

Sportsman's Park East

Planned Area Development

*1 cardinals drive
glendale, arizona 85305*



PAD APPLICATION

submitted: may 24, 2010
re-submittal: july 2, 2010
final submittal: September 22, 2010

CASE NUMBER

ZON 10-01

APPLICANT

Earl, Curley & Lagarde
land use attorney

Sportsman's Park East PAD

TABLE OF CONTENTS

1. Introduction
2. Site Description
3. General Plan and PAD Request
4. Development Standards
5. Development Plan
6. Design Guidelines
7. Landscaping and Screening
8. Signage
9. Circulation
10. Utilities and Services
11. Time Schedule for Development

Sportsman's Park East PAD

EXHIBITS

| | |
|------------------|---|
| 1.A | Vicinity Map |
| 1.B | Aerial Photo |
| 1.C | Stadium Parcel |
| 1.D | Development Team |
| 2.A.1 / 2.A.2 | Perimeter Photos |
| 5.A | Legal Description |
| 5.B.1 thru 5.B.4 | Illustrative Development Plans |
| 5.C | Building Height |
| 5.D.1 / 5.D.2 | Open Space Plan & Photos |
| 6.A | Architectural Character |
| 7.A | Landscaping Character |
| 8.A | Existing Signage |
| 9.A | <i>Not Used</i> |
| 9.B | Transit Oriented Development Areas |
| 9.C | Circulation |
| 9.D | Pedestrian Access |
| 9.E | Game Day Access |
| 9.F | Traffic Study Area & Intersections |
| 9.G | Traffic Study <i>(submitted separately)</i> |
| 10.A | Existing Utilities and Easements |
| 11.A | Initial Phasing Options |

Sportsman's Park East PAD

Section 1 - Introduction

Sportsman's Park East

Sportsman's Park East is a Planned Area Development (PAD) on 58.17 gross acres.

The applicant is Earl, Curley & Lagarde, P.C. located at: 3101 N. Central Avenue, Suite 1000
Phoenix, AZ 85012
602-265-0094

The land-owners are the Arizona Cardinals Football Club and New Cardinals Stadium along with their successors or assignees collectively termed the "Landowner" located at: 8701 South Hardy Drive
Tempe, AZ 85284

The project site, as shown on Exhibits 1.A and 1.B, consists of the land to the immediate north, east and south of the University of Phoenix Stadium. This land is currently being used for surface parking or lawn areas. Sportsman's Park East along with Sportsman's Park West and the parcel that contains the University of Phoenix Stadium collectively form the Stadium Parcel (see Exhibit 1.C) that will be referenced throughout the PAD.

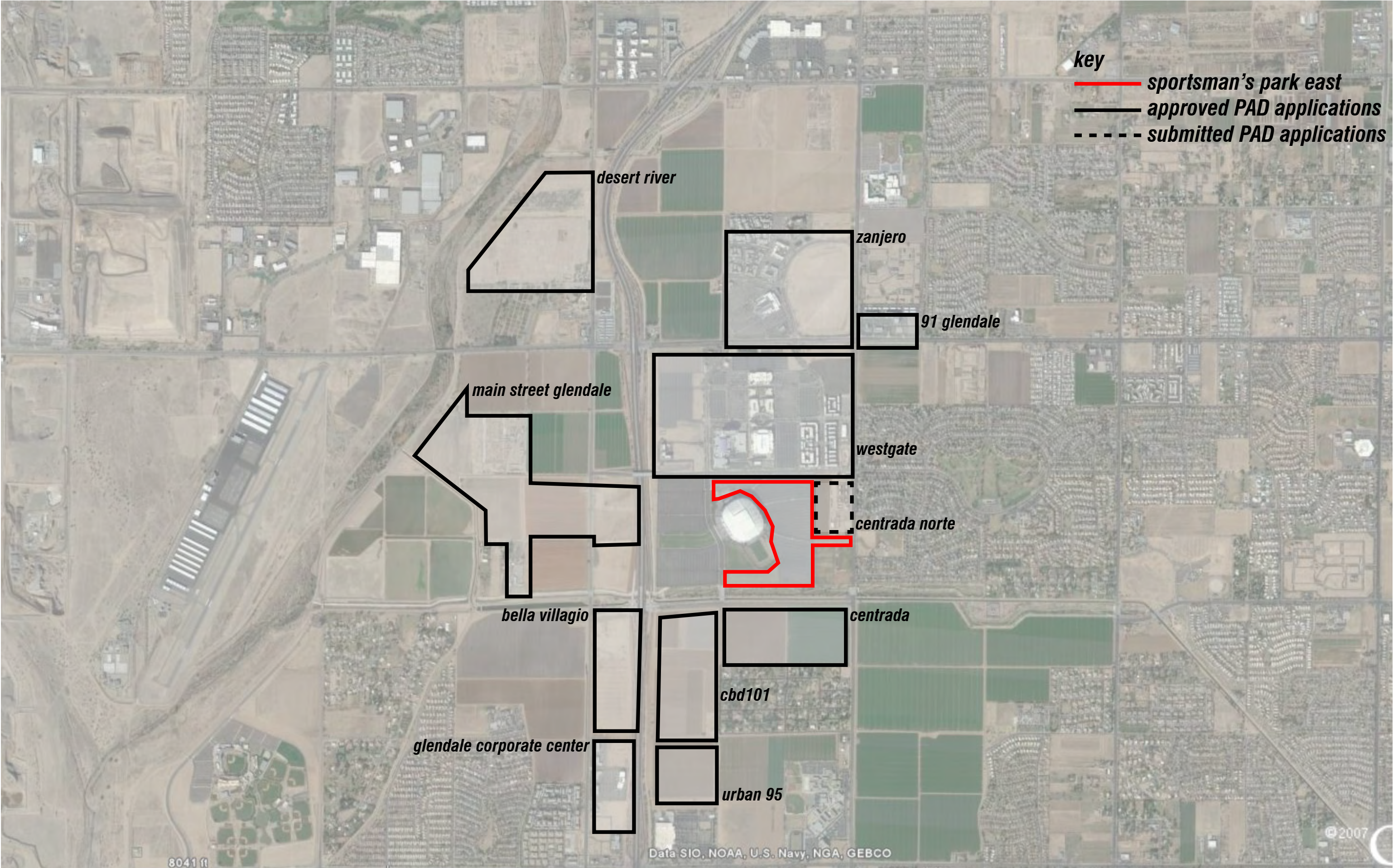
The project will complement the companion project described in the PAD application for Sportsman's Park West. Office uses will be the primary focus though with low to mid-rise buildings, larger footprints, some surface parking and at a lower development density. By seeking to meet the needs of large tenants who require affordable office space, while maintaining the high design standards of the project, Sportsman's Park East will further establish this section of the Loop 101 corridor as the West Valley's central and creative business district.

Given that the Stadium activities will remain and along with them the need to provide up to 14,000 parking spaces on the Stadium Parcel, development of Sportsman's Park East will devote most of its square footage to office uses, which can share Stadium parking, and a much smaller area to retail, residential and hotel uses. The development plan is also designed to be compatible with Westgate, located immediately north of the project site, where there is more emphasis on entertainment and retail elements.

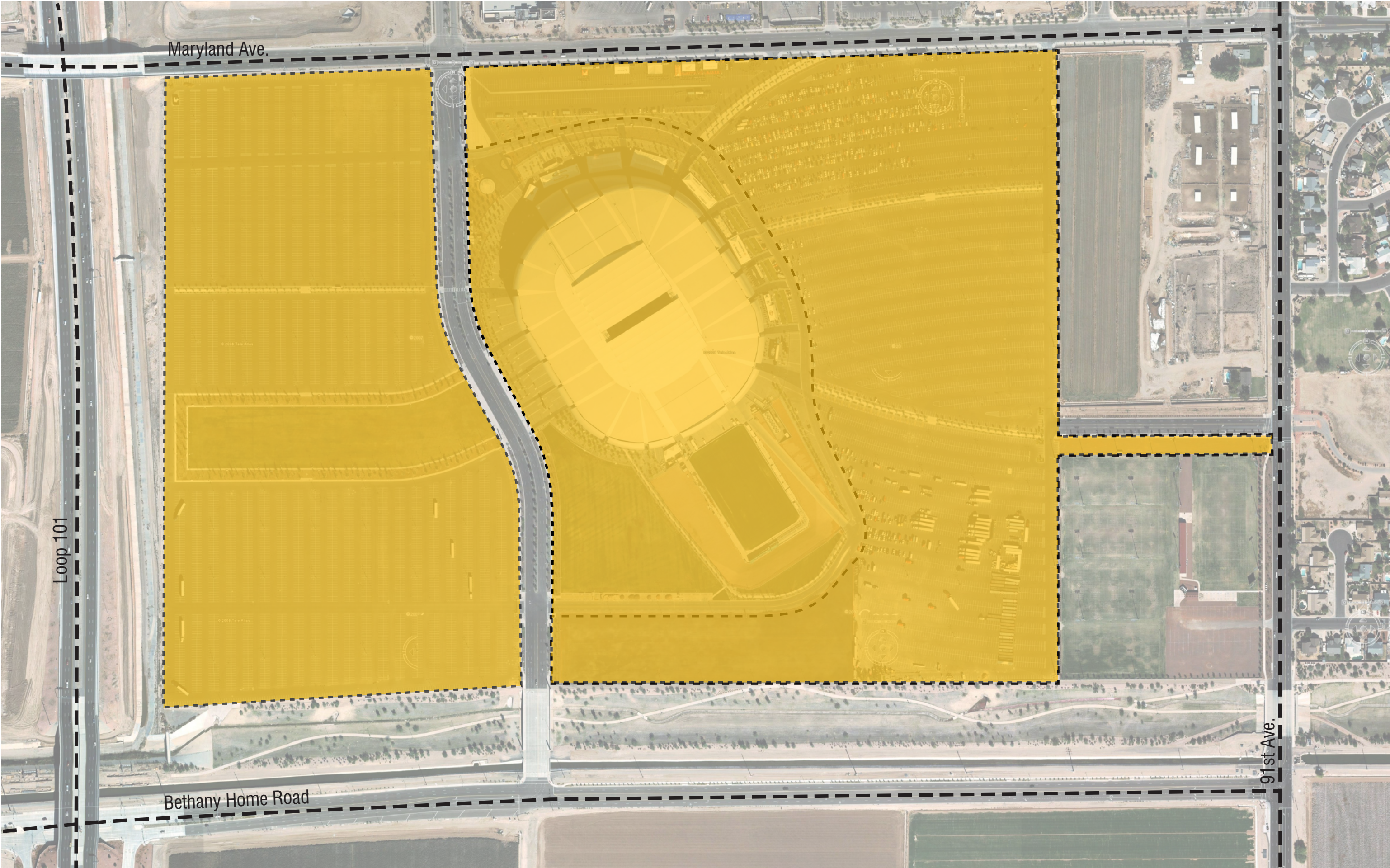
The Development Team currently proposed for the project is listed on Exhibit 1.D. This consists of a multi-disciplinary team of individuals and firms with proven track records in planning, designing and building world-class projects. Given the lengthy development time frame it is likely that new team members will be added and some team members will be replaced over time.

PAD Application Requirements

| Section 5.900 City of Glendale PAD Requirements | Zoning Ordinance Reference | Location in PAD Application | PAD Section |
|---|----------------------------|-------------------------------|-------------|
| Purpose and intent of PAD | 5.901 | General Plan / Zoning Request | 3 |
| Permitted Uses | 5.902 | Development Standards | 4 |
| Uses Subject to Conditions | 5.903 | Development Standards | 4 |
| Uses Subject to Conditional Use Permit | 5.904 | Development Standards | 4 |
| Accessory Uses | 5.905 | Development Standards | 4 |
| Density, Area, Building & Setback Requirements | 5.906 | Development Plan | 5 |
| Performance Standards | 5.907 | Development Standards | 4 |
| Design Guidelines | 5.908 | Design Guidelines | 6 |
| Landscaping and Screening | 5.909 | Landscaping and Screening | 7 |
| Signs | 5.910 | Signage | 8 |
| Parking | 5.911 | Design Guidelines | 6 |
| Proposed name of development | 5.912 B.1. | Introduction | 1 |
| Name, address and telephone number of owner / applicant | 5.912 B.2. | Introduction | 1 |
| Legal description | 5.912 B.3. | Development Plan | 5 |
| Dwelling unit type and maximum density | 5.912 B.4.a. | Development Plan | 5 |
| Commercial uses and floor area ratio | 5.912 B.4.b. | Development Plan | 5 |
| Public streetscape | 5.912 B.4.c. | Landscaping and Screening | 7 |
| Private open space | 5.912 B.4.c. | Development Plan | 5 |
| Building heights and setbacks | 5.912 B.4.d. | Development Plan | 5 |
| Architectural theme | 5.912 B.4.e. | Design Guidelines | 6 |
| Landscaping | 5.912 B.4.f. | Landscaping and Screening | 7 |
| Streets | 5.912 B.4.g | Circulation | 9 |
| Public purposes | 5.912 B.4.h | Development Plan | 5 |
| Utilities | 5.912 B.4.i | Utilities and Services | 10 |
| Terms and conditions governing | 5.912 C.1 | Development Standards | 4 |
| Intent of PAD | 5.912 C.2.a | General Plan / Zoning Request | 3 |
| Architectural design concepts | 5.912 C.2.b | Design Guidelines | 6 |
| Transition from existing development | 5.912 C.2.c | Design Guidelines | 6 |
| Time Schedule for Development | 5.912 D | Time Schedule for Development | 11 |



sportsman's park east
exhibit 1.A - vicinity map



Maryland Ave.

Loop 101

Bethany Home Road

91st Ave.

Stadium Parcel

Sportsman's Park West and East
Exhibit 1.C

Sportsman's Park East PAD

Exhibit 1.D – Development Team

Owner

New Cardinals Stadium / Arizona Cardinals Football Club

8701 South Hardy Drive

Tempe, AZ 85284

602-379-0101

Owner's Representative

Land Strategies, LLC

3131 East Camelback Road, Suite 210

Phoenix, AZ 85016

602-524-9753

Land Use Attorney

Earl, Curley & Lagarde, P.C.

3101 N. Central Avenue, Suite 1000

Phoenix, AZ 85012

Master Plan Architect

will bruder + PARTNERS LTD

2524 North 24th Street

Phoenix, AZ 85008

Traffic Engineer

Y.S. Mantri & Associates LLC

325 N. Austin Drive, Suite 2

Chandler, AZ 85202

Sustainability / Green Design

Glumac

320 SW Washington Street, Suite 200

Portland, OR 97204

Environmental Graphics

Pentagram

204 Fifth Avenue

New York, NY 10010

Sustainability / Green Design

Outdoor Comfort Consultants

2601 East Airport Drive

Tucson, AZ 85706

Parking

Carl Walker, Inc.

950 W. Elliot Road, Suite 107

Tempe, AZ 85284

Sportsman's Park East PAD

Section 2 - Site Description

The West Valley

Population growth in the West Valley has surpassed that in the East Valley. Therefore, the focus of growth in greater Phoenix will be on the West Valley over the next several decades. Much of this growth will focus on employment needs as the current employment centers are concentrated east of I-17. Sportsman's Park East is designed to partially fill this employment vacuum, while recognizing the existing functions at University of Phoenix Stadium.

Glendale

The City of Glendale has been a leader in the effort to attract high paying jobs and uses of regional significance. The current General Plan, which was adopted in 2002, includes the following planning principles:

- Actively recruit and facilitate the location of high-paying jobs in the City of Glendale; and
- Vigorously pursue a balance of jobs to housing in the community by increasing local employment and thereby reducing travel demand and improving life quality.

The City has taken several steps to develop and encourage the significant growth that has occurred along the Loop 101 corridor. These steps include the establishment of two nationally significant sports venues, as well as, the mixed use Westgate project and the investment in critical public infrastructure, including an additional interchange at Loop 101 and Bethany Home Road, an overpass for Maryland Avenue across Loop 101, continuing improvements to 91st, 95th and 99th Avenues, a Park & Ride facility at 99th and Glendale Avenues and the extension of water and sewer lines. The next critical component for the City is to advance the timetable for extending the Valley's new light rail system so that it will serve this growing aggregation of regional attractions and emerging employment center along Loop 101 between Camelback Road and Northern Avenue. It is recognized that various north – south alignments are being studied for the light rail system which are located very close to Sportsman's Park East. Accordingly the conceptual designs will support multiple light rail alignments and, more importantly, the transit-oriented development that will inevitably follow.

Immediate Neighbors

Sportsman's Park East occupies approximately 58 acres that is adjacent to the University of Phoenix Stadium. It is centrally located on Glendale's Loop 101 corridor with Westgate to the immediate north and cbd101 to the southwest. To the west of the Loop 101 freeway is a strip of currently undeveloped land lying between the freeway and 99th Avenue. Approximately one half of this land is earmarked for the Main Street Glendale project. On the south, there is the Grand Canal Linear Park. Finally, to the east is a strip of land between the site and 91st Avenue that is a combination of an existing agricultural operation and Youth Sports Fields that are owned and operated by the City. All of the described parcels lie within the city limits of Glendale. Exhibits 2.A.1 and 2.A.2 depict the current perimeter conditions.

The existing boundaries to the Sportsman's Park East site are:

West: 95th Avenue, Sportsman's Park West and then Loop 101;

South: Grand Canal Linear Park, Maricopa County Outfall Channel, SRP Grand Canal and Bethany Home Road;

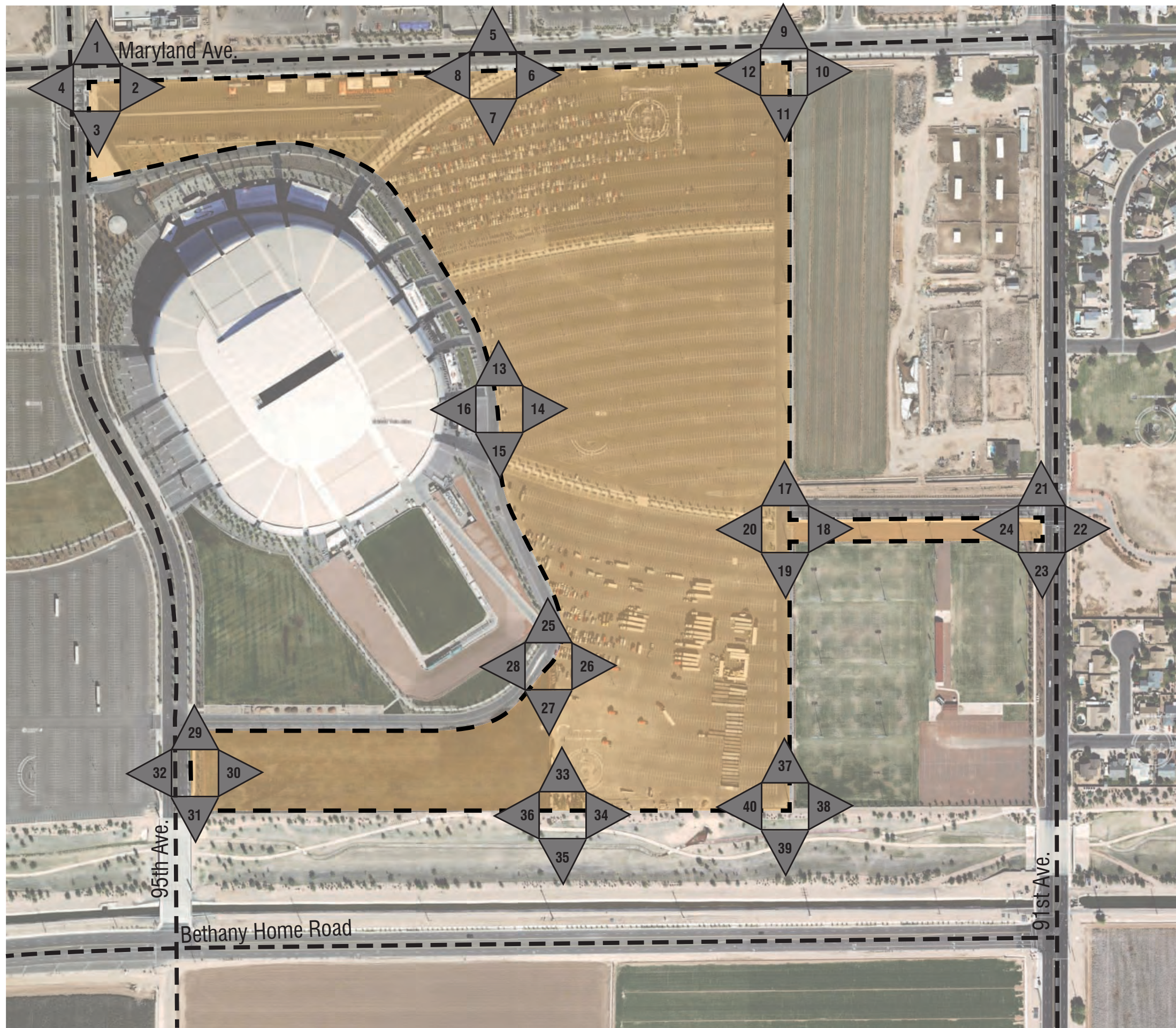
North: Maryland Avenue;

East: An easement for an overhead SRP electrical transmission line (see Exhibit 10.A).

Therefore, there will be minimal impact of Sportsman's Park East on the immediately adjacent properties.

University of Phoenix Stadium

The site was originally developed as surface parking and landscaped areas for the University of Phoenix Stadium. The land under the Stadium and a portion of the surrounding plaza is owned and operated by the Arizona Sports and Tourism Authority. The surrounding plaza and Loop Road are privately owned by the Landowner. None of this land is part of the Sportsman's Park East PAD. Pursuant to the Amended and Restated Parking License and Agreement with Covenants, Conditions and Restrictions dated August 15, 2005 (the Parking Agreement), the Landowner has the legal obligation to continue to provide up to 14,000 parking spaces on the Stadium Parcel (which includes Sportsman's Park East) for use in connection with events at the Stadium.




gross acres: 58.17

sportsman's park east
exhibit 2.A.1 - perimeter photos



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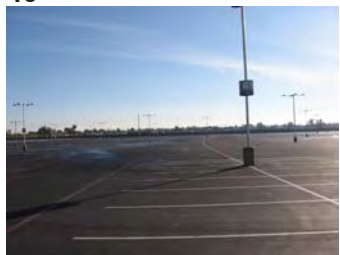
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Sportsman's Park East PAD

Section 3 - General Plan and PAD Request

Current General Plan Designation

The project site is currently designated as CCC (Corporate Commerce Center) in the General Plan. The applicant is not requesting any change for Sportsman's Park East.

Current Zoning

The project site is currently zoned A-1 (agricultural) which is considered a temporary designation and is not consistent with the General Plan designation. While a rezoning was not required for AZSTA's development of the Stadium parcel, the City has long acknowledged that the parcel would need to be rezoned to bring it into conformance with the General Plan.

Proposed Zoning

The applicant is seeking a rezoning to the PAD district designation (Planned Area Development). As noted in Section 5.901 of Glendale's Zoning Ordinance, the PAD district:

"...accommodates mixed use development which combines residential and nonresidential uses through common design elements. The district provides flexibility and encourages variations in building design, lot arrangement, circulation patterns, and land uses."

The proposed uses and development plan fit the definition of the PAD and offer the most appropriate zoning district to guide future development. As noted in Section 5.901 each of the specific intents of the PAD are also met.

PAD intent A: Encourage creative and effective use of land and circulation systems to accommodate changes in land development technologies.

This is met by developing a significant project on an existing underdeveloped site. Over the next several decades, Sportsman's Park East will convert a significant amount of surface parking to a combination of parking garages and surface lots, as well as, approximately 1.5 million square feet of mixed use development. This is especially important as this site occupies a critical location in the midst of Glendale's Loop 101 corridor which is earmarked to provide the bulk of new employment in the City. There is a limited supply of undeveloped land in the corridor, and it is in the public's best interest to see that all such land is used effectively.

Sportsman's Park East will also take advantage of the significant transportation infrastructure that is in place and partially funded by the City. The project has also been planned to make full use of the regional light rail system when service is eventually extended to this area and a local trolley system that could connect with the regional system and which could serve the entire Loop 101 corridor in Glendale thereby maximizing the usefulness of the regional system.

PAD intent B: Encourage residential development to provide a mixture of housing types and designs.

The number of residential units within Sportsman's Park East will be limited. This is a function of the close proximity to the Stadium and the parking and operational challenges that come with large scale events. However, the on-site residential development will be a highly unique product that cannot be found anywhere else in the West Valley and will be complementary to and not competitive with the other nearby housing types. Incorporating some residential development is important to make certain the

project is not simply a suburban office park that has no life or activity after 5:00 p.m. on weekdays and on weekends.

PAD intent C: Encourage innovative development or redevelopment concepts for all land use types to provide a greater variety and intensity of uses.

The intent of this item is met by developing a significant project on an existing underdeveloped site which will both provide a greater variety of uses than the current parking use and significantly increase the intensity of uses. Sportsman's Park East will provide employment and commercial activity year round while still enabling the Stadium to hold a multitude of diverse events.

PAD intent D: Provide a process which relates the urban design and scale of project to the unique characteristics of the site.

The site has several unique characteristics that were taken into account during the planning process and which are reflected in this PAD application. Among these characteristics are:

- The University of Phoenix Stadium is at the center of the broader site and is on the highest point of the site.
- The parking needs of the Stadium must be maintained.
- The presence of Westgate immediately to the north of the site.
- The extensive one half mile long freeway frontage along the west edge of the Stadium Parcel.
- The surrounding major streets and SRP electrical easement result in no direct connections to adjacent properties.

Each of these characteristics influenced the development plan. The most significant was the decision to concentrate greater densities and higher building heights on the western portion of the Stadium Parcel to take advantage of the freeway interchanges and visibility and to reduce any impact on the properties to the east.

PAD intent E: Require the nature and intensity of development to be supported by adequate utilities, transportation, drainage and common open space, to serve the development and to minimize impact on existing or future adjacent development.

The site currently accommodates the utility, transportation, drainage and open space needs of 65,000 to 72,000 patrons attending events at the University of Phoenix Stadium. These same systems are in place to serve the needs of Sportsman's Park East. The technical expertise of the development team which includes firms in civil engineering, traffic engineering and landscape architecture will analyze and develop infrastructure systems that are adequate for both Sportsman's Park East and the Stadium.

PAD intent F: Encourage development that is consistent with the policies and the guidelines established in any specific plan and the General Plan.

The emphasis in Sportsman's Park East on office uses is consistent with the policies and guidelines contained in the City's General Plan.

Sportsman's Park East PAD

Section 4 - Development Standards

Introduction

This Section is intended to address the following issues as provided for in Section 5.900 of the Glendale Zoning Ordinance. The development standards listed below and set forth in this Section, as well as other Sections in the PAD, are in lieu of any provisions contained in the Zoning Ordinance unless expressly indicated otherwise in this application:

- Permitted uses (Section 5.902)
- Uses subject to conditions (Section 5.903)
- Uses subject to Conditional Use Permit (Section 5.904)
- Accessory uses (Section 5.905)
- Performance standards (Section 5.907)
- Terms and Conditions governing Development (Section 5.912 C.1)

Permitted Uses

The permitted uses in Sportsman's Park East include:

- Professional, administrative or business offices.
- Business support services.
- Data centers and call centers.
- Scientific or research laboratories.
- Restaurants, bar or cocktail lounge.
- Fast food restaurant without drive-in or drive-thru facilities.
- Financial institutions, real estate and insurance offices.
- Retail stores less than 25,000 sq. ft.
- Commercial parking lots or garages.
- Health and fitness clubs.
- Indoor recreational facilities.
- Hotels, motels or conference centers.
- Attached single family residence dwellings.
- Multiple residence dwellings.
- Special events of all kinds and types including without limitation shows, fairs, festivals, concerts, sales, corporate events and other indoor and/or outdoor public gatherings. Admission fees may be charged for entry to such events; and food, beverages and merchandise such as cars, recreational vehicles, boats, works of art, crafts, etc., may be offered for sale on either a wholesale or retail basis. Such events may not last more than sixteen (16) consecutive days.
- Galleries and studios.
- Business schools.
- Personal services, such as beauty shops or barbershops.
- Child care center.
- Medical or dental clinics.
- Veterinary clinics, all activities within an enclosed building.
- Parks, playgrounds and schools both public and private.
- Stores less than seven thousand five hundred (7,500) square feet where food and drink is sold primarily for consumption off premises.

- Laundry, dry cleaning, or dyeing establishments, as long as no more than one thousand (1,000) square feet is occupied by machinery devoted to laundry, cleaning or dyeing and no wholesaling of any commodity or service is permitted.

Permitted Uses subject to Conditions

The permitted uses subject to conditions in Sportsman's Park East include:

- Financial institution drive-thru windows shall be located on the interior side of the financial institution use.
- Public utility facilities required for local service, provided that there are no offices, maintenance facilities, outdoor storage, or full-time employees related to the site.
- Temporary office or construction trailers, subject to administrative review as described in Sections 7.501 and 7.505 of the Zoning Ordinance.
- Wireless communication facilities, subject to Sections 7.506 and 7.600.
 - Building mounted antennas may be located on buildings used for nonresidential uses including churches, schools, public buildings, and other institutional uses.
 - Alternative structure mounted antennas which utilize existing light poles or electric poles. The related equipment shelter must be located on property developed for nonresidential use or in public right-of-way subject to approval of City Engineer.

Uses subject to Conditional Use Permit

The permitted uses subject to Conditional Use Permits in Sportsman's Park East include:

- Home Occupations (Class II) as outlined in the Zoning Ordinance.
- Any single retail use that is greater than twenty-five thousand (25,000) square feet of gross floor area.

Accessory Uses

The following items are customary and incidental to the principal use of the property:

- Fences and walls.
- Garage, carports, or enclosed storage.
- Swimming pool, recreational facilities, or laundry facilities.
- Satellite earth station.

Prohibited Uses

The following uses are prohibited:

- Adult Business as defined in the Zoning Ordinance.
- Tattoo parlors.
- Deferred presentment companies.

Performance Standards

The following standards shall apply to all parcels:

- All accessory buildings and uses shall comply with Section 7.300 of the Ordinance.
- All development uses are subject to Design Review approval as outlined in the City of Glendale's Zoning Ordinances.
- All new lighting shall meet the City of Glendale Outdoor Light Control Ordinance.
- Explosive or hazardous processes require the approval by the Glendale Fire Department.
- All manufacturing, storage, and waste processes must meet all safety and environmental standards as administered by the Fire Department.
- Uses or operations allowed within the PAD shall be permitted unless such uses are or may become obnoxious or offensive by reason of the emission of odor, dust, smoke, noise, gas fumes, vibrations, glare, refuse, or air or water pollution.
- All permanent retail and service activities must be within an enclosed building except parking lots and garages, amusement and recreation uses.

Terms and Conditions Governing Development

The Landowner is committed to remaining involved in all phases of the Sportsman's Park East development over the next several decades to insure that the vision described in this application is fully realized. The Landowner expects to play both the role of master developer for the project as a whole and may be the actual developer for various components. More importantly, because of the existing significant investment in the University of Phoenix Stadium, it is critically important to the Landowner to ensure that the development of Sportsman's Park East does not negatively impact the Stadium and instead enhances the fan experience on game days. As master developer, the Landowner's intention is to undertake the following activities:

- Update the master plan as necessary based on experience with completed phases and evolving market conditions.
- Develop, adopt and administer a set of covenants, conditions, and restrictions for the project.
- Prepare a list of recommended architects for other developers to use.
- Identify and approve developers that may take on the actual development of various components of the project either independently or in conjunction with the Landowner.
- Ensure that all on-going development activities are compatible with the operation of the University of Phoenix Stadium.
- Develop all commonly owned / operated elements of the project (e.g., all private streets, streetscape, sidewalks, landscaped areas, common parking facilities).

In the future the Landowner may sell or enter into a ground lease for some of the land to others. However, in all cases the party buying land within Sportsman's Park West will be required to develop its site in accordance with the development's CC&Rs and all other City ordinances and codes. These same parties will complete a design review pursuant to the project's CC&Rs of all proposed buildings prior to their submission for the City's Design Review.

Sportsman's Park East PAD

Section 5 - Development Plan

Legal Description

As required in Section 5.912 B.3 of the Ordinance the Legal Description of the project site is provided as Exhibit 5.A.

Illustrative Development Plans

As Sportsman's Park East will be developed over a significant period of time, it is important to have a level of flexibility in the development plan. This has been achieved by establishing broad zones of development by building use as shown on Exhibit 5.B.1. To demonstrate how this plan may evolve over time a series of illustrative developments plans are also included (see Exhibits 5.B.2, 5.B.3, 5.B.4) that represent potential building plans at various levels of development. The listed time frame on these plans is simply an estimate at this time and will be driven by market conditions. As has been noted several times this is a very long term development project.

Residential Development

Given the need to fulfill its obligations under the Parking Agreement, the amount of proposed residential development will be limited. The type of housing will also be unique given the proximity of the Stadium. No detached single family housing will be developed and some of the housing is likely to be part of mixed-use buildings. The specific residential development is as follows:

| Item | Sportsman's Park East | Comment |
|-----------------------------|-----------------------|---|
| Land (acres) | 58.17 | |
| Residential Units | 150 | |
| Residential Density (du/ac) | 2.6 | Bella Villagio = 37.5 Urban 95 = 15.8 Centrada = 13.3 cdb101 = 11.0 |

Non-Residential Development

The proposed uses on the project site for non-residential development will be devoted primarily to employment uses. This is consistent with the overall plan for this corridor of land along the Loop 101 corridor. It complements the primarily entertainment and retail driven uses within the adjacent Westgate project and will provide a new source of customers for those uses. And of equal importance, it aligns with the parking requirements for mega-events at the University of Phoenix Stadium. The specific non-residential development is as follows:

| Item | Sportsman's Park East | Comment |
|----------------|-----------------------|--|
| Land (acres) | 58.17 | |
| Commercial FAR | 0.61 | Bella Villagio = 0.7 Urban 95 = 0.8 Centrada = 1.0 cbd 101 = 1.1 |
| Commercial SF | 1,550,000 | Building area can be transferred among Office, Retail and Hotel uses. |
| Hotel Rooms | 150 | Maximum number. |

Building Height and Setbacks

The maximum building height for various zones within Sportsman's Park East is displayed as Exhibit 5.C. These heights reflect the building uses and densities described above in addition to the existing development on the project site. It should be noted that building height is the vertical distance measured from the finished grade level to the highest level of the building exclusive of: elevator / stair penthouses when not on the perimeter face of the building, mechanical screening devices, vegetation, mechanical equipment including: chillers, cooling towers, boilers, air handling units, photovoltaic panels, passive solar collectors or wind turbines. These items that are in addition to the building height will be limited to twenty (20) feet unless approved during the Design Review process.

The following building setbacks from the project boundaries will be established for Sportsman's Park East.

| <u>Direction</u> | <u>Adjacent Use</u> | <u>Building Setback</u> |
|------------------|-------------------------------|---|
| West | Cardinals Drive (Loop Road) | 15' |
| North | Maryland Ave ROW | 10' From 95 th Ave to east edge of Rovey substation. Matches Westgate. 20' East of east edge of Rovey substation. |
| South | Grand Canal Linear Park | 20' |
| East | Youth Fields / Centrada Norte | 30' |

While no buildings can be placed in the building setback areas, these areas can be used for building access, plazas, patios, outdoor dining, parking or landscaping.

In addition along the southern property line a building "step back" zone will be established. This will limit the building height to thirty (30) feet in a zone from twenty (20) to fifty (50) feet from the southern property line. Beyond this zone the building height shown on Exhibit 5.C will govern. Finally a five thousand (5,000) square foot open space connector will be developed as part of the Design Review process that will link the Grand Canal Linear Park and the pedestrian circulation network for the development.

Public Streetscape and Private Open Space

The development of the University of Phoenix Stadium has created an existing circulation network of public and private streets. These streets and the adjacent landscaping and hardscape will be largely unchanged with the development of Sportsman's Park East. Some additional intersections will need to be modified or added to connect the new development to these public streets.

Significant open space already exists on the Stadium Parcel and immediately surrounding land as shown on Exhibits 5.D.1 and 5.D.2. The related Sportsman's Park West PAD application will provide that the Great Lawn and Plaza Lawn be designated as permanent open space. Although smaller in scale additional open spaces will be developed as part of the future buildings. As described in the previous Building Height and Setback section, there will be a five thousand (5,000) square foot open space connector developed to link the Grand Canal Linear Park and the pedestrian circulation network.

The total open space on Sportsman's Park West and East is described as follows:

| | Open Lawn & Plaza | Bldg Setbacks & Plazas | Total |
|-----------------------|----------------------|---------------------------|-------|
| Sportsman's Park East | 0% | 5% | 5% |
| Sportsman's Park West | 27% | 6% | 33% |
| Total Site | 15% | 5% | 20% |

As there is no boundary between Sportsman's Park West and East, it is appropriate to view the open space for the total site. In addition, the entire southern edge of Sportsman's Park East fronts the Grand Canal Linear Park and the southeastern edge fronts the City owned and operated youth recreation fields complex.

Sportsman's Park East PAD

Exhibit 5.A - Legal Description

Sportsman's Park East

The property described below contains a computed area of 58.1702 acres more or less. It is described as three (3) parcels strictly for purposes of the Legal Description. These parcels have no other meaning within the PAD application.

Parcel E1

That portion of the south half of Section 9, Township 2 North, Range 1 East of the Gila and Salt River Meridian, Maricopa County, Arizona, described as follows:

Commencing at a brass cap in hand hole accepted as the east quarter corner of said Section 9 from which a brass cap in hand hole accepted as the southeast corner thereof bears South 00 degrees 13 minutes 14 seconds East a distance of 2595.26 feet;

Thence South 88 degrees 02 minutes 02 seconds West, along the north line of the Southeast quarter of said Section 9 and the centerline of Maryland Avenue, a distance of 790.37 feet to a point on the west line of east 790.00 feet;

Thence South 00 degrees 13 minutes 14 seconds East, along said west line of the east 790.00 feet, a distance of 55.03 feet to a point on the southerly right-of-way line of Maryland Avenue and the **POINT OF BEGINNING**;

Thence South 00 degrees 13 minutes 14 seconds East, continuing along said west line, a distance of 2220.67 feet;

Thence South 89 degrees 26 minutes 17 seconds West a distance of 730.37 feet, along a line 230.00 feet north of the grand canal right-of-way according to the "Salt River Valley User's Association Grand Canal Right-of-Way" plat recorded in Book 181 page 47, records of Maricopa County;

Thence North 00 degrees 11 minutes 32 seconds West a distance of 425.29 feet;

Thence North 25 degrees 57 minutes 13 seconds West a distance of 6.32 feet to the beginning of a tangent curve concave to the southwest whose center bears South 64 degrees 02 minutes 47 seconds west a distance of 5.58 feet;

Thence northwesterly along the arc of said curve through a central angle of 55 degrees 50 minutes 25 seconds an arc length of 5.44 feet;

Thence North 32 degrees 01 minutes 23 seconds East a distance of 64.25 feet to the beginning of a tangent curve concave to the west whose center bears North 57 degrees 58 minutes 37 seconds West a distance of 100.00 feet;

Thence northerly along the arc of said curve through a central angle of 57 degrees 58 minutes 36 seconds an arc length of 101.19 feet;

Thence North 25 degrees 57 minutes 13 seconds West a distance of 282.70 feet to the beginning of a tangent curve concave to the east whose center bears North 64 degrees 02 minutes 47 seconds East a distance of 616.00 feet;

Thence northerly along the arc of said curve through a central angle of 25 degrees 57 minutes 11 seconds an arc length of 279.03 feet to a point of tangency;

Thence North 00 degrees 00 minutes 02 seconds West a distance of 50.61 feet to the beginning of a tangent curve concave to the west whose center bears South 89 degrees 59 minutes 58 seconds West a distance of 655.00 feet;

Thence northerly along the arc of said curve through a central angle of 32 degrees 59 minutes 32 seconds an arc length of 377.16 feet to a point of tangency;

Thence North 32 degrees 59 minutes 34 seconds West a distance of 363.29 feet to the beginning of a tangent curve concave to the southwest whose center bears South 57 degrees 00 minutes 26 seconds West a distance of 364.00 feet;

Thence northwesterly along the arc of said curve through a central angle of 59 degrees 28 minutes 40 seconds an arc length of 377.86 feet to the beginning of compound tangent curve concave to the south whose center bears South 02 degrees 28 minutes 14 seconds East a distance of 1439.50 feet;

Thence westerly along the arc of said curve through a central angle of 19 degrees 37 minutes 04 seconds an arc length of 492.88 feet;

Thence North 31 degrees 58 minutes 40 seconds West a distance of 4.88 feet to the beginning of a non-tangent curve concave to the north whose center bears North 19 degrees 42 minutes 09 seconds West a distance of 317.04 feet;

Thence westerly along the arc of said curve through a central angle of 17 degrees 54 minutes 46 seconds an arc length of 99.12 feet to a point of tangency;

Thence South 88 degrees 12 minutes 37 seconds West a distance of 9.51 feet to a point on the easterly right-of-way line of 95th Avenue;

Thence North 01 degrees 47 minutes 23 seconds West, along said easterly right-of-way line, a distance of 248.25 feet;

Thence North 43 degrees 07 minutes 08 seconds East a distance of 56.66 feet to a point on the southerly right-of-way line of Maryland Avenue;

Thence North 88 degrees 01 minutes 38 seconds East, along said southerly right-of-way line, a distance of 206.93 feet;

Thence North 88 degrees 02 minutes 02 seconds East, along said southerly right-of-way line, a distance of 1852.92 feet to the **POINT OF BEGINNING**.

The above described parcel contains a computed area of 2,217,012.6129 square feet (50.8956 acres) more or less.

Parcel E2

That portion of the southeast quarter of Section 9, Township 2 North, Range 1 East of the Gila and Salt River Meridian, Maricopa County, Arizona, described as follows:

Commencing at a brass cap in hand hole accepted as the east quarter corner of said Section 9 from which a brass cap in hand hole accepted as the southeast corner thereof bears South 00 degrees 13 minutes 14 seconds East a distance of 2595.26 feet;

Thence South 00 degrees 13 minutes 14 seconds East, along the east line of the Southeast quarter of said Section 9 and the centerline of 91st Avenue, a distance of 1453.75 feet;

Thence leaving said east line of Southeast quarter, South 89 degrees 46 minutes 46 seconds West a distance of 40.00 feet to the westerly right-of-way line of 91st Avenue and the **POINT OF BEGINNING**;

Thence South 00 degrees 13 minutes 14 seconds East, along said westerly right-of-way line, a distance of 51.50 feet.

Thence South 89 degrees 46 minutes 46 seconds West a distance of 750.00 feet to the west line of the east 790.00 feet of said southeast quarter.

Thence North 00 degrees 13 minutes 14 seconds West, along said west line of the east 790.00 feet of said southeast quarter, a distance of 51.50 feet.

Thence North 89 degrees 46 minutes 46 seconds East a distance of 750.00 feet to the westerly right-of-way line of 91st Avenue and the **POINT OF BEGINNING**.

The above described parcel contains a computed area of 38,624.9934 square feet (0.8867 acres) more or less.

Parcel E3

That portion of the southeast quarter of Section 9, Township 2 North, Range 1 East of the Gila and Salt River Meridian, Maricopa County, Arizona, described as follows:

Commencing at a brass cap in hand hole accepted as the east quarter corner of said Section 9 from which a brass cap in hand hole accepted as the southeast corner thereof bears South 00 degrees 13 minutes 14 seconds East a distance of 2595.26 feet;

Thence South 88 degrees 02 minutes 02 seconds West, along the north line of the Southeast quarter of said Section 9 and the centerline of Maryland Avenue, a distance of 790.37 feet to a point on the west line of east 790.00 feet;

Thence South 00 degrees 13 minutes 14 seconds East, along said west line of the east 790.00 feet, a distance of 2275.69 feet to a point on a line 230.00 feet north of the grand canal right-of-way according to the "Salt River Valley User's Association Grand Canal Right-of-Way" plat recorded in Book 181 page 47, records of Maricopa County;

Thence South 89 degrees 26 minutes 17 seconds West a distance of 730.37 feet, along said line 230.00 feet north of the grand canal right-of-way to the **POINT OF BEGINNING**;

Thence continuing South 89 degrees 26 minutes 17 seconds West, along said line 230.00 feet north of the grand canal right-of-way, a distance of 1064.60 feet to a point on the easterly right-of-way line of 95th Avenue;

Thence North 00 degrees 11 minutes 24 seconds West, along said easterly right-of-way line, a distance of 249.43 feet;

Thence South 90 degrees 00 minutes East a distance of 756.56 feet to the beginning of a tangent curve concave to the northwest whose center bears North 00 degrees 00 minutes 00 seconds East a distance of 322.00 feet;

Thence northeasterly along the arc of said curve through a central angle of 57 degrees 58 minutes 37 seconds an arc length of 325.83 feet;

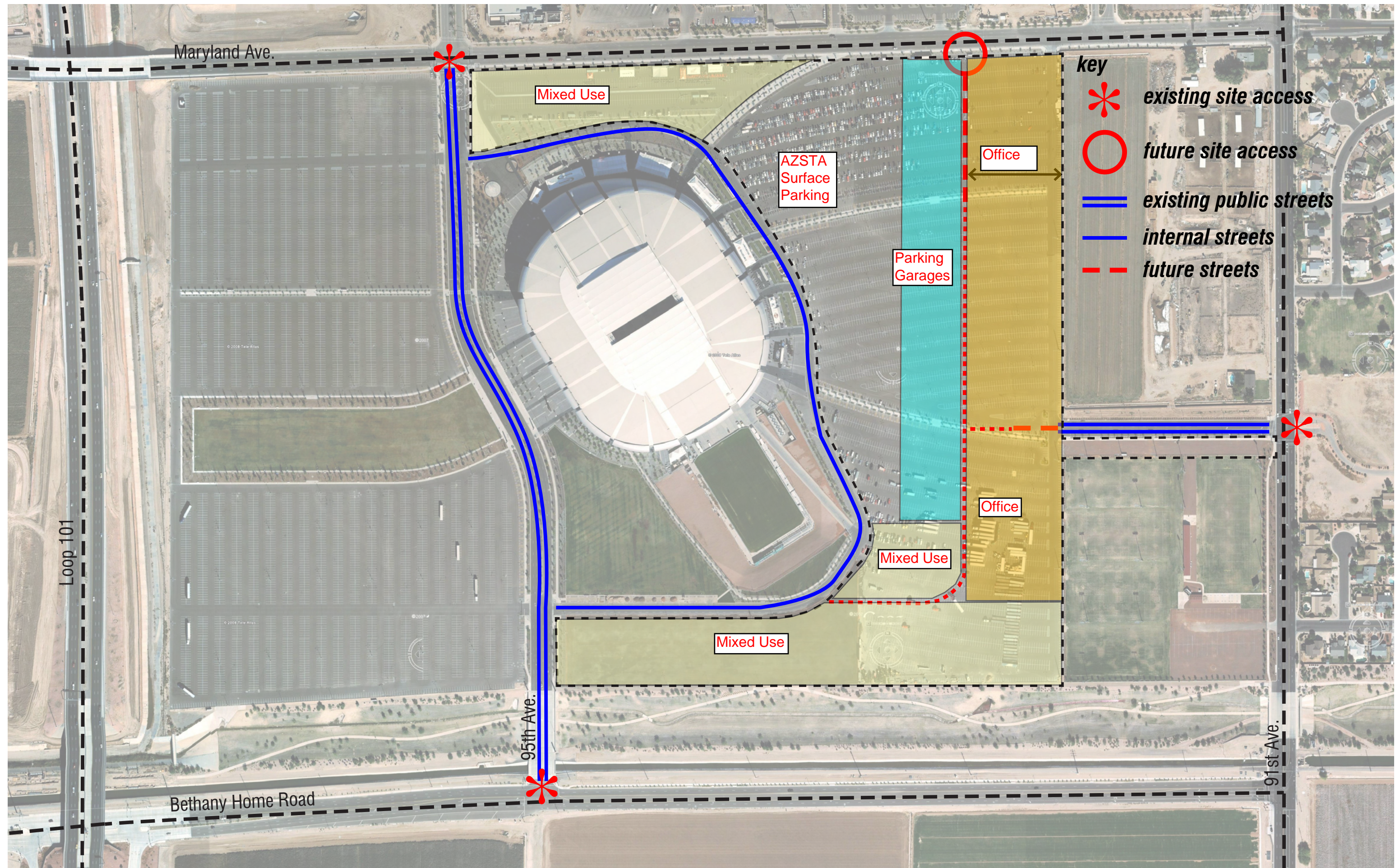
Thence North 32 degrees 01 minutes 23 seconds East a distance of 51.67 feet to the beginning of a non-tangent curve concave to the southwest whose center bears South 08 degrees 12 minutes 22 seconds West a distance of 5.58 feet;

Thence southeasterly along the arc of said curve through a central angle of 55 degrees 50 minutes 25 seconds an arc length of 5.44 feet to a point of tangency;

Thence South 25 degrees 57 minutes 13 seconds East a distance of 6.32 feet;

Thence South 00 degrees 11 minutes 32 seconds East a distance of 425.29 feet to the **POINT OF BEGINNING**.

The above described parcel contains a computed area of 278,261.0661 square feet (6.3879 acres) more or less.



Maryland Ave.

Mixed Use

AZSTA
Surface
Parking

Office

Parking
Garages

Office

Mixed Use

Mixed Use

95th Ave.

Bethany Home Road

91st Ave.

key

* existing site access

○ future site access

== existing public streets

— internal streets

- - future streets

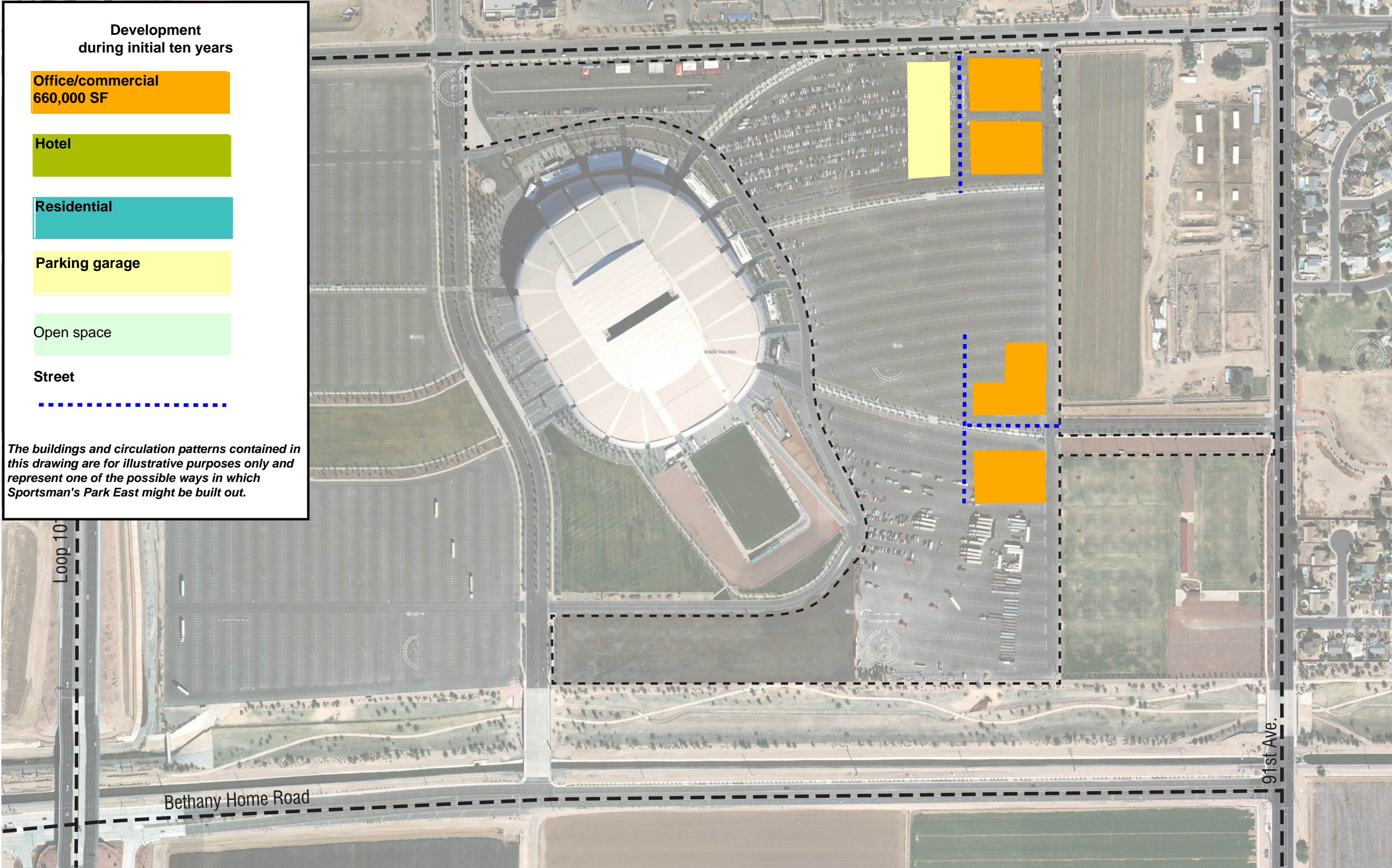
Loop 101

NOTE: Mixed Use includes Hotel, Residential, Office, Retail

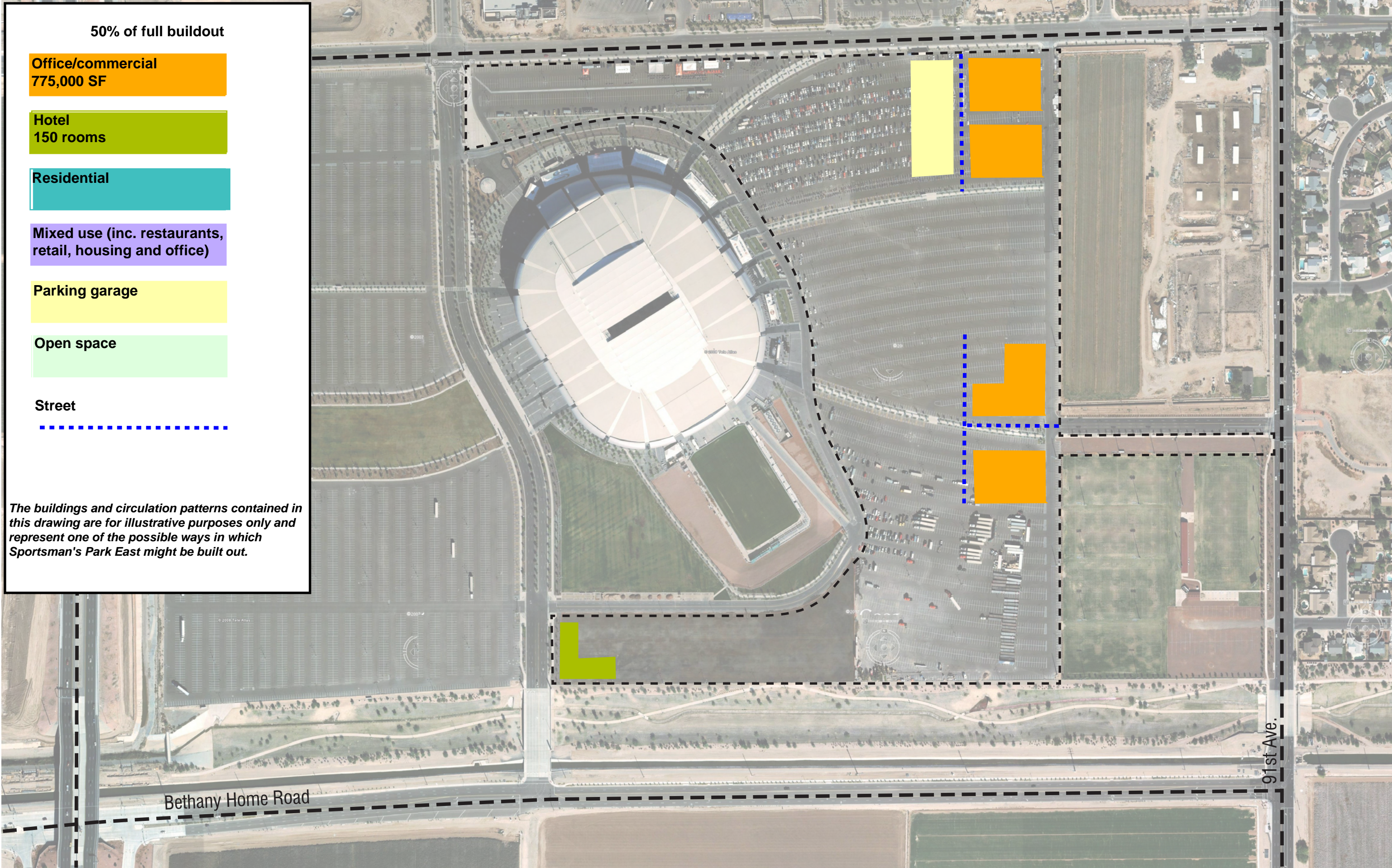
Concept Development Plan

sportsman's park east

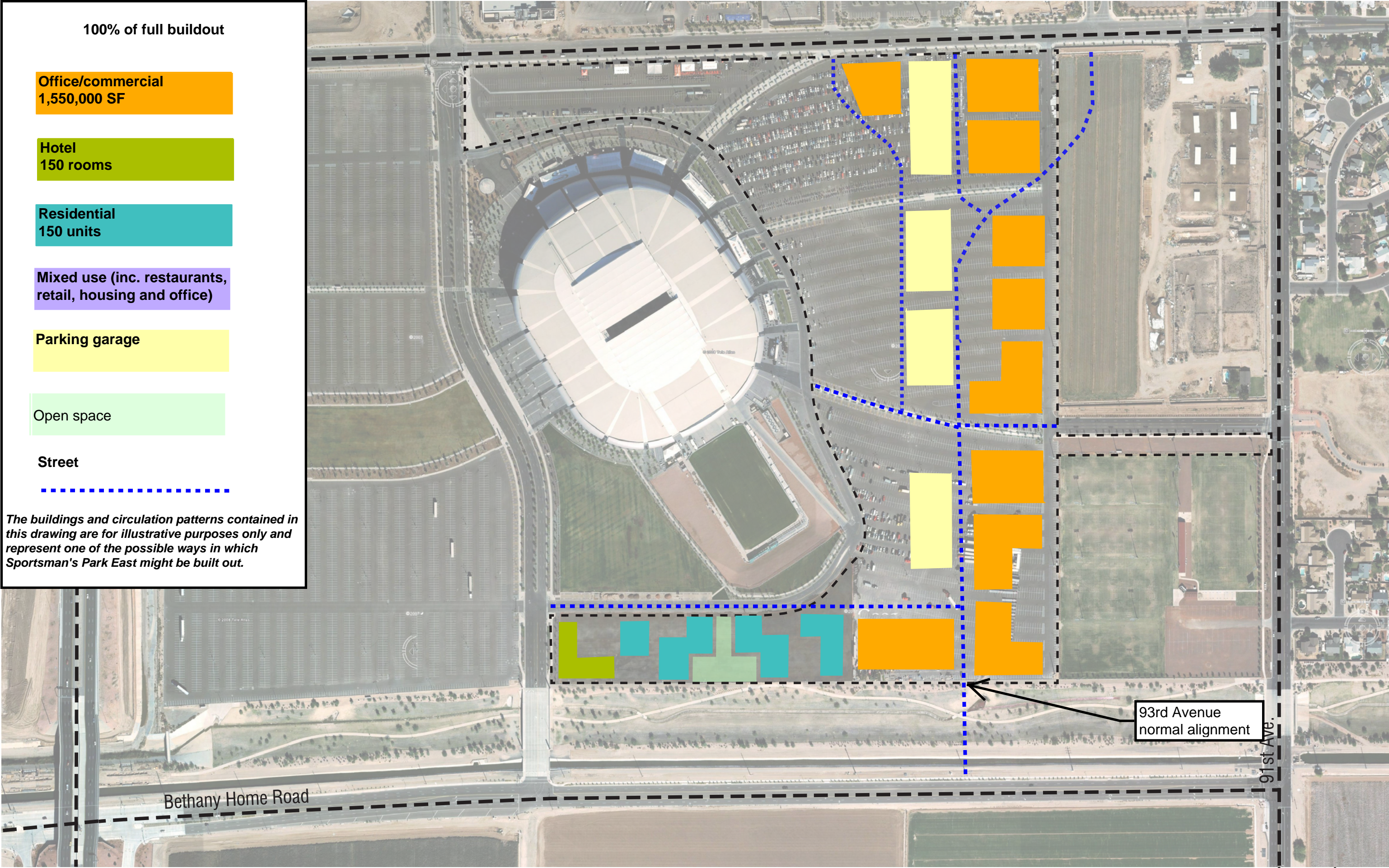
Exhibit 5.B.1



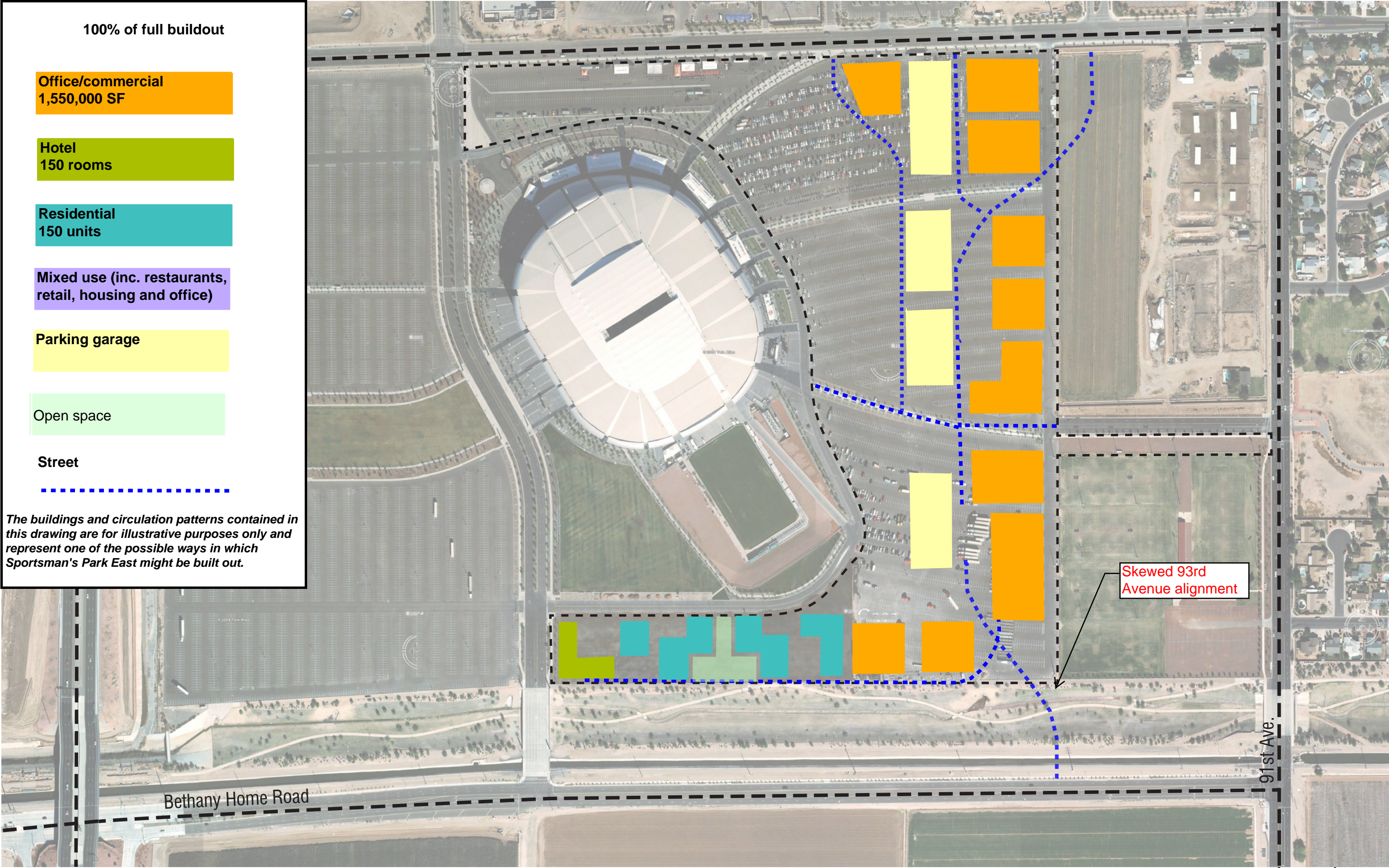
Development at 20% of full build-out (approx. 10 years)



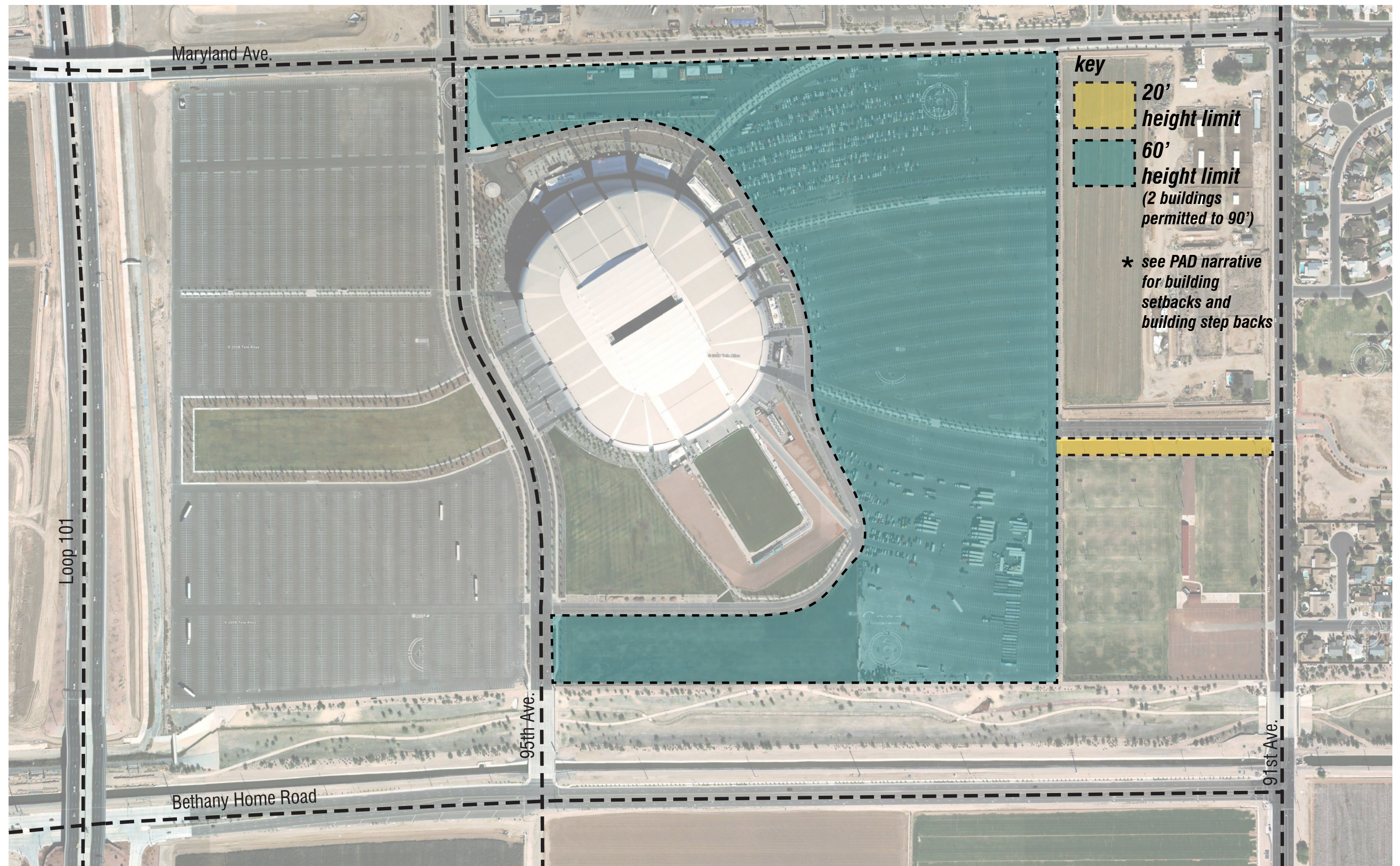
Development at 50% of full buildout (approx. 20 years)



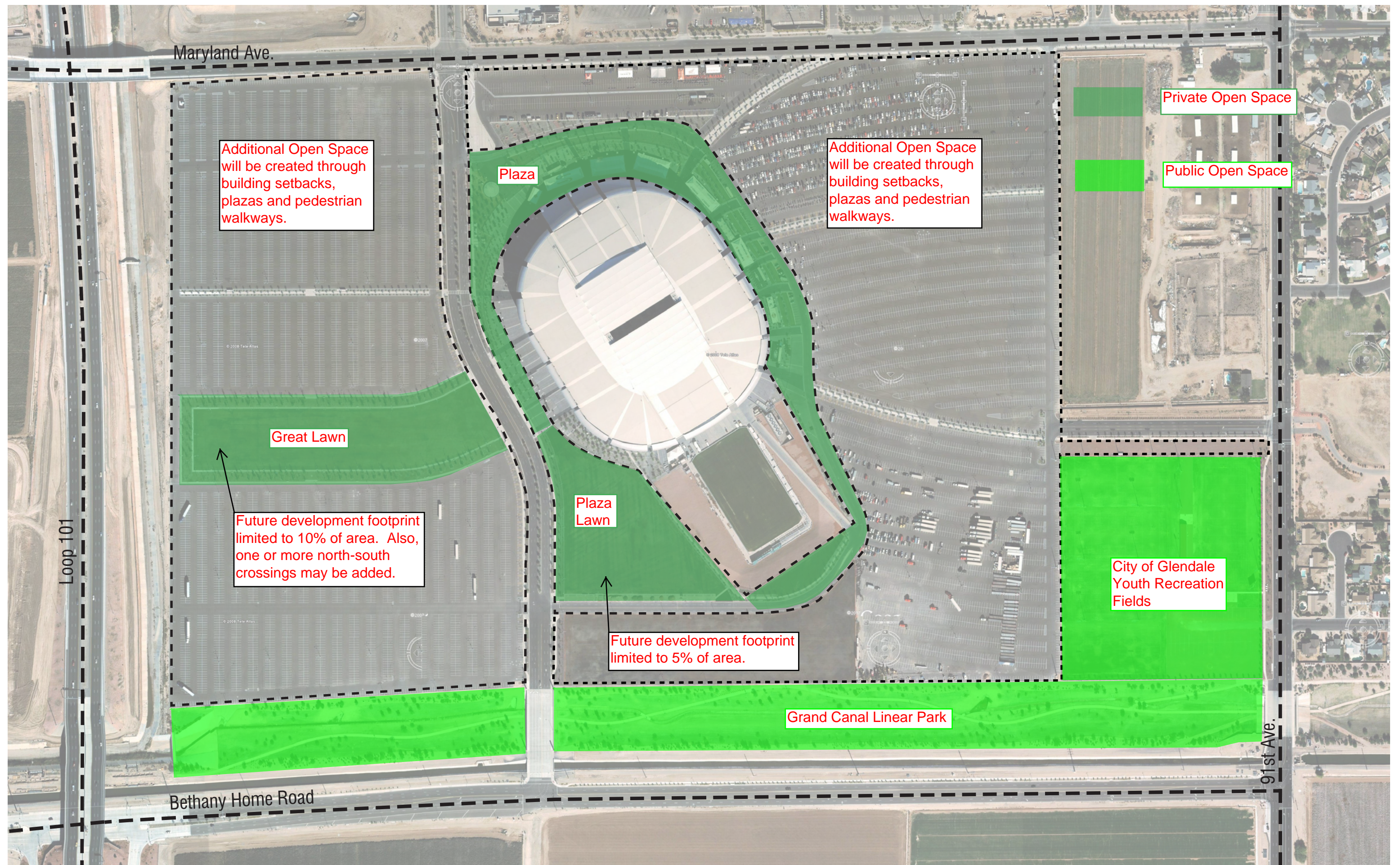
Development at 100% of full buildout (approx. 40 years)



Development at 100% of full buildout (approx. 40 years)



sportsman's park east
exhibit 5.C - building height



Note: All Open Space shown is suitable for active recreation, such, as, walking, running, bicycling and team sports.

Open Space

Sportsman's Park West and East
Exhibit 5.D.1



Grand Canal Linear Park



Grand Canal Linear Park



Plaza Lawn



Great Lawn



Great Lawn



Grand Canal Linear Park



Grand Canal Linear Park



Glendale Recreation Fields

Sportsman's Park West & East
Exhibit 5.D.2. – Open Space

Sportsman's Park East PAD

Section 6 - Design Guidelines

It is acknowledged that Design Review is required as outlined in Section 3.600 of the Zoning Ordinance; provided, however, that development standards set forth in this PAD application and all information included in the PAD application (e.g., building height, building use, etc.) will be deemed finally approved for the purposes of Design Review. It is also understood that all wireless communication facilities are subject to Design Review and must be consistent with wireless communication facilities design guidelines.

Guiding Site Design Principles

The Landowner will be guided by the following series of site and design principles throughout the development of the project.

- Provide development that is compatible with the existing Stadium.
- Plan for eventual transit linkages to nearby projects and to the region as a whole.
- Develop internal circulation ways to create pedestrian friendly building pads and locate parking to minimize internal vehicular travel.
- Use the best current thinking on sustainability in order to create an environmentally responsible development.
- Maximize opportunities to take advantage of the technical and operational synergies that can occur with the existing Stadium.
- Ensure that the entire development functions as a cohesive place during each phase of an anticipated several decades long build out period.
- Maximize the use of the existing connections to the public streets and maintain the existing traffic patterns as much as possible.

Guiding Building Design Principles

The Landowner will be guided by the following series of building design principles throughout the development of the project.

- Maintain the standard of building design excellence established by the City of Glendale and the University of Phoenix Stadium.
- Design buildings with a modern, contemporary and forward-looking approach.
- Design buildings that are environmentally responsible and have long term sustainability.
- The highest density and tallest buildings are located on the west side of the Stadium Parcel in Sportsman's Park West. More specifically, the land along the site "edges" on the north, west and south will be maximized. This will further enhance the Loop 101 corridor as the premier business address in the West Valley.
- The Great Lawn and Plaza Lawn will be preserved to serve as a significant private open space amenity for employees, visitors, residents and event-day patrons of Sportsman's Park East and West. This will also preserve the primary view of the Stadium from Loop 101.
- The lowest density and shortest buildings are located in Sportsman's Park East. This preserves the views both from and to the Stadium and has the least impact on the adjacent properties.
- The reduced density in Sportsman's Park East also allows for some parking to be provided as surface spaces, which also improves views from the Stadium and results in a more open feel.

All of the above site and building design strategies are intended to ensure that Sportsman's Park East is a good neighbor to current and future land uses and provides a template that can be used by future development.

Parking

The development of the University of Phoenix Stadium and surrounding Sportsman's Park West and East is made possible by the nature of the existing parking use on the site and will be governed by existing contractual agreements among the Arizona Cardinals, City of Glendale and AZSTA regarding parking for the Stadium. These obligations predate this PAD application and are not addressed in the application because the need for such spaces arises from use of the Stadium. Nothing in the PAD application can or will affect the continuing obligations of all the parties to the parking agreements that ensure sufficient parking is always available for the full range of Stadium events.

All current parking spaces are deemed to be acceptable in terms of location, access and size. The vast majority of the 14,000 Stadium parking spaces located on the Stadium Parcel are only required to be provided under the existing agreements when a major event is held. Those events are almost always scheduled for evenings, weekends and holidays, but not during normal weekday business hours (8 am – 5 pm). This means that at all other times these spaces can be used by office and retail tenants since the use pattern is perfectly complementary. The required number of spaces will be added to serve the needs of residential and hotel development, as well as, limited 24 / 7 office and retail needs.

The Landowner must make 2,200 parking spaces available to AZSTA at all times pursuant to the parking agreements. These spaces will likely be provided in surface parking lots on the Sportsman's Park East site.

Parking requirements for Sportsman's Park West and East will be accommodated as follows:

- Short term, on-street parking for retail customers and visitors to residential units;
- Off-street parking on building parcels for office employees and visitors and hotel guests and residential residents;
- Surface parking adjacent to buildings for office employees and visitors during business hours and Stadium and retail patrons during all other hours; and
- Off-street parking in parking commons structures for office employees during business hours and Stadium and retail patrons during all other hours.
- Residential guest parking does not need to be accommodated on the residential building pad.
- Parking accommodations do not need to be fulfilled by single ownership land or by a contiguous parcel.

Parking details for Sportsman's Park West and East are as follows:

- Residential parking provided at 1.5 spaces per unit. This parking will remain exclusive to the residential units.
- Hotel parking provided at 0.9 spaces per room. This parking will remain exclusive to the hotel rooms.
- Retail parking provided at 1.0 space per 250 sf. A portion (15%) of this parking will remain exclusive to the retail tenants. The remainder (85%) will be used for Stadium mega-events.
- Office parking provided at 1.0 space per 300 sf. A portion (15%) of this parking will remain exclusive to the office tenants. The remainder (85%) will be used for Stadium mega-events.
- This approach is supported by numerous parking situations around the country and the ITE Trip Generation manual that reports that weekend office trips are less than 10% of the weekday trips.
- As specific buildings are submitted for Design Review the parking quantities will also be submitted based on the actual building area, use and parking demand.



Note: These images depict the architectural character, style, materiality, and theme of the buildings that will be developed in sportsman's park east. Individual buildings have not yet been designed; when each one is, plans will be submitted to the City for review and approval as required under the Zoning Ordinance.

These images reflect the contemporary and contextually appropriate possibilities for the sub-urban architecture of **sportsman's park east**. Utilizing a palette of materials that will complement those of sportsman's park west, the architecture will be artfully proportioned and scaled to be distinctive from typical suburban development, yet intimate and comfortable for pedestrians.

sportsman's park east
exhibit 6.A - architectural character

Sportsman's Park East PAD

Section 7 - Landscaping and Screening

Background

Sportsman's Park East and West already have a significant investment in landscaping to support the current activities as depicted on Exhibit 7.A. It is the Landowner's intent to retain as much of this investment as possible as development proceeds. The added development will inevitably add more pedestrian focused areas at internal streets and building entrances that will provide additional opportunities for landscaping.

Tree Selection

Sportsman's Park East obviously has a large number of significant existing trees. The future development is specifically designed to maintain the vast majority of these trees. As development proceeds the existing tree palette and the opportunity to introduce other species will guide tree selection.

Pedestrian Features

In addition to the landscaping extension, future development will provide opportunities to enhance the pedestrian experience. These opportunities will include shade structures and canopies, hardscape variation, seating locations and setback areas available to pedestrians.

Screening

There is virtually no existing development that is immediately adjacent to Sportsman's Park East. This will minimize the amount of architectural screening that may be required. More importantly though these same boundaries result in a number of "public" facades that will be significant factors in the design of individual buildings and will result in a significant level of attention to all building facades.



Sportsman's Park West & East
Exhibit 7.A – Landscaping

Sportsman's Park East PAD

Section 8 - Signage

Background

Sportsman's Park East already has a significant investment in site signage and graphics to support the Stadium. All of these signage and graphics elements will remain to continue to provide the needed wayfinding and site identification information. The added development will require additional wayfinding signage and new building and site identification signage. The overall signage design will be driven by the existing elements, but will be modified to fit the new requirements.

A phased approach will be required to align with the various phases of development. Specific signage criteria for individual buildings and final signage locations will be addressed as the phases are developed and will be submitted for review and approval with each individual building and/or phase. These criteria will include sign height, sign area and illumination.

General Criteria

The general criteria to be used in future signage designs include:

- Support and enhance the existing site signage and graphic elements.
- Support the mixed use nature of the development.
- Balance public and private objectives by allowing adequate signage for business identification and advertising.
- Promote the safe flow of vehicular and pedestrian traffic, including during periods of major events at the Stadium.
- Enhance overall property values and the quality of the development by maintaining the general appearance and quality of all visible signage and graphic elements.
- All signs will be structurally designed, constructed and installed in accordance with the requirements of the City of Glendale Building Code.

Permitted Signs

As noted above a specific plan and design for signage elements will be part of future design submittals. Although a complete list of permitted signs will be part of this submittal, the following items are considered to be permitted signs for Sportsman's Park East:

- Existing Signage and Graphics: All existing signage and graphic elements shall be deemed to be Permitted. A representative sample of these items is shown on Exhibit 8.A.
- Site Identification: These will be located at primary entrances to the project. They will have fixed messages, be illuminated internally or with ground-mounted fixtures and have a maximum height of 30 feet.
- Garage Graphics and Displays: These are intended to enhance the external appearance of the garage. They will have fixed messages or graphics and will be indirectly illuminated. There can be multiple items on any one façade.

Additional permitted signs include the following with details to be developed in future submittals:

- Vehicular and Pedestrian wayfinding.
- Pedestrian Directory.
- Building mounted and elevated building identification for all commercial buildings.
- Entry Level identification for all buildings.
- Building mounted “flag” signs to identify specific businesses (restaurant, for example) or addresses.
- Ground mounted identification signs where building setbacks allow this design.
- Streetscape signage (permanent and temporary) mounted on light fixtures or separate poles to identify site locations or special events.

Specific Criteria

Some of the specific criteria that will be part of future signage designs include:

- All signs will comply with sight visibility requirements of the City of Glendale.
- Signs will not interfere with pedestrian travel.
- The source of illumination for signs shall be oriented or shielded so that it is not visible from residential units or public streets.
- No flashing, blinking or rotating lights shall be permitted to illuminate signs.
- All sign illumination shall satisfy the Glendale dark Sky Ordinance.

Prohibited Signs

The following signs are prohibited in Sportsman’s Park West:

- Billboards as defined in the Zoning Ordinance.
- Signs located within or projecting over any public street or public right-of-way.
- Any sign which interferes with vehicular traffic.
- Roof mounted signs.
- Signs mounted on or attached to trailers or motor vehicles that are displayed in a manner to attract attention for advertising purposes. Note that this does not apply to signage that advertises Special Events so long as this signage is less than 100 square feet.



Sportsman's Park West & East
Exhibit 8.A – Existing Signage

Sportsman's Park East PAD

Section 9 - Circulation

Introduction

The development of the University of Phoenix Stadium and surrounding Sportsman's Park has created an existing circulation network. This on-site network and the surrounding municipal street networks have been designed and have proven to function properly during mega events at the Stadium. These events result in over 14,000 vehicles entering and leaving the Sportsman's Park site during relatively short defined periods. The future development of Sportsman's Park will result in a more even and longer period of traffic ingress and egress than which the Stadium generates. The submitted traffic study will demonstrate if any changes are needed to the existing circulation network.

Public Streets

The only public street that crosses through Sportsman's Park is 95th Avenue and this will remain. Additional access points will likely be added on the west side to serve the new development (see Exhibit 9.C) opposite the Cardinals Drive access points on the east. Future updated traffic studies will confirm the design of these access point intersections and will determine the timing for required traffic signals. Future pedestrian crossings will also likely be needed.

The existing access from 91st Avenue has been designed and constructed as a public street. While this has not yet been dedicated, it has always been the intent of the City and the developer to dedicate this as a public street. This access will likely be extended into the site as development proceeds.

There is an existing agreement with the City that allows for and locates a future 93rd Avenue connection with Maryland Avenue. However, based on several discussions with the City a revised alignment has been developed and approved by the City (see Exhibit 9.C for Sportsman's Park East). This street will be extended into the site as development proceeds. A future updated traffic study will determine the design of the intersection and the timing for a traffic signal at this intersection.

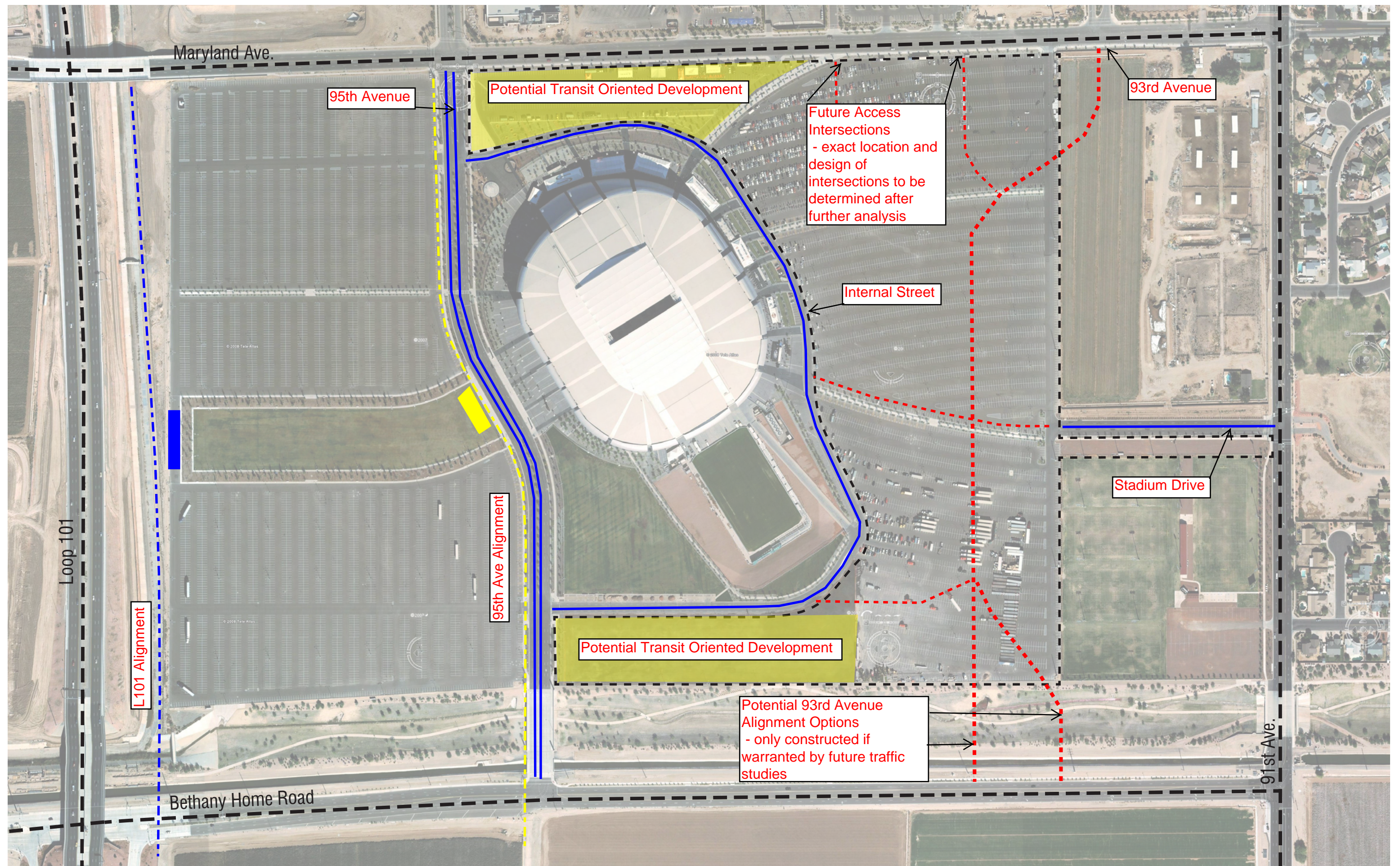
Internal Street Layout

An internal street network will be implemented as the individual buildings and parcels are developed. These parcels will likely continue to be relatively small to promote a pedestrian friendly and walkable environment. The initial concept for pedestrian access is shown on Exhibit 9.D.

The existing Loop Road around the east side of the Stadium will be maintained. As the development on the east side is suburban in nature, the other internal streets serve the surface parking and parking garages and do not carry significant traffic.

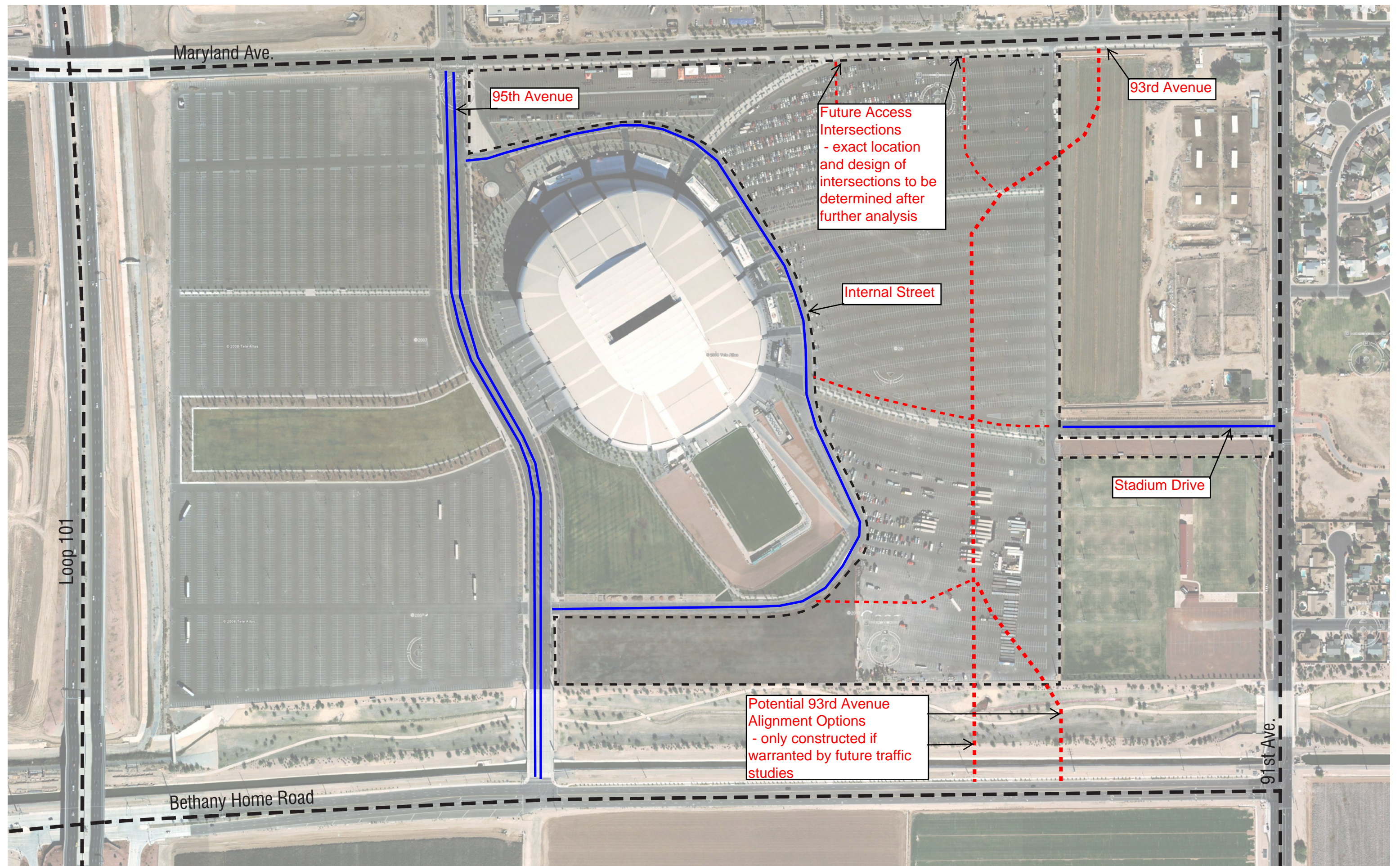
Analysis

A proposed traffic study approach has previously been presented to and accepted by the City. This calls for establishing an initial level of development that might occur by the study year of 2020. The City has determined that the study area will consist of the area bounded by 91st Avenue to 99th Avenue and Camelback Road to Northern Avenue. This area and the key intersections are shown on Exhibit 9.F. The current and projected traffic will be developed based on current and projected development within the study area. Key intersections will be analyzed to verify that adequate capacity exists. The results of this Traffic Study have confirmed that these intersections operate with an acceptable Level of Service for the initial phase of development. The Landowner will have to submit updated traffic information to the City for review and approval by the Transportation Director before proceeding with development in excess of that forecast for the initial phase.



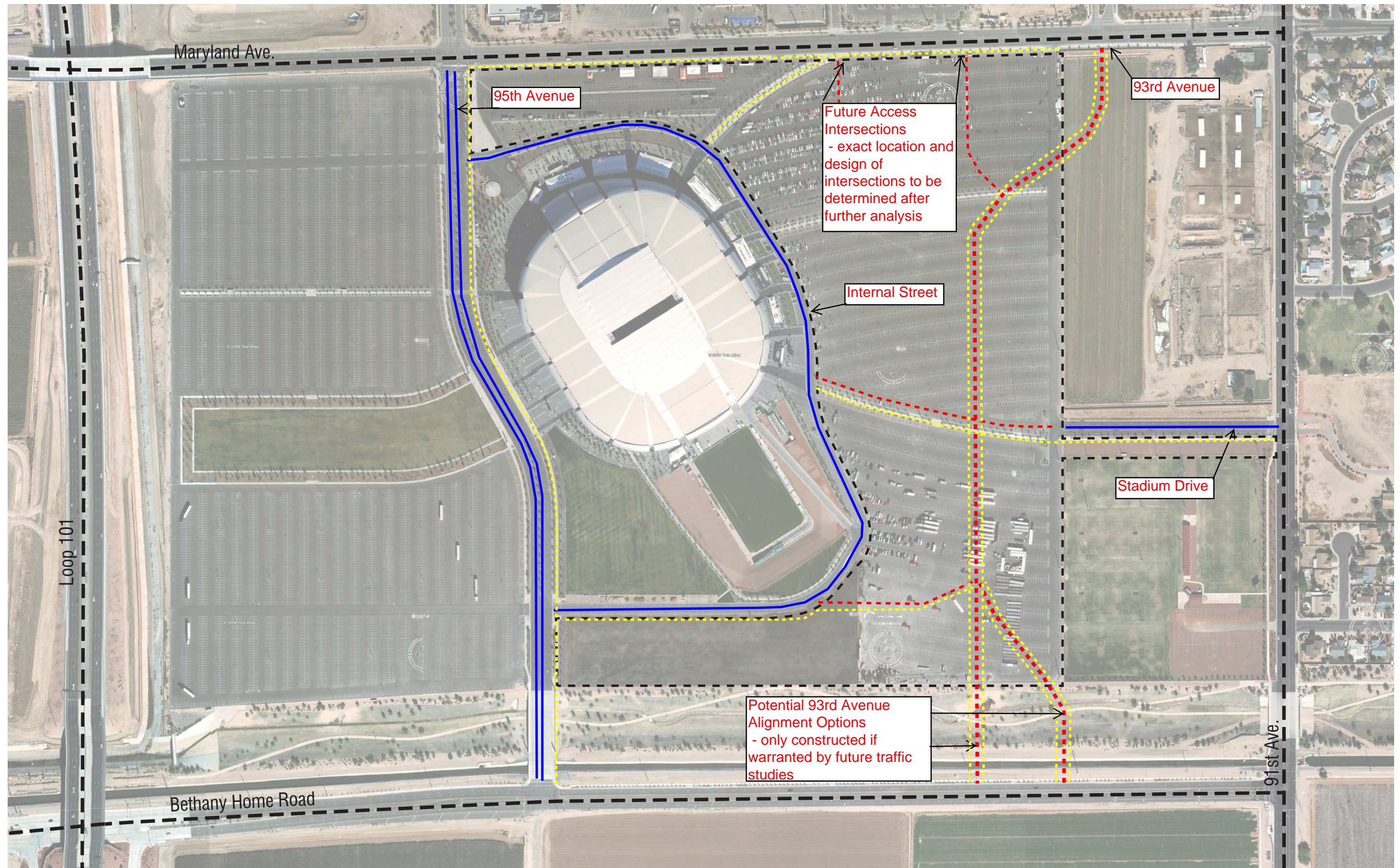
Street alignment is conceptual.

Transit Oriented Development Areas



Street alignment is conceptual.

Circulation

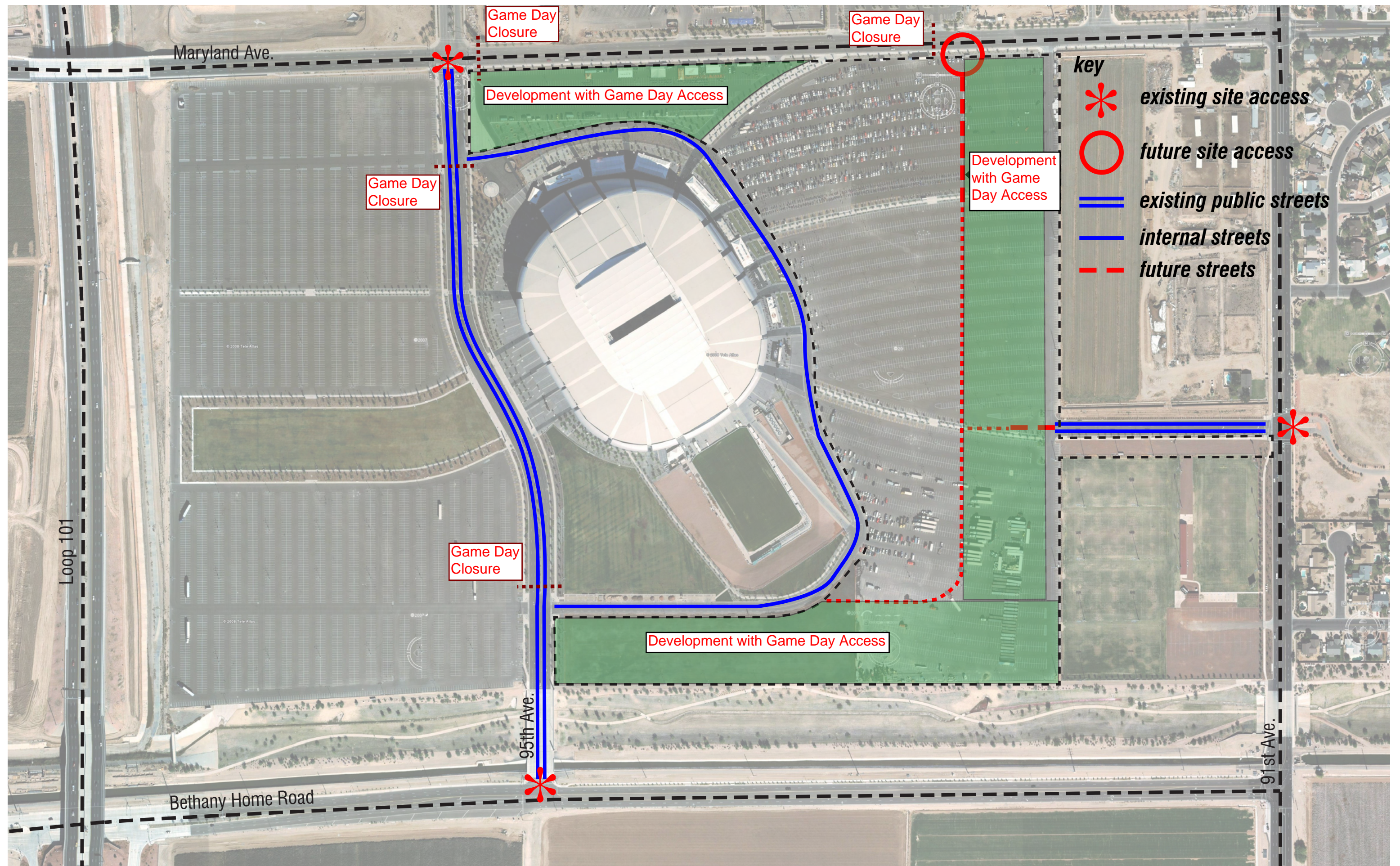


Future Access
Intersections
- exact location and
design of
intersections to be
determined after
further analysis

Internal Street

Potential 93rd Avenue
Alignment Options
- only constructed if
warranted by future traffic
studies

Pedestrian Access



Game Day Access



Traffic Study Area



Key Intersections

Sportsman's Park West & East
Exhibit 9.F

Sportsman's Park East PAD

Section 10 - Utilities and Services

General

As an existing developed site there are a number of existing utilities and related easements that will support future development. These are depicted on Exhibit 10.A.

Drainage

Sportsman's Park is situated on land that is currently being used for parking for the Stadium. There are no offsite flows that enter the site. Generally, Sportsman's Park site drains to the south. There are adequate and approved existing stormwater control measures.

As development proceeds the stormwater run-off will actually be reduced due to two factors. Some of the surface parking will be converted to landscaped areas. Green building designs may also capture some rain water for on-site uses. Calculations for each building will be provided as part of the normal submittal process to ensure that the overall site stormwater measures remain adequate.

Water

The City of Glendale has existing 12 inch or 16 inch diameter water mains in Maryland Avenue, 91st Avenue, 95th Avenue and Bethany Home Road. The development of the Stadium and the resulting intense demand has proven that there is adequate pressure and flow in these mains. A future water study will need to be performed to verify the adequacy of the existing mains to support the fire flow and peak hour demand requirements. However, the proposed uses of Sportsman's Park will not compete with the Stadium and, therefore, the total demand will not be significantly higher than the current demand.

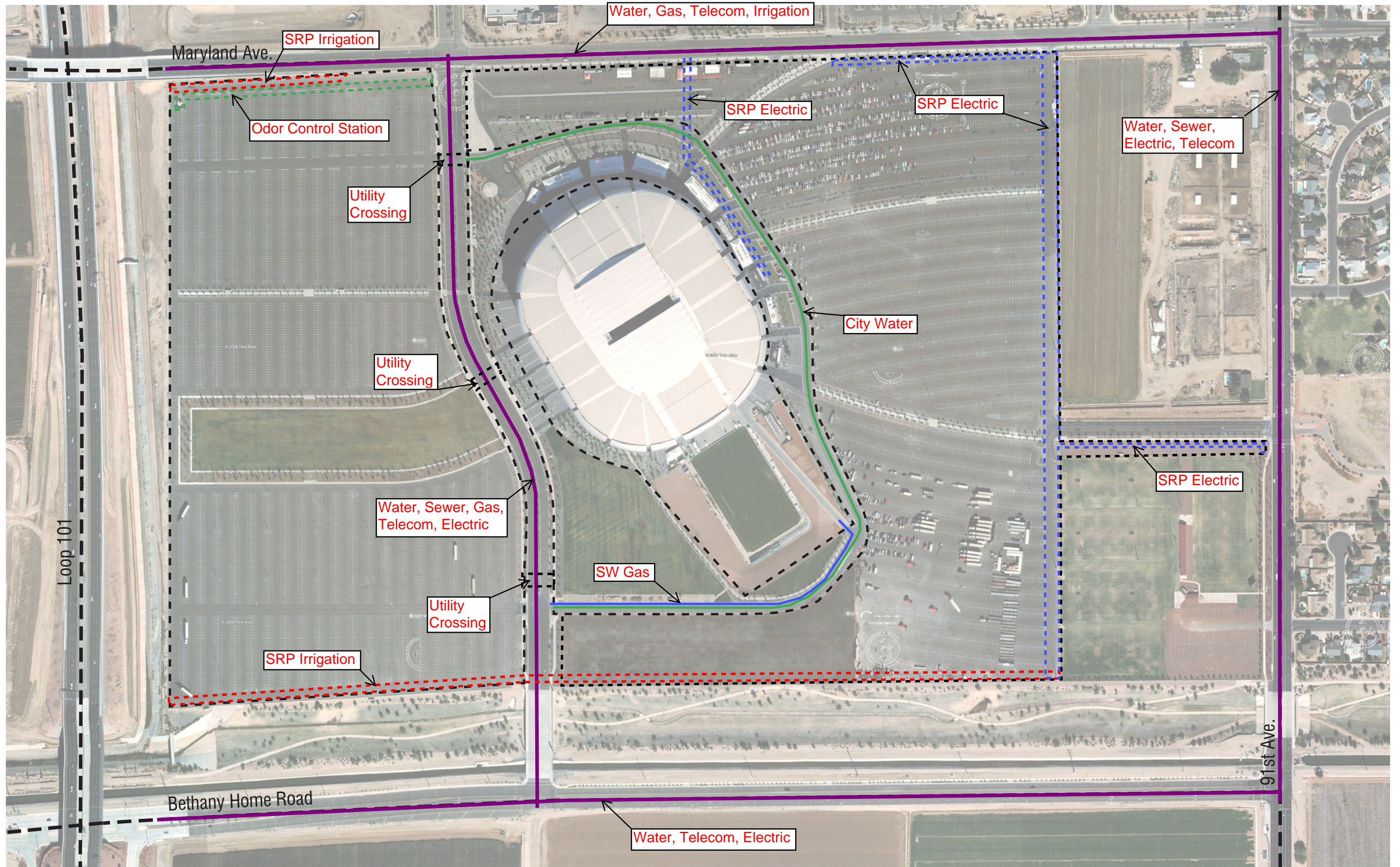
The on-site system will be required to meet the City of Glendale fire flow requirements for the commercial and residential sections of the site. Internal collector streets or utility easements will be used to tie the various building sites together and to the off-site water lines.

Wastewater

The City of Glendale has existing wastewater sewer mains in 91st Avenue and 95th Avenue that flow north to south. The main in 95th Avenue was designed based on future development within its service area. All on-site wastewater lines will be designed in accordance with City of Glendale and Maricopa County Environmental Services requirements. Structures, line sizes, slopes and design flows will meet these criteria. A future wastewater study will determine the final line sizes. As the proposed uses of Sportsman's Park will not compete with the Stadium, the total impact on the existing system should be minimal.

Public Utilities

Sportsman's Park is currently served by all required utilities, including electrical service from SRP, natural gas from Southwest Gas, and telephone and cable TV from Cox Communications. The specific extension of these utilities from Maryland Avenue, 91st Avenue or 95th Avenue will be designed and installed to align with the development needs. The City of Glendale will provide fire and police service and per Ordinance may provide refuse collection.



Sportsman's Park West & East
Exhibit 10.A

Sportsman's Park East PAD

Section 11 - Time Schedule for Development

As with any project of this size, Sportsman's Park East will be constructed on a phased basis over an extended period of time and depending upon market demand. It is anticipated that full build-out will not occur for 25 – 40 years. The Landowner recognizes that the success of the project will depend on its ability to deliver a project that works for both the new Sportsman's Park East users and the existing needs of the Stadium during each phase of development. In order to achieve this objective the Landowner will work closely with the owner, operator and primary user of the Stadium to minimize any conflicts as the development proceeds.

The City and the Landowner acknowledge that amendments to the PAD may be needed from time to time to reflect changes in market conditions and/or to meet the new requirements of one or more of the potential users. When the parties find that changes or adjustments are needed they shall, unless otherwise required by applicable law, make minor changes or adjustments through administrative amendments. These changes may be approved by the Planning Director, which, after execution, shall be attached to the PAD as an addendum and become a part thereof. All major changes or amendments shall be reviewed and approved by the Planning Commission and by the City Council. The following shall be major changes:

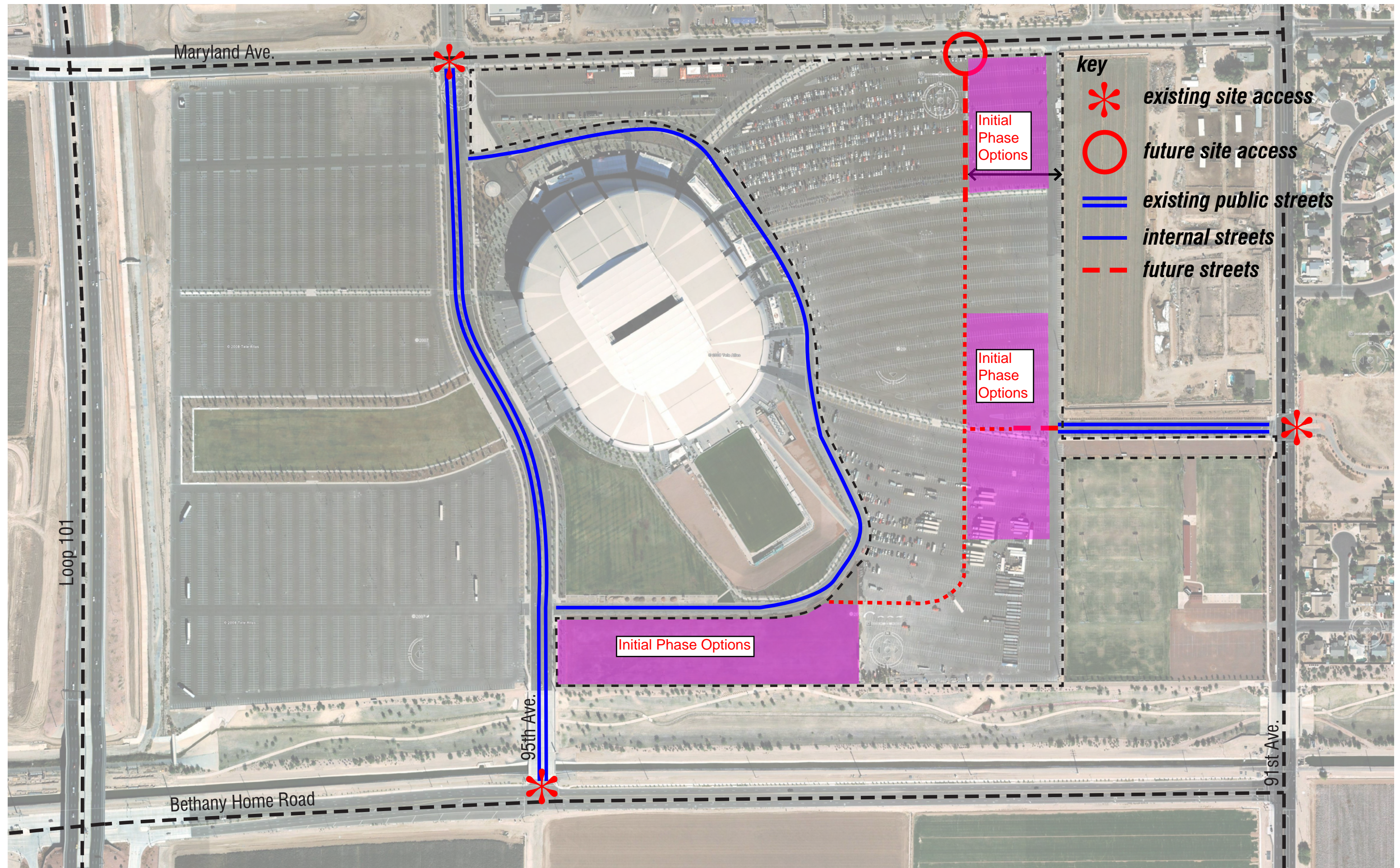
- Any substantial addition to the list of permitted uses of the property set forth in the PAD, as deemed to be substantial by the Planning Director; and
- An overall increase of more than 15% in either the number of residential units or the square footage of commercial / mixed-use for the property, except as otherwise allowed by the PAD.

The following are examples of minor changes:

- Any minor alteration to the list of permitted uses of the property set forth in this PAD, as deemed to be minor by the Planning Director.
- Changes in projected Phasing.

The parties shall cooperate in good faith to agree upon and use reasonable best efforts to process any minor or major amendments to the PAD.

Approval of this PAD application will not start the design and construction process. The initiation of these activities will be strictly driven by market demand.



Initial Phasing Options