

4TH AMENDED PLANNED AREA DEVELOPMENT OVERLAY FOR 100 MILL

AN AMENDMENT TO MILL & RIO SALADO PLANNED AREA DEVELOPMENT
A PORTION OF THE NORTHWEST AND SOUTHWEST QUARTER OF SECTION 15, TOWNSHIP 1 NORTH, RANGE 4 EAST OF THE
GILA AND SALT RIVER BASE AND MERIDIAN, MARICOPA COUNTY, ARIZONA

OWNER AUTHORIZATION

HICO 100 MILL LLC, A DELAWARE LIMITED LIABILITY COMPANY

BY: [Signature] March 3, 2020
SIGNATURE DATE

Chris Anderson, the Managing Director of JCH Investments, Inc., the General Partner of Hines Real State Holdings Limited Partnership, the sole member of HIMH GP LLC, the General Partner of Hines Investment Management Holdings Limited Partnership, the General Partner of Hines 100 MILL Associates LP, the Sole Member of Hines 100 Mill Investor LLC, the Managing Member of HICO 100 MILL LLC, a Delaware Limited Liability Company

OWNER AUTHORIZATION

HICO 100 MILL TRS LLC, A DELAWARE LIMITED LIABILITY COMPANY

BY: [Signature] March 3, 2020
SIGNATURE DATE

Chris Anderson, the Managing Director of JCH Investments, Inc., the General Partner of Hines Real State Holdings Limited Partnership, the sole member of HIMH GP LLC, the General Partner of Hines Investment Management Holdings Limited Partnership, the General Partner of Hines 100 MILL Associates LP, the Sole Member of Hines 100 Mill Investor LLC, the Managing Member of HICO 100 MILL LLC, the Sole Member of HICO 100 MILL TRS LLC, a Delaware Limited Liability Company

ACKNOWLEDGEMENT

ON THIS 3rd DAY OF March, 2020 BEFORE ME, THE UNDERSIGNED, PERSONALLY APPEARED CHRIS ANDERSON, WHO ACKNOWLEDGED TO BE THE PERSON WHOSE NAME IS SUBSCRIBED TO THE INSTRUMENT WITHIN, AND WHO EXECUTED THE FOREGOING INSTRUMENT FOR THE PURPOSES THEREIN CONTAINED.

IN WITNESS WHEREOF; I HERETO SET MY HAND AND OFFICAL SEAL

BY: [Signature] February 28, 2021
NOTARY PUBLIC MY COMMISSION EXPIRES



OWNER AUTHORIZATION

CITY OF TEMPE, AN ARIZONA MINUCIPAL CORPORATION

BY: _____ DATE _____
SIGNATURE

ITS: MAYOR

ACKNOWLEDGEMENT

ON THIS _____ DAY OF _____, 2020 BEFORE ME, THE UNDERSIGNED, PERSONALLY APPEARED MARK MITCHELL, WHO ACKNOWLEDGED TO BE THE PERSON WHOSE NAME IS SUBSCRIBED TO THE INSTRUMENT WITHIN, AND WHO EXECUTED THE FOREGOING INSTRUMENT FOR THE PURPOSES THEREIN CONTAINED.

IN WITNESS WHEREOF; I HERETO SET MY HAND AND OFFICAL SEAL

BY: _____ MY COMMISSION EXPIRES _____
NOTARY PUBLIC

OWNER / DEVELOPER

HICO 100 MILL L.L.C. & HICO 100 MILL TRS L.L.C.
2375 E. CAMELBACK ROAD, SUITE 150
PHOENIX, AZ 85016
CONTACT: BRANDON DILLINGHAM

OWNER

CITY OF TEMPE
31 E. 5th STREET
TEMPE, AZ 85281

DEVELOPER

SUPREME BRIGHT TEMPE, LLC.
5525 South Decatur Boulevard Suite 101
Las Vegas, NV 89118
CONTACT: Jeffrey S. LaPour
PHONE: 702.222.3022
EMAIL: jlapour@lapour.com

PROJECT DATA

CC(H) PAD TOD STATION AREA	PAD PROPOSED
GENERAL PLAN LAND USE	MIXED-USE
GENERAL PLAN DENSITY	HIGH DENSITY-URBAN CORE (more than 65 du/ac)
SITE AREA (LOTS 1-3)	109,293 SF (2.51 ACRES)
BUILDING HEIGHT	
HOTEL TOWER - PHASE 3 (PH3)	164'-0"
OFFICE TOWER - PHASE 1 (PH1)	229'-0"
HAYDEN HOUSE - PHASE 2 (PH2)	EXISTING SINGLE STORY
MAXIMUM LOT COVERAGE	58% FOR OVERALL SITE (LOTS 1-3)
PH1 OFFICE TOWER (LOT 1)	35.52% OF OVERALL SITE (LOTS 1-3)
PH2 HAYDEN HOUSE (LOT 2)	7.85% OF OVERALL SITE (LOTS 1-3)
PH3 HOTEL TOWER (LOT3)	14.63% (115,412 SF) OF OVERALL SITE (LOTS 1-3)
MINIMUM LOT LANDSCAPE COVERAGE	26% FOR OVERALL SITE (LOTS 1-3)
PH1 OFFICE TOWER (LOT 1)	19.95% OF OVERALL SITE (LOTS 1-3)
PH2 HAYDEN HOUSE (LOT 2)	3.75% OF OVERALL SITE (LOTS 1-3)
PH3 HOTEL TOWER (LOT 3)	2.3% (2,520 SF) OF OVERALL SITE (LOTS 1-3)
BUILDING SETBACKS (MINIMUM)	
FRONT	0'-0"
SIDE	0'-0"
REAR	0'-0"
STREET SIDE	0'-0"
PARKING SETBACK	20'-0"
VEHICLE PARKING	
HOTEL ROOMS (237 KEYS, 0.3 PER ROOM)	72 (W/IN PH1 OFFICE TOWER GARAGE)
HOTEL COMMERCIAL	1 (W/IN PH1 OFFICE TOWER GARAGE)
HOTEL CONFERENCE	1 (W/IN PH1 OFFICE TOWER GARAGE)
HAYDEN HOUSE	15 (ON PH1 OFFICE TOWER LOT)
COMMERCIAL OFFICE	698 (949 including 251 compact)
SHARED	26
TOTAL	819 incl. 6 on-street (1,070 incl. 251 compact)
BICYCLE PARKING	
HOTEL ROOMS	12
HOTEL AMENITY/ LOBBY/ FITNESS	0
HOTEL CONFERENCE	0
HOTEL CONFERENCE LOBBY	0
HOTEL OFFICE SPACE	4
HOTEL SERVICE	4
HOTEL INDOOR RESTAURANT	8
OFFICE	32
HOTEL OUTDOOR RESTAURANT	0
RETAIL	0
TOTAL	60 (50 ON PH1 OFFICE TOWER LOT (LOT 1); 10 ON PH2 HOTEL TOWER LOT (LOT 3))
USES	
OFFICE	300,875 GSF (250,000 NSF)
OFFICE PARKING	398,000 SF
HAYDEN HOUSE	11,007 SF
HOTEL	137,137 SF
HOTEL RETAIL	0 SF
HOTEL RESTAURANT	3,994 SF
HOTEL CONFERENCE	9,732 SF
HOTEL GARAGE	0 SF
TOTAL USES	860,745 SF

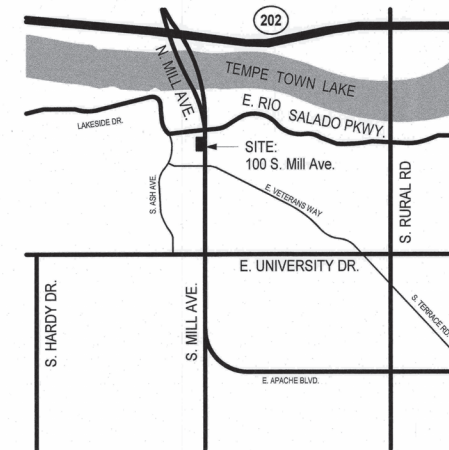
LEGAL DESCRIPTION

LOTS 1, 2, AND 3, OF ONE HUNDRED MILL, ACCORDING TO THE PLAT OF RECORD IN BOOK 1441, PAGE 17 OF THE OFFICE OF THE COUNTY RECORDER OF MARICOPA, ARIZONA

APPROVAL

APPROVED BY THE ZONING ADMINISTRATOR OF THE CITY OF TEMPE ON THIS 30th DAY OF JANUARY 2020.

SITE VICINITY MAP



PREVIOUS APPROVALS

PAD07021 - JANUARY 10, 2018
PAD14012 - MAY 7, 2015 - ORIGINAL APPROVAL
MAY 25, 2017 - TIME EXTENSION APPROVAL
JUNE 28, 2018 - SECOND TIME EXTENSION APPROVAL
PAD18007-DECEMBER 13, 2018
PAD 19008-July 11, 2019

CONDITIONS OF APPROVAL:

- General:**
- The 4th Amended Planned Area Development for 100 MILL dated December 20, 2019, shall be put into proper engineered format that is sealed by an Arizona registered architect or registered professional engineer, fitted with appropriate signatures, and kept on file with the City of Tempe's Community Development Department.
 - All conditions originally approved with the Planned Area Development PAD190008 are null and void and shall be replaced by the conditions within this Amended PAD190014.
 - All requirements of the Development Agreement (Ordinance No. O2018.60) shall be met in accordance with the schedule of performance within the agreement.
 - If a complete application for a building permit has not been submitted within two (2) years after the approval date, a meeting with the city council shall be held to determine the processing of a revocation for the PAD. The period of approval is extended upon the time review limitations set forth for building permit applications, pursuant to Tempe building safety administrative code, section 8-104.15. An expiration of the building permit application or failure to submit the building permit application will result in automatic scheduling of a meeting with city council. A reversion shall be processed in accordance with the public hearing procedures with the City Council.

CONDITION MET

(Conditions of Approval Continued on the Following Page)

REC 19150

PAD 190014

DS 180599

NUM	ISSUE TITLE	DATE

Planned Area Development (1 of 3)

Project Sheet Date: 12/20/2019
Project Number: AP1807
Checked By: AW
Drawn By: JM/AW

PAD-1

4TH AMENDED PLANNED AREA DEVELOPMENT OVERLAY FOR 100 MILL

AN AMENDMENT TO MILL & RIO SALADO PLANNED AREA DEVELOPMENT
A PORTION OF THE NORTHWEST AND SOUTHWEST QUARTER OF SECTION 15, TOWNSHIP 1 NORTH, RANGE 4 EAST OF THE
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CONDITIONS OF APPROVAL: (continued from cover sheet)

5. The north elevation of the hotel shall comply with all building code requirements for fire separation distance and percentage of allowable openings, based on proximity to the property lines or assumed property lines, the existing adjacent designated buildings and structures, and an approved design for future phase two. Phase two design shall be approved by the Historic Preservation Commission and City Council.
6. The owner shall not allow the Historic Property to fall into a state of disrepair, so as to result in the deterioration of any significant exterior feature, which would have a detrimental effect on the distinctive character of the property itself. The condition of the property at the time of its designation shall be the standard of reference for the evaluation of maintenance and future deterioration. The details of this condition shall comply with Tempe City Code, Historic Preservations Ordinance Section 14A-9.
7. Submit proposed Art in Private Development (AIPD) for the site to the Community Services Cultural Services Division prior to submittal of construction documents for building permit review. Coordinate the proposed artwork with construction documents to assure timely completion of the proposed project.
8. The property owner(s) shall sign a waiver of rights and remedies form. By signing the form, the Owner(s) voluntarily waive(s) any right to claim compensation for diminution of Property value under A.R.S. §12-1134 that may now or in the future exist, as a result of the City's approval of this Application, including any conditions, stipulations and/or modifications imposed as a condition of approval. The signed form shall be submitted to the Community Development Department no later than thirty days from the date of the final decision, or the PAD approval shall be null and void.
CONDITION MET
9. The applicant shall provide proof of Federal Aviation Administrative (Form 7160-1) clearance for the building height to the top of the highest structural element prior to issuance of Building Permits.
10. The applicant shall contact the Federal Aviation Administration (Form 7160-1) for clearance on construction equipment incidentals necessary for the construction of tall buildings within the flight path prior to issuance of Building Permits.
11. Phase II historic building to remain, no additional building structure above the roof of the historic L-shaped Sonoran row-house portion of the building located along Mill Avenue and Rio Salado Parkway (approximately 20' along each frontage).
12. An Encroachment Permit must be obtained from the Engineering Department prior to submittal of construction documents for building permit. The limitations of this encroachment include;
 - a. a maximum projection of eight (8) feet for any upper level balconies or decorative architectural features of the building,
 - b. a minimum clear distance of twenty-four (24) feet between the sidewalk level and any overhead structure, and
 - c. any other requirements described by the encroachment permit or the building code.
13. An amended Subdivision Plat is required for this development and shall be recorded prior to issuance of building permits.
CONDITION MET
14. Any alteration or demolition of the existing building or new construction within the legally described boundaries of the History Overlay of the Hayden House shall require the review of and a decision by the Historic Preservation Commission prior to any other decision by staff, Development Review Commission or City Council. Pursuant to City Code Section 14A-8, the Historic Preservation Commission's decision may be appealed to the City Council.
15. The maximum building height shall include all mechanical, screening devices and other structures on the building.
16. The easternmost building adjacent to Mill Avenue, south of the Hayden House, shall maintain a 25-foot step back away from the eastern property line, for the portion of building taller than 40 feet, as indicated on the plans presented (dated November 13, 2018). The new hotel building envelope shall have a minimum step-back of 15'-8" on the southern portion of the site and a maximum step-back of 43'-8" to the north, providing an overall average building step-back of 29'-8", pursuant to PL190037, the Zoning Administrator Opinion ZOA190003.
17. Tempe Historic Preservation Office ("HPO") Historic Preservation Commission ("HPC") review and decisionmaking authority pertaining to the Mill & Rio Salado development site ("Overall Site") is limited to the historic 1873-1924 building courtyard ("Historic Property"), which is currently defined as a rectangular area measuring 76' 6" by 134' 6", more or less, located at the northeast corner of the overall development site. This 76' 6" by 134' 6" area is described in Historic Preservation Designation Report HPO- 99.76 and, more specifically, in the "Preliminary 1873-1924 C. T. Hayden House Building Courtyard Description" issued by HPO on December 19, 2014. A final legal description will be issued following a survey of the site, the results of which require approval of both applicant and the Community Development Department.
18. No excavation, demolition, new construction, alterations, modifications, or other development shall occur on the Overall Site until a protection plan, as detailed below, has been approved by the Community Development Department. The protection plan shall include:
 - a. prior to issuance of building permits, the Geotechnical Report, including an analysis of subsurface conditions for the Overall Site, shall be submitted documenting soil conditions of the property and construction methodologies for subterranean shoring to prevent erosion or structural damage to the portion of the Historic Property.
 - b. an analysis of said conditions by a structural engineer experienced with historic adobe buildings I structures ("Qualified Engineer"), along with a shoring and protection plan for preventing damage to, or structural failure of, the Historic Property resulting from any and all excavation construction dewatering activities on the Overall Site.
 - c. prior to issuance of building permits, the Structural Report shall document construction methods to prevent vibrational damage to the portion of the Historic Property during construction.
19. Phase one subsurface excavation on the Overall Site shall be held back a minimum of 7 (seven) feet from the Historic Property.
20. Dewatering shall not begin until the Qualified Engineer has reviewed and revised, as necessary, a plan for preventing damage to, or structural failure of, the Historic Property. Prior to issuance of building permits, a Hydrological Report shall be submitted documenting aquifer levels of the property and construction methodologies for dewatering and subsidence prevention for protection of the Historic Property Easement", respectively, of City of Tempe contract number C2014-226 ("226").
21. Applicant's phase two proposal including a rehabilitation plan for work on the Historic Property will be submitted to the Community Development Department and in accordance with the Historic Preservation Ordinance. The rehabilitation plan may propose:
 - a. appropriate alterations and modifications to the Historic Property, including the construction of new and or additional support functions (i.e. kitchen and restrooms), circulation areas, and dining rooms areas;
 - b. the demolition of historic and or non-historic elements of the Historic Property;
 - c. the introduction of significant new elements, and;
 - d. additional subsurface excavation that may encroach upon the boundaries of the Historic Property.
22. The rehabilitation plan shall include the full description of the "Structure" and "Airspace" to be added to Exhibit 8 of Exhibits D ("Facade Conservation Easement") and E ("Airspace Conservation Easement"), respectively, of City of Tempe contract number C2014-226 ("226").
23. Any work involving the Historic Property, including investigative removal or other exploratory procedures necessary to gather information relating to the integrity and or significance of any element of the Historic Property prior to drafting a rehabilitation plan, must be reviewed and approved by the Community Development Department.
24. Applicant shall contract with a qualified firm for preparation of an outline format Historic American Buildings Survey ("HABS") report documenting the entirety of the Historic Property, which is to be completed prior to commencement of any excavation construction, etc., on the overall development site. A duplicate copy of all HABS material submitted to the National Park Service shall be deposited with the Community Development Department.
25. Onsite archaeological monitoring shall be provided during any demolition or excavation activities occurring on the Overall Site. Should said archaeological survey reveal the existence of any extraordinary prehistoric or historic artifacts not funerary in nature, the developer, in consultation with the Community Development Department, shall endeavor to salvage, or, at minimum, thoroughly document said artifacts.
26. Prior to Certificate of Occupancy, the developer shall provide a minimum of 74 vehicle parking spaces and 18 bicycle parking spaces in the office garage for the hotel use.
27. Prior to Certificate of Occupancy, the developer shall record a signed and notarized Covenant and Agreement regarding maintenance of off-street parking. All required parking specified in this PAD (dated December 20, 2019) for the Office, Hayden House and Hotel (Lots 1-3) shall be provided on Lot 1 to satisfy the minimum required parking spaces for all uses on each lot.

REC 19150


PAD 190014

DS 180599

NUM	ISSUE TITLE	DATE
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Planned Area Development (2 of 3)

Project Sheet Date: 12/20/2019
Project Number: AP1807
Checked By: AW
Drawn By: JM/AW



PAD-2

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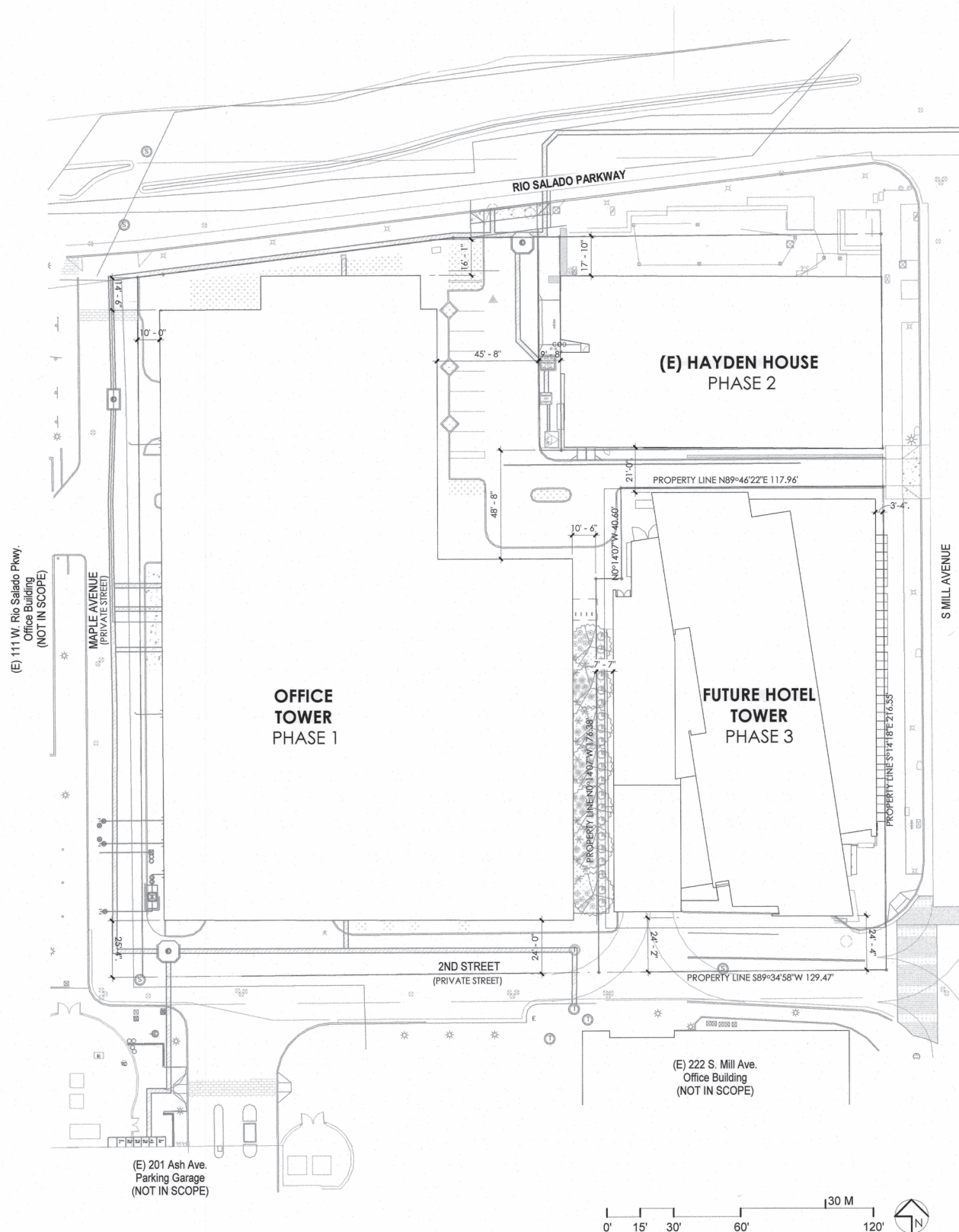
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 A PORTION OF THE NORTHWEST AND SOUTHWEST QUARTER OF SECTION 15, TOWNSHIP 1 NORTH, RANGE 4 EAST OF THE
 GILA AND SALT RIVER BASE AND MERIDIAN, MARICOPA COUNTY, ARIZONA

100 SOUTH MILL AVENUE
 TEMPE, AZ 85281

100 Mill Hotel

SUPREME BRIGHT TEMPE, LLC



CC(H) PAD TOD STATION AREA	CC	EXISTING APPROVED PAD	PAD PROPOSED
GENERAL PLAN LAND USE	MIXED-USE	MIXED-USE	MIXED-USE
GENERAL PLAN DENSITY	HIGH DENSITY-URBAN CORE (more than 65 du/ac)	HIGH DENSITY-URBAN CORE (more than 65 du/ac)	HIGH DENSITY-URBAN CORE (more than 65 du/ac)
SITE AREA (LOTS 1-3)		109,293 SF (2.51 ACRES)	109,293 SF (2.51 ACRES)
BUILDING HEIGHT	50'	229'-0" MAX.	229'-0"
HOTEL TOWER - PHASE 3 (PH3)	50'	180'-2"	164'-0"
OFFICE TOWER - PHASE 1 (PH1)	50'	229'-0"	229'-0"
HAYDEN HOUSE - PHASE 2 (PH2)	EXISTING SINGLE STORY	EXISTING SINGLE STORY	EXISTING SINGLE STORY
MAXIMUM LOT COVERAGE	NS	58%	58% FOR OVERALL SITE (LOTS 1-3) 35.52% OF OVERALL SITE (LOTS 1-3) 7.85 % OF OVERALL SITE (LOTS 1-3) 14.63% (15,412 SF) OF OVERALL SITE (LOTS 1-3)
MINIMUM LOT LANDSCAPE COVERAGE	NS	26%	26% FOR OVERALL SITE (LOTS 1-3) 19.95% OF OVERALL SITE (LOTS 1-3) 3.75 % OF OVERALL SITE (LOTS 1-3) 2.3% (2,520 SF) OF OVERALL SITE (LOTS 1-3)
BUILDING SETBACKS (minimum)			
FRONT	0'-0"	0'-0"	0'-0"
SIDE	0'-0"	0'-0"	0'-0"
REAR	0'-0"	0'-0"	0'-0"
STREET SIDE	0'-0"	0'-0"	0'-0"
PARKING SETBACK	20'-0"	20'-0"	20'-0"
VEHICLE PARKING	PARKING REQ'D		
HOTEL ROOMS (237 KEYS)	72 (0.3 per room)	240 (PH3)	72 (W/IN PH1 OFFICE TOWER GARAGE)
HOTEL COMMERCIAL	0 (-5,000 SF : 1 per 500 SF)	0	1 (W/IN PH1 OFFICE TOWER GARAGE)
HOTEL CONFERENCE	0 (-10,000 SF : 1 per 300 SF)	0	1 (W/IN PH1 OFFICE TOWER GARAGE)
HAYDEN HOUSE	12 (-5,000 SF : 1 per 500 SF)	15 (ON PH1 OFFICE TOWER LOT)	15 (ON PH1 OFFICE TOWER LOT)
COMMERCIAL OFFICE	490 (-5,000 SF : 1 per 500 SF)	499 (1,018 including 519 compact)	698 (949 including 251 compact)
SHARED	0	26 (PH1)	26 (PH1)
TOTAL	574	780 (1,299 including compact)	819 incl. 6 on-street (1,070 incl. compact)
BICYCLE PARKING	REQ'D		
HOTEL ROOMS	12 (1 per 20 rooms)	20 (PH3)	12
HOTEL AMENITY/LOBBY/FITNESS	0	0	0
HOTEL CONFERENCE	0	5 (PH3)	0
HOTEL CONFERENCE LOBBY	0	0	0
HOTEL OFFICE SPACE	4 (1 per 8,000 SF, 4 min.)	10 (PH3)	4
HOTEL SERVICE	4 (1 per 7,500 SF, 4 min.)	10 (PH3)	4
HOTEL INDOOR RESTAURANT	8 (1 per 500 SF)	40 (PH3)	8
OFFICE	32 (1 per 8,000 SF, 4 min.)	32 (PH1)	32
HOTEL OUTDOOR RESTAURANT	0	5 (PH3)	0
RETAIL	0	5 (PH3)	0
TOTAL	60	127 (32PH1, 95PH3)	60 (50 ON PH1 OFFICE TOWER LOT (LOT 1); 10 ON PH3 HOTEL TOWER LOT (LOT 3))
USES			
OFFICE		300,875 GSF (250,000 NSF)	300,875 GSF (250,000 NSF)
OFFICE PARKING		398,000 SF	398,000 SF
HAYDEN HOUSE		11,007 SF	11,007 SF
HOTEL		174,096 SF	137,137 SF
HOTEL RETAIL		2,216 SF	0 SF
HOTEL RESTAURANT		3,312 SF	3,994 SF
HOTEL CONFERENCE		9,355 SF	9,732 SF
HOTEL GARAGE		237,352 SF	0 SF
TOTAL USES		1,136,213 SF	860,745 SF

REC 19150

PAD 190014

DS 180599

NUM	ISSUE TITLE	DATE

Planned Area Development (3 of 3)

Project Sheet Date: 12/20/2019
 Project Number: AP1807
 Checked By: AW
 Drawn By: JM/AW

NOT FOR CONSTRUCTION

ALLEN PHILP PARTNERS
 ARCHITECTS • INTERIORS
 ARIZONA, U.S.A.

PAD-3

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DS 180599

PAD 190014

REC 19150