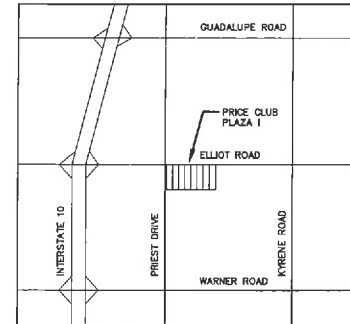


**12TH AMENDED GENERAL AND FINAL PLAN OF
DEVELOPMENT FOR
PRICE CLUB PLAZA I
PARCEL B, LOT 1 COSTCO HOME**

A PORTION OF THE NORTHWEST QUARTER OF SECTION 16, TOWNSHIP 1 SOUTH, RANGE 4 EAST
OF THE GILA AND SALT RIVER BASE AND MERIDIAN, MARICOPA COUNTY, ARIZONA



VICINITY MAP
NOT TO SCALE

SITE DATA	PARCEL A	PARCEL B	TOTAL
GROSS ACREAGE	18.70 AC.	22.93 AC.	39.63 AC.
NET ACREAGE	18.70 AC.	22.93 AC.	39.63 AC.
BUILDING AREA	158,083 S.F.	242,822 S.F.	401,334 S.F.
ANNING AREA	1,780 S.F.	6,334 S.F.	8,114 S.F.
TOTAL (BLDG. & ANNING)	159,863 S.F.	248,956 S.F.	409,448 S.F.
BUILDING COVERAGE	22.0%	25.0%	23.8%
PARKING REQUIRED	664	788	1464
PARKING PROVIDED	883	923	1806
LANDSCAPE PROVIDED	19.1%	20%	20%
BICYCLE PARKING REQUIRED	53	60	113
BICYCLE PARKING PROVIDED (Costco)	14	64	78

PARCEL B SUMMARY					
LOT NOS.	SITE AREA	BLDG. AREA	BLD. COVERAGE	PARKING PROVIDED	PARKING REQ'D
1	342,800 s.f.	109,470 s.f.	35.0%	370	185
2	54,978 s.f.	7,200 s.f.	13.1%	34	96
3	87,106 s.f.	10,000 s.f.	14.99%	96	40
4	30,493 s.f.	4,500 s.f.	14.8%	40	60
5	177,383 s.f.	45,746 s.f.	25.8%	197	228
6	215,380 s.f.	55,760 s.f.	26.0%	41	216
7	577,877 s.f.	0	0	145	0
				923	800

SETBACKS:			
	FRONT	REAR	SIDE
1	60+ (30)	80+	60+ FEET
2	60	60	60
3	60	60	60
4	60	60	60
5	60	60	30
6	30	60	30
7	0	0	0

CALCULATIONS

PARCEL A	PARCEL B	
PRICE CLUB	LOT 1 - COSTCO HOME	118,470
AUTO PARKING (1st = 50,000 SF) 1/250 s.f.	FURNITURE SALES 10,000/500	20
(2nd = 50,000 SF) 1/275 s.f.	(82,574 s.f.) 72,574/5,000	15
(3rd = 42,303 SF) 1/300 s.f.	RETAIL SALES 28,896/250	109
BIKE PARKING/3000 s.f.	GARDEN CENTER 10,000/500	20
	LOT 6	
TIRE CENTER	STAPLES	20,000
AUTO PARKING 1/250 s.f.	AUTO PARKING 1/250 s.f.	80
BIKE PARKING 1/4000 s.f.	BIKE PARKING 1/4000 s.f.	5
	PIETSMAIT	25,780
ATLANTA BREAD CO. - PAD A	VACANT - DAYCARE	10,000
AUTO PARKING 1/75 s.f.	AUTO PARKING 1/300 s.f.	33
BIKE PARKING 1/4000 s.f.	BIKE PARKING 1/4000 s.f.	3
	SUB-TOTAL LOT 6	55,780
TACO BELL - PAD B	LOT 7 - V ACANT/NO BUILD	
AUTO PARKING 1/75 s.f.	AUTO PARKING 1/75 s.f.	218
BIKE PARKING 1/4000 s.f.	BIKE PARKING 1/4000 s.f.	14
	LOT 2 - RED ROBIN	7,500
PARCEL A TOTAL	AUTO PARKING 1/75 s.f.	98
AUTO PARKING	BIKE PARKING 1/4000 s.f.	3
BIKE PARKING		
	PARCEL B TOTAL	243,281
	AUTO PARKING	800
	BIKE PARKING	34

USE PERMITS GRANTED

- CASE: SGF - 88.59**
 * ALLOW A C-2 USE, A TIRE STORE ON PARCEL "A", IN THE PCC-2 DISTRICT
 * ALLOW OUTDOOR RETAILING, A GARDEN CENTER ON PARCEL "B", IN THE PCC-2 DISTRICT
 * ALLOW 44 SPACES FROM PARCEL "A" TO BE USED ON PARCEL "C".
- CASE: SGF - 93.10**
 * ALLOW A 2,500 S.F. EXPANSION OF THE EXISTING TIRE STORE IN THE PCC-2 DISTRICT IN THE SOUTHWEST OVERLAY DISTRICT.
- CASE: SGF - 94.73**
 * ALLOW A 10,000 S.F. OUTDOOR PLAYGROUND IN THE PCC-2 DISTRICT.
- CASE: SGF - 95.37**
 * ALLOW A 1,855 S.F. VETERINARY CLINIC.
- CASE: SGF - 97.81**
 * ALLOW A GASOLINE STATION ON THE PCC-2 DISTRICT.

VARIANCES GRANTED

CASE: SGF - 88.59

Parcel A

- REDUCE REQUIRED STREET SIDE YARD SETBACK FROM 60' TO 50' FOR THE TIRE STORE.
- ALLOW RETENTION IN THE FIRST 10' ON-SITE ADJACENT TO PRIEST DRIVE AND ELLIOT ROAD IN THE SOUTHWEST OVERLAY DISTRICT.
- WAIVE REQUIRED LANDSCAPE ISLANDS AFTER EVERY 15 STALLS AT CERTAIN LOCATIONS.
- REDUCE REQUIRED ON-SITE LANDSCAPING FROM 20% TO 18.4% IN THE SOUTHWEST OVERLAY DISTRICT.
- REDUCE REQUIRED BICYCLE PARKING FROM 41 TO 7 SPACES.
- WAIVE REQUIRED LANDSCAPE ISLANDS AT THE ENDS OF PARKING ROWS AT CERTAIN LOCATIONS.
- INCREASE ALLOWED RETENTION SLOPE FROM 4:1 TO 3:1 AT NON-FRONTAGE LOCATIONS IN THE SOUTHWEST OVERLAY DISTRICT.

Parcel B

- INCREASE ALLOWED BUILDING COVERAGE FROM 25% TO 27.5% (27.9% WITH CANOPIES, 25.8% OVERALL).
- ALLOW RETENTION IN THE FIRST 10' ON-SITE ADJACENT TO ELLIOT ROAD IN THE SOUTHWEST OVERLAY DISTRICT.
- WAIVE REQUIRED LANDSCAPE ISLANDS AFTER EVERY 15 STALLS AT CERTAIN LOCATIONS.
- REDUCE REQUIRED BICYCLE PARKING FROM 88 TO 23 SPACES.
- REDUCE REQUIRED SIDE YARD SETBACK AT PAD "C" FROM 60' TO 35' (30' AT THE SWC).

CASE: SGF - 88.59

- INCREASE MAXIMUM ALLOWED LOT COVERAGE FROM 27.5% TO 30.5%.
- REDUCE REQUIRED FRONT YARD SETBACK ON PAD "E" FROM 60' TO 45'.
- WAIVE REQUIRED LANDSCAPE ISLANDS AT ENDS OF PARKING ROWS AT CERTAIN LOCATIONS.
- INCREASE ALLOWED RETENTION SLOPE FROM 4:1 TO 3:1 AT NON-FRONTAGE LOCATIONS IN THE SOUTHWEST OVERLAY DISTRICT.
- WAIVE REQUIRED 6' WALL ALONG THE SOUTH PROPERTY LINE ADJACENT TO EXISTING AG ZONING.

Parcel C (Incl. with Parcel A)

- INCREASE ALLOWED RETENTION SLOPE FROM 4:1 TO 3:1 AT NON-FRONTAGE LOCATIONS IN THE SOUTHWEST OVERLAY DISTRICT.
- REDUCE REQUIRED FRONT YARD SETBACK FROM 60' TO 55'.
- REDUCE REQUIRED SIDE YARD SETBACK FROM 60' TO 45' AGAINST THE EAST PROPERTY LINE.

Pad B

T. REDUCE REQUIRED FRONT YARD.

CASE: SGF - 90.20

Pad C

U. REDUCE REQUIRED SETBACK ON NW CORNER OF BUILDING FROM 60' TO 45'

Pad E

V. REDUCE REQUIRED SETBACK OF NE CORNER OF BUILDING FROM 47' TO 28'
 W. REDUCE REQUIRED SIDE YARD SETBACK ON THE EAST SIDE OF PAD "E" FROM 80' TO 0' (28' AT THE NEC OF THE BUILDING)

CASE: SGF - 93.03

* REDUCE THE MINIMUM REQUIRED REAR-YARD SETBACK FROM 60' TO 28' IN THE PCC-2 DISTRICT.

CASE: SGF - 93.10

* REDUCE THE REQUIRED MINIMUM STREET SIDE YARD SETBACK FROM 60' TO 46' TO ACCOMMODATE A 2,500 S.F. EXPANSION OF THE EXISTING TIRE STORE.

CASE: SGF - 97.81

- ALLOW A GASOLINE STATION TO BE LOCATED AWAY FROM AN INTERSECTION ON AN ARTERIAL STREET.
- WAIVE REQUIRED 6' MINIMUM SCREEN WALL AND THE REQUIRED 6' MINIMUM LANDSCAPE STRIP.

PREVIOUS CONDITIONS OF APPROVAL

CASE: SGF - 88.59

CASE: SGF - 88.13

CASE: SGF - 90.20

CASE: SGF - 93.03

CASE: SGF - 93.10

CASE: SGF - 93.31

CASE: SGF - 95.37

CASE: SGF - 97.81

VARIANCES

CASE: SGF - 99.38

USE PERMIT

1. ALLOW ADDITIONAL ISLAND AND (2) DISPENSERS TO EXISTING GAS STATION APPROVED BY CASE # SGF - 97.81

STATEMENT OF OWNERS:

THIS IS TO CERTIFY THAT I HAVE REVIEWED THIS PLAN AND HEREBY APPROVE THE DEVELOPMENT AS SHOWN.

SIGNED THIS 23rd DAY OF 2004

KIMCO REALTY CORPORATION

BY: *[Signature]*

ACKNOWLEDGMENT:

STATE OF ARIZONA COUNTY OF LAPEL COUNTY THE FOREGOING INSTRUMENT

WAS ACKNOWLEDGED BEFORE ME THIS 23rd DAY OF 2004

BY: J. Robinson, as agent (NAME OF COMPANY, RELATED

INFORMATION HERE) OWNER. IN WITNESS WHEREOF I HAVE HEREUNTO

SET MY HAND AND OFFICIAL SEAL.

NOTARY PUBLIC: [Signature]

MY COMMISSION EXPIRES March 30, 2008



APPROVAL:

BY: *[Signature]* 7/29/04
 DEVELOPMENT SERVICES MANAGER DATE

LEGAL DESCRIPTION:

THAT PORTION OF THE NORTHWEST QUARTER OF SECTION 16, TOWNSHIP 1 SOUTH, RANGE 4 EAST OF THE GILA AND SALT RIVER BASE AND MERIDIAN, MARICOPA COUNTY, ARIZONA, DESCRIBED AS FOLLOWS, BEGINNING AT THE NORTHWEST CORNER OF SAID SECTION 16; THENCE NORTH 89 DEGREES 40 MINUTES 39 SECONDS EAST ALONG THE NORTH LINE OF SAID NORTHWEST QUARTER, A DISTANCE OF 99.74 FEET; THENCE SOUTH 00 DEGREES 19 MINUTES 21 SECONDS EAST, A DISTANCE OF 60.00 FEET TO A POINT ON THE SOUTHERLY RIGHT-OF-WAY LINE OF ELLIOT ROAD, AND SAID POINT BEING THE TRUE POINT OF BEGINNING; THENCE NORTH 89 DEGREES 40 MINUTES 39 SECONDS EAST ALONG SAID SOUTHERLY RIGHT-OF-WAY LINE, PARALLEL WITH AND 60.00 FEET SOUTH OF SAID NORTH LINE OF SAID NORTHWEST QUARTER, A DISTANCE OF 330.25 FEET; THENCE SOUTH 00 DEGREES 18 MINUTES 21 SECONDS EAST, A DISTANCE OF 10.00 FEET; THENCE NORTH 89 DEGREES 40 MINUTES 39 SECONDS EAST, PARALLEL WITH AND 70.00 FEET SOUTH OF SAID NORTH LINE OF SAID NORTHWEST QUARTER, A DISTANCE OF 219.00 FEET; THENCE SOUTH 45 DEGREES 19 MINUTES 21 SECONDS EAST, A DISTANCE OF 42.43 FEET; THENCE SOUTH 00 DEGREES 19 MINUTES 21 SECONDS EAST, A DISTANCE OF 10.00 FEET; THENCE NORTH 89 DEGREES 40 MINUTES 39 SECONDS EAST, PARALLEL WITH AND 110.00 FEET SOUTH OF SAID NORTH LINE OF SAID NORTHWEST QUARTER, A DISTANCE OF 80.00 FEET; THENCE NORTH 00 DEGREES 19 MINUTES 21 SECONDS WEST, A DISTANCE OF 50.00 FEET TO A POINT ON THE SOUTHERLY RIGHT-OF-WAY LINE OF ELLIOT ROAD; THENCE NORTH 89 DEGREES 40 MINUTES 39 SECONDS EAST, ALONG SAID SOUTHERLY RIGHT-OF-WAY LINE, PARALLEL WITH AND 60.00 FEET SOUTH OF SAID NORTH LINE OF SAID NORTHWEST QUARTER, A DISTANCE OF 284.33 FEET; THENCE SOUTH 00 DEGREES 04 MINUTES 41 SECONDS EAST, A DISTANCE OF 10.00 FEET; THENCE NORTH 89 DEGREES 40 MINUTES 39 SECONDS EAST, ALONG SAID SOUTHERLY RIGHT-OF-WAY LINE, PARALLEL WITH AND 70.00 FEET SOUTH OF SAID NORTH LINE OF SAID NORTHWEST QUARTER, A DISTANCE OF 238.97 FEET; THENCE SOUTH 00 DEGREES 18 MINUTES 21 SECONDS EAST, A DISTANCE OF 100.00 FEET; THENCE SOUTH 89 DEGREES 40 MINUTES 39 SECONDS WEST, A DISTANCE OF 607.16 FEET; THENCE SOUTH 44 DEGREES 40 MINUTES 39 SECONDS WEST, A DISTANCE OF 136.37 FEET; THENCE SOUTH 89 DEGREES 40 MINUTES 19 SECONDS WEST, A DISTANCE OF 696.27 FEET TO A POINT ON THE EAST-OF-WAY RIGHT-OF-WAY LINE OF 56TH STREET; THENCE NORTH 00 DEGREES 04 MINUTES 41 SECONDS WEST ALONG SAID EAST-OF-WAY LINE, PARALLEL WITH AND 70.00 FEET EAST OF SAID WEST LINE OF SAID NORTHWEST QUARTER, A DISTANCE OF 778.00 FEET; THENCE NORTH 89 DEGREES 40 MINUTES 39 SECONDS EAST, A DISTANCE OF 13.00 FEET; THENCE NORTH 00 DEGREES 04 MINUTES 41 SECONDS WEST, PARALLEL WITH AND 70.00 FEET EAST OF SAID WEST LINE OF SAID NORTHWEST QUARTER, A DISTANCE OF 287.00 FEET; THENCE NORTH 44 DEGREES 47 MINUTES 59 SECONDS EAST, A DISTANCE OF 42.52 FEET TO THE TRUE POINT OF BEGINNING.

PROJECT TEAM

OWNER/DEVELOPER

COSTCO WHOLESALE
 999 LAKE DRIVE
 ISSAQUAH WA 98004
 (425) 313-6312

ARCHITECT

MULVANNY G2 ARCHITECTURE
 1110 112TH AVE. NE
 BELLEVUE WA 98004
 (425) 463-2000

APPLICANT/PLANNING

WRG DESIGN INC.
 4808 N 22ND STREET
 PHOENIX, ARIZONA
 (602) 977-8000

GOVERNING CODE: 1994 U.B.C.
 ZONING: PCC-2

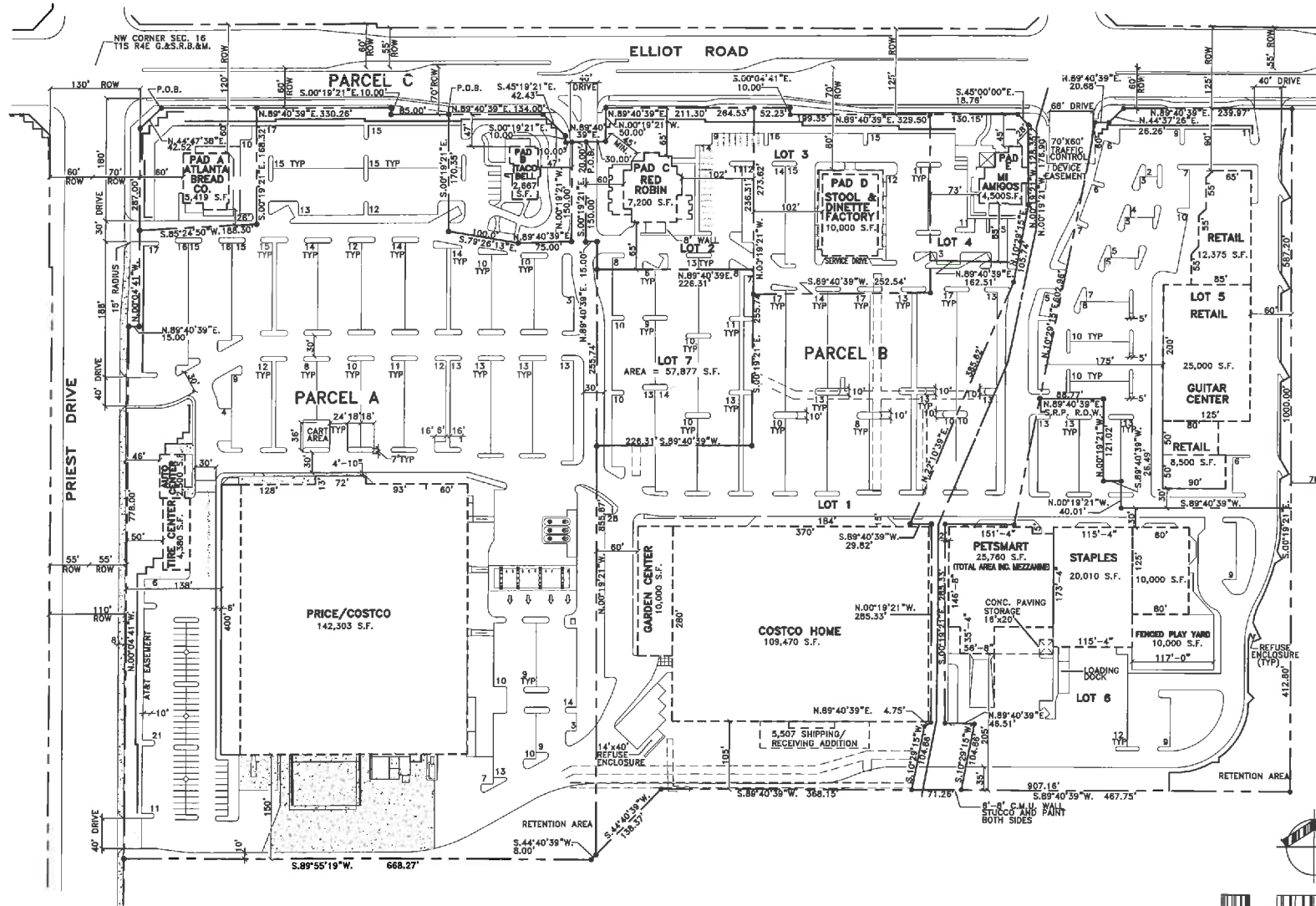
OCCUPANCY GROUP: B
 CONSTRUCTION TYPE: TYPE II-N
 BUILDING HEIGHT: 29'-6"
 SPRINKLER SYSTEM PER CITY OF TEMPE UBC: YES

BOOK 698 PAGE 24
 OFFICIAL RECORDS OF
 MARICOPA COUNTY RECORDER
 HELEN FURGELL
 2004 - 0909778
 08/05/2004 10:52 AM

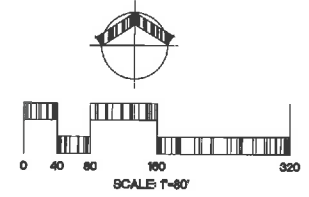
REC-2004-12 DS040160 SGF - 2004-12

12TH AMENDED GENERAL AND FINAL PLAN OF
DEVELOPMENT FOR
PRICE CLUB PLAZA I
PARCEL B, LOT 1 COSTCO HOME

A PORTION OF THE NORTHWEST QUARTER OF SECTION 16, TOWNSHIP 1 SOUTH, RANGE 4 EAST
OF THE GILA AND SALT RIVER BASE AND MERIDIAN, MARICOPA COUNTY, ARIZONA



BOOK 698 PAGE 24
OFFICIAL RECORDS OF
MARICOPA COUNTY RECORDER
HELEN PURCELL
2004 - 0909778
09/08/2004 10:52 AM
HLS:LY

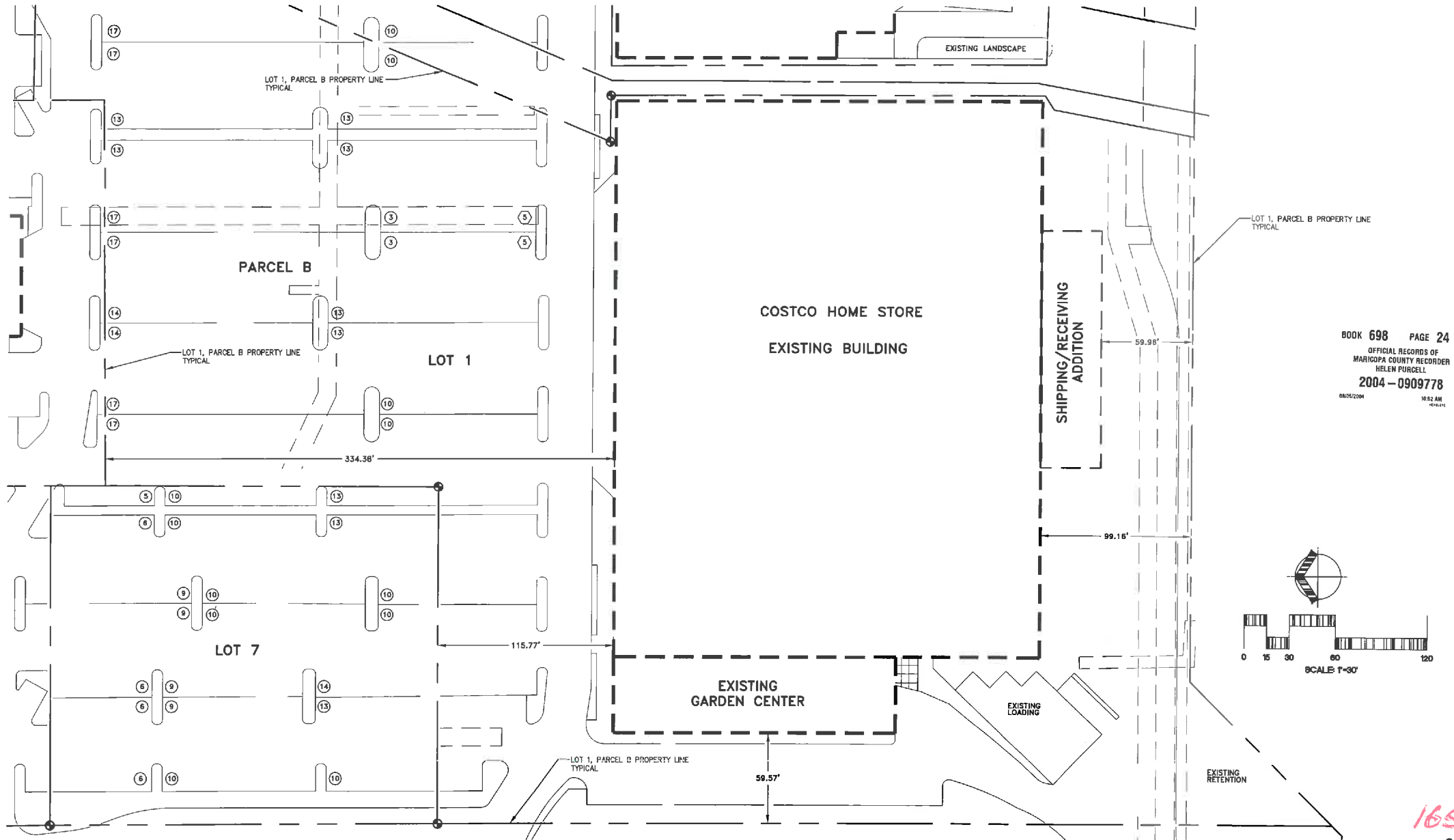


165

DS040160 SGF - 2004.12 REC04056

12TH AMENDED GENERAL AND FINAL PLAN OF
DEVELOPMENT FOR
PRICE CLUB PLAZA I
PARCEL B, LOT 1 COSTCO HOME

A PORTION OF THE NORTHWEST QUARTER OF SECTION 16, TOWNSHIP 1 SOUTH, RANGE 4 EAST
OF THE GILA AND SALT RIVER BASE AND MERIDIAN, MARICOPA COUNTY, ARIZONA



BOOK 698 PAGE 24
OFFICIAL RECORDS OF
MARICOPA COUNTY RECORDER
HELEN PURCELL
2004-0909778
08/05/2004 10:52 AM

165

FINAL PLAN OF DEVELOPMENT

3 OF 3
4022589
07/07/04

DS040160 SGF - 2004.12 REC04056

REC04056
SGF - 2004.12
DS040160