

**TOWN OF PARADISE VALLEY
PLANNING COMMISSION ACTION REPORT**

TO:	Chair and Planning Commission
BY:	George Burton, Planner Eva Cutro, Community Development Director
SUBJECT:	Special Use Permit Mountain Shadows Resort (SUP-12-5) 5525 E. Lincoln Drive and 5641 E. Lincoln Drive
DATE:	September 18, 2012

RECOMMENDATION:

Recommendation for Continuation

It is recommended that the Planning Commission review the application and take public comment on a Special Use Permit request for the redevelopment of the Mountain Shadows Resort. The request includes, but is not limited to: 1) demolition of the existing resort facilities; 2) construction of resort hotel, resort residential, resort retail, golf facilities, open space and circulation, and golf course area improvements; 3) development standards, 4) landscaping, signage, and ingress/egress improvements; and 5) street and infrastructure improvements.

Once public comment is taken it is recommended the public hearing be continued to September 24, 2012 to allow for further evaluation of the application and the special use permit stipulations.

Recommendation for Approval

It is recommended that the Planning Commission forward to the Town Council approval of Ordinance # 653, approving the proposed Mountain Shadows SUP request. The request includes, but is not limited to: 1) demolition of the existing resort facilities; 2) construction of resort hotel, resort residential, resort retail, golf facilities, open space and circulation, and golf course area improvements; 3) development standards, 4) landscaping, signage, and ingress/egress improvements; and 5) street and infrastructure improvements.

Recommendation for Denial

It is recommended that the Planning Commission forward to the Town Council denial of Ordinance # 653, the proposed Mountain Shadows SUP request.

BACKGROUND

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 SUP review process.

Request:

The application for the Mountain Shadows SUP includes a mix of resort, residential, and golf course uses. The east side of 56th Street will be residentially subdivided (46 lots are currently proposed although fewer lots are stipulated). The west side may contain a resort hotel (100 key minimum), resort residential units, resort retail, and golf facilities. The golf course will be modified with the relocation of several holes and the reconfiguration of the practice area.

The request also includes a plan for the realignment of 56th Street. The concept includes improvements such as bike lanes, pedestrian paths, and medians, a meandering alignment, hardscaping and landscaping.

DEVELOPMENT ENVELOPES AND 56TH STREET

The Town has focused on developing a Special Use Permit which provides zoning to the Mountain Shadows Resort property for resort, residential and golf uses. This has been done without requiring the applicant to submit detailed plans for the property. Instead, they provided concept sketches which reflect the density and uses anticipated in their application. The site has been divided into five development envelopes: the golf course, the resort, an abutting retail area, the residential area east of 56th Street, and an open space area. As this is a resort SUP, the predominant use of the property shall be resort, and the residential must be tied into the resort. The golf course is considered a resort use and that, with the resort hotel, shall be the focus of the development. The newly created development envelopes will include the following:

Golf Course Development Envelope (Land Use Area A)

This envelope would contain the area identified by the applicant on Sheet 10 of their submittal packet and contains 32.92 acres. The only structures which could be built in this envelope are restrooms and a maintenance facility. They are not to exceed 8,000 square feet (combined) and are located along the south and west edge of the envelope.

Resort Area Development Envelope (Land Use Area B)

This envelope would encompass all of the property west of 56th Street, except for the golf course and retail development envelope, and contains approximately 20.11 acres. Development within this envelope would comply with the Town's Open Space Criteria and Resort Guidelines (the Development Envelope Plan) and the Tall Structure Plan. The development of the property will include a resort with at least 100 keys; and a mix of resort residential will also be permitted. The development envelope may accommodate up to 400,000 square feet of development (floor area) total. Of the 400,000 square feet total, the 100 key resort component (including clubhouse, lobby, and other support uses) shall be at least 120,000 square feet. The resort portion may be 36 feet high and the residential portion up to 28 feet high.

Retail Area Development Envelope (Land Use Area C)

This envelope is located on the west side of 56th Street, abutting 56th Street and Lincoln and contains 2.31 acres. No more than 10,000 square feet of retail may be built on this envelope. The minimum setback shall be 40' for a 16' tall structure (as per the Open Space Criteria). Should additional height beyond the 16' limit be necessary, additional setback shall be required to meet the Open Space Criteria. The maximum allowable height shall not exceed 20'.

East Side Open Space Development Envelope (Land Use Area D)

This envelope contains .79 acre parcel of land east of 56th Street, bordering Lincoln Drive. This land will remain in open space and cannot be developed.

56th Street

The Statement of Direction tasked the Planning Commission with a study of alternatives for 56th Street. The idea was to create an iconic, visually significant corridor. To this end the Town hired a consultant, Wood-Patel to create concepts for redevelopment. The Planning Commission considered three alternatives and then requested a fourth alternative that is a hybrid of the previous alternatives. This concept, Alternative D, includes roundabouts, bike lanes, pedestrian paths, medians, a meandering alignment, hardscaping and landscaping

PLANNING COMMISSION DISCUSSION

The Planning Commission discussed the proposed application at the June 29, 2012, July 31, 2012, August 7, 2012, August 14, 2012, and September 11, 2012 work study sessions. The August 14, 2012 meeting was also a public hearing. A joint work session was held on August 29th for discussion between the Commission and Council.

The main concerns of the Planning Commission included the density of development in Area E. In response the Commission has created stipulations, similar to restrictions on R-10 subdivisions in the Town. The Commission has also crafted stipulations to assure connectivity on both sides of 56th Street and along McDonald Drive; restrictions on the proposed maintenance facility; limits on uses and hours of operation; construction related stipulations including adequate screening during construction; and concerns on phasing of development.



George Burton
Planner



Eva Cutro
Community Development Director

DOCUMENTATION ATTACHED

Ordinance # 653 - Redlined Special Use Permit Stipulations
June 28, 2012 Mountain Shadows Resort Statement of Direction
56th Street Design Concept
Development Envelopes
Resolution #1261

SUP-12-5
Mountain Shadows Resort
-Statement of Direction -
June 28, 2012

On May 15, 2012, the applicant 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 the applicant's submittal. The Town Council finds that the proposed resort concept specified in the documentation submitted by the applicant is acceptable and does not need further study by the Planning Commission unless specifically requested in this SOD.
3. THE TOWN COUNCIL FINDS THE FOLLOWING CONDITIONS ACCEPTABLE:
 - 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;

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- *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, courtyard areas (for any area west of 56th Street), and overhangs not over useable exterior spaces (as illustrated on sheet 2.1 of the applicant's packet). Any proposal beyond that shall require an amendment to the SUP:
- Covered Parking Structures with Solar Panels:
 - Any parking structure/parking garage that is more than six feet above ground shall be included in the floor area ratio calculation;
- Courtyard Areas:
 - Any residential courtyard areas (as defined in Article XXIV of the Town Zoning Ordinance) in Area E (east of 56th street) shall be included in the floor area ratio. However, courtyard areas (for any area west of 56th Street) shall be excluded from the floor area ratio calculation;
- *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). Individual lots within the overall 68.48 acres shall not be limited by the 25% floor area ratio as to that particular lot;
- *Developable Area* shall be defined as areas A, B, C, E, F, and G (as shown on Sheet 2 of applicant's submittal) Area D may be improved in accordance with note 4 on Sheet 5.1;

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:

- 36' Height and Third Story Elements
 - The Planning Commission shall review any proposed third story buildings or structures exceeding 28 feet in height ("Tall Structures"). The Commission shall encourage large setbacks from Lincoln Drive at least 120 feet net of the Lincoln Drive roadway easement areas (and 56th Street) and the establishment of appropriate view corridors for Tall Structures.

Applicant shall prepare a site plan showing the locations of Tall Structures which shall be presented to the Commission during its review of the SUP application. Any site plan for the Tall Structures that is adopted in conjunction with the SUP shall limit the locations for all Tall Structures on the site. Any change in the location of a Tall Structures after the effective date of the SUP shall be subject to review and approval by the Commission at a duly noticed public meeting; said review and approval by the Planning Commission to be at the complete discretion of the Commission;

- Open Space Criteria – South Part of Area C
 - The Open Space Criteria shall be measured at the north side of Mountain Shadows West (MTS) Drive;
- Open Space Criteria – West side of 56th Street
 - All buildings shall comply with the Open Space Criteria and shall maintain a minimum setback of 40 feet;
- No new two-story element shall be closer than 50' to an existing one-story residence existing at the date the SUP is granted (measured between exterior walls) ;
- The maximum height and number of stories shall comply with sheet 5 and with the following:
 - Areas A, B, and C – Maximum 3 story up to 36 feet tall, except for a maximum 2 story up to 28 feet tall (for structures with private 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 and 36 foot height square footage shall not exceed 120,000 square feet;
- 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 applicant'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 Original Natural Grade or un-restored or existing grade, whichever is lower immediately adjacent to such building. (see note 3 of Sheet 4);
- Mechanical equipment and mechanical equipment screens shall be included in the total height of any structure they are attached to;

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C. Minimum setbacks:

- **Lincoln Drive Exception:**
 - A total of 150 lineal feet of building frontage for retail uses located on the west side of 56th Street adjoining Lincoln Drive, may be allowed at a minimum setback of 40 feet from the property line;
 - The guard house east of 56th Street adjoining Lincoln Drive may be allowed at a minimum setback of 25 feet from the property line but it will be sent to the Planning Commission for neighborhood input. The Planning Commission may modify and establish the development standards based upon public input, the need for a mail drop, and guard house design;

- **Maintenance Facility**
 - The Town Council accepts the development standards for the maintenance facility but will send to the Planning Commission for neighborhood input. The Planning Commission may modify and establish the development standards based upon public input;

- **Common Use Pools**
 - The Town Council accepts the development standards the common use pools but will send to the Planning Commission for neighborhood input. The Planning Commission may modify and establish the development standards based upon public input;

- **Area D – Accessory Structures**
 - Existing structures may be reconstructed in their current locations. The Town Council accepts the general location and height of the clubhouse but will send to the Planning Commission for neighborhood input. Any additional new structures within the 60 foot setback or above 16 feet height shall require an amendment to the Special Use Permit;

- **West Side Perimeter Walls & Fences**
 - The Planning Commission shall review the perimeter fence walls adjoining Lincoln Drive. The Planning Commission shall examine straight and meandering walls, however, the Town Councils accepts that a meandering wall may encroach into the right-of-way easement;

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- The Planning Commission and Consultant shall review and establish development standards for any perimeter fence walls along 56th Street;
 - The perimeter fence walls along McDonald Drive shall comply with the development standards outlined on Sheet 5.1 of the applicant submittal. The fence may have a 0 foot setback with no infringement on the golf course;
- 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 to be located in Area A, Area B, or both (see Sheet 2);
 - Rental of resort residential units (as shown in Areas "A, B & C") shall be addressed in the Development Agreement;
- E. Golf course and practice range:
- The area of the golf course as shown on Sheet 10 is acceptable;
 - Detailed plans regarding the improvements shall be submitted for Town Manager review and approval;
- 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/parking garage is more than six feet above ground, it shall be included in the floor area ratio calculation;
- 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 applicant'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 in conformance with Sheet 7 shall be submitted by the applicant, 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 locations/layout. Development standards for the resort residential Area E shall include, but are not limited to:

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- Allowed uses – single family residential and uses incidental or accessory thereto (such as barbecues, fences, fireplaces, pools, spas, etc.);
- Maximum of 46 lots;
- Lot size –A mean average lot size of at least 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 – 5' (zero lot lines allowed).
 - Side yard with frontage - 10',
 - Rear yard - 20';
 - Heights
 - 24' maximum height;
 - Maximum number of stories – mix of one and two stories. The two lots at the southwest corner of the site, plus a minimum of three other perimeter lots shall contain one-story homes;
 - Residence size - Minimum Floor Area – 2000 square feet square;
- Area E - 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, 5' side yard (10' side yard with frontage), 7' rear yard (10' rear yard with frontage);
- Area E/East Side - Fences and Walls:
 - The Planning Commission shall review and establish development standards for perimeter fence walls along 56th Street
 - Interior fence walls shall not exceed a height of 6' and shall maintain a setback of:
 - 10' front yard,
 - 0' on side/rear yards,
 - 10' on side/rear yards adjoining a public right-of-way,
 - 5' on side/rear yards adjoining Lot 68,
 - 0' on side/rear yards adjoining all other rights of way;

- Three (3') tall Interior Fence Walls:
 - 10' front yard,
 - 0' on side/rear yards,
 - 10' on side/rear yards adjoining a public right-of-way,
 - 5' on side/rear yards adjoining Lot 68,
 - 0' on side/rear yards adjoining all other rights of way;
- Fences adjoining Lot 68 shall not exceed a height of 6' and shall maintain a setback of:
 - 10' front yard,
 - 5' on side yard,
 - 5' on rear yard;

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 while maintaining current privacy of neighbors and a cross section with a typical landscape treatment shall be reviewed;
- Lincoln Drive – Dedication of Right-of-Way easements
 - The right-of-way easements shall remain. The Town will not require dedication of these easements via this SUP application request. The applicant shall identify setback from both the property line and edge of right-of-way easement.
- Cross Section of 56th Street
 - The Planning Commission and Consultant shall develop a cross section of 56th Street, which includes, but is not limited to, streetscape design and development standards
- There shall be discussion on the Lincoln Drive streetscape, including possible removal of all or part of the existing oleanders;

- Monument signs – placement and size parameters of monument signs shall be established;
- B. View Corridors shall be subject to the following:
- Reviewed in conjunction with the private consultant;
 - Compliance with the General Plan;
 - Compliance with the Open Space Criteria and determine where the open space criteria is measured;
 - Perimeter landscaping design/standards;
 - The removal of all or parts of the oleanders adjoining Lincoln Drive, 56th Street and McDonald Drive; however, privacy of residents must be maintained and proposed berming shall be explored
 - Where all or part of oleander hedge is removed, the Planning Commission shall make a recommendation of alternate screening;
- C. 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 in conflict with this SOD;
- D. Excesses from the SUP Guidelines
- Except with respect to those items set forth on Sheets 2, 2.1, 3, 4, 5, 5.1, 7, and 10 and otherwise set forth in this SOD the Planning Commission shall address any improvements/uses that exceed the SUP Guidelines such as additional heights or deviations from setbacks and the applicant must provide a rationale for the deviation from these standards;
- E. The Planning Commission shall not address any development agreement issues such as financing and phasing of construction;

Per Section 2-5-2.D.1 of the Town Code, the Planning Commission shall complete its review and hearing process in 90 days (the 90th day being September 25, 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

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), the applicant shall provide to the Town for each phase of development proposed:

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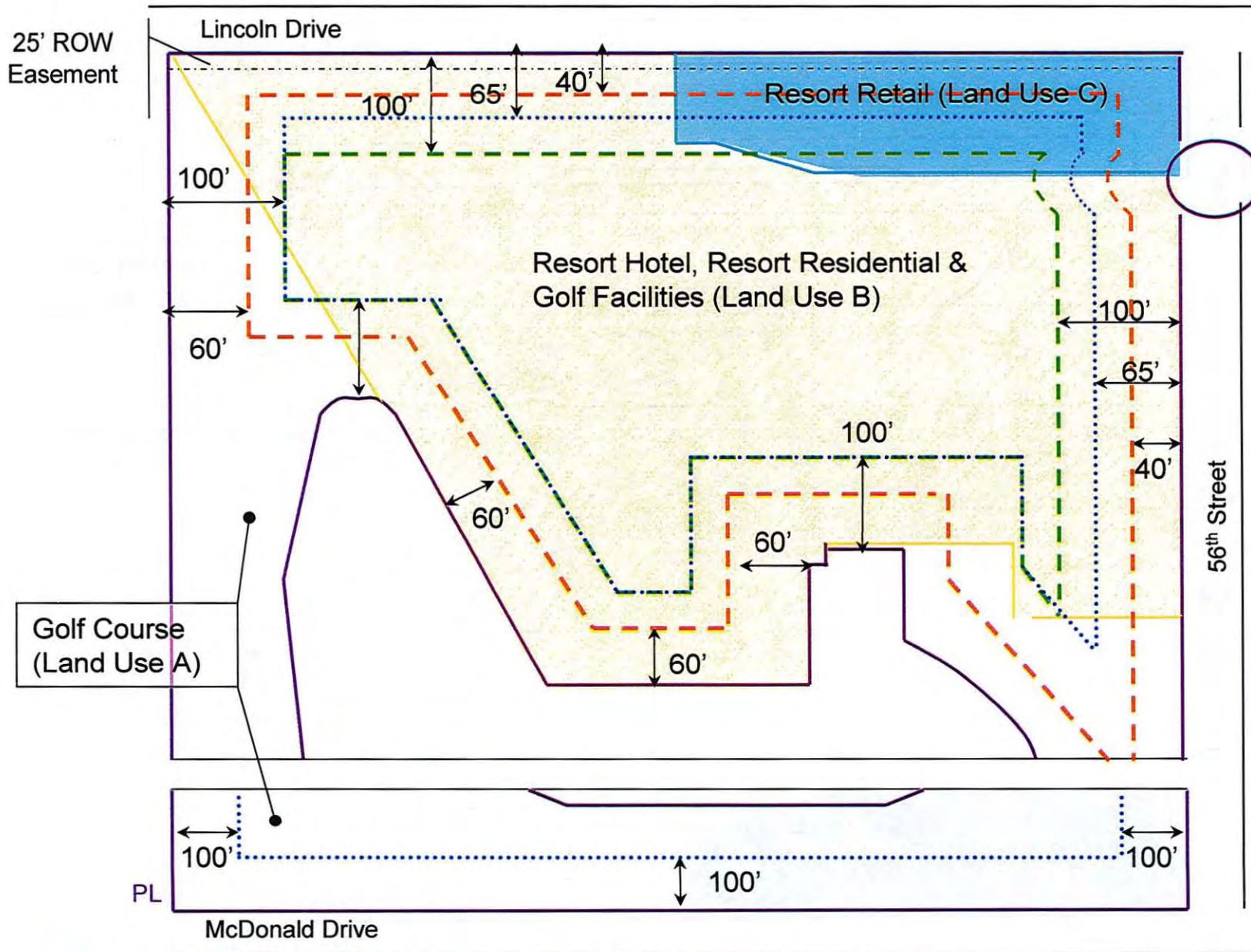
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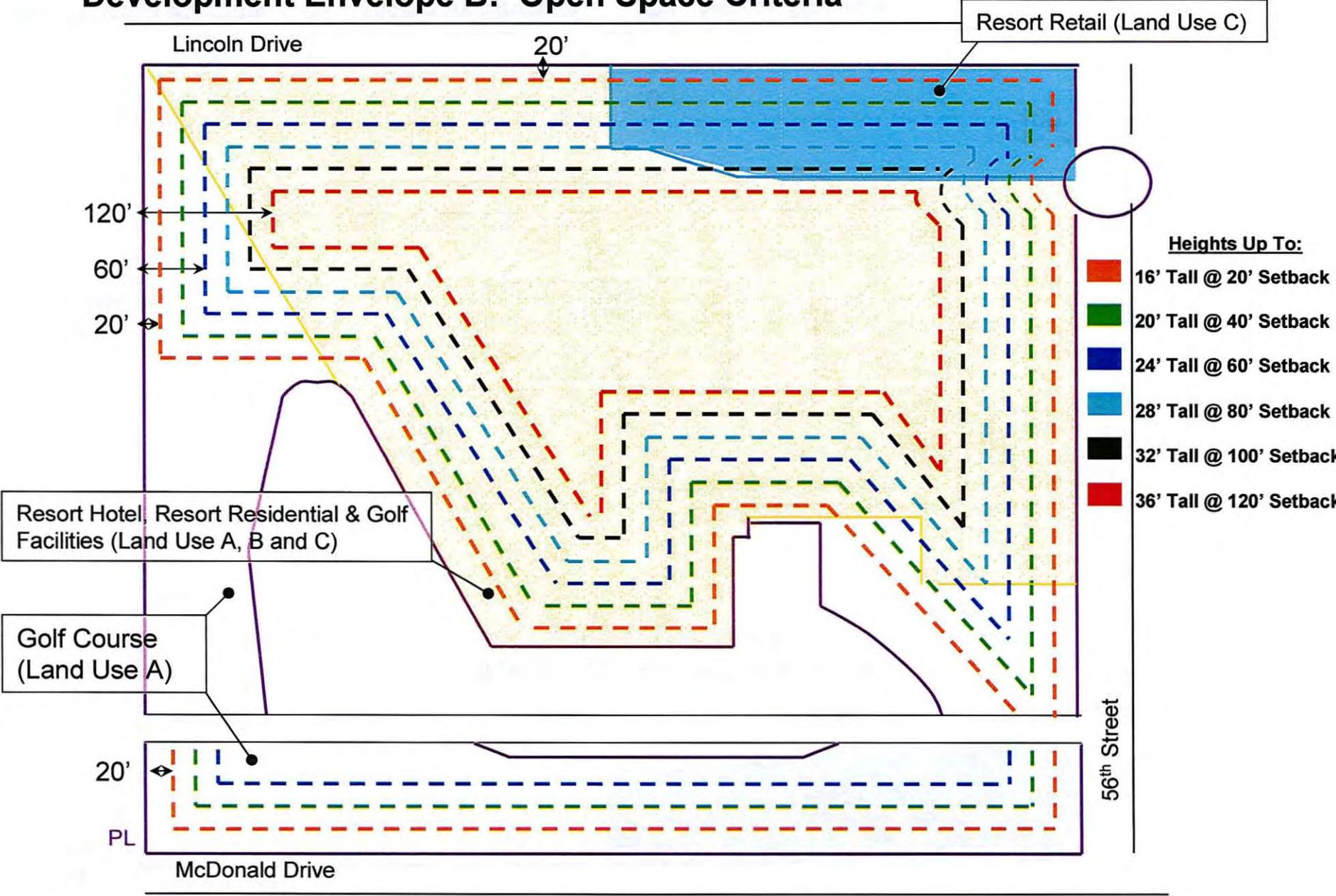
- Additional submittals such as lighting, interior landscaping, circulation, parking, and interior signage plans to be approved by the Town Manager or his designee;
- A construction/demolition schedule and/or phasing timeline shall be provided. The demolition of existing structures shall commence within 90 days of SUP approval and be completed 180 days thereafter. The demolition schedule shall also address the necessary site stabilization to be utilized after demolition and before construction. All other phasing will be addressed in the Development Agreement;
- Review and approval of items to be reviewed by the Town Manager are not part of the Planning Commission review.

Development Envelope A: Setbacks



- Principal Structure
- Accessory Structure
- Service Structure

Development Envelope B: Open Space Criteria



RESOLUTION NUMBER 1261

A RESOLUTION OF THE TOWN COUNCIL OF THE TOWN OF PARADISE VALLEY, ARIZONA, PROVIDING FOR FINAL REVIEW AND CLARIFICATION OF THE STATEMENT OF DIRECTION FOR THE MOUNTAIN SHADOWS SPECIAL USE PERMIT APPLICATION

WHEREAS, it is the intent of the Town Council (Council) of the Town of Paradise Valley (Town) to adopt a special use permit (SUP) for the Mountain Shadows Resort (MS Resort) that emphasizes flexibility for the owner of said property; and

WHEREAS, the Council intends to approve a SUP for the MS Resort based on the use of concepts and development envelopes rather than relying on a discrete site plan; and

WHEREAS, the Council believed that the adoption of a SUP with flexibility for the owner could best be accomplished through the use of development envelopes and the implementation of the standards set out in the statement of direction for the MS Resort that was approved by the Council on June 28, 2012 (the "SOD"); and

WHEREAS, the Council now believes that the use of five development envelopes along with a set of appropriate stipulations, as utilized in the original SUP application submitted by the owner of MS Resort and as provided for in the SOD and a new development agreement, is the preferred approach to achieve an approvable SUP; and

WHEREAS, through the SOD, the Paradise Valley Planning Commission (Commission) was asked to review the SUP application; and

WHEREAS, in the SOD the Commission was specifically asked to review the following items:

1. Tall structure plan.
2. 56th Street alignment and improvement plans.
3. Location of the maintenance facility for the golf course.
4. Common use pools.
5. Perimeter walls and fences.
6. Temporary golf cart storage area plan.
7. Preliminary plat for the residential area east of 56th Street (but not requiring the preliminary plat to be finalized).
8. Lincoln Drive streetscape, including removal of oleanders.
9. Monument signs.
10. Alternate screening if oleander hedges are removed anywhere on the perimeter of the property.

WHEREAS, the Council anticipates that the development envelope plans, the stipulations to be adopted with the ordinance approving the SUP, and a new development agreement that governs certain aspects of the development of the property shall be part of the approval of a SUP for the MS Resort; and

WHEREAS, the Council has received input from the Commission on their concerns and comments on the SUP application and the terms of the SOD (as specified at the Commission's August 14, 2012 meeting); and

WHEREAS, the Council believes that a modified development envelope plan (which is based on the Town's adopted SUP Guidelines for Resort/Mixed Use SUP

properties, including the open space criteria specified in Section 3 of the SUP Guidelines, except for possible modifications that may be made by the Council based on input from the applicant) responds to the Commission's feedback and concerns raised by the public regarding the total density of development for the MS Resort, having the approved density broken out by each development area, the total number of required resort rooms, and the specific setbacks to be adopted along with buffering the perimeter along Lincoln Drive and 56th Street; and

WHEREAS, the Council has also considered the Commission's concerns and comments regarding its preference for: R-10 zoning standards for the resort estates preliminary plat on the east side of 56th street; the desire to have future parking plans submitted to the Commission for approval; and the allotment of additional time for the Commission to complete its SUP review and recommendation; and

WHEREAS, the Council does not find that the SOD should be modified to address the parking or time concerns except to clarify that the final date for Commission review and recommendation should be September 28, 2012; and

WHEREAS, the Council has heard and discussed the Commission's concerns regarding the standards for the resort estates preliminary plat on the east side of 56th Street, but finds that this matter should be addressed by the Council in its review of the SUP application;

WHEREAS, the Council addresses the Commission to not finalize their review of the preliminary plat application until after the Commission's recommendation on the SUP has been forwarded to Council and the Council has further addressed the standards

for the resort estates. The plat shall address vehicular gates, guard gates, circulation, and lot locations/layouts;

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

Section 1. The Council accepts the five development envelope approach, whereby separate but flexible development areas are specified for each type of use of the MS Resort, with said development standards to be based on the Town's adopted SUP Guidelines for setbacks, heights, and Open Space Criteria as specified in Section 3 and Section 4 of the SUP Guidelines (except for possible modifications that may be made by the Council based on input from the applicant), and which requires that page 5 of the SUP application be modified and page 5.1 of the SUP application be removed, along with the following limits of maximum square footage of developable floor area for each development envelope:

Area "A" - Golf Course – 8,000 sq.ft*. (includes maint. facility and restrooms)

Area "B" - Resort Hotel, Residential and Golf Facilities – 400,000 sq.ft.*, of which at least 120,000 sq.ft.* shall be dedicated to the resort component.

Area "C" - Resort Retail – 10,000 sq.ft.*

Area "D" - Open Space – No Floor Area allowed (non-developable land)

Area "E" - Resort Estates – To be determined by the Council later
* except as may be modified by the Council based on input from the applicant

Section 2. The Council reaffirms the Commission's scope of review for the SUP application to be consistent with that in the original SOD, said areas of review to include

completion of a set of recommended stipulations/conditions of approval and the following items:

1. Tall structure plan
2. 56th Street alignment and improvement plans
3. Location of the maintenance facility for the golf course
4. Common use pools
5. Perimeter walls and fences
6. Temporary golf cart storage area plan
7. Preliminary plat for the residential area east of 56th Street (but not requiring the preliminary plat to be finalized)
8. Lincoln Drive streetscape, including removal of oleanders
9. Monument signs
10. Alternate screening if oleanders hedges are removed anywhere on the perimeter of the property

Section 3. The Council clarifies its intent that the Commission shall complete its review of the SUP application and make a recommendation to the Council by September 28, 2012.

ADOPTED by the Town Council of the Town of Paradise Valley this 29th day of August, 2012.

ATTEST:

TOWN OF PARADISE VALLEY
a municipal corporation

Duncan Miller, Town Clerk

Scott P. LeMarr, Mayor

APPROVED AS TO FORM:

Andrew M. Miller
Town Attorney

ORDINANCE NUMBER 653

AN ORDINANCE OF THE TOWN OF PARADISE VALLEY, ARIZONA, AMENDING THE ZONING ORDINANCE AND AMENDING THE ZONING MAP TO PROVIDE FOR THE ISSUANCE OF A SPECIAL USE PERMIT FOR PROPERTY ZONED SUP DISTRICT (RESORT) AND THE REZONING FROM R43 TO SUP DISTRICT (RESORT) TO ALLOW FOR A RESORT HOTEL WITH INTEGRATED DWELLING UNITS (MOUNTAIN SHADOWS RESORT, PARADISE VALLEY) FOR THE PROPERTY LOCATED AT 5525 EAST LINCOLN DRIVE AND 5641 EAST LINCOLN DRIVE, GENERALLY BORDERED BY LINCOLN DRIVE TO THE NORTH, 56TH STREET TO THE EAST AND WEST, AND MC DONALD DRIVE TO THE SOUTH, WITH THE PROPOSED SUP DISTRICT (RESORT) TO INCLUDE A RESORT COMMUNITY, INCLUDING: A RESORT HOTEL WITH 100 MINIMUM KEYS, SPA, RESTAURANTS, AND MEETING SPACE; RESORT RESIDENTIAL; 46 DETACHED RESIDENTIAL ESTATE HOMES ON LOTS AVERAGING 7,500 SQUARE FEET; 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 MONTH DAY, 2012, in the manner prescribed by law, for the purpose of considering a rezoning of the property described in Exhibit A attached hereto ("Property") for the purpose of making a recommendation on a proposed SUP District (Resort) to be known as the Special Use Permit for the Mountain Shadows Resort, Paradise Valley, and recommended approval of the new SUP District (Resort) to the Town Council; and

WHEREAS, the Town Council at its meeting of MONTH DAY, 20____, held a public hearing as prescribed by law to hear the conditional 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 entire Property and to take action on this rezoning request.

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

SECTION 1. Rezoning. A parcel of land, as described in Exhibit A attached hereto, is hereby conditionally rezoned from R-43 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 MTS Land, LLC, and MTS Golf, LLC, SUP 12-5, such uses including:

- a. A resort hotel with 100 minimum keys/rooms, spa, restaurants, and meeting space.
- b. Resort residential
- c. 46 detached residential estate homes on lots averaging 7,500 square feet
- d. Site improvements including parking, landscaping, and lighting
- e. Infrastructure and right-of-way improvements including, but not limited to, utilities, hardscape, landscaping, medians, round-a-bouts and re-surfacing of streets.

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

- a. It is authorized in 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, or the purpose of the zone in which it is proposed; and
- c. It will be in full conformity to any conditions, requirements or standards prescribed in the permit, in the zoning ordinance and the ordinances of the Town.

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 at the time and in the manner prescribed by law.

PASSED AND ADOPTED by the Mayor and Town Council of the Town of Paradise Valley, Arizona, this ____ day of MONTH, 20__.

Scott P. LeMarr, Mayor

SIGNED AND ATTESTED TO THIS _____ DAY OF _____ 2012

APPROVED AS TO FORM:

ATTEST:

Andrew M. Miller, Town Attorney

Duncan Miller, Town Clerk

**EXHIBIT B
TO
ORDINANCE NUMBER 653**

**TOWN OF PARADISE VALLEY
SPECIAL USE PERMIT FOR MOUNTAIN SHADOWS RESORT
SUP-12-5**

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 MTS Land, LLC, a Delaware limited liability company, its affiliates, successors and MTS Golf, LLC, a Delaware limited liability company, its affiliates, successors and assigns (collectively, the "Resort Hotel Owner"), this special use permit (this "Special Use Permit") governing the use of the real property described below (the "Property"). This Special Use Permit shall be effective as of the date of approval by the Town Council (the "Approval Date"). All capitalized terms contained herein are defined pursuant to the definitions stated herein.

The Property is comprised of approximately 68 acres of land bisected by 56th Street between Lincoln Drive and McDonald Drive in the Town of Paradise Valley, Arizona, as more particularly described on Exhibit A. Maricopa County first issued use permits for the Property in the late 1950s/early 1960s. In 1992, the Property was annexed into the Town as an operating resort pursuant to an agreement between the Town and MTS Land LLC and MTS Golf LLC, dated _____. This Special Use Permit is being granted by the Town to permit the continued use and operation of the Property as a resort subject to and in accordance with the stipulations and other provisions set forth herein.

Subject to the stipulations and other provisions set forth herein (the "Stipulations"), the improvements, facilities and uses authorized to be developed, redeveloped, and used on the Property include the following: Hotel, Clubhouse, and Resort Residential, Resort Estates which may be sold (and thereafter resold) to a third party and used as provided herein; Resort Estates (East Side Homes/Residences); Golf Course; the Resort Ancillary Facilities and Uses; and such other facilities and uses.

II. DEFINITIONS

"Approved Plans" means those certain plans and other documents listed in Exhibit B to Mountain Shadows Stipulations below.

~~"Clubhouse" means the building and related structures and uses depicted on the Approved Plans and Narrative as describe in the Stipulations.~~

"Courtyard Areas" mean any residential courtyard areas as defined in Article XXIV of the Town Zoning Ordinance.

"Developable Area" means the Land Use Areas A, B, C, D, and E,

Development Envelope means the document depicting the setback/height ratio on the west side of 56th Street.

"Existing Entitlements" means whatever rights the Resort Hotel Owner had with respect to the use and development of the Property prior to the Approval Date.

"Floor Area Ratio" means the total floor area divided by the total lot area.

"Golf Course" means the 18-hole golf course and practice facility generally depicted on the Approved Plans (Sheet 10) and known as Area A.

"Hotel" means the Lodge Building, Club House, Resort Residential and all related structures, appurtenances, facilities, and uses depicted on the Approved Plans, the Narrative and as described in the Stipulations.

"Land Use Plan" means that certain Land Use Plan (Sheet 2) prepared by Oz Architects, Inc.

"Lodge Building" means the primary Hotel building containing among other things guest reception, restaurant, bar, retail, Resort Residential and other Resort Ancillary Facilities and Uses as depicted on the Approved Plans and as described in the Stipulations.

"Lot Area" means 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).

"Maximum floor area" means 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. Individual lots within the overall 68.48 acres shall not be limited by the 25% floor area ratio as to that particular lot (i.e. the individual Resort Estate lots are not limited to a maximum floor area ratio of 25%).

"Net Square Footage" means the conditioned and non-conditioned area under roof, per story, but excludes the floor area of any fully subterranean portions of a building.

"Resort" means the entire property and all facilities and other improvements existing, developed or redeveloped on the Property in general conformance with the Approved Plans and/or the Stipulations.

"Resort Ancillary Facilities and Uses" means all facilities and uses related or incidental to the operation of a resort, including specifically, but without limitation: restaurants, bars and lounges; spas and salons; indoor and outdoor meeting, convention, display, exhibit, wedding and social function facilities; sale of food and alcohol; catering facilities; outdoor cooking facilities; outdoor dining facilities; gourmet food shop (offering prepared and pre-packaged foods, 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 garages and areas; automobile rentals with a maximum of five (5) rental cars allowed to be stored on site; gift and sundries shop; flower sales; art gallery; jewelry shop; fashion, eyewear, footwear and apparel sales; sale of hotel items such as furniture, bedding, art, toiletries, etc is permissible but shall not be sold out of the lobby or sold out of a store; other resort retail; marketing, sale and resale of Resort Residential, Resort Estates and other Resort sales and marketing; travel agency offices; tour and other off-site activity offices; administrative, support and other resort offices; indoor and outdoor entertainment; ramadas; pools; golf, tennis, and other recreational or sport uses and services, amenities, recreational facilities and fitness facilities; and uses now or hereafter located.

“Resort Estates” means the 46 lots and residences in areas E (as shown on Sheet 2).

“Resort Unit” means a room or group of rooms which can be locked and served by a single key and which is part of a resort complex, as such is defined by the Town Zoning Ordinance. A Resort Unit may be served by one or more bathrooms, and may be with or without cooking facilities. A Resort Unit may, subject to the stipulations and other provisions set out below, be owned by either the Resort Hotel Owner or a third party.

“Retail Use” means a dedicated facility open to the general public offering for sale goods and merchandise as in accordance with the definition for “Resort Ancillary Facilities and Uses”. Restaurants and the incidental sale of products and services incidental to or in conjunction with restaurant or other typical resort uses shall not be considered Retail Use.

“Resort Hotel” means the 100 to 314 Resort Units.

“Resort Residential” means the 189 Resort Units on the west side of 56th Street.

“Tall Structures” mean any third story building or structure in excess of 28 feet in height (Sheet 9.3).

“Total Floor Area” means 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, courtyard areas (for any area west of 56th Street), and overhangs (for any area west of 56th Street) not over useable exterior spaces (as illustrated on Sheet 2.1).

“Total Floor Area for the Resort Estates (Area E)” means area under roof added to the floor area of any second story. The total floor area also includes any courtyard areas (as defined in Article XXIV of the Town Zoning Ordinance); the solid portion(s) of trellises and/or open weave roofs, overhangs, 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.

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

III. STIPULATIONS

A. GENERAL

1. In the event of a conflict between the Mountain Shadows Resort Special Use Permit stipulations and the approved plans, the stipulations shall prevail.
2. As of the Approval Date, this Special Use Permit shall supersede and replace the Existing Entitlements (Town Attorney to review and redraft if needed)
3. 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 (including, without limitation, a third party owner of a Resort Unit or the Resort Hotel Owner) no longer owns a portion of the Property, such prior owner shall not be subject to this Special Use Permit.
4. If the Resort is used in violation of the terms of this Special Use Permit, the Town Council may, after fair notice, a hearing and a reasonable opportunity to correct, terminate this Special Use Permit or, if the Council so determines, after fair notice, a hearing and a reasonable opportunity to correct, the Council may impose a sanction in an amount not to exceed the maximum amount allowed for violations of the Town Zoning Ordinance for each day such violation exists.
5. The use of the Property shall at all times conform to all applicable State laws and Town ordinances, except that if there is a conflict between this Special Use Permit and any Town ordinance or other requirement, this Special Use Permit shall prevail.
6. The redevelopment and construction of the Property shall, subject to the Stipulations, substantially conform with the intent of those certain plans and other documents (collectively, the “Approved Plans”) marked and certified by the Paradise Valley Town Clerk which are listed in Exhibit B (attached). Each of the Approved Plans is hereby incorporated into this Special Use Permit and made an integral part hereof.

7. A mylar and electronic version of the Approved Plans and an electronic version of the other Approved Plans shall be submitted to the Town within 60 days after the Town Council's approval of this Special Use Permit.
8. Nothing in this Special Use Permit or otherwise shall require the operation of the Resort under the name "Mountain Shadows," "Mountain Shadows Resort" or any similar or other name. No further consent shall be required to enable the Resort Hotel Owner to transfer all or any portion of the Resort, name or rename the Resort, or select or reselect brands or management companies of the Resort. None of the Resort Units or any part of the Resort shall be operated as a Time-Share Project; as such term is defined by the Town Zoning Ordinance.
9. 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 decision of any court of competent jurisdiction, such decision shall not affect the validity of the remaining portions of this Special Use Permit.
10. The Town and the Resort Hotel 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 Resort may be used and operated as a legal non-conforming use in accordance with the Stipulations until such time as a special use permit or other applicable zoning for the Resort is issued or reissued by the Town for the Property, it being the intent of the Town 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.

B. DEMOLITION

- ~~11. A construction/demolition schedule and/or phasing timeline shall be submitted to the Town of Paradise Valley for review and approval. The demolition of existing structures shall commence within 90 days of SUP approval and be completed 180 days thereafter. The demolition schedule shall also address the necessary site stabilization to be utilized after demolition and before construction. If construction does not start within 365 days from issuance of the demolition permit, the applicant must landscape the perimeter of the property and all portion(s) of the property adjoining existing residences. The landscape plan(s), which may include the use of existing vegetation and landscaping, shall be reviewed and approved by the Town Manger or his designee.~~

No later than ninety (90) days following the Effective Date of the SUP, the applicant shall apply for all permits (including all required

submittals of plans and payment of all applicable fees) for the demolition of the existing improvements except for any existing golf course improvements); said demolition permit application to also include a dust mitigation plan.

By the later of thirty (30) days following the issuance of all necessary permits by the Town, or thirty (30) days following the approval by the bankruptcy court of any demolition of the existing improvements for which bankruptcy court approval is required (as reasonably determined by the Town Attorney), applicant shall commence demolition of the existing improvements ("Demolition Start Date").

No later than one hundred eighty (180) days following the Demolition Start Date, the applicant shall complete (or have caused the completion of) all demolition of the existing improvements and clean-up of the site.

If requested by the Town, prior to the Demolition Start Date, applicant shall provide the Town with a completion bond in an amount, and subject only to those conditions, deemed reasonably satisfactory to the Town Attorney, naming the Town as obligee of such bond, to cause the completion of demolition of the existing improvements and subsequent clean-up. The costs of such bond shall be paid by applicant, and the bond shall include such other reasonable and customary terms as the Town may require.

To the extent that approval of the Bankruptcy Court is required in connection with the demolition of the existing improvements, the applicant shall promptly undertake all actions required to obtain such approval at the applicant's sole cost and expense.

C. DEVELOPMENT

12. All permanent public utilities within the Resort shall be underground and located within appropriate easements. The Town Manager may, from time to time, require the granting of such easements as deemed reasonably appropriate for utilities benefiting the Resort that are not covered by easements shown on the final plat or set forth in the recorded CC&Rs for the Resort, Resort Hotel, Resort Residential or Resort Estates. Sewage shall be disposed of by connection with the sewer system. All water and sewage facilities shall be constructed in accordance with plans approved by the Town Manager.
13. No construction permit shall be issued for any phase of 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. This provision shall not impede continued maintenance, repair or replacements of the Golf Course, including arbor care, irrigation system replacement and other renovation of existing features that are to remain as part of the Golf Course, or are necessary to keep the Golf Course operating prior to initiation of remodeling of the Golf Course as contemplated by the Approved Plans and the Stipulations.

14. Access to the Property during construction shall comply with the following.
 - a. During redevelopment of the Resort, temporary curb cuts may be allowed on 56th Street to allow construction access to the Property both east and west of 56th Street, such temporary curb cuts and their location shall be approved by the Town Engineer. A maximum of two such curb cuts shall be allowed on each side of 56th Street between Lincoln Drive and the southern boundaries of the Property.
 - b. Prior to the issuance of a certificate of occupancy, adequate fire, emergency and other vehicle access and adequate fire service shall be provided in the Resort, Resort Hotel, Resort Residential and Resort Estates as determined by the Town Manager.
 - c. Temporary construction driveway locations are subject to the review and approval by the Town Manager or his designee.
15. The Owner's development plans 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.
16. A pre-demolition meeting must be held with the Town Manager prior to demolition of any structures.
17. The Owner shall submit a construction schedule prior to the issuance of any building permit to ensure compliance with all Town ordinances and in order to minimize construction nuisances. This construction schedule shall include the following:
 - Dust and noise control measures
 - Vehicle /equipment storage/parking
 - Construction days/hours
 - Location of staging area for construction supplies/equipment
 - Location of any construction trailer and sanitary facility
 - Location of on-site construction-materials/debris storage
 - Location of fire lanes during the construction period

18. During construction, a sign shall be posted on the Property indicating the name and phone number of a person the public may contact with construction-related concerns.
19. During construction, the Owner shall sweep Lincoln Drive, 56th Street and McDonald Drive adjacent to the Property to remove construction-related dirt and debris at least once a day, as reasonably required by the Town Manager.
20. Sidewalks along 56th Street shall be designed and constructed in accordance with the plans prepared by the Town's Consultant. The precise location and/or required screening of any backflow preventer or other similar equipment to the extent same would be visible from Lincoln Drive or 56th Street shall be approved by the Town Manager.
21. The public improvements shall be installed as depicted on the Approved Plans **created by Wood/Patel**. Bonding of all offsite improvements shall be submitted prior to the issuance of any building permits.
22. The Owner shall arrange for Construction Phasing 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. Upon completion of the salvage, erosion and dust control, job-site mobilization, and set-up, commence horizontal or civil improvements and site work
 - c. Upon substantial completion of the civil improvements and site work, commence perimeter landscaping of the Property, along Lincoln Drive, 56th Street and McDonald Drive and adjoining existing residences. The landscape plan(s) shall be reviewed and approved by the Town Manger or his designee.
 - d. Upon substantial completion of the perimeter landscaping the vertical building improvements may commence.

Off-site and right-of-way improvements may be scheduled independently of the foregoing.

D. HEIGHT AND AREA

23. **Floor Area and Floor Area Ratio:**
 - a. The maximum 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. Individual lots within the overall 68.48 acres shall not be limited by the 25% floor area ratio as to that particular lot (i.e. the

individual Resort Estate lots are not limited to a maximum floor area ratio of 25%).

- b. The 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. Any parking structure/parking garage that is more than six feet above ground shall be included in the floor area ratio calculation. The total floor area excludes the floor area of any fully subterranean portions of a building, courtyard areas (for any area west of 56th Street), and overhangs not over useable exterior spaces.
- c. 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.
- d. The total floor area for the Resort Estates (Area E) shall be defined as the area under roof added to the floor area of any second story. The total floor area also includes any courtyard areas (as defined in Article XXIV of the Town Zoning Ordinance); the solid portion(s) of trellises and/or open weave roofs, overhangs, 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.
24. The building elevations, architectural elements and features (such as parapets, eaves, hips, gables, etc.), materials, and colors shown on the plans are conceptual in nature. Final building plans may vary from these concepts provided that they are generally consistent with the architectural style reflected in such concepts as determined by the Town Manager.
25. 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 applicant'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 Original Natural Grade or un-restored or existing grade, whichever is lower immediately adjacent to such building (in accordance with Note 3 of Sheet 4);
26. Mechanical equipment and mechanical equipment screens shall be included in the total height of any structure they are attached to;

27. The Monument signs shall comply with the Town of Paradise Valley Special Use Permit Guidelines;
28. No structures shall be placed in a right-of-way easement except approved monument signs and any other approved structures per this Special Use Permit;
29. All mechanical equipment shall be screened so that it is not visible from abutting properties and the right-of-way. Mechanical equipment and mechanical equipment screens shall be included in the total height of any structure they are attached to. If applicable, mechanical screening shall provide the necessary noise attenuation for any mechanical equipment. All mechanical equipment, with the use of screens, shall comply with the allowable noise levels as defined in the Town's noise ordinance.

E DEVELOPMENT AREAS

AREA A

30. The redevelopment of the Golf Course shall be in accordance with the Approved Plans (Sheet 10). Detailed plans regarding the improvements shall be submitted for Town Manager review and approval.
31. Other than periods of repair, remodel or replacement, if the Golf Course is not utilized as a golf course, it shall be maintained as landscaped open space.
32. Maintenance Facility and restroom
 - a. These structures are limited to a maximum floor area of 8000 square feet combined.
 - b. These structures shall meet the Open Space Criteria
 - c. Setbacks shall be a minimum of ~~20~~ **40'** adjacent to residential and ~~40~~ **20'** adjoining ROW.
 - d. **Ingress and egress for the maintenance facility shall face either east or north.**
 - e. **No more than 4 employee parking spaces shall be at the maintenance facility. All other employees must park in alternate resort parking lots.**
 - f. **Deliveries, trash pick-ups, or other noise generating outside services, including large commercial trucks, shall be allowed at the Maintenance Facility only between 9:00 a.m. to 4:00 p.m., Monday through Friday. No such activity shall be allowed on weekends, or legal holidays**
 - g. Setback areas directly adjacent to maintenance and restroom buildings ~~are intended to~~ **shall** be landscaped with plant materials sufficient to fully screen buildings when landscaping is mature.

- ~~33. Walls and fences along Lincoln drive shall meet Article XXIV Portions of the overall design created by Wood/Patel for the 56th Street corridor shall be extended along McDonald Road. The applicant shall incorporate similar design standards such as landscaping and hardscaping to provide continuity of design along 56th Street and McDonald Drive..~~
34. Walls and fences along 56th Street bordering the golf course shall be permitted in their existing location; but outside of any Rights of Way. Section 8-1-13 Corner Vision shall be met. Height is limited to 6' and the fence must meet view fence requirements in Article XXIV. If a standard, non-view fence/wall is proposed it must meet height and setback requirements in Article XXIV.
35. The perimeter fence walls along McDonald Drive may have a 0 foot setback with no infringement on the golf course. Fence wall may be located at the property line (but not in the Town's ROW). The fence wall shall not exceed a height of 6 feet and the fence must meet view fence requirements in Article XXIV. Section 8-1-13 Corner Vision shall be met at 56th St and McDonald Dr;
36. Golf cart storage
- a. 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. Any portion above ground shall have setbacks of 100' from **non-SUP** residential property line and 65' from non-residential and shall meet Open Space Criteria.
 - b. If necessary, temporary at-grade golf cart storage may be used to keep the golf course operational while a permanent golf cart storage structure is being constructed. It shall be permitted with setbacks of 100' from residential property line and 65' from non-residential and shall meet Open Space Criteria.
37. Golf Course, maintenance areas and practice area hours of operation shall be no earlier than 5:30 a.m. and no later than 60 minutes after sunset;
38. Golf Course mowing shall not begin prior to 5:30 am. All golf course maintenance equipment shall be "Noise Friendly", as follows:
- a. "Noise Friendly" shall be defined as meeting all applicable governmental noise regulations for such equipment at the time of purchase, including provisions of this Special Use Permit.
 - b. All new motorized equipment shall be the most "Noise Friendly" commercial equipment available for its intended function at the time of purchase.

AREA B

39. The Resort Hotel, Resort Facilities and/or Resort Units shall be constructed prior to or concurrently with the construction of the Resort Residential and/or Resort Estates; or as determined in the Development Agreement.
40. The maximum square footage of development/floor area shall be 400,000
41. At least 120,000 square feet of the 400,000 total shall be utilized for the resort component (rooms, lobby, and other support uses)
42. Resort component shall contain a minimum of 100 keys/units.
43. The location (i.e. footprint) of any building or structure, or any portion thereof, shall be in accordance with the **Approved Development Envelope Plan**. Tall Structures shall be limited to the locations identified on the Tall Structure plan; **but must also fit within the Approved Development Envelope Plan**. Any change in the location of the Tall Structure(s) shall be subject to an Amendment to the Special Use Permit.
44. No new two-story element shall be closer than 50 feet to an existing one-story residence existing at the date the SUP is granted (measured between exterior walls)
45. The building elevations, architectural elements and features (such as parapets, eaves, hips, gables, etc.), materials, and colors shown on the plans are conceptual in nature. Final building plans may vary from these concepts provided that they are generally consistent with the architectural style reflected in such concepts as determined by the Town Manager
46. No exposed face in any vertical plane shall exceed a 24' height. The vertical plane must be broken by a recess ~~of bump or offset~~ at least 5' deep. (With the exception of necessary elevator shafts and stairwells)
47. Massing and articulation of Resort Hotel, Resort Units, Resort Residential and Resort Estate structures shall be designed in a manner that is generally consistent with the architectural style reflected in such concepts as determined by the Town Manager and is considerate of views and view corridors. Architectural massing refers to the concept of arranging the volumes of a structure in relation to other structures and the streetscape. Massing may be adjusted to maintain building proportions and surface areas consistent with the style. A balanced effect and style statement is achieved by variations in simple building form and projections. Facades ~~should~~ **shall** incorporate architectural features such as pilasters, windows, cornices, porches, corners, offsets, or changes in materials and changes in the vertical plane to break up the mass of the building and add visual interest
48. Walls and Fences along Lincoln shall be in accordance with Article XXIV

49. Walls and Fences along 56th St shall not exceed 6' in height with a minimum setback of 15. **They shall be integrated into the overall design created by Wood/Patel for the 56th Street corridor and must incorporate similar design standards as the walls on the west side of 56th Street to provide continuity of design.;**
50. Common Use Pools shall be in compliance with the resort guidelines of 200' setback from a non- SUP residential property line and 65' from non-residential
- ~~51. Existing Mountain Shadows East and West residents shall have access to resort amenities. The existing guard house/guard gate (the "MS West Guardhouse") immediately west of Lot 69 that currently services Mountain Shadows Estates West may remain. If Mountain Shadows Estates West at some time in the future decides to re-build the MS West Guardhouse, an amendment to this Special Use Permit shall be required in accordance with Article XI of the Town Zoning Ordinance.~~
52. The maximum hours of public operation of the following specific uses/facilities shall be as follows:
- a. Vendor deliveries (other than US Mail, private courier services such as UPS or FedX, or emergencies): 6 am - 7 pm
 - b. Pools, spas and jacuzzis (except pools, spas and jacuzzis located in enclosed private yards including yards such as presidential suites or hotel suites or casitas, which may be used 24 hours/day): 6 am - midnight
 - c. Restaurants and other food service facilities: 6 am - 2 am
 - d. Bars/lounges: 10 am – 3 am
 - e. Banquet facilities, receptions, weddings and socials: 6 am – 2 am
 - f. Resort retail: 7 am – midnight
 - g. Golf facilities and related retail - 5:30 a.m. – until midnight
 - h. Room service: 24 hours/day
 - i. Guest reception and guest services: 24 hours/day
 - j. Parking facilities: 24 hours/day
 - k. Spa & fitness facilities: 24 hours/day (outside members limited to 5 am – midnight).

- l. Trash pickup: 7 am – 7 pm
- m. Outdoor **venues**, events, or functions with music and/or amplified sound shall comply with the allowable noise levels as defined by the Town's noise ordinance.

- 53. Each owner of a Resort **Residential** Unit may occupy it, permit its guest(s) to occupy it, or make it available for rental for transient occupancy uses, residential uses or hospitality uses (rental of these units would not be counted towards the 100 minimum units required, but would be in excess of these units). Rental of resort residential units shall be addressed in the Development Agreement,
- 54. Unlicensed support vehicles (i.e., golf carts, utility vehicles, etc.) may be used to service the Resort, and to transport and provide persons or service to guests of the Resort and owners of the Resort Units and by owners of the Resort Residential and Resort Estates. The support vehicles shall not park on public streets.
- 55. Parking Structure(s) – Detailed plans regarding any proposed 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 proposed parking structure/parking garage is more than six feet above ground, it shall be included in the floor area ratio **total allowable square footage** calculation.
- 56. All contracts between 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, etc.). Any catering agreement between Resort Hotel Owner and any guests booking events at the Resort shall include an acknowledgement and agreement that vehicles may not park on public streets in the Town. There shall be no valet parking on the streets
- 57. At any time the parking demand within the Resort reaches capacity, the Resort Hotel Owner shall submit a valet parking plan for review and approval by the Town Manager or his designee.

AREA C

- 58. A maximum of 10,000 square feet of restaurant/retail may be developed.
- 59. Maximum restaurant(s) and/or retail hours of public operation are limited to 6 am – 10 pm.

60. A total of 150 lineal feet of building frontage for retail/restaurant uses located on the west side of 56th Street adjoining Lincoln Drive, may be allowed at a minimum setback of 40 feet from the property line and must meet the Open Space Criteria. **The maximum height shall be 20’;**
- ~~61. No exposed face in any vertical plane shall exceed a 24’ height. The vertical plane must be broken by a recess or bump at least 5’ deep. (With the exception of necessary elevator shafts and stairwells) **The entrance to the retail structure shall be off of 56th Street or through the existing Mountain Shadows West Drive. No new entrance off of Lincoln Drive shall be permitted.**~~
62. Massing and articulation shall be designed in a manner that is generally consistent with the architectural style reflected in such concepts as determined by the Town Manager and is considerate of views and view corridors. Architectural massing refers to the concept of arranging the volumes of a structure in relation to other structures and the streetscape. Massing may be adjusted to maintain building proportions and surface areas consistent with the style. A balanced effect and style statement is achieved by variations in simple building form and projections. Facades ~~should~~ **shall** incorporate architectural features such as pilasters, windows, cornices, porches, corners, offsets, or changes in materials and changes in the vertical plane to break up the mass of the building and add visual interest.
63. ~~Walls and Fences along Lincoln Drive shall be in accordance with Article XXIV~~
64. Walls and fences along 56th Street shall have a maximum 6’ height with a minimum setback of 15’. **They shall be integrated into the overall design created by Wood/Patel for the 56th Street corridor and must incorporate similar design standards as the walls on the west side of 56th Street to provide continuity of design.;**
65. Section 8-1-13 Corner Vision shall be met

AREA D

66. This land shall remain in open space and shall not be developed; except for landscaping and hardscaping including, but not limited to: pathways, seat walls, benches, and water features..
- ~~67. Walls along Lincoln drive shall meet Article XXIV and Section 8-1-13 Corner Vision. **Public access to Area D shall not be restricted in any manner. Walls along Lincoln Drive or 56th Street shall be prohibited.**~~

Any landscaping or hardscaping along 56th Street shall be consistent with the plan prepared by Wood/Patel and shall not obstruct corner vision.

AREA E

68. Allowed uses – single family residential (resort estates) and uses incidental or accessory thereto (such as barbecues, fences, fireplaces, pools, spas, etc.);
69. ~~The maximum number lots shall be determined by the Town Council and illustrated on the preliminary plat/final plat.~~ **All platted Rights of Way must meet Town standard of 50' width. Pavement must be approximately 30' wide.**
70. ~~Lot size shall be determined by the Town Council and illustrated on the preliminary plat/final plat.~~ **The minimum lot size shall be 10,000 square feet, with a minimum width of 100 feet.** On lots that are not rectangular, width shall be measured at the center point of the lot
71. Each owner of a Resort Estate may occupy it, permit its guest(s) to occupy it, or make it available for rental for transient occupancy uses, residential uses or hospitality uses.
72. Primary Residence Area requirements shall be as follows:
a. Primary Residence/Structure:
1. Minimum Setbacks
▪ Front yard – 10 feet
▪ Side yard – 7 feet (zero lot lines allowed, but side yards must total at least 14')
▪ Side yard with frontage – 10 feet
▪ Rear yard – 25 feet
2. Heights
▪ **20 feet maximum on perimeter lots; 24 feet maximum height on interior lots**
▪ Maximum number of stories – mix of one and two stories. The two lots at the southwest corner of the site, plus a minimum of three other perimeter lots shall contain one-story homes
3. Minimum floor area of 2,000 square feet;
73. Accessory structures including, but not limited to, pools, barbecues, fire pits, fireplaces, water features and other accessory structures shall not exceed 6 feet in height and shall be allowed in the setbacks provided they are located behind and completely screened by the allowed walls;

74. Accessory structures over 6 feet but no taller than 15 feet shall comply with the following setbacks – 10 foot front yard, 5 foot side yard (10 foot side yard with frontage), 7 foot rear yard (10 foot rear yard with frontage);
75. Interior fence
- a. Interior fence walls shall not exceed a height of 6 feet shall maintain a setback of:
 - Front yard – 10 feet,
 - Side/Rear yards – 0 feet,
 - Side/rear yards adjoining a public right-of-way – 10 feet
 - Side/rear yards adjoining Lot 68 – 5 feet
 - Side/rear yards adjoining all other rights of way – 0 feet
 - b. Three (3') tall Interior Fence Walls:
 - Front yard – 10 feet,
 - Side/rear yards – 0 feet,
 - Side/rear yards adjoining a public right-of-way – 10 feet
 - Side/rear yards adjoining Lot 68 – 5 feet
 - Side/rear yards adjoining all other rights of way – 0 feet
 - c. Fences adjoining Lot 68 shall not exceed a height of 6' and shall maintain a setback of:
 - Front yard – 10 feet,
 - Side yard – 5 feet,
 - Rear yard – 5 feet;
76. If construction has not commenced on any Resort Estate building by a date that is two (2) years after issuance of the initial building permit for the first element of work (excluding the grading and demolition permits), any such Resort Estate building pad shall be landscaped as reasonably required by the Town Manager.
- ~~77. The existing guard house/guard gate (the "MS East Guardhouse") on Lot 68 that currently services Mountain Shadows Estates East will remain. If Mountain Shadows Estates East at some time in the future decides to rebuild the MS East Guardhouse or construct a second MS East Guardhouse, an amendment to this Special Use Permit shall be required in accordance with Article XI of the Town Zoning Ordinance. **Preliminary Plat and Final Plat shall meet all on site retention requirements.**~~
78. The new A guard house east of 56th Street adjoining Lincoln Drive may be allowed at a minimum setback of 25 feet from the property line. The maximum size shall not exceed 500 square feet to allow for the guard house functions and mail drop. Maximum height shall not exceed 16' and maximum control gate height shall not exceed 8 6'. All signage shall comply with the SUP guidelines.
79. Walls and fences along Lincoln drive shall meet Article XXIV

80. Perimeter fence walls along 56th Street shall have a minimum 15' setback. **They shall be integrated into the overall design created by Wood/Patel for the 56th Street corridor and must incorporate similar design standards as the walls on the west side of 56th Street to provide continuity of design.;**

81. Restrictions Related to Issuance of Resort Estates/East Side Resort Homes (Area E) Certificates of Occupancy

Prior to issuance of a certificate of occupancy for the first East Side homes, all of the following shall occur:

- a. All demolition on the east and west side of 56th Street has been completed, grading permits have been issued, and grading has been completed.
- b. All offsite improvements to Lincoln Drive and 56th Street to be done by the Resort Hotel Owner are complete.
- c. All necessary infrastructure such as storm drains, sewer, fire service, water, and electrical serving such Resort Estate is complete, including such items as access roads.
- d. Further phasing of construction shall be as per the development agreement.

82. **(combined with Stipulation 84);**

83. All exterior lighting shall comply with the Town zoning ordinances and the Special Use Permit Guidelines;

84. All mechanical equipment, including pool and fountain equipment, shall be screened so that it is not visible from abutting properties and the right-of-way. Mechanical equipment and mechanical equipment screens shall be included in the total height of any structure they are attached to. If applicable, mechanical screening shall provide the necessary noise attenuation for any mechanical equipment. All mechanical equipment, with the use of screens, shall comply with the allowable noise levels as defined in the Town's noise ordinance. All heaters are to be stackless or low-profile in configuration;

85. 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 24" x 36" 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.

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

86. Unlicensed support vehicles (i.e., golf carts, utility vehicles, etc.) may be used to service the Resort, and to transport and provide persons or service to guests of the Resort and owners of the Resort Units and by owners of the Resort Residential and Resort Estates. The support vehicles shall not park on public streets.

F. USES

87. Temporary tents or pavilions may be erected on the Property in accordance with the Town Code Special Event Permit requirements (Chapter 8). No tent shall be higher than 24 feet above finished grade or closer to any exterior property line than the minimum setbacks shown for a 24 foot height building on the Land Use Plan. Placement of tents shall have no material adverse impact on parking or circulation on site. Temporary tents or structures shall not be allowed for more than thirteen (13) consecutive days.

88. Recorded Documents – (Town Attorney to review and redraft if needed)

The following stipulations shall be set forth in certain easements and/or covenants, conditions and restrictions (“CC&Rs”) or other recorded instruments, to be recorded on the Resort or such part thereof for which such stipulation is germane. Such recordation shall occur at or prior to recordation of the final plat or final map as the case may be. As a condition to approval of the final plat or final map, such recorded instruments shall be approved by the Town Manager.

a. Easements

a. Vehicular and pedestrian access easements shall be dedicated and maintained as needed and determined by the Town of Paradise Valley.

b. Utility easements shall be dedicated and maintained as needed and determined by the Town of Paradise Valley.

c. Drainage easements shall be dedicated and maintained as needed and determined by the Town of Paradise Valley.

d. West Side (Land Use Areas A, B, C and F). Easement for the Resort Hotel Owner to Maintain and Repair the Resort, Resort

Hotel and Resort Residential. An easement to enable the Resort Hotel Owner to fully control the maintenance and repair of the Resort as a whole by giving it a property right to exercise its rights and responsibilities under Section b below.

b. Resort Hotel Owner Maintenance Rights and Responsibilities

1. West Side (Land Use Area B) - Exterior Yards of the Resort Residential. The Resort Hotel Owner will initially improve and thereafter shall be entitled and responsible to maintain or shall cause the maintenance of the portions of the front, side and rear yards of each Resort Residential yard located outside of privacy walls, to ensure consistency of landscaping and maintenance throughout the Resort.
2. West Side (Land Use Areas B and C) - Maintenance and Repair of Exteriors of the Resort, Resort Hotel, Resort Residential and Related Improvements. The Resort Hotel Owner shall be entitled and responsible to maintain or shall cause to be maintained the exteriors of the Resort, Resort Hotel, Resort Residential and related improvements, such as the exterior features of garages, fences, walls and the like, to ensure consistency throughout the Resort.
3. Town Self-Help Remedy. A covenant will be recorded on the Resort, Resort Hotel, Resort Residential (which may be set forth in the CC&R's) providing the Town a right to perform exterior maintenance and repair of those properties and related facilities (i.e., access roads and parking lots) to the extent maintenance and repair of each the Resort Hotel and Resort Residential unit if such unit is not reasonably maintained and such deficiency is not cured within a reasonable period of time, following notice and hearing, in addition to any other remedies available at law to the Town. In the event the Town utilizes such remedy, the owners of the affected property will be responsible to repay the Town for its reasonable costs and expenses incurred in performing such work within 30 days after receipt of an invoice and reasonable supporting materials from the Town. If the owner does not pay such amount to the Town within such 30-day period, the Town shall be entitled to file a lien on the owner's Resort Hotel and Resort Residential unit, and enforce such lien as provided by Arizona law.
4. Rental. Resort Residential and Resort Estates owners may participate in the Resort Hotel Owner's rental program at their option.

5. Registration at Front Desk. Each principal occupant (other than the owner) of a Resort Residential and Resort Estates shall register with the onsite registration to be maintained by the Resort Hotel Owner, and shall be required to update that registration upon the occurrence of any material change in occupancy or status.
 6. Rental by Rental Agents Other than Resort Hotel Owner. Rentals of Resort Residential and Resort Estates by a rental agent other than the Resort Hotel Owner or its affiliates or agents, are permitted provided, each such agent must be locally based, licensed as required under applicable law, insured, and provide continuous service availability to each owner and/or renter (i.e., available at all times), as confirmed by documents provided to the Resort Hotel Owner. ~~Any operator of the hotel offering a rental.~~
89. All the improvements, except for the pavement, of Lincoln Drive, 56th Street and McDonald Drive shall be maintained by Resort Hotel Owner and/or the individual property owner.
 90. Prior to the issuance of building permits for a particular phase of development (this does not prevent the acquisition of demolition permits), the applicant shall provide to the Town for each phase of development proposed:
 - a. ~~The~~ lighting, interior landscaping, circulation, parking, and interior signage plans shall be submitted for Town Manager review and approval in accordance with Article XI of the Town zoning ordinance ~~the SUP resort guidelines~~.

G. PARKING & CIRCULATION

91. Parking and circulation shall be reviewed and approved by the Town Manager. The minimum parking counts shall be based upon the Special Use Permit Guidelines, the Institute of Transportation Engineers (ITE) or the American Association of State Highway and Transportation Officials (AASHTO) standards. The standard that generates the largest required parking count shall prevail. **Shared parking provisions shall be considered.**
92. All designated fire lanes shall maintain a vertical clearance of 14 feet above finished grade and a horizontal clearance of 20 feet to allow passage of emergency vehicles and must meet all Department of Transportation standards.
93. Trash service for the Resort, Resort Hotel and Resort Residential shall be provided either directly by Resort Hotel Owner or through a single third

party vendor. Incidental removal of trash, debris and landscape material may be handled by alternative vendors.

94. All streets and drives within the Property are and shall remain private streets. All streets, sidewalks, and paved areas constructed shall remain private; provided, that all new streets constructed shall be of adequate width and design to permit the provision of fire and police protection to the Property.

H. MANAGEMENT

95. 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 Resort Hotel Owner or its designee.
96. At all times the property shall remain under unified management and shall be operated as one, single resort facility.

I. CELLULAR ANTENNAS

97. Cellular and other wireless transmission antennas are permitted, provided that they comply with this Special Use Permit, all applicable Town ordinances and obtain a Conditional Use Permit. 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 of the Town Zoning Ordinance or any successor ordinance regarding the conditions and limitations of special use permits.

J. LIGHTING

98. If the Town receives a complaint from an off site owner that the light emitting element (i.e., the bulb) within an exterior light fixture is visible from off the Property, Town Manager may inspect the Property and require the Resort Hotel Owner to redirect such light source if the light emitting element is visible from outside the Property.

99. The exterior lighting shall comply with the Special Use Permit Guidelines and shall be submitted for Town Manager review and approval in accordance with Article XI of the Town zoning ordinance.

K. LANDSCAPE STANDARDS

100. If construction does not start within 365 days from issuance of the demolition permit, the applicant must landscape the perimeter of the property and all portion(s) of the property adjoining existing residences. The landscape plan(s), which may include the use of existing vegetation and landscaping, shall be reviewed and approved by the Town Manger or his designee.
101. Landscaping plans shall be submitted for Town Manager or his designee for review and approval in accordance with Article XI of the Town zoning ordinance. Perimeter landscaping adjoining Lincoln Drive, 56th Street and McDonald Drive shall be substantially compliant with the Town's Landscape Guidelines.
102. Where all or part of oleander hedge is removed an alternate screening shall be proposed. It may be a combination of landscaping, berming, and hardscaping that shall respect privacy concerns, as well as safety and aesthetic concern.
103. **As a pre-requisite to obtaining a building permit the applicant must demonstrate the existence of adequate perimeter screening either existing or to be planted prior to construction.**

L. ENTITLEMENTS

104. **This SUP anticipates that the entire area subject to this SUP (the Entire SUP Area) shall be developed by one master developer, who may be the applicant or any subsequent applicant who purchases or otherwise acquires the Entire SUP Area, and that it Entire SUP Area shall be developed in phases such that individual lot or unit sales to purchasers will not be made by individual entities who that purchase or otherwise acquire only one of the separate Development Areas of the Property. Should the applicant (or any subsequent owner of the) sell any Development Area to a third party who is not the current owner of the Entire SUP Area, within 15 years after the approval of this SUP, this SUP may be revoked and the Entire SUP Area shall revert to its former zoning classification, pursuant to the provisions contained in ARS §9-462.01(E) (or any similar statute that may replace ARS §9-462.01(E) in the future).**

**EXHIBIT A
TO
MOUNTAIN SHADOWS STIPULATIONS**

Legal Description of Property

The Special Use Permit for the Mountain Shadows Resort is on the land legally described as:

EAST OF 56TH STREET - LOT I, LOT 1-A AND LOT 1-B OF "MOUNTAIN SHADOW RESORT AMENDED", BOOK 75 PAGE 34, M.C.R.

WEST OF 56TH STREET - LOT 128, LOT 130-A AND LOT 131 OF "MOUNTAIN SHADOW RESORT UNIT TWO-AMENDED", BOOK 95 PAGE 3, M.C.R. AND LOT 132 OF MOUNTAIN SHADOW RESORT UNIT TWO-AMENDED II" BOOK 940 PAGE 7, M.C.R. AND LOT 128-A AND LOT 129 OF "MOUNTAIN SHADOW RESORT UNIT TWO-AMENDED III", BOOK 1110 PAGE 37, M.C.R.

(Assessors Parcel Numbers 169-30-063, 169-30-070, 169-30-071, 169-30-074, 169-30-073, 169-30-067A, 169-30-068A, 169-30-068B, 169-30-067B, 169-30-072, 169-43-004C, 169-43-006, 169-43-067)

**EXHIBIT B
TO
MOUNTAIN SHADOWS STIPULATIONS
Approved Plans**

Sheet Number	Title	Date
2	Land Use Plan	August 23, 2012
2.1	Mountain Shadows Resort Program, Land Use Plan Notes & Diagrams	June 26, 2012
3	Ingress/Egress Diagram	June 26, 2012
4	Original Natural Grade (O.N.G.) Plan	June 26, 2012
9.3	Buildings in Excess of 28 FT. in Height	July 25, 2012
10	Conceptual golf Course Improvement Plan	June 26, 2012

**EXHIBIT C
TO
MOUNTAIN SHADOWS STIPULATIONS**

Thematic Character Development for 56th
Wood/Patel 8/14/2012

**EXHIBIT D
TO
MOUNTAIN SHADOWS STIPULATIONS**

Development Envelope Plans
Town Staff 9/14/2012



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ALL WRITTEN DIMENSIONS TAKE PRECEDENCE
OVER SCALED DIMENSIONS.

MOUNTAIN SHADOWS

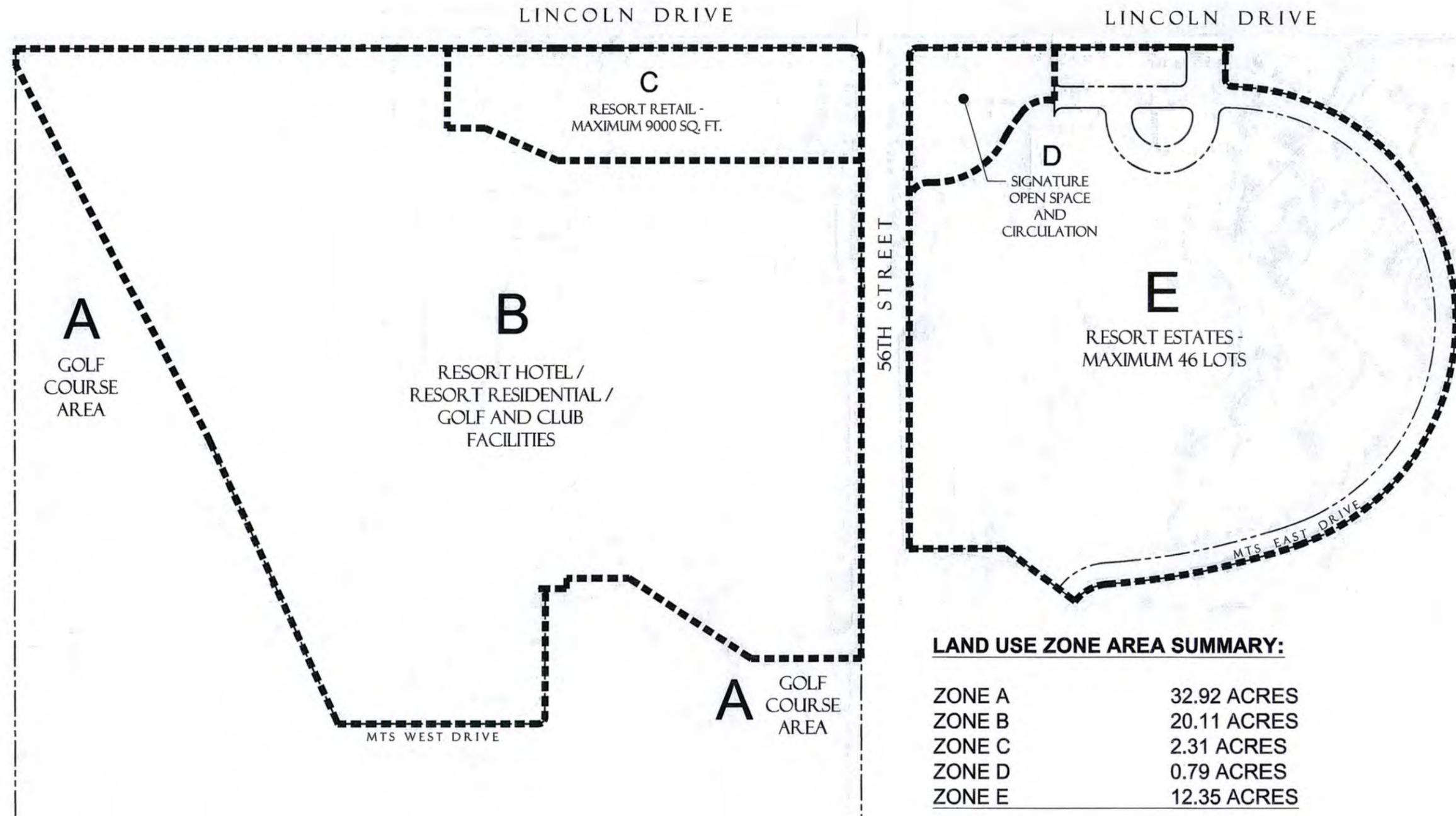


COVER SHEET

Date	May 15, 2012	Project #	3124	Sheet	0
Revised	May 24, 2012	Special Use Permit			
Revised	June 5, 2012				
Revised	June 15, 2012				
Revised	June 26, 2012				
Revised	July 25, 2012				

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CTS
INC

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LAND USE ZONE AREA SUMMARY:

ZONE A	32.92 ACRES
ZONE B	20.11 ACRES
ZONE C	2.31 ACRES
ZONE D	0.79 ACRES
ZONE E	12.35 ACRES
TOTAL	68.48 ACRES



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MOUNTAIN SHADOWS



Date	May 15, 2012	Project #	3124	Sheet	2
Revised	Revised June 5, 2012	Revised	Revised June 26, 2012	Revised	Revised Aug. 21, 2012
	Revised Aug. 23, 2012				
			SPECIAL USE PERMIT		

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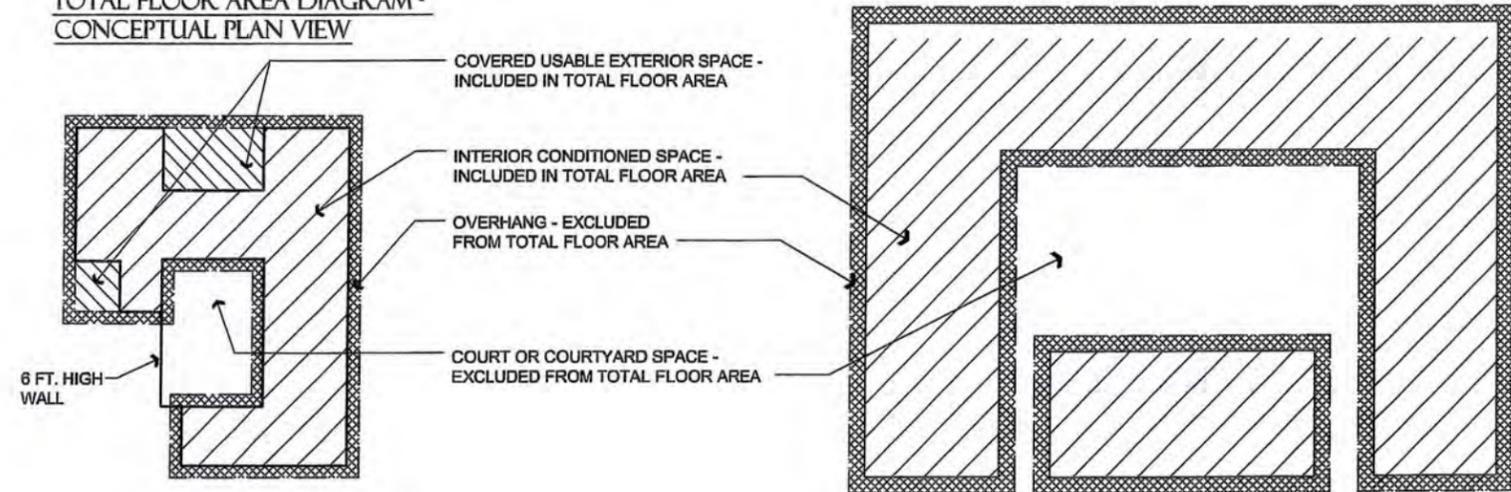
Oz Architects, Inc.
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DEFINITIONS AND LIMITATIONS ON DENSITY:

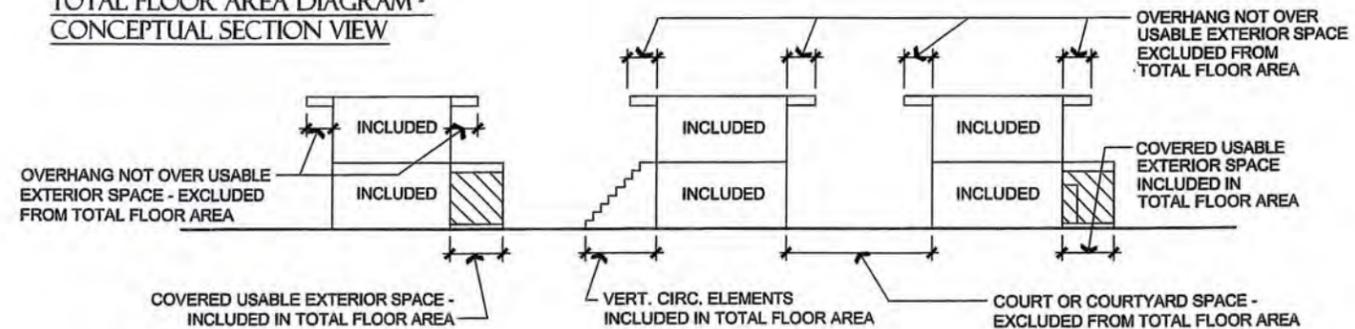
1. FLOOR AREA RATIO FOR ALL RESORT IMPROVEMENTS SHALL NOT EXCEED 25%. FLOOR AREA RATIO IS CALCULATED BY DIVIDING TOTAL FLOOR AREA (AS DEFINED BELOW), BY 2,983,012 S.F.
2. A UNIT IS ANY SINGLE GROUPING OF ONE OR MORE ROOMS WHICH CAN BE OCCUPIED FOR HOSPITALITY OR RESIDENTIAL USE (I.E., ONE OR MORE BEDROOMS) 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.
3. 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 FINISH FLOOR ELEVATION OF PARKING DECK OF A COMMONLY USED PARKING STRUCTURE AT THE MIDPOINT IS NO HIGHER THAN ORIGINAL NATURAL GRADE, THE AREA OF THE PARKING STRUCTURE IS NOT INCLUDED IN FLOOR AREA CALCULATIONS. IF ANY PORTION OF THE PARKING STRUCTURE IS MORE THAN SIX FEET ABOVE GROUND, IT SHALL BE INCLUDED IN THE FLOOR AREA RATIO. SHADE STRUCTURES COVERING PARKING SUPPORTING SOLAR PHOTOVOLTAIC PANELS SHALL NOT BE INCLUDED IN FLOOR AREA CALCULATIONS.
4. ALL MEASUREMENTS UNDER THIS S.U.P. FOR TOTAL FLOOR AREA SHALL BE BASED UPON THE DEFINITIONS SET FORTH HEREIN.

ALLOWED COURTYARD DIAGRAMS:

TOTAL FLOOR AREA DIAGRAM - CONCEPTUAL PLAN VIEW



TOTAL FLOOR AREA DIAGRAM - CONCEPTUAL SECTION VIEW



ALL WRITTEN DIMENSIONS TAKE PRECEDENCE OVER SCALED DIMENSIONS.

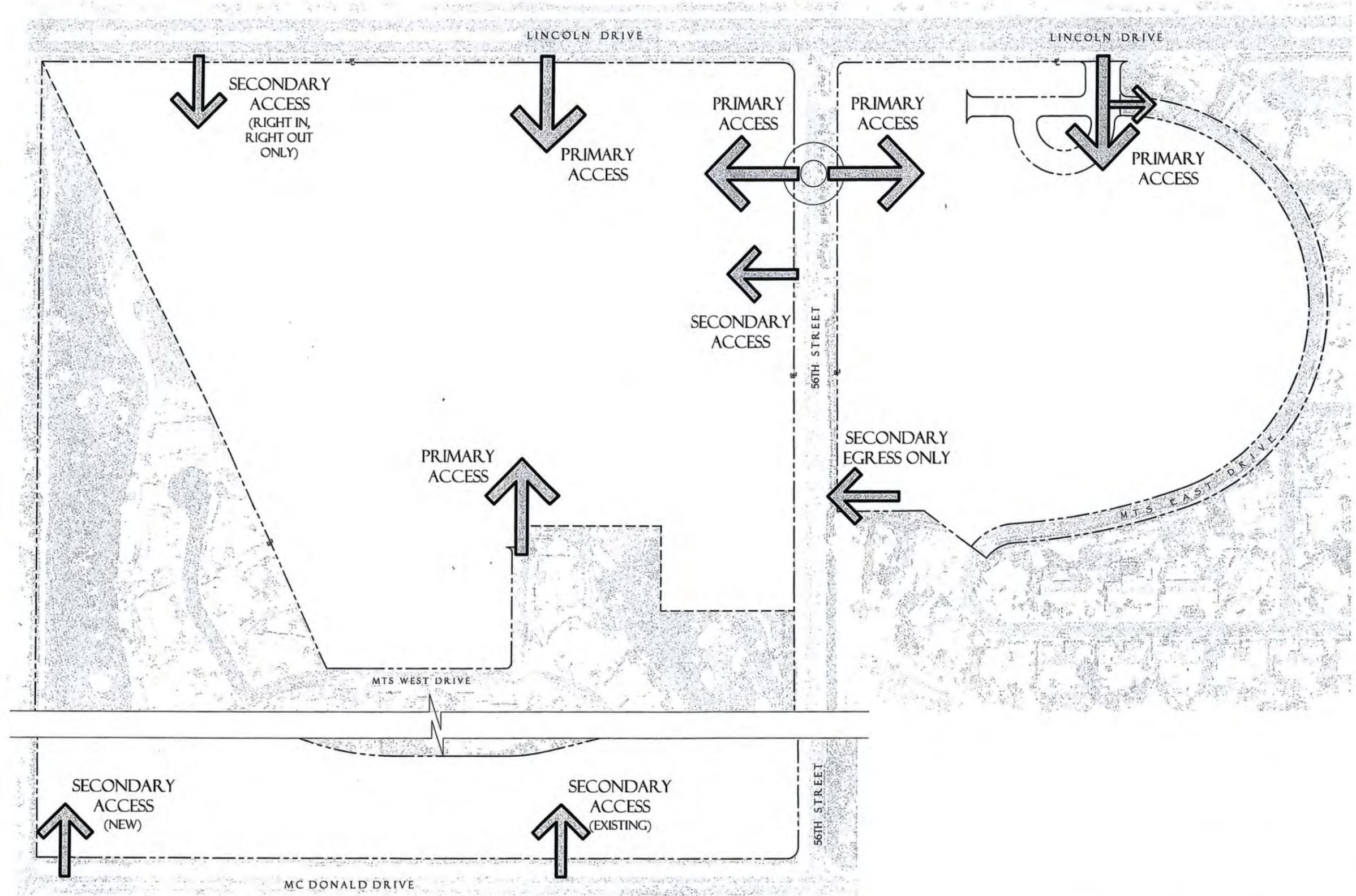
MOUNTAIN SHADOWS



MOUNTAIN SHADOWS RESORT PROGRAM, LAND USE PLAN NOTES & DIAGRAMS

Rev	May 15, 2012	Sheet #	3124	Sheet	2.1
Revised	June 16, 2012	Revised			
Revised	June 26, 2012	Revised			
SPECIAL USE PERMIT					



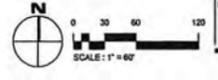


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FORREST
RICHARDSON
& ASSOC.
GOLF COURSE
ARCHITECTS

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MOUNTAIN SHADOWS

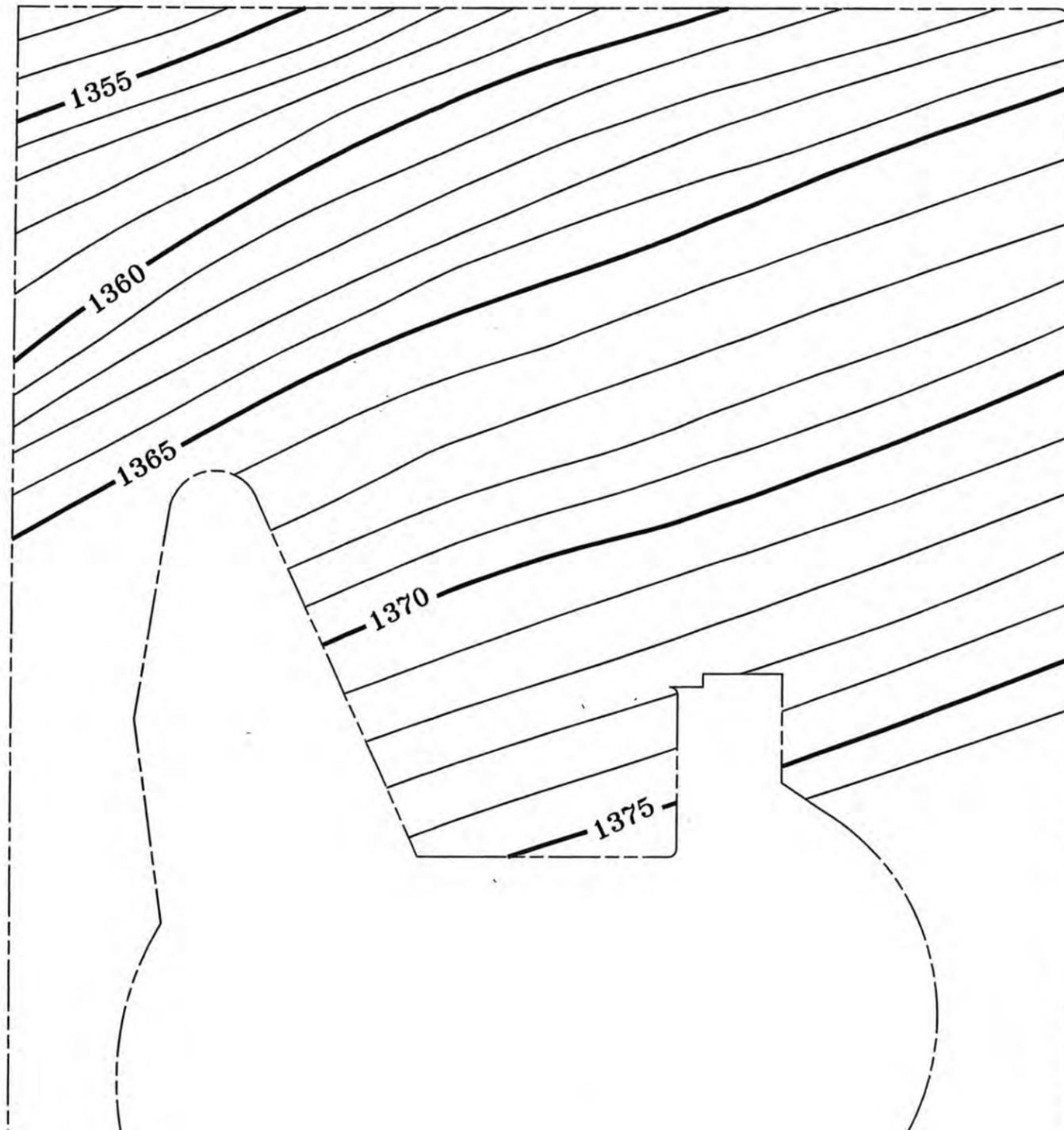


INGRESS / EGRESS DIAGRAM

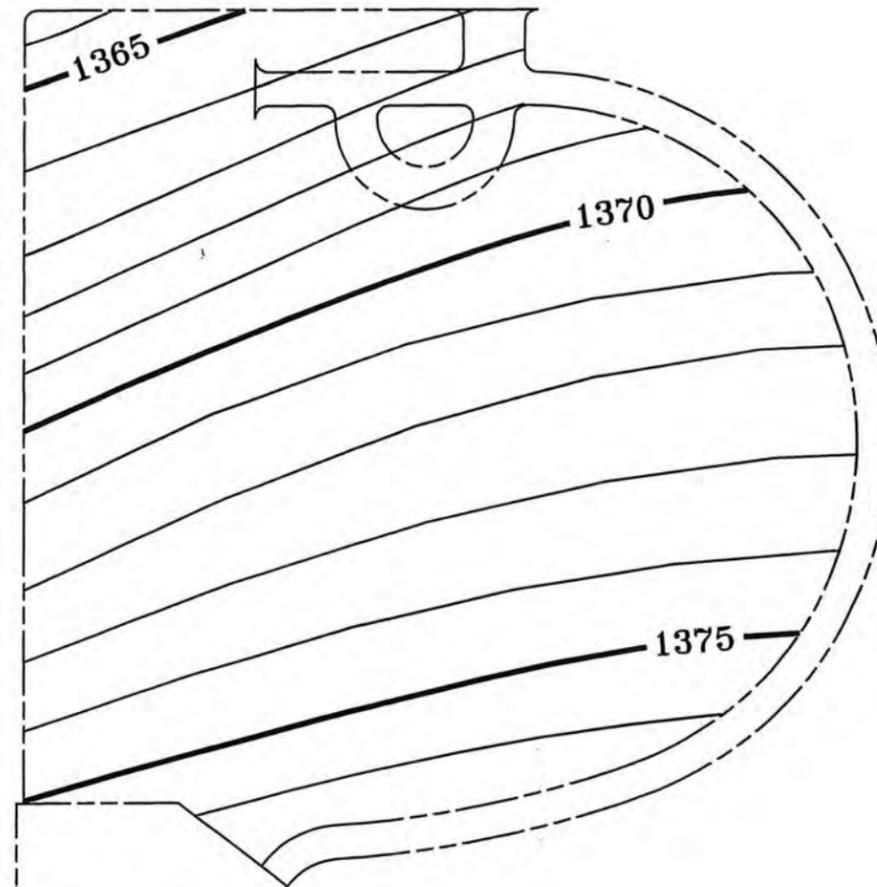
Date	May 16, 2012	Project #	3124	Sheet	3
Revision		Special Use Permit			

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LINCOLN DRIVE R.O.W.

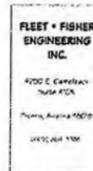


56TH ST. R.O.W.



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 ORIGINAL NATURAL 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.



ALL WRITTEN DIMENSIONS TAKE PRECEDENCE OVER SCALED DIMENSIONS.

MOUNTAIN SHADOWS



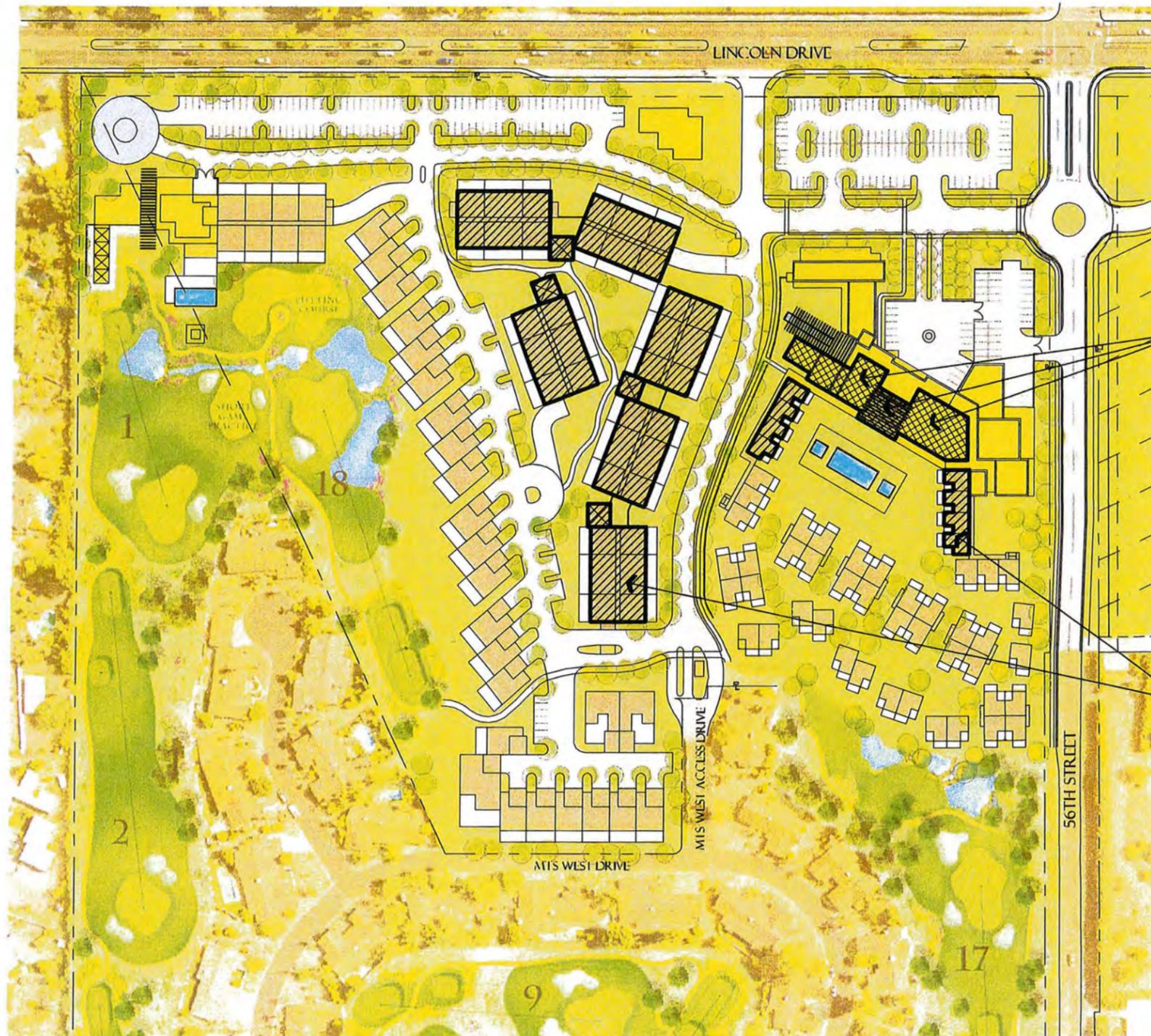
ORIGINAL NATURAL GRADE (O.N.G.) PLAN



Date	May 15, 2012	Project #	3124	Sheet	
Revised	Revised June 26, 2012	Issued For	SPECIAL USE PERMIT		4

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PROPOSED 2-STORY,
36 FT. MAX. HEIGHT

PROPOSED 3-STORY,
36 FT. MAX. HEIGHT

LEGEND:

 PROPOSED 2-STORY,
36 FT. MAX. HEIGHT

 PROPOSED 3-STORY,
36 FT. MAX. HEIGHT

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FORREST
RICHARDSON
& ASSOC.
ARCHITECTS

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MOUNTAIN SHADOWS


CROWN
REALTY & DEVELOPMENT
CORPORATION

BUILDINGS IN EXCESS OF 28 FT. IN HEIGHT

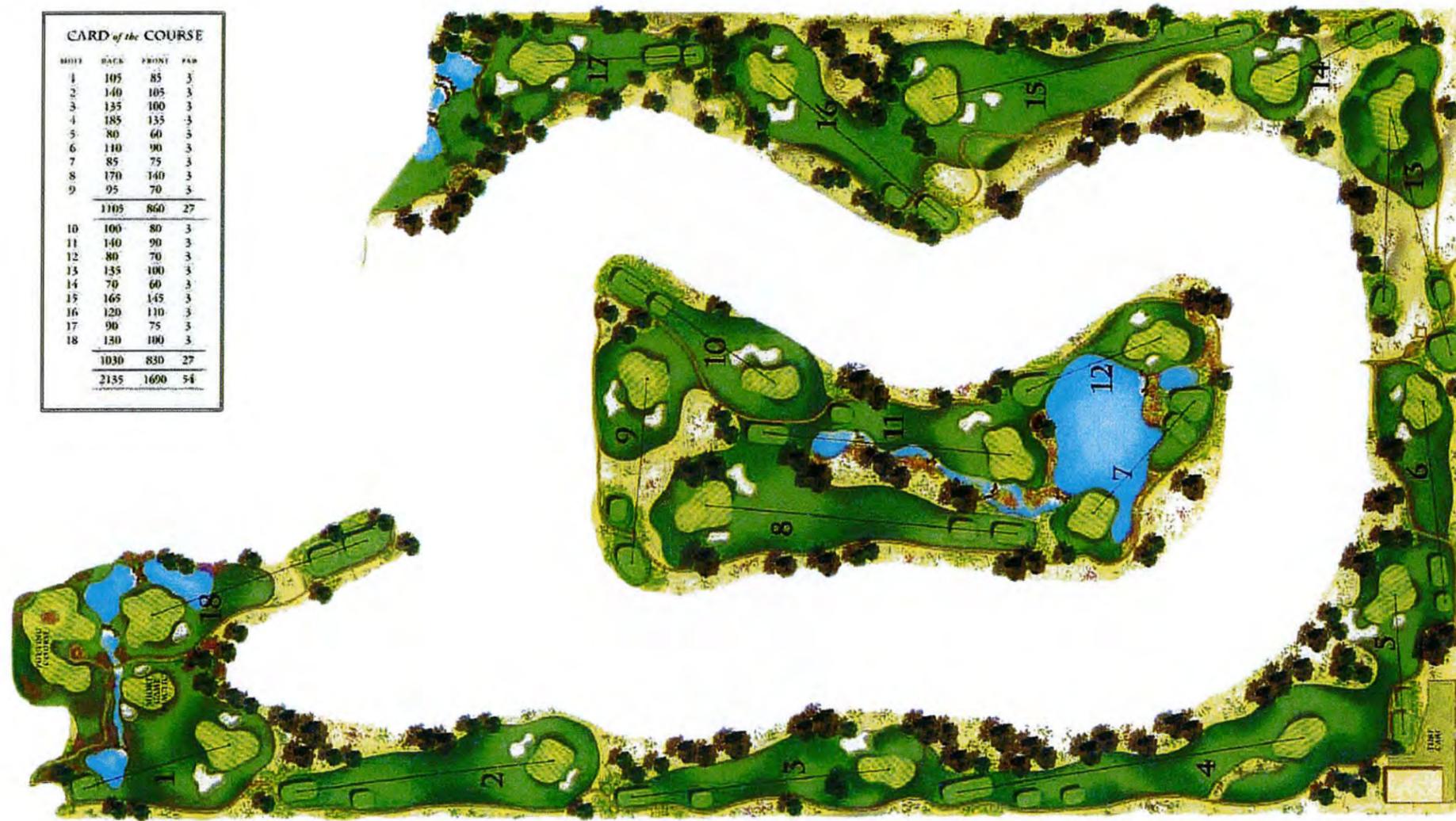


DATE: July 25, 2012	PROJECT: 3124	SCALE: 9.3
SPECIAL USE PERMIT		

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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
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	1105	860	27
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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	130	100	3
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	1030	830	27
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	2135	1690	54



ALL WRITTEN DIMENSIONS TAKE PRECEDENCE OVER SCALED DIMENSIONS.

MOUNTAIN SHADOWS



CONCEPTUAL GOLF COURSE IMPROVEMENTS PLAN



Date	May 19, 2012	Sheet	10
Revised	May 24, 2012	Project	010A
Revised	June 6, 2012	Client	SPECIAL LINE PROPERTY
Revised	June 20, 2012		



56th Street Thematic Character Narrative

The Town of Paradise Valley has an opportunity to develop the 56th Street corridor as a unique amenity that draws inspiration from our Sonoran Desert environment, rich cultural history and its unique position in between two landmark mountains. Approximately a half mile in length, the alignment has magnificent immediate views of the north face of Camelback Mountain and the south face of Mummy Mountain. The development, implementation, and care of the pedestrian and vehicular experience are crucial to the character of the corridor, along with safety, security and privacy of the adjacent neighboring uses. These distinctive characteristics will be the strongest elements in creating a sense of place and establish 56th Street as a Visually Significant Corridor.

While people are drawn to Arizona for the mild winters, the intense heat of the summer can be overwhelming. With that in mind, the design must consider ways to mitigate climate and appreciate our Sonoran Desert setting. Our desert climate dictates that we consider ways to create ample shade, reduce glare and heat absorption, by choosing regionally appropriate materials along with careful placement of amenities and features.

The following goals and guidelines are important to the implementation of the 56th Street improvements:

- Build on the diversity of native and desert adaptive plants that thrive in the Sonoran Desert, from rich bajada and ephemeral desert riparian to desert garden.
- Incorporate ways to collect, express or move water that reflect the importance, history and preciousness of water, while providing deep watering for plants and trees.
- Slow vehicular traffic with physical and physiological design methods that may include driving surface materials, sense of enclosure and scale of design elements.
- Consider sun exposure and orientation when selecting materials to reduce reflected heat, glare and hot surfaces while creating shade.

With its unique setting, the site and landscape for the 56th Street can incorporate our sculptural and vivid street tree palette. A tree palette including the flowering Palo Verde or the majestic Ironwoods can be used to bring the adjacent mountain characteristics down into the street experience. While massing of color and texture for the ground cover, shrubs and accents can be a visually dramatic way to transition to neighboring uses, the different wall types can also be emphasized or deemphasized with thoughtful material and texture selection such as desert mortar stone walls or more transparent materials such as welded wire mesh and vine covered screen walls.

The importance of a unique pedestrian experience together with an enjoyable driving experience can be strengthened by the opportunity to express the history and provide an educational story that evokes the spirit of the Sonoran Desert and the history of the Town. These characteristics are important to the success of the improvements coupled with the technical detail of the street cross section and details of the pedestrian nodes and the ultimate dimensions and layout of the street configuration.

56th Street shall have the following options and dimensions:

- 33' R.O.W. from the centerline to the east and 40' R.O.W. from the centerline to the west from Lincoln Drive south to the southern limit of Mountain Shadows Property.
- 33' R.O.W. from the centerline to the east and 33' R.O.W. from the centerline to the west from southern limit of Mountain Shadows Property south to McDonald Drive.
- Sidewalk easement along Golf Course.
- 6' to 8' sidewalk curb detached.
- 12' wide median.
- 6' height fence.
- 5' wide bike lane/bike route.
- Roundabout south of Lincoln intersection.

Alternative B2 includes the following elements:

- Roundabout south of the Lincoln intersection with a landscape median and enhanced roadway pavement.
- Sidewalks on both sides of the street to the roundabout.
- Straight roadway layout.
- Dedicated bike lanes along roadway.
- Meandering sidewalk on the west side of the street south of Mountain Shadows roundabout.
- Continuous median from Mountain Shadows roundabout to Nauni Valley Drive roundabout.
- Traditional "T" intersection at McDonald.

Alternative C3:

- Roundabout south of the Lincoln intersection with a landscape median.
- Sidewalks on both sides of the street to the roundabout south of Lincoln.
- Meandering roadway layout with 6 curves.
- Bike lanes.
- Meandering sidewalk on the west side of the street south of Mountain Shadows roundabout.
- Roundabout at Nauni Valley Drive.
- Roundabout at McDonald Drive.

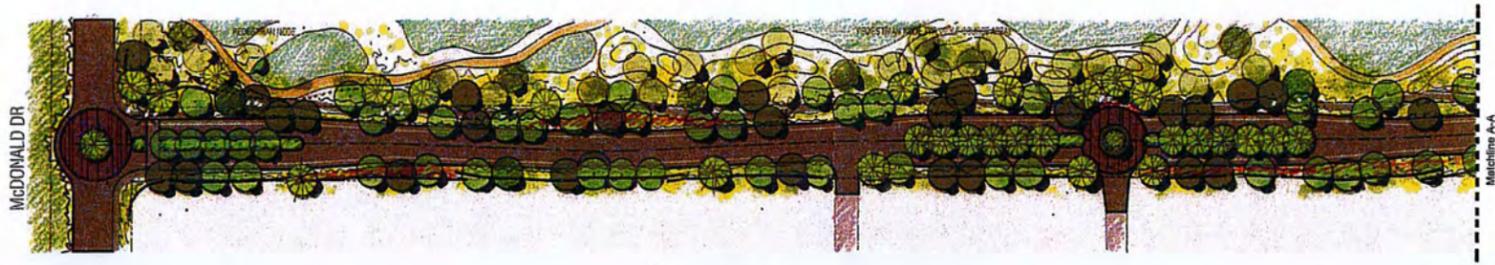
Alternative D3:

- Roundabout south of the Lincoln intersection with a landscape median.
- Sidewalks on both sides of the street to the roundabout south of Lincoln.
- Meandering roadway layout with 3 curves.
- Bike lanes.
- Meandering sidewalk on west side of the street south of Mountain Shadows roundabout.
- Roundabout at Nauni Valley Drive with adjacent 12' wide medians north and south.
- Roundabout at McDonald Drive with adjacent 12' wide median north side of roundabout.

Each pedestrian node is developed to express the unique characteristics of its location and orientation. A series of seating areas may include built shade structures, curved cast-in-place seat walls, signage opportunities, bike rack, enhanced paving materials, specimen planting and trash receptacle. These elements are knitted into the berming or grading opportunities that can serve to express water harvesting or act as a backdrop, or open views to adjacent mountains, giving the user a unique experience.

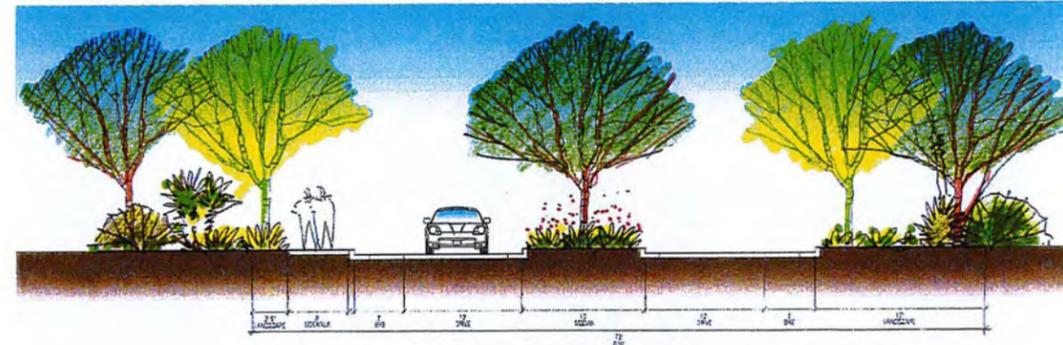


LINCOLN DR
ALTERNATIVE D3

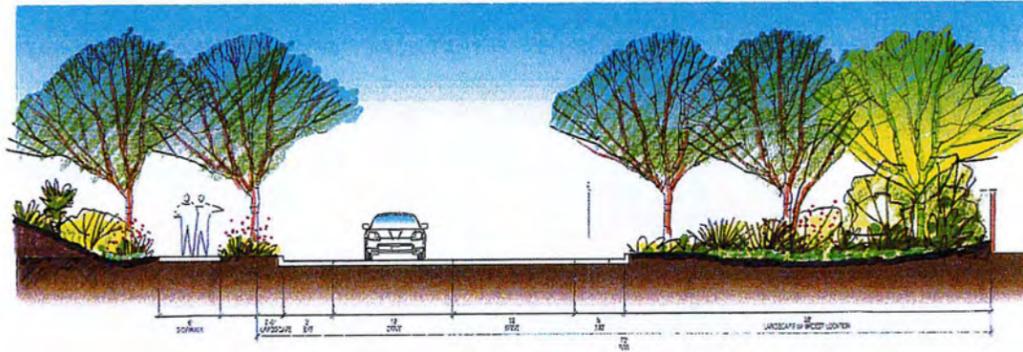


Thematic Character Development
8.14.12

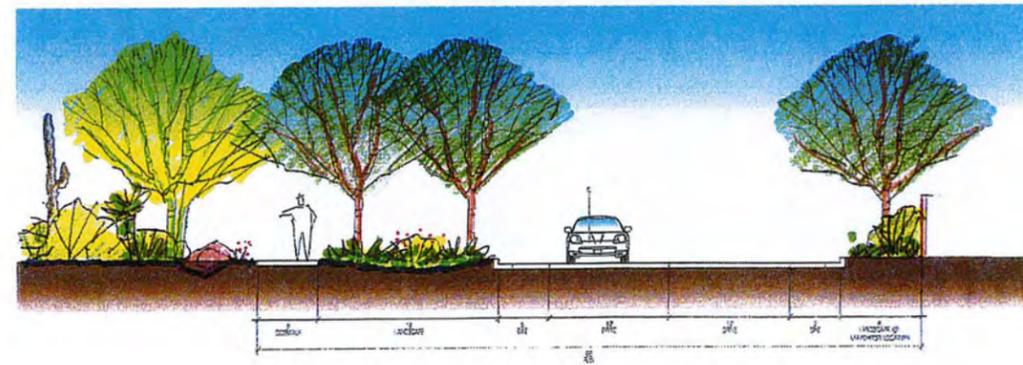
56th Street (McDonald Drive – Lincoln Drive)
Town of Paradise Valley, AZ



Looking North at Median Location near Lincoln Drive



Looking North Between Nauni Valley Drive and Lincoln Drive



Looking North Between McDonald Drive and Nauni Valley Drive