



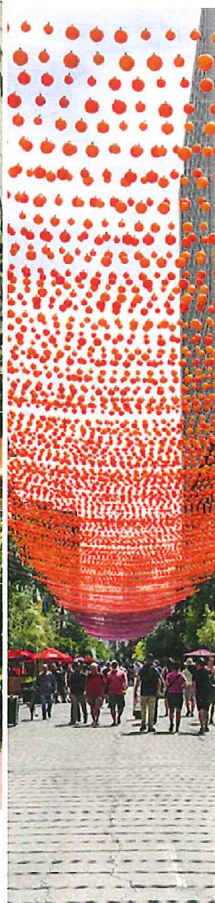
Application

Narrative

Cash Transmittal

Development Standards

South Bridge



RETAIL RESIDENTIAL MARKET WATERFRONT COURTYARDS HOTEL PEDESTRIAN STREET

South Bridge

COLWELL SHELOR LANDSCAPE ARCHITECTURE



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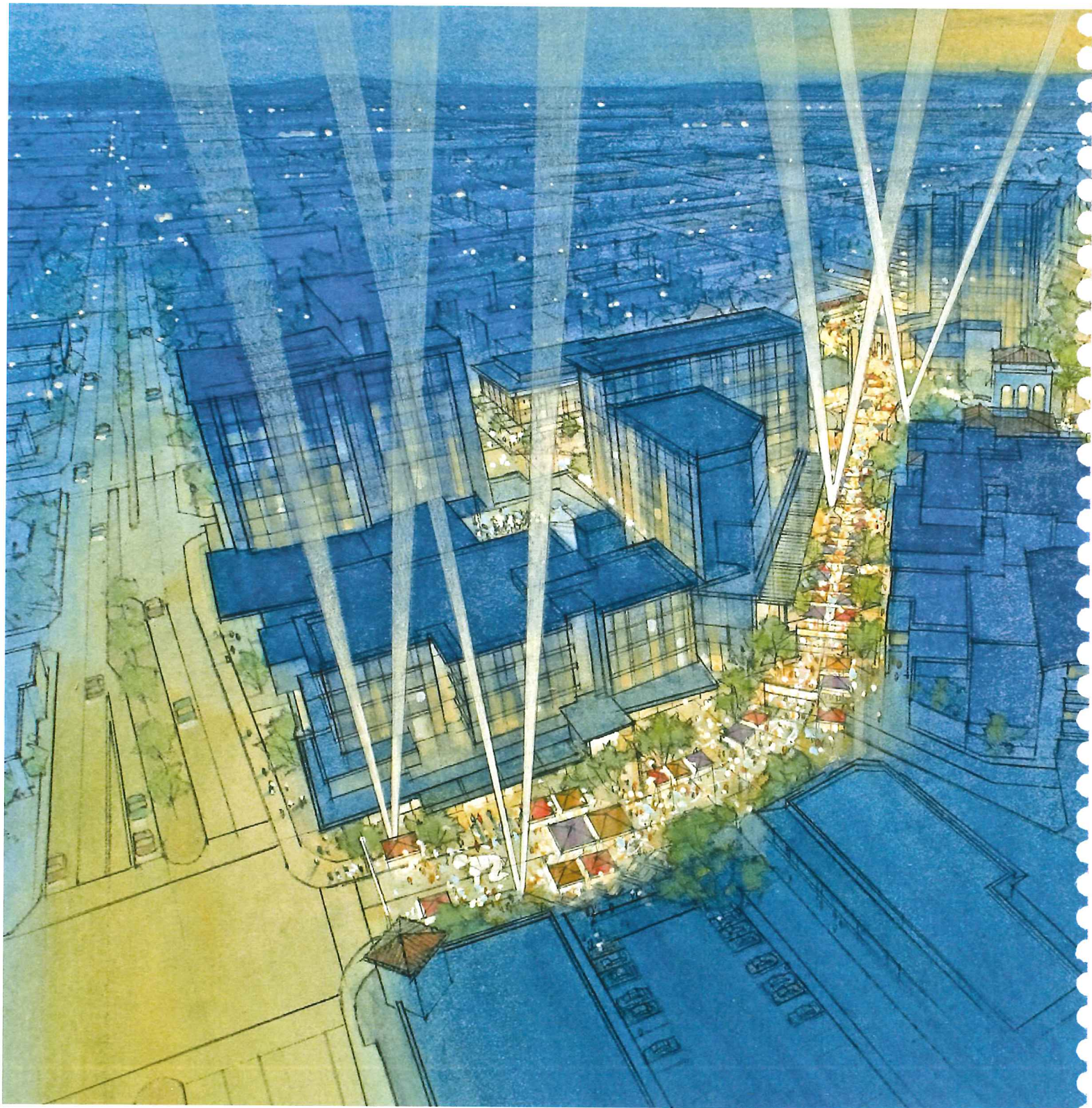
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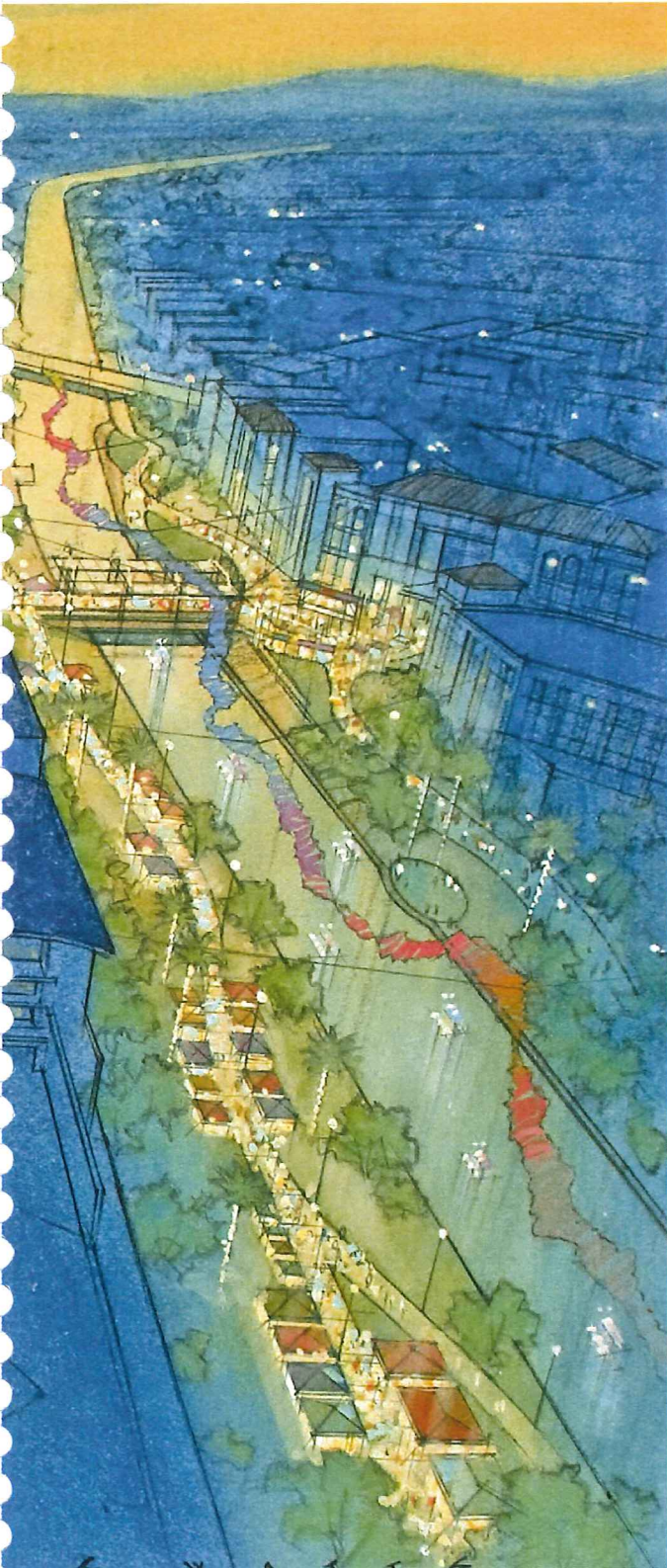
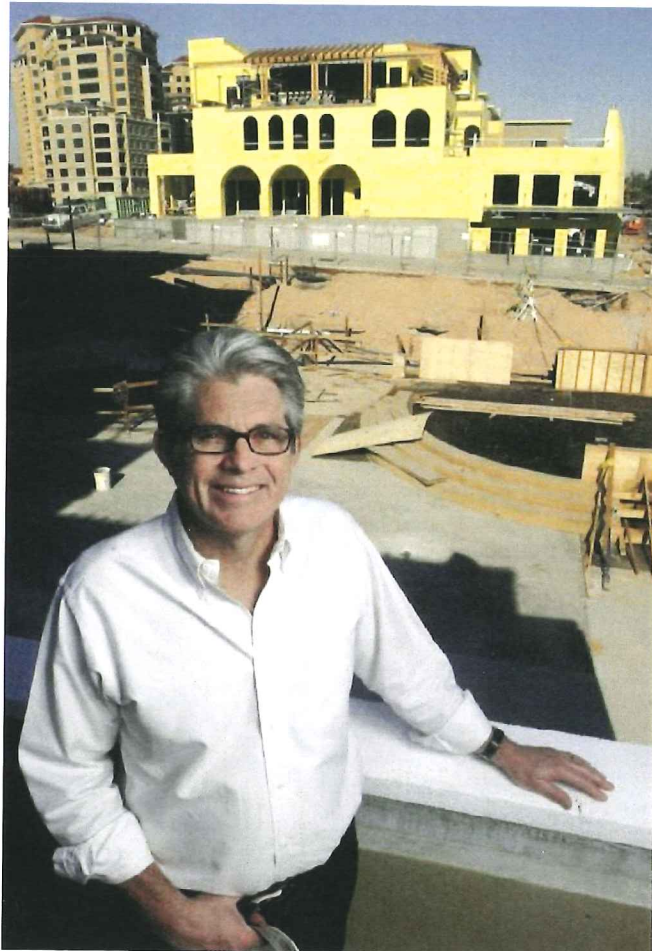


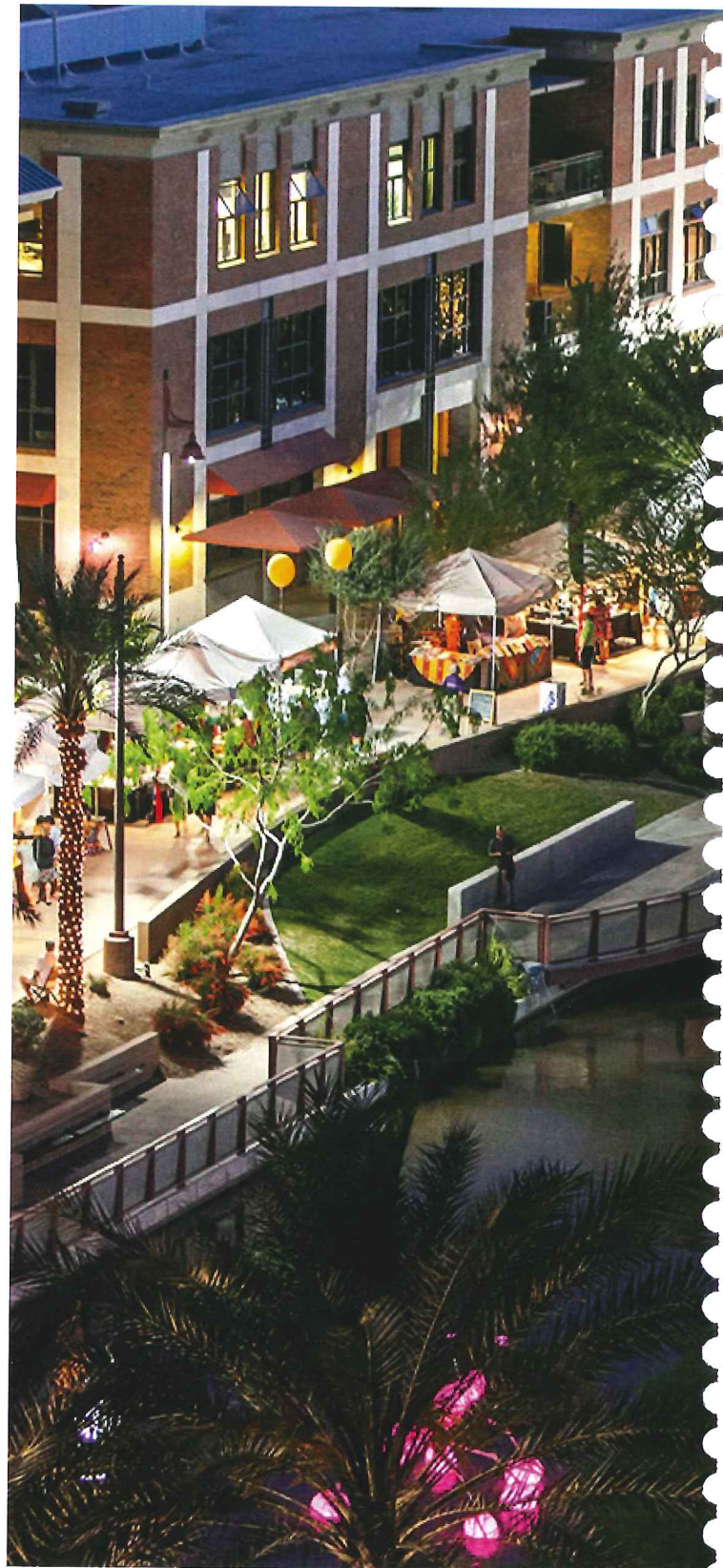
Table of Contents

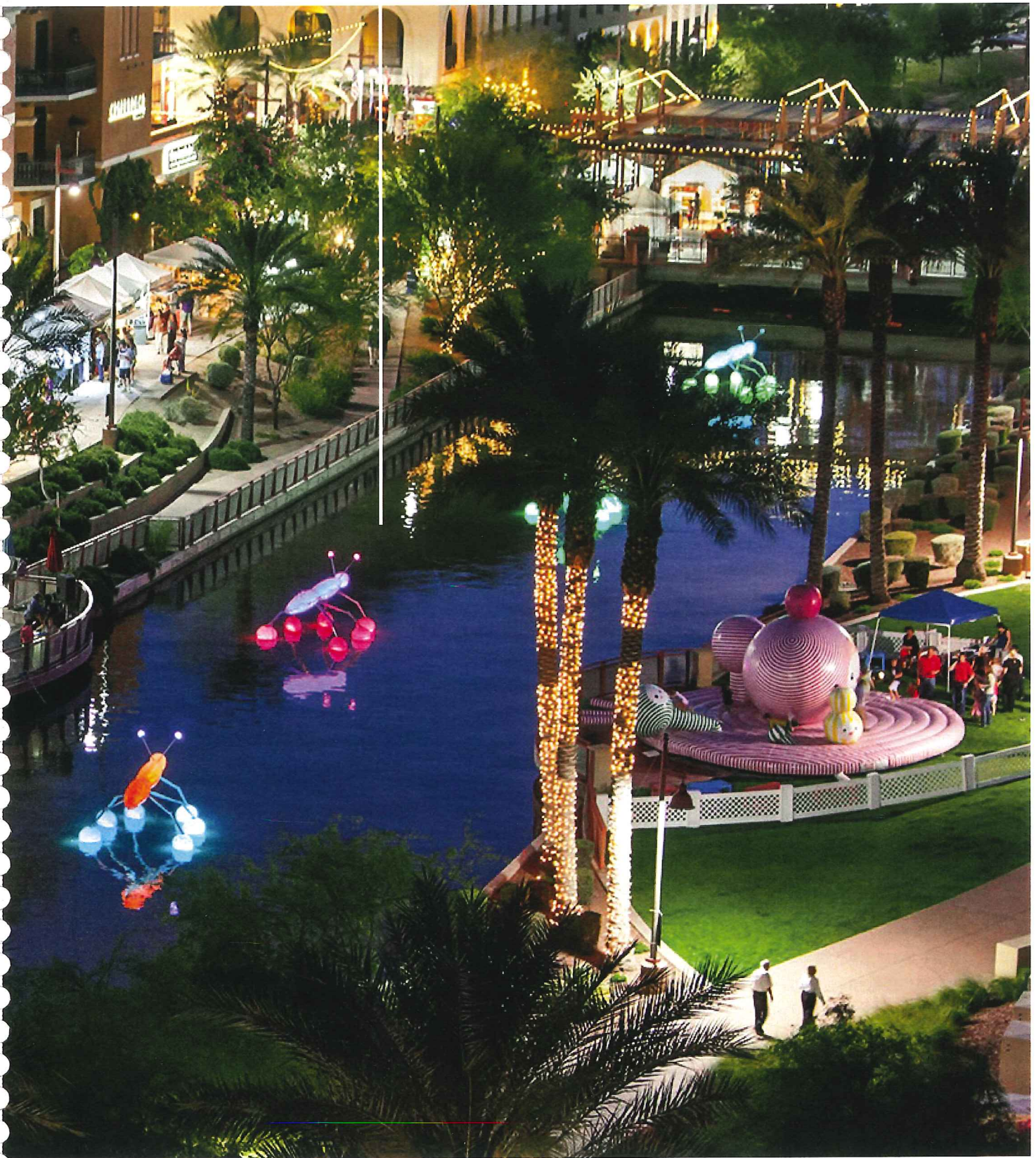
I	Fred Unger Vision and Legacy	04
II	Public Property Inclusion Options	11
III	Commitment to City Vision, Property Description, Current and Proposed Zoning	13
IV	Old Town Scottsdale <i>General Plan Compliance</i>	15
V	Character Plan Compliance	
	a Land Use	19
	b Character & Design	28
	c Mobility	40
	d Arts & Culture	46
	e Economic Vitality	49
VI	Planned Block Development (PBD) and Infill Incentive District	53
VII	Southbridge 2.0 Design	
	a Downtown Urban Design & Architectural Guidelines	61
	b Scottsdale Sensitive Design Principles Amended Development	82
	c Standards Compliance	82
VIII	Summary	85
IX	Appendix	
	a Amended Development Standards	87
	b Economic & Fiscal Impact Analysis	94



Fred Unger Vision and Legacy

In 1987, Fred Unger moved with his wife, Jennifer, and their 4 children to Arizona. Shortly after settling in, Fred went to Scottsdale City Hall to ask about Scottsdale's vision for the downtown. He spoke with City officials and learned that there was a lot of excitement about trying to convert the underdeveloped Arizona Canal utility corridor into an urban amenity. It was clear that this vision presented many significant challenges. The canal and canal banks were managed by Salt River Project as a utility corridor with dirt banks, annual dry ups, and water levels that were inconsistent and not conducive to an attractive waterfront.







There was also an overhead 69 KV power line following the canal corridor. This canal utility corridor cut a diagonal swath across the northern end of downtown separating Fashion Square to the north from the 5th Avenue specialty retail to the south. Given the challenges, there were many skeptics who believed that the waterfront vision was just a fantasy. Fred Unger was immediately captivated and intrigued by this idea of an urban waterfront. Fred, working with his investors, started to slowly accumulate downtown Scottsdale properties adjacent to the canal bank starting with the Scottsdale Manor residential project. These properties turned their backs on the canal and an alley

separated them from the waterway. The City of Scottsdale persisted in the waterfront vision and worked with SRP to underground the 69 KV line and renovate the water channel with vertical concrete walls and constructed a downstream water control structure to ensure a consistent water level in the canal year round. As part of this effort, the City realized that creating a new pedestrian bridge over the canal was critical to enhancing the connection between Fashion Square and the 5th Avenue district to the south.

City officials approached Fred with a proposal that they would purchase a key property to allow the new bridge and fountains to be constructed and encouraged Fred to develop the areas around this new public plaza to create an exciting environment which would activate the canal banks and encourage the pedestrian connection with the retail district to the south. At the time, this was a cutting edge vision and skeptics believed that this would not be a viable effort. The project moved ahead and created a mixed use retail, office, restaurant project with public parking below grade and a public bathroom. This project is known as Southbridge. Fred's visionary cooperation with the city has been instrumental in transforming this once struggling retail area into a major destination that celebrates downtown Scottsdale and the Scottsdale waterfront. As part of this vision, Fred worked hard to attract and retain one of a kind, specialty retail stores and restaurants that helped express the unique Scottsdale character of downtown. This pattern of respect and innovation have been the hallmark of Fred's involvement in the Phoenix metro area as a developer.

Fred's unique commitment to Scottsdale is reflected in his involvement and contributions on City committees and commissions. Fred consistently made an effort to understand the

challenges facing downtown retailers including shop owners, the gallery industry, restaurant operators, and small property owners. Seeing Fred walking down the streets, communicating with these individuals was a very common sight. Every consultant hired by the City to evaluate downtown challenges made it a point to understand Fred's perspectives and insights. For a time Fred even moved into a downtown Scottsdale apartment at the Alliance project north of the canal so that he could experience downtown living first hand.

Fred had a long career of innovation and accepting difficult challenges. As owner and redeveloper of two iconic Arizona hotel properties, Fred injected a new life into both the Hermosa Inn and Royal Palms Resort. At the time of his purchase both of these properties were floundering and threatened with demolition. He saw the potential in the history and honest

regional character and felt that with a sensitive response and renovation both projects could be given a new life. Fred worked with neighbors and the local jurisdictions to create unique destinations that show a real respect for the character of the State and its surroundings. The single story 35 room Hermosa Inn in Paradise Valley was reborn as a successful intimate hospitality destination with its free standing, unique guest accommodations. In addition, Lon's Restaurant at the Hermosa is now a very popular local AAA four diamond attraction providing a romantic setting for guests and locals alike. Similarly the Royal Palms Resort was preserved for future generations through redeveloping an existing golf course into a residential neighborhood and respecting the historic character of the existing structure. By removing the unnecessary property and focusing on the important sense of place created by the iconic architecture Fred created a very special experience with





guests surrounded by shaded arcades, exposed beams, beautiful water features, and amazing landscaping in the shadow of the impressive view of Camelback Mountain.

Walking through the front door into a beautiful court yard, a guest knows that he is in a special world. T. Cooks, the restaurant, is adjacent to the court yard and is a destination for locals and visitors. This non-standardized, unique approach to create a one of a kind, boutique, and luxury hotel created an amazing property which celebrates Phoenix resort history and has attracted locals, celebrities and even a President of the United States.

It is this commitment to quality, innovation, community vision, and excellence that made Fred Unger a unique contributor to Scottsdale and surrounding metropolitan communities. Fred's wife, Jennifer Unger, and son, Carter Unger,

now lead the company and are determined to continue with this legacy of quality, respect, and innovation. It is that approach which inspires the Southbridge 2.0 development proposal.

In July 2018, the Scottsdale City Council approved a new *Old Town Character Plan*. The plan addresses multiple Old Town Scottsdale GENERAL PLAN policies including land use, character and design, mobility, arts and culture, and economic vitality. The 5th Ave/Southbridge districts are identified as Type1 Downtown Core as well as Type2 and Type3 Downtown Multiple Use districts. Many of the same objectives that were a priority during the development of the first Southbridge project are identified and strengthened. The Spring Creek Development Company working in partnership with the City of Scottsdale completed the first Southbridge development. The commitment to quality and compliance with the City vision are still central to

the proposed Southbridge 2.0 development. This project is compliant with and supportive of the elements articulated in the recently approved *Old Town Character Plan*.

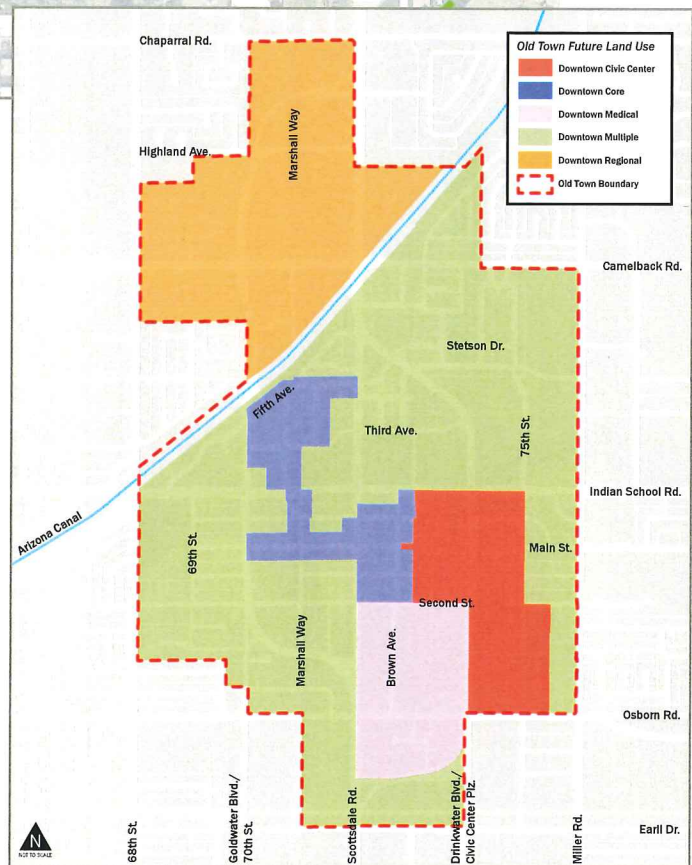
The Spring Creek development team, now led by Carter Unger and Jennifer Unger, has the same commitment to excellence and to Scottsdale and is proud to offer the Southbridge 2.0 development as the next step in realizing Scottsdale's vision for this district of downtown.

In 2007, the original Southbridge project was completed. This mixed use project with office, retail and restaurant was designed in response to a City vision for the area and completed as

part of a public/private partnership with the City of Scottsdale. The City recognized the importance of creating a connective link from the 5th Avenue/Stetson Drive area, north across the Arizona Canal, to Fashion Square. Connecting regional shopping with the specialty retail district was an attempt to promote Scottsdale as a one stop, park once destination serving the needs of locals and visitors.

In addition to the pedestrian linkage across the canal and public space it created, the City wanted public parking and public rest room facilities at this vital location, both of which are included in the first Southbridge project. The Southbridge project was developed incorporating this specific programmatic request and use standards compatible with the City's vision. Thematically the project was broken into three masses designed to look like the development had emerged over time. Each structure creates ground floor restaurant /retail space with shaded walkways. The canal frontages are activated with outdoor seating and entrances and windows creating a porous, inviting environment. Several connective walkways from Stetson Avenue to the canal are provided. The tenant mix is one-off local retailers providing unique offerings which recognize the historic character of the 5th Ave district. The Southbridge development demonstrated that a public/private partnership can be beneficial and that redevelopment of an older district can result in an exciting new narrative which respects the traditional motif of on-street parking, pedestrian friendly on-street retail integrated with a public plaza, and building design which creates the feeling of an area that has evolved over time.





II Public Property Inclusion Options

The Downtown Character Plan, policy EV 2.3, specifies to *encourage private investment through public-private partnerships, that utilize the shared skills and assets of each sector to deliver downtown development and community amenities.*

In July 2010, the City of Scottsdale approved an Infill Incentive District (IID) for Old Town Scottsdale. The Southbridge 2.0 project falls within the Downtown Infill Incentive District. In creating the IID, the city recognized that *the involvement of the private sector is pivotal to the successful implementation of the Downtown Plan.* The City provides for two different mechanisms to allow for flexibility which are the IID and the PBD. The Planned Block Development (PBD) creates an opportunity to blend development standards across a larger area and recognizes the importance of land assemblage and projects which are integrated to establish a true mixed use result. Southbridge 2.0 is in excess of 20,000 square feet and qualifies as a PBD.

The Southbridge 2.0 project recognizes that the City has key holdings in the 5th Avenue district. These lands include old dysfunctional alley rights of way, obsolete utility easements, and residual property left from the Goldwater Boulevard highway project, and a parking lot west of Goldwater which was acquired when Goldwater Boulevard was initially constructed. There is an opportunity to combine public and private properties to create a positive, transformative renewal. This project is compliant with the City's Downtown Character Plan and strives to create a truly transformative mixed use project which includes low scale specialty retail, two hotels, class A office, a mix of residential products, and enhanced parking opportunities.

For the purposes of this application, this proposal includes a City owned property of 54,978 square feet (1.26 acres) west of Goldwater known as the Rose Garden property. The Southbridge 2.0 development group owns 6,731 square feet (.154 acres) of land directly west of the Rose Garden property. They also own the property fronting Goldwater Boulevard just east of the Rose Garden property. The City property on the west side of Goldwater is connected to the privately held property east of Goldwater via a pedestrian underpass running under Goldwater Boulevard. Enhancing this connection by creating energy on both sides of Goldwater extends the Old Town dynamic both east and west creating a more pedestrian friendly, interconnected environment. The opportunity and option, at City discretion, to include the Rose Garden property in the proposed Southbridge PBD and IID is advantageous in meeting the City's goals as articulated in the *Old Town Character Plan*. The project contemplated for the Rose Garden includes an opportunity for in excess of 80 public parking spaces west of Goldwater on the Rose Garden property and a housing component which relates to the canal path with a convenient adjacency to the retail shopping opportunities east of Goldwater.

The Scottsdale revised Muni-Code Division 5, Section 2-221(b)(5) indicates that the City may sell or exchange any real property or interest therein by resolution of the City Council

to any person who owns an interest in the same real property or who owns an interest in adjoining real property. This opportunity recognizes that combining adjacent private and public properties to the benefit of the City and in support of City objectives is an opportunity worthy of consideration.

The Southbridge 2.0 project presented in this application identifies the opportunities for inclusion and the graphic shown below represents the City holdings west of Goldwater as well as the adjacent development group private holdings.





Commitment to City Vision/Property Description/Current And Proposed Zoning

Commitment to City Vision

In July 2018, the Scottsdale City Council approved a new *Old Town Character Plan*. The plan addresses multiple Old Town Scottsdale *GENERAL PLAN* policies including land use, character and design, mobility, arts and culture, and economic vitality. The 5th Ave/Southbridge districts are identified as Type1 Downtown Core as well as Type2 and Type3 Downtown Multiple Use districts. Many of the original goals that were a priority during the development of the first Southbridge project are identified and strengthened. This commitment to quality and compliance with the City vision are still values being applied to the new Southbridge 2.0 proposed development. The new proposed mixed use development easily folds into elements articulated in the recently approved *Old Town Character Plan*.

Project Description

This request is to rezone and achieve site plan approval on 9.993 gross acres (432,990 square feet) located on numerous downtown Scottsdale properties generally located south of Stetson Drive, west of Scottsdale Road, north of 5th Avenue, and west of Goldwater Boulevard. See appendix 1 for specific property addresses. This transformational development is a mixed use project with approximately 333 hotel rooms, over 330 residential units, roughly 72,000 SF of restaurant and retail, and over 170,000 SF of office. Additionally the project adds 13,000 SF of new activated public plazas.

This project engages Type 1, Type2, and Type3 districts and conforms to the regulations of each of these districts where they apply. The

Old Town Ordinance encourages assembly of multiple parcels, and this project involves 32 privately held parcels as well as City properties assembling them into a much more cohesive arrangement.

This project acknowledges the importance of the pedestrian experience and promotes ground floor retail and restaurants throughout providing an engaging and activated streetscape. The project also acknowledges the importance of key linkages and connects 5th Avenue through to Stetson and Stetson through to Marshall Way with a series of shaded public walkways and plazas. The office, hotel, and residential components are strategically located to create gateways to the district and circulation which supports the area with shoppers and creates an exciting visitor environment.

Current and Proposed Zoning

This request is for a zoning district map change from Commercial 2 Downtown Overlay (C2 DO) Type I and Type II to:

- Downtown/Downtown Core Type-1 Planned Block Development Downtown Overlay with Infill Incentive District (D/DC-1 PBD DO with IID)
- Downtown/Downtown Multiple Use Type-2 Planned Block Development Downtown Overlay with Infill Incentive District (D/DMU-2 PBD DO with IID)
- Downtown/Downtown Multiple Use Type-3 Planned Block Development Downtown Overlay with Infill Incentive District (D/DMU-3 PBD DO with IID)



IV Old Town Scottsdale General Plan Compliance

The *Scottsdale General Plan*: "Arizona state law (ARS 9-461-05A) requires that each city adopt a comprehensive, long-range General Plan to guide the physical development of their community. The Scottsdale City Charter also establishes that the city have a *General Plan*. Scottsdale's *General Plan* has three interrelated functions:

- It is an expression of community goals and priorities;
- It is a decision-making guide; and
- It fulfills legal requirements created by state law

The Scottsdale General Plan has 6 guiding principles which are as follows:

1 Seek Sustainability Scottsdale is committed to the effective management of its finite and renewable environmental, economic, social, and technological resources to ensure that they serve future needs.

Comment | Design that respects our desert climate and accommodates the challenges and opportunities that it represents is an important factor in the project. Respecting heat through creation of shaded walkways, a visual oasis, urban space that takes advantage of micro-climate areas for comfortable use, judicious use of water, and minimizing the impact of automobiles will all be key design elements of the Southbridge 2.0 project. Architecture that responds to its solar exposure with passive cooling approaches create comfortable spaces to work and live in and lowers the energy costs of the structure. This sustainable and sensitive approach to the environment will attract locals and visitors and enhance Scottsdale's national and international reputation.

2 Support Economic Vitality Scottsdale is committed to the goal of supporting its existing economic strengths by: targeting new opportunities which can diversify our economic base; providing for the fiscal health of the city; and forming partnerships with the community which strengthen our ability to meet this goal.

Comment | The project's proposed program mix will bring new residents and needed office space to the Old Town Core and will add 333 new hotel rooms to the area, all of which add significant tax revenue to the City. Additionally, these added hotel beds support Scottsdale's focus on promoting and embracing tourism as a key economic driver of the City. These three major program elements will be augmented by ground floor retail. In combination, these elements will inspire a renewal of this neighborhood that will support an economic vitality that has historically characterized this area and been important to Scottsdale's local and tourism appeal. Old Town Scottsdale has historically been a major contributor to Scottsdale's retail sales tax revenue. This district's new expression will continue to provide a key economic driver for Scottsdale into the future.

3 Advance Transportation *The transportation system must be the backbone of Scottsdale, supporting its economy and serving and influencing its land use patterns in a positive way.*

Comment | The project's focus on nodal, urban spaces interconnected by shaded, pedestrian friendly sidewalks and the open connectivity to Scottsdale Rd and Goldwater Blvd facilitates pedestrian movement from the regional shopping destination north of Camelback Road, across the bridge, and through our developing urban center. Additionally onstreet and ample below grade parking will enhance transportation and encourage pedestrian connectivity and mobility. The project's balanced diverse program of live, work, and play further supports the transportation system by capturing residences in the downtown core and providing them with all of the experiences and services required for true urban living.

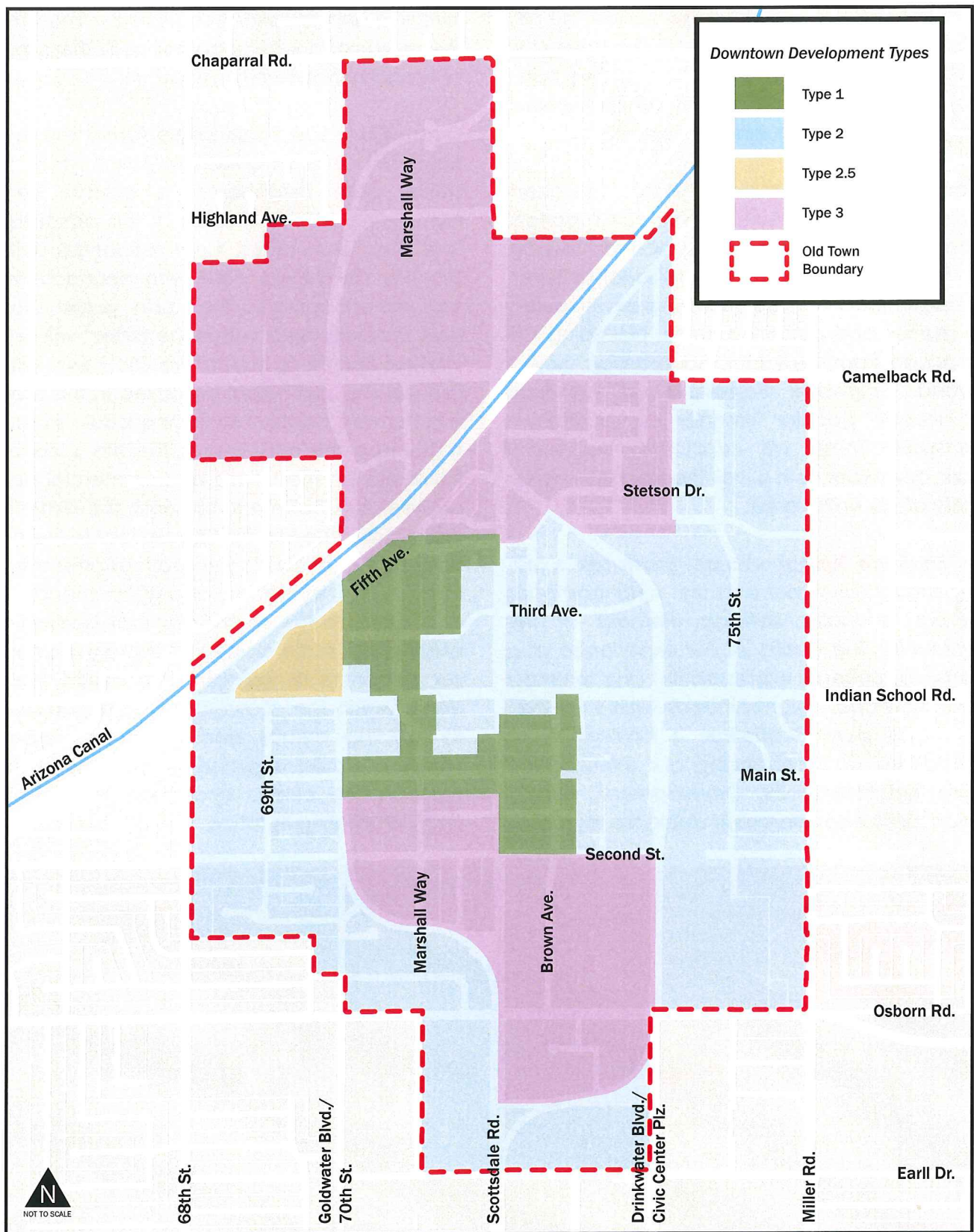
4 Value Scottsdale's Unique Lifestyle and Character *Scottsdale offers a superior and desirable Sonoran Desert lifestyle for its citizens and visitors. The preservation of this unique lifestyle and character will be achieved through a respect for our natural and man-made environment, while providing for the needs of our citizens.*

Comment | Old Town Scottsdale is remarkably diverse: a medical campus, Cactus League baseball, Civic Center complex, gallery district, historic Old Town, Arizona Canal park, specialty retail, regional shopping, offices, residential units, and an entertainment district.

It represents an urban core that complements the surrounding areas of Scottsdale and celebrates the Sonoran Desert lifestyle. The Southbridge 2.0 plan embraces and strengthens

several of these key elements by adding hotel, residential, office, and retail/restaurant to the area. Each of these core uses are designed to take advantage of the Sonoran client and lifestyle. Each component will be designed with the indoor/outdoor lifestyle that exemplifies the region. Residential units are appointed with large balconies that offer generous outdoor living but add shading and protection for the expanses of glass in the units below. Restaurants and retail will be situated to benefit from shaded walkways and patios activating the streetscape. Hotels will be designed with extensive amenities and pool decks oriented perfectly to take advantage of the generous winter Sun offering a refuge for guests from colder climates. The office space will be designed with building shading, balconies and activated accessible urban plazas for the benefit of office employees. Each of these features among many others add to the enjoyment of guests and residents alike.

The site also strengthens pedestrian connectivity through new public plazas and walkways linking the district to adjacent areas. The land use character and design in this area is recognized by 3 development types including Type1 which is a traditional, low scale and street-fronting type district, Type2 which is a higher scale type development, and Type3 which is the highest allowable district in Old Town Scottsdale. This combination of development types creates an exciting opportunity mix low scale pedestrian environment with enough supportive density to sustain that lower scale district and create a mixed use, connected environment. This is perfectly reflective of Scottsdale's unique lifestyle and character in the Old Town area.



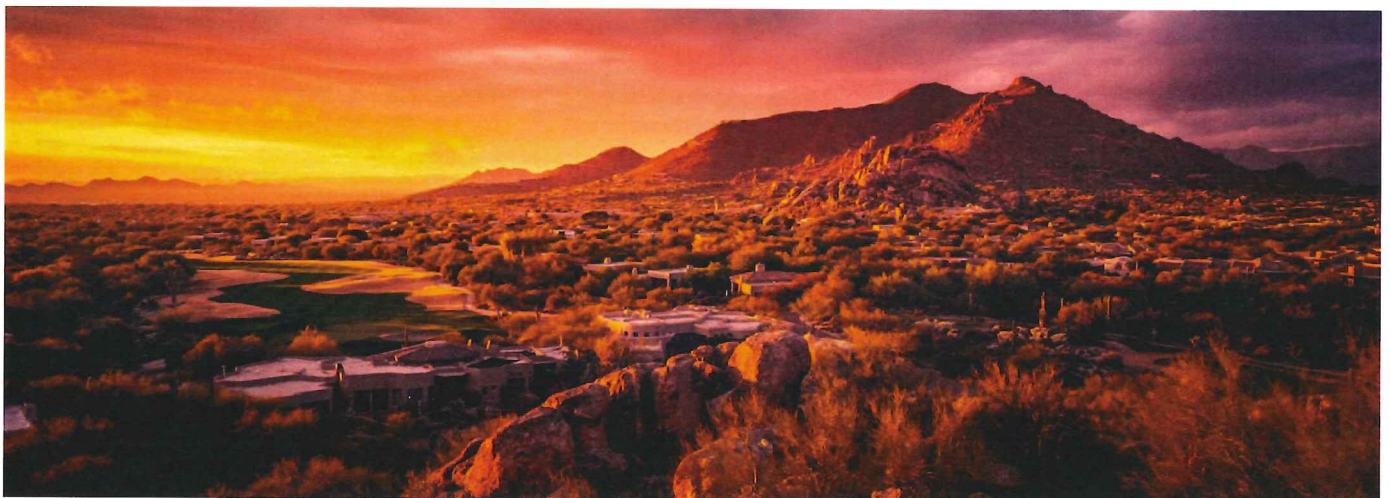
5 Preserve Meaningful Open Space The city of Scottsdale is committed to promoting the acquisition, dedication, and setting aside of open space as a community amenity and in support of the tourism industry in Scottsdale.

Comment | Old Town parks, plazas, the canal banks, and connective walkways are an important element of meaningful open space for the City. Southbridge 2.0 will create additional opportunities for interconnected public plazas with public art, shade, and gathering areas. Extending the canal park from the existing Southbridge project beyond Goldwater Boulevard will enhance an already popular amenity for downtown Scottsdale. These will contribute meaningful public open spaces in a way that strengthens the vitality of the entire area.

6 Enhance Neighborhoods Scottsdale's residential and commercial neighborhoods are a major defining element of this community. The quality of our experience as a Scottsdale citizen is expressed first and foremost in the individual neighborhoods where we live, work, and play. Scottsdale is committed to maintaining and enhancing our existing and future neighborhoods. Development, revitalization, and redevelopment decisions, including

rezoning and infrastructure planning, must meet the needs of our neighborhoods in the context of broader community goals.

Comment | Low scale single family residential neighborhoods surround Old Town Scottsdale. These older neighborhoods greatly benefit from being adjacent to all of the advantages that Old Town offers. New residential units in this key downtown core with connections to regional shopping to the north, public plazas, and specialty retail within the district will add a vital residential option to the Old Town district. The density and height proposed in this project is in the very location within Scottsdale's borders that make the most sense. The site is currently bordered on most sides by commercial development; the Galleria to the east, the Waterfront project and the Fashion Square Mall to the north and the Arts district to the south all offer a significant buffer to residential neighborhoods. The only area, to the southwest, that borders any existing low scale residential is programmed to be residential as well but at a height that fits easily within the allowed zoning requirements. By placing density and reinforcing urbanity where it is most appropriate this project, both protects the classic character of Scottsdale while promoting its future.



V

Old Town Scottsdale Character Plan Goal Compliance

A. LAND USE

Character area plans are a distinguishing feature of the Scottsdale General Plan. The Scottsdale Downtown Character area plan was recently updated on July 2, 2018. The Scottsdale General Plan defines the Downtown (now Old Town) Character area as: *The Downtown is a highly functional mixed-use center, containing areas of different densities and architectural styles that emphasize regional and specialty retail, office and residential/hotels uses.* The land use goals and policies articulated in the Old Town Character Plan are designed to assist in the continued transformation of downtown into a vibrant and attractive community.

GOAL LU 1 MAINTAIN OLD TOWN SCOTTSDALE AS THE COMMERCIAL, CULTURAL, CIVIC, AND SYMBOLIC CENTER OF THE COMMUNITY

- **Policy LU 1.1** *As a General Plan designated Mixed-Use Neighborhood, Old Town Scottsdale should offer access to multiple modes of transportation and major regional destinations, accommodate higher density housing combined with complementary office and retail uses, in vertical mixed-use structures, with a focus on pedestrian-scale architectural design at the ground level.*

Comments | This project actively addresses each of the issues noted above. The Southbridge 2.0 proposed mixed use project creates a dynamic, connected mix of land uses including pedestrian scale, ground floor retail and restaurants, Class A boutique office space, urban living residential opportunities, and strategically located hotels.

This mix will attract local, regional, and national patrons to this key downtown core location and provide a key one stop downtown experience. Traditional transportation options like the downtown trolley system and less traditional options like ride share opportunities, street side scooters and bikes, plus convenient parking options for personal vehicles all work together to create a flexible, connected and lively downtown.

- **Policy LU 1.2** *As a General Plan-designated Growth Area, Old Town should accommodate future growth, new development, and redevelopment, with increased focus on enhanced transportation and infrastructure coordination.*

Comments | This section of Old Town holds a special place in the City. At the confluence of the more Western driven character of the traditional Old Town to the southeast, the trendy night club area to the east, the Arts district directly to the south, and the newer developing core to the north with the Waterfront, and the future evolution of the Fashion Square Mall property, this section represents the evolutionary heart of the Scottsdale. This is a key, traditional core district which has defined Scottsdale for many years. Each of the surrounding districts represents a specific character or use profile, whether it be the hip bar scene that dominates the entertainment district or the low slung shopping that characterizes the Arts or Historic Old Town. Our proposed project acts as an anchor and true mixed use model for all of these activities to pivot off.. While embracing the influence of the walkable, traditional 5th Avenue retail, the iconic

bronze horse fountain, and the emergence of the Arizona Canal as a recognized urban park, the proposed project produces a true mixed use model . Recognizing the mixed use character of this district and the importance of connectivity, this proposal includes new pedestrian plazas creating linkages from the Arizona Canal through to the iconic 5th Avenue. Offices, residences, and hotels are strategically located in this district to allow immediate pedestrian access and minimize the need for utilization of private automobiles. If a visitor parks once, he/she will be able to enjoy the entire district from 5th Avenue all the way to Fashion Square.

- **Policy LU 1.3** *Maintain Old Town as a year-round, seven days a week, 18-hour Mixed-Use Neighborhood that supports the needs of Scottsdale's residents, businesses and visitors.*

Comments | The historic character of downtown specialty retail has been a signature element of Scottsdale for many years. Changing markets and shopping patterns make it important to create an urban mix that adds office workers, residents, and visitors to support the retail. This proposed development adds roughly 330 new residential units and 333 hotel rooms, and over 170,000 square feet of Class A office which will put shoppers on the street in the immediate neighborhood and will be vital in generating retail sales revenue, and the related sales tax will contribute to the community. Great attention is being paid to elements that encourage summer season patrons including shade, micro-climates, wayfinding, and judicious use of water elements. The hotel guests and local residents will be on the street evenings creating a safe, active environment.

GOAL LU 2 ENCOURAGE THE DEVELOPMENT OF OLD TOWN AS A COLLECTION OF MIXED LAND USES AND DISTRICTS.

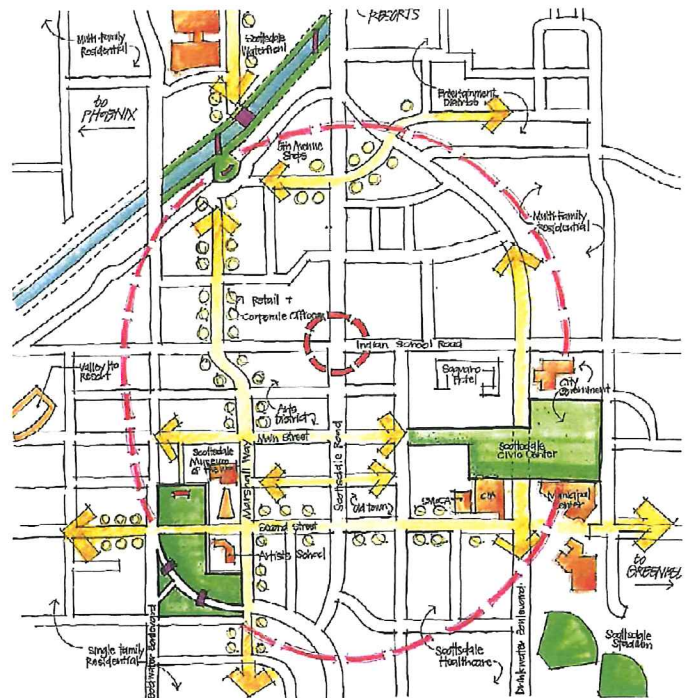
- **Policy LU 2.1** *Encourage new development, redevelopment, and infill projects to enhance the Downtown Core as a specialty retail and regional tourist destination. The Downtown Core is comprised of the lowest intensity of development (Type 1). The small lot development pattern and active ground level land uses in the Downtown Core are some of the primary elements that give Old Town its most identifiable character. New development and redevelopment within the Multiple Use Type 2, Type 2.5, and Type 3 areas adjacent to the Downtown Core should transition in scale, height, and intensity from the higher scale (Type 2, Type 2.5, and Type 3) Multiple Use development to that of the lower scale (Type 1) development in the Downtown Core.*

Comments | Southbridge 2.0 represents a major investment and renewal of this classic Old Town district. This proposed development includes Type1, Type 2, and Type 3 districts. This development will respect the low scale, pedestrian oriented character of the Type 1 shopping areas including covered arcades, widened walkways, and on-street parking. It also creates a series of urban plazas strengthening the linkage between uses and creating a natural comfortable flow for pedestrians to experience all of 5th Avenue and destinations further south. The Type 3 district will accommodate 2 new hotels, ClassA urban office space, and residential living which is strategically located in the core of the district and will support and activate the Type 1 retail. An additional Type2 residential product is an option west of Goldwater scaled down to respect adjacencies to existing neighborhood development and allowing another residential opportunity within walking distance to the iconic 5th Avenue retail.

- **Policy LU 2.2** Maintain, enhance, and expand the development of the Downtown Civic Center with land uses consisting of Old Town's primary public open space, along with cultural, sports and municipal activities, such as the Scottsdale Center for the Performing Arts, Scottsdale Museum of Contemporary Art, Scottsdale Stadium, City Hall, Civic Center Library, and the Public Safety and Courts complex. New development and/or redevelopment of properties within this area should activate, support, and increase the civic, cultural, sports and open space amenities. New development and redevelopment within the Multiple Use areas adjacent to the Downtown Civic Center should incorporate vertically mixed land uses that activate the Civic Center with both visitors, residents and workers year-round. Such development should provide visual and physical access to the Downtown Civic Center.

Comments | The City's decision, as part of the Downtown Plan originally approved in 1984, to retain the Civic Center complex in Downtown Scottsdale was a wise decision even though the Civic Center is not the geographic center of the community. This beautiful civic complex is Scottsdale's "Central Park" and is the "cultural, civic, and symbolic center of the community". Holly Street Architects, working as consultants to the City, identified the concept of an "Emerald Necklace". Their work noted the importance of connected urban cores and recognized the Civic Center complex on the east end of Main Street as an important destination. It also recognized the West Main/Loloma area on the west end of Main and the south end of Marshall Way as other important locations. The new proposed Museum Square project will create a dynamic, mixed use anchor on this Loloma node which will result in a dynamic jewel in the emerald necklace in this southwest corner of downtown.

Southbridge 2.0, proposed for the 5th Avenue/ Marshall Way/ canal park area, will create the northern node. This development proposal recognizes the vision and objective and creates the exciting northern jewel in the emerald necklace.

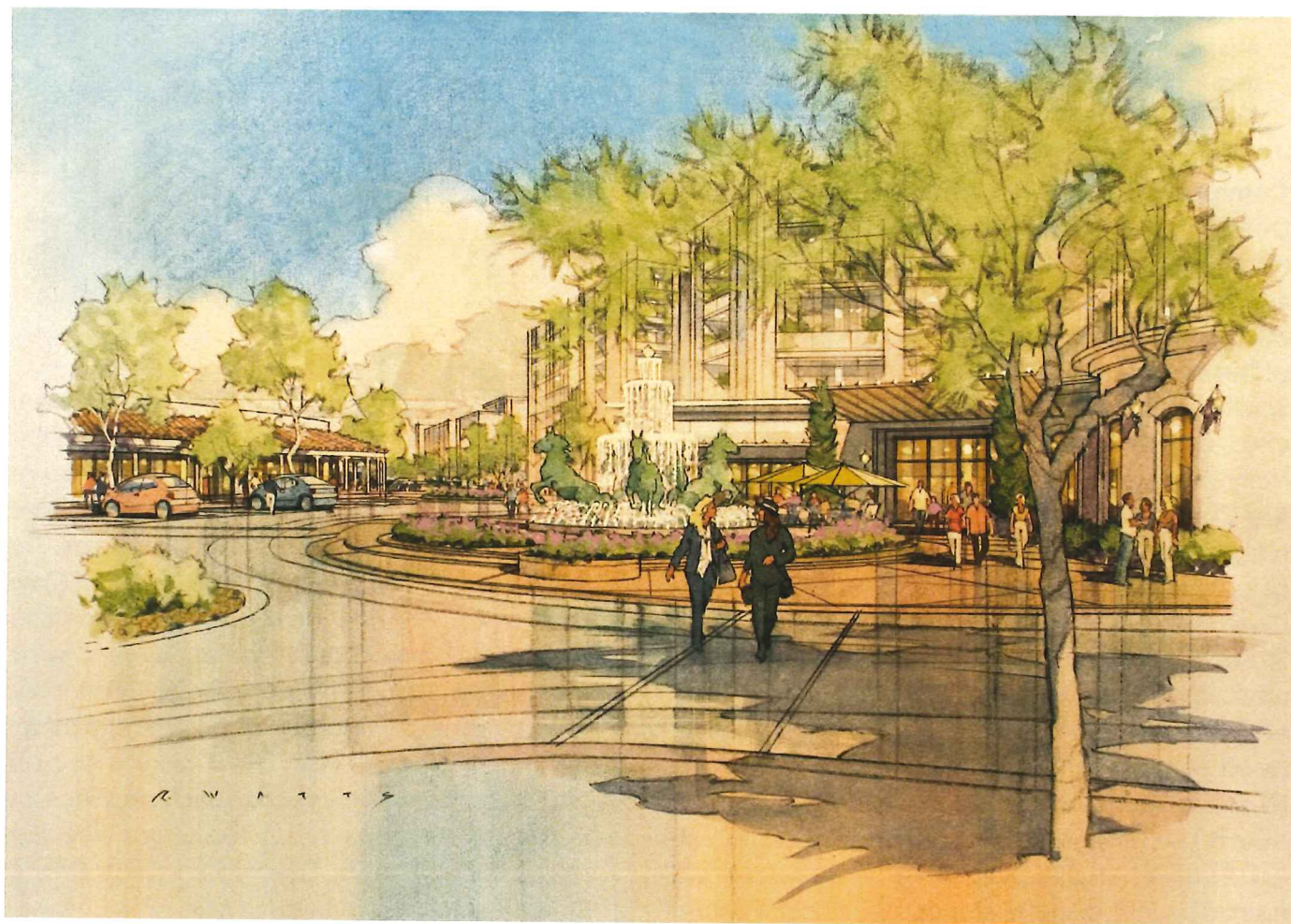


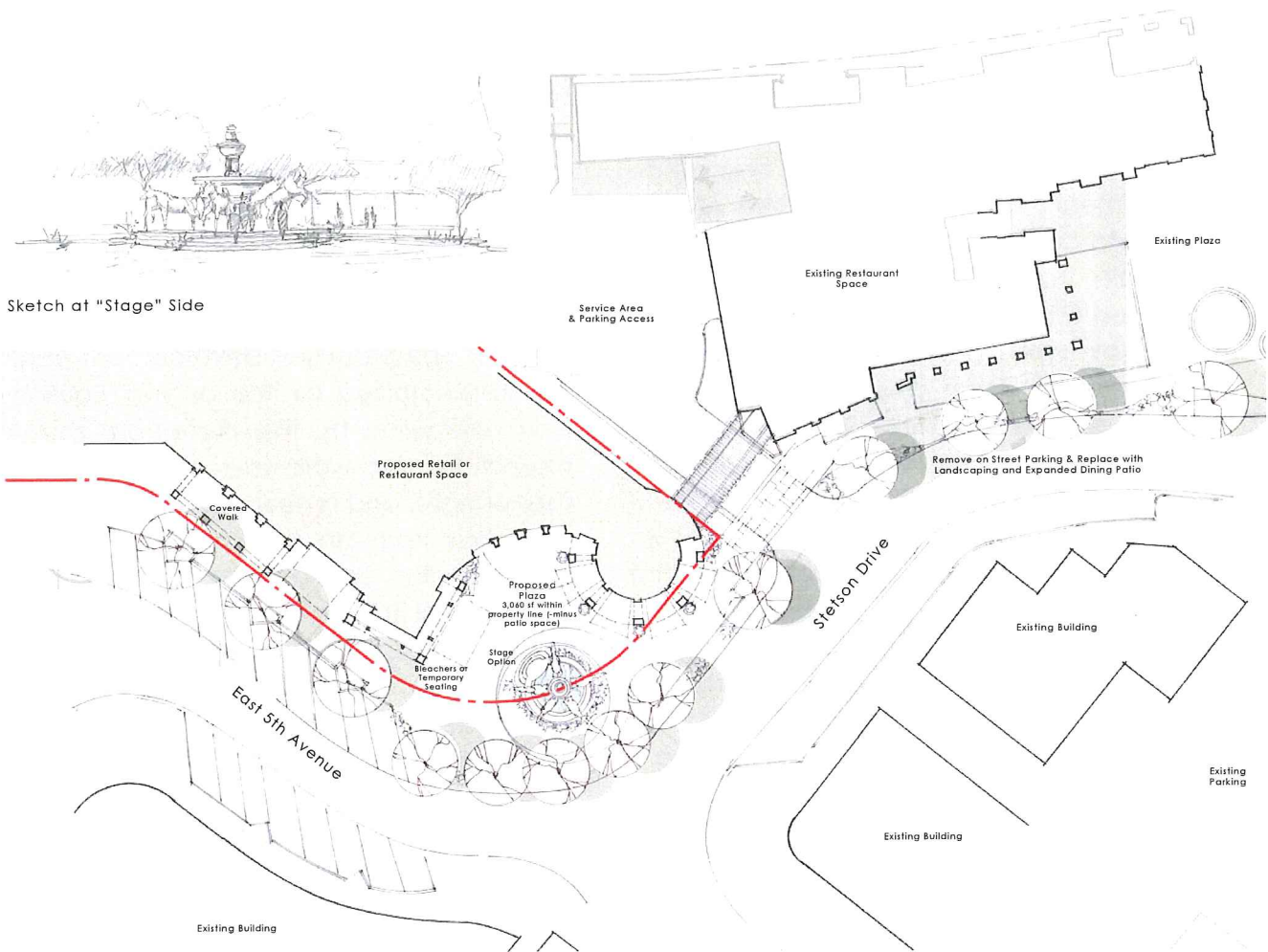
- **Policy LU 2.3** Encourage new development, redevelopment and infill that strengthens Old Town Scottsdale's mix of activities through the development of mutually supportive land uses within Downtown Multiple Use areas. The majority of the properties within the Old Town Plan boundary are Downtown Multiple Use. New development and redevelopment within the Multiple Use areas adjacent to the Arizona Canal should incorporate vertically-mixed land uses that activate the Canal with both visitors and residents year-round, and include public open space areas for leisure activities and special events. Downtown Civic Center Downtown Multiple Use.

Comments | The proposed Southbridge 2.0 project respects and enhances the traditional 5th Avenue district, pedestrian oriented, on-street retail experience. This proposal adds strategically located public urban plazas which provide shade, seating, and a visual draw to connect the pieces of this district together in a pedestrian friendly environment. These urban plazas in combination with the Arizona Canal Park, the Marshall Way bridge fountain area, the Soler Bridge Park create opportunities for public festivals and events which can be expanded or contracted to meet the needs of an individual event. These smaller scale public plazas are superior to a large event plaza which feels like an uninviting hole in the fabric when it is not fully

activated. The addition of vertical residential hotel and office offerings will compliment and support the low scale retail districts and create dynamic multi use opportunities and result in shoppers and patrons in the area year round, creating the exciting urban dynamic which makes Old Town one of the most attractive areas in all of the Phoenix metro area.

- **Policy LU 2.4** *Maintain, enhance, and expand the development of Downtown Medical land uses that support the Honor Health Osborn Medical Campus. Components of the development in this area should include vertically mixed uses that serve the efficiency needs of the hospital, including research and*





development, and other medical activities. The incorporation of land uses that support the medical focus of this area such as housing, hotels, service-oriented businesses, child care, assisted living and long-term care facilities are also envisioned. Signage for parking and pedestrian access should easily accommodate unfamiliar visitors in stressful situations. The greatest intensity of downtown development may be accommodated in Downtown Medical Type 3.

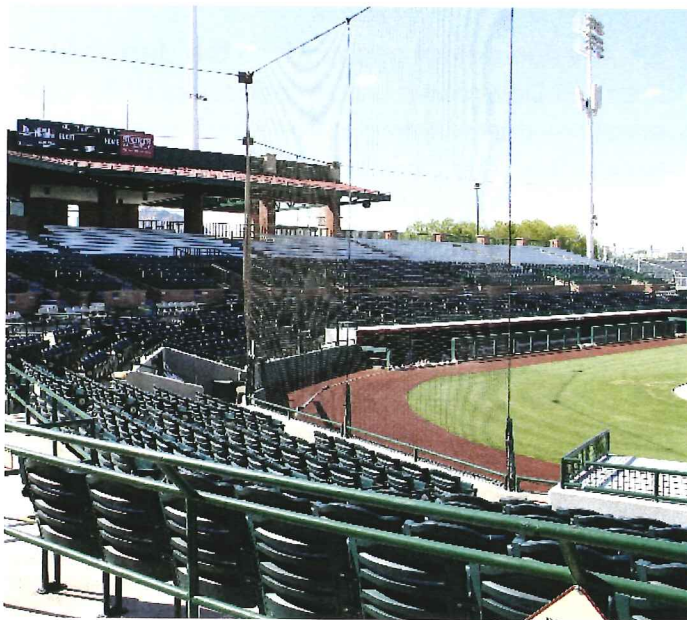
Comments | A downtown urban core with a first class medical complex is a unique, remarkable asset. The medical complex is a short ride from the

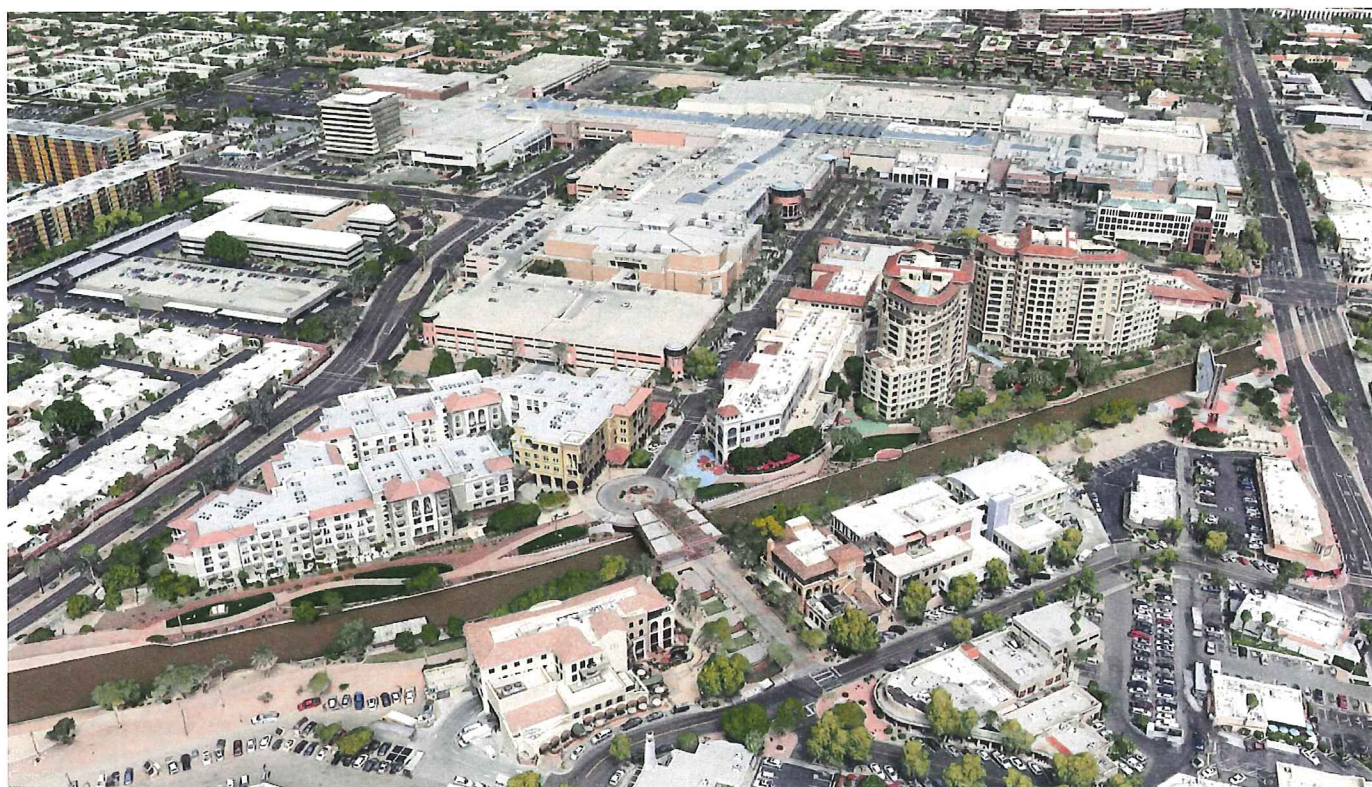
5th Avenue district and adds to the desirability of the new Downtown urban residential units. Older empty nesters wanting to live in a simpler, maintenance free, first class residential environment will be comforted knowing that medical services are nearby. The medical complex is adjacent to Scottsdale Stadium, and its annual Cactus League ball games are appealing for many visitors. This adjacency to the stadium and the appeal of downtown in March offer an opportunity for "medical tourism" as an added value for the City. If someone needs a medical procedure, he/she can escape to Scottsdale, stay in a downtown hotel, receive care, and enjoy their recovery on a Scottsdale vacation.

- **Policy LU 2.5** *Maintain, enhance, and expand the development of a Downtown Regional area with primary land uses consisting of regional/community serving commercial uses, as well as larger scale housing and office developments. Located north of the Arizona Canal and centered on major regional retail, Scottsdale Fashion Square, this area will strengthen Old Town Scottsdale as a regional and community destination. The greatest intensity of Old Town development may be accommodated in Downtown Regional Type 3. New development, redevelopment and infill within the Downtown Regional Type 3 area adjacent to the Arizona Canal, should incorporate vertically mixed land uses that activate the canal with residents, visitors and workers year-round, and include open space areas for leisure activities and special events.*

Comments | Regional, commercial shopping is unique in a downtown core. Creating connectivity between Fashion Square and the rest of Downtown has been a city objective for many years. Much has been done to accomplish

this goal. The Nordstrom department store was built on the south side of Camelback Road connecting over the road to the mall. Retail stores and restaurants line the eastern edge of the Marshall Way extension guiding a person south over the trolley/pedestrian bridge to Stetson Drive. Strengthening the connection further south to 5th Avenue and Marshall Way is a key component of the new proposed development. The proposed development continues the trend started by the original Southbridge and built upon by the Waterfront mixed use project. Shaded walk ways, careful attention to lines of sight, and a new pedestrian connection mid-block from 6th Avenue to 5th Avenue will enhance the connectivity from the regional, commercial to the traditional, specialty retail district. Guests at the new hotels and residents will have an easy walk to the Harkins Theater, Fashion Square shopping opportunities, and also the unique one of a kind shops in the Marshall Way/ 5th Avenue district. The vision of a unique, regional, one stop destination attraction that includes a regional mall and specialty retail and unique one of a kind restaurants will be realized.





GOAL LU 3 CONTINUE THE USE OF DEVELOPMENT TYPES TO GUIDE THE PHYSICAL AND BUILT FORM OF OLD TOWN SCOTTSDALE

- **Policy LU 3.1** *Support lower scale Type 1 development in the Downtown Core. [See Map 4 for specific locations and boundaries]*

Comments | The proposed project respects and enhances the low scale, Type 1 style development along the 5th Avenue frontage. This Type1 development will include covered arcades, on-street parking, and an architecture that is distinctive and reminiscent of the 5th Avenue district that has been an iconic and defining piece of downtown Scottsdale for many years.

- **Policy LU 3.2** *Support higher scale Type 2 development in the majority of the Multiple Use areas surrounding the Downtown Core. [See Map 4 for specific locations and boundaries]*

Comments | The Southbridge 2.0 development includes a Type2 scale area west of Goldwater Blvd. That development type allows a base as of right height of 66 feet. We intend to limit our height to 66 feet above the canal bank and build a residential product that is compatible with the neighborhoods to the north.

- **Policy LU 3.3** *Support higher scale Type 2.5 development generally west of Goldwater Boulevard and north of Indian School Road. [See Map 4 for specific locations and boundaries]*

Comments | There are no Type 2.5 development zones in the proposed development area. However the area just south of 5th Avenue and west of Goldwater is a Type2.5 which would allow up to 120 feet in bonus height. As was indicated above, Southbridge 2.0 will not seek a bonus height and is willing to limit the residential product in this area to 66 feet above the top of the canal bank.

- **Policy LU 3.4** Support the highest scale Type 3 development generally north of the Arizona Canal, south of Main and Second Streets along both the Goldwater and Drinkwater Boulevards' southern curves, and east and west of the intersection of Scottsdale Road and Drinkwater Boulevard. [See Map 4 for specific locations and boundaries]

Comments | The Type 3 area is located south of the Arizona Canal and east of Goldwater Blvd. This project proposes to transition gradually from Goldwater Blvd east up to the maximum height allowed in a Type 3 district. The proposed uses are residential, office, and hotel. These uses will support the specialty retail in the 5th Avenue district and are consistent with the City's vision of multi-use projects in this area.

GOAL LU 4 ENCOURAGE PERIODIC REVIEW AND ASSESSMENT OF OLD TOWN REGULATIONS.

- **Policy LU 4.1** Periodically assess the Downtown (D) and Planned Block Development (PBD) zoning standards to ensure that they successfully implement the goals of the Old Town Plan.
- **Policy LU 4.2** Periodically review Downtown (D) and Planned Block Development (PBD) development standards to allow for the successful revitalization of smaller properties within the Downtown Core.
- **Policy LU 4.3** Periodically evaluate Downtown (D) and Planned Block Development (PBD) development standards to accommodate new contemporary building typologies, green building practices, and enhanced architectural aesthetics. {Type 1 development reflects the underlying pattern of small lots and provides lower scale mixed-use development opportunities. {Type 2 development is suited for higher

scale mixed-use projects. {Type 3 development is the highest scale of development permitted and often includes public open and event spaces at the pedestrian level.

Comments | In keeping with the City's policy of recognizing larger scale developments as Planned Block Developments (PBDs), we are using that mechanism to strengthen and enhance the mixed use character, connectivity, the public spaces, and shared parking opportunities that create a true multiuse urban environment. Utilization of the PBD allows us to concentrate the development density in the Type3 district while allowing the Type1 zone to feather into the lower scale historic development pattern exhibited on smaller lots. This mechanism also creates the opportunity to concentrate parking in areas that best serve the entire development and preserve the character of the Type1 districts.

- **Policy LU 4.4** To assist the community in achieving the Old Town vision as established by this plan, the provision of public amenities and benefits should be provided when development bonuses such as increased floor area, greater density, greater height, transfer of development rights, and/or street/alley abandonment, are being considered.

Comments | In order to create a true mixed use project, it is necessary to assemble a significant number of smaller, underutilized properties including some City properties such as alleys and rights of way. As a result of this assemblage and unified project vision, we are able to offer the City opportunities to create new public plazas and connective walkways which create the linkage necessary to make this district function as a true urban destination attraction.

GOAL LU 5 PROMOTE DIVERSITY IN OLD TOWN HOUSING OPTIONS

- **Policy LU 5.1** *Develop a variety of housing types such as apartments, condominiums, lofts, townhomes, patio homes, and live/work units.*
- **Policy LU 5.2** *Recognize the need for housing developments that are large scale projects with numerous units and amenities, as well as small infill projects with a limited number of units.*

Comments | This project will result in over 330 new residential units with a variety of housing types and sizes. The residential product west of Goldwater will be lower in height with less urban character. Moving east of Goldwater, the housing product will transition gradually to a more urban residential product giving the residents a true “in the core” urban experience adjacent to world class shopping opportunities, entertainment options, and potential employment. Downtown living in this district offers a remarkable diversity of opportunities right out the front door. Regional shopping at large department stores, a movie theater, dozens of restaurants, unique specialty retail stores, public plazas, and downtown special events. Additionally the area offers close proximity to medical facilities, Cactus League baseball, walking and biking along the Arizona Canal including the expanded canal park included in this development.

GOAL LU 6 ENCOURAGE A MIX OF LAND USES TO SUPPORT A WALKABLE AND SUSTAINABLE DOWNTOWN

- **Policy LU 6.1** *Encourage development to provide a mix of uses and active street*

frontages, particularly in the Downtown Core, along Scottsdale Road, adjacent to primary open space areas and within the more active Old Town districts. For development in peripheral areas such as the Garden District, the Scottsdale Arts District and portions of the 5th Avenue District west of Goldwater Boulevard, and the Civic Center and Brown and Stetson Districts east of 75th Street that may not be able to support a mix of uses with active frontages, encourage features that create visual interest at the pedestrian level.

- **Policy LU 6.2** *Support downtown sustainability by encouraging vertical mixed-use development with land uses near one another.*
- **Policy LU 6.3** *Encourage development to make use of existing urban resources such as infrastructure systems, under-utilized sites, buildings, and transportation networks.*
- **Policy LU 6.4** *Support interconnected, pedestrian oriented Old Town districts that are comprised of a balanced mix of activities and land uses within optimal walking distance (approximately one-quarter mile).*

Comments | This proposed project recognizes the importance of the Scottsdale Road frontage as a signature street. As such, retail and restaurant offerings are on the ground plane on this key frontage to maintain an activated pedestrian friendly ground plane. The addition of Class A boutique office in this amazing urban environment is an important part of the mix as is recognized by the City's desire for a true multiuse district. In recognition of this important element, this project includes approximately 149,000 SF of office at the corner of Stetson Drive and Scottsdale Road. Out of town corporate visitors can stay at the adjacent hotels, and

office workers have numerous restaurant and retail opportunities steps away from their front doors. Also, Stetson Drive and 6th Avenue intersections with Scottsdale Road are anticipated to create a visual link which invites Scottsdale Road travelers into the district. Hotel parking is conveniently situated with access on both Stetson and 6th Avenue. Guests at the hotels can walk out their front door and immediately be drawn into the core of the area with ample restaurant and retail opportunities. Convenient connectivity to 5th Ave, 6th Ave, and Stetson Drive will make these very appealing hotel destinations. The 5th Avenue frontage west of the hotel will include a wonderful new Horse Fountain plaza giving visitors a safer and upgraded photo opportunity. Ground level retail stores with covered arcades will celebrate the traditional character of 5th Avenue specialty retail. The roughly 330 new residential units along the Arizona Canal will create year round opportunities for accommodating additional shoppers on the streets. Over 30 parcels have been assembled to make this project a reality. The City's Character Plan adopted on 7/2/2018 creates the vision and regulatory environment that invites this kind of exciting, vertical, mixed use, interconnected kind of development.

B. CHARACTER & DESIGN

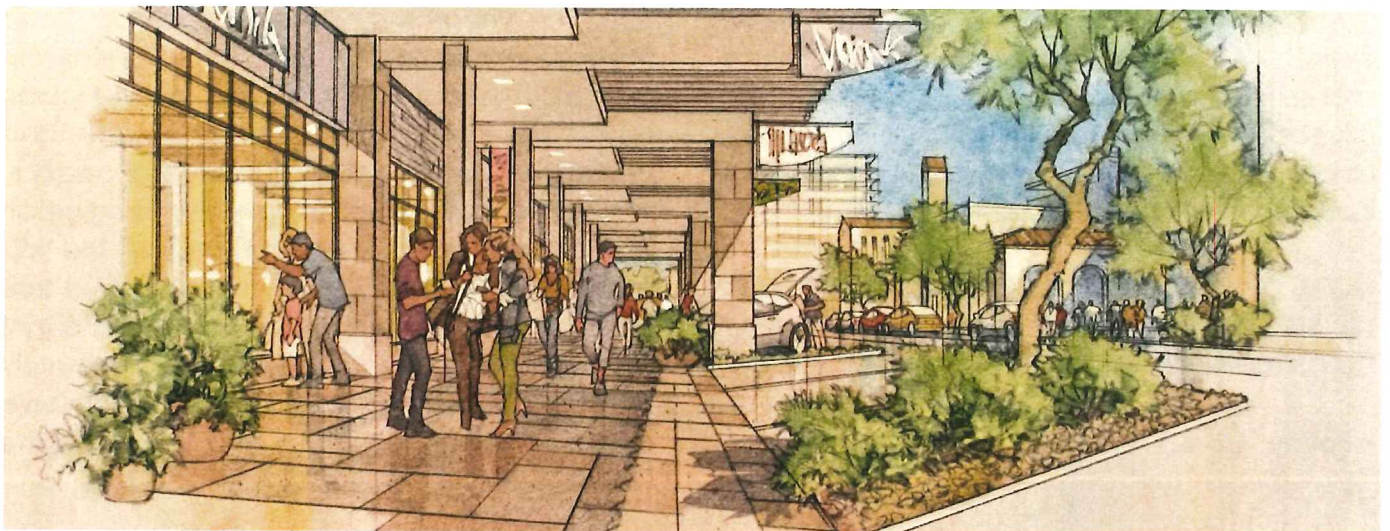
GOAL CD 1 STRENGTHEN AND ENHANCE OLD TOWN DISTRICT CHARACTER WITH CONTEXTUALLY COMPATIBLE DEVELOPMENT.

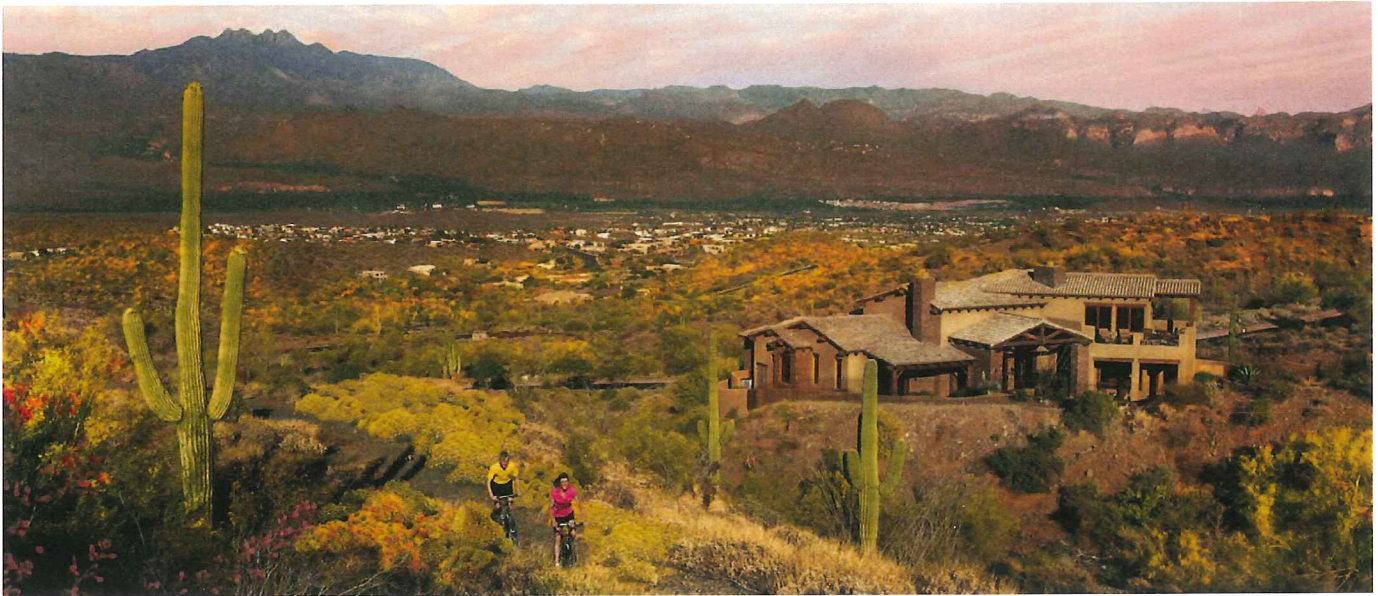
- **Policy CD 1.1** *Incorporate the distinctive qualities and character of the surrounding, and/or evolving district context into building and site design.*

Comments | The area where the Southbridge 2.0 project is located is influenced by several existing and evolving design characteristics. 5th Avenue is an iconic street and represents a low scale, pedestrian oriented, diverse series of retail shops that have historically represented a significant tourist attraction.

The Arizona Canal urban park and waterfront area have evolved from a utility corridor to an exciting waterfront in the desert which also affords a visual corridor northeast to the McDowell Mountains.

The area connects southwest towards 68th St into Phoenix and is attractive for cyclists and pedestrians.





The area north of the canal transitions into a higher scale residential and a retail corridor which leads to Fashion Square. Scottsdale Road is an important signature street bordering the east side of the project, and Goldwater Boulevard is an arterial street which runs along the west edge of the project. Each of these factors influence the architectural design and impact decisions such as massing, scale, and materiality. On the Scottsdale Road edge a new hotel and Class A office space will border Scottsdale Road with ground floor restaurant and retail engaging the

ground plain. These taller structures at the corners of 6th Avenue and Stetson Drive respond to the high traffic nature of this major street and act as gateway features into the neighborhood west of Scottsdale Road. The architecture will respond to its program, orientation, and adjacencies to create an engaging appropriate Cityscape.

Street side portions of 5th Avenue enhanced by this development will be reproduced to emulate the original character including covered arcades and building fronts that reflect a variety of



materials and the classic 5th Avenue character, but upgraded to provide wider walkways, greater retail visibility and better integration of street lighting into the onstreet parking. As the project transitions north toward the canal district and the Type3 zone north of the canal, the project steps back up to take on a more urban character to take advantage of the open space provided by the canal park to the northwest.

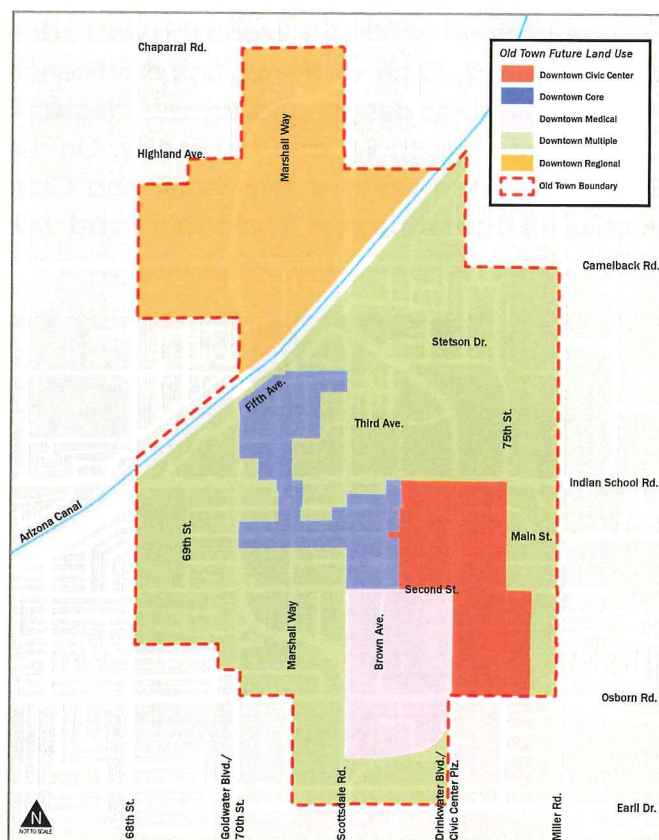
Throughout the project, deep overhangs, changes in building masses and materials, and a variety of program uses will all work together to create a lively composition that works to create an activated downtown experience.

- **Policy CD 1.2** *Encourage public and private development to establish new urban design and architectural character in areas where downtown development patterns are fragmented or are in transition.*

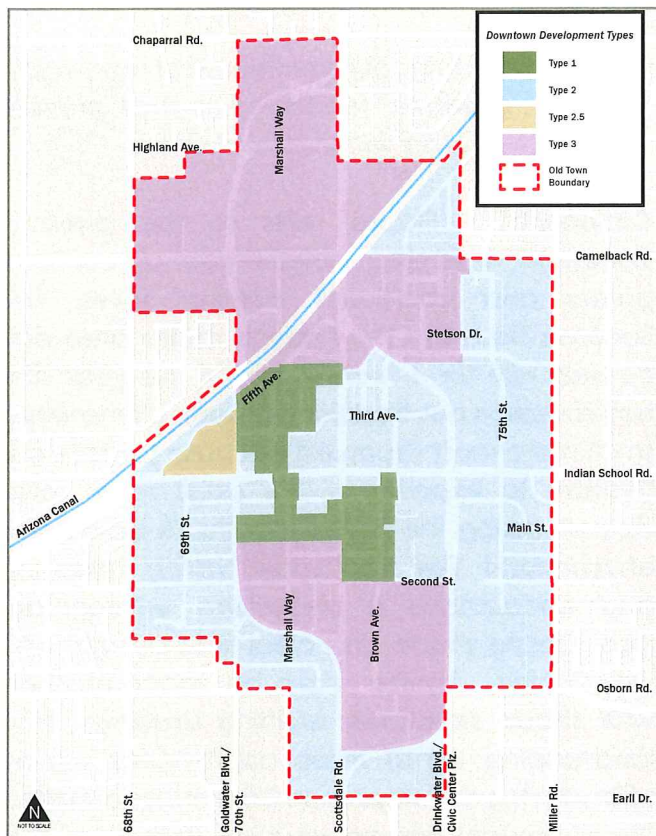
Comments | Many of the buildings in the proposed development area are functionally obsolete. The ceiling heights are too low, electrical, sewer and other utilities are inadequate. The facades are crumbling and difficult to maintain. The sidewalks are inadequate for a good pedestrian experience. Many of these properties were originally small and historically controlled by numerous owners making any redevelopment nearly impossible. The existing arcade structure that adds the distinctive character to the area is too low and cramped with visibility impeded by large stucco columns. The combination of these factors stymie the flow of pedestrians leaving people confused as they walk down the street trying to determine the best path to experience the area. This development will resolve these issues. New buildings with up to date infrastructure and interior spaces, facades which reflect the iconic character but are in new condition, connective pedestrian pathways with

carefully articulated lines of sight will modernize the district and make it work as a functional whole while still respecting its character.

- **Policy CD 1.3** *Preserve and protect the heritage and western character of the Historic Old Town District. All new development and redevelopment that occurs in this district should reflect the building mass, scale, and the Frontier Town, Western design theme.*
- **Policy CD 1.4** *Protect prominent historic resources and promote innovative new development that respectfully coexists with the character and context of these historic assets.*
- **Policy CD 1.5** *Maintain the pedestrian oriented small town character and human scale in the Downtown Core. Incorporate similar elements*



of pedestrian character and scale at the street level in all downtown districts.



Comments | None of this project is in the historic Old Town district, however the 5th Avenue district is in the downtown core and does have an iconic Scottsdale character. That character, on the ground plane, will be respected and reproduced using design principles including covered arcades, window openings that create a feeling of depth and shadow lines, and a variety of building materials which reference buildings built in an earlier era and reflect a small town character. This scale and authentic use of materials will encourage pedestrian activity and continue Scottsdale's unique appeal as a downtown with local, western roots. This modern design will respect and reference the history and culture of that earlier, nostalgic era while progressing forward.

GOAL CD 2 DEVELOPMENT SHOULD SENSITIVELY TRANSITION IN SCALE, HEIGHT, AND INTENSITY AT THE OLD TOWN BOUNDARY AND BETWEEN DIFFERENT DEVELOPMENT TYPES.

- **Policy CD 2.1** The scale of existing development adjacent to the Old Town boundary should be acknowledged and respected through a sensitive edge transition buffer. This buffer, established on a location specific basis, may include transitional development types, landscape buffers, and/or sensitive architectural design solutions to mitigate the larger building mass and height of downtown development.
- **Policy CD 2.2** Sensitive transition buffers between Downtown Development Types should be implemented through architectural design that steps down larger building mass and height, to lower scale development.

Comments | The new marketplace building on 5th Avenue just north of the 3rd Avenue public parking garage is proposed to be a very transparent building which allows a clear line of sight north to 6th Ave and through to Stetson Drive and the Marshall Way bridge plaza. The north side of this new building will feature a public plaza with seating and shade activated by the adjacent market space. A pedestrian street will be accommodated along the east side of the building encouraging a pedestrian flow of traffic north and south to the new hotels and on through ultimately to Fashion Square. The small urban plaza and 6th Avenue will create the transition zone to the hotel/office triangle that fronts Scottsdale Road. The section of 5th Ave running from Stetson Drive through to Goldwater Blvd on the north side will be rebuilt as a low scale, traditional retail frontage with a design character that is uniquely Scottsdale. The residential development will be north of the stores and have the advantage of views south

down Marshall Way and frontage on the Arizona Canal with views of Camelback Mountain. Transitions can be accomplished both horizontally and vertically.

Along 5th Avenue, the transition will be vertical with the ground plane celebrating a completely different scale, look, and architecture from the residential units behind and above. This juxtaposition and the contrast it represents accentuates and enhances the retail frontage. The urban design principle, which repeats a more classic, iconic look on the ground plane and is then framed and contrasted with newer style development behind and above, accentuates the contrast and strengthens the perception of the more traditional development type in the foreground. This urban design principle has been used in other major urban areas with very successful results.

GOAL CD 3 OLD TOWN DEVELOPMENT SHOULD RESPECT AND RESPOND TO THE UNIQUE CLIMATE AND CONTEXT OF THE SOUTHWESTERN SONORAN DESERT.

- **Policy CD 3.1** *Promote downtown urban and architectural design that is influenced by, and responds to, the character and climate of the Sonoran Desert.*
- **Policy CD 3.2** *Enhance outdoor pedestrian comfort through the creation of microclimates that incorporate a variety of shade, trees, and other drought tolerant landscape features to create passively cooler temperatures.*
- **Policy CD 3.3** *Pursue building and development strategies that reduce the heat island effect within downtown.*
- **Policy CD 3.4** *Public realm and site design should incorporate techniques for efficient water*

use. Water, as a landscape element or design feature, should be used judiciously and placed in locations with high pedestrian activity.

- **Policy CD 3.5** *Encourage the use of renewable energy powered technologies that provide outdoor cooling within downtown.*

Comments | Please refer to the previous comment regarding coexistence of contemporary and traditional building styles. The Sonoran Desert of the Phoenix metro area can be very hot for 4 months out of the year. This hotter season has traditionally been a time when small merchants struggled because patrons are hesitant to experience the small scale retail districts during the hotter months. A downtown environment like Scottsdale which relies on and encourages a pedestrian environment must create shade and clear lines of sight and way-finding. Shade can be accomplished with shade structures, building shadows, and landscaping. All of these approaches will be utilized in this development. Continuous arcades, use of drought tolerant vegetation that creates a lush look and appropriate shade, as well as periodic public plazas that have inviting, shaded zones where people can rest and cool down will enhance the pedestrian experience. Water features would only be suggested in plaza areas where combined with shade, drought tolerant vegetation, and comfortable seating, they will result in a microclimate with lower temperatures and consequently a respite from the heat.

GOAL CD 4 CREATE A DYNAMIC AND CONNECTED WALKABLE DOWNTOWN THROUGH URBAN AND ARCHITECTURAL DESIGN.

- **Policy CD 4.1** *Encourage urban and architectural design that is human scale and provides pedestrian comfort.*



- **Policy CD 4.2** Retain and expand the tradition of covered walkways in Historic Old Town. Encourage the use of covered walkways, cantilevered awnings, and tree canopies in all other districts.
- **Policy CD 4.3** Improve the pedestrian experience on arterial roadways with features such as increased and consistent sidewalk width, shade, trees, on-street parking, landscape buffers, landscape medians, and pedestrian refuge islands.
- **Policy CD 4.4** Enhance the downtown pedestrian experience through the provision of pedestrian oriented banners, wayfinding, signage, and other related infrastructure.

Comments | All of the Southbridge 2.0 development will encourage and celebrate a pedestrian experience. The ground plane development on every edge including Scottsdale Road, Stetson Drive, 6th Ave, 5th Ave, will be populated with restaurants and retail uses. Vehicular traffic will be moved off the streets and parked below grade. Historic, on-street, angled parking will be retained to preserve the busy, active character of the retail frontages, but upgraded to remove existing conflicts that impede the use of available parking. Covered arcades, cantilevered buildings, drought tolerant vegetation, consistent walkways with periodic seating opportunities, and small urban public plazas are all important elements of the design narrative. The close proximity of the hotels, the

office, and the residential units create a convenient walking environment that is connected and inviting to anyone who enters the district. An urban core adjacent to a regional shopping mall bordered by 2 arterial streets adjacent to a canal park punctuated by urban plazas is a remarkable opportunity and will encourage Scottsdale as a celebrated destination in the Southwest. All of this is contained within a larger downtown Scottsdale with a civic complex (central park), a medical district, Cactus League baseball, a gallery district adjacent to the proposed Museum Square development. The Southbridge 2.0 development will acknowledge and respect this urban environment and create the best possible emerald on the north end of the emerald necklace.

GOAL CD 5 ESTABLISH AN INVITING AND INTER-CONNECTED DOWNTOWN PUBLIC REALM AND OPEN SPACE NETWORK THAT IS USEFUL, SAFE, INTERESTING, WALKABLE, AND COMFORTABLE TO ALL.

- **Policy CD 5.1** *Provide high-quality, multi-functional open space areas within Old Town that include central gathering places, a series of smaller, intimate spaces, as well as active and passive recreational use opportunities.*
- **Policy CD 5.2** *Private and public development should contribute to the creation of new, and/or the expansion of existing, public realm and open space areas throughout Old Town.*
- **Policy CD 5.3** *Provide a variety of public realm and open space areas that accommodate multiple activities and special events for downtown residents, visitors and workers of all ages.*
- **Policy CD 5.4** *Promote the Civic Center, Arizona Canal, Scottsdale Stadium, and Museum of*

the West areas as primary downtown public open spaces for community residents and visitors. These primary public spaces should be actively programmed with a variety of social, cultural, artistic, entertainment and sports activities, and special events.

- **Policy CD 5.5** *Improve, expand, or create new public realm and open space areas that can be enhanced by art and interactive opportunities, such as pocket art parks and temporary art trails.*

Comments | The Old Town Public Spaces and Connectivity Masterplan articulates public spaces including special event areas, small pocket parks, and connective linkages. This area is anchored on the southeast side by the Civic Center area, linking over to the southwest side to the Loloma District with a new development called Museum Square, up Marshall Way to the 5th Ave district which is the location of Southbridge 2.0. The plan identifies a Horse Fountain plaza which is a new plaza on the north side of the 5th Ave/Stetson Drive intersection. It also identifies a new public space creating a connection between 5th Ave and 6th Ave, and it reflects the existing Marshall Way fountain plaza connecting Stetson Drive to the bridge over the Arizona Canal. The proposed Southbridge 2.0 project provides space for this desired public space in the form of a public plaza designed to accommodate the iconic 5th Ave Horse Fountain. The popularity of this fountain has become a challenge as it is a popular photo opportunity which, unfortunately, puts the aspiring photographers in the path of vehicular traffic in the pursuit of the perfect picture.

This is obviously an undesirable situation. The new proposed location will create a larger safe zone around the fountain, provide seating and a small space for specialty holiday decorations,

celebrations, and performances as well as ample patio opportunities for restaurants or coffee shops that border the plaza. The existing Marshall Way fountain area is on a grade rising from Stetson Drive to the canal and that rise provides for a line of sight directly south and a line of sight west toward the new Horse Fountain Plaza area. Currently people come over the bridge from the Fashion Square area, down to Stetson Drive, and are not clear on what direction they should move. This new plan will give them a line of sight west down 5th Ave and south toward the new pocket park which will connect directly to the east end of 5th Ave. This circulation pattern is in complete compliance with the Old Town Public Spaces and Connectivity Masterplan. This plan creates new public realms, opportunities for entertainment and special events, and opportunities for public art.

In addition to refining some existing traffic patterns in the area the project also creates an urban plaza to the north of the market building along 6th Avenue. Additionally the development extends the popular canal front park nearly an additional quarter mile south continuing the experience well past Goldwater Boulevard.

GOAL CD 6 CREATE SAFE, COMFORTABLE, AND INTERESTING STREET SPACES.

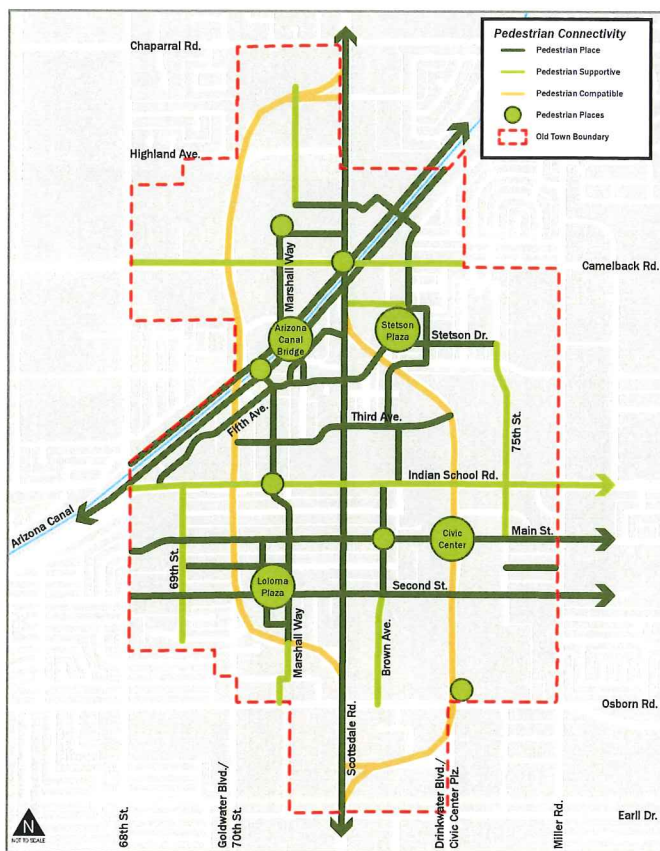
- **Policy CD 6.1** *Create a unified public realm experience through the design of downtown streets, building setback areas, and building frontages.*
- **Policy CD 6.2** *Connect downtown street spaces with other pedestrian spaces and linkages.*



- **Policy CD 6.3** Streetscapes should provide continuity for the pedestrian across different developments along the same street. This continuity can be established through the provision of consistent landscape improvements, street tree themes, shade elements, decorative paving, street furniture, public art, and other integrated infrastructure elements.
- **Policy CD 6.4** Use development standards, related exceptions, and urban design guidelines regarding building location and setback to enhance the context, rhythm, and features of street spaces.
- **Policy CD 6.5** Develop walkable blocks by providing new streets, pedestrian paths, courtyards, pocket parks, and plazas that connect with other streets and public or common open spaces.

- **Policy CD 6.6** Create, or maintain, a defined building location to establish the public realm with a clear visual identity, and activate store-front areas to increase pedestrian comfort.

Comments | The Southbridge 2.0 project anticipates 2 improved gateway entrances to the 5th Ave district. The new office building on the southwest corner of Stetson and Scottsdale will have ground floor restaurant and retail with outdoor seating creating a pedestrian scale invitation to this new enhanced district. Moving west on Stetson Drive, there will be additional retail with shade elements, consistent landscape improvements and shade trees, and street furniture creating seating opportunities. Visitors will be drawn through this area to the corner of 6th and Stetson where there will be additional seating for a restaurant and the ability to connect directly to the Marshall Way fountain area to the north. Scottsdale Road and 6th Ave currently have a restaurant on the south side. This project will add a new restaurant on the north side of 6th on the corner with outdoor seating creating another gateway to the district. Moving west down the north side of 6th Ave, you will be adjacent to the new hotel lobby and have a line of sight directly over to the existing Marshall Way Bridge fountain. In addition as you move west down 6th Ave along the south side, you will encounter another new pocket park and a connective public plaza pulling you south to 5th Ave. A key element on the south side of 6th Ave adjacent to the new pocket park and the new public connective plaza to 5th Ave will be the Scottsdale Marketplace building which will be a very transparent building with the ability to open up to fresh air and pedestrian movement when the weather permits. This combination of building design and public plazas will create an environment which activates 5th Ave and creates comfortable natural movement from the new hotels as well as the existing bridge coming



south over the Arizona Canal from Fashion Square. The intersection of Stetson Drive and 5th Ave is visible from the north end of Marshall Way looking west from Scottsdale Road from 5th Ave and looking southwest down Stetson from the existing Marshall Way fountain. That key location is identified in the Old Town Public Spaces and Connectivity Masterplan. This area represents the heart of the 5th Ave, Marshall Way, Stetson Drive district. The new proposed park/plaza is provided for and will be designed in coordination with the City to provide seating, shade, and opportunities for small public events. This plaza will be bordered on the north edge by retail creating more excitement and energy. As you continue to move west down 5th Ave, traditional on-street parking will be available with iconic specialty retail with covered arcades moving all the way to Goldwater Boulevard. This entire district will have themed street trees providing shade and visual continuity, and periodic street benches will be included.

GOAL CD 7 INCORPORATE A REGIONAL LANDSCAPE PALETTE THAT COMPLEMENTS THE URBAN AND PEDESTRIAN CHARACTER OF OLD TOWN.

- **Policy CD 7.1** *Old Town open space and landscape elements should project a desert oasis character, providing an abundance of shade, color, varied textures and forms.*
- **Policy CD 7.2** *Landscape materials should complement the built environment, land uses, and other downtown activities. Careful selection of downtown plant materials should take into account attributes such as scale, density, placement, arrangement, and maintenance requirements.*

Comments | This urban streetscape will have consistent, themed street trees provided to create shade, a lush feel, and consistent visual

continuity and the effect making the street feel narrower and more pedestrian friendly. Also, occasional street furniture opportunities with accompanying ground level planters to accommodate colorful plantings will soften the environment making it feel more inviting to pedestrian movement. The excitement of adjacent retail shops and restaurants combined with a landscaped palette that defines the pedestrian zone from the on street parking and street environment will attract shoppers and encourage pedestrian movement and connectivity.

GOAL CD 8 INTEGRALLY DESIGN LIGHTING INTO THE BUILT ENVIRONMENT.

- **Policy CD 8.1** *Achieve a balance between ambient light levels and designated lighting needs to ensure safe lighting levels while reducing light pollution and glare.*
- **Policy CD 8.2** *Encourage lighting that is energy efficient and designed to serve both pedestrian and vehicular safety in public and private spaces.*
- **Policy CD 8.3** *Use lighting to provide a safe and inviting nighttime environment for residents, businesses, visitors, and nighttime special events and activities.*

Comments | Lighting in this district needs to illuminate the public streets and intersections. Where appropriate, existing City street lights will be reinstalled providing appropriate lighting levels. These light poles have brackets integrated to allow district banners to be displayed. In addition, circuits for holiday lighting will be attached to the street lights to simplify the annual lighting theme that illuminates the 5th Ave district during the holidays. Pedestrian walkway lighting will be accommodated as

part of building design and will create a safe environment but will be subdued enough to allow individual retail and restaurant establishments to express their individual identities. The new public plazas will be lit to provide a safe, comfortable environment with circuits provided for special event and holiday lighting needs.

GOAL CD 9 IMPLEMENT HIGH QUALITY URBAN AND ARCHITECTURAL DESIGN IN OLD TOWN

- **Policy CD 9.1** *Design downtown civic buildings and public spaces to demonstrate the city's commitment to, and leadership in, design excellence.*
- **Policy CD 9.2** *Incorporate the Scottsdale Sensitive Design Principles and the Old Town Urban Design and Architectural Guidelines in all development.*

- **Policy CD 9.4** *Integrate art into downtown urban design and architecture.*

Comments | Southbridge 2.0 will incorporate the relevant design principles articulated in the *Old Town Urban Design and Architectural Guidelines* as well as Scottsdale Sensitive Design Concepts. Massing which creates building articulation accentuating shade and shadow and random forms and use of materials which create building accents and differentiate the pedestrian ground plane from the balance of the building will be utilized. This proposed development is punctuated with City urban plazas and walkways which present an opportunity for the integration of public art. Traditional design elements such as covered arcades, street furniture, and lush, water tolerant landscaping will be used to accentuate the shopping and restaurant uses.





GOAL CD 10 INCORPORATE SUSTAINABLE BUILDING PRACTICES IN OLD TOWN DEVELOPMENT

- **Policy CD 10.2** *Incorporate sustainable planning, design and building techniques into downtown development and use durable indigenous materials that will endure over time, to minimize environmental and maintenance impacts.*
- **Policy CD 10.3** *Encourage green building and biophilic design strategies such as building orientation, passive solar and cooling techniques, natural daylighting, and the integration of regional plant materials as part of downtown development.*
- **Policy CD 10.5** *Extend the life cycle of existing downtown building stock through adaptive reuse.*
- **Policy CD 10.6** *Use existing urban resources, such as infrastructure systems, underutilized sites, buildings, and transportation networks to minimize the use of new resources.*
- **Policy CD 10.7** *Promote methods of water conservation, such as storm water capture, rainwater harvesting, water reuse and passive landscape irrigation.*
- **Policy CD 10.8** *Develop and maintain sustainable solid waste collection, recycling, and disposal delivery systems downtown. Encourage the use of shared waste containers and compactors among businesses to reduce the number of containers in downtown and their negative aesthetic, olfactive and circulation impacts.*
- **Policy CD 10.9** *Encourage downtown recycling*

and other waste reduction and diversion programs in civic spaces, at special events, and in commercial and multifamily residential developments.

Comments | The existing Southbridge project recycles cardboard, paper, glass, and aluminum and the remaining waste is concentrated in 2 compactors which all restaurants, retail, and office share. All cooking oil is also recycled. Those practices will be continued in the new Southbridge 2.0 project. Southbridge 2.0's primary focus is the creation of pedestrian spaces which encourage the connectivity of all Southbridge uses. This connectivity will encourage patrons to park once or use alternative transportation to access this Scottsdale district. This condition will minimize the pollution and impacts of automobile traffic in the district. Building materials and design which minimize maintenance and respect solar access and create appropriate shade will be key design parameters as the individual structures in the project moving forward. Water features and fountains will be reserved for public plazas, and designs will be used which minimize water loss to evaporation.

GOAL CD 11 INFRASTRUCTURE DESIGN SHOULD POSITIVELY CONTRIBUTE TO OLD TOWN IDENTITY.

- **Policy CD 11.1** *Design infrastructure improvements to unify the overall identity of Old Town, while still contributing to the specific district identity in which they are located.*
- **Policy CD 11.2** *Develop infrastructure improvements that positively impact the aesthetic and mobility aspects of the pedestrian environment.*
- **Policy CD 11.3** *Underground overhead utilities, when physically and economically feasible,*

to reduce the negative visual impacts in the downtown.

- **Policy CD 11.4** *Minimize the aesthetic and circulation impacts of power and communication system equipment located in rights-of-way.*

Comments | The City of Scottsdale set an important precedent when, working with Salt River Project, the 64 kilovolt line was put underground along the Arizona Canal. That undergrounding was transformative and the first important step in creating what is now a popular urban, waterfront park. That philosophy of putting utilities underground wherever possible will be an important design parameter in accomplishing the Southbridge 2.0 area renewal. As has been mentioned in previous comments, unifying landscape patterns and utilization of existing light poles with banner attachments will be implemented to acknowledge unifying design elements which create a pedestrian friendly aesthetic.

C.MOBILITY

GOAL M 1 DEVELOP COMPLETE STREETS THROUGH PUBLIC AND PRIVATE INFRASTRUCTURE INVESTMENTS AND IMPROVEMENTS.

- **Policy M 1.1** *Maintain a well-connected downtown circulation grid, comprised of complete streets that are designed and operated to enable safe access for all users, including pedestrians, bicyclists, motorists and transit riders of all ages and abilities. A complete street responds to its community context, and may include sidewalks, bicycle lanes and parking, bus lanes, comfortable and accessible public transit stops, frequent and safe crossing opportunities, median islands, accessible pedestrian signals, curb extensions, and*

narrower travel lanes to enhance connectivity for all. A complete street is also consistent with federal laws and guidelines including those pertaining to accessibility.

- **Policy M 1.2** *Provide pedestrian and bicycle facilities within large projects and connect them to adjacent development and the greater downtown circulation system.*

Comments | The Arizona Canal borders the north edge of this proposed project and is part of the Sun Circle Horse Trail system which is a system that encircles the entire Valley of the Sun. It provides a paved bicycle path extending west to 56th Street and then a dirt path extending for many miles all the way to west Phoenix. This canal path also extends to the northeast and creates a convenient connection to the Indian Bend Wash path further north. It is an amazing opportunity that neighborhoods to the east and to the west can bike, jog, or walk into the core of downtown on a pathway system separated from traffic along the edge of a waterway. A

large number of the proposed residential units will front on this pathway system and retail shoppers will have 2 connective links between 5th Avenue and the Arizona Canal.

- **Policy M 1.3** *Provide continuity in downtown wayfinding, through the addition of landmarks, public art, distinct streetscape improvements, maps, directions, symbols, signage and information systems for both pedestrians and motorists.*
- **Policy M 1.4** *Accommodate the movement of freight goods and services, truck delivery access and operations, solid waste collection, and emergency response vehicles on private development sites, and out of the public right-of-way, where possible.*
- **Policy M 1.5** *Encourage use of mobility options downtown, such as: transit, biking, walking, mobility share, transportation carts, pedicabs and horse-drawn carriages, particularly during special events.*



- **Policy M 1.6** *Revitalize the downtown portion of Scottsdale Road into a paseo/boulevard that facilitates circulation and access for all modes of travel, with a special emphasis on meeting pedestrian needs.*
- **Policy M 1.7** *Maintain Goldwater and Drinkwater Boulevards as the primary routes to accommodate pass-through traffic around downtown.*

Comments | The Southbridge 2.0 project is framed on the east and west sides by arterial streets. On the east side, Scottsdale Road is a signature street which continues through the core of Old Town Scottsdale. This street affords the opportunity for visitors to preview all of downtown and hopefully make the decision to enter the retail districts via numerous side street opportunities. The need to carry through traffic as well as provide visual access and a preview experience of the retail districts and in some areas the provision of on-street parking makes Scottsdale Rd a multi- purpose street. The Southbridge 2.0 project recognizes this multitude of Scottsdale Rd functions and provides at- grade retail restaurant frontage and inviting district entrance points on Stetson Drive and 6th Avenue.

Goldwater Boulevard on the west side of the project was improved by the City as part of a couplet system designed to parallel Scottsdale Road and provide convenient through traffic access and frame the western edge of the specialty retail districts. This project extends specialty retail down 5th Avenue to the west fronting Goldwater and creates a west side gateway to the district.

The interior streets, Stetson Drive, 5th Avenue, and 6th Avenue, are shopping streets and will continue to be pedestrian friendly with on-street

parking, utilization of trees to create a softened look, retention of existing street lights with banner attachments. All of these components will create a visual perception that the streets are a pedestrian friendly zone. The horse fountain in the middle of the Marshall Way/5th Avenue intersection is an important visitor attraction but impedes large delivery trucks, and because it is a photo opportunity, it results in people standing in the street right of way to take photos. This development moves the horse fountain slightly east to a new public plaza on the north side of 5th Ave thereby creating a safer street environment at the 5th Ave/Marshall Way intersection.



GOAL M 2 CREATE COMPLETE, COMFORTABLE, AND ATTRACTIVE PEDESTRIAN CIRCULATION SYSTEMS.

- **Policy M 2.1** *Design the public realm to include wide sidewalks that accommodate meeting and passing other pedestrians, queuing, pedestrian waiting areas, street furniture, pocket parks, patio areas and other desired levels of activity.*
- **Policy M 2.2** *Encourage pedestrian oriented design that includes pedestrian comfort amenities such as trees, shade, seating, shelter, wayfinding and lighting, to encourage strolling, lingering, and promenading, especially in*

areas where there is a high concentration of pedestrian activity.

- **Policy M 2.3** Manage existing, and design future downtown transportation and related systems, with a focus on pedestrian mobility, accessibility and safety.

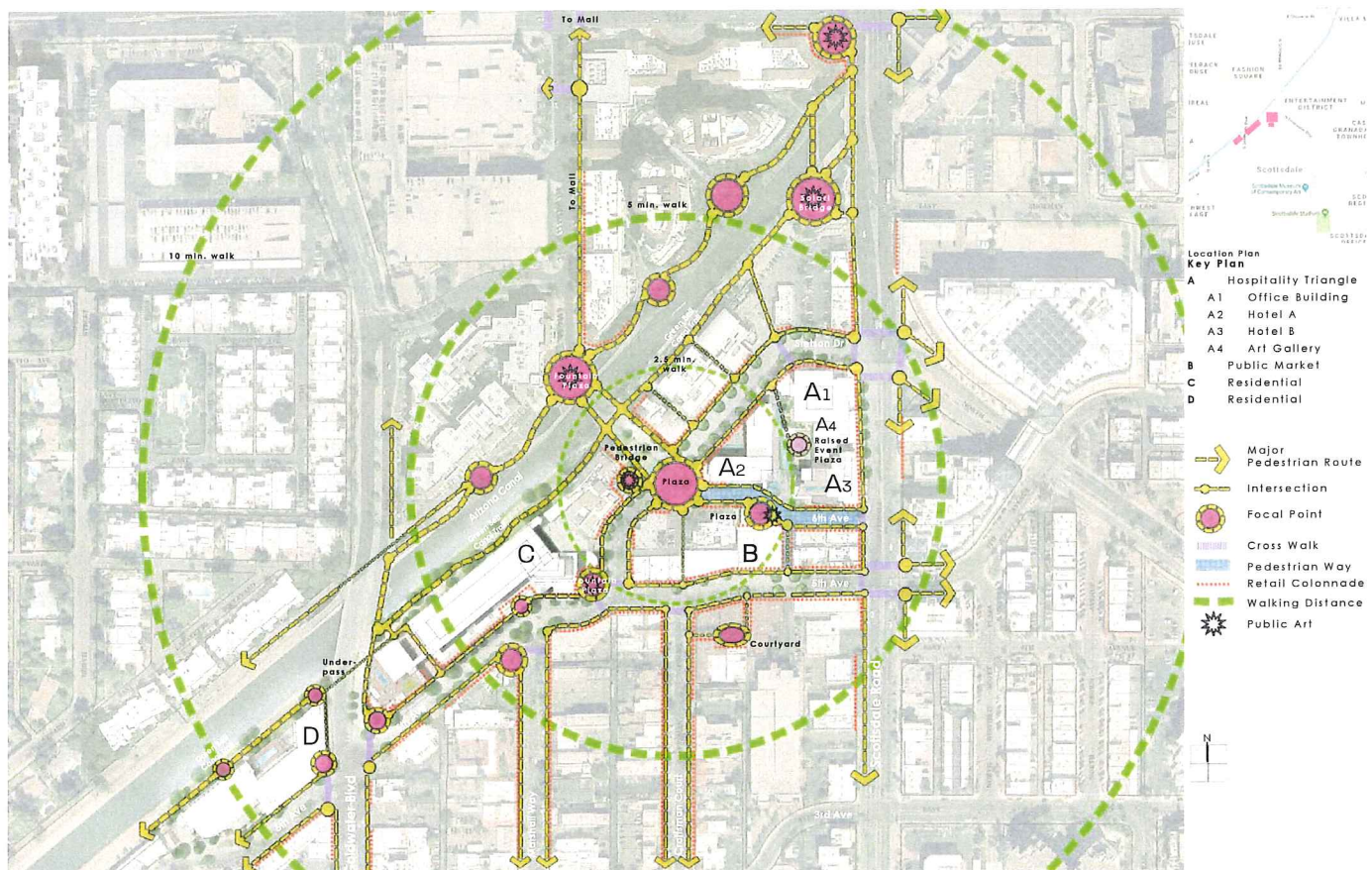
Comments | Please see comments for Old Town Character Area Plan, Goal M3.

GOAL M 3 CREATE A HIERARCHY OF PEDESTRIAN SPACES WITHIN OLD TOWN

- **Policy M 3.1** Develop specific downtown connections, nodes and spaces as Pedestrian Places, particularly where there is a high concentration of pedestrian activity, or where a high level of pedestrian activity is desired.

- **Policy M 3.4** Eliminate existing, and discourage new, Pedestrian Challenging environments within downtown.

Comments | This proposed project is in compliance with the Pedestrian Connectivity Plan. As has been described in previous sections, new public plazas are included with connective walkways with lines of sight making wayfinding simple and with shaded environments and areas to rest and congregate. Use of public art in these plaza areas and connective elements will enhance the wayfinding experience. Pedestrian walkways that accommodate groups of walkers and lighting incorporated into the adjacent retail frontages will create a safe, comfortable environment. Bicycle racks strategically located to be convenient but not impede the walking environment will be provided.



- **Policy M 1.6** Revitalize the downtown portion of Scottsdale Road into a paseo/boulevard that facilitates circulation and access for all modes of travel, with a special emphasis on meeting pedestrian needs.
- **Policy M 1.7** Maintain Goldwater and Drinkwater Boulevards as the primary routes to accommodate pass-through traffic around downtown.
- **Policy M 2.4** Develop an attractive, interconnected network of safe and walkable pedestrian linkages to, within, and between downtown districts.
- **Policy M 2.5** Provide enhanced pedestrian access and connections between adjacent developments.
- **Policy M 3.2** Create a Pedestrian Supportive environment throughout the remainder of downtown.
- **Policy M 3.3** Roadway corridors with higher traffic volumes and faster speeds, combined with larger land use setbacks, may remain Pedestrian Compatible and should include Pedestrian Supportive crossing treatments.

Comments | Marshall Way is a very important link south to Indian School Road and beyond to the West Main Street area. This proposed development will create an exciting new node on the north end of Marshall Way drawing patrons up the Marshall Way corridor into the 5th Avenue district. The city is working to strengthen the Marshall Way district entrance on Indian School road with a major new art piece. This public art combined with the higher scale development above and north of the 5th Avenue/Marshall Way intersection should create visual cues connecting the downtown districts together.

The new 6th Avenue plaza and connective public walkway through to 5th Avenue will strengthen the connectivity from 5th Ave all the way through to Fashion Square. The ground floor retail and restaurant at Stetson and Scottsdale Rd will create a pedestrian friendly environment encouraging pedestrians to move north along the west edge of Scottsdale Rd through to the Soleri Plaza and north to the Camelback/Scottsdale Rd intersection. All of these factors will improve the connectivity of the 5th Avenue district to the adjoining districts to the north, south, and east.

GOAL M 4 MAINTAIN A CONVENIENT AND ADEQUATE PARKING SUPPLY OLD TOWN.

- **Policy M 4.1** Develop a “park once environment” downtown, where users can access multiple destinations without the need to move their private vehicle.

Comments | As has been addressed in previous comments, this proposal is interconnected, linking 5th Avenue district north to Fashion Square, and all of the components of residential, office, retail, and hotels are linked with shaded walkways, public plazas, and connected pedestrian areas creating a park once environment that serves the entire district and the adjoining area.

- **Policy M 4.2** Create new or adjust existing parking requirements to ensure continued downtown revitalization and investment, as technologies and private vehicle user preferences evolve.
- **Policy M 4.3** Maximize use of the existing parking supply through a comprehensive, multi-tiered parking management program.
- **Policy M 4.4** Create new public parking supply

through public-private partnerships to maintain free public parking downtown.

Comments | Parking utilization will be maximized with valet service to the hotels allowing use of tandem spaces and parking patterns compatible with a valet parking service. Parking spaces specifically set aside for Uber, Lyft, and other potential parking service providers will be identified and reserved. Electric car recharge stations will be provided. The mixed use characteristics of this development acknowledging shared parking between uses has been identified and reflected in our parking master plan. The office component creates an opportunity for night and weekend public parking when the spaces are not being used by the offices. That parking segment can be made available to the City as public parking at those times.

- **Policy M 4.5** Seek opportunities to provide shaded parking through the provision of landscaping, shade structures, tree and solar canopies.

GOAL M 5 ENCOURAGE TRANSIT THAT PROVIDES LOCAL AND REGIONAL CONNECTIONS TO, FROM AND WITHIN OLD TOWN SCOTTSDALE.

- **Policy M 5.1** Enhance Old Town Scottsdale's local and regional transit availability and accessibility, by emphasizing high frequency and expanded hours of service within the downtown and connections to adjacent areas.
- **Policy M 5.2** Locate higher density development near major transit routes and venues to facilitate increased use of downtown transit.
- **Policy M 5.3** Link the Old Town Trolley and other transit to existing and future local and

regional transit networks to accommodate the needs of residents, employees and visitors.

Comments | Arriving in Old Town Scottsdale via mass transit is challenging. The only regional mass transit option at this time is City of Phoenix bus service. Southbridge 2.0 is framed on the east and west side by arterial streets. Buses traveling on those arterial streets can certainly drop off passengers allowing them to have access to this pedestrian friendly district. Coordinating with the City, we can identify optimal opportunities for City of Scottsdale Old Town trolley buses to drop off passengers. As has been noted in other sections, the connectivity within the district promotes a park once environment allowing pedestrian connectivity from 5th Avenue all the way through to Fashion Square.

GOAL M 6 DEVELOP A CONTINUOUS, ACCESSIBLE, AND INTERCONNECTED BICYCLE NETWORK

- **Policy M 6.1** Promote convenient connections between the on-street bicycling network and off-street paths and trails.

Comments | See comments for section M 1.2.

- **Policy M 6.2** Connect the downtown bicycling network to the regional bicycling system via the Arizona Canal, Crosscut Canal, Sun Circle Trail, and Indian Bend Wash multi-use paths.

Comments | See comments for section M 1.2.

GOAL M 7 PROVIDE BICYCLE INFRASTRUCTURE AND FACILITIES TO ENCOURAGE INCREASED DOWNTOWN RESIDENT, EMPLOYEE AND VISITOR BICYCLING.

- **Policy M 7.1** Incorporate accessible bicycle infrastructure and facilities into public and private development.

- **Policy M 7.2** *Develop a series of tourism bicycle routes that highlight unique visitor attractions.*
- **Policy M 7.3** *Integrate accessible bicycle infrastructure into all local and regional transit vehicles that serve downtown.*
- **Policy M 7.4** *Promote bike use in downtown to serve the leisure pursuits of the visitor, and the “last mile” needs of resident and employee commuters, through new bicycle technologies.*

Comments | The 5th Avenue district is currently served by rental bikes as well as rental scooters. In order to improve aesthetic and functional accommodation, it is suggested that working with the City, we identify appropriate parking areas for these bike and scooter alternatives. In addition, we will provide periodic bicycle racks where individuals can secure their bicycles. We are fortunate that the Arizona Canal path provides a major regional connective link for cyclists to ride either northeast or southwest along the canal path. More recently, Segway tours have emerged which, in part, use the canal pathway as part of their tour route. We expect that the interconnected pedestrian pathway system through this project will be an attractive draw for pedestrians, cyclists, and Segway operators.

GOAL M 8 PROMOTE BICYCLE EDUCATION, SAFETY, AND ENFORCEMENT.

- **Policy M 8.1** *Work with law enforcement to educate the community and ensure traffic laws and ordinances are followed by drivers, bicyclists, and bike share businesses.*
- **Policy M 8.2** *Incorporate safety measures at grade separations, street crossings, and intersections to minimize conflicts with vehicles, pedestrians, and other bicyclists.*

Comments | This project intends to use traffic calming mechanisms such as crosswalks with a textured surface and strategic use of the curb line and landscaping to signal pedestrian crossing areas creating environments where cars move slowly and pedestrians have an equal status in the roadway. Also, the shop lined streets and active frontages will create a perception of a narrow street and an atmosphere that signals to automobiles that they have entered a slow paced pedestrian friendly zone.

D: ARTS & CULTURE

GOAL AC 1 INVEST IN CURRENT AND CREATE NEW OPPORTUNITIES TO ADVANCE OLD TOWN SCOTTSDALE AS AN ARTS AND CULTURAL HUB WITH REGIONAL, NATIONAL, AND INTERNATIONAL SIGNIFICANCE.

- **Policy AC 1.1** *Support a diverse range of arts and culture experiences downtown.*
- **Policy AC 1.2** *Revitalize, expand and develop new arts, cultural, and educational facilities that enhance Old Town Scottsdale’s artistic landscape.*
- **Policy AC 1.3** *Grow existing and establish new high-quality, signature festivals, events and programming that attract resident and visitor audiences and distinguish Old Town Scottsdale as a premiere arts and culture destination.*
- **Policy AC 1.4** *Continue to invest in, improve, celebrate, and promote the Scottsdale Arts District, Scottsdale Civic Center, and the Arizona Canal as prominent downtown arts and culture destinations.*

GOAL AC 2 ENCOURAGE CREATIVE PLACE-MAKING IN OLD TOWN, WHERE ALL CAN PARTICIPATE.

- **Policy AC 2.1** Encourage investment in public art and cultural destinations that preserve, educate, and celebrate Scottsdale's diverse history, culture, Sonoran Desert environment, and people.

- **Policy AC 2.2** Serve diverse community interests by supporting a variety of monumental art pieces, emerging artists, and temporary event-based programs downtown.

- **Policy AC 2.3** Utilize public art to strengthen interconnectivity between downtown districts and cultural facilities through way-finding, space activation, temporary art trails, and pocket art park.

- **Policy AC 2.4** Facilitate public art integration into Old Town architecture and urban design.

GOAL AC 3 PROMOTE AND SUPPORT INITIATIVES THAT FOSTER OLD TOWN AS AN INTERACTIVE ARTS DISTRICT.

- **Policy AC 3.1** Animate existing private and public spaces with arts and culture, and create informal, spontaneous exhibition and performance spaces throughout the downtown.

- **Policy AC 3.2** Connect commercial and private art enterprises with public and non-profit arts and cultural venues in the downtown.

- **Policy AC 3.3** Encourage the attraction and retention of Scottsdale based non-profit arts and culture organizations in downtown.

- **Policy AC 3.4** Develop economic, land use, planning, and design strategies to protect and enhance arts, culture, and gallery businesses in downtown.

- **Policy AC 3.5** Encourage continuation and

expansion of innovative arts and culture programming that enriches the community.

- **Policy AC 3.6** Increase and promote community arts partnerships and projects that animate public spaces and provide residents, workers, and tourists with diverse arts experiences.

- **Policy AC 3.7** Support work/live development in the downtown that is flexible enough to accommodate the needs of creative professionals.

Comments | The Old Town gallery district's focus, principally on Main Street and Marshall Way, is a vital part of Scottsdale's culture, history, and identity. Attracting qualified potential buyers and providing convenient, understandable access to the gallery districts are imperative. The addition of 333 hotel rooms will help create a constant flow of visitors. That combined with a pedestrian friendly network facilitating access down Marshall Way is a critical factor in supporting the gallery industry. As has been described in previous sections, the new public plazas create the ideal opportunity for public art. These public art installations will be part of a network of public art components throughout downtown. The entire downtown "emerald necklace" is a series of art installations. The Doors sculpture at Scottsdale Road and Camelback Road, the Soleri Bridge, the Pony Express sculpture, the Horse Fountain, the new Jackrabbit sculpture are all current installations that enhance the 5th Avenue/Marshall Way/Fashion Square district. The addition of new art installations in the new public plazas will continue to enhance Scottsdale's reputation as a downtown arts community.

The interconnectivity of the Scottsdale canal bank and the new public plazas creates a district where festivals and events can vary in



size from small, intimate affairs to larger signature events. This network of public spaces is situated so that on major event days portions of Stetson Drive and 6th Avenue can be closed creating a major event plaza. Existing public parking in the district plus the addition of new night and weekend parking available as part of this development will create a flexible event venue.

Section 6.1309 Cultural Improvement Program requirements

For property rezoned to the PBD overlay district after December 31, 2012; the property owner

will provide art work, or pay an in lieu fee equal to at least one percent of the building valuation for all floor area.

Comments | Working with the City and their designated cultural/arts representatives, we will identify opportunities for public art which maximize public exposure and assist in the creation of an interlaced network of public spaces.

ARTS AND CULTURE

As has been referenced, the strategic placement of public art installations creates a network

which draws a pedestrian north/south and east/west along the emerald necklace. The public plazas and interconnecting walkways proposed as part of the Southbridge 2.0 create an ideal opportunity for additional arts installations. Art can be interactive with sound or movement and can create excitement through the use of color, scale, and subject matter. An exciting art installation can also act as a wayfinding marker helping to direct the public through a district. Working in cooperation with the City, we will identify strategic locations and appropriate design in an effort to compliment the City's network of public art installations.

E: ECONOMIC VITALITY

GOAL EV 1 SUPPORT OLD TOWN'S PROMINENT ECONOMIC ROLE AS A HUB FOR ARTS, CULTURE, RETAILING, DINING, ENTERTAINMENT, TOURISM, EVENTS, AND EMPLOYMENT.

- *Policy EV 1.1 Encourage land uses, activities, and special events that support downtown as a primary commercial, cultural and tourism destination, to maintain downtown's economic role in the community.*
- *Policy EV 1.2 Promote downtown as an environment attractive to both leisure visitors and a skilled workforce.*

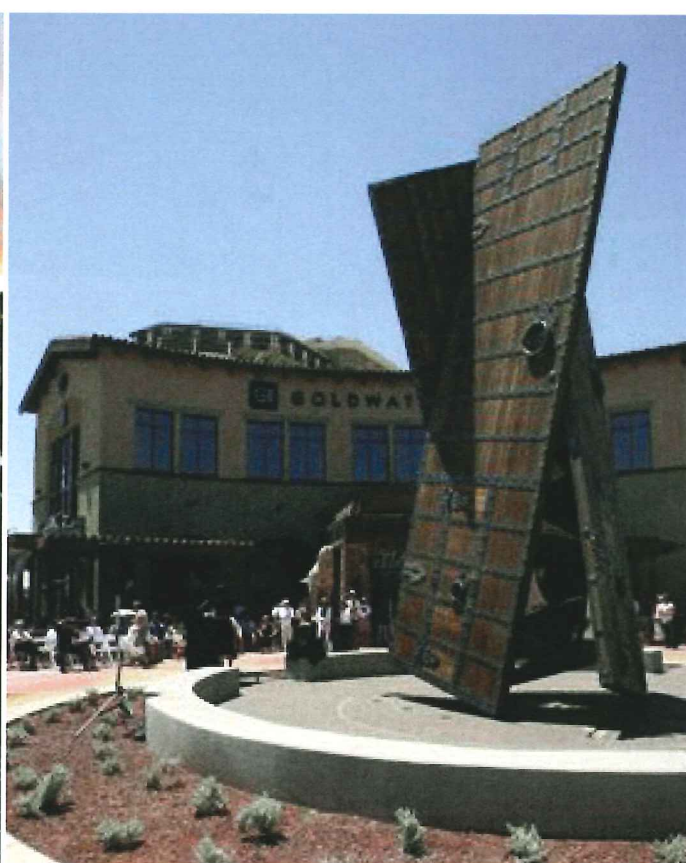
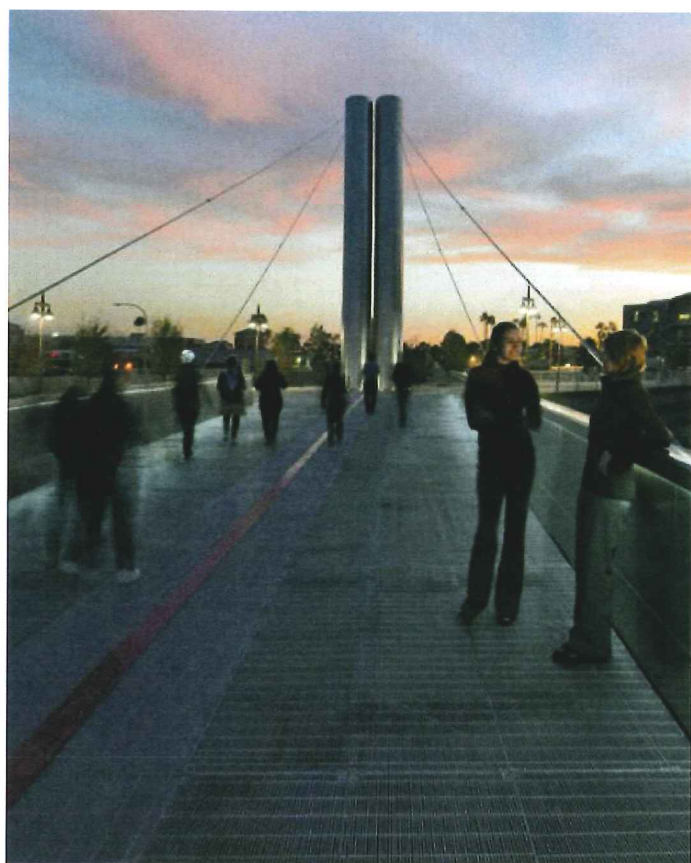


- Policy EV 1.3 Attract tourism-supporting land uses, activities and special events to reinforce Old Town as a robust tourism destination.
- Policy EV 1.4 Proactively address economic and social changes by examining Old Town goals on a regular basis, to ensure responsiveness to shifts in economic, social, environmental, and market conditions.
- Policy EV 1.5 Appeal to residents, visitors, and workers by creating and delivering programs and services that support a high quality, year-round, successful mix of retail, dining, entertainment, emerging enterprises, and small businesses that contribute to Old Town's unique character.

GOAL EV 2 PROMOTE PRIVATE INVESTMENT IN, AND ATTRACT NEW DEVELOPMENT TO, OLD TOWN.

- Policy EV 2.1 Encourage investment in residential and commercial development that ensures Old Town's economic competitiveness regionally and nationally.

Comments | As has been discussed in previous sections, Southbridge 2.0 is a true mixed use destination including office, retail, restaurant, hotel, and residential. The combination of retail frontages, adjacent hotel rooms, office, and a residential component, all interconnected with public plazas and linkages to adjacent districts, creates a destination for tourists, residents, office workers and thereby contributes to the City's economic vitality. Also, the addition of new



plazas combined with existing public spaces creates an excellent opportunity for special events and supports a high quality, year round environment.

Over time, this once vital district has lost some of its historic appeal with outdated buildings, changes in buying patterns, and competition from other retail opportunities, and it is in need of a renewal.

Elliott D Pollack & Company was commissioned to prepare a Southbridge 2.0 Economic & Fiscal Impact Analysis. That study identifies an annual economic impact at stabilized build out of approximately \$4,000,000. Please see report in the appendix.

- *Policy EV 2.2 Promote a mix of daytime/ nighttime activities year-round through residential and commercial development in Old Town.*

Comments | New, up to date ground floor retail combined with strategically located restaurants and the anticipated evening hour's flow of hotel guests and district residents will create a vibrant evening dynamic which translates into safe streets and strengthens the economic vitality of the entire district.

- *Policy EV 2.3 Encourage private investment through public-private partnerships that utilize the shared skills and assets of each sector to deliver downtown development and community amenities.*

Comments | This development affords the opportunity for the City to obtain new public plazas, create connective walkways, secure additional public parking, and meet the goals of the City's Old Town Character Plan.

- *Policy EV 2.4 Promote the retention of major downtown employers and accommodate their future expansion needs.*

- *Policy EV 2.5 Expand downtown employment opportunities through the attraction of new office and commercial development to downtown, with a focus on target growth industries such as information, communications, and technology (ICT) and advanced business services.*

- *Policy EV 2.6 Retain, expand, and support Old Town's prominent medical campus that serves as both a major employer and community service provider.*

- *Policy EV 2.7 Attract and retain a broad array of economic activities that widen the appeal of Old Town and strengthen the city's tax base.*

- *Policy EV 2.8 Recognize that talent is a critical component of business location decisions, and enhance Old Town's quality of life amenities and housing choices, to appeal to a skilled workforce.*

Comments | Younger, tech savvy workers are demanding an environment which provides pedestrian accessible dining, after hours entertainment, and an inviting public realm. These workers are also enthusiastic about housing close to their place of work where they can walk or bike to the office. Inclusion of an office component in the core of this proposed development is responsive to this demand and a very important component of this mixed use project.

GOAL EV 3 EMBRACE AND EXPLORE INNOVATIVE SOLUTIONS TO INFRASTRUCTURE AND SERVICE DELIVERY.

- *Policy EV 3.1 Adopt a smart cities strategy to pursue new technologies that will better leverage and capitalize on city assets and improve service delivery.*
- *Policy EV 3.2 Pursue approaches to downtown parking, transportation, mobility, and public space limitations through a combination of demonstrated national best practices as well as early adoption of technology.*

Comments | As has been mentioned previously, the assemblage of over 30 private properties and the suggested inclusion of remnant City properties, alleys, and rights of way will simplify future maintenance and service delivery by

creating a clear delineation between the private and public sector zones. New development creates opportunities for updated landscape watering systems, holiday lighting opportunities which will make City maintenance and special events more simplified and cost effective. If annual lighting changes could be accomplished with the flip of a switch rather than crews working for days stringing lights and identifying power sources, this would be aesthetically and operationally beneficial. We propose to work with the City to identify these challenges and opportunities and resolve that the new Southbridge 2.0 mixed use project will accommodate simplified solutions and adopt current technologies.



VI Planned Block Development (PBD) and Infill Incentive District

A: PLANNED BLOCK DEVELOPMENT (PBD)

Section 6.1301 Purpose

A. The purpose of the PBD Overlay District is to allow for development flexibility in the Downtown Area to assist the City in achieving the Downtown Plan, developing more Downtown Area public amenities, and adding land uses that would further promote the Downtown Area as a twenty-four (24) hour community.

Comments | The PBD overlay designation has been included as part of this zoning application. A development plan has been presented which identifies site planning, height, density, architecture, public spaces, parking, public plazas, and landscaping. The purpose of this development plan is to identify and establish a style, character, and a circulation pedestrian network that serves the entire PBD. Specific building design narrative will be identified through future approvals from the Development Review Board.

Summary of Property Development Standards and Bonus Height Calculations

Site Area: Gross 432,990 sf 9.94 acres
 Site Area: Net 282,894 sf 6.49 acres
 Building Height: Dependent on area Type designation

Type 1: 48' Type 2: 66' Type 3: 150'

Bonus Height and Calculations

BONUS HEIGHT:

Increase building height in Type 3 from 84 feet to 150 feet= 66 feet

FORMULA:

CC=Contribution Cost

CY= Current Year

BH= Feet of Bonus Building Height

CC=

(BH times 10,000) times (1.035²⁰¹⁸ minus 2013)

(66 X 10,000) X 1.0355 = \$783,872.89 for 2018

Overall Building Area: Gross 1,684,275 sf

Bonus GFAR:

Section 5.3008.C.2 provided for up to 0.5 additional GFAR with the addition of dwelling units. Total project gross area as applied to FAR is 628,915 SF. Additionally there is 486,530 SF gross area of residential units, roughly half is applied to the gross number to utilize the 0.5 GFAR bonus allowed.

GFAR .952

Dwelling Units: 330 units

Hotel Keys: 333 keys

Building Setbacks required at ground level:
 All public streets and public street segments in the Type 2 from Back of Curb: 20 feet

North Scottsdale Road in Type 3 from Back of Curb: 40 feet (revised to 20 feet in Amended Development Standards Existing conditions on the Scottsdale Road frontage

north of Stetson and south of 6th Avenue are 20 feet or less back of curb.

Sec. 6.1304. *PBD Overlay District criteria.*

A. *Before the first Planning Commission hearing on a PBD Overlay District application, the Development Review Board shall make a recommendation to the Planning Commission regarding the Development Plan based on the following criteria.*

1. Criteria for a PBD Overlay District application in a Type 1 Area:

- a. The Development Plan shall reflect the goals and policies of the Character & Design chapter of the Downtown Plan; and
- b. The site development standards and building form shall be in conformance with the Downtown Plan Urban Design & Architectural Guidelines.

Comments | The Type 1 district along the north edge of 5th Avenue is a defining design narrative for the entire project. This pedestrian focused iconic street will be reproduced and improved to create the entire district's image and character. Please see General Plan and Character Plan Compliance, section 3. Design standards will be in conformance with the Downtown Urban Design & Architectural Guidelines, section 5.

2. Criteria for a PBD Overlay District application in the Type 2 Area:

- a. The Development Plan shall reflect the goals and policies of the Character &

Design chapter of the Downtown Plan;

Comments | Comments: See Section on Character and Design , Goals 1 to 11

- b. The site development standards and building form shall be in conformance with the Downtown Plan Urban Design & Architectural Guidelines;

Comments | See comments later in document on Downtown Plan Urban Design & Architectural Guidelines

- c. The building form shall reflect the planned character of development within which the development will be located;

Comments | The proposed development respects the pedestrian fine grain character of the existing Stetson /5th Avenue district. It also takes advantage of the Type 3 district standards allowed as part of the *Old Town Character Plan*. Setbacks are addressed in the Amended Development Standards and are designed to reflect the existing character of Scottsdale Road and other shopping streets within the district. Given the compact environment of the project area, there are some step back exceptions. See the Urban Design & Architectural Guidelines section.

- d. The Development Plan shall incorporate standards for development within three hundred fifty (350) feet of the Downtown Boundary that address appropriate transitions in building heights between the proposed development and the zoning districts abutting or adjacent to the development;

Comments | Not Applicable

- e. The Development Plan shall incorporate standards for development in the Downtown Regional Use – Type 2 or Downtown Medical – Type 2 Areas, and within one hundred (100) feet of the Downtown Multiple Use – Type 2 or Downtown Civic Center – Type 2 Areas, that address appropriate transitions in building heights between the proposed development and the Downtown Multiple Use – Type 2 or Downtown Civic Center - Type 2 Areas;

Comments | Not Applicable

- f. The Development Plan for development within one hundred (100) feet of a Type 1 Area shall incorporate standards that address appropriate landscape materials and transitions in building heights between the proposed development and the Type 1 Area;

Comments | Type 1 and Type 3 districts are contained within the proposed development area. The project respects the Type 1 character and celebrates it as a foreground at the base of the Type 3 residential building adjacent to the canal. This juxtaposition of the Type 1 and Type 3 strengthens the Type 1 character by recognizing the distinct contrast in the development types. Landscaping will focus on the area between the street and the pedestrian zone and feature themed street trees as well as intermittent pedestrian scale planters to add seasonal color.

- g. The Development Plan shall incorporate standards for development adjacent

to public streets that include sidewalks, pedestrian linkages, building forms and architectural features that address human scale and pedestrian orientation; and

Comments | Pedestrian friendly, active street frontages are provided along Scottsdale Road, Stetson Drive, 5th Avenue, and 6th Avenue. Please see Character Plan Compliance comments, Goals CD 1 to 11.

- h. The pedestrian circulation shall be accessible and easy to navigate, and incorporate open space and pedestrian linkages to the public pedestrian circulation network.

Comments | The primary design narrative of this proposed project is the pedestrian element. This circulation network connects 5th Avenue north to the Arizona Canal. It connects Scottsdale Road through to Goldwater Boulevard. This network is punctuated with public plazas and is designed with covered arcades and shade elements. Please see Character Plan Compliance comments for Goal CD 4, CD 5, and CD 6.

B. In addition to the criteria used by the City Council to review a zoning district map amendment application, the Planning Commission shall make a recommendation to the City Council, based on the following applicable criteria:

1. Standard criteria:

- a. The proposed development supports the land use elements of General Plan and the Downtown Plan.

Comments | The proposed development plan supports the land use elements

of the General Plan and the *Old Town Character Plan*. See *Old Town Character Plan* comments, Goals LU 1 to 6.

2. Criteria to add land uses to Table 5.3005.D., Land Uses for Each Sub-district of the Downtown District:

- a. Each proposed land use helps maintain a balance of land uses in the Downtown Area in accordance with the Downtown Plan.
- b. Each proposed land use is compatible with the adjacent development, and strengthens the mix of land uses and activities in the Downtown Area.
- c. Each proposed land use substantially implements the pedestrian oriented, twenty-four (24) hour downtown community goals of the Downtown Plan.

Comments | The use regulations of the Old Town Planned Block Development shall apply. No changes are requested to the land use table for the Downtown Core or the Downtown Multiple Use sub-districts.

3. Criteria to achieve bonus(es):

- a. The proposed Development Plan reflects noteworthy investments to provide public benefits, improve the quality of life in the community, and assist in achieving the goals and policies of the General Plan, Downtown Plan and City objectives, primarily in the immediate vicinity of the neighborhood where the development will be located.

Comments | This request is for a zoning district map change from Commercial 2 Downtown Overlay (C2 DO) to:

- Downtown/Downtown Core Type-1 Planned Block Development Downtown Overlay with Infill Incentive District (D/DC-1 PBD DO with IID)
- Downtown/Downtown Multiple Use Type-2 Planned Block Development Downtown Overlay with Infill Incentive District (D/DMU-2 PBD DO with IID)
- Downtown/Downtown Multiple Use Type-3 Planned Block Development Downtown Overlay with Infill Incentive District

This includes a request to increase building height in the Type 3 district from 84 feet to 150 feet, an increase of 66 feet. The residential density of 30 units per acre is below the maximum density of 50 units per acre in the Downtown Ordinance. This document includes information supporting this PBD request in accordance with the General Plan and *Old Town Character Plan*. As has been indicated, the assemblage of more than 30 private properties, the integration of appropriate City properties, and the inclusion of major public connective walkways and plazas reflect significant investment to provide public benefits and compliance with the policies of the General Plan.

B: INFILL INCENTIVE DISTRICT

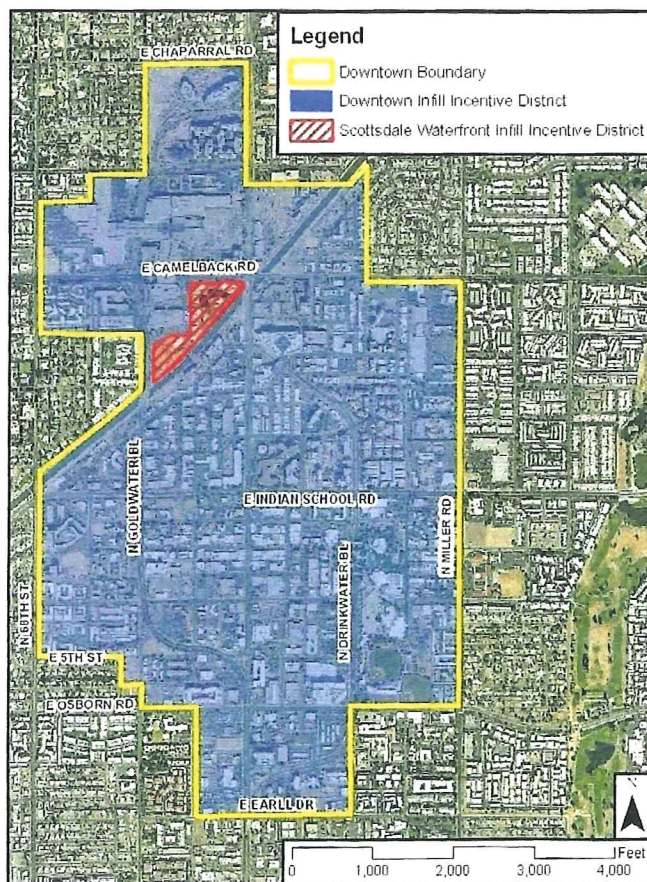
In July 2010, the City of Scottsdale approved an infill incentive District for Old Town Scottsdale. The Southbridge 2.0 project falls within the Downtown Infill Incentive District as shown on the Downtown

Infill Incentive District map. See below. In creating the IID, the city recognized that *the involvement of the private sector is pivotal to the successful implementation of the Downtown Plan*. The City provides for two different mechanisms to allow for flexibility in development standards. The Planned Block Development (PBD) creates an opportunity to blend parking and density across a larger area and recognizes the importance of land assemblage and projects which are integrated to establish a true mixed use result. Southbridge 2.0 is in excess of 20,000 square feet and qualifies as a PBD.

There are, however, some unique challenges presented in achieving the best possible blend of uses which necessitate the use of the Infill Incentive District Overlay in addition to the PBD, infilling mixed use development which includes Type 1 (low scale), Type 2 (medium scale), and Type 3 (higher scale) districts. This combination of districts in a relatively confined area creates opportunities as well as challenges. Also, the Arizona Canal bisects this area on a diagonal, and the canal banks are 8 to 12 feet above the grade of the rest of the area. This change of grade along with the importance of creating connectivity between this district and the regional shopping district to the north also creates unique design parameters. Meeting these challenges will result in an exciting mixed use including a retail, residential, hotel, and office.

This proposed project will meet the goals and objectives of the *Downtown Character Plan*, the *Scottsdale Sensitive Design Principles*, and the *Downtown Plan Urban Design & Architectural Guidelines*. The City Character Plan designates a Type 3 district along the south edge of the Arizona Canal just north of the 5th Avenue specialty retail, Type 1 district. That area abuts the Type 3 district to the north of the canal and is a logical area for Type 3 higher scale development. The south edge is a

Type 1 district and will be built to Type 1 standards and will create a building foreground that is pedestrian scale and will establish a visual narrative which focuses attention on the 5th Avenue street experience. The north edge will have a more urban expression with a residential condominium experience with views of Camelback Mountain to the north and views of downtown to the south. This juxtaposition of the residential condos to the lower scale retail will create a vibrant, attractive, urban environment. The triangle of development bounded by Scottsdale Road on the east, 6th Avenue on the south, and Stetson Drive on the north will also be surrounded on all sides by retail and restaurant uses. These uses are not in a Type 1 district, and while they are pedestrian in character at the ground plane, they will be larger in scale as they blend back into the hotel and office development.



C: Goals and Objectives

The primary guiding plans for the Downtown Infill Incentive District are the *Scottsdale General Plan* and the *Downtown Plan*, which are included as part of the Downtown Infill Incentive Plan by this reference. In addition, the goals and objectives contained within this Downtown Infill Incentive Plan are established to promote high quality new development, redevelopment and infill development within the district through the use of flexible development standards.

- Goals and Objectives that are Specific to the Downtown Infill Incentive District.

Goal 1: Encourage infill development of vacant parcels, and the revitalization and/ or redevelopment of existing buildings in Downtown Scottsdale.

Comments | Southbridge 2.0 is made up of 32 individual parcels. Assemblage of those parcels which were owned by numerous different entities has taken many years and been a significant challenge. These disparate properties could not yield a new project which reflected the goals of the *Downtown Character Plan*. In addition the design flexibility recognized through the Infill Incentive District allows for a unified transformative development which includes multiple uses, pedestrian and urban scale, public walkways and plazas, and unified parking. This kind of transformative development which stabilizes an iconic district of Scottsdale is exactly what the Infill Incentive District was designed to encourage.

Objective 1.1: The provisions of the Downtown Infill Incentive District for a development shall implement the goals, approaches, and policies of the *General Plan* and *Downtown Plan* related to infill development of vacant parcels, and the

revitalization and/or redevelopment of existing buildings and underutilized properties.

Comments | This collection of 32 parcels, in addition to the City properties, represents an opportunity to develop consistent with the *Old Town Character Plan*. This opportunity would not exist if we were working with these disparate and underutilized properties one by one.

Goal 2: Development shall be composed of complementary and supportive design relationships with the urban neighborhood in which the development is located, with an adjacent neighborhood outside of the Downtown boundary, and consistent with the *Downtown Plan*.

Comments | Southbridge 2.0 is bordered by Type 3 districts to the north and to the east and Type 1 to the south. The development pattern is complimentary to and compatible with those districts. Please see *General Plan* and *Character Plan* compliance sections of this application.

Objective 2.1: Any new development that is within the Type 1 area, as designated by the *Downtown Plan*, shall promote a compact urban form and encourage sensitive/compatible infill development and redevelopment.

Comments | All development within the Type 1 districts will be compact and compliant with the *Downtown Character Plan* and include design elements such as covered arcades and pedestrian sensitive features which create a walkable environment.

Objective 2.2: Any new development, infill development and redevelopment that is within Type 2 area, shall incorporate contextually appropriate transitions to the established development that is the Type 1 area.

Objective 2.3: Any new development, infill development and redevelopment that is adjacent to the Downtown boundary shall incorporate contextually appropriate transitions to the established development outside of the Downtown boundary.

Comments | This entire district will be reconstructed to meet the objectives of the *Character Plan* including recognition of the objectives of the Type 1, Type 2, Type 3 districts. Please see *General Plan* and *Character Plan* compliance sections of this application.

Goal 3: Development shall be in compliance with the Downtown Plan Urban Design & Architectural Guidelines, and the Scottsdale Sensitive Design Principals.

Objective 3.1: Any new Development in Old Town, Main Street, Fifth Avenue, and Marshall Way Craftsman Court areas of Downtown shall strictly conform to the character of the area, and the Downtown Plan Urban Design & Architectural Guidelines for Special Districts.

Comments | Please see section on *Downtown Plan Urban Design & Architectural Guidelines*.

D: DIVERSE LAND USE MIX INCLUDING OFFICE/EMPLOYMENT

The *Old Town Character Plan* references in numerous sections the importance of office as part of the downtown mix. It also identifies the importance of coordination between the public and private sector. These references are as follows:

- *The Old Town Character Plan* acknowledges the importance of a diverse collection of mixed-use districts.

- *This mix of land uses represents the legacy of the original downtown live-work-play vision founded by the community.*
- *Land use changes require close coordination between the public and the private sectors.*
- *Policy LU 1.3: Maintain Old Town as a year round, 7 days a week, 18 hour Mixed-Use neighborhood that supports the needs of Scottsdale's residents, businesses, and visitors.*
- *Policy LU 6.1: Encourage development to provide a mix of uses and active street frontages, particularly in the Downtown Core along Scottsdale Road.....*
- *Policy M 4.1: Develop a "park once" environment downtown where users can access multiple destinations without the need to move their private vehicle.*
- *These policies emphasize the need for urban development that encompasses specialty retail, arts/cultural opportunities, office, residential, hotel/ tourism uses, as well as retention and expansion opportunities for major employers, as the underpinnings for an economically healthy downtown.*
- *Policy EV 1.2: Promote Downtown as an environment attractive to both leisure visitors and a skilled work force*
- *Policy EV 2.4: Promote the retention of major downtown employers and accommodate their future expansion needs*
- *Policy EV 2.5: Expand downtown employment opportunities through the attraction of new office and commercial development to downtown, with a focus on target growth industries such as information, communications, and technology (ICT) and advanced business services*
- *Policy EV 2.8: Recognize that talent is a critical component of business location decisions, and enhance Old Town's quality of life amenities and housing choices, to appeal to a skilled work force*

Comments | Southbridge 2.0 includes over 170,000SF of new office and is fully integrated with 2 new hotels, retail, restaurant, and housing. This is truly a mixed use environment that is supportive of the City's stated desire to create a mix of uses including office/employment, residential opportunities close by, shopping environment, and hotel guest accommodations. In addition, office use creates an ideal shared parking opportunity offering the potential of nights and weekends public parking which supports the district and special events. This dynamic combination will insure an economically vibrant district that appeals to locals as well as tourists. Recent new and proposed development in downtown Scottsdale has focused on the residential and hotel components but not the office environment. Producing new office is a more challenging sector, and the Infill Incentive District creates an opportunity to encourage and support that important component in the downtown mix.

We are making a focused effort to include office as an important part of this mixed use project. This is a public benefit in recognition of the *Old Town Character Plan* and creates an opportunity for night and evening parking which is a public asset.

E: DOWNTOWN SPECIAL EVENTS PARKING

Special events are a critical component of the Old Town Scottsdale mix. These events attract metro Phoenix area residents as well as visitors and help celebrate Scottsdale as an exciting destination. The success of events relies on good planning, appropriate marketing, but perhaps most critically, a functional, attractive space to hold the event and the necessary, convenient,

adjacent parking. This proposed, revitalized 5th avenue district has the perfect blend of uses interspersed with public plazas and connective linkages. This blend of public spaces creates the opportunity to host small gatherings, or when combined together, quite large events. Because of our desert environment, we need to make efforts to attract more shoppers in the summer season when our local businesses struggle. To assure that events are an advantage and not a deterrent for local businesses, we have to have adequate, adjacent, shaded parking. Because events typically occur on nights and weekends, it is best to have parking that is available at those times. Because the Southbridge 2.0 project is proposing to include over 170,000 SF of office in the mix, that office parking could be made available nights and weekends to support public events. Surface parking locations which are a significant walking distance from the core, not shaded, and feel psychologically disconnected from the event are not the best solution. Attracting new, high quality office in downtown has been a challenge. Yet, we believe that it is a very important part of the mix supplying employment opportunities for downtown residents and creating additional downtown shoppers. Making this office a reality, it is important to utilize the parking to maximum advantage. The office component presents several advantages for Scottsdale including creating a home for new businesses and the coincidental advantage of night and weekend parking for special events. These shared parking opportunities need to be identified and taken advantage of through partnerships with private development. It is virtually impossible and very costly to go back later and identify lots for public parking in the built environment.

A: DOWNTOWN URBAN DESIGN & ARCHITECTURAL GUIDELINES

Individual buildings will be designed and submitted to the DR process for specific review. These buildings will be presented in a manner that is consistent with the *Downtown Urban Design & Architectural Guidelines* and the *Scottsdale Sensitive Design Principles*. The core of Southbridge 2.0 is characterized by two development types. Type 1 is a low scale pedestrian friendly, street- front development. The second type is Type 3 which is a taller, more urban development type. The Type 1 zone along the north edge of 5th Avenue between Stetson and Goldwater Boulevard is an iconic Scottsdale district that has historically attracted visitors and local residents. These buildings have become functionally obsolete. The wiring and plumbing are inadequate. The facades are deteriorating and difficult to maintain. The ceiling heights and bay depths do not appeal to the market's new retail tenants. Retaining the look and feel of this area is a prime objective of the Southbridge 2.0 project while at the same time creating new and up to date functional buildings which will have an economic life into the future. To accomplish this objective, careful adherence to the *Downtown Urban Design & Architectural Guidelines* will be observed. The following are some specific comments in response to design principles articulated in the *Downtown Urban Design & Architectural Guidelines* as well as the *Scottsdale Sensitive Design Principles*.

- Preservation of existing pedestrian-pedestrian scale and strengthen the fine-grain building character.

- Development of strong pedestrian linkages between districts.
- Improvement of the quality and continuity of "street spaces".
- Compatibility of architectural character.

Comments | The principle organizing element of the entire Southbridge 2.0 is a pedestrian spine that links all of the elements of Southbridge together. This pedestrian system is edged by retail and restaurant uses around the entire project core. It is punctuated with small urban plazas with careful attention to lines of sight creating a connected, walkable system.

Relationship of new to existing development

- It is desirable for open spaces at the edge of the site to visually connect with open spaces on adjacent sites. The effect may be reinforced by shared circulation spaces such as a common entry court, by linking courtyards and patios and by repeating landscape elements such as enclosed courtyards and planting.
- Efforts to coordinate the form and height of adjacent structures are encouraged.
- A repeated architectural element such as a covered walkway, recessed base or similar roof form may be used to provide a visual linkage between old and new.

Comments | The south side and east end of the existing, older 5th Avenue have a look and feel which is characterized by a fine grain expression tied together by the unifying element of covered arcades. This new development will continue the fine grain character and unifying covered

arcade element. This connective element will be an architectural feature which creates a visual connection linking the district physically and visually to adjacent districts.

Active street frontages

- Design active building frontages to create inviting indoor and outdoor spaces visible from the sidewalk and street
- In office and commercial zones, locate shops, restaurants and other activities which show signs of life along the ground level at the street. Avoid blank walls, parking and other "dead" activities from street frontages
- Provide frequent building entrances along public streets

Courtyards and passages

- All new developments are encouraged to incorporate courtyards and other outdoor pedestrian spaces into their site plans and to establish linkages with the outdoor spaces of neighboring buildings and sites.
- The edges of courtyard space should contain retail shops, restaurants, offices or other activities that show signs of life. Blank walls and dead spaces without pedestrian interest should be minimized.
- Planned Block Developments provide a special opportunity to establish a network of internal pedestrian connections between adjacent properties. City review of Planned Block proposals will give high priority to this objective.

The Building-Street Edge

- Building in Type 1 Development Areas should create continuous building-street edges without interruption by long spatial gaps.
- Maintain pedestrian interest by minimizing

blank walls and other dead spaces at the ground floor.

Comments | The base of all development types including office, hotel, and residential will be developed with commercial uses including restaurant and retail. It is anticipated that outdoor dining and seating areas will be integrated at numerous locations along this frontage. Shops and restaurants will be designed in a manner that creates an invitation for customers to enter, and as much as possible, blank walls and other dead zones will be avoided.

Parking Facilities

Type 1 and 2 Development Areas

Comments | 90% of the parking as part of Southbridge 2.0 will be structured parking with over 75% of that below grade.

Landscape Character

Overall Design Intent

The main goals of the landscape design for SouthBridge 2.0 is to create a vibrant, comfortable environment and to optimize the landscape presence in the district. Three predominant areas, Hospitality Core, 5th Avenue District and Canal Park, each have a unique character through use of distinct paving coupled with a specific plant palette to best suit the specific use for each area. A cohesive overall landscape design is achieved through incorporating some common plants through all of the landscape zones, giving the project a unifying element.

The landscape planting is designed with the intent of a minimal/no maintenance goal. Planting layout is spaced for the full size of each plant at maturity to fit in the planting area with a

no maintenance objective to honor the integrity of the design intent.

Hospitality Core

The plant palette character of the Hospitality Core delivers an urban feel to compliment the scale of higher density and increased height of the buildings in this area. The selected trees are thus taller while having a low enough canopy to create a human-scale sense of comfort. The understory is comprised of masses of accent plants/succulents, creating a lush desert impression while utilizing a low water use palette. The selection of flowering shrubs and ground-cover offer seasonal and year-round splashes of color. Striking silhouettes and massing of accents creates interest and visual impact as a signature element of the area.

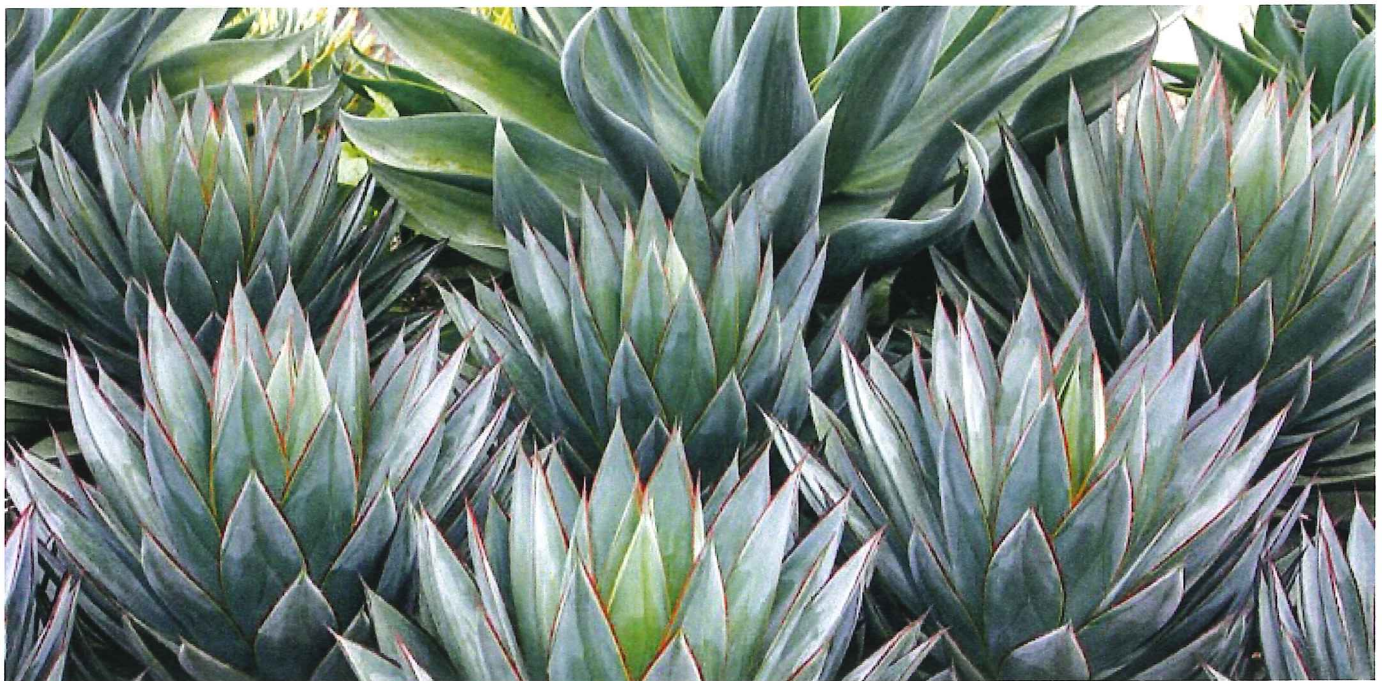
5th Avenue District

The design character of the this district creates a welcoming environment for shopping and strolling by incorporating both tall shade and medium height trees with broad canopies and

small flowering trees for color and interest. The understory design consists of a colorful shrub-pre-dominant layering of plant material to create a sense of lushness and texture, punctuated with sculptural desert accent planting honoring sense of place.

Canal Park

The Canal Park atmosphere will offer large expanses of turf for waterfront and park activity, offset with planting areas for color and interest. The lawn areas are simple and provides a place for people to take in the view and allows for activities both structured and unstructured. The sidewalk weaves together the planting and turf areas, creating a sequence of experiences with strategically located links from the canal park to the adjacent city amenities. A mix of tall shade trees, palm groupings and flowering trees provide comfort and a restful feel. The understory planting is less dense, but utilizes a similar palette as the rest of 5th Avenue – to create a sense of lushness while using a low water plant selections.



LANDSCAPE MASTER PLAN

Overall Design Intent

The main goals of the landscape design for SouthBridge 2.0 is to create a vibrant, comfortable environment and to optimize the landscape presence in the district. Three predominant areas, Hospitality Core, 5th Avenue District and Canal Park, each have a unique character through use of distinct paving coupled with a specific plant palette to best suit the specific use for each area. A cohesive overall landscape design is achieved through incorporating some common plants through all of the landscape zones, giving the project a unifying element.

The landscape planting is designed with the intent of a minimal/no maintenance goal. Planting layout is spaced for the full size of each plant at maturity to fit in the planting area with a no maintenance objective to honor the integrity of the design intent.

LANDSCAPE KEY

- Hospitality Core
- 5th Avenue District
- Canal Park



Hospitality Core

The plant palette character of the Hospitality Core delivers an urban feel to compliment the scale of higher density and increased height of the buildings in this area. The selected trees are thus taller while having a low enough canopy to create a human-scale sense of comfort. The understory is comprised of masses of accent plants/succulents, creating a lush desert impression while utilizing a low water use palette. The selection of flowering shrubs and groundcover offer seasonal and year-round splashes of color. Striking silhouettes and massing of accents creates interest and visual impact as a signature element of the area.

PLANT PALETTE

Trees

- 1 *Palms*
Date Palm
- 2 *Large Shade Trees*
Heritage Live Oak
Evergreen Elm
- 3 *Medium Shade Trees*
Desert Museum
Honey Mesquite
- 4 *Flowering Accent Trees*
Chihuahuan Orchid Tree
Texas Mountain Laurel

5 Understory

Shrubs / Groundcover

- Torch Glow Bougainvillea
- Valentine Bush
- Blue Bells
- Coral Fountain
- Tecoma

Accents

- Blue Glow Agave
- Parry's Agave
- Saguaro
- Golden Barrel Cactus
- Aloe ferox
- Mexican Fence Post
- Pale Leaf Yucca

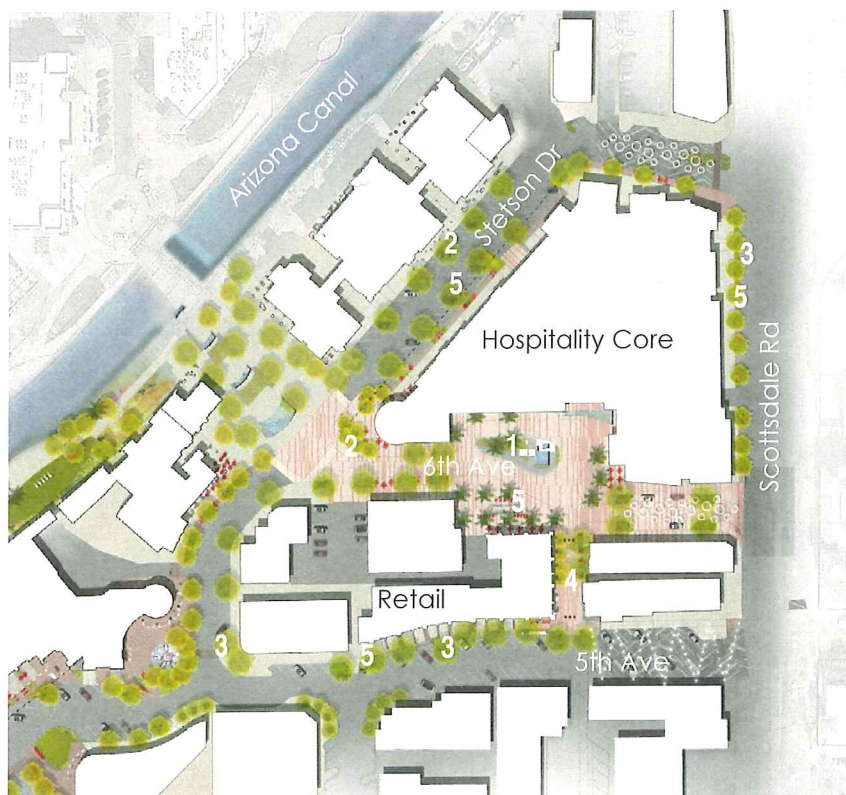
Ornamental Grass

- Pink Muhly
- Deer Grass

Vines

- Creeping Fig
- Lilac Vine
- Pink Trumpet Vine

6 Turf



5th Avenue District

The design character of this district creates a welcoming environment for shopping and strolling by incorporating both tall shade and medium height trees with broad canopies and small flowering trees for color and interest. The understory design consists of a colorful shrub-predominant layering of plant material to create a sense of lushness and texture, punctuated with sculptural desert accent planting honoring sense of place.

Canal Park

The Canal Park atmosphere will offer large expanses of turf for waterfront and park activity, offset with planting areas for color and interest. The lawn areas are simple and provides a place for people to take in the view and allows for activities both structured and unstructured. The sidewalk weaves together the planting and turf areas, creating a sequence of experiences with strategically located links from the canal park to the adjacent city amenities. A mix of tall shade trees, palm groupings and flowering trees provide comfort and a restful feel. The understory planting is less dense, but utilizes a similar palette as the rest of 5th Avenue – to create a sense of lushness while using a low water plant selections.

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- 1 *Palms*
Date Palm
- 2 *Large Shade Trees*
Evergreen Elm
Heritage Live Oak
- 3 *Medium Shade Trees*
Desert Museum
Ironwood
Sweet Acacia
- 4 *Flowering / Accent Trees*
Anacacho Orchid Tree
Chihuahuan Orchid Tree
Mediterranean Fan Palm
Texas Mountain Laurel

5 Understory

Shrubs / Groundcover

Bougainvillea
Blue Bells
Coral Fountain
Little Leaf Cordia
Trailing Lantana
Tecoma spp.

Accents

Blue Glow Agave
Desert Spoon
Hesperaloe spp.
Golden Barrel Cactus
Mexican Fence Post
Parry's Agave
Pale Leaf Yucca
Saguaro
Totem Pole Cactus
Weber's Agave

Grasses

Pink Muhly
Deer Grass

Vines

Creeping Fig
Lilac Vine
Pink Trumpet Vine

6 Turf



HARDSCAPE MASTER PLAN

The guiding principles of the hardscape master plan design for SouthBridge 2.0 is to create a high quality, lively urban realm that enhances the pedestrian environment, supports commerce and increases quality of life. The design is conceived for everyone of all ages and abilities. Sidewalks are widened with a clear walk-thru zone to support retail, and a strong landscape zone that accommodates enhanced pedestrian amenities such as shade, urban furniture, bike racks and lighting. Where angled parking remains, access from parking to the sidewalk has been improved. Where there is no parking, landscape zones are located at the curb line, except where pedestrian amenities are provided. Where over-structure conditions occur, street trees have been moved into the parking zones to promote shade and slow traffic.

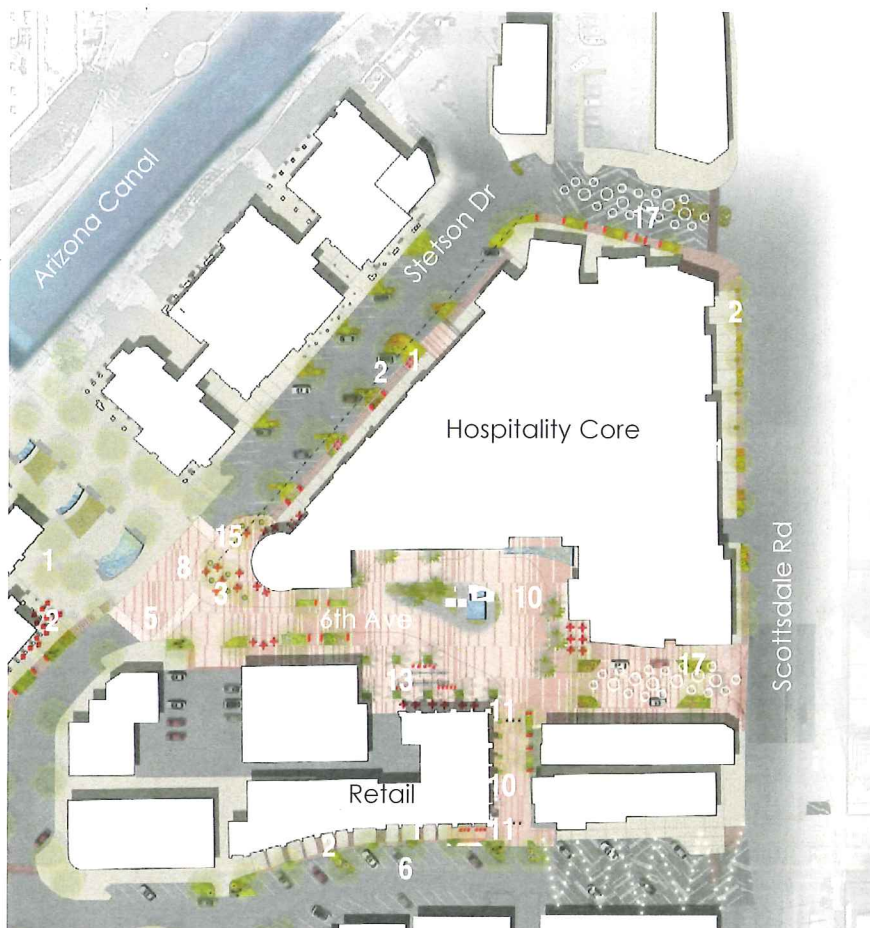
Materials are simple with a focus on durability and tactility, creating a consistent, recognizable pattern that speaks to the district. Sidewalks are concrete with an acid etched finish to create a textural, high quality finish that can be replicated throughout the district and repaired easily. Permeable paving in the landscape zone of the sidewalk adds color and texture as well as supplements water to the trees and plantings. Distinct paving along 6th Avenue forms a wall-to-wall urban room to accommodate a plaza feel, slow traffic and allow for street festivals.

Furnishings are kept simple and durable, with a mix of moveable and fixed furniture to allow people to site in sun or shade. A consistent color used throughout enhances the district identity and reduces clutter throughout.

Increased sustainability is achieved through increased shade, permeable paving zones, low maintenance paving that minimizes heat gain, bio-swales to collect and filter surface run-off, use of energy efficient luminaires and LED lighting, use of local materials and design of planting with low maintenance regimes in mind.

HARDSCAPE LEGEND:

- 1 Acid-etched concrete sidewalks
- 2 Permeable pavers at infiltration zone
- 3 Specialty paving at mini-plazas
- 4 Amenity area – specialty paving pattern
- 5 Enhanced crosswalks – stamped/colored asphalt
- 6 Asphalt roadway and parking
- 7 Bio-swale garden
- 8 Retaining wall/low seat wall
- 9 Gateway marker
- 10 Comprehensive street/sidewalk paving
- 11 Removable bollards
- 12 Repurposed horse fountain
- 13 Splash water feature at Palm Court
- 14 Hammock Grove
- 15 The Stand
- 16 Art Feature
- 17 Catenary Lighting Rings
- 18 Seating Niches



HARDSCAPE LEGEND:

- 1 Acid-etched concrete sidewalks
- 2 Permeable pavers at infiltration zone
- 3 Specialty paving at mini-plazas (concrete or pavers)
- 4 Amenity area – specialty paving pattern
- 5 Enhanced crosswalks – stamped/colored asphalt
- 6 Asphalt roadway and parking
- 7 Bio-swale garden
- 8 Retaining wall/low seat wall
- 9 Gateway marker
- 10 Comprehensive street/sidewalk paving
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- 14 Hammock grove
- 15 The Stand
- 16 Art Feature
- 17 Catenary Lighting Rings
- 18 Seating Niches



TREES

PLANTING SCHEME

ACACIA SMALLII SWEET ACACIA



BAUHINIA LUNAROIDES ANACACHO ORCHID TREE



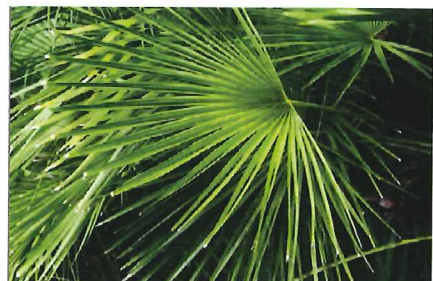
BAUHINIA MACRANTHERA CHIHUAHUAN ORCHID TREE



CERCIDIUM X 'DESERT MUSEUM' DESERT MUSEUM



CHAMAEROPS HUMILIS MEDITERRANEAN FAN PALM



OLNEYA TESOTA IRONWOOD



PHOENIX DACTYLIFERA DATE PALM



HONEY MESQUITE PROSOPIS GLANDULOSA



QUERCUS VIRGINIANA VAR. HERITAGE OAK HERITAGE LIVE



SOPHORA SECUNDIFLORA TEXAS MOUNTAIN LAUREL



ULMUS PARVIFOLIA EVERGREEN ELM



ACCENTS

PLANTING SCHEME

AGAVE 'BLUE GLOW' BLUE GLOW AGAVE



AGAVE PARRYI PARRY'S AGAVE



AGAVE WEBERI WEBER'S AGAVE



ALOE FEROX CAPE ALOE



ASCLEPIAS SUBULATA DESERT MILKWEED



CARNEGIA GIGANTEA SAGUARO



ECHINOCERUS GRUSONII GOLDEN BARREL CACTUS



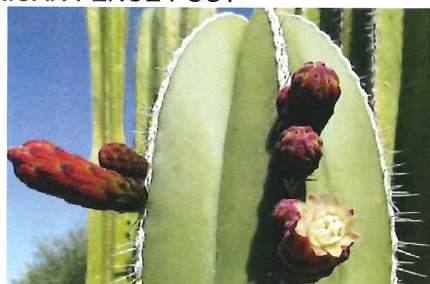
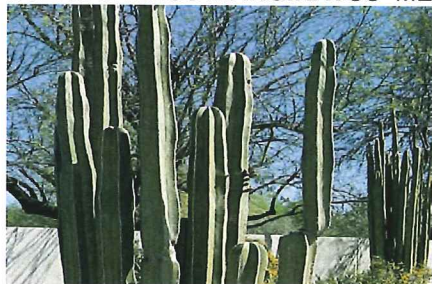
HESPERALOE FUNIFERA GIANT HESPERALOE



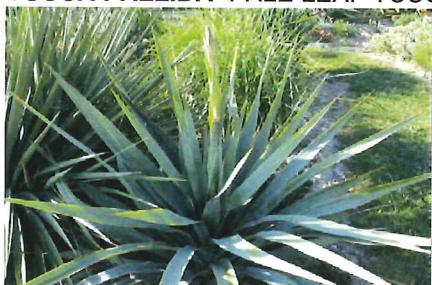
LOPHOCEREUS SCHOTTII VAR. **MONSTOSUS** TOTEM POLE CACTUS



STENOCEREUS MARGINATUS MEXICAN FENCE POST



YUCCA PALLIDA PALE LEAF YUCCA



SHRUBS

PLANTING SCHEME

BOUGAINVILLEA SPP. BOUGAINVILLEA



BOUGAINVILLEA 'TORCH GLOW' TORCH GLOW BOUGAINVILLEA



CORDIA PARVIFOIA LITTLE LEAF CORDIA



EREMOPHILA HYGROPHANA BLUE BELLS



EREMOPHILA MACULATA VALENTINE BUSH



MUHLENBERGIA CAPILLARIS PINK MUHLY



MUHLENBERGIA EMERSLEYI BULL GRASS



MUHLENBERGIA RIGENS DEER GRASS



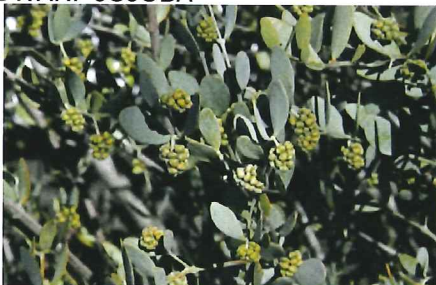
RUSSELIA EQUISTIFORMIS CORAL FOUNTAIN



SALVIA CLEVELANDII CHAPARRAL SAGE



SIMMONDSIA CHINENSIS 'VISTA' DWARF JOJOBA



TECOMA SPP. TACOMA



GROUNDCOVER

PLANTING SCHEME

LANTANA MONTEVIDENSIS TRAILING LANTANA



VINES

PLANTING SCHEME

FICUS PUMILA CREEPING FIG



HARDENBERGIA VIOLACEA LILAC VINE



PODRANEA RICASOLIANA PINK TRUMPET VINE



Building Design

A project this large and varied in use and location would be doing the City a disservice by offering one consistent architectural expression across the extents of the project. The goal in urban place making is to craft unique experiences augmented by varied material

palettes, massing, colors and textures that are woven together through a few simple rules. In this case that consistent musical baseline will literally be the base of the buildings. At the street level of each of these structures will be pedestrian oriented with covered arcades of similar scales, but constructed of different materials and opacities that respond to their



Building Elevation | Northwest | Canal Side



Building Elevation | Northeast | Service Side



Building Elevation | Southwest | Goldwater



Building Elevation | Southeast | 5th Ave

environmental exposure. Shade structures will be raised to between 12 and 14 feet high to allow for an expanse of space and great visibility for the retailers anchoring the project. Plazas will be opened onto by structures that invite the public engagement with operable facades that open to allow for a blurring of interior and exterior space taking advantage

of the indoor outdoor living that the area is known for. Above this strong connective arcade system each of the structures will develop an architecture based solidly in their use and their response to the environment. Residential structures will be marked by extensive balconies further reinforcing the outdoor living that can be achieved in an urban environment while



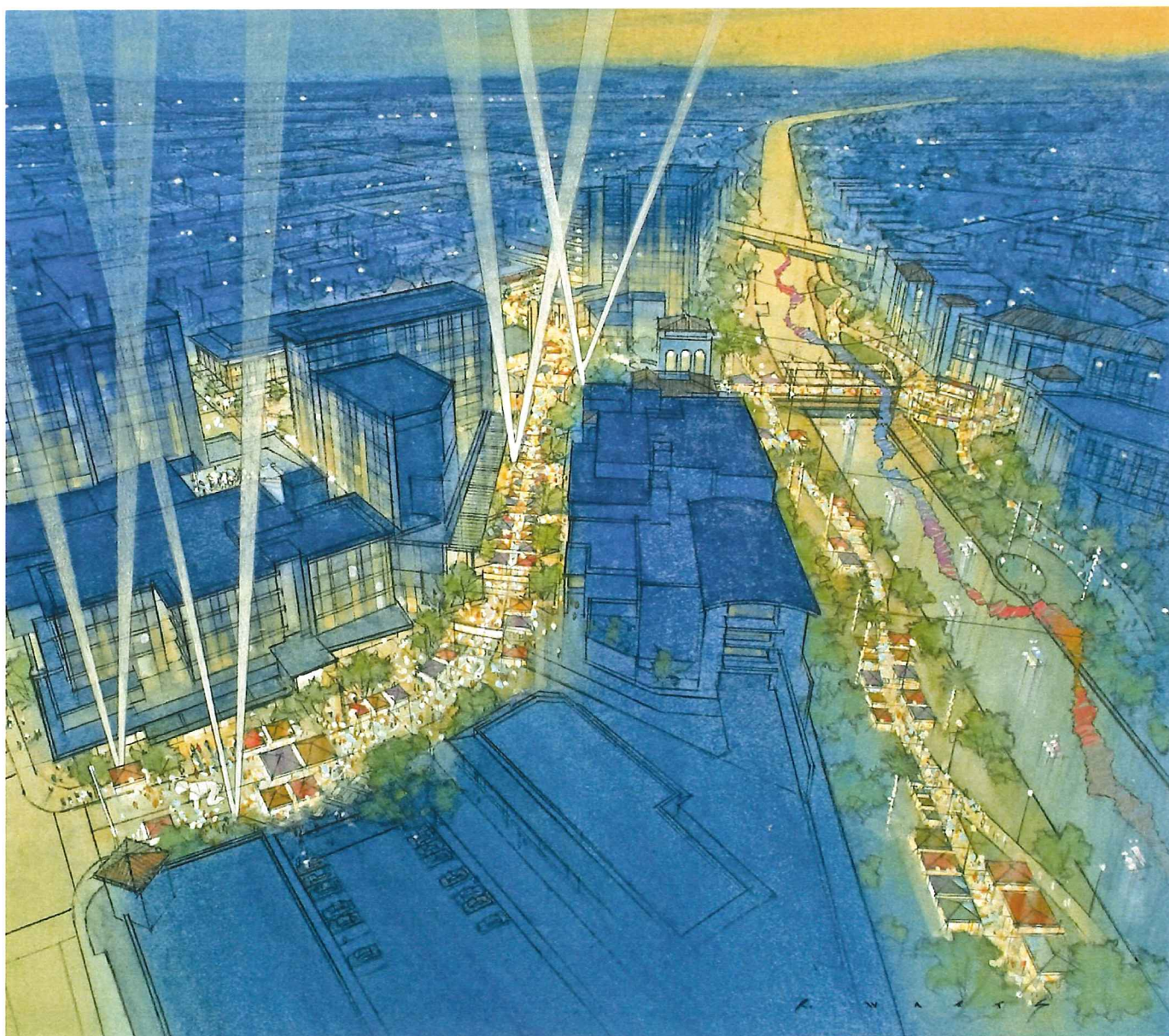
Hotel Site | Scottsdale Road Elevation A



Hotel Site | North Elevation B | Stetson



Hotel Site | 6th Avenue Elevation C



providing shading to the building structure. The hotel building will be influenced by the branding that gives them an individual appeal, whether it be the limited service hotel or the feature boutique hotel, each will be clad in materials befitting the region and anchor the brand to the downtown. Equally, the office structure will distinguish itself through undulation of its façade and a shading strategy that gets denser in its south and west exposures.

Overall the design detail will distinguish the base creating a footprint for the rest of the building which will visually reduce the apparent size and mass of the entire structure. The balance of the buildings will be designed with architectural features which create various visual characteristics using techniques such as changes in horizontal and vertical planes, surface treatments, integration of balconies, and use of accent elements.

B: SCOTTSDALE SENSITIVE DESIGN PRINCIPLES

Scottsdale Sensitive Design Principles will be observed in the overall design character of Southbridge 2.0.

- The design includes streetscapes, parks, plazas, and civic amenities that are cohesive including a landscape theme, decorative paving, street furniture, and public art.
- The development will encourage a park-once environment and a pedestrian network that encourages connectivity.
- Buildings will be designed to recognize a base with a strong pedestrian environment that creates a visual and functional element reducing apparent building mass.
- Lighting will be consistent with current street lighting standards including attachments for banners and a lower scale ambient lighting as part of the building face will create a safe, inviting pedestrian environment.
- Signage will be consistent with the Scottsdale sign code and unique to each business creating variety and interest drawing people through the district.

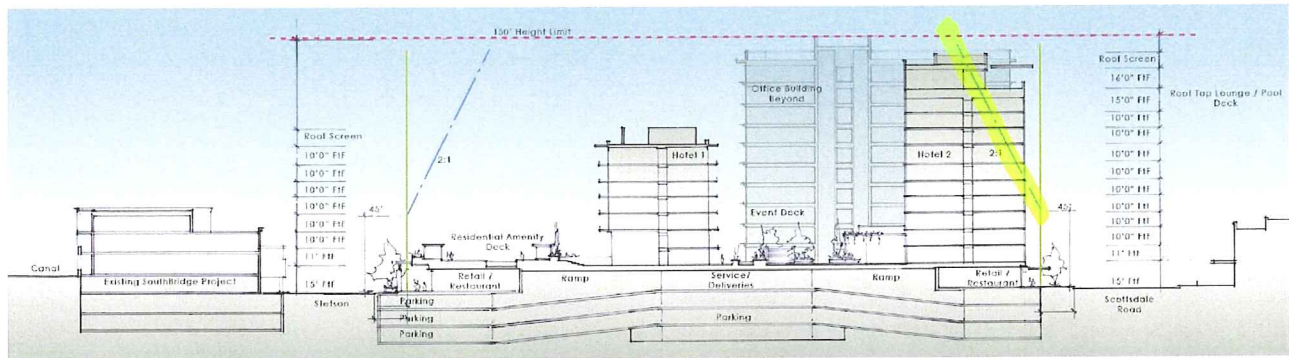
C: AMENDED DEVELOPMENT STANDARDS COMPLIANCE

The *Old Town Character Plan* identifies the entire district abutting the Arizona Canal on the south side, from Goldwater Boulevard to Scottsdale Road, as a type3 district. It also identifies the area on the north and south side of 5th Avenue as a type1 district. The adjacency of these 2 districts creates unique challenges and opportunities. The opportunity to acknowledge and enhance the low scale pedestrian retail character of 5th Avenue is an important and definitive part of the Southbridge 2.0 character. This lower scale frontage creates a foreground and base for the higher scale residential units to the north. The area north of the Arizona Canal is Type 3 and dominated by a regional commercial center and

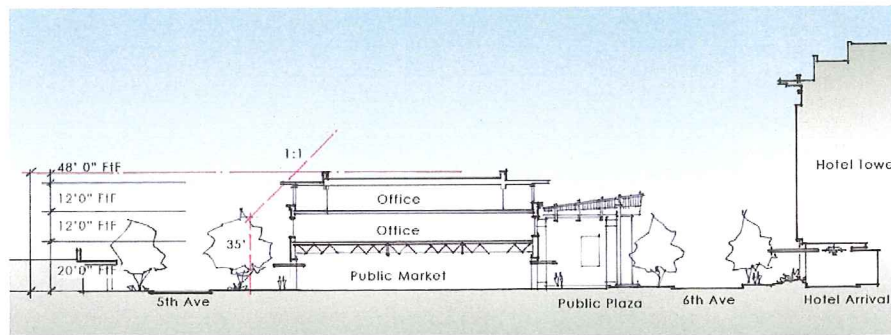
urban, higher scale residential units. The canal park and waterway creates a 180 foot wide zone which results in a corridor affording views of the McDowell Mountains to the northeast. This canal corridor also creates a foreground for the residential units proposed along the south side of the canal bank. These units will be punctuated by balconies as required by code, and the final detailed design will use detailing such as color, texture, window articulations, and recesses to create a building which will be consistent with downtown design guidelines and reflective of the type 3 character.

The office building and hotel structures fronting on Stetson Drive and Scottsdale Road are rimmed on the frontages with retail and restaurant. These ground plane uses will create a pedestrian friendly character which will support a human scale frontage continuing the traditional Stetson Drive character and enhancing the Scottsdale Road environment. The expression of the full height, type 3 buildings is appropriate and articulates the urban hotel and office narrative. As in the case of the residential units adjacent to the canal, these buildings will use detailing such as color, texture, window articulations, and recesses to create a building which will be consistent with downtown design guidelines and reflective of the type 3 character.

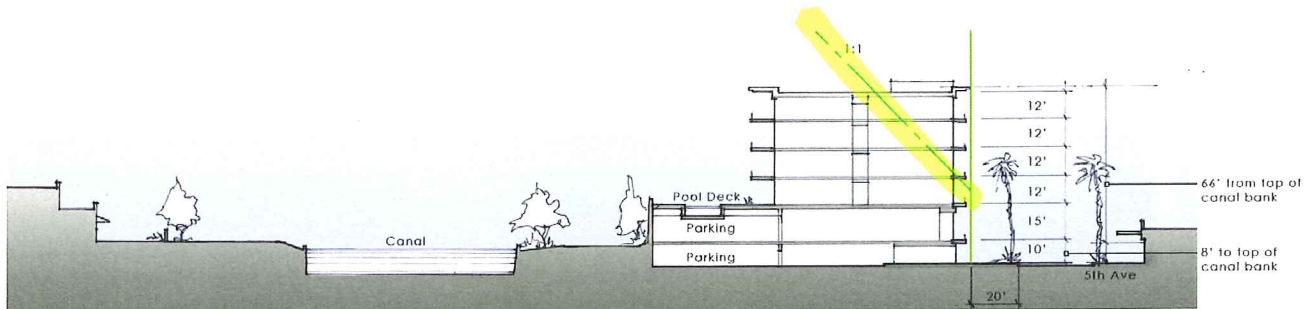
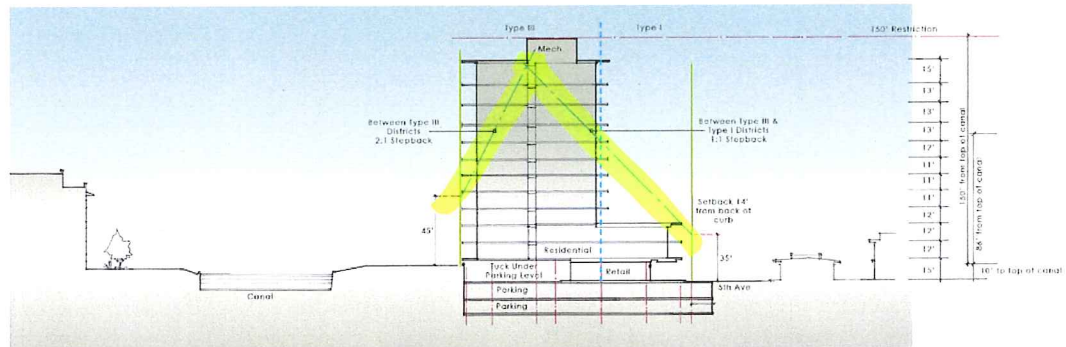
The optional inclusion of the residential development on the City and privately owned land west of Goldwater Boulevard results in a minor incursion into the step back plane. These properties along the north edge of 5th Avenue are narrow, making development challenging. This area benefits from 180 foot wide canal corridor which creates significant separation from the residential district to the north. As is the case with other buildings in this block plan, careful attention will be given to detailing and the building will include balconies as required by code.



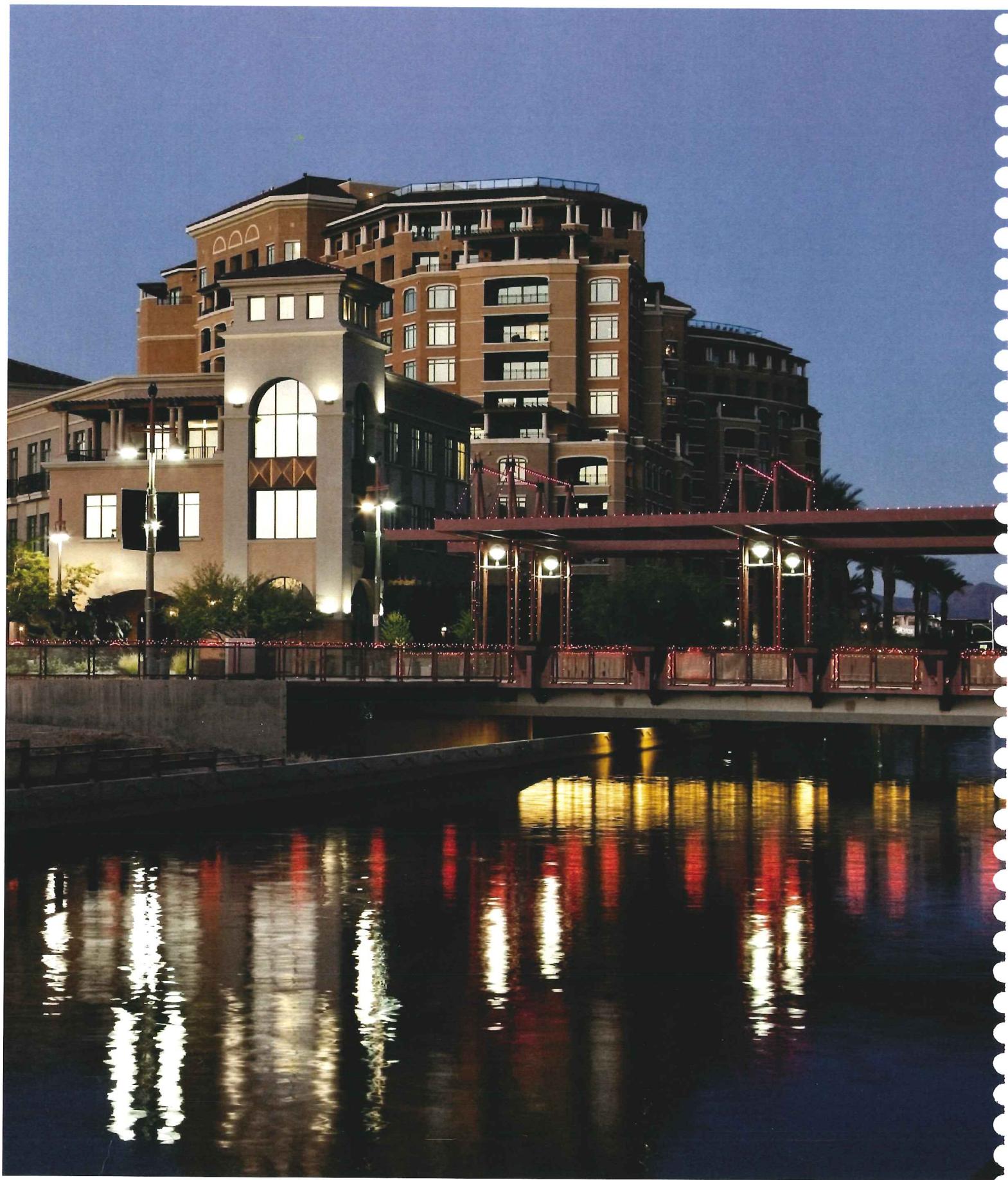
Hotel Site | Site Section 1

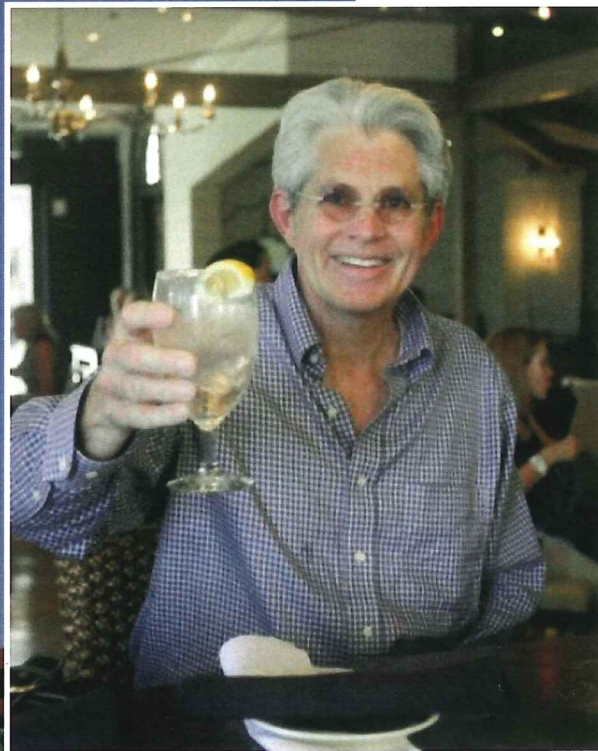


Market Site | Site Section 2



Rose Garden | Site Section B





VIII Summary

In July 2018, the Scottsdale City Council approved a new Old Town Character Plan. The Southbridge 2.0 development team has carefully reviewed this character plan and is compliant with and supportive of the plan. This proposed development is truly a mixed use approach including office, hotel, residential and retail. The development proposal respects the pedestrian character on the ground plane and integrates connective elements compliant with the City's objective to create linkage from 5th Avenue through to the canal park. Over 30 properties have been assembled to make this plan a reality, and it is suggested that additional City properties be included. This iconic area of Scottsdale deserves to be renewed and continue to serve as a major Old Town Scottsdale destination and a key Scottsdale signature identity element.



IX Appendix

a. Amended Property Development Standards

Sec. 5.3006. – Property development standards.

A. Prior Development Types.

1. Properties zoned Type 1.5 before December 31, 2012. Changes to properties zoned Type 1.5 after December 31, 2012 shall comply with the regulations of the Type 2 development type.
2. Properties zoned Downtown Medical – Type 2 and Downtown Regional Use – Type 2 before May 22, 2018. Changes to properties zoned Downtown Medical – Type 2 and Downtown Regional Use – Type

2 after May 22, 2018 shall comply with the regulations of the Type 3 development type.

B. Density, Gross Floor Area Ratio (GFAR), and Building Height Maximum.

1. Density and GFAR maximum are shown in Table 5.3006.B.
2. The building height maximum is shown in Table 5.3006.B., except as provided in Subsection 5.3006.B.3.
3. The additional height regulations of Article VII. shall not apply.

**Table 5.3006.B.
Density, Gross Floor Area Ratio (GFAR), and Building Height Maximums**

Development Type	Building Height Maximum (1)	GFAR Maximum without Bonus(es)	GFAR Maximum with Bonus(es) (2)	Density Maximum (per acre of gross lot area)
Type 1 within Historic Old Town District	40 feet	1.3	2.0	50 dwelling units
Type 1 outside of the Historic Old Town District	48 feet	1.3	2.0	50 dwelling units
Type 2 and Type 2.5	66 feet	1.3	2.0	50 dwelling units
Type 3	84 feet	1.3	2.0	50 dwelling units

Notes:

1. Inclusive of all roof top appurtenances.
2. See Table 5.3008.B.

C. *Setbacks from public streets, except alleys.*

1. The minimum setback from public streets (except alleys) is shown in Table 5.3006.C. The setback is measured from the back of curb.

Table 5.3006.C. Minimum Setback for Buildings Adjacent to Public Streets, except alleys	
Street	Minimum Building Setback
North Drinkwater Boulevard and North Goldwater Boulevard south of the canal	20 feet
East Indian School Road	30 feet
East Camelback Road	40 feet
North Scottsdale Road in Type 3 Area and all other public streets within Type 3 Area	20 feet
North Scottsdale Road in Type 1, Type 2 or Type 2.5 Areas	20 feet
All other public streets and public street segments in the Type 1 Area	14 feet
All other public streets and public street segments in the Type 2 or Type 2.5 Areas	20 feet
Note: See the Downtown Plan Urban Design & Architectural Guidelines for locations of the public streets and setbacks above.	

2. The adjustment of front yard requirements in Article VII. does not apply.

D. *Setbacks from major intersections.*

1. On each corner of an intersection designated as an Old Town Major Intersection in the Downtown Plan, the property owner shall provide at least 2,500 square feet of open space at grade and up to a height of 30 feet. The open space shall be located within 70 feet of the intersection of the property lines at the corner. Those major intersections include:

- a. East Camelback Road and North Goldwater Boulevard.
- b. East Camelback Road and North Scottsdale Road.
- c. East Indian School Road and North Goldwater Boulevard.
- d. East Indian School Road and North Drinkwater Boulevard.
- e. East Second Street and North Goldwater Boulevard.
- f. East Second Street and North Drinkwater Boulevard.

E. *Setbacks from Single-family Residential districts shown on Table 4.100.A., or the portion of a Planned Community (P-C) with an underlying zoning district comparable to the single-family residential districts shown on Table 4.100.A., or any Planned Residential Development (PRD) District.*

1. The minimum setback is:
 - a. Ten feet from a single-family residential district shown on Table 4.100.A., or the portion of a Planned Community (P-C) with an underlying zoning district comparable to the single-family residential districts shown on Table 4.100.A., or any Planned Residential Development (PRD) District.

b. Ten feet from an alley that abuts a property zoned with a single-family residential district shown on Table 4.100.A., or the portion of a Planned Community (P-C) with an underlying zoning district comparable to the single-family residential districts shown on Table 4.100.A., or any Planned Residential Development (PRD) District, measured from the center of the alley.

c. Exception. The setback from a single-family residential district shown on Table 4.100.A., or the portion of a Planned Community (P-C) with an underlying zoning district comparable to the single-family residential districts shown on Table 4.100.A., or any Planned Residential Development (PRD) District, shall not apply to properties abutting the Arizona Canal.

2. Walls and fences up to a height of eight (8) feet are allowed on the property line, or within the required setback above, if the wall or fence is at least ten (10) feet from the center of an alley.

F. Building location.

1. A building adjacent to a public street (except alleys) shall be located as follows:

a. In a Type 1 Area, at least fifty (50) percent of the:

- i. Length of the building façade shall be located at the minimum setback; and
- ii. Area of the building façade at grade and up to a height of thirty (30) feet shall be located at the minimum setback.

b. In a Type 2 Area, a Type 2.5 Area, or a Type

- i. Length of the building façade shall be shall be located at the minimum

setback;

- ii. Length of a building façade at grade and up to a height of thirty (30) feet shall be set back at least ten (10) additional feet; and

- iii. Area of the building façade at grade and up to a height of thirty (30) feet shall be located at the minimum setback.

2. In a Type 2 Area, a Type 2.5 Area, or a Type 3 Area, a building with a building façade length of two hundred (200) feet or more shall be located to achieve a prevailing setback shown in Table 5.3006.F. The building façades on a corner lot are calculated separately, and not added together.

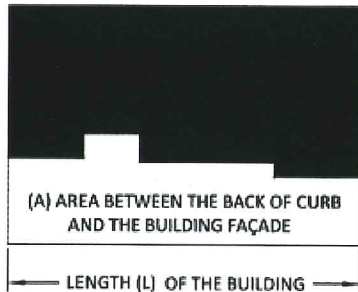
**Table 5.3006.F.
Prevailing Setbacks for Buildings
Adjacent to a Public Street (except alleys)**

Street	Prevailing Setback
North Drinkwater Boulevard and North Goldwater Boulevard	Between 35 and 45 Feet
East Camelback Road	Between 45 and 60 Feet
North Scottsdale Road north of the Arizona Canal	Between 45 and 60 Feet
All other public street and public street segments	Between 25 and 35 Feet

3. The prevailing setback is equal to the area between the back of curb and the building façade, divided by the length of the building, as shown in Example 5.3006.F.

Example 5.3006.F.

Calculation of the Prevailing Setback



$$\text{PREVAILING SETBACK} = \frac{\text{AREA (A)}}{\text{LENGTH (L)}}$$

G. Private outdoor living space.

1. All dwelling units shall include private outdoor living space located beside the dwelling unit.
2. Each private outdoor living space shall be at least six (6) feet deep and sixty (60) square feet in area.

H. Stepbacks.

1. Property in a Type 1 Area: The stepback plane shall incline at a ratio of 1:1 beginning thirty (30) feet:
 - a. Above the minimum setback from the public street (except alleys),
 - b. Above the rear property line, and
 - c. Above the property line abutting an alley.
2. Property in a Type 2 Area, a Type 2.5 Area, or a Type 3 Area adjacent to or abutting a Type 1 Area:
 - a. The stepback plane shall incline at a ratio of 1:1, beginning thirty (30) feet above the minimum setback from the public street (except alleys), where the public street abuts a Type 1 Area.

b. The stepback plane shall incline at a ratio of 1:1, beginning thirty (30) feet above a property line that abuts (i) a Type 1 Area, or (ii) an alley that abuts a Type 1 Area.

c. The stepback plane shall incline in conformance with the applicable requirements of this section for property lines that do not abut (i) a Type 1 Area, or (ii) an alley that abuts a Type 1 Area.

Exception: Where a District transition line runs through a property the construction within the Type 1 Area will conform to Type 1 setback / stepback requirements from the public street while the Type 2, 2.5 and 3 area will conform to the stepback requirements from section 5.3006 F4 from that same street.

3. Property in a Type 2 Area or a Type 2.5 Area not described above: The stepback plane shall incline at a ratio of 1:1, beginning thirty (30) feet above (i) the minimum setback from the public street (except alleys), and (ii) all other property lines, to forty-five (45) feet; and beginning at forty-five (45) feet, incline at a ratio of 2:1.
4. Property in a Type 3 Area not described above: The stepback plane shall incline at a ratio of 2:1, beginning forty-five (45) feet above (i) the minimum setback from the public street (except alleys).

Exception: Where Type 2, 2.5 or 3 Area abuts natural open space buffer of a width greater than 90' not setback or stepback is required.

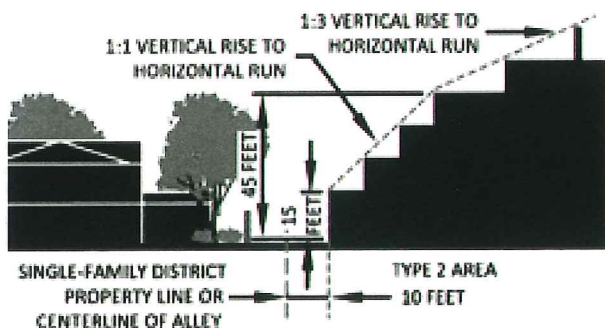
5. Downtown Boundary – additional requirements for property in a Type 2 Area, a Type 2.5 Area, or a Type 3 Area:
 - a. Where the Downtown Boundary abuts a single-family residential district or an alley that abuts a single-family residential district shown on Table 4.100.A., or the portion of a

Planned Community (P-C) with an underlying zoning district comparable to the single-family residential districts shown on Table 4.100.A., or any Planned Residential Development (PRD) District:

- i. The setback shall be 10 feet from the single-family residential district shown on Table 4.100.A., or the portion of a Planned Community (P-C) with an underlying zoning district comparable to the single-family residential districts shown on Table 4.100.A., or any Planned Residential Development (PRD) District, or the centerline of the alley.
- ii. The stepback plane shall incline at a ratio of 1:1, beginning fifteen (15) feet above the setback line to forty-five (45) feet; and beginning at forty-five (45) feet, incline at a ratio of 1:3.

Example 5.300.H.1.

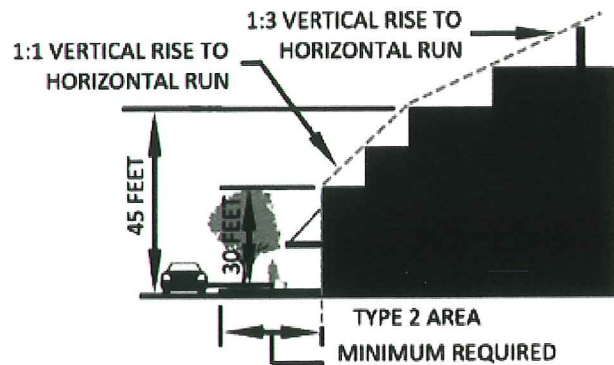
Stepback where the Downtown Boundary abuts a property zoned single-family residential district or an alley that abuts a property zoned single-family residential district



- b. Where the Downtown Boundary abuts a public street (except alleys), the stepback plane shall incline at a ratio of 2:1, beginning forty-five (45) feet above (i) the minimum setback from the public street (except alleys) for at least 50% of the overall street frontage.

Example 5.300.H.2.

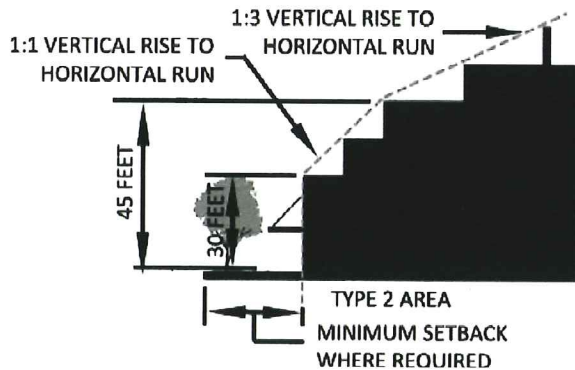
Stepback where the Downtown Boundary abuts a public street



- c. Where the Downtown Boundary does not abut a single-family residential district or an alley that abuts a single-family residential district shown on Table 4.100.A., or the portion of a Planned Community (P-C) with an underlying zoning district comparable to the single-family residential districts shown on Table 4.100.A., or any Planned Residential Development (PRD) District:
 - i. The setback shall be ten (10) feet from the centerline of the alley.
 - ii. The stepback plane shall incline at a ratio of 1:1, beginning thirty (30) feet above the setback line from the alley and thirty (30) feet above all other property lines to forty-five (45) feet; and beginning at forty-five (45) feet, incline at a ratio of 1:3.

Example 5.3006.H.3.

Downtown Boundary abuts other than a single-family residential district or an alley that abuts other than a single-family residential district



6. If there is a conflict at the intersection of the stepback planes, the more gradual slope controls.
- l. *Exceptions to building location, setback, prevailing setback and stepback standards.*
 1. As outlined in Subsections 5.3006.l.2 through 5.3006.l.4. below, and except as provided in Subsection 5.3006.l.9. below, certain exceptions to building location, setback and stepback standards are allowed if the Development Review Board finds the exceptions conform to:
 - a. The Downtown Plan and Downtown Plan Urban Design & Architectural Guidelines; and
 - b. The sight distance requirements of the Design Standards and Policy Manual.
 2. Subject to design approval by the Development Review Board, the following exceptions to building location, setback and stepback standards are allowed:
 - a. A maximum of five (5) feet for cornices, eaves, parapets and fireplaces.
 - b. A maximum of seven (7) feet for canopies and other covers over sidewalks, balconies and terraces.
- c. Balcony walls and railings with a maximum inside height of forty-five (45) inches.
- d. Uncovered balconies, uncovered terraces and patios at and below grade.
- e. Covered sidewalks and uncovered terraces directly above a sidewalk.
3. Subject to design approval by the Development Review Board, in a Type 2 Area, an exception to stepback and setback standards above the first floor (not specified in l.2. above), is allowed for projections that:
 4. Subject to design approval by the Development Review Board, an exception to the stepback standard is allowed for stairwells and elevator shafts.
 5. The minimum setback from public streets (except alleys) shall be equal to the average prevailing setback of all buildings on the same frontage if forty (40) percent or more of the existing buildings on the frontage are closer to the curb than the requirement of Table 5.3006.C.
6. Exceptions to setback or stepback standards are not allowed:
 - a. To cross a property line; however, exceptions that encroach into the public street may be allowed, subject to the Scottsdale Revised Code.
 - b. On the side or rear, where the property line abuts a single-family residential district or an alley that abuts a single-family residential district shown on Table 4.100.A., or the portion of a Planned Community (P-C) with an underlying zoning district comparable to the single-family residential districts shown on Table 4.100.A., or any Planned Residential

Development (PRD) District; however, a maximum five (5) feet exception to the stepback standard is allowed for stairwells, and elevator shafts, mechanical equipment and related screening, chimneys, parapets, and ridges of sloped roofs. This requirement does not apply to properties abutting the Arizona Canal.

7. Where the building location requirements in Subsection 5.3006.F.1. above cannot be met due to the location of the street line, the following shall apply:

a. In a Type 1 Area, at least fifty (50) percent of the:

- i. Length of the building façade shall be located at the street line; and
- ii. Area of the building façade at grade and up to a height of thirty (30) feet shall be located at the minimum setback.

b. In a Type 2 Area, a Type 2.5 Area, or a Type 3 Area, at least twenty-five (25) percent of the:

- i. Length of the building façade shall be located at the street line;
- ii. Area of the building façade at grade and up to a height of thirty (30) feet shall be located at the minimum setback.

J. *Shaded sidewalks.*

- 1. The property owner shall provide shaded sidewalks that conform to the Downtown Plan Urban Design & Architectural Guidelines, subject to Development Review Board approval.

K. *Signs.*

- 1. The provisions of Article VIII. shall apply.

L. *Off-street parking.*

- 1. The provisions of Article IX. shall apply, except as provided below.
- 2. Vehicle parking is prohibited in the required setback specified in Table 5.3006.C.
- 3. The underground portion of a parking structure may be built to the property line.
- 4. A development with dwelling units that is required to provide:
 - a. Fifty (50) to two hundred (200) parking spaces for the dwelling units, shall provide at least ninety (90) percent of those parking spaces in a parking structure, podium parking, or tuck-under parking.
 - b. Two hundred one (201) or more parking spaces for the dwelling units, shall provide at least ninety (90) percent of those parking spaces in a parking structure, excluding podium parking and tuck-under parking.
- 5. The Development Review Board may approve an above-ground parking structure, podium parking and tuck-under parking adjacent to a public street if it finds that such parking conforms to the Downtown Plan and Downtown Plan Urban Design & Architectural Guidelines.

M. *Landscaping.*

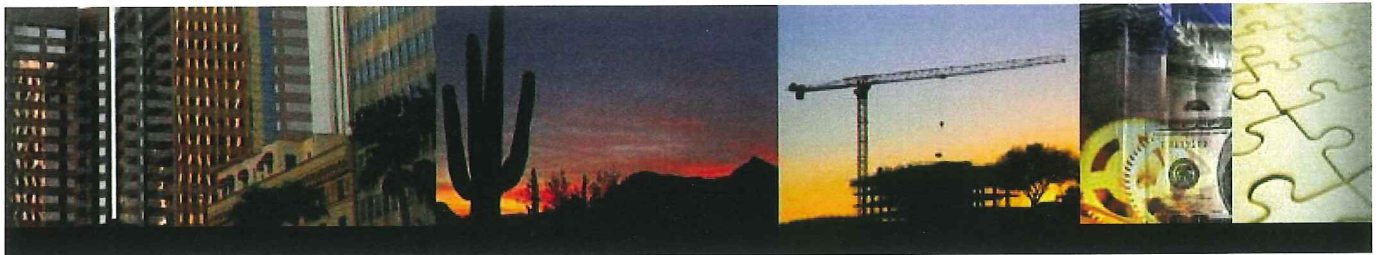
- 1. The provisions of Article X. shall apply.

b. Economic & Fiscal Impact Analysis

SouthBridge 2.0

Economic & Fiscal Impact Analysis

Scottsdale, Arizona



Prepared for:
National Western Capital Corp.

September 2018

Prepared by:



Elliott D. Pollack & Company
7505 East 6th Avenue, Suite 100
Scottsdale, Arizona 85251

Table of Contents

Executive Summary	i
1.0 Introduction	1
2.0 Assumptions & Methodology	3
3.0 Economic Impacts of SouthBridge 2.0	11
4.0 Fiscal Impacts of SouthBridge 2.0	14
5.0 Summary of Economic & Fiscal Impacts	17



Executive Summary

The following report estimates economic and fiscal impacts of the SouthBridge 2.0 development proposed for Scottsdale, Arizona. The property includes 295 residential units, 333 hotel rooms, 282,463 of commercial space and 1,528 parking spaces. Total costs (in 2018 dollars) throughout the construction phases would be \$563.6 million while furniture, fixtures and equipment is estimated to be \$20.5 million. The development will generate significant benefits in terms of regional job creation and additional tax revenues to the City of Scottsdale.

The following are key findings resulting from the analysis.

Economic Impacts

- ❖ The construction along with the ripple effects throughout the economy would generate 6,990 person years of employment. In total, \$379.4 million in wages would be paid to these workers and the construction would create \$1.0 billion in economic impact throughout Greater Phoenix.
- ❖ Once the new development is complete and the businesses are operating at stabilized levels, a total of 3,003 people would be employed with wages of \$150.7 million based on the assumptions outlined in the report. This economic activity would generate \$383.8 million in annual output.

Economic Impact Summary SouthBridge 2.0 (2018 Dollars)				
Construction		Total		
Person years of employment		6,990		
Wages (\$mil)		\$379.4		
Economic Output (\$ mil)		\$1,009.4		
Operations (Annual at Buildout)	Commercial	Resident Spending	Tourist Spending	Total
Jobs	2,395	386	222	3,003
Wages (\$mil)	\$126.0	\$16.3	\$8.4	\$150.7
Economic Output (\$ mil)	\$315.6	\$42.7	\$25.4	\$383.8

Sources: National Western Capital Corp; Elliott D. Pollack & Co.; IMPLAN; Arizona Department of Revenue

Fiscal Impacts

- ❖ Construction would generate \$14.1 million in revenues for the City of Scottsdale. This includes \$3.8 million in direct construction sales taxes, \$4.1 million in estimated



- speculative builder's tax, \$297,800 in use tax generated by projected FF&E and \$5.2 million in project permit fees.
- ❖ Once the project is built out and operating at stabilized occupancy, the City of Scottsdale would realize \$4.5 million each year. The largest revenue source would be the sales taxes generated by the retail establishments and restaurants and bars followed by bed taxes generated by the hotels. The total revenues also include secondary tax revenue generated by the operations of the companies that occupy the buildings as well as the impacts from visitors staying in the hotels.
 - ❖ These figures are exclusive of corporate income tax and do not include property tax revenues for school or other special districts.

Fiscal Impact Summary SouthBridge 2.0 City of Scottsdale (2018 Dollars)		
Construction		
Primary Impacts	Construction sales tax	\$3,785,100
	Speculative builder's tax	\$4,066,300
	Use tax	\$297,800
	Permit fees	\$5,195,000
Secondary Impact from Employees	Secondary total	\$763,700
Total Impact from Construction		\$14,107,900
Operations (annual at buildout)		
Primary Impacts	Property Tax	\$869,000
	Retail/R&B sales tax	\$1,531,800
	Bed tax	\$1,280,700
	Lease tax	\$171,600
	Utility tax	\$35,000
	State shared revenues	\$113,100
Secondary Impact from Employees	Secondary total	\$526,800
Total Annual Impact from Operations		\$4,528,000
Sources: National Western Capital Corp; Elliott D. Pollack & Co.; IMPLAN; ADOR		



1.0 Introduction

Elliott D. Pollack & Company was retained to perform an analysis of the economic and fiscal impacts of the construction and operations of the proposed SouthBridge 2.0 in Scottsdale, Arizona. The masterplan for the project includes residential condos, a Marriott brand hotel, a boutique hotel, office, retail and restaurant & bar space along with 1,528 parking spaces. This analysis will provide the estimated impact on the City of Scottsdale.

Both the economic and fiscal impacts of the future businesses to occupy this space will be described. Economic impact analysis examines the regional implications of an activity in terms of three basic measures: output, earnings and job creation. Fiscal impact analysis, on the other hand, evaluates the public revenues created by a particular activity. In fiscal impact analysis, the primary revenue sources of a city, county or state government are analyzed to determine how the activity may financially affect them.

This study prepared by Elliott D. Pollack & Company is subject to the following considerations and limiting conditions.

- It is our understanding that this study is for the client's due diligence and other planning purposes. Neither our report, nor its contents, nor any of our work were intended to be included and, therefore, may not be referred to or quoted in whole or in part, in any registration statement, prospectus, public filing, private offering memorandum, or loan agreement without our prior written approval.
- The reported recommendation(s) represent the considered judgment of Elliott D. Pollack & Company based on the facts, analyses and methodologies described in the report.
- Except as specifically stated to the contrary, this study will not give consideration to the following matters to the extent they exist: (i) matters of a legal nature, including issues of legal title and compliance with federal, state and local laws and ordinances; and (ii) environmental and engineering issues, and the costs associated with their correction. The user of this study will be responsible for making his/her own determination about the impact, if any, of these matters.
- All estimates regarding project development were provided by the client. Although the study does not specifically address the feasibility of the planned uses, data has been reviewed and verified to determine its reasonableness and applicability to the site.
- The economic and fiscal impact results of this analysis could be higher or lower than estimated due to the uncertainty of the nature of the businesses that would locate to the project. The figures used in this analysis have been taken from a broad average of



users and are meant to represent an example of what could happen should the averages be met.

- This economic and fiscal impact study evaluates the potential “gross impacts” of construction and operations activities. The term “gross impacts” as used in this study refers to the total revenue, jobs and economic output that would be generated by the construction and operations. The study does not consider the potential costs of services nor the impact on other businesses in the trade area that may occur as a result of the proposed project.
- The analysis is based on the current tax structure and rates imposed by the State, counties, and local governments. Changes in those rates would alter the findings of this study.
- All dollar amounts are stated in current dollars and, unless indicated, do not take into account the effects of inflation.
- Our analysis is based on currently available information and estimates and assumptions about long-term future development trends. Such estimates and assumptions are subject to uncertainty and variation. Accordingly, we do not represent them as results that will be achieved. Some assumptions inevitably will not materialize and unanticipated events and circumstances may occur; therefore, the actual results achieved may vary materially from the forecasted results. The assumptions disclosed in this study are those that are believed to be significant to the projections of future results.

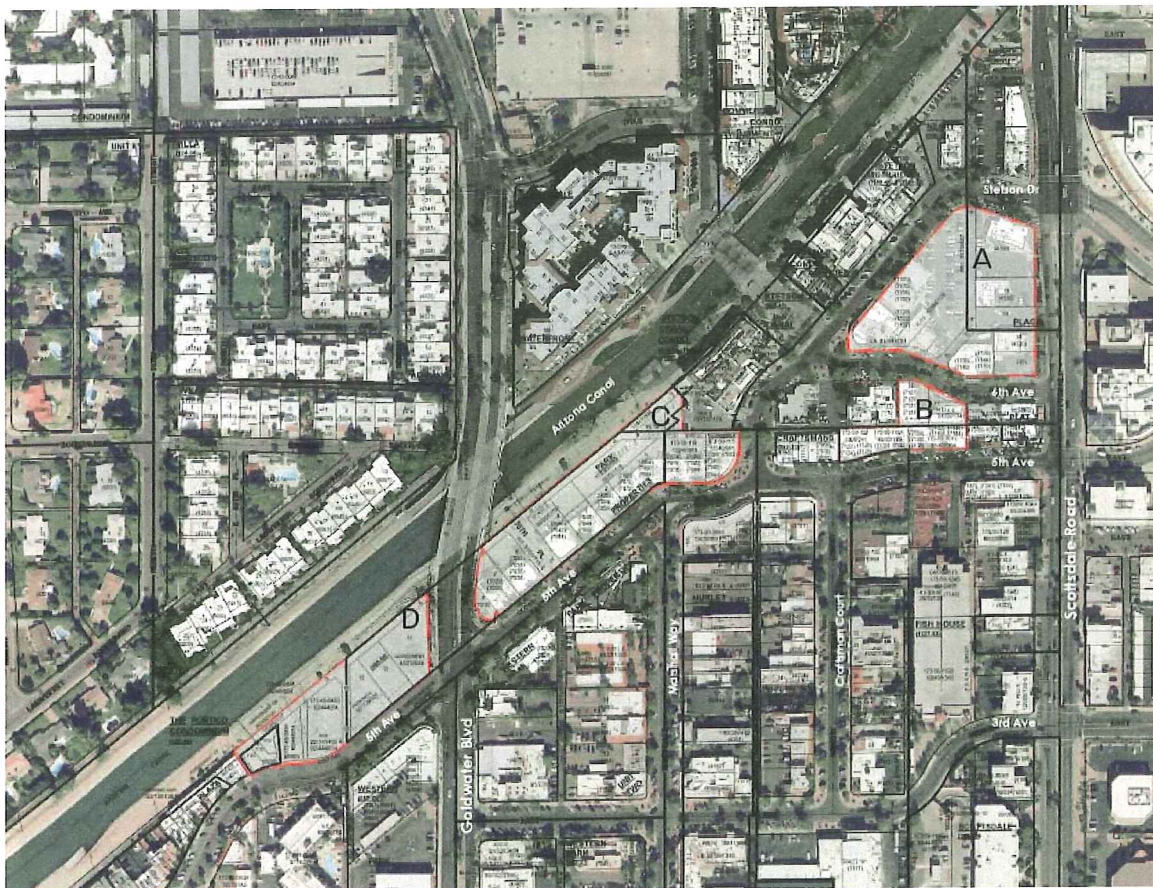


2.0 Assumptions & Methodology

2.1 Project Description & Analysis Assumptions

Fred Unger had a vision of the canals that was unlike anything Scottsdale had seen before. Where once the canal was seen as utility to service the citizens of Greater Phoenix, Fred saw how much more it could be. With the completion of SouthBridge in 2007, the areas north and south of the canal from the Marshall Way bridge to Scottsdale Road have become a large tourist draw in Scottsdale and a prime location to live and work. The proposed new phase of SouthBridge (2.0) will complete the transformation, reinvigorating the arts district to the south and linking together Fashion Square, the Civic Center, Old Town Shopping district, and the Entertainment District. SouthBridge will be the cultural hub in the center, with the right mix of hotel, Class A office, restaurants and specialty retail, and luxury condominiums. This high end district where Scottsdale residents can truly live, work, and play will be a catalyst for responsible growth and economic prosperity throughout all of Old Town Scottsdale

As the following map illustrates, the SouthBridge 2.0 site as described in this analysis is located south of Camelback Road and west of Scottsdale Road adjacent to the Arizona Canal in Scottsdale, Arizona.



The proposed development includes 295 residential units, 333 hotel rooms, 282,463 of commercial space and 1,528 parking spaces. Total costs (in 2018 dollars) throughout the construction phases would be \$563.6 million while furniture, fixtures and equipment is estimated to be \$20.5 million. The following table contains a summary of the site plan along with the construction and FF&E costs.

Project Site Plan Assumptions SouthBridge 2.0 (2018 Dollars)				
Land Use	Units	Square Feet	Construction Cost	FF&E
Residential				
Condo	295	601,810	\$210,634,000	\$737,500
Condo amenity	--	25,180	\$8,813,000	--
Total	295	626,990	\$219,447,000	\$737,500
Hospitality				
Hotel (Marriot brand)	171	250,012	\$87,504,200	\$2,565,000
Hotel (Boutique brand)	162	201,101	\$70,385,400	\$4,050,000
Hotel amenity	--	39,538	\$13,838,300	--
Total	333	490,651	\$171,727,900	\$6,615,000
Commercial				
Retail	--	41,964	\$12,589,000	\$2,098,000
Restaurant	--	41,964	\$12,589,000	\$3,147,000
Office space	--	198,536	\$59,561,000	\$7,941,440
Total	--	282,463	\$84,739,000	\$13,186,440
Parking / Other				
Service	--	85,166	\$29,808,100	--
Parking Underground	1,234	386,700	\$57,010,800	--
Parking Above Ground	294	124,390	\$823,200	--
Total	1,528	596,256	\$87,642,100	--
Totals		1,996,360	\$563,556,000	\$20,538,940
Note: Total may not equal the sum of the impacts due to rounding. Source: National Western Capital Corp; Sundt Construction; Elliott D. Pollack & Company; ULI; SIOR				

The assumptions used to estimate the economic and fiscal impacts of operations are outlined in the following table. The primary inputs are based on both assumptions supplied by National Western Capital Corp., as well as on basic economic fundamentals regarding economic impact analysis such as using the Consumer Expenditure Survey to determine spending patterns of staff based on their respective wages and Census survey results used for calculating the percentage of employees that live within the county or city in which they work. All values are



expressed in 2018 dollars. Unless otherwise indicated, an inflation factor has not been included in this analysis.

In estimating the impacts of the residential development, the average sales value since inception has been \$1.0 million. The average household income for these homes calculates to \$310,000 with \$83,000 in taxable spending per household. Total spending is subject to a 25% leakage rate that also accounts for a share of the spending to occur on-site (and, thus, accounted for in the commercial portion of this analysis). Monthly utilities are projected to be \$220 per month per home. An estimated 1.4 persons per household is used in the analysis.

Each hotel has its set of assumptions used in the analysis based on its brand. The Marriott brand hotel anticipates 2.5 rooms per employee and an average room rate of \$185. The Boutique brand hotel is projected to have 1.5 rooms per employee and an average room rate of \$270 per night. Average occupancies (70%), persons per room (2.0) and average utilities per unit per month (\$100) and projected to be the same for both brands.

For commercial operations, each land use type was considered separately in terms of its ability to support employment and generate revenues. For employment, estimates of employment per square foot for each commercial type have been estimated. This ranges from 125 square feet per employee for restaurants up to 400 square feet per employee for the retail. Sales revenue has been estimated at \$500 to \$1,000 per square foot per year for retail and restaurants.

In addition to sales estimates, lease rates of approximately \$40 per square foot per year are utilized in this analysis. The expected vacancy rate is 8% for commercial space and utilities are projected to range from \$3.15 to \$3.40 per square foot.



Operating Assumptions SouthBridge 2.0 (2018 Dollars)			
Residential		Condo	
Average sales price per unit		\$1,000,000	
Estimated avg household income		\$310,000	
Average annual taxable spending per HH		\$83,000	
Resident leakage rate		25%	
Persons per household		1.4	
Utilities per month per unit		\$220	
Per capita Arizona shared revenue		\$295	
Hotel	Marriott Brand		Boutique Brand
Rooms per employee	2.5		1.5
Room rate	\$185		\$270
Occupancy	70%		70%
Average persons per room	2.0		2.0
Utilities per unit per month	\$100		\$100
Commercial	Office	Retail	Restaurant
Square feet per employee	250	400	125
Sales per square foot	N/A	\$500	\$1,000
Rent per square foot	\$40	\$40	\$40
Stabilized occupancy rate	92%	92%	92%
Utilities per square foot	\$3.40	\$3.15	\$3.15

Source: National Western Capital Corp; ULI; SIOR; Marshall & Swift; AZ Office of Tourism

The inclusion of two new hotels in the development would allow the City of Scottsdale to continue to accommodate increased tourist activity. Assumptions used in the analysis are outlined in the following table. An average of 2.0 persons per room was used along with the 70% annual occupancy rate to generate an estimated 170,163 visitor days. Based on an estimated \$113.95 spending per visitor per day (excluding lodging), tourists would spend \$19.4 million in the economy, and a projected \$14.5 in the City of Scottsdale.



Tourism Assumptions SouthBridge 2.0 (2018 Dollars)	
Persons per room	2.0
Total tourist days	170,163
Spending / person / day (ex room)	\$113.95
Total tourist spending	\$19,389,600
City retention of spending	75%
Taxable purchases in City of Scottsdale	\$14,542,200
Source: National Western Capital Corp; EDPco; Arizona Office of Tourism	

2.2 Economic Impact Methodology

Economic impact analysis examines the economic implications of an activity in terms of output, earnings, and employment. For this study, the analysis estimated the impact of construction, operations and additional economic impacts generated by tourist spending created by the visitor hotel stays.

The different types of economic impacts are known as direct, indirect, and induced, according to the manner in which the impacts are generated. For instance, direct employment consists of permanent jobs held by the project employees. Indirect employment is those jobs created by businesses that provide goods and services essential to the operation or construction of the project. These businesses range from manufacturers (who make goods) to wholesalers (who deliver goods) to janitorial firms (who clean the buildings). Finally, the spending of the wages and salaries of the direct and indirect employees on items such as food, housing, transportation and medical services creates induced employment in all sectors of the economy, throughout the metropolitan area. These secondary effects are captured in the analysis conducted in this study.

Multipliers have been developed to estimate the indirect and induced impacts of various direct economic activities. The Implan Group, LLC developed the multipliers used in this study and were selected based on the land use type. Office use, for example, uses an average multiplier that represents various professional services while retail use uses the multiplier for miscellaneous store retailers. The multipliers for tourism are based on the spending type (ground transportation, retail, restaurant and amusement and recreation activities).

The economic impact is categorized into three types of impacts:

- (1) **Employment Impact** – the total wage and salary and self employed jobs in a region. Jobs include both part time and full time workers.



- (2) **Earnings Impact** – the personal income, earnings or wages, of the direct, indirect and induced employees. Earnings include total wage and salary payments as well as benefits of health and life insurance, retirement payments and any other non-cash compensation.
- (3) **Economic Output** – also referred to economic activity, relates to the gross receipts for goods or services generated by the company's operations.

Economic impacts are by their nature regional in character. Such impacts are best illustrated when not assigned to a specific city or locality, although clearly the primary impact of job creation would be on the city and county where the project is located. However, many other communities in the surrounding region would also benefit from the operations of the companies that will be in the development.

2.4 Fiscal Impact Methodology

Fiscal impact analysis studies the public revenues associated with a particular economic activity. The primary revenue sources of local, county, and state governments (i.e., taxes) are analyzed to determine how an activity may affect the various jurisdictions. This section will evaluate the impact of the project on the City of Scottsdale's government revenues.

The fiscal impact figures cited in this report have been generated from information provided by a variety of sources including the U.S. Bureau of the Census; the U.S. Department of Labor; the Internal Revenue Service; the State of Arizona; the Arizona Tax Research Association; and the U.S. Consumer Expenditure Survey. Elliott D. Pollack & Company has relied upon the estimates of operating revenues outlined in this study. Unless otherwise stated, all dollar values are expressed in 2018 dollars.

Fiscal impacts are categorized by type in this study, similar to economic impact analysis. The major sources of revenue generation for governmental entities are calculated based on construction costs, ongoing operations and tourist spending. Employees will spend part of their salaries on local goods and services and pay taxes on the homes they occupy. This spending will contribute to revenues collected by the State that are ultimately shared with local governments.

The following is a description of the applicable revenue sources that will be considered for this analysis.

- **Construction Sales Tax**

The State, counties, and local governments levy a sales tax on materials used in the construction of buildings or development of land improvements. That tax is calculated by State law under the assumption that 65% of the construction cost of the facility and



its land improvements are related to construction materials with the remaining 35% devoted to labor. The sales tax rate is then applied to the 65% materials figure.

The sales tax on construction materials is a one-time collection by the governmental entity. The State currently levies a temporary 5.6% sales tax on construction activity (a portion of which is shared with local governments) while City of Scottsdale construction sales tax rate is 1.65%.

- Use Tax

The City of Scottsdale levies a use tax on goods purchased outside of the jurisdiction for use in the City. The rate is 1.45%.

- Speculative Builder's Tax

The speculative builder's tax is levied on the total selling price of improved real property at the time of closing of escrow. Similar to the construction sales tax, all amounts subject to the tax are allowed a 35% deduction. The sales tax rate for the City of Scottsdale is 1.65%.

- Sales Tax

The State, counties, and local cities in Arizona charge sales tax on retail goods. The sales tax rate for the State is 5.6%. Portions of this tax are redistributed through revenue sharing to counties and cities throughout Arizona based on population. The City of Scottsdale levies a rate of 1.65%. These tax rates are applied to taxable sales (the city tax is also applied to groceries), as well as to the spending of direct, indirect and induced employees. Most of the employees supported by the project reside within a city or, at the very least, purchase goods from retailers located within a municipality. Based on data from the U.S. Consumer Expenditure Survey, the projected extent of retail spending and resulting sales tax receipts was calculated.

- Commercial Lease Tax

Arizona's incorporated cities and towns typically charge a lease tax on rental property. The lease tax rate for the City of Scottsdale is 1.65%. This tax rate is applied to the taxable rent that is collected for the retail space.

- Utility Sales Tax

The state, counties, and incorporated cities and towns charge sales tax on utilities. The sales tax rate for the City of Scottsdale is 1.65%. This tax rate is applied to the projected utility costs for the buildings.

- Bed Tax

The State, counties, and local cities in Arizona charge sales and bed tax on room revenues. The rate for the State is 5.5% while the total rate for the City of Scottsdale (including the sales tax rate) is 6.65%.



- Property Taxes

Companies that occupy the buildings will pay both real and personal property taxes in the City of Scottsdale. In addition, employees supported by operations of the businesses will pay property taxes on the homes they occupy. In order to estimate property taxes, the assessed full cash value of the occupied space along with the projected value of a typical housing unit has been calculated. The City of Scottsdale levies a rate of 1.0845 per \$100 of assessed value.

- State Shared Revenues

Each city in Arizona receives a portion of State revenues from four different sources - State sales tax (see description above), State income tax, vehicle license tax and highway user tax. The formulas for allocating these revenues are primarily based on population. Counties also share in the revenue sources of the State, with the exception of income tax.

State Income Tax

The State of Arizona collects taxes on personal income. The tax rate used in the analysis averages about 1.6% for earnings. These percentages are based on the most recently available income tax data from the State and the projected wage levels of jobs created by the construction and operations impact. This tax is applied to the wages and earnings of direct and indirect employment. Portions of this tax are redistributed through revenue sharing to cities throughout Arizona based on population.

HURF Taxes

The State of Arizona collects specific taxes for the Highway User Revenue Fund (HURF). Both the registration fees and the motor vehicle fuel tax (gas tax) are considered in this analysis. The motor vehicle fuel tax is \$0.18 per gallon and is calculated based on a vehicle traveling 12,000 miles per year at 20 miles per gallon. Registration fees average \$66 per employee in the State of Arizona. These factors are applied to the projected direct and indirect employee count. Portions of these taxes are distributed to cities and counties throughout Arizona based on a formula that includes population and the origin of gasoline sales.

Vehicle License Tax

The vehicle license tax is a personal property tax placed on vehicles at the time of annual registration. This factor is applied to the projected direct, indirect and induced employee count. The average tax used in this analysis is \$325 and portions of the total collections are distributed to the Highway User Revenue Fund. The remaining funds are shared between cities and counties in accordance with population-based formulas.

The above tax categories represent the largest sources of revenues that would be generated to city, county, and State governments.



3.0 Economic Impacts of SouthBridge 2.0

The impact of the SouthBridge expansion will have both one-time construction impacts as well as long-term (ongoing) benefits for the community. The economic impact is outlined in the following tables.

3.1 Economic Impact of Construction

The impact from construction is based on the total value of the structures being built and includes total economic output, job creation, and wages. The results presented are based on the assumptions of land use described in Section 2.0 of this report. Though employment would primarily impact the City of Scottsdale, the development would likely draw employees from the entire region. Therefore, the economic impacts are expressed as a region-wide benefit.

Additionally, since the impacts represent construction which could take more than one year to complete depending on absorption, employment impacts are expressed as person years of employment. Person years of employment are the aggregate of each construction job that is recreated year after year throughout the construction period. To derive the annual average, employment, wages, and economic output can be divided by the expected number of years it may take to complete the development.

Over the course of construction, a total of over 4,255 direct person years of employment would be generated. These are the on-site construction jobs. An additional 2,735 indirect and induced person years of employment would be created for a total employment impact of 6,990 person years of employment created by the construction of buildings and other site work on the properties. In total, \$379.4 million in wages would be paid to these workers and the construction would create \$1.0 billion in economic impact throughout Greater Phoenix.

Although the phasing of the project is based on overall market demand, the totals displayed will be the same, as expressed in constant 2018 dollars. However, annual averages may be higher or lower depending on the timing of final build out. Additionally, these construction impacts will disappear when the project reaches development completion.



Economic Impact of Construction SouthBridge 2.0 Greater Phoenix (2018 Dollars)			
Impact Type	Person Years of Employment	Wages	Economic Output
Direct	4,255	\$230,564,000	\$563,555,000
Indirect	766	\$51,625,000	\$149,541,000
Induced	1,968	\$97,194,000	\$296,278,000
Total	6,990	\$379,383,000	\$1,009,374,000
1/ The total may not equal the sum of the impacts due to rounding. All dollar figures are in constant dollars. Inflation has not been included in these figures. Source: National Western Capital Corp; Elliott D. Pollack & Company; IMPLAN			

3.2 Economic Impact of Operations

Operational impacts are permanent once all operations have reached stabilization. The impacts described in this section are expected to recur each year as long as the anticipated land use mix builds out as projected. As described previously, economic impacts are regional in nature. While direct jobs and wages generated in Scottsdale would support local retail and housing, total economic output is most precise at the regional level. Economic impact is centered primarily upon job creation and the impact that those employees would have on the economy.

At build-out, the SouthBridge expansion could accommodate approximately 1,716 direct jobs. Indirect and induced employment generated by the direct operations would total about 1,287 jobs for a potential annual employment impact of 3,003 jobs. An estimated \$150.7 million in wages would be paid out each year to the direct, indirect, and induced employees generated by the build-out of this property based on the original entitlements. Total economic output would be nearly \$383.8 million each year. Again, economic impacts are regional in nature. While direct jobs and wages generated in Scottsdale would support local retail and housing, the indirect and induced impacts would be felt throughout the regional economy.

Years prior to build out and stabilized occupancy would experience a relative portion of this total annual impact. The following table provides the economic impact of operations for the proposed expansion.



Annual Economic Impact of Operations (at Buildout)

SouthBridge 2.0 Greater Phoenix

(2018 Dollars)

	Impact Type	Jobs	Wages	Economic Output
Residential Operations	Direct	7	\$186,000	\$318,000
	Indirect	1	\$38,000	\$104,000
	Induced	2	\$77,000	\$233,000
	Total	9	\$301,000	\$655,000
Hotel Operations	Direct	176	\$6,685,000	\$21,275,000
	Indirect	53	\$2,878,000	\$8,209,000
	Induced	67	\$3,301,000	\$10,063,000
	Total	296	\$12,864,000	\$39,547,000
Office Operations	Direct	731	\$54,284,000	\$99,756,000
	Indirect	303	\$16,321,000	\$42,720,000
	Induced	491	\$24,235,000	\$73,871,000
	Total	1,525	\$94,840,000	\$216,347,000
Retail / Restaurant Operations	Direct	405	\$9,798,000	\$32,914,000
	Indirect	66	\$3,630,000	\$12,105,000
	Induced	93	\$4,607,000	\$14,041,000
	Total	565	\$18,035,000	\$59,060,000
Employment Supported by Resident Spending	Direct	252	\$9,336,000	\$21,181,000
	Indirect	50	\$2,794,000	\$8,872,000
	Induced	84	\$4,163,000	\$12,686,000
	Total	386	\$16,293,000	\$42,739,000
Employment Supported by Visitor Spending	Direct	145	\$4,377,000	\$13,251,000
	Indirect	34	\$1,866,000	\$5,622,000
	Induced	43	\$2,144,000	\$6,537,000
	Total	222	\$8,387,000	\$25,410,000
GRAND TOTAL	Direct	1,716	\$84,666,000	\$188,695,000
	Indirect	507	\$27,527,000	\$77,632,000
	Induced	780	\$38,527,000	\$117,431,000
	Total Impact^{1/}	3,003	\$150,720,000	\$383,758,000

^{1/}The total may not equal the sum of the impacts due to rounding. All dollar figures are in constant dollars. Inflation has not been included in these figures.

Source: Elliott D. Pollack & Company; IMPLAN



4.0 Fiscal Impact of SouthBridge 2.0

The tables included in this section summarize revenues that would ultimately flow to the City of Scottsdale. Some revenues are more direct and definitive than others. Revenues have been defined in this analysis as either primary or secondary, depending on their source and how the dollars flow through the economy into government tax accounts. For instance, some revenues, such as sales taxes or direct property taxes, are definable, straightforward calculations based on the value of direct purchases or the building's net assessed value. These revenues are described in this study as primary revenues.

Secondary revenues, on the other hand, flow from the wages of those direct, indirect and induced employees who are supported by the development (or the tourism). Revenue projections are based on typical wages of the employees working in the project, their spending patterns, projections of where they might live, and other assumptions outlined earlier in this report.

4.1 Fiscal Impact of Construction

The fiscal impact of construction of the development includes the tax revenues generated from construction sales taxes, use tax, speculative builder's tax, permit fees, and secondary impacts from the spending of employees.

For the City of Scottsdale, total revenues are projected to be \$14.1 million during construction. About \$763,700 of this impact is estimated based on the percentage of employees that will live and spend their money in the City of Scottsdale. In addition, the City of Scottsdale would realize nearly \$3.8 million in direct construction sales tax revenue, another \$4.1 million estimated from speculative builder's tax, \$297,800 in use tax and an estimated \$5.2 million in permit fees.



Fiscal Impact of Construction SouthBridge 2.0 City of Scottsdale (2018 Dollars)								
Impact Type	Primary Revenues				Secondary Revenues			Total Revenues
	Construction Sales Tax	Speculative Builder's Tax	Use Tax	Permit Fees	Employee Spending Sales Tax	Employee Property Tax	State Shared Revenues	
Direct	\$3,785,100	\$4,066,300	\$297,800	\$5,195,000	\$190,600	\$215,200	\$75,000	\$13,825,000
Indirect	N/A	N/A	N/A	N/A	\$39,500	\$38,800	\$6,200	\$84,500
Induced	N/A	N/A	N/A	N/A	\$83,300	\$99,500	\$15,600	\$198,400
Total	\$3,785,100	\$4,066,300	\$297,800	\$5,195,000	\$313,400	\$353,500	\$96,800	\$14,107,900
1/ The figures are intended only as a general guideline as to how the City could be impacted by the project. The above figures are based on the current economic structure and tax rates of the City. Source: National Western Capital Corp; Elliott D. Pollack & Co.; IMPLAN; AZ Dept. of Revenue; AZ Tax Research Association								

4.2 Fiscal Impact of Operations

At build-out, the businesses that occupy the new space would generate significant tax revenue for the City. Primary revenues would be collected from sales taxes, bed tax, commercial lease tax, utility consumption, property taxes and additional state shared revenues from the residents that occupy the residential units. Secondary revenue, which is generated by employee spending, includes sales tax, property tax, and State-shared revenues from employees such as income tax, vehicle license tax, and gasoline tax.

Years prior to buildout and stabilized occupancy would experience a relative portion of the total annual impacts. The tables on the following pages provide the fiscal impact of operations that will occur each year at buildout.

Based on the operating assumptions outlined in Section 2.0 of this report, the City of Scottsdale will collect an estimated \$4.0 million in annual tax revenue from primary tax sources. These figures are estimated as annual impacts once the development is built out and operating at stable occupancy.

Additional annual impact from employees totals \$526,800. Thus, the City of Scottsdale will collect an estimated \$4.5 million in revenue annually once the development was built out and operating at stabilized levels. Again, these secondary impact figures take into account that not all employees will live and spend their incomes within the City of Scottsdale city limits.



Annual Fiscal Impact of Operations (at Stabilization) SouthBridge 2.0 City of Scottsdale (2018 Dollars)					
	New Residents	Hotel / Tourists	Office	Retail/ R&B	TOTAL
Primary Revenue					
Property Tax	\$456,900	\$268,100	\$101,200	\$42,800	\$869,000
Retail/R&B sales tax	\$280,900	\$240,000	N/A	\$1,010,900	\$1,531,800
Lease/Bed Tax	N/A	\$1,280,700	\$120,600	\$51,000	\$1,452,300
Utility Tax	\$12,900	\$6,600	\$11,100	\$4,400	\$35,000
Increased State Shared Revenue	\$113,100	N/A	N/A	N/A	\$113,100
Sub-Total	\$863,800	\$1,795,400	\$232,900	\$1,109,100	\$4,001,200
Secondary Revenue					
Employee Spending Sales Tax	\$20,600	\$31,600	\$116,000	\$24,900	\$193,100
Employee Property Tax	\$30,400	\$44,000	\$137,400	\$43,400	\$255,200
State Shared Revenues	\$10,100	\$18,900	\$28,300	\$21,200	\$78,500
Sub-Total	\$61,100	\$94,500	\$281,700	\$89,500	\$526,800
Total Revenue					
GRAND TOTAL	\$924,900	\$1,889,900	\$514,600	\$1,198,600	\$4,528,000
^{1/} The total may not equal the sum of the impacts due to rounding. All dollar figures are in constant dollars. Inflation has not been included in these figures. All of the above figures are representative of the major revenue sources for the City. The figures are intended only as a general guideline as to how the City could be impacted by the project. The above figures are based on the current economic structure and tax rates of the City.					
Source: National Western Capital Corp; Elliott D. Pollack & Co.; ADOR; ATRA					



5.0 Summary of Economic & Fiscal Impacts

The following tables summarize the total economic and fiscal impacts of the proposed SouthBridge 2.0 based on the project assumptions.

Economic Impact Summary

Economic benefits include local jobs and the ripple effect of these jobs throughout the economy. Economic impacts are, by their nature, regional in character. Many communities throughout Greater Phoenix would also benefit from the operations of the project, which have not been calculated as part of this analysis. Spending by employees is what generates the reported induced impact of the company and, generally, individuals tend to spend their disposable income in or near their place of residence.

The 282,463 square feet of commercial space, 295 residential units, 333 hotel rooms and associated common areas, amenities and parking is projected to cost \$563.6 million to construct. The construction along with the ripple effects throughout the economy would generate 6,990 person years of employment. In total, \$379.4 million in wages would be paid to these workers and the construction would create \$1.0 billion in economic impact throughout Greater Phoenix.

Similarly, once the development is complete and the businesses are operating at stabilized levels, a total of 3,003 people would be employed with wages of \$150.7 million based on the assumptions outlined in the report. This economic activity would generate \$383.8 million in annual output.

Economic Impact Summary SouthBridge 2.0 (2018 Dollars)				
Construction		Total		
Person years of employment		6,990		
Wages (\$mil)		\$379.4		
Economic Output (\$ mil)		\$1,009.4		
Operations (Annual at Buildout)	Commercial	Resident Spending	Tourist Spending	Total
Jobs	2,395	386	222	3,003
Wages (\$mil)	\$126.0	\$16.3	\$8.4	\$150.7
Economic Output (\$ mil)	\$315.6	\$42.7	\$25.4	\$383.8
Sources: National Western Capital Corp; Elliott D. Pollack & Co.; IMPLAN; Arizona Department of Revenue				



Fiscal Impact Summary

In terms of fiscal benefit, construction would generate \$14.1 million in revenues for the City of Scottsdale. Once the project is built out and operating at stabilized occupancy, the City of Scottsdale would realize \$4.5 million each year from primary and secondary tax revenue generated by the operations of the companies that occupy the buildings and visitors staying in the hotels. These figures are exclusive of corporate income tax and do not include property tax revenues for school or other special districts.

Fiscal Impact Summary SouthBridge 2.0 City of Scottsdale (2018 Dollars)		
Construction		
Primary Impacts	Construction sales tax	\$3,785,100
	Speculative builder's tax	\$4,066,300
	Use tax	\$297,800
	Permit fees	\$5,195,000
Secondary Impact from Employees	Secondary total	\$763,700
Total Impact from Construction		\$14,107,900
Operations (annual at buildout)		
Primary Impacts	Property Tax	\$869,000
	Retail/R&B sales tax	\$1,531,800
	Bed tax	\$1,280,700
	Lease tax	\$171,600
	Utility tax	\$35,000
	State shared revenues	\$113,100
Secondary Impact from Employees	Secondary total	\$526,800
Total Annual Impact from Operations		\$4,528,000
Sources: National Western Capital Corp; Elliott D. Pollack & Co.; IMPLAN; ADOR		



c. Parcel Address

ATTACHMENT TO PRE-APP FOR SOUTHBRIDGE TWO

Parcel	Address
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Site A	Rose Garden Parking Lot
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173-48-087 5	7000 E. 5th Ave.
173-48-049m	7000 E. 5th Ave.
173-48-088 2	7000 E. 5th Ave.
173-48-089 0	7000 E. 5th Ave.
173-48-090 1	7000 E. 5th Ave.

City Land

173-48-049k	Rose Garden Park Lot
173-48-049f	Rose Garden Park Lot
173-48-049g	Rose Garden Park Lot
173-48-046	Rose Garden Park Lot
173-48-045	Rose Garden Park Lot
173-48-044b	Rose Garden Park Lot

Site C	Stetson Plaza, 5th Ave. (East)
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173-42-044b	7133-7137 E. Stetson +7120 E 6th Ave
173-42-008b	4360 N. Scottsdale
173-42-011d	4338 N. Scottsdale Rd
173-42-015	7136-7150 E. 6th Ave

Site B	Fifth Ave. (West)(Tang)
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173-48-044c-5	7030 5th Ave.
173-50-066c	7030 5th Ave.
173-50-065a	7032-7038 5th Ave.

173-50-063a	7040-7044 5th Ave.
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173-50-062a2

173-50-059a7

173-42-060a	7108 E. 5th Ave.
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173-42-028a6	7108 E. 5th Ave.
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173-42-020b	7137-7147 E. 6th Ave.
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173-42-021a	7127 E. 6th Ave
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173-50-118-a	7134-7146 5th Ave
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173-50-122-3	7122-7132 5th Ave.
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173-42-013	4320 N Scottsdale Rd
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173-42-014	4320 N Scottsdale Rd
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City Land	City Alley 6th Avenue
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City Land

173-50-064a	70th Street City Alley behind Tang
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Tang Buildings

7052 E. 5th Ave

7042 E. 5th Ave.

7078 E. 5th Ave.

7088 E. 5th Ave.

Thank You

COLWELL SHELOR LANDSCAPE ARCHITECTURE



 **Allen + Philp Partners**
architects • interiors

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