

CONDITIONS OF APPROVAL

The approval was subject to the following conditions:

- 1. Public Works Department approval of all roadway, alley and utility easement dedications, driveway, storm water retention and street drainage plans, water and sewer construction drawings, refuse pickup, and traffic improvements.
2. Off-site improvements to bring roadways to current standards include: (1) Water lines and fire hydrants, (2) Sewer lines, (3) Storm drains, (4) Roadway improvements including curb, gutter, and either a sidewalk along arterial streets or a sidewalk along other streets.
3. Fees to be paid with the development of this project include: (1) Water and sewer development fees, (2) Street light investment costs, (3) Water and/or sewer participation charges, (4) Inspection and testing fees.
4. All street dedications shall be made within six (6) months of record approval.
5. Public improvements shall be installed prior to the issuance of any occupancy permits. Any phasing shall be approved by the Public Works Department.
6. All new and existing, as well as existing and off-site, utility lines (other than transmission lines) shall be placed under ground prior to issuance of occupancy permit for this development in accordance with Ordinance No. 60-85.
7. Should this property be divided into two or more lots, review and approval of GC&R's is a prerequisite to the City Attorney and Community Development Director must take place prior to recording of the GC&R's. GC&R's shall provide (at a minimum) for all landscaping on site to be maintained by the applicant. GC&R's shall be according to the landscape plan approved by the City and that no amendments to the GC&R's be made. If the property may be recorded until reviewed and approved by the City.
8. Building heights shall be limited to heights listed on PMD or stories listed, whichever is less.
9. If this plan is recorded, then it shall reflect cross access to be maintained throughout this site over the driving alley. No changes or modifications to the driving alleys will be allowed without the prior approval of the Public Works Department.
10. Landscaping shall conform to Section V of Tempe Ordinance 806 as revised July, 1988, and landscaping in the right of way shall comply with Active Management Area restrictions set by the Arizona Department of Water Resources.
11. Fifth, Seventh, and Ash Avenue street frontages shall receive brick sidewalks, street trees for shade/planters, and decorative street lighting improvements. University Drive shall receive 10' x 10' concrete sidewalks and street lighting improvements. Fifth St., Ash Ave. and University Drive shall be approved under the banner program and be installed prior to occupancy of Bldg. F or C (whichever occurs last).
12. All street agreements on lands included within future phase of development must be installed prior to the issuance of occupancy permits for the phasing of development. No other such improvements relate. Details shall be approved by the Public Works Department.
13. Undeveloped areas west of place to Ash Avenue shall be landscaped. Installation of landscaping to be completed prior to occupancy of Bldg. F or G (whichever occurs last). Details to be approved by the Design Review Board.
14. A solution for the preservation of the Bins/Wright House (100 N. 7th St.) and Hicks Machine Shop/Elington Warehouse Bldg. acceptable to the City, be approved prior to construction.
15. All utilities shall be undergrounded with whatever phase they exist in.
16. At the time of processing the Final P.A.D. for the multi-family area, the project (if determined by the Joint Administrative) will return to the Commission, Design Review Board and Quality Study processing shall also be required.
17. Building N shall be designed with a strong relationship to existing historical buildings in the area. Details to be resolved with the Design Review Board at the time of processing the Final P.A.D. for this area.
18. A major participatory water feature as shown in the concept plans shall be developed. Details to be resolved with the Design Review Board with each phase of development.
19. All adjacent property owners and tenants within a 150' radius shall be notified by the developer of specific construction scheduling (and any changes) prior to construction start of any phase of building.

MUNICIPAL APPROVALS

APPROVED BY THE MAYOR AND CITY COUNCIL OF THE CITY OF TEMPE, ARIZONA, THIS 14th DAY OF October, 1994.

APPROVED BY THE CITY ENGINEER OF THE CITY OF TEMPE, ARIZONA, THIS 14th DAY OF October, 1994.

APPROVED BY THE PLANNING DIRECTOR OF THE CITY OF TEMPE, ARIZONA, THIS 14th DAY OF October, 1994.

VARIANCES

1. Increase the allowable building heights in the CCD District from 35' to the following:

Table with columns: Building, Height, and Notes. Includes entries for C (Retail), E (Retail), F (Office), G (Office), H (Theatre), J (Office), K (Hotel), L (Residential), M (Office), N (Parking Garage No. 1), W (Parking Garage No. 2), and X (Parking Garage No. 3).

2. Reduce the minimum courtyard separation from 50' to 18' between interior buildings of Building L (Residential).

3. Reduce required setbacks to the following:

Table with columns: Residential, Commercial, and Setback details. Includes entries for Front yard setback from 25' to 10', Side yard setback from 10' to 0', Rear yard setback from 15' to 0', and Street side yard setback from 25' to 10'.

4. Waive the required wall between the commercial uses and the residential uses; Bldgs. J, K and L.

5. Reduce the required parking from 4666 spaces to 3436 spaces.

6. Waive the required masonry screening walls, certain required landscape islands at ends of parking rows and certain required landscape islands after each 15 stalls for temporary Phase II surface parking lots on the east side of Ash, south side of 5th Street and north side of 7th Street.

USE PERMITS

To allow general office, general Retail, Theatre, Hotel, Art Gallery and Restaurant uses (without entertainment) in the CCD district.

STATEMENT OF OWNERS

This is to certify that we have reviewed this plan and hereby approve the development as shown.

CENTERPOINT PLAZA LIMITED PARTNERSHIP

By: U.M.B. Plaza Limited Partnership, an Arizona limited partnership, 165 general partner.
By: W.B.S.D., Inc., an Arizona corporation, its general partner.

By: Drew M. Brown, President. (Signature of Drew M. Brown)

ACKNOWLEDGEMENT: The foregoing instrument was acknowledged before me this day of October, 1994, by Drew M. Brown, the President of W.B.S.D., Inc., an Arizona corporation, on behalf of U.M.B. Plaza Limited Partnership, an Arizona limited partnership, on behalf of Centerpoint Plaza I Limited Partnership, an Arizona limited partnership.

My Commission Expires: Oct. 14, 1994. (Signature of Notary Public)



LEGAL DESCRIPTION

The portion of 'TEMPE' a subdivision recorded in Book 2 of Maps, Page 26, Records of Maricopa County, together with certain alleys and streets being a portion of the Southwest quarter of Section 15, Township 1 North, Range 4 East of the Gila and Salt River Base and Meridian, Maricopa County, Arizona, and being more particularly described as follows:

Beginning at the Northeast corner of Block 4 of said 'TEMPE'; thence, South 00 degrees 31 minutes 07 seconds East along the East line of said Block 4, a distance of 136.16 feet to the Southeast corner of Lot 5 of said Block 4; thence, North 09 degrees 59 minutes 47 seconds West along the South line of said Lot 5, a distance of 149.92 feet to the Southwest corner of said Lot 5; thence, South 00 degrees 00 minutes 11 seconds East along the East line of the North/South alley within Block 4, a distance of 183.15 feet to the North right-of-way line of 6th Street as shown on said plat of 'TEMPE'; thence, South 09 degrees 58 minutes 24 seconds East along said North right-of-way line 149.57 feet to the West right-of-way line of Mill Avenue and the Southeast corner of said Block 4; thence, South 00 degrees 01 minutes 07 seconds East along said West right-of-way line 49.50 feet; thence, South 00 degrees 00 minutes 11 seconds East along the West right-of-way line of Mill Avenue and along the East line of Block 9 of said Tempe and the North/South extension thereof a distance of 177.17 feet; thence, South 09 degrees 59 minutes 49 seconds West, a distance of 6.32 feet; thence, South 00 degrees 00 minutes 11 seconds East, a distance of 96.00 feet; thence, South 09 degrees 59 minutes 49 seconds West, a distance of 0.63 feet; thence, South 00 degrees 00 minutes 11 seconds East, a distance of 144.62 feet; thence, South 00 degrees 04 minutes 02 seconds West, a distance of 150.63 feet; thence, South 06 degrees 34 minutes 31 seconds West, a distance of 94.76 feet; thence, South 00 degrees 00 minutes 02 seconds West, a distance of 170.65 feet to the South line of the North 10 feet of abandoned University Drive as shown on said Plat of 'TEMPE', as recorded in Book 6274, Page 225-227, Maricopa County Records; thence, North 89 degrees 59 minutes 54 seconds West along said South line a distance of 317.42 feet to the monument line of Maple Avenue; thence, continuing along said South line South 09 degrees 59 minutes 42 seconds West, a distance of 155.30 feet to the Southerly extension of the West line of Lot 12 of Block 17; thence, North 00 degrees 05 minutes 11 seconds West along the West line of said Lot 12 and the Southerly extension thereof a distance of 6.00 feet to a point on the North right-of-way line of University Drive as recorded in Recorder's Document 83-106271, Maricopa County, Arizona; thence, South 89 degrees 59 minutes 42 seconds West along said right-of-way line, a distance of 153.52 feet; thence, North 44 degrees 59 minutes 37 seconds West, a distance of 28.28 feet to a point on a line which is parallel with and 40.00 feet East of the centerline of Ash Avenue; thence, North 00 degrees 01 minutes 05 seconds East along said East line, a distance of 155.96 feet; thence, South 09 degrees 59 minutes 55 seconds West along the South line of the East/West alley within Block 17 and the Westerly extension thereof a distance of 40.00 feet to the monument line of Ash Avenue; thence, North 00 degrees 10 minutes 37 seconds East along said East line 911.07 feet to the South right-of-way line of 5th Street as shown on said plat of 'TEMPE'; thence, North 00 degrees 10 minutes 37 seconds East along said East line 911.07 feet to the South right-of-way line of 5th Street as shown on said plat of 'TEMPE'; thence, South 09 degrees 59 minutes 24 seconds East along said Southerly right-of-way line and along the North line of Blocks 6 and 5, a distance of 569.51 feet to the monument line of Maple Avenue; thence, continuing along said South right-of-way line North 09 degrees 58 minutes 02 seconds East, 38.00 feet to the Northwest corner of said Block 4; thence, South 00 degrees 00 minutes 20 seconds West along the West line of said Block 4, a distance of 150.07 feet to the North line of the East/West alley within Block 4; thence, South 09 degrees 59 minutes 30 seconds East along said North line 129.93 feet to the East line of the North/South alley within Block 4; thence, North 00 degrees 00 minutes 16 seconds West along said West line 150.12 feet to the South right-of-way line of 5th Street as shown on said Plat of 'TEMPE'; thence, North 09 degrees 59 minutes 02 seconds East along said Southerly right-of-way line and along the North line of said Block 4, a distance of 156.89 feet to the TRUE POINT OF BEGINNING. EXCEPT A STRIP OF LAND 80.00 FEET IN WIDTH LYING WITHIN THE SOUTHWEST QUARTER OF SECTION 15, TOWNSHIP 1 NORTH, RANGE 4 EAST OF THE GILA AND SALT RIVER BASE AND MERIDIAN, MARICOPA COUNTY, ARIZONA, LYING 400.00 FEET ON EACH SIDE OF A CENTERLINE DESCRIBED AS FOLLOWS:

BEGINNING at the intersection of the monument line of Ash Avenue and the Westerly extension of the South line of the East/West alley within Block 17 of said plat of 'TEMPE', said intersection being the beginning of a curve concave Southwesterly whose radius point bears North 89 degrees 58 minutes 55 seconds West, a distance of 860.00 feet;

thence, Northwesterly along said curve through a central angle of 32 degrees 07 minutes 11 seconds, a distance of 289.29 feet to a point of tangency;

thence, North 23 degrees 06 minutes 06 seconds West, a distance of 165.30 feet to a point of tangency concave to the Northeast having a radius of 960.00 feet;

thence, Northwesterly along said curve through a central angle of 77 degrees 17 minutes 43 seconds, a distance of 371.02 feet to a point of tangency;

thence, North 09 degrees 10 minutes 27 seconds East, a distance of 177.32 feet to an intersection with the South line of existing 5th Street right-of-way as shown on Map of Tempe, a subdivision, as recorded in Book 2 of Maps, Page 26, Records of Maricopa County, and to the point of Terminus of said centerline described herein.

EXCEPTING THEREFROM that portion lying within the West 70.00 feet of the Southwest quarter of the Southwest quarter of said Section 15.

The above described parcel of land contains 986,225 square feet (22,641 acres), more or less.

CORNOYER HEDRICK

Notary Public Seal for Michael M. Lloyd, Notary Public, State of Arizona.

OWNER: CENTERPOINT PLAZA LIMITED PARTNERSHIP, 4201 NORTH 24TH STREET PHOENIX, ARIZONA 85016

CIVIL ENGINEER: CMK GROUP INC, 2425 EAST CAMELBACK ROAD PHOENIX, ARIZONA 85012 (602) 275-8436

ARCHITECT/PLANNER: CORNOYER-HEDRICK ARCHITECTS & PLANNERS, INC., 2425 EAST CAMELBACK ROAD, 4TH FLOOR PHOENIX, ARIZONA 85016 (602) 381-4848

DEVELOPER: DMB ASSOCIATES, INC. & BERWIND REALTY SERVICES, INC., 4201 NORTH 24TH STREET PHOENIX, ARIZONA 85016



2425 East Camelback, Fourth Floor Phoenix, Arizona 85016 602.381.4848 602.381.4844 FAX

Job Number: 91039 Date: 6/4/91, REV.6/19/91, 7/11/91 Schematic - Not For Construction.

AMENDED PRELIMINARY P.A.D.

CENTERPOINT

Phase Two of a Downtown Mixed-Use Redevelopment in Tempe, Arizona A Joint Development by: DMB ASSOCIATES INC. & BERWIND REALTY SERVICES INC.

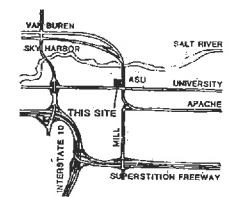
STATE OF ARIZONA  
 County of Maricopa  
 I hereby certify that the within  
 document was filed and recorded  
 in Book of  
 Centerpoint Plaza II  
 at  
 Page 344  
 on page 40  
 Witness my hand and official  
 seal this day and year elements  
 of the State of Arizona  
 County Recorder  
 Deputy Recorder

OWNER: CENTERPOINT PLAZA LIMITED PARTNERSHIP  
 4201 NORTH 24TH STREET  
 PHOENIX, ARIZONA 85016

CIVIL ENGINEER: CHX GROUP INC.  
 265 EAST OSBORN ROAD  
 PHOENIX, ARIZONA 85012  
 (602) 279-8456

ARCHITECT/PLANNER: CORNOYER-HEDRICK ARCHITECTS & PLANNERS, INC.  
 2425 EAST CARLEBACK ROAD, 4TH FLOOR  
 PHOENIX, ARIZONA 85016  
 (602) 381-4848

DEVELOPER: DMB ASSOCIATES, INC.  
 & BERWIND REALTY SERVICES, INC.  
 4201 NORTH 24TH STREET  
 PHOENIX, ARIZONA 85016



VICINITY MAP

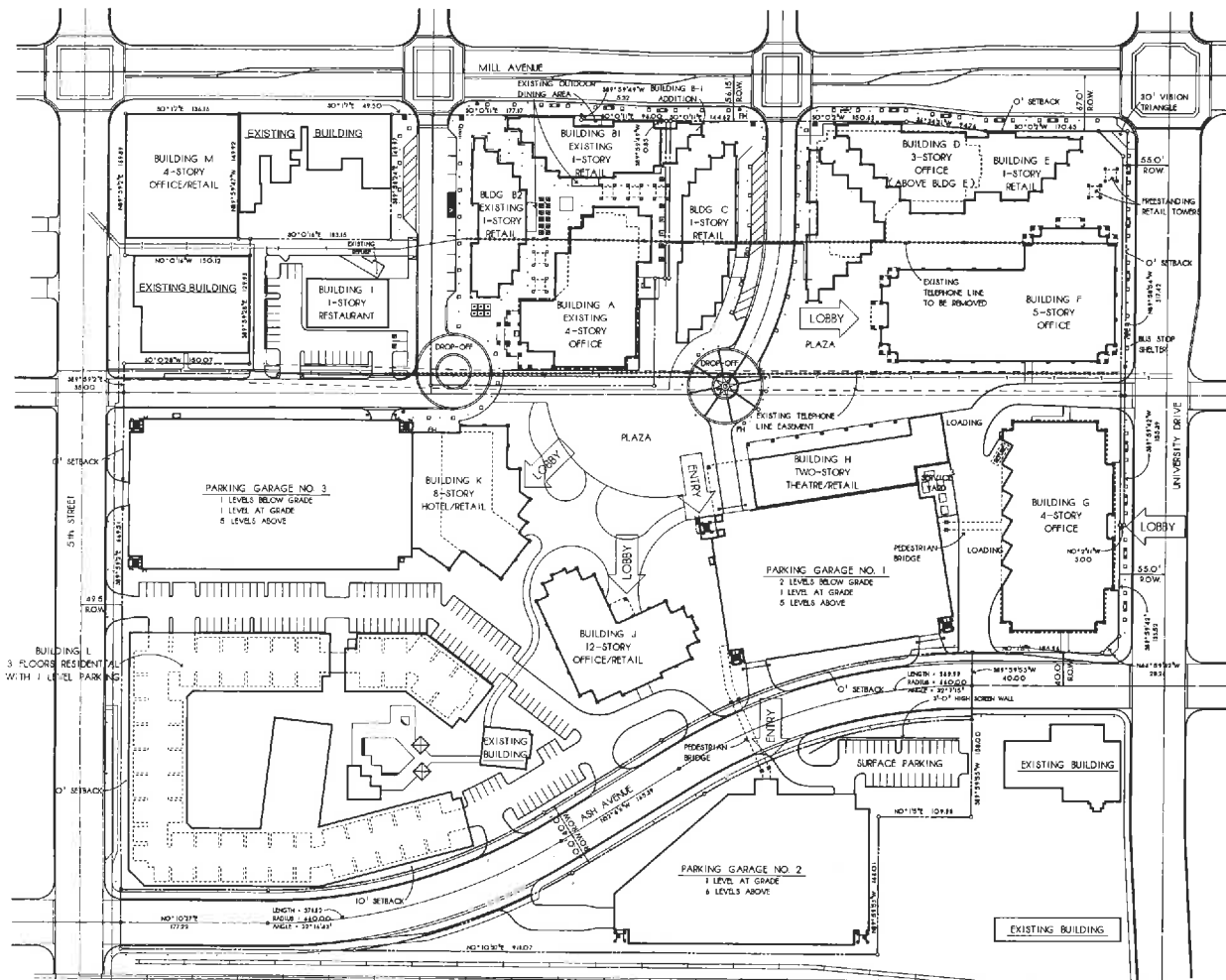


### AREA CALCULATIONS

EXISTING ZONING:	CCD	
PROPOSED ZONING:	CCD	
PROPOSED USES:	Retail, Office Restaurant, Residential, Hotel, Theatre, Art Gallery, Kitchen	
GROSS SITE AREA:	986,225 s.f.	22.641 acres
NET SITE AREA:	986,225 s.f.	22.641 acres
BUILDING AREA:		
EXISTING PHASE I		
BUILDING A (Office)	60,666 s.f.	1,400
BUILDINGS B1 & B2 (Retail)	10,444 s.f.	238
(PHASE I TOTAL)	71,110 s.f.	1,638
PROPOSED PHASE II		
BUILDING F (Office)	191,758 s.f.	4,377
BUILDING G (Office)	132,905 s.f.	3,000
(SUBTOTAL)	324,663 s.f.	7,377
SOUTH GARAGE NO. 1 (1,327 spaces)	395,000 s.f.	9,091
WEST GARAGE NO. 2 (997 spaces)	343,000 s.f.	7,843
(SUBTOTAL)	738,000 s.f.	17,134
(PHASE II TOTAL)	1,062,663 s.f.	24,511
FUTURE PHASES		
BUILDING B-(Retail Addition)	6,100 s.f.	139
BUILDING C (Retail)	9,575 s.f.	218
BUILDING D (Office)	60,500 s.f.	1,386
BUILDING E (Retail)	37,500 s.f.	854
BUILDING K (Retail)	14,100 s.f.	323
BUILDING L (Theater)	21,300 s.f.	488
BUILDING I (Restaurant)	5,562 s.f.	126
BUILDING J (Office)	226,900 s.f.	5,152
BUILDING K (Retail)	8,900 s.f.	203
BUILDING K (Hotel - 250 Rooms)	180,000 s.f.	4,118
BUILDING L (Residential - 161 Rooms)	2,000 s.f.	45
BUILDING M (Office)	154,000 s.f.	3,488
BUILDING M (Retail)	47,640 s.f.	1,087
(SUBTOTAL)	10,630 s.f.	240
NORTH GARAGE NO. 3 (1,253 spaces)	342,458 s.f.	7,843
(SUBTOTAL)	342,458 s.f.	7,843
(FUTURE PHASES TOTAL)	1,117,722 s.f.	25,400
PHASE I - 71,110 s.f.		
PHASE II - 1,062,663 s.f. (including garages)		
FUTURE PHASE - 1,117,722 s.f. (including garages)		
TOTAL PROJECT - 2,891,495 s.f. (including garages)		
BUILDING COVERAGE:		
Building only (30.87%)	304,416 s.f.	
Building & Garage (46.52%)	458,773 s.f.	
RESIDENTIAL UNITS:	161 units	
SURFACE PARKING & INTERNAL ROADS:	145,226 s.f.	
LANDSCAPE:		
IN R.O.W.	10,560 s.f.	
OFF SITE	None	
ON SITE (Required 10% - Provided 13.6%)	134,971 s.f.	

### PARKING CALCULATIONS

PARKING REQUIRED:		
EXISTING PHASE I		
RESTAURANT		
Indoor, no entertainment	9,000 s.f.	= 130
Outdoor dining	1,900 s.f.	= 7
RETAIL	10,444 s.f.	= 42
GENERAL OFFICE	80,666 s.f.	= 262
Existing Phase I		= 492 spaces
PROPOSED PHASE II		
GENERAL OFFICE		
BUILDING F	191,758 s.f.	= 767
BUILDING G	132,905 s.f.	= 532
Proposed Phase II		= 1,299 spaces
TOTAL FOR PHASES I & II		= 1,791 spaces
RDA AGREEMENT		= 165 spaces
		= 1,956 spaces
FUTURE PHASES		
RETAIL (250 Restaurant)	117,087 s.f.	= 728
GENERAL OFFICE	324,140 s.f.	= 1,297
HOTEL (250 Rooms)	180,000 s.f.	= 270
RESIDENTIAL (161 Units)	154,000 s.f.	= 234
FUTURE PHASE		= 2,629 spaces
PHASES I & II		= 1,791 spaces
REDEVELOPMENT AGREEMENT		= 165 spaces
FUTURE PHASE		= 2,629 spaces
TOTAL REQUIRED		= 4,585 spaces
TOTAL PARKING PROVIDED:		
PHASES I & II		
SOUTH PARKING GARAGE NO. 1	= 1,327 spaces	
WEST PARKING GARAGE NO. 2	= 997 spaces	
SURFACE	= 10 spaces	
	= 2,334 spaces	
FUTURE PHASE PARKING		
NORTH PARKING GARAGE NO. 3	= 1,253 spaces (including 120 RDA)	
RESIDENTIAL PROJECT	= 203 spaces	
TOTAL PROVIDED	= 3,930 spaces	



AMENDED PRELIMINARY P.A.D.

# CENTERPOINT

Phase Two of a Downtown Mixed-Use Redevelopment in Tempe, Arizona  
 A Joint Development by: DMB ASSOCIATES INC. & BERWIND REALTY SERVICES INC.

2425 East Camelback, Fourth Floor  
 Phoenix, Arizona 85016  
 602 . 381 . 4848  
 602 . 381 . 4844 FAX

Job Number: 91039  
 Date: 6/4/91, REV. 6/19/91, 7/1/91  
 Schematic - Not For Construction.