

**CITY OF TEMPE
DEVELOPMENT REVIEW COMMISSION**

Meeting Date: 05/09/2017
Agenda Item: 4

ACTION: Request for a General Plan Projected Land Use Map Amendment from Public Open Space to Mixed Use and a Projected Density Map Amendment from no density and High Density (up to 65 du/ac) to High Density-Urban Core (more than 65 du/ac) for approx. 20.15 acres; a General Plan Projected Density Map Amendment from High Density (up to 65 du/ac) to High Density-Urban Core (more than 65 du/ac) for approx. 83 acres; and a Zoning Map Amendment from multiple zoning districts to Mixed-Use Educational (MU-Ed) zoning district for approx. 274 acres for ARIZONA STATE UNIVERSITY (ASU) ATHLETICS FACILITIES DISTRICT PLANNING AREA (PL160433). The applicant is Gammage and Burnham, PLC.

FISCAL IMPACT: While this ordinance change does not directly impact revenue, future development projects within this planning area will result in collection of the standard development fees, calculated according to the approved fee structure at the time of permit issuance.

RECOMMENDATION: Approve, subject to conditions

BACKGROUND INFORMATION: ARIZONA STATE UNIVERSITY (ASU) ATHLETICS FACILITIES DISTRICT PLANNING AREA (PL160433). This is a request to modify General Plan 2040 Projected Land Use and Density Maps as well as rezone approximately 274 acres for a phased mixed-use redevelopment. Section 6-304 of the Zoning and Development Code requires the concurrent processing of a Development Plan Review, as defined in Section 6-306 of the Zoning and Development Code, with any application for a Zoning Map Amendment or Code Text Amendment. Therefore, concurrent with this request, an Inter-Governmental Agreement is being prepared to authorize that the rezoning be processed without the submittal and concurrent processing of a Development Plan Review for the ASU Athletics Facilities District, subject to City Council approval. AN AFFIRMATIVE VOTE BY AT LEAST TWO-THIRDS (2/3) OF THE CITY COUNCIL IS REQUIRED TO APPROVE THE GENERAL PLAN DENSITY MAP AMENDMENT. The request includes the following:

1. General Plan Projected Land Use Map Amendment from Public Open Space to Mixed Use and a Projected Density Map Amendment from no density and High Density (up to 65 du/ac) to High Density-Urban Core (more than 65 du/ac) for approx. 20.15 acres.
2. General Plan Projected Density Map Amendment from High Density (up to 65 du/ac) to High Density-Urban Core (more than 65 du/ac) for approx. 83 acres.
3. Zoning Map Amendment from multiple zoning districts to Mixed-Use Educational (MU-Ed) zoning district for approx. 274 acres.



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|----------------------------|---|
| Existing Property Owner | Arizona Board of Regents/Arizona State University |
| Future Owner | Arizona Board of Regents/Arizona State University |
| Applicant | Manjula Vaz, Gammage and Burnham, PLC |
| Zoning Districts - current | Agricultural (AG), Mixed Used – High Density (MU-4), General Industrial District (GID) Transportation Overlay District (TOD) Station Area and GID, TOD and Rio Salado Overlay District (RSOD) and Mixed Use 0 Educational (MU-Ed) |
| Zoning District – proposed | Mixed Use – Educational (MU-Ed) |
| Gross / Net site area | +/-274 acres |

ATTACHMENTS: Development Project File

STAFF CONTACT(S): Suparna Dasgupta, Principal Planner, 480-350-8562

Department Director: Chad Weaver, Community Development Director

Legal review by: N/A

Prepared by: Suparna Dasgupta, Principal Planner

Reviewed by: Ryan Levesque, Deputy Community Development Director, Planning

COMMENTS:

This site is approximately 274 acres and generally bounded by McClintock Road to the East, Tempe Town Lake to the North, Sun Devil Stadium and Veterans Way to the West and University Drive to the South. The proposed planning area consists of multiple zoning districts and portions of the area are also within the Transportation Overlay District (TOD), TOD Station Area and Rio Salado Overlay District (RSOD).

This is a phased master planning process that is being undertaken by Catellus Development Corporation with the first phase as follows:

1. General Plan Projected Land Use Map Amendment from Public Open Space to Mixed Use and a Projected Density Map Amendment from no density and High Density (up to 65 du/ac) to High Density-Urban Core (more than 65 du/ac) for approx. 20.15 acres.
2. General Plan Projected Density Map Amendment from High Density (up to 65 du/ac) to High Density-Urban Core (more than 65 du/ac) for approx. 83 acres.
3. Zoning Map Amendment from multiple zoning districts to Mixed-Use Educational (MU-Ed) zoning district for approx. 274 acres.

The applicant is requesting the Development Review Commission to provide recommendations to City Council for items one through three listed above.

Subsequent phases of this master planning effort will include a text amendment to the Zoning and Development Code (ZDC) to create an overlay district for the Athletics Facilities District and establish development and design standards.

PUBLIC INPUT

Neighborhood meeting is required. The neighborhood meeting was held on February 7, 2017 from 6:00pm to 7:00pm at the Residence Inn Tempe Downtown/University located at 510 S. Forest Avenue. In addition to Community Development staff and representatives from the applicant, approximately eight members from the public attended the meeting. Some of the questions raised by the public at the meeting included concerns about traffic, parking and public services (police and fire), anticipated timeline of development and timeline of development specific to the Karsten Golf Course, building designs and preservation of the view corridors, types of residential housing development proposed and fees and taxes related private development.

In addition to the neighborhood meeting, a study session of Joint Review Committee (JRC) was held on March 8, 2017 and two study sessions of Development Review Commission (DRC) were held on February 17, 2017 and April 25, 2017. All the meetings were held in Council Chambers, City Hall. Both JRC and DRC raised similar questions raised by the public in the neighborhood meetings.

PROJECT ANALYSIS

GENERAL PLAN AND ZONING

The applicant has provided a written justification for the proposed General Plan amendment (Attachments 6-52). The overall vision of this master planning area complies with the land use goals and element objectives for General Plan 2040. The land use projected for this site is Mixed-Use with proposed density of 65 du/ac and over (High Density-Urban Core).

The Athletics Facilities District Planning Area is currently zoned for a mixture of Mixed-Use High Density (MU-4), Mixed-Use Educational (MU-Ed), General Industrial District (GID) and Agricultural (AG) uses. The entire area is located within the Rio Salado Overlay District (RSOD) and portions of it are located within the Transportation Overlay District (TOD) and TOD Station Area. The applicant is proposing to rezone the whole planning area to Mixed-Use, Educational (MU-Ed) which will be

consistent with the proposed amendment to the General Plan 2040.

The impact to current infrastructure and other issues such as traffic would be evaluated on a case by case basis with each private development application submitted to the City. All such applications will require the approval of the JRC.

REASONS FOR APPROVAL:

1. The project meets the General Plan Projected Land Use and Projected Residential Density for this site.
2. The project will meet the development standards required under the Zoning and Development Code.

Based on the information provided and the above analysis, staff recommends approval of the requested General Plan Amendment / Zoning Amendment

CONDITIONS OF APPROVAL:

EACH NUMBERED ITEM IS A CONDITION OF APPROVAL. THE DECISION-MAKING BODY MAY MODIFY, DELETE OR ADD TO THESE CONDITIONS.

General

1. The property owner(s) shall sign a waiver of rights and remedies form. By signing the form, the Owner(s) voluntarily waive(s) any right to claim compensation for diminution of Property value under A.R.S. §12-1134 that may now or in the future exist, as a result of the City's approval of this Application, including any conditions, stipulations and/or modifications imposed as a condition of approval. The signed form shall be submitted to the Community Development Department no later than 30 days from the date of City Council approval, or the General Plan Amendment and Zoning Map Amendment approval shall be null and void.

ZONING AND DEVELOPMENT CODE REFERENCE:

Section 6-302, General Plan Amendment
Section 6-304, Zoning Map Amendment



DEVELOPMENT PROJECT FILE

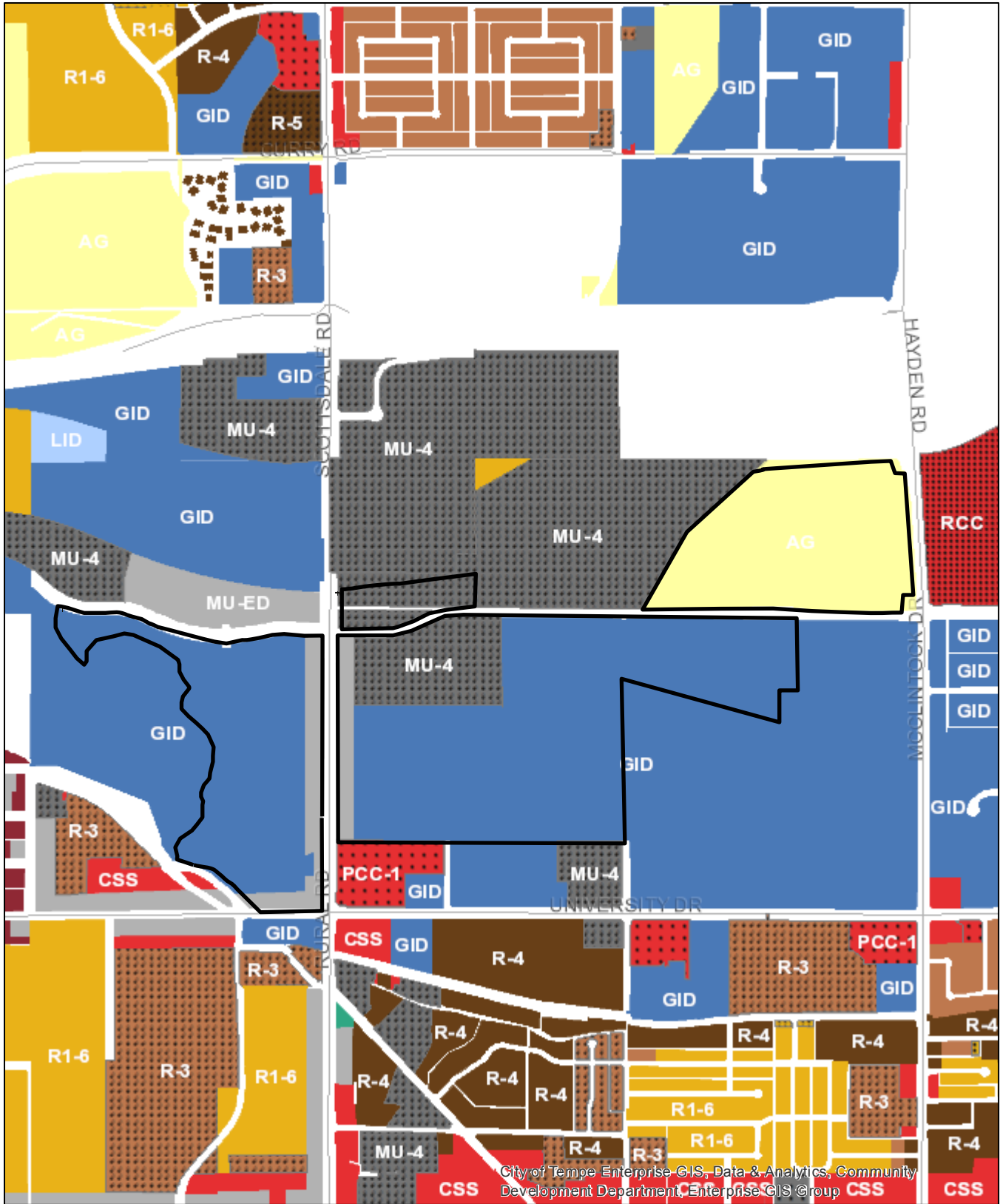
for

ARIZONA STATE UNIVERSITY (ASU) ATHLETICS FACILITIES DISTRICT
PLANNING
(PL160433)

ATTACHMENTS:

1. Location Map
2. Aerial
3. Contextual Aerial Map with Current Zoning
4. Contextual Map with Current Zoning and Transportation Overlay District
5. Contextual Map with Current Zoning and Rio Salado Overlay District
- 6-34. Letter of Explanation for General Plan Amendment
- 35-43. Letter of Explanation for Zoning Map Amendment
- 44-46. Exhibit A – Aerial Map with Surrounding Uses
- 47-51. Exhibit B – General Plan Land Use and Density Maps – Current and Proposed
- 52-54. Exhibit C – Zoning Maps – Current and Proposed
- 55-56. Exhibit D – Subdistricts Plan
- 57-58. Exhibit E – Conceptual Open Space Plan
- 59-60. Exhibit F – Conceptual Street Plan
- 61-63. Public Involvement Plan Final Summary

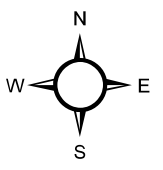
ASU Athletics Facilities District Planning Area PL 160433



City of Tempe Enterprise GIS, Data & Analytics, Community Development Department, Enterprise GIS Group

- | | | |
|-----------------------------------|--|---|
| Light Industrial District (LID) | Commercial Shopping and Services (CSS) | Single-Family Residential Planned Area Dev (R1-PAD) |
| General Industrial District (GID) | Planned Commercial Center Neighborhood (PCC-1) | Multi-Family Residential (R-2) |
| City Center (CC) | Regional Commercial Center (RCC) | Multi-Family Residential Limited (R-3) |
| Mixed Use Med (MU-2) | Residential Office (RO) | Multi-Family Residential General (R-4) |
| Mixed Use Med-High (MU-3) | Agricultural (AG) | Multi-Family Residential High (R-5) |
| Mixed Use High (MU-4) | Single-Family Residential (R1-6) | |
| Mixed Use Educational (MU-ED) | Single-Family Residential (R1-4) | |

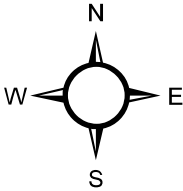
ATTACHMENT 1



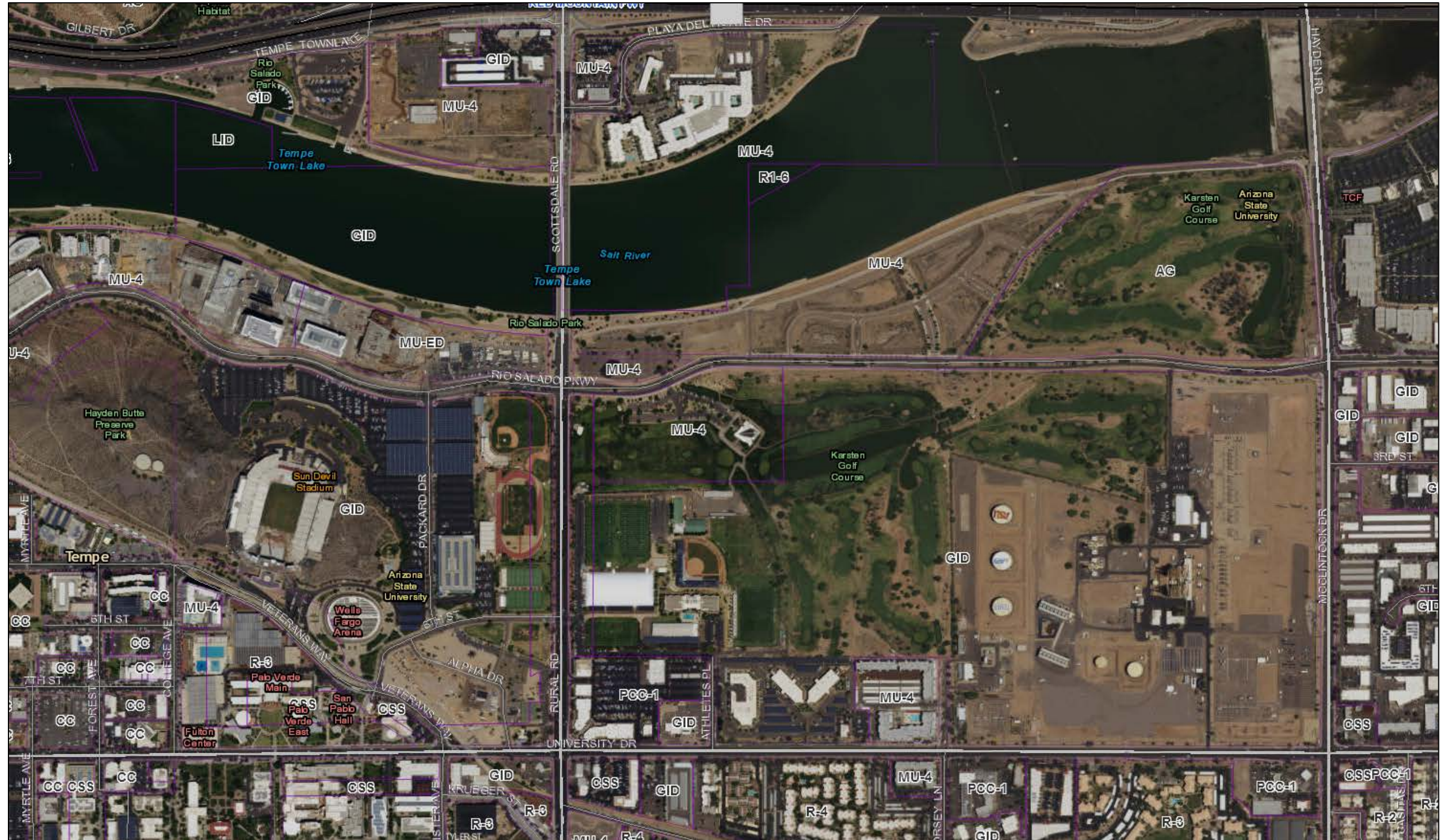
ASU Athletics Facilities District Planning Area PL 160433



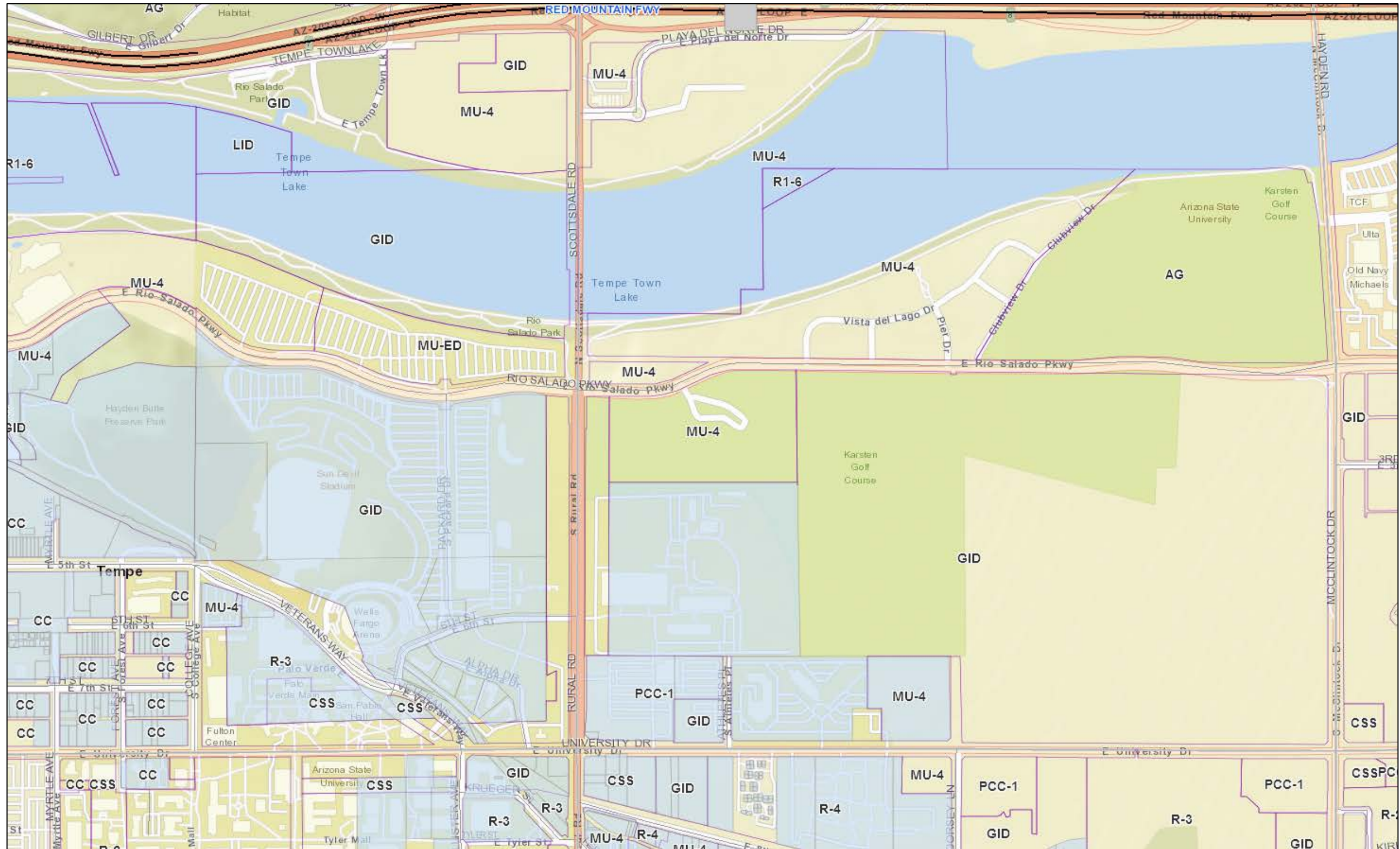
Aerial Map




ARIZONA STATE UNIVERSITY (ASU) ATHLETICS FACILITIES DISTRICT PLANNING AREA
PL160433
CONTEXTUAL AERIAL MAP WITH CURRENT ZONING

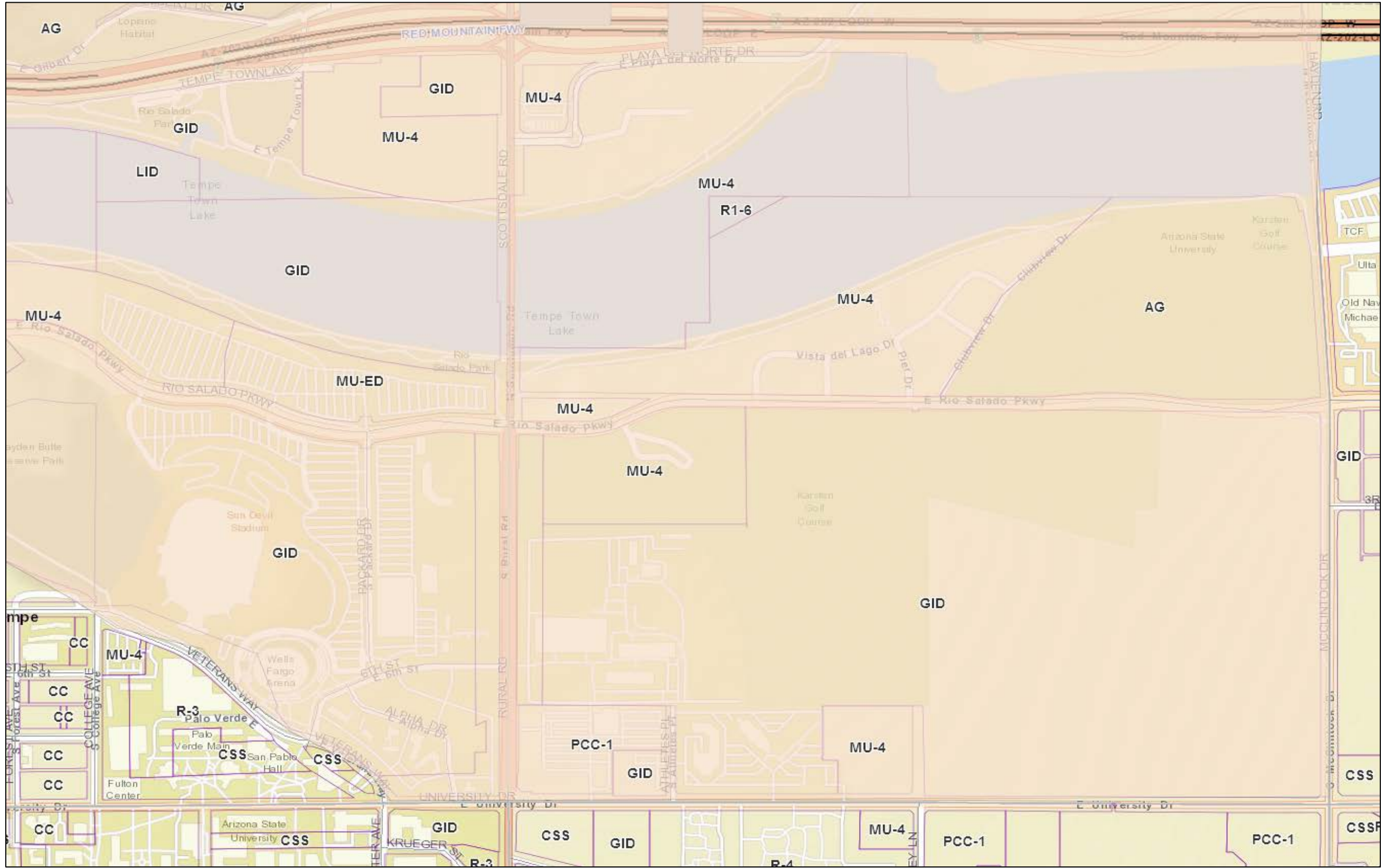


ARIZONA STATE UNIVERSITY (ASU) ATHLETICS FACILITIES DISTRICT PLANNING AREA
PL160433
CONTEXTUAL MAP WITH CURRENT ZONING AND TRANSPORTATION OVERLAY DISTRICT



 Transportation Overlay District

ARIZONA STATE UNIVERSITY (ASU) ATHLETICS FACILITIES DISTRICT PLANNING AREA
 PL160433
 CONTEXTUAL MAP WITH CURRENT ZONING AND RIO SALADO OVERLAY DISTRICT



 Rio Salado Overlay District

ASU ATHLETIC FACILITIES DISTRICT PLANNING AREA

General Plan 2040

Projected Land Use and Residential Density Map Amendments

Applicant's Letter of Explanation

Catellus Development Corporation (the "Applicant" or "Catellus"), respectfully submits these applications to facilitate the redevelopment of approximately 276 acres, including dedicated right-of-way, of property owned by Arizona State University ("ASU") and generally bounded by Sun Devil Stadium, Veterans Way, University Drive, McClintock Drive and Tempe Town Lake (the "Lake") in Tempe, Arizona (the "Site"). See **Exhibit A** for an aerial photograph of the Site and surrounding area.

The ASU Athletic Facilities District and Planning Area

Created by state legislation in 2010, the Site includes an athletic facilities district (the "AFD") that is both a real estate development opportunity for the community and an innovative funding mechanism for ASU athletic facilities. The AFD planning area (the "AFDPA"), which will be redeveloped in phases over the next 20 years, will create opportunities for transformative development within Tempe through its commercial real estate project while generating annual payments to support ASU athletic facilities. The redevelopment of the AFDPA will transform prime real estate adjacent to ASU and the Lake into a world-class, mixed-use urban community combined with NCAA-quality athletic fields and facilities that will serve both the community and ASU for generations to come. Catellus has been retained by ASU to be the master developer for the Athletic Facilities District.

For the community, the AFDPA will be a vibrant, mixed-use urban development that is home to office, retail, residential and recreation projects. Private developers from around the world will have the opportunity to propose their ideas, and real estate brokers will be invited to introduce this opportunity to their worldwide clients. Development within the AFDPA will establish a standard for high-quality, sustainable development that contributes to the community.

ASU's charter calls upon the university to assume "fundamental responsibility for the economic, social, cultural and overall health of the communities it serves." The institution's design aspirations direct its leaders to leverage its place by embracing its physical setting; be socially embedded by connecting with communities through partnerships; and transform society by catalyzing social change. This transformation of ASU's land assets, including the transformation of the AFDPA into a world-class urban community, is the embodiment of these objectives.

Catellus Development Corporation

Headquartered in Oakland, California with offices in New York, New York, Austin, Texas and Newport Beach, California, Catellus is a national leader in mixed-use development and solving some of America's most complex land challenges. With nearly 30 years of experience as a master

developer, Catellus has transformed former airports, military bases and urban industrial sites into thriving retail, residential and commercial communities. Catellus also excels at executing the retail and office components of these complex projects, often serving as the vertical developer. As master developer, vertical developer or both, Catellus creates places that thrive in their urban locations and attract some of the nation's top tenants and builders. Anchored by corporate headquarter facilities, hospitals, universities and other service organizations, Catellus mixed-use developments are highly valued in the local communities they serve. Notable Catellus projects include but are not limited to:

- Mission Bay (San Francisco, California): A collaboration between the City of San Francisco and Catellus, Mission Bay is one of the most significant redevelopment projects in the United States. Mission Bay, which is comprised of 303 acres located adjacent to AT&T Park and close to SOMA and the Financial District, is a former rail yard that has emerged as a thriving waterfront mixed-use community. Mission Bay is a dense, urban mixed-use development comprised of the following: 6,000 residential units; five million square feet of commercial space anchored by UCSF Medical Center, UCSF Benioff Children's Hospital and a 43-acre bio-tech research campus for UCSF; 100,000 square feet of retail space; a 500-room hotel; a public school site; police and fire stations; and, 50 acres of park and open space.
- Prairie Glen Corporate Campus (Glenview, Illinois): Prairie Glen Corporate Campus at The Glen is a 92-acre high-end corporate business park campus with a mix of offices and flex building that is part of a 1,000-acre master-planned community created during the redevelopment of the former Glenview Naval Air Station. The public/private partnership development is situated on prime property on Chicago's North Shore, is home to corporate headquarters, and includes a 32-acre preserved prairie grassland.
- Alameda Landing (Alameda, California): Once home to the U.S. Navy's Alameda Fleet Industrial Supply Center and East Housing Area, Alameda Landing is a 218-acre site that is fast becoming a vibrant mixed-use community. Alameda Landing is comprised of office, retail and residential uses and a waterfront promenade. Specifically, the project includes 300,000 square feet of retail space, 400,000 square feet of office space, 889 housing units of housing, a 72-acre master-planned residential community containing 632 homes, an elementary school and an 11-acre park and \$90 million of new infrastructure improvements.
- Mueller (Austin, Texas): A partnership with the City of Austin, Mueller is one of the United States' most notable new urbanist communities. The 700-acre mixed-use development spans the site of the former Robert Mueller Municipal Airport and will include: 6,000 homes; 750,000 square feet of retail space including a regional retail and market district; a mixed-use town center with cinema, shops, plazas and live/work space; 4.2 million square feet of commercial space, including Class A office space; 140 acres of parks and greenways; 13 miles of hiking and biking paths and lanes and, more than \$300 million of new infrastructure improvements.

- Los Angeles Air Force Base (El Segundo, California): The United States Air Force, facing an aging facility and a surplus of land, conceived a plan to utilize a first-of-a-kind land swap with Catellus to build its new Space and Missile Systems Center. The project required an act of Congress to permit the property exchange. Once approved, the Air Force and Catellus entered into the complex and innovative office build-to-suit project, which took less than two years to complete. The mixed-use project features 545,000 square feet of office space (Space and Missile Systems Center), blast-resistant construction and advanced seismic stability measures meeting Department of Defense specifications and 905 entitled single-family residential units sold to Centex Homes and William Lyon Homes.
- Pacific Commons (Freemont, California): An 840-acre mixed-use development located in the Silicon Valley area of California, Pacific Commons includes more than 1.2 million square feet of office and light industrial space, 1.18 million square feet of retail space and extensive public art, including nine sculptures by world-class artist Aristides Demetrios. The project also included the completion of over 400 acres of engineered wetlands donated to the San Francisco Bay National Wildlife Refuge

As master developer of the AFD, Catellus' role is to work collaboratively with ASU to master plan the AFD, design and install required infrastructure, market development opportunities to the commercial real estate community and end users, and manage the AFD as it develops on behalf of ASU. With three decades of experience in transforming communities through public-private partnerships, Catellus brings the expertise, financial strength and capacity to successfully perform on its commitment to ASU and the community.

Applications

The Applicant is submitting General Plan projected land use and residential density map amendments along with a zoning map amendment as part of the Applicant's application for the redevelopment of the AFDPA (the "Applications"). The zoning map amendment is discussed in detail in a separate letter of explanation included as part of the submittal package for the Applications.

The 2040 General Plan's projected land use and residential density maps currently designate the AFDPA for combination of mixed-use, high-density urban core (more than 65 units per acre), high-density (up to 65 units per acre), public open space, and public recreational / cultural uses and development. As reflected by the current and proposed General Plan maps provided in **Exhibit B**, the Applicant is proposing to amend the General Plan's projected land use and residential density maps in order to: 1) designate 20.15 acres of the approximate 65 acres of the AFDPA currently projected by the General Plan for public open space use for mixed-use and high-density urban core (more than 65 units per acre) development; and, 2) change the designation of the approximate 83 acres of the AFDPA currently projected by the General Plan for high-density development to high-density urban core (more than 65 units per acre) development (the "Request"). With these General Plan changes, the Applicant will be able to develop a master plan for the approximately 276 acres of prime real estate adjacent to ASU and the Lake for a world-

class, mixed-use sustainable, urban community combined with NCAA-quality athletic fields and facilities that will serve both the community and ASU for generations to come (the “Project”).

As envisioned by the Stadium District Legislation, the Project represents an opportunity to create an urban modern mixed-use neighborhood around the ASU campus within a high-profile mixed-use environment generally located between downtown Tempe and the Lake. with the introduction of a Considering its location between downtown Tempe and the Lake and its proximity to the heart of ASU campus, as well as its general proximity to downtown Tempe, the AFDPA is currently underutilized. Currently, the AFDPA accommodates approximately 18 acres of largely unimproved property owned by ASU, ASU surface parking lots totaling approximately 25 acres in size, ASU’s Karsten golf course (approximately 153 acres), Packard Drive parking garage, Sun Angel track and field stadium, Whiteman tennis center, Verde Dickey Dome indoor football practice facility, Kajikawa football practice fields, Farrington softball stadium, Sun Devil soccer stadium, and band practice field. The AFDPA’s location also provides an opportunity to make a significant statement between the Lake and downtown Tempe with the introduction of a high-quality, mixed-use district representative of the ongoing private and public investment occurring in downtown Tempe, along the Lake and throughout Tempe.

The intent of the Applications is to create a world-class urban neighborhood that leverages its strategic and unique location at the intersection of ASU, downtown Tempe and the Lake through the provision of a mix of high-quality commercial office space, retail stores, restaurants, hotels, urban housing and entertainment venues interconnected by a vibrant network of sidewalks, bicycle paths and urban open spaces. This world-class urban neighborhood will serve as an asset for both the Tempe community and ASU, at the same time creating stable, long-term revenue stream for ASU intercollegiate athletic. The private uses combined with the ASU and ASU related uses will help diversify the mix of employment, urban housing and entertainment options within a true a mixed-use area as intended by the General Plan. In addition, the development of the residential product will provide professionals with exciting new housing options within walking distance of ASU, downtown Tempe, the Lake, the Valley Metro light rail and future Tempe Streetcar lines, and Tempe Marketplace. Residents, employees, students, guests and patrons of the AFDPA will also be able to easily access the various uses, including employment, educational and entertainment uses, that are accessible throughout Tempe and the Valley via the public transportation, streets and freeways network.

The goal of the Project is to promote a sustainable concept of living, working, learning, staying, dining, shopping and playing in one area and to serve as an asset for both the Tempe community and ASU. Based on its prior and substantial public/private partnership development experience, Catellus anticipates strong and sustainable demand for high-quality, modern mixed-use neighborhood accommodating ASU, ASU related and private sector uses units at this location.

Area Context

The AFDPA currently accommodates approximately 18 acres of largely unimproved property owned by ASU, ASU surface parking lots totaling approximately 25 acres in size, ASU’s Karsten golf course (approximately 153 acres), Packard Drive parking garage, Sun Angel track and field stadium, Whiteman tennis center, Verde Dickey Dome indoor football practice facility,

Kajikawa football practice fields, Farrington softball stadium, Sun Devil soccer stadium, and ASU's band practice field. In regard to Karsten, approximately 88 of the 153 total acres is currently projected by General Plan 2040 for mixed-use development. As reflected by the aerial photograph provided in **Exhibit A**, the area surrounding the Site includes a mix of educational, commercial, employment, residential, recreational and transportation uses, including but not limited to:

- the heart of the ASU campus generally located to the southwest across Veterans Way;
- downtown Tempe generally located to the west across College Avenue;
- Sun Devil Stadium and Wells Fargo Arena immediately to the west;
- Tempe Town Lake immediately to the north;
- Tempe Marketplace commercial center to the east across McClintock Drive;
- Tempe Hayden Butte to the west of Sun Devil Stadium;
- State Farm at Marina Heights mixed-use development with building heights up to 253 feet located between Rio Salado Parkway and the Lake west of Rural Road;
- the Hayden Ferry Lakeside commercial complex, including eight, 10 and 12-story mixed-use towers and nine levels of above-grade structured parking, to the northwest at the intersection of Mill Avenue and Rio Salado Parkway;
- the eight-story Edgewater and 12-story Bridgeview residential towers within Hayden Ferry Lakeside located between Rio Salado Parkway and the Lake to the north of Hayden Butte;
- the Valley Metro light rail line within the median of Veterans Way;
- the Rural Road / ASU light rail station and multiple bus stops on the west side of Rural Road and south of University Drive;
- the Tempe Transportation Center located at northeast corner of Fifth Street and College Avenue;
- the 195-foot tall University House mixed-use development located at the southeast corner of College Avenue and Veterans Way; and,
- the Playa del Norte mixed-use development, including the Ten01 apartment complex, Northshore condominiums, Aloft Tempe hotel, and Jefferson Town Lake developments, located to the north across the Lake

Catellus envisions that the Project will further promote a sustainable concept of living, staying, working, learning, dining, shopping and playing in the greater downtown Tempe area, as well as along the Lake. The Applications are also representative of emerging development patterns in downtown Tempe and along the Lake, as well as the private and public investment continuing to occur both within the downtown Tempe and along Town Lake.

Public Benefit

Catellus and ASU have established the ambitious goal of transforming the AFDPA into a world-class urban destination that will provide substantial public, economic development, recreational, circulation and environmental benefits. The AFDPA reflects this ambition by setting forth the following series of development principles to guide coordinated decision-making in service of a long-range vision.

Vibrant Public Realm

Design a vibrant public realm and introduce new spaces/places/programs to support events and foster social interaction among residents, workers, the ASU community, and visitor groups and that unites the AFD as a unique place.

Coherence

Create a development pattern that is easy to understand and navigate by multiple user groups and unites the district as a unique place.

Transit Oriented

Leverage the adjacent Valley Metro light rail transit stop to enhance mobility, create real estate value, and establish a distinctive urban character for the AFD.

Complete Streets

Create an exceptional place with world-class streets designed for people travelling in all modes.

Integrated Green Network

Create and connect landscapes within the AFD and to the community/campus context as an integrated network of parks and natural areas with significant opportunities for recreation and programming.

Full-Spectrum Environment

Integrate residential, commercial, retail, and civic/community uses to create a vibrant, full spectrum live-work-play-innovate environment.

Integrated Streets Network

Enhance circulation networks by extending and connecting streets to develop a more robust network, increasing access and safety while reducing traffic congestion.

Sustainable Development Strategy

Promote environmental design excellence through public realm design, water management, environmental restoration, and energy reduction policies.

Identity

Ensure that the AFD has visual prominence and a distinct urban identity within downtown Tempe and the region.

The Request, if approved, will benefit the public by accommodating the development of an aesthetically pleasing mixed-use urban neighborhood that will provide high-quality commercial office space, retail stores, restaurants, hotels and urban housing along with ASU and ASU related uses all interconnected by a vibrant network of sidewalks, bicycle paths and urban open spaces. These uses will diversify the mix of employment, education, urban housing and entertainment options and create a true sustainable mixed-use neighborhood as designated for this area by General Plan 2040. At the same time, the AFD will also benefit ASU and the community by creating a stable, long-term revenue stream for ASU intercollegiate athletics.

The Request, if approved, will further energize a strategic portion of the ASU campus generally located between downtown Tempe and the Lake by further establishing the mix of employment, educational, commercial, high-density residential, recreational and entertainment uses envisioned for the development area by General Plan 2040. Furthermore, the amendment represents an opportunity to improve an underutilized portion of the ASU campus located within a high-profile, mixed-use area between downtown Tempe, the heart of the ASU campus, the Lake and Tempe Marketplace with the introduction of a world-class urban neighborhood that will accommodate a mixture of top-tier uses representative of the ongoing private and public investment occurring throughout Tempe, as well as the desirability of Tempe itself.

Justification for Amendments and Response to Land Use Principles

“Describe the public benefit of the proposed amendment in terms of increase/decrease in intensity and its impact on adjacent land uses versus the impact of the present land use designation”

The Project’s uses and density will generally be consistent with the uses and residential density currently projected for the AFDPA by General Plan 2040. Specifically, the Applicant is proposing to develop a mixed-use, high-density residential neighborhood that is consistent with the General Plan’s projected uses and residential densities for the vast majority of the AFDPA. The proposed amendment to the projected land use map is limited to only approximately seven percent of the land area within the AFDPA. Furthermore, the build-out of a mixed-use, high-density urban neighborhood within the AFDPA as envisioned will result in the following advantages associated with mixed-use and high-density urban core development:

- A. More efficient use of existing infrastructure systems. The infrastructure systems, including roadways and wet and dry utilities, are of sufficient capacity to support mixed-use and high-density residential development within the AFDPA, as infrastructure in this area has been upgraded with the intent of intensifying the Town Lake area. In contrast, lower density development or a less intense uses would underutilize infrastructure systems. Furthermore, as development throughout the AFDPA occurs, the City will be responsible for the following aspects of the review, permitting and inspection process:
 - i) engineering site plan review and building plan review;
 - ii) the issuance of building permits, City infrastructure permits, and the inspection of all buildings and City owned utilities and rights-of-way; and,
 - iii) the issuance of certificates of occupancy and other similar certificates of completion as may be required with respect to City infrastructure permits

- B. Far higher utilization of the AFPDA. As a mixed-use and high-density residential product design, the Project will be able to offer a far more upscale working, learning, living and playing experience, structured parking and development offering views of the surrounding cityscape.

- C. Higher grade of building materials and finishes. A mixed-use and high-density urban neighborhood design effectively amortizes a greater economy of scale. As a result, the

proposed mixed-use and high density design approach will yield greater overall building efficiencies resulting in the ability to afford a higher price point in building materials and finishes that can be delivered more economically to the residents, tenants, employees, students, guests and patrons of the AFDPA.

In regard to the mixed-use land use designation being requested and as noted above, the proposed amendment only applies to approximately seven (7) percent of the AFDPA. Furthermore, approximately 72 percent of the land area within the AFDPA is currently designated for mixed-use and high-density urban core or high-density development. As a result, the requested land use and density designations, as well as the requested mixed-use zoning, are necessary to develop the mixed-use and high-density residential neighborhood envisioned for the AFDPA by General Plan 2040. Therefore, from an implementation perspective, the requested land use and density designations are consistent with the General Plan's vision for the AFDPA.

“Describe the public benefit of the proposed amendment in terms of impact on the city’s infrastructure (i.e. water, sewer, utilities, streets, in terms of anticipated traffic generation, projected carrying capacity, projected volume, availability of transit, need for additional access, or city services such as fire and police staffing and response times, etc.) versus the impact of the present land use designation”

The amendments, if approved, will allow the development of a mixed-use, urban neighborhood that will use infrastructure systems that have been upgraded to support the development of the AFD and the planned intensification of the Lake area. The infrastructure systems, including roadways and wet and dry utilities, are of sufficient capacity to support the proposed mix of uses. In comparison, the retention of the public open space and no residential density projections for the limited portion of the AFDPA subject to the General Plan amendment request would result in an underutilization of infrastructure capacity and systems. Also, a large portion of the AFDPA, which will be accessible via Rural Road, Rio Salado Parkway, McClintock and University Drives, and Veterans Way, is within walking distance of the heart of the ASU campus, downtown Tempe and the Rural Road / ASU light rail station and bus stops located at the intersection Rural and Terrace Roads. The area of the AFDPA along Rio Salado Parkway is also located along the route for the Tempe Streetcar, which is expected to commence construction in late 2017. Furthermore, as specific development proposals are brought forward for consideration, an ongoing professional traffic analysis will be conducted to review the additional traffic impact. Developers of non-ASU and non-ASU related use buildings within the AFDPA will also be required to process engineering plans with the City. All required drawings, information (e.g. infrastructure analysis), and fees for review of engineering plans and issuance of applicable permits, as established by the City, will apply to the development of non-ASU and non-ASU related use buildings within the AFDPA.

“Describe the proposed development quality of life in terms of how its components reflect unique site design, building design, landscaping and parking; integrate or provide access between varied uses; deal creatively with multi-modal transportation; and, reduce/eliminate physical barriers, as well as provide residential, employment, shopping and local service opportunities”

The AFDPA presents an extraordinary opportunity to further energize the strategic portion of the ASU campus generally located between downtown Tempe and the Lake with integrated employment, educational, residential, commercial, recreational and entertainment uses that will complement the mix of uses within downtown Tempe, on the ASU campus and along the Lake, while further establishing an environment which truly offers an opportunity to live, work, learn and play in one area.

Development within the AFDPA will feature a contemporary but very timeless design that will ensure the establishment of a recognizable, attractive and usable neighborhood district for generations to come. Building design controls applicable to the AFDPA will ensure that building massing and form express the verticality of structures without losing the desired pedestrian feel and scale along street frontages. The provision of active commercial use spaces at the street level combined with the provision of a network of community and linear open spaces throughout the AFDPA will further promote pedestrian activity and interaction in the area. The use of contrasting building forms, materials and colors will also create visual interest for employees, students, residents, guests and patrons of the AFDPA, as well as users of adjoining and nearby properties.

As reflected by the conceptual open space plan (see **Exhibit E**) included as part of the Applications packet, the AFDPA’s creative open space and landscape design will feature a network of community and linear open spaces distributed throughout the district that will offer garden-like environments for employees, students, residents, guests and patrons. The proposed landscape palette will include a variety of landscape materials with a range of accent colors to create visual interest. The selected tree species will also provide ample shade for pedestrians along street frontages throughout the AFDPA, as well as for those using one or more of the AFDPA’s community or linear open space amenity areas.

The movement of pedestrians, both on foot and on bicycle, is a major design element of the AFDPA. With the mixture of educational, employment, shopping, dining, recreational and entertainment uses to be provided within the AFDPA and the proximity of the heart of the ASU campus, downtown Tempe, the Lake and Tempe Marketplace, as well the proximity of the Rural Road / ASU light rail station, multiple bus stops and the future Tempe streetcar route, movement within the AFDPA will largely be achieved through the use of a comprehensive system of well lighted and accessible walkways and corridors along public and private streets. This pedestrian infrastructure will create an environment conducive to pedestrian travel with the primary goal of the system being to establish a seamless flow between the mix of uses, amenities and community spaces within the AFDPA, as well as adjoining pedestrian infrastructure linking the AFDPA to the surrounding area’s mix of employment, educational commercial, entertainment and recreational uses.

“Describe the use of open space, parks or green belts, and how the development separates, as well as links, residential and nonresidential components, if the proposed development incorporates a residential component. If applicable, describe how the proposed development impacts existing parks”

As reflected by the conceptual open space plan included as part of the Applications packet, the AFDPA will feature a network of community and linear open spaces distributed throughout the neighborhood district. A significant amount of amenities will be provided within these spaces for community use. Furthermore, residential development within the AFDPA will be required to provide both outdoor and indoor amenity spaces for resident use. Such amenities may include pools, spas, lounging areas, open space courtyards, fitness centers and clubhouses. In consideration of the significant amount of open space and amenities to be provided throughout the AFDPA and the Lake area already being planned for intensification, the Project is anticipated to have a very negligible impact on existing parks, if any impact at all.

“Describe the proposed development in terms of supporting regional and local transit objectives for arterial streets; implementing the goals and objectives of the transit plan; describe the internal street system in terms of supporting the above goals and objectives and incorporating uniquely designed transit facilities along the arterial streets”

The southwest area of the AFDPA is located along the Veterans Way light rail corridor and is within approximately 370 feet of the Rural Road / ASU light rail station and multiple bus stops at the intersection of Rural and Terrace Roads. The areas of the AFDPA along Rio Salado Parkway are located along the alignment for the future Tempe Streetcar. In part, the extension of the Streetcar down Rio Salado Parkway was based on planning for the AFD. The redevelopment of the AFDPA as a mixed-use, high-density urban neighborhood will further encourage the use of multi-modal circulation options along both the light rail corridor and future Tempe Streetcar line, as well as increase transit ridership at the noted light rail station and bus stops. Furthermore, the movement of pedestrians, both on foot and on bicycle, will be major design element of the AFDPA. The goal of this design is to establish a seamless flow between the mix of uses and community and linear open spaces within the AFDPA, as well as the heart of the ASU Campus, the Lake, downtown Tempe, Tempe Marketplace and nearby public transit.

“Describe the proposed amendment in terms of effects on the school districts (enrollments and facilities)”

As mentioned above, the proposed amendments are limited to approximately seven percent of the land area within the AFDPA and approximately 200 acres within the AFDPA are already designated for high-density residential development. Furthermore, residential development within the AFDPA is largely intended to appeal young professionals seeking housing opportunities within a mixed-use development setting. Therefore, the impact of the development of the AFDPA on school districts is anticipated to be negligible.

“Identify additional quality of life components of the proposal in the criteria to justify a General Plan Amendment”

The development of a mixed-use, urban neighborhood within the AFDPA will yield a higher quality of life and experience at this strategic and mixed-use location. As discussed above, a mixed-use and high-density design approach yields greater overall building efficiencies resulting in the ability to afford a higher price point in building materials and finishes that can be delivered more economically to users and residents of the AFDPA. A mixed-use, high-density approach also allows for a far more upscale experience, including structured parking a greater number and variety of amenities, including the provision of open space and public plazas. Furthermore, a mixed-use neighborhood design approach, such as the Project, will improve quality of life by providing active uses at the ground level that will significantly enhance interaction with street frontages and public spaces throughout the APDPA.

Mitigation of Potentially Negative Influences

The redevelopment of the AFDPA is not anticipated to have any negative impacts on the surrounding area. The AFDPA is generally surrounded by the heart of the ASU campus and downtown Tempe to the southwest and west, Tempe Town Lake to the north, the Tempe Marketplace commercial center to the east, and Arizona Public Service’s Ocotillo power plant to the southeast. The ASU campus, downtown Tempe, the Lake and Tempe Marketplace are all mixed-use, intense, high-density and/or active use areas. The redevelopment of the AFDPA, which will further promote a sustainable concept of living, staying, working, learning, dining, shopping and playing in the greater downtown Tempe area, as well as along the Lake, is representative of and consistent with emerging development patterns in downtown Tempe and along the Lake. As discussed in the above area context section, the development of a world-class urban neighborhood is appropriate in the context of the existing and planned educational, commercial, employment, residential, recreational and transportation uses surrounding the AFDPA. Lastly, as specific development proposals are brought forward for consideration, an professional traffic analysis will be conducted to review any additional traffic impact of the new developments.

General Plan 2040 Elements Analysis

Land Use Element

Land Use Goal:

- “Foster quality development through land use that provides sustainable growth and enhances the quality of life where people live, learn, work and play”

Land Use Objectives:

- “Establish development of multiple hubs with higher density cores serving the surrounding neighborhoods as its mixed-use urban activity center”
- “Promote land use patterns that encourage long-term sustainability”
- “Encourage a balanced community with a diversity of uses and employment opportunities”

Land Use Strategies:

- “Intensify higher density mixed-use redevelopment within hubs”
- “Utilize parks, plazas and other amenities within the hubs for urban open space”
- “Develop sustainable land uses in development patterns that include open space, facilitate pedestrian travel and access to transit”
- “Ensure mixed-use development produces a mix of land uses”
- “Balance the community with a range of housing types such as multifamily housing, live-work spaces, accessory dwelling units, detached and attached single family”
- “Create mixed-use development patterns that increase pedestrian travel and connection to transit”
- “Encourage appropriate mix of land uses, building orientation, parking supply and location and access to transit to increase pedestrian travel in and around neighborhoods”
- “Locate future development on:
 - Infill sites,
 - Sites with current or anticipated infrastructure capacity for additional development,
 - Sites adjacent or with access to existing street connectivity,
 - Sites near transit with a high level of transit service, and
 - Sites convenient to neighborhood commercial uses”

Land Use Analysis:

The AFDPA’s location is an appropriate area for reinvestment and redevelopment. The AFDPA is within a high-profile mixed-use environment generally located between downtown Tempe, the heart of the ASU campus, the Lake and Tempe Marketplace. The redevelopment of the AFDPA as a world-class urban neighborhood will provide needed high-quality and modern commercial office space, retail stores, restaurants, hotels, entertainment venues and urban housing interconnected by a vibrant network of sidewalks, bicycle paths and urban open spaces. The provision of the noted private uses combined with the provision of ASU and ASU related uses will diversify the mix of employment, urban housing and entertainment options within a true mixed-use neighborhood as intended by the General Plan for this area. In addition, the development of the multi-family residential product will provide professionals with exciting new housing options within walking distance of ASU, downtown Tempe, the Lake, the Valley Metro light rail line, the future Tempe Streetcar and Tempe Marketplace. Residents, employees, students, guests and patrons of the AFDPA will also be able to easily access the various uses, including employment, educational and entertainment uses, that are accessible throughout Tempe and the Valley via the public transportation, streets and freeways network.

The Project represents an opportunity to improve a strategic portion of the ASU campus generally located within the high-profile mixed-use environment between downtown Tempe, the heart of the ASU campus, the Lake and Tempe Marketplace. Considering its noted location, the proximity of the Rural Road / ASU light rail station, and its location along the alignment for the future Tempe Streetcar, the AFDPA is currently underutilized. Currently, the AFDPA accommodates approximately 18 acres of largely unimproved property owned by ASU, ASU surface parking lots totaling approximately 25 acres in size, ASU’s Karsten golf course (approximately 153 acres), Packard Drive parking garage, Sun Angel track and field stadium, Whiteman tennis center, Verde Dickey Dome indoor football practice facility, Kajikawa football

practice fields, Farrington softball stadium, Sun Devil soccer stadium, and ASU's band practice field. The AFDPA's location also provides an opportunity to make a significant statement between the Lake and downtown Tempe with the introduction of a high-quality, mixed-use neighborhood district representative of the ongoing private and public investment occurring in downtown Tempe, along the Lake and throughout Tempe.

The Project represents a significant investment in and redevelopment of a high-profile but underutilized portion of the ASU campus. The AFD presents an extraordinary opportunity to provide transformative mixed-use, urban development through its commercial real estate project. At the same time, the redevelopment of the AFDPA will provide a vibrant, mixed-use urban neighborhood home to office, commercial, residential, recreational, educational and entertainment uses and open space amenities that will serve both the Tempe community and ASU for generations.

The Project is proposed for an underutilized infill area that 1) has infrastructure capacity for additional development; 2) has immediate access to public transit, vehicular access to Rural Road, Rio Salado Parkway, McClintock and University Drives and Veterans Way; and, 3) is located in proximity to educational, employment, commercial and recreational uses. The amendment will accommodate the development of an aesthetically pleasing mixed-use urban neighborhood that will provide a mixture of high-quality commercial office space, retail stores, restaurants, hotels, urban housing and entertainment venues along with ASU and ASU related uses all interconnected by a vibrant network of sidewalks, bicycle paths and urban open spaces. The provision of the noted uses will diversify the mix of employment, education, urban housing and entertainment options within a true mixed-use neighborhood where there is opportunity to live, work, learn and play in one area.

Community Design Element

Community Design Goal:

- “Promote design and development standards that improve the community’s visual quality, urban form, and functionality to enhance the quality of life for future generations”

Community Design Objectives:

- “Create recognizable and ‘usable’ places”
- “Encourage mixed-use designs”
- “Encourage and enhance pedestrian movement”
- “Provide opportunities for interaction and observation”
- “Promote sustainable concepts”
- “Utilize the built environment to promote a healthy community and encourage active lifestyles”

Community Design Analysis:

Development within the AFDPA will feature a contemporary but timeless design theme that will ensure the establishment of a recognizable and usable place. Design features such as varying building forms, materials, and colors will reduce the bulk and scale of the development while maintaining a significant urban presence along street frontages at the same time. In addition, buildings will be designed to engage adjoining street frontages. The common goal of these design

features in combination with the provision of ample landscaping is to establish an active, recognizable, pedestrian friendly and inviting street frontages throughout the AFDPA that are conducive to a mixed-use, urban neighborhood setting.

The redevelopment of the AFDPA will enhance the quality of life for future generations by further energizing a high-profile mixed-use area with high-quality and modern commercial office space, retail stores, restaurants, hotels, urban housing and entertainment venues that will complement both the Site's existing educational uses and the surrounding area's educational, commercial, employment and recreational uses. As a result, the Project will further establish a true mixed-use environment between downtown Tempe and the Lake that will offer an opportunity to live, work and play in one area.

The provision of active use spaces along street frontages throughout the AFDPA combined with a network of community and linear open spaces linked to the Lake will provide more than ample opportunities for interaction and observation. The Project's pedestrian linkages to nearby transit facilities will also encourage active and healthy lifestyles.

General Plan 2040 Community Design Principles Analysis:

Image / Identity & Culture / Heritage Principles:

A guiding development principle for the AFD is to ensure that the AFD has visual prominence and a distinct urban identity within downtown Tempe and the region. Furthermore, design controls proposed for the AFD will foster an authentic, contemporary design aesthetic that embodies the Sonoran Desert. The materials, colors, textures utilized throughout the AFD will also largely be indigenous and cognizant of the area's unique climate and landscape.

Building Heights & Views Principles:

The AFD will accommodate buildings of varying heights. The referenced height plan also ensures that buildings of the greatest height will be concentrated within designated areas throughout the AFD. The provision of buildings of varying heights combined with the linear parks depicted on the conceptual open space plan (see **Exhibit E**) will provide view corridors throughout the AFD.

Pedestrian Realm Principle:

A guiding development principle for the AFDPA is to provide a vibrant public realm and introduce new spaces/places/programs to support events and foster social interaction among residents, workers, the ASU community, and visitor groups that unites the AFD as a unique place. While automobiles will be accommodated, another guiding principle for the AFD is to create an exceptional place with world-class streets designed for people travelling in all modes.

Vitality / Sustainability Principle:

The redevelopment of the AFDPA will promote environmental design excellence through public realm design, water management, environmental restoration, and energy reduction policies.

Human Interest:

By integrating residential, commercial, retail, and civic/community uses to create a vibrant, full spectrum live-work-play-innovate environment, the AFD will be a community within a City that is “by, for and about people”. Furthermore, buildings within the AFDPA will be encouraged to use a variety of appropriate colors and materials that will create interest and a unique and vibrant neighborhood.

Quality vs. Quantity:

The redevelopment of the AFDPA, in accordance with the proposed design and building controls, will result in aesthetically pleasing mixed-use urban neighborhood that will provide high-quality commercial office space, retail stores, restaurants, hotels and urban housing along with ASU and ASU related uses all interconnected by a vibrant network of sidewalks, bicycle paths and urban open spaces.

Creativity vs. Conformity:

The AFD is characterized as five distinct yet fully integrated neighborhoods. Each neighborhood, while contributing to the overall vision for the AFD, will celebrate the assets of its community context by introducing an urban form and public amenities that provide a distinctive, creative and unique neighborhood identity.

Connections:

As reflected by the conceptual street network plan (see **Exhibit F**), the development of the AFD will enhance circulation networks by extending and connecting streets to develop a more robust network, increasing access and safety while reducing traffic congestion. The development of the AFD will also leverage the adjacent Valley Metro light rail transit stop to both enhance mobility and connections, as well as to establish a distinctive urban character for the AFD. Another guiding development principle for the AFDPA is to create and connect landscapes within the AFD and to the community/campus context as an integrated network of parks and natural areas with significant opportunities for recreation and programming.

Accessibility Goal:

- “Instill solutions for community needs through universal designs that provide universal access and benefit through accessible public and private facilities, services and programs”

Accessibility Objectives:

- “Create adaptive environments that can meet current and future needs of the community”
- “Where possible, create multi-user access”

Accessibility Analysis:

Development within the AFDPA will comply with all Americans with Disabilities Act (ADA) accessibility guidelines for buildings and structures. Further review of this provision will occur during the plan review and building permit stages of development.

Historic Preservation Element

There are not any historic buildings or structures located with the AFDPA. The Site is also not located within a cultural resource area. The predominant investment within the AFDPA will be new construction.

A portion of the AFDPA is located within an archeological sensitive area. Applicable state and federal laws pertaining to the discovery of the artifacts during site excavation will be followed. The Arizona State Historical Museum will be contacted for removal and repatriation of items when a discovery is made.

Neighborhood Preservation and Revitalization Element

Neighborhood Preservation and Revitalization Goals:

- “Strengthen community by encouraging residents to engage in their neighborhoods”
- “Enhance neighborhoods with community-inspired solutions, ultimately serving to improve the quality of life”

Neighborhood Preservation and Revitalization Objectives:

- “Promote neighborhood maintenance and enhancement”
- “Promote a healthy and safe neighborhood environment”

Neighborhood Preservation and Revitalization Analysis:

It is important to both Catellus and ASU to be a good neighbor. The approval of the Request will accommodate a mixed-use, urban neighborhood development requiring substantial investment on underutilized infill properties that will further promote neighborhood enhancement and maintenance, as well as a healthy and safe environment. The redevelopment of the AFDPA will also add residents, employees, guests and patrons, as well as additional students, to the area of the ASU campus generally located between downtown Tempe and the Lake that will both enhance the area’s sense of community, as well as provide additional demand for the AFDPA’s planned commercial uses.

Redevelopment Element

Redevelopment Objectives:

- “Encourage reinvestment, rehabilitation, redevelopment or reuse”
- “Attract new development that adds to urban livability”

Redevelopment Strategy:

- “Utilize public/private partnerships and government programs to facilitate development and activities”

Redevelopment Analysis:

As discussed above and considering its location between downtown Tempe and the Lake and its proximity to the heart of ASU campus, as well as its general proximity to downtown Tempe, the AFDPA is currently underutilized. The addition of high-quality and modern housing units and

employment spaces, the provision of active commercial use spaces designed to engage street frontages, and the provision of an interconnected network of community and linear open spaces throughout the district combined with the AFDPA’s proximity to the heart of the ASU campus, downtown Tempe, the Lake, Tempe Marketplace and public transit facilities will significantly enhance the “urban livability” of this area. The approval of the Request will accommodate new development requiring substantial investment on an underutilized portion of the ASU campus partially located within and adjoining the University/Hayden Butte Redevelopment Area (the “U/HBRA”).

The AFDPA represents a substantial reinvestment in the Stadium District, Rio Salado and Rail Corridor Growth Areas (the “SDGA”, “RSGA” and “RCGA”). The redevelopment of the AFDPA will enhance an underutilized portion of the ASU campus through private and public investments in a viable mixed-use, urban neighborhood development that will provide additional employment, learning, living, shopping, dining, recreational and entertainment opportunities that will further foster an enjoyable living, learning, working and playing environment within the SDGA, RSGA, RCGA and the U/HBRA.

The Project represents a significant investment in and redevelopment of a high-profile but underutilized portion of the ASU campus. The AFD presents an extraordinary opportunity to provide transformative mixed-use, urban development through its commercial real estate project. At the same time, the redevelopment of the AFDPA will provide a vibrant, mixed-use urban neighborhood home to office, commercial, residential, recreational, educational and entertainment uses and open space amenities that will serve both the Tempe community and ASU for generations.

The intent of the Applications is to create a world-class urban neighborhood that leverages its strategic and unique location at the intersection of ASU, downtown Tempe and the Lake through the provision of a mix of high-quality commercial office space, retail stores, restaurants, hotels, urban housing and entertainment venues interconnected by a vibrant network of sidewalks, bicycle paths and urban open spaces. This world-class urban neighborhood will provide exciting new employment, housing, shopping, dining and entertainment options in proximity to the heart of the ASU campus, downtown Tempe and the Lake, while creating a stable, long-term revenue stream for ASU intercollegiate athletics at the same time. The provision of the noted uses combined with ASU and ASU related uses will diversify the mix of employment, education, urban housing and entertainment options within a true a mixed-use neighborhood. Furthermore, the AFDPA represents an opportunity to facilitate a public/private partnership that will result in the redevelopment of approximately 276 acres between the Lake and downtown Tempe with the introduction of a high-quality, mixed-use urban neighborhood district that is representative of the ongoing private and public investment occurring in downtown Tempe, along the Lake and throughout Tempe.

Housing Element

Housing Goal:

- “Provide diverse housing opportunities for current and future residents, for all income levels and household types.....”

Housing Objectives:

- “Encourage mixed-income housing developments and neighborhoods”
- “Encourage development of needed housing in close proximity to transit, employment and services”
-

Housing Analysis:

The redevelopment of the AFDPA will achieve the objective of providing new infill housing product in proximity to employment and educational opportunities, commercial services and transit that will assist Tempe in meeting residential demands.

The redevelopment of the AFDPA will yield a variety of unit types and plans attractive to professionals at a mix of income levels. In addition, as a reflection of housing within the AFDPA being intended for professionals, purpose-built student housing is not a planned development component.

Economic Development Element

Economic Development Goal:

- “Stimulate a sustainable, diversified and vibrant economy and job force”

Economic Development Objectives:

- “Develop an increased tax base”
- “Promote a sustained improvement in the standard of living and quality of life for all residents”

Economic Development Analysis:

The redevelopment of the AFDPA will create a world-class urban neighborhood through the provision of a mix of high-quality commercial office space, retail stores, restaurants, hotels, urban housing and entertainment venues interconnected by a vibrant network of sidewalks, bicycle paths and urban open spaces. The provision of the noted private uses combined with the provision of ASU and ASU related uses will diversify the mix of employment, urban housing and entertainment options within a true a mixed-use area. The proximity of high-quality, modern housing opportunities will appeal strongly to professionals seeking housing within an urban neighborhood setting providing immediate proximity to work, school, shopping, restaurants, recreational amenities, entertainment, and public transit options. The urban infill living experience offers an important distinction to its residents – the maximization of “down time” with an upscale living experience. The provision of residential units within the AFDPA will also enhance demand for additional commercial services along the Lake, the future Tempe Streetcar line and the light rail corridor, which in return will increase the City’s tax base. It is also anticipated that the redevelopment of the AFDPA will encourage additional investment on nearby properties.

It is anticipated that the redevelopment of the AFDPA will add 20,000 to 25,000 jobs to the City’s employment base. The new employment opportunities, of which the majority are anticipated to provide compensation above the median income level, will be largely consist of a range of retail, hospitality and executive positions. Also, while ASU may develop its own

buildings within the AFDPA in the future, it is anticipated that development, with the potential exception of civic/community use opportunities, will be private at this time.

Growth Area Element

The AFDPA is located within the ASU Stadium District and Rio Salado Growth Areas.

ASU Stadium District Growth Area Goal:

- “Facilitate development of a lively, mixed use district that complements the campus and community”

ASU Stadium District Growth Area Objectives:

- “Integrate comprehensive stadium district and municipal planning efforts”

ASU Stadium District Growth Area Strategies

- “Develop guidelines for private development within the District”
- “Utilize urban open space to replenish green spaces lost within Stadium District development”

Rio Salado Growth Area Goal:

- “Develop a regional destination for employment, residents, cultural amenities and recreational opportunities”

Rio Salado Growth Area Objectives:

- “Attract distinct development to Rio Salado”
- “Position Town Lake to obtain a maximum return on investment and be fiscally sustainable for the City of Tempe”

Rio Salado Growth Area Strategy:

- “Encourage vertical mixed-use development to maximize land use within the urban core”

ASU Stadium District and Rio Salado Growth Areas Analysis:

The goal for the redevelopment of the AFDPA is to promote a sustainable concept of living, working, learning, staying, dining, shopping and playing in one area that will serve as an asset for both the Tempe community and ASU. Projects within the District will be subject to specific design criteria which will establish design elements for private development within the AFDPA. These design criteria will ensure high-quality, modern and appropriately scaled development. Specifically, building design controls applicable to the AFDPA will also ensure that building massing and form express the verticality of structures without losing the desired pedestrian feel and scale along street frontages. The use of contrasting building forms, materials and colors will create visual interest for employees, students, residents, guests and patrons of the AFDPA. The provision of active commercial use spaces at the street level combined with the provision of a network of community and linear open spaces throughout the AFDPA will promote desired pedestrian activity and interaction in the area. And, existing green spaces within the AFDPA’s will be replenished by a network of community and linear open spaces distributed throughout the district.

The intent of the Applications is to create a world-class, mixed-use urban neighborhood that leverages its strategic and unique location along the Lake through the provision of a mix of high-quality commercial office space, retail stores, restaurants, hotels, urban housing and entertainment venues interconnected by a vibrant network of sidewalks, bicycle paths and urban open spaces. The attraction of distinct, high-quality and modern private sector development, including vertical mixed-use development, to the AFDPA will further position the Lake to be fiscally sustainable and for Tempe to obtain a maximum return on its investment. The development of vertical mixed-use structures within the AFDPA, as envisioned, will also maximize the use of urban land generally located between downtown Tempe and the Lake.

Cost of Development Element

Cost of Development Goal:

- “Ensure funding availability for growth and maintenance of all planned development, both public and private”

Cost of Development Objectives:

- “Encourage development that does not exceed planned infrastructure or service capacity”
- “Ensure that land use intensification or redevelopment provide for necessary infrastructure or service capacity”

Cost of Development Analysis:

The Request, if approved, will allow for the development of a mixed-use, urban neighborhood that will use infrastructure systems that have been upgraded to support the development of the AFD and the planned intensification of the Lake area. The infrastructure systems, including roadways and wet and dry utilities, are of sufficient capacity to support mixed-use and high-density residential development within the AFDPA. As discussed above, the redevelopment of the AFDPA represents an opportunity to improve an underutilized portion of the ASU campus located between downtown Tempe, the heart of the ASU campus, the Lake and Tempe Marketplace with the introduction of a world-class urban neighborhood that will accommodate a mixture of top-tier uses representative of the ongoing private and public investment occurring throughout Tempe, and that will provide substantial benefits to both the Tempe community and ASU.

As discussed above, developers of non-ASU and non-ASU related use buildings within the AFDPA will be required to process engineering plans with the City. All required drawings, information (e.g. infrastructure analysis), and fees for review of engineering plans and issuance of applicable permits, as established by the City, will apply to the development of non-ASU and non-ASU related use buildings within the AFDPA.

Circulation System

Circulation System-Wide Goal:

- “Develop an effective multi-modal transportation system integrated with sound land use planning, thereby creating safe, efficient and accessible mobility for persons, goods and commerce within the City and region”

Circulation System Objective:

- “Develop a functional relationship between the diverse land uses in Tempe and the transportation system that serves them”

Circulation System Strategy:

- “Enhance circulation connecting activity centers and their high density hubs and develop land uses that support the ability to provide multi-modal circulation options”

Circulation System Analysis:

The AFDPA is located along the light-rail line and is within approximately 370 feet of the Rural Road / ASU light station, as well as multiple bus stops, near the intersection of Rural and Terrace Roads. The AFDPA is also located along the Rio Salado Parkway alignment for the future Tempe Streetcar and is within walking and biking distance of the heart ASU campus. The redevelopment of the AFDPA as a mixed-use, high-density urban neighborhood will further encourage the use of multi-modal circulation options along both the light rail corridor and future Tempe Streetcar line, as well as increase transit ridership at the noted light rail station and bus stops. The redevelopment of the AFDPA will also enhance pedestrian and bike connections to the Lake.

Pedestrian and Bikeway Element

Pedestrian Network Goal:

- “Develop safe, comfortable walking environments and pedestrian connections to encourage pedestrian travel”

Bikeways Goal:

- “Expand and enhance bicycle travel within the City”

Pedestrian Network Objective:

- “Provide convenient and safe pedestrian access to destinations to promote neighborhood sustainability”

Bikeways Objective:

- “Provide safe and convenient access between neighborhoods and schools, parks, shopping, transit, employment, and other destinations”

Pedestrian Network Strategies:

- “Encourage development patterns and site configurations that maximize pedestrian access and circulation”
- “Encourage planning that provides a diversity of land uses (employment, shopping, businesses, services, parks, schools) within a 20-minute walk for all Tempe residents”
- “Improve shading on all pedestrian paths to encourage pedestrian use”

Pedestrian Network and Bikeways Analysis:

The movement of pedestrians, both on foot and on bicycle, is a major design element of the AFDPA. With the mixture of educational, employment, shopping, dining, recreational and entertainment uses to be provided within the AFDPA and the proximity of the heart of the ASU campus, downtown Tempe, the Lake and Tempe Marketplace, as well the proximity of the Rural Road / ASU light rail station, multiple bus stops and the future Tempe Streetcar route, movement within the AFDPA will largely be achieved through the use of a comprehensive system of well lighted and accessible walkways and corridors along public and private streets. This pedestrian infrastructure will create an environment conducive to pedestrian travel with the primary goal of the system being to establish a seamless flow between the mix of uses, amenities and community spaces within the AFDPA, as well as adjoining pedestrian infrastructure linking the AFDPA to the surrounding area's mix of employment, educational, commercial, entertainment and recreational uses. Trees and furnishings will be provided along pedestrian walkways and corridors to both create a comfortable pedestrian environment and to facilitate pedestrian movements.

As reflected by Figure 1 (Pedestrian and Bike Network) within Chapter 7 of General Plan 2040, the segment of Sixth Street running through the AFDPA is identified as a green street. In general, green or complete streets are intended to minimize environmental impacts and to be safe for everyone, regardless of age, ability or mode of transportation. The provision of employment, residential, educational, hospitality and/or commercial uses combined with linear open space along Sixth Street will provide additional pedestrians and bicyclists to utilize an oversized public walkway and bicycle lanes along Terrace Road. Furthermore, as the AFDPA's street network is built-out, additional bike lanes will be provided throughout the district.

Transit Element

Transit Goal:

- “Coordinate and produce efficient, safe, convenient and interconnected transit options to increase ridership”

Transit Objective:

- “Increase transit modes and services that support ridership increases and an expanded transit mode share”

Transit Analysis:

As mentioned above, the AFDPA is located along the Veterans Way light rail corridor and is within approximately 370 feet of the Rural Road / ASU light rail station and multiple bus stops at the intersection of Rural and Terrace Roads. The area of the AFDPA along Rio Salado Parkway is located along the alignment for the future Tempe Streetcar. In part, the extension of the Streetcar down Rio Salado Parkway was based on planning for the AFD. The redevelopment of the AFDPA as a mixed-use, high-density urban neighborhood will further encourage the use of multi-modal circulation options along both the light rail corridor and future Tempe Streetcar line, as well as increase transit ridership at the noted light rail station and bus stops.

Travelways Element

Travelways Network Goal:

- “Encourage redevelopment of the street network that balances the needs for various types of travelers and more fully serves all modes of transportation safely and efficiently”

Travelways Network Strategies:

- “Increase street tree plantings and landscaping.....to facilitate pedestrian and bicycle usage”
- “Develop and implement projects that offer and promote alternative transportation choices (such as walking, bicycling, transit) within the street network projects”

Travelways Analysis:

Future employees, residents, students, patrons and guests of the AFDPA will benefit from being able to use multiple modes of transportation (sidewalks, public transit, streets and linear open spaces) to easily access the various uses and amenities within the district, surrounding educational, commercial and employment uses, and the Loop 202, U.S. 60 and Loop 101 freeways from the road system. Employees, residents, students, patrons and guests Residents of the AFDPA will be encouraged to utilize the multitude of transit options available.

The redevelopment of the AFDPA will mitigate heat and glare conditions along street frontages by providing significant landscaping improvements along Rio Salado Parkway, Rural Road, McClintock and University Drives and private streets throughout the district. Landscaping improvements will also be provided within and/or along the perimeter of the interconnected network of community and linear open spaces distributed throughout the AFDPA. The noted landscape improvements will provide appropriate shade trees along street frontages and along and within open spaces and amenity areas that will provide shade to encourage and facilitate pedestrian movements.

Parking and Access Management Element

Parking and Access Management Goal

- “Incorporate parking and access management strategies that influence travel behavior and reduce congestion on busy streets”

Parking and Access Management Objectives

- “Promote a balanced and sustainable community access strategy”
- “Ensure neighborhoods are not adversely impacted by parking issues”
- “Integrate urban design principles relative to parking facility design and land use policies with transportation and parking needs”

Parking and Access Management Strategy

- “Support automobile, transit, bicycle, and pedestrian goals through the parking management program”

Parking and Access Management Analysis

As specific development proposals within the AFDPA are brought forward for consideration, a professional analysis will be conducted to review any traffic impact of additional development. Furthermore, design aspirations for the AFDPA include promoting sustainable systems, services and lifestyles that reduce dependence on automobiles through shared resources, public amenities, and pedestrian, bicycle and transit accessibility. And, employees, residents, students, guests and patrons of the AFDPA will be encouraged to use alternative modes of transportation.

The development of the AFD will leverage the adjacent Valley Metro light rail transit stop, as well as the future streetcar alignment, to enhance mobility and will provide complete streets designed for people travelling in all modes. The AFD's planned pedestrian and bicycle network will both build on the strength of ASU's and Tempe's existing bicycle facilities and pedestrian infrastructure, including the trail system, and connect key destinations and amenities within the AFD.

Aviation Element

The Aviation Element is municipal in nature and is not applicable to the Request.

Conservation Element – Energy Resources, Land Remediation and Wildlife Habitat and Floodplain Management

Energy Resources Goal:

- “Increase energy efficiency and renewable energy to sustain economic growth, social equity and environmental preservation”

Energy Resources Objective:

- “Encourage energy and resource conservation as part of all development”

Energy Resources Strategies:

- “Include energy and resource conservation as a part of all housing development to creating housing that is affordable to maintain and operate”
- “Reduce the urban heat island, improve air quality and promote walking and bicycling by shading hard surfaces, such as sidewalks, bike lanes, parking lots and streets”

Energy Resources Analysis:

Catellus strongly believes in the incorporation of environmentally responsible design practices into its projects. For this reason, Catellus will engage in green buildings practices and pursue LEED elements for development within the AFDPA. In addition, redevelopment of the AFDPA will follow ASU's commitment to sustainability, as development projects within the district will utilize innovative solutions from other projects across the United States and the newest thinking from organizations and consultants who specialize in sustainable planning. Key objectives for the AFD include:

- creating an urban environment that is heat island neutral and that will reduce energy costs;

- developing synergies between the public realm and buildings to create micro-climates that reduce energy costs;
- incorporating water sensitive urban design strategies such as water harvesting/recycling and implementation of a native drought tolerant landscape; and,
- integrating solar energy systems that will produce net-positive energy that feeds back into the grid

Land Remediation

The goals, objectives and strategies related to land remediation pertain to achieving the best land uses for sites with environmental contamination. If any land within the AFDPA is found to be contaminated, appropriate measures will be taken to achieve remediation.

Solid Waste and Recycling Goal:

- “To reduce the amount of trash and hazardous waste generated through an integrated solid waste managed approach”

Solid Waste and Recycling Objective:

- “Reduce the amount of solid and hazardous waste sent to landfills”

Solid Waste and Recycling Strategy:

- “Provide recycling services to all residential areas, both single and multi-family”

Solid Waste and Recycling Analysis:

Both Catellus and ASU will strongly encourage employers, employees, residents, students, guests and patrons within the AFDPA to recycle to the maximum extent feasible.

Wildlife Habitat Management

As reflected by Figure 1 of the Conservation Chapter of General Plan 2040, the AFDPA adjoins the wildlife habitat management area along Tempe Town Lake.

Wildlife Habitat Management Objectives:

- “Encourage and promote the use of native plants that attract and support urban wildlife”
- “Encourage the use of native plant species to benefit wildlife”
- “Encourage recreational use in appropriate areas”
- “Provide access for wildlife migration to lake edge and river bottom”

Wildlife Habitat Management Analysis:

As reflected by the conceptual open space plans (see **Exhibit E**), a neighborhood park is planned for a portion the AFD’s lakefront. This lakefront park, which will encourage recreational use in appropriate area, combined with the provision of multiple linear parks connecting to the lakefront and the maintenance of the APS easement along McClintock Drive will ensure access for wildlife migration. Furthermore, drought tolerant native plant species that attract and support urban wildlife will be planted throughout the AFD.

Floodplain Management

As reflected by Figure 2 of the Conservation Chapter of General Plan 2040, the AFDPA is not located within the 100-year floodplain.

Environmental Planning Element – Air Quality Improvement, Noise Reduction and Ambient Temperature

Environmental Planning Goals:

- “Improve regional air quality through regulatory compliance, policies and programs that minimize air pollution”
- “Minimize heat island impacts to maintain a comfortable year-round outdoor environment and reduce energy consumption”

Environment Planning Objectives:

- “Meet or exceed air quality regulatory standards in Tempe”
- “Promote land use and building design buffers that mitigate noise”

Environmental Planning Strategies:

- “Encourage transit oriented and mixed-use development that reduces vehicle miles traveled (VMT)”
- “Incorporate landscape strategies to reduce heat reflection and massing”

Environmental Planning Analysis:

The redevelopment of the AFDPA will meet or exceed all air quality regulations. As an urban infill mixed-use and high-density neighborhood with top-tier amenities located within walking distance of educational, employment, shopping, dining uses and recreational uses, as well as the Rural Road / ASU light rail station and the future Tempe Streetcar line, movement within the AFDPA will largely be achieved through the use of an interconnected network of walkways, plazas, linear open spaces and public sidewalks. This system will significantly reduce the number of vehicle trips. In addition, an ample amount of bike parking will be provided throughout the AFDPA and employees, residents, students, guests and patrons will be encouraged to use alternative modes of transportation.

The redevelopment of the AFDPA will transform prime real estate adjacent to the heart of the ASU campus and the Lake into a world-class, mixed-use urban community. In order to facilitate the creation of world-class, mixed-use urban community, development projects within the AFDPA will be required to use high-quality building materials that will mitigate noise impacts. Development projects within the AFDPA will also be required to provide significant amounts of landscaping that will reduce heat reflection and minimize heat island effect, while encouraging pedestrian movement and outdoor recreation at the same time.

Water Resources Element - Water, Wastewater and Stormwater Facilities and Services

The Water Resources Element is largely municipal in nature and is not directly applicable to the Request. The development of the AFDPA will comply with all water, wastewater and stormwater requirements.

Open Space and Recreation Elements

Open Space Goal:

- “Provide a variety of natural and landscaped open spaces and parks that serve the diverse and changing needs of an urban community”

Open Space Objective:

- “.....identify opportunities for new open space and parks.....”

Open Space Strategy:

- “Encourage private development of open space”

Recreation Goal:

- Promote health, physical fitness, leisure, creativity and entertainment with programs serving a diverse range of abilities and interests

Recreation Objective:

- “Provide a variety of recreational opportunities that reach as many residents as possible”

Open Space and Recreation Analysis:

As reflected by the conceptual open space plan, the AFDPA is designed to provide an extensive interconnected network of community and linear open spaces throughout the district that will offer garden-like environments for employees, students, residents, guests and patrons. This network will also provide multiple linkages to the south bank of the Lake. The proposed landscape palette will include a variety of landscape materials with a range of accent colors to create visual interest. The selected tree species will also provide ample shade for pedestrians along street frontages throughout the AFDPA, as well as for those using one or more of the AFDPA’s community or linear open space amenity areas. The redevelopment of the AFDPA will also encourage an active and social lifestyle for its residents, employees, students, guest and patrons through the provision of a variety of active and passive recreational amenities.

Public Art and Cultural Amenities Element

Public Art and Cultural Amenities Goal:

- “Enhance and promote Tempe as a diverse, stimulating cultural, library and arts community where cultural amenities inspire and enrich people’s lives and experiences”

Public Art and Cultural Amenities Objective:

- “Encourage incorporation of public art into major public and private projects to enhance the city’s community character as well as the built environment”

Public Art and Cultural Amenities Analysis:

As specific development proposals are brought forward for consideration, an ongoing review will be conducted by the Professional Review Committee regarding the incorporation of public art in the AFDPA.

Public Buildings and Facilities, Municipal Court and Safety (Emergency Management) Elements

The goals and objectives of the public buildings and facilities and municipal court elements, as well as the safety element pertaining to emergency management, are not directly applicable to the Request.

Public Services Element

Human Services and Education Goal:

- “Support learning an education in Tempe”

Human Services and Education Strategies:

- “Seek opportunities to enhance the education systems in Tempe”
- “Enhance the coordination of development with ASU for infrastructure and services”

Human Services and Education Analysis:

The redevelopment of the AFDPA, which will promote a sustainable concept of living, working, *learning*, staying, dining, shopping and playing in one area, represents an opportunity to enhance education systems both on the ASU campus and within Tempe. At the same time, the proposed redevelopment of the AFDPA represents an opportunity to further enhance coordination between Tempe and ASU in regard to both infrastructure and services. The Applicant is working with the City to provide some land with the AFDPA for public safety purposes. Providing land for public safety is representative of coordination between the City and ASU in regard to infrastructure and services. And, as discussed above, coordination between the City and ASU will occur in regard to the development of public infrastructure (streets, sidewalks, utilities etc.) throughout the AFD.

Safety (Public Safety/Law Enforcement and Public Safety/Fire Operations) Element

Public Safety/Law Enforcement Goal:

- “Enhance and promote the safety of the community and suppress crime”

Public Safety/Law Enforcement Strategy:

- “Enhance proactive policing”

Public Safety/Fire Operations Objectives:

- “Prevention of fires and other emergencies through an effective fire code development and management program”
- “Prevention of fires and other emergencies through an effective fire code development and management program”

Public Safety/Fire Operations Strategy:

- “Continue to work with community members and the City with planning and redevelopment area within City to insure fire and other hazards are minimized”

Public Safety/Law Enforcement and Public Safety/Fire Operations Analysis:

If approved, the requested amendment to the General Plan 2040 projected land use and residential density maps will not compromise public safety. The proposed redevelopment will provide an opportunity to significantly enhance public safety, including compliance with Crime Prevention through Environment Design (CPTED) Guidelines. Development within the AFDPA will also comply with all applicable fire and building safety codes.

Conclusion

The redevelopment of the AFDPA will create a world-class urban neighborhood that leverages its strategic and unique location at the intersection of ASU, downtown Tempe and the Lake through the provision of a mix of high-quality commercial office space, retail stores, restaurants, hotels, urban housing and entertainment venues interconnected by a vibrant network of sidewalks, bicycle paths and urban open spaces. The provision of these uses combined with the provision of ASU and ASU related uses will diversify the mix of employment, urban housing and entertainment options within a true a mixed-use area, as envisioned by the General Plan. The requested mixed-use and high-density designations are appropriate for the predominantly mixed-use and high-density residential area and will further establish the mix of employment, commercial, residential, educational, recreational and entertainment uses intended for the AFDPA, as well serve as a catalyst for future development opportunities that will continue to enhance the urban development environment and experience envisioned by the City for the area. We look forward to discussing the Request with you in the near future and respectfully request your support.

ASU ATHLETIC FACILITIES DISTRICT PLANNING AREA

Zoning Map Amendment

Applicant's Letter of Explanation

Catellus Development Corporation (the “Applicant” or “Catellus”), respectfully submits these applications to facilitate the redevelopment of approximately 276 acres of property owned by Arizona State University (“ASU”) and generally bounded by Sun Devil Stadium, Veterans Way, University Drive, McClintock Drive and Tempe Town Lake (the “Lake”) in Tempe, Arizona (the “Site”). See **Exhibit A** for an aerial photograph of the Site and surrounding area.

The ASU Athletic Facilities District and Planning Area

Created by state legislation in 2010, the Site includes the athletic facilities district (the “AFD”), which will be redeveloped in phases over the next 20 years, is both a real estate development opportunity for the community and an innovative funding mechanism for ASU athletic facilities. The AFD planning area (the “AFDPA”) will create opportunities for transformative development within Tempe through its commercial real estate project while generating annual payments to support ASU athletic facilities. The redevelopment of the AFDPA will transform prime real estate adjacent to ASU and the Lake into a world-class, mixed-use urban community combined with NCAA-quality athletic fields and facilities that will serve both the community and ASU for generations to come.

For the community, the AFDPA will be a vibrant, mixed-use urban development that is home to office, retail, residential, recreation and entertainment projects. Private developers from around the world will have the opportunity to propose their ideas, and real estate brokers will be invited to introduce this opportunity to their worldwide clients. Development within the AFDPA will establish a standard for high-quality, sustainable development that contributes to the community.

ASU’s charter calls upon the university to assume “fundamental responsibility for the economic, social, cultural and overall health of the communities it serves.” The institution’s design aspirations direct its leaders to leverage its place by embracing its physical setting; be socially embedded by connecting with communities through partnerships; and transform society by catalyzing social change. This transformation of ASU’s land assets, including the transformation of the AFDPA into a world-class urban community, is the embodiment of these objectives.

Catellus Development Corporation

Headquartered in Oakland, California with offices in New York, New York, Austin, Texas and Newport Beach, California, Catellus is a national leader in mixed-use development and solving some of America’s most complex land challenges. With nearly 30 years of experience as a master developer, Catellus has transformed former airports, military bases and urban industrial sites into thriving retail, residential and commercial communities. Catellus also excels at executing the retail and office components of these complex projects, often serving as the vertical developer. As master developer, Catellus creates places that thrive in their urban locations and attract some of the nation’s top tenants and builders. Anchored by corporate headquarter facilities, hospitals, universities and other service organizations, Catellus mixed-use developments are highly valued in the local communities they serve. Notable Catellus projects include but are not limited to:

- Mission Bay (San Francisco, California): A collaboration between the City of San Francisco and Catellus, Mission Bay is one of the most significant redevelopment projects in the United States. Mission Bay, which is comprised of 303 acres located adjacent to AT&T Park and close to SOMA and the Financial District, is a former rail yard that has emerged as a thriving waterfront mixed-use community. Mission Bay is a dense, urban mixed-use development comprised of the following: 6,000 residential units; five million square feet of commercial space anchored by UCSF Medical Center, UCSF Benioff Children's Hospital and a 43-acre bio-tech research campus for UCSF; 100,000 square feet of retail space; a 500-room hotel; a public school site; police and fire stations; and, 50 acres of park and open space.
- Prairie Glen Corporate Campus (Glenview, Illinois): Prairie Glen Corporate Campus at The Glen is a 92-acre high-end corporate business park campus with a mix of offices and flex building that is part of a 1,000-acre master-planned community created during the redevelopment of the former Glenview Naval Air Station. The public/private partnership development is situated on prime property on Chicago's North Shore, is home to corporate headquarters, and includes a 32-acre preserved prairie grassland.
- Alameda Landing (Alameda, California): Once home to the U.S. Navy's Alameda Fleet Industrial Supply Center and East Housing Area, Alameda Landing is a 218-acre site that is fast becoming a vibrant mixed-use community. Alameda Landing is comprised of office, retail and residential uses and a waterfront promenade. Specifically, the project includes 300,000 square feet of retail space, 400,000 square feet of office space, 889 housing units of housing, a 72-acre master-planned residential community containing 632 homes, an elementary school and an 11-acre park and \$90 million of new infrastructure improvements.
- Mueller (Austin, Texas): A partnership with the City of Austin, Mueller is one of the United States' most notable new urbanist communities. The 700-acre mixed-use development spans the site of the former Robert Mueller Municipal Airport and will include: 6,000 homes; 750,000 square feet of retail space including a regional retail and market district; a mixed-use town center with cinema, shops, plazas and live/work space; 4.2 million square feet of commercial space, including Class A office space; 140 acres of parks and greenways; 13 miles of hiking and biking paths and lanes and, more than \$300 million of new infrastructure improvements.
- Los Angeles Air Force Base (El Segundo, California): The United States Air Force, facing an aging facility and a surplus of land, conceived a plan to utilize a first-of-a-kind land swap with Catellus to build its new Space and Missile Systems Center. The project required an act of Congress to permit the property exchange. Once approved, the Air Force and Catellus entered into the complex and innovative office build-to-suit project, which took less than two years to complete. The mixed-use project features 545,000 square feet of office space (Space and Missile Systems Center), blast-resistant construction and advanced seismic stability measures meeting Department of Defense specifications and 905 entitled single-family residential units sold to Centex Homes and William Lyon Homes.

- Pacific Commons (Freemont, California): An 840-acre mixed-use development located in the Silicon Valley area of California, Pacific Commons includes more than 1.2 million square feet of office and light industrial space, 1.18 million square feet of retail space and extensive public art, including nine sculptures by world-class artist Aristides Demetrios. The project also included the completion of over 400 acres of engineered wetlands donated to the San Francisco Bay National Wildlife Refuge

As master developer of the AFD, Catellus' role is to work collaboratively with ASU to master plan the AFD, design and install required infrastructure, market development opportunities to the commercial real estate community and end users, and manage the AFD as it develops on behalf of ASU. With three decades of experience in transforming communities through public-private partnerships, Catellus brings the expertise, financial strength and capacity to successfully perform on its commitment to ASU and the community.

Applications

The Applicant is submitting zoning map and General Plan projected land use and residential density map amendments as part of the Applicant's application for the redevelopment of the AFDPA (the "Applications"). The General Plan Amendment requests, as well as how the redevelopment of the AFDPA supports goals and objectives of applicable elements of General Plan 2040, are discussed in detail in a separate letter of explanation included as part of the submittal package for the Applications. The purpose of the Applications is to accommodate the transformation of prime real estate adjacent to ASU and the Lake into a world-class, mixed-use urban community combined with NCAA-quality athletic fields and facilities that will serve both the community and ASU for generations to come (the "Project").

Site Area

The AFDPA consists of several parcels totaling approximately 276 acres in size. The AFDPA is generally surrounded by the heart of the ASU campus and downtown Tempe to the southwest and west, Tempe Town Lake to the north, the Tempe Marketplace commercial center to the east, and Arizona Public Service's Ocotillo power plant to the southeast. The AFDPA, which is located along the Rio Salado Parkway alignment for the future Tempe Streetcar line, is also within approximately 370 feet of the Rural Road / ASU light rail station. A full legal description is included in the submittal packet for the Applications.

Area Context

The land within the AFDPA currently accommodates approximately 18 acres of largely unimproved property owned by ASU, ASU surface parking lots totaling approximately 25 acres in size, ASU's Karsten golf course (approximately 153 acres), Packard Drive parking garage, Sun Angel track and field stadium, Whiteman tennis center, Verde Dickey Dome indoor football practice facility, Kajikawa football practice fields, Farrington softball stadium, Sun Devil soccer stadium, and ASU's band practice field. As reflected by the aerial photograph provided in **Exhibit A**, the area surrounding the Site includes a mix of educational, commercial, employment, residential, recreational and transportation uses, including but not limited to:

- the heart of the ASU campus generally located to the southwest across Veterans Way;

- downtown Tempe generally located to the west across College Avenue;
- Sun Devil Stadium and Wells Fargo Arena immediately to the west;
- Tempe Town Lake immediately to the north;
- Tempe Marketplace commercial center to the east across McClintock Drive;
- Tempe Hayden Butte to the west of Sun Devil Stadium;
- State Farm at Marina Heights mixed-use development with building heights up to 253 feet located between Rio Salado Parkway and the Lake west of Rural Road;
- the Hayden Ferry Lakeside commercial complex, including eight, 10 and 12-story mixed-use towers and nine levels of above-grade structured parking, to the northwest at the intersection of Mill Avenue and Rio Salado Parkway;
- the eight-story Edgewater and 12-story Bridgeview residential towers within Hayden Ferry Lakeside located between Rio Salado Parkway and the Lake to the north of Hayden Butte;
- the Valley Metro light rail line within the median of Veterans Way;
- the Rural Road / ASU light rail station and multiple bus stops on the west side of Rural Road and south of University Drive;
- the Tempe Transportation Center located at northeast corner of Fifth Street and College Avenue;
- the 195-foot tall University House mixed-use development located at the southeast corner of College Avenue and Veterans Way; and,
- the Playa del Norte mixed-use development, including the Ten01 apartment complex, Northshore condominiums, Aloft Tempe hotel, and Jefferson Town Lake developments, located to the north across the Lake

Catellus envisions that the Project will further promote a sustainable concept of living, staying, working, learning, dining, shopping and playing in the greater downtown Tempe area, as well as along the Lake. The Applications are also representative of emerging development patterns in downtown Tempe and along the Lake, as well as the private and public investment continuing to occur both within the downtown Tempe and along Town Lake.

Public Benefit

The Applications, if approved, will benefit the public by accommodating the redevelopment of the AFDPA as an aesthetically pleasing mixed-use urban neighborhood that will provide high-quality commercial office space, retail stores, restaurants, hotels and urban housing along with ASU and ASU related uses all interconnected by a vibrant network of sidewalks, bicycle paths and urban open spaces. The provision of the noted uses will diversify the mix of employment, education, urban housing and entertainment options within a true a mixed-use neighborhood as generally intended by General Plan 2040 for this area. At the same time, the redevelopment of the AFD will also benefit ASU and the community by creating a stable, long-term revenue stream for ASU intercollegiate athletics.

The Applications, if approved, will further energize a strategic portion of the ASU campus generally located between downtown Tempe and the Lake by further establishing the mix of employment, educational, commercial, high-density residential, recreational and entertainment uses envisioned for the development area by General Plan 2040. Furthermore, the Applications represent an opportunity to improve an underutilized portion of the ASU campus located within a high-profile, mixed-use area between downtown Tempe, the heart of the ASU campus, the Lake and Tempe Marketplace with the introduction of a world-class urban neighborhood that will accommodate a mixture of top-tier

uses representative of the ongoing private and public investment occurring throughout Tempe, as well as the desirability of Tempe itself.

Planning Context

General Plan 2040

The Applicant is proposing to develop a mixed-use, high-density residential neighborhood that is consistent with the General Plan's projected uses and residential densities for the vast majority of the AFDPA. On a small portion of the land within the AFDPA, the Applicant is proposing a General Plan amendment to change the land use designation from open space to mixed use. The proposed amendment to the projected land use map is limited to only approximately seven (7) percent of the land area within the AFDPA and approximately 72 percent of the land area within the AFDPA is currently designated for mixed-use and high density urban core or high-density development.

The 2040 General Plan's projected land use and residential density maps currently designate the AFDPA for combination of mixed-use, high-density urban core (more than 65 units per acre), high-density (up to 65 units per acre), public open space, and public recreational / cultural uses and development. As reflected by the current and proposed General Plan maps provided in **Exhibit B**, the Applicant is proposing to amend the General Plan's projected land use and residential density maps in order to: 1) designate 20.15 acres of the approximate 65 acres of the AFDPA currently projected by the General Plan for public open space use and no residential density to mixed-use and high-density urban core (more than 65 units per acre) development; and, 2) designate the approximate 83 acres of the AFDPA currently projected by the General Plan for high-density development for high-density urban core development (the "GPA Request"). In general, the purpose of the GPA Requests, as with the overall intent of the Applications, is to transform prime real estate adjacent to ASU and the Lake into a world-class, mixed-use urban community combined with NCAA-quality athletic fields and facilities that will serve both the community and ASU. The GPA Request is discussed in detail in a separate letter or explanation included as part of the submittal package for the Applications.

According to General Plan 2040, the requested mixed-use category is designed to accommodate land uses with a mixture of residential and commercial uses. This category also encourages creatively designed developments that create a living environment reflective of a "village or activity hub" where there is opportunity to live, work and play within the same development or area. As mentioned above, the proposed amendment to the General Plan's projected land use map is limited to only approximately seven percent of the land area within the AFDPA, as the vast majority of the district is currently projected for mixed-use and high-density residential development. The General Plan's current mixed-use and high density designations for the Site are indicative of the AFDPA being appropriate for mixed-use development. Furthermore, the AFDPA's location is an appropriate area for reinvestment and redevelopment.

The AFDPA is within a high-profile and mixed-use environment generally located between downtown Tempe, the heart of the ASU campus, the Lake and Tempe Marketplace. The redevelopment of the AFDPA as a world-class urban neighborhood will provide high-quality and modern commercial office space, retail stores, restaurants, hotels, entertainment venues and urban housing interconnected by a vibrant network of sidewalks, bicycle paths and urban open spaces. The private uses combined with ASU and ASU related uses will diversify the mix of employment, urban housing and entertainment options within a true a mixed-use neighborhood as intended by the General Plan for this area. In addition,

the development of the multi-family residential product will provide professionals with exciting new housing options within walking distance of ASU, downtown Tempe, the Lake, the Valley Metro light rail line, the future Tempe Streetcar line and Tempe Marketplace.

As intended by General Plan 2040, the redevelopment of the AFDPA presents an extraordinary opportunity to further energize the strategic portion of the ASU campus generally located between downtown Tempe and the Lake with integrated employment, educational, residential, commercial, recreational and entertainment uses that will complement the mix of uses within downtown Tempe, on the ASU campus and along the Lake, while further establishing an environment which truly offers an opportunity to live, work, learn and play in one area.

Town Lake Vision

The high-quality, mixed-use, urban neighborhood development proposed for the AFDPA is consistent with the City Council's (the "Council") vision for development along the Lake provided to staff in October of 2015. Specifically, the AFDPA's provision of the following is aligned with the Council's vision:

- Mix of commercial, office, hospitality and residential uses with integrated spaces for meeting and gathering;
- Vertical mix of commercial and office uses;
- Ground-floor restaurant and retail use spaces that will energize the pedestrian realm;
- Upscale, clean and contemporary building designs which speak to the recreational setting of the Lake;
- Mix of residential units largely comprised of one and two-bedroom units;
- Access to individual private outdoor space for residents;
- Unimpeded public access to the lakefront;
- Varying building heights providing view corridors to the Lake, surrounding mountains and/or urban skyline;
- Building materials designed to respond to desert-specific climate conditions; and,
- Significant landscape improvements that will soften the AFDPA's appearance, reduce the urban heat island effect, and facilitate shaded pedestrian movements throughout the district

Stadium District, Rio Salado and Rail Corridor Growth Areas and University/Hayden Butte Redevelopment Area

The AFDPA is entirely or partially located within the ASU Stadium District, Rio Salado and Rail Corridor Growth Areas (the "SDGA", "RSGA" and "RCGA") designated by General Plan 2040. The AFDPA is also partially located within and adjacent to the University/Hayden Butte Redevelopment Area (the "U/HBRA") designated by General Plan 2040. The redevelopment of the AFDPA represents a substantial reinvestment in the SDGA, RSGA and RCGA. The redevelopment of the AFDPA will enhance an underutilized portion of the ASU campus through private and public investments in a viable mixed-use, urban neighborhood development that will provide additional employment, learning, living, shopping, dining, recreational and entertainment opportunities that will further foster an enjoyable living, learning, working and playing environment within the SDGA, RSGA and RCGA, as well as the U/HBRA. Furthermore, the addition of high-quality and modern housing units and employment spaces, the provision of active commercial use spaces designed to engage street frontages, and the provision of

an interconnected network of community and linear open spaces throughout the district combined with the AFDPA's proximity to the heart of the ASU campus, downtown Tempe, the Lake, Tempe Marketplace and public transit facilities will significantly enhance the "urban livability" of this area.

Current & Proposed Zoning

The AFDPA is currently zoned for a mixture of mixed-use, high-density ("MU-4"), mixed-use educational ("MU-Ed"), general industrial ("GID") and agricultural ("AG") uses. The entire AFDPA is located within the Rio Salado Overlay ("RSOD") and portions of the AFDPA are located within the station and corridor areas of the Transportation Overlay District ("TOD"). A zoning map illustrating the respective locations of current zoning classifications for the AFDPA and surrounding area is enclosed as part of the submittal packet for the Applications (see **Exhibit C**).

The purpose of the Applications is to rezone the entire AFDPA to MU-Ed. The uses and/or residential densities permitted by the AG and GID zoning districts are not consistent with the uses and residential densities projected for the AFDPA by General Plan 2040. In order to proceed forward with the redevelopment of this area, we are proposed to rezone the land to Mixed Use – Educational (MU-Ed). This designation reflects ASU's ownership of the land and will allow Catellus to develop a long term master plan that will plan for an innovative, sustainable, mixed-use urban neighborhood with a mixture of high-quality commercial office space, retail stores, restaurants, hotels, urban housing and entertainment venues along with ASU and ASU related uses all interconnected by a vibrant network of sidewalks, bicycle paths and urban open spaces. The diverse mix of employment, education, urban housing and entertainment options within a true a mixed-use neighborhood where there is opportunity to live, work, learn and play in one area allows ASU and Catellus to create a sustainable innovation district which will surround the ASU Tempe campus.

Project Description

The Applications represent an opportunity to improve an underutilized portion of the ASU campus within a high-profile mixed-use environment generally located between downtown Tempe and the Lake with the introduction of a high-quality, modern mixed-use neighborhood district that will complement the surrounding area's educational, employment, commercial, recreational and entertainment uses. The AFDPA's location also provides an opportunity to make a significant statement between the Lake and downtown Tempe with the introduction of a high-quality, mixed-use district representative of the ongoing private and public investment occurring in downtown Tempe, along the Lake and throughout Tempe. Specifically, the Applicant is proposing a high-quality and modern mixed-use, high-density urban neighborhood district for the AFDPA that will generally be comprised of up to 4,775 multifamily residential units, up to 5,000,000 square feet of office space, up to 420,000 square feet of commercial / retail space, up to 900 hotel guest rooms, and up to 150,000 square feet of community / civic space. In addition to the uses listed above, the AFDPA will provide an approximate 45-acre athletics village for ASU. Other ASU and ASU related uses, while anticipated to be limited, may also be accommodated throughout the district. The vast majority of multifamily residences to be provided within the AFDPA are anticipated to be one and two-bedroom units that will appeal to people who want to live in a vibrant mixed-use, urban environment. Residential units in the AFDPA will be mainly one, two and three bedroom units. All residential units will be leased or sold by the unit. There will not be any private residential options in the AFDPA which will offer residential leases by the bed.

As reflected by the sub-districts plan provided in **Exhibit D**, the AFDPA will be divided will be divided into seven sub-districts. A unique set of development standards will be applied to non-ASU uses sub-districts in order to create the desired character for the area.

Project Design

Development within the AFDPA will feature a contemporary but very timeless design that will ensure the establishment of a recognizable, attractive and usable neighborhood district for generations to come. Building design controls applicable to the AFDPA will ensure that building massing and form express the verticality of structures without losing the desired pedestrian feel and scale along street frontages. The street level will have active commercial use combined a network of community and linear opens spaces. The AFDPA will have design guidelines that will further promote and enhance pedestrian activity and interaction in the area. The use of contrasting building forms, materials and colors will also create visual interest for employees, students, residents, guests and patrons of the AFDPA, as well as users of adjoining and nearby properties. Catellus and ASU have also specified the following the design aspirations for the AFD:

1. Planning for sub-districts and for buildings within districts of a scope and scale that encourages private-sector investment and development partnerships;
2. Designing, managing and programming the streets and memorable civic spaces on which they converge as a public destination and regional attraction;
3. Developing new buildings to create a consistent street frontage of more intimate pedestrian scale with different uses, textures, materials and sizes that merge easily into unique and identifiable neighborhoods;
4. Creating a mix of buildings whose architectural styles, materials, textures and uses stimulate visual interest; and,
5. Promoting sustainable systems, services and lifestyles that reduce dependence on automobiles through shared resources, public amenities, and pedestrian, bicycle and mass transit accessibility

Sustainability

Catellus strongly believes in the incorporation of environmentally responsible design practices into its projects. For this reason, Catellus will engage in green buildings practices and pursue sustainable elements for development within the AFDPA. In addition, redevelopment of the AFDPA will follow ASU's commitment to sustainability, as development projects within the district will utilize innovative solutions from other projects across the United States and the newest thinking from organizations and consultants who specialize in sustainable planning.

Landscape Design

As reflected by the conceptual open space plan included as part of the Applications packet, the AFDPA's creative open space and landscape design will feature a network of community and linear open spaces distributed throughout the district that will offer garden-like environments for employees, students, residents, guests and patrons. See **Exhibit E** for the conceptual open space plan. The landscape palette will include a variety of landscape materials with a range of accent colors to create visual interest. The selected tree species will also provide ample shade for pedestrians along street frontages throughout the AFDPA, as well as for those using one or more of the AFDPA's community or linear open space amenity areas.

Circulation and Parking

Development throughout the AFDPA will be accessible via Rio Salado Parkway, Rural Road and University and McClintock Drives and a vast network of private streets to be provided throughout the district. See **Exhibit F** for a conceptual streets plan for the AFDPA. The AFDPA, which is located along the Veterans Way light-rail corridor, is within approximately 370 feet of the Rural Road / ASU light station, as well as multiple bus stops, near the intersection of Rural and Terrace Roads. The AFDPA is also located along the Rio Salado Parkway alignment for the future Tempe Streetcar line and is within walking and biking distance of the heart ASU campus. The redevelopment of the AFDPA as a mixed-use, high-density urban neighborhood will further encourage the use of multi-modal circulation options along both the light rail corridor and future Tempe Streetcar line. As reflected by the network of linear open spaces to be provided throughout the district (see **Exhibit E**), the redevelopment of the AFDPA will also enhance pedestrian and bike connections between the heart of the ASU campus and the Lake.

As specific development proposals within the AFDPA are brought forward for consideration, professional analyses will be conducted to review the impact of any new traffic. Design aspirations for the AFDPA include promoting sustainable systems, services and lifestyles that reduce dependence on automobiles through shared resources, public amenities, and pedestrian, bicycle and transit accessibility. Employees, residents, students, guests and patrons of the AFDPA will be encouraged to use alternative modes of transportation.

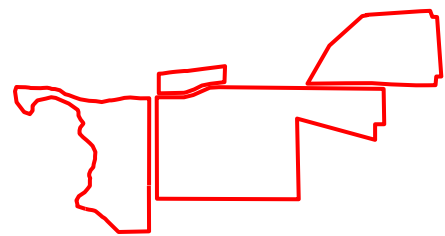
Conclusion

The redevelopment of the AFDPA will create a world-class urban neighborhood that leverages its strategic and unique location at the intersection of ASU, downtown Tempe and the Lake through the provision of a mix of high-quality commercial office space, retail stores, restaurants, hotels, urban housing and entertainment venues interconnected by a vibrant network of sidewalks, bicycle paths and urban open spaces. The provision of these uses combined with the development or redevelopment of ASU and ASU related uses will diversify the mix of employment, education, urban housing, dining, shopping, recreation and entertainment options within a true a mixed-use area, as envisioned by the General Plan. The requested zoning classification is appropriate for the predominantly mixed-use and high-density residential area and will further establish the mix of employment, commercial, residential, educational, recreational and entertainment uses intended for the AFDPA, as well serve as a catalyst for future development opportunities that will continue to enhance the urban development environment and experience envisioned by the City for the area. We look forward to discussing the Applications and Project with you in the near future and respectfully request your support.

EXHIBIT A

AERIAL PHOTO EXHIBIT

PHOTO DATE 1/12/2016

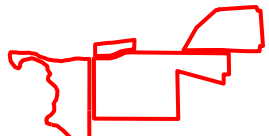


AFDPA

ATTACHMENT 45



Site and Surrounding Uses



AFDPA

- | | | | | |
|---------------------------|------------------------------|--|-----------------------------------|---------------------------------------|
| 1. Sun Devil Stadium | 8. Watermark | 15. University Center | 22. ASU Foundation Center | 29. Tempe City Hall |
| 2. Wells Fargo Arena | 9. Jefferson Town Lake | 16. National Guard | 23. Parking Garage | 30. Tempe Police Department |
| 3. Edgewater Condominiums | 10. North Shore Condominiums | 17. Cornerstone | 24. University House | 31. Tempe Mission Palms |
| 4. AC Hotel | 11. Ten01 Apartments | 18. Rural Road/ ASU Light Rail Station | 25. Postino Annex & Snooze Eatery | 32. College Avenue Commons |
| 5. State Farm Insurance | 12. Tempe Marketplace | 19. ASU Campus | 26. Tempe Transportation Center | 33. Brickyard |
| 6. ASU Lot 59 Parking | 13. Ocotillo Power Plant | 20. Manzanita Hall | 27. University Towers | 34. All Saints Catholic Newman Center |
| 7. Vela Apartments | 14. Alta Place Apartments | 21. San Pablo Residence Hall | 28. Residence Inn | |

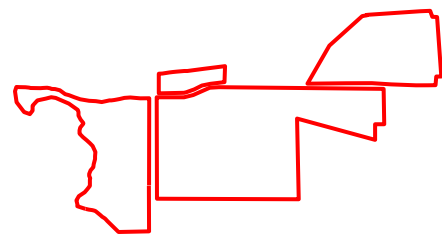
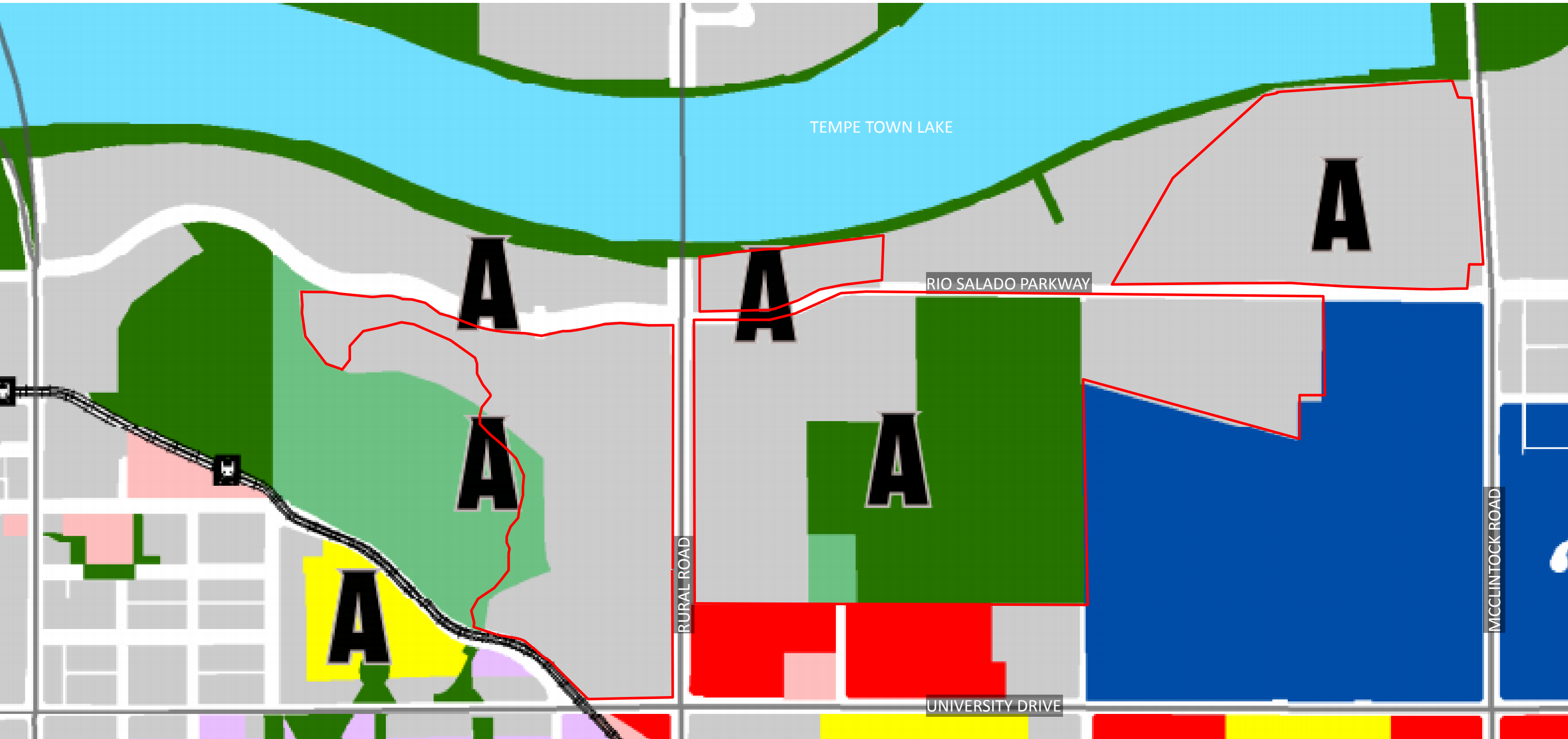
ATTACHMENT 46
















North

EXHIBIT B

GENERAL PLAN PROJECTED LAND USE - CURRENT



AFDPA

- | | | |
|---|--|--|
|  Residential |  Educational |  Arizona State University |
|  Commercial |  Public Open Space |  Municipal Facility |
|  Mixed-Use |  Water |  School |
|  Industrial |  Private Open Space | |
|  Civic |  Public Recreational / Cultural | |

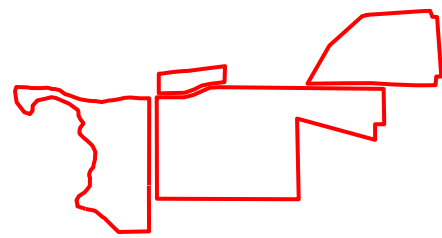
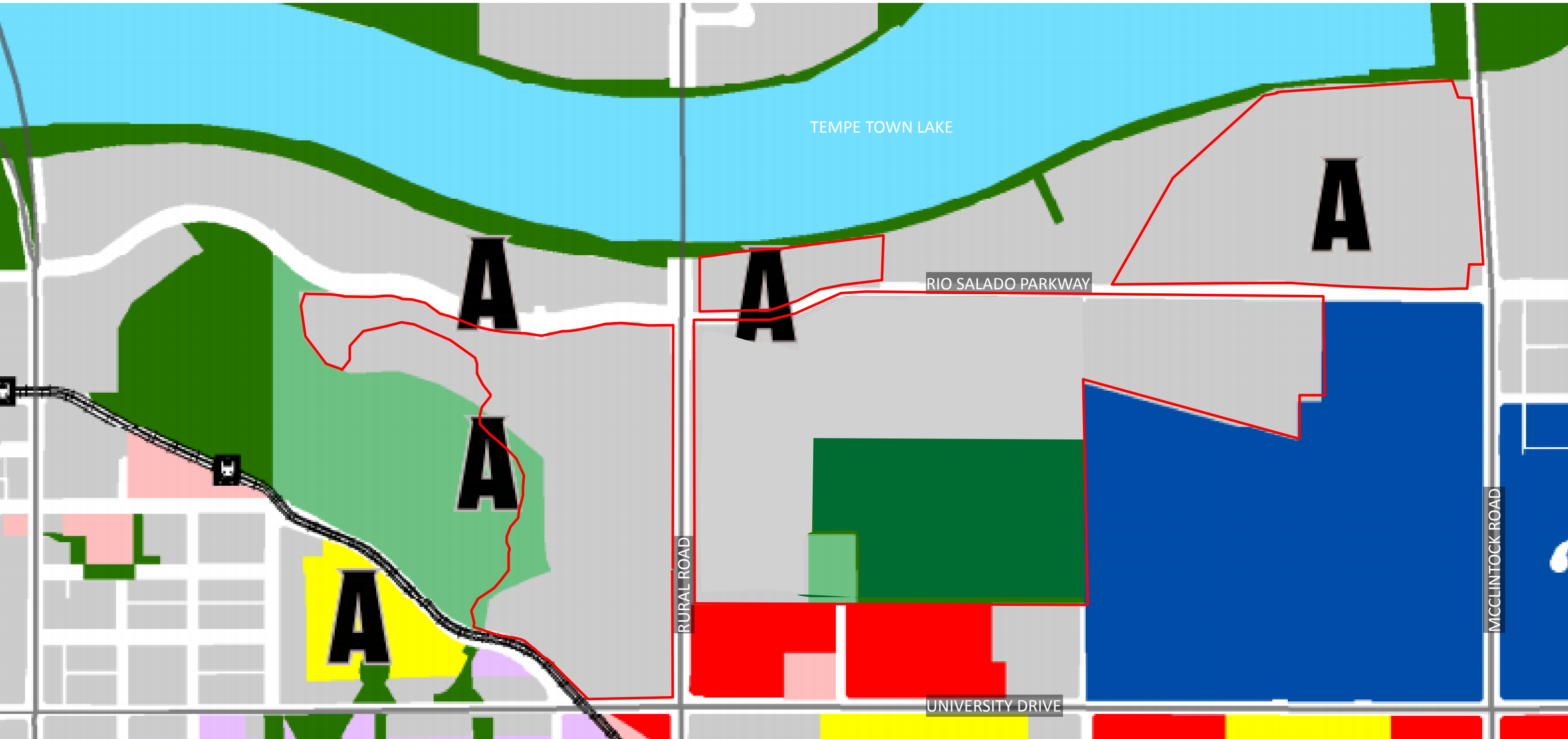
ATTACHMENT 48
















North



GENERAL PLAN PROJECTED LAND USE - PROPOSED



AFDPA

- | | | |
|---|--|--|
|  Residential |  Educational |  Arizona State University |
|  Commercial |  Public Open Space |  Municipal Facility |
|  Mixed-Use |  Water |  School |
|  Industrial |  Private Open Space | |
|  Civic |  Public Recreational / Cultural | |

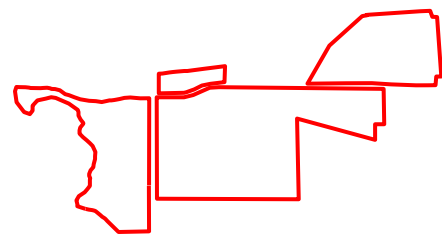
ATTACHMENT 49










North



GENERAL PLAN PROJECTED DENSITY - CURRENT

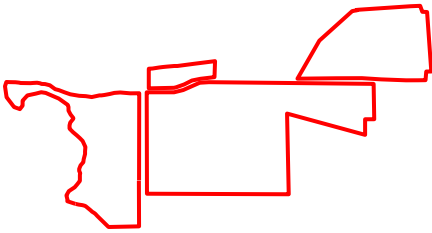
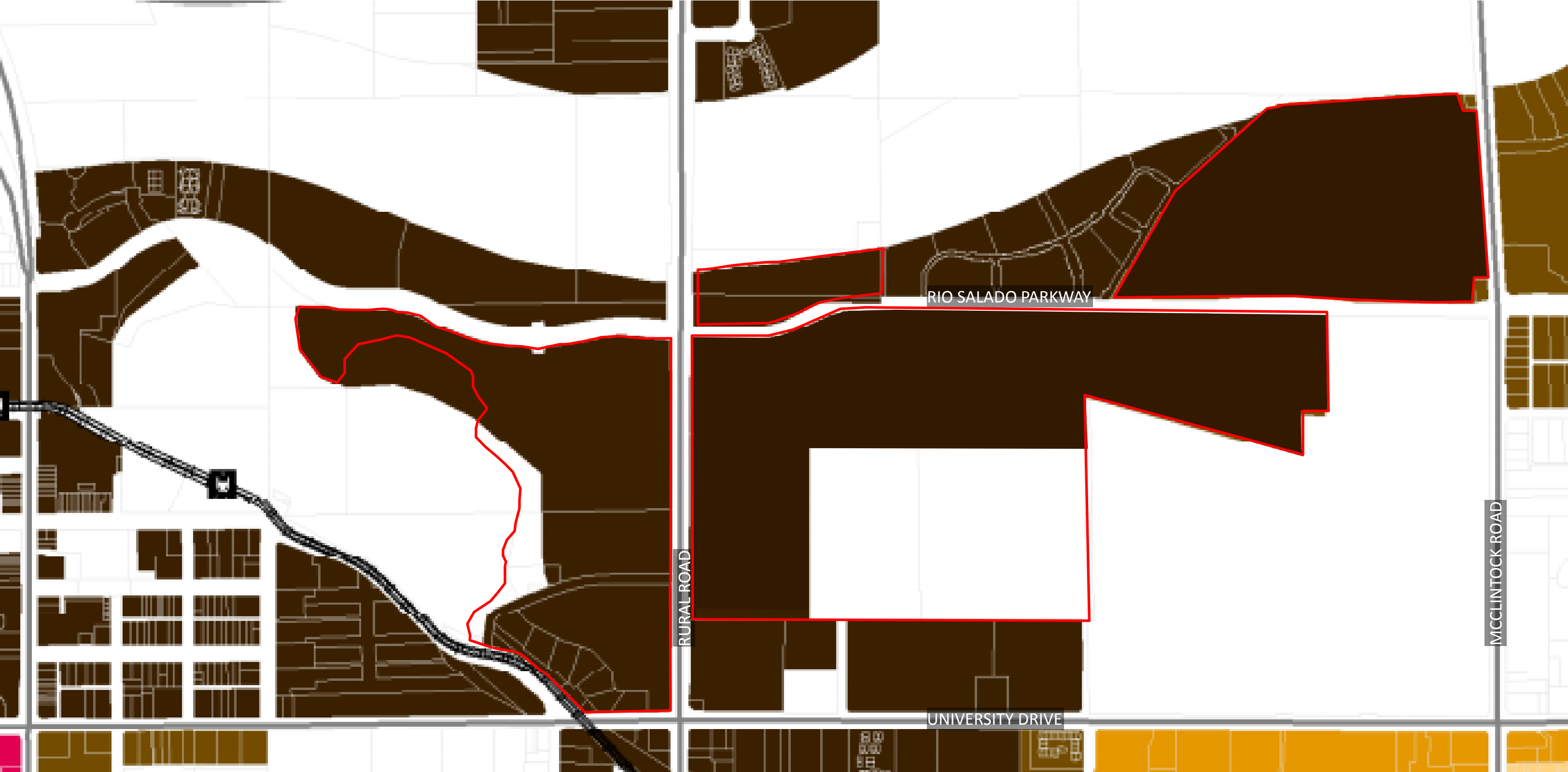


AFDPA

- | | |
|--|---|
|  Low Density (up to 3 du/ac) |  High Density (up to 65 du/ac) |
|  Low to Moderate Density (up to 9 du/ac) |  High Density-Urban Core (more than 65 du/ac) |
|  Medium Density (up to 15 du/ac) |  Cultural Resource Area |
|  Medium to High Density (up to 25 du/ac) | |



GENERAL PLAN PROJECTED DENSITY - PROPOSED



AFDPA








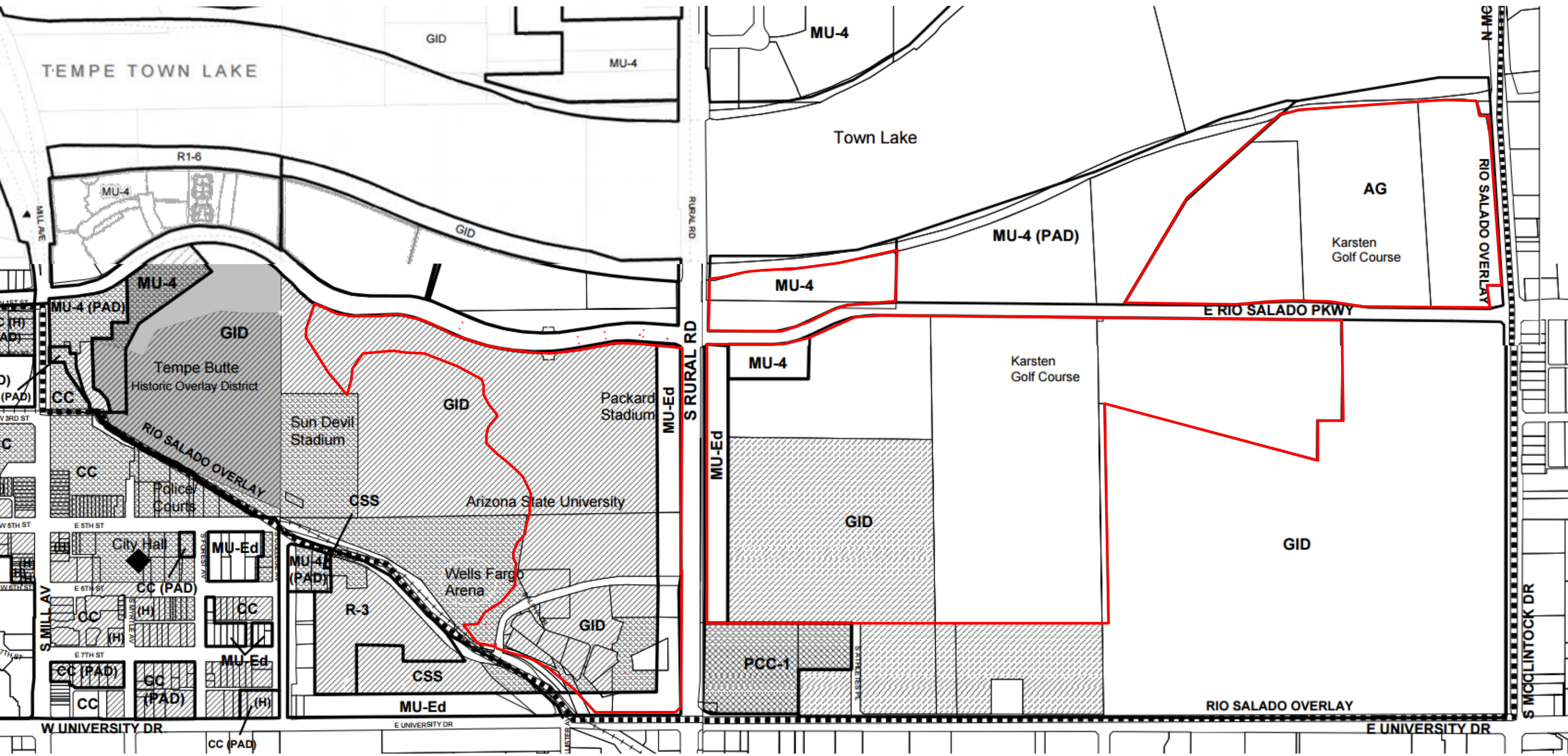
- | | |
|--|---|
|  Low Density (up to 3 du/ac) |  High Density (up to 65 du/ac) |
|  Low to Moderate Density (up to 9 du/ac) |  High Density-Urban Core (more than 65 du/ac) |
|  Medium Density (up to 15 du/ac) |  Cultural Resource Area |
|  Medium to High Density (up to 25 du/ac) | |



EXHIBIT C

ZONING EXHIBIT - CURRENT

PORTIONS OF CITY OF TEMPE ZONING MAPS 14N & 15N



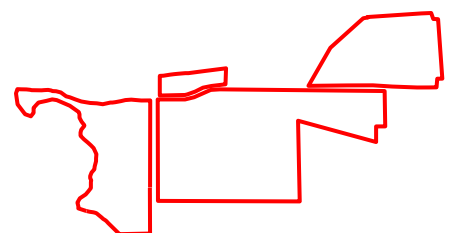
- RESIDENTIAL**
 AG: Agricultural
 R1-4: Single-Family Residential
 R1-5: Single-Family Residential
 R1-6: Single-Family Residential
 R1-7: Single-Family Residential
 R1-8: Single-Family Residential
 R1-10: Single-Family Residential
 R1-15: Single-Family Residential
 R1-PAD: Single-Family Residential

- R-2: Multi-Family Residential
 R-3R: Multi-Family Residential Restricted
 R-3: Multi-Family Residential Limited
 R-4: Multi-Family Residential General
 R-5: Multi-Family Residential High Density
 MHS: Manufactured Housing Subdivision
 RMH: Mobile Home Residence
 TP: Trailer Park

- COMMERCIAL / MIXED USE**
 R/O: Residential/Office
 CSS: Commercial Shopping and Services
 CC: City Center
 PCC-1: Planned Commercial Center Neighborhood
 PCC-2: Planned Commercial Center General
 RCC: Regional Commercial Center
 MU-1: Mixed Use, Low-Medium Density
 MU-2: Mixed Use, Medium Density
 MU-3: Mixed Use, Medium-High Density
 MU-4: Mixed Use, High Density
 MU-Ed: Mixed Use Educational

- INDUSTRIAL**
 LID: Light Industrial District
 GID: General Industrial District
 HID: Heavy Industrial District

- TOD Corridor
 TOD Station Area
 (PAD): Planned Area Development Overlay
 (H): Historic Property
 City Limits
 AFDPA



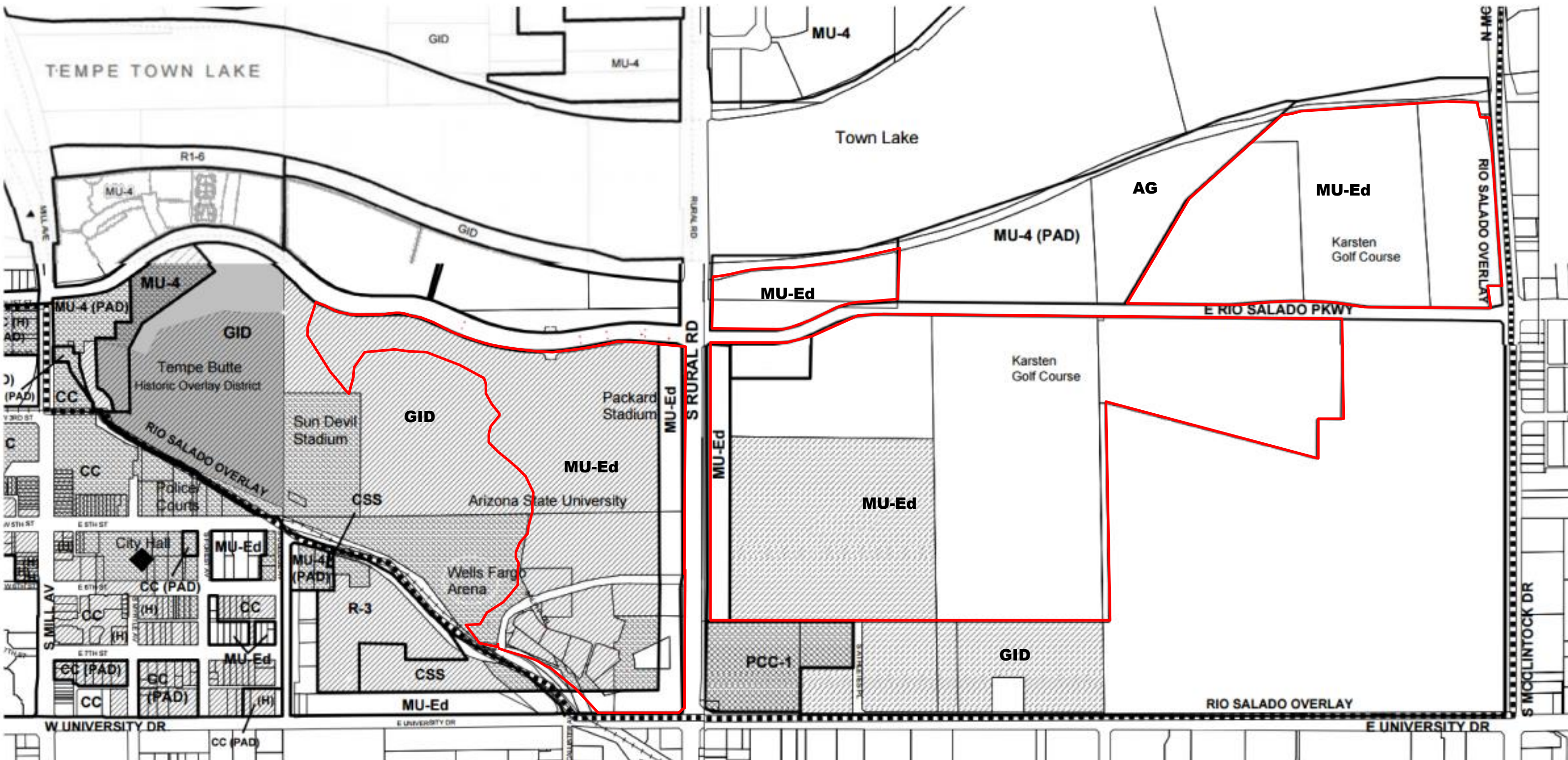
AFDPA



North

ZONING EXHIBIT - PROPOSED

PORTIONS OF CITY OF TEMPE ZONING MAPS 14N & 15N



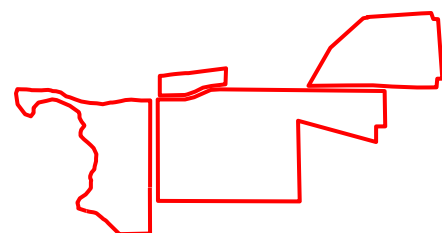
- RESIDENTIAL**
- AG: Agricultural
 - R1-4: Single-Family Residential
 - R1-5: Single-Family Residential
 - R1-6: Single-Family Residential
 - R1-7: Single-Family Residential
 - R1-8: Single-Family Residential
 - R1-10: Single-Family Residential
 - R1-15: Single-Family Residential
 - R1-PAD: Single-Family Residential

- R-2: Multi-Family Residential
- R-3R: Multi-Family Residential Restricted
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- COMMERCIAL / MIXED USE**
- R/O: Residential/Office
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 - PCC-1: Planned Commercial Center Neighborhood
 - PCC-2: Planned Commercial Center General
 - RCC: Regional Commercial Center
 - MU-1: Mixed Use, Low-Medium Density
 - MU-2: Mixed Use, Medium Density
 - MU-3: Mixed Use, Medium-High Density
 - MU-4: Mixed Use, High Density
 - MU-Ed: Mixed Use Educational

- INDUSTRIAL**
- LID: Light Industrial District
 - GID: General Industrial District
 - HID: Heavy Industrial District

- TOD Corridor
- TOD Station Area
- (PAD): Planned Area Development Overlay
- (H): Historic Property
- City Limits
- AFDPA



AFDPA



North

EXHIBIT D

Subdistricts Plan

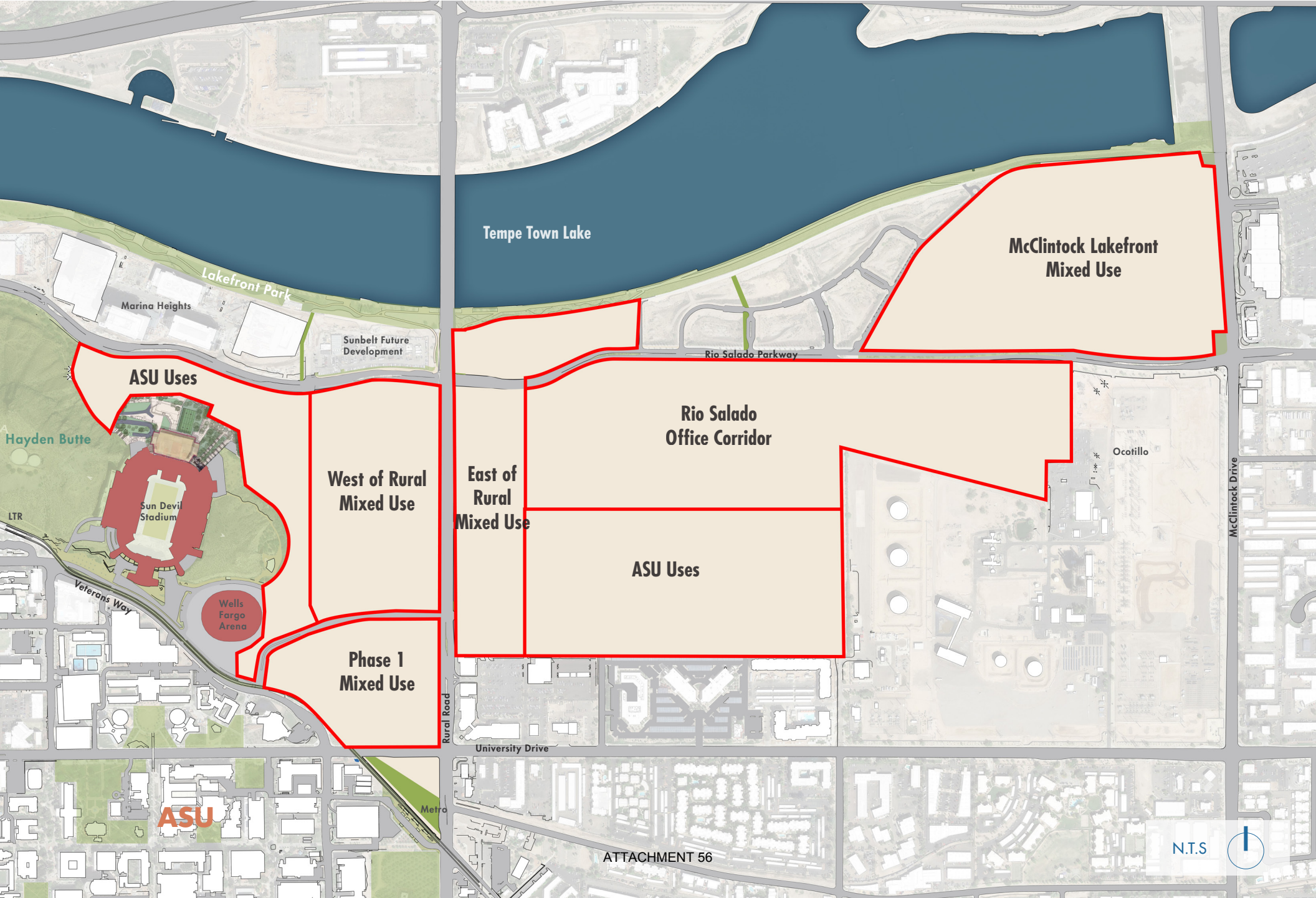
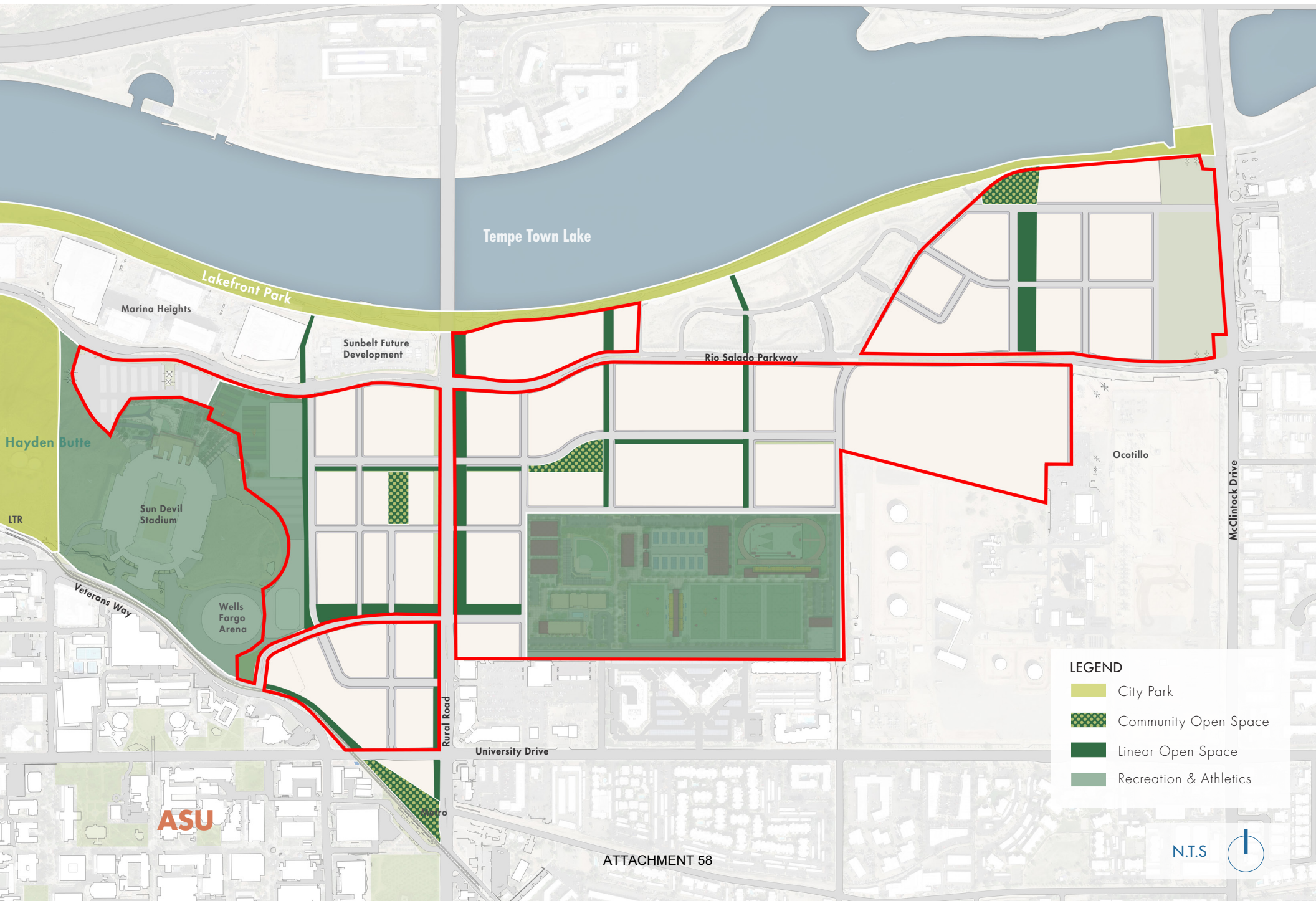


EXHIBIT E

Conceptual Open Space Plan

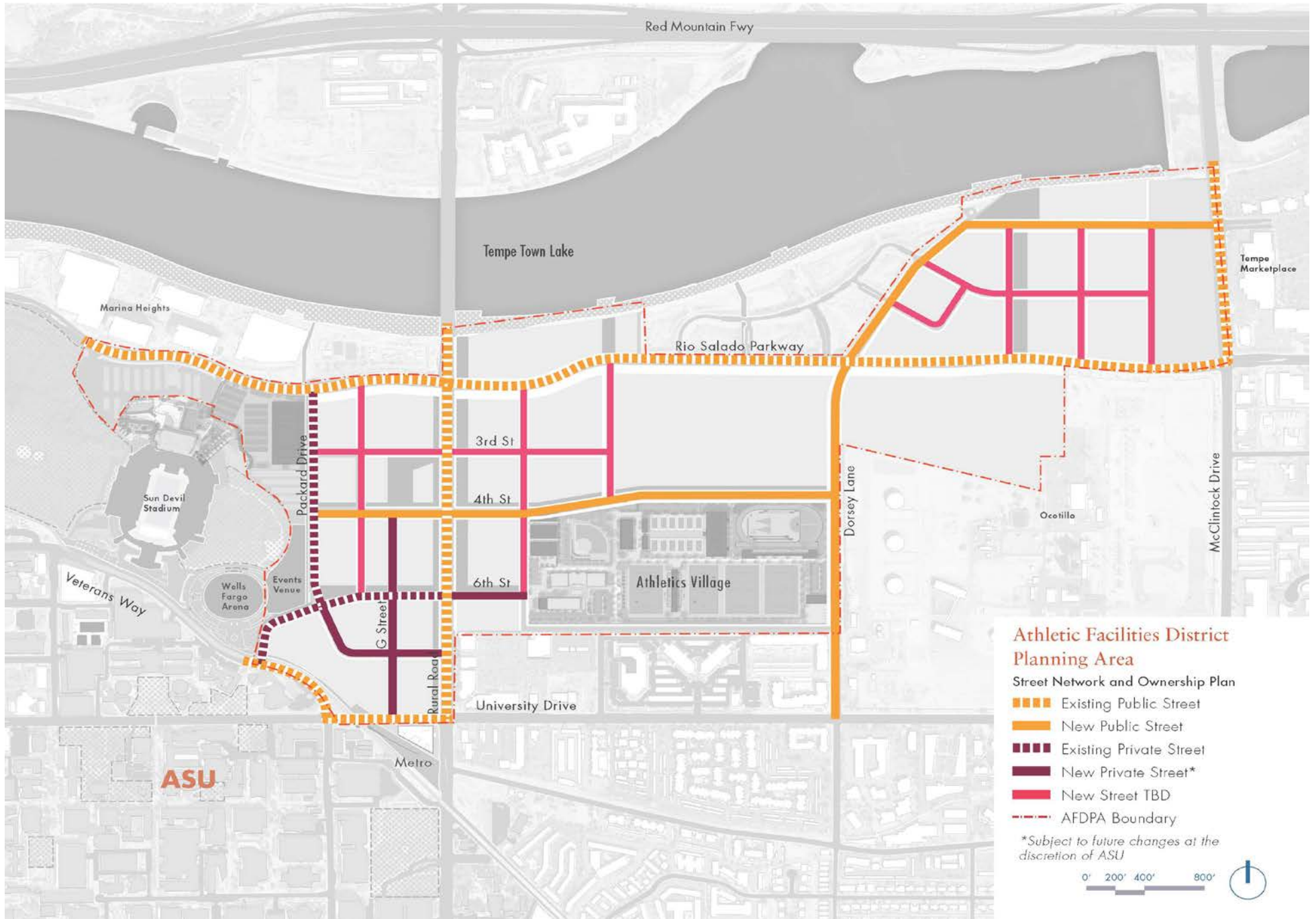


LEGEND

- City Park
- Community Open Space
- Linear Open Space
- Recreation & Athletics

ASU

EXHIBIT F



GAMMAGE & BURNHAM
A PROFESSIONAL LIMITED LIABILITY COMPANY
ATTORNEYS AT LAW
TWO NORTH CENTRAL AVENUE
15TH FLOOR
PHOENIX, ARIZONA 85004
April 24, 2017

TELEPHONE (602) 256-0566
FACSIMILE (602) 256-4475

WRITER'S DIRECT LINE
(602) 256-4439
rlane@gbllaw.com

Suparna Dasgupta, Principal Planner
Tempe City Hall Municipal Complex
Community Development Department
Lower Level, East Side
31 East Fifth Street
Tempe, AZ 85281
(480) 350-8562
suparna_dasgupta@tempe.gov

RE: ASU Athletic Facilities District Planning Area
Public Involvement Report

Dear Suparna:

This firm represents Catellus Development Corporation (the "Applicant" or "Catellus"). The Applicant has submitted general plan amendment ("GPA") and zoning map amendment ("ZMA") applications (the "Applications") to accommodate the redevelopment of approximately 276 acres of property owned by Arizona State University ("ASU") and generally bounded by Sun Devil Stadium, Veterans Way, University Drive, McClintock Drive and Tempe Town Lake (the "Lake") in Tempe (the "Site").

Created by state legislation in 2010, the Site includes an athletics facilities district (the "AFD") that is both a real estate development opportunity for the community and an innovative funding mechanism for ASU athletics facilities. The AFD planning area (the "AFDPA"), which will be redeveloped in phases over the next 20 years, will create opportunities for transformative development within Tempe through its commercial real estate project while generating annual payments to support ASU athletic facilities. The redevelopment of the AFDPA will transform prime real estate adjacent to ASU and the Lake into a world-class, mixed-use urban community combined with NCAA-quality athletic fields and facilities that will serve both the community and ASU for generations to come (the "Project").

The purpose of this correspondence is to summarize the project team's discussions with the community in regard to the Project to date. The team has made a concentrated effort to reach out to the community. To date, the team has held an official neighborhood meeting and presented the Project at a North Tempe Neighborhood Association meeting.

Mailing Notification and Site Posting Dates and Persons and Associations Notified:

On January 18, 2017, the Applicant's legal representative mailed the enclosed notification packet advising of the Project, Applications, and the Project's official neighborhood meeting scheduled for February 7, 2017 to recipients listed on the enclosed notification list,

including property owners within 600 feet of the Site and registered associations within one-quarter mile of the Site. The affidavit of notification and the associated notification map and lists for the notification are enclosed with this report.

On January 19, 2017, Dynamite Signs posted nine signs on the Site advising of the Project, the Applications, and the neighborhood meeting scheduled for February 7, 2017. On April 18, 2017, Dynamite Signs updated the posted signs to provide notice of Development Review Commission and City Council meetings scheduled to consider the Applications. Photographs of the posted signs along with the associated affidavits of sign postings are enclosed with this report.

Neighborhood Meeting:

On February 7, 2017, we held our official neighborhood meeting for the Project at the Residence Inn Tempe Downtown/University located at 510 S. Forest Avenue in downtown Tempe. The meeting began at approximately 6:05 p.m. and lasted approximately one hour. Representatives for the Applicant, Gammage & Burnham, and the Tempe Community Development Department were present. Approximately eight members of the public also attended the meeting.

The Applicant's legal representative introduced the Applicant and project team and discussed the purpose of the Applications filed with the City. The Applicant's representative provided an overview of Catellus and the vision for the AFD, as well as an overview of the architecture and planning firms developing design guidelines for the AFDPA. The Applicant's legal representative then discussed the review and approval procedures for private development within the AFDPA. And, the Project's architect provided an overview of the design guidelines being developed for the AFDPA.

Questions asked by members of the public in attendance at the meeting pertained to 1) the Project's anticipated development timeline, 2) measures for mitigating vehicular traffic, 3) the provision of vehicle parking for the athletics village, 4) the provision of on-street parking throughout the AFDPA, 5) the timeline for redeveloping Karsten golf course, 6) the potential for the provision of a professional sports venue within the AFDPA, 7) measures to be employed for ensuring high-quality building designs, 8) the perseveration of view corridors, 9) types of residential housing to be provided, and 10) fees and taxes to be paid by private development within the AFDPA. All questions raised by members of the public in attendance at the meeting were addressed by the project team.

Contact information for persons in attendance at the meeting is provided on the enclosed sign-in sheets. To date, the Applicant's legal representative has not received any comment sheets from members of the public attending the meeting.

Summary of E-Mail and Phone Correspondence with Neighbors and Interested Parties:

To date, the Applicant's legal representative has received one phone call from a commercial real estate broker regarding the Project's development timeline. The Applicant's legal representative addressed the broker's question. The Applicant's legal representative has not received any e-mails from neighbors regarding the Project to date.

Total Number of Persons Notified and/or Participating:

As reflected by the enclosed notification lists and sign-in sheets from the neighborhood meeting conducted on February 7th, approximately 100 persons have been notified of the Project and Applications and/or participated in the public review process to date.

North Tempe Neighborhood Association Meeting:

The Applicant's legal representative presented the Project during the April 10, 2017 North Tempe Neighborhood Association ("NTNA") meeting for review and discussion. Questions asked by NTNA members in attendance generally pertained to the Project's anticipated development timeline, measures for mitigating vehicular traffic, and fees and taxes to be paid by private development within the AFDPA. All questions raised by members of the public in attendance were addressed by the project team. To date, the Applicant's legal representative has received one comment sheet from an NTNA member attending the meeting. The comment sheet, which expresses support for the Project, is enclosed with this support.

Continued Outreach:

The Applicant and the Applicant's legal representative intend to continue to meet with community members who express an interest in the Project. In the event that any additional correspondence or meetings occur, an update to this report will be provided as we get closer to public hearings.

Please let us know if you require any additional information in regard to the public involvement report provided above.

Sincerely,
GAMMAGE & BURNHAM P.L.C.



By

Rob Lane
Land Use Planner

Enclosures