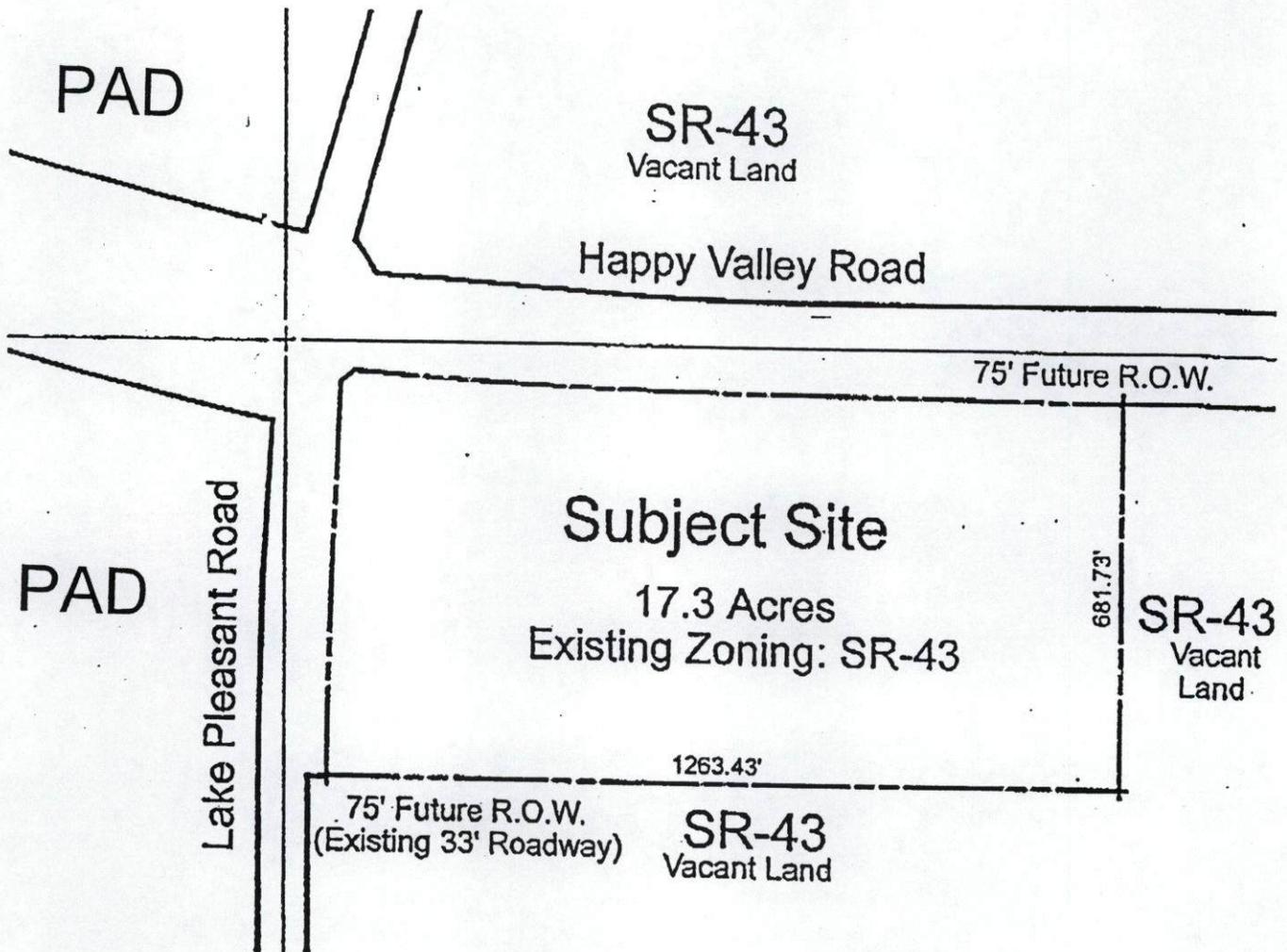
North
 No Scale

Site Contours Map

Lake Pleasant Center - 17.3 Acres

prepared for: Pleasant Valley L.L.C.
 prepared by: Drifting Sands Design

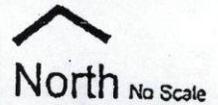
Exhibit B



prepared for:
 Pleasant Valley L.L.C.
 2141 E. Highland
 Phoenix, AZ 85016
 602/958-5744

prepared by:
 Drifting Sands Design
 602/927-9208

Existing Land Use/Zoning Map



Lake Pleasant Center - 17.3 Acres

Exhibit C



Lake Pleasant Center Peoria, Arizona

Land Use Allocation Table:

Project Area:

- 20.7 Gross Acres - to Centerline of perimeter arterial roads.
- 17.3 Net Acres - excluding existing easements, exception area & projected 75' R.O.W. for Happy Valley Road.

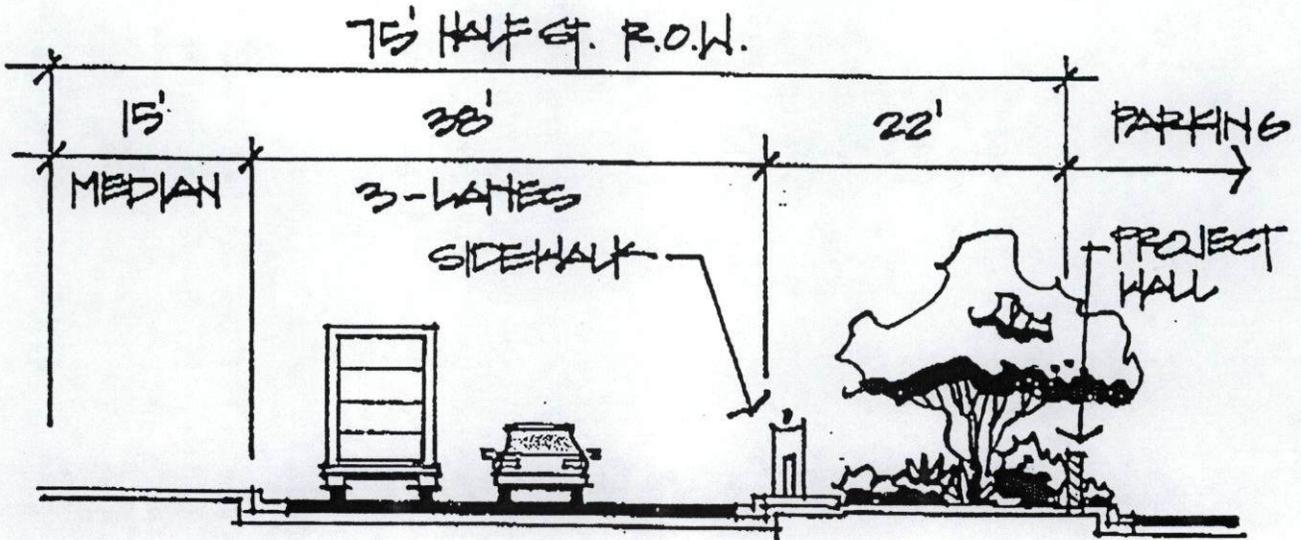
<u>Use:</u>	<u>Acreage:</u>	<u>Percent of Gross Area:</u>
Arterial Streets:		
• Lake Pleasant Road 75' R.O.W.	1.2 Acres	5.8%
• Happy Valley Road 75' R.O.W.	2.2 Acres	10.6%
Commercial Use Buildings, Parking lots, Drives	16.4 Acres	79.2%
Public Open Space (5% of Net Acreage per Ordinance)	0.9 Acres	4.4%
Totals:	20.7 Acres	100.0%

Exhibit E

Lake Pleasant Road Section

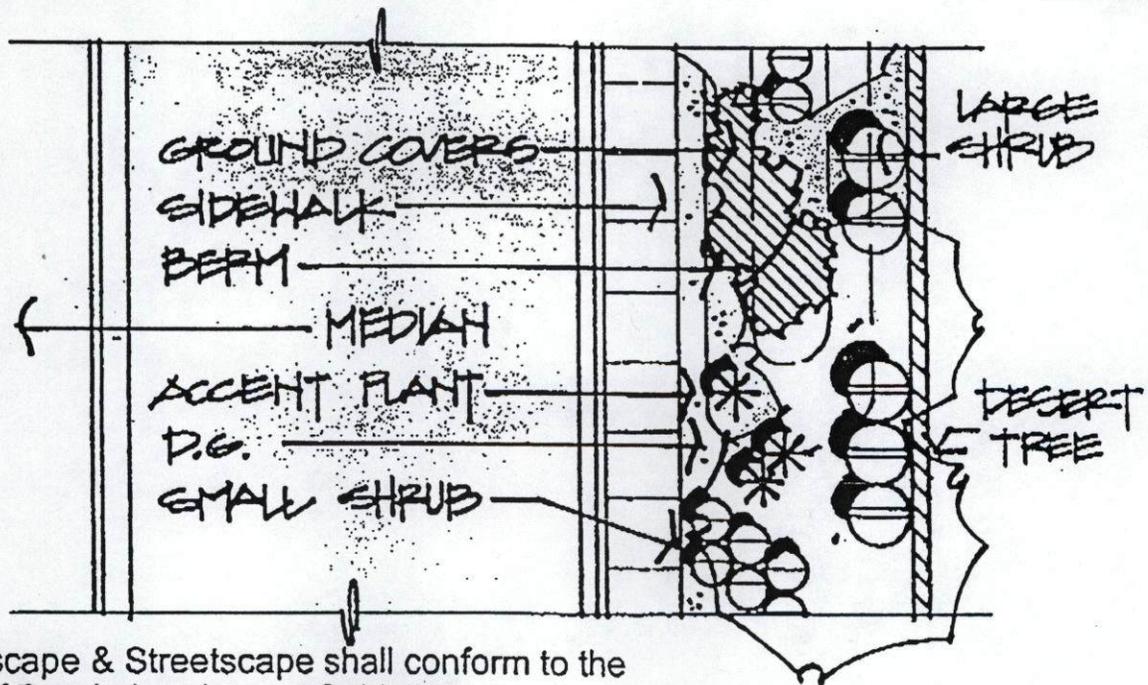
150' Full Street R.O.W.

No Scale



Lake Pleasant Road Plan

No Scale



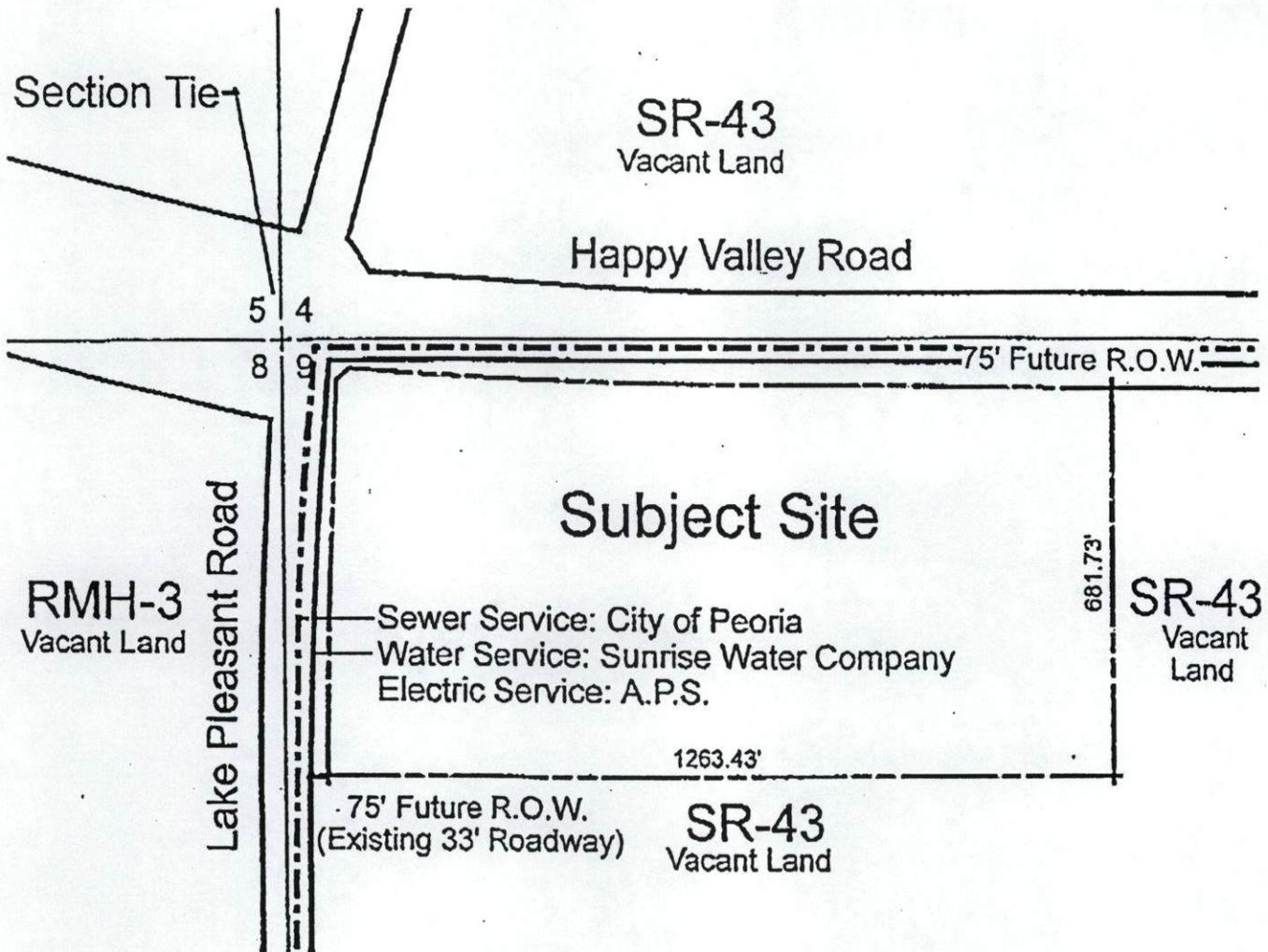
Landscape & Streetscape shall conform to the City of Peoria Landscape Guidelines.

All plant materials shall adhere to the ADWR Plant List.

Conceptual Landscape - Exhibit F

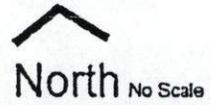
Lake Pleasant Center - 17.3 Acres

prepared for: Pleasant Valley L.L.C.
prepared by: Drifting Sands Design



prepared for:
Pleasant Valley LLC.
2141 E. Highland
Phoenix, AZ 85016
802/958-5744

prepared by:
Drifting Sands Design
602/927-9208



Conceptual Utility Plan

Lake Pleasant Center - 17.3 Acres

Note:
Utilities will be extended from the south to the site. See Project Narrative for additional information regarding existing locations, sizings and extentions.

Exhibit G

SHOPS AT HAPPY VALLEY

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COMPREHENSIVE SIGN PLAN

S.E.C. of
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SHOPS AT HAPPY VALLEY

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SHOPS AT HAPPY VALLEY

Site Information

Address: ### Happy Valley Rd., Peoria, A

Location: S.E.C. Lake Pleasant & Happy Valley Rd.

Parcel #: 201-16-007-F

Legal Description: The North half of the Northwest quarter of the Northwest quarter and the North 20 feet of the South half of the Northwest quarter of the Northwest quarter of Sections 9, Township 4 North, Range 1 East of the Gila and Salt River Base and Meridian, Maricopa County, Arizona.

Zoning/Land User: C-2 (PAD)

Total Land Area: 771,164 S.F. (+-) 17.70 AC.

Building Area:

Major - A.....40,000 S.F.

PAD - A.....4,307 S.F.

PAD - B.....5,532 S.F.

PAD - C.....2,542 S.F.

PAD - D.....2,930 S.F.

PAD - E.....2,661 S.F.

PAD - F.....8,984 S.F.

PAD - G.....2,448 S.F.

PAD - H.....2,338 S.F.

PAD - I.....3,500 S.F.

PAD - J.....7,200 S.F.

Shops - A.....14,170 S.F.

Shops - B.....11,700 S.F.

Shops - C.....11,700 S.F.

Total Building Area.....120,012 S.F.

SHOPS AT HAPPY VALLEY

Sign Plan - Overview

The Shops At Happy will be a neighborhood shopping center containing fourteen (14) buildings ranging in size from 2,338 S.F. to 40,000 S.F. Uses include a Fitness Center, Bank, multi-tenant shop's, restaurants, and gas station.

This Center will consist of "Contemporary Southwestern" architecture including concrete roof tiles, wood beams, crown molding, recessed accents on wall fascias, stucco fascias, suspended metal awnings, landscaped metal trellises/columns and stone veneer accents.

This comprehensive Signage Plan has been created to blend the design of the signs with the design and theme of the shopping center. The primary center signs are the freestanding signs. The freestanding signs incorporate several architectural elements from the main buildings. There are five (5) multi-tenant freestanding signs with two (2) differing tenant panel configurations, (Exhibit 1 & Exhibit 2). There is also one (1) gas station freestanding sign (Exhibit 5). Building signage shall consist of flush mounted individually illuminated pan channel type letters consisting of tenant identification and logo as applicable, mounted flush to building fascia (Exhibit 4).

FREESTANDING SIGNS:

The five (5) multi-tenant and one (1) gas station freestanding signs will have individual aluminum panels with copy routed and backed up with acrylic to display individual occupant copy (TBD). All six (6) signs are internally illuminated. Placement and location as per site plan (Exhibit 3).

Three (3) of the six (6) freestanding signs labeled "A.1, A.2 & A.3" (Exhibit 1) will have a total of six (6) individual tenant panels.

Two (2) of the six (6) freestanding signs labeled "B.1 & B.2" (Exhibit 2) will have a total of five (5) individual tenant panels.

One (1) of the six (6) freestanding signs labeled "C.1" (Exhibit 5) will have a total of three (3) individual panels to consist of one (1) gas brand panel, one (1) changeable LED product price panel, and one (1) product I.D. panel.

Any Landscaping affected by the placement of a freestanding sign shall be replaced in the immediate vicinity to maintain conformance with the Article 14-35 of the Zoning Ordinance.

BUILDING SIGNS:

Building signage will be allowed to increase in height as well as square footage depending on the architecture of the building and on the leased building frontage. Each occupant's wall sign shall be individually illuminated pan channel letters or "custom cabinets", (no raceways allowed). Signage to be installed flush to fascia & centered over tenant space (Exhibit 4).

The design of all wall signs is subject to the review and approval of the Landlord. Any variations from these standards are at the discretion off the Landlord. Except with the consent of the Landlord, no occupant may have more than one (1) identification sign on the front exterior of the Building it occupies. Signage is also allowed on the side and rear building elevations as set forth hereafter. All signage shall be in first-class condition and conform to City of Peoria Codes and to the Shopping Center Sign Standards contained herein.

SHOPS AT HAPPY VALLEY

Comprehensive Sign Plan

PURPOSE:

The purpose of this plan is to create a graphic environment that is individual and distinctive in identify for the merchant and also compatible with other signs within the Center. The total concept should give an impression of quality, professionalism and instill a good business image.

The following specifications are to be used for the design of occupant signage, however, in all cases final written approval by property management is required prior to manufacturing and installation of all signs.

APPROVAL PROCEDURE:

All signage proposed to be installed at the "Shops AT Happy Valley" must be reviewed and approved by the Landlord. This is to maintain conformance to the centers sign standards. All owners & occupants will receive a copy of the sign standards that must be reviewed before design signs. Plans must be approved in writing by Landlord prior to the commencement of signage installation. In addition to Landlord approval, each individual occupant and/or their approved sign vendor are responsible for obtaining sign permits from the City of Peoria.

Sign drawing proposal will be submitted in three (3) copies to Barclay Group, as listed below, for written approval prior to application for City of Peoria sign permit. One copy will be returned to the contracted Sign Company and two copies shall be retained in the lease file. An "Approved" copy will be returned to the occupant upon meeting the compliance requirements as set forth in this sign plan. If, there is a conflict or variation from this plan, the submittal will be returned to the occupant reading "DENIED-RESUBMIT".

LANDLORD CONTACT INFORMATION:



7702 E. Double Tree Ranch Rd. Ste. 220
Scottsdale, AZ 85258
480-596-9399 ph.
480-596-6366 fx.
Attn: Shirley Mills

DRAWING DETAIL REQUIRMENTS:

- 1) Three (3) copies of a complete and detailed drawing by Sign Company shall be submitted to Landlord for final review and approval.
- 2) Elevation of building fascia and sign shall be drawn using a minimum ¼" to 1" scale.
- 3) Drawing shall indicate the following specifications:
 - a. Type, thickness, and color of Plexiglas and or vinyl overlay.
 - b. Types of material used for backs, returns, and trim cap, including color.
 - c. Finish used on returns.
 - d. Type of illumination and mounting method.
- 4) Drawing must include fascia cross section showing electrical connections.

SHOPS AT HAPPY VALLEY

Comprehensive Sign Plan

GENERAL PROVISIONS:

1. All signs and signage programs must conform to the City of Peoria Zoning Ordinance, Sign Regulation, and to this Comprehensive Sign Plan. Applications and submittals for signage permits shall be per City of Peoria standards.
2. Signs shall identify the person or company operating the use conducted on the site. No off premise advertising is permitted.
3. Signs shall be designed to reflect the character of the project they are identifying. Sign construction materials shall be consistent and compatible with the material used for the project.
4. Freestanding signs must be incorporated into the landscape, and utilize key architectural elements of the building.

GENERAL REQUIREMENTS:

1. No sign advertisements, notices or other lettering shall be displayed, exhibited, in scripted, painted or affixed in any manner to any part of the building exterior except as approved in writing by Landlord.
2. Occupant shall defend, indemnify and hold Landlord harmless from, for and against all claims, costs, attorney's fees, damages, expenses, liabilities and losses arising from the installation, maintenance and repair of occupant's signs.
3. Each electrical sign and the installation thereof, shall comply with all local building and electrical codes. PK housings and or other U.L. approved penetrations must be utilized for all electrical connections through the building structure.
4. Occupant shall obtain all necessary permits for signs and the construction and installation of signs.
5. All penetrations of the building structure required for sign installation shall be neatly sealed in a watertight manner.
6. Sign copy shall be limited to occupant's proper firm name and may not include the names of products, or services. The use of a crest, shield, logo, or other established corporate insignia or modifier, which has been displayed, or associated with occupant's firm name shall be permitted subject to Landlord approval.
7. Occupant shall be required to identify the Premises by an exterior sign complying with these criteria. Any sign that does not conform to the requirements of these criteria or was not approved by the Landlord shall be immediately removed or brought into conformance at the occupant's expense.
8. If the Premises have a non-customer door(s) for receiving merchandise, occupant may have marked thereon, in a location designated by Landlord, the occupant name as per regulations set forth hereafter.
9. The occupant at their own expense shall maintain all signage. All outages must be repaired within (15) fifteen days.

SHOPS AT HAPPY VALLEY

Comprehensive Sign Plan

PROHIBITED SIGNS:

1. No signs shall be placed on canopy roofs extending above the Building roof, placed on penthouse walls, or placed so as to project above the parapet, canopy, or top of the wall upon which it is mounted.
2. No signs shall be painted on the surface of any building or structure.
3. No signs shall contain flashing, moving or audible parts.
4. No signs shall employ exposed raceways, exposed neon tubes, exposed ballast boxes or transformers.
5. No signs shall be constructed of paper or cardboard, consist of stickers or decals or be temporary in nature (except contractor signs and grand opening signs or banners permitted by Declarant for a period of no longer than (30) days); provided, however, that the foregoing shall not prohibit the placement at the entrance of each Occupant's space of a sticker or decal indicating hours of operation, emergency telephone numbers, acceptance of credit cards and other similar bits of information which do not exceed two hundred eighty-eight (288) square inches in the aggregate or identify separate products, services, departments or concessionaires sold from or operating within the premises.
6. No signs shall be located or constructed in a manner that materially impairs the visibility or access to any other parcel or the buildings located thereon without prior written consent of the owner(s) of the adversely affected parcel(s).

PERMITTED FREESTANDING SIGNS:

Six (6) double faced, internally illuminated freestanding signs have been designed for the Barclay Group as per attached exhibits 1, 2 & 5. The cabinets shall be constructed of aluminum & will be finished & manufactured to match the color & design of the buildings. Three (3) of the freestanding signs (A.1, A.2, & A.3) have six (6) tenant panels each and two (2) of the freestanding signs (B.1 & B.2) have five (5) tenant panels each. One (1) freestanding sign (C.1) has three (3) panels consisting of one (1) gas brand panel, one (1) changeable LED product price panel, and one (1) product I.D. panel. The changeable LED product price will have a dimmer that reduces the output of the LED component during night hours (see Exhibit 6). Each panel is fabricated of aluminum with copy to be routed out and backed with acrylic. Individual tenant panel placement and location is at the sole discretion of the Landlord.

No freestanding sign shall be permitted within the Shopping Center unless constructed in one of the specific areas designed as sign areas (Exhibit 3). Only one (1) such sign structure may be located in each respective sign area as shown.

Sign Type	Exhibit	Function	Location	Height	Size	Setback	Illumination
Multi-Tenant (A.1)	1	6 Tenant Display	Happy Valley Rd.	8'	48 S.F.	1' from PL	Internal
Multi-Tenant (A.2)	1	6 Tenant Display	Happy Valley Rd.	8'	48 S.F.	1' from PL	Internal
Multi-Tenant (A.3)	1	6 Tenant Display	Intersection	8'	48 S.F.	1' from PL	Internal
Multi-Tenant (B.1)	2	5 Tenant Display	Happy Valley Rd.	8'	48 S.F.	1'' from PL	Internal
Multi-Tenant (B.2)	2	5 Tenant Display	Lake Pleasant Rd.	8'	48 S.F.	1' from PL	Internal
Gas Station (C.1)	5 & 6	Gas Brand/ LED Product Price/ Product I.D.	Lake Pleasant Rd.	7.25'	25 S.F.	1' from PL	Internal

SHOPS AT HAPPY VALLEY

Comprehensive Sign Plan

- Sign Type: Ground mounted multi-tenant monument sign.
- Location: As per Exhibit 3 page #13
- Quantity: Six (6) containing three (3) different types
- Height: Not to exceed 8'.
- Length: Not to exceed 7'-8 ¼"
- Sign Area: Maximum of 48 Sq. Ft. (Tenant space combined)
- Illumination: Fluorescent Tubes
- Material: Aluminum with routed copy backed with acrylic materials
- Letter Color: As per Landlord approval.
- Font Style: As per Landlord approval.

All such signs shall be integrated within a landscaped area. Freestanding signs shall identify Multi-Tenant individual identification with or without approved logos. No such sign shall include generic advertising copy unless part of the recognized business trade name.

PERMITTED WALL SIGNS

The design of all wall signage is subject to the review and approval of the Landlord. Any variations from these standards are at the discretion of the Landlord. Except with the consent of the Landlord, no occupant may have more than one (1) identification sign on the front exterior of the building it occupies. Side and rear elevation signage may be allowed if occupant has side and rear frontage and based on Landlord approval. Stipulations are set forth hereafter. All signage shall be in first-class condition and conform to applicable law without variance and to the Shopping Center Sign Standards.

The maximum aggregate sign area per suite or establishment shall be calculated by multiplying 1.5 times the length of the tenant's business front footage without limitation as to maximum sign area and/or number of sign elements. Occupant suites that afford sign placements on elevations other than the business front elevation shall be permitted to calculate maximum aggregate sign area by multiplying 3.0 times the length of the occupant's business front footage. In no instance shall sign area placed on any single elevation exceed an aggregate sign area calculated by multiplying 1.5 times the length of the elevation upon which the sign(s) is/are installed. As a minimum allowance, tenants with less than 20 feet of business front footage shall be permitted a minimum of thirty (30) square feet of sign area. The allowable sign area may be placed onto any elevation affording sign placement.

Signs shall be centered vertically & horizontally on the sign band above the individual business (Exhibit 4) and shall be internally illuminated individual aluminum pan channel letters. The length of any shop tenant sign shall not exceed 80% of that tenant's storefront width. A logo cabinet is permitted, not to exceed 25% of the allowed sign area if used with individual illuminated PC letter tenant copy. A stylized logo cabinet is permitted as tenant signage if such sign utilizes a cabinet that is stylized in shape, rather than rectangle, to reflect the shape of the image printed on the sign face & as approved by Landlord.

SHOPS AT HAPPY VALLEY

Comprehensive Sign Plan

- Sign Type: Individually illuminated pan channel letters or “custom cabinets” (No raceways allowed).
- Locations: On designated sign band areas (Exhibit 4)
- Quantity: One (1) per tenant exterior wall elevation with maximum of four (4)
- Sign Area: 1.5 sq. foot of sign area per each linear foot of occupant building frontage. 3.0 sq. foot of sign area per each linear foot of occupant building frontage if occupant has more than one exterior wall elevation.
- Letter Size: The overall height of any single line layouts shall not exceed 60” for major tenants or 36” for minor tenants (excluding descenders). The overall height of any double-line layouts shall not exceed 60” for major or 36” for minor tenants (excluding descenders).
- Illumination: Internally illuminated with neon or LEDs
- Material: All aluminum constructed Pan Channel Letters with plex faces
- Letter Color: Faces as selected by occupant and approved by Landlord
 - Letter/logo returns to be matte black.
- Font Style: As selected by occupant and approved by Landlord.

WALL SIGN CONSTRUCTION

General Construction requirements for wall signs. All owners/Occupants must have store front signs fabricated from either individual pan channel letters and logos or “custom cabinets”.

A. Individual Pan Channel Letters & Logos

- Individual pan channel letters and logos must be constructed with aluminum returns. No “Channelume”, “Letteredge”, or similar material will be allowed.
- Individual letters and logos must be 5” deep with matte black returns and a minimum 3/16” Plexiglas faces with trimcap.

B. Cabinet Signs

- Typical cabinet signs are prohibited. However, “custom” cabinet signage can take the form and shape of tenant’s logo may be allowed.

C. Materials for fasteners. All sign bolts, fastenings, sleeves, and clips must be of hot-dipped galvanized iron, stainless steel, aluminum, brass, or bronze. No black iron material of any type will be permitted.

D. Exposed Connection Devices. All exposed connection devices must be painted to render them inconspicuous unless they are part of the overall design character of the sign.

E. Water Tightness. All letters, conductors, transformers, and other equipment must be neatly concealed in a watertight condition.

F. Exposed Electrical Parts. No exposed raceways, crossovers, ballast, conduit, or transformers boxes are permitted.

G. Colors. Colors are per Owners/Occupant’s corporate standard.

H. Letter Style. Letter style is to be per Owner’s/ Occupant’s corporate standards.

I. Illumination. Illumination is to be internal face lit with neon or LED.

SHOPS AT HAPPY VALLEY

Comprehensive Sign Plan

WINDOW STOREFRONT GRAPHICS

Each Owner/Occupant will be allowed to place a sign in the window panel adjacent to the entrance door, subject to the following”

- A. Content
 - Business Name
 - Address or suite number
 - Hours of business
- B. Material
 - 3-M die-cut vinyl
 - Applied to first or second surface
- C. Letter Height
 - Address, Suite Number: Maximum of 2 inch letters/numbers
 - Business Hours: Maximum of 1 inch letters
- D. Letter Style
 - Lettering may be stylized in compliance with Owner/Occupant corporate identification.
 - Lettering is subject to approval by the Landlord.
- E. Window (storefront) graphics and signage.
 - Other window graphics may not exceed 25% of the total area of the windows through which they are visible.
 - Windows shall not be painted, marked or masked to screen or obscure the interior from view.
 - All storefront graphics and signage are subject to approval by the Landlord.

REAR SERVICE ENTRANCE

Owners/Occupants may identify their rear service door for delivery and emergency purposes. Signs may identify Owner’s/Occupant’s name and service entrance hours. The sign must be located in the center of the door, five feet (5’) from the finished floor to the horizontal midline of the sign panel.

- A. Size – Lettering should be two inch (2”) die cut vinyl
- B. Color – Lettering should be black.
- C. Letter Style – See window (storefront) graphics guidelines, above.

SIGNAGE CONSULTANT:

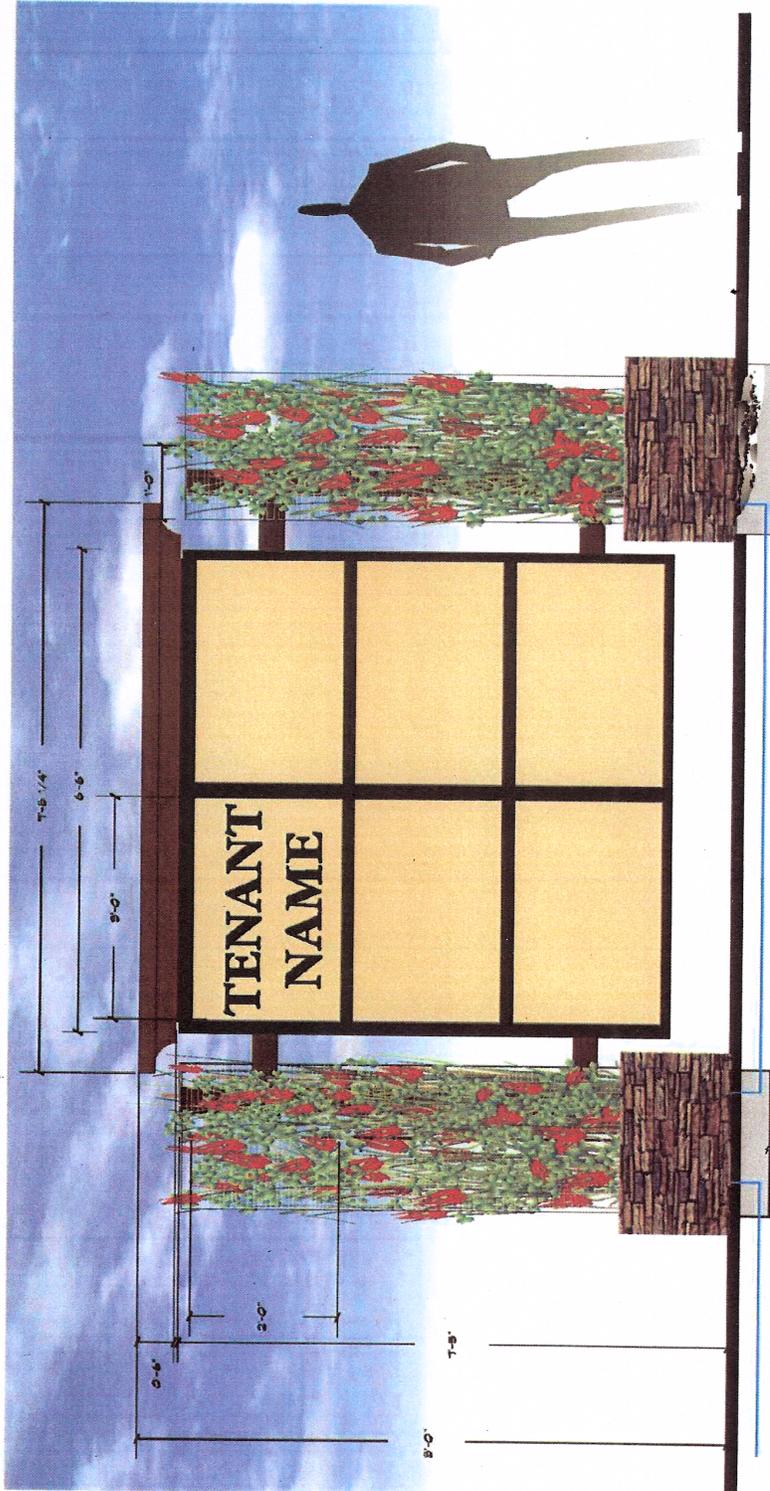


Young Electric Sign Company

6725 West Chicago Street,
Chandler, Arizona 85226
480-449-3726 Telephone
480-961-5923 Office Fax
Contact: Jeremy Galloway

SHOPS AT HAPPY VALLEY

EXHIBIT 1



INTERNAL ILLUMINATED DOUBLE FACED MONUMENT SIGN

SCALE: 3/4" = 1'-0"

SCOPE OF WORK:

MANUFACTURE AND INSTALL THREE (3) INTERNAL ILLUMINATED D/F MONUMENT DISPLAYS.

48 SQ FT FOR (6) TENANT PANELS



- △ ADD & PANEL OPTION
- △ CHANGE LOCATION OF "NO"
- △ MODIFY "E" AND SITE PLAN
- △ MODIFY "A, B, C" AND DELETE GAS STATION
- △ RE-LABEL TYPES & LOCATIONS
- △ ADD STACKED STONE PLANTERS
- △ ADD () TYPE AND REFINISH SITE PLAN
- △ DELETE STONE, ADD AREA & ROOF ACCENTS

PHOENIX DIVISION
 8700 W. CENTRAL EXPRESS, PHOENIX, ARIZONA 85028
 (602) 998-3789
 HESCO, YOUNG ELECTRIC SIGN COMPANY

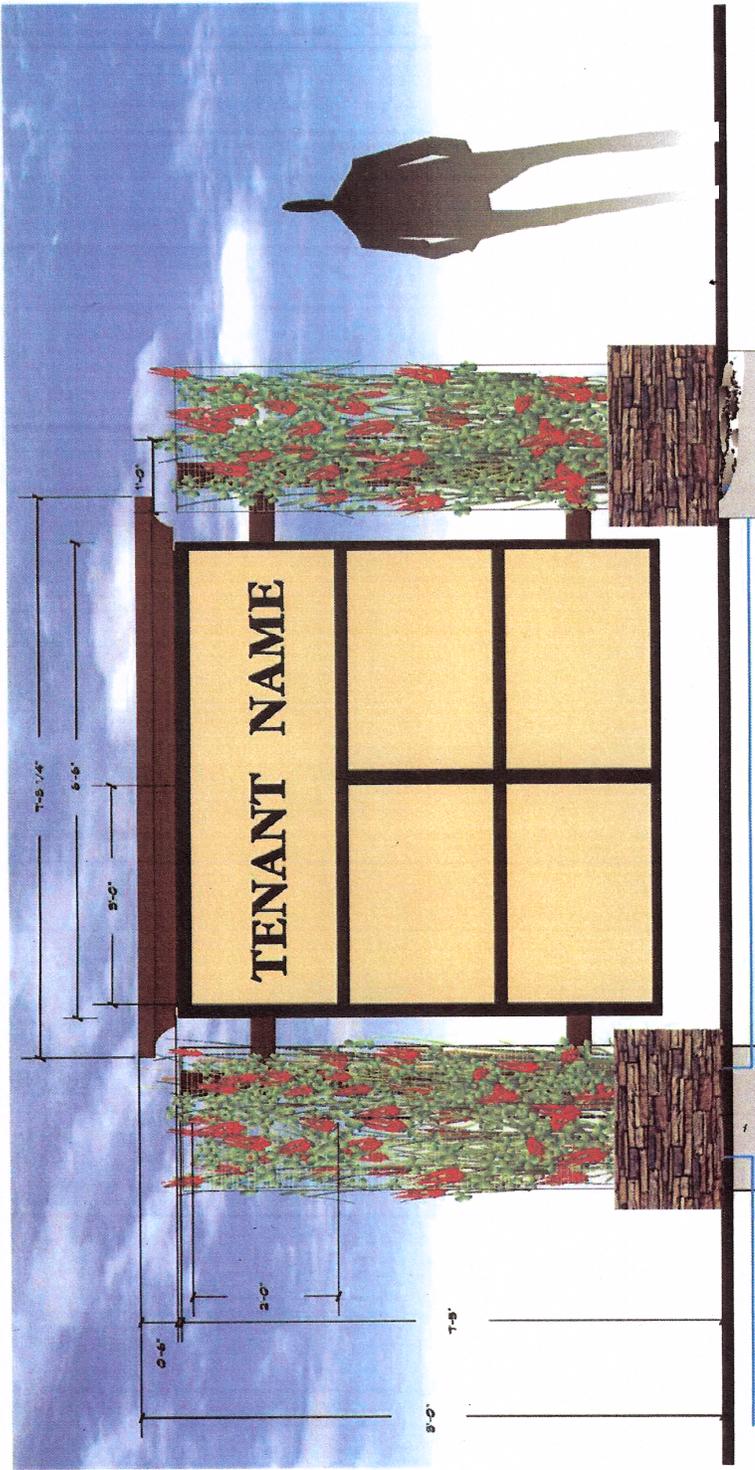
DATE	BY	REVISION
11/2/05	LSJ	REVISED
11/8/05	LSJ	REVISED
12/9/05	LSJ	REVISED
12/13/05	JW	REVISED
1/17/06	LSJ	REVISED

PROJECT NAME / PRODUCT ADDRESS	BASCLAY GROUP - SHOPS OF HAPPY VALLEY
PROJECT ADDRESS	525 LAKE PARASANT ROAD & HAPPY VALLEY ROAD
CITY, STATE, ZIP	PEORIA, ARIZONA
DATE	11/17/05
SCALE	AS SHOWN
PROJECT NO.	51513-R10
DATE	1 OF 3

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SHOPS AT HAPPY VALLEY

EXHIBIT 2



B1 B2 INTERNAL ILLUMINATED DOUBLE FACED MONUMENT SIGN

SCALE: 3/4" = 1'-0"

SCOPE OF WORK:

- MANUFACTURE AND INSTALL THREE (3) INTERNAL ILLUMINATED D/F MONUMENT DISPLAYS.
- 43 SQF FOR (6) TENANT PANELS

PHOENIX DIVISION
 8725 N. Chicago Street, Chandler, AZ 85226-3325 (602) 490-3725
 ARIZONA CONTRACT LICENSE NO. 47030-0017, LICENSE NO. 47222, ELECTRICAL INC. 0010010
YOUNG ELECTRIC SIGN COMPANY

* Manufactured displays will be tested for 150 volt power unless otherwise noted.
 * Cost for providing necessary electrical wiring to sign area is not included in sign proposal.
 SALES APPROVAL: _____ DATE: _____

REV. #	DATE	BY	CHKD. BY	REV. #	DATE	BY	CHKD. BY
1	11/24/05	LSJ	▲	1	04/13/06	NG	▲
2	11/24/05	LSJ	▲	2	04/13/06	NG	▲
3	12/28/05	LSJ	▲	3	04/21/06	NG	▲
4	12/13/05	JWF	▲	4	04/21/06	NG	▲
5	2/13/06	LSJ	▲	5	05/23/06	NG	▲

51513-R10	51513-R10
PROJECT NUMBER	PROJECT NUMBER
BARGLEY GROUP - SHOPS OF HAPPY VALLEY	BARGLEY GROUP - SHOPS OF HAPPY VALLEY
S.E.C. LAKE PLEASANT ROAD & HAPPY VALLEY ROAD	S.E.C. LAKE PLEASANT ROAD & HAPPY VALLEY ROAD
PEORIA, ARIZONA	PEORIA, ARIZONA
ORIGINAL DATE: 11/1/05	ORIGINAL DATE: 11/1/05
DATE: 04/21/06	DATE: 04/21/06
SCALE: As Noted	SCALE: As Noted

2 OF 3
 SHEETS

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SHOPS AT HAPPY VALLEY

EXHIBIT 3



Preferred
C.1
Placement

Preferred
C.1
Placement

<p>PROJECT: BARCLAY GROUP - SHOPS AT HAPPY VALLEY</p>	<p>9200 Valley Rd. Prescott Valley, Arizona 86314 800-257-5095</p>
	<p>LOCATION: S.E.C. LAKE PLEASANT ROAD & HAPPY VALLEY ROAD PEORIA, AZ</p>
<p>Account Executive: DALE JOHNSON</p>	
<p>CUSTOMER: BARCLAY GROUP</p>	
<p>DATE: 3/15/2011</p>	
<p>SCALE: NTS</p>	
<p>APPROVED BY:</p>	
<p>DATE:</p>	
<p>SHEET: 3 OF 3</p>	

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SHOPS AT HAPPY VALLEY

EXHIBIT 6

C.1



6135 District Boulevard, Maywood, CA 90270 1-800-423-4283

April 2, 2010

Re: Shell LED Price Sign Brightness and Dimming.

To Whom It May Concern:

We are very pleased to offer LED price signs as part of the Shell Oil national signage program. These signs are programmed for maximum allowable brightness during both day and dimmer setting night to allow legibility. They each have a preset day setting and night setting for maximum brightness, activated based on a photocell on the display. This setting is displayed and pre-programmed as a percentage of maximum brightness, from 1% to 100%, in 1% increments. All displays will brighten or dim in unison based on the ambient light level reaching the photo cell sensor located on the primary side of the sign on the top grade. The individual settings can be adjusted only during the initial programming of the sign at the factory and can only be changed by entering a proprietary factory programming mode, which cannot be accessed during normal operation of the sign.

To compare the brightness of a Monochrome LED sign to a standard florescent or incandescent lighted sign is challenging at best. The difficulty lies with the fact that standard signs emit a broad spectrum of light, more or less evenly across the visible spectrum, producing white light. LED signs emit a single color light in a very narrow band or wavelength. The total light output of the LED price sign itself, is far less than a standard sign, but it is almost all of a very specific color, providing the contrast needed to see it. Further compounding the issue is that at least 50% of the background area of the LED display is highly light absorptive black, increasing the contrast, but decreasing the total light output and absorbing ambient light.

The LED's themselves are point sources of light as opposed to the standard illuminated translucent faces, which are emissive surfaces. To simplify the comparison, we can consider the LED's in the sign to be emissive, if you consider each point source of about one candle, to be spread over the area of the face at 1.56 meters square. With less than 1100 LED's per side for an 18" display, that gives you an emissive value of about 700 NIT's. That ignores light loss from the absorptive black face and the light output from the red illuminated grade text. The rest of the face is opaque. This price sign, per side, will have a maximum value of 700 NIT's at full brightness during the day, going down to less than 100 NIT's during the evening.

That is with every single LED on, which only happens in test mode and normally only 70% of the LED's are on. The actual values will be closer to 500 NIT's per side, at full brightness during the day. The end result is that the LED signs produce dramatically less total visible light than comparable fluorescent or incandescent lamped signage. Fluorescent and incandescent signs do not dim at night and are at maximum brightness at all times.

Sincerely,

A handwritten signature in black ink, appearing to read 'Mark W. Nell', written in a cursive style.

Mark Nell
Director of Technical Services