

Exhibit C

Ballpark Village North

Development Regulations

C-2 and MF-24 with PAD Overlay

April 2022

PERMITTED USES

The permitted uses for the portions of the Property zoned MF-24 (Multi-Family Residential) with a PAD Overlay (the “MF-24 Property”) are those uses allowed in the MF-24 Multi-family Residential Zoning District in accordance with Article 3-2-2 of the City of Goodyear Zoning Ordinance.

The permitted uses for the portions of the Property zoned C-2 (General Commercial) with a PAD Overlay (the “C-2 Property”) are those uses allowed in the C-2 General Commercial Zoning District in accordance with Article 3-3-3 of the City of Goodyear Zoning Ordinance except as modified below.

Additional Permitted C-2 General Commercial Uses:

- Drive-thru restaurants that are attached to or a part of a multi-tenant shops building or connected to a shops building via a plaza, trellis or roofline.
- One (1) stand-alone drive-thru restaurant with a minimum 250 square foot patio, in the north half of the Property.

Prohibited C-2 General Commercial Uses:

- Adult bookstore, adult novelty store and adult theater
- Pawn shop
- Non-Chartered Financial Institution
- Establishments that allow for the on-premise consumption of tobacco products, including cigarettes, cigars, and e-cigarettes or other vaping products
- Any retail establishment that either devotes twenty (20) percent or more of floor area or display area to, or derives seventy-five (75) percent or more of gross sales receipts from, the sale or exchange of tobacco products including cigarettes, cigars and e-cigarettes or vaping products
- Convenience Storage, Mini-Storage or Recreational Vehicle Storage
- Automotive repair and upholstery
- Service Stations and Automotive Convenience Uses
- Car Wash
- Tire Repair, Oil Change (Lube) Shop
- Standalone drive-thru restaurants or standalone convenience uses, except as otherwise provided above

DEVELOPMENT STANDARDS

The Development Standards for the C-2 District shall apply to the C-2 Property except as modified herein.

The Development Standards for MF-24 Multi-family Residential Zoning District shall apply to the MF-24 Property except as modified below:

Development Standard	Ballpark Village North– MF-24
Maximum Density (dwelling units per acre)	35
Maximum Height (feet)	60
Minimum Side Setbacks Other (feet)	15
Minimum Rear Setback (feet.)	15
Private Outdoor Open Space (square feet/dwelling unit)	50
Recreational Open Space (square feet/dwelling unit)	440
Minimum Parking Spaces ⁽²⁾	
Studio	1 Space per Unit
1-Bedroom	1.4 Spaces per Unit
2-Bedroom	1.8 Spaces per Unit
3-Bedroom	2.0 Spaces per Unit
Guest Parking	1 guest space per 10 units

- (1) Private outdoor open space is that portion of the unit devoted to outdoor recreational use by the individual resident(s) of the unit or lot. This area is provided in addition to the recreational open space. Private outdoor open space shall be provided in the form of private yards, patios, or balconies. The minimum length and the minimum width of patios and balconies shall be five (5) feet.
- (2) The parking requirements applicable to Multi-Family set forth in Article 6 of the Goodyear Zoning Ordinance shall apply to any multi-family community within Ballpark Village North – MF-24. The reduced Minimum Parking Standards for Multi-Family set forth above shall apply if a parking plan addressing parking management is approved by the Director of Development Services or designee. If a parking plan is approved and the reduced standards apply, the Owner(s) of the multi-family development within Ballpark Village North

shall be jointly and severally responsible for ensuring compliance with all terms of the approved parking management plan and the failure to do so constitutes a zoning violation.

DEVELOPMENT AND DESIGN GUIDELINES AND REGULATIONS

The following design guidelines and regulations shall apply to all development within The Property.

General

1. Prior to the issuance of any construction permits for work on the Property and the submittal of any site plan for development of a portion of the Property, whichever is earlier, Owner shall submit a Master Site Plan for the entire Property. The Master Site Plan shall be approved by the Zoning Administrator and shall determine the location of the pedestrian connections, pedestrian plaza/greenspace, trails, walls, and other community features; determine the design, materials, and colors of these features; and the phasing of construction of these improvements. The Master Site Plan shall indicate pedestrian connection(s) for residents of the multi-family development to the C-2 area and through to Estrella Parkway and Yuma Road; refinement of these details regarding the C-2 area and minor interconnections within the C-2 area shall be included in an overall site plan for the C-2 development, which is required before any commercial development on the Property.
2. The Master Site Plan shall include a significant number of pedestrian connections (both major and minor) within the Property, providing multiple pedestrian connections between the various uses within the Property. The location and types of pedestrian connections between the MF-24 Property and the C-2 Property shall be established with the Master Site Plan. Major pedestrian connections will be a minimum of 8-feet-wide and include a paved path with a combination of shade structures and/or shade trees. Where a pedestrian connection crosses a roadway, drive-aisle, drive-way or drive-through, it will contain decorative pavers and the drive-aisle will narrow, contain a landscape median, contain a raised crossing or other features to calm traffic and provide for safe pedestrian passage (note: example concepts of a major pedestrian connection (not including width) can be found in Westgate, Desert Ridge, Park West and Mountain Ranch). Minor pedestrian connections will be a minimum of 5-feet-wide and contain a paved path. Shade elements such as shade trees and/or shade structures shall be included when physically possible.
3. A major plaza (pedestrian plaza/greenspace) shall be constructed within the property adjacent to Estrella Parkway and Yuma Road. The plaza should be a minimum of 8,400 sq. ft and include a major shade amenity and seating. Up to 50% of the plaza may be designed within the street side landscape setback right-of-way. The major plaza will be flanked on either side by a large pedestrian path, store fronts, patios and/or have a pedestrian loop surrounding it. The plaza shall connect to pedestrian connections established by the Master Site Plan.
4. Owner/Developer shall construct a path/trail along Yuma Road, which shall be part of the Maricopa Trail. The path/trail shall consist of a minimum of an 8-foot concrete sidewalk with 2-feet of compacted decomposed granite that is level with the concrete sidewalk on both sides of the concrete sidewalk. The path/trail shall be setback a minimum of 12 feet from the curb of Yuma Road following the completion of the Yuma Road Improvements as described in Ordinance 2022-1538. The path/trail referred to herein shall be constructed with the Yuma Road Improvements; and

5. If walls or fencing are constructed, view fencing shall be used between the multi-family and commercial center, except where screening of mechanical equipment and trash enclosures is necessary.
6. To provide pedestrian access to the C-2 Property from Goodyear Boulevard North, an ungated north-south Major Pedestrian Connection shall be made from Goodyear Boulevard North (to the C-2 Property south of Hadley Street. The Major Pedestrian Connection shall be located somewhere east of the post office property and west of Centerra Drive.)
7. A Ballpark Village Gateway Monument Sign shall be installed at the northeast corner of Estrella Parkway and Yuma Road. The size and scale of this monument shall be similar in nature to the attached **Exhibit 1** which will match the character and theme being established in the greater Ballpark Village.
 - a. The Ballpark Village Gateway Monument Sign and adjacent landscaping at the hard corner of Estrella Parkway and Yuma Road is encouraged to incorporate the theme “Wind” as was envisioned in the original Goodyear City Center Northeast; and
 - b. The Ballpark Village Gateway Monument Sign shall be installed with the first phase of development within the Property

MULTI-FAMILY (MF-24) DEVELOPMENT AND DESIGN GUIDELINES AND REGULATIONS

The following design guidelines and regulations shall apply to all development within MF-24 Property.

General

1. Unless expressly modified in this document, all development within the Property shall comply with the requirements of the City of Goodyear Zoning Ordinance and City of Goodyear Design Guidelines.
2. All permitted uses are subject to Administrative Site Plan review.
3. Off-street parking and loading shall comply with Goodyear Zoning Ordinance Article 6, with the following exceptions and standards:
 - a. Tandem parking may be provided on site.
 - b. Each of the two (2) parking spaces within each tandem parking space shall be reserved to the same dwelling unit.
 - c. If a Parking Plan addressing parking management is submitted and approved by the Director of Development Services or designee, the reduced parking standards set forth in the table above shall apply. The failure to comply with all terms of an approved Parking Plan shall constitute a zoning violation.
4. All walls constructed within the MF-24 Property shall complement existing walls and materials used within in the Ballpark Village area.
5. All walls and fences constructed between the multi-family apartments and the following streets: Yuma Road, Goodyear Boulevard East and Goodyear Boulevard North shall be full view fencing, except where screening of mechanical equipment and trash enclosures are necessary.
6. Ground floor patios of residential units that are located adjacent to Yuma Road, Goodyear Boulevard East and/or Goodyear Boulevard North shall have gates and

sidewalks/paths to provide direct access to at least one (1) of the six (6) required pedestrian connections to Yuma Road and Goodyear Boulevard East (Described in MF-24 Connectivity #16 and #17).

7. Each residential building shall provide a minimum of one (1) pedestrian connection from the building to an adjacent public sidewalk or Major pedestrian connection.
8. Site lighting, pavers, landscaping, signage design, and other community features constructed and installed within the MF-24 Property shall complement the character and themes established within the Ballpark Village area.
9. Each multi-family residential apartment development within the MF-24 Property shall bear the name of the master plan such as "<Multi-family Project Name> at Ballpark Village."

Architecture and Building Design

10. Color schemes should add interest and variation to buildings on the site.
 - a. If developed as one large multi-family development, at least two (2) base colors and three (3) accent colors/materials shall be used throughout the site. The combination of base colors and accent colors/materials shall be used in a manner which creates a minimum of 4 (four) unique building schemes throughout the site. A variation in roof height is encouraged.
 - i. A minimum of two distinctive roof styles/elevations and heights shall be utilized across the site.
 - b. If developed as two or more separate multi-family developments, each development shall have at least two (2) base colors and three (3) accent colors/materials shall be used throughout the site. The combination of base colors and accent colors/materials shall be used in a manner which creates a minimum of 2 (two) unique building schemes throughout the site. A variation in roof height is encouraged.
 - i. A minimum of two distinctive roof styles/elevations and heights shall be utilized across each development.
11. The design of all multi-family residential structures shall incorporate four-sided architecture.
12. Ground floor facades facing Yuma Road, Goodyear Boulevard East, Goodyear Boulevard North, Goodyear Boulevard East, OR adjacent to the commercial portions of the center, shall not extend for more than thirty (30) feet without being interrupted by a change in color, material, texture, or an architectural feature such as, but not limited to, a window, shade awning, or pop-out.
13. Where the MF-24 Property interfaces with the C-2 Property, the development with the MF-24 Property shall not be fronted with "back of house" type features such as carriage garages or largely walled off patios. The interface point between the MF-24 Property and the C-2 Property shall be pedestrian oriented or fronted by the narrowest section of the apartment buildings or ground level pedestrian accessible patios thus providing gaps in which residents of the multi-family development can traverse between the two parcels at keyed and/or gated access points.
14. The front or side of at least one (1) of the multi-family residential building on the north half of the MF-24 Property shall, be located along the boundary of the C-2 Property and shall provide visual and pedestrian connectivity to the C-2 Property AND the front or side of at least one (1) of the multi-family residential structures on the south side of the MF-

24 Property shall be located along the boundary of the C-2 Property and shall provide visual and pedestrian connectivity to the C-2 Property.

15. Architecture Elements on all residential structures shall include all of the following features:

- Articulated parapet line including variation in height
- Expressed window heads and sills
- Variety of Reglet stucco patterning (horizontal and vertical)
- Flat metal shading elements and awnings
- Variety in window articulation
- Stepped cornice detailing
- Celebrated entries
- Complementary color palette
- Metal accent detailing where appropriate

Connectivity

16. A minimum of two (2) pedestrian connections to the perimeter sidewalks shall be provided along the east portions of the MF-24 Property, creating at least one (1) pedestrian connection to adjacent Goodyear Boulevard North and at least one (1) pedestrian connection to adjacent Goodyear Boulevard East.

17. A minimum of four (4) total pedestrian connections to the perimeter sidewalks shall be provided along the southern portions of the MF-24 Property, creating pedestrian connectivity with the adjacent Yuma Road.

18. A minimum of two (2) pedestrian connections shall be provided to the C-2 Property along the western boundary of the MF-24 Property.

- a. If the MF-24 Property is developed as two or more separate multi-family communities, at least one (1) pedestrian connection to the C-2 Property along the western boundary of the MF-24 Property shall be provided from each separate multi-family community.

19. Pedestrian connections through the parking lot or drive aisles shall be clearly marked with enhanced paving such as pavers, colored concrete or other approved material.

20. Parking lots, with the exception of limited visitor/guest parking, shall not be placed adjacent to Goodyear Boulevard North, Goodyear Boulevard East or Yuma Road. Instead, buildings, activity centers and amenities should be placed along roadways to facilitate pedestrian access by residents in the MF-24 Property to and through the Property.

Amenities

21. Amenities shall comply with Article 3-5-5 of the Goodyear Zoning Ordinance. In addition, each of the following additional enhanced amenities shall also be provided:

- Minimum 6,500 square foot clubhouse/leasing office (may be located in separate buildings)
- Resort-style pool
- Shaded seating areas
- Dog park

- Fitness center (may be located in clubhouse)
 - Outdoor barbeque area
 - Outdoor kitchen
 - Turf area(s)
22. Amenities should be included along the western and eastern boundary of the MF-24 Property or within view of the entrance of the multi-family development(s), as this brings more pedestrian activity to the areas within view of the commercial center or creates prominent view corridors of activity into the C-2 Property.
23. If the MF-24 Property is developed as two or more separate multi-family communities, the above listed amenities or amenities of commensurate quality shall be provided for or made available to all residents residing within each multi-family community developed within the MF-24 Property.
24. If the MF-24 Property is developed as two or more separate multi-family communities and the main entrance(s) are located off Goodyear Boulevard East or Goodyear Boulevard North, the activity center for at least one of the multi-family developments shall be located to be aligned with Centerra Drive.

COMMERCIAL (C-2) DEVELOPMENT AND DESIGN GUIDELINES AND REGULATIONS

The following design guidelines and regulations shall apply to all development within the C-2 Property.

General

1. Unless expressly modified in this document, all commercial development within the Property shall comply with the requirements of the City of Goodyear Zoning Ordinance and City of Goodyear Design Guidelines.
2. All permitted uses are subject to Administrative Site Plan review.
3. Off-street parking and loading shall comply with Goodyear Zoning Ordinance Article 6.
4. All walls constructed within the C-2 Property shall complement existing walls in the Ballpark Village area and walls constructed within the MF-24 Property.
5. All walls and fences constructed between the MF-24 Property and the C-2 Property shall be full view fencing, except where screening of mechanical equipment and trash enclosures are necessary.
6. Site lighting, pavers, landscaping, signage design, and other community features constructed and installed within the C-2 Property shall complement the character and themes established within the Ballpark Village area.
7. The commercial development shall bear the name of the master plan such as "<Project Name> at Ballpark Village."

Architecture and Building Design

8. Color schemes should add interest and variation to buildings on the site.
 - a. At least two (2) base colors and three (3) accent colors/materials shall be used throughout the C-2 Property. The combination of base colors and accent colors/materials shall be used in a manner which creates a minimum of 4 (four)

9. All structures within the C-2 Property shall incorporate four-sided architecture.
10. Structures adjacent to Estrella Parkway and Yuma Road are encouraged to provide pedestrian entrances from the adjacent arterial roadways

11. All pad sites and structures within the C-2 Property shall have continuous pedestrian connections to Estrella Parkway, Yuma Road and to one another internally as established through the Master Site Plan.

The image displays two architectural drawings for the Primary Regional Monument.

PLAN: This drawing shows the top-down layout of the monument. It features a central rectangular base measuring 9'-0" wide by 2'-0" deep. From each of the two long sides of this base, a sloped walkway extends outwards at a 130-degree angle. Each walkway is 7'-0" wide at its base and tapers to 3'-0" at its top. The walkways are bordered by 1'-0" wide concrete curbs. The entire structure is set on a 2'-0" high base.

ELEVATION: This drawing shows the front view of the monument. It is 24'-0" wide and 8'-0" high. The central section is a 9'-0" wide concrete wall for murals, flanked by 7'-0" wide sections of Corten metal cladding. The cladding sections feature a large circular logo with a baseball bat and the letters "BV". The top of the monument is finished with a 2'-0" high concrete cap. The drawing includes detailed annotations for materials, dimensions, and specific features like the "BALLPARK VILLAGE LOGO" and "UNIQUE MURAL (TBD)".