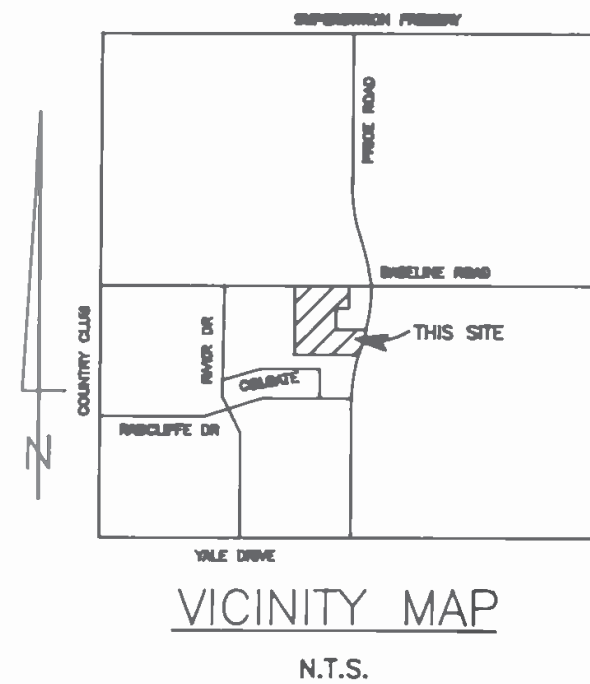


2nd AMENDED GENERAL AND FINAL PLAN OF DEVELOPMENT FOR: Q - THE SPORTS CLUB 2145 EAST BASELINE ROAD



THE FOLLOWING WERE APPROVED BY THE CITY COUNCIL OF THE CITY OF TEMPE AT THEIR REGULAR MEETING ON DECEMBER 10, 1992:

- 1) THIS AMENDED GENERAL AND FINAL PLAN OF DEVELOPMENT.
- 2) THE REQUESTED USE PERMIT TO ALLOW A C-2 USE (A 44,374 S.F. HEALTH CLUB) IN A PCC-1 DISTRICT.
- 3) THE REQUESTED VARIANCE TO INCREASE THE MAXIMUM ALLOWED BUILDING HEIGHT FROM 30' TO 40'-6" (31'-2" TO TOP OF ROOF) FOR THE HEALTH CLUB ENTRY TOWER.

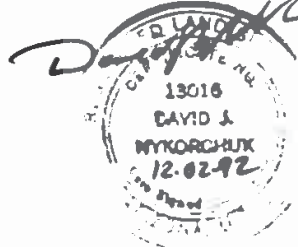
THE APPROVALS ARE SUBJECT TO THE FOLLOWING CONDITIONS:

1. APPROVAL OF CC&RS IN A FORM ACCEPTABLE TO THE CITY ATTORNEY AND COMMUNITY DEVELOPMENT DIRECTOR MUST TAKE PLACE PRIOR TO RECORDATION OF THE PLAN OR PLAT. THESE CC&RS SHOULD PROVIDE THAT A SINGLE ENTITY WILL ULTIMATELY BE RESPONSIBLE FOR MAINTAINING ALL LANDSCAPING ON THE SITE, ACCORDING TO THE LANDSCAPE PLAN APPROVED BY THE CITY, AND THAT SUCH PROVISION MAY NOT BE AMENDED WITHOUT PRIOR APPROVAL BY THE CITY ATTORNEY AND COMMUNITY DEVELOPMENT DIRECTOR.
2. NO VARIANCES MAY BE CREATED BY FUTURE PROPERTY LINES WITHOUT PRIOR APPROVAL OF THE CITY OF TEMPE.
3. VALID BUILDING PERMIT SHALL BE OBTAINED AND SUBSTANTIAL CONSTRUCTION COMMENCED WITHIN ONE YEAR OF DATE OF COUNCIL APPROVAL OR VARIANCE(S) AND USE OF PERMIT(S) SHALL BE DEEMED NULL AND VOID.
4. THIS PLAN SHALL BE RECORDED PRIOR TO ISSUANCE OF PERMITS, AND SHALL REFLECT CROSS ACCESS TO BE MAINTAINED THROUGHOUT THIS SITE OVER THE DRIVING AISLES. NO CHANGES OR MODIFICATIONS TO THE DRIVING AISLES WILL BE ALLOWED WITHOUT THE PRIOR APPROVAL OF THE ENGINEERING DEPARTMENT.
5. THE DEVELOPER SHALL PROVIDE THE CITY WITH SATISFACTORY EVIDENCE OF CROSS ACCESS ONTO ADJACENT PROPERTY TO THE NORTH AND EAST, PRIOR TO THE ISSUANCE OF A BUILDING PERMIT.
6. THE APPLICANT SHALL COMPLY WITH ALL APPLICABLE STATE AND FEDERAL LAWS REGARDING ARCHEOLOGICAL ARTIFACTS ON THIS SITE.
7. USE PERMIT IS NON-TRANSFERABLE AND ISSUED TO THE OWNER/APPLICANT, SPORTS AND FITNESS CLUBS OF AMERICA ONLY. ANY FUTURE TRANSFERS OF OWNERSHIP REQUIRE PRIOR CITY COUNCIL APPROVAL.
8. ANY INTENSIFICATION OR EXPANSION OF THE USE SHALL REQUIRE THE APPLICANT TO RETURN TO THE CITY COUNCIL FOR FURTHER REVIEW.
9. ANY SIGNIFICANT VERIFIABLE POLICE COMPLAINTS (AS DETERMINED BY THE CITY ATTORNEY AND THE POLICE DEPARTMENT) SHALL REQUIRE THE APPLICANT TO RETURN TO THE CITY COUNCIL FOR RE-EVALUATION OF THE USE PERMIT.

CERTIFICATION

I HEREBY CERTIFY THAT THE BOUNDARY INFORMATION SHOWN HEREON IS BASED ON A SURVEY PERFORMED UNDER MY DIRECTION DURING THE MONTH OF FEBRUARY, 1992, AND IS ACCURATE AND CORRECT.

DAVID J. NYKORCHUK
R.L.S. 13016



SUBMITTED BY:

RONALD W. HILGART, JR.
R.C.E. 16980



STATE OF ARIZONA } ss
County of Maricopa

I hereby certify that the within instrument was filed and recorded at request of

DNA
9-17-92

in Book 366

on page 18

Witness my hand and official seal the day and year aforesaid.

By *Mary B. Rowlin* County Recorder

93-628345 Deputy Recorder

RECORDING NUMBER

INFRASTRUCTURE IMPROVEMENTS:

- 1) OFFSITE CONSTRUCTION FOR BASELINE ROAD & THE WEST FRONTAGE ROAD OF THE OUTER LOOP HIGHWAY (PRICE ROAD) ARE TO BE CONSTRUCTED BY A.D.O.T. THE OWNER SHALL POST A BOND WITH THE CITY OF TEMPE FOR THE COST OF OFFSITE IMPROVEMENTS FOR WHICH THEY ARE RESPONSIBLE. TEMPORARY A.C. DRIVES WILL BE CONSTRUCTED TO CONNECT TO THE EXISTING ROADWAYS UNTIL SUCH TIME THAT A.D.O.T. IMPROVEMENTS ARE CONSTRUCTED. STREET LIGHTS SHALL BE INSTALLED OR A BOND POSTED.
- 2) A TEMPORARY 8' WIDE ASPHALTIC CONCRETE BIKE PATH WILL BE PROVIDED ALONG THE PROJECT'S FRONTAGE UNTIL SUCH TIME THAT A.D.O.T.'S IMPROVEMENTS ARE CONSTRUCTED.
- 3) A LOOPED WATERLINE WITH FIRE HYDRANTS WITHIN A WATERLINE EASEMENT WILL BE PROVIDED AS SHOWN.
- 4) STORMWATER RETENTION WILL BE PROVIDED FOR A STORM HAVING A FREQUENCY OF 100 YEARS AND A DURATION OF 1 HOUR IN ACCORDANCE WITH CITY OF TEMPE REQUIREMENTS.

FLOOD PLAIN STATEMENT

PROPERTY IS LOCATED WITHIN AN AREA HAVING A ZONE 'B' DESIGNATION PER FLOOD INSURANCE RATE MAP NO. 04013C2170E WITH DATE IDENTIFICATION OF SEPTEMBER 4, 1991 FOR COMMUNITY #0400054.

SIGNATURES

STATEMENT OF OWNER

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

Frank Canale 9/9/92
DATE

ACKNOWLEDGEMENT

STATE OF Ohio
COUNTY OF Summit

ON THIS, THE 9th DAY OF September, 1993, BEFORE ME PERSONALLY APPEARED Frank Canale WHO ACKNOWLEDGED HIMSELF TO BE THE Proprietor OF SPORTS AND FITNESS CLUBS OF AMERICA, INC., AN OHIO CORPORATION, AS OWNER, AND ACKNOWLEDGED THAT HE AS SUCH OWNER, BEING AUTHORIZED SO TO DO, EXECUTED THE FOREGOING INSTRUMENT FOR THE PURPOSE THEREIN CONTAINED.

IN WITNESS WHEREOF, I HERETO SET MY HAND AND OFFICIAL SEAL.

Mary B. Rowlin
NOTARY PUBLIC

Mary B. Rowlin, Notary Public
Residence - Summit County
My Commission Expires Jan. 10, 1996

MUNICIPAL APPROVALS

APPROVED BY THE CITY ENGINEER OF THE CITY OF TEMPE, ARIZONA THIS 10th DAY OF September, 1993.

CITY ENGINEER *Ronald W. Hilgart, Jr.*

APPROVED BY THE CITY PLANNING DEPARTMENT OF THE CITY OF TEMPE, ARIZONA THIS 10th DAY OF September, 1993.

PLANNING DIRECTOR *Fred A. Atkinson*

LEGAL DESCRIPTION:

A PORTION OF THE NE 1/4 SEC.1, T.1 S., R.4 E., AND PART OF LOT 4, SEC. 6, T.1 S., R.5 E. OF THE G. & S.R.B. & M., MARICOPA COUNTY, ARIZONA, DESCRIBED AS FOLLOWS:

BEGINNING AT THE POINT ON THE NORTH LINE OF SAID SEC.1, 95.64' N 89°43'50" W FROM THE NORTHEAST CORNER OF SEC. 1; THENCE S 00°03'04" E, 255.62'; THENCE N 89°57'26" E, 253.94'; TO THE CENTERLINE OF PRICE ROAD; THENCE ALONG THE ARC OF THE CURVE TO THE RIGHT, ALONG THE CENTERLINE OF PRICE ROAD, 63.61', SAID CURVE HAVING A CENTRAL ANGLE OF 02°57'28" AND A RADIUS OF 1232.24'; THENCE S 10°30'09" W, (SOUTH 10°30'30" R) ALONG THE CENTERLINE OF PRICE ROAD, 363.69'; THENCE N 89°43'50" W, 739.10'; (739.22' R) THENCE N 00°16'10" E, 675.00' TO THE NORTH LINE OF SEC. 1; THENCE S 89°43'50" E, ALONG THE NORTH LINE OF SEC.1, 558.02' TO THE POINT OF BEGINNING.

EXCEPTING THEREFROM THE FOLLOWING PROPERTY: A PORTION OF THE NE 1/4 OF SEC. 1, T.1 S., R.4 E., AND PART OF LOT 4, SEC.6, T.1 S., R.5 E. OF THE G. & S.R.B. & M., MARICOPA COUNTY, ARIZONA, IS DESCRIBED AS FOLLOWS:

COMMENCING AT A POINT OF THE NORTH LINE OF SAID SEC.1, 95.64' N 89°43'50" W FROM THE NE COR OF SAID SEC.1; THENCE S 00°03'04" E, 255.62' TO THE POINT OF BEGINNING OF THE PROPERTY HEREIN DESCRIBED; THENCE N 89°57'26" E, 253.94'; TO THE CENTERLINE OF PRICE ROAD; THENCE ALONG THE ARC OF THE CURVE TO THE RIGHT, ALONG THE CENTERLINE OF PRICE ROAD, 63.61', SAID CURVE HAVING A CENTRAL ANGLE OF 02°57'28" AND A RADIUS OF 1232.24'; THENCE S 10°30'09" W, (S 10°30'30" W R) ALONG THE CENTERLINE OF PRICE ROAD, 114.82'; THENCE N 89°57'26" W, 355.94'; THENCE N 00°02'34" W, 175.00'; THENCE N 89°57'26" E, 132.91' TO THE POINT OF BEGINNING; AND ALSO

EXCEPTING THEREFROM THE FOLLOWING DESCRIBED PROPERTY: THAT PORTION OF THE FOLLOWING DESCRIBED PROPERTY IN THE NE 1/4 OF SEC.1, T.1 S., R.4 E. AND OF LOT 4 OF SEC. 6, T.1 S., R.5 E. OF THE G. & S.R.B. & M., MARICOPA COUNTY, ARIZONA, WHICH LIES NORTHERLY AND EASTERLY OF THE LINE DESCRIBED BELOW UNDER "LINE DESCRIPTION":

LINE DESCRIPTION

COMMENCING AT A POINT ON THE NORTH LINE OF SEC.1, T.1 S., R.4 E. OF THE G. & S.R.B. & M., MARICOPA COUNTY, ARIZONA, WHICH BEARS S 89°55'53" W 616.47' FROM THE NE COR OF SAID SEC.1; THENCE S 00°04'07" E 55.00' TO THE SOUTH RIGHT-OF-WAY LINE OF BASELINE ROAD AND THE POINT OF BEGINNING; THENCE S 89°09'26" E 139.18'; THENCE S 82°57'03" E 106.99'; THENCE S 89°09'43" E 408.42'; THENCE S 47°48'07" E 81.39'; THENCE S 06°29'30" W 530.19' TO THE POINT OF ENDING ON THE SOUTH LINE OF THE PROPERTY DESCRIBED ABOVE, AND ALSO

EXCEPTING THEREFROM ANY PORTION OF THE NORTH 55 FEET OF THE NORTHEAST QUARTER OF SECTION 1, TOWNSHIP 1 SOUTH, RANGE 4 EAST OF THE GILA & SALT RIVER BASE AND MERIDIAN, MARICOPA COUNTY, ARIZONA, NOT PREVIOUSLY EXCEPTED.

OWNER: SPORTS & FITNESS CLUBS OF AMERICA, INC.
1735 MERRIMAN ROAD, STE. 150
AKRON, OHIO 44313
(216)864-8094

SUBMITTED BY: D.N.A., INC.
340 EAST WILLETTA STREET
PHOENIX, ARIZONA 85004
(602)271-9911

PROJECT SCOPE: DEVELOP A NEW NEIGHBORHOOD COMMERCIAL CENTER CONSISTING OF A HEALTH CLUB, MEDICAL OFFICE BUILDING, RESTAURANT, AND RETAIL SPACE.

ZONING: PCC-1
AREA: GROSS: 403,494 S.F. = 9.263 ACRES
NET: 349,371 S.F. = 8.020 ACRES

BUILDING AREA: 60,805 S.F.
BUILDING COVERAGE: 17.4% OF NET AREA
LANDSCAPE COVERAGE: 1.85 AC = 23% (15% REQUIRED)

BUILDING CONSTRUCTION TYPES: TYPE II CONSTRUCTION (SPRINKLERED) & TYPE V CONSTRUCTION (SPRINKLERED)

PHASING: PHASE I SHALL CONSIST OF HEALTH CLUB, ADJACENT PARKING & 2 ACCESS DRIVES. FUTURE PHASES 'A', 'B', & 'C' ARE AS DESIGNATED ON THE PLAN. THE SEQUENCE IN WHICH THE FUTURE PHASES WILL BE CONSTRUCTED WILL DEPEND ON THE DEMAND AND IS UNKNOWN AT THIS TIME.

PARKING CALCULATIONS

PHASE	BUILDING USE	BUILDING AREA (S.F.)	REQ. PARKING RATIO (EA/S.F.)	REQ. NO. OF STALLS	NO. OF STALLS PROVIDED
1	HEALTH CLUB	44,374	1/125	355	362
A	RESTAURANT	4,050	1/75	54	40
B	RETAIL	4,630	1/250	19	35
C	MED. OFFICE	8,125	1/150	54	64
TOTAL				482	501
TOTAL HANDICAP STALLS				12	14

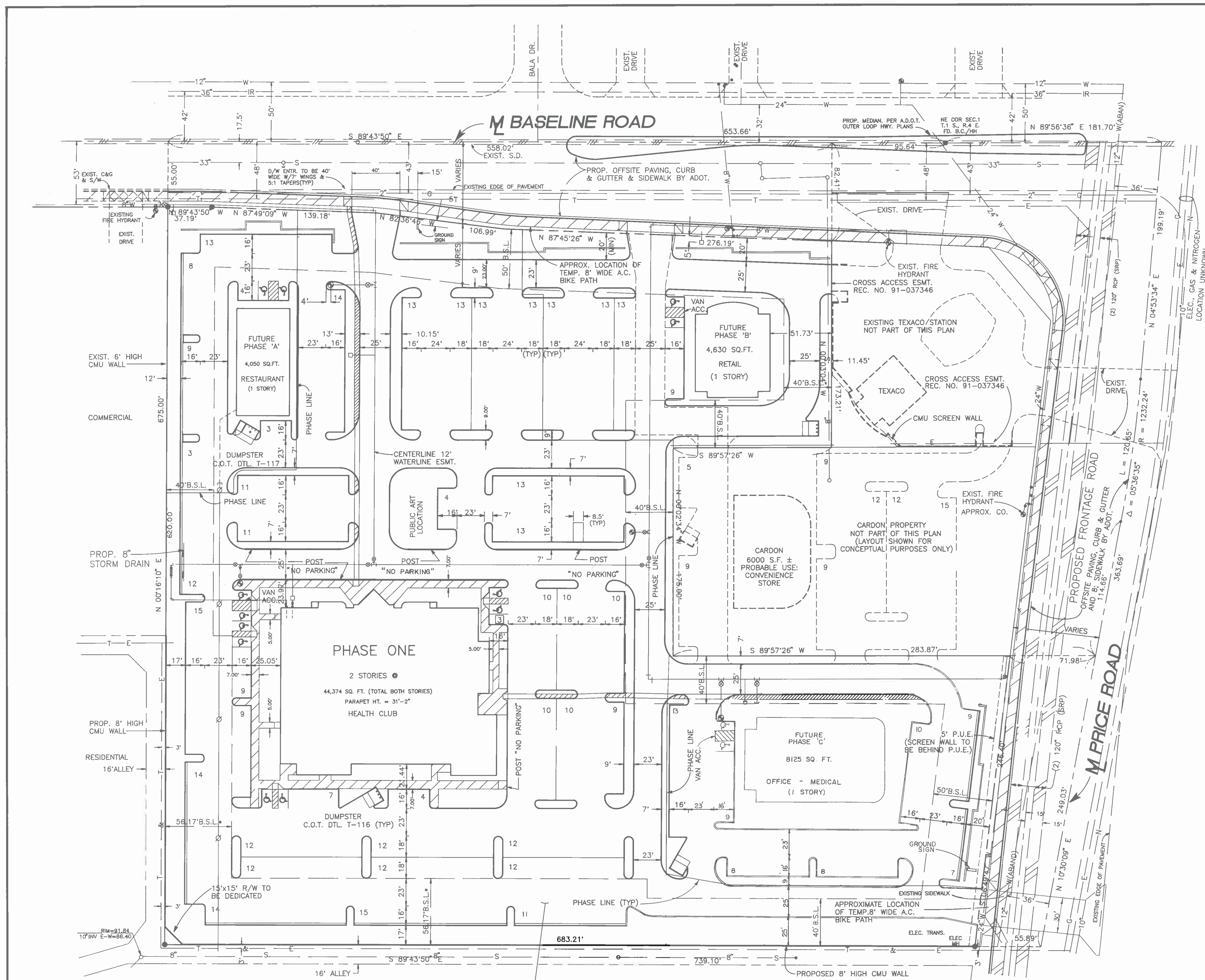
*TO PROVIDE THE NUMBER OF STALLS REQUIRED FOR PHASE 'A', 7 ADDITIONAL STALLS FROM PHASE I SHALL BE COUNTED. IN ADDITION, A MIN. OF 7 ADDITIONAL STALLS FROM PHASE 'B' SHALL BE CONSTRUCTED.

Building Use	Required No. of Stalls	No. of Stalls Provided *
Health Club	29.3	30
Restaurant	4.0	4
Retail	1.5	2
Medical Off.	2.7	3
Total	37.5	39

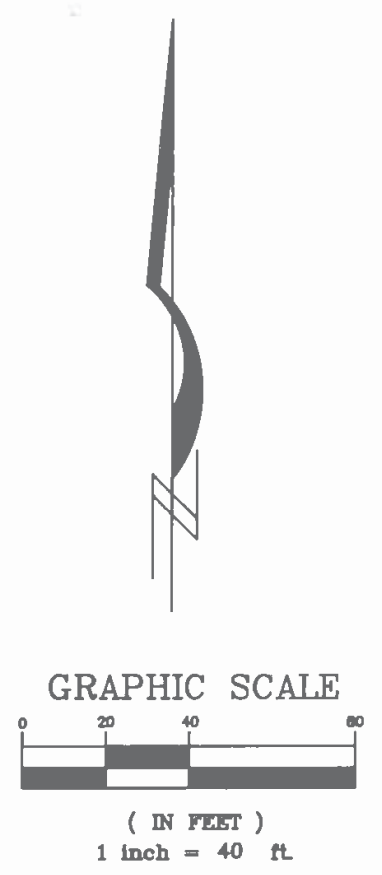
* Location of Bicycle Parking to be shown on Final Plans.

D.N.A. INC.
CIVIL ENGINEERING
LAND SURVEYING

340 E. WILLETTA ST.
PHOENIX, ARIZONA
85004
(602) 271-9911

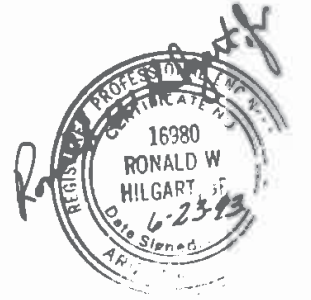


STATE OF ARIZONA | SS
 County of Maricopa |
 I hereby certify that the within
 instrument was filed and recorded
 at request of
DNA
9-17-93
 in Book **366**
 on page **18**
 Witness my hand and official
 seal the day and year aforesaid.
 By **Ronald W. Hilgast**
 County Recorder
 Deputy Recorder
93-628345
 RECORDING NUMBER



*BUILDING SETBACK DIMENSION = STANDARD SETBACK
 REQUIREMENT OF 40' + 16.17' WHERE HEALTH CLUB
 IS ADJACENT TO RESIDENTIAL DISTRICT. (= 56.17')
 (BASED ON BUILDING PARAPET HEIGHT OF 31'2")

NOTE: CROSS ACCESS SHALL BE MAINTAINED THROUGHOUT THE
 SITE OVER ALL DRIVING AISLES. NO CHANGES OR
 MODIFICATIONS TO THE DRIVING AISLES WILL BE MADE
 UNLESS PRIOR APPROVAL HAS BEEN OBTAINED FROM
 THE CITY OF TEMPE ENGINEERING DEPT.



D.N.A. INC. CIVIL ENGINEERING LAND SURVEYING	340 E. WILLETTA ST. PHOENIX, ARIZONA 85004 (602) 271-9911
	DRAWN FDM DATE 11/30/92 JOB 92-178 SHEET 2 of 2

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