

The Bridges

Planned Area Development

Prepared for:
5151 East, LLC
Eastbourne Investments Ltd.

February 2007
C9-06-32

Tucson, Arizona

vision



... an existing framework of endless possibilities ...

The Bridges Planned Area Development is....

a **gateway project** for the City of Tucson. The development is conveniently located along the Interstate 10 just minutes from Downtown and Tucson International Airport. This development will be a **destination** for residents and visitors of Tucson.



... convenience and unique shops ...

Project Synopsis—The Bridges PAD

The Bridges is a 350-acre master-planned mixed-use development with four principal land uses:

- Approximately 1,000,000 square feet of commercial/retail/office land uses and an approximately 350 room hotel, on 128.7 acres,
- A maximum of 1084 residential units consisting of single family attached homes, single family detached homes, and apartments, on 117.4 acres,
- A 53.5 acre research park associated with the University of Arizona, and
- 50.4 acres of open space and recreation areas.

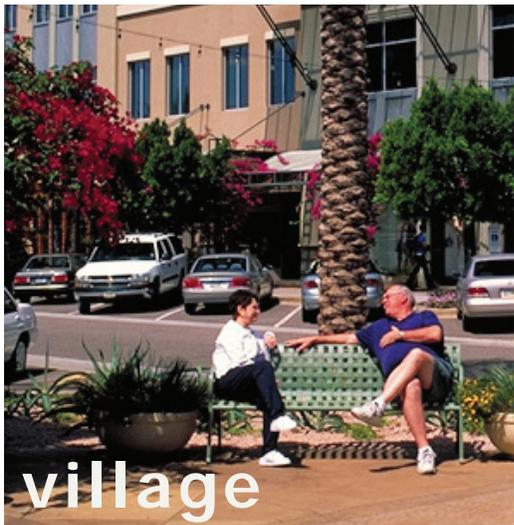
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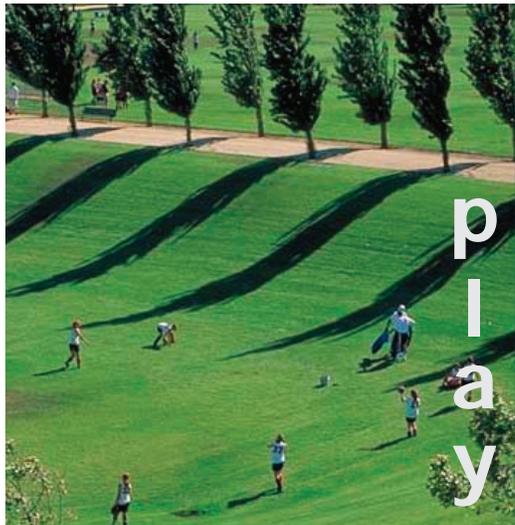
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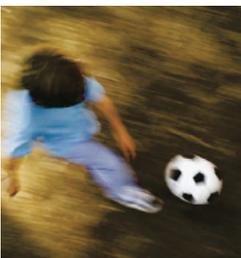


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... crafting an integrated community ...



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... continuing education ...

The Bridges PAD

Planned Area Development

Prepared for : **City of Tucson Development Services Department**
Public Works Building
201 North Stone Avenue
Tucson, Arizona 85701

Project Applicants : **5151 East, LLC c/o**
KB Home Tucson, Inc.
250 S. Craycroft Road, Suite 300
Tucson, Arizona 85711
(520) 918-6400

Eastbourne Investments Ltd.
300 International Drive, Suite 135
Williamsville, NY 14221
(716) 842-6054

Project Team : **Projects International, Inc.**
P.O. Box 64056
Tucson, AZ 85728
(520) 760-1976

Norris Design
418 North Toole Avenue
Tucson, AZ 85701
(520) 622-9565

Retail West Properties
199 N. Capitol Boulevard, Ste 301
Boise, Idaho 83702
(208) 331-0110

The Law Firm of Hatcher & Oden, P.L.C.
6969 E. Sunrise Drive, Suite 102
Tucson, Arizona 85750
(520) 615-1375

Wood/Patel & Associates, Inc.
1430 East Ft. Lowell Road, Suite 200
Tucson, Arizona 85719
(520) 325-7333

Contributor : **EDAW, Inc.**
455 North 3rd Street #272
Phoenix, AZ 85004
(602) 393-3791

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Section A: Introduction and Policy

A.1 FORWARD

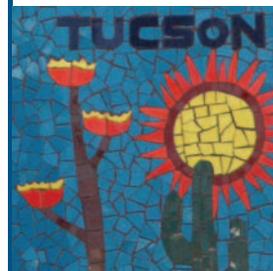
This document describes a project which will be the largest and most significant private in-fill effort in the history of Tucson. The development program will have immediate, tangible, and lasting impacts upon the localized neighborhood, the Tucson metropolitan area at large, and the entire Southern Arizona region.

The Bridges Planned Area Development (PAD) will create a unique, sustainable mixed-use community that integrally links functionality, economics, and aesthetics. The PAD will:

- Provide approximately 700 distinctive homes, featuring a variety of products and a range of price-points, to provide new housing opportunities to the local residents and the Tucson market at large,
- Create residential neighborhoods where parks, common open space, and regional multi-use trails are no more than a 5-minute walk from any doorstep,
- Provide one of the largest shopping and entertainment venues (approximately one million square feet) in the Southern Arizona region, to include national retailers and anchor stores, a national full-service discount grocer, complementary neighborhood stores and services, and a main-street style district comprised of specialty retailers, cafés and restaurants, and a multi-screen movie theatre.
- Integrate housing and commercial elements with the new Arizona Biosciences Park, a major University of Arizona (UA) research park intended to compete with the world's finest research institutions and to solidify UA's and Tucson's place as a leader in the global life sciences arena.
- Create significant employment opportunities, for local residents and the Tucson region at large, via the permanent jobs needed to support the aforementioned commercial center and research park. These jobs range from basic labor and services to management positions and academic appointments.

The PAD is notable for the following reasons:

- The Project's three individual land-use components all contribute markedly to each other's long-term viability: 1) the residential neighborhoods benefit



significantly from the close proximity of shopping and the potential jobs located there and in the research park; 2) the research park benefits from the adjacent housing supply (and the easy commute to/from same) and from the proximity of restaurants, specialty stores, and retail services for use by its support staff and researchers; and 3) the shopping center derives a substantial portion of its consumer market from the 700 new homes and from the research park's various public & private constituents.

- Residential neighborhoods will feature a mix of housing products with easy accessibility (both pedestrian and vehicular) to adjacent recreational amenities and to major shopping; resale opportunity and long-term neighborhood stability are thereby assured.
- The aforementioned housing mix is a perfect complement to the Arizona Biosciences Park, in that similar research parks around the world have established the keen importance of quality permanent housing immediately adjacent to such research institutions.
- The Project's central open space and trail corridor, together with a planned perimeter trail system and ancillary pedestrian connections through the respective residential, commercial, and research-park components, create a comprehensive framework for all pedestrian traffic throughout the project and provides a key foundational component for any live-work-play environment.
- The Arizona Biosciences Park represents the UA's long-term investment and commitment to growth in the global life sciences arena. This commitment is a key stabilizing economic element for not only the Project, but for the City of Tucson at large.

The benefits of The Bridges PAD to the local and regional stage are substantial: significant job growth, progressive and exciting commercial development, stable residential neighborhoods with a mix of housing styles and prices, and the further establishment of Tucson's reputation in the competitive emerging-biosciences arena. The above notwithstanding, the PAD will also bring a new life and prosperity to a currently under-developed area of the City and will significantly further the important revitalization which has begun there.

A.1.1 Rational For Use of Planned Area Development

The Bridges is a highly visible and significant project. As such, it will be developed under a PAD, allowing the project to provide alternative design regulations, and thereby exceed current design expectations. The PAD creates a zone that is flexible and compatible with the unique nature of The Bridges.

The PAD zoning district provides flexibility that is not available under traditional zoning, including:

- Customization of Development Standards to address items such as densities, product types, and setbacks that are unique to the project
- Flexibility in project phasing
- Formation of a Design Review Committee and self certification

A.2 INTRODUCTION

The Bridges PAD represents the largest single parcel of undeveloped land within the City of Tucson (City) core and, as such, comprises the largest and most significant infill project in the City's history. Until recently, this 350-acre parcel was held by the Sinclair Oil Corporation. Through the efforts of KB Home Tucson (KB Home), Eastbourne Investments Ltd. (Eastbourne) and UA, The Bridges PAD will serve as the catalyst to revitalize historical neighborhoods as well as create an exciting new venue that will benefit the City at large.

As a result of initial planning studies, it became clear that the property has the potential to deliver a mix of dynamic uses. KB Home will team with Lennar Homes to provide a diversity of housing products and styles. Eastbourne will develop 110 acres of major destination retail, bringing a wide variety of commercial services, entertainment, and dining venues to an area of the City that has been historically under-served in these important sectors.

The UA intends to construct a world-class research park facility. This park will enable UA to attract the best and brightest scientists, maintain its competitive edge in conducting leading-edge research in a variety of technology fields, while simultaneously attracting national and international companies to invest in, and benefit from, this work. A hotel, conference center, dormitory-style housing, and small-scale retail will also be integrated components of the UA research park and will fall under the same status that accrues to the UA by way of the rules which govern designated research parks.

The overall PAD land-use plan represents a mixed-use development with a live/work/play focus, in that the research park and destination retail will provide substantial employment centers, while the housing component provides a variety of residential products and styles to serve that employee population. It is envisioned that the existing neighborhoods and surrounding residents will also contribute significantly to the employment base of the new commercial and research-park components.

Beyond the functional and economic aspects of the Project, the planned recreational and open-space corridors that define the PAD will contain both active and passive recreational-use areas, as well as an extensive system of public multi-use trails that not only function internally, but which also link to the larger regional trail system and public recreational facility network that is already in-place in the area.

While comprised of distinct and diverse uses, it is the intent of this PAD to achieve a fully integrated project from both design and functional standpoints. Architecture will be encouraged to be distinctive and bold within the respective commercial, research park, and housing elements. A formal Design Review Committee (DRC) will be established in conjunction with this PAD and is described more fully in Section C.6 of this document. The DRC's review will

include an evaluation of building design themes, color & material palettes, massing, and the manner in which the proposed architecture respects and furthers the character of Tucson.

A common design theme shall prevail amongst the infrastructure elements which link the PAD's individual components. Specifically, these infrastructure elements include public streetscapes and cross-sections, paving materials, street furniture, landscaping, lighting, signage, and art/sculpture. The guiding theme of these elements will be generally described both graphically and textually, within this document, with the understanding the detailed design guidelines will be ultimately approved by the PAD's DRC.

This PAD document is organized into three major sections:

- **Section A: Introduction and Policy**

This section outlines the overall project goals for the property and its conformance with previous governing documents.

- **Section B: Site Analysis**

This section addresses the specific existing site conditions as well as the surrounding neighborhood and community assets.

- **Section C: PAD District Proposal**

This section outlines the specific development of the property.

As active members of the Tucson community, KB Home and its development partners are committed to realizing the development of this highly visible and extremely important property.

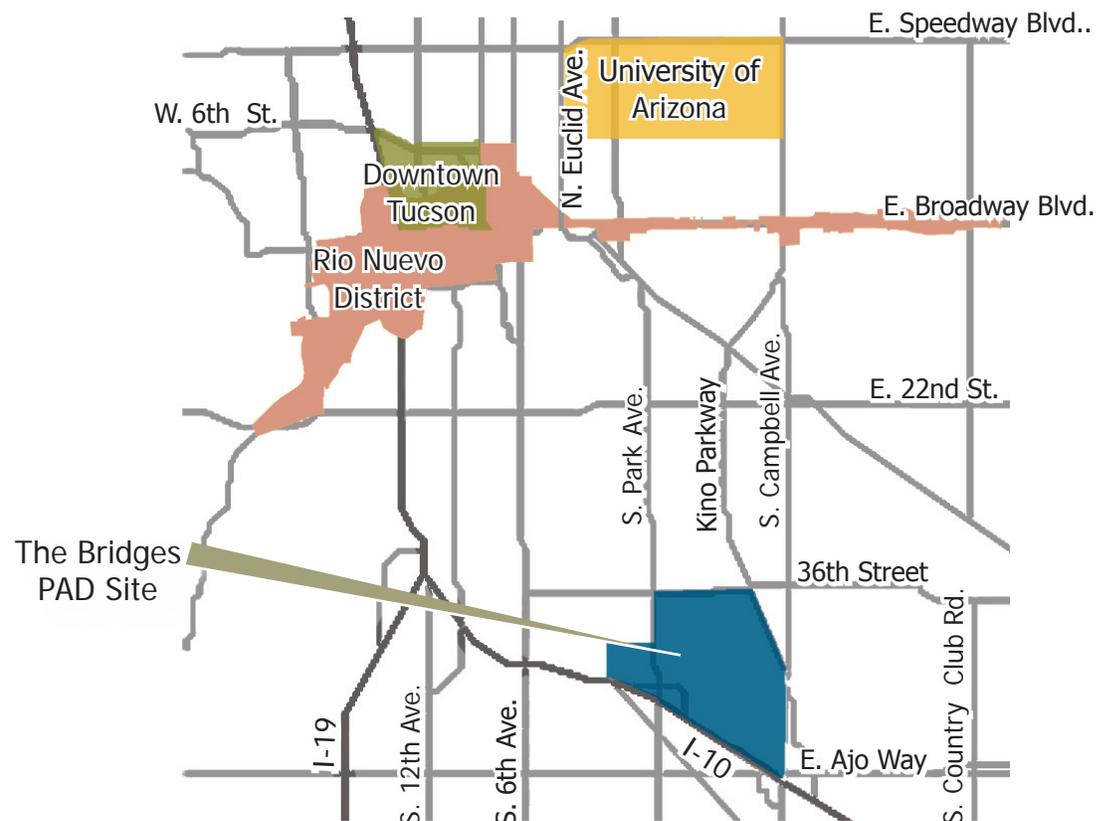


Figure 1:
Regional Context
Map

A.2.1 Project Location

The Project is located approximately 2.5 miles south of the UA campus and downtown Tucson (Figure 1, p. 4). It is also about 3 miles southeast of the Rio Nuevo Project, a comprehensive revitalization program for downtown Tucson, including new attractions, shopping, restaurants, office space and housing.

The Project falls within Section 30 (Township\14 South, Range\14 East) of the Gila and Salt River Base and Meridian and covers approximately 350 acres. This acreage is divided into three distinct parcels by Kino Parkway and Park Avenue (Figure 2, p. 5). West of Park Avenue, approximately 40 acres of the PAD property lies between Interstate 10 and the existing residential neighborhood located west of Park Avenue and south of 36th Street. Between Park Avenue and Kino Parkway lies the largest portion of the Project (approximately 284 acres), lying south of 36th Street and north of Interstate 10. East of Kino, the remaining 26 acres is bounded by 36th Street on the north, Campbell Avenue on the east, and Duval Vista Road on the south.

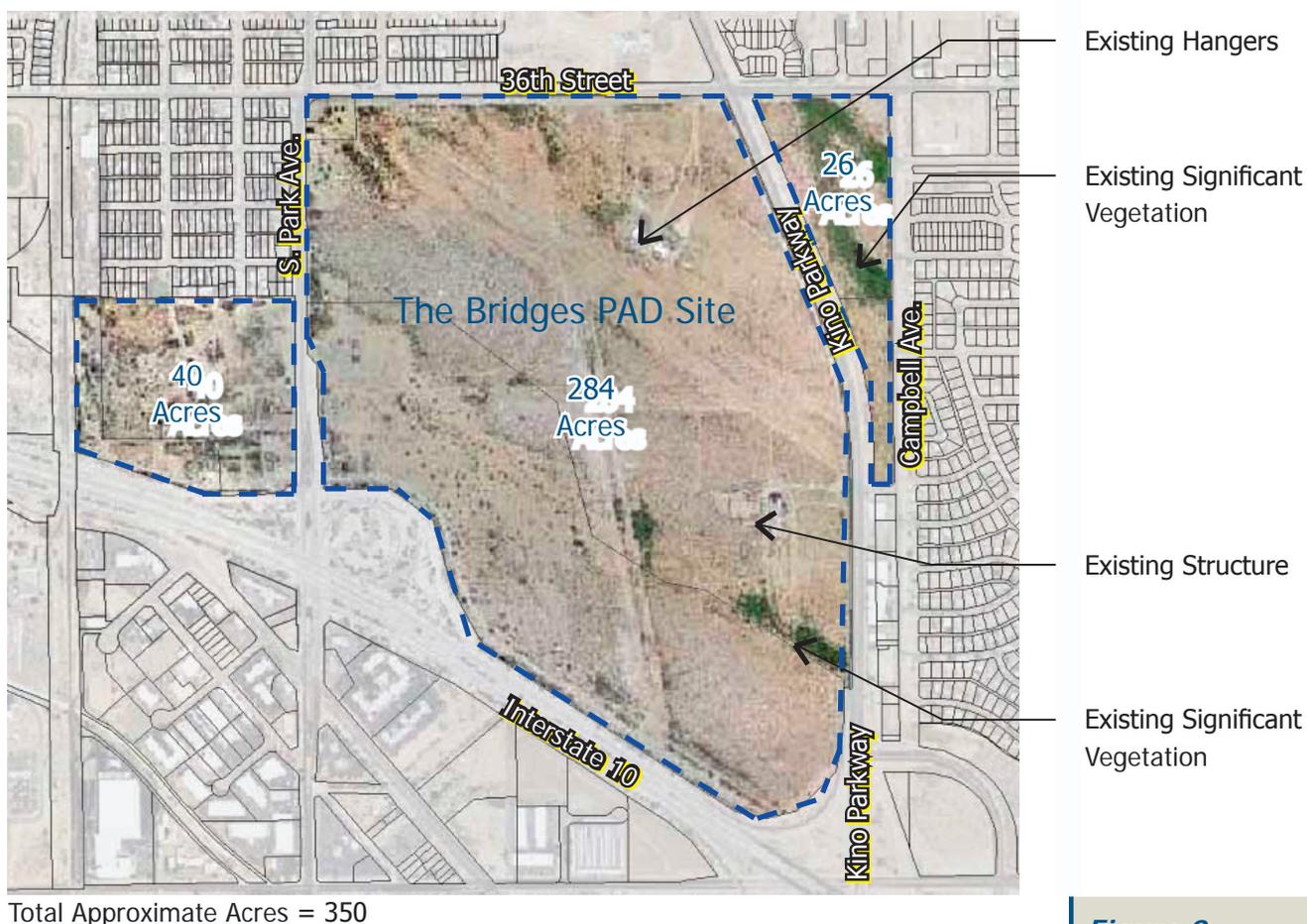


Figure 2:
Existing Features
and Acreage

A.2.2 Historical Uses of the Site

Over the past 60 years, the Project site has had several different uses. Historically, a majority of the site had been the "Tucson Downtown Airport". The airfield was utilized as a regional airport until the late 1970's. After closure of the airport, the runways and the smaller support buildings were removed. The only airfield structures that remain on the site are the vacated hangars. The site has been used over the years for light industrial activities, most recently by a septic pumping company. Otherwise, the site is essentially vacant and has been minimally revegetated with scrub creosote and small mesquite trees.

The southernmost portion of the site has marginal evidence of past agricultural use. There is an existing hollow adjacent to I-10 which was used to collect rain water and then disperse it to the agricultural fields.

The northeast portion of the site, east of Kino Parkway, is primarily natural and consists of a natural drainage/riparian area and its associated dense concentration of vegetation. A portion of this land, at the immediate southwest corner of 36th Street and Campbell Avenue, was previously utilized as a gas station. This facility has since been removed and the lot is currently vacant.

The 40-acre portion of the site lying west of Park Avenue was once the site of a local drive-in theatre. This facility has since been abandoned and natural scrub revegetation has occurred. This portion of the site borders the Union Pacific Railroad line along its western boundary.

The majority of the site property is located at the south end of the South Park Neighborhood (South Park) as illustrated by the aerial map (Figure 3, p. 7). South Park is within Tucson's federally designated Enterprise Zone/Enterprise Community and is rich in cultural and historical significance. It was the subject of the South Park Economic Development Study, conducted by the City of Tucson Community Services Department in 2003. As stated in the Study, the neighborhood was seen as severely lacking in personal merchandise and service options, requiring residents to travel long distances to fulfill their everyday shopping needs. Although the study identified this area to be geographically advantageous to major transportation routes and land pricing, the lack of predictability in rezoning requests has been perceived to be a serious impediment to growth.

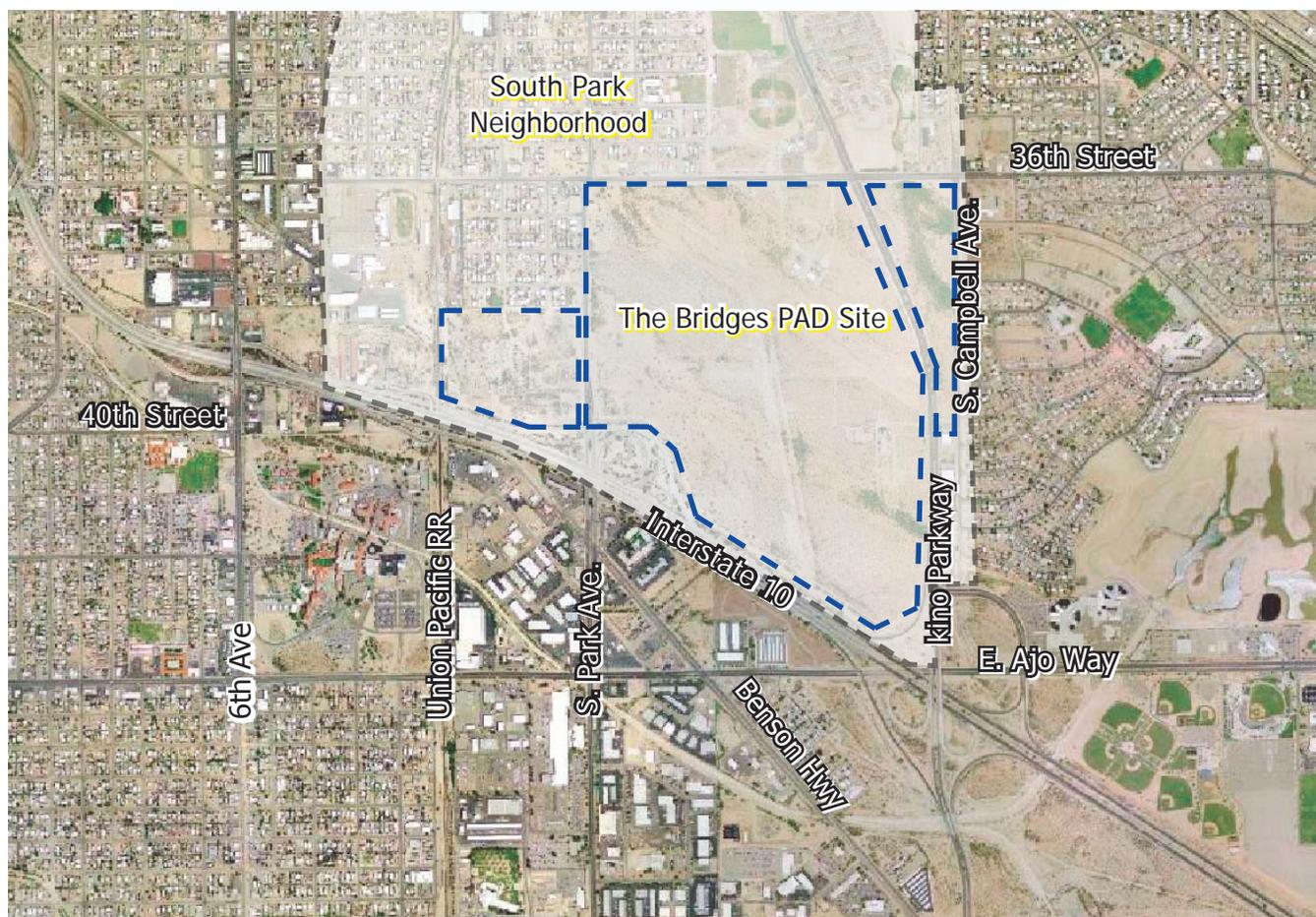


Figure 3:
Aerial with
Context

To revitalize the South Park Neighborhood, the Study recommended the following:

- A proactive campaign to communicate the advantages of a South Park location should be undertaken with area agencies and groups in a position to influence corporate location decisions. These include Chamber of Commerce, Tucson Regional Economic Opportunity (TREGO), Cluster Groups, the UA and stakeholders involved in the Rio Nuevo project.
- A proposal to simplify the development services process before the City Manager should be implemented on a test basis in the South Park Zone.
- Programs and funding to further pursue entrepreneurship training and other initiatives to encourage business creation by South Park residents should be identified and put in place.
- Collaborative efforts to improve the overall appearance and impression of the South Park Neighborhood should be engaged using the combined resources of city/social service agencies, the South Park Neighborhood Association and the South Park Employers Association.

A.2.3 The Proposed Project

As mentioned earlier, the PAD will create a community where residents can live, work and play and where significant commercial and institutional (UA) components will be created whose impacts and influence extend far beyond the immediate site area.

This PAD document will define land use regulations and describe the desired project character and community image of the overall development as necessary to foster its diverse range of uses, achieve the effective functional and aesthetic integration of same, and also transition effectively to the existing adjacent neighborhoods. The PAD will also insure the requisite flexibility necessary to respond to future socioeconomic changes, trends, and market forces while still maintaining the overall integration of uses and neighborhood connectivity.

The aforementioned South Park Economic Development Study identified the Project site as having the single greatest potential for complementing and revitalizing the neighborhood. It further identified UA and the downtown core as key neighboring elements that could help “spur an increased demand for office, industrial and non-academic programs.” The Study considers the site well-placed for the recruitment of national and international businesses that support UA’s on-going research programs. The Study specifically identifies the site as possessing the requisite characteristics necessary to support a true local and regional “power center”, which would feature an extensive mix of commercial and retail uses.

The PAD incorporates these important components in the following manner:

- A land transfer has been successfully negotiated between KB Home and the University of Arizona to establish a 53.5-acre research park site immediately west of Kino Parkway, together with a related 11.6-acre adjacent parcel for the development of a hotel and conference center that will be an integrated element of the research park.
- A partnership was established between KB Home and Eastbourne Investments, Ltd. wherein Eastbourne acquired an approximately 110-acre property fronting I-10, between Kino Parkway and Park Avenue, to be developed as a major commercial destination with neighborhood and specialty/entertainment retail.
- Approximately 112 acres are planned for residential uses featuring a variety of housing products, styles, and target markets.

Additionally, 50.4 acres of the overall site will be preserved as open space, of which 15.3 acres is Natural Open Space (NOS), and 35.1 acres is Functional Open Space (FOS). The FOS includes a central open space and recreational corridor. Furthermore, additional FOS in the form of plazas and pedestrian gathering areas will be incorporated into the planned commercial center and UA research park. Designated pedestrian corridors will link the commercial, research, and residential areas with the central recreational area.

A.2.4 Project Goals and Objectives

A. Guiding Objectives

The project objectives are summarized as follows:

- Create a pedestrian-oriented project that encourages a live, work and play environment.
- Recognize and respect local architectural tradition while encouraging distinctive project architecture which is bold and forward-looking and which is effectively “tied together” by common infrastructure and thematic elements throughout the PAD project.
- Establish well designed trails and transportation routes to function effectively within the development as well as link the PAD to the existing adjacent neighborhoods and the larger Tucson metropolitan region.

B. PAD Goals

The goals of the PAD are derived from the above objectives:

- Provide a well balanced, mixed-use development that will benefit both the local community and the metropolitan area.
- Create a dynamic, regional retail/entertainment hub that serves Tucson residents, the surrounding neighborhoods and the larger southern Arizona market.
- Create a vibrant, mixed-use, pedestrian-friendly community that includes integrated residential and commercial uses and provides employment and education opportunities.
- Create new residential neighborhoods that offer a variety of housing types, architectural styles, and market niches that recognize and respect the established surrounding neighborhoods.
- Provide a research park site that will provide the UA with the locational characteristics and infrastructure support necessary to create and sustain a world-class research institution.
- Create an integrated network of open space, public trails, and active/passive recreation opportunities that are available to both on-site residents and the public at large.
- Recognize and quantify the PAD’s impact on the existing transportation & utility infrastructure and develop a program wherein the development pays its requisite fair-share for the impacts it will create and the attendant public improvements which are necessary to mitigate those impacts.
- Recognize the historic flooding that has occurred on the property and the adjacent neighborhoods to the immediate west and develop/implement a comprehensive solution to eliminate it.

A.2.5 Livable Tucson Vision Program

The Livable Tucson Vision Program was initiated by the Mayor and Council in 1997 to create a vision for the City that would balance economic, social and environmental concerns of the communities to improve quality of life and ensure a better future for Tucson citizens. The 17 goals that comprise the vision are intended to build more livable communities in which people can walk, shop, bike, work and experience quality open space. The PAD creates a vibrant community that is consistent with the Livable Tucson Vision Program’s goals and responds significantly to the City’s vision and strategy for establishing a livable community. The City’s goals are furthered by this PAD as follows (Table A, p.10).

PAD Response to Livable Tucson Vision Program Goals	The Bridges PAD Primary Characteristics
A. Better Alternatives to Automobile Transportation	A. Pedestrian and Bicycle Oriented with Transit Connections; designation of on site transit routes and “transit” ready nodes.
B. Engaged Community Responsive Government	B. Public Presentations and Input Throughout PAD Process
C. Safe Neighborhoods	C. Progressive Neighborhood Design
D. Caring, Healthy Families, and Youth	D. Community Connection
E. Excellent Public Education	E. University of Arizona, research park, education and training facilities
F. Infill and Reinvestment, Not Urban Sprawl	F. Largest Infill Property in Tucson history
G. Abundant Urban Green Space and Recreation	G. Central Park with recreation, trails, and public spaces
H. Protected Natural Desert Environment	H. Preservation of all Significant Xeroriparian Environments
I. Better Paying Jobs	I. Diversity Of Employment from Retail, Hotel, and Research Park
J. Clean Air and Quality Water	J. Storm Water Planning; elimination of major flooding condition
K. People-Oriented Neighborhoods	K. Walkable Communities and Shade Trees
L. Respected Historic and Cultural Resources	L. Sensitive to existing Neighborhood Developments
M. Quality Job Training	M. University of Arizona Employment Opportunities
N. Reduced Poverty and Greater Equality of Opportunity	N. Diverse Employment Opportunities
O. Strong Local Businesses	O. Addition of Housing and new commercial opportunities
P. Efficient Use of Natural Resources	P. Preservation of Significant Vegetation Communities; use of reclaimed water
Q. Successful Downtown	Q. Revitalization of Commercial and Residential; link to Rio Nuevo

*Table A:
Goals and
Objectives*

A.3 CONFORMANCE WITH THE GENERAL PLAN AND AREA PLANS

The PAD is consistent with the City of Tucson's General Plan, the South Park Plan, and the Kino Area Plan. All the standards, procedures, and criteria cited in these guiding documents will apply to the PAD, except as modified in this document to improve the design, flexibility and/or creativity of the project.

A.3.1 General Plan

The PAD extends the vision of the General Plan by guiding the growth of Tucson in a resourceful and coordinated manner and by providing a high quality development in an area with great potential for local and regional revitalization. The identification of potential growth areas, regionally interconnected open space, and the possible environmental impacts of anticipated development are all emphasized in the General Plan and is within the purview of the State's "Growing Smarter Plus" legislation. The Project lies within two major potential growth areas, the Central Core and the Mid-City Core (Figure 4, p. 12). The Central Core has shown a smaller percentage of population growth than the Mid-City area due to the limited availability of vacant land (Table B and C, p. 13). For areas within the Tucson Core, the City has identified the site as one being severely under-utilized, making it critical that it be developed to its maximum potential so as to best aid the revitalization of the area both locally and regionally.

The Project site represents over half of the undeveloped vacant land in the Central Core, and is the single largest privately held parcel. This amplifies the significance of the Project in terms of the continued growth of the central core and Tucson at large.

The Economic Development Chapter of the General Plan includes the following Livable Tucson Goal, which is directly applicable and appropriate to the PAD project: *"Infill and Reinvestment, Not Urban Sprawl – Includes well-planned growth, the management of sprawl, and development in the city's core, rather than on the periphery."*

The Community Conservation and Redevelopment section of the Economic Development Chapter of the General Plan describes the importance of revitalization in restoring economic viability to the specific neighborhood as well as the greater community. Policies 18 and 19 and their sub-policies support the Project as follows:

Policy 18: Promote the continued physical and economic viability of the city's neighborhoods and commercial districts:

18.2 Revitalize older neighborhoods and commercial areas which exhibit stress in the forms of transitioning land uses, changing ownership patterns, and physical deterioration.

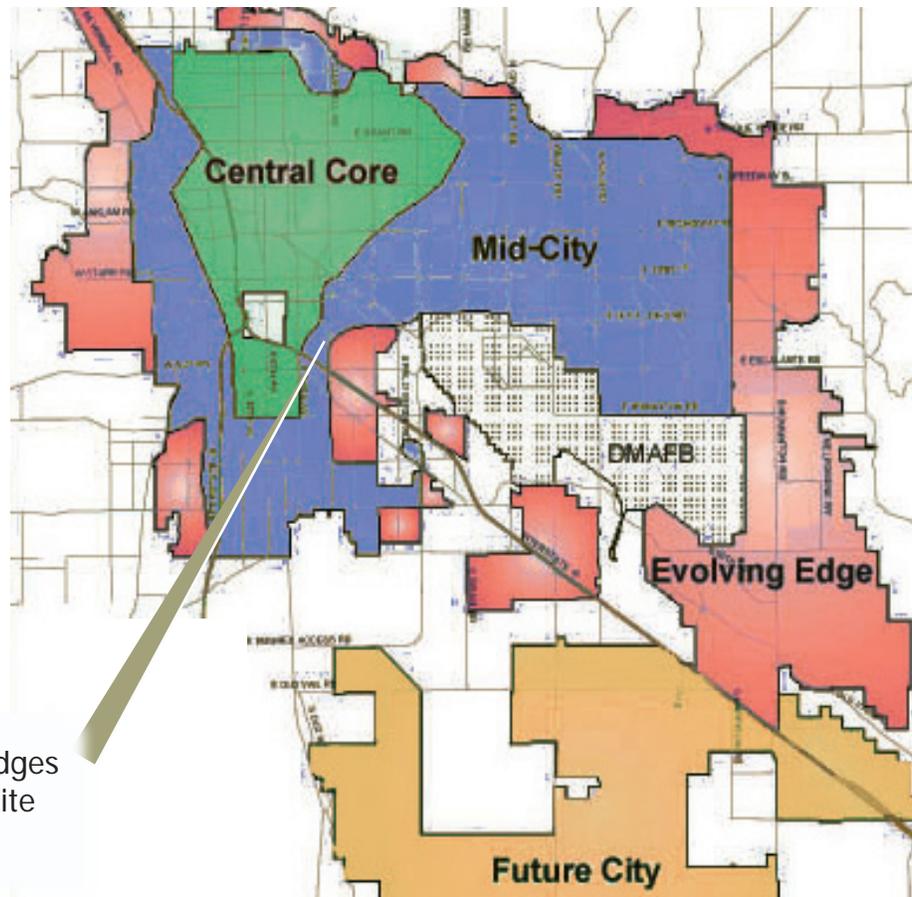


Figure 4:
City of Tucson
Growth Areas

The Bridges
PAD Site

Source: *The General Plan, Element 1-7, December 6, 2001*

18.3 Foster the continued economic viability of existing neighborhoods and commercial districts by promoting safety and maintenance programs and by encouraging appropriate new development.

The Project will provide long-term vitality to the area through major regional and neighborhood retail services, the research park, and employment opportunities attendant to both. With respect to the latter, the proposed commercial center alone will generate 900 new jobs (net). In addition, the research park will have a much higher job generation rate than the commercial center.

Policy 19: Improve vacant land parcels, designated for redevelopment through formal procedures, to promote the economic enhancement of the city, as well as the health, safety, and welfare of its residents.

19.1 Develop and utilize redevelopment plans to promote careful redevelopment of areas in the community that are vacant and under-utilized.

19.2 Address the special needs of areas that are experiencing blight or potential hazardous conditions to assure the health, safety, and welfare of local residents.

19.3 Promote sensitive redevelopment of areas within the community that are in a process of transition and reflect a need for reinvestment, particularly along arterial streets.

The PAD will provide new neighborhoods that will be sensitive to the surrounding community, as well as create public open spaces and neighborhood trails designed for both active and passive recreation. As such, the PAD carries the potential to enhance significantly the nature of the surrounding community and existing neighborhoods. The Project will help shape the socioeconomic flavor of the area and, as an infill site, it will contribute markedly to a more livable and enduring community.

The available vacant land (Table B, p. 13) in the Central Core represents less than 5 percent of the total available area in the entire city, emphasizing the importance of the PAD as a major infill opportunity for the City of Tucson.

VACANT LAND: PARCELS BY OWNERSHIP, SIZE, AND GROWTH AREA													
PARCEL SIZE (sq. ft.)	CENTRAL CORE		MID-CITY		EVOLVING EDGE		FUTURE CITY		TOTAL		TOTAL ALL VACANT	CUMMULATIVE	
	Private	Public	Private	Public**	Private	Public**	Private	Public**	Private	Public**		SUM	%
0 - 7,000*	1,760	1,016	1,995	472	3,760	568	1	-	7,516	2,056	9,572	9,572	41.9%
7,000 - 14,000	1,135	868	1,289	597	1,199	1,009	-	4	3,623	2,478	6,101	15,673	68.5%
14,001 - 43,560	385	480	700	355	745	244	-	3	1,830	1,082	2,912	18,585	81.3%
43,561 - 216,800	121	354	586	314	797	251	3	12	1,507	931	2,438	21,023	91.9%
216,801 - 435,600	12	45	75	96	945	76	-	-	1,032	217	1,249	22,272	97.4%
435,601 or more	4	40	45	117	190	188	3	6	242	351	593	22,865	100.0%
Total Parcels	3,417	2,803	4,690	1,951	7,636	2,336	7	25	15,750	7,115	22,865		
Total Area (acres)	998.5	2,967.6	3,570.5	6,917.5	10,072.2	25,938.0	700.6	30,507.8	15,342	66,331	81,673		
% of Vacant in Area	25.2%	74.8%	34.0%	66.0%	28.0%	72.0%	2.2%	97.8%	18.8%	81.2%			
% of Vacant in City	1.2%	3.6%	4.4%	8.5%	12.3%	31.8%	0.9%	37.4%					

* Many parcels are too small to be economically developed.

** Much public, tax exempt land is coded by the assessor as if it were vacant when in fact it is in use. Each parcel must be individually investigated. The estimate of public vacant land is inflated.

Source: The General Plan, Element 1-7, December 6, 2001

Table B:
Vacant Land

GROWTH AREAS POPULATION							
Growth Area	1990*	1990*	2000	2000	90-'00	90-'00	90-'00
	Population (2001 area)	% of City Area	Population	% of City Area	Change	Growth Rate	% of all Growth
Central Core	133,241	31.6%	138,807	28.5%	5,566	4.2%	8.6%
Mid-City	221,611	52.5%	251,765	51.7%	30,154	13.6%	46.7%
Evolving Edge	62,490	14.8%	90,230	18.5%	27,740	44.4%	43.0%
Future City	4,778	1.1%	5,897	1.2%	1,119	23.4%	1.7%
Tucson	422,120	100.0%	486,699	100.0%	64,579	15.3%	100.0%

Source: The General Plan, Element 1-7, December 6, 2001

Table C:
Growth Areas
Population

A.3.2 Kino Area Plan

The majority of the PAD (i.e. all that lies east of Park Avenue) is subject to the Kino Area Plan (adopted May 5, 1980, most recently amended in 2002). The Plan is bound by 36th Street on the north, Country Club on the east, Los Reales Road on the south, and the Southern Pacific Railroad tracks (Nogales Branch) on the west (Figure 5, p. 14). Both the Kino Area Plan and the South Park Economic Development Study (completed June 20, 2003) identified the Area Plan's "Site 1" (as depicted on Figure 5, p. 14) as a key infill property critical to the revitalization of the surrounding communities. The PAD encompasses a substantial portion of Site 1.

Increasingly, the Kino Area is being recognized as one of Tucson's more desirable areas for the development of industrial, commercial and residential uses. Due to the availability of relatively inexpensive and vacant parcels, continued growth is expected throughout the Kino Plan Area due to ongoing infrastructure improvements such as: the reconstruction of the I-10 interchanges at Kino Parkway and Park Avenue and the augmentation of the southeast sewer line interceptor. The Plan seeks to achieve an overall balance of uses so as to provide ample opportunities for housing, shopping, working, and recreation. The proposed PAD is wholly consistent with this guiding objective.

According to the Area Plan, "Kino is in the unique position of providing for various commercial needs. On a regional level, it will continue to fulfill a tourist commercial function. In addition, commercial activity will increase to meet the supportive service needs of incoming industrial employers/employees. Demand for increased neighborhood-oriented shopping facilities will continue as a result of increased residential development."

The Plan further states that the commercial functions should be arranged in a way to best serve the needs of the immediate neighborhoods, surrounding community, and the larger metropolitan region. These functions should be

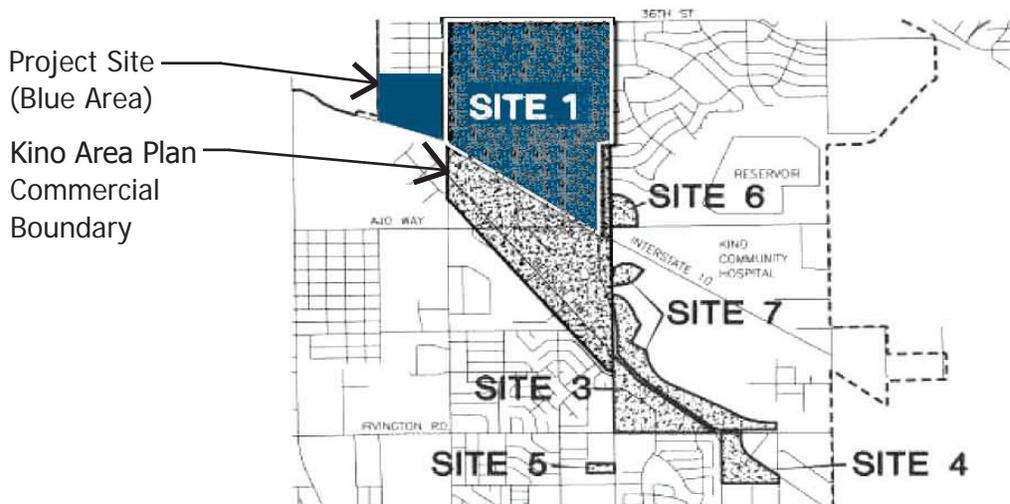


Figure 5:
Kino Area Plan—
Commercial

encouraged to occur within an activity-center framework where possible. Once again, the proposed PAD (as it pertains, specifically, to the proposed 110-acre commercial site), is wholly consistent with this goal.

The sub-goals presented under the Commercial section of the Kino Area Plan further state that commercial development is a vital part of any community and can contribute to an attractive and convenient living environment. Therefore, a key Plan goal is to provide a suitable amount of commercial development arranged appropriately throughout the Kino Area. Accordingly, the Plan currently designates the entire PAD property as commercial development.

This Kino Area Plan goal notwithstanding, the PAD recognizes that the market will simply not support the magnitude of designated commercial lands currently identified in the Plan (Figure 5, p. 14). The PAD instead proposes a mixed-use of commercial, residential, research park and hospitality uses that reflect the current needs of the area and which provides an appropriate balance of residential, shopping, employment and entertainment opportunities for local and regional residents. In doing so, the PAD will benefit the entire metropolitan area and further the guiding goal of the Kino Area Plan which is to achieve an overall balance of uses, together with ample opportunities for housing, shopping, working, and recreation.

A.3.3 Greater South Park Plan

The portion of the PAD lying west of Park Avenue (an approximately 40-acre site) is governed by the Greater South Park Plan (GSPP) and not by the Kino Area Plan. This property falls within Sub-Area 6 of the GSPP and was originally designated by it as being for industrial or commercial uses. A separate Plan Amendment application was approved so as to allow residential uses on this 40-acre property in conjunction with this PAD.

In order to address concerns pertaining to the proximity of Interstate 10 and the Union Pacific Railroad (UPRR) to this planned 40-acre residential use, an empirical noise study was required and has been prepared for this site in conjunction with this PAD proposal. Section C.2.3.C.6 of this PAD describes site-specific buffering and screening requirements, in accordance with the aforementioned noise study, for this 40-acre portion of the PAD.

A.4 BENEFITS TO THE COMMUNITY

The PAD will assure proper integration with the existing urban fabric of the surrounding neighborhoods in the vicinity (Figure 6, p.16) and will further promote their on-going revitalization. The proposed research park and commercial/retail center will create a significant number of new employment opportunities. The presently under-served residents in the immediate area will benefit from the major retail, restaurant, and entertainment opportunities that will now, for the first time, be truly convenient to their homes. The new residential opportunities provided by the PAD will allow for a variety of housing choices to home buyers and will help diversify the economic profile of the surrounding neighborhoods.

All things considered, The Bridges PAD represents a highly positive development both for the immediate neighborhoods and the City of Tucson at large.

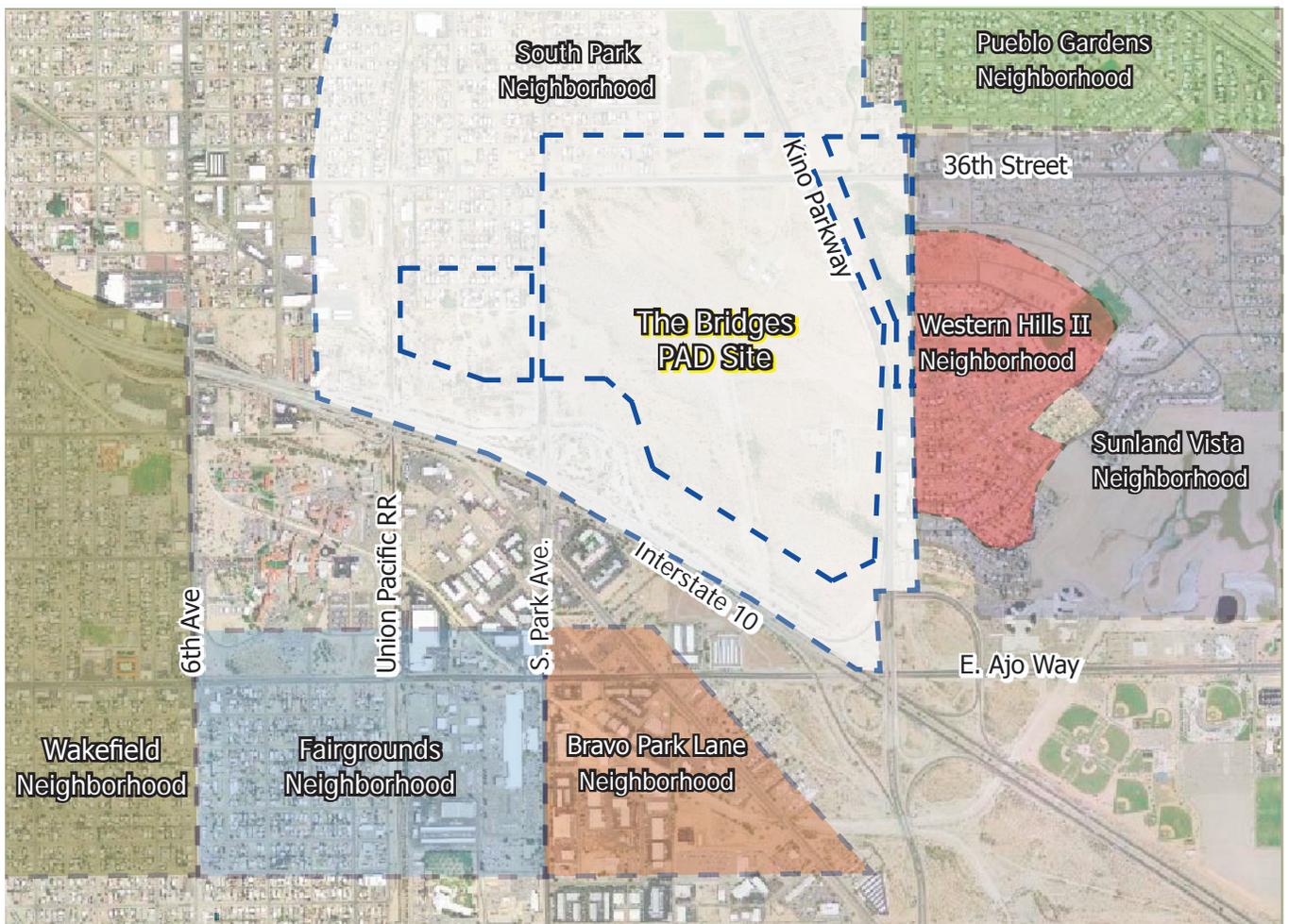


Figure 6:
Surrounding
Neighborhoods

Section B: Site Analysis

B.1 LAND USE AND EXISTING ZONING

The primary vision stated in Element 2 in the Tucson General Plan focuses on the development of mixed-use activity centers in urbanized areas. It also envisions growth through compatible infill, higher density activity centers, and redevelopment of corridors, rather than through sprawl. A greater emphasis is placed on creating self-sustaining activity centers, which include employment, recreation, convenient access to goods and services, pedestrian friendly neighborhoods and better alternatives to automobile transportation. The current distribution of land use patterns identified in Tucson's Generalized Distribution of Land Use Patterns reflects existing and future land use character.

The vast majority of the Project site is currently zoned I-1 (Light Industrial). The northwest portion of the site has three zoning classifications: R-2 (Medium Density Residential), C-1 (Local Commercial) and C-2 (General Intensive Commercial). The north portion of the larger parcel is zoned R-2, with C-1 and C-2 portions on the northeast corner of the site. The small parcel to the east of Kino is zoned I-1, a portion on the northwest corner is zoned R-2, and the northeast corner is zoned C-1 (Figure 7, p. 18).

As previously discussed in Section A, the Project site is governed by the Kino Area Plan and the Greater South Park Plan (GSPP). City staff have confirmed that the Kino Area Plan will not need to be amended in conjunction with this PAD. Any change in use from the present light-industrial zoning will, for all intents and purposes, constitute a down zoning and therefore fulfill the requirements of the Kino Area Plan. The GSPP has been amended appropriately so as to allow for residential uses on the 40-acre portion of the PAD located west of Park Avenue.

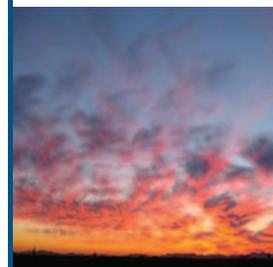
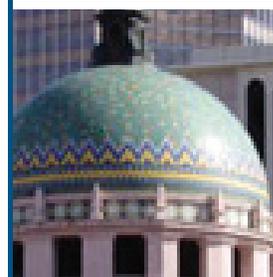




Figure 7:
Existing Zoning

B.2 EXISTING EDUCATIONAL, COMMUNITY AND CULTURAL FACILITIES

The following text discusses the existing services and amenities adjacent to the Project site (Figure 8, p. 20).

- A. *Schools*. The site is located within the Tucson Unified School District (TUSD). The nearest elementary school to the site is Cavett Elementary, a public school in the TUSD, located approximately 0.3 miles east of the site. The next closest public elementary school is Pueblo Gardens Elementary School, also a public school in the TUSD, located approximately 0.6 miles northeast of the site.

There are two middle schools located within a mile of the Project site. The nearest is Holladay Intermediate School, located 0.3 miles northwest of the site. The other is Utterback Magnet Middle School, located approximately 0.4 miles east of the site. Both of the middle schools are public schools within TUSD.

There are two high schools within one mile of the Project site. Youth Work High School is a private school located directly northeast of the site at 1915 East 36th Street. The other high school is Pima Vocational High School, a charter school located approximately one mile southeast of the site.

- B. *Libraries*. The Quincie Douglas Public Library is a new facility located adjacent to the site at the northwest corner of 36th Street and Kino Parkway. The Lena-South Tucson Library is located at 1607 South 6th Avenue, approximately 1.25 miles northwest of the site.
- C. *Health Care Facilities*. There are two hospitals within one mile of the site. Veterans Administration Hospital is a federal hospital, located approximately one mile southwest of the site at 3601 South Sixth Avenue. The second hospital is University Physicians Healthcare Hospital at Kino Campus, a private hospital, located approximately one mile southeast of the site, at 2800 East Ajo Way.
- D. *Fire/Emergency Vehicle Service*. Emergency response services will be provided by the city. Tucson Fire Department Station #10 is located approximately 0.6 miles southwest of the site at 801 East Ajo Way.
- E. *Law Enforcement Services*. The city will provide law enforcement services. There is one police substation and two sheriff's stations within one mile of the site. The City of Tucson Santa Cruz substation is located approximately 0.9 miles southwest of the site at 4410 South Park Avenue. The Pima County Sheriff San Xavier Police Station is located approximately 0.9 miles southeast. The Pima County Sheriff Headquarters is located approximately one mile south of the site at 1750 East Benson Highway.

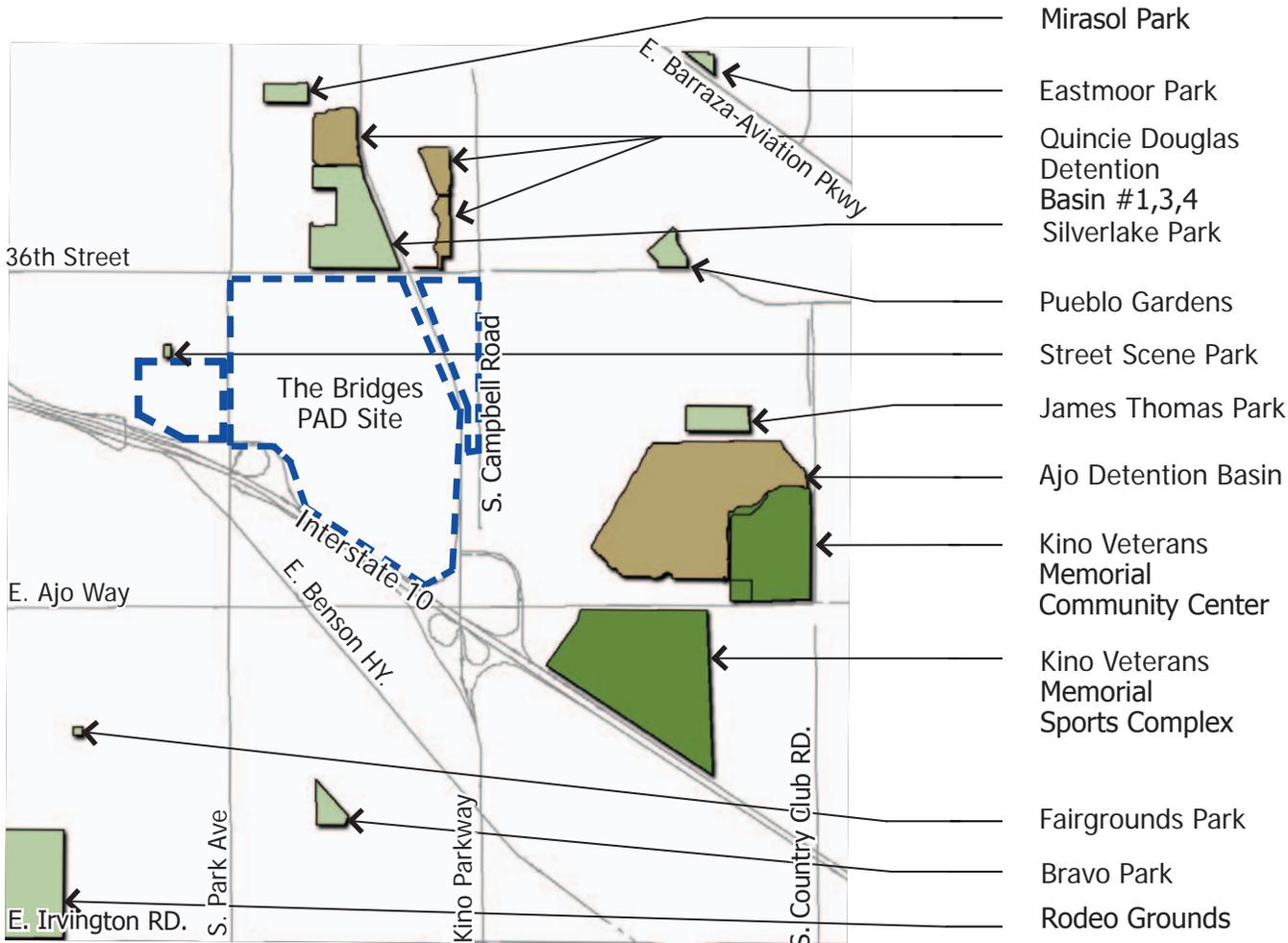
- F. *Postal Services.* There is one post office located approximately 0.5 miles southwest of the site at 801 East 47th Street.
- G. *Kino Regional Sports Complex.* The Sports Complex is South of E. Ajo Way and is located southeast of the site.



Figure 8:
Community Facilities
and Services

B.3 EXISTING OPEN SPACE, RECREATION, PARKS, AND TRAILS

There are five City of Tucson parks located within one mile of the Project site. Street Scene Park is located 0.03 miles to the west of the site. Quincie Douglas and Mirasol Parks are located less than one mile north of the site, Pueblo Gardens Park is located approximately 0.5 miles northeast of the site, and James Thomas Park is located approximately 0.8 miles east of the site (Figure 9, this page).



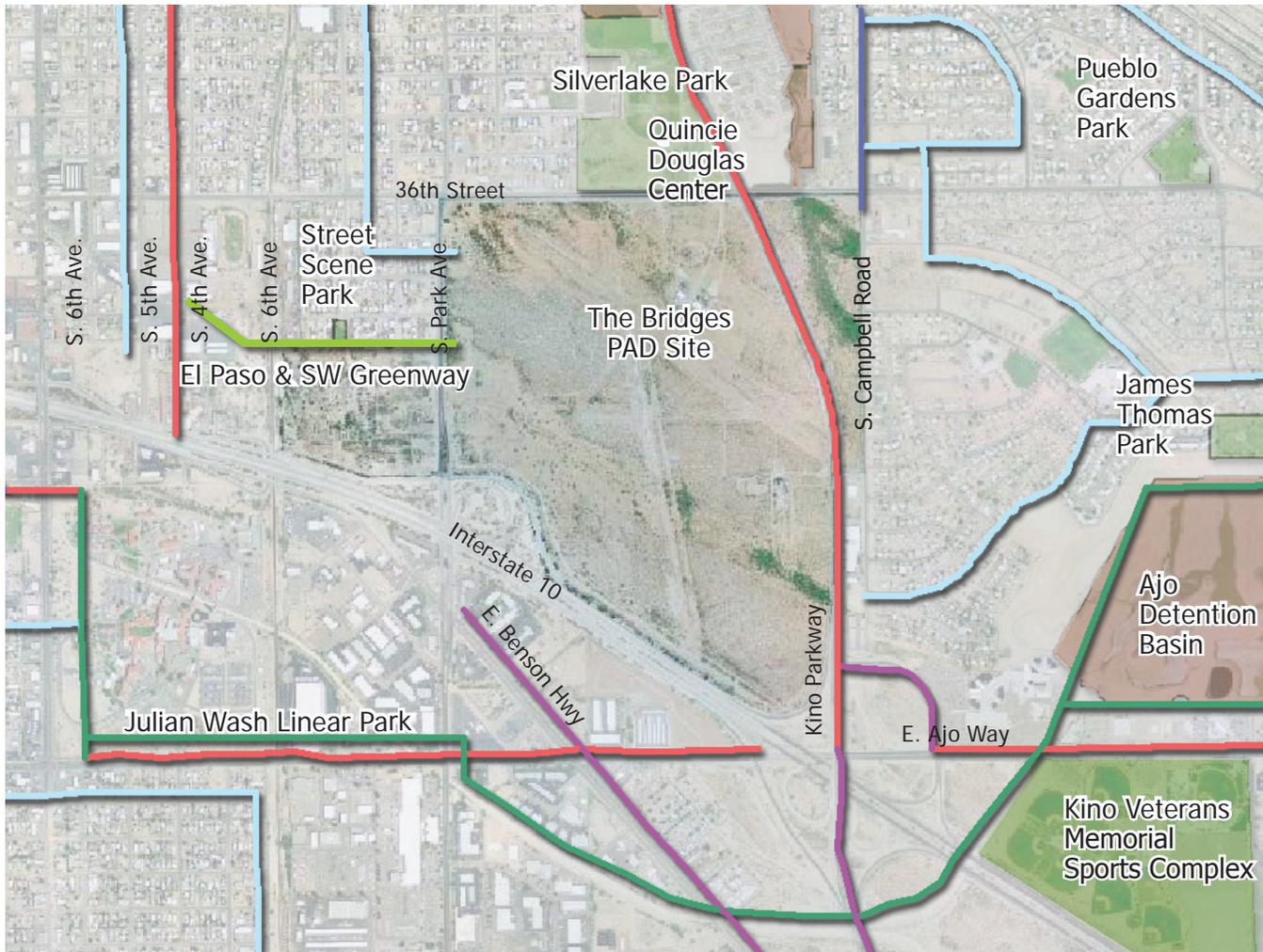
LEGEND

- Detention Basin / Multi- Use Recreational Facility
- Pima County Park
- City of Tucson Park

Figure 9:
Detention Basin and Parks

Kino Parkway and East Ajo Way have designated bike routes which, together, provide a continuous link from the Kino Veterans Memorial Sports Complex to Quincie Douglas Park and points further north. There are also designated bike lanes for experienced riders on East Benson Highway and on Kino Parkway south of East Ajo Way.

The El Paso and SW Greenway regional trail is planned to extend through the PAD site and, ultimately, to the Ajo Detention Basin (Figure 10, this page).



LEGEND

- Multi-Use Path
- Residential Street
- Signed Bike Route
- Signed Bike Route with On-Street Bike Lanes
- Experienced Riders
- Regional Path

Figure 10:
Existing Open Space
and Recreation

B.4 EXISTING TRANSPORTATION AND CIRCULATION

Given the inherent infill nature of this PAD, the surrounding transportation and circulation system is currently well established and its major elements are already in place. Development of the Project site will accelerate and expand the array of planned improvements necessary in the overall system.

B.4.1 Adjacent Public Streets and Highways

All of the streets adjacent to or through the site are significant public thoroughfares of varying size and are of importance to the local and regional transportation network.

A. 36th Street (defines north boundary of site)

36th Street is a four-lane, undivided public street (City of Tucson Plan Nos. PN I-90-49 and PN U-73-01) that is formally classified as a minor arterial, although it is designated as Major Street & Route by the City's MS&R Plan. The segment of 36th street between Park Avenue and Kino Parkway has a 2005 adjusted traffic volume of approximately 8,800 average daily trips (ADT) and a maximum capacity of 24,675 ADT (presently under capacity). It features curb-and-gutter only on its north side and only along that portion of its length that fronts the Quincie Douglas Neighborhood Center and Public Library. The remainder of this section of 36th Street is uncurbed with dirt shoulders with no existing sidewalks.

B. Park Avenue (defines west boundary of site)

Park Avenue is a three-lane, undivided public street (City of Tucson Plan No. PN I-66-18) that is formally classified as an Arterial Street on the city's Major Streets and Routes Plan. The segment of Park Avenue between 36th Street and I-10 has a 2005 adjusted traffic volume of 21,000 ADT and a maximum capacity of 16,380 ADT (presently over capacity). Park Avenue has a continuous left-turn lane and curb-and-gutter along its entire length adjacent to the site. Sidewalks exist only on the west side of the street and only for a distance of approximately 0.25 miles south of the 36th Street intersection.

C. Kino Parkway (bisects the eastern portion of the site)

Kino Parkway is a six-lane divided public street (City of Tucson Plan Nos. PN I-81-57 and PN I-81-58), which is formally classified as a principal arterial. It is also designated as a "Gateway Route" on the City's Major Streets and Routes Plan. The segment of Kino Parkway between 36th Street and I-10 has a 2005 adjusted traffic volume of 39,400 ADT and a maximum capacity of 49,300 ADT (presently under capacity). Kino Parkway provides a key transportation link between Tucson International Airport, UA's Main Campus and the city center. Kino Parkway is a controlled-access parkway with full curb-and-gutter and a raised, landscaped median along its entire length. Sidewalks are featured on both sides of the roadway. Three (3) median openings exist along the project frontage: 1) at the

non-signalized intersection with Duvall Vista Road, 2) at a non-intersection location further northward, where U-turns are permitted but no connection to any existing streets or driveways presently occurs, and 3) at the intersection of Kino and the west-bound I-10 ramp.

D. Interstate 10 (defines the south boundary of the site)

I-10 is a six-lane, federal interstate highway that is owned and maintained by the Arizona Department of Transportation (ADOT). The segment of I-10 between Park Avenue and Kino Parkway has a 2005 adjusted traffic volume of 84,400 ADT and a calculated maximum of 120,200 ADT (presently under capacity). This is a controlled-access freeway that provides a key transportation link to the City Center and all regional points east and west. I-10 freeway interchanges presently exist at both Park Avenue and Kino Parkway.

Additional information on the above major streets can be obtained in the Traffic Study located in Appendix E.

B.4.2 Public Transportation, Bicycle Routes, and Pedestrian Way

Sun Tran Public Bus Service has two bus routes that provide direct service to and from the site (Figure 11, p. 25). Sun Tran Route #6 extends southward on Park Avenue adjacent to the site. It connects to the Tucson International Airport and the Tohono Transit Center at Wetmore Road and Stone Avenue. In the vicinity of the site, Route Six services Park Avenue from approximately 5:00 am to 8:30 pm with 30-minute headways during weekdays from 6:30 am to 8:00 pm on Saturdays with 30-minute headways and from 7:30 am to 8:00 pm on Sundays also with 30-minute headways.

Sun Tran Route #2 runs southward on Kino Parkway, then eastward on 36th Street, then southward on Campbell Avenue. It provides connections to the Laos Transit Center at Irvington Road and South 6th Avenue and to the downtown Ronstadt Transit Center located at Congress Street and 6th Avenue. In the vicinity of the site, Route #2 services riders from 5:00 am to 8:30 pm with 30-minute headways during weekdays from 7:00 am to 7:00 pm on Saturdays with 60-minute headways, and from 8:00 am to 7:00 pm on Sundays also with 60-minute headways.

A. Designated Bicycle Routes

Kino Parkway features a major bike route that extends from Tucson International Airport to UA's main campus. Adjacent to the site, this bike route is comprised of a striped and designated bike lane on each side of the roadway. Posted bike routes also occur along Campbell Avenue and on 37th Street just west of the site. The latter route extends from Park Avenue westward to Euclid, where it proceeds northward along Euclid to UA's campus.



LEGEND

-  Traffic Signals
-  Median Openings
-  Sun Tran Bus Route
-  Sidewalks
-  Sheltered Bus Stops
-  Unsheltered Bus Stops
-  Signed Bike Route

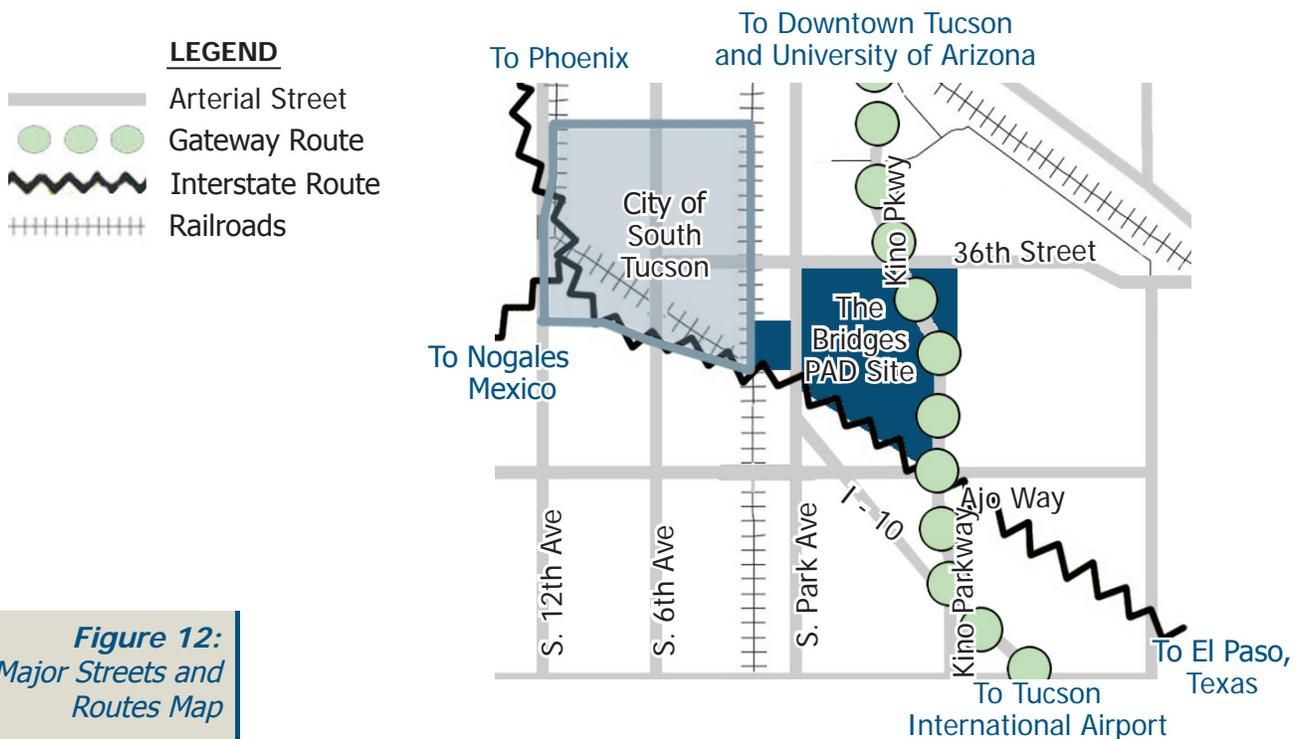
Figure 11:
Existing Major
Transportation
Elements

B. Pedestrian Walkways

Existing sidewalks are located along both sides of Kino Parkway from Interstate 10 to 36th Street, along limited portions of the north side of 36th Street between Park Avenue and Kino Parkway, and on the west side of Park Avenue from 36th Street southward to 39th Street. It is expected that the development of the site will establish a continuous pedestrian perimeter sidewalk/path along each of the existing public streets adjacent to the site.

B.4.3 Major Streets and Routes Plan (MSRP) Considerations

The PAD will comply with the MSRP (Figure 12, this page). In evaluating and ascertaining the right-of-way requirements established by the MSRP, it appears that two right-of-way dedications will be required in conjunction with this site: 1) a 10' dedication along 36th Street to establish a 50' half right-of-way, in keeping with the MSRP mandate of a 100' total right-of-way width (the existing total right-of-way is presently 80') and 2) a 20' dedication along both sides of Park Avenue to establish a 120' total right-of-way width (the existing total right-of-way is presently 80'). Tapers may be necessary at arterial and collector intersections to accommodate necessary right-turn deceleration lanes, and will be provided/dedicated as necessary. The final particulars of any such dedications will be coordinated with TDOT at the time of final design.



*Figure 12:
Major Streets and
Routes Map*

B.4.4 Park Avenue Street Improvement Project and Public Art

In recent years, one of the more intriguing and successful beautification projects undertaken by the City of Tucson Department of Transportation was the South Park Avenue Improvement Project. A primary objective of this effort was the enhancement of the existing streetscape through the use of public art created largely by the community residents. Under the direction of a selected local artist, residents attended instructional classes on mosaic tile design and application.

Over the course of the South Park Avenue Improvements Project, mosaic treatments were applied to all types of street furniture and accessories, including public benches, totem poles, bus shelters and trash containers. The themes illustrated on these various mosaic “canvases”, emphasize the rich history and cultural texture of the South Park Neighborhood. The mosaics illustrate the neighborhood’s strong sense of community identity, which still thrives today, and its legacy of providing care and support to each other during times of hardship. Mosaic art pieces have been added along South Park Avenue as a result of this improvement project (Figure 13, this page). This project has created, to some extent, an important precedent that might be relevant and appropriate for the Park Avenue frontage along the site.



Figure 13:
New Bus Shelters
and Totem Pole

B.5 EXISTING UTILITY INFRASTRUCTURE

For all intents and purposes, this site is a 350-acre “infill” project. While its development has been anticipated for many years, the property’s prior owner did not seriously entertain any of the many purchase offers from outside parties. Nonetheless, the surrounding properties continued to develop such that, collectively, the existing public streets adjacent to the site now contain all significant utility services and attendant infrastructure necessary to serve the PAD property.

No major off-site extensions or upgrades are anticipated to bring needed utility services to the site perimeter. The primary extensions and upgrades necessary will be those required, at developer expense, to extend the existing perimeter infrastructure onto and through the site. All such extensions will be designed and coordinated with each respective utility company and will be effectuated through the development plan, platting, and final engineering and permitting processes that will occur subsequent to the adoption of this PAD document.

B.5.1 Existing Utilities

The following sections explain the available infrastructure by each adjacent public street so that the reader can best appreciate the available utilities along each stretch of major site frontage (Figure 14, p. 29).

A. 36th Street Existing Utility Infrastructure

36th Street adjacent to the site presently contains an 8” Pima County Wastewater public sewer main, a 10” City of Tucson potable water main (increasing to 12” along the western portion of the site frontage), several parallel Tucson Electric Power overhead lines, and an 12” City of Tucson reclaimed water main. All of the above extend along the site’s entire 36th Street frontage.

B. Park Avenue and I-10 Utility Infrastructure

Park Avenue contains two Tucson Water mains of 6” and 36” size, respectively. A 36” Pima County Wastewater public sewer main runs beneath Park Avenue and then extends southeastward along the entire south boundary of the site. A continuous overhead TEP line and an underground telephone/fiber optics line also exist within the Park Avenue right-of-way, the latter of which continues southeastward along the south boundary of the site.

C. Campbell Avenue Utility Infrastructure

Campbell Avenue contains an existing 8” Tucson Water main (a stub of which also extends westward directly into the site at Duvall Vista Road), a high-pressure 1” Southwest Gas main (which similarly extends into the site via Duvall Vista Road), and another continuous TEP overhead electric line.

D. Kino Parkway Utility Infrastructure

Kino Parkway contains the least existing utility infrastructure, which is comprised solely of a 36" storm drain that is used for road-drainage purposes. The PAD will not make use of this facility.

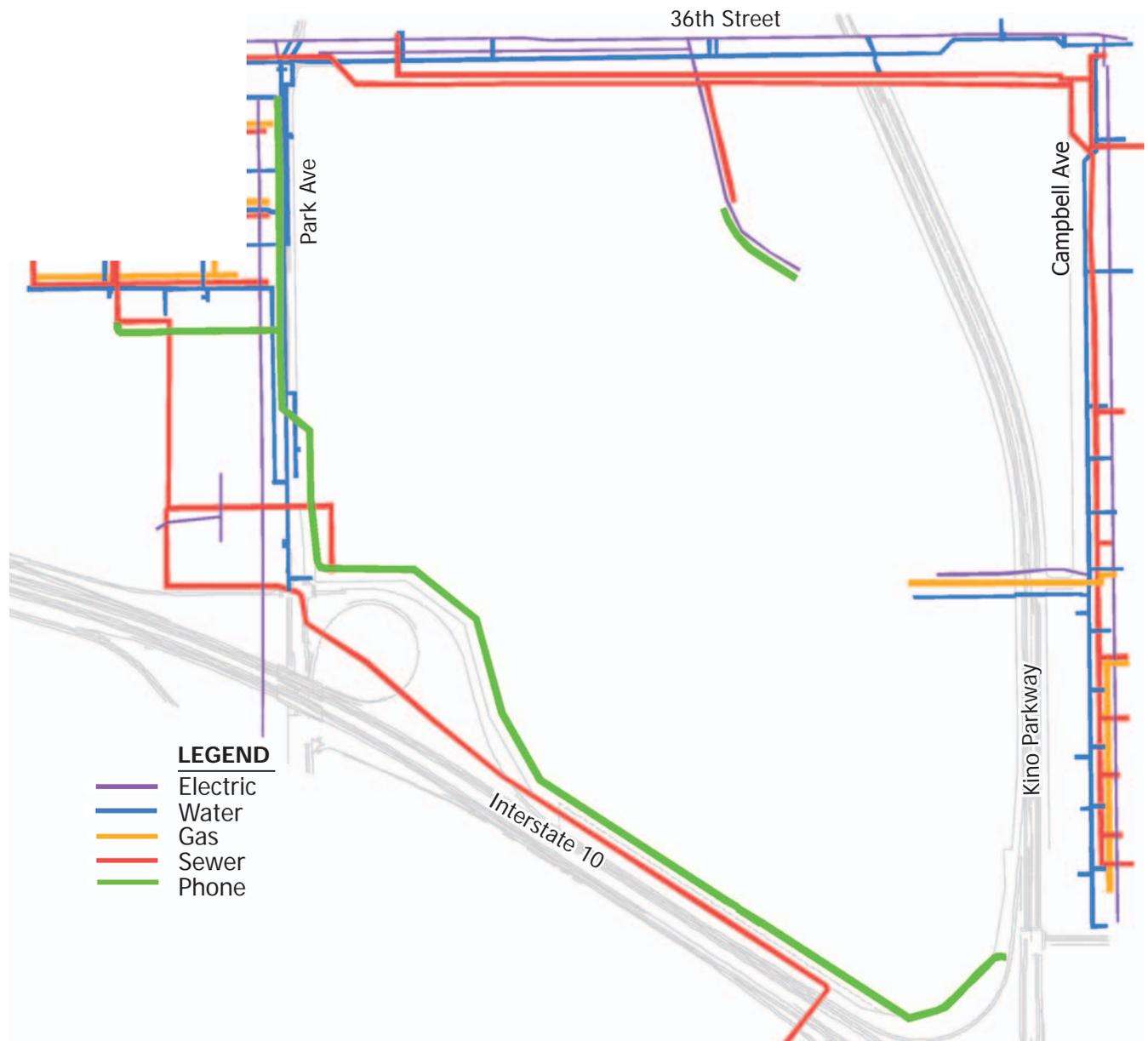


Figure 14:
Existing Utilities

B.5.2 Overall Project Serviceability

Preliminary discussions with the respective utility companies have, to date, yielded no anticipated difficulties in providing needed utility services to the site. The only likely upgrade of existing perimeter/off-site utilities pertains to the existing Southwest Gas high-pressure gas main in the vicinity. The nearest main, a 1" line on Campbell Avenue, will likely need to be upgraded to a larger capacity to serve the overall site, particularly the demands of the regional commercial/retail center that is planned along Interstate 10.

In the case of this or any other such upgrades that are ultimately determined to be necessary, the developer will coordinate directly with the appropriate utility company during the Development Plan and/or platting phases of the PAD. The needed upgrade(s) as warranted by the development will be effectuated at developer expense or under a financial arrangement that is mutually agreeable to both parties.

B.6 ENVIRONMENTAL FACTORS

B.6.1 Existing Drainage Pattern and Site Hydrology

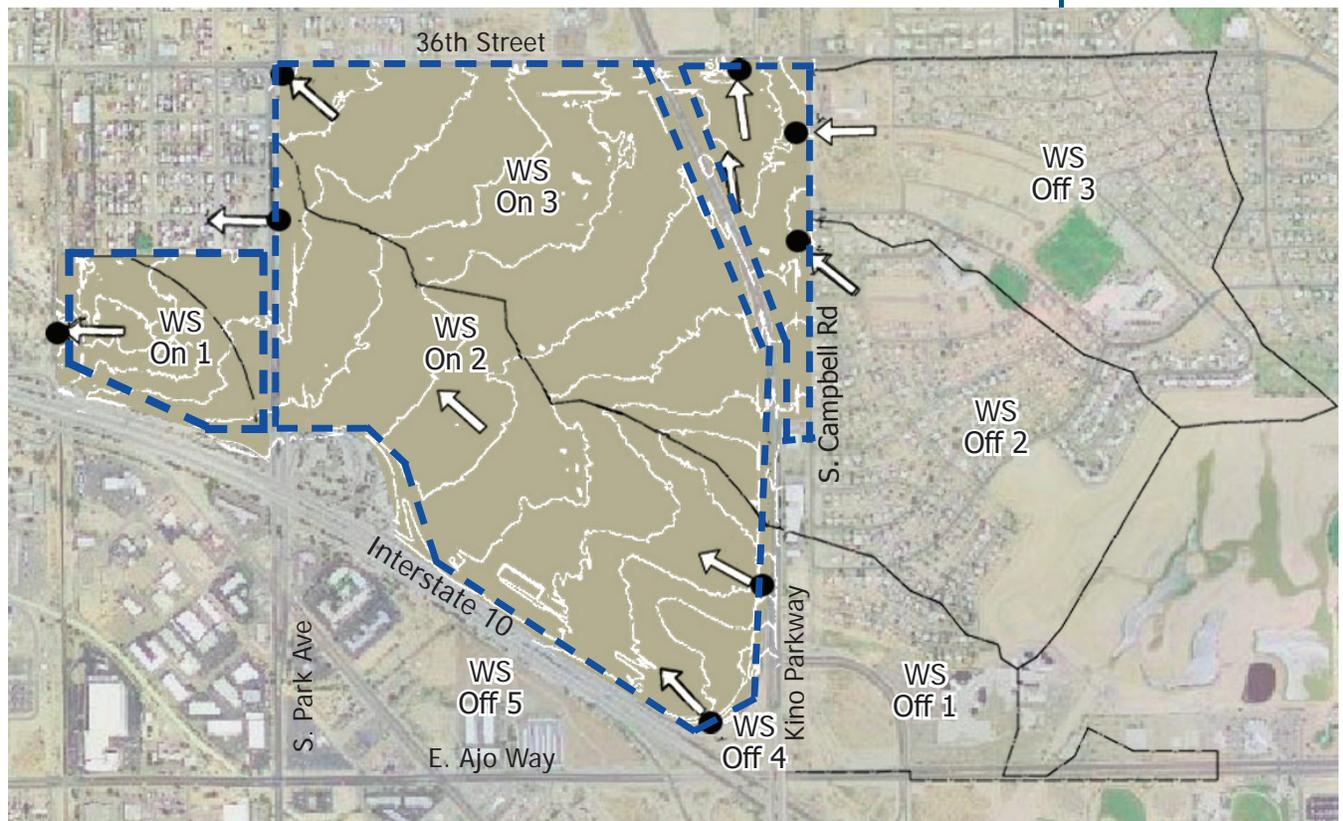
A. Off-Site Characteristics

Four (4) significantly-sized off-site watersheds contribute their respective stormflows to the site. Figure 15 (this page) illustrates these four off-site watersheds, their respective points of concentration, and the 100-year volume that each contributes to the site.

The largest of these existing 100-year volumes impacts the triangular portion of the site that is located between Kino Parkway and Campbell Avenue. Two of the off-site watershed outlets flow onto to this triangular property, the collective 100-year volume of which exceeds 1,100 cfs. This flow pattern has resulted in the establishment of a heavily vegetated xeroriparian area on this triangular acreage. This resource clearly requires special protection under this PAD proposal.

With respect to that portion of the Project site, west of Kino Parkway, the largest incoming flow impacting it is the 181 cfs 100-year volume that

Figure 15:
Existing Grading and Hydrology



LEGEND	
	Project Boundary
	Watershed Boundary
	Direction of Flow
	Point of Concentration
	Existing Watershed Offsite
	Existing Watershed Onsite

enters the site via an existing culvert beneath Kino Parkway. This incoming volume feeds the undefined channel of the Greyhound Wash located in the southeastern quadrant of the site (Figure 15, p. 31).

B. On-Site Characteristics

The site drains in a predominantly southeast-to-northwest fashion. It is largely uniform in slope, such that this northwesterly natural drainage pattern is essentially uninterrupted over its entire length. Two major exit points exist for the concentrated flows that leave the property: 1) at the extreme northwest corner of the site; and 2) at a point along Park Avenue approximately 1,200' south of 36th Street (Figure 16, p. 33). Collectively, these two points of concentration direct approximately 1,100 cfs into the adjacent residential neighborhoods during a 100-year storm event. This condition is significant in that it has caused historical flooding in the existing neighborhoods west of the property. It is the intent of this PAD to effectuate a solution to this historical flooding situation and to have this solution be an integrated element of the overall PAD proposal.

With respect to the Section 404 Clean Water Act, a portion of the Greyhound Wash on the property has been identified as potential 404 jurisdiction (Figure 16, p. 33). A proposed delineation has been submitted to the US Army Corps of Engineers by the project consultant team and is presently under Corps review. No other portion(s) of the property are delineated as being within potential 404 jurisdictional limits.

In practical terms, it should be noted that the alignment of the Greyhound Wash across the property has been effectively truncated by the north-south airport runway, which formerly bisected the property. For all intents and purposes, the Greyhound Wash flows in a broad, ill-defined manner to the runway. It backs up at the runway, then impounds, generally within the areas of dense vegetation. The runway essentially serves as a check dam. Once the water over-tops the runway, its flow spreads significantly, and has more sheet flow characteristics. A major element of this PAD proposal will be the creation of a central open space, recreational and drainage corridor that will establish a xeroriparian corridor along the historical alignment of the Greyhound Wash through the property.



Significant Vegetative Habitat
Xeroriparian - High Habitat

Significant Vegetative Habitat
Xeroriparian - Low Habitat

LEGEND

- Watershed: 18th Street
- Watershed: Mission Wash
- Watershed: Julian Wash
- Watershed Boundary
- Washes

* Alignments of Greyhound Wash (as shown west of Significant Vegetative Habitat) and Downtown Airport Wash are historical alignments prior to construction of the airport runway and other area improvements. Surface flows in these reaches are now sheet-flow rather than channelized.

Figure 16:
Environmental Factors

B.6.2 Significant Vegetative Habitat

There are two (2) areas within the PAD that contain Significant Vegetative Habitat (SVH).

Area 1: The area west of Kino Parkway contains two significant stands of dense vegetation (Figure 16, p. 33). The larger of these stands is located immediately adjacent to Kino Parkway and is approximately 800' long by 100-150' wide. The smaller of these two stands is located further westward and is approximately 130' long by 400' wide. These two stands are separated by a sparsely vegetated corridor of marginally-viable vegetation.

These two stands of vegetation represent the highest resource value vegetation on the site. These stands meet the definition of Critical Riparian Habitat except for the Resource Corridor requirement (Tucson LUC, Section 6.2.3 Critical Riparian Habitat).

The sparse area between these two stands possesses comparatively low environmental value and can be impacted without the loss of any significant resources, as long as the aforementioned Greyhound Wash channel is spanned or otherwise left undisturbed.

Area 2: The triangular property between Kino Parkway and Campbell Avenue (Figure 16, p. 33) contains SVH and represents the most significant and valuable environmental resource on the overall site. This area is discussed in more depth in Section B.6.3.



Figure 17:
*Existing Vegetation
Photo Viewing North*

B.6.3 Critical and Sensitive Biological Community, Vegetation, and Wildlife

Given that the Project site has historically been disturbed by past activities and uses, such as the former “downtown” airport, its value from an environmental standpoint is largely unremarkable. However, there are certain features, characteristics, and elements of the existing property that merit special attention and warrant protection.

Notwithstanding the SVH discussed in Section B.6.2, the most significant and valuable environmental resource on the overall site is the substantial xeroriparian area, its associated dense native vegetation, and the accompanying wildlife corridor which exists on the triangular property between Kino Parkway and Campbell Avenue (Figure 16, p. 33; Figure 17, p. 34). This area presently receives more than 1,100 cfs of incoming run-off during the 100-year storm event. It is a well-established and vital resource that requires protection.

The PAD area in this particular location is approximately 26 acres in size. The valuable environmental resources described above are wholly contained within the northern 20 acres of this triangular property. It is the intent of this PAD to protect this 20-acre subset of the property as open space.

In accordance with the City of Tucson NPPO procedures, this area, along with all other vegetative resources on the property, have been fully inventoried and documented. The in-place preservation of any such resources will be used to accumulate credits against disturbance of the marginal vegetative resources that occur over the vast majority of the property.

As a result of: 1) the open space protection of the 20-acre resource; 2) the in-place preservation of specimens that will occur within the previously discussed areas of SVH; and 3) the substantial plantings that will occur within the PAD’s proposed open space and recreational corridor, it is anticipated that sufficient credits and mitigation will be achieved so as to allow disturbance of the site’s remaining marginal vegetative resources in full accordance with all NPPO requirements.

B.6.4 Geology and Soils

The Project site is comprised of two basic soil types, Mohave and Q-Cave (Figure 18, this page). Neither of these soil types constitutes highly unusual nor remarkable conditions for site development, although the Mohave soils are typically associated with natural drainage corridors or alluvial conditions. The majority of these Mohave soils that exist on the site will either be left undisturbed (e.g., in areas of SVH along the Greyhound Wash) or will be otherwise located within the planned central open spaces, recreational areas and/or the drainage corridor contemplated within this PAD.

In general terms, the geotechnical analyses and preparations necessary to effectuate development on either of these soils types are considered routine.

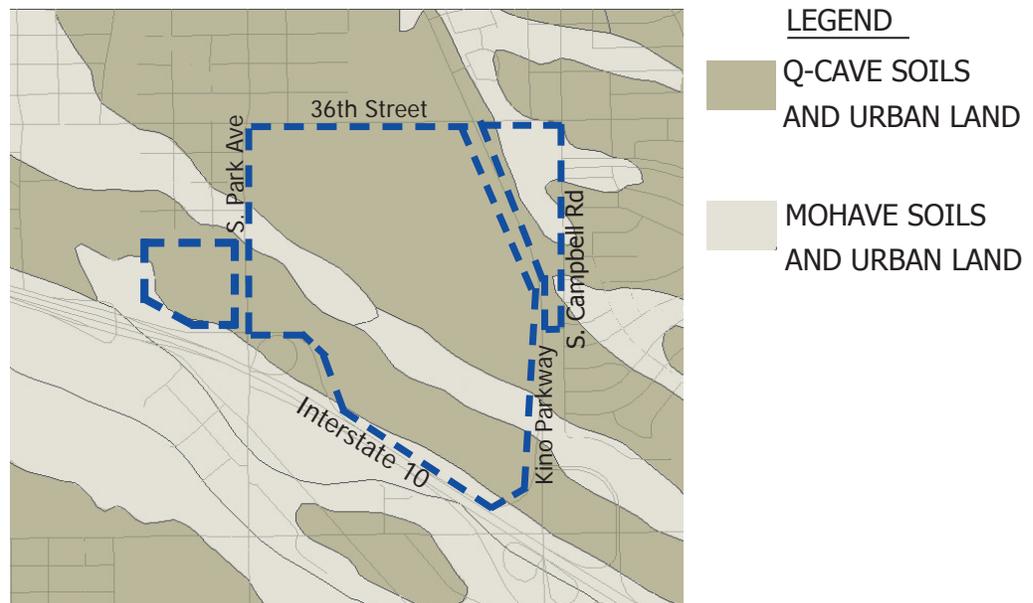


Figure 18:
Geology and Soils

B.6.5 Adjacent Land Uses of Particular Note

Within the surrounding land use context of the PAD, there are three particular land uses of special note vis-à-vis the PAD's intent to place residential uses on the 40-acre property west of Park Avenue. These particular land uses are: 1) an existing metal recycling yard located at the extreme northwest corner of the 40-acre property, 2) the Union Pacific Railroad (UPRR) spur line, located along the entire west boundary of the property, and 3) the adjacent Interstate 10 freeway, located along the entire south boundary of the property.

The recycling yard is a grandfathered industrial use located immediately adjacent to the existing residential neighborhood north of the 40-acre PAD property. The recycling operations are confined to daylight hours and include railcar loading and unloading, as well as routine on-site material sorting and preparation for transport. No designated buffering or screening of this industrial use presently exists between it and the aforementioned existing residential neighborhood.

The UPRR track is a spur of the main Union Pacific line and provides a linkage between Sonora, Mexico and Tucson. The line presently carries eight (8) trains per day, with the expectation that this volume will increase to approximately twelve (12) trains per day at some future date. Even at its increased level, this can be considered a low relative volume when compared to the 60+ trains per day experienced on the main rail lines serving the Tucson metropolitan area.

The Interstate 10 mainline is six (6) lanes and its roadbed is approximately 30' above the PAD's proposed 40-acre residential property. The westbound on-ramp (single lane) is located immediately adjacent to the PAD property and proceeds upward to meet the elevated freeway bed.

The above having been stated, this PAD recognizes these special uses as particularly challenging adjacent to a proposed residential subdivision. As such, special buffering and setback policies are included in this PAD for the 40-acre residential area west of Park Avenue; these are fully articulated in Section C.2.3.C.6 of this PAD. An empirical noise-study for the property is also provided as in Appendix E of this PAD; this study is the basis for the particular setback and buffering elements described in Section C.2.3.C.6.

B.7 VIEWSHEDS AND VISUAL ANALYSIS

Due to the flat topography of the site, no significant view sheds other than the distant views to the Santa Catalina Mountains exist from the site.

Views from various areas of the site are depicted below (Figure 19, this page).

View of the existing vegetation and the skyline of Downtown Tucson, located northwest of the site.



View of Santa Catalina Mountains located north of the site, and medium density vegetation in the foreground.



View of Rincon Mountains located east of the site, and low density vegetation in the foreground.



View looking onto I-10 and low density vegetation in the foreground.



Figure 19:
Visual Analysis

B.8 SITE OPPORTUNITIES AND CONSTRAINTS

In consideration of the Site Analysis findings, the Project site is impacted by, and must respond to, the following major opportunities and constraints:

A. Opportunities

- The site affords a tremendous opportunity for furthering numerous City of Tucson policy goals as contained within its General Plan and adopted Area Plans.
- The site represents a major private investment in the local community and, as such, will be a tremendous contribution toward furthering the revitalization that has already begun in the immediate and surrounding area.
- The residents in the area will be afforded a full complement of new shopping, restaurant, and entertainment opportunities that previously have been non-existent in this historically under-served area.
- The site will provide a major City gateway and image statement to those entering the Tucson community via the Interstate 10 corridor and via the Tucson International Airport (TIA)/ Kino Parkway corridor.
- The site is strategically placed to provide direct linkages to other important community features in the area, such as the University Physicians Healthcare Hospital at Kino Campus (formerly Kino Hospital), Tucson Electric Park, and the Veterans Administration (VA) Hospital.
- The site will be the third axis of a major City commerce "triangle" comprised of the Rio Nuevo/Downtown area, the University of Arizona main campus, and the site. Collectively, this commerce triangle should provide a key foundation on which the City's future image and economic future can be built.

B. Constraints and PAD Responses

The Project site is largely unremarkable in terms of major site constraints. That being the case, a small set of issues are important and merit special attention and/or protection in conjunction with this PAD. These items are capsulized as follows:

- The areas of SVH west of Kino Parkway, together with the xeroriparian area east of Kino Parkway, represent a valuable natural resource that will be protected by the PAD and become part of a larger regional program of public open space.
- The Pima County and City of Tucson adopted trail plans identify the Project site as a key component in furthering important elements

of a regional public trail network; the proposed PAD recognizes and embraces this objective.

- Significant historical flooding has occurred in the residential neighborhoods adjacent to the PAD property. This PAD proposal will, in conjunction with the efforts of the Pima County Regional Flood Control District (RFCD), provide a comprehensive solution to ameliorate this historic flooding condition. NOTE: The extent of development on the PAD property shall be regulated to be in sync with the extent of flood control/drainage improvements, both for those improvements on the PAD property and the off-site improvements necessary for proper function of on-site improvements. Subdivision plat and site/development plan approvals will not be granted by the City of Tucson until such time as COT determines that the extent of the constructed flood control/drainage improvements is in synch with the residential platting and site development, or that acceptable financial assurances have been provided to guarantee all flood control/drainage improvements as determined necessary by the City of Tucson.
- The presence of the existing metal recycling yard, Union Pacific Railroad (UPRR), and Interstate 10 freeway adjacent to the 40-acre portion of the PAD west of Park Avenue. This PAD proposal includes specialized buffering and setbacks elements which recognize these constraints and which protect future residents from their impacts. An empirical noise study was completed in conjunction with this PAD and was the basis for these buffering and setback elements.

Section C: PAD District Proposal

C.1 PAD OVERVIEW AND PROPOSED PHASING

C.1.1 Major Land Uses

The west, northwest and central portions of the Site will be designated residential (Sub-Areas B-I, B-II, B-III, and B-IV). The southern portion of the Site adjacent to I-10 will contain major commercial/retail shopping amenities (Sub-Area A). UA plans to build a cutting-edge research park along Kino Parkway (Sub-Area D). Additionally, a supporting hotel & conference center is planned at the south end of the UA research park (Sub-Area E).

On the east side of Kino Parkway, immediately south of 36th Street, the existing dense vegetation will remain as open space (Sub-Area C-II), while a small area to the south of it is designated for commercial use (Sub-Area F). An open space area is proposed throughout the center of the Site that will provide flood control and serve as a greenbelt/buffer between the residential and commercial areas, as well as a key component to functionally and aesthetically “tie” the Project together and connect to adjacent amenities (Sub-Area C-I). Figure 20 (p. 45) shows land use areas and zoning structure.

C.1.2 Compatibility with Adjoining Land Uses

Compatibility of the PAD with the adjoining land uses presently abutting the Site will be achieved as follows:

- The proposed residential uses of the PAD are to be located primarily adjacent to the existing residential neighborhoods in the surrounding area.
- Mitigating any residential uses sited adjacent to Interstate 10 and/or the Union Pacific Railroad through the use of setbacks, landscaping, and/or other elements as necessary to insure residential quality of life (refer to Section C.2.3.C.6, p. 60, for specialized buffering, mitigation, and protection of residential Sub-Area B-IV). Need for such elements will be determined by the Noise Impact Study (included in Appendix E).
- The siting of the civic/institutional uses (i.e. the UA research park, hotel/convention complex, and its associated commercial/retail) is proposed to be adjacent to the existing Quincie Douglas Community Center complex and along the Kino Parkway principal-arterial frontage.



- The major commercial development is proposed along the I-10 frontage and between to the two (2) existing freeway interchanges at Kino Parkway and Park Avenue.

C.1.3 Anticipated Project Phasing

It is likely that the primary commercial site (Sub-Area A) and the first residential neighborhood will commence at approximately the same time, with the UA research park initiating construction not long after. Beyond that, the following particulars provide further insight into the PAD's development:

A. Commercial Center

The 110-acre commercial center (Sub-Area A) will be developed in a minimum of two (2) separate phases, with the first phase being the western one-half of the property (along Park Avenue), followed shortly thereafter by the eastern half of the site. The ingress/egress from Kino Parkway and the main connecting road through the commercial site (which will link Kino Parkway with Park Avenue) will be constructed when the western half of the property (commercial Phase I) is developed. The full build-out of the commercial center is estimated to take seven (7) years.

B. Residential

The residential properties will be developed in blocks of no more than 30-40 acres at a time. It is most likely that the first residential block built will be Sub-Area B-1, the parcel at the immediate southeast corner of Park Avenue and 36th Street. The full build-out of the residential blocks is estimated to take seven (7) years.

C. Hotel Complex and Research Park

The hotel complex at the south end of the research-park site (Sub-Area E) will be the first element of the University project that is constructed, with the attendant research park and laboratory facilities commencing thereafter and proceeding northward. The initial construction will occur in 2-3 years; full build-out of the entire research park will likely require 20-25 years.

D. Public Improvement Projects

Several significant public improvement projects (ranging from street improvements to drainage infrastructure to trails and landscaping) are necessitated by this Project to support the above-referenced development phasing. Section C.3.6 of this document provides a table (Table J, p. 91) with descriptions of the individual public improvement projects and provides the specific development activities which will trigger the phasing and commencement of each. Given the anticipated nature of this Project's construction, the matrix approach is the best manner of insuring that needed public improvements are appropriately provided as the development of the Project proceeds.

C.1.4 Shared Maintenance Responsibilities

While the PAD is comprised of three distinct development entities, there are significant common infrastructure elements which all will share and, from which, all will benefit. This is particularly true of the new on-site spine streets (ultimately to be dedicated to the City of Tucson) and the central open space corridor, which will function as both a regional flood-control facility and a public recreation amenity (ultimately to be the property of Pima County).

With respect to the new public spine streets, basic maintenance will be provided by the City of Tucson. However, the specialized elements within the right-of-way (e.g. enhanced landscaping, specialty paving at cross-walks, specialty street furniture, etc.) will be maintained by the Developers.

With respect to the central open space corridor, the basic flood-control maintenance for the detention basin and drainage channels will be provided by the Pima County Regional Flood Control District (a Letter of Understanding from the Regional Flood Control District is included in Appendix E). However, all landscaping and recreational facilities (trails, ramadas, fields) will be maintained by the Developers.

In order to fulfill the above Developer maintenance responsibilities, a Land Owners Association will be formed prior to the approval of any development plan or final plats. This association will survive the build-out of the Project and will maintain the specialty elements described above in perpetuity.

C.1.5 Financial Assurances to be Recorded

In accordance with the LUC Section 2.6.3.7.B and Development Standard 1-04.0, the owners of the Site shall, prior to adoption of the ordinance approving the PAD, submit a form of financial assurance for review and approval by the City of Tucson. The owners of the Site currently anticipate the financial assurance will be in the form of a performance bond, but may utilize other approved means of providing financial assurances.

In the event that necessary on-site and off-site drainage and detention facilities are not physically in-place, to the satisfaction of the City of Tucson, to insure the proper functioning the Project prior to the approval of any residential subdivision plat and/or site/development plan within the PAD property, assurances will include those necessary to guarantee completion of on-site and off-site drainage/flood control improvements in sync with the development of the PAD property.

C.1.6 Waiver of Claims

The property owner shall execute and record a separate agreement to waive any claims against the City for zoning amendment in conformance with A.R.S. §12-1134(I).

C.2 LAND USE REGULATIONS

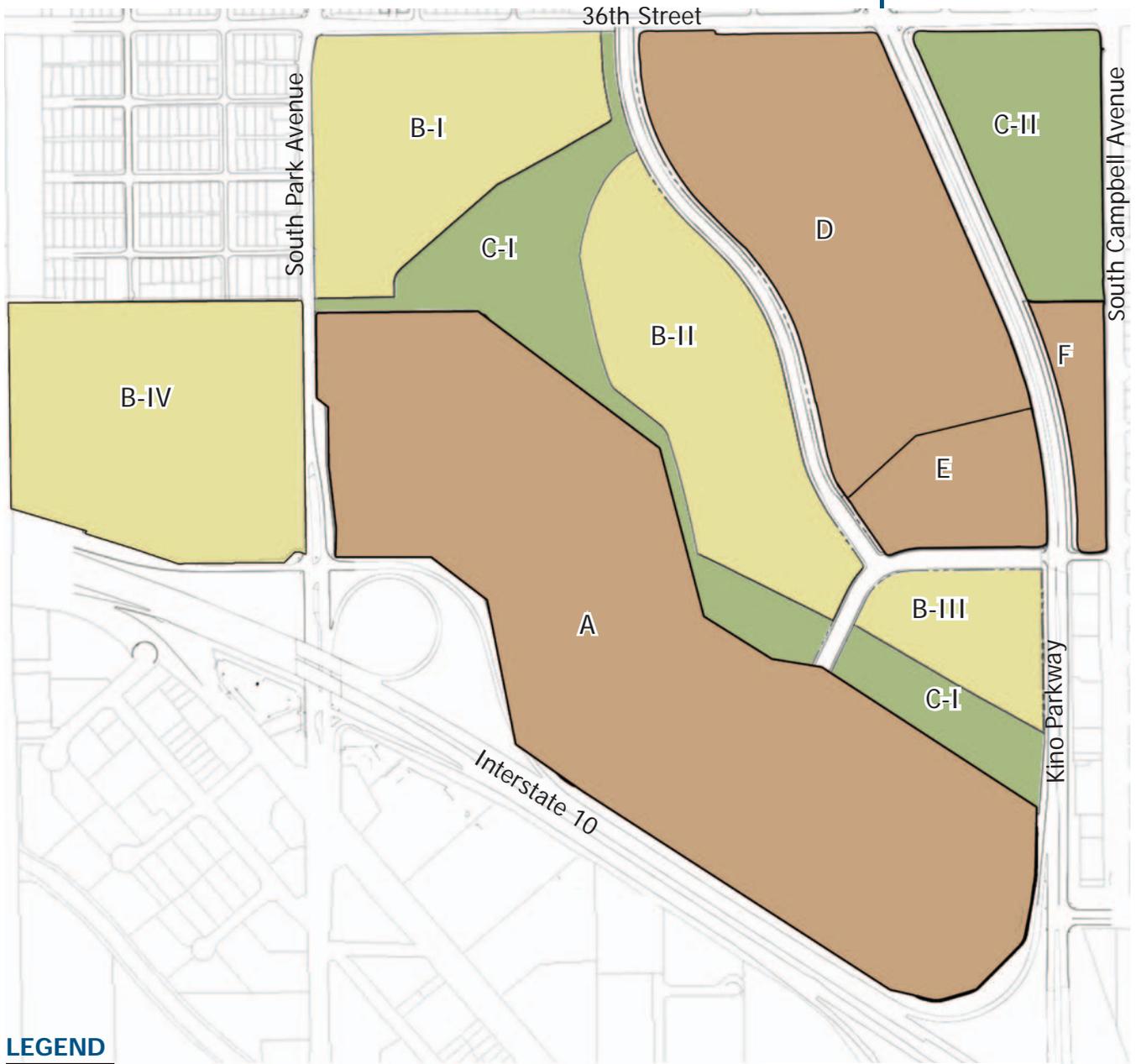
The development regulations, as stated in Sections C.2.2 - C.2.4, will govern the land use densities, intensities and location criteria within the PAD. In addition, this section includes property use designators, building and landscape setbacks, building heights and other general development standards. The intent of these standards is to establish clear minimum development standards, allow for the orderly progression of development, and provide flexibility over time without compromising the goals and objectives for the PAD. Unless otherwise specified herein, all development within the PAD shall conform to all Ordinances, Codes, Policies and Regulations of the City of Tucson and shall be implemented through the City of Tucson Community Design Review Committee (CDRC).

C.2.1 Sub-Areas of PAD District

To support the mixed-use strategy for the PAD, a series of designated sub-areas have been established that permit residential, commercial/retail, research park, and recreational uses (Figure 20, p. 45). The PAD is divided into ten (10) distinct sub-areas. Each sub-area is designated with its primary use. Furthermore, the following sections of this document will identify the intent for each sub-area, and their additional permitted, secondary, accessory and excluded uses.

The ten (10) proposed sub-areas and their respective primary uses include the following:

<i>Sub-Area</i>	<i>Primary Use</i>
A	Commercial/Retail
B-I	Residential
B-II	Residential
B-III	Residential
B-IV	Residential
C-I	Open Space/Active Recreation and Drainage
C-II	Open Space
D	Civic/Institutional (Research Park)
E	Commercial (Hospitality/Office)
F	Commercial/Retail



LEGEND

Sub-Area	Primary Use	Acreage
A:	Commercial/Retail	111.2
B-I:	Residential	30.0
B-II:	Residential	36.0
B-III:	Residential	11.4
B-IV:	Residential	40.0
C-I:	Open Space/Active Recreation	30.4
C-II:	Open Space	20.0
D:	Civic/Institutional (Research Park)	53.5
E:	Commercial (Hospitality/Office)	11.6
F:	Commercial/Retail	5.9
Total		350.0

Note: Acreage/parcel lines are conceptual

Base Zoning

- R - 3
- OCR - 1
- OS

Figure 20:
Designated Sub-Areas

C.2.2 Commercial and Institutional Uses

Sub-Areas A, D, E, and F.

A. Intent

1. *Sub-Area A and F (Commercial/Retail Uses)*

The commercial and retail uses in the PAD (Sub-Areas A and F) will include a major regional shopping center along I-10, between Park Avenue and Kino Parkway, providing national, regional, and local retail tenants, including large retail establishments (allowed in Sub-Area A only), as well as an array of smaller retail shops, restaurants and entertainment. The commercial/retail development will provide goods and services not currently available in the area and will serve local residents and draw customers from throughout Tucson and surrounding areas.

2. *Sub-Area D (UA Research Park)*

The UA research park area (Sub-Area D) will be primarily used for offices, science laboratories and educational facilities that will accommodate the sophisticated needs and demands of a variety of scientific and technology-based disciplines. Affiliated uses are also anticipated within the research park such as small retail shops, restaurants, traveler's accommodations and limited entertainment uses. Limited residential uses (e.g. dormitory or extended stay lodging) are also permitted. The research park will provide educational services to local residents as well as draw academics, researchers, and scientists from around the country and around the world.

3. *Sub-Area E (Hospitality/Office)*

The hospitality/office area in the PAD (Sub-Area E) will allow for the development of a destination or business-class hotel, with executive training conference center, as the primary use along Kino Parkway. This sub-area may also allow for a range of small support retail shops, restaurants, and entertainment as secondary uses. The hospitality/office sub-area will help create jobs, provide goods and services not currently available in the area, and serve local and regional residents.

B. Land Uses

1. *Permitted Uses*

The permitted land uses, special exception land uses and secondary land uses allowed in Sub-Areas A, D, E, and F shall be the uses permitted by the OCR-1 Zone as defined in Section 2.6.1 of the LUC and supplemented below.

2. *Additional Permitted*

Additional permitted uses not listed in Section 2.6.1.2 of the LUC shall include:

Commercial Services Use Group, Section 6.3.5

- Animal Services, subject to Section 3.5.4.1.G
- Automotive - Service and Repair, subject to Section 3.5.4.2.C and D
- Communications, subject to Sections 3.5.4.20 .B, and .C, and .D.1 or .D2, and .G.
- Funeral Service, subject to Section 3.5.4.22.B
- Research and Product Development
- Construction Services

Retail Trade Use Group, Section 6.3.10

- Construction Material Sales
- Large Retail Establishments (Sub-Area A only; subject to C.2.2.C.2)

Wholesaling Use Group, Section 6.3.13

- Business Supply and Equipment Wholesaling
- Food and Beverage Wholesaling

Industrial Use Group, Section 6.3.6

- Craftwork, subject to Section 3.5.5.1.D, .E, .F, and .H
- Processing and Cleaning, subject to Section 3.5.5.1.D, .E, .F, and .H

Note: References to performance criteria in LUC § 3.5 that include setbacks from residential zones shall also apply to adjacent residential uses within the PAD boundaries.

3. Excluded Uses

- Civic Use Group, Section 6.3.4.2 Correctional Use, Supervision Facility
- Industrial Use Group, Section 6.3.6.13, Salvaging and Recycling
- Commercial Use Group, Section 6.3.5, Billboards

C. Development Standards

1. Development Criteria

The PAD shall recognize the development criteria provided in Table D (this page), which have been developed to regulate all development within Sub-Areas A, D, E, and F of the PAD. The standards in Table D (this page) will supersede the standards in the LUC (including, but not limited to, Article 3, Division 2 Development Criteria and Article 3, Division 5 Performance Criteria) in accordance with Section 2.6.3 of the LUC.

Commercial Development Standards for Sub-Areas A, D, E, and F	
Minimum Lot Area	0
Minimum Lot Width	0
Separation Between Buildings	Governed by Building Code
Maximum Floor Area Ratio*	Sub-Area A: 1.5 Sub-Area D: 4.0 Sub-Area E: 6.0 Sub-Area F: 0.75
Functional Open Space	Refer to section C.2.4 of this PAD **
Maximum Building Height	Sub-Area A: 60 feet Sub-Area D: 90 feet Sub-Area E: 140 feet Sub-Area F: 48 feet
Minimum Building Setback From Any Public Street and/or MS&R	20 feet ***
Minimum Building Setback From I-10	44 feet ****
Perimeter Wall Requirements	None. Refer to Section C.2.2.C.3 for provisions concerning screening.
Landscape Buffers and Screening	Refer to Section C.2.2.C.3 for provisions concerning landscape buffers and screening

Table D:
*Commercial
Development
Standards*

* Floor Area Ratio (FAR) shall have the meaning defined in LUC § 6.2.6 and shall be calculated in accordance with LUC § 3.2.11. The FARs designated above shall apply to each separate site, as that term is defined in LUC § 6.7.19, within a Sub-Area. It is conceivable that a Sub-Area may also be a single site.

** Functional open space in these Sub-Areas will include pedestrian walkways, patio areas, outdoor plazas, sitting areas, public art areas, oasis areas, performance areas, bus shelters, transit nodes, trails, and any main street areas in the life style development area of Sub-Area A, which can be closed off for a public function.

*** The building setback shall be measured from the property line.

**** The building setback from I-10 shall be measured from the property line.

2. **Large Retail Establishment Criteria**

Given the particular site characteristics of Sub-Area A in relation to I-10, the open space area (Sub-Area C-1) between the residentially designated Sub-Areas of the PAD, the following modifications to the criteria for Large Retail Establishments set forth in LUC § 3.5.9.7 are warranted. Unless modified herein, all other requirements of LUC § 3.5.9.7 shall be satisfied.

- a. *Unique Circumstances.* There are several factors that, in combination, make the property uniquely suitable for development as a power center. The site is located in close proximity to the intersection of Interstates 1-19 and 1-10, next to a neighborhood that has been recognized as a lower income or blighted area. The site is located within the Tucson Empowerment Zone and within an existing Enterprise Zone. The South Park neighborhood was the focus of HOPE VI Economic Development Study in 2001 (included on CD in Appendix E), which concluded that “based on market evaluation criteria the . . . site possesses the necessary characteristics to support a true ‘power center’ development incorporating commercial, retail, light industrial and residential uses.” The area is also distinguished by a lack of retail establishments. In the January 2006 issue of *Urban Land*, the article titled “The Forgotten Frontier of Retailing” (included in Appendix E) explains that “the lack of retail services is still a shameful reality in most lower-income neighborhoods around the county.” According to the Highest and Best Use Analysis of the Commercial Development Opportunities in the South Park Neighborhood, completed by Canyon Research Southwest in 2001, this property is best suited for a power center development.
- b. *Buffers.* All Large Retail Establishments will be setback a minimum of two hundred (200) feet from residential uses and residentially zoned properties. The screen wall and landscape buffers requirements in LUC § 3.5.9.7.A.2. are inapplicable. This modification is justified to enhance the connectivity and integration of the Sub-Areas within the PAD Site and to avoid isolating Sub-Area A from the rest of the Development Areas. Screen walls and landscape buffers for the commercial sub-areas are set forth in Section C.2.2.C.3.
- c. *Trash Collection.* Trash collection behind the buildings adjacent to and contiguous with I-10 will be allowed at any time, subject to the City of Tucson’s Noise Ordinance. This modification is justified because buildings situated along I-10 will provide a noise barrier. Trash collection will be allowed between 7:00 am and 7:00 pm in all other areas where a Large Retail Establishment may be located.
- d. *Delivery and Loading.* There shall be no limitations on the hours of loading and delivery activities behind any Large Retail Establishment buildings located adjacent to and contiguous with I-10. This modification is justified because buildings situated along I-10 will provide a noise barrier. Loading and delivery for Large Retail Establishments in other areas will be allowed between 7:00 am and 10:00 pm.

- e. *Traffic Impacts.* A comprehensive Traffic Impact Analysis (TIA) covering the entire Site has been provided in conjunction with the PAD (refer to Section C.3.4 below). As necessary, additional supplemental TIA's will be provided at the time of Development Plan submittal for review in accordance with LUC Section 3.5.9.7.A.8. This modification is justified to avoid having to prepare redundant TIA's where the traffic impact attributable to a Large Retail Establishment has been addressed in the TIA submitted with this PAD document. Parking requirements are set forth in Section C.2.2.C.4.
- f. *Outdoor Lighting.* Metal halide lighting shall be permitted in the parking lot areas, provided that the lighting levels are reduced between 10:00 pm and 7:00 am. This modification is justified because metal halide lighting provides high quality cleaner, true spectrum light and allows for the creative application of landscape and pedestrian area feature lighting. Notwithstanding this modification, the outdoor lighting shall comply with the City of Tucson Outdoor Lighting Code.
- g. *Architectural.* Building materials, colors and architectural designs shall be consistent with the scheme set forth in C.2.2.C.7, below, and shall be monitored and enforced by the Design Review Committee (refer to Section C.6).
- h. *Permitted Sales.* General Merchandise Sales and Food and Beverage Sales may be combined within a single establishment with no limitation on the Gross Floor Area allocated to either one of the Land Use Classes. Various studies and initiatives support the need to allow retail development to occur on the Site without the use restrictions set forth in LUC Section 3.5.9.7.A.13. Appendix E contains an explanation for removing the grocery use restriction (see "Power Center Development Comments" in Appendix E).
- i. *Review.* All proposed Large Retail Establishments shall be reviewed in accordance with the Development Plan review process established in Tucson Code Section 23A-34 and approved by the Development Services Director. Because a PAD district is established through a Zoning Examiner Legislative Procedure, no separate or additional approval through Special Exception Land Use or Zoning Examiner Legislative Procedure will be required for any Large Retail Establishment proposed in Sub-Area A.

3. Landscape and Screening Requirements

The Commercial Sub-Areas within the PAD will comply with the Landscaping and Screening requirements contained in Division 7 of Article 3 of the LUC, with the following exceptions:

- a. Given the extensive open space areas between the Commercial Sub-Areas and residential areas, except as provided in this Section, the screening requirements of Section 3.7.3 of the LUC shall not apply to the Commercial Sub-Areas. Additionally, to encourage connectivity between the Sub-Areas within the PAD and between other land use Sub-Areas, interior landscape borders between parcels within the Sub-Areas otherwise required by the Land Use

- Code are not required for the PAD. Specific screening and landscape buffer areas have been developed for the locations as designated in Figure 21 (p. 53).
- b. Along the south boundary of Sub-Area A and adjacent to I-10, screening is not required. Landscape in this area will be installed in a twenty (20) foot wide buffer area along the south boundary of Sub-Area A. This buffer area will include a meandering eight (8) foot wide decomposed granite path. The density of the vegetation will comply with LUC § 3.7.2.4. (Refer to Figure 21, p. 53, and Appendix B, Figure 9, p. B-4.)
 - c. Parking area screening between the open space area (C-I) and the north boundary of Sub-Area A shall be placed on the property line between the open space and the parking area. All screen walls adjacent to Sub-Area C-I shall be a maximum of 30 inches above grade or shall be designed as “view walls.” View walls shall be a minimum of 80 percent open and shall be constructed of wrought iron or other similar attractive open fencing material above 30 inches above grade. Adding a landscape buffer area between the Sub-Area A and the natural open space would be redundant. (Refer to Figure 21, p. 53, and Appendix B, Figures 4 and 5, p. B-3.)
 - d. Any retail situated in Sub-Area A along the Sub-Area A property line south of Sub-Area B-II shall not require a landscape buffer or screening. The natural open space area (C-I) will provide a sufficient buffer between Sub-Area A and Sub-Area B-II. (Refer to Figure 21, p. 53, and Appendix B, Figure 6, p. B-3.)
 - e. Due to the proximity of the proposed retail area at the west end of Sub-Area A south of Sub-Area B-I, screening, not to exceed five (5) feet in height, shall be installed at the property line. A landscape buffer shall not be required because the natural open space area (C-I) provides a sufficient buffer. (Refer to Figure 21, p. 53, and Appendix B, Figure 1, p. B-2.)
 - f. Street landscape borders and screening of parking lots along Kino Parkway and Park Avenue shall be accomplished with low screen walls. The landscape borders shall be a minimum of ten (10) feet wide and the density of the vegetation in the vehicular use areas and landscape borders shall comply with LUC § 3.7.2.3 and 3.7.2.4. (Refer to Figure 21, p. 53, and Appendix B, Figures 2 & 3, p. B-2.)
 - g. Loading and delivery docks, outdoor storage areas, garbage and recycling areas and other similar exterior improvements facing such residential neighborhoods at the perimeter of and within the PAD will be screened (unless already substantially screened by buildings or other landscaping) with walls a minimum of six (6) feet high designed to prevent unreasonable light, noise and visual impact on such residential neighborhoods. Examples of trash enclosure screening are shown in Appendix B, Figures 10 and 11, p. B-5.
 - h. Canopy trees and planter islands in parking areas shall be in conformance with LUC Section 3.7.2.3. excluding the portions of the details pertaining to landscaping shown in Appendix B, Figures 7 & 8, p. B-4. In the large parking areas in Sub-Area A, additional canopy

trees will be added and clustered together, creating large pockets of shade. Groupings of shade trees will be used to create a more freeform planting mass. Creating sight visibility corridors to shops will be a strong consideration for tree placements. The planting space for parking lot islands and planters shall be in conformance with the LUC. Figures 7 & 8, p. B-4, Appendix B, illustrate tree clustering in areas of the pedestrian walkway. Location and number of trees to be determined at Development Plan stage.

- i. "Safe by design" principles shall be implemented in the design and construction of screen walls to prevent hiding and loitering near pedestrian and bicycle paths. Examples of the principles to be utilized include the articulation of the wall to include jogs and offsets. Openings for pedestrian and bicycle paths should be widened and cacti and other thorny plants should be utilized to keep people out of hiding areas near pathways.

Refer to General Landscape Program, Appendix F, for Landscape Concept. Prior to any development plan submittal, the Office of Conservation and Sustainable Design will also be consulted, and their input incorporated into the submittal.

4. Parking

Motor Vehicle and Bicycle Parking requirements of Division 3 of Article 3 of the LUC will apply with the following exceptions:

- a. In Sub-Areas D, E, and F, parking requirements shall be calculated according to use pursuant to LUC § 3.3.4.
- b. Sub-Area A parking requirements shall be as follows:
 - i. *Motor Vehicle Spaces:* A minimum of 4.5 spaces for each 1,000 square feet of Gross Floor Area (GFA). Parking stall counts shall be done across Sub-Area A as a whole, not necessarily on a parcel by parcel basis within the sub-area, subject to a recorded cross-parking agreement for the overall shopping center.
 - ii. *Bicycle Spaces:* The required number of bicycle parking spaces shall be calculated in accordance with LUC § 3.3.5.6.A.2. Then, bicycle parking spaces shall be increased by 10 percent above the LUC requirements in Sub-Area A.
- c. Class 2 bicycle parking spaces may be substituted for Class 1 bicycle spaces on a two for one basis up to a maximum of 50 percent of the required number of Class 1 spaces.

5. Off-Street Loading Requirements

The PAD will comply with the off-street loading requirements contained in Division 4 of Article 3 of the LUC, with the following exceptions:

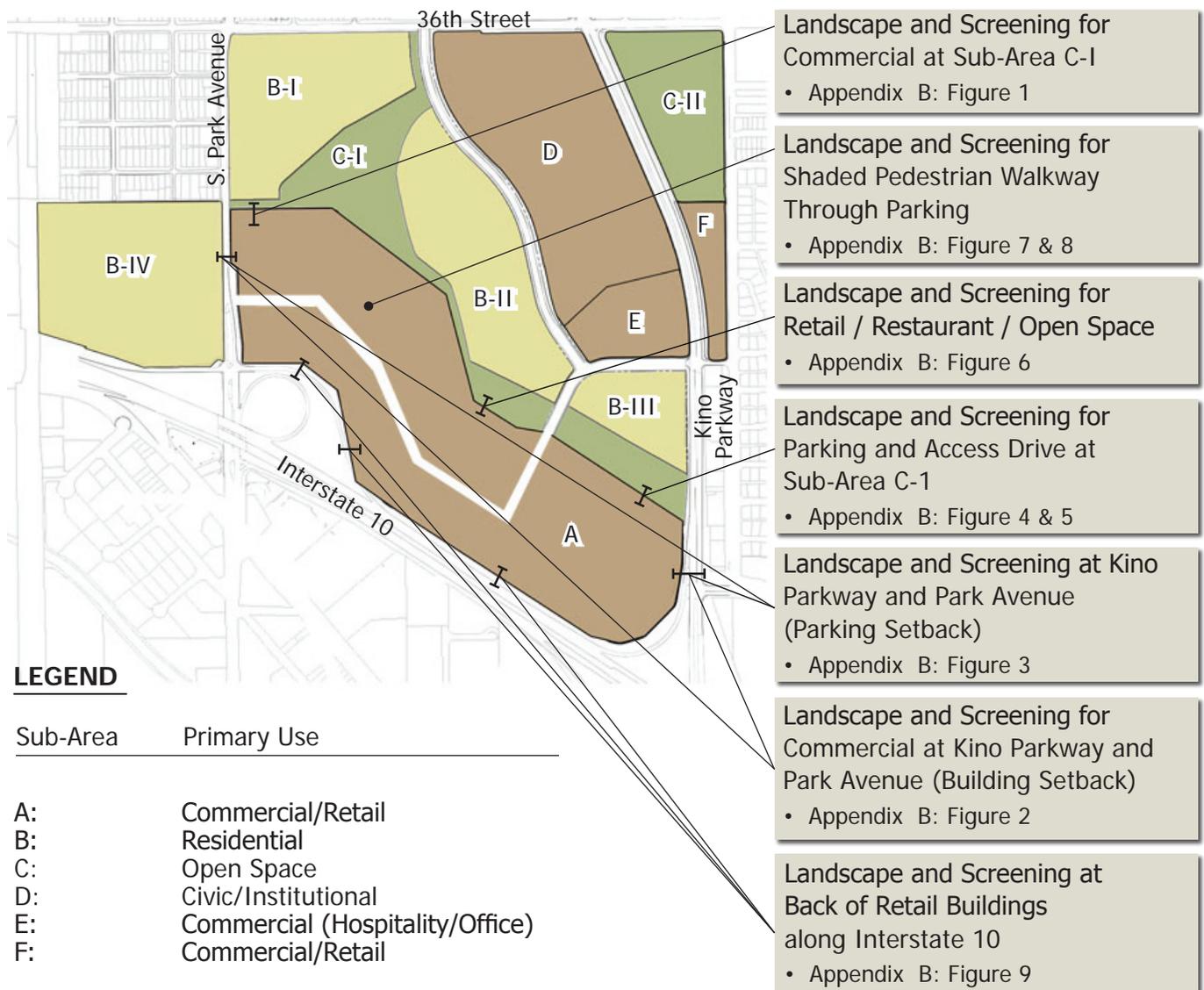
- a. No designated loading spaces are required for businesses with less than 2,500 square feet of GFA. Loading areas can be provided at off-street parking spaces and at designated on-street locations posted for such use, provided that the loading space is located within 250 feet of the use it serves and is not used by semi trucks. These spaces may be reduced in size to accommodate a van or small panel truck and shall be a minimum of 8 ½' x 23'.

- b. Two or more principal uses within the same site treated as a single project may share designated loading spaces. Users on different sites within a commercial area may share designated off-street loading spaces provided they are within 250 feet of each user. Allowing shared loading spaces could reduce the required total number of loading spaces for each principal use by up to 50 percent. Dimensions for loading zones shall meet the requirements of LUC § 3.4.5.
- c. Off-street loading areas shall be screened in accordance with Section C.2.2.C.3.

6. Specialized Commercial Design—Landscape and Screening

Design details for the commercial Sub-Areas have been prepared to help integrate the commercial development with the other land uses within the Site. The illustrations supporting the keymap (Figure 21, this page) are located in Appendix B, Figures 1 through 9. All setbacks shown in Appendix B shall be measured from the property line as determined after all necessary dedications.

Figure 21:
Specialized Commercial Design—Landscape and Screening Keymap



7. Architectural

The overall project theme will include five-sided architecture that provides an interpretation of contemporary Southwest design. This character responds to climatic conditions and promotes an architecture that focuses on qualities of surface, color, light and shadow, massing and building form, and space as it relates to the outdoor environment.

The building design will be characterized by effective use of building massing, intersecting wall planes, strong color, unique building forms, shade and shadow, and play of light so as to retain pedestrian-scaled elements.

The buildings will be designed to break up large masses. Emphasis will be placed at the pedestrian level with the use of traditional materials, textures and increased building articulation.

The materials and components used will be steel trellis with turnbuckle connections, trendstone CMU, light sandblasted integral color CMU, juicy joint constructed CMU, stucco, cast in place concrete, decorative hardscape, small fountains and water features and complementary amenities package.

The Architecture is intended to have a timeless quality that reflects Tucson's heritage and history in a true contemporary meaning.

This architectural theme will be implemented, monitored and enforced pursuant to Section C.6, p. 107.

C.2.3 Residential Uses

Sub-Areas B (I-IV).

A. Intent

Within the PAD, four (4) Residential Neighborhoods have been identified. Residential uses will be located between the research park and commercial area (B-I, B-II, and B-III) and west of Park Avenue (B-IV) (Figure 20, p. 45). Neighborhoods will provide choices in residential living by offering a diversity of housing types, densities, and architectural styles. The residential development will focus on creating smaller, distinct neighborhoods that share common amenities and linkages.

B. Land Use

1. *Permitted Uses*

The permitted land uses, special exception land uses and secondary land uses shall be the uses permitted by the "R-3" Residence Zone as defined in Section 2.3.6 of the LUC as supplemented below.

2. *Additional Permitted*

Uses not listed in Section 2.3.6 of the LUC shall include:

a. General Applications are permitted as Secondary Land Uses for Family Dwelling, Subject to: Sec. 3.5.7.2, 3.5.7.3 and 3.5.7.4. The following criteria supersedes the LUC requirements.

i. Home Occupation:

- Home occupations include resident employment with one (1) outside employee allowed and no more than one (1) customer on the premises at any one time.
- Temporary residential start-up uses, including sales/marketing facilities, model home complexes and related accessory uses.
- A maximum gross floor area of 50% of the structure occupied is allowed for home occupation. A detached accessory building of not more than 350 square feet in area may be used for such home occupation.
- Retail, personal or medical services are allowed to be provided from the home.
- Commercial site plan review and/or non-residential development standards shall not be required.

ii. Travelers Accommodations:

- Minimum Lot Size 2,500 square feet with a maximum of 3 guest rooms for a total of 6 guests.

b. Recreation: Parks; Public and Private

3. *Excluded Uses*

a. The following Secondary Land Uses are not permitted.

- Industrial Use Group
- Hazardous Materials Storage

C. Development Standards

1. *Land Use Categories*

The PAD will accommodate four (4) residential land use categories that represent options for housing layout and density. Different residential development standards will apply depending on the land use category selected for the parcel development (Table E, p. 57). The four (4) land use categories are: Single Family Detached, Medium Density Detached, Medium Density Attached, and Multi-Family Attached. In order to achieve a variety of housing options within the residential sub-areas, any single land use category, or combination of categories, can be selected for each sub-area. To ensure diversity of product types throughout the Residential Neighborhoods, a minimum of three (3) different land use categories will be provided within the project.

2. *Development Criteria*

The PAD shall recognize the development standards provided within Table E (p. 57), Residential Development Standards. These standards are intended to promote design flexibility and creativity in the design approach to residential development. The Residential Development Standards in Table E (p. 57) supersede the standards provided within the LUC.

Land Use Category	Lot Size		Building Height ⁽²⁾ Stories/Feet	Minimum Perimeter Yard Setbacks ⁽³⁾			Maximum Lot Coverage ⁽⁴⁾	Maximum Development Intensity	
	Minimum Area	Minimum Width ⁽¹⁾		Front ^(3,5)	Side ⁽³⁾				Rear/ Alley ^(3,7)
					Street ⁽⁶⁾				
Single Family Detached ⁽⁹⁾	3,500	40'	2/36'	10'	0	3'	10', 3' ⁽⁷⁾	75%	7.6 DU/Acre
Medium Density Detached ⁽¹⁰⁾	2,500	30'	3/36'	5'	0	3'	3'	80%	8 DU/Acre
Medium Density Attached ⁽¹¹⁾	1,500	20'	3/45'	5'	0	3'	3'	85%	10 DU/Acre
Multi-Family Attached ⁽¹²⁾	N/A	N/A	4/52'	5'	5' ⁽⁸⁾	3'	3'	85%	30 DU/Acre

(1) Minimum lot width permitted within this land use category.

(2) Building Height is calculated from ground floor slab to midpoint of roof slope, the highest point of a flat roof and/or the declination of a mansard roof.

(3) Allowable setback requirements shall be measured from the exterior face of vertical structural walls to property line and will not be subject to ADT-based setback requirements in the LUC. Overhangs, bay windows, chimneys, exterior posts/columns, solar panels, mechanical equipment, light fixtures, pop-outs and other architectural features shall not be considered in calculating setbacks. Second story livable space can extend a maximum of 2' into the allowable front and rear setbacks provided the encroachment is not in the public right-of-way (as permitted within the applicable IRC-06/IBC-06 standards). Minimum distance permitted between buildings on the same lot are per IRC-06/IBC-06. All sight visibility triangles shall be observed per DS 3-01.5.0.

(4) Residential lot coverage shall be calculated on an individual per lot basis.

(5) a.) Front yard setbacks indicate distance to living component of the structure and/or for side-entry garages. b.) Within the Residential Single Family Detached land use category, driveway depth shall be 18' from back of sidewalk for front entry garages. c.) Driveway depth (distance to face of garage) may be reduced to 1 foot if a minimum 2-car garage is provided on-site for each unit.

(6) Private drives, alleys and auto court tracts that provide exclusive vehicular access to garages (not primary pedestrian access) are not considered streets for purposes of minimum perimeter yard setbacks.

(7) Allowable setback for private drives, alleys and auto court tracts that provide exclusive vehicular access to garages.

(8) Building setback for end units of an attached structure.

(9) Single Family Detached accommodates housing product types with front, side loaded or alley-loaded garages.

(10) Medium Density Detached promotes residential products such as alley-loaded and green court products.

(11) Medium Density Attached promotes residential development opportunities such as alley-loaded townhome products with common party walls.

(12) Multi-Family Attached accommodates residential product including multi story condominiums and a multi-family product constructed on a single lot, with individual condominium-type ownership of each unit.

Table E:
*Residential
Development
Standards*

3. *Density*

A residential density for the various development units within the PAD is provided in Table F (this page). This table will supplement and/or supersede adopted LUC and Development Standards. The table is intended to provide for a target and maximum number of residential units within the PAD for each Residential Neighborhood and will assist in guiding the overall residential density.

4. *Guest House Requirements*

One (1) primary residence with (1) secondary living quarters (guest house) will be allowed on a single lot greater than 4,000 square feet, within the residential single family detached district. A Guest House will be a maximum of 1,000 square feet and is allowed as an attached or detached structure from the primary residence. If detached, a guest house is allowed above a garage with a combined height not to exceed 28'. A guest house may provide full kitchen amenities. Rental of the guest house is allowed with no more than 2 residents, and shall be enforced through the subdivisions individual CC&Rs.

Residential Neighborhood	Proposed Land Use Categories	Approximate Gross Acres	Approximate Net Areas	Net Density Range (DU/Acre)	Target Density (DU/Acre)	Allowable Unit Range	
						High	Target
B-I	Single Family Detached, Medium Density Detached	30.5	27.5	5.0 - 7.6	6.5	210	185
B-II	Single Family Detached, Medium Density Detached, Medium Density Attached	36.0	32.4	5.0 - 8.5	7.5	275	243
B-III *	Medium Density Attached, Multi-Family Attached	11.4	10.3	9.0 - 30.0	9.7	309	100
B-IV	Medium Density Detached, Medium Density Attached	40.0	34.0	5.4 - 8.5	6.8	290	231
Total		117.9	104.2	5.5-10.4**	7.3**	1084	759

Table F:
Residential Neighborhood Density Chart

* *B-III Allowable density range and allowable unit range includes an option for Multi-family up to 30 DU/Acre.*

** *Average density based upon net area.*

5. *Landscape and Screening Requirements*

The Residential Sub-Areas within the PAD will comply with the Landscape and Screening Requirements contained in Division 7 of Article 3 of the LUC, with the following exceptions.

- a. Street landscape borders along Kino Parkway, 36th Street and Park Avenue shall be a minimum of ten (10) feet from the right of way. The street landscape border will conform to LUC Section 3.7.2.4.A, subject to modifications contained within b and c, below. A street landscape border fronting on local streets shall have no minimum requirement. The landscape will conform to the requirements contained in Division 7 of Article 3 of the LUC.
- b. Where the Sub-Area abuts open space and/or local streets, a landscape border is not required.
- c. Interior landscape borders and setbacks otherwise required by the Land Use Code are not required between parcels or neighborhoods within the PAD Sub-Areas developed under separate plats.
- d. Screening, when required by the LUC Section 3.7.3.2, shall be a minimum of 10' from the right of way for Kino Parkway, 36th Street and Park Avenue. Screening may have offsets or similar design features that encroach a maximum of 3' into the landscape buffer. Screening within the Sub-Areas and the public streets within the PAD will not be required to conform to the LUC Section 3.7.3. - Screening Requirements.
- e. Commercial Spine Road (Public) and Secondary Spine Road (refer to Section C.3.1 for proposed streets):
 - A minimum of 1 tree and 10 shrubs and/or accents per 40 linear feet shall be required in the streetscape between the street and ROW.
 - A minimum of 1 tree and 10 shrubs and/or accents per 50 linear feet shall be required within the median.
 - A minimum of 1 tree and 10 shrubs and/or accents per 30 linear feet shall be required in the street landscape border, where applicable.
 - A minimum of 1 tree and 10 shrubs and/or accents per 30 linear feet shall be required as enhanced planting at key entries or intersections.
 - Plant material selection should establish a distinctive character to the streetscapes.
 - Use of sleeving for irrigation in the public ROW will be allowed.
- f. Neighborhood Residential Streets
 - A minimum of 1 tree shall be located in the front yard of each lot along the streetscape. For corner lots, a minimum of 1 tree shall also be located in the side yard of the lot.
- g. Parks
 - A minimum of 1 tree and 10 shrubs and/or accents per 4000 square feet are required in the Central Park and Mini Parks.

- h. El Paso and Southwestern Greenway
 - A minimum of 1 tree per approximately 30 linear feet of the Greenway will be planted along the trail to provide shade. Trees will be spaced to create areas with a bosque effect. City of Tucson Parks and Recreation, and Pima County Natural Resources Parks and Recreation, will review Construction Documents for issues relating to tree density and placement. In addition, a minimum of 10 shrubs and/or accents per 5000 square feet shall be required along the Greenway.
- i. Canopy tree requirement for clustered parking areas in residential areas shall be in conformance with LUC Section 3.7.2.3.
- j. "Safe by design" principles shall be implemented in the design and construction of screen walls to prevent hiding and loitering near pedestrian and bicycle paths. Examples of the principles to be utilized include the articulation of the wall to include jogs and offsets. Openings for pedestrian and bicycle paths should be widened and cacti and other thorny plants should be utilized to keep people out of hiding areas near pathways.

Refer to General Landscape Program, Appendix F, for Landscape Concept. Prior to any subdivision plat submittal, the Office of Conservation and Sustainable Design will also be consulted, and their input incorporated into the submittal.

6. *Specialized Buffering, Mitigation, and Protection of Residential Sub-Area B-IV*

Sub-Area B-IV, the 40-acre residential portion of the PAD located west of Park Avenue, requires special consideration and buffering protections due to the proximity of Interstate 10 (to the south), the Union Pacific Railroad (UPRR) to the west, and an existing metal salvage yard at the extreme northwest corner of the Sub-Area.

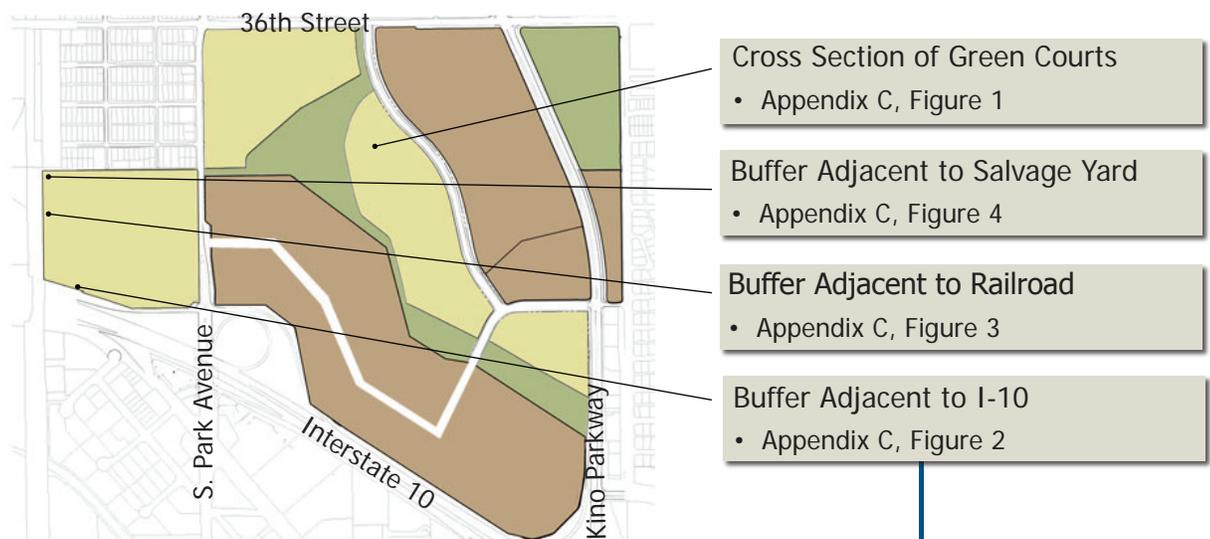
An empirical noise study has been prepared for Sub-Area B-IV and has been submitted in conjunction with this PAD. Per the findings of this study, the following specific mitigation measures shall apply to Sub-Area B-IV (Refer to Figure 22, p. 61, and Appendix C, Figures 2-4, pgs. C-3 & C-4, for illustrations of mitigation measures):

- a. Residential lots along the west boundary shall be setback 50' from the UPRR right-of-way boundary. This intervening 50' setback will be a landscaped buffer and contain required detention facilities for the subdivision; it will also contain a 30' public trail easement to accommodate a future planned trail connection of the El Paso & Southwestern Greenway and the Julian Wash linear park. The 30' trail easement will be along the western edge of the 50' setback. Any soundwalls, if required, will be located east of the 30' easement area. Every attempt will be made to site needed detention facilities outside of the 30' trail easement, with the understanding that some

- encroachment may be necessary at the time of the final design.
- Residential lots along the south boundary shall be setback 50' from the Interstate 10 right-of-way. This intervening 50' setback will be a landscaped buffer and potentially contain detention and or drainage facilities needed for the subdivision.
 - Residential lots at the extreme northwest corner of the Sub-Area shall be setback 75' from the existing salvage-yard property. The 75' setback will be a landscaped buffer and will contain (as per Item 6.d below) the El Paso and Southwestern Greenway regional public trail. A formal disclosure statement describing the salvage yard and its operational characteristics will be incorporated into the closing documents signed by homebuyers at the time of purchase. A note referencing the disclosure statement will appear on the recorded final plat for the subdivision, and the following note will also appear on any final subdivision plat for Sub Area B-IV: "There is a scrap metal recycling yard adjacent to the northwest corner of the Sub-Area B-IV property, the normal and lawful operation of which may generate noise, dust, light, odors, and vehicular traffic."
 - Residential lots along the north boundary shall be setback 50' from the adjacent/ existing residential subdivision boundary. The intervening 50' setback will be a public trail right-of-way dedicated to Pima County so as to accommodate the aforementioned El Paso and Southwestern Greenway regional trail.
 - Homes in Sub-Area B-IV will include upgraded windows and doors as necessary to further mitigate external noise impacts and insure interior compliance with applicable federal and local noise standards. In the event sound mitigation walls are required, the developers will be financially responsible for constructing the walls.

The setbacks/buffers described in Items 6.a through 6.d above shall be understood to be multi-use in nature. Trails and drainage/detention facilities are allowed within these setbacks/buffers, subject to any detention basins being curvilinear/naturalistic in shape and properly integrated, functionally, with the trail and/or landscaping elements.

Figure 22:
Specialized Residential Design Keymap



7. *Parking*

The Residential Sub-Areas within the PAD will comply with the Motor Vehicle and Bicycle Parking Requirements of Division 3 of Article 3 of the LUC with the following exceptions (Table G, this page, and Table H, p. 63):

- a. *Parking Spaces per Dwelling Unit.*
 - i. *Single Family-Detached, Medium Density-Detached, Medium Density-Attached:* Three (3) parking spaces per unit (inclusive of primary resident, guest and guest house parking spaces). A minimum of one (1) space on-site per unit for primary resident is required. The balance of parking spaces can be met on-site, off-site, on public streets, or within clustered parking (see Table G, this page).
 - ii. *Multi-family (up to 10 D.U./Acre):* If on-site parking will not meet the required number of spaces for primary resident or guest parking, additional on or off-street parking will be provided.
 1. *Units with 1 bedroom or studios.* One (1) space per unit for primary resident, and one (1) space per unit for guests (Table H, p. 63).
 2. *Units with 2 or more bedrooms.* One (1) space per unit for the primary resident, and two (2) spaces per unit for guests (Table H, p. 63).
 - iii. *Multi-family (11 to 30 D.U./Acre):* Parking will meet the requirements of the LUC (see Table H, p. 63).
- b. *Guest Parking.* Parking for guests is provided off-site on public streets or within clustered parking (Figure 23, p. 63, and Appendix D, Figure 12, p. D-7). The maximum distance from a home to a guest parking space is 150', per City of Tucson Development Standards. A provision for a maximum of 5% of total guest parking spaces within the entire sub-district to exceed the 150' maximum distance, based on design considerations, is subject to review by the DSD.
- c. *Bicycle Parking (Multi-family Residential).* Bicycle parking will be provided per the LUC. In situations where a garage is not provided with a multifamily residential unit, bicycle racks will be installed.
- d. *Vehicular Maneuvering.* Private alleys and streets are also utility and ingress/egress easements and are permitted to be primary vehicular access to any residential lots and guest parking spaces.

Table G:
Vehicular and Bicycle Parking (Single Family-Detached, Medium Density-Detached, Medium Density-Attached)

Housing Type	Parking Spaces (Primary Resident and Guest Parking)
<i>Single Family - Detached</i>	3
<i>Medium Density - Detached</i>	3
<i>Medium Density - Attached</i>	3

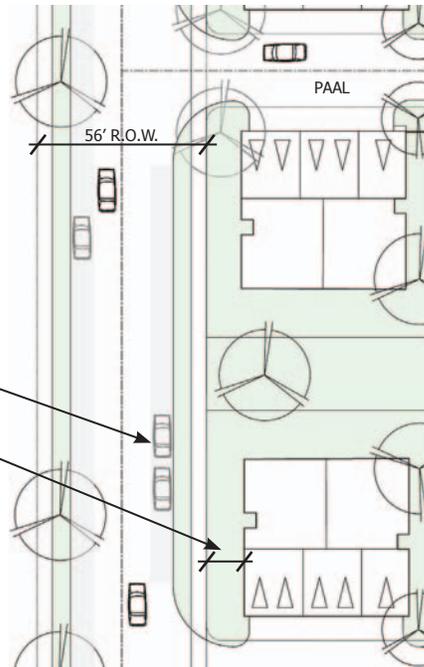
Housing Type	Primary Resident Parking	Guest Parking	Bicycle Parking
<i>Multi-Family - Attached</i> (up to 10 DU/AC)	1	1 per unit, or 2 per unit with 2 or more bedrooms	Per LUC
<i>Multi-Family - Attached</i> (11 to 30 DU/AC)	Per LUC	Per LUC	Per LUC

Table H:
Vehicular and Bicycle Parking (Multi-Family)

Parallel Parking on Public Street
56' R.O.W.

Note: Parallel Parking Locations Indicated on Figures in Appendix D.

Parallel Parking Spaces
3' Min. Setback



90 Degree Parking on Private Street (see Figure 12, p. D-7, for cross-section).

90 Degree Parking Spaces
3' Min. Setback

Refer to Appendix D for Street Cross Sections.

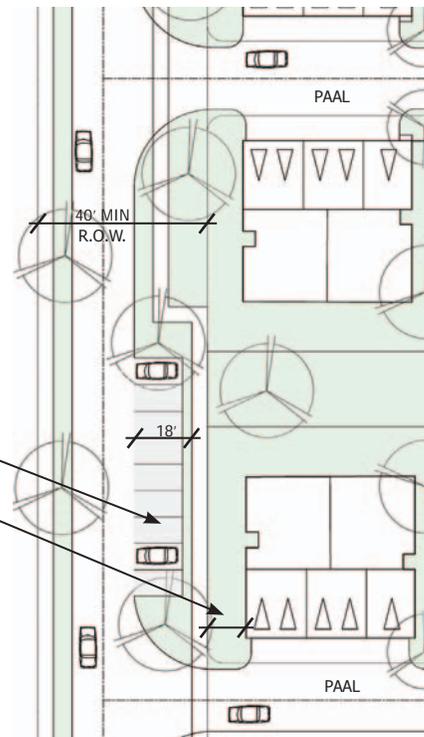


Figure 23:
Guest Parking Examples

8. Trash Collection

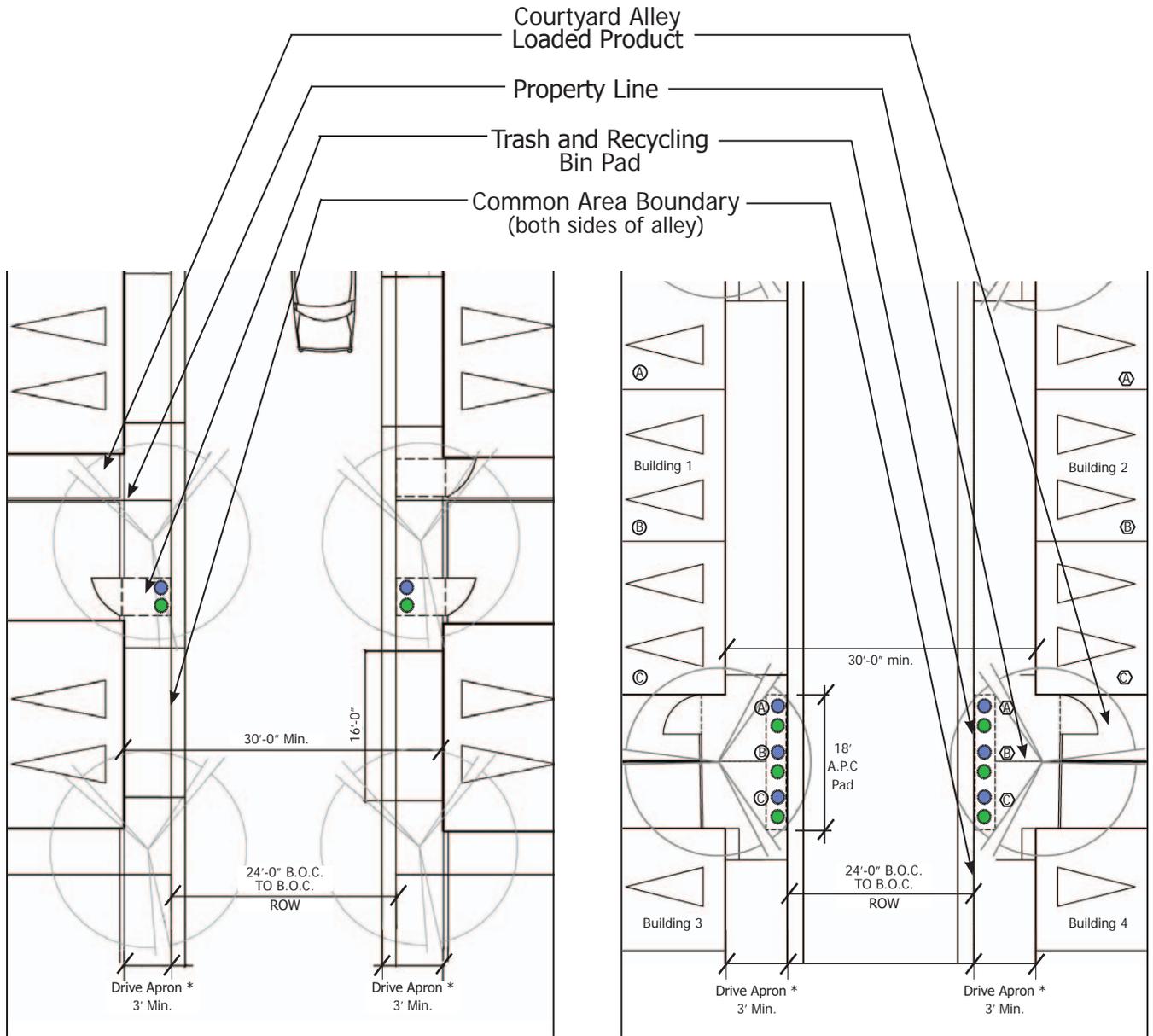
The PAD will provide a variety of residential housing types. The specific method of trash collection and recycling will depend on the type of residential development. Curb-side service will be provided for lot sizes 20' in width and greater, unless lot layout prevents pull-through service. If curb side pick up is not possible, a common area for collection will be provided.

- a. *Residential Single Family Detached.* Standard curb-side service for Automatic Plastic Containers (APC). APC storage will be within garage or behind side yard screen walls.
- b. *Residential Medium Density Detached.* Standard curb-side service for APC. APC storage will be within garage or behind side yard screen walls.
- c. *Residential Medium Density Attached.* Standard curb-side service for APC. APC storage will be within garage or behind side yard screen walls.
- d. *Residential Multi-Family.* Standard curb-side service for APC. APC storage will be within garage or centralized trash containers will be in screened enclosures.

Alley loaded residential units will include trash and recycle storage in the garage or between the units behind a screen wall. For pick-up days, the APCs will be located along the alley adjacent to each unit.

Although it is not anticipated, if the spatial or pull-through or turnaround requirements for APC's cannot be met for cluster and alley loaded residential units, then a centralized trash container within screened enclosures will be provided (Figure 26, p. 65). Where APC's cannot be accommodated, centralized trash containers may be located up to 300' from a residence. Centralized trash enclosures shall be screened on three sides by a solid wall and an opaque closing gate on the access side. Height of wall is per City of Tucson Development Standards, #6-01.10.

All trash collection methods shall include recycling containers in accordance with the City's recycling program requirements.



* Drive Apron is measured from back of curb.

Figure 24:
Individual APC Pad Service

Figure 25:
Shared APC Pad Service

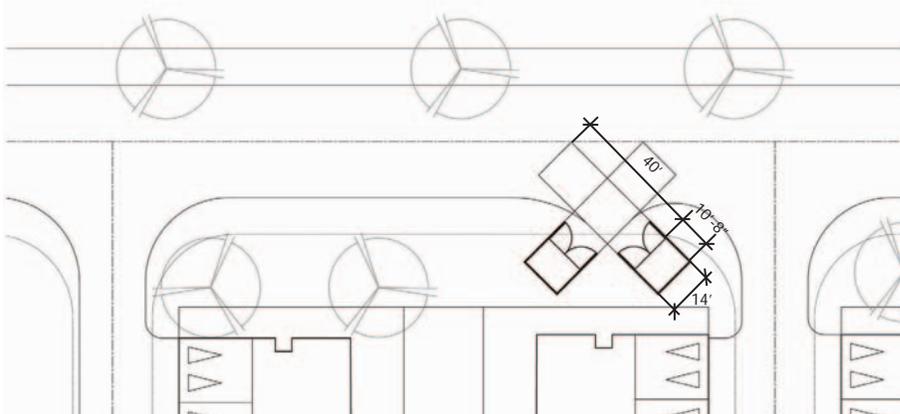


Figure 26:
Typical Centralized Trash Container

Note: Gate and wall design to be architecturally compatible with adjacent buildings.

9. Residential Architectural Design

Homes will provide a unique architectural style where no two house elevations and color scheme are repeated next to or across from each other. Specific elements may include, but are not limited to, variety of styles within a single street, varying front yard setbacks, recessed garages, covered terraces and enhanced elevations through the use of pop-outs, cornices, window treatments, porches, roofing material and landscape. Additionally, accent materials for posts and columns may include stone, brick, tile or wood depending on the architectural style.

In order to create a diverse streetscape, a minimum of 3 architectural features from the Menu of Architectural Features (Fig. 27, p. 67) will be included in each home. In addition, the following architectural guidelines will be followed:

- Emphasize articulated building massing.
- Emphasize front, side and rear elevations that relate strongly to the street and open space and contribute to the livability of that realm.
- Design certain homes specifically for corner conditions and provide fully developed architectural elevations for all sides of the residence that are directly adjacent to public streets, parks and open space (i.e. side elevations for siding along streets, rear elevations visible from streets and open spaces and parks).
- Include alternative garage configurations. At least 25% will include recessed, side loaded and alley loaded.
- Utilize authentic materials and colors that extend beyond earth tones to reinforce the overall community appeal. Colors will draw from "The Sonoran Desert Color Palette for Building Exteriors" as identified by the City of Tucson's Urban Planning and Design Department.

This architectural theme will be implemented, monitored and enforced pursuant to Section C.6, p. 107.

10. School Mitigation

The Developer will make suitable arrangements with Tucson Unified School District (TUSD) to mitigate the residential development impacts upon area schools. Said arrangements will be finalized, and formal correspondence of same submitted by TUSD to the City, prior to the Developer requesting Mayor and Council approval of any final subdivision plat.



1. Gable End Trim Details



2. Gable End Window Detail with Corbels



3. Shuttered Window



4. Stone Rustification



5. Wrought Iron Details



6. Tile Entry/Accents



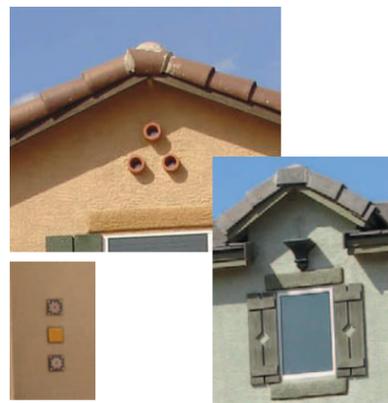
7. Window Casing Detail



8. Window Header & Sill Detail



9. Arched Reveal



10. Tile & Clay Accent Pieces & Reveal Details



11. Coffered Garage Door

Menu of Architectural Features:

The Menu of Architectural Features establishes a framework to develop a community theme through the use of consistent architectural elements. All of these architectural features characterize roof form, façade, architectural elements, materials and colors found in the regional architecture of the Southwest. A minimum of three (3) architectural features from the Menu of Architectural Features will be included in each home.

Figure 27:
Menu of Architectural Features

C.2.4 Open Space

Sub-Areas C-I and C-II.

A. Intent

The open space network (Sub-Area C-I) will be designed to function as a flood control and detention facility for the PAD Site and also provide a fully functional trail and recreation environment for the public. Sub-Area C-II will be preserved as natural and functional open space (Figure 28, this page).

B. Land Use

The permitted land uses allowed in Sub-Areas C-I and C-II shall be the uses permitted by the OS Zone as defined in Section 2.9.1 of the LUC, with the addition of uses permitted by the Neighborhood Recreation and Recreation Use Groups as defined in Sections 6.3.7.3 and 6.3.7.4 of the LUC.

Figure 28:
Open Space Plan



C. Natural Open Space and Functional Open Space

An extensive open space system has been established that contains areas for recreation and pedestrian circulation, as well as areas intended primarily for preservation. Two categories of open space have been identified in the PAD as Functional Open Space (FOS), and Natural Open Space (NOS) (Figure 28, p. 69).

The percent of open space for the PAD has been established at 22% inclusive of FOS and NOS. Table I, this page, establishes the target acreage and percentage of open space for each of the Sub-Areas as well as the overall PAD. The required acreage and percent of combined open space may be moved from one parcel to another as long as the overall PAD requirement is achieved. The open space requirement will be verified by the City of Tucson during the review of a development plan or tentative plat. The combined open space target for each of the Sub-Areas includes trail and walkway easements and rights-of-ways along the Kino Parkway, 36th Street, Park Avenue, Secondary Spine Road and the Commercial Spine Road (Public). All Development Plans/Plat Submittals will include running calculations/percentages of NOS and FOS set aside as they relate to the overall requirements (calculations will be presented in a table).

Sub - Area	Primary Use	Total Acres	NOS Acres	FOS Acres	NOS+FOS %
Sub-Area A	Commercial/Retail	111.2	0.0	5.6	5.0%
Sub-Area B-I	Residential	30.0	0.0	1.5	5.0%
Sub-Area B-II	Residential	36.0	0.0	1.8	5.0%
Sub-Area B-III	Residential	11.4	0.0	1.1	10.0%
Sub-Area B-IV	Residential	40.0	0.0	5.4	13.0%
Sub-Area C-I	Open Space/Recreation	30.4	5.4	25	100%
Sub-Area C-II	Open Space	20.0	9.9	10.1	100%
Sub-Area D	Civic Institutional	53.5	0.0	9.6	18.0%
Sub-Area E	Commercial (Hospitality)	11.6	0.0	1.2	10.0%
Sub-Area F	Commercial/Retail	5.9	0.0	0.3	5.0%
Totals		350	15.3	61.5	22%

Table I:
Open Space Target for Project

1. FOS

FOS includes the Central Park, mini-parks and trail system. FOS will be managed for passive and active recreation and for public gatherings. (Refer to Section C.2.3.C.5 for required vegetation densities).

a. Parks.

- i. *Central Park:* The Central Park features areas for active and passive use. Landscape will consist of desert wash-themed plantings accented with oasis zones of turf with trees and shrubs to provide shade and spatial definition. The Central Park will provide stormwater detention integrated with the oasis areas satisfying storage requirements while providing the opportunity to sculpt the land into a unique park setting. The Central Park will include a multi-use path connecting the neighborhoods internally and providing a regional trail linkage connecting to public pathways systems outside the property. The park will include open play areas for field sports, a playground and area for picnics and group gatherings.

The Central Park will include, at a minimum, the following amenities:

- Turf play area (minimum 1.5 acres) for field sports
- 2 Ramadas
- 1 Playground with play elements for age 3-5 and 5-12 (ADA accessible)
- 1 Swing system
- 6 Benches
- 4 Picnic benches
- 1 Water fountain
- 2 Grills
- 1 Trailhead for link to El Paso and Southwestern Greenway Multi use path including a 8' asphalt trail

- ii. *Mini Parks:* Mini parks will be provided on-site for neighborhoods where the walking distance from the Central Park is greater than 1,500 feet, approximately a 5 minute walk. This requirement is met by siting one (1) mini-park in Sub-Area B-III, and one (1) mini-park in Sub-Area B-IV (Figure 28, p. 69). The mini parks will provide approximately $\frac{1}{2}$ - $\frac{3}{4}$ acres of landscaped park area.

Each Mini Park will include, at a minimum, the following amenities:

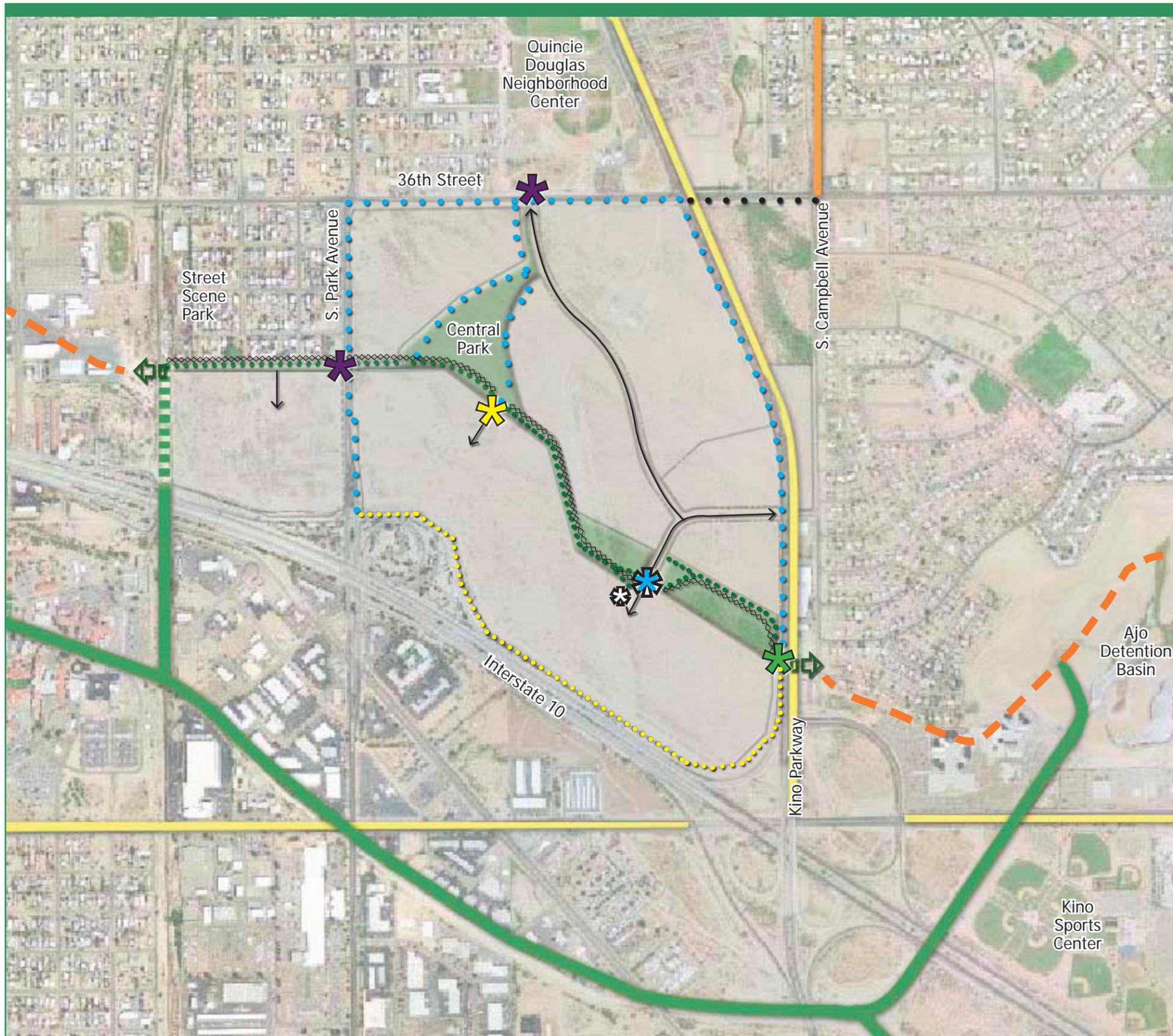
- Turf area for open play
- Playground with play elements for age 3-5 and 5-12 (ADA accessible)
- 2 Benches
- 1 Ramada

- b. *Trails and Pathways.* The Bridges PAD will include the following trail systems: i) The El Paso and Southwestern Greenway, and ii) The Bridge's site trail system (Figure 29, p. 73).
- i. *The El Paso and Southwestern Greenway:* A combination 12' wide asphalt paved and an 8' wide meandering decomposed granite pathway consistent with the Pima County Divided Urban Pathway model (Figure 30, p. 75) will extend the Greenway from the railroad tracks west of Park Avenue east to Kino Parkway. A minimum 50' wide corridor will be provided for the Greenway. The Greenway will cross Park Avenue at-grade by way of a "HAWK" crossing (Figure 31, p. 76). This "HAWK" crossing will follow TDOT standards and will be constructed as part of the improvements of Park Avenue. The greenway will cross under the Commercial Spine Road (Public) via an underpass to be constructed by the Developer in conjunction with the construction of the Commercial Spine Road (Public).

In areas where the Greenway approaches/enters areas of Significant Vegetative Habitat, the Greenway will be sited to minimize disturbance to the area (see CD in Appendix E for conceptual greenway placement).

The Greenway's extension beyond The Bridge's eastern boundary at Kino Parkway may be achieved by a future pedestrian underpass that will be installed and funded outside of this PAD. The El Paso and Southwestern Greenway will eventually provide a connection to the Ajo Detention Basin park east of the Site.

- **Trailhead:** A trailhead for the Greenway will be provided for general public access and will be located approximately at the midpoint of the Central Park, accessed from the commercial site. The trailhead will include signage indicating the trail and designated parking, and an asphalt path connecting the parking lot to the regional trail. The designated parking available at the trailhead will not be for exclusive use for the trail, but any nearby unused spaces in the parking lot may be occupied by trail users. Additional Greenway connections to the commercial area will be provided at the Commercial Spine Road (Public) bridge, where the greenway meets grade on either side (Figure 29, p. 73).
- **Easement:** A 30' easment along the west boundary of Sub-Area B-IV will be provided for the extension of the El Paso and Southwestern Greenway to the Julian Wash Greenway. Refer to Section C.2.3.C.6.a, p. 60, for additional information on the easement.



Proposed Connections within the Site

-  At-Grade Crossing
-  Trailhead
-  Future Trail Underpass (Funded and Installed outside of the PAD)
-  Trail Underpass (By Developer)
-  Connection to Commercial
-  Connection to El Paso SW Greenway
-  El Paso SW Greenway 12' Asphalt Path
-  El Paso SW Greenway 8' Decomposed Granite Path
-  Perimeter Path 10' Asphalt Path
-  Perimeter Path 10' Asphalt Path (Funded and Installed outside of the PAD)
-  Loop Trail 8' Decomposed Granite Path
-  Bicycle Lanes/Connections
-  Future El Paso SW Greenway
-  30' Trail Easement
-  Open Space / Active Recreation

Existing Connections Adjacent to the Site

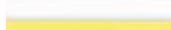
-  Julian Wash Greenway
-  Signed Bike Route
-  Signed Bike Route with On-Street Bike Lanes

Figure 29:
Trail Connection Plan

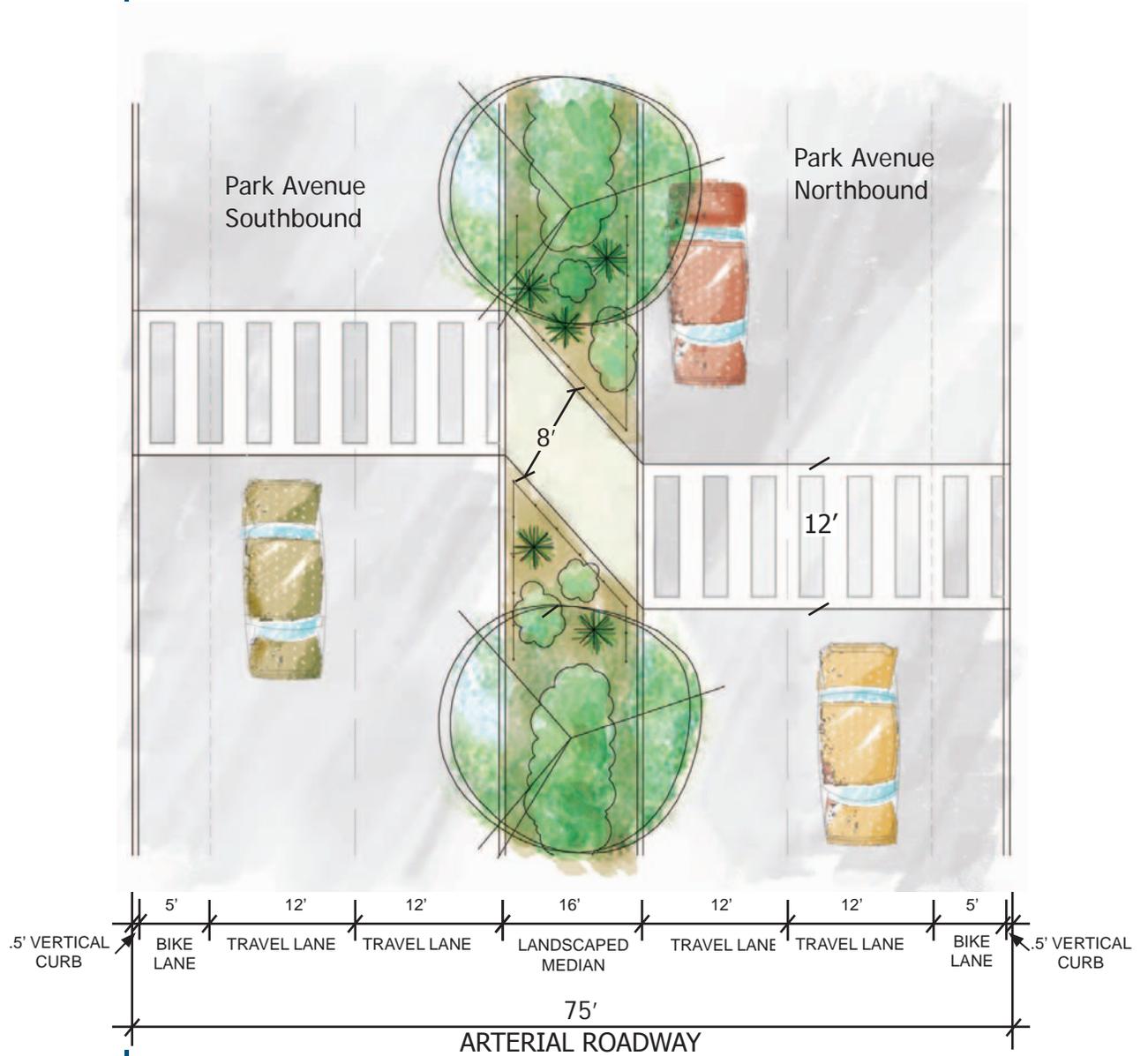


Figure 31:
*Park Ave Crossing
"HAWK"*

ii. The Bridge's Site Trail System:

- **Perimeter Path:** A 10' wide meandering multi-use asphalt path adjacent to Park Avenue, 36th Street and Kino Parkway will create a perimeter jogging/walking loop (Figure 32, p. 78). This will be installed in place of a standard sidewalk. The Perimeter Path will be set back from the roadway an absolute minimum of 6' from back-of-curb, with the understanding that the path will wander and that it can be integrated into on-site landscape borders in order to meet the 6' criteria. The Perimeter Path will extend through Central Park to connect to the El Paso and Southwestern Greenway (Figure 29, p. 73). A crossing integrated into the intersection of 36th Street at the proposed Secondary Spine Road will connect the Perimeter Path to Quincie Douglas Park; said crossing will meet TDOT standards.
- **Loop Trail:** An 8' wide meandering washed decomposed granite path (Figure 33, p. 78) will extend around the southern property boundary between Sub-Area A and I-10. The Loop Trail will connect to the Perimeter Path and the El Paso and Southwestern Greenway within the PAD boundary (Figure 29, p. 73). Any connections to trails external of the PAD will be installed and funded outside of the PAD.
- **Additional Connections:** Paved pathways will provide pedestrian connections between the residential, commercial and UA properties. Shaded detached sidewalks will accompany all streets and signed bike lanes along the Commercial Spine Road (Public) and the Secondary Spine Road.

Pathways and trails shall be sited above the normal high water line when located within detention basins, and will be protected from cross-flows with drainages directed below the pathways and trails. Where the El Paso and Southwestern Greenway passes under the Commercial Spine Road, the pathway and trail shall be sited above the normal high water line of detention basins and will be protected from cross-flows with drainages directed below the path and trail as much as possible.

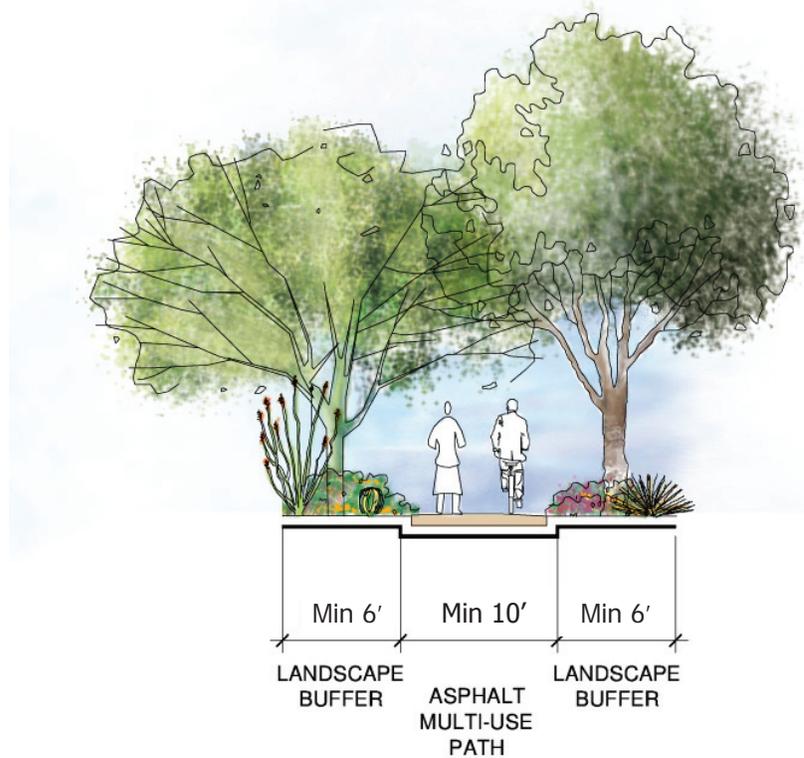


Figure 32:
Perimeter Pathway
Section

Note: Minimum 6' landscape buffer may be integrated as part of the on-site street landscape borders. Encroachment into private street landscape border is allowed to accommodate meandering path. Cacti will be located a minimum of 6' from paths. Trees typically will be located a minimum of 6' from path. A 2' clear area along the side of each path will be maintained to enhance safety.

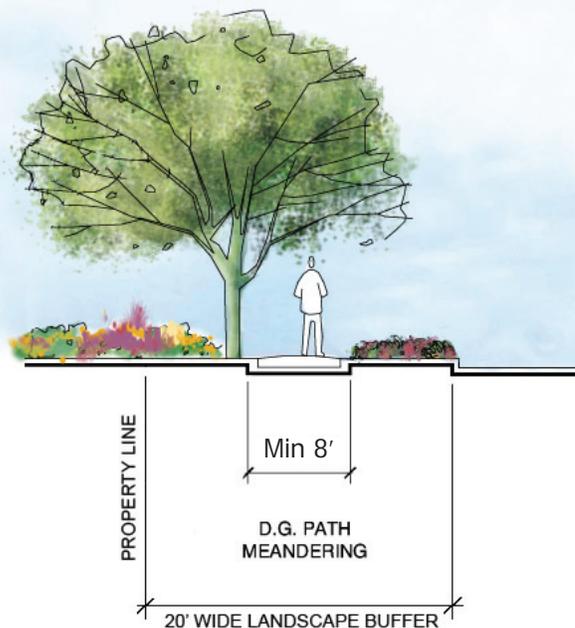


Figure 33:
Decomposed
Granite Path
(Loop Trail)

2. *NOS*

NOS is contained within the areas of Significant Vegetative Habitat (SVH) (Figures 28, p. 69, and 34, p. 80). These areas contain vegetation that will be managed as natural or natural appearing landscapes, but may provide passive recreation including trails, walkways and interpretive areas.

- a. *Significant Vegetative Habitat.* It is the intent of this PAD, in coordination with City of Tucson Parks and Recreation, Pima County Department of Natural Resources, Parks, and Recreation, and the City Office of Conservation and Sustainable Design, to work to maximize preservation of the SVH, while, at the same time, incorporating the SVH into an integrated regional public trail and recreation network (see CD in Appendix E for SVH treatment in regards to conceptual greenway placement).

Any impact ultimately incurred within the SVH's associated 100-year floodplain shall be appropriately mitigated in accordance with the Native Plant Preservation Ordinance (NPPO) and, to the greatest extent feasible, LUC Sec. 2.8.6 (Environmental Resource Zone). An NPPO inventory has already been completed for the entire Site.

- b. *SVH and Elimination of Separate Public Process.* Despite the lack of actual, adopted ERZ designation on the riparian resource, it is the intent of this PAD to recognize the SVH on the site and to treat it in a manner generally consistent with ERZ parameters, with the particular exceptions as follows:

It is the intent of this PAD to satisfy the normally-required public notification and public-meeting requirements attendant to the ERZ ordinance by way of the same legislative and public-hearing requirements mandated for the processing and approval of this PAD. No separate or additional public notice, public meetings or public hearings will be required to effectuate the treatment of this Site's SVH as described in this PAD.

The only disturbance allowed to the SVH will be to effectuate the routing and construction of two public trail elements as jointly desired by the City of Tucson Parks and Recreation Department and the Pima County Department of Natural Resources, Parks, and Recreation (see C.2.4.C.1.b).

- c. *SVH and the Floodplain, Wash, and ERZ Standard.* The Bridges PAD supersedes recent development standards adopted by the City of Tucson in this regard, and, as such, is exempt from the City of Tucson Floodplain, Wash, and ERZ Development Standard (2-13.0.0).

Open Space containing
El Paso & SW Greenway

Future Central Park
and Multi-Use Drainage

Significant Vegetative
Habitat

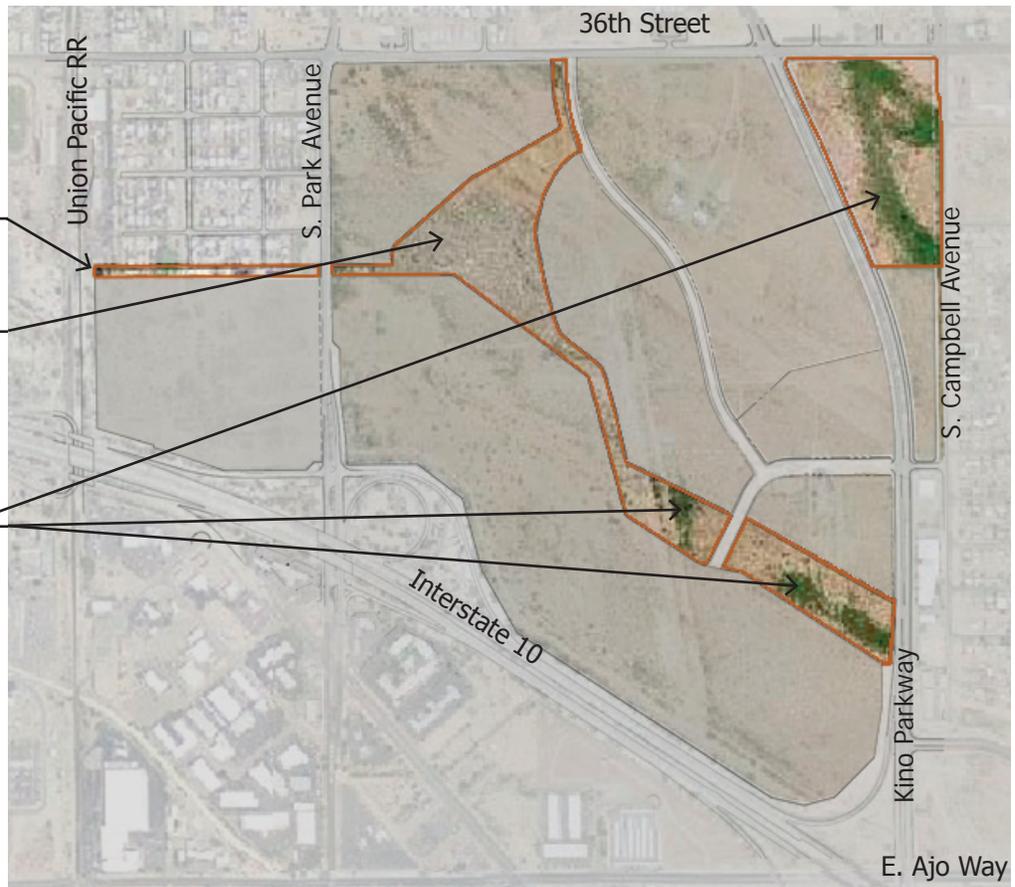


Figure 34:
*Utilization of Natural
Resources*

C.3 TRANSPORTATION INFRASTRUCTURE

Existing land uses around the Site include fully-developed residential subdivisions, public facilities (recreation center, park, library), and small-scale commercial and industrial uses. As such, the PAD property is already bounded by a network of improved public streets (see Section B.4.1 for detail).

C.3.1 Proposed Streets

The following new street improvements are proposed with the Project:

A. Commercial Spine Road (Public)

Kino Parkway to Sub-Area A, Commercial/Retail Center. Figure 35, p.83, illustrates this major new public boulevard that will be constructed in conjunction with the proposed PAD. This boulevard will serve the following key functions:

1. Provide the primary access for the PAD's major commercial/retail center to and from Kino Parkway, including a crossing over the Greyhound Wash.
2. Provide the primary access from Kino Parkway to UA's research park and hotel complex. This street will be a four-lane divided facility with bike lanes, a raised median, full curb-and-gutter, streetlights, landscape, and sidewalks on both sides (see Figure 36, p. 85, street sections keymap, for location and Appendix D, Figure 3, p. D-3, for cross-section).

This road will function as a primary gateway for the Project and, as such, must constitute a high-quality entry sequence for motorists and pedestrians. Upon entering the commercial/retail site (Sub-Area A), this roadway will transition into the Commercial Spine Road (Private). This entire roadway [the Commercial Spine Road (Public) off of Kino Parkway, and the Commercial Spine Road (Private)] will be constructed, in its entirety, during the first phase of development in Sub-Area A.

B. Commercial Spine Road (Private)

The Commercial Spine Road (*Private*) is a privately maintained thoroughfare through the commercial site. It is the primary circulation route through Commercial Sub-Area A. In conjunction with the Commercial Spine Road (Public), it provides a continuous linkage between the new/proposed traffic signal on Kino Parkway and the new/proposed traffic signal on Park Avenue. The final design of the Commercial Spine Road (Private) will be determined in accordance with the traffic study recommendations and as agreed upon by TDOT at the time of development plan processing. The location of the Commercial Spine Road (Private) is shown in Figures 35, p. 83, and 36, p. 85. A minimum cross-section is shown in Appendix D, Figure 4, p. D-3.

The aforementioned new traffic signal on Kino Parkway will be constructed (at Developer expense) at the intersection of the new Commercial Spine

Road (Public) with Kino Parkway, creating a new four-way intersection with Duvall Vista Road. Dual right-turn and left-turn lanes exiting the Project at Kino Parkway will be necessary, together with a thru-lane for traffic proceeding eastward to Duvall Vista Road.

The aforementioned new traffic signal on Park Avenue will be constructed at Developer expense and will constitute the primary Park Avenue access location for Sub-Area A. It will also serve as the primary entry point for the proposed residential development in Sub-Area B-IV (located on the west side of Park Avenue). As such, this new traffic signal will create a new 4-way intersection on Park Avenue. The final location of this intersection and signal will be subject to coordination with, and approval by, both the City of Tucson Department of Transportation (TDOT) and the Arizona Department of Transportation (ADOT), the latter of which possesses access-control rights for the segment of Park Avenue immediately north of the Interstate 10 interchange.

C. Secondary Spine Road

[Commercial Spine Road (Public) to 36th Street]. This secondary new public street will extend from the above-referenced Commercial Spine Road (Public), connecting to 36th Street on the north boundary of the Site. It will be a four-lane divided street with dual bike lanes, raised median, full curb-and-gutter, streetlights, sidewalks on both sides, and landscaping (see Figure 36, p. 85, street sections keymap, for location, and Appendix D, Figure 6, p. D-4, for cross-section). This Secondary Spine Road will provide the primary interior site access to the proposed residential blocks, as well as secondary access to the UA research park and hotel complex. Some form of intersection improvement will be necessary at the 36th Street intersection, and shall be determined in conjunction with, and approved by, TDOT.

D. Neighborhood Residential Streets and Alleys

The new streets and alleys within all proposed residential subdivision blocks will be public and will be designed per the street locations shown in Appendix D, Figures 7-10 (p. D-5 and D-6). In developing these cross-sections, due consideration has been given to the access requirements for public service vehicles (i.e. fire, solid waste collection) while simultaneously trying to create streetscapes that are more intimate in scale and "neighborhood" in their character. The alley cross-section is intended for a specialized housing situation wherein the chosen product may feature rear entry, with the front façade of the homes opening onto a shared greenway or common court.



LEGEND

-  Existing Traffic Signal
-  New Traffic Signal
-  New Commercial Spine Road (Public)
-  New Secondary Spine Road
-  New Commercial Spine Road (Private)
-  Areas of Transition from Commercial Entries to the Commercial Spine Road (Private)
-  Proposed Transit Loop
-  Proposed Transit Node
-  Proposed Intersection - Full Movement
-  Proposed Intersection - Right in-Right out
-  Trail Head / Staging Area

Figure 35:
Proposed Circulation Plan

E. Park Avenue Widening

Figure 1 in Appendix D (p. D-2) illustrates the proposed four-lane cross-section which will be constructed for that portion of Park Avenue along the PAD frontage (i.e. that segment south of 36th Street and north of Interstate 10). This widening is necessary to accommodate the additional traffic volume generated by the Project and will provide two travel lanes in each direction, bike lanes, raised median, curb & gutter, and sidewalks. Final approval of the Park Avenue cross-section particulars rests with the City of Tucson Department of Transportation (TDOT).

F. 36th Street Improvements

36th Street will be improved to complete the balance of a five-lane cross-section (two travel lanes in each direction with a continuous center left-turn lane), bike lanes, curbs, street lighting, and 6' sidewalks on both sides. This street presently contains four travel lanes and is a curbless cross-section with no sidewalks or bike lanes. (Appendix D, Figure 2, p. D-2).

C.3.2 Proposed Typical Street Cross-Sections - Reference

The key map provided in Figure 36, p. 85, illustrates the street locations and references to the cross sections in Appendix D depicting the typical street designs to be used on this Project.

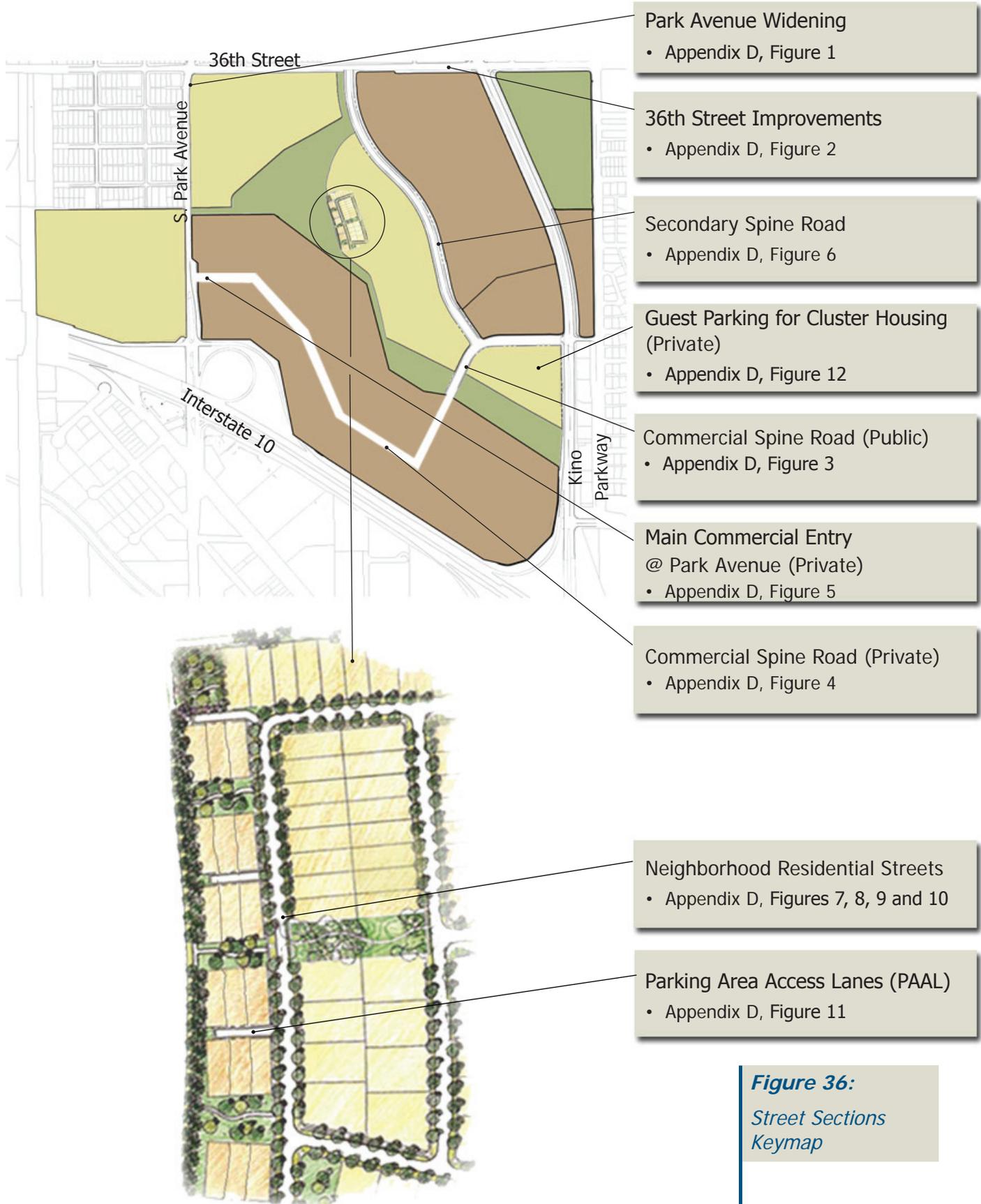


Figure 36:
*Street Sections
 Keymap*

C.3.3 Traffic and Impact Analysis

A comprehensive Traffic Impact Analysis (study) has been prepared and is included, in its entirety, on CD in Appendix E. This study documents the existing traffic conditions of the major streets surrounding the Site, the larger surrounding street network, and twenty (20) major intersections within the area of influence that were identified in conjunction with the City of Tucson Department of Transportation (TDOT). The study also suggests improvements that these streets and intersections will need over the next 20 years, based on 3% growth, to maintain and achieve acceptable Level of Service (LOS) without this PAD. Using a 3% baseline growth is conservative in this case, in that the historic growth rate in the surrounding traffic volume has conservatively averaged 8% over the past 5 years per Pima Association of Government (PAG) data for Park Avenue, Kino Parkway, and Interstate 10. The study then includes a projection of total new trips to be generated by the proposed PAD at full build-out, as well as the anticipated distribution of these new trips on the existing transportation system, the impact they may have on the various components of the system, and the required public street and intersections improvements that may be appropriate to accommodate the PAD.

The completed study indicates that approximately 38,000 new external trips will be generated by the PAD at full build-out ("external" trips are those that will actually impact upon the external/existing public streets and not be captured internally by the Project). Given the expressed development intentions of the various owners involved, it is anticipated that full build-out will occur within the next five to seven years, which is a relatively short time frame in traffic engineering terms. In a practical sense, and in light of the above, this Project is best considered as a single-phase development.

Figure 37, p. 87 illustrates the manner in which the net/new external trips generated by the Project will be distributed within the Project and upon the surrounding public street network.

C.3.4 Traffic Impacts on the Existing Transportation System

A. Traffic Study Summary

The basic findings, conclusions, and recommendations of the traffic study are summarized below (the reader is encouraged to read the complete Master Transportation Study, April 2006, included on the CD in Appendix E).

1. Under present traffic conditions (i.e. without the proposed Project) and assuming a 3 percent (3%) annual growth in background traffic volume, the study identified twelve (12) intersections that will require varying degrees of improvements or modifications over the next 10-15 years in order to maintain acceptable levels of service. The most notable of these intersections are Broadway Boulevard at Kino Parkway, 22nd Street at S. Park Avenue and 22nd Street at Kino Parkway. These intersections are from one (1) to three (3) miles away from the Site.

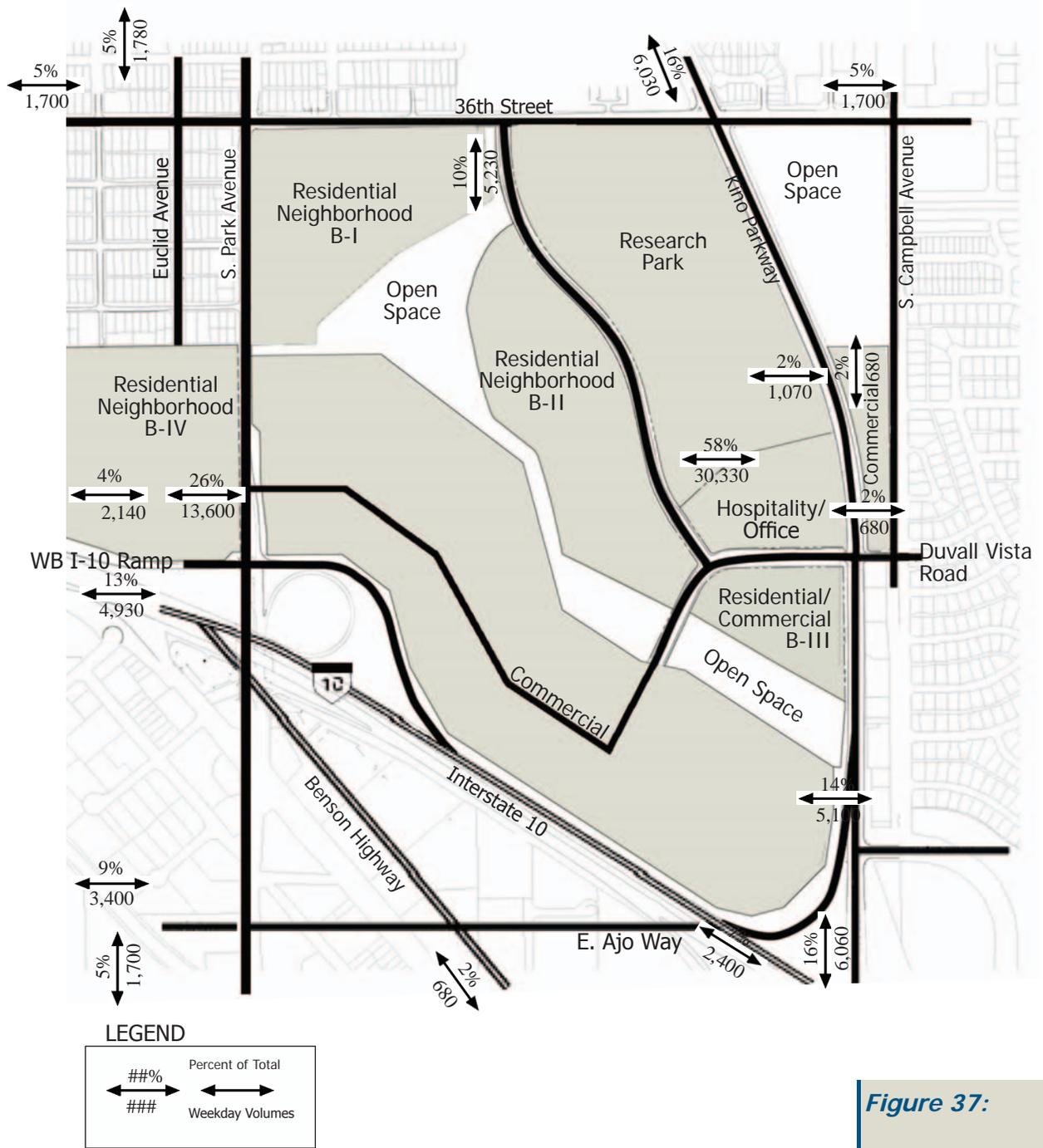


Figure 37:
Trip Distribution

2. The Study further identified the additional improvements (beyond those necessary to accommodate a mere growth in background traffic) that will supplementally be required to maintain acceptable levels of service with the build-out of the Site.
3. The following new intersections associated with the Site were found to warrant traffic signalization, which will be the financial responsibility of the Developer(s):
 - The main entry and associated traffic signal at the new commercial shopping center (Sub-Area A) off of Park Avenue. This signal will also serve as the primary access point for residential Sub-Area BIV on the west side of Park Avenue, thereby forming a four-way intersection at this location.
 - The intersection of Kino Parkway with the Project's new Commercial Spine Road (Public) (at Duval Vista Road) and its associated traffic signal
 - The intersection of 36th Street with the proposed secondary spine road and whatever signalization or configuration may be required at this location.
4. The construction of both the on-site spine roads (i.e. the Commercial Spine Road (public) and the Secondary Spine Road), while ultimately to be dedicated to the City of Tucson, will be the financial responsibility of the PAD Developers.
5. Based upon the anticipated trip distribution of the Site on the surrounding transportation system, it is also anticipated that the Developer(s) will contribute to the improvements of at least four (4) additional intersections within the Project's area of influence. The final number of intersections and the particular improvement costs for which the Developer(s) will be responsible shall be determined in conjunction with the City of Tucson Department of Transportation.
6. As necessary, Category III TIA reports will be provided with each Development Plan and subdivision plat that is filed to effectuate on-site development of this PAD. To the extent possible, additional TIA's will be prepared in "aggregate" for those uses that are effectively coming "on-line" in roughly the same time frame.

The above items are only intended to give a broad overview of the main findings and conclusions of the study. Further details with respect to proposed transportation improvements are included in Appendix E.

B. Impact on Planned ADOT Facilities

Long-range plans by the Arizona Department of Transportation (ADOT) include the design and construction of new Interstate 10 traffic interchanges (TI's) at Kino Parkway and at Park Avenue.

Construction of the planned Kino Parkway interchange will likely occur in approximately ten years and, due to the design of same, will not impact the PAD property. In fact, the planned design may result in surplus developable property at the extreme southeast corner of Sub-Area A (the major commercial site).

Construction of the planned Park Avenue interchange will occur at some unspecified time beyond the 10-year window. This TI will realign Park Avenue such that it swings easterly into the southwest corner of Sub-Area A (the major commercial site). Anticipated impacts to the commercial site, as best as can be estimated at this time, would appear to be limited to small building pads at the southwest corner of the Sub-Area. This TI will also, however, yield surplus right-of-way for potential use by the commercial site. This surplus right-of-way area appears sufficient to accommodate the relocation of the impacted building pads. The transfer of this surplus right-of-way to the commercial developer would be subject to future negotiations, appraisals, etc. undertaken by the parties (ADOT and the developer) at the time of TI construction.

C.3.5 Proposed Transit

Public and private transit is an important future element of the Project. Figure 35, p. 83, depicts a conceptual transit loop that traverses the research park, utilizes the PAD's new spine road, and further traverses the major commercial center adjacent to Interstate 10. This loop would accomplish the following:

1. Connect the research park (Sub-Areas D & E) to the UA main campus, with a potential future link extending southward to Tucson International Airport (TIA). This route would be a logical extension of the University's CatTran service, with formal establishment of same subject to the University's discretion when a sufficient "critical mass" of development has occurred within the research park.
2. Provide the opportunity for SunTran service to and from the site, continuing through the UA's research park, and through the project's major commercial site, all of which would then be linked to the City center and the metropolitan area at large. We recognize that formal establishment of any new SunTran routes is subject to available funding and ridership demand. It would appear that the latter of these criteria, at least, would be clearly met by a project of this magnitude.

Pick-up and drop-off nodes along the proposed transit loop will be established in coordination with CatTran and SunTran, respectively, at which time each is prepared to formally establish service to the Project site. At a minimum,

one transit node is envisioned within the research park and another within commercial Sub-Area A. Given the inability to predict future timing and interest in transit service by either CatTran and SunTran, it is the goal of this PAD to make the project transit-ready, such that actual service can be initiated along already-designated on-site routes and without major reconstruction of any existing physical improvements.

C.3.6 Phasing, Construction and Maintenance of Streets

The “phasing” of public street improvements (and all other public & utility infrastructure) will not occur under a conventional chronological program. In light of the fact that three distinct ownership interests will all be proceeding under their own individual construction programs, Table J (p. 91) has been developed to link particular public improvement projects to specific development blocks within the PAD. The public improvement projects defined in the matrix are not limited solely to public street improvements, but also include all necessary and attendant public infrastructure elements. Each project will be “triggered” by the respective development unit indicated in the matrix.

This matrix provides a straightforward method for the City of Tucson to identify and manage required public improvements and to insure that all needed improvements are linked to each development unit as it proceeds to construction, irrespective of its particular construction timing. It must be noted that this Table represents a best-guess development scenario of the various PAD sub-areas and is intended to depict the major development units that will most likely proceed first. In the event that this anticipated timing is altered, the Developer will coordinate appropriately with the City (at the time of platting or development plan) to insure the provision of needed public improvements.

Figure 38 (p. 93) illustrates the various public improvement projects anticipated in conjunction with this PAD, as well as the various commercial, residential, etc. development sectors within the Project. Table J (p. 91) then provides the aforementioned matrix and links the respective public improvement projects to each particular development block/sector.

A. Public Improvement Projects: Scopes of Work and Completion

Construction of each of the public improvement projects identified in Figure 38 (p. 93), and Table J (p. 91), are triggered by the development of each individual commercial phase, residential sector, etc. as per the matrix below. The Scope of Work and manner of funding for each improvement project is described in the ensuing text.

1. *Public Improvement Project #1* ***(Pima County Flood Control Project)***

Construction of central open space corridor, multi-use recreation area, and regional drainage & detention facilities. Construction of all detention facilities, pilot channels, and required culverts, both on-site

Construction Activity or Development Unit:	Triggers.....	Attendant Public Improvement Project(s) To Be Constructed By Developer in Conjunction With Same:
Pima County Flood Control Project	→	Public Improvement Project #1
Issuance of C of O for first 25% of residential units of first Sub-Plat	→	Public Improvement Project #1a
Development Of Commercial Phase I, and/or Sub-Area E	→	Public Improvement Project #2, #4
Development of Residential B-I	→	Public Improvement Project #2, #5
Development of Residential B-II and/or Sub-Area D	→	Public Improvement Project #3
Development of Residential B-III	→	Public Improvement Project #4

Table J:
Public Improvement Phasing

and/or beneath adjacent S. Park Avenue; development of the drainage basins for the PAD property by placement of excess fill material (excavated from the detention basin) over the balance of the site so as to avoid the substantial public expense of physically exporting same from the Site. The normal 35-acre grading limit per LUC will not apply to the PAD project. This work will not be a private project by the Developer, but instead be undertaken and administered by the Pima County Regional Flood Control District (RFCD) as part of a major public flood-control project. The Developer is working jointly with RFCD to ameliorate the historic flooding of the nearby Greater South Park neighborhood. This project will be funded via a joint development agreement between the Developers and RFCD and will proceed under the authority and auspices of RFCD. Required permitting activities will be completed by RFCD in coordination with City of Tucson Development Services Department.

1.a Public Improvement Project #1a

(Recreational Trail Components within Central Park Corridor)

Following construction of the flood-control facilities (Public Improvement Project #1 above), the Developers will proceed, at their expense, with the construction of the associated recreational trail components and the landscaping/irrigation system for this planned multi-use area. In order to juxtapose trail and landscaping construction with normal residential construction practices (and recognizing that residential construction on this PAD site will occur well before commercial construction), the completion of Public Improvement Project 1.a will be tied to residential construction activity. The required trail and landscaping work within the central park corridor (including the El Paso and Southwest Greenway) will be finished no later than the time at which the certificate of occupancy is issued for the first 25% of units platted in the first residential subdivision.

- 2. *Public Improvement Project #2***
(Widening of South Park Avenue from 36th Street to Interstate 10)
Construction of a new four-lane street, raised median, curb & gutter, sidewalks, lighting, and dual bike lanes as warranted by project traffic or as determined necessary in coordination with City Department of Transportation. Construction of new traffic signal at the main entrance to commercial center. Extension of all existing adjacent sewer, water, and dry-utility infrastructure (presently within S. Park Avenue right-of-way) as necessary to serve the commercial development.
- 3. *Public Improvement Project #3 [Secondary Spine Road from 36th Street to Commercial Spine Road (Public)]***
Construction of a new four-lane street, raised median, curb & gutter, sidewalks, lighting, and dual bike lanes to serve Residential Sector B-II and to provide secondary access to the research park and hotel site (see Appendix D, Figure 5, p. D-4). Construction of a new traffic signal or alternative intersection configuration may be required (e.g. pelican, Florida-T) at the roadway's intersection with 36th street. Extension of all existing adjacent sewer, water, and dry-utility infrastructure as necessary to serve the project. This street improvement project will be funded entirely by the Developer and, upon completion, be dedicated to the City of Tucson.
- 4. *Public Improvement Project #4 [Construction of Commercial Spine Road (Public) from Kino Parkway to the Major Commercial Center]***
Construction of full street cross-section as depicted in Appendix D, Figure 3, p. D-3. Construction of intersection improvements and signalization at Kino Parkway as warranted by the traffic study or as determined necessary in coordination with the City Department of Transportation. This improvement may require/feature a roundabout at the point of intersection with the secondary spine road; this aspect of the project will be determined in conjunction with the City at the time of final design. The overall scope of work will include the extension of all existing adjacent sewer, water, and dry-utility infrastructure (presently within 36th Street, Kino Parkway, and/or Campbell Avenue rights-of-way) as necessary to serve the Project. This street improvement project will be funded by the Developer and, upon completion, be dedicated to the City of Tucson.
- 5. *Public Improvement Project #5***
(36th Street from Park Avenue to Kino Parkway)
Completion of the balance of a five-lane street cross-section (two travel lanes in each direction, with a continuous center left-turn lane) on 36th Street from Park Avenue to Kino Parkway. Street improvements to include curb & gutter, sidewalks on both sides, lighting, and bike. Extension of all existing adjacent sewer, water, and dry-utility infrastructure (presently within the 36th Street right-of-way) as necessary to serve the PAD site.

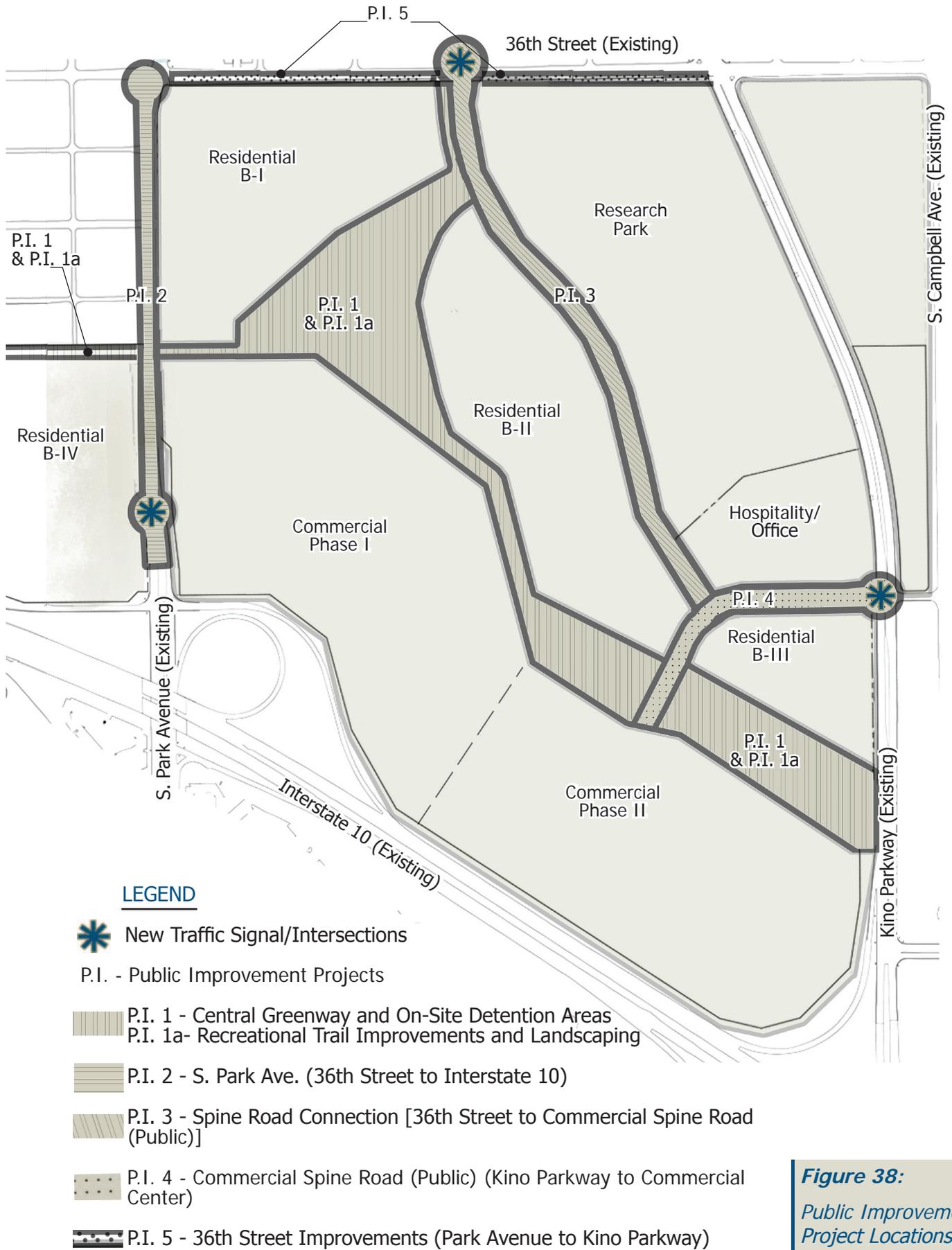


Figure 38:
Public Improvement Project Locations

B. Maintenance of New Street Improvements

1. Maintenance of all new public streets shall be the shared responsibility of the Developer and the City of Tucson. Based upon the street cross-sections proposed herein, together with the Developer's desire to utilize specialized landscaping, street lighting, street furniture, specialty paving, and other uncommon streetscape elements within the PAD site, it is appropriate that the Developer assume the maintenance responsibilities for those items which are above and beyond the "normal" City cross-section and maintenance program.
2. It is, therefore, the Developer's desire to effectuate an arrangement wherein the supplemental maintenance that these items might require is provided at Developer expense, while the maintenance of "standard" street elements (e.g. asphalt paving, curbs, etc. constructed to TDOT standards) is left to City forces. In order to fulfill the above Developer maintenance responsibilities, a Master Owners Association will be formed amongst the Developers and Land Owners. This association will survive the build-out of the Project and will maintain the specialty elements described above in perpetuity.

C.4 DRAINAGE AND UTILITY INFRASTRUCTURE

C.4.1 Proposed Drainage Solution

Historically, the Site has been the focus of numerous flood-control and mitigation studies by the RFCD. These studies have stemmed from the fact that:

- Substantial flooding occurs in the South Park Neighborhood south of 36th Street and west of S. Park Avenue, largely as a result of stormflow that either originates on, or sheet flows across, the Site.
- The subject property has therefore been viewed as a key component in any comprehensive flood-control project that would alleviate this long-standing flooding situation.

In the course of examining potential alternatives, and in light of the fact that numerous attempts to acquire the subject property for private development had previously failed, RFCD's work essentially assumed that any flood-control project involving the property would be effectuated through the condemnation of some portion of the site acreage. The alternatives examined all featured, in some way or another, a conventional regional/public detention basin of substantial size somewhere on the Site. This facility was viewed as solely serving a pure detention and flood-control function, and was not envisioned as a multi-use facility of any kind.

However, the recent private acquisition of the property, together with the ability to master plan its use, has now created the opportunity to address the flood-control project as an integrated component of the larger development program for the PAD. The proposed open-space network (Sub-Area C-I), as shown in Figure 39 (p. 97), will simultaneously serve the detention function to effectuate a workable flood-control solution, as well as provide an important recreational and aesthetic amenity for the on-site users, off-site neighbors, and the public at large.

The Developer's formal arrangements for the above drainage and recreational amenities with Pima County shall be ratified/approved by the Board of Supervisors prior to the Developer's requesting Mayor and Council approval of any residential final plat, or commercial development plan.

C.4.2 Proposed Outfall Locations to Serve the PAD Property

As mentioned above, the Pima County RFCD has thoroughly studied the subject vicinity and has already determined a primary outfall location for the PAD property. Figure 39 (p. 97) illustrates the location of this outfall, which is on the 40-acre portion of the Site located west of Park Avenue (proposed Residential Sub-Area B-IV).

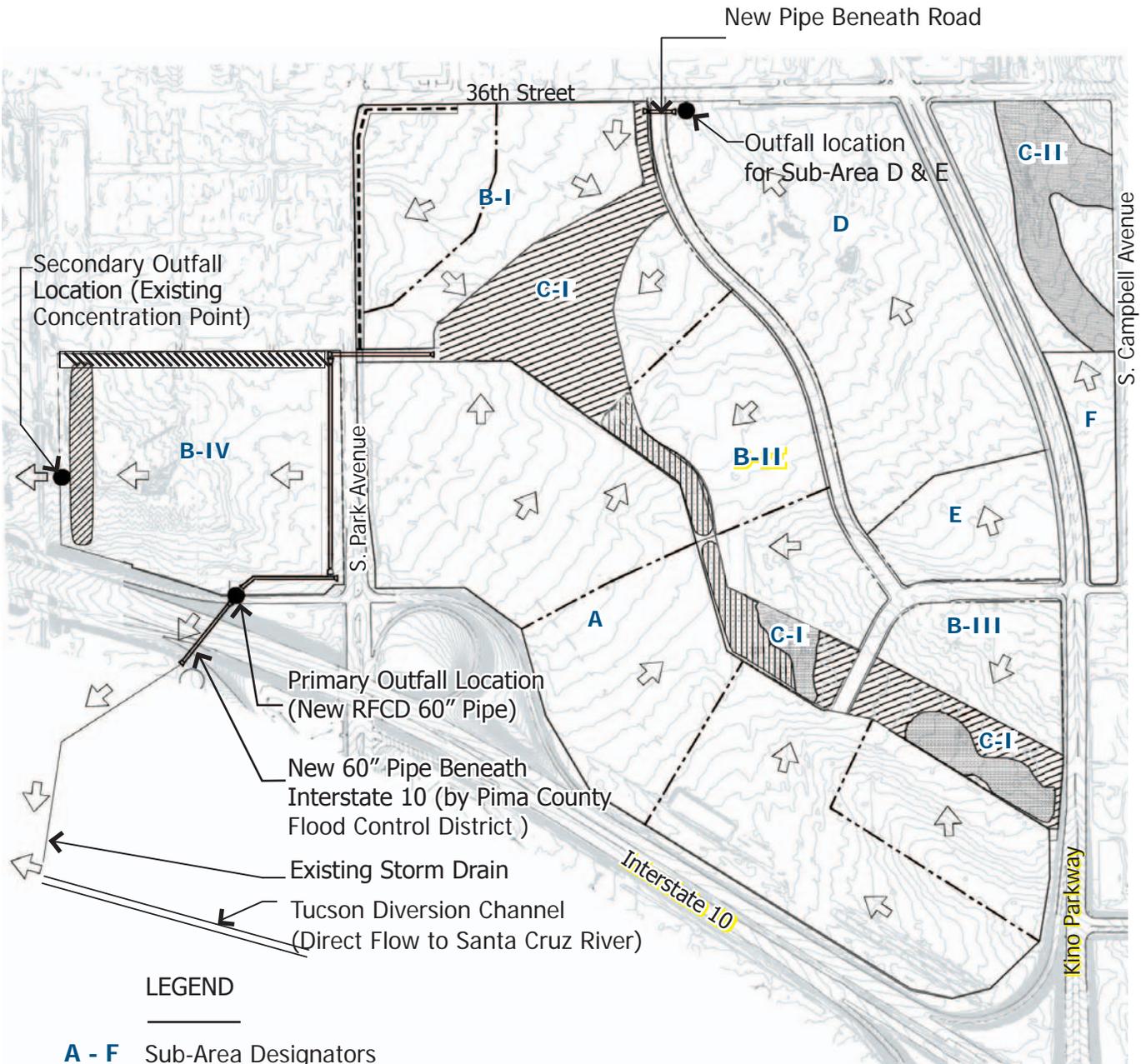
At this designated outfall location, RFCD intends to construct a new, 60" diameter storm drain beneath Interstate 10. This new extension will ultimately connect to the Tucson Diversion Channel on the south side of the freeway and will possess the capacity to accept the entire detained/metered outflow from the Site. The stormflow in the Tucson Diversion Channel will then flow directly to the Santa Cruz River.

This major RFCD project is, with respect to funding, a separate and independent endeavor from the private PAD development and will be effectuated via a separate development agreement to be executed between the Developer and Pima County. For reasons that are beneficial to both parties and to the public at large, there has been on-going coordination between the Developer and RFCD to insure that their design and construction effort is properly and efficiently dovetailed with the private development objectives of the Site. RFCD's project budget does not only include the cost of the 60" pipe facility, but also the full construction effort necessary to create the upstream detention basins and channels on the Site and to provide for the various new culverts necessary to pass the detained flow beneath S. Park Avenue and, ultimately, to the aforementioned outfall location. The PAD Developers recognize that the pace and City approval of development on the PAD parcels shall be governed by the pace of construction of the flood control/drainage improvements to be constructed by themselves and Pima County.

It should also be noted that a secondary outfall location, also depicted on Figure 39 (p. 97), is located beneath the Union Pacific railroad tracks along the western boundary PAD Sub-Area IV. This outfall location will be used to drain Sub-Area B-IV and will receive a comparatively smaller exiting volume. A detention basin will be located near this secondary outfall, which will receive the run-off from the sub-area prior to metering it to the outfall.

C.4.3 Proposed Conceptual Drainage Plan for the Site

The final drainage solution for this PAD shall be subject to approval by the RFCD and the City of Tucson. A Master Drainage Report (MDR) shall be submitted by the Developer (or jointly by the Developer, RFCD, and RFCD's hired consultant) to establish existing hydrologic conditions affecting the site or caused as a result of site development. The Master Drainage Report shall detail the timetable for on-site and off-site drainage/flood control improvements in order for those drainage/flood control improvements to be in synch with residential lot platting and commercial site development. The MDR will be submitted to COT prior to the commencement of any work on the PAD site by RFCD.



LEGEND

A - F Sub-Area Designators

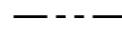
-  Man-Made Detention Basin: Sculpted/Contoured and Landscaped to Also Provide Recreational and Aesthetic Amenity
-  Areas Containing Pilot Channels (No Detention)
-  Natural Drainage Way (Significant Vegetative Habitat)
-  Open Channel
-  Drainage Area Boundary (Post Development)
-  Direction of Post-Development Flow
-  Underground Pipe
-  Open Space Corridor

Figure 39:
Proposed
Conceptual Drainage
Solution

In consideration of all of the above, the proposed conceptual drainage plan for the Project site is depicted in Figure 39 (p. 97). Under this proposed concept, nearly all of the run-off from the PAD will be directed to the central open space area Sub-Area C-I, wherein it will be captured and detained in a major detention basin. Subsequently, this detained volume will be metered into a 60" pipe that runs beneath S. Park Avenue and then southward and parallel to the street right-of-way and, ultimately, to the new 60" outfall to be constructed by RFCD beneath Interstate 10. During the 100-year event, slightly less than 200 cfs will be directed to this outfall. The portions of Sub-Area C-I which are outside of the major basin will contain pilot channels only and will not serve any detention function.

Because of the proposed RFCD connection to the Tucson Diversion Channel, which subsequently flows directly to the Santa Cruz River, a direct linkage will exist from the project to a major drainageway. This solution creates the possibility of a waiver of on-site retention requirements. Final determination of any such waiver will be subject to review and approval by the City of Tucson Development Services Department (DSD) at which time it evaluates the project's detailed master drainage report.

Beyond the inherent drainage purpose of Sub-Area C-I it will also be designed to integrate a multi-use recreational function with the needed channel and detention facilities described above. It is the intent of this project that the open space network (Sub-Area C-I) not only achieves the flood-control and detention objectives described above, but that it also provides a fully functional trail and recreation environment for the public. It is paramount that it be a highly aesthetic and inviting setting for passive as well as active recreation activities and that it not be immediately perceived as a flood-control facility.

Sub-Area C-I will furnish the required detention volume for Sub-Areas A and B-I through B-IV as shown on the Conceptual Drainage Solution (Figure 39, p. 97) and Landscape Concept Plan (Appendix F, Figure 1, p. F-5). No drainage from the PAD site shall be discharged from the north boundary of the site. Sub-Areas D and E (the UA research park and the hotel/commercial site) will provide their own on-site detention facilities in accordance with City of Tucson Floodplain regulations. The drainage concept proposed herein provides only an outfall location for Sub-Areas D and E, such that their detained flow can be directed into the central open space and detention area in Sub-Area C-I and, ultimately, conveyed downstream to the aforementioned primary outfall.

Sub-Area B-IV (on the west side of Park Avenue) will not outlet into the 60" pipe beneath Interstate 10. This 40-acre property will utilize the existing secondary outfall located beneath the Union Pacific Railroad (UPRR) tracks. A new detention basin will be constructed along the west boundary of the Sub-Area, which shall accept and detain the on-site storm flow before metering beneath the UPRR.

On the east side of Kino Parkway, Sub-Area F shall meet its detention requirement on-site and on a stand-alone basis, subject to City of Tucson approval at the time of Development Plan filing. Sub-Area C-II will be preserved as natural open space and its existing drainage characteristics shall remain unchanged.

C.4.4 Proposed Utility Infrastructure

This Site is somewhat unusual in that, despite its comparatively large size (approximately 350 acres), it is the classic “infill” project. The properties surrounding it are built-out and have been so for many years. The transportation and utility infrastructure that frames it has been in place for decades.

While it is rare to be able to state that a 300-acre property already has all needed utility infrastructure adjacent to it and “project convenient”, that is mostly true in this particular case. The PAD property is virtually “ringed” with all basic utility services necessary to serve it. No off-site extensions will be required to bring any utilities to the Project perimeter; the only extensions and upgrades necessary will be those required, at full Developer expense, to extend and/or upgrade the existing perimeter infrastructure as necessary to serve the Site.

Section B.5.1 of this document describes the existing utility infrastructure surrounding the PAD. Due to the infill nature of this Project and the built-out condition of the surrounding properties, the existing utility infrastructure that has been constructed over time by the various utility companies has recognized and anticipated the ultimate development of this PAD property.

That having been said, any upgrades or augmentations of the existing utilities as necessary to serve this new development will be done so, in accordance with standard City of Tucson policy.

Figures 40 (p. 101) and 41 (p. 103) depict the conceptual water and conceptual sewer plans, respectively, as envisioned for the PAD property. All such extensions and associated augmentations as shown thereon (or as may be determined necessary in the future), and the specific funding arrangements between the Developer and the servicing utility companies, shall be determined at the time of actual site development, formal Development Plan and/or subdivision plat filings, and final permitting.

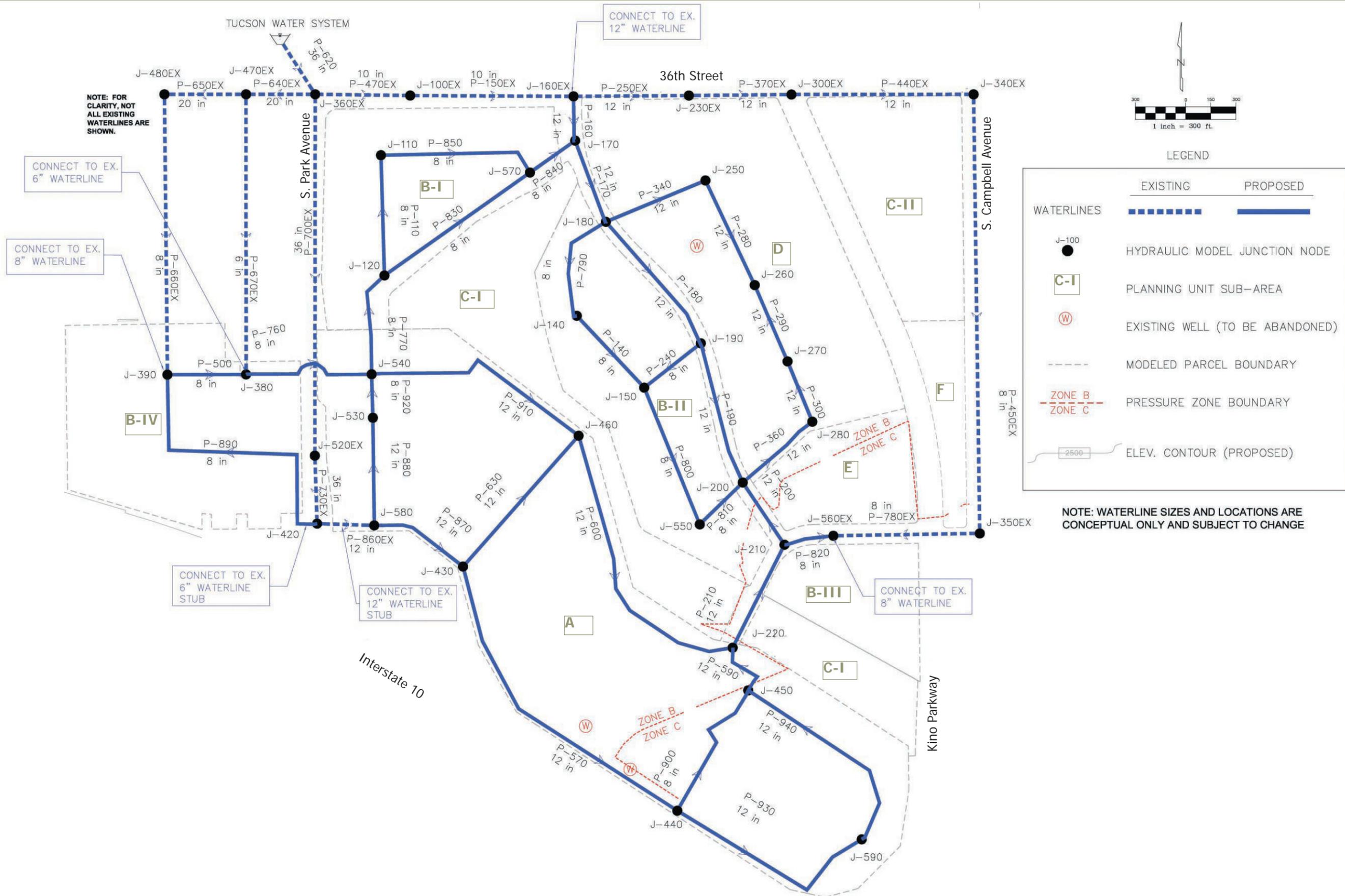


Figure 40:
Conceptual Water Plan

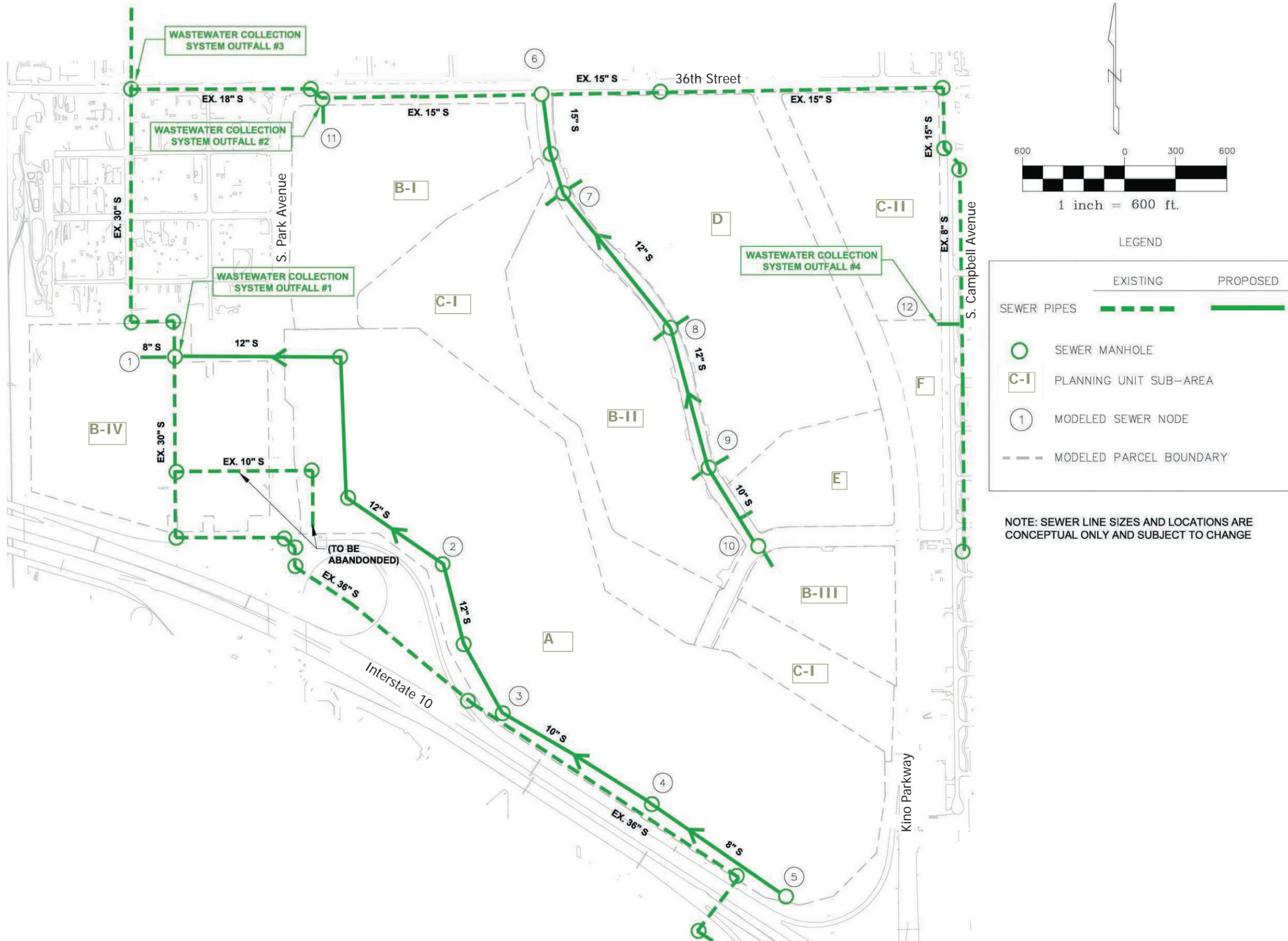


Figure 41:
Conceptual Sewer Plan

C.4.5 Standards for Phasing, Construction and Maintenance of Utility Infrastructure

A. Standards for Phasing and Construction of Utility Infrastructure

Section C.3.7 of this PAD document outlined a series of comprehensive public improvement projects that would be triggered by each individual sector of this PAD at the time it proceeded to actual development. These public improvement projects included those utility extensions and augmentations as will be necessary to serve the Project as it proceeds through the development process.

It shall be a general rule of this PAD that all new utility infrastructure shall be placed underground so as to eliminate any visual impact associated with telephone poles, overhead electric lines, and the like. Above ground facilities shall be limited to customary, low-profile, necessary installations such as pedestals, cabinets, backflow assemblies, etc. Even in these cases, landscape screening will be employed to the extent allowed by each individual utility company.

B. Standards for Maintenance of Utility Infrastructure

It is the intent of this development to utilize public utility infrastructure wherever possible. As such, maintenance of said facilities shall be coordinated with each respective utility company and shall be the responsibility of same.

C.5 SIGNAGE

The Special District section of the Tucson Sign Code applies to the entire PAD, except for Sub-Area A. The Freeway Business District section of the Tucson Sign Code applies to Sub-Area A. "Street Frontage" as used in the Tucson Sign Code shall include the street and freeway frontage as designated in the Signage Plan (Figure 42, this page).

In the event the Tucson Sign Code is amended to permit specific sign regulations to be established within a Planned Area Development, comprehensive sign regulations and standards that encompass all signage in the Planned Area Development will be created and submitted for review and approval in accordance with the LUC. This will include building mounted signage and ground (monument and pylon) signage for informational, directional, and advertising purposes. The comprehensive sign regulations and standards will compliment the overall design theme of the PAD to the greatest extent possible and promote the identity of the PAD regionally as a premier Tucson destination.

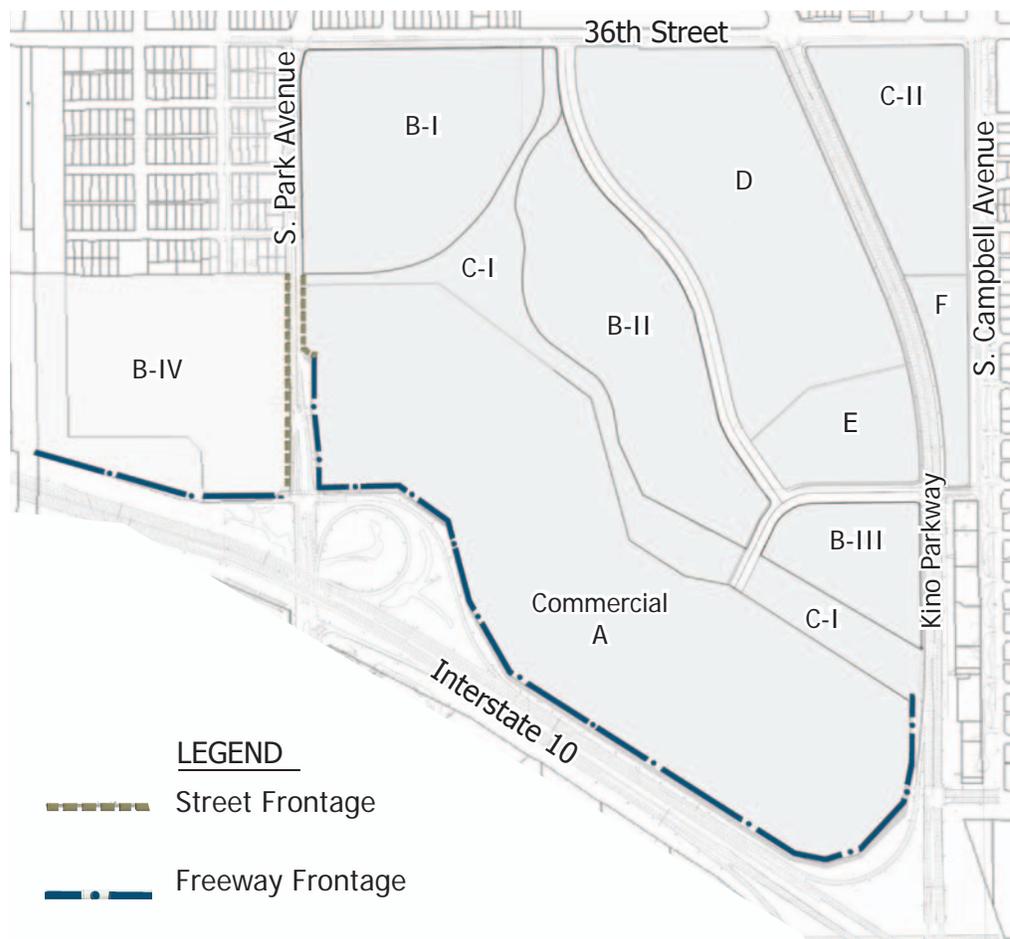


Figure 42:
Signage Plan

C.6 DESIGN REVIEW COMMITTEE AND DESIGN GUIDELINES

It shall be considered a requirement of this PAD that, subsequent to its approval and prior to the submittal of any tentative subdivision plat or development plan within the PAD, a standing Design Review Committee (DRC) shall be established to review and adopt a set of master design guidelines for the Site consistent with the design concept described in Sections C.2.2.C.7 and C.2.3.C.9. Thereafter, the DRC shall use these master guidelines to review individual development plan filings (for commercial development) and subdivision plat submittals (for residential development) for conformance.

An overall presentation and illustrative document of the Master Guidelines shall be provided to the Committee, by the Developers and their consultant team, to articulate and detail the proposed design character and form of the overall Project's shared/common elements (e.g. central open space corridor, landscaping program for recreational areas & streetscapes, street furniture, pedestrian uses, etc.).

Subsequently, each particular Developer and their consultant team shall prepare a formal illustrative document, in a format acceptable to the Committee, articulating the particular design elements, architectural concepts, and approach for their respective commercial or residential portions of the PAD.

The individual presentations made by the respective commercial or residential entities shall include, at a minimum, substantive information to address the following design framework:

- Building design theme, illustrative elevations, color & material palette
- Discussion of how the proposed architecture respects and furthers the character of Tucson
- Proposed building massing throughout the particular Sub-Area
- Pedestrian areas, sidewalks/trails, and connectivity to central open space and other project uses
- Transit facilities, if proposed, and timing attendant thereto per SunTran or CatTran programming
- Landscape theme and integration of same with overall Project landscaping program
- Project identity and main-entry features; their integration with overall project image & identity
- Demonstration of quality consistent with the remainder of the Project
- Signage, amenities, and Project monuments

Following any formal presentation to the Committee, it shall deliberate on the presented guidelines and either find them: 1) acceptable, 2) acceptable subject to modifications, or 3) unacceptable.

If found to be acceptable or acceptable subject to modifications, the DRC shall, by formal vote, adopt the Developer's Design Guidelines as then presented or as appropriately modified to the Committee's satisfaction. The adopted document shall then become the standards by which all Development Plan and/or subdivision plat filings on that portion of the PAD property are later evaluated.

Each subsequent Development Plan or subdivision plat filing shall be brought before the DRC for its formal consideration, together with proposed conceptual building elevations and architectural renderings, sufficient to allow the Committee to judge the proposed Project for conformance with the pertinent adopted Design Guidelines.

Prior to the submittal of any Development Plan or subdivision plat to the City of Tucson, the Developer must procure a letter of recommendation from the DRC for submittal to the City. This letter, and a record copy (for the City's archives) of the materials recommended by the DRC, must accompany any City submittal in order to allow review of same by the Development Services Department.

The composition of the Design Review Committee shall be as follows:

- Two (2) members from the adjacent four (4) neighborhood associations, preferably with at least one of these members possessing some design or development background
- One (1) representative from each Developer (commercial, residential)
- One (1) representative of the University of Arizona
- One (1) at-large architect or design professional (who has no conflict of interest with any of the developer representatives)

The two (2) neighborhood members shall be nominated and selected by the elected homeowner's association officials of the Las Vistas, Pueblo Gardens, South Park, and Western Hills II neighborhoods.

The Developer representatives shall be selected privately by each entity. The architect or design professional at-large shall be selected by the Developer representatives. All votes of the DRC shall be by simple majority and a quorum of at least five (5) members will be required for the Committee to conduct any formal business. The DRC shall have the right to amend its structure or procedures based on a majority vote.

The DRC shall remain in place through 100% of the initial build-out of the residential and commercial components of the Project. Beyond this point, the Committee's function will survive through the Homeowners Associations (HOA's) of the individual residential subdivisions or through the property owners association of the commercial center, at their respective discretion.

C.7 INTERPRETATION OF THE PAD DISTRICT REGULATIONS AND REQUIREMENTS

The Land Uses and development regulations in Sections C.2.2-C.2.4, have been established to closely follow existing City of Tucson land use and zoning regulations and requirements, such that no additional and/or special standards for interpretation are needed for The Bridges PAD District.

A. Implementation and Administration

1. *Proposed Changes to Zoning Ordinances*

The PAD will not result directly in the modification or change of any existing building codes or other ordinances, except portions of the City of Tucson Land Use Code, Development Standards, and applicable Zoning Map of the City of Tucson.

2. *Development Plan/Subdivision Plat and Architectural Review Procedures*

The PAD shall be implemented through the review of development plans and/or subdivision plats by the City of Tucson CDRC. The development plans and/or subdivision plats shall be required for all development within the PAD area requiring a City building permit or where landscaping is to be installed.

All proposed development plans and subdivision plats within the PAD shall be submitted to the Design Review Committee prior to the Development Plan or Subdivision review by the City of Tucson Development Services Department. At such time as the Design Review Committee approves a plan or plat, the DRC shall issue a formal letter of recommendation, which must accompany any plat or development plan submittal to the City of Tucson (see Section C.6, p. 107).

Development plans or subdivision plats seeking a particular minor modification from the standards of this PAD shall be submitted to the City of Tucson staff for review and approval only after written recommendation of the Design Review Committee has been obtained. Applicants are encouraged to hold a pre-submittal conference with the City Development Services Department prior to the final preparation of a development plan or plat. Comment from other City departments and service agencies shall be sought by the applicant prior to preparing final plans.

3. *General Administration and Amendment Procedures*

a. Adoption. The PAD shall be processed in accordance with the City of Tucson Land Use Code and may be amended from time to time in accordance with such provisions. Once the PAD ordinance is adopted, it shall become operative. Whenever a conflict exists

between The Bridges Planned Area Development and the Land Use Code, the PAD shall control.

- b. Conflict in Terms.* Whenever a conflict exists between the PAD and the Land Use Code, the PAD shall control. When specific reference is not provided in the Planned Area Development document, the Land Use Code, Development Standards, and Sign Code shall apply.
- c. Administration and Enforcement.* The PAD shall be administered and enforced by the Director of Development Services. The Director of Development Services may allow minor changes to the criteria set forth in the PAD, provided such changes are not in conflict with the overall intent as expressed in the Plan. Any changes must conform to the goals and objectives of the Plan.

The following shall be considered to be minor changes:

- i. Addition of new information to the PAD map or to the text that does not change the affect of any regulation or guideline.
 - ii. Changes to the community infrastructure, such as drainage, water and sewer systems, which do not have the effect of increasing or decreasing development capacity in the PAD area, nor change the concepts of the Plan.
 - iii. The determination that a use be allowed which is not specifically listed as permitted but which may be determined to be similar in nature to those explicitly listed as permitted.
 - iv. Adjustments to the development standards that are in the interest of the community and do not affect health or safety issues.
- d. Amendment Procedures.* The approved Plan may be amended through the process outlined in the City of Tucson LUC § 2.6.3.11.

Appendix A: The Bridges PAD Definitions

The terms and definitions used in The Bridges PAD District shall mean those defined in the City of Tucson Land Use Code as amended, with the following exceptions, additions or clarifications:

Alley Loaded:

A residential product type that provides the primary vehicular access from public streets through a private alleyway at the rear of the residence (rear yard), while the primary pedestrian entrance is located at the front of the residence (front yard).

Commercial:

Development Areas designated primarily for development of Commercial, Retail, Civic, Educational, and Industrial uses. Limited residential uses are permitted in accordance with LUC § 2.6.1.

Design Review Committee (DRC):

A committee whose function is to review and approve Design Guidelines submitted by each Developer for each Development Area as well as to review and approve all proposals for construction to assure that the Project is developed in accordance with the approved Design Guidelines.

Design Guidelines:

The formal guidelines developed and adopted by the Design Review Committee that will govern the development character of the individual Development Areas within the Project. The adopted guidelines for each Development Area shall become the standards by which Development Plans, Subdivision Plats, and construction plans are evaluated for compliance by the Design Review Committee.

Developer:

An individual, entity or owner who acquires or leases Development Areas in The Bridges Planned Area Development Area for the purpose of developing said Development Areas in accordance with the Plan and Design Guidelines.

Development Areas:

Sub-Areas "A through F" as shown in Figure 20, P. 45.

Development Parcel:

The area of land comprised of a subdivision plat, site plan, or development plan within the designated Sub Area in Figure 20.

Development Standards:

The City of Tucson Development Standards as amended from time to time.

Dwelling Unit (DU):

Same as defined within the LUC § 6.2.4.

Front Yard:

For an interior lot, the front yard is the lot line bounding the street frontage. For a corner lot, the front yard shall be the shorter of the two lot lines adjacent to the street. For auto court cluster and/or alley loaded types where there is no direct street frontage for each lot, the front yard is the portion of a single-family residential lot where primary pedestrian access is provided.

Functional Open Space

Any public area on private or common landscape tract that is open for public use for recreation, pedestrian circulation, gathering or retention/detention areas including, but not limited to parks, trails, rights-of-way and easements with trails and walkways, drainageways with trails, plazas and courtyards. Uses may include active recreational activities, developed parks, walking, group gatherings, day picnicking.

Guest House:

A secondary residence of a maximum of 1,000 square feet. May be an attached or detached structure from the primary residence. If detached, a guest house is allowed above a garage with an combined height not to exceed 28'. A guest house may provide full kitchen amenities. Rental of the guest house is allowed with no more than 2 residents, and shall be enforced through CC&Rs.

Home Occupation:

Same as defined within the LUC, except home occupation (i.e. Live/Work) allows for retail services, personal services or medical services to be provided from home. Gross floor area dedicated for the home occupation may take up to 50% of the structure that it occupies. One outside employee for the home occupation is allowed. Commercial site plan review and/or non-residential development standards shall not be required.

Land Owners Association:

Shall be composed of all the developers of Development Areas in The Bridges Planned Area Development, excluding the owners of public facilities, and homeowners associations for subdivisions in Development Areas.

Land Use Code:

The City of Tucson Land Use Code as amended from time to time.

Local Streets:

All public streets excluding private drives, PAALs and alleys within the Planned Area Development.

Lot Coverage:

Residential lot coverage shall be calculated on an individual per lot basis. Total coverage of buildings, storage areas and vehicular use area within a residential lot is calculated as follows: total square feet of coverage area divided by the total square feet of the lot equals the percentage of lot coverage. The lot coverage calculation shall exclude covered areas open to at least one (1) side, patios (above-grade or at-grade) and interior space used for recreational purposes.

Mini Parks:

Improved open space areas, generally less than one acre in size, which would include improvements such as tot lot, benches, turf area for passive play, as well as other passive recreation amenities.

Natural Open Space:

Any public or private area that contain primarily undisturbed natural vegetation and managed as a natural appearing landscape. Uses are passive and may include trails, walkways and interpretive functions.

Net Area:

The area of a development parcel, excluding all planned or dedicated streets, alleys, private access ways, roadways and/or alley easements and natural and functional open space areas.

Plan:

The Planned Area Development for The Bridges Project.

Product Type:

Refers to the various residential development housing options that may be provided within a residential land use. Product type may include traditional single-family homes on a single lot, auto court cluster development, alley-loaded, attached units, multi-family housing, etc.

Project:

The Bridges Planned Area Development Project.

Public Facilities:

Any facility (whether publicly or privately owned) which is to be used and/or allocated for the general good of the public. These uses would include but are, not limited to, parks, government services, utilities, streets, treatment facilities and drainage features. All facilities will be subject to applicable land use regulations.

Residential:

Development Areas designated for the establishment of dwellings.

Residential Medium Density Attached:

Attached single-family residential units on individual lots for sale with common party walls, such as duplexes, attached auto court cluster or attached alley-loaded product types.

Residential Medium Density Detached:

Detached single family residential units on individual lots for sale with a more unique product design such as auto court cluster, alley-loaded, or other creatively-designed single-family product type.

Residential Multi-Family Attached:

Attached multi-family product type such as condominium or apartments where multiple dwelling units are built on a single lot.

Residential Single Family Detached:

A building containing only one dwelling unit entirely separated from buildings on adjoining lots or building sites.

Significant Vegetative Habitat (SVH)

An area which meets criteria B and/or D under LUC Art. 6, Div 2, Sec. 6.2.3 Critical Riparian Habitat but which is not found within a Resource Corridor. Allowed encroachments would be limited to utilities, roadway improvements, walkways and bike paths. Minor flood control improvements could be allowed if approved by staff in coordination with Pima County Flood Control.

Trails:

A trail system that will connect with the Urban Street Trails system to provide internal circulation connecting the recreational amenities, the community center and all individual neighborhoods within the development unit. Trails may include hard surface and natural surface trails. Trails are being implemented in coordination with other trail development efforts by the City of Tucson and Pima County Parks and Recreation. These efforts will connect internal trail circulation to the regional trail network.

Appendix B: Commercial Design: Landscape and Screening

Appendix B contains sections and details pertaining to the commercial areas of The Bridges PAD. See Figure 21 (p. 53) in Section C.2.2.C.6 for a key map which identifies the on-site location of the figures in Appendix B.

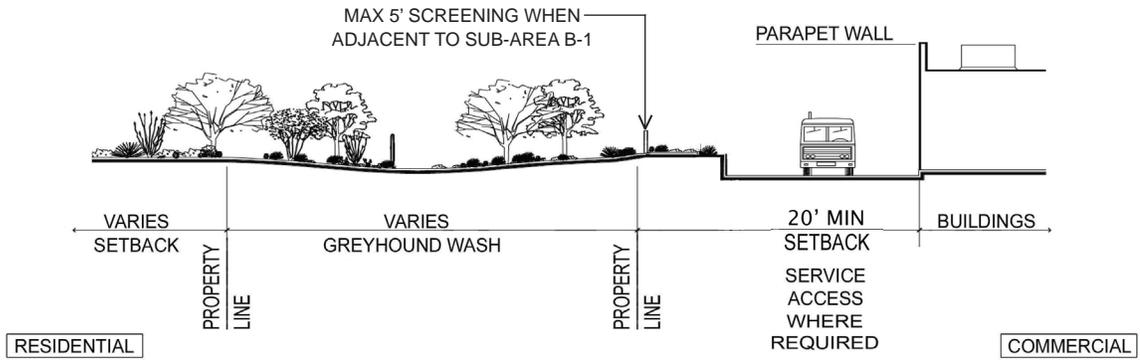


Figure 1:
Landscape and Screening for Commercial at Sub-Area C-1

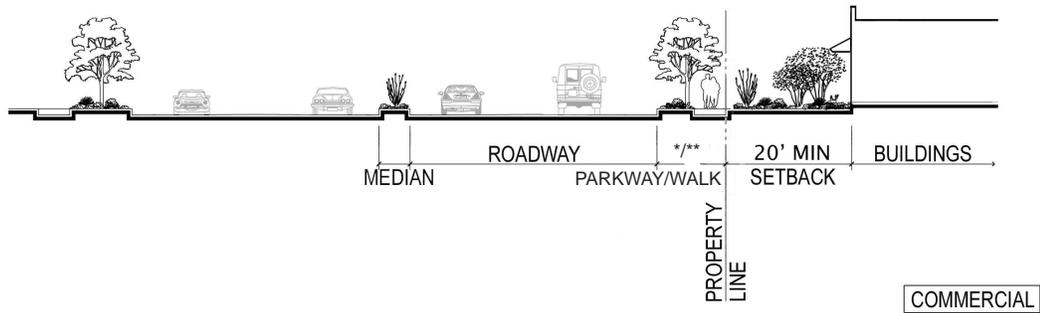


Figure 2:
Landscape and Screening for Commercial at Kino Parkway and Park Avenue (Building Setback)

* 4' PARKWAY & 6' WALK.
 ** ON THE EAST SIDE OF PARK AVE., A 10' MEANDERING ASPHALT PERIMETER PATH WITH A MIN. 6' LANDSCAPE BUFFER ALONG THE ROADWAY WILL BE CONSTRUCTED. ENCROACHMENT INTO STREET LANDSCAPE BORDER IS ALLOWED TO ACCOMMODATE MEANDERING PATH. (Refer to Section C.2.4.C.1.b.ii, Perimeter Path, p.77).

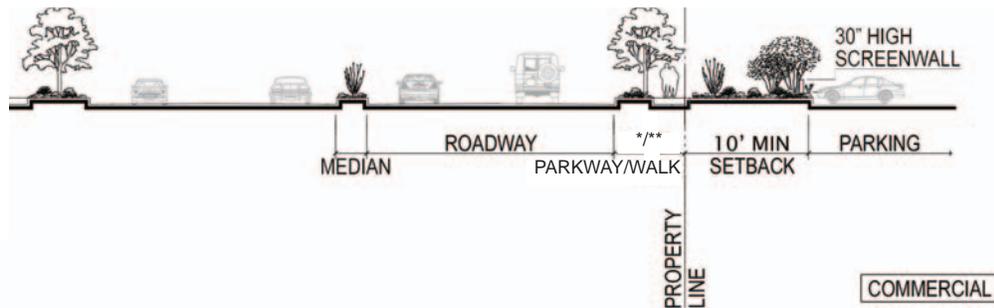


Figure 3:
Landscape and Screening at Kino Parkway and Park Avenue (Parking Setback)

* 4' PARKWAY & 6' WALK.
 ** ON THE EAST SIDE OF PARK AVE., A 10' MEANDERING ASPHALT PERIMETER PATH WITH A MIN. 6' LANDSCAPE BUFFER ALONG THE ROADWAY WILL BE CONSTRUCTED. ENCROACHMENT INTO STREET LANDSCAPE BORDER IS ALLOWED TO ACCOMMODATE MEANDERING PATH. (Refer to Section C.2.4.C.1.b.ii, Perimeter Path, p.77).

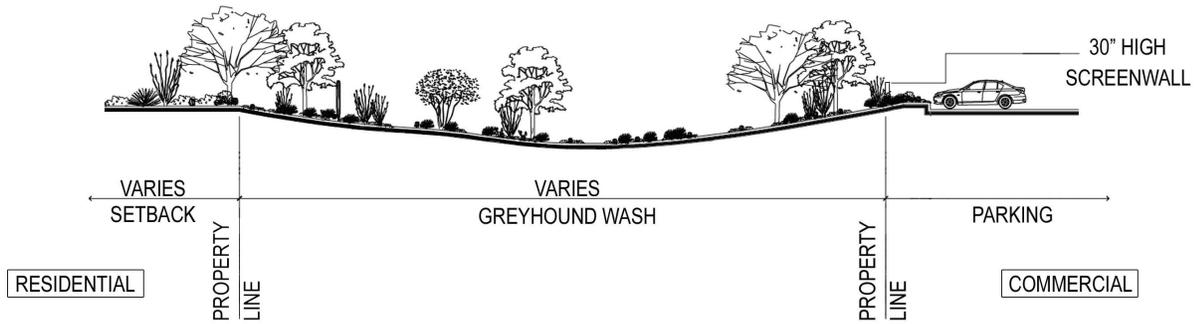


Figure 4:
Landscape and Screening for Parking at Sub-Area C-1

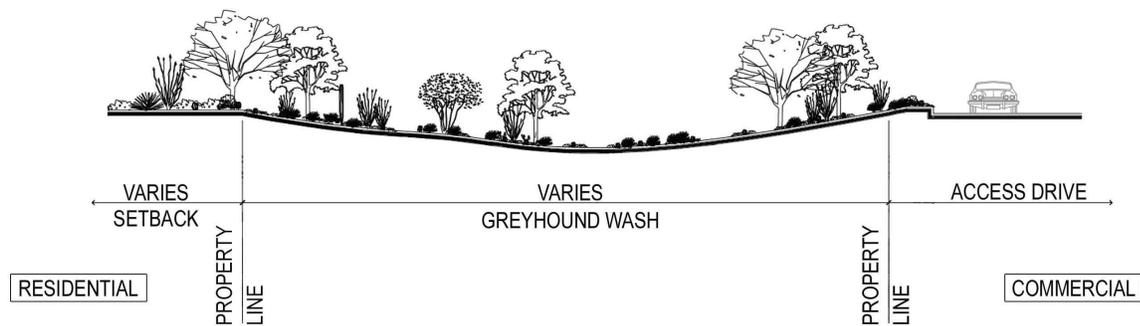


Figure 5:
Landscape and Screening for Access Drive at Sub-Area C-1

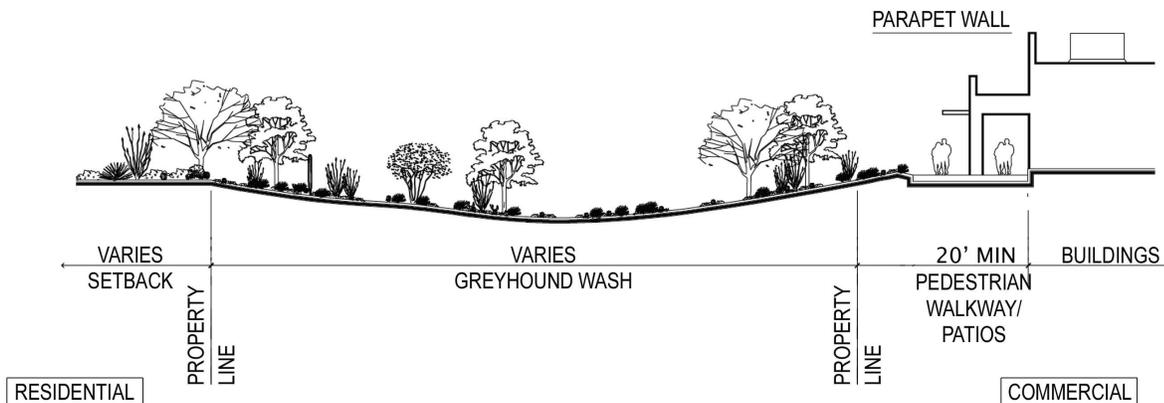


Figure 6:
Landscape and Screening for Retail / Restaurant / Open Space

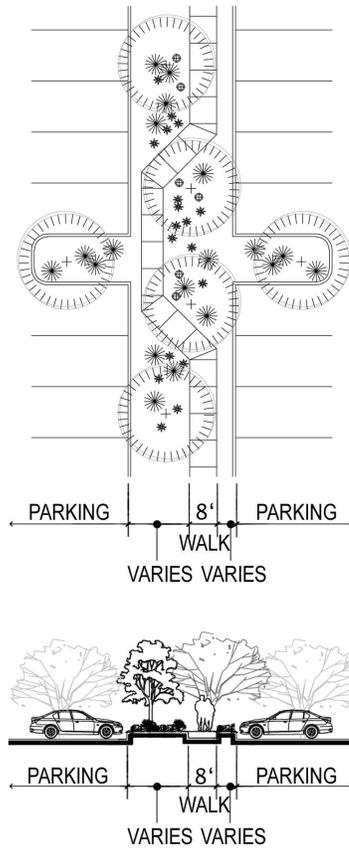


Figure 7:
Landscape and Screening for Shaded Pedestrian Walkway through Parking

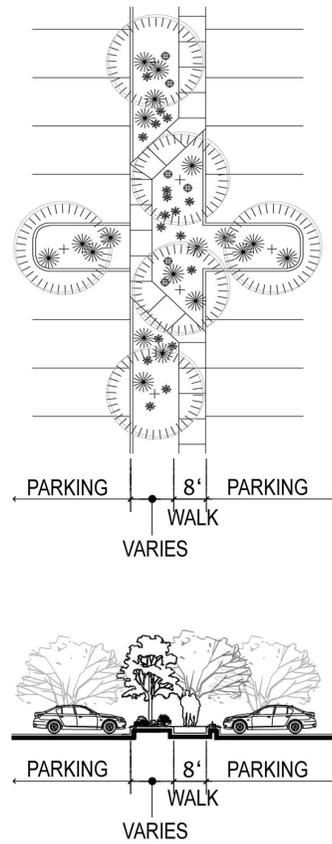


Figure 8:
Landscape and Screening for Shaded Pedestrian Walkway through Parking

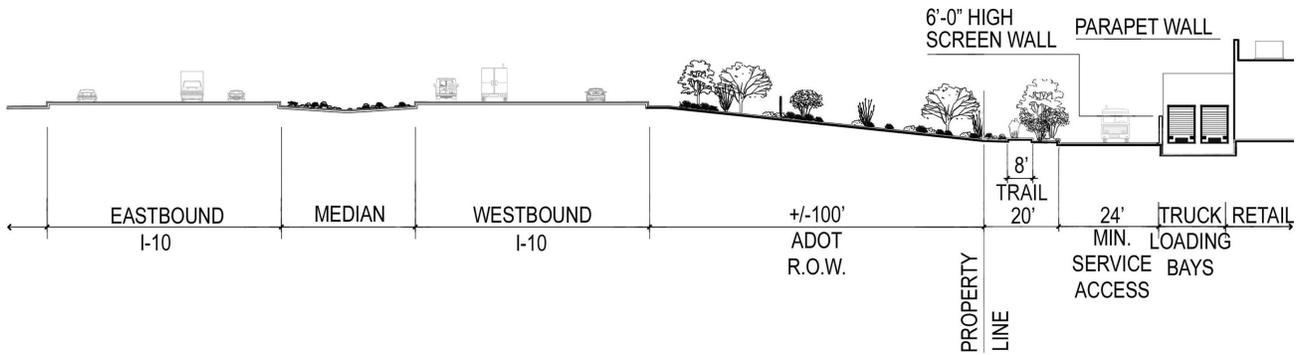


Figure 9:
Landscape and Screening at Back of Retail Buildings along Interstate 10

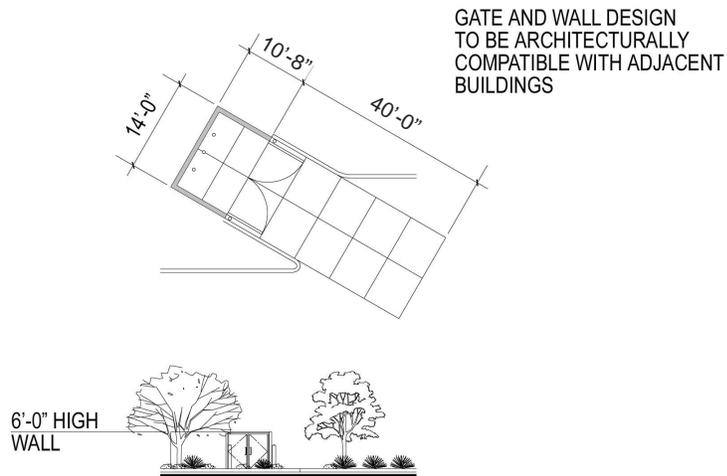


Figure 10:
*Landscape and
Screening at Single
Trash Enclosure*

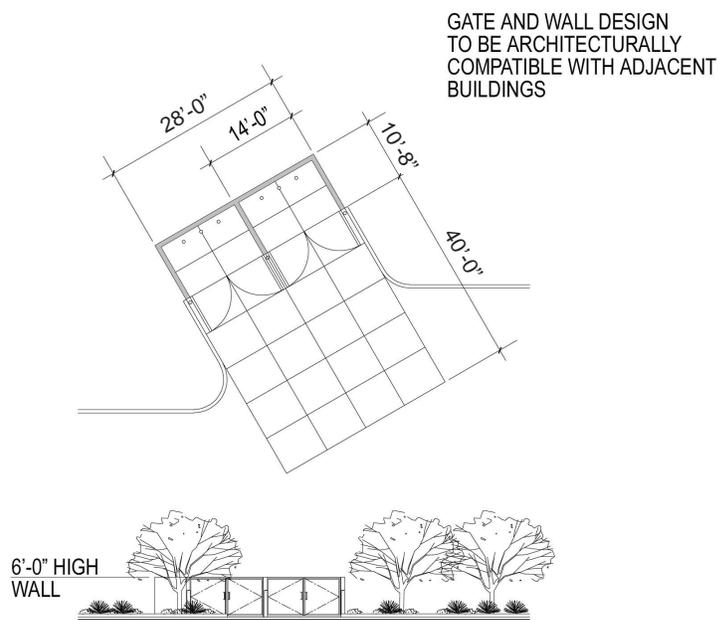
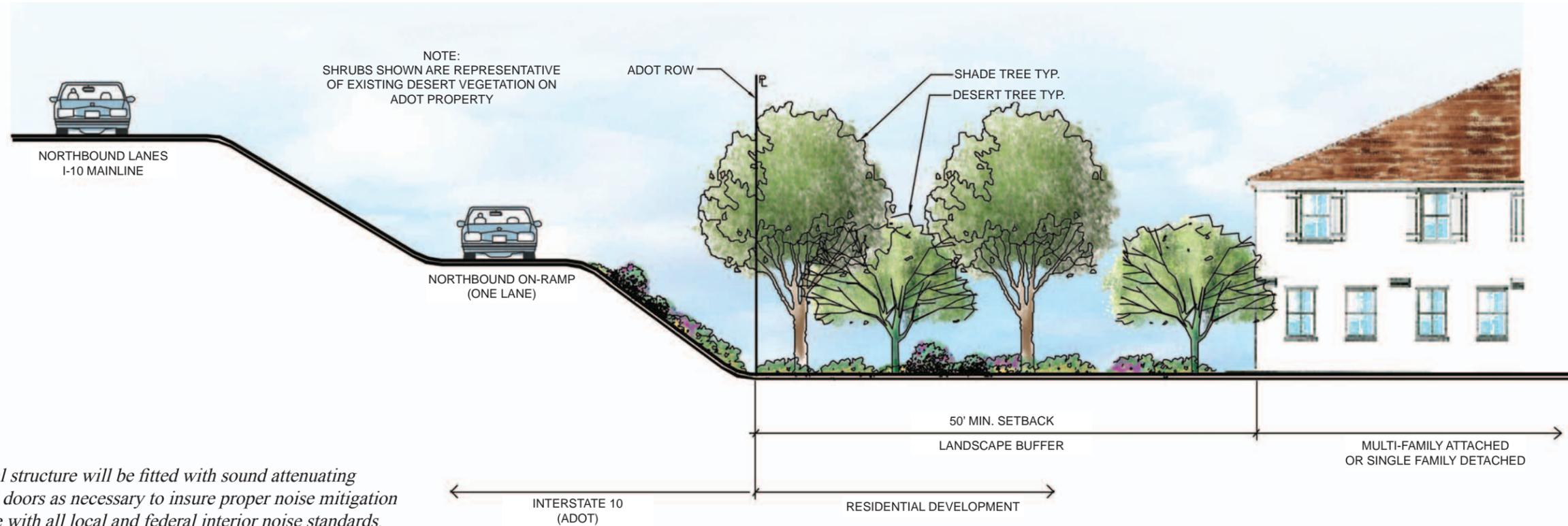


Figure 11:
*Landscape and
Screening at Double
Trash Enclosure*

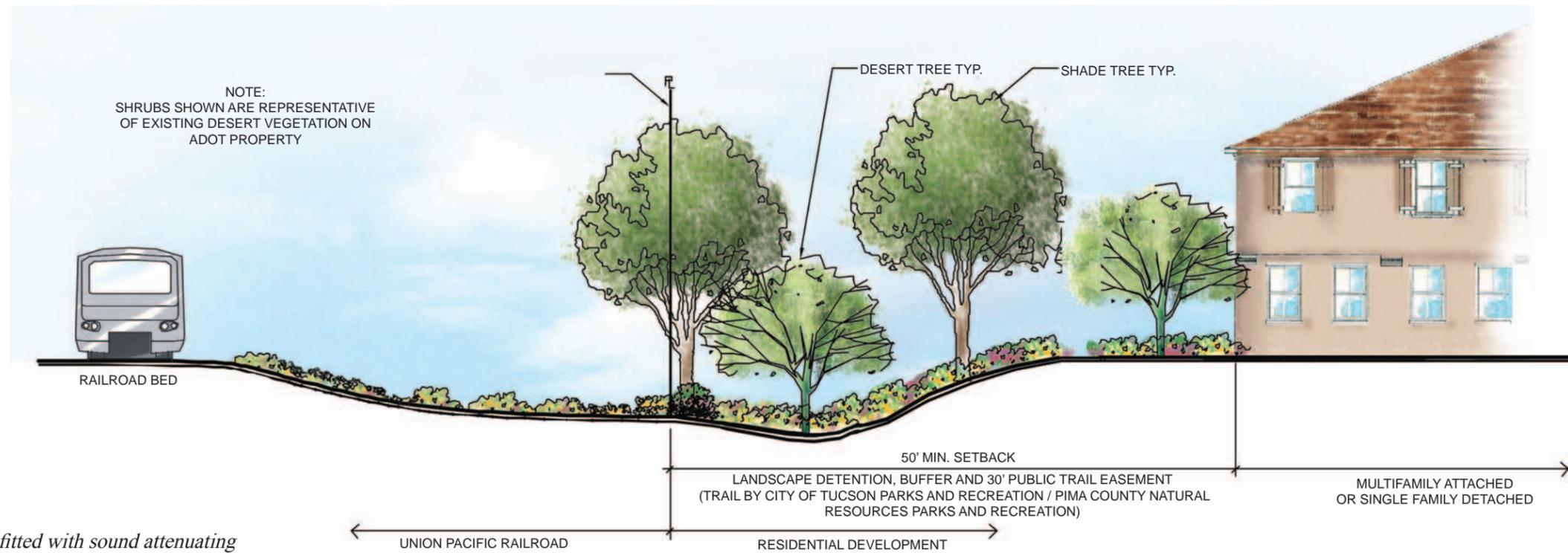


Figure 1:
Cross Section of
Green Courts



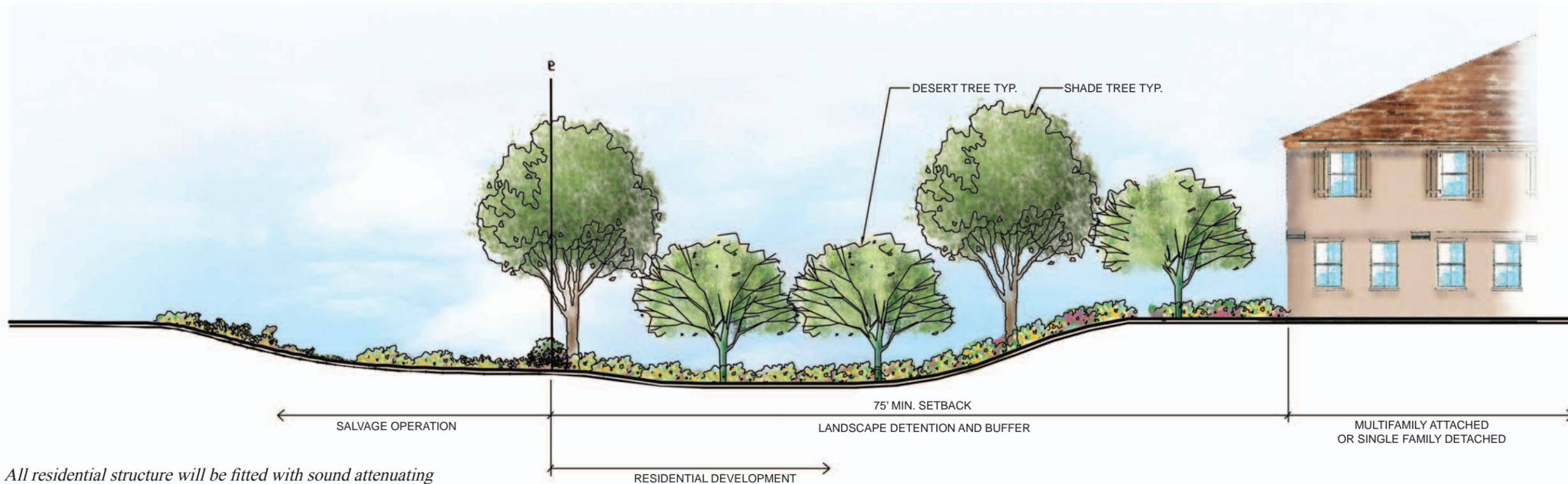
NOTE: All residential structure will be fitted with sound attenuating windows and doors as necessary to insure proper noise mitigation in accordance with all local and federal interior noise standards.

Figure 2: Buffer Adjacent to I-10



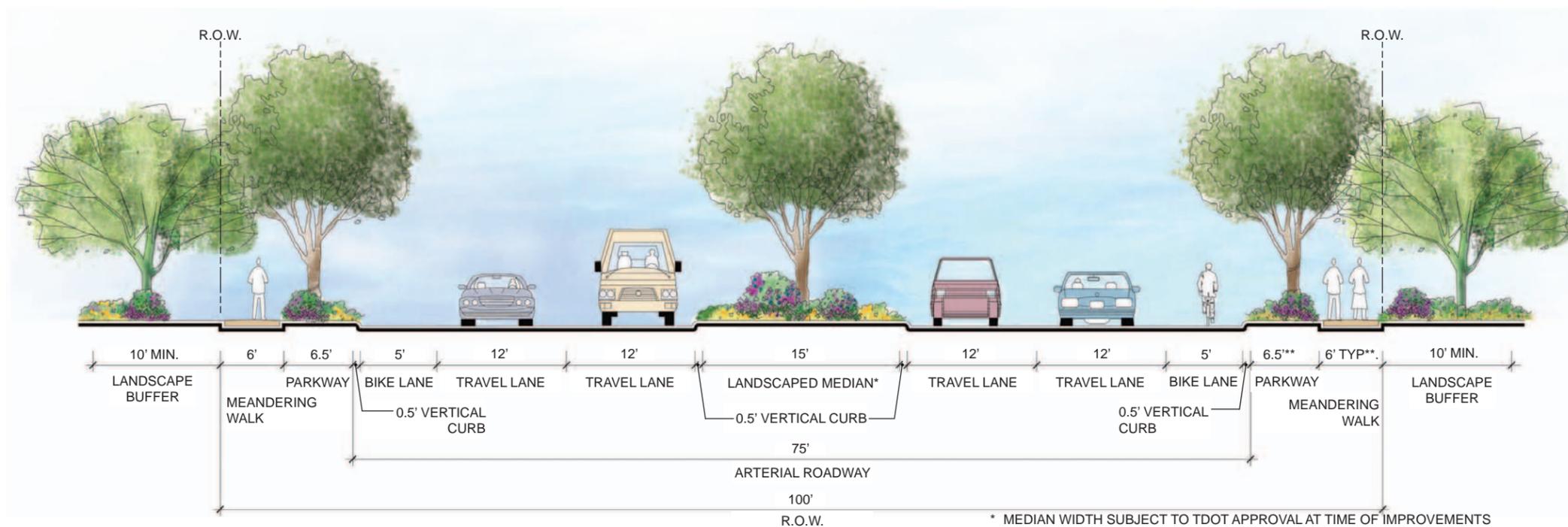
NOTE: All residential structure will be fitted with sound attenuating windows and doors as necessary to insure proper noise mitigation in accordance with all federal and local interior noise standards.

Figure 3: Buffer Adjacent to Railroad



NOTE: All residential structure will be fitted with sound attenuating windows and doors as necessary to insure proper noise mitigation in accordance with all local and federal interior noise standards.

Figure 4:
Buffer Adjacent
to Salvage Yard



* MEDIAN WIDTH SUBJECT TO TDOT APPROVAL AT TIME OF IMPROVEMENTS
 ** ON THE BRIDGES PAD DEVELOPMENT SIDE OF THE ROADWAY, A 10' MEANDERING ASPHALT PERIMETER PATH WITH A MIN. 6' LANDSCAPE BUFFER ALONG THE ROADWAY WILL BE CONSTRUCTED. ENCROACHMENT INTO STREET LANDSCAPE BORDER IS ALLOWED TO ACCOMMODATE MEANDERING PATH (refer to Section C.2.4.C.1.b.ii, Perimeter Path, p. 77).

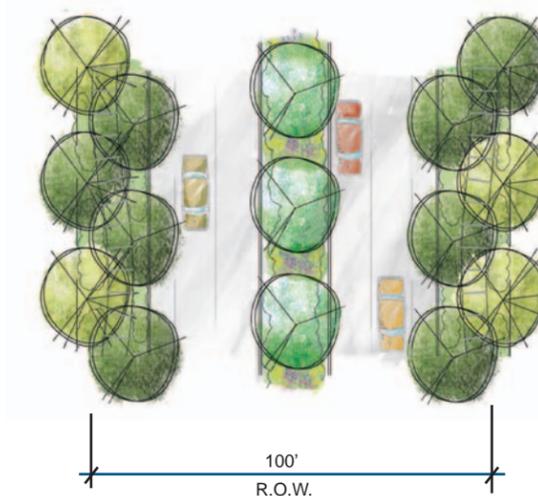
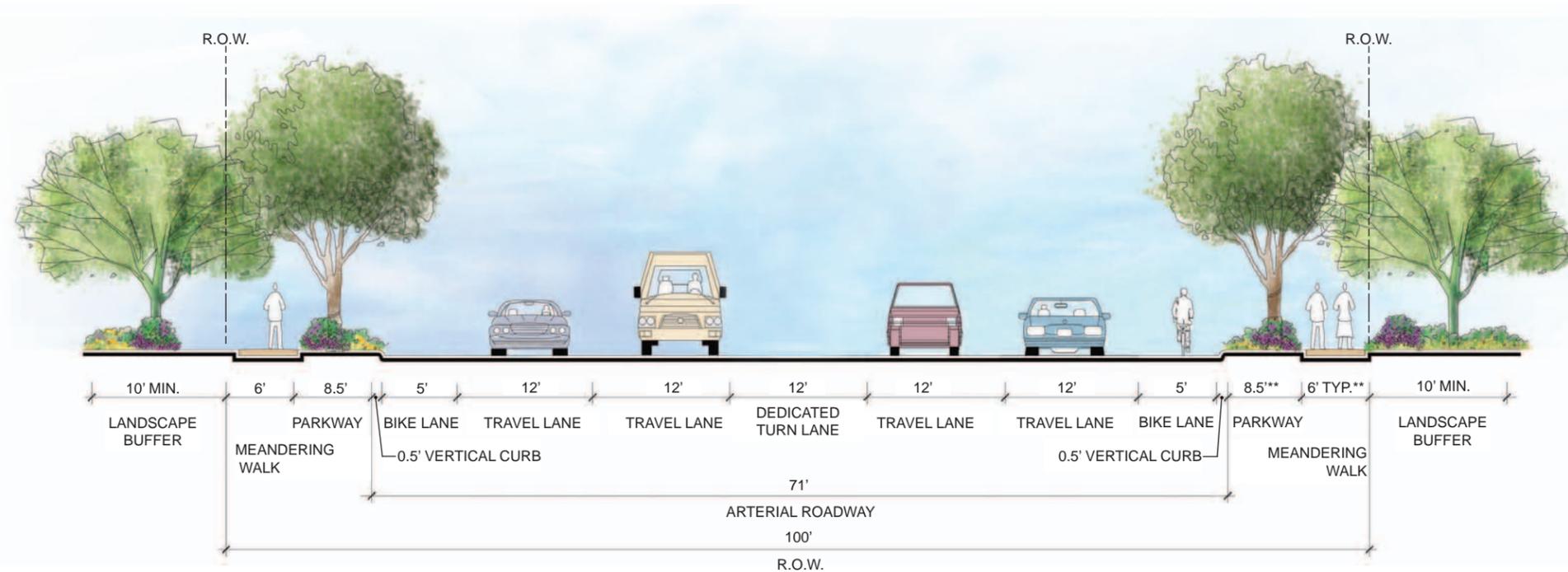


Figure 1: Park Avenue Widening



** ON THE BRIDGES PAD DEVELOPMENT SIDE OF THE ROADWAY, A 10' MEANDERING ASPHALT PERIMETER PATH WITH A MIN. 6' LANDSCAPE BUFFER ALONG THE ROADWAY WILL BE CONSTRUCTED. ENCROACHMENT INTO STREET LANDSCAPE BORDER IS ALLOWED TO ACCOMMODATE MEANDERING PATH (refer to Section C.2.4.C.1.b.ii, Perimeter Path, p. 77).

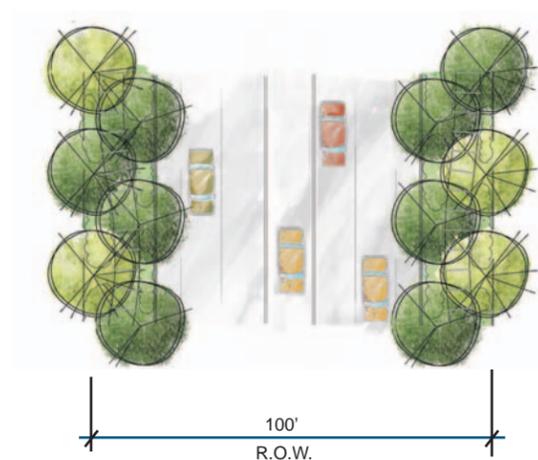


Figure 2: 36th Street Improvements

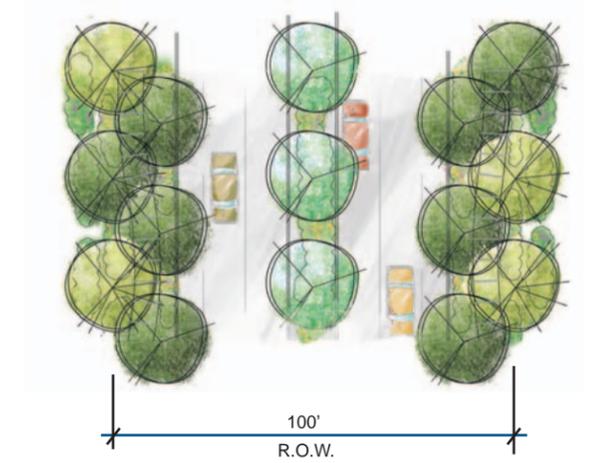
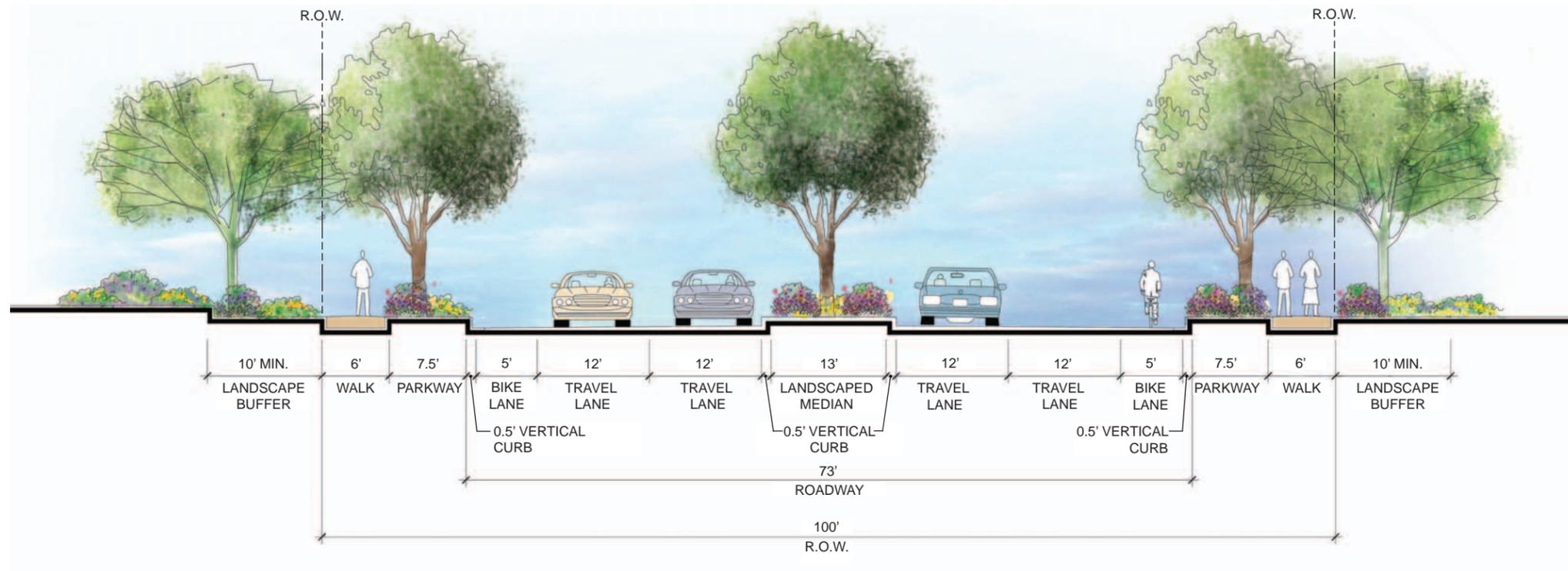


Figure 3:
Commercial Spine Road (Public)

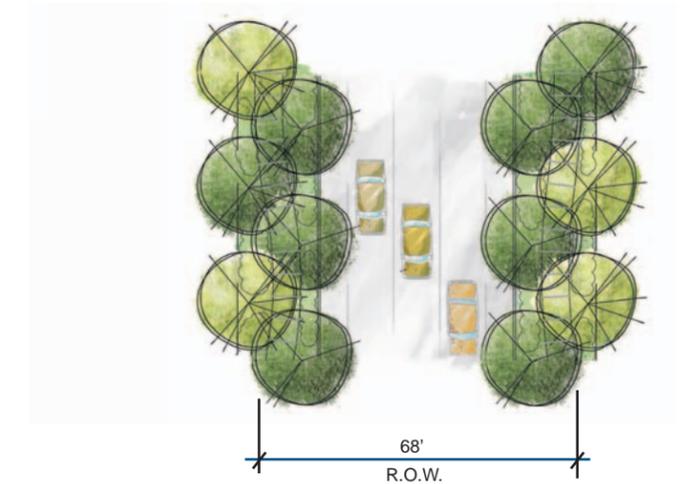
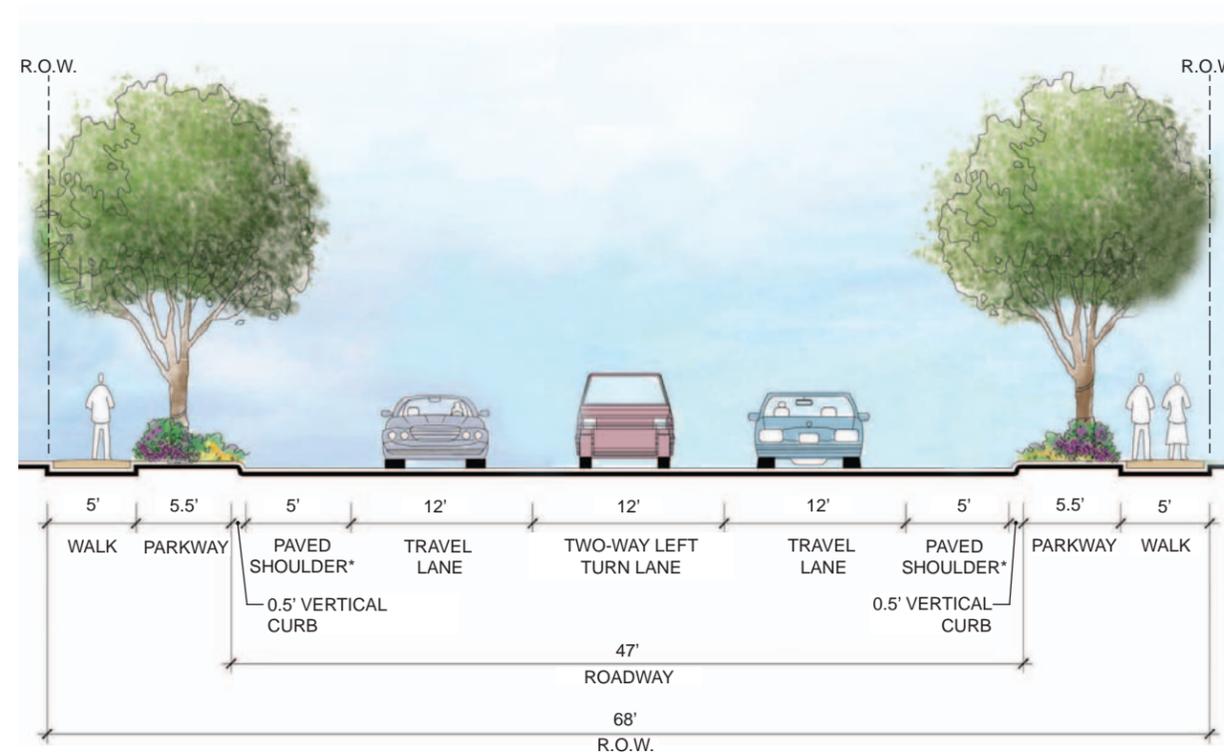
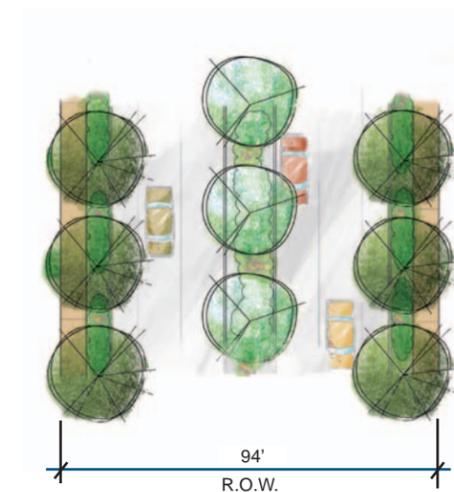
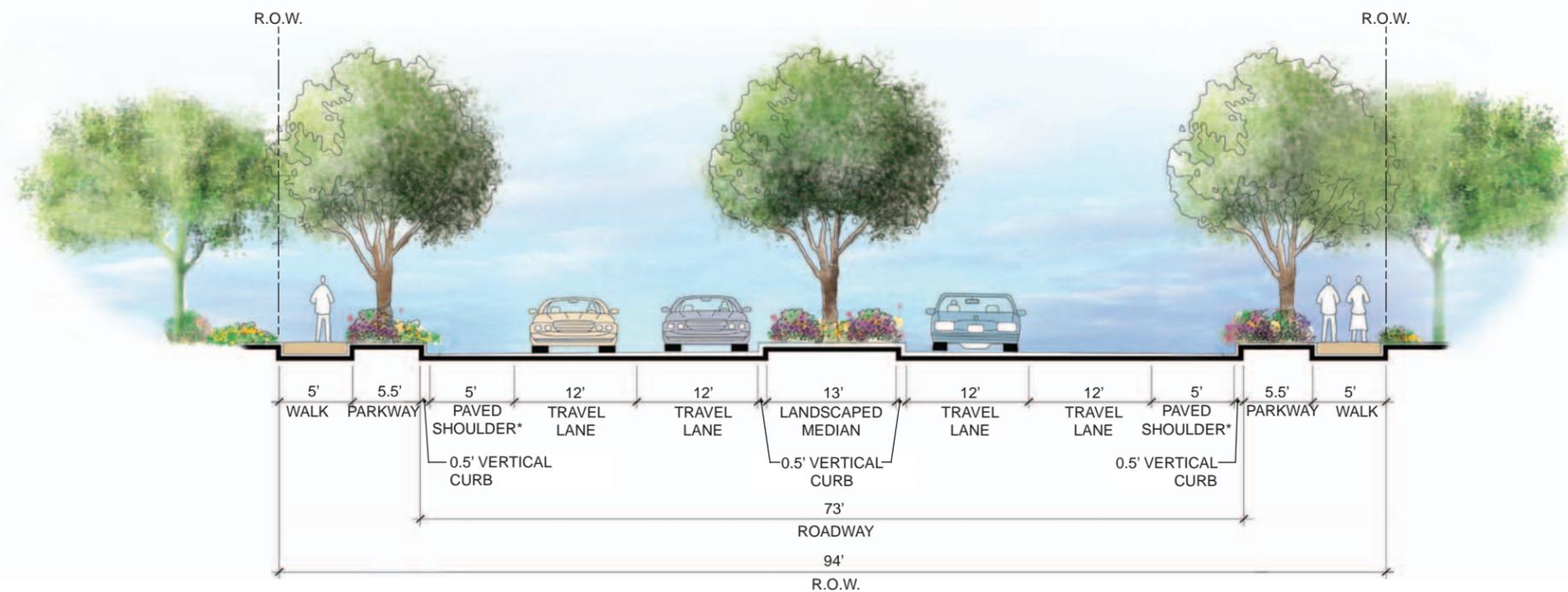


Figure 4:
Commercial Spine Road (Private)

* AN ALTERNATE BIKE ROUTE TO THE COMMERCIAL CENTER VIA THE EL PASO AND SOUTHWESTERN GREENWAY IS PROVIDED.



* AN ALTERNATE BIKE ROUTE TO THE COMMERCIAL CENTER VIA THE EL PASO AND SOUTHWESTERN GREENWAY IS PROVIDED.

Figure 5:
Main Commercial Entry @ Park Avenue (Private)

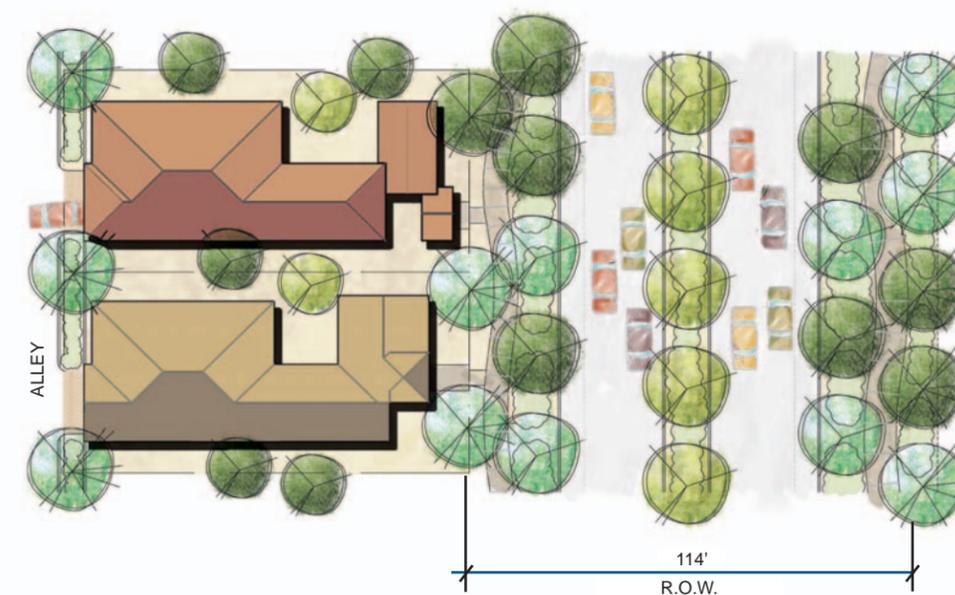
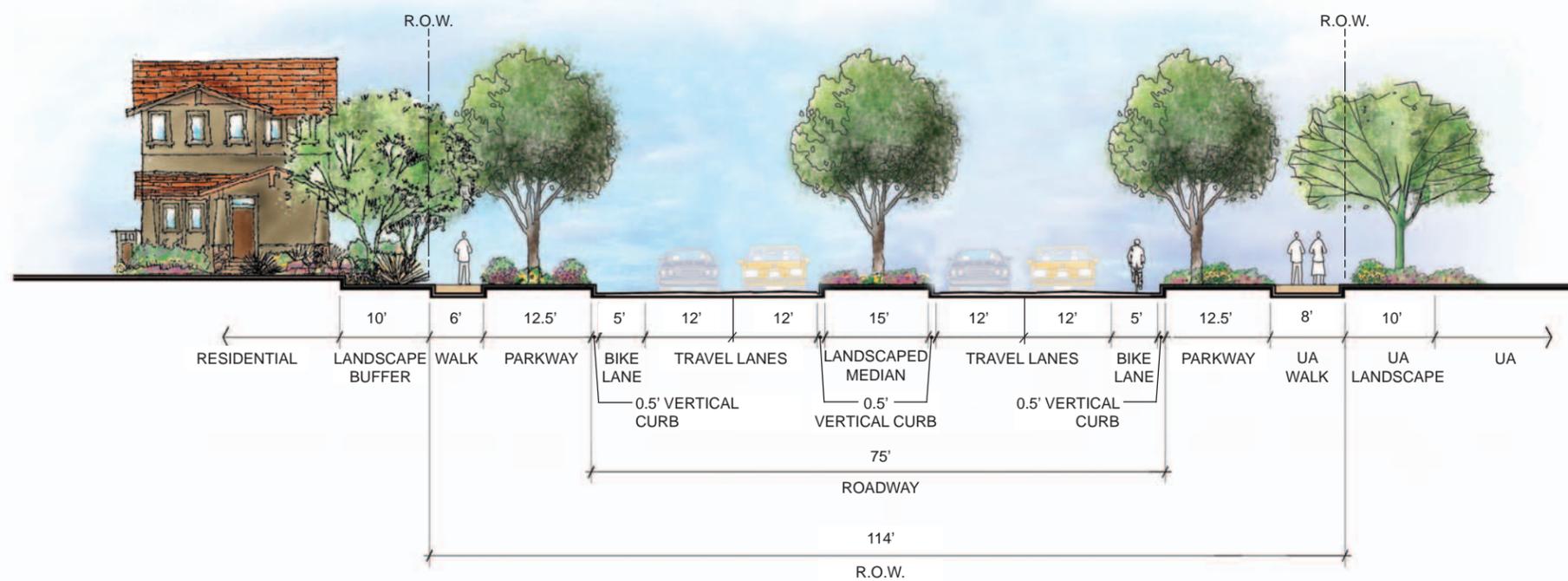


Figure 6:
Secondary Spine Road

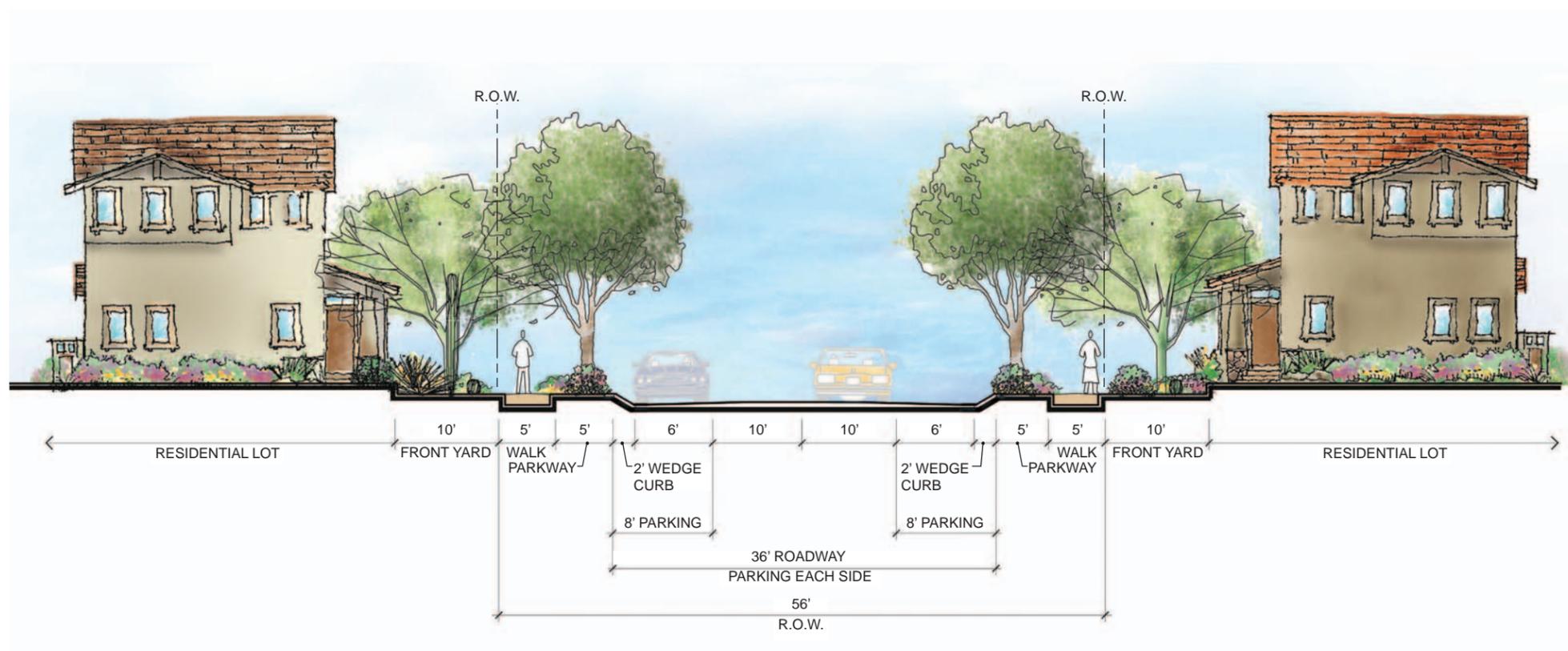


Figure 7:
Neighborhood Residential Street
56' R.O.W.

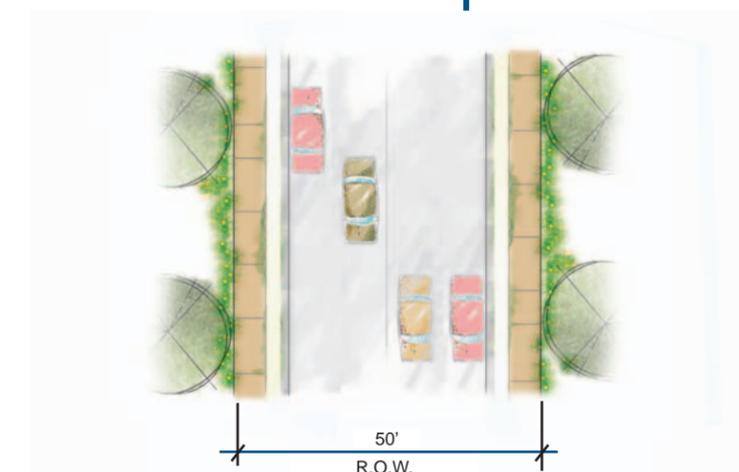
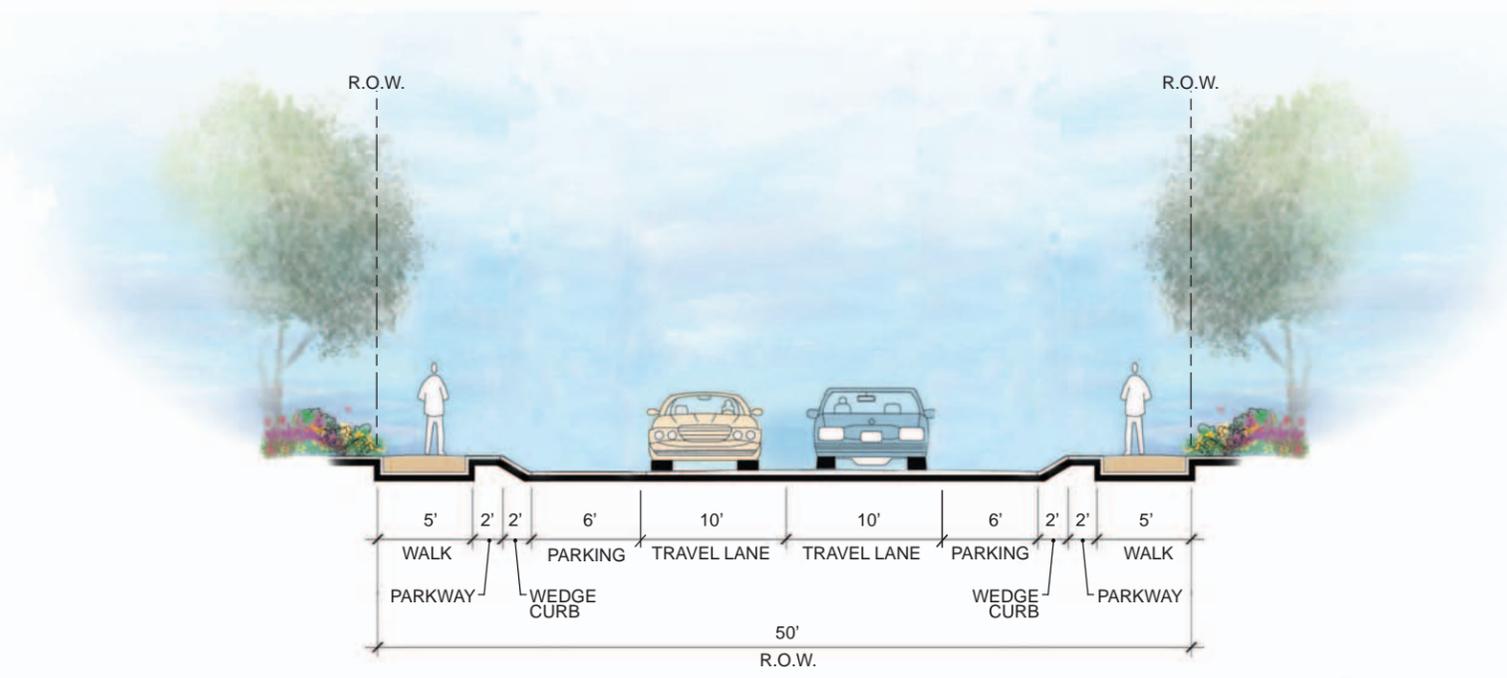
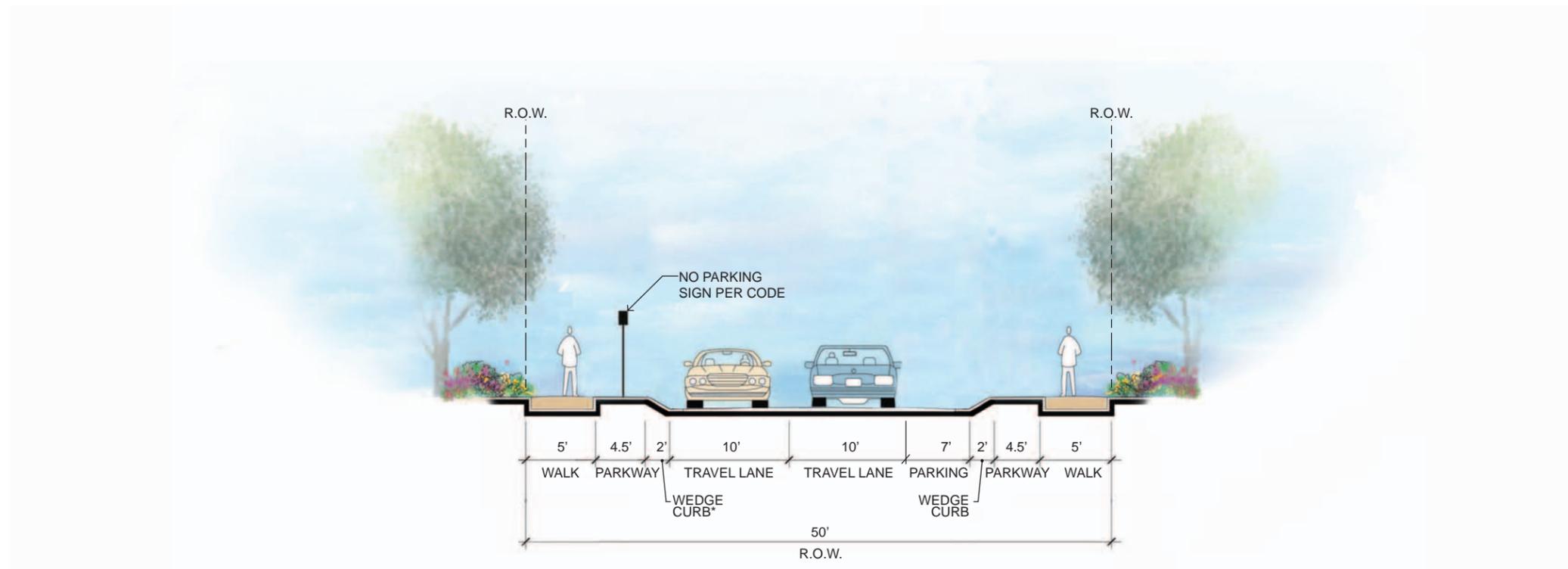


Figure 8:
Neighborhood Residential Street
50' R.O.W.
(Two Parking Lanes)



NOTE: OPTION OF WEDGE CURB/VERTICAL CURB

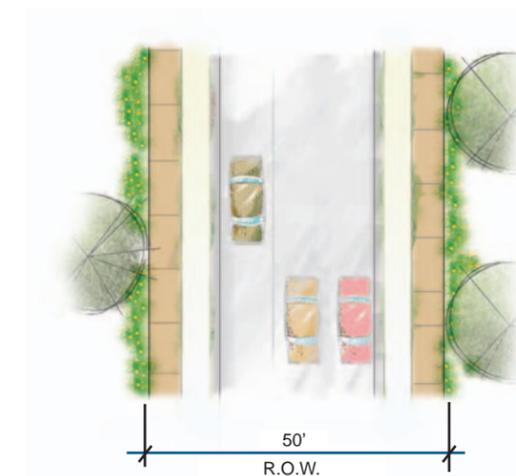
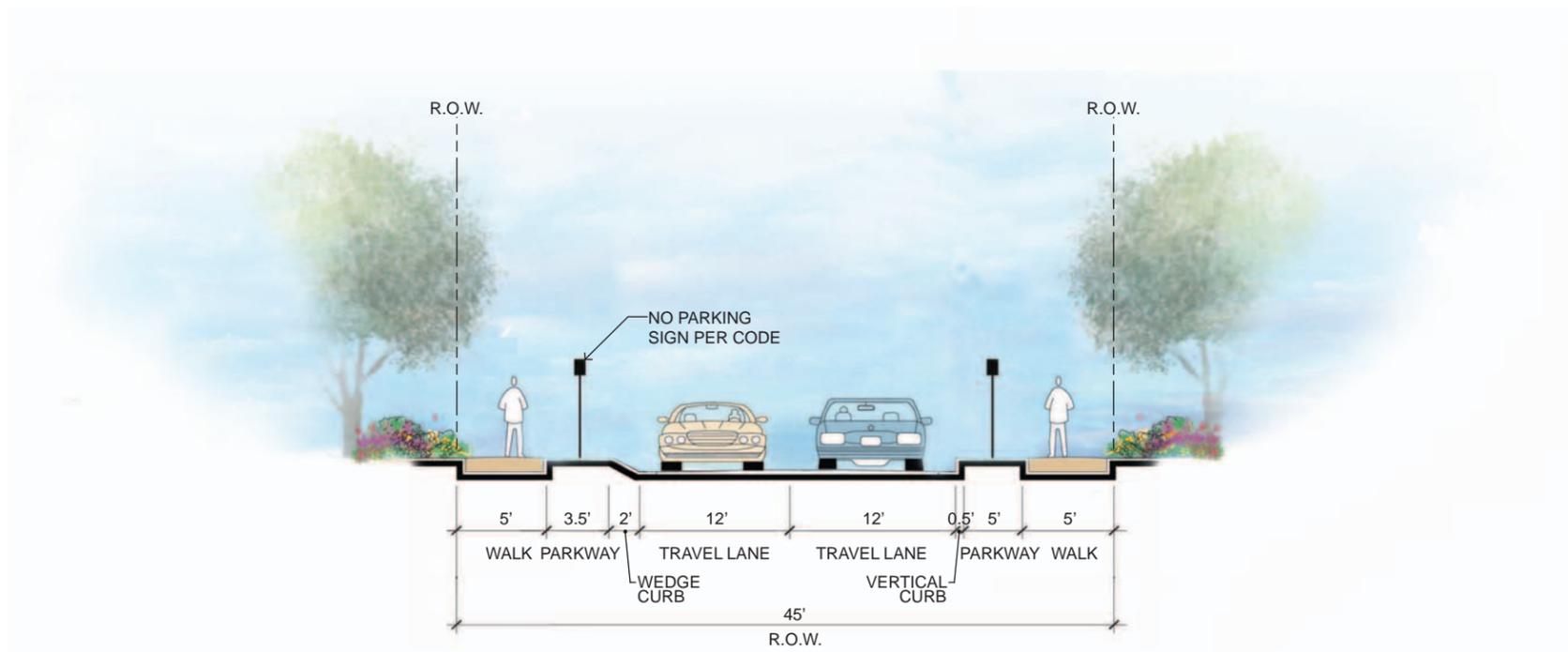


Figure 9:
Neighborhood Residential Street
50' R.O.W.
(Single Parking Lane)



NOTE: OPTION OF WEDGE CURB/VERTICAL CURB

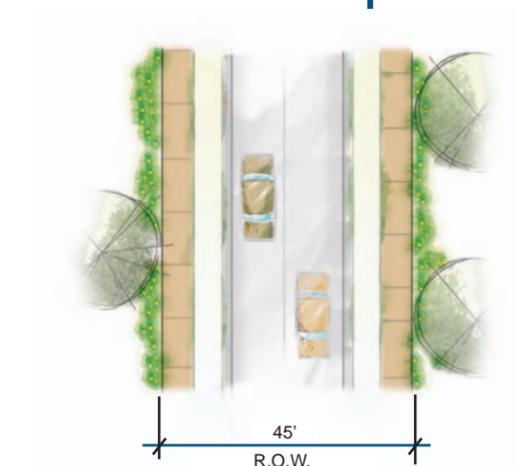


Figure 10:
Neighborhood Residential Street
45' R.O.W.

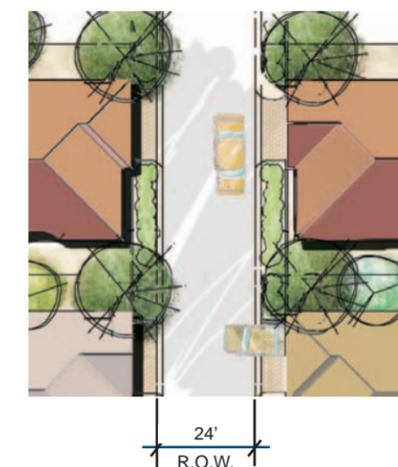
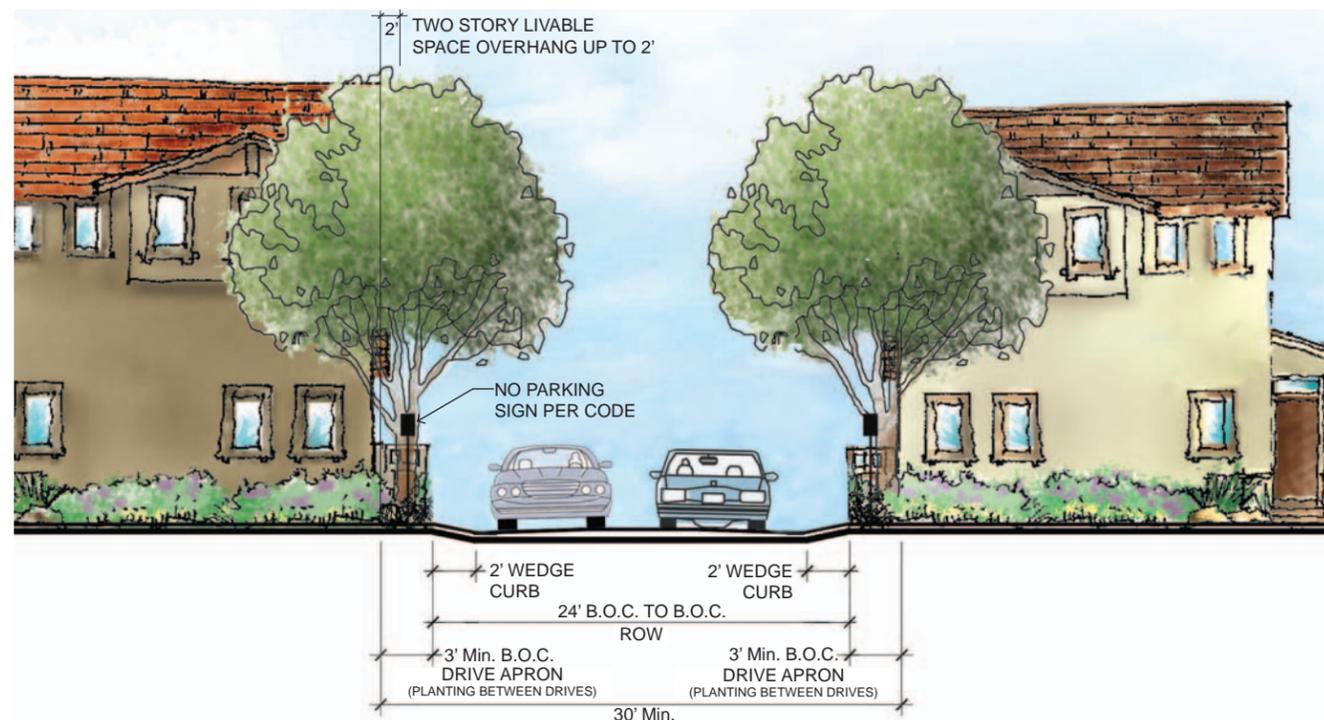


Figure 11: PAAL Alley

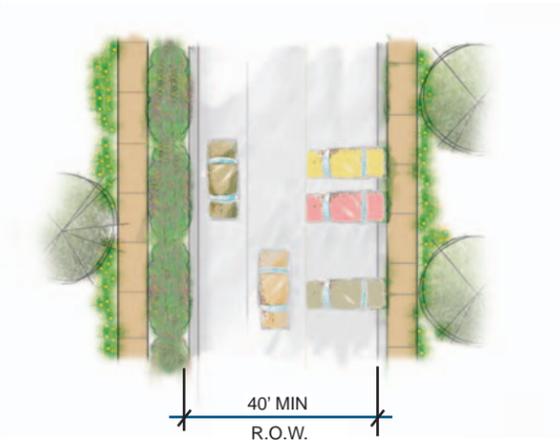
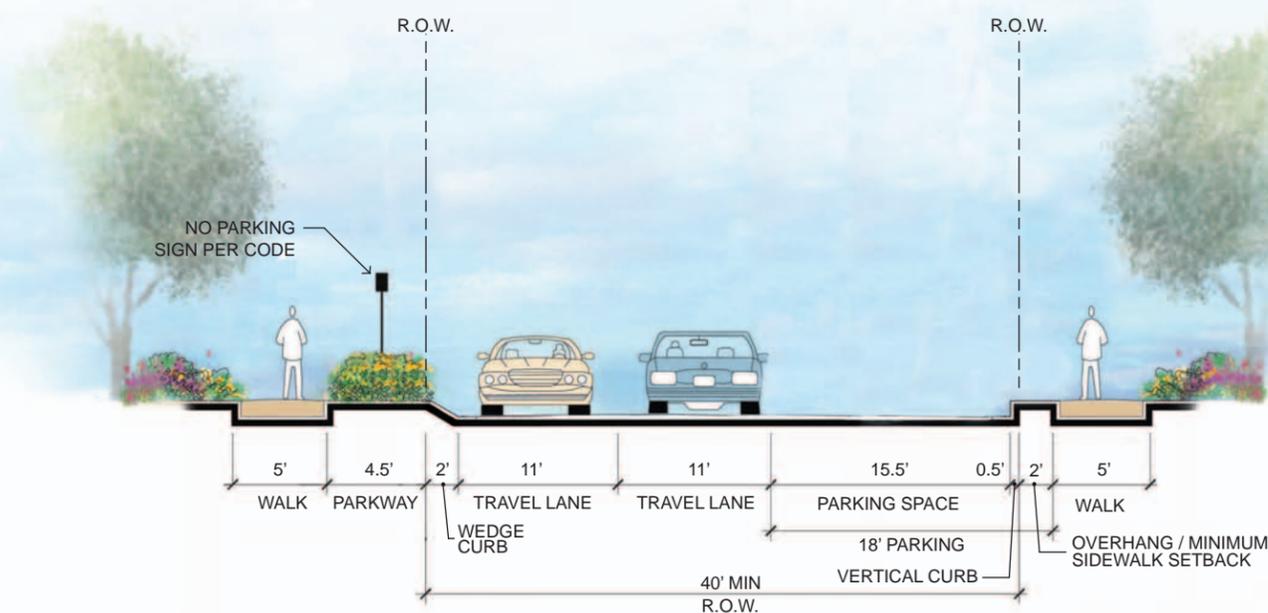


Figure 12: Guest Parking for Cluster Housing (Private)

Appendix E: Supporting Information

Printed material in this section:

- Power Center Development Comments
- Urban Land Article: "The Forgotten Frontier of Retailing", January 2006
- Letter of Understanding from Regional Flood Control District

CD Contents:

Master Transportation Study, April 2006 *

Noise Impact Study, September 2006 *

South Park - Hope VI Economic Development Study, June 2003

Proposed Trail Alignment Near Areas of Significant Vegetative Habitat,
October, 2006 *

**These studies reference the Sinclair PAD. The Bridges PAD was formerly referred to as the Sinclair PAD.*

Power Center Development

According to the Highest and Best Use Analysis of the Commercial Redevelopment Opportunities in the South Park Neighborhood completed by Canyon Research Southwest in October of 2001, this property is best suited for a power center development. The South Park HOPE VI Economic Development Study (included on CD in Appendix E), completed in 2001, similarly states that, "based on market evaluation criteria the ... site possesses the necessary characteristics to support a true "power center" development incorporating commercial, retail, light industrial and residential uses." A "power center" is a shopping center that contains two or more "big box" retailers mixed with other smaller retail stores that share a common parking lot. According to The Urban Land Institute's 2006 Emerging Trends in Real Estate, "New power centers may combine big-box, lifestyle, and Main Street elements, including restaurants, supermarkets, and even department stores. Malls and neighborhood centers will also add lifestyle components to blunt competitors."

In the January 2006 issue of Urban Land, an article, entitled The Forgotten Frontier of Retailing, explains that "the lack of retail services is still a shameful reality in most lower-income neighborhoods around the country." A copy of this article is in Appendix E. To bring retail services to this inner-city neighborhood, forward-thinking is necessary and barriers must be lifted to open the door to all available merchandisers that are willing to bring to this area the needed general merchandise, groceries, pharmaceuticals, book stores and other retail goods. Leaving the grocery restriction in place may result in virtually no retail at all coming to this Site and little hope of getting any in the near future, meaning this area of Tucson simply may not have the goods and services, groceries, entertainment offerings, and outlet stores available in other community areas.

Power Centers are the driving force for large-scale commercial development. In fact, according to an article that appeared in the Research Review earlier this year, "Power centers accounted for almost 30% of total new center square footage in 2005... Power centers appear to be back, growing strong and being driven by the location needs of expanding big-box retail." The commercial development industry, and retailers specifically, are seeking opportunities in power centers and supercenters, those defined as large food-drug combination store and mass merchandise under one roof, are growing at a faster rate than other grocery stores and outlets. The success of this project is significantly related to the ability to attract a supercenter, following the trend in the commercial development sector.

On December 20, 2004, the Mayor and Council unanimously adopted the Proactive Retail/Redevelopment Policy, stemming from the fact that, "Sales tax is responsible for approximately 45% of the City of Tucson's General Fund revenue, the single largest revenue source for the City." Now officially policy, the City, through the work of individual staff members, is tasked to increase

the retail sales base and "...redevelop vacant or underutilized retail centers." The policy also lists strategies, through the use of incentives, to attract new retail opportunities. This project is expected to raise \$47 million in sales tax revenue to the City over the next ten years, based on a conservative analysis and projection.

In order to maximize the job opportunities to the residents, provide the Greater South Park area with a full line of shopping and grocery opportunities, and to assist the City in its goals to increase the retail sales base and "...redevelop vacant or underutilized retail centers," the Project must have the ability to attract businesses without restrictions, other than those self-imposed by the developer.

MICHAEL BEYARD

The Forgotten Frontier of Retailing

America's inner-city, minority neighborhoods are still the forgotten frontier of retailing.

DESPITE YEARS OF PUBLICITY, effort, and recent development successes, the lack of retail services is still a shameful reality in most lower-income neighborhoods around the country. Mile after mile of desolate commercial streets and retail strips is still typical, and millions of residents are forced to travel outside their communities just to shop for basic items. While it is true that the situation is slowly changing in some communities as

forward-thinking retailers and public and private developers bring services to inner-city markets, any drive through vast swaths of American cities shows that much more needs to be done. No other developed country would tolerate the situation that exists in today's American inner-city

neighborhoods, and it has been tolerated here for too long.

A newly released study, *Chain Reaction: Income, Race, and Access to Chicago Retailers*, conducted for the Metro Chicago Information Center, documents the situation through a survey of 75 neighborhoods across the city. It shows that minority neighborhoods have fewer grocery stores, pharmacies, eye care providers, health clubs, bookstores, and other retailers on a per-capita

basis than do white communities, but, not surprisingly, they are inundated with fast-food restaurants and liquor stores.

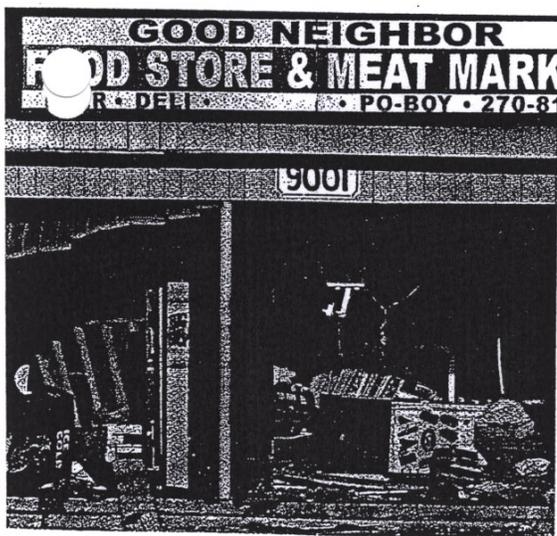
The report concludes that poor residents of Chicago's south side live in a commercial desert—a situation that appears to perpetuate itself in the absence of anchor retailers that draw other retailers. According to the study, the real culprit is low incomes, but because income, segregation, and race are highly correlated in American cities, the effects are disproportionate in predominantly African American communities. One of the most important recommendations of the study is that more mixed-income communities should be created in order to draw more retailers to these neighborhoods—an admirable goal. But the most successful program designed to do just that—HOPE VI—is in danger of being scrapped by Congress.

The situation in the inner city of New Orleans was particularly illustrative of the problems of underserved neighborhoods, even before Katrina struck. While the tourist's image of New Orleans was one of commercial vibrancy and fun, especially in the French Quarter and a few other neighborhoods, the nearby lower Ninth Ward had no grocery store, no bank, and few other stores and services. Other poor neighborhoods in the city faced similar retail deficiencies, but, of course, what they all had in common was that they had much deeper problems; lack of retail services was just a symptom of community dysfunction and not the disease itself.

The poor were largely warehoused in isolated and dilapidated

public housing with little hope of bettering their lives. Unemployment for the Ninth Ward was above 30 percent, public education was deficient, the quality of health care was poor, the crime rate was high and racism was still a part of everyday life. While this situation was extreme, similar situations exist today in cities around the country, and retail simply cannot flourish in this type of environment. It is not too much to hope that the rebirth of lost neighborhoods in New Orleans will provide a golden opportunity to bring back more sustainable, mixed-income neighborhoods that can support retail services and serve as a model for the rest of the country of sustainable, retail-served communities. But to accomplish this, more will be required than simply building real estate and finding tenants willing to lease space. It will require building healthy neighborhoods in all their facets so that retailing can flourish.

With the development industry's focus on glitzy, innovative projects ranging from the latest lifestyle centers to new suburban town centers, it is easy to lose track of the reality that many communities have virtually no retail at all and little hope of getting any—none of the chain stores, none of the restaurants, none of the specialty outlets, none of the entertainment offerings, and none of the services other communities take for granted in their day-to-day lives. And it is important to remember that no neighborhood can be truly livable without retail services, and no metropolitan area can be truly sustainable with rot at its core. **U**



CAGE MARTIN



MICHAEL BEYARD is a senior resident fellow and ULI/Martin Bucksbaum Chair for Retail and Entertainment.



MEMORANDUM

Flood Control Engineering

Regional Flood Control District



DATE: November 22, 2006

TO: Development Services Department
City of Tucson
201 N Stone Ave
Tucson, AZ 85701

FROM: Leo R Smith, P.E. *LRS*
Division Manager
Capital Project Delivery

SUBJECT: THE BRIDGES PLANNED AREA DEVELOPMENT (formerly "Sinclair")

This Memo is to reaffirm our most recent review comments on the above-reference Planned Area Development (PAD) project, namely The Bridges, wherein we indicated our concurrence with the drainage solution presented therein and the representations made as to the participation in same by the Pima County Regional Flood Control District (RFCD).

We have been working closely with the developer and their representatives, for nearly a year, to promulgate and finalize the specific terms of our partnership so as to fully effectuate the aforementioned drainage solution. We are presently preparing a formal Development Agreement (DA) between The Regional Flood Control District, Pima County and the developer, which will ultimately go before the Pima County Board of Supervisors (BOS) for its formal approval.

The District is currently in Procurement selecting the Construction Manager at Risk for the construction of the drainage solution for the project. We anticipate being under contract in January of 2007. Based upon our work to date, we are confident that the DA will be successfully completed and approved by the BOS consistent with the anticipated development timeframes of The Bridges project.

Should you have any additional questions or need additional information please don't hesitate to contact me at 243-1865. Email Leo.Smith@rfcd.pima.gov.

Leo Smith, P.E.

Appendix F: Design Integration

While this PAD is comprised of three distinct development components (major commercial, residential, research park and hospitality), it is the intent of the Project that these components integrate effectively, both functionally and aesthetically, such that the overall Project has a distinct sense of place and a shared identity. Variability in architecture will be encouraged amongst the three uses, but the common elements which they all share will be designed and detailed in a cohesive and consistent manner so as to “tie” these land uses together into a unified project.

Appendix F contains a variety of thematic materials to illustrate the key following common elements that will help integrate the separate uses:

- A. General Landscape Program
- B. Landscape Theme
 - 1. Streetscapes
 - 2. Parks and Open Space
 - 3. Pedestrian Pathways & Crossings
- C. Monument and Signage
 - 1. Neighborhood Wayfinding
 - 2. Community Monument and Signage
- D. Site Furnishings
 - 1. Site Furniture
 - a. Streets
 - b. Parks and Open Space
 - c. Public Art
 - 2. Lighting
 - a. Street Lighting
 - b. Parks and Open Space Lighting
 - 3. Site Amenities in Parks and Open Space
- E. Variability in Project Architecture
- F. Project Image

The illustrations contained in Appendix F are not intended to be final, nor completely binding, but to communicate the general level of quality and design detail which will be inherent in the Project. Furthermore, these materials will serve as a general guide to the Project's independent Design Review Committee (see Section C.9) in evaluating the overall quality and cohesiveness of the formal design guidelines, which will ultimately be adopted.

General Landscape Program

The landscape program intent is to establish a landscape character encompassing the best regional characteristics of the Sonoran Desert and Southern Arizona. A combination of native and non-native plant materials of accents, trees, shrubs and ornamental grasses shall be applied to the landscape design to provide year-round interest throughout the community while maintaining an indigenous appearance. Plant materials will be used to create connectivity and continuity between spaces, across roadways, walks through parking lots, open spaces, common areas and transitions across property lines. No design will be completed without assessing adjacent landscape areas already designed and/or installed.

The landscape program shall recognize the xeriscape principles for the southwest desert environment. The goal is to create a landscape with low water and low maintenance requirements, once the plant materials have been established. The landscape program shall be designed to reduce potable water consumption and use non-potable water, such as reclaimed water and water harvesting techniques such as microbasins, swales, and French drains (in accordance with Ordinance Number 10210 - Water Harvesting Manual) for landscape irrigation. All irrigation equipment will be specified to meet non-potable irrigation standards, and the system will be charged with potable water until a non-potable water supply is available. A critical component to a successful landscape is providing irrigation to medians by the means of sleeves to connect laterals from the streetscape irrigation source. The Commercial Spine Road (Public) and the Secondary Spine Road have medians where the use of sleeving for irrigation will occur. For revegetated areas, a mix of desert shrubs and wildflowers will be used for disturbed areas to minimize erosion. These areas can be maintained to appear as a more naturalistic environment.

Landscaping Intent

These design concepts are intended as a framework to guide the landscape development for the PAD. Rather than serve as a set of rules, the primary purpose of these concepts is to promote visual harmony and design continuity throughout the development. These concepts are intended to provide minimum standards in creating neighborhood character as well as to address the implementation process.

Landscape Concept

Unified landscape themes contribute to a “sense of place” for The Bridges residents. The spine roads are distinguished by street plantings that lend identity and character, making a drive through the community an enjoyable and memorable experience. The open space and parks form a fitting destination/focal point where the combination of the landscape and recreational amenities create places for rest and recreation. Two (2) distinct landscape areas serve to define this community and form the basis for the landscape development. These landscape areas are the Street Landscape and the Park and Open Space Landscape (Figure 1, p. F-5). Planting areas within the rights-of-way will draw from the plants contained in the City’s Drought Tolerant Plant List, but will also expand this palette to include an additional drought tolerant shade tree: Fan-Tex Ash (*Fraxinus Velutina* ‘Rio Grande’).

- A. *Street Landscape.* The Site’s Street Landscape is composed of a distinctive landscape hierarchy which distinguishes between streetscapes that range from arterials to neighborhood streets.
 1. *Major/Minor Adjacent Arterial Streets.* Adjacent public arterial streets (Kino Parkway, S. Park Avenue, and 36th Street) that bound the Site are themed the “Desert Garden” and will reflect a landscape character that recognizes the desert environment. Planting is typically made up of native species and planted informally so as to emphasize the textures and colors of the indigenous Sonoran desert landscape. The landscape along Kino Parkway will follow the established design character. All landscape palettes and planting schemes used on these public arterials will be in accordance with TDOT Landscape Design Guidelines.
 2. *Commercial (Public) and Secondary Spine Road.* The spine roads are themed the “Parkway” and perpetuate the theme of the rich town heritage of Tucson’s older neighborhoods; these parkway streets are characterized by formal rows of shade trees. Shrub plantings that are lush and green further contribute to the inviting character of the Parkway, providing relief from the desert heat. As the Parkway leads through the property, tall trees provide the visual connection between the neighborhoods and the Central Park. All landscape palettes and planting schemes used on these public arterials will be in accordance with TDOT Landscape Design Guidelines.
 3. *Neighborhood Streets.* These streets embody the unique qualities that set each neighborhood apart from the others. The streetscapes are represented by plant combinations that unify each neighborhood. Neighborhood street tree planting will utilize large shade trees planted in formal arrangements along the streets and requires a minimum of one tree per lot in residential areas. Apart from the trees, plantings between the curb and sidewalk typically consists of a deep green base shrub or ground cover plant common to each neighborhood. Accent shrubs specific to each neighborhood define key areas as entry ways.



NOTE:

1. This plan is a graphical representation. The landscape theme and planting is conceptual.
2. Road alignment within the Sub-Areas are conceptual. Final road alignments will be per future subdivision plats and development plans.

Kino Parkway / 36th St. / S. Park

Formal Desert Planting (to blend with existing portions of Kino Parkway)

Major Trees:

- Cercidium floridum - Blue Palo Verde
- Cercidium praecox - Palo Brea
- Prosopis velutina - Velvet Mesquite

Commercial Spine Road (Public) / Secondary Spine Road

Formal Enhanced Planting

Major Trees:

- Celtis reticulata - Western Hackberry
- Eucalyptus papuana - Ghost Gum
- Quercus virginiana - Southern Live Oak

Commercial Spine Road (Private)

Formal Enhanced Planting

Major Trees:

- Cercidium floridum - Blue Palo Verde
- Eucalyptus Species
- Olneya tesota - Ironwood
- Quercus virginiana - Southern Live Oak

Residential Streets

Informal Enhanced Planting

Major Trees:

- Celtis reticulata - Western Hackberry
- Cercidium floridum - Blue Palo Verde
- Chilopsis linearis - Desert Willow
- Dalbergia sissoo - Rosewood
- Olneya tesota - Ironwood
- Pistacia chinensis - Chinese Pistache

Parks and Open Space

Informal Enhanced Planting (Outside of R.O.W.)

Major Trees:

- Acacia constricta - Whitethorn Acacia
- Acacia greggii - Catclaw Acacia
- Celtis reticulata - Western Hackberry
- Cercidium floridum - Blue Palo Verde
- Cercidium microphylla - Little Leaf Palo Verde
- Chilopsis linearis - Desert Willow
- Fraxinus velutina - Fantex Ash
- Olneya tesota - Ironwood
- Prosopis velutina - Velvet Mesquite

Figure 1:
Landscape Concept Plan

Landscape Theme

• Streetscapes

Arterials

Arterials bound the site and are themed the "Desert Garden". The theme visually links the landscape in its response to the desert environment. Planting is typically native in character and planted informally to emphasize the textures and colors of the indigenous Sonoran desert landscape.



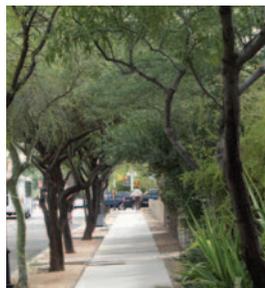
Spine Road /Collector

The spine roads are themed the "Parkway" and perpetuate the theme of the rich town heritage of Tucson's older neighborhoods; these parkway streets are characterized by formal rows of shade trees. Shrub plantings are lush and green, further contribute to the inviting character of the Parkway, providing relief from the desert heat.



Neighborhood Streets

These streets embody the unique qualities that set each neighborhood apart. Neighborhood street tree planting will utilize large shade trees planted in formal arrangements along the streets. Accent shrubs specific to each neighborhood define key areas as entry ways.

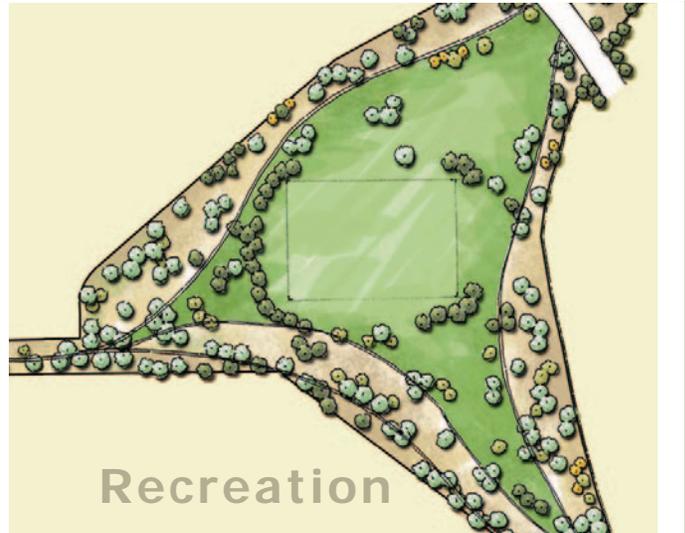


Landscape Theme

• Parks and Open Space

The park areas will include the Central Park, mini parks and the overall path and trailway system. Apart from functioning as open space for general recreation and well being, the park will take on the added role of “place making”.

The Central Park will include a multi-use path that connects the neighborhoods internally and which provides a regional trail linkage that connects to public pathway systems outside of the property. The park will include open play areas for soccer, playgrounds and areas for picnics and group gatherings. The mini parks will include a small turf area, tot lot, and benches for immediate neighborhood enjoyment.



Play



Landscape Theme

• Pedestrian Pathways & Crossings

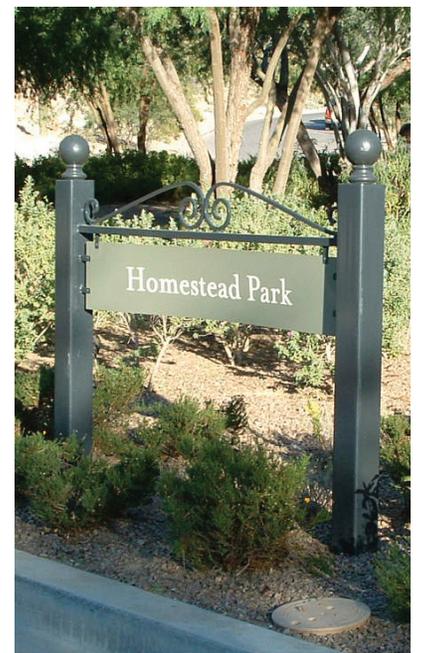
Meandering trails and sidewalks move in and around the community, safely connecting each neighborhood with the rest of the site. Children, adults, and seniors can easily move to and from each development and neighborhood on and around the site. This connective trail network is the prized jewel of the community.



Monument and Signage

• Neighborhood Wayfinding

These signs are oriented toward pedestrian and traffic throughout the neighborhoods. They will be of similar materials and formats as the community monuments and signage.



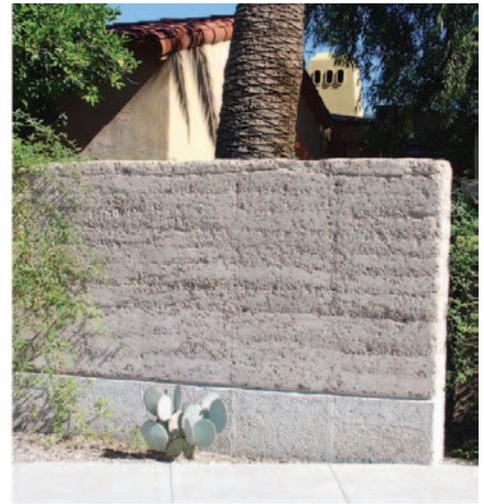
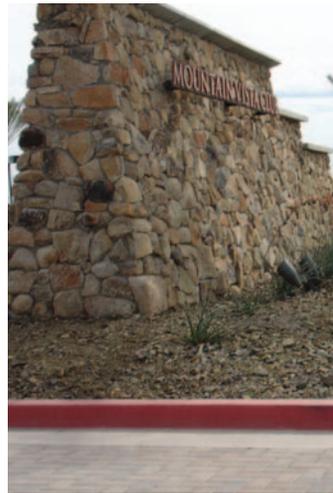
Monument and Signage

• Community Monument and Signage

Each component of the Project site will announce its entry with a monument and signage. This site brings three (3) uses to life and that in turn is echoed in the monuments and signage. Additional low-profile monuments will help identify amenities in the community.



Materials



Bold Color



Site Furnishings

• Street Furnishings

Streets

The Project's street furniture will be used throughout the site to visually connect all the streets within the development.



Parks and Open Space

Pathways in the park will have seating nodes that create a shaded escape. The seating will vary from stone ledges to wooden benches.



Public Art

Public art will take advantage of Tucson's rich culture and local artists. These special pieces will bring vibrant color and a unique collection to the site.



Site Furnishings

• Lighting

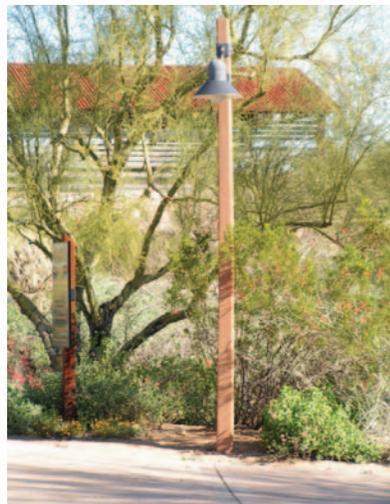
Street Lighting

Street lighting within the Project site will be designed to be safe, environmentally sensitive and aesthetically pleasing. Appropriate lighting is a key ingredient to an urban, livable community. While serving functional, aesthetic or safety purposes, a well-orchestrated lighting program will further the “town-building principles” in the community by providing an inviting evening atmosphere which includes safe streets, lighted walkways, architectural and landscape accents, as well as other appropriate uses.



Parks and Open Space Lighting

Paths and trails will be lighted to encourage pedestrian movement around the development. Both pole-mounted and bollard-type lighting will be used for this purpose.



Site Furnishings

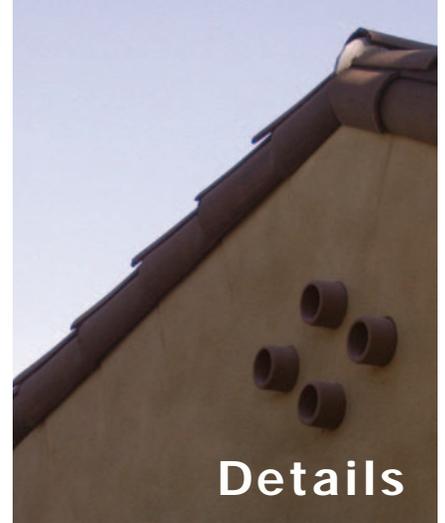
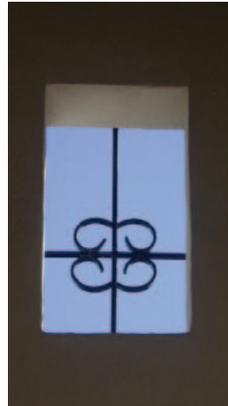
• Site Amenities in Parks and Open Space

Parks will be sited to serve as a visual element within the neighborhood and connecting to internal path systems. Shade, picnic facilities, shaded seating areas and playgrounds may be provided in conjunction with informal turf areas for unstructured play. In some locations, lighting will provide connectivity between the residential neighborhoods, the parks, and the path and trail system. Neighborhood parks play an important role in creating individual neighborhood identity and "place making".



Variability in Project Architecture

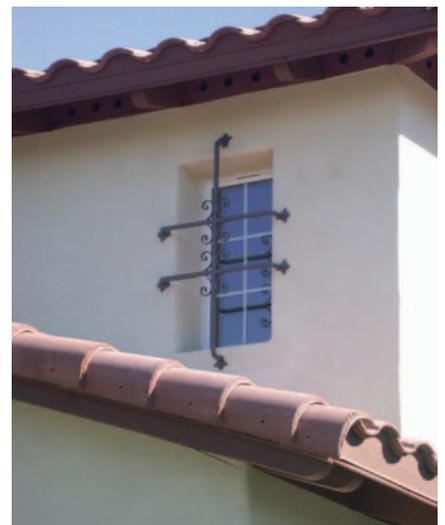
Tucson has a rich legacy of architecture that is a unique blend of traditional and Spanish styles with indigenous materials. The architectural styles were often imported from the Midwest and East Coast in the form of pattern books from which the builders chose the style and massing. Steeped in the setting of Arizona desert, styles were then modified to meet specific climatic influences. Colors were light earth tones and material included a blend of plaster, stucco and siding.



Details



Variety



Project Image

The Project contains many vibrant gathering spaces. It will be conducive for public gathering and will connect to the surrounding communities. The continuous shaded walks and streets will reach out to the City. The commercial will be developed to serve the region as well as the local neighborhoods. The neighborhood commercial is planned to provide the Bridges residents and nearby neighborhoods with day-to-day services. The retail center will be designed to be accessible to the community to encourage residents to walk and bicycle to access the facilities.

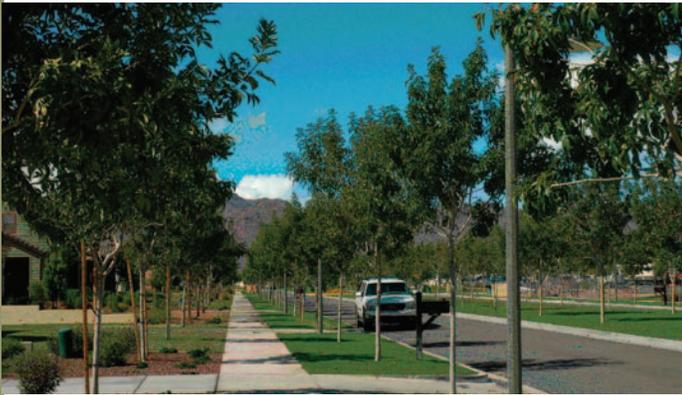


Exhibit "A"

C9-06-32 The Bridges PAD --- Kino Parkway

The subject PAD property is comprised of the following eight (8) existing tax parcels:

Property Owner	Area per Pima County Assessor's Rolls	Tax Parcel Number	Assigned Property Address
Eastbourne Tucson, LLC	108.72 AC	132 13 034A	3345 S. Park Avenue
Eastbourne Tucson, LLC	20.4 AC	132 13 030A	None
5151 East, LLC	5.93 AC	132 13 030B	1850 E. 36 th Street
5151 East, LLC	158.46 AC	132 13 034B	1500 E. 36 th Street
5151 East, LLC	1.82 AC	132 13 0310	1025 E. 36 th Street
5151 East, LLC	0.43 AC	132 13 0320	1002 E. 36 th Street
5151 East, LLC	32.22 AC	132 13 0330	3202 S. Park Avenue
5151 East, LLC	7.59 AC	119 01 102A	None

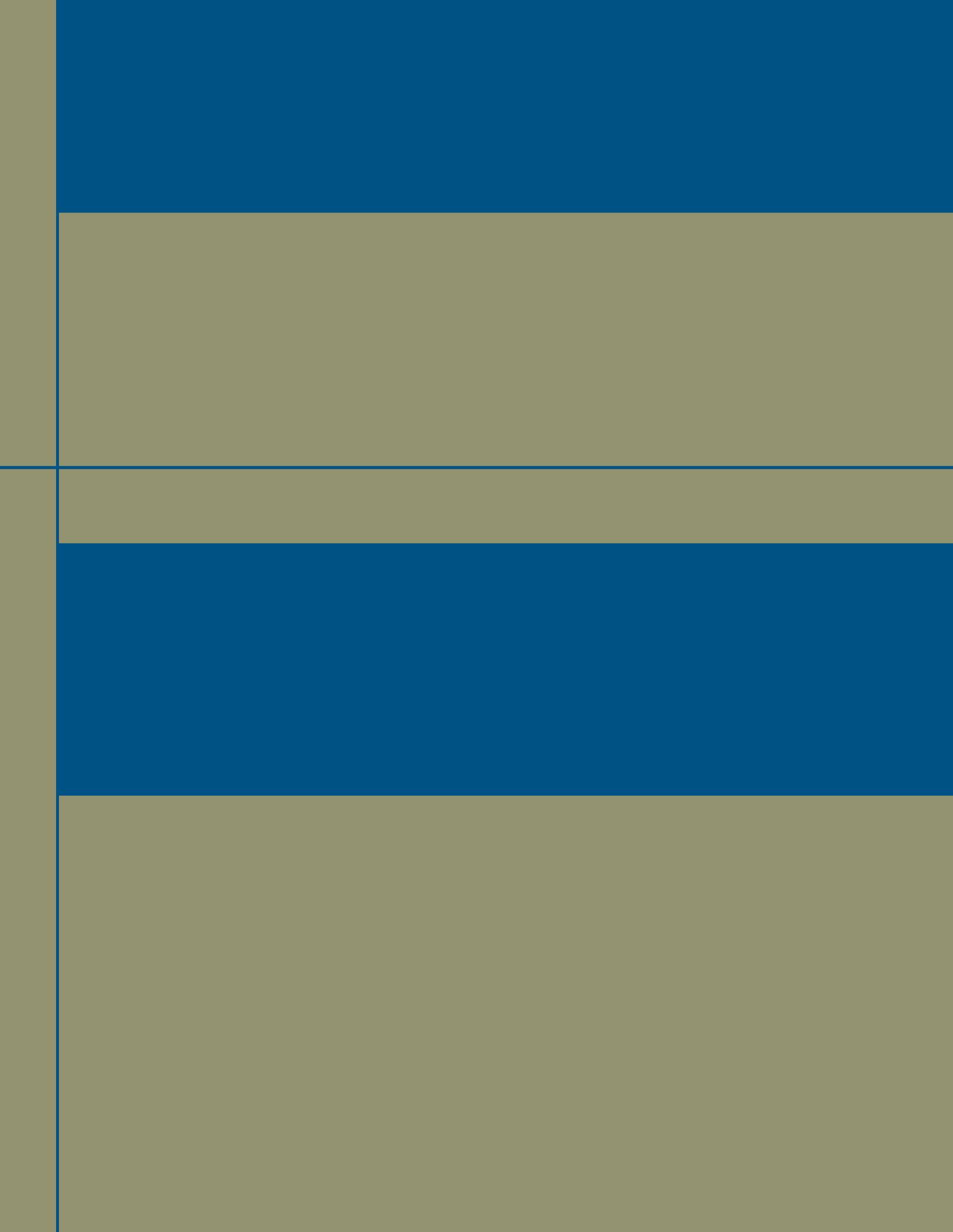
Owners

5151 East, LLC
 c/o KB Home Tucson, Inc.
 Managing Partner of the LLC
 Attn: Mr. John Bremond, President
 Attn: Mr. Art Flagg, VP of Land
 KB Home Tucson, LLC
 250 S. Craycroft Road #300
 Tucson, AZ 85711

Phone 520.918.6400
 Fax 520.577.8972
 Email jbremond@kbhome.com
aflagg@kbhome.com

Eastbourne Tucson, LLC
 c/o Eastbourne Investments, Ltd.
 Attn: Mr. Frank Egan
 Attn: Mr. Eric Davis
 Royal Bank Plaza
 North Tower --- Suite 2000
 200 Bay Street
 Toronto, ON M5J 2J2 Canada

Phone 416.597.1200
 Fax 416.597.1202
 Email fee@eastprop.com
davis@retailwest.com



ADOPTED BY THE
MAYOR AND COUNCIL

RESOLUTION NO. 20592

RELATING TO DEVELOPMENT; APPROVING AND AUTHORIZING THE EXECUTION OF A DEVELOPMENT AGREEMENT BETWEEN THE CITY OF TUCSON, 5151 EAST, LLC, AND TUCSON RETAIL, LLC FOR THE DEVELOPMENT OF THE "SINCLAIR" PARCEL; AND DECLARING AN EMERGENCY.

BE IT RESOLVED BY THE MAYOR AND COUNCIL OF THE CITY OF TUCSON, ARIZONA, AS FOLLOWS:

SECTION 1. A Development Agreement between the City of Tucson, 5151 East, LLC, and Tucson Retail, LLC for the Development of the "Sinclair" Parcel, attached hereto as Exhibit "A", is hereby approved.

SECTION 2. The Mayor is hereby authorized and directed to execute the said Development Agreement for and on behalf of the City of Tucson and the City Clerk is directed to attest the same.

SECTION 3. The various City officers and employees are authorized and directed to perform all acts necessary or desirable to give effect to this resolution.

SECTION 4. WHEREAS, it is necessary for the preservation of the peace, health, and safety of the City of Tucson that this resolution become immediately

effective, an emergency is hereby declared to exist and this resolution shall be effective immediately upon its passage and adoption.

PASSED, ADOPTED AND APPROVED by the Mayor and Council of the City of Tucson, Arizona, _____.

MAYOR

ATTEST:

CITY CLERK

APPROVED AS TO FORM:


CITY ATTORNEY

REVIEWED BY:


CITY MANAGER

CA/dc
02/20/2007 10:50 AM

When recorded, mail to:

DEVELOPMENT AGREEMENT

BETWEEN

CITY OF TUCSON, ARIZONA

5151 East, LLC

AND

Tucson Retail, LLC

Exhibit A to Resolution 20592

DEVELOPMENT AGREEMENT

THIS DEVELOPMENT AGREEMENT (the "Agreement") is entered into this _____ day of _____, 2007, by and between 5151 East, LLC, a Delaware limited liability company, Tucson Retail, LLC, a Delaware limited liability company, (collectively, "**Developers**") and the CITY OF TUCSON, an Arizona Municipal corporation (the "**City**").

RECITALS

- A. Developers own approximately 350 acres of vacant land located between South Park Avenue and Kino Parkway and along Interstate 10 in the City (the "**Property**"). The Property is generally known as the "Sinclair" parcel.
- B. The Property will be included in a proposed Planned Area Development ("PAD") encompassing approximately 350 acres. Under the PAD, the Property will be developed with an approximately 1,000,000 square foot commercial/retail center, a significant residential component of approximately 750 units, and a commercial research park to be developed by the University of Arizona.
- C. Property dedications, infrastructure improvements, and off-site improvements are to be addressed in detail in the PAD document. Development of the Property may, however, effect small businesses located in the area surrounding the Property, increase pedestrian circulation in the area, and create the need to provide enhanced pedestrian access to the property included within the PAD. The remedial measures set forth in this Agreement are intended to address possible adverse impacts of the development on surrounding areas.
- D. The area around the proposed development has been declared by City to be economically depressed. To address this issue, City authorized and approved the South Park HOPE VI Economic Development Study in 2001 to provide an economic strategy for this area. The Study determined that Property site was the single most important site for development that would significantly improve the economic status and character of the South Park area. The remedial measures set forth in this Agreement will further City's goals of accomplishing this development.
- E. The commercial/retail development of the Property will require different skills and training than the existing commercial and retail development in the area. This Agreement will provide for such job training and small business assistance so that the economic benefits from the new development address the factors that have kept the area economically depressed.

F. The City and Developers acknowledge that the development of the Property will result in planning and economic benefits to City. These benefits include: (1) a projected \$47 million in sales tax revenue over the first ten years of operation; (2) generation of an estimated \$6.0 million in commercial and residential impact fees for transportation and parks; (3) generation of an estimated \$4.5 million in construction sales tax; (4) Developers' construction of an estimated \$12 million in transportation and other infrastructure improvements, including additional lane capacity, roadway beautification, traffic signal improvements, pedestrian and bicycle pathways within, and without, the Property that will enhance connectivity to regional pathways and trail systems, and flood control improvements to ameliorate historic flooding of the South Park neighborhood; (5) Developers' contribution of \$2.0 million toward City funding of neighborhood improvements and economic betterments; (6) creation of employment opportunities through the development of the Property and through the development of new commercial and retail uses to be located on the Property; and, (7) development of this substantial parcel that will be consistent with City's General Plan, under the terms of this Agreement and the PAD.

G. The City and Developers are entering into this Agreement pursuant to the provisions of A.R.S. § 9-500.05 in order to facilitate development of the Property by providing for, among other things: (1) Developers' contributions toward City funding of job training programs, business assistance programs, neighborhood improvements, economic improvement grants to area non-profits, and improvement of pedestrian access and circulation improvements in addition to Developers' obligations under the PAD; (2) the timing of the payments by Developers to City; and (3) other specific matters related to the development of the Property.

H. The Mayor and Council have authorized execution of this Agreement by Resolution No. 20592, to which this Agreement is attached.

AGREEMENT

NOW, THEREFORE, in consideration of the promises and mutual obligations contained herein, City and Developers agree as follows:

1. Incorporation of Recitals and Exhibits. The Recitals set forth above and the Exhibits attached hereto and referenced herein are hereby incorporated in their entirety as if fully set forth in this Agreement.

2. Term. This Agreement shall become effective upon its execution by the parties (the "**Effective Date of Agreement**"). The term of this Agreement shall commence upon the Effective Date of Agreement and shall remain in effect until terminated by mutual consent of the parties. The parties agree to cooperate in the recordation of any such termination.

3. Developers' Obligations. Developers shall perform and be subject to the following specific duties, obligations and responsibilities:

- 3.1 Infrastructure Obligations.** Developers shall be responsible to construct, or cause to be constructed, all improvements required by City approved Traffic Impact Analysis and the PAD, according to the schedule to be adopted in the PAD. Such improvements are expected to include:
- 3.1.1.** Flood control improvements to ameliorate historic flooding in the South Park neighborhood.
 - 3.1.2.** Trail components and landscaping of multi-use area within the Property.
 - 3.1.3.** Widening of South Park Avenue from 36th Street to Interstate 10.
 - 3.1.4.** Construction of intersection improvements and traffic signalization at Kino Parkway.
 - 3.1.5.** Construction of a 5-lane street cross-section along 36th Street.
- 3.2 School Mitigation.** Developers and City acknowledge that the development of the Residential uses on the Property may result in traffic impacts due to travel of on-Property residents to the most proximate public schools. These impacts may include increased traffic volume on off-Property roadways, localized congestion at public school drop-off points, and increased pedestrian and bicycle traffic on sidewalks and bike paths. In order to mitigate these impacts, Developers will consult with the Tucson Unified School District regarding Developers' securing either an off-Property site for a new TUSD school, or Developers' reservation of a 10-acre site on the Property for a new TUSD school. Developers agree not to submit a final plat for any residential use on the Property for Mayor and Council consideration until and after they have met their mitigation obligations under this section. In the alternative, the Developers and the Tucson Unified School District may agree on other appropriate mitigation. Any such agreement shall be presented to the City Manager, and, if accepted by the City Manager as satisfying this paragraph, shall thereafter be attached to this Agreement as an Addendum.
- 3.3 Developers' Contribution to Neighborhood Improvements and Economic Betterments.** Developers shall contribute \$2.0 million to City for neighborhood improvements and economic betterments, as established in Section 4.1, below. Developers acknowledge that these improvements and betterments in the area outside the Property will enhance the success of the on-Property

improvements. Should City determine that additional spending on neighborhood improvements and economic betterments is warranted by development of the parcel, it herein acknowledges that it retains the discretion to spend revenues that will have been generated from the Property, including sales and construction taxes, on such additional improvements and betterments.

3.4 Timing of Payments for Neighborhood Improvements and Economic Betterments. Developers shall make the financial contribution established in Section 3.3, above, before filing any tentative plat approval or development plan for the Property.

4. City Obligations. The City shall perform and be subject to the following specific duties, obligations and responsibilities:

4.1 Expenditure of Developers' Contribution for Neighborhood Improvement and Economic Betterments. The City will appropriate no less than the amount of the Developers' \$2.0 million contribution established in Section 3.3, above, for neighborhood improvements and economic betterments. It is the City's expectation that additional spending on neighborhood improvements and economic betterments will be warranted by development of the parcel; City shall spend up to the expected \$4.7 million that will have been generated from construction tax revenue from the Property on such additional improvements and betterments. Such improvements and betterments include the following:

- 4.1.1** Job training programs to improve the employment skills of City residents and to increase the pool of qualified employees for those businesses that will occupy the commercial and retail developments on the Property;
- 4.1.2** Business assistance programs for existing businesses in the vicinity of the Property, to be developed by City in conjunction with the Tucson Urban League. The purpose of this spending will be to better the existing businesses in the area surrounding the property, which will be patronized by residents and employees on the Property.
- 4.1.3** Neighborhood area improvements, including neighborhood traffic mitigation and 36th street beautification.
- 4.1.4** Pedestrian access and circulation improvements to enhance connectivity of the on-Property trails and pathways to the regional trail systems.
- 4.1.5** The creation of a community arts center.

- 4.2 Development Review.** The City acknowledges the necessity for expeditious review by City of all development plans, building plans, and other materials ("Submitted Materials") submitted by Developers to City hereunder or pursuant to any zoning procedure, permit procedure, or other governmental procedure pertaining to the development of the Property and agrees to use its reasonable best efforts to accomplish such an expeditious review of the Submitted Materials whenever reasonably practicable. The City agrees to expeditiously and in good faith take such other further steps as may be reasonably necessary to implement the terms and understandings of this Agreement, including diligently processing all approvals of development plans, plats, permits and other matters that may be required of the Developers.
- 4.3 Impact Fee Credits.** The City agrees that the construction of certain of the Developers' road system and regional park improvement projects, as noted above in Section 3.1, will entitle Developers to receive Impact Fee credits under City's Impact Fee Ordinance (Tucson City Code § 23A-71 *et seq.*). Developers shall be entitled to full credits measured solely by the number of residential units and size of commercial developments for which permits are issued and Impact Fees may be assessed. In no event may the total of all credits given to Developers exceed the total of Impact Fees that could have been assessed on residential and commercial development on the Property. Developers shall submit credit claims to City in the manner permitted by the Impact Fee Ordinance.
- 4.4 Community Facilities District.** City staff shall process the Developers' request to form a community facilities district ("CFD") to finance public infrastructure improvements pursuant to A.R.S. § 48-701, *et seq.* and the City Council shall reasonably consider such request for a CFD.
- 4.5 Annual Appropriations.** The City's contribution for neighborhood improvements and economic betterments as described in this section is subject to the related annual appropriation of accrued construction sales tax proceeds by the City of Tucson Mayor and Council according to its usual budgetary process.

5. Cooperation in the Event of Legal Challenge. In the event of any legal action or proceeding instituted by a third party challenging the validity of any provision of this Agreement, the parties agree to cooperate in diligently defending such action or proceeding.

6. Default; Remedies. If either party hereto defaults (the "Defaulting Party") with respect to any of such party's obligations hereunder, then the other party hereto (the "Non-Defaulting Party") shall be entitled to give written notice in the manner prescribed in Section 8.8 to the Defaulting Party, which notice shall state the nature of the default claimed and make demand that such default be corrected. The Defaulting Party shall then have (i) twenty (20) days from the date of such notice within which to correct such default if it can reasonably be corrected by the payment of money, or (ii) sixty (60) days from the date of such notice to cure such default if action other than the payment of money is reasonably required, or if any such non-monetary default cannot reasonably be cured within sixty (60) days, then such longer period as may be reasonably required, provided and so long as such cure is promptly commenced within such period and thereafter diligently prosecuted to completion. If any such default is not cured within the applicable time period(s) set forth above, then the Non-Defaulting Party shall be entitled to commence an action at law or in equity in the Pima County Superior Court.

7. Effect of Adoption of PAD. Should City adopt Developers PAD for the Property by ordinance, on or before May 1, 2007, this Agreement shall continue in effect and be construed in concert with the PAD. The Parties acknowledge that the decision by the Mayor and Council to adopt the Planned Area Development zoning is a legislative act that is taken in the public interest and solely in the discretion of the Mayor and Council. Should City not adopt the PAD for Property on or before May 1, 2007, this Agreement shall be void.

8. General Provisions.

8.1 Headings. The descriptive headings of the sections and Sections of this Agreement are inserted for convenience only, and shall not control or affect the meaning or construction of any of the provisions of the Agreement.

8.2 Waiver. No delay in exercising any right or remedy shall constitute a waiver thereof, and no waiver by the parties of the breach of any provision of this Agreement shall be construed as a waiver of any preceding or succeeding breach of the same or of any other provision of this Agreement.

8.3 Entire Agreement. This Agreement and the attached exhibits constitute the entire agreement between the parties pertaining to the subject matter of the Agreement. All prior and contemporaneous agreements, representations and understandings of the parties, oral or written, are superseded and merged in this Agreement.

- 8.4 Further Acts.** Each of the parties to this Agreement shall promptly and expeditiously execute and deliver all such documents and perform all such acts as reasonably necessary, from time to time, to carry out the matters contemplated by this Agreement.
- 8.5 Recordation.** This Agreement shall be recorded in its entirety in the official records of Pima County, Arizona not later than ten (10) days after this Agreement is executed by City and Developers, and a Resolution is enacted by the Mayor and Council adopting this Agreement.
- 8.6 Amendments.** No change or addition is to be made to this Agreement except by a written amendment executed by City and Developers. Within ten (10) days after any amendment to this Agreement, such amendment shall be recorded in the official records of Pima County, Arizona.
- 8.7 Time of Essence.** Time is of the essence of this Agreement.
- 8.8 Notices.** All notices, requests, demands or other communications (“Notices”) required by this Agreement or otherwise given in respect of any matter with which disagreement is concerned shall be in writing and served by personal delivery or deposited within the U.S. Postal Service, certified mail, return receipt requested, with proper postage affixed, addressed and directed to the party to receive the same as follows:

If to City:

City Clerk
City of Tucson
City Hall, 9th Floor
P. O. Box 27210
Tucson, AZ 85726-7210

With copies to:

City Manager
City of Tucson
City Hall, 10th Floor
255 West Alameda
P. O. Box 27210
Tucson, AZ 85726-7210

City Attorney
City of Tucson
City Hall, 7th Floor
255 West Alameda
P. O. Box 27210
Tucson, AZ 85726-7210

If to Developers:

5151 East, LLC
250 S. Craycroft Road, Suite 300
Tucson, AZ 85711
Attn: John Bremond

Tucson Retail, LLC
300 International Drive, Suite 135
Williamsville, NY 14221
Attn: Francis E. Egan

With copies to:

Retail West
P.O. Box 1837
Boise, ID 83701
Attn: P. Eric Davis

Lane D. Oden
Hatcher & Oden, PLC
6969 E. Sunrise Drive, Suite 102
Tucson, AZ 85750

Except as otherwise specifically stated in this Agreement, all Notices shall be effective upon delivery and shall be deemed delivered on the date when actually received. Any party may designate a different person or entity or change the place to which any Notice shall be given as provided in this Agreement, which Notice shall be effective after the same is actually received by the other party.

- 8.9 Force Majeure.** Notwithstanding any other term, condition or provision hereof to the contrary, in the event any party hereto is precluded from satisfying or fulfilling any duty or obligation imposed upon such party by the terms hereof due to labor strikes, material shortages, war, civil disturbances, weather conditions, natural disasters, acts of God, or other events beyond the control of such party, the time period provided herein for the performance by

such party of such duty or obligation shall be extended for a period equal to the delay occasioned by such events.

- 8.10 Successors and Assigns.** Subject to the provisions of this Section, all of the provisions of this Agreement shall ensure to the benefit of and be binding upon successors and assigns of the parties to this Agreement pursuant to A.R.S. § 9-500.05(D). Developers may assign all or a portion of their rights and obligations under this Agreement, provided:
- 8.10.1** The assignment is to a person or entity that has acquired all or a portion of the Property;
- 8.10.2** Written notice of the assignment is provided to City and City has approved in writing the assignment, which approval shall not be unreasonably withheld or delayed;
- 8.10.3** The assignment is by written instrument, expressly assigning such rights and obligations, recorded in the official records of Pima County, Arizona;
- 8.10.4** The City Manager or City Manager's designee may provide consent to an assignment on behalf of City consistent with this Section 8.10. If City fails to object to the assignment within fifteen (15) days of the notice of assignment, City shall be deemed to have consented to the assignment;
- 8.10.5** In the event of a complete assignment by Developers of all of the rights and obligations of the Developers under this Agreement, their liability under the Agreement shall terminate effective upon the assumption by Developers' assignee of all of Developers' obligations hereunder.
- 8.11 Attorneys' Fees.** In the event either party hereto shall commence any civil action against the other to enforce or terminate this Agreement or to recover damages for the breach of any of the provisions, covenants or terms of this Agreement on the part of the other party, the prevailing party in such civil action shall be entitled to recover from the other party, in addition to any relief to which such prevailing party may be entitled, all costs, expenses and reasonable attorneys' fees incurred in connection therewith.
- 8.12 Governing Law.** This Agreement is entered into in Arizona and shall be construed and interpreted under the laws of Arizona.
- 8.13 Severability.** If any other provision of the Agreement is declared void or unenforceable, such provision shall be severed from this

Agreement, which shall otherwise remain in full force and effect, provided such severance does not vitiate the overall intent of the parties in entering into this Agreement.

- 8.14 No Partnership; Third Parties.** It is not intended by this Agreement to, and nothing contained in this Agreement shall, create any partnership, joint venture or other arrangement between Developers and City. No term or provision of this Agreement is intended to, or shall, be for the benefit of any person, firm, organization or corporation not a party to this Agreement, and no such other person, firm, organization or corporation shall have any right or cause of action under this Agreement.
- 8.15 Counterparts.** This Agreement may be executed in two or more counterparts, each of which shall be deemed an original, but all of which together shall constitute one and the same instrument. The signature pages from one or more counterparts may be removed from such counterparts and such signature pages all attached to a single instrument so that the signatures of all parties may be physically attached to a single document.
- 8.16 Compliance with State Laws.** All actions taken by City pursuant to this Agreement shall be in accordance with applicable state laws.
- 8.17 Diminishment Claims.** Developers agree that nothing in this agreement or in its individual provisions shall be the basis for a claim for compensation under Arizona Revised Statutes Section 12-1134 (as approved by Arizona voters on November 7, 2006 as Proposition 207), and hereby waives any claim for diminution of value as provided in A.R.S. Section 12-1134(I).

IN WITNESS WHEREOF, the parties have executed this Agreement as of the day and year first above written.

CITY OF TUCSON,
an Arizona municipal corporation

By: _____
Mayor February 27, 2007

ATTEST:

By: _____
City Clerk
Dated: February 27, 2007

APPROVED AS TO FORM:

By: Clifford A. ...
City Attorney

Dated: 2/22/07

5151 EAST, LLC, a Delaware limited liability company

By its Member:

KB HOME TUCSON, INC., an Arizona corporation

By: _____
John Bremond
President

STATE OF ARIZONA)
)
County of Pima) ss.

The foregoing instrument was acknowledged before me this _____ day of _____, 2007 by John Bremond, President, KB Home Tucson, Inc.

Notary Public

My Commission Expires:

TUCSON RETAIL, LLC, a Delaware limited liability company

By its Manager:

EASTBOURNE TUCSON, LLC, a Delaware limited liability company

By: EASTBOURNE INVESTMENTS LTD, a Delaware corporation

Its Member

By: _____
Francis E. Egan
President

STATE OF ARIZONA)
)
County of Pima) ss.

_____ The foregoing instrument was acknowledged before me this _____ day of _____, 2007 by Francis E. Egan, President, Eastbourne Investments Ltd.

Notary Public

My Commission Expires:

ADOPTED BY THE
MAYOR AND COUNCIL

ORDINANCE NO. 10383

RELATING TO ZONING: AMENDING ZONING DISTRICT BOUNDARIES IN THE AREA LOCATED EAST OF THE UNION PACIFIC RAILROAD TRACKS, SOUTH OF 36TH STREET, WEST OF CAMPBELL AVENUE AND NORTH OF INTERSTATE-10 IN CASE C9-06-32, THE BRIDGES PAD – KINO PARKWAY, R-2, C-1, C-2, and I-1 TO PAD-15 (PLANNED AREA DEVELOPMENT); AND SETTING AN EFFECTIVE DATE.

BE IT ORDAINED BY THE MAYOR AND COUNCIL OF THE CITY OF TUCSON, ARIZONA, AS FOLLOWS:

SECTION 1. The zoning district boundaries in the area located east of the Union Pacific Railroad tracks, south of 36th Street, west of Campbell Avenue and north of Interstate-10 are hereby amended from R-2, C-1, C-2, and I-1 to PAD-15 as shown on the attached map marked Ordinance No. 10383. All development with PAD-15 shall be in substantial compliance with The Bridges PAD dated February 2007, adopted by the Mayor and Council on March 27, 2007, and attached hereto as Exhibit "A."

SECTION 2. Notwithstanding any provision of the Tucson Code, no grading, grubbing, filling, excavation, construction, or other physical alteration of the site in furtherance of the project contemplated by this ordinance shall occur prior to the effective date of the PAD-15 zoning classification.

SECTION 3. This ordinance becomes effective thirty (30) days after it is adopted by the Mayor and Council and is available from the City Clerk.

SECTION 4. The provisions of this ordinance, cannot be given effect individually, and to this end, the provisions of this ordinance are not severable.

SECTION 5. The various City officers and employees are authorized and directed to perform all acts necessary or desirable to give effect to this ordinance.

PASSED, ADOPTED, AND APPROVED by the Mayor and Council of the City of Tucson, Arizona, _____.

MAYOR

ATTEST:

CITY CLERK

APPROVED AS TO FORM:



CITY ATTORNEY

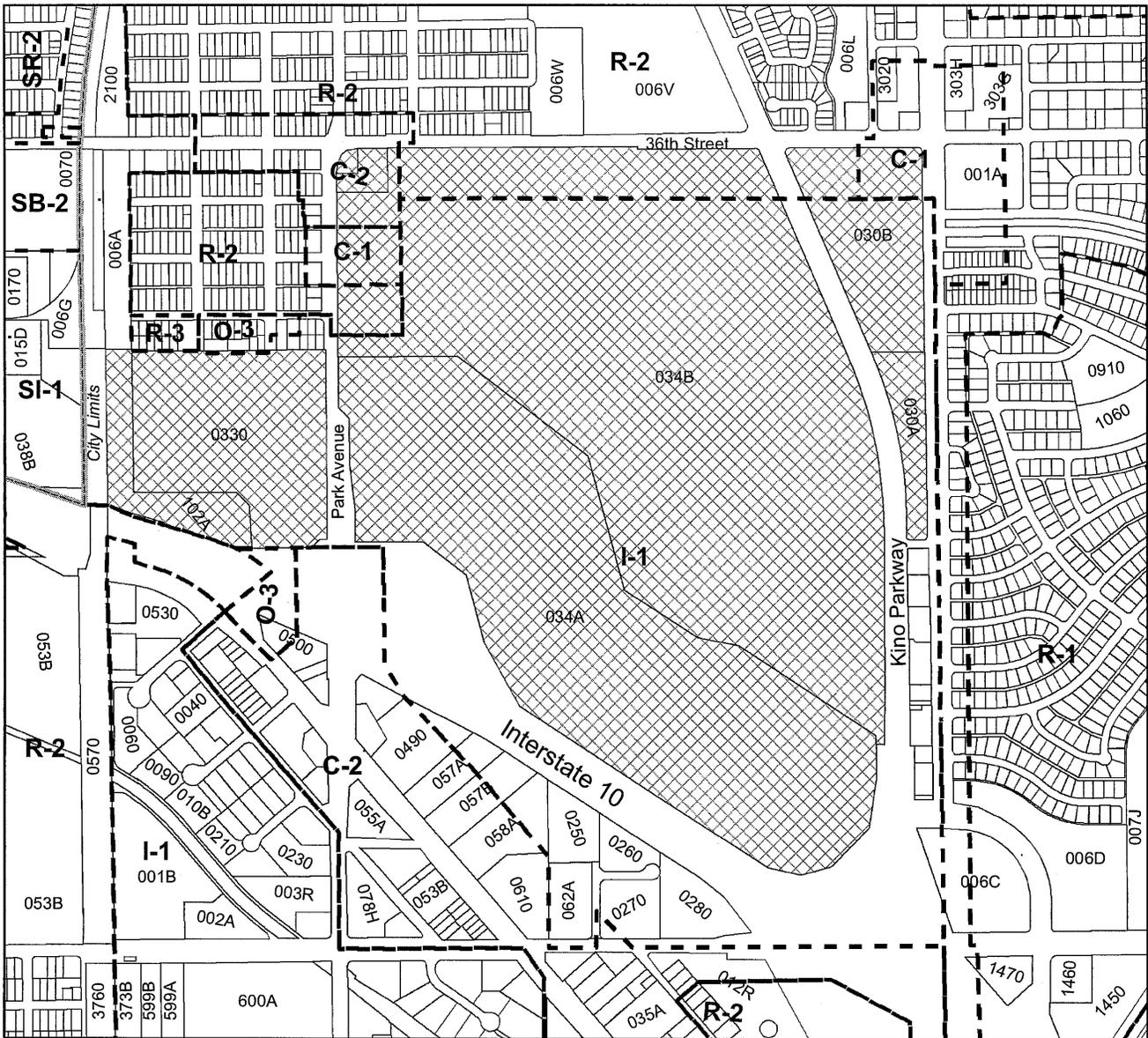
REVIEWED BY:



CITY MANAGER

MWLM/dc
03/09/2007 3:40 PM





ORDINANCE MAP - C9-06-32 The Bridges PAD - Kino Boulevard

 Area of Request

Ordinance Number: _____

I-1, C-1, C-2 & R-2 to PAD-15

Adoption Date ___/___/___

Ordinance becomes effective thirty (30) days after adoption by Mayor and Council and when it becomes available from the City Clerk's office.

Legal Description: 350 acre portion of 14-14 section 30

0 500 1,000 Feet

1" equals 1,000 ft.




Development Services Director

Base Map: Sec.30 T.14 R.14

Drawn by: JJK Date: 2/13/2007





CITY OF
TUCSON

DEVELOPMENT
SERVICES
DEPARTMENT

September 26, 2011

Mr. Jim Portner, Principal
Projects International, Inc.
10836 E. Armada Lane
Tucson, AZ 85749-9460

Dear Mr. Portner:

Subject: Letter of Clarification: (C9-06-032) The Bridges Planned Area Development [PAD-15], Acquisition of Open Space Lands by Pima County

I have reviewed your letter (see attached) requesting clarification that Pima County's expressed use of the property (Sub-Area C-II) as bond-program open space is consistent with the current Natural Open Space (NOS) and Functional Open Space (FOS) designations on the property as detailed in the Bridges PAD. Your letter specifically requests confirmation on Pima County's expressed use of the property as bond-program open space:

1. That it is consistent with the current NOS and FOS designations on the property (along with the definitions of the NOS and FOS terms) as detailed in The Bridges PAD and that, as such, there is no material or negative affect on the overall NOS/FOS calculations for the larger 350-acre Bridges project, nor on the density or intensity of use on other lands within the PAD area;
2. That a future change of use of the property from open space would require an amendment to The Bridges PAD.

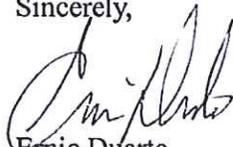
The Bridges PAD clearly identifies Sub-Area C-II as NOS/FOS with significant vegetative habitat, and requires that this sub-area will be preserved as natural and functional open space. FOS areas are to be managed for passive and active recreation and for public gatherings. NOS areas contain vegetation that will be managed as natural or natural appearing landscapes, but may provide passive recreation including trails, walkways, and interpretative areas.

Pima County is proposing to acquire the 20-acre open space parcel (Sub-Area C-II) under its Bond Implementation Program for the expressed purpose of open space and habitat protection. This proposed use is consistent with the Bridges PAD, which calls for coordination between the City of Tucson and Pima County to maximize preservation of significant vegetative habitat within the Bridges PAD, while at the same time incorporating the significant vegetative habitat into

an integrated regional public trail and recreation network. Furthermore, Pima County's acquisition of Sub-Area C-II does not undermine the Bridges PAD open space requirements since Sub-Area C-II will continue to be designated and used as natural / functional open space. It should be noted that any future change of use for Sub-Area C-II from open space would require a major amendment to the Bridges PAD, and such change would be in conflict with the project's overall intent as expressed in the Bridges PAD.

Also, it should be noted that the removal of Sub-Area C-II from the current assurance agreement is acceptable given the fact that this sub-area is not identified or tied with any public improvement projects for the Bridges PAD (see Bridges PAD, Section C.3.6 and Figure 38). Upon filing the Partial Release Subdivision Assurance instrument with the Pima County Recorder's Office, please provide the docket/page recording information to PDSD.

Sincerely,



Ernie Duarte,

Director

Planning and Development Services Department

Attachments: Applicant's Request
Pima County Resolution No. 2004-18
Unrecorded Copy of Partial Release Subdivision Assurance



PROJECTS INTERNATIONAL, Inc.

STRATEGIC GUIDANCE
ENTITLEMENT PROCESSES
LOCAL ADVICE & COUNSEL

10836 E. Armada Lane
Tucson, Arizona 85749-9460
520-850-0917
jpa@projectsintl.com
www.projectsintl.com

Via Email Transmission

September 26, 2011

Mr. Ernie Duarte, Director
Development Services Department (DSD)
CITY OF TUCSON
201 N. Stone Avenue
Tucson, AZ 85701

**RE: LETTER OF CLARIFICATION
C9-06-32 -- The Bridges Planned Area Development (PAD-15)
Acquisition of Open Space Lands by Pima County**

Dear Mr. Duarte:

John Beall and I have participated in several discussions with representatives of Pima County, together with representatives of 5151 East, LLC, to discuss the County's acquisition of certain open space lands (currently owned by 5151 East) located within The Bridges PAD. John and I believe that, given the particulars involved, it is important that this matter be memorialized via a formal clarification letter that can then be made a published part of the approved and archived PAD document.

Specifically, Pima County is interested in purchasing the 20-acre open-space parcel designated as Block 13 of The Bridges Block Plat, as recorded in Bk. 65 at Page 2 of Maps & Plats. This block is designated as Sub-Area C-II of The Bridges PAD and is located at the southeast corner of Kino Parkway and 36th Street. Per the PAD, this sub-area is comprised exclusively of Natural Open Space (NOS) and Functional Open Space (FOS) areas as defined in the PAD document. The NOS portion of the sub-area is a valuable riparian corridor that traverses the property.

The County intends to acquire the parcel under its Bond Implementation Plan as approved at the special bond election of May 18, 2004. Per Pima County Resolution No. 2004-18 (copy attached), the parcel is specifically named for acquisition as "OS 1.17, Habitat at 36th and Kino". The Resolution establishes that the bond acquisition is for the expressed purpose of open space and habitat protection, with the County assuming all future costs of property maintenance and care.

Mr. Ernie Duarte, Director
C9-06-32 -- Clarification Letter (The Bridges PAD)
Pima County Acquisition of Open Space
September 26, 2011

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In light of the above, and with particular respect to this PAD Clarification Letter, there are two issues requiring attention:

Issue #1: Confirmation of NOS & FOS Open Space per The Bridges PAD

Our internal evaluation of the above-referenced bond language indicates that this defined use of the property by Pima County would be wholly consistent with the limitations and stipulations of the Natural Open Space (NOS) and Function Open Space (FOS) prescriptions of the approved PAD for Block 13 (Sub-Area C-II). As I believe you are aware, the NOS and FOS set-asides on the acquisition parcel are essential to us meeting the overall open-space calculations for the larger 350-acre Bridges PAD.

Request: With the above in mind, we ask that the City of Tucson provide formal clarification on two specific points regarding Pima County's expressed use of the property as bond-program open space:

1. That it is consistent with the current NOS and FOS designations on the property (along with the definitions of the NOS and FOS terms) as detailed in The Bridges PAD and that, as such, there is no material or negative affect on the overall NOS/FOS calculations for the larger 350-acre Bridges project, nor on the density or intensity of use on other lands within the PAD area;
2. That a future change of use of the property from open space would require an amendment to The Bridges PAD.

Confirmation from your office on the above two points is a contingency of the sale per the purchase-and-sale agreement in force between Pima County and 5151 East, LLC.

Issue #2: Removal of the Acquisition Parcel from the Current Assurance Agreement

Pima County has advised us that, in accordance with their bond acquisition procedures, they cannot purchase a property that may have any outstanding development obligations attached to it in terms of public off-site improvements, etc. As such, it is a condition of their acquisition that the property be removed from the existing Assurance Agreement for the larger Bridges project which was executed between the City of Tucson, 5151 East, LLC and Tucson Retail, LLC (same being recorded in Docket 13798 beginning at Page 1910).

By way of separate coordination with staff on this item, Jim Vogelsberg, City Engineer for PDSO, has already executed a partial release of assurance instrument removing the subject property (Block 13) from the original Assurance Agreement. An unrecorded copy of this instrument is provided with this email transmission and should be considered as an attachment to this Clarification Letter.

I will separately file this instrument with the Pima County Recorder's Office and will provide the docket/page recording information to PDSO, as well as furnish the recorded document to the owners for their use in the closing of the sale transaction.

Mr. Ernie Duarte, Director
C9-06-32 -- Clarification Letter (The Bridges PAD)
Pima County Acquisition of Open Space
September 26, 2011

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Thank you very much for your consideration of the above matters. As always, please contact me with any questions you might have on the above via cell phone (520.850.0917) or email (jportner@projectsintl.com). I look forward to your response.

Best Regards,
PROJECTS INTERNATIONAL, INC.

A handwritten signature in black ink, appearing to read 'Jim Portner', with a stylized flourish at the end.

Jim Portner, Principal

att.

cc: John Beall, City of Tucson PDSD
Jim Vogelsberg, City of Tucson PDSD
Hector Martinez, City of Tucson Real Estate
Janelle Speake, 5151 East, LLC (KB Home, Inc.)
Kevin Tarbox, 5151 East, LLC (Lennar Homes)

**Bond Implementation Plan
May 18, 2004 Special Election**

ORDINANCE NO. 2004 - 18

**AN ORDINANCE OF THE BOARD OF SUPERVISORS OF PIMA COUNTY, ARIZONA
ADOPTING THE BOND IMPLEMENTATION PLAN FOR THE
MAY 18, 2004 SPECIAL BOND ELECTION.**

**A. Question No. 1 - Sonoran Desert Open Space and Habitat Protection;
Preventing Urban Encroachment of Davis-Monthan Air Force Base**

For the purpose of acquiring real and personal property for open space and habitat protection, including, without limitation, Sonoran Desert open space, protecting wildlife habitats, saguaro cacti, ironwood forests and lands around rivers, washes and recharge areas to ensure high water quality, the acquisition of lands in the vicinity of Davis-Monthan Air Force Base to prevent urban encroachment, and the acquisition of real or personal property or interests or rights in property for such purpose and paying all expenses properly incidental thereto and to the issuance of such bonds, shall Pima County, Arizona be authorized to issue and sell general obligation bonds of the County in an aggregate principal amount not exceeding \$174,300,000.

OS 1.17 Habitat at 36th and Kino

Location: Parcel is located at the southeast corner of 36th Street and Kino Parkway.

Scope: Purchase the 26-acre parcel in fee simple.

Benefit: The 26-acre parcel comprises four different vegetative communities and is classified as a floodplain. A preliminary survey showed a total of 32 plant species and 22 bird species. The property is walking distance from six schools, the Holmes-Tuttle Boys and Girls Club, and the Quincie Douglas Recreation Center, all of which could benefit from nearby habitat preservation and environmental protection.

Cost: \$1,000,000

Bond Funding: \$1,000,000

Other Funding: None identified at this time. If additional funding becomes necessary, options include federal and state grants and Flood Control District appropriations; if necessary, however, acquisition cost is limited to the cost guidelines in the Ordinance.

Implementation Period: 1, 2, 3

Project Management: Pima County Natural Resources, Parks and Recreation and Flood Control District will manage this acquisition, in close consultation with the City of Tucson.

Future Operating and Maintenance Costs: There should be minimal costs, which will be funded through either Natural Resources, Parks and Recreation or the Flood Control District.



CITY OF TUCSON DEVELOPMENT SERVICES DEPARTMENT

09/21/2011

Projects International Inc.
P.O. Box 64056
Tucson, AZ 85728-4056

Attention: Jim Portner, Principal

Reference: **PARTIAL RELEASE OF SUBDIVISION ASSURANCE**

The Bridges S08-100
Maps & Plats, BK.65 at PG.2
DKT. 13708 at PG. 1910

TO BE RELEASED: Block 13 (PAD Sub-Area C-II)

Dear: Mr. Portner

Pursuant to the terms of the aforementioned Assurance Agreement, specifically the conditions as outlined in item 9., Release of Assurances regarding the Public Improvement Projects, Block 13 is hereby released from the aforementioned assurance agreement.

This letter is to inform you that the City Engineer has determined that the improvements required in connection the subject portion of the Subdivision have been satisfactorily completed according to the terms of the agreement.

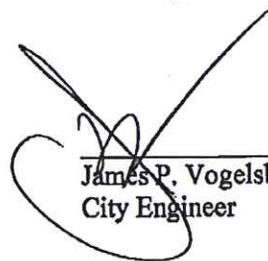
PARTIAL RELEASE OF SUBDIVISION ASSURANCE

September 21, 2011

Page 2

Accordingly, the Agreement submitted as an assurance for the completion of improvements for the Subdivision is hereby released as to Block 13 (PAD Sub-Area C-II), effective this date. The agreement continues in effect for the remaining portions of the Subdivision not released by this letter, or by a previous partial release of assurance.

Sincerely,


James P. Vogelsberg, P.E.
City Engineer

State of Arizona

County of Pima

On 9/22, 2011 James Vogelsberg personally appeared
(Printed name of signer)

before me, to be the signer of the above instrument, and he/she acknowledged that he/she signed it.

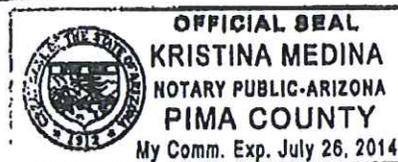


Notary Public

My commission expires: July 26, 2014

(seal)

JPV: KMM
S08-100 Partial Release 09-21-11
pc: File



201 N. STONE TUCSON, AZ 85701
(520) 791-5550 FAX (520) 879-8010
www.ci.tucson.az.us/dsd



CITY OF
TUCSON

DEPARTMENT OF
URBAN PLANNING
& DESIGN

March 18, 2009

Jim Portner
Principal
Projects International, Inc.
10836 E. Armada Lane
Tucson, AZ 85749-9460

Dear Mr. Portner:

Subject: Interpretation Regarding Phasing and Timing of Associated Public Improvements for Subarea A: Commercial/Retail in the Bridges Planned Area Development (PAD-15)

Staff has reviewed your letter (see attached) requesting clarification regarding a change to the phasing sequence of Commercial/Retail Subarea A to allow development to proceed first in the area identified as Phase 2, the eastern half of Subarea A, instead of the originally identified area on the western half of Subarea A. Per your letter you are also requesting a change to the timing of associated public improvements tied to the original phasing for Commercial/Retail Subarea A.

The proposed request to proceed first with development of the eastern half of Commercial/Retail Subarea A can be supported by the Bridge PAD. In Section C.3.6 it notes that the phasing matrix "is a best guess development scenario" of the various PAD subareas. And in the event that the timing is altered due to market opportunities and conditions the Developer will coordinate with the City at time of platting or development plan submittal to insure that the necessary provisions are met to provide the needed public improvements.

It is noted that the Developer has met with staff, i.e. UPD, DSD, and TDOT to discuss the impact of 'flipping' the commercial phasing for Subarea A. Staff indicated that the Park Avenue improvements as outlined in the PAD Public Improvement Matrix are not necessary until such time as the western half of Subarea A is developed. Nor would the full connecting spine roadway from Kino Parkway to Park Avenue be required until such time as the western half of Subarea A is developed.

Therefore, it is determined that this request is consistent with the intent of the Bridges PAD, and this change in the phasing and timing of associated public

improvements is a non-substantial change and is approved with the following as clarification for the submittal of any future development plans.

- Development of Commercial/Retail Subarea A will not be controlled by the term Phase 1 or Phase 2.
- If Developer proceeds to develop the eastern half of Subarea A first, then the public improvements required will be the completion of the identified Kino Parkway intersection; completion of the "Commercial Spine Road" from Kino Parkway to the commercial area as described in the PAD.
- Developer is to provide an updated Traffic Impact Assessment (TIA) with the development of the eastern half of Subarea A so as to verify the functionality of utilizing access to and from Kino Parkway only.
- A full connecting "Commercial Spine Road", from Kino Parkway to Park Avenue (both its public segment, together with the private segment through the shopping area) will be completed when the western half of Commercial/Retail Subarea is developed. However, based on TDOT's review of the updated TIA, some form of temporary access to Park Avenue may be required by TDOT at the time of any development plan review in the Subarea A.

Please note that a copy of this letter and a letter from the Bridges Design Review Board must be attached to any development plan submitted for Commercial/Retail Subarea A.

Sincerely,



Albert Elias, AICP
Director of Urban Planning and Design

c: Ernie Duarte, DSD
Patricia Gehlen, DSD
Jose Ortiz, TDOT
Andy Dinauer, TDOT
Jim Mazzacco, DUPD
John Beall, DUPD

Attachments: Applicant's Request Letter

March 12, 2009

Mr. John Beall
Department of Urban Planning & Design (DUPD)
CITY OF TUCSON
149 N. Stone Avenue
Tucson, AZ 85701

**RE: CLARIFICATION LETTER
The Bridges Planned Area Development (PAD-15)**

Dear Mr. Beall:

Thank you for meeting with myself and Albert Elias to discuss The Bridges PAD and our impending submittal of the Development Plan for the first-phase of commercial development occurring on Block A (the major commercial block) within the project.

As we discussed, there are several PAD-related items of note pertaining to the Phase I commercial DP submittal, which will be comprised of a new Costco Warehouse and the associated site improvements (streets, utilities, etc.) attendant thereto. I have itemized these issues below

Item 1: Phasing

Issue: The PAD discussed Phase I of the commercial development as being the western half of Block A; the proposed Costco is sited on the eastern half of the Block.

Explanation: The PAD contains clear language (see Section C.3.6, page 90; attached for your reference) which states that the project phasing discussed therein was a “best guess” scenario and that any change in the ultimate phasing of the development would be appropriately coordinated with the City (at the time of platting or development plan) to insure the provision of needed public improvements.

Resolution: This issue was discussed with staff from DUPD, DSD, and the Department of Transportation (TDOT) at a meeting (8 July, 2008) with myself, the developer (Retail West Properties, LLC), and Costco representatives, all of whom agree that the aforementioned language in the PAD grants us the inherent flexibility to allow the eastern half of Block A to now proceed as Phase I of the commercial development thereon.

Item 2: Associated Public Street Improvements

Issue:

Given that the PAD had originally contemplated the western half of the commercial Block A as constituting Phase I, the public improvements matrix (see Section C.3.6.A, pp. 99 – 93; attached for your reference) indicated that the required Park Avenue street improvements would occur attendant to Phase I of the commercial development.

Explanation: This is/was based upon the original assumption that Phase I would comprise the western half of Block A. This is no longer the case. The arrival of Costco and their location in the eastern half of the Block effectively “flips” the commercial phasing, with the eastern half of Block A now comprising Phase I and the western half of Block A now comprising Phase II. The provision of the Park Avenue improvements will still be required at that time when the western half of commercial Block A is developed.

Resolution: At the aforementioned 8 July, 2008 meeting, TDOT personnel indicated that the Park Avenue improvements are not necessary until such time that the western half of the commercial property is developed. Development of the eastern half of Block A as Phase I will require the completion of the identified Kino Parkway intersection improvements, as well as the completion of the “Commercial Spine Road”, from Kino Parkway to commercial Block A, as described in the PAD. The developer is required to submit an updated Traffic Impact Assessment (TIA) with the Phase I (Costco) Development Plan, so as to verify the functionality of the Costco site utilizing access to and from Kino Parkway alone. The required TIA is being submitted with the Costco Development Plan (DP) package and the findings therein verify the functionality of the Costco operation.

Item 3: Full Completion of the Commercial Spine Road Connection from Kino Parkway to Park Avenue.

Issue: The PAD states that this entire connecting roadway, from Kino Parkway to Park Avenue (both its public segment, together with the private segment through the shopping center), will be completed in its entirety with Phase I of the commercial development.

Explanation: Once again, this was premised upon Phase I originally being the western half of the Block A site and the recognition that the major anchor therein (a planned retail/grocery supercenter) would draw significant traffic from both Park Avenue and Kino Boulevard. Neither the western half of Block A nor the planned major anchor therein is being developed at this time.

Resolution: At the aforementioned 8 July, 2008 meeting, TDOT personnel indicated that the full connecting roadway from Kino Parkway to Park Avenue would not be required until such time that the western half of Block A is developed. Access to/from the Costco (the new Phase I) can occur solely from Kino Parkway, as long as the TIA submitted with the DP demonstrates the adequacy and functionality of same. Some form of temporary access to Park Avenue may be required by TDOT at the time of DP review.

Item 4: Design Review Committee (DRC) Approval

Issue: The PAD requires that The Bridges DRC approval be obtained prior to any Development Plan or residential subdivision plat to the City.

Explanation & Resolution: The Bridges DRC has met several times over the past year and has now approved: 1) the Master Design Guidelines for The Bridges; 2) the Master Commercial Design Guidelines; and 3) the individual design package for Costco. Copies of the DRC approval letters have been transmitted to the CDRC by Mr. Mike Baruch, DRC Chairman.

Thank you for your review of the above PAD-related items attendant to the Phase I development of commercial Block A within The Bridges project.

In the event that you confirm the facts and positions stated above, please provide a formal letter of concurrence on behalf of DUPD. So as to facilitate a smooth review process of the Costco DP through the Community Design Review Committee (CDRC), we intend to include a copy of this clarification letter and your concurrence/response with our submittal.

Best Regards,
PROJECTS INTERNATIONAL, INC.



Jim Portner, Principal

att.

The Bridges PAD — Preliminary Development Plan



LEGEND

Sub-Area	Primary Use	Acreage
A:	Commercial/Retail	111.2
B-I:	Residential	30.0
B-II:	Residential	36.0
B-III:	Residential	11.4
B-IV:	Residential	40.0
C-I:	Open Space/Active Recreation	30.4
C-II:	Open Space	20.0
D:	Civic/Institutional (Research Park)	53.5
E:	Commercial (Hospitality/Office)	11.6
F:	Commercial/Retail	5.9
Total		350.0

Base Zoning

	R - 3
	OCR - 1
	OS

Project Applicants:

- 5151 East, LLC c/o KB Home Tucson, Inc.
- Eastbourne Investments, Ltd.

Note: Acreage/parcel lines are conceptual

one transit node is envisioned within the research park and another within commercial Sub-Area A. Given the inability to predict future timing and interest in transit service by either CatTran and SunTran, it is the goal of this PAD to make the project transit-ready, such that actual service can be initiated along already-designated on-site routes and without major reconstruction of any existing physical improvements.

C.3.6 Phasing, Construction and Maintenance of Streets

The “phasing” of public street improvements (and all other public & utility infrastructure) will not occur under a conventional chronological program. In light of the fact that three distinct ownership interests will all be proceeding under their own individual construction programs, Table J (p. 91) has been developed to link particular public improvement projects to specific development blocks within the PAD. The public improvement projects defined in the matrix are not limited solely to public street improvements, but also include all necessary and attendant public infrastructure elements. Each project will be “triggered” by the respective development unit indicated in the matrix.

This matrix provides a straightforward method for the City of Tucson to identify and manage required public improvements and to insure that all needed improvements are linked to each development unit as it proceeds to construction, irrespective of its particular construction timing. It must be noted that this Table represents a best-guess development scenario of the various PAD sub-areas and is intended to depict the major development units that will most likely proceed first. In the event that this anticipated timing is altered, the Developer will coordinate appropriately with the City (at the time of platting or development plan) to insure the provision of needed public improvements.

Figure 38 (p. 93) illustrates the various public improvement projects anticipated in conjunction with this PAD, as well as the various commercial, residential, etc. development sectors within the Project. Table J (p. 91) then provides the aforementioned matrix and links the respective public improvement projects to each particular development block/sector.

A. Public Improvement Projects: Scopes of Work and Completion

Construction of each of the public improvement projects identified in Figure 38 (p. 93), and Table J (p. 91), are triggered by the development of each individual commercial phase, residential sector, etc. as per the matrix below. The Scope of Work and manner of funding for each improvement project is described in the ensuing text.

1. Public Improvement Project #1 (Pima County Flood Control Project)

Construction of central open space corridor, multi-use recreation area, and regional drainage & detention facilities. Construction of all detention facilities, pilot channels, and required culverts, both on-site

Construction Activity or Development Unit:	Triggers.....	Attendant Public Improvement Project(s) To Be Constructed By Developer in Conjunction With Same:
Pima County Flood Control Project	→	Public Improvement Project #1
Issuance of C of O for first 25% of residential units of first Sub-Plat	→	Public Improvement Project #1a
Development Of Commercial Phase I, and/or Sub-Area E	→	Public Improvement Project #2, #4
Development of Residential B-I	→	Public Improvement Project #2, #5
Development of Residential B-II and/or Sub-Area D	→	Public Improvement Project #3
Development of Residential B-III	→	Public Improvement Project #4

Table J:
Public Improvement Phasing

and/or beneath adjacent S. Park Avenue; development of the drainage basins for the PAD property by placement of excess fill material (excavated from the detention basin) over the balance of the site so as to avoid the substantial public expense of physically exporting same from the Site. The normal 35-acre grading limit per LUC will not apply to the PAD project. This work will not be a private project by the Developer, but instead be undertaken and administered by the Pima County Regional Flood Control District (RFCD) as part of a major public flood-control project. The Developer is working jointly with RFCD to ameliorate the historic flooding of the nearby Greater South Park neighborhood. This project will be funded via a joint development agreement between the Developers and RFCD and will proceed under the authority and auspices of RFCD. Required permitting activities will be completed by RFCD in coordination with City of Tucson Development Services Department.

1.a Public Improvement Project #1a

(Recreational Trail Components within Central Park Corridor)

Following construction of the flood-control facilities (Public Improvement Project #1 above), the Developers will proceed, at their expense, with the construction of the associated recreational trail components and the landscaping/irrigation system for this planned multi-use area. In order to juxtapose trail and landscaping construction with normal residential construction practices (and recognizing that residential construction on this PAD site will occur well before commercial construction), the completion of Public Improvement Project 1.a will be tied to residential construction activity. The required trail and landscaping work within the central park corridor (including the El Paso and Southwest Greenway) will be finished no later than the time at which the certificate of occupancy is issued for the first 25% of units platted in the first residential subdivision.

- 2. Public Improvement Project #2**
(Widening of South Park Avenue from 36th Street to Interstate 10)
Construction of a new four-lane street, raised median, curb & gutter, sidewalks, lighting, and dual bike lanes as warranted by project traffic or as determined necessary in coordination with City Department of Transportation. Construction of new traffic signal at the main entrance to commercial center. Extension of all existing adjacent sewer, water, and dry-utility infrastructure (presently within S. Park Avenue right-of-way) as necessary to serve the commercial development.
- 3. Public Improvement Project #3 [Secondary Spine Road from 36th Street to Commercial Spine Road (Public)]**
Construction of a new four-lane street, raised median, curb & gutter, sidewalks, lighting, and dual bike lanes to serve Residential Sector B-II and to provide secondary access to the research park and hotel site (see Appendix D, Figure 5, p. D-4). Construction of a new traffic signal or alternative intersection configuration may be required (e.g. pelican, Florida-T) at the roadway's intersection with 36th street. Extension of all existing adjacent sewer, water, and dry-utility infrastructure as necessary to serve the project. This street improvement project will be funded entirely by the Developer and, upon completion, be dedicated to the City of Tucson.
- 4. Public Improvement Project #4 [Construction of Commercial Spine Road (Public) from Kino Parkway to the Major Commercial Center]**
Construction of full street cross-section as depicted in Appendix D, Figure 3, p. D-3. Construction of intersection improvements and signalization at Kino Parkway as warranted by the traffic study or as determined necessary in coordination with the City Department of Transportation. This improvement may require/feature a roundabout at the point of intersection with the secondary spine road; this aspect of the project will be determined in conjunction with the City at the time of final design. The overall scope of work will include the extension of all existing adjacent sewer, water, and dry-utility infrastructure (presently within 36th Street, Kino Parkway, and/or Campbell Avenue rights-of-way) as necessary to serve the Project. This street improvement project will be funded by the Developer and, upon completion, be dedicated to the City of Tucson.
- 5. Public Improvement Project #5**
(36th Street from Park Avenue to Kino Parkway)
Completion of the balance of a five-lane street cross-section (two travel lanes in each direction, with a continuous center left-turn lane) on 36th Street from Park Avenue to Kino Parkway. Street improvements to include curb & gutter, sidewalks on both sides, lighting, and bike. Extension of all existing adjacent sewer, water, and dry-utility infrastructure (presently within the 36th Street right-of-way) as necessary to serve the PAD site.

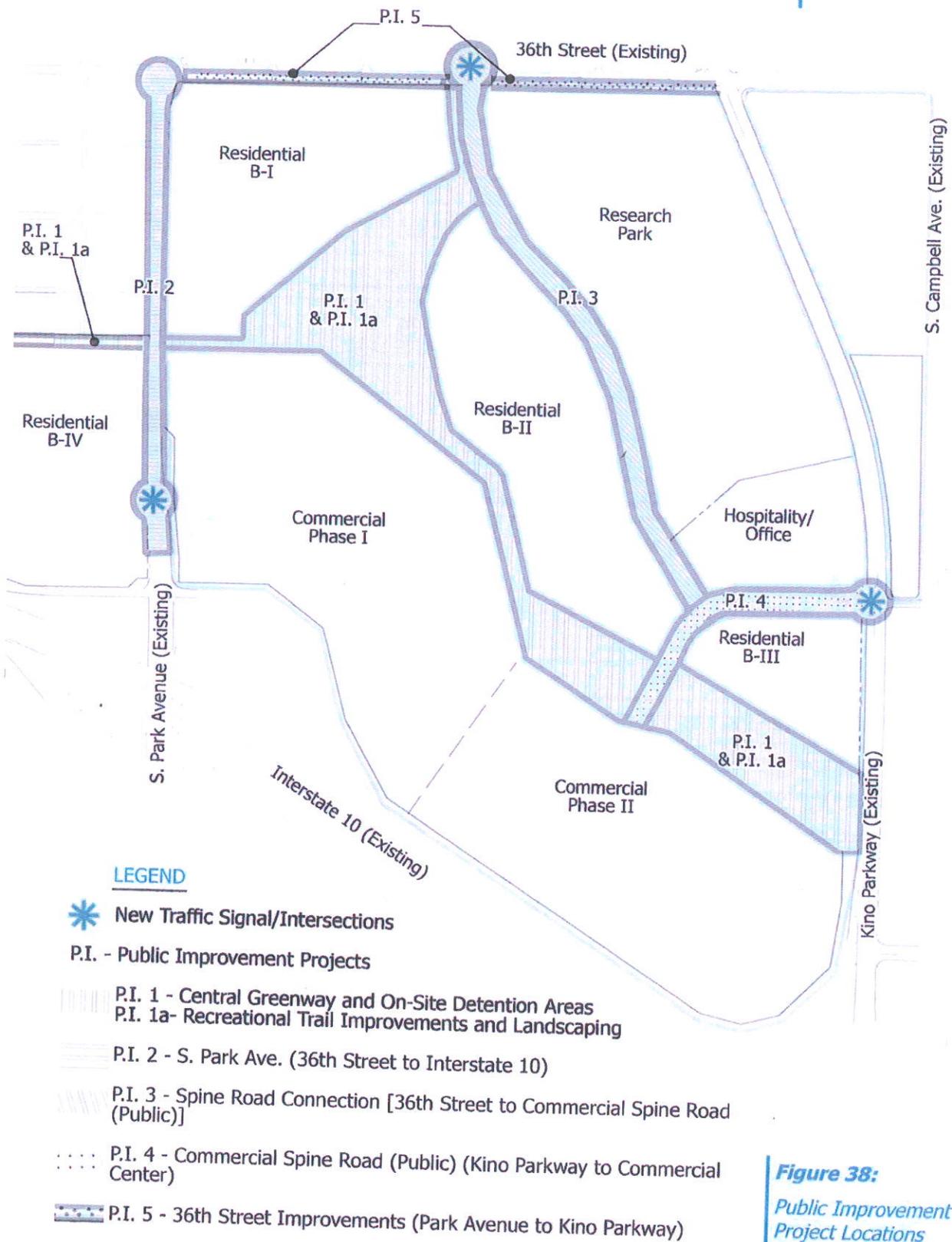


Figure 38:
Public Improvement
Project Locations



July 17, 2008

VIA FACSIMILE (520-615-1069) AND FIRST CLASS MAIL

**CITY OF
TUCSON**

OFFICE OF THE
CITY ATTORNEY

Lane Oden, Esq.
THE LAW FIRM OF HATCHER & ODEN, P.L.C.
6969 East Sunrise Drive, Ste. 102
Tucson, Arizona 85750

Re: The Bridges PAD and Development Agreement

Dear Lane:

I understand that your clients may have some questions relating to the Bridges project, and in particular the interpretation of paragraphs 3.3 and 3.4 of the Development Agreement executed in 2007. I believe that these contractual provisions are very straightforward and require little or no interpretation regarding the timing of the \$2 million contribution to the City. Under paragraph 3.4, the entirety of the contribution is due and payable upon the filing of any development plan or tentative plat for approval. If you have any other understanding of the meaning of these sections, please give me a call to discuss.

I also understand that your clients may be considering certain changes to their development of the project. If this is the case, your clients will need to advise the Department of Urban Planning and Design (DUPD) (the letter can be addressed to Albert Elias, Director) of the proposed changes. This letter will need to describe the proposed changes in sufficient detail to allow DUPD to review the proposal and make determinations as to whether the changes are minor, as defined in Section C.7 of the approved PAD, or whether they are substantial changes requiring consideration and approval by the Mayor and Council, as provided in LUC § 2.6.3.11.

Please don't hesitate to call me regarding any of these issues.

Sincerely,

A handwritten signature in black ink, appearing to read "Mike Rankin".

Mike Rankin
City Attorney

MR:dc

c: Albert Elias, Director, DUPD
Ernie Duarte, Director, Development Services Dept.
Hector Martinez, Development Ombudsman, City Manager's Office

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CITY HALL • 255 W ALAMEDA • P.O. BOX 27210 • TUCSON, AZ 85726-7210
(520) 791-4221 • FAX (520) 623-9803 • TTY (520) 791-2639

www.cityoftucson.org



November 6, 2008



CITY OF
TUCSON

OFFICE OF THE
CITY MANAGER

Mr. Francis Egan
Eastbourne
300 International Drive, Suite 135
Williamsville, New York 14221

Dear Mr. Egan:

Subject: Letter of October 24, 2008 regarding changes to the Bridges Project

City staff has reviewed your letter (attached) requesting assistance that will permit your company to conclude your contract negotiations with Costco Wholesale for an anchor location within the Bridges project.

Your request that the timing of the \$2 million payment contribution as outlined in the Development Agreement be shifted from the time the development plan is submitted to the timing of the issuance of the Certificate of Occupancy to Costco or the first major anchor store to be constructed in the PAD commercial district may be justified given the current economic conditions. The City Attorney has determined that this would require an amendment to the Development Agreement approved by Mayor and Council. On this issue, please work directly with Ward 5 Council Member Steve Leal's office, as he was instrumental in coordinating this matter.

Your request that the Bridges project be relieved of the cost of the widening and improvements to 36th Street is a significant change to the Bridges Planned Area Development (PAD). Your request to revise the phasing and infrastructure triggers for this PAD District would necessitate processing a major amendment to the PAD that requires Mayor and Council approval. Major amendments to a PAD are processed pursuant to LUC sections 5.4.1 and 5.4.3, and are processed like a rezoning request. City staff recommends that any major amendments to the PAD related to triggers for infrastructure improvements be discussed with the other property owners in the Bridges project as well as City staff.

Sincerely,

A handwritten signature in black ink, appearing to read "Mike Hein", with a long horizontal flourish extending to the right.

Mike Hein
City Manager

c: Mike Rankin, City Attorney
✓ Albert Elias, Director, Urban Planning and Design
Ernie Duarte, Director, Development Services
Jim Gloek, Director, Transportation
Hector Martinez, City Manager's Office

Attachment: Eastbourne Letter dated October 24, 2008



EASTBOURNE

October 24, 2008

Mr. Mike Hein
City Manager
City Hall
255 West Alameda Street
Tucson, AZ 85701

Dear Mike,

Thank you for hosting our meeting on October 21st with Mayor Walkup, Council Member Steve Leal, and Mike Rankin. As we explained, we are at a critical juncture with the development of the commercial component of the Bridges project, particularly in the face of an economic downturn. We came to the City of Tucson's leaders requesting some assistance that will permit us to conclude our contract with Costco Wholesale for a 145,000 s.f. anchor location in Tucson.

Currently the Development Agreement with the City requires Tucson Retail to make a \$2.0 million contribution when it submits a development plan. As explained, we cannot pay the contribution under our Development Agreement while still carrying the risk that Costco may not (i) close escrow on the property and (ii) construct their building and open for business. Unfortunately, they will not guarantee either of these events in advance. Therefore, we have asked that the timing of the \$2 million payment be shifted from the time the development plan is submitted to the timing of the issuance of the Certificate of Occupancy to Costco or the first major anchor store to be constructed in the event Costco elects not to go forward with its building.

Additionally, we have requested that the Bridges project be relieved of the cost of the widening and improvements to 36th Street when the time comes for those improvements to be made. Currently the commercial portion of the Bridges is proceeding first, requiring, at a minimum, the construction of the publicly dedicated spine roads, the Kino Blvd. signalization and likely full improvements to Park Ave. The 36th Street improvements are triggered by residential development that will follow in the yet unforeseen future. We are seeking this financial relief in consideration of the sales tax revenue that is projected to well exceed – in the first year of Costco's operation – the cost of the 36th Street improvement work.

October 24, 2008

Page 2

These two accommodations will trigger the conclusion of our Costco contract and mark the beginning of site development submittals. Detailed necessary amendments to the underlying Development Agreement and PAD document will be forthcoming under separate cover to City Attorney Mike Rankin.

Sincerely,

A handwritten signature in black ink, appearing to read 'Francis E. Egan', with a stylized, sweeping flourish at the end.

Francis E. Egan

cc Mayor Walkup
Council Member Steve Leal
Michael G. Rankin, Esq.
William Casale
P. Eric Davis