

EXHIBIT 'C'

MONTECITO

PLANNED AREA DEVELOPMENT

REGULATORY STANDARDS BOOKLET

Prepared for:



HARVARD INVESTMENTS

B | F | S | O



AMENDED MAY 2022





The entrance to Montecito as the sun sets over the Sonoran Desert landscape

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1. MONTECITO OVERVIEW

Harvard Investments, as manager of Estrella, continues to shape the future of Estrella as one of the Valley's most successful master-planned communities in southern Goodyear. Nestled in the foothills of the Estrella Mountains in the Sonoran Desert Valley, the 20,000 acre community is envisioned and planned to provide residents with a variety of opportunities to work, live and play. With more than 14,000 residents, Estrella offers access to a variety of amenities, open space, trails, lakes, civic facilities and mixed-use developments to support a healthy, outdoor lifestyle. The community was recognized in Arizona Foothills Magazine's "Best of Our Valley 2015", as the best Master-Plan Community for children.

Estrella is currently organized around three villages; Mountain Ranch, Montecito and CantaMia.

Montecito is located in the west/ central area of Estrella and has been planned in three phases. The 1,402.5 acre planning area is defined by the surrounding Rainbow Valley Road, Willis Road, and Estrella Parkway. Adjacent planned Estrella developments include Community14 to the east and CantaMia to the south.

The aerial photograph on the previous page provides a visual reference to the Montecito context.



Aerial view showing the scale of development to date at Estrella within the context of Montecito

2. REGULATORY DEVELOPMENT STANDARDS

2.1 Land Use

Legend

-  Single-Family Detached Executive Residential (SFD-EX)
-  Single-Family Detached Primary Residential (SFD-PR)
-  Single-Family Detached/Attached Residential (SFD/ A)
-  Single-Family Detached Court Home Residential (SFD-CH)
-  Single-Family Detached - 50
-  Single-Family Detached - 60
-  Commercial Use (C)
-  Elementary School (ES)
-  Park
-  Open Space (OS)
-  Business Park (BP)
-  Business Park - 1 (BP-1)

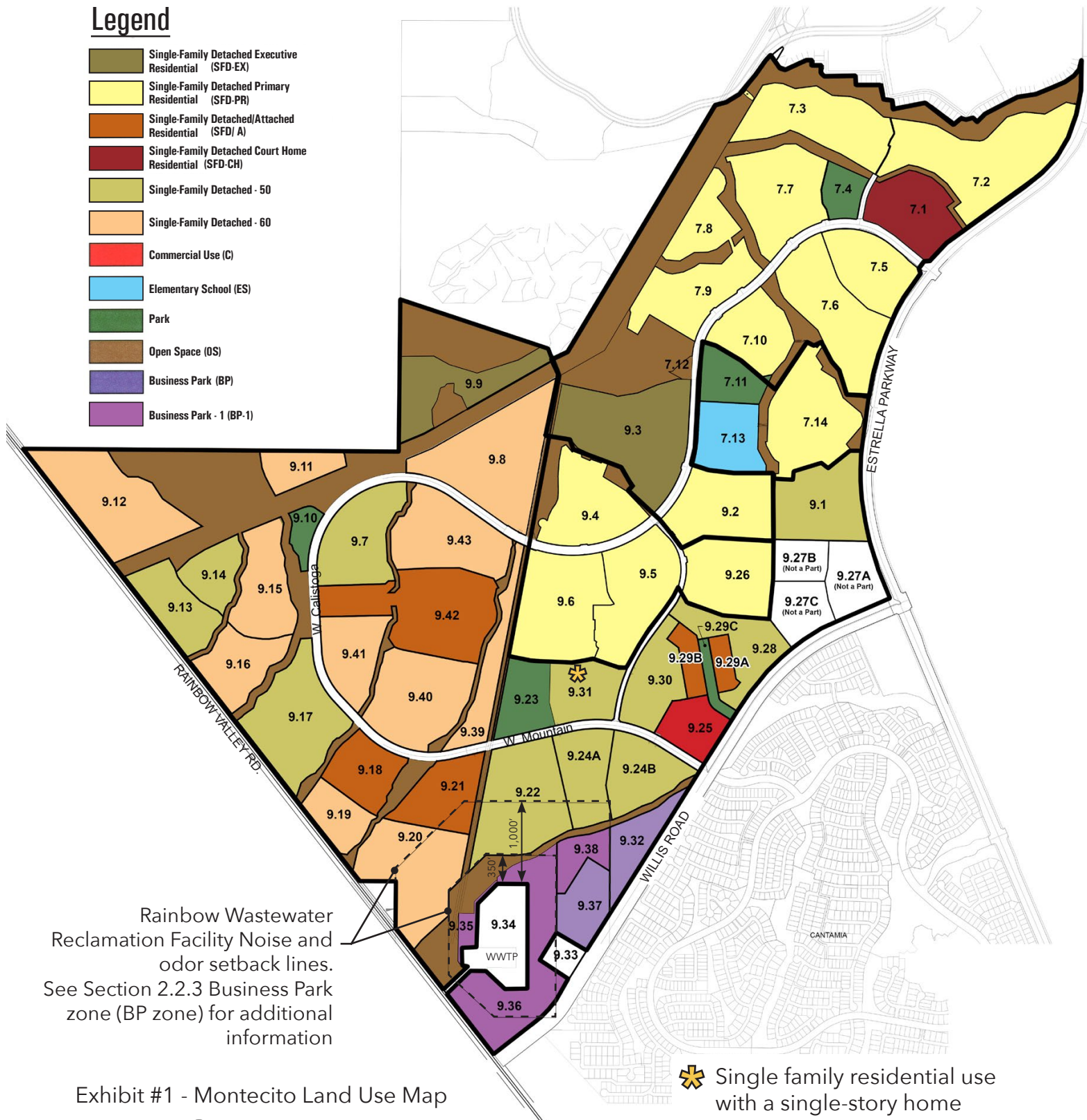


Table 1 - Montecito Zoning/ Land Use

PARCEL	LAND USE	ACRES	MAXIMUM UNITS	PLATTED UNITS
7.1	SFD-CH	16.8	90	NA
7.2	SFD-PR	41	126	126
7.3	SFD-PR	29.7	86	86
7.4	PARK	7.3	NA	NA
7.5	SFD-PR	20	65	65
7.6	SFD-PR	29.7	83	83
7.7	SFD-PR	26	91	91
7.8	SFD-PR	12.9	27	27
7.9	SFD-PR	22.9	45	45
7.10	SFD-PR	17.4	54	54
7.11	PARK	10.5	NA	NA
7.12	OS	1	NA	NA
7.13	ES	15	NA	NA
7.14	SFD-PR	29	92	92
9.1	SFD-50	23.5	92	92
9.2	SFD-PR	23.3	67	67
9.3	SFD-EX	40.3	84	84
9.4	SFD-PR	26.9	47	47
9.5	SFD-PR	29.3	92	92
9.6	SFD-PR	31.8	80	80
9.7	SFD-50	22	76	N/A
9.8	SFD-60	36.8	106	106
9.9	SFD-EX	20.7	40	NA
9.10	PARK	4.3	NA	NA
9.11	SFD-60	8.7	32	NA
9.12	SFD-60	33.4	120	NA
9.13	SFD-50	15.1	85	NA
9.14	SFD-50	10.6	56	NA
9.15	SFD-60	18.9	77	NA
9.16	SFD-60	15.4	68	NA
9.17	SFD-50	29.2	184	NA
9.18	SFD-A	13.8	60	NA
9.19	SFD-60	10.1	42	NA
9.20	SFD-60	30	120	NA
9.21	SFD-A	16.5	66	NA
9.22	SFD-50	30.4	172	NA
9.23	PARK	12.9	NA	NA
9.24A	SFD-50	14.5	95	NA
9.24B	SFD-50	18	108	NA
9.25	C	10.5	NA	NA
9.26	SFD-PR	21.1	77	77
9.27A (NOT A PART)	MF	12.8	256	NA
9.27B (NOT A PART)	SFD CL	7.6	60	NA
9.27C (NOT A PART)	MF	10.8	108	NA
9.28	SFD 50	15.9	95	NA
9.29A	SFD/ A	3.9	39	NA
9.29B	SFD/ A	5.2	52	NA
9.29C	PARK	3.3	NA	NA
9.30	SFD-50	15.6	92	NA
9.31	SFD-50	15.0	85	NA
9.32	BP	11.6	BP	NA
9.35	BP-1	3	BP	NA
9.36	BP-1	31.2	BP	NA
9.37	BP	11.7	BP	NA
9.38	BP-1	7.6	BP	NA
9.39	SFD-60	12.3	47	NA
9.40	SFD-60	28.1	105	NA
9.41	SFD-60	15.7	60	NA
9.42	SFD-A	36.8	150	NA
9.43	SFD-60	25.9	104	NA
Streets		49	NA	NA
Open Space	OS	232.3	NA	NA
MONTECITO TOTAL		1,402.5	4,058*	

*The maximum number of dwelling units approved at Montecito is 4,058. Unit counts may be distributed across the site as long as:

A. Totals do not exceed 4,058 units

B. Distribution from one parcel to another does not trigger a change in Land Use.

2.2 Zones

The proposed zones, along with permitted uses and development standards for Montecito are provided on the following pages.

2.2.1 Residential Zones

Descriptions of the Residential zones within the Montecito are provided as follows;

Single Family Detached / Attached zone (SFD/ A)

The SFD/ A zone provides for single-family detached and attached residential lots. The intent of the SFD/ A zone is to provide a variety of residential housing types on small and moderately sized lots. This zone category includes small-lot detached homes including the possible use of side yard use and benefit easements, and front, side, or rear alley-loaded garage residences. The SFD/ A zone will also allow for a variety of attached single-family residential housing types which includes duplexes and townhomes.

Single Family Detached - Primary Residential (SFD-PR)

The intent of the SFD-PR zone is to provide medium density residential lots within the planning area.

Single Family Detached - Executive Residential (SFD-EX)

The SFD-EX Zone provides for single-family residential lots with a density of 0 to 3 dwelling units per acre.

Single Family Detached - 50 (SFD-50)

The intent of the SFD-50 zone is to provide medium size residential lots with a minimum width of 50 feet.

Single Family Detached - 60 (SFD-60)

The intent of the SFD-60 zone is to provide low density residential lots with a minimum width of 60 feet.

Single Family Detached Court Home (SFD-CH)

The typical court home configuration will consist of dwelling units being serviced from a private auto court. This proposed development will provide additional housing opportunities in Montecito.

Residential Permitted Uses

1. All Permitted Principal Uses per Table 2 - Residential Development Standards of this PAD.
2. All Permitted Accessory Uses as defined within R1-6 - Single Family Residential of the Zoning Ordinance.
3. All Use Permit Uses as defined within R1-6 - Single Family Residential of the Zoning Ordinance.

Residential Development Standards

Development standards for the residential zones are provided in Table 2.

TABLE 2 Residential Development Standards						
ZONE	SFD-EX	SFD-60	SFD-PR	SFD-50	SFD/A	SF - CH
Permitted Principal Uses	Single Family Detached	Single Family Detached	Single Family Detached Zero Lot Alley Loaded	Single Family Detached Zero Lot Alley Loaded	Single Family Detached Zero Lot Alley Loaded Townhome Duplex / Triplex	Court Home
Minimum Lot Width	0-3 du/ac (11)	60 ft.	3-6 du/ac (11)	50 ft.	30 ft.	40 ft.
Minimum Lot Depth	N/A (11)	120 ft.	N/A (11)	90 ft.	80 ft.	79 ft.
Maximum Height	32 ft. (2 stories)	30 ft. (2 stories)	30 ft. (2 stories)	30 ft. (2 stories)	40 ft. (3 stories)	30 ft. (2 stories)
Max. Building Coverage	60%	60%	60%	75%	75%	75%
Min. Front Yard Setback	20 ft. (13)	18 ft. (1) (8)	18 ft. (12)	18 ft. (1) (9)	18 ft. (1) (9)	5 ft. (5) (7)
Min. Side Yard Setback	20 ft. aggregate	5 ft. (2)	15 ft. aggregate	5 ft. (2) (3)	0 ft. & 5 ft. (3)	5 ft.
Min. Rear Yard Setback (10)	30 ft. (14)	15 ft. (4)	20 ft.	10 ft. (4)	10 ft. (4)	15 ft. (4)
Parking	(6)	(6)	(6)	(6)	(6)	(6) (7)

NOTES:

- (1) Minimum setback to a front porch is 8 feet. Minimum setback to side entry garage or livable space is 10 feet.
- (2) Awnings bay windows, fireplaces, and other architectural details may encroach 2 feet into the side setback.
- (3) Product configurations with side yard use and benefit easements and "zero" lot lines are allowed.
- (4) Minimum setback to rear patio cover is 10 feet.
- (5) Front setback from a private motor court easement is 5 feet.
- (6) Two enclosed spaces per dwelling unit, side-by-side or tandem.
- (7) Garages may be architecturally separated and offset from each other. Additional visitor parking spaces is required at 1/2 space per unit.
- (8) Front facing driveways shall not be less than 20 feet in length, as measured from the back of sidewalks, or right-of-way line if no sidewalk is provided, to the front face of a garage.
- (9) Minimum setback to an alley loaded garage is 5 feet.
- (10) Where rear yard view-fencing is utilized, the minimum separation between two rear yards shall be 40 feet.
- (11) The original zoning of these already developed parcels were regulated by density therefore the lot width and depth minimums do not apply.
- (12) The front yard setback of an unoccupied side entry garage or a "House Forward of a Garage" design may be 10' minimum.
- (13) The front yard setback of an unoccupied side entry garage or a "House Forward of a Garage" design may be 15' minimum.
- (14) Rear yard setback may be reduced to 20' for single story homes or single story components of 2 story homes (e.g. single story patio or patio covering, single story family room, etc.)

2.2.2 Commercial Zone (C)

This planning area is intended to provide community-serving shops, services, office use and restaurants within walking distance of the surrounding residential neighborhoods. The Village Green, surrounded by a mix of higher density residential units, will be the focal point of the community and is intended to create a vibrant lifestyle and gathering place in Montecito.

Commercial Zone Permitted Uses

The commercial parcel will be developed in conformance with the C-2 General Commercial District as set forth in Section 3-3-3 of the City of Goodyear Zoning Ordinance.

1. Permitted Principal Uses:

All Principal Permitted Uses as defined within Article 3-3-3.A of the City of Goodyear Zoning Ordinance, with the following modifications:

The following uses are prohibited within the Commercial PAD District:

- a. Adult bookstore or adult novelty store and adult theater;
- b. Cleaning and dying plants;
- c. Funeral home;
- d. Pawn shop;
- e. Taxidermist.

2. All Permitted Accessory Uses as defined within Article 3-3-3.B of the City of Goodyear Zoning Ordinance.

3. All Use Permit Uses as defined within Article 3-3-3.C of the City of Goodyear Zoning Ordinance.

2.2.3 Business Park Zone (BP Zone)

The BP Zone provides the opportunity to create an employment center appropriately located along Willis Road in the southern area of Montecito. The BP Zone is intended to provide for a high-quality working environment and a harmonious mixture of land uses. Activities are intended to promote employment opportunities in low-intensity industrial, service retail, manufacturing, research and development, engineering, and wholesale that provide:

- 1. On-site employment
- 2. Services for on-site employees
- 3. Services to the public that are related to other, larger on-site businesses
- 4. Heavy retail services that may be more appropriate in a Business Park setting than in the Commercial Center.

Exhibit #1 - Montecito Land Use Map on page 6, illustrates the existing Rainbow Wastewater Reclamation Facility and the noise and odor easement area of the facility. A development agreement with the City of Goodyear identifies a Noise and Odor Easement within 350-foot and 1,000-foot areas surrounding the Reclamation Facility. The following Table 3 - Noise and Odor Easement Area - Permitted and Non-Permitted Uses, lists the permitted and prohibited uses listed in the development Agreement.

TABLE 3 Business Park Zone (BP) Noise and Odor Easement Area - Permitted and Non-Permitted Uses*	
Land Use	
Permitted Uses:	
Warehouses employing relatively few people	
Uses ancillary to other public facilities such as administrative buildings	
Detention facilities	
Maintenance facilities	
Equestrian centers	
Plant nursery or tree farms	
Parking lots or structures	
Similar low occupancy uses	
Parks and/or athletic fields	
Headend communications facility**	
Use Permit Uses:	
Vehicle maintenance and storage facilities	
Mini-storage facilities	
Non-Permitted Uses:	
Residences	
Commercial office buildings	
Schools	
Food banks	
Commercial shopping centers	
Similar high-occupancy uses	

*Note: No residential, park, office, retail, or other similar uses are permitted within the 350-foot easement area, and these uses are also not permitted in the 1,000-foot easement area until such time as the required noise and odor controls are installed for the RVRF in accordance with R18-9-B201(1) of Arizona Administrative Code

** A headend communications facility is a capital-intensive building (no or few employees) that houses communications equipment with outside dishes used to provide high technology communications for properties within Estrella.

2.2.4 Business Park-1 Zone (BP-1 zone)

Table 4, Business Park-1 Zone - Permitted Uses, lists permitted uses and uses requiring a use permit within the BP Zone that are outside the Noise and Odor Easement Area. The permitted industrial uses in the BP-1 Zone correspond to the City of Goodyear I-1 District. Auto body, paint, and fender shops are not permitted in the Business Park zone.

TABLE 4 - Business Park-1 Zone (BP-1) Permitted Uses*	
Land Use	
Permitted Uses:	
Vocational, professional, or trade schools and business colleges, not to exceed 10,000 square feet	
Headend communications facility**	
Manufacturing and assembly of products	
Office buildings for professional, administrative, clerical, and sales services	
Processing and compounding of previously prepared materials	
Scientific or research laboratories	
Wholesale activities and warehousing	
Veterinary Offices and Hospitals with animal boarding facilities, provided:	
a) Activities at such facilities are conducted entirely indoors, except for supervised and controlled outdoor exercise areas	
b) The facilities are constructed to prevent objectionable noises and odors outside the walls of the facility;	
c) There shall be no outdoor kennels or runs; and	
d) There shall be no direct outside exit from any room containing kennels.	
Intensive retail services such as carpet cleaning, pest control, pool supplies and service, plumbing service, window and glass installation and sales, and other similar services that may not be appropriate in a Neighborhood Shopping Center, and excluding drive-through facilities	
Retail services that are supportive and complementary to Business Park and Light Industrial uses, such as key and lock service, clothing alterations, dry cleaning, furniture and appliance repair, copying services, mailbox and package delivery services, shoe repair, office and business supply store, typewriter and business machine sales and repair, and other similar services, and excluding drive-through facilities	
Bar /cocktail lounge subject to the following conditions or limitations:	
a) Music or entertainment shall be limited to recorded music or one live entertainer or group only if the facility is located a minimum of five hundred feet (500') from the property line of any residentially zoned or designated property.	
b) The area within the facility designated for music or entertainment activities shall not exceed a maximum of 5,000 square feet	
c) The area devoted to patron dancing shall not exceed twenty five percent (25%) of the total floor area	
d) The area devoted to a microbrewery component of such a facility shall not exceed twenty five percent (25%) of the total floor area	
e) Bar /cocktail lounge not meeting the above requirements, conditions, and limitations shall be subject to review and approval by a Use Permit	

TABLE 4 - Business Park-1 Zone (BP-1)
Permitted Uses* (Continued)

Plant nursery, wholesale or retail, including storage, stocking, or growing of trees and other landscape plant materials
Entertainment establishments, general, including bowling alley, electronic game center, arcade, ice rink, roller rink, miniature golf, and pool hall
Health and fitness facilities, not to exceed 5,000 square feet
Equipment rentals
Public utility offices
Permitted Accessory Uses:
Uses of land or structures customarily incidental and subordinate to one of the permitted principal uses, unless otherwise excluded.
Day Care within multi-use building (not it's own building)
Retail showrooms
Signs, on-site as subject to Article 7 of the Zoning Ordinance. No more than 2 off-site signs are permitted along the Willis Road frontage for businesses within Parcel 9.32 subject to Design Review approval.
Portable storage containers, subject to Article 8-2 of the Goodyear ordinance.
Facilities and storage areas incidental to construction
Temporary construction offices and construction yards
Use Permit Uses:
Dwelling for a watchman or caretaker employed on the premises
Automobile service station, convenience market, car wash (hand or automatic), vehicle-related retail services such as a tire center, vehicle repair, and parts supply, and excluding auto body, paint, and fender works repair, subject to the provisions of Article 4 of the Zoning Ordinance
Sign and painting shop
Mini-storage and storage buildings consisting of individually rented storage rooms which are independently accessed and locked, and are used for dead storage purposes
Bus and RV storage facilities and services for transit vehicles

*Note: No residential, park, office, retail, or other similar uses are permitted within the 350-foot easement area, and these uses are also not permitted in the 1,000-foot easement area until such time as the required noise and odor controls are installed for the RVRP in accordance with R18-9-B201(1) of Arizona Administrative Code

** A headend communications facility is a capital-intensive building (no or few employees) that houses communications equipment with outside dishes used to provide high technology communications for properties within Estrella.

Non-Residential Development Standards

The Commercial, Business Park and Park zone land use provides goods, services and employment opportunities within Montecito. It is anticipated that more detailed site planning for specific uses within these zones will be conducted and approved by the master developer and City of Goodyear.

Development standards for the Commercial, Business Park and Park Zones are provided in Table 5.

TABLE 5 Non-Residential Development Standards				
ZONE	Commercial (C)	Business Park (BP)	Business Park (BP-1)	Park Zone (P)
Maximum Building Coverage	50%	50%	50%	50%
Minimum Front Setback	30 ft. (2)	25 ft.	25 ft.	25 ft.
Minimum Side Setback	N/A (1)	10 ft. (4)	10 ft. (4)	10 ft.
Minimum Rear Setback	N/A (1)	15 feet (4)	15 feet (4)	15 ft.
Maximum Building Height	45 ft.	40 feet/ 3 stories	40 feet/ 3 stories	35 feet/ 2 stories
Parking	Per Zoning Ordinance (3)	2 spaces per every 3 employees on the shift with the greatest number of employees	Per Zoning Ordinance (3)	4.5 spaces per 1,000 sf. of building

- (1) Buildings adjacent to any residential use or district are subject to additional minimum building setbacks as defined in Subsection B.6 (c) of the Zoning Ordinance.
- (2) Buildings with heights in excess of 30 ft. shall provide 1 foot of additional setback for each foot of building height over 30 ft.
- (3) Parking requirements per Article 6 - Off street Parking of the Zoning Ordinance.
- (4) Setback increases to 20 feet when directly adjacent to a residential zone.

2.2.5 Open Space Zone (OS Zone)

The open space and trails system consists of drainage ways and storm-water detention areas.

Trails may be provided in the open spaces to provide an opportunity for hiking, jogging, cycling, and nature enjoyment. Pedestrian connections may be provided between the neighborhoods and the open spaces.

2.2.6 Park Zone (P Zone)

Parks are intended to provide passive and active recreational areas within residential neighborhoods. A centrally located Park (Parcel 9.23) of approximately 12.9 acres complements the significant amount of open space identified in Montecito.

Development Standards for Community facilities permitted in the Park zone are shown in Table 5 - Non Residential Development Standards.

TABLE 6 - Park Zone Permitted Uses	
Permitted Uses:	
Facilities such as, but not limited to, pools and clubhouses. This classification can be counted toward usable open space.	
Parks, playgrounds and recreational uses.	

2.2.7 Elementary School Zone (ES Zone)

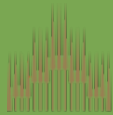
A future elementary school site is planned on Parcel 7.13, next to the Presidio Residents Club on Calistoga Drive.

2.3 PAD Design Guidelines

Residential and Commercial Design Guidelines

Because this PAD Amendment is representative of the extension and expansion of the Montecito community, it will be important to maintain the same high level of quality and visual character that has been created to date within the community.

All development within Montecito will conform to the City of Goodyear Design Guidelines Manual.



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