

When recorded, return to:
Town Clerk
6401 East Lincoln Drive
Paradise Valley, AZ 85253
(480) 948-7411

OFFICIAL RECORDS OF
MARICOPA COUNTY RECORDER
HELEN PURCELL
20140418804,06/26/2014 09:53
ELECTRONIC RECORDING
ORDINANCE673A-22-1-1--,N

CAPTION HEADING:

ORDINANCE NUMBER 673

Ordinance Number 673 is being re-recorded to correct a Scribner's error in Section 4. The effective date of this ordinance shall be in the manner provided for by law.

DO NOT REMOVE

THIS IS PART OF THE OFFICIAL DOCUMENT.

OFFICIAL RECORDS OF
MARICOPA COUNTY RECORDER
HELEN PURCELL
20140347407,05/29/2014 10:53
ELECTRONIC RECORDING
ORDINANCE673-21-1-1--,N

ORDINANCE NUMBER 673

**AN ORDINANCE OF THE TOWN OF PARADISE VALLEY,
ARIZONA, REZONING FROM SUP (RESORT) TO
SUP (RESORT #12-8) AND AMENDING AN EXISTING
SPECIAL USE PERMIT FOR COTTONWOODS RESORT
AN APPROXIMATE 22.5 ACRE PROPERTY LOCATED AT
6160 NORTH SCOTTSDALE ROAD**

WHEREAS, the Town of Paradise Valley Planning Commission held public hearings on October 15, 2013, November 19, 2013, December 3, 2013, and January 7, 2014, in the manner prescribed by law, *to hear the request for the rezoning* of a twenty two and one-half (22.5) acre portion of property described in Exhibit A attached hereto (now known as the Cottonwoods Resort, Paradise Valley, and hereinafter referred to as "Property" or "Resort") from SUP District (Resort) to SUP District (Resort, #12-8) and to amend the Town Official Zoning Map to reflect the issuance of a Major Amendment to the SUP (Resort) zoning for the Property and for the purpose of making a recommendation on these requests to the Town Council; and

WHEREAS, the Town Council held a public hearing at its meetings on February 3, 2014, March 13, 2014, and April 24, 2014, in the manner prescribed by law, to hear the request for the rezoning of a twenty two and one-half (22.5) acre portion of property described in Exhibit A attached hereto ("Property," now known as the Cottonwoods Resort, Paradise Valley) from SUP District (Resort) to SUP District (Resort, #12-8) and to amend the Town Official Zoning Map to reflect the issuance of a Major Amendment to the SUP (Resort) zoning for the Property; and

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

WHEREAS, the Town Council now desires to approve a rezoning of the Property from SUP District (Resort) to SUP District (Resort, #12-8), subject to the terms and conditions of the Special Use Permit and Related Stipulations for Cottonwoods Resort (Exhibit "B" hereto, incorporated herein by this reference, and hereinafter referred to as the "Special Use Permit," "SUP," and the "Stipulations," respectively; provided, however, that the terms "Special Use Permit" and "SUP" shall include the Stipulations and all other documents or instruments referred to in this ordinance, and in the Stipulations), and to amend the Zoning Map to reflect such rezoning.

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

SECTION 1. Findings. Based on all matters considered by the Town Council including written materials, oral comments, and deliberations, the Town Council finds that the proposed SUP District (Resort) rezoning is in accordance with Articles III and XI of the Town Zoning Ordinance. Specifically, the rezoning:

- a. Is authorized by, and is in conformity with, the Town's adopted General Plan, as amended.
- b. Furthers the goals and policies of the General Plan by (i) ensuring that the primary resort use and structures, and any accessory uses and structures, do not adversely affect the integrity and enjoyment of adjacent residential neighborhoods, (ii) addressing the effects of the proposed revitalization and improvement of the Property on traffic, natural features, light, noise, dust, and odor pollution, and (iii) setting specific limits on site development parameters to promote the security and aesthetic benefits of visual openness throughout the Town.
- c. Will not be detrimental to, interfere with, or adversely affect existing land uses or the 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.
- d. Will be in full conformity with the Zoning Ordinance and other ordinances of the Town and any conditions, requirements, or standards prescribed in the Stipulations.
- e. Meets the definition of resort and allowed uses by requiring a resort operated under a single unified management structure, containing adequate guest units for temporary residency in a physical setting that provides a high level of guest amenities, recreational opportunities, and a quality of design that includes sufficient architectural features, extensive open space, and landscaping.
- f. Has been requested by the Owner, as defined in the Stipulations, as holder of fee title to the Property and the "owner" for purposes of Section 307 of the Zoning Ordinance and the Private Property Rights Protection Act.

SECTION 2. Rezoning. A rezoning of the Property from SUP District (Resort) to SUP District (Resort, #12-8), with such changes to be made on the Town's Official Zoning Map, such new SUP District (Resort, #12-8) to allow for use of the Property as a resort and for those other uses permitted by the SUP (Exhibit "B" hereto, incorporated herein by the reference), and as limited in the SUP.

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

SM
AM
OM

SECTION 4. Effective Date. This ordinance shall become effective ~~as of the Effective Date (as such term is defined in the Stipulations)~~ **in the manner provided by law.**

PASSED AND ADOPTED by the Mayor and Town Council of the Town of Paradise Valley, Arizona, this 22nd day of May, 2014.



Scott P. LeMarr, Mayor

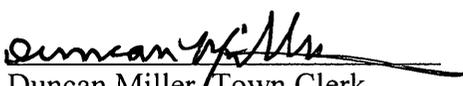
SIGNED AND ATTESTED TO THIS 22nd DAY OF May, 2014

APPROVED AS TO FORM:

ATTEST:



Andrew M. Miller, Town Attorney



Duncan Miller, Town Clerk

EXHIBIT "A"
TO
ORDINANCE NUMBER 673

LEGAL DESCRIPTION:

THAT PORTION OF THE SOUTHEAST QUARTER OF SECTION TEN (10), TOWNSHIP TWO (2) NORTH, RANGE FOUR (4) EAST OF THE GILA AND SALT RIVER MERIDIAN, MARICOPA COUNTY, ARIZONA, MORE PARTICULARLY DESCRIBED AS FOLLOWS:

COMMENCING AT THE SOUTHEAST QUARTER CORNER OF SAID SECTION 10, BEING MARKED BY A BRASS CAP IN HANDHOLE, FROM WHICH THE EAST QUARTER CORNER OF SAID SECTION 10, BEING MARKED BY A BRASS CAP IN HANDHOLE, BEARS NORTH 01DEGREES33 MINUTES 38 SECONDS EAST, 2657.93 FEET;

THENCE NORTH 01DEGREES 33 MINUTES 38 SECONDS EAST ALONG THE EAST LINE OF SAID SECTION 10, 298.92 FEET;

THENCE DEPARTING SAID EAST LINE NORTH 88 DEGREES 26 MINUTES 22 SECONDS WEST, 657.57 FEET TO A POINT ON THE SOUTH LINE OF THE NORTH HALF OF THE SOUTHWEST QUARTER OF THE SOUTHEAST QUARTER OF SAID SOUTHEAST QUARTER OF SECTION 10 AND THE **POINT OF BEGINNING**;

THENCE SOUTH 88 DEGREES 39 MINUTES 36 SECONDS WEST ALONG SAID SOUTH LINE, 329.21 FEET TO A POINT ON THE WEST LINE OF THE EAST HALF OF THE EAST HALF OF SAID SOUTHEAST QUARTER OF SECTION 10;

THENCE NORTH 00 DEGREES 05 MINUTES 36 SECONDS EAST ALONG SAID WEST LINE, 664.09 FEET TO A POINT ON THE NORTH LINE OF SOUTH HALF OF THE NORTHWEST QUARTER OF THE SOUTHEAST QUARTER OF THE SOUTHEAST QUARTER OF SAID SECTION 10;

THENCE DEPARTING SAID WEST LINE NORTH 88 DEGREES 39 MINUTES 07 SECONDS WEST ALONG SAID NORTH LINE, 331.03 FEET TO THE NORTH-SOUTH MID-SECTION LINE OF SAID SECTION 10;

THENCE ALONG SAID NORTH-SOUTH MID-SECTION LINE NORTH 00 DEGREES 56 MINUTES 15 SECONDS EAST, 1161.94 FEET;

THENCE NORTH 88 DEGREES 38 MINUTES 16 SECONDS EAST, 668.40 FEET;

THENCE SOUTH 01DEGREES 14 MINUTES 57 SECONDS WEST 1826.59 FEET TO THE **POINT OF BEGINNING**. SAID PARCEL CONTAINS 991,435 SQUARE FEET, OR 22.7601 ACRES, MORE OR LESS.

EXHIBIT "B"
TO
ORDINANCE NUMBER 673

TOWN OF PARADISE VALLEY
MAJOR AMENDMENT TO THE COTTONWOODS RESORT
SPECIAL USE PERMIT SUP #12-8

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 WSRH SCOTTSDALE COTTONWOODS, LLC, a Delaware limited liability company, LLC, its successors and assigns (the "Owner"), Special Use Permit #12-8 (with these Stipulations, the "SUP") governing the use of the Property. All capitalized terms contained herein shall have the meanings ascribed to them parenthetically or otherwise in Ordinance No. 673 or otherwise in these Stipulations.

The Special Use Permit application includes the redevelopment of the existing twenty-two and a half acre resort property. Among other things, the application specifically requests:

- Maintaining the existing key count at 171 units and allowing an increase to a maximum of 201 units. The 30 additional keys are made possible through the renovation/reconfiguration of the 30 existing "Phoenix" suites and creating an additional guest casita.
- New 10,000 square foot maximum structure to house restaurant, lounge, lobby, check-in, spa/fitness facility, and various back of house activities.
- ROW dedication for Quail Run Road, to be done by a deed.
- New interior loop driveway with additional parking.

III. STIPULATIONS

A. GENERAL

1. In the event of a conflict between the stipulations and the Approved Plans (as defined below), these stipulations shall govern.
2. This Special Use Permit shall run with the land and any person having or subsequently acquiring title to any portion of the property shall be subject to this Special Use Permit, as it applies to the portion of the Property owned thereby and as it may be amended or superseded from time to time. Once an owner no longer owns the Property, such prior owner shall not be subject to this Special Use Permit.

3. If any portion of the Property is used in violation of the terms of this Special Use Permit, the Town may, after fair notice, a hearing and a reasonable opportunity to correct, impose a monetary sanction on the then Owner of such portion, in an amount not to exceed the maximum amount allowed for violations of the Town Zoning Ordinance for each day such violation exists, in addition to all other orders or sanctions permitted by applicable laws. No such remedy shall be applied to any other Owner or portion of the Resort that is not in violation of this Special Use Permit.
4. 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.
5. The redevelopment of, and construction on, the Property shall, subject to the Stipulations, substantially conform to the intent of the approved plans. The approved plans, as listed in Exhibit C hereto, are hereby incorporated into this Special Use Permit and made an integral part hereof, and shall hereinafter be referred to as the "Approved Plans."
6. A Mylar and electronic version of the Approved Plans shall be submitted to the Town within sixty (60) days after the approval date.
7. Nothing in this Special Use Permit or otherwise shall require the operation of the Resort under the name "Cottonwoods Resort" or any similar or other name. No further consent shall be required to enable the owner of the Property to transfer all or any portion of the Property, name or rename the Resort, or select or reselect brands or management companies of the Resort.
8. No part of the resort shall be operated as a Time-Share project as such term is defined by the Town Zoning Ordinance. No part of the resort may be subdivided for purposes of sale or resale.
9. The Resort Owner and successor owners of the Property shall have a right to undertake and complete the development and use of the Property in accordance with this Special Use Permit.
10. The Town and the Owner believe and intend that the provisions of this Special Use Permit are valid and enforceable. In the unlikely event that this Special Use Permit is declared by a court of competent jurisdiction to be invalid or unenforceable, the Resort (as then constructed) may continue to be used and operated as a legal non-conforming use in accordance with these Stipulations until such time as a special use permit or other applicable zoning for the Resort is issued or reissued by the Town for the property.

B. DEVELOPMENT

11. All utilities within the Resort shall be underground and located within appropriate easements. All water and sewage facilities shall be constructed in accordance with plans approved by the Town Manager or designee.
12. The precise location and/or required screening of any backflow preventer, transformer, or other similar equipment visible from off the property shall be approved by the Town Manager.
13. Prior to the issuance of building permits for new improvements on the Property, the Owner shall deed to the Town a section of the east half of the Quail Run right-of-way, said section to vary between twenty and twenty-five foot (25') in width, said cross-section being shown on the "Quail Run Road Landscape Plan" in the Approved Plans (see Exhibit C, plan h). The public landscaping improvements on Quail Run Road and the improvements to the perimeter walls shall be installed in accordance with the Approved Plans for the Special Use Permit. The precise final location and design of the public landscaping improvements shall be approved by the Town Manager or his designee. In lieu of bonding for these improvements, no final building inspection and/or no final certificate of completion/occupancy for any of the Resort structures will be issued until such public landscaping improvements are complete and accepted by the Town.
14. 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. Submitted plans shall be required to meet the building code most recently adopted by the Town.
15. All new construction shall satisfy all fire department requirements for each component of work (which may include temporary fire protection facilities) prior to the issuance of any building permit for such work.
16. Prior to the issuance of a certificate of completion/occupancy for any individual structure, adequate fire, emergency and other vehicle access and adequate fire service shall be provided for such structure and the particular phase of development in which such structure is located, as determined by the Town Manager.
17. Temporary construction driveway locations are subject to approval by the Town Manager. No temporary construction driveway locations are allowed on Quail Run.
18. 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.
- The approximate beginning and ending for construction of structures within a phase.

19. The Owner shall arrange for construction phasing on the property in the following sequence:

- Commence native plant salvage, dust and erosion control measures, job-site mobilization and set-up, and the like.
- Upon completion of the salvage, erosion and dust control, job-site mobilization, and set-up, commence horizontal or civil improvements and site work.
- New driveways, parking areas, and the construction of vertical buildings and other structural improvements on the Property may commence at the same time as the completion of the perimeter walls and the Quail Run Road public landscaping (as specified in Stipulation 13).

Other off-site and right-of-way improvements, if any, may be scheduled independently of the foregoing.

20. During the period of demolition or construction of new improvements, signs shall be posted on the Property (or at the entrance to a particular phase) indicating the name and phone number of a person the public may contact with construction-related concerns.

21. During demolition, site grading, and the initial construction of other on or offsite improvements, and new construction Owner(s) shall coordinate the sweeping of streets adjacent to the Property to remove construction-related dirt and debris, as reasonably required by the Town Manager.

22. Subject to requirements for construction of the horizontal or vertical improvements, construction access, emergency vehicle access, erosion control, storm water pollution prevention control, dust control and other measures, portions of the perimeter wall and landscaping may be omitted, or re-opened for construction or access subject to approval by the Town Manager.

23. No above ground structures shall be placed in a right-of-way easement except approved monument signs and any other approved structures allowed by this Special Use Permit.
24. All mechanical equipment on new buildings, including pool and fountain equipment, shall be screened so that it is not visible from properties not a part of this Special Use Permit and from public rights-of-way. All pool heaters are to be low-profile in configuration. Mechanical equipment and mechanical equipment screens shall be included in the total height of any structure they are attached to. If applicable, mechanical screening may provide the necessary noise attenuation for any mechanical equipment. All mechanical equipment, along with any screens used for attenuation of noise, shall comply with the allowable noise levels as defined in the Town's noise ordinance as it exists as of the Approval Date. Noise measurement shall include any installed screening or other attenuation devices.
25. Antenna and Satellite Dishes:
 - a. Satellite dishes are permitted, provided that they are not located above the roof line. Satellite dishes and antennas greater than 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.
26. Interiors of any Resort structure may be remodeled at any time without an amendment to the Special Use Permit so long as such remodeling does not increase the number of keys specified within this Special Use Permit.
27. The building elevations, materials and colors shall be compatible with the proposed design theme of the resort and design guidelines.
28. Additional accessory and service structures, as defined in the Town's Resort SUP Guidelines, each limited to eight-hundred (800) square feet, may be added to the Approved Plans, provided that the total square footage of all the accessory and service structures added together does not exceed four thousand (4,000) square feet, such additions to be provided to the Town Manager as a revised conceptual site plan. The additional accessory and service structures cannot exceed fourteen (14) feet in height and must be set back a minimum of 60 feet for any accessory structure and 100 feet for any service structure from any Rights-of-Way or residential property lines and 10 feet from any non-residentially zoned property.

C. USES

RESORT HOTEL AND ASSOCIATED AMENITIES

Resort Hotel Specifics

32. New resort buildings and structures shall meet minimum setbacks as shown on the conceptual site plan or as outlined in the Special Use Permit Guidelines for resort.
33. Heights shall be in accordance with the Approved Plans and measured from lowest natural grade or lowest unrestored excavated grade under each structure, whichever point of measurement is lower.
34. Permanent tents and temporary tents or pavilions may be erected at the Resort in the locations shown on the Approved Plans, provided that such temporary tents or pavilions shall not remain erected for more than sixteen (16) consecutive days per event. No tent shall be higher than twenty-four feet (24') above finished grade and must meet a minimum setback of 40'. Any other temporary tent or pavilion shall have adequate parking and be approved by the Town Manager.
35. Commercial resort site specific laundry facilities shall only be allowed in buildings containing resort keys or amenities and shall be positioned so as to minimize noise at the perimeter of the property.
36. Minimum Resort Quality Standards: The Resort shall be constructed, remodeled or refurbished and outfitted with:
 - a. One hundred seventy-one (171) hotel keys at a minimum and up to two hundred one (201) hotel keys as a maximum, built to the Hotel Quality Standards (as defined below), with each hotel key to be a minimum of three hundred twenty-five (325) square feet in size;
 - b. one (1) full service restaurant capable of serving three (3) daily meals;
 - c. at least one (1) swimming pool along with facilities (which may be remote from the pool);
 - d. at least one (1) heated whirlpool (such as a "Jacuzzi");
 - e. at least one (1) fitness area to accommodate professional-grade exercise machines and related equipment;
 - f. an area or areas for providing spa services such as massage services;

- g. a dedicated reception area to accommodate guest check-in, concierge and cashier;
- h. a dedicated area to accommodate vehicle or passenger drop off (such as valet parking services) for Resort guests;
- i. a conference center serving the Resort, which shall specifically include refurbishing, remodeling, constructing or reconstructing the existing conference center serving the existing Resort, said conference center located adjacent to the Property and within the City of Scottsdale; and
- j. an improved sign placed on Scottsdale Road on a parcel located adjacent to the Property and within the City of Scottsdale.

If the Resort is constructed so as to include the improvements specified on the Approved Plans, said improvements shall satisfy the requirements in subsection a through h above.

The Resort shall also be either constructed, remodeled or refurbished and outfitted with standards of development consistent with the criteria set forth in Exhibit D attached hereto and incorporated herein, or any other resort hotel design supported by a Brand Letter (as defined in Exhibit D, the "Hotel Quality Standards"). The final construction documents upon which building permits shall be issued for the Resort may come in multiple phases, including but not limited to grading and other site work, buildings, plumbing, electrical, mechanical, and finish schedules. As such, permits will be issued for each phase after having been reviewed for compliance with the Approved Plans and the requirements of this stipulation to the extent such a component thereof is partially or fully reflected therein. Any changes in the Hotel Quality Standards that is accompanied by a Brand Letter shall be deemed approved. Minor changes which do not materially alter the scope of a required component set forth in Exhibit D shall not require approval.

37. The maximum hours of operation of the specific uses/facilities shall be as follows:
- a. Pools, spas and Jacuzzis (except pools, spas, and Jacuzzis located in enclosed private yards, which may be used 24 hours/day): 7 am – midnight;
 - b. Restaurants and other food service facilities; 6 am – close per State Statute;
 - c. Bars/lounges: 6 am – close per State Statute; and
 - d. Spa & Fitness facilities: 24 hours/day (outside members limited to 5 am – midnight).

D. PARKING AND CIRCULATION

38. All contracts between the Resort Owner and any valet company or other parking company shall include an acknowledgment and agreement that such company shall not park any vehicles on public streets in the Town. Buses and other vehicles may be used to shuttle guests or employees to or from parking areas not located on the Resort, and between the Resort and other destinations (e.g., airport, shopping facilities, golf courses, attractions, etc.). Any catering agreement between Resort Owner and any owner or guest booking events at the Resort shall include an acknowledgement and agreement that catering vehicles may not park on public streets in the Town.
39. Unlicensed support vehicles (i.e., golf carts, utility vehicles, etc.) may be used to transport guests and provide services to the Resort, but shall not be used or parked on any public street.
40. All designated fire lanes shall maintain a vertical clearance of fourteen feet (14') above finished grade and a horizontal clearance of twenty feet (20') to allow passage of emergency vehicles and must meet all current Arizona Department of Transportation standards.
41. 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. That part of this Special Use Permit granted for private streets and drives herein shall be binding on the Owner.
42. The streets and drives on the Property shall be constructed and maintained by the Owner. The rights and obligations, including but not limited to the right and obligation to maintain the streets and drives on the Property, shall run with the land and shall be binding thereon. In the event a condition that threatens the health or safety of the residents of the Town is created or results from the Owner's failure to maintain the streets or drives within the Property, the Town may give the Owner a written notice to undertake appropriate maintenance to cure such condition. If the condition remains uncured for thirty (30) days after notice thereof in writing to the Owner by the Town, or if the condition is such that it cannot be reasonably corrected within thirty (30) days, the correction thereof not having been commenced and thereafter diligently prosecuted within thirty (30) days from receipt of such written notice, the Town may enter the Property and perform such work necessary to cure the condition. The Town may assess the actual costs and expenses related to such work against the Owner as owner of the private streets and drives, and the Owner shall remit payment to the Town within thirty (30) days of receipt of an invoice together with the usual and customary supporting documents and materials from such work. If the Owner fails to remit such

payment within the 30-day period, the Town may file a lien against the Property for any such unpaid amount due to the Town.

43. Emergency access points are only to be utilized for emergency vehicles. No deliveries or other use is allowed.
44. The Owner shall either construct the emergency access points and the wall and landscape improvements adjacent to Quail Run Road (as shown on the Approved Plans) during development of the resort or shall provide money or cash bond or cash assurance to the Town to make such improvements at a later date. The exact location of the emergency access gates to be built into the wall along the Quail Run border of the Property shall be determined by the Town Manager prior to the approval of the construction plans for the wall.

E. MANAGEMENT

45. 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 Owner or its designee.

F. CELLULAR ANTENNAS

46. 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.

G. LIGHTING

47. All exterior lighting, including the exposed surface of any parking structure or parking lot or area, shall be submitted under a separate plan and processed as a Minor Special Use Permit amendment.
48. If the Town receives a complaint from an offsite owner that the lamp or lighting or illumination device (as defined by the Town Zoning

Ordinance Section 1023) within an exterior light fixture is visible from off the Property, the Town Manager may inspect the Property and require the Owner of such lighting fixture to shield such light source if the light emitting element is visible from outside the Property.

H. LANDSCAPING

49. Perimeter landscaping must be maintained and shall be substantially compliant with the Town's Landscape Guidelines.
50. Perimeter walls and landscaping as shown on conceptual site plan in the Approved Plans and described in the narrative must be completed in the initial phase of construction of new resort structures.
51. A large tree inventory must be completed and submitted prior to issuance of a demolition and/or building permit.

I. SIGNAGE

52. Resort signage shall be submitted under a separate plan and is subject to the Minor Special Use amendment process.

J. NOISE

53. There shall be no outdoor amplified music or use of public address system after 10 pm. Noise must at all times adhere to the Town Code.

K. COMMUNITY OUTREACH

54. Subsequent to the approval of this Ordinance, the Owner shall implement the community outreach plan specified in Exhibit E.

EXHIBIT "C"
TO
ORDINANCE NUMBER 673

THE APPROVED PLANS CONSIST OF:

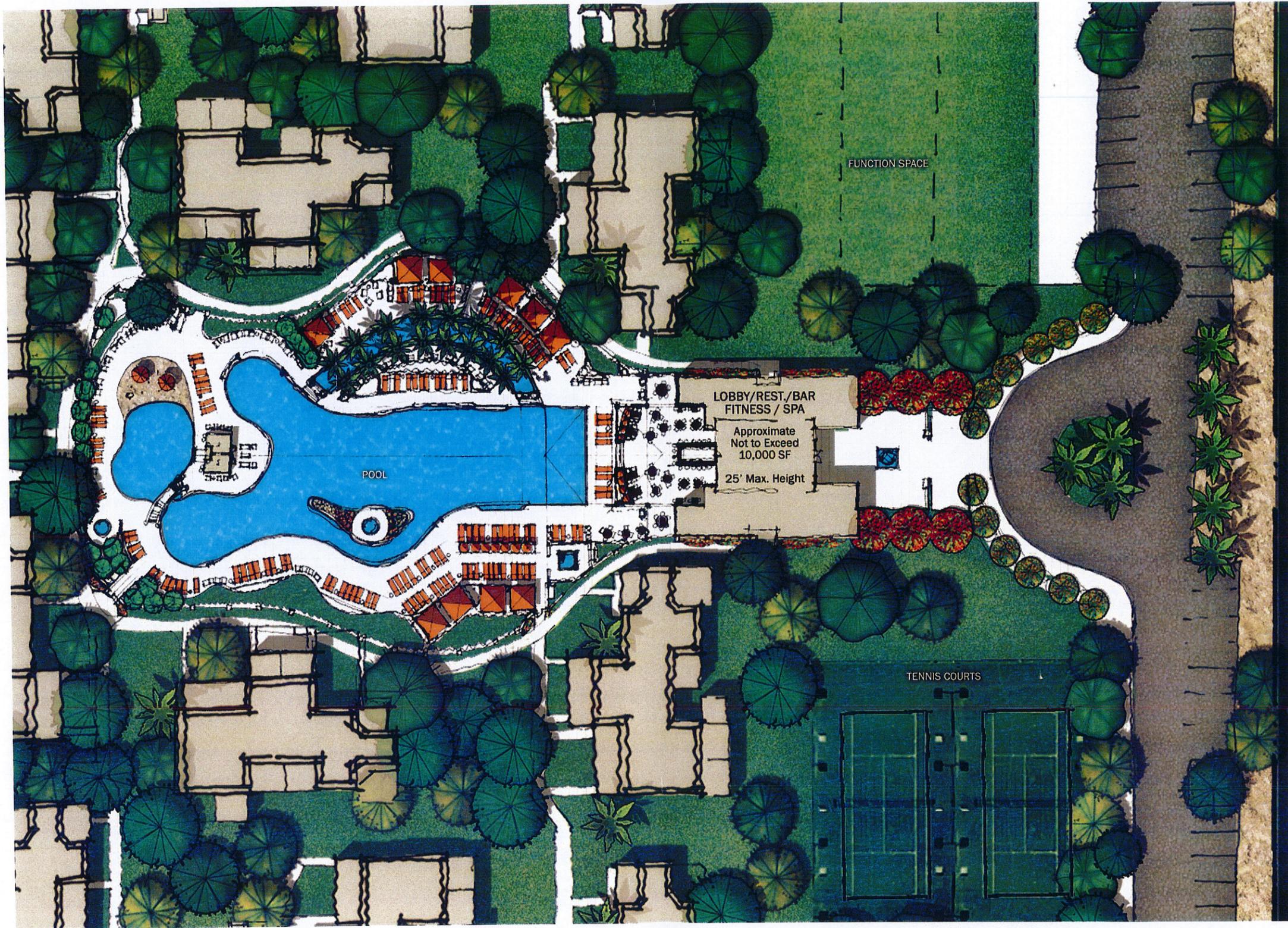
- a. Existing Aerial, Prepared by Nelsen Partners and dated May 22, 2014
- b. Conceptual Site Plan, Prepared by Nelsen Partners and dated May 22, 2014
- c. Conceptual Site Plan Main Pool area, Prepared by Nelsen Partners and dated May 22, 2014
- d. Conceptual Site Plan (illustrating setback of lobby/restaurant/bar/fitness/spa building), Prepared by Nelsen Partners and dated May 22, 2014
- e. Tent Plan, Prepared by Nelsen Partners and dated May 22, 2014
- f. Tree Preservation Plan, Prepared by Nelsen Partners and dated May 22, 2014
- g. Conceptual Parking Plan, Prepared by Nelsen Partners and dated May 22, 2014
- h. Coverage Table,
- i. Quail Run Road Landscape Plan, Prepared by Nelsen Partners and dated May 22, 2014
- j. Architectural Character Lobby/Restaurant/Bar/Fitness Sheets 1 & 2, Prepared by Nelsen Partners and dated May 22, 2014



FILE COPY

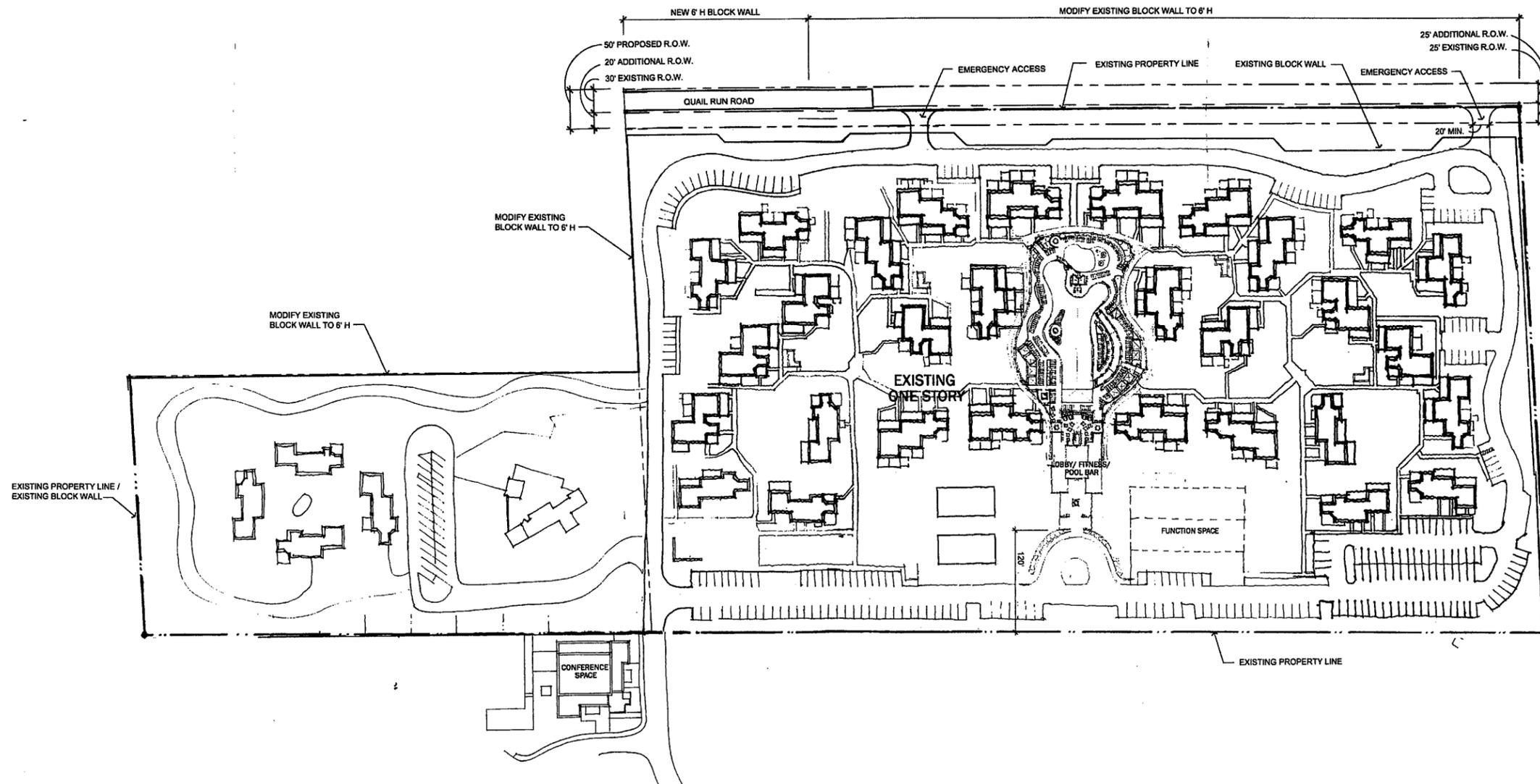


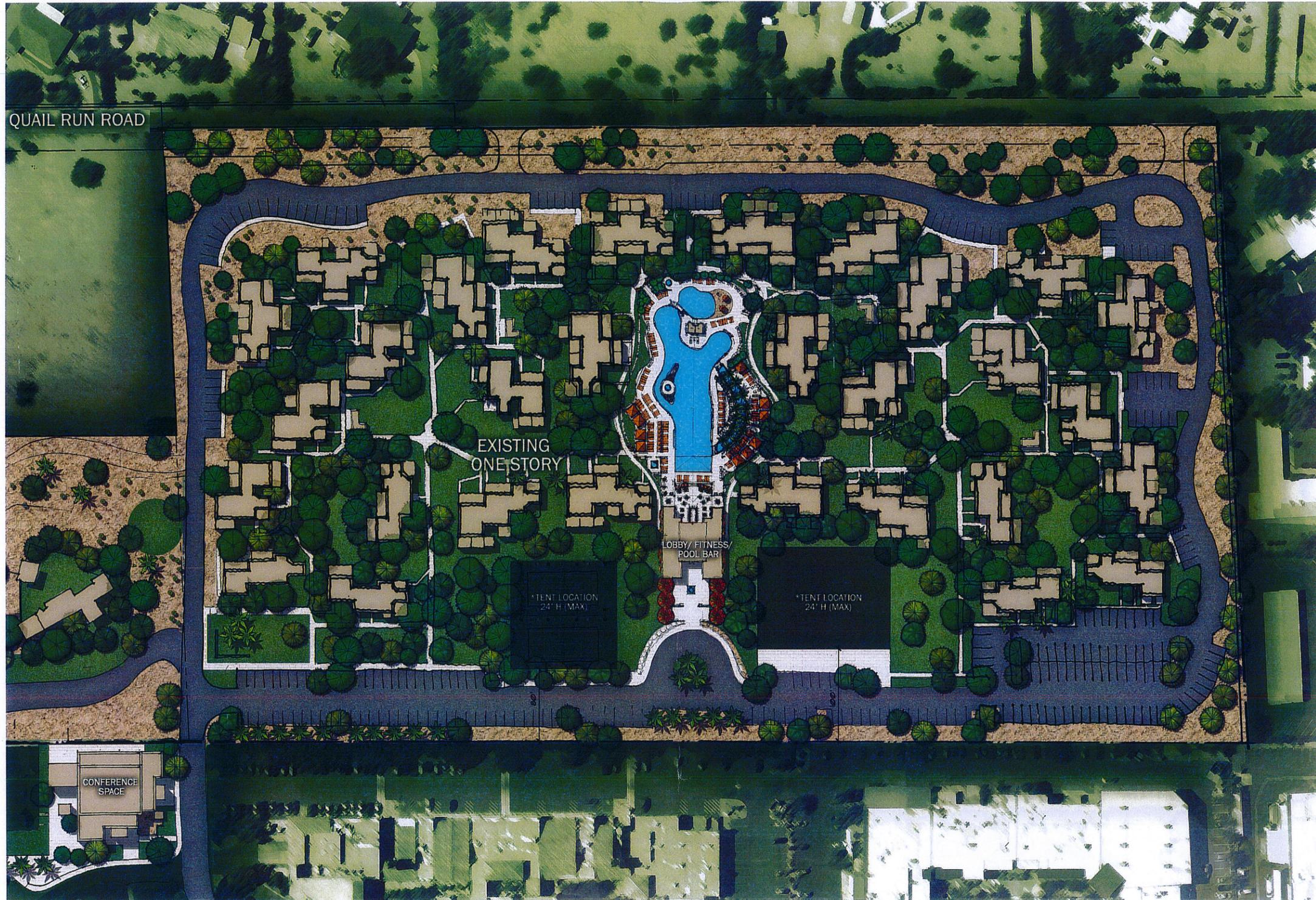




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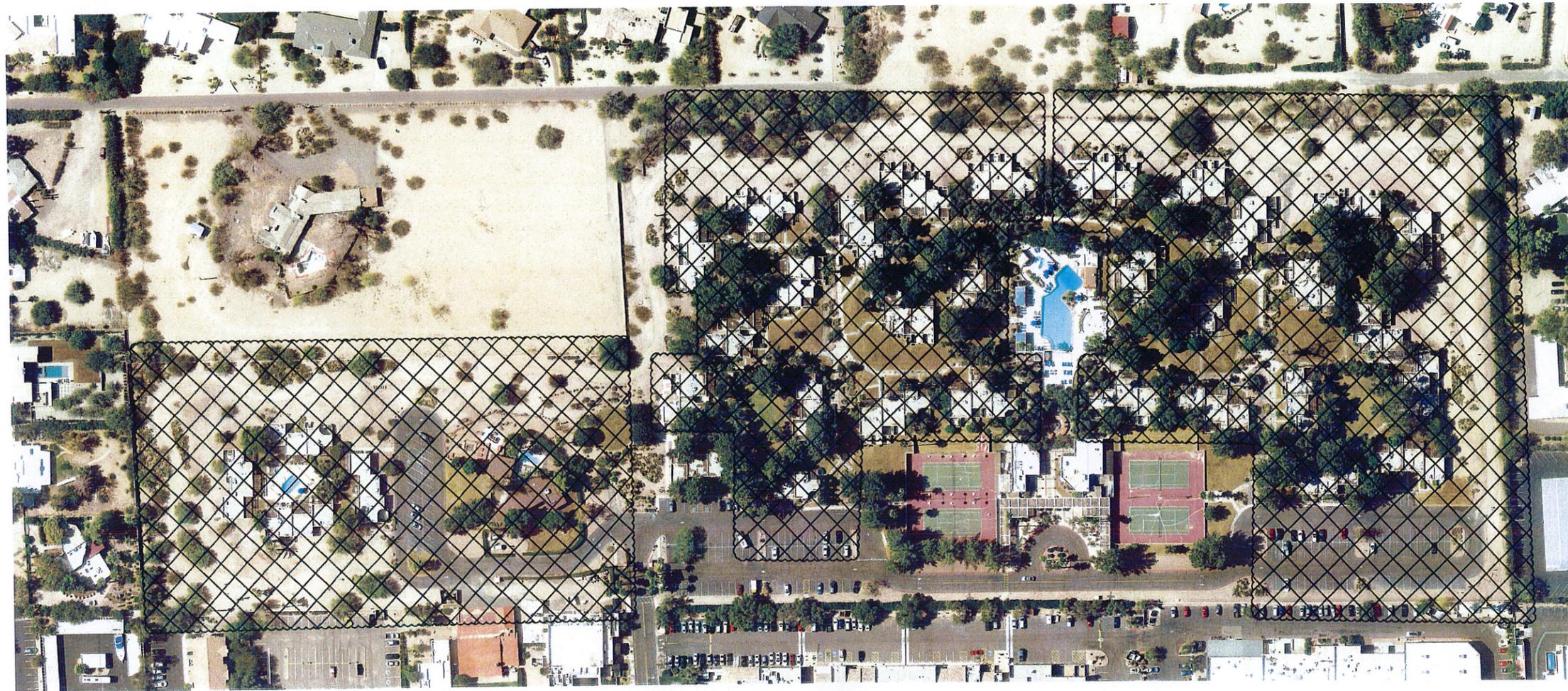






TREE PRESERVATION PLAN GENERAL NOTE:

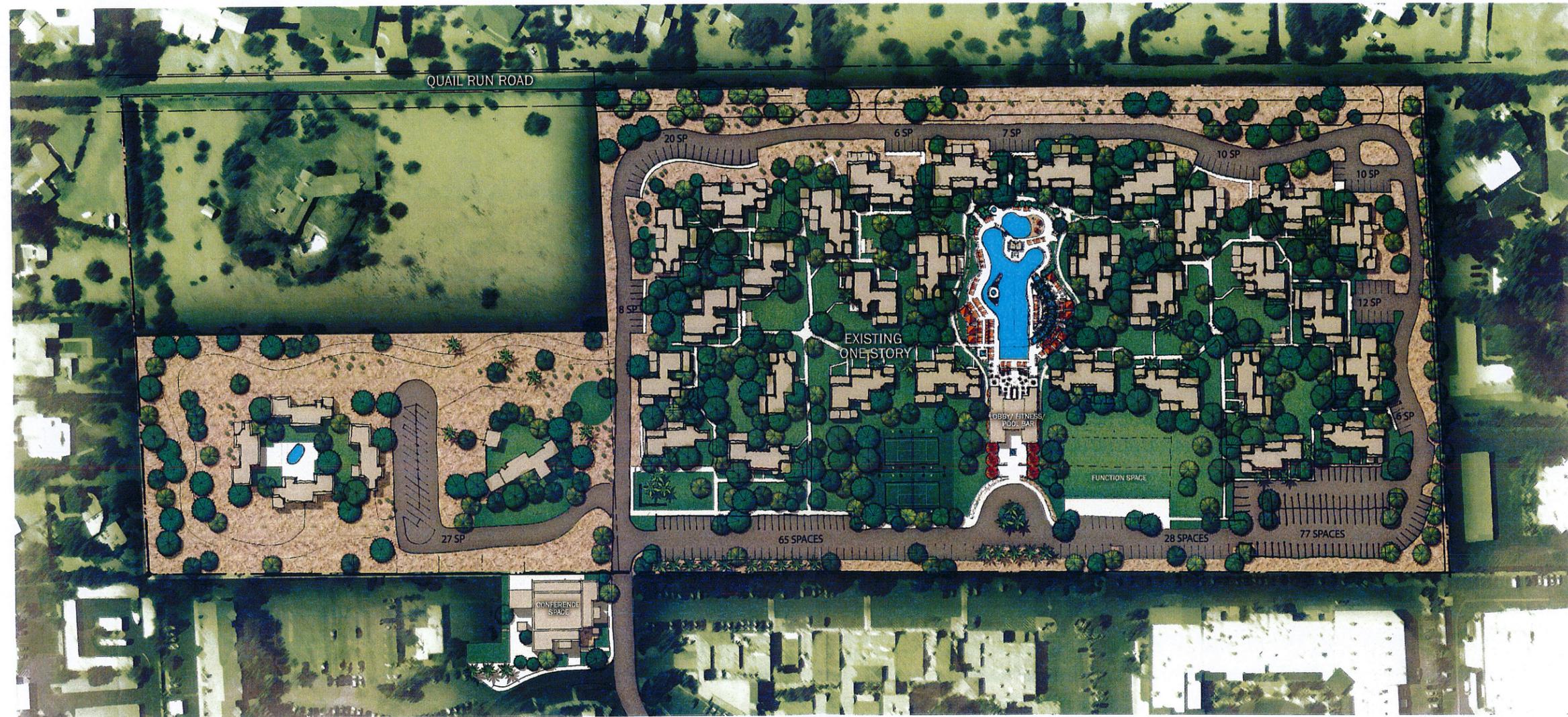
EXISTING TREES IN HATCHED AREA TO REMAIN WHERE POSSIBLE.
EXISTING TREES REMOVED DUE TO DISEASE OR CONSTRUCTION
WILL BE REPLACED.



FILE COPY



RESORT HOTEL PARKING: 201 UNITS
REQUIRED: 201 SPACES (1 SPACE / UNIT)
PROVIDED: 276 SPACES



RESORT HOTEL COVERAGE

	<u>BUILDING AREA</u>	<u>SITE AREA</u>	<u>COVERAGE</u>
RESORT HOTEL:	140,972 SF	991,435 SF	14.2%

RESORT HOTEL BUILDING AREA

EXISTING CASITAS:	114,972 SF
NEW LOBBY/REST./BAR/FITNESS/SPA:	10,000 SF
NEW PATIO AREA:	4,000 SF
POOL CABANAS:	2,000 SF
AUXILIARY BUILDINGS:	4,000 SF
NEW RESTROOM:	1,000 SF
<u>PERMANENT TENT STRUCTURE:</u>	<u>5,000 SF</u>
	140,972 SF

LANDSCAPE LEGEND

**TREES
(30' O.C. AVG.)**

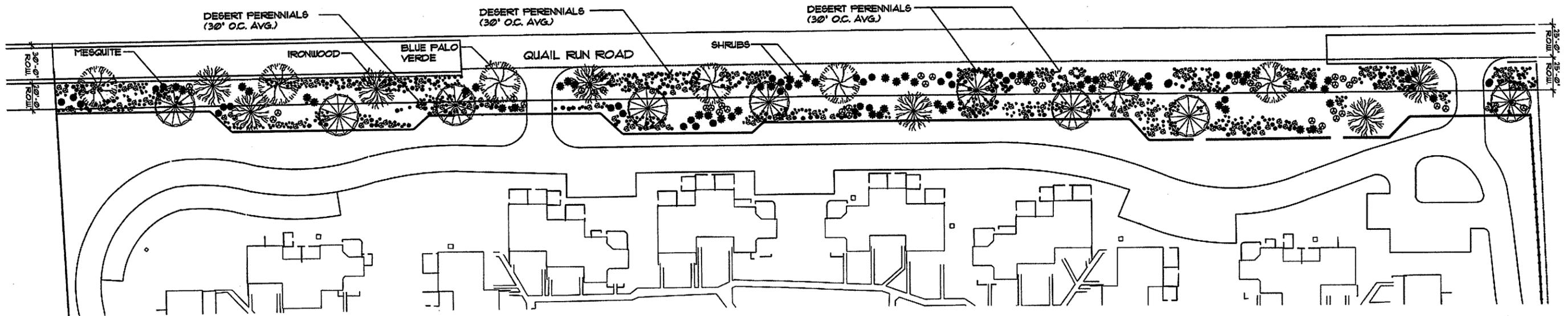
- | | | |
|---|------------------------|------------------------------------|
|  | BLUE PALO VERDE
(1) | CERCIDIUM
FLORIDUM
(36" BOX) |
|  | MESQUITE
(9) | PROSOPIS
JULIFLORA
(36" BOX) |
|  | IRONWOOD
(1) | OLNEYA
TESOTA
(54" BOX) |

**SHRUBS
(8' O.C. AVG.)**

- | | | |
|---|-------------------------|--------|
|  | TURPENTINE
BUSH (42) | 1 GAL. |
|  | BRITTLEBUSH
(49) | 1 GAL. |
|  | CREOSOTE
(51) | 5 GAL. |

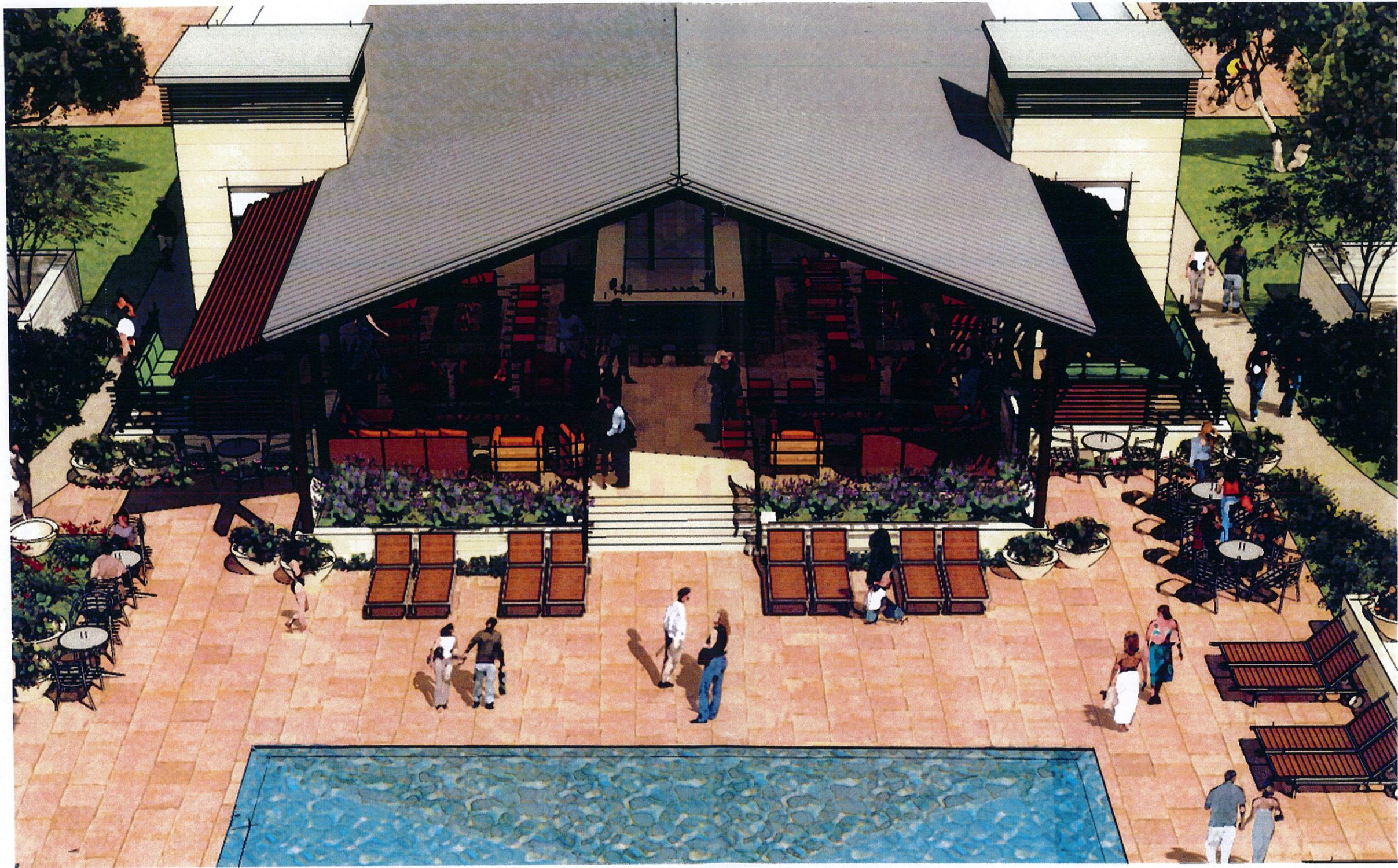
**DESERT PERENNIALS
(30' O.C. AVG.)**

- | | | |
|---|---------------------------|--------|
|  | DESERT MARIGOLD
(363) | 1 GAL. |
|  | ANGELITA DAISY
(345) | 1 GAL. |
|  | SHRUBBY
DOGWEEED (119) | 1 GAL. |
|  | YUCCA
(110) | 1 GAL. |



scale: 1"=80'







**EXHIBIT “D”
TO
ORDINANCE NUMBER 673**

HOTEL QUALITY STANDARDS:

Listed below in this Exhibit D are a set of certain criteria (the “**Hotel Quality Standards**”) required by the Town to be met by the Resort. Recognizing that hotels vary greatly in design and quality standards, many of which are subjective and can be achieved through a wide variety of solutions, Owner shall be allowed wide latitude in providing resort hotel design alternatives to meet the Hotel Quality Standards. The Hotel Quality Standards can be achieved through a variety of solutions and the traditional allocation of space or specifications of a feature may be satisfied in a non-traditional way. Owner can either satisfy the Hotel Quality Standards through creative, novel, alternative, or potentially unique ways or through a more traditional brand standards approach.

The Hotel Quality Standards shall be deemed approved and in compliance herewith if met by Owner or accompanied by a letter executed by an authorized officer or representative of any national, regional or local brand who will initially brand the Resort through ownership, management, franchise or affiliation, stating that the Resort design meets their brand standards for an upscale or better full service resort hotel (the “**Brand Letter**”). Attached hereto as Schedule 1 is a partial list of brands and affiliations (“**Brand(s)**”) that are deemed acceptable for the purpose of providing a Brand Letter. A Brand Letter is not required for approval of Hotel Quality Standards. A Brand which is not a Brand listed on Schedule 1, but which owns, manages, franchises or rates hotels (as in any of the recognized affiliations, such as Leading Hotels & Resorts or rating services such as AAA, Smith Travel or Mobil) similar to any of the listed Brands, shall also qualify to issue the Brand Letter.

The following is a list of the Hotel Quality Standards criteria:

- A. Exterior. The dedicated area to accommodate vehicle or passenger drop off, which may include a covered canopy area for vehicles or a motor court.
- B. Public Areas. Public areas include those areas of the Resort which are typically used and accessible to the public as opposed to those area which are generally reserved for employees or service areas. Public areas include the reception area, restaurant, pool, whirlpool, spa, and fitness area, as well as the lobby, meeting areas, and public interior corridors. The following elements shall be incorporated into any public areas included in the Resort:
 - 1. Meeting Areas: One (1) or more areas for meetings, including any combination of ballroom, boardroom, breakout room or private dining area and pre-function area; at least one (1) or more of these areas shall be capable of providing banquet food and beverage service.
 - 2. Fitness/Spa Area: An area or areas provided for fitness and initially equipped with not less than five pieces of professional grade exercise machines such as state-of-the-art cardio and weight training equipment, as well as an area or

areas for spa services such as massage, which may include in-room spa service.

3. Restaurant: The restaurant may have a dining room and bar/lounge area, and if more than one (1) restaurant is provided, the required three (3)-meal service may be divided between the facilities (i.e., one (1) restaurant may serve breakfast and lunch, while another serves dinner).
4. Gift Shop/Business Center: One (1) or more areas (which need not be separately demised spaces from other public areas) which provide for the sale of gifts and sundries and a business center capable of providing business service to multiple guests. Such areas may be commingled with areas dedicated for reception, lobby, concierge, fitness, meeting or restaurant.
5. Wall, Ceiling and Floor Finishes: For the interior public areas, hard surface finishes such as wall, ceiling and floor should have a variety of finishes, which taken together provide an upscale design. Materials may include any combination of carpet, rugs, wood, stone, tile, metal, polished concrete, leather, fabric or paint. Ceilings should contain various forms of relief by using changes in elevation, material, soffit, recessed lighting, texture, beams, patterns, fans, sky lights or other effects at the discretion of Owner. Walls should use a variety of paint, wall covering, paneling, wainscot or other finishes such as plaster, stone, fabric or graphics at the discretion of Owner.
6. Swimming Pool: The swimming pool shall have sufficient pool deck to accommodate up to fifty hotel guests; the whirlpool or Jacuzzi may be at the pool or within the fitness/spa area.

C. Hotel Keys. All Hotel Keys shall have at least the following elements:

1. At least one (1) full bathroom with not less than one (1) toilet, one (1) sink and one (1) shower or one (1) tub/shower combination unit. At least six (6) square feet of counter space should be provided at vanity or other unit.
2. At least one (1) fully enclosed closet for clothes storage and hanger space.
3. Heating and air conditioning system with in-room thermostat.
4. Furnishing and Equipment
 - (a) Bed(s), with headboard and frame with enhanced feature such as pillow top mattress, memory foam or adjustable comfort levels.
 - (b) At least one (1) flat panel television of thirty-seven (37) inches minimum size; suites that have more than one (1) room (other than bathrooms) shall have one television per room, but in no event shall a total of more than three (3) televisions per suite be required.

- (c) Seating for three (3) guests, which may include any combination of desk chairs, side chairs, sofas, loungers, love seats, or other seating elements.
 - (d) Desk with lamp and access to electrical outlets.
 - (e) Window coverings such as and in any combination of blinds, shutters, sheers, fabric side panels, valance, glass treatment, or cornice.
 - (f) Either in-room Wi-Fi or hard line internet access.
 - (g) A telephone and separate internet capability.
 - (h) An in-room safe.
 - (i) Framed art on the walls.
5. Bathroom Finish Criteria
- (a) Hard surface floor consisting of tile, marble, granite or stone.
 - (b) Contemporary vanity with sink.
 - (c) Glass, porcelain, porcelain on steel or stone sink(s) with a counter enhancement such as wall faucets or counter-mounted faucets.
 - (d) Framed mirror.
 - (e) Tub and shower criteria:
 - (i) Tub may be free standing or set within an enclosure of marble, stone, granite or tile and shall be a minimum of four (4) feet long and fourteen (14) inches deep.
 - (ii) Shower, if separate from tub, shall be within an enclosure of marble, granite, stone or tile.
 - (iii) Tub/shower combination marble free standing or set in an enclosure of marble, stone, granite or tile, with glass door or double curtains.
 - (iv) Powder rooms do not require a tub or shower.

The Owner, in conformance with a Brand Letter, may replace, modify, or supplement this list.

**SCHEDULE 1 TO EXHIBIT D
ACCEPTABLE BRANDS**

The following are acceptable Brands as of the Effective Date.

<u>Luxury</u>	<u>Upper Upscale</u>
Affina	Ace Hotel
AKA	Autograph Collection
Andaz	Camino Real
Capella	Club Quarters
Conrad	Dolce
Dorchester Collection	Dream
Doyle Collection	Embassy Suites
Fairmont	
	Hard Rock
Four Seasons	Hilton
Grand Hyatt	
	Hyatt
InterContinental	Joie De Vivre
JW Marriott	Kimpton
Langham	Le Meridien
Loews	Marriott
Luxury Collection	Marriott Conference Center
Mandarin Oriental	
Mokara Hotel & Spa	Millennium
Montage	New Otani
Orient Express	Nikko
Park Hyatt	Omni
Ritz-Carlton	Pan Pacific
RockResorts	Radisson Blu
Rosewood	
Sofitel	Renaissance
St. Regis	Sheraton Hotel
Taj	Sonesta Hotel
The Peninsula	
	Starhotels
Thompson Hotels	Swissotel
Trump Hotel Collection	Warwick Hotels
Viceroy	Westin
W Hotel	Wyndham
Waldorf-Astoria	

EXHIBIT "E"
TO
ORDINANCE NUMBER 673

THE POST-APPROVAL COMMUNICATIONS PLAN CONSISTS OF:

Subsequent to approval of SUP 12-08 Cottonwoods Resort the Owner will keep neighbors apprised of the status of the project at follows:

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

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