



PLANNING & DEVELOPMENT SERVICES

PLANNING-ZONING-ADDRESSING-ENFORCEMENT

June 5, 2003

RONALD L. SMITH
MILLER HOLDINGS, INC.
16009 N. 81ST STREET, STE. 200
SCOTTSDALE AZ 85260

Dear Mr. Smith:

Planning Case: PZ-005-03

This letter is to inform you that the above referenced matter has been **TENTATIVELY APPROVED WITH STIPULATIONS OF UNDERSTANDING** by the Pinal County Board of Supervisors on **MAY 7, 2003**.

Enclosed is a copy of the **RESOLUTION**, signed by the Board of Supervisors, as recorded by Fee No.: **2003-031420**, in the Pinal County Recorder's Office.

Upon receipt of this letter, please contact the Pinal County Planning & Development Services Department to confirm validation of **PZ-005-03** or obtain further approval(s) or permits as may be required **BY THE STIPULATIONS OF UNDERSTANDING**.

Thank you for your cooperation in this matter.

Sincerely,

D.R. Rittenback, Deputy Director

Enclosure

xc:

Steve Brown

Bob Davis

A. Kile

S. Tomita

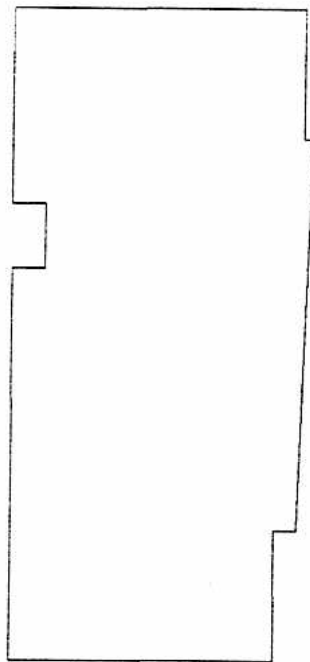
Solid State Maricopa L.P.

Hogenes Farms Ltd. Pshp.

C. Dunn

Maricopa Unified # 20

R.A. Whyte





DATE: 05/13/03 TIME: 1423
FEE : 0.00
PAGES: 4
FEE NO: 2003-031420

CASE NO. PZ-005-03
ZONE CHANGE
RESOLUTION

WHEREAS, THE PINAL COUNTY PLANNING AND ZONING COMMISSION HAS RECOMMENDED TO THE BOARD OF SUPERVISORS OF PINAL COUNTY, ARIZONA, THAT CERTAIN PROPERTY, DESCRIBED BELOW, (BE) (NOT BE) RECLASSIFIED FROM (MH) MANUFACTURED/MOBILE HOME ZONE AND (GR) GENERAL RURAL ZONE TO (CR-3) SINGLE RESIDENCE ZONE, AND,

WHEREAS, AFTER A PUBLIC HEARING AS PROVIDED BY LAW, THE BOARD OF SUPERVISORS OF PINAL COUNTY, ARIZONA, IS OF THE OPINION THAT THE ADOPTION OF SUCH RECOMMENDATION AND THE RECLASSIFICATION OF THE PROPERTY DESCRIBED BELOW, FROM (MH) MANUFACTURED/MOBILE HOME ZONE AND (GR) GENERAL RURAL ZONE TO (CR-3) SINGLE RESIDENCE ZONE, (WOULD BE) (WOULD NOT BE) IN THE BEST INTEREST AND WELFARE OF PINAL COUNTY.

NOW, THEREFORE, IT IS HEREBY RESOLVED BY THE BOARD OF SUPERVISORS OF PINAL COUNTY, ARIZONA, THAT THE FOLLOWING DESCRIBED LANDS, TO-WIT:

SEE ATTACHED EXHIBIT "A"

(BE) (NOT BE) CHANGED FROM (MH) MANUFACTURED/MOBILE HOME ZONE AND (GR) GENERAL RURAL ZONE TO (CR-3) SINGLE RESIDENCE ZONE, WITH THE ATTACHED STIPULATIONS OF UNDERSTANDING, FOR ZONING PURPOSES.

DATED-THIS 7TH DAY OF MAY, 2003.

PINAL COUNTY BOARD OF SUPERVISORS

Andie Smith

Chairman

Jimmie B. Kerr

David D. King

ATTEST:

Karen L. Simmons

Clerk

Case No. PZ-005-03
Stipulations of Understanding

- 1) The applicant/owner, at the time of development application Maricopa Meadows subdivision(s)), shall submit and secure all required applications, plans, supporting document submittals, approvals and permits from the applicable and appropriate Federal, State, County & Local regulatory agencies;
- 2) the property is to be developed with an approved Planned Area Development (PAD) (PZ-PD-005-03), in accordance with the applicable criteria set forth in Article 33 of the Pinal County Zoning Ordinance and the applicant's submittal documents;
- 3) the applicant/owner, grant and record an agricultural spray easement to all adjacent farm owners/operators; include in the CC&R's references to the recorded agricultural spray easement and reference the agricultural spray easement on the face of the plat(s) in the **NOTES** section;
- 4) prior to final plat approval, the applicant/owner shall comply with the conditions as set forth in the Memorandum from the Pinal County Public Works Department to the Pinal County Planning & Development Services Department dated March 8, 2003 as follows:
 1. Submit two copies of a current Traffic Impact Analysis to the Pinal County Engineer for review and approval.
 2. Provide a master grading and drainage plan for the site. The plan shall provide retention for the 100-year, 1-hour storm water in a common retention area to be maintained by the homeowner's association.
 3. All public roadway and infrastructure improvements shall be in accordance with the current Pinal County Standards or as approved by the County Engineer.
 4. Provide minimum of 55' of public right-of-way for McDavid Road (section line road) and along the West side of the development (Green Road) or as approved by the County Engineer.
 5. At the time of final zone change/planned area development (PAD) approval by the Board of Supervisors the applicant/owner shall contribute \$55.00 per lot for the proposed 1606 residential lots, based upon the Maricopa Subregional Transportation Study prorated fee schedule.
 6. Submit an A.L.T.A. - type survey with Preliminary/Tentative Plat application.
- 5) should the requested Maricopa Meadows subdivision(s) not commence within 18 months of the Pinal County Board of Supervisors approval of this zone change, the Board may schedule a public hearing to grant an extension, determine compliance with the schedule of development, or cause the property to revert to its former zoning classification.

PZ-005-03
EXHIBIT "A"

Legal Description

PARCEL NUMBER 1:

The West half of the Northwest quarter of Section 28, Township 4 South, Range 3 East of the Gila and Salt River Base and Meridian, Pinal County, Arizona;

Except the West half of the Southwest quarter of the Southwest quarter of the Northwest quarter of said Section 28.

PARCEL NUMBER 2:

The Northeast quarter of the Northwest quarter; and

The West half of the Northwest quarter of the; Northeast quarter of Section 28, Township 4 South, Range 3 East of the Gila and Salt River Base and Meridian, Pinal County Arizona;

Except the East 380.00 feet of said West half of the Northwest quarter of the Northeast quarter of Section 28.

PARCEL NUMBER 3:

All of Park addition to Maricopa, According to Book 3 of Maps, Page 11 records of Pinal County, Arizona; and

The Southwest quarter of the Southeast quarter of Section 28, Township 4 South, Range 3 East of the Gila and Salt River Base and Meridian, Pinal County, Arizona;

Except any portion thereof lying East of a line beginning at a point on the South line of the Southeast quarter of said Section 28, a distance of 1096.00 feet West of the Southeast corner of the East half of the Southeast quarter of said Section 28;

Thence North 01°51'00" East 33.20 feet to a fence corner;

Thence continuing North 01°51'00" East along a fence 3879.77 feet to a fence corner;

Thence continuing North 01°51'00" East a distance of 17.20 feet to the North line of the Southwest quarter of the Northeast quarter of said section 28;

PARCEL NUMBER 4:

The Northwest quarter of the Southwest quarter of the South half of the Southwest quarter of Section 28; and

The North half of the Northwest quarter of Section 33;

All in Township 4 South, Range 3 East of the Gila and Salt River Base and Meridian, Pinal County, Arizona.



PLANNING & DEVELOPMENT SERVICES

PLANNING-ZONING-ADDRESSING-ENFORCEMENT

June 5, 2003

RONALD L. SMITH
MILLER HOLDINGS, INC.
16009 N. 81ST STREET, STE. 200
SCOTTSDALE AZ 85260

Dear Mr. Smith:

Planning Case: **PZ-PD-005-03**

This letter is to inform you that the above referenced matter has been **TENTATIVELY APPROVED WITH STIPULATIONS** by the Pinal County Board of Supervisors on **MAY 7, 2003**.

Enclosed is a copy of the **RESOLUTION**, signed by the Board of Supervisors, as recorded by Fee No.: **2003-031421**, in the Pinal County Recorder's Office.

The **STIPULATIONS** (Fee No.: **2003-031421**), must be complied with in order for **PZ-PD-005-03** to be considered **APPROVED** by the Board of Supervisors.

Upon receipt of this letter, please contact the Pinal County Planning & Development Services Department to confirm validation of **PZ-PD-005-03** or obtain further approval(s) or permits as may be required by the **STIPULATIONS**.

Thank you for your cooperation in this matter.

Sincerely,

D.R. Rittenback, Deputy Director

Enclosure

xc: Steve Brown
Bob Davis
A. Kile
S. Tomita
Solid State Maricopa I P

C. Dunn
Maricopa Unified # 20
R.A. Whyte
Hogenes Farms Ltd. Pshp.



LAURA DEAN-LYTLE

DATE: 05/13/03 TIME: 1423
FEE : 0.00
PAGES: 7
FEE NO: 2003-031421

CASE NO. PZ-PD-005-03

PLANNED AREA DEVELOPMENT (PAD) OVERLAY DISTRICT
RESOLUTION

WHEREAS, THE PINAL COUNTY PLANNING AND ZONING COMMISSION HAS RECOMMENDED TO THE BOARD OF SUPERVISORS OF PINAL COUNTY, ARIZONA, THAT CERTAIN PROPERTY, DESCRIBED BELOW, (BE) (NOT BE) RECLASSIFIED FROM (CR-3) SINGLE RESIDENCE ZONE TO (CR-3/PAD) PLANNED AREA DEVELOPMENT (PAD) OVERLAY DISTRICT; AND,

WHEREAS, AFTER A PUBLIC HEARING AS PROVIDED BY LAW, THE BOARD OF SUPERVISORS OF PINAL COUNTY, ARIZONA, IS OF THE OPINION THAT THE ADOPTION OF SUCH RECOMMENDATION AND THE RECLASSIFICATION OF THE PROPERTY DESCRIBED BELOW, FROM (CR-3) SINGLE RESIDENCE ZONE TO (CR-3/PAD) PLANNED AREA DEVELOPMENT (PAD) OVERLAY DISTRICT: (WOULD BE) (WOULD NOT BE) IN THE BEST INTEREST AND WELFARE OF PINAL COUNTY.

NOW, THEREFORE, IT IS HEREBY RESOLVED BY THE BOARD OF SUPERVISORS OF PINAL COUNTY, ARIZONA, THAT THE FOLLOWING DESCRIBED LANDS, TO-WIT:

SEE ATTACHED EXHIBIT "A"

(BE) (NOT BE) CHANGED FROM (CR-3) SINGLE RESIDENCE ZONE TO (CR-3/PAD) PLANNED AREA DEVELOPMENT (PAD) OVERLAY DISTRICT, WITH THE ATTACHED STIPULATIONS FOR ZONING AND DEVELOPMENT PURPOSES.

DATED THIS 7TH DAY OF MAY, 2003.

PINAL COUNTY BOARD OF SUPERVISORS

[Signature]
Chairman

[Signature]
[Signature]

ATTEST:

[Signature]
Clerk

put,

**Case No. PZ-PD-005-03
STIPULATIONS**

- 1) Approval of this Planned Area Development (PAD) Overlay District is contingent upon the Board of Supervisors zone change approval as set forth in Planning Case PZ-005-03;
- 2) the applicant/owner, at the time of development application (Maricopa Meadows subdivision(s)), shall submit and secure all required applications, plans, supporting document submittals, approvals and permits from the applicable and appropriate Federal, State, County & Local regulatory agencies;
- 3) the property is to be developed with an approved Planned Area Development (PAD) (PZ-PD-005-03), in accordance with the applicable criteria set forth in Article 33 of the Pinal County Zoning Ordinance and the applicant's submittal documents;
- 4) prior to final plat approval, the applicant/owner shall provide written verification from the Maricopa Fire Department, that applicable fire service concerns/issues have been resolved to the satisfaction of the Fire District;
- 5) prior to final plat approval, the applicant/owner shall provide written verification from the Maricopa Unified School District #20, that applicable school concerns/issues have been resolved to the satisfaction of the District;
- 6) the applicant/owner shall ensure a minimum of fifteen percent (15%) of the approved Maricopa Meadows Master Planned Community remains in open space, with a maximum overall density of 3.75 dwelling units per gross acre for a total of 1606 dwelling units;
- 7) the applicant/owner, grant and record an agricultural spray easement to all adjacent farm owners/operators; include in the CC&R's references to the recorded agricultural spray easement and reference the agricultural spray easement on the face of the plat(s) in the **NOTES** section;
- 8) **AT THE TIME OF FINAL ZONE CHANGE/PLANNED AREA DEVELOPMENT (PAD) APPROVAL BY THE BOARD OF SUPERVISORS THE APPLICANT/OWNER VOLUNTEERS TO PAY \$55.00/LOT FOR THE PROPOSED RESIDENTIAL 1606 LOTS, BASED UPON THE MARICOPA SUBREGIONAL TRANSPORTATION STUDY, EXHIBIT 19, PRORATED FEE SCHEDULE;**
- 9) prior to final subdivision approval (initial plat), the applicant/developer/owner shall provide written verification from the wastewater / sewage disposal provider, together with associated documentation, that:
 - a. the wastewater/sewerage disposal provider has adequate capacity for collection, treatment and disposal of wastewater for the subdivision;
 - b. the subdivision boundaries are located within a service area designated with an approved **CERTIFICATE OF CONVENIENCE AND NECESSITY (CCN)**; and

- c. the wastewater plan for the proposed subdivision is in conformance with the **CERTIFIED AREAWIDE WATER QUALITY MANAGEMENT (208) PLAN;**
- 10) no schools or day care centers to be located within (¼) one-quarter mile of land in agricultural production requiring aerial spraying. **(PLACE IN NOTES SECTION ON FACE OF FINAL PLAT);**
 - 11) the applicant/owner agrees to ensure the CC&R's for each subdivision/development will include the following:
 - Notice that the subject property is adjacent to Ak-Chin Indian Community lands, which may be developed for any possible land use in the future;
 - Notice that the subject property is in the vicinity of cattle feeding/dairy facilities and that odors, dust, insects and vectors may be present;
 - 12) all construction activity must conform to the Earthmoving Activity requirements of the Pinal County Air Quality Control District;
 - 13) **NOTE ON THE FACE OF THE FINAL PLAT:** There shall be no further lot splitting or subdividing without written approval of the Board of Supervisors, except parcels sold for subdivision development in accordance with the approved PAD;
 - 14) on all lots the developer/owner shall ensure that residential dwellings can fit within the building setbacks including bay windows, fireplaces, porches, covered patios, etc. as approved under the zone change /PAD;
 - 15) approval of this zone change/PAD request will allow the applicant/owner, at time of preliminary/tentative plat approval to provide for construction trailer(s), model complex(s), sales office(s) and associated parking;
 - 16) the developer/owner will coordinate with the Pinal County Public Works Department in addressing circulation between this proposed PAD and adjacent PAD's both current and proposed;
 - 17) granting of this Planned Area Development (PAD) Overlay District request will require, at the time of application for development (Maricopa Meadows subdivision(s)), that the applicant/owner submit and secure from the applicable and appropriate Federal, State, County & Local regulatory agencies, all required applications, plans, permits, supporting documentation and approvals including, but not limited to zone change approval, PAD overlay district approval, subdivision, planning clearance, building, grading, paving, drainage, landscaping, open space, walls/fencing, signage, lighting, sanitation, water supply, public/private utilities, retention/detention, access, road dedication, regional road improvements, air quality, and fire suppression;
 - 18) prior to final plat approval, the applicant/owner shall comply with the conditions as set forth in the Memorandum from the Pinal County Public Works Department to the Pinal County Planning and Development Services Department dated March 8, 2003 as follows:

1. Submit two copies of a current Traffic Impact Analysis to the Pinal County Engineer for review and approval. All peripheral road and infrastructure improvements shall be per the approved traffic study or as approved by the County Engineer, to include construction of acceleration/deceleration lanes and left turn pockets.
2. Provide a master grading and drainage plan for the site. The plan shall provide retention for the 100-year, 1-hour storm water in a common retention area. Individual grading and drainage plan for each parcel to be submitted to the County Engineer for review and approval.
3. An association, including all property owners in the development will be formed and have the responsibility for maintaining all common areas to be noted as "tracts" or easements (including landscaped areas, street lights, and drainage facilities) in accordance with approved plans.
4. All roadway and infrastructure improvements shall be in accordance with the current Pinal County Subdivision Standards or as approved by the County Engineer.
 - a. Provide curb, gutter, sidewalk (recommend sidewalk on both sides), paving and incidentals on all interior local and collector streets.
 - b. Provide a minimum of 28' paved access and incidentals for Honeycutt Avenue, McDavid Road and Bowlin Road from the East boundary of this subdivision to SR 347 (John Wayne Parkway), or as required by the County Engineer.
 - c. Provide a 33' x 33' right-of-way sight visibility triangle easement at all streets which intersect with the peripheral streets.
 - d. The minimum paving widths for all local public streets within this development to be 32' (back-of-curb to back-of-curb) constructed within 50' of right-of-way. All minor collector streets to be constructed 40' (back-of-curb to back-of-curb) within 60' of right-of-way. All major collector streets, including the Island Entrance to be 49' (back-of-curb to back-of-curb) within 80' of right-of-way or as approved by the County Engineer. Pavement structure shall be per Pinal County Subdivision Standards and as recommended by the Geotechnical Report and approved by the County Engineer.
 - e. The minimum paving width for McDavid Road to be 37.5' (center line to back of curb) with a structural section of 10" of Class 1 aggregate base and 4" of asphalt concrete within 55' of half street right-of-way.

5. The final plats shall include a statement to the effect that the stormwater retention volumes required by the drainage ordinance have been met and that the overall gross retention/detention volumes will not be changed without prior County approval.
 6. Prior to recordation of the final plats, the developer shall name in a letter to the Department of Public Works, a civil engineer licensed in the State of Arizona who will assume the responsibilities of engineer of record.
 7. Existing private irrigation supply ditches or irrigation tailwater ditches on this site, or in the right-of-way adjacent to this site must be replaced with an underground pipeline.
 8. Funds in escrow to be posted with Pinal County to guarantee the installation of traffic signal, when warranted, at the intersection of Honeycutt Avenue and SR 347 (John Wayne Parkway).
 9. A 1' vehicular non-access easement should be dedicated on all lots adjacent to any tract backing up to a collector street, and/or any lot having a side next to a collector street as required by the County Engineer.
 10. Developer to finalize the abandonment of all existing right-of-way and easements as noted on Recorded plat of Maricopa Park Addition.
 11. At the time of final plat approval by the Board of Supervisors, the applicant/owner shall contribute \$166.00 per lot for the proposed 1606 residential lots towards the Maricopa Subregional Transportation Study.
 12. This subdivision shall be tied into two section corners as designated by the Pinal County Engineer.
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- 19) the first row of single family dwellings north of Honeycutt Avenue along the east property boundary shall be limited to single story dwelling units;
 - 20) that portion of the subject property bounded on the north by McDavid Road, the south by Honeycutt Avenue and the west by the Collector Road shall have no more than fifty (50) percent of the lots developed with two (2) story homes;
 - 21) with the increase of the school site from 12± acres to 24± acres the park site shall be relocated as acceptable to the developer/owner and the Maricopa School District; and
 - 22) should the requested Maricopa Meadows subdivision(s) not commence within 18 months of the Pinal County Board of Supervisors approval of this Planned Area Development (PAD) Overlay District, the Board may schedule a public hearing to grant an extension, determine compliance with the schedule of development, or cause the property to revert to its former zoning classification.

Maricopa Meadows

PZ-PD-005-03
EXHIBIT "A"
Legal Description

PARCEL NUMBER 1:

The West half of the Northwest quarter of Section 28, Township 4 South, Range 3 East of the Gila and Salt River Base and Meridian, Pinal County, Arizona;

Except the West half of the Southwest quarter of the Southwest quarter of the Northwest quarter of said Section 28.

PARCEL NUMBER 2:

The Northeast quarter of the Northwest quarter, and
The West half of the Northwest quarter of the; Northeast quarter of Section 28, Township 4 South, Range 3 East of the Gila and Salt River Base and Meridian, Pinal County Arizona;

Except the East 380.00 feet of said West half of the Northwest quarter of the Northeast quarter of Section 28.

PARCEL NUMBER 3:

All of Park addition to Maricopa, According to Book 3 of Maps, Page 11 records of Pinal County, Arizona; and

The Southwest quarter of the Southeast quarter of Section 28, Township 4 South, Range 3 East of the Gila and Salt River Base and Meridian, Pinal County, Arizona;

Except any portion thereof lying East of a line beginning at a point on the South line of the Southeast quarter of said Section 28, a distance of 1096.00 feet West of the Southeast corner of the East half of the Southeast quarter of said Section 28;

Thence North $01^{\circ}51'00''$ East 33.20 feet to a fence corner;

Thence continuing North $01^{\circ}51'00''$ East along a fence 3879.77 feet to a fence corner;

Thence continuing North $01^{\circ}51'00''$ East a distance of 17.20 feet to the North line of the Southwest quarter of the Northeast quarter of said section 28;

PARCEL NUMBER 4:

The Northwest quarter of the Southwest quarter of the South half of the Southwest quarter of Section 28; and

The North half of the Northwest quarter of Section 33;

All in Township 4 South, Range 3 East of the Gila and Salt River Base and Meridian, Pinal County, Arizona.

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PE-005-03 / PE-PD-005-03 / S-011-03

Bridge 898.96 Cost Sharing Agreement

Recitals:

A. The parties to this Bridge 898.96 Cost Sharing Agreement (the "Agreement") are: Miller Holdings Inc., an Arizona corporation ("Miller"), Lennar Communities Development, Inc., a Delaware corporation ("Lennar"), and Desert Cedars, L.L.C., an Arizona limited liability company ("Desert Cedars"), collectively the "Parties."

B. "Bridge 898.96" refers to that certain railroad bridge located in Pinal County, near Maricopa, Arizona, at approximately milepost 898.96 on the Gila Subdivision of the Sunset Route of the Union Pacific Railroad Company ("Union Pacific").

C. As a result of the present condition of Bridge 898.96 and the channel or wash (the Santa Rosa Wash of the Gila River) it traverses, from time-to-time water is prevented from draining or is caused to collect so as to negatively impact surrounding real property, including land in which the Parties to this Agreement have interests located south and west of Bridge 898.96.

D. The Parties desire to cooperate in sharing costs with respect to a project for the reconstruction and enlargement of Bridge 898.96 (the "Bridge Improvements") and modification of the channel or wash it traverses (the "Wash Improvements") (collectively the Bridge Improvements and the Wash Improvements shall be referred to as the "Bridge Project") and, to the extent credits are available, to cooperate in securing of any resulting Maricopa Sub Regional Transportation Study (MSRTS) fee credits permitted by Pinal County (the "Fee Credits").

Agreements:

Incorporating the foregoing Recitals and for valuable consideration, the receipt and sufficiency of which is hereby acknowledged, the Parties agree as follows:

1. Lennar will negotiate and enter into agreements with Union Pacific with respect to the Bridge Project and with Pinal County with respect to the Fee Credits. The agreement with Union Pacific for the Bridge Improvements shall specifically provide for the reconstruction and enlargement of Bridge 898.96 and the Wash Improvements including modification of the channel or wash it traverses such that the flooding issues currently affecting the Property that are the result of the current bridge construction and configuration, shall be remediated to such an extent that FEMA will agree to modify its flood plain maps as contemplated by Paragraph 12 below as to flooding previously caused by the Union Pacific bridge.

2. To the extent any agreement with Union Pacific for the Bridge Improvements calls for construction, including, but not limited to, contracting with architects, environmental consultants, engineers, material suppliers, and building contractors, and obtaining permits or approvals from federal, state, or local agencies, including without limitation the Federal Energy Management Agency ("FEMA"), the Army Corp of Engineers ("ACE"), or Pinal County, Lennar will act as construction manager.

3. "Construction" shall include, but not be limited to, the reconstruction and enlargement of Bridge 898.96 and modification of the Santa Rosa Wash under and adjacent to Bridge 898.96, and any such other activity reasonably related to repair, modification, or improvement to Bridge 898.96 and the channel or wash it spans and any permits or approvals in connection with the Bridge Project.

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4. Notwithstanding any cost or expense which may be advanced or incurred by Lennar pursuant to any agreement it might enter into with Union Pacific, Pinal County, or anyone else with respect to the Bridge Project or the Fee Credits, the Parties agree to share all such costs or expenses of the Bridge Project in accordance with the following allocation:

Larry Miller	45.7%
Lennar	32.0%
Desert Cedars Equities, L.L.C.	22.3%
	100.0%

The percentage amount set forth above shall be each Party's "Allocation Percentage" for purposes of this Agreement. Notwithstanding anything contained in the foregoing to the contrary, Miller's out-of-pocket expense with respect to the Bridge Project shall be limited to Twenty Thousand Dollars (\$20,000) ("Miller's Pre-Conditional Letter of Map Revision Contribution" or "Miller's Pre-CLOMR Contribution") until the of close of escrow by Miller on its purchase of the portion of the Property depicted on Exhibit "A" to be acquired by Miller or receipt of the Conditional Letter of Map Revision (CLOMR) on the Bridge Project, whichever is later. Any costs or expenses incurred on behalf of the portion of the Property to be acquired by Miller in accordance with this Agreement that are in excess of Miller's Pre-closing Contribution shall continue to accrue and shall be due and payable by Miller or Miller's successors and assigns to Miller's interest in the Property, within seventy-two hours following the later of Lennar's receipt of the CLOMR or close of escrow on the purchase of Miller's property (estimated to be July 15, 2003).

5. The Estimated Cost of the Bridge Project includes, but may not be limited to the following components:

a. Bridge Improvements:

Railroad Design and Engineering	\$ 50,000
Railroad Bridge Construction	\$1,250,000
Total Bridge Improvements	\$1,300,000

b. Wash Improvements:

Engineering Consultant (Coe & Van Loo)	\$ 150,000
Section 404 Consultant (Rob Anderson)	\$ 35,000
Permits/Easements	\$ 25,000
Wash Improvements	\$ 700,000
Total Wash Improvements	\$ 910,000

The Estimated Cost of the Bridge Project may also include without limitation any charges imposed by Union Pacific for review or preparation of plans or supervision related to construction whether by employees of Union Pacific or third party consultants with whom Union Pacific contracts. The Parties acknowledge that actual costs may exceed these estimates.

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6. The Estimated Construction Schedule for the Bridge Project is currently projected, but not warranted, to be as follows:

Bridge Design	June 2002 - Feb. 2003
Hydrology Survey	June 2002 - Feb. 2003
Conditional Letter of Map Revision	Feb. 2003 - July 2003
Section 404 Permit (ACE)	Feb. 2003 - April 2003
Bridge Construction	Aug. 2003 - Feb. 2004
As Built Plans	March 2004 - Apr. 2004
Letter of Map Revision	Apr. 2004 - July 2004

Among other things, the Estimated Construction Schedule for the Bridge Project may be affected by force majeure events or other events pursuant to which Union Pacific may cause one or more components of the schedule to be modified.

7. The Estimated Cost of the Bridge Improvements presently is \$1.3 million according to information provided to Lennar by Union Pacific. The Estimated Cost of the Wash Improvements is still very preliminary and will be subject to modification once the CLOMR has been approved and bids have been gathered for the proposed Wash Improvements. From time-to-time, Lennar shall send notice to the Parties of any changes to the Estimated Cost of the Bridge Project or the Estimated Construction Schedule for the Bridge Project.

8. The Parties agree to jointly be responsible for all costs and expenses of the Bridge Project in accordance with each Party's Allocation Percentage as set forth in this Agreement.

9. On or prior to the effective date of such agreement as Lennar executes with Union Pacific for the Bridge Project, or such other date as that agreement may designate, each party shall pay or deposit in cash or place in escrow irrevocable letters of credit that amount determined by multiplying the Estimated Cost of the Bridge Project times the Party's Allocation Percentage. Such payment, deposit or transmittal of irrevocable letters of credit shall be made to the escrow agent (the "Escrow Agent") identified in the agreement between Lennar and Union Pacific, unless Lennar reasonably designates some other place of deposit. Funds or letters of credit will be segregated into two accounts designated Wash Escrow and Bridge Escrow. The Preliminary Budget shall identify costs and expenses attributable to the Wash Escrow and to the Bridge Escrow. In the event any notice is sent by Lennar as provided herein of an increase (an "Increase") in the Estimated Cost of the Bridge Improvements or an increase in the estimated Cost of the Wash Improvements, each Party similarly shall pay or deposit as reasonably designated by Lennar as to place and time that amount determined by multiplying the Increase times the Party's Allocation Percentage; provided however, that prior to issuance of the CLOMR, Miller may deposit the amount set forth in Paragraph 4 and Miller shall deposit the balance of Miller's share of the costs and expenses within seventy-two hours of Lennar's receipt of the CLOMR. In the event the Final Cost, as approved by the parties, exceeds the amount set forth in the Preliminary Budget, each party shall be responsible for their respective share of the cost overruns in accordance with the Party's Allocation Percentage. In the event Miller posts letters of credit in escrow in lieu of a cash deposit, then upon receipt of monthly draw requests, Miller shall deposit funds in the amount of the monthly billing statement which funds may be withdrawn. At any time during the Bridge Project, Miller may substitute the initial letters of credit with an irrevocable letter of credit in an amount that is equal to the initial letter of credit less any progress payments hereunder. Lennar shall be entitled to draw on the Wash Escrow account and the Railroad Escrow account as the work progresses as follows:

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Wash Improvements:

(a) Lennar or its general contractor shall submit a draw request along with all necessary and appropriate lien releases, to Miller and Desert Cedar on the 10th of the month for the current month's work;

(b) Miller and Desert Cedar shall have five (5) days to review and approve the draw request. Draw requests, which have been approved by Miller and Desert Cedar, shall then be forwarded to the Escrow Agent. Upon receipt of Miller's and Desert Cedar's approval of the draw request and funds, the Escrow Agent shall release to Lennar for disbursement to the general contractor an amount equal to the funds necessary to pay the draw request. Any questions about or objections to the draw request must be submitted in writing to the Escrow Agent prior to the expiration of Miller's and Desert Cedar's five-day review period. Failure by Miller or Desert Cedar to submit any objections to the draw request shall result in the draw request being conclusively presumed to be accepted by the party failing to submit any objections and Escrow Agent shall thereafter release sufficient funds from the escrow account to pay the draw request.

(c) Progress payments may be withheld if (i) the contractor does not make prompt and proper payments to the subcontractors; (ii) the contractor does not make prompt and proper payments for labor, materials or equipment furnished it; or (iii) claims or liens are filed on the Miller's or Desert Cedar's property in connection with the Wash Improvements of the Bridge Project.

Bridge Improvements:

- (a) Lennar shall submit a copy of the progress payment detail or draw request submitted by Union Pacific to Lennar, pursuant to the agreement between Lennar and Union Pacific for reconstruction of Bridge 898.96, to Miller, Desert Cedar and Escrow Agent promptly following receipt of the information from Union Pacific for the current work;
- (b) Escrow Agent shall release to Lennar an amount equal to the funds necessary to pay the progress payment or draw request.

10. In the event any Party (a "Defaulting Party") fails or refuses to timely pay or deposit any amount required of that Party pursuant to this Agreement, then such a Defaulting Party shall be liable to any other Party (a "Covering Party") which pays more than its Allocation Percentage. Any Covering Party shall be entitled to receive from the Defaulting Party the additional amount paid by the Covering Party that should have been paid by the Defaulting Party, plus interest calculated at a rate of 18% per annum. The provisions of this paragraph shall be in addition to any other legal or equitable remedy of any of the Parties that may exist or result from any breach of this Agreement.

11. Upon the completion of the Bridge Project and the release of the funds remaining, if any, with the Escrow Agent to Lennar, subject to any adjustments pursuant to the preceding paragraph as may be appropriate between any Defaulting Party and its Covering Party, those remaining funds shall be returned to the Parties in accordance with the Allocation Percentages. Each Party agrees that every other Party shall be entitled, upon reasonable notice given within 12 months after the completion of the Bridge Project to inspect and copy all books, records, and accounts of any Party with respect to the costs, expenses, or payments related to this Agreement.

12. In addition to the construction described above with respect to Bridge 898.96, the Bridge Project shall also include negotiating with or other application to FEMA by Lennar to obtain a CLOMR/LOMR for removal of that certain real property of the Parties that is currently subject to flood plain designation as a result of Bridge 898.96 and the flow of water under the 898.96 Bridge. The approximate gross acreage of the subject real property of the Parties is as follows:

Larry Miller	430
Lennar	300
Desert Cedars Equities, L.L.C.	210

Such negotiating with or application to FEMA shall include, but not be limited to, obtaining a Conditional Letter of Map Revision (CLOMR) and a Letter of Map Revision (LOMR). The Parties will cooperate to accomplish removal of their real property from the FEMA flood plain map. The Parties recognize that the real property of other landowners in the vicinity of Bridge 898.96 also may benefit from the Bridge Project, including modification of the FEMA flood plain map by the CLOMR/LOMR, although they do not participate in this Agreement.

13. In conjunction with the Bridge Project, Lennar may also seek, negotiate for, and execute a development agreement or other agreement with Pinal County for Fee Credits, including but not limited to impact fee credits or reimbursement, for the benefit of all of the subject real property of the Parties. The Parties will cooperate to accomplish the negotiation and execution of an agreement with Pinal County with respect to the Fee Credits. To the extent Lennar is able to do so, Lennar will seek to have the Fee Credits be allocated to the Parties on an equitable basis consistent with Pinal County policies.

14. Any notices or other communications required or permitted to be given pursuant to this Agreement shall be in writing and shall be personally delivered, delivered by a commercial overnight courier, or delivered by United States first class mail. Notices shall be directed to the Parties at their respective addresses below, or such other address as any Party may specify from time-to-time by notice given in the manner specified above:

To Miller:

Miller Holdings, Inc.
Attn: Larry Miller
16009 North 31st Street, Suite 200
Scottsdale, Arizona 85260

To Lennar:

Lennar Community Development
Attn: Mark Bittaker
2702 North 44th Street, Suite 100 A
Phoenix, Arizona 85008

To Desert Cedars:

Desert Cedars Equities, L.L.C.
Michael S. Koslow
5346 East Calle del Norte
Phoenix, Arizona 85018

15. This Agreement and the instruments or agreements identified herein are intended to be the complete integration of all understandings and agreements of these Parties with respect to the subject matter hereof. No prior or contemporaneous understanding, agreement, or modification shall have any force or effect unless set forth in a writing, signed by all of the Parties hereto. No subsequent amendment, addendum, novation, or other modification shall be of any force or effect unless set forth in a writing signed by all of the Parties hereto. Each of the signatories to this Agreement represents that their respective parties are a validly formed entity that is authorized to do business in the State of Arizona and that the person(s) executing this Agreement are authorized so to do.

16. This Agreement and the obligations and benefits hereunder shall be binding upon and inure to the benefit of the Parties and their respective successors and assigns.

17. Each Party agrees to cooperate with every other Party in accomplishing the purposes of this Agreement, including without limitation providing any further or additional consent, approval, or document or instrument reasonably necessary or appropriate to accomplishing the purposes of this Agreement.

18. In the event of any dispute by, between, or among any of the Parties which dispute is related to this Agreement, then each of the Parties agrees: (a) the dispute shall be submitted to binding arbitration in accordance with AAA Commercial Arbitration Rules, or such other AAA rules as the AAA determines to be applicable (the "AAA Rules") and A.R.S. § 12-1501, et seq; (b) that to the extent rules of law are to be applied; the

laws of the State of Arizona shall govern; and (c) that the successful Party or Parties in any litigation shall be entitled to an award for taxable costs and reasonable attorney's fees against the Party or Parties not prevailing.

19. In the event any party hereto who does not currently own its portion of the Property depicted on Exhibit "A" has not closed escrow on the purchase of such property on or before September 15, 2003, then this Agreement shall be subject to cancellation by any party hereto without further obligation one to the other.

20. At such time as the parties to this Agreement acquire title to their respective portions of the Property described in Exhibit "A," the parties hereto will execute and record a Memorandum of Obligation setting forth the existence of this Agreement and the obligations described herein. Upon completion of the tasks set forth in this Agreement and payment in full of the financial commitments by the parties, the parties shall execute and record a Release of Obligation for the benefit each other Owner.

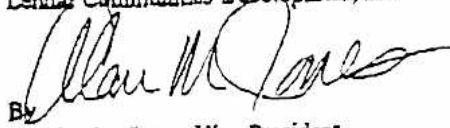
Dated this 6th day of MAY, 2003.

Miller Holdings Inc., an Arizona corporation



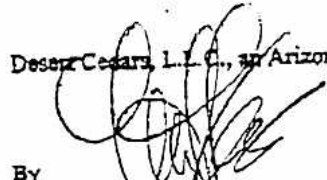
By
Its: President

Lennar Communities Development, Inc.

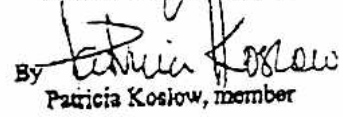


By
Alan M. Jones, Vice President

Desert Casars, L.L.C., an Arizona limited liability company



By
Michael Koslow, member



By
Patricia Koslow, member

approval with Five (5) stipulations (continued from 4/23/03).
PZ-PD-005-03 Otak, Inc., - Public Hearing, discussion/approval/disapproval PZ-PD-005-03 Otak, Inc., requesting approval of a Planned Area Development (PAD) Overlay District on a 428.0± acre parcel to plan and develop the 1,606 lot, single family detached, Maricopa Meadows Master Planned Community; pending and in conjunction with Board of supervisors zone change approval under Planning Case (PZ-005-03); situated in the E½ Section 28 and the N½ NW¼ Section 33, T4S, R3E, G&SRB&M, Tax Parcels 510-27-011, 017, 018, 020A and 510-12-013 (legal on file) (southwest Maricopa). Planning Commission voted unanimously to recommend approval with Twenty Two (22) stipulations (continued from 4/23/03).

Supervisor Kerr advised that he pulled this case last week as he is waiting for a signed agreement between the two parties and that has not happened yet. He requested that both cases be continued until May 7, 2003, 9:30 a.m.

Chairman Smith opened the public hearing and called for comments from the public in case someone had come to the hearing today. There were none.

Motion was made by Supervisor Kerr and seconded by Supervisor Ruiz to continue the public hearings and action on PZ-005-03 and PZ-PD-005-03 until May 7, 2003 at 9:30 a.m. Motion carried by unanimous vote.

Public Hearing, discussion/approval/disapproval of Queen Creek Water Company for an expansion of its water utility franchise to the NW ¼ of the NW¼ of Section 8, Township 3 South, Range 7 East, Gila & Salt River Base and Meridian, Pinal County, Arizona.

Gary Medina, Special Services, presented this request to the Board. James Gardner, Queen Creek, appeared before the Board in regards to this request. He told the Board that the Corporation Commission contacted them to tell them that this piece of property was not included in anyone's CC&N'S and asked if they would like to include it in their current CC&N's.

Chairman Smith opened the public hearing and called for comments from the public. There were none. The public hearing was closed.

The Board thanked Mr. Gardner for the good job in water delivery they have provided for this area.

Motion was made by Chairman Smith and seconded by Kerr to approve the expansion of the Queen Creek Water Company its water utility franchise to the NW ¼ of the NW¼ of Section 8, Township 3 South, Range 7 East, Gila & Salt River Base and Meridian, Pinal County, Arizona. Motion carried by unanimous vote.

Public Hearing, discussion/approval/disapproval of the creation of the Red Rock Utilities, LLC wastewater utility franchise located in the SW¼ of Section 4, SE¼ of Section 5, all of Sections 8 and 9, W½ of the SW¼ of Section 10, Township 10 South, Range 10 East, Gila & Salt River Base and Meridian, Pinal County, Arizona.

Mr. Medina presented this request to the Board.

Representing Red Rock Utilities LLC, for both the wastewater franchise and the item following it, was Mary Beth Sevell, with the Law Firm of Louis and Rocha, 1 S. Church, Ste 700, Tucson, AZ.

Ms. Sevell gave the Board an update on the project.

PZ-PD-001-03: Sivage Thomas Homes, requesting approval of a Planned Area Development (PAD) Overlay District on a 392.0± acre parcel to plan and develop the 1,375 lot, single family detached, Maricopa Groves Master Planned Community; pending and in conjunction with Board of Supervisors zone change approval under Planning Case (PZ-001-03); situated in a portion of Sections 26 and 27, T4S, R3E, G&SRB&M (Tax Parcels on file) (legal on file) (southeast Maricopa). Planning Commission voted unanimously to recommend approval with Nineteen (19) stipulations;

PZ-002-03: Del Pueblo Homes, requesting approval of a zone change from (MHP) Manufactured/Mobile Home Park Zone and (SR) Suburban Ranch Zone to (CR-3) Single Residence Zone, on a 115.7± acre parcel to plan and develop the 423 lot, single family detached, Wayne Ranch Master Planned Community; described as Lots 7, 14 and 15 of Sun Valley Farms #2 Section 17, T2S, R8E, G&SR&BM, Tax Parcels 104-24-009, 016 and 017 (east Queen Creek area). Planning Commission voted Five (5) in favor, One (1) in opposition to recommend Approval with Five (5) stipulations;

PZ-PD-002-03: Del Pueblo Homes, requesting approval of a Planned Area Development (PAD) Overlay District on a 115.7± acre parcel to plan and develop the 423 lot, single family detached, Wayne Ranch Master Planned Community; pending and in conjunction with Board of Supervisors zone change approval under Planning Case (PZ-002-03); described as Lots 7, 14 and 15 of Sun Valley Farms #2 Section 17, T2S, R8E, G&SRB&M, Tax Parcels 104-24-009, 016 and 017 (east Queen Creek area). Planning Commission voted Five (5) in favor, One (1) in opposition to recommend Approval with Twenty One (21) stipulations;

PZ-005-03: Otak, Inc., requesting approval of a zone change from (MH) Manufactured/Mobile Home Zone and (GR) General Rural Zone to (CR-3) Single Residence Zone, on a 428.0± acre parcel to plan and develop the 1,606 lot, single family detached, Maricopa Meadows Master Planned Community; situated in the E½ Section 28 and the N½ NW¼ Section 33, T4S, R3E, G&SRB&M, Tax Parcels 510-27-011, 017, 018, 020A and 510-12-013 (legal on file) (southwest Maricopa). Planning Commission voted unanimously to recommend approval with Nineteen (19) stipulations;

PZ-PD-005-03: Otak, Inc., requesting approval of a Planned Area Development (PAD) Overlay District on a 428.0± acre parcel to plan and develop the 1,606 lot, single family detached, Maricopa Meadows Master Planned Community; pending and in conjunction with Board of supervisors zone change approval under Planning Case (PZ-005-03); situated in the E½ Section 28 and the N½ NW¼ Section 33, T4S, R3E, G&SRB&M, Tax Parcels 510-27-011, 017, 018, 020A and 510-12-013 (legal on file) (southwest Maricopa). Planning Commission voted unanimously to recommend approval with Twenty Two (22) stipulations;

Representing Planning and Development Services Department was Director, David Kuhl; Deputy Director, Dennis Rittenback; and Deputy County Attorney, Patricia Grieb.

Chairman Smith announced that the above listed cases would be heard without additional input from the applicant or public unless prior to the time the case was publically heard, the applicant, a staff member or the member of the public requested that a case be considered separately. She advised that in the event that no such request for a hearing was made the Board would vote to approve the recommendation of the Commission.

Chairman Smith asked if there were any requests from the public, staff or the Board to have a zoning case pulled from the consent agenda for a public hearing, including those that may be continued. She explained that although there is a request for continuance, anyone who has come to speak at a public hearing may make their comments for the record.

Supervisor Kerr requested that PZ-005-03 and PZ-PD-005-003 be pulled from the consent agenda.

or cause the property to revert to its former zoning classification.

Motion carried by unanimous vote:

Zoning cases pulled from the consent agenda:

PZ-005-03: Otak, Inc., requesting approval of a zone change from (MH) Manufactured/Mobile Home Zone and (GR) General Rural Zone to (CR-3) Single Residence Zone, on a 428.0± acre parcel to plan and develop the 1,606 lot, single family detached, Maricopa Meadows Master Planned Community; situated in the E½ Section 28 and the N½ NW¼ Section 33, T4S, R3E, G&SRB&M, Tax Parcels 510-27-011, 017, 018, 020A and 510-12-013 (legal on file) (southwest Maricopa). Planning Commission voted unanimously to recommend approval with Nineteen (19) stipulations;

PZ-PD-005-03: Otak, Inc., requesting approval of a Planned Area Development (PAD) Overlay District on a 428.0± acre parcel to plan and develop the 1,606 lot, single family detached, Maricopa Meadows Master Planned Community; pending and in conjunction with Board of supervisors zone change approval under Planning Case (PZ-005-03); situated in the E½ Section 28 and the N½ NW¼ Section 33, T4S, R3E, G&SRB&M, Tax Parcels 510-27-011, 017, 018, 020A and 510-12-013 (legal on file) (southwest Maricopa). Planning Commission voted unanimously to recommend approval with Twenty Two (22) stipulations;

Supervisor Kerr requested that these two cases be continued as he has requested a written agreement between the applicant and Lennar Homes in regards to jointly helping to fund the removal and replacement of the railroad bridge that goes into Maricopa. He said the county has been trying to get the railroad company to replace that bridge since 1983. He said he has not seen a copy of that agreement yet.

Motion was made by Supervisor Kerr and seconded by Supervisor Ruiz that PZ-005-03 and PZ-PD-005-03 be continued until April 30, 2003, 9:30 a.m. Motion carried by unanimous vote.

Public Hearing, discussion/approval/disapproval of the Animal Control Ordinance Number 42303 to revise and replace the existing Ordinance.

Assistant County Manager for Health and Human Services, Donna Robb, turned time over to Jane Decker, Director of Animal Care and Control, for review of the proposed ordinance.

Mrs. Decker presented Ordinance No. 42303, the same ordinance presented at the work session on February 26, 2003. Mrs. Decker read two emails into the record that she received in regards to the number of dogs allowed to one owner. One email was from District 1 - Arizona City and the other one was from District 2 - Queen Valley.

Chairman Smith opened the public hearing. There were no comments from the public. The public hearing was closed.

Motion was made by Supervisor Ruiz and seconded by Supervisor Kerr to approve Animal Control Ordinance Number 42303 to revise and replace the existing Ordinance. Motion carried by unanimous vote.

Public Hearing, discussion/approval/disapproval of the Animal Control Fee Schedule and Resolution No. 42303-ACCFS to revise and replace the existing Fee Schedule.

Representing Planning and Development Services Department was Director, David Kuhl, he requested that item "P" (accept and sign the Final Plats S-009-02, for Parcels 2,3,4,5,6,7,8,9,10,11,13A, 13B, 14 and Tracts & Dedications for the Villages at Rancho el Dorado) be approved and the plats will be signed at a later date once all the documents are received from Rancho El Dorado.

Motion was made by Supervisor Kerr and seconded by Supervisor Ruiz to approve and accept the final plat's S-009-02, for Parcels 2,3,4,5,6,7,8,9,10, 11, 13A, 13B, 14 and Tracts & Dedications for the Villages at Rancho El Dorado, and that the plats not be signed by the Chairman until final documents are presented, subject to the provisions of Resolution No. 73097-SSP. Motion carried by unanimous vote.

Public Hearings on zoning cases:

PZ-005-03 Otak, Inc. - Public Hearing, discussion/approval/disapproval on PZ-005-03 Otak, Inc., requesting approval of a zone change from (MH) Manufactured/Mobile Home Zone and (GR) General Rural Zone to (CR-3) Single Residence Zone, on a 428.0± acre parcel to plan and develop the 1,606 lot, single family detached, Maricopa Meadows Master Planned Community; situated in the E½ Section 28 and the N½ NW¼ Section 33, T4S, R3E, G&SRB&M, Tax Parcels 510-27-011, 017, 018, 020A and 510-12-013 (legal on file) (southwest Maricopa). Planning Commission voted unanimously to recommend approval with Five (5) stipulations (continued from 4/30/03).

PZ-PD-005-03 Otak, Inc., - Public Hearing, discussion/approval/disapproval PZ-PD-005-03 Otak, Inc., requesting approval of a Planned Area Development (PAD) Overlay District on a 428.0± acre parcel to plan and develop the 1,606 lot, single family detached, Maricopa Meadows Master Planned Community; pending and in conjunction with Board of supervisors zone change approval under Planning Case (PZ-005-03); situated in the E½ Section 28 and the N½ NW¼ Section 33, T4S, R3E, G&SRB&M, Tax Parcels 510-27-011, 017, 018, 020A and 510-12-013 (legal on file) (southwest Maricopa). Planning Commission voted unanimously to recommend approval with Twenty Two (22) stipulations (continued from 4/30/03);

Representing Planning and Development Services Department was Director, David Kuhl.

Representing Otak, Inc. was Mr. Larry Miller, 16009 N. 81st. St., Suite 200, Scottsdale, AZ.

Supervisor Kerr stated that this case was continued because Mr. Miller & Associates, and Lennar Homes were to enter into an agreement to help remove the railroad bridge that goes into Maricopa.

Chairman Smith opened the public hearing and called for comments from the public. There were none. The public hearing was closed.

Motion on PZ-005-03

Motion was made by Supervisor Kerr and seconded by Supervisor Ruiz to approve PZ-005-03 with the five (5) stipulations as recommended by the Planning Commission:

- 1) The applicant/owner, at the time of development application Maricopa Meadows subdivision(s), shall submit and secure all required applications, plans, supporting document submittals, approvals and permits from the applicable and appropriate Federal, State, County & Local regulatory agencies;
- 2) the property is to be developed with an approved Planned Area Development (PAD) (PZ-PD-005-03), in accordance with the applicable criteria set forth in Article 33 of the Pinal County Zoning Ordinance and the applicant's submittal documents;

- 3) the applicant/owner, grant and record an agricultural spray easement to all adjacent farm owners/operators; include in the CC&R's references to the recorded agricultural spray easement and reference the agricultural spray easement on the face of the plat(s) in the **NOTES** section;
- 4) prior to final plat approval, the applicant/owner shall comply with the conditions as set forth in the Memorandum from the Pinal County Public Works Department to the Pinal County Planning & Development Services Department dated March 8, 2003 as follows:
 1. Submit two copies of a current Traffic Impact Analysis to the Pinal County Engineer for review and approval.
 2. Provide a master grading and drainage plan for the site. The plan shall provide retention for the 100-year, 1-hour storm water in a common retention area to be maintained by the homeowner's association.
 3. All public roadway and infrastructure improvements shall be in accordance with the current Pinal County Standards or as approved by the County Engineer.
 4. Provide minimum of 55' of public right-of-way for McDavid Road (section line road) and along the West side of the development (Green Road) or as approved by the County Engineer.
 5. At the time of final zone change/planned area development (PAD) approval by the Board of Supervisors the applicant/owner shall contribute \$55.00 per lot for the proposed 1606 residential lots, based upon the Maricopa Subregional Transportation Study prorated fee schedule.
 6. Submit an A.L.T.A. - type survey with Preliminary/Tentative Plat application.
- 5) should the requested Maricopa Meadows subdivision(s) not commence within 18 months of the Pinal County Board of Supervisors approval of this zone change, the Board may schedule a public hearing to grant an extension, determine compliance with the schedule of development, or cause the property to revert to its former zoning classification.

Motion carried by unanimous vote.

Motion on PZ-PD-005-03

Motion was made by Supervisor Kerr and seconded by Supervisor Ruiz to approve PZ-PD-005-03 with the twenty-two stipulations as recommended by the Planning Commission:

- 1) Approval of this Planned Area Development (PAD) Overlay District is contingent upon the Board of Supervisors zone change approval as set forth in Planning Case PZ-005-03;
- 2) the applicant/owner, at the time of development application (Maricopa Meadows subdivision(s)), shall submit and secure all required applications, plans, supporting document submittals, approvals and permits from the applicable and appropriate Federal, State, County & Local regulatory agencies;
- 3) the property is to be developed with an approved Planned Area Development (PAD) (PZ-PD-005-03), in accordance with the applicable criteria set forth in Article 33 of the Pinal County Zoning Ordinance and the applicant's submittal documents;
- 4) prior to final plat approval, the applicant/owner shall provide written verification from the Maricopa Fire Department, that applicable fire service concerns/issues have been resolved to the satisfaction of the Fire District;
- 5) prior to final plat approval, the applicant/owner shall provide written verification from the Maricopa Unified School District #20, that applicable school concerns/issues have been resolved to the satisfaction of the District;
- 6) the applicant/owner shall ensure a minimum of fifteen percent (15%) of the approved Maricopa Meadows Master Planned Community remains in open space, with a maximum overall density of 3.75 dwelling

- units per gross acre for a total of 1606 dwelling units;
- 7) the applicant/owner, grant and record an agricultural spray easement to all adjacent farm owners/operators; include in the CC&R's references to the recorded agricultural spray easement and reference the agricultural spray easement on the face of the plat(s) in the **NOTES** section;
 - 8) **AT THE TIME OF FINAL ZONE CHANGE/PLANNED AREA DEVELOPMENT (PAD) APPROVAL BY THE BOARD OF SUPERVISORS THE APPLICANT/OWNER VOLUNTEERS TO PAY \$55.00/LOT FOR THE PROPOSED RESIDENTIAL 1606 LOTS, BASED UPON THE MARICOPA SUBREGIONAL TRANSPORTATION STUDY, EXHIBIT 19, PRORATED FEE SCHEDULE;**
 - 9) prior to final subdivision approval (initial plat), the applicant/ developer/owner shall provide written verification from the wastewater/ sewage disposal provider, together with associated documentation, that:
 - a. the wastewater/sewerage disposal provider has adequate capacity for collection, treatment and disposal of wastewater for the subdivision;
 - b. the subdivision boundaries are located within a service area designated with an approved **CERTIFICATE OF CONVENIENCE AND NECESSITY (CCN)**; and
 - c. The wastewater plan for the proposed subdivision is in conformance with the **CERTIFIED AREA WIDE WATER QUALITY MANAGEMENT (208) PLAN**;
 - 10) no schools or day care centers to be located within ($\frac{1}{4}$) one-quarter mile of land in agricultural production requiring aerial spraying. (**PLACE IN NOTES SECTION ON FACE OF FINAL PLAT**);
 - 11) the applicant/owner agrees to ensure the CC&R's for each subdivision/development will include the following:
 - Notice that the subject property is adjacent to Ak-Chin Indian Community lands, which may be developed for any possible land use in the future;
 - Notice that the subject property is in the vicinity of cattle feeding/dairy facilities and that odors, dust, insects and vectors may be present;
 - 12) all construction activity must conform to the Earthmoving Activity requirements of the Pinal County Air Quality Control District;
 - 13) **NOTE ON THE FACE OF THE FINAL PLAT:** There shall be no further lot splitting or subdividing without written approval of the Board of Supervisors, except parcels sold for subdivision development in accordance with the approved PAD;
 - 14) on all lots the developer/owner shall ensure that residential dwellings can fit within the building setbacks including bay windows, fireplaces, porches, covered patios, etc. as approved under the zone change /PAD;
 - 15) approval of this zone change/PAD request will allow the applicant/owner, at time of preliminary/tentative plat approval to provide for construction trailer(s), model complex(s), sales office(s) and associated parking;
 - 16) the developer/owner will coordinate with the Pinal County Public Works Department in addressing circulation between this proposed PAD and adjacent PAD's both current and proposed;
 - 17) granting of this Planned Area Development (PAD) Overlay District request will require, at the time of application for development (Maricopa Meadows subdivision(s)), that the applicant/owner submit and secure from the applicable and appropriate Federal, State, County & Local regulatory agencies, all required applications, plans, permits, supporting documentation and approvals including, but not limited to zone change approval, PAD overlay district approval, subdivision, planning clearance, building, grading, paving, drainage, landscaping, open space, walls/fencing, signage, lighting, sanitation, water supply, public/private utilities, retention/detention, access, road dedication, regional road improvements, air quality, and fire suppression;
 - 18) prior to final plat approval, the applicant/owner shall comply with the conditions as set forth in the Memorandum from the Pinal County Public Works Department to the Pinal County Planning and

Development Services Department dated March 8, 2003 as follows:

1. Submit two copies of a current Traffic Impact Analysis to the Pinal County Engineer for review and approval. All peripheral road and infrastructure improvements shall be per the approved traffic study or as approved by the County Engineer, to include construction of acceleration/deceleration lanes and left turn pockets.
2. Provide a master grading and drainage plan for the site. The plan shall provide retention for the 100-year, 1-hour storm water in a common retention area. Individual grading and drainage plan for each parcel to be submitted to the County Engineer for review and approval.
3. An association, including all property owners in the development will be formed and have the responsibility for maintaining all common areas to be noted as "tracts" or easements (including landscaped areas, street lights, and drainage facilities) in accordance with approved plans.
4. All roadway and infrastructure improvements shall be in accordance with the current Pinal County Subdivision Standards or as approved by the County Engineer.
 - a. Provide curb, gutter, sidewalk (recommend sidewalk on both sides), paving and incidentals on all interior local and collector streets.
 - b. Provide a minimum of 28' paved access and incidentals for Honeycutt Avenue, McDavid Road and Bowlin Road from the East boundary of this subdivision to SR 347 (John Wayne Parkway), or as required by the County Engineer.
 - c. Provide a 33' x 33' right-of-way sight visibility triangle easement at all streets which intersect with the peripheral streets.
 - d. The minimum paving widths for all local public streets within this development to be 32' (back-of-curb to back-of-curb) constructed within 50' of right-of-way. All minor collector streets to be constructed 40' (back-of-curb to back-of-curb) within 60' of right-of-way. All major collector streets, including the Island Entrance to be 49' (back-of-curb to back-of-curb) within 80' of right-of-way or as approved by the County Engineer. Pavement structure shall be per Pinal County Subdivision Standards and as recommended by the Geotechnical Report and approved by the County Engineer.
 - e. The minimum paving width for McDavid Road to be 37.5' (center line to back of curb) with structural section of 10" of Class 1 aggregate base and 4" of asphalt concrete within 55' of half street right-of-way.
5. The final plats shall include a statement to the effect that the stormwater retention volumes required by the drainage ordinance have been met and that the overall gross retention/detention volumes will not be changed without prior County approval.
6. Prior to recordation of the final plats, the developer shall name in a letter to the Department of Public Works, a civil engineer licensed in the State of Arizona who will assume the responsibilities of engineer of record.
7. Existing private irrigation supply ditches or irrigation tailwater ditches on this site, or in the right-of-way adjacent to this site must be replaced with an underground pipeline.
8. Funds in escrow to be posted with Pinal County to guarantee the installation of traffic signal, when warranted, at the intersection of Honeycutt Avenue and SR 347 (John Wayne Parkway).
9. 1' vehicular non-access easement should be dedicated on all lots adjacent to any tract backing up to a collector street, and/or any lot having a side next to a collector street as required by the County Engineer.
10. Developer to finalize the abandonment of all existing right-of-way and easements as noted on Recorded plat of Maricopa Park Addition.
11. At the time of final plat approval by the Board of Supervisors, the applicant/owner shall contribute \$166.00 per lot for the proposed 1606 residential lots towards the Maricopa Subregional

- Transportation Study.
12. This subdivision shall be tied into two section corners as designated by the Pinal County Engineer.
 - 19) the first row of single family dwellings north of Honeycutt Avenue along the east property boundary shall be limited to single story dwelling units;
 - 20) that portion of the subject property bounded on the north by McDavid Road, the south by Honeycutt Avenue and the west by the Collector Road shall have no more than fifty (50) percent of the lots developed with two (2) story homes;
 - 21) with the increase of the school site from 12± acres to 24± acres the park site shall be relocated as acceptable to the developer/owner and the Maricopa School District; and
 - 22) should the requested Maricopa Meadows subdivision(s) not commence within 18 months of the Pinal County Board of Supervisors approval of this Planned Area Development (PAD) Overlay District, the Board may schedule a public hearing to grant an extension, determine compliance with the schedule of development, or cause the property to revert to its former zoning classification.

Motion carried by unanimous vote.

Discussion/approval/denial of Lease Agreement between Pinal County and the Apache Junction Fire District. The purpose of this Lease Agreement is to construct an Apache Junction Fire District administrative building. The leased property is located at the Northwest corner of section 21, Township 1 North, Range 8 East of the Gila and Salt River Base and Meridian, Pinal County, Arizona.

John Flynn, Fire Chief of Apache Junction Fire District, 3955 E. Superstition Blvd., Apache Junction, AZ., gave the Board a brief summary of this project.

Gary Medina, Special Services Director was present for discussion.

Mr. Doolittle advised the Board that this is a joint project between the Fire District and Pinal County to consolidate governmental services inside the City of Apache Junction.

Motion was made by Supervisor Ruiz and Supervisor Kerr to approve the Lease Agreement between Pinal County and the Apache Junction Fire District. The purpose of this Lease Agreement is to construct an Apache Junction Fire District administrative building. The leased property is located at the Northwest corner of section 21, Township 1 North, Range 8 East of the Gila and Salt River Base and Meridian, Pinal County, Arizona.

Motion carried by unanimous vote.

Public Auction of State Tax Deed Properties held by State of Arizona pursuant to A.R.S. §42-18302 and advertised accordingly, for sell to the highest bidder scheduled for 9:30 a.m. on May 7, 2003. The legal descriptions of the parcels are as follows: Parcel No. 200-33-018, further described as the N½ of the SW¼ of the NW¼ of Sec. 25, T4S, R9E, G&SRB&M, Pinal County, Arizona, containing 20 acres more or less. The minimum bid for the parcel shall be \$80,000. Parcel No. 200-33-019, further described as the S½ of the SW¼ of the NW¼ of Sec. 25, T4S, R9E, G&SRB&M, Pinal County, Arizona, containing 20 acres more or less. The minimum bid for the parcel is \$23,000. The terms of the sale will be cash, money order, cashier's check, or personal check for the full amount of the bid. Successful bidder is expected to pay for the property at completion of the auction.

Chairman Smith introduced several members of the Town of Florence Council and Industrial Development Board and asked if they would like to make a statement.

PZ-005-03 - PUBLIC HEARING/ACTION: Solid State Maricopa, LP and Hogenes Farms Ltd Pship, landowners, Otak, Inc., applicant, requesting approval of a zone change from (MH) Manufactured/Mobile Home Zone and (GR) General Rural Zone to (CR-3) Single Residence Zone, on a 428.0± acre parcel to plan and develop the 1,714 lot, single family detached, Maricopa Meadows Master Planned Community; situated in the E½ Section 28 and the N½ NW¼ Section 33, T4S, R3E, G&SRB&M, Tax Parcels 510-27-011, 017, 018, 020A and 510-12-013 (legal on file) (southwest Maricopa).

PZ-PD-005-03 - PUBLIC HEARING/ACTION: Solid State Maricopa, LP and Hogenes Farms Ltd Pship, landowners, Otak, Inc., applicant, requesting approval of a Planned Area Development (PAD) Overlay District on a 428.0± acre parcel to plan and develop the 1,714 lot, single family detached, Maricopa Meadows Master Planned Community; pending and in conjunction with Board of Supervisors zone change approval under Planning Case (**PZ-005-03**); situated in the E½ Section 28 and the N½ NW¼ Section 33, T4S, R3E, G&SRB&M, Tax Parcels 510-27-011, 017, 018, 020A and 510-12-013 (legal on file) (southwest Maricopa).

Mr. Rittenback presented these cases stating staff recommended five stipulations for Case No. PZ-005-03 and nineteen stipulations for Case No. PZ-PD-005-03, with the possibility of modifying stipulation nos. 13) and 18)12.

Steve Tomita, 502 S College Ave, Ste 204, Tempe, AZ 85281 came forward and presented a lengthy power point presentation about the proposed development pointing out several specifics of the plan. He stated that 17% of the residential property would be allocated to open space and was asking for 4.0 du/ac. He also stated there were two owners of the subject property.

He pointed out adjacent land uses and stated they are donating a school site and will continue working with the school.

Mr. Tomita included specifics of the drainage washes and how they would be utilized as usable open space with amenities.

He presented statistics on 3.5 du/ac vs 4.0 du/ac for the property. He addressed planned road improvements.

Commissioner Harlan asked Mr. Tomita if he agreed to all the stipulations with the answer being yes. Mr. Harlan also stressed the fact that he wanted no more than 3.5 du/ac approved. Mr. Tomita stated they needed a 4.0 du/ac to build a better community.

OPEN TO PUBLIC

Alma Farrell, Maricopa School District (address not given) came forward. She stated the applicant had been working with the school district and what they needed was a Middle School which would require 24 acres.

Ms. Farrell also stated they would like to have an Olympic size swimming pool for the high school and were asking the developers/homebuilders to contribute to a fund to build such a pool.

Ms. Farrell also asked the developers to pave a parking lot for a nearby church.

Cindy Dunn, 19100 N Taft Ave., came forward and spoke on the proposed pool being requested by the Maricopa School District. She stated she wanted all developers to contribute to the pool fund. She also asked for pecan trees to be used as a landscape element. She also requested no 2 story homes in a specific area near her home. She also wants a wall for her property. She also asked for a Dark Sky Ordinance for all lighting.

Robert Whyte, 5830 E Caballo Dr, Paradise Valley, AZ 85253 came forward stating he had a contract to purchase a 5 acre parcel and has no viable access to this property. Stated he planned to build 1 or more houses on the subject 5 acres. He asked the developer to pave a road to his property; otherwise, he will have to build a bridge over a creek to his property. Stated he would like to see an aerial map showing access in relationship to his proposed property.

CLOSE TO PUBLIC

Chairman Dugan asked the applicant to return to the podium and address the issues raised by the public.

Ron Smith, 16009 N 81st St, Ste 200, Scottsdale, Az 85260 came forward stating they had met with the school representatives several times to address school issues. He stated if it is determined a Middle School is needed, the developer will provide 24+/- acres for a Middle School.

Stated a proposed park is to be a Community Park. The park will have a small parking lot but not large enough for overflow parking for a church.

In response to the Commission's question pertaining a church parking lot, Mr. Smith stated he was not sure the Commission could require the developer to provide a parking lot for another private entity ie. a church.

Mr. Smith stated this was the first time he had heard about the pool, but said the developer would continue working with the school pertaining to their needs.

Mr. Smith stated they would deed restrict one row of homes to one story. Also that 50% of homes be one story in a specific area. He stated they would build a wall for Ms. Dunn.

Mr. Smith stated they would work with the Sheriff's Department for police protection. He also stated they would follow Pinal County's Dark Sky Ordinance.

Mr. Smith stated in reference to Mr. Whyte's request, Bolin Road is inaccessible at certain points. They will leave Green Road right-of-way for Mr. Whyte but will not agree to pave the road for him.

Discussion ensued on the number of lots to be lost if the developer gives up an additional twelve acres for the Middle School.

Larry Miller, 16009 N 81st St, Scottsdale, AZ came forward and addressed 3.75 du/ac vs 4.0 du/ac. He stated they would work with other developers on flood related issues plus other amenities; therefore, he would like to have 4.0 du/ac.

Discussion continued on density of 3.75 vs 3.8 vs 4.0 du/ac.

MOTION - PZ-005-03

Commissioner Harlan made a motion to forward **PZ-005-03** to the Board of Supervisors with a recommendation for **APPROVAL** with staff's recommended five (5) stipulations of understanding.

Commissioner Johnston seconded the motion. Motion carried unanimously.

MOTION - PZ-PD-005-03

Commissioner Harlan made a motion to forward **PZ-PD-005-03** to the Board of Supervisors with a recommendation for **APPROVAL** with staff's recommended nineteen (19) stipulations modifying Nos. 6), 13), 18)12. and adding three additional stipulations.

The Commission modified stipulation 6) by replacing the overall density of 3.5 with 3.75 dwelling units per gross acre for a total of 1606 dwelling units.

Stipulation 13) was modified by adding "and will be noted on the face of the final plat" after approved PAD.

Stipulation 18)12. was modified by replacing "provided by Pinal County" with "as designated by the Pinal County Engineer".

The Commission added the following stipulations at the public hearing:

- The first row of single family dwellings north of Honeycutt Avenue along the east property boundary shall be limited to single story dwelling units.
- That portion of the subject property bounded on the north by McDavid Road, the south by Honeycutt Avenue and the west by the Collector Road shall

have no more than fifty (50) percent of the lots developed with two (2) story homes.

- With the increase of the school site from 12± acres to 24± acres the park site shall be relocated as acceptable to the developer/owner and the Maricopa School District.

Commissioner Johnston seconded the motion. Motion carried unanimously.

Omega Management Services, Inc.

LAND DEVELOPMENT MANAGEMENT CONSULTANTS

April 17, 2003

Dennis Rittenback
Pinal County
Planning and Development
P. O. Box 2973
Florence, AZ 85232

Re: PZ-005-03, PZ-PD-005-03
Maricopa Meadows

Dear Mr. Rittenback:

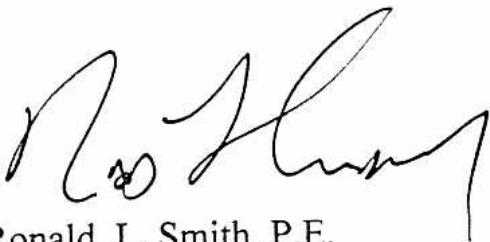
We would like to retract the letter dated April 3, 2003, submitted by OTAK, requesting the above referenced items be pulled from the April Board of Supervisors consent agenda.

Please keep the above referenced rezone case on the consent agenda.

Thank you for your consideration.

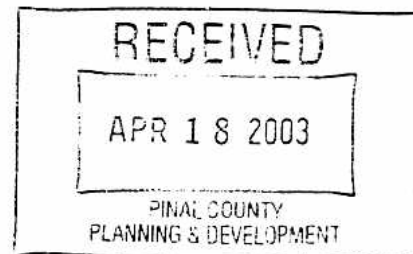
Very Truly Yours,

OMEGA MANAGEMENT SERVICES, INC.



Ronald L. Smith, P.E.
President

RLS/lam





502 south college avenue, suite 204 • tempe, arizona 85281
(480) 557-6670 • fax (480) 557-6506
www.oiaak.com

April 3, 2003

Board of Supervisors
c/o Dennis Rittenback
Pinal County
Planning and Development
P.O. Box 2973
Florence, AZ 85232

**Re: PZ-005-03, PZ-PD-005-3
Maricopa Meadows**

Dear Board of Supervisor Members:

As consultants for Miller Holdings, Inc./Omega Management Services (OMS), this letter is a request that the above referenced rezoning request be removed from the Board of Supervisors' consent item agenda for further discussion. The reason for this request is that OMS wishes to appeal to the Board of Supervisors for reconsideration of the density recommended to the Board by the Planning and Zoning Commission. A PowerPoint slide show was presented to the Commission members detailing the additional revenue of \$1,327,000 that the higher density would provide Pinal County, the Maricopa Unified School District and the Fire Department at build out of Maricopa Meadows. The presentation demonstrated the higher than standard development quality that would be incorporated into the project and the significant offsite improvements that were being proposed (based on the density requested) that went far above and beyond what is traditionally required or provided by developments.

The presentation and Maricopa Meadows master plan was very well received by the Commission and a friendly dialogue between the Commission, the Consultant and OMS continued in regard to the issue of density, the benefits of the proposed offsite improvements and requests made by the Maricopa School District and an adjoining property owner. The Commission was complimentary of the information they received and noted that the Owners had been well prepared. The result of the hearing was that the Commission felt the development warranted a density higher than the traditional 3.5 cap, but elected to limit the increase to the 3.75 du per acre recommended to the Board of Supervisors. While the Commission's support of a higher density is greatly appreciated, we believe the requested 4.0 du per acre is justified based on the level and quality of the offsite improvements proposed to be constructed as part of the development. We are requesting the Board of Supervisors' reconsideration for the requested 4.0 du per acre being granted based on the following:

1. The Commission recommended to the Board of Supervisors that 3.8 du per acre be granted for the Alterra master plan development (adjacent to Maricopa Meadows) for their contribution to the resolution of the Santa Rosa Wash railroad bridge crossing (which was subsequently approved by the Board). Elimination of storm water backup at the crossing by constructing a new bridge would resolve flooding to the residents of the Community of Maricopa and also eliminate their annual \$500.00 per residence flood insurance payments. Such action was a benefit to Pinal County and Maricopa residents that the Commission felt warranted the higher development density.

The Developers of Maricopa Meadows will be contributing their fair pro-rata share of the cost of the railroad bridge crossing (being the largest development site, their share will be significant). Being a major contributor, the Developers of Maricopa Meadows believe they should, at least, have received the same density consideration as was granted the Alterra development just for this contribution.

2. Proposed additional offsite improvements were presented (based upon a 4.0 du per acre density helping to offset increased development costs) benefitting the County, the School District and Maricopa. Those improvements were: Honeycutt Avenue would be fully improved within the existing 50 feet right-of-way to provide three paved lanes (one center turning lane), curb and gutter and sidewalks on both sides; A ½ width road improvement (2 lanes, curb and gutter and sidewalk on the south side) would be provided for McDavid Road on the north boundary of Maricopa Meadows and continue out to John Wayne Parkway; Taft Road would be re-paved from McDavid Road south to Honeycutt Avenue; and a traffic signal would be installed at the intersection of Honeycutt Avenue and John Wayne Parkway. Traditionally, a development is only required to provide ½ street improvements to the adjacent roadway to the north. The improvements proposed are far above and beyond what is typically required and greatly benefit the Community of Maricopa and the Maricopa Unified School District by improving student safety and traffic circulation.
3. At the request of the Maricopa School District Superintendent, the School site has tentatively been doubled to provide for a middle school, rather than an elementary school. We raised a concern regarding the potentially detrimental traffic increase the addition of this size of school could impose on Honeycutt Avenue and are awaiting further input and discussion with the School Board as to whether they will continue to prefer this location for the middle school or revert back to an elementary school. Either way, OMS is in agreement to providing a school site contribution to the District in Maricopa Meadows.
4. The resident at the northwest corner of Taft and Honeycutt has requested a low level

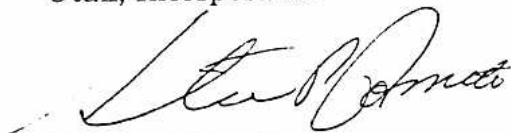
block wall be constructed along their property line to delineate Maricopa Meadows from their property, which OMS has agreed to provide. Additionally, the school and park site have been relocated to the east side of the project, along Honeycutt Avenue, to provide for a stronger transition to the existing neighborhood.

5. A neighborhood meeting was held that presented the Maricopa Meadows master plan at 4.0 du per acre and the attendees and others who telephoned our office were in support of the development and the density proposed. Resident attendees at the Planning and Zoning Commission also were in support of the density requested and felt the offsite improvements proposed warranted this request.

Once again we want to reiterate that although OMS did propose to provide the offsite, beneficial improvements listed above, the proposition was based upon needed revenues that would be received from the 4.0 du per acre density helping to offset the increased costs of those improvements. Offsetting these costs also assists in keeping Maricopa Meadows an affordable, yet quality development, helping to assure its ability to reach the buyer market and achieve success.

We appreciate the Board of Supervisors' consideration of this request, on behalf of OMS, for reconsideration of the density recommendations for Maricopa Meadows. We and representatives of OMS will be present at the April 23rd public meeting to answer any questions you may have in this matter.

Sincerely,
Otak, Incorporated



Steven P. Tomita
Regional Planning and Development Director

STAFF REPORT SUMMARY - BOS

MEETING DATE: April 23, 2003

CASE NO.: **PZ-PD-005-03**

APPLICANT/DEVELOPER: Miller Holdings, Inc., c/o Ronald L. Smith, 16009 N. 81st Street, Ste. 200, Scottsdale, AZ 85260

LANDOWNERS: Solid State Maricopa LP, 710 Peachtree Street, NE 240, Atlanta, GA 30308
Hogenes Farms Ltd. Pship., P.O. Box 570, Maricopa, AZ 85239

ENGINEER/REPRESENTATIVE: Otak, Inc., c/o Steven Tomita, 502 S. College Ave., Ste. 204, Tempe, AZ 85281

LOCATION: The subject property is located adjacent to McDavid Road and the Ak-Chin Indian Community in the southwest Maricopa area.

REQUESTED ACTION & PURPOSE (**PZ-PD-005-03**): Solid State Maricopa, LP and Hogenes Farms Ltd Pship, landowners, Otak, Inc., applicant, requesting approval of a Planned Area Development (PAD) Overlay District on a 428.0± acre parcel to plan and develop the 1,606 lot, single family detached, Maricopa Meadows Master Planned Community; pending and in conjunction with Board of Supervisors zone change approval under Planning Case (**PZ-005-03**).

STAFF SUMMARY AND RECOMMENDATION TO THE COMMISSION:

All submittals, evidence presented, written documentation, public testimony and staff report(s) are considered part of the record in this planning case. Based upon the Planning Director's review of the application, exhibits received in evidence, a staff visit to the subject property and the **ATTACHED STAFF REPORT**, staff recommends that the Commission forward **PZ-PD-005-03** to the Board of Supervisors with a favorable recommendation with stipulations.

COMMISSION ACTION/RECOMMENDATION:

The Commission voted **UNANIMOUSLY** to recommend APPROVAL of **PZ-PD-005-03** based upon the record as presented with the **TWENTY-TWO (22) STIPULATIONS ATTACHED**.

Case No. PZ-PD-005-03
STIPULATIONS

- 1) Approval of this Planned Area Development (PAD) Overlay District is contingent upon the Board of Supervisors zone change approval as set forth in Planning Case PZ-005-03;
- 2) the applicant/owner, at the time of development application (Maricopa Meadows subdivision(s)), shall submit and secure all required applications, plans, supporting document submittals, approvals and permits from the applicable and appropriate Federal, State, County & Local regulatory agencies;
- 3) the property is to be developed with an approved Planned Area Development (PAD) (PZ-PD-005-03), in accordance with the applicable criteria set forth in Article 33 of the Pinal County Zoning Ordinance and the applicant's submittal documents;
- 4) prior to final plat approval, the applicant/owner shall provide written verification from the Maricopa Fire Department, that applicable fire service concerns/issues have been resolved to the satisfaction of the Fire District;
- 5) prior to final plat approval, the applicant/owner shall provide written verification from the Maricopa Unified School District #20, that applicable school concerns/issues have been resolved to the satisfaction of the District;
- 6) the applicant/owner shall ensure a minimum of fifteen percent (15%) of the approved Maricopa Meadows Master Planned Community remains in open space, with a maximum overall density of 3.75 dwelling units per gross acre for a total of 1606 dwelling units;
- 7) the applicant/owner, grant and record an agricultural spray easement to all adjacent farm owners/operators; include in the CC&R's references to the recorded agricultural spray easement and reference the agricultural spray easement on the face of the plat(s) in the **NOTES** section;
- 8) **AT THE TIME OF FINAL ZONE CHANGE/PLANNED AREA DEVELOPMENT (PAD) APPROVAL BY THE BOARD OF SUPERVISORS THE APPLICANT/OWNER VOLUNTEERS TO PAY \$55.00/LOT FOR THE PROPOSED RESIDENTIAL 1606 LOTS, BASED UPON THE MARICOPA SUBREGIONAL TRANSPORTATION STUDY, EXHIBIT 19, PRORATED FEE SCHEDULE;**
- 9) prior to final subdivision approval (initial plat), the applicant/developer/owner shall provide written verification from the wastewater / sewage disposal provider, together with associated documentation, that:
 - a. the wastewater/sewerage disposal provider has adequate capacity for collection, treatment and disposal of wastewater for the subdivision;
 - b. the subdivision boundaries are located within a service area designated with an approved **CERTIFICATE OF CONVENIENCE AND NECESSITY (CCN)**; and

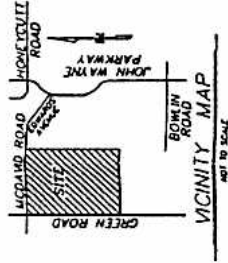
- c. the wastewater plan for the proposed subdivision is in conformance with the **CERTIFIED AREAWIDE WATER QUALITY MANAGEMENT (208) PLAN**;
- 10) no schools or day care centers to be located within (¼) one-quarter mile of land in agricultural production requiring aerial spraying. (**PLACE IN NOTES SECTION ON FACE OF FINAL PLAT**);
 - 11) the applicant/owner agrees to ensure the CC&R's for each subdivision/development will include the following:
 - Notice that the subject property is adjacent to Ak-Chin Indian Community lands, which may be developed for any possible land use in the future;
 - Notice that the subject property is in the vicinity of cattle feeding/dairy facilities and that odors, dust, insects and vectors may be present;
 - 12) all construction activity must conform to the Earthmoving Activity requirements of the Pinal County Air Quality Control District;
 - 13) **NOTE ON THE FACE OF THE FINAL PLAT:** There shall be no further lot splitting or subdividing without written approval of the Board of Supervisors, except parcels sold for subdivision development in accordance with the approved PAD;
 - 14) on all lots the developer/owner shall ensure that residential dwellings can fit within the building setbacks including bay windows, fireplaces, porches, covered patios, etc. as approved under the zone change /PAD;
 - 15) approval of this zone change/PAD request will allow the applicant/owner, at time of preliminary/tentative plat approval to provide for construction trailer(s), model complex(s), sales office(s) and associated parking;
 - 16) the developer/owner will coordinate with the Pinal County Public Works Department in addressing circulation between this proposed PAD and adjacent PAD's both current and proposed;
 - 17) granting of this Planned Area Development (PAD) Overlay District request will require, at the time of application for development (Maricopa Meadows subdivision(s)), that the applicant/owner submit and secure from the applicable and appropriate Federal, State, County & Local regulatory agencies, all required applications, plans, permits, supporting documentation and approvals including, but not limited to zone change approval, PAD overlay district approval, subdivision, planning clearance, building, grading, paving, drainage, landscaping, open space, walls/fencing, signage, lighting, sanitation, water supply, public/private utilities, retention/detention, access, road dedication, regional road improvements, air quality, and fire suppression;
 - 18) prior to final plat approval, the applicant/owner shall comply with the conditions as set forth in the Memorandum from the Pinal County Public Works Department to the Pinal County Planning and Development Services Department dated March 8, 2003 as follows:

1. Submit two copies of a current Traffic Impact Analysis to the Pinal County Engineer for review and approval. All peripheral road and infrastructure improvements shall be per the approved traffic study or as approved by the County Engineer, to include construction of acceleration/deceleration lanes and left turn pockets.
2. Provide a master grading and drainage plan for the site. The plan shall provide retention for the 100-year, 1-hour storm water in a common retention area. Individual grading and drainage plan for each parcel to be submitted to the County Engineer for review and approval.
3. An association, including all property owners in the development will be formed and have the responsibility for maintaining all common areas to be noted as "tracts" or easements (including landscaped areas, street lights, and drainage facilities) in accordance with approved plans.
4. All roadway and infrastructure improvements shall be in accordance with the current Pinal County Subdivision Standards or as approved by the County Engineer.
 - a. Provide curb, gutter, sidewalk (recommend sidewalk on both sides), paving and incidentals on all interior local and collector streets.
 - b. Provide a minimum of 28' paved access and incidentals for Honeycutt Avenue, McDavid Road and Bowlin Road from the East boundary of this subdivision to SR 347 (John Wayne Parkway), or as required by the County Engineer.
 - c. Provide a 33' x 33' right-of-way sight visibility triangle easement at all streets which intersect with the peripheral streets.
 - d. The minimum paving widths for all local public streets within this development to be 32' (back-of-curb to back-of-curb) constructed within 50' of right-of-way. All minor collector streets to be constructed 40' (back-of-curb to back-of-curb) within 60' of right-of-way. All major collector streets, including the Island Entrance to be 49' (back-of-curb to back-of-curb) within 80' of right-of-way or as approved by the County Engineer. Pavement structure shall be per Pinal County Subdivision Standards and as recommended by the Geotechnical Report and approved by the County Engineer.
 - e. The minimum paving width for McDavid Road to be 37.5' (center line to back of curb) with a structural section of 10" of Class 1 aggregate base and 4" of asphalt concrete within 55' of half street right-of-way.

5. The final plats shall include a statement to the effect that the stormwater retention volumes required by the drainage ordinance have been met and that the overall gross retention/detention volumes will not be changed without prior County approval.
 6. Prior to recordation of the final plats, the developer shall name in a letter to the Department of Public Works, a civil engineer licensed in the State of Arizona who will assume the responsibilities of engineer of record.
 7. Existing private irrigation supply ditches or irrigation tailwater ditches on this site, or in the right-of-way adjacent to this site must be replaced with an underground pipeline.
 8. Funds in escrow to be posted with Pinal County to guarantee the installation of traffic signal, when warranted, at the intersection of Honeycutt Avenue and SR 347 (John Wayne Parkway).
 9. A 1' vehicular non-access easement should be dedicated on all lots adjacent to any tract backing up to a collector street, and/or any lot having a side next to a collector street as required by the County Engineer.
 10. Developer to finalize the abandonment of all existing right-of-way and easements as noted on Recorded plat of Maricopa Park Addition.
 11. At the time of final plat approval by the Board of Supervisors, the applicant/owner shall contribute \$166.00 per lot for the proposed 1606 residential lots towards the Maricopa Subregional Transportation Study.
 12. This subdivision shall be tied into two section corners as designated by the Pinal County Engineer.
-
- 19) the first row of single family dwellings north of Honeycutt Avenue along the east property boundary shall be limited to single story dwelling units;
 - 20) that portion of the subject property bounded on the north by McDavid Road, the south by Honeycutt Avenue and the west by the Collector Road shall have no more than fifty (50) percent of the lots developed with two (2) story homes;
 - 21) with the increase of the school site from 12± acres to 24± acres the park site shall be relocated as acceptable to the developer/owner and the Maricopa School District; and
 - 22) should the requested Maricopa Meadows subdivision(s) not commence within 18 months of the Pinal County Board of Supervisors approval of this Planned Area Development (PAD) Overlay District, the Board may schedule a public hearing to grant an extension, determine compliance with the schedule of development, or cause the property to revert to its former zoning classification.

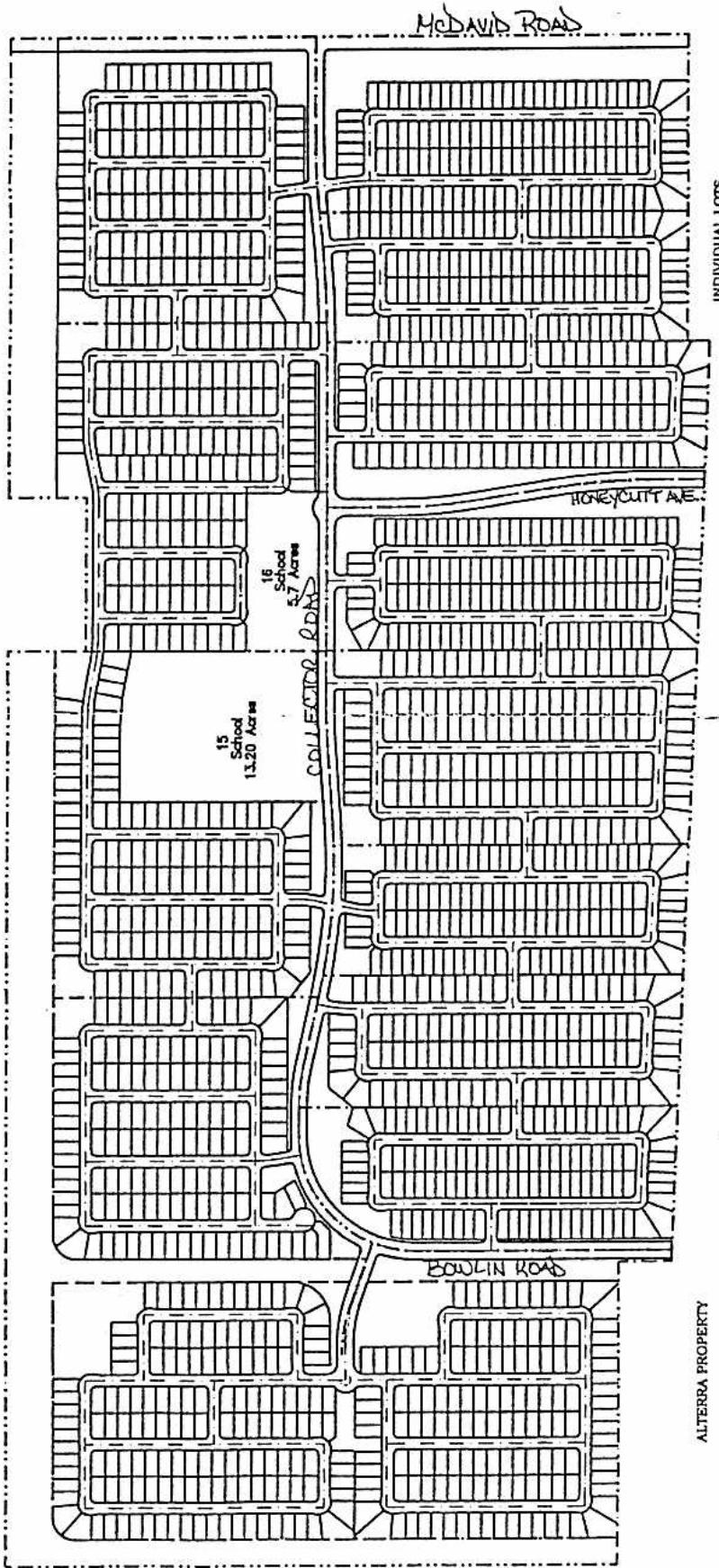
MARICOPA MEADOWS Site Plan

A PORTION OF SECTION 28, TOWNSHIP 4 SOUTH,
RANGE 3 EAST OF THE GILA AND SALT RIVER
BASE AND MERIDIAN, MARICOPA COUNTY,
ARIZONA.



AK-CHIN RESERVATION

HOGENSEN PROPERTY



ALTERRA PROPERTY

CONSTRUCTION NOTES:

LAND USE
-PROPOSED ZONE: P40 FOR CR-3
-SMALL FAMILY DETACHED HOME?

SEWER SERVICE
SPECIAL SERVICES DISTRICT
PINAL COUNTY

WATER SERVICE
SPECIAL SERVICES DISTRICT
PINAL COUNTY

ROADS
McDAVID ROAD - 60' R/W
HONEYCUTT ROAD - 60' R/W
BOWLIN ROAD - 60' R/W



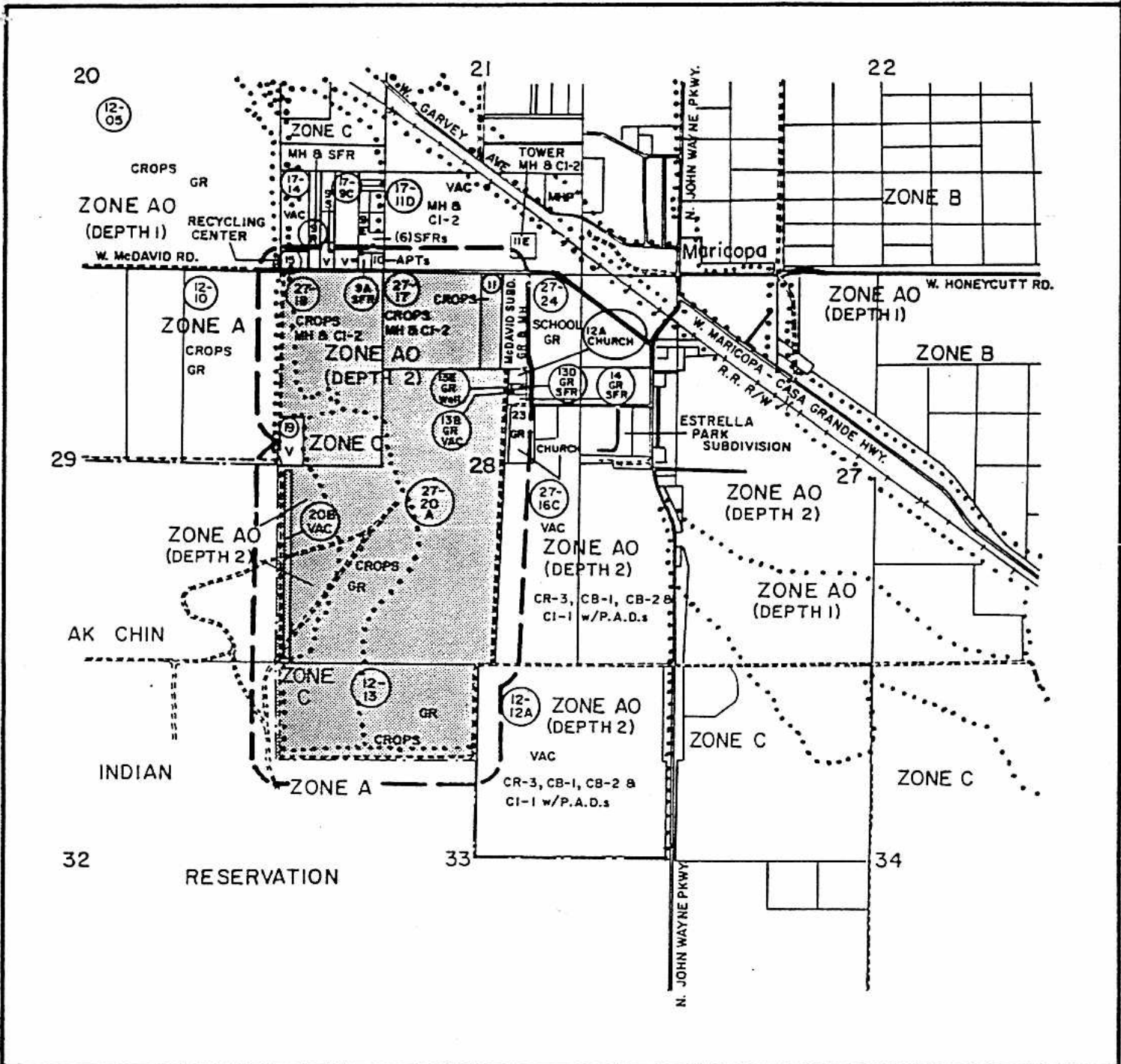
Maricopa Meadows
Site Plan



otak
Incorporated
1984
1000 N. GILBERT ROAD
TAVELER, ARIZONA 85701
Phone: (602) 957-1000
Fax: (602) 957-1001
Internet: WWW.OTAK.COM


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Project No. 1
Sheet No. 1
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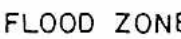


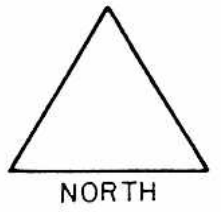


ALL PARCELS ZONED AS SHOWN

 SUBJECT PARCEL PROPOSED TO CR-3

 300' BOUNDARY

 FLOOD ZONE A, C & AO (DEPTH 2)



SCALE: 1" = 2000'

CASE NUMBER: PZ-05-2003
PZ-PD-05-2003

APPLICANT: SOLID STATE MARICOPA, LP

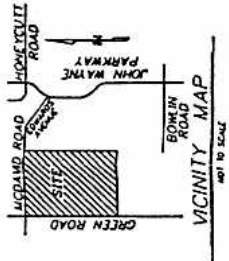
PZ-PD-05-03

LEGAL

SECTION TOWNSHIP RANGE

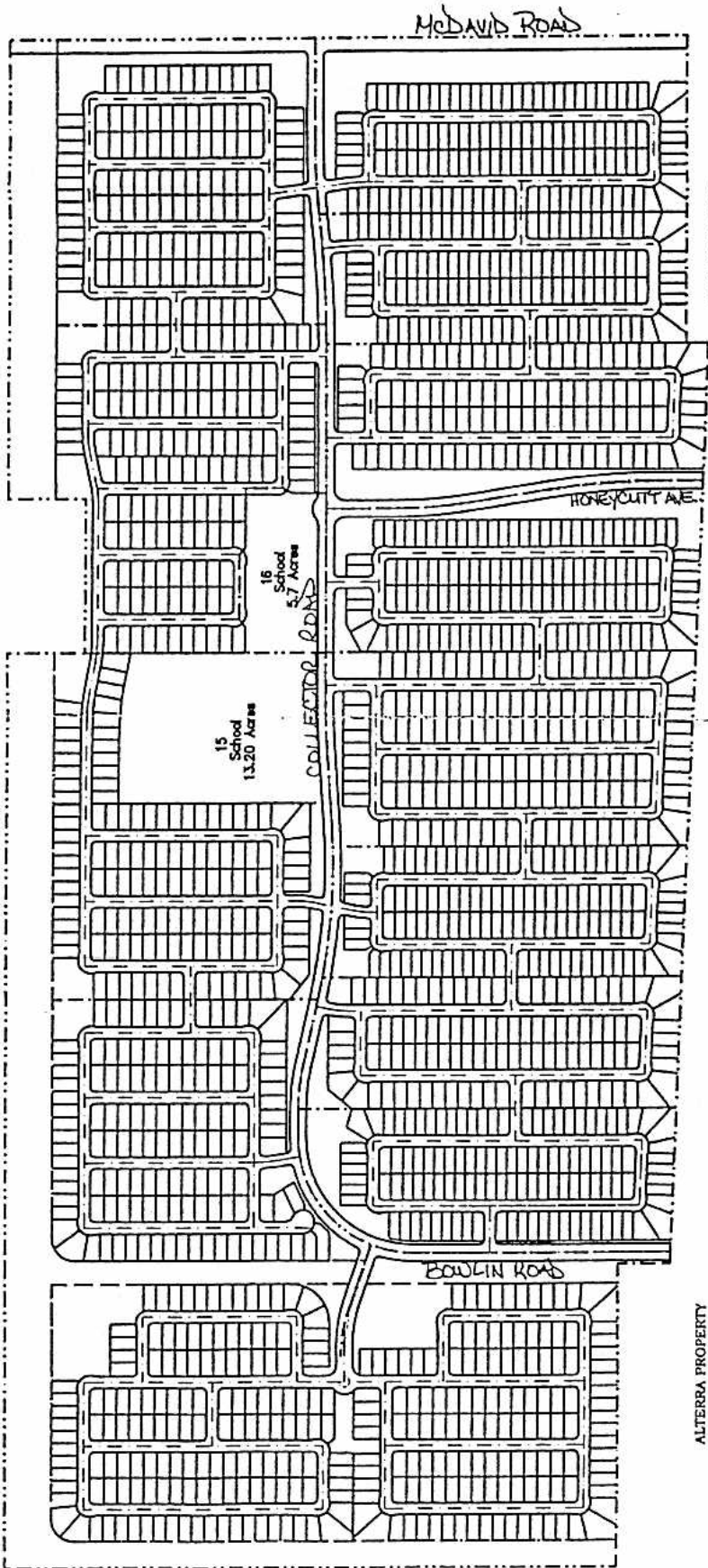
MARICOPA MEADOWS Site Plan

A PORTION OF SECTION 28, TOWNSHIP 4 SOUTH,
RANGE 3, EAST OF THE GILA AND SALT RIVER
BASE AND MERIDIAN, PINAL COUNTY,
ARIZONA.



AK-CHIN RESERVATION

HOGENES PROPERTY



ALTERRA PROPERTY

CONSTRUCTION NOTES:

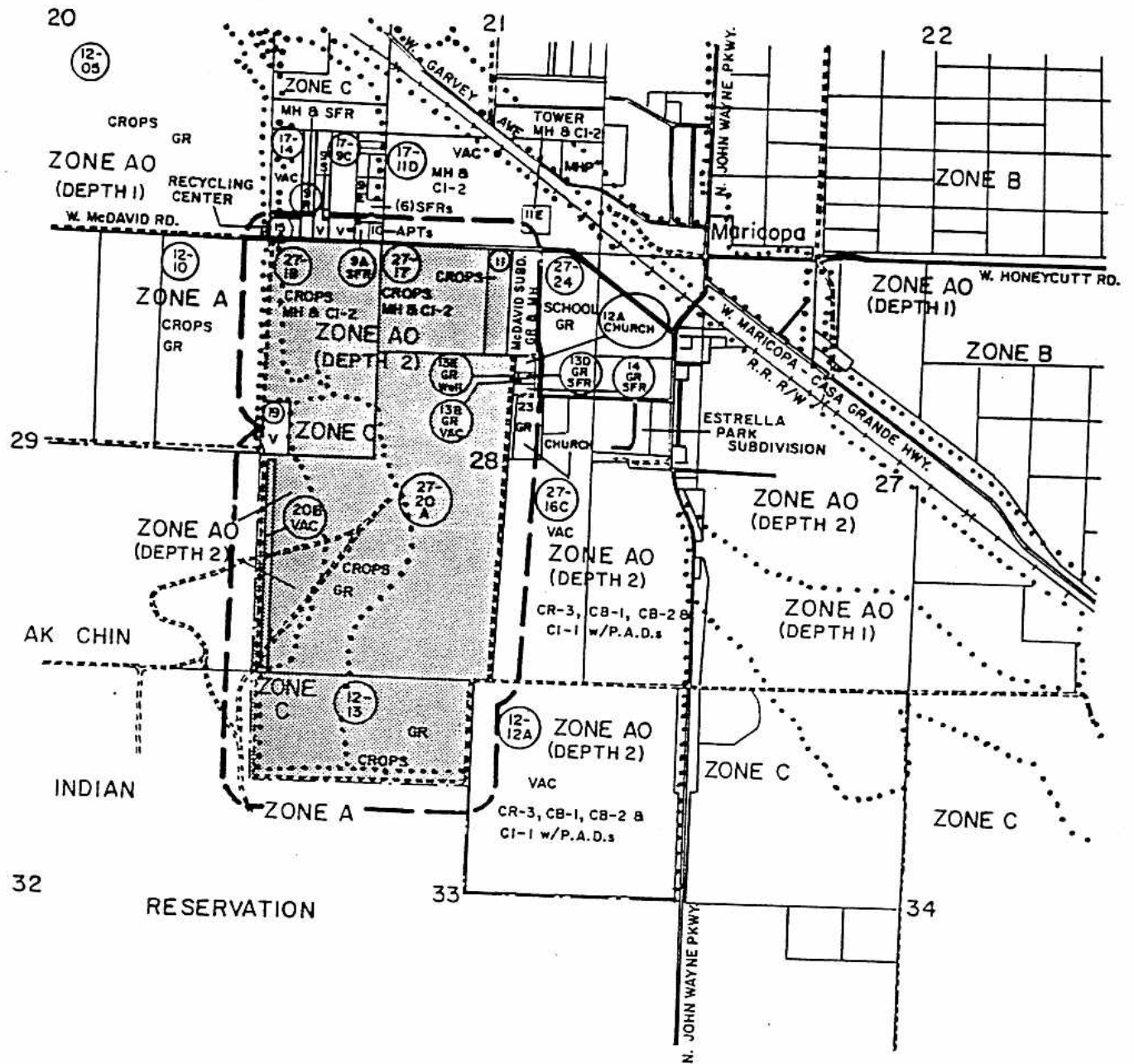
LAND USE
-IMPROVED HOME PLANS FOR CR-3
-SINGLE FAMILY DETACHED HOME

SEWER SERVICE
PINAL COUNTY SPECIAL SERVICES DISTRICT

WATER SERVICE
PINAL COUNTY SPECIAL SERVICES DISTRICT


ROADS
McDAVID ROAD - 40' R/W
HONEYCUTT ROAD - 40' R/W
BOWLIN ROAD - 60' R/W



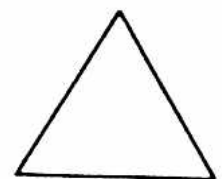


ALL PARCELS ZONED AS SHOWN

 SUBJECT PARCEL PROPOSED TO CR-3

 300' BOUNDARY

FLOOD ZONE A, C & AO (DEPTH 2)



NORTH

SCALE: 1" = 2000'

CASE NUMBER: PZ-05-2003
PZ-PD-05-2003

APPLICANT: SOLID STATE MARICOPA, LP

PZ-PD-05-03

LEGAL

SEE ATTACHED LEGAL

SECTION

TOWNSHIP

RANGE

NAME OF APPLICANT/OWN Otak Inc. CASE NO. PZ-005-03

APPLICATION FOR ZONE CHANGE from MH+GR zones to CR-3 zone on a 428± acre parcel to P+D the 1,714 lot, single family detached, Maricopa Meadows, MFC.

DATE FILED: 2/20/02 CHECKED BY: DER PLAN SUBMITTED: _____

DISTRIBUTION OF APPLICATION, PLANS, MAPS, ETC.			
DEPARTMENT	TRANSMITTED	REPORT REC'D	RECOMMENDATIONS
COUNTY PUBLIC WORKS	<u>2/25/03</u>		LETTER ___ COMMENT ___
COUNTY HEALTH DEPT.	<u>//</u>		LETTER ___ COMMENT ___
COUNTY AIR QUALITY	<u>//</u>		LETTER ___ COMMENT ___
COUNTY BLDG. SAFETY	<u>//</u>		LETTER ___ COMMENT ___
ENVIRO. INVESTIGATIONS	<u>//</u>		LETTER ___ COMMENT ___
FLOODPLAIN ADMNSTR	<u>//</u>		LETTER ___ COMMENT ___
<u>Maricopa Fire Dept.</u>	<u>//</u>		LETTER ___ COMMENT ___
<u>Maricopa Unified #20</u>	<u>//</u>		LETTER ___ COMMENT ___
<u>Ap-Chin Indian Community</u>	<u>//</u>		LETTER ___ COMMENT ___
			LETTER ___ COMMENT ___

PLANNING COMMISSION

COMMISSION INITIATIVE REQUEST: _____ APPROVED: _____ DENIED: _____

PUBLISH COMMISSION HEARING: _____ CERTIFICATION RETURNED: _____

HEARING DATE: _____ POST PROPERTY: _____ TABLED: _____

ACTION & STPLTNS: MOTION _____ SECOND _____ APPROVED _____ DENIED _____

ROLL CALL: ACOSTA _____ AGUIRRE-VOGLER _____ DUGAN _____ HARLAN _____
 HARTMAN _____ JOHNSTON _____ FAUCETTE _____ KENYON _____ WALES _____

2ND HEARING DATE: _____ POST PROPERTY: _____ TABLED: _____

ACTION & STPLTNS: MOTION _____ SECOND _____ APPROVED _____ DENIED _____

ROLL CALL: ACOSTA _____ AGUIRRE-VOGLER _____ DUGAN _____ HARLAN _____
 HARTMAN _____ JOHNSTON _____ FAUCETTE _____ KENYON _____ WALES _____

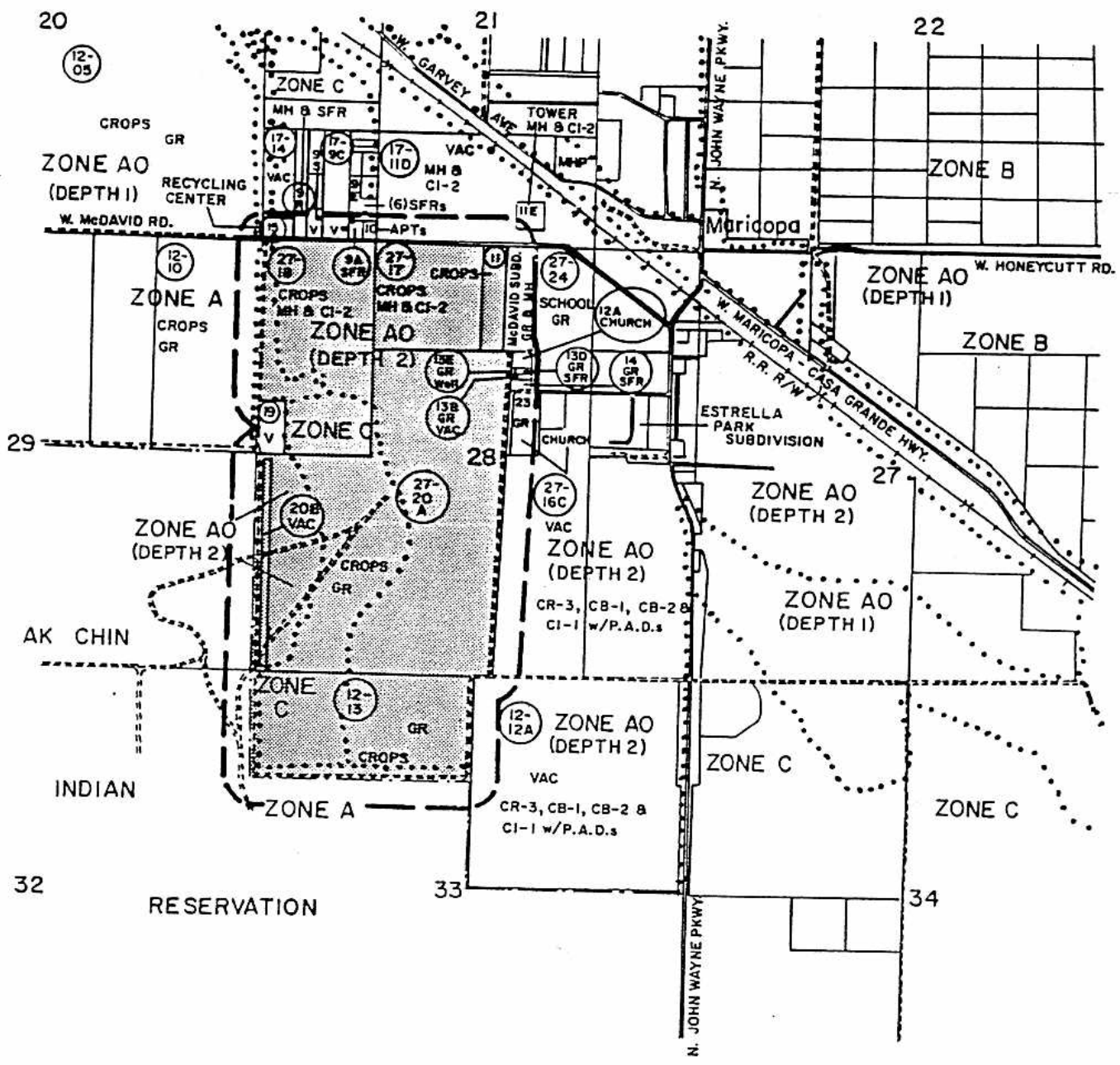
NOTES: _____

BOARD OF SUPERVISORS

HEARING DATE: _____ PUBLISH BOARD HEARING: _____ CERT. RETURNED _____


APPLICANT NTFY: _____ POST PROPERTY _____ TABLED _____ REMANDED _____

ACTION & STPLTNS: MOTION _____ SECOND _____ APPROVED _____ DENIED _____
 KERR _____ RUIZ _____ SMITH _____

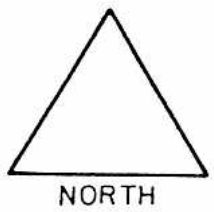


ALL PARCELS ZONED AS SHOWN

 SUBJECT PARCEL PROPOSED TO CR-3

 300' BOUNDARY

FLOOD ZONE A, C & AO (DEPTH 2)



SCALE: 1" = 2000'

CASE NUMBER: PZ-05-2003 APPLICANT: SOLID STATE MARICOPA, LP PZ-PD-05-2003

LEGAL	SECTION	TOWNSHIP	RANGE
SEE ATTACHED LEGAL			

PE-005-03 / PE-PD-005-03 / S-011-03

Bridge 898.96 Cost Sharing Agreement

Recitals:

A. The parties to this Bridge 898.96 Cost Sharing Agreement (the "Agreement") are: Miller Holdings Inc., an Arizona corporation ("Miller"), Lennar Communities Development, Inc., a Delaware corporation ("Lennar"), and Desert Cedars, L.L.C., an Arizona limited liability company ("Desert Cedars"), collectively the "Parties."

B. "Bridge 898.96" refers to that certain railroad bridge located in Pinal County, near Maricopa, Arizona, at approximately milepost 898.96 on the Gila Subdivision of the Sunset Route of the Union Pacific Railroad Company ("Union Pacific").

C. As a result of the present condition of Bridge 898.96 and the channel or wash (the Santa Rosa Wash of the Gila River) it traverses, from time-to-time water is prevented from draining or is caused to collect so as to negatively impact surrounding real property, including land in which the Parties to this Agreement have interests located south and west of Bridge 898.96.

D. The Parties desire to cooperate in sharing costs with respect to a project for the reconstruction and enlargement of Bridge 898.96 (the "Bridge Improvements") and modification of the channel or wash it traverses (the "Wash Improvements") (collectively the Bridge Improvements and the Wash Improvements shall be referred to as the "Bridge Project") and, to the extent credits are available, to cooperate in securing of any resulting Maricopa Sub Regional Transportation Study (MSRTS) fee credits permitted by Pinal County (the "Fee Credits").

Agreements:

Incorporating the foregoing Recitals and for valuable consideration, the receipt and sufficiency of which is hereby acknowledged, the Parties agree as follows:

1. Lennar will negotiate and enter into agreements with Union Pacific with respect to the Bridge Project and with Pinal County with respect to the Fee Credits. The agreement with Union Pacific for the Bridge Improvements shall specifically provide for the reconstruction and enlargement of Bridge 898.96 and the Wash Improvements including modification of the channel or wash it traverses such that the flooding issues currently affecting the Property that are the result of the current bridge construction and configuration, shall be remediated to such an extent that FEMA will agree to modify its flood plain maps as contemplated by Paragraph 12 below as to flooding previously caused by the Union Pacific bridge.

2. To the extent any agreement with Union Pacific for the Bridge Improvements calls for construction, including, but not limited to, contracting with architects, environmental consultants, engineers, material suppliers, and building contractors, and obtaining permits or approvals from federal, state, or local agencies, including without limitation the Federal Energy Management Agency ("FEMA"), the Army Corp of Engineers ("ACE"), or Pinal County, Lennar will act as construction manager.

3. "Construction" shall include, but not be limited to, the reconstruction and enlargement of Bridge 898.96 and modification of the Santa Rosa Wash under and adjacent to Bridge 898.96, and any such other activity reasonably related to repair, modification, or improvement to Bridge 898.96 and the channel or wash it spans and any permits or approvals in connection with the Bridge Project.

4. Notwithstanding any cost or expense which may be advanced or incurred by Lennar pursuant to any agreement it might enter into with Union Pacific, Pinal County, or anyone else with respect to the Bridge Project or the Fee Credits, the Parties agree to share all such costs or expenses of the Bridge Project in accordance with the following allocation:

Larry Miller	45.7%
Lennar	32.0%
Desert Cedars Equities, L.L.C.	22.3%
	100.0%

The percentage amount set forth above shall be each Party's "Allocation Percentage" for purposes of this Agreement. Notwithstanding anything contained in the foregoing to the contrary, Miller's out-of-pocket expense with respect to the Bridge Project shall be limited to Twenty Thousand Dollars (\$20,000) ("Miller's Pre-Conditional Letter of Map Revision Contribution" or "Miller's Pre-CLOMR Contribution") until the close of escrow by Miller on its purchase of the portion of the Property depicted on Exhibit "A" to be acquired by Miller or receipt of the Conditional Letter of Map Revision (CLOMR) on the Bridge Project, whichever is later. Any costs or expenses incurred on behalf of the portion of the Property to be acquired by Miller in accordance with this Agreement that are in excess of Miller's Pre-closing Contribution shall continue to accrue and shall be due and payable by Miller or Miller's successors and assigns to Miller's interest in the Property, within seventy-two hours following the later of Lennar's receipt of the CLOMR or close of escrow on the purchase of Miller's property (estimated to be July 15, 2003).

5. The Estimated Cost of the Bridge Project includes, but may not be limited to the following components:

a. Bridge Improvements:

Railroad Design and Engineering	\$ 50,000
Railroad Bridge Construction	\$1,250,000
Total Bridge Improvements	\$1,300,000

b. Wash Improvements:

Engineering Consultant (Coe & Van Loo)	\$ 150,000
Section 404 Consultant (Rob Anderson)	\$ 35,000
Permits/Easements	\$ 25,000
Wash Improvements	\$ 700,000
Total Wash Improvements	\$ 910,000

The Estimated Cost of the Bridge Project may also include without limitation any charges imposed by Union Pacific for review or preparation of plans or supervision related to construction whether by employees of Union Pacific or third party consultants with whom Union Pacific contracts. The Parties acknowledge that actual costs may exceed these estimates.

6. The Estimated Construction Schedule for the Bridge Project is currently projected, but not warranted, to be as follows:

Bridge Design	June 2002 - Feb. 2003
Hydrology Survey	June 2002 - Feb. 2003
Conditional Letter of Map Revision	Feb. 2003 - July 2003
Section 404 Permit (ACE)	Feb. 2003 - April 2003
Bridge Construction	Aug. 2003 - Feb. 2004
As Built Plans	March 2004 - Apr. 2004
Letter of Map Revision	Apr. 2004 - July 2004

Among other things, the Estimated Construction Schedule for the Bridge Project may be affected by force majeure events or other events pursuant to which Union Pacific may cause one or more components of the schedule to be modified.

7. The Estimated Cost of the Bridge Improvements presently is \$1.3 million according to information provided to Lennar by Union Pacific. The Estimated Cost of the Wash Improvements is still very preliminary and will be subject to modification once the CLOMR has been approved and bids have been gathered for the proposed Wash Improvements. From time-to-time, Lennar shall send notice to the Parties of any changes to the Estimated Cost of the Bridge Project or the Estimated Construction Schedule for the Bridge Project.

8. The Parties agree to jointly be responsible for all costs and expenses of the Bridge Project in accordance with each Party's Allocation Percentage as set forth in this Agreement.

9. On or prior to the effective date of such agreement as Lennar executes with Union Pacific for the Bridge Project, or such other date as that agreement may designate, each party shall pay or deposit in cash or place in escrow irrevocable letters of credit that amount determined by multiplying the Estimated Cost of the Bridge Project times the Party's Allocation Percentage. Such payment, deposit or transmittal of irrevocable letters of credit shall be made to the escrow agent (the "Escrow Agent") identified in the agreement between Lennar and Union Pacific, unless Lennar reasonably designates some other place of deposit. Funds or letters of credit will be segregated into two accounts designated Wash Escrow and Bridge Escrow. The Preliminary Budget shall identify costs and expenses attributable to the Wash Escrow and to the Bridge Escrow. In the event any notice is sent by Lennar as provided herein of an increase (an "Increase") in the Estimated Cost of the Bridge Improvements or an increase in the estimated Cost of the Wash Improvements, each Party similarly shall pay or deposit as reasonably designated by Lennar as to place and time that amount determined by multiplying the Increase times the Party's Allocation Percentage; provided however, that prior to issuance of the CLOMR, Miller may deposit the amount set forth in Paragraph 4 and Miller shall deposit the balance of Miller's share of the costs and expenses within seventy-two hours of Lennar's receipt of the CLOMR. In the event the Final Cost, as approved by the parties, exceeds the amount set forth in the Preliminary Budget, each party shall be responsible for their respective share of the cost overruns in accordance with the Party's Allocation Percentage. In the event Miller posts letters of credit in escrow in lieu of a cash deposit, then upon receipt of monthly draw requests, Miller shall deposit funds in the amount of the monthly billing statement which funds may be withdrawn. At any time during the Bridge Project, Miller may substitute the initial letters of credit with an irrevocable letter of credit in an amount that is equal to the initial letter of credit less any progress payments hereunder. Lennar shall be entitled to draw on the Wash Escrow account and the Railroad Escrow account as the work progresses as follows:

Wash Improvements:

(a) Lennar or its general contractor shall submit a draw request along with all necessary and appropriate lien releases, to Miller and Desert Cedar on the 10th of the month for the current month's work;

(b) Miller and Desert Cedar shall have five (5) days to review and approve the draw request. Draw requests, which have been approved by Miller and Desert Cedar, shall then be forwarded to the Escrow Agent. Upon receipt of Miller's and Desert Cedar's approval of the draw request and funds, the Escrow Agent shall release to Lennar for disbursement to the general contractor an amount equal to the funds necessary to pay the draw request. Any questions about or objections to the draw request must be submitted in writing to the Escrow Agent prior to the expiration of Miller's and Desert Cedar's five-day review period. Failure by Miller or Desert Cedar to submit any objections to the draw request shall result in the draw request being conclusively presumed to be accepted by the party failing to submit any objections and Escrow Agent shall thereafter release sufficient funds from the escrow account to pay the draw request.

(c) Progress payments may be withheld if (i) the contractor does not make prompt and proper payments to the subcontractors; (ii) the contractor does not make prompt and proper payments for labor, materials or equipment furnished it; or (iii) claims or liens are filed on the Miller's or Desert Cedar's property in connection with the Wash Improvements of the Bridge Project.

Bridge Improvements:

- (a) Lennar shall submit a copy of the progress payment detail or draw request submitted by Union Pacific to Lennar, pursuant to the agreement between Lennar and Union Pacific for reconstruction of Bridge 898.96, to Miller, Desert Cedar and Escrow Agent promptly following receipt of the information from Union Pacific for the current work;
- (b) Escrow Agent shall release to Lennar an amount equal to the funds necessary to pay the progress payment or draw request.

10. In the event any Party (a "Defaulting Party") fails or refuses to timely pay or deposit any amount required of that Party pursuant to this Agreement, then such a Defaulting Party shall be liable to any other Party (a "Covering Party") which pays more than its Allocation Percentage. Any Covering Party shall be entitled to receive from the Defaulting Party the additional amount paid by the Covering Party that should have been paid by the Defaulting Party, plus interest calculated at a rate of 18% per annum. The provisions of this paragraph shall be in addition to any other legal or equitable remedy of any of the Parties that may exist or result from any breach of this Agreement.

11. Upon the completion of the Bridge Project and the release of the funds remaining, if any, with the Escrow Agent to Lennar, subject to any adjustments pursuant to the preceding paragraph as may be appropriate between any Defaulting Party and its Covering Party, those remaining funds shall be returned to the Parties in accordance with the Allocation Percentages. Each Party agrees that every other Party shall be entitled, upon reasonable notice given within 12 months after the completion of the Bridge Project to inspect and copy all books, records, and accounts of any Party with respect to the costs, expenses, or payments related to this Agreement.

12. In addition to the construction described above with respect to Bridge 898.96, the Bridge Project shall also include negotiating with or other application to FEMA by Lennar to obtain a CLOMR/LOMR for removal of that certain real property of the Parties that is currently subject to flood plain designation as a result of Bridge 898.96 and the flow of water under the 898.96 Bridge. The approximate gross acreage of the subject real property of the Parties is as follows:

Larry Miller	430
Lennar	300
Desert Cedars Equities, L.L.C.	<u>210</u>

Such negotiating with or application to FEMA shall include, but not be limited to, obtaining a Conditional Letter of Map Revision (CLOMR) and a Letter of Map Revision (LOMR). The Parties will cooperate to accomplish removal of their real property from the FEMA flood plain map. The Parties recognize that the real property of other landowners in the vicinity of Bridge 898.96 also may benefit from the Bridge Project, including modification of the FEMA flood plain map by the CLOMR/LOMR, although they do not participate in this Agreement.

13. In conjunction with the Bridge Project, Lennar may also seek, negotiate for, and execute a development agreement or other agreement with Pinal County for Fee Credits, including but not limited to impact fee credits or reimbursement, for the benefit of all of the subject real property of the Parties. The Parties will cooperate to accomplish the negotiation and execution of an agreement with Pinal County with respect to the Fee Credits. To the extent Lennar is able to do so, Lennar will seek to have the Fee Credits be allocated to the Parties on an equitable basis consistent with Pinal County policies.

14. Any notices or other communications required or permitted to be given pursuant to this Agreement shall be in writing and shall be personally delivered, delivered by a commercial overnight courier, or delivered by United States first class mail. Notices shall be directed to the Parties at their respective addresses below, or such other address as any Party may specify from time-to-time by notice given in the manner specified above:

To Miller:	Miller Holdings, Inc. Attn: Larry Miller 16009 North 81 st Street, Suite 200 Scottsdale, Arizona 85260
To Lennar:	Lennar Community Development Attn: Mark Bittaker 2702 North 44th Street, Suite 100 A Phoenix, Arizona 85008
To Desert Cedars:	Desert Cedars Equities, L.L.C. Michael S. Koslow 5346 East Calle del Norte Phoenix, Arizona 85018

15. This Agreement and the instruments or agreements identified herein are intended to be the complete integration of all understandings and agreements of these Parties with respect to the subject matter hereof. No prior or contemporaneous understanding, agreement, or modification shall have any force or effect unless set forth in a writing, signed by all of the Parties hereto. No subsequent amendment, addendum, novation, or other modification shall be of any force or effect unless set forth in a writing signed by all of the Parties hereto. Each of the signatories to this Agreement represents that their respective parties are a validly formed entity that is authorized to do business in the State of Arizona and that the person(s) executing this Agreement are authorized so to do.

16. This Agreement and the obligations and benefits hereunder shall be binding upon and inure to the benefit of the Parties and their respective successors and assigns.

17. Each Party agrees to cooperate with every other Party in accomplishing the purposes of this Agreement, including without limitation providing any further or additional consent, approval, or document or instrument reasonably necessary or appropriate to accomplishing the purposes of this Agreement.

18. In the event of any dispute by, between, or among any of the Parties which dispute is related to this Agreement, then each of the Parties agrees: (a) the dispute shall be submitted to binding arbitration in accordance with AAA Commercial Arbitration Rules, or such other AAA rules as the AAA determines to be applicable (the "AAA Rules") and A.R.S. § 12-1501, et seq; (b) that to the extent rules of law are to be applied; the

laws of the State of Arizona shall govern; and (c) that the successful Party or Parties in any litigation shall be entitled to an award for taxable costs and reasonable attorney's fees against the Party or Parties not prevailing.

19. In the event any party hereto who does not currently own its portion of the Property depicted on Exhibit "A" has not closed escrow on the purchase of such property on or before September 15, 2003, then this Agreement shall be subject to cancellation by any party hereto without further obligation one to the other.

20. At such time as the parties to this Agreement acquire title to their respective portions of the Property described in Exhibit "A," the parties hereto will execute and record a Memorandum of Obligation setting forth the existence of this Agreement and the obligations described herein. Upon completion of the tasks set forth in this Agreement and payment in full of the financial commitments by the parties, the parties shall execute and record a Release of Obligation for the benefit each other Owner.

Dated this 6th day of MAY, 2003.

Miller Holdings Inc., an Arizona corporation



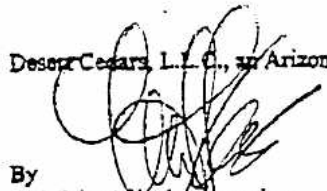
By
Its: [Signature]

Lennar Communities Development, Inc.

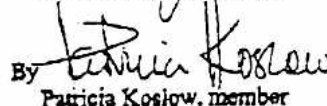


By
Alan M. Jones, Vice President

Desert Cedars, L.L.C., an Arizona limited liability company



By
Michael Koslow, member



By
Patricia Koslow, member

PZ-PD-001-03: Savage Thomas Homes, requesting approval of a Planned Area Development (PAD) Overlay District on a 392.0± acre parcel to plan and develop the 1,375 lot, single family detached, Maricopa Groves Master Planned Community; pending and in conjunction with Board of Supervisors zone change approval under Planning Case (PZ-001-03); situated in a portion of Sections 26 and 27, T4S, R3E, G&SRB&M (Tax Parcels on file) (legal on file) (southeast Maricopa). Planning Commission voted unanimously to recommend approval with Nineteen (19) stipulations;

PZ-002-03: Del Pueblo Homes, requesting approval of a zone change from (MHP) Manufactured/Mobile Home Park Zone and (SR)Suburban Ranch Zone to (CR-3) Single Residence Zone, on a 115.7± acre parcel to plan and develop the 423 lot, single family detached, Wayne Ranch Master Planned Community; described as Lots 7, 14 and 15 of Sun Valley Farms #2 Section 17, T2S, R8E, G&SR&BM, Tax Parcels 104-24-009, 016 and 017 (east Queen Creek area). Planning Commission voted Five (5) in favor, One (1) in opposition to recommend Approval with Five (5) stipulations;

PZ-PD-002-03: Del Pueblo Homes, requesting approval of a Planned Area Development (PAD) Overlay District on a 115.7± acre parcel to plan and develop the 423 lot, single family detached, Wayne Ranch Master Planned Community; pending and in conjunction with Board of Supervisors zone change approval under Planning Case (PZ-002-03); described as Lots 7, 14 and 15 of Sun Valley Farms #2 Section 17, T2S, R8E, G&SRB&M, Tax Parcels 104-24-009, 016 and 017 (east Queen Creek area). Planning Commission voted Five (5) in favor, One (1) in opposition to recommend Approval with Twenty One (21) stipulations;

PZ-005-03: Otak, Inc., requesting approval of a zone change from (MH) Manufactured/Mobile Home Zone and (GR) General Rural Zone to (CR-3) Single Residence Zone, on a 428.0± acre parcel to plan and develop the 1,606 lot, single family detached, Maricopa Meadows Master Planned Community; situated in the E½ Section 28 and the N½ NW¼ Section 33, T4S, R3E, G&SRB&M, Tax Parcels 510-27-011, 017, 018, 020A and 510-12-013 (legal on file) (southwest Maricopa). Planning Commission voted unanimously to recommend approval with Nineteen (19) stipulations;

PZ-PD-005-03: Otak, Inc., requesting approval of a Planned Area Development (PAD) Overlay District on a 428.0± acre parcel to plan and develop the 1,606 lot, single family detached, Maricopa Meadows Master Planned Community; pending and in conjunction with Board of supervisors zone change approval under Planning Case (PZ-005-03); situated in the E½ Section 28 and the N½ NW¼ Section 33, T4S, R3E, G&SRB&M, Tax Parcels 510-27-011, 017, 018, 020A and 510-12-013 (legal on file) (southwest Maricopa). Planning Commission voted unanimously to recommend approval with Twenty Two (22) stipulations;

Representing Planning and Development Services Department was Director, David Kuhl; Deputy Director, Dennis Rittenback; and Deputy County Attorney, Patricia Grieb.

Chairman Smith announced that the above listed cases would be heard without additional input from the applicant or public unless prior to the time the case was publically heard, the applicant, a staff member or the member of the public requested that a case be considered separately. She advised that in the event that no such request for a hearing was made the Board would vote to approve the recommendation of the Commission.

Chairman Smith asked if there were any requests from the public, staff or the Board to have a zoning case pulled from the consent agenda for a public hearing, including those that may be continued. She explained that although there is a request for continuance, anyone who has come to speak at a public hearing may make their comments for the record.

Supervisor Kerr requested that PZ-005-03 and PZ-PD-005-003 be pulled from the consent agenda.

or cause the property to revert to its former zoning classification.

Motion carried by unanimous vote:

Zoning cases pulled from the consent agenda:

PZ-005-03: Otak, Inc., requesting approval of a zone change from (MH) Manufactured/Mobile Home Zone and (GR) General Rural Zone to (CR-3) Single Residence Zone, on a 428.0± acre parcel to plan and develop the 1,606 lot, single family detached, Maricopa Meadows Master Planned Community; situated in the E½ Section 28 and the N½ NW¼ Section 33, T4S, R3E, G&SRB&M, Tax Parcels 510-27-011, 017, 018, 020A and 510-12-013 (legal on file) (southwest Maricopa). Planning Commission voted unanimously to recommend approval with Nineteen (19) stipulations;

PZ-PD-005-03: Otak, Inc., requesting approval of a Planned Area Development (PAD) Overlay District on a 428.0± acre parcel to plan and develop the 1,606 lot, single family detached, Maricopa Meadows Master Planned Community; pending and in conjunction with Board of supervisors zone change approval under Planning Case (PZ-005-03); situated in the E½ Section 28 and the N½ NW¼ Section 33, T4S, R3E, G&SRB&M, Tax Parcels 510-27-011, 017, 018, 020A and 510-12-013 (legal on file) (southwest Maricopa). Planning Commission voted unanimously to recommend approval with Twenty Two (22) stipulations;

Supervisor Kerr requested that these two cases be continued as he has requested a written agreement between the applicant and Lennar Homes in regards to jointly helping to fund the removal and replacement of the railroad bridge that goes into Maricopa. He said the county has been trying to get the railroad company to replace that bridge since 1983. He said he has not seen a copy of that agreement yet.

Motion was made by Supervisor Kerr and seconded by Supervisor Ruiz that PZ-005-03 and PZ-PD-005-03 be continued until April 30, 2003, 9:30 a.m. Motion carried by unanimous vote.

Public Hearing, discussion/approval/disapproval of the Animal Control Ordinance Number 42303 to revise and replace the existing Ordinance.

Assistant County Manager for Health and Human Services, Donna Robb, turned time over to Jane Decker, Director of Animal Care and Control, for review of the proposed ordinance.

Mrs. Decker presented Ordinance No. 42303, the same ordinance presented at the work session on February 26, 2003. Mrs. Decker read two emails into the record that she received in regards to the number of dogs allowed to one owner. One email was from District 1 - Arizona City and the other one was from District 2 - Queen Valley.

Chairman Smith opened the public hearing. There were no comments from the public. The public hearing was closed.

Motion was made by Supervisor Ruiz and seconded by Supervisor Kerr to approve Animal Control Ordinance Number 42303 to revise and replace the existing Ordinance. Motion carried by unanimous vote.

Public Hearing, discussion/approval/disapproval of the Animal Control Fee Schedule and Resolution No. 42303-ACCFS to revise and replace the existing Fee Schedule.

Representing Planning and Development Services Department was Director, David Kuhl, he requested that item "P" (accept and sign the Final Plats S-009-02, for Parcels 2,3,4,5,6,7,8,9,10,11,13A, 13B, 14 and Tracts & Dedications for the Villages at Rancho el Dorado) be approved and the plats will be signed at a later date once all the documents are received from Rancho El Dorado.

Motion was made by Supervisor Kerr and seconded by Supervisor Ruiz to approve and accept the final plat's S-009-02, for Parcels 2,3,4,5,6,7,8,9,10, 11, 13A, 13B, 14 and Tracts & Dedications for the Villages at Rancho El Dorado, and that the plats not be signed by the Chairman until final documents are presented, subject to the provisions of Resolution No. 73097-SSP. Motion carried by unanimous vote.

Public Hearings on zoning cases:

PZ-005-03 Otak, Inc. - Public Hearing, discussion/approval/disapproval on PZ-005-03 Otak, Inc., requesting approval of a zone change from (MH) Manufactured/Mobile Home Zone and (GR) General Rural Zone to (CR-3) Single Residence Zone, on a 428.0± acre parcel to plan and develop the 1,606 lot, single family detached, Maricopa Meadows Master Planned Community; situated in the E½ Section 28 and the N½ NW¼ Section 33, T4S, R3E, G&SRB&M, Tax Parcels 510-27-011, 017, 018, 020A and 510-12-013 (legal on file) (southwest Maricopa). Planning Commission voted unanimously to recommend approval with Five (5) stipulations (continued from 4/30/03).

PZ-PD-005-03 Otak, Inc.. - Public Hearing, discussion/approval/disapproval PZ-PD-005-03 Otak, Inc., requesting approval of a Planned Area Development (PAD) Overlay District on a 428.0± acre parcel to plan and develop the 1,606 lot, single family detached, Maricopa Meadows Master Planned Community; pending and in conjunction with Board of supervisors zone change approval under Planning Case (PZ-005-03); situated in the E½ Section 28 and the N½ NW¼ Section 33, T4S, R3E, G&SRB&M, Tax Parcels 510-27-011, 017, 018, 020A and 510-12-013 (legal on file) (southwest Maricopa). Planning Commission voted unanimously to recommend approval with Twenty Two (22) stipulations (continued from 4/30/03);

Representing Planning and Development Services Department was Director, David Kuhl.

Representing Otak, Inc. was Mr. Larry Miller, 16009 N. 81st. St., Suite 200, Scottsdale, AZ.

Supervisor Kerr stated that this case was continued because Mr. Miller & Associates, and Lennar Homes were to enter into an agreement to help remove the railroad bridge that goes into Maricopa.

Chairman Smith opened the public hearing and called for comments from the public. There were none. The public hearing was closed.

Motion on PZ-005-03

Motion was made by Supervisor Kerr and seconded by Supervisor Ruiz to approve PZ-005-03 with the five (5) stipulations as recommended by the Planning Commission:

- 1) The applicant/owner, at the time of development application Maricopa Meadows subdivision(s), shall submit and secure all required applications, plans, supporting document submittals, approvals and permits from the applicable and appropriate Federal, State, County & Local regulatory agencies;
- 2) the property is to be developed with an approved Planned Area Development (PAD) (PZ-PD-005-03), in accordance with the applicable criteria set forth in Article 33 of the Pinal County Zoning Ordinance and the applicant's submittal documents;

- 3) the applicant/owner, grant and record an agricultural spray easement to all adjacent farm owners/operators; include in the CC&R's references to the recorded agricultural spray easement and reference the agricultural spray easement on the face of the plat(s) in the **NOTES** section;
- 4) prior to final plat approval, the applicant/owner shall comply with the conditions as set forth in the Memorandum from the Pinal County Public Works Department to the Pinal County Planning & Development Services Department dated March 8, 2003 as follows:
 1. Submit two copies of a current Traffic Impact Analysis to the Pinal County Engineer for review and approval.
 2. Provide a master grading and drainage plan for the site. The plan shall provide retention for the 100-year, 1-hour storm water in a common retention area to be maintained by the homeowner's association.
 3. All public roadway and infrastructure improvements shall be in accordance with the current Pinal County Standards or as approved by the County Engineer.
 4. Provide minimum of 55' of public right-of-way for McDavid Road (section line road) and along the West side of the development (Green Road) or as approved by the County Engineer.
 5. At the time of final zone change/planned area development (PAD) approval by the Board of Supervisors the applicant/owner shall contribute \$55.00 per lot for the proposed 1606 residential lots, based upon the Maricopa Subregional Transportation Study prorated fee schedule.
 6. Submit an A.L.T.A. - type survey with Preliminary/Tentative Plat application.
- 5) should the requested Maricopa Meadows subdivision(s) not commence within 18 months of the Pinal County Board of Supervisors approval of this zone change, the Board may schedule a public hearing to grant an extension, determine compliance with the schedule of development, or cause the property to revert to its former zoning classification.

Motion carried by unanimous vote.

Motion on PZ-PD-005-03

Motion was made by Supervisor Kerr and seconded by Supervisor Ruiz to approve PZ-PD-005-03 with the twenty-two stipulations as recommended by the Planning Commission:

- 1) Approval of this Planned Area Development (PAD) Overlay District is contingent upon the Board of Supervisors zone change approval as set forth in Planning Case PZ-005-03;
- 2) the applicant/owner, at the time of development application (Maricopa Meadows subdivision(s)), shall submit and secure all required applications, plans, supporting document submittals, approvals and permits from the applicable and appropriate Federal, State, County & Local regulatory agencies;
- 3) the property is to be developed with an approved Planned Area Development (PAD) (PZ-PD-005-03), in accordance with the applicable criteria set forth in Article 33 of the Pinal County Zoning Ordinance and the applicant's submittal documents;
- 4) prior to final plat approval, the applicant/owner shall provide written verification from the Maricopa Fire Department, that applicable fire service concerns/issues have been resolved to the satisfaction of the Fire District;
- 5) prior to final plat approval, the applicant/owner shall provide written verification from the Maricopa Unified School District #20, that applicable school concerns/issues have been resolved to the satisfaction of the District;
- 6) the applicant/owner shall ensure a minimum of fifteen percent (15%) of the approved Maricopa Meadows Master Planned Community remains in open space, with a maximum overall density of 3.75 dwelling

Regular Session

April 30, 2003

The Pinal County Board of Supervisors convened at 9:46 a.m. this date in the Board of Supervisors Hearing Room, Administration Building No. 1, Florence, Arizona. The meeting was called to order followed by the Pledge of Allegiance and Roll Call.

Present: Chairman Sandie Smith; Supervisor Lionel D. Ruiz; Supervisor Jimmie B. Kerr; Deputy County Manager, Terry Doolittle; Chief Civil Deputy County Attorney, William McLean; Deputy Clerk of the Board, Sheri Cluff.

CONSENT ITEMS:

Chairman Smith advised that all items indicated by an asterisk (*) will be handled by a single vote as part of the consent agenda, unless a Board Member, County Manager, or member of the public objects at the time the agenda item is called.

Chairman Smith asked if there were requests from a Board member, staff or the audience to remove a consent agenda item for discussion. There were none.

Motion was made by Supervisor Kerr and seconded by Supervisor Ruiz to approve consent items A thru V: * A. Current Billings before the Board; * B. Contract Number LTC-RFQ 2003 03.14 with Greater Arizona Gastroenterology for Specialist Physician Services; * C. Contract Amendment Number ALF 2002.20-01 with Sunvalley Care Center for Assisted Living Facility Services; * D. Contract Amendment to a Purchase Agreement Number PA-REA-02 with R.E.A. Construction for Environmental Modification Services; * E. Contract LTC RFQ 2003 02.13 with Casa Grande Pediatrics for Primary Care Provider Services; * F. Contract Amendment Number RFQ 2001 12.01-01 with Renal Care Group Arizona, Inc. for Dialysis Services; *G. Contract Number LTC RFQ 2003 01.01 with Lindsey Altom Therapy for Physical Therapy (PT); * H. Contract Number LTC-RFQ 2003 03.10 with Richard M. Riedy, MD DBA: Pulmonary Outreach for Specialist Physician Services; * I. Contract Number ALF 2002.03 with Assisted Living Concepts, Inc. for Assisted Living Facility Services; * J. Contract Amendment Number ALF 2002.03-01 with Assisted Living Concepts, Inc. for Assisted Living Facility Services; K. Contract Number LTC RFQ 2003 03.11 with Alta Dermatology Group, LTD for Specialist Physician Services; *L. Contract Amendment Number RFP 20003.02-02 with Lifemark at Home/Evercare, Inc. for Personal Care and Homemaking Services; * M. Contract Number LTC-RFQ 2003 02.17 with Harvest Medical Clinic, Inc. for Primary Care Provider Services; * N. Contract Amendment Number PA-RRF-02 with Rodriguez Roofing and Construction, Inc. for Environmental Modification Services; * O. Consultant Contract with CAN-AM Engineering., who will be providing On-Call Traffic Engineering Services for (Various Locations) within Pinal County, Arizona. Duration of contract one (1) year, with the option to renew for (3) additional years; P. Domestic Cannabis Eradication/Suppression Program Grant Agreement No. 2003-06, to commence January 1, 2003, and terminate December 31, 2003, between the U.S. Department of Justice and Pinal County through the Pinal County Sheriff's Office, to locate and eradicate illicit cannabis plants; * Q. Appointment of Republican Precinct Committeemen; * R. Appointment of Democratic Precinct Committeemen; * S. request to direct the Pinal County Treasurer to issue a replacement warrant to Richard Crady for refund of taxes paid in error on tax roll #994357301; * T. request for Eddie Sanchez to be allowed to file for widow/widowers and/or disabled persons or organization Tax Exemption; * U. Application for Special Event License for Florence Lions Club, at Queen Valley Golf Course, 600 N. Fairway Dr., Queen Valley, AZ., on May 4, 2003; * V. accept and sign the final plat for Parcel 14 at Rancho El Dorado Phase II. Motion carried by unanimous vote.

PZ-005-03 Otak, Inc - Public Hearing, discussion/approval/disapproval on PZ-005-03 Otak, Inc., requesting approval of a zone change from (MH) Manufactured/Mobile Home Zone and (GR) General Rural Zone to (CR-3) Single Residence Zone, on a 428.0± acre parcel to plan and develop the 1,606 lot, single family detached, Maricopa Meadows Master Planned Community; situated in the E½ Section 28 and the N½ NW¼ Section 33, T4S, R3E, G&SRB&M, Tax Parcels 510-27-011, 017, 018, 020A and 510-12-013 (legal on file) (southwest Maricopa). Planning Commission voted unanimously to recommend

approval with Five (5) stipulations (continued from 4/23/03).
PZ-PD-005-03 Otak, Inc., - Public Hearing, discussion/approval/disapproval PZ-PD-005-03 Otak, Inc., requesting approval of a Planned Area Development (PAD) Overlay District on a 428.0± acre parcel to plan and develop the 1.606 lot, single family detached, Maricopa Meadows Master Planned Community; pending and in conjunction with Board of supervisors zone change approval under Planning Case (PZ-005-03); situated in the E½ Section 28 and the N½ NW¼ Section 33, T4S, R3E, G&SRB&M, Tax Parcels 510-27-011, 017, 018, 020A and 510-12-013 (legal on file) (southwest Maricopa). Planning Commission voted unanimously to recommend approval with Twenty Two (22) stipulations (continued from 4/23/03).

Supervisor Kerr advised that he pulled this case last week as he is waiting for a signed agreement between the two parties and that has not happened yet. He requested that both cases be continued until May 7, 2003, 9:30 a.m.

Chairman Smith opened the public hearing and called for comments from the public in case someone had come to the hearing today. There were none.

Motion was made by Supervisor Kerr and seconded by Supervisor Ruiz to continue the public hearings and action on PZ-005-03 and PZ-PD-005-03 until May 7, 2003 at 9:30 a.m. Motion carried by unanimous vote.

Public Hearing, discussion/approval/disapproval of Queen Creek Water Company for an expansion of its water utility franchise to the NW ¼ of the NW¼ of Section 8, Township 3 South, Range 7 East, Gila & Salt River Base and Meridian, Pinal County, Arizona.

Gary Medina, Special Services, presented this request to the Board. James Gardner, Queen Creek, appeared before the Board in regards to this request. He told the Board that the Corporation Commission contacted them to tell them that this piece of property was not included in anyone's CC&N'S and asked if they would like to include it in their current CC&N's.

Chairman Smith opened the public hearing and called for comments from the public. There were none. The public hearing was closed.

The Board thanked Mr. Gardner for the good job in water delivery they have provided for this area.

Motion was made by Chairman Smith and seconded by Kerr to approve the expansion of the Queen Creek Water Company its water utility franchise to the NW ¼ of the NW¼ of Section 8, Township 3 South, Range 7 East, Gila & Salt River Base and Meridian, Pinal County, Arizona. Motion carried by unanimous vote.

Public Hearing, discussion/approval/disapproval of the creation of the Red Rock Utilities, LLC wastewater utility franchise located in the SW¼ of Section 4, SE¼ of Section 5, all of Sections 8 and 9, W½ of the SW¼ of Section 10, Township 10 South, Range 10 East, Gila & Salt River Base and Meridian, Pinal County, Arizona.

Mr. Medina presented this request to the Board.

Representing Red Rock Utilities LLC, for both the wastewater franchise and the item following it, was Mary Beth Sevell, with the Law Firm of Louis and Rocha, 1 S. Church, Ste 700, Tucson, AZ.

Ms. Sevell gave the Board an update on the project.

Omega Management Services, Inc.

LAND DEVELOPMENT MANAGEMENT CONSULTANTS

April 17, 2003

Dennis Rittenback
Pinal County
Planning and Development
P. O. Box 2973
Florence, AZ 85232

Re: PZ-005-03, PZ-PD-005-03
Maricopa Meadows

Dear Mr. Rittenback:

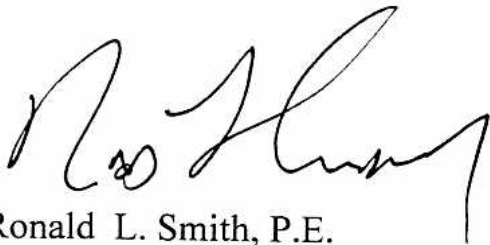
We would like to retract the letter dated April 3, 2003, submitted by OTAK, requesting the above referenced items be pulled from the April Board of Supervisors consent agenda.

Please keep the above referenced rezone case on the consent agenda.

Thank you for your consideration.

Very Truly Yours,

OMEGA MANAGEMENT SERVICES, INC.



Ronald L. Smith, P.E.
President

RLS/lam



PZ-005-03 - PUBLIC HEARING/ACTION: Solid State Maricopa, LP and Hogenes Farms Ltd Pship, landowners, Otak, Inc., applicant, requesting approval of a zone change from (MH) Manufactured/Mobile Home Zone and (GR) General Rural Zone to (CR-3) Single Residence Zone, on a 428.0± acre parcel to plan and develop the 1,714 lot, single family detached, Maricopa Meadows Master Planned Community; situated in the E½ Section 28 and the N½ NW¼ Section 33, T4S, R3E, G&SRB&M, Tax Parcels 510-27-011, 017, 018, 020A and 510-12-013 (legal on file) (southwest Maricopa).

PZ-PD-005-03 - PUBLIC HEARING/ACTION: Solid State Maricopa, LP and Hogenes Farms Ltd Pship, landowners, Otak, Inc., applicant, requesting approval of a Planned Area Development (PAD) Overlay District on a 428.0± acre parcel to plan and develop the 1,714 lot, single family detached, Maricopa Meadows Master Planned Community; pending and in conjunction with Board of Supervisors zone change approval under Planning Case (**PZ-005-03**); situated in the E½ Section 28 and the N½ NW¼ Section 33, T4S, R3E, G&SRB&M, Tax Parcels 510-27-011, 017, 018, 020A and 510-12-013 (legal on file) (southwest Maricopa).

Mr. Rittenback presented these cases stating staff recommended five stipulations for Case No. PZ-005-03 and nineteen stipulations for Case No. PZ-PD-005-03, with the possibility of modifying stipulation nos. 13) and 18)12.

Steve Tomita, 502 S College Ave, Ste 204, Tempe, AZ 85281 came forward and presented a lengthy power point presentation about the proposed development pointing out several specifics of the plan. He stated that 17% of the residential property would be allocated to open space and was asking for 4.0 du/ac. He also stated there were two owners of the subject property.

He pointed out adjacent land uses and stated they are donating a school site and will continue working with the school.

Mr. Tomita included specifics of the drainage washes and how they would be utilized as usable open space with amenities.

He presented statistics on 3.5 du/ac vs 4.0 du/ac for the property. He addressed planned road improvements.

Commissioner Harlan asked Mr. Tomita if he agreed to all the stipulations with the answer being yes. Mr. Harlan also stressed the fact that he wanted no more than 3.5 du/ac approved. Mr. Tomita stated they needed a 4.0 du/ac to build a better community.

OPEN TO PUBLIC

Alma Farrell, Maricopa School District (address not given) came forward. She stated the applicant had been working with the school district and what they needed was a Middle School which would require 24 acres.

Ms. Farrell also stated they would like to have an Olympic size swimming pool for the high school and were asking the developers/homebuilders to contribute to a fund to build such a pool.

Ms. Farrell also asked the developers to pave a parking lot for a nearby church.

Cindy Dunn, 19100 N Taft Ave., came forward and spoke on the proposed pool being requested by the Maricopa School District. She stated she wanted all developers to contribute to the pool fund. She also asked for pecan trees to be used as a landscape element. She also requested no 2 story homes in a specific area near her home. She also wants a wall for her property. She also asked for a Dark Sky Ordinance for all lighting.

Robert Whyte, 5830 E Caballo Dr, Paradise Valley, AZ 85253 came forward stating he had a contract to purchase a 5 acre parcel and has no viable access to this property. Stated he planned to build 1 or more houses on the subject 5 acres. He asked the developer to pave a road to his property; otherwise, he will have to build a bridge over a creek to his property. Stated he would like to see an aerial map showing access in relationship to his proposed property.

CLOSE TO PUBLIC

Chairman Dugan asked the applicant to return to the podium and address the issues raised by the public.

Ron Smith, 16009 N 81st St, Ste 200, Scottsdale, Az 85260 came forward stating they had met with the school representatives several times to address school issues. He stated if it is determined a Middle School is needed, the developer will provide 24+/- acres for a Middle School.

Stated a proposed park is to be a Community Park. The park will have a small parking lot but not large enough for overflow parking for a church.

In response to the Commission's question pertaining a church parking lot, Mr. Smith stated he was not sure the Commission could require the developer to provide a parking lot for another private entity ie. a church.

Mr. Smith stated this was the first time he had heard about the pool, but said the developer would continue working with the school pertaining to their needs.

Mr. Smith stated they would deed restrict one row of homes to one story. Also that 50% of homes be one story in a specific area. He stated they would build a wall for Ms. Dunn.

Mr. Smith stated they would work with the Sheriff's Department for police protection. He also stated they would follow Pinal County's Dark Sky Ordinance.

Mr. Smith stated in reference to Mr. Whyte's request, Bolin Road is inaccessible at certain points. They will leave Green Road right-of-way for Mr. Whyte but will not agree to pave the road for him.

Discussion ensued on the number of lots to be lost if the developer gives up an additional twelve acres for the Middle School.

Larry Miller, 16009 N 81st St, Scottsdale, AZ came forward and addressed 3.75 du/ac vs 4.0 du/ac. He stated they would work with other developers on flood related issues plus other amenities; therefore, he would like to have 4.0 du/ac.

Discussion continued on density of 3.75 vs 3.8 vs 4.0 du/ac.

MOTION - PZ-005-03

Commissioner Harlan made a motion to forward **PZ-005-03** to the Board of Supervisors with a recommendation for **APPROVAL** with staff's recommended five (5) stipulations of understanding.

Commissioner Johnston seconded the motion. Motion carried unanimously.

MOTION - PZ-PD-005-03

Commissioner Harlan made a motion to forward **PZ-PD-005-03** to the Board of Supervisors with a recommendation for **APPROVAL** with staff's recommended nineteen (19) stipulations modifying Nos. 6), 13), 18)12. and adding three additional stipulations.

The Commission modified stipulation 6) by replacing the overall density of 3.5 with 3.75 dwelling units per gross acre for a total of 1606 dwelling units.

Stipulation 13) was modified by adding "and will be noted on the face of the final plat" after approved PAD.

Stipulation 18)12. was modified by replacing "provided by Pinal County" with "as designated by the Pinal County Engineer".

The Commission added the following stipulations at the public hearing:

- The first row of single family dwellings north of Honeycutt Avenue along the east property boundary shall be limited to single story dwelling units.
- That portion of the subject property bounded on the north by McDavid Road, the south by Honeycutt Avenue and the west by the Collector Road shall

have no more than fifty (50) percent of the lots developed with two (2) story homes.

- With the increase of the school site from 12± acres to 24± acres the park site shall be relocated as acceptable to the developer/owner and the Maricopa School District.

Commissioner Johnston seconded the motion. Motion carried unanimously.

NAME OF APPLICANT/OWI

Otak Inc.

CASE NO. PZ-PD-005-03

APPLICATION FOR PAD Overlay District on a 428.0± acre parcel to P+D the 1714th single family detached, Maricopa Meadows MFC pending and in conjunction with BQ zone change approval under PZ-005-03

DATE FILED: 2/20/02

CHECKED BY: DRR

PLAN SUBMITTED: _____

DISTRIBUTION OF APPLICATION, PLANS, MAPS, ETC.			
DEPARTMENT	TRANSMITTED	REPORT REC'D	RECOMMENDATIONS
COUNTY PUBLIC WORKS	<u>2/25/03</u>		LETTER ___ COMMENT ___
COUNTY HEALTH DEPT.	<u>11</u>		LETTER ___ COMMENT ___
COUNTY AIR QUALITY	<u>11</u>		LETTER ___ COMMENT ___
COUNTY BLDG. SAFETY	<u>11</u>		LETTER ___ COMMENT ___
ENVIRO. INVESTIGATIONS	<u>4</u>		LETTER ___ COMMENT ___
FLOODPLAIN ADMNSTR	<u>"</u>		LETTER ___ COMMENT ___
<u>Maricopa Fire Dept</u>	<u>"</u>		LETTER ___ COMMENT ___
<u>Maricopa Unified #20</u>	<u>"</u>		LETTER ___ COMMENT ___
<u>Chin Indian Comm</u>	<u>"</u>		LETTER ___ COMMENT ___
			LETTER ___ COMMENT ___

PLANNING COMMISSION

COMMISSION INITIATIVE REQUEST: _____ APPROVED: _____ DENIED: _____

PUBLISH COMMISSION HEARING: _____ CERTIFICATION RETURNED: _____

HEARING DATE: _____ POST PROPERTY: _____ TABLED: _____

ACTION & STPLTNS: MOTION _____ SECOND _____ APPROVED _____ DENIED _____

ROLL CALL: ACOSTA _____ AGUIRRE-VOGLER _____ DUGAN _____ HARLAN _____

HARTMAN _____ JOHNSTON _____ FAUCETTE _____ KENYON _____ WALES _____

2ND HEARING DATE: _____ POST PROPERTY: _____ TABLED: _____

ACTION & STPLTNS: MOTION _____ SECOND _____ APPROVED _____ DENIED _____

ROLL CALL: ACOSTA _____ AGUIRRE-VOGLER _____ DUGAN _____ HARLAN _____

HARTMAN _____ JOHNSTON _____ FAUCETTE _____ KENYON _____ WALES _____

NOTES: _____

BOARD OF SUPERVISORS

HEARING DATE: _____ PUBLISH BOARD HEARING: _____ CERT. RETURNED _____

APPLICANT NTFY: _____ POST PROPERTY _____ TABLED _____ REMANDED _____

ACTION & STPLTNS: MOTION _____ SECOND _____ APPROVED _____ DENIED _____

KERR _____ RUIZ _____ SMITH _____