

January 19, 2023

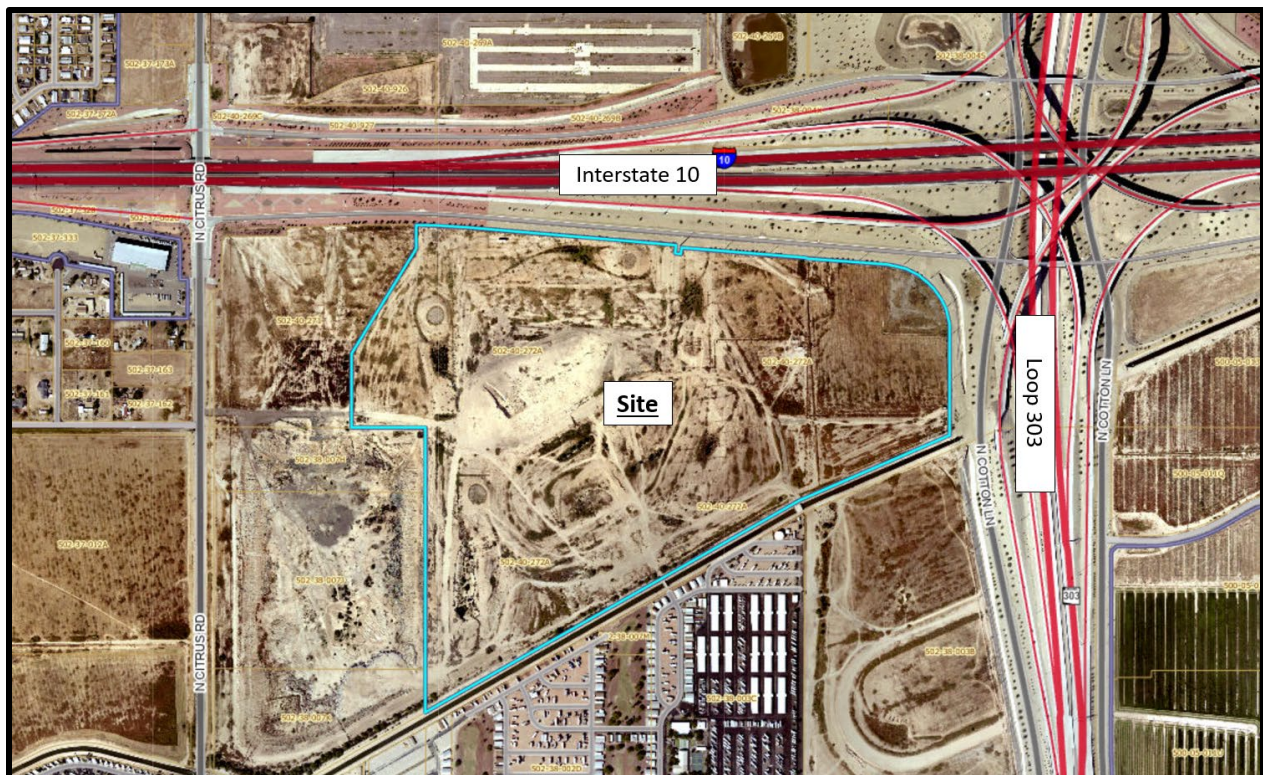
Via FedEx to:

City of Goodyear
Attn: Christopher Baker
1900 North Civic Square
Goodyear, Arizona 85395

Re: Time Extension – Crow Industrial

Dear Christopher:

This is a request for a time extension for an approximate 138.2-net-acre property located at the southwest corner of the Interstate 10 and Loop 303 interchange (the “Site”), as shown on the aerial map below. The Site consists of one parcel designated as Maricopa County Assessor Parcel Number 502-40-272A. The Site is zoned as part of the Innovation Centre Planned Area Development (“PAD”) and is currently undeveloped.



The Site has previously undergone the entitlement process to allow for a mixed-use development with commerce park, commercial, office, and light industrial uses to be developed on the Site. Pursuant to Ordinance Number 2020-1472, on December 14, 2020, the Goodyear City Council voted to approve Case No. 19-210-00011 which rezoned the Site from PAD and

[illegible]

“37. This rezoning is contingent upon vertical construction, in conformance with this Ordinance, the Innovation Centre PAD, and the stipulations contained herein commencing within two years of the effective date of this Ordinance or a demonstration that substantial work and expenses have been incurred in the pursuit and execution of the Property pursuant to the SUP discussed above within the two years of the effective date of this Ordinance. The failure to commence vertical construction within two years of the effective date of this Ordinance shall be cause for the City Council to rescind the zoning, unless an extension of time is

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granted by the City Council. The commencement of vertical construction shall be defined as the active construction of a permanent commercial or light industrial building foundation in conformance with an approved building permit issued by the City of Goodyear."

Ordinance No. 2020-1472.

At this time, we respectfully request an indefinite time extension regarding commencing vertical construction on the Site. As a result of the COVID-19 pandemic, city staff review times and cross-jurisdictional reviews including with Federal Emergency Management Agency ("FEMA"), this project has been delayed. Further, since the zoning approval in December 2020, there have been significant market changes that have resulted in the increase of infrastructure costs. It is also worth noting that it is not customary for staff to set time stipulations on zoning approvals in light of Proposition 207. For these reasons, we feel the request for an indefinite time extension is warranted.

The COVID-19 pandemic and its impact on the current market conditions have remained uncertain and are limiting prospects for future development, including the Innovation Centre site. Regardless, we are continuing to pursue all options and we look forward to our joint efforts to create a great result for Goodyear on the Innovation Centre site.

Again, we respectfully request an indefinite time extension to commence vertical construction on the Innovation Centre PAD site. The request is justified by market conditions, high off-site infrastructure costs, and delays in the project review process. These requested adjustments to the timeline will create efficiencies in development and allow the applicant to be good stewards of their funds in the interest of their partners.

I would appreciate your review of this correspondence, and confirmation that an indefinite time extension has been granted during this challenging time. We greatly appreciate your time and attention to this matter.

Please do not hesitate to contact me directly with any questions.

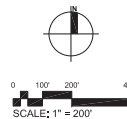
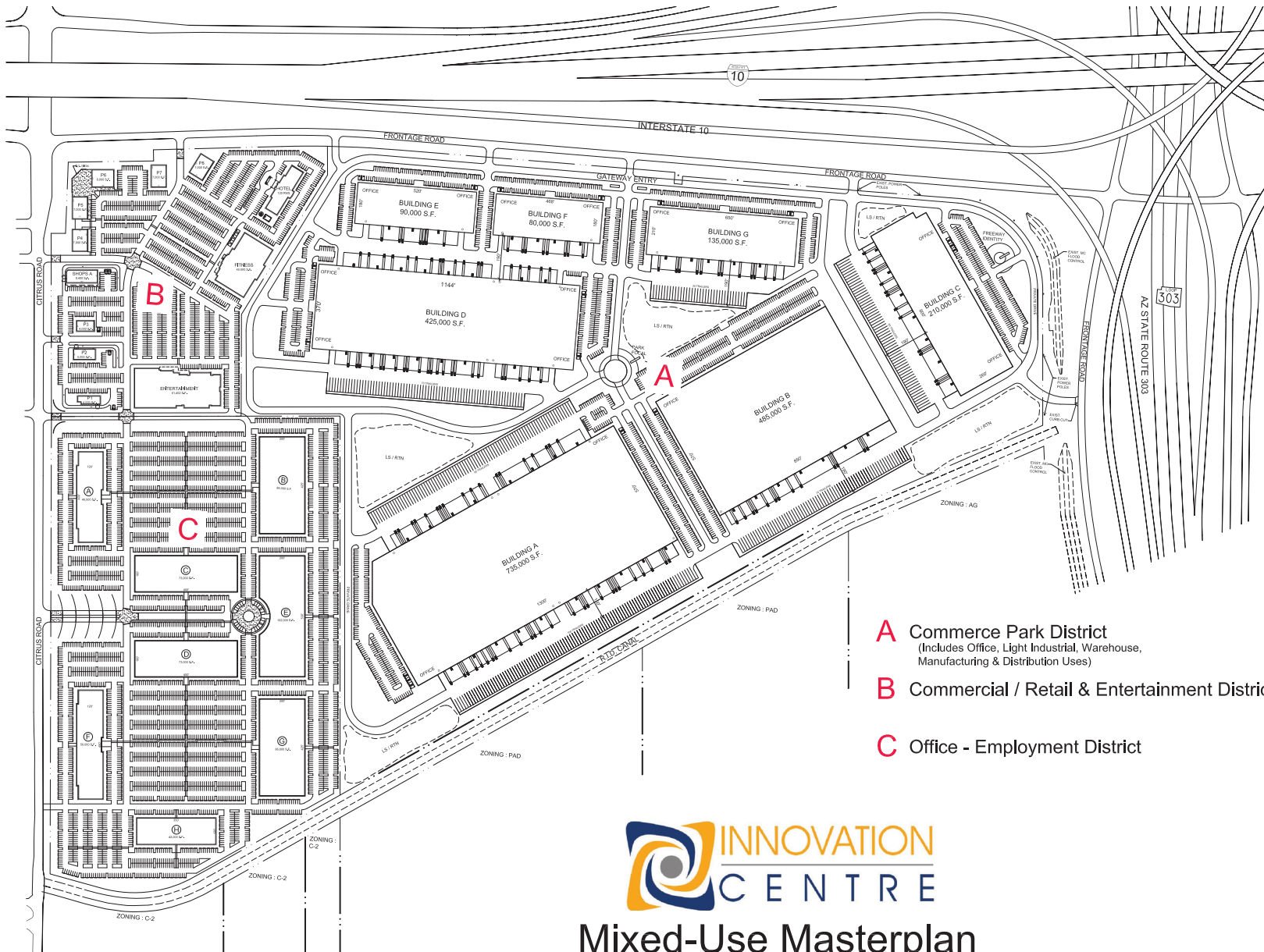
Very truly yours,

A handwritten signature in black ink, appearing to read 'WR', with a stylized flourish extending to the right.

Wendy Riddell

EXHIBIT A

Approved Site Plan for Innovation Centre



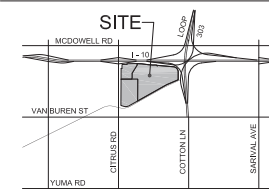
PROJECT DATA - OVERALL

Existing Zoning:	PAD
APN#(s):	502-40-272, 502-40-273, 502-40-274, 502-38-002B, 502-38-007L, 502-38-003D
Net Site Area:	6,019,898 S.F. (138.2 AC.)
Building Area:	2,160,000 S.F.
Coverage (50% max):	2,160,000 S.F. / 6,019,898 S.F. = 35.9%
Proposed Building Height:	70 ft
Parking Data	
Parking Required (2,160,000 S.F. / 2,000 S.F.):	1,080 Spaces
Parking Provided:	1,875 Spaces
ADA Parking Required:	29 Spaces
ADA Parking Provided:	30 Spaces

PROJECT TEAM

Developer/Owner	Architect
Citrus Commerce Centre LLC, P.O. Box 74767 Phoenix, Arizona 85087 Contact: Chaz Smith chaz.smith@colliers.com Ph: (602) 989-0186	Butler Design Group 5017 E. Washington St, Ste 107 Phoenix, Arizona 85034 Contact: Rick Butler rbutler@butlerdesigngroup.com Ph: (602) 957-1800

VICINITY MAP



- A** Commerce Park District
(Includes Office, Light Industrial, Warehouse,
Manufacturing & Distribution Uses)
- B** Commercial / Retail & Entertainment District
- C** Office - Employment District

**INNOVATION
CENTRE**
Mixed-Use Masterplan
 I-10 & Loop 303
 Goodyear, Arizona

01-16-19
18099-ST04



Butler Design Group, Inc
architects & planners

EXHIBIT B

Approved Development Standards for Innovation Centre

EXHIBIT C
Innovation Centre – PAD Overlay

The Innovation Centre Planned Area Development overlay is based on the development of three distinct Districts to create a compatible masterplan that accomplishes the objectives of the General Plan. The following development standards shall apply to the Innovation Centre Planned Area Development. Where this section is silent on a standard or requirement, the applicable section of the City of Goodyear Zoning Ordinance shall apply.

A. Development Standards

i. General Development Standards.

- a. Development in District A – Commerce Park District shall comply with Article 3-4-3 of the Zoning Ordinance for the Light Industrial (“I-1”) District, except as modified below.
- b. Development in District B – Commercial/Retail and Entertainment District shall comply with Article 3-3-6 of the Zoning Ordinance for the General Commercial (“C-2”) District, except as modified below.
- c. Development in District C – Office/Employment District shall comply with Article 3-3-6 of the Zoning Ordinance for the General Commercial (“C-2”) District, except as modified below.

Standard	District A	District B	District C
Maximum Height	40/60/70/150 feet ^[1]	56 feet	56 feet
Minimum Lot Area	1 acre	10,000 sf	10,000 sf
Minimum Lot Width	150 feet	150 feet	150 feet
Max. Lot Coverage	50%	50%	50%
Minimum Setbacks			
Street Side	30 feet	30 feet	30 feet
Property Line	30 feet	0 feet	0 feet
South (Canal)	100 feet	N/A	30 feet

[1] Within District A the maximum building height shall be limited to 40 feet within 100 feet of the southern property line, 60 feet within 175 feet of the southern property line, 70 feet within 250 feet of the southern property line, and 150 feet within the area depicted on Exhibit C – Building Height Exhibit.

- ii. Landscaping Standards. Landscaping in all Districts shall comply with Article 5-1 of the Zoning Ordinance, except as modified below.
 - a. Within District A, there shall be a minimum 50-foot landscaping setback along the southern property line, adjacent to the canal.
 - b. Within District A, as shown on page 32 of the design guidelines, a driveway may be located within the total required 30’ front landscaping setback.

- iii. Parking Standards. Off-street parking and loading requirements for each District shall comply with Article 6 of the Zoning Ordinance, except as modified by the additional requirements in the Design Standards section of this PAD.
- iv. Walls and Fence Standards. Walls and fences within each District shall comply with Article 5-2 of the Zoning Ordinance, except as modified by the additional requirements in the Design Standards section of this PAD.
- v. Signage Standards. Signs in all Districts shall comply with Article 7 of the Zoning Ordinance.
- vi. Lighting Standards. Landscaping in all Districts shall comply with Article 5-1 of the Zoning Ordinance, except as modified by the additional requirements in the Design Standards section of this PAD.
- vii. Loading Standards. Loading docks, truck parking, and roll-up doors shall be screened from view by a minimum 8-foot wall.

B. Permitted Land Uses

The permitted land uses within all Districts of the Innovation Centre Planned Area Development are based upon the Commercial Office (“C-O”), Neighborhood Commercial (“C-1”), C-2, CBD, and I-1 zoning districts. Permitted principal, accessory, use permit and temporary land uses are permitted as follows.

P = Permitted as a Principal Use

A = Permitted as an Accessory Use

U = Permitted only upon securing a Use Permit

S = Permitted only upon securing a Special Use Permit

C = Permitted with Conditions

X = Not Permitted

Land Use	District A	District B	District C
Adult Bookstore/Novelty Store/Theatre/Live Entertainment	X	X	X
Ancillary uses intended to serve employees or visitors of the principal use such as, restaurants, snack bars, cafeterias, gift shops, or similar retail uses	P	P	P
Automobile sales, leasing	P	P	X
Automobile service stations	A	P	X
Automotive Repair and Upholstering	X	X	X
Banks and financial institutions	P	P	P
Bar/cocktail lounge	C ^[1]	P	P
Brewpub	P	P	P
Bus terminals	X	X	X

Land Use	District A	District B	District C
Business and professional offices	P	P	P
Car wash and minor automotive repair for vehicles	A	U	X
Carpet and rug cleaning services	X	X	X
Churches	P	P	P
Cleaning and dying plants	X	X	X
Convenience use	U	U	X
Costume rentals	X	X	X
Crematory	X	X	X
Cultural facilities for the arts, such as dance, theater, art, music	P	P	P
Day care (elderly or youth)	X	P	X
Drive-in and drive-through facilities	P	P	X
Dwelling for a watchman or caretaker employee on the premises	U	X	X
Employment agency	P	P	P
Entertainment establishments, general	P	P	P
Equipment rental	P	X	X
Exhibition hall and convention facilities	P	P	P
Express office, including railway	X	X	X
Facilities and storage areas incidental to a construction project	A	A	A
Fine arts studios	P	P	P
Food Bank	X	X	X
Frozen food lockers	X	X	X
Funeral home	X	X	X
Fur cleaning and storage	X	X	X
Governmental offices, libraries, auditoriums, museums, and amphitheaters	P	P	P
Health club	P	P	P
Hospitals and health care facilities which may include assisted living facilities	U	U	U
Hotels and motels	X	P	P
Institutions of a religious, educational or philanthropic nature; private clubs, lodges, or fraternal organizations	U	U	U
Key and lock service	X	X	X
Land Reclamation	X	X	S
Large Retail User	P	P	X
Manufacturing, assembling, and processing	P	X	X
Massage Establishment, Tattoo Studio and Body Piercing Studio	X	X	X

Land Use	District A	District B	District C
Medical laboratories, excluding animal research	P	X	P
Medical Marijuana Cultivation Location	X	X	X
Medical Marijuana Dispensary	X	X	X
Medical offices or clinics	P	P	P
Microbrewery	P	P	X
Mobile Home and RV Sales	X	X	X
Non-Chartered Financial Institution	P	P	P
Offices	P	P	P
Outdoor seating for food and drinking establishments	P	P	P
Outdoor storage	C ^[2]	X	X
Parking lot, structure or garage	P	P	P
Pawn Shop	X	X	X
Personal and household services such as barber, hair stylist, beauty salon, clothing alterations, dry cleaners, furniture and appliance repair, copy shops, self-service laundry, shoe repair shops, without drive-through facilities	P	P	X
Professional services, such as bonding company, brokerage firm, credit bureau, messenger service, public relations consultant, real estate office, title insurance company or travel bureau	P	P	P
Plumbing shop	P	X	X
Portable Storage Containers	A	A	A
Private business, professional and trade schools	P	X	P
Public utility facilities	P	P	P
Restaurants	C ^[1]	P	P
Retail stores	P	P	X
Scientific or research laboratories	P	P	P
Second hand stores	X	X	X
Seed and feed, retail and sales office	X	X	X
Sign painting shop	X	X	X
Storage buildings consisting of individually rented storage rooms which are independently accessed and locked and are used for dead storage purposes	P	X	X
Taxidermist	X	X	X
Temporary construction offices	A	A	A
Typewriter and business machine sales and repair	X	X	X
Veterinary Hospitals and animal boarding facilities	C ^[3]	C ^[3]	C ^[3]
Veterinary Offices	P	P	P
Warehouse, wholesale, or distribution facility	P	X	X
Window glass installation shops	P	X	X

Conditions of specific land uses:

[1] Restaurants, bars and cocktail lounges – permitted as a primary use except that live music or entertainment shall only be allowed as an accessory use if the facility is located a minimum of 300' from the property line of any residentially zoned or designated property. All noise generated by live music or entertainment shall be fully contained within the indoor space occupied by the bar or cocktail lounge.

[2] Outdoor storage – permitted as an accessory use provided that it is conducted within an area enclosed or screened from view by a solid masonry wall on all sides and the height of the storage materials does not exceed the height of the wall.

[3] Veterinary hospitals – permitted as a primary use except that activities as such facilities are conducted entirely indoors, except for supervised and controlled outdoor exercise areas; the facilities are constructed to prevent objectionable noises and odors outside the walls of the office; there shall be no outdoor kennels; and there shall be no direct outside exit from any room containing kennels.

Note:

The Zoning Administrator or their designee may determine similar land uses to those listed in this section. In all Districts, accessory uses of land or structures customarily incidental to one of the permitted principal land uses shall be permitted.

BERRY RIDDELL LLC

January 19, 2023

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EXHIBIT B

Approval Letter for Innovation Centre



December 18, 2020

Wendy Riddell, Esq.
Berry Riddell LLC
6750 East Camelback Road, #100
Scottsdale, Arizona 85251

RE: Cotton Commerce Center/Innovation Centre Rezoning
Case No. 19-210-00011

Dear Ms. Riddell:

This letter serves to inform you that on December 14, 2020, the City Council approved the rezoning of property from the PAD (Planned Area Development) and AG (Agricultural) zoning districts to the PAD (Planned Area Development) zoning district with the adoption of Ordinance No. 2020-1472, subject to the following stipulations:

1. Except as otherwise modified by the stipulations herein, the Property shall be developed in conformance with the Innovation Centre PAD Overlay;
2. The portion of the Property described as Commerce Park District (A) in the Innovation Center – Legal Description shall be subject to the requirements of Section 3-4-1 of the Goodyear Zoning Ordinance for the Light Industrial ("I-1") Zoning District and the Industrial District Standards set forth in Section 3-4-3 of the Goodyear Zoning Ordinance except as modified by the Innovation Centre PAD Overlay as modified by the stipulations herein;
3. No building larger than 250,000 square feet shall be permitted within 300 feet of the northern boundary of the Property unless the primary use of the building is office, retail, entertainment, or similar uses as determined by the Zoning Administrator and/or a combination of the foregoing uses;
4. The portion of the Property described as Commercial/Retail & Entertainment District (B) in the Innovation Centre – Legal Description shall be subject to the

requirements of Section 3-3-3 of the Goodyear Zoning Ordinance for the General Commercial ("C-2") Zoning District and the Commercial District Standards set forth in Section 3-3-6 of the Goodyear Zoning Ordinance except as modified by the Innovation Centre PAD Overlay as modified by the stipulations herein;

5. The portion of the Property described as Office-Employment District (C) in the Innovation Centre – Legal Description shall be subject to the requirements of Section 3-3-3 of the Goodyear Zoning Ordinance for the General Commercial ("C-2") Zoning District and the Commercial District Standards set forth in Section 3-3-6 of the Goodyear Zoning Ordinance except as modified by the Innovation Centre PAD Overlay as modified by the stipulations herein;
6. The Design Standards submitted to the City with the rezoning application are not being approved or adopted and any references to the Design Standards in the Innovation Centre PAD Overlay have no effect or application. The development of the Property shall comply with the City of Goodyear Design Guidelines Manual in effect at the time of development except as modified by the stipulations herein;
7. All buildings within 300 feet of the northern boundary of the Property shall be similar in design and quality, which includes but is not limited to, such architectural and design features such as articulations, massing, and materials, as depicted in that document titled Enhanced Design Examples, which document having been declared public record by Resolution No. 2020-2073 is referred to and made a part hereof as if fully set forth in this Ordinance;
8. The 150-foot height limitation for buildings within the portion of the Property described as Commerce Park District (A) in the Innovation Center – Legal Description is limited solely to buildings that are at least three (3) stories and designed and intended primarily for use as office, retail, including large retail, hotels, entertainment uses, restaurants and bars, convention centers or mixed uses consisting of a combination of the foregoing. Except as provided herein, the maximum height for all other buildings within the portion of the Property described as Commerce Park District (A) in the Innovation Center – Legal Description is limited to 70 feet. This provision does not modify the graduated height requirements applicable to the portion of the Property described as Commerce Park District (A) in the Innovation Center – Legal Description set forth in the Innovation Centre PAD Overlay as modified by stipulation 27 below;

9. The development of the Property shall comply with the City of Goodyear Engineering Design Standards and Policies and the City of Goodyear Subdivision regulations in effect at the time the Property is developed;
10. If the Property is located within the City of Goodyear's water service area, Owner shall, prior to the earlier of the following (i) recordation of the first final plat or minor land division subdividing all or part of the Property or (ii) the approval of the first site plan for development within the Property, extinguish all grandfathered irrigation rights attached to the Property and convey, at no cost to the City, any assured water supply credits issued by ADWR as a result of the extinguishment of such rights;
11. If the Property is located within the City of Goodyear's water service area and if the water demands for development within the Property exceed the amounts reflected in the City of Goodyear Integrated Water Master Plan ("IWMP") in effect at the time of such development for the proposed land uses, Owner shall, unless otherwise provided in a Development Agreement approved by the Goodyear City Council, provide the City, at Owner's sole cost, with a physically and legally available water supply sufficient to provide the water service needed to serve the Property water in excess of the amounts reflected in the IWMP. The physically and legally available water supply to be provided shall satisfy the Arizona Department of Water Resources' ("ADWR") standards for modifications of Designations of Assured Water Supply, to increase the Designation water portfolio by an amount equivalent to the amount of the additional water needed to serve the Property and that provides for sufficient extinguishment credits or renewable supplies to offset the additional water demands;
12. If the Property is located within the City of Goodyear's water service area, the City shall have the right, but not the obligation, to purchase, at fair market value, the site, including the improvements thereon, where a well exists (the "Well Site"). The size of the Well Site shall be 100 feet by 100 feet. If the City acquires the site, but decides not to rehabilitate the well on the Well Site, the City will abandon the well in accordance with the requirements of the Arizona Department of Water Resources. The City shall notify Owner of its intent to acquire the Well Site within one year of the effective date of this Ordinance and will make a written offer to purchase the Well Site for the fair market value established in an appraisal obtained by the City within two years of the effective date of this Ordinance;
13. Prior to the approval of any preliminary plat or site plan for the Property, Owner shall submit a wastewater study consistent with the requirements of the City of

Goodyear Engineering Design Standards and Policies Manual that identifies the specific wastewater system needs and requirements to provide sewer service to the Property. Capacity shall be studied to the nearest 15-inch or larger sewer main. If capacity in existing infrastructure does not exist to support the increased uses proposed for this development, the wastewater study shall identify all of the infrastructure needed to provide sewer service to the Property. Any study that proposes the use of any infrastructure subject to Cost Recovery Resolution 2006-1065 as modified by Cost Recovery Resolution 2014-1622 shall demonstrate the reliance on such infrastructure provides sufficient capacity to serve the needs of the properties identified in the cost recovery resolutions as being benefitted by such infrastructure;

14. Except as otherwise provided in a development agreement or a cost recovery ordinance adopted by Council, Owner shall, at its sole cost, design, install, and/or construct, all infrastructure, on-site and/or off-site, convey all land necessary for such infrastructure, and acquire all capital equipment necessary to allow the City to provide wastewater service to the Property at build out and to provide water service to the Property at build out if the Property is located within the City of Goodyear's water service area;
15. Notwithstanding stipulation 14 above, Owner shall not be entitled to any reimbursement under Cost Recovery Resolution 2006-1065 as modified by Cost Recovery Resolution 2014-1622 for the construction of any of the infrastructure identified in the cost recovery resolutions unless Owner, at Owner's sole cost and expense, modifies the cost recovery resolutions to include the Property as a benefitted property and to allocate to the Property a proportionate share of the costs of the infrastructure that will benefit the Property;
16. Notwithstanding stipulation 14 above, Owner shall not be entitled to any reimbursement under Cost Recovery Resolution 2006-1064 as modified by Cost Recovery Resolution 2014-1621 for the construction of any of the infrastructure identified in the cost recovery resolutions unless Owner, at Owner's sole cost and expense, modifies the cost recovery resolutions to include the Property as a benefitted property and to allocate to the Property a proportionate share of the costs of the infrastructure that will benefit the Property;
17. The Owner shall provide two separate points of waterline connection for system looping purposes. If the looped water system involves the construction of water lines through private property, Owner, at Owner's sole cost and expense, provide the City with a permanent water line easement. The easement area shall be lien

free and free of all other easements or other encumbrances unless otherwise agreed to by the City, and the easement shall be in a form acceptable to the City Attorney or his/her designee;

18. Owner shall dedicate, at no cost to the City, all rights-of-way and/or easements, whether within the boundaries of the Property or outside the boundaries of the Property that are: (i) needed for the construction of infrastructure improvements required for the City to provide wastewater services to the Property and to provide water services to the Property if the Property is within the City of Goodyear's water service area; (ii) required to be dedicated under any applicable law, code, ordinance, rule, regulations, standards, guidelines governing the development of the Property including, but not limited to the City of Goodyear subdivision regulations, Building Codes and Regulations, and the City of Goodyear's Engineering Design Standards and Policies; (iii) required to be dedicated pursuant to any development agreement with the City regarding the development of the Property; and/or (iv) required for the construction of infrastructure improvements required to be constructed pursuant to the stipulations herein. The rights-of-way to be dedicated shall be dedicated in fee and all rights-of-ways and easements shall be dedicated lien free and, unless otherwise agreed to by the City, free of all other easements or other encumbrances. Unless the timing of the required dedications is modified by the terms of a development agreement with the City regarding the development of the Property, all dedications shall be made prior to or concurrent with the earlier of the following (i) recordation of a final plat or minor land division that includes the area in which the dedicated property is located; (ii) the issuance of any permits for work on within the Property. The rights-of-way and easements to be dedicated include, but are not limited to the following:
 - a. additional right-of-way for the east half of N. Citrus Road so the City has 55 feet of right-of-way from the centerline of N. Citrus Road.
 - b. a 10-foot public utility easement (PUE) along the east boundary of N. Citrus Road right-of-way.
19. Owner shall, at no cost to the City, construct half-street improvements for the roadways set forth below. Half-street Improvements are the improvements required in the Engineering Design Standards and Policies Manual for the applicable street designation (i.e. scenic, major arterial, arterial, major collector, collector etc.) and include, but are not limited to curb, gutter, sidewalk, paving, half street width of medians if required, half of median landscaping, landscaping, landscape irrigation, street lights, signing and striping. Unless modified by a written

phasing plan approved by the City Engineer or his/her designee, the half-street improvements Owner is required to construct shall be completed prior to issuance of the first certificate of occupancy within the Property.

- a. Half-street improvements to the eastern half of N. Citrus Road.
- b. Notwithstanding the foregoing, at the request of the City Engineer or designee, rather than constructing the median and installing the median landscaping, Owner shall remit to the City an in-lieu payment for one-half the cost of a full median and full-median landscaping, for the median within N. Citrus Road. The in-lieu payment for the median shall be based on the estimated cost of the improvements as determined by the City Engineer or designee and the in-lieu payments for the medians and median landscaping shall be paid prior to or concurrent with the earlier of the following (i) recordation of a final plat or minor land division that includes the area in which the dedicated property is located; (ii) the issuance of any permits for work on within the Property.

20. Owner shall, at Owner's sole cost and expense, be responsible for the construction of all transportation-related infrastructure needed to support the development and occupancy use of the Property, which includes the transportation-related infrastructure improvements specifically identified in this Ordinance, the infrastructure improvements required to be constructed pursuant to applicable Development Regulations, and any additional on-site or off-site infrastructure identified in any Traffic Impact Analysis/Study provided in connection with the development of the Property. Prior to the approval of each site plan for development within the Property, Owner shall provide an updated Traffic Impact Analysis/Study which shall be subject to review and approval by the City Engineer of his/her designee. Owner shall, at Owner's sole cost and expense, be responsible for the acquisition of right(s)-of-way and the construction of all transportation related infrastructure identified in the approve Traffic Impact Analysis/Study as being necessary to provide for safe and adequate circulation within the Property, connectivity to neighboring adjacent properties, and connectivity to existing regional transportation routes, this includes the acquisition of rights-of-way needed for the construction of infrastructure that is not within or adjacent to the Property and the construction of such infrastructure. Unless otherwise provided in this Ordinance or in a development agreement approved by Council, transportation-related infrastructure required to be constructed pursuant to this stipulation shall be constructed prior to the issuance of any certificate of occupancy for any structure reflected in the site plan that supported the need for such infrastructure;

21. Prior to the approval of each site plan for development within the Property, Owner shall provide an updated Traffic Impact Analysis/Study which shall be subject to review and approval by the City Engineer of his/her designee. If such study reflects the eventual need for any traffic signal at any intersection adjacent to the Property, Owner shall, at no cost to the City, convey in fee, lien free, and free of any easements or encumbrances unless specifically agreed to by the City, any additional right-of-way needed for the construction of the portion of the traffic signal that will be located on the Property. In addition, Owner shall make an in-lieu payment to the City towards the cost of the signal. Except as provided herein, the in-lieu payment will be 25% of the cost of a full traffic signal for each corner of the intersection adjacent to the Property. For example, if a traffic signal is required at an intersection where two of the four corners of the intersection are adjacent to the Property, Owner would be responsible for 50% of the cost of a full traffic signal. If a three-way traffic signal is required because of the demands of the Property and the intersection does not connect into any other property, Owner shall be responsible for 100% of the cost of the signal. The in-lieu payment shall be calculated based on the actual cost of the traffic signal if it has been constructed or, if the payment is made before the traffic signal has been completed, upon an engineer's estimate of the probable cost of the signal approved by the City Engineer or his designee traffic signal. The dedication(s) and in-lieu payment(s) required herein shall be made at the earlier of the following: (i) before the issuance of any engineering permit for any of the work reflected in a site plan, MLD or final plat that includes, is adjacent to, or requires connection to the intersection where the traffic signal is needed; or (ii) before the recordation of any final plat or MLD that includes, is adjacent, or requires connection to the intersection where the traffic signal is needed;
22. Owner shall pay the City an In-Lieu Payment for twenty-five percent (25%) of the cost of a four (4) lane bridge with a median on Citrus Road over the RID Canal ("RID Canal Bridge") when owner is required to construct the Citrus Road half-street improvements to the eastern half of N. Citrus Road (the "Citrus Road Expansion"). The in-lieu payment shall be based on the actual cost of the RID Canal Bridge if it has been constructed or, if the payment is required before the RID Canal Bridge has been constructed, it shall be based on the City's estimated cost of the RID Canal Bridge if the City has such an estimate or, if the City has not obtained an estimate, the estimated cost of the RID Canal Bridge prepared by a registered engineer retained by Owner subject to review and approval of the City Engineer or his designee. Unless otherwise provided in a development agreement approved by Council, the in-lieu payment shall be paid prior to the issuance of any construction

permits (civil or building) for development within the Property that triggers the Citrus Road expansion;

23. The Owner shall acknowledge and disclose to any subsequent purchaser or tenant that the subject property is subject to attendant noise, vibrations, and all other effects that may be caused by overflights and by the operation of aircraft landing at, or taking off from, Luke Air Force Base and/or the Phoenix-Goodyear Airport;
24. All site plan applications shall demonstrate that open spaces, amenities and pedestrian connections have been provided in conformance with the City of Goodyear Design Guidelines Manual in effect at the time the Property is developed;
25. All convenience uses, including restaurants, and other retail/service establishments with drive-through facilities shall require review and approval of a Use Permit if located within 500 feet of residentially zoned property. Financial institutions with drive-through facilities and/or outdoor teller facilities shall be considered permitted uses by-right;
26. Loading, delivery, dock and roll-up doors and service and wash bays may not front or face a public street, frontage road or freeway right-of-way;
27. Within PAD District A (Commerce Park), the maximum building height shall be 50 feet within 300 feet of the south property line. Parapet walls may extend an additional five feet above the maximum building height;
28. Within PAD District A (Commerce Park), loading, delivery, dock and roll-up doors, service and wash bays, and storage and loading areas may not front and/or back onto the south property line unless a landscape buffer with a minimum width of 100 feet is provided along the south property line. This buffer shall contain a double row of 24-inch box trees, and include a decorative eight-foot masonry wall, which shall be constructed in a location within or along the boundaries of the buffer to provide the most effective buffer as determined by the Zoning Administrator during the site plan process;
29. Within PAD District A (Commerce Park), outdoor land uses and operational activities, such as truck idling, trailer maneuvering and the loading/unloading of materials, shall be prohibited between the hours of 10 PM and 6 AM when occurring within 300 feet of the south Property line within the portion of the Property identified as A in that document titled Areas With Operational Limitations, which document having been declared a public record by Resolution No. 2020-

2073 is referred to and made a part hereof as if fully set forth in this Ordinance (the "Areas With Operational Limitations"), for as long as any portion of the property adjacent to the south Property line of the RID canal opposite of portion of the Property identified as A in the Areas With Operational Limitations is zoned for any residential use;

30. Within PAD District A (Commerce Park), outdoor land uses and operational activities, such as truck idling, trailer maneuvering and the loading/unloading of materials, shall be prohibited between the hours of 10 PM and 6 AM when occurring within 220 feet of the south Property line within the portion of the Property identified as B in that document titled Areas With Operational Limitations, which document having been declared a public record by Resolution No. 2020-2073 is referred to and made a part hereof as if fully set forth in this Ordinance (the "Areas With Operational Limitations"), for as long as any portion of the property adjacent to the south Property line of the RID canal opposite of portion of the Property identified as B in the Areas of Operational Limitations is zoned for any residential use;
31. Within all PAD Districts, outdoor ground-mounted equipment and other machinery and all roof-mounted equipment shall be fully screened from public view, including view from adjacent properties and the Loop 303 and I-10 freeways, in conformance with the City of Goodyear Design Guidelines Manual in effect at the time the Property is developed;
32. Parking lots adjacent to a public street or private internal loop road shall be screened from view by a 36-inch masonry wall constructed of materials and colors that complement the onsite buildings and designed in conformance with the City of Goodyear Design Guidelines Manual in effect at the time the Property is developed;
33. A landscape buffer with a minimum width of 30 feet shall be placed along all freeway rights-of-way and shall be planted with at least one 24-inch box tree per 30 feet of linear buffer, along with shrubs and ground cover. Earthen berms, with a minimum height of 24 inches, shall also be incorporated into the buffer;
34. A building setback, with a minimum width of 30 feet, shall be observed from all public streets. This setback shall be entirely landscaped, except for necessary walkways and driveways needing to cross through the setback area. No more than 50% of this setback area may be used for retention purposes;

35. All trees planted within parking lot islands, adjacent to a pedestrian way or internal roadway, or within any rights-of-way shall be single trunk;
36. To facilitate the filling of the borrow pit, an application for a Special Use Permit (SUP) for Land Reclamation shall be submitted and processed with reasonable diligence within 18 months of the effective date of Ordinance No. 2020-1472. The SUP will establish the framework for the safe reclaiming and filling of the borrow pit over time. If the SUP is not submitted within the 18-month period specified herein, the City shall at the end of the 18 month period be entitled without liability to withhold civil engineering, permits, and/ or Temporary Certificates of Occupancy, and/or Certificates of Occupancy for development within the Property until the SUP is submitted. The terms of the SUP shall provide for the automatic termination of the SUP if the zoning is rescinded; and,
37. This rezoning is contingent upon vertical construction, in conformance with this Ordinance, the Innovation Centre PAD, and the stipulations contained herein commencing within two years of the effective date this Ordinance or a demonstration that substantial work and expenses have been incurred in the pursuit and execution of the Property pursuant to the SUP discussed above within two years of the effective date this Ordinance. The failure to commence vertical construction within two years of the effective date of this Ordinance shall be cause for the City Council to rescind the zoning, unless an extension of time is granted by the City Council. The commencement of vertical construction shall be defined as the active construction of a permanent commercial or light industrial building foundation in conformance with an approved building permit issued by the City of Goodyear.

If you have any questions, please contact me at 623.882.7963 or steve.careccia@goodyearaz.gov.

Sincerely,

THE CITY OF GOODYEAR



Steve Careccia, AICP
Principal Planner