

AVRA VALLEY GATEWAY SPECIFIC PLAN

Prepared for:

Pima County, Arizona

Co23-07-01

March 19, 2007
Revised June 8, 2007
Revised July 27, 2007
Revised September 21, 2007
Revised December 19, 2007
Revised February 18, 2008

Final Document as approved by the Board of Supervisors on 08/05/2008

F. ANN RODRIGUEZ, RECORDER
RECORDED BY: RJL
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ORDINANCE 2008- 95

AN ORDINANCE OF THE BOARD OF SUPERVISORS OF PIMA COUNTY, ARIZONA; RELATING TO ZONING; REZONING PROPERTY (PARCEL CODES 226-01-006A, 226-01-0320) FROM RH (RURAL HOMESTEAD) TO SP (SPECIFIC PLANS, AVRA VALLEY GATEWAY SPECIFIC PLAN Co23-07-01) LOCATED WEST OF INTERSTATE 10 AND SOUTH OF AVRA VALLEY ROAD; AMENDING PIMA COUNTY ZONING MAP NO. 214.

BE IT ORDAINED BY THE BOARD OF SUPERVISORS OF PIMA COUNTY, ARIZONA:

Section 1. The 101.5 acres, located west of Interstate 10 and south of Avra Valley Road, illustrated by the shaded area on the attached rezoning ordinance map (Exhibit "A"), which amends Pima County Zoning Map No. 214 is hereby rezoned from RH (Rural Homestead) to SP (Specific Plans).

Section 2. Rezoning Conditions.

1. Not more than 60 days after the Board of Supervisors approves the Specific Plan, the owner(s) / developer(s) shall submit to the Planning Director the specific plan document, including any necessary revisions of the specific plan document reflecting the final actions of the Board of Supervisors, and the specific plan text and exhibits in an electronic format acceptable to the Planning Division.
2. Recording of a covenant holding Pima County harmless in the event of flooding.
3. Recording of the necessary development related covenants as determined appropriate by the various County agencies.
4. Provision of development related assurances as required by the appropriate agencies.

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5. Prior to the preparation of the development related covenants and any required dedication, a title report (current to within 60 days) evidencing ownership of the property shall be submitted to the Department of Transportation, Real Property Division.
6. There shall be no subdividing or lot splitting without the written approval of the Board of Supervisors.
7. In the event of a conflict between two or more requirements in this specific plan, or conflicts between the requirements of this specific plan and another Pima County regulation not listed in Section 18.90.050B3, the more restrictive requirement shall apply.
8. This specific plan shall adhere to all applicable Pima County regulations that are not explicitly addressed within this specific plan. The specific plan's design guidelines shall be interpreted to implement the specific plan or relevant Pima County regulations.
9. Prior to the issuance of any permits, this specific plan is subject to the approval of a Subdivision Block Plat for the entire site or a Development Plan for the entire developer-owned portion of the site, depending upon the development agreement's directions for dedications:
 - A. Subdivision Block Plat: The subdivision block plat shall make all dedications (including roads, sewer, drainage, trails and open space), unless otherwise specified in the development agreement, and the plat shall identify all necessary improvements and provide a design and construction phasing plan. Upon submittal of the block plat, the studies, reports, information required by these specific plan conditions and the specific plan document itself, shall be provided for review and approval of the applicable Pima County department or departments. Subsequent site development requires submittal of development plans prepared in accordance with the subdivision block plat.
 - B. Development Plan: The plan shall identify all necessary improvements and provide a design and construction phasing plan. Upon submittal of the development plan, the studies, reports, information required by these specific plan conditions and the specific plan document itself, shall be provided for review and approval of the applicable Pima County department or departments. Subsequent site development shall require amendment of the development plan.
10. No building permits shall be issued until all applicable specific plan requirements for or affecting the site are satisfied and the Planning Director issues a Certificate of Rezoning Compliance.

11. Department of Transportation requirements:

A. The property owner(s) shall dedicate 25 feet right-of-way for Avra Valley Road to allow for 150 feet future right-of-way as designated by the Major Streets and Scenic Routes Plan.

B. The property owner(s) shall provide offsite improvements to Avra Valley Road as determined necessary by the Department of Transportation during the review of the Traffic Impact Study and review of the Subdivision Plat or Development Plan.

C. Written certification from Arizona Department of Transportation, stating satisfactory compliance with all its requirements shall be submitted to Development Services Department prior to approval of a Development Plan and Subdivision Plat.

D. The property owner(s) shall provide offsite improvements and/or dedicate right-of-way as determined necessary by Arizona Department of Transportation.

12. Regional Flood Control District requirements:

A. The owner(s)/developer(s) shall obtain a Floodplain Use Permit for any development on the subject property.

B. The owner(s)/developer(s) shall provide detention, or provide an in-lieu fee, as stated in the Floodplain Management Ordinance since the property lies within a balanced basin.

C. The property owner(s) shall dedicate right-of-way or easements for drainage purposes to the Flood Control District, as determined necessary during the development agreement and plan review, and as conceptually identified in the Specific Plan.

D. The owner(s)/developer(s) shall provide all necessary on-site and off-site drainage related improvements at no cost to Pima County that are needed as a result of the proposed development of the subject property. The location, design and construction of said improvements shall be subject to the approval of the Flood Control District.

E. The owner(s)/developer(s) shall contact the Flood Control District to determine whether a Conditional Letter of Map Revision (CLOMR) and a Letter of Map Revision (LOMR) are required due to the impact of the federally mapped floodplain (FEMA) on the proposed development.

F. All-weather access shall be provided to all lots to meet concurrency requirements.

G. A riparian mitigation plan shall be required for development in designated riparian areas.

H. A Maintenance Agreement is required that identifies the responsibilities and funding of both private and public drainage improvements.

I. The property owner(s) shall enter into a development agreement, with Pima County and the Flood Control District that identifies responsibilities and funding for the Biocorridor, Santa Cruz River, and site drainage. The agreement will also identify an implementation schedule of the Biocorridor and river dedication, riparian mitigation and construction of drainage improvements.

13. Wastewater Reclamation Department requirements:

A. The owner(s)/developer(s) shall construe no action by Pima County as a commitment to provide sewer service to any new development within the specific plan area until Pima County executes an agreement with the owner / developer to that effect.

B. The owner(s)/developer(s) shall obtain written documentation from the PCRWRD that treatment and conveyance capacity is available for any new development within the specific plan area, no more than 90 days before submitting any tentative plat, development plan, sewer improvement plan or request for building permit for review. Should treatment and / or conveyance capacity not be available at that time, the owner / developer shall have the option of funding, designing and constructing the necessary improvements to Pima County's public sewerage system at the owner / developer's expense or cooperatively with other affected parties. All such improvements shall be designed and constructed as directed by the PCRWRD.

C. The owner(s)/developer(s) shall time all new development within the specific plan area to coincide with the availability of treatment and conveyance capacity in the downstream public sewerage system.

D. The owner(s)/developer(s) shall connect all development within the specific plan area to Pima County's public sewer system at the location and in the manner specified by the PCRWRD in its capacity response letter and as specified by the Development Services Department at the time of review of the tentative plat, development plan, sewer construction plan, or request for building permit.

E. The owner(s)/developer(s) shall design and construct the off-site and on-site sewers to accommodate flow-through from any properties adjacent and up-gradient to the specific plan area that do not have adequate access to Pima County's public sewer system, in the manner specified at the time of review of the tentative plat, development plan, sewer construction plan or request for building permit.

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F. The owner(s)/developer(s) shall also design and construct any necessary off-site sewers to accommodate the anticipated wastewater flow from any properties down-gradient from the specific plan area that can reasonably be served by those sewers, in the manner specified at the time of review of the tentative plat, development plan, sewer construction plan or request for building permit.

G. The owner(s)/developer(s) shall complete the construction of all necessary public and/or private sewerage facilities as required by all applicable agreements with Pima County, and all applicable regulations, including the Clean Water Act and those promulgated by ADEQ, before treatment and conveyance capacity in the downstream public sewerage system will be permanently committed for any new development within the specific plan area.

14. Department of Environmental Quality requirement: The owner(s)/developer(s) must connect to the public sewer system at the location and in the manner specified by Wastewater Management at the time of review of the tentative plat, development plan or request for building permit. On-site wastewater disposal shall not be allowed for any portion of the proposed development.

15. Natural Resources, Parks and Recreation Department requirements:

A. The cross section A-2 as shown on the Exhibit II.E.1 Preliminary Drainage and Grading Plan is conceptual with the final cross section to be reviewed and approved by Natural Resources, Parks and Recreation staff at the time of plan submittal.

B. Two bridges will be required over the 25-foot channel as shown on the Exhibit II.E.1 Preliminary Drainage and Grading Plan connecting the developed site area to the trail and will be installed by the developer prior to issuance of the Certificate of Occupancy. Natural Resources, Parks and Recreation staff shall review location and type of bridge at the time of plan submittal.

C. Natural Resources, Parks and Recreation staff shall review location and type of landscaping provided within the landscape area as shown on Exhibit II.E.1 Preliminary Drainage and Grading Plan cross section A-2 at the time of plan submittal.

16. Cultural Resources requirements:

A. Prior to ground modifying activities, an on-the-ground archaeological and historic sites survey shall be conducted on the subject property, and submitted to Pima County for review. A cultural resources mitigation plan for any identified archaeological and historic sites on the subject property shall be submitted to Pima County at the time of, or prior to, the submittal of any tentative plan or development plan. All work shall be conducted by

an archaeologist permitted by the Arizona State Museum, or a registered architect, as appropriate. Following rezoning approval, any subsequent development requiring a Type II grading permit will be reviewed for compliance with Pima County's cultural resources requirements under Chapter 18.81 of the Pima County Zoning Code.

B. In the event that cultural resources are revealed during ground-disturbing activities, all construction shall cease, and consultation shall be initiated with Arizona State Museum (ASM) to assess the potential significance of any unearthened materials (ARS §41-841). If human skeletal remains or funerary objects are discovered, ASM will be contacted immediately (ARS §41-865 & §41-844).

17. In the event the subject property is annexed, the owner(s) / developer(s) shall adhere to all applicable rezoning conditions, including, but not limited to, development conditions which require financial contributions to, or construction of infrastructure, including without limitation, transportation, flood control, or sewer facilities.
18. The property owner shall execute and record the following disclaimer regarding Prop 207 rights. "Property Owner acknowledges that neither the rezoning of the Property nor the conditions of rezoning give Property Owner any rights, claims or causes of action under the Private Property Rights Protection Act (Arizona Revised Statutes Title 12, chapter 8, article 2.1). To the extent that the rezoning or conditions of rezoning may be construed to give Property Owner any rights or claims under the Private Property Rights Protection Act, Property Owner hereby waives any and all such rights and/or claims pursuant to A.R.S. § 12-1134(I)."
19. Prior to the issuance of a certificate of occupancy for any structure taller than 39 feet, the developer shall provide written certification to the Planning Director that the development has an active contract with an emergency services provider capable of providing adequate fire services for the subject structure.
20. Adherence to the specific plan document as approved at the Board of Supervisor's public hearing.
21. Residential uses are prohibited except as part of the hotel structure, unless authorized by the Board of Supervisors as a substantial change of the specific plan.
22. Any illuminated sign shall be placed at a distance of no less than 1.5 times its total height from its closest point to the wall between the Transition Area and Biological Corridor.

Section 3. That Pima County Zoning Map 214 of Sections 8 and 9 of T12S, R12E, are hereby amended to the SP (Specific Plan) Zone as shown on the entitled "Amendment No. by Ordinance No. ___ to Pima County Zoning Map 214" contained in Exhibit A to this ordinance and incorporated herein by this reference.

Section 4. That the Avra Valley Gateway Specific Plan, attached as Exhibit B (which has not been recorded but may be viewed at the office of the Pima County Development Services Department - Planning Division), is hereby adopted, subject to amendment by the specific plan applicant of Exhibit B, as necessitated by the Board of Supervisors' action.

Section 5. That the Legal Description of the Avra Valley Gateway Specific Plan is hereby shown in Exhibit C to this ordinance and incorporated herein by this reference.

Section 6. No building permits shall be issued based on the rezoning approved by this Ordinance until all conditions 1 through 22 are satisfied and the Planning Official issues a Certificate of Compliance.

Section 7. The rezoning conditions of Section 2 may be amended or waived by resolution of the Board of Supervisors in accordance with Chapter 18.90 of the Pima County Zoning Code.

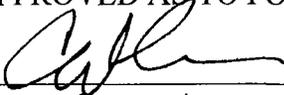
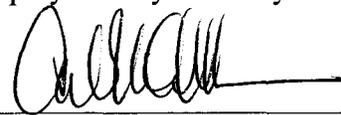
Section 8. The effective date of this Ordinance shall be 30 days after adoption of this Ordinance.

Passed and adopted by the Board of Supervisors of Pima County, Arizona, this 7th day of October, 2008.


Chairman of the Board of Supervisors 10/7/08

ATTEST:

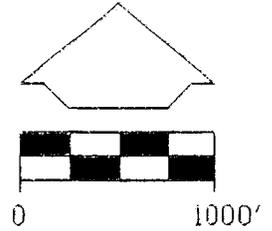
Clerk, Board of Supervisors

APPROVED AS TO FORM:

Deputy County Attorney

Executive Secretary,
Planning and Zoning Commission

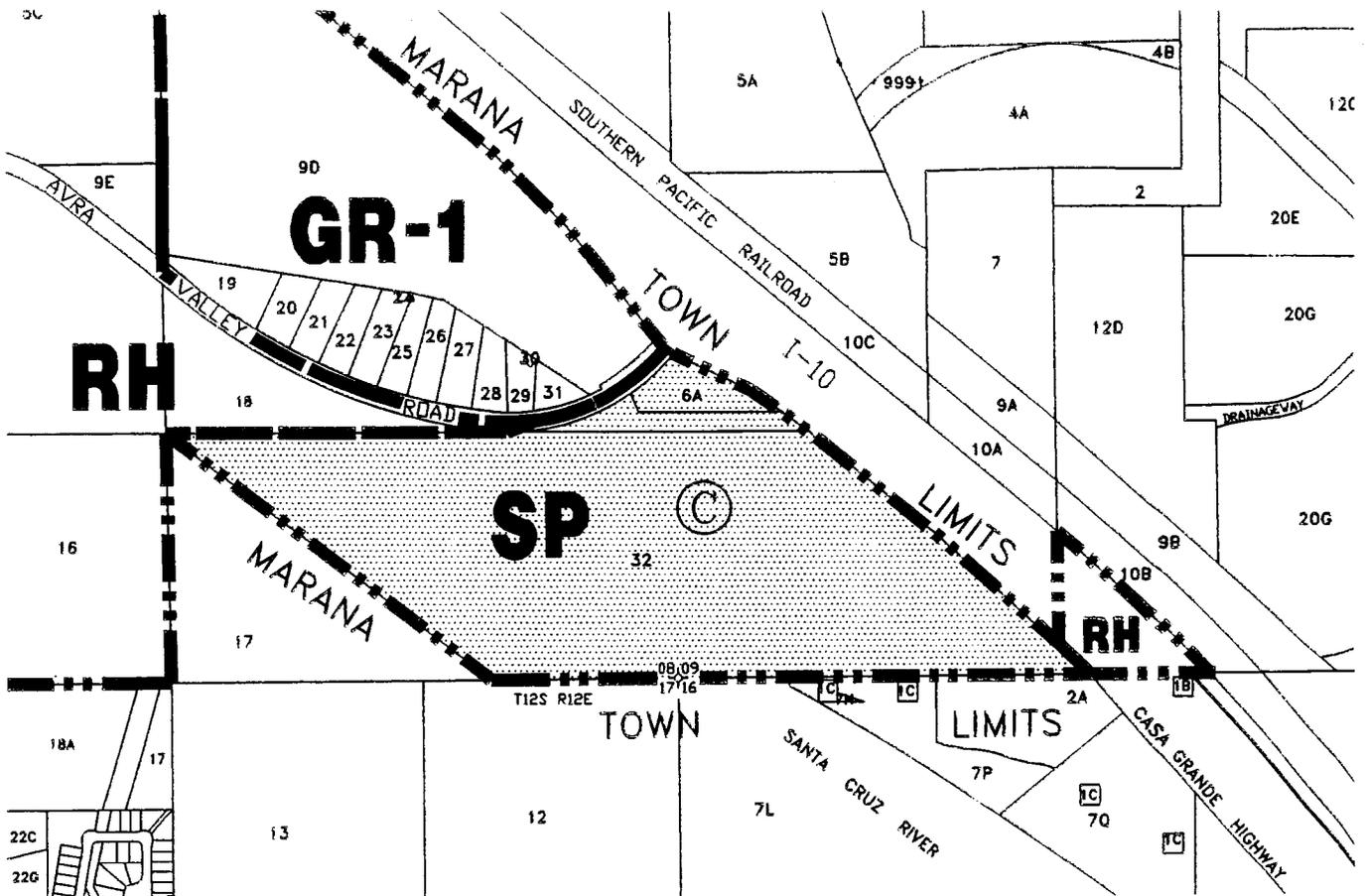
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EXHIBIT A

AMENDMENT NO. 6 BY ORDINANCE NO. 2008-95
 TO PIMA COUNTY ZONING MAP NO. 214 TUCSON, ARIZONA
 PARCELS 06A, 320 & PORTION OF ROW BEING A PART OF THE
 SE 1/4 OF SEC 8, T12S R12E AND THE SW 1/4 OF SEC 9,
 T12S R12E.



ADOPTED OCTOBER 7, 2008 EFFECTIVE OCTOBER 7, 2008



Carl M. [Signature]

EXECUTIVE SECRETARY PIMA COUNTY PLANNING AND ZONING COMMISSION

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© NO BUILDING PERMITS WITHOUT CERTIFICATE OF COMPLIANCE
 FROM RH 101.0 act±
 PJ-SEPTEMBER 05, 2008

CO23-07-01
 CO7-00-020
 226-01-006A
 226-01-0320
 PORTION ROW

Exhibit B is the Avra Valley Gateway Specific Plan document approved by the Pima County Board of Supervisors on August 5, 2008.

The document is not recorded but may be viewed at the office of the Pima County Development Services Department, Planning Division, at the following address:

County-City Public Works Building
201 N. Stone Avenue, 2nd Floor
Tucson, Arizona

Exhibit C – Legal Description

EXHIBIT "C"

Parcel 1

All of that portion of the South Half of the Southwest Quarter of Section 9, Township 12 South, Range 12 East, of the Gila and Salt River Base and Meridian, Pima County, Arizona, lying Southwesterly of the relocated Casa Grande-Tucson Interstate Highway and the South Half of the Southeast Quarter of Section 8, Township 12 South, Range 12 East, of the Gila and Salt River Base and Meridian, Pima County, Arizona, lying Northeasterly of that 100 foot levee described in Docket 10812 at page 502, records of Pima County, Arizona, described as follows:

Commencing at the Southwest corner of said Section 9, being a found 3 inch ACP marked "MMLA" from which the South Quarter corner of said Section 9, being a found 1-1/2 inch pipe bears North 89 degrees 51 minutes 36 seconds East at 2541.21 feet;

Thence North 00 degrees 11 minutes 30 seconds West along the line common to the Southwest Quarter of Section 9 and the Southeast Quarter of Section 8, a distance of 396.00 feet to a point on the Northeast line of a 100 foot levee easement described in Docket 10812 at page 502 thereof, said point being the TRUE POINT OF BEGINNING;

Thence North 60 degrees 55 minutes 24 seconds West, 1881.08 feet to a point on the North line of the South Half of the Southeast Quarter of said Section 8;

Thence North 89 degrees 40 minutes 51 seconds East, along said North line, 1640.95 feet to the Northeast corner of the South Half of said Southeast Quarter, being a found 1/2 inch rebar tagged RLS 25405;

Thence North 89 degrees 50 minutes 56 seconds East, along the North line of the South Half of the Southwest Quarter of Section 9, a distance of 645.89 feet to a point on the Southwest right-of-way line of the relocated Casa Grande-Tucson Interstate Highway, as conveyed in Warranty Deed recorded in Docket 2264 at page 392, being a found 1/2 inch rebar;

Thence South 55 degrees 50 minutes 45 seconds East, 2.45 feet to a found ADOT brass cap monument;

Thence South 50 degrees 33 minutes 07 seconds East, 487.05 feet to a found ADOT brass cap monument;

Thence South 49 degrees 25 minutes 33 seconds East, 426.97 feet to a found ADOT brass cap monument;

Thence South 46 degrees 38 minutes 54 seconds East, 1042.79 feet to a found ADOT brass cap monument;

Thence South 45 degrees 01 minutes 55 seconds East, 16.26 feet to a point on the South line of the Southwest Quarter of Section 9;

Thence South 89 degrees 51 minutes 36 seconds West, along said South line, 1555.83 feet to a point on the Northeast aforementioned 100 foot levee easement;

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EXHIBIT "C"
(Continued)

Thence North 34 degrees 08 minutes 24 seconds West, along said Northeast line, 162.34 feet;

Thence North 60 degrees 55 minutes 24 seconds West, along said Northeast line, 535.56 feet to the TRUE POINT OF BEGINNING.

Parcel 2

All of that portion of the South Half of the Southwest Quarter of Section 9, Township 12 South, Range 12 East and the South Half of the Southeast Quarter of Section 8, Township 12 South, Range 12 East, of the Gila and Salt River Base and Meridian, Pima County, Arizona, lying Westerly of the Northeast line of that 100 foot levee described in Docket 10812 at page 502, records of Pima County, Arizona, described as follows:

Commencing at the Southeast corner of said Section 8, being a found 3 inch ACP marked "MMLA" from which the South Quarter corner of said Section 8, being a found 1-1/2 inch pipe bears South 89 degrees 46 minutes 05 seconds West at 2642.26 feet;

Thence South 89 degrees 46 minutes 05 seconds West, along the South line of the Southeast quarter of said Section 8, a distance of 991.05 feet to the Southeast corner of that parcel described in QuitClaim Deed recorded in Docket 3420 at page 403;

Thence North 51 degrees 41 minutes 07 seconds West, along the Northeasterly line of said parcel, 2110.71 feet to a point on the North line of the South Half of the Southeast Quarter of said Section 8;

Thence North 89 degrees 40 minutes 51 seconds East along said North line, 1001.82 feet to a point on the Northeast line of a 100 foot levee easement described in Docket 10812 at page 502 thereof;

Thence South 60 degrees 55 minutes 24 seconds East, along said Northeast line, 1881.08 feet to a point on the East line of the Southeast Quarter of said Section 8, from which the Southeast corner of Section 8 bears South 00 degrees 11 minutes 30 seconds East at 396.00 feet;

Thence continuing South 60 degrees 55 minutes 24 seconds East along said Northeast line, 535.56 feet;

Thence South 34 degrees 08 minutes 24 seconds East, along said Northeast line, 162.34 feet to a point on the South line of the Southwest Quarter of Section 9;

Thence South 89 degrees 51 minutes 36 seconds West, along said South line, 557.85 feet to the TRUE POINT OF BEGINNING.

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EXHIBIT "C"

NO. 00214521

That portion of the Northeast quarter of the Southeast quarter of Section 8 and that portion of the Northwest quarter of the Southwest quarter of Section 9, Township 12 South, Range 12 East, Gila and Salt River Base and Meridian, Pima County, Arizona, more particularly described as follows:

Beginning at the Southeast corner of the Northeast quarter of the Southeast quarter of said Section 8;

Thence South 89 degrees 18 minutes 00 seconds West, along the South line of the Northeast quarter of the Southeast quarter of Section 8, a distance of 159.05 feet;

Thence North 31 degrees 26 minutes 19 seconds West 166.12 feet to a point in a 1092.87 feet radius curve to the left;

Thence Northeasterly along said curve through a central angle of 16 degrees 06 minutes 55 seconds an arc length of 307.38 feet;

Thence North 39 degrees 49 minutes 26 seconds East 9.97 feet;

Thence South 67 degrees 49 minutes 50 seconds East 9.21 feet to a point in the Section line common to said Sections 8 and 9;

Thence South 67 degrees 49 minutes 50 seconds East 415.62 feet;

Thence South 54 degrees 43 minutes 31 seconds East 323.38 feet to a point in the South line of the Northwest quarter of the Southwest quarter of said Section 9;

Thence South 89 degrees 28 minutes 47 seconds West 645.40 feet to the POINT OF BEGINNING.



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F. ANN RODRIGUEZ RECORDER
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County Administrator's Office
130 W. Congress
10th Floor
Tucson AZ 85701

For Recorders Use

DEVELOPMENT AGREEMENT

between

PIMA COUNTY, ARIZONA

PIMA COUNTY REGIONAL FLOOD CONTROL DISTRICT

and

I-10 AVRA VALLEY MINING & DEVELOPMENT L.L.C.

FINAL 7/30/08

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F. The Property lies within one of the identified Critical Landscape Connections (the "CLC"). Facilitating the safe passage of wildlife under Interstate 10 (the "Freeway") presents a major obstacle to the implementation of a wildlife corridor between the Tucson Mountains and the Tortolita and Catalina Mountains. The Property's proximity to an unused railroad spur that crosses underneath the Freeway (the "Biological Underpass") enhances the value of the property as a component of the CLC. The value of the CLC would be further enhanced if the rail operator would permanently abandon the rail spur.

G. In 1986 the State legislature directed counties to use municipal general plans as a guideline when re-zoning unincorporated areas surrounded by a town, when practicable. A.R.S. § 11-831. The Property is within an area that is surrounded by the Town of Marana. The Specific Plan approved by the County, as set forth above, is consistent with the Town's general plan.

H. Portions of the Property fall within the Biological Core Management Areas and Important Riparian Areas of the CLS. While the CLS guidelines recommend that Developer maintain portions of the Property as natural open space, Developer has agreed to convey fee title to certain parcels of the Property to the County or District under the conditions of this Agreement.

I. Developer has agreed to convey to the County a parcel of land that will contribute to the viability of the CLC: an approximately 9.9 acre portion of the Property situated immediately adjacent to the Biological Underpass, shown and described as Parcel B in the attached Exhibit "A" (the "Bio Corridor Parcel"). Developer has further agreed to convey to the District the Western-most approximately 32 acres of the Property lying within the channel of the Santa Cruz River, shown and described as Parcel C in the attached Exhibit "A" (the "Santa Cruz Parcel"), a portion of the Property approximately 100 feet in width along the bank of the Santa Cruz River that lies within the projected path of the Santa Cruz River Park project, shown and described as Parcel D in the attached Exhibit "A" (the "Levee Parcel"), and an easement for a recreational multi-use trail (the "Trail Easement") over a portion of the Property along the length of the Levee Parcel, shown and described as Parcel A-2 in the attached Exhibit "A" (the "Linear Park Parcel").

J. An approximately 3.5 acre portion of the Property adjacent to the Bio Corridor Parcel, shown and described as Parcel A-3 in the attached Exhibit "A" (the "Option Parcel") will be designated for purchase, possibly by a third party, and ultimate inclusion in the biological corridor. The County will accordingly accept and the Developer has agreed to grant to County an option to purchase the Option Parcel. (The Bio Corridor Parcel, the Santa Cruz Parcel, the Levee Parcel, and the Option Parcel may be referred to herein collectively as the "Parcels.")

K. The County's ability to provide for the long-term improvement and maintenance of the CLC, including but not limited to the Bio Corridor Parcel, will be greatly enhanced by Developer's periodic payment of an Enhancement Contribution made under the terms of this Agreement.

L. Developer has submitted, and County and District staff have reviewed, a preliminary grading plan (No. P1207-313) and associated native plan preservation and landscape

Manual, Second Edition (the "Manual"), and Subdivision and Development Street Standards (the "Standards") of April 5, 2005:

2.3.1 For initial development of the project Developer shall construct a center turn lane on Avra Valley Road from I-10 to a point 100 feet west of the project's last point of ingress / egress, and Developer shall construct acceleration and deceleration lanes for any entry on Avra Valley Road, all according to the Manual and the Standards.

2.3.2 As a condition of reaching total uses generating 5,000 ADT (all ADT estimates shall be based on Table 3.2 of the Standards), Developer shall signalize the intersection of Avra Valley Road and eastbound I-10 Frontage Road, subject to ADOT agreement. If ADOT does not agree that traffic volumes warrant installation at that time, Developer may continue development on the site until warranting criteria are met and the signal installation is approved.

2.3.3 As a condition of reaching total uses generating 10,000 ADT, Developer shall signalize the intersection of Avra Valley Road and the westbound I-10 Frontage Road, subject to ADOT agreement. If ADOT does not agree that traffic volumes warrant installation at that time, Developer may continue development on the site until warranting criteria are met and the signal installation is approved.

2.3.4 As a condition of reaching total uses generating over 12,000 ADT, Developer shall construct a five lane (two through lanes each direction and a median left-turn lane, with appropriate transition tapers, per Exhibit 2-7 of the Manual) from the eastbound I-10 frontage road to a point west of the westernmost access drive to the Development Parcel. In addition, the five lane roadway shall include a traffic signal at the project's main Avra Valley Road entrance if warranted. Developer may continue development on the site until warranting criteria are met, at which time the traffic signal shall be constructed.

2.3.5 For total uses generating ADT in excess of 17,000 ADT, Developer shall commission an updated traffic study to address traffic infrastructure needs to form the basis of an agreement with Pima County Department of Transportation in accord with the Manual and the Standards.

2.3.6 The Developer shall coordinate with the Development Services Department and the Department of Transportation to assure that construction of the preceding roadway improvements are incorporated into the Development Plan or Plans via appropriate notes and restrictions.

2.3.7 The County will identify the Roadway Project as a participating roadway project within the Subregional Roadway Benefit Area Plan for the Silverbell-Tortolita Benefit Area for which the County shall collect applicable roadway development impact fees. To the extent allowed by law, Developer shall have a credit against such development fees for qualifying improvements to Avra Valley Road.

Article 3.
Enhancement Contribution

3.1 Enhancement Contribution. Developer and its successors in interest (which includes any party who owns, occupies or carries out any business enterprise on any part of the Development Parcel, each of whom shall be referred to herein as a “**Development Parcel Business**” and collectively as “**Development Parcel Businesses**”) agree to pay to the County an Enhancement Contribution, as set forth in this Article 3. This obligation to pay the Enhancement Contribution shall run with the land and shall be binding on all such Development Parcel Businesses, for the period described in paragraph 3.4.2 below. The parties understand that the Enhancement Contribution will be passed through by the Development Parcel Businesses to their customers. Developer shall include, in any agreement with respect to the sale or lease of any portion of the Development Parcel, a reference to the tenant/grantee’s obligation to pay the Enhancement Contribution as provided in this Article.

3.2 Amount of Enhancement Contribution. The Enhancement Contribution shall be 2% of the following amounts:

3.2.1 Hotel. The gross amount (excluding any taxes) of room rent charges and the charges from the consumption or use of other goods, services or property at any hotel or hotels operated on the Development Parcel.

3.2.2 Retail excluding Hotel. Gross revenue from all retail sales on the Development Parcel, excluding Hotel.

3.2.3 Industrial or Office Uses for which no sales tax is generated. Fair Rental Value (FRV) of any occupied office or industrial space in the Development Parcel, beginning on the date of issuance of the certificate of occupancy for such space (including any tenant improvements if applicable), and ending on the 20th anniversary of such date. The FRV for owner occupied structures shall be the average FRV of the Development Parcel tenants, and if there are no tenants, then the FRV shall be established from time to time by a licensed independent fee appraiser who is acceptable to both the County and the owner of the structure for which the FRV is to be established.

3.3 Intent to Collect Enhancement Contribution on Items Taxed by the State. The Enhancement Contribution due pursuant to paragraphs 3.2.1 and 3.2.2 shall be paid only on transactions that are subject to the state transaction privilege tax (A.R.S. § 42-5061 et seq.), and not on items specifically exempted under the state transaction privilege tax (A.R.S. § 42-5101 et seq.), as those statutes may be amended from time to time.

3.4 Payments; Reports.

3.4.1 Statements. On each Payment Date (defined below), each Development Parcel Business shall deliver to the County an itemized financial report (the “**Statement**”), in a format approved by the County, showing actual retail sales, charges at hotel(s), and Fair Rental Value of occupied office or industrial space, within the Development Parcel Business, if any, for the penultimate month, and the calculation of the Enhancement Contribution for that month. Each Statement shall also show any

reconciliations or adjustments that have been made with respect to any Enhancement Contribution previously paid. The Statement shall be accompanied by payment in full (in the form of an electronic funds transfer if requested by the County) of the Enhancement Contribution for the penultimate month, and either (i) copies of all State sales tax reports submitted to the State Department of Revenue by the Development Parcel Business for sales during the penultimate month, or (ii) an unqualified sworn statement by a certified public accountant who is reasonably acceptable to County stating that the accountant has audited the relevant books and records and that the information on the Statement include all sales or rental values required by paragraph 3.2 and is true and correct in all respects.

3.4.2 Payment Dates. The "Payment Dates" for each Development Parcel Business shall be the fifteenth day of each month, beginning on the 15th day of the second month following the month in which the Business is opened, and ending on the date that is twenty years thereafter. After all payments of the Enhancement Contribution have been made, the obligation to make those payments shall cease and no longer run with or bind the land.

3.5 Audit Rights. Pima County shall be entitled at any reasonable time, no more frequently than semi-annually, at its own cost, using its own personnel or contractors, to inspect and audit the books and records of any Development Parcel Business and to inspect, but not copy, the sales tax reports filed with the Arizona Department of Revenue, to verify the calculations of the Enhancement Contribution and qualifying payments as set forth in paragraph 3.6.

3.6 Use of Enhancement Contribution.

3.6.1 County shall reimburse Developer, solely from Enhancement Contributions collected pursuant to this Agreement, in a total amount of up to Two Hundred Thousand Dollars (\$200,000) for "qualifying payments." "Qualifying payments" as used in this paragraph shall mean costs incurred and paid by Developer for construction of a berm, wall or other structure or earthwork, reasonably acceptable to County, to separate the Bio Corridor Parcel and the Option Parcel from the Development Parcel Parcel. Developer shall submit records to the County showing the qualifying payments in order to receive the reimbursement.

3.6.2 The Enhancement Contribution will be used by the County to fund eligible expenses associated with the management and maintenance of the CLC between the Tucson Mountains, Santa Cruz River, and the Tortolita Mountains. "Eligible expenses" means all direct and indirect costs of operations and maintenance, research, land acquisition, construction of improvements, and enforcement of this agreement.

3.6.3 If the County or conservation buyer does not purchase the Option Parcel within the allowable time frame, Developer may thereafter relocate the berm, wall or other structure constructed pursuant to paragraph 3.6.1 above in order to reincorporate the Option Parcel into the Development Parcel, and separate the Commerce Parcel as reconstituted from the Bio Corridor Parcel. County shall reimburse Developer, solely from Enhancement Contributions collected pursuant to this Agreement after relocation of

the term, in a total amount of up to Two Hundred Thousand Dollars (\$200,000) for the actual costs incurred by Developer in relocating the structure. Developer shall submit records to the County showing the qualifying payments in order to receive the reimbursement. Developer shall, however, be responsible for completing, at Developer's expense, any re-vegetation or mitigation required by the NPPP.

3.7 Annexation. In no event shall annexation relieve Developer and Developer's successors of the obligation to pay the Enhancement Contribution, or of any other obligations hereunder. Developer acknowledges and agrees that the Enhancement Contribution is not a tax, but a voluntary contribution to be used by the County for the stated public purposes.

Article 4.

Critical Landscape Connection; Maintenance

4.1 Cooperation in Abandoning Rail Spur. Although the rail spur running through the Biological Underpass has not been utilized in many years, the spur has never been legally abandoned by the rail operator. Success of the CLC will be greatly enhanced by the permanent legal abandonment of this spur. Developer shall cooperate with County to petition the rail operator to legally and permanently abandon the spur and convert any property rights associated with the spur to Pima County for the preservation of the CLC. Developer shall further cooperate with the County to petition ADOT to (1) keep open the Biological Underpass regardless of the status of the spur, (2) restrict the uses to which the Biological Underpass may be placed in a manner that is compatible with its use by wildlife, and (3) ensure that improvements to the Freeway or North Casa Grande Highway will not close or otherwise adversely affect the CLC.

4.2 Cooperation in Preserving CLC. Subject to Article 7, below, Developer shall cooperate with Pima County to minimize the impact that utilities will have on the CLC and to minimize the uses that are incompatible with preservation of the CLC. Developer shall further cooperate with Pima County to petition the rail operator to construct a grade-separated improvement to allow wildlife to pass underneath the rail line running to the east of the Freeway.

Article 5.

CLS Compliance; Dedications; Option to Purchase

5.1 Conveyance of Parcels. Within thirty (30) days after passage of the Specific Plan Ordinance by the Board of Supervisors, Developer shall convey fee title to the Bio Corridor Parcel to the County, and fee title to the Levee Parcel and the Santa Cruz Parcel to the District. Developer shall, at the same time, convey to the County the Trail Easement over the Linear Park Parcel, in the form attached as **Exhibit "B."**

5.1.1 Developer shall convey the Parcels free and clear of all liens and encumbrances and subject only to those title matters reasonably acceptable to the District and the County, respectively, and shall obtain the consent of any lienholders to the Trail Easement. If there are any exceptions to title, to which either the District or the County object, that are not removed prior to closing on any of the Parcels, District or County may terminate this Agreement.

5.1.2 Closing on the conveyance of the Parcels and the Trail Easement shall occur at a time and location chosen by the County and District, thirty days after adoption of the Specific Plan Ordinance, unless a different date is agreed upon by the Developer and the County Administrator. County and District shall have the right to enter upon the Parcels and the Linear Park Parcel at any time after execution of this Agreement to conduct inspections thereof, including environmental inspections. Developer shall reasonably cooperate with County and District during the inspection/due diligence process. If environmental inspections do not specifically identify contamination but indicate a potential for contamination and recommend further testing or inspection, the parties hereby agree to extend the date of closing, if necessary, to 30 days after the report for such additional testing or inspection is completed. If County or District object prior to closing to any condition on the Property that is not noted in that certain Phase I Environmental Site Assessment, Open Space Wildlife Corridor, dated November 30, 2005, prepared by Engineering & Environmental Consultants, Inc., for Pima County (Project Code HYX 986) or that SCS Engineers report dated December 4, 2006, it may terminate and cancel this Agreement.

5.1.3 If County or District terminates this agreement prior to closing pursuant to this Section 5.1, Developer shall be deemed to have failed to fulfill the rezoning conditions.

5.1.4 Developer shall provide County/District with copies of any existing documentation it has in its possession regarding the physical or legal condition of the Parcels and the Easement areas, such as (but not necessarily limited to) notices of mining claims, surveys, water or well reports or certificates, title reports, environmental reports, and any leases or licenses or other agreements with respect to use of the Parcels by third parties. Except for the Development Parcel, copper concentrates and any matter revealed in the above described environmental report, Developer hereby represents and warrants that, to the best of Developer's knowledge, no pollutants, contaminants, toxic or hazardous substances, wastes or materials have been stored, used or are located on the Parcels or the Easement areas or within any surface or subsurface waters thereof; that no underground tanks have been located on the Parcels; that the Parcels are in compliance with all Federal, state and local environmental laws, regulations and ordinances; and that no legal action of any kind has been commenced or threatened with respect to the Parcels.

5.2 Option Parcel. Except for the exercise of its rights under the Sewer Easement and the Drainage Easement, described in Article 7 below, and except for grading permitted under Plan Number P1207-313, Developer shall hold the Option Parcel undeveloped, in its existing natural open space condition, for ten (10) years following the execution of this Agreement (the "**Conservation Period**") to allow for its purchase by County or a third party (a "**Conservation Buyer**"), as contemplated in Article 5 of this Agreement.

5.3 Option to Purchase Option Parcel: Assignment. Seller shall, within ten (10) days after the Board of Supervisor's approval of the Specific Plan, execute and deliver to County a separate document, in the form attached hereto as "E," granting County an option to purchase the Option Parcel at any time within ten years of the date of execution of this Agreement. County shall record the option within sixty days of its execution. The purchase price shall be

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determined in accordance with the terms of the Option. The County may assign the Option to a Conservation Buyer, and the County Administrator is hereby authorized to accept and assign the Option on behalf of the County.

5.4 Satisfaction of CLS and Floodplain and Erosion Hazard Management Ordinance. Because Developer's contributions under this Agreement so significantly advance the CLC designation of a portion of the Property, County and District agree that the Developer's actions under this Agreement to dedicate or preserve portions of the Property as natural open space, though below the amount stated in the CLS guidelines, nevertheless satisfy the CLS guidelines. Similarly, Developer's actions under this Agreement to dedicate or preserve portions of the Property as open space and to revegetate portions of the Property, as shown in the RMP and the NPPP, will satisfy the need for riparian habitat mitigation as required by Title 16 of the Pima County Code.

Article 6. **Construction of Drainage Improvements; Grading**

6.1 Construction. After issuance of the FUP and the TSP, and completion of the dedications required by Section 5.1 above, Developer or its successor may commence grading and construction of drainage improvements on the Property, to be followed by restoration and re-vegetation, all pursuant to the Preliminary Grading Plan, the RMP, and the NPPP. Developer or its successor is hereby given permission to enter upon the dedicated property for such purposes. Developer or its successor shall give the County and District written notice that it is commencing such grading.

6.2 Improvement Material. Material used to construct the drainage improvements shall be imported and/or native materials that comply with all applicable Pima County standards and are free of any hazardous substances or materials, contaminants, foreign matter, and trash.

6.3 Re-vegetation Bond. The TSP shall be conditioned on the Developer posting a re-vegetation bond (the "**Bond**") in the total amount of \$197,742 (\$80,130 for NPPP and RMP re-vegetation and \$117,612 for re-seeding the Development Parcel). The Bond is subject to release upon (1) the completion of re-vegetation and mitigation as required in the NPPP and RMP and (2) approval of a Type II Grading Permit or re-seeding of the Development Parcel according to the requirements of the TSP. Bond release is subject to inspection and approval by Pima County Development Services Department and the District. Pima County shall be entitled to make a claim against the Bond if (1) and (2) are not completed within eighteen months of the date of the commencement of grading, as established by the notice from Developer to be sent as required in Section 6.1 above (or within eighteen months of issuance of the TSP if no such notice is received). Should the County make a claim against the Bond for failure to fulfill (2) above, Developer shall give the County the right to enter the Development Parcel for purposes of re-seeding.

Article 7.
Easements

7.1 Sewer Easements. Simultaneously with the closing of the conveyance of the Bio Corridor, Levee and the Santa Cruz Parcels and the Trail Easement to the County and the District, the County and the District will execute and deliver to Developer a blanket sewer easement (the "**Sewer Easement**") across the areas conveyed to the County and District, with the terms and conditions set forth in Exhibit "F." The location of the Sewer Easement will be amended at such time as the location of the sewer line is determined in accordance with standard engineering practices and will encumber the Option Parcel should the Option be exercised. Pima County's Regional Wastewater Reclamation Department shall determine the manner of sewer connection at the time Developer files a sewer plan, but the County in no way warrants or gives any assurance that sewer capacity will in fact be available at the time Developer seeks a connection.

7.2 Drainage Easement. Simultaneously with the closing of the conveyance of the Bio Corridor, Levee and the Santa Cruz Parcels and the Trail Easement to the County and the District, the County and District will execute a drainage easement (the "**Drainage Easement**") over the area conveyed, subject to the terms and conditions set forth in Exhibit "G." The Drainage Easement shall also encumber the Option Parcel if the Option is exercised.

Article 8.
Term

This agreement shall commence on the date it is executed by the Board of Supervisors and continue in effect until the date that is six (6) months after Developer's obligation to pay the Enhancement Contribution under Article 3 has expired.

Article 9.
Successors and Assigns

9.1 Successors and Assigns. All of the provisions of this Agreement shall run with the land and shall be binding upon the Developer and any successor owner of any portion of or interest in the Property and shall inure to the benefit of the County and the District and any successors or assigns of either of them. Developer shall execute any deed restrictions the County requests to ensure the enforceability of this agreement against successor owners. Developer shall not otherwise be entitled to assign any of its rights or obligations hereunder to any other party, except as set forth in Section 9.2 below, and any such attempted assignment shall be null and void, except that Developer shall be relieved of any obligation hereunder to the extent to that it accrues with respect to a portion of the Property after conveyance of that portion of the Property to a successor owner. No conveyance of the Property shall relieve Developer of any obligation that accrues under this Agreement *prior* to the conveyance.

9.2 Assignment to Lenders. Notwithstanding the above, Developer may assign its interest in this Agreement, but not its duties or obligations, to Developer's financial lenders of the Project without the consent of the County. The County agrees to execute, and the County Administrator is hereby authorized to execute, any estoppel certificates (in a form reasonably

acceptable to the County) required by such financial lenders regarding the status of this Agreement.

9.3 Notice. Developer shall promptly provide Pima County with notice of any conveyance of any portion of or interest in the Property.

Article 10.
Notice

Any notice or demand which the County or Developer is required to or may desire to serve upon the other, must be in writing, and shall be sufficiently served if (i) personally delivered, (ii) sent by facsimile (with a written confirmation report automatically generated), (iii) sent by registered or certified mail, postage prepaid, or (iv) sent by commercial overnight carrier, and addressed to:

If to County:

Clerk of the Board of Supervisors
130 West Congress, 5th Floor
Tucson, Arizona 85701
Fax: (520) 622-0448

and

County Administrator
130 West Congress, 10th Floor
Tucson, Arizona 85701
Fax: (520) 740-8171

With a copy to:

Chief Civil Deputy County Attorney
Pima County Attorney's Office
32 North Stone Avenue
Tucson, Arizona 85701
Fax: 520-620-6556

If to Developer:

I-10 Avra Valley Mining & Development, L.L.C.
Thomas M. Parsons, Managing Member
340 North Main Avenue
Tucson, Arizona 85701
Fax: 520-882-3909

or to such other addresses as any party may from time to time designate in writing and deliver in a like manner. Any such change of address notice shall be given at least ten (10) days before the date on which the change is to become effective. Such notice shall be deemed to have been

served (a) four (4) business days after the date such notice is deposited and stamped by the U.S. Postal Service, except when lost, destroyed, improperly addressed or delayed by the U.S. Postal Service, or (b) upon receipt in the event of personal service or (c) the first business day after the date of deposit with an overnight courier, except when lost, destroyed, improperly addressed or delayed by the courier, or (d) the date of receipt by facsimile (as reflected by electronic confirmation); provided, however, that should such notice pertain to the change of address to any of the parties hereto, such notice shall be deemed to have been served upon receipt thereof by the party to whom such notice is given.

Article 11.
Ordinances

This Agreement is intended by the parties to satisfy the requirements of the Specific Plan and the Comprehensive Plan, and its terms shall be interpreted in a manner that is consistent with the Specific Plan and the Comprehensive Plan.

Article 12.
Default

Failure by any party to perform any term or provision of this Agreement by the date when such performance is due hereunder and which continues uncured for a period of ten (10) business days after written notice thereof from another party shall constitute a default under this Agreement. If the failure to timely perform is of a nature which is not capable of being cured within ten (10) business days, no default shall arise from such failure if the cure shall be commenced within such ten (10) business day period, and thereafter diligently pursued to completion. The notice shall specify the nature of the alleged failure to perform and the manner in which the failure to perform may be satisfactorily cured. In the event of a default hereunder by any party, the non-defaulting party shall be entitled to all remedies at both law and in equity, including, without limitation, specific performance and the right to perform the obligation(s) of which the defaulting party is in default and to immediately seek reimbursement from the defaulting party of all sums expended in order to cure such default, together with interest on all such sums at the then-current statutory judgment interest rate from the date said sums are expended by the non-defaulting party for the purpose of curing the default to the date such sums are paid in full.

Article 13.
Conflict of Interest; Representatives Not Individually Liable

13.1 Conflict of Interest. Pursuant to Arizona law, rules and regulations, no member, official or employee of the County shall have any personal interest, direct or indirect, in this Agreement, nor shall any such member, official or employee participate in any decision relating to this Agreement which affects his or her personal interest or the interest of any corporation, partnership or association in which he or she is, directly or indirectly, interested. This Agreement is subject to cancellation for conflict of interest as provided in A.R.S. § 38-511.

13.2 No Personal Liability. Except for mandamus and other special actions, no member, official or employee of the County shall be personally liable to Developer or any

successor or assignee (a) in the event of any default or breach by the County, (b) for any amount which may become due to Developer or its successors or assigns, or (c) pursuant to any obligation of the County under the terms of this Agreement.

Article 14.
Miscellaneous

14.1 County Consents and Approvals. Whenever the County's consent or approval or the consent or approval of a County agent is required under this Agreement, the County or its agent may withhold that approval or consent if, in good faith, the approval or consent would be contrary to the intent of this Agreement, would be inconsistent with good engineering practices, or would impose an unwarranted financial burden on the County not contemplated herein.

14.2 Waiver. No delay in exercising any right or remedy shall constitute a waiver thereof, and no waiver by the parties of the breach of any provision of this Agreement shall be construed as a waiver of any preceding or succeeding breach of the same or of any other provision of this Agreement.

14.3 Headings: Conflict Among Documents. The descriptive headings of the sections and Sections of this Agreement are inserted for convenience only, and shall not control or affect the meaning or construction of any of the provisions of the Agreement. In the event of a conflict, the provisions of the Specific Plan Ordinance shall control over the Specific Plan, which shall control over this Agreement.

14.4 Authority. Developer represents and warrants to the County that it is duly formed and validly existing under the laws of Arizona and is authorized to do business in the State of Arizona. Developer represents to the County that, by entering into this Agreement, it has bound the Property and all persons and entities having any legal or equitable interest therein to the terms of the Agreement.

14.5 Severability. Except as otherwise provided in this section, if any provision of the Agreement is declared void or unenforceable, such provision shall be severed from this Agreement, which shall otherwise remain in full force and effect, provided such severance does not vitiate the overall intent of the parties in entering into this Agreement.

14.6 Entire Agreement. This Agreement constitutes the entire agreement between the parties and supersedes all prior written and oral matters related to this Agreement. This provision applies only to this Agreement; additional and separate planning or zoning stipulations and agreements with the County may apply to the Property, and this provision has no effect on them.

14.7 Governing Law. The laws of the State of Arizona shall govern the interpretation and enforcement of this Agreement. The parties agree that, notwithstanding A.R.S. § 12-408, venue for any action commenced in connection with this Agreement shall be proper only in a court of competent jurisdiction located in Pima County, Arizona, and the parties hereby waive any right to object to such venue.

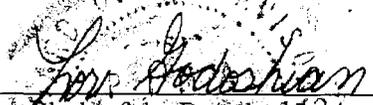
14.15 Exhibits. All exhibits attached to this Agreement are incorporated herein reference and expressly made part of this Agreement as if copied verbatim.

IN WITNESS WHEREOF, the parties hereto have executed this Agreement in multiple copies, each of which shall be deemed to be an original, as of the date and year first written above.

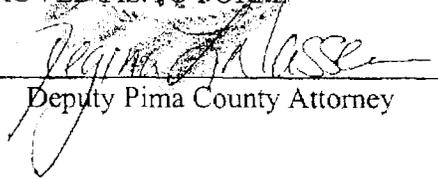
**PIMA COUNTY, ARIZONA AND
PIMA COUNTY REGIONAL FLOOD
CONTROL DISTRICT**

By: 
As Chairman of the Board of Supervisors
and as Chairman of the Pima County
Regional Flood Control District
AUG 05 2008

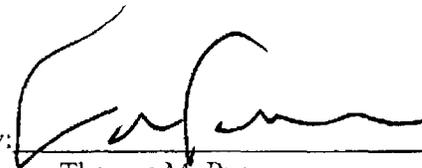
ATTEST:

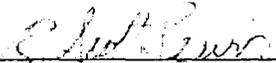
By: 
Clerk of the Board of Supervisors
and Clerk of the Pima County Regional
Flood Control District

APPROVED AS TO FORM:

By: 
Deputy Pima County Attorney

**I-10 AVRA VALLEY MINING &
DEVELOPMENT L.L.C.**

By: 
Name: Thomas M. Parsons
Its: Managing Member

By: 
Name: R. Scott Lewis
Its: Managing Member

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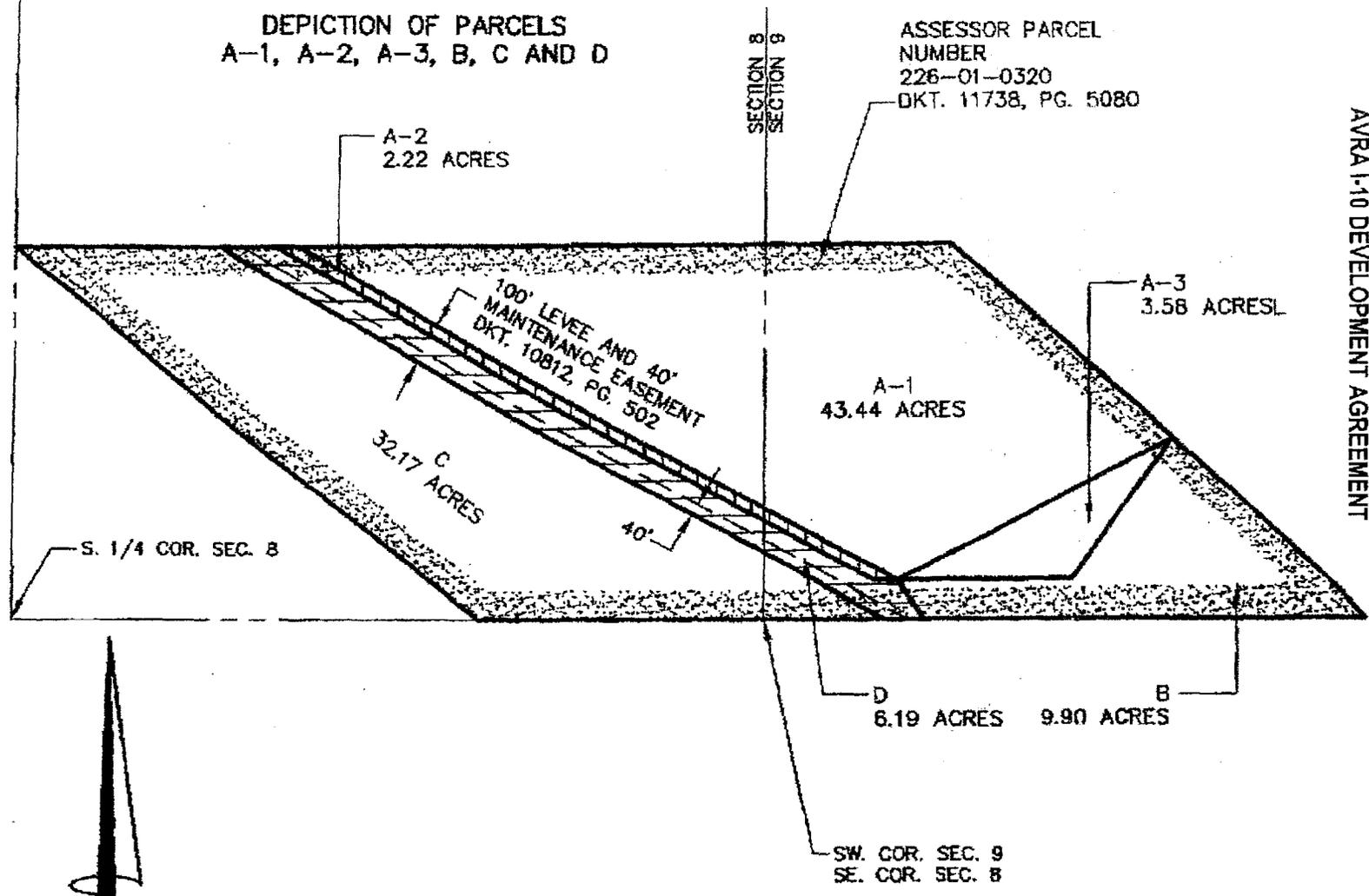
EXHIBITS TO DEVELOPMENT AGREEMENT

- Exhibit "A": Description of Property and Parcels
- Exhibit "B": Form of Trail Easement
- Exhibit "C": Form of CCRs for Rail-Restricting the Property
- Exhibit "D": Location of Access to North Casa Grande Highway
- Exhibit "E": Form of Option Agreement
- Exhibit "F": Form of Sewer Easement
- Exhibit "G": Form of Drainage Easement

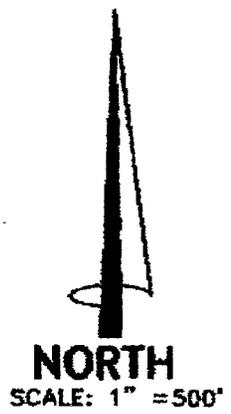
DEPICTION OF PARCELS
A-1, A-2, A-3, B, C AND D

ASSESSOR PARCEL
NUMBER
226-01-0320
DKT. 11738, PG. 5080

EXHIBIT A
AVRA I-10 DEVELOPMENT AGREEMENT



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A PORTION OF
SECTIONS 8 AND 9
T12S, R12E, G&SRM,
PIMA COUNTY, ARIZONA

OPW ENGINEERING, L.L.C.

7000 E. Tanque Verde Road #37
Tucson, Arizona 85715
Phone (520) 296-6544

DEPICTION OF PARCELS
A-1, A-2, A-3, B, C AND D



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OPW ENGINEERING, L.L.C.
Engineering, Surveying & Planning

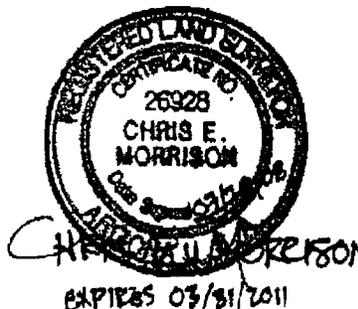
7000 E. Tanque Verde Road, #37
Tucson, Arizona 85715
Phone: (520) 296-8544
FAX: (520) 296-2356



Thence South 62° 19' 56" West, 1095.67 feet to a point on the Northeast line of said 100 foot levee easement;

Thence North 60° 55' 24" West along the Northeast line of the afore mentioned 100 foot levee easement, 535.56 feet to the **TRUE POINT OF BEGINNING**.

Excepting any portion falling within Avra Valley Road, as it now exists, per Arizona Department of Transportation Project No. 1-10-4 (28) 239, Drawing No. D-10-T-287.



July 28, 2008
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OPW ENGINEERING, L.L.C.
Engineering, Surveying & Planning

7000 E. Tanque Verde Road, #37
Tucson, Arizona 85715
Phone: (520) 296-8544
FAX: (520) 296-2356



Legal Description

Parcel A-2

All of that portion of the South Half of the Southwest Quarter of Section 9, Township 12 South, Range 12 East and the South Half of the Southeast Quarter of Section 8, Township 12 South, Range 12 East, of the Gila and Salt River Meridian, Pima County, Arizona, being the Easterly 40 feet of that 100 foot levee and 40 foot maintenance easement described in Docket 10812 at page 502, records of Pima County, Arizona, more particularly described as follows:

COMMENCING at the Southwest corner of said Section 9, being a found 3 inch ACP marked "MMLA" from which the South Quarter corner of said Section 9, being a found 1½ inch pipe bears North 89° 51' 36" East (Basis of Bearing) at 2641.21 feet;

Thence North 89° 51' 36" East, along the South line of the Southwest Quarter of said section 9, a distance of 557.85 feet to a point on the Northeast line of that 100 foot levee and 40 foot maintenance easement as recorded in Docket 10812 at Page 502, records of Pima County, Arizona;

Thence North 34° 08' 24" West, along said Northeast line, 162.34 feet to the **TRUE POINT OF BEGINNING**;

Thence South 89° 51' 36" West, 81.94 feet;

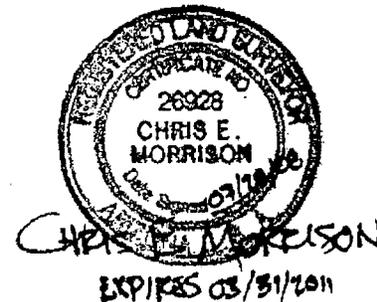
Thence North 60° 55' 24" West, 2416.11 feet to a point on the North line of South half of the Southeast Quarter of Section 8;

Thence North 89° 40' 51" East, along said North line, 81.48 feet;

Thence South 60° 55' 24" East, along the Northeasterly line of said 100 foot levee and 40 foot maintenance easement, 1881.08 feet to a point on the line common to the Southwest Quarter of Section 9 and the Southeast Quarter of Section 8;

Thence continuing South 60° 55' 24" East, 535.56 feet to the **TRUE POINT OF BEGINNING**.

July 28, 2008
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OPW ENGINEERING, L.L.C.
Engineering, Surveying & Planning

7000 E. Tanque Verde Road, #37
Tucson, Arizona 85715
Phone: (520) 296-8544
FAX: (520) 296-2356



Legal Description

Parcel A-3

All of that portion of the South Half of the Southwest Quarter of Section 9, Township 12 South, Range 12 East, of the Gila and Salt River Meridian, Pima County, Arizona, lying Southwesterly of the relocated Casa Grande -Tucson Interstate Highway, more particularly described as follows:

COMMENCING at the Southwest corner of said Section 9, being a found 3" ACP marked "MMLA" from which the South Quarter corner of said Section 9, being a found 1-1/2" pipe, bears North 89° 51' 36" East (Basis of Bearing) at 2641.21 feet;

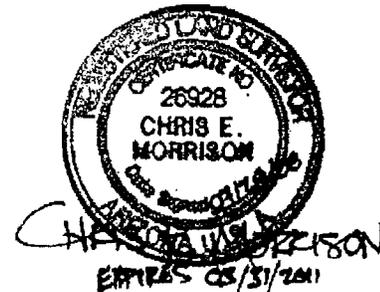
Thence North 89° 51' 36" East along the South line of the Southwest Quarter of said Section 9, a distance of 557.85 feet to a point on the Northeast line of that 100 foot levee described in Docket 10812 at page 502, records of Pima County, Arizona;

Thence North 34° 08' 24" West, along said Northeast line, 162.34 Feet, to the **TRUE POINT OF BEGINNING**;

Thence North 62° 19' 56" East, 1095.67 feet to a point on the Southwest right-of-way of the relocated Casa Grande - Tucson Interstate Highway, as conveyed in warranty deed recorded in Docket 2264 at Page 392;

Thence South 34° 56' 40" West, 618.83 feet;

Thence South 89° 51' 36" West, 615.93 feet the **TRUE POINT OF BEGINNING**.



July 28, 2008
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Legal Description

Parcel B

All of that portion of the South Half of the Southwest Quarter of Section 9, Township 12 South, Range 12 East, of the Gila and Salt River Meridian, Pima County, Arizona, lying Southwesterly of the relocated Casa Grande - Tucson Interstate Highway, more particularly described as follows:

COMMENCING at the Southwest corner of said Section 9, being a found 3" ACP marked "MMLA" from which the South Quarter corner of said Section 9, being a found 1-1/2" pipe, bears North 89° 51' 36" East (Basis of Bearing) at 2641.21 feet;

Thence North 89° 51' 36" East along the South line of the Southwest Quarter of said Section 9, a distance of 557.85 feet to a point on the Northeast line of that 100 foot levee described in Docket 10812 at page 502, records of Pima County, Arizona, said point being the **TRUE POINT OF BEGINNING**;

Thence North 34° 08' 24" West, along said Northeast line, 162.34 Feet;

Thence North 89° 51' 36" East, 615.93 feet;

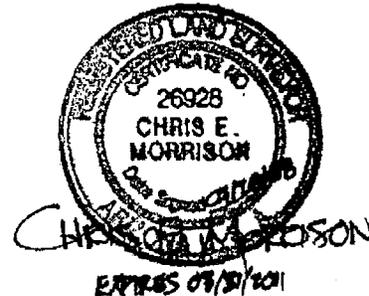
Thence North 34° 56' 40" East, 618.83 feet to a point on the Southwest right-of-way of the relocated Casa Grande - Tucson Interstate Highway, as conveyed in warranty deed recorded in Docket 2264 at Page 392;

Thence South 46° 38' 54" East, along said Southwesterly right-of-way, 914.58 feet to a found Arizona Department of Transportation brass cap monument;

Thence South 45° 01' 55" East, 16.26 feet to a point on the South line of the Southwest Quarter of Section 9;

Thence South 89° 51' 36" West, along said South line, 1555.83 feet to the **TRUE POINT OF BEGINNING**.

July 28, 2008
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11030600 00040000

OPW ENGINEERING, L.L.C.
Engineering, Surveying & Planning

7000 E. Tanque Verde Road, #37
Tucson, Arizona 85715
Phone: (520) 296-8544
FAX: (520) 296-2356



Legal Description

Parcel C

All of that portion of the South Half of the Southwest Quarter of Section 9, Township 12 South, Range 12 East and the South Half of the Southeast Quarter of Section 8, Township 12 South, Range 12 East, of the G&SRM, Pima County, Arizona, lying Westerly of that 100 foot levee and 40 foot maintenance easement described in Docket 10812 at page 502, records of Pima County, Arizona, more particularly described as follows:

BEGINNING at the Southeast corner of said Section 8, being a found 3 inch ACP marked "MMLA" from which the South Quarter corner of said Section 8, being a found 1-1/2 inch pipe bears South 89° 46' 05" West (Basis of Bearing) at 2642.26 feet;

Thence South 89° 46' 05" West, along the South line of the Southeast Quarter of said Section 8, a distance of 991.05 feet to the Southeast corner of that parcel described in QuitClaim Deed recorded in Docket 3420 at page 403;

Thence North 51° 41' 07" West, along the Northeasterly line of said parcel, 2110.71 feet to a point on the North line of the South Half of the Southeast Quarter of said Section 8;

Thence North 89° 40' 51" East along said North line, 728.68 feet to a point on the Southwest line of a 100 foot levee easement and 40 foot maintenance easement described in Docket 10812 at page 502 thereof, said point falling on a curve from which the radius bears North 32° 01' 32" East;

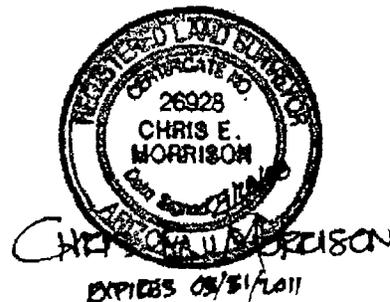
Thence Southeasterly along said curve to the left, having a radius of 4480.61 feet and a central angle of 02° 56' 56" , an arc distance of 230.61 feet to a point of tangency;

Thence South 60° 55' 24" East, along said Southwest line, 1967.01 feet to a point on the East line of the Southeast Quarter of said Section 8, from which the Southeast corner of Section 8 bears South 00° 11' 30" East at 235.51 feet;

Thence continuing South 60° 55' 24" East along said Southwesterly line, 482.49 feet to a point on the South line of the Southwest Quarter of Section 9;

Thence South 89° 51' 36" West, along said South line, 420.90 feet to the **TRUE POINT OF BEGINNING.**

July 28, 2008
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Legal Description

Parcel D

All of that portion of the South Half of the Southwest Quarter of Section 9, Township 12 South, Range 12 East, Gila and Salt River Meridian, Pima County, Arizona, and the South Half of the Southeast Quarter of Section 8, Township 12 South, Range 12 East, of the Gila and Salt River Meridian, Pima County, Arizona, being the Southwesterly 100 feet of that 100.00 foot levee and 40 foot maintenance easement described in Docket 10812 at page 502, records of Pima County, Arizona, more particularly described as follows:

COMMENCING at the Southwest corner of said Section 9, being a found 3 inch ACP marked "MMLA" from which the South Quarter corner of said Section 9, being a found 1-1/2 inch pipe bears North 89° 51' 36" East (Basis of Bearing) at 2641.21 feet;

Thence North 00° 11' 30" West, along the line common to Sections 8 and 9, a distance of 235.51 feet to a point on the Southwest line of said 100 foot levee and 40 foot maintenance easement, said point being the **TRUE POINT OF BEGINNING**;

Thence North 60° 55' 24" West, along said Southwest line, 1967.01 feet to a point of curvature;

Thence Northwesterly along said curve to the right, having a radius of 4480.61 feet and a central angle of 02° 56' 56", an arc distance of 230.61 feet to a point on the North line of the South half of the Southeast Quarter of Section 8;

Thence North 89° 40' 51" East, along said North line 191.66 feet;

Thence South 60° 55' 24" East, on a line parallel with and 100.00 feet Northeasterly of said Southwest line of a 100 foot levee and 40 foot maintenance easement, 2416.11 feet;

Thence North 89° 51' 36" East, 81.94 feet;

Thence South 34° 08' 24" East, 162.34 feet to a point on the South line of the Southwest Quarter of said Section 9;

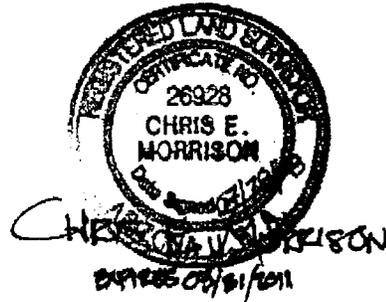
Thence South 89° 51' 36" West, along said South line, 136.95 feet to a point on the Southwest line of said 100 foot levee and 40 foot maintenance easement;

OPW ENGINEERING, L.L.C.
Engineering, Surveying & Planning

7000 E. Tanque Verde Road, #37
Tucson, Arizona 85715
Phone: (520) 296-8544
FAX: (520) 296-2356



Thence North 60° 55' 24" West, along said Southwest line, 482.49 feet to the TRUE POINT OF BEGINNING.



July 28, 2008
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EXHIBIT "A"

LEWIS PARCEL

NO. 00214521

That portion of the Northeast quarter of the Southeast quarter of Section 8 and that portion of the Northwest quarter of the Southwest quarter of Section 9, Township 12 South, Range 12 East, Gila and Salt River Base and Meridian, Pima County, Arizona, more particularly described as follows:

Beginning at the Southeast corner of the Northeast quarter of the Southeast quarter of said Section 8;

Thence South 89 degrees 18 minutes 00 seconds West, along the South line of the Northeast quarter of the Southeast quarter of Section 8, a distance of 159.05 feet;

Thence North 31 degrees 26 minutes 19 seconds West 166.12 feet to a point in a 1092.87 feet radius curve to the left;

Thence Northeasterly along said curve through a central angle of 16 degrees 06 minutes 55 seconds an arc length of 307.38 feet;

Thence North 39 degrees 49 minutes 26 seconds East 9.97 feet;

Thence South 67 degrees 49 minutes 50 seconds East 9.21 feet to a point in the Section line common to said Sections 8 and 9;

Thence South 67 degrees 49 minutes 50 seconds East 415.62 feet;

Thence South 54 degrees 43 minutes 31 seconds East 323.38 feet to a point in the South line of the Northwest quarter of the Southwest quarter of said Section 9;

Thence South 89 degrees 28 minutes 47 seconds West 645.40 feet to the POINT OF BEGINNING.

D. L.

1000000 0000000

EXHIBIT B
TO AVRA I-10 DEVELOPMENT AGREEMENT
FORM OF PUBLIC NON-MOTORIZED TRAIL EASEMENT

This Easement Agreement is entered into by and between AVRA VALLEY MINING & DEVELOPMENT L.L.C., an Arizona limited liability company ("Grantor"), Pima County, a political subdivision of the State of Arizona ("County"), and the Pima County Flood Control District, a political subdivision and special taxing district of Pima County ("District").

Recitals

- A. Grantor owns the property described on the attached Exhibit A (the "Property"), which runs along a portion of the Santa Cruz River, adjacent to property owned by the District.
- B. The District and the County (who shall together be referred to as the "Grantee") have a program for developing and utilizing property along the banks of the Santa Cruz as a linear park for public recreational benefit, and also for access to the river banks and river bed for flood control purposes.

Easement

- 1. Grant of Easement. Grantor, for valuable consideration, hereby grants to the County and the District, and to their respective successors and assigns, a perpetual easement over the Property (the "Easement") for the following purposes, and subject to the terms and conditions set forth herein:
 - i. Construction, maintenance, repair, replacement, and public use of a public non-motorized recreational trail and related structures, signs, and landscaping, including the installation of utilities.
 - ii. Ingress and egress for access to the adjacent river bed and river banks.
- 2. Runs with the Land. This Easement shall run with the land and shall be binding upon the Grantor's heirs, successors and assigns in perpetuity.
- 3. Restoration. Following the installation of the trail, Grantee shall restore the Property to a condition no worse than its prior condition. Grantee shall landscape the trail area with vegetation indigenous to the area and shall maintain said landscaping in reasonably good condition throughout the term of the Easement.
- 4. No Inconsistent Use. Grantor shall not modify or restrict the use of the Easement by the Public or by Grantee nor shall Grantor use the Property in any manner that is inconsistent with the exercise of the rights granted to Grantee and to the public pursuant to this Easement Agreement. Grantor shall not be responsible for repair or maintenance of the trail.
- 5. Signs. Grantee may erect signs compatible with conservation and trail purposes.

6. Use of the Easement. Grantee shall have the right to enforce its regulations within the Property with respect to use of the trail.

I-10 AVRA VALLEY MINING & DEVELOPMENT L.L.C.

By: _____
Name: Thomas M. Parsons
Its: Managing Member

By: _____
Name: R. Scott Lewis
Its: Managing Member

State of Arizona)
) ss
County of Pima)

This instrument was acknowledged before me the undersigned authority on this ____ day of _____, 2008, by Thomas M. Parsons as the Managing Member of I-10 Avra Valley Mining & Development L.L.C.

Notary Public

My Commission Expires:

State of Arizona)
) ss
County of Pima)

This instrument was acknowledged before me the undersigned authority on this ____ day of _____, 2008, by R. Scott Lewis as the Managing Member of I-10 Avra Valley Mining & Development L.L.C.

Notary Public

My Commission Expires:

11000000 00000000

Accepted by Pima County and the Pima County Flood Control District:

ATTEST

PIMA COUNTY/FLOOD CONTROL DISTRICT

Clerk of the Board of Supervisors
and of the Pima County Flood
Control District

Chairman of the Board of Supervisors
of Pima County, and Chairman of the Board of
Directors of the Pima County Flood Control District

11000000 0041000

State of Arizona)
) ss
County of Pima)

This instrument was acknowledged before me the undersigned authority on this ____ day of _____, 2008, by Thomas M. Parsons as the Managing Member of I-10 Avra Valley Mining & Development L.L.C.

Notary Public

My Commission Expires:

State of Arizona)
) ss
County of Pima)

This instrument was acknowledged before me the undersigned authority on this ____ day of _____, 2008, by R. Scott Lewis as the Managing Member of I-10 Avra Valley Mining & Development L.L.C.

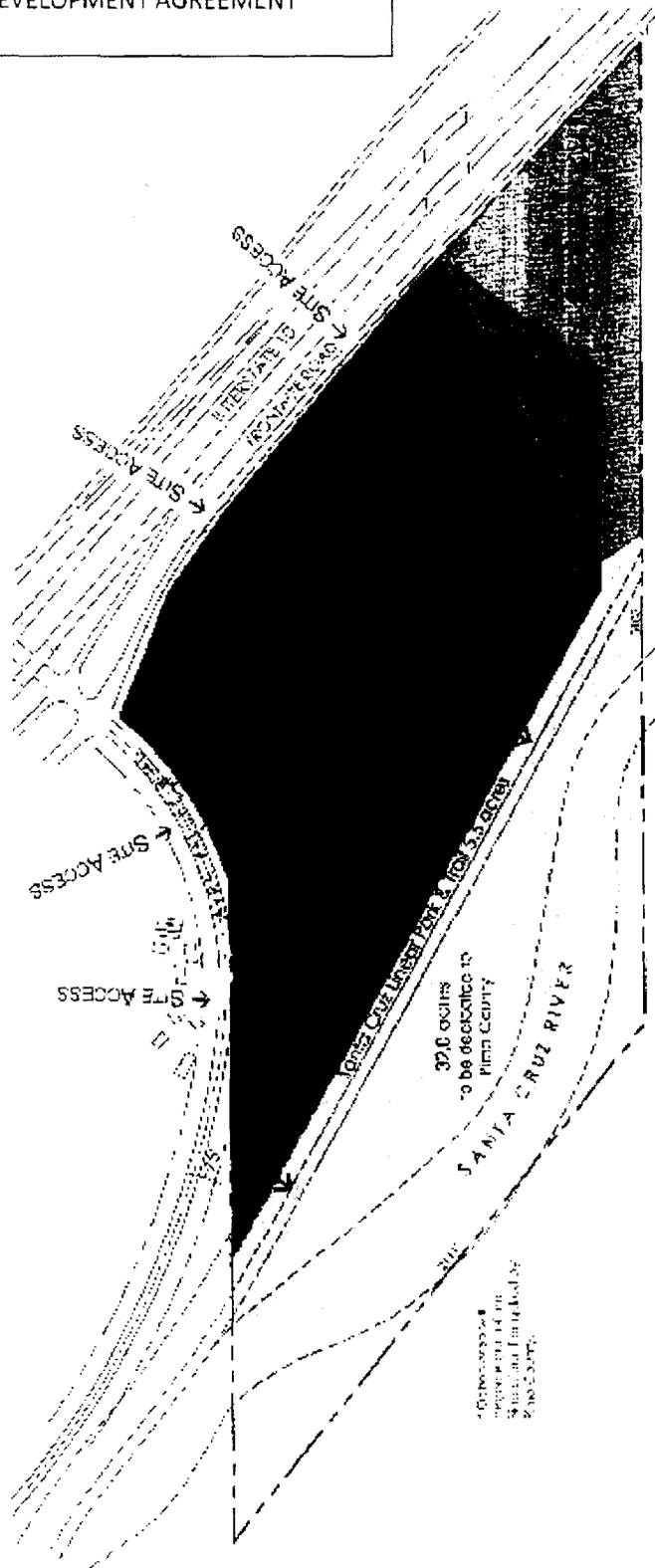
Notary Public

My Commission Expires:

1000000 00000000

EXHIBIT D

AVRA I-10 DEVELOPMENT AGREEMENT



- NOTICE:
1. This property shall be subject to the future development uses by 2016.
 2. All site access and site connections to the public roads shall be in compliance with Pima County Code, Chapter 7.3.
 3. Site access easement will be in compliance with Pima County Code, Chapter 7.32.



Exhibit II-3.20
AVRA VALLEY GATEWAY LAND USE PLAN

02/15/2017
REV. 07/05/17

c. **Cancellation of Purchase.** At any time before the parties close on the Property as provided below, Grantee may decline to purchase the Property by providing written notice of that decision to Grantor.

5. **Title.** Upon receipt of a copy of Grantee's notice as set forth in Section 4(a) above, Escrow Agent shall issue a preliminary title report showing the status of record title to the Property, together with legible copies of all documents listed as exceptions or encumbrances therein or appearing in any "requirement" section thereof (the "Title Report"). If Grantee disapproves of any matter contained in the Title Report, or in any supplemental or amended report, Grantor shall cooperate fully with Grantee to resolve the item(s) to which Grantee has objected. If the title exception(s) to which Grantee has objected cannot be removed prior to Closing, Grantee may either: (a) waive its objection and proceed to close this transaction; or (b) cancel the purchase. All monetary liens and encumbrances shall be removed prior to or at Closing, without the necessity of any objection by Grantee under this paragraph. If the title exception to which Grantee objects was in existence and properly recorded prior to the date of Grantee's Board of Supervisor's approval of this Option Agreement, cancellation of the purchase shall be Grantee's only remedy. If the exception was created or recorded after such date, Grantor shall be deemed to be in breach of Section 3(a) above, and Grantee shall have any other remedies available at law or equity.

6. **Title Policy.** At the close of escrow, Escrow Agent shall provide Grantee with a standard coverage owner's policy of title insurance issued by the title insurer in the full amount of the Purchase Price (or the unconditional commitment of the title insurer to issue such policy), effective as of the close of escrow, insuring Grantee that fee simple title to the Property is vested in Grantee, subject only to the usual printed exceptions and exclusions contained in such title insurance policies; to any matters to which Grantee has not objected, as provided in Section 5 above; and to any other matters approved in writing by Grantee. Grantor, at Grantor's expense, shall satisfy all of Escrow Agent's requirements for issuance of such policy, other than those, if any, within Grantee's control.

7. **Deed.** Grantor shall deposit into escrow a special warranty deed conveying to Grantee title to the Property, free and clear of all monetary liens and encumbrances and subject only to those matters approved pursuant to Section 5 above, and to Developer's reservation of sewer and drainage easements for the benefit of the Development Parcel (as defined in the Development Agreement).

8. **No Personal Property.** The parties acknowledge that no personal property is being transferred pursuant to this Agreement, and Grantor represents that there is now, or as of closing will be, no personal property located on the Property.

9. **Closing/Prorations.**

a. **Closing Date.** Closing shall be on or before thirty (30) days after the Title Report is issued.

b. **Payment of Purchase Price.** The Purchase Price shall be payable in full at closing.

12. **Notices.** All notices required or permitted to be given hereunder shall become effective upon receipt after being deposited in the United States mail, certified mail, postage prepaid, addressed to:

If to County:

Clerk of the Board of Supervisors
130 West Congress, 5th Floor
Tucson, Arizona 85701
Fax: (520) 622-0448

If to Developer:

I-10 Avra Valley Mining & Development, L.L.C.
Thomas M. Parsons, Managing Member
340 North Main Avenue
Tucson, AZ 85701
Fax: (520) 882-3909

And

County Administrator
130 West Congress, 10th Floor
Tucson, Arizona 85701
Fax: (520) 740-8171

With a copy to:

Chief Civil Deputy County Attorney
Pima County Attorney's Office
32 North Stone Avenue
Tucson, Arizona 85701
Fax: 520-620-6556

13. **Attorneys' Fees.** In the event of any litigation or other proceeding concerning this Option Agreement, the prevailing party shall be entitled to recover its costs, reasonable attorneys' fees, and other reasonable expenses, including, but not limited to, expert witness fees.

14. **Assignment.** Grantee shall have the right to assign this Option to a Conservation Buyer, as that term is used in the Development Agreement, for inclusion of the Property within the Critical Landscape Connection, also as used within the Development Agreement.

Grantor:

I-10 AVRA VALLEY MINING & DEVELOPMENT L.L.C.

By: _____
Name: Thomas M. Parsons
Its: Managing Member

By: _____
Name: R. Scott Lewis
Its: Managing Member

State of Arizona)
) ss
County of Pima)

This instrument was acknowledged before me the undersigned authority on this ____ day of _____, 2008, by Thomas M. Parsons as the Managing Member of I-10 Avra Valley Mining & Development L.L.C.

Notary Public

My Commission Expires:

State of Arizona)
) ss
County of Pima)

This instrument was acknowledged before me the undersigned authority on this ____ day of _____, 2008, by R. Scott Lewis as the Managing Member of I-10 Avra Valley Mining & Development L.L.C.

Notary Public

My Commission Expires:

Notary Public

Accepted by:

PIMA COUNTY, ARIZONA

By: _____
Chairman of the Board of Supervisors

11007630 00700014

**EXHIBIT G
TO AVRA I-10 DEVELOPMENT AGREEMENT
FORM OF DRAINAGE EASEMENT**

This Easement Agreement is entered into by and between Pima County, a political subdivision of the State of Arizona ("County"), the Pima County Flood Control District, a political subdivision and special taxing district of Pima County ("District"), and AVRA VALLEY MINING & DEVELOPMENT L.L.C., an Arizona limited liability company ("Grantee").

Recitals

- A. The District and the County each own portions of the property described on Exhibit A (the "Property"), and together owns all of such property. The Property was conveyed to the District and the County by Grantee pursuant to the terms of that certain Development Agreement entered into by the parties which was recorded in Docket ___ at Page ___ in the Office of the Pima County Recorder.
- B. The Property is adjacent to another parcel of land that is being developed by Grantee, which is described on the attached Exhibit B (the "Benefitted Land"). The Property also adjoins Interstate 10 drainage structures which drain onto the Property.

Easement

- 1. Grant of Easement. District and County, each with respect to the portion of the Property owned by it, for valuable consideration, hereby grants to Grantee, and to Grantee's successors and assigns, a perpetual easement over the Property (the "Easement") for the drainage of water from the Benefitted Land and the adjoining Interstate 10 drainage structures, subject to the terms and conditions set forth herein and in accordance with that Pima County Grading Plan, Number P1207-313. This Easement shall run with the land and be binding on the District and the County and any successor owners of any portion of the Property, and shall be appurtenant to and for the benefit of the Benefitted Land.
- 2. Inconsistent Use. County and District shall not make any use of the Property that would unduly interfere with Grantee's exercise of its rights hereunder, but may make any other use of the Property.

PIMA COUNTY & PIMA COUNTY FLOOD CONTROL DISTRICT

Chairman of the Board of Supervisors of Pima County, and
Chairman of the Board of Directors of the Pima County Flood Control District

ATTEST:

Clerk of the Board of Supervisors of Pima County,
and of the Board of Directors of the Pima County Flood Control District

State of Arizona)
) ss
County of Pima)

This instrument was acknowledged before me the undersigned authority on this ____ day of _____, 2008, by Richard Elias as the Chairman of the Board of Supervisors of Pima County, and as Chairman of the Board of Directors of the Pima County Flood Control District.

Notary Public

My Commission Expires:

I-10 AVRA VALLEY MINING & DEVELOPMENT L.L.C.

By: _____
Name: Thomas M. Parsons
Its: Managing Member

By: _____
Name: R. Scott Lewis
Its: Managing Member

11000000 00000011

State of Arizona)
) ss
County of Pima)

This instrument was acknowledged before me the undersigned authority on this ____ day of _____, 2008, by Thomas M. Parsons as the Managing Member of I-10 Avra Valley Mining & Development L.L.C.

Notary Public

My Commission Expires:

State of Arizona)
) ss
County of Pima)

This instrument was acknowledged before me the undersigned authority on this ____ day of _____, 2008, by R. Scott Lewis as the Managing Member of I-10 Avra Valley Mining & Development L.L.C.

Notary Public

My Commission Expires:

11-0100 0000011

Resolution No. 2008- 208

A RESOLUTION OF THE PIMA COUNTY BOARD OF SUPERVISORS, RELATING TO LAND USE PLANNING AND DEVELOPMENT, APPROVING AND AUTHORIZING THE EXECUTION OF A DEVELOPMENT AGREEMENT BETWEEN PIMA COUNTY, THE PIMA COUNTY FLOOD CONTROL DISTRICT, AND I-10 AVRA VALLEY MINING & DEVELOPMENT L.L.C., REGARDING THE DEVELOPMENT OF LAND NEAR THE INTERSECTION OF WEST AVRA VALLEY ROAD AND THE EAST-BOUND FRONTAGE ROAD TO INTERSTATE 10

WHEREAS, Avra Valley Mining & Development L.L.C., ("Developer") is the owner of land located in unincorporated Pima County, consisting of approximately 101 acres of real property located near the intersection of West Avra Valley Road and the eastbound frontage road of Interstate 10 (the "Property"); and

WHEREAS, Developer is considering the development on a portion of the Property of a regional shopping center as well as guest accommodation and/or office or industrial facilities to the extent permitted by applicable zoning; and

WHEREAS, County and Developer each acknowledge that successful development of a portion of the Property will provide additional shopping or employment opportunities and economic development in the affected area of Pima County for the benefit of area residents, as well as pecuniary benefit to Developer; and

WHEREAS, County, at the meeting of its Board of Supervisors held February 13, 2007, approved an amendment (C07-06-06) to the Pima County Comprehensive Plan, which includes the Property, and Developer has now requested that the Avra Valley Gateway Specific Plan C023-07-01 be adopted so that the Property is re-zoned to Specific Plan (SP) which will permit Developer to develop a portion of the Property as intended by Developer; and

WHEREAS, the terms of the Comprehensive Plan amendment, among other things, require Developer to enter into this Agreement at or prior to the time that the Specific Plan is approved; and

WHEREAS, County and Developer agree that the Property is in an environmentally sensitive area, the preservation of which is in the public interest; and

WHEREAS, Developer wishes to cooperate with the County to preserve the most environmentally sensitive portions of the Property while developing other portions of it; and

HERNANDEZ CONSULTING

WHEREAS, County is authorized by A.R.S. § 11-1101 to enter into development agreements relating to property located outside of the incorporated area of a city or town;

NOW, THEREFORE, UPON MOTION DULY MADE, SECONDED AND CARRIED, THE PIMA COUNTY BOARD OF SUPERVISORS HEREBY RESOLVES THAT:

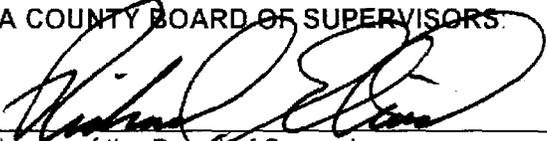
1. Pima County shall enter into a development agreement with Developer, in the form attached hereto, concerning the development of the Property pursuant to, and in addition to, the requirements of the Comprehensive Plan and the Specific Plan.

2. The Chairman of the Board is hereby authorized and directed to sign said development agreement on behalf of Pima County.

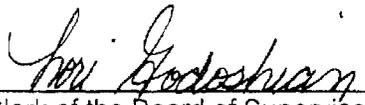
3. The various County officers and employees are hereby authorized and directed to perform all acts necessary and desirable to give effect to this Resolution and to carry out the terms of the development agreement.

PASSED, ADOPTED AND APPROVED this 5th day of August, 2008.

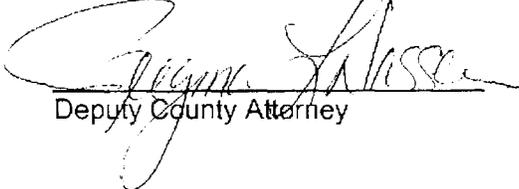
PIMA COUNTY BOARD OF SUPERVISORS


Chairman of the Board of Supervisors

ATTEST:


Clerk of the Board of Supervisors

APPROVED AS TO FORM:


Deputy County Attorney

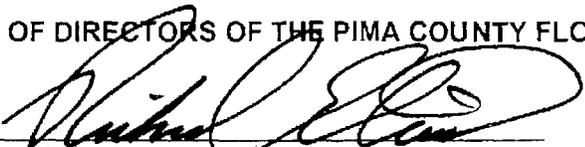
1. The District shall enter into a development agreement with Developer and Pima County, in the form attached hereto.

2. The Chairman of the Board is hereby authorized and directed to sign said development agreement on behalf of the District.

3. The various District officers and employees are hereby authorized and directed to perform all acts necessary and desirable to give effect to this Resolution and to carry out the terms of the development agreement.

PASSED, ADOPTED AND APPROVED this 5th day of August, 2008.

BOARD OF DIRECTORS OF THE PIMA COUNTY FLOOD CONTROL DISTRICT:



Chairman of the Board Directors

ATTEST:



Clerk of the Board of Directors

APPROVED AS TO FORM:



Deputy County Attorney

Avra Valley Gateway Project Team

DEVELOPER:

I-10 AVRA VALLEY MINING & DEVELOPMENT, LLC
340 N. MAIN AVE.
TUCSON, AZ 85701

CONSULTANTS:

CARL WINTERS & ASSOCIATES
P.O. Box 3032
Tucson, AZ 85702-3032

CMG DRAINAGE ENGINEERING
P.O. Box 64880
TUCSON, AZ 85728-4880

CPS CONSULTING
2735 NW MARKEN ST.
BEND, OR 97701-8623

ENGINEERING & ENVIRONMENTAL CONSULTANTS, INC.
4625 E. FT. LOWELL ROAD
TUCSON, AZ 85712

KIMLEY-HORN AND ASSOCIATES
1860 E. RIVER ROAD
SUITE 100
TUCSON, AZ 85718

PATTISON EVANOFF ENGINEERING, LLC
1129 N. WINSTEL BLVD.
TUCSON, AZ 85716

WESTLAND RESOURCES
2343 E. BROADWAY BLVD.
SUITE 202
TUCSON, AZ 85719

WLB GROUP
4444 N. BROADWAY BLVD.
TUCSON, AZ 85711

Prepared by:

Carl Winters & Associates
P.O. Box 3032
Tucson, AZ 85702-3032
520-628-1118
cwinters@cwatucson.com

Avra Valley Gateway Specific Plan

Avra Valley Gateway Center

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Avra Valley Gateway Center

Introduction

The *Avra Valley Gateway Specific Plan (AVGSP)* serves to implement the Pima County Comprehensive Plan as amended and establish clear direction for the development of the plan area. The project and Pima County will best be served by a Specific Plan for the property versus piece-meal rezoning. It will help to ensure that this critical site reaches the best potential development while serving to protect the valuable wildlife connection that Pima County wishes to establish.

The purpose of the *AVGSP* is to create a comprehensively planned development that provides an appropriate balance of land uses and systematically constructed infrastructure and services to adequately and responsibly support development. This is both a policy and a regulatory document and establishes land use designations for the property, including standards to guide the detailed design. The Land Use Plan contained herein has been prepared in response to input from a variety of sources including the property owners, Pima County staff, agency staff, and representatives of the environmental community.

The *Avra Valley Gateway Specific Plan*, as adopted by Pima County, along with the ordinance and development agreement, are the regulatory documents for the property. All development approvals shall be consistent with the regulations included in the adopted Specific Plan. The authority for preparation of Specific Plans is found in the Arizona Revised Statutes, 11-825, and in the Pima County Zoning Code Chapter 18.90.

This Specific Plan is broken into five sections. The first section contains the *Site Inventory* that assesses the existing conditions of the property and the surrounding area. The second part of the Specific Plan contains the *Land Use Proposal* and regulatory provisions, which delineates the uses on the site and details other pertinent regulatory controls. These regulations may enhance the existing Pima County zones and other land use regulations or, in some cases, preempt the County regulations. The third part of the *AVGSP* is the Design Guidelines. The fourth part is the Appendix, which contains supporting information. The final part of the Specific Plan is the *Development Agreement* anticipated by the Arizona Revised Statutes. This agreement details the obligations of the property owner to Pima County, and Pima County's obligations to the successful development of this property. In addition, Pima County must ensure the developers of this property the opportunity to continue to operate under clearly defined, established rules and regulations and not be subjected to possible arbitrary changes.

Finally, by agreement, the developer has or will grant to the County an option to 3.58 acres (the "Option Area") north of and adjacent to the Biocorridor.

PART I

Site Inventory

PART I – Site Inventory

I-A. Existing Land Uses

1. Location

The project site is located west of Interstate 10 and immediately south of the Avra Valley Road alignment (see Exhibit I-A.1). The site is approximately 101 acres, of which approximately 32 acres are part of the Santa Cruz River Bed located west of the existing levee. The site consists of two parcels of land. The largest is parcel 226010320 with 97.3 acres. The second parcel is 22601006A, with 4.14 acres.

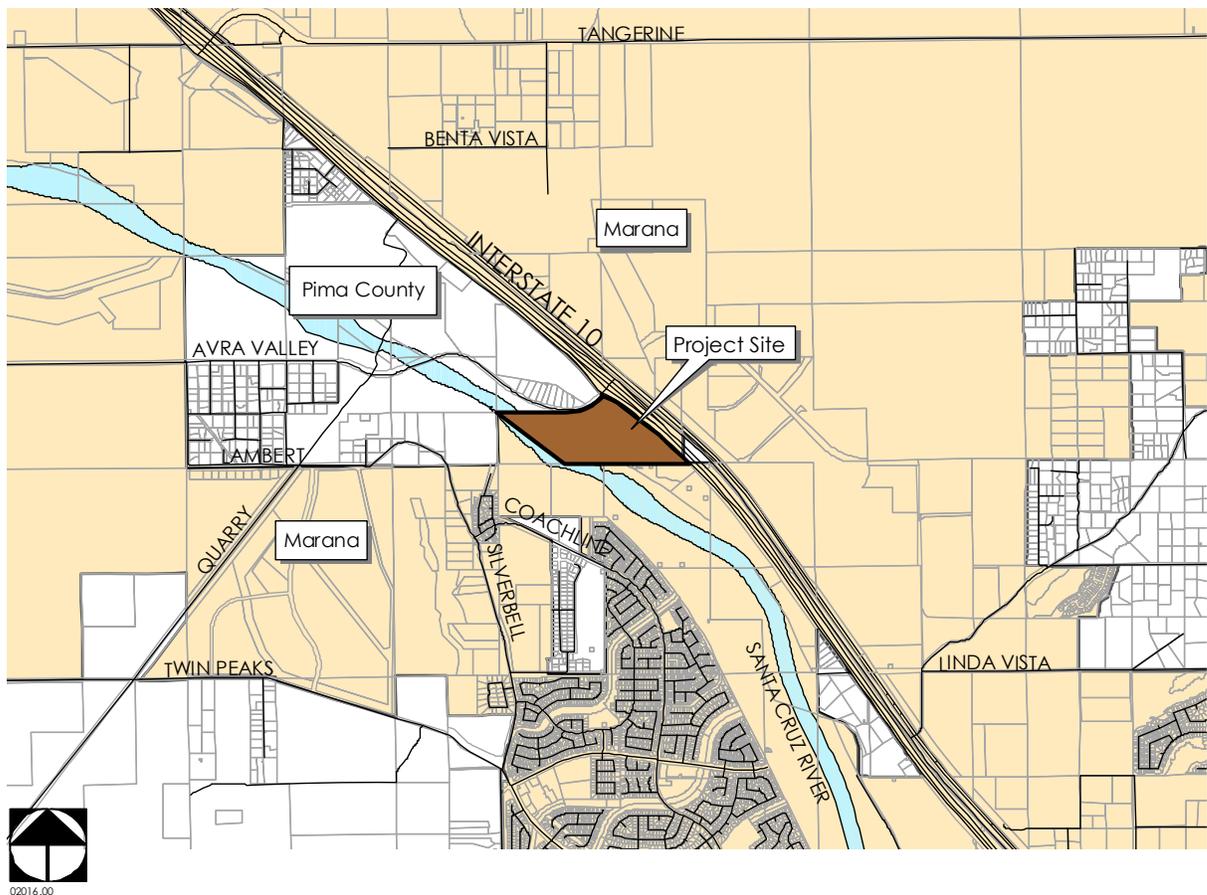


Exhibit I-A.1 – Location Map

2. Existing Uses

Currently, the portion of the site east of the Santa Cruz River levee, along Avra Valley Road, is being used by Kalamazoo Materials, a holdover tenant with a lease from ASARCO (American Smelting & Refining Company). Per ARS 11-830, mining uses are exempt from zoning regulations. The remainder of the project site is vacant. There are existing uses on site that require the continued use of existing structures, machinery, ditches and utilities to maintain operations. These uses are planned to remain on site

until the new construction begins. Relocation and alignment of utilities, road grading, and ditch realignments will be done between the time the Specific Plan is approved and construction begins.

There are concrete lined irrigation channels that cross the site in several places. These are part of the Cortaro Marana Irrigation District.

There is an existing railroad spur on the site. This track was discontinued after the floods in the 1980's but reactivation is possible. Federal law pre-empts state and local laws and allows the reconstruction of this rail spur, until such rights are waived by the landowner.

The Lower Santa Cruz River Flood Control levee was completed in 2000. This levee serves to remove the areas east of the levee from the floodplain. It is constructed of a one-to-one soil cement channel bank with a varying width earthen levee. The levee is contained within a 100-foot levee easement adjacent to a 40-foot levee maintenance easement.

3. **Adjacent Properties**

a. **Existing zoning (see Exhibit I-A.3a & b)**

North: Pima County 'RH' and 'GR-1' and Marana 'C'
South: Marana 'RD-180', 'F' – Continental Ranch Specific Plan and 'D' - Floodplain.
East: Marana 'R-144', and 'C'
West: Marana 'RD-180' and Pima County 'RH'

a. **Existing Uses (see Exhibit I-A.3c)**

North: Avra Valley Road, parcels now belonging to Pima County; a commercial use; and farmland and industrial uses owned by California Portland Cement Company.
South: Undeveloped property owned by Continental Ranch Development that has been grubbed and rough graded; and property belonging to Pima County
East: Interstate 10 frontage road, Interstate 10 travel lanes, TEP property, vacant agricultural property, and State of Arizona property
West: The Santa Cruz River, Town of Marana property (vacant), Pima County property (vacant)

b. There are no multistory buildings in the immediate vicinity of the site. However, the Interstate 10 travel lanes are up to 28 feet above the site and the Portland Cement Manufacturing plant further north has multistory towers.

4. **Existing Wells within 100 feet**

There is one registered well (#606088) and one unregistered well on the site. Exhibit I-A.4 depicts all well locations within the area of the site, and identifies each well by the registration number.

Avra Valley Gateway Specific Plan

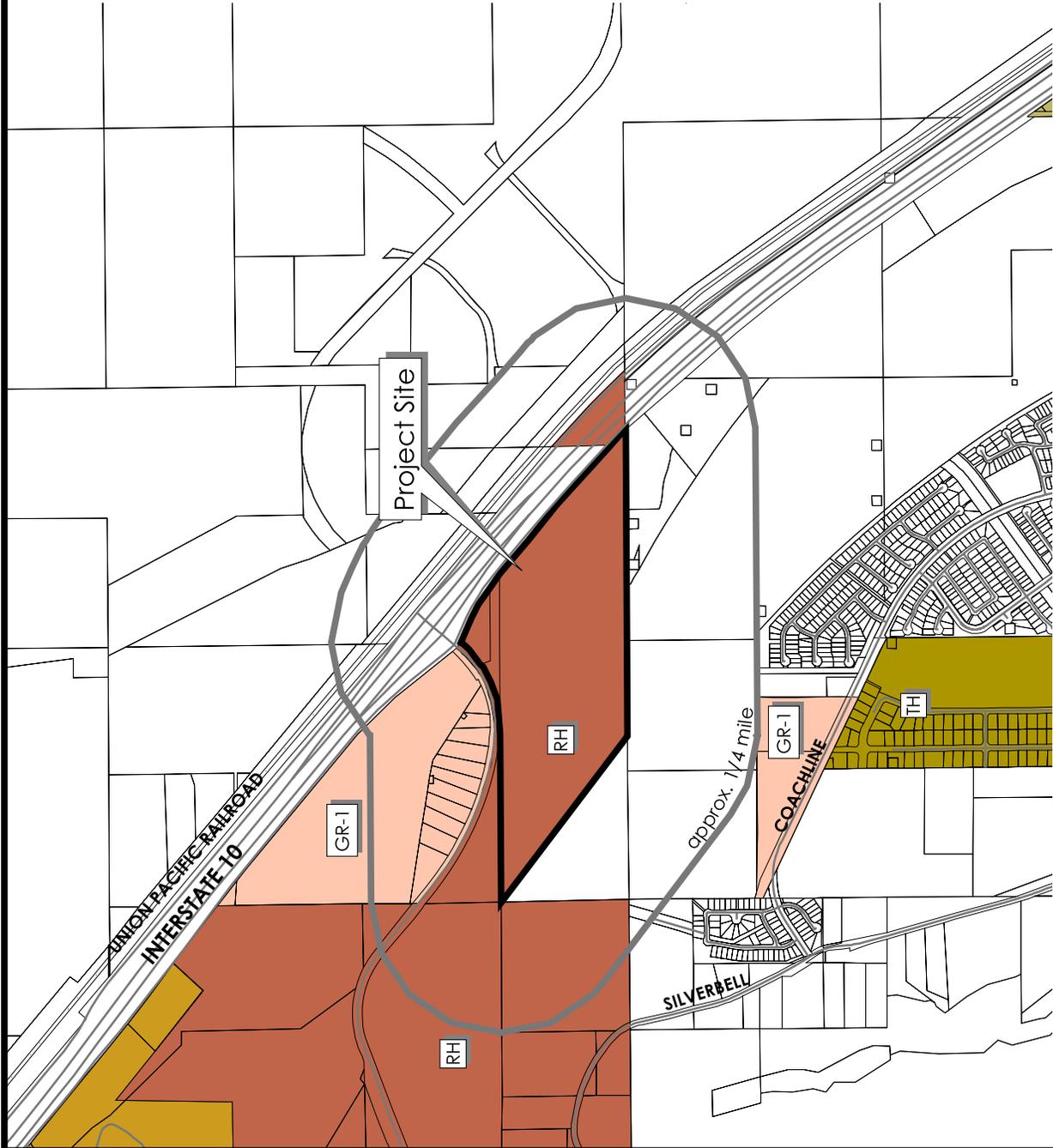
I-10 & Avra Valley Road
T12S, R12E, Sec. 8 & 9

LEGEND

Pima County Zoning

- CI-2
- GR-1
- RH
- TH
- Town of Marana

EXHIBIT I-A.3a
PIMA COUNTY ZONING



Avra Valley Gateway Specific Plan

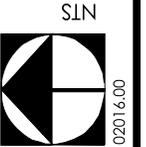
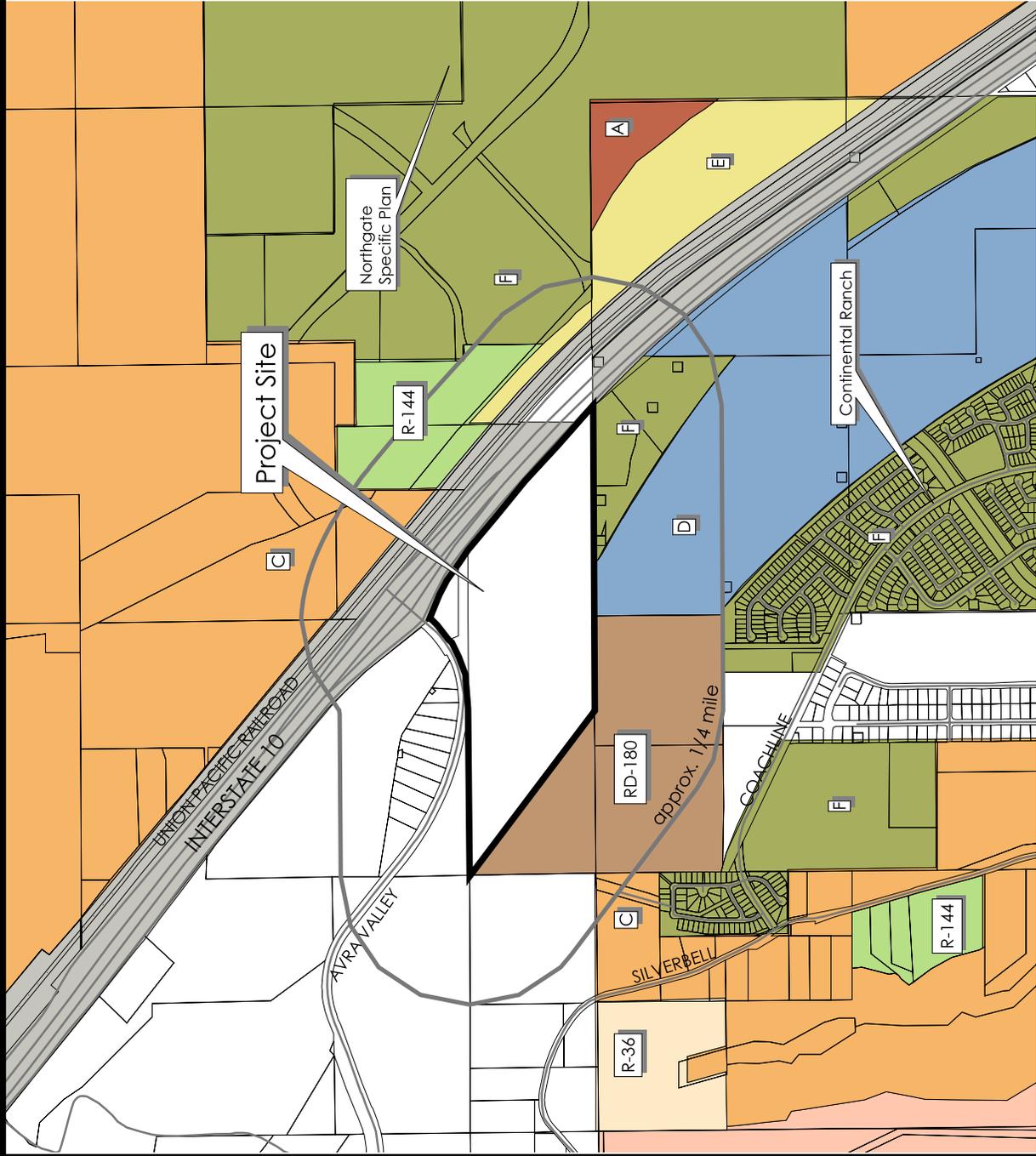
I-10 & Avra Valley Road
T12S, R12E, Sec. 8 & 9

LEGEND

Marana Zones

- | | | | |
|---|-----------------------|---|------------------|
|  | A - Small lot |  | Residential R-36 |
|  | C - Large lot |  | R-6 |
|  | D - Floodplain |  | R-144 |
|  | E - Transportation | | |
|  | F - Specific Plan | | |
|  | LI - Light Industrial | | |
|  | RD-180 - Rural | | |

EXHIBIT I-A.3b
MARANA ZONING



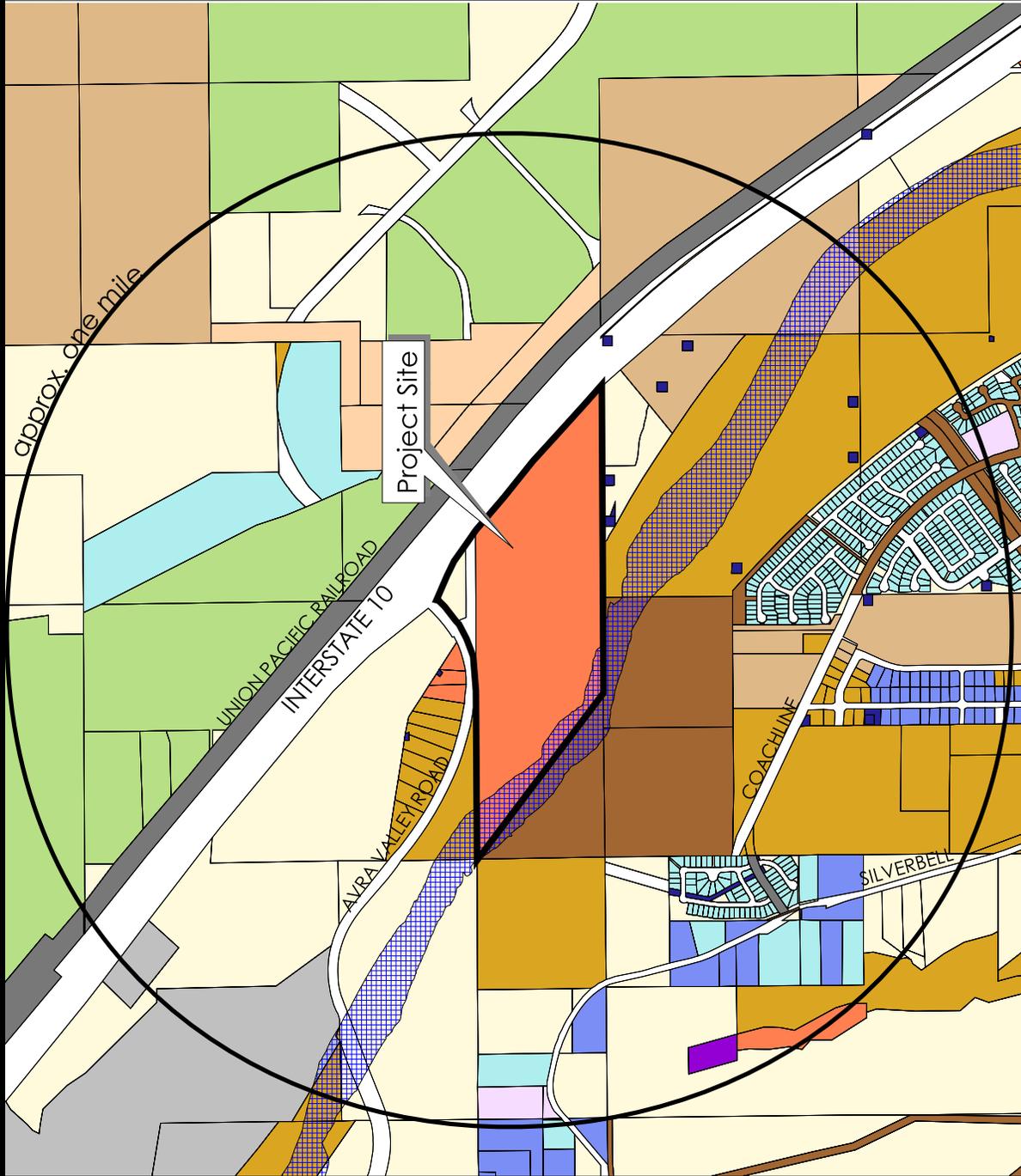
Avra Valley Gateway Specific Plan

I-10 & Avra Valley Road
T12S, R12E, Sec. 8 & 9

LEGEND

- | | |
|---|--|
|  Railroad |  Radio/TV |
|  State Land |  Industrial |
|  Residential |  Pima County |
|  TEP |  Marana |
|  Vacant |  Irrigation |
|  Agriculture |  Religious |
|  Mobile Home |  Santa Cruz River |
|  Commercial | |

EXHIBIT I-A.3C
EXISTING USES MAP



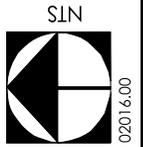
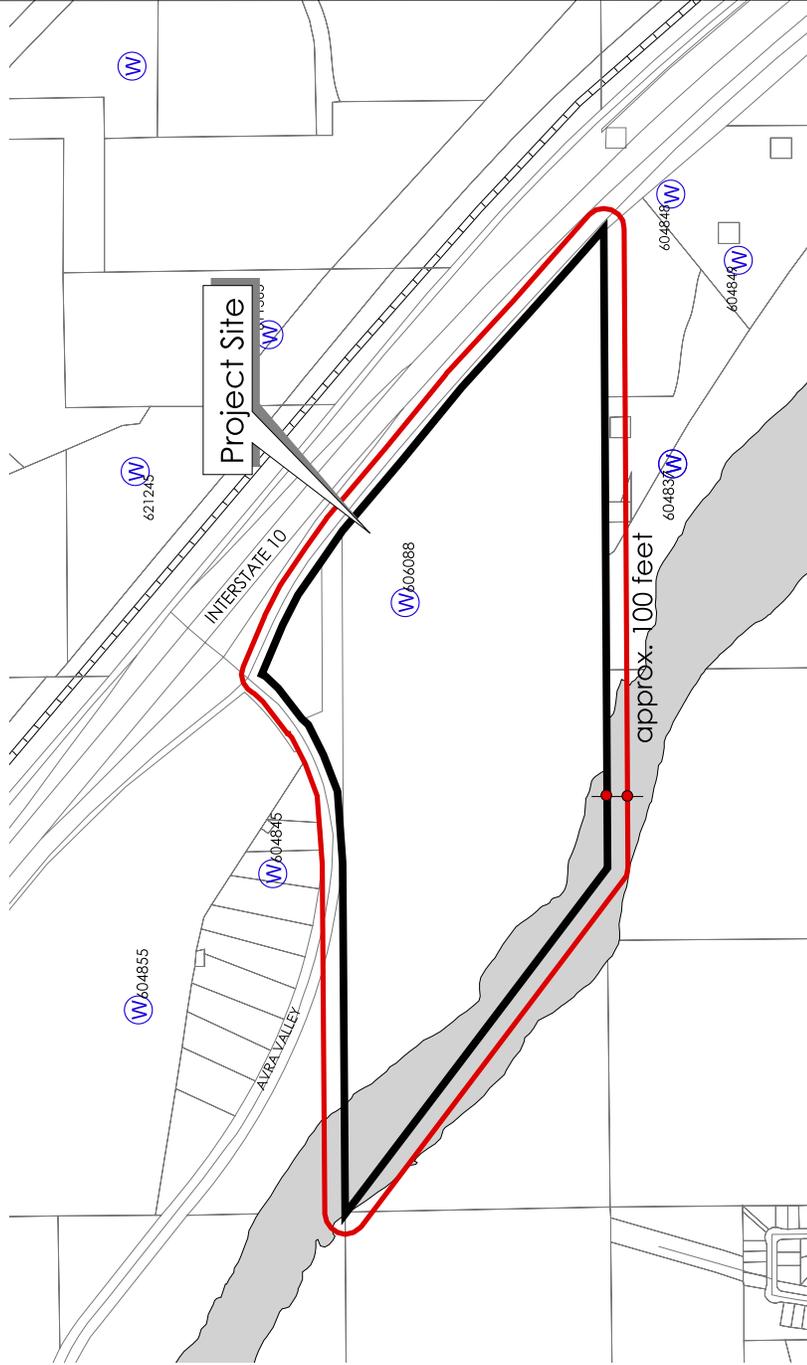
Avra Valley Gateway Specific Plan

I-10 & Avra Valley Road
T12S, R12E, Sec. 8 & 9

LEGEND

(W) Existing Well w/
ID number

EXHIBIT I-A.4
WELLS MAP



I-B Topography

1. Topographic Characteristics

The topography and slope analysis includes only the portion of the site that lies east of the Santa Cruz River levee. The area west of the levee is excluded from the topographic map and that area shall be dedicated to the Pima County Flood Control District.

The area east of the levee is relatively flat with gentle slopes running from southeast to northwest. Large portions of the site have been graded in the past. In fact, the ADOT *Right of Way Plan of the Tucson – Casa Grande Highway* dated 07/11/1961 labeled this site as being a “Cultivated Field” (see Appendix).

There are also existing raised, concrete lined irrigation channels (Cortaro Marana Irrigation District) that traverse the site, with earthen berm sides.

- a. There are no restricted peaks or ridges located on site.
- b. There are no rock outcrops on the site.
- c. The 15% and greater slopes indicated on the topography exhibit (see Exhibit I-B.1) are typically manmade features (the irrigation channels). *The round circles of topography lines represent the existing materials supply holding area and were not included in the slope calculations.*

2. Average Cross Slope

The average cross-slope for the site is approximately 5.8% calculated as per the formula:

$$\text{ACS} = \text{I} \times \text{L} \times 0.0023 / \text{Acres} \qquad \frac{1 \times 144997 \times 0.0023}{57.58} = 5.8\%$$

The highest elevation for the site is 2084 at the east boundary line adjacent to the frontage road and lowest elevation just east of the Santa Cruz River levee is 2068.



LEGEND

-  15% & GREATER SLOPE ± 140,513 s.f.
-  25% & GREATER SLOPE ± 27,747 s.f.

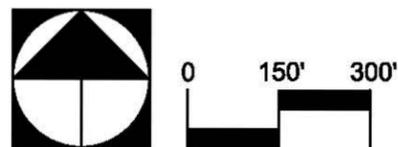


EXHIBIT I-B.1
Existing Topography

I-C Hydrology and Water Resources

1. Off-site Watersheds

The site is within the Tortolita Mountain drainage basin. All of the watersheds that contribute storm water runoff to the project area emanate within the Tortolita Mountains. These watersheds are undeveloped or only partially developed at low density. Sheet flooding occurs from the less defined alluvial fan at the foot of the Tortolita Mountains to the east side of I-10. There is a culvert running under I-10 that drains into the southeast corner of the property. The boundaries of all offsite watersheds that affect or are affected by the project site are delineated on Exhibit I-C.1a.

Exhibit I-C.1a also shows five points of concentration for offsite watersheds that enter the project site along its south or east boundary. Three of these concentration points are located along the east property boundary at the outlet of culverts beneath I-10. A fourth concentration point along the east boundary is located at the I-10 railroad spur bridge. The fifth concentration point enters the project at the southwest property corner adjoining the Santa Cruz River levee.

2. Significant off-site natural or man-made features that may affect the site

The only significant offsite natural or man-made features within the watershed areas are the Union Pacific Railroad and Interstate 10. The existing culverts beneath the Union Pacific Railroad, I-10 and its frontage roads have limited capacity and can only convey a portion of the 100-year discharge. The remainder of the flow drains north along the east side of the railroad embankment. The significant man-made feature along the west property boundary is the Santa Cruz River levee. This structure protects the project site from flooding along the Santa Cruz River. Onsite man-made features include two irrigation ditches from the Cortaro-Marana Irrigation District running south to north across the site. One of them is a concrete ditch and the other is a dirt excavated ditch. The Lower Santa Cruz Flood Control levee bisects the property on the western side.

3. Area of upstream watersheds

Flows draining through the culverts at Concentration Points #1, #2, #3 and #5 have a 100-year discharge greater than 100 cubic feet per second (cfs). The area of these watersheds and the 100-year discharge rates at the I-10 culvert outlets are listed in below. According to previous studies, most of the flow generated by these watersheds is diverted north along the east side of the railroad.

SUMMARY OF WATERSHED AREAS AND DISCHARGE RATES

<u>Concentration Point</u>	<u>Drainage Area (sq.mi.)</u>	<u>100-Year Discharge (cfs)</u>
1	9.84	157
2	9.84	554
3	9.84	260
4	1.16	92
5	1.73	68
6	11.2	950

4.

a. 100-year floodplains

The levee and the Santa Cruz River are mapped as regulatory floodplain and floodways (see Exhibit I-C-4a). The lands east of the levee are "Zone X", a 500-year, non-regulatory floodplain approved by the Corp of Engineers as uplands.

d. Sheet flooding

There are no natural channels on-site so runoff drains as sheetflow. The sheet flooding areas on the project site have depths that range from 0.5 to 1.0 feet.

b. Federally-mapped floodways

On September 16, 2004, FEMA adopted an official Letter of Map Revision (LOMR) for the Santa Cruz Bank Protection excluding the land east of the Santa Cruz River from the floodplain. A copy of the letter and map is included as Exhibit I-C.4a. The project site is located within federally mapped floodplain Zone X.

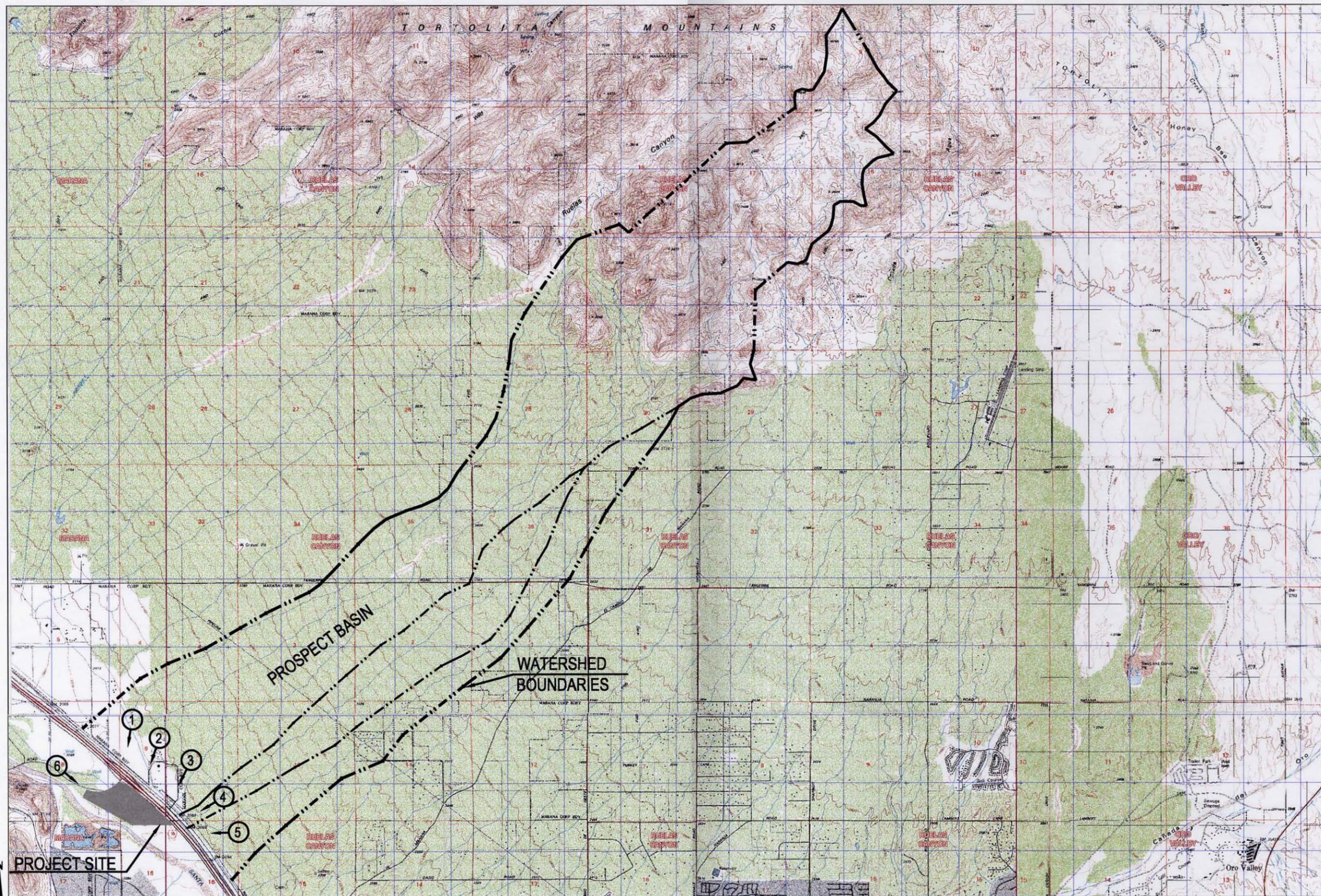
The Army Corps of Engineers has ruled that the project site does not include jurisdictional waters and will not require a Section 404 permit (see Exhibit I-C.4b).

c. Peak discharges

The 100-year peak discharge rate for all points of concentration entering or exiting the project site with a discharge greater 100 cfs are listed in the Summary of Watershed Areas and Discharge Rates table. These discharge rates were derived from a report prepared by the Pima County Department of Transportation and Flood Control District titled, "*Offsite Drainage Investigations, Lower Santa Cruz Levee Project-Phase 1A, W.O.#4F918A*", May 1997.

5. **Qualitative description of existing drainage conditions**

All offsite and onsite stormwater drains west toward the Santa Cruz River levee. This drainage converges at the northwest property corner then drains north between the levee and Avra Valley Road. Just south of the Avra Valley Road bridge there is an opening in the levee which outlets stormwater to the Santa Cruz River.



SCALE: 1" = 4000'

LEGEND:



CONCENTRATION POINT LOCATIONS

MAR 12 2007



Exhibit I-C.4b

DEPARTMENT OF THE ARMY
LOS ANGELES DISTRICT, CORPS OF ENGINEERS
TUCSON PROJECT OFFICE
5205 EAST COMANCHE STREET
TUCSON, ARIZONA 85707

REPLY TO
ATTENTION OF:

March 8, 2007

Office of the Chief
Regulatory Branch

Ms. Amanda Best
WestLand Resources, Inc.
2343 E. Broadway Boulevard, Suite 202
Tucson, Arizona 85719

File Number: SPL-2006-1985-MB

Dear Ms. Best:

Reference is made to your letter of November 6, 2006 on behalf of Lewis Holdings, LLC. in which you inquired as to whether a Section 404 permit is required from the U.S. Army Corps of Engineers to undertake a project at the 58.6-acre property located at the southwest corner of I-10 and Avra Valley Road (Sections 8 and 9, T12S, R12E) north of Tucson, Pima County, Arizona.

Based on the information furnished in your letter (referenced above), we have determined that the aforementioned proposed project area does not include jurisdictional waters of the U.S. Therefore, the project is not subject to our jurisdiction under Section 404 of the Clean Water Act.

The receipt of your letter is appreciated. If you have questions, please contact me at (520) 584-1684.

Sincerely,

A handwritten signature in cursive script that reads "Marjorie E. Blaine".

Marjorie E. Blaine
Senior Project Manager
Arizona Section, Regulatory Branch

I-D Vegetation

1. Vegetation Inventory

a. Communities and Associations

The property has been used by ASARCO (American Smelting & Refining Company) mining as an industrial site and has been disturbed many times. It was labeled as a "Cultivated Field" on an ADOT *Right of Way Plan of the Tucson – Casa Grande Highway* dated 07/11/1961 (see Appendix); large portions were cleared during the floods of the 1980's (prior to levee construction) and 11 acres were cleared for the current uses. The site contains some vegetation that is characteristic of the Arizona Upland Subdivision of the Sonoran Desert. Areas where the soil was disturbed are now mostly covered with Desert Broom (*Baccharis sarothroides*), Tamarisk (*Tamarix aphylla*), and native grasses. In addition, the site contains Blue Palo Verde (*Cercidium floridum*), Native Mesquite, (*Prosopis velutina*), and Catclaw Acacia (*Acacia greggii*) predominantly along the manmade Cortaro-Marana Irrigation District (CMID) irrigation channels. In addition, two Barrel Cacti (*Ferocactus wislizenii*) were found on the site.

No endangered or sensitive species have been observed on the site.

Based on the Sonoran Desert Conservation Plan, the site is mapped as having the following "special landscape elements":

- Cottonwood-Willow – in the Santa Cruz riverbed (area to be dedicated to Pima County).
- Low Elevation Valley Floor – portions of the site east of the levee.
- Palo Verde / Mixed Cacti – through the middle of the site and against the frontage road in the southeastern corner.
- Sonoran Riparian Scrub – along the CMID manmade channels running through the site.
- Intermittent Stream – in the Santa Cruz River bed (area to be dedicated to Pima County).

b. Federally-listed threatened and endangered species

No endangered or sensitive species have been observed on the site.

Based on the Arizona Game and Fish On-line Environmental Review Tool (see Exhibit I-E.1), the Tumamoc Globeberry (*Tumamoca macdougallii*) occurs within 3 miles of the project vicinity. In addition, the majority of the site, east of the levee, is mapped in the *Sonoran Desert Conservation Plan* Habitat Models as purportedly being medium value habitat for the Tumamoc Globeberry. Additional species indicated by the Sonoran Desert Conservation Plan models include the Acuna Cactus and the Huachuca Water Umbel. None of these species have been observed on the site.

c. Scenic value and screening soil stabilization

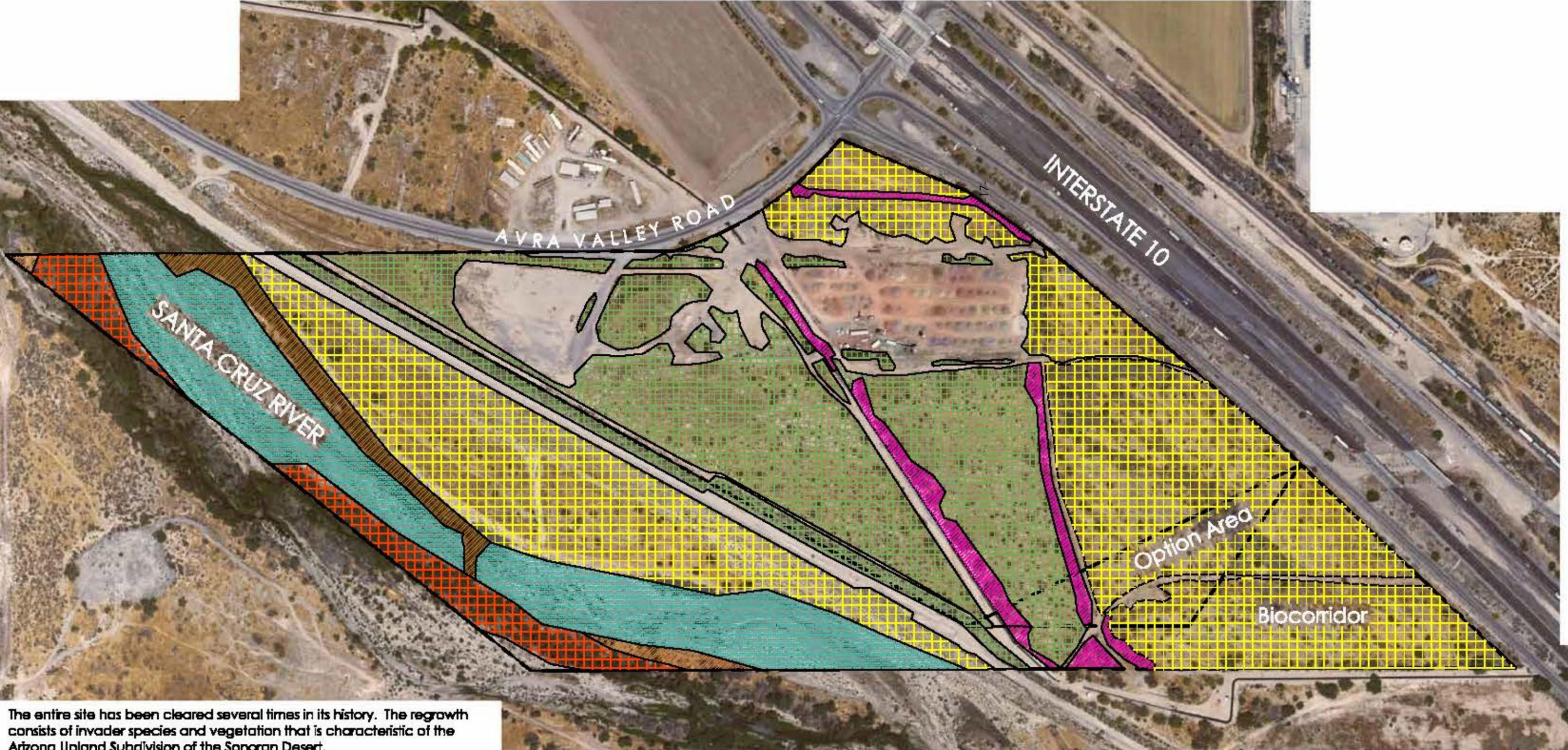
Because the vegetation on the site was disturbed more than once in years previous, the regrowth offers low scenic value and only average soil stabilization. The cottonwoods within the riverbed are scenic but as they are below the level of the site, they do not provide screening or a markedly scenic vista in relationship to the area east of the levee.

2. Vegetative Densities

The vegetative densities on the site were determined using aerial photographs. Based on the Pima County orthophoto with a 6-inch resolution, 4 distinct vegetative areas were outlined; no vegetation, low density, medium density, and high density. Each area was then analyzed by computing the ground coverage within a typical 2000 s.f. square. The resulting figure was then averaged over the site. The resulting densities are as follows:

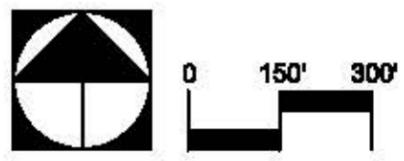
- Low Density – 1% to 15%
- Medium Density – 16% to 49%
- High Density – 50% to 80%
- No Vegetation - 0%

It should be noted that this density analysis did not place a value on the type of vegetation present; any growth, whether weed or native species was included. The analysis only examined the ground coverage by the plant life.



The entire site has been cleared several times in its history. The regrowth consists of invader species and vegetation that is characteristic of the Arizona Upland Subdivision of the Sonoran Desert.

LEGEND



- | | | | |
|---|----------------------------|---|------------------------|
|  | No vegetation |  | Sonoran Riparian Scrub |
|  | Low Elevation Valley Floor |  | Intermittent Stream |
|  | Palo Verde/Mixed Cacti |  | Cottonwood-Willow |

EXHIBIT I-D.1
Vegetation & SDCP Special Elements



Bird's Eye View of a large portion of the site obtained from <http://www.maps.live.com> - 05/15/07



Not to Scale

Exhibit I-D.1b
Existing Vegetation
Bird's Eye View



LEGEND

- | | | | |
|---|----------------|---|---------------|
|  | Low Density |  | High Density |
|  | Medium Density |  | No Vegetation |

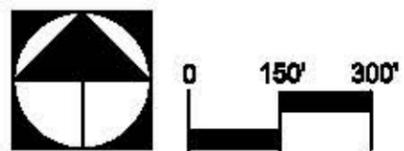


EXHIBIT I-D.2
Vegetation Density

I-E Wildlife

1. Arizona Game and Fish

The Arizona Game & Fish Department's "Environmental Review On-line Tool", (<http://www.azgfd.gov/hgis/>) was queried for information regarding the project site. Two special status species are noted to occur within 3 miles of the project vicinity. These are the Cactus Ferruginous Pygmy-owl (*Glaucidium brasilianum cactorum*) and the Tucson Shovel-nosed Snake (*Chionactis occipitalis klauberi*) (see Exhibit I-E.1). In addition, based on the *Sonoran Desert Conservation Plan*, the site is mapped as purportedly supporting the following habitat models:

Lowland leopard frog	Abert's towhee
Bell's vireo	Rufous-winged sparrow
Southwestern willow flycatcher	Swainson's hawk
Western burrowing owl	Western yellow-billed cuckoo
Arizona shrew	California leaf-nosed bat
Lesser long-nosed bat	Merriam's mouse
Pale Townsend's big-eared bat	Western red bat
Western yellow bat	Giant spotted whiptail
Groundsnake	Mexican garter snake

Given that the majority of the site has been cleared and the existing regrowth vegetation is sparse and includes many invasive species (see Exhibit I-D.1b), the property, in its current condition, provides low quality habitat for most species. The existing irrigation channels will be impacted by the development of the site and must be moved and/or buried. This will remove the surface water and the existing volunteer vegetation that has grown along those channels.

Since 2002, Pima County has indicated a desire for a Biological Corridor across the southern portion of the subject property. The Conservation Lands System designations that apply to the site have been in place since the CLS was originally adopted by the Board of Supervisors in December 2001. The Conservation Lands System (CLS) designations that apply for the site include "Biological Core Management Areas" and "Critical Landscape Connection". These areas are the focal point of efforts to secure a biological connector for wildlife traveling between the Tortolita and Santa Catalina Mountains and Tucson Mountain Park and Saguaro National Park – West Unit. Unfortunately, there is little existing vegetation along the length of the proposed Biocorridor and it will need to be restored in order to function effectively.

In addition, the portion of the site along the Santa Cruz River is designated as "Important Riparian Area", yet as Exhibit I-D.1b shows; there is no existing riparian vegetation along the top of bank due to the construction of the levee.

During the planning process, the owner and developer have had several meetings with Arizona Game & Fish Department and United States Fish and Wildlife Service representatives and Pima County. Several concept open space plans were presented at these meetings, which culminated in an open space concept plan satisfactory to both

parties. This concept plan proposes a portion of the overall parcel to be used as Natural Open Space and other areas of the site to be designed as a Biological Corridor.

I- F Soils

1. Soils testing

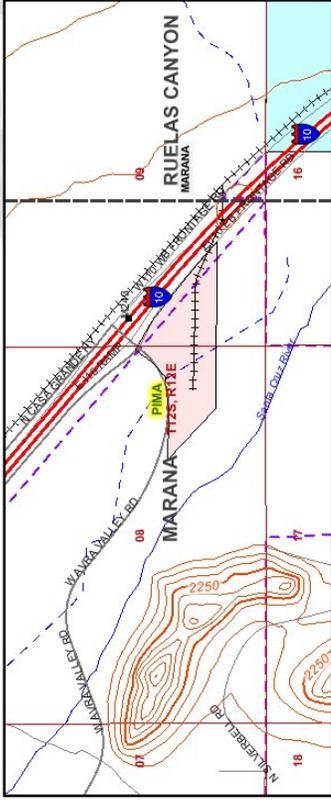
Geotechnical Engineering Evaluation was conducted by Pattison Evanoff Engineering LLC. Project # 05-056, dated 4/18/05. The tests showed "*compressible sands with varying amounts of silt and gravel. Clay and silts with varying amounts of gravel were also encountered.*" The report concluded that the soil could be made suitable for development.

2. Septic systems

The majority of the project will be connected to the public sewer, and only small portions of the northwest corner of the development envelope may have uses served by septic. The Pattison Evanoff soils report supports this use.

Arizona's On-line Environmental Review Tool
 Search ID: 20070319002444
 Project Name: Avra Valley Gateway Specific Plan
 Date: 3/19/2007 7:38:10 PM

Project Location



Project Name: Avra Valley Gateway Specific Plan
Submitted By: Barbara Broussard
On behalf of: PRIVATE
Project Search ID: 20070319002444
Date: 3/19/2007 7:38:03 PM
Project Category: Development Outside Municipalities, Commercial/Industrial (mall) and associated infrastructure, New construction
Project Coordinates (UTM Zone 12-NAD 83): 487608.733, 3584614.082 meter

Project Area: 41.039 acres
Project Perimeter: 2117.801 meter
County: PIMA
USGS 7.5 Minute Quadrangle ID: 1681
Quadrangle Name: MARANA
Project locality is not anticipated to change

Location Accuracy Disclaimer

Project locations are assumed to be both precise and accurate for the purposes of environmental review. The creator/owner of the Project Review Receipt is solely responsible for the project location and thus the correctness of the Project Review Receipt content.

The Department appreciates the opportunity to provide in-depth comments and project review when additional information or environmental documentation becomes available.

Special Status Species Occurrences/Critical Habitat/Tribal Lands within 3 miles of Project Vicinity:

Name	Common Name	ESA	USFS	BLM	State
Chionactis occipitalis klauberi	Tucson Shovel-nosed Snake			S	
Glaucidium brasilianum cactorum	Cactus Ferruginous Pygmy-owl	SC			WSC
Tumamoca maccougalli	Tumamoc Globeberry		S	S	SR

Please review the entire receipt for project type recommendations and/or species or location information and retain a copy for future reference. If any of the information you provided did not accurately reflect this project, or if project plans change, another review should be conducted, as this determination may not be valid.

Arizona's On-line Environmental Review Tool:

1. This On-line Environmental Review Tool inquiry has generated recommendations regarding the potential impacts of your project on Special Status Species (SSS) and other wildlife of Arizona. SSS include all U.S. Fish and Wildlife Service federally listed, U.S. Bureau of Land Management sensitive, U.S. Forest Service sensitive, and Arizona Game and Fish Department (Department) recognized species of concern.
2. These recommendations have been made by the Department, under authority of Arizona Revised Statutes Title 5 (Amusements and Sports), 17 (Game and Fish), and 28 (Transportation). These recommendations are preliminary in scope, designed to provide early considerations for all species of wildlife, pertinent to the project type you entered.
3. This receipt, generated by the automated On-line Environmental Review Tool does not constitute an official project review by Department biologists and planners. Further coordination may be necessary as appropriate under the National Environmental Policy Act (NEPA) and/or the Endangered Species Act (ESA).

The U.S. Fish and Wildlife Service (USFWS) has regulatory authority over all federally listed species under the ESA. Contact USFWS Ecological Services Offices: <http://arizonaes.fws.gov/>.

Phoenix Main Office
2321 W. Royal Palm Road, Suite 103
Phoenix, AZ 85021
Phone 602-242-0210
Fax 602-242-2513

Tucson Sub-Office
201 North Bonita, Suite 141
Tucson, AZ 85745
Phone 520-670-6144
Fax 520-670-6154

Flagstaff Sub-Office
323 N. Leroux Street, Suite 101
Flagstaff, AZ 86001
Phone 928-226-0614
Fax 928-226-1099

Disclaimer:

1. This is a preliminary environmental screening tool. It is not a substitute for the potential knowledge gained by having a biologist conduct a field survey of the project area.
2. The Department's Heritage Data Management System (HDMS) data is not intended to include potential distribution of special status species. Arizona is large and diverse with plants, animals, and environmental conditions that are ever changing. Consequently, many areas may contain species that biologists do not know about or species previously noted in a particular area may no longer occur there.
3. Not all of Arizona has been surveyed for special status species, and surveys that have been conducted have varied greatly in scope and intensity. Such surveys may reveal previously undocumented population of species of special concern.
4. HDMS data contains information about species occurrences that have actually been reported to the Department.

Arizona Game and Fish Department Mission

To conserve, enhance, and restore Arizona's diverse wildlife resources and habitats through aggressive protection and

management programs, and to provide wildlife resources and safe watercraft and off-highway vehicle recreation for the enjoyment, appreciation, and use by present and future generations.

Project Category: Development Outside Municipalities, Commercial/Industrial (mall) and associated infrastructure, New construction

Project Type Recommendations:

Based on the project type entered; coordination with Arizona Department of Water Resources may be required (<http://www.water.az.gov/adwr/>)

Based on the project type entered; coordination with County Flood Control districts may be required.

Based on the project type entered; coordination with State Historic Preservation Office may be required (<http://www.pr.state.az.us/partnerships/shpo/shpo.html#anchor561695>)

Based on the project type entered; coordination with U.S. Army Corps of Engineers may be required (<http://www.spl.usace.army.mil/regulatory/phonedir.html>)

Development plans should provide for open natural space for wildlife movement, while also minimizing the potential for wildlife-human interactions through design features. Please contact Project Evaluation

Program for more information on living with urban wildlife.

During planning and construction, minimize potential introduction or spread of exotic invasive species. Invasive species can be plants, animals (exotic snails), and other organisms (e.g. microbes), which may cause alteration to ecological functions or compete with or prey upon native species and can cause social impacts (e.g. livestock forage reduction, increase wildfire risk). The terms noxious weed or invasive plants are often used interchangeably. Precautions should be taken to wash all equipment utilized in the project activities before leaving the site. Arizona has noxious weed regulations (Arizona Revised Statutes, Rules R3-4-244 and R3-4-245). See Arizona Department of Agriculture website for restricted plants <http://www.azda.gov/PSD/quarantine5.htm>. Additionally, the U.S. Department of Agriculture has information regarding pest and invasive plant control methods including: pesticide, herbicide, biological control agents, and mechanical control:

<http://www.usda.gov/wps/portal/usdahome>. The Department regulates the importation, purchasing, and transportation of wildlife and fish (Restricted Live Wildlife), please refer to the hunting regulations for further information http://www.azgfd.gov/h_f/hunting_rules.shtml.

During the planning stages of your project, please consider the local or regional needs of wildlife in regards to movement, connectivity, and access to habitat needs. Loss of this permeability prevents wildlife from accessing resources, finding mates, reduces gene flow, prevents wildlife from re-colonizing areas where local extirpations may have occurred, and ultimately prevents wildlife from contributing to ecosystem functions, such as pollination, seed dispersal, control of prey numbers, and resistance to invasive species. In many cases, streams and washes provide natural movement corridors for wildlife and should be maintained in their natural state. Uplands also support large diversity of species, and should be contained within important wildlife movement corridors. In addition, maintaining biodiversity and ecosystem functions can be facilitated through improving designs of structures, fences, roadways, and culverts to promote passage for a

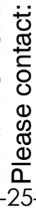
variety of wildlife.

The Department recommends that wildlife surveys are conducted to determine if noise-sensitive species occur within the project area. Avoidance or minimization measures could include conducting project activities outside of breeding seasons.

Trenches should be covered or back-filled as soon as possible. Incorporate escape ramps in ditches or fencing along the perimeter to deter small mammals and herpetofauna (snakes, lizards, tortoise) from entering ditches.

Project Location and/or Species recommendations:

HDMS records indicate that one or more native plants listed on the Arizona Native Plant Law and Antiquities Act have been documented within the vicinity of your project area (refer to page 1 of the receipt).



Arizona Department of Agriculture

1688 W Adams
Phoenix, AZ 85007
Phone: 602-542-4373

Recommendations Disclaimer:

1. Potential impacts to fish and wildlife resources may be minimized or avoided by the recommendations generated from information submitted for your proposed project.
2. These recommendations are proposed actions or guidelines to be considered during **preliminary project development**.
3. Additional site specific recommendations may be proposed during

further NEPA/ESA analysis or through coordination with affected agencies.

4. Making this information directly available does not substitute for the Department's review of project proposals, and should not decrease our opportunity to review and evaluate additional project information and/or new project proposals.

5. The Department is interested in the conservation of all fish and wildlife resources, including those Special Status Species listed on this receipt, and those that may have not been documented within the project vicinity as well as other game and nongame wildlife.

6. **Further coordination requires the submittal of this initialed and signed Environmental Review Receipt with a cover letter and project plans or documented, how construction or project activity(s) are to be accomplished, and project locality information (including site map).**

7. Upon receiving information by AZGFD, please allow 30 days for completion of project reviews. Mail requests to:

**Project Evaluation Program, Habitat Branch
Arizona Game and Fish Department
2221 West Greenway Road
Phoenix, Arizona 85023-4312
Phone Number: (602) 789-3600
Fax Number: (602) 789-3928**

Terms of Use

By using this site, you acknowledge that you have read and understand the terms of use. Department staff may revise these terms periodically. If you continue to use our website after we post changes to these terms, it will mean that you accept such changes. If at any time you do not wish to accept the Terms, you may choose not to use the website.

1. This Environmental Review and project planning website was

Arizona's On-line Environmental Review Tool

Search ID: 20070319002444

Project Name: Avra Valley Gateway Specific Plan

Date: 3/19/2007 7:38:10 PM

developed and intended for the purpose of screening projects for potential impacts on resources of special concern. By indicating your agreement to the terms of use for this website, you warrant that you will not use this website for any other purpose.

2. Unauthorized attempts to upload information or change information on this website are strictly prohibited and may be punishable under the Computer Fraud and Abuse Act of 1986 and/or the National Information Infrastructure Protection Act .

3. The Department reserves the right at any time, without notice, to enhance, modify, alter, or suspend the website and to terminate or restrict your access to the website.

4. This Environmental Review is based on the project study area that was entered. The review must be redone if the project study area, location, or the type of project changes. If additional information becomes available, this review may need to be reconsidered.

5. A signed and initialed copy of the Environmental Review Receipt indicates that the entire receipt has been read by the signer of the Environmental Review Receipt.

Security:

The Environmental Review and project planning web application operates on a complex State computer system. This system is monitored to ensure proper operation, to verify the functioning of applicable security features, and for other like purposes. Anyone using this system expressly consents to such monitoring and is advised that if such monitoring reveals possible evidence of criminal activity, system personnel may provide the evidence of such monitoring to law enforcement officials. Unauthorized attempts to upload or change information; to defeat or circumvent security measures; or to utilize this system for other than its intended purposes are prohibited.

This website maintains a record of each environmental review search result as well as all contact information. This information is maintained for internal tracking purposes. Information collected in this application will not be shared outside of the purposes of the Department.

If the Environmental Review Receipt and supporting material are not mailed to the Department or other appropriate agencies within six (6) months of the Project Review Receipt date, the receipt is considered to be null and void, and a new review must be initiated.

Print this Environmental Review Receipt using your Internet browser's print function and keep it for your records. Signature of this receipt indicates the signer has read and understands the information provided.

Signature: _____

Date: _____

Proposed Date of Implementation: _____

Please provide point of contact information regarding this Environmental Review.

Application or organization responsible for project implementation

Agency/organization: _____

Contact Name: _____

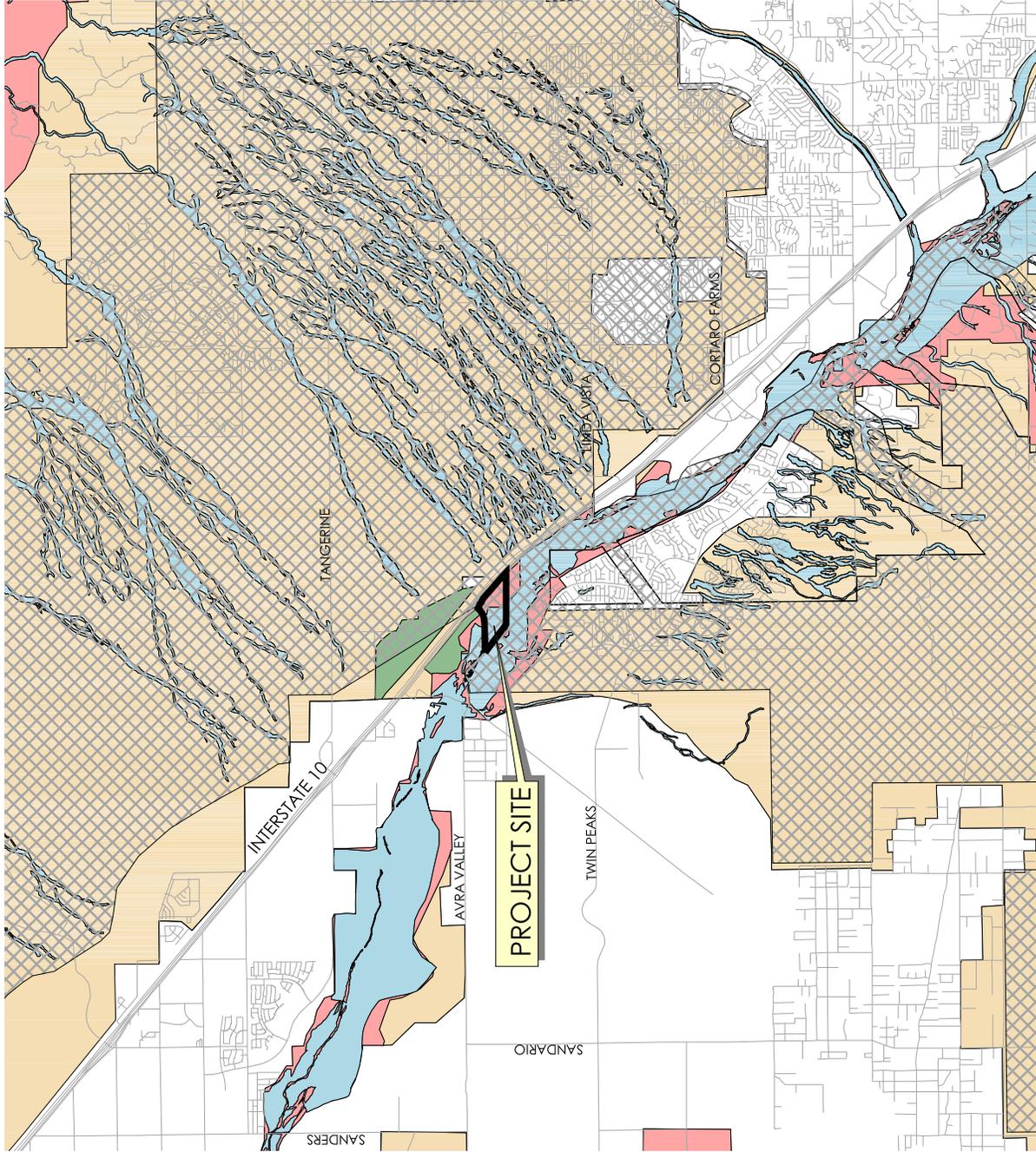
Avra Valley Gateway Specific Plan

I-10 & Avra Valley Road
T12S, R12E, Sec. 8 & 9

LEGEND

-  AGRICULTURE INHOLDINGS WITHIN C.L.S.
-  AREAS OUTSIDE C.L.S.
-  BIOLOGICAL CORE MANAGEMENT AREAS
-  IMPORTANT RIPARIAN AREAS
-  MULTIPLE USE MANAGEMENT AREAS
-  SPECIAL SPECIES MANAGEMENT AREA

EXHIBIT I-E.2 CONSERVATION LANDS SYSTEM MAP



Avra Valley Gateway Specific Plan

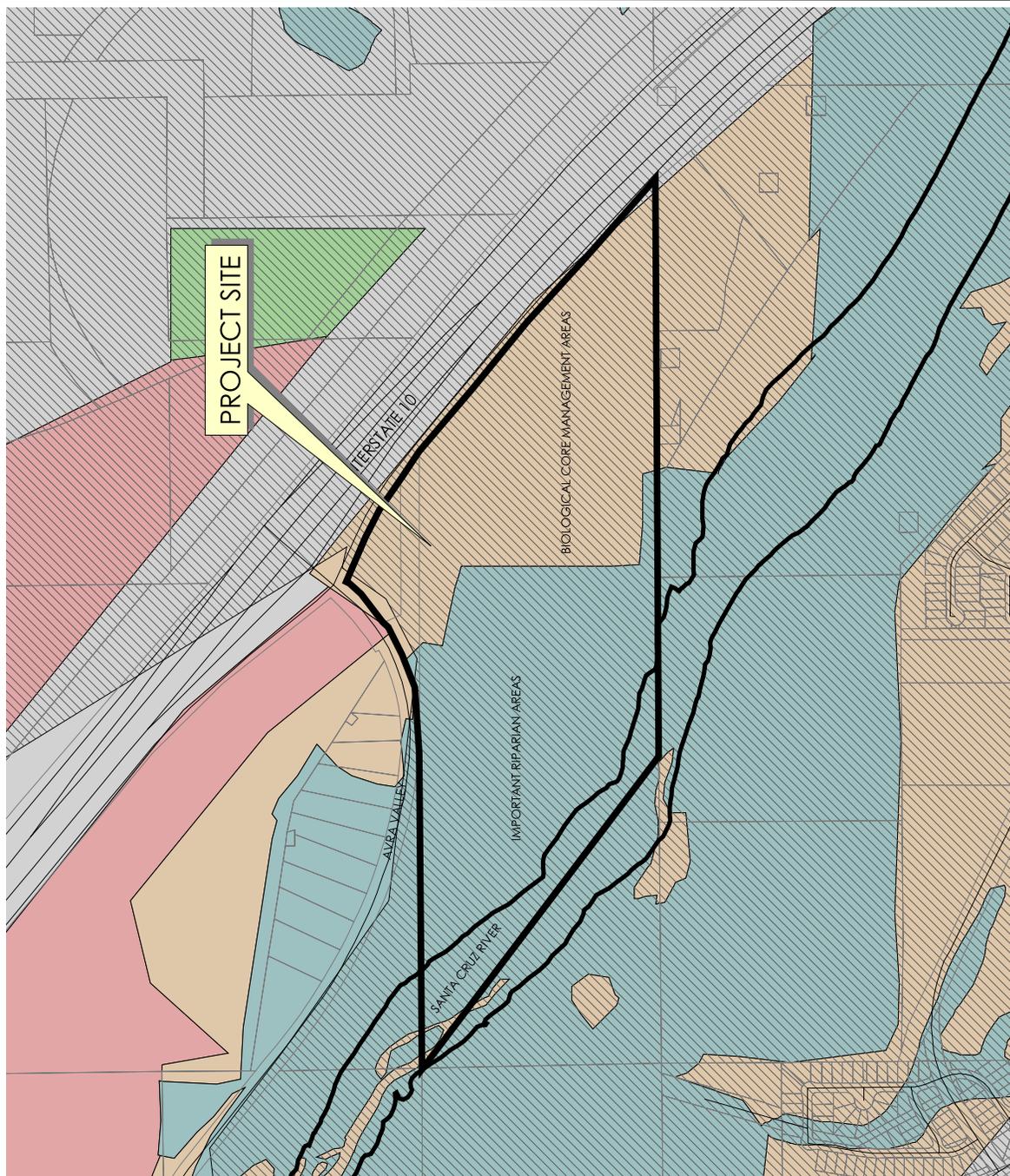
I-10 & Avra Valley Road
T12S, R12E, Sec. 8 & 9

LEGEND

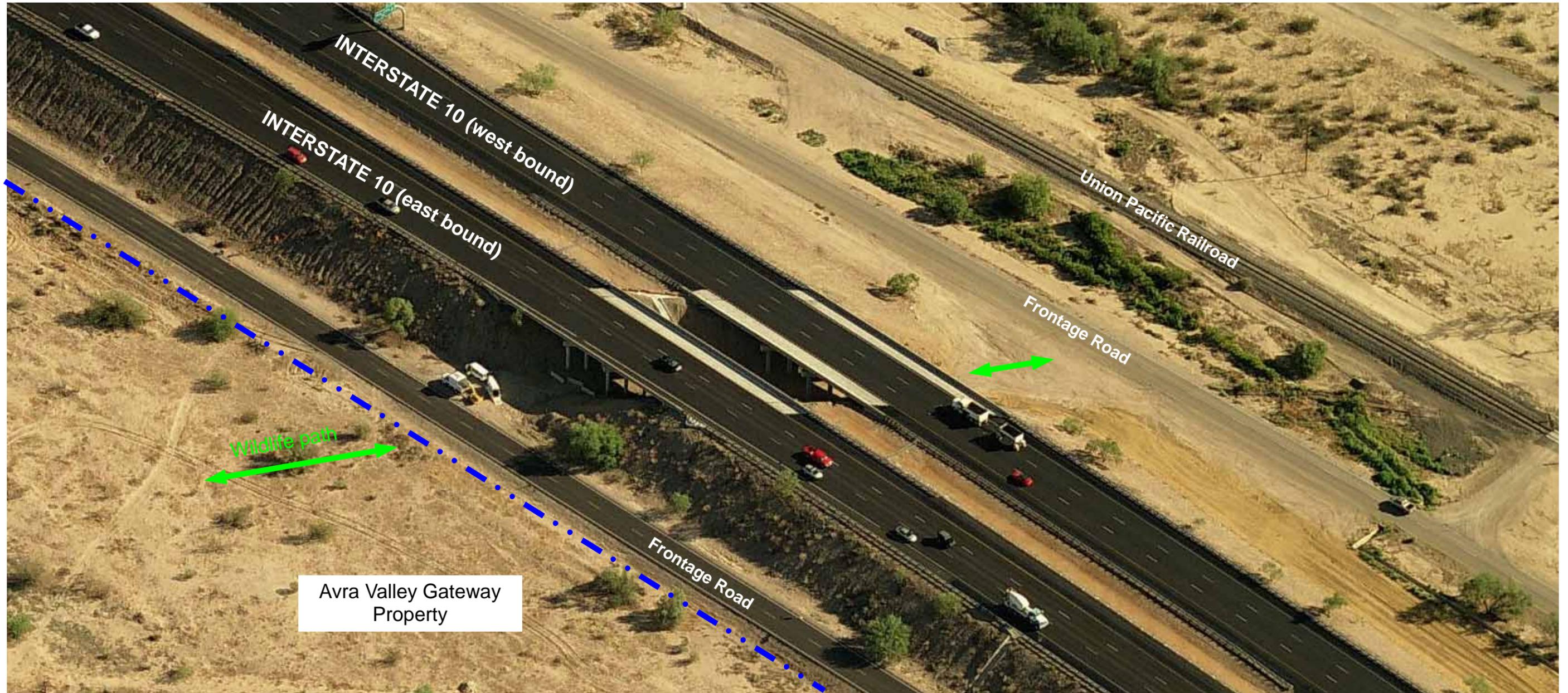
CLS Designation

-  AGRICULTURE IN-HOLDINGS WITHIN CONSERVATION LANDS SYSTEM
-  AREAS OUTSIDE CONSERV. LANDS SYSTEM
-  BIOLOGICAL CORE MANAGEMENT AREAS
-  IMPORTANT RIPARIAN AREAS
-  MULTIPLE USE MANAGEMENT AREAS
-  SPECIAL SPECIES MANAGEMENT AREA

EXHIBIT I-E.3 CONSERVATION LANDS SYSTEM



02016.00



Bird's Eye View of underpass obtained from <http://www.maps.live.com> - 05/15/07



Not to Scale

Exhibit I-E.4
Biocorridor underpass at Interstate 10

I-G Viewsheds

1. Views onto and across the site (see Exhibits I-G.2a,b,c,&d)

The predominant vista in this area is of the mountains (Beacon and Rillito) just west of the site (see Exhibit I-G.1). These are highly visible from Interstate 10 (State Highway and scenic route) as the travel lanes in this area are elevated up to 28 feet. Very tall buildings would partially impair the view of the mountains.

The view looking from Avra Valley Road (major route) toward the south is of the Tucson Mountains. They are very distant however. Development on the site will impair this view.

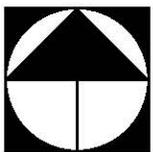
The view looking from the west side of the project towards the east is mostly of the elevated lanes of Interstate 10 and on the opposite side of the Santa Cruz River, is of the Catalina Mountains in the very far distance. Development on the site will block the view of Interstate 10; an improvement; and impair the view of the far distant Catalinas.

The view looking north from the adjacent property to the south lacks significant landmarks and development of the site will not have an impact.

2. Visibility

The center of the project site will be highly visible from all directions (see Exhibit I-G.3). As such, any buildings constructed will be visible and may impair the views onto and across the site.

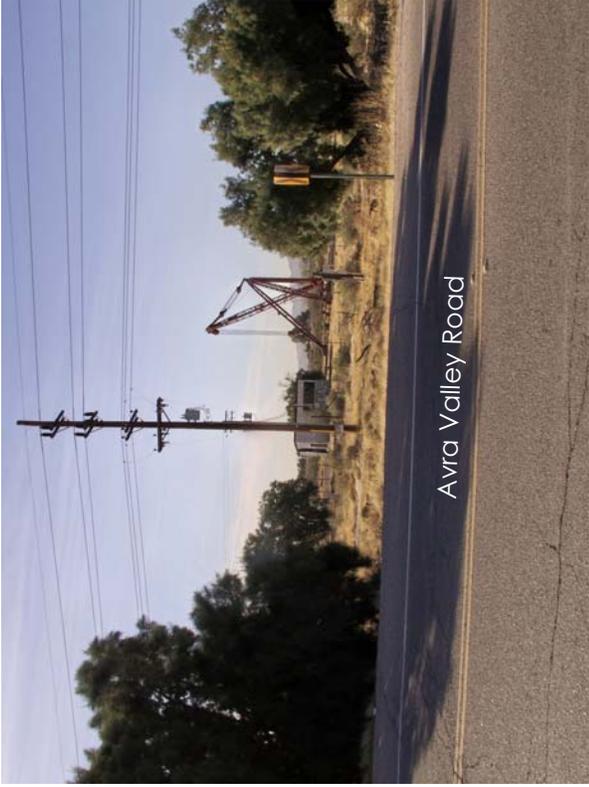
Using a topographic map of the project site, a Visibility Map (Exhibit I-G.2) was created to illustrate the portions of the site with the highest visibility from offsite. Several hypothetical viewpoints were chosen along the site boundary. Three along Avra Valley Road, three along the eastbound Interstate 10 travel lane, three along the frontage road, three along the Santa Cruz River Trail, and three on the adjacent property to the south. Using viewshed analysis software, the viewshed for each of the points was mapped in a range from "1" to "5", with a "1" indicating areas only visible from one vantage point to a "5" for areas visible from all vantage points. Based on this analysis, the most visually prominent area of the site is situated just south of the center. Development in this area should be given the most consideration in terms of scenic quality.



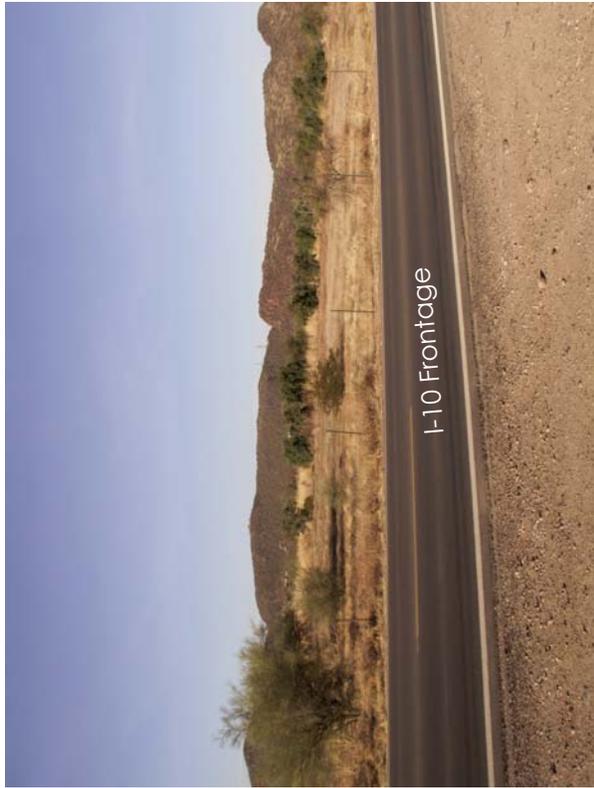
Not to Scale



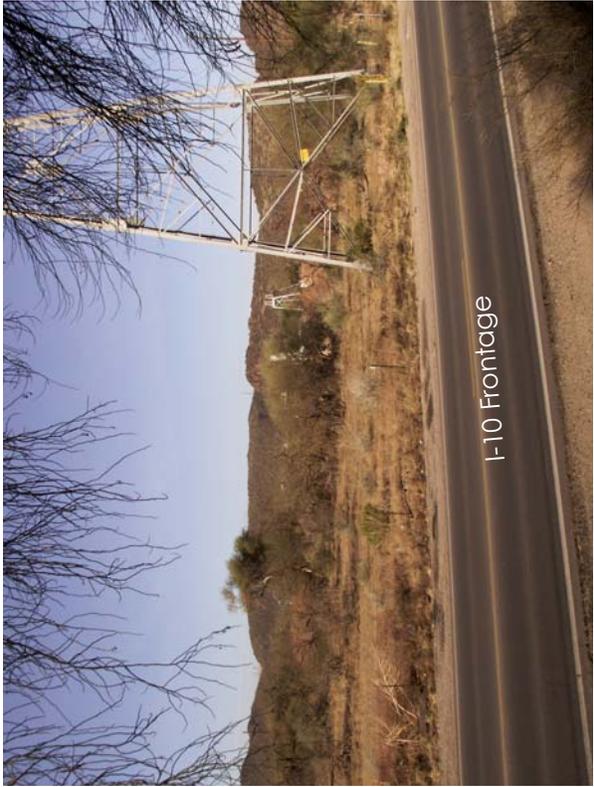
Looking southeast



Looking south



Looking west

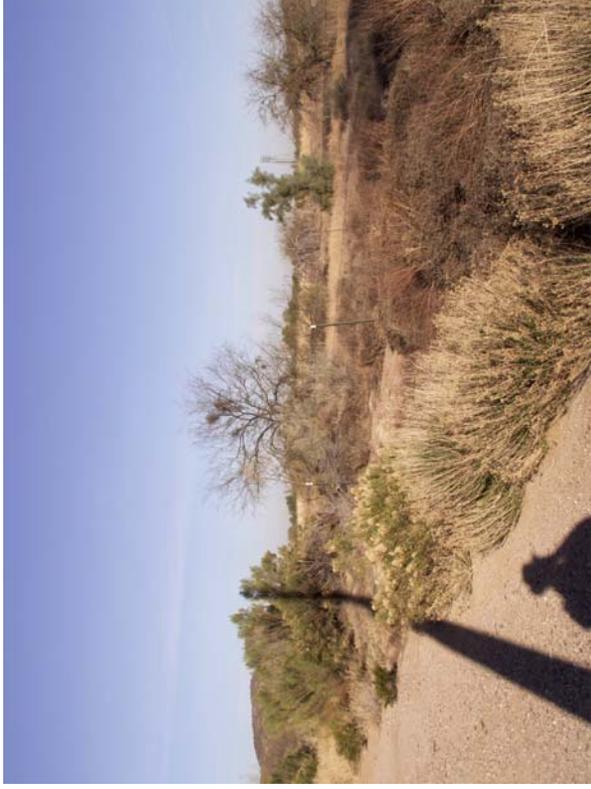


Looking west

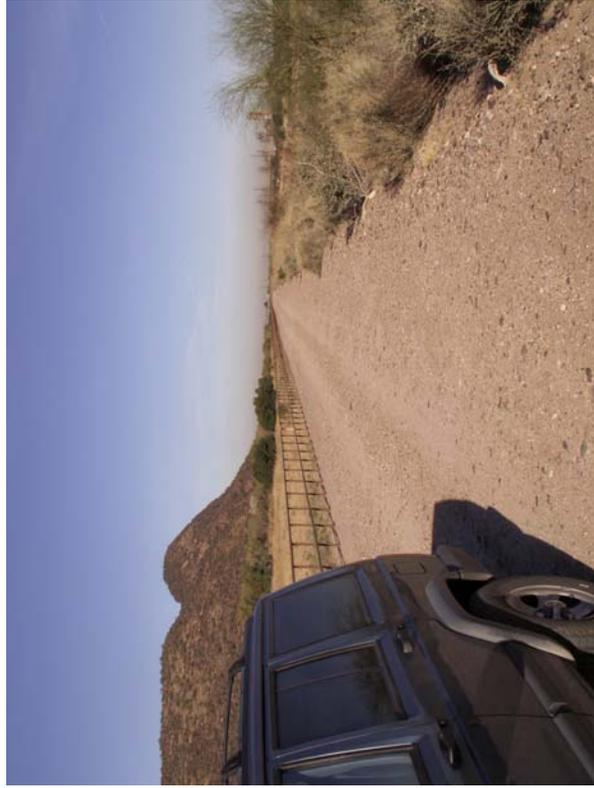
Exhibit I-G.2a
Photos offsite looking towards site



Looking north



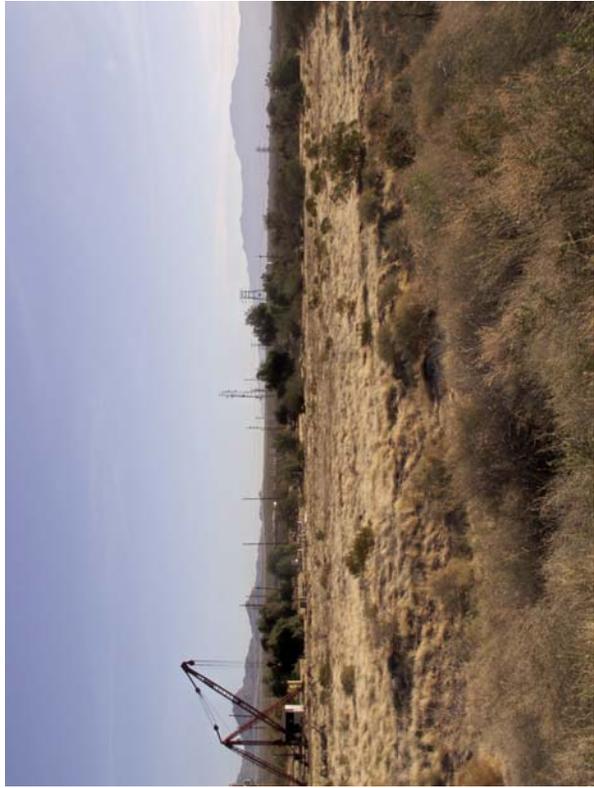
Looking northwest



Looking north



Looking north

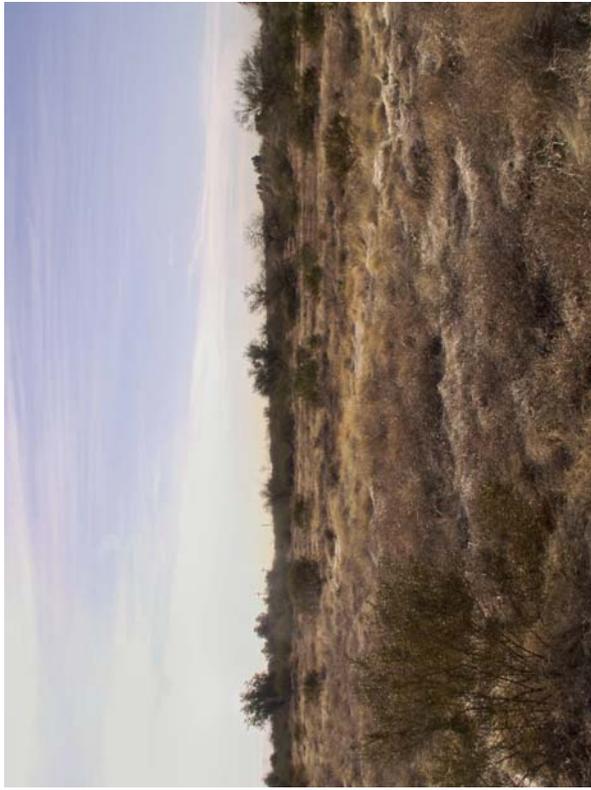


Looking north east

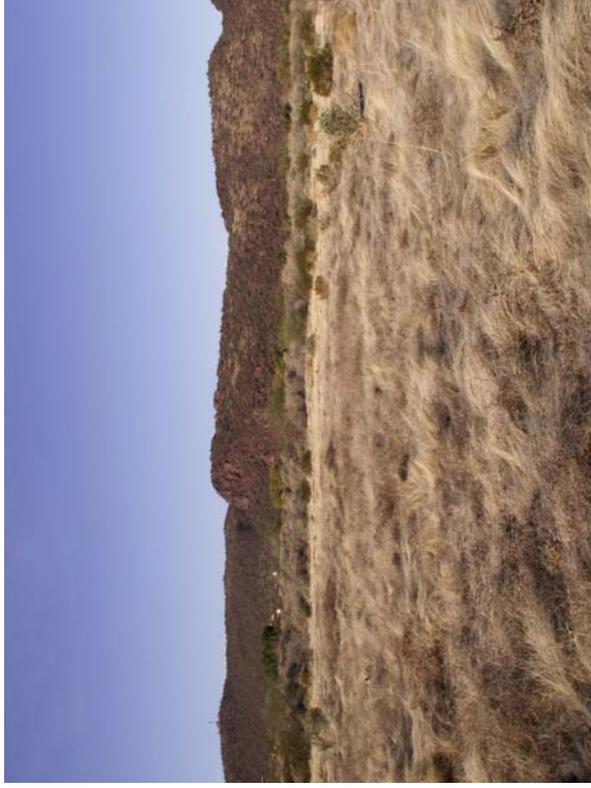


Looking north east

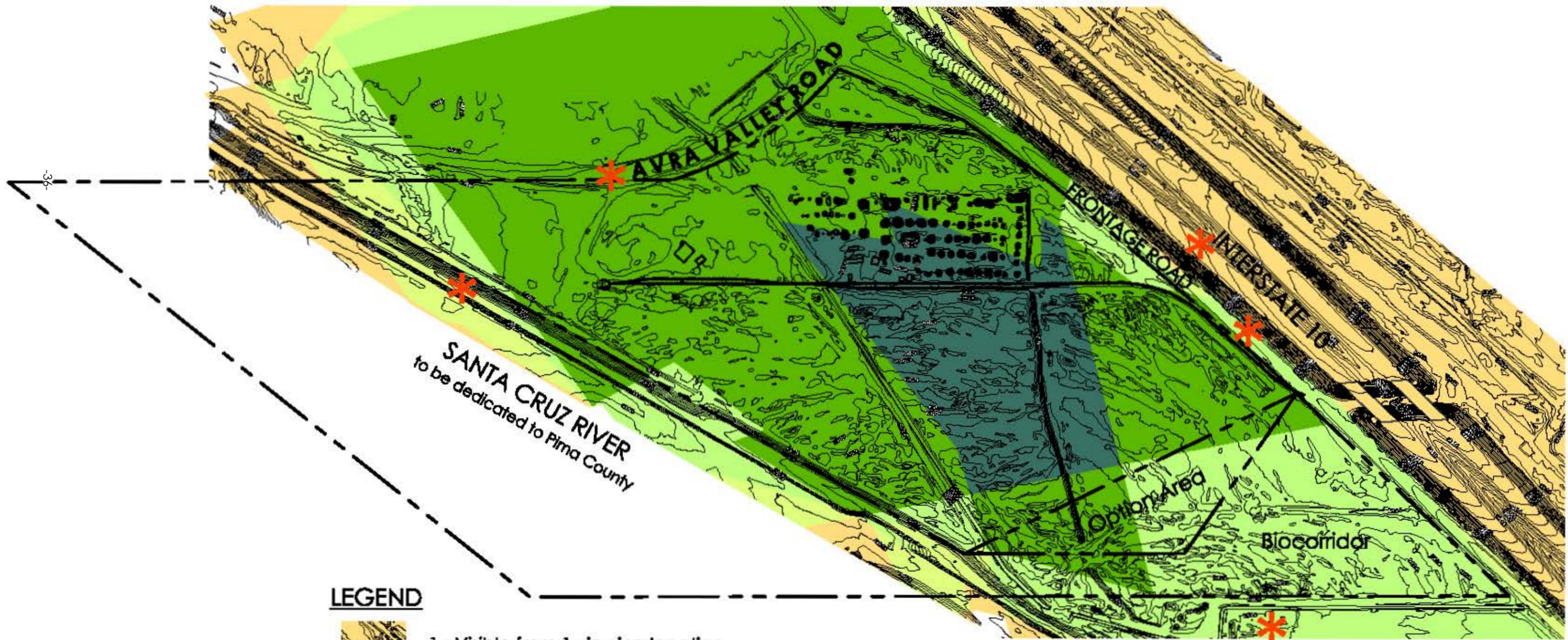
Exhibit I-G.2c
Photos onsite looking outwards



Looking south



Looking west



LEGEND

-  1 - Visible from 1 viewing location
-  2 - Visible from 2 viewing locations
-  3 - Visible from 3 viewing locations
-  4 - Visible from 4 viewing locations
-  5 - Visible from all viewing locations
-  Approximate Viewing location

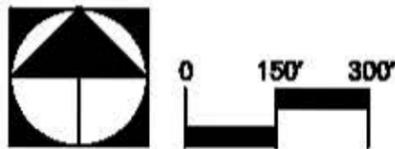


EXHIBIT I-G.3
Visibility

I-H Traffic

1. Existing and proposed off-site streets

The site is accessed via Avra Valley Road (major route) along the north, and the 2-way Interstate 10 Frontage Road to the east. Access rights to the I-10 frontage road were established by documents 2549 page 148 and 2549 page 149, and by the existence of the old Avra Valley Road intersection with the frontage road. The main access to the site will be provided from Avra Valley Road (see Exhibit I-H.1).

Rights of Way Information	Existing R/W	Future R/W	Conform to P.C.	Continuous
Avra Valley Road	100'	150'	Yes	Yes

Capacity and ADT's	Travel Lanes	Capacity	Speed Limit	ADT	Bike and Pedestrian Ways
Avra Valley Road	2 lanes	14600	55	7141 (2005)	No

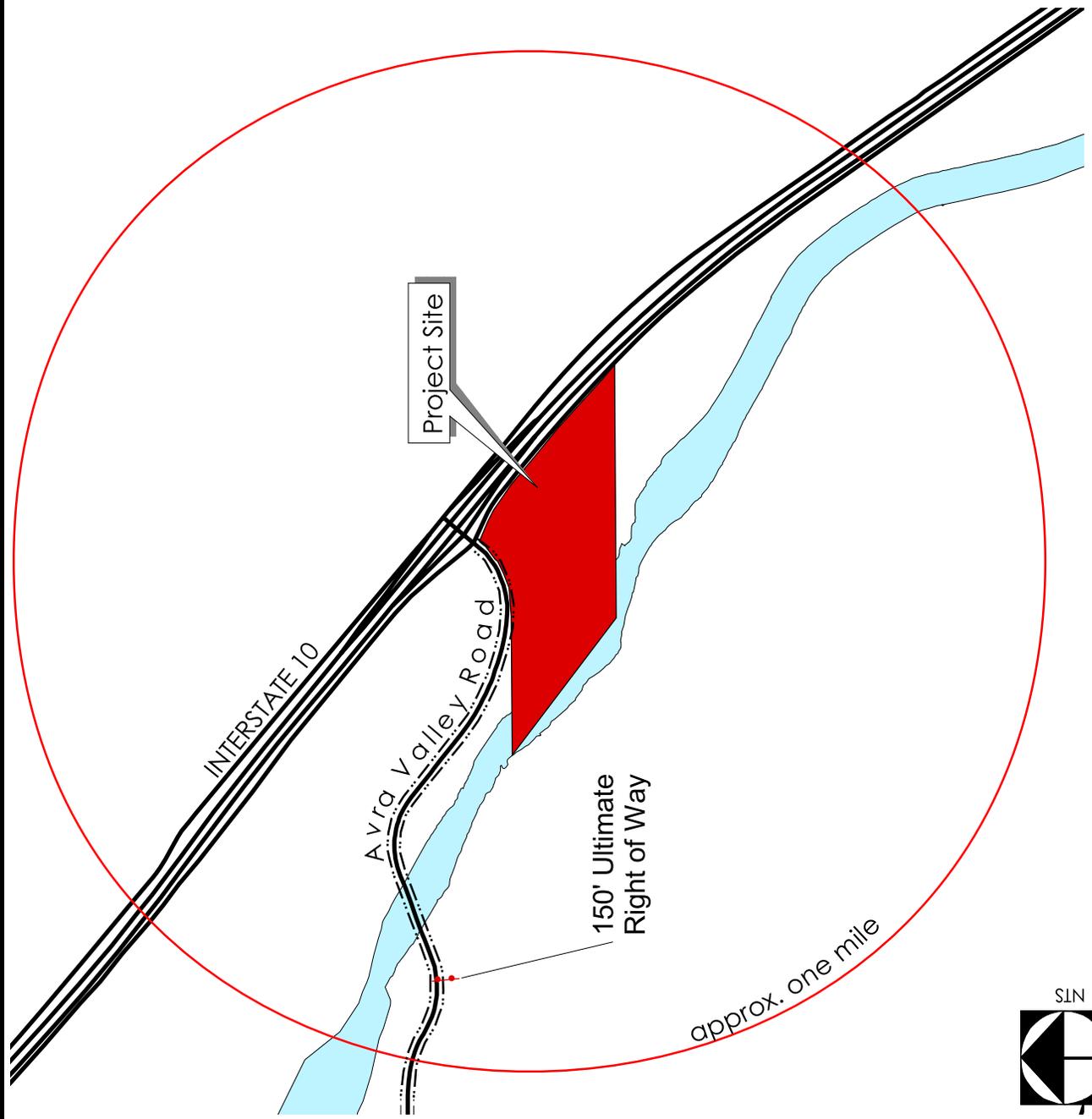
Interstate 10, east of the site, is a 6-lane, federally owned, state maintained, access-controlled highway and considered a “scenic route” by Pima County. I-10 provides 3 lanes in each direction separated by a wide median. The posted speed limit is 75 mph. The eastern Interstate-10 frontage road, is a one-way, one lane roadway that parallels I-10. The east frontage road merges with the freeway off-ramp prior to the intersection with Avra Valley Road. The posted speed limit is 55 mph. The western Interstate-10 frontage road is a two-lane, two-way roadway that parallels I-10. The frontage road remains separate from the freeway ramps near the intersection with Avra Valley Road. The posted speed limit is 55 mph. This road is currently 2-way in order to serve the existing businesses located south of the *AVGSP* site. In the future, ADOT will change the road back to one-way through re-striping.

Per Kimley-Horn & Associates' Traffic Impact Analysis Report (see Appendix), several major roadway improvements within the study area are in the planning stages - the most significant being the reconstruction of the Avra Valley Road/I-10 traffic interchange. While the PAG 2001-2025 Regional Transportation Plan (RTP) identifies the reconstruction of the Avra Valley/I-10 traffic interchange and the connection to Lambert Lane by 2025, funding has not been identified for these improvements.

Avra Valley Gateway Specific Plan

I-10 & Avra Valley Road
T12S, R12E, Sec. 8 & 9

EXHIBIT I-H.1
MAJOR ROADWAYS
MAP



I-I Sewer

1. **Capacity response letter**

According to the April 23, 2007 capacity response letter from Pima County Wastewater Management Department, "Capacity is available for this development". Connection can be made to the existing 18" sewer that serves Continental Ranch. An off-site connection will be required as the line is approximately 1500 feet southeast of the site.

2. **Existing public sewers**

Exhibit I-I.2 shows the existing sewer locations near the project site.

I-J Schools

This project will not be developed with residential uses.



**Pima County
Wastewater Management Department**

Michael Gritzuk, P.E.
Director

201 N. Stone Ave., 8th Floor
Tucson, Arizona 85701
(520) 740-6500

Visit our website:
<http://www.pima.gov/wwm>

April 23, 2007

Barbara Broussard
Carl Winters & Associates
270 N. Church Avenue
Tucson, AZ 85701

Capacity Response No. 07-058

RE: **Avra Valley Gateway Specific Plan, 127 Commercial Acres on Parcels # 226-01-006A, - 1180, -0190, -0200, -0210, -1220, -1230, -1250, -1260, -1270 & -0320. File Co7-06-06.**

Greetings:

The above referenced project is tributary to the Ina Road Water Pollution Control Facility (IRWPCF) via the Continental Ranch Interceptor.

A 12.5 MGD expansion of treatment capacity is now operational at the Ina Road Water Pollution Control Facility.

Capacity is available for this project in the 18-inch public sewer G-2000-048, approximately 1500 feet to the southeast of the properties.

This response should not be construed as a commitment for service or an allocation of capacity. It is an analysis of the existing system as of this date, and is valid for six months.

If further information is needed, please feel free to contact us at (520) 740-6500.

Respectfully,

Tim Rowe For

Jerry Stratton, P.E.
Manager, Wastewater Development Services

JS:ks

c: Subhash Raval, DSD
T12, R12, Sec. 08

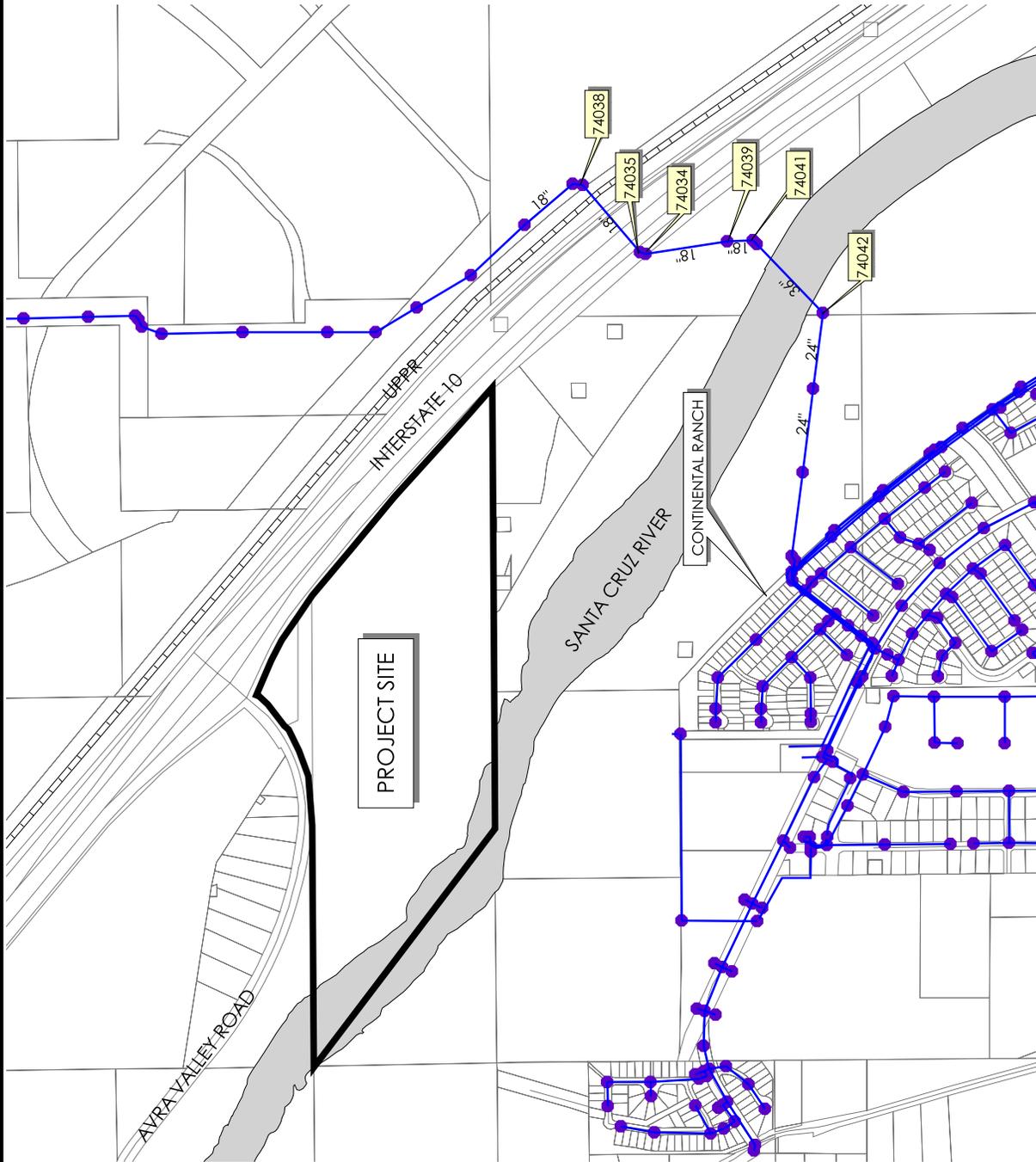
Avra Valley Gateway Specific Plan

I-10 & Avra Valley Road
T12S, R12E, Sec. 8 & 9

LEGEND

-  Manhole ID no.
-  Sewer line Manhole

EXHIBIT I-1.2
SEWER MAP



I-K Recreation, Open Space and Trails

1. **Parks, recreation areas and public trails.**

The Santa Cruz River Park (and associated trail) is the only park within one mile of the site. The river park runs along the western portion of the site and is readily accessible.

2. **Proposed trails.**

Avra Valley Road Right-of Way Trail # 16 runs from Sandario Road to the Santa Cruz River. In this area the Santa Cruz River Park Trail, is also part of the Juan Bautista de Anza National Trail that commemorates the route traveled by Anza during the years 1774 – 1776 en route to San Francisco.

I-L Cultural Resources: Archaeological and Historic Sites

1. **ASM Letter**

- a. An inquiry was made to the Arizona State Museum regarding the potential for archaeological remains (see Exhibit I-L.1). According to ASM, this property was surveyed by students in 1981. Since that time, parts of the property have been surveyed by professional archaeologists. The Avra Valley Road ROW was surveyed in 1994, 2 small areas (30 m. in diameter) were surveyed in 1995, and much of the area in Section 8 was surveyed by Statistical Research, Inc. (SRI) in 1991.
- b. No archaeological remains have been identified on the property.
- c. The Arizona State Museum has identified important archaeological sites within a one-mile radius of the project site. The “Los Morteros” and the “Huntington Sites” are in the vicinity, however they are located west of the Santa Cruz River.
- d. The Pima County Cultural Resources and Historic Preservation Office recommends that an on-the-ground survey be conducted by a qualified archaeologist prior to any ground modification activities.

2. **Existing sites**

No archaeological remains have been identified on the property. Two subterranean scales, two drainage ditches, a subterranean conveyor, and several utility easements were constructed on the site over a period of many years. None of these ground-disturbing constructions unearthed any archaeological or cultural resources.

3. **ASM recommendation**

A field survey shall be completed by a qualified archaeologist and the results shall be submitted with the development plan.

I-M Air Quality

Where applicable, development on the site shall comply with all Pima County Air Quality Standards.

Arizona State Museum
 P.O. Box 210026
 Tucson, AZ 85721-0026
 (520) 621-6302
 FAX: (520) 621-2976

Pima County Archaeological Records Check Form

E-mail Request Received: 2/19/2007

Records Check Completed: 2/20/2007

Requester Name and Title: Ms Barbara Broussard, Senior Planner
Company: Carl Winters & Associates
Address: 270 N. Church Ave.
City, State, Zip Code: Tucson 85701
Phone/Fax/or E-mail: Barbara@cpsbend.com

Project Name and/or Number	Project Description
Avra Valley Gateway Specific Plan	Multifunctional corridor for about 126.76 acres

Project Area Location: N and S of Avra Valley Road, W of I-10, E of the Santa Cruz River.

Legal Description: A portion of the SE of S8 and a portion of the S½, SW of S9, T12S, R12E, G&SR B&M, Pima County, Arizona.

Search Results: A records search for the proposed project area found that the properties have been subjected to three archaeological surveys: one 1981 inspection covered the entire project area and the other two inquiries in 1991 (an inspection of the levee) and 1994 (a corridor survey along the Avra Valley Road) covered only portions of the proposed project area. Two cultural resources are recorded within the proposed project boundary; one is a remnant of a historic railroad track and the other is the Avra Valley Road (SR 84). At least 17 surface inspections have been completed within a mile of the parcel; many of these were large block surveys, but not all. About 18 historic and prehistoric cultural resources are recorded within a mile radius of the project area; one prehistoric site, the National Register-eligible Los Morteros Site, is just across the river from the parcels under investigation. A 2005 aerial photo taken of the proposed project area (attached to this form) shows that the ground surface has been disturbed by road construction and by commercial development from a rock and gravel yard. Other disturbances are to small areas that have been bladed or graded; several vehicles and trailers or temporary sheds are parked on one of the properties. Otherwise, the majority of the ground surface within the parcels included within this project are covered in native vegetation and look undisturbed.

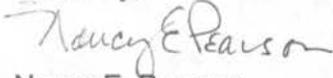
Sites in the Project Area: None.

Recommendations: Because Pima County has jurisdiction in the project area, Arizona State Museum abides by the county's results and recommendations. Pima County's cultural resources staff may make recommendations based on our search results or others. Should the county require additional archaeological investigation in this parcel, you may find a list of qualified archaeological contractors posted on our website at the following address:
<http://www.statemuseum.arizona.edu/profsvcs/permits/permittees.shtml>.



If you have any additional questions regarding this records search, please contact me at the address in the letterhead above or via the phone number or E-mail address as follows.

Sincerely,



Nancy E. Pearson
Assistant Permits Administrator
(520) 621-2096 Phone and Fax
nepearso@email.arizona.edu

I-N Composite Map

1. **Topography**

- a. There are no restricted peaks or ridges
- b. There are no rock outcrops on the site.
- c. The 15% and greater slopes indicated on the topography exhibit are predominantly manmade and associated with the CMID irrigation channels.

2. **Hydrology**

- a. The entire property is within a floodplain area. West of the levee is 100-year floodplain. East of the levee is 500-year floodplain.
- b. The sheet flooding areas on the project site have depths that range from 0.5 to 1.0 feet.
- c. The project site is located within federally mapped floodplain Zone X.

3. **Vegetation**

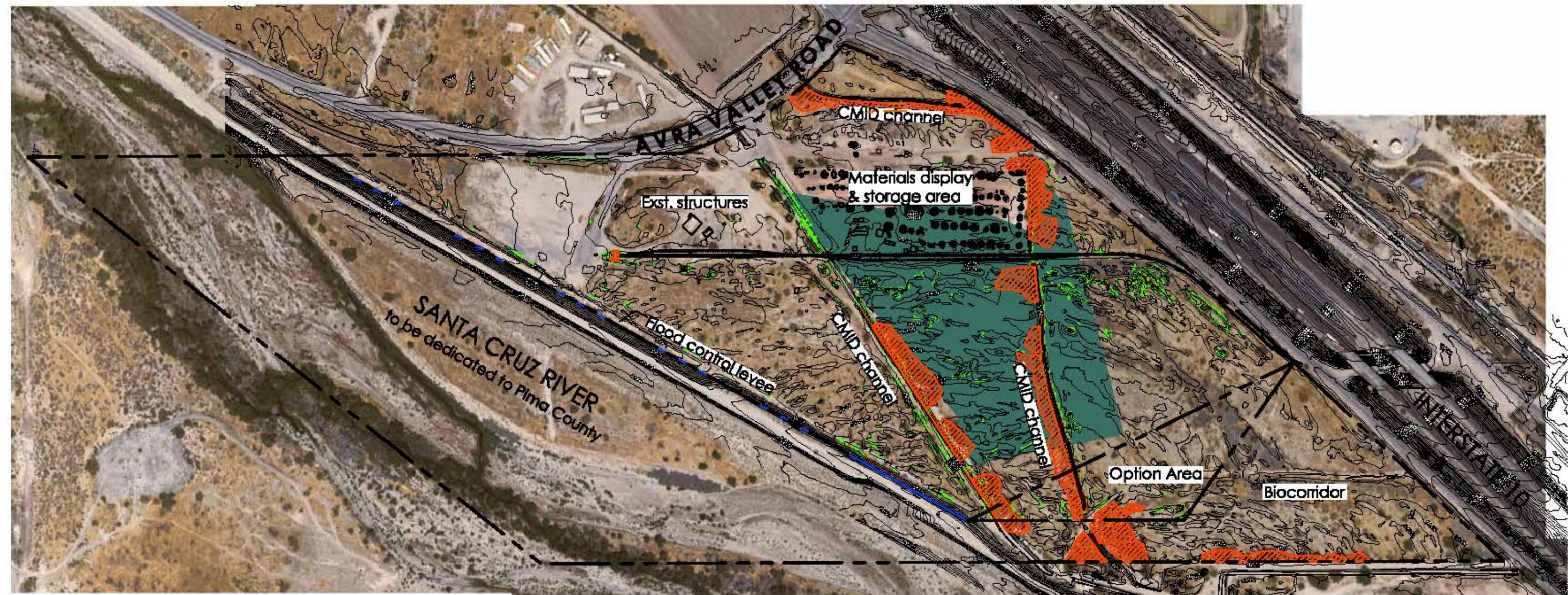
- a. Only small sections of the property have high-density vegetation.
- e. The existing vegetation does not provide significant soil stabilization.

4. **Wildlife**

- a. A wildlife corridor is proposed across the southern portion of the property

5. **Viewsheds**

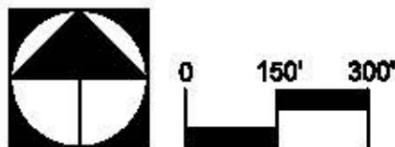
- a. A portion of the property, near the center, has the highest visibility, being visible from all vantage points.



LEGEND

-  15% & Greater Slope
-  25% & Greater Slope

-  High Density Vegetation
-  Highest Visibility (visible from all directions)



Notes

1. The area west of the levee is 100-year floodplain. The area east of the levee is 500-year, nonregulatory floodplain. Site drainage pattern is sheetflow.
2. There is no clearly defined wildlife habitat

**EXHIBIT I-N.1
Composite Map**

PART II

Land Use Proposal

PART II – Land Use Proposal

II-A Project Overview

Introduction

The *Avra Valley Gateway Specific Plan (AVGSP)* establishes guidance and regulatory measures for the development of approximately 101 acres located at the southwest corner of the intersection of Interstate 10 and Avra Valley Roads, in Pima County, Arizona. This Specific Plan document provides development regulations, programs, policies, and processes for implementation of the plan and its elements.

The *AVGSP* document, as adopted, replaces the current property zoning by superseding and supplementing the Pima County Zoning Code. A comprehensive set of Codes, Covenants and Design Guidelines are established with the adoption of this Specific Plan to assure a consistent level of development quality. While the Specific Plan is detailed in its regulations, it also provides both the County and the developer with needed flexibility over time.

The site lies within the Northwest Subregion of the Pima County Comprehensive Plan. The property was part of a Pima County initiated 126.8-acre Comprehensive Plan amendment (Co7-06-06) that was approved on February 13, 2007. The designation for 70.4 acres of the total was changed from 'RT', Resource Transition, to 'MFC', Multifunctional Corridor; preserving 56.4 acres as Resource Transition. The main purpose for the amendment was to ensure the protection of a County designated "Critical Landscape Connection" while providing for integrated appropriate development along Avra Valley Road. The *AVGSP* regulates the development of the site and establishes the conservation set-asides requested by the County. The rules and regulations surrounding the development of the Avra Valley Gateway property will be further defined and reinforced through a Development Agreement between the property owner and Pima County.

The *AVGSP* site, as noted in the Site Inventory, is especially well located. It is at the apex of two major means of transportation; Interstate 10 and the Marana Northwest Regional Airport. Over time, Marana Northwest Regional Airport is expected to become a major freight connection throughout the Southwest, as well as provide an excellent takeoff and landing location for the many private aircraft needing access to the northwest portions of the community. This site can provide corporate executives with air connection anywhere in the world for private planes, connection for transport or express users needing access for larger transport aircraft. Secondly, Interstate 10 connects the southern part of the United States, from Florida to California, with all parts of the United States. It is also proposed to become an important linkage in the CANAMEX, or connection of Mexico with Canada, trade routes, linking Mexico through Nogales, Arizona and Sonora, through Tucson and Phoenix, eventually connecting with Canada.

Biological Corridor

Since 2002, Pima County has indicated a desire for a Biological Corridor across the southern portion of the subject property. The Conservation Lands System (CLS) designations that apply to the site have been in place since the CLS was originally adopted by the Board of Supervisors in December 2001. The Conservation Lands System

designations that apply for the site include “Biological Core Management Areas” and “Critical Landscape Connection”. These areas are the focal point of efforts to secure a biological connector for wildlife traveling between the Tortolita and Santa Catalina Mountains and Tucson Mountain Park and Saguaro National Park – West Unit.

A specific proposal is being made as part of the accompanying Development Agreement for this Specific Plan to transfer approximately 10 acres upon adoption of this plan for the Biocorridor. In addition, by terms of the Development Agreement, the rail spur and associated rights will also be abandoned in favor of Pima County. This transfer will include an agreement that the owners may install a sewer line through the Biocorridor. The specific location of the sewer line will be determined at the time of the Development Plan and be coordinated with the pertinent agencies and departments so as to arrive at a solution that is favorable to the wildlife corridor while providing for efficient engineering. The disturbance created by the installation of any utilities, sewer or, water storage, will be revegetated.

The property owner is also offering additional acreage to Pima County to increase the size of the Biocorridor to approximately 13 ½ acres. This area is labeled “Option Area” on the plan and is approximately 3.58 acres. The Option Area will remain undeveloped unless Pima County surrenders its option. In that event, the Option Area will become part of the development envelope and the Biocorridor will be fixed at 9.9 acres.

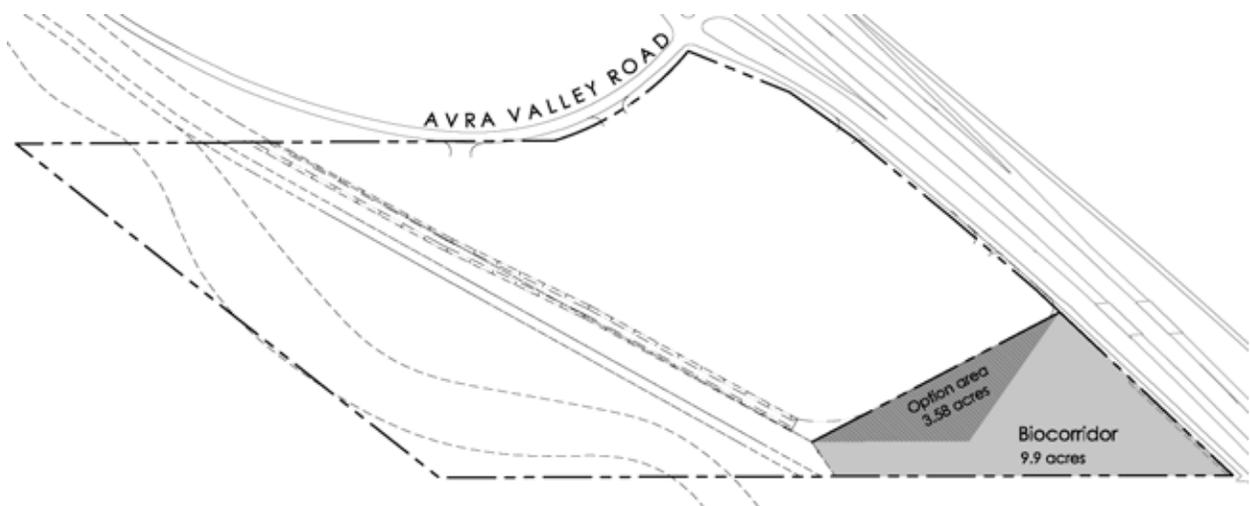


Exhibit II-A.1 – Biocorridor

Santa Cruz River

Approximately 32 acres of the project site is located west of the Santa Cruz River levee. This area has been designated by the CLS as “Important Riparian Area”. Regardless of the land uses assigned to the Specific Plan, this area shall be dedicated to the Pima County Flood Control District. This 32-acre area contains mostly sandy river bottom and riparian vegetation, with large cottonwoods along the water channel. While the Biocorridor will encourage wildlife to cross under Interstate 10 from the east, the riparian areas along the Santa Cruz River are crucial because they represent the first pocket of natural open space (east to west movement).

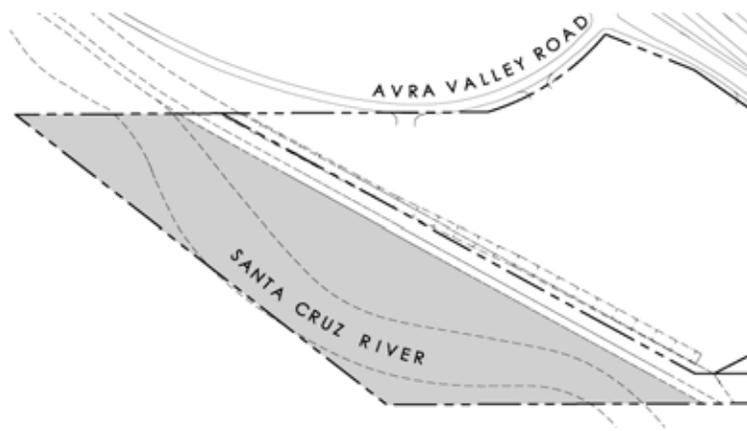


Exhibit II-A.2 - Santa Cruz River

Transition Area

To protect and encourage wildlife landscape connectivity and dispersal of biological resources, a transition buffer will be created to screen views, noise and light intrusion between the developed area and the Option Area (unless or until it is developed) and the Biocorridor. This Transition Area will be a minimum of 50 feet in width on the eastern edge to 150 feet wide on the western edge (see Exhibit II-A.3a). The Option Area side of the buffer will have up to a 10' high wall and/or wall/fill combination (see Exhibit II-A.4a). In the event that Pima County does not exercise their option for the additional 3.58 acres (the Option Area), the Biocorridor will become fixed at 9.9 acres and the Option Area will be developed. In this event, the transition area and wall will shift southward to the northern Biocorridor line (see Exhibits II-A.3b and II-A.4b).

This area shall be bound by the following design requirements:

- a. Development. The Transition Area may only contain parking, emergency access drives and/or low (daytime) occupancy buildings. "Low occupancy" means only day-workers present in low intensity uses such warehouses, storage, etc. No loading, unloading, or dumpsters will be permitted. In addition, no building will have its primary entrance located within the Transition Area.
- b. Lighting. Lighting within the transition area will not project above the height of the wall. No direct lighting shall be permitted in the Option Area (unless or until it is developed) or the Biocorridor.

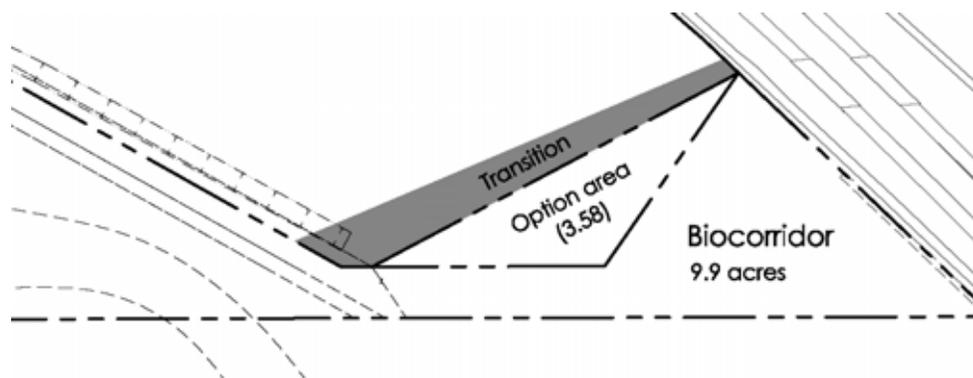


Exhibit II-A.3a -Transition Area

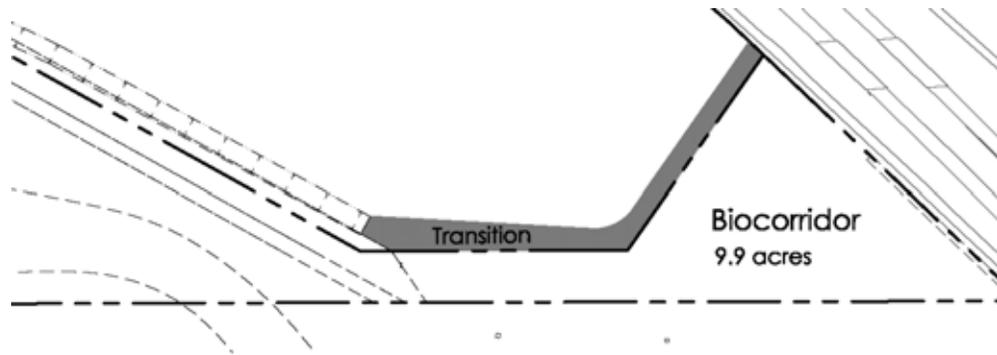


Exhibit II-A.3b Transition Area if and when Pima County does not exercise its Option

Conservation Lands System Status

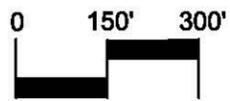
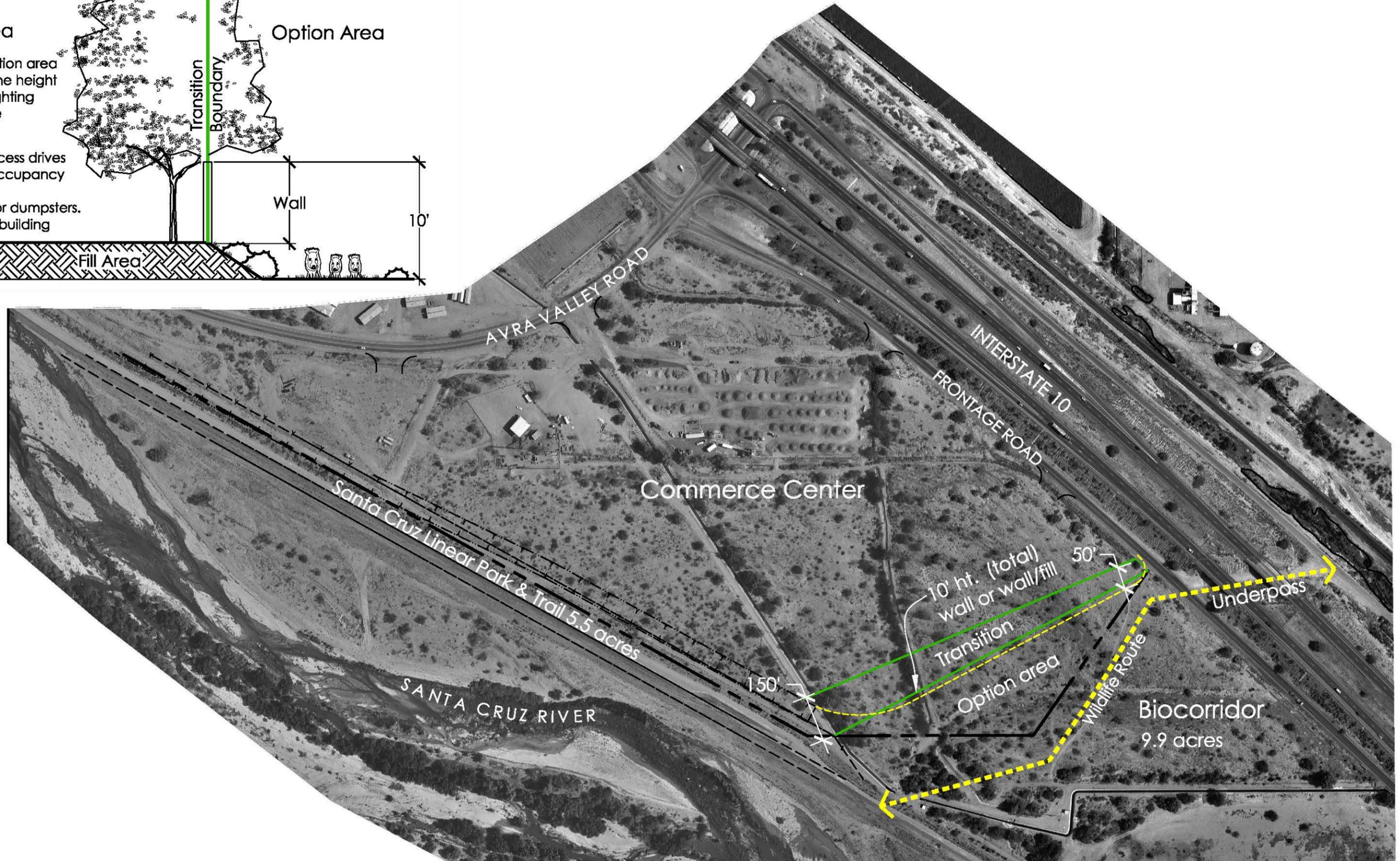
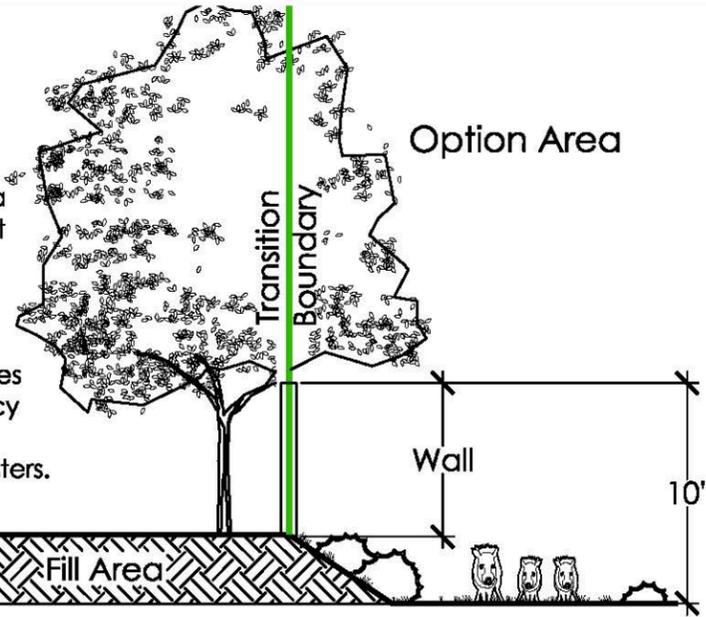
Upon ordinance adoption approving this Specific Plan and upon dedication of the Santa Cruz River, the Biocorridor, the linear park, and grant of the option, will confirm that the project's obligations to provide mitigation per the Conservation Lands System and Title 16 Riparian Protection and Mitigation Requirements have been fully satisfied.

Transition Area

Lighting within the transition area will not project above the height of the wall. No direct lighting shall be permitted in the Biocorridor

Parking, emergency access drives and/or low (daytime) occupancy buildings only.

No loading, unloading or dumpsters.
No primary access to a building

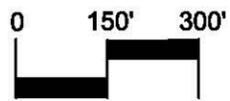
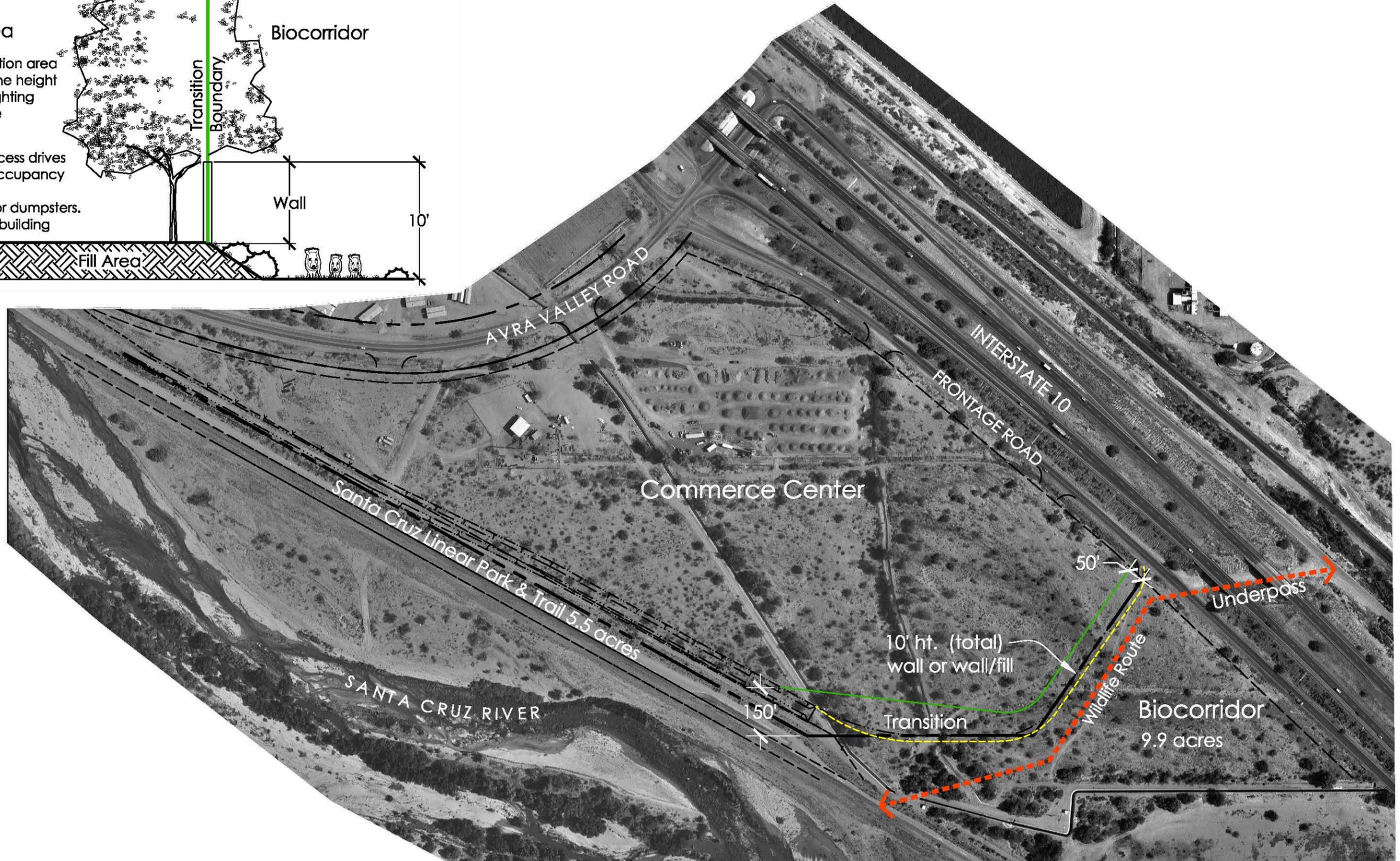
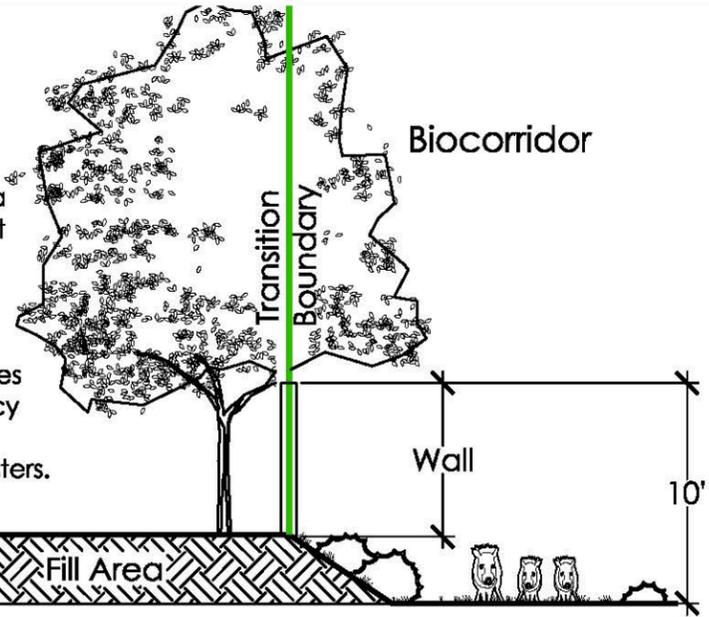


Transition Area

Lighting within the transition area will not project above the height of the wall. No direct lighting shall be permitted in the Biocorridor

Parking, emergency access drives and/or low (daytime) occupancy buildings only.

No loading, unloading or dumpsters.
No primary access to a building



Avra Valley Gateway Specific Plan

I-10 & Avra Valley Road
T12S, R12E, Sec. 8 & 9

LEGEND

CLS Designation

-  AGRICULTURE IN-HOLDINGS WITHIN CONSERVATION LANDS SYSTEM
-  AREAS OUTSIDE CONSERV. LANDS SYSTEM
-  BIOLOGICAL CORE MANAGEMENT AREAS
-  IMPORTANT RIPARIAN AREAS
-  MULTIPLE USE MANAGEMENT AREAS
-  SPECIAL SPECIES MANAGEMENT AREA
-  CLS AND RIPARIAN HABITAT DEVELOPMENT RESTRICTIONS SATISFIED

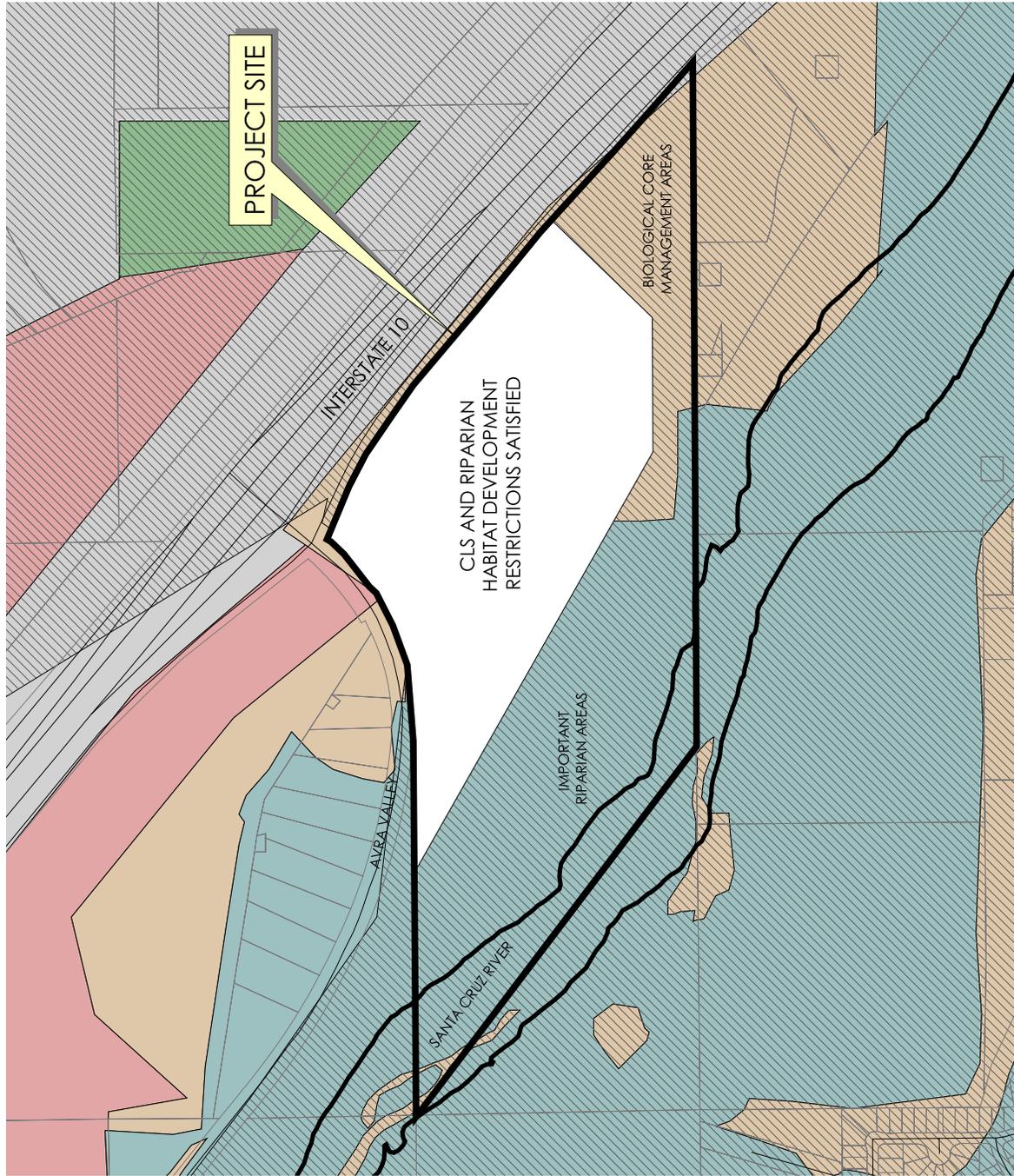


EXHIBIT II-A.5
CONSERVATION
LANDS SYSTEM
POST DEVELOPMENT



02016.00

II-B Land Use Proposal

1. Development Envelope

The *Avra Valley Gateway Specific Plan* development envelope is illustrated on Exhibit II-B.1.

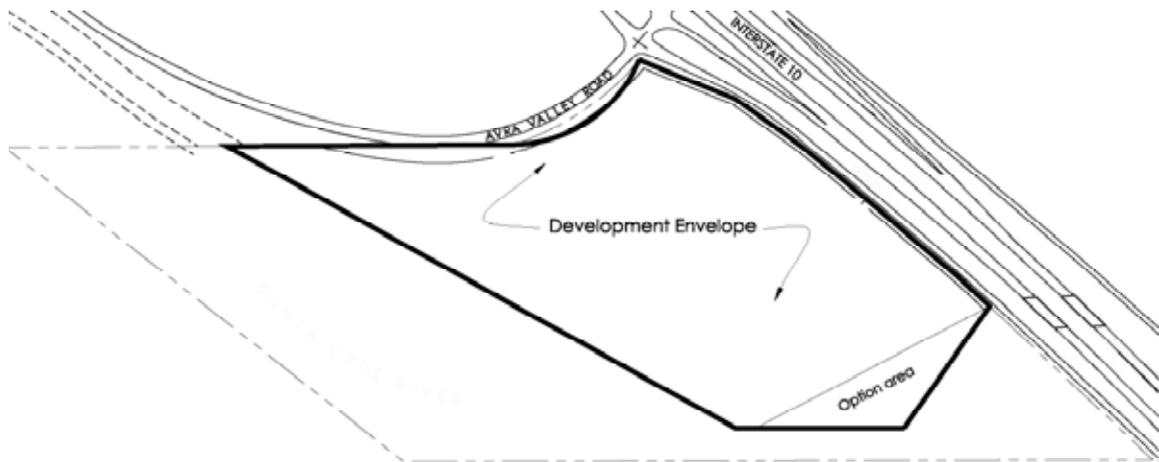
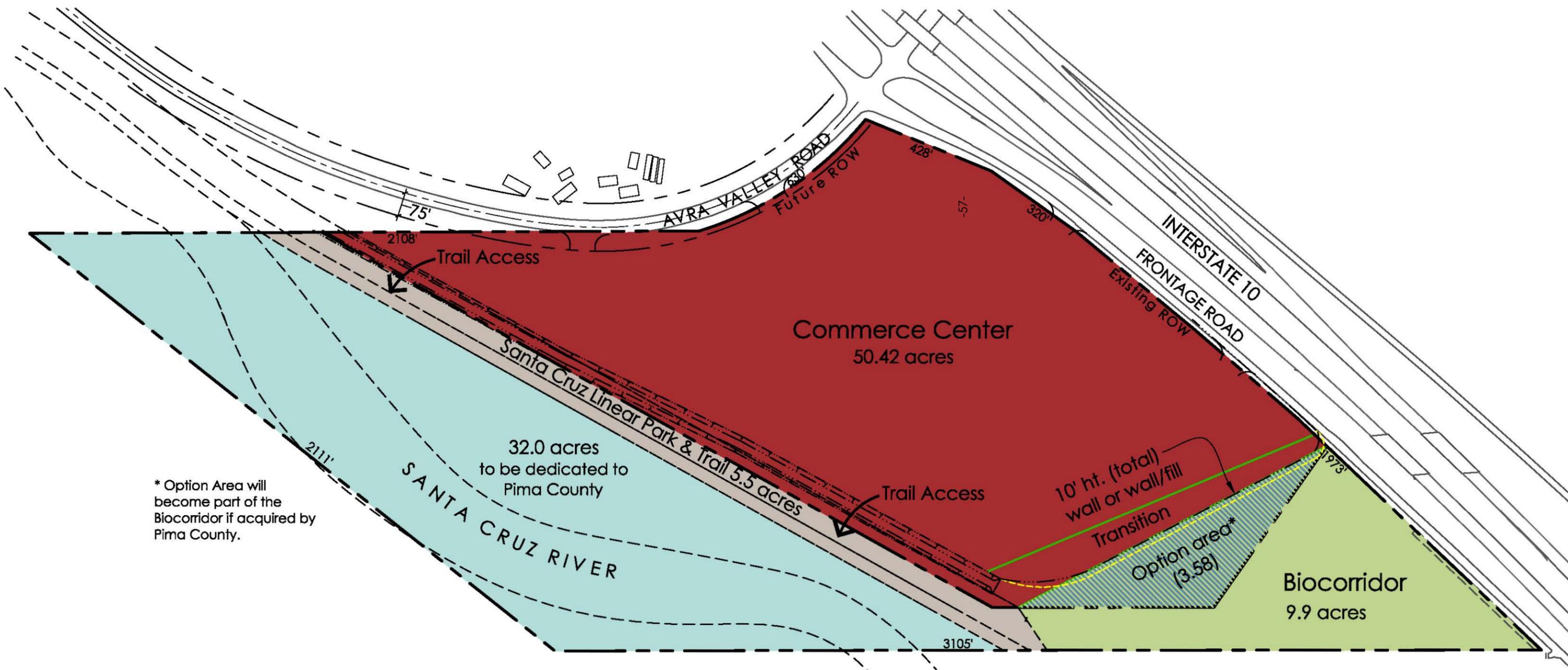


Exhibit II-B.1 - Development Envelope

Option Area: Pima County has or will have a 10-year option to the 3.58 acre area shown within the Development Envelope (Exhibit II-B.1). According to the terms of the option, the Option Area is to remain undeveloped (except for such wildlife promoting and protecting improvements necessary for its possible integration into the Biocorridor). Should the option not be exercised within 10 years, the Option Area may be developed consistent with Exhibit II-B.2b (Alternate) and cross section B on the Preliminary Drainage Plan (Exhibit II-E.1). In such event, the Transition Area will be relocated to the southern portion of the Option Area (northern Biocorridor line) as shown on Exhibit II-A.3b and Exhibit II-B.2b.

2. Land Use Plan

The Avra Valley Gateway Land Use Plan is included as Exhibit II-B.2a. In the event that Pima County does not exercise their option within the 10 years given, the plan will instead follow Exhibit II-B.2b.



* Option Area will become part of the Biocorridor if acquired by Pima County.

32.0 acres to be dedicated to Pima County

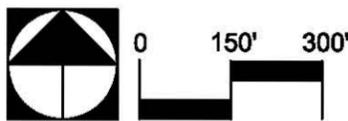
10' ht. (total) wall or wall/fill

Option area* (3.58)

Biocorridor 9.9 acres

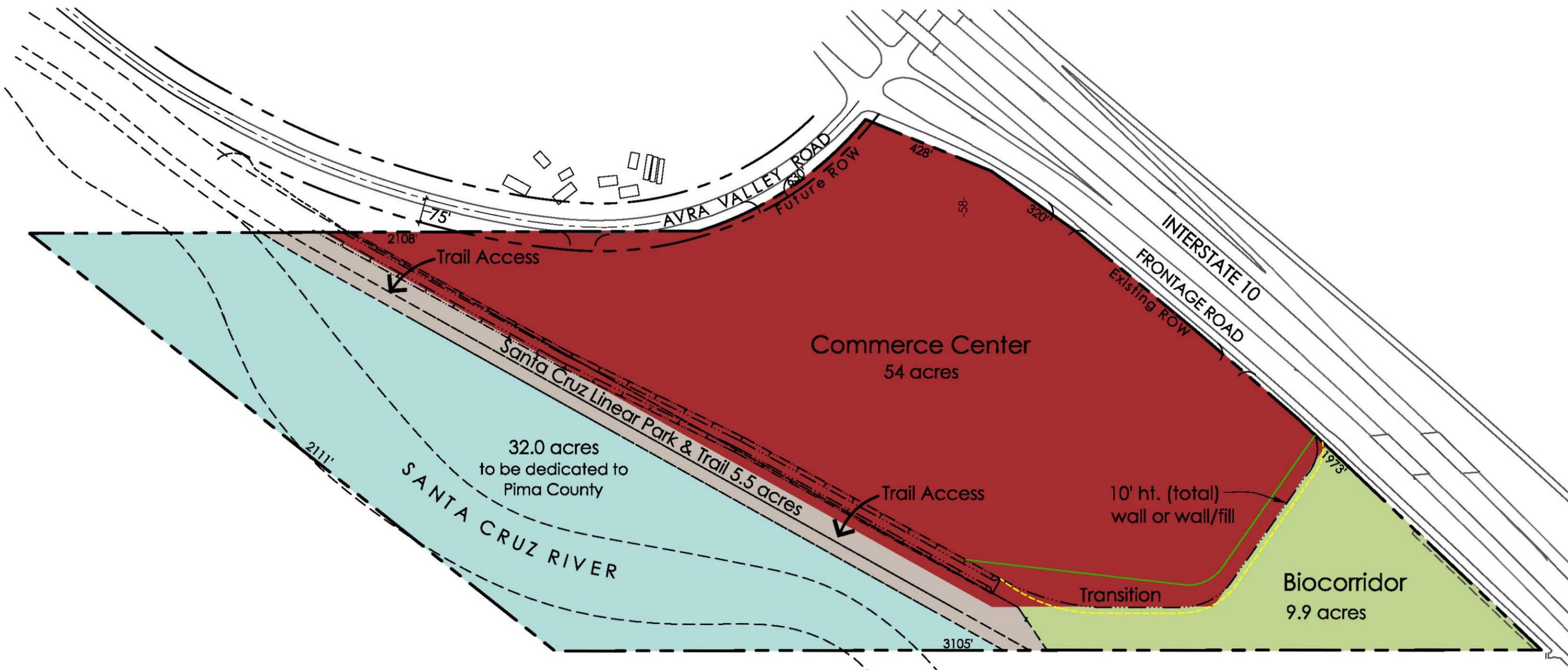
Notes

1. This property is not subject to the hillside development overlay zone.
2. All structures shall be connected to the public sewer in full compliance with Pima County Code Chapter 7.21.
3. Solid waste disposal will be in compliance with Pima County Code Chapter 7.25.



**Exhibit II-B.2a
AVRA VALLEY GATEWAY LAND USE PLAN**

09/19/2007
PR# 02016.00



Notes

1. This property is not subject to the hillside development overlay zone.
2. All structures shall be connected to the public sewer in full compliance with Pima County Code Chapter 7.21.
3. Solid waste disposal will be in compliance with Pima County Code Chapter 7.25.

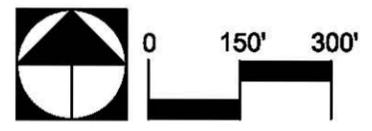


Exhibit II-B.2b
 AVRA VALLEY GATEWAY LAND USE PLAN - Alternate
 Option Not Exercised

09/19/2007
 PR# 02016.00

3. Characteristics of the proposed development.

The development proposal is the consummation of the Site Inventory, technical information, Pima County guidance, and market research. In addition, the proposed uses are an efficient use of public and private facilities and infrastructure and a furthering of the County's Comprehensive Plan for this area.

The plan focuses on regional opportunities. Because of the site's proximity to the Town of Marana, it is well located for regional industrial and commercial opportunities. In addition, the site's proximity to the existing towers of the Portland Cement plant, together with the buffering provided by the Rillito and Beacon Mountains, make this an ideal and compatible location for tall and large structures.

The site will be developed with a primary land use of "Commerce Center", offering opportunities for large-scale retailers, office complexes, industrial uses and headquarters. This will include a variety of elements clustered together and may feature one or more "Big Box" stores such as Wal-Mart, Target, Home Depot, Lowe's, with any number of other major retail or wholesale outlet stores. The 'Commerce Center' use designation will be similar to Pima County's CPI / CB-2 zones.

The layout of the site will concentrate the highest intensity uses along the north and northwestern portions of the site with the least intense uses located in the southeastern portion. "High intensity uses" mean uses that have many people and noise associated with them. Examples include parking structures, large-scale retail, gas stations, etc. "Low intensity uses" mean uses that have little or no noise, people or traffic. Examples include warehouses and storage, etc.

Commerce Center "CC"

Potential Uses Include (but not limited to):

- Large Scale Retail
- Shopping Center
- Auditorium
- Specialty Retail
- Tourism Commercial (commercial area designed to serve the needs of tourists and the vacationing and motoring public)
- Restaurants, including fast food
- Banking/Financial
- Hotel/Motel
- Parking Structures
- Commercial School, College
- Industrial or Trade School
- Trade show, Industrial/Agricultural show or exhibition
- Retail or Wholesale of Farm, Commercial and Industrial Equipment or Machinery
- Gasoline service station
- Offices
- Theaters, not including drive-ins
- Plant Nurseries and Home and Garden Supplies
- Car Washes
- General Manufacturing (as allowed in the CB-2/CPI zones)
- Radio and Television Broadcasting

- Microbrewery or distillery
- Newspaper Publishing
- Automobile Sales and Storage
- Veterinary kennels and hospitals
- Machinery Storage
- Ice and Cold storage plant
- Wholesale Business
- Storage Building or Warehouse (as allowed in the CB-2/CPI zones)
- Laboratory
- Construction and Landscape Materials retail or wholesale
- Professional Offices
- Banks and Savings and Loans
- General Offices
- Medical and Dental: Offices, laboratories, clinics, and pharmacies
- Veterinary clinics
- Financial Services: Accounting, auditing, bookkeeping, tax consultation, collection agencies, credit services, insurance and investment, security and commodity brokers, dealers and exchanges, insurance and financial planning.
- Public Service: Detective and protective services, employment services and public utility offices
- Hotels and Motels
- Financial institutions, including drive-through facilities
- Research including, research laboratories and facilities, developmental laboratories and facilities including compatible light manufacturing
- Manufacture, research, assembly, testing, and repair of components, devices, equipment, and systems (as allowed in the CB-2/CPI zones)
- Corporate and regional headquarter facilities and offices
- Automotive service stations
- Warehouse and distribution (as allowed in the CB-2/CPI zones)
- Printing, publishing and bookbinding

Prohibited Uses Include:

- Automobile or Metal Scrap Yards
- Recycling centers
- Contractor's yard
- Manufacturing involving any animal based products, any noxious materials, or any hazardous materials

Development Standards:

- Minimum Lot Area: None
- Minimum Lot Width: None
- Minimum Distance Between Main Buildings: None
- Maximum Building Heights:
 - Within 200 feet of Avra Valley Road and Frontage Road: 40 feet with the provision of “view corridors” between structures.
 - Outside of the scenic routes application area (200 feet), a maximum height of 65 feet applicable to 40 percent of the building area; remainder would be a maximum 44 feet. Higher buildings to be located closer to Avra Valley Road. *Structures must comply with all*

applicable County and State fire regulations with approval from the Northwest Fire District.

- Minimum Site setbacks:
 - Front: 30 ft. plus one-half of the required right-of-way width
 - Rear: no setback
 - Side - East: 30 ft. plus one-half of the required right-of-way width
 - Side - West: no setback
- Minimum Landscape Coverage:
 - Per Pima County Code 18.73
- Minimum Parking & Loading Requirements:
 - Per Pima County code 18.75

Development Data

Area A:	Commerce Center	54.0 acres
Area B:	Open Space (Santa Cruz River)	32.0 acres
Area C:	Biological Corridor	9.9 acres
Area D:	Linear Park	5.5 acres

Total: 101.4 acres

Note: Commerce Center includes Option Area unless purchased by Pima County

II-C Existing Land Use

1. **Effect of proposed development on existing land uses.**

There are existing uses on site that require the continued use of existing structures, machinery, ditches and utilities to maintain operations. These uses are planned to remain until the new construction begins. Relocation and alignment of utilities, road grading, and irrigation channel relocation will be done between the time the Specific Plan is approved and construction begins.

The two existing irrigation channels traversing the site, or portions thereof, may be relocated to the west edge of the property, along the east foot of the Santa Cruz River levee, upon agreement with the Cortaro-Marana Irrigation District (CMID). Discussions, inspections, and at least one meeting has occurred with the manager of CMID and presentation to CMID's board is pending (Steve Rivera, 240-9828).

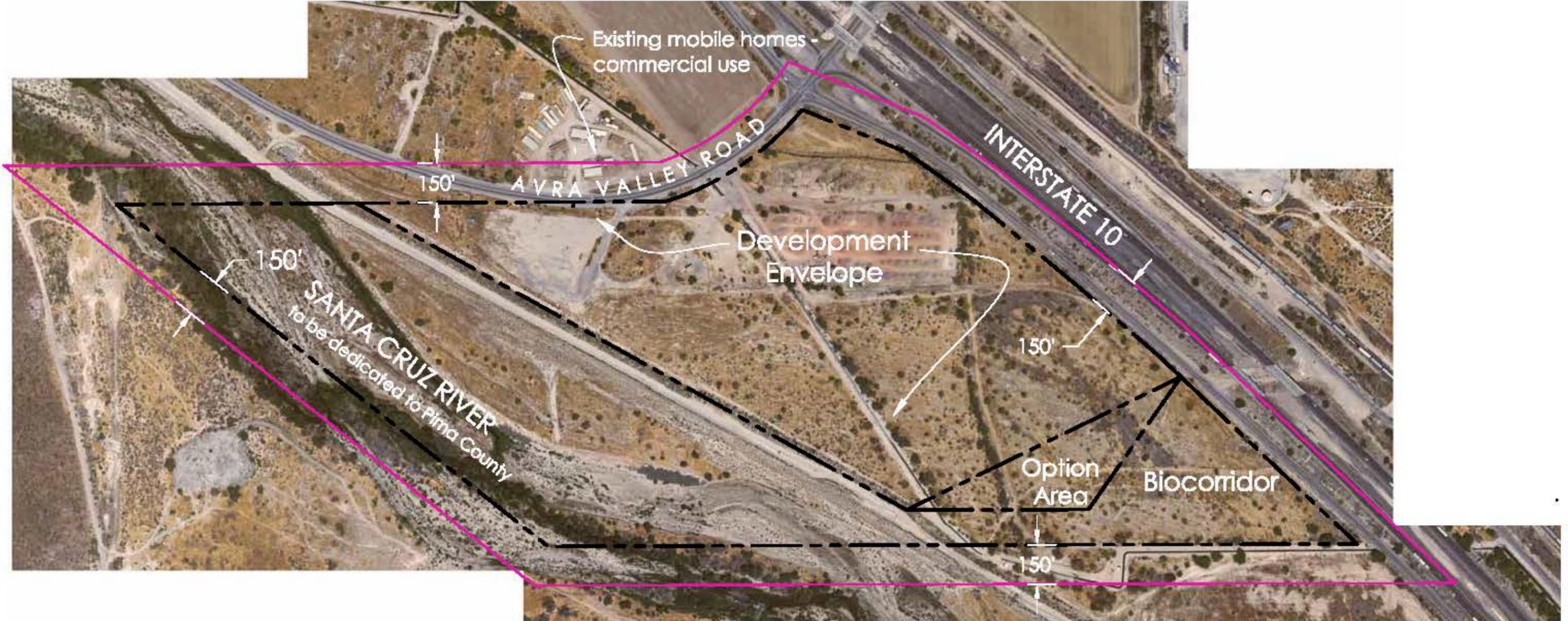
A Union Pacific spur railroad line serves the site. The rail spur and associated rights will be abandoned in favor of Pima County upon the adoption of this Specific Plan and the Development Agreement.

The Santa Cruz River will remain undisturbed and is being dedicated to Pima County.

2. **Comparison to surrounding development.**

Exhibit II-C.2 illustrates the surrounding area within 150-feet of the site. There are no subdivisions or other permanent structures directly adjacent to the site. There are existing mobile homes used for commercial purposes on the north side of Avra Valley Road.

The site's proximity to the existing towers of the Portland Cement plant; the height of the travel lanes of Interstate 10; and the buffering provided by the Rillito and Beacon mountains, make this an ideal and compatible location for tall and large structures. The development on the site will not have a negative impact on any residential areas in terms of views, light, noise or traffic, since the only residential use close to the site is to the south and it is buffered by the Biocorridor.



LEGEND

-  150' perimeter line
-  Property line



Exhibit II-C.2
Adjacent lots and structures within 150'

II-D Topography

1. The few 15% or greater slopes on the property are associated with the Cortaro Marana Irrigation District channels and do not qualify this property for HDZ status. The channels will be relocated and/or buried during development.
2. No HDZ set-aside is required or proposed.
3. The entire area of the "Development Envelope" may ultimately be disturbed and developed. The exact size will be determined at the time of development based on the final acquisitions by Pima County for the Option Area and on the final design for the Transition Area (see Exhibit II-B.1).
4. Site grading will be determined at the development plan stage, though a drainage and grading concept has been included (see Exhibit II-E.1). Due to the low average cross slope, large fill or cut slopes are not anticipated except as necessary for stormwater channelization.
5. All exposed slopes, will be constructed in strict compliance with the requirements set forth in the Pima County code.

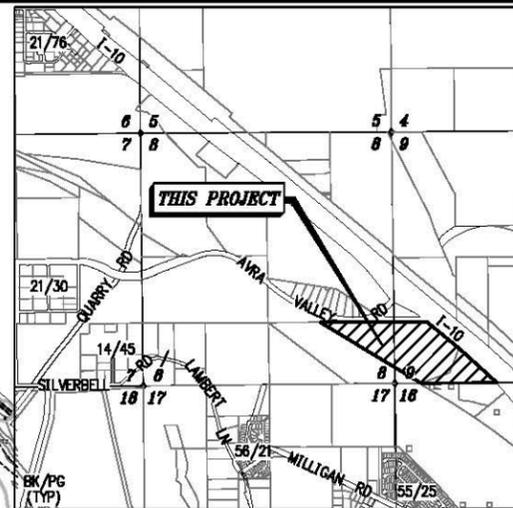
II-E Hydrology Plan

1. In 1994 JHK produced a design for ADOT Project No. IR-10-4-(102)PE (see Appendix). The future drainage outfall (Station 4740) south of the railroad overpass is scheduled to increase from 2 to 4 10 x 4 culverts, substantially increasing flow in this area. The State cannot increase discharge onto private lands without payment or consent. In meetings with then District Engineer, Dennis Alvarez, and attended by Laurel Parker, the owner offered the alignment in exchange for assistance with construction of the drainage outfall. This occurred before the Biocorridor was proposed. Now, and as described in a letter to C. H. Huckelberry in June 2005, an opportunity exists to re-vegetate the 15 acre area acquired from Wexler (the south ½ of the Biocorridor), to terrace the Biocorridor and to retain water redirected from ADOT's proposed outfalls at Stations 4745, 4751, and 4764. By requiring the applicant to salvage trees and shrubs from the development envelope into these broad terraced areas, the County starts to achieve its goal of a self-sustaining vegetated Biocorridor. This stands in sharp contrast to the concrete lined channels proposed by JHK to ADOT.
2. The preliminary grading and drainage plan (Exhibit II-E.1) proposes that runoff will be conveyed across the site predominately by sheet flow and directed towards existing points of concentration. All onsite storm water will be released into a proposed trapezoidal channel located on the east side of the Santa Cruz River Levee.
3. All offsite runoff emanating from the culverts beneath Interstate 10 (approximately 1,006 cubic feet per second (cfs)) will be diverted along the southeast side of the development by a proposed embankment adjacent to the Biological Corridor located south of the southern development boundary (see Exhibit II-E.1, Detail B). The embankment will have a screen wall to separate the development from the Biological Corridor and will be a minimum of 3 feet deep with earthen side slopes constructed at an angle of 6 horizontal to 1 vertical. The embankment will slope towards the Biological Corridor and continue to the southwest corner of the property. The Biological Corridor itself will require grading to direct runoff towards existing culverts and a proposed channel discussed below. It will be designed to provide on-line detention to 1) account for

possible Arizona Department of Transportation improvements, 2) to assist in the watering of the Biological Corridor, and 3) help insure that existing culverts are not over capacitated.

4. At the southwest corner a trapezoidal channel will intercept and convey the runoff to the north (see Exhibit II-E.1, Detail A). This channel will follow along the east side of the Santa Cruz Levee and will have a 25-foot bottom width and 3:1 and 2:1 side slopes and two 10-foot benches for access and landscaping. The 2:1 side slope is adjacent to the existing Santa Cruz levee and will be armored with hand placed rip-rap. The channel was rated to convey a total discharge of 650 cfs, at a depth of flow of 3.9 feet. This is less than the outflow capacity of the existing three-cell reinforced concrete box culvert (RCBC) constructed by Pima County as a part of the bank protection along the Santa Cruz River. The channel continues north and turns west to connect to an existing channel constructed as a part of the Pima County bank protection project, which conveys the runoff directly into the existing RCBC's located at station 1335+00 on the Santa Cruz River levee alignment. The confluence of the two channels will be armored to protect against erosion.
5. At station 1368+00 on the Santa Cruz River levee alignment, approximately 420 feet south of where the proposed channel begins, two existing 36" Reinforced Concrete Pipe's (RCP's) have been rated to convey a total of 73 cfs into the Santa Cruz River (Pima County, October 1997). The remaining bypass flow from concentration points SC2 and SC3 will continue directly into the proposed channel.
6. The existing Cortaro Marana Irrigation District (CMID) irrigation channels located onsite or portions thereof, may be relocated underground as a part of the final development of the site. Interim drainage and grading adjacent to the CMID easements will not affect the channels except at the existing weir crossings of them. The CMID canal will be undergrounded at this point.
7. None of the project features will encroach within the current Federal Emergency Management Agency (FEMA) 100-year regulatory floodplain for the Santa Cruz River. Existing runoff primarily sheet flows across the site and this condition must be mitigated in order to develop the site. Storm water runoff will be conveyed through proposed parking facilities, curb openings and pipes and delivered to the new channel and ultimately conveyed to the Santa Cruz River. All stormwater conveyance structures will be designed according to current Town of Marana design standards.
8. This project will not result in any impacts to offsite parcels either upstream or downstream of the proposed development. The stormwater facilities for this project will reduce existing flooding problems at the I-10/Avra Valley Road intersection and provide water-harvesting opportunities that will benefit the vegetation in the Biological Corridor.

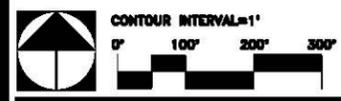
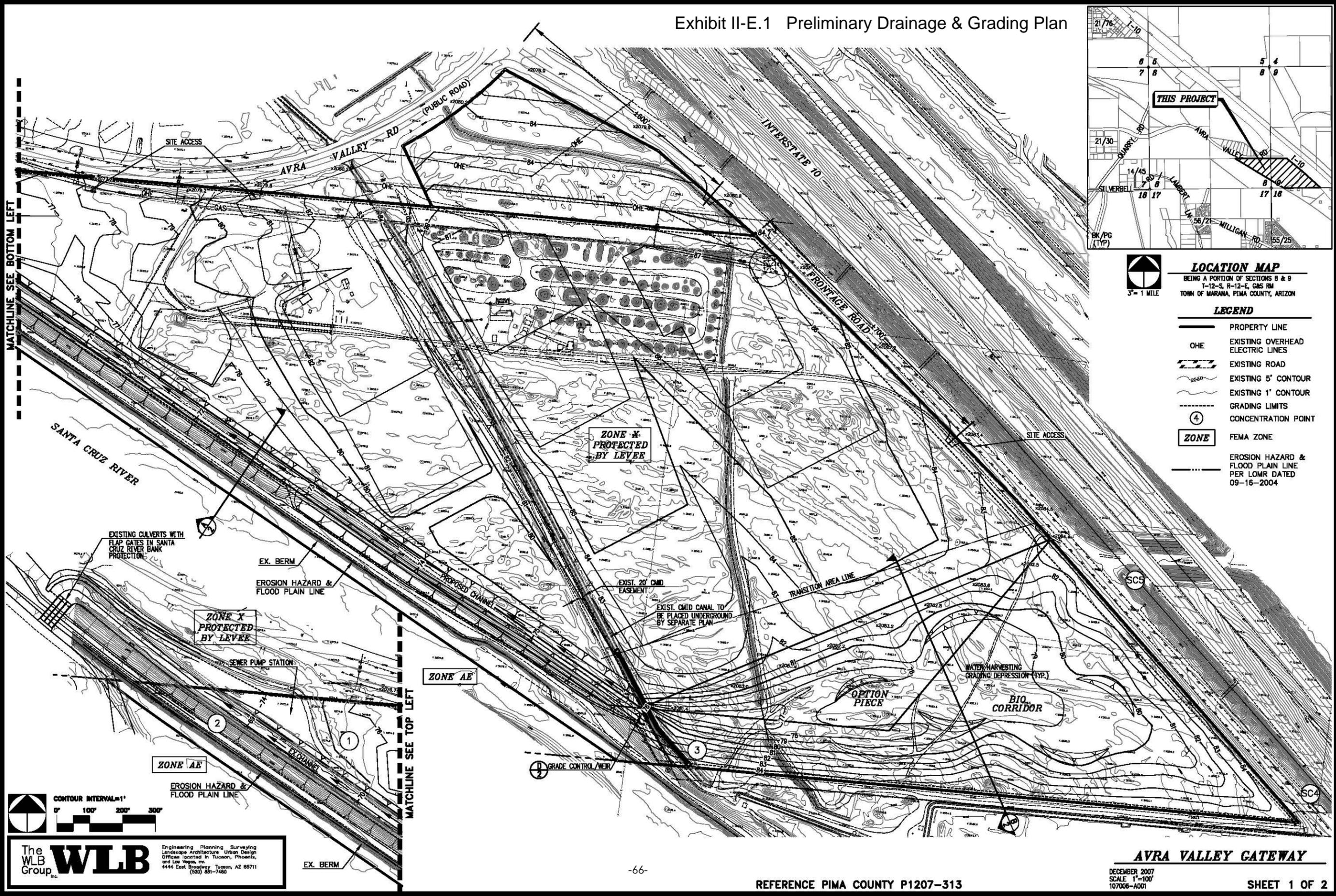
Exhibit II-E.1 Preliminary Drainage & Grading Plan



LOCATION MAP
BEING A PORTION OF SECTIONS 8 & 9
T-12-S, R-12-E, G&S RM
TOWN OF MARANA, PIMA COUNTY, ARIZON

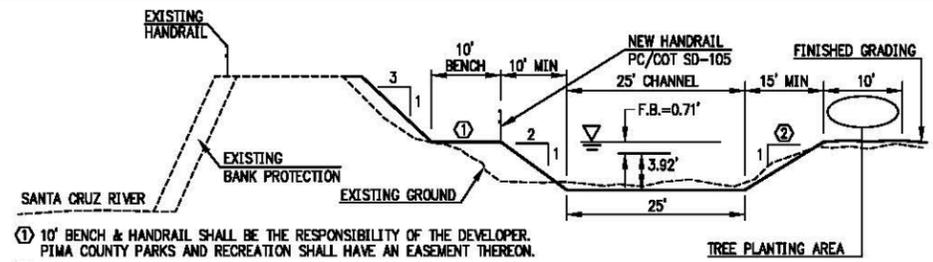
LEGEND

- PROPERTY LINE
- EXISTING OVERHEAD ELECTRIC LINES
- EXISTING ROAD
- EXISTING 5' CONTOUR
- EXISTING 1' CONTOUR
- GRADING LIMITS
- CONCENTRATION POINT
- FEMA ZONE
- EROSION HAZARD & FLOOD PLAIN LINE PER LOMR DATED 09-16-2004

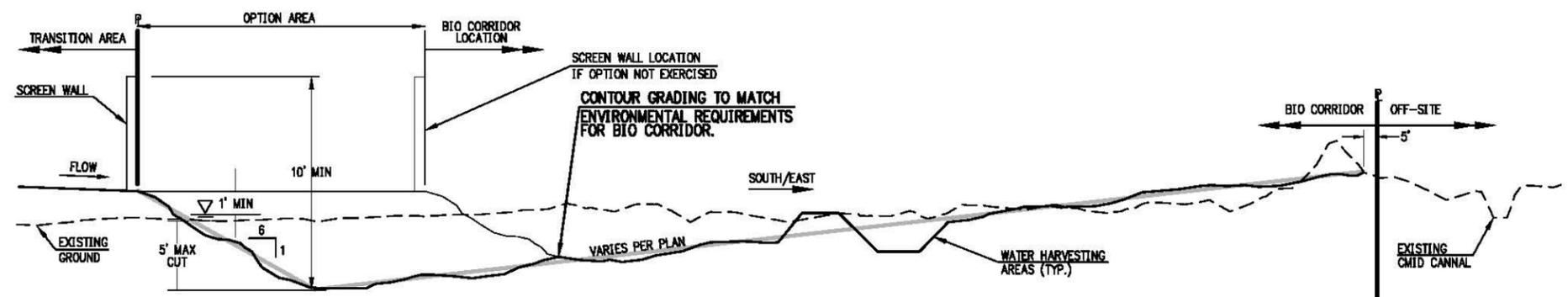


The WLB Group, Inc.
Engineering Planning Surveying
Landscape Architecture Urban Design
Offices located in Tucson, Phoenix,
and Las Vegas, NV
4444 East Broadway Tucson, AZ 85711
(520) 881-7480

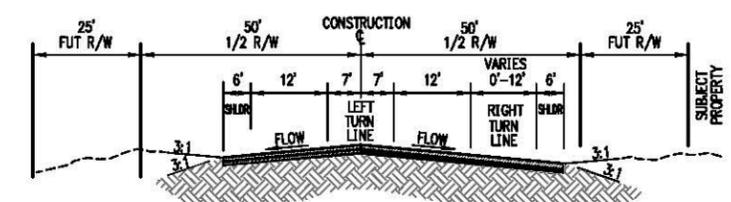
N:\107006\CONCEPT\PT12-10-01.dwg Plotted: Feb 16, 2008



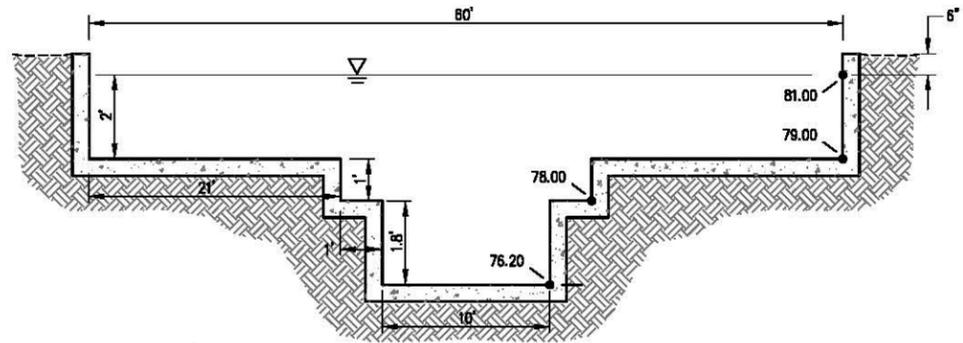
A CHANNEL CROSS SECTION
THIS IS A CONCEPTUAL CROSS SECTION - FINAL DESIGN TO BE APPROVED BY PIMA COUNTY NTS



B BIO-CORRIDOR CROSS SECTION
THIS IS A CONCEPTUAL CROSS SECTION - FINAL DESIGN TO BE APPROVED BY PIMA COUNTY NTS



C AVRA VALLEY ROAD TYPICAL SECTION NTS

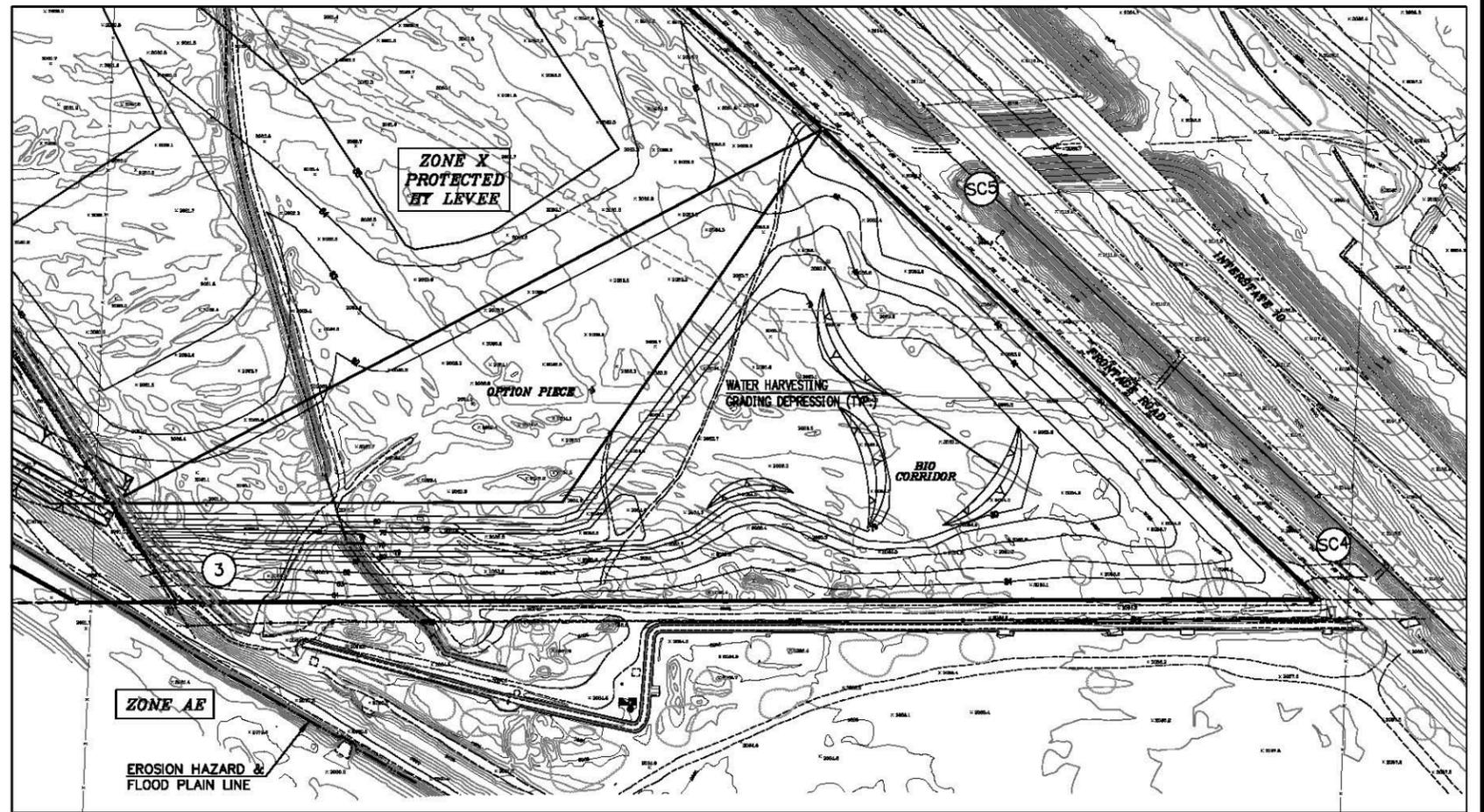


D WEIR DETAIL NTS

TABLE OF 100-YEAR POST-DEVELOPED PEAK DISCHARGES		
CONC. PT	DRAINAGE AREA (ac)	Q100 (cfs)
1	43.0	312
2	4.9	12
3	13.5	36

100-YEAR OFFSITE DISCHARGES		
CONC. PT	DRAINAGE AREA (ac)	Q100 (cfs)
SC2	---	123
SC3	---	69
SC4	---	260
SC5	---	554

Offsite discharges excerpted from "Offsite Drainage Investigations-Lower Santa Cruz River Lavee Project-Phase 1" (Pima County, May 1997)



E OPTIONAL BIO CORRIDOR GRADING NTS

The **WLB** Group, Inc.
Engineering Planning Surveying
Landscape Architecture Urban Design
Offices located in Tucson, Phoenix,
and Las Vegas, NV.
4444 East Broadway Tucson, AZ 85711
(520) 881-7480

N:\107006\CONCEPT\PT2-10-02.dwg Plotdate: Feb 16, 2008

II-F Vegetation

1. This property does not contain a significant amount of vegetation that is worthy of preservation or salvage. A considerable amount of the vegetation consists of tamarisk and other invasive species that have sprouted along the irrigation channels (see Exhibit I-E.2).

A Native Plant Preservation Plan will be prepared in compliance with P. C. Code, Section 18.72 to address the disposition of any salvage-worthy native vegetation based on the code and the Arizona Native Plant Law. Any plants salvaged from the development envelope, shall be placed in an on-site nursery and be used to revegetate individual parcels or transferred to the Biocorridor as part of its revegetation. The two existing irrigation ditches traversing the site will be relocated to the west edge of the property, along the east foot of the Santa Cruz River levee, upon agreement with the Cortaro-Marana Irrigation District.

The area within the Biocorridor is lacking sufficient vegetation to serve as wildlife habitat and vegetation will be added to this area either through salvage and transplanted from onsite, or from new nursery stock. Any disturbance created by the installation of utilities, sewer, or drainage channels will be revegetated with native plants.

2. To protect and encourage wildlife landscape connectivity and dispersal of biological resources through the Biocorridor, a Transition Buffer will be created to screen views, noise and light from intrusion. This buffer will be located at the edge of the development envelope.
3. The Biocorridor will be used as a revegetation site for purposes of compliance with the Native Plant Preservation and Landscaping Ordinances (Pima County Zoning Code 18.72 and 18.73) plants to be salvaged as well as mitigation plantings from the developed area may be relocated to the Biocorridor.

II-G Wildlife

1. The Biocorridor and the Option Area (unless or until it is developed) will be preserved to provide for wildlife habitat and landscape connectivity and dispersal of biological resources. The Transition Area will provide additional buffering and habitat to screen the development on the northern portion of the site.

To protect and encourage wildlife landscape connectivity and dispersal of biological resources through the Biocorridor, a transition buffer will be created to screen views, noise and light intrusion. This Transition Area will be located at the edge of the development envelope and be a minimum of 50 feet in width on the eastern edge to 150 feet wide on the western edge. The Biocorridor side of the buffer will have a total of 10-foot high wall and/or wall/fill combination (see Exhibit II-A.4a and II-A.4b).

This area shall be bound by the following design requirements:

Development. The Transition Area may only contain parking, emergency access drives and/or low (daytime) occupancy buildings. No loading, unloading, or dumpsters will be permitted. In addition, no building will have its primary entrance located within the Transition Area.

Landscaping. The development area will be physically separated from the Option Area (unless or until it is developed) and the Biological Corridor by a wall. The Biological Corridor will be used as a revegetation site for purposes of

compliance with the Native Plant Preservation and Landscaping Ordinances (Pima County Zoning Code 18.72 and 18.73).

Lighting. Lighting within the transition area will not project above the height of the wall. No direct lighting shall be permitted in the Option Area (unless or until it is developed) or the Biocorridor.

II-H Soils

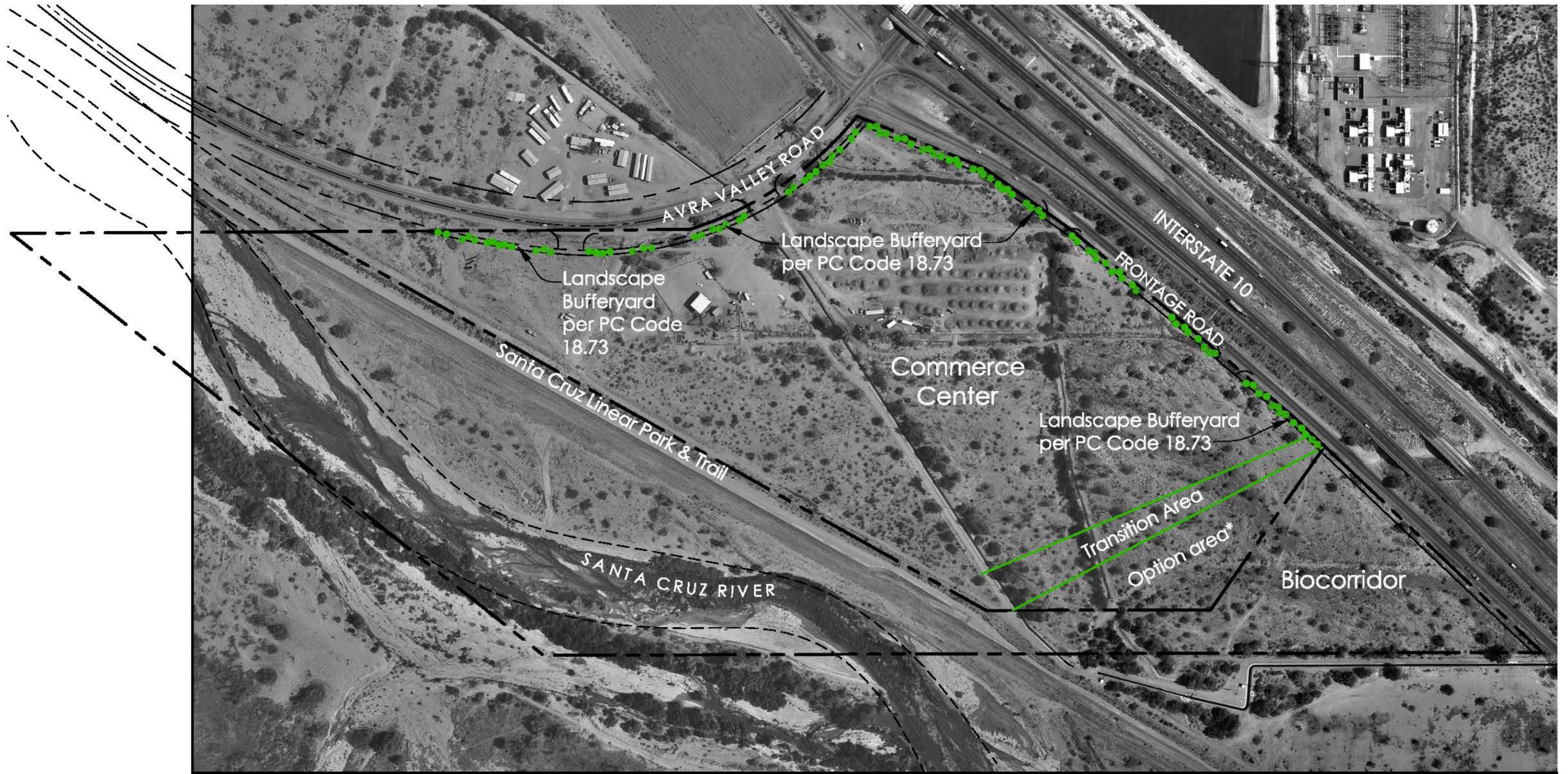
1. Septic systems are supported by the Pattison Evanoff soils report.

II-I Buffer Plan

1.
 - a. Landscape buffering will be provided along Avra Valley Road and the Interstate frontage road. Bufferyards will be configured at the time of development based on proposed use and in compliance with Pima County Code Section 18.73 (see Exhibit II-I.1a and II-I.1b).
 - b. To protect and encourage wildlife landscape connectivity and dispersal of biological resources through the Biocorridor, a transition buffer will be created to screen views, noise and light from intrusion. See Section II-A for specifics.

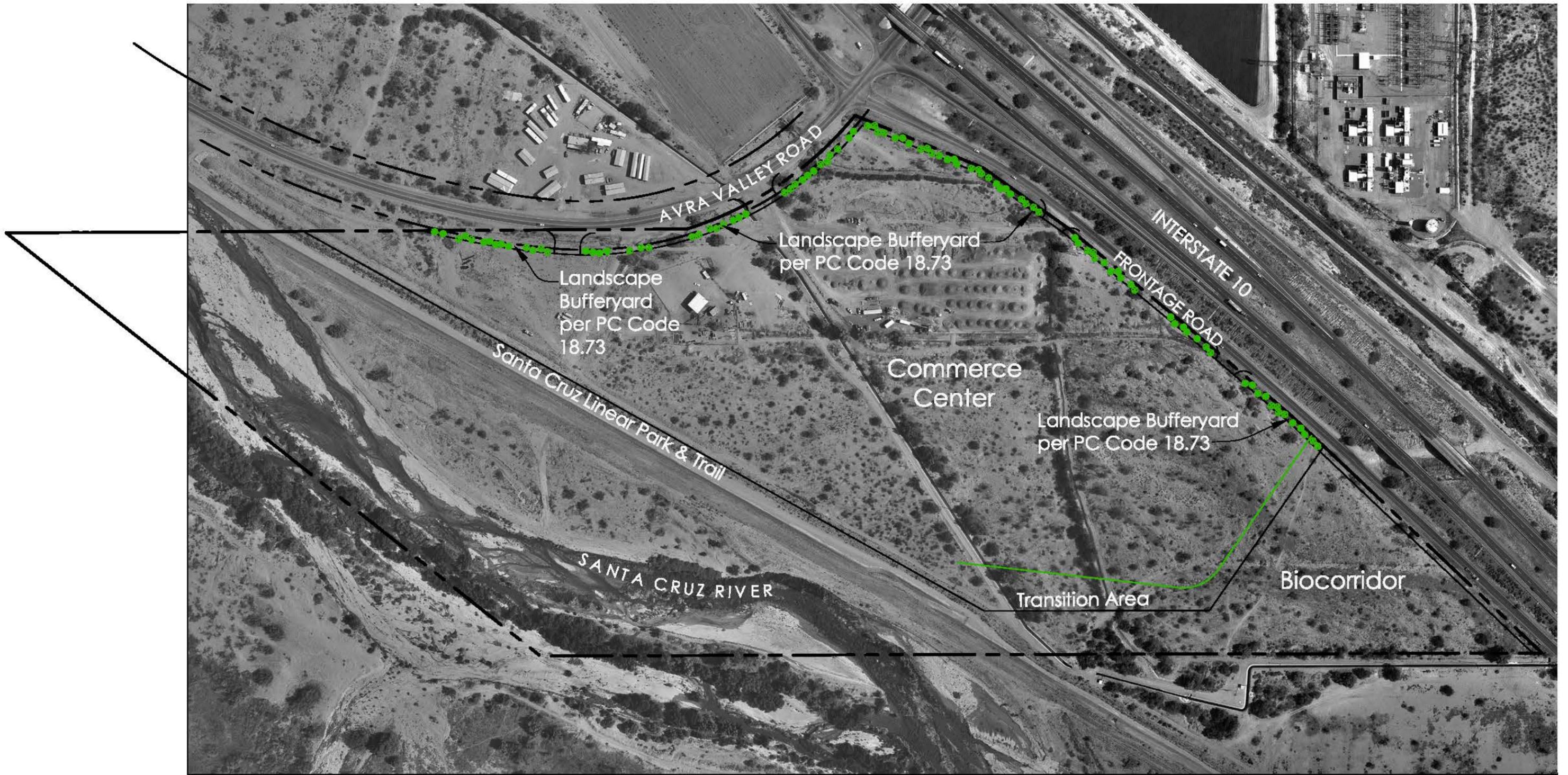
II-J Viewsheds

- a. Development of the site will block the view of the far distant mountains to the south and the east unless view corridors are provided. The Beacon and Rillito Mountains will still be visible from the 28-foot high Interstate 10 eastbound travel lane, either viewed directly over rooftops on the site or “peek-a-boo” between tall structures. Because Interstate 10 is considered a scenic route by Pima County, an exemption must be granted by the Design Review Committee in order for the buildings onsite to exceed 24-feet in height within 200 linear feet of the Interstate.
- b. Attention will be paid to the scenic quality of development especially in the portion of the site with the highest visibility. All aspects of the design from shape, color, texture, size, and materials shall be considered to create an aesthetically pleasing development.



* Option Area will become part of the Biocorridor if acquired by Pima County. If the option is not exercised, that area will be part of the Commerce Center (see Exhibit II-I.1 Alternate).





II-K Traffic

1. Access into the site is planned via Avra Valley Road and the West 1-10 Frontage Road. The main driveways along Avra Valley Road are proposed to be located approximately 450 feet and 1065 feet west of the existing West 1-10 Frontage Road intersection. These driveways are anticipated to provide full access during all analysis years even with the widening of Avra Valley Road to 4-lanes. Additional smaller driveways may be planned along Avra Valley Road between the 1-10 interchange and the main site driveway. These driveways will be limited to the County's driveway spacing guidelines. Under existing conditions, these smaller driveways will not be restricted in terms of turning movements but may be limited to right-in, right-out after the widening of Avra Valley Road.

Access rights to the I-10 frontage road were established by documents 2549 page 148 and 2549 page 149, and by the existence of the old Avra Valley Road intersection with the frontage road. The connections to the West 1-10 Frontage Road are proposed to be located approximately 755 feet and 1445 feet south of the Avra Valley Road intersection. Since the 1-10 Twin Peaks Interchange project will convert frontage road operations to one-way between Avra Valley Road and Cortaro Road, this driveway will be limited to right-in, right-out. It should be noted that the reconstruction of the 1-10 Avra Valley Interchange will merge the eastbound ramps with the frontage roads and may result in the relocation of the Eastbound 1-10 on-ramp further south. According to the *Interstate-10 General Plan Tangerine Road to Ruthrauf Road*, dated December 1993, preliminary plans for the 1-10 Avra Valley Interchange indicate that this relocation may be as far as 2,500 feet south of Avra Valley Road. Typical ADOT policy (and Federal Highway Administration - FHWA) restricts local direct access along the frontage roads between the cross-street and the freeway ramp. This is typically done in order to prevent additional conflicts between weaving and merging traffic patterns since typical ramps are located within 600 feet of the cross-street. This project is based on the continued use of the frontage road access; if this access cannot be maintained after the interchange construction, additional improvements may be needed. It is not anticipated that the I-10 Avra Valley Road Interchange will be reconstructed in the next 10 years but this issue should be re-evaluated during the interchange design process. This would need to be coordinated with the Pima County, ADOT, and FHWA.

2. Per Kimley-Horn & Associates' Traffic Impact Analysis, there are several planned improvements in the immediate area related to the frontage road operations, the widening of Avra Valley Road, and the extension of Lambert Lane. While all of these projects are included in the *PAG Regional Transportation Plan* under the "Medium Period" (2010-2020), the scope of each project has not been fully identified. As such, the following assumptions were made: For opening year, it is understood that the construction of the Twin Peaks 1-10 Interchange would convert the operations of the 1-10 Frontage Roads to one-way between Avra Valley Road and Cortaro Road. While the design of the frontage road intersections along Avra Valley Road have not yet been addressed as part of the Twin Peaks Interchange project, it is assumed that the improvements may be limited to restriping. As such, it was assumed that the existing frontage road and ramp intersections along Avra Valley Road would remain and that spot improvements would be made. It should be noted that the 1-10 bridge over Avra Valley is not wide enough to allow for left-turn lanes to be installed and the provision of traffic signals would result in a "grid-lock" condition between the closely spaced intersections. Analysis was completed largely under existing conditions since improvements to the intersections along Avra Valley Road cannot be achieved without reconstruction of the 1-10 interchange.

Based on Kimley-Horn’s discussions with ADOT staff and the project team, the following improvements and issues have been identified for further analysis and consideration. An interim solution is to relocate the existing two-way frontage road through the Avra Valley Gateway development. This roadway would allow for improved access. The I-10 eastbound on-ramp would remain separate from the relocated frontage road. With the reconstruction of the Avra Valley Road traffic interchange, it may be desirable to locate the I-10 eastbound on-ramp as close as possible to Avra Valley Road that may result in additional development access onto the frontage road. The PAG 2001-2025 Regional Transportation Plan (RTP) includes the reconstruction of the Avra Valley/I-10 traffic interchange and connecting Lambert Lane to the Avra Valley Road traffic interchange.

3. Kimley-Horn & Associates indicates that the intersection of Avra Valley Road and the west I-10 frontage road is anticipated to operate at unacceptable levels of service during the opening year under the existing laneage. The southbound through and left turning movements are expected to experience significant delays waiting for acceptable gaps in traffic along Avra Valley Road. While the provision of a traffic signal could improve traffic operations, it is not recommended that a traffic signal be provided at this location due to the close proximity of the eastbound I-10 on-ramp.

Traffic operations are anticipated to improve with the relocation of the west I-10 frontage road to the west. The relocation of the frontage road will likely require a coordinated effort with ADOT and Pima County and may be part of the frontage road conversion associated with the Twin Peaks Interchange project. By 2012, if the proposed improvements have been completed, all study area intersections and site driveways are anticipated to operate at acceptable levels of service.

4. The estimated Average Daily Trips to and from the site are anticipated to be as follows (based on ITE, **Trip Generation Manual**, 7th ed):

<u>Use</u>	<u>Daily Rate</u>
Office Park	218,000 s.f./1000 x 12.76 ADT = 2782 ADT
Commercial Center	145,000 s.f./1000 x 53.28 ADT = 7726 ADT
Industrial Park	<u>420,000 s.f./1000 x 6.96 ADT = 2923 ADT</u>
TOTAL:	13,431 Average Daily Trips

5. Bike paths and pedestrian pathways will be installed along Avra Valley Road, and will interconnect with the trails along the Santa Cruz River.
6. Collector Streets - A new north-south collector street may be developed from Avra Valley through the proposed development to I-10 Frontage Road. This collector would be situated to act as a main entrance and exit as well as the major thru-fare crossing the site. This Major Collector could be four lanes. At the time of the review of any specific development request, the Pima County Department of Transportation will evaluate and determine the County’s future plans for a collector. Connection of this collector to the frontage road would also require coordination and approvals from ADOT.

Minor Commercial and Residential Streets - Minor commercial streets provide internal circulation while minimizing through traffic. This street network will be determined at the time each individual property owner develops. No connection will be permitted between minor commercial streets and the existing I-10 Frontage Road.

II-L Sewers

1. Pima County Wastewater has indicated that capacity is available for this project. The developer will need to provide a line connecting the current Pima County WWM line approximately 1500 linear feet south of the property. An agreement will be entered into for development of on-site and off-site lines in accordance with current Pima County requirements for sewer service.
2. Sewers will be located in paved areas and shall be constructed in compliance with Pima County Code Chapter 7.21.

II-M Water

1. Water shall be provided by the appropriate water provider and shall meet the water provider's requirements. Exhibit II-M.1 is a letter from Town of Marana Water that indicates Marana is a possible source that has an assured supply.



TOWN OF MARANA
WATER DEPARTMENT

Exhibit II-M.1

March 20, 2007

Barbara Broussard
Carl Winters & Associates
270 N. Church Ave.
Tucson, AZ 85701

Re: Avra Valley Gateway Specific Plan- Multifunctional Corridor for
approximately 126.76 acres located north and south of Avra Valley Road,
west of Interstate 10 in Sections 8 & 9, T12S, R12E

Parcels: 22601006A, 226010180, 226010190, 226010200, 22601210, 22601230,
226012510, 22601260, 22601270, 226010320

WATER SUPPLY

The Town of Marana has been designated by the State of Arizona, Department of Water Resources, as having an assured water supply. This does not mean that water service is currently available to the proposed development.

The development lies within the boundary of the Town of Marana water service area. Therefore, water supply is assured.

WATER SERVICE

The approval of water meter applications is subject to the availability of water service at the time an application is made. The developer shall be required to submit a water service agreement identifying water use, fire flow requirements and all major on-site and off-site water facilities.

The developer at his own expense shall construct or upgrade an existing water distribution system to serve the development and transfer title of the system to the Town of Marana, in consideration the Town of Marana shall operate, maintain and service the system.

The comments made herein are valid for a period of one year only. If you have any questions, please call our office at 382-2570.

Sincerely,

A handwritten signature in black ink, appearing to read "C. Brad DeSpain". The signature is fluid and cursive, with the first name "C. Brad" and last name "DeSpain" clearly distinguishable.

C. Brad DeSpain
Utilities Director

II-N Schools

1. This project will not contain residential uses.

II-O Recreation and Trails

1. No recreation areas are required or provided in the Development Envelope.
2. All open space within the Development Envelope part of the site will be owned and managed by the property owner.
3. Avra Valley Road (Road Right-of Way trail # 16) runs from Sandario Road to the Santa Cruz River and connects with The De Anza National Trail that runs along the bank of the Santa Cruz River. This access will be provided through the inclusion of a trail(s) in the site development with connection through the project for access.

II-P Cultural Resources: Archaeological and Historic Sites

1. The project principals met with the Archaeological Conservancy regarding this property. The Archaeological Conservancy indicated they have no interest in any portion of the site for research or acquisition. No sites are known to exist.
2. A field survey was recommended by ASM.
3. A field survey will be conducted prior to development and if archaeological resources are identified, they will be handled per Pima County code and Arizona State Law.

II-Q Air Quality

1. Project construction will abide by all Air Quality regulations prescribed in the Pima County Code.
2. Any industrial emissions will comply with all requirements of the Pima County Code.
3. Developed uses shall not emit any smelly or offensive gases.
4. Developed uses shall not emit toxic chemicals, explosive, flammable, reactive, or corrosive materials.

II-R Other

1. Water harvesting will be a component of site and architectural design.
2. Active and/or passive solar systems may be employed based on architect and developer preference.
3. Additional site amenities will include but not be limited to landscaping, lighting, signage, benches, trash receptacles, shade structures and pedestrian pathways.
4. No additional impacts to surrounding properties are expected.
5. No agreements have been made between the property owner and the owners of surrounding properties.

PART III

PART III – Administration, Implementation & Design Guidelines

III-A Design Guidelines

Introduction and Purpose

The Design Guidelines ensure that the Specific Plan is implemented in a clear, concise and aesthetically consistent manner. Care and consideration have been given in developing these Design Guidelines to ensure the creation and enhancement of a new aesthetically pleasing Commerce Center with an emphasis on preserving natural resources while providing for industrial and commercial opportunities in Pima County.

Implicit in the design guidelines are the development goals of safety, consistency, quality, and harmony. At the same time, the guidelines encourage diversity, flexibility, innovation and originality. Following are the different components of the Specific Plan that will be controlled by the design guidelines.

Site Design

The intent is to create a cohesive development regardless of the uses involved. The proposed development shall have a sense of identity, belonging, function, and security. Circulation shall be clearly labeled and easily traveled. Parking shall be easily accessible and in proximity and scale to each use. Buildings shall be oriented for visibility and entrances will be easily recognizable. The most intense uses shall be closest to Avra Valley Road and the least intense uses nearest to the Biocorridor. Details such as landscaping, site furnishings, signage, artwork etc. shall be used throughout the development to enhance the sense of unity and place.

Architectural Guidelines

The architectural design character shall be consistently implemented throughout the project. The look, disposition, and character of a Commerce Center is influenced by the combination of building mass, height and scale and its relationship with exterior spaces formed by the buildings, type of landscaping, signage, and visual characteristics of adjoining areas. In addition, the design and appearance of individual buildings and the manner in which various materials, forms and colors are employed and interact with each other have a tremendous impact on the overall perception of the development. Combination of materials, forms and colors can produce a feeling of formality, monumentality, urbanity, rusticity, order or even chaos. Architectural forms, materials and colors shall be aesthetically pleasing and compatible with the region. Although the design should be unique enough to give the development it's own identity, that design should not be so unique as to make the project seem as if it doesn't belong in the desert Southwest. Colors shall be low reflectance, subtle, neutral, or earth tone. The use of high intensity colors, metallic colors, black or fluorescent colors shall be avoided. Predominant exterior materials facing I-10 or Avra Valley Road as well as accents shall not include smooth-faced concrete block, unfinished or uncolored tilt-up concrete panels, or pre-fabricated steel panels.

Architectural control over the project site through CC&Rs will be maintained by I-10 Avra Valley Mining & Development, L.L.C. until I-10 Avra Valley Mining & Development, L.L.C. no

longer has any ownership interest. Architectural control shall be imposed on development to ensure an attractive and aesthetically pleasing view from I-10, and that internal consistency is maintained. Pima County will be a protected covenant under the CC&Rs.

Commercial

A distinctive character shall be established for all commercial areas. No attempt will be made to impose standardized architecture, but a sufficient consistency in building forms; materials and color should be reinforced. Buildings shall have façade heights, cornice lines, colors, materials, fenestration, signage and building placement coordinated to convey an organized and unified appearance, a cohesive look.

Porches, overhangs, pergolas and arcades are desirable elements. They provide architectural interest and sun and weather protection. In addition, they add visual interest, break up walls and building masses and create a sense of human scale. By varying the spacing, sizes, shapes and location of doors and windows structures may be made more visually interesting and attractive. Care must be taken to avoid clutter or excessive variety that induces chaos and eclecticism.

Big Box Commercial

A Large Scale Retail Establishment is a single building that includes one or various related uses under one roof occupying more than 100,000 square feet. Facades shall be articulated to reduce monolithic proportions and provide visual interest at a human scale. Variations in rooflines shall be used and roof features will compliment the character of the rest of the Avra Valley Gateway. Parapets, mansard roofs, gable roofs, hip roofs, or dormers shall be wisely used to conceal flat roofs and roof top equipment from public view. Large scale retail establishments shall have clearly defined, highly visible customer entrances featuring:

- canopies or porticos
- overhangs
- recesses/projections
- arcades
- raised corniced parapets over the door
- peaked roof forms
- arches
- outdoor patios
- display windows
- architectural details such as tile work and moldings which are integrated into the building structure and design
- integral planters or wing walls that incorporate landscaped areas and/or places for sitting

Industrial

Forms and shapes shall be used to break up building masses consistent with the proportions of the architectural style selected and surrounding uses. Where the building mass cannot be broken up due to unique use constraints, i.e. manufacturing or warehouse space, building walls shall be articulated through the use of texture, color, material changes, shadow lines and other façade treatments.

Facades shall be articulated to reduce monolithic proportions and provide visual interest at a human scale. Variations in rooflines shall be used and roof features shall compliment the character of the rest of Avra Valley Gateway. Parapets, mansard roofs, gable roofs, hip roofs, or dormers shall be wisely used to conceal flat roofs and roof top equipment from public view. All elevations generally visible from public view shall reflect the overall design, colors and textures used on the front façade. Multi-building projects shall be designed to include consistent design elements throughout the project.

Native Vegetation

A native plant inventory and analysis will be conducted and a Native Plant Preservation Plan will be prepared in compliance with Pima County Code, Section 18.72. Plants to be salvaged as well as mitigation plantings from the developed area may be relocated to the Biocorridor.

Landscape

A landscape concept is vital to achieve a cohesive character for the development of the site. The landscape will be the unifying element and will reinforce the character of the open space, buffers, circulation, and parking components of the development. The components addressed are plant palette, hardscape materials and colors, furniture and lighting, signs, special features, entrances, streetscapes, parking, buffers and retention/detention areas.

1. General guidelines

- Encourage consistency in theme and the application of major design elements such as entries, streets and roadways, walls and fences, interface/edge conditions, and plant materials must be maintained throughout all areas of the Specific Plan to communicate and strengthen the desired identity.
- Promote the use of a drought tolerant plant palette and xeriscape design principles.
- Limit the use of water requiring plants and water features only to the areas that provide the greatest benefit to create shady areas and cooling effects.
- Use unifying themes and colors for furniture, materials and pavement that relates to the “Southwest Rural Heritage” style and variations of this style.

2. Materials and Colors

Exterior landscape materials and colors comprise a significant part of the visual impact of the overall site. Therefore, they should be aesthetically pleasing and compatible with materials and colors used in buildings.

3. Plant Palette

Plant materials shall conform to the Pima County Regulatory Plant List. In addition, by recommendation by Pima County Environmental Planning, a Prohibited Plant Species list shall apply to this development (see Appendix 3). All project landscaping shall comply with PC Code, Section 18.73.

Hardscape and Paving

Paving treatments shall be used to differentiate between vehicular and pedestrian traffic areas, including special coloring and texturing to highlight potential areas of conflict such as crosswalks and driveways. Paving shall be designed and installed per the Americans with Disabilities Act and Pima County code.

Lighting

Lighting shall be sufficient to provide reasonable and adequate illumination to ensure safety for persons and property. Lighting features shall be located to identify hazards to pedestrian and vehicular circulation, and permit routine surveillance by security personnel. All lighting shall conform to Pima County Code, Section 15.12. Light rays shall be confined on-site through orientation, the use of shading/directional controls, and/or landscape treatment. Lighting within the Transition Area will not project above the height of the wall. No direct lighting shall be permitted in the Option Area (unless or until it is developed) or the Biocorridor.

Walls and Fences

All walls shall be constructed as or rendered graffiti-resistant. All visible walls shall follow the general design theme. The following decorative materials are recommended:

- Quarried, A-mountain type volcanic stone
- Core-ten Steel beams
- “Rust patina” sheet metal
- Field stone

Any continuous wall greater than 75 feet in length and 3 feet in height visible from the public right-of-way shall vary the wall alignment (jog, curve, notch, or setback, etc) and include plantings in the voids created by the variations.

Entries

Entries are transition areas at the point where the external roadways adjacent to the site connect with the site’s access. Because entries are the greeting doorway to those accessing the site, special design and care should be provided. Project entries should follow the recommended themes as included in the Appendix.

Landscaping shall incorporate accent plants, materials, public art, and icons that represent the site’s theme. Accent trees shall be placed along entryways to provide a recognizable and distinctive treatment so it can be easily identified. All landscape materials shall be located outside the visibility triangles.

1. Primary Project Entry

The Primary Project Entry is located off Avra Valley Road. The entry shall include project monumentation, enhanced paving, project screenwalls, landscaping and lighting.

2. Secondary Project Entries

Secondary project entries shall include smaller monumentation and scaled down screenwalls with accent landscaping and lighting.

Streetscapes

The streetscape design shall reflect the architectural character and natural environment of the installation. Native plant material shall be used where possible. Trees shall be selected and placed according to the height and spread they will achieve at maturity. This includes such considerations as the damage that may be inflicted to pavements from mature trunks and root systems and the spacing and setbacks required to accommodate mature canopies, which could interfere with signs, lighting, and vehicular traffic. The streetscape planting design shall be closely coordinated with existing utilities and plans for future utilities to avoid maintenance and repair problems such as interference with overhead electrical lines and damage to underground water or sewer lines. Coordinating location in relation to utilities can also lessen the potential for damage to the plant material associated with utility construction and maintenance projects.

Ground cover and shrubs planted in the streetscape corridor shall be low maintenance, especially in medians. Landscape design and placement shall avoid barriers to sight visibility triangles in compliance with Pima County Code, Section 18.73..

Parking

The landscaping standards for off-street parking areas shall meet or exceed the requirements stated in the Pima County Code Section 18.75.

Buffers

Landscape buffering will be provided along Avra Valley Road and Interstate 10 Frontage Road in compliance with Pima County Code, Section 18.73.

To protect and encourage wildlife landscape connectivity and dispersal of biological resources through the Biocorridor, a transition buffer will be created to screen views, noise and light from intrusion. This Transition Area will be located at the edge of the development envelope. See Sections II-A and II-G for detailed information.

Retention and Detention Areas

All retention and detention basins and drainage areas, will be landscaped in accordance with the Pima County Stormwater Retention/Detention Manual. All areas with slopes greater than 3:1 will be stabilized with hand-placed rip-rap, walls, plantings, or a combination. Dumped rip-rap is prohibited.

Irrigation

All irrigation systems shall be designed with state-of-the-art, water efficient technology, which minimizes water requirements as well as potential for failure. At a minimum, the following requirements shall apply:

- All irrigation systems shall have flow sensors and master valves installed on the mainline pipe to ensure system shutdown in the case of pipe breakage.

- Irrigation master systems shall have an automatic irrigation controller to ensure efficient water distribution.
- Automatic irrigation controllers shall be easily adjustable so that site watering will be appropriate for daily site weather conditions.
- Automatic irrigation controllers shall have rain shutoff devices in order to prevent unnecessary operation on rainy days.

Signage

All signage shall be bound by Pima County Zoning Code 18.79.030, General Development Standards. Signage shall have a unified appearance; materials, shapes, colors, typeface, and placement shall be consistent throughout the Specific Plan Area. The signage shall be used as a means of establishing a distinctive identification and image for the Avra Valley Gateway project. Signs shall be designed to coordinate with the buildings; not as unrelated objects. All sign proposals shall be prepared by a design professional and be submitted to the Pima County Zoning Inspector for review and approval. Variances from the specified signage standards will require approval by the Board of Adjustment.

For the purposes of signage, the Avra Valley Gateway “Commerce Center” designation shall be considered as similar to that of the CI-1 zone. According to the Pima County Zoning Code, 18.79.100, all listed Pima County sign types are permitted with the exception of “residential entryway”.

The following Pima County sign types are permitted per code and shall be configured per Pima County code:

- | | |
|------------------------------------|--|
| • Awning | • Political sign |
| • Billboard | • Projecting sign |
| • Changeable copy | • On-site subdivision sign |
| • Construction sign | • Service club sign |
| • Detached canopy sign | • Subdivision directional sign |
| • Grand opening banner | • Real estate property sign |
| • Incidental sign | • Time & temperature |
| • Kiosk sign | • Window sign |
| • Menu board | • Directory sign |
| • Freestanding identification sign | • “Freeway style” freestanding identification sign |

The following Pima County sign type is also permitted per code and shall be configured per code with the exception that it shall be permitted a maximum sign area of 330 square feet.

- Main wall identification sign

III-B Construction and Maintenance Responsibilities

Avra Valley Gateway Specific Plan owners will be required to pay their fair share of the water, sanitary sewer, storm drainage, and public services that are required to specifically serve the area. The financing plan will identify the specific revenue sources to pay for each of the infrastructure improvements and public services. Major infrastructure shall be provided in a consistent coordinated manner if there are multiple developers.

Drainage

Storm drainage facilities will be installed as necessary to support development projects contained within the Specific Plan area. The storm drainage basins to be constructed on site will ultimately be connected to the Santa Cruz River basin.

The financing of area wide storm drainage facilities shall include provisions to have the storm drainage facilities constructed as part of the first infrastructure constructed. Required individual storm drainage facilities to serve the specific areas will be designed and built on an as-you-go basis and will be financed by individual developers.

Circulation System and Parking

The Avra Valley Gateway Area circulation system represents a logical extension to the local street system. The plan provides for the dedication of right-of-way for the proposed Center Road based on current Pima County standards. Additional dedication for the Avra Valley Road may also be required.

Along Avra Valley Road, widening to provide receiving, acceleration, deceleration and turning lanes will be needed. Roadway facilities shall be installed as necessary to provide adequate circulation and access to the Avra Valley Center. Roadway facilities shall be installed consistent with existing Pima County standards. Right-of-way dedication and improvements will be handled through Development Agreement and the Conditions of Rezoning. All improvements for the I-10 frontage road access points will comply with State of Arizona standards.

Landscape

Landowners fronting on the major roadways will be responsible for the financial cost of installing landscaping, walls and medians, with the exception of the Avra Valley Gateway main roadway right-of-way.

Avra Valley Gateway's CC&R's will be established to handle the maintenance of landscaping, medians and buffers. A fair-share cost allocation for public improvements required for the development of the Specific Plan area will be established for each parcel. All parcel owners who develop land within the *Avra Valley Gateway Specific Plan* will be required to pay their fair share of costs based on a cost allocation methodology.

Submittal and approval of a landscape plans shall be required prior to approval of a development plan and final plats in compliance with Pima County Code Section 18.73.060.

Sewer System

The sanitary sewer line will be connected by the developer to the existing manhole south of the property adjacent to the Santa Cruz levee in a manner specified by Pima County Waste Water Management. The developer will be responsible for all needed improvements.

Water Distribution

The waterline facilities will be installed or reimbursed through current Town of Marana fees.

Existing Uses

Current uses of the site may remain until permits are issued to develop said portions.

III-C Specific Plan Implementation

General Procedures

The purpose of this section is to describe the procedures required for the timely implementation of development within the Specific Plan area. Guidelines included in this document will form the basic framework to guide future development within the Specific plan area.

Plan Review Procedures

The *Avra Valley Gateway Specific Plan* anticipates major financial commitment by the developer and Pima County. The purpose of a Specific Plan is to commit both the developer, and the County to the success of the plan. The developer and the County will rely on the implementation of the plan for various purposes. These range from the dedication by the developer of a major portion of the land for both open space and for Biocorridor, and land and financial commitments by the developer in major infrastructure improvements such as water, regional drainage solutions, etc. Likewise, the County will rely upon the developer to provide land for recreational trails, drainage and other infrastructure improvements that are of benefit to the public, and will commit major funds toward these improvements. Specifying how these commitments are reviewed and/or changed is necessary to protect the developer and the County, because both will rely upon the other for these benefits that extend well beyond the normal commitments of either.

The *AVGSP* shall be reviewed by Pima County and the Developer at the end of the first year for minor adjustments that may be appropriate because of the initial development activity. Subsequent reviews shall occur on an annual basis. Minor amendments may be completed on an annual basis. Where either the County or the Developer do not agree to a mutual annual review, then this plan shall come up for major review automatically at the end of each 5-year anniversary from the date of adoption.

General Administration

Future development within the *Avra Valley Gateway Specific Plan* area will involve obtaining the necessary development permits for the division of a parcel of land into two or more parcels; the construction, reconstruction, conversion, structural alteration, relocation, or enlargement of any structure; any mining, excavation, landfill, or land disturbance, and any

use or extension of the use of land. Pima County review of these permit applications will ensure consistency of the proposed improvements with the design recommendations and development regulations outlined in the Specific Plan.

The Specific plan area shall be developed in accordance with the criteria outlined in this Specific Plan and accompanying documents and in accordance with other land use and zoning regulations in Pima County. In cases where discrepancies occur between the Specific Plan and Pima County Development Standards, the development regulations contained in the *Avra Valley Gateway Specific Plan* shall prevail as allowed per Ch. 18.90 (Specific Plans).

Amendments

The *Avra Valley Gateway Specific Plan* is conceived as a dynamic document and changes undoubtedly will be needed to adjust to future needs and trends of the area. Revisions to this Specific plan are a necessity during the development process. The ability to revise the Specific plan will provide the flexibility needed to guarantee that the plan can be adjusted to unforeseen circumstances and, more importantly, to be updated and improved. Amendments to this plan shall conform to the following requirements, administrative guidelines, and amendment proposal contents:

Requirements

Specific Plan amendment proposals should be consistent and in substantial conformance with the remainder of the Specific Plan and with other applicable regulatory plans adopted by Pima County and the Pima County Zoning Code, including Ch. 18.90 (Specific Plans).

Administration

“Administrative changes” amendment requests shall be addressed to the Pima County Planning Administrator, who may or may not grant the request administratively. “Administrative changes” are hereby defined as those that would not increase a building size by more than 15%, increase height by 20%, or change setbacks by more than 20%. In addition, since no “allowed use” list can ever be inclusive, the Planning Administrator may permit uses not specifically defined, yet are within the general nature of uses otherwise permitted. This process is unique to this Specific Plan and not dictated by Pima County Code.

All other amendments to the Specific Plan (“substantial” or “insubstantial”) shall be governed by Pima County Zoning Code, Section 18.90.080C.

Anticipated Sequencing

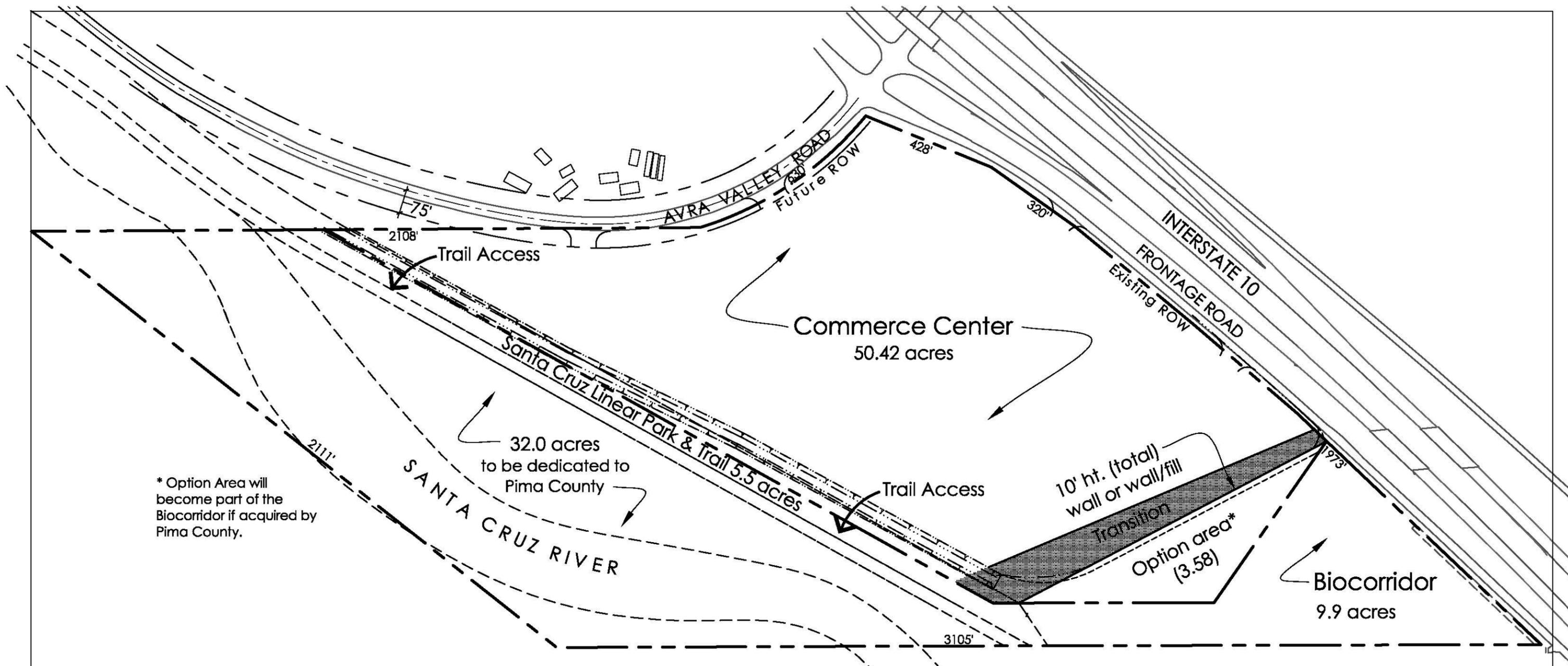
- a. DRC Approval; Floodplain & Grading approvals, NPP approval, BioCorridor Revegetation approval
- b. Specific Plan Approval; Development Agreement Approval
- c. Dedication of Lands to Pima County completing Title 16 compliance
- d. Establishment of Nursery, Rough grading & Stockpile
- e. BioCorridor revegetation from Nursery Stock
- f. Block Plat and/or Development Plan; certificate of zoning compliance
- g. Phase 1 Development up to 10 acres or 150,000 sq ft of building requires sewer; disturbance of biocorridor for sewer installation to be restored to predisturbance condition subject to oversight by WWM
- h. Transportation improvements (Avra Valley Rd center turn lane, accel/decel lanes on frontage) Subsequent phasing
- i. Exercise of Option by Pima County (at any time up to 10 years)
- j. Tenth year, If option not exercised; development of option parcel in accord with this plan

Specific Plan Annual Reports

The owner or agent for the adopted Specific Plan shall annually submit a written report to Pima County that contains details of the past year's development activities, as established in the Pima County Code.

Please insert 2 map pockets here and
delete this page

Insert the 2 following overlays in the
pockets

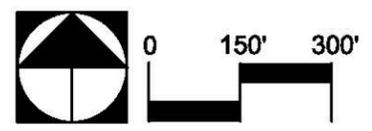


* Option Area will become part of the Biocorridor if acquired by Pima County.

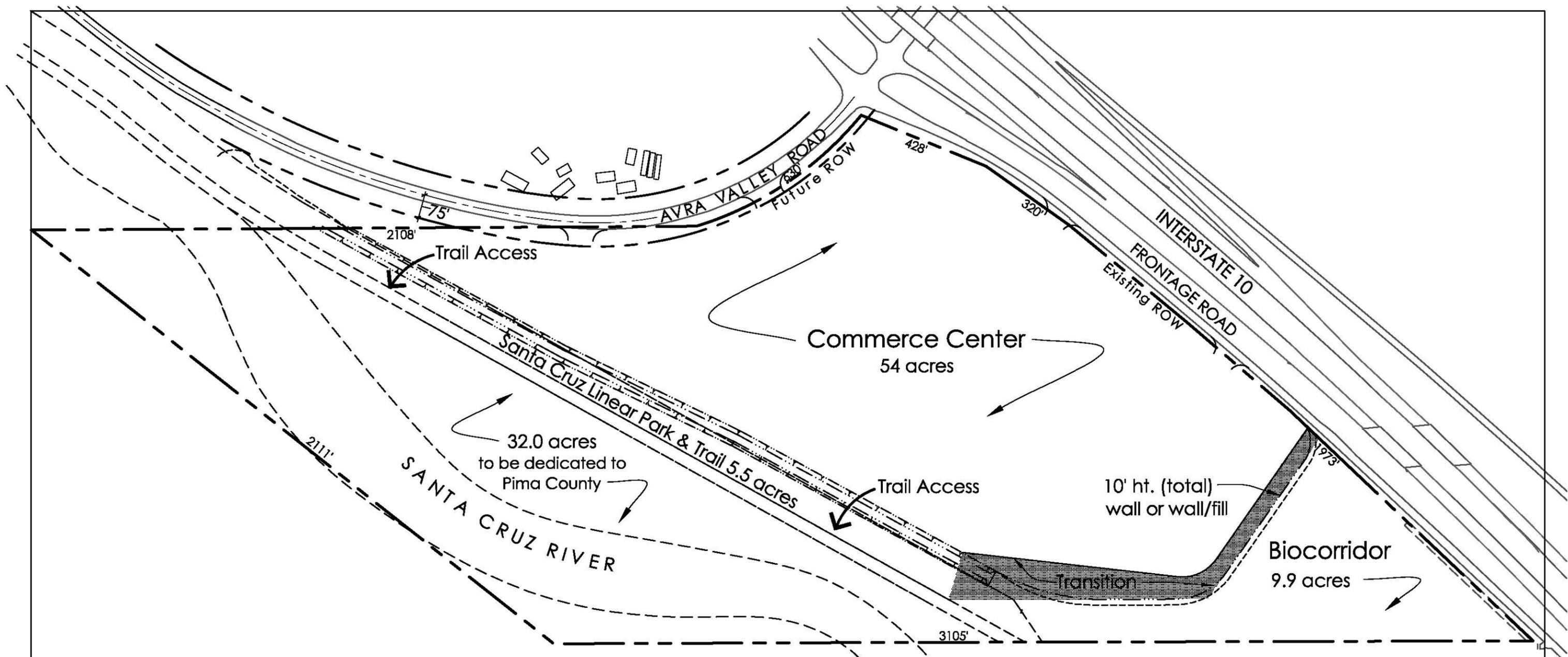
Notes

1. This property is not subject to the hillside development overlay zone.
2. All structures shall be connected to the public sewer in full compliance with Pima County Code Chapter 7.21.
3. Solid waste disposal will be in compliance with Pima County Code Chapter 7.25.

Exhibit II-B.2a
AVRA VALLEY GATEWAY LAND USE PLAN



09/19/2007
PR# 02016.00



Notes

1. This property is not subject to the hillside development overlay zone.
2. All structures shall be connected to the public sewer in full compliance with Pima County Code Chapter 7.21.
3. Solid waste disposal will be in compliance with Pima County Code Chapter 7.25.

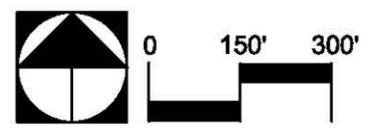


Exhibit II-B.2b
AVRA VALLEY GATEWAY LAND USE PLAN - Alternate
Option Not Exercised

09/19/2007
 PR# 02016.00

PART IV

Appendix

Appendix

Appendix 1 – Pima County Assessor Data for Project Site

Appendix 2 – JHK, ADOT plans and Historic Roadway Plans

Appendix 3 – Prohibited Plants List

Appendix 1

2007 Pima County Assessor Property Inquiry

Search Parcel2008 Parcel2006 History Commercial Tax Summary Genealogy PRC

Parcel 

Book-Map-Parcel: 226-01-0320 **TaxArea:** 0600 **TaxYear:** 2007

TaxPayer Information
I-10 AVRA VALLEY MINING & DEVELOPMENT LLC
340 N MAIN AVE
TUCSON AZ

Recording Information
Docket 11738 Page 5080 Date Feb-15-2002

Miscellaneous
Section 8 * Twn12.0 S Rng 12.0 E
Map&Plat 0 / 0 LandMeasure 97.30 A
MarketArea: (22)
Rule B District:

Description
PT OF S2 SW4 LYG SW OF HWY SEC 9-12-12 & S2 SE4
EXC TRI PCL IN SW COR THEREOF 97.30 AC
SEC 8-12-12
Tract Block Lot **GroupCode** 000
CensusTract 4406 **UseCode** 1040 **File-Id** 1
Date of Last Change Jul-12-2005

Multiple Addresses 7755 W AVRA VALLEY RD (PC)

Secondary Valuation Data	Legislative Class	Full Cash	Percentage	Assessed
Land VACANT/AG (4 3)	M	\$486,500	M	\$79,786
Improvements VACANT/AG (3 0)	24.0	\$25,167	24.0	\$6,040
2007 Personal Property				
Gross Value Totals		\$511,667		\$85,826
2007 LMTD/SCND Exemptions				
Net Value Totals		\$511,667		\$85,826

MISCELLANEOUS COMMERCIAL

2007 Pima County Assessor Property Inquiry

Search Parcel2008 Parcel2006 History Tax Summary Genealogy PRC

Parcel 

Book-Map-Parcel: 226-01-006A

TaxArea: 0618 TaxYear: 2007

TaxPayer Information

Recording Information

LEWIS HOLDINGS LLC
6511 E MARTA HILGROVE
TUCSON AZ

Docket 11705 Page 3405 Date Dec-28-2001
WARRANTY DEED

85710 0000

Miscellaneous

Section 9 * Twn12.0 S Rng 12.0 E
Map&Plat 0 / 0 LandMeasure 3.33 A

Description

PT OF NW4 SW4 LYG SW OF HWY EXC PT OF AVRA VALLEY
RD SEC 9 & ADJ ELY PT NE4 SE4 SEC 8 3.33 AC
CMID 4.83 AC T12S R12E

MarketArea: (22)
Rule B District:

Tract Block Lot GroupCode 000

CensusTract 4406 UseCode 0004 File-Id 1

Date of Last Change Jul-12-2005

Secondary Valuation Data Legislative Class

Land VACANT/AG (4 0)
Improvements VACANT/AG (0 0)

VACANT UNDETERMINED RURAL NON-SUBDIVID

2007 Personal Property

Gross Value Totals
2007 LMTD/SCND Exemptions

Full Cash	Percentage	Assessed
\$75,000	16.0	\$12,000
\$0	0.0	\$0
\$75,000		\$12,000

Net Value Totals \$75,000 \$12,000
 Prior Limited Value: \$54,413 Current Limited Value: \$59,854

Areas Condo Market SFR District
 SFR Neighborhood
 MFR Neighborhood
 DOR Market District

Recordings 10837^ 1347 0 2549^ 146 0

Owner's Estimate 2003=\$15,000

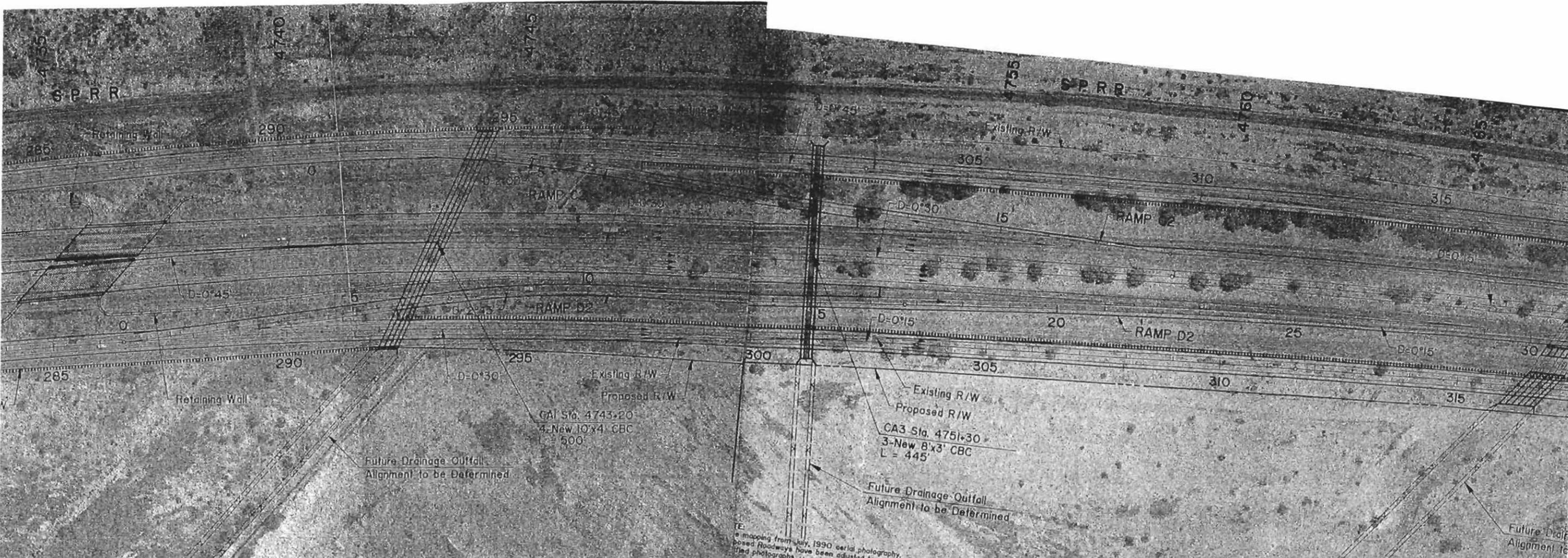
Affidavit of Fee Number	Sale Date	Property Type	Sale \$	Cash	Validation
Sale 20012500898	12 2001	Vacant Land	200000	N	X LCB

DEED: Special Warranty Deed (X = Good Sale)

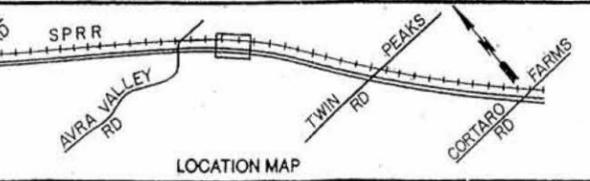
Map Selection(s) S09.dwg 1212E09.TIF

Parcel Note: '03
 PETITION ~ AUDIT A-LEVEL OK
 REVIEW
 dburton Jul-02-2002

Appendix 2



NOTE: Mapping from July, 1990 aerial photography. Proposed roadways have been adjusted to match field photographs.

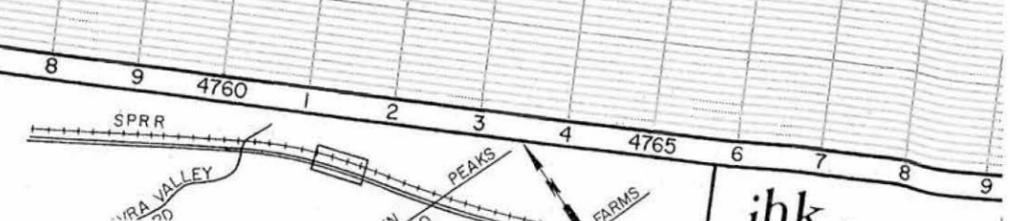


jhk & associates
In association with
Project Subconsultants

- █ Proposed
- ← Direr
- C



CORRIDOR IMPROVEMENTS
GENERAL PLAN
TANGERINE ROAD TO RUTHRAUFF ROAD
Arizona Department of Transportation
Pima County
Project No. IR-10-4-(102)PE TRACS No. HO15101D



ihk

(524)

FINALIZED

I-10-4(28)239 19

RIGHT OF WAY MAP NO. D-10-T-287

ALIGNMENT, RIGHT OF WAY, AND CONTROL OF ACCESS APPROVED IN ACCORDANCE WITH HIGHWAY PLANS.

DATE: 7-11-1964 *R. B. J. [Signature]*
ASSISTANT STATE ENGINEER

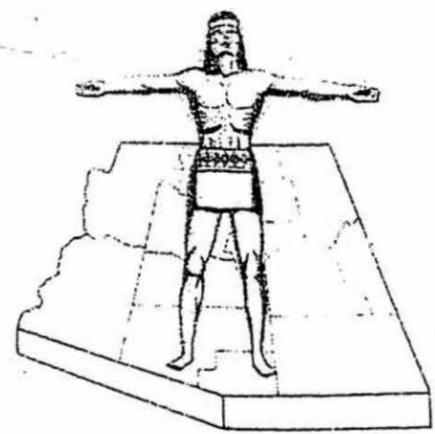
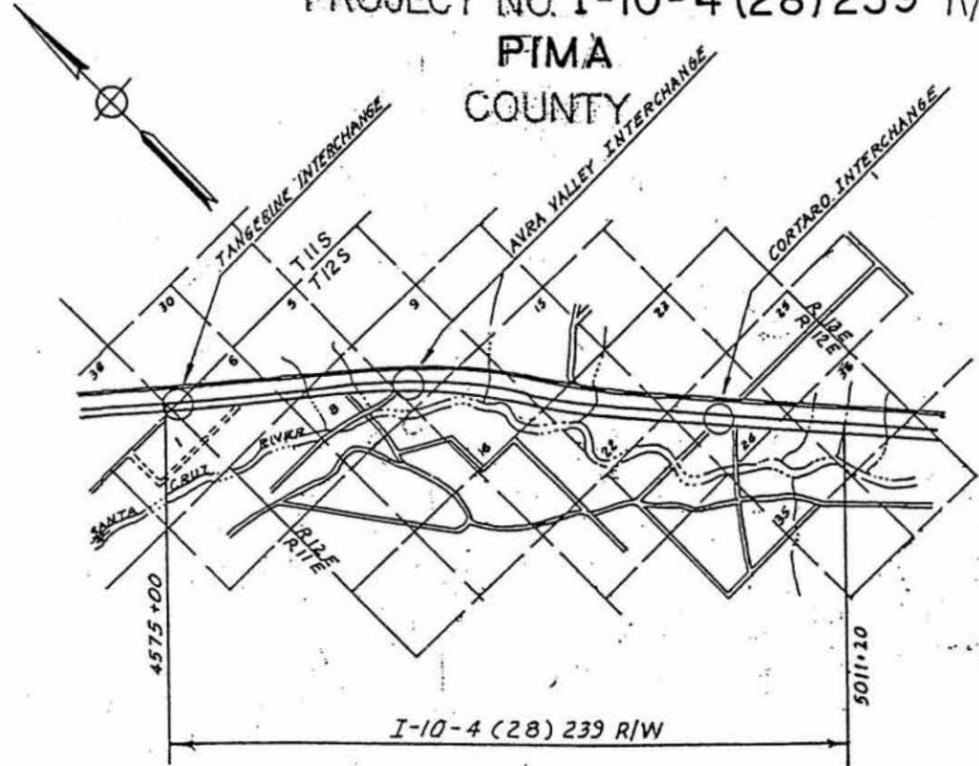
APPROVED IN ACCORDANCE WITH RESOLUTION DATED JULY 14, 1946, MINUTES OF THE ARIZONA HIGHWAY COMMISSION RES. 62-6

6.P.F. NO. 18417

STATE OF ARIZONA
STATE HIGHWAY DEPARTMENT

RIGHT OF WAY PLAN OF THE
CASA GRANDE - TUCSON HWY.
STATE HIGHWAY
PROJECT NO. I-10-4 (28) 239 R/W

PIMA COUNTY



NOTE:

THE SOLID DOT, AS SHOWN BELOW, DOES NOT DESIGNATE A R/W MARKER BUT REPRESENTS AN ANGLE POINT OR CHANGE OF DIRECTION IN THE R/W LINE & IS FOR OFFICE USE ONLY.



CONVENTIONAL SIGNS

HIGHWAY CENTER LINE	TELEPHONE LINE
STATE AND NATIONAL LINES	POWER LINE
CITY LIMITS	WATER LINE
COUNTY LINE	GAS LINE
TOWNSHIP AND RANGE LINES	SEWER LINE
SECTION LINE	STORM DRAIN
HIGHWAY R/W LINE (NEW)	UNDERGROUND TEL. CABLE
RAILROAD R/W LINE	BARBED WIRE FENCE
PROPERTY LINE	CHAIN LINK FENCE
LOT AND PROPERTY LINE	POWER TRANSMISSION LINE
WITHIN EXISTING R/W	TELEPHONE & POWER LINE
RAILROAD	POWER POLE WITH TRANSFORMER
COMMON RR. AND HWY. R/W LINE	DOWN GUY
ACCESS TO BE DENIED	LIGHT POLE
ACCESS OPEN	FIRE HYDRANT
PARCEL ITEM NO.	WATER METER
FOREST, NAT. MONUMENTS, AND INDIAN BOUNDARIES	WATER VALVE
LAND GRANT BOUNDARY	MANHOLE
R/W MARKER	EXIST. ROAD OR TRAVELED WAY
REMOVED R/W LINE (EXISTING)	GAS METER
CONVERSION OF LOT LINE	GAS VALVE

RECEIVED
JUL 07 1964
TUCSON DISTRICT PERMITS

C.O. 9105 REVISIONS MADE 2/21/97

MAP REVISIONS				MAP REVISIONS			
C.O.	DATE	NAME	DESCRIPTION	DATE	NAME	DESCRIPTION	
	5-16-62	Jungers, John	Corrected Improvements, Sheets 445, Distance & Area.	6-3-61	ROGERS	PLATTING NEW R/W LINE & ITEM NOS.	
	5-21-62	Jungers, John	Removed Item No. D-286	6-19-61	ROGERS	PLATTED ITEM NOS C-536, C-677, C-678.	
	7-6-62	Unrecorded	Shaded Areas for Item No. C-241 and Revised Existing R/W & Access of Sta 4950	7-17-61	ROGERS	ADDED ITEM NO. C-436	
	8-30-62	C.C.H.	SWEEP (S & E), REVISED TO SHOW ADDITIONAL PROP. OF CORTARO	9-28-61	L. Draper	Revised Accreages for Items C-243, C-248, C-242, C-244, C-270, ADDED ITEM D-286.	
	10-2-62	C.C.H.	WATER SEWER & GAS LINES & ROAD INTERSECTIONS IN SHEETS 445 & 446	1-10-61	ROGERS	calc. distances & acreages taken & changed Lines Had shown in C-244	
2842	1-28-71	Hartrim	FINALIZED - Changes Shown in Orange	11-30-61	ROGERS	calc'd accreages on Item C-536	
				12-7-61	ROGERS	Added Drain, EASE. RT. STA. 4842+55 To Sheet No. 445	
				1-25-62	Pete delian	Changed HWY. R/W on Sheets 312 also Canal R/W	
				2-1-62	BUDD	Added bearings & distances to changed Canal	

GRANDE - TUCSON HWY.
 ELITO - CORTARO
 PIMA COUNTY

REVISIONS		
NO	DATE	DESCRIPTION
2046		
12-11-41	ROBERTS	REVISED R/W FROM C-274, DISED OCTOBER
5-11-41	W.P.A.	ADD "I" ALSO TAKEN AS "I" AM C-274
7-21-41	J.H.J.	ADDED E-1079 & E-1079-1, REVISED C-274
3-22-41	E.T.E.	ADDED TEMP CONST BASEMENTS
2842	1-28-71	Hartim. FINALIZED - Changes Shown In Orange

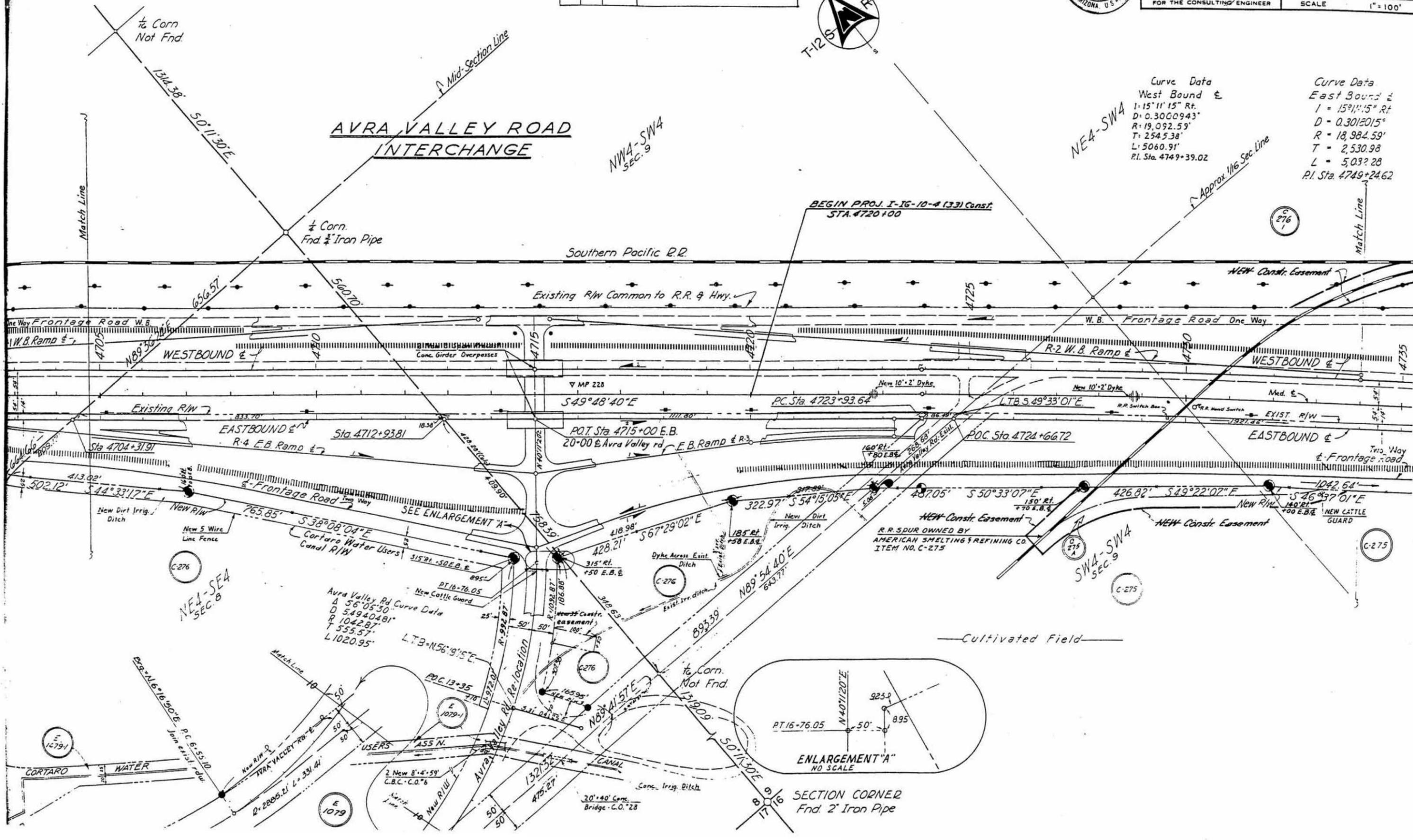


LIMBAUGH ENGINEERING CONSULTING ENGINEERS	PROJECT NO. T-10-4(28)239
CHECKED BY: [Signature] 3-61	DRAWING NO. D-10-T-287
SUBMITTED BY: [Signature]	SHEET NO. 9 OF 19
FOR THE CONSULTING ENGINEER	DRAWN BY: A.K.3
	DATE: 7-11-61
	SCALE: 1" = 100'



AVRA VALLEY ROAD INTERCHANGE

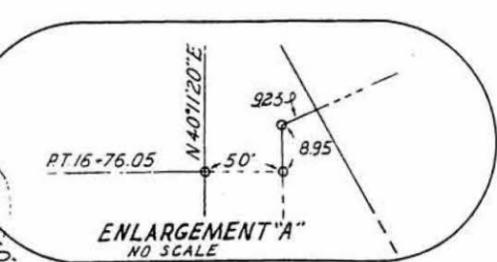
Curve Data	Curve Data
West Bound &	East Bound &
1-15' 11" 15" Rt.	1 = 15' 11" 15" Rt.
D = 0.3000943'	D = 0.3012015'
R = 19,092.59'	R = 18,984.59'
T = 2545.38'	T = 2,530.98'
L = 5060.91'	L = 5,037.28'
P.I. Sta. 4749+39.02	P.I. Sta. 4749+24.62



NE4-SE4
 SEC. 8

NW4-SW4
 SEC. 9

SW4-SW4
 SEC. 9



Avra Valley Rd Curve Data
 Δ 56° 05' 30"
 D 5494.0481'
 R 1042.87'
 T 555.57'
 L 1020.95'

CORTARO WATER

ASA GRANDE - TUCSON HWY.
 LLITO - CORTARO
 MA COUNTY

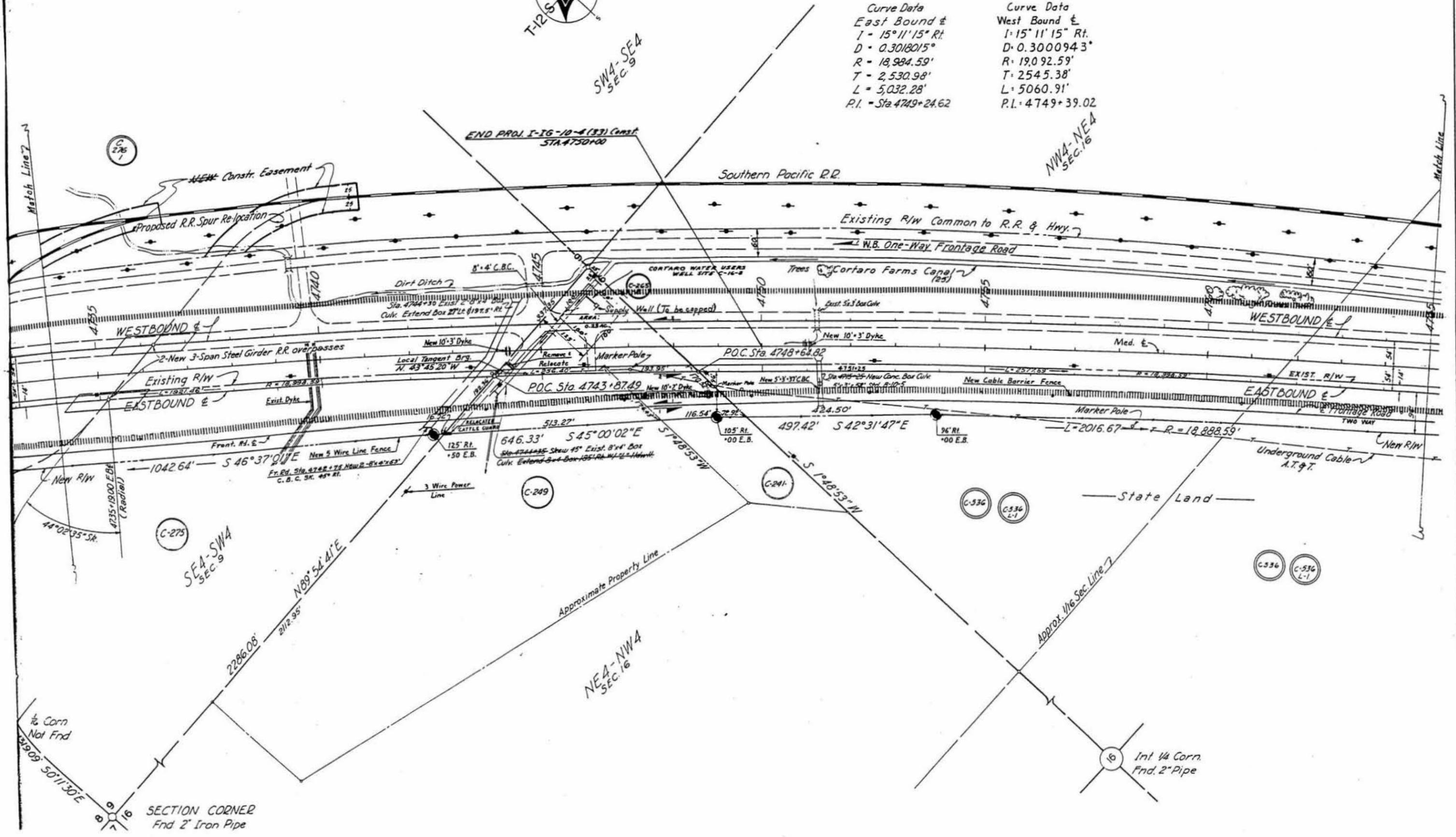
CD No	Date	By	Revisions
362	6-24	E.T.E.	Add Prop Const Easement
557	1-14-65	R.L.R.	Changed Plus on E.B. Curve Pt. to Sta. 4788+24.62
2842	1-28-71	Harlim	FINALIZED-Changes Shown in Orange
4129	12-27-74	W.MILLS	Showed Distance of Cortaro Canal From R.R. Riv and Width of Canal



LIMBAUGH ENGINEERING CONSULTING ENGINEERS	PROJECT NO	I-10-4(28)239
CHECKED BY	DRAWING NO	D-10-T-287
SUBMITTED BY	SHEET NO	10 OF 19
DATE	DRAWN BY	AK3
SCALE		1" = 100'



Curve Data	Curve Data
East Bound \pm	West Bound \pm
1 - 15° 11' 15" Rt.	1 - 15° 11' 15" Rt.
D - 0.3018015°	D - 0.3000943°
R - 18,984.59'	R - 19,092.59'
T - 2,530.98'	T - 2545.38'
L - 5,032.28'	L - 5060.91'
P.I. - Sta 4749+24.62	P.I. - 4749+39.02



SECTION CORNER
 Fnd 2" Iron Pipe

Int 1/4 Corn.
 Fnd. 2" Pipe

Appendix 3

Table A**Prohibited Plant Species**

Common Name	Scientific Name
Fountain grass	<i>Pennisetum setaceum</i>
Buffelgrass	<i>Pennisetum ciliare</i>
Johnson grass	<i>Sorghum halapense</i>
Giant reed	<i>Arundo donax</i>
Common crabgrass	<i>Digitaria sanguinalis</i>
Pampas grass	<i>Cortaderia selloana</i>
Red brome	<i>Bromus rubens</i>
Mediterranean grass	<i>Schismus spp.</i>
Tree of heaven	<i>Ailanthus altissima</i>
African sumac	<i>Rhus lancea</i>
Russian olive	<i>Eleagnus angustifolia</i>
Salt cedar/Tamarisk	<i>Tamarix pertandra & T. ramosissima</i>
Bermuda grass excluding sod hybrid Bermuda	<i>Cynodon dactylon</i>
Lovegrasses excluding Plains lovegrass	<i>Eragrostis spp. excluding Eragrostis intermedia</i>
African rue	<i>Peganum harmala</i>
Iceplant	<i>Mesembryanthemem crystallinum</i>
Arabian Grass	<i>Schismus arabicus</i>
Natal Grass	<i>Melinis repens =Rhynchelythrum repens</i>
Eurasian Watermilfoil	<i>Myriophyllum spicatum</i>
Giant Salvinia	<i>Salvinia molesta</i>
Hydrilla	<i>Hydrilla verticillata</i>
Water hyacinth	<i>Eichhornia crassipes</i>