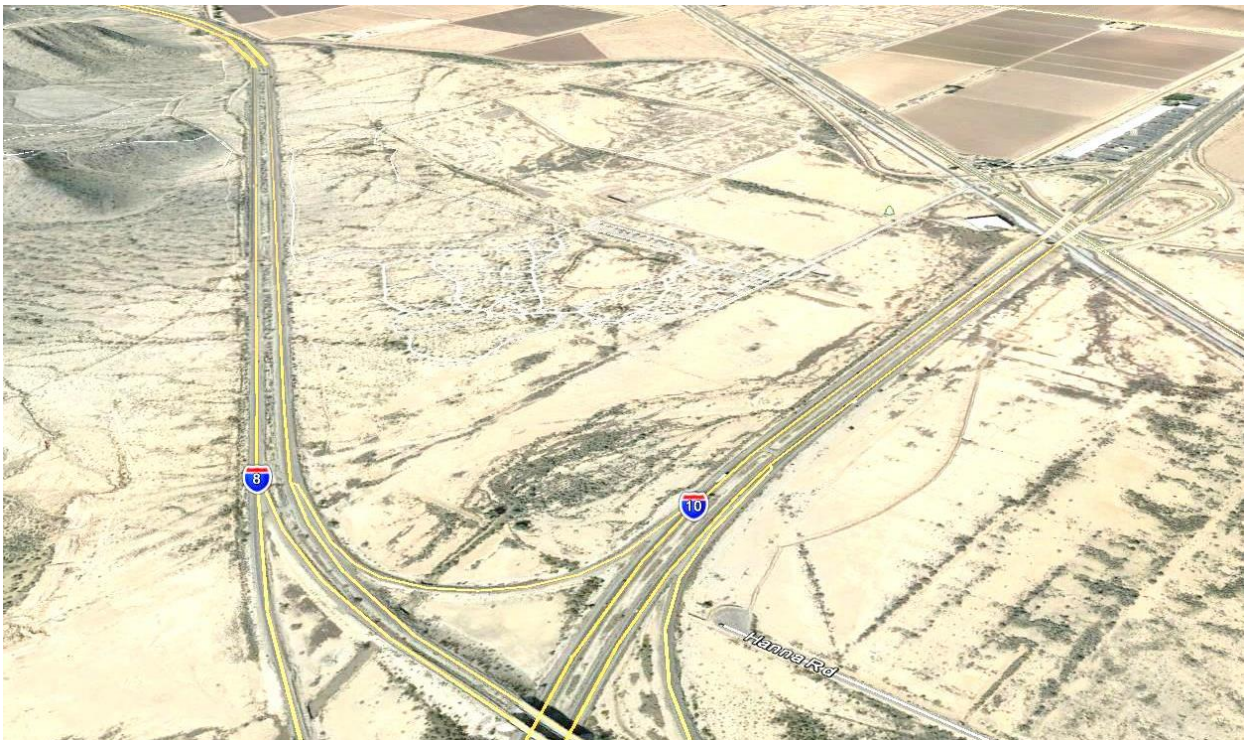


**AN APPLICATION
TO AMEND A
PLANNED AREA DEVELOPMENT
DSA-17-00002**

**DREAMPORT VILLAGES
CASA GRANDE – NORTH**

Casa Grande, Arizona



4th Submittal
September 5, 2017

Submitted For
The Block Sports Company

Submitted By
Gilmore Planning & Landscape Architecture, Inc.

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1. PROJECT TEAM

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2. PROJECT OVERVIEW

On behalf of The Block Sports Company (Owner), Gilmore Planning & Landscape Architecture (GPLA) respectfully submits for consideration and approval this Planned Area Development (PAD) Amendment for Dreamport Villages - Casa Grande - North (DVCG-North), a world class entertainment, resort, office and retail mixed use development to be centrally located to serve the greater Phoenix and Tucson MSA's. This PAD Amendment includes the original 524.9 acres for the Regional Gateway Commerce Center, plus an additional 93.1 acres that are contiguous. This PAD Amendment now represents 618.0 gross acres located at the northwest quadrant of Interstate 10 and Interstate 8 (the Property) in Casa Grande, Arizona as shown on the Vicinity Map attached as **Exhibit 1**.

This PAD Amendment will complement and support a second and concurrent PAD Amendment Application for Dreamport Villages Casa Grande–South (DVCG–South), which is located immediately south of Interstate 8. The Casa Grande Mountain Ranch PAD Amendment (DSA 13-00123) that was approved in 2013 for CGMR included 757.8 acres. That project area has also increased by acquiring additional property, which now includes 889.2 acres, a net increase of 131.4 acres. Situated at the junction of Interstates 8 and 10, DVCG–North and DVCG-South total more than 1500 acres to be developed as a unique gateway project into the City of Casa Grande.

Collectively, DPCG-North and DPCG-South are intended to be classified and referred to as a “Destination Resort.” The proposed DVCG will be conveniently located in between the Greater Phoenix and Tucson metro areas with combined populations in excess of 6.5 million people. As a multi phased project, the first phase of development for DVCG-North will establish the architectural character and theming for site improvements for the entire project.

The Owner intends to develop a comprehensive Destination Resort best compared to that of the Disney World Resort in Orlando Florida. As we know, tourism is among the top industries in Arizona and Dreamport Village hopes to increase tourism statewide and most specifically in Casa Grande. In addition, the commitment to this project should make a dramatic impact in tourism on a statewide level as their marketing budget for the first year of operation alone is 75% of what Arizona spends in total on annual tourism marketing. The economic impact of this project is simply staggering. In sales tax alone, the State will receive 5.6%, Casa Grande gets 2% and Pinal County gets 1.1%. This means that 3.1% of every dollar spent throughout the Destination Resort goes directly to the local government. This means that for every \$100 Million in annual sales generated from within Dreamport, Casa Grande gets \$2MM and Pinal gets \$1.1MM. This figure does not include Bed Taxes and other tax based revenue sources such as new residents and businesses that followed us to the area.

In addition, the first phase of this project will create approximately 5,800 direct and indirect jobs in addition to the nearly 8 Million projected annual visitors, which is more than 25 times the population of all of Pinal County and more than 100 times the current population of Casa Grande.

At buildout, the projected number of jobs is roughly 15,000 direct and indirect jobs with the visitor count expected to surpass 30 Million. Because of the unique nature of this development and its sheer size, this PAD proposes some essential development standards. The Owner will present a Development Agreement further detailing the standards, process for approvals and vested entitlements. The development standards proposed within this PAD are designed to uphold a high level aesthetic quality, while providing flexibility in architectural design and recognizing the unique character of this project and its “gateway” location into the City of Casa Grande. To the extent that the proposed site design criteria or development standards vary from the City’s typical standards, the criteria and standards contained in this PAD shall govern.

The members of the project design team include:

- Owner/Developer: Ron Segall / Rudy Camp: The Block Sports Company
- Land Planner: Jack Gilmore: Gilmore Planning & Landscape Architecture
- Civil Engineer: Nate Cottrell: Cottrell Engineering Group
- Traffic Engineer: Paul Guzek: Lee Engineering
- Dry Utility Engineer: Ron Watson: Dry Utility Services
- Surface Water Consultant: George Cairo: Cairo Engineering
- Land Use Attorney: Jordan Rose: Rose Law Group (Dev. Agreement)

The assembled design team members have shared their resources to help prepare a Major Land Use Plan for this PAD Amendment. In addition, The Block Sports Company as the Owner/Developer has prepared a storyboard that illustrates the intended uses and recreational amenities (please refer to **Exhibit 11**). Subject to the approval of the PAD Amendment, the Owner will complete the acquisition of the Subject Property and begin the detailed site planning, infrastructure design, architectural and recreational amenity design along with the final design criteria for all the site improvements required to initiate the first phase of project development. The Final Development Plan / Master Site Plan will include all the design elements establishing the architectural character and site development standards for Phase 1 and subsequent phases. The architectural design guidelines associated with the first phase of site development will qualify the long term intent for the project architecture, landscape architecture and site development improvements that can serve the City of Casa Grande as the base reference guide for the review of future phases.

In preparing this application, the project team members have all contributed their technical expertise to prepare a solution that satisfies the development intent of the Owner. This PAD Amendment recognizes that a Comprehensive Sign Plan will be submitted with the first phase of development. This sign plan and amendments thereto are to be considered by the Planning Commission. In addition to the sign plan establishing the standards for size and placement of signage for uses within the PAD, it is particularly intended to allow signage for uses and events contained within the project to be placed off-site, but within the area included within the PAD’s sign plan area.

Pedestrian circulation will be a critically important design element. A canal system will be designed to permit transportation by water taxis through portions of the project. Along the canal will be a pedestrian and biking trail that will link the Project's pedestrian network with the City of Casa Grande's Linear Park – Casa Grande Canal Segment. The linear park will vary in width and be used for both retention and passive recreation (refer to Section 7.3 and **Exhibit 6B** Master Trail Plan). An on-site shuttle service will also provide visitors an option to move throughout the project. The Project will also develop a network of walkways that can move pedestrians efficiently in a safe and comfortable environment can add to the project experience.

DVCG-North will serve as the primary resort complex with supporting recreational amenities, indoor entertainment facility, water parks, restaurants, specialty retail, and eventually a themed amusement park. DVCG-South is intended to enhance the primary resort complex and amusement park with additional recreational amenities, a college campus annex and associated technology park, and residential development within a master planned community environment offering unique common area open space amenities, support commercial services, a site reserved for an elementary/charter school, and pedestrian access to the hiking trails within the adjacent Casa Grande Mountains.

2.1 Property Ownership

There are four existing ownership entities that represent the defined area for this PAD Amendment:

1. Casa Grande Mountain Ranch Limited Partnership (CGMR) owns 549.2 acres including the 524.9 acres represented in the original PAD for the Reginal Gateway Commerce Center (DSA-13-00136). Mr. George Chasse is the General Partner for the Limited Partnership. The 549.2 acres include the following parcels: 511-30-001D, 002K, 002L, 511-31-002, 003A, 003B, 004E, 005A, 005C, 006, 007; 511-21-015; 511-32-003, 008; 511-33-004A).
2. CGMR also owns the land area to be dedicated to ADOT for the proposed I-8 / Resort Parkway North (Henness Road) interchange, including the approach areas for the ramps. This land area comprises 24.3 acres which was assembled from previous land exchanges with the existing surrounding property owners and was excluded from the original PAD and which now represents the current CGMR ownership of 549.2 acres.
3. Karen Cunningham: owns 12.76 acres at the southwest corner of the existing Henness Road and Cornman Road alignments. Parcel No. 511-30-001C.
4. LS Partners: owns 14.98 acres immediately south of the Cunningham property. Parcel No. 511-30-002J
5. Julian Sanchez: owns 41.07 acres situated one quarter mile south of the southeast corner of the Henness Road and Cornman Road alignment. Parcel Nos: 511-30-002M, 511-31-003A, 511-31-004D, and 511-31-005B.

Refer to **Exhibit 2** for the location of these properties.

Ownership Summary:

1. CGMR – Original PAD land area:	524.90 Ac
2. CGMR – Future ADOT ROW	24.30 Ac
3. Cunningham:	12.76 Ac
4. LS Partners:	14.98 Ac
5. Julian Sanchez:	<u>41.07 Ac</u>

Total Land Area for this PAD Amendment: 618.01Ac

The Block Sports Company is under contract to acquire all of the properties listed above. In the future, Block Sports may also acquire other nearby properties for incorporation into the Project. There is a related Development Agreement that acknowledges this potential with the understanding these acquired properties may be incorporated into this PAD subject to the consideration and approval of a future PAD Amendment and conformance with the General Plan. For the purposes of this application, The Block Sports Company will be referenced as the Owner. Given this understanding, and with the approval of these current land owners, the Owner is requesting consideration to establish a land use program to place a world class resort complex oriented to the exposure along these two freeways.

2.2 Existing Site Conditions

The Property is currently vacant with a relatively flat topography falling approximately 16' from the southeast to the northwest with an average cross-slope of .15%. The previous use of the property was the Tierra Buena Campground, which closed in 2012. The majority of the campground improvements have been removed. There is existing access off Jimmie Kerr Boulevard at Cox Road that was partially improved for the grade crossing over the UPRR leading into the former campground facility. Salt River Project (SRP) has a 130' easement along the south side of the Cornman Road section line alignment for 230KVA overhead powerlines. The north property line is largely defined by the Casa Grande Canal that carries San Carlos Irrigation & Drainage District (SCIDD) water throughout this central area of Pinal County. The Union Pacific Railroad has a double mainline that aligns with a portion of the north property line along the south side of Jimmie Kerr Blvd. Please refer to the Existing Conditions & Surrounding Land Uses attached as **Exhibit 3**.

2.3 Existing Zoning

The subject Property consists of three zoning districts as illustrated on **Exhibit 3**. This application for a PAD Amendment includes the original PAD area of 524.9 acres, plus four additional ownership areas/parcels.

1. Parcel 1: Represents the existing PAD for the Regional Gateway Commerce Center (DSA-13-00136), a mixed use employment and commercial development representing 524.9 acres. Refer to **Exhibit 5B**, the Master Land Use Plan for the Regional Gateway Commerce Center.
2. Parcel 2: Includes the land area along the north side of I-8 that is owned by the Casa Grande Mountain Ranch Limited Partnership. This area was separated from the previous PAD as part of the negotiations with ADOT and represents the land area that is to be dedicated as future ADOT right-of-way. Until the dedication occurs, this PAD Amendment will amend the current Urban Rural (UR) zoning to be part of the CGDV-North PAD. The intent is to avoid any potential sliver parcels should the previously projected ROW Boundary not align with the previous PAD Boundary. This area represents approximately 24.3 acres.
3. Parcel 3 "The Cunningham Property" is located at the southwest corner of the Henness Road and Cornman Road alignment, approximately 12.76 acres. The existing zoning is Urban Ranch (UR). The UR district is the City's "holding" zone retaining low density residential and agricultural uses until higher and better uses are approved.
4. Parcel 4: L.S. Partners is located immediately south of the Cunningham property and includes 14.98 acres. The existing zoning is Urban Ranch (UR).
5. Parcel 5: "The Sanchez Property" is situated one quarter mile south of the southeast corner of the Henness Road and Cornman Road alignment and includes three parcels totaling 41.07 acres. The west half (parcels 511-30-002M and 511-31-003A

are zoned Urban Rural (UR). The east half (parcels 511-31-004D & 005B) are zoned Light Industrial (I-1).

2.4 Surrounding Zoning & Land Uses

The following land uses surround the proposed DVCG–North (See Existing and Surrounding Land Uses attached as **Exhibit 3**):

North: The north side of the Property is defined by the Casa Grande Canal. Beyond the Canal is the Union Pacific Railroad (UPRR) that includes two parallel tracks within their 200' right-of-way. Along the north side of the UPRR is Jimmie Kerr Boulevard / SR84, a principal arterial under ADOT jurisdiction that provides direct access to downtown Casa Grande and the City of Eloy. Along the north side of Jimmie Kerr Boulevard between Henness Road and Interstate 10, are three existing land uses:

- 1.) Between Henness Road and Mitchell Road (mid-section) is Casa Vista, a single family subdivision that completed horizontal improvements, but was a casualty of the great recession. While the project appears to be abandoned, it is under new ownership.
- 2.) East of Mitchell Road to Cox Road (section line) are existing agricultural fields, that have been master planned under two PAD's; one for Lonesome Valley Farms, 75.5 acres for a variety of proposed commercial and light industrial projects, and the second PAD is for the Shops at Palm Court, a proposed 34.4 acre mixed use commercial project.
- 3.) East of the Cox Road alignment is a former Outlet Mall that fronts onto Interstate 10.

East: Interstate 10 is directly east of the Property and provides a valuable marketing window. East of I-10 and south of Jimmie Kerr Boulevard is the 580,000 square foot Central Arizona Distribution Center. The balance of the area immediately east of I-10 and south of Jimmie Kerr is zoned I-1 for light industrial uses.

South: Interstate 8 defines the south boundary. South of I-8 is another Planned Area Development for Casa Grande Mountain Ranch, a 757.8 acre residential master planned community. The original PAD (CGPZ-331-06) was approved on June 18, 2007, and a PAD Amendment (DSL 13-00123) was approved April 2, 2014. DVCG-South is another PAD Amendment which is being processed concurrently with this application that will amend the previous PAD and PAD Amendment by including complimentary recreational amenities, yet retaining a significant portion of the master planned residential community

West: The land area north of the Canal is under the jurisdiction of Pinal County and is currently in agricultural production.

2.5 General Plan Conformance

The entire Property is designated on the City of Casa Grande's General Plan 2020, as Commerce and Business. This land use designation "*will provide for highly visible and accessible areas for intense commercial, retail and light manufacturing occurring within buildings, and the services necessary to support them. As employment and commercial centers are located along freeways and principal arterials, this land use category allows a broad mix of complimentary land uses appropriate to their location. These areas also serve to support future transit and transportation interchanges*". The proposed DVCG-North development fully conforms to the General Plan designation.

As a proposed commercial/retail use, the General Plan requires that DVCG-North incorporate a minimum of 10% of the gross site area shall be improved as public open spaces, which can be inclusive of on-site landscaping, pedestrian trail networks, and other publically accessible common area open spaces.

2.6 Proposed Zoning

This PAD Amendment will replace the PAD for the Regional Gateway Commerce Center with a PAD for DVCG-North. This PAD Amendment is intended to provide a basis for the development of a destination resort complex with a mixture of recreational amenities, commercial, and hospitality related uses. This Amendment includes a defined list of permitted uses (Item 3.7 below) along with some general site development criteria that will be further defined with the submittal of the Final Development Plan / Major Site Plan and Plat for the first phase of project development.

In order to provide uniform branding and the promotion of the development to help secure its success, a Comprehensive Sign Plan and amendments thereto shall be submitted for review and approval by the Planning Commission. This sign plan will establish the standards for size placement and manner of signage for areas within the PAD.

3. MASTER LAND USE PLAN

DVCG-North will be processed under this PAD Amendment as a single land use, Resort Commercial. The permitted uses for this PAD are listed below in item 3.7. Although this PAD Amendment only addresses the project area north of Interstate-8, it is important to consider the relationship and potential support of DVCG-South, another 889.2 acres situated immediately south. Even though these PAD Amendments are required to “stand on their own”, the Owners understand that the “market” will envision and respond to Dreamport Villages, which represents the combination of these two PAD’s, a project representing more than 1500 acres. Without question, the location of these two PAD’s at the system interchange of Interstates 8 and 10 establishes Dreamport Villages Casa Grande as one of the very best opportunities for the City of Casa Grande to support the development of a very unique “gateway” project.

The proposed Destination Resort, Extreme Sports venue and the Entertainment Attractions associated with DVCG-North will create thousands of jobs and add significant tax base revenues to the City’s General Fund. The lack of any conflicting development in the immediate area provides a relatively clean slate for this major mixed use commercial project to develop an iconic gateway statement for the City of Casa Grande. There are relatively few system interchange locations within the State of Arizona. Site selectors for major theme park projects seek out these locations primarily for their exposure onto two interstates and the expedient access from multiple freeways supporting regional and interstate traffic. Add to this the opportunity for a new Amtrak Station and the market reach improves substantially. Refer to **Exhibit 5A** Master Land Use Plan.

The entire Dreamport Villages project at buildout has a projected budget of up to \$4.0 billion to be completely developed over an estimated 7-10 Year period, which may include developing a separate smaller location closer to Phoenix Sky Harbor Airport to help create brand awareness and drive more traffic to DVCG. This two-location model is similar to San Diego Zoo (100 Acres) in Downtown San Diego and the Safari Park (1,800 Acres), which is 35 miles away in a rural area, east of Escondido, CA. The Owner will develop the majority of the primary facilities of the vertical development within Phase 1, which is projected to cost up to \$700 million. The entire Phase 1 development is estimated to cost up to \$1 billion through 3rd party co-developers.

The Owner has retained the services of a specialized market research company that focuses on mixed use theme park projects. The significant results that have influenced the programming for Dreamport Villages include:

3.1 Market Area Demographics

- An analysis was performed on 4 markets, i.e. broad market, target market, local market and target submarket. Additional analysis was performed on the State of Arizona, Tucson and Yuma MSAs that are part of the broad market.

- The broad market is defined as a roughly 400 Mile radius of DVCG which includes several U.S MSAs and several northern tier cities in Mexico. The broad market represents a population of 39.2 million.
- The target market consists of both the Phoenix and Tucson MSAs with a combined population of 6.5 million and average household income of \$70,355.
- The local market consists of the Phoenix MSA with a population of 5.4 million and average household income of \$71,817.
- The target submarket consists of a 100 Mile radius of the proposed DVCG site.

3.2 Arizona Tourism

- More than 42 million people visited the state of Arizona in 2015, generating \$21 billion in direct spending,
- For 2015 there were 36.4 million domestic visitors to Arizona (a new record), an increase of 2.6 million or 7.8% over the previous peak of 33.8 Million in 2007. Of this total, 83% were leisure visits and 17% were for business. They stayed an average of 3.7 nights. Average age of domestic visitors was 45.1 years with an average household income of \$70,380.
- Mexico generates the largest number of international overnight visits to Arizona (3.8 million) followed by Canada (0.9 million). Overall, there were 5.7 million international tourists during 2015, an increase of 6.3% over 2014.
- Real Amusement Sales rose 17.5% in 2015.
- Although the 1st quarter is typically the highest spending quarter, there is a significant amount of travel spending throughout the entire year.
- The total number of deplaned passengers at Sky Harbor Int'l Airport was 22.0 million in 2015. Except for March at 2.13 million deplaned passengers, there are a relatively steady number of deplaned passengers throughout the year. Sky Harbor Int'l Airport is 46 miles from DVCG-North.
- The last study, conducted after the 2003-04 visitor season, estimated the state's seasonal population swelled by about 300,000 long-term visitors, with a spending impact of \$1 billion. With the increased number of baby boomer's retiring, the seasonal population has, most likely, increased significantly.

3.3 Greater Phoenix Overview

- Greater Phoenix encompasses 2,000 square miles and more than 20 incorporated cities, including: Glendale, Goodyear, Scottsdale, Tempe, Chandler, Gilbert, and Mesa. Maricopa County, in which Phoenix is located, and covers more than 9,000 square miles.
- Phoenix Sky Harbor International Airport is located four miles from downtown and 20-30 minutes from most resorts. It is served by more than 20 carriers.

3.4 Circulation

These market projections directly influence the necessity to design an efficient access and internal circulation system for vehicular access including busses and recreational vehicles (RV's), as well as safe and comfortable pedestrian walkways to move large numbers of guests throughout the project. The most significant source of guests, approximately 75% will come from the Phoenix Metro Valley and the tourism commerce that is centered on a population base of approximately 5-6 million residents. A Master Circulation Study has been prepared by Lee & Associates and submitted with this application. Because the primary source of guests will come from the north along Interstate 10, the Project is considering various scenarios to provide expedient access. A primary consideration to facilitate access is Resort Parkway North, a major arterial that will connect the new interchange with I-8, cross over the UPRR and Jimmie Kerr Boulevard and extend north to Florence Boulevard. Although the final alignments have not yet been determined, additional land acquisitions that are in-process have already established a feasible route for the Parkway.

I-8/Resort Parkway North (Heness Road) Interchange: The Change of Access Report and the Design Concept Report have both been approved by ADOT and the Federal Highway Administration (FHWA) (refer to **Exhibit 8** FHWA Letter). This new interchange would be constructed by the Owner and would provide immediate freeway access to and from Interstate 8 for both DVCG-North and DVCG-South. The Project intends to request that the north side major arterial be named "Resort Parkway North". The Parkway will direct traffic north to the Dreamport Villages main entrance situated approximately one-half mile from the interchange. Included within this first phase will be an overpass to allow Resort Parkway North to cross over the Union Pacific Railroad (UPRR) and Jimmie Kerr Blvd to intersect with Selma Highway and extend further north to Florence Boulevard. Project representatives have met with the local UPRR Staff to discuss this potential and have received very positive support based on the understanding that the new overpass would replace the existing grade crossing at Cox Road (Letter of support from UPRR previously submitted). This overpass will require design review and approval from both the UPRR and ADOT for height, vertical clearance, lane design, pedestrian access, and bridge pier locations. From this Selma Highway intersection, there are several potential alignments that could extend the Parkway through Earley Road and intersecting with Florence Boulevard at either Camino Mercado or Cacheris Court. The final alignment will be determined based on future land acquisition(s) and a future Traffic Impact Analysis for the Parkway.

Subject to a Change of Access Report, the Owners intend to seek approval for a slip-ramp that would divert southbound traffic off I-10 at a location south of the Selma Highway Overpass. The goal for this slip-ramp is to relieve the congestion on the Florence Boulevard interchange and provide a more direct route by extending this one way ramp to an intersection with Resort Parkway North. Users would then have the option to turn left (south) to the overpass and into the Dreamport Villages Casa Grande

Project, continue straight (west) to Mitchell Road, or turn right (north) to Selma Highway and beyond to the other future development along the Parkway. This proposal also assumes that ADOT will support/require the closing of the southbound off-ramp at Jimmie Kerr, which is already within their long term plan when the system interchange for I-10 and I-8 is constructed. Regional traffic relying on Jimmie Kerr Boulevard will still have access to the east half ramps at Jimmie Kerr & I-10 for northbound traffic. Please refer to **Exhibit 6** Master Circulation Plan that illustrates this north side circulation.

There will be additional vehicular routes providing secondary project access:

1. Village Springs Boulevard: intersects Resort Parkway North at the main entrance into the project. This collector road will extend through DVCG-North and in a later phase continue under or over I-8 to Resort Parkway South. This same collector road (Hatfield Road) will continue west from Resort Parkway North to Peart Road and in a later phase, the Project will request that this road be extended to Trezell Road providing secondary access to Interstate 8.
2. Resort Parkway South: aligns with the south side I-8 and will provide users with a secondary route to the interchange at I-10 and Sunland Gin Road.
3. Developers for each phase of the Project will submit development plans for review and approval as represented in the Traffic Impact Analysis required with the first phase of development and under the terms of the Development Agreement.
4. Future project circulation may also be enhanced with a proposed Amtrak Station to be included with the next phase of development.
5. The "Trading Post" property (APN 511-32-005) is situated outside this PAD at the very northeast corner of the Project. Access is available only from the Cox Road grade crossing over the UPRR on the south side of Jimmie Kerr Boulevard. As indicated previously, the UPRR, ADOT, and the City of Casa Grande are in favor of eliminating this existing grade crossing in exchange for the proposed Resort Parkway North overpass. In order to provide legal access, the first phase of site development will include a dedication of a roadway easement from either Village Springs Boulevard or from the proposed roadway accessing the Amtrak Station (Henness property). The final determination of the alignment and appropriate improvements to be included with the first phase subdivision plat and/or map of dedication for the public streets.
6. The "Henness" property (APN 511-21-016) is also outside this PAD and outside the corporate boundary for Casa Grande. Annexation into the City and subsequent modification of this PAD Amendment will occur following the approval of this current application. As illustrated on the Master Land Use Plan and the Master Circulation Plan, Village Springs Boulevard will 'connect' at the southwest corner of the Henness property and thereby proving legal access.

3.5 San Carlos Irrigation & Drainage District

Integral to the Project will be water based amenities. The primary source of water for these amenities relies on the surface waters available from the San Carlos Irrigation and Drainage District (SCIDD), treated effluent waters from the Project's Waste Water Treatment Plant (WWTP), groundwater drawn as an effluent credit, and other acquired surface waters that can be wheeled in through SCIDD's canal system. There will be a separate analysis addressing the legal use of these water sources that will be prepared for the first phase of site development. Plans call for a water taxi system that can transport guests from parking areas to the Resort, to the Extreme Sports Complex, to the Adventure Zone, and to the future Amtrak Station. Waters sports will include 2 wake board cable systems on an approximate 7.5 acre lake treated for full body contact. The source of water supporting this lake may be a combination of the treated effluent water from the WWTP as well as stored groundwater that is drawn as an effluent credit. To maintain the water quality for "full body contact" it will be necessary to design the Lake with supplemental filtration and chemical systems to guarantee proper maintenance and standards of the Lake that may include: hi-rate sand filters, oxygen/aeration systems, UV and ozone purification systems, and water circulation and skimming methods for large bodies of water. There will be a second and separate 12-15 acre lake to be used by SCIDD as a "regulating reservoir" to balance downstream flows in their primary service lateral. This reservoir will be used primarily as a visual amenity for the resorts and water taxis. The Project will develop a network of water features with canals and adjacent walkways which will be integral to the pedestrian experience.

SCIDD has qualified that as long as these water features are designed as a storage reservoir(s) used as a means to balance irrigation demands throughout the downstream network, then the State's restrictions limiting surface area will not apply. SCIDD has been planning for this type of reservoir which the Project has been able to capitalize for the benefit of the both the Project and SCIDD. Because these storage reservoirs are situated outside SCIDD's service boundary, the Project cannot draw water for use, but the reservoir can serve as a visual amenity and be used for recreational activities. With SCIDD's approval, the Project may elect to acquire additional water from other sources and "wheel" that volume through SCIDD's upstream canal into the storage lakes and water features, which can be used by the Project. SCIDD will require service access along both sides of the canal with one side sized for maintenance equipment during their one month dry-down season. Subject to SCIDD's approval criteria, the storage reservoir waters may be comingled with the Project's Class 'A' effluent water and returned to the canal system for use by the farmers downstream.

Ownership of the lakes, canals, and related water features may be transferred to SCIDD or to the City of Casa Grande, subject to the terms of a Development Agreement. Long term maintenance of these facilities will remain with Dreamport Villages Casa Grande.

3.6 Land Use Summary

Resort Commercial – Net Developable:	528.6 Ac
Future ADOT ROW	89.4 Ac
<hr/>	
Total Gross Land Area of DVCG-North PAD :	618.0 Ac

Open Space 15% x 528.6 Ac =79.3 Ac

3.7 Permitted Uses

DVCG-North will be developed in accordance with all land use regulations and development standards applicable to the City of Casa Grande Zoning Ordinance, except as amended by this PAD Amendment. All development will be subject to Major Site Plan and Preliminary Plat review and approval by the Planning Commission. Final Plats shall be submitted for review and approval by the City Council. All other development standards will be in accordance to City Code requirements. The following are uses permitted within DVCG-North of which no single use may occupy more than 40% of the gross land area of the PAD.

Amphitheater: Indoor & Outdoor; musical concerts, theatrical, and variety events with convenience uses; snack bar, restrooms. (PS-5,6,7)
Amusement Park – Commercial type with amusement rides and attractions for daytime and nighttime use including: amusement park style rides including but not limited to roller coasters, dark rides, and observation decks. (PS-1, 5,6,7)
Animal boarding facilities within enclosed structures. (PS-4,5,6,7)
Banks and other financial institutions. (PS-4,5,6,7)
Commercial Recreation – Indoor & Outdoor: motor sports, off-road vehicles, exotic cars, racing, go-karting, obstacle course attractions, skateboarding, wakeboards, water skiing, inflatable water slides, surf pools, boat, jet ski, water jet packs and similar devices, snow and ice activities including skiing, sledding, tubing, skating, extreme sports, swimming, scuba diving, rock and wall climbing, ziplines, arcade, canoe rides, live shows, stunt shows, animal shows., and various augmented and virtual reality attractions, simulation rides Variety and musical shows, haunted house type attractions, plays, ice-capades, circus, light shows, fireworks, pyrotechnic, concerts, including but not limited to other entertainment park attractions, etc. (PS-4,5,6,7))
Convenience food store with fuel islands. (PS-2,5,6,7)
Daycare Center; (PS-3,5,6,7)
Delicatessen and catering establishment. (PS-4,5,6,7)
Dry cleaning and laundry - Commercial type. (PS-4,5,6,7)
Food Sales from Vendor Carts. Pre-processed foods only.
General service uses including business, personal and professional service. (PS-4,5,6,7)
General Retail businesses engaged in direct sales to the ultimate consumer, including internet sales. (PS-4,5,6,7)

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Hotel and Time share and/or fractional ownership units limited to 30 day periods, renewable. (PS-4,5,6,7)
Medical, dental or health clinic. (PS-5,6,7)
Motel (PS-4,5,6,7)
Offices, professional & administrative (PS-5,6,7)
Parking Garage and Offsite Parking Lots (PS-5,6,7)
Passenger Rail Service: Railroad Station with convenience uses (PS-5,6,7)
Product development and testing activities. (PS-4,5,6,7)
Public buildings (PS-4,5,6,7)
Public Utility Facilities: water wells, water treatment, water storage, electrical substations, gas regulating stations, waste water treatment / package / pre-engineered plants, energy production off-grid: solar, wind, geothermal, gasification/pyrolysis, bio-digester. etc. (PS-4,7,8)
RV Park for overnight guests and short term stays not to exceed 30 contiguous days. (PS-5,6,7,10)
Recycling Facility primarily as a feedstock source for generating electricity for the project. (PS-4)
Resort/Hotel: guest rooms with conference facilities, restaurant, lounge, entertainment, and multiple recreational amenities. (PS-5,6,7)
Restaurants, with or without drive-thru, (PS-5,6,9)
Schools, Public or private. (PS-5,6,7)
Specialty Retail Sales only for equipment used and tested within the Project, including: electric vehicles, boats, bikes, etc.. (PS-4,5,6,7)
Studio for Movie, Television, and Radio; including communication and broadcasting. (PS-4,5,6,7)
Tavern, bar or lounge (PS-5,6,7)
Transportation-water taxis, trolley (rail and tires), tram, electric vehicles and charging stations, autonomous vehicles, buses/shuttles, monorail (any speed), horse drawn carriage. (PS 5 & 6)
Warehousing / Distribution (PS 4, 7, 10)

3.7.1 Performance Standards

The performance standard requirements are outlined in the table below.

PS-1 Amusement Park Structures for amusement rides and attractions including observation decks may be up to 400 feet above grade.

PS-2 Convenience Stores with Fuel

- A. Pump stands shall be set back not less than twenty-five feet from any street right-of-way, not less than forty feet from any non-street property line, and not less than one hundred feet from any residential district boundary.
- B. Interior curbs of not less than six inches in height shall be constructed to separate driving surfaces from sidewalks, landscaped areas and street rights-of-way.
- C. Site improvements such as buildings or structures (permanent or temporary) shall be separated from any residential zone by at least fifty feet. Parking areas shall be separated from any residential zone by at least fifteen feet.

PS-3 Day Care Centers - involved in the care of minor children shall provide a minimum of seventy-five square feet of outdoor play space per child shall be provided, from which at least fifty square feet of fenced-in play space per child shall be provided, or as prescribed by the Arizona Revised Statutes. Fenced-in outdoor play space shall not include driveways, parking areas or land unsuited, by virtue of other usage or natural features, for children's play space.

PS-4 Exterior storage of goods and materials must be screened from view from adjacent properties and rights-of-way by a screen wall a minimum six feet (6') in height. Screen walls must complement the architectural materials and colors of the primary structure and/or Project and be screened from adjacent properties by a landscape buffer with indigenous trees planted 25' on-center, or as determined during Site Plan and Landscape Plan review.

PS-5 Landscaped walkways within the parking lots are required to reduce the impacts of parking areas and increase pedestrian accessibility. Emphasis on landscaping will be oriented at the driveway entrances and where pedestrians are directed along walkways and crosswalks. Landscaped planters must be located along the walkways in front of the buildings.

PS-6 Decorative masonry screen walls: minimum three feet in height, are required to screen all parking areas. Columns and horizontal stagers are required to reduce the linear appearance.

PS-7 Loading docks and building service areas: must be oriented away from the freeway and public streets to mitigate visual and noise impacts. Loading docks and building service areas must be screened from public view with a combination of landscaping and decorative masonry screen walls.

PS-8 Public Utility Facilities: shall be located in enclosed secured areas not fronting on arterials or collector streets and shall be screened by walls, fencing, landscape hedges, and subject to site plan approval.

PS-9 Restaurant with drive thru: drive-through aisles should be at least 10 feet wide and provide adequate on-site queuing distance to accommodate 5 cars (150-feet) before the first stopping point (e.g. menu board, teller window, and automatic teller machine).

PS-10 RV Parks & Warehouse/Distribution Uses: The total net land area for each of these uses is limited to a maximum of 10% of the gross PAD land area.

3.7.2 Permitted Accessory Uses

1. Uses of land or structures customarily incidental and subordinate to one of the permitted principal uses, unless otherwise excluded.
2. Temporary construction offices with the approval of a Temporary Use Permit.
3. Outdoor Storage of goods and materials must be screened from view from adjacent properties and rights-of-way by a screen wall a minimum six feet (6') in height up to eight feet (8'), and an eight foot (8') landscape buffer with indigenous trees planted 25' on-center. Screen walls must complement the architectural materials and colors of the primary structure. Final details to be determined during Major Site Plan and Landscape Plan review.
4. Electricity Generator - Bio-Digester - Closed loop energy system (processed solid waste and processed sludge from the Waste Water Treatment Plant (WWTP) into electric energy). Residual is reprocessed to WWTP and/or local farmers. Facility will be within enclosed structure and/or under canopy. Screening and landscape buffers to be determined during Major Site Plan and Landscape Plan review.

4 SITE DEVELOPMENT STANDARDS

Dreamport Villages Casa Grande-North shall be developed in accordance with the following PAD standards for lot configuration, building and landscape setbacks, and building heights.

4.1 Dimensional Requirements and Bulk Regulations

<i>Bulk Regulations:</i>	Retail & Restaurants	Resorts, Hotel,	Motel	Amusement	Whse/Dist, Public Fac.
		Office & Time Share		Park Structures	Pkg Garage, other uses
Minimum Lot Width:	125'	250'	150'	250'	100'
Minimum Lot Depth:	150'	350'	200'	300'	125'
Maximum Building Coverage:	35%	35%	35%	NA	NA
Maximum Building Height ⁽¹⁾ :	60'	260'	150'	400' ⁽⁵⁾	50'
Minimum Building/Structure Setbacks: from Property Line⁽²⁾					
Front :	30'	40'	30'	50'	30'
Interior Side:	15'	30'	25'	20'	15'
Rear :	10'	30'	25'	20'	10'
Street Side :	20'	30'	30'	50'	25'
PAD Perimeter Building/Structure Setback (1)					
	Equal to Building. Ht.	same	same	same	same
Minimum Landscape Setbacks: from PL to Parking^{(3) (4)}					
PAD Perimeter	30' ⁽⁴⁾	30'	30'	30'	30'
Arterial Streets:	30'	30'	25'	25'	25'
Other Public Streets	20'	20'	20'	20'	20'
Side:	10'	15'	10'	15'	10'
Rear:	10'	20'	10'	15'	10'
Minimum On-Site Landscape					
Per Lot	12%	25%	15%	20%	10%
Total DPCG-North	15%				

Notes - Dimensional Requirements and Bulk Regulations

(1) Maximum Building Height shall be to the top of parapet walls, mechanical screening, and architectural embellishments, such as cupolas, domes, monuments, and towers. Parapet walls, mechanical screening elevator penthouses and architectural embellishments shall be limited to 10' above the roof line. Reference building height shall be the curb elevation at or near the center of the adjacent front property line.

For any building/structure that is 150 feet or greater in height shall have minimum setbacks equal to base minimum setback plus an additional foot for every one foot of height over 150 feet.

(2) Parking, circulation and maneuvering shall be allowed within Minimum Building Setbacks, but shall not be allowed within Minimum Landscape Setbacks.

- (3) Driveways and walkways shall be permitted to cut across Minimum Landscape Setbacks.
- (4) For rail served property, the landscape setback may be reduced to 0'. For lots with side or rear yards adjacent to UPRR, but without rail service, the landscape setback is 10'.
- (5) Maximum height for amusement park structures, subject to FAA clearances. Approved height up to the maximum is to be determined at the time of Major Site Plan consideration by the Planning Commission.

4.2 Off-Street Parking

All required parking for all uses shall be satisfied on-site in conformance with City of Casa Grande's Zoning Ordinance and shall satisfy the on-site parking requirements found within the City Code. Shared parking on adjacent parcels is permitted subject to preparing a shared parking study to be approved by the City of Casa Grande's Planning Director. On Street Parking shall be allowed in the Commercial and Resort Components of the Dreamport in order to foster a more active and convenient street scene and uses, but shall not be included in the requirements for on-site parking.

4.3 Site Design, Grading, and Drainage

DVCG-North faces a number of unique site design and engineering challenges. Since the project will be designed to be very interactive, site grading and drainage will be sensitive to areas of use, their function, and aesthetic criteria. Some of the unique aspects and challenges include:

- Site Grading & Drainage:
The entire site drains to the northwest and this general pattern will be maintained. To manage storm water, retention basins will be distributed throughout the Project and the Storage Lake will be designed with additional freeboard to hold a large volume. These retention basins will be designed to hold a 100-yr, 2-hr storm event. Drywells will be installed throughout these areas as part of the solution. A Preliminary Drainage Report will be prepared for the first phase of development and processed with the Final Development Plan / Major Site Plan addressing off-site flows coming into the PAD area, Floodplain resolution, and on-site drainage conditions.
- Floodplain:
Approximately 200 acres within the northeast area of the PAD is within a 100 year floodplain and designated Zone 'A'. The Flood Insurance Rate Map No 04021C1555E indicates that the federal government has determined that this area will be inundated during a one hundred-year flood. These areas are called, collectively, "special flood hazard areas" (Refer to **Exhibit 10**). The first phase of site development will include a Preliminary Drainage Report and Floodplain Analysis in accordance with the City's Special Flood Hazard Area regulation (17.40.030). New topography mapping will be the basis to prepare these analyses as required to support site development and site plan approval.

5 PHASE 1 DEVELOPMENT

As with most projects of this scale, there are some challenges to preparing the property for development. Of the many site development and local infrastructure requirements necessary to qualify the property as “shovel ready”, access into the Project is the most significant challenge. Current access to this Property exists from one location, an intersection off the south side of Jimmie Kerr Boulevard at Cox Road. To appropriately address the necessary access for the projected volumes, the Project will construct freeway access and internal circulation in accordance with a Traffic Impact Analysis prepared for Phase 1.

The Project scope of Phase 1 is still to be determined, but at a minimum is expected to include the following:

5.1 Arizona Extreme Sports Park (AESP) Overview

- AESP also known as “The Block” will include a mix of immersive, experiential activities (Adventure Zone) bound together in a themed facility and will also include various entertainment venues and live shows.
- Main venues will include Motor Sports with Exotic Car Driving Experiences on a Formula One style race track, 4 challenging Go Kart Tracks; Waters Sports including 2 wake board cable systems on an approximate 7.5 acre lake, and Skill Sports such as Zip lines and Rock Climbing.
- The Adventure Zone which will combine the best children’s, family and thrill rides.
- Amusement business data collected by IAAPA indicates that on average, North American families will visit a full-featured family amusement center 3.2 - 4.6 times per year.
- The amusement park and arcade industries are projected to grow at approximately 5% per year through 2020.
- AESP which includes cable wakeboarding had 3.23 million participants nationally in 2015, of which 1 million were frequent participants.
- The projected land area is approximately 176 acres.

5.2 Resort Hotel and Indoor Waterpark Overview

- Within DVCG-North, there will be a full service Resort Hotel immediately adjacent to an indoor water park. Other amenities may include conference facilities, restaurants, lounge, venues for both indoor and outdoor family entertainment facilities, swimming pool and spa, video entertainment and video arcade, retail, day spa, and other guest services and facilities. The Resort Hotel will be adjacent to the lake and will have access to the canal taxiway. It will also be proximate to the other areas of commercial entertainment and the Extreme Sports Park.

- Occupancy rates start out on the lower end at 65% and gradually build up to 85% over a five-year period as the Park becomes more established. Average daily rates are competitive with higher-end hotels in the target market area.
- According to CBRE Econometric Advisors, the greater Phoenix hotel market and hotel values are expected to maintain their strong upward trajectory as the market seeks to return to pre-recession levels.
- High performing submarkets in the Southeast Valley, such as Tempe and Chandler, are expected to experience the largest influxes of new supply in the coming years, largely due to their rapidly expanding employment bases.

5.3 The Village Marketplace – An Outdoor Retail & Entertainment Zone Overview

- Within The Village Marketplace there will be 2 retail components surrounding a 12-15 acre Lake and Canal system used for water taxi transportation. On the ground level will be 100,000 SF of retail accompanied by 20,000 SF of office space on a second floor.
- Retail space will be leased at the rates consistent with the upscale market in the Phoenix area. Retail space occupancy rates are projected to increase from 70% in Year 1 to 95% in Year 5.
- Revenue (in current dollars) for retail trade in the U.S. is forecast to grow at an annual compounded rate of 5% between 2015 and 2019.
- The U.S. extended-stay market has been performing well in recent years, and is gaining popularity among developers and investors.
- Upper-scale extended-stay hotels performed well in occupancy, ADR and RevPAR. These trends correspond with the increased demand in the most recent three years. For 2014, the overall occupancy was 78.2%.
- The Village Marketplace also has room for additional hotels (future development).

5.4 The Gated RV Park / Restaurant / Motel Overview

- The Gated RV Park is an upscale facility with up to 240 spaces.
- Each space will include a Gazebo and Storage/Garage unit.
- Guests will have access to a community pool, clubhouse and laundry facilities.
- Immediately adjacent to the Gated RV Park will be a full service restaurant and mid-scale motel.

Please refer to **Exhibit 11**, that includes a series of illustrations that suggest the character and scale of the Destination Resort, Water Park, extreme sports venues, the Entertainment Retail areas, a the gated RV Park, and many other pictures of the supporting amenities that will eventually define Dreamport Villages Casa Grande North and South.

6. ARCHITECTURAL DESIGN GUIDELINES

Architectural Design Guidelines are intended to serve the Project, interested 3rd party developers, tenants, design teams, and City Staff with general design criteria for the Project. The Guidelines will be prepared by the Owner and used by City Staff as the means to manage the approval process the various applications associated with the Project.

6.1 Architectural Design

An overall architectural design theme will be specified for the development with the first phase of site development. The Guidelines will be prepared by the Owner at the time of the first Major Site Plan or Preliminary Plat submittal for the consideration of approval by the Planning Commission. The goal of the architectural standards is to encourage a variety of architectural styles while prescribing certain elements and materials that will provide architectural identity and harmony throughout the development. Architectural embellishments and detailing such as textural changes, piers, pilasters, offsets, recesses, and color combinations shall be encouraged to create interesting building facades that provide character to large buildings, provide identity to the building and building entrances, and create a sense of human scale and comfort.

6.2 Property Owners Association / CCR's

The Owner will create a Property Owners Association (POA) that will enforce the covenants, conditions, and restrictions (CCR's) to be recorded with the Final Plat for the first phase of site development. The primary function of the POA will be to serve as the Architectural Design Committee (ADC) to establish pre-development design criteria with prospective users and to manage and maintain the common area amenities associated with the Project.

6.3 Maintenance Responsibilities

Owner/Developer shall initially maintain Common Areas within the Project and any improvements thereon. At such time as the POA is created, the Developer may transfer Common Area maintenance responsibilities to the POA, who shall perform such duties pursuant to the Project Covenants. All common area improvements installed with any phase of development will remain the responsibility of the POA until such time that adjacent on-site development occurs and those defined common area improvements and maintenance responsibilities can be transferred to the individual lot owner(s).

6.4 Building Material

A wide variety of building materials may be used to define the architectural theme. All buildings located within the Project shall be architecturally styled to achieve harmony and continuity of design. Building elevations shall be coordinated with regard to color, texture, materials, finishes, and form. All signage shall be integrated into the building

design. Side and rear walls of buildings or structures shall be coordinated with the front walls and those publicly visible portions of the side walls.

6.5 Color Coordination

All exterior colors, materials, and finishes for the principal structure must incorporate “earth tones” to achieve design conformity. Accent features may incorporate other colors, materials, and finishes used to express unique design elements, corporate logos, and/or color.

6.6 Loading Areas

All truck loading or loading docks shall be located at the rear or side of the buildings, and shall be screen with a combination of six foot (6') screen walls and tree massing spaced to effectively screen public views.

6.7 Refuse Collection Areas

All outdoor refuse facilities shall be visually screened from streets and adjacent property. These refuse facilities shall have minimum six feet (6') high screen walls along with decorative access doors and shall follow the project's design theme approved by the ADC and the City of Casa Grande.

7 PROJECT LANDSCAPE / OPEN SPACE / TRAILS

7.1 Landscape Theme

The selection of plant material to be prescribed for perimeter of the PAD, the streetscape, and within the required front yard setbacks shall be trees, shrubs, groundcovers, grasses, and accents be selected from the Arizona Department of Water Resources Low Water Use / Drought Tolerant Plant List for the Pinal Active Management Area (Pinal AMA). A Master Landscape Theme will be prepared for both perimeter and on-site development regarding plant material, layout, quantities and sizes. Proposed landscape standards for the project will equal or exceed the size and quantities of plant material referenced in the Casa Grande Development Code. Details of the proposed landscape theme with layout, quantities and sizes of plant material will be submitted for review and approval by the Planning Commission at the time of the first Major Site Plan Submittal.

7.2 Streetscape

In order to create a uniform appearance throughout the development, a typical street frontage landscape theme will be proposed and submitted for approval. The goal of the street frontage landscape is to unify the development while providing safety and comfort for pedestrians, and a visual experience for Project guests. Except as modified herein, the size and quantities of plant material for the streetscape shall conform to the landscape standards in the Casa Grande Zoning Ordinance and the Engineering Design Standards for public streets at the time of development for each phase. Details of the final layout with quantities and sizes of plant material will be resolved during the Final Development Plan/Major Site Plan Approval.

7.3 Open Space / Trails

The amount of landscaped area / open space for the Project shall equal or exceed an overall value as defined under the Open Space Requirements of this PAD which represents a minimum area of 15%. The Project Landscape shall include: landscape setbacks, parking lot landscaping, individual or shared retention basins, parkway landscaping, foundation planting areas, and all other areas of the project site not containing buildings, structures, or pavement.

Dreamport Villages will develop a pedestrian network that will facilitate on-site circulation for users connecting the various recreational venues with parking areas and the many hospitality projects and open space amenities with walkways. This network of walkways will also connect with Casa Grande's Linear Park – Casa Grande Canal Segment LP-3. The City of Casa Grande Regional Trail System Master Plan indicates that this segment of the Linear Park follows the Casa Grand Canal along the west side of the PAD and is intended to align with the what was to be Henness Road extending north over the UPRR and Jimmie Kerr Boulevard, then southeast along the north side of Jimmie Kerr Boulevard to Cox Road where it turns north as the next segment LP-2. Within this PAD,

this LP-3 segment follows the same alignment from the west but instead of turning at Henness Road, it will now align with Resort Parkway North and extend over UPRR and Jimmie Kerr Boulevard before turning to the southeast. The City's typical cross-section indicates 100' in width up to a ¼ mile. The first phase of site development will necessarily include a design analysis that will locate trail intersections with Dreamport Villages and will modify width and improvements based on proximity to public streets, canals, and bridge structures. Except for ADA qualified users on motorized carts using hard surfaced walks, the pedestrian trail network is intended for non-motorized use. Portions of these trails may be improved for multi recreational uses and storm water retention. Details of which will be approved as part of the Major Site Plan process.

Recognizing the importance of pedestrian circulation will be a trail network that will align with and reflect the typical trail plan for Casa Grande's Linear Park – Casa Grande Canal Segment. This is a City wide trail network that follows the various canal networks permitting public access. There will also be a pedestrian network incorporated into the project that links internal pedestrian walks with the trails along the canal and to the sidewalks along the public streets. The connectivity of the pedestrian network will be a critical design feature that can facilitate circulation throughout the Project. Details of the final layout will be submitted for review and approval by the Planning Commission at the time of the first Major Site Plan Submittal. Refer to **Exhibits 6A, 6B, and 6C** for the location of this portion of the Linear Park (LP-3).

8 PROJECT SIGNAGE

A Comprehensive Sign Plan shall be prepared in accordance with the provisions of the Casa Grande Sign Code, and documented in the Development Agreement. The Comprehensive Sign Plan (CSP) and any amendments thereto shall be submitted for review and approval by the Planning Commission, and may be processed separately and in advance of the PAD Final Development for Phase 1. The CSP will include the location, size, height, color, lighting and orientation of all proposed signs. Project identity signage shall be oriented to take advantage of the interstates' exposure and may include one or more digital pylon structures with events and activities listed.

Of particular importance and because of the type and scale of the Project, off-premise signage will be critically important to direct the large number of visitors to the project, which could exceed 5 million in the first full year of operations beginning 2020. These off-premise signs could be billboards used for project identification, event information, and to direct traffic to access points off Interstates 8 and 10. The CSP may include design proposals for the number and location of freeway and off-premise signs and will further qualify all signs based on: type, size, location, illumination, and height that will be typical for the Industry and shall meet State and ADOT requirements.

9 PROJECT INFRASTRUCTURE & UTILITIES

9.1 Pedestrian Circulation

Developer shall provide eight foot (8') minimum meandering sidewalks along Resort Parkway North between I-8 and the south side of the overpass for the UPRR/Jimmie Kerr Boulevard, as well as along Village Springs Road between Resort Parkway North and the north side of I-8. West of Resort Parkway North, Village Springs Road, the meandering sidewalk width will be six feet (6') through the project. All other interior streets within the Project will have six foot (6') sidewalks constructed along both sides in accordance with the City's standard design criteria at the time of construction. The service drives along the canals shall also be used for pedestrian circulation finished with ¼" minus decomposed granite with appropriate subbase improvements and compaction for service trucks and maintenance equipment. Accessible ADA paths and sidewalks shall be provided from the parking areas to the building entries as required by applicable codes.

9.2 Street Improvements

Street improvements will be constructed per City of Casa Grande standards and in conformance with the approved Traffic Impact Analysis. Dedications for rights-of-way will occur with the Final Plat or with a Map of Dedication and will be of a width required in the approved TIA.

Street lights shall be installed to satisfy Engineering Department design criteria for foot-candle distribution along streets, crosswalks, and pedestrian corridors. Owner shall reserve the right to use non-standard equipment and fixtures that are more consistent with the Final Design Guidelines for DVCG-North, subject to approval of the Final development Plan / Major Site plan and public improvement permit plans associated with the Final Plat..

9.3 Water Service

The Owner and Project Team have been meeting with the Arizona Water Company to establish the development criteria for long term domestic water services for both DVCG-North and DVCG-South. The project area is within the CC&N service of the Arizona Water Company, and there is an existing Analysis of Assured Water Supply issued by ADWR (**Exhibit 7-B**) for Center Point of the Southwest that extends through July 2018. Based on the current Analysis of Assured Water Supply, the Project has available water rights that are more than adequate for the full build-out. Please refer to the Water Service Report prepared by Cottrell Engineering Consultants included with this application. The Project will be implementing additional water analyses as well as applying for a 5 year extension of the Analysis of Assured Water Supply. Following the approval of this PAD Amendment, the Owners intend to initiate the process to convert

the Analysis into Certificates for the 100 Year Assured Water Supply, subject to ADWR's current application process. The Owners intend to acquire additional surface water rights and are finalizing negotiations with the Gila River Indian Community to lease water that will satisfy the development requirements to initiate site development. Subsequent applications for zoning and subdivision plats will qualify and quantify these sources. The Project is located within the Pinal Active Management Area and all requirements for establishing assured water rights apply as conditions for approving Final Plats. In addition, the Pinal AMA requires the use of low plumbing fixtures and low water use plant material throughout the Project.

There is an existing 12" water line within the Project that extends along the Cox Road alignment and continues under I-8 to the south. Although there are other potential connections for water service north of Jimmie Kerr Boulevard, the required volume for the Project dictates a larger more comprehensive solution involving storage tanks and pump stations to satisfy demand for domestic and fire services. Details of the final layout and associated improvements will be dictated by the Arizona Water Company who will establish locations for water infrastructure facilities, which may occur on-site and off-site based on the area requirements surrounding the PAD. If there is a decision to place a 'water campus' on-site, the preferred location will be along the north boundary where the waste water treatment plant and electrical substation are also being planned. The location, service access and buffering will be included with first application for Major Site Plan Approval. These facilities will be installed by the Project and be dedicated to and maintained by the Arizona Water Company.

9.4 Sanitary Sewer Service

In previous meetings with Kevin Louis, the Public Works Director for the City of Casa Grande, it was determined that the required services for sanitary sewer would involve the extension of an oversized sewer line from the existing WWTP, approximately 11 miles to the Project, a prohibitive cost. In accordance with Kevin's recommendation, the Project will be using a "pre-engineered or package treatment plant" that will be designed for the full buildout of the project. This wastewater facility will be designed initially for approximately 600,000 gallons/per/day (gpd), and modules added as the project development expands. The project intends to design the system for all gravity flow which will place the facility along the north side of the PAD boundary. The location, service access and buffering will be included with first application for Major Site Plan Approval. The preferred technology requires a relatively small footprint, requires no chemicals, is odor free, and it produces Class 'A' Water as defined by the Arizona Department of Water Resources (ADWR). This Class 'A' discharge will be used to maintain the volume in the storage lakes as well as a source for landscape irrigation. Details of the final layout and associated improvements within the Project will be included with the Final Development Plan / Site Plan Approval for the first phase of

development. Please refer the Sanitary Sewer Service Report prepared by Cottrell Engineering Consultants included with this application.

9.5 Electrical, Natural Gas, Cable Services

The Project will be responsible to install the “Dry Utilities” including: an electrical substation as projected by APS, the extension of a high pressure natural gas line located approximately 1,500’ northwest on Jimmie Kerr Boulevard, and fiber optic cable from Century Link / Cox Communications. Will serve letters have been received from these utility providers (**Exhibits 7-A, 7-C, and 7-D**).

9.6 Site Drainage

On-Site Grading & Drainage:

The existing condition of the property is relatively flat with the topography falling approximately 16’ from the southeast to the northwest with an average cross-slope of .15%. For retention, storm flows will be distributed throughout the project and held in common area open spaces designed to hold a 100-yr, 2-hr storm event. The SCIDD Regulating Reservoir will be designed with additional capacity to hold the major storm water events. All other areas and individual stand-alone projects will be required to provide their own 100-yr 2-hr storm event retention.

Offsite Drainage: Historic offsite flows from south of Interstate 8 will be routed in drainage channels within easements through the development and will be discharged in historic locations. These flows currently are impeded by the irrigation canal and railroad tracks along the north side of the development. The flows will still create some ponding issues at these locations, but the ponding will be addressed with basins, channels, and overshoots where possible to ensure the flood safety of any proposed adjacent buildings. Storm water retention will be distributed around the individual parcels, and where justified, in subsurface storage tanks. Drywells will be installed throughout these areas as part of the solution. Refer to the attached conceptual drainage information.

A Preliminary Drainage Report will be prepared for the first phase of development and processed with the Final Development Plan / Major Site Plan addressing off-site flows coming into the PAD area, any Floodplain resolution, as well as on-site drainage conditions. Please refer to the Concept Site Drainage exhibits that estimates volume and distribution of storm flows prepared by Cottrell Engineering Group and attached here as **Exhibits 9A, 9B, and 9C**. **Exhibit 10** illustrates the existing 100 year floodplain.

10. CONCLUSION

The Block Sports Company is thrilled to be a part of bringing a world class entertainment and lifestyle project to the City of Casa Grande and Pinal County. We believe we are at the same point today in Casa Grande as was Orlando 50 years ago when Walt Disney first envisioned Disney World. The key difference is Orlando was not one hour away from two separate Major Metro Areas along an Interstate Freeway. It really was the middle of nowhere and without any high-speed roads to get there. Additionally, the ability to evolve through technology during the first 25 years of Disney World was difficult because there were no personal computers, cell phones, wireless communications, fiber or the Internet. Today, technology evolves very quickly and we have the ability to respond to changing market conditions more rapidly. As a result, what took Disney to accomplish in 50 years could be accomplished in Casa Grande in as little as 8-10 years. The Block Sports Company can't accomplish all of this by itself. With the right partners from other business and government leaders, we can be help continue to lay the foundation of what could transform the region into a major destination for both business and tourists while making meaningful contributions to society by helping to develop and promote awareness for feasible technology solutions to the benefit of many communities throughout the western US and beyond. Having fun while doing it only makes the journey more worthwhile.

11 EXHIBITS

1. Vicinity Map
2. Property Ownership Map
3. Existing Zoning and Surrounding Land Uses
4. Legal Description
- 5-A. Master Land Use Plan
- 5-B. Regional Gateway Commerce Center
- 6-A. Master Circulation Plan
- 6-B. Master Trail Plan
- 6-C. Trail Sections
7. A-E. Utilities Will Serve Letters
APS, ADWR, SW Gas, Century Link, ADEQ
8. FHWA – Letter of Approval
9. Drainage Exhibits A, B, and C
10. Floodplain Exhibit
11. Storyboard – Dreamport Villages Casa Grande