

PHOENICIAN

PLANNED UNIT DEVELOPMENT

Land Use
and
Development Standards



Case: Z-__-16-6

Final City Council Approval: _____

Planned Unit Development Disclaimer

A Planned Unit Development (PUD) is intended to be a stand-alone document of zoning regulations for a particular project. Provisions not specifically regulated by the PUD are governed by the zoning ordinance. A PUD may include substantial background information to help illustrate the intent of the development. The purpose and intent statements are not requirements that will be enforced by the city. The PUD only modifies zoning ordinance regulations and does not modify other city Codes or requirements. Additional public hearings may be necessary such as, but not limited to, right-of-way abandonments.

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Phoenician Residential II LLC,
Phoenician Residential III LLC,
East Camelback Residential LLC &
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PHOENICIAN
Planned Unit Development

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Executive Summary

The *Phoenician Planned Unit Development* (“PUD”) will create the regulatory framework necessary to consolidate the myriad of individual zoning cases with stipulations and various use permits governing the use of the Phoenician Resort property (“Resort” or “Phoenician”), and allow the Resort Owner to both utilize existing, undeveloped entitlements and develop under-utilized areas of the approximately three hundred and fifteen acres (315) comprising the Phoenician. (See Appendix A, PUD Area Legal description; Exhibits 1 and 2 on following page.)

The Phoenician Resort is governed by four main zoning cases:

- (1) The Jokake Resort/Phoenician: two (2) combined cases (106-79 and 135-79) which include a number of stipulation modifications and formal zoning amendments;
- (2) Elizabeth Arden/Maine-Chance Resort: case 81-87;
- (3) Employee/Overflow Parking Lot: case 36-85; and
- (4) Starwood Vacation Ownership: case 164-99.

The Resort also includes a few parcels which were acquired separately and zoned outside of these four main cases. In addition, the Resort zoning is further complicated by 21 use permits and variances and approximately 70 individual tax parcels.

The Resort is currently approved for 321 residential units that are not yet constructed, most of which are located in the area presently being used as a golf course at the northeast corner of the Resort at the base of Camelback Mountain. The Resort Owner is seeking approval for 61 single family residential, townhome, condominium, and Resort casita units in addition to what has already been approved. The Resort Owner intends to reduce the number of holes on the golf course from 27 to 18 to construct the majority of the units described above.

The PUD will set the development standards and neighborhood protections for the intended mix of single-family homes, condominiums, townhomes, and additional Resort casitas. Even though the PUD will replace the original zoning cases, the Resort Owner intends to continue to be a good neighbor by honoring neighborhood protections embodied in those previous documents and has incorporated most of the applicable zoning stipulations in this document. For example, the Resort Owner is committed to protect views of Camelback Mountain and will not construct any structures on the south side of the Mountain that extend above the current elevation restrictions; to maintain the current heights of the Resort; and to keep 18 holes for the golf course and preserve existing golf course views as much as possible. No apartments will be constructed under the PUD.

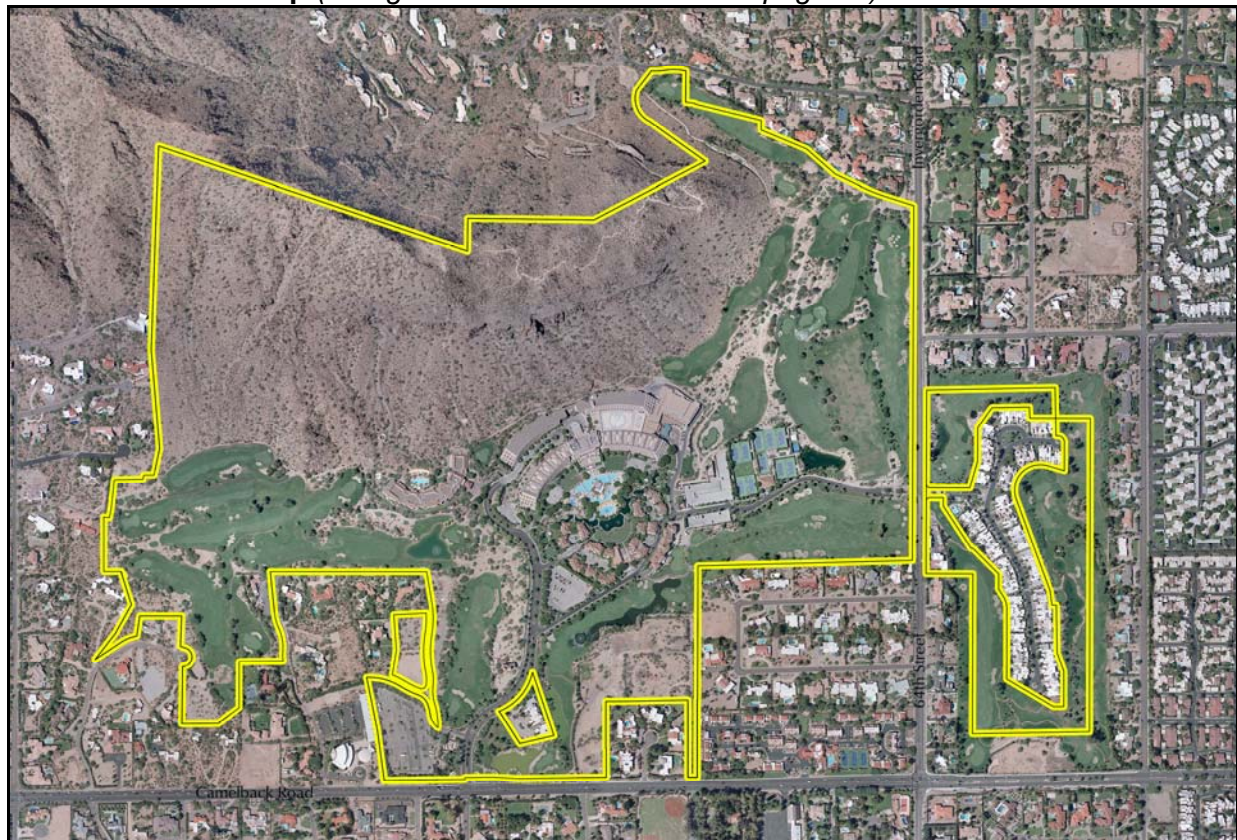
The Resort Owner has also completed an expansive traffic study and plans to retain the same access points into and out of the Resort that exist currently. The traffic study’s findings indicate that the requested development does not detrimentally affect the levels of service at key intersections. In addition, traffic in the overall vicinity will not increase significantly with the addition of 61 new units added to the 321 units previously approved, but not yet constructed. (See Appendix B, Traffic Impact Analysis).

The City of Phoenix (“City”) has encouraged the use of a PUD in order to clear up the confusion regarding the various zoning cases, use permits, and variances. A minor general plan amendment is also required, and the Resort Owner will apply for same simultaneously with this PUD. The PUD will consolidate the series of disjointed regulations and create a cohesive zoning document that will allow the Resort Owner to maximize the use of the Resort as well as protect the surrounding community.

Exhibit 1: Vicinity Map (A larger version of Exhibit 1 is on page 68)



Exhibit 2: Aerial Map (A larger version of Exhibit 2 is on page 69)



A. Purpose and Intent

Introduction

For nearly 30 years the Phoenician has been an Arizona landmark synonymous with elegance, luxury, and five-star hospitality. From its inception, the Resort has offered the very best of everything: spacious rooms and suites, Italian marble, 24-karat gold gilding in the lobby, Austrian crystal chandeliers, the second largest cactus garden in the state, a collection of 11 rare Steinway pianos, an unparalleled art collection, lush grounds created by people from the Island of Tonga, and superb golf. Visitors and locals alike have marveled at the panoramic views of the Valley, played golf from tees with the best views in the City, swum in enormous swimming pools, enjoyed world-class dining, and relaxed in the shadows of Camelback Mountain. Over the last three decades, the Phoenician has played host to nearly 6 million guests, everyone from U.S. Presidents to families, from celebrities to dignitaries.

The Resort has enjoyed iconic status since before the first guest arrived in 1988. The original developers combined the former Jokake Inn, Paradise Inn, El Estribo, and Valley Country Club properties to create the consummate destination experience. The result was the Phoenician, an extravagant resort with Presidential suites, stunning swimming pools, restaurants, and retail shopping.

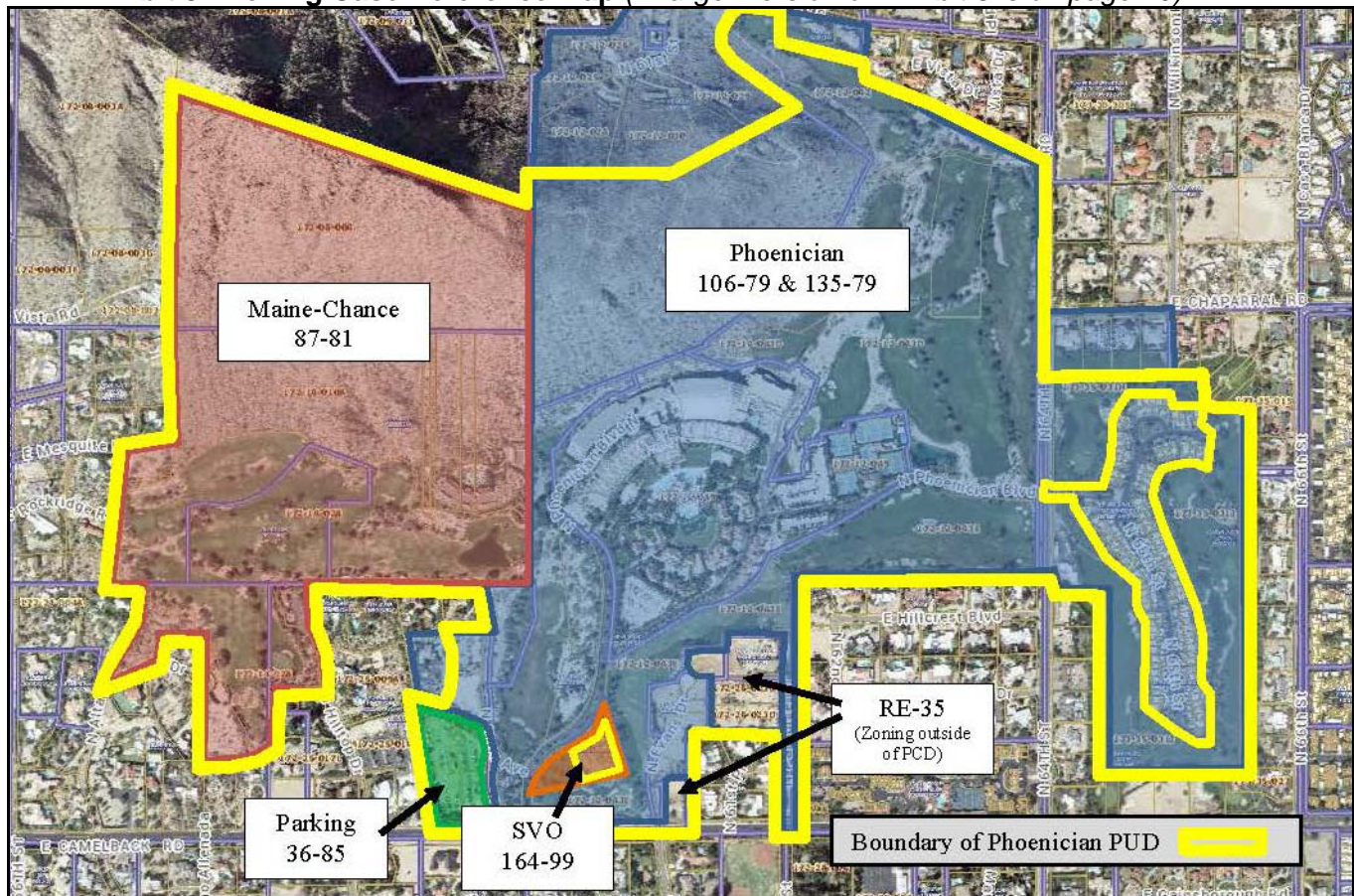
The original Resort has expanded over the years. A large parking lot north of Camelback Road, just west of the main entrance was added in 1985. The golf course was expanded from 18 to 27 holes and the Canyon Building was added in 1996 when the Phoenician acquired the adjacent parcel that once housed Elizabeth Arden's Maine-Chance Spa. The Canyon Building later became the Canyon Suites, a Five-Star/AAA Five-Diamond "resort within a resort." Additional amenities have also been added since the Phoenician first opened, including new restaurants, an expanded ballroom, an expanded spa and a family activities complex.

Since it first opened, the Phoenician has received numerous awards. Some of the most recent awards include the AAA Five Diamond Award (2014); Forbes Travel Four-Star Award (Phoenician, 2013) and Five-Star Award (Canyon Suites, 2013); Travel + Leisure Magazine Top 500 World's Best Hotels (2013); U.S. News and World Report Best Hotels in the USA (2011 – 2013); and Trip Advisor Certificate of Excellence (Phoenician and Canyon Suites, 2013).

The Resort Owner purchased the Phoenician from Starwood Hotels and Resorts in June 2015 and is committed to enhancing the potential of the Resort, while at the same time maintaining the timeless quality for which the Resort is known. This summer, the Resort Owner embarked on an expansive renovation of the Resort's guest rooms and next summer will begin renovating the public spaces, including the pool area, lobby, and restaurants.

The original development of the Resort and most of the additions required separate zoning cases as well as numerous modifications, amendments, use permits, and variances. As a result, the existing zoning on the Resort is very complicated.

Exhibit 3: Zoning Case Reference Map (A larger version of Exhibit 3 is on page 70)



For example, the zoning for the Resort is comprised of four (4) distinct zoning cases illustrated in the shaded areas on the map above:

- (1) The Jokake Resort/Phoenician: two (2) combined cases (106-79 and 135-79) along with a number of stipulation modifications and formal zoning amendments;
- (2) Elizabeth Arden/Maine-Chance Resort: case 81-87;
- (3) Employee/Overflow Parking Lot: case 36-85; and
- (4) Starwood Vacation Ownership: case 164-99.

In addition to these four (4) distinct cases, the Resort also includes a few parcels that were acquired separately and are zoned without a specific case number. The boundary of this PUD is indicated in yellow.

The Resort has the following zoning districts: RH (Resort District), R-2 (Multi-Family 5-12 dwellings per acre), RE-35 (Single family 35,000 sq. ft. minimum lot size), RE-43 (Single Family/Estate 43,000 sq. ft. minimum lot size); and P-1 (parking). The Jokake Resort/Phoenician zoning case includes a Planned Community District ("PCD") overlay as well as a Special Permit overlay which allows a golf course and accessory uses on the underlying residential zoning.

As noted previously, the Resort zoning is further complicated by twenty-one (21) individual use permits and variances and the property is also divided into over 70 individual tax parcels.

Much of the Resort was zoned with a PCD overlay. Since that time, the PCD process has been replaced with the PUD, which can bring these disjointed zoning cases, variances, use permits, and stipulations under a single manageable umbrella and replace a confusing collection of disparate regulations. In addition, as shown in the above Exhibit 3, some of the property included in the original PCD is no longer owned by the Resort Owner and is not included in this application. Nevertheless, the Resort Owner intends to fulfill the intent of prior zoning cases and complete the development of the Resort with single family homes, condominiums, townhomes, and additional Resort casitas.

The PUD is the only logical vehicle to consolidate the entire property under a single comprehensive document, taking into consideration the Resort's long-term goals and potential, the concerns of the neighborhood, and the City's goals and policies.

Project Overview and PUD Goals

This Phoenician PUD proposes to rezone approximately three hundred and fifteen (315) acres of property located in Phoenix, Arizona near 64th Street/Invergordon Road and Camelback Road and establish the regulatory framework necessary to facilitate development of this uniquely situated parcel.

The primary goals of the PUD are to:

- Consolidate the zoning for the Resort into one, comprehensive zoning document and eliminate the confusion created by multiple, separate zoning cases along with 21 use permits and variances;
- Facilitate the development potential of the Resort;
- Create development standards for the Resort that uphold the City's goals and policies for the General Plan, Camelback East Village, and Arcadia Camelback Special Planning District;
- Maintain the first-class qualities of the Resort;
- Continue the amicable working relationship with the adjacent neighbors as well as provide protections which have served the adjacent neighbors in the past; and
- Preserve Camelback Mountain consistent with the commitments made in connection with the original zoning.

Benefits of PUD Zoning

The PUD will ensure compatibility with surrounding properties and provide for a variety of residential development while continuing to regulate the existing Resort:

- Consolidate outdated zoning (such as PCD) and multiple zoning cases into one document;
- Provide restrictions and benefits to adjacent neighborhoods and clarify neighborhood protections;
- Provide flexibility and exactness where needed and appropriate for a complex property encompassing 315 acres;
- Restrict the uses allowed on the Resort;
- Comprehensively address the needs for a site with multiple uses across a large geographical area;
- Define placement of, and maximum allowances for, proposed residential development;
- Establish standards for the 321 previously approved units, as well as the 61 proposed additional units;
- Set appropriate standards for the new development that functions seamlessly with the Resort;
- Establish a long-term comprehensive master plan for the Resort; and
- Address any parking, traffic, and temporary use concerns.

Zoning Ordinance Applicability

The Zoning Ordinance of the City of Phoenix, as adopted and periodically amended, is applicable to this document, except as modified by the language and standards included herein.

Regulatory Provisions

The PUD has been prepared pursuant to Section 671 of the Zoning Ordinance of City of Phoenix, Arizona (Planned Unit Development) to establish the regulatory framework for the *Phoenician PUD* by creating development standards and uses specific to the context of the project site.

The PUD is a stand-alone document comprised of project specific zoning regulations, including permitted uses, conditions and limitations, neighborhood protections,

development standards, building heights, landscaping, outdoor storage, driveway locations, and signage. Zoning provisions not specifically regulated by the PUD are governed by the Zoning Ordinance of the City of Phoenix, Arizona. In the event of a conflict between a provision of the PUD and a provision of the Zoning Ordinance of the City of Phoenix, the PUD standards prevail. The PUD does not modify other City Code provisions or requirements.

The provisions of the PUD apply to all property within the project boundary. (See Appendix A, PUD Area Legal description)

Specific site plan(s) for individual development projects within the PUD boundary will be processed in the future and interested parties will have the opportunity to provide input through the City's development review process, as outlined in Section 507 of the Zoning Ordinance.

Amendments

Amendments to the approved PUD that are determined to be "major amendments" shall follow the application and approval process stated in the zoning map amendment (rezoning) section (506.B) of the City of Phoenix Zoning Ordinance. Amendments shall be considered "major" if they include any of the following:

- A change in the PUD boundary.
- Any change in the location of a land use depicted on the land use plan in the development narrative.
- Any addition to the list of uses in the development narrative.
- Any change to the design guidelines that is inconsistent with the intent of the PUD as described in the development narrative.

Amendments not meeting the criteria for a "major amendment" shall be deemed to be "minor amendments" and may be administratively approved by the Planning and Development Director or designee. Minor amendments may include, but are not limited to changes in the height, density, setback, or lot coverage development standards. The City of Phoenix Planning and Development Director or designee may also administratively approve a use analogous to those listed in Table 3 as a minor amendment.

Prior to the consideration by the City of any "minor amendments" to the PUD, the Resort Owner will provide notice and an opportunity to the Arcadia Camelback Mountain Neighborhood Association (ACMNA) so that they may consult with their membership along with neighbors of the Resort to provide input to the City regarding said amendments. The ACMNA may appeal whether an amendment is major or minor, and may also appeal the decision of the Planning and Development Director or designee on a minor amendment. A minor amendment appealed by the ACMNA shall be reclassified as a major amendment.

B. Proposed Development Vision

The Phoenician PUD is created to consolidate the existing individual zoning cases and attendant stipulations along with zoning adjustment cases that govern the use of the Resort. The PUD will also allow under-utilized areas of the approximately three hundred and fifteen (315) acre property to be developed with some of the existing unused entitlements.

This document will set the development standards and neighborhood protections for the intended mix of new single family, condominiums, townhomes, and some additional Resort casitas to complement and expand the existing Resort. Even though the PUD will replace the original zoning cases, the development vision honors the protections embodied in those previous approvals. The current height of the main Resort building will be maintained and new Resort structures will not extend above the 1,420 foot elevation restriction agreed to in 1979.¹ 18 holes of golf will remain and the Resort Owner will diligently attempt to preserve existing golf course views.

This PUD also establishes the framework for architecture, landscaping, and access to be incorporated into the layout and design of each project within PUD boundaries.

PUD Conceptual Site Plan

The conceptual site plan for the Phoenician PUD illustrates where new development can occur, along with unit counts, and has been designed to complement the existing Resort while also considering the surrounding residential neighborhoods.

PUD Uses

The PUD is home to the world-class Phoenician Resort which is and will continue to remain the main use within the PUD. A comprehensive list of uses for the Resort and accessory residential has been developed that includes permitted uses, and permitted uses subject to certain conditions and limitations gleaned from the City of Phoenix's Zoning Ordinance's list of uses. (See Table 3.) This list incorporates uses appropriate for and customary with a resort hotel and residential developments.

PUD Access

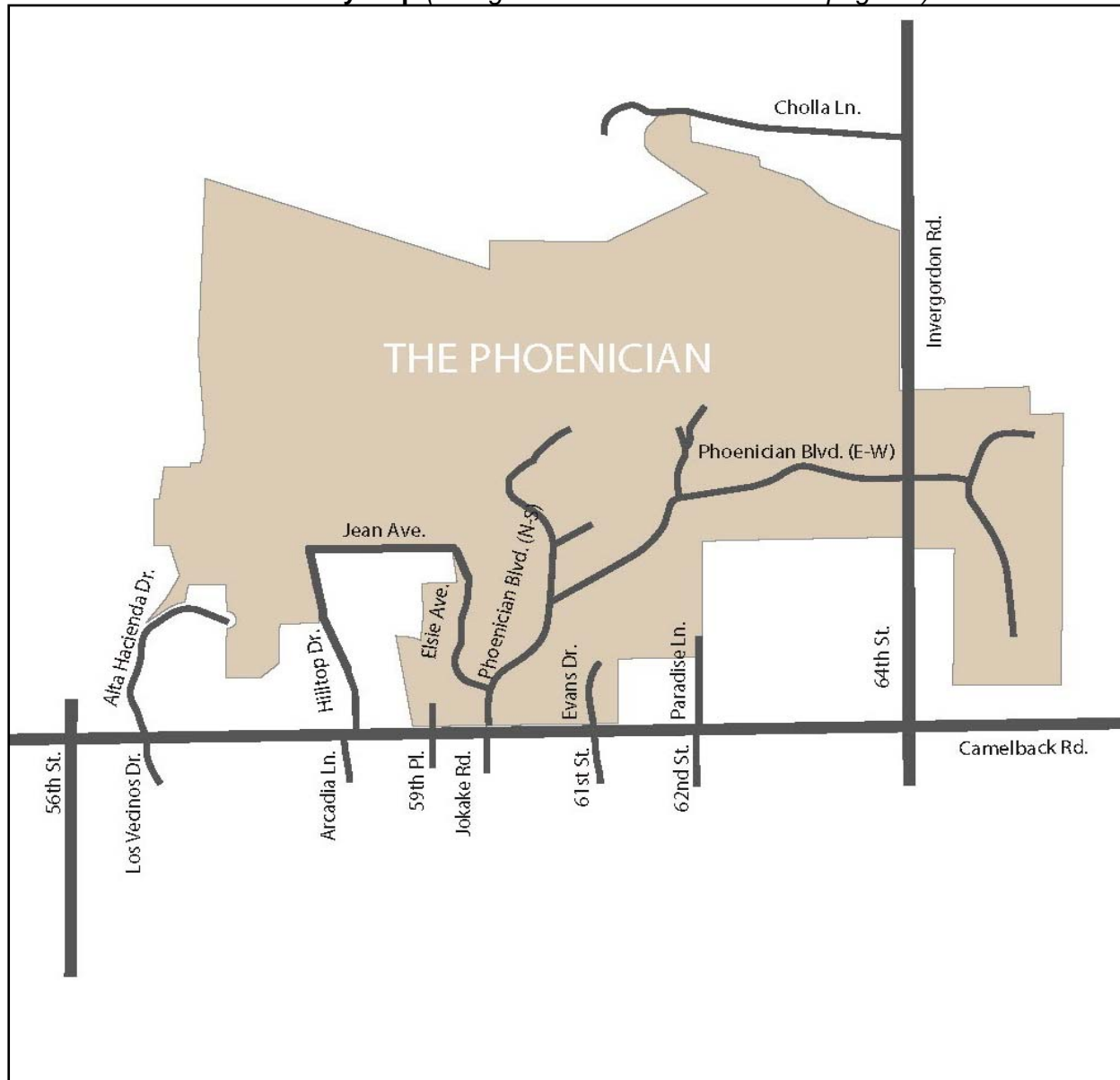
Access to the Resort will continue to be by way of Camelback Road and 64th Street/Invergordon Road, both of which are listed as arterial roadways on the City's Street Classification Map. The existing main entrances located at the intersection of Camelback Road with Jokake Road along with the intersection of Phoenician Boulevard and 64th Street/Invergordon Road will be continue to serve as main access points. Existing secondary entrances, such as Evans Drive and Paradise Lane, may be utilized along with other new minor secondary entrances as

¹The single variation to this commitment is the single-family lot designated as K1 in the conceptual site plan (Exhibit 9). K1 is currently part of the golf course at the northeast corner of the Resort, and is currently above 1,420 feet in elevation. Consistent with the approval of the original zoning, if this PUD is approved, a residence constructed on K1 would exceed 1,420 feet in elevation similar to adjacent homes outside of the PUD boundaries.

determined to be necessary, such as a new driveway on Camelback Road across from 59th Place. (See Exhibit 4 below.)

Elsie Avenue, Jean Avenue, and Hilltop Drive are to remain exclusively residential private streets serving the existing homes as well as the three new single family parcels. Elsie Avenue shall continue to provide access to the Resort (Parcel H) at the existing driveway located approximately 120 feet west of Phoenician Boulevard, and the golf course may be accessed for maintenance purposes. The public roads, Alta Hacienda Drive and Cholla Lane shall serve the existing homes as well as the proposed single family parcels. The Resort has access currently to the golf course at the end of Alta Hacienda drive. The Resort shall retain that access. (See Exhibit 4 below.)

Exhibit 4: Access/Roadway Map (A larger version of Exhibit 4 is on page 71)



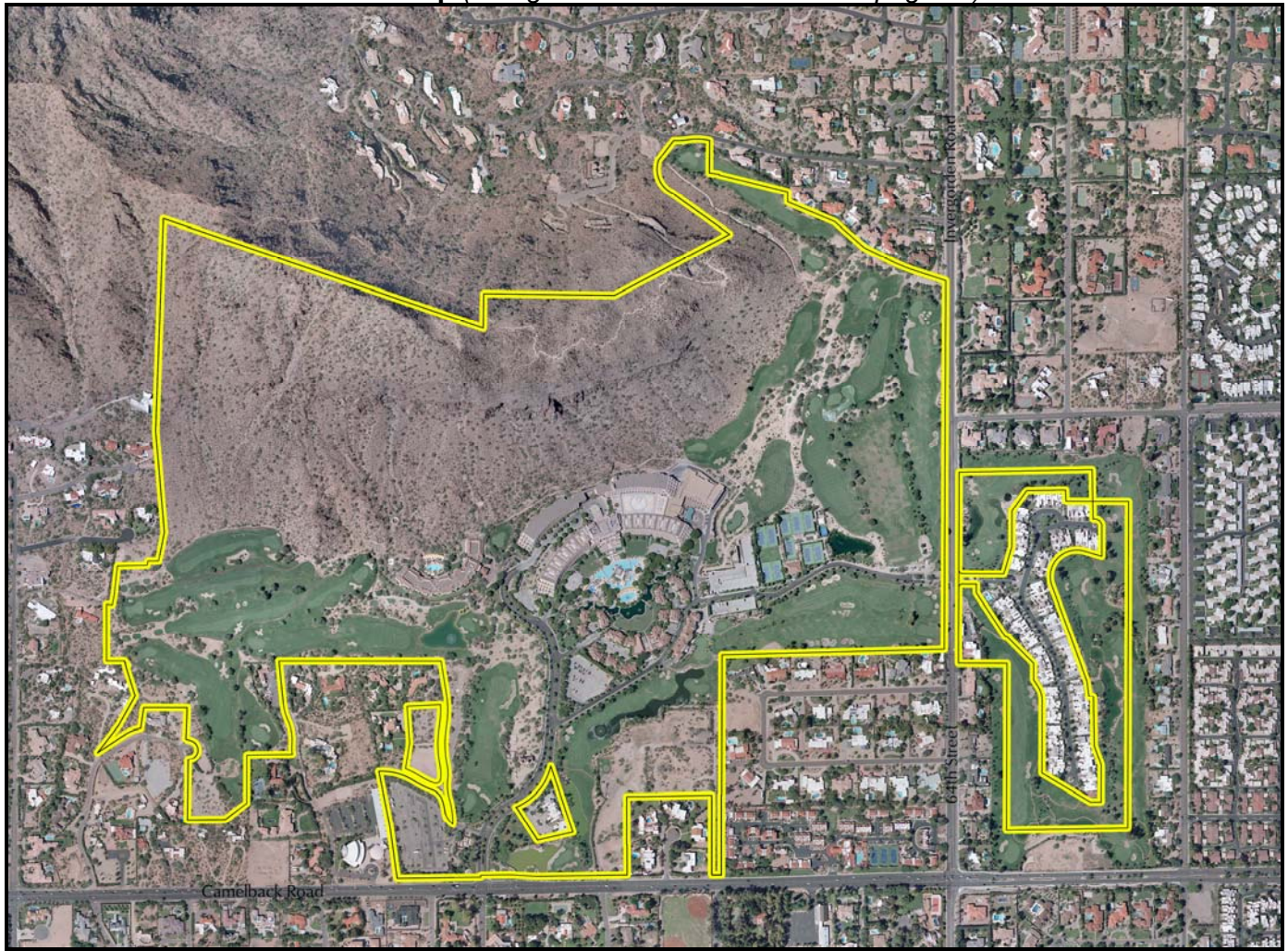
Access/Roadway Map

C. Site Location and Conditions

The 315 acre Resort is generally located at the corner of Camelback Road and 64th Street/Invergordon Road. The property lies at the base of the southeast side of Camelback Mountain adjacent to both the City of Scottsdale and the Town of Paradise Valley.

This unparalleled location gently rises in elevation from a low of around 1,300' along Camelback Road east of 64th Street/Invergordon Road to around an elevation of 1,400'. From there, the terrain sharply escalates up the rocky desert slopes of Camelback Mountain to an overall summit of just over 2,700 feet.

Exhibit 2: Context Aerial Map *(A larger version of Exhibit 2 is on page 69)*



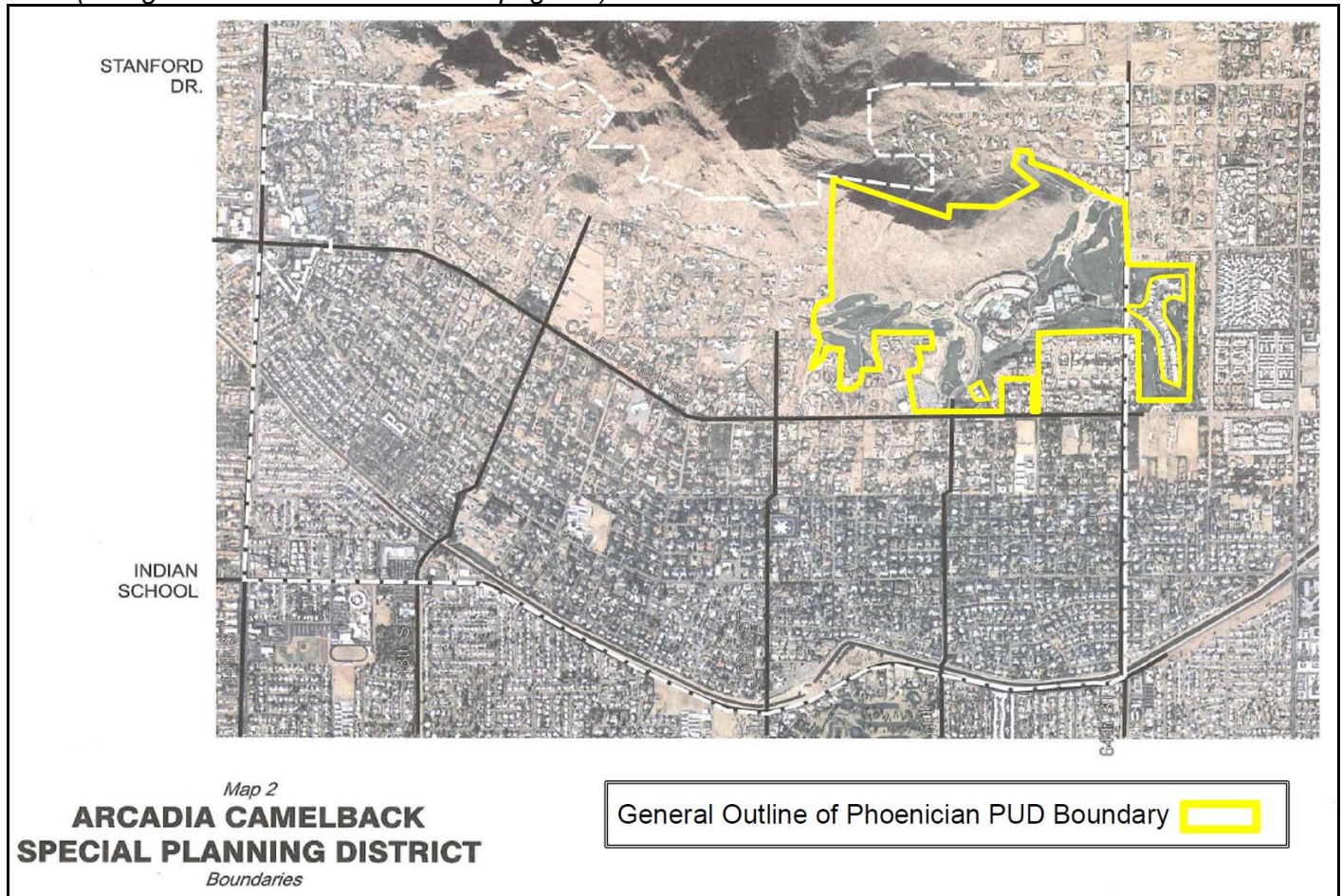
D. Plan Conformance

Arcadia Camelback Special Planning District

Adopted June 16, 1999, the Arcadia Camelback Special District Plan ("Plan"), is a policy document for the purpose of providing a consistent and ongoing planning program within the Camelback East Village. The Resort falls within the eastern portion of the Plan, with the area east of 64th Street and Invergordon Road located outside the Plan. According to the Plan, the overall goal is to "provide policies and preventive measures to sustain the residential character of the area."

Exhibit 5: Arcadia Camelback Special Planning District Boundaries

(A larger version of Exhibit 5 is on page 72)

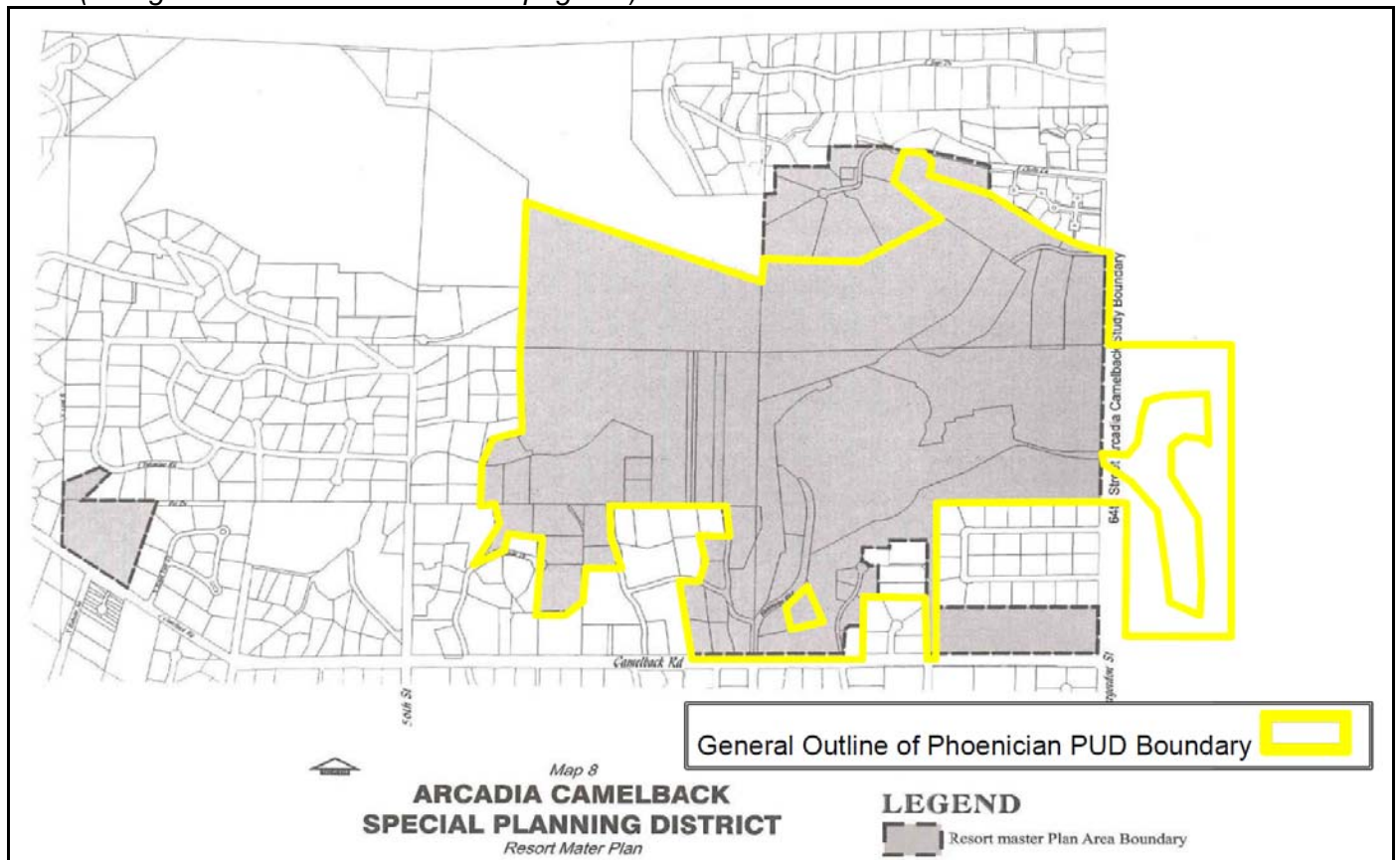


There are three major areas of the Plan, one of which is the existing Resort Uses in the Plan area, which includes both the Phoenician and the Royal Palms Resort to the west along Camelback Road. The Plan states that "The Phoenician has become a major multi-use destination type facility offering tennis, swimming, spas, and golfing on a 27-hole course." It goes on to state that "Physically the Phoenician integrates well with the community though setbacks, landscaped buffering and control of access at its perimeter." Within this PUD, the Resort will continue to integrate with the surrounding properties through appropriate setbacks and development standards, enhanced landscape buffers, and limitations on access.

The intent of the Resort Uses section of the Plan is to ensure that compatibility is maintained and to avoid future negative impacts, by, for example, setting defined resort boundaries and instituting the following seven policies.

Exhibit 6: Arcadia Camelback Special Planning District Resort Master Plan Map

(A larger version of Exhibit 6 is on page 73)



Compliance with Arcadia Camelback Special Planning District Resort Policies:

1. Present boundaries designating the resort land use areas are mapped in the plan.

RESPONSE: The existing and proposed Phoenician resort is contained within the boundary designated within the Plan. There are approximately 5.06 acres of land within the proposed PUD outside of the resort designation; however, these lands will be utilized as single family residential and not as resort land uses.

2. Structures to facilitate the use of the golf course shall be designed to minimize their visual impacts.

RESPONSE: There are currently maintenance and landscape yards located within the Resort. The landscape yard is proposed to be removed and replaced with the single family custom home site and the existing maintenance yard will not be expanded. There are development

standards and use language within this PUD requiring all uses within a maintenance facility be screened from view.

3. Access to activities within the resort should be from an internal street system. Existing entrances at Camelback Road and at 64th Street are to continue to be the main point public access points.

RESPONSE: *Existing entrances will continue to remain in place and will support all the Resort uses as well as a majority of the accessory residential. Existing public and private roads will serve the proposed custom home sites, and other residential sites will have access points directly off of Camelback Road.*

4. Recognition is made that development entitlements remain within the current master planned resort zoning approvals. If any new plans are proposed relating to the property within this area, they should include standards to ensure compatibility with the surrounding area.

RESPONSE: *The language within this PUD promulgates the high standards of the Phoenician as well as the greater Arcadia area and does ensure compatibility.*

5. If any new plans are proposed for the resort property, they should go through the required public hearing process.

RESPONSE: *This proposed PUD will follow the required public hearing process and the Development Team is conducting substantial neighborhood outreach. In addition, prior to the consideration by the City of any "minor amendments" to the PUD, the Resort Owner will provide notice and an opportunity to the ACMNA to consult with their membership along with neighbors of the Resort to provide input to the City regarding said amendments. The ACMNA may appeal whether an amendment is major or minor, and may also appeal the decision of the Planning and Development Director or designee on a minor amendment to the City of Phoenix Planning Commission for a final determination.*

6. Any new development will continue the earlier standards established by the resort including underground utilities, shielding light and noise, traffic impacts, and property maintenance.

RESPONSE: *This proposed PUD will continue and expand on high quality development standards.*

7. All perimeter fencing and landscaping should be acceptable to the neighborhood.

RESPONSE: *Perimeter fencing will not change. The amount and quality of buffer landscaping should be acceptable to our neighbors.*

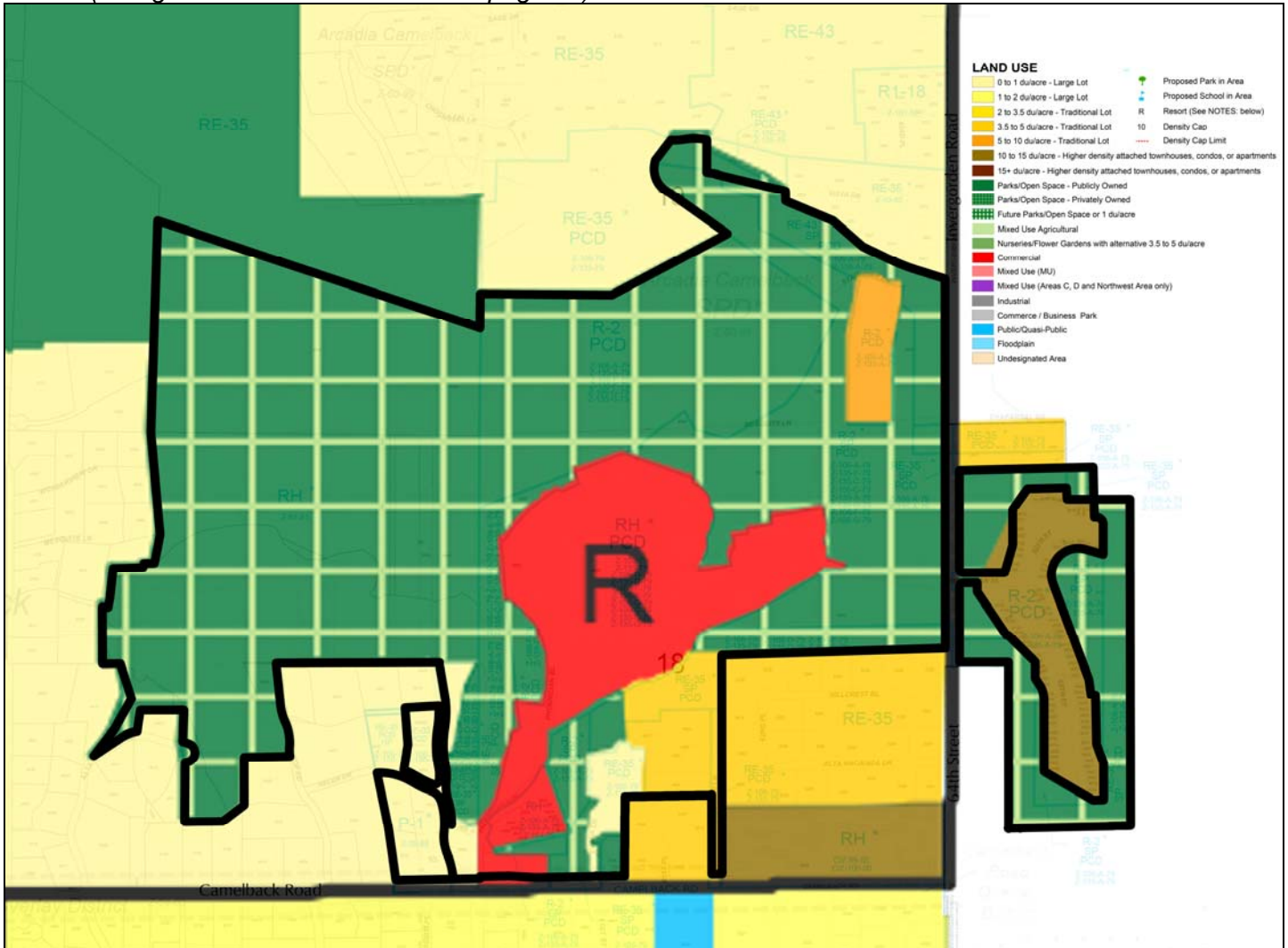
City of Phoenix General Plan

Statement of Conformity

As described in greater detail below, this PUD complies with the 2015 General Plan's Vision, Community Benefits, and 5 Core Values. The overall Phoenician property falls under a mix of Land Use Categories, mainly Resort Commercial and Parks/Open Space – Privately Owned, but portions include residential designations of 0-1 du/ac- Large Lot, 3.5 to 5 du/ac Traditional Lot, and 5 to 10 du/ac Traditional Lot.

Exhibit 7: Current General Plan Land Use Map

(A larger version of Exhibit 7 is on page 74)



A Minor General Plan Amendment is being requested concurrently with this PUD to bring the land use designations into conformance with the current and proposed future uses of the property.

CORE VALUE - CONNECT PEOPLE AND PLACES

PARKS

“The Phoenix Parks and Recreation system **offers a unique experience for Phoenix residents**, and visitors through a varied and extensive collection of recreational facilities. The system is home to a range of facilities from small pocket parks and neighborhood community centers, to large regional parks and sports facilities. During the community outreach portion of this project, Phoenix community members responded that **parks are the number one asset they treasure in Phoenix**. It is important to build off past successes and improve and expand the system for generations to come.”

Goal:

“Provide a **world class park system** where every resident has a high level of access to a variety of recreational options that support a healthy lifestyle.”

RESPONSE: *This request continues to support the Camelback Mountain Preserve by maintaining land on the mountainside that abuts the Preserve as natural area open space, with no development.*

CANALS & TRAILS

“Canals and trails are an important, historic part of our regional infrastructure. They can provide a safe, **dedicated system for pedestrians and bicycles to travel throughout the city** and region, and an oasis from the desert conditions found naturally in our community. Water is in high demand in Arizona, but the canals have become one of our most underutilized assets. Canalscape, the creation of activity centers with a dynamic interaction with **our city’s prized canals**, can change this.”

Goal:

“Create a functional network of **shared urban trails** which are accessible, convenient and connected to parks, centers, and major open spaces **such as the Sonoran Preserve**, connecting the entire city.”

Land Use and Design Principles:

Design: “Plan, design, and develop pedestrian linkages between parks, open spaces, village cores, neighborhood shopping centers, neighborhood schools, and neighboring municipalities.”

Design: “Provide multi-use trail connections where appropriate.”

RESPONSE: *This request includes and maintains continued use of a trail easement across the property for the existing Cholla Trail serving the Camelback Mountain Preserve.*

CORE VALUE – STRENGTHEN OUR LOCAL ECONOMY

TOURISM FACILITIES

“Tourism has long been a driving force in Arizona’s economy and growth. For years, visitors have flocked to Arizona for its warm winters and natural beauty. As the capital city, Phoenix should be a leader in tourism, embracing and supporting the industry. The City has many tourist attractions from natural features like South Mountain Park, to man-made destinations such as our museums, sporting facilities and other cultural institutions.”

Goal:

“Phoenix will continue to be one of the country’s **leading tourist destinations.**”

Land Use and Design Principles:

Land Use: “Encourage tourism related activities within specified tourism districts.”

RESPONSE: *This area of the southeastern slope of Camelback Mountain has long been utilized for tourism, starting with the Jokake Inn in the 1930s. The proposed PUD will allow for the continued operation and enhancement of the Phoenician Resort for years to come, bringing countless visitors to the Phoenix area. In addition, concurrent with the PUD, the Resort is undergoing a comprehensive multi-year renovation program involving all major areas of the Resort. The renovation is a significant investment of time and resources, which will enhance guest experience as well as continue to engage the local community.*

CORE VALUE – CELEBRATE OUR DIVERSE COMMUNITIES & NEIGHBORHOODS

CERTAINTY & CHARACTER

“What makes a city a great place to live are its robust vibrant neighborhoods. There is a level of certainty one expects to have and quality of life one expects to maintain while living in a great city. The goals and policies that are outlined in the General Plan were created so residents have a reasonable expectation and level of certainty while living in our great city; certainty in regards to quality of life and compatibility. The success, stability and certainty our neighborhoods can provide only strengthen our city and region’s vitality and prosperity.

A city’s identity is not only created by unique places and spaces, but by the residents who live within its borders. The cultural diversity, rich architectural style and truly unique neighborhoods (from large lot rural communities to suburban and urban neighborhoods) help define its character.”

Goal:

“Every neighborhood and community should have a level of **certainty**. Ensure that development, redevelopment and infrastructure supports and reinforces the character and identity of each unique community and neighborhood.”

Land Use & Design Principles:

Land Use: “Locate land uses with the greatest height and most intense uses within limits based on village character, land use needs, infrastructure and transportation system capacity.”

Land Use: “Protect residential areas from concentrations of incompatible land uses that could change their character or destabilize land values.”

Land Use: “New development and expansion or redevelopment of existing development in or near residential areas should be compatible with existing uses and consistent with adopted plans.”

Design: “Create new development or redevelopment that is sensitive to the scale and character of the surrounding neighborhoods and incorporates adequate development standards to prevent negative impact(s) on the residential properties.”

Design: “All housing should be developed and constructed in a quality manner.”

Design: “Enhance the compatibility of residential infill projects by carefully designing the edges of the development to be sensitive to adjacent existing housing. Create landscape buffers and other amenities to link new and existing development.”

Design: “Protect the neighborhood’s views of open space, mountains, and man-made or natural landmarks.”

Design: “When making changes and improvements near residential areas, avoid any alteration or destruction of points of reference (such as prominent natural features or historic buildings), focal points, and place names important to the area’s identity.”

Design: “Require appropriate transitions/buffers between neighborhoods and adjacent uses.”

RESPONSE: *Updating the Resort and allowing for the addition of residential uses previously approved but not yet constructed, will maintain similar compatibility, development patterns, and character with the surrounding uses while utilizing adequate existing infrastructure. The proposed plan continues the large-lot single-family residential character adjacent to the Resort. Smaller lot single-family as well as condominium and townhome units are placed in internal locations or near major roadways, and buffered from single family residential by the open space of the existing golf course or large-lot single family residential. The proposed housing will maintain the expectation of high quality construction found at the Resort itself and the surrounding community.*

The proposed residential uses at the edges of the Resort appropriately add single family residential in undeveloped areas. Careful planning and design consideration has been taken in adding new homes which include landscape buffers, amenities, and preserving views of nearby Camelback Mountain and golf course buffers that seamlessly blend with existing adjacent residential uses. Adding these residential uses in undeveloped areas creates a more sustainable neighborhood without disrupting the single family character of adjacent neighborhoods.

The historical elements and recognizable features of the area, such as the Jokake Inn will remain. The main entry into the Resort will remain in place providing for the views and enjoyment of the surrounding natural features and focal points within the Resort that over time have become a part of the area's identity.

DIVERSE NEIGHBORHOODS

"Diverse neighborhoods have a array of housing types and lifestyle options to meet the needs of an array of residents. Phoenix's population is aging. Existing neighborhoods need to be retrofitted and new communities need to be planned and designed to allow for all residents (regardless of age, ethnicity, income) to live and age in place."

Goal:

"Encourage communities and neighborhoods to be a mix of ages, incomes and ethnicities and provide housing **suitable to residents** with special needs. A **diverse range of housing** choices, densities, and prices in each village **should be encouraged.**"

Land Use & Design Principles:

Land Use: "Communities should consist of a mix of land uses to provide housing, shopping, dining and recreational options for residents."

Land Use: "Include a mix of housing types and densities where appropriate within each village that support a broad range of lifestyles."

Land Use: “Within each village, designate residential land use in at least four of the seven residential categories and designate at least one of those categories to be for 10 to 15 or 15+ dwelling units per acre.”

RESPONSE: *The proposed Land Use Plan and Conceptual Site Plan for this PUD encompasses a diversified resort community that offers a variety of housing choices to residents ranging from large-lot custom home sites to multi-story condominiums. Within the boundaries of the PUD, there are parcels within five of the City’s seven residential density categories including 10 to 15 dwelling units per acre.*

On-site offerings for future residents and the hotel guests include a mix of dining and recreation options.

CORE VALUE – BUILD THE SUSTAINABLE DESERT CITY

DESERT LANDSCAPE

“The Open Space element describes the city’s mountain and desert preserves and trail systems within our parks, along washes, canals and utility corridors and in the Rio Salado (Salt River). These areas provide space for recreation, environmental preservation and natural hydrological systems. It also includes analysis of need; policies for management; and designated access points, protection, and acquisition strategies. This element is also consistent with the Sonoran Preserve Master Plan (1998) and the Maricopa Association of Governments Desert Spaces Plan (1996), both of which established preserve design principles based on ecological theory, context and regional framework for an integrated open space system.”

Goal:

“Protect and celebrate our unique desert landscape.”

Land Use & Design Principles:

Land Use: “Promote land uses that preserve Phoenix’s natural open spaces.”

Design: “Preserve the interface between private development and parks, preserves and natural areas (edge treatment).”

RESPONSE: *The proposed PUD continues to preserve the upper slopes of Camelback Mountain and maintains approximately 100 acres as natural area open space.*

E. Zoning and Land Use Compatibility

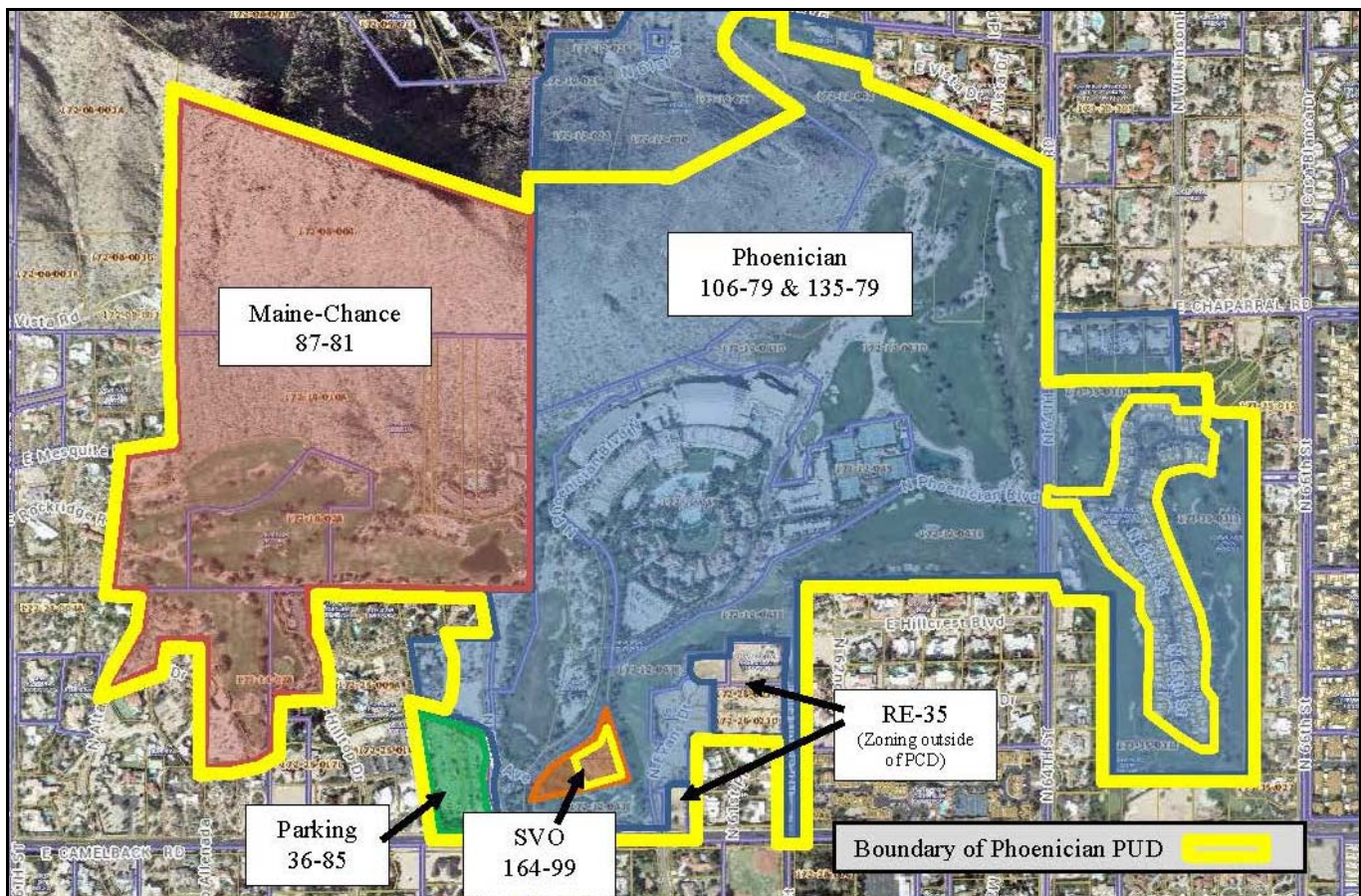
Site Zoning

The current zoning for the Resort property is comprised of four separate main zoning cases each with its own separate conditions of approval:

- (1) The Jokake Resort/Phoenician consisting of combined cases 106-79 and 135-79 (as amended 16 times) with RH, R-2, and RE-35 Zoning with a PCD overlay and Special Permit overlay for the golf course and a total of 960 guest rooms, casitas and dwelling units,
- (2) The Elizabeth Arden/Maine-Chance Resort under case 87-81, with RH zoning for 100 guest rooms and dwelling units along with a golf course,
- (3) The employee/overflow parking lot zoned P-1 along Camelback Road under case 36-85, and
- (4) The Starwood Vacation Ownership (SVO) property zoned RH along Phoenician Boulevard under case 164-99, including a total of 12 dwelling units.

Exhibit 3: Zoning Case Reference Map

(A larger version of Exhibit 3 is on page 70)

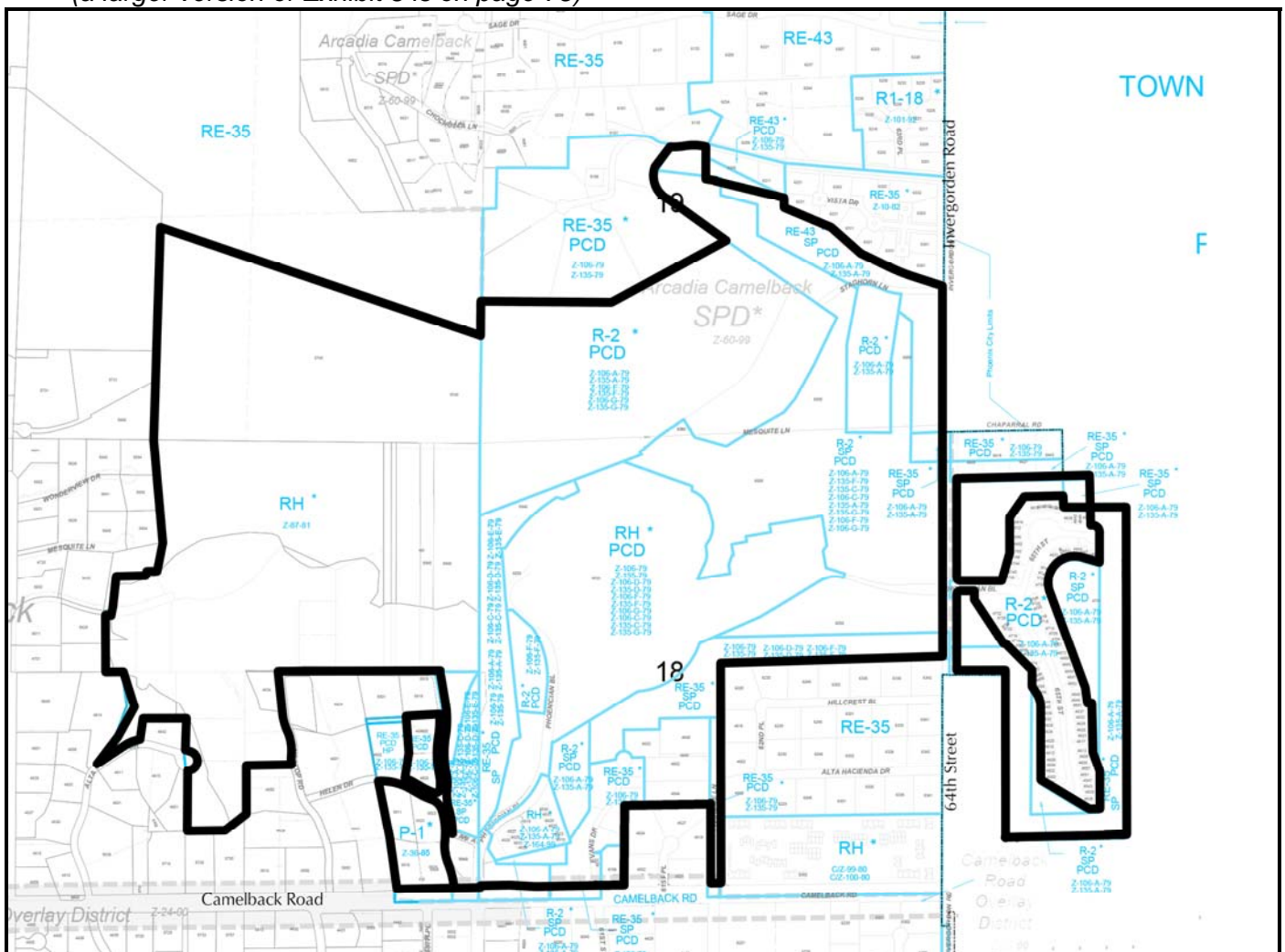


In addition to the above main zoning cases, there are 6 separate parcels, zoned RE-35 and totaling approximately 5.06 acres, which have been acquired by the Resort Owner and included within this PUD.

This mix of zonings (and cases), is supplemented by 21 use permits and variances. Overall, the consolidated zoning allows for a complete resort with a total of 1,065 rooms and residential dwelling units along with accessory non-residential uses typically found with a luxury resort hotel.

The following Current Zoning Map illustrates the chaotic current zoning on the property. The Resort has the following zoning districts: RH (Resort District), R-2 (Multi-Family 5-12 dwellings per acre), RE-35 (Single Family 35,000 sq. ft. minimum lot size), RE-43 (Single Family/Estate 43,000 sq. ft. minimum lot size); and P-1 (parking). The golf course included within the Jokake Resort/Phoenician zoning case also has a Special Permit overlay which allows golf course and accessory uses on the underlying residential zoning. Each of the numbers represents a zoning case or an amendment to one of the cases.

Exhibit 8: Current Zoning Map
(a larger version of Exhibit 8 is on page 75)



The PUD embraces the existing zoning on the Resort along with the commitments made to the City, the neighbors, and the aforementioned zoning cases. As a part of this PUD, care was taken to incorporate existing zoning conditions, where still applicable, as well as the neighborhood protections.

Existing Land Uses

The Phoenician, the famed destination resort set at the base of Camelback Mountain, is the main land use on the property. Flanked by a stunning golf course, the Resort features include the crescent-shaped main hotel building and 15 casita buildings, all opened in 1988, along with the AAA Five Diamond Award winning Canyon Suites “resort within a resort” opened in 1996. Both accommodations are supported by amenities such as the Centre for Well-Being spa, golf clubhouse, 11 tennis courts, retail and restaurants, 83,500 square feet of meeting space and ballrooms, along with seven swimming pools including a 165-foot waterslide. Positioned at the entrance to the Resort, the historic Jokake Inn building stands as it has since 1930, with its iconic twin bell towers still welcoming guests upon arrival.

Under the existing mix of zoning, there are a total of 321 approved and allowed residential and hotel units on the Resort that are not yet constructed, as detailed in Table 1 below.

Table 1: Approved but not yet Constructed Units.

Jokake Resort/Phoenician Zoning		
Unit Type	Approved Units	Not Yet Constructed
“Hotel Rooms and Casitas”	591	8
“Single Family Homes”	27	15
“Townhomes – West of 64 th ”	240	240
“Townhomes – East of 64 th ”	102	9

Maine-Chance Zoning		
Unit Type	Approved Units	Not Yet Constructed
“Guest Rooms and Dwellings”	100	38

Starwood Vacation Ownership (SVO) Zoning		
Unit Type	Approved Units	Not Yet Constructed
“Units”	12	5

Outside of PCD - RE-35 Zoned Parcels		
Unit Type	Allowed Units	Not Yet Constructed
RE-35 Single Family – 5.06ac	6	6

Total Approved/Allowed Dwelling Units that are Not Yet Constructed	321
--	-----

Surrounding the Resort (i) to the north is Camelback Mountain and Phoenix’s Camelback Mountain Preserve; (ii) to the west is large-lot residential, which climbs up the side of Camelback Mountain; (iii) to the south is Camelback Road and the Arcadia neighborhood beyond; and (iv) to the east is Scottsdale, with Scottsdale Fashion Square less than ½ mile down Camelback Road.

Existing Character

Long before the Phoenician hotel was constructed, the area welcomed guests as early as the 1930s. Cosmetics mogul Elizabeth Arden opened her world-renowned Maine-Chance Spa in 1946.

Originally zoned in 1979, with the golf course opening not much later, by the time the main hotel building and casita buildings were completed in 1988, the Phoenician Resort continued to set the stage for the east Camelback Road corridor character which begun with its resort predecessors. While predominantly residential in nature, the surrounding area is anchored by the Phoenician and its neighboring resort, the Royal Palms. As stated in the City's 1999 Arcadia Camelback Special Planning District, "Physically the Phoenician integrates well into the community..." and the Phoenician and the Royal Palms Resort are "compatible land uses within the overall residential character of this community."

Table 2: Subject Property and Surrounding City of Phoenix General Plan Designations, Zoning Districts and Land Uses.

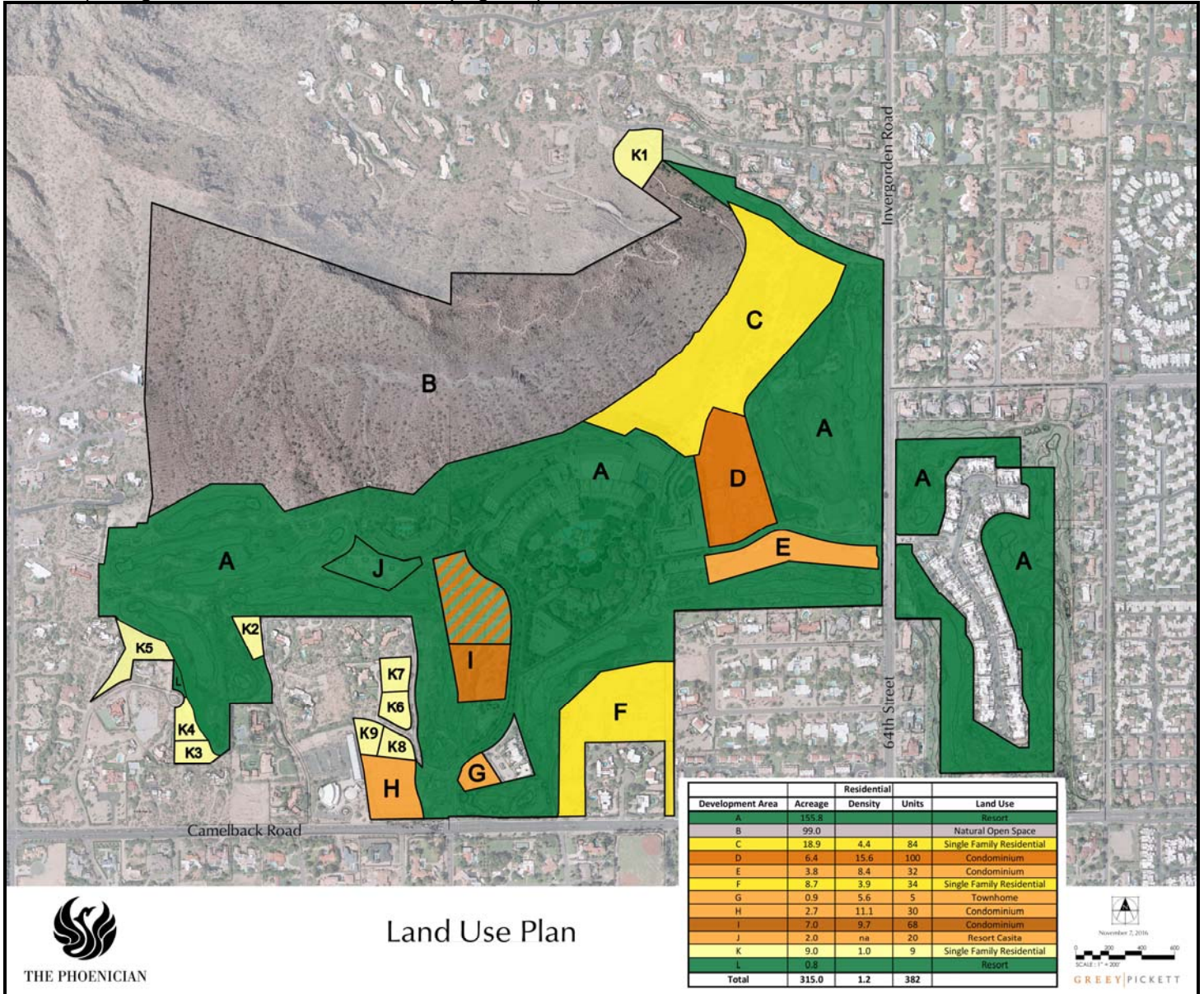
Location	General Plan Designation	Existing Zoning	Current Land Use
Subject Property (Phoenician PUD)	Resort Commercial, Parks/Open Space – Privately Owned, Residential 0-1 du/ac- Large Lot, 3.5 to 5 du/ac Traditional Lot, and 5 to 10 du/ac Traditional Lot.	RH and RH PCD (Resort Hotel), R- 2 PCD(Multi-Family Residential), RE-35, RE-35 PCD and RE-43 PCD (Single Family Residential), P- 1 (Parking) and R-2 PCD SP, RE- 35 PCD SP, and RE-43 PCD SP (Special Permit for Golf Course).	World-famous Phoenician Resort
North	Residential 0-1 du/ac- Large Lot and Parks/Open Space – Publicly Owned	R1-18, RE-35, RE-35 PCD and RE- 43-PCD (Single Family Residential)	Residential of various lot sizes
South	Residential 0-1 du/ac- Large Lot, 3.5 to 5 du/ac Traditional Lot, and 10-15 du/ac Higher Density.	RE-35 (Single Family Residential) and RH (Resort Hotel)	Residential of various lot sizes, Scottsdale Camelback Resort timeshares and Camelback Road.
East	Residential 10-15 du/ac Higher Density.	R-2 PCD (Multi-Family Residential)	Phoenician II Townhomes
West	Residential 0-1 du/ac- Large Lot	RE-35 (Single Family Residential)	Residential of various lot sizes and Camelback Seventh Day Adventist Church

F. Proposed Land Uses and Land Use Plan

To assist in guiding growth and development within the PUD, the Resort is divided into distinct land use categories which will determine allowed uses as well as the development standards for those uses.

Exhibit 9: PUD Land Use Plan

(A larger version of Exhibit 9 is on page 76)



Each land use category is generally described immediately below. For a detailed list of allowed uses in each land use category, see Table 3.

Resort – green

Development Parcels A, J, and L

The Resort category is intended to allow for a mix of land uses that support the continued operations of a resort hotel such as the Phoenician. Primary uses include hotel rooms and casitas with accessory uses including those that offer up

complementary activities for resort guests, such as golf, tennis, swimming, retail, restaurants as well as outdoor recreation and activity space. The tennis center is shown as a mixed use area that will allow for specific Resort use as well as potential for Condominiums in the future.

Event Space – purple circles

The locations depicted on the Land Use Plan for Event Space are those areas dedicated to outdoor events. Pursuant to the Permitted Use List (Table 3), these areas are the only locations where special activities and events including outdoor dining and alcohol consumption, outdoor food preparation, as well as outdoor music and entertainment, including these activities inside tents, is permitted to occur. The event spaces are interior to the Resort away from the PUD boundaries.

Community Maintenance Yard – blue circle

The location depicted on the Land Use Plan for the Community Maintenance Yard signifies the area of the existing golf course maintenance facility, which is expected to continue to remain in its present location.

Custom Single Family Residential – light yellow

Development Parcels K1 – K8

This land use category supports large-lot single-family housing. Individual lot sizes are depicted in the development standards but generally, density will range from .5 to 1.5 dwelling units per acre.

Single Family Residential – dark yellow

Development Parcels C and F

The Single-Family Residential category is intended for predominantly low density single family detached residential development; however, ancillary support uses customary with a residential development are also permitted. Residential densities between 3 to 5 dwelling units per acre are typical of this category.

Condominium/Townhome Residential – light and dark orange

Development Parcels D, E, G, H, and I

The Condominium/Townhome Residential category is intended for higher density residential development that will include forms of attached and detached homes, with rental apartments not permitted. Ancillary uses are allowed in support of the residential. Densities will range from 5 to 16 dwelling units per acre depending on the product type and development standards for the specific Development Parcel. The tennis center is shown as a mixed use area that will allow for specific Resort use as well as potential for Condominiums in the future.

Natural Open Space – no color

Development Parcel B

The Natural Open Space category denotes areas that are to be precluded from development except for public/private recreational facilities or preserves. These areas should be left in their natural state as much as possible.

The following list of uses defines permitted uses and permitted uses subject to certain conditions and limitations from the City of Phoenix's Zoning Ordinance.

The proposed uses along with the necessary development standards provide for a zoning district that will allow for land uses traditionally associated with resorts. The PUD provides for an optimal level of uses and development standards that are compatible with the surrounding area.

The City of Phoenix Planning and Development Director or designee may administratively approve a use analogous to those listed below as a minor amendment and only after following the notification procedures outlined in the Amendments section of this document.

1. Permitted Principal Uses

Uses specifically permitted as set forth in Table 3.

2. Permitted Uses Subject to Conditions/Limitations Standards

Uses specifically permitted subject to conditions/limitations as set forth in Table 3. Performance Standards are specific for each individual use as defined. Some uses subject to conditions/limitations may also require a Use Permit which is processed in accordance with the provisions of the City of Phoenix Zoning Ordinance.

3. The following uses or activities shall be prohibited within the PUD.

- apartments
- hotel rooms or clubhouse east of 64th Street/Invergordon Road
- horses or horse corrals
- golf tees closer than 25 feet from the PUD boundary, except east of Invergordon Road/64th Street where the PUD boundary is in the middle of the golf course as it crosses jurisdictions into the City of Scottsdale.

4. Temporary uses not specifically listed on Table 3 shall be permitted pursuant to the City of Phoenix Zoning Ordinance's regulations and standards for temporary uses.

5. Promotional events shall be permitted pursuant to the City of Phoenix Administrative Temporary Use Permit regulations and standards for promotional events.

Table 3: Permitted Use List

	Resort	Custom Single Family Residential*	Single Family Residential*	Condominium & Townhome Residential*	Natural Open Space
Residential Primary Uses					
Townhomes/Condominiums (ownership only, no rentals)				x	
Single family attached			x		
Single family detached		x	x		
Residential Accessory or Temporary Uses					
Facilities and storage incidental to a construction project		x	x	x	
Guesthouses		x			
HOA/community clubhouse and/or fitness center			x	x	
Home occupations (pursuant to Section 608.E.3 of the Phoenix Zoning Ordinance)		x	x	x	
Model home(s) and subdivision sales office including modular buildings		x	x	x	
Private/HOA parks and open space			x	x	
Private/HOA swimming pools		x	x	x	
Private/HOA tennis or basketball courts (or similar)		x	x	x	
Commercial Primary Uses					
Conference rooms, ballrooms, exhibit halls, banquet facilities or similar	x				
Golf course, public or private (no golf course tees shall be closer than 30 feet from PUD property line)	x				
Hotels with guest rooms, villas, and casita buildings (No hotels shall be allowed east of 64 th Street/Invergordon Road)	x				
Commercial Accessory and Temporary Uses					
Administrative offices	x				
Automatic Teller Machine (ATM), indoor	x				

	Resort	Custom Single Family Residential*	Single Family Residential*	Condominium & Townhome Residential*	Natural Open Space
Automobile rental	x				
Barber and beauty salons	x				
Bars and restaurants including live music or entertainment and patron dancing	x				
Business Center	x				
Day Spa including tanning and massage therapy performed by a licensed massage therapist	x				
Dependent care facility (childcare) including daycamps	x				
Facilities and storage incidental to a construction project	x				
Family game center	x				
Fitness center	x				
Golf clubhouse facilities which may include but not be limited to a pro shop and administrative offices (No clubhouses shall be allowed east of 64 th Street/Invergordon Road)	x				
Golf driving ranges (Any lighting within 100 feet of the PUD boundary shall require a Use Permit)	x				
Health/fitness center with a steam bath or sauna	x				
Helistop for temporary helicopter landings subject to a use permit	x				
Hiking and nature trails with other passive recreation	x				x
Laundry or dry cleaning, self-service and full service	x				
Miniature golf	x				
Open space	x				x
Outdoor dining and outdoor alcoholic beverage consumption (Must be located in a designated Events Space shown on the Land Use Plan)	x				
Outdoor food preparation and cooking, setback a minimum of 300 feet from the PUD boundary line with a residential district (Must be located in a designated Events Space shown on the Land Use Plan)	x				

	Resort	Custom Single Family Residential*	Single Family Residential*	Condominium & Townhome Residential*	Natural Open Space
Outdoor music or entertainment, including patron dancing (Decibel levels shall not exceed 50 dba at the PUD boundary. An increase not to exceed 5 dba on an intermittent basis that does not exceed 5 continuous seconds, shall not be deemed a violation. Must be located in a designated Events Space shown on the Land Use Plan.)	x				
Outdoor recreation uses including but not limited to trapeze, sporting events, boats, and fishing	x				
Parking lots and garages including temporary event parking on the golf course or driving range	x				
Public or private utility buildings and facilities	x				
Repair, maintenance, grounds keeping, and storage buildings and/or facilities and yards necessary for the operation of a primary or accessory use. (Outdoor storage of equipment, materials and above ground fuel tanks shall be screened from view.)	x				
Retail establishments other than bars and restaurants	x				
Retail vendor carts/mobile vending	x				
Special events and outdoor tents for a listed primary or accessory use (Must be located in a designated Events Space shown on the Land Use Plan unless approved by a Temporary Use Permit)	x				
Sporting courts including but not limited to tennis, handball, shuffleboard, basketball and volleyball. Exterior courts shall not be utilized after 10:00pm with court lighting extinguished at that time. (Any court lighting within 100 feet of the PUD property line shall require a Use Permit)	x				
Swimming pools, spas, cabanas, splash pads and water parks	x				
Temporary uses not otherwise listed (pursuant to Section 708 of the Phoenix Zoning Ordinance)	x				

	Resort	Custom Single Family Residential*	Single Family Residential*	Condominium & Townhome Residential*	Natural Open Space
Wireless communication facilities including temporary cell towers subject to the granting of a Use Permit in accordance with the provisions of the City of Phoenix	x				

* Until a primary residential use has been established (through approval of a site plan or final subdivision plat), property designated with a land use of Custom Single-Family, Single Family, Condominium, and/or Townhome can be utilized for any primary or accessory use permitted in the Resort land.

G. Development Standards

General PUD Standards

The following standards shall be generally applicable to all property within the PUD:

Building –

- No structure shall be constructed with a roofline that projects above an elevation of 1,420 feet. (The one residential home built on Development Parcel K1, which is adjacent to homes already constructed with elevations above this height shall be permitted to exceed this elevation.)
- Maximum building heights listed in this PUD shall be measured pursuant to City of Phoenix definition found in Section 202 of the Zoning Ordinance.
- Any listing of a building story limit in the development standards shall not preclude a rooftop deck, provided that such space does not include any habitable enclosed living space and does not exceed 30% of the total rooftop.
- Exceptions to the building height include those listed in the City of Phoenix Zoning Ordinance Section 701.B, as well as any barriers necessary for the safety and security of a rooftop deck.
- Building Projections (open and closed) into stated setbacks shall be permitted in accordance with those listed in the City of Phoenix Zoning Ordinance Section 701.A.3.a.

Hillside Development –

- The City of Phoenix Hillside Development Regulations found in Section 710 of the Zoning Ordinance, as well as Section 32-32 of the Subdivision Ordinance, shall not be applicable during redevelopment of land previously disturbed and utilized as a part of the existing golf course.
- Any new exposed cut surfaces shall be chemically treated to match the existing color of the mountainside.

Landscaping –

- Large natural vegetation should be preserved and relocated.
- Whenever possible, mature shrubs and trees shall be planted around the development areas to provide visual barriers to the existing residential outside of the PUD.
- All landscaping to be maintained, with all ponds/water features cleaned on a regular basis. Ponds/water features shall not be allowed to drain completely except during maintenance.

Walls and Fencing –

- Chain link fencing shall not be permitted except as construction security fencing during an active permit.

Parking and Loading –

Space and Aisle Dimensions	Minimum parking stall dimensions and drive aisle dimensions shall be pursuant to Section 702.B.2 of the Phoenix Zoning Ordinance.
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**Parking
Requirements**

Minimum parking requirements for the resort hotel and accessory uses shall be in accordance with the Parking Study included as Appendix C of this PUD.

Minimum parking requirements for residential is as follows:

Single-Family Residential: 2 spaces per unit

Condominium/Townhome Residential: 1.3 spaces per studio, 1.5 spaces per 1 or 2 bedroom unit and 2 spaces per 3 or more bedroom unit, 1.0 space per unit of less than 600 square feet regardless of number of bedrooms.

Access –

- There shall be no public entrances to the golf course from 66th Street, Chaparral or Paradise Lane unless required by the City of Phoenix.
- The public road, Cholla Lane, shall serve only the single-family home on Parcel K1 with no access to the Resort.
- The public road, Alta Hacienda Drive, shall serve the existing homes as well as the proposed single family parcels K3, K4, & K5. The Resort has access currently to the golf course at the end of Alta Hacienda Drive. The Resort shall retain that access.
- Elsie Avenue, Jean Avenue, and Hilltop Drive are to remain exclusively residential private streets serving the existing homes as well as the proposed single-family parcels K2, K6, K7, K8, and K9. Elsie Avenue shall continue to provide access to the Resort (Parcel H) at the existing driveway located approximately 120 feet west of Phoenician Boulevard, and the golf course may be accessed for maintenance purposes.

Shade –

Promoting human comfort for guests of the Resort and residents of the residential areas and maximizing protection from the sun and heat, future pedestrian walkways shall be shaded (50-percent at maturity) by shade trees. Additionally, a minimum of one shade structure per residential development parcel ("C"- "I") will increase protection from the sun and heat exposure. Further respecting the arid desert context, a combination of porches, patios or courtyards are also standard features included with the dwelling units. Existing natural and artificial shade provided for the resort area maintains and increases the comfort level and provides an "oasis" setting.

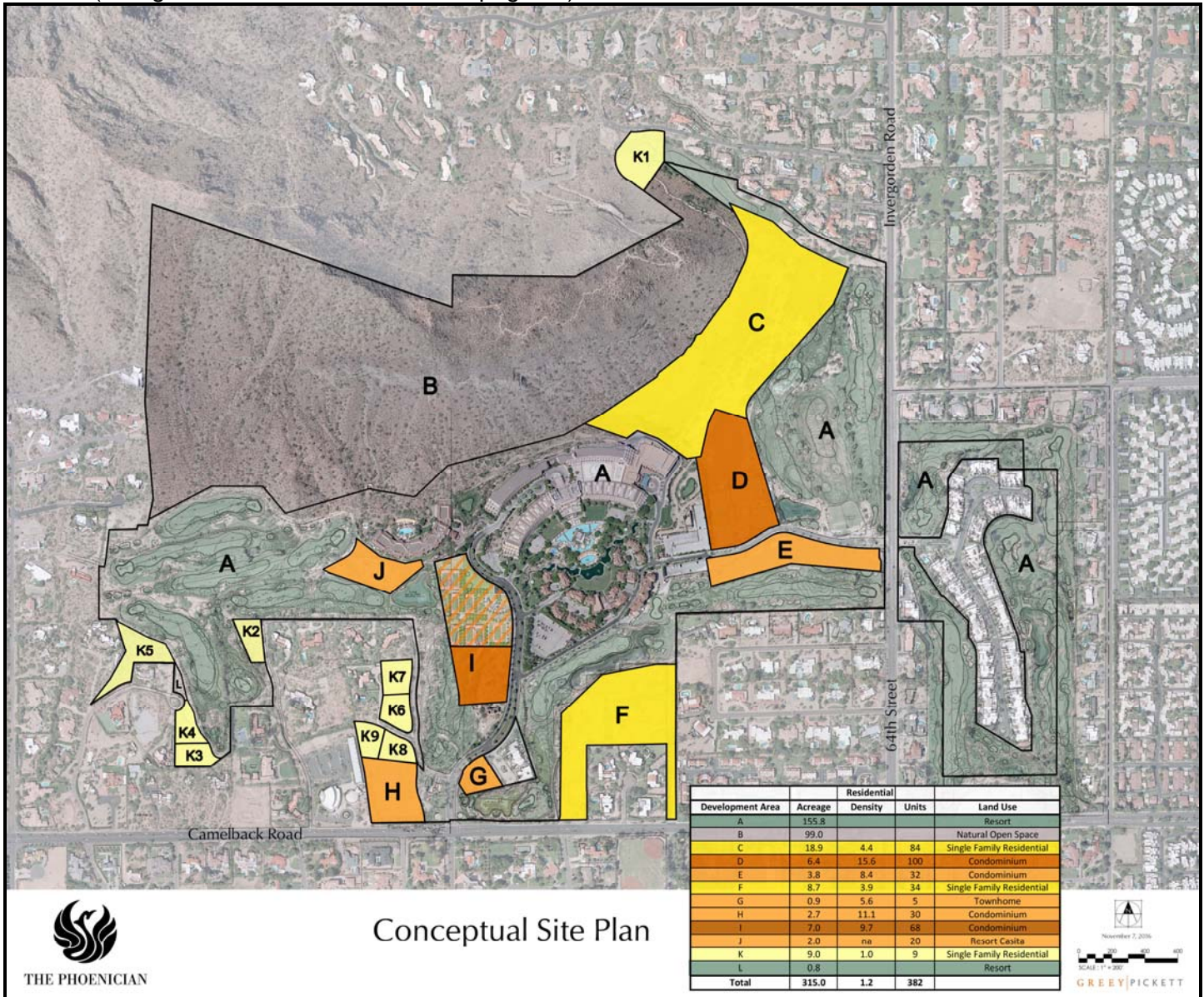
Lighting –

- All lighting shall conform to the City of Phoenix Zoning Ordinance unless further restricted within this PUD.
- Special care will be taken with surface parking lighting design to provide lighting levels that promote security, but will not spill over into adjacent residences:
 - Lighting should be shielded with cut-off fixtures and deflectors to direct light downward and limit on-site lighting levels to a maximum of 1 foot candle at the PUD boundary.
- Pole lighting for parking lot, security lighting, sporting court or other illumination shall not exceed the following heights measured from the finished grade to the bottom of the light source unless approved by a Use Permit:
 - 10 feet if located within 50 feet of the PUD boundary.
 - 15 feet if located within 100 feet of the PUD boundary.
 - All other lighting shall not exceed 25 feet in height.
- Exterior sporting courts shall not be utilized after 10:00pm with lighting extinguished at that time.

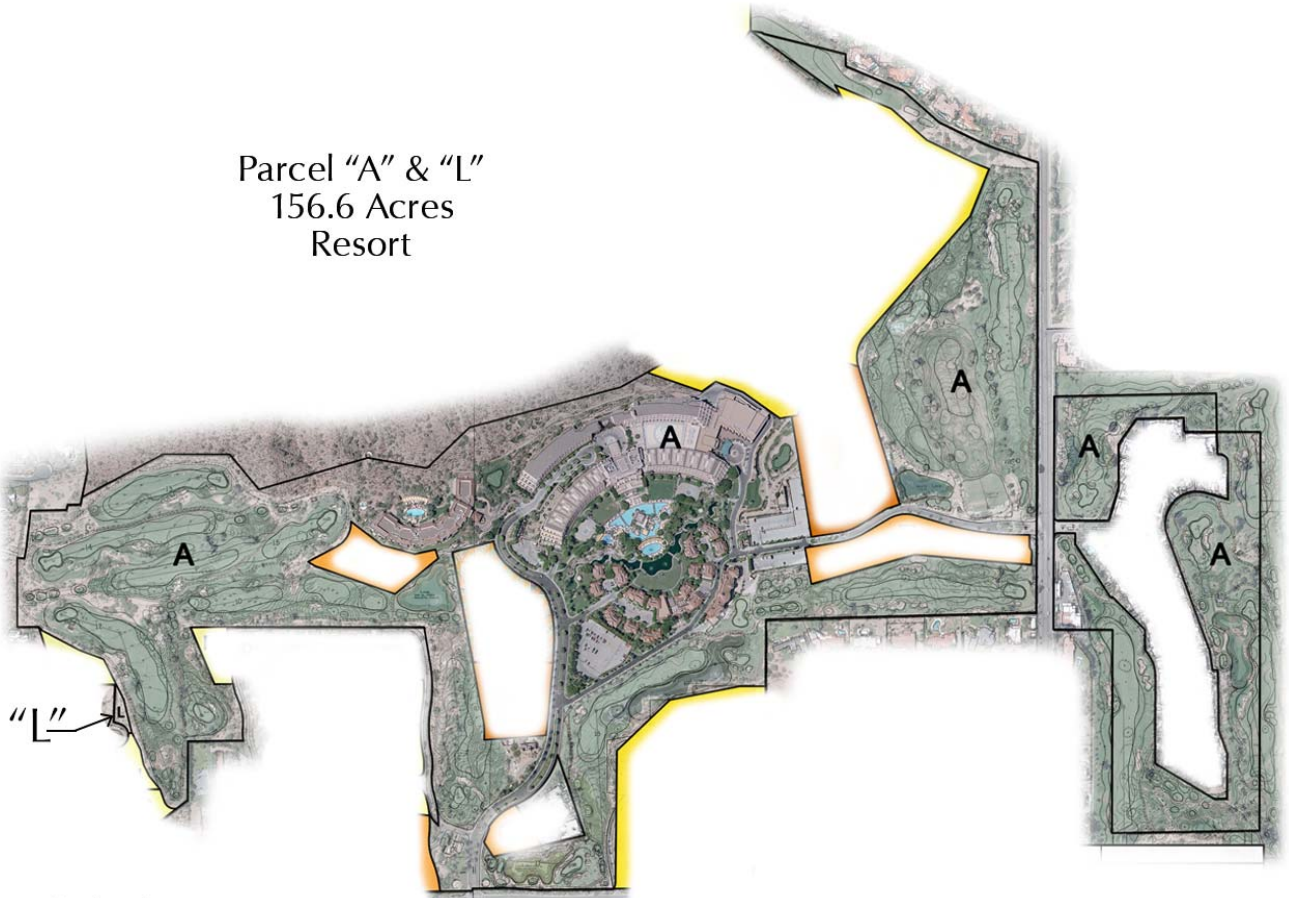
Specific Parcel Standards

The standards referenced on the following pages are specific standards applicable to only the Development Parcel in which they reference.

Exhibit 10: Conceptual Site Plan/Development Parcel Map (A larger version of Exhibit 10 is on page 77)



Parcel "A" & "L"
156.6 Acres
Resort



Setbacks:

Buildings for Primary Uses: 40' from perimeter of the PUD.

Buildings for Accessory Uses: 20' from the perimeter of the PUD with a 0' setback allowed by Use Permit.

Open Buildings/structures: 20' from the perimeter of the PUD with a 0' setback allowed by Use Permit.

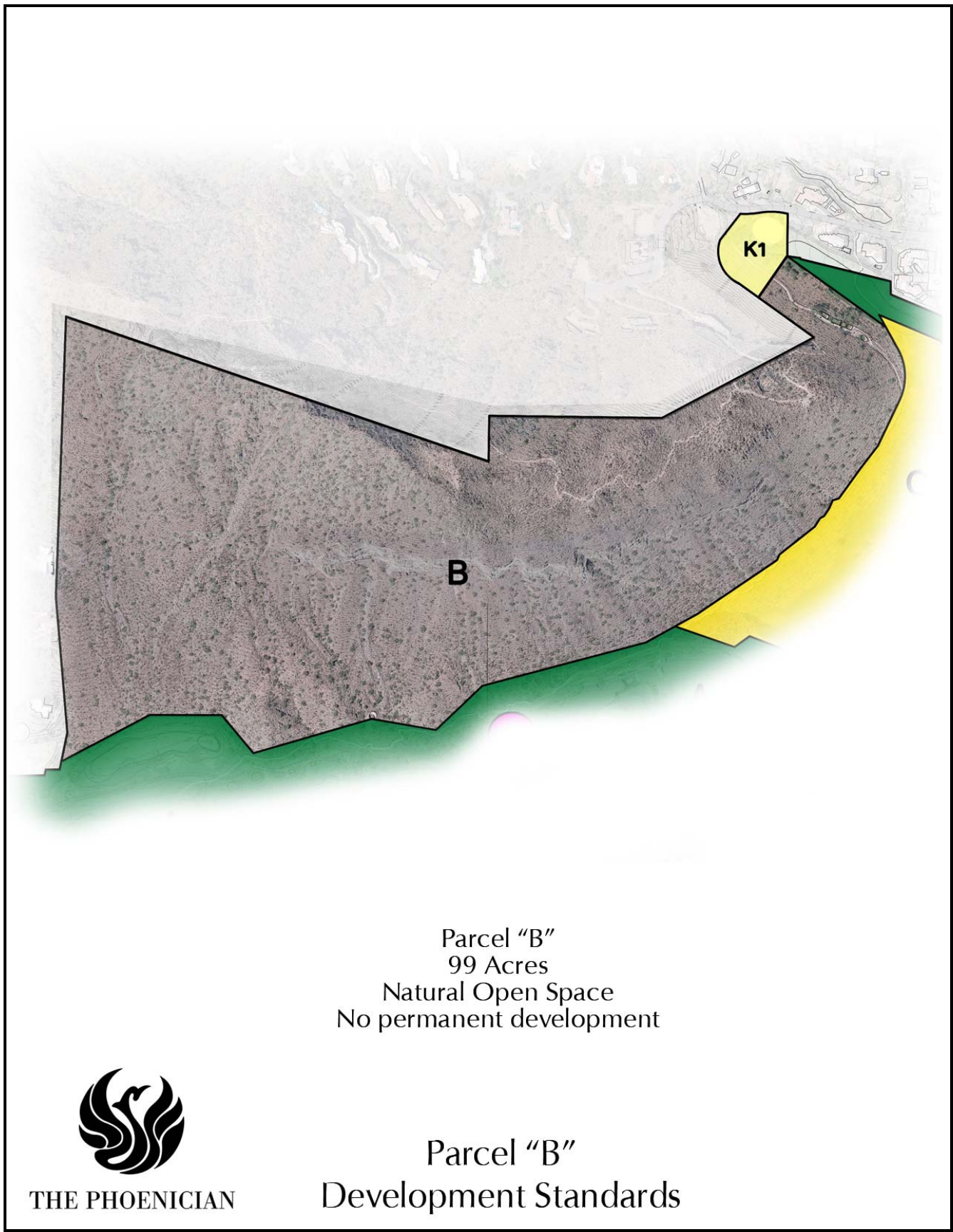
Building Heights:

20' maximum within 100 feet of the perimeter of the PUD, adjacent to residential zoning. Starting at 100' from the perimeter of the PUD adjacent to residential zoning, or 25' from the perimeter of the PUD adjacent to non-residential zoning, the height of structures may be increased one foot for each five additional feet of setback from the PUD boundary. In no case shall a new structure exceed 48'.

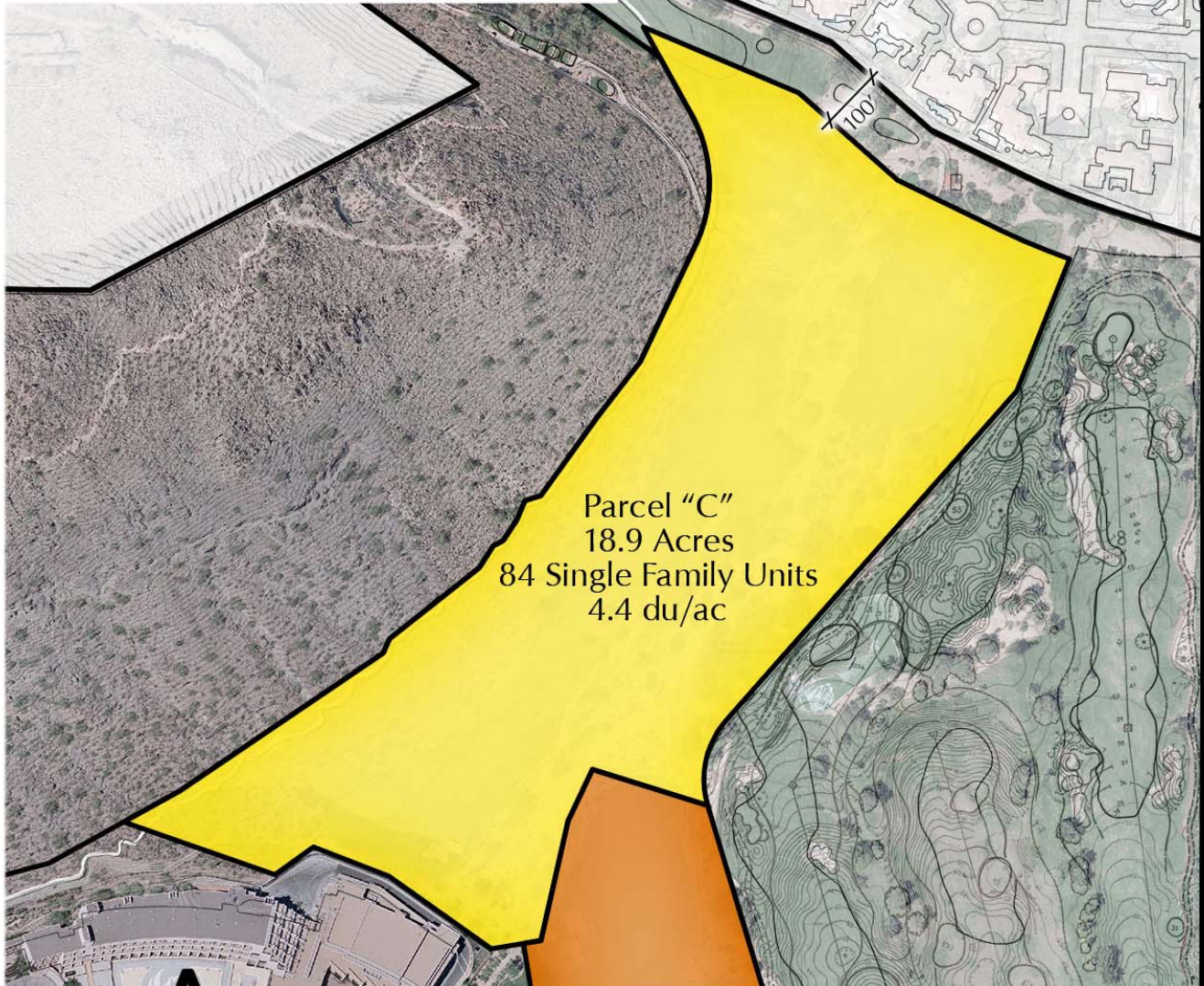
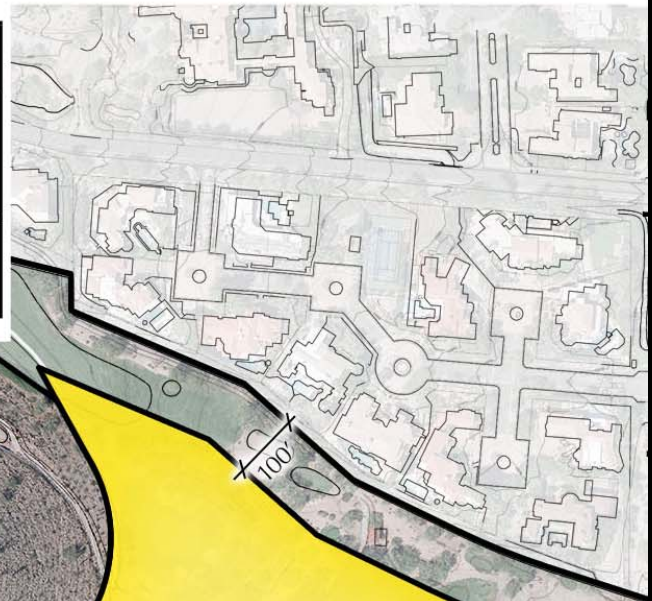


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Parcel "A" & "L"
Development Standards

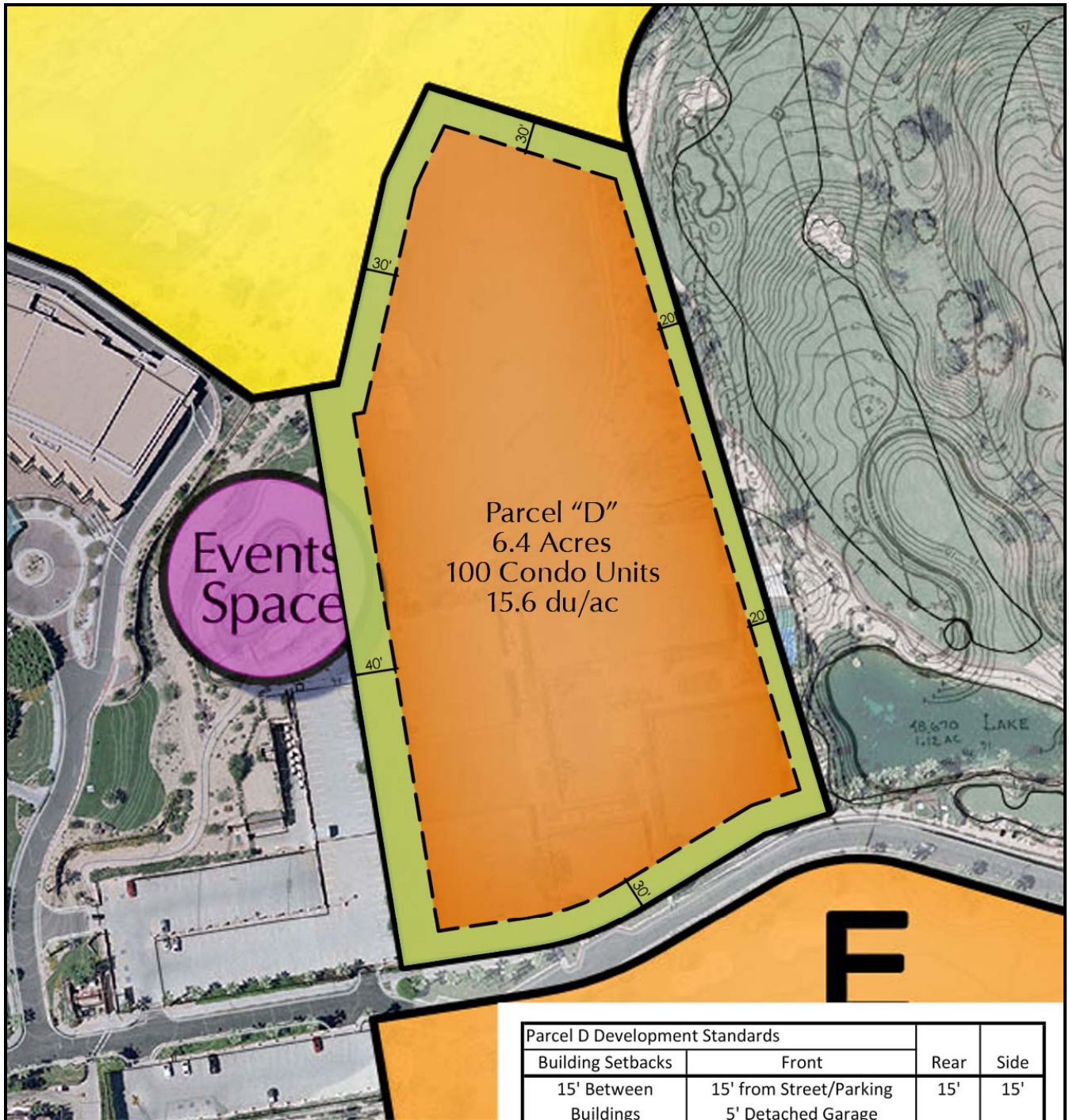


Parcel C Development Standards			
Building Setbacks	Front	Rear	Side
	18' front facing garage, 8' Side loaded garage/ Porch/Front livable space	10'	5'
Parcel Minimum 10% Open Space			
4 Sided Architecture			
Maximum Building Height: 30'			



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Parcel "C" Development Standards

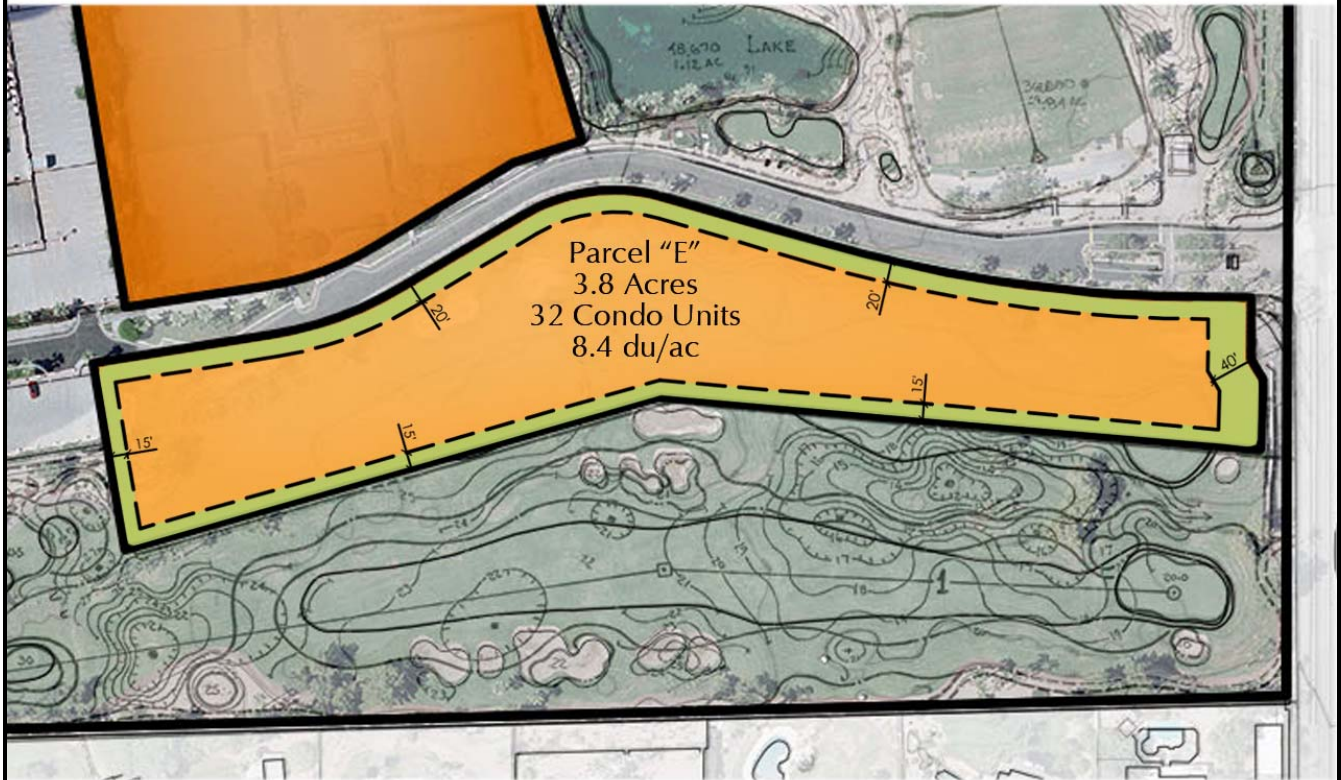


Parcel D Development Standards			
Building Setbacks	Front	Rear	Side
15' Between Buildings	15' from Street/Parking 5' Detached Garage	15'	15'
Parcel Minimum 10% Open Space			
4 Sided Architecture			
Maximum Building Height: 48'			



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Parcel "D" Development Standards

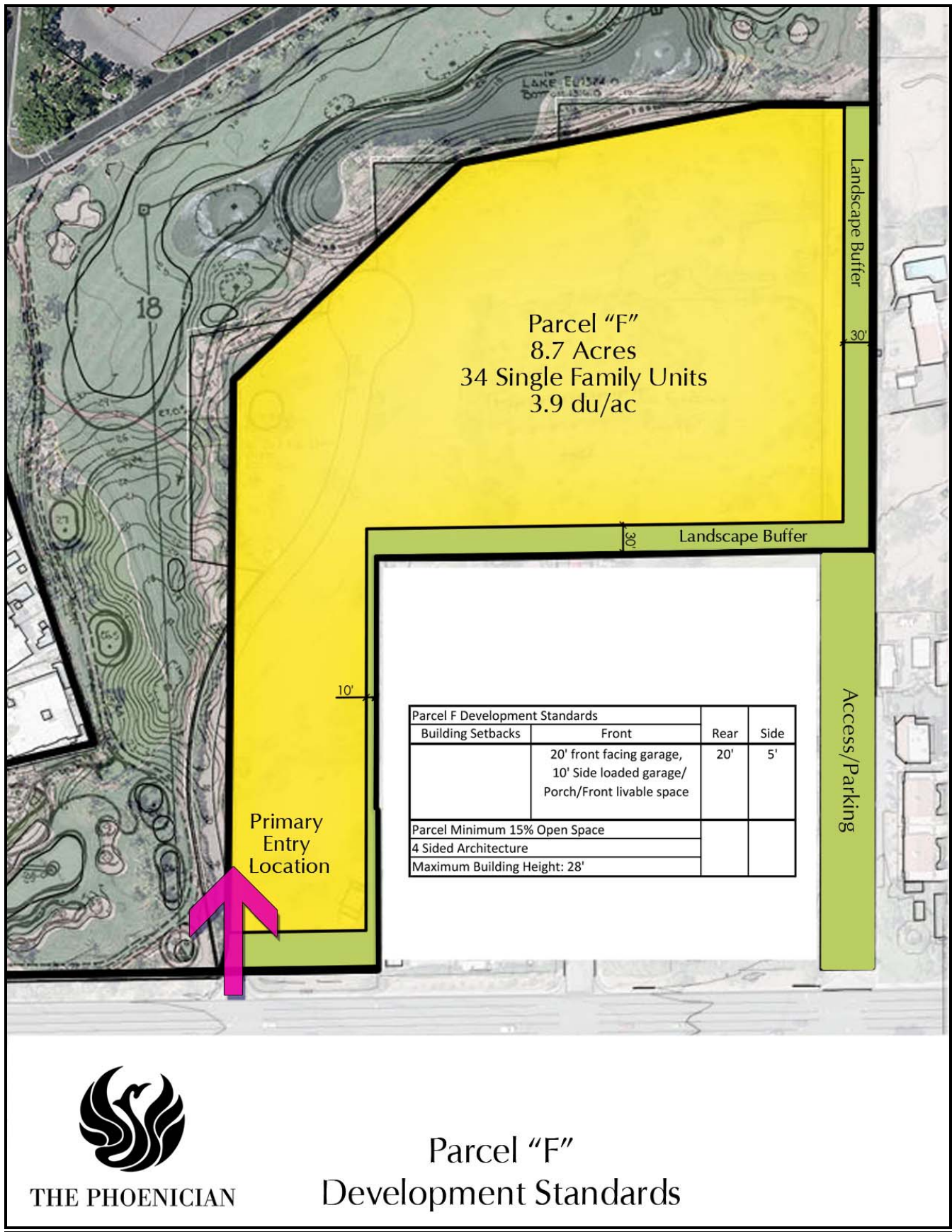


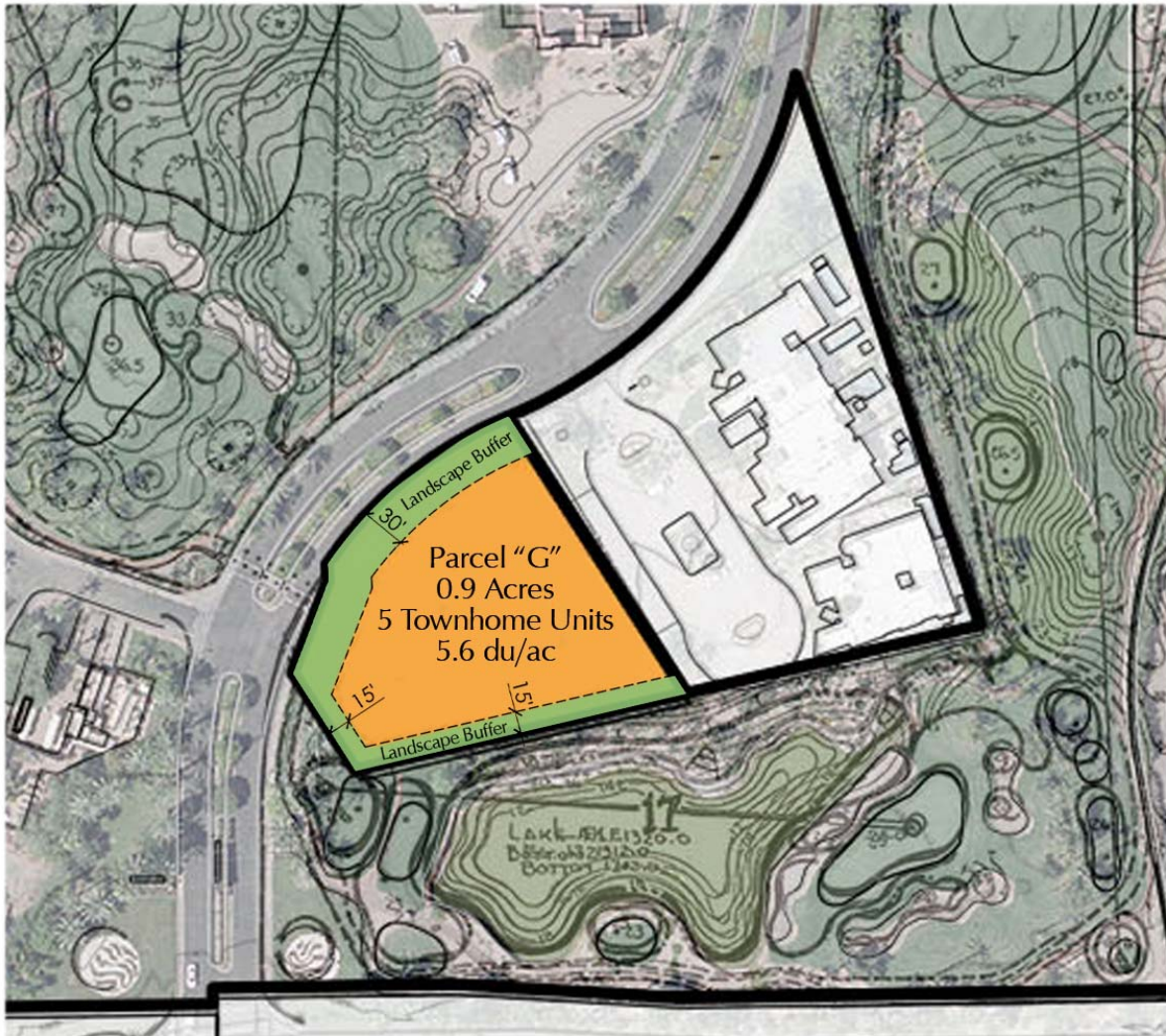
Parcel E Development Standards		Rear	Side
Building Setbacks	Front		
10' Between Buildings	10' from Street/Parking 5' Detached Garage	15'	10'
Parcel Minimum 15% Open Space			
4 Sided Architecture			
200' Maximum Building Dimension			
Maximum Building Height: 30', 2 Story Maximum			



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Parcel "E" Development Standards



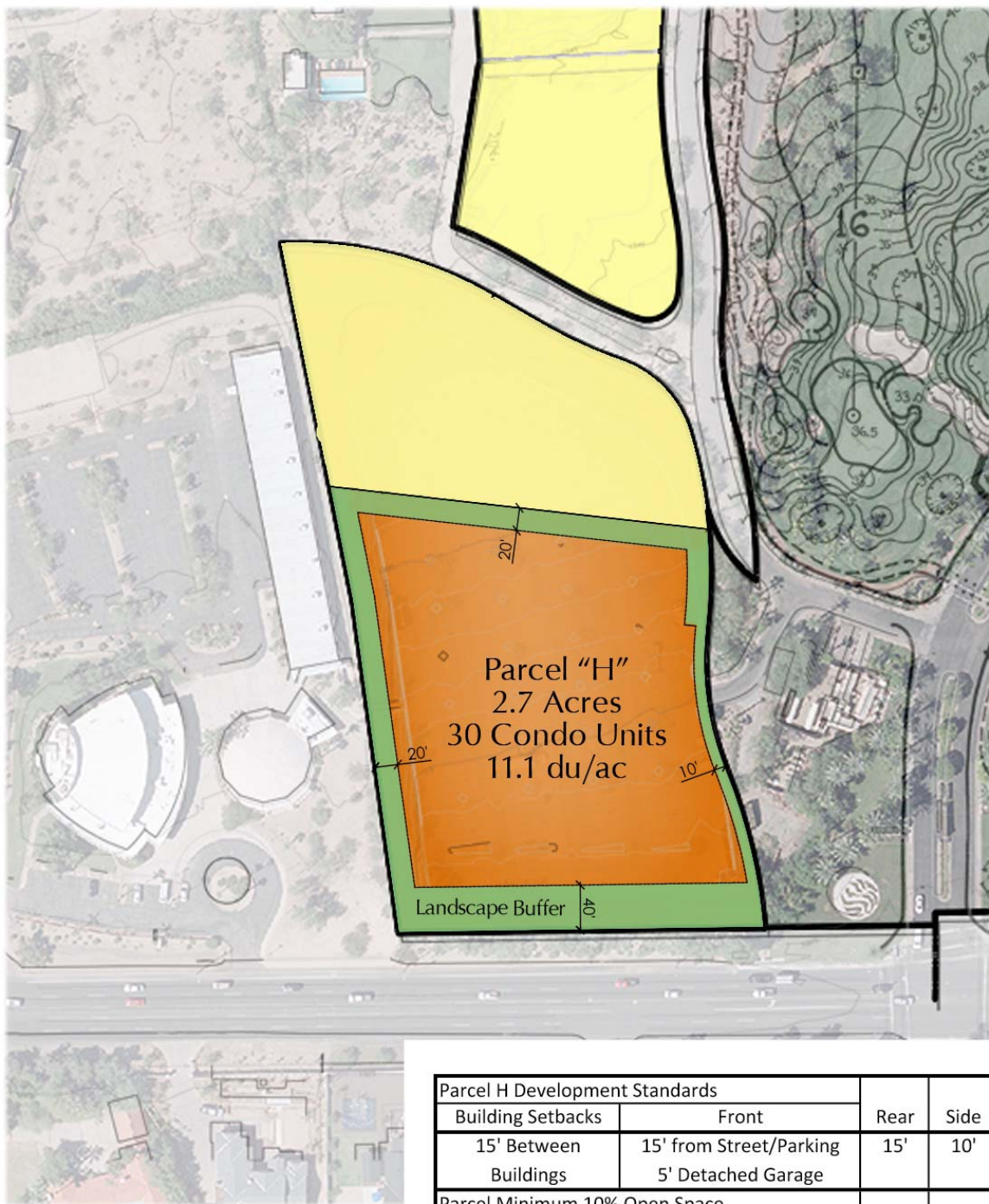


Parcel G Development Standards			
Building Setbacks	Front	Rear	Side
	5' from Street/Parking 5' Detached Garage	0'	0'
Parcel Minimum 10% Open Space			
4 Sided Architecture			
Maximum Building Height: 30', 2 Story Maximum			



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Parcel "G" Development Standards

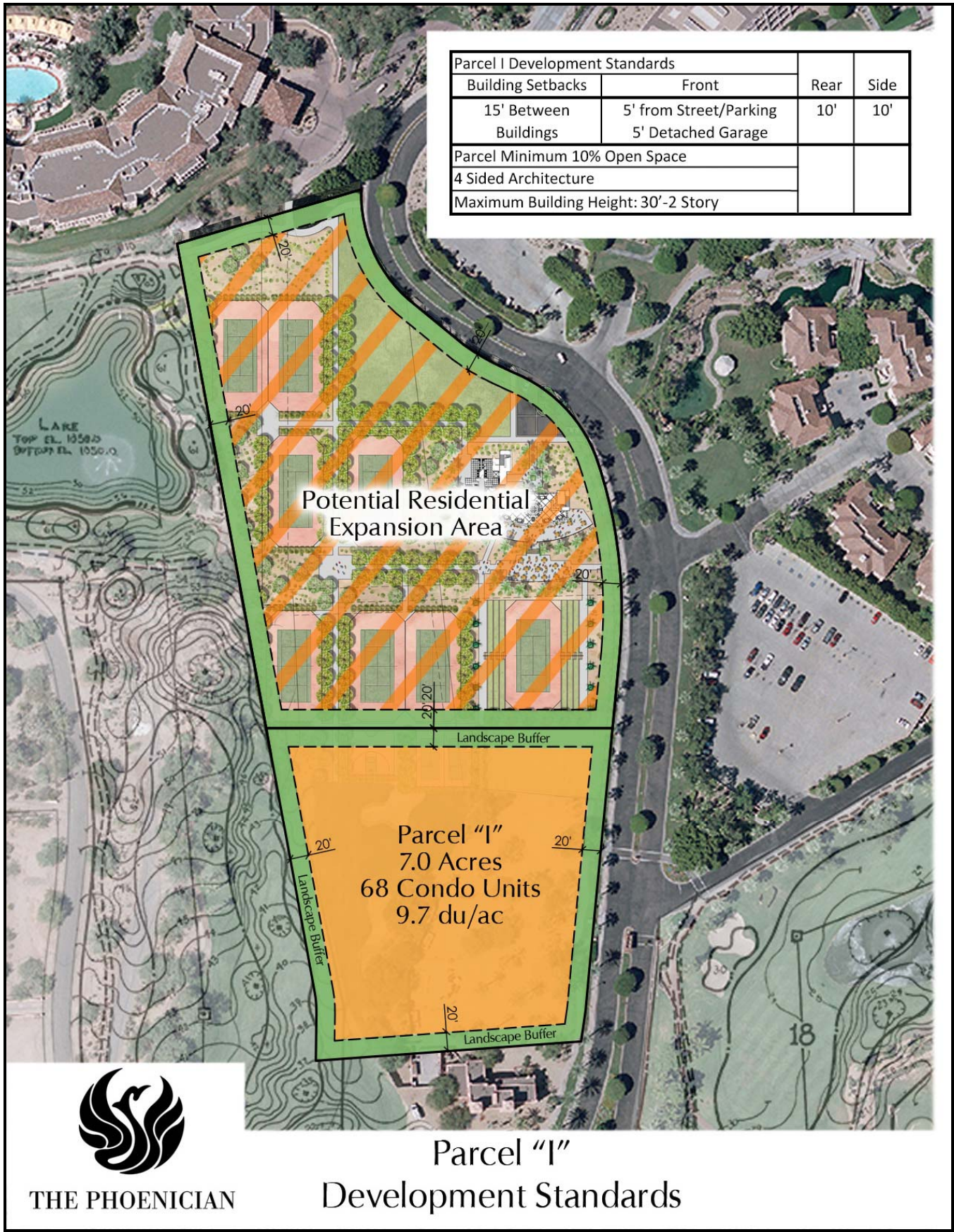


Parcel H Development Standards		Rear	Side
Building Setbacks	Front		
15' Between Buildings	15' from Street/Parking 5' Detached Garage	15'	10'
Parcel Minimum 10% Open Space			
4 Sided Architecture			
Maximum Building Height: 30'			



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Parcel "H" Development Standards



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Parcel "1" Development Standards



Parcel J Development Standards		Rear	Side
Building Setbacks	Front		
10' Between Buildings	10'	10'	10'
Parcel Minimum 20% Open Space			
4 Sided Architecture			
Maximum Building Height: 24'			



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Parcel "J" Development Standards

K Parcels (Custom Single Family Home) Standards

Minimum Lot Size –

As depicted on the included Lot Criteria graphics

Maximum Height –

Two (2) stories and 30 feet (measurement per Phoenix Zoning Ordinance)

Maximum Lot Coverage –

A maximum of 25% lot coverage for the primary structure, with 30% total lot coverage allowed, not including attached or detached shade structures.

Buildable Envelopes –

Setbacks for primary and accessory structures shall be those illustrated on the included Lot Criteria graphics.

Accessory Uses and Structures –

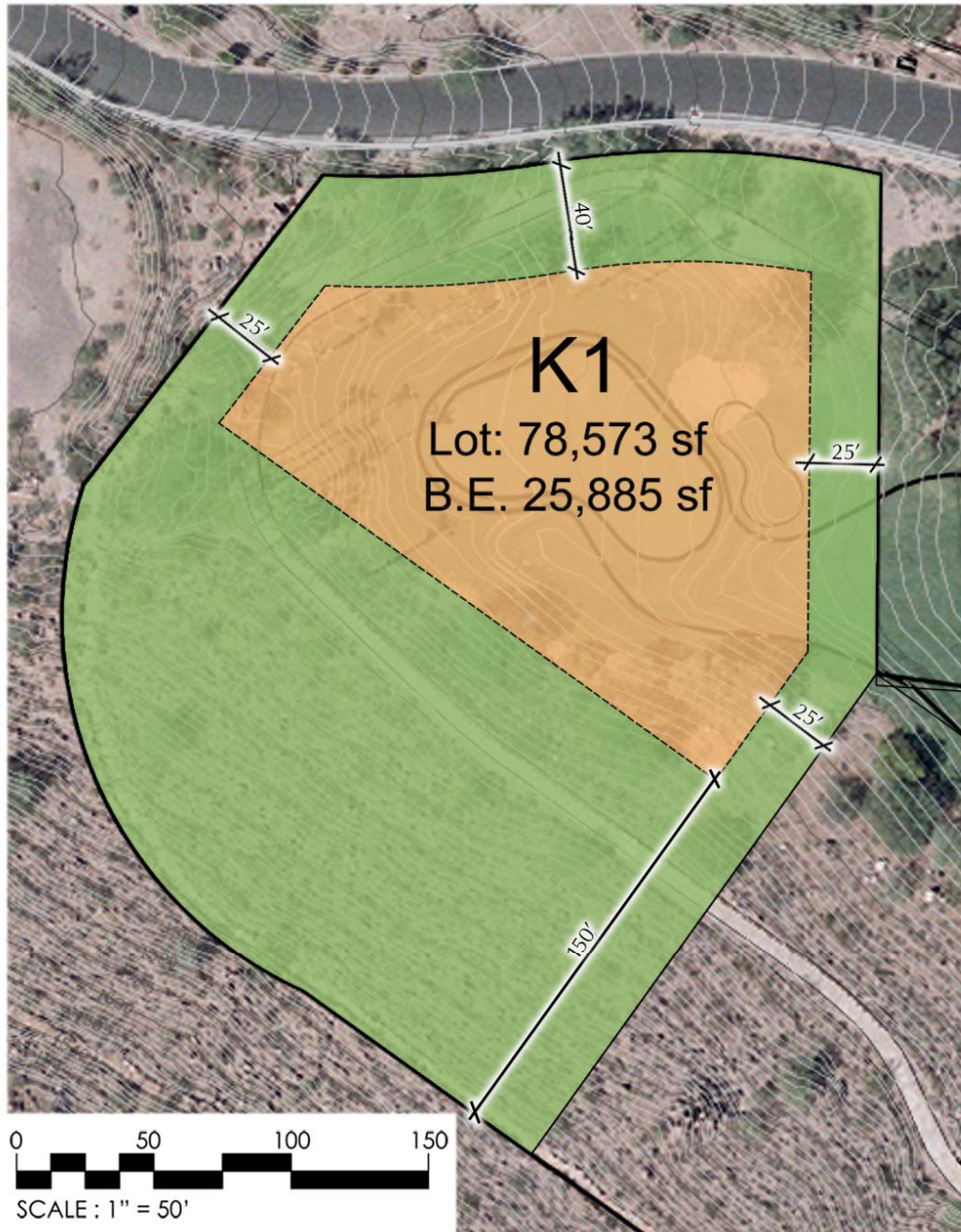
- No detached accessory structures or swimming pools are permitted within the front yard except as approved by a use permit.
- All detached accessory structures in the side and rear yard, not used for sleeping or living purposes, must maintain a minimum setback of three feet from the property lines. Swimming pools are to maintain a minimum setback of three feet from exterior property lines.
- All detached accessory structures located within the required side yard are not to exceed eight feet in height except as approved by a use permit.
- No detached accessory structure located within the required rear yard shall exceed a height of one story or 15 feet except as approved by a use permit.

Guesthouse Criteria –

- The square footage of the guesthouse shall not exceed fifty percent of the gross floor area of the primary dwelling unit with a maximum of nine hundred square feet. Any garage area attached to the guesthouse shall not be counted toward the allowable square footage of the guesthouse.
- Vehicular access to the accessory dwelling unit must be provided from the same curb (driveway) as the primary dwelling unit.
- One parking space must be provided for the accessory dwelling unit in addition to the parking required for the primary dwelling unit.
- Only one guesthouse is permitted on a single lot.
- The guesthouse shall be constructed of similar building materials and in the same architectural style as that of the primary dwelling unit and shall not exceed the height in feet or number of stories of the primary dwelling unit.
- A guesthouse shall not be separately metered for utilities.

Access/Street Standards –

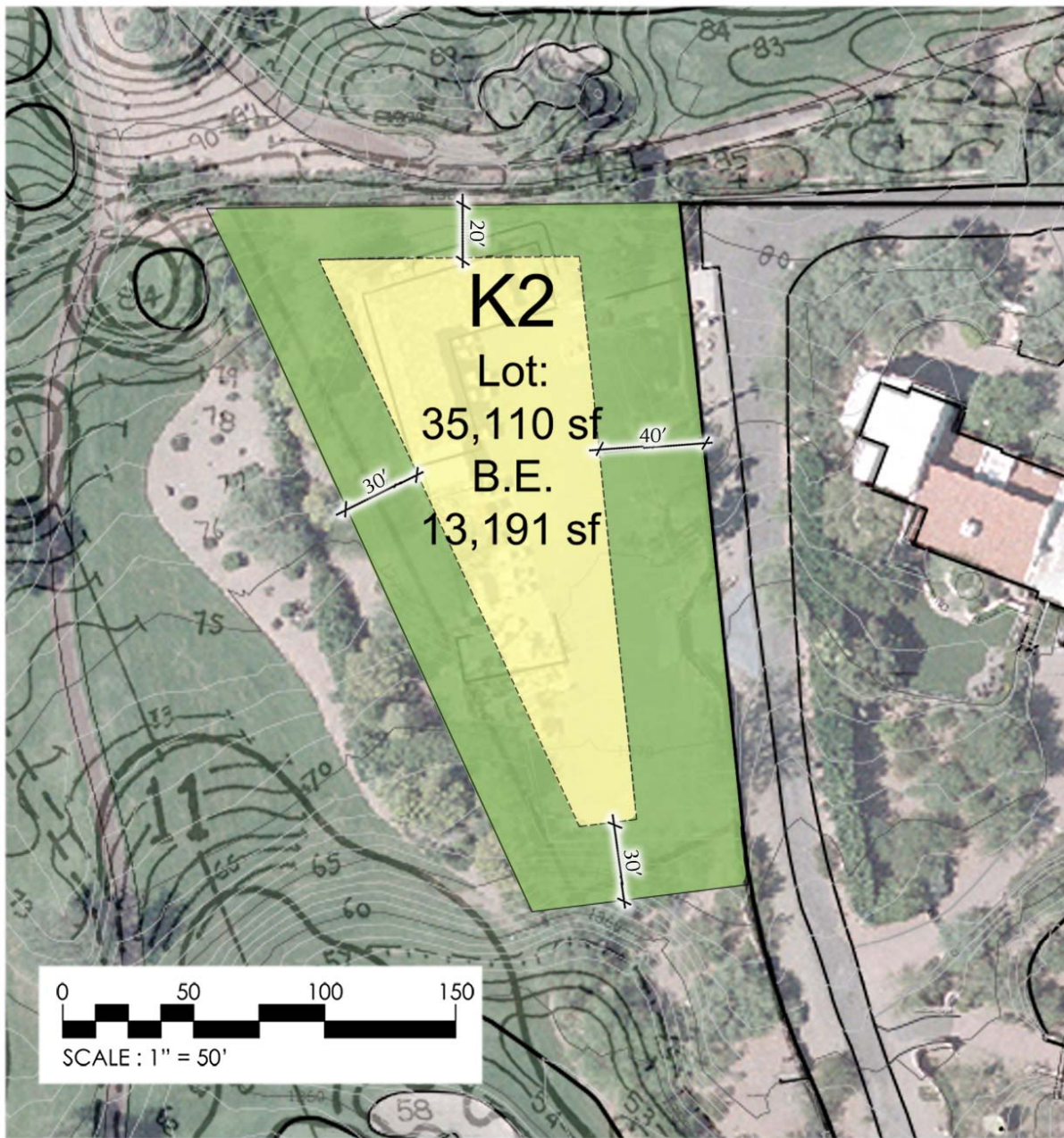
Lots may front public or private roads or have access to these roads by way of a recorded access easement (K3 & K9).



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Lot: 78,573 sf
 Building Envelope: 25,885 sf

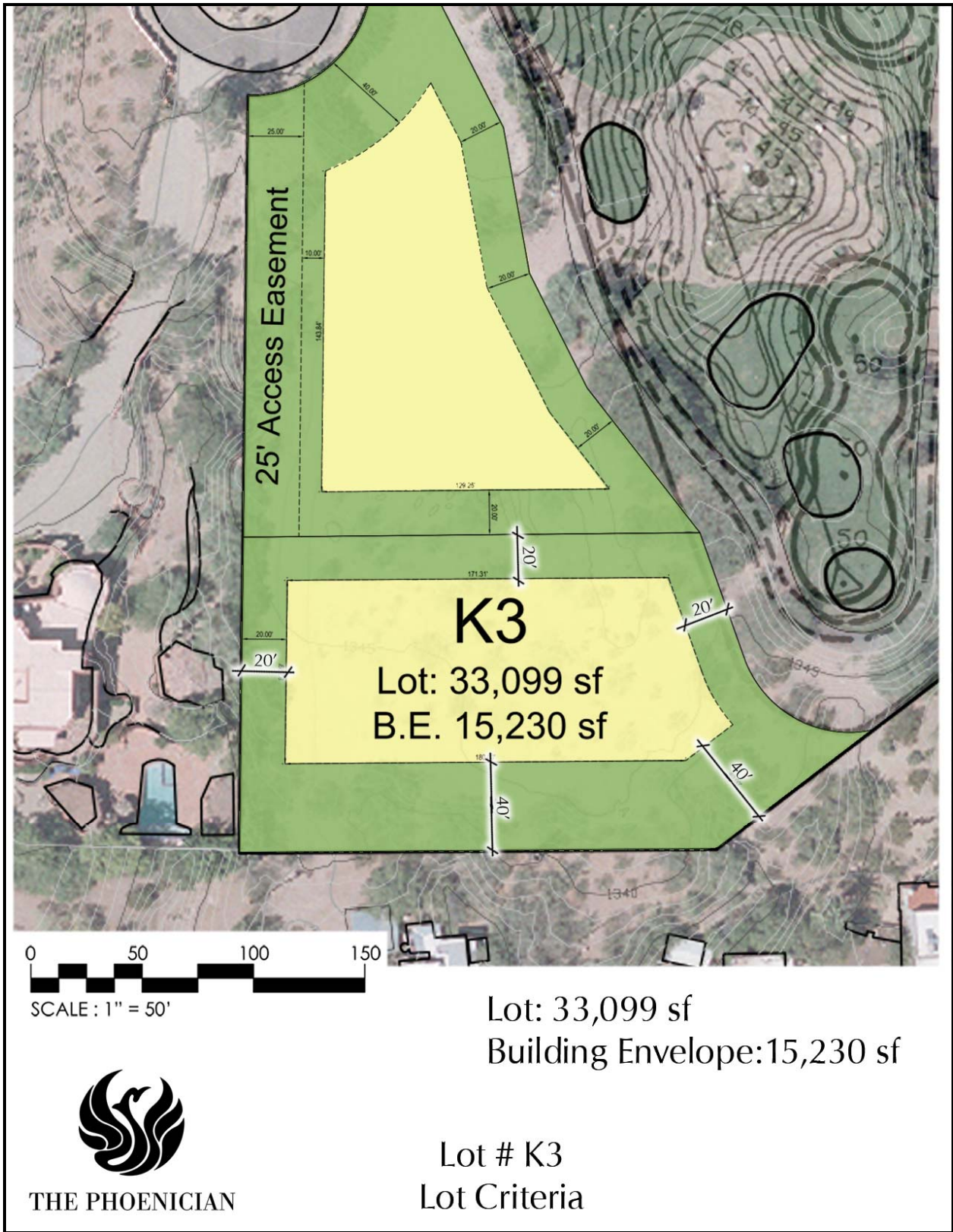
Lot # K1 Lot Criteria

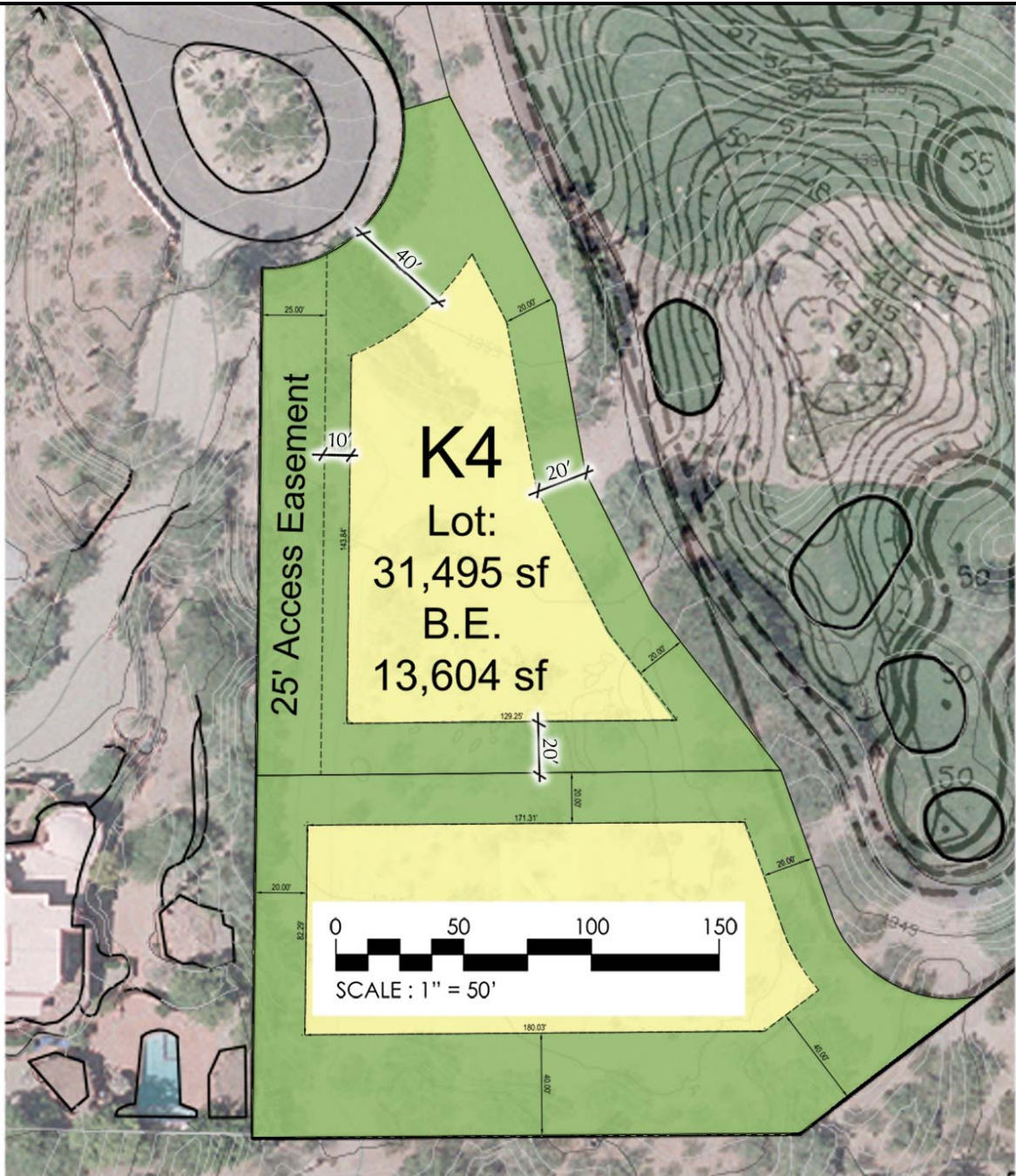


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Lot: 35,110 sf
Building Envelope: 13,191 sf

Lot # K2
Lot Criteria



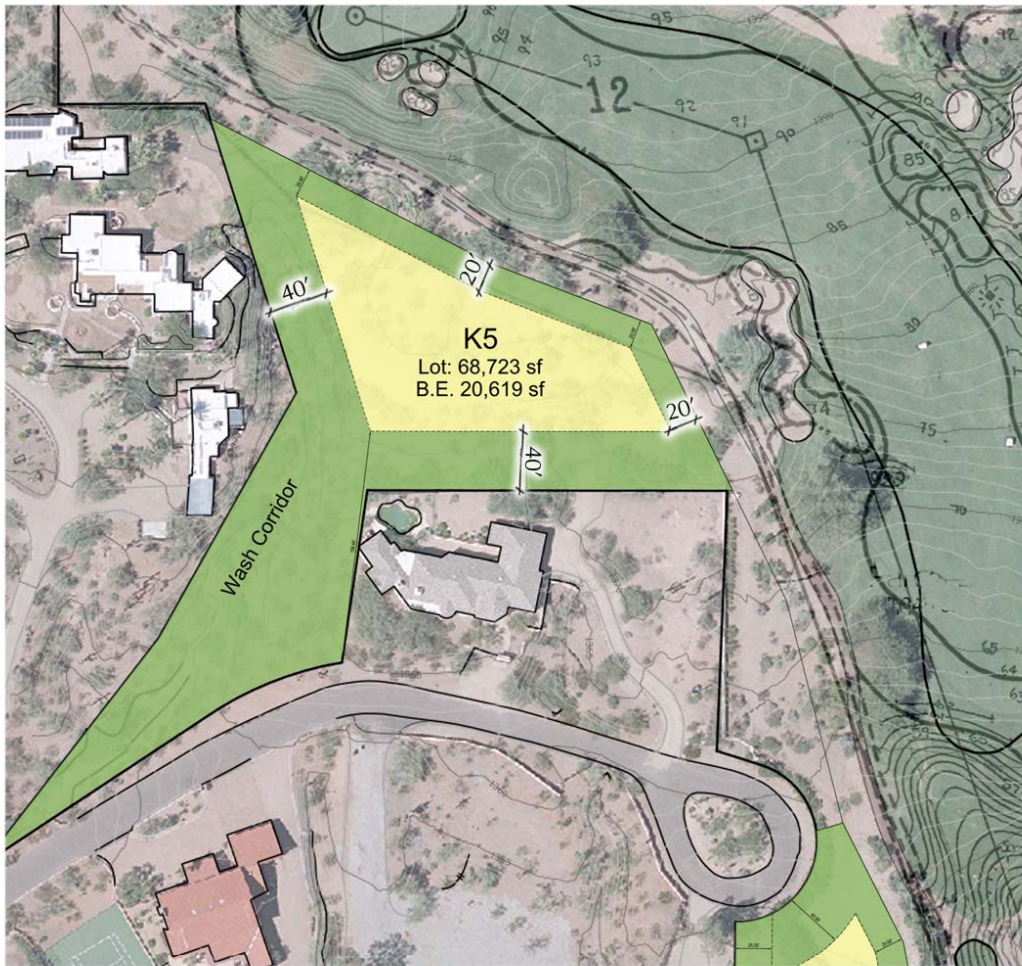


Lot: 31,495 sf
 Building Envelope: 13,604 sf



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Lot # K4
 Lot Criteria

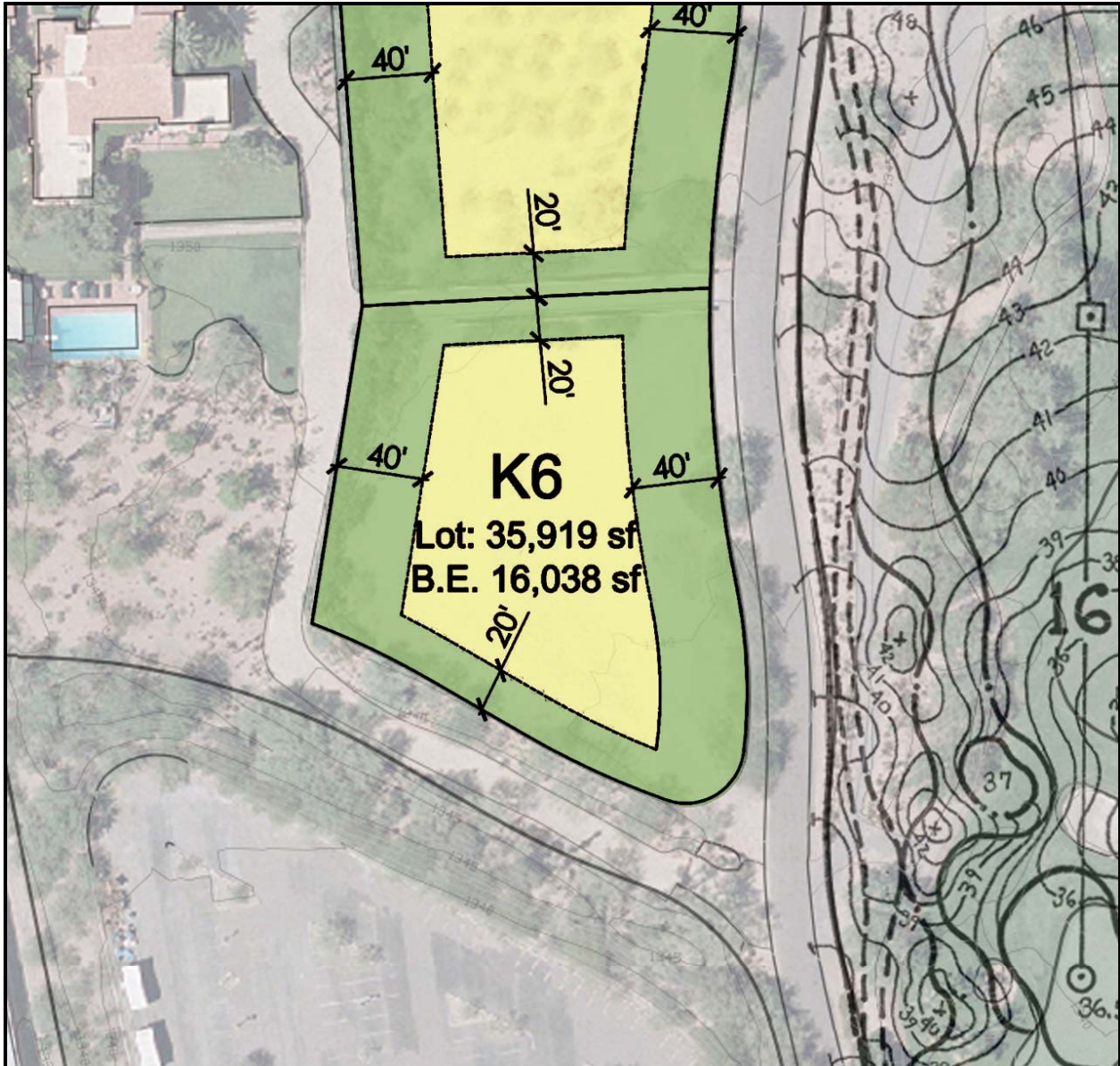


Lot: 68,723 sf
Building Envelope: 20,619 sf



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Lot # K5
Lot Criteria

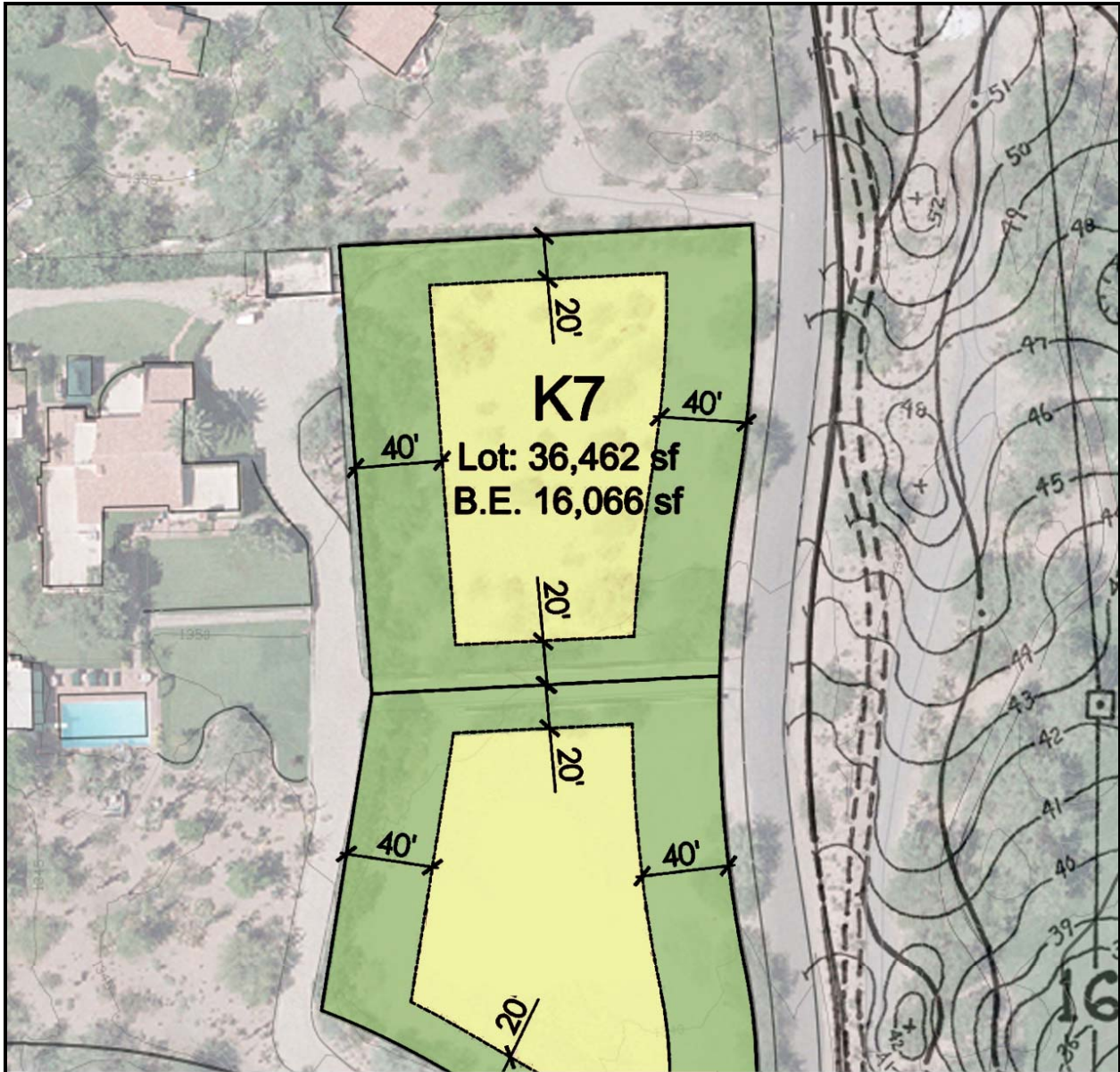


Lot: 35,919 sf
Building Envelope: 16,038 sf



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Lot # K6
Lot Criteria



Lot: 36,462 sf
Building Envelope: 16,066 sf



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Lot # K7
Lot Criteria



Lot: 30,083 sf
Building Envelope: 14,573 sf



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Lot # K8
Lot Criteria



Lot: 30,099 sf
Building Envelope: 17,649 sf



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Lot # K9
Lot Criteria

H. Design Guidelines

The purpose of the Phoenician PUD Design Guidelines is to provide general guidance for the design of new Resort structures and residential units. These guidelines are also intended to define and preserve the character of the existing Resort to the greatest extent possible while assuring a compatible and sustainable neighborhood. Design Guidelines shall comply with provisions set forth in Section 507 Tab A, Guidelines for Design Review, of the Phoenix Zoning Ordinance.

BUILDING DESIGN:

The Phoenician residential building product is not subject to provisions set forth in Section 507 Tab A, Guidelines for Design Review, of the Phoenix Zoning Ordinance; however, inclusion of the below Guidelines and conceptual building elevations are intended to provide the framework to ensure that all home elevations provide for varied building massing, rooflines, proportion, façade articulation, appropriate detailing, colors and materials to promote design diversity, while also respecting the architectural character of the surrounding built form. The goal of these Guidelines is not to dictate or direct architectural style, but to achieve harmony in the built resort environment.

Architectural Style: Desert Contemporary

The Desert Contemporary style has repetitive design elements in natural and metal materials, which define how the form of structure and material follow function. This style is marked by seamlessly blending interior and exterior spaces, essentially inviting the outdoors in, and vice versa. Spacious windows under large overhangs allow desert beauty to naturally enter the home's interior, while creating functional shaded spaces outside. As well, outdoor rooms, courtyards and sitting areas, create physical and visual connections between both spaces, and celebrate the home's surroundings.

The palette reflects natural colors, with warm brown and beige tones mimicking the setting, and natural accents simulating surrounding areas. Textures are important also, with stone and wood represented alongside copper, brass, brushed steel, and surfaced and colored glass. Rustic and warm, this style epitomizes upscale desert design.

Architectural Diversity

Provide house designs with sufficient variation in elevations and detailing which address the goal of diversity, while maintaining an identifiable image for the community:

1. Provide a minimum of two different standard plans.
2. Provide a minimum of two distinctive elevations for each standard plan within the subdivision.
3. Provide at least three body colors.
4. Provide a minimum of two roof material shapes (i.e., flat, hip, gable, etc.), and a minimum of two different colors. Roof coverings should be concrete tile, standing seam metal, or in the case of a flat roof, screened from view by a parapet of appropriate height.
5. Provide exterior accent materials as a standard design feature (i.e., brick, stone, masonry, etc.).

Architectural Design Elements

1. The front entry of the building should be clearly defined and identifiable.
2. Homes should provide four-sided architecture, which includes but not limited to, consistent detailing and design for each side of the building.
3. Window and door trim as well as accent detailing should be incorporated and vary from the primary color and materials of the building.
4. Strive to achieve visual strength and balance in all elements of the design: all columns must be thick enough for their height, beams deep enough for their span, fascias substantial enough for their length, and walls thick enough for their size.
5. The use of upgraded wall materials or accents such as stucco wainscot and stone veneer is encouraged. Wall materials, textures and visual characteristics should be terminated at a logical point such as at an inside corner or at a fence return.
6. All windows on all sides must have style appropriate detailing.
7. Window pop-outs should be style appropriate.

Roof Lines

Roofs may be pitched or flat, roof pitch shall be 4:12 maximum. All roof overhangs must be a minimum of 24" with a fascia appropriate to the buildings architectural style. Avoid long uninterrupted rooflines or roof planes. Asphalt, fiberglass, slurry colored concrete tiles, simulated and wood shakes, and S & W shaped tiles shall not be permitted.

In the instance of photovoltaic or other solar panels, they shall only be permitted on flat roofs, with the parapet of sufficient height to screen the panels and their support structures.

Colors and Materials

The objective is to use a color palette that is consistent with the setting and the surrounding environment.

1. A minimum of three colors per scheme are encouraged.
2. Use of multiple body and accent colors within a scheme are encouraged to break up massing and create additional visual interest.
3. No dwelling or accessory building shall be constructed with plastic, aluminum, or composition siding.

Garages

1. Recessed, side loaded and tandem garages are encouraged.
2. Corner lots are permitted to have side loaded garages
3. Provide garage doors with windows, raised or recessed panels, or other architectural trim.
4. Carports are prohibited.

Driveways and Walks

1. All driveways shall be constructed of decorative concrete, brick, decorative pavers, or integral color concrete.

2. The following finishes are encouraged for driveways and walkways on individual lots: salt finished, color concrete, brick inlays, and exposed aggregate are encouraged.

A/C Units

All air conditioning, heating or environmental enhancement devices for single family residences shall be mounted at ground level. No unit of any kind is permitted to be roof-mounted.

All ground-mounted units must be screened from street view by a CMU block wall and should not be visible from the street or neighboring lot.

Private Ramadas and Gazebos

Design of private ramadas and gazebos should be compatible with the design of the principal dwelling in materials, colors and architectural style. Roof tile color and shape should also match the tile on the dwelling unit.

Shade

Promoting human comfort for guests of the Resort and residents of the residential areas and maximizing protection from the sun and heat, future pedestrian walkways shall be shaded (50-percent at maturity) by shade trees. Additionally, a minimum of one shade structure per residential development parcel ("C"- "I" will increase protection from the sun and heat exposure). Further respecting the arid desert context, a combination of porches, patios or courtyards are also standard features included with the dwelling units. Existing natural and artificial shade provided for the resort area maintains and increases the comfort level and provides an "oasis" setting.

I. Signage

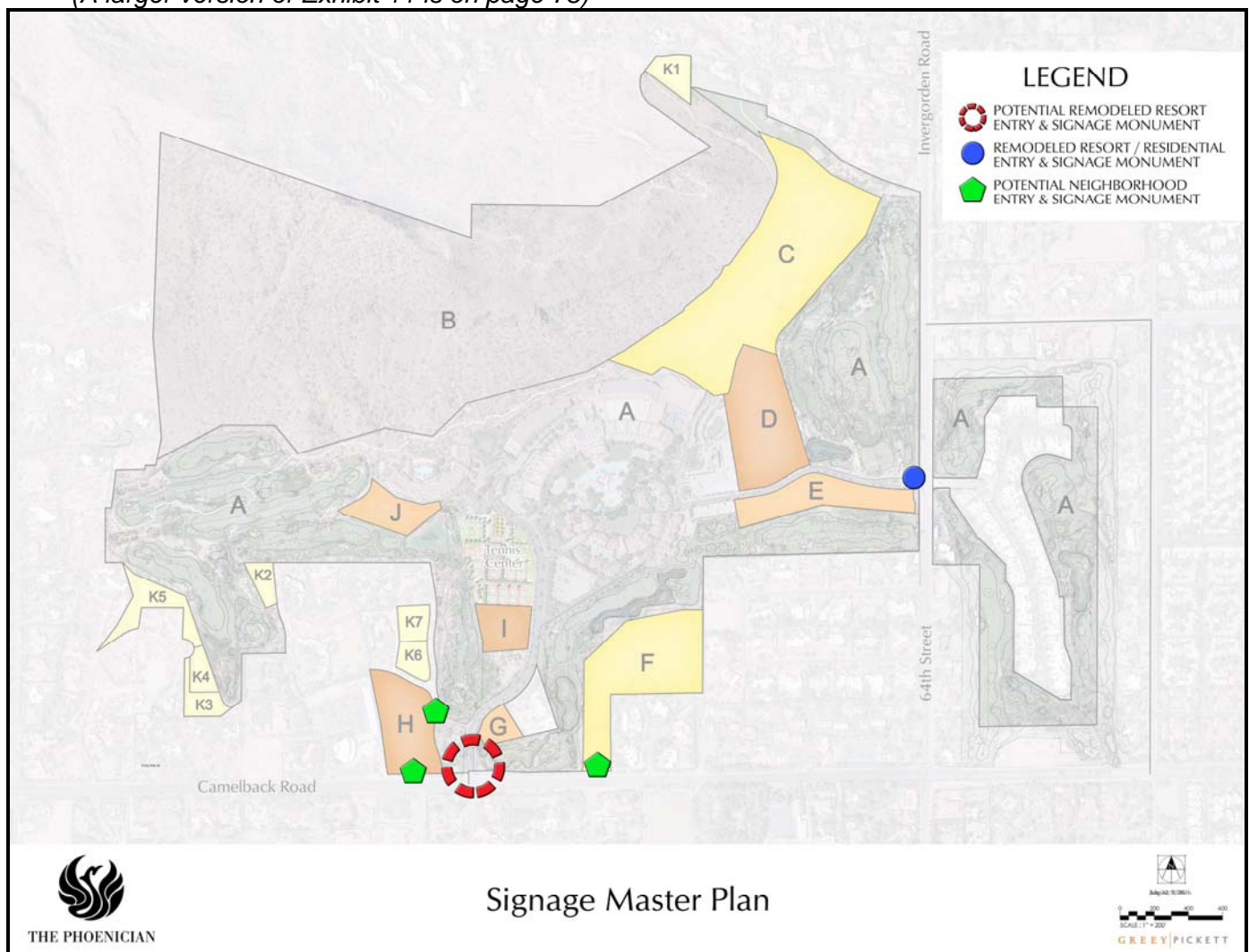
Applicability Statement

Signage within the PUD shall be governed by the regulations applicable to signs as established in the City of Phoenix Zoning Ordinance Section 705, and definitions within Section 202, unless modified within the PUD. Signs that advertise businesses or residential projects within the boundaries of the PUD shall be treated as on-premise advertising irrespective of parcel lines.

For the purpose of the Phoenician PUD, all signs, including advertising, informational and directional signage not visible from public streets or private property outside of the PUD boundaries, along with tee markers and other golf course directional and informational signs of less than three (3) feet in height, shall not be regulated as signs and conformance with the following regulations shall not be required.

Exhibit 11: Signage Master Plan

(A larger version of Exhibit 11 is on page 78)



Requirements for Ground/Entry Signs

Location	Number of Signs	Maximum Height	Maximum Area per sign
Primary Entries (Resort)			
Along Camelback Road	1 on each side of entry drive or road	20 feet	150 sq. ft.
Along 64 th Street/Invergordon Road	1 on each side of entry drive or road	15 feet	110 sq. ft.
Secondary Entries (Residential)			
Along Camelback Road	1 on each side of entry drive or road	15 feet	110 sq. ft.
Along 64 th Street/Invergordon Road	1 on each side of entry drive or road	10 feet	80 sq. ft.
Along roadway internal to PUD (if viewable from outside PUD)	1 on each side of entry drive or road	8 feet	60 sq. ft.

Construction and Property Sale, Lease, or Rental Signs

Construction and Property Sale, Lease or Rental Signs are permitted subject to the requirements of the table below:

Land Use	Maximum Area	Maximum Height	Number
Construction Signs during active permit			
Residential	32 sq. ft.	12 feet	1 per street frontage
Non-Residential	100 sq. ft.	12 feet	1 per street frontage
Property Sale, Lease or Rental Signs			
Residential	6 sq. ft. if less than 10 acres; 16 sq. ft. if 10 acres or more	12 feet	1 per 300' of street frontage
Non-Residential	32 sq. ft. if less than 10 acres; 100 sq. ft. if 10 acres or more	12 feet	1 per 300' of street frontage

Subdivision Sale and Model Home Signs

1. Sales Signs

- a. The temporary signs shall be located within the boundaries of the subdivision or condominium to which they refer.
- b. The area of such signs shall be limited to two square feet for each lot upon which a dwelling shall be built. A minimum sign of ninety-six square feet shall be allowed for any subdivision with no sign exceeding three hundred square feet.
- c. Staff-mounted flags not exceeding four by six feet per flag may be used during the period of sale. There shall be allowed one flag per lot to a maximum of twenty-five flags. No flag shall be closer than twenty feet to another flag. No flag shall exceed twenty-five feet in height.

- d. Subdivision Sales signs shall not be erected until after a Final Subdivision Plat has been approved by the City of Phoenix.
- 2. Off-site Sales directional signs.
 - a. Copy on such signs shall be limited to: 1) the corporate or subdivision name, logo, and sale slogan; 2) types of homes offered for sale (single family, townhomes, condos, etc.); 3) developer name; and 4) travel directions.
 - b. Size shall be limited to 32 sq. ft. if less than 10 acres; 100 sq. ft. if 10 acres or more.
 - c. Within the boundaries of the Phoenician PUD, each subdivision or model home complex may erect up to two temporary directional signs.
 - i. A common sign structure for the placement of directional information for multiple subdivisions may be permitted so long as no subdivision receives more than thirty-two square feet of the sign and the sign does not exceed three hundred square feet in size and eighteen feet in height.
 - d. Outside of the boundaries of the Phoenician PUD, up to two temporary directional signs may be erected on undeveloped property within one mile of a subdivision or model home complex.
- 3. Model home signs.
 - a. Each model home lot or dwelling may have fifteen square feet of signage.
- 4. Removal.
 - a. Sales and model home signs shall be removed within five years after erection or fifteen days after all lots or dwelling units in the subdivision which were offered for sale have been sold, whichever first occurs. In any case, flags shall be removed upon discontinuance of sales for a period in excess of 180 days.

J. Sustainability Guidelines

This section is to identify sustainability standards that are measurable and enforceable by the City and identify practices or techniques for which the property owner/developer/home builder will be responsible that are integral to this unique project. The purpose of this section is to promote fair, comprehensive and enforceable regulations that will create a positive sustainable environment for the Resort.

Planning principles that advocate for a sustainable community are integral to the Resort and are an important foundational element of the PUD. Development within the Resort will advance sustainability through land planning principles, building techniques and methodology. The following sustainability measures will be incorporated as appropriate and feasible within the residential development:

Water: Efficient use of water within new residential areas will be encouraged through landscaping techniques such as low-water use plant selection and efficient irrigation systems. Water efficient toilets, showerheads, faucets, clothes washers and dishwashers will be strongly encouraged as a community standard.

Building Materials: The use of recycled, local or regionally produced building materials will be encouraged along with the reuse or recycle of construction waste. Fluorescent and LED lighting is encouraged along with high performance windows, insulation and HVAC systems. Builders will be encouraged incorporate LEED or other green building techniques and strategies (such as Energy Star or Home Energy Rating System standards).

City Enforceable Standards: Develop a shading program where 50% of future pedestrian paths will receive relief from the sun at noon on the summer solstice.

K. Infrastructure Standards

Circulation System (Traffic)

The main access to the Resort shall continue to be Phoenician Boulevard via its intersection with Camelback Road. The intersection of Phoenician Boulevard and 64th Street/Invergordon shall also serve as a secondary means of access to the Resort.

Primary access to the residences on Development Parcels C, D, and E shall be via the intersection of Phoenician Boulevard and 64th Street/Invergordon Road with a secondary means of emergency access directly to 64th Street/Invergordon Road located approximately 1,700 feet north of that intersection. Evans Drive shall serve as the primary access to Development Parcel F from Camelback Road with North Paradise Lane to serve as a secondary means of emergency access if necessary

A new driveway on Camelback Road across from 59th Place will serve Parcel H.

The public road, Alta Hacienda Drive, shall serve the existing homes as well as the proposed single family parcels K3, K4, & K5. The Resort has access currently to the golf course at the end of Alta Hacienda Drive. The Resort shall retain that access.

Elsie Avenue, Jean Avenue, and Hilltop Drive are to remain exclusively residential private streets serving the existing homes as well as the proposed single family parcels K2, K6, K7, K8 & K9. Elsie Avenue shall continue to provide access to the Resort (Parcel H) at the existing driveway located approximately 120 feet west of Phoenician Boulevard, and the golf course may be accessed for maintenance purposes.

Grading and Drainage

The Resort is located along the southern slope of Camelback Mountain. The site generally slopes from north to southeast. Some hillslopes to the north are as steep as over 80% with near vertical rock outcroppings. The slope flattens to 1-2% in the southern portion of the resort as it moves away from the hillslope.

According to FEMA Flood Insurance Rate Map 04013C1765L, revised October 16, 2013, the project site is located entirely within shaded Zone X which is defined as: "Areas of 0.2% annual chance flood; areas of 1% annual chance flood with average depths of less than 1 foot or with drainage areas less than 1 square mile; and areas protected by levees from 1% annual chance flood."

Historically, the Resort was designed to retain the 10-year 2-hour runoff volume or the Pre vs. Post development runoff volume. The golf course fairways, driving range, golf course lakes and landscaped sump areas were used as retention basins throughout the site. Offsite runoff from Camelback Mountain is collected by drainage channels and conveyed to the golf course and lakes. The building finish floors were set above the 100-year storm water level.

It is proposed that historical drainage patterns and outfall locations be maintained so no adverse impact to the downstream properties will occur as a result of the proposed development. Retention volumes provided will equal to the larger of either the 10-year 2-hour storm runoff or the volume required to maintain the historical level. In addition,

the proposed total retention volume will be equal to or larger than the total volume provided in the current resort. Retention basins incorporated into the golf course and lakes can have varying side slopes and depths of more than 3'. All proposed building finish floors will be set at least 12" above the 100-year water surface elevations.

Water Service

City of Phoenix is the current water service provider for the Resort for domestic, fire, and irrigation water. Existing City of Phoenix public waterlines are located around the perimeter and within the property. Some Resort interior buildings are served by private lines that connect to the public lines.

The Resort is located within two City water pressure zones: 3B and 4M. City of Phoenix Booster Station 4M-B2 is located at the southwest corner of Elsie Avenue and Phoenician Boulevard inside the Phoenician Resort. This booster station takes water from Zone 3B and boosts it to Zone 4M.

It is anticipated that the existing resort and the proposed development will continuously be served by City of Phoenix public water lines in each respective pressure zone. The proposed water system improvements include distribution mains that will range in diameter from 6-inch to 12-inch. The water distribution system will be designed and constructed in accordance with City of Phoenix Water Services Department Design Standards. Private water lines that serve the existing Resort buildings will remain intact. No major offsite improvements are anticipated at this time. A Water Master Plan shall be prepared to evaluate and analyze the water infrastructure needs for the PUD.

Wastewater Service

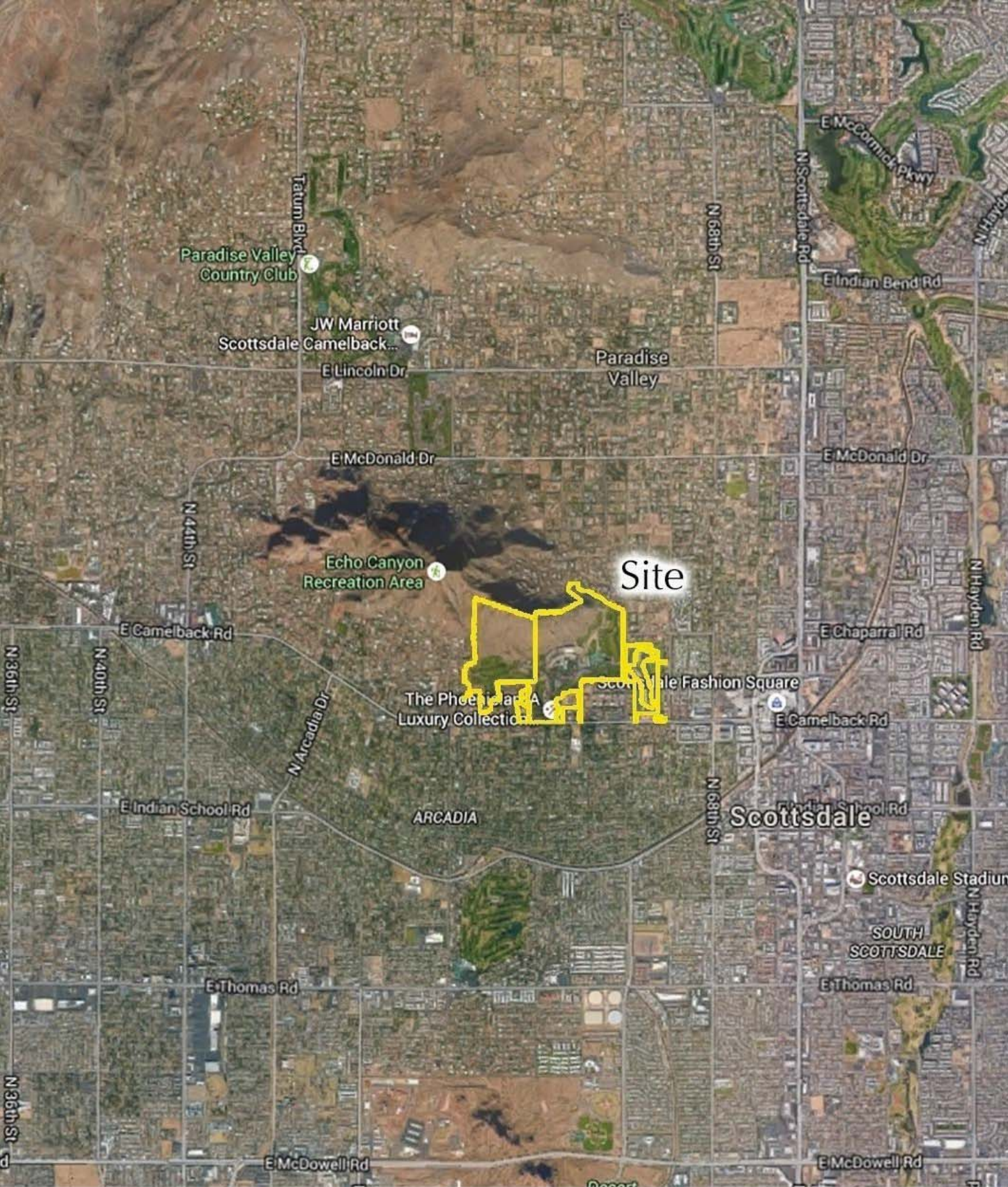
City of Phoenix is the wastewater service provider for the Resort. Existing public wastewater infrastructure includes gravity lines located around the perimeter of the site. In addition, both public and private sewer lines are located inside the Resort.

Proposed wastewater infrastructure will include a series of onsite public and private sewer mains that will convey flows to the appropriate outfalls. Generally, the north part of the site is planned to outfall to 64th Street, while the south part, to Camelback Road. Sewer septic may be used for some custom single family lots where gravity sewer is not feasible. No major offsite improvements are anticipated at this time.

A Wastewater Master Plan will be prepared and submitted to the City for evaluation of existing and proposed sewer main capacities. The wastewater system will be designed and constructed in accordance with the City of Phoenix Water Services Department Design Standards.

L. Phasing Plan

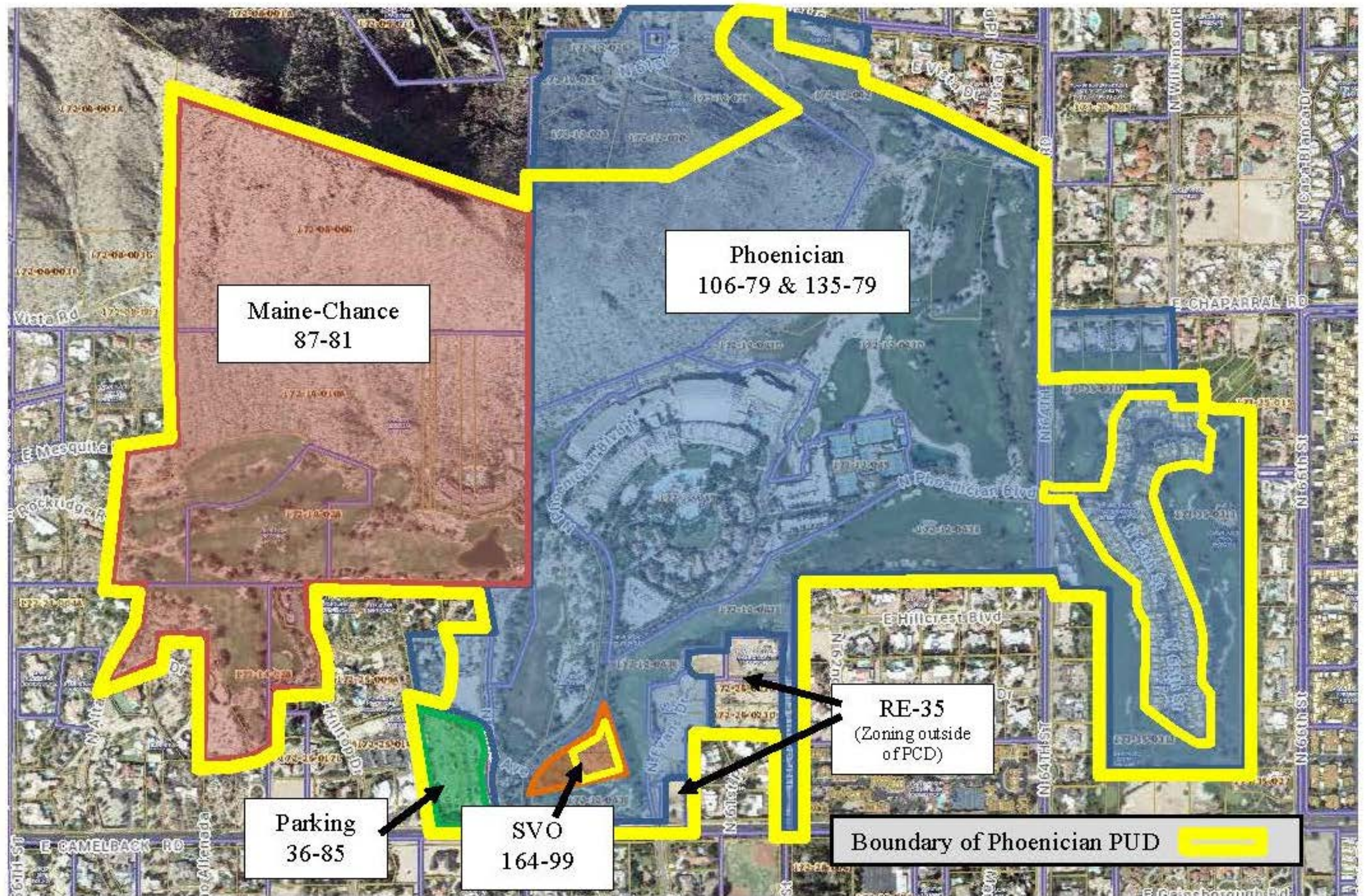
At this time, there is no set phasing proposed.



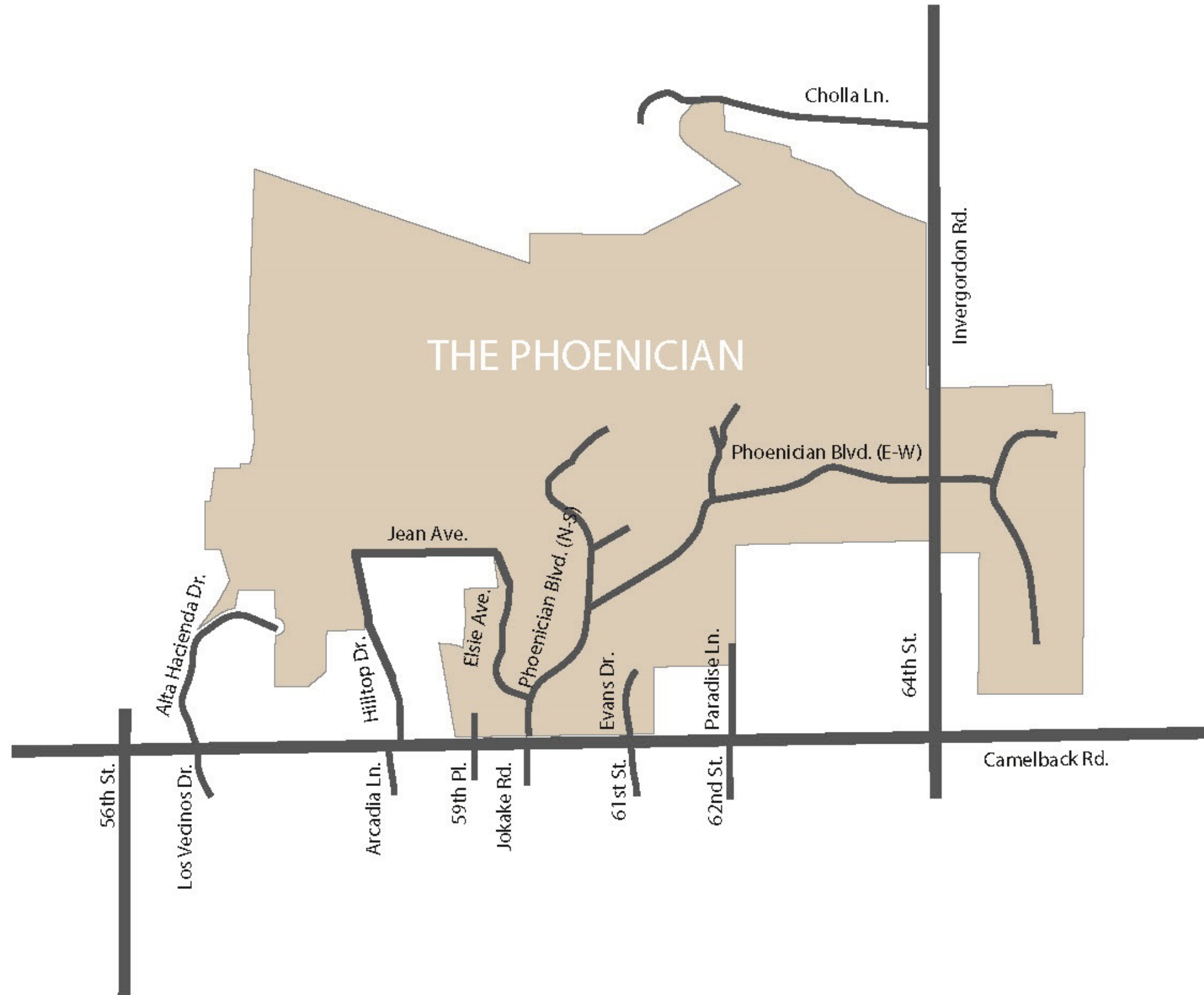
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Area Vicinity Map





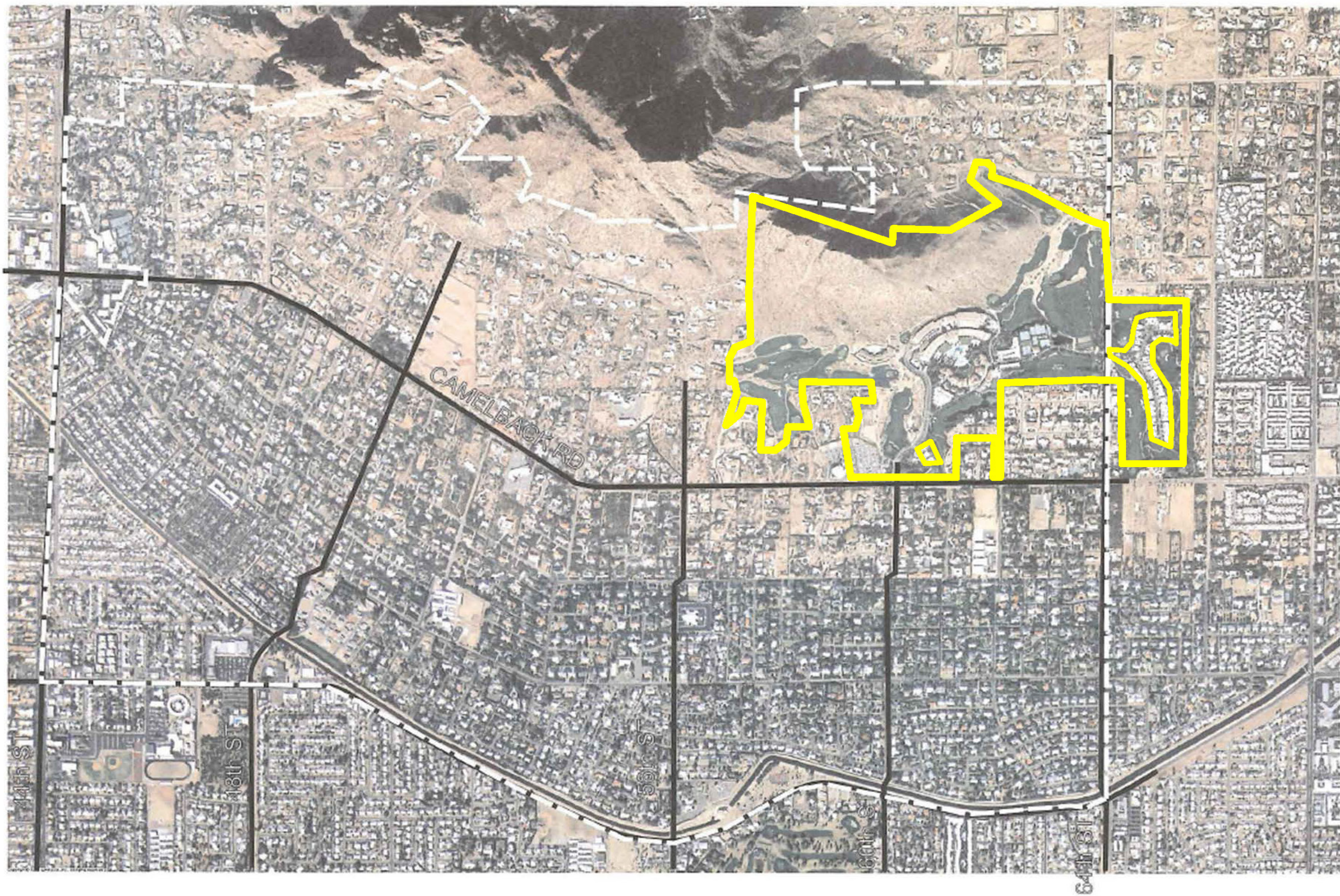
Zoning Case Reference Map



Access/Roadway Map

STANFORD
DR.

INDIAN
SCHOOL



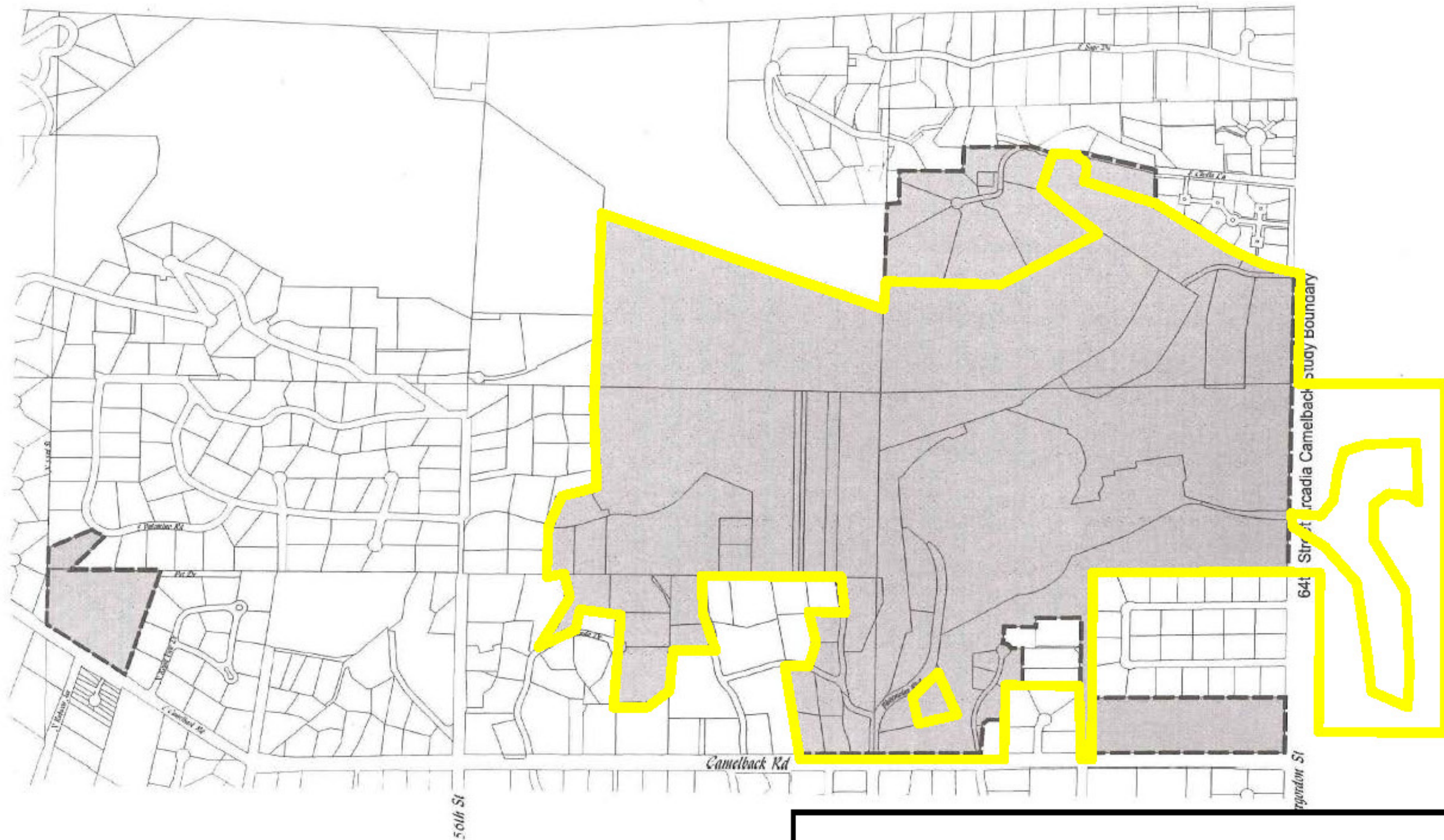
Map 2

ARCADIA CAMELBACK SPECIAL PLANNING DISTRICT

Boundaries

General Outline of Phoenician PUD Boundary

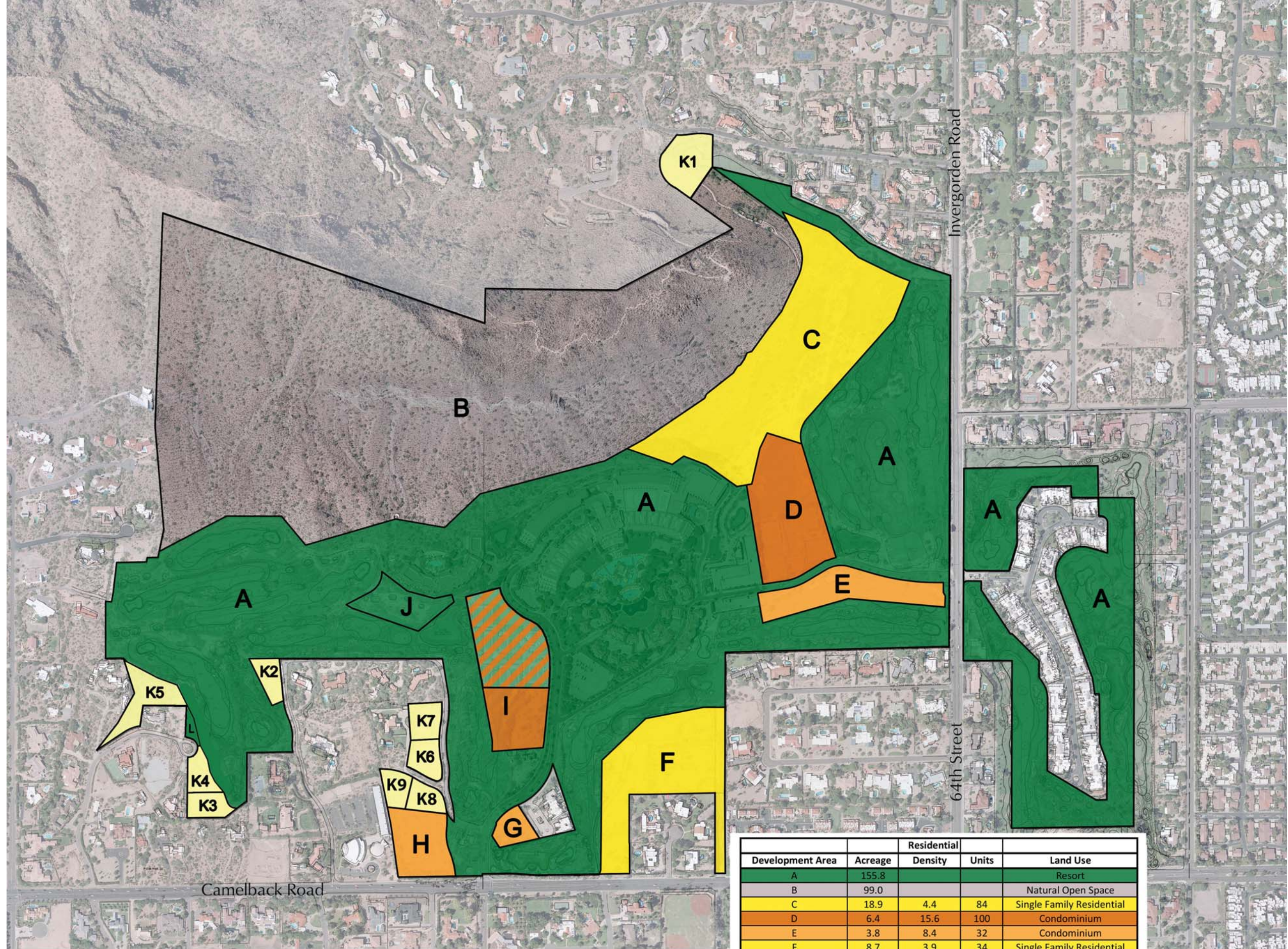




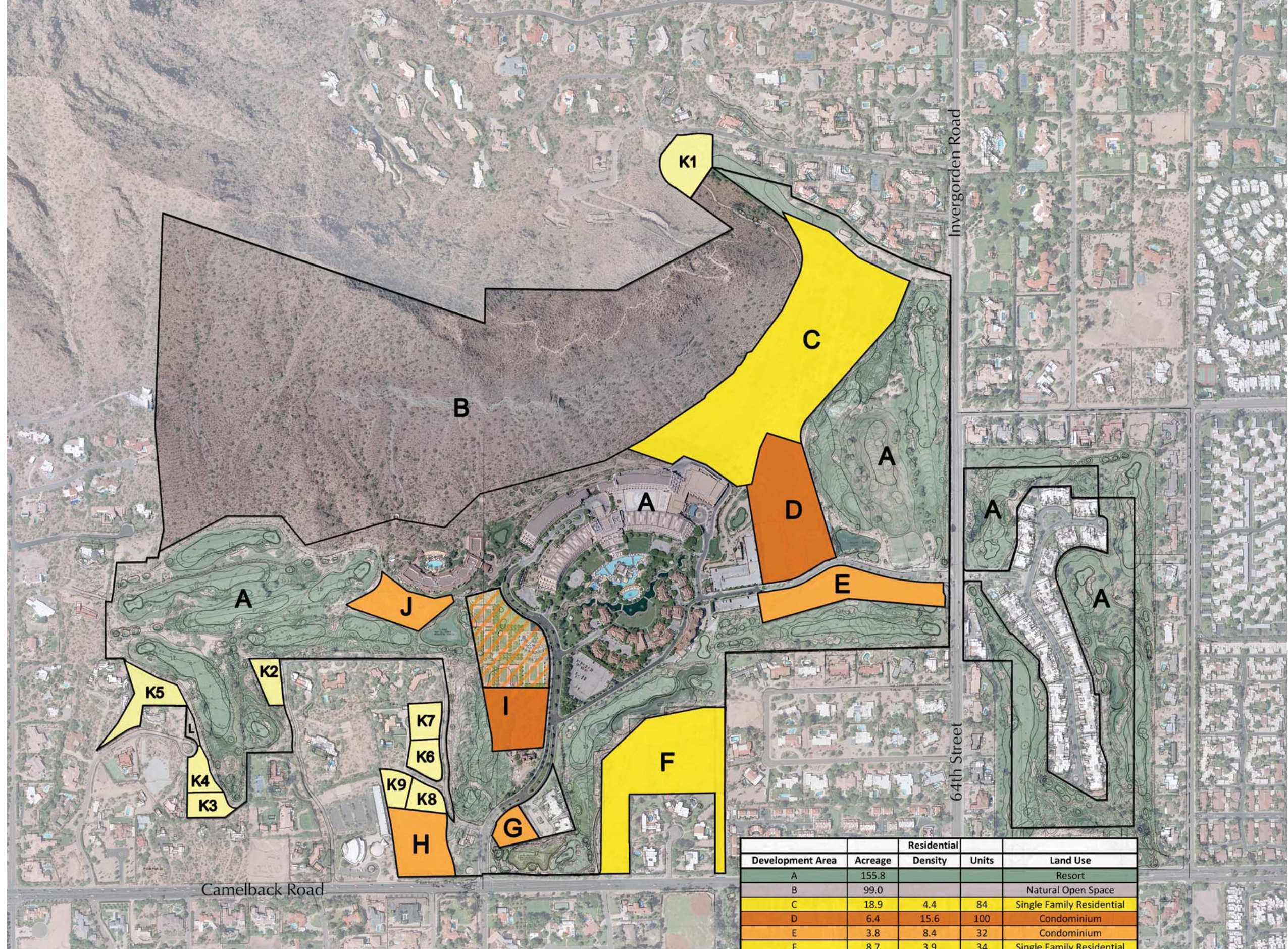
General Outline of Phoenician PUD Boundary 

Map 8
**ARCADIA CAMELBACK
SPECIAL PLANNING DISTRICT**
Resort Mater Plan

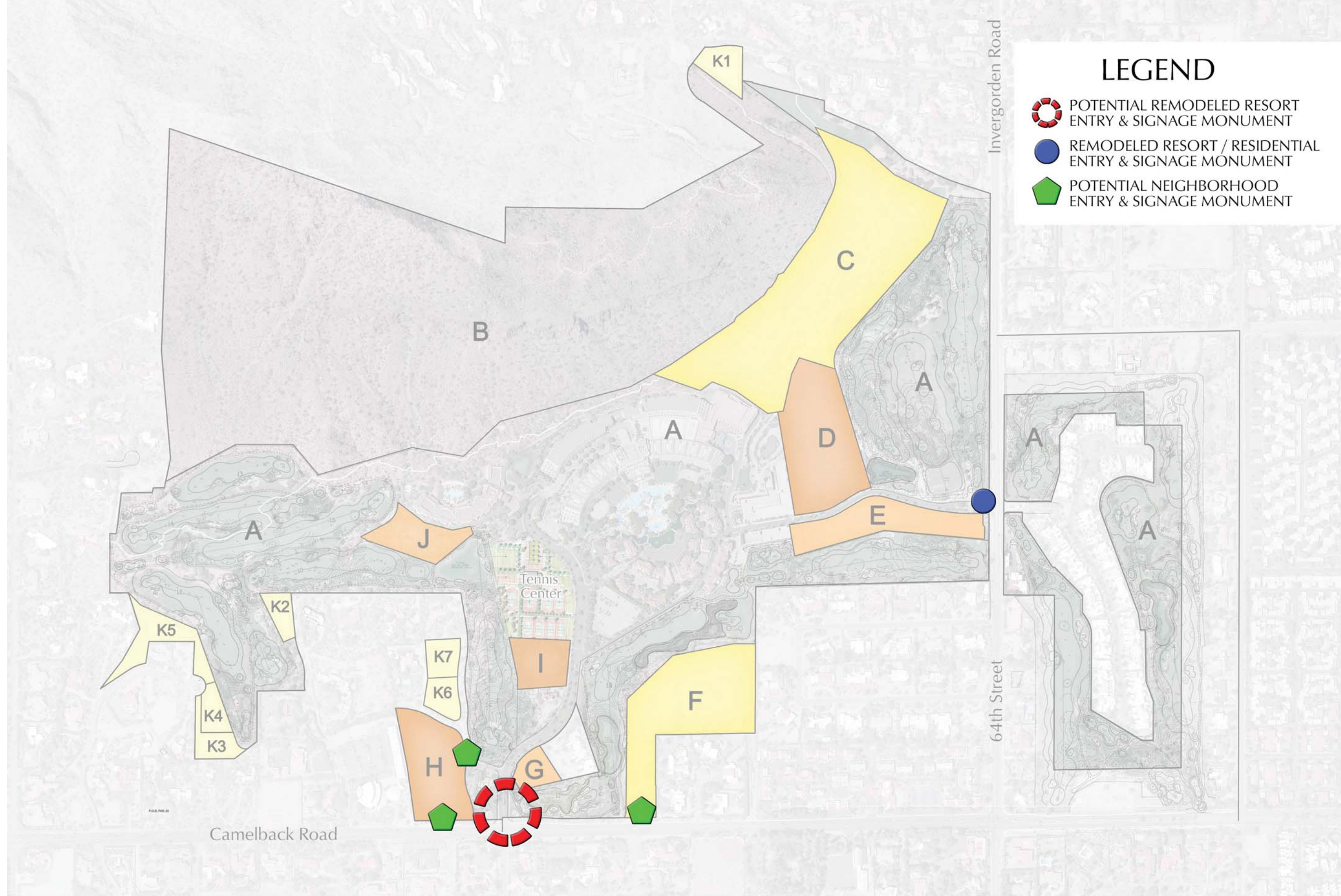
LEGEND
 Resort master Plan Area Boundary



Development Area	Acreage	Residential		Land Use
		Density	Units	
A	155.8			Resort
B	99.0			Natural Open Space
C	18.9	4.4	84	Single Family Residential
D	6.4	15.6	100	Condominium
E	3.8	8.4	32	Condominium
F	8.7	3.9	34	Single Family Residential
G	0.9	5.6	5	Townhome
H	2.7	11.1	30	Condominium
I	7.0	9.7	68	Condominium
J	2.0	na	20	Resort Casita
K	9.0	1.0	9	Single Family Residential
L	0.8			Resort
Total	315.0	1.2	382	

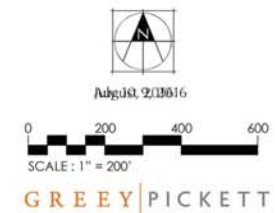


Development Area	Acreage	Residential		Land Use
		Density	Units	
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C	18.9	4.4	84	Single Family Residential
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K	9.0	1.0	9	Single Family Residential
L	0.8			Resort
Total	315.0	1.2	382	



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Signage Master Plan



Appendix A: PUD Area Legal Description

PARCEL DESCRIPTION The Phoenician Resort PUD

Those portions of the southeast quarter of Section 16, the North half of Section 21 and the northwest quarter of Section 22 all in Township 2 North, Range 4 East of the Gila and Salt River Base and Meridian, Maricopa County, Arizona more particularly described as follows:

Parcel No. 1

All of Parcels No. 2,3,7,8,9,11,12,13,14,15,16,17,18,19,20,21,22,23,24,25,26 and 27 according to the Special Warranty Deed recorded in the office of the County Recorder of Maricopa County, Arizona as instrument number 1999-0115795;

Except from said Parcel No. 8 the following:

Those portions of Tract "A" of Camelback Club Estates, a subdivision according to the plat recorded in the office of the County Recorder of Maricopa County, Arizona as Book 65 of maps, page 38 described as follows:

All of said Tract "A" lying East of a line struck between the southwest corner of Lot 17 and the northwest corner of Lot 18 of said Camelback Club Estates;

Together with all of said Tract "A" lying South of a line struck between the northwest corner of Lot 27 and the northeast corner of Lot 28 of said Camelback Club Estates;

Together with all of said Tract "A" lying South of the westerly prolongation of the North line of Lots 28, 29 and 30 of said Camelback Club Estates;

Together with all of Tract "B" of said Camelback Club Estates.

Parcel No. 2

All of Parcels No. 1,2,3,4,5,6,7 and 8 according to the Special Warranty Deed and Quit Claim Deed recorded in the office of the County Recorder of Maricopa County, Arizona as instrument number 2015-0415131.

Parcel No. 3

That certain parcel of land described in Special Warranty Deed and Quit Claim Deed recorded in the office of the County Recorder of Maricopa County, Arizona as instrument number 2015-0415132.

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Appendix B: Traffic Impact Analysis

(Separate Document)

Prepared by CivTech Engineering, Inc.

Report Dated November 9, 2016

Appendix C: Parking Study

(Separate Document)

Prepared by CivTech Engineering, Inc.

Report Dated October 14, 2016