

CITY COUNCIL REPORT



Meeting Date: December 2, 2016

General Plan Element: *Cost of Development*

General Plan Goal: *Use fiscal impact modeling for budgeting public service operations*

ACTION

Raintree 69kV Underground Improvement District No. I-6002 Resolution of Intention.

1. Adopt Resolution No. 10649 to begin the formal process of establishing the City of Scottsdale, Arizona, Underground Utility Facilities Improvement District No. I-6002 and to authorize a fiscal year 2016-17 Special Programs Fund operating contingency budget appropriation transfer not to exceed \$150,000 to a newly-created operating center within the Public Works Division, Capital Project Management Department, to record the one-time administrative activities associated with forming the District. The not-to-exceed \$150,000 contingency will be funded by reimbursements from the District and will be recorded as a recovery of expense.
2. Declare an emergency for the immediate operation of the Resolution to allow for the immediate commencement of the notice procedures, which is necessary for the underground improvements to be completed in an expeditious manner.
3. Set objection hearing date for the City of Scottsdale, Arizona, Underground Utility Facilities Improvement District No. I-6002 for January 17, 2017.

BACKGROUND

The purpose of this action is to declare the City's intention to establish the City of Scottsdale, Arizona, Underground Utility Facilities Improvement District No. I-6002. As a part of the establishment process, the City will order the undergrounding improvements in the district, accept preliminary plans and determine that the work is of more than local or ordinary public benefit, approve a Special Programs Fund operating contingency budget appropriation transfer, and set an Objection Hearing date for January 17, 2017.

Arizona Public Service Company (APS), in an effort to improve electric system reliability and provide additional capacity for electric consumption in north Scottsdale, is constructing a new 69kV power line to connect the Raintree Substation, located north of Raintree Drive and 90th Street, with the East End substation, located at approximately 91st Street, a half-mile north of Bell Road. The new power line is being constructed on steel poles approximately 65 feet tall.

ADOPT RESOLUTION 10649 AND ESTABLISH JANUARY 17, 2017 AS THE DATE FOR A PUBLIC HEARING
 Action Taken TO CONSIDER THE ISSUE OF ORDERING AN ELECTION AND TO RECEIVE PUBLIC COMMENT - OK - 7/0

Pursuant to Arizona Revised Statutes § 48-620, owners of real property along the north end of the APS project have submitted petitions to the City Clerk in support of formation of an improvement district to construct a portion of the power line underground instead of overhead in this area. A deposit of \$50,000 was also submitted to the City of Scottsdale to be used towards initial formation costs incurred by the City. If formed, the district would distribute design and construction cost of undergrounding power lines (including a recovery of the City's cost to form the district) to members of the district based on an approved assessment methodology.

APS supports the district formation if the district can be formed by March 31, 2017 so that construction of the underground portion of the line can begin in April 2017. Construction of the underground portion is expected to take approximately three months. APS is preparing final construction documents for this undergrounding effort. If the district cannot be formed by March 31, 2017, APS will need to move forward with construction of that portion of the line overhead.

If the district is formed, APS would be solely responsible for constructing this portion of the line underground and responsible initially for paying for the construction; however, district members will be required to reimburse APS for the cost of constructing the line underground as opposed to overhead. District members would be given the option of paying for their share of the costs of undergrounding up front or financing their share over 15 years at APS' cost of capital by contract (per State Statute). The City would be responsible for the semi-annual assessment and billing of district members who choose the financing option and would then forward the funds to APS.

The resolution of intention represents the next action necessary per State Statute and sets forth the district boundary and items of work to be constructed in the district (see Attachment 1).

In order to meet the posting and publication deadlines for the hearing date and to keep the proposed district formation and underground improvements on schedule, the Resolution includes an emergency clause to allow for its immediate operation after its adoption and approval by City Council. Such action is necessary for the immediate preservation of the public peace, health or safety.

If the resolution of intention is passed by Council, the following steps will occur:

- 1) A public hearing at a future City Council meeting would then be required to allow property owners within the district boundaries to object to being part of the district. By statute, the cost of the improvements must be assessed to the properties benefited. Staff is recommending the objection hearing date be set for January 17, 2017, provided the required posting and publication of the notice of intention is completed at least 30 days prior to that date. If the City Council agrees that the district may move forward, Council will order an election regarding district formation and levy of the assessment during the January 17, 2017 meeting.
- 2) An election will be held utilizing a simplified ballot card methodology. Residents and property owners within the proposed district boundary will receive ballots.
- 3) If the election is successful, the City Council will be requested to adopt a Resolution Ordering

Work. This gives direction to APS to begin the construction project.

- 4) A public hearing at a future City Council meeting would be required to allow property owners within the district boundaries to object to the assessment methodology presented by the City. If the City Council agrees with the assessment methodology as presented after hearing public comment, City Council will be required to adopt a Resolution Levying the Assessment and Approving the Assessment Diagram.
- 5) If, within one year of the date of the notice of completion, a member of the governing body or any owner within the district files a written notice to the clerk stating that the work has not been performed substantially in accordance with the Resolution of Intention, the plans and specification and estimate, a public hearing at a future City Council meeting would be required to review the notice filed with the City Clerk. If the City Council agrees that the work was completed in conformance with the aforementioned documents, Council would be requested to adopt a Resolution of Final Assessment to complete the process.

ANALYSIS & ASSESSMENT

Recent Staff Action

Outside special counsel for the City, Gust Rosenfeld P.L.C., will be used in the district's formation. Gust Rosenfeld has prepared Resolution No. 10649 and concurs with this staff recommendation.

Policy Implications

Constructing this section of the 69kV power line underground would eliminate unsightly overhead power lines.

Community Involvement

Petitions of interest for forming the district were filed with the Clerk's office, representing 55% of real property owners within the proposed district boundary. Following approval of Resolution No. 10649 a notice of proposed improvement (see Attachment 1, Exhibit E) will be posted no more than 300 feet apart along the lines of the proposed improvements and published in a newspaper of general circulation in the City of Scottsdale, Arizona.

RESOURCE IMPACTS

Available funding

APS will initially be responsible for the cost of constructing line overhead rather than underground, and district members will reimburse APS these costs including the City's costs to form the district (plus any carrying costs).

Staffing, Workload Impact

Christopher Perkins, Superintendent of Streets, Public Works Division will be the City's primary point of contact. Financial Services and the City Attorney's office will provide support to the Superintendent of Streets.

Cost Recovery Options

As district members are assessed the costs of the district, they will be given the choice of:

- 1) Paying their assessment up front with no carrying costs, or
- 2) Paying their assessment over 15 years, including a carrying cost at APS' cost of capital (currently 12.27%) and including a servicing fee by the City.

OPTIONS & STAFF RECOMMENDATION

Recommended Approach:

1. Adopt Resolution No. 10649 to begin the formal process of establishing the City of Scottsdale, Arizona, Underground Utility Facilities Improvement District No. I-6002 and to authorize a fiscal year 2016-17 Special Programs Fund operating contingency budget appropriation transfer not to exceed \$150,000 to a newly-created operating center within the Public Works Division, Capital Project Management Department, to record the one-time administrative activities associated with forming the District. The not-to-exceed \$150,000 contingency will be funded by reimbursements from the District and will be recorded as a recovery of expense.
2. Declare an emergency for the immediate operation of the Resolution to allow for the immediate commencement of the notice procedures, which is necessary for the underground improvements to be completed in an expeditious manner.
3. Set objection hearing date for the City of Scottsdale, Arizona, Underground Utility Facilities Improvement District No. I-6002 for January 17, 2017.

Description of Option B

Alternatively, City Council could choose to not proceed with the undergrounding improvement district and APS will then continue with the process of installing overhead 69kV power lines in the subject area.

Proposed Next Steps:

Attachment 4 outlines the proposed steps in the formation process.

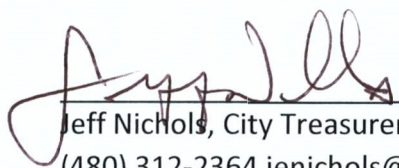
RESPONSIBLE DEPARTMENT(S)

Public Works Division, Capital Project Management

STAFF CONTACTS (S)

Christopher Perkins, Superintendent of Streets, cperkins@scottsdaleaz.gov (480) 312-7845


APPROVED BY



Jeff Nichols, City Treasurer
(480) 312-2364 jenichols@scottsdaleaz.gov

11/21/16

Date



Judy Doyle, Budget Director
(480) 312-2603 jdoyle@scottsdaleaz.gov

11.21.16

Date



Daniel J. Worth, Public Works Director
(480) 312-5555, dworth@scottsdaleaz.gov

11-21-16

Date

ATTACHMENTS

1. Resolution No. 10649
2. Map of Proposed District Boundary
3. Items of work to be constructed in the district
4. Proposed steps in the formation process
5. Conversion estimate cost breakdown

RESOLUTION NO. 10649

A RESOLUTION OF THE CITY COUNCIL OF THE CITY OF SCOTTSDALE, MARICOPA COUNTY, ARIZONA, ACCEPTING PRELIMINARY PLANS AND THE COORDINATING UTILITY'S ESTIMATE OF COSTS AND EXPENSES OF A PUBLIC IMPROVEMENT AND DECLARING ITS INTENTION TO IMPROVE AND ADOPTING PRELIMINARY PLANS AND THE COORDINATING UTILITY'S ESTIMATE FOR THE UNDERGROUNDING OF CERTAIN UTILITY FACILITIES WITHIN THE CORPORATE LIMITS OF THE CITY OF SCOTTSDALE, ARIZONA, BY THE CONSTRUCTION OF CERTAIN IMPROVEMENTS AS SHOWN ON THE PRELIMINARY PLANS; DESIGNATING SUCH IMPROVEMENT AS "CITY OF SCOTTSDALE, ARIZONA, UNDERGROUND UTILITY FACILITIES IMPROVEMENT DISTRICT NO. I-6002"; DECLARING THE WORK OR IMPROVEMENT TO BE OF MORE THAN LOCAL OR ORDINARY PUBLIC BENEFIT AND THAT THE COSTS OF SAID WORK OR IMPROVEMENT WILL BE ASSESSED UPON A CERTAIN DISTRICT; APPROVING THE ASSESSMENT DIAGRAM; PROVIDING THAT THE PROPOSED WORK OR IMPROVEMENT WILL BE PERFORMED UNDER THE PROVISIONS OF TITLE 48, CHAPTER 4, ARTICLE 2, ARIZONA REVISED STATUTES, AND ALL AMENDMENTS THERETO; AUTHORIZING AND APPROVING A BUDGET APPROPRIATION TRANSFER; AND DECLARING AN EMERGENCY.

NOW, THEREFORE, BE IT RESOLVED by the City Council of the City of Scottsdale, Maricopa County, Arizona, that:

Section 1. Definitions. In this Resolution, the following terms shall have the following meanings:

"A.R.S." shall mean Arizona Revised Statutes.

"*Assessment Diagrams*" shall mean those duplicate diagrams of the property contained within the Assessment District as will hereafter be filed with the Clerk and approved by the Governing Body.

"*Assessment District*" shall mean the lots, pieces or parcels of land lying within the boundaries described in Exhibit A attached hereto. For a more particular description, reference is hereby made to the Assessment District Map.

"*Assessment District Map*" shall mean the map delineating the Assessment District in the form attached hereto as Exhibit B.

"*Clerk*" shall mean the City Clerk of the City of Scottsdale, Arizona.

"*Coordinating Utility*" shall mean Arizona Public Service Company, a wholly-owned subsidiary of Pinnacle West Capital Corporation.

"District" shall mean the City of Scottsdale, Arizona, Underground Utility Facilities Improvement District No. I-6002.

"District Engineer" shall mean Christopher Perkins, Superintendent of Streets, or any successors thereto.

"Estimate" shall mean the estimate of costs and expenses of the Work filed with the Clerk prior to the adoption of this Resolution of Intention, showing the estimated cost of construction of the Work to be \$2,939,000 and the estimated costs of incidental expenses to be \$150,000, for a total estimated cost of \$3,089,000, as described in more detail as set forth on Exhibit D hereto.

"Governing Body" shall mean the Mayor and City Council of the City of Scottsdale, Arizona.

"Incidental Expenses" shall mean the costs, expenses and fees of the City of Scottsdale, Arizona, the District Engineer and the Coordinating Utility (as permitted pursuant to A.R.S. §48-620); the costs and expenses related to the engineering, printing, advertising, posting and making of the assessment; the costs and expenses of all appraisals, title reports and environmental reports; the legal and financial fees; and the costs of administering the District.

"Plans and Specifications" shall mean those construction plans and specifications as may hereafter be prepared for the construction of the Work.

"Preliminary Plans" shall mean the preliminary plans showing the location and the type and character of the proposed Work filed with the Clerk prior to the adoption of this Resolution and after the final Plans and Specifications for the District are completed, then such final Plans and Specifications.

"Superintendent of Streets" shall mean Christopher Perkins, with the Capital Project Management Department of the City of Scottsdale, Arizona, and any successor holding such office.

"Work" shall mean the proposed improvements set forth on Exhibit C hereto, together with all appurtenances and adjuncts necessary, all as shown on the Plans and Specifications.

Section 2. Declaration of Intention to Order the Improvement. The public interest and convenience require and it is the intention of the Governing Body to order the Work to be performed as stated herein pursuant to A.R.S. Title 48, Chapter 4, Article 2. All items of the Work shall be performed as prescribed by the Plans and Specifications which shall be consistent with the Preliminary Plans and no assessment for any lot shall exceed its proportion of the Estimate. For purposes of this Resolution and of all resolutions, ordinances and notices pertaining hereto, the improvement utility facilities as herein described is hereby designated City of Scottsdale, Arizona, Underground Utility Facilities Improvement District No. I-6002.

Section 3. Determination of Need. In the opinion of the Governing Body, the Work is of more than local or ordinary public benefit, and the Governing Body hereby orders that all amounts due or to become due with respect to financing the costs and expenses of the work, together with all Incidental Expenses, shall be chargeable upon the respective lots, pieces and parcels of land within the Assessment District.

Section 4. Exclusion of Certain Property. Any public street or alley within the boundaries of the Assessment District is hereby omitted from the Assessment District. Any lot, the legal owner of which on this date is the United States, the state, a county, school district or any political

subdivision or institution of the state or county (public ownership), which is included within the Assessment District shall be omitted from the assessment hereafter made.

Section 5. No Bonds. Pursuant to A.R.S. §48-620.M., the Assessment District shall not issue bonds.

Section 6. Establishment of Grade. As applicable, the grades and elevations for the streets are hereby officially changed to correspond with the grades and elevations shown on the Plans and Specifications.

Section 7. Statutory Authority. The Work and all proceedings pertaining thereto shall be performed under the provisions of Title 48, Chapter 4, Article 2, Arizona Revised Statutes, and all amendments thereto.

Section 8. Award of Contract. In accordance with A.R.S. §48-620.E., this Resolution serves as notice of the award of contract for the Work to the Coordinating Utility.

Section 9. Protests, Objections to Extent of Assessment District. The owners of property within the Assessment District may file written protests against the construction of the Work or objections to the extent of the Assessment District. Said protests or objections shall be filed with Clerk of the City of Scottsdale, Arizona, at 3939 North Drinkwater Boulevard, Scottsdale, Arizona 85251. Said protests or objections must be received within thirty (30) days after the last publication of this Resolution, or within thirty (30) days after the completion of posting of the Notices of the Proposed Improvement, whichever date is later.

Section 10. Approval of Assessment Diagrams. Duplicate diagrams of the property contained within the Assessment District to be assessed to pay the costs and expenses of the construction of the Work, which have been prepared by the Superintendent of Streets under A.R.S. § 48-589 and amendments thereto, and certified by him and presented to this Council are hereby approved. The fact and date of such approval shall be certified upon said diagrams by the Clerk and thereupon said diagrams shall be delivered to the Superintendent of Streets as required by law.

Section 11. Approval of Estimate; Acceptance of Preliminary Plans; Delegation of Authority. The Coordinating Utility's Estimate of costs submitted to the District Engineer and Clerk are hereby adopted and approved as the official estimate for the Work. The Coordinating Utility's Preliminary Plans have been filed with the Clerk and are hereby accepted. The Superintendent of Streets is hereby authorized and directed to work with the Coordinating Utility to make any necessary changes to the Preliminary Plans to reflect the effects of this Resolution.

Section 12. Notice, Proceedings and Work. The Work shall be done and all proceedings therefor shall be taken, the Superintendent of Streets shall cause to be posted notices at not more than 300 feet apart along the lines of the proposed improvements, which notices shall be headed "Notice of Proposed Improvement", such heading to be in letters at least 1" in height; the Clerk shall certify to the passage of this Resolution of Intention, and shall cause the same to be published for five consecutive publications in a daily newspaper, or two publications in a weekly or semiweekly newspaper, of general circulation in the City of Scottsdale, Arizona. Such notice shall be substantially in the form attached hereto as Exhibit E. This Resolution shall be filed with the Clerk and made a part of the records of the Governing Body.

Section 13. Budget Appropriation Transfer. The Governing Body previously passed and adopted Ordinance No. 4264, which permits expenditures to be made from budget contingencies and reserves upon recommendation of the City Manager and approval of the Governing Body. The Governing Body hereby authorizes and approves a fiscal year 2016-17 Special Programs Fund operating contingency budget appropriation transfer not to exceed \$150,000 to a newly-created operating center within the Public Works Division, Capital Project Management Department, to record the one-time administrative activities associated with forming the District. The not-to-exceed \$150,000 contingency will be funded by reimbursements from the District and will be recorded as a recovery of expense.

Section 14. Declaration of Emergency. The immediate operation of this Resolution is necessary for the immediate preservation of the public peace, health or safety, and an emergency is hereby declared to exist, to wit: the immediate commencement of the notice procedures is necessary to get the Work completed in an expeditious manner; and this Resolution shall be in full force and effect from and after its passage, adoption and approval by the Mayor and City Council of the City of Scottsdale, Arizona.

PASSED AND ADOPTED by the City Council of the City of Scottsdale, Maricopa County, Arizona, on December 2, 2016.

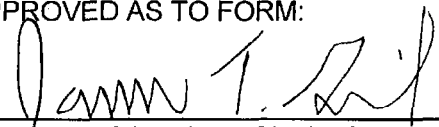
CITY OF SCOTTSDALE, an Arizona
municipal corporation

ATTEST:

Carolyn Jagger, City Clerk

W.J. "Jim" Lane, Mayor

APPROVED AS TO FORM:



Gust Rosenfeld P.L.C., District Counsel

Attachments: Exhibit A - Legal Description of District
Exhibit B - Map of District
Exhibit C - Description of Work
Exhibit D - Coordinating Utility's Estimate of Costs
Exhibit E - Notice of Proposed Improvement

CERTIFICATION

I, Carolyn Jagger, the duly appointed and acting Clerk of the City of Scottsdale, Arizona, do hereby certify that the above and foregoing Resolution No. 10649 was duly passed by the City Council of the City of Scottsdale, Arizona, at a regular meeting held on December 2, 2016, and the vote was ___ aye's and ___ nay's and that the Mayor and ___ City Council Members were present thereat.

DATED: December 2, 2016.

Carolyn Jagger, City Clerk

EXHIBIT A

LEGAL DESCRIPTION OF THE DISTRICT

SCOTTSDALE OVERHEAD POWER LINE DISTRICT

PARCEL 1

ALL OF THE CONDOMINIUM PLAT FOR BELL/101 EXECUTIVE CENTER, A CONDOMINIUM PLAT IN THE CITY OF SCOTTSDALE, ACCORDING TO BOOK 798 OF MAPS, PAGE 23, RECORDS OF MARICOPA COUNTY, ARIZONA.

PARCEL 2

AS DESCRIBED IN SPECIAL WARRANTY DEED NO. 2014-0823493, RECORDS OF MARICOPA COUNTY, ARIZONA.

LOT 15, SECTION 6, TOWNSHIP 3 NORTH, RANGE 5 EAST, OF THE GILA AND SALT RIVER BASE AND MERIDIAN, MARICOPA COUNTY, ARIZONA;

EXCEPT THE SOUTH 351.00 FEET; AND

EXCEPT ALL COAL, OIL, GAS AND OTHER MINERALS AND ALL URANIUM, THORIUM, OR ANY OTHER MATERIAL WHICH IS OR MAY BE DETERMINED TO BE PECULIARLY ESSENTIAL TO THE PRODUCTION OF FISSIONABLE MATERIALS, WHETHER OR NOT OF COMMERCIAL VALUE, AS RESERVED IN THE PATENT FROM THE UNITED STATES OF AMERICA, RECORDED OCTOBER 30, 1956 IN DOCKET 2023, PAGE 124.

PARCEL 3

ALL OF THE FINAL PLAT FOR SCOTTSDALE/90 BUSINESS CENTER, A CONDOMINIUM PLAT IN THE CITY OF SCOTTSDALE, ACCORDING TO BOOK 771 OF MAPS, PAGE 25, RECORDS OF MARICOPA COUNTY, ARIZONA.

PARCEL 4

ALL OF THE CONDOMINIUM PLAT FOR 8900 BAHIA OFFICE CONDOMINIUMS, A CONDOMINIUM, ACCORDING TO BOOK 1276 OF MAPS, PAGE 43, RECORDS OF MARICOPA COUNTY, ARIZONA.

PARCEL 5

AS DESCRIBED IN SPECIAL WARRANTY DEED NO. 2005-1223191, RECORDS OF MARICOPA COUNTY, ARIZONA.

A PORTION OF LOT 16, SECTION 6, TOWNSHIP 3 NORTH, RANGE 5 EAST OF THE GILA AND SALT RIVER BASE AND MERIDIAN, MARICOPA COUNTY, ARIZONA (LOT 2, THE SCOTTSDALE/90 BUSINESS CENTER, ACCORDING TO BOOK 771 OF MAPS, PAGE 24, RECORDS OF MARICOPA COUNTY, ARIZONA), BEING MORE PARTICULARLY DESCRIBED AS FOLLOWS:

COMMENCING AT THE SOUTHEAST CORNER OF SAID LOT 16, BEING THE INTERSECTION OF 90TH STREET & BAHIA DRIVE;

THENCE NORTH 89 DEGREES 57 MINUTES 43 SECONDS WEST, ALONG THE SOUTH LINE OF SAID LOT 16, A DISTANCE OF 329.91 FEET TO THE SOUTHWEST CORNER OF SAID LOT 16;

THENCE NORTH 00 DEGREES 18 MINUTES 42 SECONDS WEST, ALONG THE WEST LINE OF SAID LOT 16, A DISTANCE OF 35.00 FEET TO A POINT ON THE NORTH RIGHT-OF-WAY LINE OF SAID BAHIA DRIVE AND THE POINT OF BEGINNING;

THENCE CONTINUING NORTH 00 DEGREES 18 MINUTES 42 SECONDS WEST, ALONG THE WEST LINE OF SAID LOT 16, A DISTANCE OF 332.59 FEET TO A POINT TO A POINT 292.59 FEET SOUTH OF THE NORTHWEST CORNER THEREOF;

THENCE SOUTH 89 DEGREES 40 MINUTES 06 SECONDS EAST, A DISTANCE OF 299.77 FEET TO THE WEST RIGHT-OF-WAY LINE OF 90TH STREET;

THENCE SOUTH 00 DEGREES 19 MINUTES 54 SECONDS EAST, ALONG SAID WEST RIGHT-OF-WAY LINE, A DISTANCE OF 319.82 FEET;

THENCE SOUTH 44 DEGREES 40 MINUTES 58 SECONDS WEST, ALONG SAID WEST RIGHT-OF-WAY LINE, A DISTANCE OF 20.72 FEET TO THE NORTH LINE OF SAID BAHIA DRIVE;

THENCE NORTH 89 DEGREES 57 MINUTES 43 SECONDS WEST, ALONG SAID NORTH RIGHT-OF-WAY LINE, A DISTANCE OF 285.20 FEET TO THE POINT OF BEGINNING.

EXCEPT COAL, OIL, GAS AND OTHER MINERAL DEPOSITS AND ALL URANIUM, THORIUM, OR ANY OTHER MATERIAL WHICH IS OR MAY BE DETERMINED TO BE PECULIARLY ESSENTIAL TO THE PRODUCTION OF FISSIONABLE MATERIALS, WHETHER OR NOT OF COMMERCIAL VALUE, AS RESERVED IN PATENT FROM UNITED STATES OF AMERICA.

PARCEL 6

AS DESCRIBED IN EXHIBIT "B" IN SPECIAL WARRANTY DEED NO. 2016-0050256, RECORDS OF MARICOPA COUNTY, ARIZONA.

PARCEL 1

A PORTION OF LOT 5 OF SECTION 6, TOWNSHIP 3 NORTH, RANGE 5 EAST, OF THE GILA AND SALT RIVER BASE AND MERIDIAN, MARICOPA COUNTY, ARIZONA, MORE PARTICULARLY DESCRIBED AS FOLLOWS:

COMMENCING AT A THE NORTHEAST CORNER OF SAID LOT 5;

THENCE NORTH 89 DEGREES 57 MINUTES 43 SECONDS WEST, ALONG THE NORTH LINE OF SAID LOT 5, A DISTANCE OF 484.72 FEET;

THENCE SOUTH 00 DEGREES 00 MINUTES 00 SECONDS EAST, A DISTANCE OF 35.00 FEET TO THE SOUTHERLY RIGHT-OF-WAY LINE OF BAHIA DRIVE AND THE POINT OF BEGINNING;

THENCE CONTINUING SOUTH 00 DEGREES 00 MINUTES 00 SECONDS WEST, A DISTANCE OF 193.19 FEET;

THENCE NORTH 90 DEGREES 00 MINUTES 00 SECONDS WEST, A DISTANCE OF 274.97 FEET TO THE EAST LINE OF PROPERTY TAKEN BY DECREE RECORDED IN DOCUMENT NO. 20010034584;

THENCE NORTH 02 DEGREES 01 MINUTES 43 SECONDS WEST, ALONG SAID EAST LINE, A DISTANCE OF 43.63 FEET;

THENCE NORTH 00 DEGREE 23 MINUTES 57 SECONDS EAST, ALONG SAID EAST LINE, A

DISTANCE OF 149.61 FEET TO THE SOUTHERLY RIGHT-OF-WAY LINE OF SAID BAHIA DRIVE;

THENCE SOUTH 89 DEGREES 59 MINUTES 45 SECONDS EAST, ALONG SAID SOUTHERLY RIGHT-OF-WAY LINE, A DISTANCE OF 275.47 FEET TO THE POINT OF BEGINNING;

EXCEPT ANY PORTION THEREOF LYING WITHIN A PORTION OF LOT 5 OF SECTION 6, TOWNSHIP 3 NORTH, RANGE 5 EAST OF THE GILA AND SALT RIVER BASE AND MERIDIAN, MARICOPA COUNTY, ARIZONA, MORE PARTICULARLY DESCRIBED AS FOLLOWS:

COMMENCING AT THE NORTHEAST CORNER OF SAID LOT 5;

THENCE SOUTH 00 DEGREES 18 MINUTES 00 SECONDS EAST ALONG THE EAST LINE OF SAID LOT 5, A DISTANCE OF 689.78 FEET;

THENCE SOUTH 89 DEGREES 42 MINUTES 00 SECONDS WEST, A DISTANCE OF 30.00 FEET TO THE WEST RIGHT-OF-WAY LINE OF 90TH STREET AS DEDICATED TO THE CITY OF SCOTTSDALE PER DOCUMENT NO. 20011008177, MARICOPA COUNTY RECORDS, SAID POINT ALSO BEING THE POINT OF BEGINNING;

THENCE NORTH 89 DEGREES 47 MINUTES 56 SECONDS WEST, A DISTANCE OF 291.17 FEET;

THENCE ALONG A NON-TANGENT CURVE TO THE LEFT HAVING A RADIUS OF 1229.27 FEET, A CENTRAL ANGLE OF 02 DEGREES 24 MINUTES 20 SECONDS, WITH A RADIAL LINE IN OF NORTH 88 DEGREES 48 MINUTES 20 SECONDS WEST AND A RADIAL LINE OUT OF NORTH 88 DEGREES 47 MINUTES 20 SECONDS EAST, FOR AN ARC LENGTH OF 51.61 FEET;

THENCE SOUTH 89 DEGREES 51 MINUTES 57 SECONDS WEST, A DISTANCE OF 23.19 FEET;

THENCE NORTH 00 DEGREES 00 MINUTES 00 SECONDS EAST, A DISTANCE OF 260.73 FEET;

THENCE NORTH 90 DEGREES 00 MINUTES 00 SECONDS WEST, A DISTANCE OF 315.28 FEET;

THENCE SOUTH 00 DEGREES 00 MINUTES 45 SECONDS EAST, A DISTANCE OF 202.11 FEET;

THENCE SOUTH 55 DEGREES 19 MINUTES 32 SECONDS WEST, A DISTANCE OF 82.57 FEET;

THENCE NORTH 09 DEGREES 09 MINUTES 30 SECONDS WEST, A DISTANCE OF 176.16 FEET;

THENCE NORTH 01 DEGREES 59 MINUTES 45 SECONDS WEST, A DISTANCE OF 178.44 FEET;

THENCE SOUTH 90 DEGREES 00 MINUTES 00 SECONDS EAST, A DISTANCE OF 249.28 FEET;

THENCE NORTH 00 DEGREES 00 MINUTES 00 SECONDS WEST, A DISTANCE OF 208.66

FEET;

THENCE NORTH 24 DEGREES 59 MINUTES 11 SECONDS WEST, A DISTANCE OF 12.88 FEET;

THENCE NORTH 00 DEGREES 01 MINUTES 54 SECONDS EAST, A DISTANCE OF 18.48 FEET TO THE SOUTH RIGHT-OF-WAY LINE OF BAHIA DRIVE;

THENCE SOUTH 89 DEGREES 57 MINUTES 43 SECONDS EAST, ALONG SAID SOUTH RIGHT-OF-WAY LINE, A DISTANCE OF 469.93 FEET;

THENCE SOUTH 44 DEGREES 50 MINUTES 58 SECONDS EAST, ALONG SAID SOUTH RIGHT-OF-WAY LINE, A DISTANCE OF 20.73 FEET TO THE WEST RIGHT-OF-WAY LINE OF 90TH STREET;

THENCE SOUTH 00 DEGREES 18 MINUTES 00 SECONDS EAST, ALONG SAID WEST RIGHT-OF-WAY LINE, A DISTANCE OF 640.28 FEET TO THE POINT OF BEGINNING; AND

EXCEPT 1/16TH OF ALL OIL, GAS, OTHER HYDROCARBON SUBSTANCES, HELIUM OR OTHER SUBSTANCES OF A GASEOUS NATURE, COAL, METALS, MINERALS, FOSSILS, FERTILIZER OF EVERY NAME AND DESCRIPTION, TOGETHER WITH ALL URANIUM, THORIUM, OR ANY OTHER MATERIALS WHICH IS OR MAY BE DETERMINED BY THE LAWS OF THE UNITED STATES OR OF THE STATE, OR DECISIONS OF COURT, TO BE PECULIARLY ESSENTIAL TO THE PRODUCTION OF FISSIONABLE MATERIALS, WHETHER OR NOT OF COMMERCIAL VALUE, AND THE EXCLUSIVE RIGHT THERETO, ON, IN OR UNDER THE ABOVE DESCRIBED LANDS, SHALL BE AND REMAIN AND ARE HEREBY RESERVED IN AND RETAINED BY THE STATE OF ARIZONA, TOGETHER WITH THE RIGHT OF THE STATE OF ARIZONA, ITS LESSEES OR PERMITEES TO ENTER UPON THOSE LANDS FOR THE PURPOSE OF EXPLORATION, DEVELOPMENT AND REMOVAL OF THE ABOVE DESCRIBED SUBSTANCES AS PROVIDED BY THE RULES AND REGULATIONS OF THE STATE LAND DEPARTMENT AND THE LAWS OF ARIZONA, AS RESERVED IN PATENT TO SAID LAND.

PARCEL 2

A PORTION OF LOT 5 OF SECTION 6, TOWNSHIP 3 NORTH, RANGE 5 EAST, OF THE GILA AND SALT RIVER BASE AND MERIDIAN, MARICOPA COUNTY, ARIZONA, MORE PARTICULARLY DESCRIBED AS FOLLOWS:

COMMENCING AT A THE NORTHEAST CORNER OF SAID LOT 5;

THENCE SOUTH 00 DEGREES 18 MINUTES 00 SECONDS EAST ALONG THE EAST LINE OF SAID LOT 5, A DISTANCE OF 689.78 FEET;

THENCE SOUTH 89 DEGREES 42 MINUTES 00 SECONDS WEST, A DISTANCE OF 30.00 FEET TO THE WEST RIGHT-OF-WAY LINE OF 90TH STREET AS DEDICATED TO THE CITY OF SCOTTSDALE PER DOCUMENT NO. 20011008177, MARICOPA COUNTY RECORDS, SAID POINT ALSO BEING THE POINT OF BEGINNING;

THENCE NORTH 89 DEGREES 47 MINUTES 56 SECONDS WEST, A DISTANCE OF 291.17 FEET;

THENCE, ALONG A NON-TANGENT CURVE TO THE LEFT HAVING A RADIUS OF 1229.27 FEET WITH A RADIAL LINE IN OF NORTH 88 DEGREES 48 MINUTES 20 SECONDS WEST AND A RADIAL LINE OUT OF NORTH 88 DEGREES 47 MINUTES 20 SECONDS EAST, FOR AN ARC LENGTH OF 51.61 FEET;

THENCE SOUTH 89 DEGREES 51 MINUTES 57 SECONDS WEST, A DISTANCE OF 23.19 FEET;

THENCE NORTH 00 DEGREES 00 MINUTES 00 SECONDS EAST, A DISTANCE OF 260.73 FEET;

THENCE NORTH 90 DEGREES 00 MINUTES 00 SECONDS WEST, A DISTANCE OF 315.28 FEET;

THENCE SOUTH 00 DEGREES 00 MINUTES 45 SECONDS EAST, A DISTANCE OF 202.11 FEET;

THENCE SOUTH 55 DEGREES 19 MINUTES 32 SECONDS WEST, A DISTANCE OF 82.57 FEET;

THENCE NORTH 09 DEGREES 09 MINUTES 08 SECONDS WEST, A DISTANCE OF 176.16 FEET;

THENCE NORTH 01 DEGREES 59 MINUTES 45 SECONDS WEST, A DISTANCE OF 224.06 FEET;

THENCE SOUTH 90 DEGREES 00 MINUTES 00 SECONDS EAST, A DISTANCE OF 275.00 FEET;

THENCE NORTH 00 DEGREES 00 MINUTES 00 SECONDS WEST, A DISTANCE OF 193.19 FEET TO THE SOUTH RIGHT-OF WAY LINE OF BAHIA DRIVE;

THENCE SOUTH 89 DEGREES 57 MINUTES 43 SECONDS EAST, ALONG SAID SOUTH RIGHT-OF-WAY LINE, A DISTANCE OF 440.36 FEET;

THENCE SOUTH 44 DEGREES 50 MINUTES 58 SECONDS EAST, ALONG SAID SOUTH RIGHT-OF-WAY LINE, A DISTANCE OF 20.73 FEET TO THE WEST RIGHT-OF-WAY LINE OF 90TH STREET;

THENCE SOUTH 00 DEGREES 18 MINUTES 00 SECONDS EAST, ALONG SAID WEST RIGHT-OF-WAY LINE, A DISTANCE OF 640.28 FEET TO THE POINT OF BEGINNING;

EXCEPT ANY PORTION THEREOF LYING WITHIN A PORTION OF LOT 5 OF SECTION 6, TOWNSHIP 3 NORTH, RANGE 5 EAST OF THE GILA AND SALT RIVER BASE AND MERIDIAN, MARICOPA COUNTY, ARIZONA, MORE PARTICULARLY DESCRIBED AS FOLLOWS:

COMMENCING AT THE NORTHEAST CORNER OF SAID LOT 5;

THENCE SOUTH 00 DEGREES 18 MINUTES 00 SECONDS EAST ALONG THE EAST LINE OF SAID LOT 5, A DISTANCE OF 689.78 FEET;

THENCE SOUTH 89 DEGREES 42 MINUTES 00 SECONDS WEST, A DISTANCE OF 30.00 FEET TO THE WEST RIGHT-OF-WAY LINE OF 90TH STREET AS DEDICATED TO THE CITY OF SCOTTSDALE PER DOCUMENT NO. 20011008177, MARICOPA COUNTY RECORDS, SAID POINT ALSO BEING THE POINT OF BEGINNING;

THENCE NORTH 89 DEGREES 47 MINUTES 56 SECONDS WEST, A DISTANCE OF 291.17 FEET;

THENCE ALONG A NON-TANGENT CURVE TO THE LEFT HAVING A RADIUS OF 1229.27

FEET, A CENTRAL ANGLE OF 02 DEGREES 24 MINUTES 20 SECONDS, WITH A RADIAL LINE IN OF NORTH 88 DEGREES 48 MINUTES 20 SECONDS WEST AND A RADIAL LINE OUT OF NORTH 88 DEGREES 47 MINUTES 20 SECONDS EAST, FOR AN ARC LENGTH OF 51.61 FEET;

THENCE SOUTH 89 DEGREES 51 MINUTES 57 SECONDS WEST, A DISTANCE OF 23.19 FEET;

THENCE NORTH 00 DEGREES 00 MINUTES 00 SECONDS EAST, A DISTANCE OF 260.73 FEET;

THENCE NORTH 90 DEGREES 00 MINUTES 00 SECONDS WEST, A DISTANCE OF 315.28 FEET;

THENCE SOUTH 00 DEGREES 00 MINUTES 45 SECONDS EAST, A DISTANCE OF 202.11 FEET;

THENCE SOUTH 55 DEGREES 19 MINUTES 32 SECONDS WEST, A DISTANCE OF 82.57 FEET;

THENCE NORTH 09 DEGREES 09 MINUTES 30 SECONDS WEST, A DISTANCE OF 176.16 FEET;

THENCE NORTH 01 DEGREES 59 MINUTES 45 SECONDS WEST, A DISTANCE OF 178.44 FEET;

THENCE SOUTH 90 DEGREES 00 MINUTES 00 SECONDS EAST, A DISTANCE OF 249.28 FEET;

THENCE NORTH 00 DEGREES 00 MINUTES 00 SECONDS WEST, A DISTANCE OF 208.66 FEET;

THENCE NORTH 24 DEGREES 59 MINUTES 11 SECONDS WEST, A DISTANCE OF 12.88 FEET;

THENCE NORTH 00 DEGREES 01 MINUTES 54 SECONDS EAST, A DISTANCE OF 18.48 FEET TO THE SOUTH RIGHT-OF-WAY LINE OF BAHIA DRIVE;

THENCE SOUTH 89 DEGREES 57 MINUTES 43 SECONDS EAST, ALONG SAID SOUTH RIGHT-OF-WAY LINE, A DISTANCE OF 469.93 FEET;

THENCE SOUTH 44 DEGREES 50 MINUTES 58 SECONDS EAST, ALONG SAID SOUTH RIGHT-OF-WAY LINE, A DISTANCE OF 20.73 FEET TO THE WEST RIGHT-OF-WAY LINE OF 90TH STREET;

THENCE SOUTH 00 DEGREES 18 MINUTES 00 SECONDS EAST, ALONG SAID WEST RIGHT-OF-WAY LINE, A DISTANCE OF 640.28 FEET TO THE POINT OF BEGINNING; AND

EXCEPT 1/16TH OF ALL OIL, GAS, OTHER HYDROCARBON SUBSTANCES, HELIUM OR OTHER SUBSTANCES OF A GASEOUS NATURE, COAL, METALS, MINERALS, FOSSILS, FERTILIZER OF EVERY NAME AND DESCRIPTION, TOGETHER WITH ALL URANIUM, THORIUM, OR ANY OTHER MATERIALS WHICH IS OR MAY BE DETERMINED BY THE LAWS OF THE UNITED STATES OR OF THE STATE, OR DECISIONS OF COURT, TO BE PECULIARLY ESSENTIAL TO THE PRODUCTION OF FISSIONABLE MATERIALS, WHETHER OR NOT OF COMMERCIAL VALUE, AND THE EXCLUSIVE RIGHT THERETO, ON, IN OR UNDER THE ABOVE DESCRIBED LANDS, SHALL BE AND REMAIN AND ARE

HEREBY RESERVED IN AND RETAINED BY THE STATE OF ARIZONA, TOGETHER WITH THE RIGHT OF THE STATE OF ARIZONA, ITS LESSEES OR PERMITEES TO ENTER UPON THOSE LANDS FOR THE PURPOSE OF EXPLORATION, DEVELOPMENT AND REMOVAL OF THE ABOVE DESCRIBED SUBSTANCES AS PROVIDED BY THE RULES AND REGULATIONS OF THE STATE LAND DEPARTMENT AND THE LAWS OF ARIZONA, AS RESERVED IN PATENT TO SAID LAND.

PARCEL 7

AS DESCRIBED IN SPECIAL WARRANTY DEED NO. 2007-0630333, RECORDS OF MARICOPA COUNTY, ARIZONA.

PARCEL NO.1:

A PORTION OF LOT 5 OF SECTION 6, TOWNSHIP 3 NORTH, RANGE 5 EAST OF THE GILA AND SALT RIVER BASE AND MERIDIAN, MARICOPA COUNTY, ARIZONA, MORE PARTICULARLY DESCRIBED AS FOLLOWS TO WIT:

COMMENCING AT THE NORTHEAST CORNER OF SAID LOT 5;

THENCE SOUTH 00 DEGREES 18 MINUTES 00 SECONDS EAST ALONG THE EAST LINE OF SAID LOT 5, A DISTANCE OF 689.78 FEET;

THENCE SOUTH 89 DEGREES 42 MINUTES 00 SECONDS WEST, A DISTANCE OF 30.00 FEET TO THE WEST RIGHT-OF-WAY LINE OF 90TH STREET AS DEDICATED TO THE CITY OF SCOTTSDALE PER DOCUMENT NO. 2001-1008177, MARICOPA COUNTY RECORDS, SAID POINT, ALSO BEING THE POINT OF BEGINNING;

THENCE NORTH 89 DEGREES 47 MINUTES 56 SECONDS WEST, A DISTANCE OF 291.17 FEET;

THENCE ALONG A NON-TANGENT CURVE TO THE LEFT HAVING A RADIUS OF 1229.27 FEET, A CENTRAL ANGLE OF 02 DEGREES 24 MINUTES 20 SECONDS, WITH A RADIAL LINE IN OF NORTH 88 DEGREES 48 MINUTES 20 SECONDS WEST AND A RADIAL LINE OUT OF NORTH 88 DEGREES 47 MINUTES 20 SECONDS EAST, FOR AN ARC LENGTH OF 51.61 FEET;

THENCE SOUTH 89 DEGREES 51 MINUTES 57 SECONDS WEST, A DISTANCE OF 23.19 FEET;

THENCE NORTH 00 DEGREES 00 MINUTES 00 SECONDS EAST, A DISTANCE OF 260.73 FEET;

THENCE NORTH 90 DEGREES 00 MINUTES 00 SECONDS WEST, A DISTANCE OF 315.28 FEET;

THENCE SOUTH 00 DEGREES 00 MINUTES 45 SECONDS EAST, A DISTANCE OF 202.11 FEET;

THENCE SOUTH 55 DEGREES 19 MINUTES 32 SECONDS WEST, A DISTANCE OF 82.57 FEET;

THENCE NORTH 09 DEGREES 09 MINUTES 30 SECONDS WEST, A DISTANCE OF 176.16 FEET;

THENCE NORTH 01 DEGREES 59 MINUTES 45 SECONDS WEST, A DISTANCE OF 178.44 FEET;

THENCE SOUTH 90 DEGREES 00 MINUTES 00 SECONDS EAST, A DISTANCE OF 249.28 FEET;

THENCE NORTH 00 DEGREES 00 MINUTES 00 SECONDS WEST, A DISTANCE OF 208.66 FEET;

THENCE NORTH 24 DEGREES 59 MINUTES 11 SECONDS WEST, A DISTANCE OF 12.88 FEET;

THENCE NORTH 00 DEGREES 01 MINUTES 54 SECONDS EAST, A DISTANCE OF 18.48 FEET TO THE SOUTH RIGHT-OF-WAY LINE OF BAHIA DRIVE;

THENCE SOUTH 89 DEGREES 57 MINUTES 43 SECONDS EAST, ALONG SAID SOUTH RIGHT-OF-WAY LINE, A DISTANCE OF 469.93 FEET;

THENCE SOUTH 44 DEGREES 50 MINUTES 58 SECONDS EAST, ALONG SAID SOUTH RIGHT-OF-WAY LINE, A DISTANCE OF 20.73 FEET TO THE WEST RIGHT-OF-WAY LINE OF 90TH STREET;

THENCE SOUTH 00 DEGREES 18 MINUTES 00 SECONDS EAST, ALONG SAID WEST RIGHT-OF-WAY LINE, A DISTANCE OF 640.28 FEET TO THE POINT OF BEGINNING;

EXCEPT 1/16 TH OF ALL OIL, GAS, OTHER HYDROCARBON SUBSTANCES, HELIUM OR OTHER SUBSTANCES OF GASEOUS NATURE, COAL, METALS, MINERALS, FOSSILS, FERTILIZER OF EVERY NAME AND DESCRIPTION, TOGETHER WITH ALL THE URANIUM, THORIUM OR ANY OTHER MATERIAL WHICH IS OR MAY BE DETERMINED BY THE LAWS OF THE UNITED STATES OR THE STATE OR DECISIONS OF COURT, TO BE PECULIARLY ESSENTIAL TO THE PRODUCTION OF FISSIONABLE MATERIALS, WHETHER OR NOT OF COMMERCIAL VALUE, AND THE EXCLUSIVE RIGHT THERETO, ON, IN OR UNDER THE ABOVE DESCRIBED LANDS, SHALL BE AND REMAIN AND ARE HEREBY RESERVED IN AND RETAINED BY THE STATE OF ARIZONA, TOGETHER WITH THE RIGHT OF THE STATE OF ARIZONA, ITS LESSEES OR PERMITEES TO ENTER UPON THOSE LANDS FOR THE PURPOSE OF EXPLORATION, DEVELOPMENT AND REMOVAL OF THE ABOVE DESCRIBED SUBSTANCES AS PROVIDED BY THE RULES AND REGULATIONS OF THE STATE LAND DEPARTMENT AND THE LAWS OF ARIZONA, AS RESERVED IN PATENT TO SAID LAND.

PARCEL NO.2:

NON-EXCLUSIVE EASEMENT FOR VEHICULAR AND PEDESTRIAN, INGRESS AND EGRESS, UTILITIES AND PARKING AS MORE FULLY DESCRIBED IN DECLARATION OF COVENANTS, CONDITIONS AND RESTRICTIONS RECORDED IN DOCUMENT NO. 2006-973147 AND AMENDMENT RECORDED IN DOCUMENT NO. 2007-166532.

PARCEL 8

AS DESCRIBED IN SPECIAL WARRANTY DEED NO. 2007-0143888, RECORDS OF MARICOPA COUNTY, ARIZONA.

PARCEL NO.1:

A PORTION OF LOT 5 OF SECTION 6, TOWNSHIP 3 NORTH, RANGE 5 EAST, OF THE GILA AND SALT RIVER BASE AND MERIDIAN, MARICOPA COUNTY, ARIZONA, MORE PARTICULARLY DESCRIBED AS FOLLOWS;

COMMENCING AT THE NORTHEAST CORNER OF SAID LOT 5;

THENCE SOUTH 00 DEGREES 18 MINUTES 00 SECONDS EAST ALONG THE EAST LINE OF SAID LOT 5, A DISTANCE OF 689.78 FEET;

THENCE SOUTH 89 DEGREES 42 MINUTES 00 SECONDS WEST, A DISTANCE OF 30.00 FEET TO THE WEST RIGHT-OF-WAY LINE OF 90TH STREET AS DEDICATED TO THE CITY OF SCOTTSDALE PER DOCUMENT NO. 2001-1008177, MARICOPA COUNTY RECORDS, SAID POINT ALSO BEING THE POINT OF BEGINNING;

THENCE, ALONG SAID WEST RIGHT-OF-WAY LINE OF 90TH STREET, ON A NON-TANGENT CURVE TO THE RIGHT HAVING A RADIUS OF 12.00 FEET, A CENTRAL ANGLE OF 59 DEGREES 11 MINUTES 30 SECONDS, WITH A RADIAL LINE IN OF SOUTH 89 DEGREES 42 MINUTES 00 SECONDS WEST AND A RADIAL LINE OUT OF SOUTH 31 DEGREES 06 MINUTES 30 SECONDS EAST FOR AN ARC LENGTH OF 12.40 FEET;

THENCE ALONG A REVERSE CURVE TO THE LEFT WITH A RADIUS OF 70.00 FEET, A CENTRAL ANGLE OF 149 DEGREES 13 MINUTES 16 SECONDS, FOR AN ARC LENGTH OF 182.31 FEET;

THENCE SOUTH 00 DEGREES 18 MINUTES 00 SECONDS EAST, A DISTANCE OF 239.30 FEET;

THENCE NORTH 78 DEGREES 24 MINUTES 03 SECONDS WEST, A DISTANCE OF 694.69 FEET;

THENCE NORTH 09 DEGREES 09 MINUTES 30 SECONDS WEST, A DISTANCE OF 308.03 FEET;

THENCE NORTH 55 DEGREES 19 MINUTES 32 SECONDS EAST, A DISTANCE OF 82.57 FEET;

THENCE NORTH 00 DEGREES 00 MINUTES 45 SECONDS WEST, A DISTANCE OF 202.11 FEET;

THENCE SOUTH 90 DEGREES 00 MINUTES 00 SECONDS EAST, A DISTANCE OF 315.28 FEET;

THENCE SOUTH 00 DEGREES 00 MINUTES 00 SECONDS WEST, A DISTANCE OF 260.73 FEET;

THENCE NORTH 89 DEGREES 51 MINUTES 57 SECONDS EAST, A DISTANCE OF 23.19 FEET;

THENCE ALONG A NON-TANGENT CURVE TO THE RIGHT HAVING A RADIUS OF 1229.27 FEET, A CENTRAL ANGLE OF 2 DEGREES 24 MINUTES 20 SECONDS, WITH A RADIAL LINE IN OF SOUTH 88 DEGREES 47 MINUTES 20 SECONDS WEST AND A RADIAL LINE OUT OF SOUTH 88 DEGREES 48 MINUTES 20 SECONDS EAST FOR AN ARC LENGTH OF 51.61 FEET;

THENCE SOUTH 89 DEGREES 47 MINUTES 56 SECONDS EAST, A DISTANCE OF 291.17 FEET TO THE TRUE POINT OF BEGINNING.

EXCEPT 1/16TH OF ALL OIL, GAS, OTHER HYDROCARBON SUBSTANCES, HELIUM OR OTHER SUBSTANCES OF A GASEOUS NATURE, COAL, METALS, MINERALS, FOSSILS, FERTILIZER OF EVERY NAME AND DESCRIPTION, TOGETHER WITH ALL URANIUM, THORIUM, OR ANY OTHER MATERIAL WHICH IS OR MAY BE DETERMINED BY THE LAWS OF THE UNITED STATES OR OF THE STATE, OR DECISIONS OF COURT, TO BE

PECULIARLY ESSENTIAL TO THE PRODUCTION OF FISSIONABLE MATERIALS, WHETHER OR NOT OF COMMERCIAL VALUE, AND THE EXCLUSIVE RIGHT THERETO, ON, IN OR UNDER THE ABOVE DESCRIBED LANDS, SHALL BE AND REMAIN AND ARE HEREBY RESERVED IN AND RETAINED BY THE STATE OF ARIZONA, TOGETHER WITH THE RIGHT OF THE STATE OF ARIZONA, ITS LESSEES OR PENNITTEES TO ENTER UPON THOSE LANDS FOR THE PURPOSE OF EXPLORATION, DEVELOPMENT AND REMOVAL OF THE ABOVE DESCRIBED SUBSTANCES AS PROVIDED BY THE RULES AND REGULATIONS OF THE STATE LAND DEPARTMENT AND THE LAWS OF ARIZONA, AS RESERVED IN PATENT TO SAID LAND.

PARCEL NO.2:
NON-EXCLUSIVE EASEMENT FOR VEHICULAR AND PEDESTRIAN INGRESS AND EGRESS, UTILITIES AND PARKING AS MORE FULLY DESCRIBED IN DECLARATION OF COVENANTS, CONDITIONS AND RESTRICTIONS RECORDED IN DOCUMENT NO. 2006-973147.

PARCEL 9

ALL OF THE CONDOMINIUM PLAT FOR MCDOWELL MOUNTAIN TECH, ACCORDING TO BOOK 653 OF MAPS, PAGE 32, RECORDS OF MARICOPA COUNTY, ARIZONA.

PARCEL 10

AS DESCRIBED IN WARRANTY DEED NO. 2013-0000374, RECORDS OF MARICOPA COUNTY, ARIZONA.

PARCEL NO.1.
THE SOUTH HALF OF LOT 10, SECTION 6, TOWNSHIP 3 NORTH, RANGE 5 EAST OF THE GILA AND SALT RIVER BASE AND MERIDIAN, MARICOPA COUNTY, ARIZONA;

EXCEPT ALL COAL, OIL, GAS AND OTHER MINERAL DEPOSITS AS RESERVED IN THE PATENT.

PARCEL NO.2.
THE NORTH HALF OF LOT 10, SECTION 6, TOWNSHIP 3 NORTH, RANGE 5 EAST OF THE GILA AND SALT RIVER BASE AND MERIDIAN, MARICOPA COUNTY, ARIZONA;

EXCEPT ALL COAL, OIL, GAS AND OTHER MINERAL DEPOSITS AS RESERVED IN THE PATENT.

PARCEL 11

AS DESCRIBED IN SPECIAL WARRANTY DEED NO. 2003-1652079, RECORDS OF MARICOPA COUNTY, ARIZONA.

LOT 11, SECTION 6, TOWNSHIP 3 NORTH, RANGE 5 EAST OF THE GILA AND SALT RIVER BASE AND MERIDIAN, MARICOPA COUNTY. ARIZONA.

EXCEPT ANY PORTION LYING WITHIN MCDOWELL MOUNTAIN TECH, A CONDOMINIUM PLAT, ACCORDING TO DECLARATION OF CONDOMINIUM RECORDED IN 2003-1355758A. AND PLAT RECORDED IN BOOK 653 OF MAPS, PAGE 32, RECORDS OF MARICOPA COUNTY, ARIZONA;

AND

EXCEPT ALL COAL, OIL, GAS AND OTHER MINERAL DEPOSITS AND EXCEPT ALL

URANIUM OR ANY OTHER MATERIAL WHICH IS OR MAY BE PECULIARLY ESSENTIAL TO THE PRODUCTION OF FISSIONABLE MATERIALS, WHETHER OR NOT OF COMMERCIAL VALUE. AS RESERVED IN PATENT FROM THE UNITED STATES OF AMERICA.

PARCEL 12

AS DESCRIBED IN SPECIAL WARRANTY DEED NO. 2010-0283403, RECORDS OF MARICOPA COUNTY, ARIZONA.

PARCEL NO. 1:

PARCEL B-1, "LAND DMSION MAP OF PARCEL B, 90TH STREET AND BAHIA BUSINESS PARK", ACCORDING TO BOOK 814 OF MAPS, PAGE 27 AND AFFIDAVIT RECORDED IN DOOJMENT NO. 2006-216180 OF OFFICIAL, RECORDS, RECORDS OF MARICOPA COUNTY, ARIZONA;

EXCEPTING ALL COAL, OIL, GAS AND OTHER MINERAL DEPOSITS IN THE LAND, AS SET FORTH IN THE PATENT FROM THE UNITED STATES OF AMERICA; AND ALSO EXCEPTING ALL URANIUM, THORIUM, OR ANY OTHER MATERIAL WHICH IS OR MAY BE DETERMINED TO BE PECULIARLY ESSENTIAL TO THE PRODUCTION OF FISSIONABLE MATERIALS WHETHER OR NOT OF COMMERCIAL VALUE, PURSUANT TO THE PROVISIONS OF THE ACT OF AUGUST 01, 1946. (60 STAT 755).

PARCEL NO. 2:

EASEMENTS FOR ACCESS AND PARKING AS ESTABUSHED BY DECLARATION OF EASEMENTS, COVENANTS AND RESTRICTIONS RECORDED IN DOCUMENT NO. 2005-375132 OF OFFICIAL RECORDS, MARICOPA COUNTY, ARIZONA.

PARCEL NO. 3:

EASEMENT FOR SHARED WALL, LOADING DOCK, TRASH ENCLOSURE AND PARKING AS CREATED IN DECLARATION OF SHARED WALL, LOADING DOCK AND TRASH ENCLOSURE AND PARKING EASEMENT RECORDED IN DOCUMENT NO. 2006-208703 OF OFFICIAL RECORDS, MARICOPA COUNTY, ARIZONA.

PARCEL 13

ALL OF THE CONDOMINIUM PLAT FOR 90TH STREET AND BAHIA BUSINESS PARK, ACCORDING TO BOOK 737 OF MAPS, PAGE 2, RECORDS OF MARICOPA COUNTY, ARIZONA.

PARCEL 14

AS DESCRIBED IN SPECIAL WARRANTY DEED NO. 2016-0686558, RECORDS OF MARICOPA COUNTY, ARIZONA.

PARCEL NO. 1:

PARCEL B-2, "LAND DIVISION MAP OF PARCEL B, 90TH STREET AND BAHIA BUSINESS PARK" ACCORDING TO BOOK 814 OF MAPS, PAGE 27 AND AFFIDAVIT RECORDED IN RECORDING NO. 2006-216180, RECORDS OF MARICOPA COUNTY, ARIZONA;

EXCEPTING ALL COAL, OIL, GAS AND OTHER MINERAL DEPOSITS IN THE LAND, AS SET FORTH IN THE PATENT FROM THE UNITED STATES OF AMERICA; AND ALSO

EXCEPTING ALL URANIUM, THORIUM, OR ANY OTHER MATERIAL WHICH IS OR MAY BE DETERMINED TO BE PECULIARLY ESSENTIAL TO THE PRODUCTION OF FISSIONABLE MATERIALS WHETHER OR NOT OF COMMERCIAL VALUE, PURSUANT TO THE PROVISIONS OF THE ACT OF AUGUST 1, 1946. (60 STAT. 755).

PARCEL NO.2:
EASEMENTS FOR ACCESS AS ESTABLISHED BY DECLARATION OF EASEMENTS,
COVENANTS AND RESTRICTIONS RECORDED IN RECORDING NO. 2005-375132.

PARCEL 15

ALL OF THE CONDOMINIUM PLAT FOR 90TH STREET AND BAHIA OFFICE PARK
CONDOMINIUMS, ACCORDING TO BOOK 737 OF MAPS, PAGE 40, RECORDS OF
MARICOPA COUNTY, ARIZONA.

PARCEL 16

AS DESCRIBED IN SPECIAL WARRANTY DEED NO. 2016-0096756, RECORDS OF
MARICOPA COUNTY, ARIZONA.

PARCEL NO.1:
PARCEL C, 90TH STREET AND BAHIA BUSINESS PARK, ACCORDING TO THE PLAT OF
RECORD IN THE OFFICE OF THE COUNTY RECORDER OF MARICOPA COUNTY,
ARIZONA, RECORDED IN BOOK 724 OF MAPS, PAGE 18;

EXCEPTING ALL COAL, OIL, GAS AND OTHER MINERALS DEPOSITS IN THE LAND, AS
SET FORTH IN THE PATENT FROM THE UNITED STATES OF AMERICA; AND ALSO
EXCEPTING ALL URANIUM, THORIUM, OR ANY OTHER MATERIAL WHICH IS OR MAYBE
DETERMINED TO BE PECULIARLY ESSENTIAL TO THE PRODUCTION OF FISSIONABLE
MATERIALS WHETHER OR NOT OF COMMERCIAL VALUE, PURSUANT TO THE
PROVISIONS OF THE ACT OF AUGUST 1, 1946. (60 STAT. 755).

PARCEL NO.2:
EASEMENTS FOR ACCESS AND PARKING AS ESTABLISHED BY DECLARATION OF
EASEMENTS, COVENANTS AND RESTRICTIONS RECORDED IN RECORDING NO.
2005-375132.

PARCEL 17

ALL OF THE CONDOMINIUM PLAT FOR 90TH STREET AND BAHIA BUSINESS PARK
CONDOMINIUMS, ACCORDING TO BOOK 737 OF MAPS, PAGE 19, RECORDS OF
MARICOPA COUNTY, ARIZONA.

PARCEL 18

ALL OF THE CONDOMINIUM PLAT FOR 90TH STREET AND BAHIA BUSINESS PARK
CONDOMINIUMS, ACCORDING TO BOOK 737 OF MAPS, PAGE 1, RECORDS OF
MARICOPA COUNTY, ARIZONA.

PARCEL 19

AS DESCRIBED IN SPECIAL WARRANTY DEED NO. 2016-0004443, RECORDS OF
MARICOPA COUNTY, ARIZONA.

LOT 2, LGE PROPERTIES LAND DIVISION NO.1, ACCORDING TO BOOK 666 OF MAPS,
PAGE 31, RECORDS OF MARICOPA COUNTY, ARIZONA.

EXCEPT ALL COAL, OIL, GAS AND OTHER MINERAL DEPOSITS AND ALL URANIUM,
THORIUM OR ANY OTHER MATERIAL WHICH IS OR MAY BE DETERMINED TO BE
PECULIARLY ESSENTIAL TO THE PRODUCTION OF FISSIONABLE MATERIALS,
WHETHER OR NOT OF COMMERCIAL VALUE, AS RESERVED IN PATENT FROM THE

UNITED STATES OF AMERICA, RECORDED IN DOCKET 4464, PAGE 599, RECORDS OF MARICOPA COUNTY, ARIZONA.

PARCEL 20

AS DESCRIBED IN WARRANTY DEED NO. 2014-0427293, RECORDS OF MARICOPA COUNTY, ARIZONA.

LOT ONE, LGE PROPERTIES LAND DIVISION NO.1, ACCORDING TO BOOK 666 OF MAPS, PAGE 31, RECORDS OF MARICOPA COUNTY, ARIZONA.

EXCEPT ALL COAL, OIL, GAS AND OTHER MINERAL DEPOSITS AND ALL URANIUM, THORIUM OR ANY OTHER MATERIAL WHICH IS OR MAY BE DETERMINED TO BE PECULIARLY ESSENTIAL TO THE PRODUCTION OF FISSIONABLE MATERIALS, WHETHER OR NOT OF COMMERCIAL VALUE, AS RESERVED IN PATENT FROM THE UNITED STATES OF AMERICA, RECORDED IN DOCKET 4464, PAGE 599.

PARCEL 21

ALL OF THE AMENDED FINAL PLAT FOR THE CENTER AT MCDOWELL MOUNTAIN, A CONDOMINIUM PLAT IN THE CITY OF SCOTTSDALE, ACCORDING TO BOOK 702 OF MAPS, PAGE 22, RECORDS OF MARICOPA COUNTY, ARIZONA.

PARCEL 22

ALL OF THE CONDOMINIUM PLAT FOR YOUTH FAMILY ART CENTER, ACCORDING TO BOOK 604 OF MAPS, PAGE 34, RECORDS OF MARICOPA COUNTY, ARIZONA.

PARCEL 23, 24 & 28

AS DESCRIBED IN SPECIAL WARRANTY DEED NO. 2015-0342126, RECORDS OF MARICOPA COUNTY, ARIZONA.

PARCEL NO. 1:

THOSE PORTIONS OF SECTION 6, TOWNSHIP 3 NORTH, RANGE 5 EAST, OF THE GILA AND SALT RIVER BASE AND MERIDIAN, MARICOPA COUNTY, ARIZONA, MORE PARTICULARLY DESCRIBED AS THE FOLLOWING PARCELS "A", "B" AND "C":

PARCEL "A":

COMMENCING AT THE NORTH QUARTER CORNER OF SAID SECTION 6;

THENCE SOUTH 00 DEGREES 18 MINUTES 57 SECONDS EAST, ALONG THE NORTH-SOUTH MID-SECTION LINE OF SAID SECTION 6, A DISTANCE OF 55.00 FEET TO A POINT ON THE SOUTHERLY RIGHT-OF-WAY LINE OF BELL ROAD AND THE POINT OF BEGINNING;

THENCE CONTINUING ALONG THE SAID NORTH-SOUTH MID-SECTION LINE AND THE BEARING OF SOUTH 00 DEGREES 18 MINUTES 57 SECONDS EAST, A DISTANCE OF 418.50 FEET TO THE SOUTHEAST COMER OF GLO LOT 8 OF SAID SECTION 6;

THENCE ALONG THE SOUTH LINE OF SAID GLO LOT 8 AND THE BEARING OF SOUTH 89 DEGREES 56 MINUTES 09 SECONDS WEST, A DISTANCE OF 158.37 FEET;

THENCE NORTH 00 DEGREES 19 MINUTES 55 SECONDS WEST, A DISTANCE OF 418.23 FEET TO A POINT ON THE SOUTHERLY RIGHT-OF-WAY LINE OF SAID BELL ROAD; THENCE NORTH 89 DEGREES 58 MINUTES 01 SECONDS EAST, ALONG THE SAID

SOUTHERLY RIGHT-OF-WAY LINE OF BELL ROAD, A DISTANCE OF 158.49 FEET TO THE POINT OF BEGINNING OF THIS DESCRIPTION.

SAID PARCEL "A" ALSO KNOWN AS: PARCEL "A", MAP OF DEDICATION FOR B.W.E. 2000, ACCORDING TO BOOK 610 OF MAPS, PAGE 43, RECORDS OF MARICOPA COUNTY, ARIZONA.

PARCEL "B":
COMMENCING AT THE NORTH QUARTER CORNER OF SAID SECTION 6;

THENCE SOUTH 00 DEGREES 18 MINUTES 57 SECONDS EAST, ALONG THE NORTH-SOUTH MID-SECTION LINE OF SAID SECTION 6, A DISTANCE OF 55.00 FEET TO A POINT ON THE SOUTHERLY RIGHT-OF-WAY LINE OF BELL ROAD;

THENCE ALONG THE SAID RIGHT-OF-WAY LINE OF BELL ROAD AND THE BEARING OF SOUTH 89 DEGREES 58 MINUTES 01 SECONDS WEST, A DISTANCE OF 158.49 FEET TO THE POINT OF BEGINNING;

THENCE SOUTH 00 DEGREES 19 MINUTES 55 SECONDS EAST, A DISTANCE OF 418.23 FEET TO A POINT ON THE SOUTH LINE OF GLO LOT 8 OF SAID SECTION 6;

THENCE ALONG THE SAID SOUTH LINE OF GLO LOT 8 AND THE BEARING OF NORTH 89 DEGREES 56 MINUTES 09 SECONDS WEST, A DISTANCE OF 171.59 FEET TO THE SOUTHWEST COMER THEREOF;

THENCE NORTH 00 DEGREES 18 MINUTES 23 SECONDS WEST, ALONG THE WEST LINE OF SAID GLO LOT 8, A DISTANCE OF 417.94 FEET TO A POINT ON THE SOUTHERLY RIGHT-OF-WAY LINE OF SAID BELL ROAD;

THENCE NORTH 89 DEGREES 58 MINUTES 01 SECONDS EAST, ALONG THE SAID SOUTHERLY RIGHT-OF-WAY LINE OF BELL ROAD, A DISTANCE OF 171.31 FEET TO THE POINT OF BEGINNING OF THIS DESCRIPTION.

SAID PARCEL "B" ALSO KNOWN AS: PARCEL "B", MAP OF DEDICATION FOR B.W.E. 2000, ACCORDING TO BOOK 610 OF MAPS, PAGE 43, RECORDS OF MARICOPA COUNTY, ARIZONA.

PARCEL "C":
COMMENCING AT THE NORTH QUARTER CORNER OF SAID SECTION 6;

THENCE SOUTH 00 DEGREES 18 MINUTES 57 SECONDS EAST, ALONG THE NORTH-SOUTH MID-SECTION LINE OF SAID SECTION 6, A DISTANCE OF 473.50 FEET TO THE NORTHEAST CORNER OF GLO LOT 20 OF SAID SECTION 6, AND THE POINT OF BEGINNING;

THENCE CONTINUING ALONG THE NORTH-SOUTH MID-SECTION LINE OF SAID SECTION 6 AND THE BEARING OF SOUTH 00 DEGREES 18 MINUTES 57 SECONDS EAST, A DISTANCE OF 214.39 FEET;

THENCE NORTH 89 DEGREES 56 MINUTES 31 SECONDS WEST, A DISTANCE OF 246.20 FEET;

THENCE NORTH 00 DEGREES 19 MINUTES 12 SECONDS WEST, A DISTANCE OF 214.42 FEET;

THENCE SOUTH 89 DEGREES 56 MINUTES 09 SECONDS EAST, A DISTANCE OF 246.21

FEET TO THE POINT OF BEGINNING.

SAID PARCEL "C" ALSO KNOWN AS: PARCEL "C", MAP OF DEDICATION FOR B.W.E. 2000, ACCORDING TO BOOK 610 OF MAPS, PAGE 43, RECORDS OF MARICOPA COUNTY, ARIZONA.

EXCEPTING FROM SAID PARCELS "A", "B" AND "C" ALL COAL, OIL, GAS AND OTHER MINERAL DEPOSITS; AND EXCEPT ALL URANIUM, THORIUM OR ANY OTHER MATERIAL WHICH IS OR MAY BE DETERMINED TO BE PECULIARLY ESSENTIAL TO THE PRODUCTION OF FISSIONABLE MATERIALS, WHETHER OR NOT OF COMMERCIAL VALUE, AS RESERVED IN PATENT FROM THE UNITED STATES OF AMERICA.

PARCEL NO.2:

A PERPETUAL, NON-EXCLUSIVE EASEMENT FOR INGRESS AND EGRESS FOR PURPOSES OF ACCESS FOR PEDESTRIAN AND VEHICULAR TRAFFIC AS MORE FULLY SET FORTH IN DOCUMENT NO. 2001-137891, RECORDS OF MARICOPA COUNTY, ARIZONA.

PARCEL NO.3:

A PERPETUAL, NON-EXCLUSIVE EASEMENT FOR NORMAL AND REASONABLE VEHICULAR AND PEDESTRIAN INGRESS, EGRESS AND ACCESS AS MORE FULLY SET FORTH IN RECIPROCAL ACCESS EASEMENT AGREEMENT AND COVENANTS RUNNING WITH THE LAND RECORDED IN DOCUMENT NO. 2002-0020366, RECORDS OF MARICOPA COUNTY, ARIZONA.

PARCEL 25

PARCEL 1 OF THE MINOR SUBDIVISION PLAT FOR ICE DEN, ACCORDING TO BOOK 1058 OF MAPS, PAGE 33, RECORDS OF MARICOPA COUNTY, ARIZONA.

PARCEL 26

AS DESCRIBED IN WARRANTY DEED NO. 2011-10816388, RECORDS OF MARICOPA COUNTY, ARIZONA.

THE NORTH 330.01 FEET OF THE WEST 271.46 OF LOT 19, SOMETIMES DESCRIBED AS THE WEST HALF OF THE SOUTHEAST QUARTER OF THE NORTHEAST QUARTER OF THE NORTHWEST QUARTER OF SECTION 6, TOWNSHIP 3 NORTH, RANGE 5 EAST OF THE GILA AND SALT RIVER BASE AND MERIDIAN, MARICOPA COUNTY, ARIZONA;

EXCEPT THE WEST 45.00 FEET THEREOF; AND

EXCEPT ALL COAL, OIL, GAS AND OTHER MINERAL DEPOSITS; AND

EXCEPT ALL URANIUM, THORIUM OR ANY OTHER MATERIAL WHICH IS OR MAY BE DETERMINED TO BE PECULIARLY ESSENTIAL TO THE PRODUCTION OF FISSIONABLE MATERIALS, WHETHER OR NOT OF COMMERCIAL VALUE, AS RESERVED IN PATENT FROM THE UNITED STATES OF AMERICA.

PARCEL 27

ALL OF THE FINAL PLAT FOR MCDOWELL MOUNTAIN BUSINESS PARK CONDOMINIUM PLAN NO. 1, ACCORDING TO BOOK 612 OF MAPS, PAGE 36, RECORDS OF MARICOPA COUNTY, ARIZONA.

PARCEL 29

ALL OF THE FINAL PLAT FOR MCDOWELL MOUNTAIN BUSINESS PARK II CONDOMINIUMS, ACCORDING TO BOOK 623 OF MAPS, PAGE 15, RECORDS OF MARICOPA COUNTY, ARIZONA.

PARCEL 30

BUILDING "G", MAP OF DEDICATION FOR B.W.E. 2000, ACCORDING TO THE PLAT OF RECORD IN THE OFFICE OF THE COUNTY RECORDER OF MARICOPA COUNTY, ARIZONA, RECORDED IN BOOK 610 OF MAPS, PAGE 43.

PARCEL 31

ALL OF THE FINAL PLAT FOR MCDOWELL MOUNTAIN BUSINESS PARK III CONDOMINIUMS, A CONDOMINIUM PLAT, ACCORDING TO BOOK 655 OF MAPS, PAGE 50, RECORDS OF MARICOPA COUNTY, ARIZONA.

PARCEL 32 & 33

LOT 1 AND 2 OF THE MINOR SUBDIVISION PLAT FOR PAVO INDUSTRIAL, ACCORDING TO BOOK 1077 OF MAPS, PAGE 05, RECORDS OF MARICOPA COUNTY, ARIZONA.

PARCEL 34

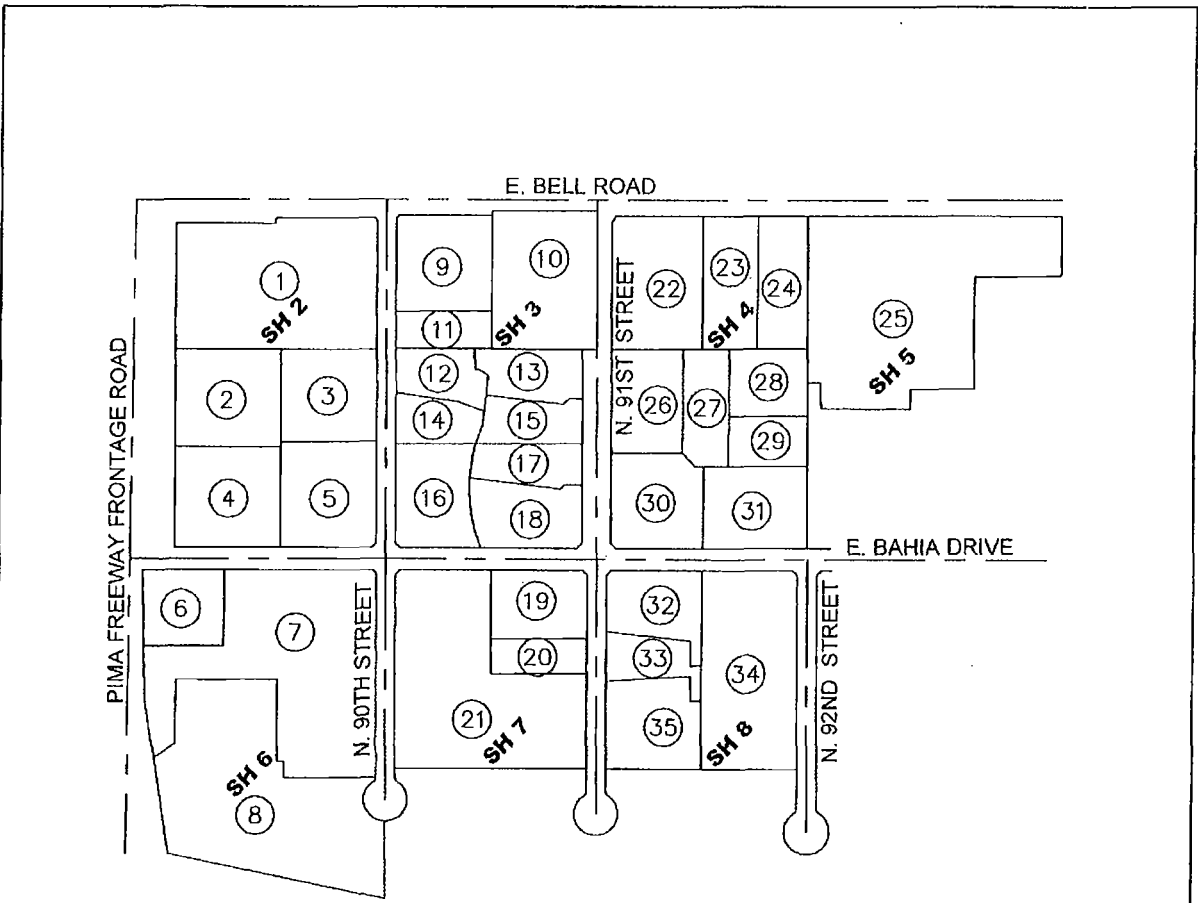
ALL OF THE CONDOMINIUM PLAT FOR SOHO SCOTTSDALE, A CONDOMINIUM, ACCORDING TO BOOK 1260 OF MAPS, PAGE 12, RECORDS OF MARICOPA COUNTY, ARIZONA.

PARCEL 35

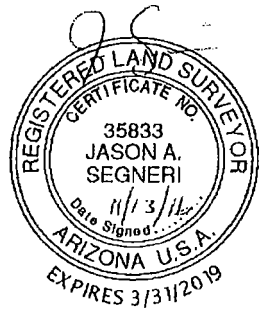
ALL OF THE FINAL PLAT FOR MCDOWELL MOUNTAIN BUSINESS CENTER, A CONDOMINIUM, ACCORDING TO BOOK 648 OF MAPS, PAGE 26, RECORDS OF MARICOPA COUNTY, ARIZONA.

NOTE: THE PARCELS SHOWN ABOVE ARE A COMPILATION OF THE EXISTING RECORD INFORMATION FOR THE PROPERTIES AND DOES NOT REPRESENT A FIELD BOUNDARY SURVEY.



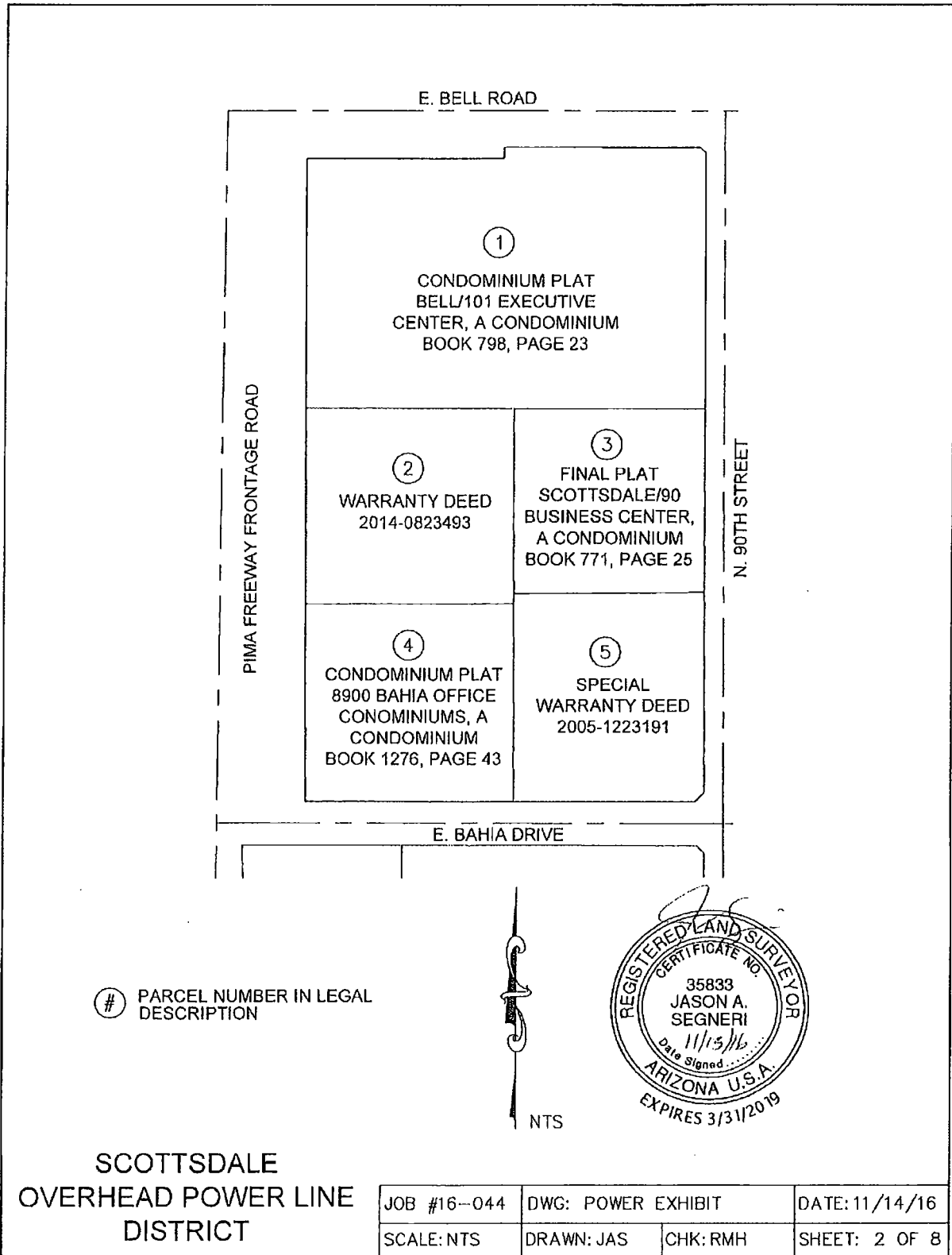


PARCEL NUMBER IN LEGAL DESCRIPTION



**SCOTTSDALE
 OVERHEAD POWER LINE
 DISTRICT**

JOB #16-044	DWG: POWER EXHIBIT	DATE: 11/14/16
SCALE: NTS	DRAWN: JAS	CHK: RMH
		SHEET: 1 OF 8

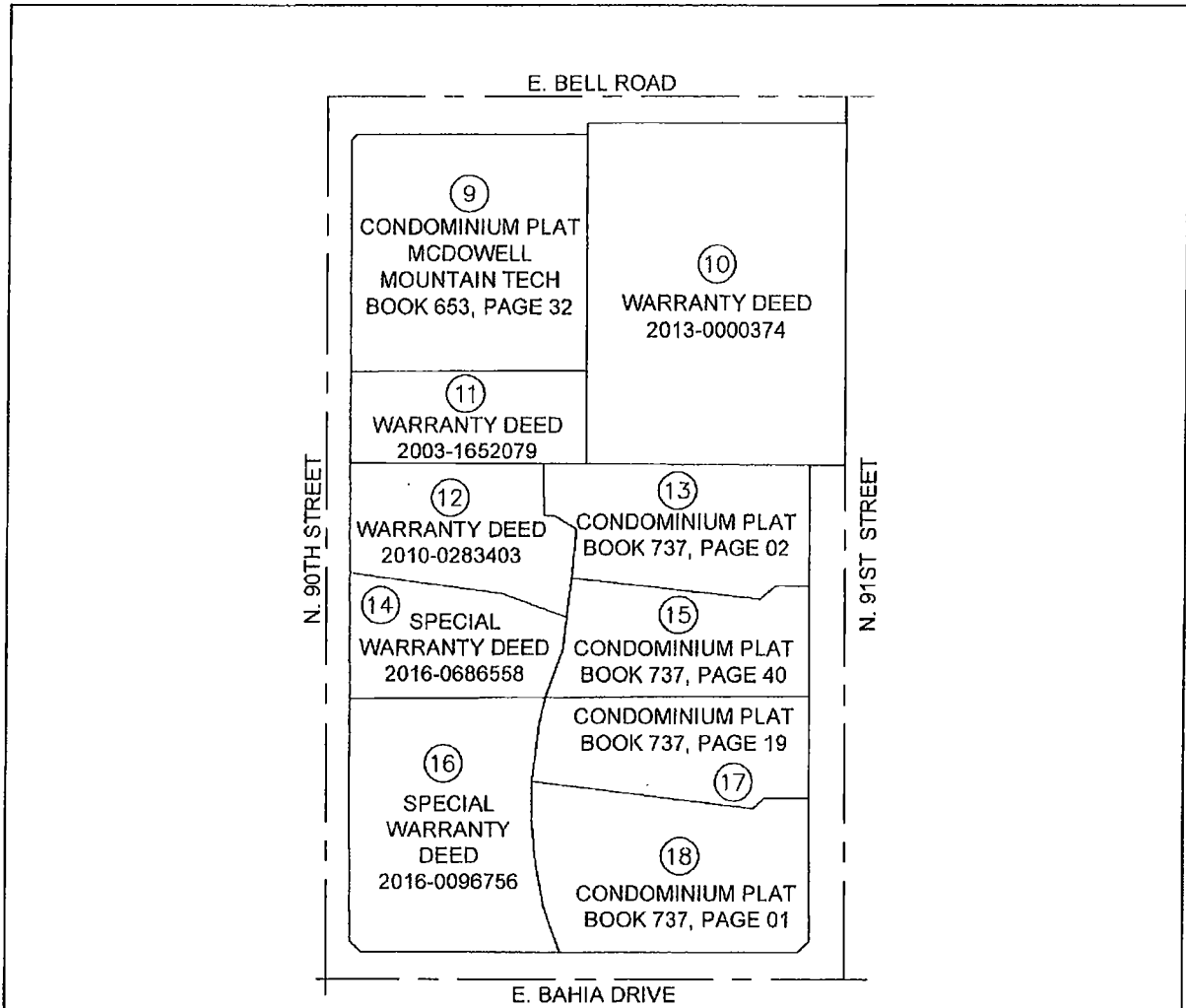


PARCEL NUMBER IN LEGAL DESCRIPTION



**SCOTTSDALE
OVERHEAD POWER LINE
DISTRICT**

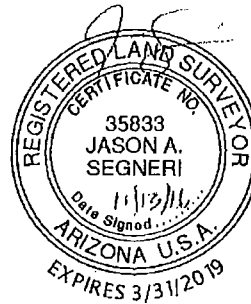
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SCALE: NTS	DRAWN: JAS	CHK: RMH	SHEET: 2 OF 8



PARCEL NUMBER IN LEGAL DESCRIPTION

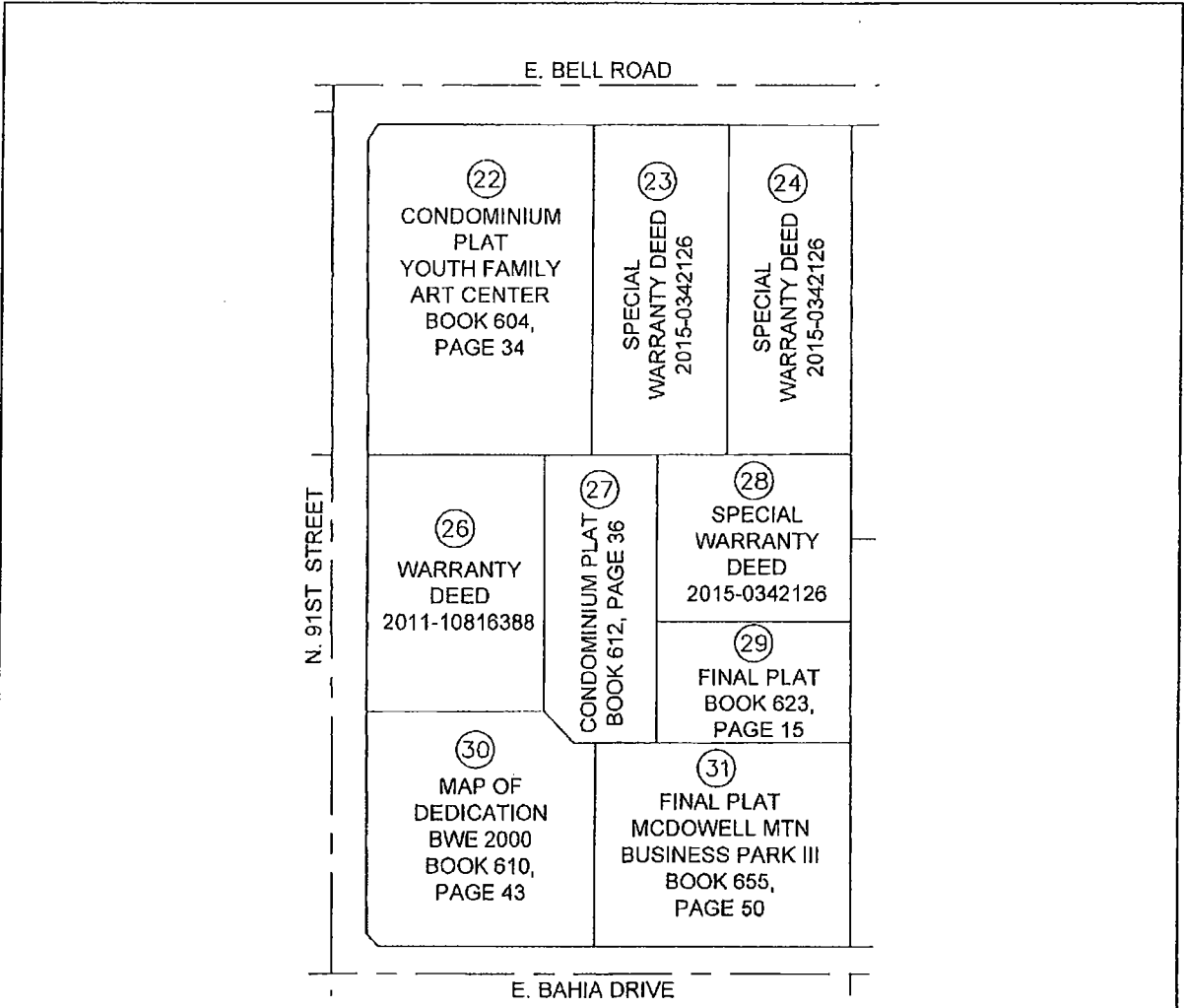


NTS



SCOTTSDALE
OVERHEAD POWER LINE
DISTRICT

JOB #16-044	DWG: POWER EXHIBIT	DATE: 11/14/16
SCALE: NTS	DRAWN: JAS	CHK: RMH
		SHEET: 3 OF 8

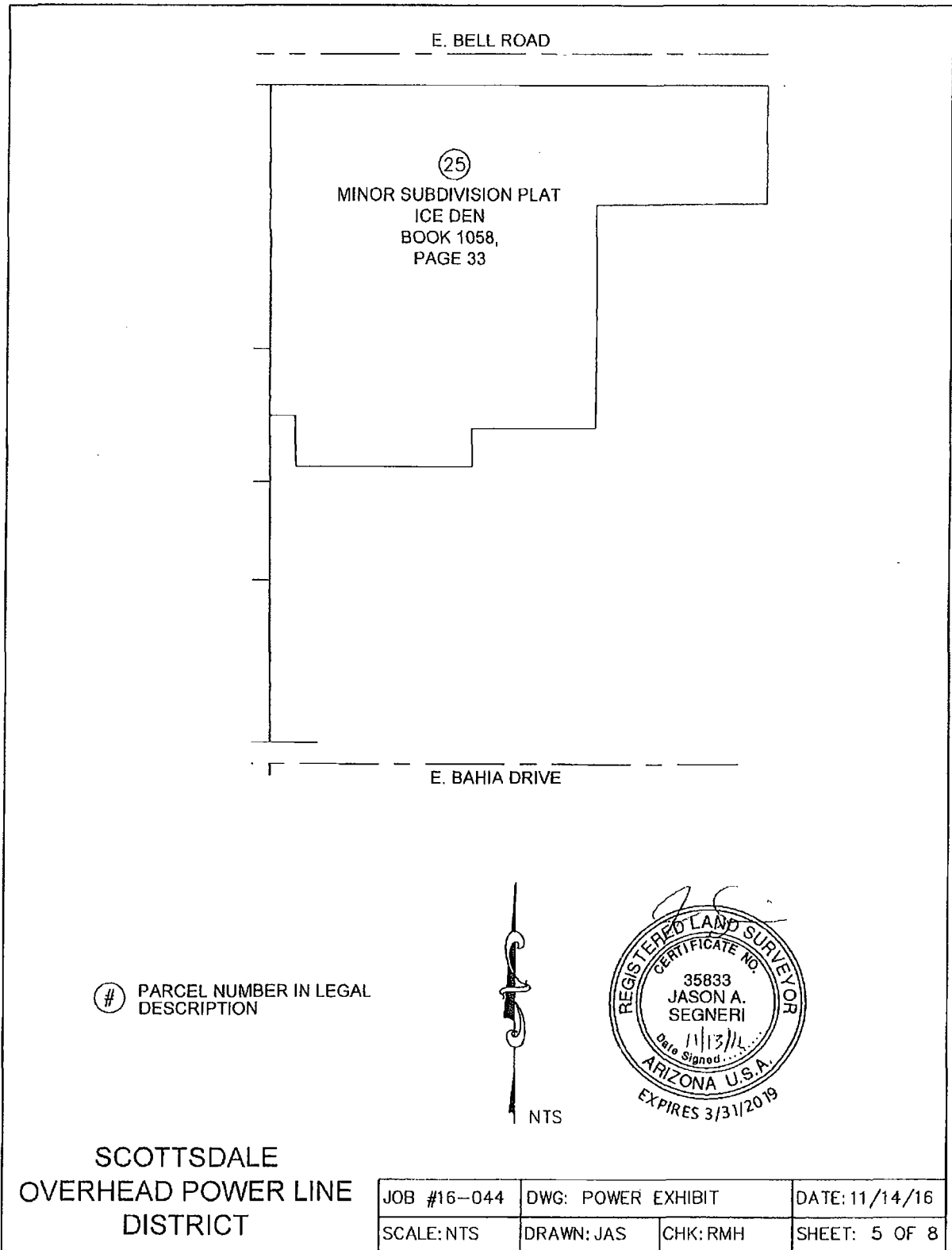


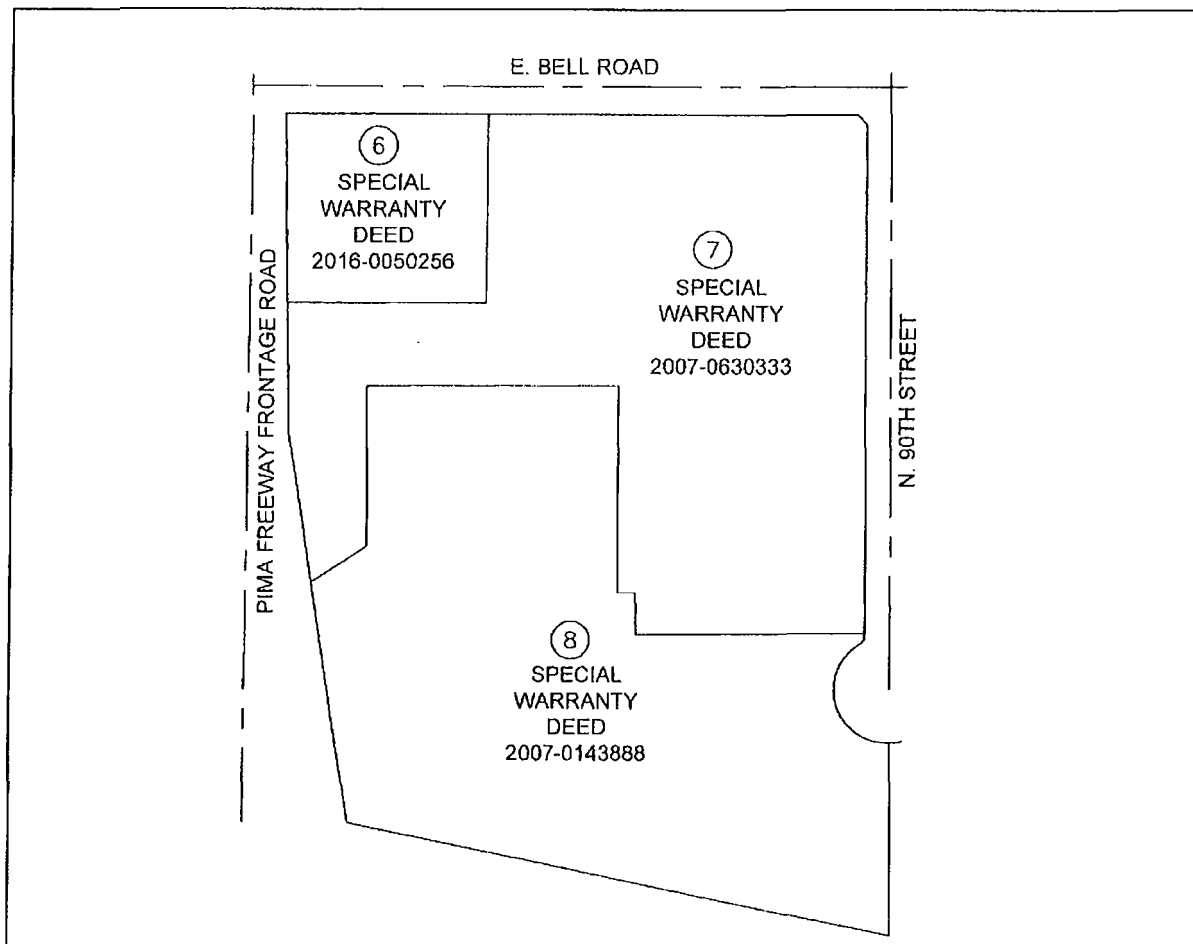
PARCEL NUMBER IN LEGAL DESCRIPTION



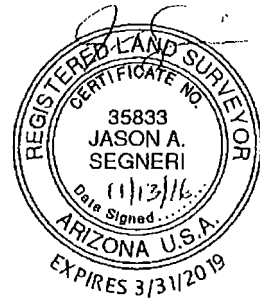
**SCOTTSDALE
OVERHEAD POWER LINE
DISTRICT**

JOB #16-044	DWG: POWER EXHIBIT	DATE: 11/14/16
SCALE: NTS	DRAWN: JAS	CHK: RMH
		SHEET: 4 OF 8



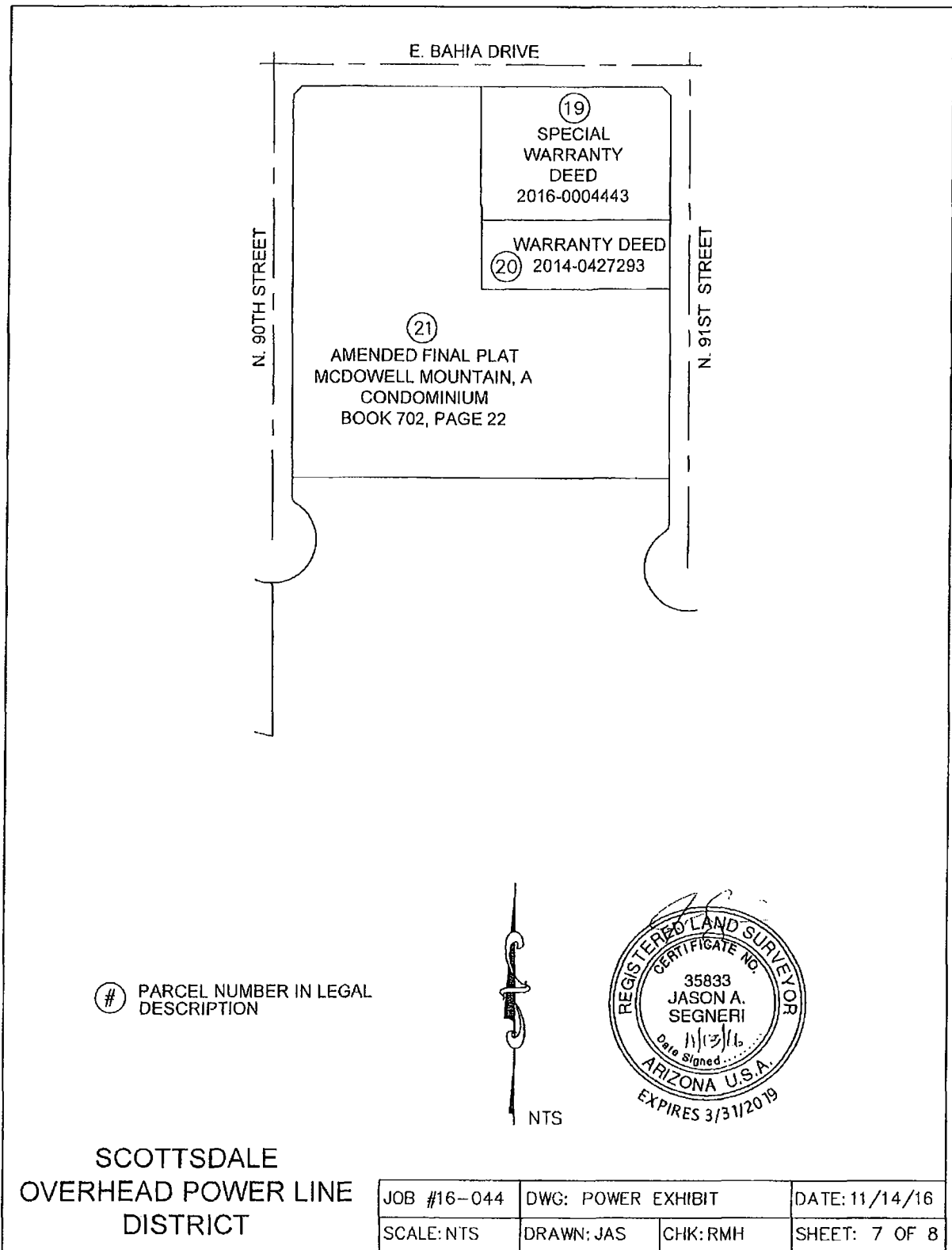


PARCEL NUMBER IN LEGAL DESCRIPTION



SCOTTSDALE
OVERHEAD POWER LINE
DISTRICT

JOB #16-044	DWG: POWER EXHIBIT	DATE: 11/14/16
SCALE: NTS	DRAWN: JAS	CHK: RMH
		SHEET: 6 OF 8

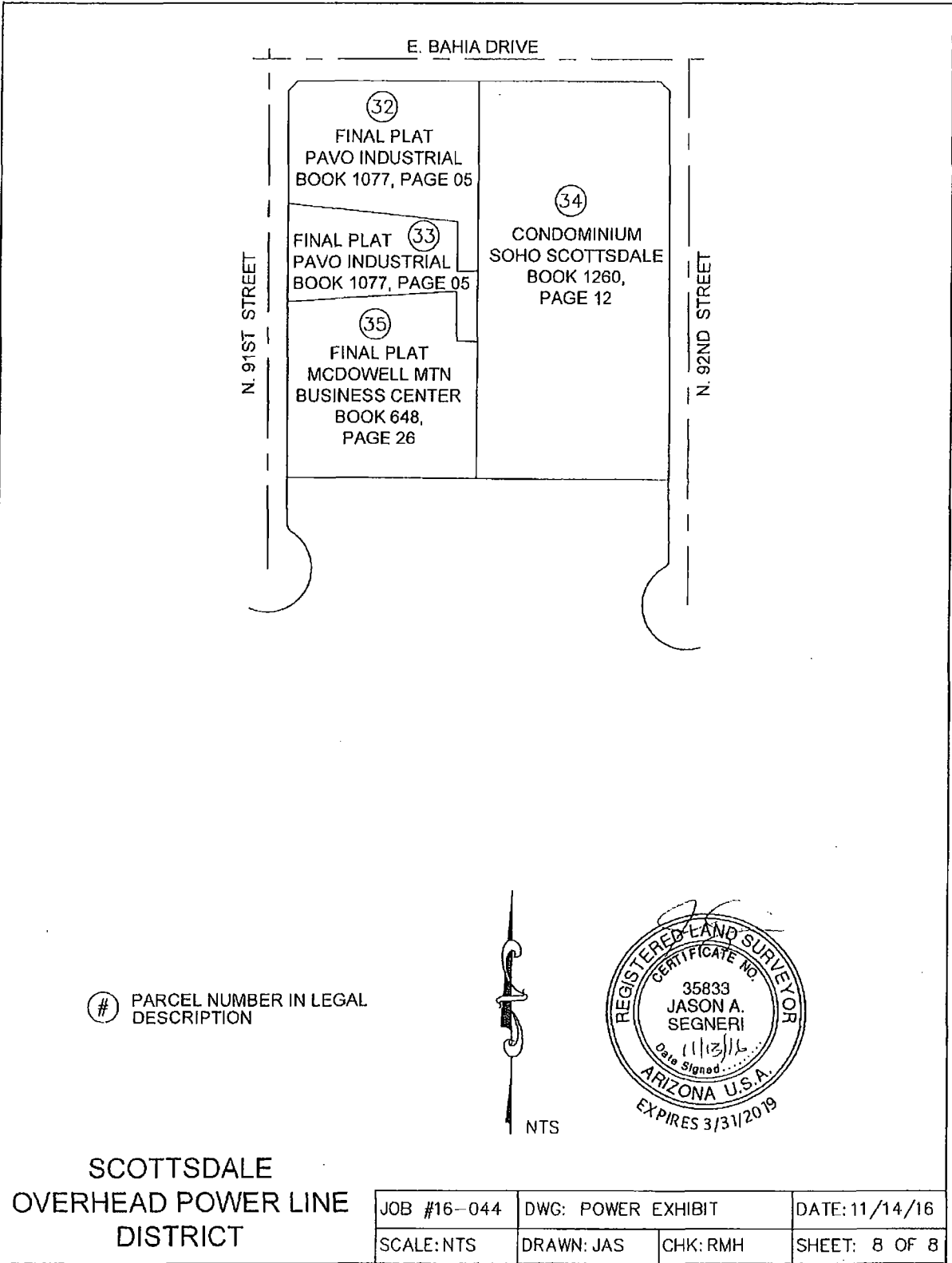


Ⓝ PARCEL NUMBER IN LEGAL DESCRIPTION



SCOTTSDALE
OVERHEAD POWER LINE
DISTRICT

JOB #16-044	DWG: POWER EXHIBIT	DATE: 11/14/16
SCALE: NTS	DRAWN: JAS	CHK: RMH
		SHEET: 7 OF 8



PARCEL NUMBER IN LEGAL DESCRIPTION



SCOTTSDALE
OVERHEAD POWER LINE
DISTRICT

JOB #16-044	DWG: POWER EXHIBIT	DATE: 11/14/16
SCALE: NTS	DRAWN: JAS	CHK: RMH
		SHEET: 8 OF 8

DISTRICT LEGAL DESCRIPTION

A PORTION OF THE NORTH HALF OF SECTION 6, TOWNSHIP 3 NORTH, RANGE 5 EAST OF THE GILA AND SALT RIVER BASE AND MERIDIAN, MARICOPA COUNTY, ARIZONA; FURTHER DESCRIBED AS A PORTION OF GENERAL LAND OFFICE (GLO) LOT 5; A PORTION OF THE WEST HALF OF GLO LOT 2; AND ALL OF GLO LOTS 8, 9, 10, 11, 12, 15, 16, 17, 18, 19, 20, 21, 22, 23 AND 24 AS FILED BY THE UNITED STATES DEPARTMENT OF THE INTERIOR BUREAU OF LAND MANAGEMENT, MARCH 14, 1952.

EXCEPT ANY PORTION THEREOF LYING WITHIN THE DEDICATED PUBLIC RIGHT-OF-WAY OF BELL ROAD, BAHIA DRIVE, 90TH STREET, 91ST STREET AND 92ND STREET.

NOTE: THE PARCELS SHOWN ABOVE ARE A COMPILATION OF THE EXISTING RECORD INFORMATION FOR THE PROPERTIES AND DOES NOT REPRESENT A FIELD BOUNDARY SURVEY.

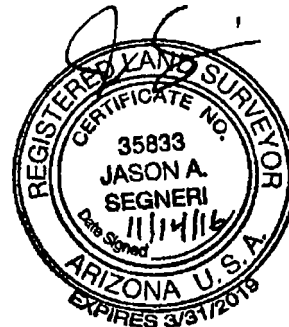


EXHIBIT B
MAP OF THE DISTRICT

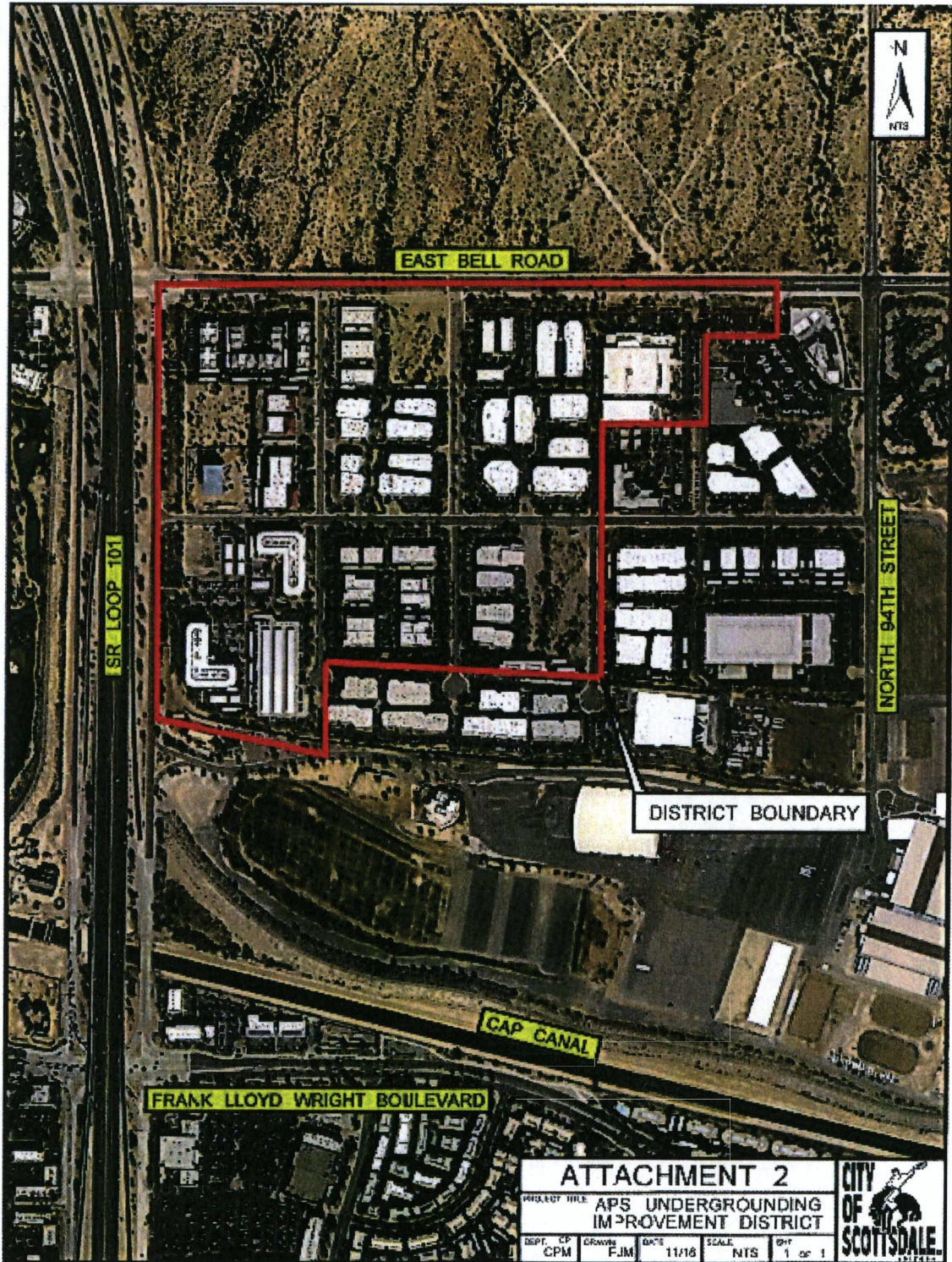


EXHIBIT C

DESCRIPTION OF WORK

Transmission facilities are 69kV (69 kilovolt) power lines and appurtenances to be constructed underground, instead of overhead, as described below and will include a "dip" pole on each end where the power line changes from an overhead to an underground configuration.

The transmission facilities will be installed underground beginning on private property adjacent to the Quicken Loan Building just north of WestWorld. The underground line will proceed north along the east side of the SR 101 frontage road within private easements to Bahia Road. At Bahia Road the underground line will go east within road right-of-way to 91st Street, then turn north staying within the 91st Street Road right-of-way to just south of Bell Road. Just south of Bell Road the line will angle to the northeast crossing a corner of private land within an already acquired private easement, then continue east within the Bell Road right-of-way where it will angle to the north side of Bell Road adjacent to the existing transmission line corridor where the underground power line will end, all as more particularly described in the Preliminary Plans in the December 2, 2016, Council Action Report on file with the Clerk.

EXHIBIT D

COORDINATING UTILITY'S ESTIMATE OF COSTS

Costs of improvements are estimated to be \$3,089,000 including incidental costs of \$150,000.

The cost of the improvements shall be borne initially by Coordinating Utility and shall be reimbursed through the levy and collection of assessments, including interest at the rate of 12.27%, over a period not to exceed 15 years.

A more detailed description of the costs are in the Estimate in the December 2, 2016, Council Action Report on file with the Clerk.

EXHIBIT E

NOTICE OF PROPOSED IMPROVEMENT

**CITY OF SCOTTSDALE, ARIZONA,
UNDERGROUND UTILITY FACILITIES IMPROVEMENT DISTRICT NO. I-6002**

TO: ALL OWNERS OF OR PERSONS INTERESTED IN LAND LYING WITHIN THE ASSESSMENT DISTRICT DESCRIBED BELOW.

Please take notice that on December 2, 2016, the Mayor and City Council of the City of Scottsdale, Arizona, adopted Resolution No. 10649 declaring its intention to make the following improvements, together with all appurtenances and adjuncts necessary, all as shown on the Preliminary Plans and the Estimate on file with the City of Scottsdale, Arizona, City Clerk. Generally, the work consists of the construction of 69kv power lines underground (rather than constructing them overhead) by Arizona Public Service Company and other incidentals.

The costs and expenses of such work in an amount not to exceed \$3,089,000 shall be assessed against the land lying within the Assessment District described in Schedule A attached hereto.

The Assessment District is also shown on the Assessment District Map attached to this Notice. The work and all proceedings connected therewith shall be known as the City of Scottsdale, Arizona, Underground Utility Facilities Improvement District No. I-6002.

For further particulars, reference is hereby made to Resolution No. 10649 and the Plans and Estimate of Cost and Expenses on file in the office of the City of Scottsdale, Arizona, City Clerk.

The owners of property within the Assessment District may file written protests against the construction of the work or file written objections against the extent of the Assessment District. The protests or objections must be filed with the City Clerk of the City of Scottsdale, Arizona, 3939 North Drinkwater Boulevard, Scottsdale, Arizona 85251, within thirty (30) days after the last publication of Resolution No. 10649 or the date of the posting of this Notice, which date is later.

DATED: December __, 2016.

[Post at intervals of 300 feet along all streets within the Assessment District and along the lines of the improvement.]

[Publish five times in a daily newspaper or two times in a weekly or semiweekly newspaper.]

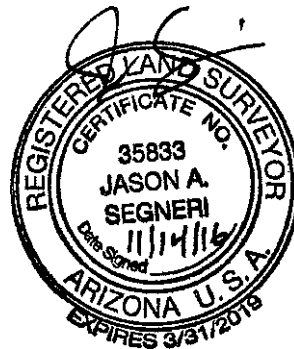
SCHEDULE A

DISTRICT LEGAL DESCRIPTION

A PORTION OF THE NORTH HALF OF SECTION 6, TOWNSHIP 3 NORTH, RANGE 5 EAST OF THE GILA AND SALT RIVER BASE AND MERIDIAN, MARICOPA COUNTY, ARIZONA; FURTHER DESCRIBED AS A PORTION OF GENERAL LAND OFFICE (GLO) LOT 5; A PORTION OF THE WEST HALF OF GLO LOT 2; AND ALL OF GLO LOTS 8, 9, 10, 11, 12, 15, 16, 17, 18, 19, 20, 21, 22, 23 AND 24 AS FILED BY THE UNITED STATES DEPARTMENT OF THE INTERIOR BUREAU OF LAND MANAGEMENT, MARCH 14, 1952.

EXCEPT ANY PORTION THEREOF LYING WITHIN THE DEDICATED PUBLIC RIGHT-OF-WAY OF BELL ROAD, BAHIA DRIVE, 90TH STREET, 91ST STREET AND 92ND STREET.

NOTE: THE PARCELS SHOWN ABOVE ARE A COMPILATION OF THE EXISTING RECORD INFORMATION FOR THE PROPERTIES AND DOES NOT REPRESENT A FIELD BOUNDARY SURVEY.



SCHEDULE A

ASSESSMENT DISTRICT MAP



PLOT DATE: 11/14/2016 1:10:35 PM

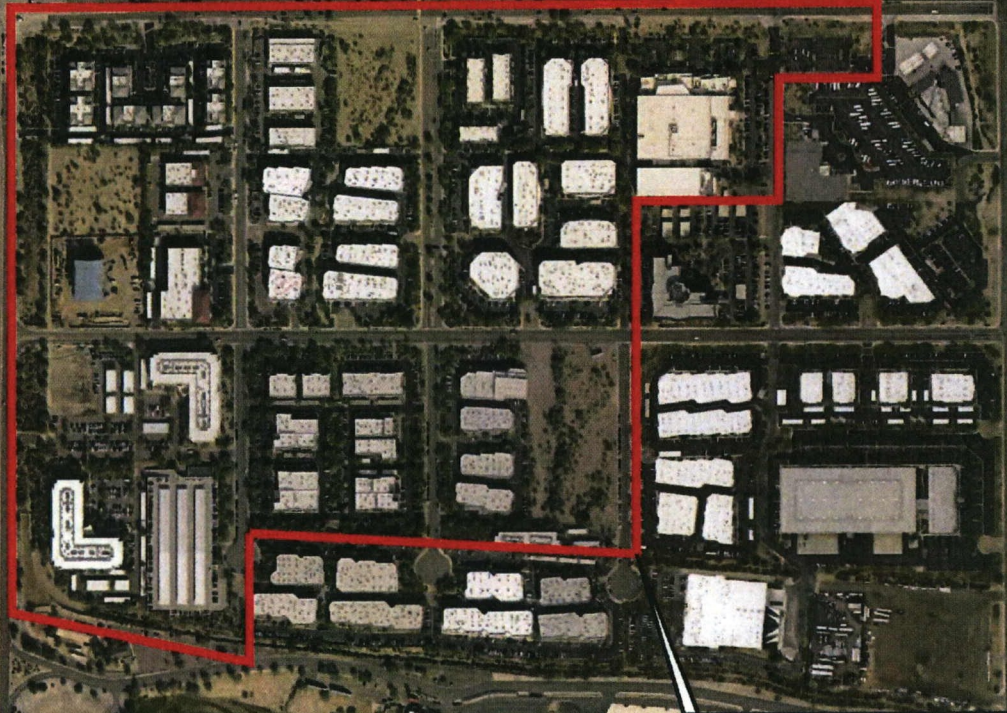
DESIGN FILE: ... \20161114_APS Underground Bell Road.dgn



EAST BELL ROAD

SR LOOP 101

NORTH 94TH STREET



DISTRICT BOUNDARY

CAP CANAL

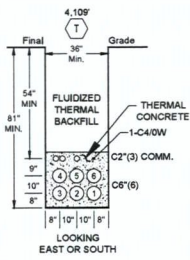
FRANK LLOYD WRIGHT BOULEVARD

ATTACHMENT 2					
PROJECT TITLE APS UNDERGROUNDING IMPROVEMENT DISTRICT					
DEPT. CP	DRAWN PJM	DATE 11/16	SCALE NTS	SHT. 1 OF 1	



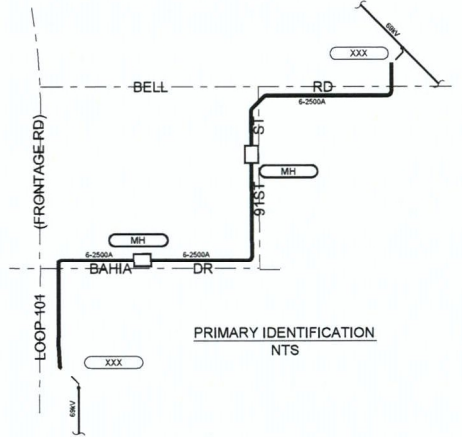
EASTEND-RAINTREE UG AT BELL
EAST END SUBSTATION
WA304131

TRENCH DETAILS

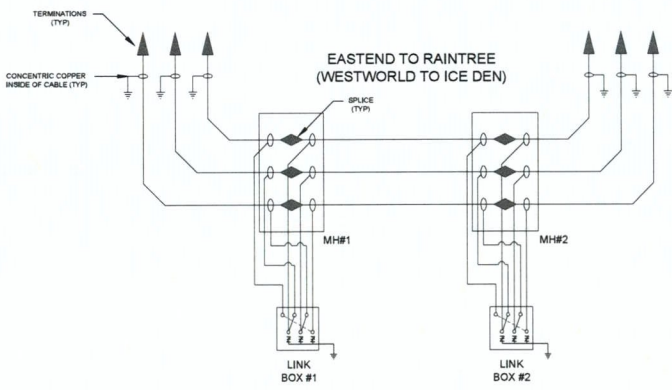


CALL TWO WORKING DAYS BEFORE YOU DIG
602-233-1100
1-800-STAKE-IT
(OUTSIDE MARICOPA COUNTY)

NOT-APPROVED-FOR-CONSTRUCTION
PRELIMINARY
WA304131 RBR 10/17/16



PRIMARY IDENTIFICATION NTS



SHEATH GROUNDING SCHEMATIC

TOTAL TRENCH (ft) 4.109
TOTAL TRENCH IN RAW (ft) 3.364

TOTAL WIRE DATA FOOTAGE (install):
FEEDER
6215 UA25002 ~ 27,854'

GENERAL TRENCHING NOTES

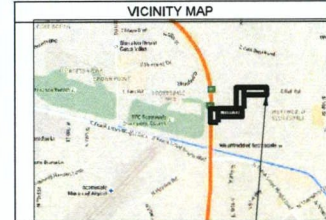
1. ALL WORK TO COMPLY WITH THE APS UNDERGROUND DISTRIBUTION CONSTRUCTION STANDARDS (T.A.D.C.S.) MANUAL.
- ★ 2. DENOTES BACKFILL AND COMPACTION PER APS SPECIFICATIONS AS DEFINED IN THE 8601 SECTION OF THE APS T.A.D.C.S. MANUAL. BEDDING, SHADING AND BACKFILL SHALL CONFORM TO THE CITY OF PARADISE VALLEY SUPPLEMENT MAG SPEC. R2200.2. WHERE HALF-SACK CEMENT SLURRY IS UTILIZED FOR BACKFILL, ONLY PRODUCT CODE PHLSM IS ACCEPTABLE.
3. MAINTAIN MINIMUM 12" VERTICAL SEPARATION BETWEEN ALL APS FACILITIES (I.E. DUCT BANK, CONDUIT, AND CABLE) AND ANY EXISTING UNDERGROUND CROSSING CONFLICTS. MAINTAIN A MINIMUM OF 24" VERTICAL SEPARATION WHEN CROSSING ANY PROPOSED UNDERGROUND CONFLICTS.
4. THE USABILITY OF ALL CONDUIT SYSTEMS MUST BE ENSURED. THE PARTY RESPONSIBLE FOR INSTALLING THE CONDUIT SHALL MANDRELL. MANDRELLING SHALL BE PER APS SPECIFICATIONS AS DEFINED IN THE 8601 SECTION OF THE APS T.A.D.C.S. MANUAL.
5. A POLYESTER, PRE-LUBRICATED FLAT STRAP PULL LINE (8895.MR) IS REQUIRED IN ALL CONDUIT RUNS. THE PULL LINE SHALL BE PROVIDED BY APS, AND INSTALLED BY THE APS CONTRACTOR.
6. TRENCH DEPTHS SHOWN ARE MINIMUM REQUIREMENTS. CONTRACTOR TO ADJUST TRENCH DEPTH AS NECESSARY TO ACCOMMODATE EXISTING OR FUTURE CONFLICTS, AND FIELD CONSTRUCTION.
7. THE TRENCH BOTTOM SHALL BE SMOOTH, FLAT AND WITHOUT SURFACE IRREGULARITIES. OTHERWISE A SUFFICIENT AMOUNT OF BEDDING MATERIAL SHALL BE INSTALLED TO PROVIDE THE REQUIRED SURFACE. THE BEDDING MATERIAL SHALL NOT CONTAIN ROCKS LARGER THAN 1-1/2" IN THEIR GREATEST DIMENSION. THE BEDDING OR MATERIAL SHALL CONTAIN A SUFFICIENT VOLUME OF FINES TO FILL ALL VOIDS.
8. CONTRACTOR SHALL NOT TRENCH CLOSER THAN 2' TO APS FACILITIES (EXCEPT 4' TO POLES) UNLESS AN APS REPRESENTATIVE IS PRESENT.
9. WHEN PASSING OVER OR UNDER CONFLICTS, TRENCH SHALL NOT BE SLOPED STEEPER THAN 1:12 RATIO OR MINIMUM RADIUS OF 160 TIMES THE OUTSIDE DIAMETER OF CONDUIT.
10. TRENCH WIDTHS SHOWN ARE MINIMUM REQUIREMENTS BASED ON CONDUIT SIZES. TRENCHES 48 INCHES OR MORE IN DEPTH, MEASURED TO THE TOP OF THE INSTALLED BEDDING MATERIAL, SHALL BE MINIMUM OF 16 INCHES IN WIDTH WHEREVER A WORKER MUST ENTER THE TRENCH. TRENCHES 60 INCHES OR MORE IN DEPTH, MEASURED TO THE TOP OF THE INSTALLED BEDDING MATERIAL, SHALL BE A MINIMUM OF 24 INCHES IN WIDTH WHEREVER A TRENCH MUST BE SHORED.
11. REFER TO 8648 FOR MINIMUM TRENCH DEPTH REQUIREMENTS AT THE APPROACH TO, AND BENEATH APS, PADMOUNTED EQUIPMENT AND SUBSTRUCTURES. THESE MINIMUMS ARE REQUIRED TO ENSURE ADEQUATE VERTICAL SPACE IS AVAILABLE TO INSTALL THE CONDUIT SWEEPS. CONDUIT SWEEPS SHALL NOT BE CUT-OFF TO FACILITATE INSTALLATION.

DUCT BANK CONSTRUCTION

1. ALL WORK TO COMPLY WITH APS TRANSMISSION & DISTRIBUTION CONSTRUCTION STANDARDS (T.A.D.C.S.) MANUAL.
- ★ 2. DENOTES CONDUIT ENCASED IN CONCRETE AS SPECIFIED IN THE 8601 SECTION OF THE APS T.A.D.C.S. MANUAL. ALL CONDUITS ARE TYPE D.B. (DIRECT-BURIAL), EXCEPT THE 5-INCH SHALL BE TYPE E.B. (ENCASED BURIAL), UNLESS NOTED OTHERWISE. SHORT SECTIONS OF CONCRETE-ENCASED 5-INCH IS TO BE INSTALLED DIRECT-BURIED. THAT AVOIDS HAVING TO DELIVER AND TRACK TWO DIFFERENT TYPES OF 5-INCH CONDUIT.
3. A MINIMUM 3-INCH CONCRETE ENVELOPE IS REQUIRED AROUND DUCTS. CONCRETE TO BE PER THE 8601 SECTION OF THE APS T.A.D.C.S. MANUAL, UNLESS OTHERWISE SPECIFIED.
4. SPACERS AND REBAR FOR DUCT BANKS ARE TO BE INSTALLED PER THE 8892 AND 8895 SECTIONS OF THE APS T.A.D.C.S. MANUAL.
5. WHERE A CONCRETE-ENCASED DUCT BANK IS STUBBED OUT, EACH CONDUIT SHALL EXTEND A MINIMUM OF 1 FOOT BEYOND THE CONCRETE ENCASMENT TO FACILITATE FUTURE EXTENSION.
6. ALL SPECIFIED TRENCH DEPTHS ARE THE MINIMUM REQUIRED.
7. WHENEVER A DUCT BANK IS TO BE INSTALLED PARALLELING A VERY CURVED ALIGNMENT OR AROUND A LONG RADIUS BEND, THE MINIMUM TRENCH WIDTH SHOULD BE INCREASED BY APPROXIMATELY 4 INCHES. THE INCREASED TRENCH WIDTH WILL FACILITATE INSTALLATION OF THE DUCT BANK AND ENSURE ADEQUATE ENCASMENT THICKNESS ON BOTH SIDES OF THE DUCT BANK.
8. THE USABILITY OF ALL CONDUIT SYSTEMS MUST BE ENSURED. THE PARTY RESPONSIBLE FOR INSTALLING THE CONDUIT SHALL MANDRELL. MANDRELLING SHALL BE PER APS SPECIFICATIONS AS DEFINED IN THE 8601 SECTION OF THE APS T.A.D.C.S. MANUAL.
9. ALL CONDUIT STUB LOCATIONS SHALL BE MARKED WITH AN ELECTRONIC MARKER.
10. ALL EMPTY CONDUIT ENDS SHALL BE PLUGGED WITH EXPANDABLE PLUGS WHEN TERMINATED INSIDE AN EQUIPMENT ENCLOSURE. GLUE AND CAP ALL EMPTY CONDUIT STUBBED IN SOIL OR TERMINATED OUTSIDE OF AN EQUIPMENT ENCLOSURE.

APS UTILITIES KEY		
EXISTING		PROPOSED
W	WATER	W
S	SEWER	S
G	GAS	G
SD	STORM DRAIN	SD
IRR	IRRIGATION	IRR
T	TRAFFIC SIGNAL	T
TE	TELE	TE
CATV	CATV	CATV
FO	FIBER	FO
UG ELECTRIC NOMINAL TRANSMISSION (69KV)*		
UG ELECTRIC NOMINAL PRIMARY (12,470/7,200V)*		
UG ELECTRIC NOMINAL SECONDARY (SERVICE) (120/240V)*		
OH ELECTRIC NOMINAL TRANSMISSION (69KV)*		
OH ELECTRIC NOMINAL PRIMARY (12,470/7,200V)*		
OH ELECTRIC NOMINAL SECONDARY (SERVICE) (120/240V)*		
CONDUIT		
TRENCH RUNNING LINE		
* UNLESS OTHERWISE NOTED		

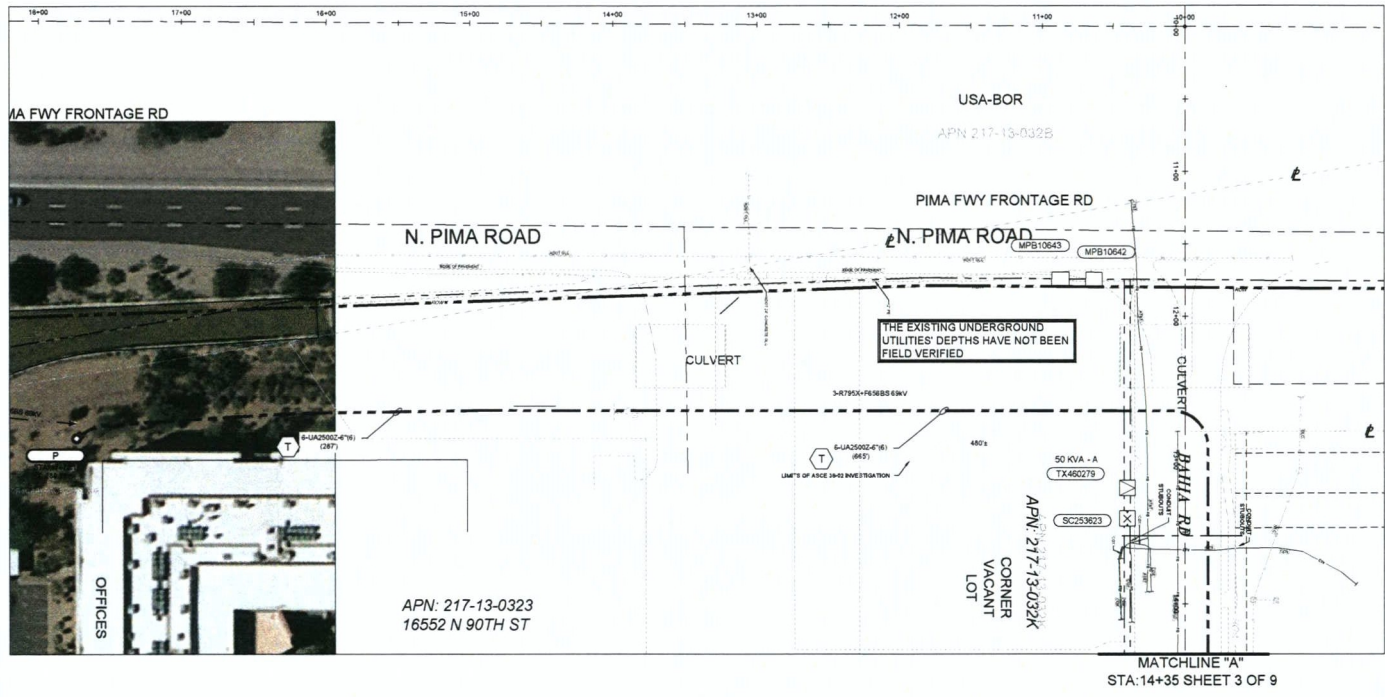
APS SYMBOLS LEGEND		
EXISTING EQUIPMENT	PROPOSED EQUIPMENT	DESCRIPTION
		- PADMOUNTED TRANSFORMER
		- SWITCHING CABINETS
		- 1Ø SWITCHING CABINET
		- OH/UG CAPACITOR BANK
		- J-BOX / PULL BOX
		- MANHOLES
		- OH TRANSFORMER
		- OH SWITCH (KPF)
		- APS OWNED POLE
		- APS OWNED STEEL POLE
		- APS OWNED JOINT USE POLE
		- DIP (TRANSITION) POLE
		- STREET LIGHT
		- DUSK TO DAWN LIGHT



NW 1/4 Sec 6 T 3N R 5E	MAP# 36-49
NE 1/4 Sec 6 T 3N R 5E	MAP# 36-50
CONTACT: PAUL RICHARDS	
PHONE: 602-371-6186 PGR/MOBILE: 602-316-5152	
aps EASTEND TO RAIN TREE UG AT BELL EAST END SUBSTATION	
W#: WA304131	DATE: 10/27/16
BY: R. ROBERTS	SCALE: 1:40 @ FULL SIZE
FILENAME: WA304131.DWG	SHEET 1 OF 9

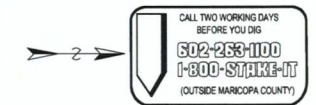
NOT-APPROVED-FOR-CONSTRUCTION
PRELIMINARY
 WA304131 RBR 10/17/16

EASTEND-RAINTREE UG AT BELL
 EAST END SUBSTATION
 WA304131



APS UTILITIES KEY	
EXISTING	PROPOSED
— W —	— W —
— S —	— S —
— G —	— G —
— T —	— T —
— IRR —	— IRR —
— T —	— T —
— CATV —	— CATV —
— FC —	— FC —
UG ELECTRIC NOMINAL TRANSMISSION (69KV)*	
UG ELECTRIC NOMINAL PRIMARY (12,470/7,200V)*	
UG ELECTRIC NOMINAL SECONDARY SERVICE (120/240V)*	
OH ELECTRIC NOMINAL TRANSMISSION (69KV)*	
OH ELECTRIC NOMINAL PRIMARY (12,470/7,200V)*	
OH ELECTRIC NOMINAL SECONDARY SERVICE (120/240V)*	
CONDUIT	
TRENCH RUNNING LINE	
* UNLESS OTHERWISE NOTED	

APS SYMBOLS LEGEND		
EXISTING EQUIPMENT	PROPOSED EQUIPMENT	DESCRIPTION
		- PADMOUNTED TRANSFORMER
		- SWITCHING CABINETS
		- 1Ø SWITCHING CABINET
		- OH/UG CAPACITOR BANK
		- J-BOX / PULL BOX
		- MANHOLES
		- OH TRANSFORMER
		- OH SWITCH (KPF)
		- APS OWNED POLE
		- APS OWNED STEEL POLE
		- APS OWNED JOINT USE POLE
		- DIP (TRANSITION) POLE
		- STREET LIGHT
		- DUSK TO DAWN LIGHT



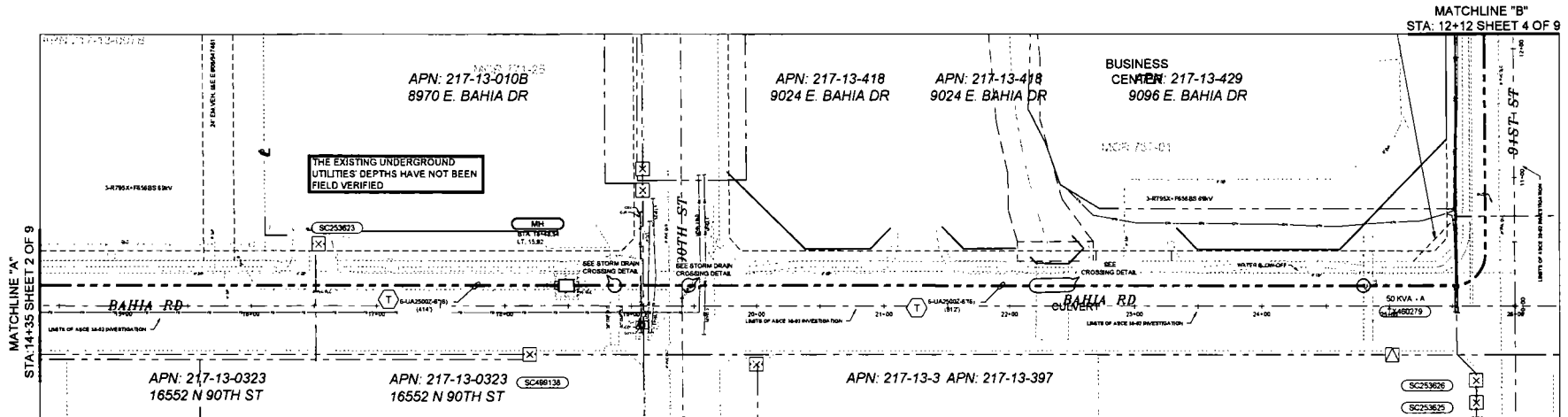
NW1/4 Sec 6	T 3N	R 5E	MAP# 36-49	
NE 1/4 Sec 6	T 3N	R 5E	MAP# 36-50	
3				
2				
1				
NO.	MAXIMO	DATE	DESCRIPTION	BY

CONTACT: PAUL RICHARDS
 PHONE: 602-371-6186 PGR/MOBILE: 602-316-5152

		EASTEND TO RAIN TREE-UG AT BELL EASTEND SUBSTATION	
WOF#:	WA304131	DATE:	10/27/16
BY:	R. ROBERTS	SCALE:	1:40 @ FULL SIZE
FILENAME:	WA304131.DWG	SHEET:	2 OF 9

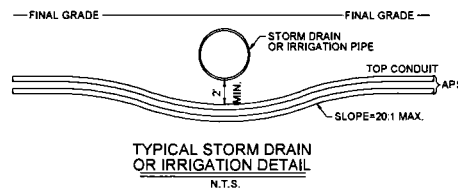
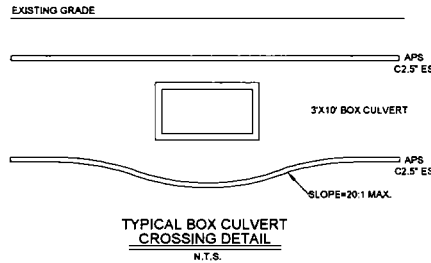
NOT-APPROVED-FOR-CONSTRUCTION
PRELIMINARY
 WA304131 RBR 10/17/16

**EASTEND-RAINTREE UG AT BELL
 EAST END SUBSTATION
 WA304131**



APS UTILITIES KEY	
EXISTING	PROPOSED
WATER	W
SEWER	S
GAS	G
STORM DRAIN	SD
IRRIGATION	IRR
TRAFFIC SIGNAL	T
TELE	T
CATV	CATV
FIBER	FO
UG ELECTRIC NOMINAL TRANSMISSION (89KV)*	
UG ELECTRIC NOMINAL PRIMARY (12.4707, 200V)*	
UG ELECTRIC NOMINAL SECONDARY/SERVICE (120/240V)*	
OH ELECTRIC NOMINAL TRANSMISSION (89KV)*	
OH ELECTRIC NOMINAL PRIMARY (12.4707, 200V)*	
OH ELECTRIC NOMINAL SECONDARY/SERVICE (120/240V)*	
CONDUIT	
TRENCH RUNNING LINE	
* UNLESS OTHERWISE NOTED	

APS SYMBOLS LEGEND		DESCRIPTION
EXISTING EQUIPMENT	PROPOSED EQUIPMENT	
		- PADMOUNTED TRANSFORMER
		- SWITCHING CABINETS
		- 10 SWITCHING CABINET
		- OH/UG CAPACITOR BANK
		- J-BOX / PULL BOX
		- MANHOLES
		- OH TRANSFORMER
		- OH SWITCH (KPF)
		- APS OWNED POLE
		- APS OWNED STEEL POLE
		- APS OWNED JOINT USE POLE
		- DIP (TRANSITION) POLE
		- STREET LIGHT
		- DUSK TO DAWN LIGHT



NW1/4	Sec 6	T 3N	R 5E	MAP# 36-49
NE 1/4	Sec 6	T 3N	R 5E	MAP# 36-50
3				
2				
1				
NO.	MAXIMO	DATE	DESCRIPTION	BY
CONTACT: PAUL RICHARDS				
PHONE: 602-371-6186		PGR/MOBILE: 602-316-5152		
aps EASTEND TO RAIN TREE-UG AT BELL EASTEND SUBSTATION				
WOB:	WA304131	DATE:	10/27/16	
BY:	R. ROBERTS	SCALE:	1:40 @ FULL SIZE	
FILENAME:	WA304131.DWG	SHEET:	3 OF 9	

NOT-APPROVED-FOR-CONSTRUCTION
PRELIMINARY
 WA304131 RBR 10/17/16

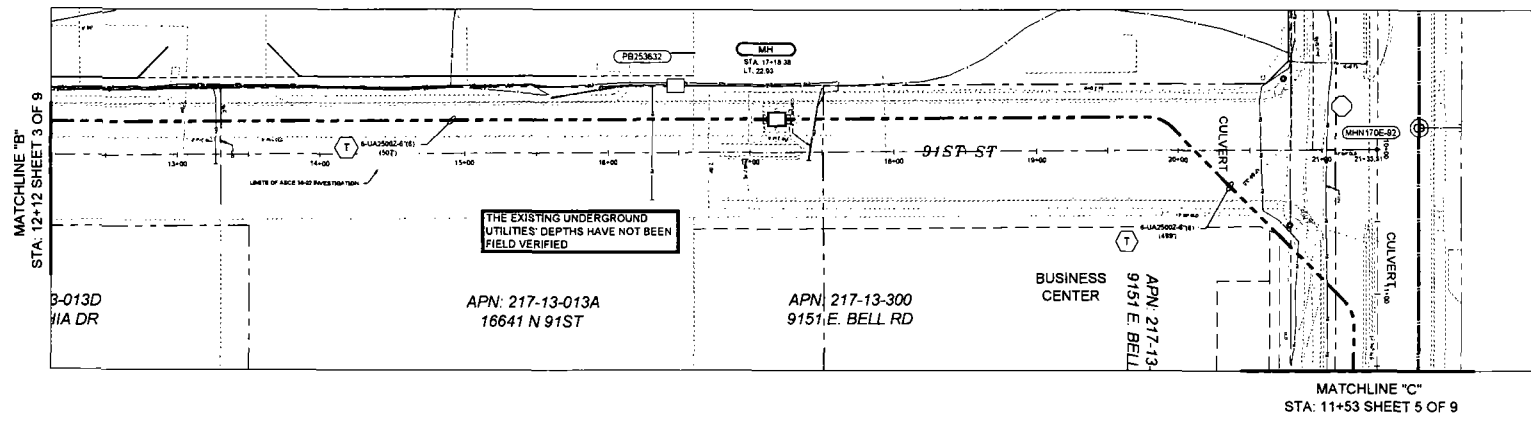
**EASTEND-RAINTREE UG AT BELL
 EAST END SUBSTATION
 WA304131**

APS UTILITIES KEY

EXISTING	PROPOSED
—	WATER — W —
—	SEWER — S —
—	GAS — G —
—	STORM DRAIN — SD —
— IRR —	IRRIGATION — IRR —
— T —	TRAFFIC SIGNAL — TS —
—	TELE — T —
—	CATV — CATV —
—	FIBER — FO —
UG ELECTRIC NOMINAL TRANSMISSION (8KV):	
UG ELECTRIC NOMINAL PRIMARY (12.47/7.200V):	
UG ELECTRIC NOMINAL SECONDARY/SERVICE (120/240V):	
OH ELECTRIC NOMINAL TRANSMISSION (8KV):	
OH ELECTRIC NOMINAL PRIMARY (12.47/7.200V):	
OH ELECTRIC NOMINAL SECONDARY/SERVICE (120/240V):	
CONDUIT	
TRENCH RUNNING LINE	
UNLESS OTHERWISE NOTED	

APS SYMBOLS LEGEND

EXISTING EQUIPMENT	PROPOSED EQUIPMENT	DESCRIPTION
		- PADMOUNTED TRANSFORMER
		- SWITCHING CABINETS
		- 1Ø SWITCHING CABINET
		- OHUG CAPACITOR BANK
		- J-BOX / PULL BOX
		- MANHOLES
		- OH TRANSFORMER
		- OH SWITCH (KPF)
		- APS OWNED POLE
		- APS OWNED JOINT USE POLE
		- DIP (TRANSITION) POLE
		- STREET LIGHT
		- DUSK TO DAWN LIGHT



MATCHLINE "B"
STA: 12+12 SHEET 3 OF 9

MATCHLINE "C"
STA: 11+53 SHEET 5 OF 9

B-013D
/IA DR

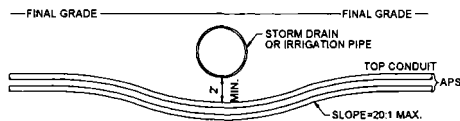
APN: 217-13-013A
16641 N 91ST

APN: 217-13-300
9151 E. BELL RD

BUSINESS
CENTER
APN: 217-13-
9151 E. BELL



1/4 Sec 8	T 3N	R 5E	MAP# 38-48	
NE 1/4 Sec 8	T 3N	R 5E	MAP# 38-50	
3				
2				
1				
NO.	MAXIMO	DATE	DESCRIPTION	BY
CONTACT: PAUL RICHARDS				
PHONE: 602-371-8186 PGR/MOBILE: 602-318-5152				
		EASTEND TO RAIN TREE-UG AT BELL EASTEND SUBSTATION		
WOR:	WA304131	DATE:	10/27/16	
BY:	R. ROBERTS	SCALE:	1:40 @ FULL SIZE	
FILENAME:	WA304131.DWG	SHEET:	4 OF 9	



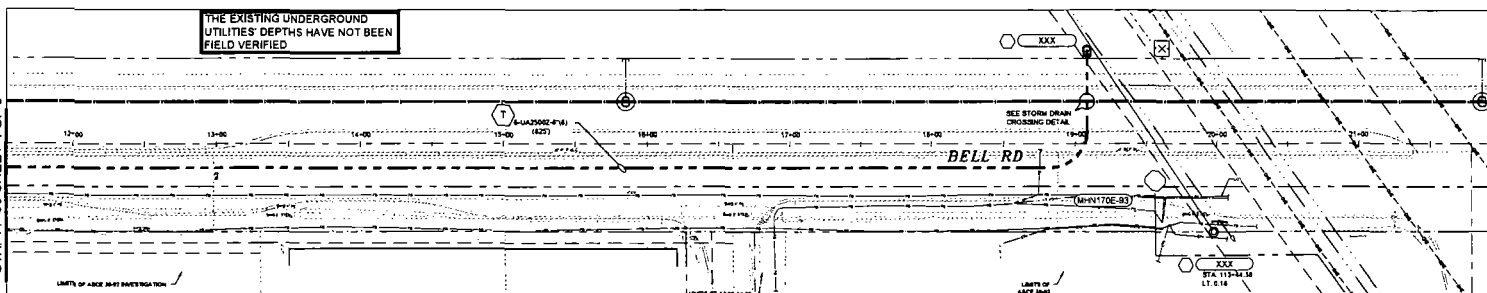
TYPICAL STORM DRAIN
OR IRRIGATION DETAIL
N.T.S.

NOT-APPROVED-FOR-CONSTRUCTION
PRELIMINARY
WA304131 RBR 10/17/16

EASTEND-RAINTREE UG AT BELL
EAST END SUBSTATION
WA304131

APS UTILITIES KEY	
EXISTING	PROPOSED
—	WATER — W
—	SEWER — S
—	GAS — G
—	STORM DRAIN — SD
—	IRRIGATION — IRR
—	TRAFFIC SIGNAL — TS
—	TELE — T
—	CATV — CATV
—	FIBER — FO
UG ELECTRIC NOMINAL TRANSMISSION (88KV)*	
UG ELECTRIC NOMINAL PRIMARY (12.470/200V)*	
UG ELECTRIC NOMINAL SECONDARY/SERVICE (120/240V)*	
OH ELECTRIC NOMINAL TRANSMISSION (88KV)*	
OH ELECTRIC NOMINAL PRIMARY (12.470/200V)*	
OH ELECTRIC NOMINAL SECONDARY/SERVICE (120/240V)*	
CONDUIT	
TRENCH RUNNING LINE	
* UNLESS OTHERWISE NOTED	

APS SYMBOLS LEGEND		
EXISTING EQUIPMENT	PROPOSED EQUIPMENT	DESCRIPTION
		- PADMOUNTED TRANSFORMER
		- SWITCHING CABINETS
		- 100 SWITCHING CABINET
		- OH/UG CAPACITOR BANK
		- J-BOX / PULL BOX
		- MANHOLES
		- OH TRANSFORMER
		- OH SWITCH (KPF)
		- APS OWNED POLE
		- APS OWNED STEEL POLE
		- APS OWNED JOINT USE POLE
		- DIP (TRANSITION) POLE
		- STREET LIGHT
		- DUSK TO DAWN LIGHT



THE EXISTING UNDERGROUND
UTILITIES' DEPTHS HAVE NOT BEEN
FIELD VERIFIED

MATCHLINE "C"
STA. 11+53 SHEET 4 OF 9



NW1/4 Sec 6	T 3N	R 5E	MAP# 36-49
NE 1/4 Sec 6	T 3N	R 5E	MAP# 36-50

NO.	MAXIMO	DATE	DESCRIPTION	BY
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2				
1				

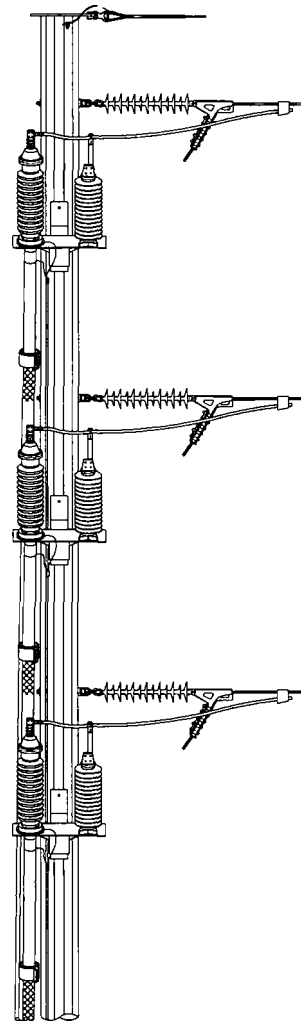
CONTACT: PAUL RICHARDS
PHONE: 602-371-6186 PGR/MOBILE: 602-316-5152

aps EASTEND TO RAIN TREE-UG AT BELL
EAST END SUBSTATION

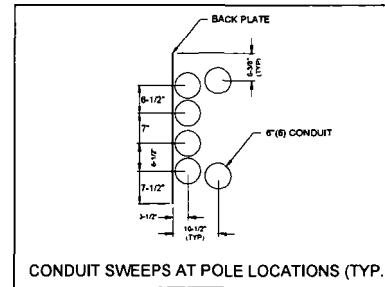
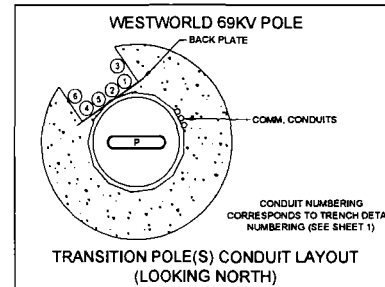
WOB: WA304131 DATE: 10/27/16
BY: R. ROBERTS SCALE: 1:40 @ FULL SIZE
FILENAME: WA304131.DWG SHEET 5 OF 9

EASTEND-RAINTREE UG AT BELL
EAST END SUBSTATION
WA304131

NOT-APPROVED-FOR-CONSTRUCTION
PRELIMINARY
WA304131 RBR 10/17/16



WESTWORLD 69KV POLE
P LOOKING EAST



APS UTILITIES KEY		
EXISTING		PROPOSED
W	WATER	W
S	SEWER	S
G	GAS	G
---	STORM DRAIN	---
IRR	IRRIGATION	IRR
T	TRAFFIC SIGNAL	T
TELE	TELE	TELE
CATV	CATV	CATV
FO	FIBER	FO
UG ELECTRIC NOMINAL TRANSMISSION (69KV)		
UG ELECTRIC NOMINAL PRIMARY (12.47/7.200V)		
UG ELECTRIC NOMINAL SECONDARY/SERVICE (120/240V)		
OH ELECTRIC NOMINAL TRANSMISSION (69KV)		
OH ELECTRIC NOMINAL PRIMARY (12.47/7.200V)		
OH ELECTRIC NOMINAL SECONDARY/SERVICE (120/240V)		
CONDUIT		
TRENCH RUNNING LINE		
* UNLESS OTHERWISE NOTED		

APS SYMBOLS LEGEND		
EXISTING EQUIPMENT	PROPOSED EQUIPMENT	DESCRIPTION
		- PADMOUNTED TRANSFORMER
		- SWITCHING CABINETS
		- 10 SWITCHING CABINET
		- OILUG CAPACITOR BANK
		- J-BOX / PULL BOX
		- MANHOLES
		- OH TRANSFORMER
		- OH SWITCH (KPF)
		- APS OWNED POLE
		- APS OWNED STEEL POLE
		- DIP (TRANSITION) POLE
		- STREET LIGHT
		- DUSK TO DAWN LIGHT

CALL TWO WORKING DAYS
BEFORE YOU DIG
802-258-1100
1-800-STRAIGHT
(OUTSIDE MARICOPA COUNTY)

3				
2				
1				
NO.	MAXIMO	DATE	DESCRIPTION	BY

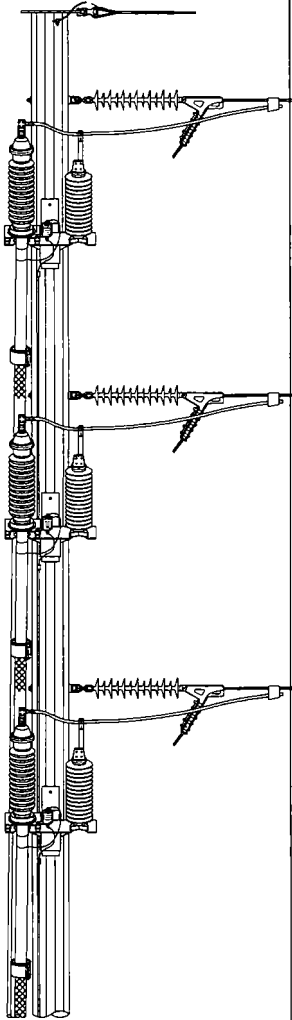
CONTACT: PAUL RICHARDS
PHONE: 802-371-6186 PCRM/MOBILE: 802-316-5152

aps EASTEND TO RAINTREE-UG AT BELL
EAST END SUBSTATION

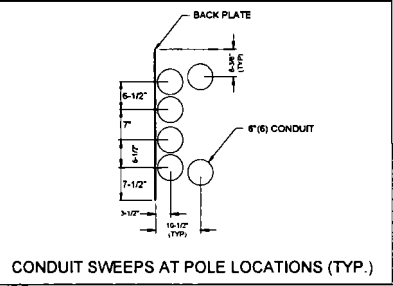
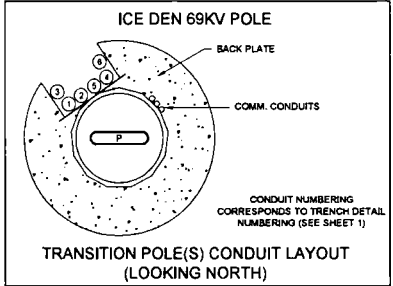
WCR: WA304131 DATE: 10/27/16
BY: R. ROBERTS SCALE: 1:40 @ FULL SIZE
FILENAME: WA304131.DWG SHEET 6 OF 9

EASTEND-RAINTREE UG AT BELL
EAST END SUBSTATION
WA304131

NOT-APPROVED-FOR-CONSTRUCTION
PRELIMINARY
WA304131 RBR 10/17/16



ICE DEN 69KV POLE
P LOOKING SOUTHWEST



APS UTILITIES KEY

EXISTING	PROPOSED
W	WATER
S	SEWER
G	GAS
SD	STORM DRAIN
IRR	IRRIGATION
T	TRAFFIC SIGNAL
TE	TELE
CA	CATV
F	FIBER
FO	FO
UG ELECTRIC NOMINAL TRANSMISSION (69KV)*	
UG ELECTRIC NOMINAL PRIMARY (12,470/7,200V)*	
UG ELECTRIC NOMINAL SECONDARY/SERVICE (120/240V)*	
OH ELECTRIC NOMINAL TRANSMISSION (69KV)*	
OH ELECTRIC NOMINAL PRIMARY (12,470/7,200V)*	
OH ELECTRIC NOMINAL SECONDARY/SERVICE (120/240V)*	
CONDUIT	
TRENCH RUNNING LINE	
* UNLESS OTHERWISE NOTED	

APS SYMBOLS LEGEND

EXISTING EQUIPMENT	PROPOSED EQUIPMENT	DESCRIPTION
		- PADMOUNTED TRANSFORMER
		- SWITCHING CABINETS
		- 10 SWITCHING CABINET
		- OH/UG CAPACITOR BANK
		- J-BOX / PULL BOX
		- MANHOLES
		- OH TRANSFORMER
		- OH SWITCH (KPF)
		- APS OWNED POLE
		- APS OWNED STEEL POLE
		- APS OWNED JOINT USE POLE
		- DIP (TRANSITION) POLE
		- STREET LIGHT
		- DUSK TO DAWN LIGHT

CALL TWO WORKING DAYS
BEFORE YOU DIG
602-263-1100
1-800-STAKE-IT
(OUTSIDE MARICOPA COUNTY)

3				
2				
1				
NO.	MAXIMO	DATE	DESCRIPTION	BY

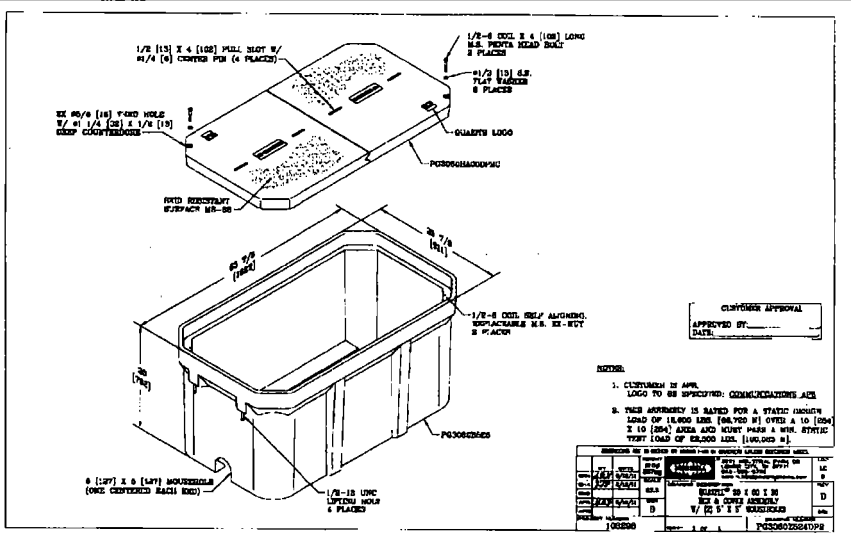
CONTACT: PAUL RICHARDS
PHONE: 602-371-6186 PGR/MOBILE: 602-318-5152

aps EASTEND TO RAIN TREE-UG AT BELL
EAST END SUBSTATION

WORK:	WA304131	DATE:	10/27/16
BY:	R. ROBERTS	SCALE:	1:40 @ FULL SIZE
FILENAME:	WA304131.DWG	SHEET:	7 OF 8

EASTEND-RAINTREE UG AT BELL
EAST END SUBSTATION
WA304131

NOT-APPROVED-FOR-CONSTRUCTION
PRELIMINARY
WA304131 RBR 10/17/16



FIBER COMMUNICATION NOTES:

- Guidelines For Pulling/Retracting Fiber Optic Cable:**
 - 1.1. Back Pulling:** The most cause of damage to the fiber optic cable is by overloading the minimum bending radius. It is important to know that the damage occurs more easily when the cable is bent under tension. As when the installation is in process, be sure to allow for a minimum of 13 inches for the bending radius. The number of turns/bends shall be kept to a minimum and shall not exceed a total of (4) 90 degree bends in any combination for any single pull.
 - 1.2. Real Placement:** Real placement is dependent to the manhole/handhole and installers must use appropriate fiber optic pulling equipment and procedures per the manufacturer's instructions.
 - 1.3. Cable Slack:** Get 150 feet of cable at any transition, termination point or pull box location.
 - 1.4. Signs:** All access locations will be designated herein and confirmed by APS Communications.
 - 1.5. Strength:** The fibers in the cable will weaken under compressive impact, pressure or if pulling between access IDOLs, although from the outside of the cable this will not be apparent. With fiber optic route the points of the cable the handle level directly beneath, and the fiberglass strength member give the cable its strength so care must be taken to not violate this. Cut or damage these components.
- Installation:** Use an appropriate arrival eye and pulling lubricant when installing fiber optic cable to minimize cable bending and to significantly reduce the coefficient of friction between the cable joint material and the PVC conduit.
- 1.7. Safety:** Although fiber optic cable is made entirely of non-conductive materials, under certain conditions it is still capable of having induced or static electric charges on its surface. ADSB fiber cables are designed for installation in and around electric fields of up to 10kV/mm never without material damage. These fields can, however, induce a static surface charge that can be dangerous if touched bare-handed. To ensure the safety of field personnel, it is recommended that all fiber maintain bare or around APS electrical facilities be treated as an energized conductor and that it be grounded prior to handling. It should be made clear that fiber cable is more susceptible to crushing than regular metallic conductors so proper handling techniques per the manufacturer should be observed at all times.
- 1.8. Pull Straps:** All conduit that will be used for fiber optic cable shall have "N" mole type installed to facilitate the pulling of the fiber cable.
- 2. Conduit Material:**
 - 2.1 Minimum radius bend on manufactured sweeps for underground fiber conduit is 36" (914mm) radius. No 90° bend.
 - 2.2 All conduit for fiber communications shall be 2" (50.8mm) ØB 120 for straight sections and sweeps.

FOR FIBER USE ONLY PULL BOX

SIDE VIEW (EXPOSED)

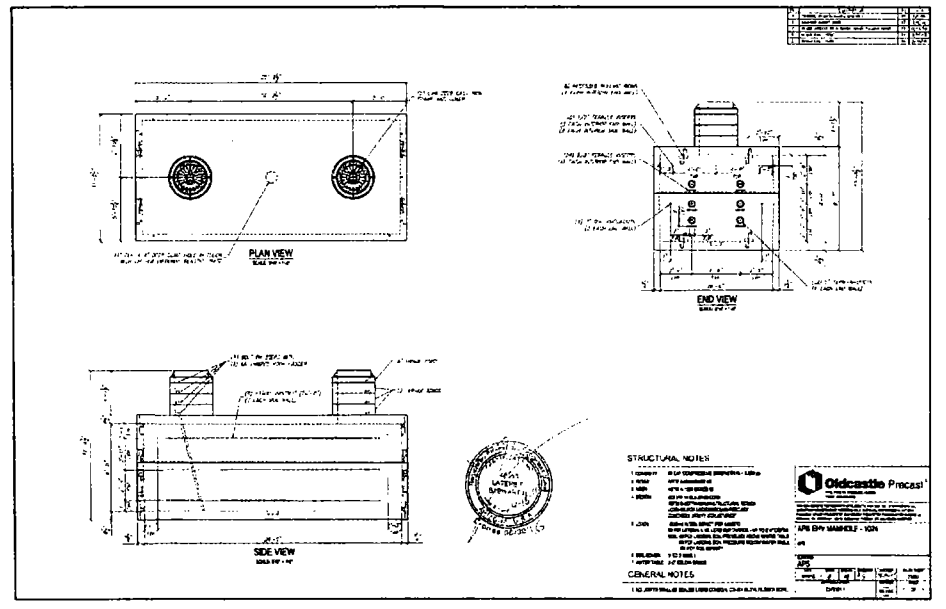
APPROVED BY: _____
DATE: _____

NOTES:

1. CUSTOMER IS APS. LOADS TO BE SPECIFIED. COMMUNICATIONS ARE.
2. THIS STRUCTURE IS DESIGNED FOR A STATIC DESIGN LOAD OF 18,000 LBS. (81700 N) OVER A 10 [254] X 10 [254] AREA AND MUST MEET A MIN. STATIC TEST LOAD OF 18,000 LBS. [81700 N].

NO.	DATE	BY	DESCRIPTION
1	10/17/16	RBR	ISSUE FOR PERMITS
2	10/17/16	RBR	ISSUE FOR PERMITS
3	10/17/16	RBR	ISSUE FOR PERMITS
4	10/17/16	RBR	ISSUE FOR PERMITS

DESIGNER: [Signature] DATE: 10/17/16
CHECKER: [Signature] DATE: 10/17/16
PROJECT NO: WA304131



APS UTILITIES KEY

EXISTING	PROPOSED
— W —	— W —
— S —	— S —
— G —	— G —
— SD —	— SD —
— IRR —	— IRR —
— T —	— T —
— CATV —	— CATV —
— FO —	— FO —
— UG ELECTRIC NOMINAL TRANSMISSION (69KV) —	— UG ELECTRIC NOMINAL TRANSMISSION (69KV) —
— UG ELECTRIC NOMINAL PRIMARY (12.470/7.200V) —	— UG ELECTRIC NOMINAL PRIMARY (12.470/7.200V) —
— UG ELECTRIC NOMINAL SECONDARY SERVICE (120/240V) —	— UG ELECTRIC NOMINAL SECONDARY SERVICE (120/240V) —
— OH ELECTRIC NOMINAL TRANSMISSION (69KV) —	— OH ELECTRIC NOMINAL TRANSMISSION (69KV) —
— OH ELECTRIC NOMINAL PRIMARY (12.470/7.200V) —	— OH ELECTRIC NOMINAL PRIMARY (12.470/7.200V) —
— OH ELECTRIC NOMINAL SECONDARY SERVICE (120/240V) —	— OH ELECTRIC NOMINAL SECONDARY SERVICE (120/240V) —
— CONDUIT —	— CONDUIT —
— TRENCH RUNNING LINE —	— TRENCH RUNNING LINE —

* UNLESS OTHERWISE NOTED

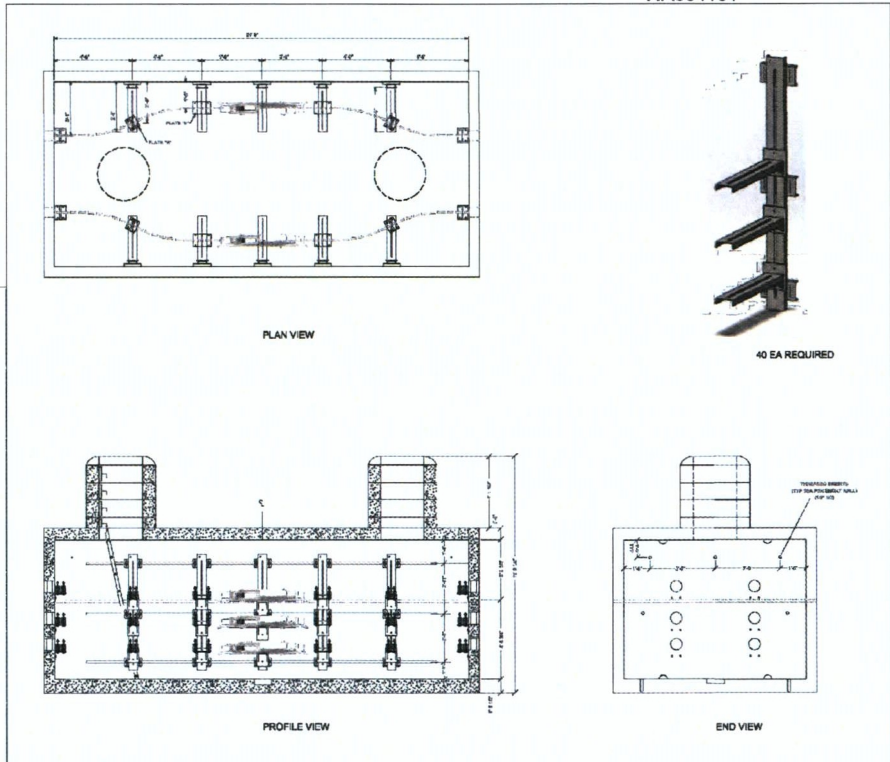
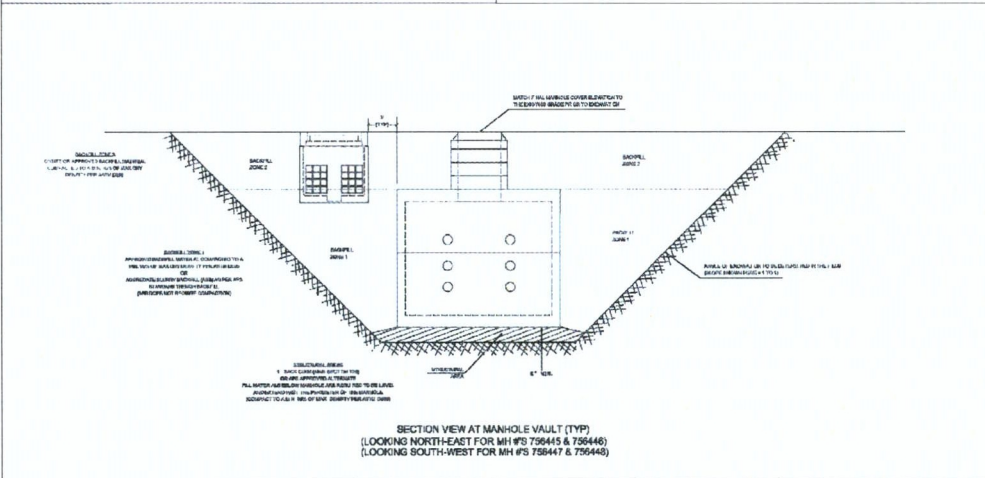
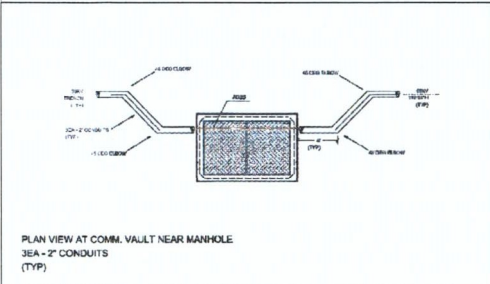
APS SYMBOLS LEGEND

EXISTING EQUIPMENT	PROPOSED EQUIPMENT	DESCRIPTION
[Symbol]	[Symbol]	- PADMOUNTED TRANSFORMER
[Symbol]	[Symbol]	- SWITCHING CABINETS
[Symbol]	[Symbol]	- 10 SWITCHING CABINET
[Symbol]	[Symbol]	- OHUG CAPACITOR BANK
[Symbol]	[Symbol]	- J-BOX / PULL BOX
[Symbol]	[Symbol]	- MANHOLES
[Symbol]	[Symbol]	- OH TRANSFORMER
[Symbol]	[Symbol]	- OH SWITCH (KFP)
[Symbol]	[Symbol]	- APS OWNED POLE
[Symbol]	[Symbol]	- APS OWNED STEEL POLE
[Symbol]	[Symbol]	- APS OWNED JOINT USE POLE
[Symbol]	[Symbol]	- DIP (TRANSITION) POLE
[Symbol]	[Symbol]	- STREET LIGHT
[Symbol]	[Symbol]	- DUSK TO DAWN LIGHT

3				
2				
1				
NO.	MAXIMO	DATE	DESCRIPTION	BY
CONTACT: PAUL RICHARDS PHONE: 602-371-6186 PGR/MOBILE: 602-316-5152				
aps EASTEND TO RAIN TREE-UG AT BELL EAST END SUBSTATION				
WOR:	WA304131	DATE:	10/27/16	
BY:	R. ROBERTS	SCALE:	1:40 @ FULL SIZE	
FILENAME:	WA304131.DWG	SHEET:	8 OF 9	



EASTEND-RAINTREE UG AT BELL
EAST END SUBSTATION
WA304131



APS UTILITIES KEY	
EXISTING	PROPOSED
W	WATER
S	SEWER
G	GAS
SD	STORM DRAIN
IRR	IRRIGATION
T	TRAFFIC SIGNAL
TE	TELE
FO	FIBER
UG ELECTRIC NOMINAL TRANSMISSION (69KV)*	
UG ELECTRIC NOMINAL PRIMARY (12,470/7,200V)*	
UG ELECTRIC NOMINAL SECONDARY/SERVICE (120/240V)*	
OH ELECTRIC NOMINAL TRANSMISSION (69KV)*	
OH ELECTRIC NOMINAL PRIMARY (12,470/7,200V)*	
OH ELECTRIC NOMINAL SECONDARY/SERVICE (120/240V)*	
CONDUIT	
TRENCH RUNNING LINE	
* UNLESS OTHERWISE NOTED	

APS SYMBOLS LEGEND		DESCRIPTION
EXISTING EQUIPMENT	PROPOSED EQUIPMENT	
		- PADMOUNTED TRANSFORMER
		- SWITCHING CABINETS
		- 1Ø SWITCHING CABINET
		- OH/UG CAPACITOR BANK
		- J-BOX / PULL BOX
		- MANHOLES
		- OH TRANSFORMER
		- OH SWITCH (KPF)
		- APS OWNED POLE
		- APS OWNED STEEL POLE
		- APS OWNED JOINT USE POLE
		- DIP (TRANSITION) POLE
		- STREET LIGHT
		- DUSK TO DAWN LIGHT

NOT-APPROVED-FOR-CONSTRUCTION
PRELIMINARY
WA304131 RBR 10/17/16



3				
2				
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NO.	MAXIMO	DATE	DESCRIPTION	BY
CONTACT: PAUL RICHARDS				
PHONE: 602-371-6186		PGR/MOBILE: 602-316-5152		
EASTEND TO RAIN TREE-UG AT BELL EASTEND SUBSTATION				
WOF:	WA304131	DATE:	10/27/16	
BY:	R. ROBERTS	SCALE:	1:40 @ FULL SIZE	
FILENAME:	WA304131.DWG	SHEET	9 OF 9	

**City of Scottsdale, Arizona,
Underground Utility Facilities Improvement District No. I-6002**

Proposed Steps in the Formation Process

Resolution of Intention

- City Council to consider Resolution of Intention that includes description of proposed district boundaries, cost estimate from APS, and general plan for public improvements from APS.

Prior to Public Hearing

- Proper notice and publication of public hearing.
- City to notify Arizona Corporation Commission regarding adoption of the Resolution of Intention.
- APS, City and Developer to determine assessment methodology and prepare assessment diagram.
- Developer to obtain petitions from property owners with accurately depicted district boundaries.
- APS to provide final plans and specifications.
- City to review recorder and assessor records, with special counsel input, to determine registered voters and confirm property ownership within the proposed district boundaries.
- APS to obtain all necessary rights of way and easements.

Public Hearing

- City Council to consider any protests and objections.
 - Additional petition may be required depending on protests.
 - City Council to order an election regarding district formation and levy of the assessment

Election (Simplified Ballot Card)

Resolution Ordering Work

- Prior to ordering the work, APS to provide the City with a final detailed report and a form of the contract with APS regarding the work.

Assessment and Warrant

- Warrant, Assessment, Treasurer's Return and Certified List
 - Receive cash payments, if any
- Record Assessment with Superintendent of Streets
 - Record Notice of Recording of Assessment with County Recorder
- Assessment Hearing
- Resolution Levying the Assessment and Approving the Assessment Diagram

Final Assessment (following completion of the work)

- Final Assessment Hearing (if necessary)
- Resolution Approving Final Assessment

RESOLUTION NO. 10649
 UNDERGROUND UTILITY FACILITIES IMPROVEMENT DISTRICT NO. I-6002
 PURSUANT to A.R.S. §48-620
 PRELIMINARY UNDERGROUND TRANSMISSION 69KV ESTIMATE
 Portion of the Raintree to East End Substation 69kV Power Line
 Prepared November 11, 2016

Below is a preliminary estimate to underground a portion of the proposed 69kV transmission line from Raintree to East End. The trench will contain 6-6" conduits as well as 3-2" communication conduit and begin at a transition pole just north of Westworld Dr. and SR101 north bound frontage road. The end point will be a transition on the north side of Bell Rd. at the transmission corridor. This will be a parallel circuit 4109' 2500kcmil run. The cost to install both transition poles is included in this estimate.

Cost breakdown: (Below costs include all Construction Overhead loads)

Categories	Cost	% Risk	Risk \$	Risk Description
Trench, Conduit & Manhole Installation (Provided by APS):	\$1,010,500.00	0.50%	\$5,052.50	Material (rebar) variation and 120 day bid price
Material - Conduit, Communication Boxes & Manhole (Provided by APS):	\$539,694.53	0.30%	\$1,349.24	Steel cost risk
APS Communication Material & Installation (Includes APS Support Cost):	\$18,394.61			
OH Electric Material & Installation (Includes APS Support Cost):	\$143,843.89	2.00%	\$2,876.88	Steel cost risk
UG Electric Material & Install (Includes APS Support Cost, Excludes Cable and Accessories):	\$763,024.05			
Cost for long lead items (Cable and Accessories):	\$1,078,262.63		\$18,276.00	Copper cost risk (\$0.10 swing)
Outside Engineering Services:	\$98,733.45	1.00%	\$987.33	Bid variations
Other/Admin:	\$150,000.00			
Subtotals:	\$3,802,453.16		\$28,541.95	Total cost attributed to associated risks
<i>Total Project Cost:</i>			<i>\$3,830,995.11</i>	
AFUDC Charges (estimated)			\$133,000.00	
Credit for Overhead line cost			(\$1,025,000.00)	
Total conversion estimate:			\$2,938,995.11	

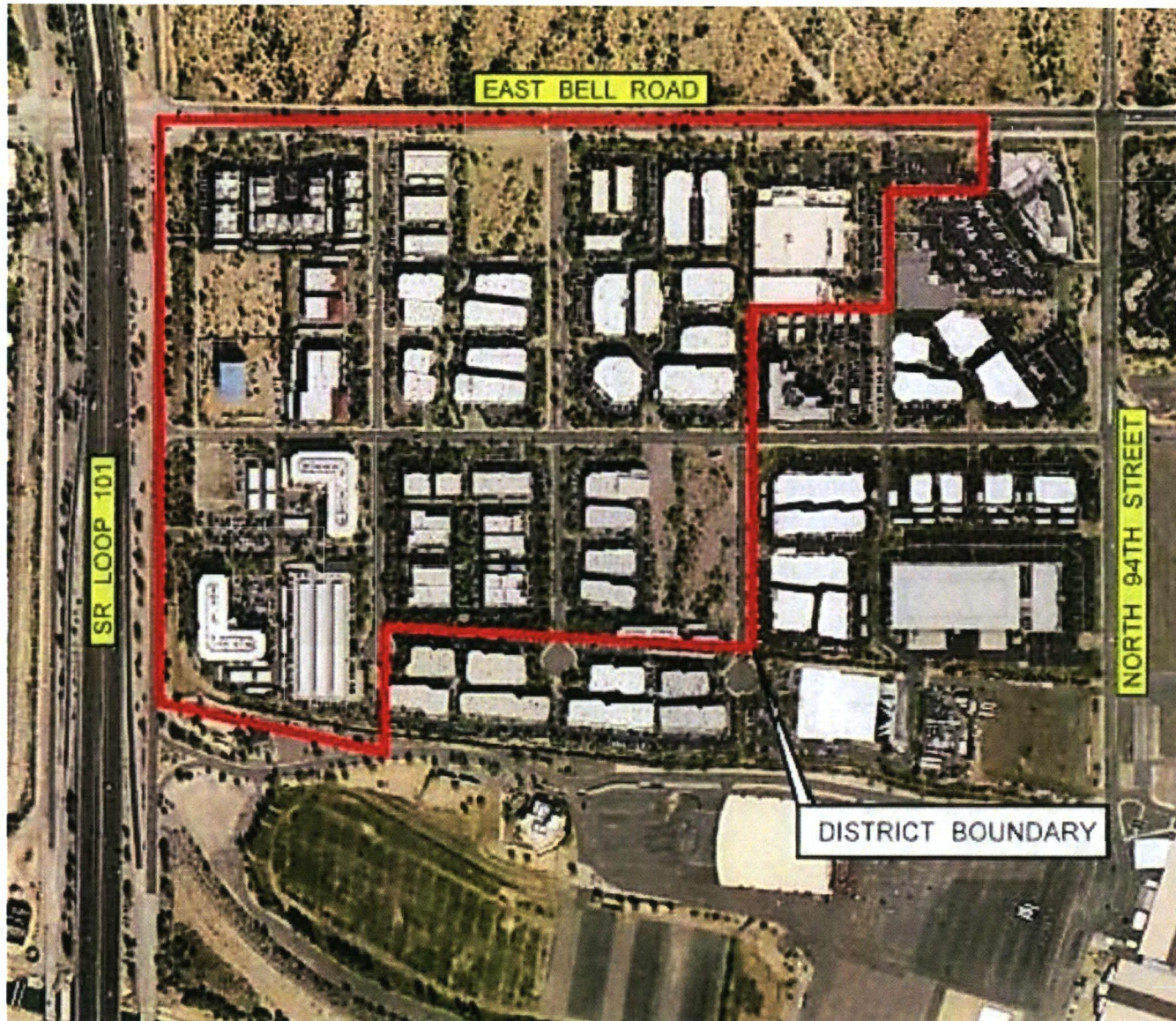
**Raintree 69kV
Underground
Improvement District
No. I-6002 Resolution
of Intention**

***City Council
December 2, 2016***

Proposed Action

- Adopt Resolution 10649 to begin process of establishing an Underground Utility Facilities Improvement District
 - Notice of intention to form district
 - Authorize a \$150k fiscal year 2016-17 contingency budget transfer to record costs of administrative activities associated with forming the District; to be funded by reimbursements from the District and will be recorded as a recovery of expense
 - Declare an emergency; allows immediate commencement of the notice procedures, which is necessary for the underground improvements to be completed consistent with APS timeline
- Set objection hearing date for January 17, 2017

Map of Proposed District



Map of Proposed Project



Purpose and Responsibilities

- APS:
 - Construct the powerlines underground and pay associated costs
- District members:
 - Reimburse APS for costs of constructing powerlines underground
 - Costs apportioned per assessment methodology
 - Option of one time payment or financing over 15 years at APS' cost of capital
- City:
 - Collects semi-annual assessment
 - Forwards funds to APS

Process

- Resolution of intention: Establishes district boundary and items of work to be constructed
- Post and publish notice of intention; 30 day comment period
- Public hearing for objections:
 - Proposed date January 17, 2017 Council meeting
 - Council may order election regarding district formation and levy of the assessment if majority of property owners in district have signed a petition in support of formation.
- Election utilizing simplified ballot card; registered voters and property owners within the proposed district receive ballots
- If election is successful, Council may adopt a Resolution Ordering Work to give direction to APS to begin construction
- Public hearing at future Council meeting to hear objections to proposed assessment methodology; Council may then adopt a Resolution Levying the Assessment and Approving the Assessment Diagram
- Resolution of Final Assessment follows completion of construction

Council Action

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Questions and Discussion

Item 21

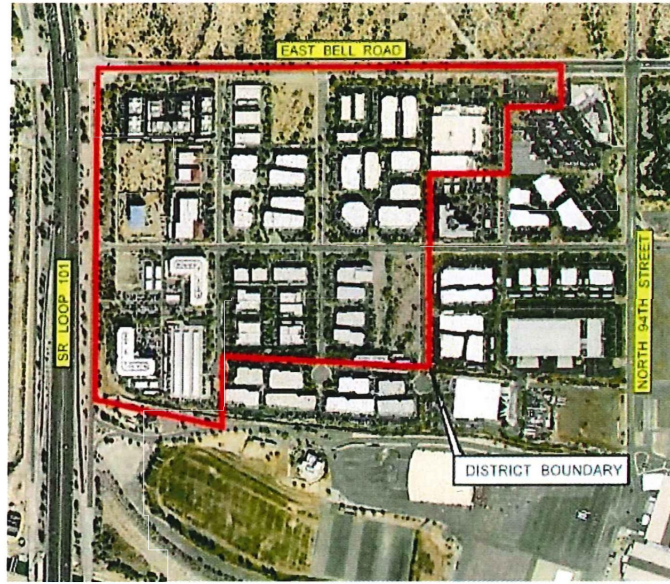
Raintree 69kV Underground Improvement District No. I-6002 Resolution of Intention

*City Council
December 2, 2016*

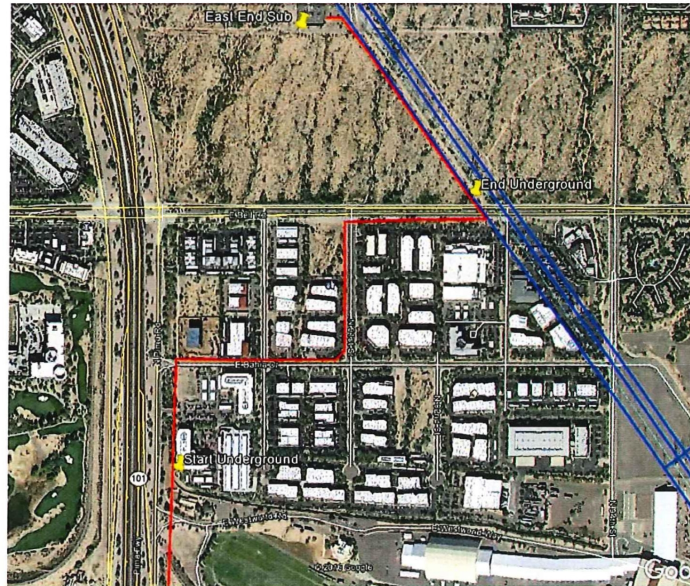
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