Foothills Mall Specific Plan

Approved by Board of Supervisors September 18, 2018

F. ANN RODRIGUEZ, RECORDER
Recorded By: RLL
DEPUTY RECORDER
4992

P0230
PIMA CO CLERK OF THE BOARD
PICKUP

SEQUENCE: 20190720428
NO. PAGES: 92
03/13/2019
14:41:58

ORDINANCE 2019- 8

AN ORDINANCE OF THE BOARD OF SUPERVISORS OF PIMA COUNTY, ARIZONA; RELATING TO ZONING; REZONING APPROXIMATELY 51 ACRES OF PROPERTY (PARCEL CODES 225-44-315A, 225-44-316B, 225-44-316C, 225-44-317D, 225-44-318B, 225-44-319A, 225-44-319D, 225-44-320A, 225-44-320B, 225-44-320C, 225-44-321D, 225-44-321E, 225-44-321F, 225-44-321G, 225-44-321H, 225-44-321J, 225-44-322B, 225-44-323B, 225-44-324A, 225-44-324C, 225-44-324D AND 225-43-018Q) FROM THE CB-1 (LOCAL BUSINESS) AND CB-2 (GENERAL BUSINESS) ZONES TO THE SP (FOOTHILLS MALL SPECIFIC PLAN) ZONE, IN CASE P18SP00001 FHM PARTNERS, LLC – FOOTHILLS MALL SPECIFIC PLAN REZONING, LOCATED APPROXIMATELY 450 FEET NORTH OF THE NORTHWEST CORNER OF W. INA ROAD AND N. LA CHOLLA BOULEVARD, AND AMENDING PIMA COUNTY ZONING MAPS NOS. 76 AND 115 .

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

Section 1. The 51 acres located approximately 450 feet north of the northwest corner of W. Ina Road and N. La Cholla Boulevard and illustrated by the shaded area on the attached rezoning ordinance map (Exhibit A), which amends Pima County Zoning Maps Nos. 76 and 115, is rezoned from the CB-1 (Local Business) and CB-2 (General Business) zones to the SP (Foothills Mall Specific Plan) zone subject to the conditions in this ordinance.

Section 2. Rezoning conditions. The Foothills Mall 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 amendments as approved by the Board of Supervisors and including Part V (Conditions of Approval).

Section 3. Time limits of conditions. The Part V Conditions of Approval 1 through 14 adopted by Section 2 of this Ordinance shall be completed no later than September 18, 2023.

Section 4. The Conditions of Approval adopted in Part V of the Specific Plan may be amended or waived by the Board of Supervisors in accordance with Section 18.90.080 of the Pima County Zoning Code.

Section 5. The effective date of this Ordinance is the date the Chairman of the Board of Supervisors signs this Ordinance.

Passed and adopted by the Board of Supervisors of Pima County, Arizona, on this 5th day of March, 2019.

Pages of this document may not reproduce adequately on film.

92

Chairman, Pima County Board of Supervisors

MAR 0 5 2019

Attest:

Clerk, Board of Supervisors

Approved As To Form:

1/15/2019

Deputy County Attorney
Lesley M. Lukach

Approved:

1-4-19

Executive Secretary
Planning and Zoning Commission

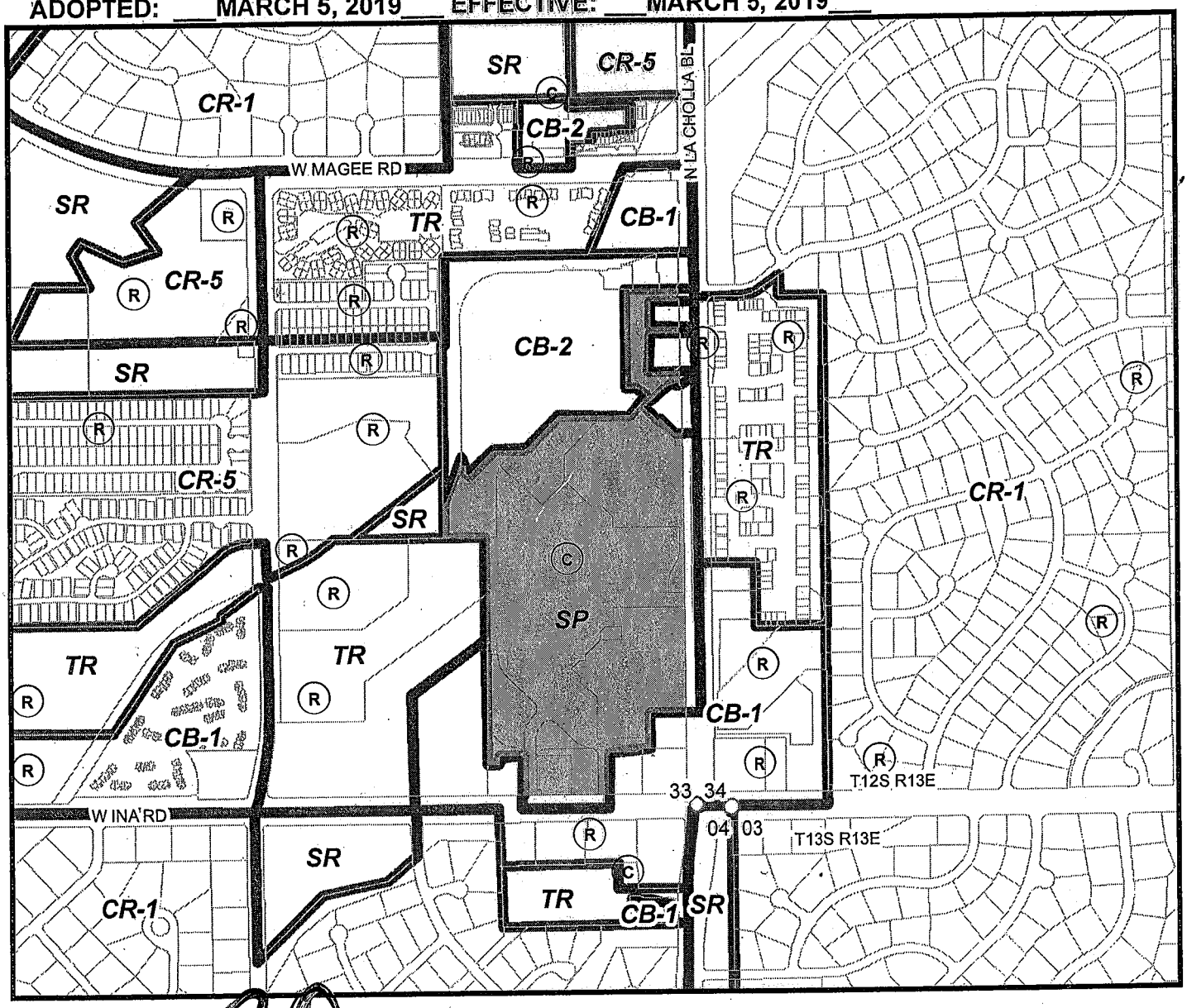
EXHIBIT A

AMENDMENT NO.'S 98 & 83 BY ORDINANCE NO. 2019-008
PIMA COUNTY ZONING MAP NO.'S 76 & 115 TUCSON AZ. PARCELS 18Q, 15A, 16B, 16C, 17D, 18B, 19A, 19D, 20A, 20B, 20C, 21D, 21E, 21F, 21G, 21H, 21J, 22B, 23B, 24A, 24C,& 24D BEING A PART OF THE SE 1/4 OF SEC 33 T12S R13E.

N W E S

0 205 410 820 Feet

ADOPTED: MARCH 5, 2019 EFFECTIVE: MARCH 5, 2019



EXECUTIVE SECRETARY PIMA COUNTY PLANNING AND ZONING COMMISSION

Ⓒ **NO BUILDING PERMITS WITHOUT CERTIFICATE OF COMPLIANCE FROM CB-1 & CB-2 51.0 ac**
ds-November 30, 2018

PIMA COUNTY
DEVELOPMENT SERVICES

P18SP00001
Multiple taxcodes

PIMA COUNTY
DEVELOPMENT SERVICES

DATE: December 12, 2019

TO: Foothills Mall Specific Plan File

FROM: Terrill L. Tillman, AICP, Principal Planner

SUBJECT: Time Limits established in Section 3 of Ordinance 2019-8

The time limitations established in Section 3 of Ordinance 2019-8 no longer apply to the The Foothills Mall Specific Plan. The applicant entered into a development agreement per the "additional development limitation" within 6 months of the rezoning approval. All other conditions numbers 1 through 14 of the rezoning apply to the project at the time of permitting/development with NO time limits for completion.

F. ANN RODRIGUEZ, RECORDER
Recorded By: LMK
DEPUTY RECORDER
4983

P0230
PIMA CO CLERK OF THE BOARD
PICKUP

SEQUENCE: 20191430582
NO. PAGES: 17
05/23/2019
16:12:33

When recorded, mail to:

Keri Silvyn, Esq.
Lazarus, Silvyn & Bangs PC
5983 E. Grant Road, Suite 290
Tucson, Arizona 85712

DEVELOPMENT AGREEMENT

BETWEEN

PIMA COUNTY, ARIZONA

AND

FHM PARTNERS, LLC

DEVELOPMENT AGREEMENT

THIS DEVELOPMENT AGREEMENT (the "Agreement") is entered into this ____ day of _____ 2019, by and between FHM PARTNERS, LLC, an Arizona limited liability company (hereinafter "**Developer**"), and PIMA COUNTY, a political subdivision of the State of Arizona (the "**County**").

RECITALS

A. A.R.S. § 11-1101 authorizes the County to enter into development agreements with landowners and persons having an interest in real property that is located in the County.

B. Developer is the owner of approximately 51 acres of land located in unincorporated Pima County near the northwest corner of Ina Road and La Cholla Road (the "**Property**"). The Property is depicted and legally described on **Exhibit "A."**

C. Developer is working to transform an outdated shopping mall located on the Property into a unique, exciting, regional destination and living environment. The vision is to create a true destination venue with a live/work/play, multi-modal experience for the region.

D. The County has established and substantially constructed the Chuck Huckelberry Loop ("**Loop**"), which is a multi-use trail that loops the Tucson metropolitan area. As part of the Loop, the County has worked with property owners to establish connectivity to certain properties and uses. The County and Developer want to connect the Property to the Loop when the Property is revitalized.

E. The County Board of Supervisors ("**BOS**") has approved the rezoning of the Property in Case No. P18SP0001 (the "**Rezoning**). The Rezoning adopted the Foothills Mall Specific Plan ("**SP**"), which permits the uses and development standards to bring forward Developer's vision for the Property.

F. The BOS included a condition in the Rezoning requiring Developer to enter into this Agreement with the County establishing, among other things, how the County and Developer will work collaboratively to construct the connecting path between the Loop and the Property (the "**Loop Connection**"), establish the Developer's fair share contribution to the cost of the project, and establish the timing and responsibilities for construction and contribution.

G. Under the current Pima County Roadway Development Fee program (Pima County Code, Title 19), the Developer would be required to pay the applicable development fee (based on the type of use) for each 1,000 square-foot increase in the existing square

footage of the development. PCC §§ 19.01.030(A)(3) and 19.03.020(B). The County is currently in the process of developing a new development-fee program consistent with the 2016 amendments to A.R.S. § 11-1102.

H. This Agreement is consistent with the portions of the County's Comprehensive Plan applicable to the Property on the date this Agreement is executed.

AGREEMENT

NOW, THEREFORE, the parties agree as follows:

1. **Incorporation of Recitals and Exhibits.** The Recitals set forth above and all the attached Exhibits are a part of and incorporated into this Agreement.

2. **Loop Connection Description.**

   2.1. The Loop Connection will run southwest along the Carmack Wash from the Property to Mona Lisa, then north along Mona Lisa to the Ann Day Community Park entrance, and then through the park to the corner of Magee and Shannon as depicted on **Exhibit "B"**.

   2.2. The Loop Connection will, to the extent feasible, consist of a 14-foot asphalt striped cross-section with no additional irrigation or other improvements.

3. **Loop Connection Construction**. County will acquire the necessary rights-of-way and design and construct the Loop Connection (together, the "**Project**") under the conditions set forth in this Agreement, and subject to appropriation of necessary funding by the Board of Supervisors.

4. **Cost Sharing.** The preliminary cost estimate for the Project is $450,000.

   4.1. Subject to Section 5 below, Developer will pay one hundred percent (100%) of the cost, excluding any costs to acquire the right-of-way, of designing and constructing the portion of the Loop Connection between the Property and the Ann Day Community Park entrance ("**Developer Contribution**"). This segment is noted on **Exhibit "B"** in blue.

   4.2. County will pay all costs associated with acquiring the required right-of-way along the Carmack Wash between the Property and Mona Lisa, and one hundred percent (100%) of the cost of designing and constructing the portion of the Loop Connection between the Ann Day Community Park entrance and the corner of Magee and Shannon.

   4.3. The County will allocate costs between the two segments of the Loop Connection using a commercially reasonable methodology, and that allocation will be final and binding on Developer.

   4.4. Costs include all direct and indirect costs incurred by County for the Project.

5. **Project Commencement**. The County's obligation to build the Project is contingent on the Board of Supervisors' appropriation of the necessary funding. Developer's obligation to pay the Developer Contribution is contingent upon the issuance of Certificate(s) of Occupancy for a minimum of 100 residential or hospitality units, or 125,000 square feet of newly constructed office space on the Property, and on the Board of Supervisors' appropriation of the necessary funding to construct the Project.

   5.1. County may, at any time before commencing construction of the Project, notify Developer that the County has appropriated the necessary funding and is proceeding or intends to proceed with the Project, and provide Developer with an updated Project cost estimate (the "**Initial Notice**").

      5.1.1. If the new cost estimate exceeds 110% of the current cost estimate set forth in Section 4 above, adjusted based on changes in the CPI, Developer will, within 45 days after receipt of the Initial Notice, inform County, in writing, whether or not Developer approves the new cost estimate ("**Developer Response**"). Failure to provide the Developer Response will be deemed to be approval.

      5.1.2. If the Developer approves or is deemed to approve the new cost estimate, Developer will be obligated to pay the Developer Contribution as and when provided in this Agreement, based on actual Project costs, but capped at 110% of Developer's share of the approved estimate.

      5.1.3. If Developer provides a Developer Response indicating that Developer does not approve the new cost estimate, County may elect not to proceed with the Project, or may proceed with the Project under Section 5.2 below.

   5.2. If County proceeds with the Project without receiving Developer's approval of a new cost estimate, as set forth above, the amount of the Developer Contribution will be capped at 110% of the Developer's share of the current estimate, adjusted based on changes in the CPI.

6. **Payment of Developer Contribution.** Subject to Section 5 above, Developer will pay half the estimated Developer Contribution to County after County has acquired the necessary right-of-way for the Project and has completed plans and specifications for the Project, but before County begins the procurement process for awarding construction contracts. Developer will pay the remainder of the Developer Contribution within 30 days after Project completion.

7. **Improvements on the Property**. Developer is not required to provide any connectivity from the Loop Connection terminus into the Property.

8. **Development Fees.**

8.1. Developer will pay development fees at the time the County issues any new building permit for the Property in the amount required under the County Code then in effect, offset with credits for existing improvements on the Property, calculated as set forth below.

8.2. Developer has confirmed and County agrees that the square footage ("**Existing Square Footage**") of the existing buildings (the "**Existing Buildings**") on the Property is 615,519 square feet. The Existing Buildings are a combination of retail, restaurant and office uses. Developer is required to obtain demolition permits that accurately reflect the square footage and use of any Existing Buildings being demolished. Based on those demolition permits, and on building permits for new or reconstructed space, Developer and County will maintain an accurate accounting of the square footage and use of the buildings on the Property as those things change from time to time, so that Developer is only charged development fees on higher uses and increased square footages, as follows:

8.2.1. Each demolition permit will include a calculation of the Development fees that would be due on the demolished space if it were new construction, based on the square footage and use(s) of the demolished space at time of demolition permit application and the development-fee rates in effect at that time. That amount will be a credit. These development fee credits will be aggregated and tracked cumulatively for the entire Property.

8.2.2. Development fees will be assessed per the County's development-fee ordinance when building permits are issued for construction/re-construction, based on what would be due using the development-fee rates in effect at that time if it were all new construction. The credits under paragraph 8.2.1 above will offset the amount due.

9. **Miscellaneous Provisions.**

9.1. **Notices**. All notices and communications under this Agreement must be in writing and delivered personally or sent by registered or certified United States Postal Service mail, return receipt requested, postage prepaid, or by recognized overnight carrier service to:

If to County:

County Administrator
Attention: Carmine Debonis
Assistant County Administrator for Public Works
130 W. Congress, 10th Floor
Tucson, Arizona 85701

If to the Developer:

FHM Partners, LLC
Attention: Toufic Abi-Aad
20 E. Congress, Suite 300
Tucson, Arizona 85701

With a copy to:

Keri Silvyn, Esq.
Lazarus, Silvyn and Bangs, PC
5983 E. Grant Road, Suite 290
Tucson, Arizona 85712

or to such other addresses as either party may from time to time designate in writing and deliver in a like manner. Any such change of address notice must be given at least ten (10) days before the date on which the change is to become effective. Notices given by mail will be deemed delivered 72 hours following deposit in the United State Postal Service in the manner set forth above. Notices given by personal delivery or overnight courier services will be deemed delivered when actually delivered.

9.2. **Waiver**. No delay in exercising any right or remedy under this Agreement constitutes a waiver thereof, and no waiver by a party of any breach of any provision of this Agreement by the other party is a waiver of any preceding or succeeding breach of the same or of any other provision of this Agreement.

9.3. **Agreement Effective Date; Term**. This Agreement will become effective when approved by the Board of Supervisors.

9.4. **Agreement Termination Date**. This Agreement will terminate on the later of the date that (a) the Project is completed; (ii) the Developer Contribution is paid in full to the County; and (iii) all development fee credits under Section 8 above have been used.

9.5. **Entire Agreement**. This Agreement constitutes the entire agreement between the parties with respect to the Project. This provision applies only to this Agreement; additional and separate zoning stipulations and agreements with the County may apply to the Property, and this provision has no effect on those.

9.6. **Conflict of Interest**. Pursuant to Arizona law, rules and regulations, no member, official or employee of the County may have any personal interest, direct or indirect, in this Agreement, nor may any such member, official or employee participate in any decision relating to this Agreement that affects their personal interest or the interest

of any corporation, partnership or association in which they are, directly or indirectly, interested.

9.7. **No Personal Liability**. Except for mandamus and other special actions, no member, official or employee of the County is or will be personally liable to Developer, or any successor or assignee, and no member, official or employee of Developer is or will be personally liable to the County, (a) in the event of any default or breach by either party, (b) for any amount that may become due to either party or its successors or assigns, or (c) pursuant to any obligation of either party under the terms of this Agreement.

9.8. **Amendment of the Agreement**. This Agreement may be amended, in whole or in part and with respect to all or any portion of the Property, only with the mutual written consent of the County and then-current fee title owners of the Property. The County will record the amendment or cancellation in the official records of the Pima County Recorder.

9.9. **Severability**. If any provision of this Agreement is declared void or unenforceable, that provision will be severed from this Agreement, which will otherwise remain in full force and effect, provided that the severance does not vitiate the overall intent of the parties in entering into this Agreement.

9.10. **Governing Law**. The laws of the State of Arizona 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 will 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.

9.11. **Recording of Agreement and Subsequent Amendment; Cancellation**. County will record this Agreement, and any amendment or cancellation of it, in the official records of the Pima County Recorder no later than ten (10) days after the County and Developer (or, in the case of an amendment or cancellation, any other necessary party) execute the agreement, amendment or cancellation, as required by A.R.S. § 11-1101 (E).

9.12. **Attorneys Fees and Costs**. If either party brings a legal action either because of a default under this Agreement or to enforce a provision of this Agreement, the prevailing party will be entitled to reasonable attorneys' fees and court costs.

9.13. **Successors and Assigns**. Subject to the provisions of this Section, all of the provisions of this Agreement will inure to the benefit of and be binding upon successors and assigns of the parties to this Agreement pursuant to A.R.S 11-1101(E). The Developer may assign all or a portion of its rights and obligations under this Agreement, provided:

9.13.1. The assignment is to a person or entity that has acquired all or a portion of the Property; and

9.13.2. The assignment is by written instrument, expressly assigning and assuming the rights and obligations, recorded in the official records of Pima County, Arizona; and

9.13.3. In the event of a complete assignment by the Developer or all of the rights and obligations of the Developer under this Agreement, and upon notice to and approval by the County, the Developer's liability under the Agreement will terminate effective upon the assumption by the Developer's assignee of all of Developer's obligations hereunder.

9.14. **No Third-Party Beneficiaries.** There are no third-party beneficiaries to this Agreement, and no person or entity not a party to this Agreement has any right or cause of action under it.

9.15. **No Agency Created.** Nothing contained in this Agreement creates any partnership, join venture, or agency relationship between the parties.

IN WITNESS WHEREOF, the parties have executed this Agreement as of the day and year first above written.

PIMA COUNTY BOARD OF SUPERVISORS

Chair, Pima County Board of Supervisors

Date: MAY 21 2019

APPROVED AS TO FORM:

Deputy County Attorney
CHARLES WESSELHOFT

ATTEST:

Clerk of the Board of Supervisors

Exhibits:

Exhibit "A" Legal Description and Depiction of Property

Exhibit "B" Loop Connection

FHM PARTNERS, LLC, an Arizona Limited Liability Company

By: _____

Title: Manager of Bourn Properties, LLC, member of FHM Manager, LLC, ~~member~~ manager of FHM Investors, LLC, member of FHM Partners, LLC

Date: 05/07/19

Name: Don E. Bourn

State of Arizona)
) ss.
County of Pima).

The foregoing instrument was acknowledged before me this 7th day of May, 2019, by Don E. Bourn ~~of FHM PARTNERS, LLC, an Arizona limited liability company~~, on behalf of the company.

manager of Bourn Properties, LLC, member of FHM Manager, LLC, manager of FHM Investors, LLC, member of FHM Partners, LLC, each an Arizona Limited Liability company

Alisa M. Reed

Notary Public

My Commission Expires:

11/10/22

OFFICIAL SEAL
ALISA M. REED
Notary Public - Arizona
PIMA COUNTY
Commission # 553328
My Commission Expires
NOVEMBER 10, 2022

Exhibit "A"

Legal description and depiction of Property

A part of the East half (E 1/2) of Section 33, Township 12 South, Range 13 East, Gila and Salt River Meridian, Pima County, Arizona, including part platted as Lot 2, Federated Stores, as recorded in Book 28 of Maps and Plats at Page 46, described as follows:

Beginning at an ACP LS 4527 monumenting the Southwest corner of said Lot 2;

thence North 00 degrees 00 minutes 03 seconds East along the West line of Lot 2, a distance of 196.00 feet to the Point of Beginning;

thence continue North 00 degrees 00 minutes 03 seconds East along said West line a distance of 1,247.69 feet to an ACP LS 4527 on a South line of Lot 2;

thence North 89 degrees 42 minutes 29 seconds West along said South line a distance of 223.83 feet to a 1/2" iron rod on a West line of Lot 2;

thence North 00 degrees 00 minutes 03 seconds West along said West line a distance of 188.62 feet to the Southeasterly line of the Wash Parcel as recorded in Docket 11195 at page 807;

thence North 89 degrees 59 minutes 57 seconds East along said Southeasterly line a distance of 6.85 feet to a point on the arc of a non-tangent curve concave to the West, a radial line of said curve through said point having a bearing of South 60 degrees 54 minutes 38 seconds East;

thence Northerly along said Southeasterly line, along the arc of said curve, to the left, having a radius of 945.00 feet, with a chord of North 20 degrees 34 minutes 28 seconds East 279.85 feet, and a central angle of 17 degrees 01 minutes 48 seconds for an arc distance of 280.88 feet to the non-tangent line South line of the Wal-Mart Parcel as
recorded in Docket 11196 at page 831;

thence South 00 degrees 05 minutes 09 seconds East along said South line a distance of 46.00 feet;

thence North 89 degrees 59 minutes 41 seconds East along said South line a distance of 18.15 feet to a point of curvature of a tangent curve concave to the Southwest;

thence Southeasterly along said South line, along the arc of said curve, to the right, having a radius of 2.50 feet, with a chord of South 45 degrees 00 minutes 19 seconds East 3.54 feet, and a central angle of 90 degrees 00 minutes 00 seconds for an arc distance of 3.93 feet to a point of tangency;

thence South 00 degrees 00 minutes 19 seconds East along said South line a distance of 39.32 feet;

thence South 49 degrees 27 minutes 56 seconds East along said South line a distance of 20.64 feet;

Exhibit A

thence North 44 degrees 56 minutes 21 seconds East along said South line a distance of 169.40 feet to a point of curvature of a tangent curve concave to the South;

thence Easterly along said South line, along the arc of said curve, to the right, having a radius of 50.00 feet, with a chord of North 67 degrees 36 minutes 48 seconds East 38.55 feet, and a central angle of 45 degrees 20 minutes 54 seconds for an arc distance of 39.57 feet to a point of tangency;

thence South 89 degrees 42 minutes 45 seconds East along said South line a distance of 139.15 feet to a point of curvature of a tangent curve concave to the North;

thence Easterly along said South line, along the arc of said curve, to the left, having a radius of 50.00 feet, with a chord of North 67 degrees 38 minutes 02 seconds East 38.52 feet, and a central angle of 45 degrees 18 minutes 25 seconds for an arc distance of 39.54 feet to a point of tangency;

thence North 44 degrees 58 minutes 50 seconds East along said South line a distance of 240.29 feet;

thence South 89 degrees 43 minutes 59 seconds East along said South line a distance of 390.63 feet;

thence North 44 degrees 56 minutes 41 seconds East along said South line a distance of 149.07 feet;

thence North 45 degrees 02 minutes 42 seconds West along said South line a distance of 45.34 feet to a point on the arc of a non-tangent curve concave to the South, a radial line of said curve through said point having a bearing of North 30 degrees 40 minutes 33 seconds East;

thence Westerly along said South line, along the arc of said curve, to the left, having a radius of 112.50 feet, with a chord of North 74 degrees 31 minutes 06 seconds West 58.97 feet, and a central angle of 30 degrees 23 minutes 18 seconds for an arc distance of 59.67 feet to a point of tangency;

thence North 89 degrees 42 minutes 45 seconds West along said South line a distance of 34.01 feet to the East line of said Wal-Mart parcel;

thence North 00 degrees 03 minutes 11 seconds East along said East line a distance of 542.20 feet;

thence South 89 degrees 42 minutes 45 seconds East along said East line and the Easterly prolongation a distance of
313.85 feet to the West right of way line of La Cholla Boulevard;

thence South 00 degrees 05 minutes 48 seconds East along said West right of way line a distance of 67.02 feet;

thence North 89 degrees 42 minutes 35 seconds West 176.14 feet;

thence South 00 degrees 03 minutes 11 seconds West 136.13 feet to a point of curvature of a tangent curve concave to the Northeast;

thence Southeasterly along the arc of said curve, to the left, having a radius of 12.00 feet, with a chord of South 44 degrees 49 minutes 42 seconds East 16.94 feet, and a central angle of 89 degrees 45 minutes 46 seconds for an arc distance of 18.80 feet to a point of tangency;

thence South 89 degrees 42 minutes 35 seconds East 153.32 feet;

thence North 82 degrees 07 minutes 29 seconds East 11.36 feet to the West right of way line of La Cholla Boulevard;

thence South 00 degrees 05 minutes 48 seconds East along said West right of way line a distance of 33.22 feet;

thence North 79 degrees 08 minutes 24 seconds West 14.67 feet;

thence North 89 degrees 42 minutes 35 seconds West 161.42 feet to a point of curvature of a tangent curve concave to the Southeast;

thence Southwesterly along the arc of said curve, the the left, having a radius of 12.00 feet, with a chord of South 45 degrees 10 minutes 18 seconds West 17.01 feet, and a central angle of 90 degrees 14 minutes 14 seconds for an arc distance of 18.90 feet to a point of tangency;

thence South 00 degrees 03 minutes 11 seconds West 200.78 feet;

thence South 89 degrees 42 minutes 35 seconds East 171.52 feet to the New West Right of Way line of La Cholla Boulevard as recorded in Docket 12164 at page 789;

thence South 08 degrees 50 minutes 23 seconds East along said New West Right of Way line a distance of 18.13 feet;

thence South 04 degrees 42 minutes 24 seconds East along said New West Right of Way line a distance of 26.82 feet;

thence South 00 degrees 13 minutes 24 seconds East along said New West Right of Way Line a distance of 9.10 feet to a point on the arc of a non tangent curve concave to the Southeast, a radial line of said curve through said point having a bearing of North 07 degrees 37 minutes 54 seconds West;

thence Southwesterly along the arc of said curve, to the left, having a radius of 223.50 feet, with a chord of South 63 degrees 39 minutes 32 seconds West 143.38 feet, and a central angle of 37 degrees 25 minutes 09 seconds for an arc distance of 145.96 feet to a point of tangency;

thence South 44 degrees 56 minutes 57 seconds West 106.08 feet;

thence South 45 degrees 03 minutes 04 seconds East 104.53 feet;

thence North 44 degrees 56 minutes 56 seconds East 19.65 feet;

thence South 45 degrees 03 minutes 04 seconds East 119.00 feet;

thence East 42.90 feet to the West Right of Way Line of La Cholla Boulevard;

thence South along said West Right of Way Line a distance of 1,767.34 feet to an ACP LS 4527 monumenting the Northeast corner of Lot 1 of said plat;

thence North 89 degrees 42 minutes 42 seconds West along the North line of Lot 1 a distance of 250.00 feet to an ACP LS 4527 monumenting the Northwest corner of Lot 1;

thence South 71 degrees 03 minutes 55 seconds 45.20 feet;

thence South 89 degrees 36 minutes 44 seconds West 125.89 feet to a point of curvature of a tangent curve concave to the Southeast;

thence Southwesterly along the arc of said curve, to the left, having a radius of 24.00 feet, with a chord of South 44 degrees 48 minutes 22 seconds West 33.83 feet, and a central angle of 89 degrees 36 minutes 44 seconds for an arc distance of 37.54 feet to a point of tangency;

thence South 201.87 feet;

thence South 11 degrees 35 minutes 41 seconds East 7.81 feet to the North right of way line of Ina Road;

thence North 89 degrees 42 minutes 42 seconds West along said North right of way line a distance of 466.48 feet;

thence North 09 degrees 05 minutes 11 seconds East 9.80 feet;

thence North 00 degrees 00 minutes 14 seconds West 217.47 feet to a point of curvature of a tangent curve concave to the Southwest;

thence Northwesterly along the arc of said curve, to the left, having a radius of 18.00 feet, with a chord of North 44 degrees 51 minutes 28 seconds West 25.39 feet, and a central angle of 89 degrees 42 minutes 28 seconds for an arc distance of 28.18 feet to a point of tangency;

thence North 89 degrees 42 minutes 42 seconds West 106.70 feet to a point of curvature of a tangent curve concave to the Southeast;

thence Southwesterly along the arc of said curve, to the left, having a radius of 12.00 feet, with a chord of South 45 degrees 08 seconds 41 seconds West 17.01 feet, and a central angle of 90 degrees 17 minutes 15 seconds for an arc distance of 18.91 feet to a point of tangency;

thence South 00 degrees 00 minutes 03 seconds West 37.00 feet;

thence North 89 degrees 42 minutes 42 seconds West 63.00 feet to the Point of Beginning.

EXCEPTING THEREFROM a part of the Southeast quarter of Section 33, Township 12 South, Range 13 East , Gila and Salt River Meridian, including a portion platted as Lot 2, Federated Stores as recorded in Book 28 of Maps and Plats at page 46,Pima County Recorder's Office, Pima County, Arizona, described as follows:

Beginning at the found ACP 4527 monumenting the Northeast corner of Lot 1 of said plat;

thence North 89 degrees 42 minutes 42 seconds West along the North line of Lot 1, a distance of 201.50 feet to a set 1/2" iron rod 12122;

thence North 201.50 feet to a set nail and disk 12122;

thence South 89 degrees 42 minutes 42 seconds East 201.50 feet to a set aluminum capped pin 12122 on the East line of said Lot 2;

thence South along said East line a distance of 201.50 feet to the Point of Beginning.

And FURTHER EXCEPTING THEREFROM those portions conveyed to Pima County, a political subdivision of the State of Arizona as set forth in Deed recorded in Docket 20121230437.

And FURTHER EXCEPTING THEREFROM any portion thereof as described in Partial Release recorded in Document No. 20123100723.

Exhibit "B"

The Loop Connection

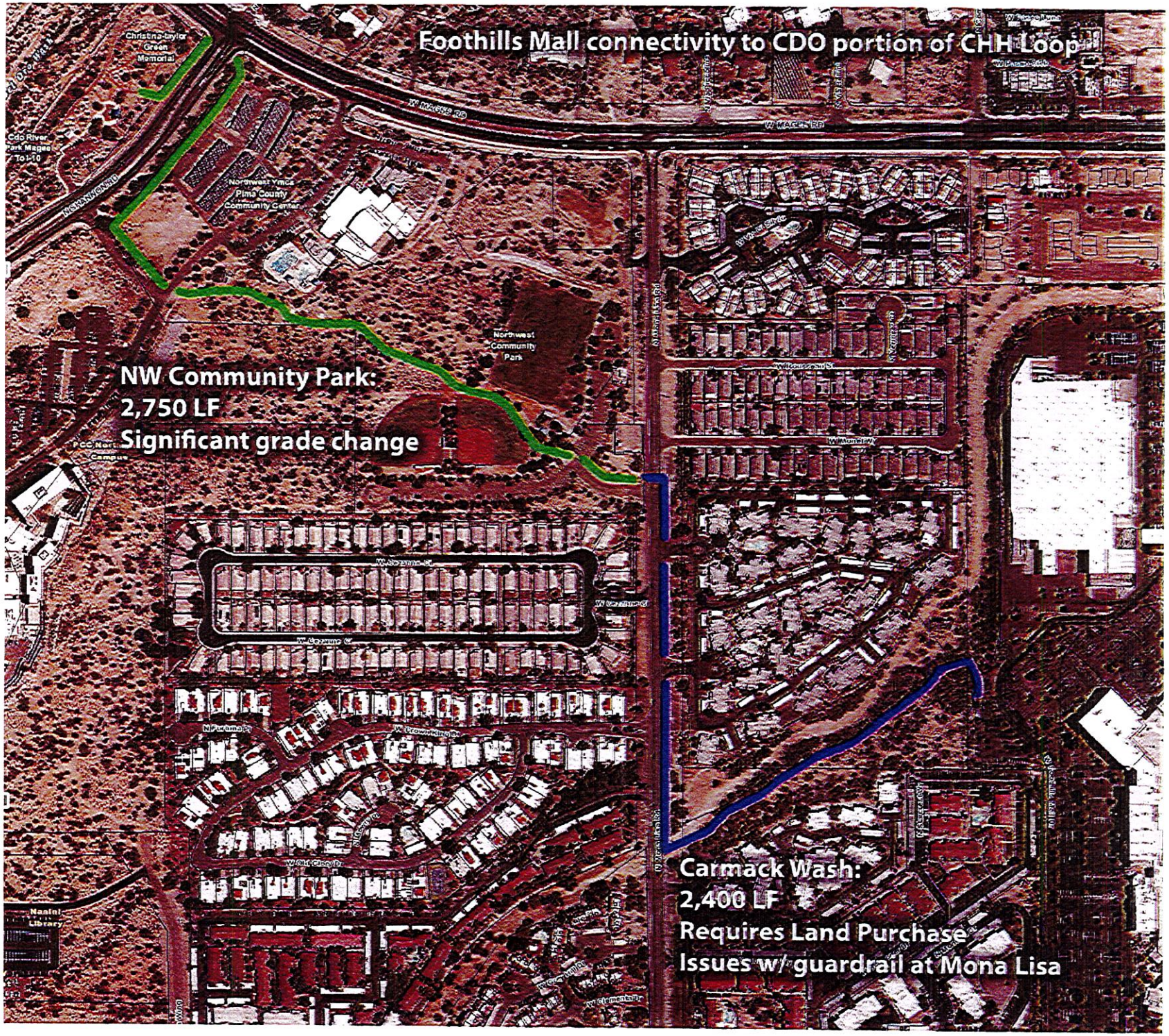

Foothills Mall connectivity to CDO portion of CHH Loop
NW Community Park:
2,750 LF
Significant grade change
Carmack Wash:
2,400 LF
Requires Land Purchase
Issues w/ guardrail at Mona Lisa
Christina-Taylor Green Memorial
Northwest Community Park
Northwest Ymca Pima County Community Center
W Magee Rd
W Rousseau St
W Monitor Dr
W Cezanne Ct
W Old Glory Dr
Nanini Library

Exhibit B

Foothills Mall Specific Plan

Pima County, Arizona

Submitted to:
Pima County Development Services
Land Planning & Regulation
201 North Stone Avenue
Tucson, Arizona 85701

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September 2018

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Introduction and Policy

A. Introduction

In December 2016, FHM Partners, LLC ("Owner") purchased the majority of what is known as the Foothills Mall ("FHM"), located at the northwest corner of North La Cholla Boulevard and West Ina Road. (See *Exhibit I.A: Regional Location Map*.) FHM was originally developed in 1981 under a development plan that encompassed approximately 68 acres. The Owner proposes to re-envision, re-purpose and redevelop approximately 51 acres of the FHM to create a unique urban mixed-use environment (the "Project"). The Project is comprised of 22 parcels, identified by the following Pima County Assessor parcel numbers ("APN"): 225-43-018Q, 225-44-315A, -316B, -316C, -317D, -318B, -319A, -319D, 320A, -320B, -320C, -321D, -321E, -321F, -321G, -321H, -321J, -322B, -323B, -324A, -324C, and -324D (the "Property"). (See *Exhibit I.B: Property Map*.)

Across the country, urban and suburban shopping malls are evolving to create new environments. Consumer interaction with bricks and mortar stores is changing with the increase in online sales activity over the last 5-10 years. This change in behavior and move away from outdated mall concepts provides an incredible opportunity to redevelop and reposition the FHM property to provide a unique, exciting, regional destination and living environment with existing infrastructure to support the multi-dimensional development.

The Owner has spent considerable time studying successful project experiences throughout the country with a specific focus on changing consumer desires. The successful future of these community spaces requires thoughtful integration of retail, multi-family, office, entertainment, restaurant and hospitality uses. This vision of the Project is discussed in detail on pages 7-10 of this Specific Plan and aligns perfectly with the policies of Pima Prospers and is an exciting opportunity to create a unique environment and community amenity within the northwest Pima County region. The purpose of this Specific Plan is to provide flexibility in design and location of uses and permit increased height for residential, hospitality and office uses. The existing structures and circulation may be modified, and the Owner has worked to ensure appropriate setbacks are established. This is an exciting infill, redevelopment project within an area of Pima County that needs reinvestment and revitalization.

B. Conformance with Pima Prospers

This Specific Plan is consistent with the goals and policies of the Pima County Comprehensive Plan, *Pima Prospers*. The Property is identified as a Community Activity Center ("CAC") within the Tortolita Planning Area of *Pima Prospers*. Like other CACs, this Project:

- is located on major arterial roadways with access to public transportation;
- has been designed to provide pedestrian and bicycle connectivity between the Project and surrounding uses, where feasible; and
- is a high-intensity mixed-use center with a full range of uses, including housing, retail, personal services, office, hotel, restaurant and entertainment uses.

Exhibit I.A: Regional Location Map

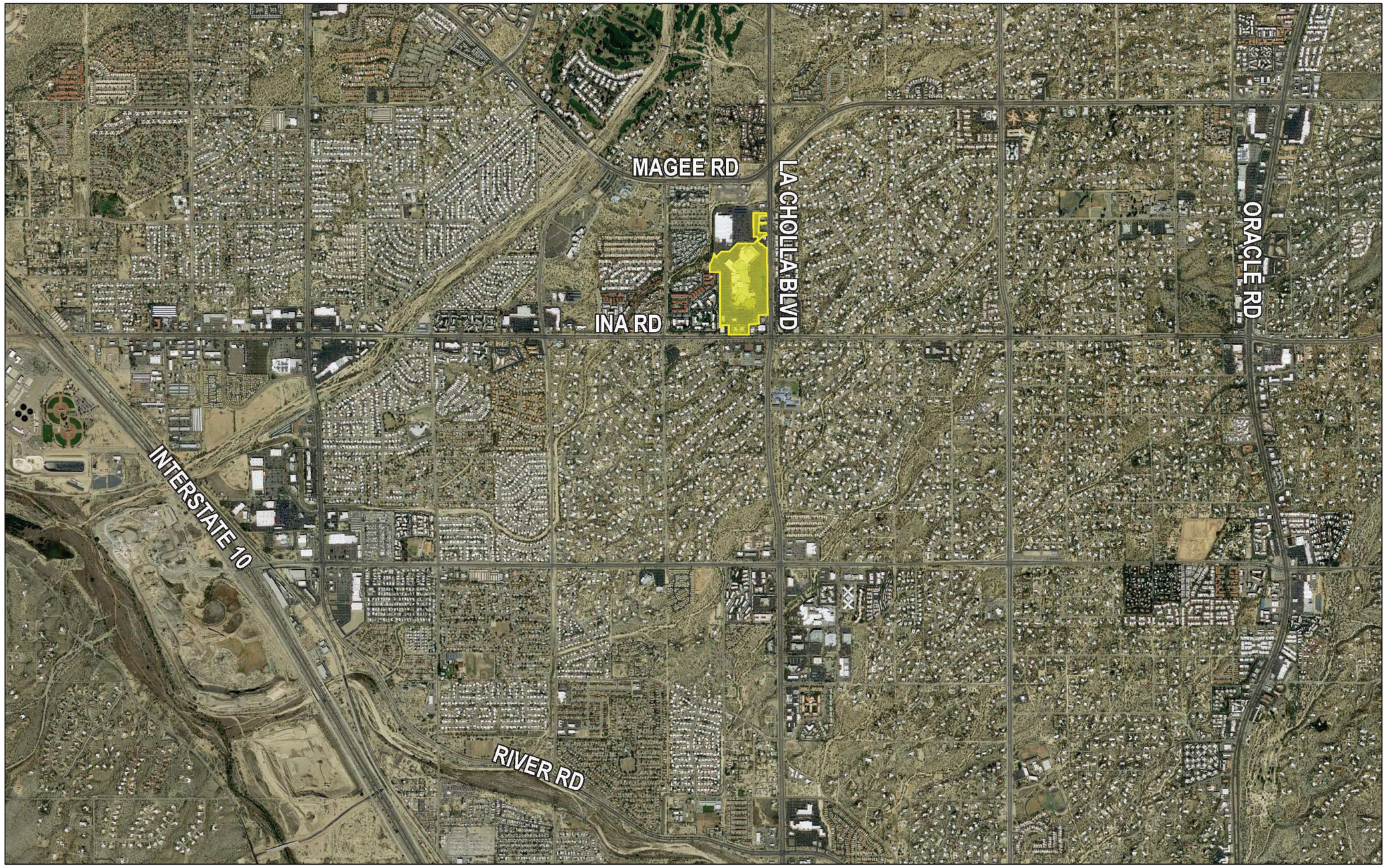
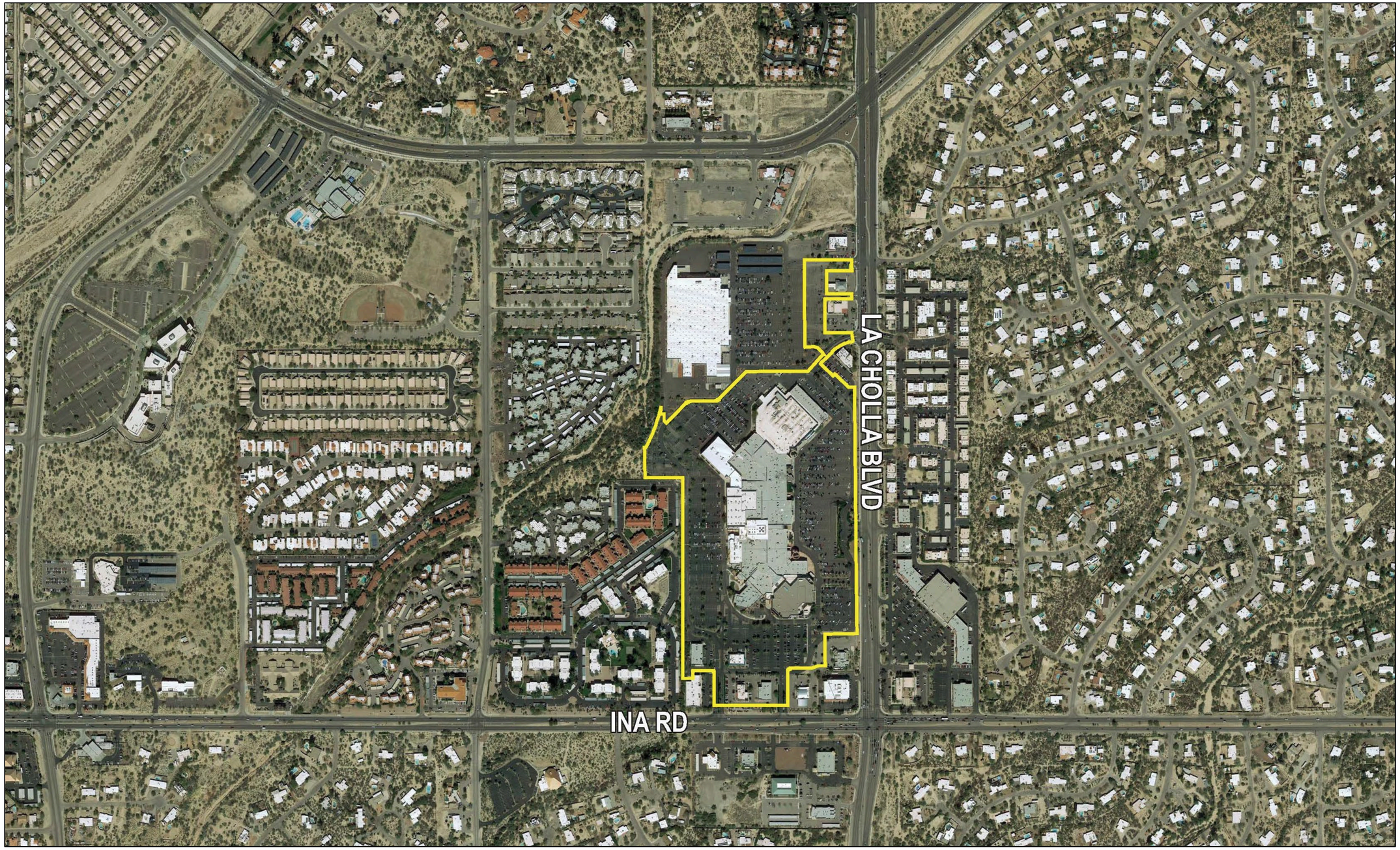


Exhibit I.B: Property Map



The following policies from *Pima Prospers* are relevant and support this Specific Plan:

1. Use of Land
    - Policy 3.1.1.1: Promote land use patterns that support healthy people, a healthy environment and a healthy economy.

    - Policy 3.1.1.2: Provide an appropriate mix of land uses that:
        - Supports a balance of housing, employment, shopping, recreation and civic uses;
        - Furthers expansion of economic development goals;
        - Recognizes in the unincorporated County the dominant suburban growth pattern within the metropolitan area and the dominant rural growth pattern outside of the metropolitan area.
        - Promotes the integrated and efficient use of infrastructure and services.

    - Policy 3.1.1.6: Promote a compact form of development in urban and suburban areas where infrastructure is planned or in place and the market is receptive.

    - Policy 3.1.1.7: Support and incentivize horizontal and vertical mixed-use development and redevelopment in character and scale with existing development.

    - Policy 3.1.1.8: Require all mixed-use developments to incorporate design elements for walkability, bikeability and access to work, school, services, infrastructure, and healthy foods.

    - Policy 3.5.1.2: Support and ensure multi-generational housing that is accessible to jobs, multimodal transportation, education, recreation, commerce, healthy foods, and health-related services.

    - Policy 3.5.8.1: Incorporate through good design housing types within mixed use developments at scales generally compatible, but more dense than adjacent established neighborhoods.

- Policy 3.5.8.2: Continue to use appropriate transitions for dissimilar types of development and provide connectivity to trails, pedestrian walkways, and bicycle routes.

- Policy 3.5.8.4: Include trees and other landscape elements as design mechanisms in creating scale appropriate developments.

- Policy 3.5.9.1: Support urban development patterns that exhibit the physical design characteristics of pedestrian-oriented, store front-style retail and encourage physical activity, alternative transportation, social interaction and activation of the public realm where appropriate.

- Policy 3.2.1.1: Promote efficient growth in urban, suburban and rural areas compatible with each area's specific scale, character and identity in areas where infrastructure is planned or in place.

- Policy 3.2.1.3: Recognize the link between urban form, infrastructure availability, resource efficiency and economic development to create a healthy and climate resilient region.

- Policy 3.2.2.1: Utilize infill development to strengthen existing neighborhoods, create the higher density necessary to support desirable services, increase the tax base, and make our communities more efficient without being disruptive to existing neighborhoods.

- Policy 3.2.2.4: Support redevelopment efforts in areas that include densifying neighborhoods, vacant or non-performing shopping centers, or blighted or unsafe housing.

- Policy 3.2.2.6: Integrate parks, plazas, and other gathering places with shade-providing trees and comprehensive landscaping into neighborhood centers to provide places for community activity and interaction and to reduce urban heat island effect.

2. Physical Infrastructure
    - Policy 4.8.1.10.d: Encourage residential multi-modal opportunities, public safety and appropriate connectivity among parks, neighborhoods and commercial areas.

    - Policy 4.8.2.3: Encourage the utilization of the urban trail system as an alternate transportation mode to decrease reliance on automobiles, reduce air pollution, increase overall health and serve economic development functions.

3. Human Infrastructure
    - Policy 5.3.1.1: Promote the establishment of a comprehensive and integrated system of parks, plazas, and playgrounds, and a trails system that provides connectivity to residential areas, employment, services, schools, libraries, activity centers and other community amenities.

    - Policy 5.3.1.3: Continue to provide a diverse range of park types, functions and recreational opportunities to meet the physical and social needs of county residents.

    - Policy 5.3.1.7: Increase opportunities to incorporate green space as a part of the urban environment and to decrease heat islands effect, improve biological diversity, and enhance property values and quality of life.

4. Cost of Development
    - Policy 7.1.1: Encourage the development of retail, commerce, employment and mixed-use residential projects in Focused Development Investment Areas and in other planning areas where infrastructure is in place or planned.

Land Use Proposal

A. Project Overview

The vision for FHM is to take advantage of its central infill location, the uses and infrastructure already in place, and to create a true destination—a live/work/play, multi-modal experience for the region. The Specific Plan establishes the guidelines to implement this vision over the next 15 to 20 years. The goal is to provide the required regulatory framework for implementing the FHM Specific Plan, while also granting the required flexibility for the Owner to respond quickly to consumer demands and market needs.

Infrastructure

This Property is unlike any other in unincorporated Pima County. It is uniquely situated to take advantage of existing infrastructure and established surrounding commercial and high-density/multi-family residential developments, which are components that undeveloped properties on the urban periphery do not have. Pima Prospers emphasizes that sustainable growth should occur in areas with existing infrastructure[1]. This Property has the major infrastructure in place—roadways, water, sewer and drainage facilities—to immediately support a multitude of opportunities and mix of uses at FHM.[2]

The Project's location at the northwest intersection of Ina Road and La Cholla Boulevard—two major arterial roadways—supports the Specific Plan's high-density, urban vision. La Cholla recently has been improved in the Project vicinity, including a complete reconfiguration of its intersection with Magee Road and a new bridge over the Cañada del Oro Wash just north of the Property. Ina Road is a well-traveled east/west corridor connecting Interstate-10 to Tucson's northeast side. The Property is also well-served by public transportation, with established bus transit routes along both arterials.

Land Use

Pima Prospers encourages compact, mixed-use development where infrastructure is in place, and it specifically supports the redevelopment and densification of underperforming shopping centers.[3] The Owner envisions a complete redevelopment of the Property with a focus on a mix of uses, including entertainment, housing, office, retail and hospitality uses, that work

[1] Pima Prospers Policy 3.1.1.6.

[2] *Ibid*, 3.1.1.2., 3.2.1.1., 3.2.1.3., 3.2.2.1., 7.1.1

[3] *Ibid*, 3.2.2.4.

synergistically to energize the Project and offers amenities to the surrounding community[4] This Specific Plan proposes a complete redesign and modification of the existing 620,000 square-foot building space, the addition of new and complementary uses, and the creation of linkages between uses to support its function as a single Project.[5]

The Project balances a mix of entertainment and dining experiences, public gathering spaces, retail, office, hospitality and multi-family uses.[6] The existing movie theater recently made a substantial investment in upgrades and will remain a key component of FHM. A host of other entertainment uses will be incorporated into the development, including the potential for a bowling alley, gathering and event space(s), a children's splash pad, and a venue for live musical performances. Outdoor plaza(s) and seating area(s), perhaps surrounded by a variety of dining options, are also envisioned as part of the Project. It will be a destination featuring both active and passive recreation amenities and family activities.[7]

The Project will continue to exhibit a strong retail component. Some of the existing retailers will remain, and new retailers will be drawn to the Project. Specialty markets may begin to emerge, such as a niche for the sale of locally-grown food and beverages or locally-crafted goods, reflecting community demands and preferences.

Multi-family residential is a critical component of the Project. There is a growing demand for convenient and accessible housing, especially among aging baby boomers and young millennials whose desire is to live in a more urban setting and within walking distance to retail amenities, food, entertainment and employment.[8] Housing co-located within mixed-use developments also provides the customers necessary to support the other uses within the Project. Market success hinges on this interdependent relationship (Danziger). Existing shopping centers, office complexes and housing surrounding the Property are key to this relationship and the future success of FHM.[9]

Higher-density office complexes and hospitality uses are also proposed, which have traditionally been complementary uses. Rather than be isolated, hotel operators are looking for locations that feature services and entertainment opportunities for their guests within easy walking

[4] *Ibid*, 3.1.1.7.
[5] *Ibid*, 5.3.1.1.
[6] *Ibid*, 3.1.1.2., 5.3.1.3.
[7] *Ibid*, 3.2.2.6., 5.3.1.3.
[8] *Ibid*, 3.5.1.2.
[9] *Ibid*, 3.2.1.1

distance. Similarly, employees within the office complexes onsite, as well as those in the surrounding area, will find a wealth of options for lunchtime and after-work activities and dining, and they may opt to live there as well.

To achieve this synergy and create a node of activity like that of a town center where a multitude of activities, goods and services are accessible in a concentrated area, an increase in density and intensity of development will be required. Moderately intense uses are already established on the Property and surround it on all sides: multi-family residential to the west, office and commercial uses to the north, and major arterial roadways with office and commercial uses to the south and east. To attain the vision, this Specific Plan permits residential, office and hospitality uses to be 120 feet or up to 10 stories. Similar heights have been permitted in the northwest region for newer uses, such as Northwest Medical Center and the Top Golf facility. The Specific Plan allows for these heights while ensuring the uses and density are compatible with and complementary to existing development. In addition, the uses within the Specific Plan will be easily accessible to residents, employees and visitors of surrounding properties.[10]

Circulation and Connectivity

Effective and efficient circulation into and around the Property is key to the success of FHM into the future. The Project is designed to be a mixed-use community activity center—meeting a range of needs within a single project. The goal is to become a destination that attracts visitors and provides the amenities and dynamic activities that will keep FHM active the entire day. A key to that success is providing easy, clear and effective access into and within the Property. The major ingress/egress points from Ina Road and La Cholla Boulevard are intended to remain the same. The focus will be to re-design the onsite circulation and reconfigure the building's interaction with the drives and parking areas. Portions of the existing mall structure will be demolished to make way for connections that link all portions and uses within the development.[11]

The Specific Plan aims to create an environment that encourages being outdoors and where a variety of daily activities are all located on a walkable (or bikeable) campus.[12] Partially shaded walkways will be provided throughout the development, and sidewalks will be incorporated into

[10] *Ibid*, 3.5.8.1.
[11] *Ibid*, 4.8.1.10.d.
[12] *Ibid*, 3.1.1.1., 3.1.1.8., 3.5.9.1.

the overall circulation concept linking transit stops on the arterials and ride-share drop-off points with the rest of the Project where feasible.[13]

Physical separation of uses is discouraged, including the separation of onsite uses from adjacent properties, when reasonable. Pedestrian-level connections with the multi-family housing developments and office complexes adjacent to Specific Plan area is encouraged, and where not currently existing, will be evaluated, where feasible.[14] Trail linkages to Pima County-owned property northwest of the Property are also desired to enable residents and visitors to access the larger Pima County trail system.[15]

Today, a sea of surface parking of approximately 2,850 spaces surrounds the existing main mall structure. This parking is a result of applying the current Pima County Zoning Code ("PCZC") suburban parking paradigm. The new parking calculations are based on research in surrounding urban communities to better reflect the infill nature of this Project. Going forward, thoughtful parking plans will be created for each phase that considers the mix of uses, peak hours of operation for the various uses, alternate modes of transportation and the changing relationship people have with their vehicles. It is anticipated that some of the existing parking areas will be repurposed over time for new Project elements, such as buildings or public gathering spaces. Parking will be provided based on demand, and overparking will be discouraged. Depending on the future build-out of the Property, parking structures may be constructed to make the most efficient use of the land.

Concept Plans

Because flexibility and response to market conditions are key to the success of this Project, multiple Concept Plans (*Exhibits II.A.1-3*) and Artistic Renderings (*Exhibits II.A.4-7*) are included to illustrate the vision for the Specific Plan and demonstrate potential development scenarios. The plans' depictions are conceptual and are not to scale. The actual size and location of the buildings, parking and circulation will be determined at a later date. The market will ultimately dictate the mix of uses and the pace of redevelopment of the Property.

[13] *Ibid*, 3.5.8.4.
[14] *Ibid*, 3.5.8.2.
[15] *Ibid*, 4.8.2.3., 5.3.1.1.

Exhibit II.A.1: Concept Plan A

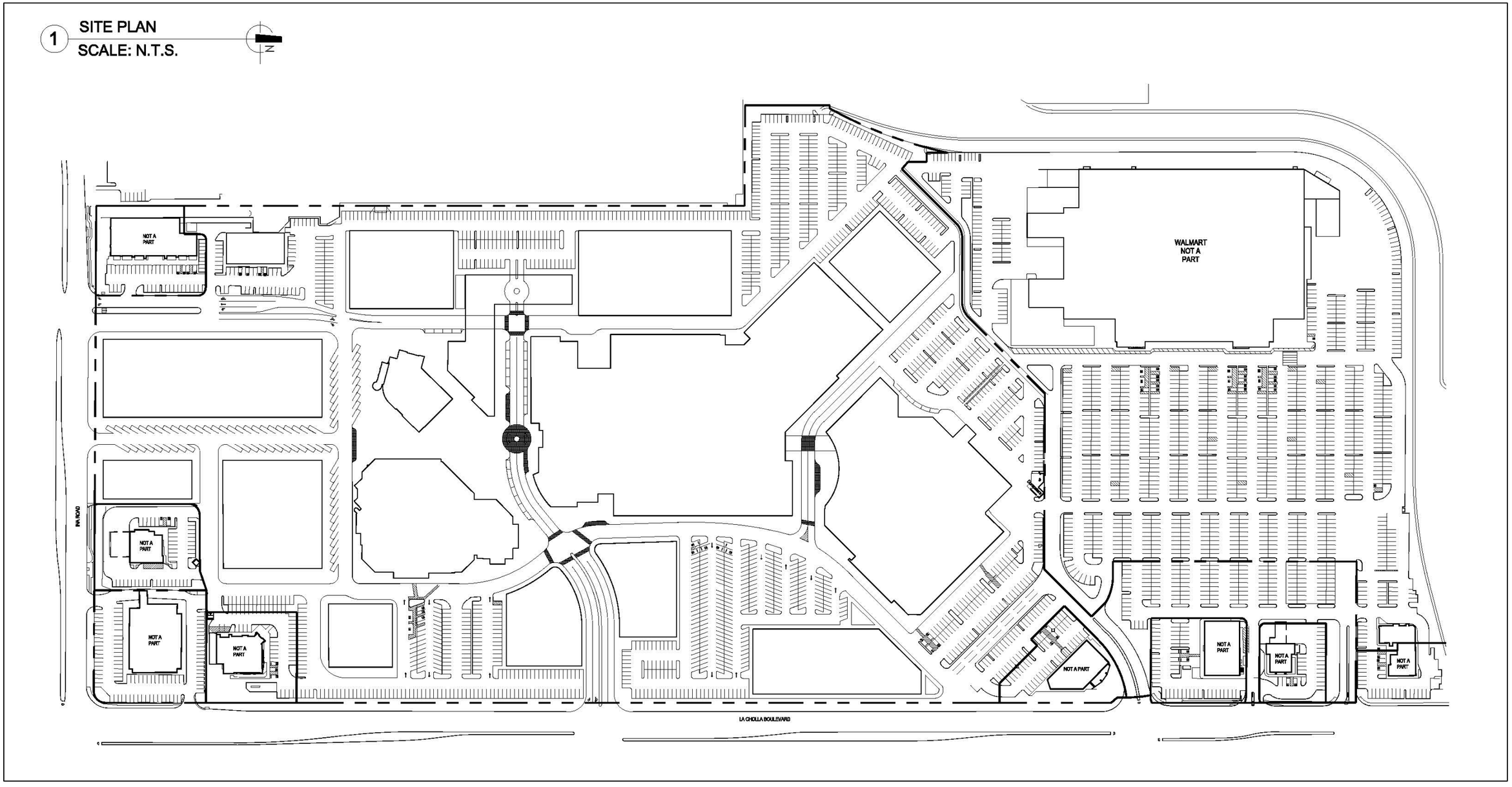


Exhibit II.A.2: Concept Plan B

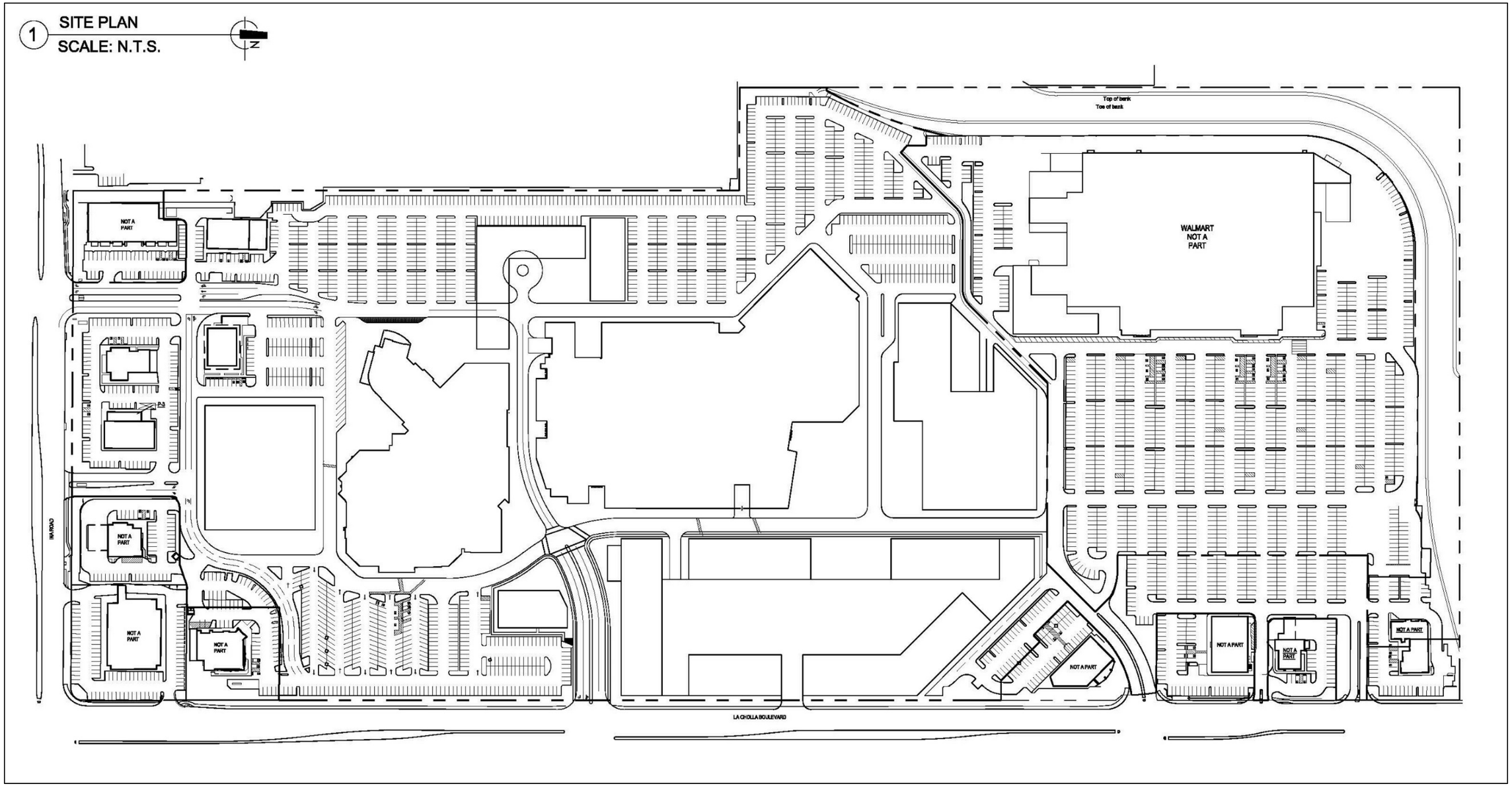


Exhibit II.A.3: Concept Plan C

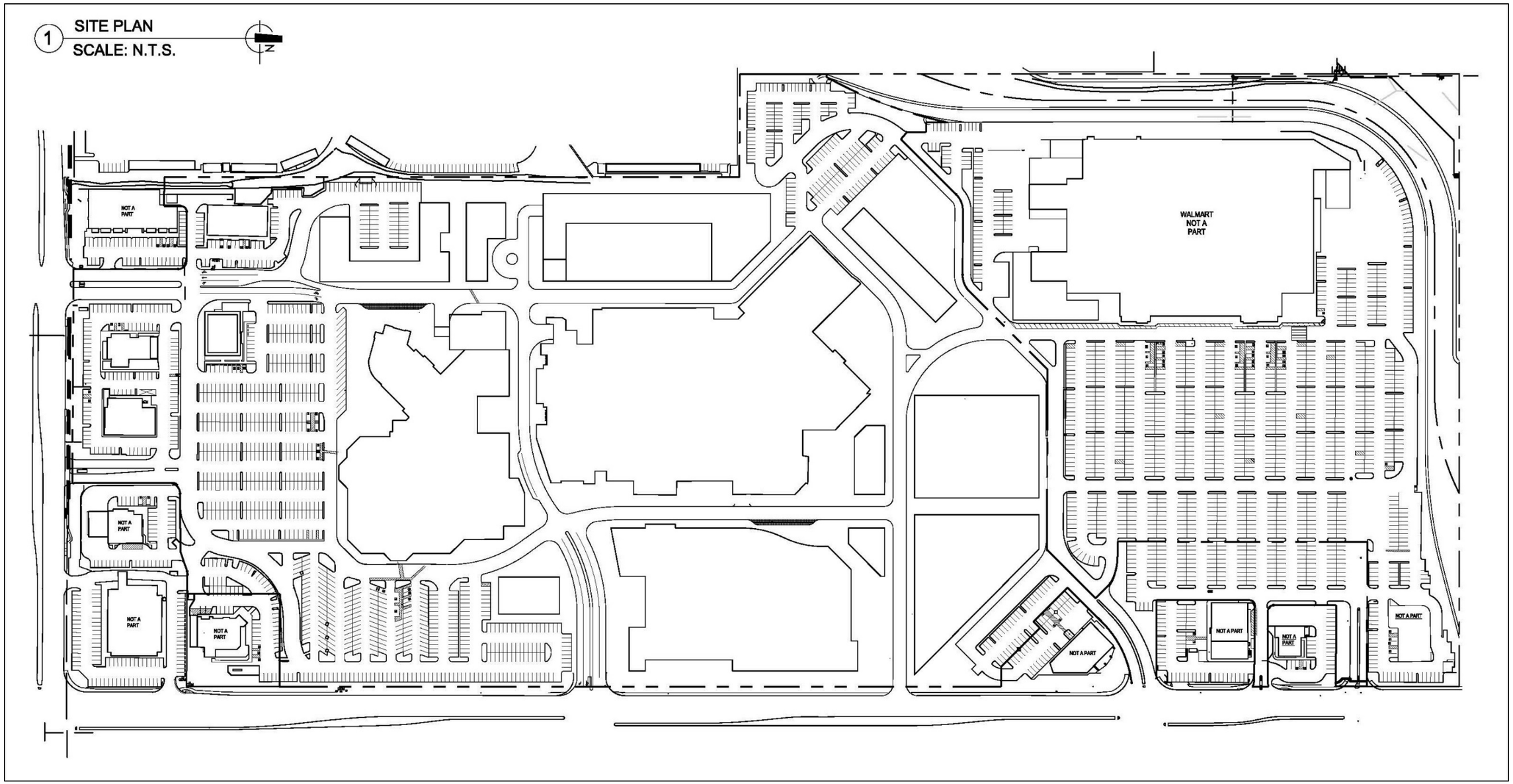


Exhibit II.A.3: Concept Plan D

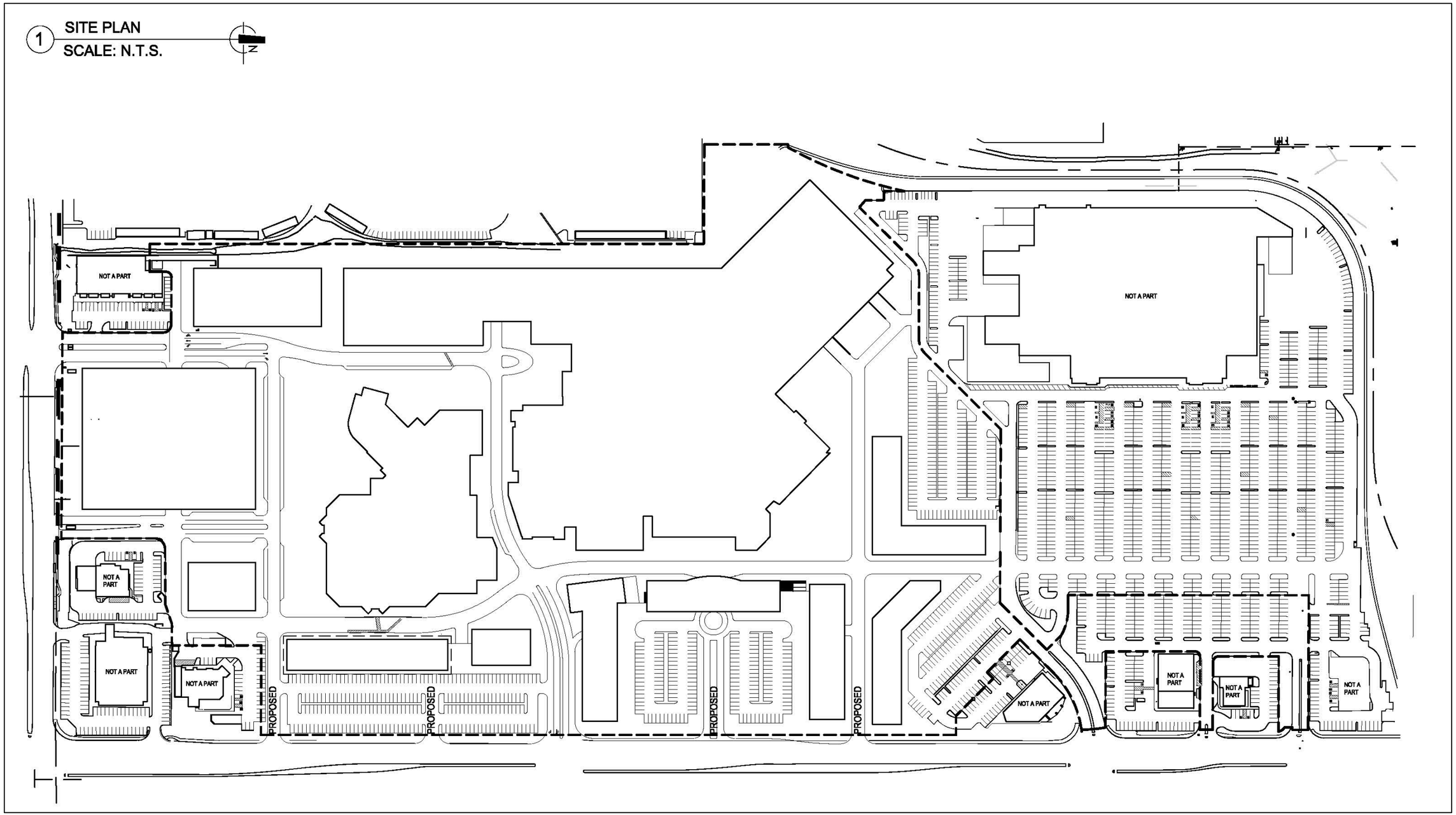


Exhibit II.A.4: Artistic Rendering A

Exhibit II.A.5: Artistic Rendering B

Exhibit II.A.6: Artistic Rendering C

Exhibit II.A.7: Artistic Rendering D

B. Permitted Uses

The FHM Specific Plan proposes a single land use category that encompasses the entire Specific Plan area. Unless modified in this Section, all uses within County CB-2 Zone are expressly permitted. *Table II.B* includes additional permitted uses. In addition, the Pima County Planning Official may permit any use not specifically listed in CB-2 or this Specific Plan if determined to be similar in nature to other permitted uses.

Table II.B: Additional Permitted Uses

Artisan Residence
Commercial Recreation
Conference Facilities/Banquet Rooms
Craftwork
Farmer's Market/Craft Events/Fairs/Bazaars (indoor or outdoor)
Instructional School
Light Manufacturing/Research and Product Development
Live/Work Spaces
Brewery (for both on- and off-premise consumption)
Outdoor Public Assembly, Recreation, Open Space (electronic messaging and/or entertainment options are permitted in association with these uses when located within the interior portion of the Specific Plan, such as in a courtyard)
Distribution Center/Delivery Services (maximum building area of 30,000 SF)
Self-Storage (in conformance with Specific Plan development standards only)
Vehicle Rental and Sales

C. Prohibited Uses

Uses expressly prohibited in the Specific Plan are listed in *Table II.C*.

Table II.C: Prohibited Uses

Adult Oriented Business/Adult Activities Facility
Cemetery
Feed Lot
Industrial uses, except as specifically permitted within this Specific Plan

D. Development Standards

1. Site Development

For the application of development standards, the Property shall be considered a single parcel regardless of the ultimate parcel configuration within the Specific Plan boundary. Setbacks shall not apply for any internal lot lines. *Table II.D* provides a list of development standards that will govern site development throughout the Specific Plan.

Chapters 18.39 (General Commercial Standards) and 18.77 (Roadway Frontage Standards) of the PCZC shall not apply within this Specific Plan.

Table II.D: Development Standards

Minimum Site Area	None
Maximum Site Coverage	None
Maximum Floor Area Ratio (FAR)	None
Minimum Residential Density	Any residential uses shall meet a minimum of 6 residences per acre ("RAC").
Maximum Height	Except as provided below, all buildings shall be limited to 80 feet in height. 120 feet or 10 stories is permitted for hospitality, office and/or residential uses: • Parking may be vertically incorporated into this height. • The first 2 floors may include any use permitted in this Specific Plan.
Minimum Setbacks	All building setbacks are measured from the Property line unless otherwise noted. North: No setback required West: • Buildings up to 60 feet in height: 30 feet • Buildings 60 – 120 feet in height: 150 feet, measured from the closest residential unit west of the Property and existing on the effective date of this Specific Plan East & South: • Buildings up to 30 feet in height: 15 feet • Buildings 30 – 60 feet in height: 30 feet • Buildings greater than 60 feet in height: setback is equal to the height of the building
Minimum Building Separation	Per Building Code
Vehicular Parking	• Shopping Center: 3.3 spaces per 1000 square feet ("SF") GFA • Hotel: 1 space per room • Office: 3 spaces per 1000 SF • Residential: 1.25 spaces per unit • Movie Theater: 0.20 spaces per seat • For the purposes of administering this Specific Plan, if a use is not Hotel, Office, Residential or Movie Theater, the use shall be classified as Shopping Center. For a reduction in the above standards, a parking plan stamped by a professional registrant may be submitted with each development package. The statement must define shared uses/peak times and provide justification for the reduction based on current studies and best practices related to vehicle use. See *Appendix B* for an example.
Bicycle Parking	1 space per 15,000 SF GFA
Loading Areas	• 1 space per 100,000 SF GFA • Loading areas and approach area for solid waste/recycling dumpsters may be collocated when deliveries and solid waste collection schedules are coordinated to avoid conflicts.

E. Landscape Program

The Property currently contains mature landscaping throughout the entire Specific Plan area. All existing landscaping shall remain until it is affected by redevelopment. At that time, only the landscaping within the affected Development Area is required to be redesigned to Specific Plan standards, and a landscape plan shall be submitted for that Development Area with the development package. Subject to the existing conditions of the Property, as outlined in Section F: Hydrology, below, site drainage will be studied with each development phase, and improvements may be incorporated to reduce off-peak flows and support amenity landscaping. Retention/detention will be studied at that time but is most likely not feasible due to existing conditions.

All new development will comply with County Zoning Code Section 18.73 – Landscaping, Buffering and Screening Standards with the following exceptions:

1. Landscape
   - Plants selected for use within courtyard areas and interior streetscapes (e.g. annual color planting, shade-tolerant plants, landscape pots, etc.) are not subject to the approved plant list.

2. Irrigation
   - Irrigation shall be connected to existing potable water services, as reclaimed water is not available on or near the Property.
   - Passive rainwater harvesting techniques will be implemented to supplement irrigation when and where practicable only. New and redeveloped landscape areas will be designed to utilize harvested stormwater.
   - Water Conservation Measures:
     - New landscape areas shall be irrigated by systems fitted with irrigation controllers that are capable of monitoring and responding to plant water needs using moisture sensors, weather stations and/or evapotranspiration data.
     - Irrigation technology chosen will be capable of preventing the irrigation system from running if sufficient soil moisture is present to support vegetation. All systems shall include rain shut-off technology.
     - Irrigation equipment shall be correctly placed to ensure plants are kept healthy using a combination of harvested and non-harvested water to ensure water conservation measures are met.

- Water design features that use groundwater or CAP water, such as ponds and fountains, shall not exceed more than 300 square feet in size unless approved by the County Planning Official. The Owner must provide the County Planning Official with justification demonstrating the reason the water design feature requirements cannot be met within 300 square feet. Children's splash pads shall be exempt from this restriction.

3. Streetscape
   - Interior streetscape and Project amenities and furniture shall be provided at the sole discretion of the Owner.

4. Screening and Bufferyards
   - West: no bufferyard required. Existing drainageway vegetation to remain and existing vegetation screen along entire property line will be maintained. Additional plants or modifications may be proposed at the Owner's discretion.
   - East (La Cholla Boulevard): existing landscape bufferyard/landscape area shall be maintained. Additional plants or modifications may be proposed at the Owner's discretion.
   - South (Ina Road): existing landscape bufferyard/landscape area shall remain. Additional plants or modifications may be proposed at the Owner's discretion.
   - North: no bufferyard required.
   - No bufferyards shall be required between interior parcels/pads or between Development Areas.

5. Amenity Landscaping
   - Amenity landscape requirements shall be satisfied by landscaping interior outdoor courtyard and ramada areas and interior pedestrian streetscape landscaping. Amenity landscaping shall be provided at the Owner's discretion.
   - Within each Development area, landscape areas should be considered where feasible in the portions of the site dedicated to parking, vehicular and pedestrian circulation, where practicable.

6. Buffelgrass Elimination
   - The Owner shall have a continuing responsibility to remove buffelgrass (*Pennisetum ciliare*) from the Property. Acceptable methods of removal include chemical treatment, physical removal, or other known effective means of removal. This

obligation also transfers to any future owners of the Property within the Specific Plan area.

F. Hydrology

The Property is 90 percent impervious with existing drainage and stormwater systems detailed in the Site Analysis. As redevelopment occurs, it is anticipated there will be no increase in stormwater flows due to the existing impervious nature of the Property. It is conceivable that there will be a slight reduction in flows leaving the Property due to new landscaped areas that would increase the Property's pervious surfaces and help retain stormwater onsite. The County Flood Control District has updated the Carmack Wash floodplain maps. Any redevelopment on the Property would need to factor in the existing underground storm drain system and provide any necessary adjustments, if required, to ensure continuation of stormwater flow through the Property since the system accepts stormwater from offsite. In addition, any change in roof or site drainage patterns could require analysis of the existing pipe system to ensure that any changes would not be over-stressing the existing system.

G. Transportation and Circulation

The Property has been developed as a regional shopping center with retail as the primary use. Redevelopment of the Property will take place over the next 20 years. During that time, the mix of uses is expected to change, with retail being balanced with other uses, such as residential, office and hospitality. A traffic impact study has been prepared to identify the transportation-related impacts of the proposed redevelopment at a conceptual level. (See *Appendix A*.) As the Specific Plan develops and new uses are identified, updated studies will be required to assess the impacts of the combination of uses on the Property, in part because the intended new mix of uses will have varying peak traffic times and parking needs. In addition, as people's relationships with their vehicles continue to evolve, it is expected that alternative modes, like biking and ridesharing, will become more prominent. Each of these topics will need to be revisited over the 20-year life of this Specific Plan.

1. Proposed Ingress and Egress

Ingress and egress locations along La Cholla Boulevard and Ina Road are not intended to be relocated with this redevelopment. Access to the Property exists at six locations: three on Ina Road and three on La Cholla Boulevard. There is another access location on La Cholla Boulevard, which primarily serves Walmart and restaurants north of the Property. Internal circulation permits access to and from the Property from this northern access, but it is not considered a primary access for the Property.

With the exception of the signalized intersection at La Cholla Boulevard/Foothills Mall Drive, all other Specific Plan access locations are currently unsignalized. Two of the unsignalized access locations (the western access on Ina Road and the second access north of Ina Road on La Cholla Boulevard) permit full access movements (left turns and right turns). The other access locations provide only right-in, right-out movements due to the raised medians on Ina Road and La Cholla Boulevard.

2. Average Daily Traffic

   Development of the Specific Plan is expected to add approximately 19,500 new external vehicle trips per day. This estimate is based on the following assumptions:

   a. The total site trips generated by the proposed land uses is 39,810 vpd.
   b. The existing FHM generates about 14,160 vpd.
   c. The resultant number of new trips (25,650 vpd) is further reduced by assuming a 10 percent decrease associated with internal trips, a 5 percent reduction associated with trips made by other modes (transit, bike, pedestrian). The result of these reductions is further reduced by an assumption that 35 percent of the commercial trips are pass-by trips (trips that would already be on the roadway system).

   Distributing these trips to the study area roadways based on existing traffic patterns and adding them to the future background volume for the years 2020, 2025 and 2040 results in the total daily volumes shown in *Table II.G.2: Average Daily Traffic & Level of Service*.

Table II.G.2: Average Daily Traffic & Level of Service

Roadway Segment	2020 NP ADT	Site Trips	2020 WP ADT	2025 NP ADT	2025 WP ADT	2040 NP	2040 WP	LOS D Threshold (vpd)	LOS D Threshold Volume Exceeded (2025/2040) No Project	LOS D Threshold Volume Exceeded (2025/2040) With Project
Mona Lisa Road, North of Ina Road	5,365	220	5,585	5,924	6,144	7,433	7,652	15,930	No/No	No/No
Mona Lisa Road, South of Ina Road	2,980	499	3,479	3,290	3,789	4,128	4,627	15,930	No/No	No/No
La Cholla, Old Magee Trail to Magee Road	26,256	3,195	29,451	28,988	32,183	53,184	56,379	53,910	No/No	Approaches/Yes
La Cholla, Magee Road to Foothills Mall Signal	27,215	3,195	30,410	30,047	33,242	55,127	58,322	53,910	No/Yes	Yes/Yes
La Cholla, Foothills Mall Road to Ina Road	28,091	9,986	38,076	31,015	41,000	56,902	66,888	53,910	No/Yes	Yes/Yes
La Cholla, Ina Road to Orange Grove Road	24,805	3,395	28,200	27,387	30,782	50,246	53,641	53,910	No/No	Approaches/ Approaches
Old Magee Trail, East of La Cholla Boulevard	1,840	0	1,840	2,032	2,032	3,727	3,727	15,930	No/No	No/No
La Cholla to Magee Loop Road	1,847	1,199	3,046	2,039	3,238	3,742	4,940	N/A	N/A	N/A
Magee Road, West of La Cholla Boulevard	18,102	2,397	20,499	19,986	22,383	25,076	27,473	35,820	No/No	No/No
Magee Road, East of La Cholla Boulevard	18,971	2,596	21,567	20,945	23,541	26,280	28,876	35,820	No/No	No/No
Ina Road, Shannon Road to Mona Lisa Road	32,302	4,394	36,696	35,664	40,058	44,747	49,141	35,820	Approaches/Yes	Yes/Yes
Ina Road, Mona Lisa Road to La Cholla Boulevard	29,131	9,986	39,117	32,163	42,149	40,355	50,341	35,820	Approaches/Yes	Yes/Yes
Ina Road, La Cholla Boulevard to La Canada Drive	29,435	3,994	33,429	32,498	36,492	40,776	44,770	35,820	Approaches/Yes	Yes/Yes

3. Level of Service and Transportation Improvements

The traffic impact study (*Appendix A*) is based on current conditions and assumptions of uses that could change as redevelopment occurs. When the trip generation of the Project exceeds the trips generated by the existing FHM at full occupancy, the Owner may be subject to providing the recommended mitigation discussed in the study. The trip generation of the existing FHM at full occupancy was calculated by applying 619,951 square feet of the existing buildings to the calculated shopping center trip rates based on actual driveway counts. The daily trip generation under full occupancy of the existing FHM is displayed in *Table II.G.3.*

Table II.G.3: Full Occupancy Trip Generation

Bldg Size	ITE Code	AM Peak		PM Peak		Weekday	
619,951 SF	820	In	Out	In	Out	In	Out
Actual Driveway Counts		620		2,021		20,223	
		363	257	983	1,038	10,111	10,111

In situations where existing development/physical constraints exist, a modification will be requested. The Owner will work with the County to determine potential solutions when improvements are warranted.

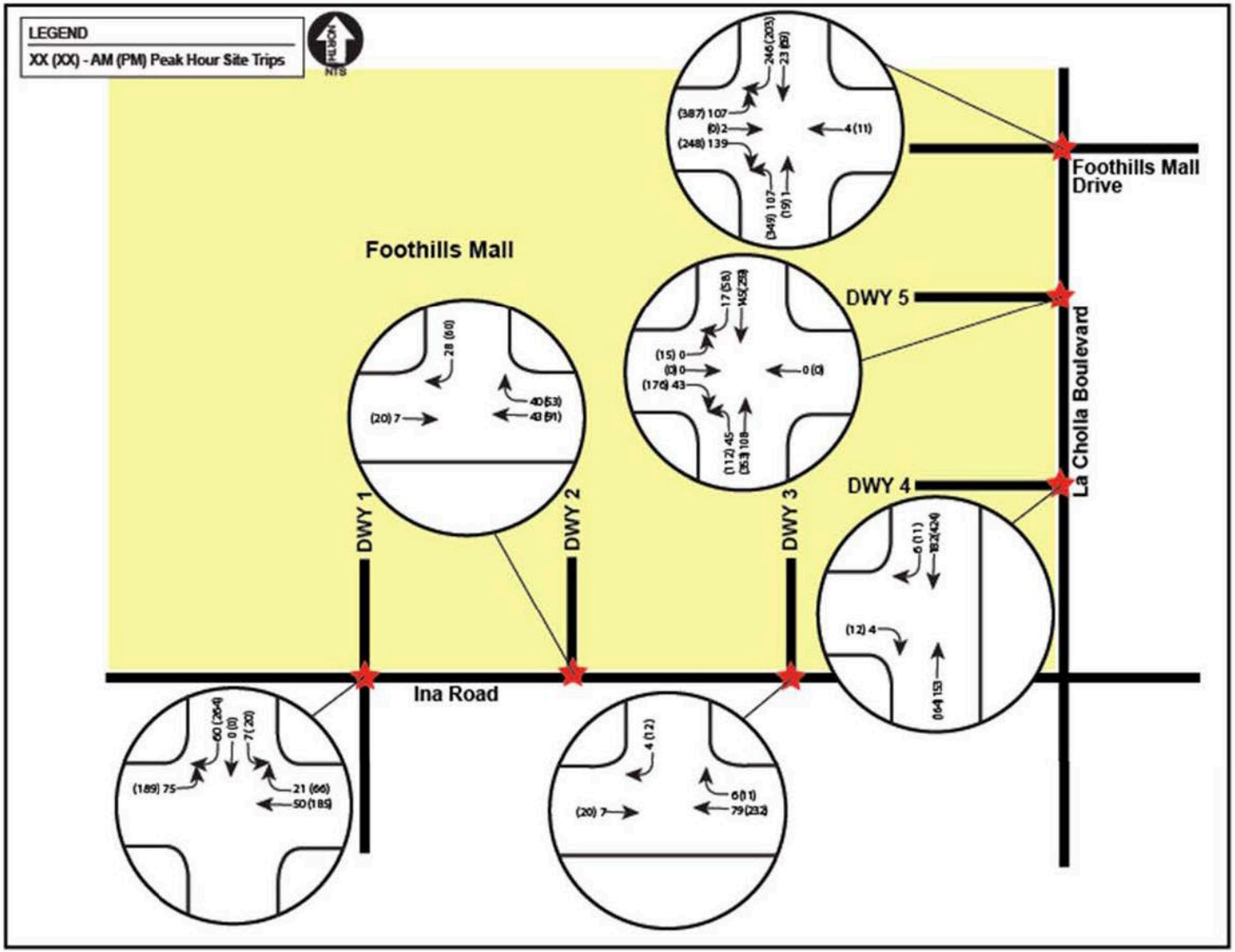
Below are recommendations in the traffic impact study:

a. Two of the Specific Plan's driveways currently experience peak hour delays resulting in LOS E or F conditions for left turn movements out of the Property. These are Ina Road/Driveway 1 and La Cholla Boulevard/Driveway 5. (See *Exhibit II.G.3: Driveway Identification*.) Left turns out experience high delays during the weekday (and possibly weekend) peak periods, and these delays will increase in future years. Options to mitigate the left-turn delays could include:
    - Access restriction to right-in, right-out only. Exiting drivers wishing to head north on La Cholla Boulevard must exit at La Cholla Boulevard/Foothills Mall Drive to the north at the signalized intersection;
    - In addition to right-in, right-out, also allow left-in movements;
    - Full signalization at the driveways; or

- Directional signalized intersection, such as a "Florida T" intersection. A Florida T intersection allows for free-flow through traffic in one direction (northbound at the La Cholla intersection) while providing traffic control for other movements.

b. Both La Cholla Boulevard and Ina Road will exceed their LOS D daily capacities by the year 2040 *without* the redevelopment of this Property. Ina Road will approach its LOS D capacity by 2025 *without* the redevelopment of this Property and will exceed it soon afterwards, if the growth rate interpolated from year 2018 and PAG's 2040 travel demand model projections are constant. The additional traffic associated with the redevelopment will increase traffic on all study area roadways as expected. Once the existing square footage of the Specific Plan is exceeded, development impact fees may be applied to improving these roadway capacities.

Exhibit II.G.3: Driveway Identification



4. Concurrency

As the project develops, updated traffic statements will be conducted to supplement the recommendations contained within the study prepared for this Specific Plan. The studies, which will be submitted with each development package, will consider travel culture at the time of the development such as patron or employee travel modes and identify any improvements that may be warranted. The studies shall be based on industry best practices at the time of development, and shall utilize up-to-date research on trip generation, shared uses and parking needs for the mix of uses proposed within the Specific Plan.

5. Bicycle and/or Pedestrian

The Specific Plan will include facilities to encourage the safe use of alternative modes of transportation and will support current County efforts to reduce personal vehicle usage. Onsite circulation must be carefully managed to promote pedestrian and bicycle use. The provision of safe pedestrian linkages on La Cholla Boulevard and Ina Road to the Property and well-marked and signed pedestrian and bicycle routes within the Property will provide for safe and efficient movement associated with FHM patronage. These linkages will be implemented within each Development Area or sooner at the Owner's discretion.

Pedestrian linkages will be integrated between land uses throughout the Specific Plan. Clearly marked pathways from adjacent bike routes and pedestrian walkways will be separated from vehicular traffic access. Bike lanes may be provided adjacent to vehicular traffic. The existing primary FHM structure will be reconstructed to allow for spaces between buildings for pedestrian and bicycle access. There will be designated bicycle parking spaces provided at strategic locations.

The Loop is located approximately ¾ mile northwest of the Property. There is potential to connect to the Loop system , and the Owner commits to working with the County to locate a point of connection onto the Property and ensure people on the Loop have safe access once on the Property. As such, the Owner shall enter into a Development Agreement with the County within 6 months of the Board of Supervisors approval of the Specific Plan that will establish the Owner and County working collaboratively to construct a connection between the Loop and the Property (the "Loop Connection"). The Development Agreement shall establish the location of the Loop Connection, which is currently contemplated along the Carmack Wash west of the Property, southwest to Mona Lisa, then north to the Northwest Community Park entrance and via a new

pathway to the corner of Magee and Shannon. The Owners shall work with the County to coordinate the plan, design and construction of the Loop Connection to establish a Loop Connection in the most cost-efficient manner. The Owner shall contribute a proportional fair share to construct the Loop Connection, which fair share shall be contributed at the time that 100 residential or hospitality units, or a minimum of 125,000 square feet of office space are developed.

6. Onsite Vehicular Circulation

The onsite circulation system may be reconfigured to provide more direct access to the land uses. This may be accomplished by providing a new east-west access through a portion of the building area.

The onsite circulation system will primarily consist of two-way, two-lane access drives. The current main access from La Cholla Boulevard (second access north of Ina Road) will remain the primary access to the Property and will feature two ingress and two egress lanes. It may be recommended that ingress/egress be limited to right-in/left-in and right-out only to reduce the potential for long queues exiting the Property during peak land use hours.

The popularity of on-demand transportation services such as Uber and Lyft provide an opportunity to reduce the parking demand within the Specific Plan. A dedicated pick-up/drop-off location for this service may be provided at a strategic location, preferably near the retail or entertainment components of the Specific Plan.

H. Utility Infrastructure

1. Sewer

Pima County Regional Wastewater Reclamation Department ("PCRWRD") provides sanitary sewer service to the Property via an existing 12-inch sewer main located along the Property's western edge. This sewer main was constructed in 1981 and conveys waste flows to the south and ultimately to the west within existing public sewer infrastructure in the Ina Road right-of-way. A private sewer main that extends along the east and south sides of the Property and at least two other direct private sewer lateral connections along the west side of the building provide conveyance of flows from the existing mall building to the public main.

Redevelopment of the Property would require analysis of any impacts to the existing sewer infrastructure and could require relocation/realignment of portions of the existing

private sewer main and/or laterals. The public sewer main will not be in jeopardy of any re-work due to its location along the west boundary. Currently the existing public sewer has capacity available for an increase of at least 17,000 gallons-per-day of flow, based on a recent capacity request made to PCRWRD. (See *Exhibit IV.F.1.a: Utilities* in the Site Analysis section of this Specific Plan.) This flow allocation was estimated based on a 17-acre mixed-use development and is above and beyond the flows already generated by the mall property. As redevelopment occurs, it will be necessary to obtain current capacity allocation responses from PCRWRD to ensure capacity within the existing system. No capacity issues are anticipated.

2. Water

Metropolitan Domestic Water Improvement District ("Metro Water") is currently serving the Property. The existing water system consists of a 12-inch water main accessing the Property from the east and south and carrying water along the east side of the existing building. Branching off this 12-inch main and connecting to offsite water mains to the north is an 8-inch main that carries water along the south, west and north sides of the building.

Redevelopment of the Property would require attention to the existing water system and could require relocations depending on where new development areas are proposed and what water infrastructure is needed. Based on discussions with Metro Water, the current system pressures in the existing mains are in the range of 90 psi, which provide ample pressure and fire flow for future development of the Property.

Additional Water Conservation Measures will be identified at the time of development.

I. Sign Program

The purpose of this section is to establish a dynamic and creative sign program appropriate for a vibrant mixed-use project. The program helps establish a unique sense of place while also creating consistency, identity and integrity in the sign program. The FHM Specific Plan sign program:

- Supports the retention of businesses and furthers the economic development goals of the Specific Plan;
- Recognizes the need to communicate messages, provide identification and enable safe wayfinding throughout the Project;
- Facilitates the flow of traffic and the safety of pedestrians, bicyclists and motorists; and

- Ensures conformance with the City of Tucson/Pima County Outdoor Lighting Code ("OLC").

Consistent with mixed-use developments in other cities, some areas within the Specific Plan will be highly promotional for businesses and events, and signs are designed to be conspicuous. Signs will engage the public at street level and from a distance with various types of signage consistent with the active nature of the Project and its many entertainment-based uses.

This section of the Specific Plan supersedes County Zoning Code Chapter 18.79 – Sign Standards in its entirety, except as expressly indicated in the standards below.

This section does not apply to Interior Signs or signs erected or maintained by a governmental body, including but not limited to, traffic signs, warning signs and signs of a noncommercial nature required by public laws, ordinances or statutes.

Interior Signs are defined as onsite signs designed and located so as not to be legible from any Specific Plan boundary adjacent to residential uses or arterial roadways. An Interior Sign may require a building permit and/or electrical permit from Pima County, and it is subject to all OLC regulations. Interior Signs are also subject to approval by the Owner.

For all signs subject to these regulations:

1. Sign Package Submittals
   Plans for proposed signs or proposed modifications to existing signs shall be submitted to the County Development Services Department ("DSD") for review in accordance with process requirements in County Zoning Code Section 18.79.070.A.2, except for item b.4[16]. The applicant shall provide with the submittal a statement from the Owner indicating authorization and approval of the application.

2. Permitted Signs
   Signage within the Specific Plan generally falls within one of four categories: Building Signs, Roof Signs, Project Identification Signs or Freestanding Arterial Signs.

   a. Building Signs
      Building Signs are any signs applied to walls, rooftops or other building surfaces.

[16] See Section II.E. Landscape Program for all landscape requirements pertaining to this Specific Plan.

- The total sign area per building is limited to 4.5 square feet per each linear foot of the longest wall of the building. If there is a second story on the building, an additional 4.5 square feet per linear foot of the longest portion of the second-floor building wall shall be added to the calculation. Signage may be placed on any (or multiple) walls.
- Allocation of the allowable Building Sign area as between tenant(s) and/or project signage is per the Owner's discretion.
- Once the maximum building signage is calculated per building, the allocation of signage can be distributed amongst the buildings within the Specific Plan at the Owner's discretion.
- Internal tenants are permitted to have signage on a street-facing wall at the Owner's discretion.

b. Project Identification Signs

Project Identification Signs display the Project name(s). They are located at prominent locations throughout the interior of the Specific Plan area and are designed to be viewed from the Property lines. Possible locations may include, but are not limited to, courtyard spaces, rooftops, along pedestrian walkways and adjacent to or attached to buildings. Project Identification Signs are subject to the following standards:

- Maximum height of 60 feet measured from adjacent grade.
- Maximum area of 120 square feet for Project identification per sign per sign elevation.
- Maximum of four (4) Project Identification Signs permitted in entire Specific Plan area.
- Must be located at least 100 feet from any Specific Plan boundary OR adjacent to the interior side of a building if within 100 feet of a Specific Plan boundary.
- Area limitations for Building Signs do not apply to Project Identification Signs.

c. Roof Signs

Any sign erected, constructed or maintained wholly or partially upon or over the roof line of any building with the principal support on the roof or building structure.

- Roof Signs are permitted to identify either the Project or tenants, subject only to the size and number regulations, below.

- Roof Signs are permitted to break above the plane of the roof line as long as any portion above the roof line consists of free-standing letters or characters, which are not applied or attached to any background structure, building or material, except those necessary for support.
- Roof Signs are limited to a maximum area of 400 square feet per sign.
- Roof Signs are limited to a maximum height of 10 feet above the roofline for buildings greater than two stories.
- Maximum six (6) Roof Signs permitted in entire Specific Plan area.

d. Freestanding Arterial Signs

Project and Tenant Freestanding Arterial Signs are freestanding monument signs displaying the Project and/or tenant name(s). They are located along Ina Road and La Cholla Boulevard. Area limitations for Building Signs do not apply to Freestanding Arterial Signs. These signs are subject to the following standards:

- Project Freestanding Arterial Signs:
  - Maximum height of 15 feet measured from street grade.
  - Maximum area of 80 square feet for Project identification per sign per sign elevation.
- Tenant Freestanding Arterial Signs
  - Maximum height of 20 feet measured from street grade.
  - Maximum area of 100 square feet: 80 square feet for tenants plus 20 square feet for Project identification per sign per sign elevation.
- Maximum combined total of ten (10) Project and/or Tenant Freestanding Arterial Signs permitted in entire Specific Plan area.

3. General Signage Standards

a. Sign types permitted onsite include, but are not limited to:

- Awning Signs
- Blade Signs
- Directional Signs
- Fascia-Mounted Signs
- Full-Color Printed Media
- Kiosk Signs
- Marquee Signs
- Painted Wall Signs
- Projected Light
- Roof Signs

- Sculptural Signs
- Signs with 3D Extensions
- Street Banner Signs
- Translucent/Mesh Material Signs
- Window Graphics

b. All tenants are permitted signage on the exterior of the building in which they occupy, subject to the area limitations. At the Owner's discretion, a tenant of the Project may be permitted to place a sign on a different building from the one in which they occupy.

c. All signs may contain changeable message displays, including computer-generated messages or other electric means of changing text or images. Changeable message displays/signs may use incandescent lamps, light emitting diode ("LEDs", including LED reader boards), liquid crystal displays ("LCDs"), flat-panel displays, fiber optics and other technologies.

d. Illuminated signs may be lit by either internal or external means and shall be designed, located or screened to limit direct light sources onto residential units.

e. Notwithstanding any provision in this Specific Plan, all signage must comply with the OLC.

4. Temporary Signs
   - Temporary Signs are not permanently mounted and are intended to be displayed at the Property for a limited period of time, up to a maximum of 30 days with one 30-day extension.
   - Examples of temporary signs include, but are not limited to, construction signs, grand opening banners, future facility signs and inflatable signs.

5. Prohibited Signs
   The following shall be prohibited within the FHM Specific Plan:
   - Billboards
   - Odor-producing signs
   - Projecting signs lower than 8 feet above grade
   - Kinetic signs

6. Exceptions

The following signs shall be exempt from all provisions of this section, including, but not limited to:

- Interior Sign;
- Barber pole, provided it is attached to a wall and is not more than 3 feet in length nor more than 8 feet in height;
- Six or fewer flags with poles no greater than 20 feet in height;
- Governmental sign;
- Professional nameplate and home occupation sign (maximum area of 2 square feet);
- Apartment numbers and addresses with numbers or letters no more than 6 inches high;
- Memorial sign, tablet or cornerstone, not exceeding 8 square feet in area; and
- Sign attached to a service station pump.

Note: Pima County may require an electrical permit for certain sign types listed above.

Implementation and Administration

A. Administration and Interpretation

The Specific Plan shall be administered by the Pima County Planning Official, and all implementation decisions shall be based on the purpose of the Specific Plan. If a conflict arises between the Specific Plan and the PCZC, the Specific Plan shall control. If the Specific Plan is silent on any issue, and the PCZC is consulted, the purpose and intent of the Specific Plan shall control the Planning Official's decision whether and how to apply the PCZC. Appeals of any Planning Official interpretation of this Specific Plan may be made to the Board of Supervisors within 30 days of the date of the interpretation. A fee in accordance with adopted Pima County Development Services Department Fee schedule for an "Appeal of an Interpretation" and an "Advertised Public Hearing" must accompany any such appeal. The Specific Plan will not result in the modification or change of any existing County-adopted building codes.

B. Phasing and Procedures for Development Review

Redevelopment of FHM will likely begin immediately and occur in phases over a 15 to 20-year period as the market dictates. This Specific Plan provides the regulatory framework for the redevelopment, and the following procedures shall apply to administer and approve the individual phases of redevelopment:

- Within 60 days of the effective date of this Specific Plan, the Owner will work with the County's Development Services Department to submit a baseline site plan for the Property with baseline parking calculations. Each subsequent development package will update the baseline plan and parking calculations in conformance with this Specific Plan.

- As the Project develops, individual development packages will be submitted that define the relevant Development Area. Each development package and defined Development Area shall be reviewed for conformance to this Specific Plan.
    - At that time, traffic and hydrology reports, if required, will be submitted for only that Development Area.
    - Each development plan/development package will show the entire Specific Plan area in a context map (e.g. on a cover page). Improvements are required only for the defined Development Area with the following exceptions:

- Vehicular parking must be adequate to serve the entire Specific Plan area, based on the provisions contained within the Specific Plan; and
- Infrastructure improvements, such as those required for utility capacity, drainage or traffic improvements, will be installed when warranted by engineering analyses.

- The Owner serves as the Master Association and Property Manager for the Specific Plan. Through a self-certification process, the Owner shall review and approve all development packages/Project design features, signage applications, and architectural/building plans proposed for the Property prior to County submittal. As part of any required County submittal for redevelopment, the Owner shall provide a statement indicating approval of the application.

C. Amendments

1. Minor

The County Planning Official may administratively approve minor (or insubstantial) changes, as defined below, to the Specific Plan, provided such changes are in conformance with the overall intent, goals and objectives of the Specific Plan as presented herein.

The following shall be considered minor changes that fall within the administrative purview of the Planning Official:

- Addition of new information to the Specific Plan, maps or text otherwise in compliance with the below standards.
- Changes to the public or private infrastructure as presented herein as necessary to properly serve the Specific Plan.
- Addition of permitted uses that may not be specifically listed in Section II.B of this Specific Plan, but which are determined to be sufficiently similar in type and nature to those listed as permitted.
- Adjustments to the Development Standards in Section II.C of this document that are not harmful to the interests of the larger community or adjacent neighborhoods, or which are not explicitly stated in the Specific Plan, but which are consistent with the guiding goals and objectives of the project and do not create any public health or safety issues.
- Adjustments to any aspect of Section II of this Specific Plan that is required to comply with changes in local, state or federal safety and/or health codes.

2. Major
   Major (or substantial) amendments to the Specific Plan shall be those changes or modifications that materially alter the guiding goals and objectives as presented in the Specific Plan. Major amendments to the Specific Plan shall be processed in accordance with Section 18.90.080 of the PCZC.

D. Development Impact Fees
In accordance with Pima County Ordinance No. 2009-95, Pima County Development Services Department ("PCDSD") shall assess and collect the Pima County Roadway Development Impact Fee ("Impact Fee"), which will be paid at the time building permits are issued. Fees are assessed based on cumulative additions to building square footage for FHM to be administered and calculated within each Development Area development package. The existing FHM building area under roof is 619,519 square feet.

E. Specific Plan Definitions
Artisan Residence: a structure or portion of a structure used as both a residential dwelling for an artist and any artistic nonresidential use permitted in this Specific Plan. The residential use and the artistic nonresidential use must be conducted by the same artist. The dwelling unit may not be separately leased.

Brewery: operation that involves the brewing, sale, and distribution of beer, ale and other malt beverages. Includes:

- brewpubs (primarily an eating and drinking establishment/restaurant with a small brewery on the premises),
- craft production (a commercial use that involves onsite production and assembly of goods primarily involving the use of hand tools and/or small-scale equipment) and
- microbrewery (an establishment primarily engaged in the production and distribution of beer, ale, or other malt beverages, and which may include accessory uses such as tours of the microbrewery, retail sales, and/or onsite consumption).

Commercial Recreation: the provision of facilities, equipment, and/or programs designed for the enjoyment of leisure activities. Examples include rock climbing gyms, indoor skydiving simulation, video arcades, bowling alleys and entertainment complexes.

Craftwork: any business establishment that produces on the premises articles for sale of artistic quality or effect or handmade workmanship. Examples include candle making, glass blowing, weaving, pottery making, woodworking, sculpting, painting and other associated activities.

Development Area: the area included in each individual, phased development package submitted to the County. The Development Area only includes that portion of the Property subject to improvements and/or modifications at that point in time and does not encompass the entire Specific Plan area. Developer has complete discretion to define the Development Area for each development package during redevelopment of the Project.

Distribution Center/Delivery Services: a facility where goods or products are stored temporarily for the purpose of distribution to a retailer or final destination

Entertainment Venue: venue whose primary use is live entertainment, event, film, or other large audience programming, such as bands, cooking, craft demonstrations, and comedy or live performances by individuals or groups.

Farmer's Market: a public or privately operated open-air establishment that allows the selling of products such as fruits, vegetables, mushrooms, herbs, nuts, flowers, nursery stock, animal food products such as eggs, honey, meat, milk, cheese, other dairy products and fish, as well as handcrafted items.

Instructional School: provides domestic, recreational, and other types of instruction for all age groups. Typical uses include dance, cooking, music, martial arts and handicraft instruction.

Light Manufacturing/Research and Product Development: activities include administrative, research and specialized manufacturing at a low intensity and conducted within an entirely enclosed building, including the storage of all materials. Examples include a mix of light manufacturing (fabrication or assemblage of materials into finished or partially finished products) with professional office, office/showroom, office/warehouse and ancillary retail services.

Site: land consisting of the 51 acres subject to this Specific Plan, regardless of actual lot configuration.

Site Inventory

A. Land Use

1. Location/Regional Context

The Specific Plan is located in the northwest portion of the Tucson Metro area in unincorporated Pima County. The 51-acre Property is situated at the northwest corner of a major intersection: Ina Road and La Cholla Boulevard. (See *Exhibit I.A: Regional Location Map* in the Implementation and Administration section of this Specific Plan.) The Property is surrounded by existing infrastructure and encompasses the majority of the property that is collectively known as the Foothills Mall ("FHM").

2. Existing Land Uses

The Property is developed with the FHM, which includes approximately 620,000 square feet under roof in its primary structure and is surrounded by multiple separate buildings around the Property's periphery. FHM features a combination of retail, personal service, entertainment, office and restaurant uses.

A variety of higher-density residential and commercial uses surround the Property. (See *Table IV.A: Surrounding Land Uses*.)

Table IV.A: Surrounding Land Uses

North	Retail, including Walmart Superstore; restaurants; bank; personal services
South	W. Ina Rd; restaurant; pharmacy; medical offices; bank
East	N. La Cholla Blvd; shopping center with grocery anchor, retail, personal services, bank, veterinary hospital; office complex
West	Multi-family residential

Exhibit IV.A.2: Existing Land Uses

3. Existing Easements

Multiple easements exist throughout the Property, most of which are associated with existing utilities. The existing utility easements include those associated with:

- All public water infrastructure throughout the Property;
- Electric facilities located on the Property;
- Public sewer main located along the west side of the Property; and
- Communications facilities along the west boundary of the Property.

The existing easements unrelated to utilities include:

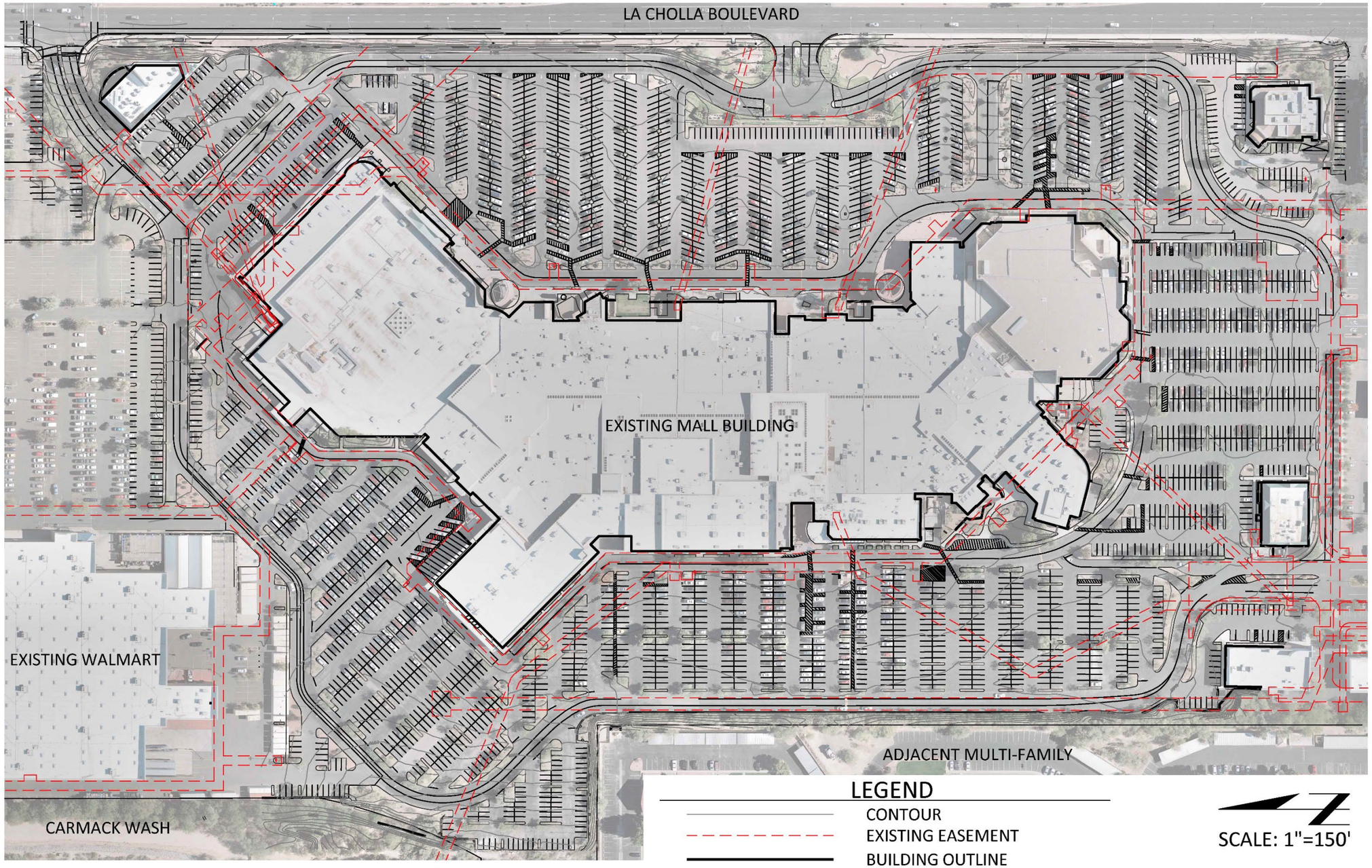
- A "no-build zone" easement and parking easement at the northeast area of the Property, between the mall building and the stand-alone retail building to the northeast;
- A "no-build zone" easement in the southwest portion of the Property;
- A parking easement along the south boundary of the Property;
- A 1-foot no-access easement along the Property's east boundary (except where the access driveway occurs);
- An access easement in the southeast portion of the Property providing access from the main driveway to the adjacent parcel to the south; and
- A "platted 100-year flood prone area" at the southwest portion of the Property, although most of this area is located on the parcel to the southwest containing a stand-alone retail building.

Existing easements are shown in *Exhibit IV.A.3*. These easements could be affected by redevelopment of the Property, depending on where and what is proposed. Impacts to easements will be assessed with each development package submittal.

4. Comprehensive Plan

The Property is identified as a Community Activity Center ("CAC") within the Tortolita Planning Area of *Pima Prospers*. There are no Rezoning or Special Area Policies that pertain to the Property.

Exhibit IV.A.3: Existing Easements



B. Topography and Grading

1. Topographic Characteristics

The Property slopes from east to west with an elevation differential of approximately 10 feet from La Cholla Boulevard to the primary building and an elevation differential of approximately 6 feet from the primary building to most of the western pavement edge. There is an additional elevation drop of approximately 8 feet to the western pavement edge at the northwest corner of the Property where the Property boundary jogs further west. The topography allows surface flow to the west around the north and south portions of the existing building. There are several low spots associated with catch basins for drainage capture at the east parking field. Because the Property has been fully developed, there are no natural slopes. In general, the slopes range from approximately 1.5 percent up to approximately 4.0 percent, with the steeper slopes only existing in several isolated areas. At the east and west boundaries, there are slopes in the 30-35 percent range that provide tie-ins to the adjacent offsite topography. These slopes were necessary at the time of original development to level the Property for the large building and parking areas.

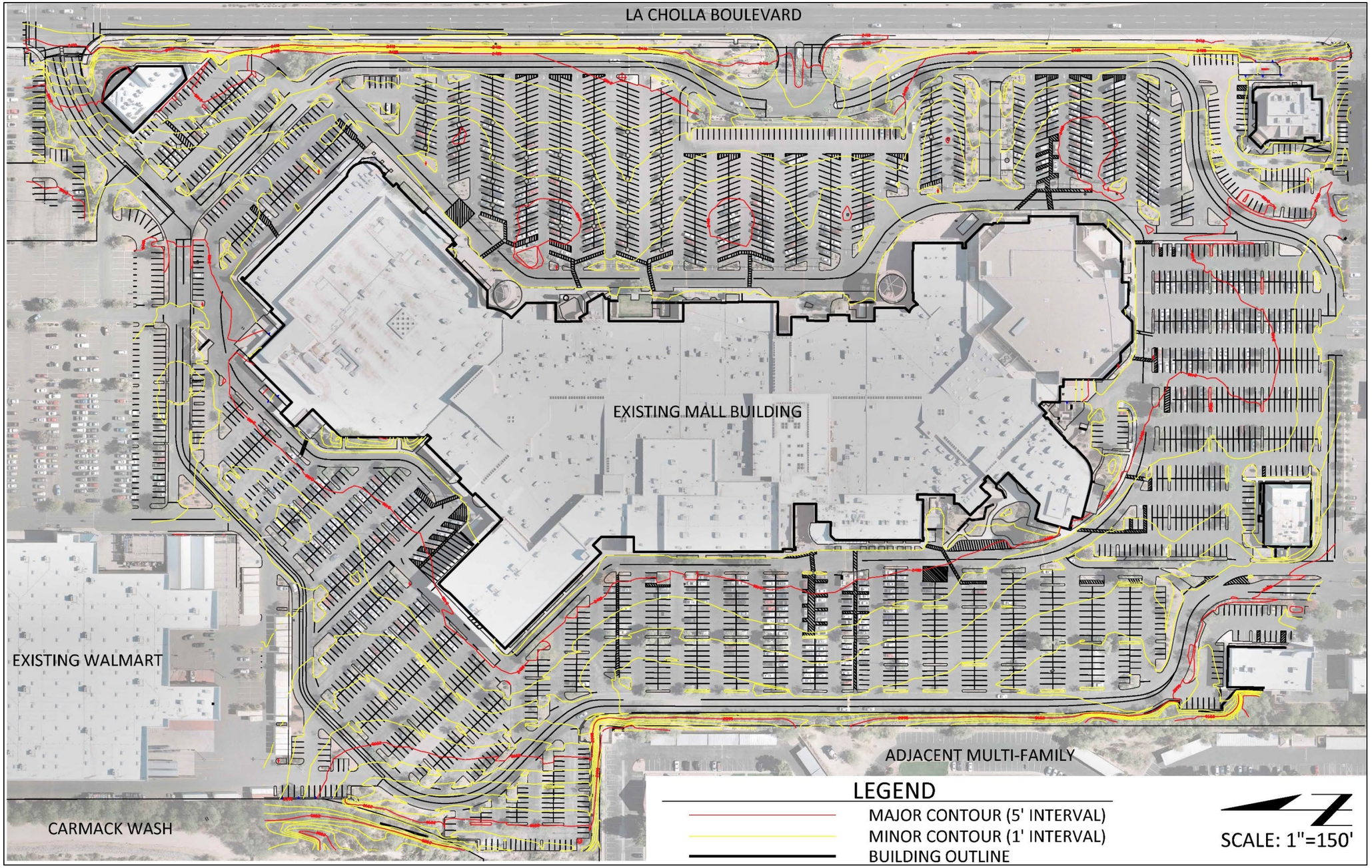
2. Average Cross Slope

$$ACS = \frac{I \times L \times 0.0023}{\text{Acres}}$$

Interval (I) = 1 feet
Total length of contours (L) = 32,344
Area (A) = 45.3 acres (1,973,566 sf)

$$ACS = \frac{1 \times 32{,}344 \times 0.0023}{45.3 \text{ acres}} = \mathbf{1.64\%}$$

Exhibit IV.B: Topography



C. Hydrology

1. Offsite Watersheds

The Property slopes gradually from east to west with the east side being bordered by the La Cholla Boulevard roadway. Due to the physical characteristics of the roadway (i.e. curbed edges and storm drain catch basins), and only two driveways accessing the Property from La Cholla Boulevard, there are no offsite watersheds affecting the Property from the east. To the north and south, the developed grade generally slopes westerly, so no stormwater enters the Property at these boundaries either.

The La Cholla Boulevard roadway is a 6-lane, divided, curbed major arterial. Along the western edge of the roadway adjacent to the Property, there are two stormwater catch basins that drain stormwater from the roadway and into an existing underground storm drain conveyance system. This underground system conveys stormwater collected in the public roadway westerly through the Property and ultimately deposits it off the Property. Therefore, site hydrology is unaffected.

2. Onsite Hydrology

The Property is an existing, completely developed retail mall with a single large building in the center and surrounded by parking. There is a single small retail building to the northeast of the Property and eight smaller buildings to the south housing retail, restaurant and office users. The Property is over 90 percent impervious.

The Property slopes gradually from east to west with the highest elevations located along the eastern boundary. Along this east boundary, the Property abuts La Cholla Boulevard, which is currently between five and seven feet higher than the east edge of the Property's east parking areas. This elevation differential is managed by a graded slope protected with rock rip rap.

Along the western edge of the roadway, adjacent to the Property, there are two stormwater catch basins that drain stormwater from the roadway and into an existing underground storm drain conveyance system. This underground storm drainage system enters the Property and conveys the stormwater collected in the public road underneath the Property in the existing pipes. The underground storm drains that accept runoff from La Cholla Boulevard are two separate trunk-line systems: one routing stormwater around the south side of the Property and one routing flows

around the north side of the Property, consisting of pipes ranging from 42-inch diameter up to 66-inch diameter.

The eastern portion of the Property drains to the east parking area where several low spots in elevation occur with associated catch basins at the low spots to catch stormwater and convey it in pipes to the two previously described trunk-lines. The north, south and west sides of the Property primarily drain as sheet-flow to the west. However, there are several small watershed areas that drain to catch basins and smaller diameter storm drains. Ultimately all stormwater flows are conveyed west and either deposited in the adjacent Carmack Wash, a wash identified to convey between 2,000 and 5,000 cfs, or to an existing underground storm drain system that further conveys runoff to the west. There are currently no designated detention/retention basins located within the Property.

3. Existing Drainage Conditions & Infrastructure
The existing drainage at the Property is managed by both sheetflow and an underground storm drain system, as described above. The underground storm drain system includes two main large diameter trunk lines conveying flows from east to west through the Property: one through the southern portion of the Property and one through the northern part of the Property. These trunk lines also accept flows from the La Cholla Boulevard roadway as previously explained. Multiple smaller diameter storm drain lines feed into the trunk lines, primarily on the east side of the Property. These smaller diameter lines collect stormwater at catch basins located throughout the Property. The building's roof drainage is directed to the adjacent paved areas via downspouts located along the building exterior on all sides. The existing storm drainage system appears to be in good condition and adequately sized for the Property 's storm water flows. There are no signs of reoccurring ponding of stormwater at any of the catch basin locations and physical observation during rain events has confirmed that the Property is draining as originally designed and intended.

4. Floodplain
According to the Federal Emergency Management Agency Flood Insurance Rate Map Panel No. 04019C1660L dated June 16, 2011, the Property is in unshaded Zone X, which is an area determined to be outside the 500-year floodplain. In addition, there are no identified local flood hazard areas affecting the Property. The Carmack Wash, which conveys between 2,000 and 5,000 cfs, is located approximately 200 feet west of the Property but is not within a designated FEMA flood zone. This wash does not convey

runoff through the Property, nor does it have any impact on the Property's hydrology, but it does accept runoff from the Property.

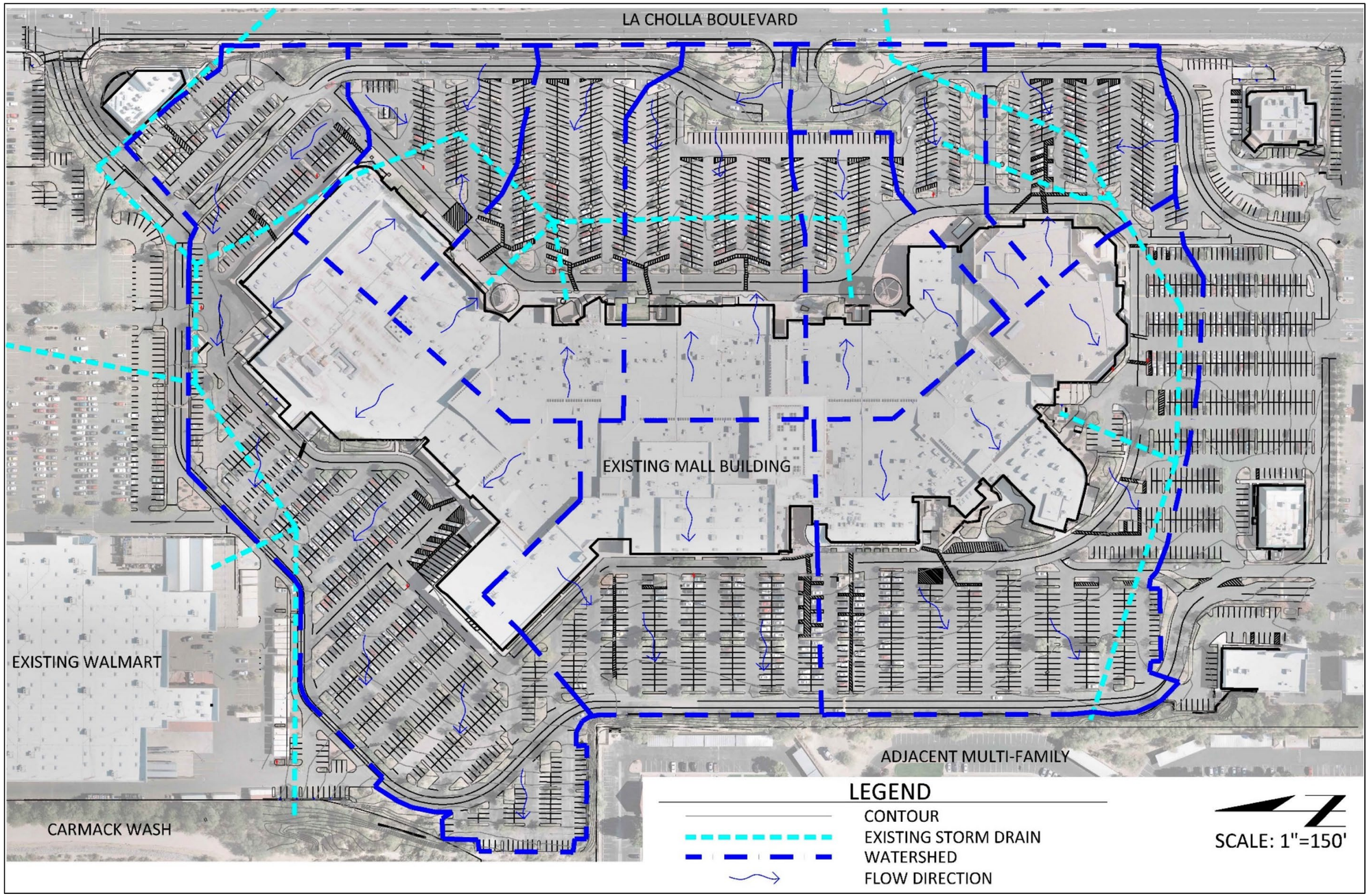
5. Pima County Regulated Riparian Habitat
   The Property has been completely developed, and buildings, pavement or landscaping cover the entire Specific Plan area. There is no identified riparian habitat within the Property.

D. Biological Impacts
   The Property has been completely developed, and buildings, pavement or landscaping cover the entire Specific Plan area.

   The Property is not located within the Conservation Lands System ("CLS"). It is not a Priority Conservation Area for Pima pineapple cactus, Needle-spined cactus, Cactus ferruginous pygmy owl or burrowing owl. There are no threatened or endangered species located on the Property.

   All existing vegetation, including any saguaros or ironwood trees, is incorporated into the FHM development as amenity landscaping or bufferyards.

Exhibit IV.C.2: Existing Drainage



E. Transportation

1. Roadway Inventory

The existing rights-of-way for the segments of La Cholla Boulevard and Ina Road that front the Property generally vary from 140 to 150 feet in width.

Table IV.E: Roadway Inventory shows the County's Major Streets Plan right-of-way widths, number of lanes, capacity, posted speed limits, the present average daily volumes (ADTs), as well as bus routes, bike lanes and pedestrian ways for roadways within two miles of the Property.

Mona Lisa Road is designated a two-lane collector in the Pima County Major Streets Plan. It provides access to residential uses along both sides of the street. The County recently restricted northbound access from Mona Lisa to Magee Road to right turns only. The intersection of Ina Road/Mona Lisa Road is signalized.

La Cholla Boulevard is a four-lane north/south Medium Volume Arterial north of Magee Road and a six-lane High Volume Arterial south of Magee Road according to Pima County Major Streets Plan. It is an important route providing commuter access from the Town of Oro Valley to its terminus at Gardner Lane in the City of Tucson. La Cholla Boulevard will be improved from a two-lane roadway to a four-lane urban arterial from Overton Road to Tangerine Road as part of a Regional Transportation Authority project with construction beginning in 2018. There is a striped bike lane and sidewalk along the frontage of the Property. A Sun Tran bus stop is located near the Foothills Mall Drive, and there are bus stops at the intersection of Ina Road/La Cholla Boulevard.

Old Magee Trail is a two-lane east-west local roadway connecting La Cholla Boulevard and Magee Road. It was the former Magee Road (north) prior to the realignment of Magee Road. It has striped bike lanes on each side.

La Cholla Loop Road is a one-lane loop ramp providing access from northbound La Cholla Boulevard to westbound Magee Road. The ramp begins north of the La Cholla/Magee intersection.

Magee Road is a four-lane east/west Medium Volume Arterial east and west of La Cholla Boulevard according to Pima County's Major Streets Plan and is designated as a Major Scenic Route in Pima County's Scenic Routes Plan. There are sidewalks on both sides west of La Cholla Boulevard and on the south side east of La Cholla Boulevard.

There are striped bike lanes near the Property. There is a Sun Tran bus stop on the northeast corner of Magee/Mona Lisa.

Ina Road is a four-lane east/west High Volume Arterial east and west of La Cholla Boulevard according to Pima County's Major Streets Plan and is designated a Major Scenic Route in Pima County's Scenic Routes Plan. There are sidewalks on the south side west of La Cholla Boulevard. There are striped bike lanes near the Property. There is a Sun Tran bus stop on the south side of Ina Road along the Property frontage, opposite the main FHM access road.

Table IV.E: Roadway Inventory

Roadway Segment	Lanes	Year of Recorded ADT*	ADT (vpd)	Source	2018 ADT (vpd)**	Daily Capacity (vpd)***	Speed Limit	PC Major Streets Plan R/W (feet)	Bike Route	Bus Route	Sidewalks
Mona Lisa Road, North of Ina Road	2	2017	5,056	Pima County	5,157	15930	40	80	Residential Street	No	Yes, near Ina
Mona Lisa Road, South of Ina Road	2	2017	2,808		2,864	15930	40	80	Residential Street	No	No
La Cholla, Old Magee Trail to Magee Road	6	2013	22,857	PAG	25,236	53910	45	150	BRSS	None	Yes (West Side)
La Cholla, Magee Road to Foothills Mall Signal	6	2016	25,142	PAG	26,158	53910	45	150	BRSS	Sun Tran 61	Yes
La Cholla, Foothills Mall Road to Ina Road	6	2018	27,000	PAG	27,000	53910	45	150	BRSS	Sun Tran 61	Yes
La Cholla, Ina Road to Orange Grove Road	6	2016	22,916	PAG	23,842	53910	45	150	BRSS	Sun Tran 61	Yes
Old Magee Trail, East of La Cholla Boulevard	2	2016	1,700	Pima County	1,769	15930	45	N/A	No	No	No
La Cholla to Magee Loop Road	1	2015	1,673	Pima County	1,775	N/A	30 (Advisory)	N/A	No	No	No
Magee Road, West of La Cholla Boulevard	4	2016	16,723	PAG	17,399	35820	45	150	BRSS	Sun Tran 61	Yes
Magee Road, East of La Cholla Boulevard	4	2016	17,526	PAG	18,234	35820	45	150	BRSS	No	Yes
Ina Road, Shannon Road to Mona Lisa Road	4	2016	29,842	PAG	31,048	35820	45	150	BRSS	Sun Tran 16, 61, 102X, 103X, 203X	Partial
Ina Road, Mona Lisa Road to La Cholla Boulevard	4	2018	28,000	PAG	28,000	35820	45	150	BRSS	Sun Tran 16, 61, 102X, 103X, 203X	
Ina Road, La Cholla Boulevard to La Canada Drive	4	2015	26,660	PAG	28,292	35820	45	150	BRSS	Sun Tran 16, 102X, 103X, 203X	

*Daily Volumes for Old Magee Trail, Loop Road, Mona Lisa Road and Ina, west of La Cholla and La Cholla, north of Ina estimated by extrapolating peak hour volume counts to daily counts.

**Assumed 2%/year growth

**FDOT Generalized Annual Average Daily Volumes Table, 2012.

Note: Bike Route designations from Pima County Regional Bike Map. BRSS = Bike Route with Striped Shoulders

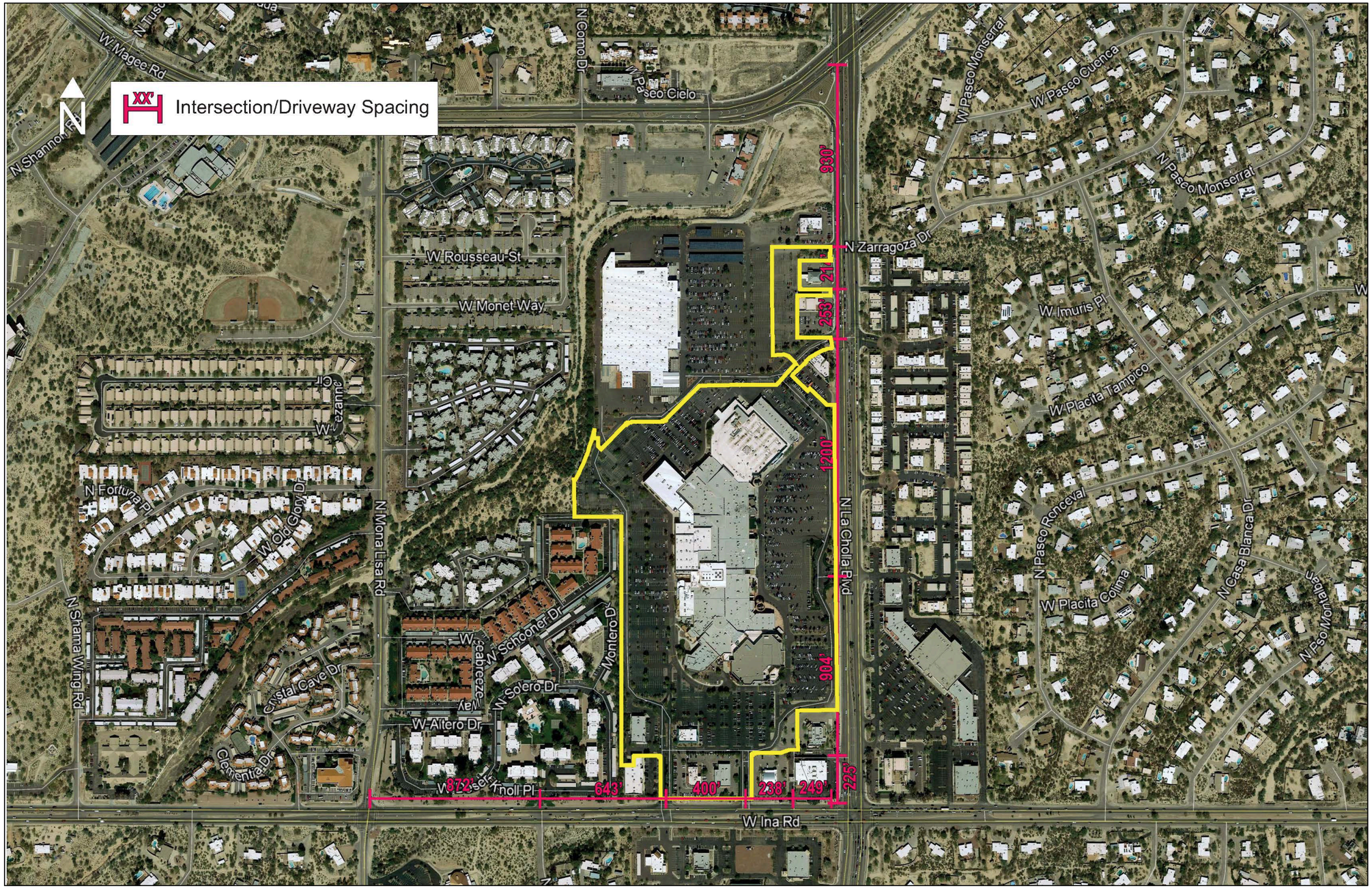
2. Distances to Existing Drives/Intersections
   Driveways are planned to remain at the same general locations as the current access points. Driveway spacing and distances to existing offsite intersections are shown in *Exhibit IV.E.2: Driveway Spacing*.

3. Public Transit
   There are five existing Sun Tran bus routes that provide transit service near the Property. These include Sun Tran routes 16, 61, 102, 103X and 203X. (*See Table IV.E.3*.) There are bus stops located at the intersection of Ina Road and La Cholla Boulevard and on La Cholla Boulevard at Foothills Mall Drive.

Table IV.E.3: Sun Tran Bus Routes

Route #	Route Name	End Points	Headways	Hours of Operation
16	Oracle/Ina	Thornydale/Ina Area to Ronstadt Transit Center	10 min (weekdays) 15 min (Saturdays) 20 min (Sundays)	5:04 am to 11:55 pm
61	La Cholla	Shannon/Magee to Tohono Tadai Transit Center	30 min (weekdays) 60 min (weekends)	5:45 am to 7:45 pm
102X	Northwest/UA Express	La Canada/lambert to Ronstadt Transit Center with stop at UA Mall	30 min (weekday service only)	5:53 am to 7:57 am and 4:35 pm to 6:36 pm
103X	Northwest/Downtown Express	Thornydale/Ina area to Ronstadt Transit Center	60 min (weekday service only)	6:05 am to 8:01 am and 4:15 pm to 6:15 pm
203X	Oro Valley/Aero Park Express	Oracle/Rancho Vistoso Area to Raytheon	60 min (weekday service only)	4:52 am to 7:45 and 3:40 pm to 7:00 pm

Exhibit IV.E.2: Driveway Spacing



F. Utilities

1. Sewer

PCRWRD provides sanitary sewer service to the Property via an existing 12-inch public sewer main located along the western edge of the Property. (See *Exhibit IV.F.1.a: Utilities*.) This sewer main was constructed in 1981 and conveys waste flows to the south and ultimately to the west within existing public sewer infrastructure in the Ina Road right-of-way. A private sewer main conveys flows from the existing primary building to the public main that extends along the east and south sides of the Property. There are at least two other direct private sewer lateral connections along the west side of the building. The public sewer terminates on the Property with the only upstream connection being the adjacent Walmart store to the north. The existing public sewer has adequate capacity for the existing development, and there have been no known issues with the sewer service at the Property. (See *Exhibit IV.F.1.b: PCRWRD Capacity Response*.)

2. Water

Metro Water provides potable, fire protection and irrigation water to the Property. The existing water system consists of a 12-inch water main accessing the Property from the east and south and carrying water along the east side of the existing building. An 8-inch main that carries water along the south, west and north sides of the building branches off this 12-inch main and connects to offsite water mains to the north. (See *Exhibit IV.F.1.a: Utilities*.)

Per Metro Water, the existing system on the Property is operating at pressures in the range of 90 psi from the adjacent higher water zone. The system immediately south of the Property is on the lower zone with pressures in the 60 psi range. The existing system was constructed in 1981 when the Property was originally developed and has been augmented over the years as the Property and surrounding area have developed. As such, there is a "mixed bag" of water line sizes and materials throughout the Property. The older lines are mostly asbestos-cement ("AC") and the newer lines are PVC. According to Metro Water, there are no known issues with the current water system at the Property, and because of the existing pressures in the system, further development of the Property is not expected to tax or jeopardize the system. Metro Water has indicated they are unsure of the location and sizing of all fire service lines at the existing building, as there have been numerous changes over years, and there are no comprehensive records.

Exhibit IV.F.1.a: Utilities

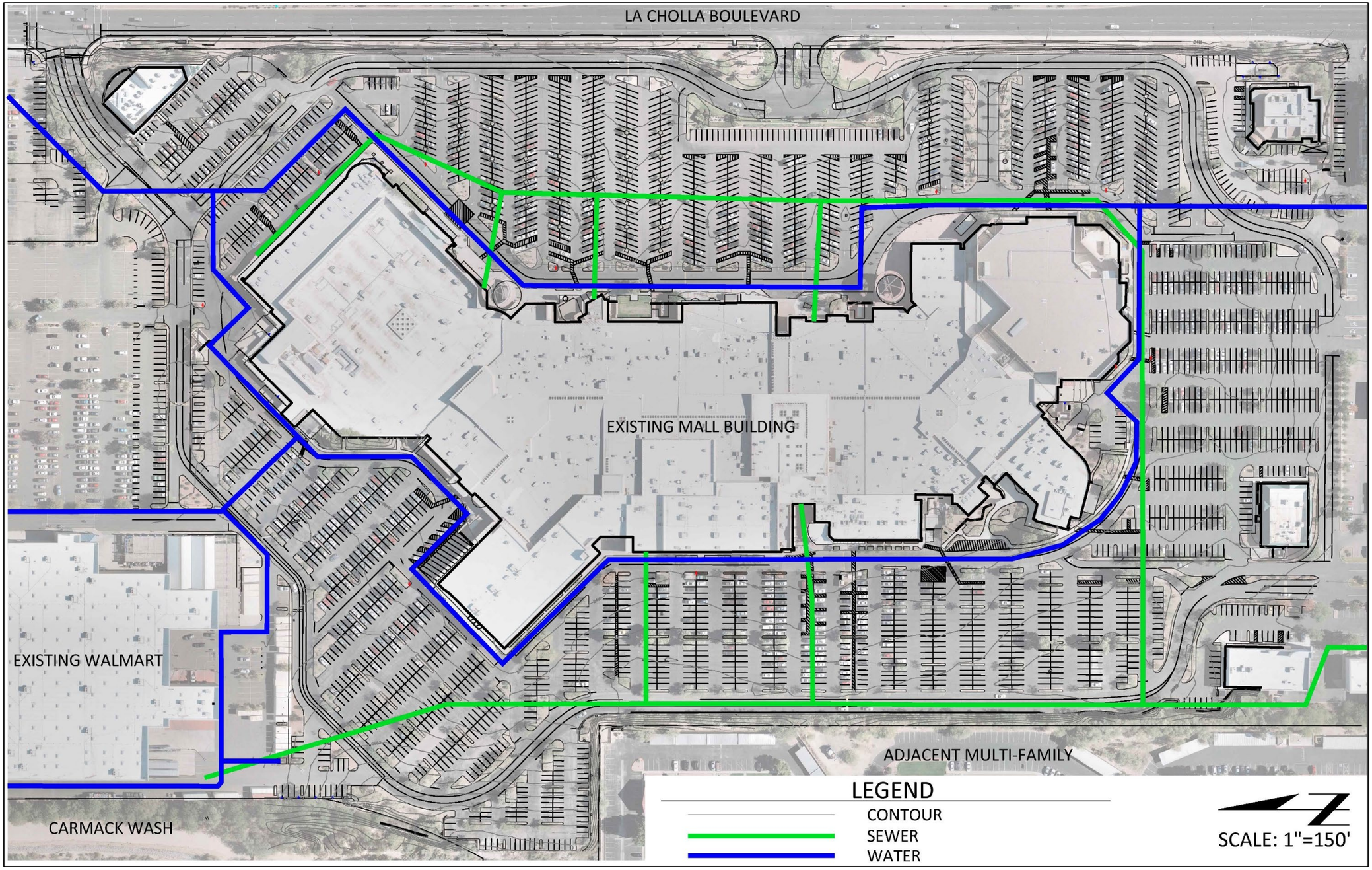


Exhibit IV.F.1.b: PCRWRD Capacity Response.

PIMA COUNTY
WASTEWATER RECLAMATION
201 NORTH STONE AVENUE
TUCSON, ARIZONA 85701-1207

JACKSON JENKINS
DIRECTOR

PH: (520) 724-6500
FAX: (520) 724-9635

January 26, 2018

Theresa Hadley
Cypress Civil Development LLC
2030 E Speedway Blvd #110
Tucson AZ 85719

Sewerage Capacity Investigation No. 2018-15 Type I

RE: **Foothills Mall, Parcel 22544317c**
Estimated Flow 17,000 gpd (ADWF).
P18WC00015

Greetings:

The above referenced project is tributary to the Tres Rios Water Reclamation Facility via the Cañada Del Oro Interceptor.

Capacity is currently available for a project this size in the public sewer G-81-017, downstream from manhole 2459-03.

This letter is not a reservation or commitment of treatment or conveyance capacity for this project. It is not an approval of point and method of connection. It is an analysis of the system as of this date. Allocation of capacity is made by the Type III Capacity Response.

If further information is needed, please feel free to contact us at (520) 724-6369.

Reviewed by: Denice Elie, CEA

G. Recreation

There are no recreation facilities located on the Property.

Recreation facilities located within one (1) mile of the Property include:

- Northwest Community Park (approximately 1/2 mile northwest of the Property)
- Northwest YMCA Pima County Community Center (approximately 2/3 mile northwest of the Property)

Canada del Oro River Park with The Loop hard- and soft-surface trails are located approximately ¾ mile northwest of the Property. Trailheads providing access to The Loop located within one (1) mile of the Property are listed in *Table IV.G*, below.

Table IV.G: Trailheads

Trailhead Name	Approximate Distance from Property (feet)
Shannon Road Access Point	4000
Magee Road Southeast Access Point	3500
Christina Taylor-Green Trailhead	3500
La Cholla Boulevard	2600

Exhibit IV.G: Recreation and Trails

H. Cultural Resources

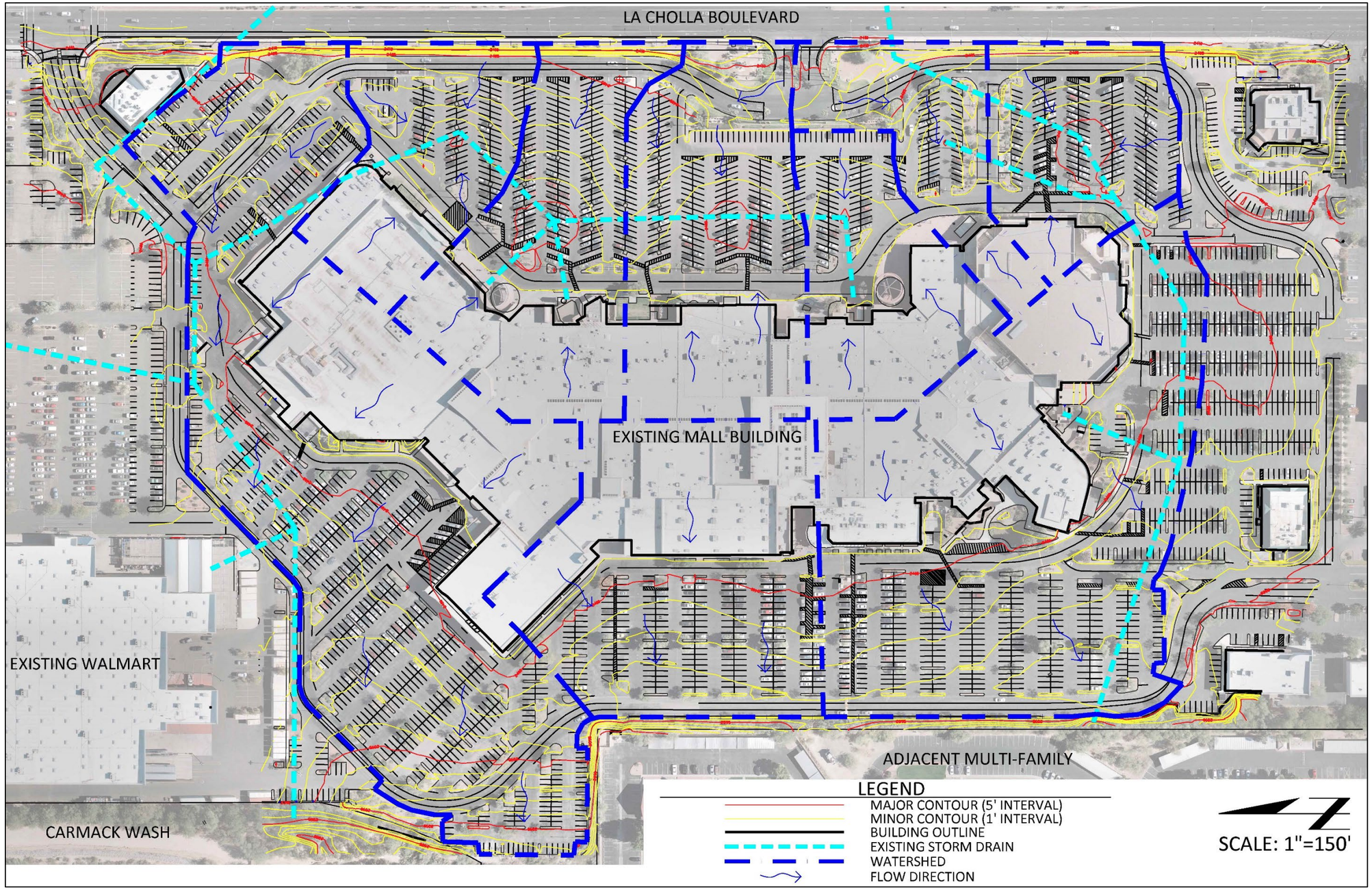
The Property has been completely developed, and buildings, pavement or landscaping cover the entire Specific Plan area.

The Arizona State Museum will be consulted should any cultural resources become exposed during the course of completing this Project. Pursuant to Arizona Revised Statutes §41-865, if any human remains or funerary objects are discovered during site work, all construction activity will stop, and the Arizona State Museum will be contacted immediately.

I. Composite

The Property is completely developed, and buildings, pavement or landscaping cover the entire Specific Plan area. All utility and drainage infrastructure is in place. The Property is not located within the CLS, nor does it contain significant biological resources. There are no physical constraints that would impede the redevelopment of this Property. The Property's topography and hydrologic features are mapped in *Exhibit IV.I: Composite Map*.

Exhibit IV.I: Composite Map



Conditions of Approval

A. Purpose

On September 18, 2018, the Pima County Board of Supervisors approved the Foothills Mall Specific Plan. The approval was subject to several conditions that have been incorporated into this final Specific Plan document and are provided in Section V.B, below. If the Specific Plan is amended in the future, this section, *"Conditions of Approval"*, will be updated to document all changes and any additional conditions of approval that may be associated with each amendment. This will provide an ongoing record of the overall Specific Plan, including all associated amendments and revisions, throughout the life of the project in a single location.

B. September 18, 2018 Board of Supervisors Conditions of Approval

1. Not more than 60 days after the Board of Supervisors approves the specific plan, the owner(s) shall submit to the Planning Director the specific plan document, including the following conditions and 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 and written format acceptable to the Planning Division.

   Reference: (no other reference within this Specific Plan)

2. 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 the Pima County Zoning Code, the specific plan shall apply. The specific plan does not regulate Building Codes.

   Reference: Section III.A, Administration and Interpretation.

3. This specific plan shall adhere to all applicable Pima County regulations that are not explicitly addressed within this specific plan. The specific plan's development regulations shall be interpreted to implement the specific plan or relevant Pima County regulations.

   Reference: Section III.A, Administration and Interpretation.

4. Transportation conditions:
   a. The traffic study shall be updated with the submittal of each phase of this development within the Specific Plan.

b. The subsequent traffic study updates may identify that improvements may be warranted, such as the installation of a turn lane, signalization or restricted movements to the access points. These improvements may require the dedication of right-of-way.

Reference: Section II.G.4, Concurrency.

5. Regional Wastewater Reclamation conditions:
   a. The owner(s) shall construe no action by Pima County as a commitment of capacity to serve any new development within the rezoning area until Pima County executes an agreement with the owner(s) to that effect.

   b. The owner(s) shall obtain written documentation from the Pima County Regional Wastewater Reclamation Department (PCRWRD) that treatment and conveyance capacity is available for any new development within the rezoning area, no more than 90 days before submitting any tentative plat, development plan, preliminary sewer layout, sewer improvement plan, or request for building permit for review. Should treatment and / or conveyance capacity not be available at that time, the owner(s) shall enter into a written agreement addressing the option of funding, designing and constructing the necessary improvements to Pima County's public sewerage system at his or her sole expense or cooperatively with other affected parties. All such improvements shall be designed and constructed as directed by the PCRWRD.

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

   d. The owner(s) shall connect all development within the rezoning 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 PCRWRD at the time of review of the tentative plat, development plan, preliminary sewer layout, sewer construction plan, or request for building permit.

   e. The owner(s) shall fund, design and construct all off-site and on-site sewers necessary to serve the rezoning area, in the manner specified at the time of review of the tentative plat, development plan, preliminary sewer layout, sewer construction plan or request for building permit.

f. The owner(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 rezoning area.

Reference: Section II.H.1, Sewer.

6. Environmental Planning condition: Upon the effective date of the Ordinance, the owner(s)/developer(s) shall have a continuing responsibility to remove buffelgrass (Pennisetum ciliare) from the property. Acceptable methods of removal include chemical treatment, physical removal, or other known effective means of removal. This obligation also transfers to any future owners of property within the rezoning site; and Pima County may enforce this rezoning condition against the property owner.

Reference: Section II.E.6, Buffelgrass Elimination.

7. Cultural Resources condition: In the event that human remains, including human skeletal remains, cremations, and/or ceremonial objects and funerary objects are found during excavation or construction, ground disturbing activities must cease in the immediate vicinity of the discovery. State laws ARS 41-865 and ARS 41-844 require that the Arizona State Museum be notified of the discovery at (520) 621-4795 so that cultural groups who claim cultural or religious affinity to them can make appropriate arrangements for the repatriation and reburial of the remains. The human remains will be removed from the site by a professional archaeologist pending consultation and review by the Arizona State Museum and the concerned cultural groups.

Reference: Section IV.H, Cultural Resources.

8. Adherence to the specific plan document as approved at the Board of Supervisor's public hearing.

Reference: (no other reference within this Specific Plan)

9. Any residential component shall meet the minimum 6 residences per acre (RAC) as applied to the specific area required to support the use, implemented within the appropriate phasing of the specific plan.

Reference: Section II.D.1, Site Development, Table II.D. Development Standards.

10. Flexible combinations of the specific plan conceptual preliminary development plans are encouraged so long as adequate infrastructure to support the phased uses exists for each phase.

    Reference: Section II.G, Transportation and Circulation, and Section II.H, Utility Infrastructure.

11. The maximum height of 120 feet or 10 stories for hospitality, office and/or residential buildings is allowed, except for a parking structure. The first two floors may include any specific plan permitted use. Parking structures may be contained in multi-use buildings with a maximum height of 120 feet. All other buildings are limited to 80 feet in height.

    Reference: Section II.D.1, Site Development, Table II.D. Development Standards.

12. Prior to the issuance of any development concept permit, site and/or construction permit, or sign permit, the property owner shall review and provide written approval of the application to Development Services.

    Reference: Section III.B, Phasing and Procedures for Development Review.

13. In the event the subject property is annexed, the property owner shall adhere to all applicable 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.

    Reference: (no other reference within this Specific Plan)

14. The property owner shall execute the following disclaimer regarding Proposition 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)."

    Reference: (no other reference within this Specific Plan)

ADDITIONAL DEVELOPMENT LIMITATION
AS APPROVED BY THE BOARD OF SUPERVISORS SEPTEMBER 18, 2018

"Owner shall enter into a Development Agreement with Pima County within 6 months of the Board of Supervisors approval of the Specific Plan that will establish the Owner and County working collaboratively to construct a connection between the Loop and the Property (the "Loop Connection"). The Development Agreement shall establish the location of the Loop Connection, which is currently contemplated along the Carmack Wash west of the Property, southwest to Mona Lisa, then north to the Northwest Community Park entrance and via a new pathway to the corner of Magee and Shannon. Owners shall work with the County to coordinate the plan, design and construction of the Loop Connection to establish a Loop Connection in the most cost-efficient manner. Owner shall contribute a proportional fair share to construct the Loop Connection, which fair share shall be contributed at the time that 100 residential or hospitality units, or a minimum of 125,000 square feet of office space are developed."

Reference: Section II.G.5, Bicycle and/or Pedestrian.

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Appendix A: Foothills Mall Specific Plan Traffic Impact Study

(submitted as separate document)

Appendix B: Parking Plan Example

Parking Plan Example:

Table 1: Parking Calculation Using Specific Plan Base Ratios

Land Use	Quantity of Land Use	Base Ratio	Units	Unadjusted Parking Spaces
Shopping Center	500,000	3.3	Per 1,000 SF	1,650
Hotel	250	1	Per Unit	250
Office	250,000	3	Per 1,000 SF	750
Residential	500	1.25	Per Unit	625
Cineplex	1,650	0.2	Per Seat	330
Totals			Total (weekday)	3,605

Table 2: Parking Calculation Adjusted for Mix of Uses[17]

Unadjusted Demand	Monthly Adjust (Dec)	Time of Day (1pm)	Non-Captive Adjustment	Mode Adjustment	Adjusted Demand
1,650	100%	100%	90%	95%	1,411
250	67%	55%	100%	95%	88
750	100%	45%	100%	95%	321
625	100%	70%	100%	95%	416
330	23%	45%	90%	95%	29
3,605				Adjusted Demand	2,264

[17] Urban Land Institute's *Shared Parking* (2nd Edition) provides a methodology for estimating parking demand for projects that include two or more different land uses in close proximity of each other. Parking demand for a shopping center with many connected and nearby land uses, such as this Project, is well-suited for this analysis. The methodology provides base parking space ratios for all of the land uses considered within a shopping center. Empirical data is also provided for monthly and daily parking demand for each of the uses in the methodology.

The number of parking spaces is calculated to be higher on the weekday. For this reason, we applied the time of day and monthly parking demand factors to the weekday numbers. For the land use that generates the highest demand (shopping center) we applied the peak monthly parking demand (December) and the peak hour of the day (1 pm) factors to this and the other land uses.

The other factors, non-captive and mode, were assumed for the site. The non-captive adjustment is associated with users of the other land uses (residential and hotel), who would not need another parking space. The mode adjustment factor assumes that five percent of the land use patrons/users would arrive at the Property via a way of travel other than their own motor vehicle.

Appendix C: Viewshed Simulations

Exhibit C: Viewshed Key Map

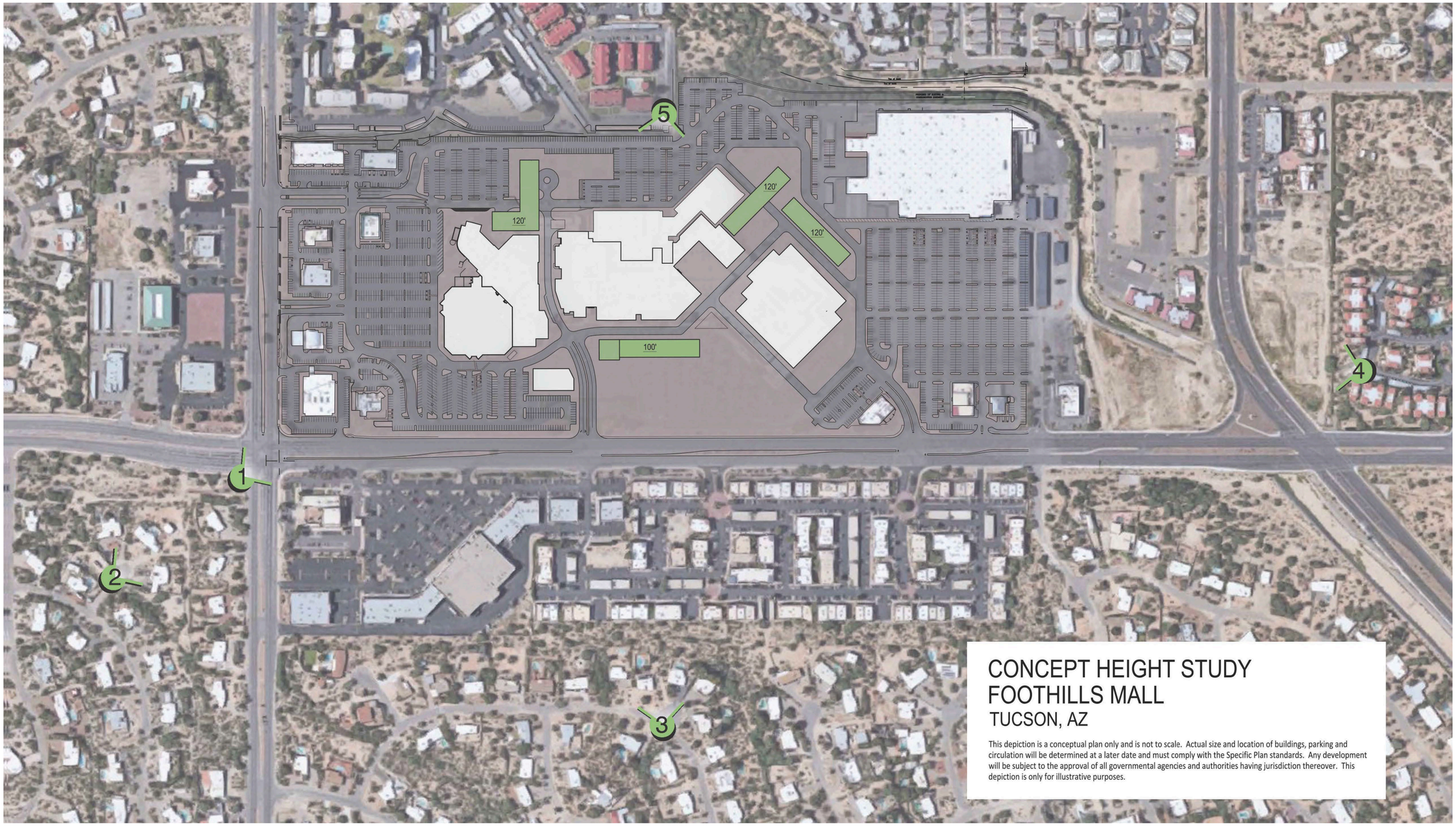

Exhibit C.1: Viewshed 1

Exhibit C.2: Viewshed 2

Exhibit C.3: Viewshed 3

Exhibit C.4: Viewshed 4

Exhibit C.5: Viewshed 5

Appendix D: Height Study

Exhibit D.1: Height Study Concept Plan

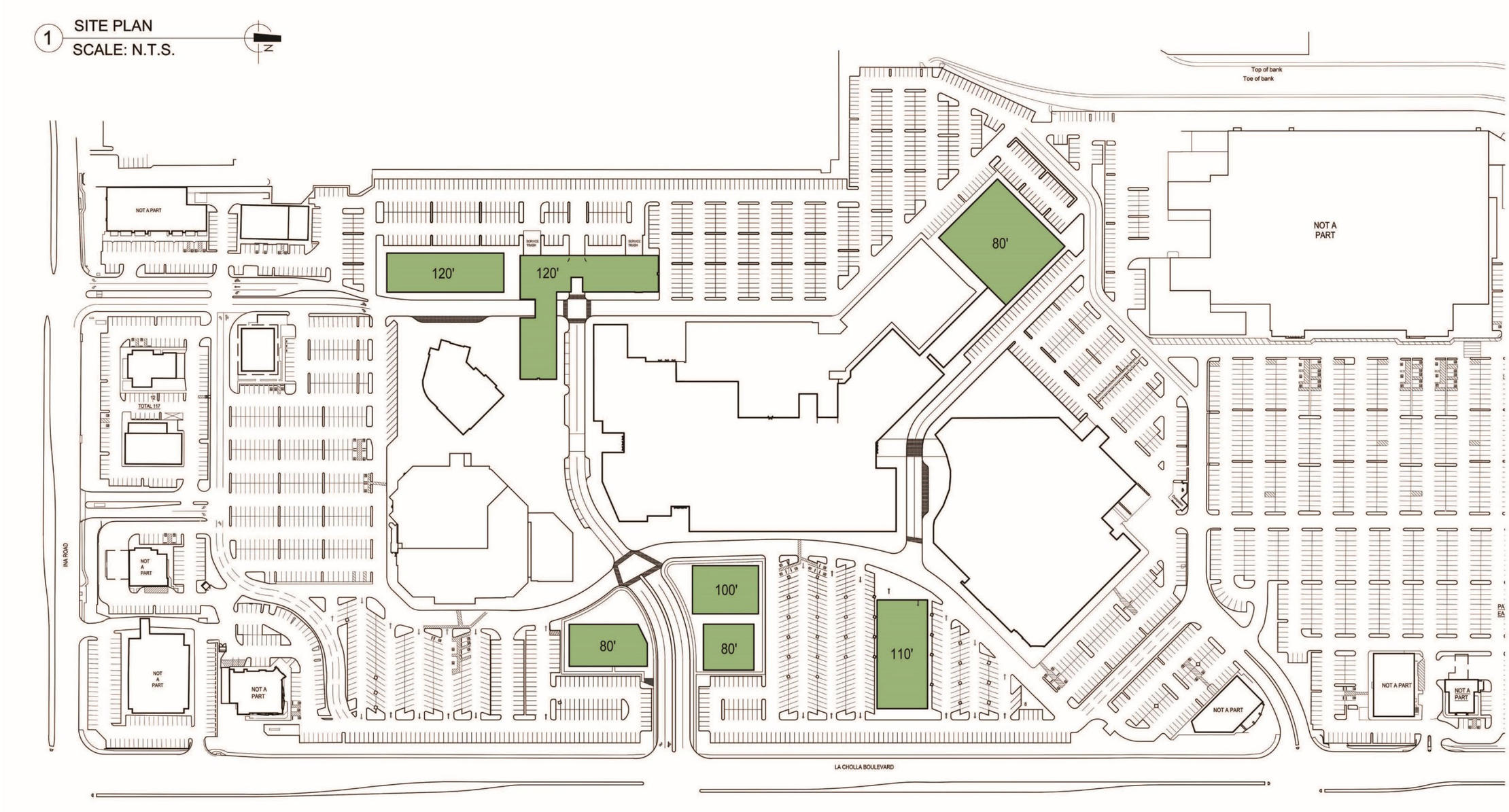
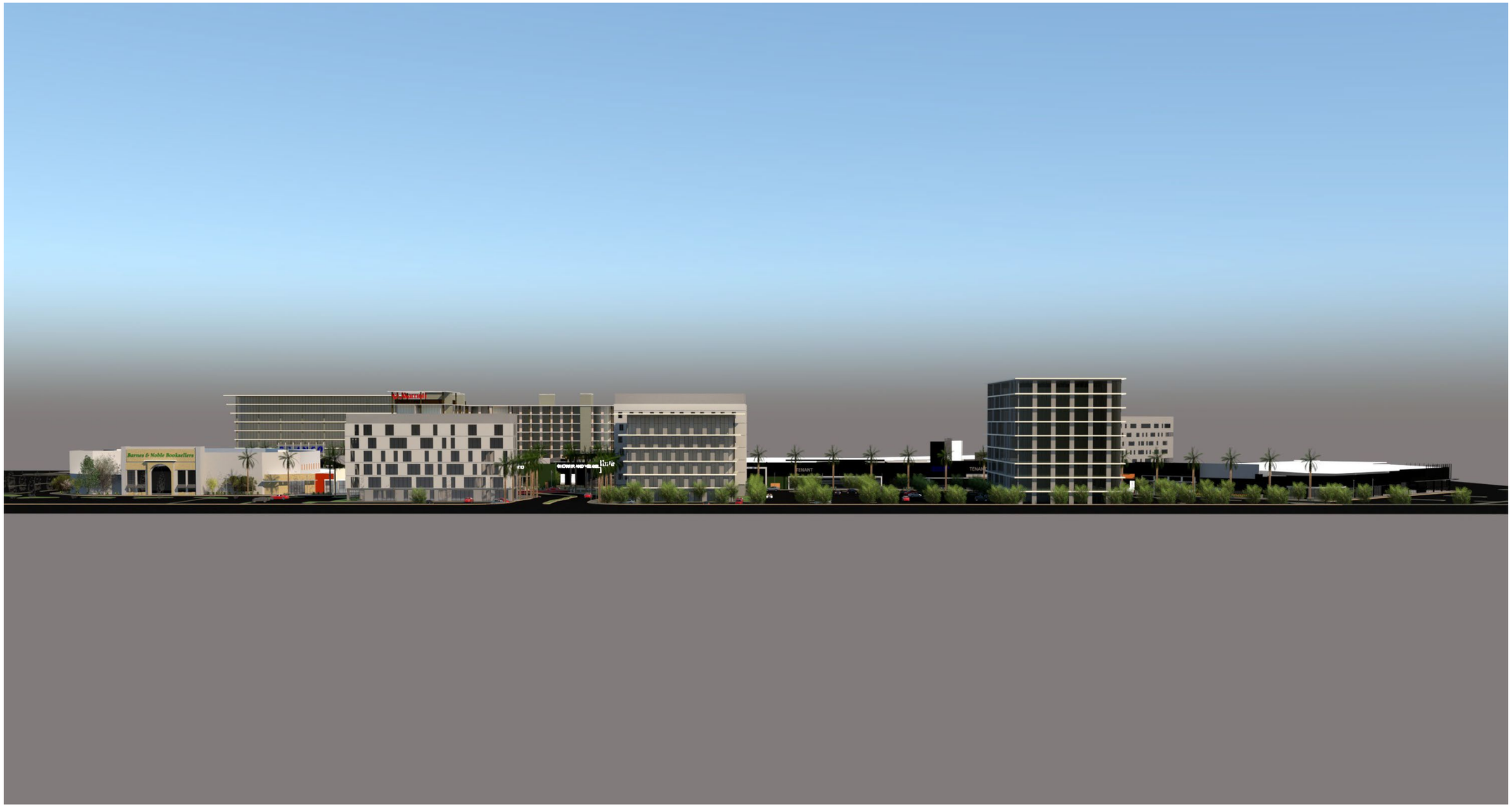
Exhibit D.2: Height Study Perspective