

Exhibit C

Arizona State Land Department PAD

March 11, 2021

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Introduction: The Arizona State Land Department (ASLD)

The Arizona State Land Department (ASLD) manages over 9.2 million acres of State Trust land in Arizona. Since 1915, the ASLD's mission is to manage the assets of a multi-generational perpetual trust in alignment with the interests of the Trust's 13 beneficiaries and Arizona's future. The mission statement of the ASLD is as follows:

"To manage State Trust lands and resources to enhance value and optimize economic return for the Trust beneficiaries, consistent with sound business management principles, prudent stewardship, and conservation needs supporting socio-economic goals for citizens here today and future generations. To act in the best interest of the Trust for the enrichment of the beneficiaries and preserve the long-term value of the State Trust lands."

State Trust land is often misunderstood in terms of both its character and management. Trust land is different from public land such as parks or National Forests. Trust lands are managed by the ASLD to generate revenue for K-12 schools and 13 additional institutional beneficiaries. The Trust accomplishes its mission through the sale and lease of Trust lands for grazing, agriculture, municipal, residential, commercial, mining and other purposes.

The ASLD, serving as the fiduciary for the Trust, is required by the Arizona Constitution to receive maximum value for the sale or lease of Trust lands for the benefit of the Trust. Given this Constitutional mandate, it is incumbent upon ASLD to carefully plan these properties to maximize their ultimate value. Accordingly, the ASLD is in the process of re-evaluating the existing development plans for the Trust lands in this area and working with the City of Goodyear to develop plans that are appropriate for the area and that will meet market demands.

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Section 1: Underlying Zoning Designations

The underlying zoning designations for the Property is set forth in the PAD Land Use Districts attached hereto with a portion of the Property being designated Office Zone, a portion of the Property being designated Light Industrial Zone, and a portion of the property being designated General Industrial Zone. The permitted uses and development standards applicable to each of the zoning designations is set forth below.

Section 2: Use Classification Table

	Office Zone (2)(4)(5)	Light Industrial Zone (2)(4)(5)	General Industrial Zone (4)(5)
Principal Uses (1):			
Adult bookstore, adult novelty store, or adult theatre	Not Permitted	Not Permitted	Not Permitted
Agricultural uses including indoor or outdoor growing of food, roof gardens, and agricultural research facilities	Permitted	Permitted	Permitted
Animal boarding, breeding, shelter, or pound	Permitted at least 500-feet from residential uses	Permitted	Permitted
Automotive repair, including body and fender works	Not Permitted	Permitted	Permitted
Brewery	Not Permitted	Permitted	Permitted
Cement, lime, gypsum or plaster of paris manufacture.	Not Permitted	Not Permitted	Not Permitted
Cement and paving material mixing plant	Not Permitted	Not Permitted	Permitted
Distillation of bones, coal, refuse, grain or wood.	Not Permitted	Not Permitted	Not Permitted
Distribution/Internet Fulfillment	Not permitted	Not Permitted	Permitted
Emissions testing and vehicle licensing	Not permitted	Permitted outside of the APZ	Permitted outside of the APZ
Food bank	Not Permitted	Permitted	Permitted
Foundry or casting of metal which does not cause noxious odors or fumes	Not Permitted	Permitted	Permitted
Fertilizer manufacture	Not Permitted	Not Permitted	Not Permitted
Highway maintenance facilities	Not Permitted	Permitted	Permitted

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Machine shop	Not Permitted	Permitted	Permitted
Manufacturing, assembling, and processing(6)	Permitted so long as dock doors do not face toward residential (even with screening); uses must be fully enclosed in buildings	Permitted	Permitted
Medical Marijuana or Recreational Marijuana	Not Permitted	Not Permitted	Not Permitted
Medical, Scientific, and Research Offices	Permitted	Permitted outside of the APZ	Permitted outside of the APZ
Microbrewery	Permitted	Permitted	Permitted
Mineral extraction, including sand or gravel pits.	Not Permitted	Not Permitted	Not Permitted
Monument works	Not Permitted	Permitted	Permitted
Office buildings	Permitted	Permitted outside of the APZ	Permitted outside of the APZ
Parking lot or garage	Permitted	Permitted	Permitted
Private business, professional, and trade schools	Permitted	Permitted outside of the APZ	Permitted outside of the APZ
Private commercial outdoor entertainment venue	Not Permitted	Not Permitted	Not Permitted
Public utility facilities	Permitted	Permitted	Permitted
Public utility facilities, including wastewater treatment plants and water reclamation facilities	Not Permitted	Permitted	Permitted
Public works facilities	Permitted at least 500-feet from residential uses	Permitted	Permitted
Radio and television transmitting tower and facilities	Not Permitted	Permitted	Permitted
Retail Uses	Permitted	Permitted outside of the APZ	Not Permitted
Rubber goods manufacture.	Not Permitted	Not Permitted	Not Permitted
Sand blasting	Not Permitted	Not Permitted	Permitted

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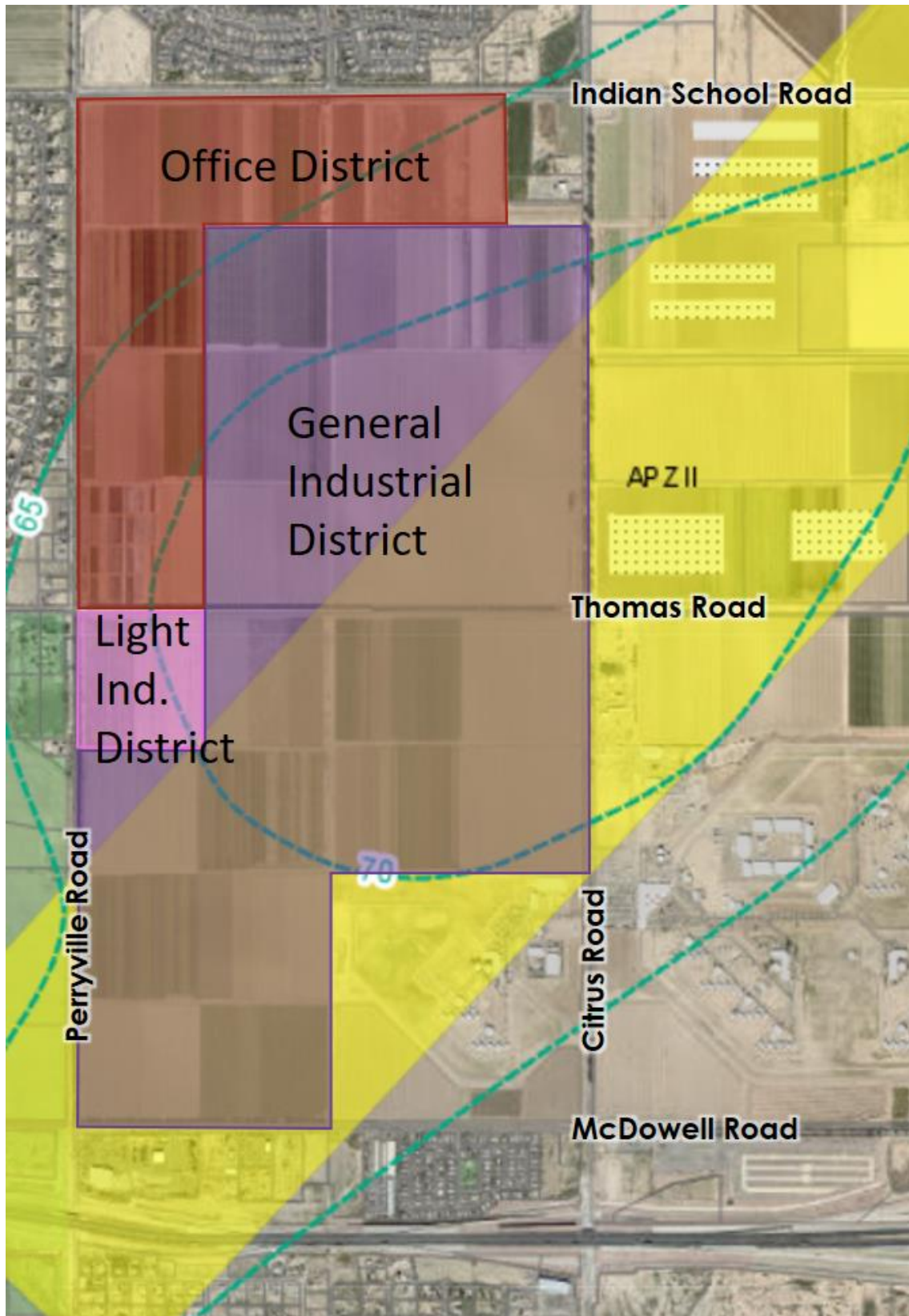
Scientific or research laboratories	Permitted	Permitted	Permitted
Smelting of tin, copper, zinc, or iron ores.	Not Permitted	Not Permitted	Not Permitted
Tannery.	Not Permitted	Not Permitted	Not Permitted
Tire retreading and vulcanizing	Not Permitted	Not Permitted	Permitted
Veterinary offices or hospitals	Permitted	Permitted	Permitted
Warehousing for storage and distribution of products manufactured on site	Permitted so long as dock doors do not face toward residential (even with screening); uses must be fully enclosed in buildings	Permitted	Permitted
Additional uses similar to those listed as determined by the Zoning Administrator	Permitted	Permitted	Permitted
Accessory Uses (1):			
Cafeterias and recreation (indoor or outdoor)	Permitted	Permitted outside of the APZ	Permitted outside of the APZ
Vehicle and truck fueling, car wash, auto repair	Permitted if fully screened	Permitted	Permitted
Outdoor Storage (fully screened)	Not Permitted	Permitted	Permitted
Outdoor generators, silos, cooling towers, and similar accessory structures	Permitted if fully screened from public view	Permitted	Permitted

- (1) The future development of all uses are subject to Site Plan Review in accordance with Section 1-2-6 of the city of Goodyear Zoning Ordinance. All site plan approvals will be conditioned upon receipt of required FAA Obstruction Analysis clearances.
- (2) All uses and operations, including storage of anything except merchandise displayed for sale, shall be conducted in a fully enclosed building or entirely behind walls, fences or planting screens which fully conceal them from visibility off the lot.
- (3) Any use not listed may be permitted where the Zoning Administrator has found the use is compatible with or analogous to a permitted use.
- (4) Permitted Uses may be limited by Performance Standard 7 set forth in Section 5 below

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- (5) Permitted Uses may be limited by Performance Standard 10 and all subparagraphs therein set forth in Section 5 below
- (6) Manufacturing, assembling and processing is a permitted use except for the specific types of manufacturing, assembling and processing specifically identified as not permitted, except for manufacturing, assembling and processing uses that are analogous to the non-permitted manufacturing, assembling and processing, and except for manufacturing, assembling and processing uses that are analogous to any other non-permitted use.

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PAD Land Use Districts

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Section 3: Description of Land Use District Geography

Office District – the office district runs along Perryville Road from Thomas Road to Indian School Road and along Indian School Road from Perryville Road to the eastern project boundary, and extends ¼ mile into the property.

Light Industrial District – the light industrial districts is located on Perryville Road and extends ¼ mile into the property, and runs from the Thomas Road centerline alignment south ¼ mile.

General Industrial District – the general industrial district encompasses the remainder of the property.

Section 4: Development Standards Table

	Office Zone (5)	Light Industrial Zone (5)(6)	General Industrial Zone (5)(6)
Maximum Height Buildings (1)(2)	80-feet maximum	80-feet maximum	80-feet maximum without zoning permit 150-feet maximum with approval of a zoning permit (7)
Maximum Height - Accessory Structures (2)(3)	80-feet maximum	80-feet maximum without zoning permit 220-feet maximum with approval of a zoning permit (7)	80-feet maximum without zoning permit 220-feet maximum with approval of a zoning permit (7)
Minimum Setbacks (4)			
Indian School	100-feet (50-feet landscape yard)	NA	NA
Perryville	100-feet (50-feet landscape yard)	50-feet	50-feet
McDowell	NA	NA	30-feet
Citrus	30-feet	NA	30-feet
Other Public Streets	30-feet	30-feet	30-feet
Interior (front, side, rear)	0-feet	0-feet	0-feet

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Setbacks from other uses/properties	30-feet	30-feet	30-feet
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- (1) The maximum building height may be increased 10 feet above the building height limit for unoccupied building architectural elements, such as parapet walls, domes and decorative masonry or metal framework, that are necessary to achieve the objectives and requirements of the City Design Guidelines to provide architectural interest and diversity in building elevations or variations in roof form and horizontal lines; provided that the total amount of such architectural elements that exceed the building height limit do not exceed 50% of the linear length of any building elevation or exceed 50% of the total roof area of the building.
- (2) The maximum height is limited to 56-feet within 500-feet of existing residential uses
- (3) Accessory structures are unoccupied structures that include, but are not limited to, silos, tanks, exhaust towers, and cell towers. The structure must be setback one foot from adjacent public street for every one foot of height. Example: a 120-foot silo must be setback 120 feet from adjacent public streets.
- (4) The required setbacks along Indian School Road, Perryville Road, McDowell Road, and Citrus Road, and any other public street shall be entirely landscaped except for driveway cuts and walkways. Parking lots and drive aisles shall not be placed in the setback area. The exception is the setback on the sections of Indian School Road and Perryville Road located along the portion of the Property in the Office Zone. In those areas, there is a 100-foot setback and the 50-feet adjacent to the Indian School Road and Perryville Road is to have a landscaped yard, which requires this area to be entirely landscaped except for driveway cuts and walkways.
- (5) Development Standards may be limited by Performance Standard 7 set forth in Section 5 below.
- (6) Development Standards may be limited by Performance Standard 10 set forth in Section 5 below.
- (7) A zoning permit shall be processed in accordance with Section 1-3-7 of the city of Goodyear zoning ordinance. A zoning permit shall not be issued unless Luke Air Force Base finds that the proposed height will not negatively impact base operations. All zoning permit approvals will be conditioned upon receipt of required FAA Obstruction Analysis clearances.

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Section 5: Additional Development Standards and Regulations

1. Definitions shall adhere to Article 2 of the city of Goodyear Zoning Ordinance.
2. Signs shall adhere to Article 7 of the city of Goodyear Zoning Ordinance.
3. Parking shall adhere to Article 6 of the city of Goodyear Zoning Ordinance.
4. Landscaping and walls shall adhere to Article 5 of the city of Goodyear Zoning Ordinance.
5. Lighting shall adhere to Article 10 of the city of Goodyear Zoning Ordinance.
6. Any item not specifically modified by this PAD and that is addressed in Article 8 (General Provisions) shall be governed by Article 8 of the city of Goodyear Zoning Ordinance.
7. Development of portions of the Property located in the APZ II or high noise contour areas shall comply with the requirements of ARS Section 28-8481.
8. All new buildings and uses of land or substantial additions to or remodeling twenty percent (20%) or more of the total building area of existing buildings shall be subject to Site Plan review.
9. Required yards fronting on an arterial street shall be entirely landscaped except for driveways and walkways. Along all other public streets, a minimum landscaped area of thirty (30) feet per side shall be provided. Parking and maneuvering area shall not be permitted within the landscaped area.
10. *Performance Standards.* No use shall be established, maintained or conducted within any of the zones that may cause any of the following:
 - a. Dissemination of smoke, gas, dust, noxious odor or any other atmosphere pollutant outside the building in which the use is conducted; or with respect to a use that is not conducted within a completely enclosed building, any dissemination whatsoever. The dissemination of heat and water vapor that has the appearance of smoke but does not contain particulates is not smoke for purposes of this limitation.
 - b. Noise perceptible beyond the property boundaries of the immediate site.
 - c. Discharge of any waste material into any water course or ditch.
 - d. Dissemination of glare or vibration beyond the immediate site.
 - e. Potential hazards (fire, explosion, radioactive or any similar cause) to property in the same or any adjacent district.
 - f. Conditions detrimental to the health, safety and general welfare of the city of Goodyear
 - g. No use shall emit prohibited substances as defined by ARS Section 28-8481(J)(16)

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11. Screening standards shall be observed as follows:

a. All outdoor storage areas for materials, trash, equipment, vehicles or similar items, where allowed, shall be screened from view along all street frontages by a six (6) foot wall constructed of slump block, brick, or masonry with a stucco or mortar wash finish designed to match the main building on the site.

b. Loading, delivery, roll-up/dock doors, and service and wash bays, where allowed, may front onto a public street or a limited access highway, provided all of the following circumstances are met:

1. There is no existing residential use within 500 feet of the right-of-way line on the opposite side of the public street or limited access highway;

2. The loading, delivery, roll-up/dock doors, and service and wash bays shall be fully screened from public view with a combination of a two (2) foot tall berm with a six (6) foot tall wall on top of the berm, or an eight (8) foot tall wall, or similar design that achieves the same screening result. The walls are to be constructed of brick, slump block, or masonry with a stucco or mortar wash finish, or a similar finish, designed to match the main building on the site; and

3. A minimum of two (2) continuous offset rows of 24 inch box trees shall be planted twenty feet on center within the required landscape area along the frontage of the public street or limited access highway.

c. The storage of materials, trash, equipment, vehicles, or other items within an enclosed storage area, where allowed, shall not be substantially visible from adjoining streets or properties.

d. Dismantling, servicing or repairing of vehicles and/or equipment shall, where allowed, be within completely enclosed building or within an area enclosed by brick, block or masonry walls.

e. All outdoor refuse enclosures shall be located a minimum of 50 feet away from any existing or planned residential use, or a minimum of 30 feet away from any existing or planned residential use if a 30-foot wide landscape is established and maintained between the enclosure and the existing or planned residential use along the entire length of the industrially designated property, as measured from the exterior wall of the refuse enclosure to the nearest residential property line.

12. Electrical utility, cable TV and all other utility lines for buildings shall be placed underground. Overhead lines are permitted only for 69kV or greater electrical transmission facilities.

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13. Mechanical equipment, whether ground-level or roof mounted, and other fixtures such as, but not limited to, telephones, vending machines and ice machines shall be screened from public street view and be so located to be perceived as an integral part of the building.
14. Retention areas may occupy more than 50 percent of the onsite street frontage landscape area so long as any required trees are located outside of the retention area, at street grade.
15. Along Perryville Road north of Thomas Road and along Indian School Road, two continuous offset rows of 24 inch box trees shall be planted twenty feet on center. Trees may be planted to maximize viability and buffering. Along Citrus Road, McDowell Road, and Perryville Road south of Thomas Road, normal street tree planting shall be followed per Article 5 of the city of Goodyear Zoning Ordinance.

Section 6: Design Standards

Development shall adhere to the city of Goodyear Design Guidelines except as modified by this PAD.

Section 7: Interpretation; Amendments

This PAD is a Final PAD under Section 3-5 of the Goodyear Zoning Ordinance and establishes a base zoning district for the Property which will govern future site plan applications for the Property, subject to any applicable development agreement. Where a current or future Goodyear Zoning Ordinance provision or Design Guideline conflicts with regulations established in this PAD, the PAD will govern. Future PAD amendments will be processed in accordance with Section 3-5-3 of the Goodyear Zoning Ordinance.