

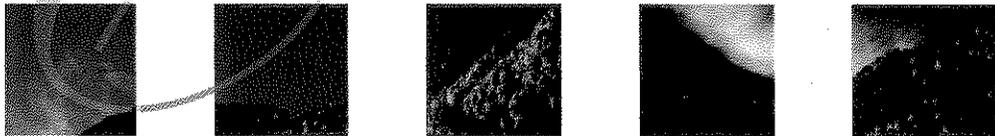
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COMMUNITY
DEVELOPMENT



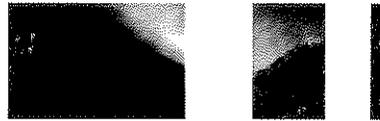
COMMERCE CENTER



Planned Area Development Application Report
Surprise, Arizona

CITY OF SURPRISE PLANNING AND ZONING DEPARTMENT APPROVED	
Case No.:	<u>PAD 07-208</u>
P&Z Comm Approval:	<u>12-18-08</u>
City Council Approval:	<u>1-24-08</u>
B.O.A. Approval:	_____
Stipulations:	<u>a-1</u>

Dennis A. Drel
2-19-08



1. Title Page

Applicant: Valentine Realty Company, Inc.
 Property Owner: Nitta Family
 Proposed Project Name: Cactus Commerce Center
 Report Prepared by: Deutsch Architecture Group
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 Phoenix, Arizona 85018
 David Calcaterra 602-840-2929

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Date Prepared: May 16, 2007
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 October 28, 2007
 February 7, 2008





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3. Executive Summary

A. Overview of Cactus Commerce Center Plan

Within the Southwest, indeed nationally, it is no secret that communities which float above the rest have some common denominators. One of the most important of these is the leadership strategy of a three-tiered approach to resident satisfaction:

- Affordable housing opportunities
- Quality amenities (including schools)
- Thriving employment opportunities

Like many cities, the City of Surprise is experiencing tremendous growth at a rapid pace. In addition to that sheer growth however, the City of Surprise is also experiencing important demographic changes. One of the demographic changes impacting the City's future is the lowering of the average resident age. Surprise's average resident age has dropped significantly, from senior-level, semi-retired to the vast majority now being young families. Managing this demographic change means the City must put more emphasis on employment opportunities than ever before.

During this growth and change, the City is to be commended on leadership's effectiveness in providing residents with top-notch amenities. The City has provided excellent entertainment venues such as the stadium, aquatics Park, satellite Heard Museum, progressive educational facilities, and plenty of public parks and pedestrian paths. These all contribute to resident satisfaction and retention. The City has also made great strides in bringing in quality retail providers to all of the emerging neighborhoods within their young communities.

Valentine Realty Company, Inc. proposes to contribute to the third tier of the City of Surprise community success story with the Cactus Commerce Center, a 160-acre, innovative employment district development. The flexibility of this district provides an environment that fosters a truly dynamic commerce park to support the City of Surprise in their efforts of providing meaningful employment for their citizens.

To create this development, Valentine Realty Company, Inc., proposes to annex the 160 acre sited located on the northeast corner of Cactus and Litchfield Roads. With necessarily creative and flexible design standards, united by a common theme, we believe this development will further the City's goals by increasing job opportunities and the tax base.

We believe the highest and best use of this property includes maximizing the eastern boundary, the BNSF Railroad. Accordingly, the Cactus Commerce Center Plan calls for heavy industrial employment in this area with a "fading out" from the railroad toward Litchfield Road with a lighter retail and office employment district use in these areas. Please see Boundary Map, Figure 4.1.

The success of this project will lie in maintaining an allegiance to clearly stated objectives, linking all elements into a comprehensive vision to establish a sense of place. We propose using a design theme to reinforce, through details, the unique setting and place this development holds within the larger community. We understand that the most effective standards are those based on a clear understanding for what is both possible and desirable at full development. The development strategies which will be employed during the course of this project will always be aimed at furthering this unique sense of place. At full development the city will benefit from:



- International business recognition.
- Opportunity for an enterprise partnership of developers and Valentine Realty Company, Inc. to develop a large, greatly under used and fallow area of land in an established part of the City.
- Vitality for the community through synergy created by various business activities.

Valentine Realty Company, Inc. has established a team with proven experience, placing Cactus Commerce Center on a foundation of past achievements. While no two developments are ever quite the same, success in this project is foretold by the collective experience of this team.

B. Evaluation of Opportunities/Constraints

The site location offers several significant opportunities:

1. Location within the City of Surprise Planning Area.
2. Adjacency to the BNSF Railroad, providing a unique opportunity to attract larger, national industrial users.
3. Proximity to existing utilities.
4. Proximity to inter-related developments.

Constraints which have been considered during planning include:

1. Proper design of surface drainage, in light of an area of flood zone "A" created by the Railroad along the eastern edge of the site.
2. Design and construction of needed right-of-way improvements.

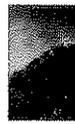
C. Environmental & Socioeconomic Impact

The environmental impact of the Cactus Commerce Center will transform existing farm land into a thriving employment district. There will be environmental improvement in the general area through well-planned surface drainage. Proper design for surface drainage both on-site and from adjacent off-site development will prevent flooding conditions from future storms. Creation of an employment base, and providing needed retail/service amenities near existing residential development will reduce traffic and travel times for citizens.

Over the past ten years, the West Valley has shed its reputation as culturally lagging behind the rest of the Valley. The socioeconomic impact of the Cactus Commerce Center furthers Surprise's cultural shift from a retirement town to a thriving city. Additionally, we expect the jobs created within the Park to cover the gamut of salary ranges, supporting and attracting a diverse and solid resident base.

D. Determination of Need

Responding to population and demographic changes is at the heart of our vision for this parcel of land. As the average resident age in the City decreases, the need for jobs increases. This development will contribute significantly to employment opportunities, an important aspect of resident satisfaction and retention. Secondly, the office and retail aspects of the plan will provide needed daily services to nearby residents, providing a more complete residential experience in this area. In addition, the City will greatly benefit from the tax base this successful project will provide.

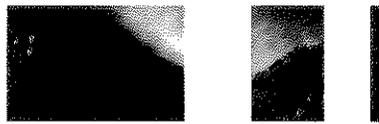


E. Proposed Development Standards in Light of the City of Surprise Planning & Design Manual and General Plan

At the time of this submittal, we believe the Design Standards in this plan meet or exceed the standards set forth in the City of Surprise Planning and Design Manual, General Plan and applicable City rules, regulations and policies.

The Cactus Commerce Center is consistent with the General Plan and economic development planning goals of the City of Surprise and is based upon sound planning principles, financial feasibility, design responsibility and community enhancement.

This 160 acre parcel on the northeast corner of Litchfield and Cactus Roads has been owned by the Nitta family for decades, utilized for agricultural purposes. It is now proposed to serve the City of Surprise for future decades as the location of the Cactus Commerce Center.



4. Location

A. Legal Description of Property

Maricopa County currently has the property recorded as four parcels. A legal description of the entire property follows:

PART OF THE SOUTHWEST QUARTER (1/4) OF SECTION 15, TOWNSHIP 3 NORTH, RANGE 1 WEST OF THE GILA and SALT RIVER MERIDIAN, MARICOPA COUNTY, ARIZONA, MORE PARTICULARLY DESCRIBED AS FOLLOWS:

BEGINNING AT THE SOUTHWEST CORNER OF THE SOUTHWEST QUARTER (1/4) OF SECTION 15, TOWNSHIP 3 NORTH, RANGE 1 WEST OF THE GILA and SALT RIVER MERIDIAN, MARICOPA COUNTY, ARIZONA, SAID POINT MARKED BY A MARICOPA COUNTY BRASS CAP IN A HAND HOLE;

THENCE NORTH 00 DEGREES 10 MINUTES 52 SECONDS WEST, ALONG THE WEST LINE OF THE SAID SOUTHWEST QUARTER (1/4), A DISTANCE OF 2,634.69 FEET, TO THE WEST QUARTER CORNER OF SAID SECTION 15, SAID POINT MARKED BY A MARICOPA COUNTY BRASS CAP FLUSH WITH THE PAVEMENT;

THENCE SOUTH 89 DEGREES 26 MINUTES 53 SECONDS EAST, ALONG THE NORTH LINE OF THE SAID SOUTHWEST QUARTER (1/4), A DISTANCE OF 2,539.68 FEET TO THE WEST RIGHT-OF-WAY BURLINGTON NORTHERN – SANTA FE RAILROAD;

THENCE SOUTH 00 DEGREES 12 MINUTES 04 SECONDS EAST, ALONG THE SAID WEST RIGHT-OF-WAY LINE, A DISTANCE OF 2,636.79 FEET, TO THE SOUTH LINE OF THE SOUTHWEST QUARTER (1/4);

THENCE NORTH 89 DEGREES 24 MINUTES 03 SECONDS WEST, ALONG THE SOUTH LINE OF THE SAID SOUTHWEST QUARTER (1/4), A DISTANCE OF 2,540.63 FEET TO THE POINT OF BEGINNING.

CONTAINING 153.6862 ACRES OR 6,694,572 SQUARE FEET MORE OR LESS.

The site is a Maricopa County island, completely surrounded by the City of Surprise.

According to the Maricopa County Assessor's Office, the site consists of four parcels:

501-38-005 (39.0 ± acres)

501-38-001 (37.6 ± acres)

501-38-006 (38.0 ± acres)

501-38-004 (36.6 ± acres)

Current Address: NEC. Litchfield & Cactus Roads, Maricopa County, AZ 85335.

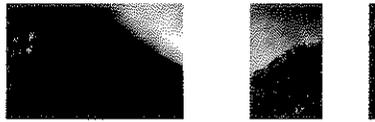


Figure 4.1: Boundary Map

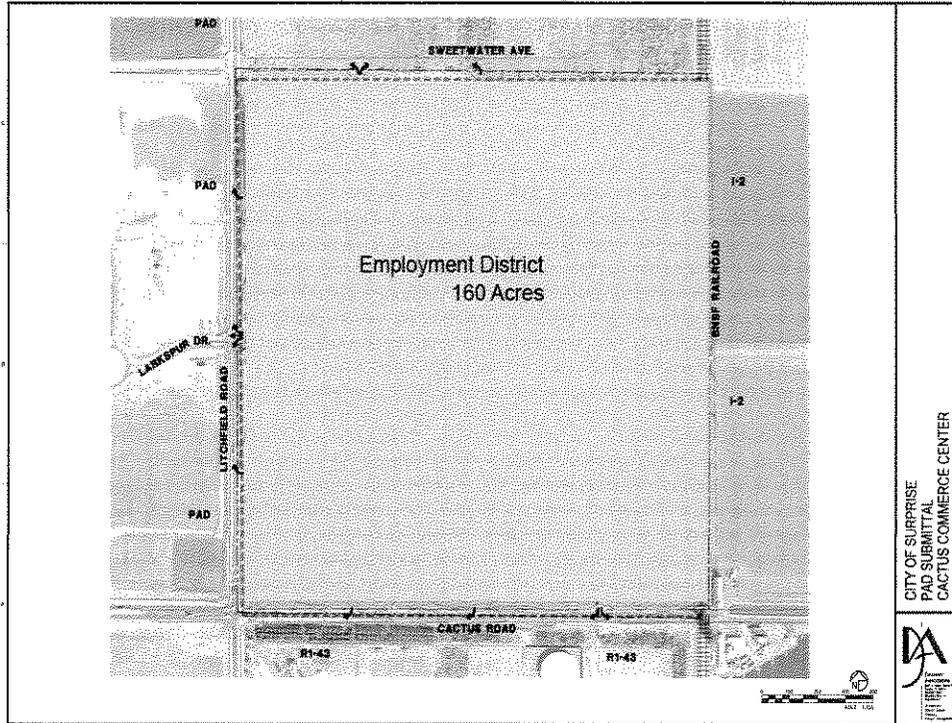
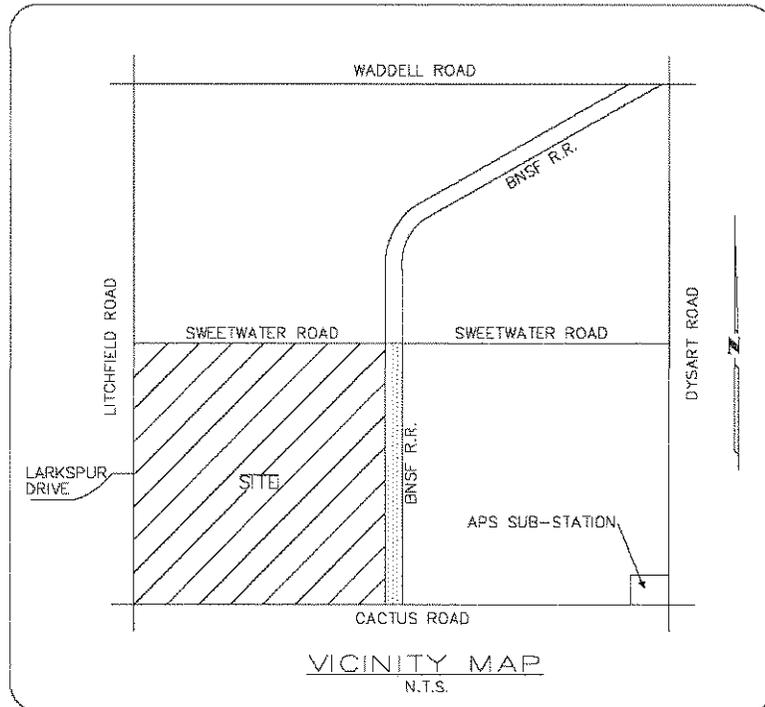
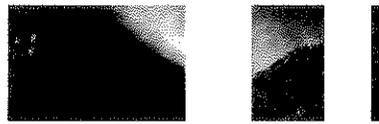


Figure 4.2: Regional Vicinity Map





5. Existing Site Analysis

A. Existing Physical Features

There are several concrete lined and earthen irrigation ditches on-site. A dirt service road bisects the property into northern and southern halves. The topography of the site is flat, with slopes running almost exactly from northwest to southeast. A portion of the site is in Flood Zone A and is further described in Section 9.

B. 2' Contour Intervals

One foot contour intervals of the existing topography are shown on the ALTA survey, Figure 5.2 at the end of this section.

C. Existing Land Use

The southern half of the site is being farmed, utilizing retained water. The northern half of the site was previously farmed. More specifics on existing land use are shown on the ALTA Survey, Figure 5.2 at the end of this section.

D. Existing Zoning

Current Zoning: Maricopa County currently has all four parcels zoned as Rural-43 (R-43). This Rural Zoning District is a low-density designation with an allowed density of one acre per dwelling unit.

The Future Land Use map in the White Tank/Grand Avenue Area Plan, a part of Maricopa County's Comprehensive Plan, indicates the area is designated for "Industrial" usage in the future.

The City of Surprise has the parcels indicated as the "Employment" land use classification on its General Land Use Plan.

Litchfield Road has one lane in either direction past the site. No curb or gutter exists on either side of the roadway. The edge of pavement is approximately 13' east of the centerline along the site's frontage. The roadway currently occupies a 40' roadway easement on the east side of Litchfield Road.

Cactus Road has one lane in either direction past the site. No curb or gutter exists on either side of the roadway. The edge of pavement is approximately 10-12' north of the centerline along the site's frontage. An existing 33' of right-of-way has previously been dedicated on the north side of Cactus Road.

The intersection of Cactus and Litchfield Roads consists of a four way stop with no traffic signal. Curb and gutter wrap around the southwest corner only. Cactus Road has previously been widened to the west of Litchfield Road.

F. Location and Sizes of Major Utility Lines

Power: On Cactus Road, APS facilities consist of overhead transmission lines that lie along the south side of the street and should have no impact on the development of the subject property. APS also has overhead primary lines running past the site parallel to Litchfield Road on the road's western side. These lines should also have no impact on site development. See Appendix 'B' for the APS utility map.

Sewer: An existing 30" sewer line in Cactus Road flows west to east past the site approximately 20' north of the centerline. This main turns south at the 136th Avenue alignment, which is about a 1/8 mile west of the eastern boundary, and flows to the South WWTP. According to the Wastewater Master Plan, this sewer main is less than 80% full.

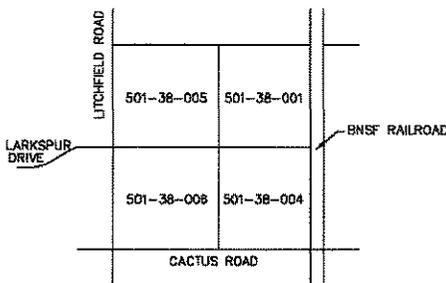
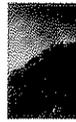


Figure 5.1: Existing Parcels



A 30" sewer line follows Litchfield Road, flowing north to south, past the site 43' west of the centerline. This line then crosses from the NWC of the Cactus and Litchfield intersection to the SEC of the intersection before continuing to the South WWTP.

Water: There is a 24" distribution main running along the south side of Cactus Road, 38.3' south of the centerline, that approaches the property from the west and continues past the site. There are also two 24" transmission mains in Cactus Road, one being 43.9 feet south of the centerline and the other being 25' north of the centerline. Both transmission mains turn south about 350' west of the 136th Avenue Alignment where they connect to a City of Surprise Reservoir and Booster Pump Station.

Telephone/Digital Communication: Qwest has established communication lines in Litchfield Road running past the site. The two lines are 22' and 25' east of the Litchfield Rd. centerline.

Gas: An existing 6" high pressure gas line is in Litchfield Road 18.48' west of the centerline. Neither Southwest Gas nor the El Paso Gas company lay claim this line. However, ownership details have been requested by the City of Surprise and this information will be forwarded when received.

G. Airport and Noise Boundaries

The subject property is within the 1988 Joint Land Use Noise Contours, and a letter from Luke Air Force Base is included as Appendix D.

H. School and other Public Facilities

None indicated within 1/4 mile.

I. Major Easements

All easements are defined on the ALTA survey, Figure 5.2 at the end of this section. Of key significance is the 80'-0" BNSF easement at the east side of the property.

J. List of Existing Plant Species and Habitats

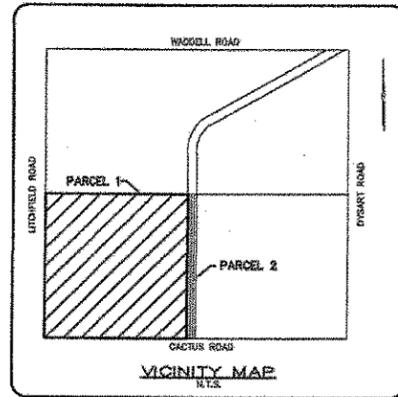
No native plant species have been identified during the preparation of this document.

K. Any other Major Improvements

There is an irrigation pump and associated improvements in the NW corner of the site.

ALTA/ACSM LAND TITLE SURVEY

BEING A PORTION OF THE SOUTHWEST QUARTER OF SECTION 15,
TOWNSHIP 3 NORTH, RANGE 1 WEST OF THE GILA AND SALT RIVER
MERIDIAN, MARICOPA COUNTY, ARIZONA



LEGEND:

- PROPERTY LINE
- CENTER LINE
- EASEMENT LINE
- FLOOD AREA LINE
- WATER LINE
- SEWER LINE
- GAS LINE
- WATER LINE
- EDGE OF PAVEMENT
- FND. FOUND
- R.O.W. RIGHT OF WAY
- N.T.S. NOT TO SCALE
- M.C.R. MARICOPA COUNTY RECORDER
- ☐ BRASS CAP IN HAND HOLE
- ⊙ BRASS CAP FLUSH
- 1/2" REBAR FOUND
- W.V. WATER VALVE
- F.H. FIRE HYDRANT
- W.M. WATER METER
- ⊙ SEWER MANHOLE
- ⊙ TELEPHONE MANHOLE
- P.P. POWER POLE
- ↑ SIGN
- STREET LIGHT W/ MAST ARM
- ↓ DOWN GUY
- ⊙ DRYWELL
- G.M. GAS METER
- G.M.K. GAS MARKER
- G.S. GAS SERVICE
- G.V. GAS VALVE
- ⊙ ELECTRIC MANHOLE
- X RAILROAD CROSSING SIGN

SITE AREA:

PARCEL NO. 1:
149,3727 ACRES OR 6,506,676 SQUARE FEET

PARCEL NO. 2:
4.7817 ACRES OR 208,294 SQUARE FEET

LINE	LENGTH	BEARING
L1	40.00	N89°26'53"W
L2	40.00	S89°24'03"E
L3	33.00	N00°10'52"W
L4	33.00	N00°12'04"W
L5	80.00	S89°24'03"E
L6	33.00	N00°12'04"W
L7	80.01	N89°26'53"W

LEGAL DESCRIPTION:

PARCEL NO. 1:

THE SOUTHWEST QUARTER OF SECTION 15, TOWNSHIP 3 NORTH, RANGE 1 WEST OF THE GILA AND SALT RIVER MERIDIAN, MARICOPA COUNTY, ARIZONA;

EXCEPT THE EAST 80 FEET THEREOF.

PARCEL NO. 2:

THE EAST 80 FEET OF THE SOUTHWEST QUARTER OF SECTION 15, TOWNSHIP 3 NORTH, RANGE 1 WEST OF THE GILA AND SALT RIVER MERIDIAN, MARICOPA COUNTY, ARIZONA.

SCHEDULE B ITEMS:

- TAXES FOR THE FULL YEAR OF 2006. (THE FIRST HALF IS DUE OCTOBER, 1 2006 AND IS DELINQUENT NOVEMBER 1, 2006. THE SECOND HALF IS DUE MARCH 1, 2007 AND IS DELINQUENT MAY 1, 2007.) (NOT PLOTTABLE. DOES AFFECT AND APPLY.)
- ANY CHARGE UPON SAID LAND BY REASON OF ITS INCLUSION IN MAMICKEN IRRIGATION DISTRICT. (NOT PLOTTABLE.)
- THE TERMS AND PROVISIONS CONTAINED IN THE DOCUMENT ENTITLED "DEVELOPMENT AGREEMENT" RECORDED DECEMBER 19, 1981 AS 91-0596045 OF OFFICIAL RECORDS AND RE-RECORDED APRIL 21, 2000 AS 00-0303679 OF OFFICIAL RECORDS. (NOT PLOTTABLE. DOES AFFECT AND APPLY.)
- ROADWAYS AS SET FORTH IN INSTRUMENTS RECORDED AS BOOK 305 OF DEEDS, PAGE 253 AND BOOK 331 OF DEEDS PAGE 434, M.C.R. (AFFECTS PARCELS 1 & 2. AS SHOWN HEREON. DOES AFFECT AND APPLY.)
- AN EASEMENT FOR IRRIGATION PIPELINE AND INCIDENTAL PURPOSES IN THE DOCUMENT RECORDED AS BOOK 321 OF DEEDS, PAGE 515 OF OFFICIAL RECORDS. (AFFECTS PARCELS 1 & 2. NOT SHOWN. DOES AFFECT AND APPLY.)
- AN EASEMENT FOR ELECTRIC TRANSMISSION LINES AND INCIDENTAL PURPOSES IN THE DOCUMENT RECORDED AS BOOK 54 OF MISCELLANEOUS, PAGE 137 OF OFFICIAL RECORDS. (AFFECTS PARCEL 1. AS SHOWN HEREON. DOES AFFECT AND APPLY.)
- A PLAT RECORDED IN BOOK 5, PAGE 24 OF ROAD MAPS, PURPORTING TO SHOW A COUNTY ROADWAY. (AFFECTS PARCEL 1. AS SHOWN HEREON. DOES AFFECT AND APPLY.)
- A PLAT RECORDED IN BOOK 10, PAGE 38 OF ROAD MAPS, PURPORTING TO SHOW A COUNTY ROADWAY. (AFFECTS PARCEL 1. AS SHOWN HEREON. DOES AFFECT AND APPLY.)
- AN EASEMENT FOR PUBLIC UTILITIES AND INCIDENTAL PURPOSES IN THE DOCUMENT RECORDED AS 2002-1095510 OF OFFICIAL RECORDS. (AFFECTS PARCEL 1. AS SHOWN HEREON. DOES AFFECT AND APPLY.)
- ANY RIGHT, TITLE OR INTEREST OF KIENLY FARMS, INC., AS DISCLOSED BY THE FINANCING STATEMENT RECORDED OCTOBER 21, 2002 AS 2002-1090229 OF OFFICIAL RECORDS. (AFFECTS PARCEL 1. NOT PLOTTABLE. DOES AFFECT AND APPLY.)
- ANY RIGHT, TITLE OR INTEREST OF SD FARMS, AS DISCLOSED BY THE FINANCING STATEMENT RECORDED OCTOBER 21, 2002 AS 2002-1090230 OF OFFICIAL RECORDS. (AFFECTS PARCEL 1. NOT PLOTTABLE. DOES AFFECT AND APPLY.)

ITEMS 16, 17 & 18 OF TABLE "A":

- AS OF THE DATE OF THE SURVEY THERE IS EVIDENCE OF EARTH MOVING WORK AND CONSTRUCTION WITHIN RECENT MONTHS.
- AS OF THE DATE OF THIS SURVEY THERE ARE NO CHANGES IN STREET RIGHT OF WAY LINES EITHER COMPLETED OR PROPOSED, AND AVAILABLE FROM THE CONTROLLING JURISDICTION NOR OBSERVABLE EVIDENCE OF RECENT STREET OR SIDEWALK CONSTRUCTION OR REPAIRS.
- AS OF THE DATE OF THIS SURVEY THERE WAS NO OBSERVABLE EVIDENCE OF SITE USED AS A SOLID WASTE DUMP, SUMP OR SANITARY LANDFILL.

SITE INFORMATION:

TITLE NOTE: THE RECORD DOCUMENTS NOTED ON THIS PLAT OF SURVEY ARE THOSE DOCUMENTS, AND ONLY THOSE DOCUMENTS, DETERMINED BY FIRST AMERICAN TITLE INSURANCE COMPANY, AS SET FORTH IN FILE NO. NCS-242823-4335 DATED JUNE 27, 2006. THE UNDERSIGNED SURVEYOR MAKES NO REPRESENTATION AS TO THE EXISTENCE OF ANY OTHER RECORD DOCUMENTS THAT MAY AFFECT THE SURVEYED PROPERTY.

SITE ADDRESS: (NO ADDRESS AVAILABLE)

ASSESSOR'S PARCEL NUMBER:

PARCEL 1: 501-38-006
501-38-004
501-38-001

PARCEL 2: 501-38-013

DATE OF SURVEY: AUGUST 02, 2006

FLOODZONE: THE SUBJECT PROPERTY LIES PARTIALLY IN THE FLOODWAY AREAS IN ZONE AE WHICH IS A "SPECIAL FLOOD HAZARD AREAS SUBJECT TO INUNDATION BY THE 1% ANNUAL CHANCE FLOOD AREA" DESCRIBED AS THE 1% ANNUAL CHANCE FLOOD (100 YEAR FLOOD). ALSO KNOWN AS THE BASE FLOOD, IS THE FLOOD THAT HAS A 1% CHANCE OF BEING EQUALED OR EXCEEDED IN ANY GIVEN YEAR. THE SPECIAL FLOOD HAZARD AREA IS THE AREA SUBJECT TO FLOODING BY THE 1% ANNUAL CHANCE FLOOD. AREAS OF SPECIAL FLOOD HAZARD INCLUDE ZONES, AS A, AH, AD, AR, AS9, Y AND VE. THE BASE FLOOD ELEVATION IS THE WATER-SURFACE ELEVATION OF THE 1% ANNUAL CHANCE FLOOD.

ZONE AE IS NOTED AS "THE FLOODWAY IS THE CHANNEL OF A STREAM PLUS ANY ADJACENT FLOODPLAIN AREAS THAT MUST BE KEPT FREE OF ENCROACHMENT SO THAT THE 1% ANNUAL CHANCE FLOOD CAN BE CARRIED WITHOUT SUBSTANTIAL INCREASES OF FLOOD HEIGHTS."

THE PROPERTY ALSO LIES ON "ZONE X" DESCRIBED 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 PROTECT BY LEVEES FROM 1% ANNUAL CHANCE FLOOD" AS SHOWN ON FLOOD INSURANCE RATE MAP NO. 04013C16054, EFFECTIVE DATE SEPTEMBER 30, 2005.

ZONING: MARICOPA COUNTY ZONING ZONED RURAL-43 OR R-43 (AS OF JUNE 01, 2006)
RURAL ZONING DISTRICT - ONE ACRE PER DWELLING UNIT

FRONT YARD SETBACK MIN. 40 FEET
SIDE YARD SETBACK MIN. 30 FEET
REAR YARD SETBACK MIN. 40 FEET
LOT AREA MIN. 1 ACRE
HEIGHT RESTRICTION 30 FEET OR 2 STORIES

SURVEYOR'S CERTIFICATION:

TO: VALENTINE REALTY, SURPRISE/DYSRAT PROPERTIES, LLC, AN ARIZONA LIMITED LIABILITY COMPANY, AS TO PARCEL NO. 1, BNSF RAILWAY COMPANY, A DELAWARE CORPORATION, FORMERLY KNOWN AS THE BURLINGTON NORTHERN AND SANTA FE RAILWAY COMPANY, SUCCESSOR BY MERGER TO THE ATCHINSON, TOPEKA AND SANTA FE RAILWAY COMPANY, SUCCESSOR IN INTEREST TO THE CALIFORNIA, ARIZONA AND SANTA FE RAILWAY COMPANY, CALIFORNIA CORPORATION AS TO PARCEL NO. 2 AND FIRST AMERICAN TITLE INSURANCE COMPANY.

THIS IS TO CERTIFY THAT THIS MAP OR PLAT AND THE SURVEY ON WHICH IT IS BASED WERE MADE ON THE DATE SHOWN BELOW IN ACCORDANCE WITH THE "MINIMUM STANDARD DETAIL REQUIREMENTS FOR ALTA/ACSM LAND TITLE SURVEYS," JOINTLY ESTABLISHED AND ADOPTED BY ALTA AND NSPS IN 2005, AND INCLUDES ITEMS 1, 2, 3, 4, 5, 6, 7, 8, 9, 10, 11, 13, 15, 17 & 18 OF TABLE A THEREOF. PURSUANT TO THE ACCURACY STANDARDS AS ADOPTED BY ALTA AND ACSM AND IN EFFECT ON THE DATE OF THIS CERTIFICATION, THE UNDERSIGNED FURTHER CERTIFIES THAT IN MY PROFESSIONAL OPINION, AS A LAND SURVEYOR IN THE STATE OF ARIZONA, THE RELATIVE POSITIONAL ACCURACY (AS DEFINED IN THE ACCURACY STANDARDS) OF THIS SURVEY DOES NOT EXCEED THAT WHICH IS SPECIFIED THEREIN.

THE ACCOMPANYING SURVEY WAS MADE ON THE GROUND AND CORRECTLY SHOWS THE LOCATION OF ALL BUILDINGS, STRUCTURES AND OTHER IMPROVEMENTS SITUATED ON THE ABOVE PREMISES; THERE ARE NO VISIBLE ENCROACHMENTS ON THE SUBJECT PROPERTY OR UPON ADJACENT LAND ABUTTING SAID PROPERTY EXCEPT AS SHOWN HEREON AND WAS MADE IN ACCORDANCE WITH THE LAWS AND/OR MINIMUM STANDARDS OF THE STATE OF ARIZONA.

THE PROPERTY SURVEYED AND DESCRIBED HEREIN IS THE SAME AS THE PROPERTY DESCRIBED IN FIRST AMERICAN TITLE INSURANCE COMPANY'S COMMITMENT NO. NCS-225847-PHX1 DATED AS OF MAY 8, 2006 AND THAT ALL EASEMENTS, COVENANTS AND RESTRICTIONS REFERENCED IN SAID TITLE COMMITMENT OR APPARENT FROM A PHYSICAL INSPECTION OF THE SITE OR OTHERWISE KNOWN TO ME HAVE BEEN PLOTTED HEREON OR OTHERWISE NOTED AS TO THEIR EFFECT ON THE SUBJECT PROPERTY.

SAID DESCRIBED PROPERTY IS LOCATED WITHIN AN AREA HAVING A ZONE DESIGNATION "X" BY THE FEDERAL EMERGENCY MANAGEMENT AGENCY (FEMA), ON FLOOD INSURANCE RATE MAP NO. 04013C16056 WITH A DATE OF IDENTIFICATION OF JULY 19, 2001, FOR COMMUNITY NO. 04013C, IN MARICOPA COUNTY, STATE OF ARIZONA, WHICH IS THE CURRENT FLOOD INSURANCE RATE MAP FOR THE COMMUNITY IN WHICH SAID PREMISES ARE SITUATED.

THE SUBJECT PROPERTY HAS DIRECT ACCESS TO CACTUS ROAD AND LITCHFIELD ROAD, EACH A PAVED AND DEDICATED PUBLIC STREET OR HIGHWAY.

R. GREGG DODSON
RLS 13056

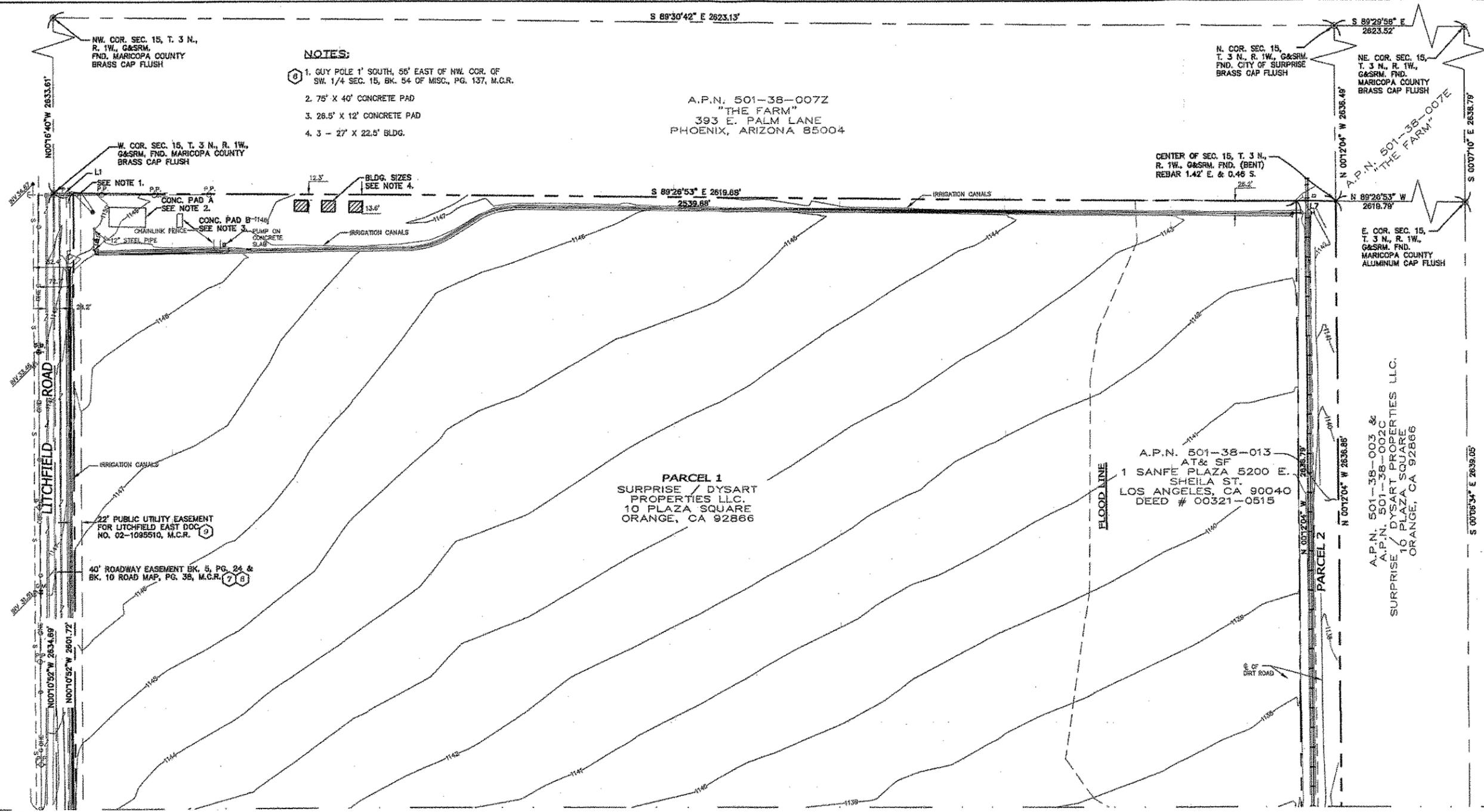
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UPDATE



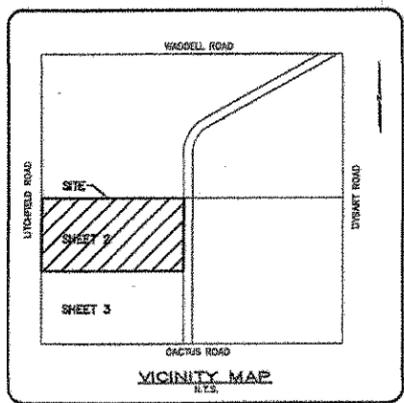
Site Consultants, Inc.
ENGINEERS · SURVEYORS · CONSULTANTS
113 SOUTH ROCKFORD DRIVE, TEMPE, ARIZONA 85281

ALTA/ACSM LAND TITLE SURVEY
CACTUS ROAD & LITCHFIELD ROAD
SURPRISE, ARIZONA

PROJECT NO.: 1686
SCALE: 1" = 100'
DRAWN BY: GRG
CHECKED BY: RGD



MATCH SHEET 3



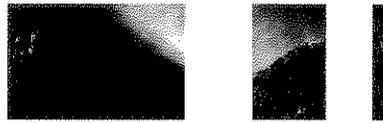
REV.	08-15-08
REV.	UPDATE
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REV.	
REV.	



Site Consultants, Inc.
 ENGINEERS • SURVEYORS • CONSULTANTS
 113 SOUTH ROCKFORD DRIVE, TEMPE, ARIZONA 85281
 TEL: (480) 894-2820, FAX: (480) 894-2847

ALTA/ACSM LAND TITLE SURVEY
 CACTUS ROAD & LITCHFIELD ROAD
 SURPRISE, ARIZONA

PROJECT NO.:	1680
SCALE:	1" = 100'
DRAWN BY:	GRG
CHECKED BY:	RGD
DATE:	08-14-08
DWG:	1680-ALTA.dwg



6. Proposed Site Development Plan

The Cactus Commerce Center to be a flexible mixed-use Industrial, Light Industrial, Office and Retail development with the goal of creating an employment park for the City of Surprise.

The concept we believe will best meet this goal and highly utilize this particular parcel of land is to “layer” or graduate buildings from east to west, moving from large anchor industrial development on the east (near the railway) to lighter industrial and office and retail as the development reaches out toward Litchfield Road to the west.

The key to the success of this development is to allow flexibility in the different uses (industrial, light industrial, office, retail) throughout the 160 acre site. This flexibility is important because the goal for the project is to create major employment impact with flexibility for market change.

A. Location of All Proposed Parcels

See Figure 6.1

B. Proposed Acreage of All Proposed Parcels

See Figure 6.1

C. Land Use of All Proposed Parcels

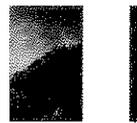
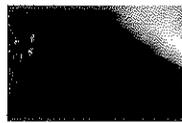
See Figure 6.1

D. Approximate Square Feet of Nonresidential Use per Parcel

This information has not yet been determined. In the final build-out it is anticipated that this park will be composed of approximately two million square feet of employment district space.

E. Zoning of all Proposed Parcels

As discussed in the Executive Summary Section of this report, we believe creative and flexible design standards, united by a common theme, will best further the City's goals of increasing employment opportunities and the tax base by offering the most diverse, market-driven employment development solutions for this parcel. Accordingly, the following list, while not exhaustive, represents potential uses within our current vision:



Commerce Center

E. Uses of all Proposed Parcels

PRINCIPALLY PERMITTED

USES:

Antique shop and store
 Ambulatory Services
 Animal hospital or clinic with associated kennel (fully enclosed)
 Apparel and accessory store
 Appliance sales, repair and services
 Art and craft stores
 Athletic clubs and commercial recreation
 Automobile, boat or recreational vehicle sales, service, repair and rental
 Automobile, auto body repair
 Automobile parking lot or garage (public or private)
 Auto supply store
 Bakery for on-site sales
 Banks and other savings and lending institutions
 Barber shop and beauty parlor
 Bicycle sales, service and repair shop
 Book and stationery store
 Bottling, processing and packaging
 Bowling alley
 Building materials sales yard, including sand and gravel
 Bus terminals
 Business and office machine sales, service and repair shop
 Candy and ice cream store
 Church and parish house
 Cigar and tobacco store
 Clothing and costume rental shop
 Community center or meeting hall
 Contractors storage yard
 Convenience food store
 Custom dressmaking, furrier, millinery or tailor shop employing five persons or less
 Dancing or theatrical studio
 Day Spa
 Delicatessen and catering establishment
 Department store
 Dry goods and notion store
 Dry cleaning and laundry establishment
 Electronic instruments and devices, assembling and manufacturing
 Equipment rental or storage yard
 Essential public service or utility installation
 Exterior storage of goods and materials provided that all goods and materials are screened from view from adjacent properties and rights-of way
 Exterminator shop
 Farming, landscaping and agricultural supplies and equipment,

wholesaling and storage
 Feed store, including yard
 Florist
 Foundry casting lightweight, nonferrous metal, not causing noxious odors or fumes
 Frozen food locker
 Furniture store/showroom
 Game rooms, pool halls
 Garden supply store
 Gasoline and petroleum bulk storage tanks
 Gift shop
 Golf driving range and miniature golf course
 Grainary, elevator storage
 Grocery store (including retail markets and produce store)
 Greenhouse
 Hardware store, no exterior storage
 Hobby, stamp and coin shop
 Hospital
 Hotel or motel
 Hunting and fishing supply store
 Industrial, scientific or business research, development and testing laboratories and offices
 Interior decorator's shop
 Jewelry and metal craft store
 Kennel (fully enclosed)
 Laundromat, self service
 Leather goods and luggage store
 Liquor store
 Lock and key shop
 Lumber yard, provided that all goods and materials are screened from adjacent properties
 Mail order catalog store
 Manufacturing, compounding, fabrication and assembling facilities
 Medical, dental or health office buildings and clinics
 Medical and orthopedic appliance store
 Messenger or telegraph service station
 Millwork (woodworking, manufacturing)
 Mini-warehouse, for storage purposes without retailing unless associated with storage operation
 Mobile and manufactured home sales and service
 Monument sales and engraving shop
 Mortuary
 Museum
 Music and instrument sales, service and repair shop
 Music or dance studio
 Motion picture studios
 Newspaper office
 Newsstand
 Offices

Office supply and office equipment store
 Optician
 Package liquor store, including drive-through
 Packing houses, fruit or vegetable not including processing
 Paint and wallpaper store
 Park and Ride Lot
 Pawn shop
 Pet shop including grooming
 Photographic equipment and supply store
 Photographic studio
 Picture frame shop
 Planing mills
 Plant nursery
 Plant nursery, wholesale
 Plating works, bulk (galvanizing)
 Plumbing shop
 Printing and publishing house (including newspapers)
 Private club, fraternity, sorority or lodge
 Public buildings
 Public utility plants
 Public utility service yard
 Radio or television sales, service and repair
 Radio and television broadcasting stations and studios, but not including transmitter towers and transmitter stations
 Recreational vehicle repair
 Recycling Yard
 Restaurant (forty percent of total revenue derived from sale of food)
 Seed treatment, processing, extraction of oil
 Sewing machine store
 Shoe store and repair
 Sporting and athletic goods store
 Storage yards bulk material
 Swap meet, flea market
 Tanks, fabrication
 Tattoo and/or body piercing establishments
 Taxidermist
 Theater, excluding drive-in theater
 Theater, drive-in
 Tire sales, repair and mounting (with or without outside storage)
 Towed or motor vehicle assembling, repairing including body and fender shops
 Toy store
 Travel agency
 Truck terminals
 Upholstery shop
 Variety store
 Warehousing and distribution centers
 Watch repair shop

ADMINISTRATIVELY

PERMITTED USES:

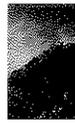
Personal wireless service facilities
 Sewer or water lift station; well site

CONDITIONALLY PERMITTED

USES:

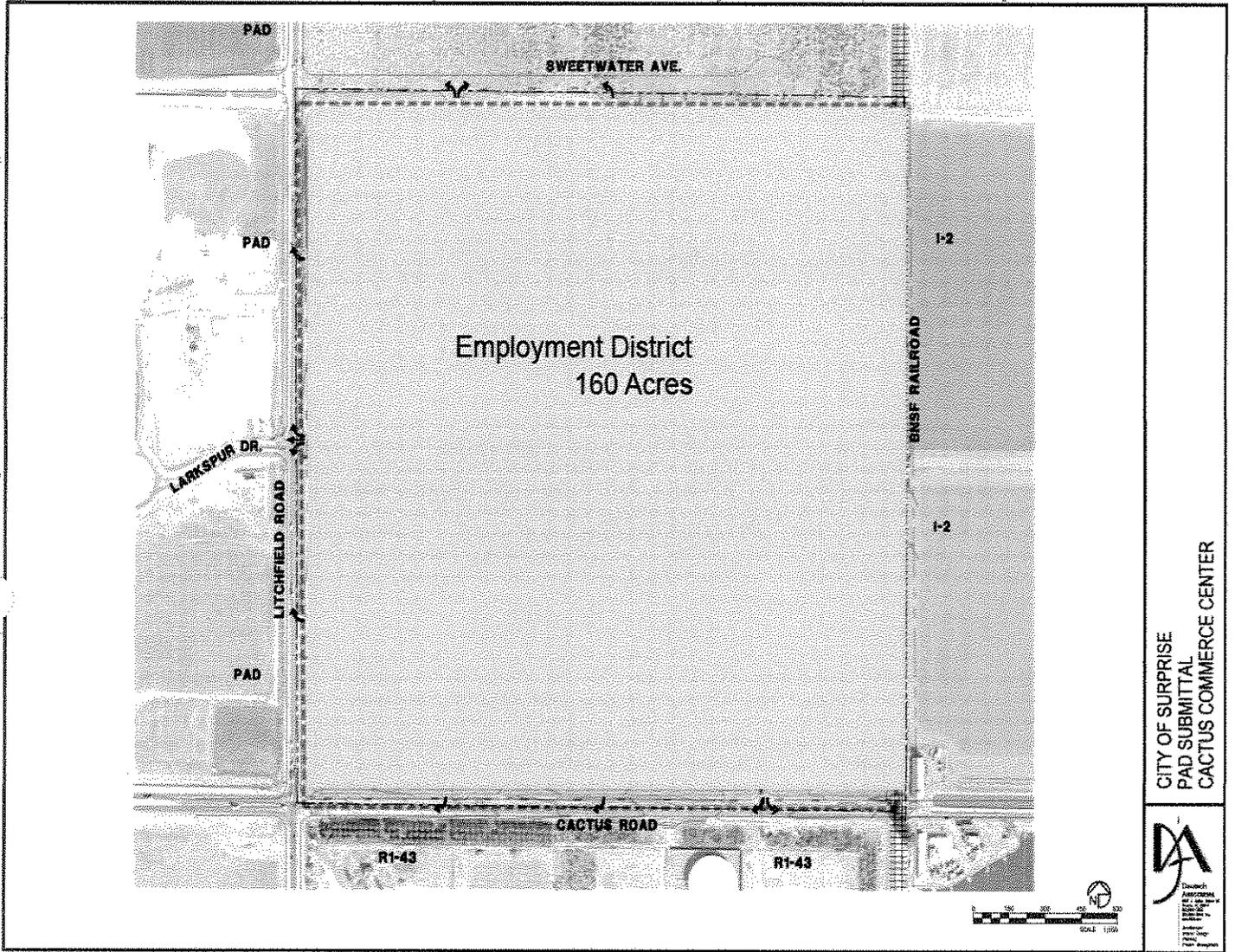
Asphalt mixing plant
 Automobile parts, supplies, salvage or wrecking
 Automobile rental/leasing
 Automobile service stations
 Automobile service center, major
 Automobile service center, minor
 Automobile washing establishments
 Caretaker Residence
 Cement mixing plant
 Coffee roasting
 Convenience food stores
 Convenience food restaurants
 Community correctional facility
 Feed (grains) manufacturing and processing
 House movers, equipment, storage or wrecking yards
 Kennels with limited outdoor use
 Ice manufacturing and storage
 Laboratories or facilities
 Massage establishments
 Meat packing and smoking
 Mining, mineral extraction
 Outdoor recreational facility
 Paint and varnish manufacturing
 Shelter care facility
 Stadiums
 Tavern, bar or lounges
 Temporary facilities for sale of automobiles, recreational vehicles, boats, mobile or manufactured homes
 Towed Vehicle/Impound Storage
 Yard
 Video arcades





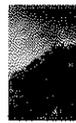
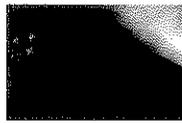
Commerce Center

Figure 6.1: Preliminary Conceptual Plan (Zoning Map)



CITY OF SURPRISE
 PAD SUBMITTAL
 CACTUS COMMERCE CENTER





F. Number and Type of Residential Units Proposed

No residential units are to be allowed within this development.

G. Location of Buildings/Proposed Uses/Square Footages

Exact size and location of buildings has not yet been determined but there is two million square feet of employment uses planned for this site with the first development currently planned on the eastern edge of the site utilizing the railroad.

H. Community Amenities

None provided.

I. Table Summarizing Parcels

AREA	ACRES	ZONING USE	PHASE
A	25.77	Employment	Phase 4
B	52.93	Employment	Phase 1
C/D	37.83	Employment	Phase 2
E	15.62	Employment	Phase 3

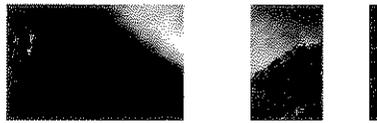
J. Table Summarizing Absorption Rates

Not known at this time.

K. Service Providers

Power	Arizona Public Service
Sewer	City of Surprise
Water	City of Surprise
Telephone	Qwest / Cox
Natural Gas	Southwest Gas
Irrigation	City of Surprise

"Will Serve" letters can be provided upon request.



7. Phasing Plan

A. Proposed Approach

Phasing for this project is generally planned to be a four-phased approach with Phase 1 being the most eastern portion of the site. Figure 7.1 represents this graphically. The timeline for development of the phases is as indicated below.

Phase 1 2008

Phase 2 2009

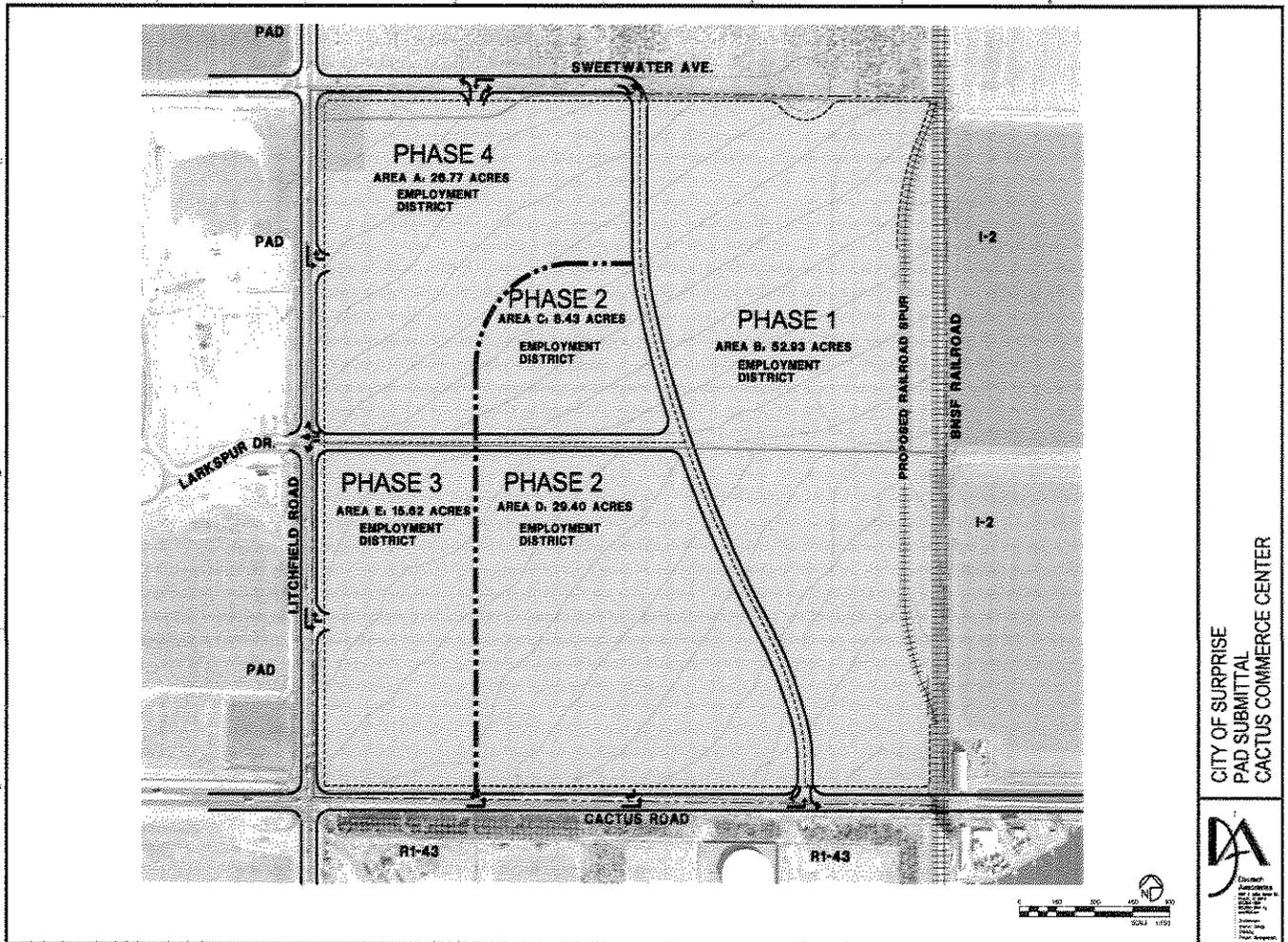
Phase 3 2010

Phase 4 2011, or extended as dictated by market conditions

B. Location and Size of Proposed Land Uses in Each Phase

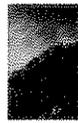
See Figure 7.1 Below

Figure 7.1: Preliminary Phasing Site Plan



CITY OF SURPRISE
PAD SUBMITTAL
CACTUS COMMERCE CENTER



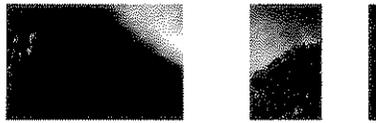


C. Estimate of Capacity Needs for Infrastructure per Phase

Specific infrastructure improvements, by phase, have not been established at this time. Pending city review and dialogue on the overall required infrastructure improvements our team will develop a phase-specific plan for completing these improvements.

D. Provisions to Accommodate Traffic Connections Throughout Phasing Process

See Certified Engineering Traffic Analysis Report by Lee Engineering, Appendix A.



8. Circulation Plan

A. Certified Engineering Traffic Analysis

The Traffic Engineering Analysis firm, Lee Engineering, conducted an exhaustive traffic impact analysis of the proposed development area. The Executive Summary for this report is included here. Please see Appendix A for the full report, which contains information required by the City of Surprise Planned Area Development Application, including:

- B. Proposed External Street Improvements and On-site Circulation
- C. Proposed Roadway Improvements
- D. Analysis of Proposed and Existing Street Network
- E. Phasing plans for Interim Improvements

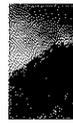
Traffic Analysis Executive Summary

The purpose of this study is to provide a traffic impact analysis of the proposed commercial development to be located at the northeast corner of Cactus and Litchfield Roads in a portion of Maricopa County to be annexed by the City of Surprise. Existing traffic volumes and roadway conditions and future traffic conditions with and without the site-generated contributions will be detailed within this report. Potential intersection and roadway deficiencies will be identified and attributed to projected traffic conditions in the analysis years and whether they are specifically caused by the proposed site.

The estimated trip generation associated with the site indicates that, because of its phased development plan, multiple analysis years will need to be studied. The first phase was assumed to be at its full potential for the assumed opening year of 2008. Subsequent phases, a total of three additional, were then assumed to be at their full potentials in one year intervals. Actual development of the site may progress slower than the assumed schedule; therefore the analysis contained within this report may be conservative in that site-generated traffic volumes may be estimated to occur earlier than expected.

The proposed site will be composed primarily of light industrial land uses (totaling approximately 2,000,000 square feet) located on approximately 160 acres at the northeast corner of Cactus and Litchfield Roads in an area to be annexed by the City of Surprise. The site is expected to be developed in four phases, with an assumed opening year of 2008 for Phase 1 and an opening year of 2011 for Phase 4 (although the development of the 32-acre office park as Phase 4 may be delayed depending on market conditions in the future). Trip generation estimates for the phases shown daily trip generations ranging from about 1,700 vehicles to about 5,600 vehicles per day per phase. The total daily trip generation of the site at full buildout in 2011, or some time after, is 15,145 vehicles (inbound + outbound). About 1,900 of these trips are expected to occur in the AM peak hour and approximately another 2,075 trips expected to occur in the PM peak hour. The study area analyzed in this study focused on the site-adjacent intersections along the half-mile frontages of the site.

The employment district development will be constructed at the northeast corner/quadrant of the Cactus Road/Litchfield Road intersection. This land is currently controlled by Maricopa County, but is proposed to be annexed by the City of Surprise in conjunction with approval of this PAD. Phase 1 is assumed to be open (and, for the purposes of this study and per City guidelines, immediately operating at its full potential) in 2008. The opening and full potential operations of the subsequent phases were assumed to occur at one-year intervals such that the full buildout of the site was assessed for the 2011 horizon year.



9. Open Space Plan

A. Open Space Areas Locations, Calculations, Typical Dimensions and Anticipated Use

Open Space areas within Cactus Commerce Center will be primarily focused on creating a feeling of spaciousness, using uniform details and plant materials, providing a variety of screening techniques and setbacks for visual interest, and creating linear connections to unify the property. Typical dimensions for open space features are provided in the landscape section of this report.

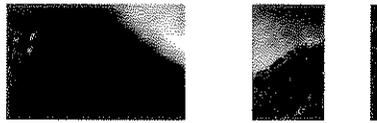
B. Identification of Existing Open Space

Existing conditions on the site do not include areas appropriate for open space. All open space within the commerce park will be created as part of the development.

C. Relationship of Proposed Open Space to Proposed Parcels

Open space within the commerce park will be designated as follows:

- a.) Entry - the main park entry on Larkspur Drive off of Litchfield Road will include monument signage for the park, enhanced landscape features which will coordinate with roadway and on-site plantings, and extended setbacks to create a feeling of spaciousness. The two additional main park entrances will also feature these enhancements.
- b.) Internal Collector Streets - Internal collector street frontage will be used to create a corridor of varying width, which will include berms, screen walls, plantings, and pedestrian pathways where appropriate. This frontage will serve as a linear link throughout the property.
- c.) Peripheral Frontage - Planting material palettes shall be established for Litchfield and Cactus Road frontages to coordinate with on-site materials as well as already completed adjacent development. Final parcel owners will work with City of Surprise to establish final design.



10. Infrastructure Plan

A. Location and Size of Proposed Utilities

Please see Figure 10.1 located at the end of this section for a conceptual utility plan.

B. Technical Analysis of Infrastructure Plan

WATER CONCEPT/PLAN

The existing conditions show that there is a 24" distribution main running along the south side of Cactus Road, 38.3' south of the centerline, that approaches the property from the west and continues past the site. There are also two 24" transmission mains in Cactus Road, one being 43.9' south of the centerline and the other being 25' north of the centerline. Both transmission mains turn south about 350' west of the 136th Avenue Alignment where they connect to the City's Rancho Gabriela Water Supply Facility.

The Rancho Gabriela Water Supply Facility, which is made up of a 3.5 million gallon tank and booster pump, is located at the southwest corner of Cactus Road and the 136th Avenue alignment. This facility is intended to meet the demands for the residential developments of Rancho Gabriela, Veramonte, and Marley Park. Depending on schedule, it is possible that the subject site could utilize some of this capacity on an interim basis, while new facilities are constructed. According to the City of Surprise, from a water need standpoint, each new square mile of developed land requires 2 water supply wells with a minimum output of 1,500gpm per well and water storage facilities with a minimum volume of 1.2 million gallons.

The proposed water system will be connected to an existing 24" distribution water main located on Cactus Rd. and to a 12" distribution main on Sweetwater Road. Each of the system extensions and on-site water lines will be designed in accordance with the City of Surprise Requirements and Arizona Department of Environmental Quality (ADEQ), potable water system requirements.

During preliminary plat process water system will be designed to and modeled to analyze the proposed water distribution system and verify the waterlines for appropriate daily and fire flow demands. All proposed water distribution mains will be 12-inch diameter (See Conceptual Utilities Exhibit, Appendix A). Fire Hydrants shall be spaced at approximately 600 feet to limit the maximum fire hose length. The City of Surprise indicated that it expects to have no problems meeting the water demands for the proposed development once the required improvements have been constructed. See Conceptual Utilities Exhibit, Appendix C.

SEWER CONCEPT/PLAN

There is currently existing a 30" sewer interceptor in Cactus Road along the southern boundary of the Property. There is also a 30' sewer interceptor in Litchfield Road along the western boundary of the Property. Both sewer interceptors transport wastewater to the SPA 1 Water Reclamation Facility, and there is existing capacity within both sewer interceptors for the build-out of the property. Development of the property shall not require the construction or installation of any additional off-site sewer interceptors.



The City of Surprise is currently undertaking an 8.0 million gallon per day (MGD) expansion of the SPA 1 Water Reclamation Facility. Upon the completion of the 8.0 MGD expansion, the SPA 1 Water Reclamation Facility will be able to process approximately 16.0 MGD of wastewater. There is adequate wastewater capacity in the SPA 1 Water Reclamation Facility to accommodate the build out of the property. Development of the property shall not require any additional expansions of the SPA 1 Water Reclamation Facility.

The on-site wastewater collection system shall be designed and modeled in accordance with the City of Surprise and ADEQ standards for wastewater collection systems. The on-site collection system shall consist of 8" and 10" PVC lines with manholes installed as necessary. The on-site collection system shall be designed with sufficient depth to provide service to each lot and with sufficient slope to adequately convey wastewater to the respective tie-in to the off-site interceptor in either Cactus Road or Litchfield Road.

ROADWAY/INFRASTRUCTURE CONCEPT/PLAN

Litchfield Road has one lane in either direction along the site. No curb or gutter exists on either side of the roadway. The edge of pavement is approximately 13' east of the centerline along the site's frontage. The roadway currently occupies a 40' roadway easement on the east side of Litchfield Road.

Cactus Road has one lane in either direction along the site. No curb or gutter exists on either side of the roadway. The edge of pavement is approximately 10-12' north of the centerline along the site's frontage. An existing 33' of right-of-way has previously been dedicated on the north side of Cactus Road.

The intersection of Cactus and Litchfield Roads consists of a four way stop with no traffic signal. Curb and gutter wrap around the southwest corner only. Cactus Road has previously been widened to the west of Litchfield Road.

Based on the City of Surprise Roadway Plan, Litchfield Road will become a minor arterial roadway while Cactus Road will become a major arterial roadway. The ultimate Litchfield Road section consists of a 55' half-street right-of-way (55' each side of centerline), while the Cactus Road section is a 68' half-street right-of-way.

Sweetwater Road will consist of a 40' right of way with 20' lanes each way and a 5' bike lane. For onsite improvement roadway the Internal loop will consist of 60' right of way and 12' lanes each way.

Most likely curb, gutter, and sidewalk will be required on the east side of Litchfield Road and the north side of Cactus Road. A series of scuppers will be necessary to take off-site water from the right-of-way into the proposed on-site retention system. See Conceptual Roadway Infrastructure Figure 10.1 for Street Cross Sections.

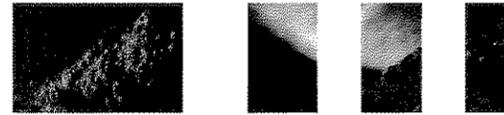
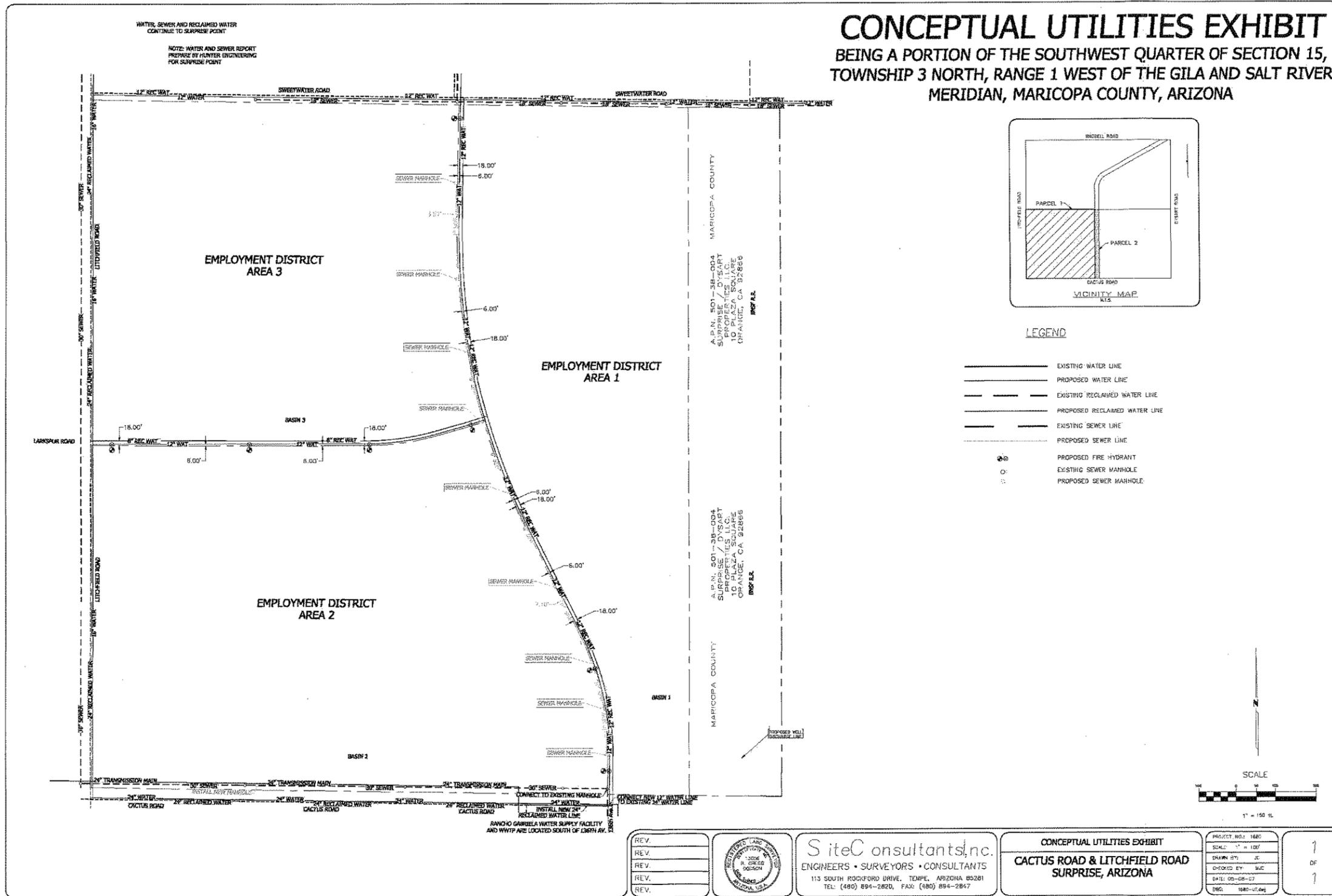


Figure 10:1: Conceptual Utilities Map

CONCEPTUAL UTILITIES EXHIBIT

BEING A PORTION OF THE SOUTHWEST QUARTER OF SECTION 15,
TOWNSHIP 3 NORTH, RANGE 1 WEST OF THE GILA AND SALT RIVER
MERIDIAN, MARICOPA COUNTY, ARIZONA



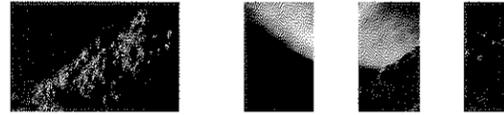
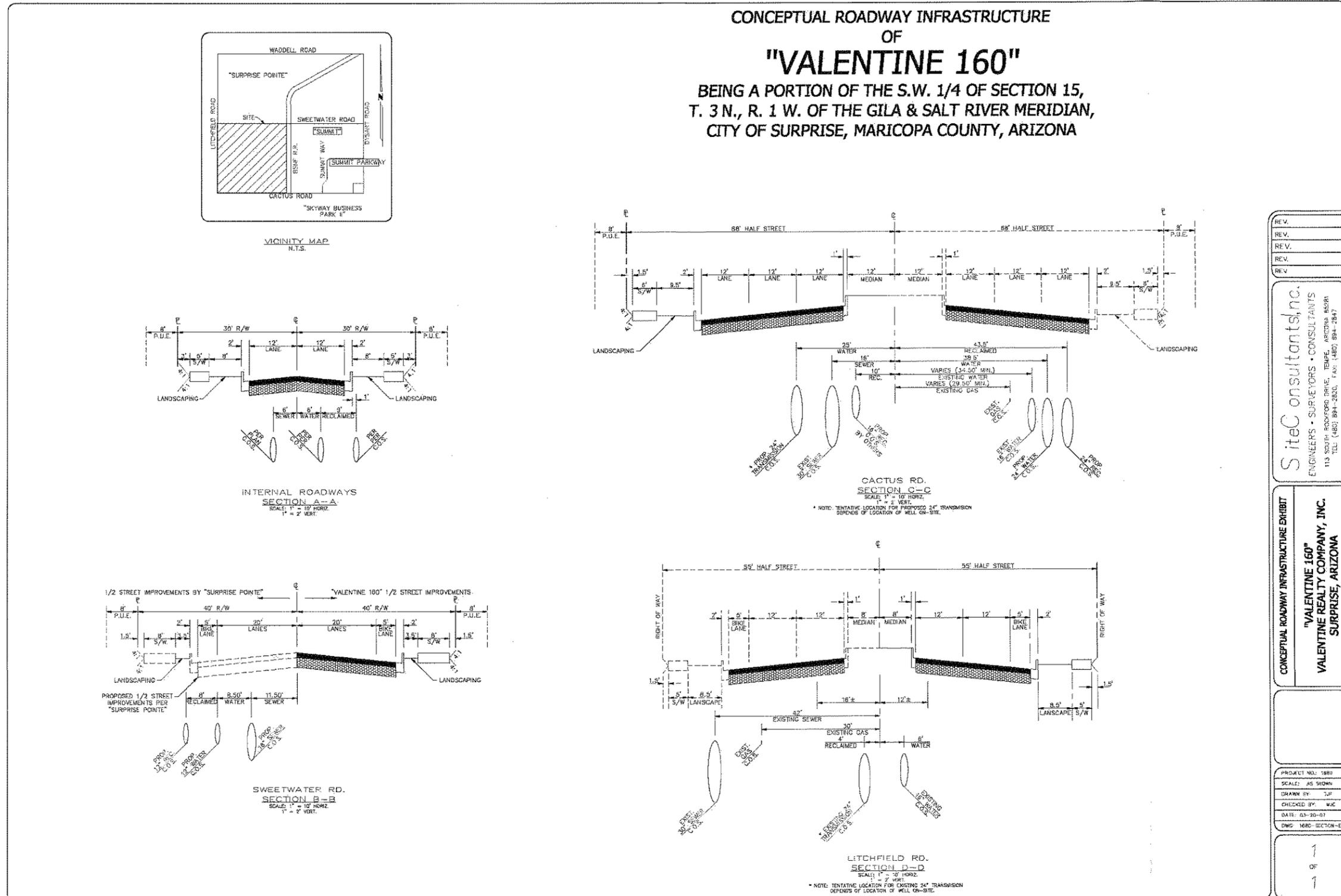


Figure 10.2: Conceptual Street Cross Sections



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11. Grading & Drainage Plan

A. Drainage Patterns

Drainage patterns in the area slope in general north to south. The site is located within the limits of the ongoing Loop 303 Corridor/ White Tanks Area Drainage Master Plan (ADMP) being performed by the Flood Control District of Maricopa County (FCDMC). The BNSF Railroad veers to the northeast after passing the northern boundary and intersects Waddell Road just west of Dysart Road. The railroad tracks have effectively created a barrier for storm water that has in turn created a Flood Zone, 'A', that follows the tracks along the eastern boundary of the site. The remainder of the site is within a Flood Zone, 'X'.

Flood Zone 'A' is defined as "A SPECIAL FLOOD HAZARD AREA SUBJECT TO INUNDATION BY THE 1% ANNUAL CHANCE FLOOD. The 1% annual chance flood (100-year flood), also known as the base flood, is the flood that has a 1% chance of being equaled or exceeded in any given year. The special Flood Hazard Area is the area subject to flooding by the 1% annual chance flood.

According to the Flood Insurance Rate Map, the major portion of the site lies in flood zone 'X'. Flood zone 'X' is defined as "AREAS OF 500-YEAR FLOOD; AREAS OF 100-YEAR FLOOD WITH AVERAGE DEPTHS OF LESS THAN 1 FOOT OR WITH DRAINAGE AREAS LESS THAN 1 SQUARE MILE; AND AREAS PROTECTED BY LEVEES FROM 100-YEAR FLOOD".

B. Retention, Detention or Other Drainage Facilities and Character

A preliminary master drainage report dated August 2006, for the development to the north, "Surprise Point", has been prepared by Hunter Engineering. Based on the Loop 303 report, Hunter Engineering's drainage report states that the offsite flow coming from the north is 384 cfs. The Surprise Point development will contain this flow in an earthen channel. The offsite flow will be routed south and east through the development to a spreader basin located at the northwest corner of the intersection of Sweetwater Avenue and the BNSF railroad. A temporary condition may occur in which 384 cfs flow overtops Sweetwater Ave.

Ultimately the said offsite flow will be conveyed under Sweetwater Road by the proposed site developer. The 384 cfs flow will continue to be contained in an earthen channel and conveyed to the southeast corner of the site. The flow will weir over Cactus Road west of the BSNF railroad following it's historical path. (See Conceptual Drainage and Grading Exhibit).

On-site retention will be required for flows generated both on-site as well as the half-street areas adjacent to the site. The City of Surprise requires new developments to provide stormwater retention for the 100-year, 2-hour storm event. Typically, surface retention basins are incorporated into the site plan for the purpose of stormwater storage. Surface basins may be up to 3' in depth, though deeper basins are sometimes permitted provided they are fenced. Usually, retention



basin side slopes are permitted to be no greater than 4:1, horizontal to vertical. Most often, drywells are used for draining the accumulated stormwater within the 36-hours allowed by Maricopa County. Temporary retention basins will be provided for each lot until the lot is developed. Temporary retention basins will be 1 foot depth with side slope of 4:1. (See Conceptual Drainage and Grading Exhibit, Figure 11.1).

C. Compliance with City of Surprise Standards

This grading and drainage plan, provided by Site Consultants, Inc., complies with the principles of responsible engineering and all standards set forth in the City of Surprise Standards.

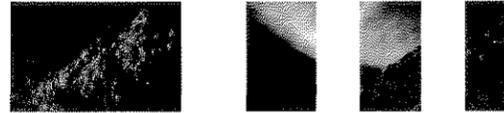
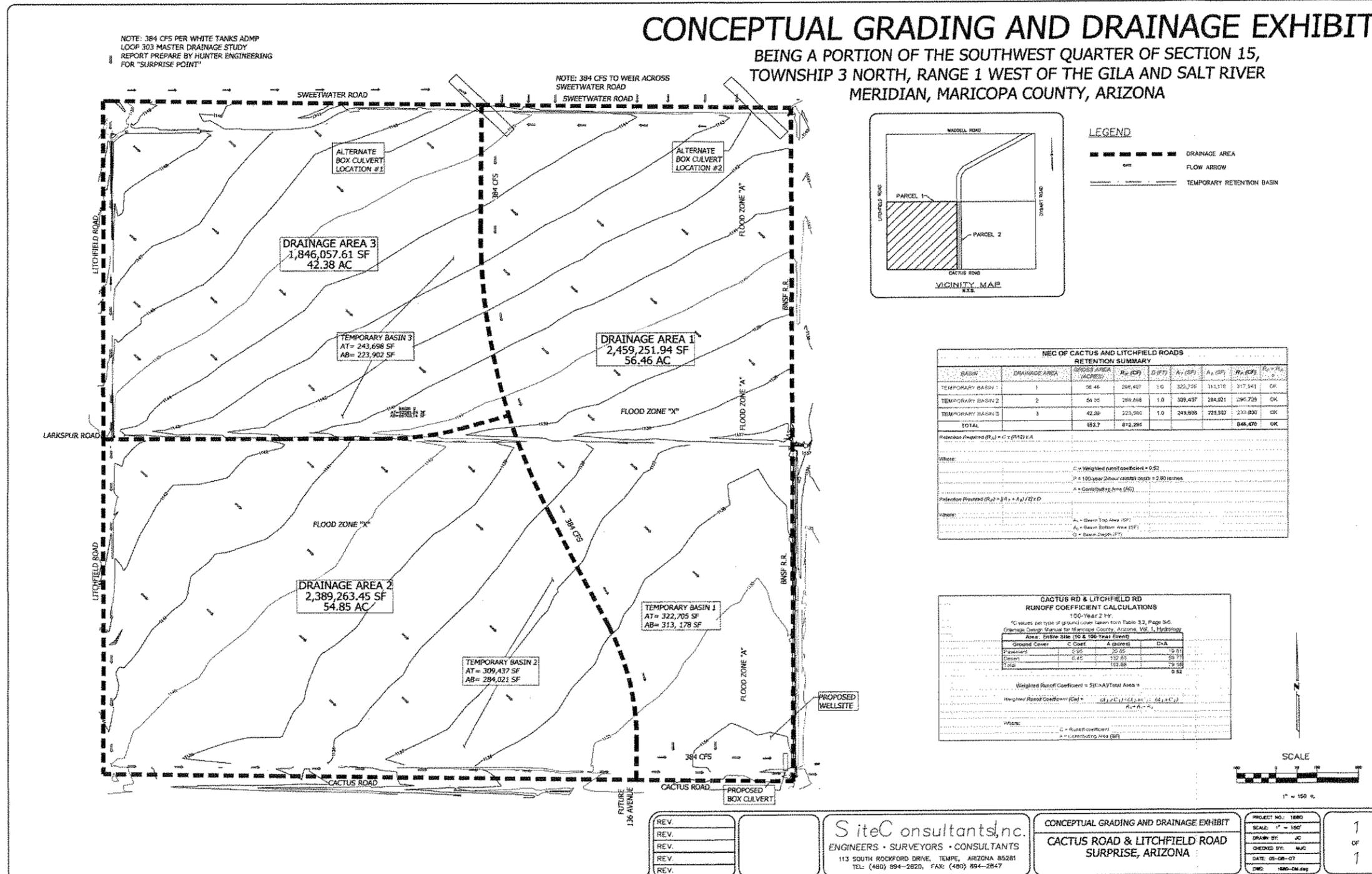
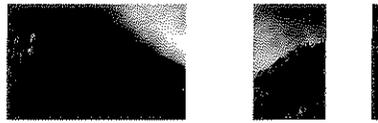


Figure II.1: Conceptual Drainage & Grading





12. Parking Plan

A. Site Ingress/Egress Locations

Ingress and egress locations for the overall site are as indicated on the preliminary conceptual site plan, Figure 6.1. Access to individual parking lots will be from one of the major internal roads. Driveway placement should be compatible with adjacent parcels.

B. Internal Traffic Circulation

Internal traffic circulation patterns are evaluated in Section 8, Circulation Plan. Specific layout of parking clusters on each lot will be per the City of Surprise Zoning Ordinance. If Areas A through E are subdivided into lots, shared access driveways into those smaller lots, as well as cross-circulation across these lots, would be appropriate and would provide clarity and ease of access for drivers.

C. Pedestrian Linkages

Pedestrian linkages will be based on the theory that connections are provided from the peripheral streets, onto the major internal roads, and onto each lot. Individual lot and area owners will be required to provide this linkage to meet the City's codes at the time of development unless modified by this PAD zoning document or superseded by a Development Agreement approved by the City Council. Within the Area A, pedestrian linkages will also be encouraged between lots of compatible use, in addition to access to the major internal road.

D. Proposed Landscape/Lighting/Signage

Parking lot landscaping and lighting shall be installed in accordance with the City's development agreement in the Design Guidelines Plan and the Streetscape Plan, as applicable at the time of development.

E. Loading/Unloading Areas

Loading and unloading areas shall be designed and screened per the City of Surprise Zoning Ordinance, however, nothing in this PAD or in the Zoning Ordinance shall disallow uncovered loading and unloading zones in all the areas of the Commerce Park. See further design recommendations for loading and unloading areas in Section 14.

F. Compliance

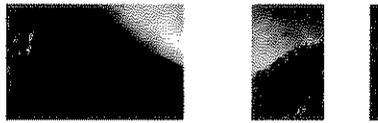
Parking stalls shall be a minimum of 9' by 18' and ninety degree parking shall be permitted throughout the Cactus Commerce Center.

Parking lot design within Cactus Commerce Center for commercial/retail areas, one space per 50 square feet of indoor public area, plus one space per 200 square feet of outdoor serving (patio) area.

For Retail store and service establishments, one space per 250 square feet of floor area.

For offices (except medical and dental) 0-5,000 square feet, minimum of four spaces and four spaces per 1,000 square feet. For floor areas 5,000-20,000 square feet, three and one-half spaces per 1,000 square feet and for floor areas over 20,000 square feet, three spaces per 1,000 square feet. Medical or dental offices will provide four spaces for each doctor or dentist plus one for each employee.

For the industrial areas, one space per 450 square feet of floor area, plus one space for each company-owned truck if not stored within the building. Warehouse, storage of bulk goods, one space per 1,000 square feet of floor area devoted to storage of goods, plus one space for each employee on maximum shift, plus one space for each company truck not stored inside the building, plus appropriate spaces to support accessory office or retail sales facilities, subject to the office and/or retail sales parking requirements.



13. Landscape Plan

The landscaping plan within the PAD that complements the themes set forth in the Design Guidelines Section of this report, while also conforming to all City of Surprise ordinances in place at the time of development unless modified by this PAD zoning document or superseded by a Development Agreement approved by the City Council. Streetscape and onsite plantings will be within the design guidelines at the time of development. Reclaimed water will be utilized to irrigate landscape.

G. Identification of Existing Vegetation

Existing vegetation on-site is not native, nor is it considered significant. Preservation of any existing vegetation is not planned as part of this project.

H. Washes/Retention Areas or Utility Corridors

Retention areas and a 75' drainage easement running north-south on the east side of the main interior access road are planned to coordinate with the landscape theme for the project, further described below. Focal Point elements are proposed within the drainage easement, as indicated on the conceptual landscape plan, Figure 13.1, and further detailed on Figure 13.2

I. Common Recreation

Throughout Cactus Commerce Center, the landscaping theme will be carried into common open spaces in areas which can be enjoyed by pedestrians, Commerce Park employees, and neighbors. Bike racks will be provided. As indicated on the conceptual landscape plan, Figure 13.1, the following types of common areas will be provided:

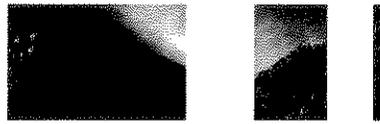
Focal Point Elements: These areas will be located along the east side of the north-south access road, within the drainage easement. Key features include benches with shade cover, pedestrian-scale paving, and a focal feature to draw attention to the location. See Figure 13.2.

Entry Monuments: The three areas shown on the conceptual landscape plan, Figure 13.1, are further described in Section 9. The landscape at these areas will serve the dual purpose of coordinating the on-site theme with the streetscape theme, while at the same time demarcating the entry point of the Park and creating a sense of place. See Figure 13.3 for a proposed design for these areas.

Pedestrian-friendly intersections: At what will likely be the busiest intersections within Cactus Commerce Center, pedestrian-friendly paving patterns and crosswalks are proposed as shown on Figure 13.4. Particularly in consideration of the scale of proposed uses within the park, it is important to remember that the pedestrian must feel safe and be easily able to transverse the project. Providing pedestrian-scale paving and reducing the scale of the intersection at crosswalks will provide pedestrian comfort. In addition, the pedestrian-scale paving will serve as a reminder to drivers to slow speed and proceed with caution.

J. Buffers and Setbacks

The site is bounded by thoroughfares on the south and west sides, and the BNSF railroad on the east side. To the north and east are planned projects including C-2, I-1 and I-2 uses. Of these four adjacent uses, the only applicable buffer zone will be the 80' easement for BNSF railroad on the far eastern edge of the property. Negotiations with the Railroad are already proceeding, and buffering along this easement will be provided by meeting the most salient requirements of the



Railroad and the City of Surprise. Height, area, and setback limitations for each area of the Commerce Park will fall within those agreed to by the City in the 1991 Development Agreement for this property as noted in the Design Guideline Plan.

K. Streetscape

The landscape theme shall tie Cactus Commerce Center into the overall landscape theme adopted by the City of Surprise. The streetscape plan includes the use of Evergreen Elms and Desert Museum Palo Verde Trees along the street frontage, and Southern Live Oaks in any parkway medians. The balance of the landscape materials prescribed for shrubs, groundcovers and accents are selected from the Arizona Department of Water Resources low water use plant list for the Phoenix Active Management Area (Phoenix AMA) and will be irrigated with reclaimed water. The streetscape proposed for the balance of the development shall select plant material from the Master Plant Schedule, listed in Figure 13.5. In order to create a uniform appearance throughout the development. The streetscape will reflect the overall landscape theme for the development. The goal of the street frontage is to unify the development with its surroundings, while providing safety and comfort for pedestrians. The size and quantity of plant materials for the streetscape and on-site plantings shall conform to those standards set forth in the City of Surprises' "Planning and Design Guidelines".

L. Maintenance

Excluding the three areas indicated as project entry monument spaces (called out on the conceptual landscape plan, Figure 13.1, and further detailed on Figure 13.3), all landscape improvements shall occur with the development of each lot. Any landscape improvements installed prior to the development of individual lots shall occur at the discretion of the developer, who shall assume the maintenance responsibility until the lot is sold.

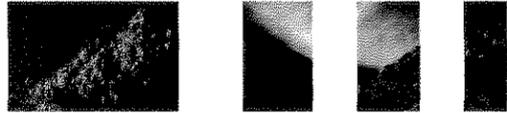
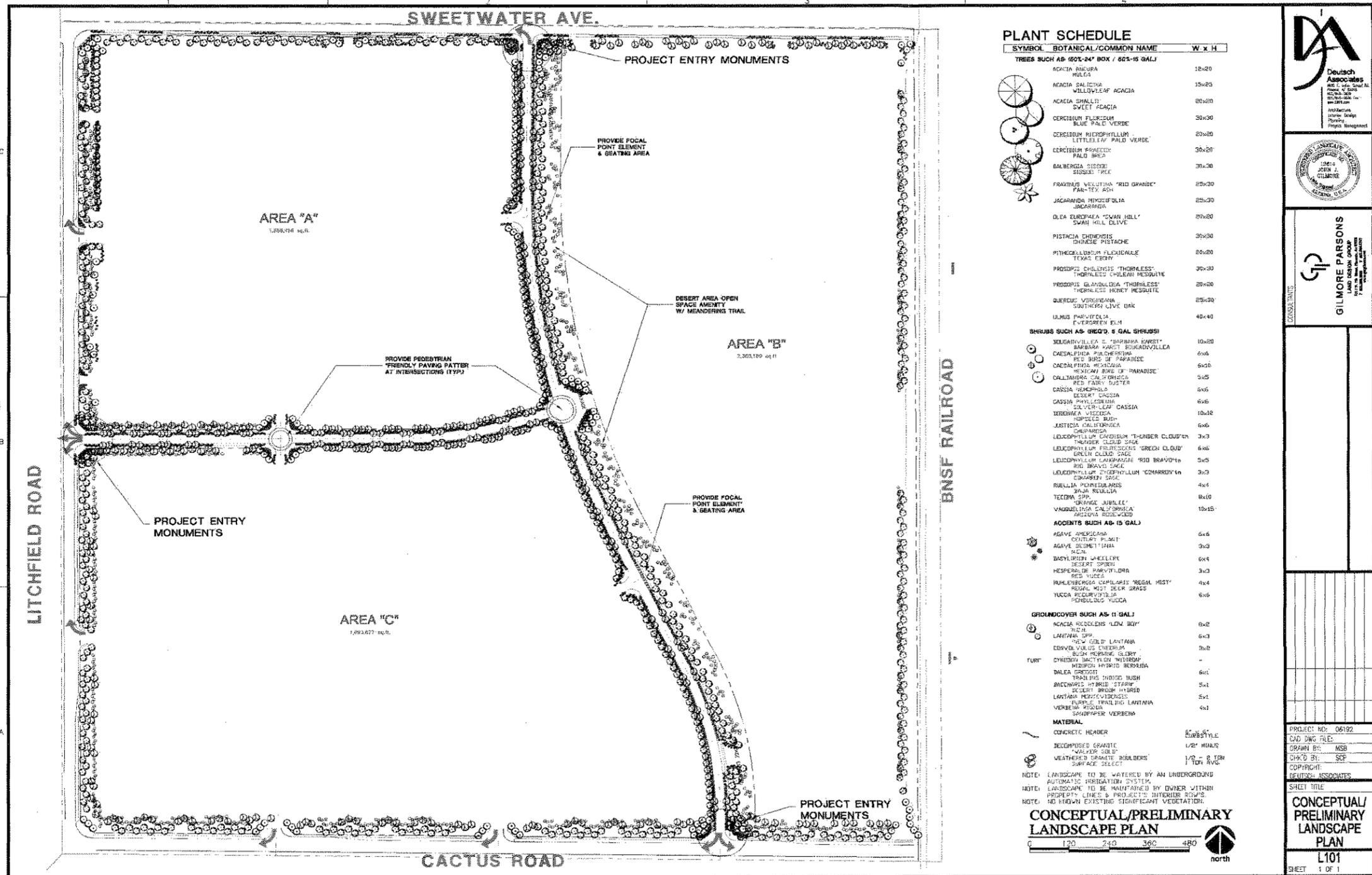


Figure 13.1: Conceptual Preliminary Landscape Plan



PLANT SCHEDULE

SYMBOL BOTANICAL/Common Name W x H

SYMBOL	BOTANICAL/Common Name	W x H
TREES SUCH AS 60"-24" BOX / 60"-15 GAL		
	ACACIA ANICURA	18x20
	ACACIA SALICINA	15x20
	VILLOWLEAF ACACIA	20x20
	ACACIA SMALL	20x30
	SWEET ACACIA	20x20
	CECIDIUM FLUSCUM	20x20
	BLUE PALE VERDE	20x20
	CECIDIUM MICROPHYLLUM	20x20
	LITTLE LEAF PALE VERDE	36x20
	CECIDIUM PROSECTUM	36x20
	PALE BIRD	36x20
	BALBENGA SISSOO	36x30
	SISSOO TREE	25x30
	FRAXINUS VELUTINA "RED GRAPE"	25x30
	FAH-TEX ASH	25x30
	JACARANDA MIMOSIFOLIA	25x30
	JACARANDA	20x20
	OLEA EUROPAEA "SWAN HILL"	20x20
	SWAN HILL OLIVE	20x20
	PISTACIA CHINENSIS	20x20
	CHINESE PISTACHE	20x20
	PHYCCELLOBIUM FLORESCENS	20x20
	TEXAS EBONY	20x20
	PROSOPIS CHALENSIS "THORNLESS"	20x20
	THORNLESS CHOLEAN MESQUITE	20x20
	PROSOPIS GLANDULOSA "THORNLESS"	20x20
	THORNLESS HORNY MESQUITE	20x20
	QUERCUS VERUCERANA	25x30
	SOUTHERN LIVE OAK	40x40
	ULMUS PARVIFOLIA	40x40
	EVERGREEN ELM	
BUSHES SUCH AS 60"-0" & GAL SHRUBS		
	NEOLIGNIVILLEA S. "BARBARA KAPRI"	10x20
	BARBARA KAPRI SERRAVALLEA	6x6
	CAESALPINA PULCHERRIMA	6x6
	RED BIRD OF PARADISE	6x6
	CAESALPINA MEXICANA	6x6
	MEXICAN BIRD OF PARADISE	5x5
	CALLITRIS CALIFORNICA	6x6
	RED FAIRY DUSTER	6x6
	CASSIA DESERT CASSIA	6x6
	DESERT CASSIA	6x6
	CASSIA PHYLLOCLADA	6x6
	OLIVE-LEAF CASSIA	10x12
	HEBONIA VISCOSA	6x6
	"HONEY BUSH"	6x6
	JUSTICIA CALIFORNICA	3x3
	CHAMPAGNE	3x3
	LEUCOPHYLLUM CAESULEUM "UNDER CLOUDS"	6x6
	UNDER CLOUDS SAGE	6x6
	LEUCOPHYLLUM FRUTICOSUM "GREEN CLOUD"	6x6
	GREEN CLOUD SAGE	5x5
	LEUCOPHYLLUM LAMARCKIAE "RED BRAVO"	3x3
	RED BRAVO SAGE	3x3
	LEUCOPHYLLUM DIBOTRYLLUM "CHAMPAGNE"	4x4
	CHAMPAGNE SAGE	6x10
	RUELLIA PUNICARIA	6x10
	SAVA REVELLA	6x10
	TECOMA SPP.	10x15
	"ORANGE JUBILEE"	
	VANDUSSELIA CALIFORNICA	
	ARIZONA ROSEWOOD	
ACCENTS SUCH AS 15 GAL		
	AGAVE AMERICANA	6x6
	CELESTINE PLANT	3x3
	AGAVE DECORATIVA	3x3
	AGAVE	6x4
	BASILICUM LANCEOLATUM	3x3
	DESERT SPURGE	3x3
	HEPHERDIA PARVIFLORA	4x4
	RED YUCCA	4x4
	PALEONERPA COMPLANATA "RED MIST"	4x4
	RED MIST	6x6
	YUCCA RECURVIFOLIA	
	PSORALEA YUCCA	
GROUNDCOVER SUCH AS 11 GAL		
	ACACIA REDDENS "LOW BOY"	6x2
	7011	6x3
	LANTANA SPP.	3x2
	EDYALVULUS CHEIRIDON	-
	BUSH MORNING GLORY	-
	CYRINDRUM BACTYLOID "MIDBUSH"	6x1
	MIDBUSH HYBRID BUSH	5x1
	DALEA GRECOI	5x1
	TRAILING MIDBUSH BUSH	5x1
	ACONITIS HYBRID STAFF	5x1
	DESERT MIDBUSH HYBRID	5x1
	LANTANA HYBRID	6x1
	VERBENA SPECIOSA	
	SANDPAPER VERBENA	
MATERIAL		
	CONCRETE HEADER	6" x 6" STYLE
	RECOMPOSED GRANITE	1/2" MOUNT
	"VALLEY GRASS"	1/2" - 8 1/4"
	WEATHERED GRANITE CURBS	1/2" - 8 1/4"
	SURFACE SELECT	1" TOP AVG

CONCEPTUAL/PRELIMINARY LANDSCAPE PLAN



DA
Deutch Associates
400 E. 1st St. Suite 400
Phoenix, AZ 85004
Tel: 602.254.1100
Fax: 602.254.1101
www.deutch.com

GILMORE PARSONS
LAND DESIGN GROUP
1000 N. CENTRAL EXPRESSWAY
SUITE 1000
PHOENIX, AZ 85004
TEL: 602.254.1100

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CONCEPTUAL/PRELIMINARY LANDSCAPE PLAN
L101
SHEET 1 OF 1

06192-VALENTINE



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Figure 13.2: Focal Point Element

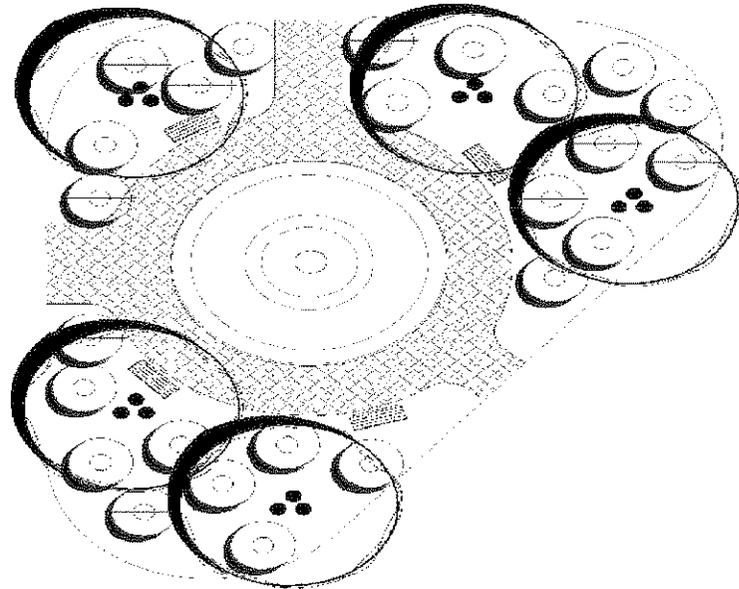
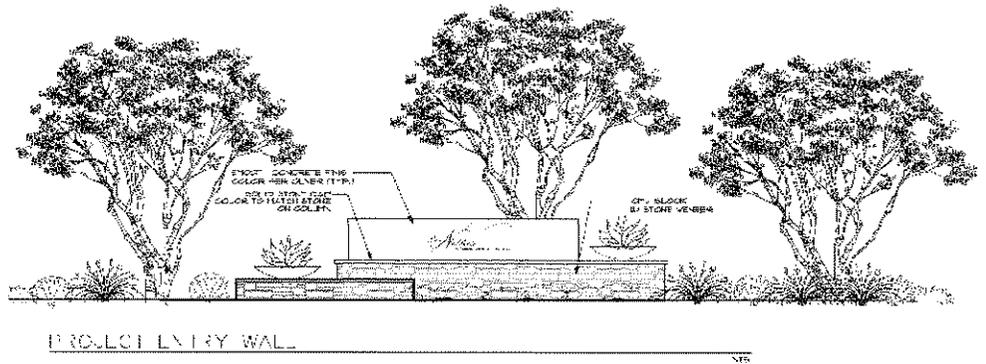


Figure 13.3: Entry



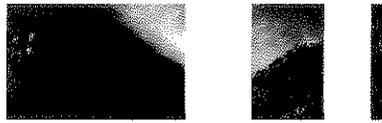
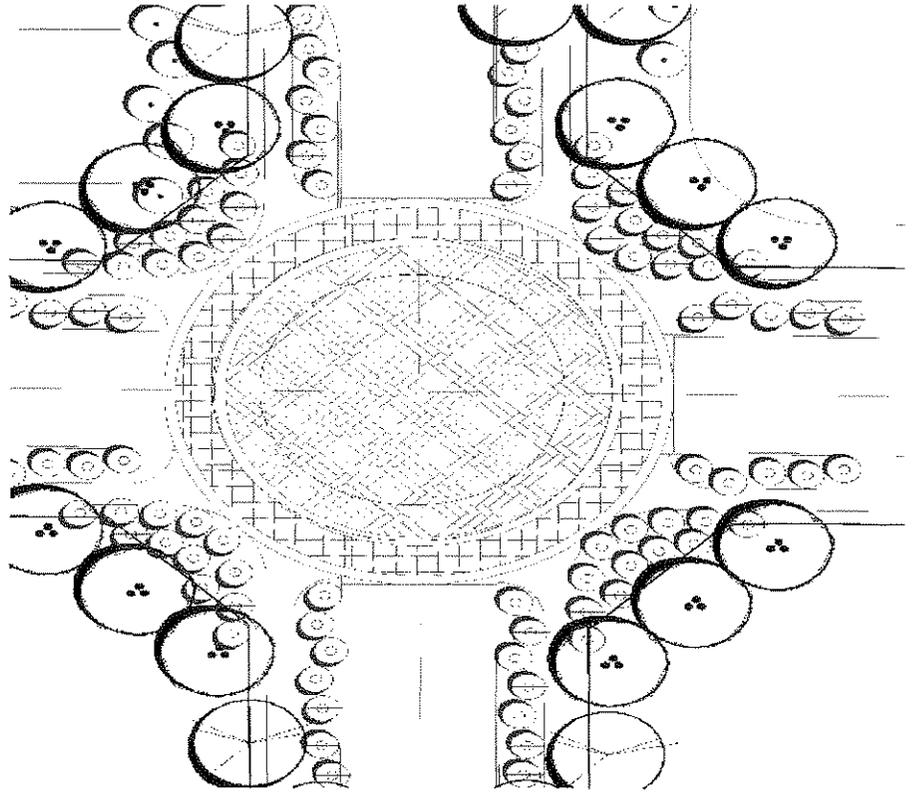


Figure 13.4: Paving Example





Commerce Center

Figure 13.5: Master Plant Schedule



BOTANICAL NAME COMMON NAME

---Trees---

Acacia Spp.	Acacia (Varieties)
Cercidium Spp.	Palo Verde (Varieties)
Caesalpinea Cacalaco	Cascalote
Chilopsis Linearis	Desert Willow (Varieties)
Dalbergia Sissoo	Sissoo Tree
Lysiloma Spp.	Feather Tree (Varieties)
Olneya Tesota	Ironwood
Pistacia Spp.	Pistachio (Varieties)
Pithecellobium Flexicaule	Texas Ebony (Varieties)
Prosopis Spp.	Mesquite (Varieties)
Ulmus Parvifolia	Evergreen Elm

---Shrubs---

Asclepias Spp.	Milkweed (Varieties)
Buddleia Spp.	Butterfly Bush (Varieties)
Caesalpinia Spp.	Bird Of Paradise (Varieties)
Cassia Spp.	Cassia (Varieties)
Calliandra Spp.	Fairy Duster (Varieties)
Cordia Spp.	Cordia (Varieties)
Dalea Spp.	Dalea (Varieties)
Dodonaea Spp.	Hopseed Bush (Varieties)
Eremophila Spp.	Emu Bush (Varieties)
Justicia Spp.	Justicia (Varieties)
Larrea Tridentata	Creosote Bush
Leucophyllum Spp.	Texas Ranger (Varieties)
Nerium Oleander	Dwarf Oleander (Varieties)
Pittosporum Spp.	Pittosporum (Varieties)
Raphiolepis Spp.	Raphiolepis (Varieties)
Ruellia Spp.	Ruellia (Varieties)
Salvia Spp.	Salvia (Varieties)
Tecoma Spp.	Yellow Bells (Varieties)

---Accents---

Agave Spp.	Agave (Varieties)
Aloe Spp.	Aloe (Varieties)
Bougainvilla Spp.	Bougainvilla (Varieties)
Carnegieia Gigantea	Saguaro
Cereus Spp.	Cereus (Varieties)
Dasyliirion Spp.	Desert Spoon (Varieties)
Euphorbia Spp.	Euphorbia (Varieties)
Ferocactus Spp.	Barrel Cactus (Varieties)
Fouquieria Splendens	Ocotillo
Echinocactus Grusonii	Golden Barrel
Echinocereus Spp.	Hedgehog (Varieties)



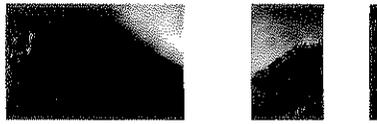


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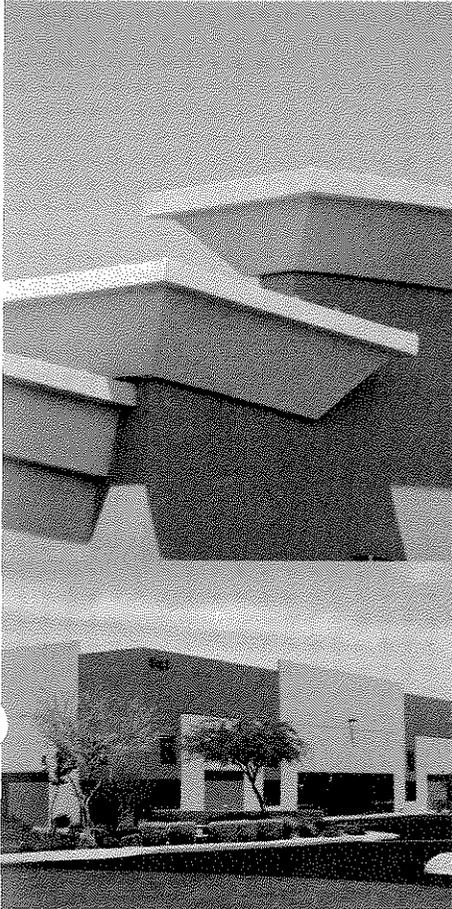
Figure 13.5: Master Plant Schedule (continued)

BOTANICAL NAME	COMMON NAME
Hesperaloe Spp.	Yucca (Varieties)
Muhlenbergia Spp.	Deer Grass (Varieties)
Nolina Spp.	Bear Grass (Varieties)
Opuntia Spp.	Prickly Pear (Varieties)
Penstemon Spp.	Penstemon (Varieties)
Yucca Spp.	Yucca (Varieties)
---Groundcover---	
Acacia Spp	Trailing Acacia
Baileya Multiradiata	Desert Marigold
Baccharis Spp.	Baccharis (Dwarf Varieties)
Cynodon Dactylon	Mid-iron Bermuda
Dalea Spp.	Trailing Indigo Bush (Varieties)
Lantana Spp.	Lantana (Varieties)
Rosmarinus Spp.	Rosemary (Varieties)
Verbena Spp.	Verbena (Varieties)





14. Design Guideline Plan



The best designs start with what already exists in nature. This insight applies to the design and selection of colors, forms and textures which comprise Cactus Commerce Center. Architectural Design-Expressive timeless but with an element appropriate to the time of construction to assure a rich weave to contemporary southwest architecture that reflects a timeless design respectful of the central Arizona desert climate. Using four-sided architectural design, quality materials and professional workmanship shall be incorporated into each facade. The common architectural theme encourages an individual expression while creating a cohesive, distinctive personality that identifies Cactus Commerce Center in the marketplace.

Buildings located within Cactus Commerce Center will be encouraged to express themselves individually within the framework of these guidelines through the architectural interpretation of contemporary Southwest design of their facilities.

All architectural features shall appear as an integral part of the overall design, and building masses should be part of a strong design concept. Distinct masses should be visible in each elevation and each mass should be distinguished by vertical and horizontal offsets where functionally allowed.

Contemporary southwest architectural vocabulary with deep shaded overhangs, deep-set fenestration, and rich texturing of façade materials are encouraged. Building masses are to be simple in form and strong in geometry. Variations in the roof height and profile are to be used with discretion to conceal mechanical equipment.

Facade components shall be expressed to establish human scale building design. Compositions that emphasize floor lines or express a rhythm/pattern of openings are encouraged.

Building materials shall be contemporary in interpretation of the images of Contemporary Southwest to enhance the architectural image. Textured surfaces and matte finishes are encouraged to create visual interest. The following building materials are permitted within the Cactus Commerce Center:

- Tilt-up, poured in place, or precast concrete with stained or painted finishes, exposed aggregate, and/or architectural relief.
- Brick, concrete block (textured, split-face, ground-face or sandblasted), natural stone, cultured stone, and colored tile.
- Metal or steel buildings with exterior accent treatments to be cohesive with the framework of these design standards.
- Stucco, Dryvit, GFRC and all EIFS systems patterned with reveals to break up large expansive surfaces.
- Metal, fabric, and similar materials are encouraged as an accent material.

High Performance Low-E and tinted glass are encouraged. Reflective glass is limited to an outside daylight reflective factor of 30 percent or less. Highly reflective or mirror glass is prohibited.

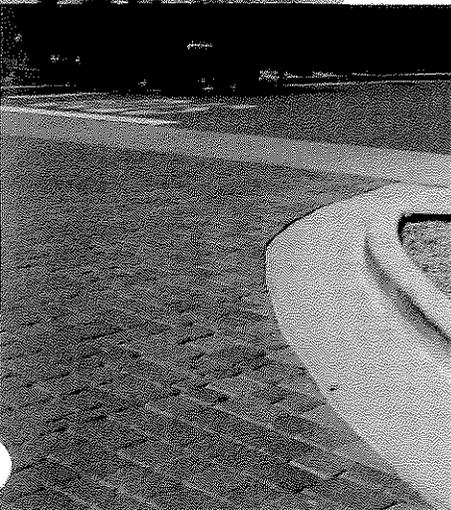
All elevations of a building shall incorporate similar related materials, textures, details and colors.

Rooftops shall be considered important design elements as viewed from a variety of vantage points (at grade, from other buildings and adjacent properties).

Offsets or change of roof planes are required to provide visual relief. A mix of slope roof and flat roof forms are encouraged.

Cactus

Commerce Center



Flat roofs shall be finished with tones that complement the buildings' color pallet. Foam with protective/reflective coating is acceptable on flat roofs.

Awnings, windows and entrances are encouraged, and shall be comprised of consistent form, material, color, and mounting arrangement for structures utilized on one or more buildings. Awnings shall be canvas, cloth materials, or metal forms. Color of awnings shall complement the character.

A. Typical Design Themes, Styles, Unifying Elements

We envision this Park as a commercial interpretation of the timeless quality of contemporary architecture. It invokes tangible and intangible qualities to create the timeless quality and magnetism essential in achieving a place of destination. Strong forms and spaces create the genuine effects that understand the human scale required by this style. Elements which create a timeless contemporary style include ground level and second level plazas, towers, trellises, covered walks, gardens, mixtures of roof styles, ornamental features and the softness of building materials and architecture which establishes an inside to outside relationship and encourages the creation of outdoor gathering spaces.

B. Characteristic Detail Design Treatments

There is no emphasis on a specific building style or design; rather the images that follow are evocative of timeless contemporary design. The photographic images contained herein are not meant to illustrate the accepted solutions, but rather emphasize the pursuit of texture, ornament, variety, shade, shadow and materials all with a sense of the overall theme. The warmth and expressions portrayed in the following illustrations are to be used as inspiration only, not as actual designs to be developed.

C. Typical Development Walkway Designs and Treatments

Grading, berming and landscaping will assist in transitioning the buildings into the pedestrian environment while also serving to screen refuse storage and truck loading areas.

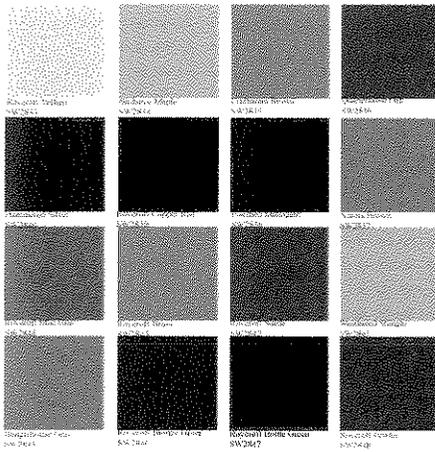
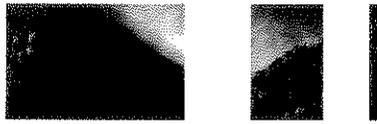
The character of the development will be developed through attention to three facets; linkages; a timeless contemporary southwestern design style and design excellence.

- 1) Linkages: Street trees, entrance feature materials and textures, paving materials and a host of simple background buildings that blend the commercial areas.
- 2) Timeless contemporary southwestern design style includes recognizable images with a strong sense of place. Ornamental features, covered walks, towers, ground level and second story plazas.
- 3) Design Excellence requires the use of strong forms and spaces essential to the staying power and magnetism of greatness. Innovative use of materials and colors, bold expressions, rich in metaphorical references to the past.

Massing & Detailing

Windows are strong architectural features that create relief in the building facades, grouped into recessed areas or bordered by projections which provide a shadow pattern and reduce reflection while providing protection from the harshness of the sun. The style and pattern of the windows should be consistent along all sides of the buildings

Cactus Commerce Center



Color

Cactus Commerce Center seeks to create structures which blend into the entire development. During the development of each phase, several considerations will be kept at the forefront to establish a cohesive link within the development: 1) Color is affected by architectural design. A flat or plain surface will read lighter than a facade, which incorporates several articulations, creating shade and shadow; 2) Color is affected by related surroundings. The first phases may be judged differently than the later structures, as they will be required to relate to the earlier buildings and adjacencies. 3) Prominent buildings, or special features of building may require a greater intensity in color, providing the focal points that will serve as the visual links across the Cactus Commerce Center's project.

The paint samples that have been provided are not to infer the omission of a manufacturer but rather to display the range of color that is anticipated within Cactus Commerce Center. The colors chosen indicate the range of LRV level (25 -60) and have been provided to indicate the spectrum of color envisioned for Cactus Commerce Center.

To assure the Park enhances the overall area with a cohesive, attractive, and appropriate architectural statement, we propose a unified design theme as outlined in this Application. To achieve this, we propose the following design guidelines apply to all land use categories. The guidelines provided in this document are not absolute, but are general statements aimed at setting forth the expectations of the developer and the City. In addition to these guidelines, the project shall be consistent with the City's development agreement in the Design Guidelines Plan and Streetscape Plan.

Landscape buffers will be designed for the street edges and to emphasis the points of entry into the development.

Sidewalks shall link all commercial uses within the retail commercial areas. Sidewalks shall connect to the perimeter path systems as well as the internal Cactus Commerce Center Street network. Identify crosswalks with changes in paving materials, signs or paint striping.

Service entrance and loading docks should use a common area to mitigate the impacts and to mitigate the circulation of service vehicles.

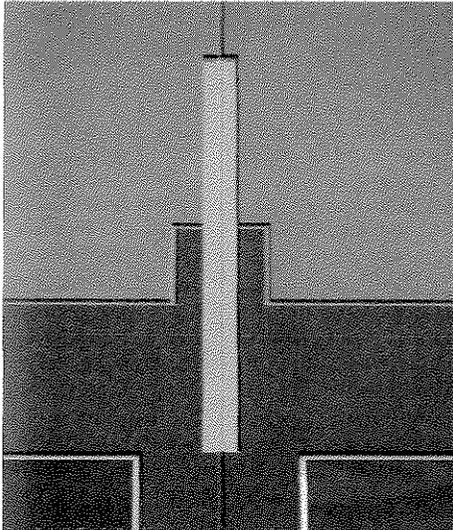
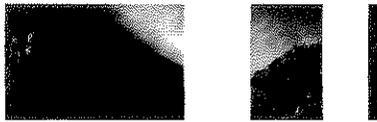
Overall continuity of pedestrian movements and active shopping, eating, and sitting areas should be encouraged. Avoid long distances between buildings. Maintain a pedestrian scale, especially at the ground level.

Given the magnitude of the Cactus Commerce Center, all facades of the buildings should incorporate elements of the design style. However, in areas where buildings will or are planned to expand, simple relief will be used. This may include various types of architectural techniques such as an EIFS relief, a wainscot system, change in material or color on the surface that will be expanded (where one phase meets another change in material or color will add interest).

We envision buildings designed to respond to the harsh southwest climate and oriented to recognize the value of appropriate landscaping and cooling requirements in harmony with the environment. Human scale massing and proportions should complement the buildings' function and the design should be harmonious with adjoining developments.



Cactus Commerce Center



Canopies, arcades, and overhangs should be designed to create places of refuge for pedestrians and to create interest within the building design.

Mechanical and electrical equipment shall be concealed in a method that the enclosure is an integral part of the total building design. Loading, storage, and trash areas shall be similarly enclosed or screened from public view.

The building heights established within the Cactus Commerce Center shall be no more than 100 feet with 1:1 setbacks. Setbacks are intended to maintain a sense of continuity with adjacent buildings and to contribute to the development of a quality commercial environment.

	Building				Height	Parking			
	Front	Rear	Side	Corner		Front	Rear	Side	Corner
Employment District	35'-0"	15'-0"	15'-0"	25'-0"	100'-0"	10'-0"	3'-0"	3'-0"	10'-0"

Minimum building and parking setbacks have been established to provide an enhanced visual environment and safety of motorists and pedestrians.

Parking structures shall conform to the same building setback requirements.

Storage, refuse containers, services and loading areas shall be substantially screened from primary lines of site. (E.g., freeways, streets, primary entry drives and common amenity areas).

All storage cartons, containers, materials and equipment shall be contained within a building or screened by a decorative masonry wall.

Provisions shall be made for necessary vehicle loading for each building. On-street loading is only allowed within the Retail part of the development.

Service areas and loading docks shall be recessed and substantially screened by decorative masonry walls, berms, landscaping or a combination of these to limit visibility from the street.

All outdoor enclosures shall be made of durable materials that are complementary in finish and color to the adjacent main buildings.

Mechanical Equipment: Building parapets shall be higher than the height of the mechanical equipment and ductwork to prevent separate roof-mounted screening devices. Roof mounted mechanical units shall be painted to match the roof/building color.

Store fronts and entrances should relate to pedestrian movements and parking whenever possible. Outdoor activities such as outdoor dining and seating areas shall be encouraged in the employment district.

D. Sign Design Themes and General Locations

Signage themes should support the individual entities within the development by providing adequate identification and information, a good visual environment, and promoting traffic safety, yet utilize materials to integrate with the overall design of the development.



Further, we propose the signage package be regulated to the extent necessary to be consistent with the purpose and intent of the sign requirements. Unless otherwise modified by this document or superseded by a Development Agreement approved by the City Council, signs shall be regulated and installed by the current applicable City of Surprise Municipal Code. In the event any provisions of this document conflicts with a provision of the City of Surprise Municipal Code, the provision within this document shall govern and control unless waived by the property owner.

A. Wall, Fascia, Mansard, and Parapet Signs.

1. General

- a. Wall, fascia, mansard and parapet signs are allowed only on the exterior elevation of the space occupied by the business.
- b. Wall, fascia, mansard or parapet signs may identify the individual businesses, building complex, or center, by name, and may identify up to three principal services when the name alone does not identify the general nature of the business.
- c. Any wall, fascia, mansard or parapet sign may include the street address, but shall not include advertising copy.

2. Aggregate Sign Area Allowed

- a. The maximum aggregate sign area is one square foot of signage for each linear foot of the business wall elevation. If the wall on which the sign is placed is two hundred (200) or more feet from any public right-of-way, the maximum aggregate sign area shall increase to one and one-half (1 1/2) square feet of sign area for each linear foot of building wall elevation. The total aggregate, area excluding all freestanding signage, shall not exceed 300 square feet and the maximum area of any one face shall not exceed 200 square feet. Businesses that share a building structure and do not have a designated leased/owned frontage shall be considered one business for the purpose of determining total aggregate area of street graphics.

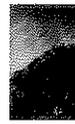
B. Freestanding Signs

1. General

- a. Freestanding signs are permitted.
- b. The base of any freestanding sign shall have an aggregate width at least fifty percent of the width of the sign.
- c. Any freestanding sign shall not include any advertising copy.
- d. Any freestanding sign must include the number of the street address, but the area of these numerals shall not be included in calculating the allowed sign area.
- e. Any freestanding sign in a multi-tenant complex or shopping center, may advertise a business on a different parcel than the sign's location provided both parcels are a part of the same complex or center.

2. Maximum Number and Height of Signs Allowed.

- a. One freestanding sign shall be permitted for every 300' of a subject parcel's or multiple tenant complex's street frontage. On parcels with multiple street frontages, the signage for each street shall be calculated separately.



- b. Regardless of frontage width, a minimum of one freestanding sign is allowed per frontage.
 - c. The freestanding sign shall not exceed a height of ten feet.
3. Aggregate Sign Area Allowed.
- a. Freestanding Signs for Multiple Tenant Complexes.
 - i) The maximum sign area allowed for a freestanding sign in a multiple tenant complex is forty-eight square feet on parcels up to twenty acres and sixty square feet on parcels over twenty acres.
 - b. Freestanding Signs for Single Tenant Buildings.
 - i) The maximum sign area allowed for a freestanding sign for a single tenant building is twenty-four square feet on parcels up to two acres and thirty-six square feet on parcels over two acres.
- C. Identification of Tenants in a Multiple Tenant Complex.
- 1. Any freestanding sign within the multi-tenant building or shopping center may identify the name of the building, complex, or center and the names of tenants within the complex. The square footage of the name of the building, complex, or center shall not be included in calculating the allowed sign area.
- D. Special Provisions
- 1. Directional Signs.
 - a. Directional signs when required to assist the flow of traffic are permitted, but shall not exceed six square feet in area or three feet in height. Such sign may include business identification by word or symbol on up to twenty-five percent of the sign area.
 - 2. Directory Signs.
 - a. Directory signs when required to identify the location of the various buildings or businesses located within the center or complex are permitted as follows;
 - i) Each directory sign may be illuminated with a maximum area of eighteen square feet and a maximum height of six feet.
 - ii) The number and location of the signs must be approved by the Community Development Director or designee.
 - 3. Gasoline Service Stations
 - a. Freestanding Signs
 - i) When located in a multi-tenant complex or shopping center, each gasoline service station shall be allowed its own free-standing signage in addition to the complex or center's freestanding signs. One per right of way frontage and up to two total signs shall be permitted with a maximum signage area of 24 square feet each with a maximum height of 6 feet.
 - ii) 75% of the allowable sign area may be used to identify the current price of gas being sold.
 - b. Canopy signs
 - i) Such signs shall identify the business only.
 - ii) The maximum number of signs per canopy shall be 4.



iii) The maximum signage area for any one canopy sign shall not exceed 6 square feet.

4. Drive-Thru Menu Boards.

- a. A maximum of two menu boards are permitted per business. Such signs may be freestanding or wall mounted.
- b. The maximum aggregate area for a menu board shall not exceed forty-eight square feet.
- c. The maximum height shall not exceed eight feet.

E. Master sign program.

The master sign program is designed as a flexible procedure to allow signage which is appropriate to the character of the development, provides adequate identification and information, provides a good visual environment, promotes traffic safety, and which might otherwise not be permitted under the provisions of the City Code or those superseding provisions of this PAD Document.

1. Master Sign Program Criteria.

- a. Any request for approval of a master sign program shall be submitted on an official Administrative Permit application, and processed in accordance with section 17.36.090 of the City of Surprise Municipal Code.
- b. Any master sign program shall be evaluated based upon the following criteria:
- c. Placement.

All signs shall be placed where they are sufficiently visible and readable for their function. Factors to be considered shall include the purpose of the sign, its location relative to traffic movement and access points, site features, structures and sign orientation relative to viewing distances and viewing angles.

d. Quantity.

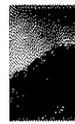
The number of signs that may be approved within any planned area development or multiple tenant complex shall be no greater than that required to provide project identification and entry signs, internal circulation and directional information to destinations and development sub-areas, and business identification. Factors to be considered shall include the size of the development, the number of development sub-areas, and the division or integration of sign functions.

e. Size.

All signs shall be no larger than necessary for visibility and readability. Factors to be considered in determining appropriate size shall include topography, volume of traffic, speed of traffic, visibility range, proximity of adjacent uses, amount of sign copy, placement of display (location and height), lettering style and presence of distractive influences.

f. Materials.

Sign materials shall be compatible with architectural and/or natural features of the project. This may be accomplished through similarity of materials for sign structures and faces, the use of complementary colors, similarity of architectural style, and/or the use of a consistent lettering style or copy.



E. Lighting Fixture Specifications

Site and building lighting need to fulfill the requirements for safety and to match the level of detail found in the architecture. Lighting level shall be appropriate for the use and limit the impact on adjacent developments and night sky considerations.

Since we propose this development include a wide variety of environments from commercial, to retail and industrial, lighting will play an important role in creating the ambiance for the Cactus Commerce Center. Lighting standards will minimize visual impact while addressing safety issues. Lighting fixtures shall be arranged and fully shielded to contain the spread of light on the site avoiding reflection onto adjacent property and streets.

Indirect light sources shall be utilized for the illumination of buildings and architectural features. Architectural lighting that articulates the building features and provides functional lighting for safety and pedestrian areas is encouraged.

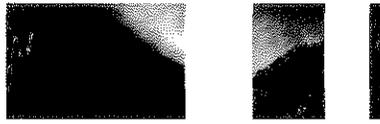
Service areas shall be illuminated with pole or wall mounted fixtures that project light downwards. Flood lights and wall-pack units are prohibited.

Paved parking and pedestrian areas shall maintain an illumination standard of 1.5 average foot-candles with a uniformity ratio of 12:1 max./min. Fixtures may be pole mounted at a maximum height of 30 feet. Illumination shall be provided with a maximum 175-watt metal halide lamp.

Exposed neon or gaseous light tubing and Tivoli lighting, is allowed in the retail employment districts. This style of lighting will be subject to design review approvals for all the other employment districts. All parking lot and pedestrian lighting shall comply with the City's dark sky ordinance.

F. Confirmation

We confirm that the Architectural Character of Cactus Commerce Center is Compatible with the surrounding neighborhoods.



15. Appendixes

- Appendix A. Traffic Study Performed by Lee Engineering, Inc.
- Appendix B. Due Dilligence Report performed by Site Consultants, Inc.
- Appendix C. City of Surprise Stipulations of Approval
- Appendix D. Conceptual Utilities Exhibit
- Appendix E. Luke Airforce Base Letter

February 6, 2008

City of Surprise
Engineering and Planning Department
12425 W. Bell Road, Suite D-100
Surprise, AZ 85374

RE: Valentine Reality Company Inc. Cactus Commerce Center

Cactus Commerce Center final PAD Comments / Stipulations:
SPECIAL STIPULATIONS

- F. Applicant will be required to construct a median strip on Cactus Road and participate in either constructing or landscaping a median strip on Litchfield Road.
Agreed
- G. Turn lanes shall be provided per the TIA.
Agreed
- H. Two 3" conduits will be provided along Litchfield Road as part of the projects half street Improvements, per the City of Surprise Traffic Detail T-112 with pull boxes at approximately 850'.
Agreed
- I. The following principal uses, as listed on page 10 of the PAD document, are to be removed: Railroad yard, shops and roundhouses; rock crushing; sand blasting; truck, bus and heavy equipment garages, dispatching and weighing stations; landfill; and, sewage disposal or treatment plant.
Agreed, Completed

If you have any questions regarding these responses please call me at (602)840-2929.

Prepared by
David Calcaterra
Project Manager

Attached: 4 Copies - Revised PAD Dated 2/6/08, Electronic PAD copy Dated 2/6/08.