



Town of Paradise Valley

6401 E Lincoln Dr
Paradise Valley, AZ 85253

Meeting Notice and Agenda Town Council

Thursday, December 3, 2015

4:00 PM

Council Chambers

1. CALL TO ORDER / ROLL CALL

Notice is hereby given that members of the Town Council will attend either in person or by telephone conference call, pursuant to A.R.S. §38-431(4).

2. STUDY SESSION ITEMS

The Study Session is open to the public however the following items are scheduled for discussion only. The Town Council will be briefed by staff and other Town representatives. There will be no votes and no final action taken on discussion items. The Council may give direction to staff and request that items be scheduled for consideration and final action at a later date. The order of discussion items and the estimated time scheduled to hear each item are subject to change.

- | | | |
|--|--|-------------------|
| 15-287 | Discussion of "Mountain Shadows Resort - Condominium Hotel" Preliminary Condominium Map | 10 Minutes |
| <u>Staff Contact:</u> Paul Michaud, 480-348-3574 | | |
| | | |
| 15-309 | Discussion of Ordinance Related to Sewer Disconnection Costs | 10 Minutes |
| <u>Staff Contact:</u> Andrew M. Miller, Town Attorney | | |
| | | |
| 15-306 | Discussion of Special Use Permit Major Amendment for The Ritz-Carlton Paradise Valley | 70 Minutes |
| <u>Staff Contact:</u> Eva Cutro, 480-348-3522 | | |

3. EXECUTIVE SESSION

- | | |
|---------------|---|
| 15-292 | Discussion and consultation with Town Attorney to consider the Town Council's position and instruct the attorney regarding a potential development agreement with Five Star Development as authorized by A.R.S. §38-431.A.4; and discussion or consultation for legal advice with the Town Attorney as authorized by A.R.S. §38-431.A.3. |
|---------------|---|

- 15-293** The Town Council may go into executive session at one or more times during the meeting as needed to confer with the Town Attorney for legal advice regarding any of the agenda items listed on the agenda as authorized by A.R.S. §38-431.A.3.

4. BREAK

5. RECONVENE FOR REGULAR MEETING 6:00 PM

6. ROLL CALL

7. PLEDGE OF ALLEGIANCE*

8. PRESENTATIONS*

- 15-307** **Acceptance of the FY15 Comprehensive Annual Financial Report and Associated Financial Reports**

Recommendation: Adopt Resolution 1342 and Receive and file the FY15 Comprehensive Annual Financial Report (CAFR) and associated financial reports.

Staff Contact: Dawn Marie Buckland, Director of Administration & Government Affairs

9. CALL TO THE PUBLIC

Citizens may address the Council on any matter not on the agenda. In conformance with Open Meeting Laws, Council may not discuss or take action on this matter at this Council meeting, but may respond to criticism, ask that staff review a matter raised, or ask that it be placed on a future agenda. Those making comments shall limit their remarks to three (3) minutes. Please fill out a Speaker Request form prior to addressing the Council.

10. CONSENT AGENDA

All items on the Consent Agenda are considered by the Town Council to be routine and will be enacted by a single motion. There will be no separate discussion of these items. If a member of the Council or public desires discussion on any item it will be removed from the Consent Agenda and considered separately. Please fill out a Speaker Request form prior to the start of the meeting and indicate which item you would like to address.

- 15-304** **Town Council Minutes November 19, 2015**

- 15-290** **Adoption of Resolution Number 1337 Amending the Fee Schedule**

Recommendation: Adopt Resolution Number 1337

Staff Contact: Duncan Miller, 480-348-3610

15-288 Approval of Special Event Liquor License for CASA Academy

Recommendation: Approve a Special Event Liquor License for CASA Academy for an event on Friday, February 26, 2016, subject to the following stipulations: only those people authorized by law be allowed to dispense and/or consume alcoholic beverages; consumption shall be limited to the premises as indicated in the application; and Section 10-7 Control of Excess Noise be observed.

Staff Contact: Duncan Miller, 480-348-3610

11. ACTION ITEMS

The Town Council May Take Action on This Item. Citizens may address the Council regarding any or all of these items. Those making comments are limited to three (3) minutes. Speakers may not yield their time to others. Please fill out a Speaker Request form prior to the start of the meeting and indicate which item you would like to address.

15-310 Adoption of Ordinance Number 691 Regulating Unmanned Aerial Vehicles; and Declaring an Emergency

Recommendation: It is recommended that the Town Council review and approve Ordinance Number 691; amending Chapter 10 by adding Article 10-12, regulations related to the operation of unmanned aerial vehicles.

Staff Contact: Andrew M. Miller, Town Attorney, 480-348-3691

15-289 Adoption of Ordinance Number 692 Amending Article 2-3 Council Election

Recommendation: Adopt Ordinance Number 692

Staff Contact: Duncan Miller, 480-348-3610

12. FUTURE AGENDA ITEMS

The Town Council May Take Action on This Item. The Mayor or Town Manager will present the long range meeting agenda schedule and announce major topics for the following meeting. Any member of the Council may move to have the Town Manager add a new agenda item to a future agenda. Upon concurrence of three more Members, which may include the Mayor, the item shall be added to the list of future agenda items and scheduled by the Town Manager as a future agenda item within 60 days.

15-291 Consideration of Requests for Future Agenda Items

Recommendation: Review the current list of pending agenda topics.

Staff Contact: Kevin Burke, 480-348-3690

13. MAYOR / COUNCIL / MANAGER COMMENTS

The Mayor, Council or Town Manager may provide a summary of current events. In conformance with Open Meeting Laws, Council may not have discussion or take action at this Council meeting on any matter discussed during the summary.

14. PUBLIC HEARINGS

The Town Council may hear public comments and take action on any of these items. Citizens may address the Council regarding any or all of these items. Those making comments are limited to three (3) minutes. Speakers may not yield their time to others. Please fill out a Speaker Request form prior to the start of the meeting and indicate which item you would like to address.

15-303 Consideration of Ordinance Number 694: Special Use Permit Major Amendment for The Ritz-Carlton Paradise Valley

Recommendation: It is recommended that the Town Council continue to a date certain, December 17, 2015, the Five Star Ritz-Carlton SUP major amendment request. This will allow additional time to review the submittals and stipulations.

Staff Contact: Eva Cutro, 480-348-3522

15. ADJOURN

AGENDA IS SUBJECT TO CHANGE

**Notice is hereby given that pursuant to A.R.S. §1-602.A.9, subject to certain specified statutory exceptions, parents have a right to consent before the State or any of its political subdivisions make a video or audio recording of a minor child. Meetings of the Town Council are audio and/or video recorded, and, as a result, proceedings in which children are present may be subject to such recording. Parents in order to exercise their rights may either file written consent with the Town Clerk to such recording, or take personal action to ensure that their child or children are not present when a recording may be made. If a child is present at the time a recording is made, the Town will assume that the rights afforded parents pursuant to A.R.S. §1-602.A.9 have been waived.*

The Town of Paradise Valley endeavors to make all public meetings accessible to persons with disabilities. With 72 hours advance notice, special assistance can also be provided for disabled persons at public meetings. Please call 480-948-7411 (voice) or 480-483-1811 (TDD) to request accommodation to participate in the Town Council meeting.



Action Report

File #: 15-287

TO: Mayor Collins and Town Council

FROM: Eva Cutro, Community Development Director
Paul Michaud, Senior Planner

DATE: December 3, 2015

CONTACT:

Paul Michaud, 480-348-3574

AGENDA TITLE:

Discussion of "Mountain Shadows Resort - Condominium Hotel"
Preliminary Condominium Map (PP 15-04)
Southwest Corner Lincoln Drive and 56th Street (Assessor No. 169-30-102)

BACKGROUND

Request:

MS Condo Hotel Owner, L.L.C. is requesting approval of a Preliminary Condominium Map application for the "Mountain Shadows Resort - Condominium Hotel". This map consists of a total of 44 condominiums located on approximately 1.3 acres. The subject site is Lot 131 of the "Mountain Shadow Resort Unit 2 - Amended VII" map, near the southwest corner of Lincoln Drive and 56th Street. Development will be pursuant to the approved Special Use Permit - Resort zoning on the subject property for resort unit- hotel key development.

These condominiums will be available for transient occupancy with the adjoining resort hotel, operating similarly to the hotel rooms of the resort. The units will be in one 3-story structure and be architecturally compatible with the adjoining resort hotel buildings. Eight units will be two levels (even units of 1002-1016). Several of the units will be equipped as a "lock-out" unit. The "lock-out" unit will allow at least one full bath and bedroom to be locked off from the rest of the unit, with its own entrance into the main corridor. Including "lock-out" units, there will be a maximum potential of 59 hotel keys.

Planning Commission Preliminary Map Recommendation:

In a 6 to 0 vote, the Planning Commission recommended approval of the Preliminary Map with the five stipulations attached to this report. These stipulations relate to substantial compliance of the final map to the preliminary map, Town review of the CC&Rs, processing of final improvement plans, deadline to submit copies of the map, and the inclusion of necessary easements on the final map.

Map Conformance:

SUP Stipulation III.E.43 allows for horizontal property regimes (i.e. condominium development) in this portion of the SUP. The condominium map is a graphic description that identifies the boundaries of the units; some or all of the exclusive use common areas such as balconies, patios, parking spaces, and other areas that are outside the boundaries of the unit and intended for the use of the property owner of one unit; and common areas such as a pool or outdoor landscaped sections for the use by all unit owners. The exclusive use common areas and common areas may be fully described on the condominium map and/or may be detailed in the declaration document(s) that accompany the final map. Similar to a preliminary plat, a preliminary condominium map does not need to depict all the final dimensions, exclusive use common areas, or common areas. The preliminary map should provide an understanding of the general unit layout and access. The condominium units are within one building, with one level of underground parking. The Preliminary Map depicts the unit layout, access, and common elements. These components are further described under Discussion/Facts below.

Enforcement:

As of the date of this report, there are no outstanding code violations on this SUP property.

DISCUSSION/FACTS

General Plan:

The subject property has a General Plan designation of “Resort/Country Club” according to the Town’s General Plan Land Use Map. The proposed map for resort unit hotel key development is in conformance with this designation.

Zoning:

The zoning on the subject property is “Special Use Permit - Resort.” This zoning was approved in April 2013 by Ordinance Number 653. This is the appropriate zoning for resort-related uses. Each Special Use Permit has its own unique set of development standards. For this subject property, the provisions of both Ordinance Number 653 and its associated Development Agreement apply regarding platting/mapping within the SUP area. The following standards apply to this SUP.

- The subject area of this plat is in Area ‘B’ of the SUP.
- SUP Stipulation III.E.43 allows for subdivision of land by one or more plats and/or maps in various forms such as on individual lots and/or horizontal property regimes (i.e. condominium development).
- SUP Stipulation III.E.47 allows for 3-story/36-foot high buildings when such building includes hotel keys.
- Article 3.C.3(d) of the Development Agreement states that plats/maps within the SUP will follow the standards and requirements of Article 6, Subdivisions, of the Town Code, except as modified by the SUP and Development Agreement. The typical requirements for ingress/egress, right-of-way width, roadway pavement width, size/location of public utility easements, minimum lot size, lot configuration and lot shape do not apply.

Parking:

The proposed condominium map will comply with the required minimum number of parking spaces. As this application is for units designed to be hotel keys, parking requirements fall under SUP Stipulation III.G. 93 that requires 1.2 parking spaces for each unit without a “lock-out” capability and 1.0 spaces for each “lock-out” portion of a “lock-out” unit. Pursuant to the approved parking study, this condominium hotel requires 66 parking spaces based on 45 condominium units and 59 lock-outs. The property will have a total of 71 parking spaces, including three accessible parking spaces in the garage level and two at-grade parking spaces near the street entrance. The parking design includes 12 tandem parking spaces, accommodating 24 vehicles. The tandem parking complies with the SUP parking requirements and approved parking study as valet service will be available with this condominium hotel site as part of the service for the main resort. The three accessible spaces comply with the Town Building Code requirement of 3 accessible parking spaces when 51 to 75 parking spaces are required.

Roadways/Emergency Access:

The subject property will have access to Lincoln Drive and 56th Street via Tract ‘A’ through the resort as approved by the SUP. Tract ‘A’ is Mountain Shadows Drive, being the main access from Lincoln Drive. Emergency drive access is met offsite via Mountain Shadows Drive and Valley Vista Lane.

Building Lines & Setbacks:

The building illustrated on the site plan with the Preliminary Map meet setbacks. There are no required setbacks for this property, Lot 131 of the “Mountain Shadow Resort Unit 2 - Amended VII” map.

Building Permit/Town Manager Approval:

The type and character of building, signage, and landscaping are either approved with the building permit and/or by the Town Manager. As such, these items will not be considered with this map request.

Drainage:

An overall master hydrology and drainage study for the entire west side of the Mountain Shadows SUP has been reviewed by the Town Engineer. The final approval of the hydrology and drainage study by the Town Engineer will occur along with the improvement plans associated with this map and prior to the recordation of said map.

Utilities:

The proposed development has an approved assured water supply. There was a stipulation with prior plats/maps for Mountain Shadows Resort to provide an updated Certificate of Assured Water Supply prior to plat/map recordation. The Town has received this updated Certificate on November 12, 2015. As with the prior Certificate, the subject Certificate covers the residential component of Mountain Shadows Resort west of 56th Street. The Arizona Department of Water Resources has determined there is an assured water supply for 280 lots (homes). This portion of the resort is planned for 112 homes, of which the subject application consists of 44 of those 112 homes.

All new utility lines will be located underground and generally underneath the adjoining private streets of Mountain Shadows Drive and Valley Vista Lane, or within the 6-foot utility easement on the subject site adjoining Valley Vista Drive, or within the 8-foot utility easement on the subject site adjoining Mountain Shadows Drive. Will serve correspondence from the applicable utility providers has been submitted. All typical type of utilities will be provided; such as water, electricity, natural gas and sewer.

Fire Protection:

The proposed lots will meet all standards related to fire protection. Fire hydrants along Mountain Shadows Drive will service this site. The building will have fire sprinklers in accordance with the Town Fire Code. EPCOR has verified the capacity to service the subject site and fire flow pressure of 2,064 gpm to 2,124 gpm at the required residual zone pressure of 20 psi.

NOTICING & PUBLIC COMMENTS

No comments have been received as of the writing of this report. Except for posting of the meeting agenda, there is no required public notification for a preliminary or final map. Consistent with the Town's application process, the applicant provided a mailing notification to the property owners within 1,000 feet for scheduled meetings where the Commission or Council will take action.

NEXT STEPS

Town Council action for this application is set for the December 17, 2015 meeting.

ATTACHMENTS

- 1 Presentation
- 2 Recommended Planning Commission Stipulations
- 3 Vicinity Map/Aerial/General Plan/Zoning
- 4 Application/Narrative
- 5 Prior Minutes
- 6 Utility Correspondence
- 7 Approved Parking Study Excerpts
- 8 Final Map Mtn Shadows Resort Unit 2 - Amended VII
- 9 Proposed Preliminary Condominium Map

Link to full version of the SUP Ordinances and Development Agreements at www.paradisevalleyaz.gov/126/Planning

- C: - Kristopher Harman (Applicant)
 - Case File: (PP 15-04)

TOWN OF PARADISE VALLEY

Mountain Shadows Resort – Condominium Hotel

Preliminary Map (PP 15-04)



Town Council
December 3, 2015

Request

Preliminary Condominium Map for 44 condominiums/59 Hotel keys homes on Lot 131 at Mountain Shadows Resort SUP



Vicinity Map

Subject Property



Requirements – Processing

- Map held to SUP & DA standards
- Administrative review/approval process
 - All SUP/DA standards met = approvable
 - Typical requirements for ROW, easements, lot size, lot width, setbacks etc. do not apply
 - No legislative discretion as in SUP/Rezoning

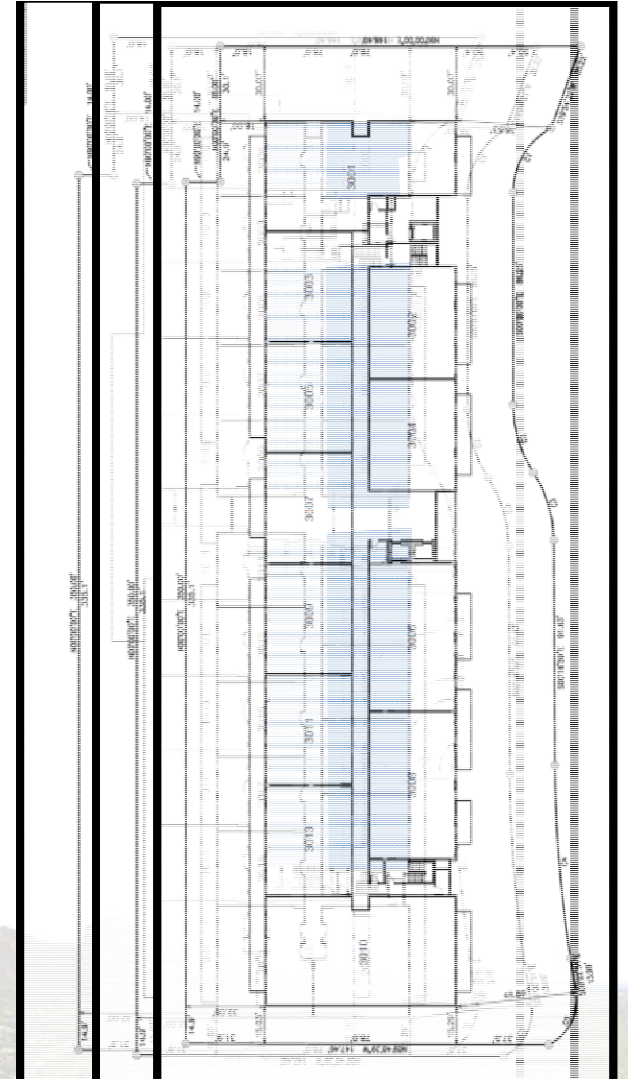


Prior Action/Discussion

- Preliminary Map recommended by Commission Nov 17, 2015 (6 to 0)



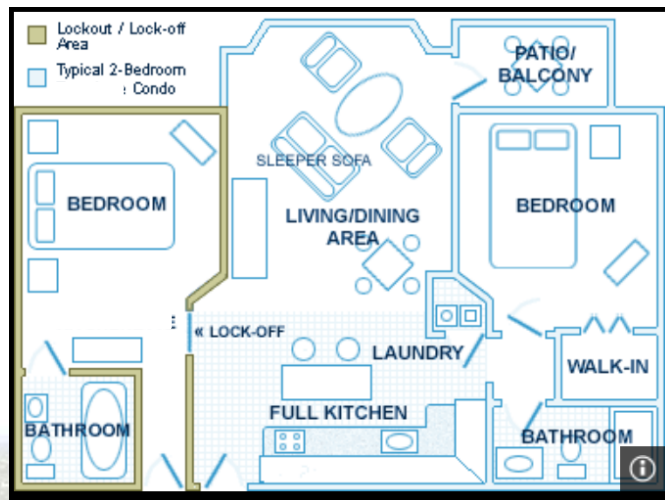
Preliminary Map



-
- VERTICAL SCHEMATIC

Units

- 44 proposed condo units/59 potential hotel keys
 - 8 units 2-story
 - 15 units “lock-out”



Generic illustration of a lock-out

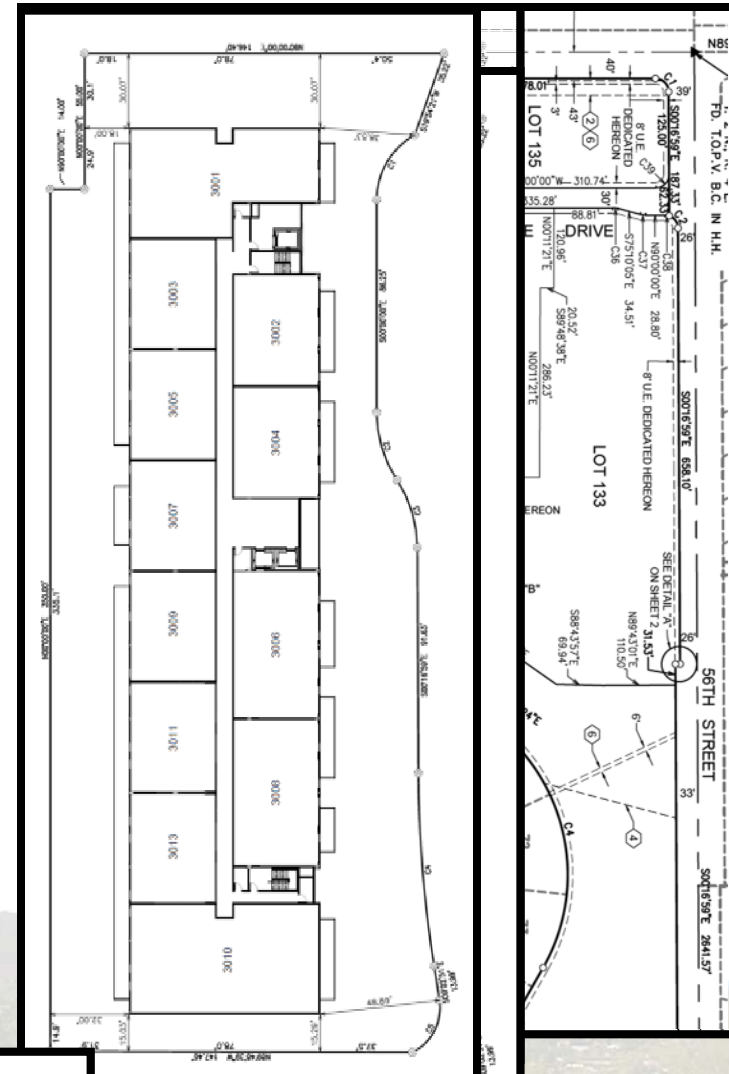


Valley Ho 2-Story Unit



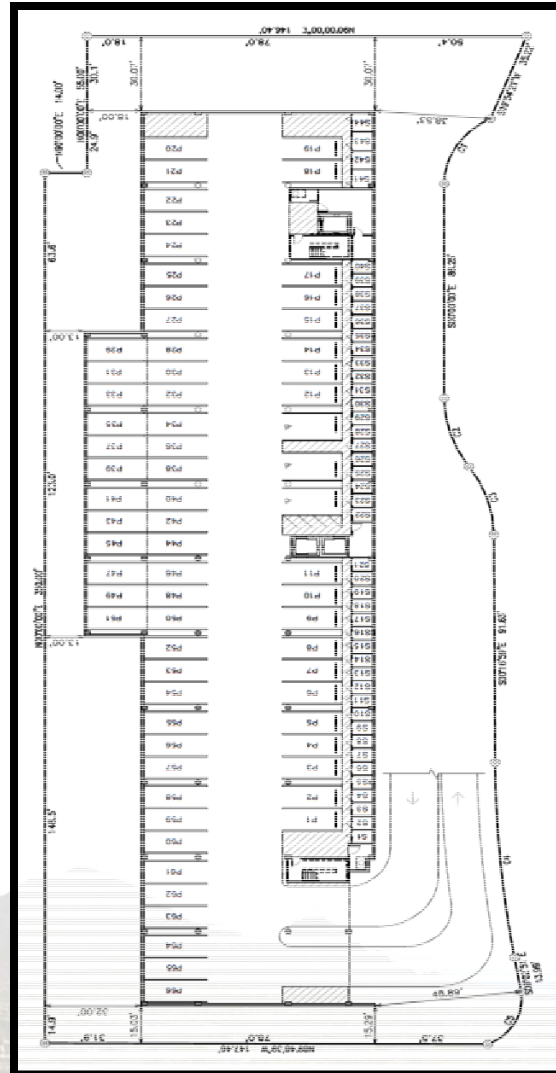
Preliminary Map

- Gives general description of unit boundaries
- Gives general description of common areas
 - Exclusive (patios, parking)
 - All units (streets)
- Get boundary refinement w/ Final Map



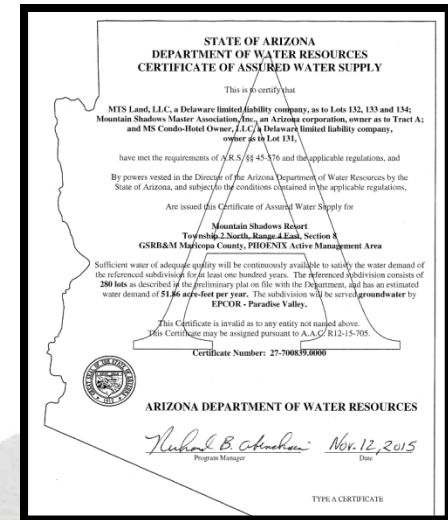
Streets, Parking

- Access to Mtn Shadow Drive
- Complies with parking std of 1.2/unit and 1/lock-out
 - 66 spaces for 45 unit (65 for 44 units)
 - 71 spaces provided
 - 12 tandem
 - 3 accessible
 - Valet
 - Underground, except 2 at ground level



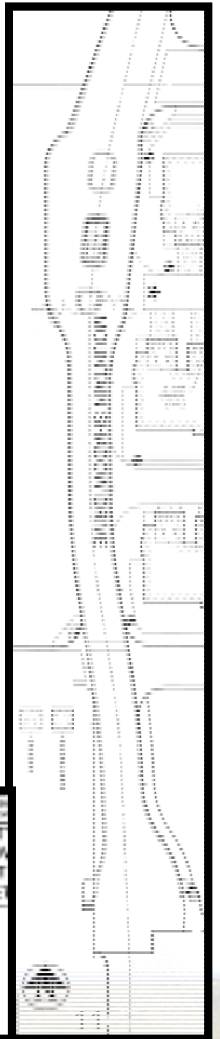
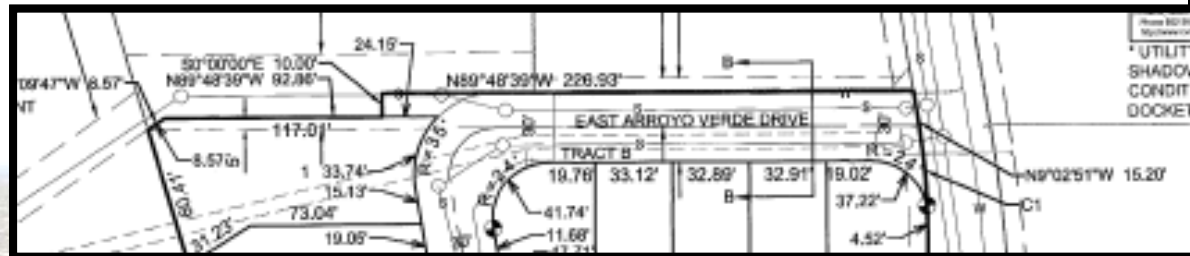
Drainage/Utilities

- No specific drainage facilities on-site, drainage is part of the overall study
- State granted Assured Water Certificate
- Will-serve correspondence received from utility providers
- 6' and 8' PUE along adjoining private roadways as approved per plat



Fire Protection

- Resort site complies with fire flow pressure
 - 1500 gpm standard
 - 2,064-2,124 gpm tested
- Building will have fire sprinklers
- Hydrants will exist within 400' on adjoining private roads



- 1,000' radius mailed notice
- No comments



12

Recommended Stipulations (Summary)

1. Final Map be in substantial compliance with the Prelim Map
2. Prior Final Map recordation, provide the CC&R's for review
3. Final improvements
 - Shall be in substantial compliance with improvement plans (e.g. sewer, water, grading)
 - Prior to recordation of Map, Town receives all assurances necessary to guarantee completion in public ROW
 - Town Engineer shall approve final improvement plans prior to issuance of building permit for a residential unit



Recommendation (Summary)

4. Within 60 days of approval of the Final Map, the applicant shall submit to the Town mylars and plans in a pdf format
5. The Final Map and/or declaration shall include any and all necessary easements, including:
 - Easements for drainage
 - Easements for utilities
 - Easements for access, parking, refuse collection, etc.



Next Steps

- Town Council Action (Dec 17, 2015)
- Submit Final Map



Questions?

Subject Property



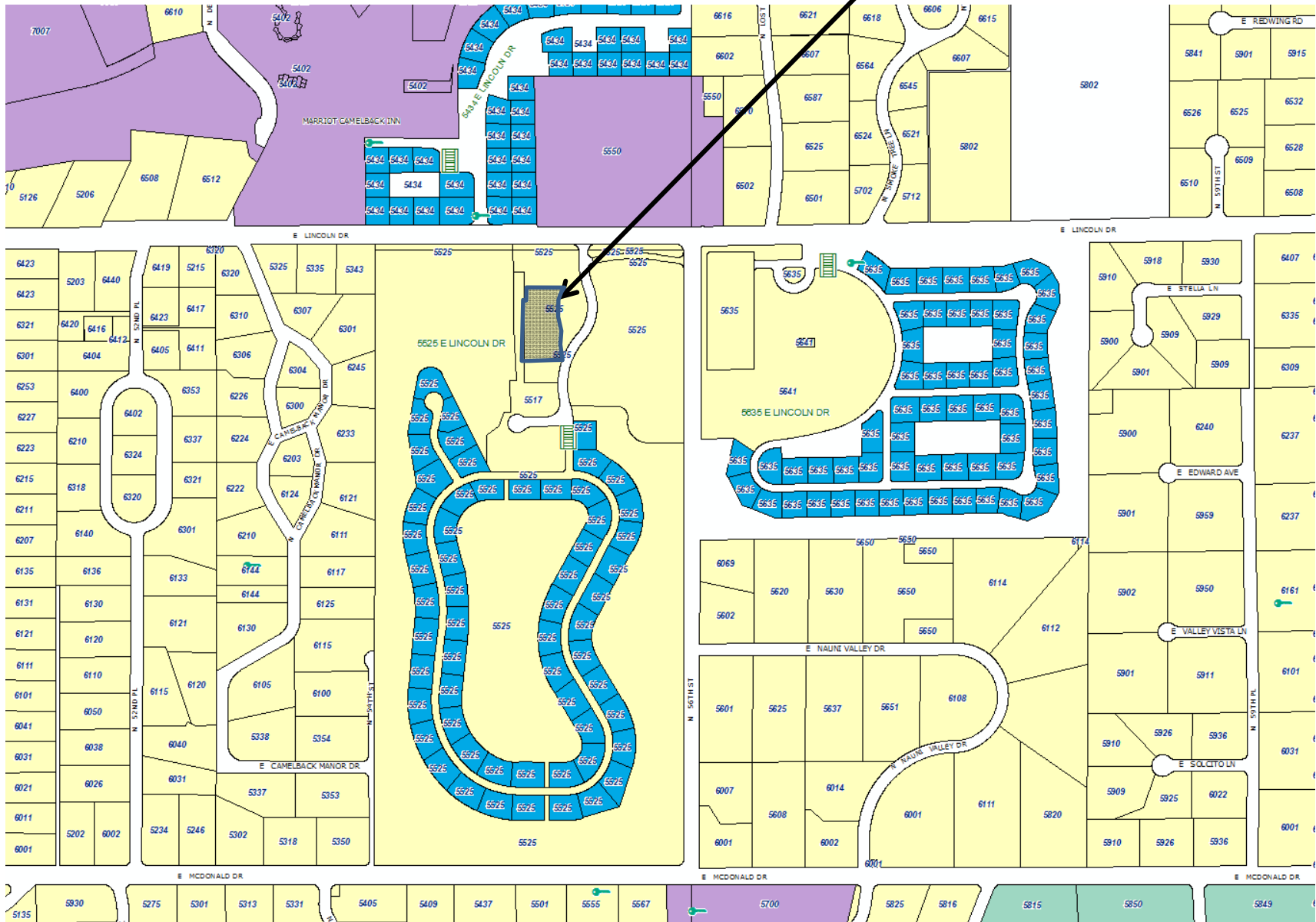
**Recommended Stipulations
Planning Commission Action
11-17-15**

1. The Final Map shall be in substantial compliance with the Preliminary Map, "Mountain Shadows Resort – Condominium Hotel," Sheets 1-13, prepared by Coe & Van Loo Consultants, Inc. dated November 3, 2015, and print date of November 23, 2015.
2. Prior to recordation of the Final Map, the applicant shall provide to the Town Attorney a copy of the CC&R's, declaration, bylaws, or other documents for review to insure that all terms required under the SUP or other recorded agreements are part of these documents, including provision for maintenance of any drainage easements dedicated on the map.
3. The final improvements shall be in substantial compliance with improvement plans approved by the Town Engineer and Community Development Department that address items such as sewer, water, grading, drainage, paving, landscaping, and irrigation. Prior to the recordation of the Final Map, the applicant shall provide, subject to Town approval and consistent with the requirements set forth in the SUP and Development Agreement, all assurances necessary to guarantee completion of any improvements in the public right-of-way. The Town Engineer shall approve said final improvement plans prior to the issuance of any building permit for a residential unit in said Final Map.
4. Within 60 days of approval of the Final Map, the applicant shall submit to the Town mylars of the approved plans and an electronic version of these plans in a pdf format for the Town's permanent record.
5. The Final Map and/or declaration shall include any and all necessary easements, including:
 - a. Easements for drainage that are consistent to the overall grading and drainage plans for the entire Special Use Permit (SUP) site west of 56th Street, which shall be depicted on the Final Map prior to recordation of said plat,
 - b. Easements for utilities, with said easements to be in the locations and widths as prescribed by the respective utility provider, with correspondence from said utility providers given to the Town prior to Town Council approval of the Final Map, and
 - c. Easements for access, parking, refuse collection, and other similar easements.

C: - Kristopher Harman (Applicant)
 - Case File: (PP 15-04)

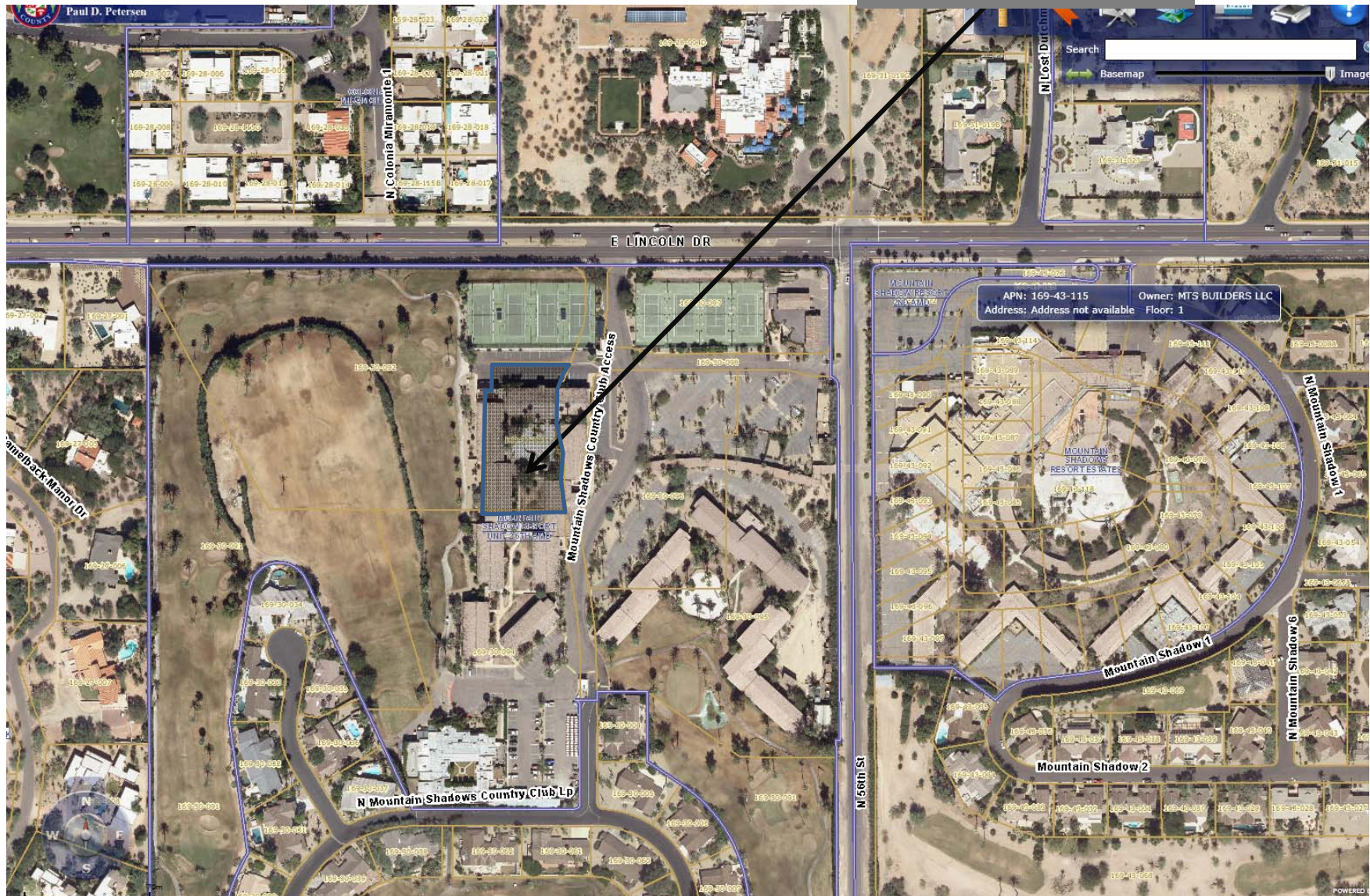
Vicinity Map

Subject Property



Aerial Photo

Subject Property

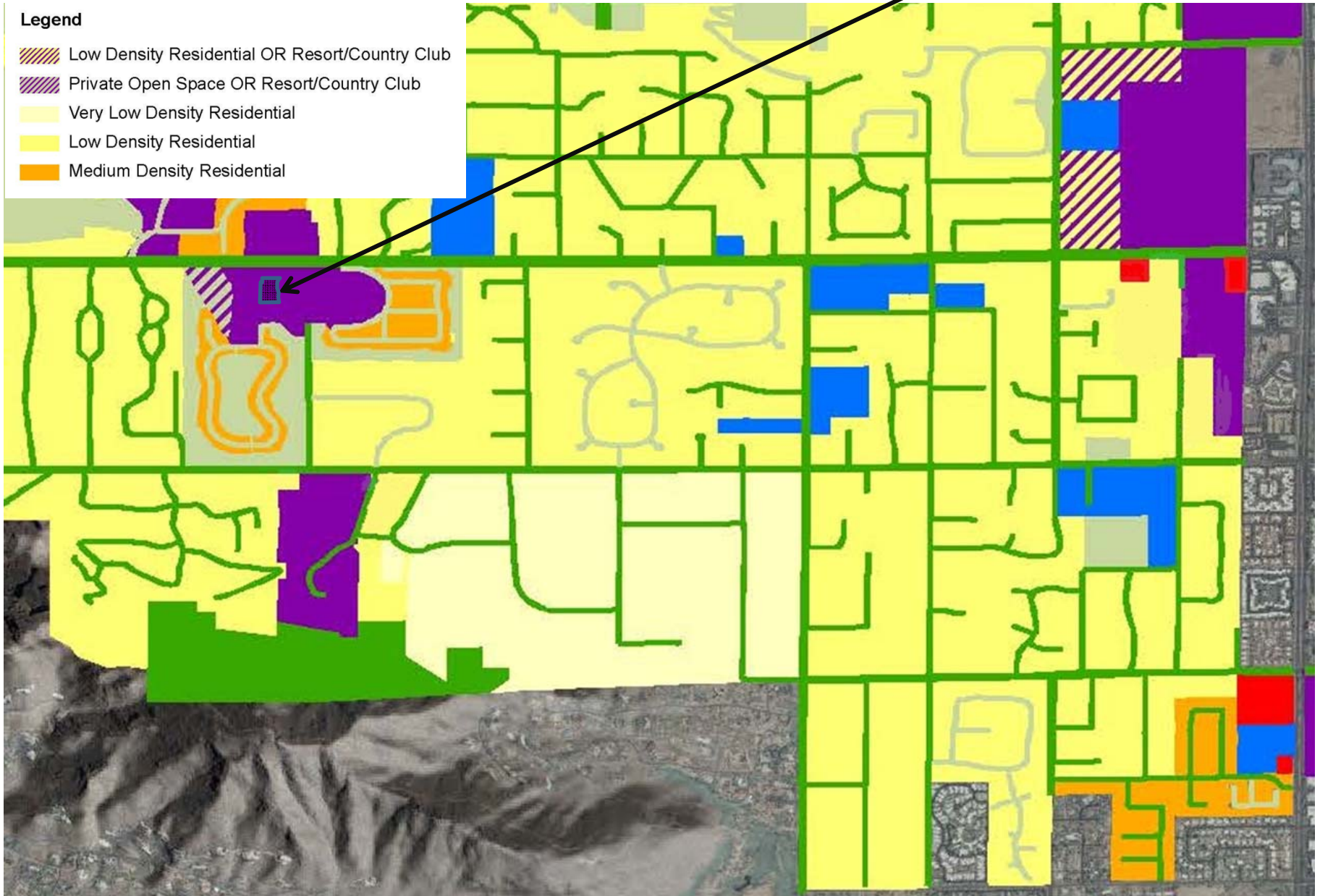


General Plan

Subject Property

Legend

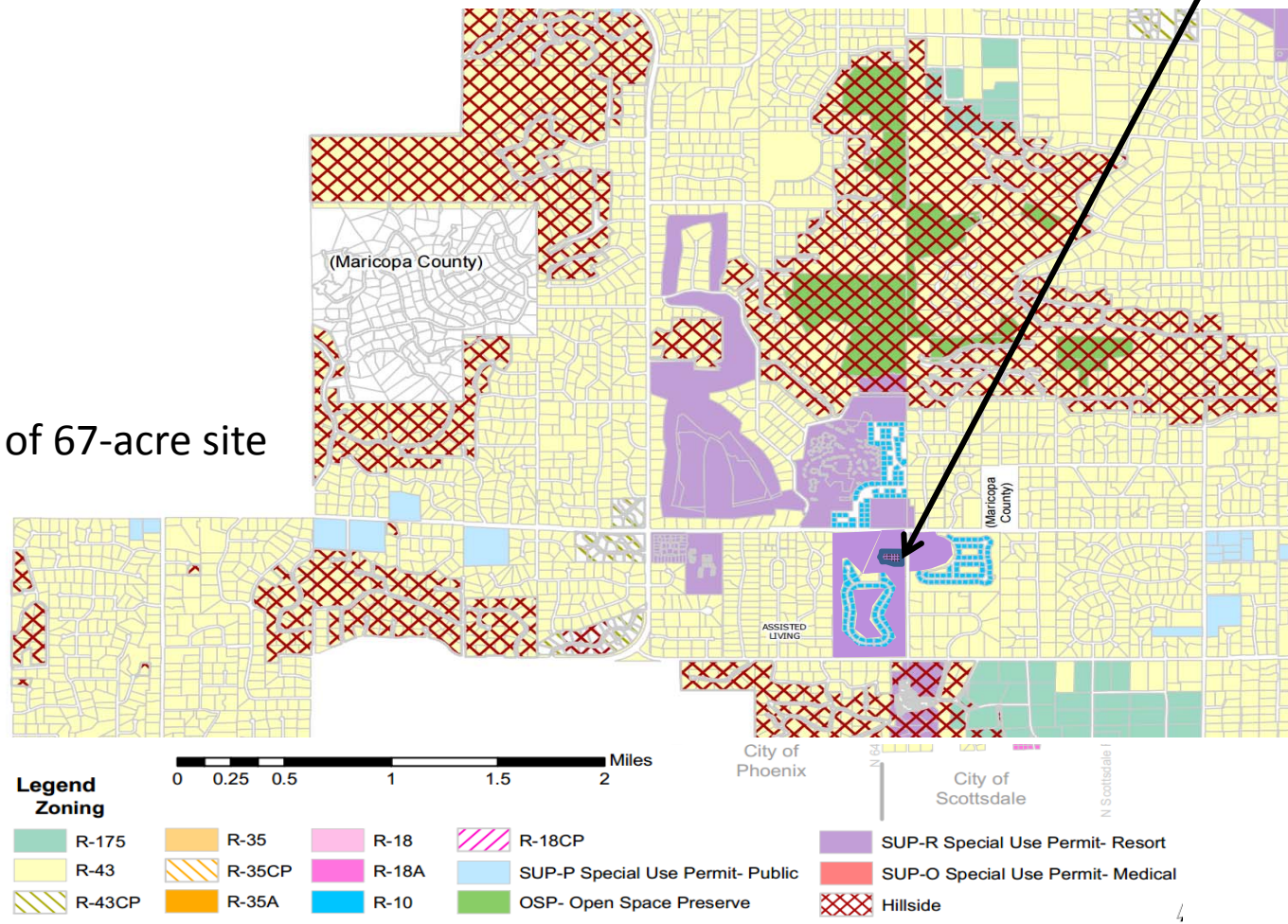
- Low Density Residential OR Resort/Country Club
- Private Open Space OR Resort/Country Club
- Very Low Density Residential
- Low Density Residential
- Medium Density Residential



Zoning

1.3 acres of 67-acre site

Subject Property



TOWN OF PARADISE VALLEY
APPLICATION FOR PRELIMINARY PLAT

PLEASE MARK THE APPROPRIATE BOX FOR APPLICATION.

PARCEL NO.: 169 - 30 - 102
(County Tax Assessor Number)

DATE: 10/29/2015

NAME OF SUBDIVISION: Mountain Shadow Resort Unit 2 7th Amendment

ADDRESS OR LOCATION OF PROPERTY: SW of 56th St. And
Lincoln Dr.

OWNER: MS Condo Hotel Owner LLC
NAME

1900 N. Akard St.
ADDRESS

(480) 951 1100
PHONE #

AUTHORIZED AGENT: KRISTOPHER L. HARMAN
NAME

2525 E. ARIZONA BILTMORE CIR STE B-220, PHX AZ 85016
ADDRESS

(480) 951-1100
PHONE #

(480) 951-1138
FAX #


SIGNATURE OF REPRESENTATIVE

October 28, 2015

Paul E. Michaud, AICP
Senior Planner
Town of Paradise Valley
6401 East Lincoln Drive
Paradise Valley, AZ 85253-4328

Re: Mountain Shadows Resort – Condominium Hotel
Subject: Project Narrative

Dear Town staff:

The preliminary map for Mountain Shadows Resort – Condominium Hotel is proposed as a single lot development on existing Lot 131 with as many as 44 units. The proposed Condominium Hotel will be designed to a consistent design theme with the Resort Hotel Design submittal, previously reviewed and approved by the Town. Variations in design, materials, and building type may be permitted as specified in the Special Use Permit for this property. There are currently no existing structures in the area of the proposed preliminary map.

The Condominium Hotel will feature an underground parking garage. This parking garage, used in conjunction with the surface parking of the resort and future retail parcel, will provide sufficient parking spaces for the overall development, as defined in the "Parking Study for Mountain Shadows Resort" prepared by CivTech and currently under review by Town staff. The exact number of parking spaces may vary based on final building and civil plans. The Condominium Hotel will comply with allowable heights as defined by the SUP.

Following approval of the preliminary map, building plans will be processed with the Town, which shall include a tabulation of actual Floor Area for each unit within the building. Signage for this development will comply with Resort Sign Guidelines and may be submitted at a later date to be approved by the Town Manager.

Should you or your team have any questions regarding this matter, please contact me directly at 602-285-4878.

Sincerely,

COE & VAN LOO
Consultants, Inc.



Josef Pappas, PE
Project Manager



Town of Paradise Valley

6401 E Lincoln Dr
Paradise Valley, AZ 85253

Action Summary Planning Commission

Tuesday, November 17, 2015

6:00 PM

Council Chambers

1. CALL TO ORDER

2. ROLL CALL

Present 6 - Chairperson Dolf Strom, Commissioner Thomas G. Campbell, Commissioner Scott Moore, Commissioner Jonathan Wainwright, Commissioner Daran Wastchak and Commissioner Jeff Wincel
Absent 1 - Commissioner Richard K. Mahrle

3. EXECUTIVE SESSION

4. STUDY SESSION ITEMS

- A. 15-271 Discussion of "Mountain Shadows Resort - Condominium Hotel"
Preliminary Condominium Map (PP 15-04)
Southwest Corner Lincoln Drive and 56th Street (Assessor No. 169-30-102)
- B. 15-280 Work Study Session - Special Use Permit Minor Amendment
Cottonwoods Resort
7150 E. Rose Lane
- C. 15-282 Discussion of Visually Significant Corridors

5. PUBLIC HEARINGS

6. ACTION ITEMS

- A. 15-272 Recommendation of "Mountain Shadows Resort - Condominium Hotel"
Preliminary Condominium Map (PP 15-04)
Southwest Corner Lincoln Drive and 56th Street (Assessor No. 169-30-102)

A motion was made by Commissioner Wainwright, seconded by Commissioner Wincel, to recommend approval of the application to the Town Council with Stipulations 1 through 4, and Stipulation 6, in the action report. Stipulation 5 was deleted since the applicant provided the updated Certificate of Assured Water Supply. The motion carried by the following vote:

Aye: 6 - Chairperson Strom, Commissioner Campbell, Commissioner Moore, Commissioner Wainwright, Commissioner Wastchak and Commissioner Wincel

Absent: 1 - Commissioner Mahrle

7. CONSENT AGENDA

A. 15-270

A motion was made by Commissioner Moore, seconded by Commissioner Campbell, to approve the Planning Commission minutes of October 19, 2015. The motion carried by the following vote:

Aye: 6 - Chairperson Strom, Commissioner Campbell, Commissioner Moore, Commissioner Wainwright, Commissioner Wastchak and Commissioner Wincel

Absent: 1 - Commissioner Mahrle

8. STAFF REPORTS

9. PUBLIC BODY REPORTS

10. FUTURE AGENDA ITEMS

11. ADJOURNMENT

A motion was made at 8:15 p.m. by Chairperson Strom, seconded by Commissioner Wastchak, to adjourn. The motion carried by the following vote:

Aye: 6 - Chairperson Strom, Commissioner Campbell, Commissioner Moore, Commissioner Wainwright, Commissioner Wastchak and Commissioner Wincel

Absent: 1 - Commissioner Mahrle

DOUGLAS A. DUCEY
Governor



THOMAS BUSCHATZKE
Director

ARIZONA DEPARTMENT of WATER RESOURCES
3550 North Central Avenue, Second Floor
Phoenix, Arizona 85012-2105
602.771.8500
azwater.gov

November 12, 2015

VIA CERTIFIED MAIL

Nathan Miller
Southwest Ground-water Consultants Inc.
3033 N. 44th St, Suite 120
Phoenix AZ 85018

Re: Certificate of Assured Water Supply
Mountain Shadows Resort, DWR File No. 27-700839.0000

Dear Mr. Miller:

The Arizona Department of Water Resources (Department) has determined that the criteria for an Assured Water Supply pursuant to A.R.S. § 45-576 and A.A.C. R12-15-701 *et seq.* have been met, and therefore the Director has decided to issue Assured Water Supply Certificate No. 27-700839.0000. EPCOR - Paradise Valley will provide the water supply to the lots. The source of supply will be groundwater. Based on current information, the Department has determined that the subdivision's total projected demand is 51.86 acre-feet per year for 280 lots, and the groundwater allowance for the 100-year period is 103.72 acre-feet. The Certificate is attached. The Department suggests you record your Certificate of Assured Water Supply in the appropriate county recorder's office. This will provide you with a permanent public record of the Certificate.

This determination is applicable only to the person or entity specified on the Certificate and for the plat reviewed by the Department. Information used in evaluating this application is available for review in the Department's files. Please contact us if questions arise.

Pursuant to A.R.S. § 41-1092.03, the Department is notifying you that the Director's determination and decision to issue the Certificate is an appealable agency action. You are entitled to appeal this action. If you wish to appeal this action, you must file a written appeal within thirty (30) days from receipt of this letter. I am providing you with a summary of the appeal process and an appeal form, should you elect to pursue this option.

Sincerely,

A handwritten signature in black ink, which appears to read "Richard B. Obenshain".

Richard B. Obenshain, Manager
Recharge, Assured & Adequate Water Supply Programs

Enclosures

Page 2

Subdivision Name: Mountain Shadows Resort

File Number: 27-700839.0000

Cc via electronic mail:

Candi Cox, CAGRD

Carla Randolph, Arizona Department of Real Estate

Thomas Broderick, Arizona Corporation Commission

Linda Taunt, Arizona Department of Environmental Quality

Heide A. Kocsis, Az. State Land Department

Kris Harman, Woodbine Development

Rick Carpinelli, Crown Realty & Development

Maggie Gallogly, Fennemore Craig P.C.

ARIZONA DEPARTMENT OF WATER RESOURCES

NOTICE OF RIGHT TO APPEAL AGENCY ACTION

I. Right to Request Hearing

You have the right to request a hearing on the agency action described in the enclosed document. To request a hearing, you must file a notice of appeal with the Docket Supervisor, Arizona Department of Water Resources, 3550 North Central Avenue, Phoenix, Arizona 85012 within thirty (30) days from the date of your receipt of the enclosed document. A Notice of Appeal form is enclosed. Pursuant to A.R.S. § 41-1092.03(B), the grounds for appeal by a party who will be adversely affected by the agency action and who exercised a right provided by law to comment on the action is limited to the issues raised in the party's comments.

If you file a timely notice of appeal, a hearing will be scheduled and you will be given written notice of the time and place for the hearing at least thirty (30) days before the hearing date. The date scheduled for the hearing may be advanced or delayed on the agreement of the Department and the parties to the action or on a showing of good cause. **If no party files a notice of appeal within thirty days from the date of receipt of the enclosed letter, the agency action described in the letter will become final and will not be subject to judicial review.**

II. Right to Request Informal Settlement Conference

If you file a timely notice of appeal as described above, you will have the right to request an informal settlement conference. A request for an informal settlement conference must be in writing and must be filed with the Docket Supervisor, Arizona Department of Water Resources, 3550 North Central Avenue, Phoenix, Arizona 85012 not later than twenty (20) days before the hearing date. The enclosed Notice of Appeal form includes a place for you to request an informal settlement conference. If you file a timely request for an informal settlement conference, the Department will give you written notice of the time and place for the settlement conference. An informal settlement conference must be held within fifteen (15) days after the request is filed.

If an informal settlement conference is held, a person with the authority to act on behalf of the Department will represent the Department at the conference. The parties participating in the settlement conference will waive their right to object to the participation of the Department's representative in the final administrative decision. Statements, either written or oral, made by the appellant at the conference, including a written document, created or expressed solely for the purpose of settlement negotiations, are inadmissible in any subsequent administrative hearing.

III. Agency Contact Person

If you have any questions regarding the appeals process, or the process for requesting an informal settlement conference, please contact the Docket Supervisor at (602) 771-8472.

**STATE OF ARIZONA
DEPARTMENT OF WATER RESOURCES
CERTIFICATE OF ASSURED WATER SUPPLY**

This is to certify that

**MTS Land, LLC, a Delaware limited liability company, as to Lots 132, 133 and 134;
Mountain Shadows Master Association, Inc., an Arizona corporation, owner as to Tract A;
and MS Condo-Hotel Owner, LLC, a Delaware limited liability company,
owner as to Lot 131,**

have met the requirements of A.R.S. §§ 45-576 and the applicable regulations, and

By powers vested in the Director of the Arizona Department of Water Resources by the
State of Arizona, and subject to the conditions contained in the applicable regulations,

Are issued this Certificate of Assured Water Supply for

**Mountain Shadows Resort
Township 2 North, Range 4 East, Section 8
GSRB&M Maricopa County, PHOENIX Active Management Area**

Sufficient water of adequate quality will be continuously available to satisfy the water demand of
the referenced subdivision for at least one hundred years. The referenced subdivision consists of
280 lots as described in the preliminary plat on file with the Department, and has an estimated
water demand of **51.86 acre-feet per year**. The subdivision will be served **groundwater** by
EPCOR - Paradise Valley.

This Certificate is invalid as to any entity not named above.
This Certificate may be assigned pursuant to A.A.C. R12-15-705.

Certificate Number: 27-700839.0000



ARIZONA DEPARTMENT OF WATER RESOURCES

Richard B. Abencha

Program Manager

Nov. 12, 2015

Date

TYPE A CERTIFICATE



City Of Phoenix
Water Services Department
Resource and Development Planning

July 23, 2015

MS Resort Owner, LLC
2525 E Arizona Biltmore Circle, Ste. B-220
Phoenix, Arizona 85016

RE: Sewer Capacity for Mountain Shadows Redevelopment, Southwest corner of 56th Street and
Lincoln Drive, Paradise Valley, Q.S. 21-40

The request for sewer capacity and availability for the proposed re-development project has been reviewed. Based on the conceptual site plan it depicts the following:

1. 59 existing single family units in the original Mountain Shadows West[®] development
2. 28 proposed single family townhouse units
3. 40 proposed multi-unit condominiums
4. 45 proposed condominium hotel units
5. 190 room hotel with a 60,000 square foot resort
6. A proposed 10,000 square foot restaurant

City of Phoenix affirms that sewer capacity is available to serve the proposed development. There is an 8-inch tap connection available at City of Phoenix manhole #406 in Lincoln Dr. The sewer shall remain as private but will connect to the City's 12-inch sewer main in Lincoln Drive.

Please call me at 602-534-4198 if you have any questions.

Sincerely,

A handwritten signature in black ink, appearing to read "Nazario Prieto".

Nazario Prieto, P.E.
Civil Engineer III
Water Services Department
Water Resources & Development Planning

S:\200dmshared\WRDP\letters\21-40 PV MountainShadowsReDev.doc

cc: Gary Griffith
Lucy Graham



4612 E BELL RD
PHOENIX, AZ 85032

10-15-15

Mr. Kris Harman
Woodbine Southwest Corporation
2525 East Arizona Biltmore Circle, Suite B-220
Phoenix, AZ 85016

Re: SWC of Lincoln Drive and 56th Street in Paradise Valley, AZ 85253 (Parcels:
169-30-101 & 169-30-102).

Dear Kris,

The above referenced project is located in Arizona Public Service Company's electric service area. The Company extends its lines in accordance with the "Conditions Governing Extensions of Electric Distribution Lines and Services," Schedule 3, and the "Terms and Conditions for the Sale of Electric Service," Schedule 1, on file with the Arizona Corporation Commission at the time we begin installation of the electric facilities.

Application for the Company's electric service often involves construction of new facilities for various distances and costs depending upon customer's location, load size and load characteristics. With such variations, it is necessary to establish conditions under which Arizona Public Service will extend its facilities.

The enclosed policy governs the extension of overhead and underground electric facilities to customers whose requirements are deemed by Arizona Public Service to be usual and reasonable in nature.

Please give me a call at 602-493-4470 so that we may set up an appointment to discuss the details necessary for your project.

Sincerely,

Harry O'Neill

Harry O'Neill
Customer Project Manager
Customer Construction East



CenturyLink™

CenturyLink Engineering
135 W. Orion St. 1st Floor
Tempe, AZ 85283
BICS@Centurylink.com

October 14, 2015

Mr. Kris Harman
Woodbine Southwest Corporation
2525 East Arizona Biltmore Circle, Suite B-22
Phoenix, Arizona 85016

RE: Mountain Shadows Condos

Mr. Harman,

The above mentioned project is located in a parcel of land located in Section 8, Township 2N and Range 4E in Maricopa County.

In response to your "Service Availability" request for the above mentioned development located at the southwest corner of Lincoln Drive and 56th Street, Paradise Valley, AZ, this letter is to acknowledge that this subject property is within CenturyLink serving territory.

The tariff Rates and Regulations prescribed for service for this area are on file with your State Utilities Commission, and may be examined at your local CenturyLink Business Office.

Sincerely,

Roni Jean Grant-Sloan
CenturyLink Supervisor Construction/Engineering Permits/Joint Use/Developer Administration
135 W Orion Street, 1st Floor
Tempe, AZ 85283
480/768-4294 (Office)
480/748-1352 (Cell)



1550 W Deer Valley Rd
Phoenix, AZ 85027

October 14th, 2014

Mr. Kris Harman
Woodbine Southwest Corporation
2525 East Arizona Biltmore Circle, Suite B-220
Phoenix, AZ 85016

Re: Mountain Shadows Condos

Dear Mr. Harman,

Per your request, this is to advise you that Cox Communications has facilities to provide broadband cable and other telecommunication services to the City of Paradise Valley, as per our franchise agreement.

Since this is a private multifamily development, a service agreement will be required and in addition, a capital contribution may be required in order to receive services.

Please contact me at your earliest convenience so that we may discuss this project in more detail. I can be reached at (623) 328-3810.

I look forward to working with you and your company on this project.

Sincerely,

Andrea Cabon

Andrea Cabon
Account Executive
Cox Communications
New Business Development



SOUTHWEST GAS CORPORATION

October 28, 2015

**Woodbine Southwest Corporation
Attn: Mr Kris Harman
2525 E Arizona Biltmore Circle Suite B220
Phoenix AZ 85016**

RE: Natural Gas Service: Mountain Shadows Condos (56th St & Lincoln)

In response to your recent inquiry concerning the availability of natural gas to the above location, Southwest Gas Corporation is the natural gas supplier for this area. Gas can be extended to this subdivision from our gas main along Lincoln Dr.

Natural gas is available to serve this project in accordance with our Rule Six as filed with the Arizona Corporation Commission. We extend our facilities based on economic justification. Without reviewing a preliminary engineering plan for this project, we cannot, at this time, determine what fees would be required from the developer. We are interested in serving this project with the preferred fuel, natural gas, and look forward to hearing from you as plans progress.

If you have any questions regarding our policies or procedures, please contact me at 602-818-1891.

Sincerely,

Jeff Shelton
Energy Advisor
Central Arizona Division



2355 West Pinnacle Peak Road, Suite 300
Phoenix, AZ 85027 USA
epcor.com

October 9, 2015

MS Resort Owner LLC
1900 N Akard Street
Dallas, TX 75201

Sent via e-mail to: Fef_@cvlci.com; jpappas@cvlci.com

Re: Will-Serve Letter for Water Service
Mountain Shadows Resort Condominium Hotel

To whom it may concern;

This letter is in response to Coe & Van Loo's request to EPCOR Water Arizona Inc. ("EPCOR") regarding EPCOR's willingness to provide water service to the Mountain Shadows Resort Condominium Hotel (the "Development"). The Development is a residential project that encompasses approximately 1.34 acres and is located in the Town of Paradise Valley as shown in Exhibit A. EPCOR provides the following information for your consideration:

1. EPCOR has confirmed that the Development is located within the area encompassed by EPCOR's Certificate of Convenience & Necessity ("CC&N") as issued by the Arizona Corporation Commission.
2. Where new waterlines will be required to serve the Development, such water service to the Development by EPCOR will be conditioned upon the developer entering into a Main Extension Agreement (an "MXA") with EPCOR in a form acceptable to EPCOR, and upon the developer fully performing its obligations under the MXA. The MXA will provide, among other things, that the developer will be responsible for the cost to construct all water main extensions necessary to distribute water from EPCOR's existing system to the individual service line connections in the Development. The design and construction of all such main extensions will be subject to EPCOR's approval, and ownership of the main extensions, together with related real property easement rights, must be transferred to EPCOR prior to the initiation of water service in the Development.
3. Based on water service currently provided by EPCOR in the CC&N, EPCOR will have adequate water capacity for normal use in the Development upon developer's fulfillment of its obligations under the MXA. Please note that EPCOR does not guarantee the adequacy of its water capacity for fire protection.
4. Developer will be required, as a condition to EPCOR providing water service to the Development, to pay all required fees pursuant to EPCOR's then-current tariffs and as may be provided in the MXA.

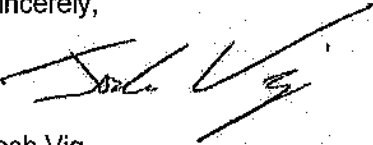
This letter assumes that construction of the main extensions within the Development will begin within one (1) year after the date of this letter.

If developer begins construction of any water mains in the Development or any other water service infrastructure intended to serve the Development without, in each instance, the prior written approval of such construction by EPCOR, developer will be proceeding with such construction at its own risk.

This letter does not independently create any rights or obligations in either developer or EPCOR, and is provided to developer for information only. Any agreement between developer and EPCOR for water service in the Development must be memorialized in a written agreement executed and delivered by their respective authorized representatives.

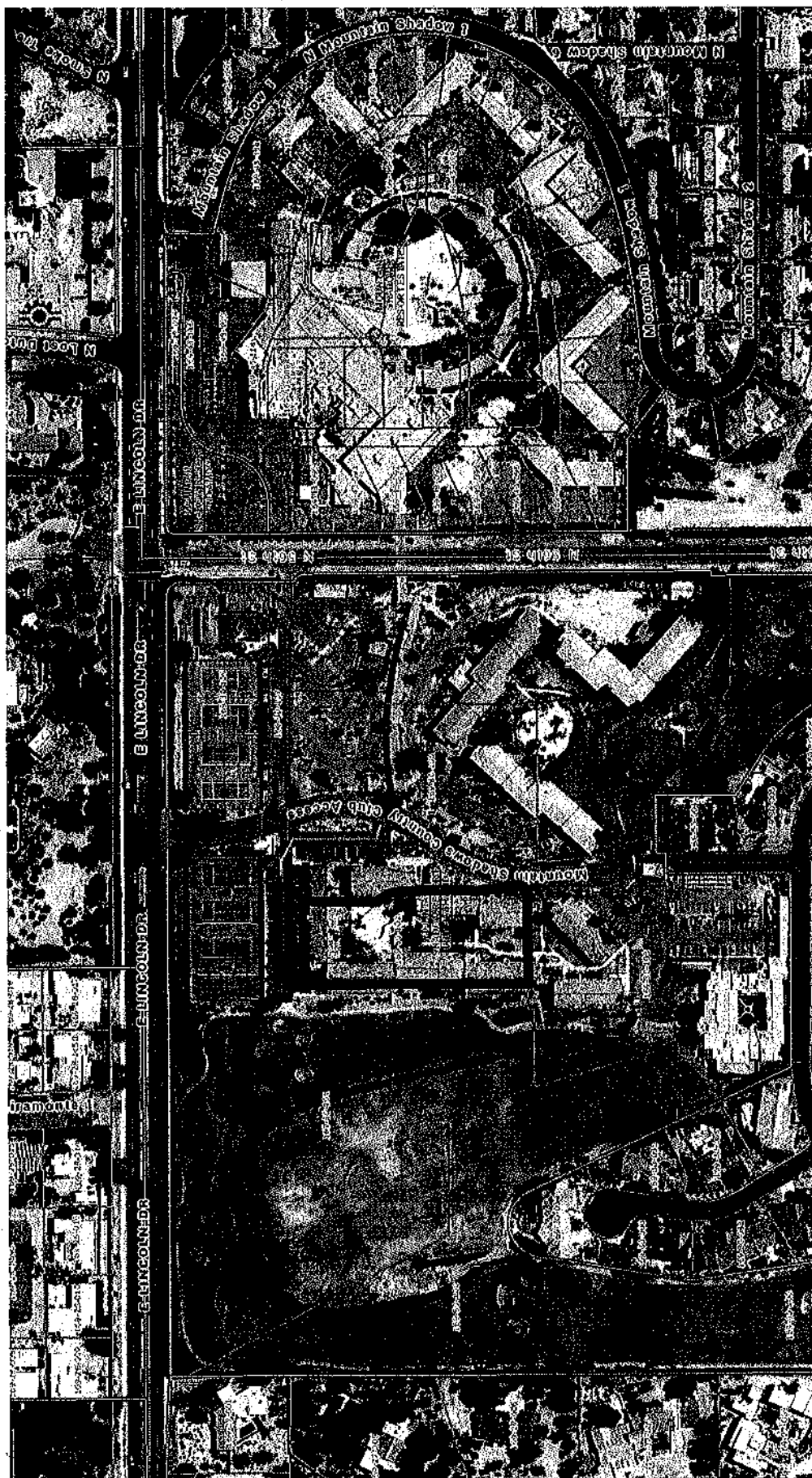
For additional information, please contact me at (623) 445-2495 or at jvig@epcor.com

Sincerely,

A handwritten signature in black ink, appearing to read "Josh Vig", with a long horizontal stroke extending to the right.

Josh Vig
Project Manager

EXHIBIT A





October 30, 2015

Kristopher L. Harman
Woodbine Southwest Corporation
2525 E. Arizona Biltmore Circle, Suite B-220
Phoenix, Arizona 85016



Expires 12-31-2015

RE: Parking Study for Mountain Shadows Resort – Paradise Valley, Arizona

Dear Mr. Harman:

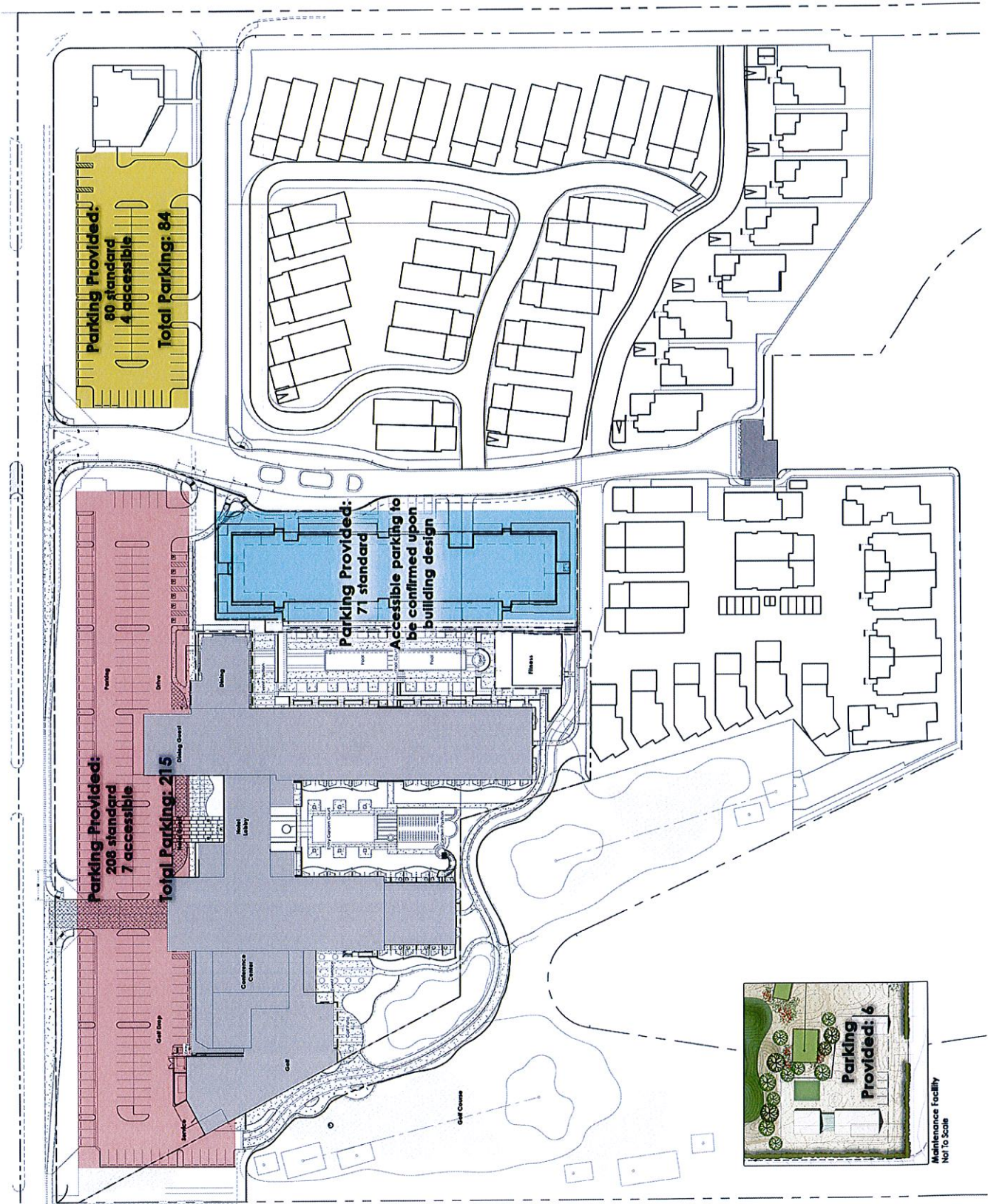
CivTech has been retained to prepare a parking study for a portion of the closed Mountain Shadows Resort that is to be redeveloped. The site is located northeast of the Mountain Shadows Country Club, which never closed, on the southwest corner of 56th Street and Lincoln Drive in the Town of Paradise Valley. The project is the first step in revitalizing the resort, which closed in 2004.

The Town of Paradise Valley approved a Special Use Permit (SUP) for the project under Ordinance Number 653. This Special Use Permit anticipates the preparation of a parking study prepared and sealed by a licensed engineer that will consider, among other things, internal capture and time-of-day usage.

CivTech has completed a parking study to clarify any disparity between the number of spaces required and the number of spaces provided including a shared parking analysis. The results of this analysis are documented in this memorandum.

PROPOSED DEVELOPMENT

The proposed project will consist of a resort hotel with 183 key units, a condominium hotel building with 45 owned units (59 lockable), which will be considered "hotel keys" under the Special Use Permit, and an off-site restaurant building (Lincoln Market). The resort hotel will include golf, fitness, and event/meeting amenities. The proposed project will provide 301 parking spaces, not including the dedicated parking spaces for the condominium building. The condominium hotel will have its own dedicated 71 parking spaces. If there are any tandem spaces in the condominium hotel parking garage and the units that are allocated to those tandem spaces elect to participate in the resort rental management program, then those particular tandem spaces will be obligated to be parked through the resort hotel's valet operation and may not be self-parked by the unit's owner or occupant. An exhibit illustrating the provided parking is attached to this letter statement.



1 Master Site Plan
SCALE 1" = 40'

N:\01024561\1\CADD\AMENDED\VIDS\FPLAT.S01.DWG MikeR June 4, 2015 - 2:35 PM

ZONING:

EXISTING ZONING - SUP - RESORT

UTILITY PROVIDERS

WATER - EPCOR WATER
SEWER - CITY OF PHOENIX
ELECTRIC - ARIZONA PUBLIC SERVICE
TELEPHONE - CENTURYLINK
GAS - SOUTHWEST GAS
CABLE TELEVISION - COX COMMUNICATIONS

ENGINEER

COE & VAN LOO CONSULTANTS
4550 NORTH 12TH STREET
PHOENIX, ARIZONA 85014
PHONE: (602) 264-6831
FAX: (602) 264-6831
CONTACT: FRED E. FLEET, P.E.

BASIS OF BEARING

THE NORTH LINE OF THE EAST HALF OF THE SOUTHEAST
QUARTER OF SECTION 8, T. 2 N., R. 4 E.
USING A BEARING OF NORTH 90°00'00" EAST.

NOTE

1. THE EASEMENT AND RIGHTS INCIDENT THERETO FOR UNDERGROUND ELECTRIC LINES AS SET FORTH IN THE INSTRUMENT RECORDED IN DOCKET 3814, PAGE 87, WHICH WAS SHOWN ON THE DOCUMENTS RECORDED AS BOOK 940, PAGE 7; BOOK 1110, PAGE 37; BOOK 1170, PAGE 30; BOOK 1206, PAGE 6; AND BOOK 1210, PAGE 31, HAS BEEN DELETED FROM THIS MAP BECAUSE THE LOCATION OF SAID EASEMENT WAS CORRECTED BY THE INSTRUMENT RECORDED AS DOCKET 3923, PAGE 106 AND LISTED IN THE EASEMENT SCHEDULE AS NO. 4.

EASEMENT SCHEDULE

EASEMENT AND RIGHTS INCIDENT THERETO FOR WATER LINE PURPOSES AS SET FORTH IN INSTRUMENT RECORDED IN BOOK 304, OF DEEDS, PAGE 308 AND BOOK 338 OF DEEDS, PAGE 377.

EASEMENT AND RIGHTS INCIDENT THERETO FOR ROADWAY PURPOSES AS SET FORTH IN INSTRUMENT RECORDED IN DOCKET 2251, PAGE 422.

A RESOLUTION OF THE TOWN OF PARADISE VALLEY RELATING TO PERSONAL WIRELESS SERVICE FACILITIES IDENTIFYING POSSIBLE SITE LOCATIONS. RECORDED IN RECORDING NO. 98-0213661.

EASEMENT AND RIGHTS INCIDENT THERETO FOR UNDERGROUND ELECTRIC LINES AND APPURTENANT FACILITIES AS SET FORTH IN INSTRUMENT RECORDED IN DOCKET 3923, PAGE 106.

EASEMENT AND RIGHTS INCIDENT THERETO FOR GAS MAIN PURPOSES SET FORTH IN INSTRUMENT RECORDED IN DOCKET 4930, PAGE 82.

EASEMENTS SET FORTH IN BOOK 95 OF MAPS, PAGE 3.

EASEMENT AND RIGHTS INCIDENT THERETO FOR GUARD HOUSE PURPOSES SET FORTH IN INSTRUMENT RECORDED IN RECORDING NO. 2013-1074866.

6-FOOT EASEMENT SET FORTH IN BOOK 95 OF MAPS, PAGE 3 ABANDONED HEREON AND EASEMENT AND RIGHTS INCIDENT THERETO FOR SEWER LINES SET FORTH IN INSTRUMENT RECORDED IN RECORDING NO. 2013-1074865 TO BE ABANDONED IN THE FUTURE UPON COMPLIANCE WITH SECTION 1.2 OF SAID INSTRUMENT.

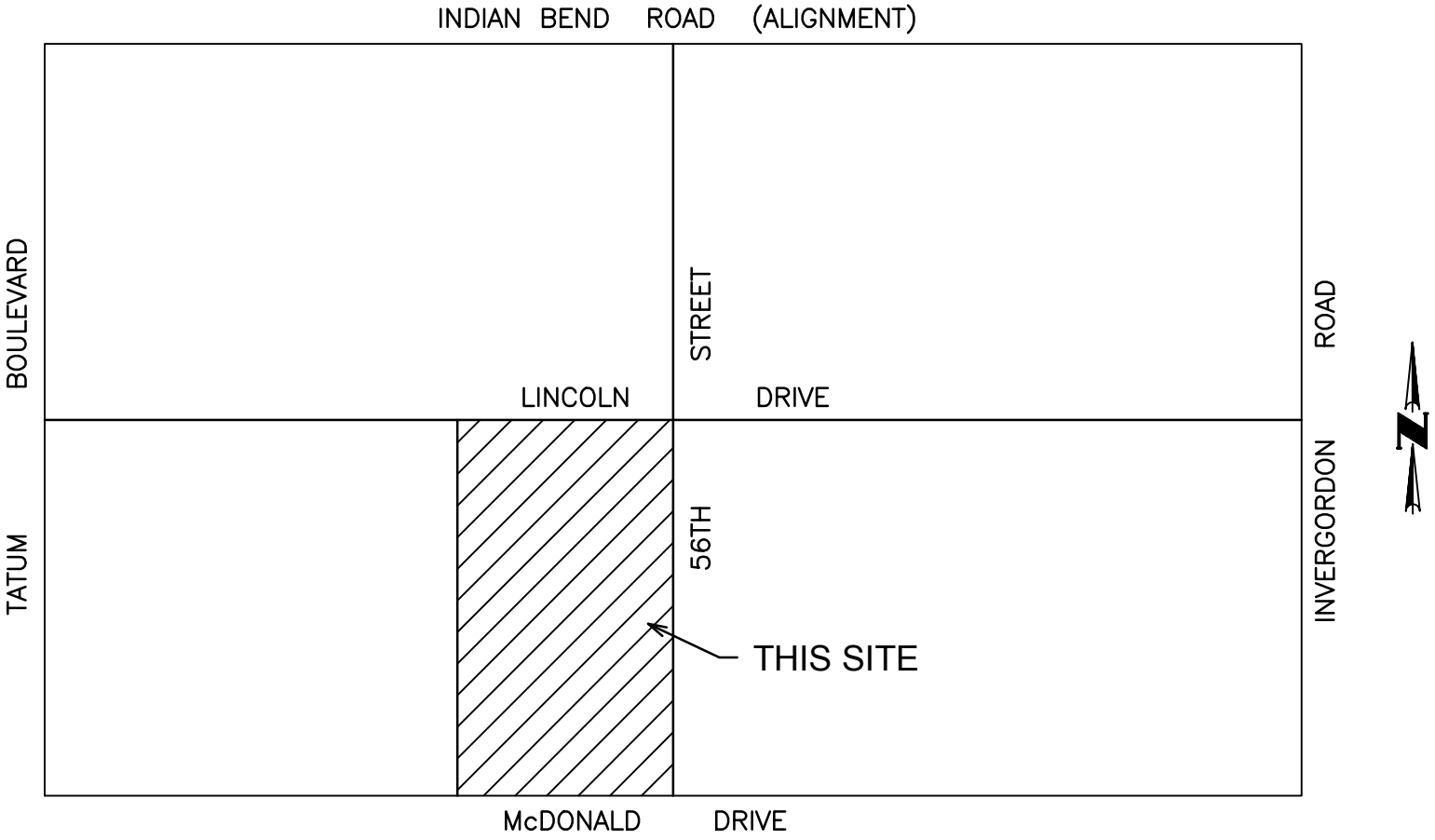
A UTILITY CORRIDOR EASEMENT PER THE MOUNTAIN SHADOWS WEST DECLARATION OF COVENANTS, CONDITIONS, RESTRICTIONS AND EASEMENTS PER RECORDING NO. 2015-109960, AND EASEMENT AND RIGHTS INCIDENT THERETO FOR RELOCATED SEWER LINES SET FORTH IN INSTRUMENT RECORDED IN RECORDING NO. 2013-1074865.

EASEMENT AND RIGHTS INCIDENT THERETO FOR RELOCATED SEWER LINES SET FORTH IN INSTRUMENT RECORDED IN RECORDING NO. 2013-1074865.

A DRIVEWAY EASEMENT PER THE MOUNTAIN SHADOWS WEST DECLARATION OF COVENANTS, CONDITIONS, RESTRICTIONS AND EASEMENTS PER RECORDING NO. 2015-109960, AND AMENDED IN RECORDING NO. 2015-_____.

FINAL MAP
"MOUNTAIN SHADOW RESORT UNIT 2 - AMENDED VII"

A LOT LINE ADJUSTMENT OF LOT 128 OF "MOUNTAIN SHADOW RESORT UNIT 2 AMENDED" AS RECORDED IN BOOK 95 OF MAPS, PAGE 3 M.C.R. & LOT 128-A, LOT 129, LOT 131, LOT 132, LOT 133, LOT 134, LOT 135 AND TRACT "A" OF "MOUNTAIN SHADOW RESORT UNIT 2 - AMENDED VI" AS RECORDED IN BOOK 1210 OF MAPS, PAGE 31 M.C.R. AND SITUATED IN THE SOUTHEAST QUARTER OF SECTION 8, TOWNSHIP 2 NORTH, RANGE 4 EAST OF THE GILA AND SALT RIVER BASE AND MERIDIAN, MARICOPA COUNTY, ARIZONA



VICINITY MAP

(NOT-TO-SCALE)

SHEET INDEX

- 1 - COVER
- 2 - DETAILS, AREA TABLE, AND LEGEND
- 3 - FINAL MAP

ACKNOWLEDGEMENT

STATE OF ARIZONA)
COUNTY OF MARICOPA)

ON THIS ____ DAY OF _____, 2015, BEFORE ME, THE UNDERSIGNED NOTARY PUBLIC IN AND FOR SAID STATE, PERSONALLY APPEARED KRISTOPHER L. HARMAN, PERSONALLY KNOWN TO ME (OR PROVED TO ME ON THE BASIS OF SATISFACTORY EVIDENCE) TO BE THE PERSON WHOSE NAME IS SUBSCRIBED TO THE WITHIN INSTRUMENT AND ACKNOWLEDGED TO ME THAT HE/SHE EXECUTED THE SAME IN HIS/HER AUTHORIZED CAPACITY, AND THAT BY HIS/HER SIGNATURE ON THE INSTRUMENT THE PERSON, OR THE ENTITY UPON BEHALF OF WHICH THE PERSON ACTED, EXECUTED THE INSTRUMENT.

WITNESS MY HAND AND OFFICIAL SEAL

NOTARY PUBLIC

ACKNOWLEDGEMENT

STATE OF CALIFORNIA)
COUNTY OF ORANGE)

ON _____, BEFORE ME, ANN M. VERA, A NOTARY PUBLIC, PERSONALLY APPEARED ROBERT A. FLAXMAN, WHO PROVED TO ME ON THE BASIS OF SATISFACTORY EVIDENCE TO BE THE PERSON WHOSE NAME IS SUBSCRIBED TO THE WITHIN INSTRUMENT AND ACKNOWLEDGED TO ME THAT HE EXECUTED THE SAME IN HIS AUTHORIZED CAPACITY, AND THAT BY HIS SIGNATURE ON THE INSTRUMENT THE PERSON, OR THE ENTITY UPON BEHALF OF WHICH THE PERSON ACTED, EXECUTED THE INSTRUMENT.

I CERTIFY UNDER PENALTY OF PERJURY UNDER THE LAWS OF THE STATE OF CALIFORNIA THAT THE FOREGOING PARAGRAPH IS TRUE AND CORRECT.

WITNESS MY HAND AND OFFICIAL SEAL

SIGNATURE _____
ANN M. VERA

APPROVALS

APPROVED BY THE TOWN ENGINEER AND THE PLANNING DIRECTOR OF THE TOWN OF PARADISE VALLEY, THIS ____ DAY OF _____ OF 2015.

BY: _____
TOWN ENGINEER

PLANNING DIRECTOR

COUNTY RECORDER

DECLARATION CONTINUED

AN EASEMENT FOR RELOCATED UNDERGROUND SEWER LINES (LISTED IN NO. 9 AND NO. 10 IN THE EASEMENT SCHEDULE) IS HEREBY DEDICATED TO SEWER UTILITY PROVIDERS UNDER AND ACROSS LOT 128-A, LOT 129, AND 131 AS DEPICTED HEREON FOR THE INSTALLATION, MAINTENANCE, REPAIR AND REMOVAL OF UNDERGROUND PRIVATE SEWER LINES PURSUANT TO THAT CERTAIN SEWER EASEMENT RELOCATION AND MAINTENANCE AGREEMENT RECORDED IN RECORDING NO. 2013-1074865, M.C.R. (THE "SEWER EASEMENT AGREEMENT"). THE UNDERGROUND EASEMENT ALSO INCLUDES AN EASEMENT FOR ANY ABOVE-GROUND FACILITIES REQUIRED BY SEWER UTILITY PROVIDERS IN CONNECTION WITH THE UNDERGROUND SEWER LINES. MAINTENANCE OF THE AREA SUBJECT TO THE FOREGOING EASEMENT SHALL BE THE RESPONSIBILITY OF THE LOT OWNER OR ASSOCIATION, AS DETERMINED BY THE ASSOCIATION, AND AS SET FORTH IN AND SUBJECT TO THE SEWER EASEMENT AGREEMENT, PROVIDED THAT AFTER ANY INSTALLATION, MAINTENANCE, REPAIR, OR REMOVAL, ANY SEWER UTILITY PROVIDER THAT DISTURBS THE SURFACE OR SUBSURFACE OF THE GROUND SHALL BE RESPONSIBLE FOR RESTORING SUCH AREA TO SUBSTANTIALLY THE CONDITION THAT EXISTED PRIOR TO SUCH DISTURBANCE. THIS EASEMENT FOR RELOCATED SEWER LINES IS IN ADDITION TO THE UTILITY CORRIDOR EASEMENT GRANTED IN THE MOUNTAIN SHADOWS WEST DECLARATION OF COVENANTS, CONDITIONS, RESTRICTIONS AND EASEMENTS RECORDED IN RECORDING NO. 2015-0109960, M.C.R., AND AMENDED IN RECORDING NO. 2015-_____, M.C.R., (THE "WEST DECLARATION"), WHICH IS ALSO LISTED IN NO. 9 IN THE EASEMENT SCHEDULE. UPON THE RELOCATION OF SEWER LINES FROM THE EASEMENT LISTED AS NO. 8 IN THE EASEMENT SCHEDULE TO THE EASEMENT FOR RELOCATED SEWER LINES LISTED IN NO. 9 AND NO. 10 IN THE EASEMENT SCHEDULE, AND UPON COMPLIANCE WITH SECTION 1.2 OF THE SEWER EASEMENT AGREEMENT, THE EASEMENT LISTED AS NO. 8 IN THE EASEMENT SCHEDULE AND AS DEPICTED HEREON SHALL BE ABANDONED IN THE FUTURE AND ANY EASEMENT FOR SEWER PURPOSES AS IT PERTAINS TO THE UTILITY EASEMENT DEPICTED AS NO. 8 HEREON SHALL BE AUTOMATICALLY TERMINATED AND OF NO FURTHER FORCE AND EFFECT, AS SET FORTH IN AND SUBJECT TO THE SEWER EASEMENT AGREEMENT.

MTS LAND LLC, A DELAWARE LIMITED LIABILITY COMPANY

MS RESORT OWNER, LLC, A DELAWARE LIMITED LIABILITY COMPANY

MS CONDO-HOTEL OWNER, LLC, A DELAWARE LIMITED LIABILITY COMPANY

MOUNTAIN SHADOWS MASTER ASSOCIATION, INC., AN ARIZONA NONPROFIT CORPORATION

IN WITNESS WHEREOF

MTS LAND LLC, A DELAWARE LIMITED LIABILITY COMPANY, AS OWNER, HAS CAUSED ITS NAME TO BE AFFIXED AND THE SAME TO BE ATTESTED BY THE SIGNATURE OF ROBERT A. FLAXMAN, ITS AUTHORIZED AGENT. DULY AUTHORIZED THIS ____ DAY OF _____, 2015.

BY: _____
AUTHORIZED AGENT

IN WITNESS WHEREOF

MS RESORT OWNER, LLC, A DELAWARE LIMITED LIABILITY COMPANY, AS OWNER, HAS CAUSED ITS NAME TO BE AFFIXED AND THE SAME TO BE ATTESTED BY THE SIGNATURE OF KRISTOPHER L. HARMAN, ITS VICE PRESIDENT ON BEHALF OF THE COMPANY DULY AUTHORIZED THIS ____ DAY OF _____, 2015.

BY: _____
KRISTOPHER L. HARMAN
VICE PRESIDENT

IN WITNESS WHEREOF

MS CONDO-HOTEL OWNER, LLC, A DELAWARE LIMITED LIABILITY COMPANY, AS OWNER, HAS CAUSED ITS NAME TO BE AFFIXED AND THE SAME TO BE ATTESTED BY THE SIGNATURE OF KRISTOPHER L. HARMAN, ITS VICE PRESIDENT ON BEHALF OF THE COMPANY DULY AUTHORIZED THIS ____ DAY OF _____, 2015.

BY: _____
KRISTOPHER L. HARMAN
VICE PRESIDENT

IN WITNESS WHEREOF

MOUNTAIN SHADOWS MASTER ASSOCIATION, INC., AN ARIZONA NONPROFIT CORPORATION, AS OWNER, HAS CAUSED ITS NAME TO BE AFFIXED AND THE SAME TO BE ATTESTED BY THE SIGNATURE OF ROBERT A. FLAXMAN, ITS AUTHORIZED AGENT. DULY AUTHORIZED THIS ____ DAY OF _____, 2015.

BY: _____
AUTHORIZED AGENT

SURVEYOR S CERTIFICATION

THIS IS TO CERTIFY THAT THE SURVEY AND RELOCATION OF THE LOT LINES DESCRIBED AND MAPPED HEREON WERE MADE UNDER MY DIRECTION DURING THE MONTH OF SEPTEMBER 2014, THAT THIS SURVEY IS COMPLETE AS SHOWN, THAT THE MONUMENTS AND LOT CORNERS SHOWN ACTUALLY EXIST OR WILL BE SET AS SHOWN, THAT THEIR POSITIONS ARE CORRECTLY SHOWN, AND THAT SAID MONUMENTS ARE SUFFICIENT TO ENABLE THE SURVEY TO BE RETRACED.

LARRY E. SULLIVAN, R.L.S. #22782

GROSS AREA = 55.394 ACRES



DATE	REVISION	NO.

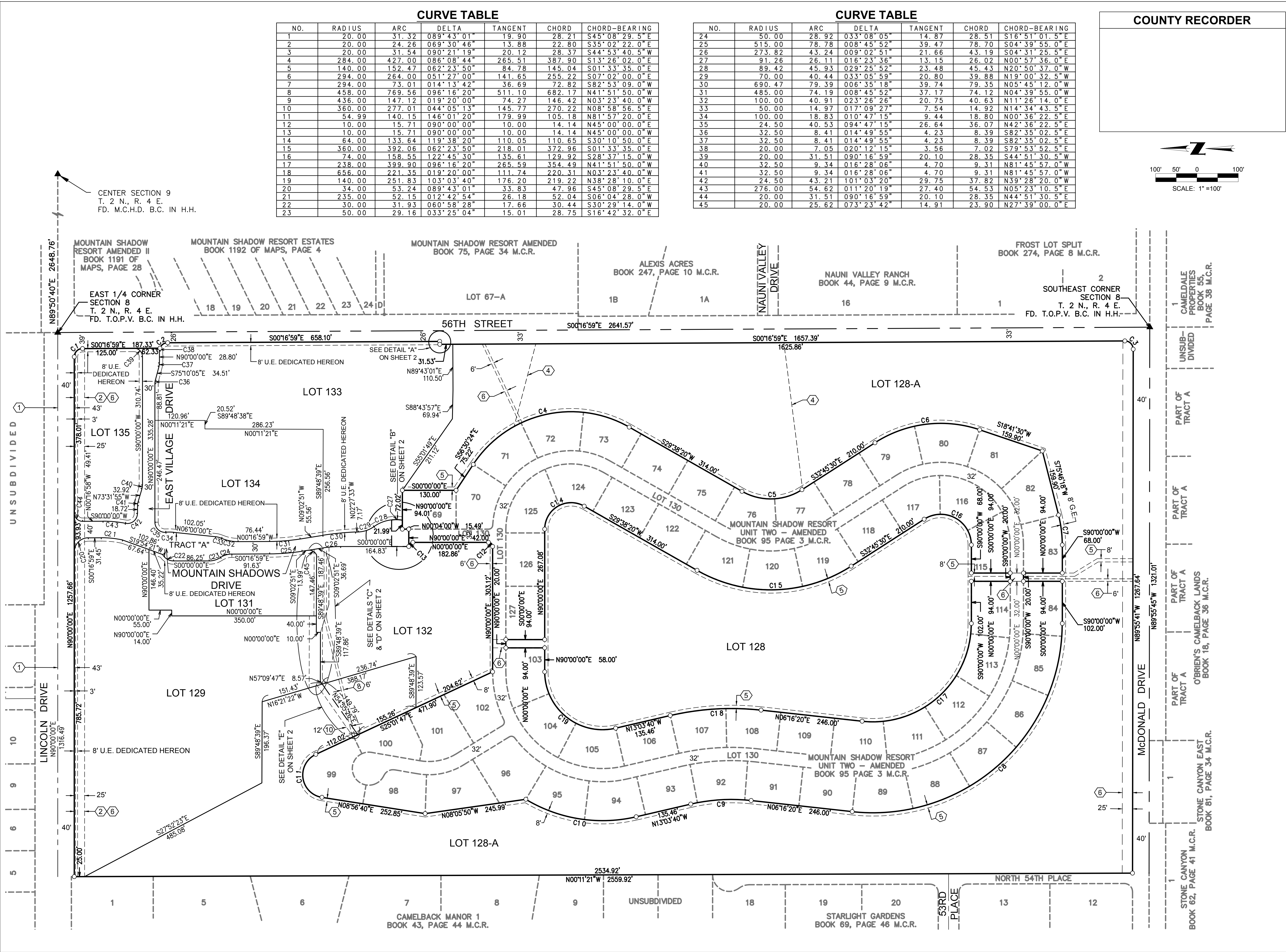
FINAL MAP

MOUNTAIN SHADOW RESORT
UNIT - 2 AMENDED VII



1	SHEET	3
OF		
	CVL Contact: R. WEED	
	CVL Project #: 01-0245811	
	CVL File #:	

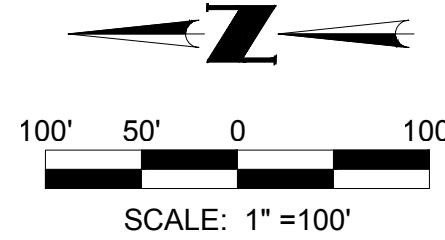
N:\01024581\1\CADD\AMENDED\VIDS\FPLAT.S02.DWG MikeR June 4, 2015 - 2:36 PM



CURVE TABLE						
NO.	RADIUS	ARC	DELTA	TANGENT	CHORD	CHORD-BEARING
1	20.00	31.32	089°43'01"	19.90	28.21	S45°08'29.5"E
2	20.00	24.26	069°30'46"	13.88	22.80	S35°02'22.0"E
3	20.00	31.54	090°21'19"	20.12	28.37	S44°53'40.5"W
4	284.00	427.00	086°08'44"	265.51	387.90	S13°26'02.0"E
5	140.00	152.47	062°23'50"	84.78	145.04	S01°33'35.0"E
6	294.00	264.00	051°27'00"	141.65	255.22	S07°02'00.0"E
7	294.00	73.01	014°13'42"	36.69	72.82	S82°53'09.0"W
8	458.00	769.56	096°16'20"	511.10	682.17	N41°51'50.0"W
9	436.00	147.12	019°20'00"	74.27	146.42	N03°23'40.0"W
10	360.00	277.01	044°05'13"	145.77	270.22	N08°58'56.5"E
11	54.99	140.15	146°01'20"	179.99	105.18	N81°57'20.0"E
12	10.00	15.71	090°00'00"	10.00	14.14	N45°00'00.0"E
13	10.00	15.71	090°00'00"	10.00	14.14	N45°00'00.0"W
14	64.00	133.64	119°38'20"	110.05	110.65	S30°10'50.0"E
15	360.00	392.06	062°23'50"	218.01	372.96	S01°33'35.0"E
16	74.00	158.55	122°45'30"	135.61	129.92	S28°37'15.0"W
17	238.00	399.90	096°16'20"	265.59	354.49	N41°51'50.0"W
18	656.00	221.35	019°20'00"	111.74	220.31	N03°23'40.0"W
19	140.00	251.83	103°03'40"	176.20	219.22	N38°28'10.0"E
20	34.00	53.24	089°43'01"	33.83	47.96	S45°08'29.5"E
21	235.00	52.15	012°42'54"	26.18	52.04	S06°04'28.0"W
22	30.00	31.93	060°58'28"	17.66	30.44	S30°29'14.0"W
23	50.00	29.16	033°25'04"	15.01	28.75	S16°42'32.0"E

CURVE TABLE						
NO.	RADIUS	ARC	DELTA	TANGENT	CHORD	CHORD-BEARING
24	50.00	28.92	033°08'05"	14.87	28.51	S16°51'01.5"E
25	515.00	78.78	008°45'52"	39.47	78.70	S04°39'55.0"E
26	273.82	43.24	009°02'51"	21.66	43.19	S04°31'25.5"E
27	91.26	26.11	016°23'36"	13.15	26.02	N00°57'36.0"E
28	89.42	45.93	029°25'52"	23.48	45.43	N20°50'37.0"W
29	70.00	40.44	033°05'59"	20.80	39.88	N19°00'32.5"W
30	690.47	79.39	006°35'18"	39.74	79.35	N05°45'12.0"W
31	485.00	74.19	008°45'52"	37.17	74.12	N04°39'55.0"W
32	100.00	40.91	023°26'26"	20.75	40.63	N11°26'14.0"E
33	50.00	14.97	017°09'27"	7.54	14.92	N14°34'43.5"E
34	100.00	18.83	010°47'15"	9.44	18.80	N00°36'22.5"E
35	24.50	40.53	094°47'15"	26.64	36.07	N42°36'22.5"E
36	32.50	8.41	014°49'55"	4.23	8.39	S82°35'02.5"E
37	32.50	8.41	014°49'55"	4.23	8.39	S82°35'02.5"E
38	20.00	7.05	020°12'15"	3.56	7.02	S79°53'52.5"E
39	20.00	31.51	090°16'59"	20.10	28.35	S44°51'30.5"W
40	32.50	9.34	016°28'06"	4.70	9.31	N81°45'57.0"W
41	32.50	9.34	016°28'06"	4.70	9.31	N81°45'57.0"W
42	24.50	43.21	101°03'20"	29.75	37.82	N39°28'20.0"W
43	276.00	54.62	011°20'19"	27.40	54.53	N05°23'10.5"E
44	20.00	31.51	090°16'59"	20.10	28.35	N44°51'30.5"E
45	20.00	25.62	073°23'42"	14.91	23.90	N27°39'00.0"E

COUNTY RECORDER



Coe & Van Loo Consultants, Inc.

4550 North 12th Street
Phoenix, Arizona 85014
602-264-6831
www.cvlci.com

DATE

REVISION

NO.

FINAL MAP

MOUNTAIN SHADOW RESORT
UNIT - 2 AMENDED VII

PRELIMINARY

Registered Land Surveyor
22
STATE OF ARIZONA
Expires 6-30-2016

3

SHEET OF 3

CVL Contact: R. WEED
CVL Project #: 01-0245811
CVL File #:

FOUND OR SET MONUMENT AT SECTION OR 1/4 CORNER

B.C. BRASS CAP

FD.	FOUND
1	1
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100	100

H.H. HAND HOLE

T.O.P.V. TOWN OF PARADISE VALLEY

M.C.H.D. MARICOPA COUNTY HIGHWAY DEPT.

M.C. MARICOPA COUNTY

G.E. GAS LINE EASEMENT

U.E. UTILITY EASEMENT

M.C.R. MARICOPA COUNTY RECORDS



LOT TABLE		
LOT NO.	AREA (SQUARE FEET)	AREA (ACRES)
128	409,590	9.403
128-A	1,080,938	24.815
129	297,302	6.825
131	58,254	1.337
132	137,505	3.157
133	201,606	4.628
134	109,309	2.509
135	68,106	1.564
TRACT "A"	50,357	1.156
TOTAL	2,412,967	55.394

COUNTY RECORDER



DATE _____

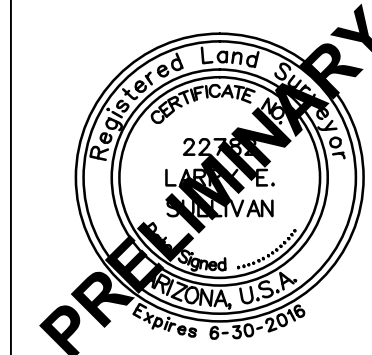
REVISION

No.	
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FINAL MAP

**MOUNTAIN SHADOW RESORT
UNIT - 2 AMENDED VII**

Coe & Van Loo Consultants, Inc.



2 SHEET OF 3

CVL Contact: R. WEED

CVL Project #: 01-0245811

CVL File #

Printed By: Joep Print Date: November 23, 2015 Filename: N:\010245801\CADD\WEST\Condo\Preliminary\PS CO PRE.MAP.01.dwg

"MOUNTAIN SHADOWS RESORT - CONDOMINIUM HOTEL"

A CONDOMINIUM UPON LOT 131 OF "MOUNTAIN SHADOW RESORT UNIT 2 - AMENDED VII" AS RECORDED
IN BOOK 1232 OF MAPS, PAGE 27, M.C.R. AND SITUATED IN THE SOUTHEAST QUARTER OF SECTION 8,
TOWNSHIP 2 NORTH, RANGE 4 EAST, OF THE GILA AND SALT RIVER BASE AND MERIDIAN,
MARICOPA COUNTY, ARIZONA

NOTES

- THE BOUNDARIES OF EACH UNIT ARE AS FOLLOWS:
 - THE VERTICAL BOUNDARIES ARE THE INTERIOR FINISHED SURFACES OF THE PERMIETER WALLS OF THE UNIT;
 - THE LOWER HORIZONTAL BOUNDARY IS THE TOP SURFACE OF THE FLOOR SLAB BENEATH THE UNIT; AND
 - THE UPPER AND LOWER HORIZONTAL BOUNDARIES OF EACH UNIT SHALL BE FROM THE UNFINISHED FLOOR OR EACH UNIT TO THE UNFINISHED CEILING OF EACH UNIT.
- TIES SHOWN ARE TO OUTSIDE FACE OF BUILDINGS (GROUND LEVEL).
- EASEMENTS FOR THE PRIVATE DRIVE, AND PUBLIC AND PRIVATE UTILITIES WILL BE PROVIDED WITH A MAP OF DEDICATION TO BE PROCESSED WITH THE FINAL MAP FOR "MOUNTAIN SHADOWS RESORT - CONDOMINIUM HOTEL".
- NO POWER POLES EXIST ON-SITE.
- BUILDING HEIGHT WILL COMPLY WITH THE MOUNTAIN SHADOWS RESORT SPECIAL USE PERMIT REQUIREMENTS.

OWNER / DEVELOPER

MS CONDO HOTEL OWNER LLC
1900 NORTH AKARD STREET
DALLAS, TEXAS 75201
PHONE: (480) 951-1100
CONTACT: KRISTOPHER HARMAN

ARCHITECT

ALLEN + PHILP
7154 EAST STETSON DRIVE, FOURTH FLOOR
SCOTTSDALE, ARIZONA 85251
PHONE: (480) 990-2800
CONTACT: MATT KOSEDNAR

ENGINEER

COE & VAN LOO CONSULTANTS, INC.
4550 NORTH 12TH STREET
PHOENIX, ARIZONA 85014
PHONE: (602) 264-6831
FAX: (602) 264-0928
CONTACT: JOSEF PAPPAS, P.E.

DRAINAGE EASEMENT RESTRICTIONS

PURSUANT TO A.R.S. 9-463.01 (C), AND SECTION 6-4 (E)(J), 8-7-1 ET. SEQ. AND 6-3-8 OF THE CODE OF ORDINANCES OF THE TOWN OF PARADISE VALLEY, DRAINAGE EASEMENTS ARE FOR THE PURPOSE OF ALLOWING STORM, FLOOD AND OTHER WATERS TO PASS OVER, UNDER, OR THROUGH THE LAND SET ASIDE FOR SUCH EASEMENTS, AND NOTHING WHICH MAY, TO ANY DEGREE, IMPEDE OR OBSTRUCT THE FLOW OF SUCH WATER, SHALL BE CONSTRUCTED, PLACED, PLANTED OR ALLOWED TO GROW ON OR IN SUCH EASEMENTS. THE MAINTENANCE AND CLEARING OF THESE DRAINAGE EASEMENTS SHALL BE THE SOLE RESPONSIBILITY AND DUTY OF THE OWNER OF THE PROPERTY ON WHICH SAID EASEMENTS ARE PLATTED. HOWEVER, IF THE TOWN DEEMS IT TO BE IN THE BEST INTERESTS OF THE HEALTH, SAFETY, OR WELFARE OF THE TOWN OF PARADISE VALLEY, THE TOWN OF PARADISE VALLEY MAY CONSTRUCT AND/OR MAINTAIN DRAINAGE FACILITIES ON OR UNDER SUCH EASEMENTS. AGENTS AND EMPLOYEES OF THE TOWN OF PARADISE VALLEY SHALL HAVE FREE ACCESS TO AND FROM ALL PORTIONS OF SUCH EASEMENTS AT ALL TIMES.

100 YEAR ASSURED WATER SUPPLY

THE AREA PLATTED HEREON LIES WITHIN THE DOMESTIC WATER SERVICE AREA OF EPCOR WATER ARIZONA INC. - PARADISE VALLEY WHICH IS DESIGNATED AS HAVING AN ASSURED WATER SUPPLY PURSUANT TO SECTION 45-576 ARIZONA REVISED STATUTES AS PER ARIZONA DEPARTMENT OF WATER RESOURCES CERTIFICATE NUMBER 27-700839.0000 DATED NOVEMBER 12, 2015.

BASIS OF BEARING

THE BASIS OF BEARING FOR THIS SURVEY IS NORTH 00°16'59" WEST ALONG THE WEST LINE OF THE SOUTHWEST QUARTER OF SECTION 9, TOWNSHIP 2 NORTH, RANGE 4 EAST OF THE GILA AND SALT RIVER MERIDIAN, MARICOPA COUNTY, ARIZONA.

BENCHMARK

WEST 1/4 CORNER OF SECTION 9, TOWNSHIP 2 NORTH, RANGE 4 EAST
TOWN OF PARADISE VALLEY BRASS CAP IN HANDHOLE LOCATED AT
THE INTERSECTION OF 56TH STREET & LINCOLN
ELEVATION = 1363.42 (NAVD 88)
MCDOT GDACS NO. 24534-1
N: 20751.98, E: 86642.68

UTILITY PROVIDERS

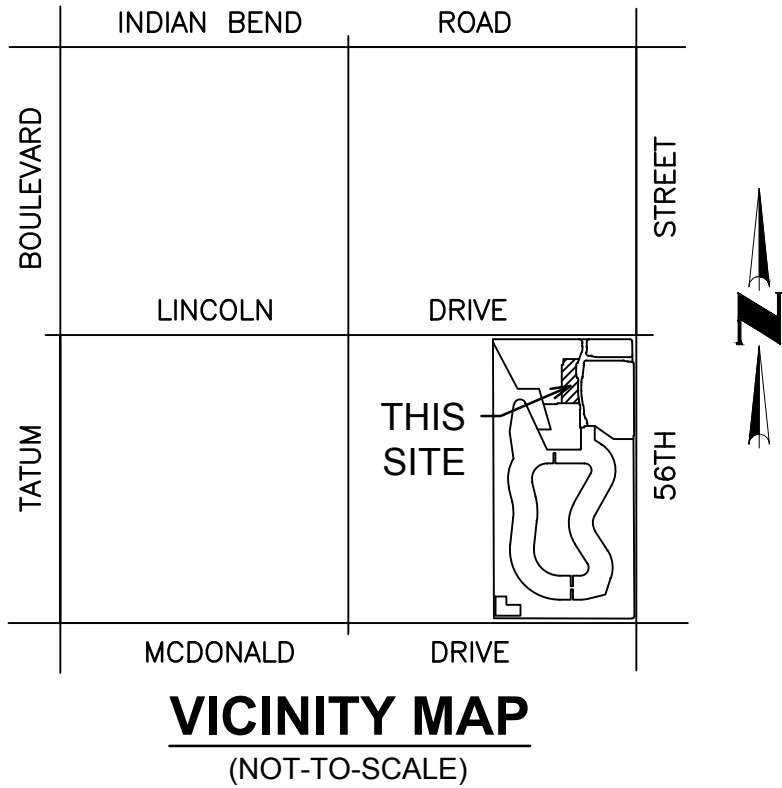
SEWER	CITY OF PHOENIX
WATER	EPCOR WATER
TELEPHONE	CENTURYLINK
CABLE	COX COMMUNICATIONS
GAS	SOUTHWEST GAS
ELECTRIC	ARIZONA PUBLIC SERVICE

SITE DATA

APN	169-30-102
EXISTING ZONING	S.U.P. - RESORT
TOTAL UNITS	44

LEGEND

	INDICATES SECTION CORNER - FOUND BRASS CAP (UNLESS OTHERWISE NOTED)
	INDICATES FOUND BRASS CAP PER ADJOINING RECORDED SUBDIVISION PER M.A.G. STD. DET. 120, TYPE "B" (UNLESS OTHERWISE NOTED)
	INDICATES INTERIOR BOUNDARY
	INDICATES EXTERIOR FACE / COMMON WALL
	INDICATES FLOOR LIMITS
U.E.	INDICATES UTILITY EASEMENT PER BOOK 1232 OF MAPS, PAGE 27, M.C.R.
C1	INDICATES CURVE NUMBER
P11	INDICATES DESIGNATED PARKING SPACE NUMBER
U11	INDICATES DESIGNATED STORAGE ROOM NUMBER



DEDICATION

STATE OF ARIZONA)
) SS
COUNTY OF MARICOPA)

KNOW ALL MEN BY THESE PRESENTS:

THAT MS CONDO HOTEL OWNER, LLC, A DELAWARE LIMITED LIABILITY COMPANY, AS OWNER, HAS SUBDIVIDED UNDER THE NAME OF "MOUNTAIN SHADOWS RESORT - CONDOMINIUM HOTEL" A CONDOMINIUM UPON LOT 131 OF "MOUNTAIN SHADOW RESORT UNIT 2 - AMENDED VII" AS RECORDED IN BOOK 1232 OF MAPS, PAGE 27, M.C.R. AND SITUATED IN THE SOUTHEAST QUARTER OF SECTION 8, TOWNSHIP 2 NORTH, RANGE 4 EAST, OF THE GILA AND SALT RIVER BASE AND MERIDIAN, MARICOPA COUNTY, ARIZONA, AS SHOWN PLATTED HEREON AND HEREBY PUBLISHES THIS FINAL PLAT AND DECLARES THAT THIS PLAT SETS FORTH THE LOCATION AND GIVES THE DIMENSIONS OF THE BOUNDARIES OF THE CONDOMINIUM UNITS, AND THAT EACH UNIT SHALL BE KNOWN BY THE NUMBER OR LETTER GIVEN EACH RESPECTIVELY ON SAID PLAT.

IN WITNESS WHEREOF:

MS CONDO HOTEL OWNER, LLC, A DELAWARE LIMITED LIABILITY COMPANY
AS OWNER OF THE LAND DESCRIBED HEREIN, HAS CAUSED ITS NAME TO BE AFFIXED AND THE SAME TO BE ATTESTED BY THE SIGNATURE OF THE UNDERSIGNED DULY AUTHORIZED OFFICER.

BY: _____ DATE: _____
KRISTOPHER HARMAN
ITS: AUTHORIZED SIGNATORY

ACKNOWLEDGEMENT

STATE OF ARIZONA)
) SS
COUNTY OF MARICOPA)

ON THIS ____ DAY OF _____, 2015, BEFORE ME, THE UNDERSIGNED NOTARY PUBLIC IN AND FOR SAID STATE, PERSONALLY APPEARED

_____, PERSONALLY KNOWN TO ME (OR PROVED TO ME ON THE BASIS OF SATISFACTORY EVIDENCE) TO BE THE PERSON WHOSE NAME IS SUBSCRIBED TO THE WITHIN INSTRUMENT AND ACKNOWLEDGED TO ME THAT HE/SHE EXECUTED THE SAME IN HIS/HER AUTHORIZED CAPACITY, AND THAT BY HIS/HER SIGNATURE ON THE INSTRUMENT THE PERSON, OR THE ENTITY UPON BEHALF OF WHICH THE PERSON ACTED, EXECUTED THE INSTRUMENT.

WITNESS MY HAND AND OFFICIAL SEAL

NOTARY PUBLIC

APPROVAL

APPROVED BY THE TOWN COUNCIL OF THE TOWN OF PARADISE VALLEY, ARIZONA THIS

____ DAY OF _____, 2015.

BY: _____
MAYOR

ATTEST: _____
TOWN CLERK

TOWN ENGINEER

PLANNING DIRECTOR

CERTIFICATION

I, LARRY E. SULLIVAN, HEREBY CERTIFY THAT I AM A REGISTERED LAND SURVEYOR IN THE STATE OF ARIZONA, THAT THIS MAP, CONSISTING OF FOURTEEN (14) SHEETS, CORRECTLY REPRESENTS A BOUNDARY SURVEY MADE UNDER MY SUPERVISION DURING THE MONTH OF JUNE, 2015, THAT THE SURVEY IS TRUE AND COMPLETE AS SHOWN, THAT ALL MONUMENTS SHOWN ACTUALLY EXIST OR WILL BE SET AS SHOWN, THAT THEIR POSITIONS ARE CORRECTLY SHOWN AND THAT SAID MONUMENTS ARE SUFFICIENT TO ENABLE THE SURVEY TO BE RETRACED.

BY: _____
LARRY E. SULLIVAN
REGISTRATION NUMBER 22782
4550 N. 12TH STREET
PHOENIX, ARIZONA 85014
(602)-264-6831
CVLSURVEY@CVLCI.COM

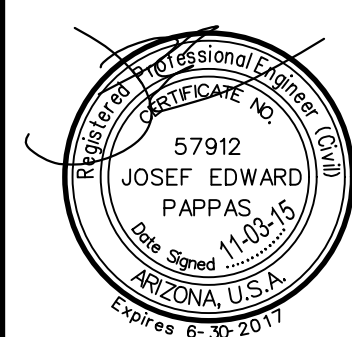


DATE	REVISION	NO.

Coe & Van Loo Consultants, Inc.

PRELIMINARY MAP

MOUNTAIN SHADOWS RESORT - CONDOMINIUM HOTEL
PARADISE VALLEY, ARIZONA



1 SHEET OF 14

GROSS AREA = 1.337 ACRES

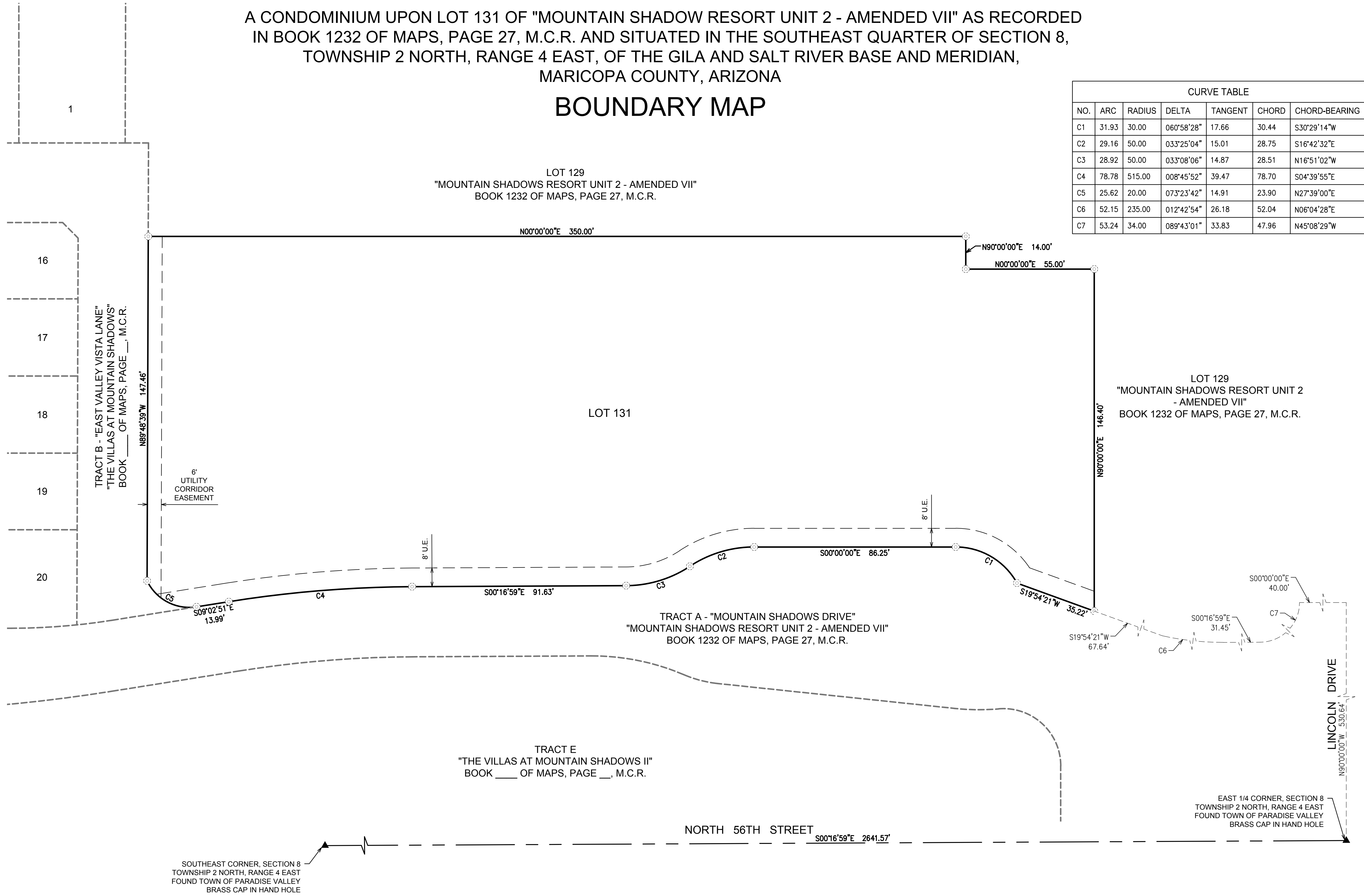
CVL Contact: J. PAPPAS
CVL Project #: 01-0245801
CVL File #:

Printed By: Joep Print Date: November 23, 2015 Filename: N:\010245801\CADD\WEST\Condo\Preliminary\PS CO PRE.MAP.02.dwg

"MOUNTAIN SHADOWS RESORT - CONDOMINIUM HOTEL"

A CONDOMINIUM UPON LOT 131 OF "MOUNTAIN SHADOW RESORT UNIT 2 - AMENDED VII" AS RECORDED
IN BOOK 1232 OF MAPS, PAGE 27, M.C.R. AND SITUATED IN THE SOUTHEAST QUARTER OF SECTION 8,
TOWNSHIP 2 NORTH, RANGE 4 EAST, OF THE GILA AND SALT RIVER BASE AND MERIDIAN,
MARICOPA COUNTY, ARIZONA

BOUNDARY MAP



CURVE TABLE						
NO.	ARC	RADIUS	DELTA	TANGENT	CHORD	CHORD-BEARING
C1	31.93	30.00	060°58'28"	17.66	30.44	S30°29'14"W
C2	29.16	50.00	033°25'04"	15.01	28.75	S16°42'32"E
C3	28.92	50.00	033°08'06"	14.87	28.51	N16°51'02"W
C4	78.78	515.00	008°45'52"	39.47	78.70	S04°39'55"E
C5	25.62	20.00	073°23'42"	14.91	23.90	N27°39'00"E
C6	52.15	235.00	012°42'54"	26.18	52.04	N06°04'28"E
C7	53.24	34.00	089°43'01"	33.83	47.96	N45°08'29"W

CVL CONSULTANTS
4550 North 12th Street
Phoenix, Arizona 85014
602-264-6831
www.cvlci.com

DATE	
REVISION	
NO.	

PRELIMINARY MAP

MOUNTAIN SHADOWS RESORT - CONDOMINIUM HOTEL
PARADISE VALLEY, ARIZONA

02 SHEET **14**
OF

CVL Contact: J. PAPPAS
CVL Project #: 01-0245801
CVL File #:

Coe & Van Loo Consultants, Inc.

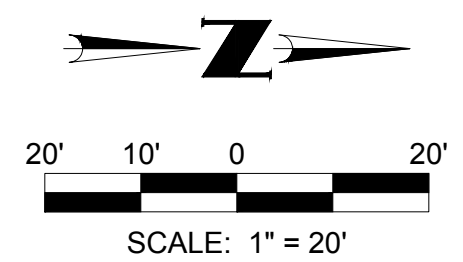
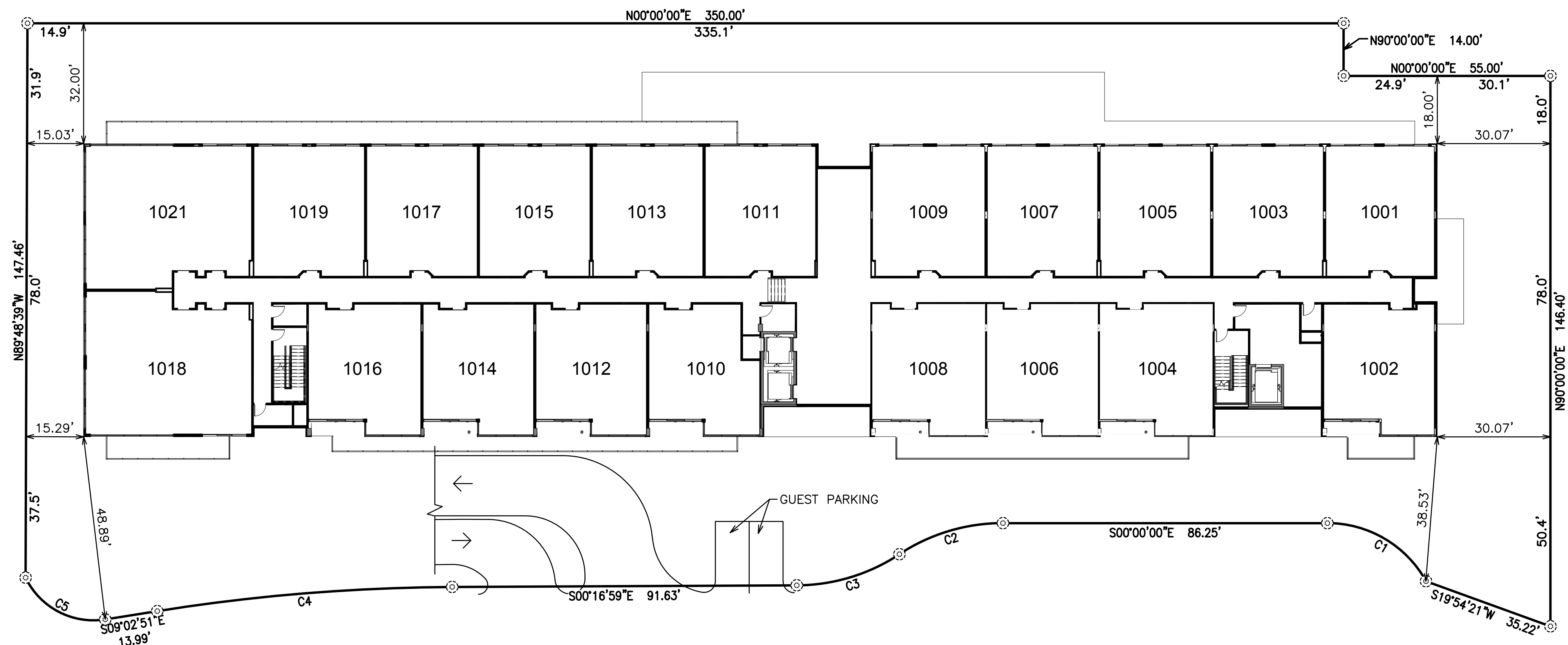
PRELIMINARY MAP

"MOUNTAIN SHADOWS RESORT - CONDOMINIUM HOTEL"

A CONDOMINIUM UPON LOT 131 OF "MOUNTAIN SHADOW RESORT UNIT 2 - AMENDED VII" AS RECORDED
IN BOOK 1232 OF MAPS, PAGE 27, M.C.R. AND SITUATED IN THE SOUTHEAST QUARTER OF SECTION 8,
TOWNSHIP 2 NORTH, RANGE 4 EAST, OF THE GILA AND SALT RIVER BASE AND MERIDIAN,
MARICOPA COUNTY, ARIZONA

FIRST LEVEL PLAN

CURVE TABLE						
NO.	ARC	RADIUS	DELTA	TANGENT	CHORD	CHORD-BEARING
C1	31.93	30.00	060°58'28"	17.66	30.44	S30°29'14"W
C2	29.16	50.00	033°25'04"	15.01	28.75	S16°42'32"E
C3	28.92	50.00	033°08'06"	14.87	28.51	N16°51'02"W
C4	78.78	515.00	008°45'52"	39.47	78.70	S04°39'55"E
C5	25.62	20.00	073°23'42"	14.91	23.90	N27°39'00"E
C6	52.15	235.00	012°42'54"	26.18	52.04	N06°04'28"E
C7	53.24	34.00	089°43'01"	33.83	47.96	N45°08'29"W



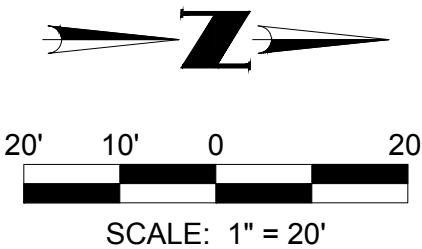
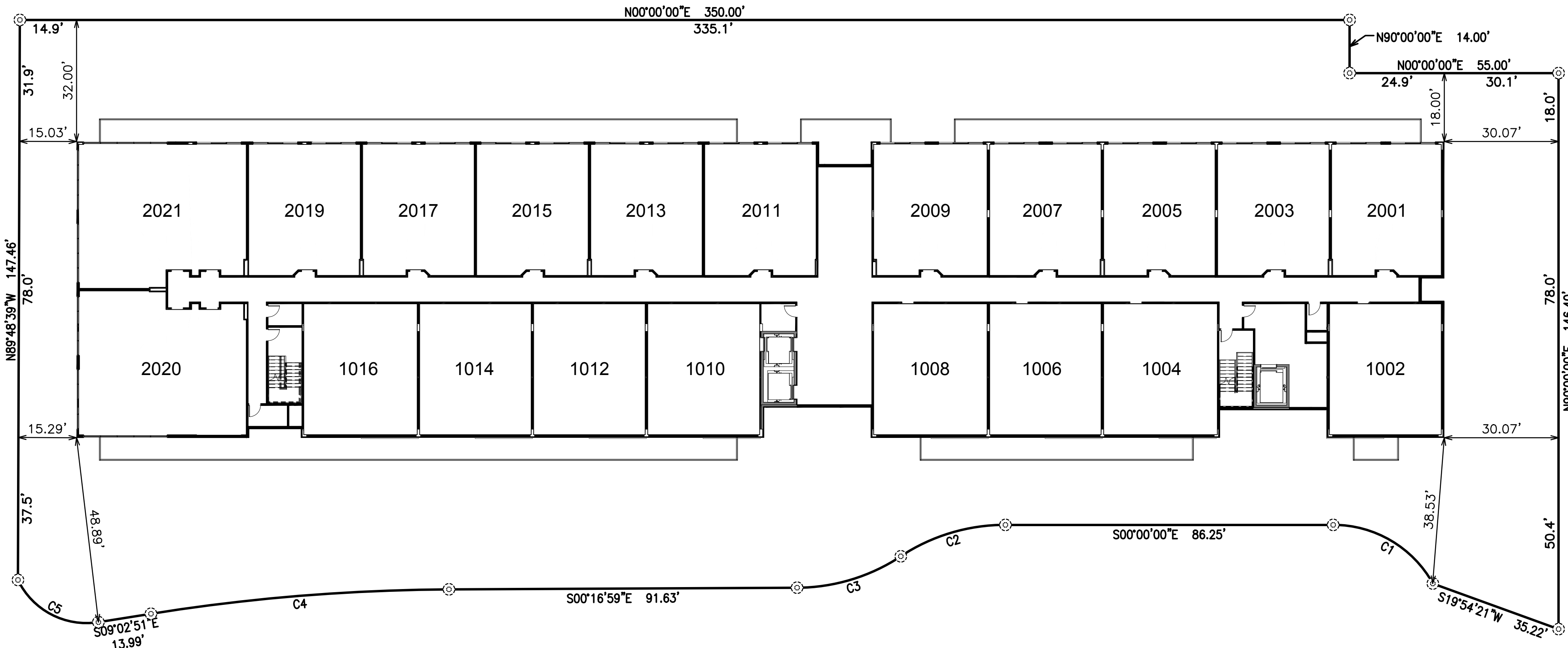
PRELIMINARY MAP

"MOUNTAIN SHADOWS RESORT - CONDOMINIUM HOTEL"

A CONDOMINIUM UPON LOT 131 OF "MOUNTAIN SHADOW RESORT UNIT 2 - AMENDED VII" AS RECORDED
IN BOOK 1232 OF MAPS, PAGE 27, M.C.R. AND SITUATED IN THE SOUTHEAST QUARTER OF SECTION 8,
TOWNSHIP 2 NORTH, RANGE 4 EAST, OF THE GILA AND SALT RIVER BASE AND MERIDIAN,
MARICOPA COUNTY, ARIZONA

SECOND LEVEL PLAN

CURVE TABLE						
NO.	ARC	RADIUS	DELTA	TANGENT	CHORD	CHORD-BEARING
C1	31.93	30.00	060°58'28"	17.66	30.44	S30°29'14"W
C2	29.16	50.00	033°25'04"	15.01	28.75	S16°42'32"E
C3	28.92	50.00	033°08'06"	14.87	28.51	N16°51'02"W
C4	78.78	515.00	008°45'52"	39.47	78.70	S04°39'55"E
C5	25.62	20.00	073°23'42"	14.91	23.90	N27°39'00"E
C6	52.15	235.00	012°42'54"	26.18	52.04	N06°04'28"E
C7	53.24	34.00	089°43'01"	33.83	47.96	N45°08'29"W



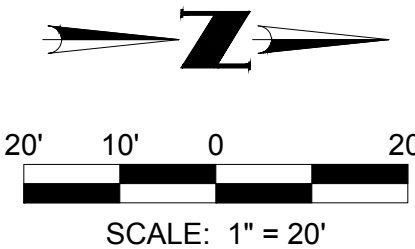
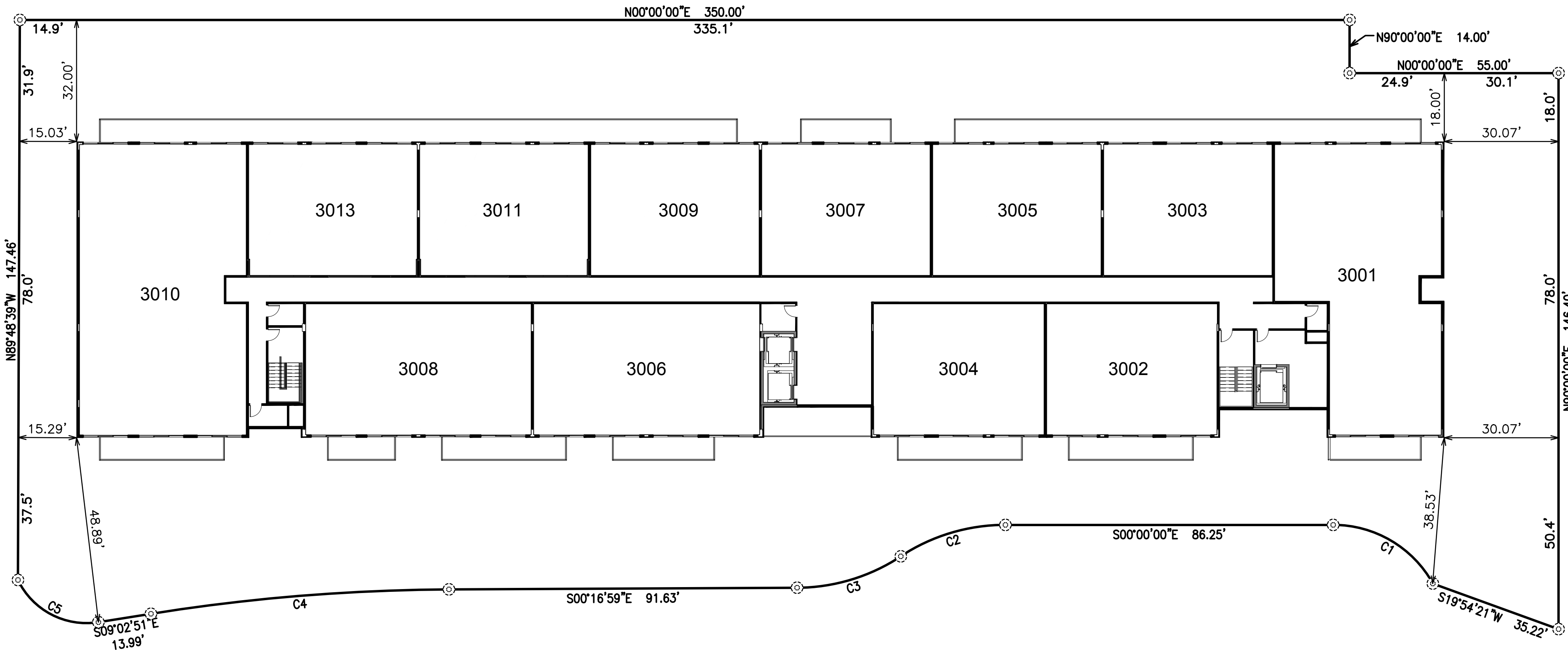
PRELIMINARY MAP

"MOUNTAIN SHADOWS RESORT - CONDOMINIUM HOTEL"

A CONDOMINIUM UPON LOT 131 OF "MOUNTAIN SHADOW RESORT UNIT 2 - AMENDED VII" AS RECORDED
IN BOOK 1232 OF MAPS, PAGE 27, M.C.R. AND SITUATED IN THE SOUTHEAST QUARTER OF SECTION 8,
TOWNSHIP 2 NORTH, RANGE 4 EAST, OF THE GILA AND SALT RIVER BASE AND MERIDIAN,
MARICOPA COUNTY, ARIZONA

THIRD LEVEL PLAN

CURVE TABLE						
NO.	ARC	RADIUS	DELTA	TANGENT	CHORD	CHORD-BEARING
C1	31.93	30.00	060°58'28"	17.66	30.44	S30°29'14"W
C2	29.16	50.00	033°25'04"	15.01	28.75	S16°42'32"E
C3	28.92	50.00	033°08'06"	14.87	28.51	N16°51'02"W
C4	78.78	515.00	008°45'52"	39.47	78.70	S04°39'55"E
C5	25.62	20.00	073°23'42"	14.91	23.90	N27°39'00"E
C6	52.15	235.00	012°42'54"	26.18	52.04	N06°04'28"E
C7	53.24	34.00	089°43'01"	33.83	47.96	N45°08'29"W



PRELIMINARY MAP

MOUNTAIN SHADOWS RESORT - CONDOMINIUM HOTEL
PARADISE VALLEY, ARIZONA

57912
JOSEF EDWARD
PAPPAS
1-10-15
Arizona, U.S.A.
Expires 6-30-2017

5
SHEET
OF
14

CVL Contact: J. PAPPAS
CVL Project #: 01-0245801
CVL File #:

PRELIMINARY MAP

NO.

REVISION

DATE

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602-264-6831
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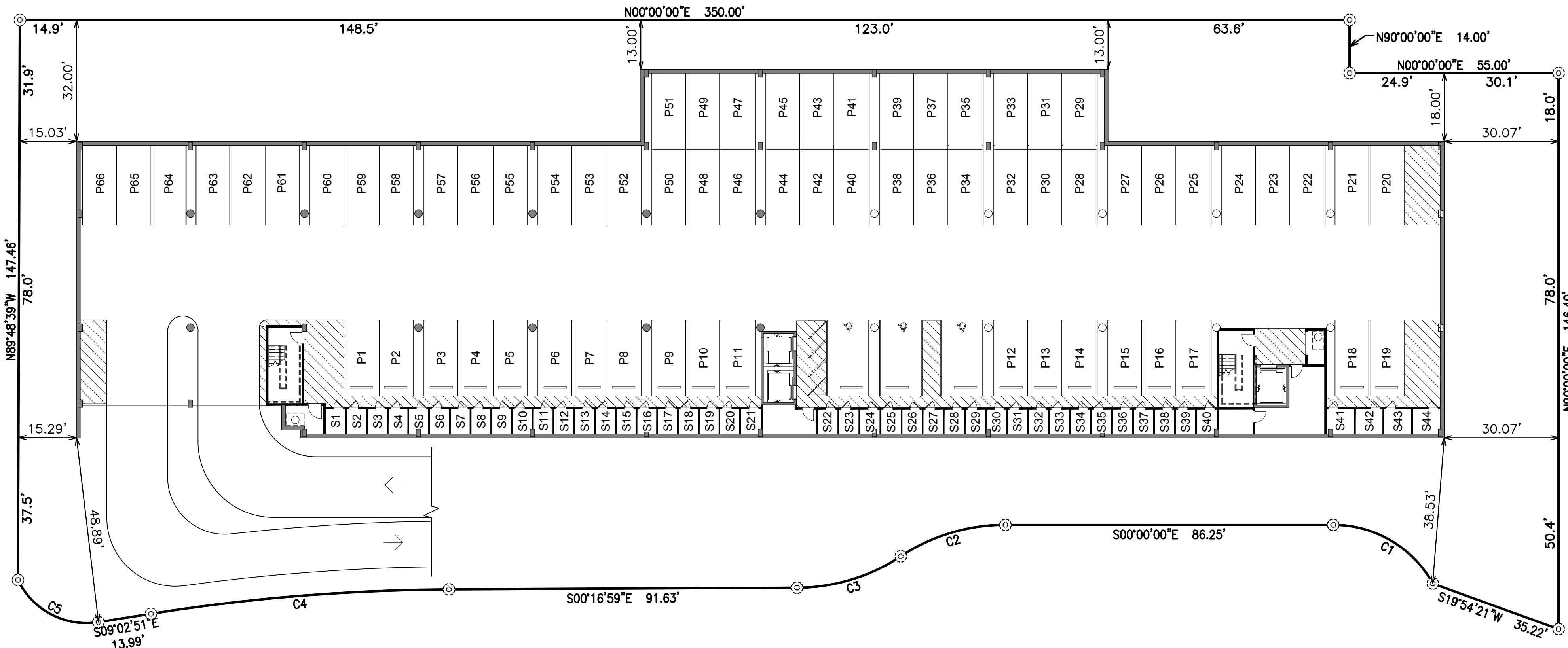
PRELIMINARY MAP

"MOUNTAIN SHADOWS RESORT - CONDOMINIUM HOTEL"

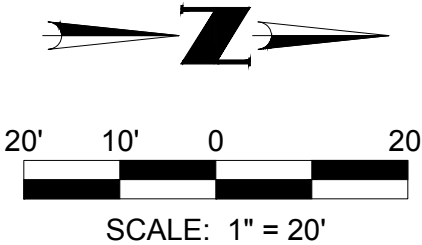
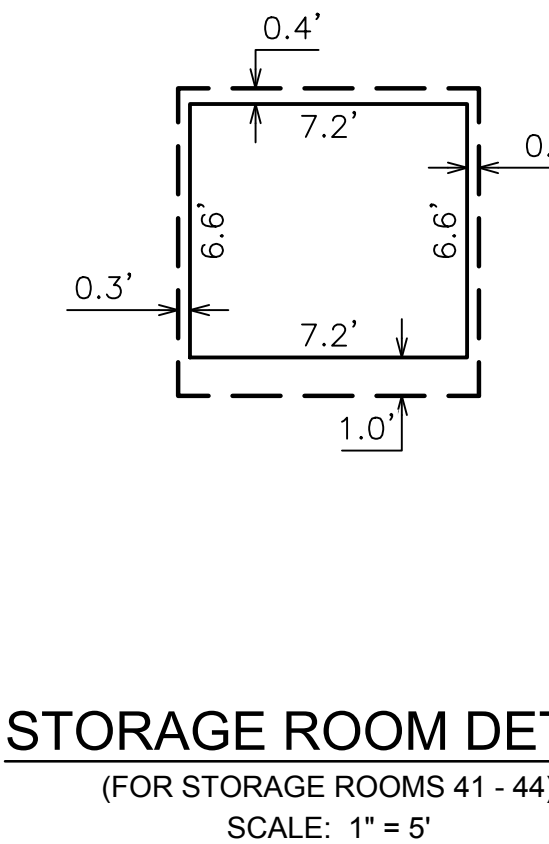
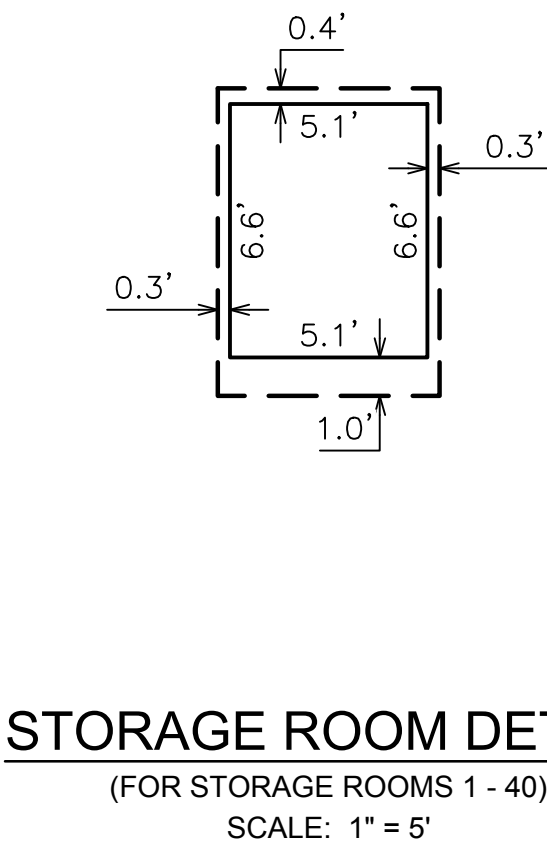
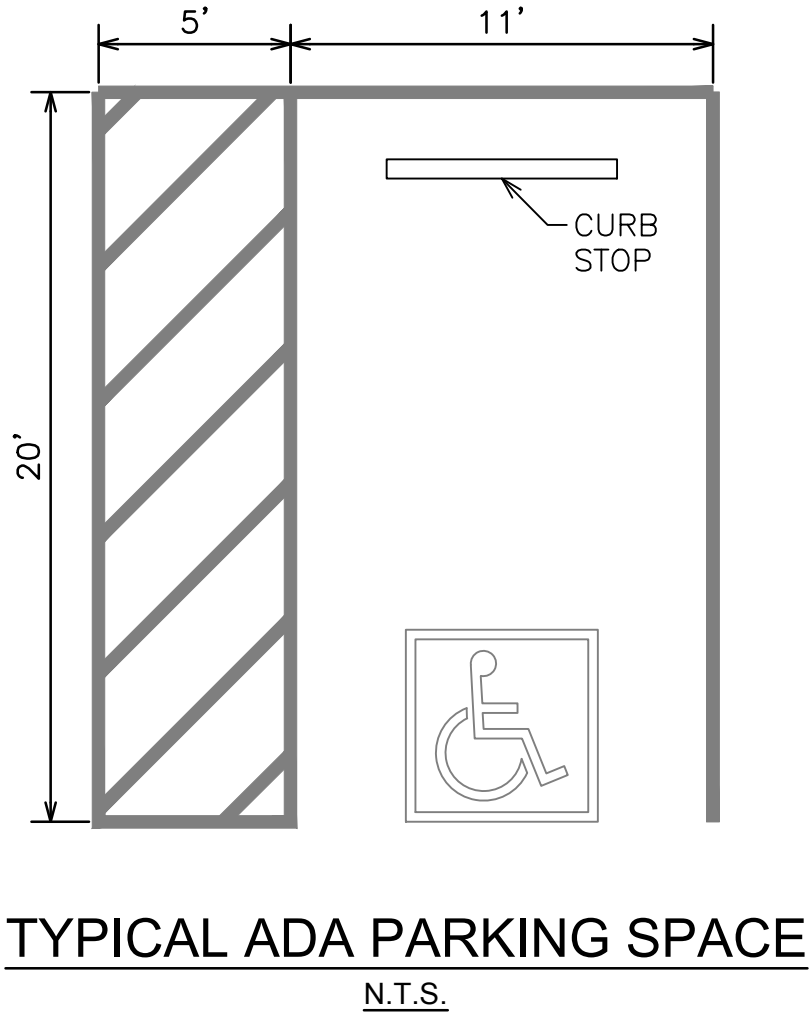
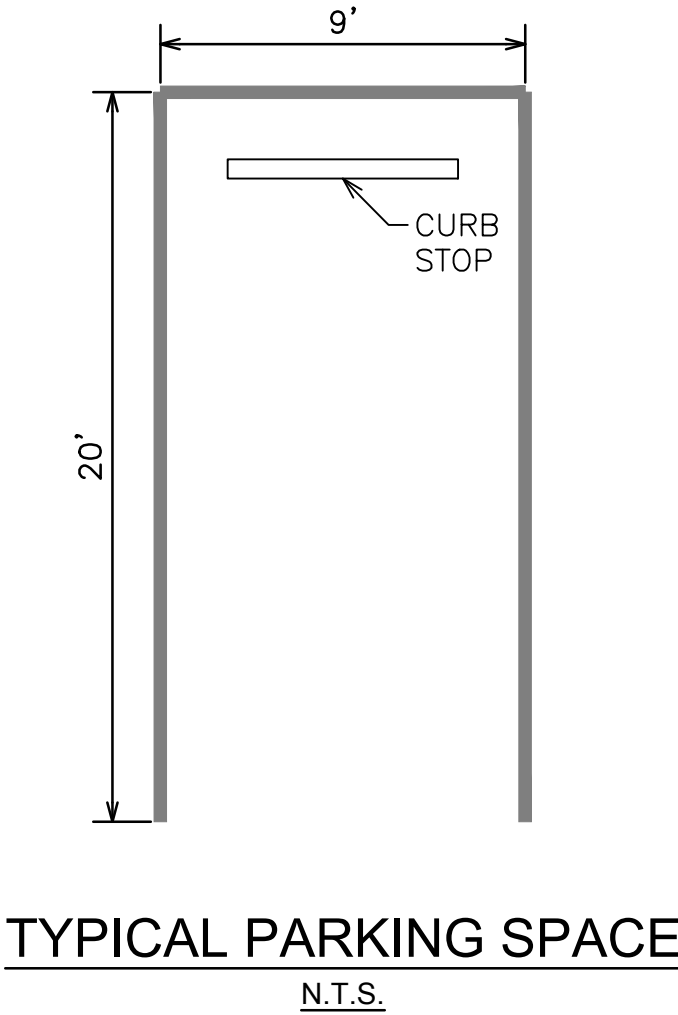
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TOWNSHIP 2 NORTH, RANGE 4 EAST, OF THE GILA AND SALT RIVER BASE AND MERIDIAN,
MARICOPA COUNTY, ARIZONA

PARKING GARAGE

CURVE TABLE						
NO.	ARC	RADIUS	DELTA	TANGENT	CHORD	CHORD-BEARING
C1	31.93	30.00	060°58'28"	17.66	30.44	S30°29'14"W
C2	29.16	50.00	033°25'04"	15.01	28.75	S16°42'32"E
C3	28.92	50.00	033°08'06"	14.87	28.51	N16°51'02"W
C4	78.78	515.00	008°45'52"	39.47	78.70	S04°39'55"E
C5	25.62	20.00	073°23'42"	14.91	23.90	N27°39'00"E
C6	52.15	235.00	012°42'54"	26.18	52.04	N06°04'28"E
C7	53.24	34.00	089°43'01"	33.83	47.96	N45°08'29"W



UNIT NUMBER	STORAGE NUMBER	PARKING SPACE NUMBER
1001		
1002		
1003		
1004		
1005		
1006		
1007		
1008		
1009		
1010		
1011		
1012		
1013		
1014		
1015		
1016		
1017		
1018		
1019		
1021		
2001		
2003		
2005		
2007		
2009		
2011		
2013		
2015		
2017		
2019		
2020		
2021		
3001		
3002		
3003		
3004		
3005		
3006		
3007		
3008		
3009		
3010		
3011		
3013		

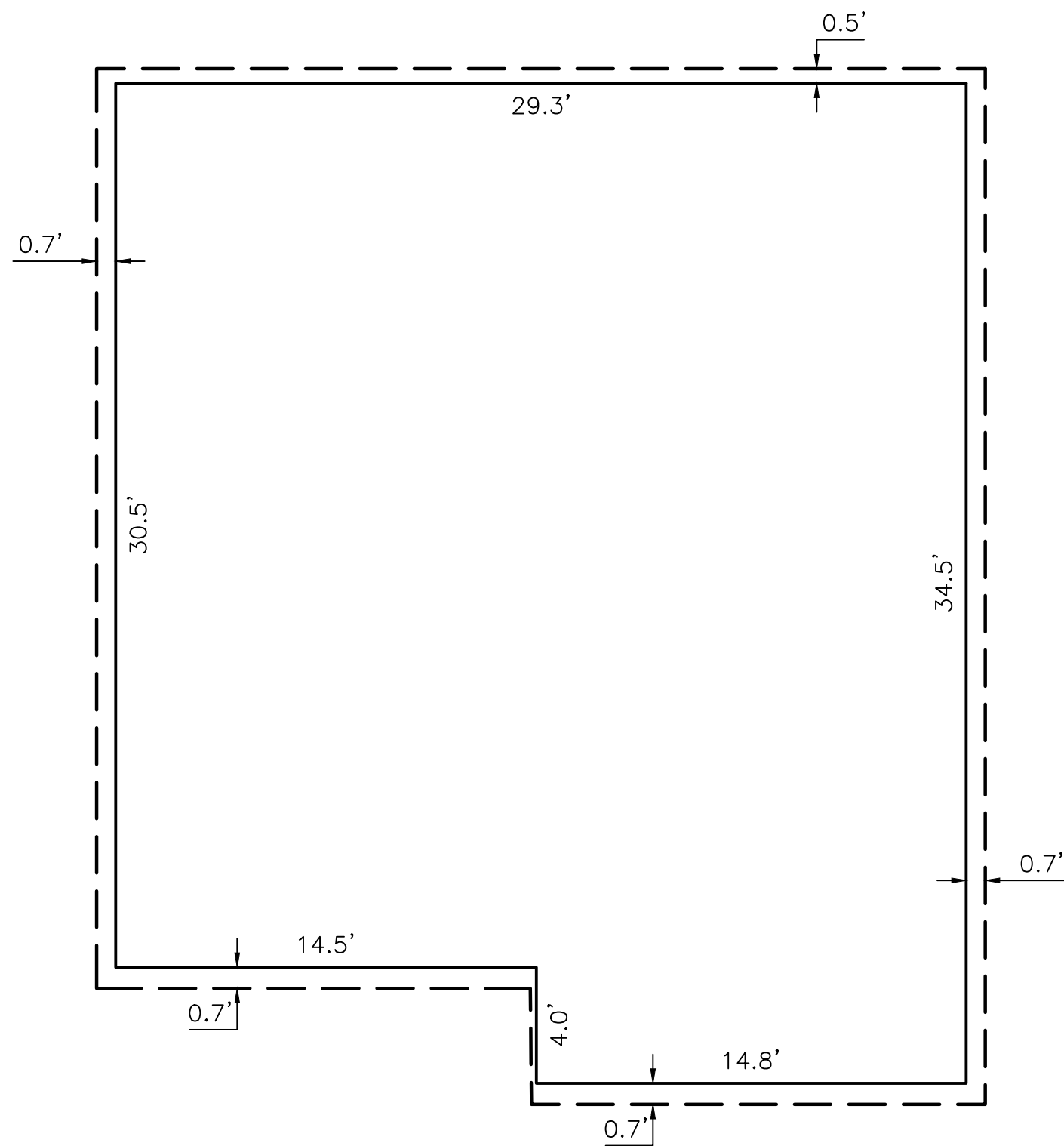


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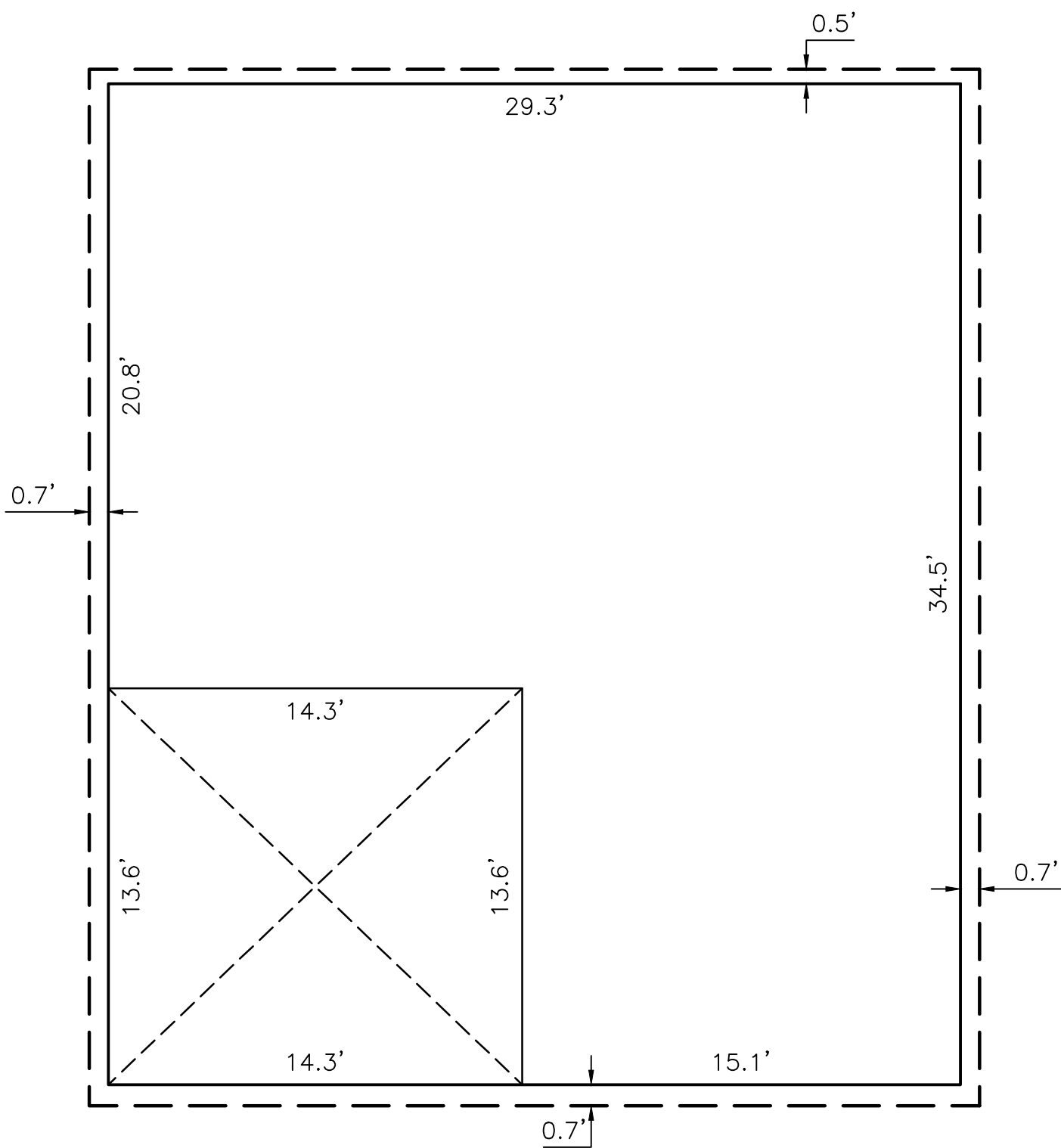
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UNIT PLANS



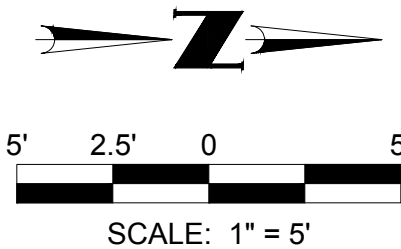
FIRST LEVEL PLAN




SECOND LEVEL PLAN

UNIT TYPE A		
UNIT NO.	LOWER UNIT BOUNDARY	UPPER UNIT BOUNDARY
1004		
1006		
1008		
1012		
1014		
1016		

- LEGEND**
- INDICATES INTERIOR BOUNDARY
 - - - - - INDICATES EXTERIOR FACE / COMMON WALL
 - INDICATES FLOOR LIMITS



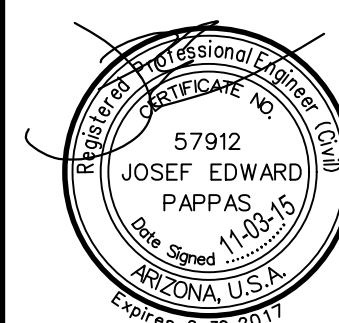


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PRELIMINARY MAP

MOUNTAIN SHADOWS RESORT - CONDOMINIUM HOTEL
PARADISE VALLEY, ARIZONA



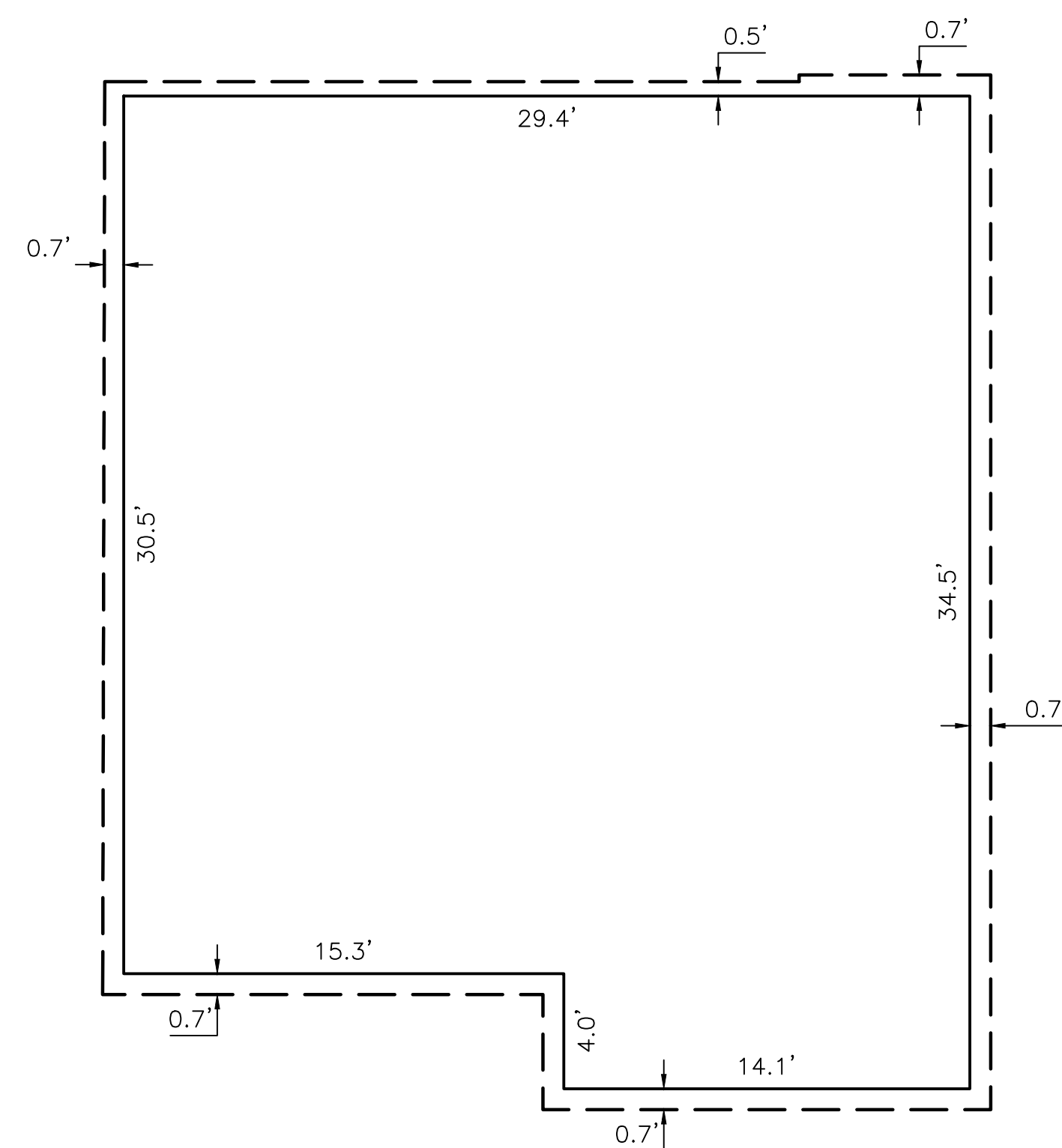
7 SHEET OF 14

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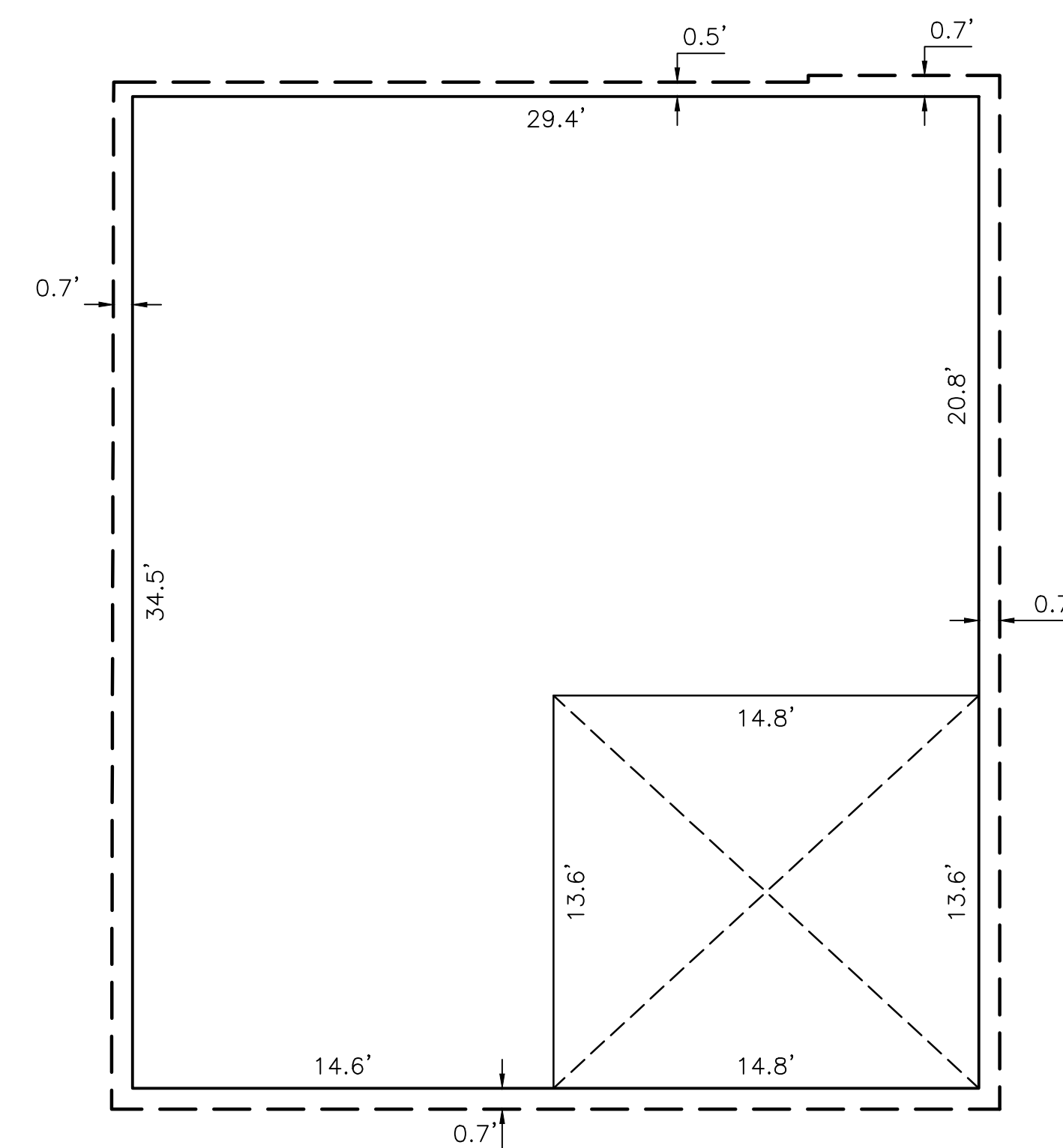
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"MOUNTAIN SHADOWS RESORT - CONDOMINIUM HOTEL"

UNIT PLANS



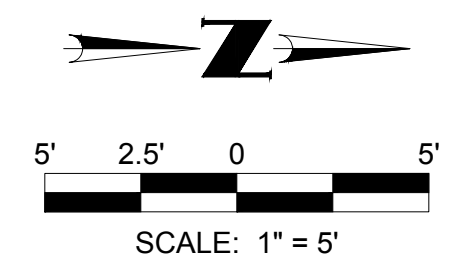
FIRST LEVEL PLAN



SECOND LEVEL PLAN

UNIT TYPE B		
UNIT NO.	LOWER UNIT BOUNDARY	UPPER UNIT BOUNDARY
1002		

_____ INDICATES INTERIOR BOUNDARY
 - - - - - INDICATES EXTERIOR FACE / COMMON WALL
 _____ INDICATES FLOOR LIMITS

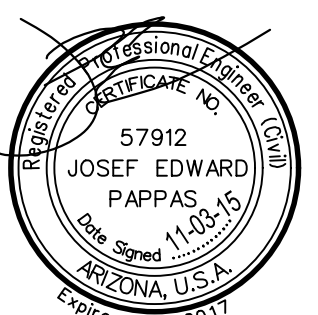


NO.	REVISION	DATE

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PRELIMINARY MAP

MOUNTAIN SHADOWS RESORT - CONDOMINIUM HOTEL
PARADISE VALLEY, ARIZONA

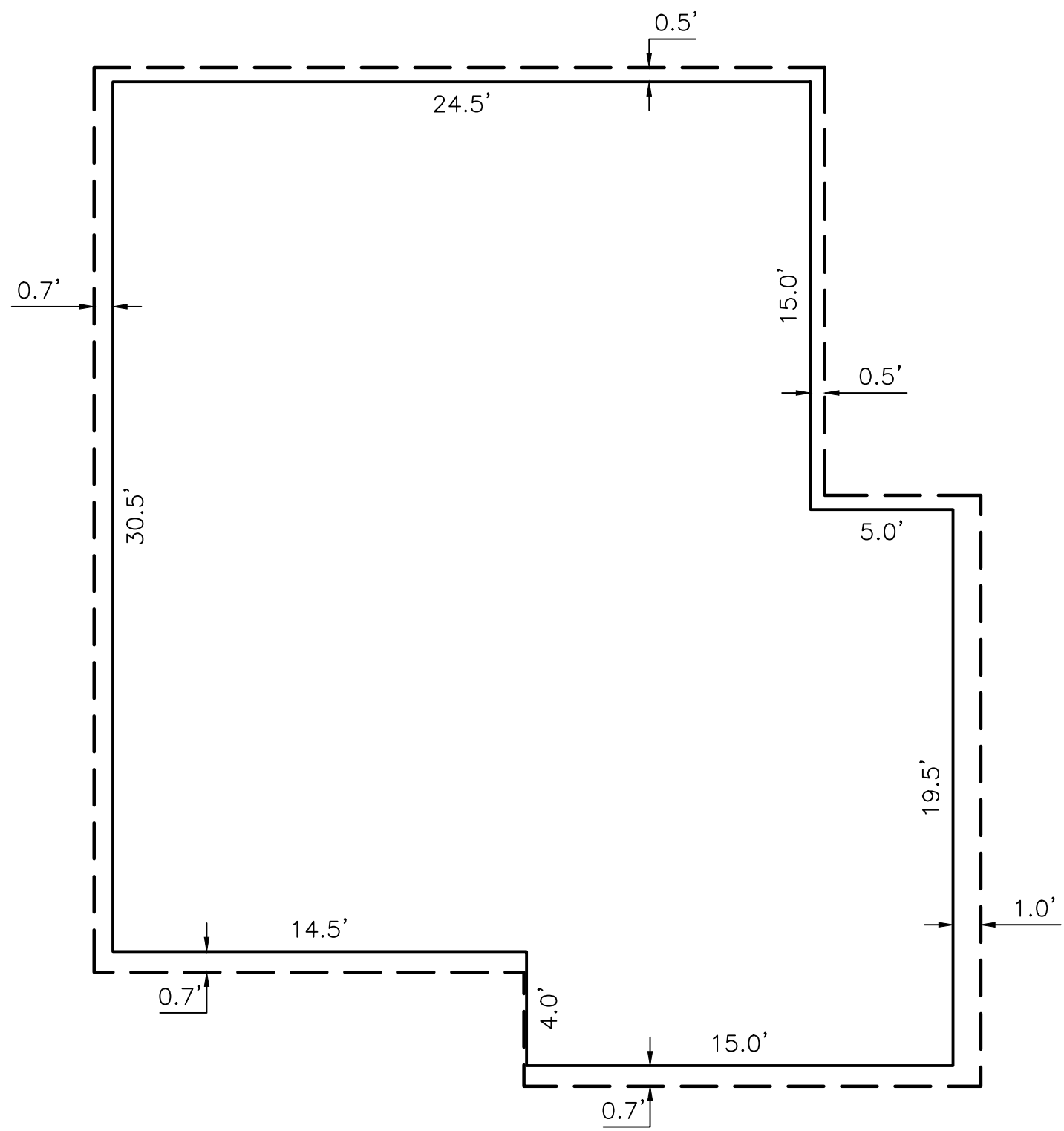


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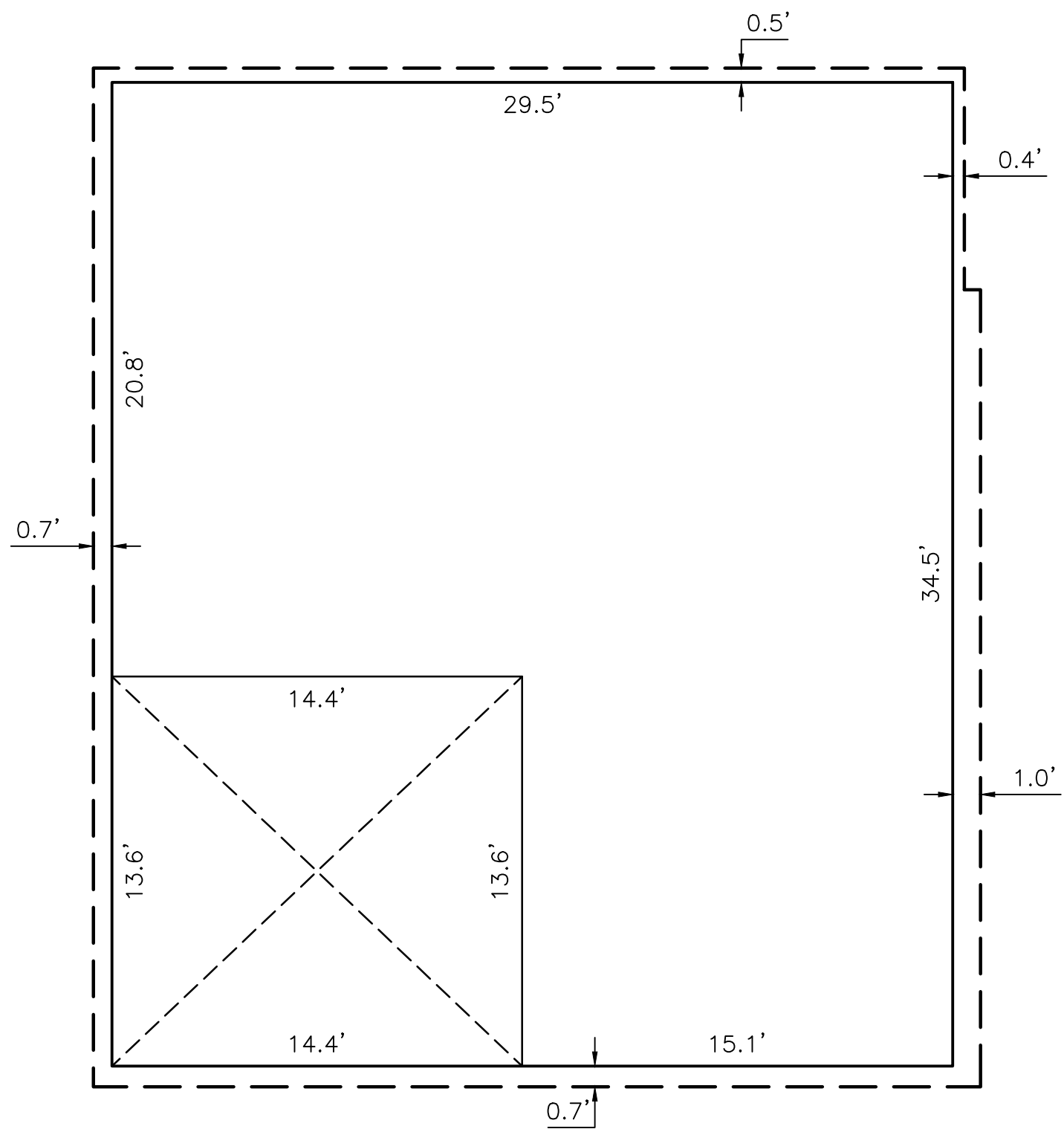
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MARICOPA COUNTY, ARIZONA

UNIT PLANS



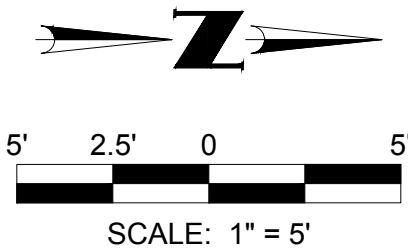
FIRST LEVEL PLAN




SECOND LEVEL PLAN

UNIT TYPE C		
UNIT NO.	LOWER UNIT BOUNDARY	UPPER UNIT BOUNDARY
1010		

- LEGEND**
- INDICATES INTERIOR BOUNDARY
 - - - INDICATES EXTERIOR FACE / COMMON WALL
 - INDICATES FLOOR LIMITS



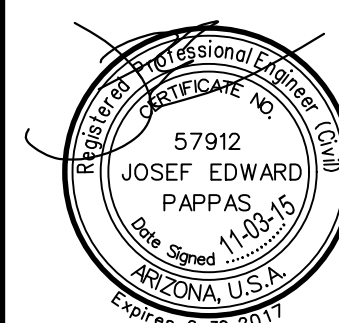


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MOUNTAIN SHADOWS RESORT - CONDOMINIUM HOTEL
PARADISE VALLEY, ARIZONA



9 SHEET OF 14
CVL Contact: J. PAPPAS
CVL Project #: 01-0245801
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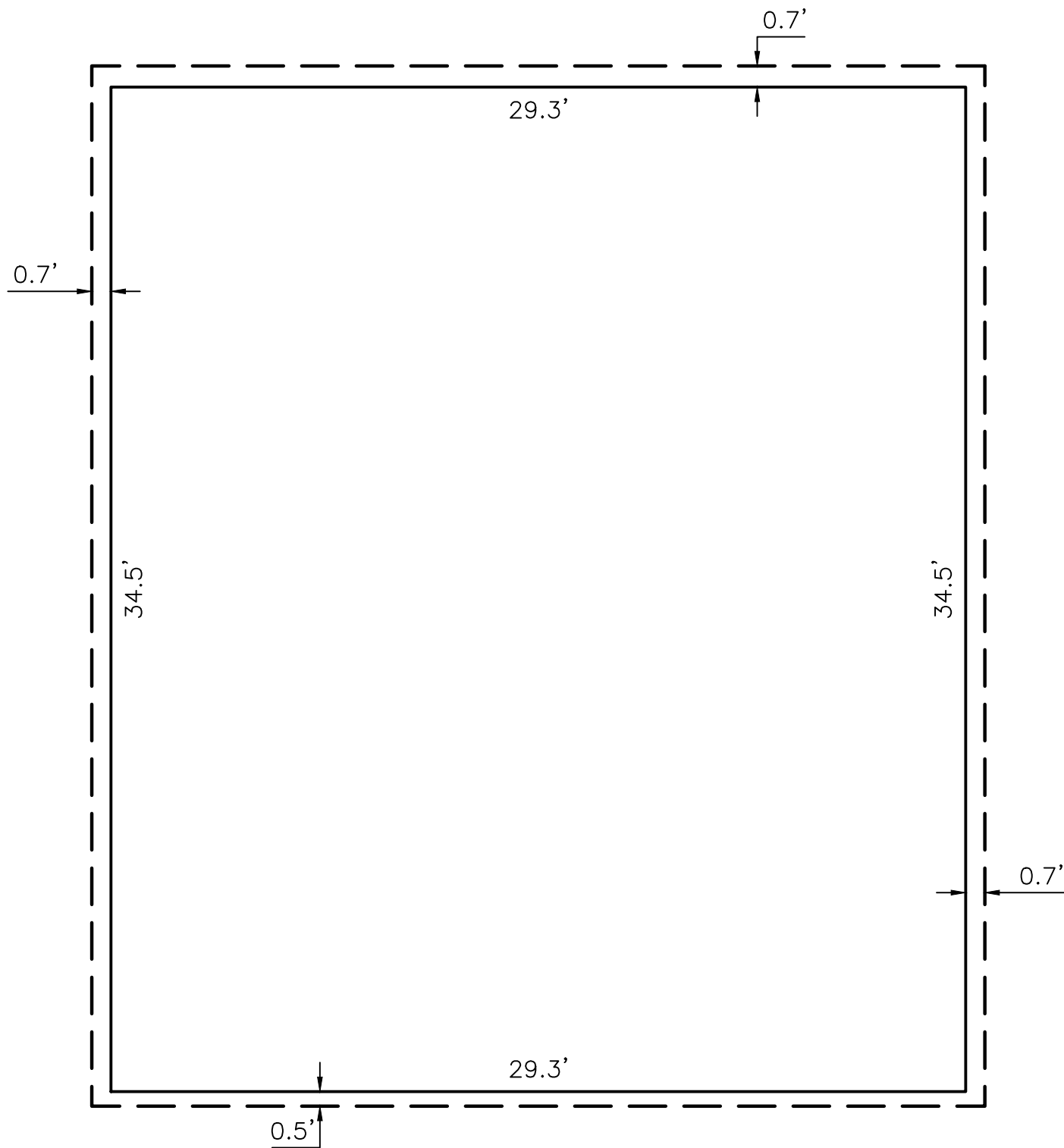
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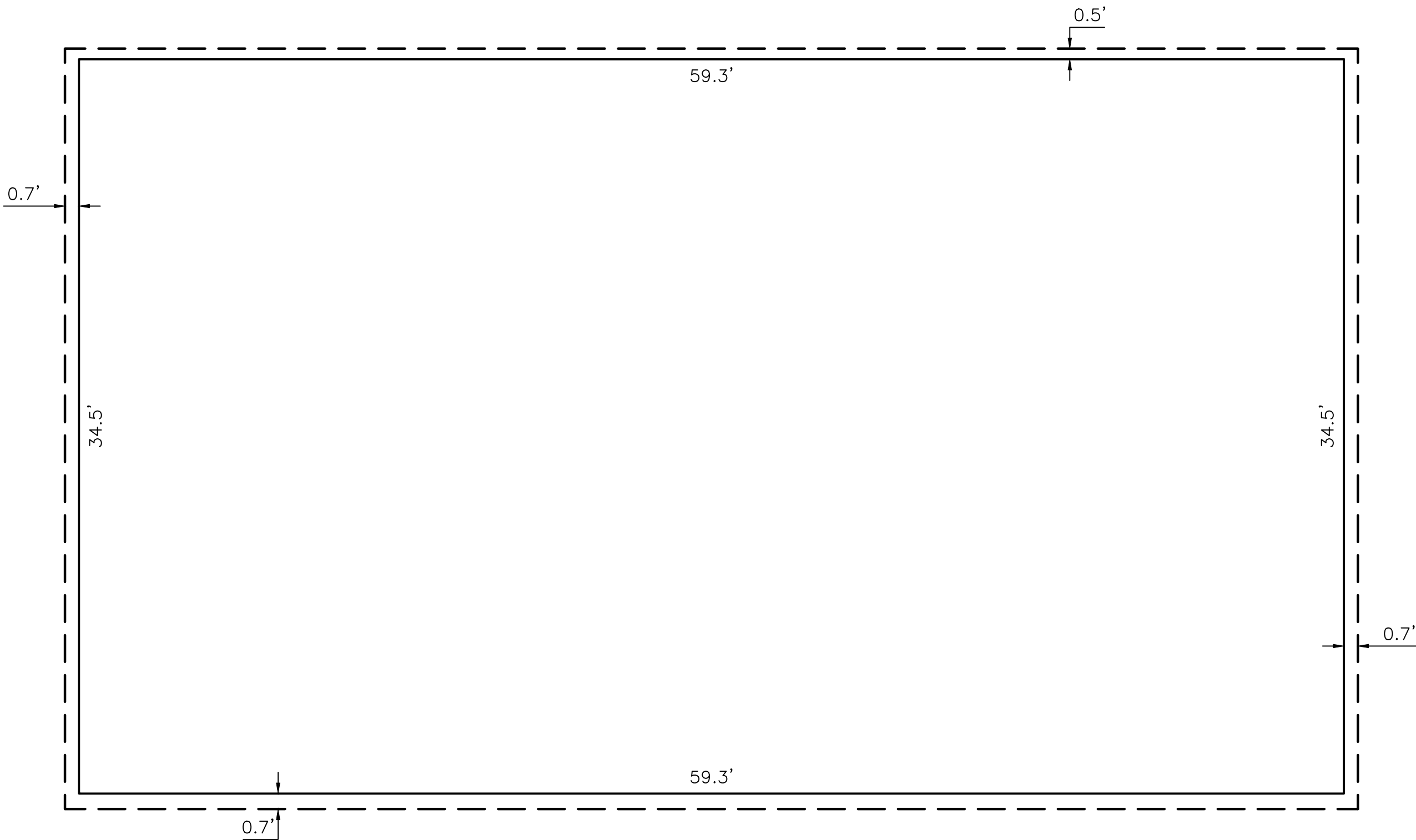
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UNIT PLANS

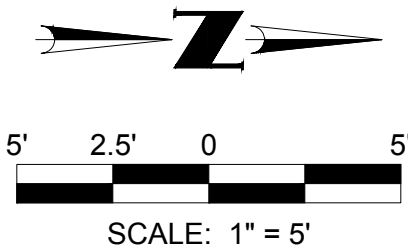



UNIT TYPE D		
UNIT NO.	LOWER UNIT BOUNDARY	UPPER UNIT BOUNDARY
1001		
1003		
1005		
1007		
1009		
1011		
1013		
1015		
1017		
1019		
2001		
2003		
2005		
2007		
2009		
2011		
2013		
2015		
2017		
2019		

- LEGEND**
- INDICATES INTERIOR BOUNDARY
 - - - - - INDICATES EXTERIOR FACE / COMMON WALL
 - INDICATES FLOOR LIMITS



UNIT TYPE H		
UNIT NO.	LOWER UNIT BOUNDARY	UPPER UNIT BOUNDARY
3006		
3008		



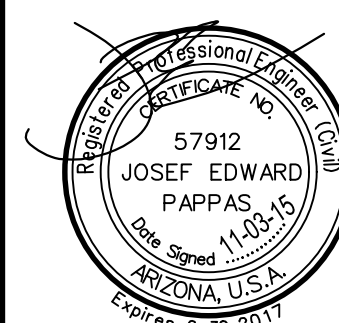


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MOUNTAIN SHADOWS RESORT - CONDOMINIUM HOTEL
PARADISE VALLEY, ARIZONA



10 SHEET
OF 14

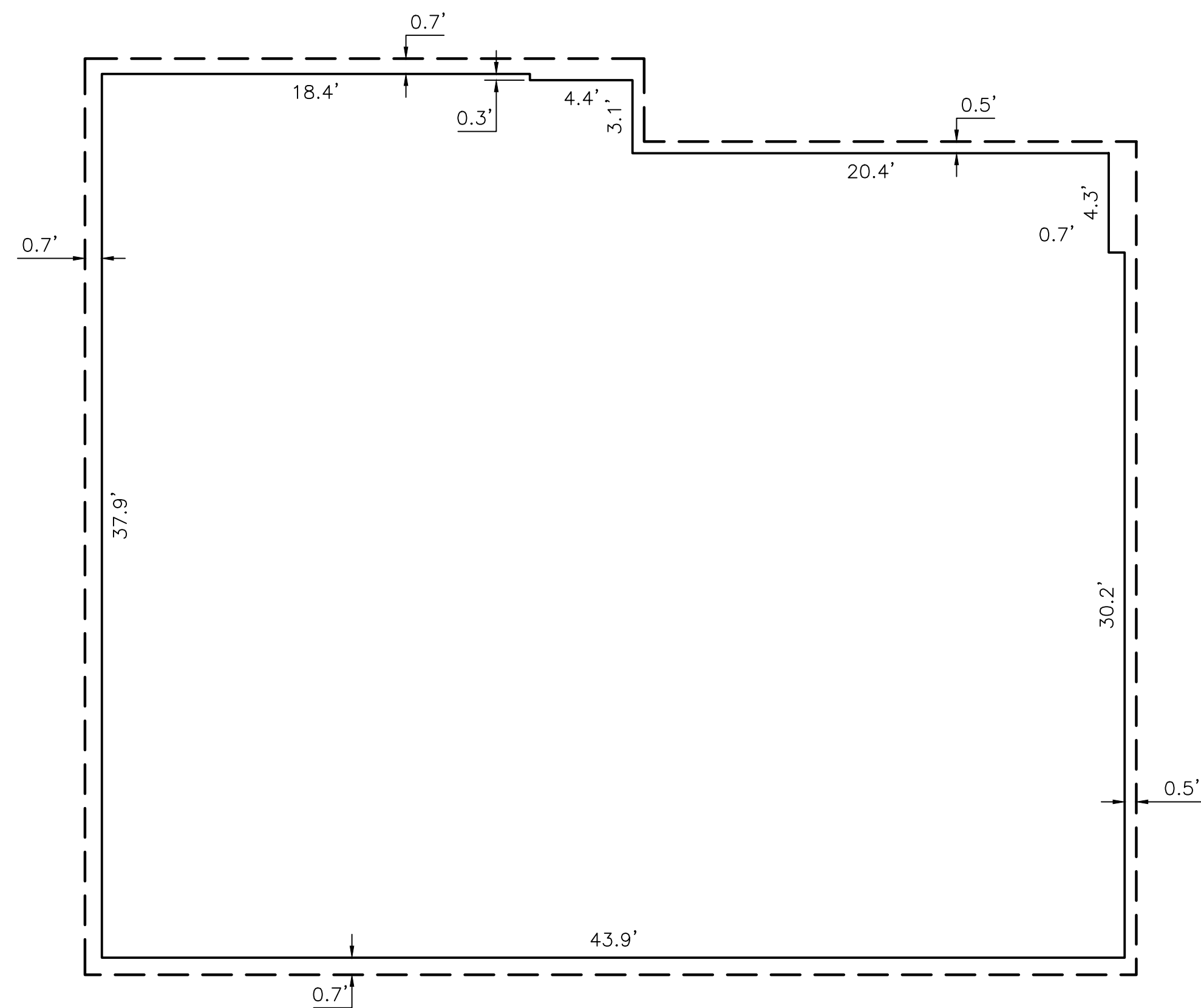
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CVL File #:

Coe & Van Loo Consultants, Inc.

Coe & Van Loo Consultants, Inc.

MOUNTAIN SHADOWS RESORT - CONDOMINIUM HOTEL
PARADISE VALLEY, ARIZONA

PRELIMINARY MAP



UNIT TYPE F		
UNIT NO.	LOWER UNIT BOUNDARY	UPPER UNIT BOUNDARY
1018		
2020		

Professional Engineer Seal for Joe Edward Pappas, State of Arizona, License No. 57912, expires 6-30-2017.

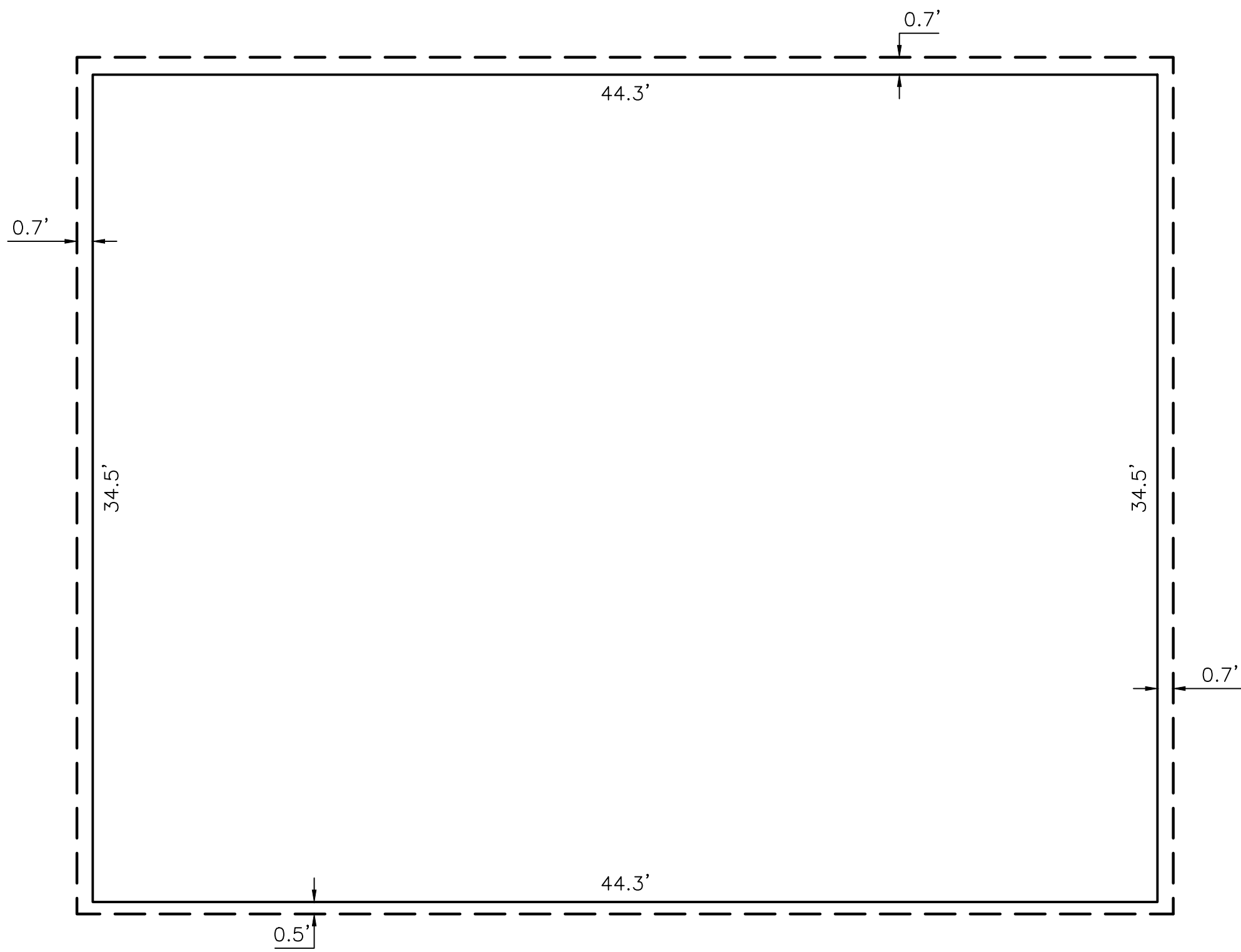
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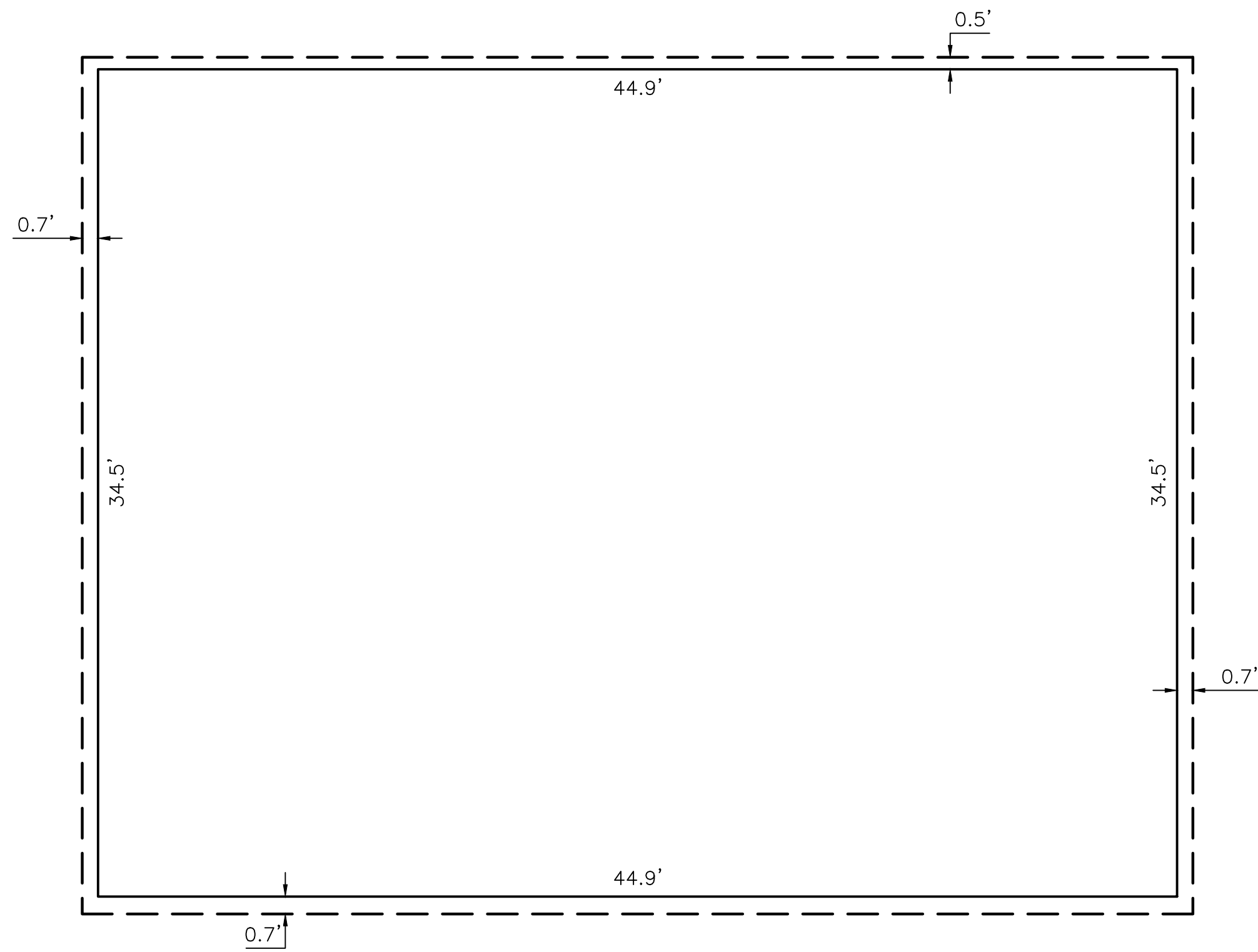
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UNIT PLANS

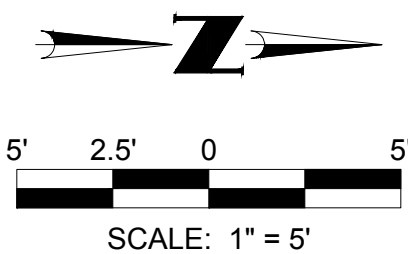


UNIT TYPE G-1		
UNIT NO.	LOWER UNIT BOUNDARY	UPPER UNIT BOUNDARY
3003		
3005		
3007		
3009		
3011		
3013		



UNIT TYPE G-2		
UNIT NO.	LOWER UNIT BOUNDARY	UPPER UNIT BOUNDARY
3002		
3004		

- LEGEND**
- INDICATES INTERIOR BOUNDARY
 - INDICATES EXTERIOR FACE / COMMON WALL
 - INDICATES FLOOR LIMITS



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12 SHEET **14**
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MOUNTAIN SHADOWS RESORT - CONDOMINIUM HOTEL
PARADISE VALLEY, ARIZONA

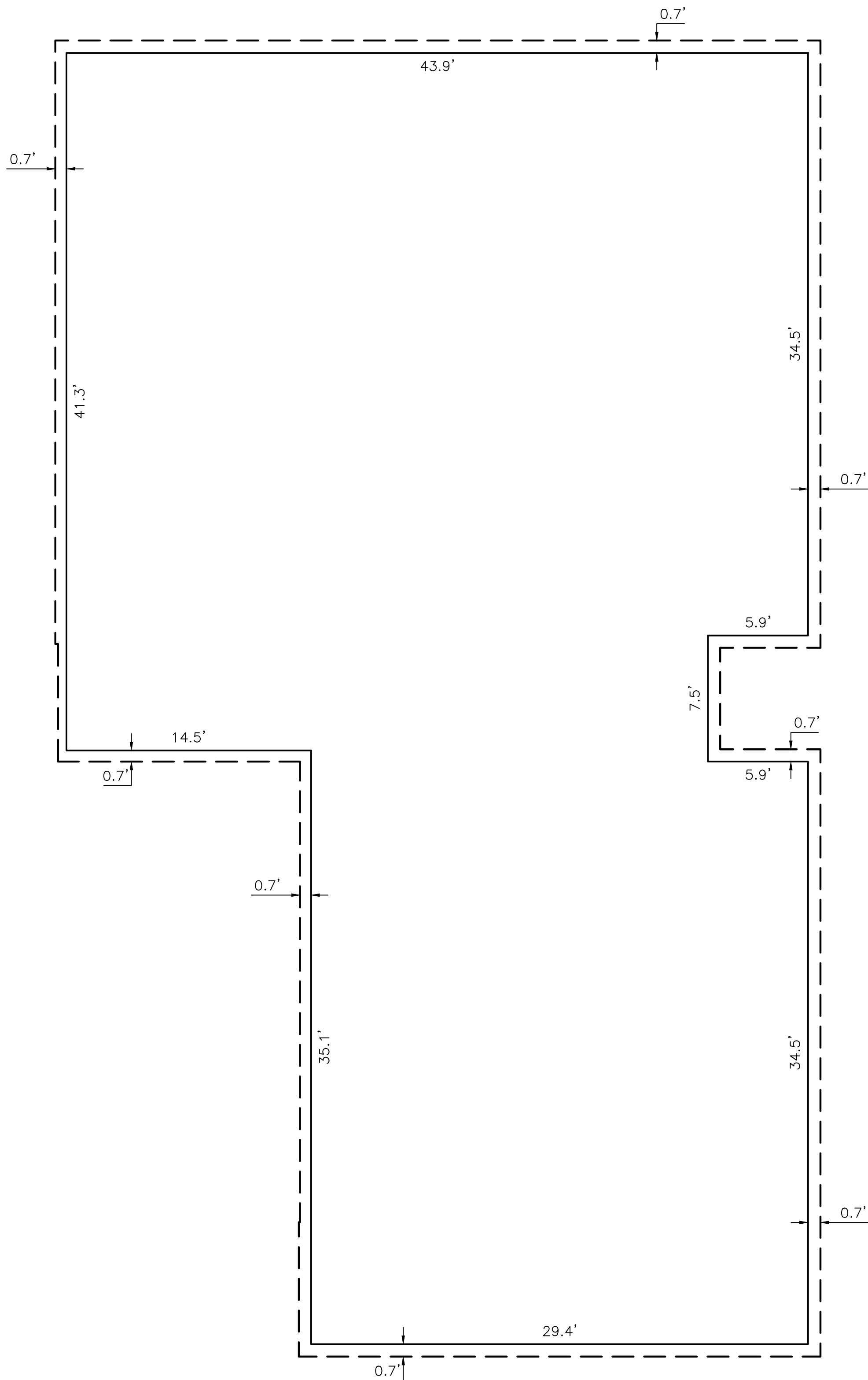
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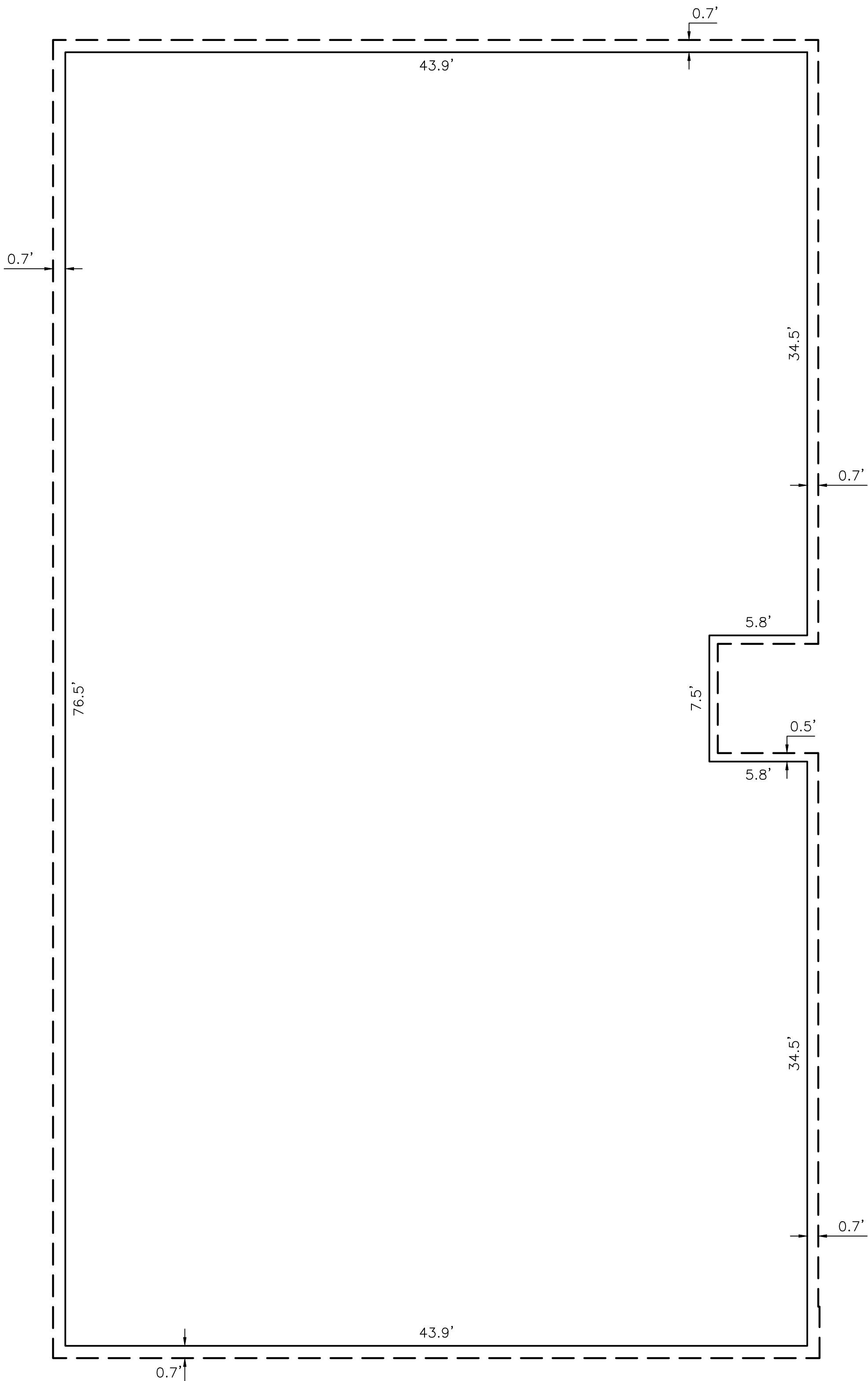
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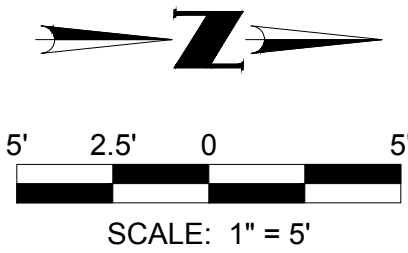


UNIT TYPE I		
UNIT NO.	LOWER UNIT BOUNDARY	UPPER UNIT BOUNDARY
3001		

- LEGEND**
- INDICATES INTERIOR BOUNDARY
 - - - INDICATES EXTERIOR FACE / COMMON WALL
 - INDICATES FLOOR LIMITS



UNIT TYPE J		
UNIT NO.	LOWER UNIT BOUNDARY	UPPER UNIT BOUNDARY
3010		



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PARADISE VALLEY, ARIZONA

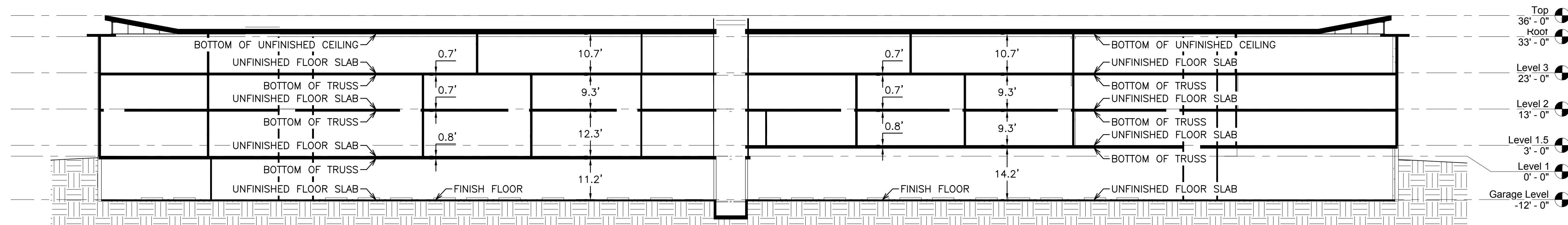
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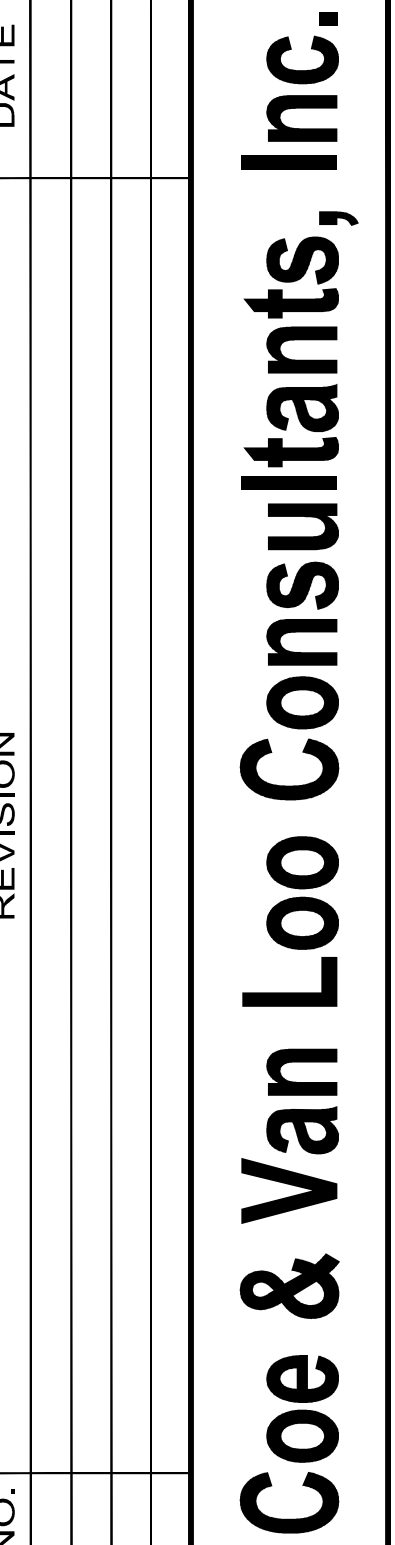
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"MOUNTAIN SHADOWS RESORT - CONDOMINIUM HOTEL"

VERTICAL SCHEMATIC

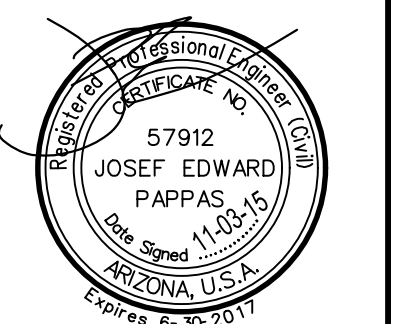


VERTICAL SCHEMATIC



PRELIMINARY MAP

MOUNTAIN SHADOWS RESORT - CONDOMINIUM HOTEL
PARADISE VALLEY, ARIZONA





Action Report

File #: 15-309

Memo

TO: Mayor Collins and Town Council Members

FROM: Kevin Burke, Town Manager
Andrew M. Miller, Town Attorney

DATE: December 3, 2015

DEPARTMENT: Town Attorney

Andrew M. Miller, Town Attorney

AGENDA TITLE:

Sewer Disconnection Costs - Draft Ordinance Discussion

Council Goals

SUMMARY STATEMENT:

Town Staff anticipates that it may need to move forward with the disconnection of sewer service on some very dated accounts for which other methods of collection (such as filing liens) have proven of little effect. However, prior to moving forward with such disconnections the Staff believes it would benefit the Town to amend the current Town Code to provide for full cost recovery of those costs associated with a disconnection.

Current Town Code §15-6-2 provides that the Town may discontinue sewer service when a sewer customer refuses to pay sewer fees and that the discontinuation shall be accomplished by physically cutting and blocking the building connection to the Town sewer system. This section also provides for notification of the sewer customer prior to the discontinuance of service and for a charge of \$500 prior to reconnecting the sewer. Based on the expected costs to disconnect and reconnect a sewer service account the current Code amount is not adequate to recoup the costs incurred for a sewer disconnection. For the most simple type of disconnection, without cutting into the street, the plug estimate is at least \$1200.00 for the contract work to "plug" the sewer line, see attached estimate for one location. However disconnections involving cutting into the street are estimated to be thousands more.

Modifications to the current Town Sewer Code provisions needed to implement a full cost recovery for a disconnection and reconnection are shown on attached draft Ordinance No. 695, and include

the following:

- Once service is disconnected, it cannot be reestablished without the property owner for the sewer account paying all past due fees, service charges, an additional deposit to reestablish sewer service, and the actual costs for disconnection and reconnection fees and any other related expenses
- Specific Disconnection and Reconnection fees are delineated in a Table in the ordinance to include charges for equipment, labor and any necessary repairs to sidewalks, curbs or streets, if any.

The suggested changes were modeled after changes made to the Town Code for another municipality that is considering sewer disconnections. Staff recommends that the Council review the draft ordinance and provide comments prior to the ordinance being scheduled as a future Council action item.

ATTACHMENT(S):

Ordinance No. 695

Sample of a Simple Sewer Plug Estimate

1
2 When recorded, return to:
3 Paradise Valley Town Attorney
4 6401 East Lincoln Drive
5 Paradise Valley, Arizona 85253
6
7

8 **ORDINANCE NUMBER 695**
9

10 **AN ORDINANCE OF THE TOWN OF PARADISE VALLEY,**
11 **ARIZONA, AMENDING CHAPTER 15, SANITARY SEWERS,**
12 **ARTICLE 15-6, VIOLATIONS AND PENALTIES**
13

14 **BE IT ORDAINED BY THE MAYOR AND TOWN COUNCIL OF THE TOWN OF**
15 **PARADISE VALLEY, ARIZONA:**
16

17 Section 1. The Town of Paradise Valley's Code is hereby amended as follows,
18 showing text to be added in **bold** and deleting the text shown by ~~strikeout~~.
19

20 **Article 15-6 VIOLATIONS AND PENALTIES**
21

- 22 15-6-1 Violations **and Termination of Service**
23 15-6-2 Unlawful and Prohibited Acts
24
25

26 Section 15-6-1 Violations **and Termination of Service**
27

- 28 **A.** The violation of any section of this Chapter or refusal to pay any fees when
29 due, shall be sufficient cause for the Town to discontinue sewer service to any
30 premises, and such service shall not be restored until such violations have
31 been discontinued or eliminated and all outstanding charges paid. The
32 discontinuance of sewer service shall be accomplished by physically cutting
33 and blocking the building connection. ~~A charge of five hundred dollars~~
34 ~~(\$500.00) shall be paid to the Town for reconnecting the sewer service.~~ The
35 Town shall notify the user of the proposed discontinuance of service by
36 delivering a notice, return receipt requested, to the user and by posting a
37 notice on the property at least ten (10) days prior to the actual disconnection.
- 38 **B.** A sewer service account which has been terminated may not be
39 reestablished and reconnected to the Town's sewer system except upon
40 payment of all outstanding amounts owed to the Town related to sewer
41 service, including all past due fees, service charges, and additional
42 deposits required to establish sewer service, disconnection and
43 reconnection fees set forth in this chapter, and any other incidental costs
44 or expenses related to the service termination.
- 45 **C.** The following fees shall be charged for the disconnection from and
46 reconnection to the Town's sewer service system:

<u>DISCONNECTION FEES</u>	<u>FEE</u>
LABOR AND SUPPLIES TO DISCONNECT	ACTUAL COST
ADMINISTRATIVE FEE	\$150.00
CUTTING OF SIDEWALKS, STREETS OR CURBS	ACTUAL COST

1

<u>RECONNECTION FEES</u>	<u>FEE</u>
DURING REGULAR WORKING HOURS	\$ 150.00
AFTER REGULAR WORKING HOURS	\$ 375.00
REPAIRS TO CURBS OR STREETS; DAMAGE TO DISCONNECTION APPARATUS OR LATERAL	ACTUAL COST

2

3 Section 2. If any section, subsection, sentence, clause, phrase or portion of this ordinance
4 or any part of these amendments to the Town Code adopted herein by reference is for any
5 reason held to be invalid or unconstitutional by the decision of any court of competent
6 jurisdiction, such decision shall not affect the validity of the remaining portions thereof.

7 Section 3. This ordinance shall become effective in the manner provided by law.

8 PASSED AND ADOPTED by the Mayor and Council of the Town of Paradise Valley,
9 Arizona, this ____ day of _____ 2015.

10

11

12

Michael Collins, Mayor

13

14 ATTEST:

15

16

17

18 _____
Duncan Miller, Town Clerk

19

1
2
3 APPROVED AS TO FORM:
4
5
6

7 _____
8 Andrew M. Miller, Town Attorney
9

10 **CERTIFICATION**

11 I, Duncan Miller, Town Clerk, certify that the foregoing is a true copy of Ordinance
12 Number 695 duly passed and adopted by affirmative vote of the Town Council of Paradise
13 Valley at a meeting held on the _____ of _____, 2015. Passage of this Ordinance
14 appears in the minutes of the meeting. The Ordinance has not been rescinded or modified
15 and is now in effect. I further certify that the municipal corporation is duly organized and
16 existing, and has the power to take the action called for by the Ordinance.
17

18 _____
19 Duncan Miller, Town Clerk
20

TOWN OF PARADISE VALLEY

**Sewer Ordinance
Town Council Meeting
December 3, 2015**



Key Question

- Does Council want to amend sewer disconnect section of the code to allow for full cost recovery?



Sewer Ordinance Background

- These ordinance provisions would be added as Section 15-6-1 as subsections (B) and (C) to the Town Code
- Staff has reviewed ordinances of municipalities that provide for a sewer disconnect remedy of plugging the sewer, used for extremely delinquent customers
- The Town currently has 8 residents with sewer balances over \$2,000, with the highest delinquent balance at \$8,213.96



Sewer Ordinance Changes

- Full cost recovery for a sewer disconnect/reconnect to be implemented
- Terminated sewer account may not be reestablished except upon payment of all outstanding amounts owed to Town, including disconnection and reconnection fees
- Fee table in the ordinance will delineate amount of fee charged for disconnection, reconnection, labor, repairs to streets/sidewalks and administrative fees



Comments/Questions?



GECKO ENTERPRISES, LLC.

dba: Gecko Construction

ROC281703

7070 W Frier Dr
Glendale, AZ 85303
Phone (623) 937-8305 Fax (623) 930-7449

Bill To:

Town of Paradise Valley
6401 E. Lincoln Dr,
Paradise Valley, AZ 85253
F.480-348-3689 P480-348-3540
redwards@paradisevalleyaz.gov

COMMENTS OR SPECIAL INSTRUCTIONS:

Please sign below to approve the estimate and authorize work to be completed. In the event that there is more involved than estimated, we will contact you prior to proceeding.

Quote # 2001

DATE [REDACTED] 2015

Quote # 2001

Quotation valid until:

Prepared by: Tom Morris

Ship To:

PROJECT LOCATION:

[REDACTED]
Paradise Valley, AZ

Description	AMOUNT
Scope of Work Order: Furnish equipment, parts, and labor to temporarily plug an existing sanitary sewer service line at the address stated above.	
SEWER PLUG	\$ 86.25
VENTILATION UNIT	\$ 68.75
GENERATOR	\$ 110.00
LABOR: (2) Men	\$ 285.00
MOBILIZATION	\$ 85.00
RETURN AND REMOVE PLUG	\$ 584.75
EXCLUSIONS: Night/Weekend work, Permits/fees	
TOTAL	\$ 1,219.75

If you have any questions concerning this proposal, please contact Don Wemhoner @ (623) 764-0702 or Richard Joseph at the office number listed above.

The undersigned agrees to pay for any work, materials and labor performed by Gecko Construction upon receipt from invoice date, and not contingent upon contracts or payments to your company from any third parties. Interest shall accrue on outstanding invoice after 30 days at the rate of 1.5% per month until paid in full. Customer shall reimburse Gecko Construction for all expenses and attorney's fees incurred in the process of collecting payments.

Authorized Company Representative (Printed)

Authorized Company Representative (Signed)

Date

THANK YOU FOR YOUR BUSINESS!



Action Report

File #: 15-306

TO: Mayor and Town Council

FROM: Eva Cutro, Community Development Director

DATE: December 3, 2015

CONTACT:

Eva Cutro, 480-348-3522

AGENDA TITLE:

Study Session - Special Use Permit Major Amendment
Ritz-Carlton Paradise Valley
7000 E Lincoln Drive (SUP-15-01)

REQUEST

On May 4, 2015, Five Star Development Resort Communities applied for a major amendment to the Ritz-Carlton SUP. The amendment to the SUP includes a mix of resort, residential, and retail uses on the site.

PURPOSE:

The purpose of this study session is to review the Special Use Permit proposal as revised by the applicant based upon the November 19 Study Session. After the revised site plan review, the stipulations proposed in Ordinance #694 shall be studied. Please refer to the "clean" version of this Ordinance. The redline version is for background information only and represents changes and the rearrangement of material since the Planning Commission review.

FACTS

This request was discussed in detail at the November 19, 2015 study session. At that time the Council voiced the following concerns:

- Inclusion of roof top deck in Area A;
- Amount of three story in Area A1
- Unit count in Area A1
- Use of Area A1
- Density and lot size in Area B;
- Height of structures along the perimeter in Areas B, C & D;
- Density in Area D;
- More information needed on Area D

The applicant has revised thirteen exhibits to address these issues.

Area A - Resort hotel

The roof top deck has been eliminated. This decreases the height of the lobby to 48' measured from existing grade. As proposed by staff, the applicant has also added 15,000 sf for accessory structures. The accessory structures shall not exceed 16' in height.

Area A1 - Resort Villas

The unit count has been reduced from 120 to 94 villas. The total villa floor area has decreased by 20,000 sf to 328,000 sf total; while the food and beverage floor area has increased by 11,000 sf to 32,000 sf total. The overall number of three story structures has decreased but still exceeds the amount directed by Council. Staff believes the three story elements should be further reduced to just those structures that border the eastern edge of the property. The balance of the buildings are now proposed at 1 story up to 20' in height and 2-story up to 28' maximum height. At the last review the 1-story height was proposed at 16' and the 2-story height was proposed at 24'.

The applicant did not expand their submittal to include additional description of use for this area or floor plans; however, the applicant stated they will provide additional information at the study session.

Area B - Resort Related Detached Residential

The lot count is proposed at 72, a reduction of 2 lots from the applicant's last submittal but an increase of 6 lots from the Planning Commission's recommendation. The minimum lot size increased to 10,000 square feet. The average unit size increased from 3200 sf to 4000 sf and the total floor area increased from 440,000 to 495,000 square feet (an increase of 55,000 sf). The dwelling units per acre (DUA) equal 2.3, the Statement of Direction requested a maximum of 2 DUA.

The homes are a mix of one and two story. One story homes are proposed along the perimeter on lots that are a minimum of 15,000 sf. The maximum height of the one-story homes is proposed at 20'. Several Councilmembers proposed a maximum height of 16', but current market trends call for 18'-20' heights. Two-story homes are proposed at a maximum height of 24'.

Setbacks shall be:

Front yard - 20' ground floor, 25' second story,
Rear yard - 20' ground floor, 35' second story
Side yard - 15' each side on perimeter lots (15,000 sf) and 20' total on interior lots (10,000-15,000 sf)

The side yard setbacks increased but the additional 35' front yard setback for garages has been eliminated.

Area C - Resort Branded Detached Residential

The unit count remains unchanged at 45 lots; however, the floor area increases by 14,000 sf to 309,375 sf. The DUA meet the Statement of Direction standard of 2 dwelling units per acre.

As in Area B, the homes are a mix of one and two story. One story homes are proposed along the

perimeter on lots that are a minimum of 15,000 sf. The maximum height of the one-story homes is proposed at 20'. Several Councilmembers proposed a maximum height of 16', but current market trends call for 18'-20' heights. Two-story homes are proposed at a maximum height of 24'.

Setbacks shall be:

Front yard - 20' ground floor, 25' second story,
Rear yard - 20' ground floor, 35' second story
Side yard - 15' each side on perimeter lots (15,000 sf) and 20' total on interior lots (10,000-15,000 sf)

The side yard setbacks increased but the additional 35' front yard setback for garages has been eliminated.

Area D - Resort Related Attached Residences

The unit count has decreased from 74 to 62 units. The units along the perimeter have been reduced to 1 story in height and all clusters of four units have been eliminated. The average unit size has increased by 400 sf to 2,400 sf and the overall floor area remains unchanged at 209,700 sf. The homes are now a mixture of 1, 2, and 3 story units ranging in height from 20' to 36' (with limits on the third story elements). The setbacks shall remain at 10' front and rear yards.

Area E - Resort Related Retail

This Area remains unchanged from the last submittal. It contains a mix of retail, food & beverage, and gourmet foods. The total floor area is proposed at 54,327 sf and 17.3% area coverage. The buildings are proposed at one-story with a 30' maximum height. The remainder of Area E is deferred at this time.

Overall Density

The applicant has reduced the number of for sale units from 313 to 273, a reduction of 40 units. The applicant has limited all units along rights of ways to one-story and 20' maximum height. There is also a reduction in the amount of three story in Area A1 and a reduction in the amount of two-story in Area D.

However, there is an increase in overall one-story heights from 16' maximum to 20' maximum and an overall increase in two-story heights from 24' maximum to 28' maximum. The average unit sizes in Areas B and D have also increased. The end result is actually an increase in floor area from 1,720,340 square feet on site to 1,795,402 square feet. An overall increase of 75,062 square feet.

ATTACHMENT(S):

Cover letter from Benjamin Graff, Withey Morris, LLC, dated November 24, 2015
SUP Revised Sheets dated November 24, 2015
Ordinance #694 containing all stipulations

File #: 15-306

C: Jason Morris (Applicant)



The Ritz-Carlton Resort

Paradise Valley Special Use Permit Application



Initial Submittal: May 4, 2015
2nd Submittal: May 19, 2015
Amendment: July 30, 2015
Amendment: August 28, 2015
Amendment: September 11, 2015
3rd Submittal: October 2, 2015
Amendment: October 14, 2015
Amendment: October 20, 2015
4th Submittal: October 27, 2015
Amendment: November 24, 2015
Amendment: November 30, 2015

NOVEMBER 30, 2015 AMENDMENT TABLE OF CONTENTS

Master PlanD

Master Plan | Land Use Plan. 1

Land Density Table (Excluding Area E). 3

Project Heights 5

Resort Hotel E

Enlarged Lobby Building Section. 14

Main Building Elevations. 18

Resort Related Retail | E2. 27

Resort Residential F

Area A1 | Ritz-Carlton Residential Villas 1

Area B | Resort Branded Residential Lots 2

Area C | Ritz-Carlton Residential Lots 3

Area D | Attached Residence Village. 4

Area D | Attached Residence Village. 5

Landscape Architecture G

Resort Wall Master Plan 3

McDowell Mountain Views. 9

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The Ritz-Carlton Resort

Paradise Valley Special Use Permit Application
November 30, 2015



TABLE OF CONTENTS

MASTER PLAN

Area	Description
A A1	Ritz-Carlton Hotel and Villas
B	Single Family Resort Related Residential
C	Single Family Ritz-Carlton Branded Residential
D	Resort Related Attached Residences
E1	Resort Related Retail
E2	Resort Related Mixed Use (Deferred –Final Site Plan to Follow)



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The Ritz-Carlton Resort

Paradise Valley Special Use Permit Application
November 24, 2015



MASTER PLAN

Land Use Plan
D-1

2015 Proposed SUP Overview (Excluding Area E)

Area	Land Use Product	Gross Acreage	Proposed Residential Units	Residential Lot Sizes	Average Unit Size Conditioned, sf	Total Residential Floor Area, sf ⁽⁴⁾	Total Resort Related Floor Area, sf ⁽⁴⁾	Lot Coverage: Drip Line Area, sf	Area Coverage, Percentage ⁽¹⁾	Maximum Height, ft ⁽²⁾
A	The Ritz-Carlton Resort Hotel	18.1	Public Spaces				352,000	234,000	29.7%	48'
			200 Hotel Rooms							24'
	Accessory & Service Structures						15,000			16'
A1	Resort Villas	11.1	94 Resort Villas				328,000	149,000	30.8%	36'
	- Food & Beverage						32,000			24'
	Subtotals - A & A1	29.2					727,000	383,000	30.1%	

B	Resort Related Detached Single Family	31.3	72	10,000 sf min	4,000	495,000		340,848	25.0%	20' /24' ⁽³⁾
				12,092 sf avg						
				20,320 sf max						
C	Ritz-Carlton Detached Single Family	22.5	45	12,000 sf min	4,000	309,375		236,250	24.1%	20' /24' ⁽³⁾
				14,191 sf avg						
				37,605 sf max						
D	Resort Related Attached Residences	8.8	62		2,400	209,700		96,950	25.2%	20'/24'/36' ⁽⁵⁾
E1	Resort Related Retail	7.2					54,327	54,327	17.3%	30'
E2	Resort Related Mixed-Use (Defered)									
	Subtotals - B, C, D & E1	69.8				1,014,075	54,327	728,375	23.9%	

	Total All Parcels	99.0				1,014,075	781,327	1,111,375	25.8%	
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Total Development Floor Area

Residential	1,014,075
Resort Related	781,327
Total Proposed	1,795,402 sf
25% (at 2 stories) SUP Guidelines	2,157,091 sf

Area Setbacks
(from post dedication property lines)

North of Lincoln Drive:	50'
East of Mockingbird Lane:	50'
South of Indian Bend Road:	30'
North of St. Barnabas Church	10'

Single Family Dwelling Units per Acre

Parcel B	72	du
Parcel C	45	du
Total	117	du
Net Acres	53.8	ac ⁽⁶⁾ 2.17 du/ac
Gross Acres	54.5	ac ⁽⁷⁾ 2.15 du/ac
Improved Acres	56.5	ac ⁽⁸⁾ 2.07 du/ac

Notes:

- ⁽¹⁾ Area coverage is calculated using drip line of structures including trellises at 50% coverage

⁽²⁾ The maximum heights indicated are measured from finish grade. Finish grade is no more than 2' above existing grade or as depicted on Page E-7.

⁽³⁾ Residential lots adjacent to public roadway are limited to one story and a 20' maximum height. Specific lots are depicted on Page F-2 and F-3.

⁽⁴⁾ Gross area including at-grade garages, patios, trellises, overhangs but excluding basements

⁽⁵⁾ 36' (three story) height only occurs as a buffer along the eastern border. Third floor: interior area will not exceed 50%, exterior covered will not exceed 10%, exterior

uncovered will not exceed 10% of the second floor area. One story units are limited to 20' in height, two story units are limited to 24' in height. See Page F-4 for specific unit height limitations.

⁽⁶⁾ Post-dedication acreage

⁽⁷⁾ Pre-dedication acreage

⁽⁸⁾ Improved Acres include landscaped right-of-way (to the back of curb) in addition to the perimeter Area Setbacks

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The Ritz-Carlton Resort






Paradise Valley Special Use Permit Application
November 30, 2015



MASTER PLAN

Land Density Table
D-3

LEGEND

	One Story Building:	14' - 20' above finish grade
	Two Story Building:	20' - 28' above finish grade
	Three Story Building	28' - 36' above finish grade
	Hotel Lobby Roof	48' above finish grade
	Single Story with a	30' maximum height



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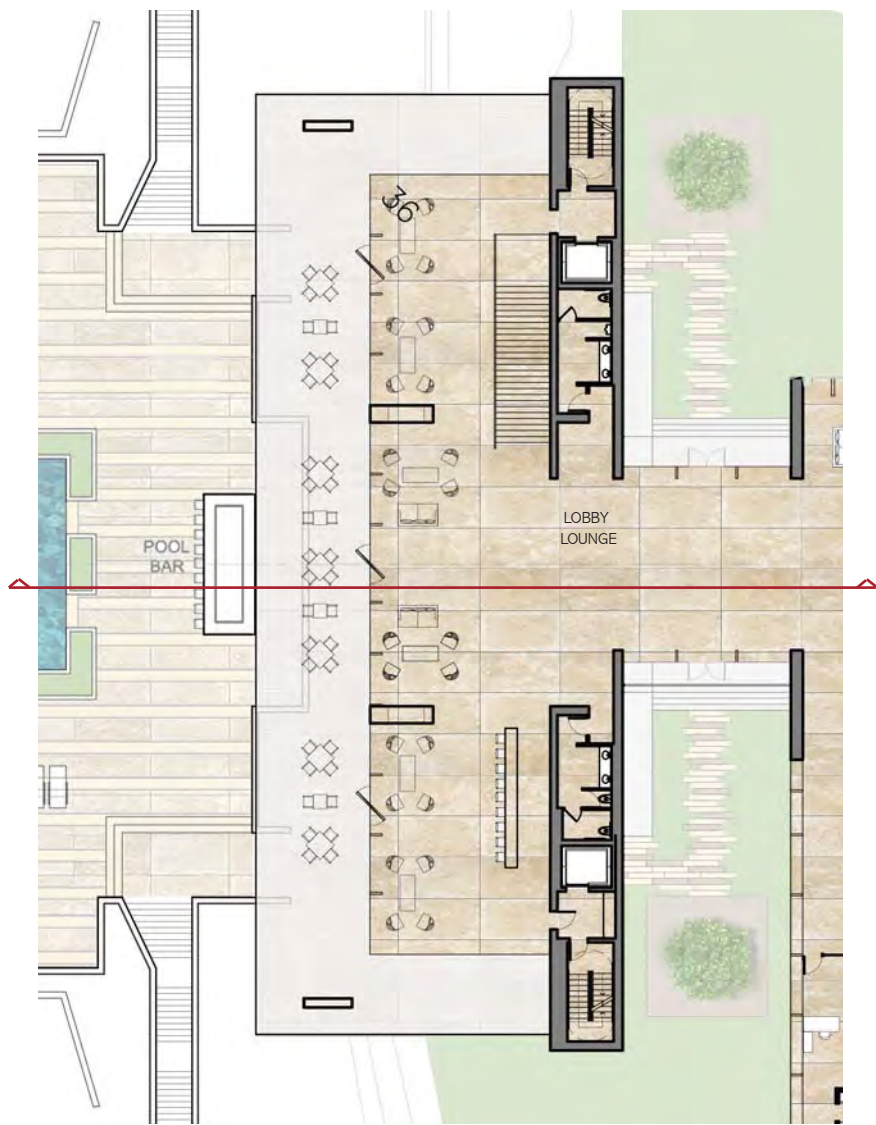
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Paradise Valley Special Use Permit Application
November 30, 2015

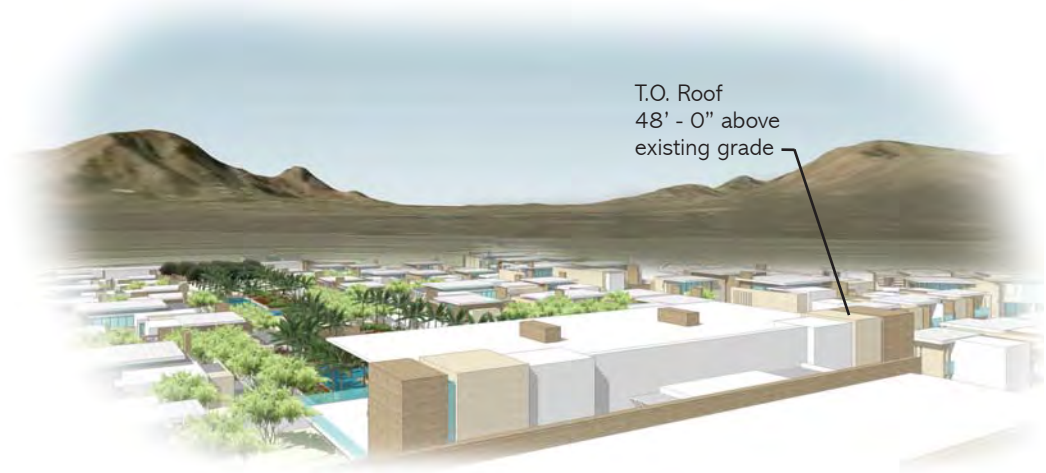
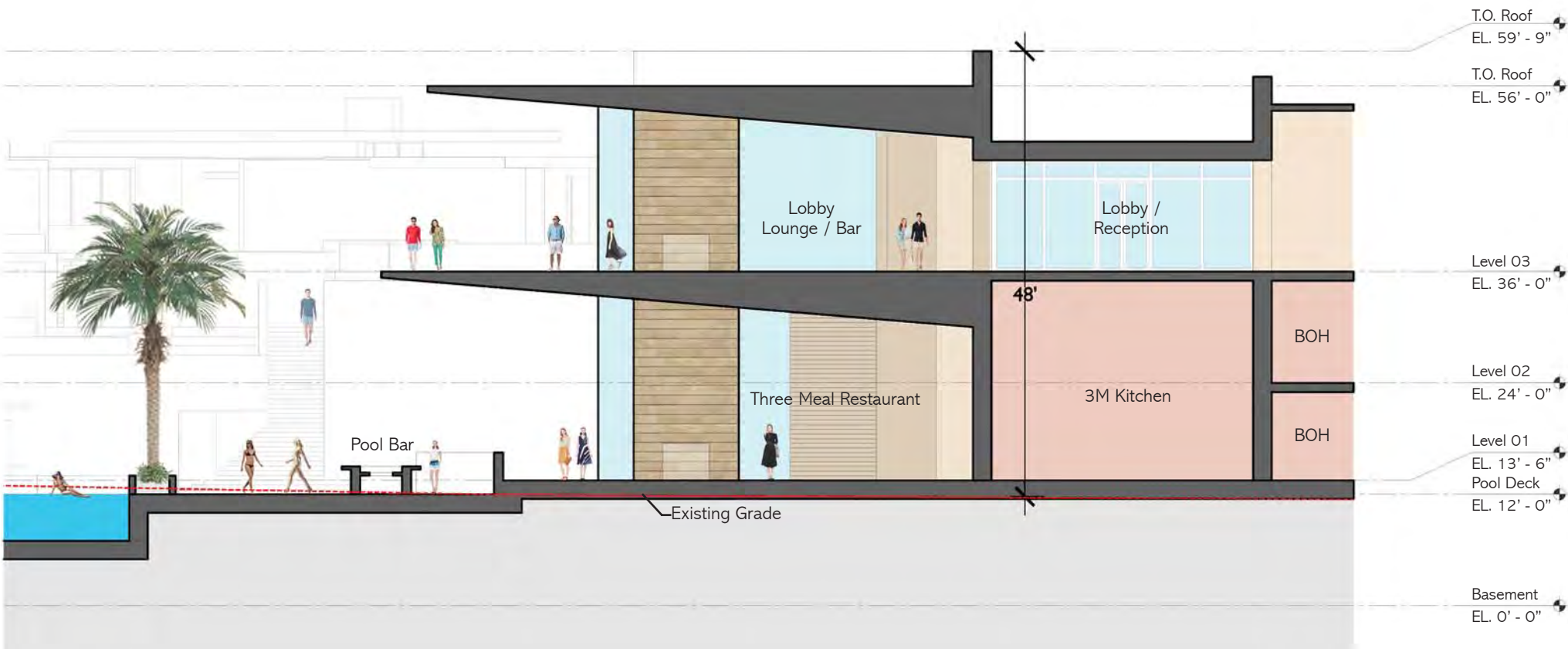


PROJECT HEIGHTS

Hotel | Residential | Mixed Use
D-5



LOBBY LOUNGE - LEVEL 03



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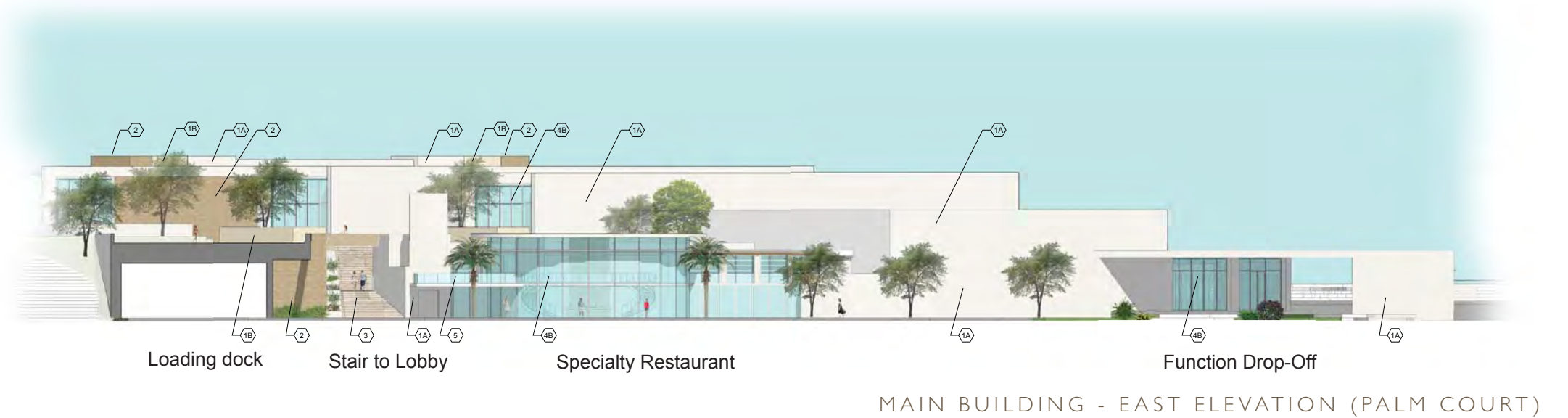
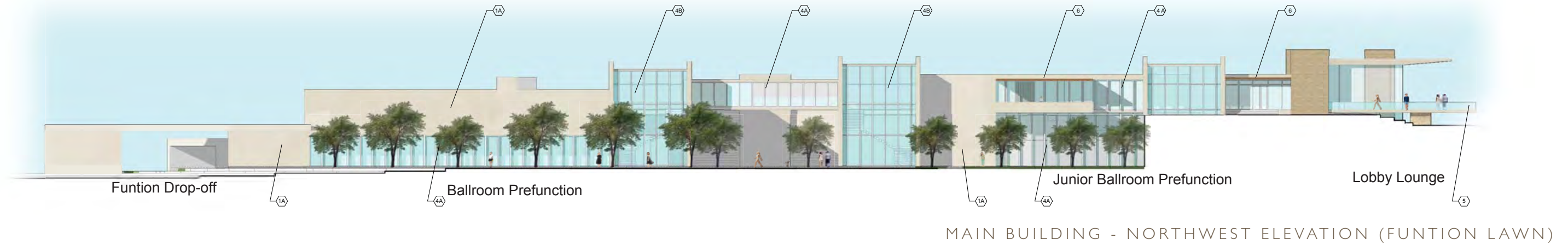
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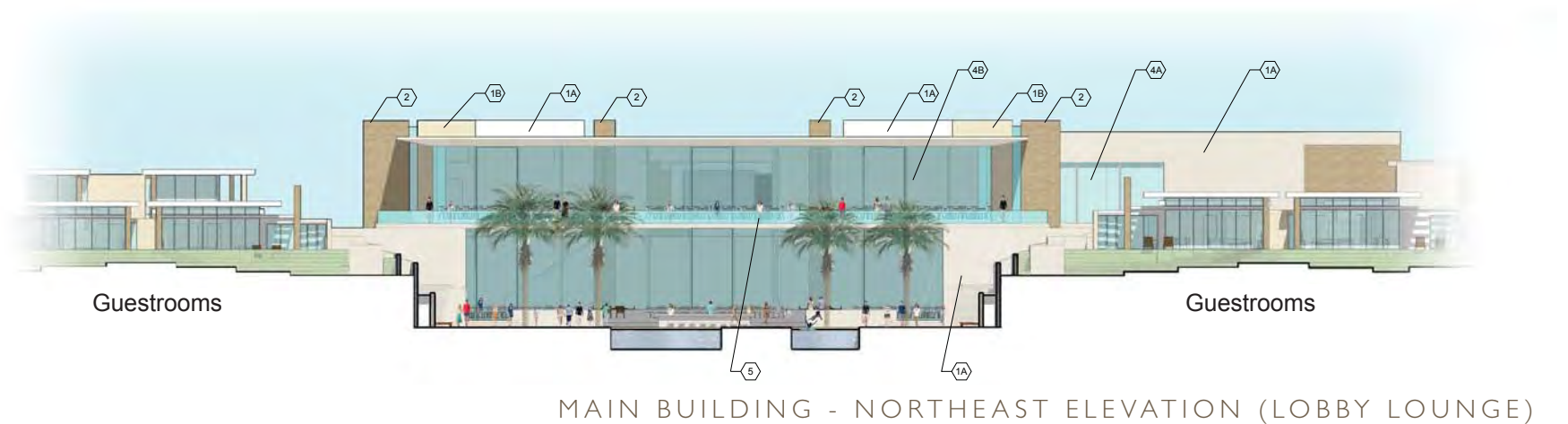
RESORT HOTEL

Enlarged Lobby Building Section
E-14



KEYNOTES

- 1A STUCCO A
3/4" INTERGRAL COLOR SMOOTH STUCCO
LIGHT BEIGE
- 1B STUCCO B
3/4" INTERGRAL COLOR SMOOTH STUCCO
TAN
- 2 STONE
DARK HONED LIMESTONE
- 3 STONE PAVERS
- 4A GLAZING WITH DEEP MULLION CAPS
- 4B GLAZING WITH GLASS FINIS
- 5 GLASS RAILING



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The Ritz-Carlton Resort

Paradise Valley Special Use Permit Application
November 30, 2015



RESORT HOTEL

Main Building Elevations
E-18

	Use	# Levels	Total
A	Retail	1.0	9,600 sf
B	Gourmet Foods	1.0	9,793 sf
C	Retail	1.0	17,349 sf
	Retail	1.0	17,585 sf

One Level Retail

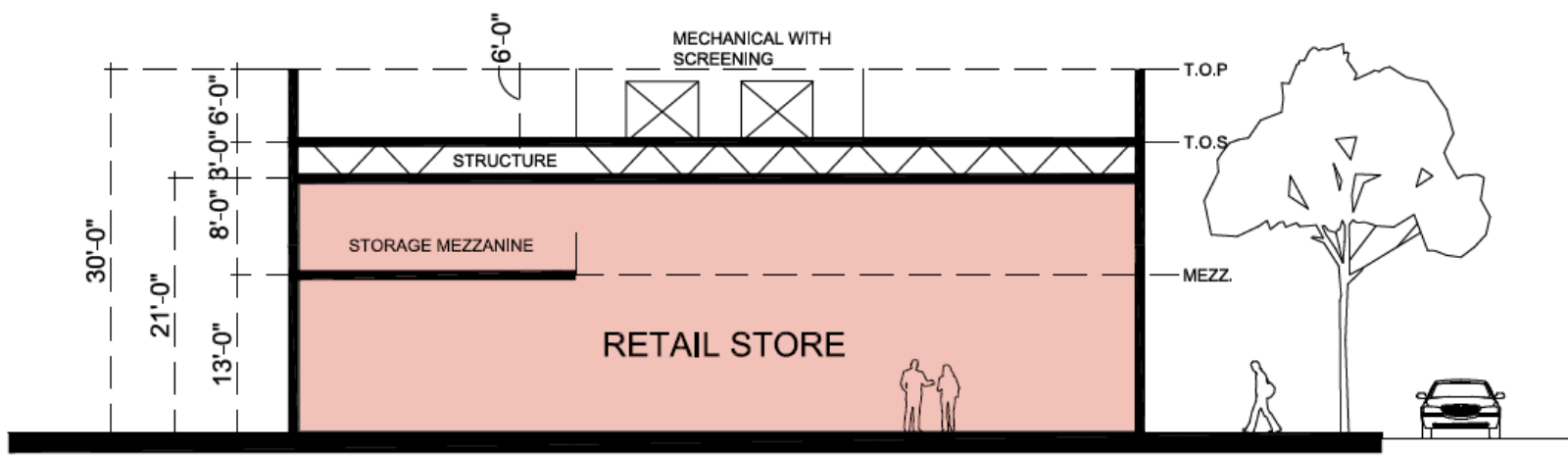
Gourmet Foods

Tabulations	
Retail	37,854 sf
Food & Beverage	6,680 sf
Gourmet Foods	9,793 sf
Total Building SF	54,327 sf

Parking Required	
Comm Req'd code@ 1/300gsf	182 cars

Parking Provided	
Surface Off-Street Parking	222 cars
Surface On-Street Parking	77 cars
Total Parking Provided	299 cars

Parking Required	
Parcel E1 Area (7.2 acres)	314,790 sf
Total Building Area	54,327 sf
Coverage	17%



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The Ritz-Carlton Resort
Paradise Valley Special Use Permit Application
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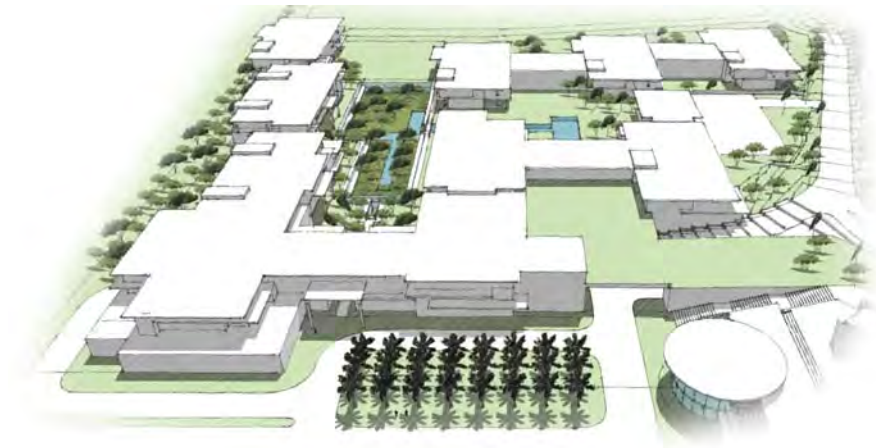
RESORT RELATED RETAIL
Area E2
E-27



AERIAL VIEW TOWARD NORTHWEST



AERIAL VIEW TOWARD NORTHEAST



AERIAL VIEW TOWARD LINCOLN DRIVE - From Palm Court

RITZ-CARLTON RESIDENTIAL VILLAS

Adjacent to the Hotel, the branded Ritz-Carlton Residential Villas will offer whole ownership luxury attached residences. There will be 120 residential units within the two and three story buildings. In addition to the hotel staff, the property will have staff dedicated to serving only the guests of the Villas.

The architecture of the Residential Villas follows the general direction of the Ritz-Carlton Hotel with simple forms and natural materials. Each unit is oriented toward the views of Camelback and Mummy Mountains, and will have expansive outdoor patios, expansive balconies and plunge pools. The units will have high open ceilings with expansive windows overlooking the views. Deep overhangs and sun shades will add to the interest of the exterior facades.

The building massing steps back from Lincoln Drive and off the resort entry drive. This will create expansive balconies for each unit as well as break down the building massing.

In addition to having access to the Hotel amenities and services, the Residential Villas will have additional Ritz-Carlton managed amenities and services, including a separate resort style swimming pool, lobby, concierge and underground valet parking where semi-private elevators take residents and hotel guests directly to their villa. Residential Villa guests will check-in and use the valet services at the Hotel. Residential Villa owners will have the option to self-park in either of their two designated parking spaces located adjacent to the semi-private elevator access from the garage level to their villa.



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The Ritz-Carlton Resort

Paradise Valley Special Use Permit Application
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AREA A1

Ritz-Carlton Residential Villages
F-1



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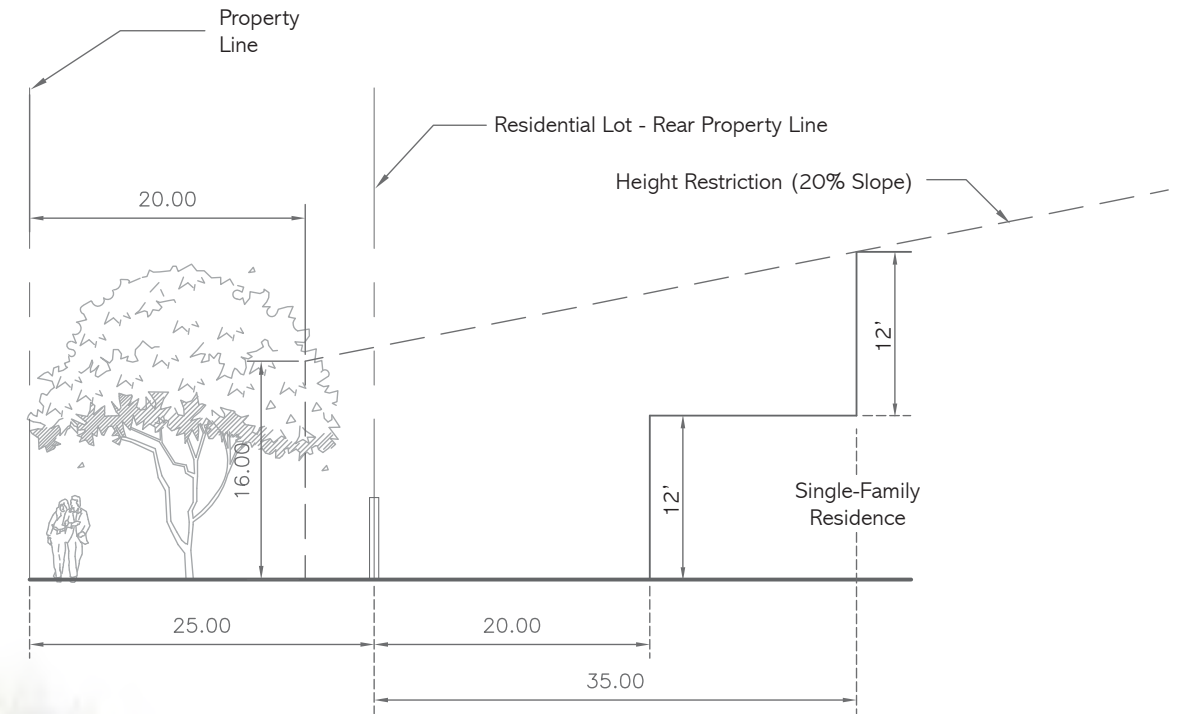


The Ritz-Carlton Resort

Paradise Valley Special Use Permit Application
November 30, 2015



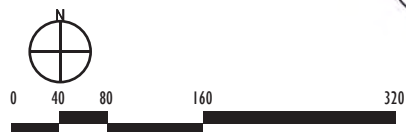
AREA B
Resort Branded Residential Lots
F-2



Open Space Criteria

Area B & C Building Setbacks

Front Yard First Floor	20'
Front Yard Second Floor	25'
Side Yard Lots greater than 15,000 sf	15' each side
Side Yard Lots 10,000 - 15,000 sf	20' total (not less than 5')
Rear Yard First Floor	20'
Rear Yard Second Floor	35'
Lot size greater than 15,000 sf	▲
Single story home with construction limited to a maximum of 20' in height	■



Guest Parking:
2 cars in the driveway at each home

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MASON ARCHITECTS

Architecture & Master Planning
957 Industrial Road | Ste C
San Carlos, CA 94070
650.851.8810
contact: Peter Mason

NELSEN PARTNERS

Mixed-Use Architecture
15210 N Scottsdale Rd | Ste 300
Scottsdale, AZ 85254
480.949.6800
contact: George A Melara

WITHEY MORRIS, PLC

Land Use & Zoning Attorney
2525 E Arizona Biltmore Cir | Ste A-212
Phoenix, Arizona 85016
602.230.0600
contact: Jason Morris



The Ritz-Carlton Resort

Paradise Valley Special Use Permit Application
November 30, 2015



AREA C

Ritz-Carlton Residential Lots
F-3

LEGEND

RITZ CARLTON HOTEL		11	PREFUNCTION	RITZ CARLTON HOTEL - AMENITIES		RITZ CARLTON VILLAS		PALM COURT (TOWN SQUARE)	
1	PORTE COCHERE	12	HOTEL PARKING (VALET)	20	SPA	30	VILLA UNITS	40	CENTRAL PLAZA PARK
2	RECEPTION	13	MECHANICAL ELECTRICAL	21	FAMILY POOL	31	VILLAS LOBBY	41	RETAIL RESTAURANTS
3	HOTEL LOBBY	14	ADMINISTRATIVE OFFICES	22	ADULT POOL	32	RESIDENT'S POOL	42	RESIDENTIAL UNITS
4	LOBBY LOUNGE	15	BACK OF HOUSE	23	OUTDOOR FUNCTION	33	RESIDENT'S PARKING	43	RITZ CARLTON FUNCTION DROP-OFF
5	SPECIALTY RESTAURANT	16	LAUNDRY EMPLOYEE FACILITIES	24	CLUB LOUNGE	34	AMENITIES SPACE		
6	THREE MEAL RESTAURANT	17	CART STAGING			35	RESIDENT'S STORAGE	RESORT RELATED ATTACHED RESIDENCE VILLAGE	
7	POOL BAR AND GRILL	18	REMOTE SERVICE BUILDING			36	BACK OF HOUSE MEP	51	AMENITIES ADMINISTRATIVE OFFICE
8	BALLROOM	19	KITCHEN			37	RETAIL PARKING	53	GUEST PARKING
9	JUNIOR BALLROOM					38	RETAIL STORAGE	54	RESIDENT'S POOL
10	MEETING BOARD ROOM					39	SUNKEN GARDEN ENTRY COURT	55	ATTACHED RESIDENTIAL UNITS

AREA D - RESORT RELATED ATTACHED RESIDENCE VILLAGE

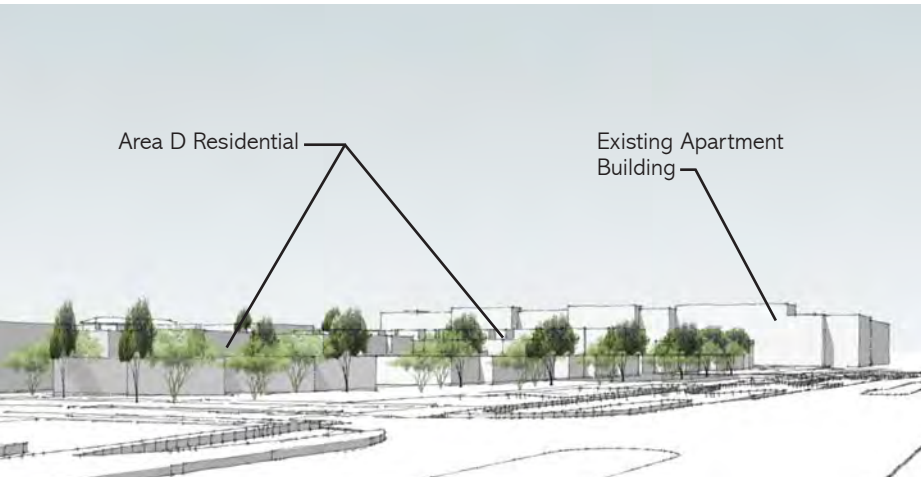
Area D residential is a critical zone for softening and quieting the adjacent Scottsdale intensity. Given its location on Lincoln Drive, a large setback has been designed to provide a substantial buffer between the residences and traffic on Lincoln Drive. The attached units are whole ownership, resort-related attached residential of one, two and three stories. The concept for the residential neighborhood is a more European street – where the attached residences form narrow streets and common open space courtyards for the residential amenities – pool, paths and gardens.

Guest Parking: 2 cars in the driveway at each home

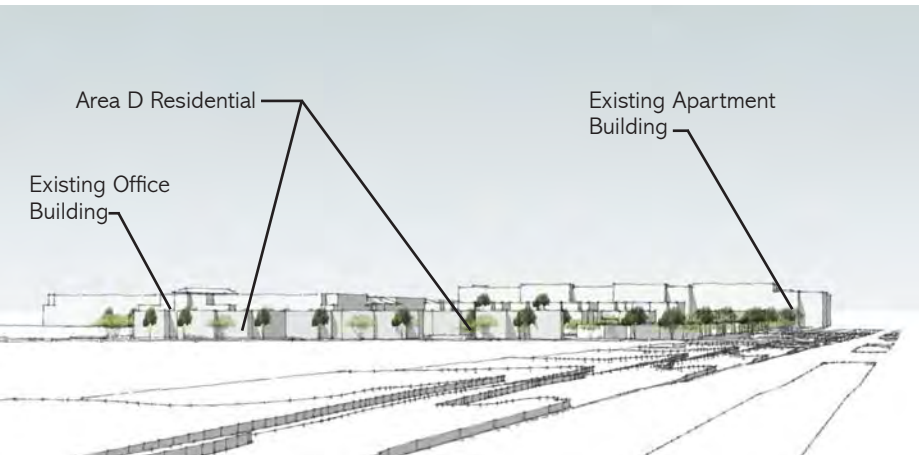
Setbacks: Front and Rear Yard Setbacks = 10' each

LEGEND

- One Story Building
- Two Story Building
- Three Story Building

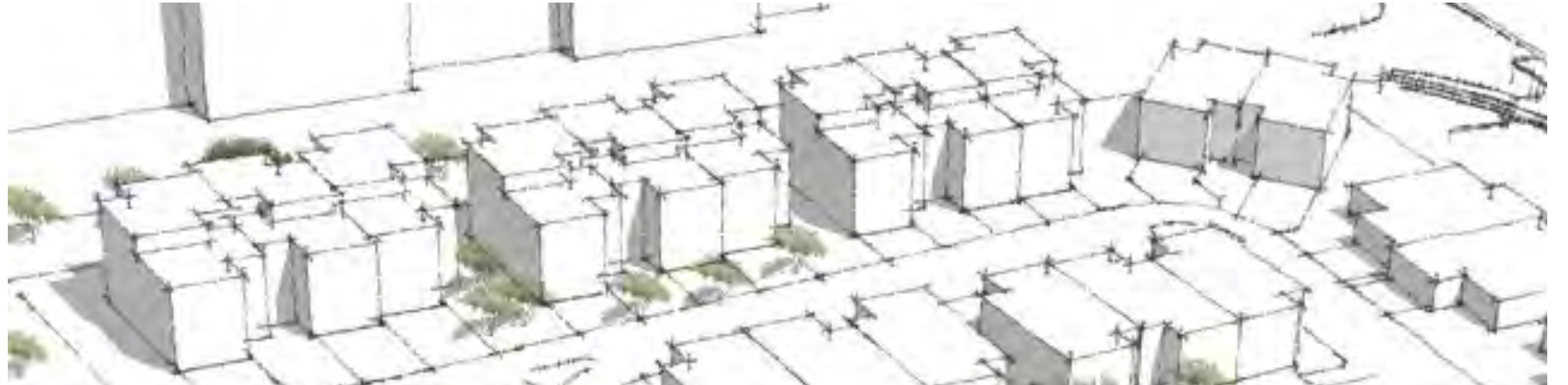


VIEW TOWARD SCOTTSDALE ROAD - at Ritz Carlton Entry



VIEW TOWARD SCOTTSDALE ROAD - Near Mockingbird Intersection





ENLARGED VIEW OF THREE STORY ATTACHED RESIDENCES

Existing Apartment Building



AERIAL VIEW TOWARD LINCOLN DRIVE

Massing illustrations do not depict the required 50% reduction of enclosed floor area at the three story units



ENLARGED VIEW OF THREE STORY ATTACHED RESIDENCES MASSING

CIVTECH, INC
Traffic Engineering

10605 N Hayden Road | Ste 140
Scottsdale, AZ 85260-5595
480.659.4250
contact: Dawn Carter

CVL CONSULTANTS
Civil, Landscape, Planning, & Survey

4550 N 12th St
Phoenix, AZ 85014
602.264.6831
contact: Ryan Weed

MASON ARCHITECTS
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2995 Woodside Rd | Ste 400
Woodside, CA 94062
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contact: George A Melara

WITHEY MORRIS, PLC
Land Use & Zoning Attorney

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Phoenix, Arizona 85016
602.230.0600
contact: Jason Morris



The Ritz-Carlton Resort

Paradise Valley Special Use Permit Application
November 24, 2015



AREA D
Attached Residence Village
F-5

RESORT WALL MASTER PLAN

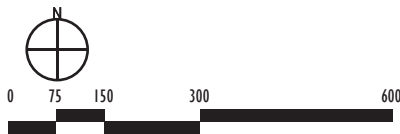
Initial locations of site walls have been identified in the exhibit to the right. The design intent of the walls will be to provide both security for residents and guests, while also respecting view corridors and a sense of open space. As such, view fences have been used where possible, and solid walls and screen walls are limited to areas that require enhanced privacy or security, or to shield resident views to utility or back of house uses.

Perimeter walls have been identified on this exhibit. The Hotel area will contain additional landscape walls of varying heights to define open space areas and uses.

- Notes:
- Private yard walls provided by owner.
 - Screen wall and fence guidelines: Screen walls are used to shield delivery areas, service areas, truck courts, mechanical, electrical, plumbing, and fire protection equipment, storage areas, recycling containers, dumpsters, and the like, from public view. Screen walls must respond in form to architecture. The height of screen walls should be as low as possible, but are limited to fifteen feet (15') limited to the hotel loading dock and central plant, as measured from the grade of the outside of the wall.

LEGEND

- 8' Solid (6' Wall + 2' Berm)
- 6' Solid
- 6' View
- Wall Jog Locations
- Primary Resort Entry Monument
- Town Entry Monument
- Resort Branding Sign
- Guardhouse
Manned Access control point. Not to exceed 16' in height, 250sf in size with a gate not to exceed 8' in height
- Electric Gate
Access control point with visitor call box. Adequate vehicular turn around to be provided per Town standards. Adjacent residential lots may need modification or deleted to accommodate required turn around and emergency access. not to exceed 8' in height.



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WITHEY MORRIS, PLC
Land Use & Zoning Attorney

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Phoenix, Arizona 85016
602.230.0600
contact: Jason Morris



The Ritz-Carlton Resort

Paradise Valley Special Use Permit Application
November 30, 2015



RESORT LANDSCAPE

Resort Wall Master Plan
G-3



CIVTECH, INC
Traffic Engineering

10605 N Hayden Road | Ste 140
Scottsdale, AZ 85260-5595
480.659.4250
contact: Dawn Carter

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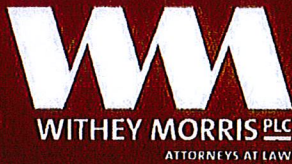
The Ritz-Carlton Resort

Paradise Valley Special Use Permit Application
November 30, 2015



MCDOWELL MOUNTAIN

Views
G-9



PHONE: 602-230-0600

FAX: 602-212-1787

2525 E. Arizona Biltmore Circle, Suite A-212, Phoenix, AZ 85016

November 24, 2015

Ms. Eva-Marie Cutro
Town of Paradise Valley
6401 E. Lincoln Drive
Paradise Valley, AZ 85253

Re: Revised Submittal responding to the November 19, 2015 Town Council Study Session Regarding the Five Star Development/Ritz-Carlton Paradise Valley Special Use Permit (SUP 15-01)

Dear Ms. Cutro,

The purpose of this letter is provide the revised Ritz-Carlton SUP exhibits, which directly respond to the comments and requests received during the November 19, 2015 Town Council study session. You will note we have taken into account each of the Council's requests for reduction in unit counts, increases in perimeter lot sizes, increases in and varieties of side-yard setbacks, and alterations to the resort hotel use.

In total, the enclosed exhibits demonstrate a reduction of forty (40) units across areas A1, B, and D, which is a 13% decrease in overall density. This also represents a thirty-four (34) unit reduction from the plan recommended for approval by the Town's Planning Commission in October of 2015. This resubmittal strikes a balance between the Town's desired changes and the Applicant's ability to deliver a world-class resort community.

Specifically, per the Town Council's request, the roof-top amenity was removed from the proposed development. For Area A1, the current plan includes a reduction from 120 to 94 villas and reductions in heights on all of the buildings that do not border Scottsdale to the east or the Palm Court to the north. For Area B, we appreciated the Council's preference for the revised "ring road" plan and, we have adjusted further to reduce the lot count from 74 to 72. More importantly, we have agreed to all one-story housing (20 feet) on perimeter lots of at least 15,000 square feet with a minimum of 30-foot combined side-yard setbacks. We have also increased the minimum lot size to 10,000 square feet. Area C, while remaining at the 45 units recommended for approval by the Planning Commission, has been slightly reconfigured to allow for one-story, 15,000 square foot minimum lots along the perimeter. We also took into account the Town Council's concerns regarding unit counts and heights for Area D. In response to the Council's requests, the unit count has been reduced from 74 to 62, which also allowed for a reduction in height of the units along Lincoln Drive to one-story (20 feet). Consistent with additional Council comments, all four-plex buildings within Area D have been reduced to three-plexes. Based on the Town Council's support of the revised Area E1 resort-related retail plan, no changes have been made to this portion of the development.

We look forward to discussing the aforementioned revised exhibits with Town Staff and the Town Council during the upcoming public hearings.

Sincerely,
WITHEY MORRIS, P.L.C.

By 
Benjamin Graff

cc: Kevin Burke, Town Manager
Andrew Miller, Town Attorney
Paradise Valley Town Council

When recorded, return to:
Paradise Valley Town
Attorney 6401 East
Lincoln Drive Paradise

When recorded, return to:
Paradise Valley Town Attorney
6401 East Lincoln Drive
Paradise Valley, Arizona 85253

DRAFT 11-30-2015

ORDINANCE NUMBER 694

AN ORDINANCE OF THE TOWN OF PARADISE VALLEY, ARIZONA, AMENDING THE ZONING ORDINANCE AND AMENDING THE ZONING MAP TO PROVIDE FOR THE ISSUANCE OF AN AMENDED SPECIAL USE PERMIT FOR PROPERTY ZONED SUP DISTRICT (RESORT) AND THE REZONING FROM SUP DISTRICT (RESORT) TO SUP DISTRICT (RESORT) TO ALLOW FOR A LUXURY RESORT HOTEL WITH INTEGRATED DWELLING UNITS AND RESORT-RELATED RETAIL (THE RITZ-CARLTON, PARADISE VALLEY) FOR THE PROPERTY LOCATED AT 7000 E. LINCOLN DRIVE, GENERALLY BORDERED BY LINCOLN DRIVE TO THE SOUTH, MOCKINGBIRD LANE TO THE WEST, INDIAN BEND ROAD TO THE NORTH, AND THE CITY OF SCOTTSDALE TO THE EAST, WITH THE PROPOSED SUP DISTRICT (RESORT) TO INCLUDE A RESORT COMMUNITY, INCLUDING: A RESORT HOTEL WITH 200 HOTEL ROOMSKEYS AND 120 RESORT VILLAS; SPA, RESTAURANTS, RESORT-RELATED RETAIL, AND MEETING SPACE; 66 RESORT VILLAS; RESORT RELATED LUXURY DETACHED SINGLE FAMILY HOMES; 45 RESORT BRANDED DETACHED SINGLE FAMILY HOMES; 74 RESORT RELATED ATTACHED VILLAGE TOWNHOMES; ADDITIONAL RESORT RELATED RESTAURANTS, HEALTH SERVICES, AND RETAIL USES SEPARATE FROM THE HOTEL; AND SITE IMPROVEMENTS INCLUDING PARKING, LANDSCAPING, AND LIGHTING, AND IMPROVEMENTS TO SITE INFRASTRUCTURE; PROVIDING FOR SEVERABILITY; AND PROVIDING FOR AN EFFECTIVE DATE.

WHEREAS, the Town of Paradise Valley Planning Commission held public hearings on _____, October 6, 2015 and _____, October 20, 2015, in the manner prescribed by law, for the purpose of considering a rezoning of the property described in Exhibit A attached hereto ("Property") from SUP District (Resort) to a new SUP District (Resort) and for the purpose of making a recommendation on a proposed SUP District (Resort) amendment for rezoning the Property from SUP District (Resort) to SUP District (Resort), (to be known as the

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Special Use Permit for The Ritz-Carlton, Paradise Valley, and recommended approval of the new SUP District (Resort) to the Town Council; and

WHEREAS, the Town Council at its ~~meeting of~~ meetings on December 3, 2015, and December 17, 2015, held a ~~public hearing~~ hearings, as prescribed by law, to hear the ~~conditional request for the~~ rezoning of the Property to a new SUP District (Resort) based upon the recommendation made by the Planning Commission as noted above, and to amend the Town Official Zoning Map to reflect the issuance of a new SUP District (Resort) for the Property ~~and to take action on this rezoning request; and~~

WHEREAS, pursuant to Article III of the Town Zoning Ordinance, the Town Council finds that the proposed rezoning is consistent with and conforms to the Land Use Map of the Town's adopted General Plan; and

WHEREAS, the Town Council now desires to approve a rezoning of the Property from SUP District (Resort) to SUP District (Resort), subject to the terms and conditions of the Special Use Permit and Related Stipulations for The Ritz-Carlton, Paradise Valley (Exhibit B attached hereto, incorporated herein by reference, and hereinafter referred to as the "SUP" and the "Stipulations," respectively) and to amend the Zoning Map to reflect such rezoning.

NOW, THEREFORE, BE IT ORDAINED BY THE MAYOR AND TOWN COUNCIL OF THE TOWN OF PARADISE VALLEY, ARIZONA THAT:

SECTION 1. Findings. The proposed SUP District (Resort) rezoning is in accordance with Articles III and XI of the Town Zoning Ordinance. ~~Specifically, Rezoning~~ A parcel of land, as described in Exhibit A attached hereto, is hereby conditionally rezoned from SUP District (Resort) to a new SUP District (Resort) designation, with such changes to be made on the Town's Official Zoning Map, such new SUP District (Resort) to allow for use of the Property as a resort and all related uses subject to the stipulations set forth in Exhibit B, attached hereto, the Special Use Permit for Five Star Resort Communities, LLC, SUP 15-01, such uses including:

- a. A Resort Hotel with 200 Hotel Rooms (Area A), 120 Resort Villas (Area A1), spa, restaurants, resort-related retail, and meeting space;
- b. 66 Resort-Related Luxury Detached Single Family Homes (Area B);
- c. 45 Resort-Branded Detached Single Family Homes (Area C);
- d. 74 Resort-Related Attached Village Townhomes (Area D);
- e. Hotel, Resort-Related Restaurant, Health Services, Retail, and Residential Uses (Area E); and
- f. Site improvements including parking, landscaping, private road tracts and lighting.

~~SECTION 2~~ The proposed SUP District (Resort) rezoning is in accordance with Article 11 of the Town Zoning Ordinance, specifically:

- a. It is authorized by and is in conformity with the town's ~~Town's~~ adopted general plan ~~General Plan~~, as amended;
- b. It will not be detrimental to, interfere with, or adversely affect existing uses or character of adjacent properties, persons residing or working in the vicinity, the neighborhood, the public health, safety, peace, comfort and general welfare, ~~or the purpose of the zone in which it is proposed~~; and

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- c. It will be in full conformity ~~to~~with any conditions, requirements, or standards prescribed in the ~~permit~~Stipulations, in the ~~zoning ordinance~~Zoning Ordinance, and in the ~~other~~ ordinances of the Town.

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SECTION 2. Rezoning. A parcel of land, as described in Exhibit A attached hereto, is hereby rezoned from SUP District (Resort) to a new SUP District (Resort; SUP-15-01) designation, with such changes to be made on the Town's Official Zoning Map, such new SUP District (Resort) to allow for use of the Property as a resort and for those other related uses permitted by the SUP and the Stipulations and as limited in the SUP and the Stipulations.

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SECTION 3. Severability. If any section, subsection, sentence, clause, phrase, or portion of this ordinance is for any reason held invalid or unconstitutional by a court of competent jurisdiction, such portion shall be deemed a separate, distinct, and independent provision, and such holding shall not affect the validity of the remaining portions thereof.

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SECTION 4. Effective Date. This ordinance shall become effective ~~at the time and as of~~ the Effective Date (as such term is defined in the ~~manner prescribed~~Stipulations).

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PASSED AND ADOPTED by ~~law~~the Mayor and Council of the Town of Paradise Valley, Arizona, this _____ day of _____, 2015.

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SIGNATURE PAGE

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Michael Collins, Mayor

ATTEST:

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Duncan Miller, Town Clerk

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APPROVED AS TO ~~BE ADDED~~FORM:

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EXHIBIT B

Andrew M. Miller, Town Attorney

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CERTIFICATION

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I, Duncan Miller, Town Clerk, certify that the foregoing is a true copy of Ordinance Number 694 duly passed and adopted by affirmative vote of the Town Council of Paradise Valley at a meeting held on the _____ of _____, 20____. Passage of this Ordinance appears in the minutes of the meeting. The Ordinance has not been rescinded or modified and is now in effect. I further certify that the municipal corporation is duly organized and existing, and has the power to take the action called for by the Ordinance.

Duncan Miller, Town Clerk

EXHIBIT A
TO
ORDINANCE NUMBER 694
LEGAL DESCRIPTION OF THE PROPERTY

(TOWN OF PARADISE VALLEY NET AREA)

A PORTION OF THE NORTHEAST QUARTER OF SECTION 10, TOWNSHIP 2 NORTH, RANGE 4 EAST OF THE GILA AND SALT RIVER BASE AND MERIDIAN, MARICOPA COUNTY, ARIZONA, LYING IN THE TOWN OF PARADISE VALLEY AND BEING MORE PARTICULARLY DESCRIBED AS FOLLOWS:

COMMENCING AT THE NORTH QUARTER CORNER OF SAID SECTION 10;

THENCE NORTH 88 DEGREES 25 MINUTES 57 SECONDS EAST ALONG THE NORTH LINE OF THE NORTHEAST QUARTER OF SAID SECTION 10, A DISTANCE OF 38.22 FEET;

THENCE SOUTH 01 DEGREES 34 MINUTES 03 SECONDS WEST, A DISTANCE OF 55.00 FEET TO THE POINT OF BEGINNING;

THENCE NORTH 88 DEGREES 25 MINUTES 57 SECONDS EAST, 55 FEET SOUTH OF AND PARALLEL WITH THE NORTH LINE OF THE NORTHEAST QUARTER OF SAID SECTION 10, A DISTANCE OF 1947.01 FEET;

THENCE SOUTH 00 DEGREES 16 MINUTES 37 SECONDS EAST, A DISTANCE OF 1264.27 FEET;

THENCE SOUTH 88 DEGREES 31 MINUTES 30 SECONDS WEST, A DISTANCE OF 9.90 FEET;

THENCE SOUTH 00 DEGREES 28 MINUTES 12 SECONDS EAST, A DISTANCE OF 643.50 FEET;

THENCE NORTH 88 DEGREES 20 MINUTES 34 SECONDS EAST, A DISTANCE OF 7.73 FEET;

THENCE SOUTH 00 DEGREES 16 MINUTES 37 SECONDS EAST, A DISTANCE OF 635.76 FEET;

THENCE SOUTH 88 DEGREES 36 MINUTES 58 SECONDS WEST, 40 FEET NORTH OF AND PARALLEL WITH THE SOUTH LINE OF THE NORTHEAST QUARTER OF SAID SECTION 10, A DISTANCE OF 1972.70 FEET;

THENCE NORTH 00 DEGREES 18 MINUTES 21 SECONDS EAST, 40 FEET EAST OF AND PARALLEL WITH THE WEST LINE OF THE NORTHEAST QUARTER OF SAID SECTION 10, A DISTANCE OF 1276.47 FEET;

THENCE NORTH 88 DEGREES 31 MINUTES 30 SECONDS EAST, A DISTANCE OF 626.58 FEET;

THENCE NORTH 00 DEGREES 06 MINUTES 41 SECONDS EAST, A DISTANCE OF 658.68 FEET;

THENCE SOUTH 88 DEGREES 28 MINUTES 44 SECONDS WEST A DISTANCE OF 624.36 FEET;

THENCE NORTH 00 DEGREES 18 MINUTES 21 SECONDS EAST, 40 FEET EAST OF AND PARALLEL WITH THE WEST LINE OF THE NORTHEAST QUARTER OF SAID SECTION 10, A DISTANCE OF 603.21 FEET TO THE POINT OF BEGINNING.

CONTAINING 4,560,387 SQUARE FEET OR 104.692 ACRES.

PLUS THE FOLLOWING:



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ADDITIONAL INDIAN BEND RIGHT-OF-WAY
ABANDONMENT
LAND DESCRIPTION

THE SOUTH 15 FEET OF THE NORTH 55 FEET OF THE NORTHWEST QUARTER OF THE
NORTHEAST QUARTER, EXCEPT FOR THE WEST 40 FEET THEREOF, TOGETHER WITH
THE SOUTH 15 FEET OF THE NORTH 55 FEET OF THE WEST HALF OF THE
NORTHEAST QUARTER OF THE NORTHEAST QUARTER, ALL IN SECTION 10,
TOWNSHIP 2 NORTH, RANGE 4 EAST, GILA AND SALT RIVER BASE AND MERIDIAN,
MARICOPA COUNTY, ARIZONA.

EXHIBIT B
TO
ORDINANCE NUMBER 694

TOWN OF PARADISE VALLEY
SPECIAL USE PERMIT FOR THE RITZ-CARLTON, PARADISE VALLEY
SUP-15-01

I. PROJECT DESCRIPTION

Pursuant to Article XI of the Zoning Ordinance of the Town of Paradise Valley, Arizona, ~~(the "Town")~~, the Town hereby grants to Five Star Development Resort Communities, LLC, an Arizona Limited Liability Company, its successors and assigns, ~~(collectively, the "Owner")~~, this ~~amendment to the Prior~~ Special Use Permit No. 15-01 (with these Stipulations, the "SUP") governing the use the Property, ~~which amendment shall be effective the Approval Date.~~ All capitalized terms contained herein ~~are defined pursuant to~~ shall have the definitions set forth in this ~~Special Use Permit~~ SUP.

The Property subject to ~~This~~ this Special Use Permit is currently owned by the ~~Resort Hotel~~ Owner and is comprised of approximately one hundred and five (105) acres located at the northeast corner of Mockingbird Lane and Lincoln Drive in the Town of Paradise Valley, Arizona, as more particularly described on Exhibit A to Ordinance No. 694.

This ~~amendment, including Exhibits _____,~~ SUP is referred to throughout as ~~This "Special Use Permit"~~ "this SUP" to distinguish it from the ~~"Prior~~ prior Special Use Permit" ~~currently governing the use of the Property. The Town issued-enacted Ordinance No. 603 relating to the Prior~~ Special Use Permit for the Property in April 2008. This ~~This Special Use Permit supersedes and replaces the prior~~ Special Use Permit ~~is intended to supersede and replace the Prior Special Use Permit-effective as of the Effective Date.~~ This Special Use Permit is being granted by the Town to permit the development, construction, use and operation of the Property as a resort subject to and in accordance with ~~the stipulations and other provisions set forth herein~~ these Stipulations and the 2015 Development Agreement.

~~The~~ Subject to these Stipulations, the improvements, facilities, and uses authorized to be developed, constructed, used, operated, and maintained on the Property include the following: ~~one (1) Luxury, which are further described below: Principal Resort Hotel with Hotel Keys and Resort Ancillary Facilities and two hundred (200) Hotel Rooms (Area A) which may be owned only by the Resort Hotel Owner and used as provided herein; one hundred and twenty (120) Uses, Resort Villas (Area A1) which may be owned by the Resort Hotel Owner or by a private owner which may be sold (and thereafter resold) and/or voluntarily included within the Resort Hotel rental program and made available for transient occupancy uses or hospitality uses, and otherwise used as provided herein; sixty-six (66), Resort Related Luxury Homes (Area B) which may be sold (and thereafter resold) to a third party, or parties, and used as provided herein; 45 Luxury Resort Hotel, Resort-Branded Homes (Area C) which may be owned by the Resort Hotel Owner or by a private owner which may be sold (and thereafter resold) and/or voluntarily included within the Resort Hotel rental program and made available for transient occupancy uses or hospitality uses, and otherwise used as provided herein; 74, Resort Related Attached Residences (Area D) which may be~~

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sold (and thereafter resold) to a third party, or parties, and used as provided herein; and the following possible uses which shall be subject to a future, Area E Retail/Restaurant Uses on a portion of Area E (with the remainder of Area E to be further defined by an intermediate amendment for Area E located within to this SUP).

II. DEFINITIONS

“2015 Development Agreement” means the development agreement between the Town: hotel, residential, resort related retail, and resort related health services, and other facilities and site improvements.. (Area E residential units may be sold (and thereafter resold) and the Owner entered into pursuant to a third party, A.R.S. § 9-500.05, which is to be executed concurrently with the approval of this SUP, as amended and restated or supplemented in writing from time to time, and all exhibits and schedules thereto.

“Affiliate,” as applied to any person, means any person directly or indirectly controlling, controlled by, or under common control with, that person (or spouse or children of such person, if such person is a natural person). For the purposes of this definition, (i) “control” (including with correlative meaning, the terms “controlling,” “controlled by” and “under common control”), as applied to any person, means the possession, directly or indirectly, of the power to direct or cause the direction of the management and policies of that person, whether through the beneficial ownership of voting securities, by contract or otherwise, and (ii) “person” means and includes natural persons, corporations, limited partnerships, general partnerships, joint stock companies, joint ventures, associations, limited liability companies, limited liability partnerships, limited liability limited partnerships, trusts, land trusts, business trusts or parties), other organizations, whether or not legal entities.

“Applicable Laws” means all federal, state, county, and local laws (statutory and common law), and ordinances, rules, regulations, permit requirements, and other requirements and official policies of the Town that apply to the development of the Property.

“Approval Date” means the date on which all of the following have occurred: Ordinance 694 is (i) approved (i.e., voted on) by the Town Council of the Town of Paradise Valley, Arizona, and (ii) signed by the Mayor.

“Approved Plans” means those certain plans and other documents certified by the Town Clerk that are listed in Schedule 1 attached hereto and incorporated herein by this reference.

“Area A,” “Area A1,” “Area B,” “Area C,” “Area D,” and “Area E” means those portions of the Property as shown on Page [redacted] of the Approved Plans. Whenever in these Stipulations a reference is made to an “Area,” such reference is to one or more particular Areas on Page [redacted] of the Approved Plans.

“Area E Retail/Restaurant Uses” means: one or more full service, sit down restaurants (not a fast food restaurant) and/or a gourmet food shop (such as are operated by Dean & DeLuca or Le Grande Orange) and retail facilities, which are open to the general public, offering for sale goods and merchandise or certain services, such as, a café (such as Starbucks or Coffee Bean); full service salon; jewelry store; art gallery; gift items and apparel, sundries, cosmetics, over the counter pharmaceuticals, housewares and related kitchen wares, furniture; fresh or artificial flower

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sales; art; jewelry; fashion eyewear, fashion clothing, footwear and apparel; cigar or tobacco products; or newspapers, books and periodicals. Area E Retail/Restaurant Uses specifically excludes the sale of medical marijuana and stores commonly referred to as convenience store, gas station, or minimart (such as Circle K, 7 Eleven, AM/PM Minimart, Quick Trip, or similar brands of retail establishments that sell as the principal part of their business convenience goods, such as prepackaged food items, tobacco, periodicals, and other household goods, collectively “convenience store”); provided that a convenience store does not include a restaurant or gourmet food shop described above selling the foregoing. Except as provided above, Area E Retail/Restaurant Uses does not include establishments that are principally engaged in the provision of services (as opposed to restaurant and retail facilities) that are not subject to the Town’s transaction privilege tax or the gross receipts derived from retail sales activities.

“Brand” means as defined in the 2015 Development Agreement.

“CC&Rs” means one or more sets of conditions, covenants and restrictions applicable to discrete portions of the Property that, among other things, implement provisions of these Stipulations.

“Courtyard Areas” means any residential courtyard areas as defined in Article XXIV of the Town Zoning Ordinance.

“Effective Date” means the date on which all of the following have occurred: (i) this SUP and the 2015 Development Agreement have been adopted and approved by the Town Council, executed by duly authorized representatives of the Town and Five Star, and recorded (if applicable) in the office of the Recorder of Maricopa County, Arizona, and (ii) any applicable referendum period has expired without referral, or any proposed referendum has been declared invalid in a final non-appealable judgment by a court of competent jurisdiction, or this SUP (or the 2015 Development Agreement, as applicable) has been approved by the voters at a referendum election conducted in accordance with Applicable Laws.

“Finished Grade” means that the grade that is no more than two (2) feet above existing grade or as depicted on Page E-7 of the Approved Plans.

“Floor Area” means the area under roof added to the floor area of any second and third story; provided, however that “Floor Area” also includes the horizontal solid portion(s) of trellises and/or open weave roofs, and all the horizontal solid portion of area under roof in accessory buildings such as gazebos, ramadas, and other accessory buildings, and the Courtyard Areas in Area B, Area C, and Area D. Floor Area excludes the floor area of any fully subterranean portions of a building, Courtyard Areas for all structures other than in Area B, Area C and Area D, and the portion of any roof overhangs which are not over useable exterior spaces. In the case of the Principal Resort Hotel, and notwithstanding the preceding sentence, Floor Area includes subterranean portions of buildings that are part of the Principal Resort Hotel and contain areas that are not generally intended to be accessed by the general public and hotel guests, such as, but not limited to kitchens, employee locker rooms, cafeterias and/or break rooms, staff offices, security offices, administrative offices, laundry facilities, storage, maintenance facilities, utility rooms, and other facilities that are typically described as “back of house” facilities. [Note: Five Star needs to eliminate Note 4 on Sheet D-3 of Book 1 as it is not consistent with this.]

“Hotel Key” means a hotel room located in Area A (or other Areas, if applicable), served by a single key, designed, constructed, and maintained with all furnishings, fixtures, and equipment necessary to operate as a single unit for transient occupancy use and used for transient occupancy as part of a Resort Hotel. Each Hotel Key shall have at least one full bath and a direct lockable connection from the exterior or a corridor.

“Hotel Quality Standards” means as defined in the 2015 Development Agreement.

“Minimum Hotel Keys” means the two hundred (200) Hotel Keys included as part of the Principal Resort Hotel and owned by a single legal Owner which also owns the Minimum Resort Hotel Improvements.

“Minimum Resort Hotel Improvements” means the minimum improvements included in the initial design and construction of the Principal Resort Hotel and including not less than all of the following elements:

- (a) The Minimum Hotel Keys, provided that Hotel Keys in excess of the Minimum Hotel Keys may be owned by an Owner(s) other than the Owner of the Principal Resort Hotel; and providing that at least sixty percent (60%) of the guest rooms in the Hotel Keys shall be two bay suites with minimum ceiling heights of eight feet six inches (8'6"), a walk-in closet, and a five (5) fixture bathroom.
- (b) Two (2) full service restaurants which, together with other restaurants and food service areas, are collectively capable of serving three (3) daily meals and providing room service to the Minimum Hotel Keys.
- (c) At least one (1) swimming pool along with facilities (which may be remote from the pool) intended to provide food and beverage service to Resort Hotel guests at the pool.
- (d) At least one (1) fitness area to accommodate professional-grade exercise machines and related equipment.
- (e) An area or areas for at least one (1) spa, which will provide spa services such as massage services.
- (f) A dedicated reception area to accommodate guest check-in, concierge, and cashier; along with an associated lounge with available food and beverage.
- (g) A dedicated, covered area to accommodate vehicle or passenger drop off (such as valet parking services) for Resort Hotel guests, including a separate ingress and egress route for vehicles.
- (h) A dedicated five (5) division ballroom, a pre function area, board room, and outdoor event space to accommodate meetings and banquets.

“Open Space-Wash Corridor” means an area designated on Page [redacted] of the Approved Plans as a wash and greenbelt area that is to be improved and used only for open space and shall not be otherwise developed, except for drainage, landscaping and hardscaping.

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“Owner” means Five Star Development Resort Communities, LLC, an Arizona limited liability company and its respective successors and assigns, as well as any subsequent owner of any portion or portions of the Property, including but not limited to, an owner of a Resort Hotel, a Resort Villa, a Resort Related Luxury Home, a Resort-Branded Home, a Resort Related Attached Residence, any part of Area E, or one or more combinations thereof. An Owner may be an individual, corporation, partnership, limited liability company, trust, land trust, business trust or other organization, or similar entity, which in turn may be owned by individuals, shareholders, partners, members, or benefitted parties under trust agreements, all of which may take any legal form, and may allocate interests in profits, loss, control or use.

“Principal Resort Hotel” means the Resort Hotel in Area A which is designated as the Principal Resort Hotel, is affiliated with one of the Brands, meets the Hotel Quality Standards, includes the Minimum Resort Hotel Improvements. The Principal Resort Hotel shall be owned by a single legal Owner (provided Hotel Keys in excess of the Minimum Hotel Keys may be owned by another Owner(s)).

“Property” means the real property described in Exhibit A to Ordinance No. 694. The Property is comprised of approximately one hundred five (105) acres of land.

“Resort” means the entire Property and all facilities and other improvements existing, developed or redeveloped and used or useful on the Property in general conformance with this SUP.

“Resort Ancillary Facilities and Uses” means: all facilities and uses related or incidental to the operation of a resort or resort hotel, including specifically, but without limitation: restaurants, bars and lounges; spas and salons; fitness facilities; barbershops; indoor and outdoor meeting, convention, display, exhibit, wedding and social function facilities; sale of food and alcohol (for on or off site consumption); catering facilities; outdoor cooking facilities; outdoor dining facilities; gourmet food shops (offering any combination of cooked, frozen, fresh, prepared or pre-packaged foods, beer, wines, liquors, gifts, fresh fruits and vegetables, groceries, sundries, cosmetics, over the counter pharmaceuticals, housewares, and related kitchen, indoor and/or outdoor dining items); deli, coffee, tea, ice cream, yogurt and similar shops or sales; snack bars; central plant, maintenance shop, engineering facilities, housekeeping facilities, laundry, storage and support facilities; valet and other parking facilities, parking decks, garages and areas; automobile rentals; gift and sundries shops; flower sales; art and art galleries; jewelry and jewelry shops; fashion eyewear, footwear and apparel sales; sale of hotel items such as furniture, bedding, art, toiletries; other resort retail; other resort sales and marketing; travel agency offices; tour and other off-site activity offices; administrative, support and other resort offices including temporary offices and facilities for construction, sales, marketing, and design; indoor and outdoor entertainment facilities; ramadas; pools; cabanas; tents; tennis and other recreational or sport uses and services, amenities, recreational facilities and fitness facilities. Any such use or facility may be within any Resort Hotel or separate building(s) located in Area A or A-1, individually or grouped in one or more buildings or facilities.

“Resort-Branded Homes” means the [REDACTED] () residential units in Area C further described in this SUP.

“Resort Hotel” means the hotel to be designed and constructed within Area A or, if applicable, a future hotel to be approved within Area E. Resort Hotels provide accommodations for transient occupants and related facilities and services and any Resort Ancillary Facilities and Uses. The Resort Hotel in Area A shall be the Principal Resort Hotel that at all times contains the Minimum Resort Hotel Improvements (subject to force majeure, remodeling, alteration, reconstruction, redevelopment, and similar events).

“Resort Hotel Manager” means the Owner of any Resort Hotel, including any Affiliate thereof or a third party hotel management company which manages any Resort Hotel. A Resort Hotel Manager may also manage any other portions of the Resort, including but not limited to Resort Villas, Resort Related Luxury Homes, Resort-Branded Homes, Resort Related Attached Residences, and Hotel Keys. If any Resort Hotel Manager is not the Owner of a Resort Hotel (or an affiliate of such Owner), it shall initially be a hotel management company which has not less than five (5) years’ experience managing full service hotels or resorts or which currently manages not fewer than five (5) full service hotels or resorts. If there is more than one (1) Resort Hotel, there may be more than one (1) Resort Hotel Manager. Any Resort Hotel Manager may enter into one or more agreements, and/or designate others to operate, manage, or provide services to or for one or more different parts, uses, or services within or which are a part of any Resort Hotel, including by Affiliates of such Resort Hotel Manager, or third parties.

“Resort Hotel Owner” means the single legal owner of each Resort Hotel.

“Resort Hotel Rental Program” means a rental management program offered and managed by the Owner of the Principal Resort Hotel (or Affiliate thereof) or a Resort Hotel Manager (or Affiliate thereof), which provides rental management service for a Resort Villa, Resort Related Luxury Home, Resort Related Attached Residence, or Resort-Branded Home where the Owner of such Resort Villa, Resort Related Luxury Home, Resort Related Attached Residence, or Resort-Branded Home elects to include its residence in the Resort Hotel Rental Program.

“Resort Related Attached Residences” means the [REDACTED] () residential units in Area D further described in this SUP.

“Resort Related Luxury Homes” means the [REDACTED] () residential units in Area B further described in this SUP.

“Resort Sign Guidelines” and “Resort Sign Program” means plans and/or a narrative describing signage for the Resort as described in Stipulation 35.

“Resort Villas” means the [REDACTED] () residential units in Area A1 further described in this SUP.

“Special Use Permit” or “SUP” means this Special Use Permit No. 15-01, which includes Schedule 1 and other exhibits thereto and these Stipulations.

“Special Use Permit Guidelines” means special use permit guidelines adopted by the Town and in effect as of the Approval Date.

“Town” means the Town of Paradise Valley, Arizona.

“Town Code” means the Code of the Town of Paradise Valley, Arizona, as amended from time to time.

“Town Manager” means the Town Manager or his designee.

“Zoning Ordinance” means the Town’s zoning ordinance, as amended from time to time.

III. STIPULATIONS

A. General

A. GENERAL

1. As of the ~~Approval~~Effective Date, ~~This~~this Special Use Permit shall supersede and replace any and all ~~Prior~~prior Special Use ~~Permit(s)~~Permits related to the Property. Unless and until the Effective Date, the prior Special Use Permit shall remain in effect.
2. This Special Use Permit touches and concerns the land and shall run with the land. Any person having or subsequently acquiring title to any portion of the Property shall be subject to ~~This~~this Special Use Permit, as it applies to the portion of the Property owned thereby and as it may be amended or superseded from time to time.
3. Development of the Resort shall be in substantial conformance with the ~~Ritz Carlton Paradise Valley Special Use Permit Application Book dated _____, an Index of which is attached hereto as Exhibit _____ (the Index and SUP Application Book are collectively referred to as the "SUP Book"), the Site Plan, dated _____ attached hereto as Exhibit _____ (Site Plan), which are made a part hereof by this reference.~~Approved Plans and these stipulations. Stipulations.
4. Lot coverage for the Property as a whole shall not exceed that noted in the Land Density Table in ~~Page~~ Page ~~of the SUP booklet~~Approved Plans.
5. The use of the Property shall at all times conform to ~~This~~this Special Use Permit and all ~~applicable State laws and Town ordinances~~Applicable Laws, except that if there is a conflict between ~~This~~this Special Use Permit and any ~~Town ordinance~~provision of the Town Code or Zoning Ordinance or other Town requirement, ~~This~~this Special Use Permit shall prevail, except when otherwise required for health, safety, or welfare reasons.
6. If any section, subsection, sentence, clause, or phrase of ~~This~~this Special Use Permit is for any reason held illegal, invalid, or unconstitutional by the final, non-appealable decision of any court of competent jurisdiction, such decision shall not affect the validity of the remaining portions of ~~This~~this Special Use Permit. The Town and the ~~Resort Hotel~~Owner believe and intend that the provisions of ~~This~~this Special Use Permit are valid and enforceable. In the unlikely event that This Special Use Permit is declared by a court of competent jurisdiction to be invalid or unenforceable, the Resort mayPrincipal Resort Hotel (if constructed and as then constructed) may continue to be used and operated as a legal

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non-conforming use in accordance with ~~the stipulations and other provisions set out herein~~ these Stipulations, until such time as a special use permit or other applicable zoning for the Resort is ~~issued~~ reissued by the Town for the Property, ~~it being the intent of the Town. If (i) there is a court decision finding, holding, or declaring that in such event the Town will promptly issue a special use permit or other zoning classifications containing stipulations and other provisions which are identical to, or as near to identical as possible, to those contained in This Special Use Permit~~ the 2015 Development Agreement is invalid, either as a whole or with respect to provisions that apply the Resort Unit Revenue Replacement Fee (as defined in the 2015 Development Agreement) to one or more of the following residential units (Resort Villas, Resort Related Luxury Homes, Resort-Branded Homes, or Resort Related Attached Residences) and (ii) such court decision is a final, non-appealable decision or the Town would be required to post a supersedeas or similar bond before appealing such court decision, then each such residential unit for which the Resort Unit Revenue Replacement Fee no longer applies may thereafter be used only as a Hotel Key.

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7. In the case of; inconsistencies or conflicts between or among these ~~stipulations, the SUP Book and/or the Site Plan~~ Stipulations and the Approved Plans, these ~~Stipulations~~ shall be resolved in the following order of precedence: these stipulations shall have first precedence and control over the text of the SUP Book and the Site Plan, and after that, the text of the SUP Book shall have precedence and control over the Site Plan. govern. In the event of a conflict between the text ~~or narrative~~ and the diagrams, drawings or other graphic representations contained in ~~either the SUP Book or the Site Plan~~ Approved Plans, the text ~~or narrative~~ will prevail and control over the diagrams, drawings, and other graphic representations.

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8. Mylar versions ~~of the Site Plan, lighting plan, perimeter landscaping, wall plan, grading and drainage plan and elevations from the SUP Application book, and and~~ electronic versions of all Special Use Permit Application Book sheets Approved Plans shall be submitted to the Town within thirty (30) days after ~~final approval~~ the Approval Date.

- ~~9.~~ 10. No part of the Resort shall be operated as a Time-Share Project; as such term is defined by the Town Zoning Ordinance. No part of the Principal Resort Hotel in Area A may be subdivided for purposes of sale or resale. Any part or individual unit of the Resort Villas Area A1 may be subdivided (if previously combined) or combined for the purposes of sale or resale provided that the total number of units shall not exceed one hundred twenty (120).

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- ~~9.~~ 10. When applicable, all approvals and determinations by the Town Manager ~~or designee~~ referenced herein shall be governed by the Town Code in effect at the date of that determination, except when this SUP specifically references ordinances or requirements in effect as of a specific date (e.g., see definition of Special Use Permit Guidelines).

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11. The Town Manager's approval or determination is provided for in several instances in these Stipulations. The Town Manager shall base his approval on standards and criteria set forth in this SUP, the 2015 Development Agreement, the Town Code, and the Zoning Ordinance, as reasonably applicable, with the intent to implement the viable development of the Resort as provided in this SUP and the 2015 Development Agreement. Recognizing that the final design and building permit process for which any particular approval of the Town Manager

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is sought involves multiple stages, including conceptual, schematic, design development and construction documents, an Owner may seek the approval of the Town Manager at one or more stages of such design. Notwithstanding the foregoing, no construction may occur with respect to any particular element or structure until necessary permits for that element or structure are issued. An Owner may rely upon an approval in proceeding from one stage of design to the next. Although the parties intend that this Special Use Permit, the 2015 Development Agreement, the Zoning Ordinance, and the Town Code state a consistent relationship between them, the parties agree that in the event of a conflict between these documents that the order of priority shall be the (1) Special Use Permit, (2) 2015 Development Agreement, (3) Zoning Ordinance, and (4) Town Code; the parties agree that the higher priority document shall control.

~~10.~~12. If any portion of the property is used in violation of the terms of ~~This~~this Special Use Permit, the Town may, after fair notice, a hearing and a reasonable opportunity to correct, impose a monetary sanction on the then Owner of such portion, in an amount not to exceed the maximum amount allowed for violations of the Town Zoning Ordinance for each day such violation exists, in addition to all other remedies, orders, or sanctions permitted by ~~applicable laws.~~Applicable Laws, including, at the Town's election, injunctive relief. No such remedy shall be sought from any other Owner or portion of the Property that is not in violation of this Special Use Permit.

~~11. This Special Use Permit shall run with the land and any person having or subsequently acquiring title to any portion of the property shall be subject to This Special Use Permit, as it applies to the portion of the property owned thereby and as it may be amended or superseded from time to time. Once an Owner no longer owns the property, such prior owner shall not be subject to This Special Use Permit.~~

~~12.~~13. Unless otherwise stipulated in ~~This~~this Special Use Permit, ~~Amendments~~amendments to this Special Use Permit shall follow the appropriate process outlined in Article XI, Special Uses and Additional Use Regulations, of the Town Zoning Ordinance, as amended.

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B. Construction and Development Standards

B. CONSTRUCTION AND DEVELOPMENT STANDARDS

14. All utilities within the Resort shall be underground (excluding certain equipment typically installed above ground, such as transformers, meters, etc., which shall be appropriately screened) and located within appropriate easements. All water and sewage facilities shall be constructed in accordance with plans approved by the Town Manager ~~or designee~~.
15. No construction permit shall be issued for any construction on the Property until appropriate engineering or architectural plans are submitted to the Town and the issuance of such construction permit for that particular activity is approved by the Town Manager ~~or designee~~. Submitted plans shall be required to meet the building code most recently adopted by the Town. However, the Town may issue approvals and/or permits to salvage native plants and stage or prepare the job-site for work, with fences, trailers, dumpsters, sanitation, water tanks, material storage, erosion control and dust control measures, and the like, without engineering or architectural plans.
16. During the period of demolition or construction of new improvements, signs shall be posted on the Property (or at the entrance to a particular phase) indicating the name and phone number of a person the public may contact with construction-related concerns. Sign details such as the sign size, height, and location shall be reviewed and approved by the Town Manager ~~or designee~~.
17. ~~16.~~ All new construction shall satisfy all fire department requirements for each component of work (which may include temporary fire protection facilities) prior to the issuance of any building permit for such work.
18. Prior to the issuance of a certificate of occupancy for any individual structure, adequate fire, emergency, and other vehicle access and adequate fire service shall be provided for such structure and the particular phase of development in which such structure is located, as determined by the Town Manager ~~or designee~~.
19. Interiors of ~~any the Principal~~ Resort Hotel structure may be remodeled at any time without an amendment to ~~This~~this Special Use Permit so long as such remodeling does not increase ~~or decrease~~ the number of ~~keys specified within This Special Use Permit~~Hotel Keys, the remodeled Principal Resort Hotel continues to comply with the Hotel Quality Standards, the Principal Resort Hotel continues to include the Minimum Resort Hotel Improvements, and appropriate building permits are obtained when required by the Town Code.
20. One or more locations within the Resort as approved by the Town Manager ~~or designee~~ may be improved and used as a marketing center for the sales and marketing of the ~~project~~Resort until such time as all ~~project~~ construction has been substantially completed and all Resort Villas ~~(Area A-1)~~, Resort Related Luxury Homes (Area B), Resort-Branded Homes ~~(Area C)~~, and Resort Related Attached Residences ~~(Area D)~~ have been initially sold.

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21. Temporary construction driveway locations are subject to the approval by the Town Manager ~~or designee~~ and are limited to locations on ~~major arterial roadways~~ Lincoln Drive and/or Indian Bend Road east of the existing traffic circle.

22. If vertical construction has not commenced ~~on a portion of the site~~ within an Area that has been otherwise disturbed by grading or other construction work by a date that is five (5) years after the Approval Date, any such ~~unimproved~~, disturbed portion within such Area shall be stabilized and/or landscaped to minimize dust.

23. The Resort Hotel Owner shall submit a construction schedule prior to the issuance of any building ~~permit~~ permits for a structure to ensure compliance with all Town ordinances and in order to minimize construction nuisances. ~~This construction schedule shall include the following:~~

- a. Dust and noise control measures
- b. Vehicle/equipment storage/parking
- c. Construction days/hours
- d. Location of staging area for construction supplies/equipment
- e. Location of any construction ~~trailer~~ trailers and sanitary ~~facility~~ facilities
- f. Location of on-site construction-materials/debris storage
- g. Location of fire lanes during the construction period
- h. The approximate beginning and ending dates for construction of structures ~~within a phase~~
- i. All construction related parking and storage must be contained within the boundaries of ~~This Special Use Permit the Property~~ and on the adjacent property within the City of Scottsdale owned by ~~the applicant~~ Owner.

~~The Resort Hotel~~

24. Consistent with the phasing requirements and limitations contained within the 2015 Development Agreement, the Owner shall arrange for ~~Construction Phasing~~ per construction phasing within an Area (or Areas combined) on the Property in the following sequence:

- a. Commence native plant salvage, dust and erosion control measures, job-site mobilization and set-up, and the like.
- b. Begin ~~Storm Water Pollution Prevention Plan~~ storm water pollution prevention plan and ~~Measures~~ measures.
- c. Upon completion of the salvage, erosion and dust control, job-site mobilization, and set-up, commence ~~horizontal or~~ utility and street civil improvements and site work.

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- d. Upon substantial completion of or in conjunction with the utility and street and civil improvements and site work, commence vertical building improvements for Area A, perimeter walls, and perimeter landscaping (outside the perimeter walls) of the Property, along Lincoln Drive, Mockingbird Lane, and Indian Bend Road.
- e. Upon substantial completion of above, vertical building improvements for Areas A1, B, C, and D may commence in accordance with the phasing plan. Off site and right of way improvements may be scheduled independently of the foregoing provisions and limitations stated in the 2015 Development Agreement.
25. Subject to requirements for construction of the horizontal or vertical improvements, construction access, emergency vehicle access, erosion control, storm water pollution prevention control, dust control and other measures, portions of the perimeter wall and landscaping may be postponed, or re-opened for construction or access, subject to approval by the Town Manager or designee.
26. During construction and development of the Resort Property, temporary sales and marketing signs may be posted on the Property consistent with the future Temporary Sign Plan a temporary sign program to be submitted by the owner/developer Owner and administratively approved by the Town Manager.
27. During grading and construction, the Resort Hotel Owner shall sweep the streets adjacent to the Property or and any other public streets in the Town directly affected by development on the Property using a PM-10 or equivalent capable street sweeper at least three (3) times a week or more, as required by the Town Manager or designee.
28. Screening of any backflow preventer, transformer, or other similar equipment visible from Lincoln Drive, Mockingbird Lane, or Indian Bend Road shall be required and the precise location thereof such equipment and screening shall first be approved by the Town Manager or designee and the utility provider.
29. Stand-alone, additional accessory and service structures in Areas A, A1, and the proposed guard house in Area C, over six (6) feet in height (as defined in the Town's Resort SUP Special Use Permit Guidelines) in Areas A and A1, and guard houses in Areas B and C, each limited to eight-hundred (800) square feet from the drip line of the structure of Floor Area, may be added to the Approved Plans, provided that the total square footage of all the accessory and service structures added together does not exceed fifteen thousand (15,000) square feet from the dripline of the structure Floor Area, such additions to be provided to the Town Manager or designee as a revised conceptual site plan. The additional Stand-alone accessory and service structures cannot exceed sixteen (16) feet in height and must be set back a minimum of forty (40) feet for any accessory structure and sixty (60) feet for any service structure from any rights-of-way or residential property lines and ten (10) feet from any non-residentially zoned property.
30. Accessory structures that do not exceed six (6) feet in height above finished grade (raising the finished grade by placing fill solely for the purpose of adding additional height is prohibited) in Areas A & and A1, including, but not limited to, pools, barbeques, fire pits,

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fireplaces, water features, and other accessory structures, shall be allowed within the boundaries of Areas A and A1, ~~such additions shall be properly permitted~~subject to approval by the Town Manager ~~or designee.~~ These accessory structures shall not count towards the fifteen thousand (15,000) square feet of additional Floor Area for stand-alone accessory structures and service structures over six (6) feet in height provided for in Stipulation 29 above.

31. Construction for the Resort Related Luxury Homes (Area B) and Resort Branded Homes (Area C):

a. ~~The Resort Related Luxury Homes (Area B) and Resort Branded Homes (Area C) shall be constructed in conformance with the development standards set forth in This Special Use Permit;~~

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b. ~~Additional walls not shown on This Special Use Permit may be constructed on a Resort Related Luxury Lot or Resort Branded Lot within enclosed private yards; provided they do not exceed six feet in height;~~

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e. ~~Air conditioners may be installed on roofs provided they shall be screened and noise attenuated as approved by the Town Manager or designee. Such screening shall be included in the overall height of the structure.~~

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d. ~~All exterior lighting shall comply with Town ordinances;~~

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e. ~~A minimum of 33% of the aggregate of all enclosed yard areas within a Resort Related Luxury or Resort Branded lot shall be open, planted, or pervious;~~

f. ~~Accessory structures that do not exceed six (6) feet in height above finished grade, including, but not limited to, pools, barbeques, fire pits, fireplaces, water features and other accessory structures, shall be allowed within the boundaries of each lot, provided they are located in a rear yard screened from public streets. Accessory structures over six (6) feet above finished grade (or under 6' in height but not in an enclosed yard), which may include casitas, gazebos, trellises, and patio covers shall be allowed on each lot, provided they are limited to sixteen (16) feet above finished grade and comply with the following setbacks:~~

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- ~~Front yard ten (10) feet~~

- ~~Side yard five (5) feet~~

- ~~i. Side yard that abuts a street ten (10) feet~~

- ~~outdoorRear yard ten (10) feet~~

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~~Accessory structures containing livable square footage shall meet the setbacks for the main home and may not exceed 16' in height as measured from finished grade.~~

~~House mounted basketball backboards, and pre fabricated storage sheds shall not be permitted.~~

32. Construction for the Resort Related Attached Residences (Area D)

~~a. The Resort Related Attached residences shall be constructed in conformance with the development standards set forth in This Special Use Permit; and~~

~~b. Accessory structures that do not exceed six (6) feet in height above finished grade, including, but not limited to, barbeques, fire pits, fireplaces, water features and other accessory structures, that are not over one hundred and fifty (150) square feet in size, not shown on This Special Use Permit may be constructed on a Resort Related Attached residences lot when otherwise in compliance with this Special Use Permit.~~

~~33.31. All lighting not visible off site shall meet Resort the Special Use Permit Guidelines. All outdoor lighting (including fixtures, light source, etc.) visible off site shall be approved through a minor amendment to this Special Use Permit. If the Town receives a complaint from an offsite owner that a lamp or lighting or illumination device within an outdoor light fixture is visible from outside the Property, the Town Manager may inspect the Property and require the Owner of such lighting fixture to shield such light source if the light emitting element is visible from outside the Property.~~

~~34.32. Except as otherwise allowed by Federal or State requirements, antenna and satellite dishes are permitted, as follows:~~

~~a. Satellite dishes must not be located above the roof line. Satellite dishes and antennas greater than twenty-four (24) inches in diameter are permitted, provided that they are not mounted on the roof and meet all Town Code requirements, including full screening of equipment from view to from the public right-of-way or properties not part of This this Special Use Permit; and~~

~~b. All wiring shall be contained within a structure, conduit, or underground.~~

~~35.33. Cellular and other wireless transmission antennas are permitted, provided that they comply with this Special Use Permit, and all applicable Town ordinances and, specifically including the requirement to obtain a Conditional Use Permit conditional use permit pursuant to Article XI, Special Uses and Additional Regulations, of the Town Zoning~~

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Ordinance, as amended; but further provided that no conditional use permit is required for cellular antennas located in the primary structures of the Principal Resort Hotel. Any cellular antennas shall be designed as integrated architectural features within the structures on the Property and any screening shall be in the same finish and color as the structure on which it is located. There shall be no unscreened projections of cellular antennas on any building above the roofline. Any lease agreement with a wireless operator will specifically allow entry by the Town and its agent for the purpose of inspection and compliance with Town ordinances and will require compliance with Article XII, Personal Wireless Service Facilities, of the Town Zoning Ordinance or any successor ordinance ~~regarding the conditions and limitations of special use permits.~~

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~~36.34.~~ The final design for Indian Bend Road, Mockingbird Lane, and the Visually Significant Corridor of Lincoln Drive shall be submitted and approved ~~by the Town Manager or designee~~ pursuant to the terms of the 2015 Development Agreement.

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C. Uses

~~35.~~ Subsequent to the Approval Date, Owner shall submit comprehensive Resort Sign Guidelines for the overall Resort for review and approval as a minor amendment to this SUP.

~~36.~~ Perimeter landscaping plans shall be submitted for review and approval pursuant to the terms of the 2015 Development Agreement.

C. DEVELOPMENT AREAS

AREA A – RESORT HOTEL AND RESORT ANCILLARY FACILITIES AND USES

Area A

~~37.~~ ~~Temporary tents or pavilions~~ may only be erected at the improved with a Resort Hotel, which shall be the Principal Resort Villas, Hotel, and Resort Ancillary Facilities and related site improvements, in the locations-Uses. No part of Area A may be subdivided with plats or maps for the purpose of sale or resale. The Principal Resort Hotel shall: include the Minimum Resort Hotel Improvements; comply with the Hotel Quality Standards; and comply with the height, setback, and Floor Area limitations as shown on Page of the Approved Plans Approved Plans.

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~~37.38.~~ All provided mechanical equipment, including pool and fountain equipment, shall be screened so that such temporary tents or pavilions shall it is not remain erected for more than sixteen (16) consecutive days per event. No tent shall be higher than twenty four feet (24') above finished grade. Any other temporary tent or pavilion shall have adequate parking and be approved by the Town Manager or designee. —visible from Paradise Valley properties not a part of this Special Use Permit and from Paradise Valley public rights-of-way. All pool heaters are to be low-profile in configuration. Mechanical equipment and mechanical equipment screens shall be included in the total height of any structure they are

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attached to. If applicable, mechanical screening may provide the necessary noise attenuation for any mechanical equipment. All mechanical equipment, along with any screens used for attenuation of noise, shall comply with the allowable noise levels as defined in the Town Code provisions relating to noise, as it is amended from time to time. Noise measurement shall include any installed screening or other attenuation devices.

~~38. Special events shall be permissible, with or without temporary tents or pavilions, provided these events are in accordance with the Article 8-8, Special Events on Private Property and Public Rights of Way, of the Town Code, as may be amended, with the following conditions:~~

- ~~a. As allowable in said Article 8-8, Special Use Permit properties are exempt from the Special Event permit review process provided that such exempted events are limited to the type of activities that are customary and incidental to the primary uses of This Special Use Permit and any temporary tents or pavilions used are as approved at the locations and tent sizes shown with This Special Use Permit;~~
- ~~b. Exemption from the Special Event permit review process does not exempt the Resort Owner from any applicable required permit inspections related to public health, safety and welfare by the Town, State of Arizona, or other such jurisdiction. Such permit inspections are determined as follows:~~
 - ~~i. A permit from the Town Fire Marshal, or designee, for any structure or tent having an area in excess of 200 square feet, or a canopy in excess of 400 square feet, and~~
 - ~~ii. Review by the Town Community Development Department the provision for and location of any portable restroom facilities;~~
- ~~c. Any temporary tents or pavilions not shown on said plans may be approved in accordance to Article 8-8-10, Procedure for Review of Application and Appeal of Decision, of the Town Code;~~
- ~~d. Temporary tents or pavilions must meet a minimum setback of 40 feet to the exterior property line of This Special Use Permit; and~~
- ~~e. Placement of any temporary tent or pavilion shall have no adverse impact on parking or circulation~~

39. The hours of public operation for the Resort Hotel shall be twenty-four (24) hours per day, seven (7) days a week, except for the hours and operational standards set forth below:

- a. Indoor Bars/bars/lounges: 6:00 a.m. to close per state statute;

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b. ~~Outdoor banquets, receptions, weddings, and socials: 6:00 a.m. to 2:00 a.m.;~~

e. ~~Rooftop Resort Hotel Amenity~~

- i. ~~No activities or events shall occur between 10:00 p.m. and 7:00 a.m.; with the exception of event setup and breakdown procedures conducted by resort staff which shall not exceed thirty minutes before or after the aforementioned times;~~
- ii. ~~No amplified sound shall be permitted at any time;~~
- iii. ~~No permanent shade structures may be constructed. Temporary shade structures are permitted as needed for specific events. Temporary structures shall be erected and removed the same day as the event;~~

~~No outward-projected lighting shall be permitted from the Rooftop Resort Hotel Amenity;~~

iv.

- v. ~~At no time may the noise level exceed current Town Code standards at or beyond the SUP boundary line. To remedy any violation of the Town's noise or nuisance regulations and this Special Use Permit the Town reserves the right to require additional noise mitigation measures such as sound deadening materials and/or modifying hours of operation;~~
- vi. ~~The maximum occupancy shall be limited to the applicable building and fire codes;~~

vii. ~~Food and alcohol service may be provided at any time between 7:00 a.m. and 10:00 p.m.~~

c. ~~The Spa & Fitness~~fitness facilities: Outside members limited to 5:00 a.m. to midnight; and resort guests up to twenty-four (24) hours a day.

d.

e.d. ~~Trash pickup: 7:00 a.m. to 7:00 p.m.~~

~~Use of Resort Villas (Area A1), Resort Related Luxury Homes (Area B), Resort Branded Homes (Area C), Resort Related Attached residences (Area D), and Resort Related Residential/Retail and other Uses (Area E);~~

AREA A1 – RESORT VILLAS

40: Area A1 may only be improved with up to [REDACTED] () single-family residential Resort Villas and uses incidental or accessory thereto (specifically including the restaurant uses shown in Page D-3 of the Approved Plans), as well as common areas and common use facilities and/or amenities, provided that the Resort Villa plans comply with the height, setback, and Floor Area limitations shown on Page [REDACTED] of the Approved Plans.

a. ~~Resort Villas (Area A1)~~

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40. Each owner of a Resort Villa may occupy it, or permit its family and guest(s) to occupy it, or make it available for residential uses. In addition, each ~~owner~~ Owner of a Resort Villa may voluntarily participate in the Resort Hotel ~~rental program~~ Rental Program and make ~~theirs~~ their Resort Villa available for transient occupancy uses, or hospitality uses, at ~~their~~ its sole option, under the terms and conditions of the Resort Hotel ~~rental program~~ Rental Program, provided, however, that any rental of any Resort Villa shall only be done through the Resort Hotel Rental Program. The principal guest of a Resort Villa in the Resort Hotel ~~rental program~~ Rental Program shall register with the Principal Resort Hotel. Nothing shall prohibit a Resort Villa from being sold (and thereafter resold) to a third party, or parties, and used as provided herein.

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41. Resort Villas ~~Units in are subject to the resort hotel rental program must always meet the Furniture, Fixture, and Equipment (FF&E) following requirements:~~

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a. Resort Villas shall be constructed in conformance with the development standards established by set forth in this Special Use Permit.

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b. Resort Villas in the Resort Hotel- Rental Program must always meet the Hotel Quality Standards for the Principal Resort Hotel.

c. Rental of units Resort Villas will be processed through the Principal Resort Hotel's Hotel Rental-Management Program or other similar mechanism where the Principal Resort Hotel can track all rental activity.

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d. Each floor of the building containing units Resort Villas must contain a housekeeping closet and room service pantry.

e. Each unit Resort Villa must have locking entrance doors tied to a remote master key system located at the guest reception area of the Principal Resort Hotel, which system is capable of issuing new key cards for each unit Resort Villa as it is rented and cancelling key cards upon expiration of the rental term.

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f. Each unit Resort Villas must be connected to a master television system as would typically be found in a full service upper upscale or better luxury resort hotel.

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g. Each unit Resort Villas must be connected to a master telephone or voice over internet protocol (VOIP) system that allows intra-system calls to the front desk, concierge, housekeeping, room service, and other hotel services, as typically found in a luxury resort hotel.

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Resort Related Luxury Homes (Area B):

AREA B – RESORT RELATED LUXURY HOMES

42. Area B may only be improved with up to () detached single-family residential Resort Related Luxury Homes and uses incidental or accessory thereto, as well as common areas and common use facilities and/or amenities, provided that all such improvements comply with the height, setback, and Floor Area limitations shown on Page of the Approved Plans. Each owner of a Resort Related Luxury Home may occupy it or permit its family and guest(s) to occupy it, or make it available for residential uses. In

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addition, each Owner of a Resort Related Luxury Home may voluntarily participate in the Resort Hotel Rental Program and make its Resort Related Luxury Home available for transient occupancy uses or hospitality uses, at its sole option, under the terms and conditions of the Resort Hotel Rental Program, provided, however, that any rental of any Resort Related Luxury Home shall only be done through the Resort Hotel Rental Program. The principal guest of a Resort Related Luxury Home in the Resort Hotel Rental Program shall register with the Principal Resort Hotel. Nothing shall prohibit a Resort Related Luxury Home from being sold (and thereafter resold) to a third party, or parties, and used as provided herein. **[NOTE: MINIMUM SIZE OF LOTS ON THE EXTERIOR OF 15,000 SF AND HEIGHTS OF THE EXTERIOR LOTS NEEDS TO BE CLARIFIED IN THE PAGES OF THE APPROVED PLANS.]**

43. Resort Related Luxury Homes are subject to the following requirements:

- a. Resort Related Luxury Homes shall be constructed in conformance with the development standards set forth in this Special Use Permit.
- b. Additional walls not shown on the Approved Plans may be constructed on the lot within enclosed private yards, provided they do not exceed six (6) feet in height.
- c. Air conditioners may be installed on roofs of Resort Branded Homes (Area C), provided they shall be screened and noise attenuated so as to comply with the allowable noise levels as defined in the Town Code provisions relating to noise, as it is amended from time to time. Noise measurement shall include any installed screening or other attenuation devices. Such screening shall be included in the overall height of the structure.
- d. All outdoor lighting shall comply with Town ordinances.
- e. A minimum of thirty-three (33) percent of the aggregate of all enclosed yard areas within a lot shall be open, planted, or pervious.
- f. Accessory structures that do not exceed six (6) feet in height above finished grade, including, but not limited to, pools, barbeques, fire pits, fireplaces, water features and other accessory structures, shall be allowed within the boundaries of each lot, provided they are located in a rear yard screened from public streets. Accessory structures over six (6) feet above finished grade (or under six (6) feet in height but not in an enclosed yard), which may include casitas, gazebos, trellises, and patio covers, shall be allowed on each lot, provided that they comply with the Floor Area limitations shown on Page [redacted] of the Approved Plans, are limited to sixteen (16) feet above finished grade, and comply with the following setbacks:
 - e-
 - ii. Front yard – ten (10) feet
 -
 - iii. Side yard – five (5) feet
 -
 - iv. Side yard that abuts a street – ten (10) feet

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v. Rear yard – ten (10) feet

g. Accessory structures containing livable square footage shall meet the setbacks for the main home and may not exceed sixteen (16) feet in height as measured from finished grade.

h. House-mounted basketball backboards and pre-fabricated storage sheds shall not be permitted.

AREA C – RESORT-BRANDED HOMES

44. Area C may only be improved with up to () detached single-family residential Resort-Branded Homes and uses incidental or accessory thereto, as well as common areas and common use facilities and/or amenities, provided that all such improvements comply with the height, setback, and Floor Area limitations shown on Page of the Approved Plans. Each owner of a Resort-Branded Home may occupy it, or permit its family and guest(s) to occupy it, or make it available for residential uses. In addition, each owner of a Resort-Branded Home may voluntarily participate in the Resort Hotel ~~rental program~~ Rental Program and make the home available for transient occupancy uses, or hospitality uses, at their sole option, under the terms and conditions of the Resort Hotel ~~rental program~~ Rental Program. Nothing shall prohibit a Resort-Branded Home from being sold (and thereafter resold) to a third party, or parties, and used as provided herein.

[NOTE: MINIMUM SIZE OF LOTS ON THE EXTERIOR OF 15,000 SF AND HEIGHTS OF THE EXTERIOR LOTS NEEDS TO BE CLARIFIED IN THE PAGES OF THE APPROVED PLANS.]

45. Resort-Branded Homes are subject to the following requirements:

a. Resort-Branded Homes shall be constructed in conformance with the development standards set forth in this Special Use Permit.

b. Resort-Branded Homes in the Resort Hotel Rental Program must always meet the requirements of the Brand for the Principal Resort Hotel.

c. Additional walls not shown on the Approved Plans may be constructed on a lot within enclosed private yards, provided they do not exceed six (6) feet in height.

d. Air conditioners may be installed on roofs, provided they shall be screened and noise attenuated so as to comply with the allowable noise levels as defined in the Town Code provisions relating to noise, as it is amended from time to time. Noise measurement shall include any installed screening or other attenuation devices. Such screening shall be included in the overall height of the structure.

e. All outdoor lighting shall comply with Town ordinances.

f. A minimum of thirty-three (33) percent of the aggregate of all enclosed yard areas within a lot shall be open, planted, or pervious.

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g. Accessory structures that do not exceed six (6) feet in height above finished grade, including, but not limited to, pools, barbeques, fire pits, fireplaces, water features and other accessory structures, shall be allowed within the boundaries of each lot, provided they are located in a rear yard screened from public streets. Accessory structures over six (6) feet above finished grade (or under six (6) feet in height but not in an enclosed yard), which may include casitas, gazebos, trellises, and patio covers, shall be allowed on each lot, provided they comply with the Floor Area limitations shown on Page [redacted] of the Approved Plans, are limited to sixteen (16) feet above finished grade, and comply with the following setbacks:

i. Front yard – ten (10) feet

ii. Side yard – five (5) feet

iii. Side yard that abuts a street – ten (10) feet

iv. Rear yard – ten (10) feet

h. Accessory structures containing livable square footage shall meet the setbacks for the main home and may not exceed Resort Related Attached Residences (Area D); sixteen (16) feet in height as measured from finished grade.

i. House mounted basketball backboards, and pre-fabricated storage sheds shall not be permitted.

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AREA D – RESORT RELATED ATTACHED RESIDENCES

e.46. Area D may only be improved with up to [redacted] () attached single-family residential Resort Related Attached Residences and uses incidental or accessory thereto, as well as common areas and common use facilities and/or amenities, provided that all such improvements comply with the height, setback, and Floor Area limitations shown on Page [redacted] of the Approved Plans. Each owner of a Resort Related Attached Residence may occupy it or permit its family and guest(s) to occupy it, or make it available for residential uses. In addition, each Owner of a Resort Related Attached Residence may voluntarily participate in the Resort Hotel Rental Program and make its Resort Related Attached Residence available for transient occupancy uses or hospitality uses, at its sole option, under the terms and conditions of the Resort Hotel Rental Program, provided, however, that any rental of any Resort Related Attached Residence shall only be done through the Resort Hotel Rental Program. The principal guest of a Resort Related Attached Residence in the Resort Hotel Rental Program shall register with the Principal Resort Hotel. Nothing shall prohibit a Resort Related Attached Residence from being sold (and thereafter resold) to a third party, or parties, and used as provided herein.

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47. Resort Related ~~Mixed~~ Attached Residences are subject to the following requirements:

a. The Resort Related Attached Residences shall be constructed in conformance with the development standards set forth in this Special Use Permit.

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- b. Accessory structures that do not exceed six (6) feet in height above finished grade, including, but not limited to, barbeques, fire pits, fireplaces, water features and other accessory structures, that are not over one hundred and fifty (150) square feet in size, not shown on (Area) the Approved Plans may be constructed on a lot when otherwise in compliance with this Special Use Permit.

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OPEN SPACE-WASH CORRIDOR

48. The Open Space-Wash Corridor shown on Page [] of the Approved Plans is intended to be improved and used only for stormwater conveyance and detention, public trails, benches, and permanent open space and shall not be otherwise developed, except for landscaping and hardscaping, including but not limited to: pathways, seat walls, benches, sculptures, entry monument signage, water features and storm water detention systems. Public access to the Open Space-Wash Corridor may only be restricted when flooding or other conditions exist so as to require such restrictions in order to protect the health, safety, and welfare of the public. No roadways or other vehicular access shall be permitted on or across the Open Space-Wash Corridor, aside from temporary access in order to perform landscape maintenance and other related maintenance. No parking of vehicles shall be permitted on any portion of the Open Space-Wash Corridor.

AREA E). Anticipated – RETAIL APPROVAL AND FUTURE RESERVED APPROVAL AREA

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49. Uses and Future Approval Process for Area E:

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- a. Area E may only be improved at this time with Area E Retail/Restaurant Uses. No part of Area E may be subdivided with plats or maps for the purpose of sale or resale unless allowed pursuant to an intermediate amendment to this SUP as provided in subsection (b) below. All improvements to Area E shall comply with the height, setback, parking requirements, and Floor Area limitations shown on Page [] of the Approved Plans.

- b. Future improvements to Area E shown as "X" on Page [] of the Approved Plans shall only be allowed as permitted by an intermediate amendment to this SUP (as provided in Article XI of the Zoning Ordinance). The Town and the owner/developer/Owner anticipate Area E to may include, but not be limited to, the following uses: hotel, residentialResort Hotel, resort-related retail, and resort-related health services; provided that, an. No use shall be deemed approved unless and until the intermediate amendment referenced above is obtained. The intermediate amendment to the SUP (as provided in Chapter 11 of the Town Zoning Ordinance) shall first be required before the square footage approvals for each of these uses is determined, as well as the heights, setbacks, and locations of each such use. Processing of any plat approval or building permits for the portion of Area E shown as "X" on Page [] the Approved Plans shall not be permitted until after the intermediate amendment has been processed by the Town. [FUTURE OR RESERVED AREA E NEEDS TO BE SHOWN ON THE APPROVED PLANS AND THE APPROPRIATE LABEL INSERTED HERE.]

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- Processing of any plat approval or building permits for Area E shall not

be permitted until after the intermediate amendment has been processed
by the Town

D. Parking and Circulation

~~42. Parking shall meet or exceed the parking requirements set forth in this Special Use Permit. Any change in use to the Resort Hotel that increases the parking demand over what is provided in This Special Use Permit must be approved as a minor amendment by the Planning Commission.~~

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~~43. All contracts between the Resort Hotel Owner and any valet company or other parking company shall include an acknowledgment and agreement that such company shall not park any vehicles on public streets in the Town. Buses and other vehicles may be used to shuttle guests or employees to or from parking areas not located on the Resort, and between the Resort and other destinations (e.g., airport, shopping facilities, golf courses, attractions, etc.). Any catering agreement between Resort Hotel Owner and any owner or guest booking events at the Resort shall include an acknowledgement and agreement that catering vehicles may not park on public streets in the Town.~~

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~~Unlicensed support vehicles (i.e., golf carts, utility vehicles, etc.)~~

D. TEMPORARY USES/EASEMENT/MAINTENANCE

50. Temporary tents or pavilions may be erected in the locations shown on Page [redacted] of the Approved Plans, provided that such temporary tents or pavilions shall not remain erected for more than sixteen (16) consecutive days per event. No tent shall be higher than twenty-four (24) feet above finished grade.

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51. Special events shall be permissible, with or without temporary tents or pavilions, provided these events are in accordance with the Article 8-8, Special Events on Private Property used to transport guests and residentsPublic Rights-of-Way, of the Town Code, with the following conditions:

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a. As allowable in said Article 8-8, Special Use Permit properties are exempt from the Special Event permit review process provided that such exempted events are limited to the type of activities that are customary and provide services incidental to the primary uses of this Special Use Permit and any temporary tents or pavilions comply with Stipulation [redacted].

b. Exemption from the Special Event permit review process does not exempt the Owner from any applicable required permit inspections related to public health, safety, and welfare by the Town, the State of Arizona, or other applicable jurisdiction. Town permit inspections are determined as follows:

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i. A permit from the Town Fire Marshal, or designee, shall be required for any structure or tent having an area in excess of two hundred (200) square feet or a canopy in excess of four hundred (400) square feet.

±:

ii. Review by the Town Community Development Department shall be required for the provision for and location of any portable restroom facilities.

c. Any temporary tents or pavilions not in the locations shown on Page [redacted] of the Approved Plans may be approved in accordance with Article 8-8-10, Procedure for Review of Application and Appeal of Decision, of the Town Code.

d. Temporary tents or pavilions must meet a minimum setback of forty (40) feet to the exterior property line of the Property.

Placement of any temporary tent or pavilion shall have no adverse impact on parking or circulation.~~Resort,.~~

52. The following stipulations shall be set forth in easements and/or CC&Rs or other recorded instruments (which may include recorded plats or maps), to be recorded on (or otherwise encumber title to) the Resort or such part thereof for which such stipulation is germane. Such recordation shall occur concurrently with or prior to recordation of any applicable final plats or final maps as the case may be for a particular phase of development. As a condition to approval of final plats or final maps, such recorded instruments (other than the plat or map itself) shall be approved by the Town Manager. Easements within any lot or parcel will not affect setback measurements or determination of lot areas. Any lot within an Area can provide (by easement or otherwise) parking, drives, utilities, and signs for another lot within an Area, including lots owned by different Owners.

a. Easements

i. Vehicular and pedestrian access easements providing access to public rights-of-way as reasonably determined by the Owner and benefiting all Owners within the Resort Villas, shall be dedicated and maintained. The adequacy of such easements shall be reasonably approved by the Town Manager.

ii. Utility and drainage easements shall be dedicated to the utility provider, the Town, and/or the Owner as the case may be, as reasonably determined by the Town Manager. Any such easement shall be maintained in accordance with applicable requirements of the utility or the Town, as applicable. Where required by law, such easements shall be shown on the final plats or final maps.

b. General Maintenance Rights and Responsibilities

44.i. The Resort Ancillary Facilities, may be developed in one or more phases as provided in the 2015 Development Agreement. A general infrastructure plan for each phase shall be formulated by each Owner which shall set forth common elements for roadways, utilities (including fire service), lighting, gates, landscape, walls and other elements for the use, benefit, enjoyment and safety of all of

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Owner's guests, employees and other invitees of the Resort-Related Luxury Homes (Area B); Some of such common elements may benefit all phases of the Resort-Branded Homes (Area C); while others may serve only one or more phases of the Resort-Related Attached residences (Area D); and hotel, residential, resort-related retail, restaurant, and resort-related health services in (Area E) but shall not be used or parked on any public street.

All designated fire lanes shall maintain a vertical clearance of fourteen feet (14') above finished grade and a horizontal clearance of twenty feet (20') to allow passage of emergency vehicles and must meet all current Arizona Department of Transportation standards. Emergency access points are only to be utilized for emergency vehicles. No deliveries or other use is allowed.

ii. A maintenance, repair, and replacement regime shall be formulated by Owner(s) and incorporated into one or more CC&Rs, which shall be a first priority lien (junior only to existing matters of record other than monetary liens and the 2015 Development Agreement) on the Resort or each particular phase, as the case may be. Said regime shall provide for governance through a master developer of the Resort or of a phase, or through an authorized or duly formulated association of certain, some, or all Owners of the Resort or phased parts thereof. Said regime shall set forth and contain the minimum following elements:

(a) All exterior portions of all structures and all roadways, parking areas, landscaping, walls, pools and lighting shall be kept and maintained in a first class condition, commensurate with a mixed use resort project serving multiple uses and Owners so that each part is benefited by the first class condition of each other part.

(b) Adequate and reasonable assessments shall be made of each Owner to reasonably fund estimated budgets for the maintenance, repair, replacement, and care of the completed Resort and/or each phase thereof.

(c) A governance mechanism to protect all Owners and insure the reasonable and adequate maintenance of all components of all phases of the Resort, including the power to access and enter upon the property of another for the purpose of enforcing the regime.

(d) Architectural guidelines to insure that the requirements of this Special Use Permit are adhered to in the initial and any redevelopment of the Resort. Such architectural guidelines may be administered through an Owner as master developer of the Resort or phase therein, a master association for the Resort, or an association for a particular phase as the case may be, it being the intention of the Town that the Resort be developed in a cohesive, cooperative and harmonious manner which adheres to the requirements of this Special Use Permit and such other requirements Owner may formulate from time to time.

45. The

46. At any time when the parking demand within the Resort is expected to exceed onsite capacity,

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~~the Owners of the affected areas shall initiate a parking management plan which may include valet parking or offsite parking arrangements (but not the use of parking on any public street within the Town).~~

~~47. All streets and drives in the Resort are and shall remain private streets. All streets, sidewalks and paved areas constructed shall remain private; provided, that all new streets constructed shall be per the SUP booklet cross sections. That part of This Special Use Permit granted for private streets and drives herein shall be binding on the Applicant.~~

~~48.53. The streets and drives on within the Property shall be constructed and maintained by the Applicant. The rights and obligations, including but not limited to the right and obligation to maintain the streets and drives Owner. A covenant will be recorded on the Property, (which may be set forth in the CC&Rs) providing the Town with a right to perform repair of streets, drives, and parking lots within the Property, which shall run with the land and shall be binding thereon. In the event a condition that threatens the health or safety of the residents of the Town is created or results from the Applicant's failure to maintain Manager finds that the streets and drives within the Property are not reasonably maintained, the Town may give the Applicant Owner of the affected area a written notice to undertake appropriate maintenance to cure such condition. If the condition remains uncured for thirty (30) days after notice thereof in writing to the Applicant Owner by the Town, or if the condition is such that it cannot be reasonably corrected within thirty (30) days, the correction thereof not having been commenced and thereafter diligently prosecuted within thirty (30) days from receipt of such written notice, the Town may enter the Property and perform such work necessary to cure the condition. The Town may assess the actual costs and expenses related to such work against the Applicant as owner Owner of the private streets and drives, and the Applicant such Owner shall remit payment to the Town within thirty (30) days of after receipt of an invoice together with the usual and customary reasonable supporting documents and materials from such work the Town. If the Applicant Owner fails to remit such payment within the thirty (30)-day period, the Town may file a lien against the Property for any such unpaid amount due to the Town and enforce such lien as provided by Arizona law.~~

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E. PARKING AND CIRCULATION

~~E.~~

~~54. Parking shall meet or exceed the parking requirements set forth on in the parking study incorporated into the Approved Plans. Any change in use of the Resort that increases the parking demand over the parking requirements set forth in the parking study incorporated into the Approved Plans must be approved as a minor amendment to this Special Use Permit. [NOTE: PARKING STUDY MUST BE INCLUDED WITH BOOK 1 IN THE SET OF APPROVED PLANS.]~~

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~~55. All contracts between the Resort Hotel Owner and any valet company or other parking company shall include an acknowledgment and agreement that such company shall not park any vehicles on public streets in the Town. Buses and other vehicles may be used to shuttle guests or employees to or from parking areas not located on the Resort, and between the~~

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Resort and other destinations (e.g., airport, shopping facilities, golf courses, attractions, etc.). Any catering agreement between Resort Hotel Owner and any resident or guest booking events at the Resort shall include an acknowledgement and agreement that catering vehicles may not park on public streets in the Town.

56. Unlicensed support vehicles (i.e., golf carts, utility vehicles, etc.) may be used to transport guests and residents and provide services to any Area of the Resort, but shall not be used or parked on any public street.

57. All designated fire lanes shall maintain a vertical clearance of fourteen (14) feet above finished grade and a horizontal clearance of twenty (20) feet to allow passage of emergency vehicles, and must meet all current Arizona Department of Transportation standards. Emergency access points are only to be utilized for emergency vehicles; no deliveries or other use of emergency access points is allowed.

49. 58. At any time when the parking demand within the Resort is expected to exceed onsite capacity, the Owners of the affected areas shall initiate a parking management plan, which may include valet parking or offsite parking arrangements (but not the use of parking on any public street within the Town).

59. All streets, drives, sidewalks, and paved areas constructed shall remain private; provided, however, that all new streets constructed shall be in compliance with Page [redacted] of the Approved Plans and shall be of adequate width and design, as determined by the Town, to permit the provision of fire and police protection to the Property.

50.60. The eight (8) feet wide public trail located in the Open Space Corridor shall remain ungated and unobstructed at all times. The trail must meet ADA Americans with Disabilities Act requirements.

51.61. Proposed guardgates and guardhouses shall be in the general locations shown on the Resort Wall Master Plan to be approved by the Town Manager and must meet the SUP Guideline standards of the Special Use Permit Guidelines and the Zoning Ordinance.

52.62. All proposed cul-de-sacs in Areas B and C shall have a right-of-way radius of not less than forty-five (45) feet (45') with an improved traffic circle having a radius of not less than forty (40) feet (40').

53.63. No loading, truck parking, trash containers, or outdoor storage area shall be located within one hundred (100) feet of residentially zoned property outside of the SUP Property's boundaries. All such areas shall provide visual and noise screening to minimize impacts on adjacent residential property.

E. Management

F. MANAGEMENT

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~~54.64.~~ There shall be at least one person at the Resort at all times who has been thoroughly briefed on the provisions of ~~This~~this Special Use Permit and who has the authority to resolve all problems related to compliance with ~~This~~this Special Use Permit. All calls from Town residents to the Town or Resort, regarding noise or disturbances shall be referred to and addressed by such person(s). Maintenance of the Resort in general, and all common areas specifically, shall be coordinated through a single unified management entity, which may be the Owner of the Principal Resort Hotel ~~Owner~~ or ~~its designee~~a master association of Owners.

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~~F. Community Outreach~~

65. At all times, the Property shall remain under unified management through a master association and shall be operated as an integrated resort facility. There may be sub-associations relating to specific Area(s) within the overall Property.

G. COMMUNITY OUTREACH

~~6.66.~~ Subsequent to the approval of this Ordinance, the Owner shall implement the Community Outreach Plan. ~~(See Exhibit "E")~~set forth on Schedule 2.

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~~EXHIBIT "E"~~ TO ~~ORDINANCE NUMBER 694~~

**THE POST-APPROVAL COMMUNITY OUTREACH PLAN
CONSISTS OF:**

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SCHEDULE 1
TO
THE RITZ-CARLTON STIPULATIONS

Approved Plans

The Approved Plans consist of Book 1 to SUP-15-01, that book entitled as “ [REDACTED] ” and dated [REDACTED] along with the Parking Study Book and the Traffic Study Book. This document is on file at the Town of Paradise Valley Clerk’s Office and may be viewed during normal business hours. [NOTE: NEED TO GET FINAL PLANS AND BOOKS FROM FIVE STAR IN ORDER TO ACCURATELY DESCRIBE THEM HERE.]

Town Hall
6401 E. Lincoln Drive
Paradise Valley, AZ 85253

SCHEDULE 2
TO
THE RITZ-CARLTON STIPULATIONS
Post-Approval Community Outreach Plan

Subsequent to approval of SUP 15-01 ~~Ritz-Carlton Resort~~, the Owner will keep neighbors apprised of the status of the project at follows:

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1. The Owner will send a quarterly report to Paradise Valley property owners within one thousand (1,000) feet of the subject property, advising them of current status, any changes, and anticipated construction commencement ~~dated~~dates if known.
2. These quarterly reports will continue during ~~the construction phase to~~in Areas A, A1, and D and include anticipated construction ~~schedules~~schedules and progress.
3. There will be two annual reports upon completion of construction ~~in Areas A, A1, and D~~. The first of these will announce ~~that~~that construction is complete, and the second, approximately one year later, will indicate that the post-approval communication process has been completed.

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Each communication will contain a name and contact information for the Owner (which may vary depending on the project status at the time), ~~but nonetheless a name and contact information~~ so that any neighbors with a question or concern will be able to contact a ~~project~~Resort representative with their question or concern.

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When recorded, return to:
Paradise Valley Town Attorney
6401 East Lincoln Drive
Paradise Valley, Arizona 85253

ORDINANCE NUMBER 694

AN ORDINANCE OF THE TOWN OF PARADISE VALLEY, ARIZONA, AMENDING THE ZONING ORDINANCE AND AMENDING THE ZONING MAP TO PROVIDE FOR THE ISSUANCE OF AN AMENDED SPECIAL USE PERMIT FOR PROPERTY ZONED SUP DISTRICT (RESORT) AND THE REZONING FROM SUP DISTRICT (RESORT) TO SUP DISTRICT (RESORT) TO ALLOW FOR A LUXURY RESORT HOTEL WITH INTEGRATED DWELLING UNITS AND RESORT-RELATED RETAIL (THE RITZ-CARLTON, PARADISE VALLEY) FOR THE PROPERTY LOCATED AT 7000 E. LINCOLN DRIVE, GENERALLY BORDERED BY LINCOLN DRIVE TO THE SOUTH, MOCKINGBIRD LANE TO THE WEST, INDIAN BEND ROAD TO THE NORTH, AND THE CITY OF SCOTTSDALE TO THE EAST, WITH THE PROPOSED SUP DISTRICT (RESORT) TO INCLUDE A RESORT COMMUNITY, INCLUDING: A RESORT HOTEL WITH 200 HOTEL KEYS AND SPA, RESTAURANTS, RESORT-RELATED RETAIL, AND MEETING SPACE; [REDACTED] RESORT VILLAS; [REDACTED] RESORT RELATED LUXURY DETACHED SINGLE FAMILY HOMES; [REDACTED] RESORT BRANDED DETACHED SINGLE FAMILY HOMES; [REDACTED] RESORT RELATED ATTACHED VILLAGE TOWNHOMES; ADDITIONAL RESORT RELATED RESTAURANTS AND RETAIL USES SEPARATE FROM THE HOTEL; AND SITE IMPROVEMENTS INCLUDING PARKING, LANDSCAPING, LIGHTING, AND IMPROVEMENTS TO SITE INFRASTRUCTURE; PROVIDING FOR SEVERABILITY; AND PROVIDING FOR AN EFFECTIVE DATE.

WHEREAS, the Town of Paradise Valley Planning Commission held public hearings on October 6, 2015 and October 20, 2015, in the manner prescribed by law, for the purpose of considering a rezoning of the property described in Exhibit A attached hereto ("Property") from SUP District (Resort) to a new SUP District (Resort) and for the purpose of making a recommendation on a proposed SUP District (Resort) amendment for the Property (to be known as the Special Use Permit for The Ritz-Carlton, Paradise Valley), and recommended approval of the new SUP District (Resort) to the Town Council; and

WHEREAS, the Town Council at its meetings on December 3, 2015, and December 17, 2015, held public hearings, as prescribed by law, to hear the request for the rezoning of the Property to a new SUP District (Resort) based upon the recommendation made by the Planning Commission as noted above, and to amend the Town Official Zoning Map to reflect the issuance of a new SUP District (Resort) for the Property; and

WHEREAS, pursuant to Article III of the Town Zoning Ordinance, the Town Council finds that the proposed rezoning is consistent with and conforms to the Land Use Map of the Town's adopted General Plan; and

WHEREAS, the Town Council now desires to approve a rezoning of the Property from SUP District (Resort) to SUP District (Resort), subject to the terms and conditions of the Special Use Permit and Related Stipulations for The Ritz-Carlton, Paradise Valley (Exhibit B attached hereto, incorporated herein by reference, and hereinafter referred to as the "SUP" and the "Stipulations," respectively) and to amend the Zoning Map to reflect such rezoning.

NOW, THEREFORE, BE IT ORDAINED BY THE MAYOR AND TOWN COUNCIL OF THE TOWN OF PARADISE VALLEY, ARIZONA THAT:

SECTION 1. Findings. The proposed SUP District (Resort) rezoning is in accordance with Articles III and XI of the Town Zoning Ordinance. Specifically:

- a. It is authorized by and is in conformity with the Town's adopted General Plan, as amended;
- b. It will not be detrimental to, interfere with, or adversely affect existing uses or character of adjacent properties, persons residing or working in the vicinity, the neighborhood, the public health, safety, peace, comfort and general welfare; and
- c. It will be in full conformity with any conditions, requirements, or standards prescribed in the Stipulations, in the Zoning Ordinance, and in the other ordinances of the Town.

SECTION 2. Rezoning. A parcel of land, as described in Exhibit A attached hereto, is hereby rezoned from SUP District (Resort) to a new SUP District (Resort; SUP-15-01) designation, with such changes to be made on the Town's Official Zoning Map, such new SUP District (Resort) to allow for use of the Property as a resort and for those other related uses permitted by the SUP and the Stipulations and as limited in the SUP and the Stipulations.

SECTION 3. Severability. If any section, subsection, sentence, clause, phrase, or portion of this ordinance is for any reason held invalid or unconstitutional by a court of competent jurisdiction, such portion shall be deemed a separate, distinct, and independent provision, and such holding shall not affect the validity of the remaining portions thereof.

SECTION 4. Effective Date. This ordinance shall become effective as of the Effective Date (as such term is defined in the Stipulations).

PASSED AND ADOPTED by the Mayor and Council of the Town of Paradise Valley, Arizona, this ____ day of _____ 2015.

Michael Collins, Mayor

ATTEST:

Duncan Miller, Town Clerk

APPROVED AS TO FORM:

Andrew M. Miller, Town Attorney

CERTIFICATION

I, Duncan Miller, Town Clerk, certify that the foregoing is a true copy of Ordinance Number 694 duly passed and adopted by affirmative vote of the Town Council of Paradise Valley at a meeting held on the ____ of ____ 20__. Passage of this Ordinance appears in the minutes of the meeting. The Ordinance has not been rescinded or modified and is now in effect. I further certify that the municipal corporation is duly organized and existing, and has the power to take the action called for by the Ordinance.

Duncan Miller, Town Clerk

**EXHIBIT A
TO
ORDINANCE NUMBER 694
LEGAL DESCRIPTION OF THE PROPERTY**

(TOWN OF PARADISE VALLEY NET AREA)

A PORTION OF THE NORTHEAST QUARTER OF SECTION 10, TOWNSHIP 2 NORTH, RANGE 4 EAST OF THE GILA AND SALT RIVER BASE AND MERIDIAN, MARICOPA COUNTY, ARIZONA, LYING IN THE TOWN OF PARADISE VALLEY AND BEING MORE PARTICULARLY DESCRIBED AS FOLLOWS:

COMMENCING AT THE NORTH QUARTER CORNER OF SAID SECTION 10;

THENCE NORTH 88 DEGREES 25 MINUTES 57 SECONDS EAST ALONG THE NORTH LINE OF THE NORTHEAST QUARTER OF SAID SECTION 10, A DISTANCE OF 38.22 FEET;

THENCE SOUTH 01 DEGREES 34 MINUTES 03 SECONDS WEST, A DISTANCE OF 55.00 FEET TO THE POINT OF BEGINNING;

THENCE NORTH 88 DEGREES 25 MINUTES 57 SECONDS EAST, 55 FEET SOUTH OF AND PARALLEL WITH THE NORTH LINE OF THE NORTHEAST QUARTER OF SAID SECTION 10, A DISTANCE OF 1947.01 FEET;

THENCE SOUTH 00 DEGREES 16 MINUTES 37 SECONDS EAST, A DISTANCE OF 1264.27 FEET;

THENCE SOUTH 88 DEGREES 31 MINUTES 30 SECONDS WEST, A DISTANCE OF 9.90 FEET;

THENCE SOUTH 00 DEGREES 28 MINUTES 12 SECONDS EAST, A DISTANCE OF 643.50 FEET;

THENCE NORTH 88 DEGREES 20 MINUTES 34 SECONDS EAST, A DISTANCE OF 7.73 FEET;

THENCE SOUTH 00 DEGREES 16 MINUTES 37 SECONDS EAST, A DISTANCE OF 635.76 FEET;

THENCE SOUTH 88 DEGREES 36 MINUTES 58 SECONDS WEST, 40 FEET NORTH OF AND PARALLEL WITH THE SOUTH LINE OF THE NORTHEAST QUARTER OF SAID SECTION 10, A DISTANCE OF 1972.70 FEET;

THENCE NORTH 00 DEGREES 18 MINUTES 21 SECONDS EAST, 40 FEET EAST OF AND PARALLEL WITH THE WEST LINE OF THE NORTHEAST QUARTER OF SAID SECTION 10, A DISTANCE OF 1276.47 FEET;

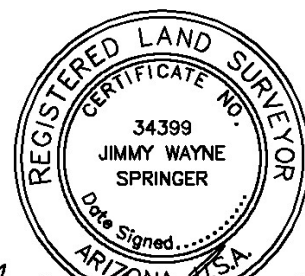
THENCE NORTH 88 DEGREES 31 MINUTES 30 SECONDS EAST, A DISTANCE OF 626.58 FEET;

THENCE NORTH 00 DEGREES 06 MINUTES 41 SECONDS EAST, A DISTANCE OF 658.68 FEET;

THENCE SOUTH 88 DEGREES 28 MINUTES 44 SECONDS WEST A DISTANCE OF 624.36 FEET;

THENCE NORTH 00 DEGREES 18 MINUTES 21 SECONDS EAST, 40 FEET EAST OF AND PARALLEL WITH THE WEST LINE OF THE NORTHEAST QUARTER OF SAID SECTION 10, A DISTANCE OF 603.21 FEET TO THE POINT OF BEGINNING.

CONTAINING 4,560,387 SQUARE FEET OR 104.692 ACRES.



A handwritten signature in black ink, appearing to read "Jimmy Wayne Springer", written over the bottom portion of the surveyor's seal.

PLUS THE FOLLOWING:

**ADDITIONAL INDIAN BEND RIGHT-OF-WAY
ABANDONMENT
LAND DESCRIPTION**

THE SOUTH 15 FEET OF THE NORTH 55 FEET OF THE NORTHWEST QUARTER OF THE NORTHEAST QUARTER, EXCEPT FOR THE WEST 40 FEET THEREOF, TOGETHER WITH THE SOUTH 15 FEET OF THE NORTH 55 FEET OF THE WEST HALF OF THE NORTHEAST QUARTER OF THE NORTHEAST QUARTER, ALL IN SECTION 10, TOWNSHIP 2 NORTH, RANGE 4 EAST, GILA AND SALT RIVER BASE AND MERIDIAN, MARICOPA COUNTY, ARIZONA.

**EXHIBIT B
TO
ORDINANCE NUMBER 694**

**TOWN OF PARADISE VALLEY
SPECIAL USE PERMIT FOR THE RITZ-CARLTON, PARADISE VALLEY
SUP-15-01**

I. PROJECT DESCRIPTION

Pursuant to Article XI of the Zoning Ordinance of the Town of Paradise Valley, Arizona (the “Town”), the Town hereby grants to Five Star Development Resort Communities, LLC, an Arizona Limited Liability Company, its successors and assigns (collectively, the “Owner”), this Special Use Permit No. 15-01 (with these Stipulations, the “SUP”) governing the use the Property. All capitalized terms contained herein shall have the definitions set forth in this SUP.

The Property subject to this Special Use Permit is currently owned by the Owner and is comprised of approximately one hundred and five (105) acres located at the northeast corner of Mockingbird Lane and Lincoln Drive in the Town of Paradise Valley, Arizona, as more particularly described on Exhibit A to Ordinance No. 694.

This SUP is referred to throughout as “this SUP” to distinguish it from the prior Special Use Permit governing the use of the Property. The Town enacted Ordinance No. 603 relating to the prior Special Use Permit for the Property in April 2008. This Special Use Permit supersedes and replaces the prior Special Use Permit effective as of the Effective Date. This Special Use Permit is being granted by the Town to permit the development, construction, use and operation of the Property as a resort subject to and in accordance with these Stipulations and the 2015 Development Agreement.

Subject to these Stipulations, the improvements, facilities, and uses authorized to be developed, constructed, used, operated, and maintained on the Property include the following, which are further described below: Principal Resort Hotel with Hotel Keys and Resort Ancillary Facilities and Uses, Resort Villas, Resort Related Luxury Homes, Resort-Branded Homes, Resort Related Attached Residences, Area E Retail/Restaurant Uses on a portion of Area E (with the remainder of Area E to be further defined by an intermediate amendment to this SUP).

II. DEFINITIONS

“2015 Development Agreement” means the development agreement between the Town and the Owner entered into pursuant to A.R.S. § 9-500.05, which is to be executed concurrently with the approval of this SUP, as amended and restated or supplemented in writing from time to time, and all exhibits and schedules thereto.

“Affiliate,” as applied to any person, means any person directly or indirectly controlling, controlled by, or under common control with, that person (or spouse or children of such person, if such person is a natural person). For the purposes of this definition, (i) “control” (including with correlative meaning, the terms “controlling,” “controlled by” and “under common control”), as applied to any person, means the possession, directly or indirectly, of the power to direct or

cause the direction of the management and policies of that person, whether through the beneficial ownership of voting securities, by contract or otherwise, and (ii) “person” means and includes natural persons, corporations, limited partnerships, general partnerships, joint stock companies, joint ventures, associations, limited liability companies, limited liability partnerships, limited liability limited partnerships, trusts, land trusts, business trusts or other organizations, whether or not legal entities.

“Applicable Laws” means all federal, state, county, and local laws (statutory and common law), and ordinances, rules, regulations, permit requirements, and other requirements and official policies of the Town that apply to the development of the Property.

“Approval Date” means the date on which all of the following have occurred: Ordinance 694 is (i) approved (i.e., voted on) by the Town Council of the Town of Paradise Valley, Arizona, and (ii) signed by the Mayor.

“Approved Plans” means those certain plans and other documents certified by the Town Clerk that are listed in Schedule 1 attached hereto and incorporated herein by this reference.

“Area A,” “Area A1,” “Area B,” “Area C,” “Area D,” and “Area E” means those portions of the Property as shown on Page of the Approved Plans. Whenever in these Stipulations a reference is made to an “Area,” such reference is to one or more particular Areas on Page of the Approved Plans.

“Area E Retail/Restaurant Uses” means: one or more full service, sit down restaurants (not a fast food restaurant) and/or a gourmet food shop (such as are operated by Dean & DeLuca or Le Grande Orange) and retail facilities, which are open to the general public, offering for sale goods and merchandise or certain services, such as, a café (such as Starbucks or Coffee Bean); full service salon; jewelry store; art gallery; gift items and apparel, sundries, cosmetics, over the counter pharmaceuticals, housewares and related kitchen wares, furniture; fresh or artificial flower sales; art; jewelry; fashion eyewear, fashion clothing, footwear and apparel; cigar or tobacco products; or newspapers, books and periodicals. Area E Retail/Restaurant Uses specifically excludes the sale of medical marijuana and stores commonly referred to as convenience store, gas station, or minimart (such as Circle K, 7 Eleven, AM/PM Minimart, Quick Trip, or similar brands of retail establishments that sell as the principal part of their business convenience goods, such as prepackaged food items, tobacco, periodicals, and other household goods, collectively “convenience store”); provided that a convenience store does not include a restaurant or gourmet food shop described above selling the foregoing. Except as provided above, Area E Retail/Restaurant Uses does not include establishments that are principally engaged in the provision of services (as opposed to restaurant and retail facilities) that are not subject to the Town’s transaction privilege tax or the gross receipts derived from retail sales activities.

“Brand” means as defined in the 2015 Development Agreement.

“CC&Rs” means one or more sets of conditions, covenants and restrictions applicable to discrete portions of the Property that, among other things, implement provisions of these Stipulations.

“Courtyard Areas” means any residential courtyard areas as defined in Article XXIV of the Town Zoning Ordinance.

“Effective Date” means the date on which all of the following have occurred: (i) this SUP and the 2015 Development Agreement have been adopted and approved by the Town Council, executed by duly authorized representatives of the Town and Five Star, and recorded (if applicable) in the office of the Recorder of Maricopa County, Arizona, and (ii) any applicable referendum period has expired without referral, or any proposed referendum has been declared invalid in a final non-appealable judgment by a court of competent jurisdiction, or this SUP (or the 2015 Development Agreement, as applicable) has been approved by the voters at a referendum election conducted in accordance with Applicable Laws.

“Finished Grade” means that the grade that is no more than two (2) feet above existing grade or as depicted on Page E-7 of the Approved Plans.

“Floor Area” means the area under roof added to the floor area of any second and third story; provided, however that “Floor Area” also includes the horizontal solid portion(s) of trellises and/or open weave roofs, and all the horizontal solid portion of area under roof in accessory buildings such as gazebos, ramadas, and other accessory buildings, and the Courtyard Areas in Area B, Area C, and Area D. Floor Area excludes the floor area of any fully subterranean portions of a building, Courtyard Areas for all structures other than in Area B, Area C and Area D, and the portion of any roof overhangs which are not over useable exterior spaces. In the case of the Principal Resort Hotel, and notwithstanding the preceding sentence, Floor Area includes subterranean portions of buildings that are part of the Principal Resort Hotel and contain areas that are not generally intended to be accessed by the general public and hotel guests, such as, but not limited to kitchens, employee locker rooms, cafeterias and/or break rooms, staff offices, security offices, administrative offices, laundry facilities, storage, maintenance facilities, utility rooms, and other facilities that are typically described as “back of house” facilities. [Note: Five Star needs to eliminate Note 4 on Sheet D-3 of Book 1 as it is not consistent with this.]

“Hotel Key” means a hotel room located in Area A (or other Areas, if applicable), served by a single key, designed, constructed, and maintained with all furnishings, fixtures, and equipment necessary to operate as a single unit for transient occupancy use and used for transient occupancy as part of a Resort Hotel. Each Hotel Key shall have at least one full bath and a direct lockable connection from the exterior or a corridor.

“Hotel Quality Standards” means as defined in the 2015 Development Agreement.

“Minimum Hotel Keys” means the two hundred (200) Hotel Keys included as part of the Principal Resort Hotel and owned by a single legal Owner which also owns the Minimum Resort Hotel Improvements.

“Minimum Resort Hotel Improvements” means the minimum improvements included in the initial design and construction of the Principal Resort Hotel and including not less than all of the following elements:

- (a) The Minimum Hotel Keys, provided that Hotel Keys in excess of the Minimum Hotel Keys may be owned by an Owner(s) other than the Owner of the Principal Resort Hotel;

and providing that at least sixty percent (60%) of the guest rooms in the Hotel Keys shall be two bay suites with minimum ceiling heights of eight feet six inches (8'6"), a walk-in closet, and a five (5) fixture bathroom.

- (b) Two (2) full service restaurants which, together with other restaurants and food service areas, are collectively capable of serving three (3) daily meals and providing room service to the Minimum Hotel Keys.
- (c) At least one (1) swimming pool along with facilities (which may be remote from the pool) intended to provide food and beverage service to Resort Hotel guests at the pool.
- (d) At least one (1) fitness area to accommodate professional-grade exercise machines and related equipment.
- (e) An area or areas for at least one (1) spa, which will provide spa services such as massage services.
- (f) A dedicated reception area to accommodate guest check-in, concierge, and cashier; along with an associated lounge with available food and beverage.
- (g) A dedicated, covered area to accommodate vehicle or passenger drop off (such as valet parking services) for Resort Hotel guests, including a separate ingress and egress route for vehicles.
- (h) A dedicated five (5) division ballroom, a pre function area, board room, and outdoor event space to accommodate meetings and banquets.

“Open Space-Wash Corridor” means an area designated on Page of the Approved Plans as a wash and greenbelt area that is to be improved and used only for open space and shall not be otherwise developed, except for drainage, landscaping and hardscaping.

“Owner” means Five Star Development Resort Communities, LLC, an Arizona limited liability company and its respective successors and assigns, as well as any subsequent owner of any portion or portions of the Property, including but not limited to, an owner of a Resort Hotel, a Resort Villa, a Resort Related Luxury Home, a Resort-Branded Home, a Resort Related Attached Residence, any part of Area E, or one or more combinations thereof. An Owner may be an individual, corporation, partnership, limited liability company, trust, land trust, business trust or other organization, or similar entity, which in turn may be owned by individuals, shareholders, partners, members, or benefitted parties under trust agreements, all of which may take any legal form, and may allocate interests in profits, loss, control or use.

“Principal Resort Hotel” means the Resort Hotel in Area A which is designated as the Principal Resort Hotel, is affiliated with one of the Brands, meets the Hotel Quality Standards, includes the Minimum Resort Hotel Improvements. The Principal Resort Hotel shall be owned by a single legal Owner (provided Hotel Keys in excess of the Minimum Hotel Keys may be owned by another Owner(s)).

“Property” means the real property described in Exhibit A to Ordinance No. 694. The Property is comprised of approximately one hundred five (105) acres of land.

“Resort” means the entire Property and all facilities and other improvements existing, developed or redeveloped and used or useful on the Property in general conformance with this SUP.

“Resort Ancillary Facilities and Uses” means: all facilities and uses related or incidental to the operation of a resort or resort hotel, including specifically, but without limitation: restaurants, bars and lounges; spas and salons; fitness facilities; barbershops; indoor and outdoor meeting, convention, display, exhibit, wedding and social function facilities; sale of food and alcohol (for on or off site consumption); catering facilities; outdoor cooking facilities; outdoor dining facilities; gourmet food shops (offering any combination of cooked, frozen, fresh, prepared or pre-packaged foods, beer, wines, liquors, gifts, fresh fruits and vegetables, groceries, sundries, cosmetics, over the counter pharmaceuticals, housewares, and related kitchen, indoor and/or outdoor dining items); deli, coffee, tea, ice cream, yogurt and similar shops or sales; snack bars; central plant, maintenance shop, engineering facilities, housekeeping facilities, laundry, storage and support facilities; valet and other parking facilities, parking decks, garages and areas; automobile rentals; gift and sundries shops; flower sales; art and art galleries; jewelry and jewelry shops; fashion eyewear, footwear and apparel sales; sale of hotel items such as furniture, bedding, art, toiletries; other resort retail; other resort sales and marketing; travel agency offices; tour and other off-site activity offices; administrative, support and other resort offices including temporary offices and facilities for construction, sales, marketing, and design; indoor and outdoor entertainment facilities; ramadas; pools; cabanas; tents; tennis and other recreational or sport uses and services, amenities, recreational facilities and fitness facilities. Any such use or facility may be within any Resort Hotel or separate building(s) located in Area A or A-1, individually or grouped in one or more buildings or facilities.

“Resort-Branded Homes” means the () residential units in Area C further described in this SUP.

“Resort Hotel” means the hotel to be designed and constructed within Area A or, if applicable, a future hotel to be approved within Area E. Resort Hotels provide accommodations for transient occupants and related facilities and services and any Resort Ancillary Facilities and Uses. The Resort Hotel in Area A shall be the Principal Resort Hotel that at all times contains the Minimum Resort Hotel Improvements (subject to force majeure, remodeling, alteration, reconstruction, redevelopment, and similar events).

“Resort Hotel Manager” means the Owner of any Resort Hotel, including any Affiliate thereof or a third party hotel management company which manages any Resort Hotel. A Resort Hotel Manager may also manage any other portions of the Resort, including but not limited to Resort Villas, Resort Related Luxury Homes, Resort-Branded Homes, Resort Related Attached Residences, and Hotel Keys. If any Resort Hotel Manager is not the Owner of a Resort Hotel (or an affiliate of such Owner), it shall initially be a hotel management company which has not less than five (5) years’ experience managing full service hotels or resorts or which currently manages not fewer than five (5) full service hotels or resorts. If there is more than one (1) Resort Hotel, there may be more than one (1) Resort Hotel Manager. Any Resort Hotel Manager may enter into one or more agreements, and/or designate others to operate, manage, or provide

services to or for one or more different parts, uses, or services within or which are a part of any Resort Hotel, including by Affiliates of such Resort Hotel Manager, or third parties.

“Resort Hotel Owner” means the single legal owner of each Resort Hotel.

“Resort Hotel Rental Program” means a rental management program offered and managed by the Owner of the Principal Resort Hotel (or Affiliate thereof) or a Resort Hotel Manager (or Affiliate thereof), which provides rental management service for a Resort Villa, Resort Related Luxury Home, Resort Related Attached Residence, or Resort-Branded Home where the Owner of such Resort Villa, Resort Related Luxury Home, Resort Related Attached Residence, or Resort-Branded Home elects to include its residence in the Resort Hotel Rental Program.

“Resort Related Attached Residences” means the () residential units in Area D further described in this SUP.

“Resort Related Luxury Homes” means the () residential units in Area B further described in this SUP.

“Resort Sign Guidelines” and “Resort Sign Program” means plans and/or a narrative describing signage for the Resort as described in Stipulation 35.

“Resort Villas” means the () residential units in Area A1 further described in this SUP.

“Special Use Permit” or “SUP” means this Special Use Permit No. 15-01, which includes Schedule 1 and other exhibits thereto and these Stipulations.

“Special Use Permit Guidelines” means special use permit guidelines adopted by the Town and in effect as of the Approval Date.

“Town” means the Town of Paradise Valley, Arizona.

“Town Code” means the Code of the Town of Paradise Valley, Arizona, as amended from time to time.

“Town Manager” means the Town Manager or his designee.

“Zoning Ordinance” means the Town’s zoning ordinance, as amended from time to time.

III. STIPULATIONS

A. GENERAL

1. As of the Effective Date, this Special Use Permit shall supersede and replace any and all prior Special Use Permits related to the Property. Unless and until the Effective Date, the prior Special Use Permit shall remain in effect.

2. This Special Use Permit touches and concerns the land and shall run with the land. Any person having or subsequently acquiring title to any portion of the Property shall be subject to this Special Use Permit, as it applies to the portion of the Property owned thereby and as it may be amended or superseded from time to time.
3. Development of the Resort shall be in substantial conformance with the Approved Plans and these Stipulations.
4. Lot coverage for the Property as a whole shall not exceed that noted in the Land Density Table in Page of the Approved Plans.
5. The use of the Property shall at all times conform to this Special Use Permit and all Applicable Laws, except that if there is a conflict between this Special Use Permit and any provision of the Town Code or Zoning Ordinance or other Town requirement, this Special Use Permit shall prevail, except when otherwise required for health, safety, or welfare reasons.
6. If any section, subsection, sentence, clause, or phrase of this Special Use Permit is for any reason held illegal, invalid, or unconstitutional by the final, non-appealable decision of any court of competent jurisdiction, such decision shall not affect the validity of the remaining portions of this Special Use Permit. The Town and the Owner believe and intend that the provisions of this Special Use Permit are valid and enforceable. In the unlikely event that this Special Use Permit is declared by a court of competent jurisdiction to be invalid or unenforceable, the Principal Resort Hotel (if constructed and as then constructed) may continue to be used and operated as a legal non-conforming use in accordance with these Stipulations until such time as a special use permit or other applicable zoning for the Resort is reissued by the Town for the Property. If (i) there is a court decision finding, holding, or declaring that the 2015 Development Agreement is invalid, either as a whole or with respect to provisions that apply the Resort Unit Revenue Replacement Fee (as defined in the 2015 Development Agreement) to one or more of the following residential units (Resort Villas, Resort Related Luxury Homes, Resort-Branded Homes, or Resort Related Attached Residences) and (ii) such court decision is a final, non-appealable decision or the Town would be required to post a supersedeas or similar bond before appealing such court decision, then each such residential unit for which the Resort Unit Revenue Replacement Fee no longer applies may thereafter be used only as a Hotel Key.
7. In the case of inconsistencies or conflicts between or among these Stipulations and the Approved Plans, these Stipulations shall govern. In the event of a conflict between the text and the diagrams, drawings or other graphic representations contained in the Approved Plans, the text will prevail and control over the diagrams, drawings, and other graphic representations.
8. Mylar versions and electronic versions of all Approved Plans shall be submitted to the Town within thirty (30) days after the Approval Date.

9. No part of the Resort shall be operated as a Time-Share Project as such term is defined by the Town Zoning Ordinance. No part of the Principal Resort Hotel in Area A may be subdivided for purposes of sale or resale.
10. When applicable, all approvals and determinations by the Town Manager referenced herein shall be governed by the Town Code in effect at the date of that determination, except when this SUP specifically references ordinances or requirements in effect as of a specific date (e.g., see definition of Special Use Permit Guidelines).
11. The Town Manager's approval or determination is provided for in several instances in these Stipulations. The Town Manager shall base his approval on standards and criteria set forth in this SUP, the 2015 Development Agreement, the Town Code, and the Zoning Ordinance, as reasonably applicable, with the intent to implement the viable development of the Resort as provided in this SUP and the 2015 Development Agreement. Recognizing that the final design and building permit process for which any particular approval of the Town Manager is sought involves multiple stages, including conceptual, schematic, design development and construction documents, an Owner may seek the approval of the Town Manager at one or more stages of such design. Notwithstanding the foregoing, no construction may occur with respect to any particular element or structure until necessary permits for that element or structure are issued. An Owner may rely upon an approval in proceeding from one stage of design to the next. Although the parties intend that this Special Use Permit, the 2015 Development Agreement, the Zoning Ordinance, and the Town Code state a consistent relationship between them, the parties agree that in the event of a conflict between these documents that the order of priority shall be the (1) Special Use Permit, (2) 2015 Development Agreement, (3) Zoning Ordinance, and (4) Town Code; the parties agree that the higher priority document shall control.
12. If any portion of the property is used in violation of the terms of this Special Use Permit, the Town may, after fair notice, a hearing and a reasonable opportunity to correct, impose a monetary sanction on the then Owner of such portion, in an amount not to exceed the maximum amount allowed for violations of the Town Zoning Ordinance for each day such violation exists, in addition to all other remedies, orders, or sanctions permitted by Applicable Laws, including, at the Town's election, injunctive relief. No such remedy shall be sought from any other Owner or portion of the Property that is not in violation of this Special Use Permit.
13. Unless otherwise stipulated in this Special Use Permit, amendments to this Special Use Permit shall follow the appropriate process outlined in Article XI, Special Uses and Additional Use Regulations, of the Town Zoning Ordinance, as amended.

B. CONSTRUCTION AND DEVELOPMENT STANDARDS

14. All utilities within the Resort shall be underground (excluding certain equipment typically installed above ground, such as transformers, meters, etc., which shall be appropriately screened) and located within appropriate easements. All water and sewage facilities shall be constructed in accordance with plans approved by the Town Manager.

15. No construction permit shall be issued for any construction on the Property until appropriate engineering or architectural plans are submitted to the Town and the issuance of such construction permit for that particular activity is approved by the Town Manager. Submitted plans shall be required to meet the building code most recently adopted by the Town. However, the Town may issue approvals and/or permits to salvage native plants and stage or prepare the job-site for work with fences, trailers, dumpsters, sanitation, water tanks, material storage, erosion control and dust control measures, and the like, without engineering or architectural plans.
16. During the period of demolition or construction of new improvements, signs shall be posted on the Property (or at the entrance to a particular phase) indicating the name and phone number of a person the public may contact with construction-related concerns. Sign details such as the sign size, height, and location shall be reviewed and approved by the Town Manager.
17. All new construction shall satisfy all fire department requirements for each component of work (which may include temporary fire protection facilities) prior to the issuance of any building permit for such work.
18. Prior to the issuance of a certificate of occupancy for any individual structure, adequate fire, emergency, and other vehicle access and adequate fire service shall be provided for such structure and the particular phase of development in which such structure is located, as determined by the Town Manager.
19. Interiors of the Principal Resort Hotel structure may be remodeled at any time without an amendment to this Special Use Permit so long as such remodeling does not increase or decrease the number of Hotel Keys, the remodeled Principal Resort Hotel continues to comply with the Hotel Quality Standards, the Principal Resort Hotel continues to include the Minimum Resort Hotel Improvements, and appropriate building permits are obtained when required by the Town Code.
20. One or more locations within the Resort as approved by the Town Manager may be improved and used as a marketing center for the sales and marketing of the Resort until such time as all construction has been substantially completed and all Resort Villas, Resort Related Luxury Homes, Resort-Branded Homes, and Resort Related Attached Residences have been initially sold.
21. Temporary construction driveway locations are subject to the approval by the Town Manager and are limited to locations on Lincoln Drive and/or Indian Bend Road east of the existing traffic circle.
22. If vertical construction has not commenced within an Area that has been otherwise disturbed by grading or other construction work by a date that is five (5) years after the Approval Date, any such disturbed portion within such Area shall be stabilized and/or landscaped to minimize dust.
23. The Resort Hotel Owner shall submit a construction schedule prior to the issuance of any building permits for a structure to ensure compliance with all Town ordinances and in

order to minimize construction nuisances. This construction schedule shall include the following:

- a. Dust and noise control measures
- b. Vehicle/equipment storage/parking
- c. Construction days/hours
- d. Location of staging area for construction supplies/equipment
- e. Location of any construction trailers and sanitary facilities
- f. Location of on-site construction-materials/debris storage
- g. Location of fire lanes during the construction period
- h. The approximate beginning and ending dates for construction of structures
- i. All construction related parking and storage must be contained within the boundaries of the Property and on the adjacent property within the City of Scottsdale owned by Owner.

24. Consistent with the phasing requirements and limitations contained within the 2015 Development Agreement, the Owner shall arrange for construction phasing within an Area (or Areas combined) on the Property in the following sequence:

- a. Commence native plant salvage, dust and erosion control measures, job-site mobilization and set-up, and the like.
- b. Begin storm water pollution prevention plan and measures.
- c. Upon completion of the salvage, erosion and dust control, job-site mobilization, and set-up, commence utility and street civil improvements and site work.
- d. Upon substantial completion of, or in conjunction with, the utility and street and civil improvements, commence perimeter walls, and perimeter landscaping (outside the perimeter walls) of the Property along Lincoln Drive, Mockingbird Lane, and Indian Bend Road.
- e. Upon substantial completion of above, vertical building improvements for Areas A1, B, C, and D may commence in accordance with the provisions and limitations stated in the 2015 Development Agreement.

25. Subject to requirements for construction of the horizontal or vertical improvements, construction access, emergency vehicle access, erosion control, storm water pollution prevention control, dust control and other measures, portions of the perimeter wall and

landscaping may be postponed or re-opened for construction or access, subject to approval by the Town Manager.

26. During construction and development of the Resort, temporary sales and marketing signs may be posted on the Property consistent with a temporary sign program to be submitted by the Owner and approved by the Town Manager.
27. During grading and construction, the Owner shall sweep the streets adjacent to the Property and any other public streets in the Town directly affected by development on the Property using a PM-10 or equivalent capable street sweeper at least three (3) times a week or more, as required by the Town Manager.
28. Screening of any backflow preventer, transformer, or other similar equipment visible from Lincoln Drive, Mockingbird Lane, or Indian Bend Road shall be required and the precise location of such equipment and screening shall be approved by the Town Manager and the utility provider.
29. Stand-alone accessory and service structures over six (6) feet in height (as defined in the Special Use Permit Guidelines) in Areas A and A1, and guard houses in Areas B and C, each limited to eight-hundred (800) square feet of Floor Area, may be added to the Approved Plans, provided that the total square footage of all the accessory and service structures added together does not exceed fifteen thousand (15,000) square feet of Floor Area, such additions to be provided to the Town Manager as a revised conceptual site plan. Stand-alone accessory and service structures cannot exceed sixteen (16) feet in height and must be set back a minimum of forty (40) feet for any accessory structure and sixty (60) feet for any service structure from any rights-of-way or residential property lines and ten (10) feet from any non-residentially zoned property.
30. Accessory structures that do not exceed six (6) feet in height above finished grade (raising the finished grade by placing fill solely for the purpose of adding additional height is prohibited) in Areas A and A1, including, but not limited to, pools, barbeques, fire pits, fireplaces, water features, and other accessory structures, shall be allowed within the boundaries of Areas A and A1, subject to approval by the Town Manager. These accessory structures shall not count towards the fifteen thousand (15,000) square feet of additional Floor Area for stand-alone accessory structures and service structures over six (6) feet in height provided for in Stipulation 29 above.
31. All outdoor lighting not visible off site shall meet the Special Use Permit Guidelines. All outdoor lighting (including fixtures, light source, etc.) visible off site shall be approved through a minor amendment to this Special Use Permit. If the Town receives a complaint from an offsite owner that a lamp or lighting or illumination device within an outdoor light fixture is visible from outside the Property, the Town Manager may inspect the Property and require the Owner of such lighting fixture to shield such light source if the light emitting element is visible from outside the Property.
32. Except as otherwise allowed by Federal or State requirements, antenna and satellite dishes are permitted, as follows:

- a. Satellite dishes must not be located above the roof line. Satellite dishes and antennas greater than twenty-four (24) inches in diameter are permitted, provided that they are not mounted on the roof and meet all Town Code requirements, including full screening of equipment from view from the public right-of-way or properties not part of this Special Use Permit
 - b. All wiring shall be contained within a structure, conduit, or underground.
33. Cellular and other wireless transmission antennas are permitted, provided that they comply with this Special Use Permit and all applicable Town ordinances, specifically including the requirement to obtain a conditional use permit pursuant to Article XI of the Zoning Ordinance, as amended; but further provided that no conditional use permit is required for cellular antennas located in the primary structures of the Principal Resort Hotel. Any cellular antennas shall be designed as integrated architectural features within the structures on the Property and any screening shall be in the same finish and color as the structure on which it is located. There shall be no unscreened projections of cellular antennas on any building above the roofline. Any lease agreement with a wireless operator will specifically allow entry by the Town and its agent for the purpose of inspection and compliance with Town ordinances and will require compliance with Article XII, Personal Wireless Service Facilities, of the Town Zoning Ordinance or any successor ordinance.
34. The final design for Indian Bend Road, Mockingbird Lane, and the Visually Significant Corridor of Lincoln Drive shall be submitted and approved pursuant to the terms of the 2015 Development Agreement.
35. Subsequent to the Approval Date, Owner shall submit comprehensive Resort Sign Guidelines for the overall Resort for review and approval as a minor amendment to this SUP.
36. Perimeter landscaping plans shall be submitted for review and approval pursuant to the terms of the 2015 Development Agreement.

C. DEVELOPMENT AREAS

AREA A – RESORT HOTEL AND RESORT ANCILLARY FACILITIES AND USES

37. Area A may only be improved with a Resort Hotel, which shall be the Principal Resort Hotel, and Resort Ancillary Facilities and Uses. No part of Area A may be subdivided with plats or maps for the purpose of sale or resale. The Principal Resort Hotel shall: include the Minimum Resort Hotel Improvements; comply with the Hotel Quality Standards; and comply with the height, setback, and Floor Area limitations as shown on Page of the Approved Plans Approved Plans.
38. All mechanical equipment, including pool and fountain equipment, shall be screened so that it is not visible from Paradise Valley properties not a part of this Special Use Permit and from Paradise Valley public rights-of-way. All pool heaters are to be low-profile in configuration. Mechanical equipment and mechanical equipment screens shall be

included in the total height of any structure they are attached to. If applicable, mechanical screening may provide the necessary noise attenuation for any mechanical equipment. All mechanical equipment, along with any screens used for attenuation of noise, shall comply with the allowable noise levels as defined in the Town Code provisions relating to noise, as it is amended from time to time. Noise measurement shall include any installed screening or other attenuation devices.

39. The hours of public operation for the Resort Hotel shall be twenty-four (24) hours per day, seven (7) days a week, except for the hours and operational standards set forth below:
- a. Indoor bars/lounges: 6:00 a.m. to close per state statute.
 - b. Outdoor banquets, receptions, weddings, and socials: 6:00 a.m. to 2:00 a.m.
 - c. Spa & fitness facilities: Outside members limited to 5:00 a.m. to midnight; and resort guests up to twenty-four (24) hours a day.
 - d. Trash pickup: 7:00 a.m. to 7:00 p.m.

AREA A1 – RESORT VILLAS

40. Area A1 may only be improved with up to [REDACTED] () single-family residential Resort Villas and uses incidental or accessory thereto (specifically including the restaurant uses shown in Page D-3 of the Approved Plans), as well as common areas and common use facilities and/or amenities, provided that the Resort Villa plans comply with the height, setback, and Floor Area limitations shown on Page [REDACTED] of the Approved Plans. Each owner of a Resort Villa may occupy it, or permit its family and guest(s) to occupy it, or make it available for residential uses. In addition, each Owner of a Resort Villa may voluntarily participate in the Resort Hotel Rental Program and make its Resort Villa available for transient occupancy uses or hospitality uses, at its sole option, under the terms and conditions of the Resort Hotel Rental Program, provided, however, that any rental of any Resort Villa shall only be done through the Resort Hotel Rental Program. The principal guest of a Resort Villa in the Resort Hotel Rental Program shall register with the Principal Resort Hotel. Nothing shall prohibit a Resort Villa from being sold (and thereafter resold) to a third party, or parties, and used as provided herein.

41. Resort Villas are subject to the following requirements:

- a. Resort Villas shall be constructed in conformance with the development standards set forth in this Special Use Permit.
- b. Resort Villas in the Resort Hotel Rental Program must always meet the Hotel Quality Standards for the Principal Resort Hotel.
- c. Rental of Resort Villas will be processed through the Resort Hotel Rental Program or other similar mechanism where the Principal Resort Hotel can track all rental activity.

- d. Each floor of a building containing Resort Villas must contain a housekeeping closet and room service pantry.
- e. Each Resort Villa must have locking entrance doors tied to a remote master key system located at the guest reception area of the Principal Resort Hotel, which system is capable of issuing new key cards for each Resort Villa as it is rented and cancelling key cards upon expiration of the rental term.
- f. Each Resort Villas must be connected to a master television system as would typically be found in a full service luxury resort hotel.
- g. Each Resort Villas must be connected to a master telephone or voice over internet protocol (VOIP) system that allows intra-system calls to the front desk, concierge, housekeeping, room service, and other hotel services, as typically found in a luxury resort hotel.

AREA B – RESORT RELATED LUXURY HOMES

42. Area B may only be improved with up to [REDACTED] () detached single-family residential Resort Related Luxury Homes and uses incidental or accessory thereto, as well as common areas and common use facilities and/or amenities, provided that all such improvements comply with the height, setback, and Floor Area limitations shown on Page [REDACTED] of the Approved Plans. Each owner of a Resort Related Luxury Home may occupy it or permit its family and guest(s) to occupy it, or make it available for residential uses. In addition, each Owner of a Resort Related Luxury Home may voluntarily participate in the Resort Hotel Rental Program and make its Resort Related Luxury Home available for transient occupancy uses or hospitality uses, at its sole option, under the terms and conditions of the Resort Hotel Rental Program, provided, however, that any rental of any Resort Related Luxury Home shall only be done through the Resort Hotel Rental Program. The principal guest of a Resort Related Luxury Home in the Resort Hotel Rental Program shall register with the Principal Resort Hotel. Nothing shall prohibit a Resort Related Luxury Home from being sold (and thereafter resold) to a third party, or parties, and used as provided herein. [NOTE: MINIMUM SIZE OF LOTS ON THE EXTERIOR OF 15,000 SF AND HEIGHTS OF THE EXTERIOR LOTS NEEDS TO BE CLARIFIED IN THE PAGES OF THE APPROVED PLANS.]
43. Resort Related Luxury Homes are subject to the following requirements:
- a. Resort Related Luxury Homes shall be constructed in conformance with the development standards set forth in this Special Use Permit.
 - b. Additional walls not shown on the Approved Plans may be constructed on the lot within enclosed private yards, provided they do not exceed six (6) feet in height.
 - c. Air conditioners may be installed on roofs, provided they shall be screened and noise attenuated so as to comply with the allowable noise levels as defined in the Town Code provisions relating to noise, as it is amended from time to time. Noise

measurement shall include any installed screening or other attenuation devices. Such screening shall be included in the overall height of the structure.

- d. All outdoor lighting shall comply with Town ordinances.
- e. A minimum of thirty-three (33) percent of the aggregate of all enclosed yard areas within a lot shall be open, planted, or pervious.
- f. Accessory structures that do not exceed six (6) feet in height above finished grade, including, but not limited to, pools, barbeques, fire pits, fireplaces, water features and other accessory structures, shall be allowed within the boundaries of each lot, provided they are located in a rear yard screened from public streets. Accessory structures over six (6) feet above finished grade (or under six (6) feet in height but not in an enclosed yard), which may include casitas, gazebos, trellises, and patio covers, shall be allowed on each lot, provided that they comply with the Floor Area limitations shown on Page of the Approved Plans, are limited to sixteen (16) feet above finished grade, and comply with the following setbacks:
 - i. Front yard – ten (10) feet
 - ii. Side yard – five (5) feet
 - iii. Side yard that abuts a street – ten (10) feet
 - iv. Rear yard – ten (10) feet
- g. Accessory structures containing livable square footage shall meet the setbacks for the main home and may not exceed sixteen (16) feet in height as measured from finished grade.
- h. House-mounted basketball backboards and pre-fabricated storage sheds shall not be permitted.

AREA C – RESORT-BRANDED HOMES

44. Area C may only be improved with up to () detached single-family residential Resort-Branded Homes and uses incidental or accessory thereto, as well as common areas and common use facilities and/or amenities, provided that all such improvements comply with the height, setback, and Floor Area limitations shown on Page of the Approved Plans. Each owner of a Resort-Branded Home may occupy it, or permit its family and guest(s) to occupy it, or make it available for residential uses. In addition, each owner of a Resort-Branded Home may voluntarily participate in the Resort Hotel Rental Program and make the home available for transient occupancy uses or hospitality uses, at their sole option, under the terms and conditions of the Resort Hotel Rental Program. Nothing shall prohibit a Resort-Branded Home from being sold (and thereafter resold) to a third party, or parties, and used as provided herein. . [NOTE: MINIMUM SIZE OF LOTS ON THE EXTERIOR OF 15,000 SF AND HEIGHTS OF

THE EXTERIOR LOTS NEEDS TO BE CLARIFIED IN THE PAGES OF THE APPROVED PLANS.]

45. Resort-Branded Homes are subject to the following requirements:

- a. Resort-Branded Homes shall be constructed in conformance with the development standards set forth in this Special Use Permit.
- b. Resort-Branded Homes in the Resort Hotel Rental Program must always meet the requirements of the Brand for the Principal Resort Hotel.
- c. Additional walls not shown on the Approved Plans may be constructed on a lot within enclosed private yards, provided they do not exceed six (6) feet in height.
- d. Air conditioners may be installed on roofs, provided they shall be screened and noise attenuated so as to comply with the allowable noise levels as defined in the Town Code provisions relating to noise, as it is amended from time to time. Noise measurement shall include any installed screening or other attenuation devices. Such screening shall be included in the overall height of the structure.
- e. All outdoor lighting shall comply with Town ordinances.
- f. A minimum of thirty-three (33) percent of the aggregate of all enclosed yard areas within a lot shall be open, planted, or pervious.
- g. Accessory structures that do not exceed six (6) feet in height above finished grade, including, but not limited to, pools, barbeques, fire pits, fireplaces, water features and other accessory structures, shall be allowed within the boundaries of each lot, provided they are located in a rear yard screened from public streets. Accessory structures over six (6) feet above finished grade (or under six (6) feet in height but not in an enclosed yard), which may include casitas, gazebos, trellises, and patio covers, shall be allowed on each lot, provided they comply with the Floor Area limitations shown on Page [redacted] of the Approved Plans, are limited to sixteen (16) feet above finished grade, and comply with the following setbacks:
 - i. Front yard – ten (10) feet
 - ii. Side yard – five (5) feet
 - iii. Side yard that abuts a street – ten (10) feet
 - iv. Rear yard – ten (10) feet
- h. Accessory structures containing livable square footage shall meet the setbacks for the main home and may not exceed sixteen (16) feet in height as measured from finished grade.

- i. House mounted basketball backboards, and pre-fabricated storage sheds shall not be permitted.

AREA D – RESORT RELATED ATTACHED RESIDENCES

46. Area D may only be improved with up to [REDACTED] () attached single-family residential Resort Related Attached Residences and uses incidental or accessory thereto, as well as common areas and common use facilities and/or amenities, provided that all such improvements comply with the height, setback, and Floor Area limitations shown on Page [REDACTED] of the Approved Plans. Each owner of a Resort Related Attached Residence may occupy it or permit its family and guest(s) to occupy it, or make it available for residential uses. In addition, each Owner of a Resort Related Attached Residence may voluntarily participate in the Resort Hotel Rental Program and make its Resort Related Attached Residence available for transient occupancy uses or hospitality uses, at its sole option, under the terms and conditions of the Resort Hotel Rental Program, provided, however, that any rental of any Resort Related Attached Residence shall only be done through the Resort Hotel Rental Program. The principal guest of a Resort Related Attached Residence in the Resort Hotel Rental Program shall register with the Principal Resort Hotel. Nothing shall prohibit a Resort Related Attached Residence from being sold (and thereafter resold) to a third party, or parties, and used as provided herein.
47. Resort Related Attached Residences are subject to the following requirements:
 - a. The Resort Related Attached Residences shall be constructed in conformance with the development standards set forth in this Special Use Permit.
 - b. Accessory structures that do not exceed six (6) feet in height above finished grade, including, but not limited to, barbeques, fire pits, fireplaces, water features and other accessory structures, that are not over one hundred and fifty (150) square feet in size, not shown on the Approved Plans may be constructed on a lot when otherwise in compliance with this Special Use Permit.

OPEN SPACE-WASH CORRIDOR

48. The Open Space-Wash Corridor shown on Page [REDACTED] of the Approved Plans is intended to be improved and used only for stormwater conveyance and detention, public trails, benches, and permanent open space and shall not be otherwise developed, except for landscaping and hardscaping, including but not limited to: pathways, seat walls, benches, sculptures, entry monument signage, water features and storm water detention systems. Public access to the Open Space-Wash Corridor may only be restricted when flooding or other conditions exist so as to require such restrictions in order to protect the health, safety, and welfare of the public. No roadways or other vehicular access shall be permitted on or across the Open Space-Wash Corridor, aside from temporary access in order to perform landscape maintenance and other related maintenance. No parking of vehicles shall be permitted on any portion of the Open Space-Wash Corridor.

AREA E – RETAIL APPROVAL AND FUTURE RESERVED APPROVAL AREA

49. Uses and Future Approval Process for Area E:

- a. Area E may only be improved at this time with Area E Retail/Restaurant Uses. No part of Area E may be subdivided with plats or maps for the purpose of sale or resale unless allowed pursuant to an intermediate amendment to this SUP as provided in subsection (b) below. All improvements to Area E shall comply with the height, setback, parking requirements, and Floor Area limitations shown on Page [redacted] of the Approved Plans.
- b. Future improvements to Area E shown as "X" on Page [redacted] of the Approved Plans shall only be allowed as permitted by an intermediate amendment to this SUP (as provided in Article XI of the Zoning Ordinance). The Town and Owner anticipate Area E may include the following uses: Resort Hotel, resort-related retail, and resort-related health services. No use shall be deemed approved unless and until the intermediate amendment referenced above is obtained. The intermediate amendment to the SUP shall first be required before the square footage approvals for each of these uses is determined, as well as the heights, setbacks, and locations of each such use. Processing of any plat approval or building permits for the portion of Area E shown as "X" on Page [redacted] the Approved Plans shall not be permitted until after the intermediate amendment has been processed by the Town. [FUTURE OR RESERVED AREA E NEEDS TO BE SHOWN ON THE APPROVED PLANS AND THE APPROPRIATE LABEL INSERTED HERE.]

D. TEMPORARY USES/EASEMENT/MAINTENANCE

50. Temporary tents or pavilions may be erected in the locations shown on Page [redacted] of the Approved Plans, provided that such temporary tents or pavilions shall not remain erected for more than sixteen (16) consecutive days per event. No tent shall be higher than twenty-four (24) feet above finished grade.
51. Special events shall be permissible, with or without temporary tents or pavilions, provided these events are in accordance with the Article 8-8, Special Events on Private Property and Public Rights-of-Way, of the Town Code, with the following conditions:
 - a. As allowable in said Article 8-8, Special Use Permit properties are exempt from the Special Event permit review process provided that such exempted events are limited to the type of activities that are customary and incidental to the primary uses of this Special Use Permit and any temporary tents or pavilions comply with Stipulation [redacted].
 - b. Exemption from the Special Event permit review process does not exempt the Owner from any applicable required permit inspections related to public health, safety, and welfare by the Town, the State of Arizona, or other applicable jurisdiction. Town permit inspections are determined as follows:
 - i. A permit from the Town Fire Marshal, or designee, shall be required for any structure or tent having an area in excess of two hundred (200) square feet or a canopy in excess of four hundred (400) square feet.

- ii. Review by the Town Community Development Department shall be required for the provision for and location of any portable restroom facilities.
- c. Any temporary tents or pavilions not in the locations shown on Page of the Approved Plans may be approved in accordance with Article 8-8-10, Procedure for Review of Application and Appeal of Decision, of the Town Code.
- d. Temporary tents or pavilions must meet a minimum setback of forty (40) feet to the exterior property line of the Property.

Placement of any temporary tent or pavilion shall have no adverse impact on parking or circulation.

52. The following stipulations shall be set forth in easements and/or CC&Rs or other recorded instruments (which may include recorded plats or maps), to be recorded on (or otherwise encumber title to) the Resort or such part thereof for which such stipulation is germane. Such recordation shall occur concurrently with or prior to recordation of any applicable final plats or final maps as the case may be for a particular phase of development. As a condition to approval of final plats or final maps, such recorded instruments (other than the plat or map itself) shall be approved by the Town Manager. Easements within any lot or parcel will not affect setback measurements or determination of lot areas. Any lot within an Area can provide (by easement or otherwise) parking, drives, utilities, and signs for another lot within an Area, including lots owned by different Owners.

a. Easements

- i. Vehicular and pedestrian access easements providing access to public rights-of-way as reasonably determined by the Owner and benefiting all Owners within the Resort shall be dedicated and maintained. The adequacy of such easements shall be reasonably approved by the Town Manager.
- ii. Utility and drainage easements shall be dedicated to the utility provider, the Town, and/or the Owner as the case may be, as reasonably determined by the Town Manager. Any such easement shall be maintained in accordance with applicable requirements of the utility or the Town, as applicable. Where required by law, such easements shall be shown on the final plats or final maps.

b. General Maintenance Rights and Responsibilities

- i. The Resort may be developed in one or more phases as provided in the 2015 Development Agreement. A general infrastructure plan for each phase shall be formulated by each Owner which shall set forth common elements for roadways, utilities (including fire service), lighting, gates, landscape, walls and other elements for the use, benefit, enjoyment and safety of all of Owner's guests, employees and other invitees of the Resort. Some of such common elements may benefit all phases of the Resort, while others may serve only one or more phases of the Resort.

- ii. A maintenance, repair, and replacement regime shall be formulated by Owner(s) and incorporated into one or more CC&Rs, which shall be a first priority lien (junior only to existing matters of record other than monetary liens and the 2015 Development Agreement) on the Resort or each particular phase, as the case may be. Said regime shall provide for governance through a master developer of the Resort or of a phase, or through an authorized or duly formulated association of certain, some, or all Owners of the Resort or phased parts thereof. Said regime shall set forth and contain the minimum following elements:
 - (a) All exterior portions of all structures and all roadways, parking areas, landscaping, walls, pools and lighting shall be kept and maintained in a first class condition, commensurate with a mixed use resort project serving multiple uses and Owners so that each part is benefited by the first class condition of each other part.
 - (b) Adequate and reasonable assessments shall be made of each Owner to reasonably fund estimated budgets for the maintenance, repair, replacement, and care of the completed Resort and/or each phase thereof.
 - (c) A governance mechanism to protect all Owners and insure the reasonable and adequate maintenance of all components of all phases of the Resort, including the power to access and enter upon the property of another for the purpose of enforcing the regime.
 - (d) Architectural guidelines to insure that the requirements of this Special Use Permit are adhered to in the initial and any redevelopment of the Resort. Such architectural guidelines may be administered through an Owner as master developer of the Resort or phase therein, a master association for the Resort, or an association for a particular phase as the case may be, it being the intention of the Town that the Resort be developed in a cohesive, cooperative and harmonious manner which adheres to the requirements of this Special Use Permit and such other requirements Owner may formulate from time to time.
53. The streets and drives within the Property shall be constructed and maintained by the Owner. A covenant will be recorded on the Property (which may be set forth in the CC&Rs) providing the Town with a right to perform repair of streets, drives, and parking lots within the Property, which shall run with the land and shall be binding thereon. In the event that the Town Manager finds that the streets and drives within the Property are not reasonably maintained, the Town may give the Owner of the affected area a written notice to undertake appropriate maintenance to cure such condition. If the condition remains uncured for thirty (30) days after notice thereof in writing to the Owner by the Town, or if the condition is such that it cannot be reasonably corrected within thirty (30) days, the correction thereof not having been commenced and thereafter diligently prosecuted within thirty (30) days from receipt of such written notice, the Town may enter the Property and perform such work necessary to cure the condition. The Town may assess the actual costs and expenses related to such work against the Owner of the

streets and drives and such Owner shall remit payment to the Town within thirty (30) days after receipt of an invoice together with the reasonable supporting materials from the Town. If the Owner fails to remit such payment within the thirty (30)-day period, the Town may file a lien against the Property for any such unpaid amount due to the Town and enforce such lien as provided by Arizona law.

E. PARKING AND CIRCULATION

54. Parking shall meet or exceed the parking requirements set forth on in the parking study incorporated into the Approved Plans. Any change in use of the Resort that increases the parking demand over the parking requirements set forth in the parking study incorporated into the Approved Plans must be approved as a minor amendment to this Special Use Permit. **[NOTE: PARKING STUDY MUST BE INCLUDED WITH BOOK 1 IN THE SET OF APPROVED PLANS.]**
55. All contracts between the Resort Hotel Owner and any valet company or other parking company shall include an acknowledgment and agreement that such company shall not park any vehicles on public streets in the Town. Buses and other vehicles may be used to shuttle guests or employees to or from parking areas not located on the Resort, and between the Resort and other destinations (e.g., airport, shopping facilities, golf courses, attractions, etc.). Any catering agreement between Resort Hotel Owner and any resident or guest booking events at the Resort shall include an acknowledgement and agreement that catering vehicles may not park on public streets in the Town.
56. Unlicensed support vehicles (i.e., golf carts, utility vehicles, etc.) may be used to transport guests and residents and provide services to any Area of the Resort, but shall not be used or parked on any public street.
57. All designated fire lanes shall maintain a vertical clearance of fourteen (14) feet above finished grade and a horizontal clearance of twenty (20) feet to allow passage of emergency vehicles, and must meet all current Arizona Department of Transportation standards. Emergency access points are only to be utilized for emergency vehicles; no deliveries or other use of emergency access points is allowed.
58. At any time when the parking demand within the Resort is expected to exceed onsite capacity, the Owners of the affected areas shall initiate a parking management plan, which may include valet parking or offsite parking arrangements (but not the use of parking on any public street within the Town).
59. All streets, drives, sidewalks, and paved areas constructed shall remain private; provided, however, that all new streets constructed shall be in compliance with Page **11** of the Approved Plans and shall be of adequate width and design, as determined by the Town, to permit the provision of fire and police protection to the Property.
60. The eight (8) feet wide public trail located in the Open Space Corridor shall remain ungated and unobstructed at all times. The trail must meet Americans with Disabilities Act requirements.

61. Proposed guardgates and guardhouses shall be in the general locations shown on the Resort Wall Master Plan to be approved by the Town Manager and must meet the standards of the Special Use Permit Guidelines and the Zoning Ordinance.
62. All proposed cul-de-sacs in Areas B and C shall have a right-of-way radius of not less than forty-five (45) feet with an improved traffic circle having a radius of not less than forty (40) feet.
63. No loading, truck parking, trash containers, or outdoor storage area shall be located within one hundred (100) feet of residentially zoned property outside of the Property's boundaries. All such areas shall provide visual and noise screening to minimize impacts on adjacent residential property.

F. MANAGEMENT

64. There shall be at least one person at the Resort at all times who has been thoroughly briefed on the provisions of this Special Use Permit and who has the authority to resolve all problems related to compliance with this Special Use Permit. All calls from Town residents to the Town or Resort regarding noise or disturbances shall be referred to and addressed by such person(s). Maintenance of the Resort in general, and all common areas specifically, shall be coordinated through a single unified management entity, which may be the Owner of the Principal Resort Hotel or a master association of Owners.
65. At all times, the Property shall remain under unified management through a master association and shall be operated as an integrated resort facility. There may be sub-associations relating to specific Area(s) within the overall Property.

G. COMMUNITY OUTREACH

66. Subsequent to the approval of this Ordinance, the Owner shall implement the Community Outreach Plan set forth on Schedule 2.

**SCHEDULE 1
TO
THE RITZ-CARLTON STIPULATIONS**

Approved Plans

The Approved Plans consist of Book 1 to SUP-15-01, that book entitled as “ ” and dated along with the Parking Study Book and the Traffic Study Book. This document is on file at the Town of Paradise Valley Clerk’s Office and may be viewed during normal business hours. [NOTE: NEED TO GET FINAL PLANS AND BOOKS FROM FIVE STAR IN ORDER TO ACCURATELY DESCRIBE THEM HERE.]

**Town Hall
6401 E. Lincoln Drive
Paradise Valley, AZ 85253**

**SCHEDULE 2
TO
THE RITZ-CARLTON STIPULATIONS**

Post-Approval Community Outreach Plan

Subsequent to approval of SUP 15-01, the Owner will keep neighbors apprised of the status of the project at follows:

1. The Owner will send a quarterly report to Paradise Valley property owners within one thousand (1,000) feet of the subject property, advising them of current status, any changes, and anticipated construction commencement dates if known.
2. These quarterly reports will continue during construction in Areas A, A1, and D and include anticipated construction schedules and progress.
3. There will be two annual reports upon completion of construction in Areas A, A1, and D. The first of these will announce that construction is complete and the second, approximately one year later, will indicate that the post-approval communication process has been completed.

Each communication will contain a name and contact information for the Owner (which may vary depending on the project status at the time) so that any neighbors with a question or concern will be able to contact a Resort representative with their question or concern.



Action Report

File #: 15-307

TO: Mayor Collins and Town Council Members

FROM: Kevin Burke, Town Manager
Dawn Marie Buckland, Director of Administration & Govt Affairs
Christine Covell-Granberg, Sr. Financial Analyst

DATE: November 30, 2015

DEPARTMENT: Administration and Government Affairs Department

AGENDA TITLE:

FY15 Comprehensive Annual Financial Report (CAFR) and associated financial reports.

Council Goals or Statutory Requirements:

Develop a long term sustainable budget
Develop and advance a Capital Improvement Program
Prioritize public engagement and transparency

RECOMMENDATION:

Adopt Resolution Number 1342 and Receive and file the FY15 Comprehensive Annual Financial Report (CAFR) and associated financial reports.

SUMMARY STATEMENT:

The accounting firm of CliftonLarsonAllen LLP conducted the annual financial audit and concluded the Town's financial statements present fairly in all material respects, the financial positions of the governmental activities, each major fund, and the aggregate remaining fund information for the Town of Paradise Valley.

BUDGETARY IMPACT:

None

ATTACHMENT(S):

FY15 CAFR, financial reports, and Management letters
Resolution

RESOLUTION NUMBER 1342

**A RESOLUTION OF THE MAYOR AND COUNCIL OF
THE TOWN OF PARADISE VALLEY, ARIZONA
ACCEPTING THE FY 2014-15 COMPREHENSIVE
ANNUAL FINANCIAL REPORT (CAFR) AND
ASSOCIATED FINANCIAL REPORTS**

WHEREAS, the Town of Paradise Valley endeavors to manage its financial affairs in a prudent and professional manner, consistent with Generally Accepted Accounting Principles and Practices; and

WHEREAS, an annual audit conducted by independent auditors is an essential method to ensure this goal of fiscal prudence is met; and

WHEREAS, the accounting firm of CliftonLarsonAllen LLP conducted the audit and concluded the Town's financial statements present fairly in all material respects, the financial positions of the governmental activities, each major fund, and the aggregate remaining fund information of the Town of Paradise Valley; and

NOW, THEREFORE, BE IT RESOLVED by the Town Council of the Town of Paradise Valley, Arizona, as follows.

Section 1. The Town Council does hereby accept the SAS 114 Communication with Governance, Comprehensive Annual Financial Report, Annual Expenditure Limitation Report, Highway User Revenue Fund (HURF) Report, SAS 115 Internal Control Communication for the fiscal year ending June 30, 2015 incorporated herein by reference.

PASSED, ADOPTED AND APPROVED by the Town Council of the Town of Paradise Valley this 3rd day of December 2015.

Michael Collins, Mayor

ATTEST:

Duncan Miller, Town Clerk

APPROVED AS TO FORM:

Andrew M. Miller, Town Attorney

Town of Paradise Valley Financial Audit for the Fiscal Year Ended June 30, 2015

Dennis J. Osuch, CPA
Partner
December 3, 2015



What is an Audit?

Examine and verify management's assertions...provide an opinion

Includes findings & recommendations

Auditors evaluate risk

Auditors work for and should communicate results to the governing board (City Council)

The Reporting Package

1. Communication to Governance

2. Comprehensive Annual Financial Report (CAFR) – Includes audit opinion

3. Annual Expenditure Limitation Report

4. HURF Report

5. Internal Control Communication

Comprehensive Annual Financial Report (CAFR)

- Components of the CAFR
 - Basic financial statement (audit opinion)
 - Combining and individual fund financial statements and schedules (“in-relation-to” opinion)
 - Required supplementary information, statistics section, and introductory section (Disclaimer)

**We rendered an Unmodified Opinion
on the Financial Statements**

Annual Expenditure Limitation Report

- Provide an opinion on the Town's compliance with the Uniform Expenditure Limitation Reporting requirements. (Examination Report)
- The Annual Expenditure Limitation Report (AELR) provides a reconciliation of the GAAP basis financial statements to the basis of accounting used for the AELR.

**We rendered a clean opinion on the Annual
Expenditure Limitation Report**

Audit Findings (in plain English)

- Deficiency – either an error occurred or the design of the Organization’s internal controls may not prevent or detect an error
- Significant Deficiency – a deficiency occurred, but it is not material and in all likelihood would not cause something to be materially misstated, but it’s important enough that it should be reported to governance
- Material Weakness – a deficiency is present and it is either material or it could cause a material misstatement

Internal Control Communication - 1

Material Weakness

- Material adjustments were recorded to properly record the financial statements in accordance with GAAP.

Recommendation: Management should review its year end closing procedures to ensure the closing procedures include a reconciliation of all significant account balances and a review of the general ledger for any unusual items.

Internal Control Communication - 1 Significant Deficiencies

- Documentation of a supervisor's review and approval of an employee's timecard was not maintained.

Recommendation: Management should review its internal controls and ensure documentation is retained to support a supervisor's review and approval of employee timecards.

Questions or Comments?

Dennis J. Osuch, CPA, Principal

Dennis.Osuch@CLAconnect.com

TOWN *of* PARADISE VALLEY



TOWN COUNCIL MEETING 6401 E. LINCOLN DRIVE PARADISE VALLEY, ARIZONA 85253 MINUTES Thursday, November 19, 2015

1. CALL TO ORDER / ROLL CALL

Mayor Collins called to order the Town Council Meeting for Thursday, November 19, 2015 at 4:00 p.m. in the Town Hall Boardroom.

COUNCIL MEMBERS PRESENT

Mayor Michael Collins
Vice Mayor Paul Dembow
Council Member Jerry Bien-Willner
Council Member Mark Stanton
Council Member Maria Syms arrived at 4:40 p.m.

Council Member Mary Hamway, Council Member David Sherf were not present

STAFF MEMBERS PRESENT

Town Manager Kevin Burke
Town Attorney Andrew M. Miller
Town Clerk Duncan Miller
Police Chief Peter Wingert
Community Development Director Eva Cutro
Director of Administration and Government Affairs Dawn Marie Buckland

2. STUDY SESSION ITEMS

15-281 Discussion of Amendments to Election Code and Fee Schedule

Town Clerk Duncan Miller summarized the proposed amendments to Article 2-3 of the Town Code to conform the Town's Election Code to state law. He also presented recommended changes to the Master Fee Schedule to add a fee for on-street residential parking permits, pursuant to Ordinance 688, and to increase the vehicle towing administrative hearing fee from \$65 to \$150.

He said adoption of proposed Ordinance Number 692 and Resolution Number 1337 would be scheduled for approval on December 3, 2015.

A motion was made by Council Member Bien-Willner at 4:10 p.m., seconded by Council Member Stanton, to enter executive session. The motion carried by the following vote:

Aye: 4 - Mayor Collins, Vice Mayor Dembow, Council Member Bien-Willner, and Council Member Stanton

Absent: 3 - Council Member Hamway, Council Member Sherf, and Council Member Syms

15-284 Discussion of Special Use Permit Major Amendment for The Ritz-Carlton Resort, Paradise Valley

Mayor Collins reconvened the Study Session at 4:40 p.m.

Community Development Director Eva Cutro presented the proposed Ritz-Carlton, Paradise Valley Special Use Permit application. The site is on approximately 105 acres, bordered by Lincoln Drive to the south, Mockingbird Lane to the east, Indian Bend Road to the north, and the City of Scottsdale to the east. The development is broken up into five areas: A through E. She noted that the proposed revisions to Area B and Area E since the Planning Commission's vote to recommend approval

Ms. Cutro reviewed Rights-of-Way, traffic circulation, parking, grading and drainage, water supply. She noted that the engineering reports would need to be updated to account for the changes in the site plan for Areas B and E.

Ms. Cutro reviewed the site plan by area. The applicant, Five Star Development, was represented by Project Manager Richard Frazee, Attorney Ben Graff, and Engineer Dawn Cartier. The Town Council provided feedback to staff and the applicant on each development area.

Area A - Resort

Area A1 – Resort Villas

Area B – Resort Residential

3. EXECUTIVE SESSION

A motion was made by Vice Mayor Dembow at 5:45 p.m., seconded by Council Member Bien-Willner, to enter executive session. The motion carried by the following vote:

Aye: 5 - Mayor Collins, Vice Mayor Dembow, Council Member Bien-Willner, Council Member Stanton, and Council Member Syms

Absent: 2 - Council Member Hamway, and Council Member Sherf

Discussion and consultation with Town Attorney to consider the Town Council's position and instruct the attorney regarding a potential development agreement with Five Star Development as authorized by A.R.S. §38-431.A.4; and discussion or consultation for legal advice with the Town Attorney as authorized by A.R.S. §38-431.A.3.

4. BREAK

5. RECONVENE FOR REGULAR MEETING

Mayor Collins reconvened the meeting at 6:00 p.m.

6. ROLL CALL

COUNCIL MEMBERS PRESENT

Mayor Michael Collins
Vice Mayor Paul Dembow
Council Member Jerry Bien-Willner
Council Member Mary Hamway
Council Member Mark Stanton
Council Member Maria Syms

Council Member David Sherf was not present

STAFF MEMBERS PRESENT

Town Manager Kevin Burke
Town Attorney Andrew M. Miller
Town Clerk Duncan Miller
Police Chief Peter Wingert
Community Development Director Eva Cutro
Director of Administration and Government Affairs Dawn Marie Buckland

7. PLEDGE OF ALLEGIANCE*

Mayor Collins led the Pledge of Allegiance.

8. PRESENTATIONS

There were no presentations.

9. CALL TO THE PUBLIC

There were no public comments.

10. CONSENT AGENDA

Mr. Burke summarized the items on the consent agenda.

A motion was made by Council Member Hamway, seconded by Council Member Stanton, to approve the Consent Agenda. The motion carried by the following vote:

Aye: 6 - Mayor Collins, Vice Mayor Dembow, Council Member Bien-Willner, Council Member Hamway, Council Member Stanton, and Council Member Syms

Absent: 1 - Council Member Sherf

15-277 Minutes of Town Council Meeting November 5, 2015

11. PUBLIC HEARINGS

There were no public hearings.

12. ACTION ITEMS

15-273 Consideration of "The Villas at Mountain Shadows Condominiums" Preliminary Condominium Map

Senior Planner Paul Michaud presented the Preliminary Condominium Map for The Villas at Mountain Shadows Condominiums consisting of 40 condominiums located on approximately 5.17 acres near Lincoln Drive and 56th Street. He noted that the Planning Commission voted 7 to 0 to recommend approval of the Preliminary Map on October 20, 2015. Mr. Michaud stated that the map is in substantial compliance with the Special Use Permit.

There were no public comments.

A motion was made by Council Member Hamway, seconded by Vice Mayor Dembow, to Approve the Preliminary Map, "The Villas at Mountain Shadows Condominiums" (PP-15-03), subject to the following stipulations:

1. The Final Map shall be in substantial compliance with the Preliminary Map, "The Villas at Mountain Shadows Condominiums," Sheets 1-4, and Sheet 6, prepared by Coe & Van Loo Consultants, Inc. dated October 6, 2015; and Sheet 5, prepared by Coe & Van Loo Consultants, Inc. dated October 21, 2015.
2. Prior to recordation of the Final Map, the applicant shall provide to the Town Attorney a copy of the CC&R's, declaration, bylaws, or other documents for review to insure that all terms required under the SUP or other recorded agreements are part of these documents, including provision for maintenance of any drainage easements dedicated on the plat.

3. The final improvements shall be in substantial compliance with improvement plans approved by the Town Engineer and Community Development Department that address items such as sewer, water, grading, drainage, paving, landscaping, and irrigation. Prior to the recordation of the Final Map, the applicant shall provide, subject to Town approval and consistent with the requirements set forth in the SUP and Development Agreement, all assurances necessary to guarantee completion of any improvements in the public right-of-way. The Town Engineer shall approve said final improvement plans prior to the issuance of any building permit for a residential unit in said Final Map.

4. Within 60 days of approval of the Final Map, the applicant shall submit to the Town mylars of the approved plans and an electronic version of these plans in a pdf format for the Town's permanent record.

5. The Final Map shall not be recorded until the Town receives the appropriate information for the State of Arizona Department of Water Resources Certificate of Assured Water Supply, with the certificate number and date to be duly noted on the Final Map.

6. The Final Map and/or declaration shall include any and all necessary easements, including:

a. Easements for drainage that are consistent to the overall grading and drainage plans for the entire Special Use Permit (SUP) site west of 56th Street, which shall be depicted on the Final Map prior to recordation of said plat,

b. Easements for utilities, with said easements to be in the locations and widths as prescribed by the respective utility provider, with correspondence from said utility providers given to the Town prior to Town Council approval of the Final Map, and

c. Easements for access, parking, refuse collection, and other similar easements.

7. The Final Map application shall include all necessary corrections to emergency access points such that these points comply with the Town Code, including removal of obstructions within the turning radius. The motion carried by the following vote:

Aye: 6 - Mayor Collins, Vice Mayor Dembow, Council Member Bien-Willner, Council Member Hamway, Council Member Stanton, and Council Member Syms

Absent: 1 - Council Member Sherf

15-274 Consideration of “The Villas at Mountain Shadows II” Final Plat

Senior Planner Paul Michaud presented the Final Plat for The Villas at Mountain Shadows II. He said the Planning Commission voted 7 to 0 on October 20, 2015 to recommend approval of the Final Plat. He stated that the plat is in conformance with the Preliminary Plat and the Special Use Permit and was discussed by the Town Council on November 5, 2015. The plat concerns 8 lots near the southwest corner of Lincoln Drive and 56th Street.

There were no public comments.

A motion was made by Council Member Bien-Willner, seconded by Council Member Hamway, to Approve the Final Plat, "The Villas at Mountain Shadows II" (FP 15-02), subject to the following stipulations:

1. This subdivision shall be in substantial compliance with the Final Plat, "The Villas at Mountain Shadows II", Sheets 1-2, prepared by Coe & Van Loo Consultants, Inc. dated October 26, 2015.
2. Prior to recordation of the Final Plat for said subdivision, the applicant shall provide to the Town Attorney a copy of the CC&R's or other documents for review to insure that all CC&R terms required under the SUP or other recorded agreements are part of the CC&Rs or other documents, including provision for maintenance of any drainage easements dedicated on the plat.
3. The final subdivision improvements shall be in substantial compliance with subdivision improvement plans approved by the Town Engineer and Community Development Department that address items such as sewer, water, grading, drainage, paving, landscaping, and irrigation. Prior to the recordation of the Final Plat, the applicant shall provide, subject to Town approval and consistent with the requirements set forth in the SUP and Development Agreement, all assurances necessary to guarantee completion of any improvements in the public right-of-way. The Town Engineer shall approve said final subdivision improvement plans prior to the issuance of any building permit for a residential unit in said subdivision.
4. Within 60 days of approval of the Final Plat, the applicant shall submit to the Town mylars of the approved plans and an electronic version of these plans in a pdf format for the Town's permanent record.
5. The Final Plat shall not be recorded until the Town receives the appropriate information for the State of Arizona Department of Water Resources Certificate of Assured Water Supply, with the certificate number and date to be duly noted on the Final Plat. The motion carried by the following vote:

Aye: 6 - Mayor Collins, Vice Mayor Dembow, Council Member Bien-Willner, Council Member Hamway, Council Member Stanton, and Council Member Syms

Absent: 1 - Council Member Sherf

15-283 Consideration of Ordinance Number 691 - Unmanned Aerial Vehicles

Town Attorney Andrew Miller presented draft Ordinance Number 691 regarding unmanned aerial vehicles (UAVs or drones).

He stated that the Town Council discussed the possibility of regulating drones on May 28, 2015 and directed staff to draft an ordinance. Over the summer, the Town received comments from Council Members, residents, and industry professionals. Staff also researched ordinances in other communities. He noted that the Federal Aviation Administration is still in the process of formulating rules governing UAVs. The FAA's primary concern is with avoiding conflicts between UAVs and other forms of regulated

flight operations. The Town's interests were focused on local safety and privacy concerns.

He explained that the draft ordinance would require commercial operators to register each UAV online and provide notice of each flight to the Town. He stated that UAV flights over public property would require a Special Event Permit.

He said recreational users may use an UAV on their own property as long as such use is at a height of less than 500 feet and is not in violation of general prohibitions, such as flying an UAV in a careless or reckless manner or transmitting images of any person or property where there is a reasonable expectation of privacy.

He stated that the draft ordinance includes an emergency clause so it would become effective prior to Christmas and Chanukah.

Commercial UAV operators Brian Deatherage and Mark Yori addressed the Council and asked for clarification on usage restrictions and the registration requirement.

Resident David Hann questioned the Council regarding the possibility of obtaining images from the UAVs to use as evidence.

Attorney James Arrowood addressed the Council regarding his research into UAV regulations nationwide as well as the pending FAA rules.

The Council discussed clarifying the penalty provisions and publicizing the ordinance once adopted.

Mayor Collins announced that the ordinance would be scheduled for a vote at the December 3rd meeting.

A motion was made by Council Member Hamway, seconded by Council Member Syms, to continue Ordinance Number 691 related to the operation of unmanned aerial vehicles to December 3, 2015. The motion carried by the following vote:

Aye: 6 - Mayor Collins, Vice Mayor Dembow, Council Member Bien-Willner, Council Member Hamway, Council Member Stanton, and Council Member Syms

Absent: 1 - Council Member Sherf

13. REQUESTS FOR FUTURE AGENDA ITEMS

15-278 Consideration of Requests for Future Agenda Items

Mr. Burke summarized the items on the future agenda list. He noted that the mayor suggested holding a Special Meeting on December 10, 2015 to discuss the Development Agreement regarding The Ritz-Carlton.

14. MAYOR / COUNCIL / MANAGER COMMENTS

There were no reports.

15-284 Continued Discussion of Special Use Permit Major Amendment for The Ritz-Carlton Resort, Paradise Valley

Mayor Collins recessed the meeting at 7:07 p.m. and reconvened the Study Session in the Boardroom at 7:15 p.m.

The Mayor announced that there would be a special meeting on December 10 to further study the final site plan and discuss the Development Agreement.

Ms. Cutro continued her summary of the site plan.

Area C – Ritz-Carlton Residential Lots

Area D – Attached Residential

Area E1 – Resort retail and Restaurant (south half of E. E2 deferred to a later date)

The Council then discussed the landscape plan, monument signs, perimeter walls, setbacks, and open space.

The Mayor and Council encouraged the applicant to finalize the site plan for the December 3rd meeting so that the Town could focus on the development agreement at the December 10 meeting. This would allow the Town to meet the applicant's requested deadline for a final vote on December 17, 2015.

15. ADJOURN

A motion was made by Council Member Hamway, seconded by Council Member Stanton, to adjourn. The motion carried by the following vote:

Aye: 6 - Mayor Collins, Vice Mayor Dembow, Council Member Bien-Willner, Council Member Hamway, Council Member Stanton, and Council Member Syms

Absent: 1 - Council Member Sherf

Mayor Collins adjourned the meeting at 9:55 p.m.

TOWN OF PARADISE VALLEY

SUBMITTED BY:

Duncan Miller, Town Clerk

STATE OF ARIZONA)
 :ss.
COUNTY OF MARICOPA)

CERTIFICATION

I, Duncan Miller, Town Clerk of the Town of Paradise Valley, Arizona hereby certify that the following is a full, true, and correct copy of the minutes of the regular meeting of the Paradise Valley Town Council held on Thursday, Thursday, November 19, 2015.

I further certify that said municipal corporation is duly organized and existing. The meeting was properly called and held and that a quorum was present.

Duncan Miller, Town Clerk



Action Report

File #: 15-290

TO: Mayor Collins and Town Council Members

FROM: Kevin Burke, Town Manager
Duncan Miller, Town Clerk

DATE: December 3, 2015

DEPARTMENT: Town Manager

AGENDA TITLE:

Adoption of Resolution Number 1337 Amending the Fee Schedule

RECOMMENDATION:

Adopt Resolution Number 1337

SUMMARY STATEMENT:

The Town Council discussed the proposed amendments to Section 1.4 of the Master Fee Schedule at the Study Session on November 19, 2015. There are two fees assessed by the Police Department. The Residential Parking Permit fee is new and the Vehicle Impoundment Administrative hearing fee is being increased. Notice of the fees was posted on the Town's homepage for 60-days.

Residential Parking Permit Fee - \$20

In June 2015, the Town Council adopted Ordinance Number 688 authorizing the Town Manager to designate, subject to Town Council approval, areas of Town in which on-street parking is restricted to vehicles with parking permits. The ordinance also authorizes the Town Manager to establish a fee to cover the administrative costs of the permits, subject to Town Council approval. The recommendation is to create a \$20 fee that would allow each resident up to 3 parking passes.

To date, no neighborhoods have been designated restricted parking areas nor are any being considered at this time. The ordinance was adopted as a pilot program. It requires a one year review and automatically sunsets in July 2017. Even so, it is appropriate for the Town Council approve the fee in the event a neighborhood requests the designation during the remainder of the trial period.

Vehicle Impound Administrative Hearing - \$150

A.R.S. §28-3511 requires an administrative hearing whenever the Police Department impounds a vehicle. The Town currently charges a \$65 fee which has not been updated for more than 10 years. All other departments in the Valley charge \$150. It is recommended that the Town's fee be increased to match surrounding communities in order to cover current administrative costs.

File #: 15-290

BUDGETARY IMPACT:

There may be a nominal increase in the miscellaneous fines and fees revenue line item.

ATTACHMENT(S):

Resolution Number 1337

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6 **RESOLUTION NUMBER 1337**
7

8 **A RESOLUTION OF THE TOWN OF**
9 **PARADISE VALLEY, ARIZONA, AMENDING**
10 **SECTION 1.4.2. LICENSES AND PERMITS AND**
11 **SECTION 1.4.4, MISCELLANEOUS FEES OF**
12 **THE MASTER FEE SCHEDULE FOR THE**
13 **TOWN OF PARADISE VALLEY**
14

15 BE IT RESOLVED:

16 Section 1: The Master Fee Schedule of the Town of Valley is hereby amended to
17 read as follows with additions in **bold**, and deletions by ~~strikeout~~ (e.g., ~~strikeout~~):

18
19 **1.4 Police Department**
20

21 **1.4.1 Records and Documents**
22

Police report copies (Fees waived for victims of violent Part I crimes) 1 through 20 pages	\$10.00
Each additional page up to 150 pages	\$0.50 per page
Over 150 pages	\$75.00
All other public documents	\$0.25 per page (\$1.00 minimum)
Crime scene/crash diagrams larger than 11'X17"	\$10.00 each
Printed photographs (3" X 5" and Polaroid) (Note: This does not include photo enforcement photographs.)	\$5.00 per photograph
Printed photographs (8" x 10")	\$10.00 per photograph
Digital Photographs, per report:	
First CD/Disk	\$10.00
Additional CDs/Disks same report	\$5.00
Police audio recordings (Includes 911)	\$25.00 per Tape/CD
Police video recordings	\$ 25.00 per Tape/CD
Photo enforcement photographs (fee is not set nor controlled by the Town and is subject to change without advance notice. Please check with the Police Department's Photo Enforcement Clerk for current cost and procedure for obtaining a photograph.	Cost can vary

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Action Report

File #: 15-288

TO: Mayor Collins and Town Council Members

FROM: Kevin Burke, Town Manager
Duncan Miller, Town Clerk

DATE: December 3, 2015

DEPARTMENT: Town Manager

AGENDA TITLE:

Approval of Special Event Liquor License for CASA Academy

Council Goals or Other Policies / Statutory Requirements:

A.R.S. §4-203.02

RECOMMENDATION:

Approve a Special Event Liquor License for CASA Academy for an event on Friday, February 26, 2016, subject to the following stipulations: only those people authorized by law be allowed to dispense and/or consume alcoholic beverages; consumption shall be limited to the premises as indicated in the application; and Section 10-7 Control of Excess Noise be observed.

SUMMARY STATEMENT:

CASA Academy is a free, public charter school serving low-income students in grades kindergarten through third grade in central Phoenix. They will hold a fundraising event on Friday, February 26, 2016 from 7:00 p.m. to 10:00 p.m. at the Phoenix Country Day School, 3901 E Stanford Drive. Alcohol will be provided at the event, thus requiring them to obtain a special event liquor license.

State law requires the Town to approve special event liquor licenses before the State Liquor Board can issue a license. The Police Department and Community Development Department have reviewed the application and find no reason to oppose it as long as the stipulations listed above are observed.

BUDGETARY IMPACT:

None

ATTACHMENT(S):

Applicant Cover Letter



Jenna Leahy
1500 W. Maryland Avenue
Phoenix, Arizona 85015
602-759-0836

11/16/17

To Whom It May Concern:

CASA Academy is submitting a Special Event Liquor License application to the Town of Paradise Valley. The date and time of this event will be Friday, February 26th, 2015 from 7:00 to 10:00 PM.

The purpose of this event is as follows: CASA Academy, founded by two former teachers, is a free, public charter school that serves low-income students in grades kindergarten through third grade in Central Phoenix. (Please see additional attachment for the history and mission of CASA Academy). In order to continue to provide a top-notch education to the students CASA serves, CASA is holding its first fundraising event on February 26th, 2015. Phoenix Country Day School has generously offered to allow CASA to hold this event in one of the buildings on their campus. One-hundred percent of all money raised at this event, will go directly to CASA Academy and the students the school serves.

This event will be held at Phoenix Country Day School, Hormel Hall. The address for Phoenix Country Day School is 3901 E Stanford Dr, Paradise Valley, AZ 85253. The contact person at Phoenix Country Day School is Lydia Rodin [REDACTED]

Beer, wine and champagne will be served at this event.

The security controls indicated in this application are as follows: Phoenix Country Day School security will be on-site for this event. A licensed bar tender will serve all beverages and will check all identification in accordance with state law. The building is also surrounded by fencing.

Thank you.

Sincerely,

Jenna Leahy
Co-Founder, Director of Students and Operations, CASA Academy



Action Report

File #: 15-310

TO: Mayor Collins and Town Council Members

FROM: Kevin Burke, Town Manager
Andrew M. Miller, Town Attorney

DATE: December 3, 2015

DEPARTMENT: Town Attorney

Andrew M. Miller, Town Attorney, 480-348-3691

AGENDA TITLE:

Council Goals or Other Policies / Statutory Requirements:

Manage growth responsibly, including code amendments where needed

RECOMMENDATION:

It is recommended that the Town Council review and approve Ordinance Number 691; amending Chapter 10 by adding Article 10-12, regulations related to the operation of unmanned aerial vehicles.

SUMMARY STATEMENT:

The Town Council has received comments and suggested changes to the draft ordinance, first at a work study session in May 28, 2015 and again on October 8, 2015. On November 19, the draft ordinance was brought before Council and the public for final suggestions and comments. Based on the comments from Council, the public and the UAV user community, a final ordinance has been prepared for review and approval. The final ordinance focuses on the Council's request that staff focus both on safety and privacy considerations.

With the help of the UAV user community, the final ordinance attempts to balance the competing interests of residents who are concerned about the potential safety and privacy issues connected with safe and appropriate use of UAV technology, and the expected increase in use of UAVs for both personal recreational use and for certain commercial applications.

Details of the Agreement and Operating Terms

Ordinance 691 regulates UAVs by distinguishing between commercial uses and personal and recreational uses. The draft does such by breaking down the types of uses allowed on private property as compared to public property.

On public property (that is, property owned by the Town, such as Town rights-of-way), the Drone user must first obtain a special event permit through the Town's existing special event permit process. This process would entail providing a description of the planned use, methods for safely carrying out the planned use (such

as the temporary blockage of traffic under the area where the Drone would be flying over public property) and the requirement for having insurance and indemnifying the Town for any accidents or damages. If the planned use over public property entails too great a risk of potential injury or disruption of Town right-of-way, the permit can be denied.

On private property (including homes, schools, resorts, golf courses, etc.), the permission of the owner of the private property must first be obtained. Flying a UAV over the property of another person without their permission would be considered a form of trespass and could be charged as a civil offense or a misdemeanor, depending on the severity of the offense.

For commercial use over private property, then the commercial UAV user must first register their UAV with the Town Police Department (PVPD) and provide advance notice to the PVPD of each planned use of a UAV in the Town through an online notification system. The notification system is planned to have certain information provided in a shared publicly accessible format by a link on the Town's website so that neighboring property owners who may see an UAV near their property and have concerns or questions about the intent of the UAV user can either quickly check on the proposed use; or if unaware of the registry, contact the PVPD dispatch to check the registry and notification system. The online notification system will contain information on the commercial UAV user, the general purpose of the commercial use, the general time frame of the planned commercial use, and possibly who to contact if they have any questions. This would be an open and easy system to use for tracking and monitoring commercial UAV use within the Town and hopefully avoid situations where citizens may be tempted to take the law into their own hands and shoot down a UAV that is flying over or near their property (which has occurred in some locales).

Finally, because the commercial UAV users have indicated that they do not need to fly over public property or neighboring properties to do their commercial aerial photography, mapping, etc., the draft ordinance limits the UAV use to the specific property where a commercial use is occurring (with the consent of the owner of that property). However, should the commercial UAV user need to fly over public property, the draft ordinance makes an allowance for those times when a commercial UAV user would need to fly out over the public right-of-way through the special event permit process.

The attached final ordinance contains the following basic provisions:

- An UAV shall not be used within the Town on private property at a level between zero feet and five hundred feet above ground level without the express permission of the property owner.
- An UAV shall not be used within the Town over public property without first obtaining a Special Event Permit pursuant to Section 8-8-3 of the Town Code.
- Commercial use of UAV is not allowed unless the above-referenced criteria is met in addition to: (1) registering with PVPD; (2) providing identifying information for the particular UAVs to be used; and (3) proper advance notification to PVPD as to date, time, location, contact info of the commercial user, etc.
- Recreational UAV use on one's own property is allowed as long as such use is at a height of less than 500' and is not in violation of other criteria referenced below.
- UAV use is allowed by a "law enforcement agency" (broadly defined in the ordinance) in response to an emergency situation or after obtaining a warrant based upon probable cause that criminal activity is occurring.

- An UAV shall not be used in a careless or reckless manner that poses an apparent or actual threat of harm, or actual harm to persons or property.
- An UAV shall not be used to transmit any visual image or audio recordings of any person or property where there is a reasonable expectation of privacy.
- Penalties for a first violation (except for those violations which are accompanied by intentional or reckless acts) shall be a civil violation.

A review of Ordinance 691 shall occur in one year.

Based on the Council direction at the November 19, 2015 Public Hearing and a comparison to the recently enacted ordinance for the City of Chicago a few changes have been made to the final draft ordinance, including a civil violation only for first offenses, a provision for temporary seizure of drones believed to be used in violation of the Town ordinance, and greater detail on the drone registration requirements, including providing the FAA's assigned license or registration number for each drone.

It is respectfully recommended that the Council adopt Ordinance No. 691, including declaring an emergency so that Ordinance No. 691 goes into effect immediately upon adoption.

BUDGETARY IMPACT:

None.

ATTACHMENT(S):

Ordinance No. 691

ORDINANCE NUMBER 691

AN ORDINANCE OF THE TOWN OF PARADISE VALLEY, ARIZONA AMENDING THE PARADISE VALLEY TOWN CODE, CHAPTER 10, BY ADDING ARTICLE 10-12, REGULATIONS RELATED TO THE OPERATION OF UNMANNED AERIAL VEHICLES; AND DECLARING AN EMERGENCY

BE IT ORDAINED BY THE MAYOR AND TOWN COUNCIL OF THE TOWN OF PARADISE VALLEY, ARIZONA:

Section 1. Chapter 10, Offenses, is hereby amended (with Article 10-12 added and shown in **bold type**):

Article 10-12 RESTRICTIONS AND EXCEPTIONS TO UNMANNED AERIAL VEHICLE OPERATIONS

- 10-12-1 Purpose**
- 10-12-2 Definitions**
- 10-12-3 Restrictions; Exceptions**
- 10-12-4 Penalty**

Section 10-12-1 Purpose; Harmony with Other Governmental Regulations

The Town Council hereby recognizes that unmanned aerial vehicles, also known as drones, can pose unique safety, nuisance, and privacy invasion risks; thus regulating the operation of unmanned aerial vehicles within the Town is needed to promote the public safety and welfare of the Town and its residents. These regulations are to be read in harmony with all other regulations regarding the use of unmanned aerial vehicles, specifically including any rules promulgated by the Federal Aviation Administration. Further, compliance with these regulations should not be interpreted as express, implied or tacit approval to operate an unmanned aerial vehicle in violation of any other governmental regulations or in a manner that jeopardizes the health, safety, or welfare of the general public. Nothing in this article shall be construed to authorize the operation of any UAV in Town airspace in violation of any Federal statute or rules promulgated thereunder. Operators of unmanned aerial vehicles should familiarize themselves with all applicable regulations relating to the use of an unmanned aerial vehicle, including the Federal Aviation Administration requirements regarding notification of an airport operator and control tower, where applicable, prior to operating an unmanned aerial vehicle within five miles of an airport.

Section 10-12-2 Definitions

- A. The following words, terms and phrases, when used in this article, have the meanings ascribed to them in this section, except where the context clearly indicates a different meaning:**
- 1. “Commercial Use” means the use of an Unmanned Aerial Vehicle within the Town for a commercial purpose, including aerial photography, aerial mapping, or geospatial imaging.**
 - 2. “Commercial User” means any company, entity or person who is in the business of flying an Unmanned Aerial Vehicle for a Commercial Use.**
 - 3. “FAA” means the Federal Aviation Administration.**
 - 4. “Law Enforcement Agency” means a lawfully established federal, state, or local public law enforcement agency that is responsible for the prevention and detection of crime, local government code enforcement, and the enforcement of penal, traffic, regulatory, game, or controlled substance laws.**
 - 5. “Private Property” means all parcels of land within the Town of Paradise Valley limits that are not Public Property, including, but not limited to, residences, schools, churches, resorts, utility substations, golf course, or canals.**
 - 6. “Public Property” means streets, rights of way, parks, mountain preserves, and other parcels of land owned by the Town of Paradise Valley or the Mummy Mountain Preserve Trust.**
 - 7. “PVPD” means the Town of Paradise Valley Police Department.**
 - 8. “Unmanned Aerial Vehicle” or “UAV” (aka “Drone”) means an aircraft that may be flown without a pilot or operator in or touching the aircraft.**

Section 10-12-3 Restrictions; Exceptions

- A. Private Property. It is unlawful for a person to use an UAV over Private Property at a level between zero feet and five hundred feet above the ground level of the Private Property without the express permission of the owner of the Private Property over which the UAV is flying. An offense under this section will be considered a criminal trespass and**

subject to civil and criminal penalties pursuant to subsection 10-12-4 below and Article 1-9 of the Town Code.

- B. Public Property.** The use of an UAV over Public Property within the Town is unlawful unless the use has been authorized by the issuance of a Special Event Permit pursuant to Section 8-8-3 of the Paradise Valley Town Code.
- C. Commercial Use on Private or Public Property.** The Commercial Use of an UAV within the Town is unlawful unless the Commercial User has met the requirements provided in subsection A and B above with respect to operation of a UAV on either Private Property or Public Property and the following additional requirements:
1. Registered as a Commercial User with the PVPD, said registration to include proof of having obtained the appropriate certifications or registrations required from the FAA for the type of Commercial Use(s) to be conducted within the Town by the Commercial User;
 2. Provided a list of the types and number of UAVs that the Commercial User plans to use within the Town limits, as well as: the brand and model of each UAV; any registration number, license number or other identifying information for each such UAV, specifically including registration numbers supplied by the FAA; and photos of each UAV, at least one such photo to show the particular registration or license number for each UAV; and
 3. At least four hours prior to each Commercial Use of a UAV, the Commercial User will first have provided notification to the PVPD of the planned date, time, location of the Commercial Use, contact information for the Commercial User, and other information required by the Police Department through its online UAV Commercial User web portal.
- D. Exceptions.** In addition to the uses allowed above, the use of a UAV is allowed within the Town for:
1. Recreational use of an UAV within one's own property so long as such use is at a height of less than five hundred feet (500') and not in violation of the additional violations set forth in subsection E below; or
 2. By a Law Enforcement Agency in response to an emergency situation or after obtaining a warrant based upon probable cause that criminal activity is occurring.

E. Additional Violations. In addition to those violations enumerated above, the following are violations of this Article, even under an otherwise authorized use or exception. No person or entity shall operate a UAV within the Town:

- 1. In a careless or reckless manner that poses an apparent or actual threat of harm, or actual harm to persons or property; or**
- 2. Without the express permission of a person, owner, or authorized representative, to capture, view, record or transmit any visual image or audio recording of such person or their private real property, located in the Town, under circumstances in which the subject person or owner of the private property has a reasonable expectation of privacy (including, but not limited to, inside a private residence, school room, resort room, office, or inside an enclosed yard);**
- 3. Or in such a manner as to intentionally harass, annoy, or assault a person or persons or to cause a public nuisance.**

Section 10-12-4 Penalties/Seizure of Evidence.

For a first violation of this ordinance (except those violations which are accompanied by intentional or reckless acts), the penalty shall be a civil violation with a fine not to exceed \$500. For a second violation or any violation accompanied by intentional or reckless acts, the charge or violation shall be as provided for in Article 1-9 of the Town Code, with a maximum penalty to include a criminal misdemeanor charge, which, upon conviction thereof shall be a fine not to exceed two thousand five hundred dollars (\$2,500.00) or imprisonment for a period not to exceed six months or both fine and imprisonment. Each day that a violation continues shall be a separate offense punishable as described.

If the PVPD police chief or a Town code enforcement officer, or any of their duly authorized enforcement officers or designees, have a reasonable basis to believe that any UAV is or has been operating in violation of this section, said UAV may be seized by such duly authorized enforcement official, followed by an opportunity for an administrative hearing, with notice to the owner within seven calendar days of such seizure, for the purpose of reviewing the appropriateness of the seizure, and shall be held by the Town until such time that the owner of such UAV reimburses the Town for the actual costs incurred in connection with the seizure and storage of the UAV. If criminal charges involving the use, condition or operation of the UAV are pending, the UAV shall be held until disposition of the criminal charges. If it is determined at an administrative hearing, by a preponderance of the evidence, that the UAV was not being operated in violation of this article, such UAV shall be returned to its owner without charge.

Section 2. Due to the uncertainty regarding future regulation of UAVs by other governmental agencies, including the Federal Aviation Administration and the State of Arizona, and potential unforeseen issues related to the rapidly evolving technology improvements in UAVs, this ordinance shall be brought back to the Council for review within one year after its adoption for the Council to consider whether any changes or modifications should be made to the provisions provided for in this ordinance.

Section 3. If any section, subsection, sentence, clause, phrase or portion of this ordinance or any part of these amendments to the Town Code adopted herein by reference is for any reason held to be invalid or unconstitutional by the decision of any court of competent jurisdiction, such decision shall not affect the validity of the remaining portions thereof.

Section 4. Whereas the immediate operation of the provisions of this ordinance is necessary for the preservation of the public peace, health and safety, an emergency is hereby declared to exist and this ordinance shall be in full force and effect from and after its passage by the council.

PASSED AND ADOPTED by the Mayor and Council of the Town of Paradise Valley, Arizona, this 3rd day of December 2015.

Michael Collins, Mayor

ATTEST:

Duncan Miller, Town Clerk

APPROVED AS TO FORM:

Andrew M. Miller, Town Attorney

CERTIFICATION

I, Duncan Miller, Town Clerk, certify that the foregoing is a true copy of Ordinance Number 691 duly passed and adopted by affirmative vote of the Town Council of Paradise Valley at a meeting held on the 3rd of December 2015. Passage of this Ordinance appears in the minutes of the meeting. The Ordinance has not been rescinded or modified and is now in effect. I further certify that the municipal corporation is duly organized and existing, and has the power to take the action called for by the Ordinance.

Duncan Miller, Town Clerk

TOWN OF PARADISE VALLEY

**Drone Ordinance
Town Council Meeting
December 3, 2015**



Key Questions

- Does Council want to adopt Ordinance Number 691, with an Emergency Clause?



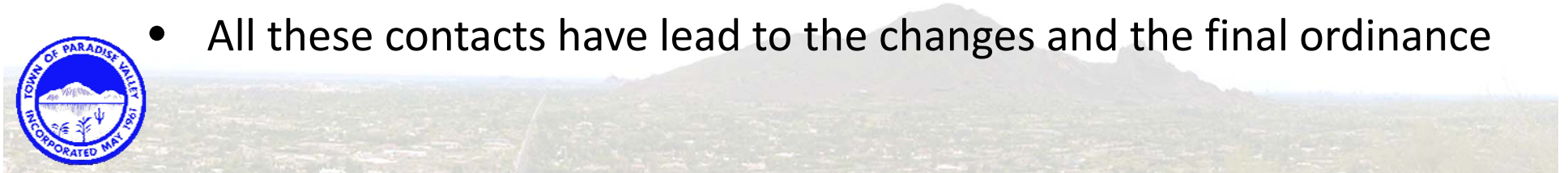






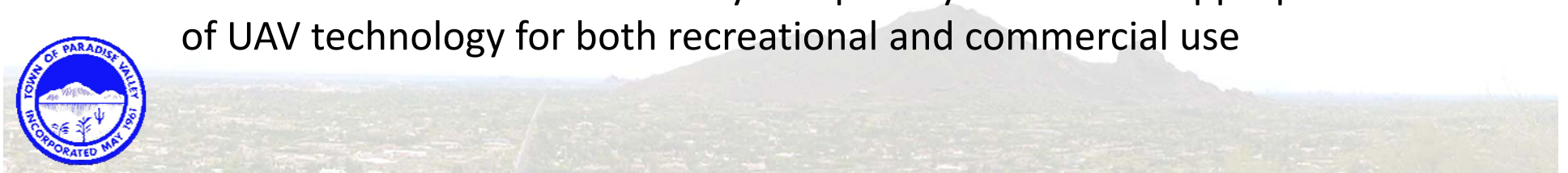
Drone Ordinance Background

- This ordinance would be added as Article 10-12 to the Town Code
- Initial draft ordinance review occurred at the Council's May 28th work study meeting; a revised ordinance on October 28th; first hearing on November 19th
- Staff received comments from Council Members, some residents, and Unmanned Aerial Vehicle (UAV) users and UAV groups
- Staff has also reviewed ordinances of other municipalities and met with City of Phoenix staff regarding their draft ordinance
- All these contacts have lead to the changes and the final ordinance



Drone Ordinance Background

- Although the Federal Aviation Administration is still in the process of promulgating regulations concerning UAVs, many states and a few municipalities have adopted their own regulations for UAVs; and many more are interested in adopting regulations
- A FAA registration system is expected to be in place by mid-December
- The FAA has a primary concern with avoiding conflicts between UAV and other forms of regulated flight; the Town's concerns are centered more on local safety and privacy concerns
- The final ordinance attempts to balance the competing interests of residents' concerns about safety and privacy issues with appropriate use of UAV technology for both recreational and commercial use



Drone Ordinance

- Private Property
 - Another significant change - consent of private property owners before a UAV user could fly over the private property, and lacking such consent, this type of UAV user would be consider a form of trespass and a violation of Town Code.
 - This suggestion also came from some of the commercial UAV users, who have stated that they do not need to fly over neighboring properties to do their commercial aerial photography, mapping, etc.
- Public Property
 - Allowance made for those times though when a UAV user needs or desires to fly over the public ROW or Town land
 - Such requests subject to the existing special event permit process



Basic Provisions

- Commercial Use - Commercial users must first (1) register with PVPD; (2) providing identifying info of the aircraft used; and (3) make an online notification of the date, time, location and contact info of the commercial user
- Recreational Use – A PV property owner may use an UAV on their own property as long as such use is at a height of less than 500’ and is not in violation of other criteria referenced below
- Emergency/Investigatory Use – Emergency use is allowed by a “law enforcement agency” in response to an emergency situation or after obtaining a warrant based upon probable cause that criminal activity is occurring
 - Emergency use includes code enforcement activities
 - Exception in more limited than Phoenix Draft Ordinance



Drone Ordinance

Why an online registry?

- Neighboring property owners who may see a UAV near their property and complain about such use, would be able to check the online registry or call the PD Dispatch to find out the purpose of the commercial use, the time of such use, and who to contact if they have any questions
- This would appear to be an open and easy system to use for tracking and monitoring UAV use within the Town
- Identification of responsible party if accidental damage occurs



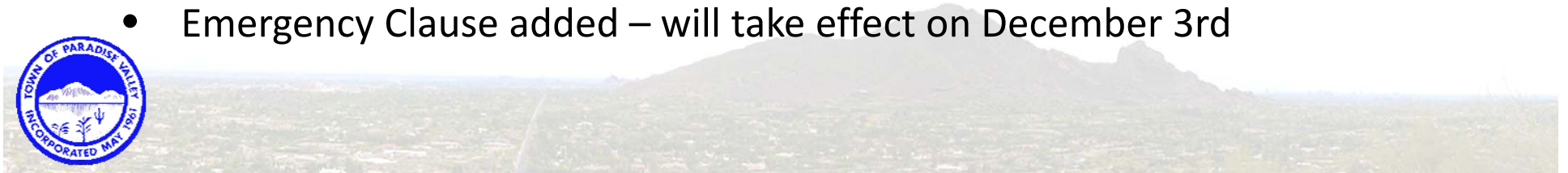
Registration Process



Basic Provisions

General Prohibitions and Penalties

- An UAV shall not be used in a careless or reckless manner that poses an apparent or actual threat of harm danger to persons or property
- An UAV shall not be used to transmit any visual images or recordings of any person or property where there is a reasonable expectation of privacy (inside a residence of an enclosed yard is a defined “privacy” area)
- Penalties for violation shall be a Class 1 Misdemeanor or punishable under the provisions of Article 1-9 of the Town Code (which suggests that initial violations be charged as a civil violation)
- Emergency Clause added – will take effect on December 3rd



Changes to Ordinance 691 based on Council Comments on 11/19/15

- First violation is a civil fine only, unless conduct was intentional or reckless
- Seizure of drones for suspected violations authorized (similar to Chicago Ordinance)
- Additional details re drone registration now in ordinance



Comments/Questions?





Action Report

File #: 15-289

TO: Mayor Collins and Town Council Members

FROM: Kevin Burke, Town Manager
Duncan Miller, Town Clerk

DATE: December 3, 2015

DEPARTMENT: Town Manager

AGENDA TITLE:

Adoption of Ordinance Number 692 Amending Article 2-3 Council Election

RECOMMENDATION:

Adopt Ordinance Number 692

SUMMARY STATEMENT:

The Town Council discussed the proposed amendments to Article 2-3 of the Town Code regarding elections at the Study Session on November 19, 2015.

In 2013, the Arizona Legislature adopted the "Consolidated Elections Law" mandating that all local elections for mayor and council must be held in the fall of even numbered years. This law necessitated changes in other election laws and procedures. In 2014, the Legislature passed a session law governing the formula to be used in determining whether a local candidate was elected at the Primary Election and/or whether there would be a run-off election.

In order to be elected at the Primary Election, candidates must receive a majority of the total votes cast. Prior to 2014, the Town Code defined "total votes cast" as the total number of voters who voted for the office of mayor. The 2014 Session Law preempted that provision and replaced it with a new formula. In 2015, the Legislature made the formula permanent law.

Total Votes Cast Formula (A.R.S. §9-821.01)

The new method calls for adding the total number of votes cast for all candidates for an office; dividing that sum by the number of seats to be filled at the election and then dividing the result of that calculation by two and rounding the number to the highest whole number. If more candidates receive a majority than there are offices to be filled, the candidates receiving the highest number of votes equal to the number of seats to be filled shall be declared elected.

In the following example, there are six candidates running for three council seats and their vote totals

are as follows:

John Smith	100
Mary Smith	90
John Doe	90
Mary Doe	70
John Jones	55
Mary Jones	40
TOTAL	445

445 is divided by three (the number of seats to be filled) which equals 148.3. The result is then divided by two (74.166) and rounded up to the nearest whole number (75). In consequence, candidate receiving 75 or more votes would win at the primary. So John Smith, Mary Smith and John Doe would fill the 3 seats. If more candidates than there are offices to be filled had received 75 votes or more, then the three candidates with the most votes would be declared winners.

In a second example, if John Doe had only received 72 votes, then John Doe and Mary Doe would complete in the General Election for the third seat. John Jones and Mary Jones would not be on the November ballot.

This formula can make it easier for local candidates to win at the primary. If the Town had used the prior method in 2014, there would have been a November run-off. Having a state-wide standard also makes declaring winners more definitive and less likely to be challenged in court.

Sections 2-3-3, 2-3-4, and 2-3-5 (Clean up)

There are no substantive changes to Sections 2-3-3, 2-3-4, and 2-3-5. The amendment to Section 2-3-3 more clearly states that if a General or Run-off Election is necessary, only twice the number of candidates as seats to be filled will appear on the ballot. Section 2-3-4 simply clarifies when newly elected council members take office and Section 2-3-5 is renumbered.

Mail Ballot Elections (2-3-6 deleted)

Section 2-3-6, which directs the Town Clerk to conduct primary and general elections using the all-mail ballot voting procedure, is being deleted. State statute permits municipalities and school districts to hold all-mail ballot elections, but not counties. In 2014, the Maricopa County Elections Department reasoned that because of the consolidated elections law, municipalities could still hold all-mail ballot elections and that all other races for state and federal offices would be included on the ballot. Essentially the county was joining the local ballot. However, this created many procedural difficulties especially on Election Day. Counties across Arizona have decided not to provide all-mail balloting services on consolidated election dates. However, voters on the permanent early voter list may still vote early, but each precinct will have a polling location on Election Day.

BUDGETARY IMPACT:

None

ATTACHMENT(S):

Ordinance Number 692

ORDINANCE NUMBER 692

AN ORDINANCE OF THE TOWN OF PARADISE VALLEY,
ARIZONA AMENDING THE PARADISE VALLEY TOWN
CODE, CHAPTER 2, ARTICLE 2-3, COUNCIL ELECTION

BE IT ORDAINED BY THE MAYOR AND TOWN COUNCIL OF THE TOWN OF
PARADISE VALLEY, ARIZONA:

Section 1. Article 2-3, Council Election is hereby amended (with deletions shown as
~~striketroughs~~ and additions shown in **bold type**):

Section 2-3-1 Consolidated Election Dates

All elections shall be held pursuant to A.R.S. §16-204, as amended.

Section 2-3-2 Primary Election⁶⁶⁸

A. Any candidate who shall receive at the primary election a majority of all the votes
cast shall be declared to be elected to the office for which he is a candidate effective
as of the date of the general election, and no further election shall be held as to said
candidate. If more candidates receive a majority than there are offices to be filled
then those candidates equal in number to the offices to be filled who have received
the highest number of votes shall be declared elected.

~~B. Pursuant to A.R.S. § 9-821.01, as amended, the total of all votes tabulated for the
candidates for the office of Mayor shall constitute the total number of votes cast at
the election and shall be the basis for calculating whether a candidate for the office
of Mayor or the office of Council Member has received a majority of all votes cast
at the election.~~

B. **The majority of all the votes cast shall be determined pursuant to A.R.S. §9-
821.01.**

~~Section 2-3-4~~ General Election Nomination

~~If at any primary election held as above provided there be any office or offices for which no
candidate or an insufficient number is elected, then as to such office or offices for which no~~

1 candidate, or an insufficiencies number is elected, said election shall be considered to be a
2 primary election for nomination of candidates for such office or offices, and the second or
3 general municipal election shall be held to vote for candidates to fill such office or offices.
4 Candidates to be placed on the ballot at such second or general municipal election shall be those
5 not elected at such first election, shall be equal in number to twice the number to be elected to
6 any given office or less than that number if there be less than that number named on the primary
7 election ballot, and persons who receive the highest number of votes for the respective offices at
8 such first election shall be the candidate at such second election, provided that if there be any
9 person who, under the provisions of this article, would have been entitled to become a candidate
10 for any office except for the fact that some other candidate received an equal number of votes
11 therefor, then all such persons receiving an equal number of votes shall likewise become
12 candidates for such office.

14 **Section 2-3-3 General Election**

15 **If there are offices that are not filled at the primary election, a general election shall be held**
16 **to fill any such offices. Those candidates not elected at the primary election but receiving**
17 **the next highest number of votes are qualified for inclusion on the general election ballot.**
18 **Not more than twice the number of candidates for which there are vacancies on the council**
19 **may be placed on the general election ballot.**

21 ~~Section 2-3-3~~ — ~~Non political Ballot~~ - [Renumbered Section 2-3-5]

22 Elections shall be non-partisan and nothing on the ballot in any election shall be indicative of the
23 support of the candidate. Candidates' names shall appear on the ballot pursuant to the procedure
24 set forth in A.R.S. § 16-464, as amended.

26 ~~Section 2-3-5~~ **Section 2-3-4 Election and Assumption to Office**

27 The candidates equal in number to the persons to be elected who receive the highest number of
28 votes shall be declared elected at the general election. **The Mayor and Council Members shall**
29 **assume the duties of office pursuant to Section 2-1-3.**

31 ~~Section 2-3-3~~ **Section 2-3-5 Non-political Ballot**

32 Elections shall be non-partisan and nothing on the ballot in any election shall be indicative of the
33 support of the candidate. Candidates' names shall appear on the ballot pursuant to the procedure
34 set forth in A.R.S. § 16-464, as amended.

36 ~~Section 2-3-6~~ — ~~Mail Ballot Election~~⁶⁶⁸

~~The Town Clerk shall conduct all primary and general elections exclusively using mail ballots in accordance with A.R.S. § 16-409, as amended.~~

Section 2-3-6 Reserved

Section 2. If any section, subsection, sentence, clause, phrase or portion of this ordinance or any part of these amendments to the Town Code adopted herein by reference is for any reason held to be invalid or unconstitutional by the decision of any court of competent jurisdiction, such decision shall not affect the validity of the remaining portions thereof.

Section 3: This ordinance shall become effective in the manner provided by law.

PASSED AND ADOPTED by the Mayor and Council of the Town of Paradise Valley, Arizona, this ____th day of ____, 2015.

Michael Collins, Mayor

SIGNED AND ATTESTED TO THIS _____ DAY OF _____ 2015.

ATTEST:

Duncan Miller, Town Clerk

APPROVED AS TO FORM:

Andrew M. Miller, Town Attorney



Action Report

File #: 15-291

TO: Mayor Collins and Town Council Members

FROM: Kevin Burke, Town Manager
Duncan Miller, Town Clerk

DEPARTMENT: Town Manager

AGENDA TITLE:
Consideration of Requests for Future Agenda Items

Council Goals or Other Policies / Statutory Requirements:
Resolution Number 1250: Town Council Rules of Procedure

RECOMMENDATION:
Review the current list of pending agenda topics.

SUMMARY STATEMENT:
Attached is the most recent Town Council Study Session Topic Schedule. Pursuant to the Council's Rules and Procedures as adopted by Resolution Number 1250, any member of the Council may move to have the Town Manager add a new agenda item to a future agenda. Upon concurrence of three or more Members, which may include the Mayor, the item will be added to the list of future agenda items and placed on a meeting agenda within sixty days. Reminder is provided that any discussion on the motion to add a future agenda item shall be limited to the propriety of placing such item on a future agenda and shall not include discussion on the merits of the topic itself.

BUDGETARY IMPACT:
None

ATTACHMENT(S):
Future agenda topics schedule

TOWN COUNCIL STUDY SESSION TOPIC SCHEDULE

November 27, 2015

12/10	12/17	01/14	01/28
4 PM STUDY SESSION <ul style="list-style-type: none"> The Ritz-Carlton Resort – Development Agreement 	4 PM STUDY SESSION <ul style="list-style-type: none"> PD Strategic Plan Update Discussion of Procurement Policy The Ritz-Carlton Resort EXECUTIVE SESSION <ul style="list-style-type: none"> Five Star Development Agreement ACTION ITEMS <ul style="list-style-type: none"> Public Safety Fair Award of Contract for Card Reader Door Locks 52nd St Improvements Ritz Carlton SUP Hearing Court Case Management System Upgrade 	4 PM STUDY SESSION <ul style="list-style-type: none"> Expenditure Limitation Police Technology Update Trash Collection Visually Significant Corridor / Long Range Planning EXECUTIVE SESSION ACTION ITEMS	4 PM STUDY SESSION <ul style="list-style-type: none"> Cell Phone Service Improvements EXECUTIVE SESSION ACTION ITEMS
02/11	02/25	03/10	03/24
4 PM STUDY SESSION EXECUTIVE SESSION ACTION ITEMS	4 PM STUDY SESSION EXECUTIVE SESSION ACTION ITEMS	4 PM STUDY SESSION EXECUTIVE SESSION ACTION ITEMS	4 PM STUDY SESSION <ul style="list-style-type: none"> Kiva Elementary School Art Acceptance EXECUTIVE SESSION ACTION ITEMS
04/14	04/28	05/12	05/26
4 PM STUDY SESSION EXECUTIVE SESSION ACTION ITEMS	4 PM STUDY SESSION EXECUTIVE SESSION ACTION ITEMS	4 PM STUDY SESSION EXECUTIVE SESSION ACTION ITEMS	4 PM STUDY SESSION EXECUTIVE SESSION ACTION ITEMS

Items to be scheduled

1. Noise Ordinance
2. Emergency Planning
3. Trash Collection
4. Leaf Blower Regulations
5. Possible Sustainability Committee
6. Short Term Rental



Action Report

File #: 15-303

TO: Mayor and Town Council

FROM: Eva Cutro, Community Development Director

DATE: December 3, 2015

CONTACT:

Eva Cutro, 480-348-3522

AGENDA TITLE:

Hearing - Special Use Permit Major Amendment
Ritz-Carlton Paradise Valley
7000 E Lincoln Drive (SUP-15-01)

RECOMMENDATION

It is recommended that the Town Council continue to a date certain, December 17, 2015, the Five Star Ritz-Carlton SUP major amendment request. This will allow additional time to review the submittals and stipulations.

REQUEST

On May 4, 2015, Five Star Development Resort Communities applied for a major amendment to the Ritz-Carlton SUP. The amendment to the SUP includes a mix of resort, residential, and retail uses on the site.

PURPOSE:

The purpose of this hearing is to review revised plan and receive input from the public.

History

The property located at 7000 E. Lincoln Drive was annexed into the Town in 1964. In 1987 the Town Council granted a Special Use Permit and re-zoning for Sun Valley Resort a mix of resort units, residential lots, and a golf course. The SUP allowed for up to 500 resort keys, 39 R-43 cluster plan lots, and a golf course. Although an entrance circle on Indian Bend Road was constructed, no further development occurred.

In 2008 the Town Council granted an amendment to the existing Special Use Permit to allow for a resort community, including: a resort hotel with 225 rooms, spa, restaurants, and meeting space; 100 resort patio homes; 46 luxury detached residential homes, 15 one-acre home lots; and, site improvements including parking, landscaping, and lighting and, improvements to site infrastructure. This approval is current, however; no development has occurred.

In 2012 the Town adopted a new General Plan. The General Plan categorizes this property as one of the new Development Areas, intended to focus resort development into targeted areas that are most appropriate for accommodating the variety of land uses associated with such use. The General Plan further states, Development Areas are meant to encourage new resort development that reflects the Town's needs for fiscal health, economic diversification, and quality of life.

Statement of Direction (SOD) and Planning Commission Review

Council discussed the Statement of Direction at the May 28, 2015 and June 4, 2015, Study Sessions. Density, residential lot size, type of residential product, heights, retail use, perimeter setbacks, and Rights of Way, traffic, and parking were discussed. The SOD guided the Commission in their review of this proposal. Starting June 16th the Planning Commission hosted 8 work sessions and two hearings on this application. Public comment was taken during the public hearings on October 6, 2015 and on October 20, 2015. At the last hearing The Planning Commission voted 5 - 2 to recommend that the Town Council **APPROVE** the SUP amendment subject to stipulations.

Details

The site is approximately 105 acres, bordered by Lincoln Drive to the south, Mockingbird Lane to the east, Indian Bend Road to the north, and the City of Scottsdale to the east. The development is broken up into five distinct Areas with a mix of resort, residential, and retail uses proposed. The total square footage of structure on site is proposed at 1,795,402, with a lot coverage from the dripline of the structures at 25.8%.

Area A - Resort

The Statement of Direction states:

Resort lot coverage (Areas "A" and "A1" combined) shall not exceed 30% and 700,000 square feet.

As compared to the SOD, the proposed area coverage is 30.1% and the floor area is 727,000 square feet.

Recommend that Commission allow lobby heights to capture the unique mountain views but fully explore the impacts of the proposed height including what is visible off-site and if current views of the Mc Dowell Mountains will be obstructed (as viewed from the adjoining public RsOW). The overall mass of the building shall be reviewed to make sure it is of appropriate scale. A 3-D graphic shall be required. An elevation shall be shown from a benchmark near the intersection of Lincoln Dr. and Mockingbird Lane.

The center 18 acres of the site is proposed as the Ritz-Carlton Resort with 200 resort units planned. The resort will also contain a lobby, ballroom, spa, and other resort amenities. The highest elevation of the resort is proposed at 48'. The hotel rooms are proposed in one and two-story configurations with a maximum height of 24'. The total floor area is proposed at 352,000 square feet. The lot coverage is proposed at 234,000 square feet using a drip line measurement. Based on this drip line measurement, the area coverage is at 29.7%.

Staff, Council, and Commission had concerns regarding light and noise from a proposed rooftop

deck. The applicant has now eliminated this feature.

Area A1 - Resort Villas

The Statement of Direction states:

Resort lot coverage (Areas "A" and "A1" combined) shall not exceed 30% and 700,000 square feet.

With the exception of the resort lobby, it is recommended that all four-story/48' tall elements be eliminated and three-story/36' maximum height be considered for principal structures only, and as a buffer along the eastern border.

The Resort Villa area borders the resort and contains approximately 11 acres. 94 resort villas are proposed. These will be available for private ownership and may be placed in the hotel rental pool. The total floor area is proposed at 328,000 square feet (plus an additional 32,000 sf of food & beverage). The lot coverage is proposed at 149,000 square feet using a drip line measurement. Based on this drip line measurement, the area coverage is at 30.8%. The maximum height of the villas is proposed at 3-story and 36'. There was concern that three story elements made up the majority of this Area. The applicant has now reduced the three story buildings to just those structures that border the eastern edge of the property. The majority of the buildings are proposed at 2-story and 28' maximum height.

It is anticipated that the villas will be used as resort units and not the stacked flat product that was originally proposed in Area D, and discouraged in the SOD. In an effort to ensure the primary use of the villas are used as resort units, staff included language in the stipulations regarding villa standards and shared elements with the resort in Area A.

Area B & C - Detached Residences

The Statement of Direction states:

Residential lot size

Recommend that all detached residential product in Areas B and C:

- 1. Have an average of two dwelling units per acre,*
- 2. Progress from larger lots on the north, south, and west perimeters to more dense lots in the center and eastern perimeter, and*
- 3. Detached residential product shall be a mix of 1 and 2-story.*

Area B

Area B is 31.3 acres in size and the applicant is proposing 72 single family detached residences in a gated community. (The Planning Commission requested approval of a plan showing 66 lots.) The site plan has lots that progress from larger properties along the perimeter to smaller or denser lots in

the center. The lot sizes range from 10,000 to 20,320 square feet with a minimum width of 65 feet. The proposed residences will be approximately 4,000 square feet for a total floor area of 495,000 square feet. The area coverage is at 25% and 2.3 dwelling units per acre (DUA).

The homes are a mix of one and two story. One story homes are proposed along the perimeter on lots that are a minimum of 15,000sf. The maximum height of the one-story homes is proposed at 20'. Two-story homes are proposed at a maximum height of 24'.

Setbacks shall be:

Front yard - 20' ground floor, 25' second story,
Rear yard - 20' ground floor, 35' second story
Side yard - 15' each side on perimeter lots (15,000 sf), 20' total on interior lots (10,000-15,000 sf)

It is recommended that the applicant reduce the DUA to match the SOD.

Area C

Area C is 22.5 acres in size and contains 45 single family detached residences in a gated community. The site plan has lots that progress from larger properties along the perimeter to smaller or denser lots in the center. The lot sizes range from 12,000 to 37,605 square feet with a minimum width of 70 feet. The proposed residences will be approximately 4,000 square feet for a total floor area of 309,375 square feet. The area coverage is at 24.1% and 2 dwelling units per acre (DUA) are proposed.

The homes are a mix of one and two story with a maximum height proposed at 24'. Setbacks shall be:

Front yard - 20' ground floor, 25' second story,
Rear yard - 20' ground floor, 35' second story
Side yard - 15' each side on perimeter lots (15,000 sf), 20' total on interior lots (10,000-15,000 sf)

Area C is in alignment with the SOD.

Area D - Attached Residences

The Statement of Direction states:

Residential lot size

Attached residential housing is proposed for Area D. Attached residential housing as approved and built in other Paradise Valley resorts, are almost exclusively used as resort rental units that are rented through the resort itself.

Attached residential product as proposed is disfavored and alternate uses for Area D shall be explored.

The applicant eliminated the original condominium type stacked residential and is now proposing a gated, townhouse development. Area D has also been relocated to border Lincoln Drive and Area C (another residential product). Area D is proposed as a mix of one, two, and three story buildings, with the three story elements bordering the apartment complex in the City of Scottsdale. 62 town homes are proposed with an average size of 2400 square feet. The total floor area is 209,700 and the area coverage is at 25.2%. Heights range from 20' - 36'. However, the 36' three-story height only occurs along the eastern border. The third story is also limited as follows:

- Interior area not to exceed 50% (of the area of the second story)
- Exterior covered area not to exceed 10% (of the area of the second story)
- Exterior uncovered not to exceed 10% (of the area of the second story)

The units will also have front and rear setbacks of 10 feet and all parking requirements shall be met in individual private garages and driveways.

Area E - Resort Related Mixed Use

The Statement of Direction states:

Recommend the Paradise Valley Planning Commission evaluate the mixed use submittal with the following conditions:

1. *No 4-story/48' height permitted,*
2. *Retail must be viable. Staff and commission may request applicant provide a market study addressing the feasibility of the type and amount of retail proposed including the viability of retail located on an interior site. Planning Commission may use a third-party expert to assist in the evaluation of said viability,*
3. *Retail must be resort related, and*
4. *Residential must be resort related.*

Recommend the Planning Commission also evaluate the possibility of an all detached residential use of Parcel E if applicant chooses to submit such an alternate.

The applicant has submitted a site plan for E1 a 7.2 acre portion of Area E. It contains a mix of retail, food & beverage, and gourmet foods. The total floor area is proposed at 54, 327 sf and 17.3% area coverage. The buildings are proposed at one-story with a 30' maximum height. The remainder of Area E is deferred at this time.

Perimeter Setbacks / Landscape /Signage

The Statement of Direction states:

Recommend that the SUP Guideline landscape area and buffer be provided. A minimum 50' wide landscaped area shall be provided along Lincoln Drive and Mockingbird Roads and a minimum of 30' wide landscape area shall be provided along Indian Bend Road. An additional landscape buffer shall be provided at the corner of Lincoln Drive and Mockingbird Lane, as well as at the main entrance to the Resort and at the gateway to the Town.

Recommend that 25' of Right of Way (ROW) dedication be required along Lincoln Drive. This

differs from the 2008 SUP that allowed for a roadway easement. The 2012 General Plan has now categorized Lincoln Drive as a Visually Significant Corridor and dedication is requested to allow for development of Lincoln Drive as a Visually Significant Corridor and as a Gateway to the Town. The applicant shall identify setbacks from the post-dedication property line.

The site plan meets the SOD with setbacks along Indian Bend Road at a minimum of 30'; along Mockingbird Lane at a minimum of 50'; and, along Lincoln Drive at a minimum of 50' (taken from the post-dedication line). A separation of 10' has been added north of the St. Barnabas border and a 120' setback is proposed at the corner of Lincoln Drive and Mockingbird Lane.

A landscaping plan is provided that divides the property into different landscape zones, with the interior lusher than the perimeter. Detailed landscape plans are provided for Lincoln Drive with landscaping in excess of the Landscape Guidelines with trees planted 25' on center. A meandering wall and sidewalk are also proposed in accordance with the Town Zoning ordinance. The applicant provided additional information regarding the Visually Significant Corridor treatment on Lincoln Drive. This treatment includes architectural screens around utility structures, seating areas, themed wayfinding signage, and enhanced landscaping. However, since the details of this treatment are not part of this application, Stipulation 35 is added that will require the final design be approved by the Town Manager or designee.

Enlarged Paradise Valley Entry monuments are proposed at the Gateway to the Town. A primary Ritz-Carlton monument sign is proposed at the main entry to the resort on Lincoln Drive. The sign is 6' high, 25 square feet in size and has a 25' setback. A fountain sign wall is proposed at the corner of Lincoln Drive and Mockingbird Lane. This sign wall has a minimum setback of 25' from the corner, is 48" high (with a water depth of less than 18"), and is surrounded by vegetation.

Traffic and Parking

A complete traffic impact analysis (TIA) and separate parking analysis were completed by CivTech Engineering. The Traffic Impact Analysis has been through multiple rounds of comments. The Town is still waiting for the final report to be completed.

Grading and Drainage

A detailed grading and drainage plan for the site will need to be provided that is consistent with the stormwater master plan for the project. The Town has received an onsite and offsite drainage memo which included sufficient detail for the SUP approval process. As the memo states, at the time of permit CVL will prepare a full onsite set of grading and drainage plans and a complete drainage report.

NEXT STEP

This application is scheduled for a Town Council Hearing on December 17, 2015.

ATTACHMENT(S):

Cover letter from Jason Morris, Withey Morris, LLC, dated November 24, 2015
SUP Revisions dated November 24, 2015
Ordinance # 694 containing all stipulations

File #: 15-303

C: Jason Morris (Applicant)



The Ritz-Carlton Resort

Paradise Valley Special Use Permit Application



Initial Submittal: May 4, 2015
2nd Submittal: May 19, 2015
Amendment: July 30, 2015
Amendment: August 28, 2015
Amendment: September 11, 2015
3rd Submittal: October 2, 2015
Amendment: October 14, 2015
Amendment: October 20, 2015
4th Submittal: October 27, 2015
Amendment: November 24, 2015
Amendment: November 30, 2015

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Area B | Resort Branded Residential Lots 2

Area C | Ritz-Carlton Residential Lots 3

Area D | Attached Residence Village. 4

Area D | Attached Residence Village. 5

Landscape Architecture G

Resort Wall Master Plan 3

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The Ritz-Carlton Resort

Paradise Valley Special Use Permit Application
November 30, 2015



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MASTER PLAN

Area	Description
A A1	Ritz-Carlton Hotel and Villas
B	Single Family Resort Related Residential
C	Single Family Ritz-Carlton Branded Residential
D	Resort Related Attached Residences
E1	Resort Related Retail
E2	Resort Related Mixed Use (Deferred –Final Site Plan to Follow)



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The Ritz-Carlton Resort

Paradise Valley Special Use Permit Application
November 24, 2015



MASTER PLAN

Land Use Plan
D-1

2015 Proposed SUP Overview (Excluding Area E)

Area	Land Use Product	Gross Acreage	Proposed Residential Units	Residential Lot Sizes	Average Unit Size Conditioned, sf	Total Residential Floor Area, sf ⁽⁴⁾	Total Resort Related Floor Area, sf ⁽⁴⁾	Lot Coverage: Drip Line Area, sf	Area Coverage, Percentage ⁽¹⁾	Maximum Height, ft ⁽²⁾
A	The Ritz-Carlton Resort Hotel	18.1	Public Spaces				352,000	234,000	29.7%	48'
			200 Hotel Rooms							24'
	Accessory & Service Structures						15,000			16'
A1	Resort Villas	11.1	94 Resort Villas				328,000	149,000	30.8%	36'
	- Food & Beverage						32,000			24'
	Subtotals - A & A1	29.2					727,000	383,000	30.1%	

Total Development Floor Area

Residential	1,014,075
Resort Related	781,327
Total Proposed	1,795,402 sf
25% (at 2 stories) SUP Guidelines	2,157,091 sf

Area Setbacks
(from post dedication property lines)

North of Lincoln Drive:	50'
East of Mockingbird Lane:	50'
South of Indian Bend Road:	30'
North of St. Barnabas Church	10'

Single Family Dwelling Units per Acre

Parcel B	72 du
Parcel C	45 du
Total	117 du

Net Acres	53.8 ac ⁽⁶⁾	2.17 du/ac
Gross Acres	54.5 ac ⁽⁷⁾	2.15 du/ac
Improved Acres	56.5 ac ⁽⁸⁾	2.07 du/ac

B	Resort Related Detached Single Family	31.3	72	10,000 sf min	4,000	495,000		340,848	25.0%	20' /24' ⁽³⁾
				12,092 sf avg						
				20,320 sf max						
C	Ritz-Carlton Detached Single Family	22.5	45	12,000 sf min	4,000	309,375		236,250	24.1%	20' /24' ⁽³⁾
				14,191 sf avg						
				37,605 sf max						
D	Resort Related Attached Residences	8.8	62		2,400	209,700		96,950	25.2%	20'/24'/36' ⁽⁵⁾
E1	Resort Related Retail	7.2					54,327	54,327	17.3%	30'
E2	Resort Related Mixed-Use (Defered)									
	Subtotals - B, C, D & E1	69.8				1,014,075	54,327	728,375	23.9%	

	Total All Parcels	99.0				1,014,075	781,327	1,111,375	25.8%	
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Notes:

- ⁽¹⁾ Area coverage is calculated using drip line of structures including trellises at 50% coverage
- ⁽²⁾ The maximum heights indicated are measured from finish grade. Finish grade is no more than 2' above existing grade or as depicted on Page E-7.
- ⁽³⁾ Residential lots adjacent to public roadway are limited to one story and a 20' maximum height. Specific lots are depicted on Page F-2 and F-3.
- ⁽⁴⁾ Gross area including at-grade garages, patios, trellises, overhangs but excluding basements
- ⁽⁵⁾ 36' (three story) height only occurs as a buffer along the eastern border. Third floor: interior area will not exceed 50%, exterior covered will not exceed 10%, exterior

uncovered will not exceed 10% of the second floor area. One story units are limited to 20' in height, two story units are limited to 24' in height. See Page F-4 for specific unit height limitations.

⁽⁶⁾ Post-dedication acreage

⁽⁷⁾ Pre-dedication acreage

⁽⁸⁾ Improved Acres include landscaped right-of-way (to the back of curb) in addition to the perimeter Area Setbacks

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The Ritz-Carlton Resort






Paradise Valley Special Use Permit Application
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MASTER PLAN

Land Density Table
D-3

LEGEND

	One Story Building:	14' - 20' above finish grade
	Two Story Building:	20' - 28' above finish grade
	Three Story Building	28' - 36' above finish grade
	Hotel Lobby Roof	48' above finish grade
	Single Story with a	30' maximum height



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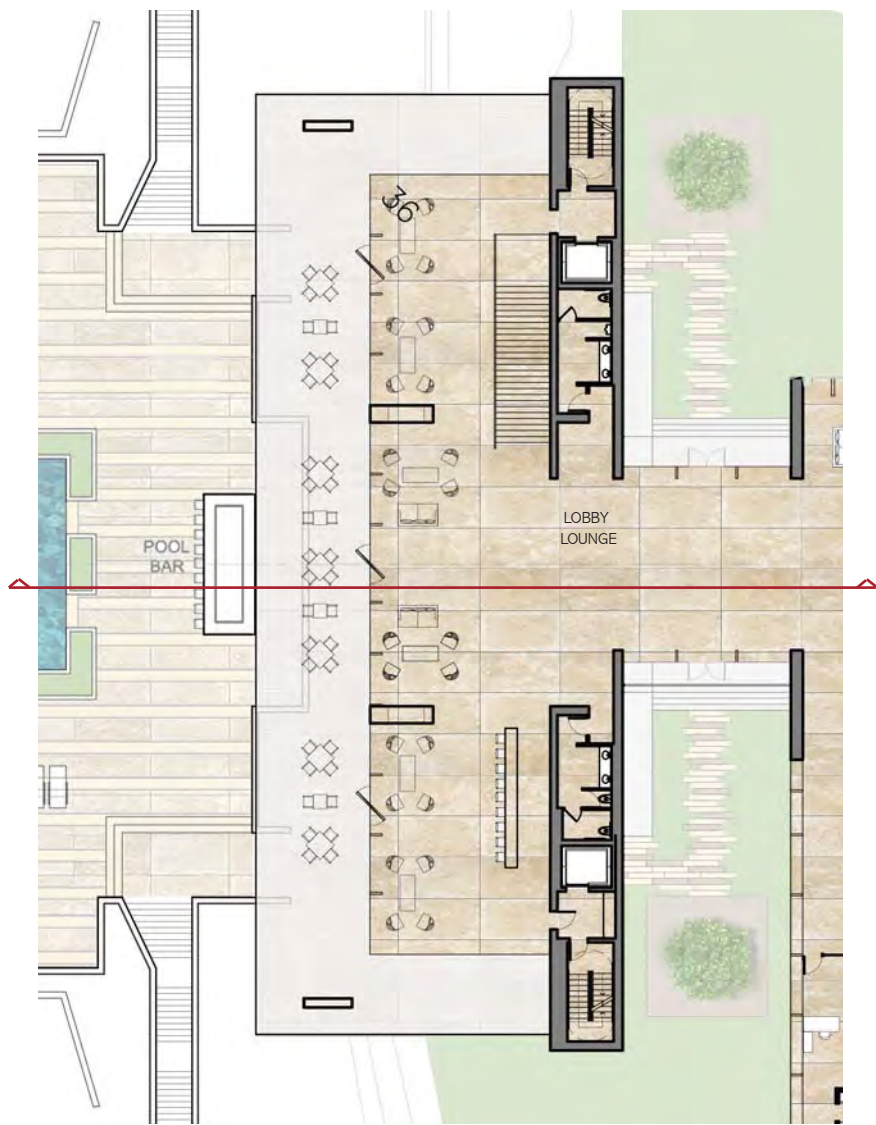
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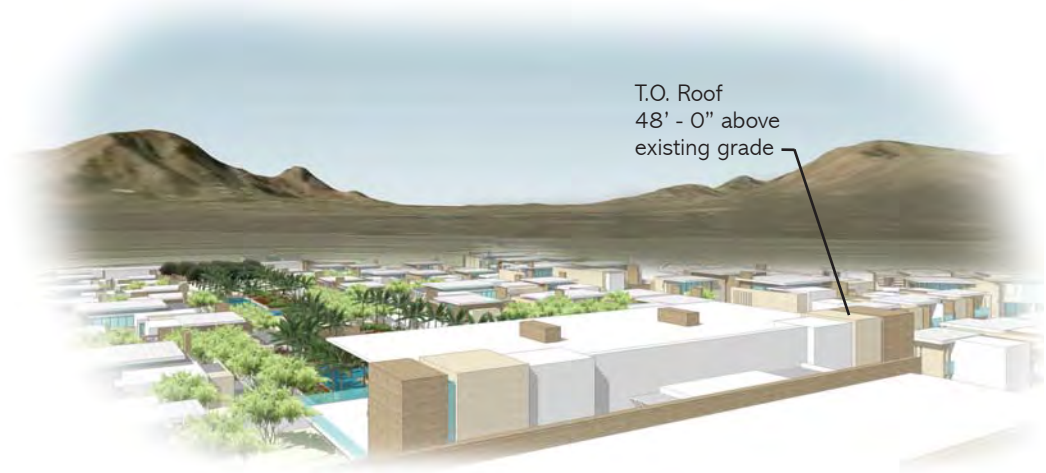
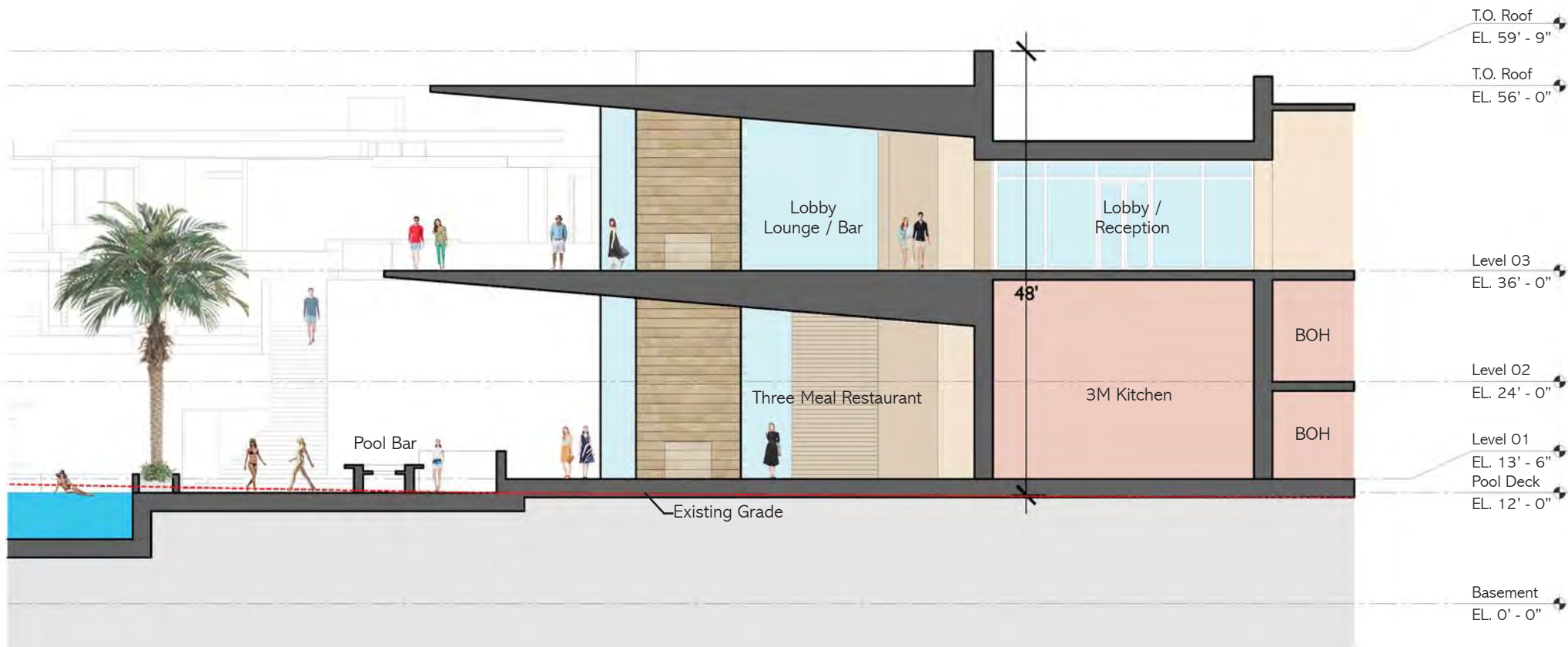


PROJECT HEIGHTS

Hotel | Residential | Mixed Use
D-5



LOBBY LOUNGE - LEVEL 03



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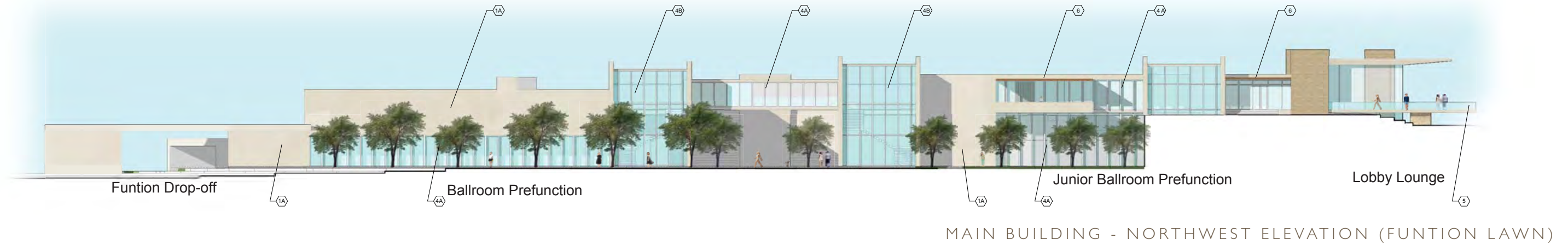
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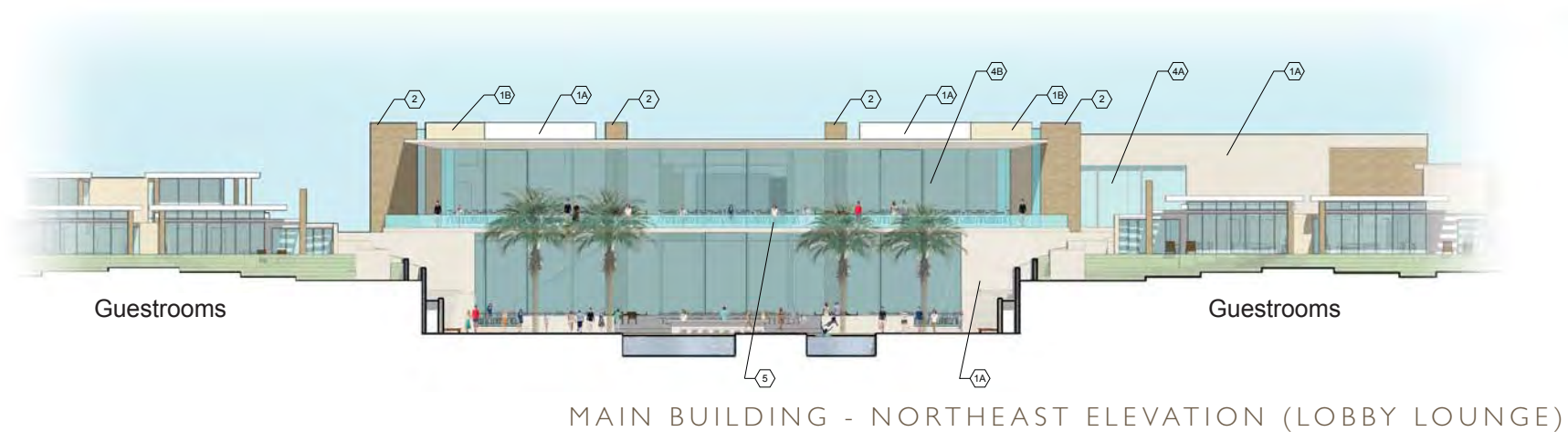
RESORT HOTEL

Enlarged Lobby Building Section
E-14



KEYNOTES

- 1A STUCCO A
3/4" INTERGRAL COLOR SMOOTH STUCCO
LIGHT BEIGE
- 1B STUCCO B
3/4" INTERGRAL COLOR SMOOTH STUCCO
TAN
- 2 STONE
DARK HONED LIMESTONE
- 3 STONE PAVERS
- 4A GLAZING WITH DEEP MULLION CAPS
- 4B GLAZING WITH GLASS FINIS
- 5 GLASS RAILING



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RESORT HOTEL

Main Building Elevations
E-18

	Use	# Levels	Total
A	Retail	1.0	9,600 sf
B	Gourmet Foods	1.0	9,793 sf
C	Retail	1.0	17,349 sf
	Retail	1.0	17,585 sf

One Level Retail

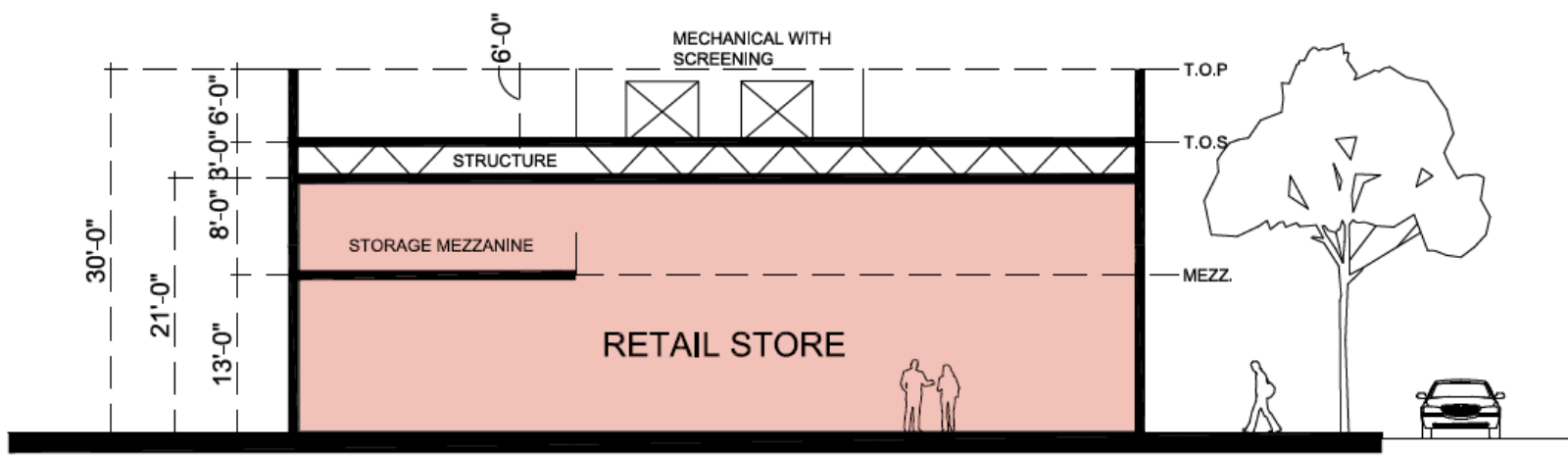
Gourmet Foods

Tabulations	
Retail	37,854 sf
Food & Beverage	6,680 sf
Gourmet Foods	9,793 sf
Total Building SF	54,327 sf

Parking Required	
Comm Req'd code@ 1/300gsf	182 cars

Parking Provided	
Surface Off-Street Parking	222 cars
Surface On-Street Parking	77 cars
Total Parking Provided	299 cars

Parking Required	
Parcel E1 Area (7.2 acres)	314,790 sf
Total Building Area	54,327 sf
Coverage	17%



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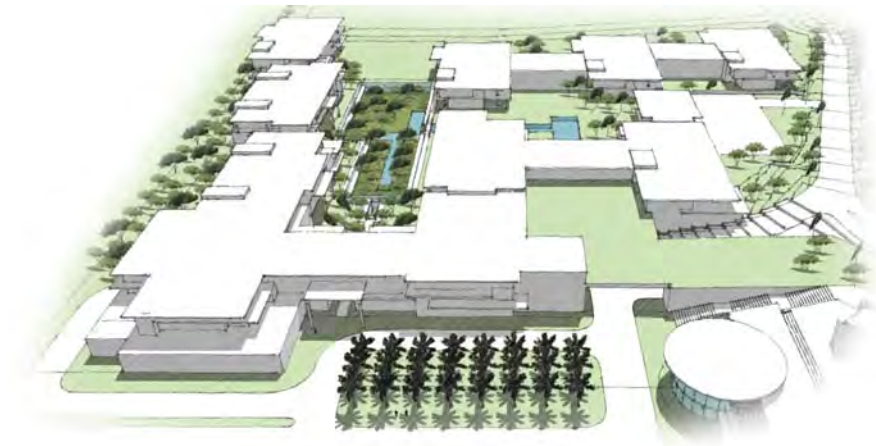
RESORT RELATED RETAIL
Area E2
E-27



AERIAL VIEW TOWARD NORTHWEST



AERIAL VIEW TOWARD NORTHEAST



AERIAL VIEW TOWARD LINCOLN DRIVE - From Palm Court

RITZ-CARLTON RESIDENTIAL VILLAS

Adjacent to the Hotel, the branded Ritz-Carlton Residential Villas will offer whole ownership luxury attached residences. There will be 120 residential units within the two and three story buildings. In addition to the hotel staff, the property will have staff dedicated to serving only the guests of the Villas.

The architecture of the Residential Villas follows the general direction of the Ritz-Carlton Hotel with simple forms and natural materials. Each unit is oriented toward the views of Camelback and Mummy Mountains, and will have expansive outdoor patios, expansive balconies and plunge pools. The units will have high open ceilings with expansive windows overlooking the views. Deep overhangs and sun shades will add to the interest of the exterior facades.

The building massing steps back from Lincoln Drive and off the resort entry drive. This will create expansive balconies for each unit as well as break down the building massing.

In addition to having access to the Hotel amenities and services, the Residential Villas will have additional Ritz-Carlton managed amenities and services, including a separate resort style swimming pool, lobby, concierge and underground valet parking where semi-private elevators take residents and hotel guests directly to their villa. Residential Villa guests will check-in and use the valet services at the Hotel. Residential Villa owners will have the option to self-park in either of their two designated parking spaces located adjacent to the semi-private elevator access from the garage level to their villa.



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AREA A1
Ritz-Carlton Residential Villages
F-1



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WITHEY MORRIS, PLC
Land Use & Zoning Attorney

2525 E Arizona Biltmore Cir | Ste A-212
Phoenix, Arizona 85016
602.230.0600
contact: Jason Morris

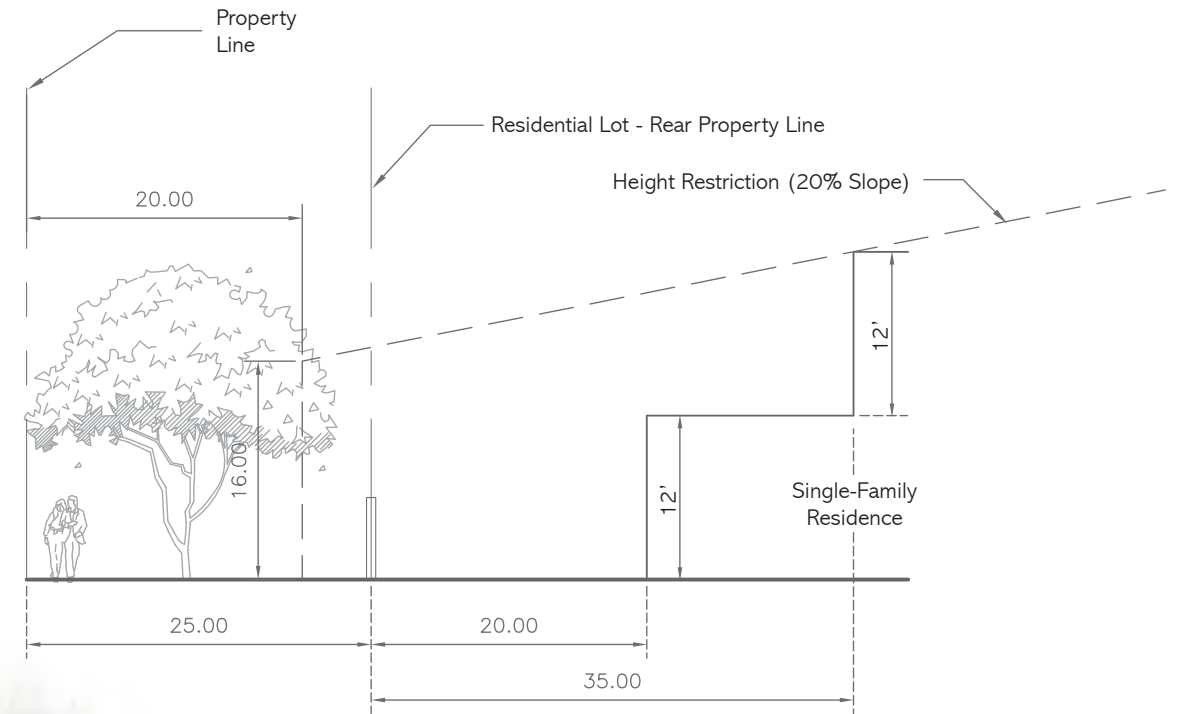


The Ritz-Carlton Resort

Paradise Valley Special Use Permit Application
November 30, 2015

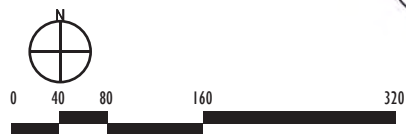


AREA B
Resort Branded Residential Lots
F-2



Open Space Criteria

Area B & C Building Setbacks	
Front Yard First Floor	20'
Front Yard Second Floor	25'
Side Yard Lots greater than 15,000 sf	15' each side
Side Yard Lots 10,000 - 15,000 sf	20' total (not less than 5')
Rear Yard First Floor	20'
Rear Yard Second Floor	35'
Lot size greater than 15,000 sf	▲
Single story home with construction limited to a maximum of 20' in height	■



Guest Parking:
2 cars in the driveway at each home

CIVTECH, INC
Traffic Engineering

10605 N Hayden Road | Ste 140
Scottsdale, AZ 85260-5595
480.659.4250
contact: Dawn Carter

CVL CONSULTANTS
Civil, Landscape, Planning, & Survey

4550 N 12th St
Phoenix, AZ 85014
602.264.6831
contact: Ryan Weed

MASON ARCHITECTS
Architecture & Master Planning

957 Industrial Road | Ste C
San Carlos, CA 94070
650.851.8810
contact: Peter Mason

NELSEN PARTNERS
Mixed-Use Architecture

15210 N Scottsdale Rd | Ste 300
Scottsdale, AZ 85254
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The Ritz-Carlton Resort

Paradise Valley Special Use Permit Application
November 30, 2015



LEGEND

RITZ CARLTON HOTEL		11	PREFUNCTION	RITZ CARLTON HOTEL - AMENITIES		RITZ CARLTON VILLAS		PALM COURT (TOWN SQUARE)	
1	PORTE COCHERE	12	HOTEL PARKING (VALET)	20	SPA	30	VILLA UNITS	40	CENTRAL PLAZA PARK
2	RECEPTION	13	MECHANICAL ELECTRICAL	21	FAMILY POOL	31	VILLAS LOBBY	41	RETAIL RESTAURANTS
3	HOTEL LOBBY	14	ADMINISTRATIVE OFFICES	22	ADULT POOL	32	RESIDENT'S POOL	42	RESIDENTIAL UNITS
4	LOBBY LOUNGE	15	BACK OF HOUSE	23	OUTDOOR FUNCTION	33	RESIDENT'S PARKING	43	RITZ CARLTON FUNCTION DROP-OFF
5	SPECIALTY RESTAURANT	16	LAUNDRY EMPLOYEE FACILITIES	24	CLUB LOUNGE	34	AMENITIES SPACE	RESORT RELATED ATTACHED RESIDENCE VILLAGE	
6	THREE MEAL RESTAURANT	17	CART STAGING			35	RESIDENT'S STORAGE		
7	POOL BAR AND GRILL	18	REMOTE SERVICE BUILDING			36	BACK OF HOUSE MEP		
8	BALLROOM	19	KITCHEN			37	RETAIL PARKING	53	GUEST PARKING
9	JUNIOR BALLROOM					38	RETAIL STORAGE	54	RESIDENT'S POOL
10	MEETING BOARD ROOM					39	SUNKEN GARDEN ENTRY COURT	55	ATTACHED RESIDENTIAL UNITS

LEGEND

- One Story Building
- Two Story Building
- Three Story Building

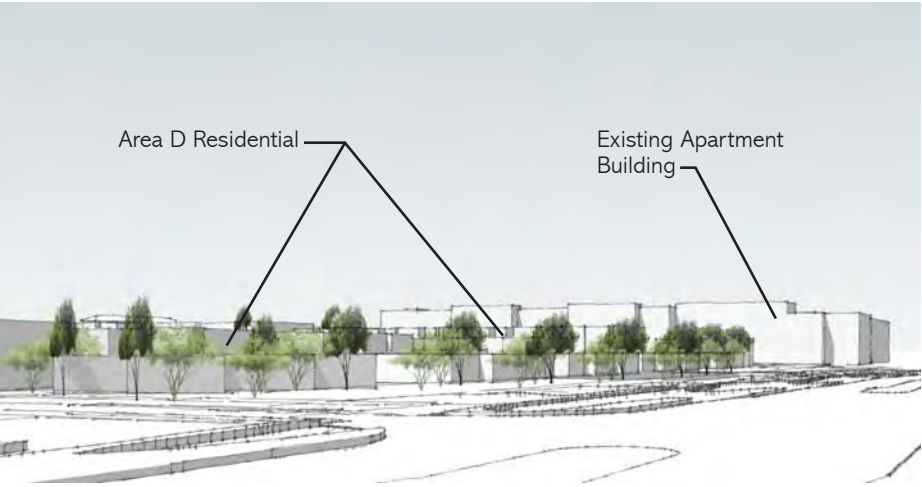


AREA D - RESORT RELATED ATTACHED RESIDENCE VILLAGE

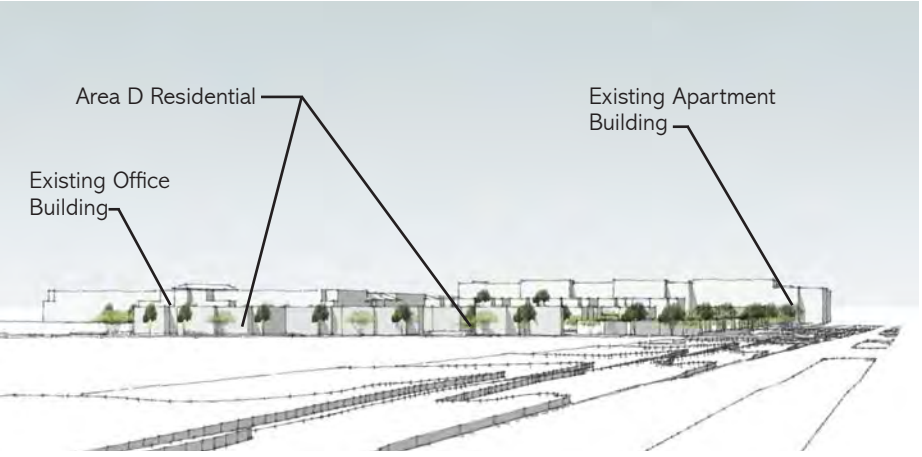
Area D residential is a critical zone for softening and quieting the adjacent Scottsdale intensity. Given its location on Lincoln Drive, a large setback has been designed to provide a substantial buffer between the residences and traffic on Lincoln Drive. The attached units are whole ownership, resort-related attached residential of one, two and three stories. The concept for the residential neighborhood is a more European street – where the attached residences form narrow streets and common open space courtyards for the residential amenities – pool, paths and gardens.

Guest Parking: 2 cars in the driveway at each home

Setbacks: Front and Rear Yard Setbacks = 10' each



VIEW TOWARD SCOTTSDALE ROAD - at Ritz Carlton Entry



VIEW TOWARD SCOTTSDALE ROAD - Near Mockingbird Intersection

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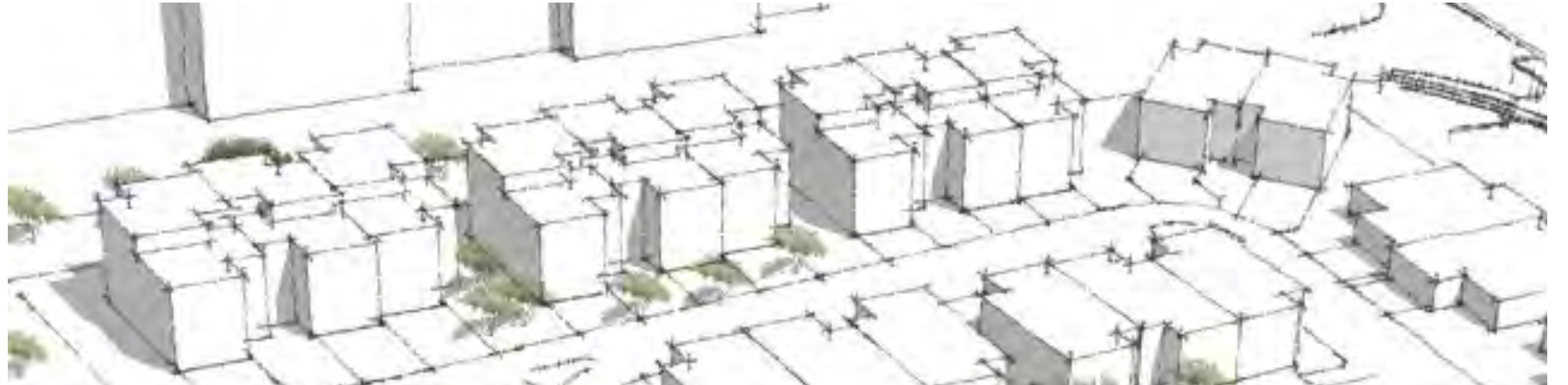


The Ritz-Carlton Resort

Paradise Valley Special Use Permit Application
November 30, 2015



AREA D
Attached Residence Village
F-4



ENLARGED VIEW OF THREE STORY ATTACHED RESIDENCES

Existing Apartment Building



AERIAL VIEW TOWARD LINCOLN DRIVE

Massing illustrations do not depict the required 50% reduction of enclosed floor area at the three story units



ENLARGED VIEW OF THREE STORY ATTACHED RESIDENCES MASSING

CIVTECH, INC
Traffic Engineering

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Civil, Landscape, Planning, & Survey

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Phoenix, AZ 85014
602.264.6831
contact: Ryan Weed

MASON ARCHITECTS
Architecture & Master Planning

2995 Woodside Rd | Ste 400
Woodside, CA 94062
650.851.8810
contact: Peter Mason

NELSEN PARTNERS
Mixed-Use Architecture

15210 N Scottsdale Rd | Ste 300
Scottsdale, AZ 85254
480.949.6800
contact: George A Melara

WITHEY MORRIS, PLC
Land Use & Zoning Attorney

2525 E Arizona Biltmore Cir | Ste A-212
Phoenix, Arizona 85016
602.230.0600
contact: Jason Morris



The Ritz-Carlton Resort

Paradise Valley Special Use Permit Application
November 24, 2015



AREA D
Attached Residence Village
F-5

RESORT WALL MASTER PLAN

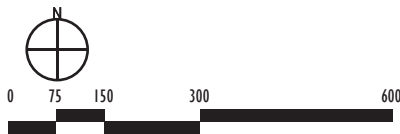
Initial locations of site walls have been identified in the exhibit to the right. The design intent of the walls will be to provide both security for residents and guests, while also respecting view corridors and a sense of open space. As such, view fences have been used where possible, and solid walls and screen walls are limited to areas that require enhanced privacy or security, or to shield resident views to utility or back of house uses.

Perimeter walls have been identified on this exhibit. The Hotel area will contain additional landscape walls of varying heights to define open space areas and uses.

- Notes:
- Private yard walls provided by owner.
 - Screen wall and fence guidelines: Screen walls are used to shield delivery areas, service areas, truck courts, mechanical, electrical, plumbing, and fire protection equipment, storage areas, recycling containers, dumpsters, and the like, from public view. Screen walls must respond in form to architecture. The height of screen walls should be as low as possible, but are limited to fifteen feet (15') limited to the hotel loading dock and central plant, as measured from the grade of the outside of the wall.

LEGEND

- 8' Solid (6' Wall + 2' Berm)
- 6' Solid
- 6' View
- Wall Jog Locations
- Primary Resort Entry Monument
- Town Entry Monument
- Resort Branding Sign
- Guardhouse
Manned Access control point. Not to exceed 16' in height, 250sf in size with a gate not to exceed 8' in height
- Electric Gate
Access control point with visitor call box. Adequate vehicular turn around to be provided per Town standards. Adjacent residential lots may need modification or deleted to accommodate required turn around and emergency access. not to exceed 8' in height.



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WITHEY MORRIS, PLC
Land Use & Zoning Attorney

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Phoenix, Arizona 85016
602.230.0600
contact: Jason Morris



The Ritz-Carlton Resort

Paradise Valley Special Use Permit Application
November 30, 2015



RESORT LANDSCAPE

Resort Wall Master Plan
G-3



CIVTECH, INC
Traffic Engineering

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Scottsdale, AZ 85260-5595
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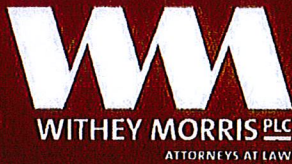
The Ritz-Carlton Resort

Paradise Valley Special Use Permit Application
November 30, 2015



MCDOWELL MOUNTAIN

Views
G-9



PHONE: 602-230-0600

FAX: 602-212-1787

2525 E. Arizona Biltmore Circle, Suite A-212, Phoenix, AZ 85016

November 24, 2015

Ms. Eva-Marie Cutro
Town of Paradise Valley
6401 E. Lincoln Drive
Paradise Valley, AZ 85253

Re: Revised Submittal responding to the November 19, 2015 Town Council Study Session Regarding the Five Star Development/Ritz-Carlton Paradise Valley Special Use Permit (SUP 15-01)

Dear Ms. Cutro,

The purpose of this letter is provide the revised Ritz-Carlton SUP exhibits, which directly respond to the comments and requests received during the November 19, 2015 Town Council study session. You will note we have taken into account each of the Council's requests for reduction in unit counts, increases in perimeter lot sizes, increases in and varieties of side-yard setbacks, and alterations to the resort hotel use.

In total, the enclosed exhibits demonstrate a reduction of forty (40) units across areas A1, B, and D, which is a 13% decrease in overall density. This also represents a thirty-four (34) unit reduction from the plan recommended for approval by the Town's Planning Commission in October of 2015. This resubmittal strikes a balance between the Town's desired changes and the Applicant's ability to deliver a world-class resort community.

Specifically, per the Town Council's request, the roof-top amenity was removed from the proposed development. For Area A1, the current plan includes a reduction from 120 to 94 villas and reductions in heights on all of the buildings that do not border Scottsdale to the east or the Palm Court to the north. For Area B, we appreciated the Council's preference for the revised "ring road" plan and, we have adjusted further to reduce the lot count from 74 to 72. More importantly, we have agreed to all one-story housing (20 feet) on perimeter lots of at least 15,000 square feet with a minimum of 30-foot combined side-yard setbacks. We have also increased the minimum lot size to 10,000 square feet. Area C, while remaining at the 45 units recommended for approval by the Planning Commission, has been slightly reconfigured to allow for one-story, 15,000 square foot minimum lots along the perimeter. We also took into account the Town Council's concerns regarding unit counts and heights for Area D. In response to the Council's requests, the unit count has been reduced from 74 to 62, which also allowed for a reduction in height of the units along Lincoln Drive to one-story (20 feet). Consistent with additional Council comments, all four-plex buildings within Area D have been reduced to three-plexes. Based on the Town Council's support of the revised Area E1 resort-related retail plan, no changes have been made to this portion of the development.

We look forward to discussing the aforementioned revised exhibits with Town Staff and the Town Council during the upcoming public hearings.

Sincerely,
WITHEY MORRIS, P.L.C.

By 
Benjamin Graff

cc: Kevin Burke, Town Manager
Andrew Miller, Town Attorney
Paradise Valley Town Council

When recorded, return to:
Paradise Valley Town
Attorney 6401 East
Lincoln Drive Paradise

When recorded, return to:
Paradise Valley Town Attorney
6401 East Lincoln Drive
Paradise Valley, Arizona 85253

DRAFT 11-30-2015

ORDINANCE NUMBER 694

AN ORDINANCE OF THE TOWN OF PARADISE VALLEY, ARIZONA, AMENDING THE ZONING ORDINANCE AND AMENDING THE ZONING MAP TO PROVIDE FOR THE ISSUANCE OF AN AMENDED SPECIAL USE PERMIT FOR PROPERTY ZONED SUP DISTRICT (RESORT) AND THE REZONING FROM SUP DISTRICT (RESORT) TO SUP DISTRICT (RESORT) TO ALLOW FOR A LUXURY RESORT HOTEL WITH INTEGRATED DWELLING UNITS AND RESORT-RELATED RETAIL (THE RITZ-CARLTON, PARADISE VALLEY) FOR THE PROPERTY LOCATED AT 7000 E. LINCOLN DRIVE, GENERALLY BORDERED BY LINCOLN DRIVE TO THE SOUTH, MOCKINGBIRD LANE TO THE WEST, INDIAN BEND ROAD TO THE NORTH, AND THE CITY OF SCOTTSDALE TO THE EAST, WITH THE PROPOSED SUP DISTRICT (RESORT) TO INCLUDE A RESORT COMMUNITY, INCLUDING: A RESORT HOTEL WITH 200 HOTEL ROOMSKEYS AND 120 RESORT VILLAS; SPA, RESTAURANTS, RESORT-RELATED RETAIL, AND MEETING SPACE; 66 RESORT VILLAS; RESORT RELATED LUXURY DETACHED SINGLE FAMILY HOMES; 45 RESORT BRANDED DETACHED SINGLE FAMILY HOMES; 74 RESORT RELATED ATTACHED VILLAGE TOWNHOMES; ADDITIONAL RESORT RELATED RESTAURANTS, HEALTH SERVICES, AND RETAIL USES SEPARATE FROM THE HOTEL; AND SITE IMPROVEMENTS INCLUDING PARKING, LANDSCAPING, AND LIGHTING, AND IMPROVEMENTS TO SITE INFRASTRUCTURE; PROVIDING FOR SEVERABILITY; AND PROVIDING FOR AN EFFECTIVE DATE.

WHEREAS, the Town of Paradise Valley Planning Commission held public hearings on _____, October 6, 2015 and _____, October 20, 2015, in the manner prescribed by law, for the purpose of considering a rezoning of the property described in Exhibit A attached hereto ("Property") from SUP District (Resort) to a new SUP District (Resort) and for the purpose of making a recommendation on a proposed SUP District (Resort) amendment for rezoning the Property from SUP District (Resort) to SUP District (Resort), (to be known as the

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Special Use Permit for The Ritz-Carlton, Paradise Valley, and recommended approval of the new SUP District (Resort) to the Town Council; and

WHEREAS, the Town Council at its ~~meeting of~~ meetings on December 3, 2015, and December 17, 2015, held a ~~public hearing~~ hearings, as prescribed by law, to hear the ~~conditional request for the~~ rezoning of the Property to a new SUP District (Resort) based upon the recommendation made by the Planning Commission as noted above, and to amend the Town Official Zoning Map to reflect the issuance of a new SUP District (Resort) for the Property ~~and to take action on this rezoning request; and~~

WHEREAS, pursuant to Article III of the Town Zoning Ordinance, the Town Council finds that the proposed rezoning is consistent with and conforms to the Land Use Map of the Town's adopted General Plan; and

WHEREAS, the Town Council now desires to approve a rezoning of the Property from SUP District (Resort) to SUP District (Resort), subject to the terms and conditions of the Special Use Permit and Related Stipulations for The Ritz-Carlton, Paradise Valley (Exhibit B attached hereto, incorporated herein by reference, and hereinafter referred to as the "SUP" and the "Stipulations," respectively) and to amend the Zoning Map to reflect such rezoning.

NOW, THEREFORE, BE IT ORDAINED BY THE MAYOR AND TOWN COUNCIL OF THE TOWN OF PARADISE VALLEY, ARIZONA THAT:

SECTION 1. Findings. The proposed SUP District (Resort) rezoning is in accordance with Articles III and XI of the Town Zoning Ordinance. ~~Specifically, Rezoning~~ A parcel of land, as described in Exhibit A attached hereto, is hereby conditionally rezoned from SUP District (Resort) to a new SUP District (Resort) designation, with such changes to be made on the Town's Official Zoning Map, such new SUP District (Resort) to allow for use of the Property as a resort and all related uses subject to the stipulations set forth in Exhibit B, attached hereto, the Special Use Permit for Five Star Resort Communities, LLC, SUP 15-01, such uses including:

- a. A Resort Hotel with 200 Hotel Rooms (Area A), 120 Resort Villas (Area A1), spa, restaurants, resort-related retail, and meeting space;
- b. 66 Resort-Related Luxury Detached Single Family Homes (Area B);
- c. 45 Resort-Branded Detached Single Family Homes (Area C);
- d. 74 Resort-Related Attached Village Townhomes (Area D);
- e. Hotel, Resort-Related Restaurant, Health Services, Retail, and Residential Uses (Area E); and
- f. Site improvements including parking, landscaping, private road tracts and lighting.

~~SECTION 2~~ The proposed SUP District (Resort) rezoning is in accordance with Article 11 of the Town Zoning Ordinance, specifically:

- a. It is authorized by and is in conformity with the town's ~~Town's~~ adopted general plan ~~General Plan~~, as amended;
- b. It will not be detrimental to, interfere with, or adversely affect existing uses or character of adjacent properties, persons residing or working in the vicinity, the neighborhood, the public health, safety, peace, comfort and general welfare, ~~or the purpose of the zone in which it is proposed~~; and

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- c. It will be in full conformity ~~to~~with any conditions, requirements, or standards prescribed in the ~~permit~~Stipulations, in the ~~zoning ordinance~~Zoning Ordinance, and in the ~~other~~ ordinances of the Town.

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SECTION 2. Rezoning. A parcel of land, as described in Exhibit A attached hereto, is hereby rezoned from SUP District (Resort) to a new SUP District (Resort; SUP-15-01) designation, with such changes to be made on the Town's Official Zoning Map, such new SUP District (Resort) to allow for use of the Property as a resort and for those other related uses permitted by the SUP and the Stipulations and as limited in the SUP and the Stipulations.

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SECTION 3. Severability. If any section, subsection, sentence, clause, phrase, or portion of this ordinance is for any reason held invalid or unconstitutional by a court of competent jurisdiction, such portion shall be deemed a separate, distinct, and independent provision, and such holding shall not affect the validity of the remaining portions thereof.

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SECTION 4. Effective Date. This ordinance shall become effective ~~at the time and as of~~ the Effective Date (as such term is defined in the ~~manner prescribed~~Stipulations).

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PASSED AND ADOPTED by ~~law~~the Mayor and Council of the Town of Paradise Valley, Arizona, this _____ day of _____, 2015.

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SIGNATURE PAGE

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Michael Collins, Mayor

ATTEST:

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Duncan Miller, Town Clerk

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APPROVED AS TO ~~BE ADDED~~FORM:

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EXHIBIT B

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Andrew M. Miller, Town Attorney

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CERTIFICATION

I, Duncan Miller, Town Clerk, certify that the foregoing is a true copy of Ordinance Number 694 duly passed and adopted by affirmative vote of the Town Council of Paradise Valley at a meeting held on the _____ of _____, 20____. Passage of this Ordinance appears in the minutes of the meeting. The Ordinance has not been rescinded or modified and is now in effect. I further certify that the municipal corporation is duly organized and existing, and has the power to take the action called for by the Ordinance.

Duncan Miller, Town Clerk

EXHIBIT A
TO
ORDINANCE NUMBER 694
LEGAL DESCRIPTION OF THE PROPERTY

(TOWN OF PARADISE VALLEY NET AREA)

A PORTION OF THE NORTHEAST QUARTER OF SECTION 10, TOWNSHIP 2 NORTH, RANGE 4 EAST OF THE GILA AND SALT RIVER BASE AND MERIDIAN, MARICOPA COUNTY, ARIZONA, LYING IN THE TOWN OF PARADISE VALLEY AND BEING MORE PARTICULARLY DESCRIBED AS FOLLOWS:

COMMENCING AT THE NORTH QUARTER CORNER OF SAID SECTION 10;

THENCE NORTH 88 DEGREES 25 MINUTES 57 SECONDS EAST ALONG THE NORTH LINE OF THE NORTHEAST QUARTER OF SAID SECTION 10, A DISTANCE OF 38.22 FEET;

THENCE SOUTH 01 DEGREES 34 MINUTES 03 SECONDS WEST, A DISTANCE OF 55.00 FEET TO THE POINT OF BEGINNING;

THENCE NORTH 88 DEGREES 25 MINUTES 57 SECONDS EAST, 55 FEET SOUTH OF AND PARALLEL WITH THE NORTH LINE OF THE NORTHEAST QUARTER OF SAID SECTION 10, A DISTANCE OF 1947.01 FEET;

THENCE SOUTH 00 DEGREES 16 MINUTES 37 SECONDS EAST, A DISTANCE OF 1264.27 FEET;

THENCE SOUTH 88 DEGREES 31 MINUTES 30 SECONDS WEST, A DISTANCE OF 9.90 FEET;

THENCE SOUTH 00 DEGREES 28 MINUTES 12 SECONDS EAST, A DISTANCE OF 643.50 FEET;

THENCE NORTH 88 DEGREES 20 MINUTES 34 SECONDS EAST, A DISTANCE OF 7.73 FEET;

THENCE SOUTH 00 DEGREES 16 MINUTES 37 SECONDS EAST, A DISTANCE OF 635.76 FEET;

THENCE SOUTH 88 DEGREES 36 MINUTES 58 SECONDS WEST, 40 FEET NORTH OF AND PARALLEL WITH THE SOUTH LINE OF THE NORTHEAST QUARTER OF SAID SECTION 10, A DISTANCE OF 1972.70 FEET;

THENCE NORTH 00 DEGREES 18 MINUTES 21 SECONDS EAST, 40 FEET EAST OF AND PARALLEL WITH THE WEST LINE OF THE NORTHEAST QUARTER OF SAID SECTION 10, A DISTANCE OF 1276.47 FEET;

THENCE NORTH 88 DEGREES 31 MINUTES 30 SECONDS EAST, A DISTANCE OF 626.58 FEET;

THENCE NORTH 00 DEGREES 06 MINUTES 41 SECONDS EAST, A DISTANCE OF 658.68 FEET;

THENCE SOUTH 88 DEGREES 28 MINUTES 44 SECONDS WEST A DISTANCE OF 624.36 FEET;

THENCE NORTH 00 DEGREES 18 MINUTES 21 SECONDS EAST, 40 FEET EAST OF AND PARALLEL WITH THE WEST LINE OF THE NORTHEAST QUARTER OF SAID SECTION 10, A DISTANCE OF 603.21 FEET TO THE POINT OF BEGINNING.

CONTAINING 4,560,387 SQUARE FEET OR 104.692 ACRES.

PLUS THE FOLLOWING:



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ADDITIONAL INDIAN BEND RIGHT-OF-WAY
ABANDONMENT
LAND DESCRIPTION

THE SOUTH 15 FEET OF THE NORTH 55 FEET OF THE NORTHWEST QUARTER OF THE
NORTHEAST QUARTER, EXCEPT FOR THE WEST 40 FEET THEREOF, TOGETHER WITH
THE SOUTH 15 FEET OF THE NORTH 55 FEET OF THE WEST HALF OF THE
NORTHEAST QUARTER OF THE NORTHEAST QUARTER, ALL IN SECTION 10,
TOWNSHIP 2 NORTH, RANGE 4 EAST, GILA AND SALT RIVER BASE AND MERIDIAN,
MARICOPA COUNTY, ARIZONA.

EXHIBIT B
TO
ORDINANCE NUMBER 694

TOWN OF PARADISE VALLEY
SPECIAL USE PERMIT FOR THE RITZ-CARLTON, PARADISE VALLEY
SUP-15-01

I. PROJECT DESCRIPTION

Pursuant to Article XI of the Zoning Ordinance of the Town of Paradise Valley, Arizona, ~~(the "Town")~~, the Town hereby grants to Five Star Development Resort Communities, LLC, an Arizona Limited Liability Company, its successors and assigns, ~~(collectively, the "Owner")~~, this ~~amendment to the Prior~~ Special Use Permit No. 15-01 (with these Stipulations, the "SUP") governing the use the Property, ~~which amendment shall be effective the Approval Date.~~ All capitalized terms contained herein ~~are defined pursuant to~~ shall have the definitions set forth in this ~~Special Use Permit~~ SUP.

The Property subject to ~~This~~ this Special Use Permit is currently owned by the ~~Resort Hotel~~ Owner and is comprised of approximately one hundred and five (105) acres located at the northeast corner of Mockingbird Lane and Lincoln Drive in the Town of Paradise Valley, Arizona, as more particularly described on Exhibit A to Ordinance No. 694.

This ~~amendment, including Exhibits _____,~~ SUP is referred to throughout as ~~This "Special Use Permit"~~ "this SUP" to distinguish it from the ~~"Prior~~ prior Special Use Permit" ~~currently governing the use of the Property.~~ The Town ~~issued~~ enacted Ordinance No. 603 relating to the Prior Special Use Permit for the Property in April 2008. ~~This~~ This Special Use Permit supersedes and replaces the prior Special Use Permit ~~is intended to supersede and replace the Prior Special Use Permit effective as of the Effective Date.~~ This Special Use Permit is being granted by the Town to permit the development, construction, use and operation of the Property as a resort subject to and in accordance with ~~the stipulations and other provisions set forth herein~~ these Stipulations and the 2015 Development Agreement.

~~The~~ Subject to these Stipulations, the improvements, facilities, and uses authorized to be developed, constructed, used, operated, and maintained on the Property include the following: ~~one (1) Luxury, which are further described below: Principal Resort Hotel with Hotel Keys and Resort Ancillary Facilities and two hundred (200) Hotel Rooms (Area A) which may be owned only by the Resort Hotel Owner and used as provided herein; one hundred and twenty (120) Uses, Resort Villas (Area A1) which may be owned by the Resort Hotel Owner or by a private owner which may be sold (and thereafter resold) and/or voluntarily included within the Resort Hotel rental program and made available for transient occupancy uses or hospitality uses, and otherwise used as provided herein; sixty six (66), Resort Related Luxury Homes (Area B) which may be sold (and thereafter resold) to a third party, or parties, and used as provided herein; 45 Luxury Resort Hotel, Resort-Branded Homes (Area C) which may be owned by the Resort Hotel Owner or by a private owner which may be sold (and thereafter resold) and/or voluntarily included within the Resort Hotel rental program and made available for transient occupancy uses or hospitality uses, and otherwise used as provided herein; 74, Resort Related Attached Residences (Area D) which may be~~

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~~sold (and thereafter resold) to a third party, or parties, and used as provided herein; and the following possible uses which shall be subject to a future, Area E Retail/Restaurant Uses on a portion of Area E (with the remainder of Area E to be further defined by an intermediate amendment for Area E located within to this SUP).~~

II. DEFINITIONS

~~“2015 Development Agreement” means the development agreement between the Town: hotel, residential, resort related retail, and resort related health services, and other facilities and site improvements.. (Area E residential units may be sold (and thereafter resold) and the Owner entered into pursuant to a third party, A.R.S. § 9-500.05, which is to be executed concurrently with the approval of this SUP, as amended and restated or supplemented in writing from time to time, and all exhibits and schedules thereto.~~

~~“Affiliate,” as applied to any person, means any person directly or indirectly controlling, controlled by, or under common control with, that person (or spouse or children of such person, if such person is a natural person). For the purposes of this definition, (i) “control” (including with correlative meaning, the terms “controlling,” “controlled by” and “under common control”), as applied to any person, means the possession, directly or indirectly, of the power to direct or cause the direction of the management and policies of that person, whether through the beneficial ownership of voting securities, by contract or otherwise, and (ii) “person” means and includes natural persons, corporations, limited partnerships, general partnerships, joint stock companies, joint ventures, associations, limited liability companies, limited liability partnerships, limited liability limited partnerships, trusts, land trusts, business trusts or parties), other organizations, whether or not legal entities.~~

~~“Applicable Laws” means all federal, state, county, and local laws (statutory and common law), and ordinances, rules, regulations, permit requirements, and other requirements and official policies of the Town that apply to the development of the Property.~~

~~“Approval Date” means the date on which all of the following have occurred: Ordinance 694 is (i) approved (i.e., voted on) by the Town Council of the Town of Paradise Valley, Arizona, and (ii) signed by the Mayor.~~

~~“Approved Plans” means those certain plans and other documents certified by the Town Clerk that are listed in Schedule 1 attached hereto and incorporated herein by this reference.~~

~~“Area A,” “Area A1,” “Area B,” “Area C,” “Area D,” and “Area E” means those portions of the Property as shown on Page [] of the Approved Plans. Whenever in these Stipulations a reference is made to an “Area,” such reference is to one or more particular Areas on Page [] of the Approved Plans.~~

~~“Area E Retail/Restaurant Uses” means: one or more full service, sit down restaurants (not a fast food restaurant) and/or a gourmet food shop (such as are operated by Dean & DeLuca or Le Grande Orange) and retail facilities, which are open to the general public, offering for sale goods and merchandise or certain services, such as, a café (such as Starbucks or Coffee Bean); full service salon; jewelry store; art gallery; gift items and apparel, sundries, cosmetics, over the counter pharmaceuticals, housewares and related kitchen wares, furniture; fresh or artificial flower~~

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sales; art; jewelry; fashion eyewear, fashion clothing, footwear and apparel; cigar or tobacco products; or newspapers, books and periodicals. Area E Retail/Restaurant Uses specifically excludes the sale of medical marijuana and stores commonly referred to as convenience store, gas station, or minimart (such as Circle K, 7 Eleven, AM/PM Minimart, Quick Trip, or similar brands of retail establishments that sell as the principal part of their business convenience goods, such as prepackaged food items, tobacco, periodicals, and other household goods, collectively “convenience store”); provided that a convenience store does not include a restaurant or gourmet food shop described above selling the foregoing. Except as provided above, Area E Retail/Restaurant Uses does not include establishments that are principally engaged in the provision of services (as opposed to restaurant and retail facilities) that are not subject to the Town’s transaction privilege tax or the gross receipts derived from retail sales activities.

“Brand” means as defined in the 2015 Development Agreement.

“CC&Rs” means one or more sets of conditions, covenants and restrictions applicable to discrete portions of the Property that, among other things, implement provisions of these Stipulations.

“Courtyard Areas” means any residential courtyard areas as defined in Article XXIV of the Town Zoning Ordinance.

“Effective Date” means the date on which all of the following have occurred: (i) this SUP and the 2015 Development Agreement have been adopted and approved by the Town Council, executed by duly authorized representatives of the Town and Five Star, and recorded (if applicable) in the office of the Recorder of Maricopa County, Arizona, and (ii) any applicable referendum period has expired without referral, or any proposed referendum has been declared invalid in a final non-appealable judgment by a court of competent jurisdiction, or this SUP (or the 2015 Development Agreement, as applicable) has been approved by the voters at a referendum election conducted in accordance with Applicable Laws.

“Finished Grade” means that the grade that is no more than two (2) feet above existing grade or as depicted on Page E-7 of the Approved Plans.

“Floor Area” means the area under roof added to the floor area of any second and third story; provided, however that “Floor Area” also includes the horizontal solid portion(s) of trellises and/or open weave roofs, and all the horizontal solid portion of area under roof in accessory buildings such as gazebos, ramadas, and other accessory buildings, and the Courtyard Areas in Area B, Area C, and Area D. Floor Area excludes the floor area of any fully subterranean portions of a building, Courtyard Areas for all structures other than in Area B, Area C and Area D, and the portion of any roof overhangs which are not over useable exterior spaces. In the case of the Principal Resort Hotel, and notwithstanding the preceding sentence, Floor Area includes subterranean portions of buildings that are part of the Principal Resort Hotel and contain areas that are not generally intended to be accessed by the general public and hotel guests, such as, but not limited to kitchens, employee locker rooms, cafeterias and/or break rooms, staff offices, security offices, administrative offices, laundry facilities, storage, maintenance facilities, utility rooms, and other facilities that are typically described as “back of house” facilities. [Note: Five Star needs to eliminate Note 4 on Sheet D-3 of Book 1 as it is not consistent with this.]

“Hotel Key” means a hotel room located in Area A (or other Areas, if applicable), served by a single key, designed, constructed, and maintained with all furnishings, fixtures, and equipment necessary to operate as a single unit for transient occupancy use and used for transient occupancy as part of a Resort Hotel. Each Hotel Key shall have at least one full bath and a direct lockable connection from the exterior or a corridor.

“Hotel Quality Standards” means as defined in the 2015 Development Agreement.

“Minimum Hotel Keys” means the two hundred (200) Hotel Keys included as part of the Principal Resort Hotel and owned by a single legal Owner which also owns the Minimum Resort Hotel Improvements.

“Minimum Resort Hotel Improvements” means the minimum improvements included in the initial design and construction of the Principal Resort Hotel and including not less than all of the following elements:

- (a) The Minimum Hotel Keys, provided that Hotel Keys in excess of the Minimum Hotel Keys may be owned by an Owner(s) other than the Owner of the Principal Resort Hotel; and providing that at least sixty percent (60%) of the guest rooms in the Hotel Keys shall be two bay suites with minimum ceiling heights of eight feet six inches (8'6"), a walk-in closet, and a five (5) fixture bathroom.
- (b) Two (2) full service restaurants which, together with other restaurants and food service areas, are collectively capable of serving three (3) daily meals and providing room service to the Minimum Hotel Keys.
- (c) At least one (1) swimming pool along with facilities (which may be remote from the pool) intended to provide food and beverage service to Resort Hotel guests at the pool.
- (d) At least one (1) fitness area to accommodate professional-grade exercise machines and related equipment.
- (e) An area or areas for at least one (1) spa, which will provide spa services such as massage services.
- (f) A dedicated reception area to accommodate guest check-in, concierge, and cashier; along with an associated lounge with available food and beverage.
- (g) A dedicated, covered area to accommodate vehicle or passenger drop off (such as valet parking services) for Resort Hotel guests, including a separate ingress and egress route for vehicles.
- (h) A dedicated five (5) division ballroom, a pre function area, board room, and outdoor event space to accommodate meetings and banquets.

“Open Space-Wash Corridor” means an area designated on Page [redacted] of the Approved Plans as a wash and greenbelt area that is to be improved and used only for open space and shall not be otherwise developed, except for drainage, landscaping and hardscaping.

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“Owner” means Five Star Development Resort Communities, LLC, an Arizona limited liability company and its respective successors and assigns, as well as any subsequent owner of any portion or portions of the Property, including but not limited to, an owner of a Resort Hotel, a Resort Villa, a Resort Related Luxury Home, a Resort-Branded Home, a Resort Related Attached Residence, any part of Area E, or one or more combinations thereof. An Owner may be an individual, corporation, partnership, limited liability company, trust, land trust, business trust or other organization, or similar entity, which in turn may be owned by individuals, shareholders, partners, members, or benefitted parties under trust agreements, all of which may take any legal form, and may allocate interests in profits, loss, control or use.

“Principal Resort Hotel” means the Resort Hotel in Area A which is designated as the Principal Resort Hotel, is affiliated with one of the Brands, meets the Hotel Quality Standards, includes the Minimum Resort Hotel Improvements. The Principal Resort Hotel shall be owned by a single legal Owner (provided Hotel Keys in excess of the Minimum Hotel Keys may be owned by another Owner(s)).

“Property” means the real property described in Exhibit A to Ordinance No. 694. The Property is comprised of approximately one hundred five (105) acres of land.

“Resort” means the entire Property and all facilities and other improvements existing, developed or redeveloped and used or useful on the Property in general conformance with this SUP.

“Resort Ancillary Facilities and Uses” means: all facilities and uses related or incidental to the operation of a resort or resort hotel, including specifically, but without limitation: restaurants, bars and lounges; spas and salons; fitness facilities; barbershops; indoor and outdoor meeting, convention, display, exhibit, wedding and social function facilities; sale of food and alcohol (for on or off site consumption); catering facilities; outdoor cooking facilities; outdoor dining facilities; gourmet food shops (offering any combination of cooked, frozen, fresh, prepared or pre-packaged foods, beer, wines, liquors, gifts, fresh fruits and vegetables, groceries, sundries, cosmetics, over the counter pharmaceuticals, housewares, and related kitchen, indoor and/or outdoor dining items); deli, coffee, tea, ice cream, yogurt and similar shops or sales; snack bars; central plant, maintenance shop, engineering facilities, housekeeping facilities, laundry, storage and support facilities; valet and other parking facilities, parking decks, garages and areas; automobile rentals; gift and sundries shops; flower sales; art and art galleries; jewelry and jewelry shops; fashion eyewear, footwear and apparel sales; sale of hotel items such as furniture, bedding, art, toiletries; other resort retail; other resort sales and marketing; travel agency offices; tour and other off-site activity offices; administrative, support and other resort offices including temporary offices and facilities for construction, sales, marketing, and design; indoor and outdoor entertainment facilities; ramadas; pools; cabanas; tents; tennis and other recreational or sport uses and services, amenities, recreational facilities and fitness facilities. Any such use or facility may be within any Resort Hotel or separate building(s) located in Area A or A-1, individually or grouped in one or more buildings or facilities.

“Resort-Branded Homes” means the [REDACTED] () residential units in Area C further described in this SUP.

“Resort Hotel” means the hotel to be designed and constructed within Area A or, if applicable, a future hotel to be approved within Area E. Resort Hotels provide accommodations for transient occupants and related facilities and services and any Resort Ancillary Facilities and Uses. The Resort Hotel in Area A shall be the Principal Resort Hotel that at all times contains the Minimum Resort Hotel Improvements (subject to force majeure, remodeling, alteration, reconstruction, redevelopment, and similar events).

“Resort Hotel Manager” means the Owner of any Resort Hotel, including any Affiliate thereof or a third party hotel management company which manages any Resort Hotel. A Resort Hotel Manager may also manage any other portions of the Resort, including but not limited to Resort Villas, Resort Related Luxury Homes, Resort-Branded Homes, Resort Related Attached Residences, and Hotel Keys. If any Resort Hotel Manager is not the Owner of a Resort Hotel (or an affiliate of such Owner), it shall initially be a hotel management company which has not less than five (5) years’ experience managing full service hotels or resorts or which currently manages not fewer than five (5) full service hotels or resorts. If there is more than one (1) Resort Hotel, there may be more than one (1) Resort Hotel Manager. Any Resort Hotel Manager may enter into one or more agreements, and/or designate others to operate, manage, or provide services to or for one or more different parts, uses, or services within or which are a part of any Resort Hotel, including by Affiliates of such Resort Hotel Manager, or third parties.

“Resort Hotel Owner” means the single legal owner of each Resort Hotel.

“Resort Hotel Rental Program” means a rental management program offered and managed by the Owner of the Principal Resort Hotel (or Affiliate thereof) or a Resort Hotel Manager (or Affiliate thereof), which provides rental management service for a Resort Villa, Resort Related Luxury Home, Resort Related Attached Residence, or Resort-Branded Home where the Owner of such Resort Villa, Resort Related Luxury Home, Resort Related Attached Residence, or Resort-Branded Home elects to include its residence in the Resort Hotel Rental Program.

“Resort Related Attached Residences” means the [REDACTED] () residential units in Area D further described in this SUP.

“Resort Related Luxury Homes” means the [REDACTED] () residential units in Area B further described in this SUP.

“Resort Sign Guidelines” and “Resort Sign Program” means plans and/or a narrative describing signage for the Resort as described in Stipulation 35.

“Resort Villas” means the [REDACTED] () residential units in Area A1 further described in this SUP.

“Special Use Permit” or “SUP” means this Special Use Permit No. 15-01, which includes Schedule 1 and other exhibits thereto and these Stipulations.

“Special Use Permit Guidelines” means special use permit guidelines adopted by the Town and in effect as of the Approval Date.

“Town” means the Town of Paradise Valley, Arizona.

“Town Code” means the Code of the Town of Paradise Valley, Arizona, as amended from time to time.

“Town Manager” means the Town Manager or his designee.

“Zoning Ordinance” means the Town’s zoning ordinance, as amended from time to time.

III. STIPULATIONS

A. General

A. GENERAL

1. As of the ~~Approval~~Effective Date, ~~This~~this Special Use Permit shall supersede and replace any and all ~~Prior~~prior Special Use ~~Permit(s)~~Permits related to the Property. Unless and until the Effective Date, the prior Special Use Permit shall remain in effect.
2. This Special Use Permit touches and concerns the land and shall run with the land. Any person having or subsequently acquiring title to any portion of the Property shall be subject to ~~This~~this Special Use Permit, as it applies to the portion of the Property owned thereby and as it may be amended or superseded from time to time.
3. Development of the Resort shall be in substantial conformance with the ~~Ritz Carlton Paradise Valley Special Use Permit Application Book dated _____, an Index of which is attached hereto as Exhibit _____ (the Index and SUP Application Book are collectively referred to as the "SUP Book"), the Site Plan, dated _____ attached hereto as Exhibit _____ (Site Plan), which are made a part hereof by this reference.~~Approved Plans and these stipulations. Stipulations.
4. Lot coverage for the Property as a whole shall not exceed that noted in the Land Density Table in ~~Page~~ Page ~~of the SUP booklet~~Approved Plans.
5. The use of the Property shall at all times conform to ~~This~~this Special Use Permit and all ~~applicable State laws and Town ordinances~~Applicable Laws, except that if there is a conflict between ~~This~~this Special Use Permit and any ~~Town ordinance~~provision of the Town Code or Zoning Ordinance or other Town requirement, ~~This~~this Special Use Permit shall prevail, except when otherwise required for health, safety, or welfare reasons.
6. If any section, subsection, sentence, clause, or phrase of ~~This~~this Special Use Permit is for any reason held illegal, invalid, or unconstitutional by the final, non-appealable decision of any court of competent jurisdiction, such decision shall not affect the validity of the remaining portions of ~~This~~this Special Use Permit. The Town and the ~~Resort Hotel~~Owner believe and intend that the provisions of ~~This~~this Special Use Permit are valid and enforceable. In the unlikely event that This Special Use Permit is declared by a court of competent jurisdiction to be invalid or unenforceable, the Resort mayPrincipal Resort Hotel (if constructed and as then constructed) may continue to be used and operated as a legal

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non-conforming use in accordance with ~~the stipulations and other provisions set out herein~~ these Stipulations, until such time as a special use permit or other applicable zoning for the Resort is ~~issued~~ reissued by the Town for the Property, ~~it being the intent of the Town. If (i) there is a court decision finding, holding, or declaring that in such event the Town will promptly issue a special use permit or other zoning classifications containing stipulations and other provisions which are identical to, or as near to identical as possible, to those contained in This Special Use Permit~~ the 2015 Development Agreement is invalid, either as a whole or with respect to provisions that apply the Resort Unit Revenue Replacement Fee (as defined in the 2015 Development Agreement) to one or more of the following residential units (Resort Villas, Resort Related Luxury Homes, Resort-Branded Homes, or Resort Related Attached Residences) and (ii) such court decision is a final, non-appealable decision or the Town would be required to post a supersedeas or similar bond before appealing such court decision, then each such residential unit for which the Resort Unit Revenue Replacement Fee no longer applies may thereafter be used only as a Hotel Key.

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7. In the case of; inconsistencies or conflicts between or among these ~~stipulations, the SUP Book and/or the Site Plan~~ Stipulations and the Approved Plans, these Stipulations shall be resolved in the following order of precedence: ~~these stipulations shall have first precedence and control over the text of the SUP Book and the Site Plan, and after that, the text of the SUP Book shall have precedence and control over the Site Plan.~~ govern. In the event of a conflict between the text ~~or narrative~~ and the diagrams, drawings or other graphic representations contained in ~~either the SUP Book or the Site Plan~~ Approved Plans, the text ~~or narrative~~ will prevail and control over the diagrams, drawings, and other graphic representations.

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8. Mylar versions ~~of the Site Plan, lighting plan, perimeter landscaping, wall plan, grading and drainage plan and elevations from the SUP Application book, and and~~ electronic versions of all Special Use Permit Application Book sheets Approved Plans shall be submitted to the Town within thirty (30) days after ~~final approval. the Approval Date.~~

- ~~9.~~ 10. No part of the Resort shall be operated as a Time-Share Project; as such term is defined by the Town Zoning Ordinance. No part of the Principal Resort Hotel in Area A may be subdivided for purposes of sale or resale. Any part or individual unit of the Resort Villas Area A1 may be subdivided (if previously combined) or combined for the purposes of sale or resale provided that the total number of units shall not exceed one hundred twenty (120).

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- ~~9.~~ 10. When applicable, all approvals and determinations by the Town Manager ~~or designee~~ referenced herein shall be governed by the Town Code in effect at the date of that determination, except when this SUP specifically references ordinances or requirements in effect as of a specific date (e.g., see definition of Special Use Permit Guidelines).

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11. The Town Manager's approval or determination is provided for in several instances in these Stipulations. The Town Manager shall base his approval on standards and criteria set forth in this SUP, the 2015 Development Agreement, the Town Code, and the Zoning Ordinance, as reasonably applicable, with the intent to implement the viable development of the Resort as provided in this SUP and the 2015 Development Agreement. Recognizing that the final design and building permit process for which any particular approval of the Town Manager

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is sought involves multiple stages, including conceptual, schematic, design development and construction documents, an Owner may seek the approval of the Town Manager at one or more stages of such design. Notwithstanding the foregoing, no construction may occur with respect to any particular element or structure until necessary permits for that element or structure are issued. An Owner may rely upon an approval in proceeding from one stage of design to the next. Although the parties intend that this Special Use Permit, the 2015 Development Agreement, the Zoning Ordinance, and the Town Code state a consistent relationship between them, the parties agree that in the event of a conflict between these documents that the order of priority shall be the (1) Special Use Permit, (2) 2015 Development Agreement, (3) Zoning Ordinance, and (4) Town Code; the parties agree that the higher priority document shall control.

~~10.~~12. If any portion of the property is used in violation of the terms of Thisthis Special Use Permit, the Town may, after fair notice, a hearing and a reasonable opportunity to correct, impose a monetary sanction on the then Owner of such portion, in an amount not to exceed the maximum amount allowed for violations of the Town Zoning Ordinance for each day such violation exists, in addition to all other remedies, orders, or sanctions permitted by applicable laws. Applicable Laws, including, at the Town's election, injunctive relief. No such remedy shall be sought from any other Owner or portion of the Property that is not in violation of this Special Use Permit.

~~11. This Special Use Permit shall run with the land and any person having or subsequently acquiring title to any portion of the property shall be subject to This Special Use Permit, as it applies to the portion of the property owned thereby and as it may be amended or superseded from time to time. Once an Owner no longer owns the property, such prior owner shall not be subject to This Special Use Permit.~~

~~12.~~13. Unless otherwise stipulated in Thisthis Special Use Permit, Amendmentsamendments to this Special Use Permit shall follow the appropriate process outlined in Article XI, Special Uses and Additional Use Regulations, of the Town Zoning Ordinance, as amended.

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B. Construction and Development Standards

B. CONSTRUCTION AND DEVELOPMENT STANDARDS

14. All utilities within the Resort shall be underground (excluding certain equipment typically installed above ground, such as transformers, meters, etc., which shall be appropriately screened) and located within appropriate easements. All water and sewage facilities shall be constructed in accordance with plans approved by the Town Manager ~~or designee~~.
15. No construction permit shall be issued for any construction on the Property until appropriate engineering or architectural plans are submitted to the Town and the issuance of such construction permit for that particular activity is approved by the Town Manager ~~or designee~~. Submitted plans shall be required to meet the building code most recently adopted by the Town. However, the Town may issue approvals and/or permits to salvage native plants and stage or prepare the job-site for work, with fences, trailers, dumpsters, sanitation, water tanks, material storage, erosion control and dust control measures, and the like, without engineering or architectural plans.
16. During the period of demolition or construction of new improvements, signs shall be posted on the Property (or at the entrance to a particular phase) indicating the name and phone number of a person the public may contact with construction-related concerns. Sign details such as the sign size, height, and location shall be reviewed and approved by the Town Manager ~~or designee~~.
17. All new construction shall satisfy all fire department requirements for each component of work (which may include temporary fire protection facilities) prior to the issuance of any building permit for such work.
18. Prior to the issuance of a certificate of occupancy for any individual structure, adequate fire, emergency, and other vehicle access and adequate fire service shall be provided for such structure and the particular phase of development in which such structure is located, as determined by the Town Manager ~~or designee~~.
19. Interiors of ~~any the Principal~~ Resort Hotel structure may be remodeled at any time without an amendment to ~~This~~this Special Use Permit so long as such remodeling does not increase ~~or decrease~~ the number of ~~keys specified within This Special Use Permit~~Hotel Keys, the remodeled Principal Resort Hotel continues to comply with the Hotel Quality Standards, the Principal Resort Hotel continues to include the Minimum Resort Hotel Improvements, and appropriate building permits are obtained when required by the Town Code.
20. One or more locations within the Resort as approved by the Town Manager ~~or designee~~ may be improved and used as a marketing center for the sales and marketing of the ~~project~~Resort until such time as all ~~project~~ construction has been substantially completed and all Resort Villas ~~(Area A-1)~~, Resort Related Luxury Homes (Area B), Resort-Branded Homes ~~(Area C)~~, and Resort Related Attached Residences ~~(Area D)~~ have been initially sold.

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21. Temporary construction driveway locations are subject to the approval by the Town Manager ~~or designee~~ and are limited to locations on ~~major arterial roadways~~ Lincoln Drive and/or Indian Bend Road east of the existing traffic circle.

22. If vertical construction has not commenced ~~on a portion of the site~~ within an Area that has been otherwise disturbed by grading or other construction work by a date that is five (5) years after the Approval Date, any such ~~unimproved~~, disturbed portion within such Area shall be stabilized and/or landscaped to minimize dust.

23. The Resort Hotel Owner shall submit a construction schedule prior to the issuance of any building ~~permit~~ permits for a structure to ensure compliance with all Town ordinances and in order to minimize construction nuisances. ~~This construction schedule shall include the following:~~

- a. Dust and noise control measures
- b. Vehicle/equipment storage/parking
- c. Construction days/hours
- d. Location of staging area for construction supplies/equipment
- e. Location of any construction ~~trailer~~ trailers and sanitary ~~facility~~ facilities
- f. Location of on-site construction-materials/debris storage
- g. Location of fire lanes during the construction period
- h. The approximate beginning and ending dates for construction of structures ~~within a phase~~
- i. All construction related parking and storage must be contained within the boundaries of ~~This Special Use Permit the Property~~ and on the adjacent property within the City of Scottsdale owned by ~~the applicant~~ Owner.

~~The Resort Hotel~~

24. Consistent with the phasing requirements and limitations contained within the 2015 Development Agreement, the Owner shall arrange for ~~Construction Phasing~~ per construction phasing within an Area (or Areas combined) on the Property in the following sequence:

- a. Commence native plant salvage, dust and erosion control measures, job-site mobilization and set-up, and the like.
- b. Begin ~~Storm Water Pollution Prevention Plan~~ storm water pollution prevention plan and ~~Measures~~ measures.
- c. Upon completion of the salvage, erosion and dust control, job-site mobilization, and set-up, commence ~~horizontal or~~ utility and street civil improvements and site work.

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- d. Upon substantial completion of or in conjunction with the utility and street and civil improvements and site work, commence vertical building improvements for Area A, perimeter walls, and perimeter landscaping (outside the perimeter walls) of the Property, along Lincoln Drive, Mockingbird Lane, and Indian Bend Road.
- e. Upon substantial completion of above, vertical building improvements for Areas A1, B, C, and D may commence in accordance with the phasing plan. Off site and right of way improvements may be scheduled independently of the foregoing provisions and limitations stated in the 2015 Development Agreement.
25. Subject to requirements for construction of the horizontal or vertical improvements, construction access, emergency vehicle access, erosion control, storm water pollution prevention control, dust control and other measures, portions of the perimeter wall and landscaping may be postponed, or re-opened for construction or access, subject to approval by the Town Manager or designee.
26. During construction and development of the Resort Property, temporary sales and marketing signs may be posted on the Property consistent with the future Temporary Sign Plan a temporary sign program to be submitted by the owner/developer Owner and administratively approved by the Town Manager.
27. During grading and construction, the Resort Hotel Owner shall sweep the streets adjacent to the Property or and any other public streets in the Town directly affected by development on the Property using a PM-10 or equivalent capable street sweeper at least three (3) times a week or more, as required by the Town Manager or designee.
28. Screening of any backflow preventer, transformer, or other similar equipment visible from Lincoln Drive, Mockingbird Lane, or Indian Bend Road shall be required and the precise location thereof such equipment and screening shall first be approved by the Town Manager or designee and the utility provider.
29. Stand-alone, additional accessory and service structures in Areas A, A1, and the proposed guard house in Area C, over six (6) feet in height (as defined in the Town's Resort SUP Special Use Permit Guidelines) in Areas A and A1, and guard houses in Areas B and C, each limited to eight-hundred (800) square feet from the drip line of the structure of Floor Area, may be added to the Approved Plans, provided that the total square footage of all the accessory and service structures added together does not exceed fifteen thousand (15,000) square feet from the dripline of the structure Floor Area, such additions to be provided to the Town Manager or designee as a revised conceptual site plan. The additional Stand-alone accessory and service structures cannot exceed sixteen (16) feet in height and must be set back a minimum of forty (40) feet for any accessory structure and sixty (60) feet for any service structure from any rights-of-way or residential property lines and ten (10) feet from any non-residentially zoned property.
30. Accessory structures that do not exceed six (6) feet in height above finished grade (raising the finished grade by placing fill solely for the purpose of adding additional height is prohibited) in Areas A & and A1, including, but not limited to, pools, barbeques, fire pits,

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fireplaces, water features, and other accessory structures, shall be allowed within the boundaries of Areas A and A1, ~~such additions shall be properly permitted~~subject to approval by the Town Manager ~~or designee.~~ These accessory structures shall not count towards the fifteen thousand (15,000) square feet of additional Floor Area for stand-alone accessory structures and service structures over six (6) feet in height provided for in Stipulation 29 above.

31. Construction for the Resort Related Luxury Homes (Area B) and Resort Branded Homes (Area C):

a. ~~The Resort Related Luxury Homes (Area B) and Resort Branded Homes (Area C) shall be constructed in conformance with the development standards set forth in This Special Use Permit;~~

b. ~~Additional walls not shown on This Special Use Permit may be constructed on a Resort Related Luxury Lot or Resort Branded Lot within enclosed private yards; provided they do not exceed six feet in height;~~

e. ~~Air conditioners may be installed on roofs provided they shall be screened and noise attenuated as approved by the Town Manager or designee. Such screening shall be included in the overall height of the structure.~~

d. ~~All exterior lighting shall comply with Town ordinances;~~

e. ~~A minimum of 33% of the aggregate of all enclosed yard areas within a Resort Related Luxury or Resort Branded lot shall be open, planted, or pervious;~~

f. ~~Accessory structures that do not exceed six (6) feet in height above finished grade, including, but not limited to, pools, barbeques, fire pits, fireplaces, water features and other accessory structures, shall be allowed within the boundaries of each lot, provided they are located in a rear yard screened from public streets. Accessory structures over six (6) feet above finished grade (or under 6' in height but not in an enclosed yard), which may include casitas, gazebos, trellises, and patio covers shall be allowed on each lot, provided they are limited to sixteen (16) feet above finished grade and comply with the following setbacks:~~

- ~~Front yard ten (10) feet~~
- ~~Side yard five (5) feet~~
- ~~i. Side yard that abuts a street ten (10) feet~~
- ~~outdoorRear yard ten (10) feet~~

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~~Accessory structures containing livable square footage shall meet the setbacks for the main home and may not exceed 16' in height as measured from finished grade.~~

~~House mounted basketball backboards, and pre fabricated storage sheds shall not be permitted.~~

32. Construction for the Resort Related Attached Residences (Area D)

~~a. The Resort Related Attached residences shall be constructed in conformance with the development standards set forth in This Special Use Permit; and~~

~~b. Accessory structures that do not exceed six (6) feet in height above finished grade, including, but not limited to, barbeques, fire pits, fireplaces, water features and other accessory structures, that are not over one hundred and fifty (150) square feet in size, not shown on This Special Use Permit may be constructed on a Resort Related Attached residences lot when otherwise in compliance with this Special Use Permit.~~

~~33.31. All lighting not visible off site shall meet Resort the Special Use Permit Guidelines. All outdoor lighting (including fixtures, light source, etc.) visible off site shall be approved through a minor amendment to this Special Use Permit. If the Town receives a complaint from an offsite owner that a lamp or lighting or illumination device within an outdoor light fixture is visible from outside the Property, the Town Manager may inspect the Property and require the Owner of such lighting fixture to shield such light source if the light emitting element is visible from outside the Property.~~

~~34.32. Except as otherwise allowed by Federal or State requirements, antenna and satellite dishes are permitted, as follows:~~

~~a. Satellite dishes must not be located above the roof line. Satellite dishes and antennas greater than twenty-four (24) inches in diameter are permitted, provided that they are not mounted on the roof and meet all Town Code requirements, including full screening of equipment from view to from the public right-of-way or properties not part of This this Special Use Permit; and~~

~~b. All wiring shall be contained within a structure, conduit, or underground.~~

~~35.33. Cellular and other wireless transmission antennas are permitted, provided that they comply with this Special Use Permit, and all applicable Town ordinances and, specifically including the requirement to obtain a Conditional Use Permit conditional use permit pursuant to Article XI, Special Uses and Additional Regulations, of the Town Zoning~~

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Ordinance, as amended; but further provided that no conditional use permit is required for cellular antennas located in the primary structures of the Principal Resort Hotel. Any cellular antennas shall be designed as integrated architectural features within the structures on the Property and any screening shall be in the same finish and color as the structure on which it is located. There shall be no unscreened projections of cellular antennas on any building above the roofline. Any lease agreement with a wireless operator will specifically allow entry by the Town and its agent for the purpose of inspection and compliance with Town ordinances and will require compliance with Article XII, Personal Wireless Service Facilities, of the Town Zoning Ordinance or any successor ordinance ~~regarding the conditions and limitations of special use permits.~~

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~~36.34.~~ The final design for Indian Bend Road, Mockingbird Lane, and the Visually Significant Corridor of Lincoln Drive shall be submitted and approved ~~by the Town Manager or designee~~ pursuant to the terms of the 2015 Development Agreement.

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C. Uses

35. Subsequent to the Approval Date, Owner shall submit comprehensive Resort Sign Guidelines for the overall Resort for review and approval as a minor amendment to this SUP.

36. Perimeter landscaping plans shall be submitted for review and approval pursuant to the terms of the 2015 Development Agreement.

C. DEVELOPMENT AREAS

AREA A – RESORT HOTEL AND RESORT ANCILLARY FACILITIES AND USES

Area A

~~37. Temporary tents or pavilions~~ may only be erected at the improved with a Resort Hotel, which shall be the Principal Resort Villas, Hotel, and Resort Ancillary Facilities and related site improvements, in the locations-Uses. No part of Area A may be subdivided with plats or maps for the purpose of sale or resale. The Principal Resort Hotel shall: include the Minimum Resort Hotel Improvements; comply with the Hotel Quality Standards; and comply with the height, setback, and Floor Area limitations as shown on Page of the Approved Plans Approved Plans.

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~~37.38.~~ All provided mechanical equipment, including pool and fountain equipment, shall be screened so that such temporary tents or pavilions shall it is not remain erected for more than sixteen (16) consecutive days per event. No tent shall be higher than twenty four feet (24') above finished grade. Any other temporary tent or pavilion shall have adequate parking and be approved by the Town Manager or designee. visible from Paradise Valley properties not a part of this Special Use Permit and from Paradise Valley public rights-of-way. All pool heaters are to be low-profile in configuration. Mechanical equipment and mechanical equipment screens shall be included in the total height of any structure they are

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attached to. If applicable, mechanical screening may provide the necessary noise attenuation for any mechanical equipment. All mechanical equipment, along with any screens used for attenuation of noise, shall comply with the allowable noise levels as defined in the Town Code provisions relating to noise, as it is amended from time to time. Noise measurement shall include any installed screening or other attenuation devices.

~~38. Special events shall be permissible, with or without temporary tents or pavilions, provided these events are in accordance with the Article 8-8, Special Events on Private Property and Public Rights of Way, of the Town Code, as may be amended, with the following conditions:~~

- ~~a. As allowable in said Article 8-8, Special Use Permit properties are exempt from the Special Event permit review process provided that such exempted events are limited to the type of activities that are customary and incidental to the primary uses of This Special Use Permit and any temporary tents or pavilions used are as approved at the locations and tent sizes shown with This Special Use Permit;~~
- ~~b. Exemption from the Special Event permit review process does not exempt the Resort Owner from any applicable required permit inspections related to public health, safety and welfare by the Town, State of Arizona, or other such jurisdiction. Such permit inspections are determined as follows:~~
 - ~~i. A permit from the Town Fire Marshal, or designee, for any structure or tent having an area in excess of 200 square feet, or a canopy in excess of 400 square feet, and~~
 - ~~ii. Review by the Town Community Development Department the provision for and location of any portable restroom facilities;~~
- ~~c. Any temporary tents or pavilions not shown on said plans may be approved in accordance to Article 8-8-10, Procedure for Review of Application and Appeal of Decision, of the Town Code;~~
- ~~d. Temporary tents or pavilions must meet a minimum setback of 40 feet to the exterior property line of This Special Use Permit; and~~
- ~~e. Placement of any temporary tent or pavilion shall have no adverse impact on parking or circulation~~

39. The hours of public operation for the Resort Hotel shall be twenty-four (24) hours per day, seven (7) days a week, except for the hours and operational standards set forth below:

- a. Indoor Bars/bars/lounges: 6:00 a.m. to close per state statute;

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b. ~~Outdoor banquets, receptions, weddings, and socials: 6:00 a.m. to 2:00 a.m.;~~

e. ~~Rooftop Resort Hotel Amenity~~

- i. ~~No activities or events shall occur between 10:00 p.m. and 7:00 a.m.; with the exception of event setup and breakdown procedures conducted by resort staff which shall not exceed thirty minutes before or after the aforementioned times;~~
- ii. ~~No amplified sound shall be permitted at any time;~~
- iii. ~~No permanent shade structures may be constructed. Temporary shade structures are permitted as needed for specific events. Temporary structures shall be erected and removed the same day as the event;~~

~~No outward-projected lighting shall be permitted from the Rooftop Resort Hotel Amenity;~~

iv.

- v. ~~At no time may the noise level exceed current Town Code standards at or beyond the SUP boundary line. To remedy any violation of the Town's noise or nuisance regulations and this Special Use Permit the Town reserves the right to require additional noise mitigation measures such as sound deadening materials and/or modifying hours of operation;~~

- vi. ~~The maximum occupancy shall be limited to the applicable building and fire codes;~~

vii. ~~Food and alcohol service may be provided at any time between 7:00 a.m. and 10:00 p.m.~~

c. ~~The Spa & Fitness~~fitness facilities: Outside members limited to 5:00 a.m. to midnight; and resort guests up to twenty-four (24) hours a day.

d.

e.d. ~~Trash pickup: 7:00 a.m. to 7:00 p.m.~~

~~Use of Resort Villas (Area A1), Resort Related Luxury Homes (Area B), Resort Branded Homes (Area C), Resort Related Attached residences (Area D), and Resort Related Residential/Retail and other Uses (Area E);~~

AREA A1 – RESORT VILLAS

40: Area A1 may only be improved with up to [REDACTED] () single-family residential Resort Villas and uses incidental or accessory thereto (specifically including the restaurant uses shown in Page D-3 of the Approved Plans), as well as common areas and common use facilities and/or amenities, provided that the Resort Villa plans comply with the height, setback, and Floor Area limitations shown on Page [REDACTED] of the Approved Plans.

a. ~~Resort Villas (Area A1)~~

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40. Each owner of a Resort Villa may occupy it, or permit its family and guest(s) to occupy it, or make it available for residential uses. In addition, each ~~owner~~ Owner of a Resort Villa may voluntarily participate in the Resort Hotel ~~rental program~~ Rental Program and make ~~theirs~~ their Resort Villa available for transient occupancy uses, or hospitality uses, at ~~their~~ its sole option, under the terms and conditions of the Resort Hotel ~~rental program~~ Rental Program, provided, however, that any rental of any Resort Villa shall only be done through the Resort Hotel Rental Program. The principal guest of a Resort Villa in the Resort Hotel ~~rental program~~ Rental Program shall register with the Principal Resort Hotel. Nothing shall prohibit a Resort Villa from being sold (and thereafter resold) to a third party, or parties, and used as provided herein.

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41. Resort Villas ~~Units in are subject to the resort hotel rental program must always meet the Furniture, Fixture, and Equipment (FF&E) following requirements:~~

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a. Resort Villas shall be constructed in conformance with the development standards established by set forth in this Special Use Permit.

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b. Resort Villas in the Resort Hotel- Rental Program must always meet the Hotel Quality Standards for the Principal Resort Hotel.

c. Rental of ~~units~~ Resort Villas will be processed through the ~~Principal Resort Hotel's~~ Hotel Rental-Management Program or other similar mechanism where the Principal Resort Hotel can track all rental activity.

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d. Each floor of ~~the~~ a building containing ~~units~~ Resort Villas must contain a housekeeping closet and room service pantry.

e. Each ~~unit~~ Resort Villa must have locking entrance doors tied to a remote master key system located at the guest reception ~~area~~ area of the Principal Resort Hotel, which system is capable of issuing new key cards for each ~~unit~~ Resort Villa as it is rented and cancelling key cards upon expiration of the rental term.

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f. Each ~~unit~~ Resort Villas must be connected to a master television system as would typically be found in a full service ~~upper upscale or better~~ luxury resort hotel.

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g. Each ~~unit~~ Resort Villas must be connected to a master telephone or voice over internet protocol (VOIP) system that allows intra-system calls to the front desk, concierge, housekeeping, room service, and other hotel services, as typically found in a luxury resort hotel.

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Resort Related Luxury Homes (Area B):

AREA B – RESORT RELATED LUXURY HOMES

42. Area B may only be improved with up to () detached single-family residential Resort Related Luxury Homes and uses incidental or accessory thereto, as well as common areas and common use facilities and/or amenities, provided that all such improvements comply with the height, setback, and Floor Area limitations shown on Page of the Approved Plans. Each owner of a Resort Related Luxury Home may occupy it or permit its family and guest(s) to occupy it, or make it available for residential uses. In

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addition, each Owner of a Resort Related Luxury Home may voluntarily participate in the Resort Hotel Rental Program and make its Resort Related Luxury Home available for transient occupancy uses or hospitality uses, at its sole option, under the terms and conditions of the Resort Hotel Rental Program, provided, however, that any rental of any Resort Related Luxury Home shall only be done through the Resort Hotel Rental Program. The principal guest of a Resort Related Luxury Home in the Resort Hotel Rental Program shall register with the Principal Resort Hotel. Nothing shall prohibit a Resort Related Luxury Home from being sold (and thereafter resold) to a third party, or parties, and used as provided herein. **[NOTE: MINIMUM SIZE OF LOTS ON THE EXTERIOR OF 15,000 SF AND HEIGHTS OF THE EXTERIOR LOTS NEEDS TO BE CLARIFIED IN THE PAGES OF THE APPROVED PLANS.]**

43. Resort Related Luxury Homes are subject to the following requirements:

- a. Resort Related Luxury Homes shall be constructed in conformance with the development standards set forth in this Special Use Permit.
- b. Additional walls not shown on the Approved Plans may be constructed on the lot within enclosed private yards, provided they do not exceed six (6) feet in height.
- c. Air conditioners may be installed on roofs of Resort Branded Homes (Area C), provided they shall be screened and noise attenuated so as to comply with the allowable noise levels as defined in the Town Code provisions relating to noise, as it is amended from time to time. Noise measurement shall include any installed screening or other attenuation devices. Such screening shall be included in the overall height of the structure.
- d. All outdoor lighting shall comply with Town ordinances.
- e. A minimum of thirty-three (33) percent of the aggregate of all enclosed yard areas within a lot shall be open, planted, or pervious.
- f. Accessory structures that do not exceed six (6) feet in height above finished grade, including, but not limited to, pools, barbeques, fire pits, fireplaces, water features and other accessory structures, shall be allowed within the boundaries of each lot, provided they are located in a rear yard screened from public streets. Accessory structures over six (6) feet above finished grade (or under six (6) feet in height but not in an enclosed yard), which may include casitas, gazebos, trellises, and patio covers, shall be allowed on each lot, provided that they comply with the Floor Area limitations shown on Page [redacted] of the Approved Plans, are limited to sixteen (16) feet above finished grade, and comply with the following setbacks:
 - e-
 - ii. Front yard – ten (10) feet
 -
 - iii. Side yard – five (5) feet
 -
 - iv. Side yard that abuts a street – ten (10) feet

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v. Rear yard – ten (10) feet

g. Accessory structures containing livable square footage shall meet the setbacks for the main home and may not exceed sixteen (16) feet in height as measured from finished grade.

h. House-mounted basketball backboards and pre-fabricated storage sheds shall not be permitted.

AREA C – RESORT-BRANDED HOMES

44. Area C may only be improved with up to () detached single-family residential Resort-Branded Homes and uses incidental or accessory thereto, as well as common areas and common use facilities and/or amenities, provided that all such improvements comply with the height, setback, and Floor Area limitations shown on Page of the Approved Plans. Each owner of a Resort-Branded Home may occupy it, or permit its family and guest(s) to occupy it, or make it available for residential uses. In addition, each owner of a Resort-Branded Home may voluntarily participate in the Resort Hotel ~~rental program~~ Rental Program and make the home available for transient occupancy uses, or hospitality uses, at their sole option, under the terms and conditions of the Resort Hotel ~~rental program~~ Rental Program. Nothing shall prohibit a Resort-Branded Home from being sold (and thereafter resold) to a third party, or parties, and used as provided herein.

[NOTE: MINIMUM SIZE OF LOTS ON THE EXTERIOR OF 15,000 SF AND HEIGHTS OF THE EXTERIOR LOTS NEEDS TO BE CLARIFIED IN THE PAGES OF THE APPROVED PLANS.]

45. Resort-Branded Homes are subject to the following requirements:

a. Resort-Branded Homes shall be constructed in conformance with the development standards set forth in this Special Use Permit.

b. Resort-Branded Homes in the Resort Hotel Rental Program must always meet the requirements of the Brand for the Principal Resort Hotel.

c. Additional walls not shown on the Approved Plans may be constructed on a lot within enclosed private yards, provided they do not exceed six (6) feet in height.

d. Air conditioners may be installed on roofs, provided they shall be screened and noise attenuated so as to comply with the allowable noise levels as defined in the Town Code provisions relating to noise, as it is amended from time to time. Noise measurement shall include any installed screening or other attenuation devices. Such screening shall be included in the overall height of the structure.

e. All outdoor lighting shall comply with Town ordinances.

f. A minimum of thirty-three (33) percent of the aggregate of all enclosed yard areas within a lot shall be open, planted, or pervious.

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g. Accessory structures that do not exceed six (6) feet in height above finished grade, including, but not limited to, pools, barbeques, fire pits, fireplaces, water features and other accessory structures, shall be allowed within the boundaries of each lot, provided they are located in a rear yard screened from public streets. Accessory structures over six (6) feet above finished grade (or under six (6) feet in height but not in an enclosed yard), which may include casitas, gazebos, trellises, and patio covers, shall be allowed on each lot, provided they comply with the Floor Area limitations shown on Page [redacted] of the Approved Plans, are limited to sixteen (16) feet above finished grade, and comply with the following setbacks:

i. Front yard – ten (10) feet

ii. Side yard – five (5) feet

iii. Side yard that abuts a street – ten (10) feet

iv. Rear yard – ten (10) feet

h. Accessory structures containing livable square footage shall meet the setbacks for the main home and may not exceed Resort Related Attached Residences (Area D); sixteen (16) feet in height as measured from finished grade.

i. House mounted basketball backboards, and pre-fabricated storage sheds shall not be permitted.

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AREA D – RESORT RELATED ATTACHED RESIDENCES

e.46. Area D may only be improved with up to [redacted] () attached single-family residential Resort Related Attached Residences and uses incidental or accessory thereto, as well as common areas and common use facilities and/or amenities, provided that all such improvements comply with the height, setback, and Floor Area limitations shown on Page [redacted] of the Approved Plans. Each owner of a Resort Related Attached Residence may occupy it or permit its family and guest(s) to occupy it, or make it available for residential uses. In addition, each Owner of a Resort Related Attached Residence may voluntarily participate in the Resort Hotel Rental Program and make its Resort Related Attached Residence available for transient occupancy uses or hospitality uses, at its sole option, under the terms and conditions of the Resort Hotel Rental Program, provided, however, that any rental of any Resort Related Attached Residence shall only be done through the Resort Hotel Rental Program. The principal guest of a Resort Related Attached Residence in the Resort Hotel Rental Program shall register with the Principal Resort Hotel. Nothing shall prohibit a Resort Related Attached Residence from being sold (and thereafter resold) to a third party, or parties, and used as provided herein.

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47. Resort Related ~~Mixed~~ Attached Residences are subject to the following requirements:

a. The Resort Related Attached Residences shall be constructed in conformance with the development standards set forth in this Special Use Permit.

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- b. Accessory structures that do not exceed six (6) feet in height above finished grade, including, but not limited to, barbeques, fire pits, fireplaces, water features and other accessory structures, that are not over one hundred and fifty (150) square feet in size, not shown on (Area) the Approved Plans may be constructed on a lot when otherwise in compliance with this Special Use Permit.

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OPEN SPACE-WASH CORRIDOR

48. The Open Space-Wash Corridor shown on Page [] of the Approved Plans is intended to be improved and used only for stormwater conveyance and detention, public trails, benches, and permanent open space and shall not be otherwise developed, except for landscaping and hardscaping, including but not limited to: pathways, seat walls, benches, sculptures, entry monument signage, water features and storm water detention systems. Public access to the Open Space-Wash Corridor may only be restricted when flooding or other conditions exist so as to require such restrictions in order to protect the health, safety, and welfare of the public. No roadways or other vehicular access shall be permitted on or across the Open Space-Wash Corridor, aside from temporary access in order to perform landscape maintenance and other related maintenance. No parking of vehicles shall be permitted on any portion of the Open Space-Wash Corridor.

AREA E). Anticipated – RETAIL APPROVAL AND FUTURE RESERVED APPROVAL AREA

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49. Uses and Future Approval Process for Area E:

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- a. Area E may only be improved at this time with Area E Retail/Restaurant Uses. No part of Area E may be subdivided with plats or maps for the purpose of sale or resale unless allowed pursuant to an intermediate amendment to this SUP as provided in subsection (b) below. All improvements to Area E shall comply with the height, setback, parking requirements, and Floor Area limitations shown on Page [] of the Approved Plans.

- b. Future improvements to Area E shown as "X" on Page [] of the Approved Plans shall only be allowed as permitted by an intermediate amendment to this SUP (as provided in Article XI of the Zoning Ordinance). The Town and the owner/developer/Owner anticipate Area E to may include, but not be limited to, the following uses: hotel, residentialResort Hotel, resort-related retail, and resort-related health services; provided that, an. No use shall be deemed approved unless and until the intermediate amendment referenced above is obtained. The intermediate amendment to the SUP (as provided in Chapter 11 of the Town Zoning Ordinance) shall first be required before the square footage approvals for each of these uses is determined, as well as the heights, setbacks, and locations of each such use. Processing of any plat approval or building permits for the portion of Area E shown as "X" on Page [] the Approved Plans shall not be permitted until after the intermediate amendment has been processed by the Town. [FUTURE OR RESERVED AREA E NEEDS TO BE SHOWN ON THE APPROVED PLANS AND THE APPROPRIATE LABEL INSERTED HERE.]

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- Processing of any plat approval or building permits for Area E shall not

be permitted until after the intermediate amendment has been processed
by the Town

D. Parking and Circulation

~~42. Parking shall meet or exceed the parking requirements set forth in this Special Use Permit. Any change in use to the Resort Hotel that increases the parking demand over what is provided in This Special Use Permit must be approved as a minor amendment by the Planning Commission.~~

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~~43. All contracts between the Resort Hotel Owner and any valet company or other parking company shall include an acknowledgment and agreement that such company shall not park any vehicles on public streets in the Town. Buses and other vehicles may be used to shuttle guests or employees to or from parking areas not located on the Resort, and between the Resort and other destinations (e.g., airport, shopping facilities, golf courses, attractions, etc.). Any catering agreement between Resort Hotel Owner and any owner or guest booking events at the Resort shall include an acknowledgment and agreement that catering vehicles may not park on public streets in the Town.~~

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~~Unlicensed support vehicles (i.e., golf carts, utility vehicles, etc.)~~

D. TEMPORARY USES/EASEMENT/MAINTENANCE

50. Temporary tents or pavilions may be erected in the locations shown on Page [redacted] of the Approved Plans, provided that such temporary tents or pavilions shall not remain erected for more than sixteen (16) consecutive days per event. No tent shall be higher than twenty-four (24) feet above finished grade.

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51. Special events shall be permissible, with or without temporary tents or pavilions, provided these events are in accordance with the Article 8-8, Special Events on Private Property used to transport guests and residentsPublic Rights-of-Way, of the Town Code, with the following conditions:

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a. As allowable in said Article 8-8, Special Use Permit properties are exempt from the Special Event permit review process provided that such exempted events are limited to the type of activities that are customary and provide servicesincidental to the primary uses of this Special Use Permit and any temporary tents or pavilions comply with Stipulation [redacted].

b. Exemption from the Special Event permit review process does not exempt the Owner from any applicable required permit inspections related to public health, safety, and welfare by the Town, the State of Arizona, or other applicable jurisdiction. Town permit inspections are determined as follows:

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i. A permit from the Town Fire Marshal, or designee, shall be required for any structure or tent having an area in excess of two hundred (200) square feet or a canopy in excess of four hundred (400) square feet.

±:

ii. Review by the Town Community Development Department shall be required for the provision for and location of any portable restroom facilities.

c. Any temporary tents or pavilions not in the locations shown on Page [redacted] of the Approved Plans may be approved in accordance with Article 8-8-10, Procedure for Review of Application and Appeal of Decision, of the Town Code.

d. Temporary tents or pavilions must meet a minimum setback of forty (40) feet to the exterior property line of the Property.

Placement of any temporary tent or pavilion shall have no adverse impact on parking or circulation.~~Resort,.~~

52. The following stipulations shall be set forth in easements and/or CC&Rs or other recorded instruments (which may include recorded plats or maps), to be recorded on (or otherwise encumber title to) the Resort or such part thereof for which such stipulation is germane. Such recordation shall occur concurrently with or prior to recordation of any applicable final plats or final maps as the case may be for a particular phase of development. As a condition to approval of final plats or final maps, such recorded instruments (other than the plat or map itself) shall be approved by the Town Manager. Easements within any lot or parcel will not affect setback measurements or determination of lot areas. Any lot within an Area can provide (by easement or otherwise) parking, drives, utilities, and signs for another lot within an Area, including lots owned by different Owners.

a. Easements

i. Vehicular and pedestrian access easements providing access to public rights-of-way as reasonably determined by the Owner and benefiting all Owners within the Resort Villas, shall be dedicated and maintained. The adequacy of such easements shall be reasonably approved by the Town Manager.

ii. Utility and drainage easements shall be dedicated to the utility provider, the Town, and/or the Owner as the case may be, as reasonably determined by the Town Manager. Any such easement shall be maintained in accordance with applicable requirements of the utility or the Town, as applicable. Where required by law, such easements shall be shown on the final plats or final maps.

b. General Maintenance Rights and Responsibilities

44.i. The Resort Ancillary Facilities may be developed in one or more phases as provided in the 2015 Development Agreement. A general infrastructure plan for each phase shall be formulated by each Owner which shall set forth common elements for roadways, utilities (including fire service), lighting, gates, landscape, walls and other elements for the use, benefit, enjoyment and safety of all of

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Owner's guests, employees and other invitees of the Resort-Related Luxury Homes (Area B); Some of such common elements may benefit all phases of the Resort-Branded Homes (Area C);, while others may serve only one or more phases of the Resort-Related Attached residences (Area D); and hotel, residential, resort-related retail, restaurant, and resort related health services in (Area E) but shall not be used or parked on any public street.-.

All designated fire lanes shall maintain a vertical clearance of fourteen feet (14') above finished grade and a horizontal clearance of twenty feet (20') to allow passage of emergency vehicles and must meet all current Arizona Department of Transportation standards. Emergency access points are only to be utilized for emergency vehicles. No deliveries or other use is allowed.

ii. A maintenance, repair, and replacement regime shall be formulated by Owner(s) and incorporated into one or more CC&Rs, which shall be a first priority lien (junior only to existing matters of record other than monetary liens and the 2015 Development Agreement) on the Resort or each particular phase, as the case may be. Said regime shall provide for governance through a master developer of the Resort or of a phase, or through an authorized or duly formulated association of certain, some, or all Owners of the Resort or phased parts thereof. Said regime shall set forth and contain the minimum following elements:

(a) All exterior portions of all structures and all roadways, parking areas, landscaping, walls, pools and lighting shall be kept and maintained in a first class condition, commensurate with a mixed use resort project serving multiple uses and Owners so that each part is benefited by the first class condition of each other part.

(b) Adequate and reasonable assessments shall be made of each Owner to reasonably fund estimated budgets for the maintenance, repair, replacement, and care of the completed Resort and/or each phase thereof.

(c) A governance mechanism to protect all Owners and insure the reasonable and adequate maintenance of all components of all phases of the Resort, including the power to access and enter upon the property of another for the purpose of enforcing the regime.

(d) Architectural guidelines to insure that the requirements of this Special Use Permit are adhered to in the initial and any redevelopment of the Resort. Such architectural guidelines may be administered through an Owner as master developer of the Resort or phase therein, a master association for the Resort, or an association for a particular phase as the case may be, it being the intention of the Town that the Resort be developed in a cohesive, cooperative and harmonious manner which adheres to the requirements of this Special Use Permit and such other requirements Owner may formulate from time to time.

45. The

46. At any time when the parking demand within the Resort is expected to exceed onsite capacity,

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~~the Owners of the affected areas shall initiate a parking management plan which may include valet parking or offsite parking arrangements (but not the use of parking on any public street within the Town).~~

~~47. All streets and drives in the Resort are and shall remain private streets. All streets, sidewalks and paved areas constructed shall remain private; provided, that all new streets constructed shall be per the SUP booklet cross sections. That part of This Special Use Permit granted for private streets and drives herein shall be binding on the Applicant.~~

~~48.53. The streets and drives on within the Property shall be constructed and maintained by the Applicant. The rights and obligations, including but not limited to the right and obligation to maintain the streets and drives Owner. A covenant will be recorded on the Property, (which may be set forth in the CC&Rs) providing the Town with a right to perform repair of streets, drives, and parking lots within the Property, which shall run with the land and shall be binding thereon. In the event a condition that threatens the health or safety of the residents of the Town is created or results from the Applicant's failure to maintain Manager finds that the streets or and drives within the Property are not reasonably maintained, the Town may give the Applicant Owner of the affected area a written notice to undertake appropriate maintenance to cure such condition. If the condition remains uncured for thirty (30) days after notice thereof in writing to the Applicant Owner by the Town, or if the condition is such that it cannot be reasonably corrected within thirty (30) days, the correction thereof not having been commenced and thereafter diligently prosecuted within thirty (30) days from receipt of such written notice, the Town may enter the Property and perform such work necessary to cure the condition. The Town may assess the actual costs and expenses related to such work against the Applicant as owner Owner of the private streets and drives, and the Applicant such Owner shall remit payment to the Town within thirty (30) days of after receipt of an invoice together with the usual and customary reasonable supporting documents and materials from such work the Town. If the Applicant Owner fails to remit such payment within the thirty (30)-day period, the Town may file a lien against the Property for any such unpaid amount due to the Town and enforce such lien as provided by Arizona law.~~

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E. PARKING AND CIRCULATION

~~E.~~

~~54. Parking shall meet or exceed the parking requirements set forth on in the parking study incorporated into the Approved Plans. Any change in use of the Resort that increases the parking demand over the parking requirements set forth in the parking study incorporated into the Approved Plans must be approved as a minor amendment to this Special Use Permit. [NOTE: PARKING STUDY MUST BE INCLUDED WITH BOOK 1 IN THE SET OF APPROVED PLANS.]~~

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~~55. All contracts between the Resort Hotel Owner and any valet company or other parking company shall include an acknowledgment and agreement that such company shall not park any vehicles on public streets in the Town. Buses and other vehicles may be used to shuttle guests or employees to or from parking areas not located on the Resort, and between the~~

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Resort and other destinations (e.g., airport, shopping facilities, golf courses, attractions, etc.). Any catering agreement between Resort Hotel Owner and any resident or guest booking events at the Resort shall include an acknowledgement and agreement that catering vehicles may not park on public streets in the Town.

56. Unlicensed support vehicles (i.e., golf carts, utility vehicles, etc.) may be used to transport guests and residents and provide services to any Area of the Resort, but shall not be used or parked on any public street.

57. All designated fire lanes shall maintain a vertical clearance of fourteen (14) feet above finished grade and a horizontal clearance of twenty (20) feet to allow passage of emergency vehicles, and must meet all current Arizona Department of Transportation standards. Emergency access points are only to be utilized for emergency vehicles; no deliveries or other use of emergency access points is allowed.

49. 58. At any time when the parking demand within the Resort is expected to exceed onsite capacity, the Owners of the affected areas shall initiate a parking management plan, which may include valet parking or offsite parking arrangements (but not the use of parking on any public street within the Town).

59. All streets, drives, sidewalks, and paved areas constructed shall remain private; provided, however, that all new streets constructed shall be in compliance with Page [redacted] of the Approved Plans and shall be of adequate width and design, as determined by the Town, to permit the provision of fire and police protection to the Property.

50.60. The eight (8) feet wide public trail located in the Open Space Corridor shall remain ungated and unobstructed at all times. The trail must meet ADA Americans with Disabilities Act requirements.

51.61. Proposed guardgates and guardhouses shall be in the general locations shown on the Resort Wall Master Plan to be approved by the Town Manager and must meet the SUP Guideline standards of the Special Use Permit Guidelines and the Zoning Ordinance.

52.62. All proposed cul-de-sacs in Areas B and C shall meet have a right-of-way radius of not less than forty-five (45) feet (45') with an improved traffic circle having a radius of not less than forty (40) feet (40').

53.63. No loading, truck parking, trash containers, or outdoor storage area shall be located within one hundred (100) feet of residentially zoned property outside of the SUP Property's boundaries. All such areas shall provide visual and noise screening to minimize impacts on adjacent residential property.

E. Management

F. MANAGEMENT

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~~54.64.~~ There shall be at least one person at the Resort at all times who has been thoroughly briefed on the provisions of ~~This~~this Special Use Permit and who has the authority to resolve all problems related to compliance with ~~This~~this Special Use Permit. All calls from Town residents to the Town or Resort, regarding noise or disturbances shall be referred to and addressed by such person(s). Maintenance of the Resort in general, and all common areas specifically, shall be coordinated through a single unified management entity, which may be the Owner of the Principal Resort Hotel ~~Owner~~ or ~~its designee~~a master association of Owners.

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~~F. Community Outreach~~

65. At all times, the Property shall remain under unified management through a master association and shall be operated as an integrated resort facility. There may be sub-associations relating to specific Area(s) within the overall Property.

G. COMMUNITY OUTREACH

~~6.66.~~ Subsequent to the approval of this Ordinance, the Owner shall implement the Community Outreach Plan. ~~(See Exhibit "E")~~set forth on Schedule 2.

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~~EXHIBIT "E"~~ TO ~~ORDINANCE NUMBER 694~~

**THE POST-APPROVAL COMMUNITY OUTREACH PLAN
CONSISTS OF:**

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SCHEDULE 1
TO
THE RITZ-CARLTON STIPULATIONS

Approved Plans

The Approved Plans consist of Book 1 to SUP-15-01, that book entitled as “ [REDACTED] ” and dated [REDACTED] along with the Parking Study Book and the Traffic Study Book. This document is on file at the Town of Paradise Valley Clerk’s Office and may be viewed during normal business hours. [NOTE: NEED TO GET FINAL PLANS AND BOOKS FROM FIVE STAR IN ORDER TO ACCURATELY DESCRIBE THEM HERE.]

Town Hall
6401 E. Lincoln Drive
Paradise Valley, AZ 85253

SCHEDULE 2
TO
THE RITZ-CARLTON STIPULATIONS
Post-Approval Community Outreach Plan

Subsequent to approval of SUP 15-01 ~~Ritz-Carlton Resort~~, the Owner will keep neighbors apprised of the status of the project at follows:

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1. The Owner will send a quarterly report to Paradise Valley property owners within one thousand (1,000) feet of the subject property, advising them of current status, any changes, and anticipated construction commencement ~~dated~~dates if known.
2. These quarterly reports will continue during ~~the construction phase to~~in Areas A, A1, and D and include anticipated construction ~~schedules~~schedules and progress.
3. There will be two annual reports upon completion of construction ~~in Areas A, A1, and D~~. The first of these will announce ~~that~~that construction is complete, and the second, approximately one year later, will indicate that the post-approval communication process has been completed.

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Each communication will contain a name and contact information for the Owner (which may vary depending on the project status at the time), ~~but nonetheless a name and contact information~~ so that any neighbors with a question or concern will be able to contact a ~~project~~Resort representative with their question or concern.

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When recorded, return to:
Paradise Valley Town Attorney
6401 East Lincoln Drive
Paradise Valley, Arizona 85253

ORDINANCE NUMBER 694

AN ORDINANCE OF THE TOWN OF PARADISE VALLEY, ARIZONA, AMENDING THE ZONING ORDINANCE AND AMENDING THE ZONING MAP TO PROVIDE FOR THE ISSUANCE OF AN AMENDED SPECIAL USE PERMIT FOR PROPERTY ZONED SUP DISTRICT (RESORT) AND THE REZONING FROM SUP DISTRICT (RESORT) TO SUP DISTRICT (RESORT) TO ALLOW FOR A LUXURY RESORT HOTEL WITH INTEGRATED DWELLING UNITS AND RESORT-RELATED RETAIL (THE RITZ-CARLTON, PARADISE VALLEY) FOR THE PROPERTY LOCATED AT 7000 E. LINCOLN DRIVE, GENERALLY BORDERED BY LINCOLN DRIVE TO THE SOUTH, MOCKINGBIRD LANE TO THE WEST, INDIAN BEND ROAD TO THE NORTH, AND THE CITY OF SCOTTSDALE TO THE EAST, WITH THE PROPOSED SUP DISTRICT (RESORT) TO INCLUDE A RESORT COMMUNITY, INCLUDING: A RESORT HOTEL WITH 200 HOTEL KEYS AND SPA, RESTAURANTS, RESORT-RELATED RETAIL, AND MEETING SPACE; [REDACTED] RESORT VILLAS; [REDACTED] RESORT RELATED LUXURY DETACHED SINGLE FAMILY HOMES; [REDACTED] RESORT BRANDED DETACHED SINGLE FAMILY HOMES; [REDACTED] RESORT RELATED ATTACHED VILLAGE TOWNHOMES; ADDITIONAL RESORT RELATED RESTAURANTS AND RETAIL USES SEPARATE FROM THE HOTEL; AND SITE IMPROVEMENTS INCLUDING PARKING, LANDSCAPING, LIGHTING, AND IMPROVEMENTS TO SITE INFRASTRUCTURE; PROVIDING FOR SEVERABILITY; AND PROVIDING FOR AN EFFECTIVE DATE.

WHEREAS, the Town of Paradise Valley Planning Commission held public hearings on October 6, 2015 and October 20, 2015, in the manner prescribed by law, for the purpose of considering a rezoning of the property described in Exhibit A attached hereto ("Property") from SUP District (Resort) to a new SUP District (Resort) and for the purpose of making a recommendation on a proposed SUP District (Resort) amendment for the Property (to be known as the Special Use Permit for The Ritz-Carlton, Paradise Valley), and recommended approval of the new SUP District (Resort) to the Town Council; and

WHEREAS, the Town Council at its meetings on December 3, 2015, and December 17, 2015, held public hearings, as prescribed by law, to hear the request for the rezoning of the Property to a new SUP District (Resort) based upon the recommendation made by the Planning Commission as noted above, and to amend the Town Official Zoning Map to reflect the issuance of a new SUP District (Resort) for the Property; and

WHEREAS, pursuant to Article III of the Town Zoning Ordinance, the Town Council finds that the proposed rezoning is consistent with and conforms to the Land Use Map of the Town's adopted General Plan; and

WHEREAS, the Town Council now desires to approve a rezoning of the Property from SUP District (Resort) to SUP District (Resort), subject to the terms and conditions of the Special Use Permit and Related Stipulations for The Ritz-Carlton, Paradise Valley (Exhibit B attached hereto, incorporated herein by reference, and hereinafter referred to as the "SUP" and the "Stipulations," respectively) and to amend the Zoning Map to reflect such rezoning.

NOW, THEREFORE, BE IT ORDAINED BY THE MAYOR AND TOWN COUNCIL OF THE TOWN OF PARADISE VALLEY, ARIZONA THAT:

SECTION 1. Findings. The proposed SUP District (Resort) rezoning is in accordance with Articles III and XI of the Town Zoning Ordinance. Specifically:

- a. It is authorized by and is in conformity with the Town's adopted General Plan, as amended;
- b. It will not be detrimental to, interfere with, or adversely affect existing uses or character of adjacent properties, persons residing or working in the vicinity, the neighborhood, the public health, safety, peace, comfort and general welfare; and
- c. It will be in full conformity with any conditions, requirements, or standards prescribed in the Stipulations, in the Zoning Ordinance, and in the other ordinances of the Town.

SECTION 2. Rezoning. A parcel of land, as described in Exhibit A attached hereto, is hereby rezoned from SUP District (Resort) to a new SUP District (Resort; SUP-15-01) designation, with such changes to be made on the Town's Official Zoning Map, such new SUP District (Resort) to allow for use of the Property as a resort and for those other related uses permitted by the SUP and the Stipulations and as limited in the SUP and the Stipulations.

SECTION 3. Severability. If any section, subsection, sentence, clause, phrase, or portion of this ordinance is for any reason held invalid or unconstitutional by a court of competent jurisdiction, such portion shall be deemed a separate, distinct, and independent provision, and such holding shall not affect the validity of the remaining portions thereof.

SECTION 4. Effective Date. This ordinance shall become effective as of the Effective Date (as such term is defined in the Stipulations).

PASSED AND ADOPTED by the Mayor and Council of the Town of Paradise Valley, Arizona, this ____ day of _____ 2015.

Michael Collins, Mayor

ATTEST:

Duncan Miller, Town Clerk

APPROVED AS TO FORM:

Andrew M. Miller, Town Attorney

CERTIFICATION

I, Duncan Miller, Town Clerk, certify that the foregoing is a true copy of Ordinance Number 694 duly passed and adopted by affirmative vote of the Town Council of Paradise Valley at a meeting held on the ____ of ____ 20__. Passage of this Ordinance appears in the minutes of the meeting. The Ordinance has not been rescinded or modified and is now in effect. I further certify that the municipal corporation is duly organized and existing, and has the power to take the action called for by the Ordinance.

Duncan Miller, Town Clerk

**EXHIBIT A
TO
ORDINANCE NUMBER 694
LEGAL DESCRIPTION OF THE PROPERTY**

(TOWN OF PARADISE VALLEY NET AREA)

A PORTION OF THE NORTHEAST QUARTER OF SECTION 10, TOWNSHIP 2 NORTH, RANGE 4 EAST OF THE GILA AND SALT RIVER BASE AND MERIDIAN, MARICOPA COUNTY, ARIZONA, LYING IN THE TOWN OF PARADISE VALLEY AND BEING MORE PARTICULARLY DESCRIBED AS FOLLOWS:

COMMENCING AT THE NORTH QUARTER CORNER OF SAID SECTION 10;

THENCE NORTH 88 DEGREES 25 MINUTES 57 SECONDS EAST ALONG THE NORTH LINE OF THE NORTHEAST QUARTER OF SAID SECTION 10, A DISTANCE OF 38.22 FEET;

THENCE SOUTH 01 DEGREES 34 MINUTES 03 SECONDS WEST, A DISTANCE OF 55.00 FEET TO THE POINT OF BEGINNING;

THENCE NORTH 88 DEGREES 25 MINUTES 57 SECONDS EAST, 55 FEET SOUTH OF AND PARALLEL WITH THE NORTH LINE OF THE NORTHEAST QUARTER OF SAID SECTION 10, A DISTANCE OF 1947.01 FEET;

THENCE SOUTH 00 DEGREES 16 MINUTES 37 SECONDS EAST, A DISTANCE OF 1264.27 FEET;

THENCE SOUTH 88 DEGREES 31 MINUTES 30 SECONDS WEST, A DISTANCE OF 9.90 FEET;

THENCE SOUTH 00 DEGREES 28 MINUTES 12 SECONDS EAST, A DISTANCE OF 643.50 FEET;

THENCE NORTH 88 DEGREES 20 MINUTES 34 SECONDS EAST, A DISTANCE OF 7.73 FEET;

THENCE SOUTH 00 DEGREES 16 MINUTES 37 SECONDS EAST, A DISTANCE OF 635.76 FEET;

THENCE SOUTH 88 DEGREES 36 MINUTES 58 SECONDS WEST, 40 FEET NORTH OF AND PARALLEL WITH THE SOUTH LINE OF THE NORTHEAST QUARTER OF SAID SECTION 10, A DISTANCE OF 1972.70 FEET;

THENCE NORTH 00 DEGREES 18 MINUTES 21 SECONDS EAST, 40 FEET EAST OF AND PARALLEL WITH THE WEST LINE OF THE NORTHEAST QUARTER OF SAID SECTION 10, A DISTANCE OF 1276.47 FEET;

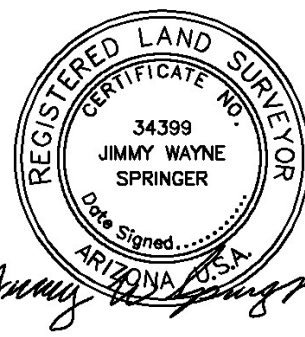
THENCE NORTH 88 DEGREES 31 MINUTES 30 SECONDS EAST, A DISTANCE OF 626.58 FEET;

THENCE NORTH 00 DEGREES 06 MINUTES 41 SECONDS EAST, A DISTANCE OF 658.68 FEET;

THENCE SOUTH 88 DEGREES 28 MINUTES 44 SECONDS WEST A DISTANCE OF 624.36 FEET;

THENCE NORTH 00 DEGREES 18 MINUTES 21 SECONDS EAST, 40 FEET EAST OF AND PARALLEL WITH THE WEST LINE OF THE NORTHEAST QUARTER OF SAID SECTION 10, A DISTANCE OF 603.21 FEET TO THE POINT OF BEGINNING.

CONTAINING 4,560,387 SQUARE FEET OR 104.692 ACRES.



PLUS THE FOLLOWING:

**ADDITIONAL INDIAN BEND RIGHT-OF-WAY
ABANDONMENT
LAND DESCRIPTION**

THE SOUTH 15 FEET OF THE NORTH 55 FEET OF THE NORTHWEST QUARTER OF THE NORTHEAST QUARTER, EXCEPT FOR THE WEST 40 FEET THEREOF, TOGETHER WITH THE SOUTH 15 FEET OF THE NORTH 55 FEET OF THE WEST HALF OF THE NORTHEAST QUARTER OF THE NORTHEAST QUARTER, ALL IN SECTION 10, TOWNSHIP 2 NORTH, RANGE 4 EAST, GILA AND SALT RIVER BASE AND MERIDIAN, MARICOPA COUNTY, ARIZONA.

**EXHIBIT B
TO
ORDINANCE NUMBER 694**

**TOWN OF PARADISE VALLEY
SPECIAL USE PERMIT FOR THE RITZ-CARLTON, PARADISE VALLEY
SUP-15-01**

I. PROJECT DESCRIPTION

Pursuant to Article XI of the Zoning Ordinance of the Town of Paradise Valley, Arizona (the “Town”), the Town hereby grants to Five Star Development Resort Communities, LLC, an Arizona Limited Liability Company, its successors and assigns (collectively, the “Owner”), this Special Use Permit No. 15-01 (with these Stipulations, the “SUP”) governing the use the Property. All capitalized terms contained herein shall have the definitions set forth in this SUP.

The Property subject to this Special Use Permit is currently owned by the Owner and is comprised of approximately one hundred and five (105) acres located at the northeast corner of Mockingbird Lane and Lincoln Drive in the Town of Paradise Valley, Arizona, as more particularly described on Exhibit A to Ordinance No. 694.

This SUP is referred to throughout as “this SUP” to distinguish it from the prior Special Use Permit governing the use of the Property. The Town enacted Ordinance No. 603 relating to the prior Special Use Permit for the Property in April 2008. This Special Use Permit supersedes and replaces the prior Special Use Permit effective as of the Effective Date. This Special Use Permit is being granted by the Town to permit the development, construction, use and operation of the Property as a resort subject to and in accordance with these Stipulations and the 2015 Development Agreement.

Subject to these Stipulations, the improvements, facilities, and uses authorized to be developed, constructed, used, operated, and maintained on the Property include the following, which are further described below: Principal Resort Hotel with Hotel Keys and Resort Ancillary Facilities and Uses, Resort Villas, Resort Related Luxury Homes, Resort-Branded Homes, Resort Related Attached Residences, Area E Retail/Restaurant Uses on a portion of Area E (with the remainder of Area E to be further defined by an intermediate amendment to this SUP).

II. DEFINITIONS

“2015 Development Agreement” means the development agreement between the Town and the Owner entered into pursuant to A.R.S. § 9-500.05, which is to be executed concurrently with the approval of this SUP, as amended and restated or supplemented in writing from time to time, and all exhibits and schedules thereto.

“Affiliate,” as applied to any person, means any person directly or indirectly controlling, controlled by, or under common control with, that person (or spouse or children of such person, if such person is a natural person). For the purposes of this definition, (i) “control” (including with correlative meaning, the terms “controlling,” “controlled by” and “under common control”), as applied to any person, means the possession, directly or indirectly, of the power to direct or

cause the direction of the management and policies of that person, whether through the beneficial ownership of voting securities, by contract or otherwise, and (ii) “person” means and includes natural persons, corporations, limited partnerships, general partnerships, joint stock companies, joint ventures, associations, limited liability companies, limited liability partnerships, limited liability limited partnerships, trusts, land trusts, business trusts or other organizations, whether or not legal entities.

“Applicable Laws” means all federal, state, county, and local laws (statutory and common law), and ordinances, rules, regulations, permit requirements, and other requirements and official policies of the Town that apply to the development of the Property.

“Approval Date” means the date on which all of the following have occurred: Ordinance 694 is (i) approved (i.e., voted on) by the Town Council of the Town of Paradise Valley, Arizona, and (ii) signed by the Mayor.

“Approved Plans” means those certain plans and other documents certified by the Town Clerk that are listed in Schedule 1 attached hereto and incorporated herein by this reference.

“Area A,” “Area A1,” “Area B,” “Area C,” “Area D,” and “Area E” means those portions of the Property as shown on Page of the Approved Plans. Whenever in these Stipulations a reference is made to an “Area,” such reference is to one or more particular Areas on Page of the Approved Plans.

“Area E Retail/Restaurant Uses” means: one or more full service, sit down restaurants (not a fast food restaurant) and/or a gourmet food shop (such as are operated by Dean & DeLuca or Le Grande Orange) and retail facilities, which are open to the general public, offering for sale goods and merchandise or certain services, such as, a café (such as Starbucks or Coffee Bean); full service salon; jewelry store; art gallery; gift items and apparel, sundries, cosmetics, over the counter pharmaceuticals, housewares and related kitchen wares, furniture; fresh or artificial flower sales; art; jewelry; fashion eyewear, fashion clothing, footwear and apparel; cigar or tobacco products; or newspapers, books and periodicals. Area E Retail/Restaurant Uses specifically excludes the sale of medical marijuana and stores commonly referred to as convenience store, gas station, or minimart (such as Circle K, 7 Eleven, AM/PM Minimart, Quick Trip, or similar brands of retail establishments that sell as the principal part of their business convenience goods, such as prepackaged food items, tobacco, periodicals, and other household goods, collectively “convenience store”); provided that a convenience store does not include a restaurant or gourmet food shop described above selling the foregoing. Except as provided above, Area E Retail/Restaurant Uses does not include establishments that are principally engaged in the provision of services (as opposed to restaurant and retail facilities) that are not subject to the Town’s transaction privilege tax or the gross receipts derived from retail sales activities.

“Brand” means as defined in the 2015 Development Agreement.

“CC&Rs” means one or more sets of conditions, covenants and restrictions applicable to discrete portions of the Property that, among other things, implement provisions of these Stipulations.

“Courtyard Areas” means any residential courtyard areas as defined in Article XXIV of the Town Zoning Ordinance.

“Effective Date” means the date on which all of the following have occurred: (i) this SUP and the 2015 Development Agreement have been adopted and approved by the Town Council, executed by duly authorized representatives of the Town and Five Star, and recorded (if applicable) in the office of the Recorder of Maricopa County, Arizona, and (ii) any applicable referendum period has expired without referral, or any proposed referendum has been declared invalid in a final non-appealable judgment by a court of competent jurisdiction, or this SUP (or the 2015 Development Agreement, as applicable) has been approved by the voters at a referendum election conducted in accordance with Applicable Laws.

“Finished Grade” means that the grade that is no more than two (2) feet above existing grade or as depicted on Page E-7 of the Approved Plans.

“Floor Area” means the area under roof added to the floor area of any second and third story; provided, however that “Floor Area” also includes the horizontal solid portion(s) of trellises and/or open weave roofs, and all the horizontal solid portion of area under roof in accessory buildings such as gazebos, ramadas, and other accessory buildings, and the Courtyard Areas in Area B, Area C, and Area D. Floor Area excludes the floor area of any fully subterranean portions of a building, Courtyard Areas for all structures other than in Area B, Area C and Area D, and the portion of any roof overhangs which are not over useable exterior spaces. In the case of the Principal Resort Hotel, and notwithstanding the preceding sentence, Floor Area includes subterranean portions of buildings that are part of the Principal Resort Hotel and contain areas that are not generally intended to be accessed by the general public and hotel guests, such as, but not limited to kitchens, employee locker rooms, cafeterias and/or break rooms, staff offices, security offices, administrative offices, laundry facilities, storage, maintenance facilities, utility rooms, and other facilities that are typically described as “back of house” facilities. [Note: Five Star needs to eliminate Note 4 on Sheet D-3 of Book 1 as it is not consistent with this.]

“Hotel Key” means a hotel room located in Area A (or other Areas, if applicable), served by a single key, designed, constructed, and maintained with all furnishings, fixtures, and equipment necessary to operate as a single unit for transient occupancy use and used for transient occupancy as part of a Resort Hotel. Each Hotel Key shall have at least one full bath and a direct lockable connection from the exterior or a corridor.

“Hotel Quality Standards” means as defined in the 2015 Development Agreement.

“Minimum Hotel Keys” means the two hundred (200) Hotel Keys included as part of the Principal Resort Hotel and owned by a single legal Owner which also owns the Minimum Resort Hotel Improvements.

“Minimum Resort Hotel Improvements” means the minimum improvements included in the initial design and construction of the Principal Resort Hotel and including not less than all of the following elements:

- (a) The Minimum Hotel Keys, provided that Hotel Keys in excess of the Minimum Hotel Keys may be owned by an Owner(s) other than the Owner of the Principal Resort Hotel;

and providing that at least sixty percent (60%) of the guest rooms in the Hotel Keys shall be two bay suites with minimum ceiling heights of eight feet six inches (8'6"), a walk-in closet, and a five (5) fixture bathroom.

- (b) Two (2) full service restaurants which, together with other restaurants and food service areas, are collectively capable of serving three (3) daily meals and providing room service to the Minimum Hotel Keys.
- (c) At least one (1) swimming pool along with facilities (which may be remote from the pool) intended to provide food and beverage service to Resort Hotel guests at the pool.
- (d) At least one (1) fitness area to accommodate professional-grade exercise machines and related equipment.
- (e) An area or areas for at least one (1) spa, which will provide spa services such as massage services.
- (f) A dedicated reception area to accommodate guest check-in, concierge, and cashier; along with an associated lounge with available food and beverage.
- (g) A dedicated, covered area to accommodate vehicle or passenger drop off (such as valet parking services) for Resort Hotel guests, including a separate ingress and egress route for vehicles.
- (h) A dedicated five (5) division ballroom, a pre function area, board room, and outdoor event space to accommodate meetings and banquets.

“Open Space-Wash Corridor” means an area designated on Page of the Approved Plans as a wash and greenbelt area that is to be improved and used only for open space and shall not be otherwise developed, except for drainage, landscaping and hardscaping.

“Owner” means Five Star Development Resort Communities, LLC, an Arizona limited liability company and its respective successors and assigns, as well as any subsequent owner of any portion or portions of the Property, including but not limited to, an owner of a Resort Hotel, a Resort Villa, a Resort Related Luxury Home, a Resort-Branded Home, a Resort Related Attached Residence, any part of Area E, or one or more combinations thereof. An Owner may be an individual, corporation, partnership, limited liability company, trust, land trust, business trust or other organization, or similar entity, which in turn may be owned by individuals, shareholders, partners, members, or benefitted parties under trust agreements, all of which may take any legal form, and may allocate interests in profits, loss, control or use.

“Principal Resort Hotel” means the Resort Hotel in Area A which is designated as the Principal Resort Hotel, is affiliated with one of the Brands, meets the Hotel Quality Standards, includes the Minimum Resort Hotel Improvements. The Principal Resort Hotel shall be owned by a single legal Owner (provided Hotel Keys in excess of the Minimum Hotel Keys may be owned by another Owner(s)).

“Property” means the real property described in Exhibit A to Ordinance No. 694. The Property is comprised of approximately one hundred five (105) acres of land.

“Resort” means the entire Property and all facilities and other improvements existing, developed or redeveloped and used or useful on the Property in general conformance with this SUP.

“Resort Ancillary Facilities and Uses” means: all facilities and uses related or incidental to the operation of a resort or resort hotel, including specifically, but without limitation: restaurants, bars and lounges; spas and salons; fitness facilities; barbershops; indoor and outdoor meeting, convention, display, exhibit, wedding and social function facilities; sale of food and alcohol (for on or off site consumption); catering facilities; outdoor cooking facilities; outdoor dining facilities; gourmet food shops (offering any combination of cooked, frozen, fresh, prepared or pre-packaged foods, beer, wines, liquors, gifts, fresh fruits and vegetables, groceries, sundries, cosmetics, over the counter pharmaceuticals, housewares, and related kitchen, indoor and/or outdoor dining items); deli, coffee, tea, ice cream, yogurt and similar shops or sales; snack bars; central plant, maintenance shop, engineering facilities, housekeeping facilities, laundry, storage and support facilities; valet and other parking facilities, parking decks, garages and areas; automobile rentals; gift and sundries shops; flower sales; art and art galleries; jewelry and jewelry shops; fashion eyewear, footwear and apparel sales; sale of hotel items such as furniture, bedding, art, toiletries; other resort retail; other resort sales and marketing; travel agency offices; tour and other off-site activity offices; administrative, support and other resort offices including temporary offices and facilities for construction, sales, marketing, and design; indoor and outdoor entertainment facilities; ramadas; pools; cabanas; tents; tennis and other recreational or sport uses and services, amenities, recreational facilities and fitness facilities. Any such use or facility may be within any Resort Hotel or separate building(s) located in Area A or A-1, individually or grouped in one or more buildings or facilities.

“Resort-Branded Homes” means the () residential units in Area C further described in this SUP.

“Resort Hotel” means the hotel to be designed and constructed within Area A or, if applicable, a future hotel to be approved within Area E. Resort Hotels provide accommodations for transient occupants and related facilities and services and any Resort Ancillary Facilities and Uses. The Resort Hotel in Area A shall be the Principal Resort Hotel that at all times contains the Minimum Resort Hotel Improvements (subject to force majeure, remodeling, alteration, reconstruction, redevelopment, and similar events).

“Resort Hotel Manager” means the Owner of any Resort Hotel, including any Affiliate thereof or a third party hotel management company which manages any Resort Hotel. A Resort Hotel Manager may also manage any other portions of the Resort, including but not limited to Resort Villas, Resort Related Luxury Homes, Resort-Branded Homes, Resort Related Attached Residences, and Hotel Keys. If any Resort Hotel Manager is not the Owner of a Resort Hotel (or an affiliate of such Owner), it shall initially be a hotel management company which has not less than five (5) years’ experience managing full service hotels or resorts or which currently manages not fewer than five (5) full service hotels or resorts. If there is more than one (1) Resort Hotel, there may be more than one (1) Resort Hotel Manager. Any Resort Hotel Manager may enter into one or more agreements, and/or designate others to operate, manage, or provide

services to or for one or more different parts, uses, or services within or which are a part of any Resort Hotel, including by Affiliates of such Resort Hotel Manager, or third parties.

“Resort Hotel Owner” means the single legal owner of each Resort Hotel.

“Resort Hotel Rental Program” means a rental management program offered and managed by the Owner of the Principal Resort Hotel (or Affiliate thereof) or a Resort Hotel Manager (or Affiliate thereof), which provides rental management service for a Resort Villa, Resort Related Luxury Home, Resort Related Attached Residence, or Resort-Branded Home where the Owner of such Resort Villa, Resort Related Luxury Home, Resort Related Attached Residence, or Resort-Branded Home elects to include its residence in the Resort Hotel Rental Program.

“Resort Related Attached Residences” means the [REDACTED] () residential units in Area D further described in this SUP.

“Resort Related Luxury Homes” means the [REDACTED] () residential units in Area B further described in this SUP.

“Resort Sign Guidelines” and “Resort Sign Program” means plans and/or a narrative describing signage for the Resort as described in Stipulation 35.

“Resort Villas” means the [REDACTED] () residential units in Area A1 further described in this SUP.

“Special Use Permit” or “SUP” means this Special Use Permit No. 15-01, which includes Schedule 1 and other exhibits thereto and these Stipulations.

“Special Use Permit Guidelines” means special use permit guidelines adopted by the Town and in effect as of the Approval Date.

“Town” means the Town of Paradise Valley, Arizona.

“Town Code” means the Code of the Town of Paradise Valley, Arizona, as amended from time to time.

“Town Manager” means the Town Manager or his designee.

“Zoning Ordinance” means the Town’s zoning ordinance, as amended from time to time.

III. STIPULATIONS

A. GENERAL

1. As of the Effective Date, this Special Use Permit shall supersede and replace any and all prior Special Use Permits related to the Property. Unless and until the Effective Date, the prior Special Use Permit shall remain in effect.

2. This Special Use Permit touches and concerns the land and shall run with the land. Any person having or subsequently acquiring title to any portion of the Property shall be subject to this Special Use Permit, as it applies to the portion of the Property owned thereby and as it may be amended or superseded from time to time.
3. Development of the Resort shall be in substantial conformance with the Approved Plans and these Stipulations.
4. Lot coverage for the Property as a whole shall not exceed that noted in the Land Density Table in Page of the Approved Plans.
5. The use of the Property shall at all times conform to this Special Use Permit and all Applicable Laws, except that if there is a conflict between this Special Use Permit and any provision of the Town Code or Zoning Ordinance or other Town requirement, this Special Use Permit shall prevail, except when otherwise required for health, safety, or welfare reasons.
6. If any section, subsection, sentence, clause, or phrase of this Special Use Permit is for any reason held illegal, invalid, or unconstitutional by the final, non-appealable decision of any court of competent jurisdiction, such decision shall not affect the validity of the remaining portions of this Special Use Permit. The Town and the Owner believe and intend that the provisions of this Special Use Permit are valid and enforceable. In the unlikely event that this Special Use Permit is declared by a court of competent jurisdiction to be invalid or unenforceable, the Principal Resort Hotel (if constructed and as then constructed) may continue to be used and operated as a legal non-conforming use in accordance with these Stipulations until such time as a special use permit or other applicable zoning for the Resort is reissued by the Town for the Property. If (i) there is a court decision finding, holding, or declaring that the 2015 Development Agreement is invalid, either as a whole or with respect to provisions that apply the Resort Unit Revenue Replacement Fee (as defined in the 2015 Development Agreement) to one or more of the following residential units (Resort Villas, Resort Related Luxury Homes, Resort-Branded Homes, or Resort Related Attached Residences) and (ii) such court decision is a final, non-appealable decision or the Town would be required to post a supersedeas or similar bond before appealing such court decision, then each such residential unit for which the Resort Unit Revenue Replacement Fee no longer applies may thereafter be used only as a Hotel Key.
7. In the case of inconsistencies or conflicts between or among these Stipulations and the Approved Plans, these Stipulations shall govern. In the event of a conflict between the text and the diagrams, drawings or other graphic representations contained in the Approved Plans, the text will prevail and control over the diagrams, drawings, and other graphic representations.
8. Mylar versions and electronic versions of all Approved Plans shall be submitted to the Town within thirty (30) days after the Approval Date.

9. No part of the Resort shall be operated as a Time-Share Project as such term is defined by the Town Zoning Ordinance. No part of the Principal Resort Hotel in Area A may be subdivided for purposes of sale or resale.
10. When applicable, all approvals and determinations by the Town Manager referenced herein shall be governed by the Town Code in effect at the date of that determination, except when this SUP specifically references ordinances or requirements in effect as of a specific date (e.g., see definition of Special Use Permit Guidelines).
11. The Town Manager's approval or determination is provided for in several instances in these Stipulations. The Town Manager shall base his approval on standards and criteria set forth in this SUP, the 2015 Development Agreement, the Town Code, and the Zoning Ordinance, as reasonably applicable, with the intent to implement the viable development of the Resort as provided in this SUP and the 2015 Development Agreement. Recognizing that the final design and building permit process for which any particular approval of the Town Manager is sought involves multiple stages, including conceptual, schematic, design development and construction documents, an Owner may seek the approval of the Town Manager at one or more stages of such design. Notwithstanding the foregoing, no construction may occur with respect to any particular element or structure until necessary permits for that element or structure are issued. An Owner may rely upon an approval in proceeding from one stage of design to the next. Although the parties intend that this Special Use Permit, the 2015 Development Agreement, the Zoning Ordinance, and the Town Code state a consistent relationship between them, the parties agree that in the event of a conflict between these documents that the order of priority shall be the (1) Special Use Permit, (2) 2015 Development Agreement, (3) Zoning Ordinance, and (4) Town Code; the parties agree that the higher priority document shall control.
12. If any portion of the property is used in violation of the terms of this Special Use Permit, the Town may, after fair notice, a hearing and a reasonable opportunity to correct, impose a monetary sanction on the then Owner of such portion, in an amount not to exceed the maximum amount allowed for violations of the Town Zoning Ordinance for each day such violation exists, in addition to all other remedies, orders, or sanctions permitted by Applicable Laws, including, at the Town's election, injunctive relief. No such remedy shall be sought from any other Owner or portion of the Property that is not in violation of this Special Use Permit.
13. Unless otherwise stipulated in this Special Use Permit, amendments to this Special Use Permit shall follow the appropriate process outlined in Article XI, Special Uses and Additional Use Regulations, of the Town Zoning Ordinance, as amended.

B. CONSTRUCTION AND DEVELOPMENT STANDARDS

14. All utilities within the Resort shall be underground (excluding certain equipment typically installed above ground, such as transformers, meters, etc., which shall be appropriately screened) and located within appropriate easements. All water and sewage facilities shall be constructed in accordance with plans approved by the Town Manager.

15. No construction permit shall be issued for any construction on the Property until appropriate engineering or architectural plans are submitted to the Town and the issuance of such construction permit for that particular activity is approved by the Town Manager. Submitted plans shall be required to meet the building code most recently adopted by the Town. However, the Town may issue approvals and/or permits to salvage native plants and stage or prepare the job-site for work with fences, trailers, dumpsters, sanitation, water tanks, material storage, erosion control and dust control measures, and the like, without engineering or architectural plans.
16. During the period of demolition or construction of new improvements, signs shall be posted on the Property (or at the entrance to a particular phase) indicating the name and phone number of a person the public may contact with construction-related concerns. Sign details such as the sign size, height, and location shall be reviewed and approved by the Town Manager.
17. All new construction shall satisfy all fire department requirements for each component of work (which may include temporary fire protection facilities) prior to the issuance of any building permit for such work.
18. Prior to the issuance of a certificate of occupancy for any individual structure, adequate fire, emergency, and other vehicle access and adequate fire service shall be provided for such structure and the particular phase of development in which such structure is located, as determined by the Town Manager.
19. Interiors of the Principal Resort Hotel structure may be remodeled at any time without an amendment to this Special Use Permit so long as such remodeling does not increase or decrease the number of Hotel Keys, the remodeled Principal Resort Hotel continues to comply with the Hotel Quality Standards, the Principal Resort Hotel continues to include the Minimum Resort Hotel Improvements, and appropriate building permits are obtained when required by the Town Code.
20. One or more locations within the Resort as approved by the Town Manager may be improved and used as a marketing center for the sales and marketing of the Resort until such time as all construction has been substantially completed and all Resort Villas, Resort Related Luxury Homes, Resort-Branded Homes, and Resort Related Attached Residences have been initially sold.
21. Temporary construction driveway locations are subject to the approval by the Town Manager and are limited to locations on Lincoln Drive and/or Indian Bend Road east of the existing traffic circle.
22. If vertical construction has not commenced within an Area that has been otherwise disturbed by grading or other construction work by a date that is five (5) years after the Approval Date, any such disturbed portion within such Area shall be stabilized and/or landscaped to minimize dust.
23. The Resort Hotel Owner shall submit a construction schedule prior to the issuance of any building permits for a structure to ensure compliance with all Town ordinances and in

order to minimize construction nuisances. This construction schedule shall include the following:

- a. Dust and noise control measures
- b. Vehicle/equipment storage/parking
- c. Construction days/hours
- d. Location of staging area for construction supplies/equipment
- e. Location of any construction trailers and sanitary facilities
- f. Location of on-site construction-materials/debris storage
- g. Location of fire lanes during the construction period
- h. The approximate beginning and ending dates for construction of structures
- i. All construction related parking and storage must be contained within the boundaries of the Property and on the adjacent property within the City of Scottsdale owned by Owner.

24. Consistent with the phasing requirements and limitations contained within the 2015 Development Agreement, the Owner shall arrange for construction phasing within an Area (or Areas combined) on the Property in the following sequence:

- a. Commence native plant salvage, dust and erosion control measures, job-site mobilization and set-up, and the like.
- b. Begin storm water pollution prevention plan and measures.
- c. Upon completion of the salvage, erosion and dust control, job-site mobilization, and set-up, commence utility and street civil improvements and site work.
- d. Upon substantial completion of, or in conjunction with, the utility and street and civil improvements, commence perimeter walls, and perimeter landscaping (outside the perimeter walls) of the Property along Lincoln Drive, Mockingbird Lane, and Indian Bend Road.
- e. Upon substantial completion of above, vertical building improvements for Areas A1, B, C, and D may commence in accordance with the provisions and limitations stated in the 2015 Development Agreement.

25. Subject to requirements for construction of the horizontal or vertical improvements, construction access, emergency vehicle access, erosion control, storm water pollution prevention control, dust control and other measures, portions of the perimeter wall and

landscaping may be postponed or re-opened for construction or access, subject to approval by the Town Manager.

26. During construction and development of the Resort, temporary sales and marketing signs may be posted on the Property consistent with a temporary sign program to be submitted by the Owner and approved by the Town Manager.
27. During grading and construction, the Owner shall sweep the streets adjacent to the Property and any other public streets in the Town directly affected by development on the Property using a PM-10 or equivalent capable street sweeper at least three (3) times a week or more, as required by the Town Manager.
28. Screening of any backflow preventer, transformer, or other similar equipment visible from Lincoln Drive, Mockingbird Lane, or Indian Bend Road shall be required and the precise location of such equipment and screening shall be approved by the Town Manager and the utility provider.
29. Stand-alone accessory and service structures over six (6) feet in height (as defined in the Special Use Permit Guidelines) in Areas A and A1, and guard houses in Areas B and C, each limited to eight-hundred (800) square feet of Floor Area, may be added to the Approved Plans, provided that the total square footage of all the accessory and service structures added together does not exceed fifteen thousand (15,000) square feet of Floor Area, such additions to be provided to the Town Manager as a revised conceptual site plan. Stand-alone accessory and service structures cannot exceed sixteen (16) feet in height and must be set back a minimum of forty (40) feet for any accessory structure and sixty (60) feet for any service structure from any rights-of-way or residential property lines and ten (10) feet from any non-residentially zoned property.
30. Accessory structures that do not exceed six (6) feet in height above finished grade (raising the finished grade by placing fill solely for the purpose of adding additional height is prohibited) in Areas A and A1, including, but not limited to, pools, barbeques, fire pits, fireplaces, water features, and other accessory structures, shall be allowed within the boundaries of Areas A and A1, subject to approval by the Town Manager. These accessory structures shall not count towards the fifteen thousand (15,000) square feet of additional Floor Area for stand-alone accessory structures and service structures over six (6) feet in height provided for in Stipulation 29 above.
31. All outdoor lighting not visible off site shall meet the Special Use Permit Guidelines. All outdoor lighting (including fixtures, light source, etc.) visible off site shall be approved through a minor amendment to this Special Use Permit. If the Town receives a complaint from an offsite owner that a lamp or lighting or illumination device within an outdoor light fixture is visible from outside the Property, the Town Manager may inspect the Property and require the Owner of such lighting fixture to shield such light source if the light emitting element is visible from outside the Property.
32. Except as otherwise allowed by Federal or State requirements, antenna and satellite dishes are permitted, as follows:

- a. Satellite dishes must not be located above the roof line. Satellite dishes and antennas greater than twenty-four (24) inches in diameter are permitted, provided that they are not mounted on the roof and meet all Town Code requirements, including full screening of equipment from view from the public right-of-way or properties not part of this Special Use Permit
 - b. All wiring shall be contained within a structure, conduit, or underground.
33. Cellular and other wireless transmission antennas are permitted, provided that they comply with this Special Use Permit and all applicable Town ordinances, specifically including the requirement to obtain a conditional use permit pursuant to Article XI of the Zoning Ordinance, as amended; but further provided that no conditional use permit is required for cellular antennas located in the primary structures of the Principal Resort Hotel. Any cellular antennas shall be designed as integrated architectural features within the structures on the Property and any screening shall be in the same finish and color as the structure on which it is located. There shall be no unscreened projections of cellular antennas on any building above the roofline. Any lease agreement with a wireless operator will specifically allow entry by the Town and its agent for the purpose of inspection and compliance with Town ordinances and will require compliance with Article XII, Personal Wireless Service Facilities, of the Town Zoning Ordinance or any successor ordinance.
34. The final design for Indian Bend Road, Mockingbird Lane, and the Visually Significant Corridor of Lincoln Drive shall be submitted and approved pursuant to the terms of the 2015 Development Agreement.
35. Subsequent to the Approval Date, Owner shall submit comprehensive Resort Sign Guidelines for the overall Resort for review and approval as a minor amendment to this SUP.
36. Perimeter landscaping plans shall be submitted for review and approval pursuant to the terms of the 2015 Development Agreement.

C. DEVELOPMENT AREAS

AREA A – RESORT HOTEL AND RESORT ANCILLARY FACILITIES AND USES

37. Area A may only be improved with a Resort Hotel, which shall be the Principal Resort Hotel, and Resort Ancillary Facilities and Uses. No part of Area A may be subdivided with plats or maps for the purpose of sale or resale. The Principal Resort Hotel shall: include the Minimum Resort Hotel Improvements; comply with the Hotel Quality Standards; and comply with the height, setback, and Floor Area limitations as shown on Page of the Approved Plans Approved Plans.
38. All mechanical equipment, including pool and fountain equipment, shall be screened so that it is not visible from Paradise Valley properties not a part of this Special Use Permit and from Paradise Valley public rights-of-way. All pool heaters are to be low-profile in configuration. Mechanical equipment and mechanical equipment screens shall be

included in the total height of any structure they are attached to. If applicable, mechanical screening may provide the necessary noise attenuation for any mechanical equipment. All mechanical equipment, along with any screens used for attenuation of noise, shall comply with the allowable noise levels as defined in the Town Code provisions relating to noise, as it is amended from time to time. Noise measurement shall include any installed screening or other attenuation devices.

39. The hours of public operation for the Resort Hotel shall be twenty-four (24) hours per day, seven (7) days a week, except for the hours and operational standards set forth below:
- a. Indoor bars/lounges: 6:00 a.m. to close per state statute.
 - b. Outdoor banquets, receptions, weddings, and socials: 6:00 a.m. to 2:00 a.m.
 - c. Spa & fitness facilities: Outside members limited to 5:00 a.m. to midnight; and resort guests up to twenty-four (24) hours a day.
 - d. Trash pickup: 7:00 a.m. to 7:00 p.m.

AREA A1 – RESORT VILLAS

40. Area A1 may only be improved with up to [REDACTED] () single-family residential Resort Villas and uses incidental or accessory thereto (specifically including the restaurant uses shown in Page D-3 of the Approved Plans), as well as common areas and common use facilities and/or amenities, provided that the Resort Villa plans comply with the height, setback, and Floor Area limitations shown on Page [REDACTED] of the Approved Plans. Each owner of a Resort Villa may occupy it, or permit its family and guest(s) to occupy it, or make it available for residential uses. In addition, each Owner of a Resort Villa may voluntarily participate in the Resort Hotel Rental Program and make its Resort Villa available for transient occupancy uses or hospitality uses, at its sole option, under the terms and conditions of the Resort Hotel Rental Program, provided, however, that any rental of any Resort Villa shall only be done through the Resort Hotel Rental Program. The principal guest of a Resort Villa in the Resort Hotel Rental Program shall register with the Principal Resort Hotel. Nothing shall prohibit a Resort Villa from being sold (and thereafter resold) to a third party, or parties, and used as provided herein.

41. Resort Villas are subject to the following requirements:

- a. Resort Villas shall be constructed in conformance with the development standards set forth in this Special Use Permit.
- b. Resort Villas in the Resort Hotel Rental Program must always meet the Hotel Quality Standards for the Principal Resort Hotel.
- c. Rental of Resort Villas will be processed through the Resort Hotel Rental Program or other similar mechanism where the Principal Resort Hotel can track all rental activity.

- d. Each floor of a building containing Resort Villas must contain a housekeeping closet and room service pantry.
- e. Each Resort Villa must have locking entrance doors tied to a remote master key system located at the guest reception area of the Principal Resort Hotel, which system is capable of issuing new key cards for each Resort Villa as it is rented and cancelling key cards upon expiration of the rental term.
- f. Each Resort Villas must be connected to a master television system as would typically be found in a full service luxury resort hotel.
- g. Each Resort Villas must be connected to a master telephone or voice over internet protocol (VOIP) system that allows intra-system calls to the front desk, concierge, housekeeping, room service, and other hotel services, as typically found in a luxury resort hotel.

AREA B – RESORT RELATED LUXURY HOMES

42. Area B may only be improved with up to [REDACTED] () detached single-family residential Resort Related Luxury Homes and uses incidental or accessory thereto, as well as common areas and common use facilities and/or amenities, provided that all such improvements comply with the height, setback, and Floor Area limitations shown on Page [REDACTED] of the Approved Plans. Each owner of a Resort Related Luxury Home may occupy it or permit its family and guest(s) to occupy it, or make it available for residential uses. In addition, each Owner of a Resort Related Luxury Home may voluntarily participate in the Resort Hotel Rental Program and make its Resort Related Luxury Home available for transient occupancy uses or hospitality uses, at its sole option, under the terms and conditions of the Resort Hotel Rental Program, provided, however, that any rental of any Resort Related Luxury Home shall only be done through the Resort Hotel Rental Program. The principal guest of a Resort Related Luxury Home in the Resort Hotel Rental Program shall register with the Principal Resort Hotel. Nothing shall prohibit a Resort Related Luxury Home from being sold (and thereafter resold) to a third party, or parties, and used as provided herein. [NOTE: MINIMUM SIZE OF LOTS ON THE EXTERIOR OF 15,000 SF AND HEIGHTS OF THE EXTERIOR LOTS NEEDS TO BE CLARIFIED IN THE PAGES OF THE APPROVED PLANS.]
43. Resort Related Luxury Homes are subject to the following requirements:
- a. Resort Related Luxury Homes shall be constructed in conformance with the development standards set forth in this Special Use Permit.
 - b. Additional walls not shown on the Approved Plans may be constructed on the lot within enclosed private yards, provided they do not exceed six (6) feet in height.
 - c. Air conditioners may be installed on roofs, provided they shall be screened and noise attenuated so as to comply with the allowable noise levels as defined in the Town Code provisions relating to noise, as it is amended from time to time. Noise

measurement shall include any installed screening or other attenuation devices. Such screening shall be included in the overall height of the structure.

- d. All outdoor lighting shall comply with Town ordinances.
- e. A minimum of thirty-three (33) percent of the aggregate of all enclosed yard areas within a lot shall be open, planted, or pervious.
- f. Accessory structures that do not exceed six (6) feet in height above finished grade, including, but not limited to, pools, barbeques, fire pits, fireplaces, water features and other accessory structures, shall be allowed within the boundaries of each lot, provided they are located in a rear yard screened from public streets. Accessory structures over six (6) feet above finished grade (or under six (6) feet in height but not in an enclosed yard), which may include casitas, gazebos, trellises, and patio covers, shall be allowed on each lot, provided that they comply with the Floor Area limitations shown on Page of the Approved Plans, are limited to sixteen (16) feet above finished grade, and comply with the following setbacks:
 - i. Front yard – ten (10) feet
 - ii. Side yard – five (5) feet
 - iii. Side yard that abuts a street – ten (10) feet
 - iv. Rear yard – ten (10) feet
- g. Accessory structures containing livable square footage shall meet the setbacks for the main home and may not exceed sixteen (16) feet in height as measured from finished grade.
- h. House-mounted basketball backboards and pre-fabricated storage sheds shall not be permitted.

AREA C – RESORT-BRANDED HOMES

44. Area C may only be improved with up to () detached single-family residential Resort-Branded Homes and uses incidental or accessory thereto, as well as common areas and common use facilities and/or amenities, provided that all such improvements comply with the height, setback, and Floor Area limitations shown on Page of the Approved Plans. Each owner of a Resort-Branded Home may occupy it, or permit its family and guest(s) to occupy it, or make it available for residential uses. In addition, each owner of a Resort-Branded Home may voluntarily participate in the Resort Hotel Rental Program and make the home available for transient occupancy uses or hospitality uses, at their sole option, under the terms and conditions of the Resort Hotel Rental Program. Nothing shall prohibit a Resort-Branded Home from being sold (and thereafter resold) to a third party, or parties, and used as provided herein. . [NOTE: MINIMUM SIZE OF LOTS ON THE EXTERIOR OF 15,000 SF AND HEIGHTS OF

THE EXTERIOR LOTS NEEDS TO BE CLARIFIED IN THE PAGES OF THE APPROVED PLANS.]

45. Resort-Branded Homes are subject to the following requirements:

- a. Resort-Branded Homes shall be constructed in conformance with the development standards set forth in this Special Use Permit.
- b. Resort-Branded Homes in the Resort Hotel Rental Program must always meet the requirements of the Brand for the Principal Resort Hotel.
- c. Additional walls not shown on the Approved Plans may be constructed on a lot within enclosed private yards, provided they do not exceed six (6) feet in height.
- d. Air conditioners may be installed on roofs, provided they shall be screened and noise attenuated so as to comply with the allowable noise levels as defined in the Town Code provisions relating to noise, as it is amended from time to time. Noise measurement shall include any installed screening or other attenuation devices. Such screening shall be included in the overall height of the structure.
- e. All outdoor lighting shall comply with Town ordinances.
- f. A minimum of thirty-three (33) percent of the aggregate of all enclosed yard areas within a lot shall be open, planted, or pervious.
- g. Accessory structures that do not exceed six (6) feet in height above finished grade, including, but not limited to, pools, barbeques, fire pits, fireplaces, water features and other accessory structures, shall be allowed within the boundaries of each lot, provided they are located in a rear yard screened from public streets. Accessory structures over six (6) feet above finished grade (or under six (6) feet in height but not in an enclosed yard), which may include casitas, gazebos, trellises, and patio covers, shall be allowed on each lot, provided they comply with the Floor Area limitations shown on Page [redacted] of the Approved Plans, are limited to sixteen (16) feet above finished grade, and comply with the following setbacks:
 - i. Front yard – ten (10) feet
 - ii. Side yard – five (5) feet
 - iii. Side yard that abuts a street – ten (10) feet
 - iv. Rear yard – ten (10) feet
- h. Accessory structures containing livable square footage shall meet the setbacks for the main home and may not exceed sixteen (16) feet in height as measured from finished grade.

- i. House mounted basketball backboards, and pre-fabricated storage sheds shall not be permitted.

AREA D – RESORT RELATED ATTACHED RESIDENCES

46. Area D may only be improved with up to [REDACTED] () attached single-family residential Resort Related Attached Residences and uses incidental or accessory thereto, as well as common areas and common use facilities and/or amenities, provided that all such improvements comply with the height, setback, and Floor Area limitations shown on Page [REDACTED] of the Approved Plans. Each owner of a Resort Related Attached Residence may occupy it or permit its family and guest(s) to occupy it, or make it available for residential uses. In addition, each Owner of a Resort Related Attached Residence may voluntarily participate in the Resort Hotel Rental Program and make its Resort Related Attached Residence available for transient occupancy uses or hospitality uses, at its sole option, under the terms and conditions of the Resort Hotel Rental Program, provided, however, that any rental of any Resort Related Attached Residence shall only be done through the Resort Hotel Rental Program. The principal guest of a Resort Related Attached Residence in the Resort Hotel Rental Program shall register with the Principal Resort Hotel. Nothing shall prohibit a Resort Related Attached Residence from being sold (and thereafter resold) to a third party, or parties, and used as provided herein.
47. Resort Related Attached Residences are subject to the following requirements:
 - a. The Resort Related Attached Residences shall be constructed in conformance with the development standards set forth in this Special Use Permit.
 - b. Accessory structures that do not exceed six (6) feet in height above finished grade, including, but not limited to, barbeques, fire pits, fireplaces, water features and other accessory structures, that are not over one hundred and fifty (150) square feet in size, not shown on the Approved Plans may be constructed on a lot when otherwise in compliance with this Special Use Permit.

OPEN SPACE-WASH CORRIDOR

48. The Open Space-Wash Corridor shown on Page [REDACTED] of the Approved Plans is intended to be improved and used only for stormwater conveyance and detention, public trails, benches, and permanent open space and shall not be otherwise developed, except for landscaping and hardscaping, including but not limited to: pathways, seat walls, benches, sculptures, entry monument signage, water features and storm water detention systems. Public access to the Open Space-Wash Corridor may only be restricted when flooding or other conditions exist so as to require such restrictions in order to protect the health, safety, and welfare of the public. No roadways or other vehicular access shall be permitted on or across the Open Space-Wash Corridor, aside from temporary access in order to perform landscape maintenance and other related maintenance. No parking of vehicles shall be permitted on any portion of the Open Space-Wash Corridor.

AREA E – RETAIL APPROVAL AND FUTURE RESERVED APPROVAL AREA

49. Uses and Future Approval Process for Area E:

- a. Area E may only be improved at this time with Area E Retail/Restaurant Uses. No part of Area E may be subdivided with plats or maps for the purpose of sale or resale unless allowed pursuant to an intermediate amendment to this SUP as provided in subsection (b) below. All improvements to Area E shall comply with the height, setback, parking requirements, and Floor Area limitations shown on Page [redacted] of the Approved Plans.
- b. Future improvements to Area E shown as "X" on Page [redacted] of the Approved Plans shall only be allowed as permitted by an intermediate amendment to this SUP (as provided in Article XI of the Zoning Ordinance). The Town and Owner anticipate Area E may include the following uses: Resort Hotel, resort-related retail, and resort-related health services. No use shall be deemed approved unless and until the intermediate amendment referenced above is obtained. The intermediate amendment to the SUP shall first be required before the square footage approvals for each of these uses is determined, as well as the heights, setbacks, and locations of each such use. Processing of any plat approval or building permits for the portion of Area E shown as "X" on Page [redacted] the Approved Plans shall not be permitted until after the intermediate amendment has been processed by the Town. [FUTURE OR RESERVED AREA E NEEDS TO BE SHOWN ON THE APPROVED PLANS AND THE APPROPRIATE LABEL INSERTED HERE.]

D. TEMPORARY USES/EASEMENT/MAINTENANCE

50. Temporary tents or pavilions may be erected in the locations shown on Page [redacted] of the Approved Plans, provided that such temporary tents or pavilions shall not remain erected for more than sixteen (16) consecutive days per event. No tent shall be higher than twenty-four (24) feet above finished grade.
51. Special events shall be permissible, with or without temporary tents or pavilions, provided these events are in accordance with the Article 8-8, Special Events on Private Property and Public Rights-of-Way, of the Town Code, with the following conditions:
 - a. As allowable in said Article 8-8, Special Use Permit properties are exempt from the Special Event permit review process provided that such exempted events are limited to the type of activities that are customary and incidental to the primary uses of this Special Use Permit and any temporary tents or pavilions comply with Stipulation [redacted].
 - b. Exemption from the Special Event permit review process does not exempt the Owner from any applicable required permit inspections related to public health, safety, and welfare by the Town, the State of Arizona, or other applicable jurisdiction. Town permit inspections are determined as follows:
 - i. A permit from the Town Fire Marshal, or designee, shall be required for any structure or tent having an area in excess of two hundred (200) square feet or a canopy in excess of four hundred (400) square feet.

- ii. Review by the Town Community Development Department shall be required for the provision for and location of any portable restroom facilities.
- c. Any temporary tents or pavilions not in the locations shown on Page of the Approved Plans may be approved in accordance with Article 8-8-10, Procedure for Review of Application and Appeal of Decision, of the Town Code.
- d. Temporary tents or pavilions must meet a minimum setback of forty (40) feet to the exterior property line of the Property.

Placement of any temporary tent or pavilion shall have no adverse impact on parking or circulation.

52. The following stipulations shall be set forth in easements and/or CC&Rs or other recorded instruments (which may include recorded plats or maps), to be recorded on (or otherwise encumber title to) the Resort or such part thereof for which such stipulation is germane. Such recordation shall occur concurrently with or prior to recordation of any applicable final plats or final maps as the case may be for a particular phase of development. As a condition to approval of final plats or final maps, such recorded instruments (other than the plat or map itself) shall be approved by the Town Manager. Easements within any lot or parcel will not affect setback measurements or determination of lot areas. Any lot within an Area can provide (by easement or otherwise) parking, drives, utilities, and signs for another lot within an Area, including lots owned by different Owners.

a. Easements

- i. Vehicular and pedestrian access easements providing access to public rights-of-way as reasonably determined by the Owner and benefiting all Owners within the Resort shall be dedicated and maintained. The adequacy of such easements shall be reasonably approved by the Town Manager.
- ii. Utility and drainage easements shall be dedicated to the utility provider, the Town, and/or the Owner as the case may be, as reasonably determined by the Town Manager. Any such easement shall be maintained in accordance with applicable requirements of the utility or the Town, as applicable. Where required by law, such easements shall be shown on the final plats or final maps.

b. General Maintenance Rights and Responsibilities

- i. The Resort may be developed in one or more phases as provided in the 2015 Development Agreement. A general infrastructure plan for each phase shall be formulated by each Owner which shall set forth common elements for roadways, utilities (including fire service), lighting, gates, landscape, walls and other elements for the use, benefit, enjoyment and safety of all of Owner's guests, employees and other invitees of the Resort. Some of such common elements may benefit all phases of the Resort, while others may serve only one or more phases of the Resort.

- ii. A maintenance, repair, and replacement regime shall be formulated by Owner(s) and incorporated into one or more CC&Rs, which shall be a first priority lien (junior only to existing matters of record other than monetary liens and the 2015 Development Agreement) on the Resort or each particular phase, as the case may be. Said regime shall provide for governance through a master developer of the Resort or of a phase, or through an authorized or duly formulated association of certain, some, or all Owners of the Resort or phased parts thereof. Said regime shall set forth and contain the minimum following elements:
 - (a) All exterior portions of all structures and all roadways, parking areas, landscaping, walls, pools and lighting shall be kept and maintained in a first class condition, commensurate with a mixed use resort project serving multiple uses and Owners so that each part is benefited by the first class condition of each other part.
 - (b) Adequate and reasonable assessments shall be made of each Owner to reasonably fund estimated budgets for the maintenance, repair, replacement, and care of the completed Resort and/or each phase thereof.
 - (c) A governance mechanism to protect all Owners and insure the reasonable and adequate maintenance of all components of all phases of the Resort, including the power to access and enter upon the property of another for the purpose of enforcing the regime.
 - (d) Architectural guidelines to insure that the requirements of this Special Use Permit are adhered to in the initial and any redevelopment of the Resort. Such architectural guidelines may be administered through an Owner as master developer of the Resort or phase therein, a master association for the Resort, or an association for a particular phase as the case may be, it being the intention of the Town that the Resort be developed in a cohesive, cooperative and harmonious manner which adheres to the requirements of this Special Use Permit and such other requirements Owner may formulate from time to time.
53. The streets and drives within the Property shall be constructed and maintained by the Owner. A covenant will be recorded on the Property (which may be set forth in the CC&Rs) providing the Town with a right to perform repair of streets, drives, and parking lots within the Property, which shall run with the land and shall be binding thereon. In the event that the Town Manager finds that the streets and drives within the Property are not reasonably maintained, the Town may give the Owner of the affected area a written notice to undertake appropriate maintenance to cure such condition. If the condition remains uncured for thirty (30) days after notice thereof in writing to the Owner by the Town, or if the condition is such that it cannot be reasonably corrected within thirty (30) days, the correction thereof not having been commenced and thereafter diligently prosecuted within thirty (30) days from receipt of such written notice, the Town may enter the Property and perform such work necessary to cure the condition. The Town may assess the actual costs and expenses related to such work against the Owner of the

streets and drives and such Owner shall remit payment to the Town within thirty (30) days after receipt of an invoice together with the reasonable supporting materials from the Town. If the Owner fails to remit such payment within the thirty (30)-day period, the Town may file a lien against the Property for any such unpaid amount due to the Town and enforce such lien as provided by Arizona law.

E. PARKING AND CIRCULATION

54. Parking shall meet or exceed the parking requirements set forth on in the parking study incorporated into the Approved Plans. Any change in use of the Resort that increases the parking demand over the parking requirements set forth in the parking study incorporated into the Approved Plans must be approved as a minor amendment to this Special Use Permit. **[NOTE: PARKING STUDY MUST BE INCLUDED WITH BOOK 1 IN THE SET OF APPROVED PLANS.]**
55. All contracts between the Resort Hotel Owner and any valet company or other parking company shall include an acknowledgment and agreement that such company shall not park any vehicles on public streets in the Town. Buses and other vehicles may be used to shuttle guests or employees to or from parking areas not located on the Resort, and between the Resort and other destinations (e.g., airport, shopping facilities, golf courses, attractions, etc.). Any catering agreement between Resort Hotel Owner and any resident or guest booking events at the Resort shall include an acknowledgement and agreement that catering vehicles may not park on public streets in the Town.
56. Unlicensed support vehicles (i.e., golf carts, utility vehicles, etc.) may be used to transport guests and residents and provide services to any Area of the Resort, but shall not be used or parked on any public street.
57. All designated fire lanes shall maintain a vertical clearance of fourteen (14) feet above finished grade and a horizontal clearance of twenty (20) feet to allow passage of emergency vehicles, and must meet all current Arizona Department of Transportation standards. Emergency access points are only to be utilized for emergency vehicles; no deliveries or other use of emergency access points is allowed.
58. At any time when the parking demand within the Resort is expected to exceed onsite capacity, the Owners of the affected areas shall initiate a parking management plan, which may include valet parking or offsite parking arrangements (but not the use of parking on any public street within the Town).
59. All streets, drives, sidewalks, and paved areas constructed shall remain private; provided, however, that all new streets constructed shall be in compliance with Page **11** of the Approved Plans and shall be of adequate width and design, as determined by the Town, to permit the provision of fire and police protection to the Property.
60. The eight (8) feet wide public trail located in the Open Space Corridor shall remain ungated and unobstructed at all times. The trail must meet Americans with Disabilities Act requirements.

61. Proposed guardgates and guardhouses shall be in the general locations shown on the Resort Wall Master Plan to be approved by the Town Manager and must meet the standards of the Special Use Permit Guidelines and the Zoning Ordinance.
62. All proposed cul-de-sacs in Areas B and C shall have a right-of-way radius of not less than forty-five (45) feet with an improved traffic circle having a radius of not less than forty (40) feet.
63. No loading, truck parking, trash containers, or outdoor storage area shall be located within one hundred (100) feet of residentially zoned property outside of the Property's boundaries. All such areas shall provide visual and noise screening to minimize impacts on adjacent residential property.

F. MANAGEMENT

64. There shall be at least one person at the Resort at all times who has been thoroughly briefed on the provisions of this Special Use Permit and who has the authority to resolve all problems related to compliance with this Special Use Permit. All calls from Town residents to the Town or Resort regarding noise or disturbances shall be referred to and addressed by such person(s). Maintenance of the Resort in general, and all common areas specifically, shall be coordinated through a single unified management entity, which may be the Owner of the Principal Resort Hotel or a master association of Owners.
65. At all times, the Property shall remain under unified management through a master association and shall be operated as an integrated resort facility. There may be sub-associations relating to specific Area(s) within the overall Property.

G. COMMUNITY OUTREACH

66. Subsequent to the approval of this Ordinance, the Owner shall implement the Community Outreach Plan set forth on Schedule 2.

**SCHEDULE 1
TO
THE RITZ-CARLTON STIPULATIONS**

Approved Plans

The Approved Plans consist of Book 1 to SUP-15-01, that book entitled as “ ” and dated along with the Parking Study Book and the Traffic Study Book. This document is on file at the Town of Paradise Valley Clerk’s Office and may be viewed during normal business hours. [NOTE: NEED TO GET FINAL PLANS AND BOOKS FROM FIVE STAR IN ORDER TO ACCURATELY DESCRIBE THEM HERE.]

**Town Hall
6401 E. Lincoln Drive
Paradise Valley, AZ 85253**

**SCHEDULE 2
TO
THE RITZ-CARLTON STIPULATIONS**

Post-Approval Community Outreach Plan

Subsequent to approval of SUP 15-01, the Owner will keep neighbors apprised of the status of the project at follows:

1. The Owner will send a quarterly report to Paradise Valley property owners within one thousand (1,000) feet of the subject property, advising them of current status, any changes, and anticipated construction commencement dates if known.
2. These quarterly reports will continue during construction in Areas A, A1, and D and include anticipated construction schedules and progress.
3. There will be two annual reports upon completion of construction in Areas A, A1, and D. The first of these will announce that construction is complete and the second, approximately one year later, will indicate that the post-approval communication process has been completed.

Each communication will contain a name and contact information for the Owner (which may vary depending on the project status at the time) so that any neighbors with a question or concern will be able to contact a Resort representative with their question or concern.