

PHOENICIAN

PLANNED UNIT DEVELOPMENT

Land Use
and
Development Standards



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Case: Z-83-16-6

Final City Council Approval: _____

Planned Unit Development Disclaimer

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

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Phoenician Residential III LLC,
Phoenician Residential IV LLC,
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PHOENICIAN
Planned Unit Development

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Executive Summary

In June 2015, affiliates of Host Hotels and Resorts, Inc. purchased the Phoenician Resort ("Resort" or "Phoenician") and surrounding property. The *Phoenician Planned Unit Development* ("PUD") will create the regulatory framework necessary to consolidate the myriad of individual zoning cases with stipulations and various use permits and variances governing the use of the Phoenician, and allow the Resort Owner to both utilize existing, undeveloped entitlements and develop under-utilized areas of the approximately three hundred and fifteen (315) acres comprising the Phoenician. (Appendix A, Legal Description; Exhibits 1 and 2)

The Phoenician Resort is governed by four main zoning cases:

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

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

The Resort is currently approved for 321 residential units that are not yet constructed, most of which are located in the area presently being used as a golf course at the northeast corner of the Resort at the base of Camelback Mountain. The Resort Owner is seeking approval for 37 additional single family residential, townhome, condominium, and hotel/casita units in addition to what has already been approved. The Resort Owner intends to reduce the number of holes on the golf course from 27 to 18 to construct the majority of the units described above.

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

The Resort Owner has also completed an expansive traffic study and plans to retain the same access points into and out of the Resort that exist currently. The traffic study's findings indicate that the requested development does not detrimentally affect the levels of service at key intersections. While the additional development will cause an increase in traffic, the development will not increase traffic in the overall vicinity significantly. (See Appendix B, Traffic Impact Study) In addition, there will be only a minor increase in the number of Resort casita units.

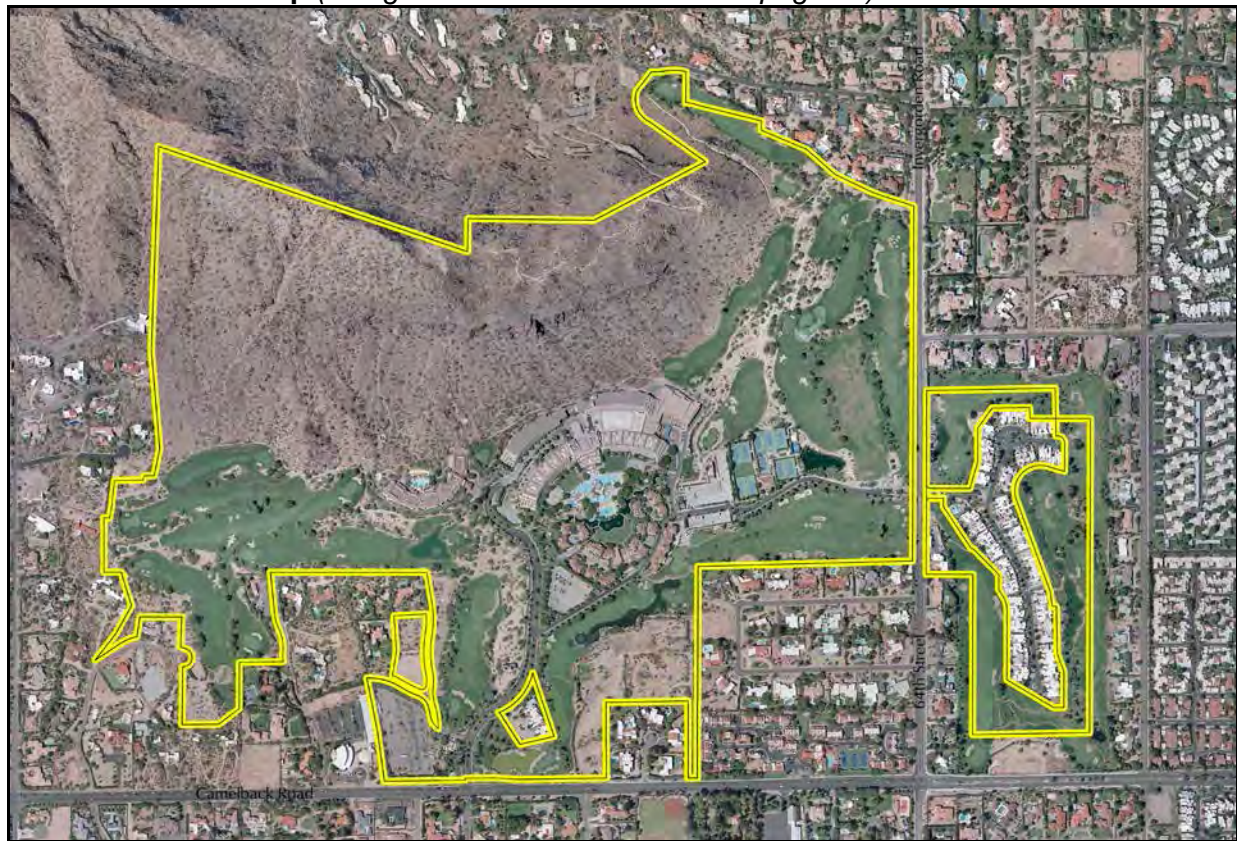
The City of Phoenix ("City") has encouraged the use of a PUD in order to clear up the confusion regarding the various zoning cases, use permits, and variances. A minor general plan amendment is also required, and the Resort Owner will apply for same simultaneously with this

PUD. The PUD will consolidate the series of disjointed regulations and create a cohesive zoning document that will allow the Resort Owner to maximize the use of the Resort as well as protect the surrounding community. This proposed development will preserve and continue the historic quality of the Phoenician.

Exhibit 1: Vicinity Map (a larger version of Exhibit 1 is on page 81)



Exhibit 2: Aerial Map (a larger version of Exhibit 2 is on page 82)



A. Purpose and Intent

Introduction

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

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

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

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

The Resort Owner purchased the Phoenician from Starwood Hotels and Resorts in June 2015 and is committed to enhancing the potential of the Resort, while at the same time maintaining the timeless quality for which the Resort is known and continuing to be a good neighbor to the surrounding area. In summer 2016, the Resort Owner embarked on an expansive renovation of the Resort's guest rooms and this summer will begin renovating the public spaces, including the pool area, lobby, and restaurants.

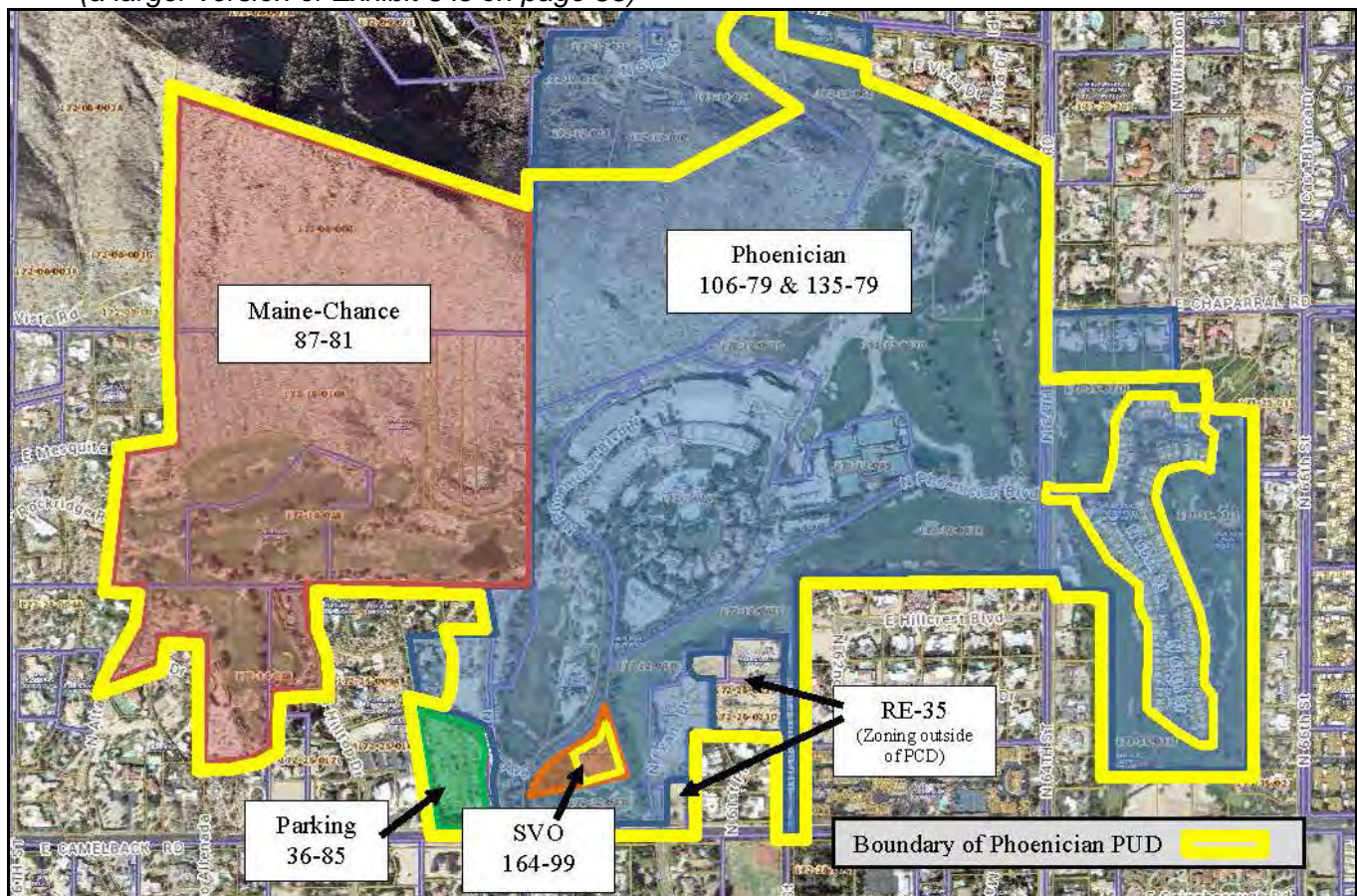
The original development of the Resort and most of the additions required separate zoning cases as well as numerous modifications, amendments, use permits, and variances. As a result, the existing zoning on the Resort is very complicated.

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

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

In addition to these four (4) distinct cases, the Resort also includes a few parcels that were acquired separately and not subject to a specific zoning case. The boundary of this PUD is indicated in yellow along with shaded boundaries of the referenced cases in Exhibit 3.

Exhibit 3: Zoning Case Reference Map
(a larger version of Exhibit 3 is on page 83)



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

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

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

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

Project Overview and PUD Goals

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

The primary goals of the PUD are to:

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

Benefits of PUD Zoning

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

- Consolidating outdated zoning (such as PCD) and multiple zoning cases into one document;
- Providing restrictions and benefits to adjacent neighborhoods and clarifying neighborhood protections;
- Providing flexibility and exactness where needed and appropriate for a complex property encompassing 315 acres;
- Restricting the uses allowed on the Resort;
- Comprehensively addressing the needs for a site with multiple uses across a large geographical area;
- Defining placement of, and maximum allowances for, proposed residential development;
- Establishing standards for the 321 previously approved units, as well as the new 37 proposed additional units;
- Setting appropriate standards for the new development that functions seamlessly with the Resort;
- Establishing a long-term comprehensive master plan for the Resort;
- Addressing any parking, traffic, and temporary use concerns;
- Clarifying hillside ordinance applicability;
- Clarifying location and setbacks of Resort-related events;
- Providing for more involvement of the ACMNA; and
- Reaffirming the commitment to preserve Camelback Mountain.

Zoning Ordinance Applicability

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

Regulatory Provisions

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

The PUD is a stand-alone document comprised of project specific zoning regulations, including permitted uses, conditions and limitations, neighborhood protections, development standards, building heights, landscaping, access, and signage. Zoning provisions not specifically regulated by the PUD are governed by the Zoning Ordinance of the City of Phoenix, Arizona. In the event of a conflict between a provision of the PUD

and a provision of the Zoning Ordinance of the City of Phoenix, the PUD standards prevail. The PUD does not modify other City Code provisions or requirements.

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

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

Amendments

Amendments to the Phoenician PUD shall be regulated by Section 671.E of the City of Phoenix Zoning Ordinance.

To ensure that the surrounding neighborhoods are aware of any minor amendments to this PUD, the following enhanced notification procedure is required:

Prior to the submittal of any minor amendments to the PUD, except for density transfers permitted and processed in accordance within Section G of this PUD, the applicant shall provide notice to all associations registered with the City of Phoenix located within ½ mile of the boundaries of the PUD. In all cases, the notification shall be provided to the Arcadia Camelback Mountain Neighborhood Association (ACMNA). Said notices shall be provided by certified letter with return receipt sent not less than fourteen (14) calendar days prior to the minor amendment submittal and an affidavit of notice shall be included with the submittal to the City of Phoenix.

The above notice procedure shall be included as a stipulation of approval for this PUD and shall not be allowed to be modified except by way of a major amendment.

B. Proposed Development Vision

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

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

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

PUD Conceptual Site Plan

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

PUD Uses

The PUD is home to the world-class Phoenician Resort which is and will remain the primary use within the PUD. A comprehensive list of uses for the Resort has been developed and includes permitted uses, and permitted uses subject to certain conditions and limitations gleaned from the City of Phoenix's Zoning Ordinance's list of uses. (See Table 4) This list incorporates uses appropriate for and customary with a resort hotel and residential developments.

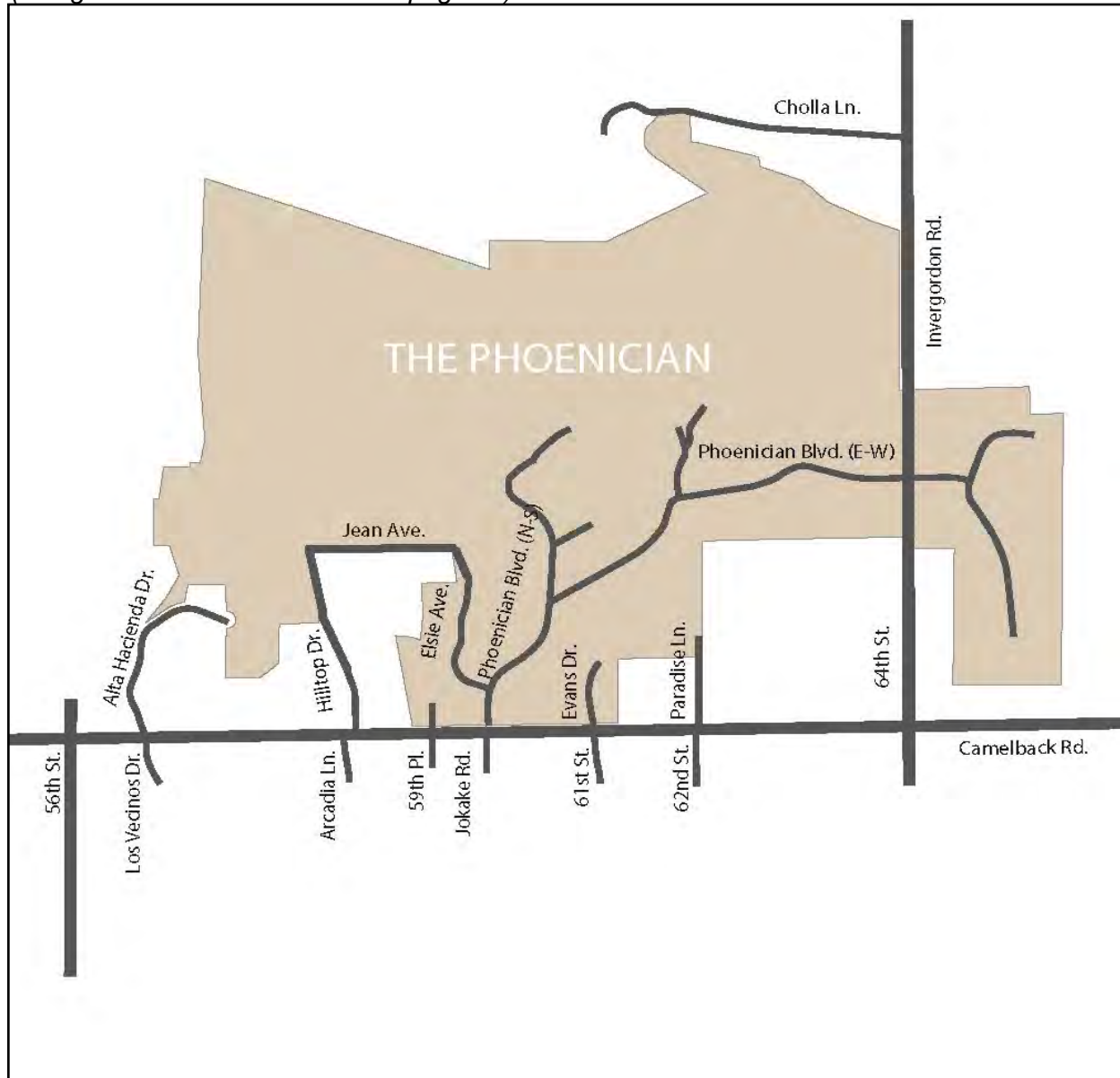
PUD Access

Access to the Resort will continue to be by way of Camelback Road and 64th Street/Invergordon Road, both of which are listed as arterial roadways on the City's Street Classification Map. The existing main entrances located at the intersection of Camelback Road with Jokake Road along with the intersection of Phoenician Boulevard and 64th Street/Invergordon Road continuing to serve as main access points. (See Exhibit 4)

¹The single variation to this commitment is the single-family lot designated as Area K1 in the conceptual site plan (Exhibit 11). K1 is currently part of the golf course at the northeast corner of the Resort, and is currently above 1,420 feet in elevation. Consistent with the approval of the original zoning which allowed for single-family homes in the area, if this PUD is approved, a residence constructed on K1 would exceed 1,420 feet in elevation similar to adjacent homes outside of the PUD boundaries.

Elsie Avenue, Jean Avenue, and Hilltop Drive are to remain exclusively residential private streets serving the existing homes as well as three of the new single family areas (Development Areas K2, K6, and K7). Elsie Avenue shall provide access to Development Areas H1-H4 at the existing driveway located approximately 120 feet west of Phoenician Boulevard, and to the golf course for maintenance purposes. Alta Hacienda Drive shall serve the existing homes as well as proposed single family areas (Development Areas K3, K4, and K5, and L). Cholla Lane shall serve the last proposed single family area (Development Area K1). The Resort currently has access to the golf course at the end of Alta Hacienda Drive, which access shall be retained. (See Exhibit 4 below)

Exhibit 4: Access/Roadway Map
(a larger version of Exhibit 4 is on page 84)



Access/Roadway Map

C. Site Location and Conditions

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

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

Exhibit 2: Context Aerial Map

(a larger version of Exhibit 2 is on page 83)



D. Plan Conformance

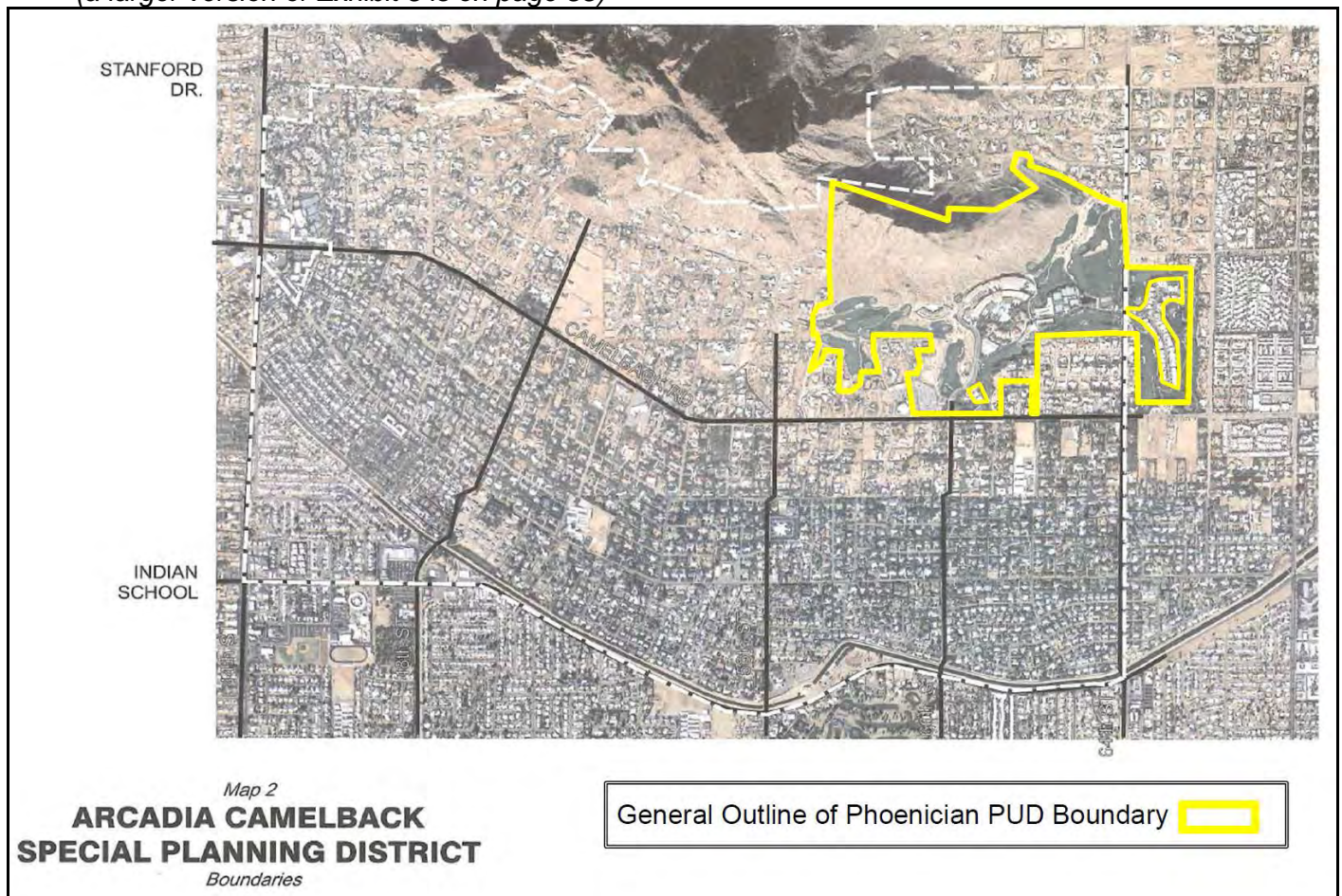
Arcadia Camelback Special Planning District

Adopted June 16, 1999, the Arcadia Camelback Special Planning District Plan ("Plan") is a policy document for the purpose of providing a consistent and ongoing planning program within the Camelback East Village. The Plan was adopted subsequent to the original zoning approvals; therefore, the Plan addresses the development of the Resort as an existing condition.

The portion of the Resort west of 64th Street/Invergordon Road sits within the eastern boundary of the Plan, while the portion of the Resort east of 64th Street/Invergordon Road is located outside the Plan. The boundary of the Plan is depicted as a white dashed line on Exhibit 5. According to the Plan, the overall goal is to "provide policies and preventive measures to sustain the residential character of the area."

Exhibit 5: Arcadia Camelback Special Planning District Boundaries

(a larger version of Exhibit 5 is on page 85)

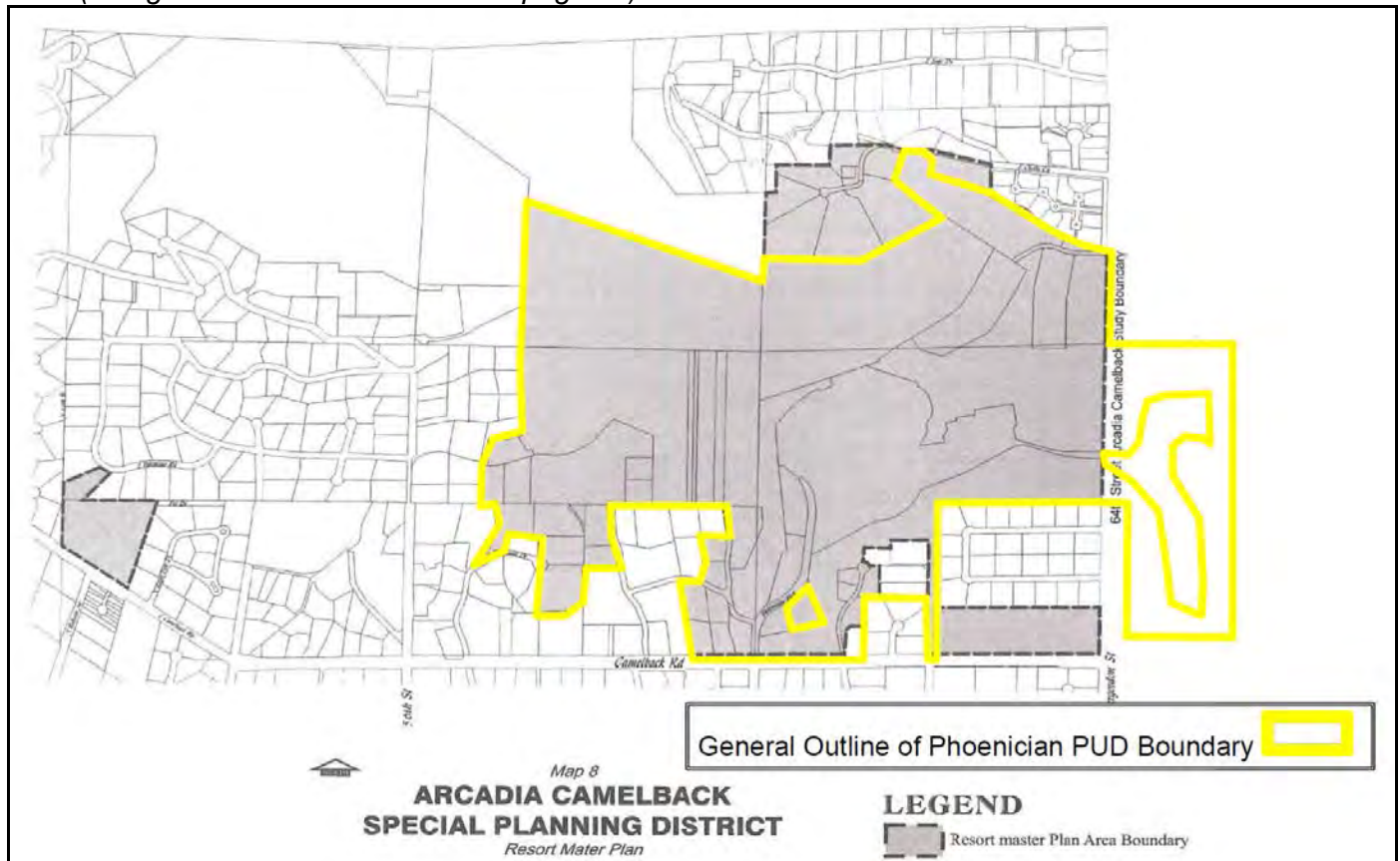


There are three major areas of the Plan, one of which includes acknowledgment of existing Resort Uses in the Plan area, which includes both the Phoenician and the Royal Palms Resort to the west along Camelback Road. The Plan's Resort Master Plan Map, included as Exhibit 6, defines the boundaries of the Resort areas.

The Plan states that “The Phoenician has become a major multi-use destination type facility offering tennis, swimming, spas, and golfing on a 27-hole course.” It goes on to state that “Physically the Phoenician integrates well with the community through setbacks, landscaped buffering and control of access at its perimeter.” Within this PUD, the Resort will continue to integrate with the surrounding properties through appropriate setbacks and development standards, enhanced landscape buffers, and limitations on access.

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

Exhibit 6: Arcadia Camelback Special Planning District Resort Master Plan Map
(a larger version of Exhibit 6 is on page 86)



Compliance with Arcadia Camelback Special Planning District Resort Policies:

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

RESPONSE: The majority of the proposed development is within the designated resort boundary of the Plan. As stated previously, the area of the Resort on the east side of 64th St./Invergordon Road is outside the Plan boundary. There are approximately 5 acres of land within the proposed PUD outside of the resort designation; however, these lands will be utilized as residential (Area F) and not as resort land uses.

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

RESPONSE: *There are currently maintenance and landscape yards located within the Resort. However, the maintenance yard on the east side of 64th St./Invergordon Road is not located within the Plan's boundary. The landscape yard is proposed to be removed and replaced with a single family custom home site. There are development standards and use language within this PUD requiring all uses within a maintenance facility be screened from view.*

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

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

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

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

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

RESPONSE: *This proposed PUD will follow the required public hearing process and the Development Team is conducting substantial neighborhood outreach in addition to what is required by the City. In addition, prior to the consideration by the City of any "minor amendments" to the PUD, the applicant will be required to provide notice to the ACMNA as well as other associations registered with the City so that they may consult with their members along with neighbors of the Resort to provide input to the City regarding said amendments.*

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

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

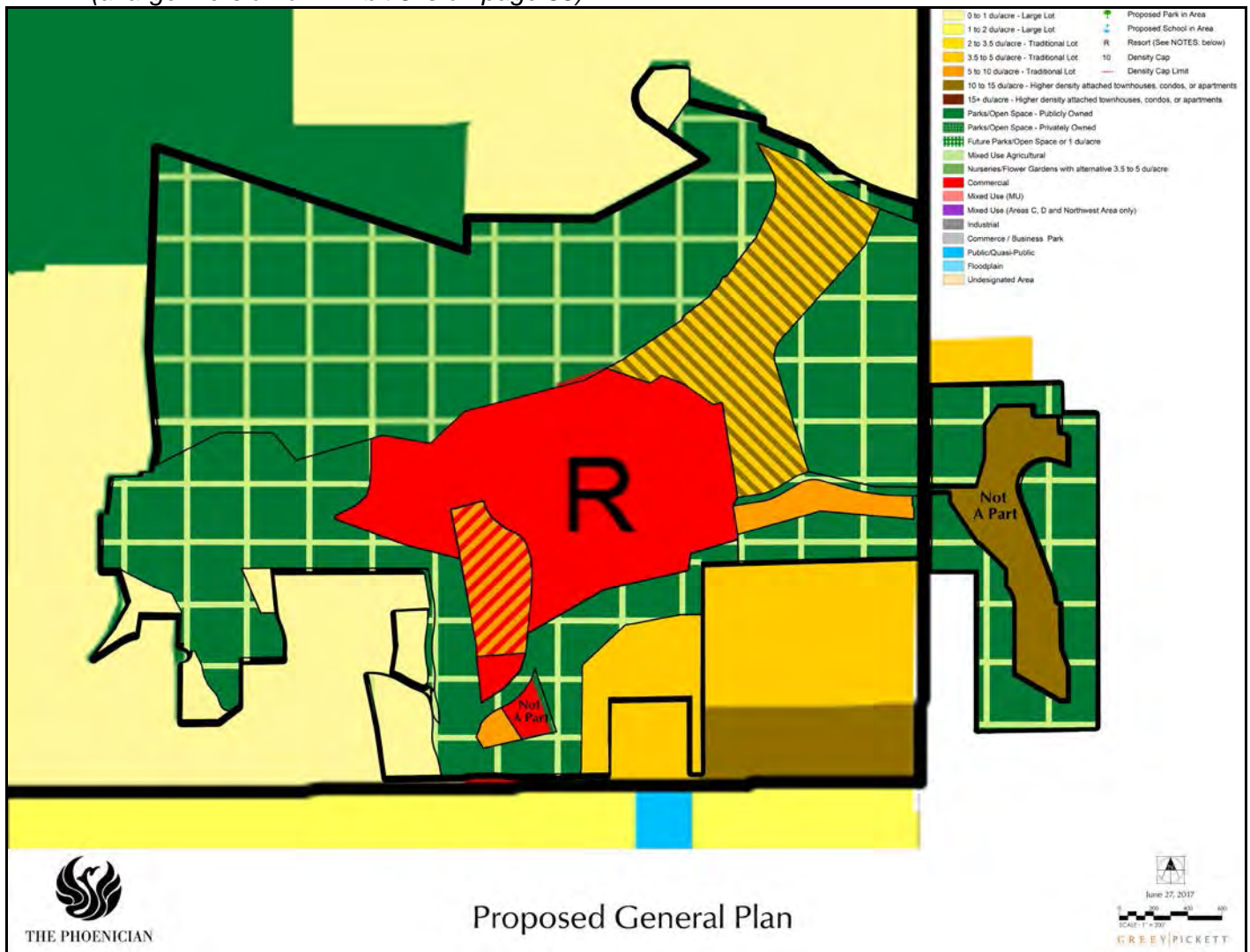
- RESPONSE:** Perimeter fencing will not change. The amount and quality of buffer landscaping should be acceptable to our neighbors.

As described in greater detail below, this PUD complies with the 2015 General Plan's Vision, Community Benefits, and 5 Core Values. The overall Phoenician property falls under a mix of Land Use Categories, mainly Resort Commercial and Parks/Open Space – Privately Owned, including residential designations of 0-1 du/ac- Large Lot, 3.5 to 5 du/ac Traditional Lot, and 5 to 10 du/ac Traditional Lot. However, these current Land Use categories do not exactly match the existing zoning on the property.

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

Exhibit 8: Proposed General Plan Land Use Map

(a larger version of Exhibit 8 is on page 88)



Compliance with General Plan Specific Core Values & Adopted Land Use Policies:

CORE VALUE - CONNECT PEOPLE AND PLACES

PARKS

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

Goal:

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

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

CORE VALUE – STRENGTHEN OUR LOCAL ECONOMY

TOURISM FACILITIES

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

Goal:

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

Land Use and Design Principles:

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

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

CORE VALUE – CELEBRATE OUR DIVERSE COMMUNITIES & NEIGHBORHOODS

CERTAINTY & CHARACTER

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

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

Goal:

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

Land Use & Design Principles:

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

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

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

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

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

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

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

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

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

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

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

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

DIVERSE NEIGHBORHOODS

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

Goal:

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

Land Use & Design Principles:

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

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

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

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

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

CORE VALUE – BUILD THE SUSTAINABLE DESERT CITY

DESERT LANDSCAPE

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

Goal:

“Protect and celebrate our unique desert landscape.”

Land Use & Design Principles:

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

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

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

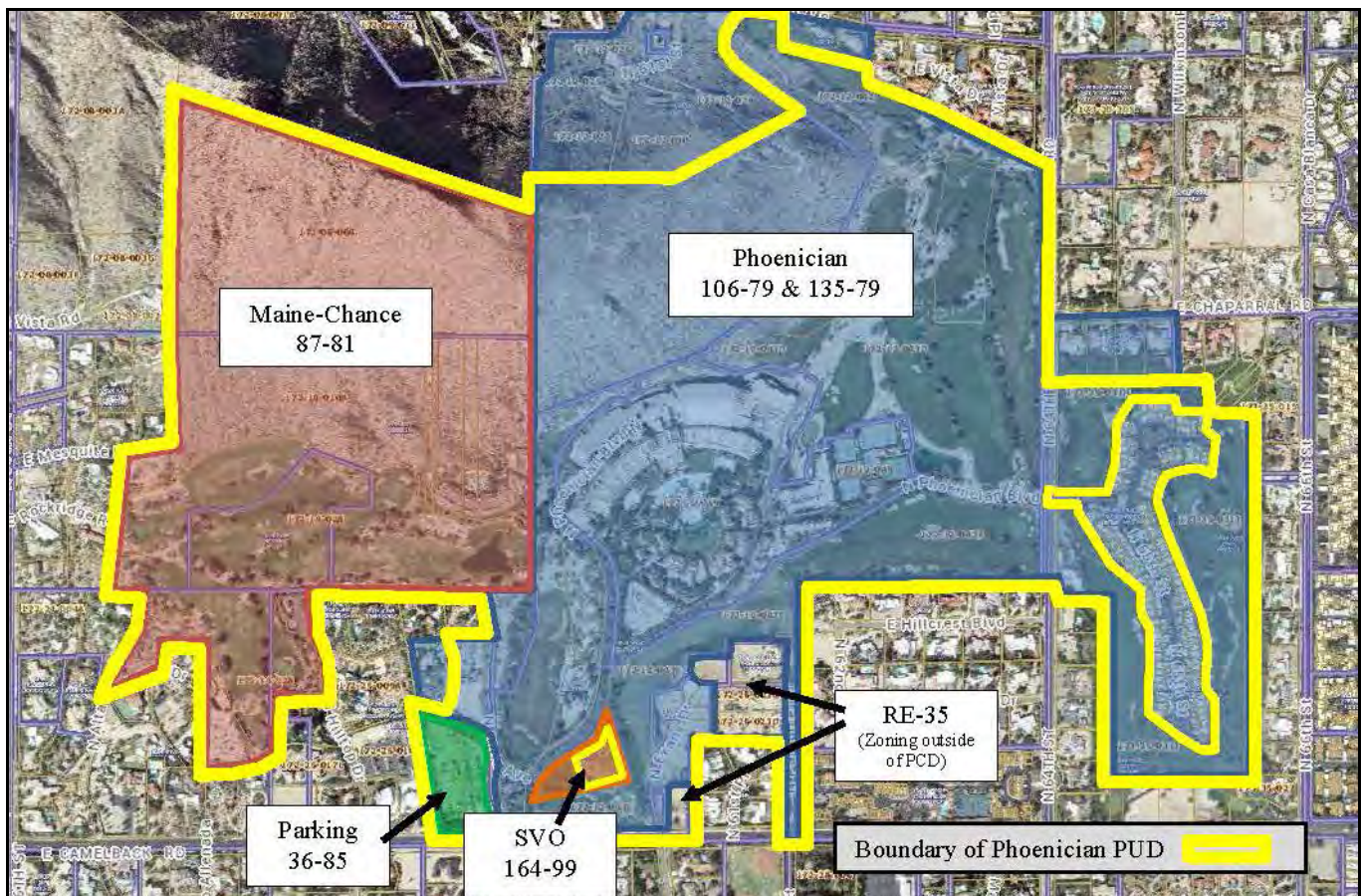
E. Zoning and Land Use Compatibility

Site Zoning

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

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

Exhibit 3: Zoning Case Reference Map
(a larger version of Exhibit 3 is on page 83)

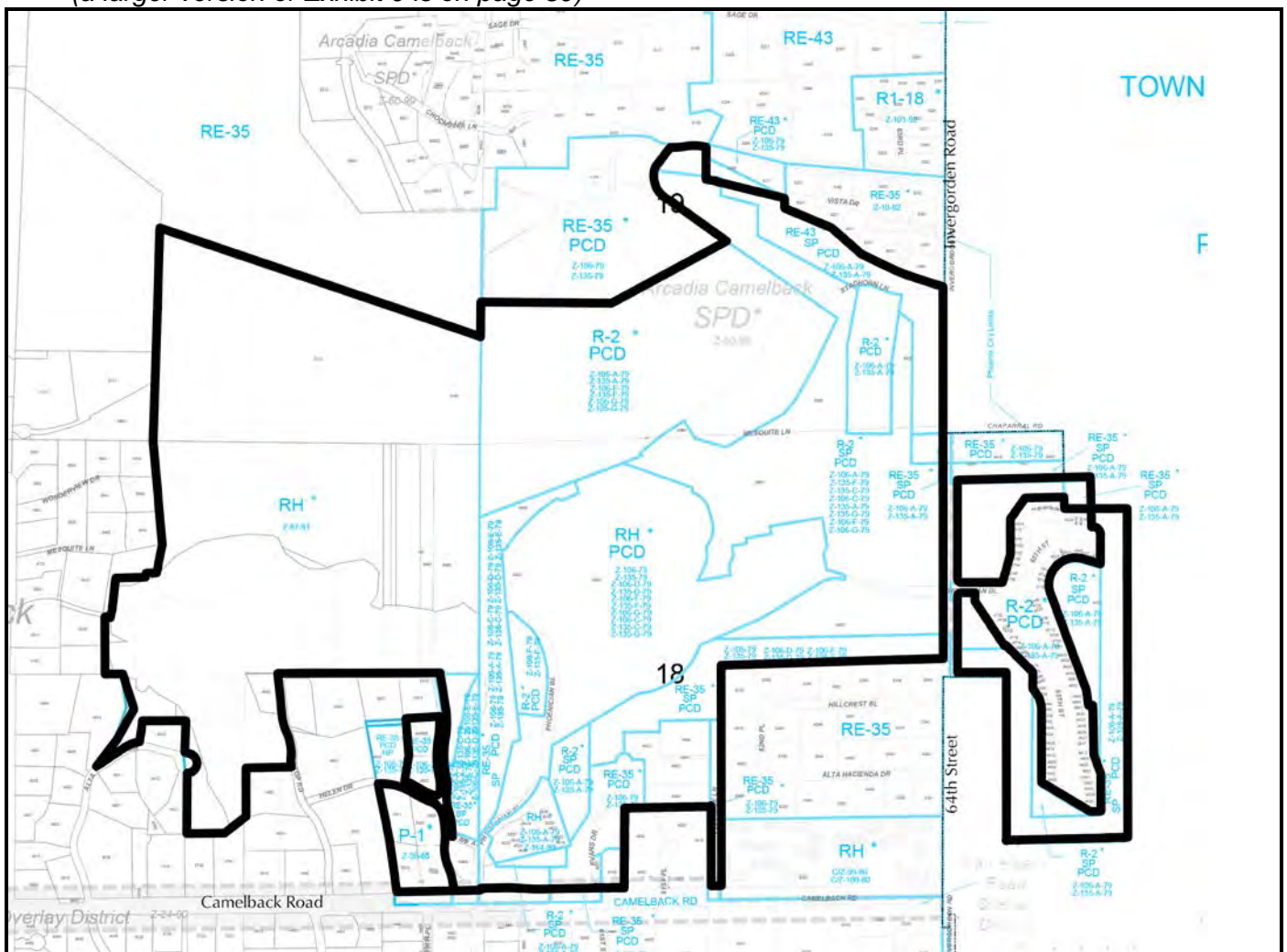


In addition to the above main zoning cases, there are 6 separate parcels zoned RE-35 and totaling approximately 5 acres, which have been acquired by the Resort Owner and included within this PUD.

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

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

Exhibit 9: Current Zoning Map
(a larger version of Exhibit 9 is on page 89)



care was taken to incorporate existing zoning conditions, where still applicable, as well as the neighborhood protections.

Existing Land Uses

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

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

Table 1: Approved but not yet Constructed Units.

Jokake Resort/Phoenician Zoning			
Unit Type	Approved Units	Constructed	Not Yet Constructed
“Hotel Rooms and Casitas”	591	583	8
“Single Family Homes”	27	12*	15
“Townhomes – West of 64 th ”	240	0	240
“Townhomes – East of 64 th ”	102	93*	9
Maine-Chance Zoning			
Unit Type	Approved Units	Constructed	Not Yet Constructed
“Guest Rooms and Dwellings”	100	62	38
Starwood Vacation Ownership (SVO) Zoning			
Unit Type	Approved Units	Constructed	Not Yet Constructed
“Units”	12	7*	5
Outside of PCD - RE-35 Zoned Parcels			
Unit Type	Allowed Units	Constructed	Not Yet Constructed
RE-35 Single Family – 5.06ac	6	0	6
Totals	1,078	757	321

* Constructed (or entitled) units on property outside of the boundaries of this PUD.

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

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

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

Existing Character

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

Originally zoned in 1979, with the golf course opening not much later, by the time the main hotel building and casita buildings were completed in 1988, the Phoenician Resort continued to set the stage for the east Camelback Road corridor character which began

with its resort predecessors. While predominantly residential in nature, the surrounding area is anchored by the Phoenician and its neighboring resort, the Royal Palms. As stated in the City's 1999 Arcadia Camelback Special Planning District, "Physically the Phoenician integrates well into the community..." and the Phoenician and the Royal Palms Resort are "compatible land uses within the overall residential character of this community."

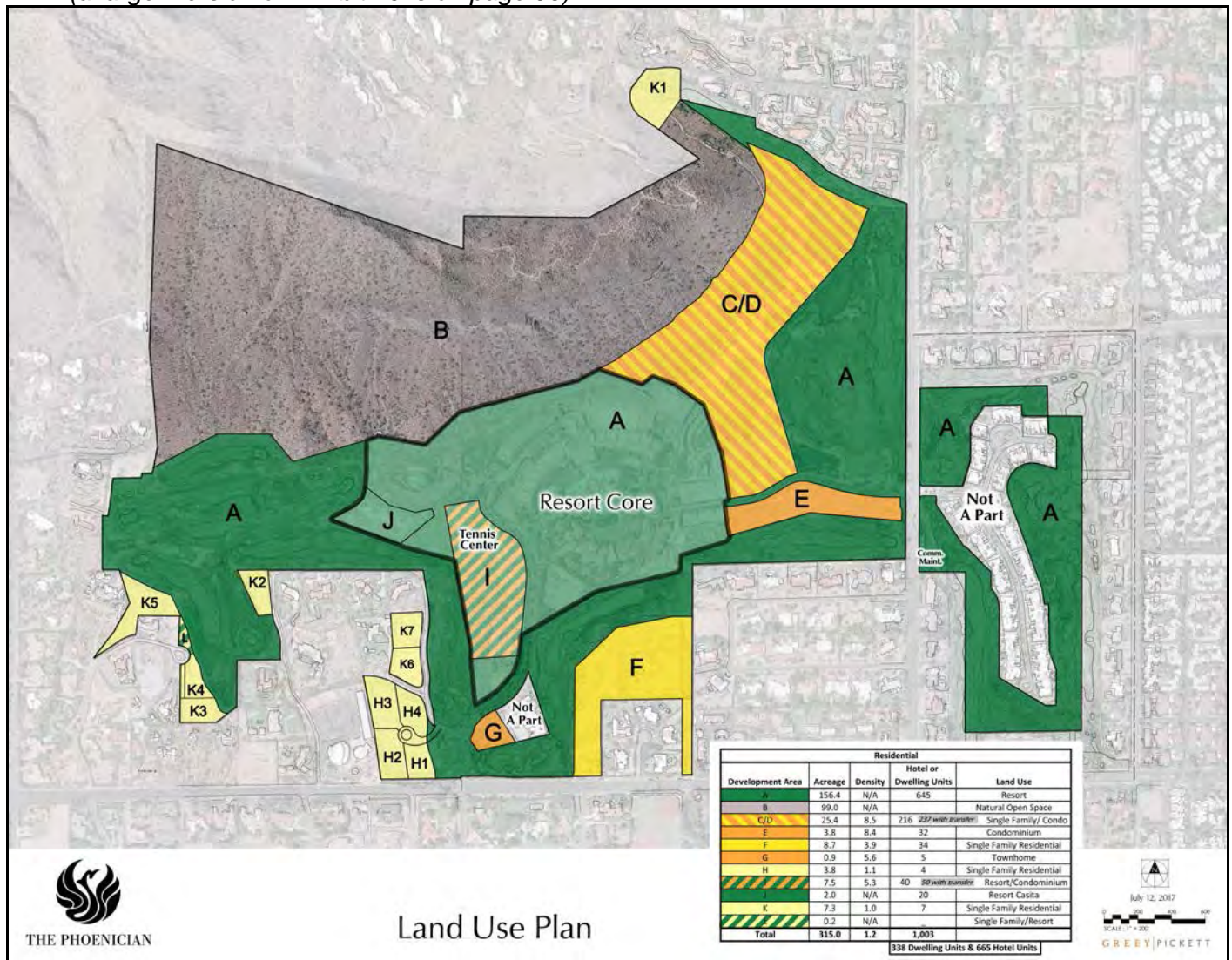
F. Proposed Land Uses and Land Use Plan

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

Legal Descriptions for each of the Development Areas are included in Appendix B of the PUD

Exhibit 10: PUD Land Use Plan

(a larger version of Exhibit 10 is on page 90)



Each land use category is generally described immediately below. For a detailed list of allowed uses in each land use category, see Table 4.

Resort

Development Areas A, I, J, and L

The Resort Land Use category is intended to allow for a mix of land uses that support the continued operations of a resort hotel such as the Phoenician. Primary uses include hotel rooms and casitas with accessory uses including those that offer up complementary activities for resort guests, such as golf, tennis, swimming, retail, restaurants, banquet and conference facilities, as well as outdoor recreation and activity space.

In order to limit the more intense uses to the center of the property, thereby preserving the perimeter of the Resort for the golf course and other recreation/open space uses, the Resort Land Use Category has been divided into two separate subcategories: Resort Core and Resort Periphery.

Resort Core Subcategory

The Resort Core subcategory is located in the center of the property, buffered from the PUD boundary, and is expected to contain the bulk of the operations and uses of a resort hotel. (See Exhibit 10 for a detail of the Resort Core boundaries and the legal description included in Appendix B.)

Pursuant to the Permitted Use List (Table 4), the more intense uses and activities are only allowed in the Resort Core. These activities and events, include guest rooms, conference facilities, restaurants and retail, as well as outdoor dining, music, and entertainment,

Within the Resort Core, Development Area A shall be limited to the existing 645 total hotel rooms/casitas unless a dwelling unit from another Development Area is converted and transferred pursuant to the process and restrictions within Section G of this PUD. There shall be no hotel rooms/casitas allowed on Development Area A outside of the Resort Core.

Area I, located within the Resort Core subcategory includes the athletic center and is shown as a mixed use area which will allow for Resort land uses as well as potential for condominiums or additional hotel rooms/casitas in the future.

Area J, also located within the Resort Core is planned for 20 hotel/casita uses and other allowed accessory Resort uses,

Resort Periphery Subcategory

The Resort Periphery includes the areas of the Resort Land Use located outside of the Resort Core and is limited to uses that support the low intensity uses of the land and reduced impact on adjacent properties, both inside and outside the PUD. Pursuant to the Permitted Use List (Table 4), certain uses and activities are permitted in this Land Use outside of the Resort Core. These activities and events are generally limited to open space, golf, and outdoor recreation.

Area L, is currently planned to remain as part of the golf course, but may be combined with and used as a part of an adjacent residential parcel. If Area L is

combined with an adjacent residential parcel, the development standards for Area L will be that of the parcel to which it is combined.

The location depicted on the Land Use Plan for the Community Maintenance Yard identifies the area of the existing golf course maintenance facility, which is expected to continue to remain in its present location. The Resort Owner is proposing to potentially relocate the landscape maintenance facility, located currently on Development Area K2, to the Community Maintenance Yard identified on the Land Use Plan.

Custom Single Family Residential

Development Areas H, K, and L

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

Area L is currently planned to remain as part of the golf course, but it may be combined with and used as a part of an adjacent residential parcel; however, it cannot stand on its own as a residential parcel. If Area L is combined with an adjacent residential parcel, the development standards for Area L will be that of the parcel to which it is combined.

Single Family Residential

Development Areas C/D and F

The Single Family Residential land use category is intended for predominantly low density single family detached residential development; however, ancillary support uses customary with a residential development are also permitted. Residential densities between 3 to 5 dwelling units per acre are typical of this category. Development standards are specific to each Development Area, as detailed in Section G.

Area C/D may be developed with either Single-Family or Condominium/Townhome Residential, subject to the applicable development standards for this Area.

Condominium/Townhome Residential

Development Areas C/D, E, G, and I

The Condominium/Townhome Residential land use category is intended for higher density residential development that will include forms of attached and detached homes. Ancillary uses are allowed in support of the residential uses. Densities will range from 5 to 20 dwelling units per acre depending on the product type and development standards for the specific Development Area as detailed in Section G.

Area C/D may be developed with either Single-Family or Condominium/Townhome Residential, subject to the development standards for this Area.

Area I includes the athletic center and is shown as a mixed use area which will allow for Resort uses as well as the potential for Condominiums in the future.

Natural Open Space

Development Area B

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

Exhibit 11: Resort Core Map
(a larger version of Exhibit 11 is on page 91)

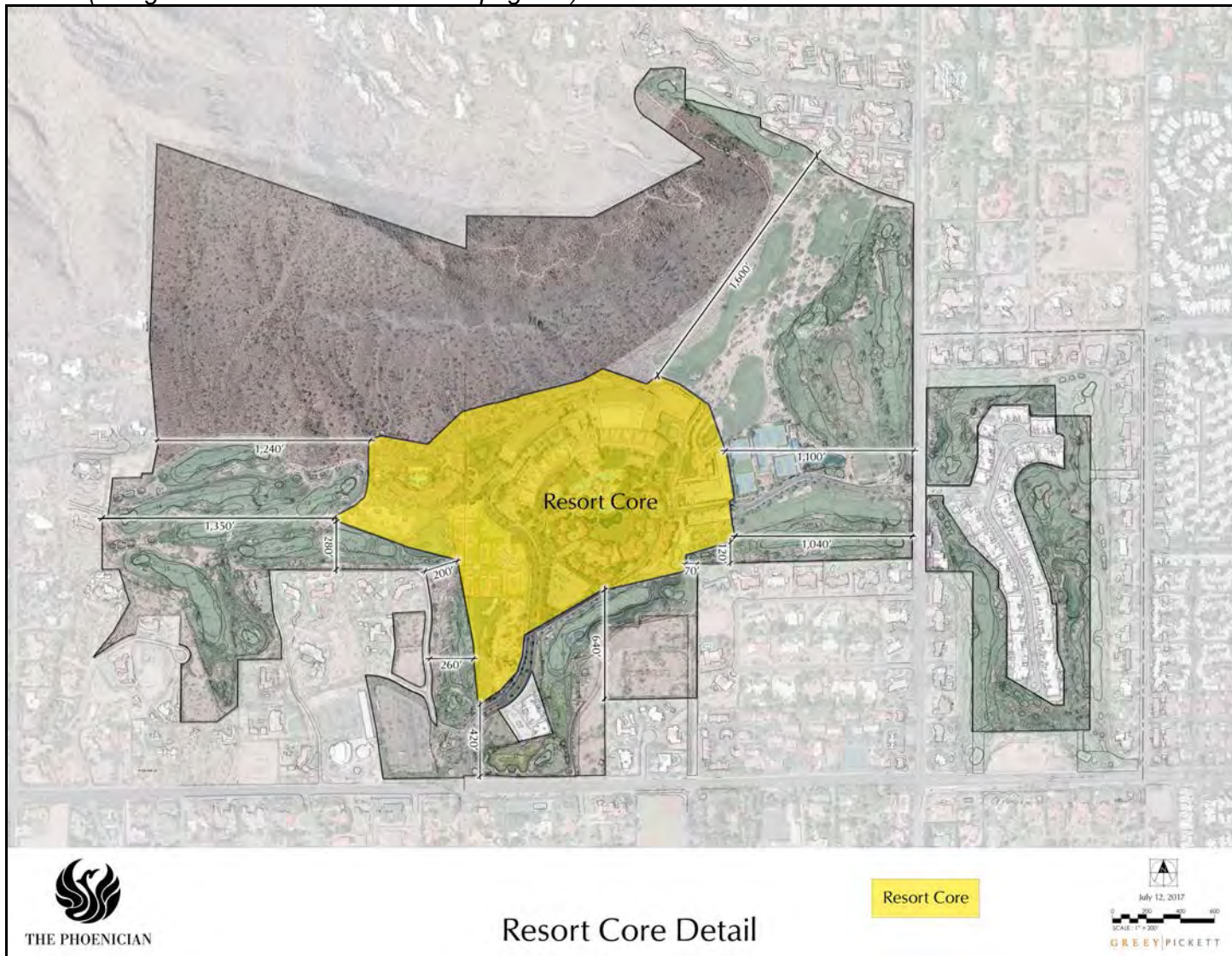


Table 3: Resort Core Boundary Location Table

Direction	Dimension to Property Line
West	1,240' from the northeast corner of the core 1,350' from westernmost point of the core 200' and 260' from west side of the core along Elsie Avenue
South	280' from westernmost point of the core 420' from southernmost point of the core 640' from center of the core on the south side 120' from southeast corner of the core
East	1,040' from the southeast corner of the core 1,100' from the center of the core of the east side
Northeast	1,600' from the northeast corner of the core

Proposed Land Uses

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

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

1. Permitted Principal Uses

Uses specifically permitted as set forth in Table 4.

2. Permitted Uses Subject to Conditions/Limitations Standards

Uses specifically permitted subject to conditions/limitations as set forth in Table 4. Performance Standards are specific for each individual use as defined. Some uses subject to conditions/limitations may also require a Use Permit which is processed in accordance with the provisions of the City of Phoenix Zoning Ordinance.

3. Temporary uses not specifically listed on Table 4 shall be permitted pursuant to the City of Phoenix Zoning Ordinance's regulations and standards for temporary uses.
4. Promotional events shall be permitted pursuant to the City of Phoenix Administrative Temporary Use Permit regulations and standards for promotional events.
5. Uses not listed may be allowed following a determination that the use is analogous to one allowed, pursuant to the City of Phoenix interpretation process.

Table 4: Permitted Use List

	Resort Core	Resort Periphery (outside the core)	Custom Single Family Residential*	Single Family Residential*	Condominium & Townhome Residential*	Natural Open Space
Residential Primary Uses						
Townhomes/Condominiums					x	
Single family attached				x		
Single family detached			x	x		
Churches/Places of Worship (pursuant to the restrictions of Section 608.E.1 of the Phoenix Zoning Ordinance; however, Pocket Shelters shall not be permitted)	x		x	x	x	
Residential Accessory						
Facilities and storage incidental to a residential construction project			x	x	x	
Guesthouses			x			
HOA/community clubhouse, fitness center, and administrative offices				x	x	
Home occupations (pursuant to Section 608.E.3 of the Phoenix Zoning Ordinance)			x	x	x	
Model home(s) and subdivision sales office including modular buildings			x	x	x	
Private/HOA parks and Open Space (Active, Common, Passive and/or Usable as defined in Section 202 of the Phoenix Zoning Ordinance)				x	x	
Private/HOA swimming pools			x	x	x	
Private/HOA tennis or basketball courts (or similar)			x	x	x	
Commercial Primary Uses						
Conference rooms, ballrooms, exhibit halls, banquet facilities or similar	x					
Golf course, public or private (no golf course tees shall be closer than 25 feet from PUD property line)	x	x				

	Resort Core	Resort Periphery (outside the core)	Custom Single Family Residential*	Single Family Residential*	Condominium & Townhome Residential*	Natural Open Space
Hotels with guest rooms, villas, and casita buildings (No hotels shall be allowed east of 64 th Street/Invergordon Road)	x					
Commercial Accessory Uses						
Administrative offices	x					
Automatic Teller Machine (ATM), indoor	x					
Automobile rental	x					
Barber and beauty salons	x					
Bars and restaurants, including live music or entertainment and patron dancing	x					
Business Center	x					
Day Spa including tanning and massage therapy performed by a licensed massage therapist	x					
Dependent care facility (childcare), including daycamps	x					
Facilities and storage incidental to a commercial construction project	x	x				
Family game center	x					
Fitness center	x					
Golf clubhouse facilities which may include but not be limited to a pro shop and administrative offices as well as restroom facilities on the golf course (No clubhouses shall be allowed east of 64 th Street/Invergordon Road)	x	x				
Golf driving ranges (any lighting within 100 feet of the PUD boundary shall require a Use Permit)	x	x				
Health/fitness center with a steam bath or sauna	x					
Hiking and nature trails with other passive recreation	x	x				x
Laundry or dry cleaning, self-service and full service	x					
Miniature golf	x	x				

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

	Resort Core	Resort Periphery (outside the core)	Custom Single Family Residential*	Single Family Residential*	Condominium & Townhome Residential*	Natural Open Space
Wireless communication facilities including temporary cell towers subject to the granting of a Use Permit in accordance with the provisions of the City of Phoenix	x	x				
Commercial Accessory Uses -- Subject to a Use Permit --						
Helistop for temporary helicopter landings	x	x				
Lighting for a golf driving range or sport courts if located within 100 feet of the PUD property line	x	x				

* Until a primary residential use has been established (through approval of a site plan or final subdivision plat), property designated with a land use of Custom Single Family, Single Family, Condominium, and/or Townhome can be utilized for any primary or accessory use permitted in the Resort Land Use category, such as continuation of the golf course, but not any use listed only in the Resort Core subcategory.

Table 5: Zoning Comparison Table

Development Area	Acreage	Existing Zoning	Existing Uses	Existing and Permitted Dwelling Unit Density (*)	Proposed Uses	Proposed Dwelling Unit Density
A	156.5	RH and RH PCD (Resort Hotel), R-2 PCD (Multi-Family Residential), RE-35, RE-35 PCD and RE-43 PCD (Single Family Residential), and R-2 PCD SP, RE-35 PCD SP, and RE-43 PCD SP (Single Family and Multi-Family with Special Permit).	Resort/ Golf Course	Jokake Resort/ Phoenician Zoning (106-79 & 135-79) and Maine-Chance Zoning (87-81)	Resort/ Golf Course	Zero Continued use as a resort including only hotel rooms and casitas with no dwelling units Currently there are 645 Hotel Units (hotel rooms and/or casitas)
B	99.0	R-2 PCD (Multi-Family residential) and R-2 PCD SP (Multi-Family with Special Permit).	Mountainside/ Open Space	Jokake Resort/ Phoenician Zoning (106-79 & 135-79) and Maine-Chance Zoning (87-81)	Mountainside/ Open Space	Zero All available development density transferred to other Areas
C/D	25.5	RH PCD (Resort Hotel), R-2 PCD (Multi-Family residential) and R-2 PCD SP (Multi-Family with Special Permit).	Resort/Golf Course and Tennis Center	Jokake Resort/ Phoenician Zoning (106-79 & 135-79)	Single-Family Residential and/or Condominiums	216 units proposed 8.5 units per acre
E	3.8	RH PCD (Resort Hotel), R-2 PCD SP (Multi-Family with Special Permit).	Resort/Golf Course	Jokake Resort/ Phoenician Zoning (106-79 & 135-79)	Condominiums	32 units proposed 8.4 units per acre
F	8.7	RE-35 and RE-35 PCD (Single Family Residential)	Vacant Single Family Residential Parcels	Jokake Resort/ Phoenician Zoning (106-79 & 135-79) and RE-35 zoned parcels	Single-Family Residential	34 units proposed 3.9 units per acre

Development Area	Acreage	Existing Zoning	Existing Uses	Existing and Permitted Dwelling Unit Density (*)	Proposed Uses	Proposed Dwelling Unit Density
G	0.9	RH (Resort Hotel)	Vacant	Starwood Vacation Ownership Zoning (164-99)	Townhomes	5 units proposed 5.6 units per acre
H	3.8	P-1 (Parking)	Parking	Parking Zoning (36-85) Zero units existing or permitted	Single-Family Residential	4 units proposed 1.1 units per acre
I	7.5	RH (Resort Hotel), R-2 PCD (Multi-Family residential), RE-35 PCD SP (Single Family Residential with Special Permit for Golf Course)	Resort/Golf Course	Jokake Resort/Phoenician Zoning (106-79 & 135-79) and Maine-Chance Zoning (87-81)	Condominiums and/or Tennis Center	40 units proposed 5.3 units per acre
J	2.0	RH (Resort Hotel)	Resort/Golf Course	Maine-Chance Zoning (87-81)	Resort	Zero 20 Hotel Units (casitas)
K	7.6	RH (Resort Hotel), R-2 PCD SP and RE-43 PCD SP (Single Family and Multi-Family with Special Permit)	Resort/Golf Course and Vacant Parcels	Jokake Resort/Phoenician Zoning (106-79 & 135-79) and Maine-Chance Zoning (87-81)	Single-Family Residential	7 units proposed .9 units per acre
L	.2	RH (Resort Hotel)	Resort/Golf Course	Maine-Chance Zoning (87-81)	Resort or inclusion in an adjacent Single Family Parcel	Zero (If included in an adjacent parcel then no additional dwellings will be created)

(*) Boundaries of the proposed PUD Development Areas do not directly correlate to existing zoning boundaries; therefore, this column simply references the name of the underlying zoning case with the number of overall approved, constructed, and not yet constructed units for that zoning case described in Table 1.

G. Development Standards

General PUD Standards

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

Maximum Units –

Development Area	Maximum Unit Count and Unit Type	Available to Receive Additional Dwelling Units per Transfer Provisions	Available to Receive Additional Hotel Units Above Maximum per Conversion and Transfer Provisions
A	645 Hotel Units	No	Yes <i>(Within Resort Core Only)</i>
B	n/a	n/a	n/a
C/D	216 Dwelling Units <i>(237 Dwelling Units if maximum transfer occurs.)</i>	Yes <i>(Limited to 21)</i>	No
E	32 Dwelling Units	No	No
F	34 Dwelling Units	No	No
G	5 Dwelling Units	No	No
H	4 Dwelling Units <i>(1 unit per numbered area)</i>	No	No
I	40 Dwelling or Hotel Units <i>(50 Dwelling Units if maximum transfer occurs.)</i>	Yes <i>(Limited to 10)</i>	Yes
J	20 Hotel Units	No	Yes
K	7 Dwelling Units <i>(1 unit per numbered area)</i>	No	No
L	n/a	n/a	n/a
TOTAL	1003 Units Maximum <i>(338 Dwelling Units & 665 Hotel Units)</i>		

Development Area Unit Transfer or Conversion –

- Unconstructed dwelling units shall be allowed to be transferred between Development Areas with the following restrictions:
 - Transfers may occur from any Development Area, but the transferred units may only be received by Development Areas C/D, or I, both of which are internal to the PUD boundaries and where an increase will pose no impact on adjacent properties.
 - The maximum number of dwelling units transferred into Development Area C/D shall not exceed 21 and the maximum number of dwelling units transferred into Development Area I shall not exceed 10.
 - In order to account for density transfers, each request shall be managed by the City via a minor PUD amendment.
- Unconstructed dwelling units shall be allowed to be converted and transferred to a new hotel room or casita with the following restrictions:
 - Dwelling units from any Development Area may be converted to a hotel room/casita and transferred to another Area. Converted and transferred hotel rooms/casitas may only be received by Development Areas A (Resort Core only), I or J.
 - In order to account for conversion and transfer of dwelling units to hotel room/casita, each request shall be managed by the City via a minor PUD amendment.

Building –

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

Hillside Development –

- No structure shall be constructed with a building height that projects above an elevation of 1,420 feet. (The one residential home built on Development Area K1, which is adjacent to homes already constructed with elevations above this height shall be permitted to exceed this elevation.)
- With the above requirement, which preserves the majority of Camelback Mountain by restricting all development to the base and lower slopes for the Phoenician PUD Hillside Development Regulations, Section 710 of the Phoenix Zoning Ordinance, shall be superseded by the following language. This language better reflects this elevation restriction while maintaining the basic density limitations and provisions related to the hillside slopes found in the Zoning Ordinance. Where this language is silent, Hillside Development shall be regulated by the Zoning Ordinance.

Applicability

Within a Development Area, wherever the existing undisturbed natural terrain has a slope of ten percent (10%) or greater, that portion of the Development Area shall be considered to be in a hillside development area.

A slope analysis/density study, in accordance with the provisions of Section 710.C.3 of the Zoning Ordinance, must be prepared for all land determined to contain slopes greater than ten percent (10%) in accordance with the following criteria:

1. Prior to or concurrent with the submittal of a rezoning application.
2. Prior to or concurrent with the submittal of a preliminary plat, preliminary site plan submittal or property division if a rezoning action is not required.
3. Prior to or concurrent with the submittal of a grading and drainage plan or application for building permit if a rezoning, plat, site plan, or property division is not required.

The hillside development area shall commence at the midpoint of the one hundred (100) foot horizontal dimensions used to determine the slope.

Development of land within a hillside development area shall also be regulated by the provisions of Section 32-32 of the Phoenix City Code.

Hillside Density Requirements

The maximum number of dwelling units permitted within the hillside development area shall be the sum of the number of dwelling units allowed in each category of land as shown by the following table.

<i>Category Slope of Land</i>	<i>Maximum Number of Dwelling Units Per Gross Acre</i>
<i>0% to 9.9%</i>	<i>Land is not within a hillside development area. Density is pursuant to applicable Development Area standards.</i>
<i>10% to 14.9%</i>	<i>1.80</i>
<i>15% to 19.9%</i>	<i>1.10</i>
<i>20% to 24.9%</i>	<i>0.70</i>
<i>25% to 29.9%</i>	<i>0.50</i>
<i>30% to 34.9%</i>	<i>0.30</i>
<i>35% and over</i>	<i>0.20</i>

There shall be no more dwelling units created than permitted by the applicable slope category, except that dwelling units not placed in a slope category may be placed below the elevation of 1,420 feet regardless of the slope category, so long as the total number of dwelling units in the hillside development area does not exceed the sum of the dwelling units permitted in each slope category contained within the Development Area boundaries.

Permitted hillside dwelling units within Development Area B, as determined by the above table, may be transferred onto hillside development area land within Development Areas A and C/D, provided that such permitted units are located below the elevation of 1,420 feet.

Density Waivers

Neither the Zoning Administrator nor the Board of Adjustment shall have jurisdiction over the hillside area density requirements of this PUD section. The Planning Commission may recommend and City Council may grant a Major PUD Amendment modifying the density requirements or density transfer provisions, where such modifications would be in furtherance of the purposes of this section and where there exist unusual conditions relating to the property such as drainage or flood hazards, peculiarity of the size or shape of the site, or geology, and where approval of the waivers would promote the general welfare of the neighborhood.

Development Area standards

Provided that all development occurs below the Camelback Mountain elevation of 1,420 feet, all development standards within the hillside development area, including without limitation building heights, setbacks and lot coverage, shall be the same as those for the balance of the applicable Development Area as listed within this PUD.

Landscaping –

Landscaping within the PUD will comply with the design standards contained within Chapter 5 of the Phoenix Zoning Ordinance unless modified below.

Landscaping within the future residential areas will reflect the quality, style, and densities of the existing Resort and golf course. The Resort Owner intends to promote a landscape that is sensitive to the desert environment and conserves water resources while complementing the existing lushly vegetated grounds. The purpose of this Landscape Standards section is to provide a baseline requirement for landscape improvements and establish a common landscape theme for any new landscaping in the development as a whole.

The pedestrian experience is fundamental to the Phoenician's success. Landscaping will soften edges between adjacent public and/or private streets and Resort architecture. Landscaping will provide a large variety of pedestrian shading, and will strive to provide a pleasant pedestrian experience by utilizing a combination of desert adapted trees that work in a resort setting with ornamental trees along landscape medians and places that are in visually strategic locations. Trees combined with architectural shading features in some locations will attempt to manage the intense heat of a Phoenix summer.

Arterial & PUD Perimeter Landscape

The Arterial and Perimeter Landscape has already set the tone for the development's appearance from the perimeter along Camelback Road and 64th Street. Views from adjacent roads and properties provide an attractive edge treatment in order to define the high quality of the Phoenician development.

The following minimum standards shall apply for new planting along the arterial streets:

- 1) Landscaping within perimeter arterial landscape buffer areas shall incorporate an appropriate mix of shade trees along all property lines.
- 2) Trees shall be spaced at twenty (20) feet on center as an average with five (5) shrubs per tree and a minimum fifty percent (50%) groundcover.
- 3) A mix of tree sizes shall be used in this area. At installation, the trees shall consist of 60% of trees with 2-inch minimum caliper and 40% with minimum 1-inch caliper.
- 4) Arterial Landscape buffer dimensions are twenty (20) feet or shall match the existing conditions if one exists.
- 5) Turf may be used within Arterial and Perimeter landscape zones; however, it shall not be allowed within the City right-of-way.

Entry & Driveway Road Landscape

The Resort includes two main entries along Camelback Road and 64th Street. These entrances are used as primary access to general circulation routes within the Resort and are designed to create an enhanced sense of arrival for the Resort and future residential development. Additional direct access to specific uses within the development and parking areas will be provided via the internal roadway network. Landscape treatments are comprised of mature specimen trees and dense mass plantings of flowering shrubs, groundcover, and accent cacti.

The following minimum standards for any new plantings shall apply:

- 1) Landscaping within the entry landscape areas shall incorporate a mix of evergreen and native desert trees.
- 2) Tree quantities shall be determined by meeting average tree spacing for that particular street frontage. At a minimum, thirty (30) feet on center as an average tree spacing with five (5) shrubs per tree, and a minimum fifty percent (50%) groundcover, per linear feet of curb.
- 3) A mix of tree sizes shall be used in this area. At installation, the trees shall consist of 60% of trees with 2-inch minimum caliper and 40% with minimum 1-inch caliper.
- 4) Main entry Landscape treatments along Camelback Road and 64th Street shall be a minimum of 3,000 square feet of landscape area with a minimum width dimension of twenty (20) feet and located on both corners of the entry roads.
- 5) Turf may be used at main entry landscape zones; however, it shall not be allowed within the City right-of-way.

Parking Lot Landscape

Parking lots shall utilize a landscape buffer to mitigate their visual impact to the Resort and future residential development. Any new landscaping for the parking lots shall be classified into two categories:

- 1) Buffer areas that surround the perimeter of the parking lots. Buffer areas shall be a minimum of 10' in width and be planted with a minimum of one 24" inch box tree and five (5) 5-gallon shrubs for every 600 square feet of landscape area.
- 2) Interior landscape within the parking lots and maneuvering areas shall include a minimum of five percent (5%) landscaping. A minimum of one: 24" inch box tree for every 12 parking spaces. Landscape islands shall contain a minimum of one: 24" inch box tree per parking stall depth and be a minimum of 8' in width.

All non-paved areas within or surrounding the parking lots shall be planted with 50% live ground cover. Decorative rock (decomposed granite) is required in all landscape areas with the exception of turf.

Development Area Perimeter and Interior/Common Space Landscape

The following minimum standards for any new Interior/Common Space landscaping shall apply:

- 1) A minimum of one 24" inch box tree for every 1,000 square feet of total landscape area.
- 2) Minimum of five (5) 5-gallon shrubs for every tree per area requirements (all others 1-gallon).
- 3) Fifty percent (50%) live groundcover, 1-gallon minimum.
- 4) Turf is limited to a maximum of fifty percent (50%) of the total landscape area. Turf is recommended in useable and visually significant areas only; however it shall not be allowed within the City right-of-way.
- 5) Decorative rock (decomposed granite) is required in all landscape areas with the exception of turf and golf course areas.
- 6) Any new palm trees shall be a minimum of 14' in height at the time of planting.
- 7) All landscaping shall be irrigated with an automatic in-ground irrigation system. All planting shall be required to have underground drip irrigation and turf shall have underground-mounted spray heads.

Open Space –

Open space is land within or related to a development, not individually owned or dedicated for public use, that is designated and intended for the common use or enjoyment of the residents or guests and may include such complementary structures and improvements as are necessary and appropriate. Open space amounts are determined by the specific Development Area and minimum percentage requirements are listed on the applicable page in the following section. Open Space may be either Active or Passive, as defined herein:

Active: Common open space with active recreational facilities, such as swimming pools, play equipment, ball fields, game courts, and picnic tables.

Passive: Common open space with passive elements, such as gardens, benches, fountains or the preservation of natural vegetation.

Walls and Fencing –

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

- Newly constructed walls should have a finished appearance, treated with decorative materials. Walls exceeding 50 feet in length shall be articulated or contain substantial landscaping to break the continuous wall surface.
- View fencing should be encouraged wherever feasible.
- All service and mechanical equipment areas should be screened by a solid wall to conceal loading docks, trash and recycling containers, large electrical transformers, backflow preventers, and other mechanical and electrical equipment from eye level adjacent to all streets and walkways. Screening shall be compatible with the adjacent architecture.
- Surface parking shall be screened from public streets by a minimum 3 foot tall wall unless berms and dense landscaping is provided.

Parking and Loading –

Minimum parking stall dimensions and drive aisle dimensions shall be pursuant to Section 702.B.2 of the Phoenix Zoning Ordinance.

Minimum parking requirements shall be as follows:

Resort hotel and accessory uses <i>(Areas A and J along with any Resort uses on Area I)</i>	Minimum parking requirements shall be in accordance with the Parking Study included as Appendix C of this PUD, repeated below:
Hotel Units (Guest Rooms, Casitas, or similar)	.68 spaces per hotel unit
Public Assembly <ul style="list-style-type: none"> - Event Ballroom - Meeting Rooms - Outdoor Function Space 	1.0 spaces per 190 SF of floor area 1.0 spaces per 266 SF of floor area 1.0 spaces per 190 SF of function area
Bars and Restaurants including indoor and outdoor dining	1.0 spaces per 333 SF of floor area or patio area open to the public
Golf Course ^(*) <ul style="list-style-type: none"> - Hole - Tee Time Spacing - Station on Driving Range - Golf Course Staff - Putting and Chipping Green 	1.0 spaces per .0.5 holes 1.0 spaces per 1.35 minutes 1.0 spaces per 0.5 stations 1.0 spaces per employee 1.0 spaces per 500 SF * Pursuant to Section 702.C of the Phoenix Zoning Ordinance, the parking requirements stated above may be reduced by 30% as the golf course is associated with a resort hotel.

Resort hotel and accessory uses <i>(Areas A and J along with any Resort uses on Area I)</i>	Minimum parking requirements shall be in accordance with the Parking Study included as Appendix C of this PUD, repeated below:
Fitness Center and Outdoor Recreation (pools, etc.) including Sporting Courts (tennis, basketball, volleyball, etc.)	No parking requirement - accessory to resort hotel use
Heath spa	.35 spaces per customer station
Administrative Office and support uses	No parking requirement - accessory to resort hotel use
Retail and Service Activities	No parking requirement - accessory to resort hotel use
Residential Areas <i>(Areas C/D, E, F, G, H, I, and K)</i>	
Single-Family Residential:	2 spaces per unit
Condominium/Townhome Residential:	1.3 spaces per studio, 1.5 spaces per 1 or 2 bedroom unit and 2 spaces per 3 or more bedroom unit, 1.0 space per unit of less than 600 square feet regardless of number of bedrooms.

- Pursuant to the Parking Study attached as Appendix C to this PUD, the parking requirements for the current resort hotel and accessory uses within Development Areas A and J, as well as the athletic center on Development Area I, will be satisfied within the PUD property boundary during 100% room occupancy and typical size events. For those large events occurring up to 12 times a year where parking requirements cannot be satisfied within the PUD property boundary, employee parking may be satisfied on an off-site lot under the following conditions:
 - The off-site parking area has a zoning district designation permitting the parking of vehicles;
 - The Resort provides shuttle transportation between the Resort and the off-site parking lot for those employees using the off-site parking; and

- The Resort can demonstrate that it maintains ongoing contractual arrangements for the use of such off-site parking to the satisfaction of the Zoning Administrator.
- If not under the control of the Resort Owner or Manager, the off-site area must be used in conjunction with a recorded lease(s), renewable in a minimum of one year increments. A copy of the executed and recorded lease(s) shall be provided to the Zoning Administrator. The lease(s) must be in effect to satisfy the parking requirements of this section if off-site parking is utilized.

Access –

- There shall be no public entrances to the golf course from 66th Street, Chaparral or Paradise Lane unless required by the City of Phoenix.
- The public road, Cholla Lane, shall serve only the single family home on Development Area K1 with no access to the Resort.
- The public road, Alta Hacienda Drive, shall serve the existing homes as well as the proposed single family homes on Development Areas K3, K4, K5, and L. The Resort has access currently to the golf course at the end of Alta Hacienda Drive. The Resort shall retain that access.
- Elsie Avenue, Jean Avenue, and Hilltop Drive are to remain exclusively residential private streets serving the existing homes as well as the proposed single-family parcels K2, K6, and K7. Elsie Avenue shall continue to provide access to Development Areas H1–H4 at the existing driveway located approximately 120 feet west of Phoenician Boulevard, and the golf course may be accessed for maintenance purposes.

Shade –

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

- Develop a shading program where 50% of future pedestrian paths will receive relief from the sun at noon on the summer solstice.
- Develop a shading program where 25% of future residential front yards will receive relief from the sun at noon on the summer solstice.
- Develop a shading program where 25% of future improved passive open spaces will receive relief from the sun at noon on the summer solstice.

Lighting –

- All lighting shall conform to the City of Phoenix Zoning Ordinance unless further restricted within this PUD.
- Special care will be taken with surface parking lighting design to provide lighting levels that promote security, but will not spill over into adjacent residences:
 - Lighting should be shielded with cut-off fixtures and deflectors to direct light downward and limit on-site lighting levels to a maximum of 1 foot candle at the PUD boundary.
- Pole lighting for parking lot, security lighting, sporting court or other illumination shall not exceed the following heights measured from the finished grade to the bottom of the light source:
 - 10 feet if located closer than 50 feet from the PUD boundary.
 - 15 feet if located between 50 and 150 feet from the PUD boundary.
 - All other lighting shall not exceed 25 feet in height.
- Exterior sporting courts shall not be utilized after 10:00 pm with lighting extinguished at that time.

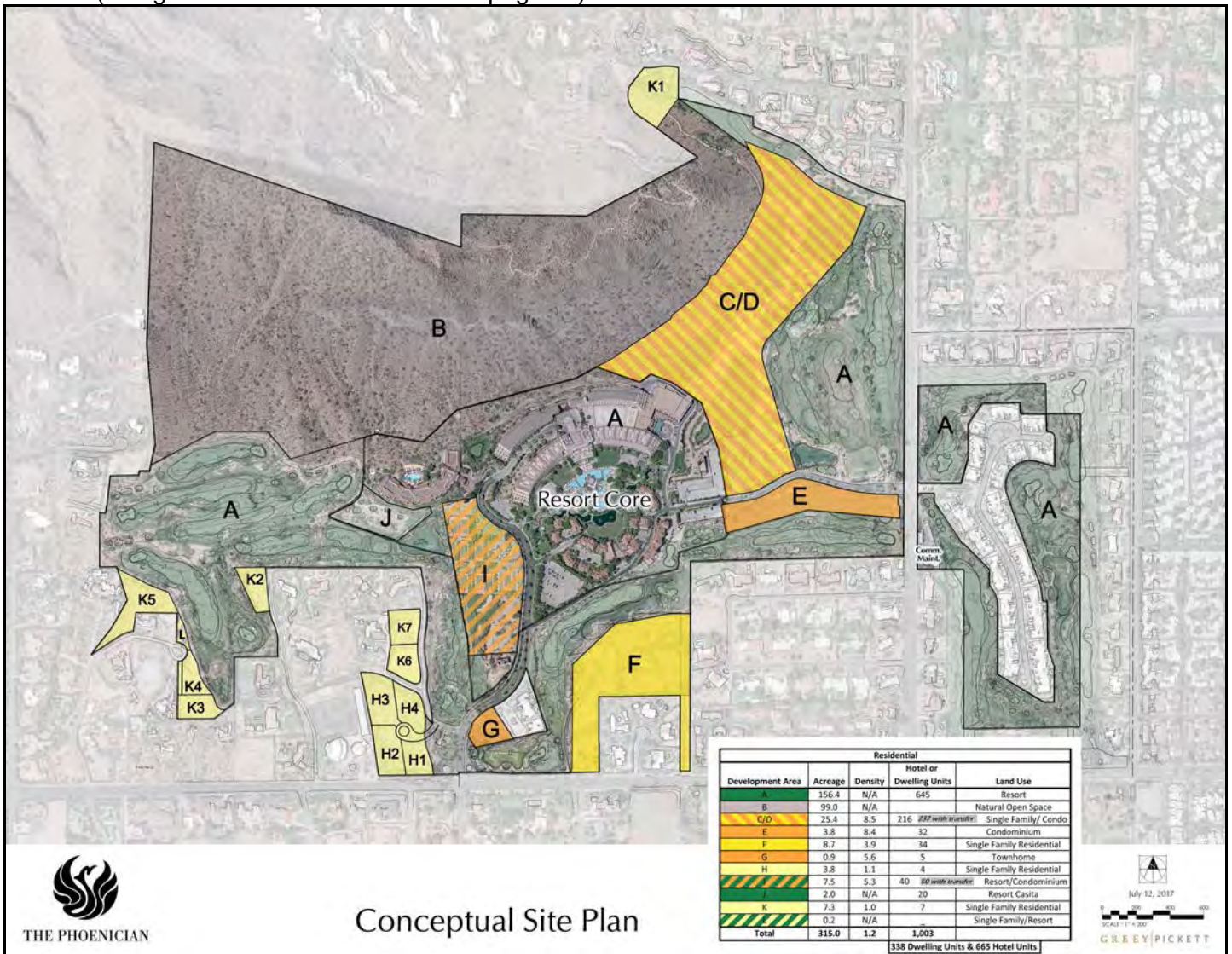
Specific Development Area Standards

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

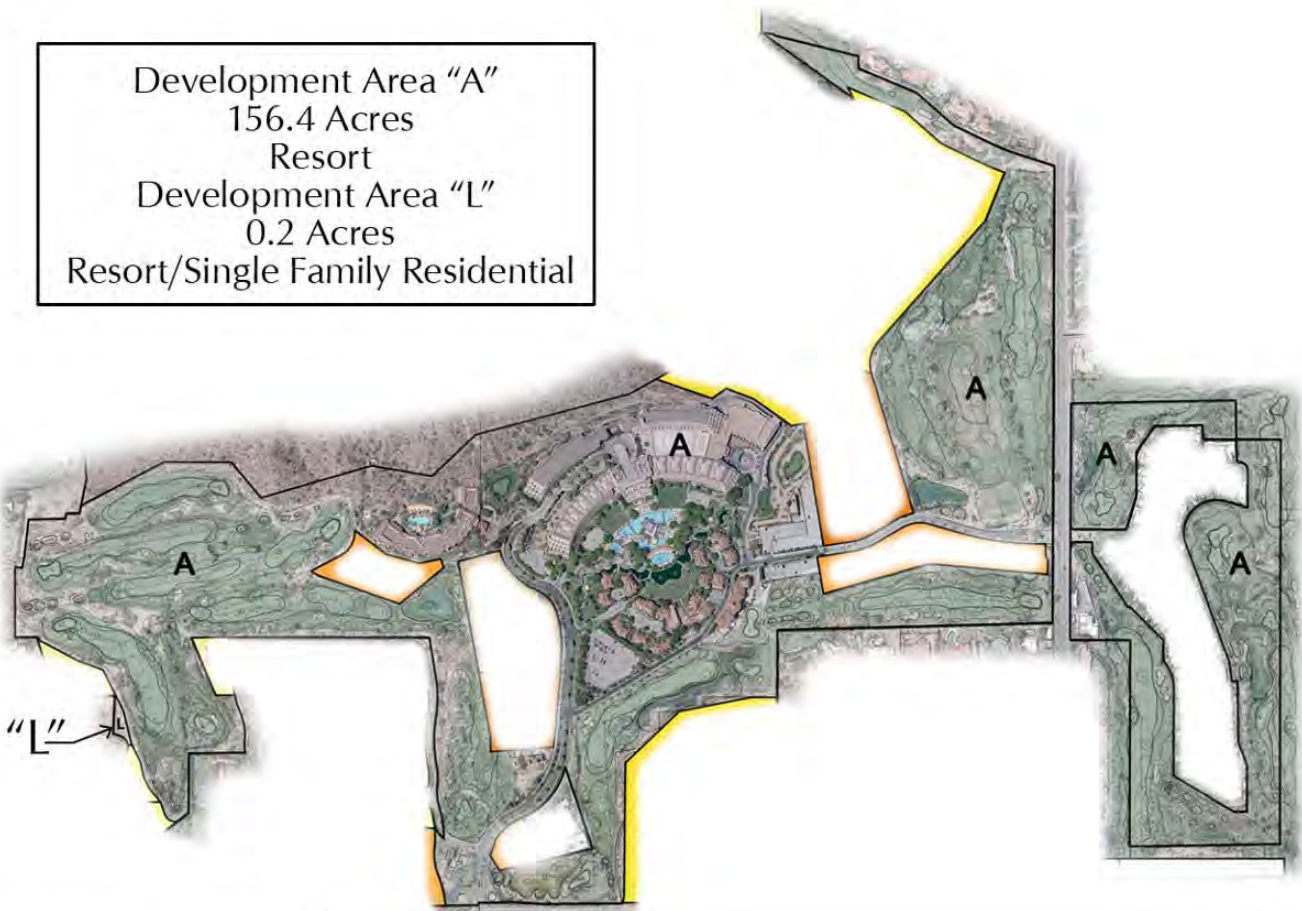
Pursuant to Section 671.E.3 of the Phoenix Zoning Ordinance, modifications to these standards may be considered through the procedures detailed in that section.

Exhibit 12: Conceptual Site Plan

(a larger version of Exhibit 12 is on page 92)



Development Area "A"
156.4 Acres
Resort
Development Area "L"
0.2 Acres
Resort/Single Family Residential



Development Area A shall be limited to the existing 645 total hotel rooms and casitas unless a dwelling unit from another Development Area is converted and transferred pursuant to the process and restrictions within Section G of this PUD.

Area A & L Development Standards

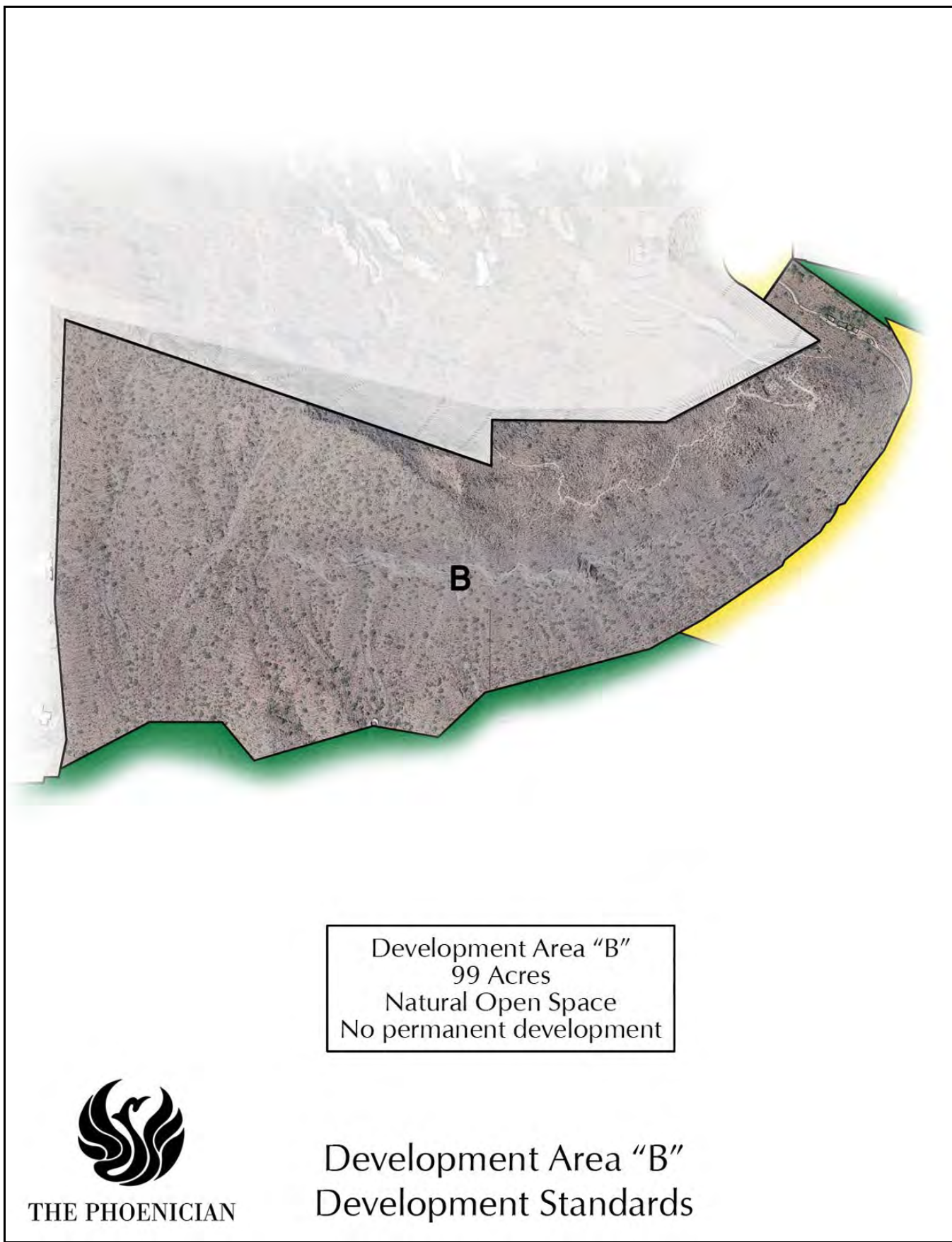
Building Setbacks	
Buildings for Primary Uses	40' Minimum from perimeter of the PUD.
Buildings for Accessory Uses	20' Minimum from the perimeter of the PUD with a 0' minimum setback allowed by Use Permit.
Open Buildings/Structures Excluding Pools	20' Minimum from the perimeter of the PUD with a 0' minimum setback allowed by Use Permit.
Building Height	
20' maximum within 100 feet of the perimeter of the PUD, adjacent to residential zoning	
Starting at 100' from the perimeter of the PUD adjacent to residential zoning, or 25' from the perimeter of the PUD adjacent to non-residential zoning, the height of structures may be increased one foot for each five additional feet of setback from the PUD boundary.	
In no case shall a new structure exceed 54' maximum, or 1,420 feet in elevation	
Open Space	
20% Minimum Open Space, Active, Common, Passive and or Useable as defined in Section 202 of the Phoenix Zoning Ordinance	

*If Development Area L is to be developed in conjunction with an adjacent single family lot, then custom single family development area standards as set forth herein shall apply.



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Development Area "A & L" Development Standards



Development Area "B"
99 Acres
Natural Open Space
No permanent development



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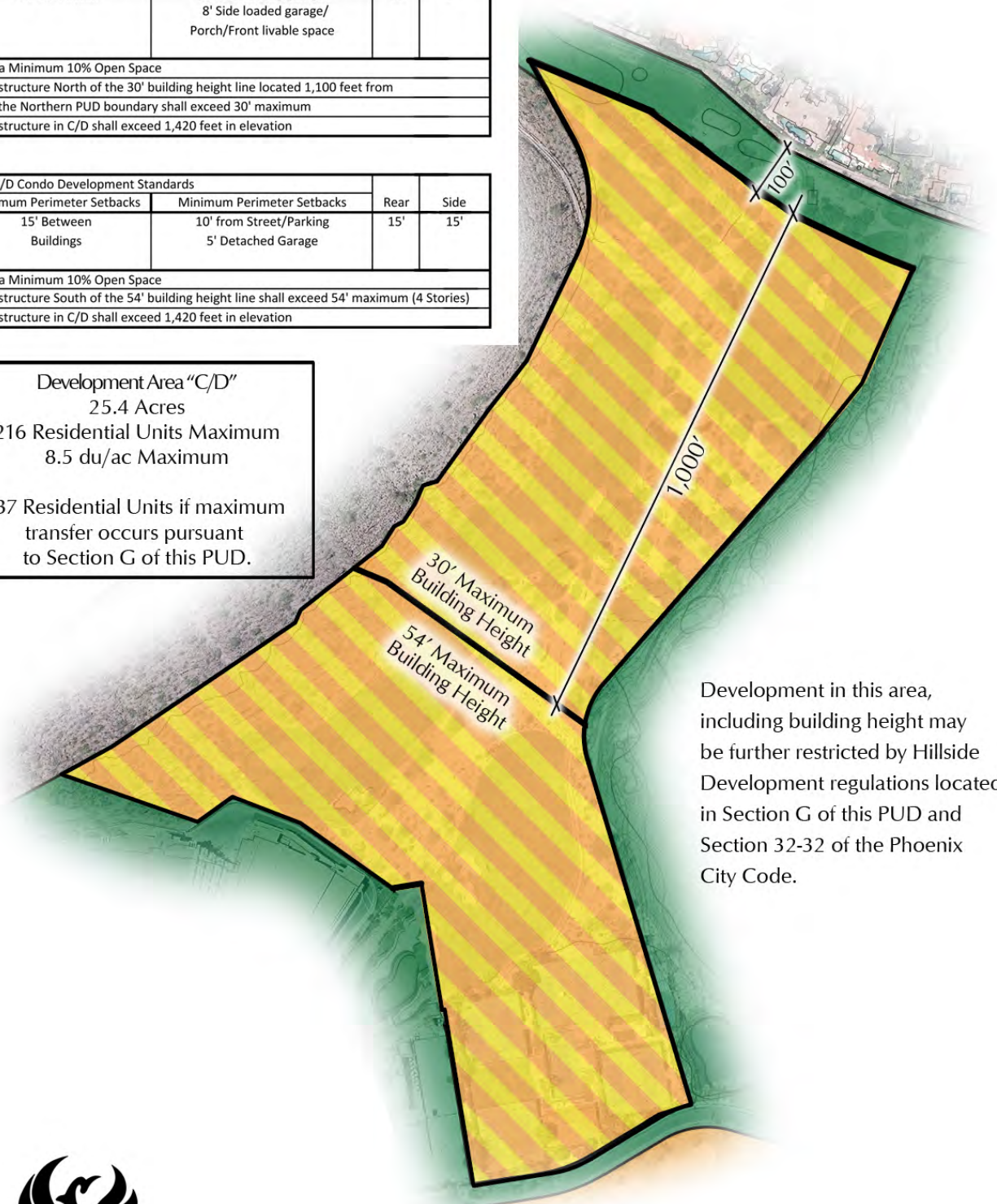
Development Area "B"
Development Standards

Area C/D Single Family Development Standards			
Lot Coverage	Minimum Building Setbacks: Front	Rear	Side
60% Maximum	18' front facing garage, 8' Side loaded garage/ Porch/Front livable space	10'	5'
Area Minimum 10% Open Space			
No structure North of the 30' building height line located 1,100 feet from the Northern PUD boundary shall exceed 30' maximum			
No structure in C/D shall exceed 1,420 feet in elevation			

Area C/D Condo Development Standards			
Minimum Perimeter Setbacks	Minimum Perimeter Setbacks	Rear	Side
15' Between Buildings	10' from Street/Parking 5' Detached Garage	15'	15'
Area Minimum 10% Open Space			
No structure South of the 54' building height line shall exceed 54' maximum (4 Stories)			
No structure in C/D shall exceed 1,420 feet in elevation			

Development Area "C/D"
25.4 Acres
216 Residential Units Maximum
8.5 du/ac Maximum

237 Residential Units if maximum
transfer occurs pursuant
to Section G of this PUD.



Development in this area,
including building height may
be further restricted by Hillside
Development regulations located
in Section G of this PUD and
Section 32-32 of the Phoenix
City Code.



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Development Area "C/D" Development Standards



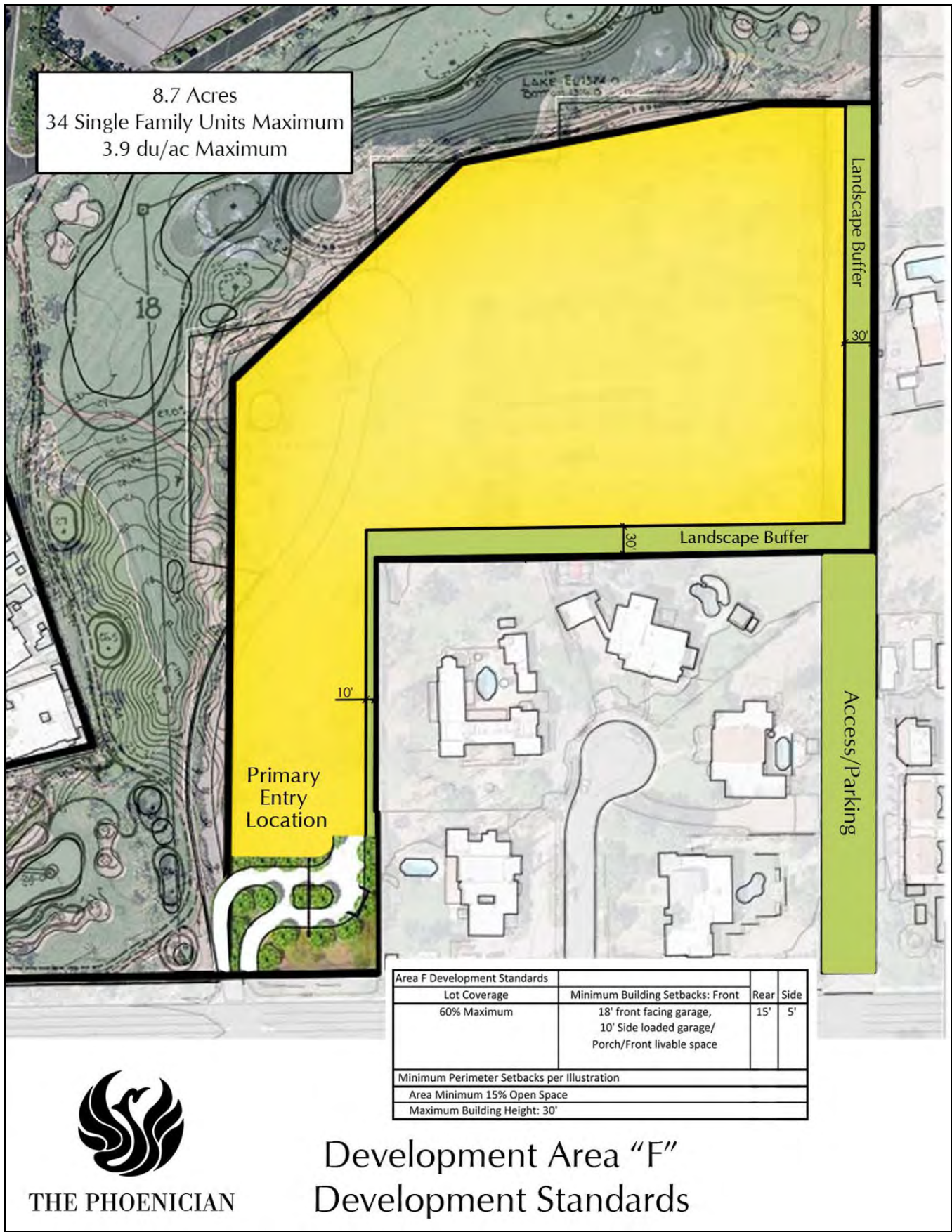
Development Area "E"
 3.8 Acres
 32 Condo Units Maximum
 8.4 du/ac Maximum

Area E Development Standards
Minimum Perimeter Setbacks per Illustration Above
Area Minimum 10% Open Space
Maximum Building Height: 30', 2 Story Maximum



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Development Area "E" Development Standards



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Development Area "F" Development Standards



Development Area "G"
0.9 Acres
5 Townhome Units Maximum
5.6 du/ac Maximum

Area G Development Standards
Minimum Perimeter Setbacks per Illustration
Area Minimum 10% Open Space
Maximum Building Height: 30'

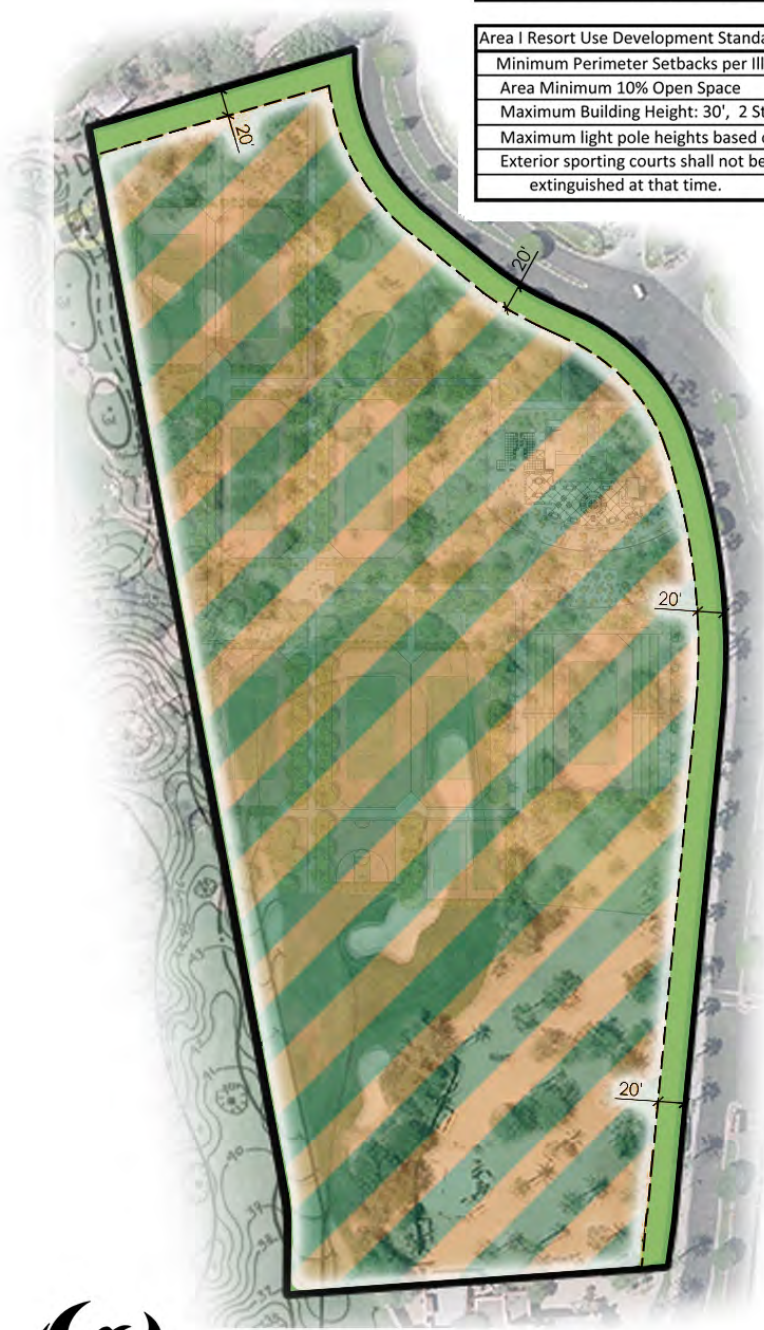


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Development Area "G" Development Standards

Area I Residential Use Development Standards			
Minimum Building Setbacks		Front from Structure	
15' Between Buildings		5' from Street/Parking	Rear
		5' Detached Garage	Side
		10'	10'
Minimum Perimeter Setbacks per Illustration			
Area Minimum 10% Open Space			
Maximum Building Height: 30', 2 Story Maximum			

Area I Resort Use Development Standards			
Minimum Perimeter Setbacks per Illustration			
Area Minimum 10% Open Space			
Maximum Building Height: 30', 2 Story Maximum			
Maximum light pole heights based on General PUD Standards			
Exterior sporting courts shall not be utilized after 10:00pm with court lighting extinguished at that time.			



Development Area "I"
7.5 Acres
40 Condo Units Maximum
5.3 du/ac Maximum

50 Condo Units if maximum transfer occurs pursuant to Section G of this PUD.



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Development Area "I" Development Standards



Development Area "J"
2.0 Acres
20 Resort Casita
Units Maximum

Area J Development Standards
Minimum Building Setbacks
10' Between Buildings
Maximum Building Height: 30', 2 Story Maximum
Minimum Perimeter Setbacks per Illustration



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Development Area "J" Development Standards

H and K (and L if combined) Development Areas Standards

Custom Single Family Home Land Use

Minimum Lot Size –

As depicted on the included Lot Criteria graphics

Maximum Height –

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

Maximum Lot Coverage –

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

Buildable Envelopes –

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

Accessory Uses and Structures –

- No detached accessory structures or swimming pools are permitted within the front yard.
- Detached accessory structures in the side and rear yard, not used for sleeping or living purposes, may encroach into that yard up to a minimum setback of three feet from the property lines. Structures used for sleeping or living purposes must comply with the buildable envelopes.
- Swimming pools are to maintain a minimum setback of three feet from exterior property lines.
- All detached accessory structures located within the required side yards are not to exceed eight feet in height.
- No detached accessory structure located within the required rear yard shall exceed a height of one story or 15 feet.

Guesthouse Criteria –

- The square footage of the guesthouse shall not exceed 50% of the gross floor area of the primary dwelling unit with a maximum of nine hundred (900) square feet. Any garage area attached to the guesthouse shall not be counted toward the allowable square footage of the guesthouse.
- Vehicular access to the guesthouse must be provided from the same curb (driveway) as the primary dwelling unit.
- One parking space must be provided for the guesthouse in addition to the parking required for the primary dwelling unit.
- Only one guesthouse is permitted on a single lot.
- The guesthouse shall be constructed of similar building materials and in the same architectural style as that of the primary dwelling unit and shall not exceed the height in feet or number of stories of the primary dwelling unit.
- A guesthouse shall not be separately metered for utilities.



Minimum Building Setback	
Front	20'
Side	20'
Rear	40'

Lot: 30,956 sf



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Development Area H1 Lot Criteria



Minimum Building Setback	
Front	20'
Side	20'
Rear	40'

Lot: 46,015 sf



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Development Area H2 Lot Criteria



Minimum Building Setback	
Front	20'
Side	20'
Rear	40'

Lot: 51,063 sf



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Development Area H3 Lot Criteria



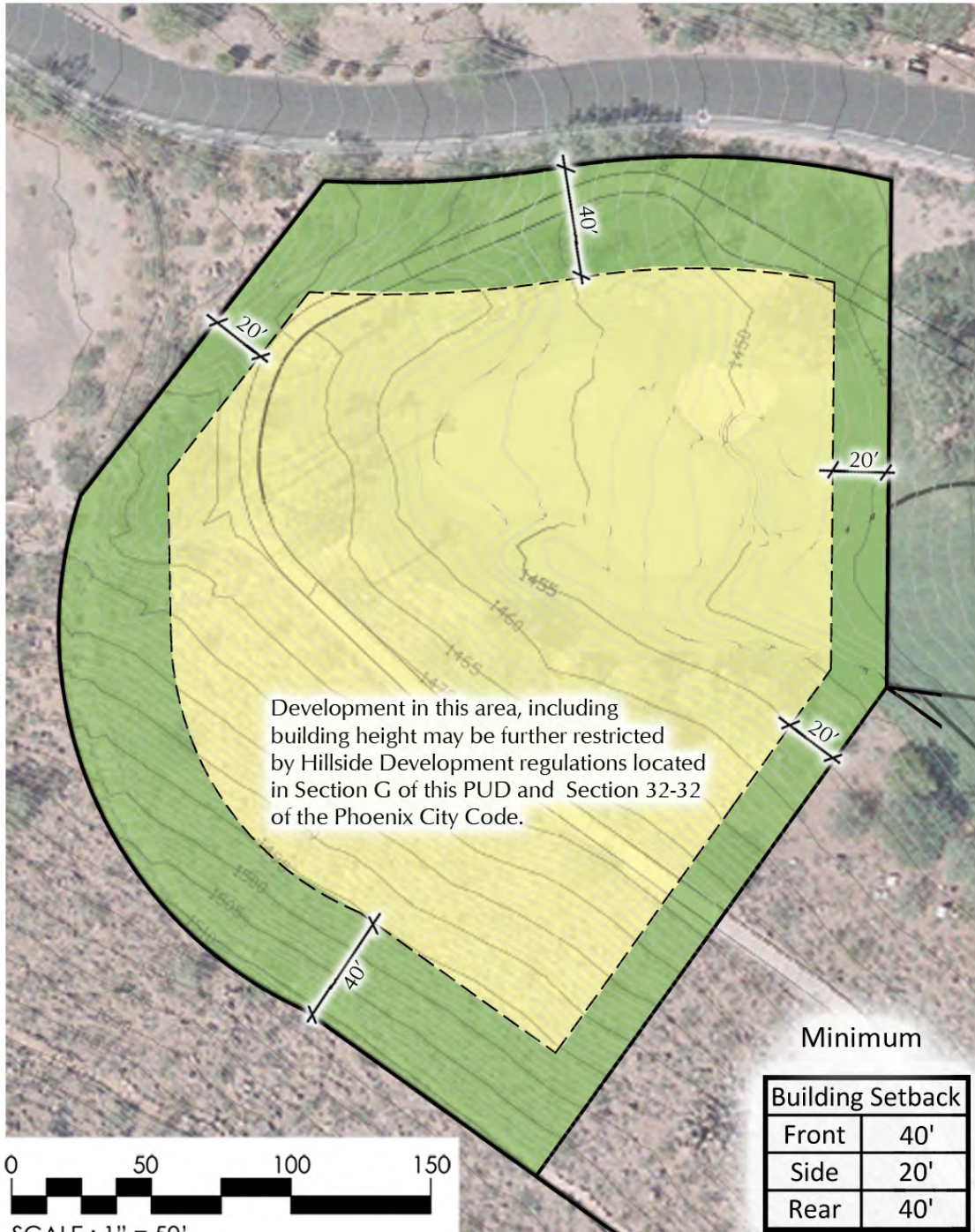
Minimum Building Setback	
Front	20'
Side	20'
Rear	40'

Lot: 37,374 sf



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Development Area H4 Lot Criteria



Lot: 78,572 sf



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Development Area K1 Lot Criteria



Lot: 35,110 sf



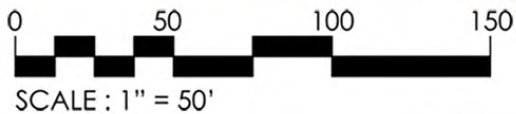
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Development Area K2 Lot Criteria

Minimum

Building Setback	
Front	40'
Side	20'
Rear	10'





Lot: 38,089 sf

*Access for K3 could be converted to an easement on K4 if a technical appeal is approved to eliminate the requirement for street frontage. Such a conversion does not require an amendment to this PUD.

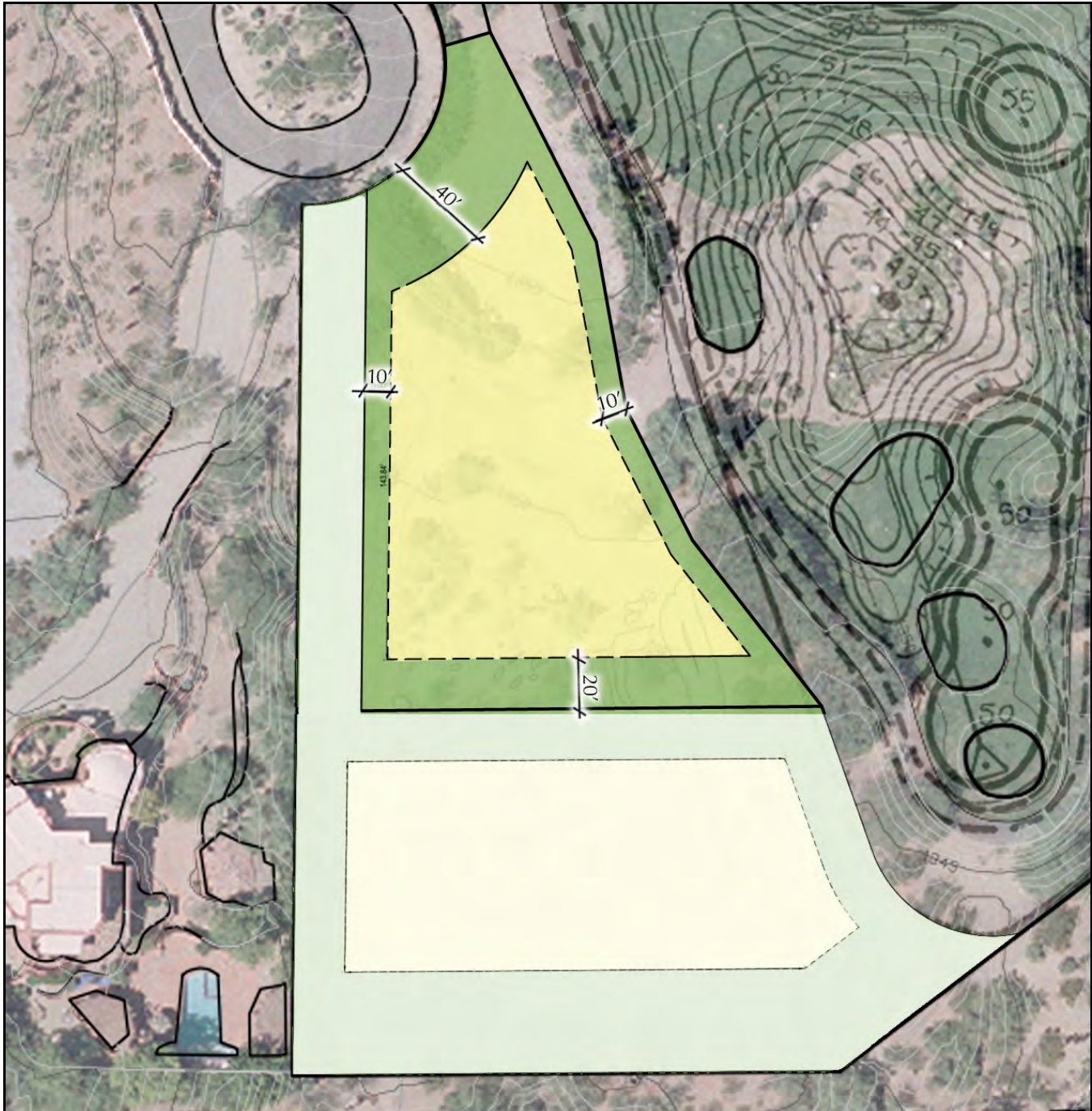
Minimum

Building Setback	
Front	20'
East	10'
West	20'
Rear	40'



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Development Area K3 Lot Criteria



Lot: 26,505 sf

*Access for K3 could be converted to an easement on K4 if a technical appeal is approved to eliminate the requirement for street frontage. Such a conversion does not require an amendment to this PUD.

Minimum

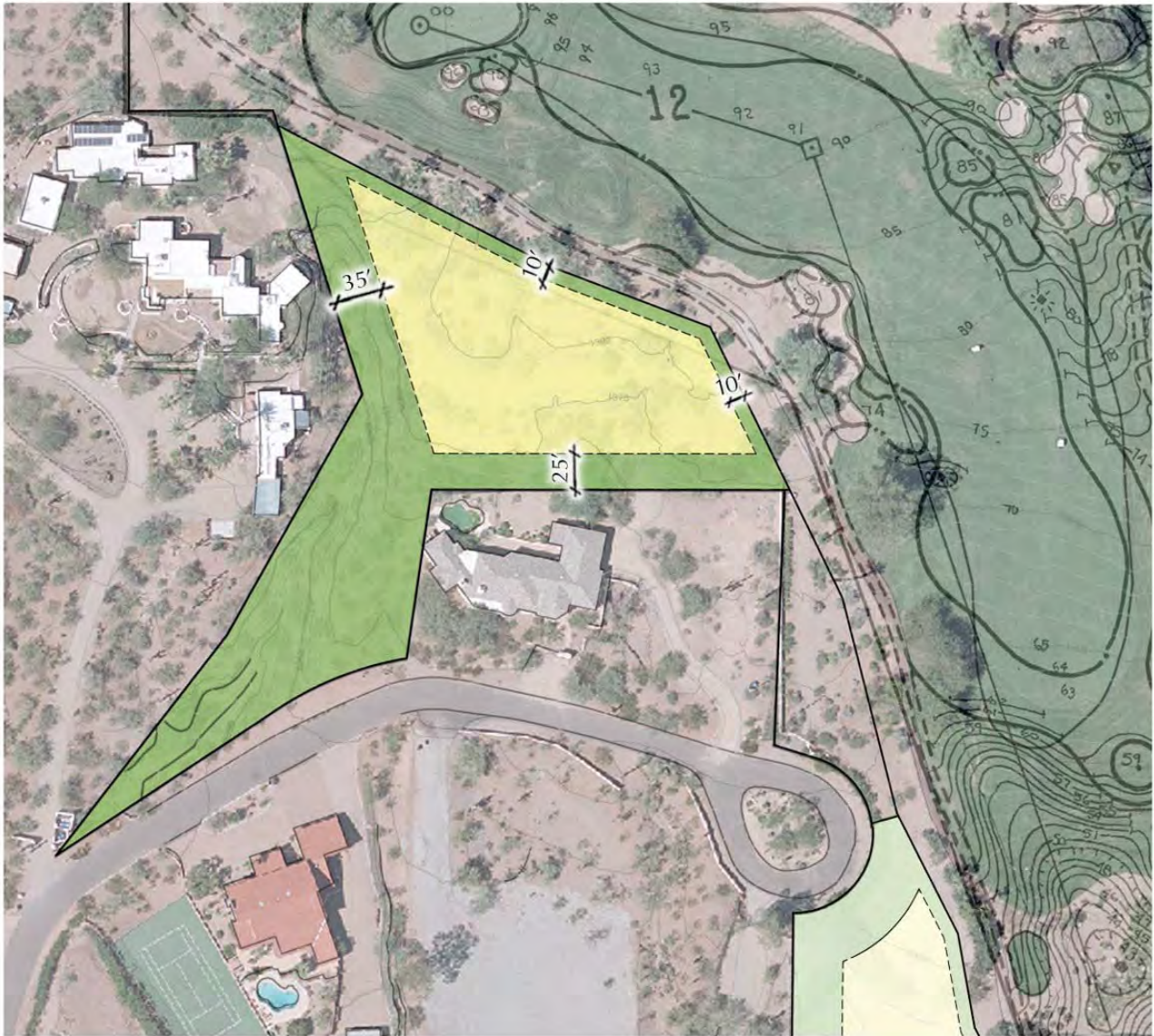
Building Setback	
Front	40'
Side	10'
Rear	20'

0 50
SCALE: 1" = 50'



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Development Area K4 Lot Criteria



Lot: 68,739 sf

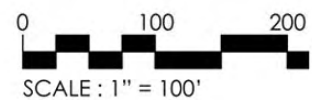
Minimum

Building Setback	
Front	25'
Side	20'
Rear	20'
Wash Side	35'



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Development Area K5 Lot Criteria





Minimum

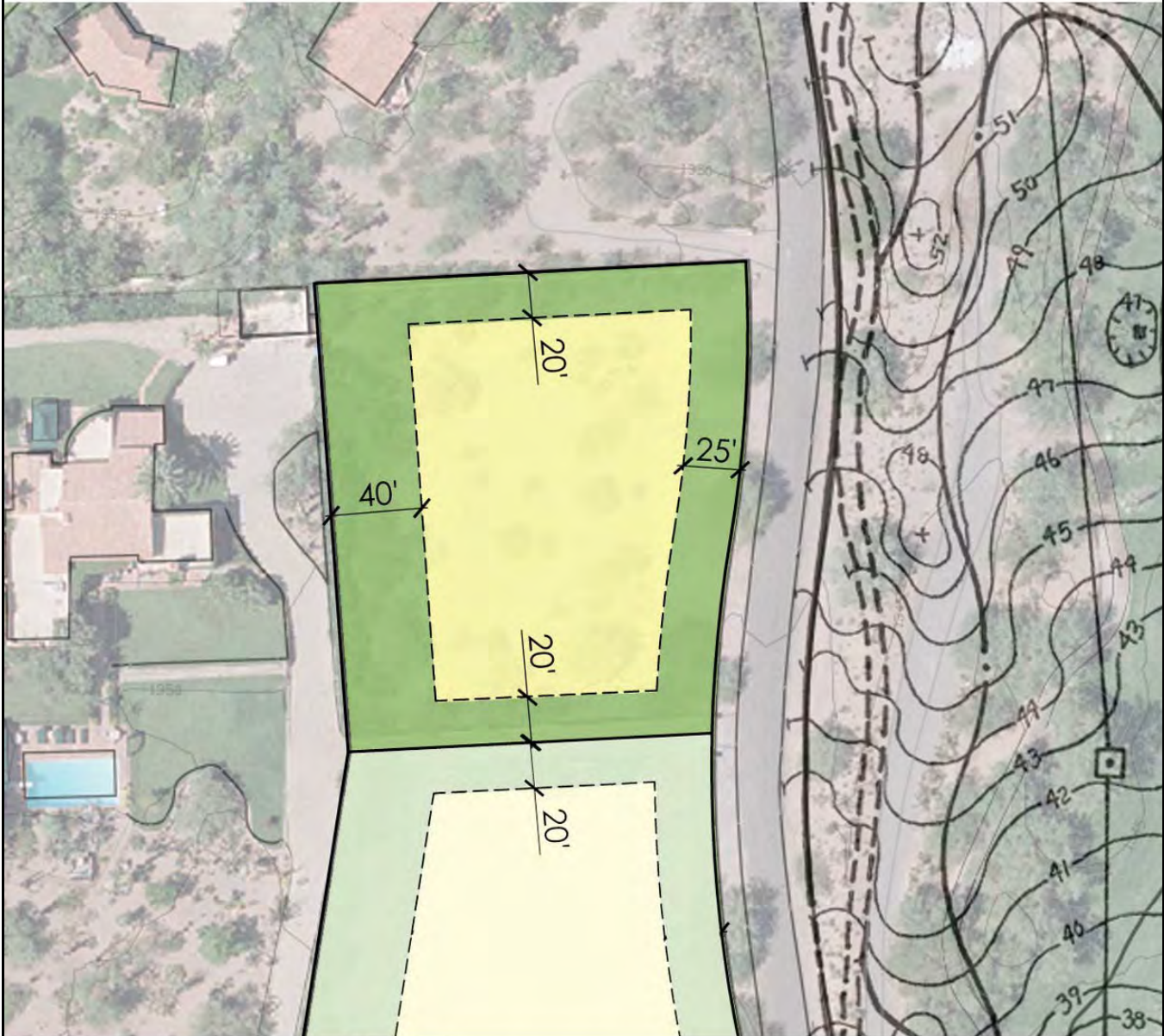
Building Setback	
Front	25'
Side	20'
Rear	40'

Lot: 35,919 sf



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Development Area K6 Lot Criteria



Minimum

Building Setback	
Front	25'
Side	20'
Rear	40'

Lot: 36,462 sf



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Development Area K7 Lot Criteria

H. Design Guidelines

The purpose of the Phoenician PUD Design Guidelines is to provide general guidance for the design of new Resort structures and residential units. These guidelines are also intended to define and preserve the character of the existing Resort to the greatest extent possible while assuring a compatible and sustainable neighborhood.

Building Design:

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

Architectural Style: Desert Contemporary

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

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

Architectural Diversity

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

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

Architectural Design Elements

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

Roof Lines

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

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

Colors and Materials

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

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

Garages

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

Driveways and Walks

1. All driveways shall be constructed of decorative concrete, brick, decorative pavers, or integral color concrete.
2. The following finishes are encouraged for driveways and walkways on individual lots: salt finished, color concrete, brick inlays, and exposed aggregate are encouraged.

A/C Units

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

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

Private Ramadas and Gazebos

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

Shade

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

- Develop a shading program where 50% of future pedestrian paths will receive relief from the sun at noon on the summer solstice.
- Develop a shading program where 25% of future residential front yards will receive relief from the sun at noon on the summer solstice.
- Develop a shading program where 25% of future improved passive open spaces will receive relief from the sun at noon on the summer solstice.

I. Signage

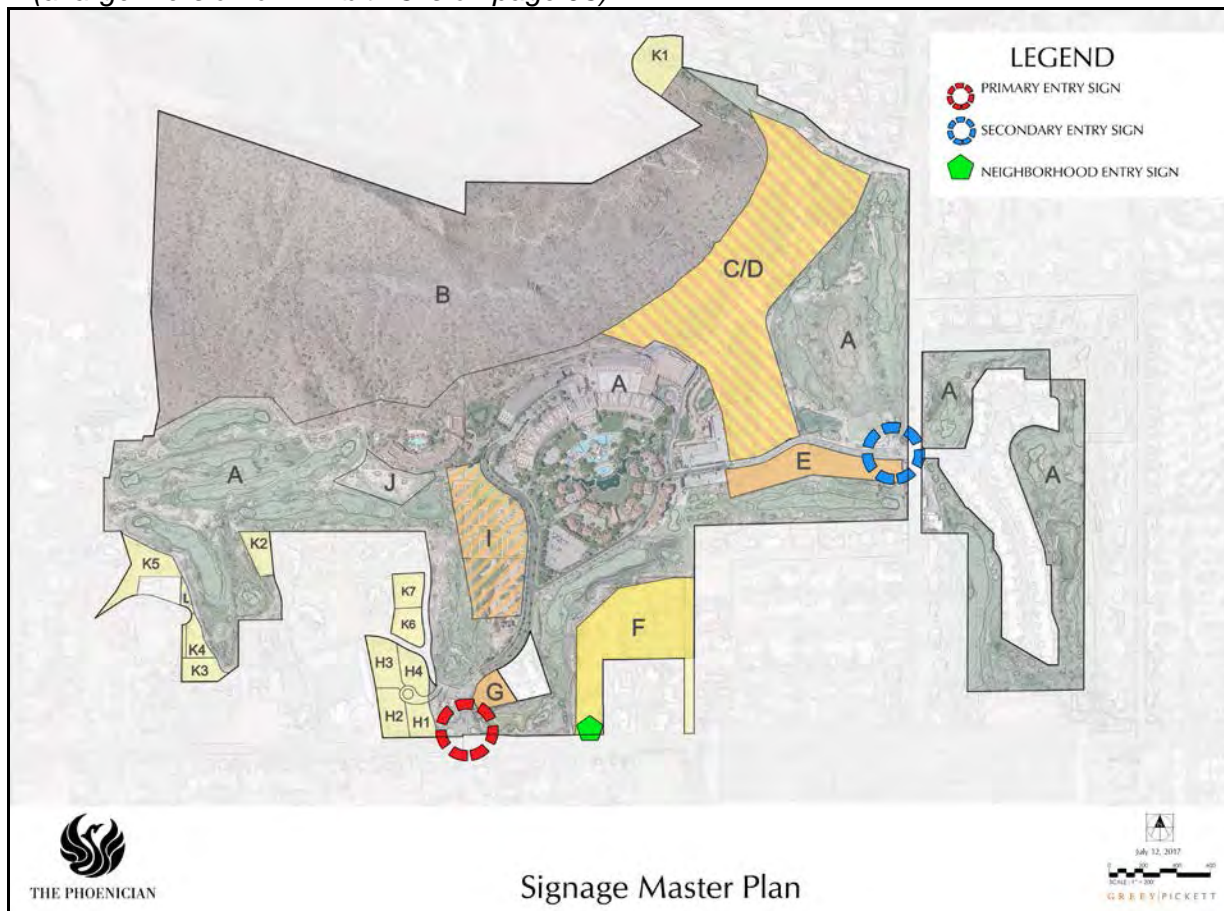
Signage within the PUD shall be governed by the regulations applicable to signs as established in the City of Phoenix Zoning Ordinance Section 705, and definitions within Section 202, unless modified within the PUD. Signs that advertise businesses or residential projects within the boundaries of the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

For the purpose of the Phoenician PUD, all signs, including advertising, informational and directional signage not visible from public streets (including but not limited to Camelback Road and 64th Street/Invergordon Road), along with tee markers and other golf course directional and informational signs of less than three (3) feet in height, shall not be considered as signs (permanent or temporary) and conformance with the following regulations, and permitting with the City of Phoenix shall not be required.

Sign Standards

The Resort has significant street frontage along Camelback Road and along 64th Street/Invergordon Road. To reduce potential signage clutter and proliferation, permanent signs shall be limited to those locations shown on the Signage Master Plan and limited to the standards within the table for the applicable sign type.

Exhibit 13: Signage Master Plan
(a larger version of Exhibit 13 is on page 93)



Ground Signage Allowances

Location	Signage Standards			
	Number of Signs	Maximum Height	Maximum Area	Spacing
Primary Entry (Resort) - Along Camelback Road				
	Pursuant to standards contained in Section 705 Table D-1 for Commercial/Industrial Use along a High Volume Street.			
Secondary Entry (Resort/Residential) - Along 64 th Street/Invergordon Road				
	Pursuant to standards contained in Section 705 Table D-1 for Commercial/Industrial Use along a Low Volume Street.			
Neighborhood Entry (Residential Only) - Along Camelback Road				
	Pursuant to standards contained in Section 705 Table D-1 for Single Family Residential Use.			

Sign Design Standards

New signage will directly complement the existing Resort and future residential development.

- Signage within the PUD will maintain a sense of architectural continuity by using similar architectural styles to adjacent buildings and structures.
- Signs shall utilize complementary colors, textures, materials and consistent typeface (as established with the first new sign).
- Sign locations should be integrated with and not visually dominate the adjacent structures and streetscape.
- Signs should be oriented to promote readability and serve their intended purpose.
- Illumination of signs will be carefully designed to provide a soft, indirect glow that does not negatively impact the community or surrounding properties and conform to Section 705.C.6 of the City of Phoenix Ordinance.

Flexibility Provisions

In order to allow for flexibility in sign design, wayfinding and to allow for modifications to the Signage Standards in the above table, if necessary, the Resort may apply for a comprehensive sign plan pursuant to the procedures and evaluation criteria listed in Section 705.E.2 of the Phoenix Zoning Ordinance.

Temporary Sign Standards

Temporary signage for non-residential and/or residential uses within the Resort shall be allowed along and visible from Camelback Road and/or 64th Street/Invergordon Road frontages. Unless specifically listed below, temporary signs shall be regulated in accordance with applicable City of Phoenix standards for such signs, contained within Section 705 of the City's Zoning Ordinance.

Construction and Property Sale, Lease, or Rental Signs

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

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

- (1) Land Use shall be determined by the proposed use within the Development Area.

Subdivision Sale and Model Home Signs

1. Sales Signs

- a. The temporary signs shall be located within the boundaries of the subdivision or condominium to which they refer.
- b. The area of such signs shall be limited to two (2) square feet for each lot upon which a dwelling shall be built to a maximum of six hundred (600) square feet. A minimum sign of ninety-six (96) square feet shall be allowed for any subdivision with no sign exceeding three hundred (300) square feet.
- c. Staff-mounted flags not exceeding four by six (6) feet per flag may be used during the period of sale. There shall be allowed one flag per lot to a maximum of 25 flags. No flag shall be closer than twenty (20) feet to another flag. No flag shall exceed twenty-five (25) feet in height.
- d. Subdivision Sales signs shall not be erected until after a Final Subdivision Plat has been approved by the City of Phoenix.

2. Off-site Sales directional signs.

- a. Copy on such signs shall be limited to: 1) the corporate or subdivision name, logo, and sale slogan; 2) types of homes offered for sale (single family, townhomes, condos, etc.); 3) developer name; and 4) travel directions.
- b. Size shall be limited to thirty two (32) square feet if less than 10 acres; 100 sq. ft. if 10 acres or more.
- c. Within the boundaries of the Phoenician PUD, if visible along Camelback Road or 64th Street/Invergordon Road, each subdivision or model home complex may erect up to two temporary directional signs.
 - i. A common sign structure for the placement of directional information for multiple subdivisions may be permitted so long as no subdivision receives more than thirty-two (32) square feet of the sign and the sign does not exceed three hundred (300) square feet in size and eighteen (18) feet in height.

- d. Outside of the boundaries of the Phoenician PUD, up to two temporary directional signs may be erected on undeveloped property within one mile of a subdivision or model home complex.
- 3. Model home signs.
 - a. Each model home lot or dwelling may have fifteen (15) square feet of signage.
- 4. Removal.
 - a. Sales and model home signs shall be removed fifteen (15) days after all lots or dwelling units in the subdivision which were offered for sale have been sold. In any case, flags shall be removed upon discontinuance of sales for a period in excess of 180 days.

J. Sustainability Guidelines

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

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

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

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

City Enforceable Standards: Develop a shading program where 25% of future pedestrian paths will receive relief from the sun at noon on the summer solstice.

K. Infrastructure Standards

Circulation System (Traffic)

The City's Streets Transportation Department reviewed and approved the Traffic Impact Study, which states: "In the projected future conditions, the [Level of Service] is anticipated to be similar to the [Level of Service] in the existing conditions." [See Appendix C, Traffic Impact Study.]

Access to the Resort will continue to be by way of Camelback Road and 64th Street/Invergordon Road, both of which are listed as arterial roadways on the City's Street Classification Map. The existing main entrances located at the intersection of Camelback Road with Jokake Road along with the intersection of Phoenician Boulevard and 64th Street/Invergordon Road will be continue to serve as main access points. (See Exhibit 4.)

Elsie Avenue, Jean Avenue, and Hilltop Drive are to remain exclusively residential private streets serving the existing homes as well as three of the new single family parcels (Development Areas K2, K6, and K7). Elsie Avenue shall provide access to Development Areas H1- H4 at the existing driveway located approximately 120 feet west of Phoenician Boulevard, and to the golf course for maintenance purposes. Alta Hacienda Drive shall serve the existing homes as well as proposed single family parcels (Development Areas K3, K4, and K5, and L). Cholla Lane shall serve the last proposed single family parcel (Development Area K1). The Resort currently has access to the golf course at the end of Alta Hacienda Drive which access shall be retained. (See Exhibit 4.)

Grading and Drainage

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

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

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

It is proposed that historical drainage patterns and outfall locations be maintained so no adverse impact to the downstream properties will occur as a result of the proposed development. Retention volumes provided will be equal to the 10-year 2-hour storm for the existing resort and 100-year 2-hour storm for the proposed development. In addition, the proposed total retention volume will be equal to or larger than the total

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

Water Service

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

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

It is anticipated that the existing resort hotel and the proposed development will continuously be served by City of Phoenix public water lines in each respective pressure zone. The proposed water system improvements include distribution mains that will range in diameter from 6-inches to 12-inches. Pumping capacity at Booster Station 4M-B2 will be evaluated and additional pumps may be required to serve the development. The water distribution system will be designed and constructed in accordance with City of Phoenix Water Services Department Design Standards. Private water lines that serve the existing Resort buildings will remain intact. A Water Master Plan shall be prepared to evaluate and analyze the water infrastructure needs for the PUD.

Wastewater Service

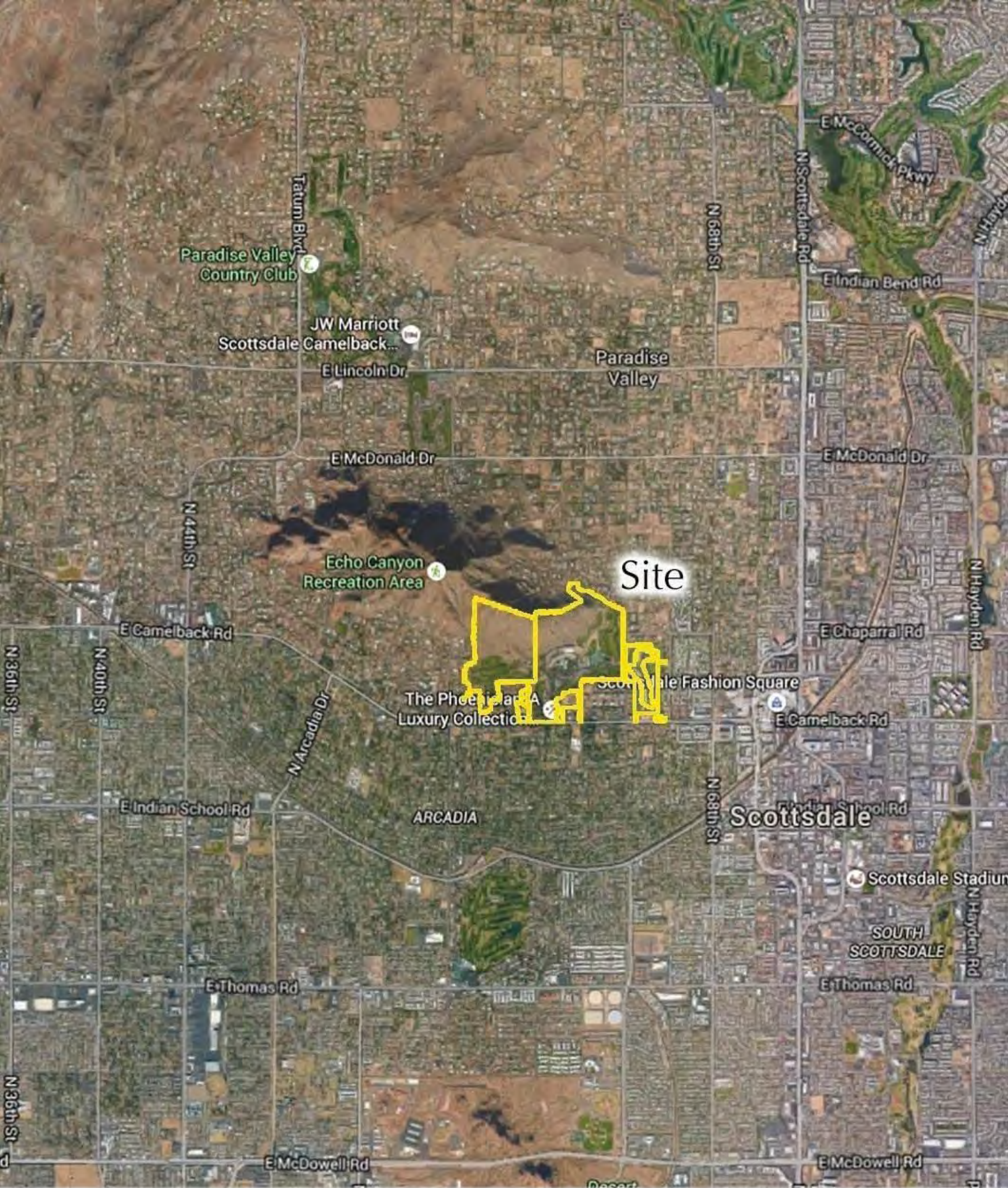
City of Phoenix is the wastewater service provider for the Resort. Existing public wastewater infrastructure includes gravity lines located around the perimeter of the site. In addition, both public and private sewer lines are located inside the Resort.

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

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

L. Phasing Plan

At this time, there is no set phasing proposed.



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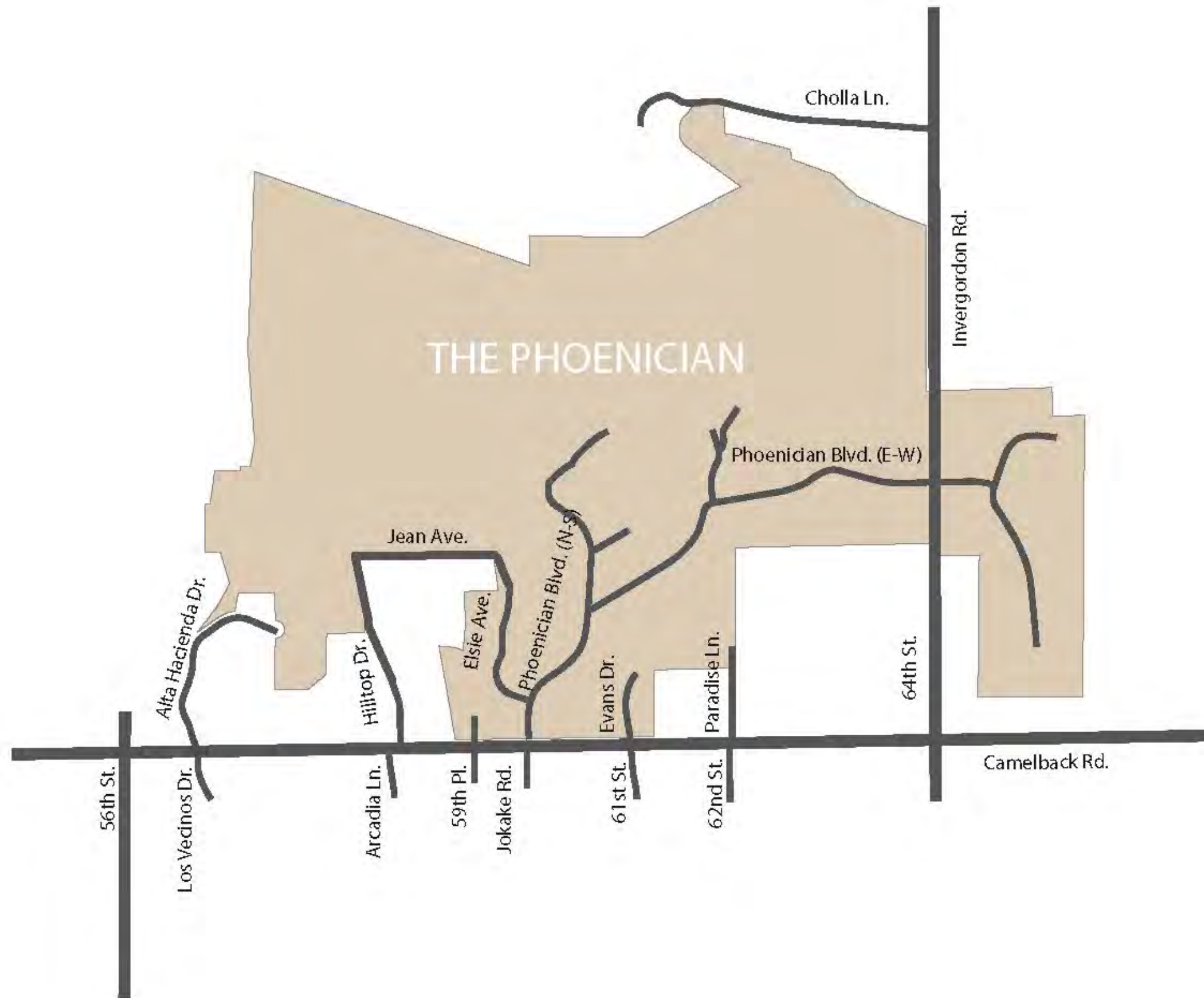
Area Vicinity Map



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Aerial Map

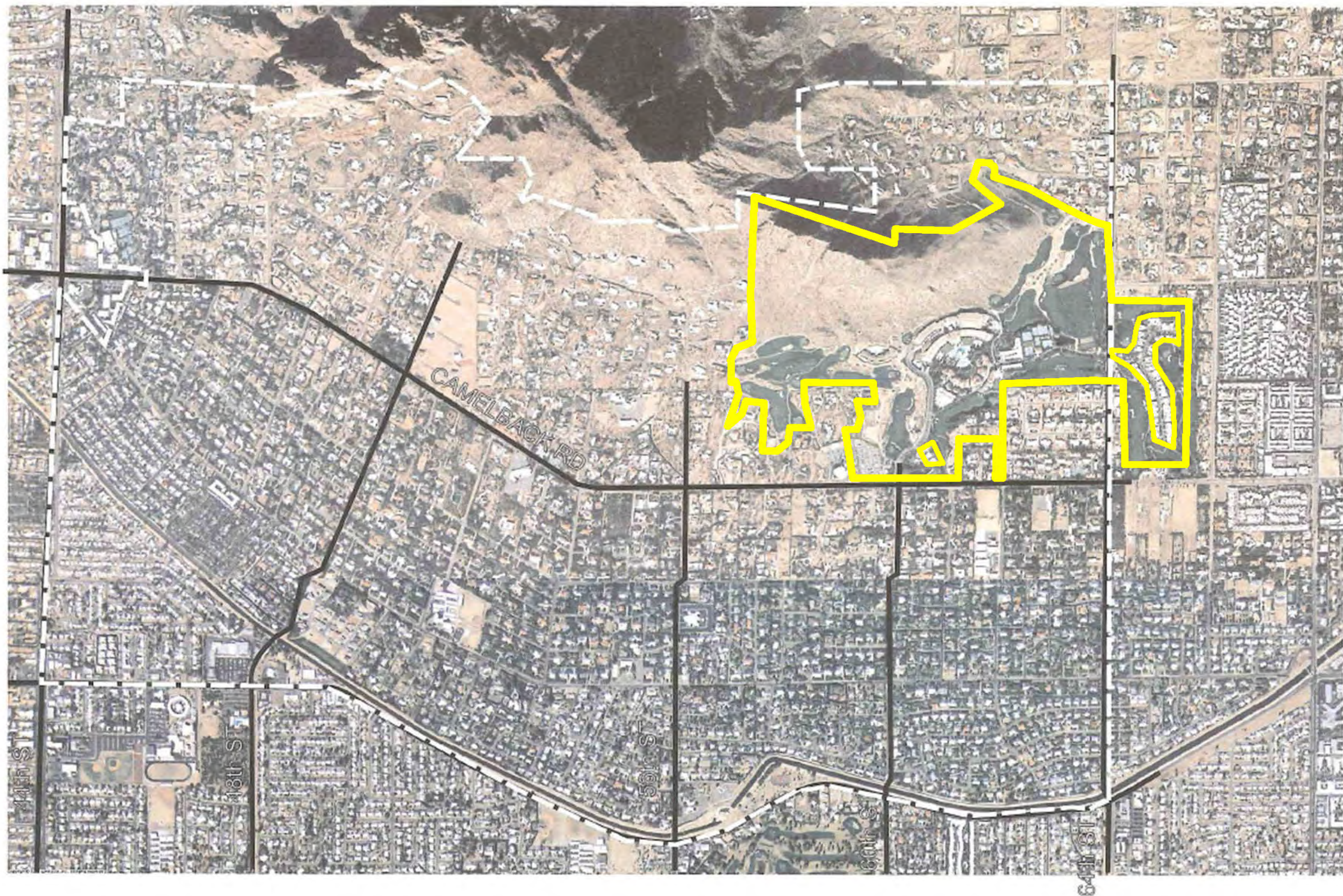




Access/Roadway Map

STANFORD
DR.

INDIAN
SCHOOL



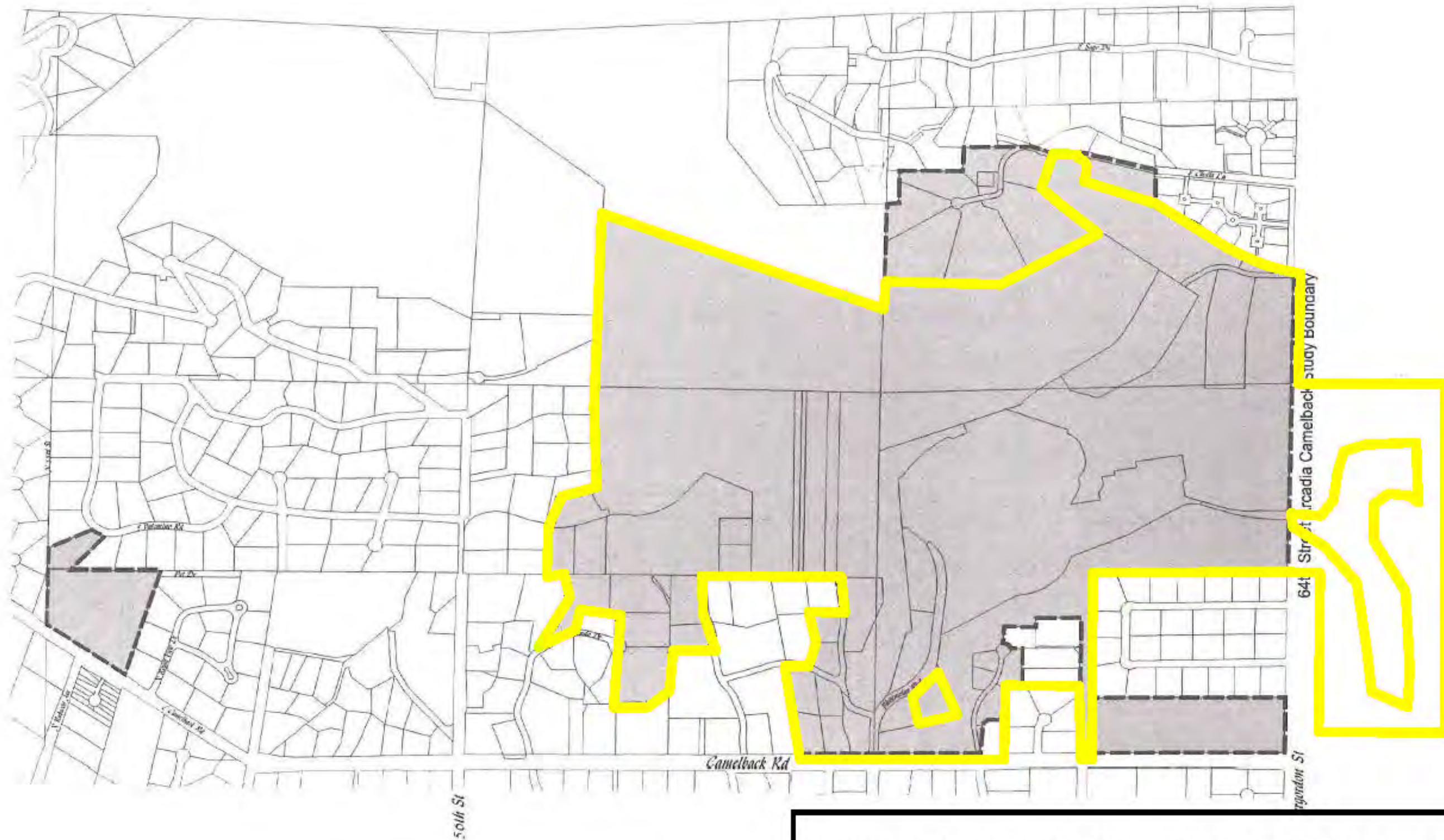
Map 2

ARCADIA CAMELBACK SPECIAL PLANNING DISTRICT

Boundaries

General Outline of Phoenician PUD Boundary




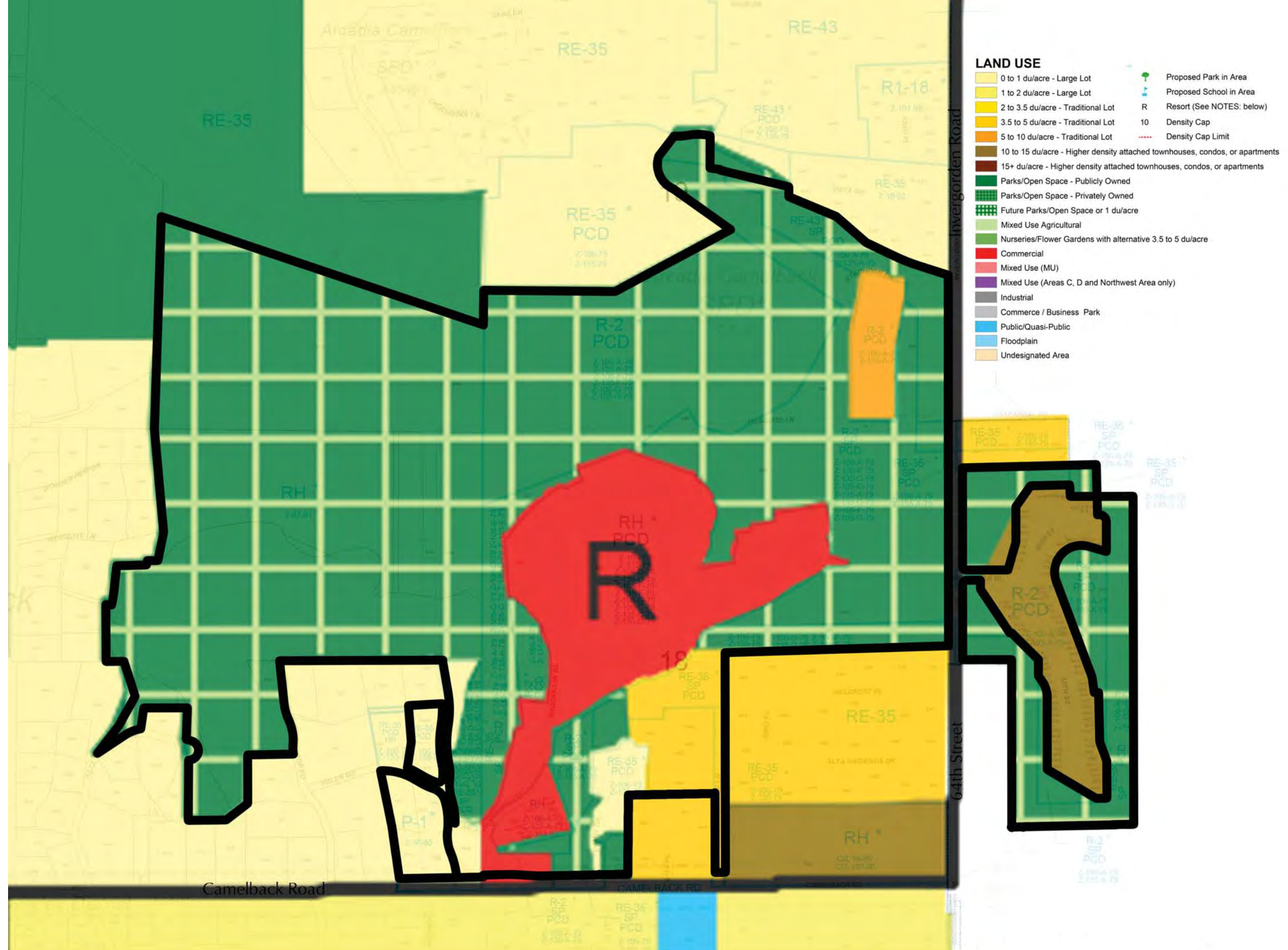


General Outline of Phoenician PUD Boundary 

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

LEGEND

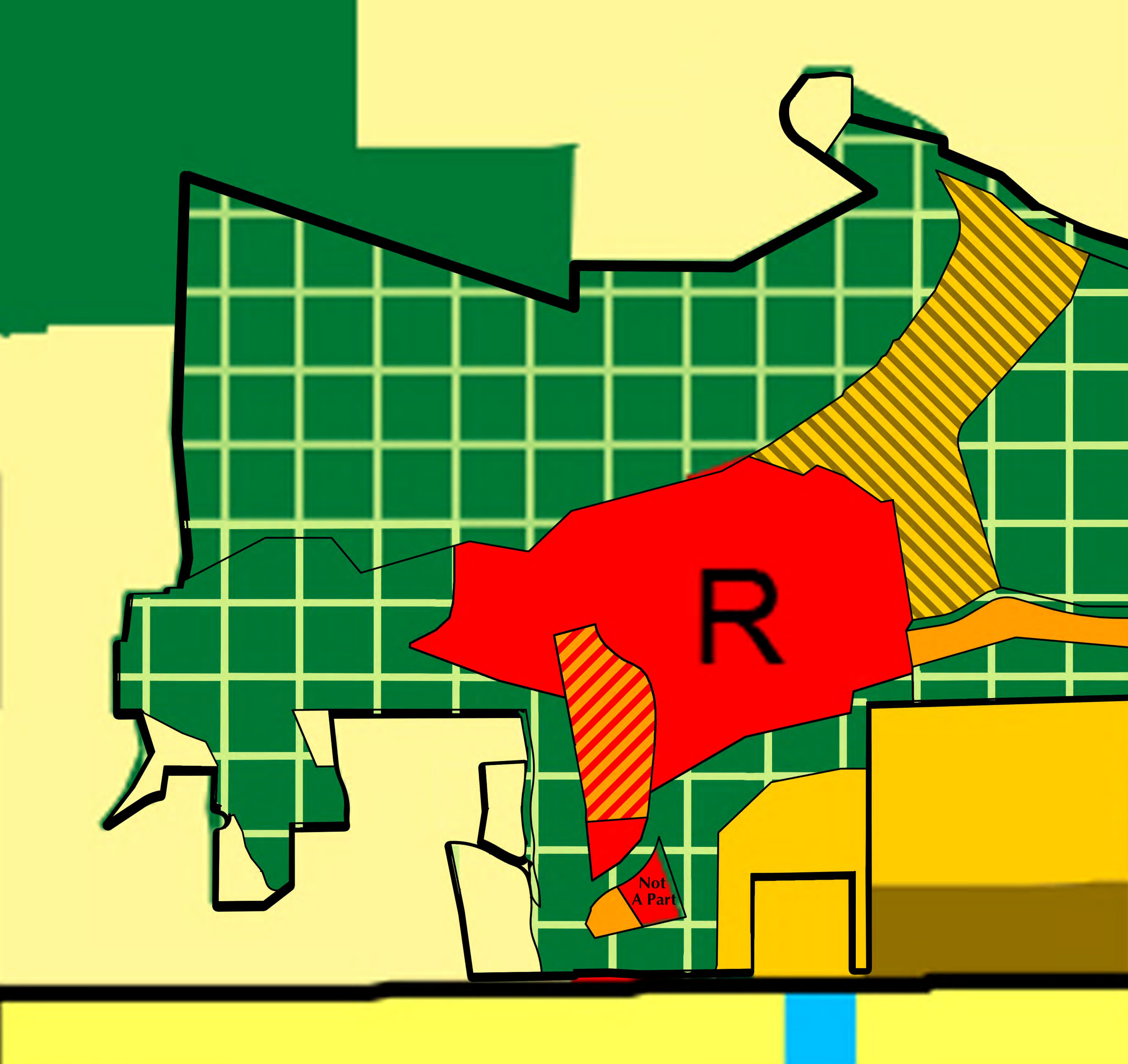
 Resort master Plan Area Boundary



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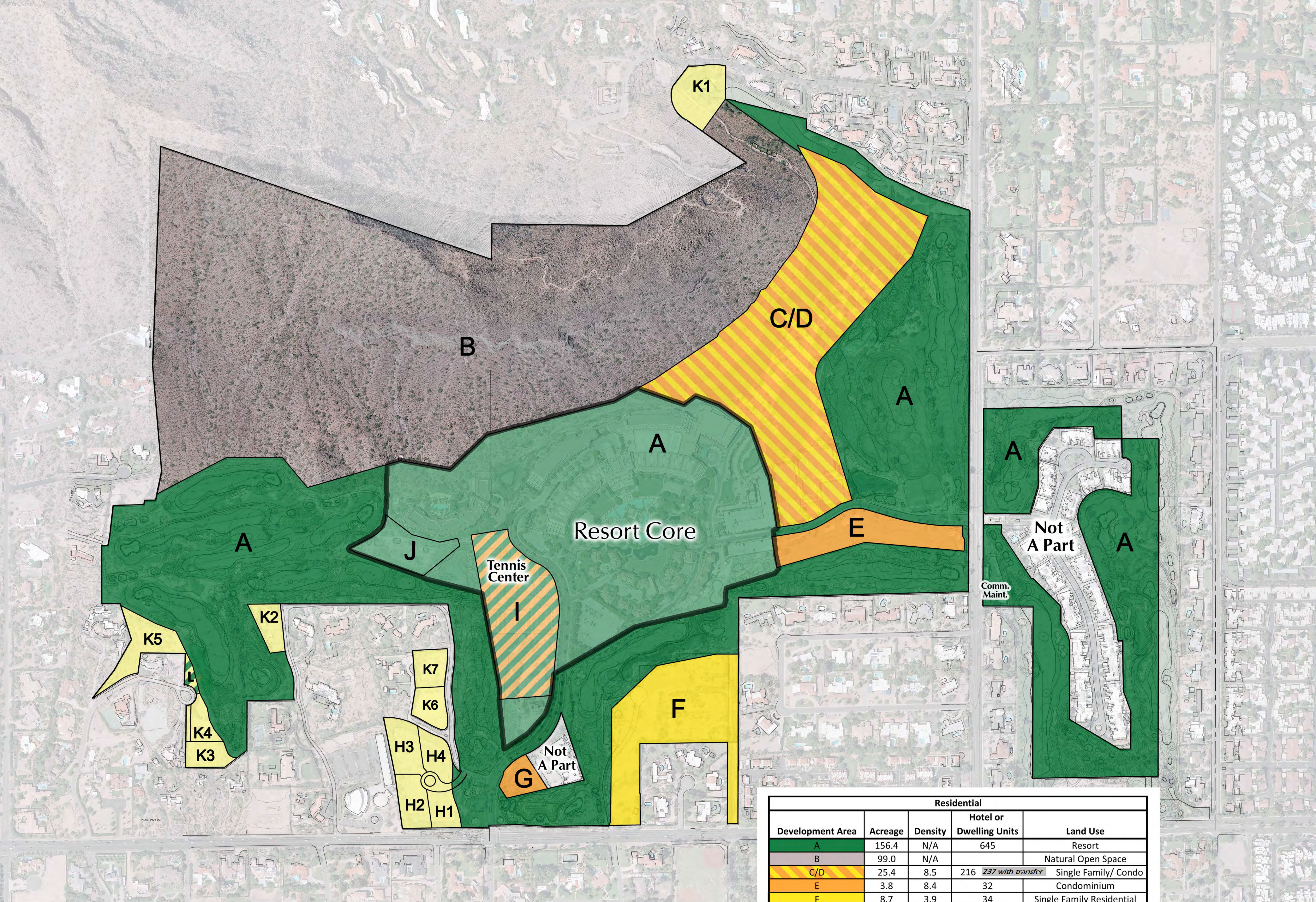
Existing General Plan





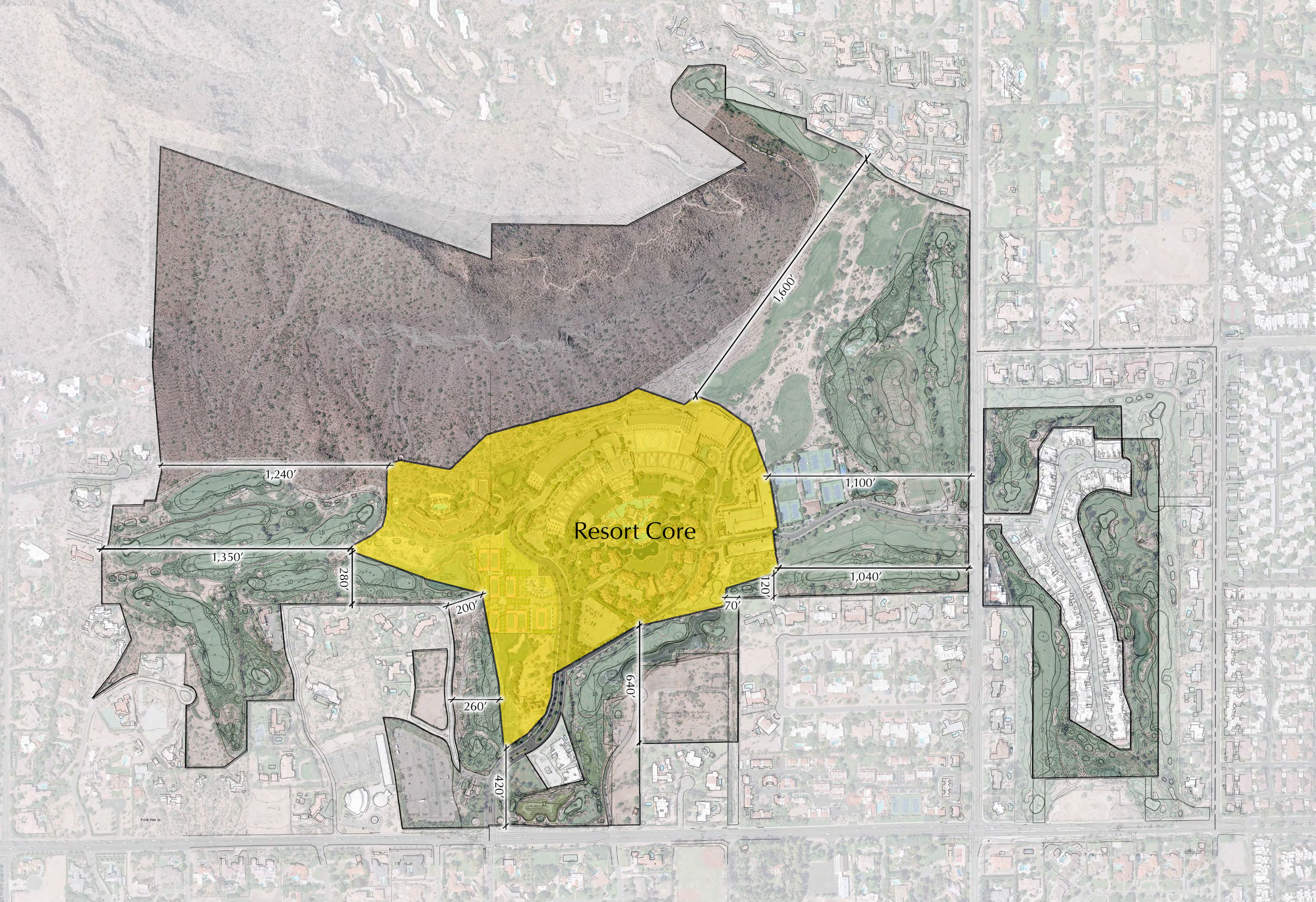
- 0 to 1 du/acre - Large Lot
- 1 to 2 du/acre - Large Lot
- 2 to 3.5 du/acre - Traditional Lot
- 3.5 to 5 du/acre - Traditional Lot
- 5 to 10 du/acre - Traditional Lot
- 10 to 15 du/acre - Higher density attached townhouses, condos, or apartments
- 15+ du/acre - Higher density attached townhouses, condos, or apartments
- Parks/Open Space - Publicly Owned
- Parks/Open Space - Privately Owned
- Future Parks/Open Space or 1 du/acre
- Mixed Use Agricultural
- Nurseries/Flower Gardens with alternative 3.5 to 5 du/acre
- Commercial
- Mixed Use (MU)
- Mixed Use (Areas C, D and Northwest Area only)
- Industrial
- Commerce / Business Park
- Public/Quasi-Public
- Floodplain
- Undesignated Area
- Proposed Park in Area
- Proposed School in Area
- R Resort (See NOTES: below)
- 10 Density Cap
- Density Cap Limit

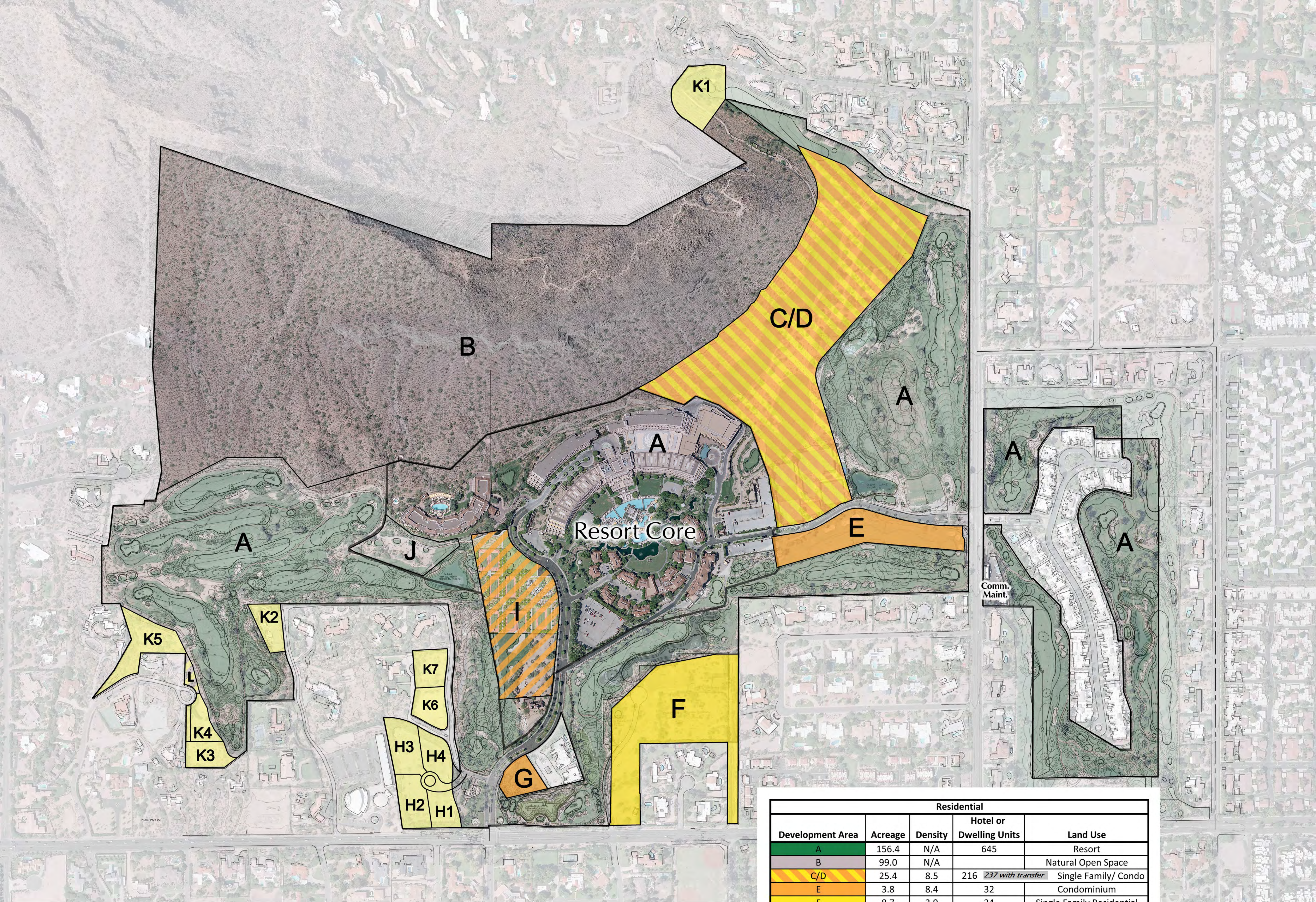
Proposed General Plan



Residential				
Development Area	Acreage	Density	Hotel or Dwelling Units	Land Use
A	156.4	N/A	645	Resort
B	99.0	N/A		Natural Open Space
C/D	25.4	8.5	216 <i>237 with transfer</i>	Single Family/ Condo
E	3.8	8.4	32	Condominium
F	8.7	3.9	34	Single Family Residential
G	0.9	5.6	5	Townhome
H	3.8	1.1	4	Single Family Residential
I	7.5	5.3	40 <i>50 with transfer</i>	Resort/Condominium
J	2.0	N/A	20	Resort Casita
K	7.3	1.0	7	Single Family Residential
L	0.2	N/A		Single Family/Resort
Total	315.0	1.2	1,003	

338 Dwelling Units & 665 Hotel Units



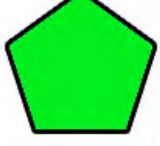


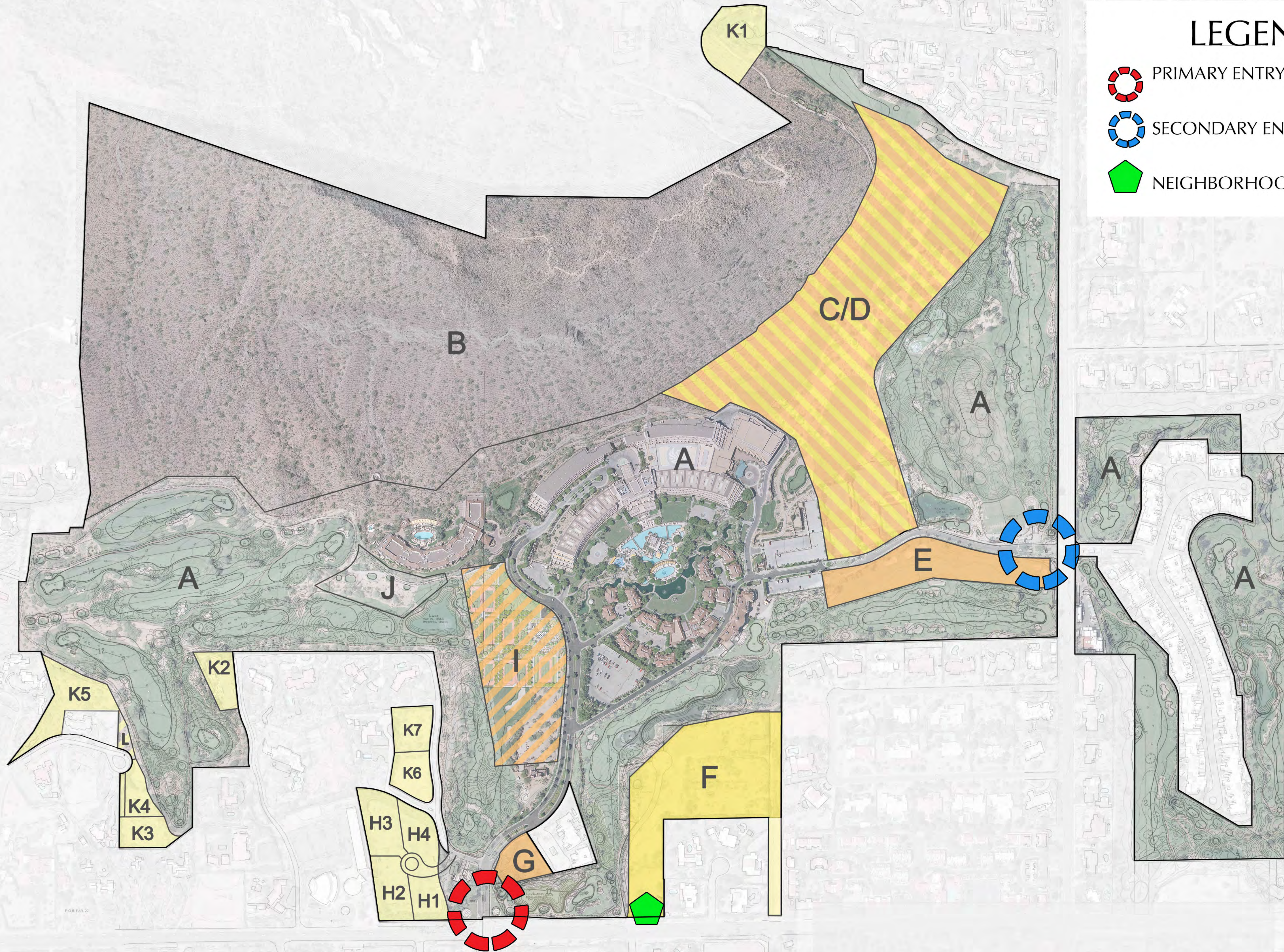


Residential				
Development Area	Acreage	Density	Hotel or Dwelling Units	Land Use
A	156.4	N/A	645	Resort
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L	0.2	N/A		Single Family/Resort
Total	315.0	1.2	1,003	

338 Dwelling Units & 665 Hotel Units

LEGEND

-  PRIMARY ENTRY SIGN
-  SECONDARY ENTRY SIGN
-  NEIGHBORHOOD ENTRY SIGN



Appendix A: PUD Area Legal Description

PARCEL DESCRIPTION The Phoenician Resort PUD

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

Parcel No. 1

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

Except from said Parcel No. 8 the following:

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

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

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

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

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

Parcel No. 2

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

Parcel No. 3

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

Y:\WP\ParcelDescriptions\2015 Parcel Descriptions\154116 The Phoenician Resort PUD L16 11-04-16.docx



Appendix B: Development Area Legal Descriptions

(To be added for Final PUD after approval)

Appendix C: Traffic Impact Analysis

(Separate Document)

Prepared by CivTech Engineering, Inc.

Report Dated November 7, 2016

Appendix D: Parking Study

(Separate Document)

Prepared by CivTech Engineering, Inc.

Report Dated October 14, 2016