



Memorandum

TO: Honorable Mayor and Town Council

FROM: James C. Bacon, Jr., Town Manager *B*
Eva Cutro, Community Development Director *EC*

DATE: June 15, 2012

SUBJECT: June 20, 2012, Discussion of Statement of Direction (SOD) for Special Use Permit at Mountain Shadows Resort (SUP 12-5)
5525 E. Lincoln Drive

History

In 1992, the Town annexed Mountain Shadows Resort. The site is approximately 68 acres in size with a golf course and driving range comprising 37 acres of the site. The existing, but now closed, hotel portion of the resort occupies the remaining 31 acres. An application for a Special Use Permit was filed on October 31, 2005. That application was revised and reactivated on May 15, 2012. Due to the long period of time between the original application and revised submittal, the applicant has agreed that the revised submittal will go through the town's current review process starting with the Statement of Direction (SOD).

Request

The revised application for the SUP includes a mix of resort, residential, and golf course uses. The east side of 56th Street shall be residentially subdivided (46 lots maximum). The west side will contain a resort hotel (100 key minimum), resort residential units (a mix of suites and villas), resort retail, and golf facilities. The golf course will remain, with several holes relocated and the practice area reconfigured and reduced in size. The plans also contain improvements to 56th Street.

The applicant has provided newly revised Sheets 2, 2.1, 5, 5.1, 7, 8, and 9. These will be discussed in detail at the Council work session.

Statement of Direction

Staff has prepared a preliminary Statement of Direction based on their revised applications. The Statement of Direction details what Town Council will stipulate; what the Planning Commission will review and recommend; and, what the Town Manager will review and approve (the deferred submittals). The Council shall review and revise this SOD as necessary so that it can be adopted at the June 28th Council meeting. The SOD will then guide the Commission in their review of this proposal. The Statement of Direction is not a final decision of the Town Council nor does it create any vested rights for the applicant.

Previous Town Council Discussion

The Town Council discussed the Mountain Shadows project on May 24, 2012 and June 7, 2012. At the work sessions the applicant presented their plans for redevelop, the neighbors discussed

their concerns, and staff identified SOD topics and a tentative schedule for review. The Town Council directed staff to incorporate flexibility into the SOD and to allow deferred submittals to be reviewed by the Town Manager.

DOCUMENTATION ATTACHED

Project Narrative & Plans Booklet
Draft Statement of Direction
Power point

SUP-12-5
Mountain Shadows Resort
-Statement of Direction-
June 20, 2012

On May 15, 2012, MTS Land, LLC and MTS Golf, LLC (Mountain Shadows Resort) reactivated and revised their Special Use Permit application to allow for the development of a resort hotel, resort retail, golf course modifications and resort residential homes.

Section 1102.3 of the Town's Zoning Ordinance states the Town Council must issue a Statement of Direction (SOD) for the Special Use Permit application within 45 days of the first staff presentation. In this case, the Statement of Direction must be issued on or before July 6, 2012.

The Statement of Direction is not a final decision of the Town Council and does not create any vested rights to the approval of a Special Use Permit (SUP). Any applicant for a Special Use Permit shall not rely upon the matters addressed in the Statement of Direction being the same as those that may be part of an approved Special Use Permit.

Therefore, the Town Council issues the following Statement of Direction for SUP-12-5, Mountain Shadows Resort:

1. The General Plan encourages revitalization and improvement of existing resorts within the Town of Paradise Valley;
2. The Mountain Shadows property does not presently have a Special Use Permit. In addition, the Town Council desires to adopt a Special Use Permit which relies on Sheets 2, 2.1, 3, 4, 5, 5.1, 7, and 10 of Mountain Shadow Resort's submittal. The Town Council finds that the proposed resort concept specified in the documentation submitted by Mountain Shadows Resort is acceptable and does not need further study by the Planning Commission unless specifically requested in this SOD.
3. THE TOWN COUNCIL STIPULATES THE FOLLOWING:
 - A. Maximum floor area (and floor area ratio):
 - The floor area ratio shall not be more than 25% and shall be computed using the total lot area of 68.48 acres which includes the golf course;
 - Any increase in the amount of floor area above 25% shall constitute an amendment to the Mountain Shadows Special Use Permit in accordance with Article XI of the Town Zoning Ordinance;
 - *Total Floor Area* shall be defined as the area under roof added to the floor area of any second and third story. The total floor area also includes any residential courtyard areas (as defined in Article

XXIV of the Town Zoning Ordinance) in Area E (east of 56th street); the solid portion(s) of trellises and/or open weave roofs, and all area under roof in accessory buildings such as gazebos, ramadas and other accessory buildings. The total floor area excludes the floor area of any fully subterranean portions of a building, commercial courtyard areas (for any area west of 56th Street), and up to 75,000 square feet of overhangs not over useable exterior spaces (as illustrated on sheet 2.1 of Mountain Shadows Resort's packet). Any proposal beyond that shall require an amendment to the SUP;

- *Lot Area* shall be defined as the area bounded by the recorded property description of a lot, excluding any dedicated right of way, street or alley, and excluding any private road for which a Special Use Permit has been granted (68.48 acres);
- *Developable Area* shall be defined as areas A, B, C, E, F, and G (as shown on Sheet 2 of Mountain Shadows Resort's submittal);

B. Maximum building heights (including Open Space Criteria and number of stories) shall conform to the SUP guidelines except as set forth on sheets 5 and 5.1:

- Maximum number of stories shall be limited to two stories with a possibility for three stories on principal structures. Principal structures shall be those containing guest units or resort residential units (on the west side of 56th Street), or those containing guest registration areas, facility administrative offices and accessory uses;
- No exposed face in any vertical plane shall exceed a 24 foot height for buildings located in Areas A, Area B (Resort Hotel) and Area C;
- No new two-story element shall be closer than 50' to an existing one-story residence (measured between exterior walls);
- The maximum height and number of stories shall comply with sheet 5 and with the following:
 - Area A – Maximum 3 story and up to 36 feet tall;
 - Area B (Resort Hotel) – Maximum 3 story on lodge and up to 36 feet tall;
 - Area B (Resort Estates) – Maximum 2 story up to 28 feet tall;
 - Area C – Maximum 3 story up to 36 feet tall (for structures with detached parking) and maximum 2 story up to 28 feet tall (for structures with attached garages);
 - Area E – Maximum 2 story up to 24 feet tall; and
 - Area F – Maximum 1 story up to 24 feet tall;
 - Total third-story square footage shall not exceed 20% Floor Area Ratio for that structure.

- Height measurements shall be taken from the original natural grade as set forth on Sheet 4. Since the original natural grade has been established by the Town Engineer and Mountain Shadows Resort's engineer, the Town Council finds that the original natural grade as submitted is acceptable. If finished grade is not restored back to original natural grade, the maximum height shall be measured from the mid-point equidistant from the high point and low point of the grade immediately adjacent to such building.
 - Mechanical equipment and mechanical equipment screens shall be included in the total height of any structure they are attached to;
- C. Minimum perimeter setbacks:
- Main structures and accessory structures shall be reviewed based on compliance with the resort guidelines and Article XXIV of the Town Zoning Ordinance, except as otherwise provided for on Sheet 5 and 5.1;
 - No structures shall be placed in a right-of-way easement except approved monument signs;
- D. Minimum key count for the resort:
- Shall be at least 100 hotel rooms;
 - Rental of resort residential units (shown in Area "A & C") shall be explored;
- E. Relocation of golf course holes and tees and driving range - The Golf Course area designated solely as "private open space" in the General Plan shall remain as private open space. The general design, relocation of holes, and reconfiguration of the practice areas shall be as shown on Sheet 10. Detailed plans regarding the golf course modification and grading will be submitted subsequent to approval of the SUP to be approved by the Town Manager or his designee.
- F. Parking Structure(s) - Detailed plans regarding the parking structure(s) will be submitted at a later date to be approved by the Town Manager or his designee. If any portion of the parking structure is more than six feet above ground, it shall be included in the floor area ratio;
- G. Golf cart storage - Golf cart storage shall be either underground or in a partially subterranean building that would be completely shielded from view by the wall proposed along Lincoln Drive (as shown on Sheet 5 of Mountain Shadows Resort's submittal). If necessary, the Planning Commission may develop standards for temporary at-grade golf cart storage to be used to keep the golf course operational while a permanent golf cart storage structure is being constructed;

H. Residential on east side - A preliminary plat application and development standards shall be submitted by Mountain Shadows Resort, but need not be finalized by the time the Planning Commission makes its recommendation on the SUP or the Town Council adopts the SUP. The plat shall address vehicular gates, guard gates, circulation and lot sizes. Development standards for the resort residential Area E shall include, but are not limited to:

- Allowed uses – single family residential and uses incidental or accessory thereto (such as barbecues, fences, fireplaces, pools, spas, etc.);
- Lot size – Minimum 7000 net square feet (*or, alternatively, an average lot size of 7500 net square feet*). Average lot width of 60' (on lots that are not rectangular width shall be measured at the center point);
- Primary Residence/Structure:
 - Setbacks
 - Front yard - 10',
 - Side yard - 7' (14' in total between two side yards)
Alternative side setbacks Minimum building to building set back as measured at the building foundation shall be as follows:
 - a- single story less than 16' adjacent to singled story less than 16' = 10' minimum separation.
 - b-single story less than 16' to two story - 14' minimum separation.
 - c-two story to two story = 20' minimum separation.
 - d- zero lot lines allowed.
 - Side yard with frontage - 10',
 - Rear yard - 25'.
 - Heights
 - 24' maximum height (*Alternatively, buildings located on lots abutting 56th street and the Mountain Shadows East community shall be a maximum height of 24'. Lots located on the interior of the property shall not exceed a maximum height of 28'.*)
 - Maximum number of stories – mix of one and two stories. At least 20% of the perimeter lots shall contain one-story homes. Planning Commission shall designate these lots during the preliminary plat review. Special consideration should be given when adjoining an existing one-story home;
 - Residence size - Minimum Floor Area – 2000 square feet square;

- Accessory Structures:
 - Pools, barbeques, fire pits, fireplaces, water features and other accessory structures shall not exceed 6' in height and shall be allowed in the setbacks provided they are located behind allowed walls
 - Accessory structures over 6' but no taller than 15' shall comply with the following setbacks - 10' front yard, 7' side yard (10' side yard with frontage), 7' rear yard (10' rear yard with frontage);
- Fences and Walls:
 - Perimeter fences adjoining Lincoln Drive and 56th Street shall comply with Article XXIV, except as noted on Sheets 5 and 5.1;
 - Interior fence walls shall not exceed a height of 6' and shall maintain a setback of: 10' front yard, 0' on side/rear yards, and 10' on side/rear yards adjoining a right-of-way;

(Alternatively, the Planning Commission can be tasked with the study and review all development standards for the east side. The above standards could be "suggested" rather than stipulated and further reviewed by the Planning Commission.)

4. THE PLANNING COMMISSION SHALL REVIEW:

A. Rights-of-Way

The Town will create alternatives for the design and development of 56th Street with a private consultant. Planning Commission shall recommend public improvements on 56th Street based on these alternatives. Planning Commission shall also study public improvements along Lincoln Drive and McDonald Drive and make recommendations to Council. Public improvements are not limited to the center line of Lincoln Drive, 56th Street and McDonald Drive and should include the entire right-of-way;

- All roadway amenities such as sidewalks, medians, round-a-bouts, deceleration lanes, and traffic/pedestrian signals shall be reviewed;
- 56th Street – shall be viewed as an iconic "visually significant corridor" in accordance with the General Plan standards and a cross section with a typical landscape treatment shall be reviewed;
- Lincoln Drive – the Right-of-Way easements shall be dedicated and converted to Right-of-Way. There shall be discussion on the streetscape, which includes the existing oleanders;
- Monument signs – placement and size parameters of monument signs shall be established;

B. View Corridors

- In conjunction with the private consultant:
- Compliance with the General Plan;
- Compliance with the Open Space Criteria;
- Perimeter landscaping;
- The removal of all or parts of the oleanders adjoining Lincoln Drive, 56th Street and McDonald Drive;
- Where all or part of oleander hedge is removed, the Planning Commission shall make a recommendation of alternate screening; and
- Fence/walls along the Rights of Way of Lincoln, 56th St., and McDonald Drive that meet Article XXIV shall be issued through the building permit process. Walls that do not meet Article XXIV shall be reviewed by the Commission.

C. Maintenance Facility

The Planning Commission shall develop standards for the maintenance facility, which must be located at the southwest corner of the property; such standards shall include total square footage, size and height of building, and screening from adjacent properties;

D. Stipulations

The Planning Commission may craft stipulations to address the landscaping, mechanical equipment screening and locations, resort operational issues and standards (such as hours of operation, amplified music, etc..) and other land use concerns not otherwise addressed in this SOD;

E. Excesses from the SUP Guidelines

The Planning Commission shall address any improvements/uses that exceed the SUP Guidelines such as additional heights or deviations from setbacks (except as noted elsewhere in this Statement of Direction), and Mountain Shadows Resort must provide a rationale for the deviation from these standards;

F. The Planning Commission shall not address any development agreement issues such as financing and phasing of construction;

Although Section 2-5-2.D.1 of the Town Code allows 90 days for Planning Commission review, the Planning Commission is encouraged to complete its review and hearing process in an expedited manner. The Planning Commission review and recommendation should, if possible, be submitted to the Town Council on or before September 11, 2012;

The Planning Commission may request clarification and/or expansion of this Statement of Direction based on additional information that has evolved at any time during the review process (as per Section 1102.3.C.3.c of the Zoning Ordinance).

5. THE TOWN MANAGER SHALL REVIEW

- A. After approval of the Special Use Permit and prior to the issuance of building permits for a particular phase of development (this does not prevent the acquisition of demolition permits), Mountain Shadows Resort shall provide to the Town for each phase of development proposed:
- Additional submittals such as lighting, interior landscaping, circulation, parking, and interior signage plans to be approved by the Town Manager or his designee;
 - A construction/demolition schedule and/or phasing timeline shall be provided. The demolition of existing structures shall commence within 90 days of SUP approval and be completed 180 days thereafter. All other phasing will be addressed in the Development Agreement.
 - Review and approval of items 5a and 5b are not part of the Planning Commission review;

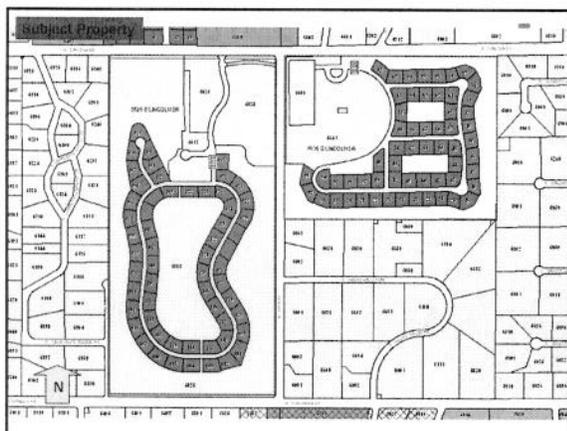
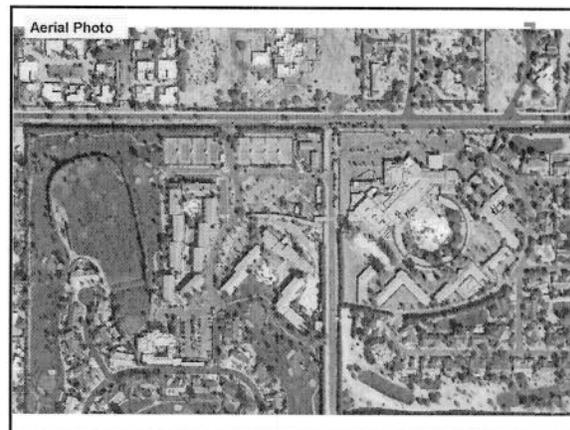
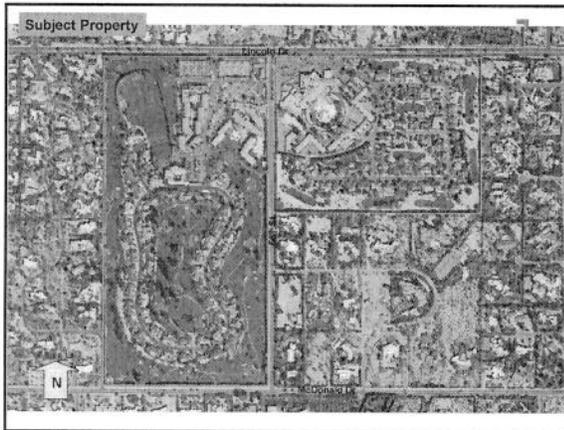
Mountain Shadows Resort

Special Use Permit:
Statement of Direction

Town Council Study Session
June 20, 2012

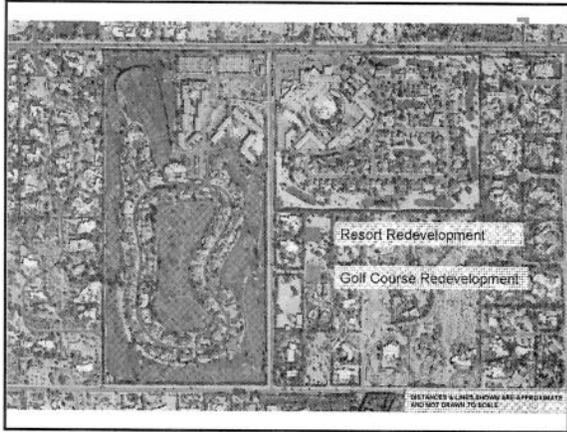
Mountain Shadows Resort

- Crown's revised application is unique for two reasons:
 - Only P.V. resort property without SUP,
 - SUP approval will be based on concepts, not actual plans.



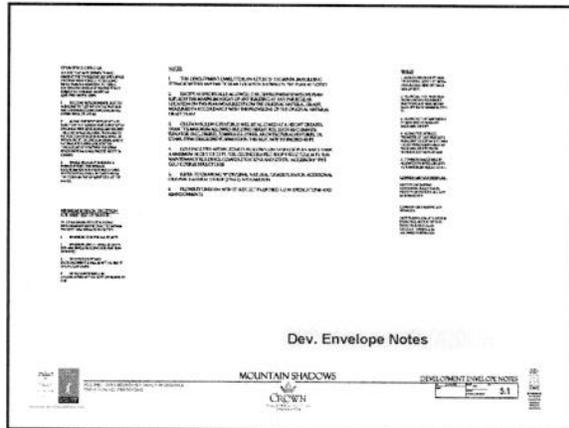
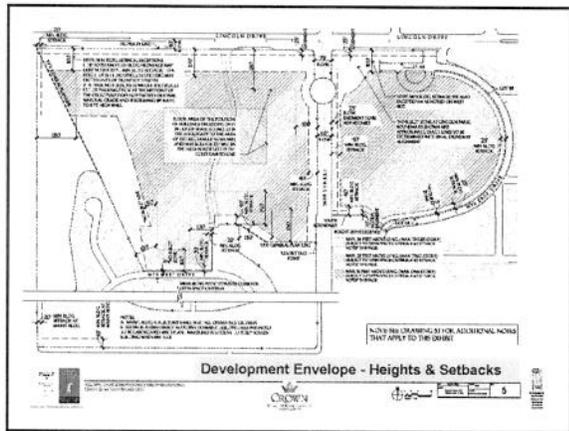
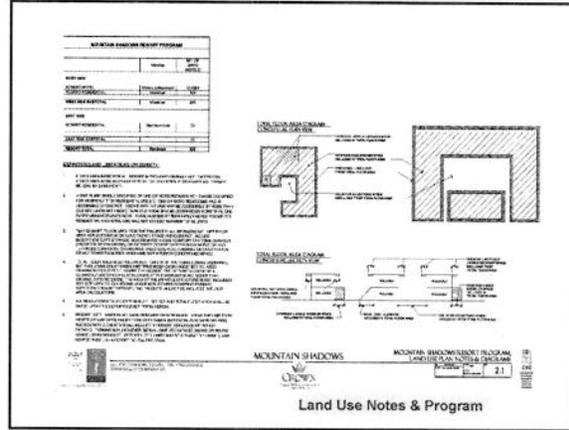
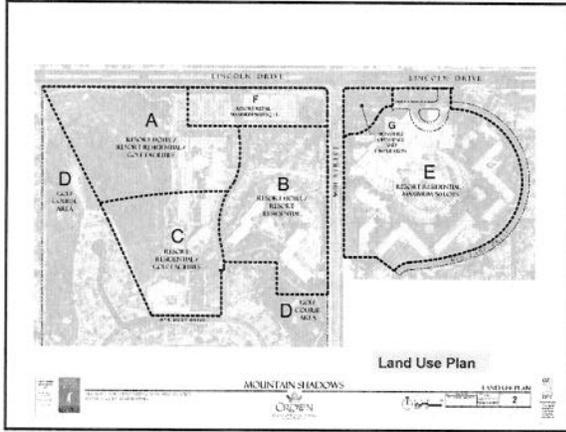
Mountain Shadows Resort

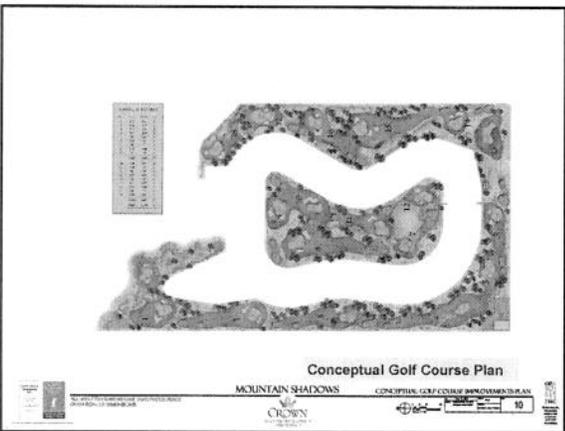
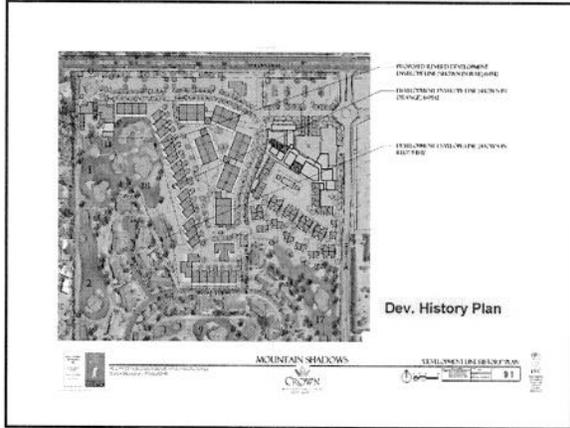
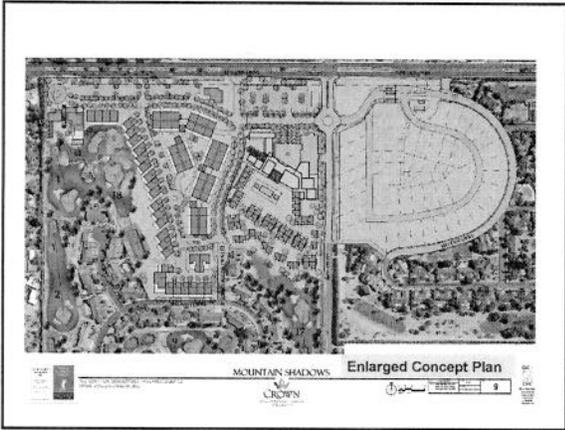
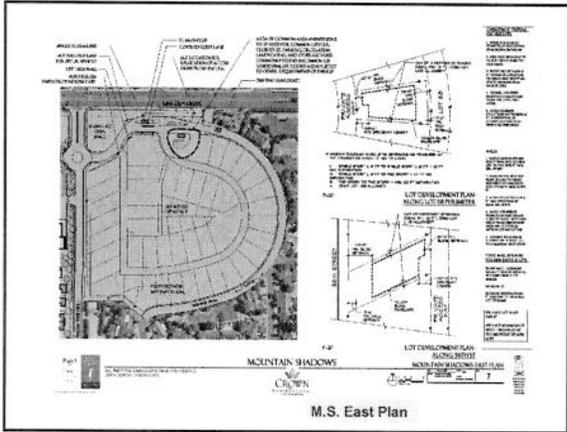
- Crown plans to redevelop the entire site:
 - Resort Hotel,
 - Resort Residential,
 - Resort Retail, and
 - Golf Facilities



MSR - Updated Concepts Submitted

- Crown submitted updated concept sheets based upon recent feedback
- Updated Sheets Submitted June 15 include:
 - Sheet 2 – Land Use Plan
 - Sheet 2.1 – Land Use Notes & Program
 - Sheet 5 – Development Envelope
 - Sheet 5.1 – Dev. Envelope Notes
 - Sheet 7 – M.S. East Plan
 - Sheet 8 – Overall Concept Site Plan
 - Sheet 9 – Enlarged Concept Plan
 - Sheet 9.1 – Development Line History Plan
 - Sheet 10 – Concept Golf Course Plan





Summary of Revised SUP Request

- **M.S. East:**
 - Uses include Resort Residential and Landscaped Open Space:
 - 46 lots maximum
- **M.S. West:**
 - Uses include Resort Hotel, Resort Residential, Resort Retail and Golf Facilities:
 - 100 minimum/289 maximum resort hotel keys
 - 189 resort residential units
- **Golf Course:**
 - Modification of existing driving range to accommodate resort hotel, resort residential and golf practice facilities

Request (Cont.)

- Improvements to 56th Street:
 - Round-a-bout
- Development Standards:
 - Heights & Stories:
 - One story at 16' height
 - Two story at 28' height
 - Three story at 36' height
 - Setbacks:
 - 100' min setback from Lincoln Drive
 - 25' min setback from 56th Street
 - Density will be based on FAR

Draft Statement of Direction

- THE TOWN COUNCIL STIPULATES THE FOLLOWING:
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 - The floor area ratio shall not be more than 25% and shall be computed using the total lot area of 68.48 acres which includes the golf course;
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Draft SOD (Cont.)

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Draft SOD (Cont.)

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- C. Minimum perimeter setbacks:
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 - No structures shall be placed in a right-of-way easement except approved monument signs;
- D. Minimum perimeter setbacks:
 - Minimum key count for the resort:
 - Shall be at least 100 hotel rooms;
 - Rental of resort residential units (shown in Area "A & C") shall be explored;
- E. Relocation of golf course holes and tees and driving range - The Golf Course area designated solely as "private open space" in the General Plan shall remain as private open space. The general design, relocation of holes, and reconfiguration of the practice areas shall be as shown on Sheet 10. Detailed plans regarding the golf course modification and grading will be submitted subsequent to approval of the SUP to be approved by the Town Manager or his designee.

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- Primary Residence/Structure:
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(Alternatively, the Planning Commission can be tasked with the study and review all development standards for the east side. The above standards could be "suggested" rather than stipulated and further reviewed by the Planning Commission.)

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5. THE TOWN MANAGER SHALL REVIEW

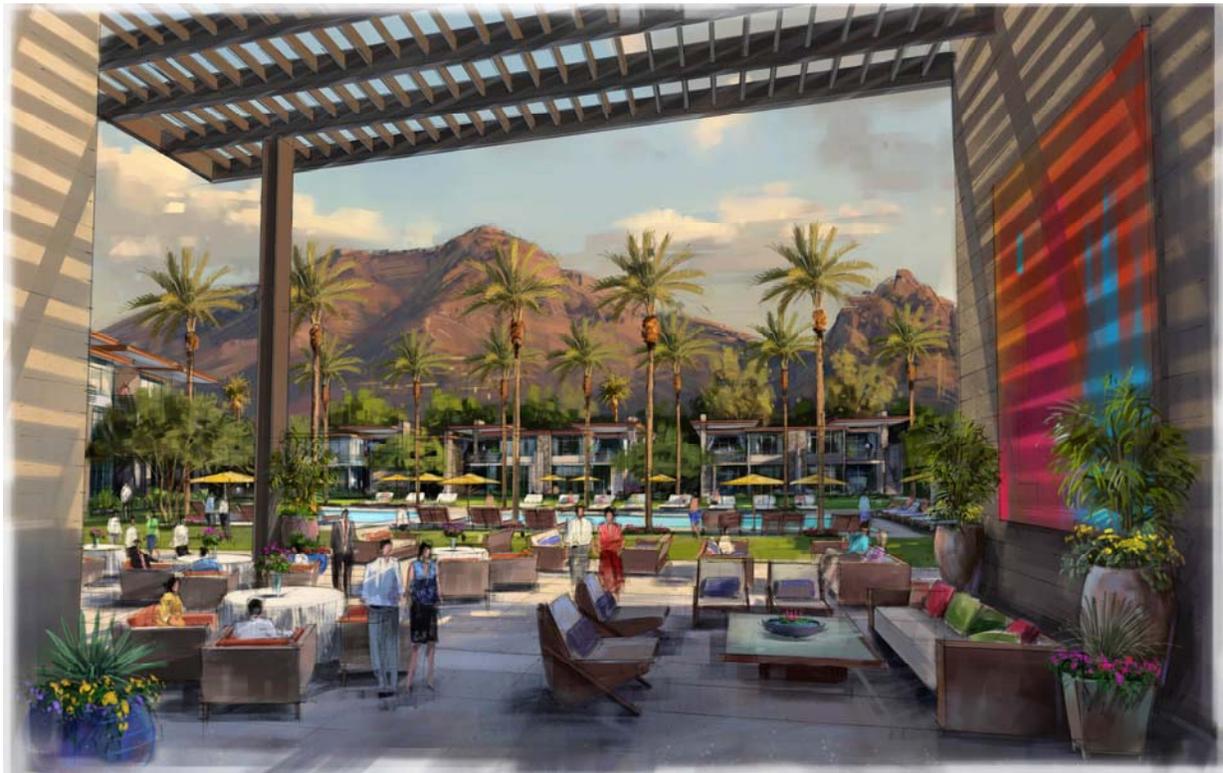
- A. After approval of the Special Use Permit and prior to the issuance of building permits for a particular phase of development (this does not prevent the acquisition of demolition permits), Mountain Shadows Resort shall provide to the Town for each phase of development proposed:
 - o Additional submittals such as lighting, interior landscaping, circulation, parking, and interior signage plans to be approved by the Town Manager or his designee;
 - o A construction/demolition schedule and/or phasing timeline shall be provided. The demolition of existing structures shall commence within 90 days of SUP approval and be completed 180 days thereafter. All other phasing will be addressed in the Development Agreement.
 - o Review and approval of items 5a and 5b are not part of the Planning Commission review;

Questions?

MOUNTAIN SHADOWS RESORT

SPECIAL USE PERMIT APPLICATION NARRATIVE

MAY 2012



Concepts for the Revitalization of a Community Landmark

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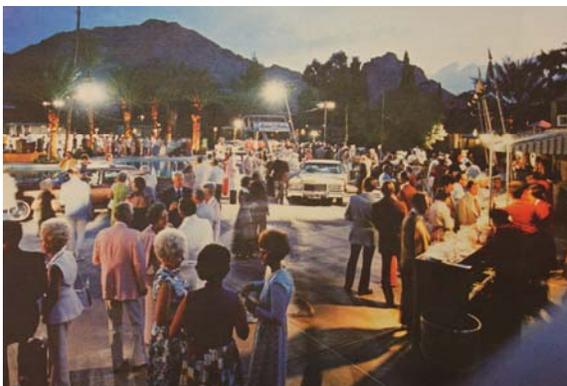
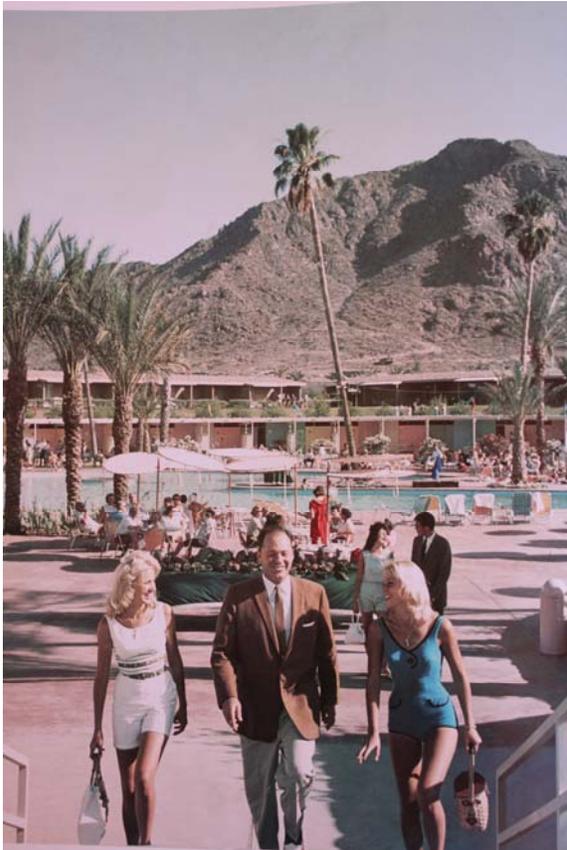
NARRATIVE

I. Introduction and History

In January 2007, an affiliate of Crown Realty & Development Corp. (“Crown”) acquired the Mountain Shadows Resort, located on approximately 68-acres bisected by 56th Street between Lincoln Drive and McDonald Drive (the “Resort”) in the Town of Paradise Valley (the “Town”). Land use on the Resort is currently governed by an Annexation and Development Agreement executed by the Town in 1992 (the “1992 Agreement”). Crown is now seeking a special use permit and related approvals (“SUP”) which will limit land use rights from those allowed by the 1992 Agreement and facilitate a dramatic redevelopment of the partially closed Resort. The proposed changes will revitalize the once-thriving Resort, elevating it to a level of excellence that will surpass its past glory. The redevelopment plan will emphasize sustainable “green” concepts in design, materials, reuse, energy efficiency and operations and seek LEED certification.



While the Resort first became a part of the Town in 1992 by way of the 1992 Agreement, resort uses on the property have been present for nearly half a century. In 1957, Maricopa County granted Mountain Shadows a use permit to construct and operate resort facilities east of 56th Street. In 1960, Maricopa County approved a second use permit for the west side of 56th Street. Within a few years, substantially all of the main resort facilities and homes in what are now referred to as Mountain Shadows Estates East and Mountain Shadows Estates West were built. All of Mountain Shadow's land and improvements remained under Maricopa County jurisdiction until a series of annexations from 1984 through 1992.



The Town's efforts to annex the Resort date back to the late 1970s, when efforts were initiated by the Town to annex two resorts owned by Marriott Corporation: Camelback Inn and Mountain Shadows. While the Camelback Inn was annexed in 1983, the Mountain Shadows resort annexation was not completed until 1992. In the years between these annexations, the Town annexed the two existing residential subdivisions, Mountain Shadows Estates West in 1984 and Mountain Shadows Estates East in 1985.



To facilitate annexation of the Mountain Shadows Resort, the Town entered into the 1992 Agreement with the Resort's owner, the Marriott Corporation. The 1992 Agreement was patterned after a similar arrangement worked out in 1983 with the Camelback Inn, also owned by the Marriott Corporation. The 1992 Agreement includes provisions permitting: (i) lot coverage of 30% (on the entire 68-acre property including the golf course), (ii) density of one unit per 5,000 square feet of property (e.g. 583 units), (iii) residential units, horizontal property regimes, and (iv) development of the golf course.





In 1993, Marriott Corporation split into two companies: Marriott International and Host Marriott (now Host Hotels & Resorts), with Host controlling the majority of the real estate holdings. While Host maintained ownership of the property, Marriott International operated the Resort under a formal management agreement until early September 2004 when the management agreement was terminated and the Resort’s hotel component (the “Hotel”) was closed. Other parts of the Resort have remained operating, including the golf course, club house and tennis club. The proposed SUP application includes the entire 68.48 acres.

In almost all respects, Crown’s proposal significantly improves on what is allowed by the 1992 Agreement by: (i) decreasing allowed density, (ii) securing and dedicated the golf course and (iii) limiting permitted uses. In this regard we note the following comparison.

<u>1992 Agreement</u>	<u>Proposed SUP</u>
583 Units	339
30% Lot Coverage	25% Floor Area Ratio
1.77 million sf of building area* Unlimited Residential Uses	564,500 sf Net Building Area, Limits Residential units to 239 units
No Required Open Space	Commitment to restrict golf course as permanent open space
No Required offsite improvements	Proposed improvements to Lincoln Drive and 56 th Street including improved safety and beautification
High Traffic with higher unit count	Lower Traffic due to lower unit count and density

***(assumes 30% coverage and two stories)**

Surrounding Land Uses

The land uses surrounding the site includes: Lincoln Drive, the El Chorro Lodge and single-family homes to the north, and single-family homes to the south, west, and east. The 59 homes of Mountain Shadows Estates West are integrated within the existing 18-hole Mountain Shadows golf course, which is about 40 acres of the 68-acre site. Lincoln Drive is designated as a major arterial by the Town's General Plan. The east and west portions of the Resort are divided by 56th Street, designated as a collector street by the General Plan.

Existing Use of Site

The components of the non-operating portions of the Resort consist of a 339-room hotel which also includes 2 restaurants, 2 bar/lounges, 3 swimming pools, fitness center, sand volleyball court, approximately 19,000 square feet of meeting and function space, retail shops and other support areas. In addition, there is an 18 hole golf course, a golf clubhouse with restaurant and bar, and a golf practice range for irons. All of the hotel components of the Resort are currently closed to the general public, awaiting redevelopment. The golf course, golf clubhouse, practice range, and related access roads and support areas remain operating.



II. THE DESIGN TEAM FOR MOUNTAIN SHADOWS RESORT

Crown has gathered a world-class creative team to guide the design and re-development of the Mountain Shadows Resort as outlined in this SUP application. Principal members of this team are:

A. Crown Realty and Development: Crown has over 20 years experience as a successful developer and owner of real estate in five states, which includes retail, office, resort, multifamily and industrial projects. Crown's track record includes many complex and sensitive projects, involving multiple stakeholders and mixed elements of land use. Locally, Crown completed the master plan and development of the nationally renowned resort known as Montelucia. Currently Crown's principals own and control over \$400 million of performing real estate.

B. Oz Architects, Inc. – Don Ziebell: Crown has retained Ziebell and his Scottsdale based firm, Oz Architects, to provide master planning and architectural design for the property. Oz is one of the premier boutique hospitality and custom residential architects in the Valley, with many notable local projects including the renovation and expansion of the Royal Palms Resort and Spa, Silverleaf Club and Spa, and several phases of the renovation and expansion of the Hermosa Inn. Ziebell has over 25 years experience in the hospitality field, and has worked with many notable hotel management companies, including Ritz Carlton, Montage, Four Seasons, Capella, and others throughout the world. In addition, the firm is responsible for the design of a number of notable Paradise Valley homes, and has extensive experience in the design of golf clubhouses, spas, and hospitality residential projects.

C. Fleet Fisher Engineering- Fred Fleet: Fred E. Fleet, P.E. has over 40 years of diversified civil engineering experience. The breadth of his experience ranges from large subdivisions and master-planned communities to highway bridge, power line construction as well as major water and sewer line projects. Mr. Fleet's major projects in the Town of Paradise Valley included the design of the original subdivisions surrounding the Camelback Inn Country Club, the Finisterre development, the Judson School, the Montelucia Resort as well as the Ritz Carlton Development.

D. Jorden Bischoff & Hiser-Doug Jorden: During his 36 years of practicing law in Arizona with a focus on land use matters, Doug Jorden has represented local governments, developers, and homeowners and has served as a land use hearing officer for the City of Phoenix and Maricopa County, giving him the opportunity to approach land use issues from all perspectives. From 1978-1982, Jorden was the Town Attorney for the Town of Paradise Valley, and since then has continued to represent a variety of local governments in specific land use matters. In addition to his local government practice, Jorden regularly represents developers and private landowners, including several resorts in the Town of Paradise Valley.

III. VISION OF PROPOSED DEVELOPMENT PLAN

Introduction

Mountain Shadows has a long and illustrious history as one of the premier resorts in the Valley, including a period as an acclaimed Mobile Five Star resort. The famous and not-so-famous have stayed at Mountain Shadows over the years, and although it is hard to visualize through today's lenses, the property was considered a trendsetting and progressive property throughout its early life. In many ways, Mountain Shadows was one of the original mixed resort/residential communities, providing an enhanced lifestyle for the adjacent residences through shared use of certain resort amenities.

The new Mountain Shadows will continue this legacy and quality, creating a new, iconic resort community through sophisticated, modern design and land planning. The following narrative description of the proposed character of the new Resort, Resort Residential, and associated amenities is being provided as the guiding vision for future development on the site. Illustrative photos of potential design themes are also included to further convey the new vision for the Resort, along with conceptual renderings visually describing the anticipated design direction and architectural vocabulary. With the approval of the SUP, the Planning Commission and Town Council will establish the regulatory framework of development standards and design criteria that will govern the site planning, architectural design, landscape design and technical plans for the phased implementation of the project.

The centerpiece of the property will be the new Resort Hotel with a minimum of 100 and up to a maximum of 289 rooms and associated amenities. Integral to the Resort will be a club facility offering social and golf memberships available to neighboring residents as well as the community at large. The amenities being contemplated in the Resort and club include a spa; fitness facility with outdoor fitness areas; dynamic bar and restaurant facilities; a dramatic feature pools; and outdoor event plazas and lawn areas. A new and repositioned clubhouse will support the 18-hole golf course, which will relocate several holes and delete the current practice area. Renovation of the golf course will address and mitigate safety concerns of affected residents.

The hotel will cater to the sophisticated luxury market, with emphasis on the independent resort traveler and the smaller corporate conference client. A uniquely special swimming pool will be introduced into the design. Locals, seasonal residents, tourists, and resort guests will want to frequent the restaurant and cocktail venues regularly due to the design, relaxed and welcoming ambiance, views, alfresco seating, and menus. The club component will provide the high quality social, golf, and fitness amenities, and help increase the usage and "energy" of the property throughout the year. The club features of the Resort will provide a social gathering place and hub for the entire Town.

Integral to the success of the Resort, various Resort Residential components will provide a range of living opportunities; these will range from for-sale seasonal units to larger villas and single family homes. All units will be designed, at the individual owner's option, to be placed within the Resort operator's rental program and managed accordingly. The character of the residential elements will have a distinctive and exclusive resort charm in layout and design, and follow the distinctive and consistent architectural vocabulary of the Resort.

New to Mountain Shadows will be a limited retail component, ideally suited for a small gourmet, neighborhood market to enhance Resort services and which will encourage residents and guests to stay "on site" as well as providing a unique amenity to Town residents.

Crown's goal is to return this once highly regarded resort and golf course to its former quality and reposition Mountain Shadows as a world-class destination, combining hotel, spa, fitness, golf, restaurants and "for-sale" residential amenities. The intent is to create, once again, a special place for residents to gather and for visitors to enjoy a vacation experience for which they will want to return year after year. The anticipated project elements will be woven together seamlessly with a sophisticated and consistent architectural theme, lushly landscaped perimeters, courtyards and pedestrian walkways and artfully designed signage. When completed, the new Mountain Shadows Resort will return this property to its prominence as a leading part of residential and resort experiences in Paradise Valley.

Important to the redevelopment plan is respect for the Mountain Shadows East and West communities, both in terms of land use, preservation of golf/open space and access and use of the Resort facilities.

The new Resort at Mountain Shadows will acknowledge an evolving definition of hospitality; one where the affluent guest is looking for quality and sophisticated refinement that captures a true sense of place. Today many luxury travelers are searching for a resort "experience", one that embodies the soul of its surroundings and exhibits authenticity and integrity, rather than an imported style or a consistent, yet contrived design. Increasingly sophisticated and well-traveled, these guests at high-end properties prefer to pursue well-being in all facets and to be active, yet they demand the option for privacy, quiet, and peace that is the antidote for the pace of life today. Design considerations that cater to families, such as larger units will be an important element for the project.

IV. COMMUNITY, MARKET, AND SITE CONSIDERATIONS

Factors Considered

This SUP proposal is based upon years of consideration of a number of key factors including:

Community

- Crown has spent seven years studying the various stakeholders and unique considerations of the Resort and has considered multiple planning options.
- Crown has sought the input from the Town the existing Mountain Shadows Estates West and East communities and other nearby neighborhoods.
- The new Mountain Shadows Resort is intended to be responsive to the long-term goals of Paradise Valley as expressed in the 2012 General Plan.
- Crown has incorporated important considerations and other accommodations to facilitate ongoing requirements for current residents.

Market

- The project's planning has also taken into consideration the current state of the market and the critical need for flexibility in the timing, scope and sequencing of the various elements of the overall Resort.
- The challenging real estate market conditions and the changing nature of demand as the market constantly evolves must be taken into account. With the resort residential components being a key to the success of the Resort itself, it will be critical to maintain sufficient flexibility in planning, design and phasing to ensure that what is being brought to market reflects the evolving and current demand. Rather than proposing an artificial phasing schedule, Crown must be able to respond to market conditions as the project develops to ensure a successful outcome. The conceptual site plan, while a representation of what is currently intended, is based on our knowledge of current market needs and conditions. Things can and will change.

Site

- Crown and its consultant team have analyzed the physical advantages as well as the constraints of the site, including mountain views and terrain.
- The impact of 56th Street bisecting the Resort, and access points have been taken into consideration in the location of proposed uses and traffic impacts.
- The significant noise generated by traffic along Lincoln has been taken into account with the proposed development envelope to buffer future uses and mitigate noise impacts to current residents.
- The community benefit to open up views to the Camelback Mountain currently screened by tall oleander hedging along Lincoln Drive is an important planning consideration.

- The site's original grade contours have been analyzed in conjunction with Town engineering staff, and an "Original Natural Grade" plan has been agreed upon to ensure that the grades used to establish building heights are based on the original topography of the property, regardless of future changes.

Key Features Proposed

With consideration of these factors, planning for the incorporation of key features drove the creation of the proposed development envelope and overall conceptual site plan for the Resort including the following:

Hotel

- The new Resort Hotel will be the centerpiece of the project to be constructed with a minimum of 100 rooms and sequenced with other development components as dictated and supported by market forces and demand. Crown is in serious negotiations with a world-renowned hotel brand/operator for the Resort Hotel, which is expected to result in Resort-wide branding and management by this operator.

Golf Course

- Preservation and renovation of an 18-hole, Par 3 executive golf course (*or its preservation* as permanent open space) with the realignment or relocation of the two existing golf holes along Lincoln Drive, the elimination of the existing practice area, and addressing several safety concerns with the current course layout. Maintenance facilities and other course amenities will eventually be relocated, renovated and appropriately sized.

Club Component

- Development of a strong *membership* club component that will allow the property to become a center of social, fitness, and business activity within the community and create the opportunity for a wide range of Resort activities and services for club members. These amenities will range from fitness, including outdoor fitness areas, and lap pool; a spa; resort pools; a relocated new or renovated golf club house; as well as food, beverage, meeting and social catering venues. All existing homeowners of Mountain Shadows Estates East and West will be eligible for membership in addition to a program to provide use and access to certain Resort amenities in keeping with historical practices.

Resort Residential

- Development of a range of well-appointed, resort quality, luxury residential alternatives.
- The area east of 56th Street will be limited to 50 single-family lots all with limitations on heights, setbacks and architectural character. A central feature of the east side will be two new signature landscaped open spaces, one at the corner of Lincoln and 56th and one within the project interior.
- The area west of 56th Street will be a mixture of residential configurations and may include duplexes, townhomes or flats.

- Resort residential will have common amenities which as fitness, pools, golf and access to the Resort Hotel facilities such as restaurant, bar and spa.
- Each home or unit may be owned by either the Resort owner or through private ownership. Some units may have multiple keys (e.g. for example, an owner's 3-bedroom unit may have 2 keys, any of which can be placed into the Resort's rental program.
- Parking near units may include garages, surface parking, below grade parking, and carports.

Pedestrian circulation linkage

- Creation of a multi-faceted pedestrian walkway system integrating and connecting the various elements of the Resort residential, hotel, golf, pools and attractive outdoor spaces.

Public Thoroughfare and ROW improvements

- 56th Street will be dramatically improved both functionally and visually. Features to improve traffic flows and enhance access will be incorporated along Lincoln Boulevard. Landscaping of existing ROW's surrounding the Resort will be enhanced, with sidewalks and landscape.

Improvement of view corridors

- Capitalizing upon and enhancing views from Lincoln Drive, while acknowledging the critical need to mitigate the significant noise impact generated from traffic along this busy thoroughfare.

With these key goals in mind, Crown has conceived the new development guidelines and conceptual master plan so they balance the Town's needs and expectations for this property with site opportunities and market demand. This plan sets the stage for a landmark project with lasting appeal and quality.

V. Architectural Character and Planning

The new Resort will exhibit an evolutionary modern architectural style that will enhance the legacy of the original Mountain Shadows and compliment the character and image of the Town of Paradise Valley. The design of this important property will be human, warm, and comfortable, exhibiting a quiet harmony with the existing surroundings. It will respect the rich historical vocabulary that has helped to define the community in the past while looking to the future to create a unique and evolutionary architecture. As a community, Paradise Valley exhibits a balance between the rich yet aesthetic beauty of the native Sonoran Desert and a softer, greener landscape. Respecting this balance will be a key component of the design approach.

Architectural Character

Design Vocabulary

To achieve these goals, the design will emphasize a simple palette of honest, natural materials that are carefully and artfully detailed and assembled. In the time-honored tradition of warm climate architecture, the project will use courtyards, landscaping, shade, and the judicious use of water to create human scaled areas of oasis as well as true indoor-outdoor living opportunities. This architecture will, however, consistently recall that it is “in and of” the desert. The design will be modern, but it will be a warm, comfortable, and human-scaled modern that will be designed to be used and enjoyed; restrained and appropriate rather than excessive and imported; emotional and intuitive rather than rational and intellectual; *and* understated rather than heroic and monumental. Deep, broad overhangs will provide shade for exterior living areas and the large window openings that will be oriented to capture the magnificent views to Camelback Mountain. These large windows will help to also provide the light filled spaces the modern guest desires, and open directly onto outdoor living room that will be furnished as comfortable living spaces with soft furniture and fireplaces, helping to “blur” the line between inside and out. Materials will be chosen for their ability to withstand the desert climate, as well as for their ability to age well and develop a patina. Focusing on the extraordinary views from the site, interior spaces will be light filled, warm and inviting. Guest rooms will be large with bathrooms that exceed expectations; some will open to the outside and to the view. Landscaped trellises and shade trees will soften the intense sun along with numerous courtyards, fountains, outdoor showers, and private plunge pools which will provide both a visual as well as an actual cooling effect. The sense of discovery will be celebrated, with a sequence of wonderful outdoor spaces offering guests an opportunity to wander.

Building Massing

- The building massing will be horizontal and linear, emphasizing a scale that is visually connected to the ground; this recalls both early desert contemporary architects as well as local Prairie School influences.
- Roof planes will “float” above the building mass, with the use of transom glazing.
- Building massing and orientation will be used to mitigate sound impacts generated by road noise, especially Lincoln Drive traffic.

Building Heights

- Building heights will be a mix of mostly one, two, and some three story elements to provide a variety of rooflines and massing.
- Taller buildings will be located and oriented to help mitigate traffic noise.
- Adjacent to existing homes, the heights will be limited to one and two story, providing compatible heights and massing to existing residential uses.
- All building components will be controlled through setbacks and a height envelope defined in the Development Envelope Plan.

Building Design Standards

- The overall architecture theme will be consistent throughout the various components of the project with compatible variety emphasized to add character and interest while remaining architecturally cohesive.
- Buildings shall be designed and constructed so that all four sides receive consistent architectural treatment, with emphasis on front and rear elevations.
- Patios and courtyards will be incorporated to create inviting transitions between architectural facades and landscape adding character and visual interest.
- Sustainable architectural design and energy use will be emphasized, with a priority placed on renewable/recycled materials as well as on active and passive systems that mitigate energy usage.
- Building designs will incorporate varied and well-articulated facades with offsets in building components, varied rooflines, balcony elements, chimney and tower features and a compatible mix of materials.
- Mechanical equipment shall be screened.
- Site mounted equipment, trash containers and other ancillary structures shall be screened from view, both from adjacent properties and surrounding streets through the use of landscape or architectural features.

Planning

Traffic and Circulation

The new Resort sits on one of the Town's busiest arterial roads, Lincoln Drive and is also bounded by the important McDonald Drive and 56th Street. The new Resort's proposed uses, including a hotel, restaurants, retail, meeting and banquet space, golf course, fitness and spa are similar in scale with less intensity than past uses of the property

This SUP proposes significant circulation improvements over what exists today and non-existent requirements under the 1992 Agreement.

For the Resort west of 56th Street, the following improvements will be made:

1. There will be two primary access points to the west side Resort components:
 - a. A new dedicated, right turn lane will be added on the south side of Lincoln Drive, west of 56th Street, serving the existing Lincoln Drive Resort access.
 - b. A new dedicated, right turn lane to facilitate right turn movements onto 56th Street leading to a new traffic circle and then leading to the west Resort access off 56th Street.

2. A right in/right out only service entrance on Lincoln Drive to facilitate service vehicles needing access to potential clubhouse, Resort Hotel and maintenance areas. This will limit service vehicles within the Resort proper.
3. A potential service entrance south of the traffic circle, on the west side of 56th Street to provide access for service areas and parking facilities.
4. Located in the south west corner of the golf course is a maintenance area which is accessed off a driveway on McDonald. This driveway may be relocated as needed and will be used for golf course maintenance vehicles only.

For the Resort east of 56th Street, there exists today three drive entrances off of Lincoln Drive and one off 56th Street. Crown is working with the Mountain Shadows Estates East HOA (“East HOA”) to formulate the access and internal circulation plan to address the mutual needs of the two communities as well as elements to improve safety and meet current guidelines. Crown is proposing the following:

1. Two options for primary access and circulation from Lincoln Drive:
 - a. Option A eliminates all ingress from Lincoln and directs all traffic into or out of the east side Resort at the new traffic circle on 56th Street.
 - b. Option B maintains at least one (but not more than two) driveway on Lincoln Drive and also has access to 56th Street at the new traffic circle.

In either Option A or B, internal circulation will share driveways to provide access to East HOA residents and new residents alike.

2. A new egress-only connection to 56th Street located at the nexus of the East HOA and Crown property at 56th Street. It is Crown’s intention to provide access over a historical pedestrian easement in this area, which along with East HOA property, will provide the routing for this egress drive to 56th Street. Crown will work with East HOA complete design of the final configuration of this drive, including issues related to potential gates.

For 56th Street, Crown proposes enhanced traffic and right-of-way improvements to include:

1. Installation of a traffic circle on 56th Street just south of Lincoln Drive to facilitate primary Resort access to east and west sides of the Project and southerly 56th Street. North of the traffic circle to Lincoln Drive, the ROW section will be two lanes south, two lanes north, a center median, sidewalks on both sides and generous landscape areas as shown on the proposed ROW plans.
2. South of the traffic circle, 56th Street will return to two lanes. The street south of the traffic circle will move about 13 feet east of its current location and return to the current center line location at a point shown on the

- proposed ROW plans. This area will also be improved with sidewalks on both sides, with the balance of the landscaped ROW improved according to the ROW guidelines.
3. Crown and the Town staff have also discussed ROW improvements on the balance of the west side of 56th Street from the southern edge of the proposed ROW improvements to McDonald Drive. A depiction of this ROW improvement is also included in the application.

In all 56th Street will be improved and beautified as a result of the proposed development, including improved traffic flow, safety and dramatic visual appeal.

Parking

- Parking will be accomplished in a variety of fashions throughout the property including surface parking (both valet and self parked), and dedicated garage parking both on and possibly above or below grade.
- A comprehensive parking analysis will be submitted for staff approval prior to issuance of building permits for any permanent inhabitable structure, which may include shared use calculations and other considerations intended to adequately and appropriately provide sufficient parking. It will be assumed that parking required for the golf course, including its related club house and maintenance will be not more than currently provided, and subject to shared use.

Lighting

- Site lighting shall be designed in such a manner as to provide for safe vehicular and pedestrian movement into and around the site.
- Lighting shall be designed to minimize glare and conserve energy while creating an aesthetically pleasing resort ambiance, and comply with Town standards.
- Pedestrian level thematic lighting shall be used throughout the project as a unifying element among resort components and to make walking safe and inviting
- A comprehensive lighting plan for each phase of development will be submitted for staff approval prior to issuance of building permits for any portion of the Resort.

Landscaping

- Landscaping will be in character with the adjacent community- sensitive to the importance of water conservation, but retaining a gracious and comfortable character emphasizing colorful, mature plantings without being overly geometrical or rigid. The look and character will be such that one would think the landscaping happened more naturally over time, as is the case with the existing property.
- Care will used to maintain and salvage existing relevant specimen landscaping as feasible.

- Clustering and gathering of plantings at different heights and circumferences will evoke the feel of an established community.

Signage

- A comprehensive conceptual signage plan for the entire Resort will be submitted for staff approval prior to issuance of building permits for any portion of the Resort. Specific sign plans will be formulated based on the approved conceptual sign plan and reviewed on a phase by phase basis as the Resort is developed.

VI. PERMITTED USES/LAND USE PLAN

An important element of the SUP is the “Land Use Plan” which delineates various “zones” within the 68.48 acre site, where specific uses are allowed and other uses are restricted. When viewed in its totality, the Mountain Shadows community is quite large and includes the 68-acre site subject to this SUP and along with Mountain Shadows Estates East and West, which inclusively totals over ___ acres. Historically, the former Mountain Shadows provided a place of public gathering for the larger community of Paradise Valley as well. For this reason, a comprehensive set of Resort related uses will be included in the master plan to provide facilities which meet the needs and desires of existing residents, new residents, future hotel guests and community-wide patrons.

A general list of various Resort-related uses which will be allowed is as follows:

- Resort Hotel, including guest rooms, meeting, banquet and conference areas
- Restaurants, bars, lounges, snack bars and kiosks
- Fitness, spa, pools and locker rooms
- Club house, pro shop and related golf uses such as maintenance areas storage areas, restrooms, cart paths, lakes and ponds
- Parking areas and garages, both surface, covered, enclosed and structured
- Free-standing retail, including small market, gifts, quick service food and coffee shops
- Resort retail, located within hotel or golf facilities
- Communications, for reservation systems, internet, radio, cell tower, telecommunications and satellite
- Residential, including single-family detached and various forms of attached residential
- Service facilities for receiving, trash, utilities and mechanical systems

The Land Use Plan has divided the Resort into seven zones where certain uses are allowed and others are restricted. While it is intended that the Resort be developed in a flexible regime, uses have been placed in the seven zones based upon a set of specific criteria and goals, including:

- Minimize any perceived impact to neighbors

- Maximize the vitality and efficiency of a particular use
- Take advantage of site characteristics and historical uses
- Desires of the various stakeholders

A general description of uses allowed in each zone is as follows:

Zone A: Resort Hotel, Resort Resident and Golf facilities

Zone B: Resort Hotel and Resort Residential

Zone C: Resort Residential and Golf facilities

Zone D: Golf, golf facilities, open space and those uses which facilitate these uses such as club house, pro shop, maintenance, storage and parking.

Zone E: Resort Residential

Zone F: Resort Retail

Zone G: Signature Landscaped Open Space

Please refer to the “Land Use Plan” for more specific details.

Development Envelope Plan/Original Natural Grade Plan

To provide for a durable zoning approval and regulated land use plan, the Development Envelope Plan (“DEP”) restricts development of the Resort within specified setback and height limitations. The DEP is to be used along with the Land Use Plan and Original Natural Grade Plan to determine if a proposed improvement meets the requirements of the SUP. The Original Natural Grade Plan establishes the historical grades of the Resort as reviewed and approved by the Town Engineer and which will be used to form the basis of measuring the heights of all proposed structures.

If a proposed improvement meets the requirements of the DEP, its use is allowed within the zone as shown on the Land Use Plan and otherwise meets the requirements of the SUP, then the improvement is allowed.

Conceptual Site Plan

The Conceptual Site Plan is just that, a concept of what would be allowed by the Land Use Plan, DEP and other elements of the SUP. While it reflects a reasonable concept of what is intended and results from over 7 years of planning by Crown and its team, the final site plan can and likely will be different.

To best understand what is presented in this conceptual plan, it should be broken down into its parts.

East Side

There are four basic components of the East Side:

- Up to 50 residential lots to provide custom or semi-custom home sites to be developed under a cohesive regime for design, use and maintenance.
- A signature landscaped open space at its northwest corner intended to provide a community-wide visual amenity with a scale which speaks of the importance of this landmark Resort. Across the expanse of this open space, the vistas of the mountains which form this Paradise Valley will be forever seen.
- A signature landscape garden and open space set in the middle of the site which will provide a pedestrian and visual amenity to residents.
- New, improved circulation elements serving Mountain Shadows Estates East and new residents along with a new guard gate. Mountain Shadows Estates East may continue to use their existing guard gate or share the new one on the Resort property pursuant to a future arrangement.

West Side

Resort Hotel

Positioned as a luxury, boutique resort hotel of not less than 100 rooms, with an orientation designed to maximize the vista to Camelback Mountain and enhance open space within its grounds. A dramatic tree-lined arrival court opens into a dramatic lobby which frames the picture perfect view of the mountain and the Resort pool and guest rooms.

Set along side the arrival court is the spa and fitness facilities, with separate entrance to enhance the “club” appeal for local residents, guests and owners within the Resort complex. The spa/fitness facility includes an outdoor area with lap pool, exterior fitness and relaxation zones and free-standing studios for yoga, Pilates and similar activities.

Within the main lodge building and fronting the cloistered open space, is the signature restaurant and bar, which will enjoy the benefit of indoor and outdoor dining and magnificent views of the mountain.

Function and banquet space is located both at grade with generous outdoor function space as well as on the second floor of the lodge building, also with outdoor deck space and magnificent views.

Guestrooms are generous in size (450 to 900 s.f.) and are scattered in a variety of one, two and three-story configurations. Outdoor decks or patios will be available for most rooms and may include private plunge pools or spa.

The main Resort pool is set in the center and oriented to both capture the views and full day sun.

Service areas are screened and set adjacent to the service entrance off 56th Street.

Resort Villas

Set in the general location of the current golf clubhouse are 27 Resort villas. These units will range between 2,500 to about 3,000 square feet and will include attached, two-car garages and generous patios and decks for outdoor living. Designed in a modern desert architecture, these units will employ spacious indoor/outdoor living configurations.

Resort Suites

Set in the general location of the current driving range, is a community of two and three-story building organized around generous courtyards with the Resorts main residential amenities for pool, fitness and clubhouse. These common amenities are intended to be available to all residents of Mountain Shadows, including the residents of Mountain Shadows East and West.

A total of 100-162 Resort Suites in one, two and three-bedroom configurations designed to augment the total available number of “keys” available in the Resort Hotel’s rental program. Parking for the Flats Suites are subterranean. Resort Suites can be offered for sale including fully furnished options, to be eligible for the Resort Rental Program.

Resort Management Plan

The component parts of the Resort will be maintained and governed under a single unified management system. There will be a master set of comprehensive Covenants, Conditions and Restrictions (“CC&R’s”) for the entire Resort requiring consistent design attributes for each component within a single overarching architectural theme for buildings, walls, landscaping and signage. The CC&R’s will provide for the collection of dues which will be used in the maintenance of common Resort facilities such as roads, landscape, pools, walls as well as a fund to maintain the perimeter and signature landscape elements. The CC&R’s will also control future changes and require a high standard of maintenance and appearance.

VII. STATEMENT ON DEVELOPMENT PHASING

- A. Phase One: Demolition of the exiting improvements, other than existing clubhouse, tennis, parking areas and roads. The Demolition process will begin after the final approval of this SUP application including any referendum period. The Demolition process begins with a comprehensive environmental study of the project. The abatement team will follow based on the findings of the environmental team and building demolition will begin thereafter. Crown will determine the most effective demolition plan during this initial stage based on factors such as storm water run-off, safety issues, aesthetic concerns and continuing operations.
- B. Phase Two: East Side Residential Development. After Crown receives final plat approval, completes design work and receives permits for the development of the east side, Crown will begin construction of the east side infrastructure. Concurrently with the east side development, Crown will complete those off-site

improvements that are needed for access to the east side development. Crown plans to build two to three model units concurrently with the construction of the infrastructure.

- C. Remaining Phases: The remaining phases will include final design for a new golf clubhouse, the Resort hotel, additional resort residential retail and modifications to the golf course. Each of these phases will be based on prevailing market conditions. The completion of needed off-site improvements will be completed concurrently ahead of various phases based on recommendations by Crown's traffic engineer and Town staff.

VIII. CONCLUSION

Historically, the Town of Paradise Valley has had a highly synergistic and mutually beneficial relationship with its resort properties from a quality of life and financial perspective. In fact, the Town's General Plan specifically states that the Town will encourage the revitalization and continual improvement of its existing resorts. The proposed plan and development standards as submitted by Crown is entirely consistent with this objective, while also being respectful and sensitive to the unique characteristics of this property, its neighbors, and the Town generally.

The Town, its residents, and Crown have a rare and very timely opportunity to create a remarkable new Resort that is designed to appeal to the most discerning and sophisticated travelers and residents. This artful blend of a hotel and exquisitely integrated resort residential and amenities will truly enhance the already high real estate values and luxury, upscale image for the Town as a whole. Mountain Shadows has long been a Town landmark and world-renowned attraction to Valley visitors and residents alike. The new Mountain Shadows will restore this premier status and become once again the upscale centerpiece of Lincoln Drive.



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MOUNTAIN SHADOWS

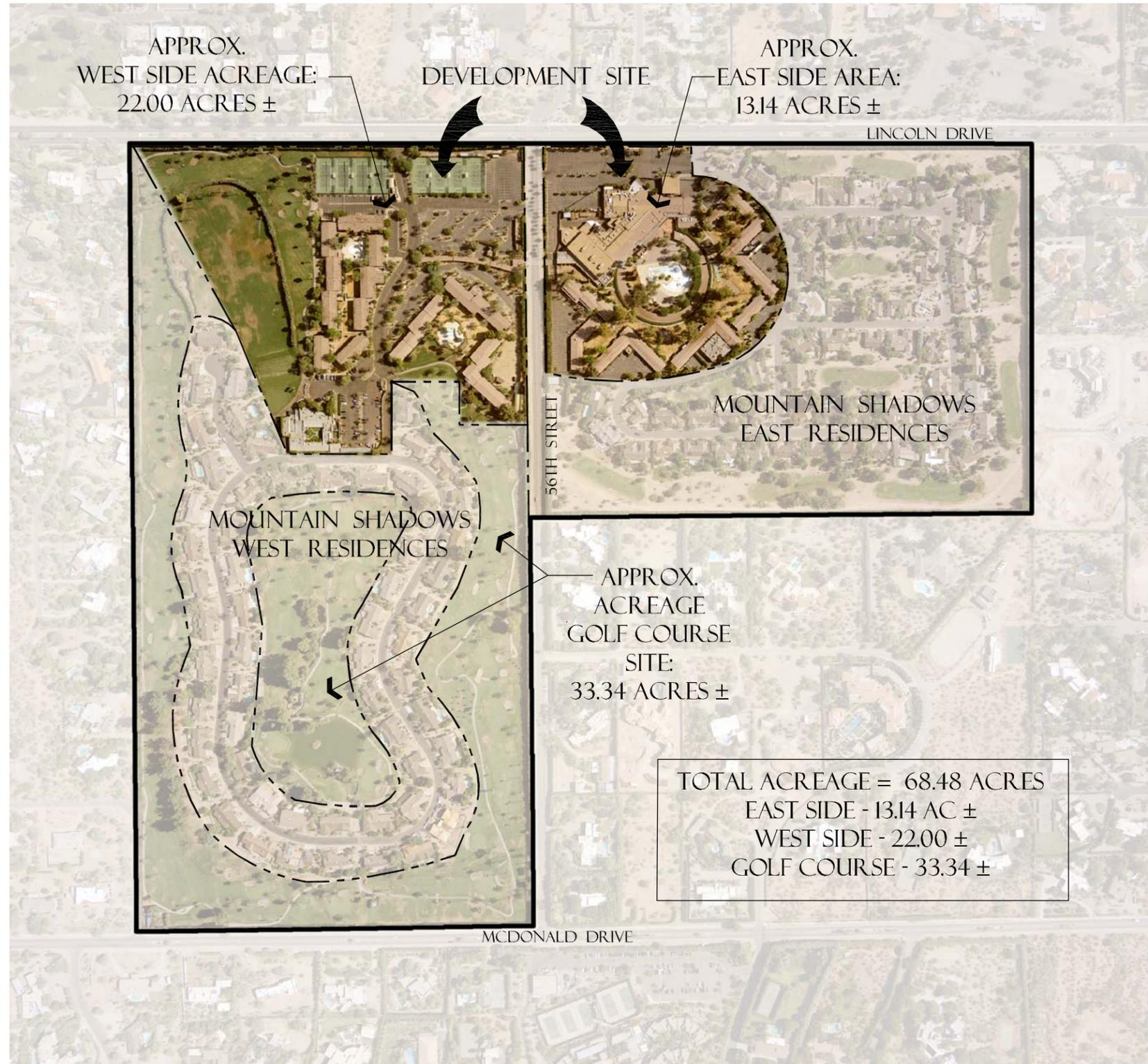
CROWN
REALTY & DEVELOPMENT
CORPORATION

COVER SHEET

Date:	May 15, 2012	Sheet #	3124	Sheet	
Revised:	Revised May 24, 2012	Scale:		0	
	Revised June 5, 2012	Notes:	SPECIAL USE PERMIT		

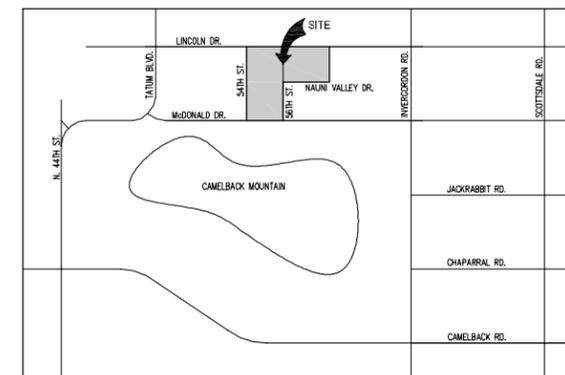
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3	INGRESS / EGRESS DIAGRAM
4	ORIGINAL NATURAL GRADE PLAN
5	DEVELOPMENT ENVELOPE PLAN
6	56TH STREET R.O.W. IMPROVEMENTS
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9	ENLARGED CONCEPTUAL SITE PLAN
10	CONCEPTUAL GOLF COURSE IMPROVEMENTS PLAN
10.1	PRACTICE PARK CONCEPTUAL PLAN
10.2	GOLF COURSE & 56TH ST. R.O.W. DETAIL CONCEPT
10.3	GOLF COURSE CONCEPTUAL SECTIONS
10.4	CONCEPTUAL G.C. VIEW CORRIDOR GRADING
11	ENVISIONED ELEVATION
12	ENVISIONED PERSPECTIVE
13	ENVISIONED IMAGE PHOTOS
14	ENVISIONED IMAGE PHOTOS



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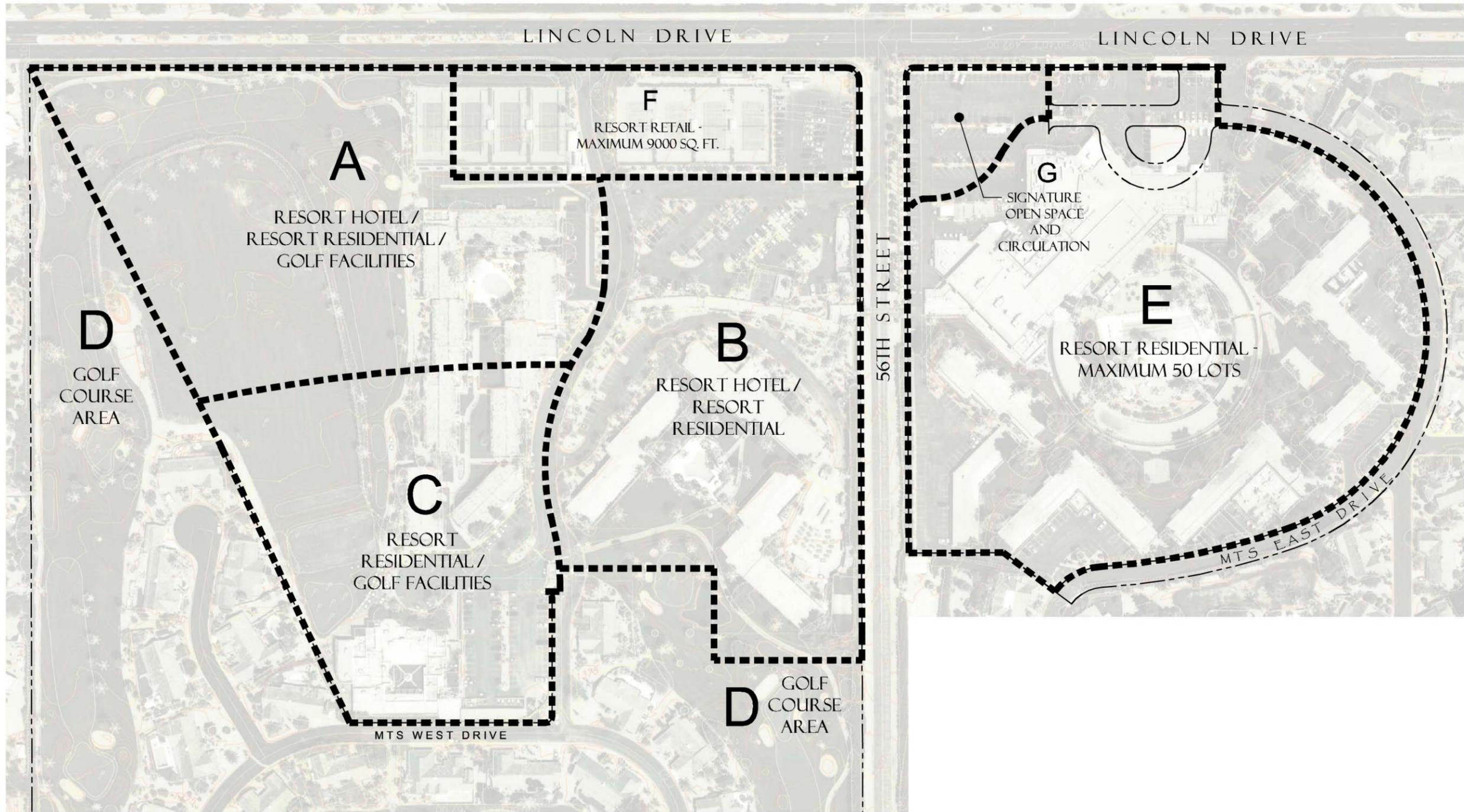
MOUNTAIN SHADOWS



AERIAL / VICINITY MAP / TABLE OF CONTENTS

Date: May 15, 2012	Sheet # 3124	Sheet 1
Project: SPECIAL USE PERMIT		



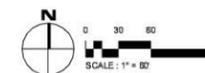


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MOUNTAIN SHADOWS



Date: May 15, 2012	Project #: 3124	Sheet:
Revised: June 5, 2012	Issue #1:	2
SPECIAL USE PERMIT		

LAND USE PLAN

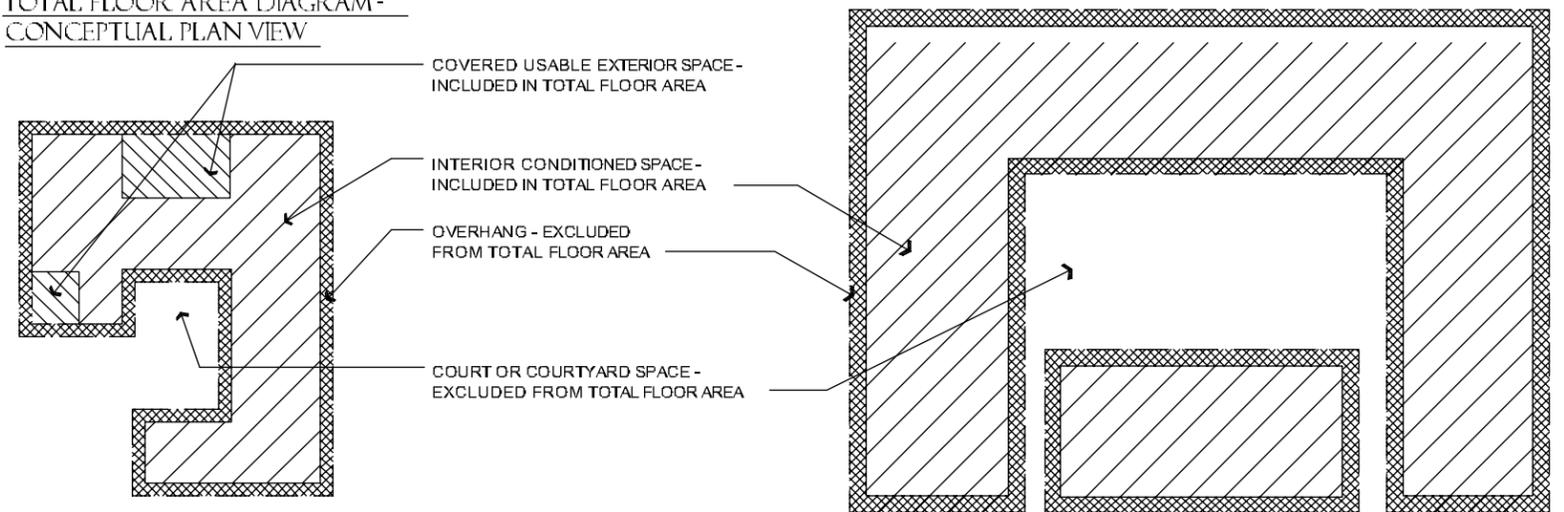
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MOUNTAIN SHADOWS RESORT PROGRAM		
	Min/Max	NO. OF UNITS (NOTE 3)
WEST SIDE		
RESORT HOTEL	Minimum/Maximum	100/289
RESORT RESIDENTIAL	Maximum	189
WEST SIDE SUBTOTAL	Maximum	289
EAST SIDE		
RESORT RESIDENTIAL	Maximum Lots	50
EAST SIDE SUBTOTAL		50
RESORT TOTAL	Maximum	339

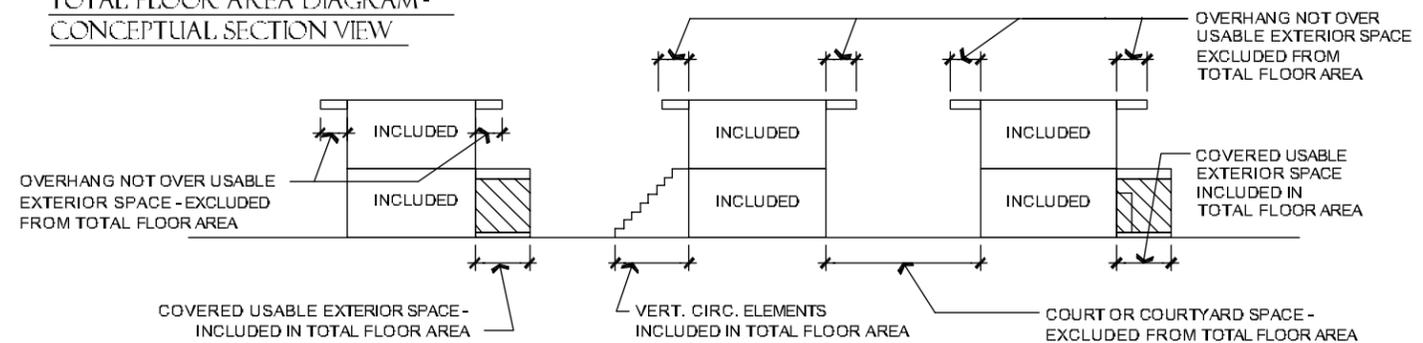
DEFINITIONS AND LIMITATIONS ON DENSITY:

- FLOOR AREA RATIO FOR ALL RESORT IMPROVEMENTS SHALL NOT EXCEED 25%. FLOOR AREA RATIO IS CALCULATED BY DIVIDING TOTAL FLOOR AREA (AS DEFINED BELOW), BY 2,983,012 S.F.
- A UNIT IS ANY SINGLE GROUPING OF ONE OR MORE ROOMS WHICH CAN BE OCCUPIED FOR HOSPITALITY OR RESIDENTIAL USE (I.E., ONE OR MORE BEDROOMS) AND IS ACCESSIBLE BY ONE KEY. ROOMS WITHIN A UNIT MAY BE ACCESSIBLE BY MORE THAN ONE KEY; UNITS WITH MORE THAN ONE ROOM MAY BE OCCUPIED BY MORE THAN ONE PARTY USING SEPARATE KEYS. TOTAL NUMBER OF SEPARATELY KEYED ROOMS FOR RESIDENTIAL AND HOTEL USE WILL NOT EXCEED MAXIMUM TOTAL UNITS.
- "MAXIMUM NET FLOOR AREA" FOR THE PROJECT SHALL BE 564,500 S.F. NET FLOOR AREA REFLECTS INTERIOR CONDITIONED SPACE AND DOES NOT INCLUDE BASEMENTS, CART STORAGE, MAINTENANCE AREAS, COMFORT STATIONS, GARAGES (ABOVE OR BELOW GRADE), OR EXTERIOR COVERED AREAS SUCH AS PATIOS AND TERRACES, CARPORTS, OVERHANGS, TRELLISES, POOL CABANAS OR COURTYARDS OR ANY OTHER FACILITIES WHICH ARE NOT INTERIOR CONDITIONED SPACE.
- TOTAL FLOOR AREA IS DEFINED IN SECTION 2.01 OF THE TOWN ZONING ORDINANCE, BUT EXCLUDING COURTYARDS AND "TRUE ROOF OVERHANGS" SEE RELATED DRAWINGS ON SHEET 2.1. WHERE THE HIGHEST FFE OF PARKING DECK OF A COMMONLY USED PARKING STRUCTURE AT THE MIDPOINT IS NO HIGHER THAN ORIGINAL NATURE GRADE, THE AREA OF THE PARKING STRUCTURE IS NOT INCLUDED IN FLOOR AREA CALCULATIONS. SHADE STRUCTURES COVERING PARKING SUPPORTING SOLAR PHOTOVOLTAIC PANELS SHALL NOT BE INCLUDED IN FLOOR AREA CALCULATIONS.
- ALL MEASUREMENTS UNDER THIS S.U.P. FOR NET AND TOTAL FLOOR AREA SHALL BE BASED UPON THE DEFINITIONS SET FORTH HEREIN.
- RESORT HOTEL UNITS SHALL HAVE DESIGN ELEMENTS WHICH INTEND THE UNIT TO BE RENTED OR USED FOR SHORT TERM OCCUPANCY (30 CONTINUOUS DAYS OR LESS). SUCH DESIGN ELEMENTS SHALL INCLUDE NO DIRECT, ENCLOSED ATTACHED PARKING. PARKING MAY, HOWEVER, BE IN A JOINT USE GARAGE (ABOVE OR BELOW GRADE) OR PARKING LOT. RESORT HOTEL UNITS MAY BE SEPARATELY OWNED, AND RENTED THROUGH A RESORT RENTAL PROGRAM.

TOTAL FLOOR AREA DIAGRAM - CONCEPTUAL PLAN VIEW



TOTAL FLOOR AREA DIAGRAM - CONCEPTUAL SECTION VIEW



ALL WRITTEN DIMENSIONS TAKE PRECEDENCE OVER SCALED DIMENSIONS.

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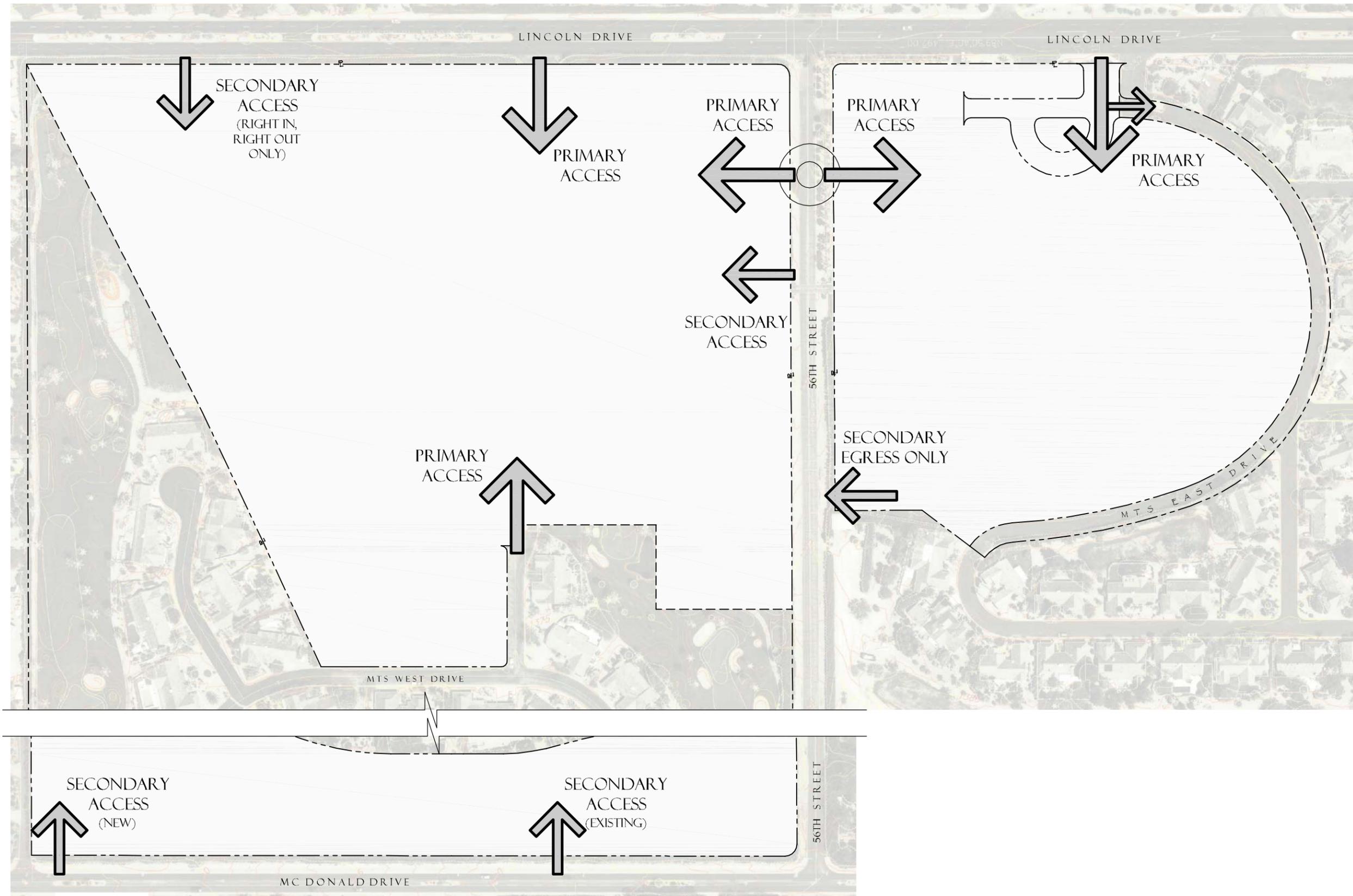


MOUNTAIN SHADOWS RESORT PROGRAM, LAND USE PLAN NOTES & DIAGRAMS

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Revised: June 15, 2012	Special Use Permit	2.1



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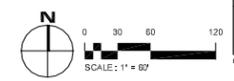


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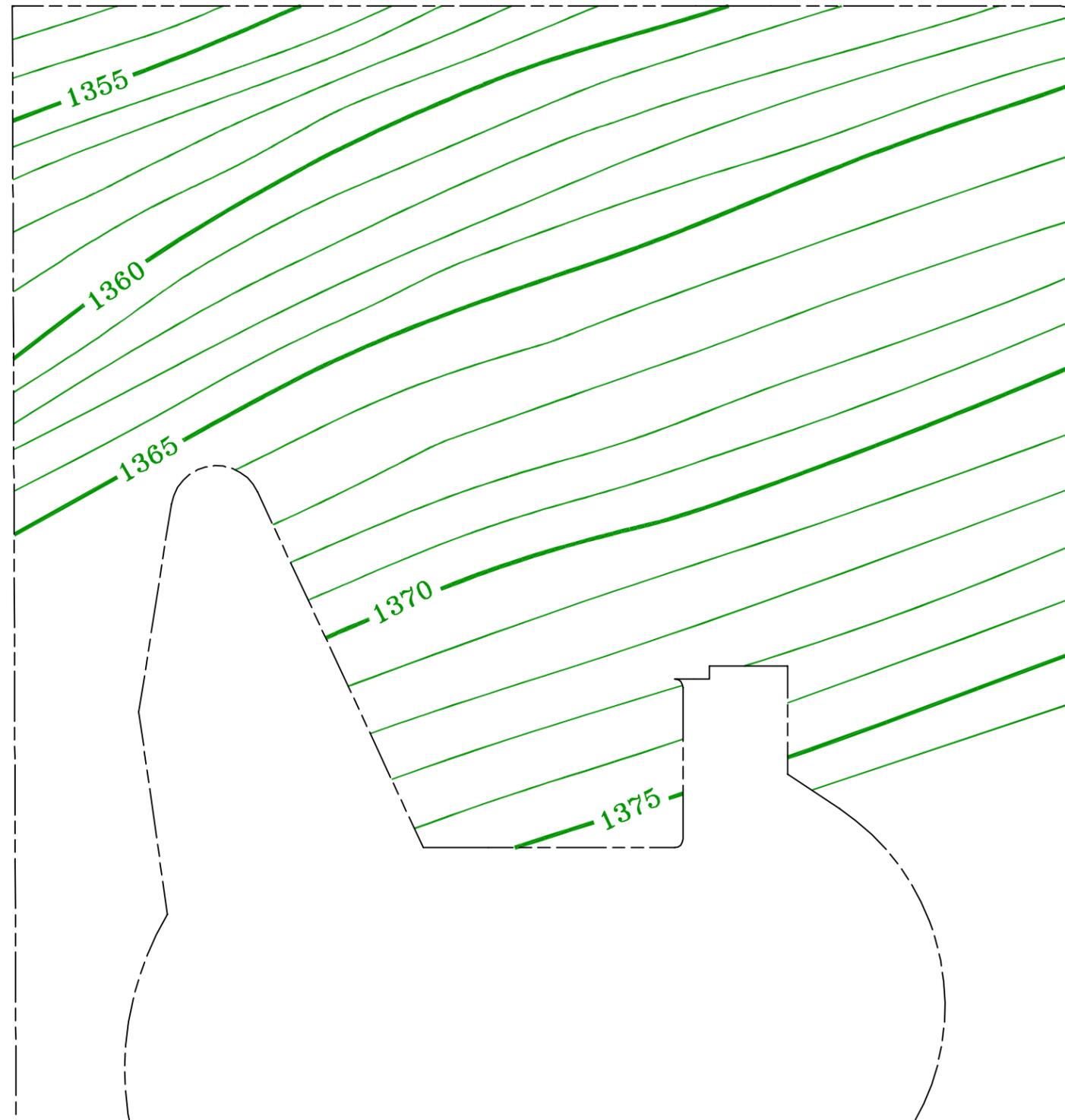


INGRESS / EGRESS DIAGRAM

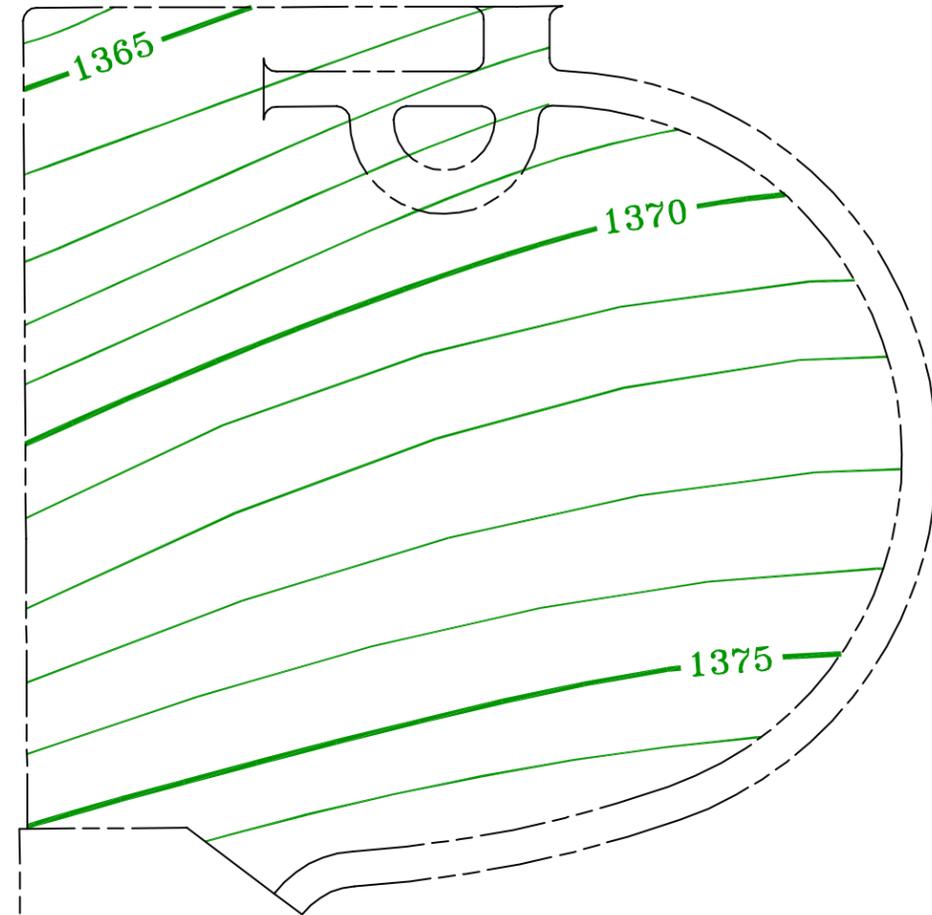
Date: May 15, 2012	Project # 3124	Sheet
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LINCOLN DRIVE R.O.W.



56TH ST. R.O.W.



NOTES:

1. THIS PLAN REPRESENTS THE "ORIGINAL NATURAL GRADE" TO BE USED FOR THE PURPOSE OF MEASURING ALL ELEVATIONS AND BUILDING HEIGHTS AS ALLOWED UNDER THIS S.U.P.
2. FINISH FLOOR ELEVATION (F.F.E.) OF ANY BUILDING OR IMPROVEMENT MAY BE ABOVE OR BELOW THE ASSUMED NATURAL GRADE WITHOUT RESTRICTION.
3. THE MAXIMUM HEIGHT OF ANY SINGLE BUILDING OR IMPROVEMENT SHALL BE MEASURED FROM THE MID-POINT EQUIDISTANT FROM THE HIGH POINT AND LOW POINT OF THE GRADE IMMEDIATELY ADJACENT TO SUCH BUILDING OR IMPROVEMENT. A SINGLE BUILDING OR IMPROVEMENT IS DEFINED AS ANY STRUCTURE (OR PART OF A STRUCTURE) WHOSE F.F.E. IS ALL AT THE SAME GRADE. FILL MAY EXCEED 2 FEET.
4. CONTOUR INTERVAL SHOWN IS 1 FOOT.

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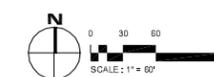
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MOUNTAIN SHADOWS



ORIGINAL NATURAL GRADE (O.N.G.) PLAN



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OPEN SPACE CRITERIA:

ALL BUILDING IMPROVEMENTS SHALL OBSERVE THE TPV RESORT SUP OPEN SPACE CRITERIA WITH RESPECT TO BUILDING IMPROVEMENTS ADJACENT TO PUBLIC STREETS AND ADJACENT PROPERTY NOT SUBJECT TO THIS SUP, EXCEPT AS QUALIFIED AS FOLLOWS:

1. BUILDING IMPROVEMENTS ERECTED ADJACENT TO LOT 68 ON THE EAST SIDE SHALL MEASURE COMPLIANCE FROM THE OUTER EDGE OF LOT 68.
2. ALONG THE WEST SIDE OF 56TH ST. NORTH OF THE "RESORT END POINT" UP TO 275 LINEAL FEET OF BUILDING MAY EXCEED THE OPEN SPACE CRITERIA, PROVIDED: A) NO PORTION OF SAID BUILDING SHALL BE WITHIN 300 FT. OF LINCOLN DRIVE, AND B) NO SINGLE BUILDING (OR PORTION THEREOF) WHICH EXCEEDS THE OPEN SPACE CRITERIA SHALL EXCEED 200 FT. IN LENGTH.
3. WHERE PROPERTY BORDERS A PRIVATE STREET, THE SETBACK REQUIREMENTS FOR PURPOSES OF OPEN SPACE CRITERIA SHALL BE TAKEN FROM THE CURB ON THE OPPOSITE SIDE OF THE STREET.

MINIMUM SETBACK EXCEPTION FOR WEST SIDE OF 56TH ST.:

UP TO 275 LINEAL FEET OF BUILDING IMPROVEMENTS MAY BE ERECTED WITHIN THE 40 FT. MIN. SETBACK PROVIDED:

1. MAXIMUM HEIGHT SHALL BE 28 FT.
2. MAXIMUM LENGTH SHALL BE 200 FT. FOR ANY SINGLE BUILDING (OR PORTION THEREOF).
3. NO PORTION OF SAID ENCRoACHMENT SHALL BE WITHIN 300 FT. OF LINCOLN DRIVE.
4. NO BUILDINGS SHALL BE CONSTRUCTED WITHIN 20 FT. OF PROPERTY LINE.

NOTES:

1. THIS DEVELOPMENT ENVELOPE PLAN REFLECTS THE MINIMUM BUILDING SETBACK WITHIN ANY PARTICULAR LOCATION SHOWN ON THE PLAN AS NOTED.
2. EXCEPT AS SPECIFICALLY ALLOWED, THIS DEVELOPMENT ENVELOPE PLAN REFLECTS THE MAXIMUM HEIGHT OF ANY BUILDING AT ANY PARTICULAR LOCATION ON THIS PLAN MEASURED FROM THE ORIGINAL NATURAL GRADE, MEASURED IN ACCORDANCE WITH THE PROVISIONS OF THE ORIGINAL NATURAL GRADE PLAN.
3. CERTAIN BUILDING FEATURES WILL BE ALLOWED AT A HEIGHT GREATER THAN THE MAXIMUM ALLOWED BUILDING HEIGHT FOR SUCH AS CHIMNEYS, ELEVATOR ENCLOSURES, TOWERS OR OTHER ARCHITECTURAL FEATURES, OR OTHER ITEMS DESCRIBED ELSEWHERE IN THIS SUP, NOT TO EXCEED 40 FT.
4. GOLF FACILITIES WITHIN ZONE D AS SHOWN ON LAND USE PLAN SHALL HAVE A MAXIMUM HEIGHT OF 20 FT. FOR CLUBHOUSE/ PRO SHOP STRUCTURE; 16 FT. FOR MAINTENANCE BUILDINGS, COMFORT STATIONS AND OTHER "ACCESSORY" TYPE GOLF COURSE STRUCTURES.
5. REFER TO DRAWING "4" ORIGINAL NATURAL GRADE PLAN FOR ADDITIONAL ORIGINAL NATURAL GRADE (O.N.G.) INFORMATION.
6. PROPERTY LINES ON 56TH ST. REFLECT PROPOSED R.O.W. DEDICATIONS AND ABANDONMENTS.

WALLS:

1. ALONG LINCOLN: 8 FT. MAX. HEIGHT WALL WITH 2 FT. BERM (ON LINCOLN SIDE); SET BACK MIN. OF 25 FT.
2. ALONG 56TH ST. WEST SIDE FROM LINCOLN TO RESORT END POINT: 6 FT. MAX. HEIGHT WALL SET BACK MINIMUM OF 13 FT.
3. ALONG 56TH ST. EAST SIDE: 6 FT. MAX. HEIGHT WALL SET BACK MIN. OF 13 FT.
4. ALONG THE INTERIOR PERIMETER OF EAST SIDE LOTS ADJACENT TO LOT 68: 6 FT. MAX. HEIGHT WALL/VIEW FENCE SET BACK MIN. OF 3 FT. FROM INTERIOR LOT 68 PROP. LINE.
5. COMMON WALLS WILL BE ALLOWED ON INTERIOR LOTS TO A MAXIMUM HEIGHT OF 6 FT.

COMMON USE POOL SETBACKS:

125 FT FROM EXISTING RESIDENTIAL STRUCTURES; PRIVATE USE POOLS SHALL NOT BE RESTRICTED.

COMMON USE PARKING LOT SETBACKS:

25 FT FROM R.O.W. AT LINCOLN FRONTAGE; 20 FT AT 56TH ST. FRONTAGE; VEHICULAR CIRCULATION SHALL BE ALLOWED IN SETBACKS.



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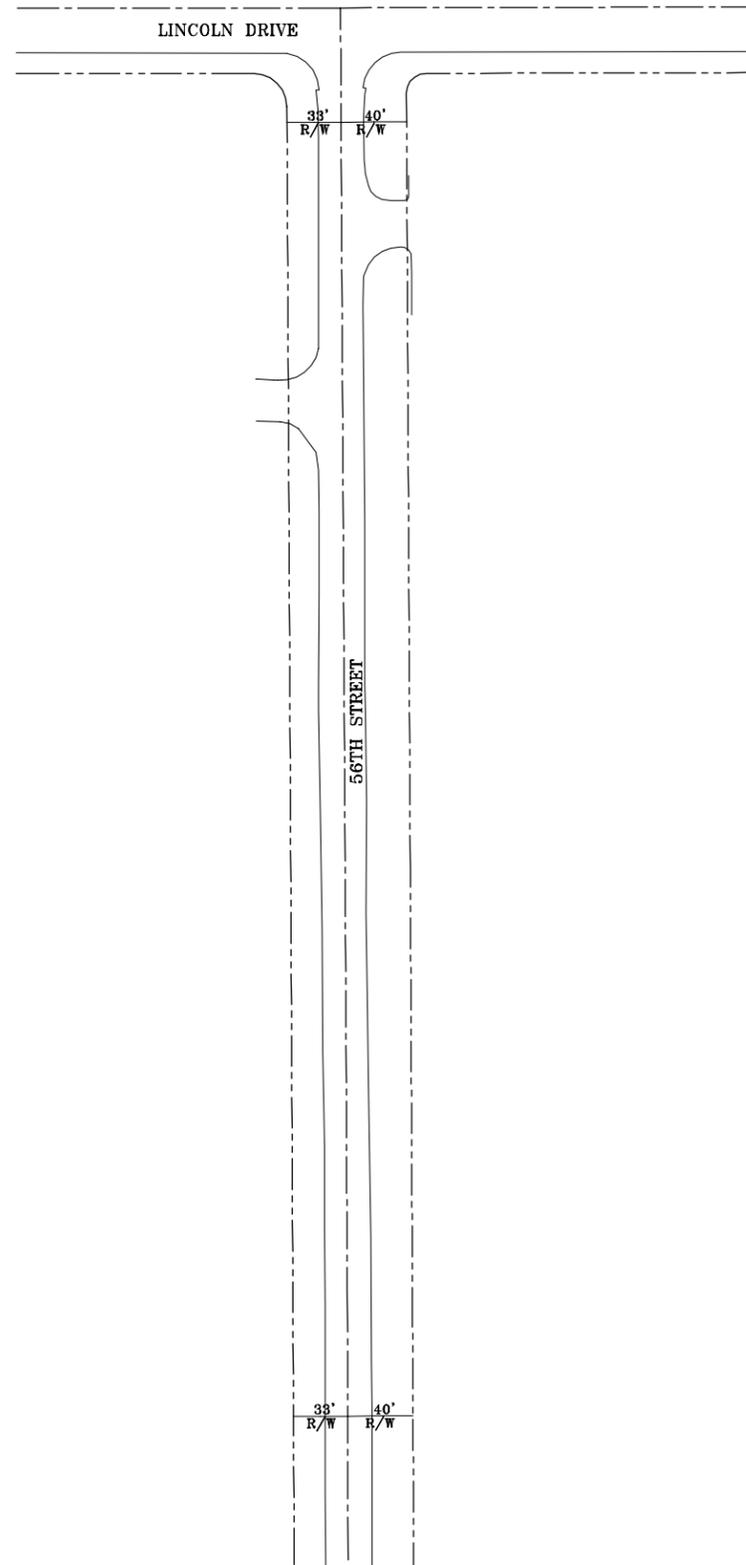
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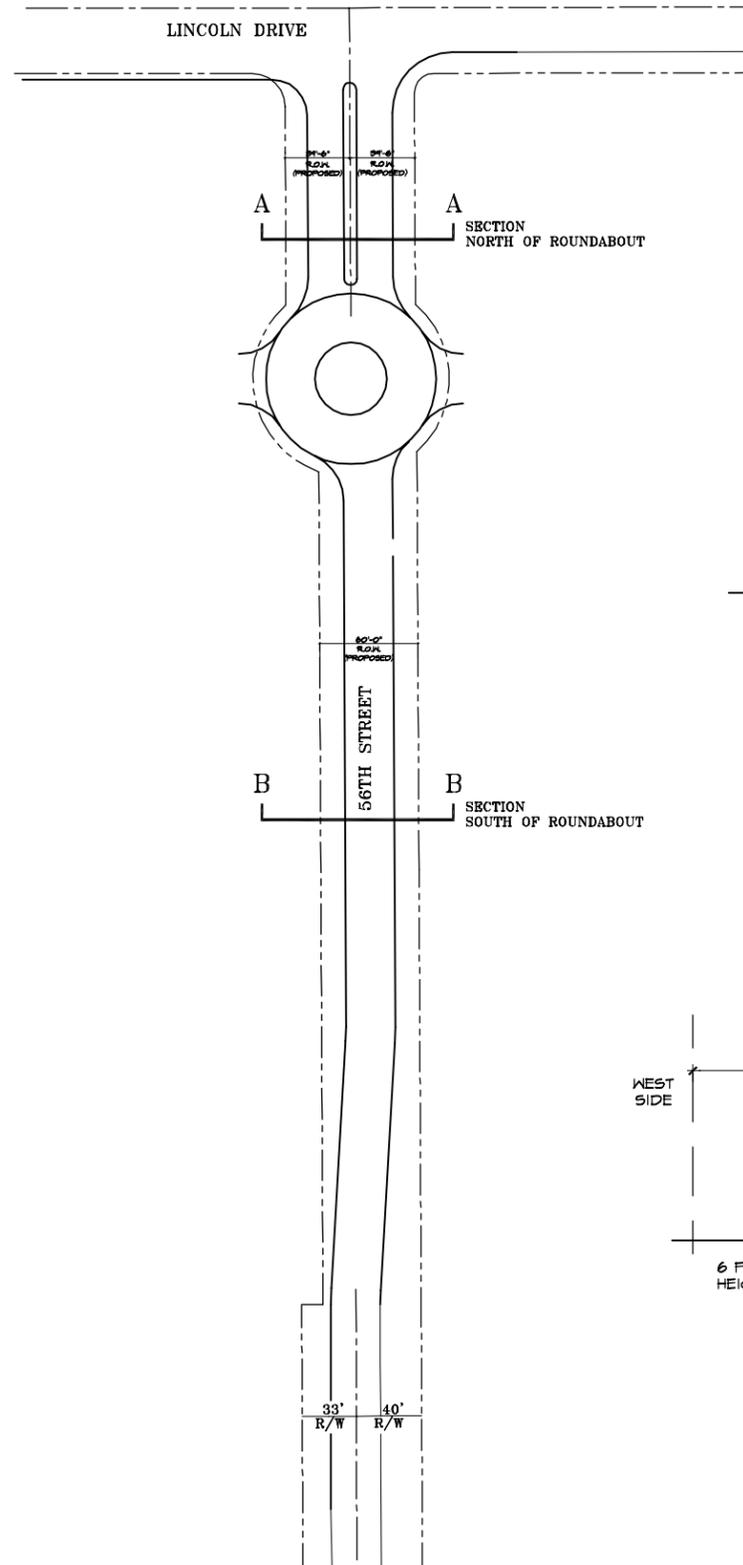
DEVELOPMENT ENVELOPE NOTES

Date: June 15, 2012	Project: 5124	Sheet: 5.1
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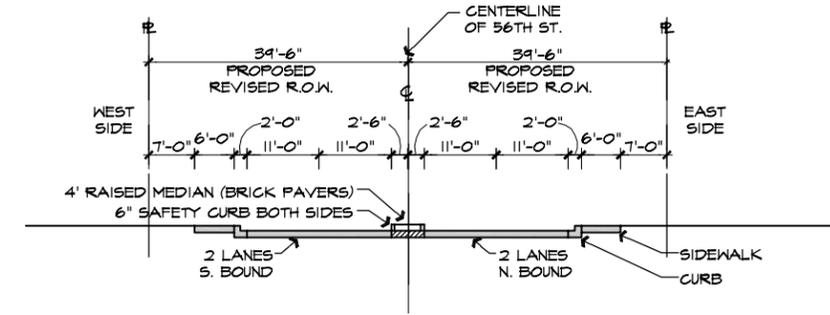




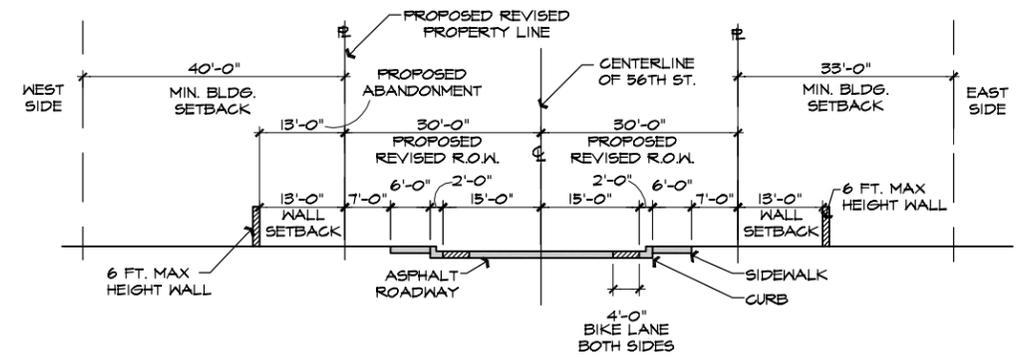
EXISTING 56TH STREET R.O.W.
SCALE: 1" = 40'



PROPOSED 56TH STREET R.O.W.
SCALE: 1" = 40'



A PROPOSED 56TH STREET CROSS SECTION
SCALE: 1" = 10' (NORTH OF ROUNDABOUT)



B PROPOSED 56TH STREET CROSS SECTION
SCALE: 1" = 10' (SOUTH OF ROUNDABOUT)

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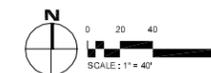
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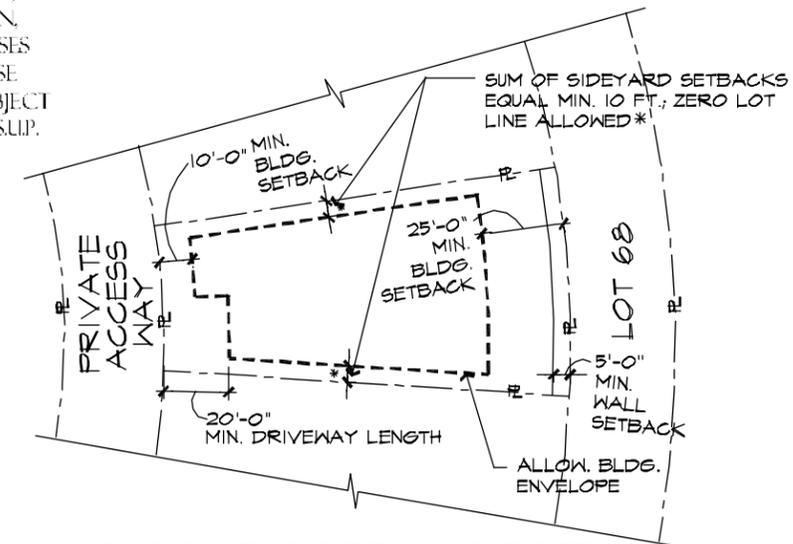
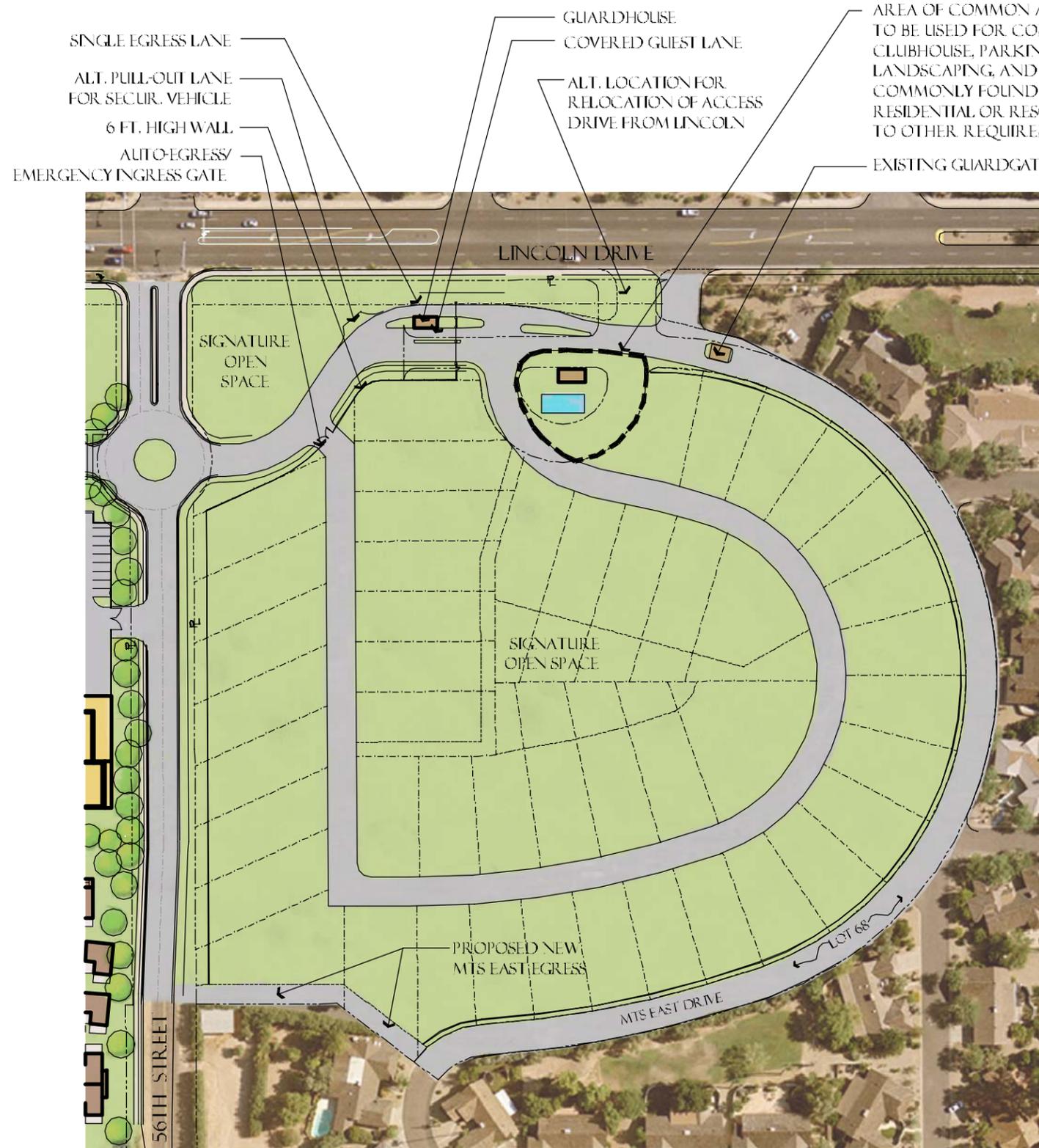
56TH STREET R.O.W. IMPROVEMENTS



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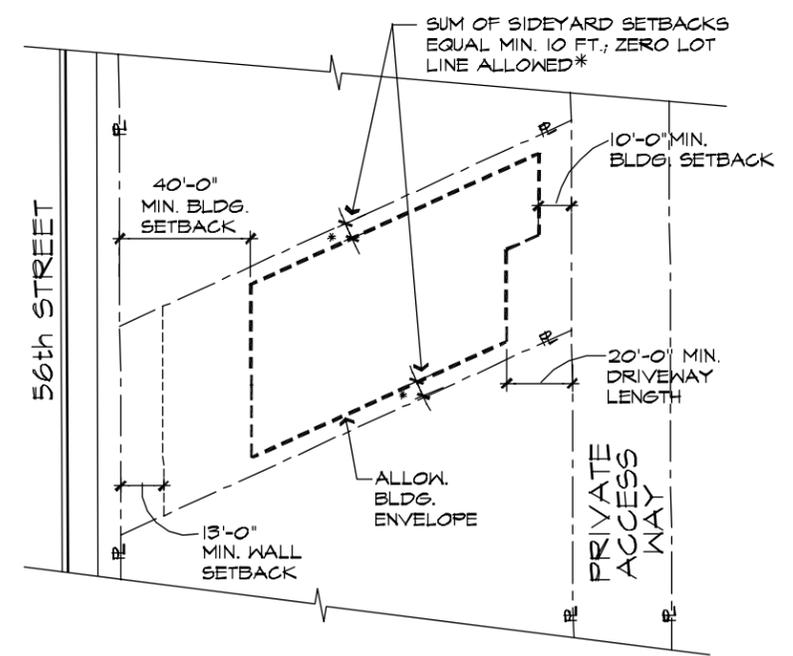
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- * MINIMUM BUILDING-TO-BUILDING SETBACKS AS MEASURED AT THE FOUNDATION SHALL BE AS FOLLOWS:
1. SINGLE STORY ≤ 16 FT TO SINGLE STORY ≤ 16 FT = 10 FT MIN. SEPARATION
 2. SINGLE STORY ≤ 16 FT TO TWO STORY = 14 FT MIN. SEPARATION
 3. TWO STORY TO TWO STORY = MIN. 20 FT SEPARATION
 4. ZERO LOT LINE ALLOWED.

1"=20'
**LOT DEVELOPMENT PLAN-
 ALONG LOT 68 PERIMETER**



1"=20'
**LOT DEVELOPMENT PLAN-
 ALONG 56TH ST**

**DEVELOPMENT CRITERIA
 EAST SIDE LOTS:**

1. MINIMUM SETBACKS AT PERIMETER OF EAST SIDE SHALL BE AS SHOWN ON THE PLAN
2. REAR YARD SETBACKS: 10 FT. TO 28 FT. HEIGHT, SUBJECT TO ITEM 1 ABOVE
3. FRONT YARD SETBACKS: 10 FT. TO BUILDING STRUCTURE, DRIVEWAY MUST BE 20 FT. MIN. LENGTH MEASURED FROM BACK OF CURB
4. CORNER LOTS: STREET FRONTAGES SHALL BE AS PER FRONT YARDS PER ITEM 3 ABOVE.
5. POOLS, ACCESSORY STRUCTURES NOT EXCEEDING 6 FT. IN HEIGHT SHALL BE ALLOWED IN SETBACKS, BUT BEHIND ALLOWED WALLS

WALLS:

1. ALONG LINCOLN: 8 FT. MAX. HEIGHT WALL WITH 2 FT. BERM (ON LINCOLN SIDE); SETBACK MIN. OF 25 FT.
2. ALONG 56TH ST. WEST SIDE FROM LINCOLN TO RESORT END POINT: 6 FT. MAX. HEIGHT WALL SET BACK MINIMUM OF 8 FT.
3. ALONG 56TH ST. EAST SIDE: 6 FT. MAX. HEIGHT WALL SET BACK MIN. OF 8 FT.
4. ALONG THE INTERIOR PERIMETER OF EAST SIDE LOTS ADJACENT TO LOT 68: 6 FT. MAX. HEIGHT WALL/ VIEW FENCE SET BACK MIN. OF 3 FT. FROM INTERIOR LOT 68 PROFILE LINE.
5. COMMON WALLS WILL BE ALLOWED ON INTERIOR LOTS TO A MAXIMUM HEIGHT OF 6 FT.

**FENCE WALL SETBACKS
 FOR NEW EAST SIDE LOTS:**

- FRONT YARD: 10 FT. EXCEPT WALLS 3 FT. HIGH OR LESS SHALL BE ALLOWED WITH A 0 FT SETBACK
- SIDE/REAR: 0 FT
- SIDE/REAR WITH FRONTAGE: 5 FT. ADJACENT TO LOT 68 ONLY; 0 FT. OTHERWISE

AVERAGE LOT AREA:
 7500 SF

AVERAGE MINIMUM LOT WIDTH MEASURED AT THE MID-POINT OF LOTS:
 60 FT



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	Revised June 15, 2012				
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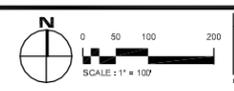
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OVERALL CONCEPTUAL SITE PLAN



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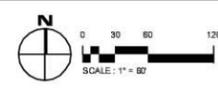
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ENLARGED CONCEPTUAL SITE PLAN



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	Revised June 15, 2012		
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PROPOSED REVISED DEVELOPMENT ENVELOPE LINE (SHOWN IN BLUE) 6-15-12

DEVELOPMENT ENVELOPE LINE (SHOWN IN ORANGE) 6-05-12

DEVELOPMENT ENVELOPE LINE (SHOWN IN RED) 5-15-12

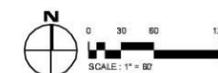
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"DEVELOPMENT LINE HISTORY" PLAN

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CARD of the COURSE

HOLE	BACK	FRONT	PAR
1	105	85	3
2	140	105	3
3	135	100	3
4	185	135	3
5	80	60	3
6	110	90	3
7	85	75	3
8	170	140	3
9	95	70	3
1105			27
10	100	80	3
11	140	90	3
12	80	70	3
13	135	100	3
14	70	60	3
15	165	145	3
16	120	110	3
17	90	75	3
18	100	80	3
1000			27
2105			54



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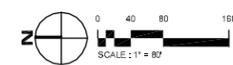
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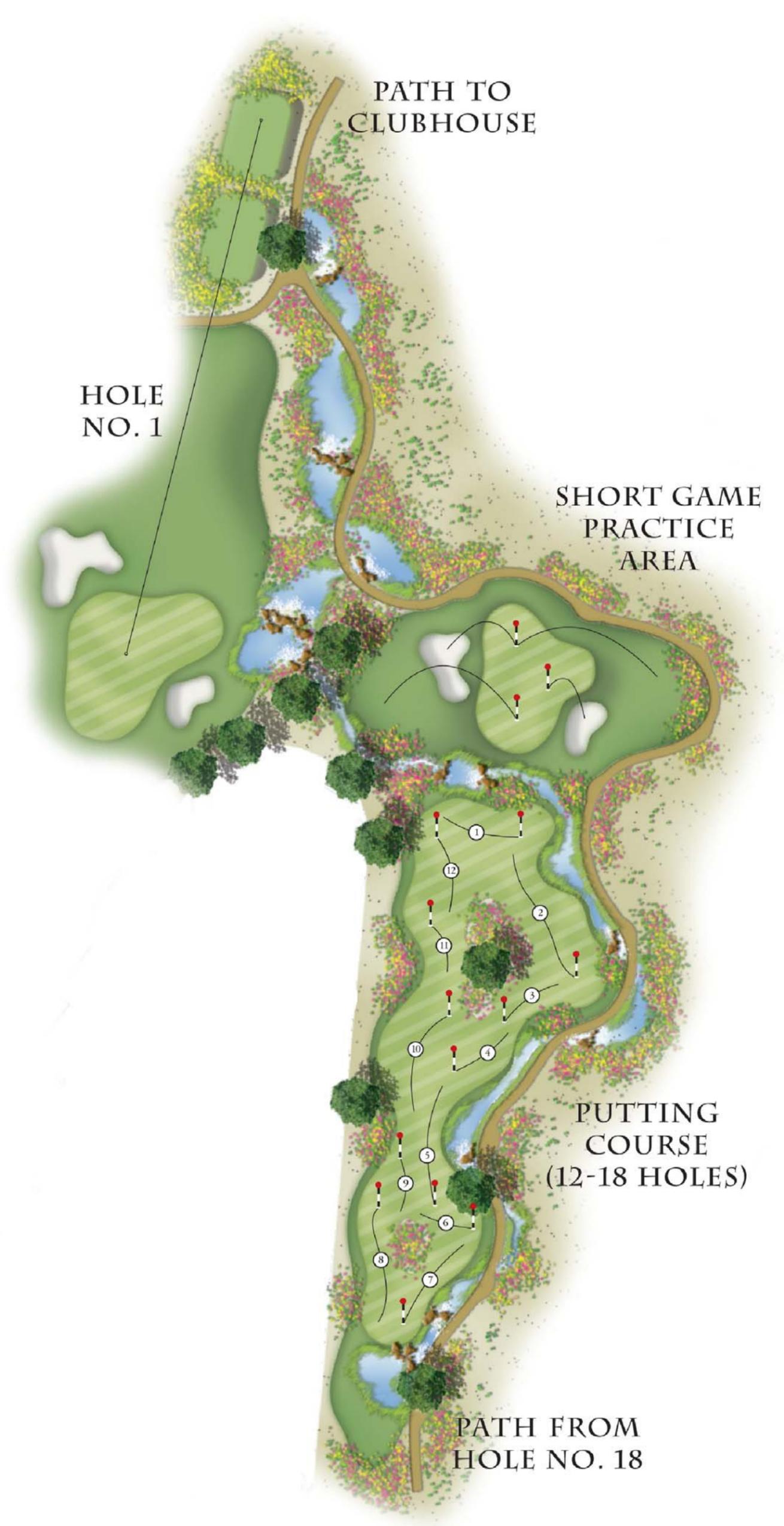


CONCEPTUAL GOLF COURSE IMPROVEMENTS PLAN



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PATH TO CLUBHOUSE

HOLE NO. 1

SHORT GAME PRACTICE AREA

PUTTING COURSE (12-18 HOLES)

PATH FROM HOLE NO. 18

MOUNTAIN SHADOWS

PRACTICE PARK CONCEPTUAL PLAN

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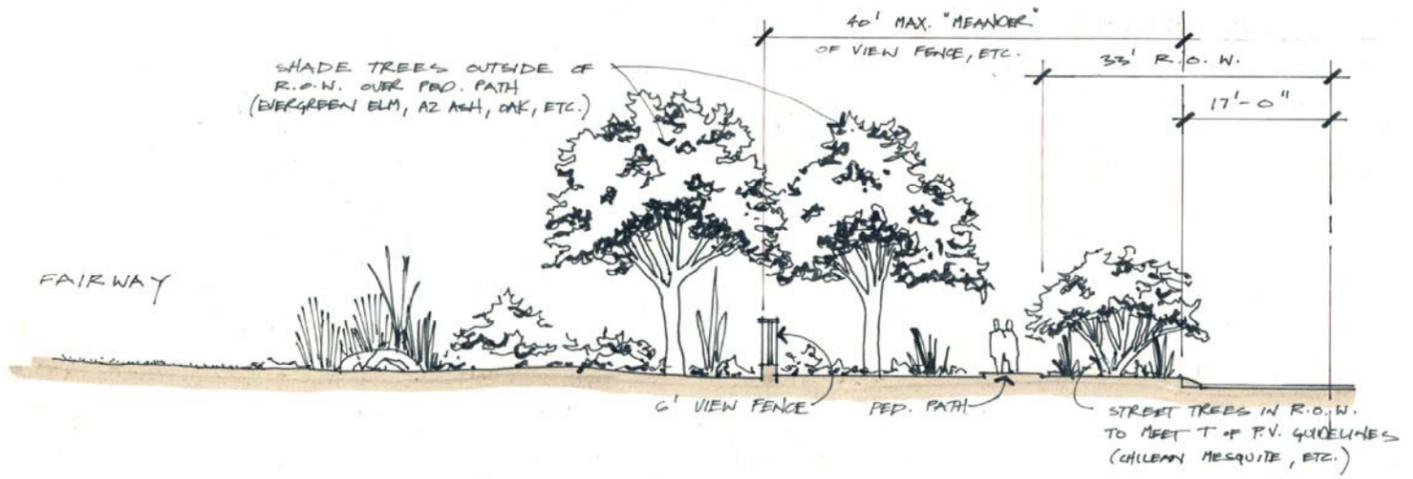
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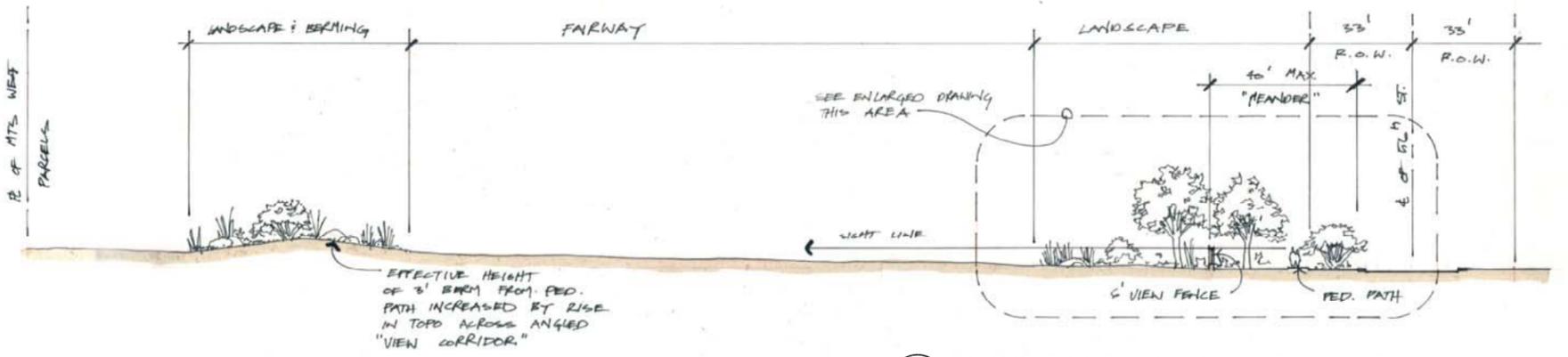
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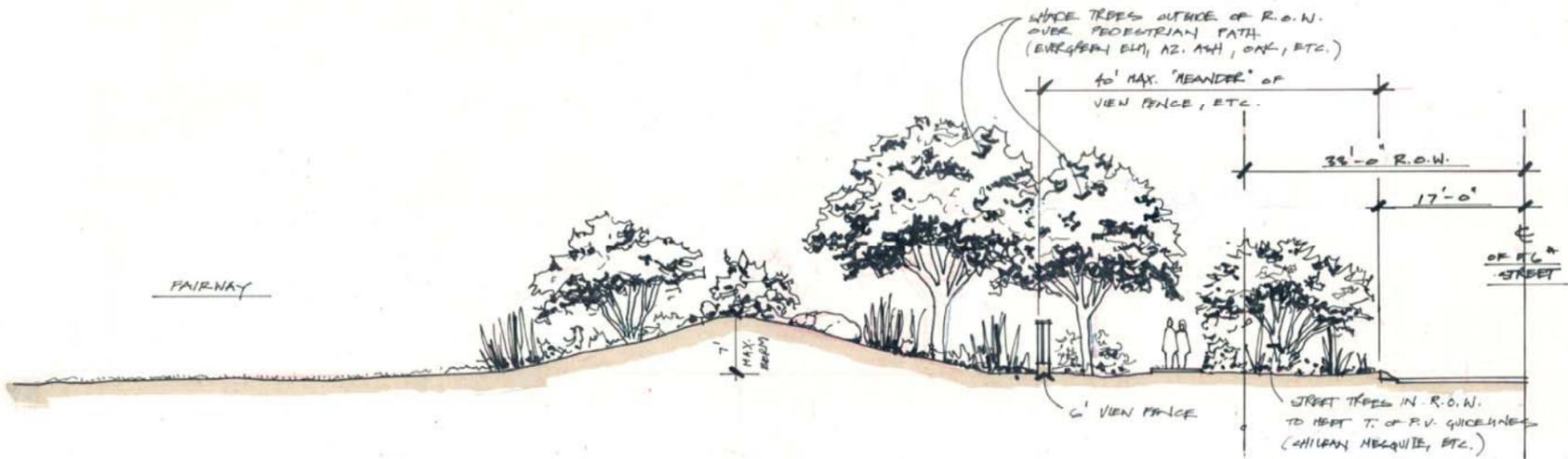
©2011 OZ Architects, Inc. All Rights Reserved. SUPPLEMENTAL PRACTICE PARK PLAN, 10.1 - 10.10.12



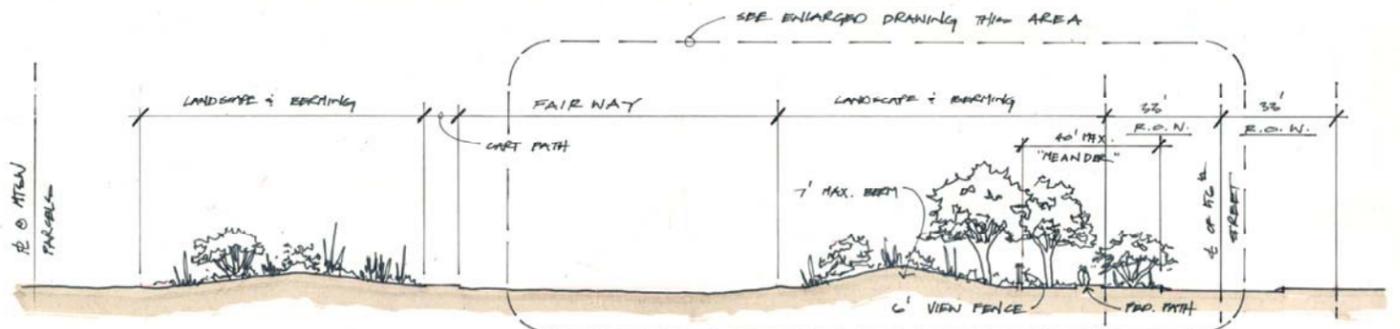
B ENLARGED GOLF COURSE CROSS SECTION 'B'
SCALE: 1/8" = 1'-0"



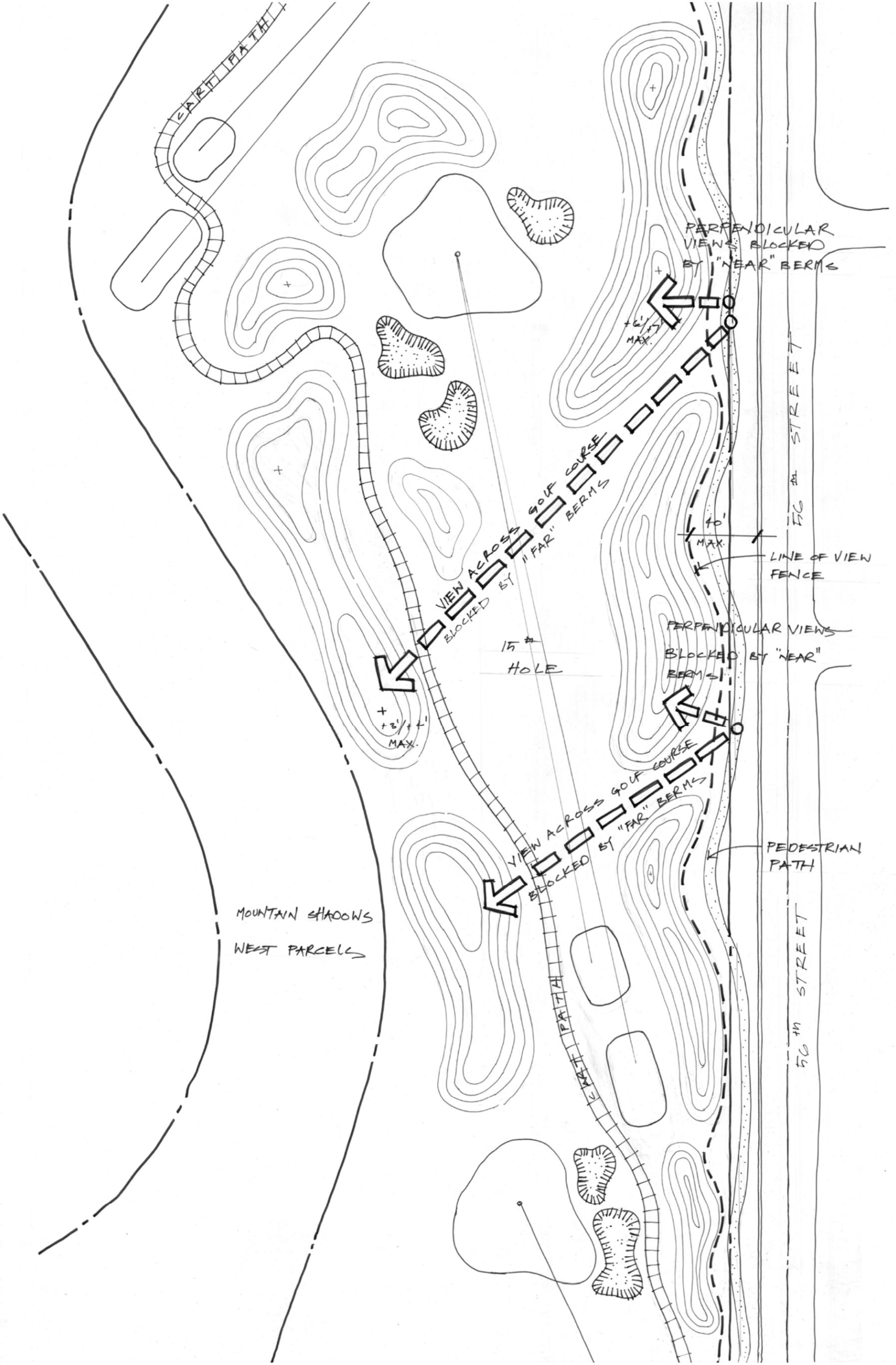
B PROPOSED GOLF COURSE CROSS SECTION
SCALE: 1" = 20'



A ENLARGED GOLF COURSE CROSS SECTION 'A'
SCALE: 1/8" = 1'-0"



A PROPOSED GOLF COURSE CROSS SECTION
SCALE: 1" = 20'

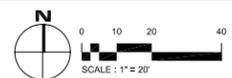


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WEST PARCELS

MOUNTAIN SHADOWS

CONCEPTUAL GOLF COURSE VIEW CORRIDOR GRADING

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CONCEPTUAL ELEVATION ENVISIONED ARCHITECTURAL STYLE



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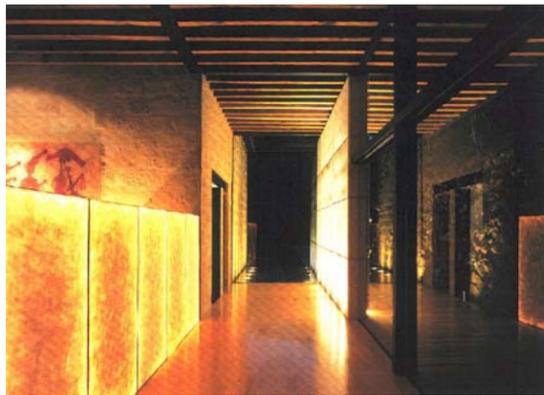
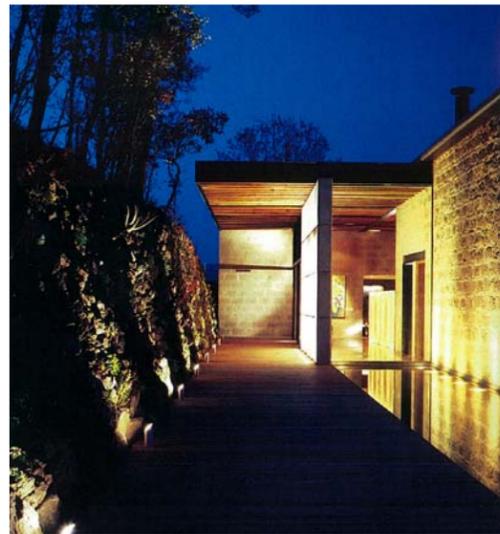
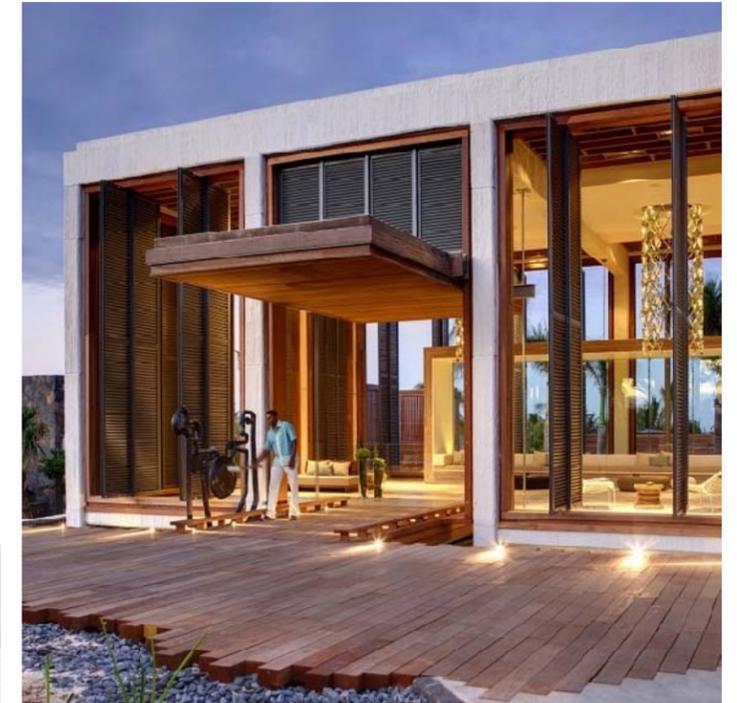

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CONCEPTUAL PERSPECTIVE
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CONCEPTUAL IMAGE PHOTOS ENVISIONED ARCHITECTURAL STYLE

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CONCEPTUAL IMAGE PHOTOS ENVISIONED ARCHITECTURAL STYLE

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