

EAGLE MOUNTAIN CITY

**MASTER DEVELOPMENT AGREEMENT
FOR THE
UPPER HIDDEN VALLEY MASTER DEVELOPMENT PLANNED AREA**

This Master Development Agreement for the Upper Hidden Valley Master Development Planned Area (this “**Agreement**”) is entered into effective December 1, 2015 (the “**Effective Date**”) between Eagle Mountain City, a municipal corporation of the State of Utah (the “**City**”), State of Utah, by and through the School and Institutional Trust Lands Administration (“**SITLA**”); Grant Smith Farms LLC, a Utah limited liability company (“**Smith**”); Cedar Valley Farms, LLC, a Utah limited liability company (“**CVF**”); and the following owners of an undivided interest in a 40 acre parcel of land: Kirkland Family Investments L.C., a Utah limited liability company (“**Kirkland**”), Kirkland Family Investments, LLC, a Utah limited liability company (“**Kirkland LLC**”), Jennifer Lee Bullock, an individual (“**Bullock**”), SJG Oquirrh Ranch Ltd., a Colorado corporation (“**SJG**”), SJR Enterprises LLC, an Alaska limited liability company (“**SJR**”), and William B. Turnbull, an individual (“**Turnbull**”) (collectively “**Kirkland Family Investments, et al**”). SITLA, Smith, CVF and Kirkland Family Investments, et al may hereafter be referred to collectively as “**Developers**” or separately as a “**Developer/Owner**”.

This Agreement is made with reference to the following facts.

A. Developers submitted to the City an application for a general plan amendment and zoning amendment for a new development known as Hidden Valley, which development was subsequently divided into the Upper Hidden Valley project area (the “**Project**”) and the Lower Hidden Valley project area. Each Developer/Owner owns certain parcels of land within the Project as set forth on the Ownership Map, a copy of which is attached hereto as **Exhibit A** (the “**Ownership Map**”), and all of the Developers together own all of the land within the Project (the “**Property**”).

B. The Property consists of land located southeast of Pony Express Parkway and south of the Lower Hidden Valley development in the City. A legal description and location map of the Property is attached as **Exhibit B**.

C. The Property will be zoned as residential in accordance with the Eagle Mountain Municipal Code, as amended and in effect as of the date of this Agreement (the “**Municipal Code**”), attached hereto as **Exhibit E**, and will be improved in compliance with procedures and standards in the Municipal Code, the Utah Code and the terms of this Agreement.

D. Developers received approval of the Land Use Element and Concept Plan for the larger Hidden Valley project area from the Eagle Mountain City Planning Commission and subsequently received approval from the Eagle Mountain City Council (the “**City Council**”) on December 2, 2008. The approved land use map depicting the approved project area within Upper Hidden Valley, dated February 28, 2011, which depicts the zoning for the Project and land uses which will be allowed by the City, is attached as **Exhibit C** (the “**Land Use Map**”).

E. The parties wish to define the rights and responsibilities of the parties with respect to the development of the Property and funding of improvements in the Project area, as approved by the City in this Agreement.

NOW, THEREFORE, in consideration of the mutual covenants and promises of the parties contained herein, and incorporating the recitals set forth above, the parties agree as follows:

1. Governing Standards. The Project shall be governed by the procedures, standards and requirements of the Municipal Code.

2. Zoning, Density and Land Use Standards. The Project will be zoned as residential in accordance with Chapter 17.25 of the Municipal Code. The residential zone must be a predominantly residential use, but certain commercial and mixed-use developments are allowed as a conditional use within the Project. The Land Use Map is the zoning map for the Property.

2.1 Ownership Parcels, Land Use Pods and Densities. The allocation of uses within the Project are as follows:

Gross Acres (total):	832 acres (estimated)
Total Buildable Acres:	702 acres (estimated)
Maximum Density:	3.8 Equivalent Residential Units ("ERUs") per acre (based on Gross Acres)
Total Residential Dwelling Units:	3,136 ERUs (estimated)
Total Neighborhood Commercial:	4 acres (estimated)
Improved Park Space:	Not less than 35.1 acres
Regional Trail Corridor:	20.3 acres (estimated)
Regional Trails:	2.5 acres (estimated)
Community Trails:	12.4 acres (estimated)
Native Open Space:	264.6 acres (estimated)

The overall density of the Project may not exceed an average density of 3.8 residential dwelling units per acre calculated using the total number of Gross Acres (the "**Maximum Density**"). The parties acknowledge that the real property in the Project has not been surveyed and that the acreage figures shown above and in exhibits to this Agreement are estimates. Once the boundary of the real property in the Project is surveyed, the number of ERUs or residential units, within the Project may increase to achieve the allowable Maximum Density. The density of an individual Land Use Pod (as that term is hereinafter defined) will not exceed the density shown in the Table and Map of Land Use Pods and Ownership Parcels attached as **Exhibit D** (the "**Table and Map of Land Use Pods and Ownership Parcels**") for the applicable Land Use Pod unless an increase is justified based upon additional acreage being revealed by the survey.

The Property is divided into development areas approved by the City and Developers (individually a "**Land Use Pod**" and collectively "**Land Use Pods**") which describe permitted

land uses and permit a Maximum Density of residential dwelling units within each Land Use Pod, as set forth in **Exhibit D**. The location of each Land Use Pod and the estimated total acreage, estimated number of residential dwelling units and density within each Land Use Pod are depicted on the Land Use Map (**Exhibit C**), and the Land Use Pods are designated as areas U1 through U48, S8 through S27, and P9 through P11. The sum of the Land Use Pod acres is equal to the Gross Acres.

Each Land Use Pod consists of one or more Ownership Parcels (individually an “**Ownership Parcel**” and collectively “**Ownership Parcels**”). A Land Use Pod may be divided between two or more Ownership Parcels, meaning the lands within a Land Use Pod may have more than one Developer/Owner. In such circumstances, except as otherwise provided in Subsections 2.2 and 10.2a, the allocation of that Land Use Pod’s residential dwelling units to each Ownership Parcel shall be on a pro-rata acreage basis and is set forth in **Exhibit D**. The estimated total number of residential dwelling units within each Ownership Parcel is also set forth in **Exhibit D**. The Ownership Parcels may be developed in any sequence as determined by a Developer/Owner, or collectively by Developers with respect to a Land Use Pod. The Land Use Pods may be developed in any sequence as determined collectively by the Developers or individually by a Developer/Owner. The sum of all Ownership Parcel acres is equal to the Gross Acres.

The density of residential dwelling units provided for in each Land Use Pod is a maximum, and density may not be transferred between Land Use Pods to increase the number of residential dwelling units for any particular Land Use Pod except as expressly provided in Subsection 2.2 below. Except as provided herein, the development of each Land Use Pod must contain improvements to meet the City’s Municipal Code Tier II, Tier III or Tier IV requirements for the density for that particular Land Use Pod as of the Effective Date, or such other requirements as adopted by the City in the future and agreed to by the Developer/Owner(s) of the Land Use Pod.

2.2 Transfer of Densities. Any Developer/Owner may file with the City an application for transfer of density units from one Land Use Pod to another Land Use Pod prior to the time the land to or from which density is to be transferred is platted. Such application shall summarize the impact of the transfer on infrastructure improvements for the Project. Such application shall be approved by the City staff within forty five (45) days of receipt of the transfer application so long as (i) the proposed density units to be transferred do not exceed 10% of the density units initially approved for the Land Use Pod to which such units are transferred, (ii) transfer is limited to an adjacent Land Use Pod, (iii) the total density units for the Project do not exceed the Maximum Density as a result of the transfer, (iv) the transfer satisfies City ordinances and Municipal Code requirements then in effect, (v) notice has been given to all other Developers and no written objection has been lodged with the City by any other Developer/Owner within ten (10) business days of receipt of such notice, and (vi) the application for density transfer has been executed and approved by the Developer/Owner(s) of both the Land Use Pod from which such transfer will occur and the Land Use Pod(s) to which such transfer will occur. In the event an objection to the transfer is lodged by any Developer/Owner, such objection must include evidence of the detrimental impact on such Developer/Owner’s property resulting from such proposed transfer. The City will review such evidence and, based on such

review, may require (but is not obligated to require) the written consent of such objecting Developer/Owner to the transfer or to a modification of the proposed transfer prior to approving such transfer. The density transfer shall be complete when all of the foregoing conditions are met and modification of the subdivision plat(s), including any changes required in infrastructure improvements, is approved by the City, which approval by the City shall not be unreasonably withheld, conditioned, or delayed.

2.3 Maximum Density. Subject to Section 10.2, Developers shall be entitled to develop up to the Maximum Density, subject to compliance by each Developer/Owner with this Agreement and applicable provisions of the Municipal Code with respect to development of the separate Land Use Pods and Ownership Parcels. This is both a contractual right and a right under the common law concept of vested rights. Developers acknowledge that the City may enact future ordinances, amendments, or other development standards which increase or otherwise modify minimum lot size requirements, setbacks, frontage requirements, or other similar standards which, if applied to the Property, could relate to or have an impact on densities. Notwithstanding anything to the contrary herein, any City ordinance, amendment to the Municipal Code, or other development standard enacted, implemented, regulated and/or enforced by the City on or after the date of this Agreement and which has the effect of prohibiting and/or unreasonably restricting Developers' ability to develop the vested densities set forth on the Land Use Map, or increases any exaction or requires the dedication of any land or improvements without value, credit or payment to the impacted Developer/Owner, shall be inapplicable to the Property unless the City Council, acting as the City's land use authority, on the record, finds that a compelling, countervailing public interest would be jeopardized if such ordinance, amendment or standard is not applied to the Property, or unless the impacted Developer/Owner agrees to comply with the ordinance, amendment or standard. Nothing contained in this Agreement shall limit the right of a Developer/Owner to seek, or constrain any impacted Developer/Owner from seeking, judicial or other available review of the City Council's determination under the Municipal Land Use, Development and Management Act or otherwise, including breach of contract. In any event, the reduction in maximum density shall be no greater than the minimum reduction that would be necessary to overcome the finding of the City Council. For purposes of this Agreement, an "exaction" shall not include an architectural or safety limitation. The City presently is not aware of any material fact that would qualify as a countervailing public interest that would justify modification of any of the Developers' rights under this Agreement.

Developers acknowledge that the City is relying on the execution and continuing validity of this Agreement and the Developers' faithful performance of their respective obligations under this Agreement in continuing to perform the obligations of the City hereunder. The City acknowledges that the Developers are relying on the execution and continuing validity of this Agreement and the City's faithful performance of the City's obligations under this Agreement in Developers' existing and continued expenditure of substantial funds for the development of the Project. The City makes no guarantee or warranty that the entitled Maximum Density can be achieved, and the parties acknowledge that, as development progresses, certain market, infrastructure, and/or other constraints beyond the control of the parties may be presented which could prevent the practical use of all vested densities. Nevertheless, without waiving any right granted by this Agreement, any Developer/Owner may request that the City approve some or all of such Developer/Owner's Ownership Parcels within the Project for development under the

version of the City's Municipal Code requirements existing at the time of such application. The City may approve the request if the City finds that the requirements of the existing Municipal Code do not unreasonably impact other Ownership Parcels within the Project, portions of the Project that have previously been platted or developed, or the infrastructure requirements for the Project, including the Backbone Improvements (hereafter defined).

2.4 Development Requirements. Subject to the provisions of Section 2.3 above, construction of improvements that meet the Municipal Code Tier II, Tier III, and Tier IV requirements is sufficient to satisfy and support the approved density and residential type within each Land Use Pod and no conditional use permit(s) will be required for any use which is allowed on the Effective Date without a conditional use permit. Developers acknowledge and agree that this is not intended to relieve Developers from obtaining a conditional use permit for Tier III and Tier IV development, as required in the Municipal Code. A copy of Table 17.30.110 and other portions of the Municipal Code, which sets forth the necessary improvements to acquire the approved density, are attached hereto as **Exhibit E**, but may be omitted for recording purposes. The development requirements may include certain Park Improvements as defined in Section 2.5 below.

2.5 Bonus Density Entitlements. Bonus density entitlements, or increases in the number of residential units a Developer/Owner is entitled to build on an acre (above the 0.8 residential dwelling units per acre base density of the residential zone), are permitted when a Developer/Owner provides additional improvements and amenities as outlined in Chapter 17.30 of the Municipal Code. These additional improvements and amenities are necessary in order to achieve Maximum Density for the Project. Developers shall dedicate and construct the improved open space, parks, and trails (the "**Park Improvements**") referenced in Section 2.1 and set forth in the map attached as **Exhibit F** (the "**Park Improvements Map**"). These Park Improvements shall benefit the entire Project. The City agrees that the proposed Park Improvements, as set forth on the Park Improvements Map and as otherwise described in this Agreement, satisfy the improved open space, parks and trails requirement for the Maximum Density, and the City shall not require any Developer/Owner to build or develop additional improved open space, parks and trails beyond those required to meet the City's bonus density requirement to develop the Maximum Density as reflected in the Municipal Code Attached hereto as **Exhibit E**.

Prior to Developer/Owner receiving approval for a preliminary subdivision plat that includes improved open space, parks or trails to meet the bonus density requirement for that subdivision plat, Developer/Owner shall either i) have submitted a detailed park plan to the City and obtain approval of such from the City or ii) demonstrate that the applicable Park Improvements to meet the bonus density requirement for that subdivision plat have been constructed and dedicated to the City. If the applicable Park Improvements have not previously been constructed and dedicated to the City, the detailed park plan for the subdivision plat shall include cost estimates for the improvements to be constructed as part of the improved open space, park or trail, which cost estimates must be approved by the City, and, except as set forth in Section 16 below, the Developer/Owner shall provide a cash bond in the amount of 150% of the estimated cost of the Park Improvements.

2.6 Building Types. The Land Use Map designates each specific type of

development within each Land Use Pod, such as SFD, SFA Townhomes, SFD-Cluster, etc. These labels are meant to be conceptual in nature to provide the City and residents an expectation for those areas. The actual unit type will vary based on the market and other factors. Developers and the City understand that more than one housing type may be required in a Land Use Pod to provide variety to neighborhoods.

2.7 Church and School Sites. The Land Use Map contains several conceptual church and school sites and indicates the underlying density designated for each site. These sites are also indicated on the Ownership Parcel Map and may be moved depending on market factors at the time of development.

2.8 Interim Land Uses. Until development of the Project, the undeveloped portion of the Property may be used by each Developer/Owner for farming, grazing, and other agricultural uses. Undeveloped portions of the Property may also be used for recreational uses that are acceptable to the Developer/Owner and the City. The Developers and the City acknowledge that the Property is located in hilly and rocky terrain and that excess material may need to be removed from the Property in the course of developing the Project. If an undeveloped portion of the Property is not included in the City's extractive industries overlay zone, and the Developer/Owner desires to remove some or all of those extracted earth products from the Property, the Developer/Owner may file an application for approval of such removal with City staff. City staff shall review such application for buffering and impact on neighboring development and uses, and may approve or disapprove such application in its sole discretion. If approval is denied pursuant to this Section 2.8, Developer/Owner shall follow the applicable City process for such extractive uses.

3. Home Owners' Association. Prior to approval of any preliminary subdivision plat or site plan for all or any portion of the Project, as defined in Chapter 16.20 of the Municipal Code, the Developers shall create a Home Owners' Association ("HOA") for the Project with legal authority to collect assessments and to maintain open space, trails and Pocket Parks (hereafter defined) within the Project that are not otherwise dedicated to the City. In the alternative, the Developers may join with the owners' association governing the Lower Hidden Valley project area and subject the Property to governance by such association, in which event references herein to "HOA" shall refer to the owners' association that governs or will govern the Lower Hidden Valley project area and the Project.

4. Design Guidelines. In order to provide for a higher standard of architecture and visual appeal for the Project, Developers intend to record Covenants, Conditions and Restrictions against the Project (the "**Declaration**") which will incorporate design guidelines (the "**Design Guidelines**") for the Project. A copy of the Design Guidelines is attached hereto as **Exhibit G**. The Design Guidelines may be enforced by the City, any Developer/Owner, and subsequent owners of land within the Project or the HOA. The Design Guidelines are an integral part of the approval of the Project, and shall be recorded as part of the Declaration prior to approval of any final subdivision plat for any portion of the Project. The Design Guidelines are not intended to replace or supersede the City's Tier II, Tier III, and Tier IV requirements for the approved density within each Land Use Pod, and in the event of any conflict between the City's Tier II, Tier III, and Tier IV requirements and the Design Guidelines, the City's requirements shall

control.

5. **Backbone Improvements.** Certain off-site infrastructure existing at the time of this Agreement does not have the capacity to serve the Project. Prior to the development of the Project, improvements may need to be constructed outside the Project area that will service the Project and that are sufficient in size for use by the Project. Certain improvements will also need to be constructed within the Project that are sufficient in size for use by the Project. Off-site and on-site improvements directly benefitting the Project may be constructed by either Developers or the City, as mutually agreed by the parties as provided in Sections 8, 9 and 10 below. Together, these off-site and on-site improvements will be referred to as the “**Backbone Improvements**”. Backbone Improvements are the backbone infrastructure that benefit the entire Project and include, but may not be limited to, the following:

5.1 **Hidden Valley Parkway.** Hidden Valley Parkway, as improved to accommodate development of the Project, is depicted in the traffic study (the “**Traffic Study**”) attached as **Exhibit H**. The Hidden Valley Parkway between Pony Express Parkway and Airport Road shall be included in the Backbone Improvements to the extent: (i) such are required for the Project, as determined by the Project’s traffic counts identified in the Traffic Study, and (ii) such portion of Hidden Valley Parkway has not already been constructed when the Project is developed. The City may consider allowing Hidden Valley Parkway to connect to Lake Mountain Road, or the closest collector road in the Cedar Valley that can handle the Project traffic, as an alternative to the connection at Airport Road, and such would be included in the Backbone Improvements. If construction on the portion of Hidden Valley Parkway required for secondary access is completed in phases, the installation of temporary turnaround(s) that are required by the fire marshal for fire safety will be included in such improvements. The portion of Hidden Valley Parkway within the Project, between the regional trail corridor and Lake Mountain Road, shall be constructed according to the Traffic Study as an arterial road. The Developers, or any of them, shall negotiate with the adjacent private property owners for dedication of the necessary right-of-way to construct the off-Project sections of Hidden Valley Parkway prior to approval of any preliminary subdivision plat of the Project. Should the Developers not be able to acquire any portion of the necessary right-of-way across private property through negotiating with the private property owner they, or any of them, shall so notify the City in writing, including a description of the unsuccessful good faith effort to acquire the same. Upon written request of one or more of the Developers, the City agrees to diligently proceed to obtain from the U.S. Bureau of Land Management (“**BLM**”) the portion of the right-of-way for the Hidden Valley Parkway which crosses BLM land, with the City's out-of-pocket expenses, including the fair market value payment for the right-of-way, to be paid for by the Developers.

5.2 **Sanitary Sewer.** Subject to capacity in the City’s system to accommodate flows to the North Service Area, construction of buried sanitary sewer main lines generally located within or adjacent to the Hidden Valley Parkway right of way and Pony Express Parkway right of way that will flow by gravity either northward into the North Service Area or westerly into the South Service Area.

5.3 Storm Drain. Installation of on-site retention and/or detention facilities to capture storm water flows from the Hidden Valley Parkway.

5.4 Culinary Water. Installation of a water tank and culinary water main line(s) generally located within or adjacent to the Hidden Valley Parkway right-of-way as well as connecting to a culinary water storage tank in the Project's highest pressure zone to service the appropriate portions of the Project.

5.5 Electrical Power. Installation of buried electric trunk line(s) generally located within or adjacent to the Hidden Valley Parkway right-of-way, and related improvements as approved by the electric service provider.

5.6 Natural Gas. Installation of buried gas trunk line(s) generally located within or adjacent to the Hidden Valley Parkway right-of-way, and related improvements as approved by the natural gas service provider.

5.7 Park Improvements. The Park Improvements may be funded by any or a combination of the following: (a) inclusion in the Backbone Improvements, that are to be paid for pursuant to Sections 9 and 10 below, and/or (b) paid for by the Developers pursuant to the Community Fund (subject to the terms and restrictions described in paragraph 11). The parties shall mutually agree to the funding mechanism(s) prior to funding the Park Improvements.

5.8 Additional Infrastructure. As the Project is developed, the Developers may decide to include additional infrastructure as Backbone Improvements.

5.9 Improvements Benefiting Other Property. The City shall not require any of the Backbone Improvements or any other infrastructure to be "upsized" for future development (i.e., to construct the improvements to a size larger than required to serve the Project or a portion of the Project, as appropriate) unless financial arrangements reasonably acceptable to the funding Developers are made to compensate them for the prorated cost of such upsizing.

6. Specific Construction Requirements. Backbone Improvements will be constructed in accordance with the Municipal Code including without limitation the following standards:

6.1 Transitioning and Setback Requirements. Developers agree to comply with all transitioning and setback requirements set forth in the Municipal Code in effect at the time of construction.

6.2 Slope Requirements. In addition to maximum slope requirements stated in the Municipal Code, Developers shall not construct any building or structure on a slope which is 25% or greater. In the event slope requirements in the Municipal Code in effect at the time of development are more restrictive than 25%, the Municipal Code requirements shall control.

6.3 Sanitary Sewer. Wastewater facilities for any area that is capable of

gravity flowing only to the Eagle Mountain South Service Area wastewater facility (the “SSA”) must be constructed in a manner to accommodate gravity flow to SSA. Notwithstanding the foregoing, in the event Developers can demonstrate that the cost to construct a lift station and associated wastewater improvements to connect to Timpanogos Special Service District (“TSSD”), is less than the cost to construct the necessary improvements to connect to SSA, then any Developer/Owner may request approval from the City to construct the more economical alternative, which approval may be withheld in the reasonable discretion of the City Engineer.

6.4 Storm Water Improvements. Based upon the public utilities technical memorandum attached hereto as **Exhibit I**, it is likely that the proposed uses and densities associated with the Project can reasonably be established without accelerating runoff and erosion in a way that would have adverse downslope or downstream impacts. Major storm water improvements, including storm drain lines, channels, detention basins, and ponds, must be sized to accommodate future growth in surrounding areas. The City acknowledges that the Developers may propose to construct storm water facilities that retain storm water on-site and allow for infiltration into the ground for potential groundwater recharge. The City will not unreasonably withhold or delay approval of any on-site retention or detention proposal.

6.5 Roadway Improvements. Developers shall comply with the Municipal Code with respect to all roadways within the Project. Even though the City’s Future Land Use and Transportation Corridors map, which is included in the City’s General Plan, may have a roadway designated as a certain sized road, Developers may choose to develop the roadways in accordance with the approved roadway hierarchy plan, attached hereto as **Exhibit J**, unless the City Council, on the record, finds that a compelling, countervailing public interest would be jeopardized if the road is not built to the standards specified on the City’s Future Land Use and Transportation Corridors map; provided, however, that this provision shall apply only to existing roads shown on **Exhibit J**, and further provided that in no event will Developers be required to comply with any requirements that are more stringent than those imposed on other Developers within the City. In the event a compelling, countervailing public interest is found, the City will consider alternative proposals made by Developers for achieving the specified objective.

6.6 Standards for Park Improvements. The Park Improvements shall comply with Section 16.35 of the Municipal Code, containing standards for park improvements. In addition to the requirements of Section 16.35.100 of the Municipal Code, all trails constructed adjacent to any street must be a minimum of eight feet in width.

6.7 Power and Gas Infrastructure. The parties acknowledge that the electric and natural gas infrastructure necessary to serve the Project will be provided by third party providers, and Developers shall be solely responsible for coordinating such services.

7. Ownership and Maintenance of Backbone Improvements. Except as otherwise agreed to by the parties, all Backbone Improvements shall be dedicated to and maintained by the City or appropriate utility provider, as applicable. The timing of the dedication of land for the Park Improvements shall be as mutually agreed by the parties but shall be no later than the date on which the final subdivision plat including the land to be so dedicated is recorded in the office of the Utah County Recorder.

8. Construction Obligations.

8.1 Overview. The entity constructing the Backbone Improvements, whether such entity is the City or any Developer/Owner, shall assume and be fully responsible for the bidding, contracting and construction of the Backbone Improvements in conformance with designs and specifications prepared by a mutually acceptable engineer (the "**Engineer**") and in harmony with applicable City building and other applicable ordinances, rules and regulations, or the standards set forth in this Agreement if they differ from City standards in effect at that time. If the City constructs the Backbone Improvements, or any portion thereof, the Developers shall have the right to participate in the review and approval of the final plans and specifications for the Backbone Improvements prior to the commencement of construction.

8.2 Procedure. The Backbone Improvements and the Park Improvements may be installed by the City or by one or more of the Developer/Owners. Any Developer/Owner approved by the City, which approval shall not unreasonably be withheld, may take the lead in overseeing the construction, including contracting with one or more contractors to perform the work in accordance with plans and specifications developed by the Engineer, who will inspect and approve the work regardless of whether a Developer/Owner or the City is responsible for contracting for the work. A Developer/Owner may take the lead in the construction of any of the Backbone Improvements or Park Improvements only with prior City approval and after all other Developer/Owners are notified in writing concerning the designation, with no other Developer/Owner having objected in writing to the designation within ten (10) days after receipt of the written notice. The Engineer will oversee bidding for the work and the issuance of contracts, again regardless of the party taking the lead for the construction. If no Developer/Owner volunteers to take the lead, or if the City prefers to be responsible for contracting and oversight respecting the construction activities, the City shall take the lead in the installation of the Backbone Improvements and/or Park Improvements. In any event, bonds (bid, payment and performance) shall be required of contractors as directed by the City pursuant to Section 16 below. Even though the City or a Developer/Owner may be the contracting party for the construction and installation of designated Backbone Improvements and/or Park Improvements, the contracting Developer/Owner or the City shall not be responsible to finance the construction, except to the extent that (i) the Developer/Owner has agreed to fund the Backbone Improvements privately, (ii) the City is required to issue Bonds to fund the construction, (iii) the Developer/Owner is required to make assessment or other payments as provided herein and in the subject Assessment Agreement, and/or (iv) SITLA is required to make payments as provided herein and in the Interlocal Agreement. All required payments and expenses for the said Backbone Improvements (including Park Improvements to the extent Park Improvements are included among the Backbone Improvements) shall come from private funding, proceeds of the Bonds, payments made by SITLA, and/or other payments required to be made as provided in this Agreement.

9. Funding of Improvements.

9.1 Backbone Improvements. Developers acknowledge and agree that Developers shall be solely responsible for funding all Backbone Improvements unless City, in

the City's sole and absolute discretion, agrees to participate with Developers in funding the Backbone Improvements through one or more of the funding mechanisms set forth in this Agreement. Developers anticipate that payment for those costs associated with construction of the Backbone Improvements will be funded through various mechanisms, as set forth in this Section 9 and in Sections 10 and 11 below. The City may refuse in its sole and absolute discretion to approve any preliminary or final subdivision plat for any Land Use Pod or Ownership Parcel within the Project until the City reviews and approves the funding and construction mechanisms of all Backbone Improvements for the applicable Land Use Pod or Ownership Parcel within the Project, which is subject to the preliminary or final subdivision plat. The City shall contribute any impact fees it has previously collected for any Backbone Improvements toward construction of such improvements, regardless of the funding mechanism used for such improvements.

9.2 Funding Sources for Backbone Improvements.

a. Private Funding. The Developers may elect to fund the Backbone Improvements privately.

b. Assessment Area and Interlocal Agreements. The Developers, other than SITLA, may request that the City establish an Assessment Area to fund their share of the Backbone Improvements through an Assessment Area Agreement, which request may be approved or denied in the City's sole discretion. In such event, those Developers and the City may enter into one or more assessment area agreements (the "**Assessment Area Agreements**"), attached as Exhibit K, contemporaneously herewith pursuant to which each Developer/Owner shall agree to dedicate land for open space, parks or trails and contribute funds toward construction of the Bonded Improvements through the creation of an area hereinafter referred to as an "**Assessment Area**", as more particularly set forth herein and at the times set forth therein. SITLA may elect to fund its portion of the Backbone Improvements through an Interlocal Agreement. In such event, SITLA and the City shall enter into an interlocal agreement (the "**Interlocal Agreement**"), attached as Exhibit L, contemporaneously herewith pursuant to which SITLA will agree to dedicate land for open space, parks or trails and contribute funds toward construction of the Bonded Improvements, as more particularly set forth therein and at the times set forth therein. Each of the Assessment Area Agreements and the Interlocal Agreement shall be consistent with this Agreement and shall equitably allocate the burdens and responsibilities of the Developers, it being the intent of the parties that each Developer/Owner bear its proportionate share of the burden and enjoy its proportionate share of the benefits of this Agreement, and that such intent be reflected in the Assessment Area Agreements and the Interlocal Agreement. No part of the SITLA Property shall be included in any Assessment Area which is the subject of the Assessment Area Agreements. In the event of any conflict between the Interlocal Agreement and/or Assessment Area Agreements and this Agreement, this Agreement shall control unless such change is approved in writing by all parties to this Agreement.

c. Bonds. In the event the Backbone Improvements are funded through an Assessment Area Agreement and/or an Interlocal Agreement, the City may finance the cost of the Backbone Improvements by issuing interim warrants, bond anticipated notes and/or assessment bonds or other bonds or financing vehicles (the “**Bonds**”), in which case the Backbone Improvements may be referred to herein as the Bonded Improvements (hereafter defined). The amount necessary to pay for the Bonded Improvements will be based upon the Engineer’s cost estimate, subject to later adjustment as provided below. The following sources of funding will pay for the Bonded Improvements: (i) proceeds of the Bonds, which are to be repaid as provided in this Agreement and the Assessment Agreements, and (ii) payments made by SITLA as stated in this Agreement and the Interlocal Agreement, which may or may not be pledged to repayment of the Bonds. In addition to the construction cost estimate, assessments will include the cost of issuing the Bonds and interest and other payments required under the Bonds. If SITLA elects to pay its portion of the cost of the Bonded Improvements in either an up-front lump sum payment or in installments as payments are required to be made under construction contracts, SITLA will not be required to pay any part of the cost of issuing the Bonds or an interest component. Should, however SITLA elect to make payments as and when payments on the Bonds are required, such payments shall include proportional costs of issuing the Bonds and proportional interest amounts based on the interest rate of the Bonds.

9.3 Funding Other Improvements. Developers acknowledge and agree that improvements, in addition to the Backbone Improvements and the Park Improvements, may be necessary for the development of their respective Ownership Parcels. This Agreement, other than this Subsection 9.3, is intended to cover the “backbone” infrastructure that will be necessary for the development of the Project. However, interior roads, curb and gutters, utility service lines and other improvements that solely serve a subdivision, Ownership Parcel and/or Land Use Pod shall not be included in the Bonded Improvements. Instead, such improvements shall be the responsibility of each Developer/Owner with respect to that Developer/Owner’s individual property. When multiple Developers/Owners will benefit from the installation of improvements that are not included as part of Backbone Improvements, the benefited Developers/Owners shall enter into a separate written agreement concerning the installation and payment for the shared improvements before such improvements are installed. Notwithstanding the foregoing, however, any Developer/Owner that installs shared improvements without such an agreement may have an equitable claim which may be enforced against any other benefited Developer/Owner.

10. Bonded Improvements.

10.1 Bonded Improvements Defined. “**Bonded Improvements**” shall mean those Backbone Improvements that may be built and paid for pursuant to the Assessment Area Agreements and the Interlocal Agreement described below. The Developers are expected to construct the majority of the Bonded Improvements; however, the City or another appropriate party may construct certain of the Bonded Improvements as set forth herein or as otherwise agreed to by the parties. The Bonded Improvements include all of the Backbone Improvements set forth in Sections 5.1 through 5.7 above, together with associated expenses including, but not

limited to, third-party engineering studies and direct City costs to manage the construction and installation of Bonded Improvements, and expressly excluding costs relating to City staff, City overhead and any Developer/Owner's staff or overhead.

Additional Backbone Improvements shall not be included in the Bonded Improvements unless agreed to in writing by the parties.

10.2 Cost of Bonded Improvements and Allocation of ERUs. The Developers anticipate that in the event Bonds are issued, the City will finance the cost to construct the Bonded Improvements by issuing Bonds, as previously described. The Developers, or any of them, will request in writing that the City initiate the funding process for the Bonded Improvements a minimum of two (2) years prior to the anticipated construction of the applicable Bonded Improvements. Required funding will be calculated and allocated among the Developers as follows:

a. Cost Allocation based on ERUs. Prior to developing the Project, the Developers will engage the Engineer to provide the services required of the Engineer as identified in this Agreement. The costs of the Bonded Improvements are to be charged to the Developers on the basis of the prorated number of equivalent residential units ("ERUs", each an "ERU") allocated to the respective Developer/Owner's Ownership Parcels. The method of assessment of an individual Bonded Improvement cost will be either "per Project ERU" or "per ERU served", as applicable, but shall be calculated in the same manner for the entire Project. The number of ERUs is to be determined by the Engineer, based on the fixed Land Use Pod densities depicted in **Exhibit C** and the acreage of the Ownership Parcels as determined after survey. Thereafter, the number of "ERUs served" will be determined by the Engineer, with input from the Developers, at the time of designing the Bonded Improvements and shall total no more than the Maximum Density specified in Subsection 2.1 unless this Agreement is first amended by the Parties to allow increased density. In determining the number of ERUs allocated to each Ownership Parcel, principles of equity and fairness to all Developers shall be the paramount consideration.

b. Calculation of Costs. The Engineer will design the Bonded Improvements and calculate a construction-ready cost estimate, with the cost of the Engineer to be included as part of the cost of the Bonded Improvements to be financed as provided in this Agreement, the Assessment Area Agreement and Interlocal Agreement described below. To the extent bond proceeds are not available to pay the Engineer, as may be the case if the Bond has yet to be funded, each Developer/Owner shall be liable and responsible for the Developer/Owner's proportionate share of the cost of the Engineer, based upon the number of ERUs allocated to Ownership Parcel(s) owned by each Developer/Owner, subject to later reimbursement from the Bond proceeds. Notwithstanding the foregoing, any Developer/Owner, or group of Developer/Owners, may pay all, or more than their proportionate share, of the charges of the Engineer, such as when payments to the Engineer are required before the ERUs have been allocated among the Ownership

Parcels or when one or more Developer/Owners take the lead in undertaking development. Disproportionate payments to the Engineer made by any Developer/Owner shall not relieve the other Developer/Owners of their continuing obligation to pay their respective proportionate shares of the same, subject to reimbursement from the Bond proceeds as stated above. Any Developer/Owner paying more than its proportionate share of the costs attributable to the Engineer may, but shall not be required to, wait for reimbursement from the Bond proceeds or may collect amounts due from any other Developer/Owner that has not paid its full proportionate share of the cost, including recovery of reasonable attorney fees and costs if litigation is required to collect any amount due from another Developer/Owner. The principal amount of the Bonds, and the amount of the payment required under the Interlocal Agreement, will be based upon the calculation of costs made by the Engineer as provided above. A summary of the estimated assessments, and the method of assessment for each Bonded Improvement, is attached as **Exhibit M**. The Engineer shall update **Exhibit M** after calculating the construction-ready cost estimate for the Bonded Improvements, and may update **Exhibit M** after any approved increase in the number of ERUs allocated to property owned by any Developer/Owner, at which point the updated **Exhibit M** will supersede and replace the original **Exhibit M** as part of this Agreement and become the basis for allocating assessments in the Assessment Area Agreements and payments under the Interlocal Agreement.

c. Consequences of Low or High Cost Estimates. In the event the construction cost estimate prepared by the Engineer is low, and additional funds are required to complete the Bonded Improvements, the Developers may be required, proportionately based on the ERU allocations to each of their Ownership Parcels, to provide the additional necessary funds through one of the following mechanisms: (i) payment of a lump sum to the City to be held and used to complete the Bonded Improvements; (ii) the issuance by the City of additional Bonds, in which event the assessment amounts required to repay the Bonds shall be increased proportionately based upon the number of ERUs allocated to each Ownership Parcel; (iii) additional payments from SITLA under the terms of the Interlocal Agreement, either in a single lump sum payment or in installments as needed; or (iv) any other method agreeable to the parties. Smith, CVF and Kirkland Family Investments, et al, shall have the option of paying a lump sum, as opposed to the City issuing additional Bonds and their properties being subject to additional assessments as provided immediately above. Conversely, if the Engineer's cost estimate is high, it may not be necessary to draw down all of the proceeds of the Bonds and SITLA may not be required to make all of the installment payments that otherwise would have been required, or SITLA may be entitled to a proportionate reimbursement in the event that SITLA elected the up-front payment option under the Interlocal Agreement.

d. Changes to ERUs after Allocation. Once ERU allocations have been completed, provided that the adjustment is otherwise allowed, a

Developer/Owner shall not be allowed to change the number of ERUs assigned to any Ownership Parcel owned in whole or in part by the Developer/Owner for the purposes of funding Bonding Improvements unless: (i) all parties to this Agreement concur in writing, (ii) the Developer/Owner seeking an increased allocation of ERUs makes additional payments sufficient to insure that the Developer/Owner is paying the full cost of the Bonded Improvements that would have been allocated to the Developer/Owner's Ownership Parcel if the total number of ERUs applicable to the Ownership Parcel, as determined by the Engineer and agreed to by the Developer/Owner of the Ownership Parcel, had from the outset included the increased allocation of ERUs, (iii) the Bonded Improvements will be sufficient to serve the Project, and each Land Use Pod within the Project, with the increased ERUs assigned to the subject Land Use Pod, and (iv) the increased number of ERUs to be assigned to an Ownership Parcel does not cause the Maximum Density, as provided in Subsection 2.1, to be exceeded. Such adjustment may obligate the subject Developer/Owner to make either an additional lump sum payment or additional installment payments or, if the subject Ownership Parcel is included within an Assessment Area, the assessment charges allocated thereto may be increased proportionately, and other Developers may receive either proportional credits against assessment payments that otherwise would be due or one or more proportional refund payments, as appropriate.

11. Community Fund Improvements.

11.1 Community Fund. In conjunction with Chapter 17.30 of the Municipal Code and prior to recording the initial subdivision plat for any Land Use Pod, Ownership Parcel, or portion thereof, the Developer/Owner of each Land Use Pod, Ownership Parcel, or portion thereof, within the affected area shall: (i) contribute \$2,000 per buildable acre of land, excluding any buildable acres classified as native open space or improved park space other than pocket parks (as identified in Subsection 2.1 above), into a community improvement escrow fund for the Project established by the City (the "**Community Fund**") to fund the Community Fund Improvements and/or (ii) will otherwise contribute land value for such improvements. The City shall use such funds exclusively within the Project. Developers agree that, prior to recording the initial subdivision plat for each Land Use Pod, Ownership Parcel, or portion thereof, the Developer/Owner owning the land within such subdivision plat shall either (i) deposit the required funds into the Community Fund, (ii) demonstrate that such improvements have previously been constructed by the Developer/Owner to meet this requirement, or (iii) otherwise demonstrate that sufficient land value has previously been dedicated to the City to meet the requirement. For example, subject to any agreement to the contrary set forth in the Assessment Area Agreements or Interlocal Agreement, if the first subdivision plat is for 10 buildable acres, the Developer/Owner of that land will deposit \$20,000 in the Community Fund or demonstrate that \$20,000 of land value and/or Community Fund Improvements have been provided/constructed by, or on behalf of, such Developer/Owner to meet the requirement. Failure by any Developer/Owner to comply with this requirement shall not give rise to a default hereunder by any other non-defaulting Developer/Owner.

11.2 Valuation of Dedicated Land and Constructed Community Fund Improvements. In determining the value for any land contributions or improvements for the credit described in this Section 11, the amount of such credit shall be as follows: (i) for unimproved land, the value shall be the appraised value of the land; (ii) for Park Improvements or public buildings, the value shall be the appraised value of the land together with any actual expenditure for improvements. Developer/Owner shall submit an appraisal of the land to be dedicated within ninety (90) days following the date of subdivision plat approval. Any appraiser preparing an appraisal under this Subsection 11.2 shall be proposed by the Developer/Owner and be reasonably acceptable to the City; provided, however, that in the event the City has not rendered approval or disapproval (with specification of the reason for any disapproval) of a proposed appraiser within ten (10) days of request by a Developer/Owner, such approval shall be deemed to have been given.

11.3 Use of Community Fund. The Community Fund shall be utilized to construct regional parks, public buildings or other improvements with a significant community-wide benefit that are not otherwise required as part of the Project or required to meet improved open space, parks or trails requirements. Developer/ Owners may recommend to City projects to utilize the Community Fund, which projects shall be considered and approved by the City in the City's sole discretion. Community Fund Improvements may include projects and improvements such as libraries, community recreation centers, community splash pads or water parks, amphitheaters, preservation of historic monuments or petroglyphs, bike or skate parks, community gardens, museums, or lighting for play fields, tennis courts or other amenities.

11.4 Refunds from Community Fund. In the event a Developer/Owner contributes cash to the Community Fund and later dedicates land or constructs a qualified improvement, or if the qualified improvement becomes a Bonded Improvement, the cash previously contributed by such Developer/Owner shall be promptly refunded by the City to such Developer/Owner to the extent of the value of such subsequent dedication or value of such improvement, as applicable, and all as set forth above in this Section 11. Such reimbursement shall be made within thirty (30) days of application therefor.

12. Impact Fees. Developers agree to pay all applicable impact fees when due at subdivision approval, subdivision recordation or upon application for building permits from the City as set forth more specifically in the City's Impact Fee Ordinance as it may be amended from time to time. Notwithstanding the foregoing, however, an individual Developer/Owner may be entitled to an impact fee credit or offset based upon system improvements constructed by such Developer/Owner or land dedications for system improvements which exceed the requirements for obtaining the density of the Project. .

13. Pocket Parks Not Included in Bonded Improvements. Unless otherwise agreed to in writing by the parties, any small neighborhood and pocket parks or open areas that do not benefit the Project as a whole (together "**Pocket Parks**"), shall be excluded from the Bonded Improvements. The costs associated with improvements installed at Pocket Parks shall be paid for by the Developer/Owner whose property is benefitted by the Pocket Park. Pocket Parks shall be dedicated to and maintained by the HOA. The HOA shall at all times provide access to the Pocket Parks for emergency services provided by the City, including fire and police services.

14. Building Permits. No building or other structure shall be constructed within the Project prior to first obtaining a building permit.

15. Water Rights. Developer/Owner(s) shall comply with the Municipal Code requirements related to providing water rights to the City for the Project. The Developer/Owner of each Ownership Parcel, or portion thereof, shall be required to provide the water rights related to such Ownership Parcel, or portion thereof, independent of each other Developer/Owner of the Project.

16. Performance and Payment Bonds. Except as expressly provided otherwise herein or as otherwise agreed by the City, all public improvements constructed within the Project shall be constructed in accordance with the City's then current development standards and each Developer/Owner other than SITLA shall comply with the City's bonding requirements to guarantee timely and suitable completion of all public improvements and payment of all subcontractors entitled to payment for work on the public improvements. Each Developer/Owner other than SITLA shall also comply with Section 16.30.070 of the Municipal Code which requires a separate cash bond for all parks, trails, and open space improvements for each Land Use Pod of the Project, except to the extent such is not required due to the Assessment Area and/or Interlocal Agreements. In lieu of providing a bond, SITLA shall enter into an agreement with the City guarantying the timely and suitable completion of improvements constructed within the Project. SITLA's exemption from posting an improvement bond shall be inapplicable to a new third party Developer/Owner if SITLA assigns all or a portion of its interest under this Agreement to a private party or if a private developer associated with SITLA constructs any public improvements within the Project.

17. Agreement Subject to Assessment Bonds. The Project, except any portion owned by SITLA, shall be subject and subordinate to existing and future Assessment Area liens and Bonds issued by the City for the construction of Bonded Improvements.

18. Withholding Approval Upon Default. The parties agree that the City shall not approve or record any subdivision plat within the Project if the applicable Developer/Owner of the land affected by the subdivision plat is in default on any obligation to the City which requires the construction of roads and/or completion of public improvements or other utility infrastructure to serve the Project or the said Developer/Owner's property. Such approval shall not be withheld based solely on the default of any other Developer/Owner(s) of the land within the Project. Similarly, the City may withhold approval of building permits to construct any building or structure within the Project if the Developer/Owner of the land affected by the building permit is not current with all obligations to the City at the time of application for the development approval and/or has not completed all required improvements within the time to complete the required improvements approved by the City Council. Building permit approval shall not be withheld based solely on the default by any other Developer/Owner(s) of land within the Project.

19. Developers' Remedies Upon Default. Developers acknowledge and agree that Developers' sole and exclusive remedy under this Agreement shall be specific performance of the development rights granted in this Agreement and City's obligations under this Agreement.

IN NO EVENT SHALL CITY BE LIABLE TO DEVELOPERS, THEIR SUCCESSORS OR ASSIGNS, FOR ANY INDIRECT, SPECIAL, PUNITIVE, INCIDENTAL OR CONSEQUENTIAL DAMAGES, INCLUDING, WITHOUT LIMITATION, LOST PROFITS, COSTS OF DELAY, OR LIABILITIES TO THIRD PARTIES.

20. Reserved Powers. The parties agree that the City reserves certain legislative powers to amend its Municipal Code to apply standards for development and construction that generally are applicable throughout the City. Notwithstanding the foregoing, it is the intent of the parties to vest the Developers with the specific land uses and development density defined specifically on the Land Use Map and to require compliance by the Developers with all other generally applicable standards, conditions and requirements enacted by the City to protect the safety, health and welfare of current and future inhabitants of the City.

21. Annual Review of Compliance. The parties agree that the City may conduct an annual review of compliance by the Developers with the terms of this Agreement on or before March 30 of each calendar year. It shall be an Event of Default (defined below) for any Developer/Owner to fail, following thirty (30) days written notice from the City to such Developer/Owner, to make any payment required to be made under the terms of the Assessment Agreement or the Interlocal Agreement, as appropriate. Furthermore, it shall be an Event of Default if any Developer/Owner having assumed the lead respecting the installation and construction of any Park Improvement and/or Bonded Improvement, fails to complete the work by the agreed-upon completion date, which may be a condition of the City's approval of the Developer/Owner as the lead agency for the construction as provided in Section 8 above, without having received an adequate extension of time for the completion of such facilities from the City. Failure by any Developer/Owner having responsibility for any construction activity to cure or cause to be cured any construction defect in any road, park, or other utility infrastructure installed by or for such Developer/Owner which is discovered by the City upon inspection of any utility infrastructure facility within the applicable warranty period (typically 12 months after final completion and acceptance of the work) shall be an Event of Default under this Agreement.

22. Default Notice. Upon the occurrence of a perceived Event of Default, the City shall provide not less than fifteen (15) days prior written notice to all Developers of a meeting of the City Council where the claimed default of any Developer/Owner shall be heard and reviewed by the City Council. All Developers shall be entitled to attend the hearing, present evidence and comment on the evidence presented concerning the claimed default. Upon a finding by the City Council that a Developer/Owner is in default hereunder (an "**Event of Default**"), the City Council may order that work within the Project by such Developer/Owner be terminated until the Event of Default is cured, and/or may issue such further directions to City staff and to such Developer/Owner as deemed appropriate under the circumstances. Notwithstanding the foregoing, however, any Developer/Owner found guilty of an Event of Default by the City Council may dispute such finding, including seeking a judicial declaration overturning the City Council's determination and any penalty or other action of the City based upon such determination.

23. Transfer of Land and Binding Effect. Each Developer/Owner shall be entitled to transfer all or any portion of such Developer/Owner's interest in the Project, subject to the terms

of this Agreement, upon written notice to the City and all other Developers. Each such transferee of undeveloped land (which shall not include the transfer of a single developed lot) shall hereafter be included within the definition of “**Developer/Owner**”, and shall be one of the Developer, as applicable, provided that the transferee is substituted for the transferring Developer/Owner for purposes of notice under Section 32 by providing a written notice of the transfer, including complete contact information for the transferee, to all of the parties. In the event that the transferring Developer/Owner is retaining, and not transferring, part of its property within the Project, the transferee will be added to the list of parties to receive notice without eliminating the transferor Developer/Owner therefrom and the transferee shall be substituted hereunder as the Developer/Owner with respect to the portion of the Project acquired; provided, however, that in the event of any such transfer of all or part of the interest of a Developer/Owner hereunder (with or without assumption of all obligations hereunder of such Developer/Owner), the Developer/Owner shall not be relieved of any obligation(s) that accrued prior to such transfer without the written consent of the City and all other Developer/Owners. Upon assumption by the transferee of obligations of a Developer/Owner under this Agreement, the transferee shall be fully substituted as a Developer/Owner under this Agreement and the Developer/Owner executing this Agreement shall be released from any future obligations under this Agreement with respect to the transferred ownership interest, but not otherwise. This Agreement shall be binding upon and inure to the benefit of the successors, heirs and assigns of the parties hereto, including all transferees, and to any entity resulting from the reorganization, consolidation, or merger of any party hereto.

24. Integration. Excepting the Assessment Area Agreements and the Interlocal Agreement, this Agreement constitutes the entire understanding and agreement between the parties, and supersedes any previous agreement, representation, or understanding between the parties relating to the subject matter hereof; provided however, that the Municipal Code shall govern the procedures and standards for approval of each subdivision and public improvement.

25. Severability. If any term or provision of this Agreement shall be determined by a court to be invalid or unenforceable, the remainder of this Agreement shall not be affected thereby except to the extent another provision is mutually dependent on the invalid or unenforceable provision, and the remainder of the Agreement shall not be affected thereby, and each term and provision of this Agreement, other than such mutually dependent provision, shall be valid and enforceable to the fullest extent permitted by law. It is the intention of the parties that if any provision in this Agreement is capable of two constructions, only one of which may make the provision invalid under applicable law, then the provision shall be interpreted to have the meaning that renders it valid.

26. Waiver. Any waiver by any party hereto of any breach of any kind or character whatsoever by any other party, whether such waiver be direct or implied, shall not be construed as a continuing waiver of or consent to any subsequent breach of this Agreement on the part of any other party.

27. No Modification. This Agreement may not be modified except by an instrument in writing signed by all the parties hereto, and no portion of this Agreement may be amended in any way absent unanimous approval by all parties.

28. Governing Law. This Agreement shall be interpreted, construed and enforced according to the laws of the State of Utah.

29. Costs of Enforcement. In any action or proceeding by which one party seeks to enforce its rights under this Agreement or seeks a declaration of rights or obligations under this Agreement, regardless of whether legal action is instituted, the prevailing party shall be reimbursed by the non-prevailing party for all costs and expenses incurred by the prevailing party, including but not limited to attorney and paralegal fees and charges.

30. Agreement to Run With the Land. This Agreement shall be recorded against the Property by the City, and shall be deemed to run with the land and shall be binding on the City, the Developers and all successors and assigns of any of the foregoing.

31. Counterparts. This Agreement may be executed in counterparts, each of which is deemed to be an original. This Agreement shall continue in full force and effect until all obligations hereunder have been satisfied.

32. Notices. All notices hereunder shall be given in writing by certified mail, postage prepaid to the following addresses, and shall be effective three (3) days following the deposit of such mail as set forth above :

If to the City:	Eagle Mountain City 1650 E. Stagecoach Run Eagle Mountain, Utah 84005 Attn: City Recorder
With a copy to:	Cohne Kinghorn 111 E. Broadway, 11 th Floor Salt Lake City, Utah 84111 Attn: Jeremy Cook
If to SITLA:	State of Utah, School and Institutional Trust Lands Administration 675 E. 500 South, Suite 500 Salt Lake City, Utah 84102-2813 Attn: Planning & Development Group
With a copy to:	Fabian VanCott 215 South State Street, Suite 1200 Salt Lake City, Utah 84111-2323 Attn: Diane H. Banks
If to Smith:	Grant Smith Farms, LLC 90 N. 500 W. Lehi, Utah 84043

Attn: Jim Smith

With a copy to: Cadence Capital, LLC
3400 N. Ashton Blvd, Suite 100
Lehi, UT 84043
Attn: Ryan Bybee

If to CVF: Cedar Valley Farms, LLC
18523 Coolidge St.
Cedar Valley, Utah 84013
Attn: Jim Smith

With a copy to: Cadence Capital, LLC
3400 N. Ashton Blvd, Suite 100
Lehi, UT 84043
Attn: Ryan Bybee

If to Kirkland Family Investments, et al:
Kirkland Family Investments, L.C.
65 N. 920 E.
Orem, Utah 84097-4974
Attn: Scott F. Kirkland

With copies to: Kirkland Family Investments, LLC
65 N. 920 E.
Orem, Utah 84097-4974
Attn: Scott F. Kirkland

Jennifer Lee Bullock
5937 W. Chatham Circle
Highland, Utah 84003

SJG Oquirrh Ranch, Ltd.
4845 Pearl East Circle, Ste. 101
Boulder, CO 80301

SJR Enterprises LLC
4394 Sheffield Drive
Provo, Utah 84604

William B. Turnbull
722 Old Bauernhof Raod
Midway, Utah 84049

Any party may designate a new address for purposes of notification as provided in this Section 32, and transferees may be added or substituted in the foregoing notification list, as provided in

Section 23, by providing written notice of the same as stated herein.

33. Relationship of Parties and No Third Party Rights. This Agreement does not create any joint venture, partnership, undertaking or business arrangement between the parties hereto nor any rights or benefits to third parties, and there is no joint and several liability imposed on any Developer/Owner on account of the actions of any other Developer/Owner. The contractual relationship between the City and each Developer/Owner arising from this Agreement is one of independent contractor and not agency. It is specifically understood by the parties that: (a) the Project is a private development; (b) unless and to the extent the City takes the lead in overseeing and contracting for the construction of Bonded Improvements and/or Park Improvements, the City has no interest in or responsibility for or duty to third parties concerning any improvements to the Property other than the City's obligation to issue the Bonds and approve and oversee draws from the bond proceeds and, if applicable, from payments made by SITLA under the Interlocal Agreement, and/or the City accepts title to and responsibility for any of the Bonded Improvements, Park Improvements and/or other improvements in connection with a dedication plat or deed approval or otherwise; and (c) each Developer/Owner shall have the full power and exclusive control of the portion of the Property owned by the said Developer/Owner, subject to the obligations of the Developer/Owner set forth in this Agreement. Notwithstanding the foregoing or any other provision of this Agreement, Kirkland, Bullock, SJG, SJR and Turnbull each acknowledge that Kirkland Family Investments, et al, is authorized to act on their behalf in connection with all actions set forth under this MDA.

34. Construction. Headings at the beginning of each Section and Subsection are solely for the convenience of the parties and are not a part of this Agreement. Whenever required by the context of this Agreement, the singular tense shall include the plural and the masculine shall include the feminine, and vice versa. Unless otherwise indicated, all references to Sections and Subsections are to this Agreement. In the event the date on which any of the parties is required to take any action under the terms of this Agreement is not a business day, the action shall be taken on the next succeeding business day.

35. Termination. In the event that Developers have not commenced the installation of the Backbone Improvements on or before the expiration of fifteen (15) years following the Effective Date, the City may give written notice to all Developers that the Developers must commence, work diligently toward completion and complete a significant portion of the Backbone Improvements within five (5) years (the "City Notice"). If Developers fail to do so, the City may terminate this Agreement by giving written notice to Developers; provided, however, that all rights vested by law prior to the date of this Agreement shall survive such termination.. Notwithstanding anything in the foregoing to the contrary, in the event a significant portion of the Backbone Improvements are complete and serving a developed area within the Project, the City will not terminate this Agreement with respect to any area to be served by such completed portion.

36. Vested Rights. To the maximum extent permissible under the laws of Utah and the United States and at equity, the City and Developers intend that this Agreement grants Developers all rights to develop the Project in fulfillment of this Agreement and the Municipal Code except as specifically provided herein. The Parties intend that the rights granted to

Developer under this Agreement are contractual and also those rights that exist under statute, common law and at equity. The parties specifically intend that this Agreement grant to Developer "vested rights" as that term is construed in Utah's common law and pursuant to Utah Code Ann. § 10-9a-509 (2015) even though, as of any time after the Effective Date, Developer may not have satisfied each requirement for vesting stated in Section 10-9a-509. The restrictions on the applicability of the City's future laws and ordinances to the Project as specified herein are subject to the following exceptions: (1) City's future laws and ordinances that Developer agrees in writing to the application thereof to the Project; (2) City's future laws and ordinances which are generally applicable to all properties in the City and are required to comply with both State and Federal laws and regulations affecting the Project; (3) City's future laws and ordinances that are updates or amendments to existing building, plumbing, mechanical, electrical, dangerous buildings, drainage, or similar construction or safety related codes, such as the International Building Code, the APWA Specifications, AAHSTO Standards, the Manual of Uniform Traffic Control Devices or similar standards that are generated by a nationally or statewide recognized construction/safety organization, or by the State or Federal governments and are required to meet legitimate concerns related to public health, safety or welfare; (4) taxes, or modifications thereto, so long as such taxes are lawfully imposed and charged uniformly by the City to all properties, applications, persons and entities similarly situated; (5) non-discriminatory changes to the amounts of fees, including impact fees, that are generally applicable to all development within the City (or a portion of the City as specified in the lawfully adopted fee schedule) and which are adopted pursuant to State law; (6) changes by the City to its planning principles and design standards such as architectural or design requirements, setbacks or similar items so long as such changes do not work to reduce the Maximum Density, are generally applicable across the entire City, and do not materially and unreasonably increase the costs of any development; and (7) laws, rules or regulations that the City's land use authority finds, on the record, are necessary to avoid jeopardizing a compelling, countervailing public interest pursuant to Utah Code Ann. § 10-9a-509(1)(a)(ii)(A) (2015). Notwithstanding anything in this Agreement to the contrary, it is the intention of the parties hereto that nothing herein will impair any right of any Owner/Developer that were vested by law prior to the date of this Agreement, all of which survive this Agreement and any termination hereunder.

37. Effective Date. This Agreement shall be effective as of the Effective Date.

[Signature Pages Follow]

**STATE OF UTAH ACTING THROUGH THE
SCHOOL AND INSTITUTIONAL TRUST LANDS
ADMINISTRATION (SITLA)**

By: 
KEVIN S. CARTER, Director


APPROVED AS TO FORM:
SEAN REYES
ATTORNEY GENERAL

By: 
Special Assistant Attorney General

STATE OF UTAH)
 :SS
COUNTY OF SALT LAKE)

On the 22nd day of December, 2015, personally appeared before me Kevin S. Carter, who being by me duly sworn, did say that he is the Director of SITLA and has signed in behalf of SITLA.




NOTARY PUBLIC

GRANT SMITH FARMS, LLC

By: James E Smith
 Print Name: James E Smith
 Title: Manager

STATE OF UTAH)
) :SS
 COUNTY OF UTAH)

On the 26th day of January, 201⁶, personally appeared before me James Smith, who being by me duly sworn, did say that he is the Manager of **GRANT SMITH FARMS, LLC** and that the foregoing instrument was duly authorized by the company and signed in behalf of said company.



Melanie A Lahman
 NOTARY PUBLIC

CEDAR VALLEY FARMS, LLC

By: James E Smith
 Print Name: James E Smith
 Title: Manager

STATE OF UTAH)
) :SS
 COUNTY OF UTAH)

On the 26th day of January, 201⁶, personally appeared before me James Smith, who being by me duly sworn, did say that he is the Manager of **CEDAR VALLEY FARMS, LLC** and that the foregoing instrument was duly authorized by the company and signed in behalf of said company.



Melanie A Lahman
 NOTARY PUBLIC

KIRKLAND FAMILY INVESTMENTS L.C.By: Print Name: SCOTT KIRKLANDTitle: MANAGER

STATE OF UTAH)

:SS

COUNTY OF Utah)

On the 25 day of January, 201⁶3, personally appeared before me Scott Kirkland, who being by me duly sworn, did say that he is the Manager of **KIRKLAND FAMILY INVESTMENTS L.C.** and that the foregoing instrument was duly authorized by the company and signed in behalf of said company.



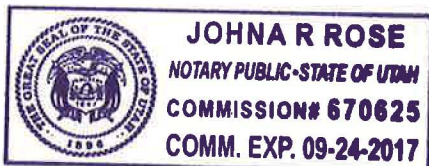
 NOTARY PUBLIC
KIRKLAND FAMILY INVESTMENTS, LLCBy: Print Name: SCOTT KIRKLANDTitle: MANAGER

STATE OF UTAH)

:SS

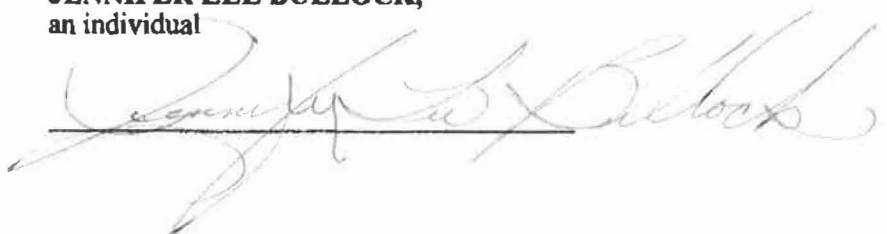
COUNTY OF Utah)

On the 25 day of January, 2015, personally appeared before me Scott Kirkland, who being by me duly sworn, did say that he is the manager of **KIRKLAND FAMILY INVESTMENTS, LLC** and that the foregoing instrument was duly authorized by the company and signed in behalf of said company.



 NOTARY PUBLIC

JENNIFER LEE BULLOCK,
an individual



STATE OF UTAH)
COUNTY OF Utah)
:ss

On the 22 day of January, 2015, personally appeared before me **Jennifer Lee Bullock**, an individual.



NOTARY PUBLIC

SJG OQUIRRH RANCH LTD

By: _____
Print Name: _____
Title: _____

STATE OF UTAH)
COUNTY OF _____)
:ss

On the _____ day of _____, 2015, personally appeared before me _____, who being by me duly sworn, did say that he/she is the _____ of **SJG OQUIRRH RANCH LTD.**, and that the foregoing instrument was duly authorized by the company and signed in behalf of said company.

NOTARY PUBLIC

JENNIFER LEE BULLOCK,
an individual

STATE OF UTAH)
)
) :ss
COUNTY OF _____)

On the _____ day of _____, 2015, personally appeared before me **Jennifer Lee Bullock**, an individual.

NOTARY PUBLIC

SJG OQUIRRH RANCH LTD

By: Teri Goodhue
Print Name: Teri Goodhue
Title: General Partner

STATE OF Colorado)
)
) :ss
COUNTY OF Arapahoe)

On the 9th day of January, 2015, personally appeared before me Teri Goodhue, who being by me duly sworn, did say that he/she is the General Partner of **SJG OQUIRRH RANCH LTD.**, and that the foregoing instrument was duly authorized by the company and signed in behalf of said company.

Beverly A. Reed-Esakson
NOTARY PUBLIC

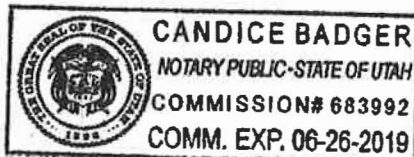
BEVERLY A. REED-ESAKSON NOTARY PUBLIC STATE OF COLORADO NOTARY ID # 20104031642 MY COMMISSION EXPIRES AUGUST 24, 2018

SJR ENTERPRISES LLC

By: *Stanford Ricks*
 Print Name: Stanford Ricks
 Title: Manager

STATE OF UTAH)
)
 COUNTY OF Utah)

On the 2 day of February, 2016, personally appeared before me
STANFORD RICKS, who being by me duly sworn, did say that he/she is the
MANAGER of **SJR ENTERPRISES LLC**, a Utah limited liability company,
 and that the foregoing instrument was duly authorized by the company and signed in behalf of
 said company.



Candice Badger
 NOTARY PUBLIC

WILLIAM B. TURNBULL
 an individual

STATE OF UTAH)
)
 COUNTY OF _____)

On the ____ day of _____, 2015, personally appeared before me **William B. Turnbull**, an individual.

 NOTARY PUBLIC

SJR ENTERPRISES LLC

By: _____
 Print Name: _____
 Title: _____

STATE OF UTAH)
) :ss
 COUNTY OF _____)

On the ____ day of _____, 2015, personally appeared before me _____, who being by me duly sworn, did say that he/she is the _____ of **SJR ENTERPRISES LLC**, a Utah limited liability company, and that the foregoing instrument was duly authorized by the company and signed in behalf of said company.

 NOTARY PUBLIC

WILLIAM B. TURNBULL
 an individual

William B. Turnbull

STATE OF UTAH)
) :ss
 COUNTY OF Utah)

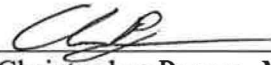
On the 10 day of February, 2016, personally appeared before me **William B. Turnbull**, an individual.

William B. Turnbull

 NOTARY PUBLIC



EAGLE MOUNTAIN CITY



Christopher Pengra, Mayor

APPROVED AS TO FORM:



City Attorney

ATTEST:



City Recorder



List of Exhibits

Exhibit A:	Ownership Map
Exhibit B:	Legal Description of Property and Location Map
Exhibit C:	Land Use Map
Exhibit D:	Table and Map of Land Use Pods and Ownership Parcels
Exhibit E:	Municipal Code - Chapters 16-17 (not recorded)
Exhibit F:	Park Improvements Map
Exhibit G:	Design Guidelines
Exhibit H:	Traffic Study
Exhibit I:	Public Utilities Technical Memorandum
Exhibit J:	Roadway Hierarchy Plan
Exhibit K:	Upper Hidden Valley Development Assessment Area Cooperation Agreement
Exhibit L:	Upper Hidden Valley Development Interlocal Cooperation Agreement
Exhibit M:	Table of Estimated Assessments for the Bonded Improvements

Exhibit A
Ownership Map

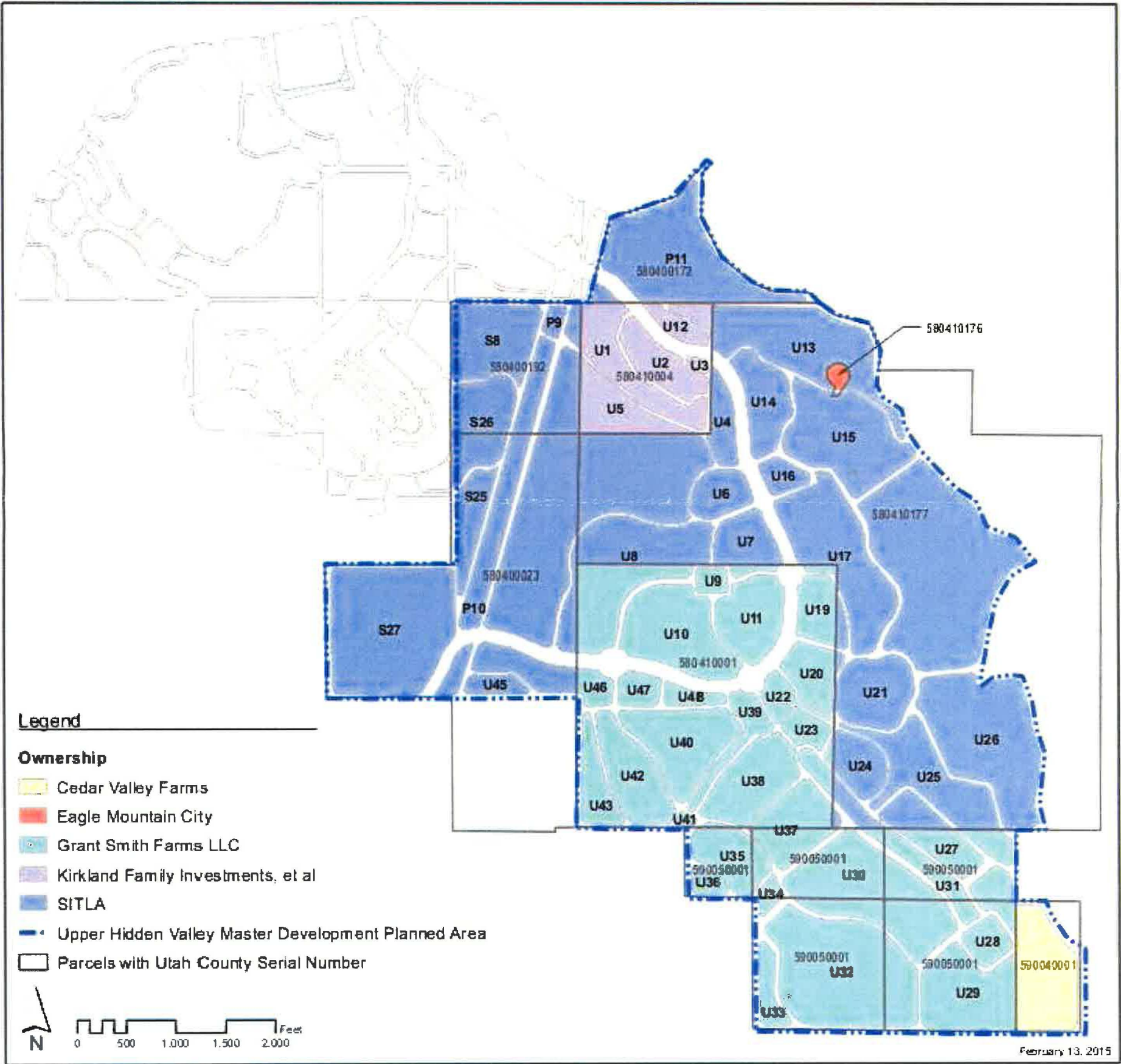


Exhibit B
Legal Description and Location Map of Property
 (acreages are estimated)

The Property (unsurveyed) is located in the following aliquot parts within Eagle Mountain City, Utah County, Utah:

Township 5 South, Range 1 West, Salt Lake Base & Meridian:

Section 29: NW4SW4 (portion), SW4SW4 (portion), SE4SW4 (portion);

Section 31: NE4NE4 (all), SE4NE4 (all), Lot 5 (portion; portion of SE4SE4), Lot 6 (all; portion of NW4SE4), Lot 11 (portion; portion of NW4SE4), Lot 12 (all; portion of NE4SE4);

Section 32: NW4NE4 (portion except portion of water tank site), SW4NE4 (portion), SE4NE4 (portion), NE4NW4 (all except portion of water tank site), NW4NW4 (all), SW4NW4 (all), SE4NW4 (all), NE4SW4 (all), NW4SW4 (all), SW4SW4 (all), SE4SW4 (all), NE4SE4 (portion), NW4SE4 (all), SW4SE4 (all), SE4SE4 (portion);

Containing 672.62 acres, more or less; and

Township 6 South, Range 1 West, Salt Lake Base & Meridian:

Section 4: SW4NW4 (portion);

Section 5: Lot 6 (all; NE4NE4), Lot 7 (all; NW4NE4), Lot 8 (portion; portion of NE4NW4), Lot 12 (all; SW4NE4), Lot 13 (all; SE4NE4);

Containing 155.30 acres, more or less.

The Property (unsurveyed) contains 827.92 acres, more or less.

Note: This unsurveyed acreage uses the Public Land Survey System and differs slightly from those unsurveyed acreages shown in Exhibits C, F and J, which were prepared with CAD software, and in Exhibit D, which was prepared with GIS software. The differences will be eliminated once the Property is surveyed.

Exhibit B (continued)
Legal Description and Location Map of Property
(acreages are estimated)

This location map generally depicts the Project boundary (unsurveyed) in relative alignment with the Property’s legal description (unsurveyed) in aliquot parts.

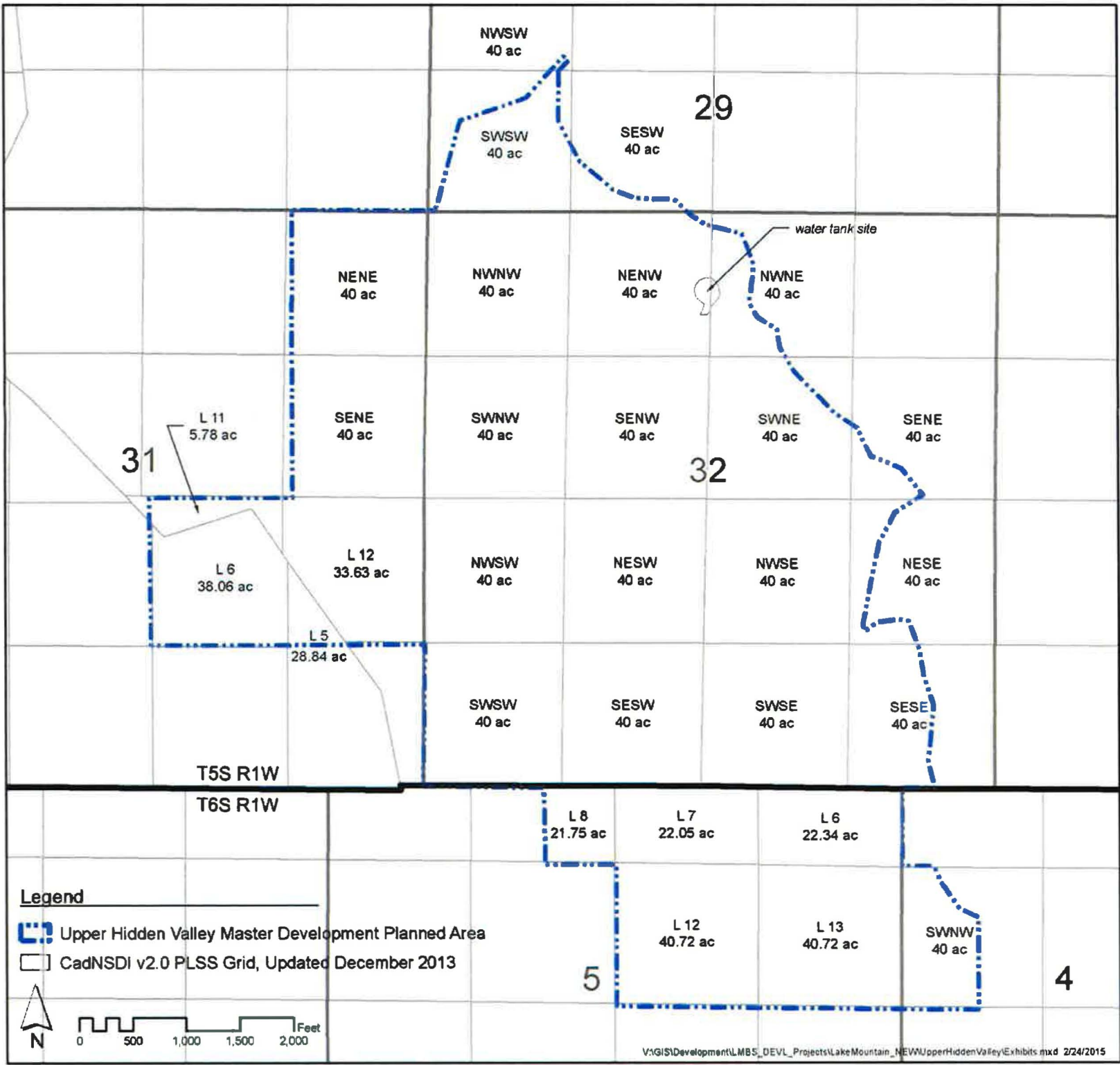


Exhibit C
Land Use Map
(acreages are estimated)

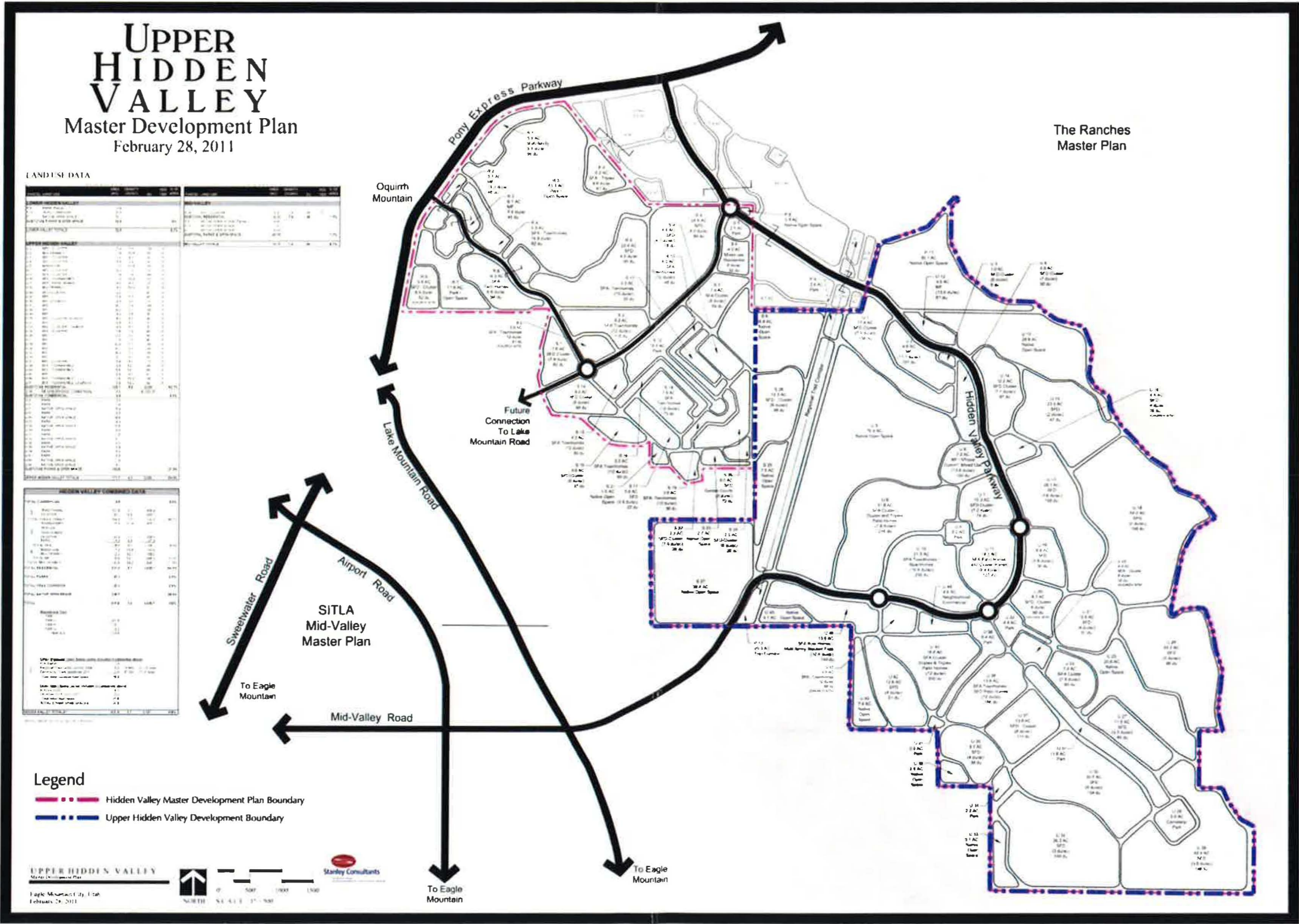


Table and Map of Land Use Pods and Ownership Parcels
(acreages are estimated)

Land Use Pod (unsurveyed)		Project							Developer/Owner								Eagle Mtn City		
		Acres (estimated)			Dwelling		Open Space		Comm- unity Sites Acres (est)	Cedar Valley Farms		Grant Smith Farms		Kirkland Family Investments, et al		SITLA			
							Improved	Native								% of Pod	Acres (est)	% of Pod	Acres (est)
Pod	Land Use	Gross	Buildable	≥25%	Density (du/ac)	Units (est)	Park	Open	Acres (est)	% of Pod	Acres (est)	% of Pod	Acres (est)	% of Pod	Acres (est)	% of Pod	Acres (est)	% of Pod	Acres (est)
P9	Park	2.6	1.6	1.0	-	-	2.6	-	-	-	-	-	-	-	100%	2.6	-	-	
P10	Regional Trail Corridor	20.3	15.2	5.1	-	-	-	20.3	20.3	-	-	-	-	-	100%	20.3	-	-	
P11	Native Open Space	30.1	9.5	20.6	-	-	-	30.1	-	-	-	-	-	-	100%	30.1	-	-	
S8	Native Open Space (rest in Lower H/V)	11.8	10.4	1.4	-	-	-	11.8	-	-	-	-	-	-	100%	11.8	-	-	
S25	Native Open Space	7.5	5.7	1.8	-	-	-	7.5	-	-	-	-	-	-	100%	7.5	-	-	
S26	SFD Cluster	12.3	11.7	0.6	8.0	98	-	0.6	-	-	-	-	-	-	100%	12.3	-	-	
S27	Native Open Space	38.4	7.5	30.9	-	-	-	38.4	-	-	-	-	-	-	100%	38.4	-	-	
U1	SFD Cluster	17.4	16.0	1.4	7.9	138	-	1.4	-	-	-	-	85.1%	14.8	14.9%	2.6	-	-	
U2	MF	9.6	9.6	-	11.1	107	-	-	-	-	-	-	100%	9.6	-	-	-	-	
U3	SFD Cluster	1.0	1.0	-	6.0	6	-	-	-	-	-	-	100%	1.0	-	-	-	-	
U4	SFD Cluster	7.3	7.3	-	6.8	50	-	-	-	-	-	-	-	-	100%	7.3	-	-	
U5	Native Open Space	76.4	52.5	23.9	-	-	-	76.4	-	-	-	-	13.2%	10.1	86.8%	66.3	-	-	
U6	MF/N'hood Comm'l Mixed Use	7.2	7.0	0.2	13.9	100	-	0.2	-	-	-	-	-	-	100%	7.2	-	-	
U7	SFD Cluster	10.3	10.3	-	7.2	74	-	-	-	-	-	13.6%	1.4	-	86.4%	8.9	-	-	
U8	SFA Cluster/Duplex & Triplex Patio Homes	31.8	31.5	0.3	7.8	248	-	0.3	-	-	-	42.1%	13.4	-	57.9%	18.4	-	-	
U9	Park	2.0	2.0	-	-	-	2.0	-	-	-	-	100%	2.0	-	-	-	-	-	
U10	SFA Townhouses/Row Houses	21.5	21.5	-	10.9	235	-	-	-	-	-	100%	21.5	-	-	-	-	-	
U11	SFA Patio Homes	14.2	14.2	-	8.9	127	-	-	-	-	-	100%	14.2	-	-	-	-	-	
U12	MF	4.5	4.5	-	13.5	61	-	-	-	-	-	-	100%	4.5	-	-	-	-	
U13	Native Open Space	28.6	11.3	17.3	-	-	-	28.6	1.2	-	-	-	6.3%	1.8	89.5%	25.6	4.2%	1.2	
U14	SFD Cluster	12.2	12.2	-	7.1	87	-	-	-	-	-	-	-	-	100%	12.2	-	-	
U15	SFD	23.5	23.4	0.1	2.0	47	-	0.1	0.1	-	-	-	-	-	99.6%	23.4	0.4%	0.1	
U16	SFD	4.5	4.5	-	4.0	18	-	-	-	-	-	-	-	-	100%	4.5	-	-	
U17	SFD	28.1	28.1	-	3.8	108	-	-	-	-	-	2.8%	0.8	-	97.2%	27.3	-	-	
U18	SFD	54.0	49.6	4.4	2.0	108	-	4.4	-	-	-	-	-	-	100%	54.0	-	-	
U19	SFD	8.4	8.4	-	3.6	30	-	-	-	-	-	83.3%	7.0	-	16.7%	1.4	-	-	
U20	SFD Cluster/School Site	8.3	8.3	-	8.0	66	-	-	8.3	-	-	94.0%	7.8	-	6.0%	0.5	-	-	
U21	SFD	12.8	12.8	-	4.0	51	-	-	-	-	-	-	-	-	100%	12.8	-	-	
U22	Park	4.4	4.4	-	-	-	4.4	-	-	-	-	100%	4.4	-	-	-	-	-	
U23	SFA Cluster/Church Site	4.0	4.0	-	8.0	32	-	-	4.0	-	-	100%	4.0	-	-	-	-	-	
U24	SFA Cluster	7.6	7.3	0.3	7.9	60	-	0.3	-	-	-	6.6%	0.5	-	93.4%	7.1	-	-	
U25	Native Open Space	20.6	18.3	2.3	-	-	-	20.6	-	-	-	14.6%	3.0	-	85.4%	17.6	-	-	
U26	SFD	33.2	30.4	2.8	2.0	66	-	2.8	-	-	-	-	-	-	100%	33.2	-	-	
U27	SFD	11.5	11.5	-	3.5	40	-	-	-	-	-	56.5%	6.5	-	43.5%	5.0	-	-	
U28	Cemetery/Park	5.0	5.0	-	-	-	5.0	-	-	-	-	100.0%	5.0	-	-	-	-	-	
U29	SFD	42.4	41.5	0.9	3.5	148	-	0.9	-	43.6%	18.5	56.4%	23.9	-	-	-	-	-	
U30	SFD	30.7	30.7	-	5.0	154	-	-	-	-	-	100%	30.7	-	-	-	-	-	
U31	Park	11.6	11.6	-	-	-	11.6	-	-	-	-	76.7%	8.9	-	23.3%	2.7	-	-	
U32	SFD	36.3	36.1	0.2	3.0	109	-	0.2	-	-	-	100%	36.3	-	-	-	-	-	
U33	Native Open Space	5.1	1.6	3.5	-	-	-	5.1	-	-	-	100%	5.1	-	-	-	-	-	
U34	Park	2.2	2.2	-	-	-	2.2	-	-	-	-	100%	2.2	-	-	-	-	-	
U35	SFD	9.7	9.7	-	4.0	39	-	-	-	-	-	100%	9.7	-	-	-	-	-	
U36	Native Open Space	2.8	1.1	1.7	-	-	-	2.8	-	-	-	100%	2.8	-	-	-	-	-	
U37	SFD Cluster	13.8	13.8	-	8.0	110	-	-	-	-	-	97.1%	13.4	-	2.9%	0.4	-	-	
U38	SFA Townhouses/SFD Patio Homes	13.8	13.8	-	12.0	166	-	-	-	-	-	100%	13.8	-	-	-	-	-	
U39	Park	6.4	6.4	-	-	-	6.4	-	-	-	-	100%	6.4	-	-	-	-	-	
U40	SFA Cluster/Duplex & Triplex Patio Homes	16.6	16.6	-	12.0	200	-	-	-	-	-	100%	16.6	-	-	-	-	-	
U41	Park	0.9	0.9	-	-	-	0.9	-	-	-	-	100%	0.9	-	-	-	-	-	
U42	SFD	12.8	12.7	0.1	4.0	51	-	0.1	-	-	-	100%	12.8	-	-	-	-	-	
U43	Native Open Space	7.4	1.5	5.9	-	-	-	7.4	-	-	-	100%	7.4	-	-	-	-	-	
U44	not assigned	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	
U45	Native Open Space	4.1	1.5	2.6	-	-	-	4.1	-	-	-	-	-	-	100.0%	4.1	-	-	
U46	SFA Row Houses/MF Stacked Flats	13.6	13.4	0.2	10.6	144	-	0.2	-	-	-	28.7%	3.9	-	71.3%	9.7	-	-	
U47	SFA Townhouses/Church Site	4.8	4.8	-	12.0	58	-	-	4.8	-	-	100%	4.8	-	-	-	-	-	
U48	Neighborhood Commercial	4.0	4.0	-	-	-	-	-	-	-	-	100%	4.0	-	-	-	-	-	
Project Total		831.9	702.4	129.5	3.8	3,136	35.1	264.6	38.7	2.2%	18.5	35.5%	295.1	5.0%	41.8	57.1%	475.2	0.2%	1.3

Exhibit D (continued)

Table and Map of Land Use Pods and Ownership Parcels
(acreages are estimated)

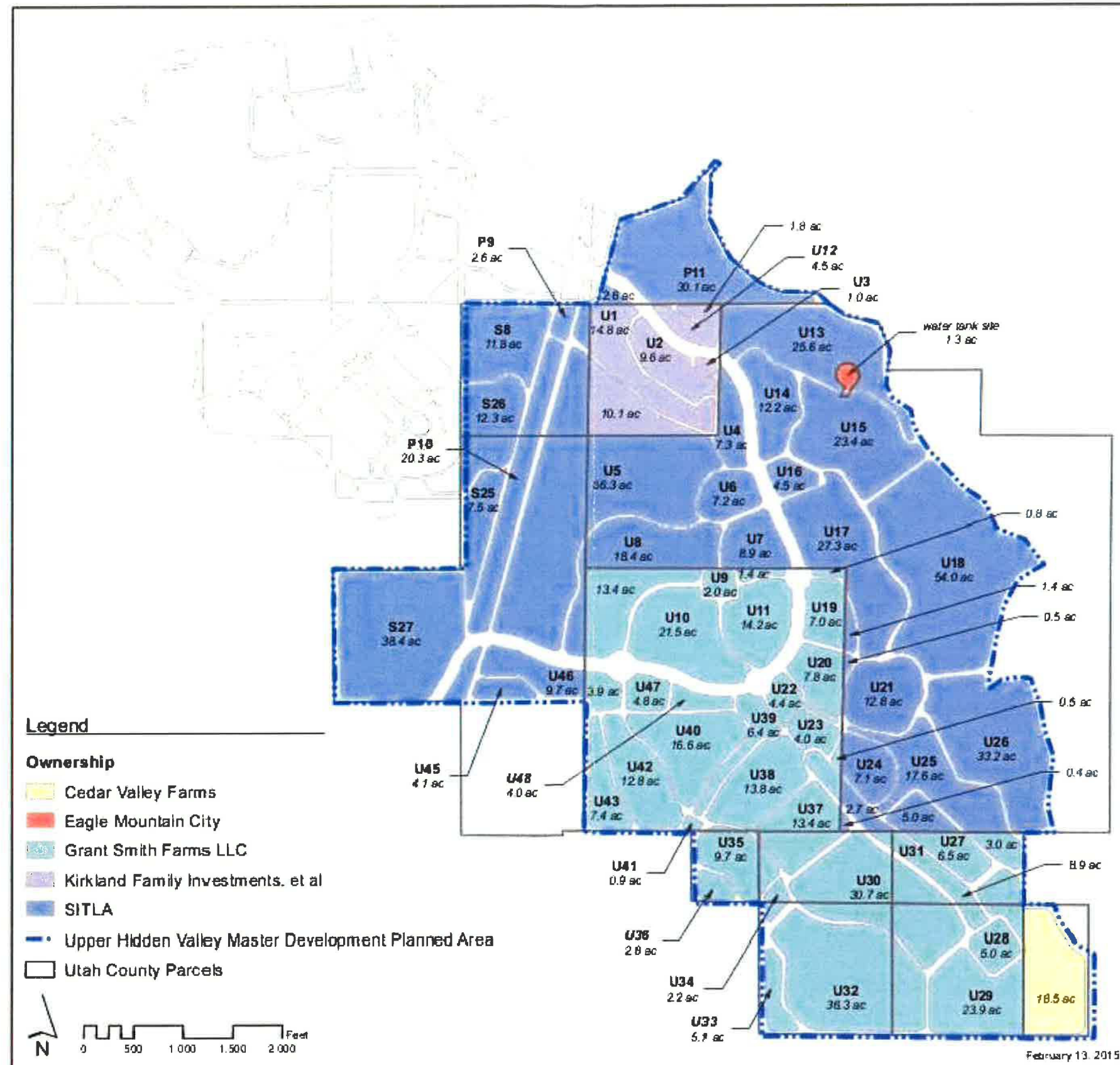
Ownership Parcel (unsurveyed)												
Developer/ Owner			Gross Acres (est)	Buildable		≥25% Slope		Density (du/ac)	Dwelling Units (est)	Open Space Acres (est)		Community Sites Acres (est)
Pod	% of Pod	Land Use		% of Parcel	Acres (est)	% of Parcel	Acres (est)			Improved Park	Native Open	
Cedar Valley Farms												
	U29	43.6%	SFD	18.5	95%	17.6	4.9%	0.9	3.5	65	0.9	-
	Total			18.5	95%	17.6	4.9%	0.9	3.5	65	-	0.9
Grant Smith Farms												
	U7	13.6%	SFD Cluster	1.4	100%	1.4	0%	-	7.2	10	-	-
	U8	42.1%	SFA Cluster/Duplex & Triplex Patio Homes	13.4	100%	13.4	0%	-	7.8	105	-	-
	U9	100%	Park	2.0	100%	2.0	0%	-	-	-	2.0	-
	U10	100%	SFA Townhouses/Row Houses	21.5	100%	21.5	0%	-	10.9	234	-	-
	U11	100%	SFA Patio Homes	14.2	100%	14.2	0%	-	8.9	126	-	-
	U17	2.8%	SFD	0.8	100%	0.8	0%	-	3.8	3	-	-
	U19	83.3%	SFD	7.0	100%	7.0	0%	-	3.6	25	-	-
	U20	94.0%	SFD Cluster/School Site	7.8	100%	7.8	0%	-	8.0	62	-	7.8
	U22	100%	Park	4.4	100%	4.4	0%	-	-	-	4.4	-
	U23	100%	SFA Cluster/Church Site	4.0	100%	4.0	0%	-	8.0	32	-	4.0
	U24	6.6%	SFA Cluster	0.5	100%	0.5	0%	-	7.9	4	-	-
	U25	14.6%	Native Open Space	3.0	67%	2.0	33%	1.0	-	-	3.0	-
	U27	56.5%	SFD	6.5	100%	6.5	0%	-	3.5	23	-	-
	U28	100%	Cemetery/Park	5.0	100%	5.0	0%	-	-	-	5.0	-
	U29	56.4%	SFD	23.9	100%	23.9	0%	-	3.5	84	-	-
	U30	100%	SFD	30.7	100%	30.7	0%	-	5.0	154	-	-
	U31	76.7%	Park	8.9	100%	8.9	0%	-	-	-	8.9	-
	U32	100%	SFD	36.3	99%	36.1	1%	0.2	3.0	109	0.2	-
	U33	100%	Native Open Space	5.1	31%	1.6	69%	3.5	-	-	5.1	-
	U34	100%	Park	2.2	100%	2.2	0%	-	-	-	2.2	-
	U35	100%	SFD	9.7	100%	9.7	0%	-	4.0	39	-	-
	U36	100%	Native Open Space	2.8	39%	1.1	61%	1.7	-	-	2.8	-
	U37	97.1%	SFD Cluster	13.4	100%	13.4	0%	-	8.0	107	-	-
	U38	100%	SFA Townhouses/SFD Patio Homes	13.8	100%	13.8	0%	-	12.0	166	-	-
	U39	100%	Park	6.4	100%	6.4	0%	-	-	-	6.4	-
	U40	100%	SFA Cluster/Duplex & Triplex Patio Homes	16.6	100%	16.6	0%	-	12.0	199	-	-
	U41	100%	Park	0.9	100%	0.9	0%	-	-	-	0.9	-
	U42	100%	SFD	12.8	99%	12.7	1%	0.1	4.0	51	0.1	-
	U43	100%	Native Open Space	7.4	20%	1.5	80%	5.9	-	-	7.4	-
	U46	28.7%	SFA Row Houses/MF Stacked Flats	3.9	100%	3.9	0%	-	10.6	41	-	-
	U47	100%	SFA Townhouses/Church Site	4.8	100%	4.8	0%	-	12.0	58	-	4.8
	U48	100%	Neighborhood Commercial	4.0	100%	4.0	0%	-	-	-	-	-
	Total			295.1	96%	282.7	4.2%	12.4	5.5	1,632	29.8	18.6
Kirkland Family Investments, et al												
	U1	85.1%	SFD Cluster	14.8	91%	13.4	9.5%	1.4	7.9	118	1.4	-
	U2	100%	MF	9.6	100%	9.6	0.0%	-	11.1	107	-	-
	U3	100%	SFD Cluster	1.0	100%	1.0	0.0%	-	6.0	6	-	-
	U5	13.2%	Native Open Space	10.1	24%	2.4	76.2%	7.7	-	-	10.1	-
	U12	100%	MF	4.5	100.0%	4.5	0.0%	-	13.5	61	-	-
	U13	6.3%	Native Open Space	1.8	16.7%	0.3	83.3%	1.5	-	-	1.8	-
	Total			41.8	75%	31.2	25.4%	10.6	7.0	292	-	13.3

Table and Map of Land Use Pods and Ownership Parcels (acreages are estimated)

Ownership Parcel (unsurveyed)													
Developer/ Owner				Gross Acres (est)	Buildable		≥25% Slope		Density (du/ac)	Dwelling Units (est)	Open Space Acres (est)		Community Sites Acres (est)
Pod	% of Pod	Land Use	% of Parcel		Acres (est)	% of Parcel	Acres (est)	Improved Park			Native Open		
SITLA													
	P9	100%	Park	2.6	61.5%	1.6	38.5%	1.0	-	-	2.6	-	20.3
	P10	100%	Regional Trail Corridor	20.3	74.9%	15.2	25.1%	5.1	-	-		20.3	
	P11	100%	Native Open Space	30.1	31.6%	9.5	68.4%	20.6	-	-		30.1	
	S8	100.0%	Native Open Space (rest in Lower H/V)	11.8	88.1%	10.4	11.9%	1.4	-	-		11.8	
	S25	100%	Native Open Space	7.5	76.0%	5.7	24.0%	1.8	-	-		7.5	
	S26	100%	SFD Cluster	12.3	95.1%	11.7	4.9%	0.6	8.0	98		0.6	
	S27	100%	Native Open Space	38.4	19.5%	7.5	80.5%	30.9	-	-		38.4	
	U1	14.9%	SFD Cluster	2.6	100.0%	2.6	0.0%	-	7.9	21		-	
	U4	100%	SFD Cluster	7.3	100.0%	7.3	0.0%	-	6.8	50		-	
	U5	86.8%	Native Open Space	66.3	75.6%	50.1	24.4%	16.2	-	-		66.3	
	U6	100%	MF/N'hood Comm'l Mixed Use	7.2	97.2%	7.0	2.8%	0.2	13.9	100		0.2	
	U7	86.4%	SFD Cluster	8.9	100.0%	8.9	0.0%	-	7.2	64		-	
	U8	57.9%	SFA Cluster/Duplex & Triplex Patio Homes	18.4	98.4%	18.1	1.6%	0.3	7.8	144		0.3	
	U13	89.5%	Native Open Space	25.6	38.7%	9.9	61.3%	15.7	-	-		25.6	
	U14	100%	SFD Cluster	12.2	100.0%	12.2	0.0%	-	7.1	87		-	
	U15	100%	SFD	23.4	100.0%	23.4	0.0%	-	2.0	47		-	
	U16	100%	SFD	4.5	100.0%	4.5	0.0%	-	4.0	18		-	
	U17	97.2%	SFD	27.3	100.0%	27.3	0.0%	-	3.8	104		-	
	U18	100%	SFD	54.0	91.9%	49.6	8.1%	4.4	2.0	108		4.4	
	U19	16.7%	SFD	1.4	100.0%	1.4	0.0%	-	3.6	5		-	
	U20	6.0%	SFD Cluster/School Site	0.5	100.0%	0.5	0.0%	-	8.0	4		-	0.5
	U21	100%	SFD	12.8	100.0%	12.8	0.0%	-	4.0	51		-	
	U24	93.4%	SFA Cluster	7.1	95.8%	6.8	4.2%	0.3	7.9	56		0.3	
	U25	85.4%	Native Open Space	17.6	92.6%	16.3	7.4%	1.3	-	-		17.6	
	U26	100%	SFD	33.2	91.6%	30.4	8.4%	2.8	2.0	66		2.8	
	U27	43.5%	SFD	5.0	100.0%	5.0	0.0%	-	3.5	18		-	
	U31	23.3%	Park	2.7	100.0%	2.7	0.0%	-	-	-	2.7	-	
	U37	2.9%	SFD Cluster	0.4	100.0%	0.4	0.0%	-	8.0	3		-	
	U45	100%	Native Open Space	4.1	36.6%	1.5	63.4%	2.6	-	-		4.1	
	U46	71.3%	SFA Row Houses/MF Stacked Flats	9.7	97.9%	9.5	2.1%	0.2	10.6	103		0.2	
Total				475.2	77.8%	369.8	22.2%	105.4	2.4	1,147	5.3	230.5	20.8
Developer/Owner Total				830.6	84.4%	701.3	15.6%	129.3	3.8	3,136	35.1	263.3	37.4
Eagle Mountain City													
	U13	4.2%	Native Open Space	1.2	90.9%	1.1	9.1%	0.1	-	-		1.2	1.2
	U15	0.4%	SFD	0.1	0.0%	-	100.0%	0.1	2.0	-		0.1	0.1
Total				1.3	84%	1.1	16.1%	0.2	-	-	-	1.3	1.3
Upper Hidden Valley MDA Total				831.9	84.4%	702.4	15.6%	129.5	3.8	3,136	35.1	264.6	38.7

Exhibit D (continued)

Table and Map of Land Use Pods and Ownership Parcels
(acreages are estimated)



The Upper Hidden Valley Master Development Agreement and Exhibits are on file with the Eagle Mountain City Recorder's Office. Only Exhibits A-D of this document were recorded with the Utah County Recorder's Office.

Exhibit E
Municipal Code

[Appropriate pages of Municipal Code will be attached when MDA is finalized]

Title 16 – Subdivisions

Division I. Introduction

- Chapter 10.05 General Provisions
- Chapter 16.10 Master Development Plans

Division II. Approvals

- Chapter 16.15 Concept Plans
- Chapter 16.20 Preliminary Plats
- Chapter 16.25 Final Plats

Division III. Generally Applicable Requirements/Standards

- Chapter 16.30 General Requirements for All Subdivisions
- Chapter 16.35 Development Standards for Required Public Facilities
- Chapter 16.40 Storm Water Runoff and Surface Drainage

Division IV. Splits, Adjustments and Amendments

- Chapter 16.45 Lot Splits
- Chapter 16.50 Lot Line Adjustments
- Chapter 16.55 Plat Amendments

Division V. Building Permits

- Chapter 16.60 Building Permits

Title 17 – Zoning

Division I. Introduction and General Information

- Chapter 17.05 General Provisions
- Chapter 17.10 Definitions
- Chapter 17.15 Roles and Duties

Division II. Land Use and Density Regulations

- Chapter 17.20 Agriculture Zone
- Chapter 17.22 Agriculture Protection Zones
- Chapter 17.25 Residential Zone
- Chapter 17.30 Residential Zone Bonus Density Entitlements
- Chapter 17.35 Commercial Zone
- Chapter 17.37 Business Park Zone
- Chapter 17.38 Commercial Storage Zone
- Chapter 17.40 Industrial Zone
- Chapter 17.45 Airpark Zone
- Chapter 17.50 Water Source Protection Overlay Zone
- Chapter 17.52 Equine Overlay Zone
- Chapter 17.54 Extractive Industries Overlay

Exhibit E (continued)

Municipal Code

[Appropriate pages of Municipal Code will be attached when MDA is finalized]

Division III. Generally Applicable Development Standards and Regulations

Chapter 17.55	Off-Street Parking
Chapter 17.56	Outdoor lighting Standards
Chapter 17.58	Historical Preservation Zone
Chapter 17.60	Landscaping, Buffering, Fencing and Transitioning

Division IV. Special Use Development Standards and Regulations

Chapter 17.65	Home Businesses
Chapter 17.70	Accessory Apartments
Chapter 17.72	Commercial and Multifamily Design Standards
Chapter 17.75	Standards for Special Uses
Chapter 17.76	Small Wind and Solar Energy Conversion Systems
Chapter 17.80	Sign Regulations and Sign Permits
Chapter 17.85	Animal Regulations

Division V. Approvals and Appeals

Chapter 17.90	Rezoning of Property
Chapter 17.95	Conditional Uses
Chapter 17.100	Site Plan Review
Chapter 17.105	Variances
Chapter 17.110	Takings

Park Improvements Map

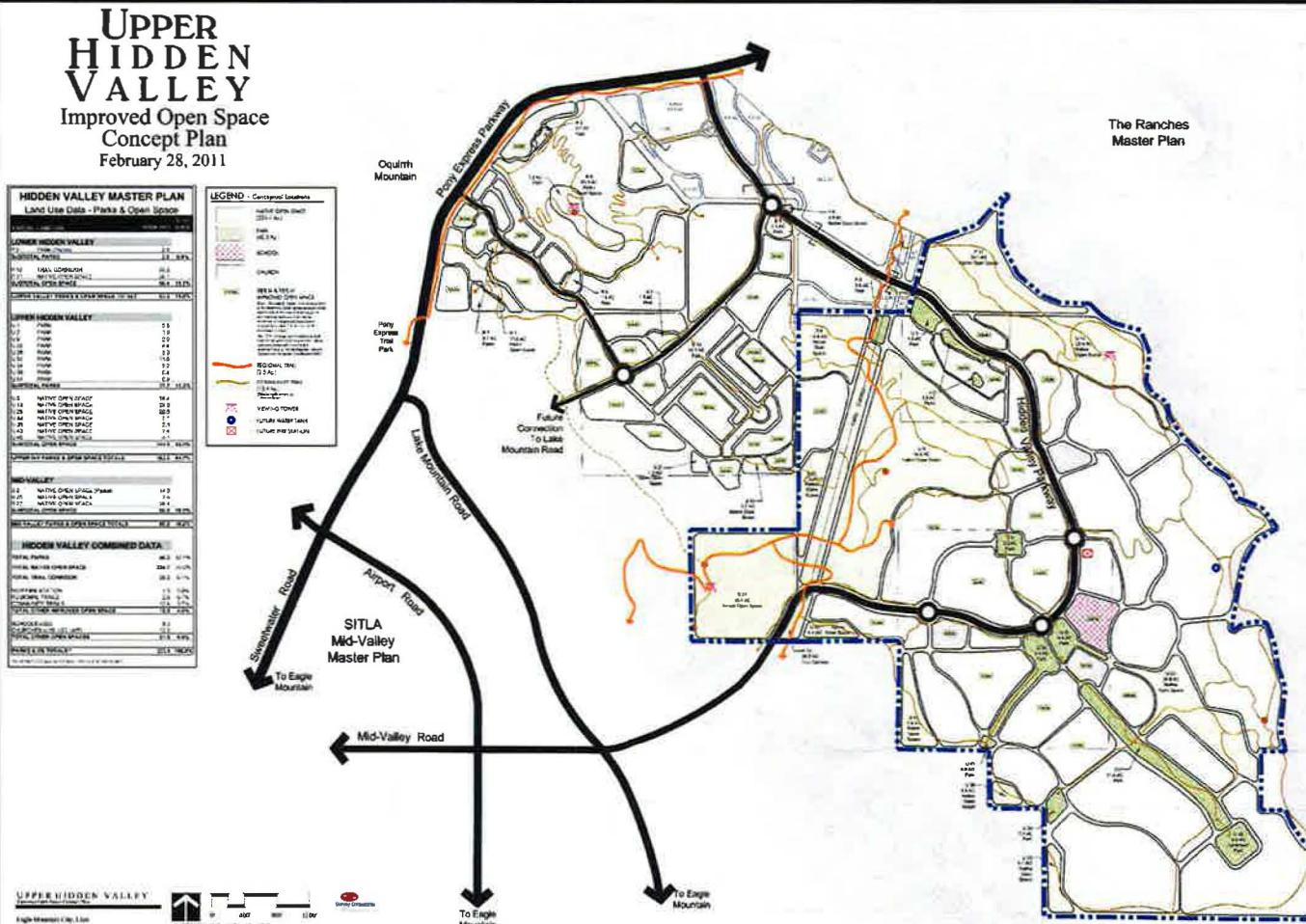
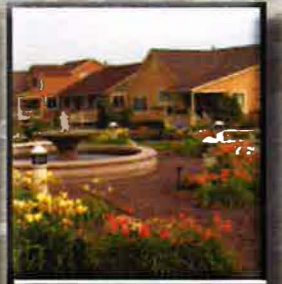
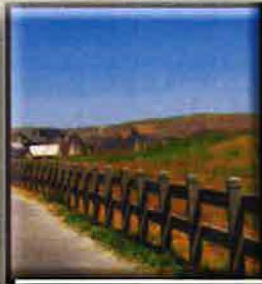


Exhibit G
Design Guidelines

HIDDEN VALLEY COMMUNITY MASTER DESIGN GUIDELINES

EAGLE MOUNTAIN, UTAH



SEPTEMBER 1, 2010

PREPARED FOR:

CADENCE CAPITAL

1396 WEST STATE STREET
SUITE 204
PLEASANT GROVE, UTAH 84062
801.616.2300

SAGE COMMUNITIES

1305 NORTH COMMERCE DRIVE
SUITE 200
SARATOGA SPRINGS, UTAH 84045
801.768.8778

STATE OF UTAH

SCHOOL AND INSTITUTIONAL TRUST LANDS ADMINISTRATION

675 EAST 500 SOUTH
SUITE 500
SALT LAKE CITY, UTAH 84102
801.538.5100
WWW.TRUSTLANDS.UTAH.GOV

PREPARED BY:

NUSZER KOPATZ URBAN DESIGN ASSOCIATES/STANLEY CONSULTANTS, INC.

8000 SOUTH CHESTER STREET, SUITE 500
CENTENNIAL, COLORADO 80112-3516
PHONE: 303.799.6806
FAX: 303.799.8107
WWW.STANLEYGROUP.COM

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HIDDEN VALLEY

Chapter 1 - Introduction

1.1 Purpose and Intent of the
Guidelines

1.2 How to Use these Guidelines

Chapter 2 - Guiding Principles and Regulatory Framework

Chapter 3 - Site Planning Guidelines

Chapter 4 - Design Standards

Chapter 5 - Figures

Chapter 6 - Appendix



CHAPTER 1 INTRODUCTION



The overall community theme is strongly rooted in the heritage of the Utah Valley, generally emphasizing rural and small-town Utah elements.



1.1 PURPOSE AND INTENT OF THE GUIDELINES

The purpose of the **Hidden Valley Community Master Design Guidelines** (“Guidelines”) is to provide the Hidden Valley stakeholders with a clear statement of the design philosophy, principles, and development criteria for Hidden Valley. Hidden Valley stakeholders include land owners, Eagle Mountain City officials, master developers, sub-developers, home builders and other contractors, prospective buyers, and homeowners.

The intent of these Guidelines is to facilitate the appropriate, coherent, and compatible uses of land in order to:

- **Establish a unified community appearance that will complement the native land forms and landscape;**
- **Encourage a variety of residential densities, home types and styles, and associated lifestyles;**
- **Promote distinct, individual neighborhoods through creative site planning, pedestrian and vehicular circulation, architecture, landscape architecture, and overall community design;**
- **Provide a comprehensive system of convenient recreational amenities for both passive and active uses; and**
- **Recognize the economic realities of changing real estate markets and the necessity to provide financial rewards for Hidden Valley stakeholders.**

Accordingly, these Guidelines direct development throughout Hidden Valley and provide the critical principles unifying the various neighborhoods within the Hidden Valley master plan in a manner that will assure high-quality design and construction. These Guidelines are to be used as a design guideline template for individual neighborhoods and are applicable to the development of site plans, architecture plans, and landscape plans that will be submitted to and reviewed by the Hidden Valley Design Review Committee (“Hidden Valley DRC”), and post-construction changes proposed by homeowners and/or homeowners’ association(s). These Guidelines shall be used for any area within the Hidden Valley Master Plan that does not prepare individual neighborhood design guidelines in conformance with these Guidelines.

1.2 HOW TO USE THESE GUIDELINES

The Guidelines are divided into three parts:

- **Guiding Principles and Regulatory Framework (Chapter 2)** – This section contains information pertaining to the overall principles that will direct the physical design of Hidden Valley as it is built out over the multi-year life of the project, and the relationship of these Guidelines to individual neighborhood design guidelines and other regulations that control its development. This section includes a detailed procedure for design review, including: concept plan review, plan submittal and final inspection. The design review procedure insures that quality development and construction occurs in every neighborhood and is compatible with the overall Hidden Valley community while accommodating the uniqueness of each neighborhood. This section also contains the procedures for variances, appeals and the review of modifications to existing structures.

- **Site Planning Guidelines (Chapter 3)** – This section describes the concepts which form the foundation of the Guidelines and presents an overall philosophy for the physical character of Hidden Valley. This chapter establishes detailed site design principles that are the framework for the more detailed design components within these Guidelines. This section describes concepts related to community and neighborhood development, and best practices for site sustainability, including the preservation of native landscapes and the configuration of parking lots, circulation features, and pedestrian spaces. In addition, practices are identified to promote site-sensitive grading and construction techniques in areas suitable for development to prevent the inappropriate “grading out” of landscape features, such as ridgelines and drainage ways (overlot or strip grading), and to encourage “contour grading” that harmonizes with the natural contours of the land rather than “mass grading” that reduces inherent land values.
- **Design Standards (Chapter 4)** – This section discusses detailed design standards for architecture, landscape architecture, signage, and lighting. This section also addresses a palette of acceptable and encouraged architectural elements, materials, and colors, some of which are rooted in the vernacular architecture of traditional Utah County and others of which have a distinctively contemporary flair. These Guidelines are intended to increase building variety and visual interest throughout the community while ensuring overall compatibility and design quality.

HIDDEN VALLEY

Chapter 1 - Introduction

1.1 Purpose and Intent of the Guidelines

1.2 How to Use these Guidelines

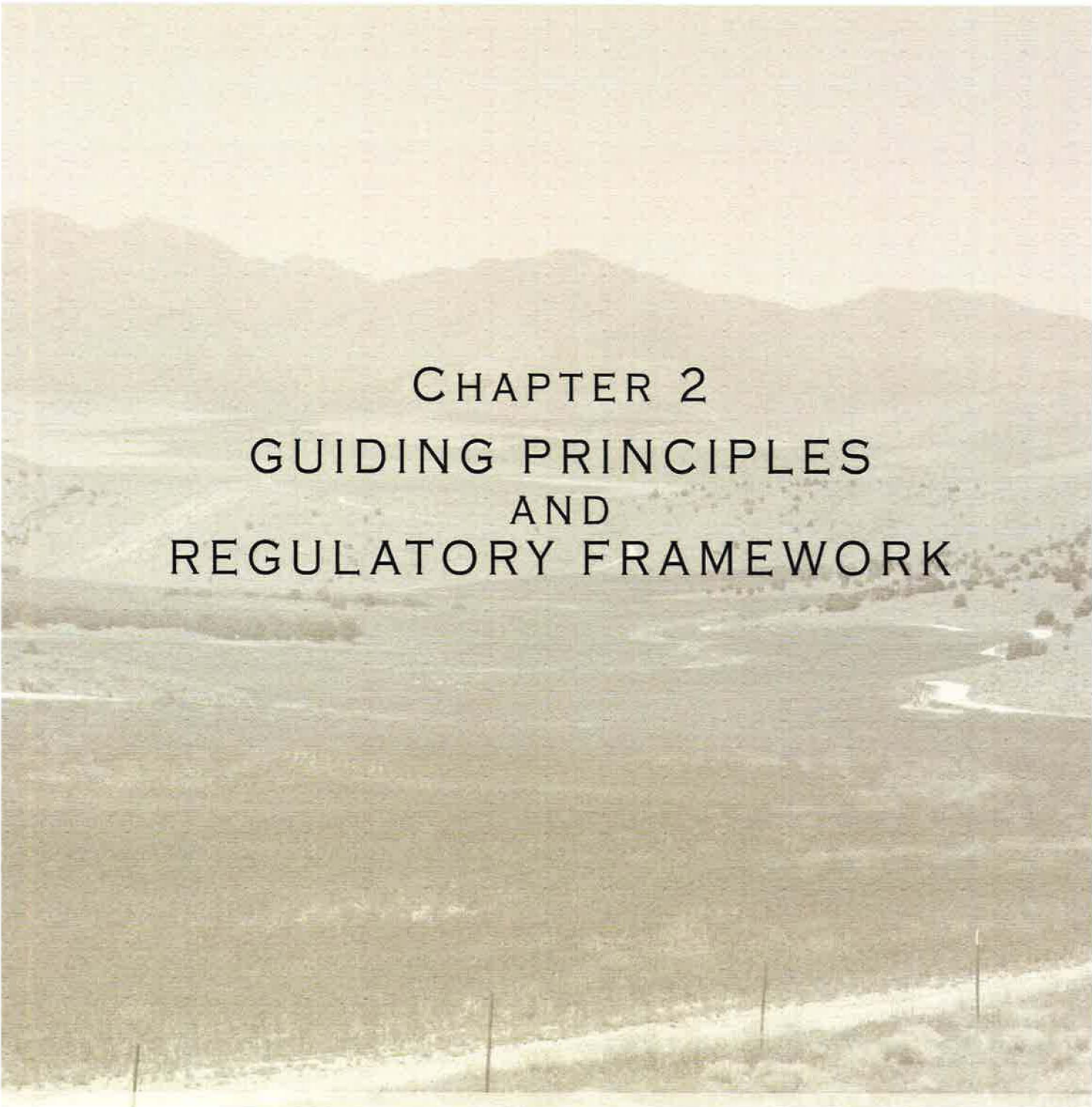
Chapter 2 - Guiding Principles and Regulatory Framework

Chapter 3 - Site Planning Guidelines

Chapter 4 - Design Standards

Chapter 5 - Figures

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CHAPTER 2 GUIDING PRINCIPLES AND REGULATORY FRAMEWORK

HIDDEN VALLEY

Chapter 1 - Introduction

Chapter 2 - Guiding Principles and Regulatory Framework

2.1 Community Vision & Guiding Principles

2.2 Conflicts with Other Regulations

2.3 Design Review Process

Chapter 3 - Site Planning Guidelines

Chapter 4 - Design Standards

Chapter 5 - Figures

Chapter 6 - Appendix



2.1 COMMUNITY VISION & GUIDING PRINCIPLES

The design philosophy for community development at Hidden Valley, and the consequent design standards necessary to achieve that preferred development, are intended to make the land and homes more desirable to the builder community and more marketable to the home-buying public than nearby subdivisions. Enhanced marketability accelerates land and lot sales, quickens absorption of housing product, and ultimately yields superior valuation and demand over the life of the Hidden Valley project.

2.1.1 Design Theme

Hidden Valley provides for a mix of complimentary land uses; diverse, high-quality housing and neighborhood design; community amenities that benefit residents of the neighborhood, Eagle Mountain City, and the region; a unifying first-class community image; and stewardship of the natural environment. An emphasis is placed on the creation of a well-planned mix of conventional neighborhoods, “neo-traditional” higher-density neighborhoods with mixed products, and neighborhood commercial and civic uses at central locations. The preservation and integration of vast expanses of open space throughout the community will be a unifying and unique element of Hidden Valley.



Hidden Valley will ultimately feature a wide range of housing types and some modest mixed use / neighborhood commercial developments at varying developmental densities.

2.1.2 Historical Context, Site Description

Hidden Valley is located in a large perched valley on the northern flanks of Lake Mountain, approximately 30 miles south of Salt Lake City and 30 miles northwest of Provo on 1,100 acres adjacent to The Ranches development. The overall community is further defined by its topography into three distinct areas: the lower valley, the mid-valley, and the upper valley, and is zoned for 4,648 residences of different types at various residential densities. In addition, mixed-uses and commercial/retail districts are located at focal points throughout the community, and are provided to support community commercial services for the neighborhoods at Hidden Valley.

Primary access and visibility to the undeveloped community is from Pony Express Parkway, which follows the historic route of the famous Pony Express Trail, and forms the northwestern boundary of the community.

2.1.3 Community Background

Approved in 2009 by the Eagle Mountain City Council, the Hidden Valley Master Plan (“Master Plan”) establishes the development framework for the Hidden Valley community. The Master Plan identifies development pods, and establishes future land uses (residential, commercial, civic, park, open space, etc.) and densities for each pod.



Broad, sweeping views characterize the higher-elevation slopes of Hidden Valley.

In addition, the Master Plan illustrates conceptual locations of the primary circulation system (parkways and community trails), and street cross-sections to be used throughout the community. The Parks and Open Space Map identifies the locations and acreages required to be built. The Master Plan documents are included for reference in Figures 5.1 – 5.4.

The official approved Master Plan should be consulted before development commences to ensure compliance with these documents and subsequent amendments.

2.2 Conflicts with Other Regulations

All development within Hidden Valley shall comply with laws of the State of Utah and the United States of America and with the codes and regulations of Eagle Mountain City. All development shall also comply with the Declaration of Covenants, Conditions and Restrictions for Hidden Valley (“Hidden Valley CC&Rs”) adopted for Hidden Valley. To the extent that the Hidden Valley Community Master Design Guidelines conflict with design standards that are required by an entity having jurisdiction over development in Hidden Valley, then the Hidden Valley Community Master Design Guidelines shall prevail. To the extent that any provisions of the Hidden Valley Community Master Design Guidelines conflict with the provisions of the Hidden Valley CC&Rs, the Hidden Valley CC&Rs shall control.

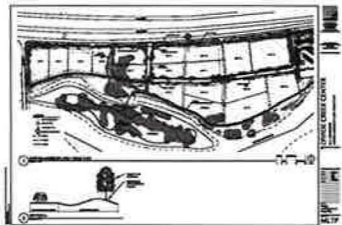
Exceptions to the specific provisions of the Hidden Valley Community Master Design Guidelines may be granted by the Hidden Valley DRC at its sole discretion. All exceptions are considered unique, and are not to be a precedent for any future decision by the Hidden Valley DRC.

2.2.1 Additional Sources for Information

- **Hidden Valley Master Plan** (2009): master development plan map, open space plan, phasing plan, residential density plan, roadway hierarchy plan, and existing slope plan (as amended)
- **Eagle Mountain City Development Code**
- **Eagle Mountain City General Plan**: includes Eagle Mountain’s community development criteria, vision and goals of the City
- **Eagle Mountain City Zoning Map**
- **Hidden Valley Master Development Agreement**
- **Hidden Valley Master Covenants, Conditions and Restrictions** (Hidden Valley CC&Rs)

The Design Review Process will address the following:

- **Site Planning**
- **Architecture**
- **Landscape Architecture**
- **Signage**
- **Lighting**



Submittals to the Hidden Valley DRC should include plans and drawings with adequate detail to assist the Hidden Valley DRC in determining the conformance of the proposal with these Guidelines.

2.3 DESIGN REVIEW PROCESS

The Hidden Valley Master Design Review Committee ("Hidden Valley DRC") shall be created at the time that the Hidden Valley CC&Rs are recorded at Eagle Mountain City. The Hidden Valley DRC shall have jurisdiction over design review for proposed development on all private parcels at Hidden Valley. As specified in the Hidden Valley CC&Rs, it shall be the responsibility of the Hidden Valley DRC to ensure that all proposed improvements at Hidden Valley are in compliance with the design principles of the community as reflected in the Hidden Valley Community Master Design Guidelines ("Guidelines"). The Hidden Valley DRC shall use its reasonable discretion and make final determinations in good faith directed in these Guidelines.

The decisions of the Hidden Valley DRC are final, but may be appealed to the Hidden Valley Community Council per the process identified herein. Hidden Valley DRC approval is required prior to submittal of a site plan, preliminary plat, and/or building permit to Eagle Mountain City, and prior to the commencement of construction or exterior physical modification in Hidden Valley. The applicant or builder shall submit such plans and specifications necessary to demonstrate conformance with the intent of the Guidelines.

All applicants are responsible for addressing and meeting any and all applicable local, state, and federal codes and regulations. The Hidden Valley DRC shall not be responsible for reviewing or approving any plans and specifications with regard to accessibility, engineering design, structural engineering, safety, or for compliance with any applicable zoning, building, or other local, state and federal laws, ordinances and policies.

A design review process has been established to ensure that all development within Hidden Valley meets the requirements set forth in these Guidelines and Hidden Valley CC&Rs. The review covers site planning, architecture, landscape architecture, signage, and exterior lighting.

2.3.1 Five Steps of Process

- 1. Pre-Design Meeting**
- 2. Preliminary Plan Submittal**
- 3. Final Plan Submittal**
- 4. Construction Period**
- 5. Final Inspection**

A submittal for review and approval is to be made to the Hidden Valley DRC at each step with the associated review fee. The Hidden Valley DRC shall determine the specific submittal documents required at the time of the Pre-Design Meeting. Approval to submit plans for each successive step in the design review process is contingent on an approval of the previous step, and shall be issued by the Hidden Valley DRC. It is recommended but not required that architectural plans be prepared by a licensed architect, and that landscape plans (excluding homeowner landscape improvement plans) be prepared by a licensed landscape architect.

Step 1: Pre-Design Meeting

To initiate the review and approval process prior to preparing any detailed drawings for a proposed improvement, the owner and architect or builder shall meet with the Hidden Valley DRC to present and discuss the proposed project and to explore and resolve any questions regarding construction requirements or the interpretation of the Guidelines or the design review process. This informal review will offer guidance prior to the Preliminary Plans submittal.

Step 2: Preliminary Plan Submittal

This review covers conceptual site planning and architecture, and preliminary landscape architecture for any proposed development or improvement in Hidden Valley. At this stage, site planning is particularly important and should be developed with sufficient detail to indicate the general layout and arrangement of streets, buildings, and open spaces. Three (3) paper sets and one electronic set of Preliminary Plans are to be submitted to the Hidden Valley DRC for review. Plans should include the following information:

Site Survey

- Parcel boundaries, dimensions and legal description
- Existing contours at 2-foot intervals
- Major existing terrain features or historical features

Site Plans (at a scale of no less than 1" = 100')

- Name of owner or developer, consultants and date of submittal
- Property boundary and site coverage data (e.g., total planning area acreage, number of dwelling units, dwelling units per acre, typical lot sizes, and open space acreage)
- Proposed lots, building envelopes and setbacks (SFD neighborhoods)
- Proposed building footprints and building setbacks (SFA, multifamily, mixed-use and commercial developments)
- Maximum building height/number of stories
- Streets and Rights-of-Way (ROW) widths
- Parking lot layout, where applicable, including the location of handicapped spaces, and numerical data for parking
- Sidewalks, off-street trails, and bicycle lanes
- Community areas, such as courtyards and plazas
- Parks, open spaces and amenity areas
- Existing utility easements
- North arrow and scale

Schematic Architectural Plans (at a scale of no less than 1/8" = 1'-0")

- Floor plan(s)
- Elevation(s) (See Architecture Guidelines for Elevation Articulation Ratio calculation in Section 4.2)
- Typical exterior materials, colors, and finishes under consideration

Preliminary Landscape Architecture Plans (at a scale of no less than 1" = 100')

- Conceptual landscape plan showing locations of lawns, trees, shrubs, and planting beds
- Conceptual fence and/or wall plan
- Plant materials under consideration (See Appendix 6.3 for Approved Plant List)

HIDDEN VALLEY

Chapter 1 - Introduction

Chapter 2 - Guiding Principles and Regulatory Framework

2.1 Community Vision & Guiding Principles

- 2.1.1 Design Theme*
- 2.1.2 Historical Context, Site Description*
- 2.1.3 Community Background*

2.2 Conflicts with Other Regulations

- 2.2.1 Additional Sources for Information*

2.3 Design Review Process

- 2.3.1 Five Steps of Process*
- 2.3.2 Review of Modification*
- 2.3.3 Variances*
- 2.3.4 Appeals*
- 2.3.5 DRC Review Process*

Chapter 3 - Site Planning Guidelines

Chapter 4 - Design Standards

Chapter 5 - Figures

Chapter 6 - Appendix



Preliminary architectural plans for residential and commercial developments should be submitted to the Hidden Valley DRC as soon as possible to ensure that they are consistent with these Guidelines, and allow for changes, if necessary.



A sample of the proposed colors and materials to be used should be submitted with architecture plans to the Hidden Valley DRC for evaluation and approval.

Step 3: Final Plan Submittal

This review covers specific designs for site planning, architecture, landscape architecture, signage, and exterior lighting. After preliminary approval is obtained, Final Plans shall be submitted to the Hidden Valley DRC. The Final Plan drawings should further elaborate upon the approved Preliminary Plans. This review should include resolution of the conditions placed on the prior Preliminary Plan approval. Three (3) complete paper sets and one (1) electronic set of design drawings are to be submitted to the Hidden Valley DRC for review. Plans should include the following information:

Site Plans (at a scale of no less than 1" = 100')

- Property boundary and site coverage data (e.g., total planning area acreage, number of dwelling units, dwelling units per acre, lot sizes, and open space acreage)
- Dwelling/footprint location and setbacks (front, rear, sides)
- Dwelling heights/number of stories
- Street width and Right-of-Way (ROW)
- Parking lot layout, where applicable, including the location of standard, compact, and handicapped spaces and numerical data for each type of parking
- Sidewalks, off-street trails, bicycle lanes, and paths
- Community areas such as courtyards and plazas
- Parks, open space and amenity areas (with acreage)
- Development phasing concept (if applicable)
- Locations and finished floor elevations of homes
- Utility easements and locations (sewer, water, gas, power, and telecommunications)
- Conceptual grading plan with existing and proposed grades and limits of construction
- Location of on-site exterior lighting
- Location of accessory structures, decks, driveways, etc.
- North arrow and scale

Covenants, Conditions and Restrictions ("Hidden Valley CC&Rs"), including but not limited to the following:

- EAR requirements
- Size of proposed dwellings, including minimum square feet of dwelling
- Exterior material and color requirements
- Minimum setbacks for building envelope
- Other thematic elements

Architecture Plans (at the same scale as site plans)

- Floor plan(s) (including the square footage of each residence)
- Elevations: three (3) elevations for each floor plan with full graphic representation of exterior treatments
- Calculation of Elevation Articulation Ratio (EAR) (See Architecture Standards for EA Ratio calculation - Section 4.2)
- Roof Plan
- Sample board of exterior materials (e.g., cladding, roof materials), colors and finishes for building body and trim
- Location of wall-mounted lights
- Method of screening of exterior utility boxes and mechanical and communications equipment (for multifamily and commercial)

Landscape Architecture Plans (at a scale of no less than 1" = 100')

- **Location, size, quantity, and types of plant materials (See Appendix 6.3 for Approved Plant List)**
- **Location and dimensions of berms and other grading elements**
- **Location and type of hardscape materials**
- **Location and description of site furnishings**
- **Description of type(s) of irrigation proposed**
- **Location, type and materials of fencing and/or walls**

Step 4: Construction Period

An appointed representative of the Hidden Valley DRC will observe all work in progress and will advise the Hidden Valley DRC to give notice of non-compliance, if found.

Step 5: Final Inspection

Upon completion of any project or modification for which final design approval was given (in Step 3 above) by the Hidden Valley DRC, the owner or developer shall give written notice of completion to the Hidden Valley DRC. Within such reasonable time as the Hidden Valley DRC may determine, but in no case exceeding 14 calendar days from receipt of such written notice of completion, a member of the Hidden Valley DRC will inspect the project, improvements or modification.

If the completed improvement has conformed with the Guidelines and followed the approved plans, the Hidden Valley DRC will issue a Final Inspection Certificate signifying compliance.

2.3.2 Review of Modification

The review of any modifications, including but not limited to changing of colors, materials, additions and landscaping alterations of an existing structure shall require the submission of an Application for Review to the Hidden Valley DRC. Depending on the scope of the modification, the Hidden Valley DRC may require the revised submission of all or some of the plans and specifications described above.

2.3.3 Variances

Variances may be granted in some circumstances (including, but not limited to topography, natural obstructions, hardship or environmental considerations) when deviations may be required. The Hidden Valley DRC shall have the power to grant a variance from strict compliance in such circumstances, so long as the variance does not result in a material violation of the Hidden Valley CC&Rs. No variance shall be effective unless approved in writing. Each variance is for one specific occurrence, and may be applied only to the approved area.

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2.1 Community Vision & Guiding Principles

- 2.1.1 Design Theme*
- 2.1.2 Historical Context, Site Description*
- 2.1.3 Community Background*

2.2 Conflicts with Other Regulations

- 2.2.1 Additional Sources for Information*

2.3 Design Review Process

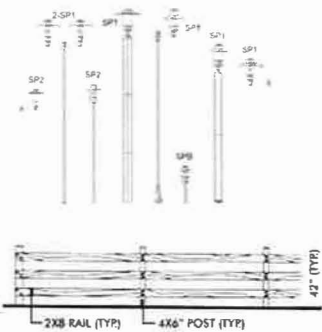
- 2.3.1 Five Steps of Process*
- 2.3.2 Review of Modification*
- 2.3.3 Variances*
- 2.3.4 Appeals*
- 2.3.5 DRC Review Process*

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For a list of items to include for each review, please see the Design Review Checklist in Appendix 6.4.

Hidden Valley DRC:

- ***Meets semi-monthly***
- ***Reviews Submittals***
- ***Decisions may be appealed within 30 days***
- ***Review fees paid in Step 2***

2.3.4 Appeals

Any owner or developer shall have the right to appeal a decision by the Hidden Valley DRC by submitting the information and documentation described above; however such appeal shall be considered only if the owner or developer has modified the proposal or has new information which would, in the opinion of the Hidden Valley Community Council warrant a reconsideration. If the owner or developer fails to appeal a decision of the Hidden Valley DRC within 30 days of the decision, then the decision of the Hidden Valley DRC is final. In the case of disapproval and resubmittal, the Hidden Valley DRC shall have ten calendar days from the date of each resubmittal to approve or disapprove any resubmittal.

2.3.5 Hidden Valley DRC Review Process

Unless otherwise explicitly provided herein to the contrary, all approvals required under these Guidelines shall be in writing, and may be granted or withheld at the sole discretion of the Hidden Valley DRC. Any approval pursuant to these Guidelines does not constitute a warranty, assurance, or representation by the approving party.

Applicant(s) shall submit requests for approval to the specified agent for the Hidden Valley Homeowners' Association. Such application(s) shall include the items indicated above (in Step 3). The Hidden Valley DRC will review and evaluate all applications on a semi-monthly basis, confirming compliance of the design with the Guidelines and verifying that recommendations made by the Hidden Valley DRC, if any, have been incorporated. Written responses to applications will be sent to the applicant within fifteen days of the monthly review meeting.

In the event that the Hidden Valley DRC approves an application, a Hidden Valley DRC Approval Notice ("Approval Notice") will be sent to the applicant. A copy of this Approval Notice shall accompany any application for Site Plan, Plat or Building Permit submitted to Eagle Mountain City for consideration.

The Hidden Valley DRC reserves the right to request additional information as deemed necessary to adequately evaluate any submittal (i.e.: renderings, sketches, 3-dimensional physical or digital model(s), staking, etc.).

Review fees for improvements shall be set and approved by the Hidden Valley DRC. A fee schedule shall be given to each applicant at the time of the Pre-Design Meeting. Hidden Valley DRC review fees shall be paid upon commencement of Step 2, as described above.



CHAPTER 3

SITE PLANNING GUIDELINES

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and Regulatory Framework**

**Chapter 3 - Site Planning
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3.2 General Planning Standards

3.3 Vehicular Circulation &
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3.4 Parking

3.5 Pedestrian, Bicycle and Other
Non-Motorized Circulation

3.6 Parks and Open Space

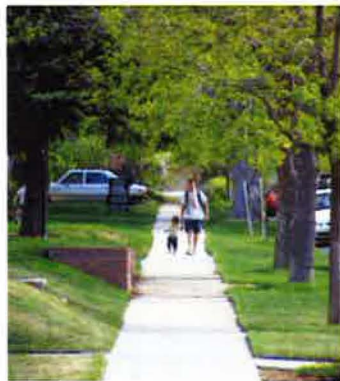
Chapter 4 - Design Standards

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*These Guidelines encourage the creation of attractive and stimulating neighborhoods in which to **live, work and play.***



3.1 PURPOSE AND OVERVIEW

The site planning guidelines are a reference to assist developers, home builders, City officials, and homeowners in understanding the goals and objectives for development within Hidden Valley. These guidelines complement the Eagle Mountain City Development Code and provide design strategies and examples of potential solutions for the economically and aesthetically successful development of Hidden Valley.

These guidelines will be utilized during the design review process to encourage the highest level of design quality while providing the flexibility necessary to encourage creativity by individual project designers and developers. The site planning guidelines are general in nature and should be interpreted with some flexibility in their application to any specific development parcel within Hidden Valley.

3.2 GENERAL PLANNING STANDARDS

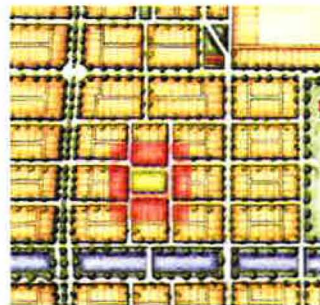
3.2.1 Principles of Community Design

Community Design is the integration of the site, architecture, and landscape improvements within the context of the overall Hidden Valley Master Plan. The intent of this section is to protect and enhance open space areas as a central element of the community while encouraging creativity and quality development of the built environment. The inherent topographic character of Hidden Valley with its broad and gently sloping valley areas, and steeply sloping edges creates opportunities for a wide variety of patterns and densities of development over much of the site while preserving and featuring the surrounding hillsides that define it.

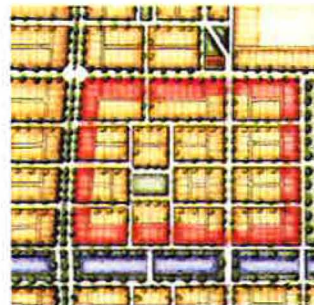
The intent of community design principles is that Hidden Valley be composed of a well-connected series of neighborhoods, each defined by a unique character and set of amenities. These neighborhoods, as the fundamental building blocks of Hidden Valley, may be composed of residential lots or commercial, mixed-use or civic development parcels, blocks, parkways and collector streets, parks and open spaces.

In the flats along the valley floors, development will be composed of traditionally-designed neighborhoods with gridded street and lot patterns. Moving toward the edges of the valleys and into more steeply sloping areas, the neighborhood form will become more organic by conforming to the topography of the site.

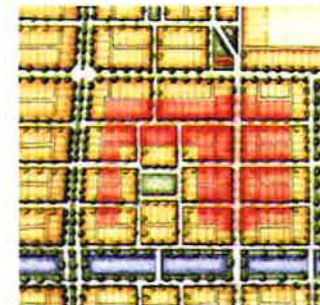
The three zones of a Neo-Traditional Neighborhood



Center



Edge



Interior

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3.2.1.1 Neo-Traditional Neighborhoods

Neo-traditional neighborhoods are compact, vibrant, pedestrian-oriented developments that provide a variety of uses, diverse housing types, and are anchored by a central public space or civic activity. Neo-traditional neighborhoods use a grid or modified grid pattern of streets, and often include homes that are alley-loaded. Neo-traditional neighborhoods are based on the principle that neighborhoods should be walkable, interconnected, distinctive, affordable, environmentally friendly and true to the context of their surroundings.

Within Hidden Valley, neo-traditional neighborhoods will be the predominant form in the flat valley centers.

The following elements are common characteristics of a neo-traditional neighborhood:

- The neighborhood has a discernable center. This is often a square or a green, or may be a busy or memorable street corner.
- Most of the dwellings are within a five minute walk of the neighborhood center or a significant public space.
- There are a variety of dwelling types interspersed with each other – e.g. single-family houses, twin homes, rowhouses, live-work units, and apartments – so that younger and older people, singles, and families of various economic levels may find a place to live in the neighborhood.
- Certain prominent sites at the termination of street vistas or in the neighborhood center are reserved for civic buildings, larger homes or parks.
- At the edge of the neighborhood, there may be shops and offices of sufficiently varied types to supply the weekly needs of a household.
- Streets are places for people, not just cars. Streets are relatively narrow and shaded by rows of trees.
- The streets form an inter-connected network, dispersing traffic and providing a variety of vehicular routes to any destination.
- Well-connected trails and sidewalks connect neighborhood destinations, encouraging walking.
- Buildings are oriented toward the street, with vehicular access that can be served by an alley.
- Parking lots are screened with vegetation or placed behind buildings.



Examples of neighborhoods that incorporate neo-traditional design principles



Important connections and design features throughout the neighborhood should respond to the pedestrian scale of the neighborhood.



3.2.1.2 Conventional Neighborhoods

Conventional residential neighborhoods make up the bulk of the community, and are located principally around the edges of the valleys, and along the developable hillsides found throughout Hidden Valley. As development feathers out from the neo-traditional centers, the neighborhoods will become more organic in form, conforming to the topography found in these areas. Although the neighborhoods will have a “looser” design, several of the principles of neo-traditional development remain relevant: Views should be anchored with significant architecture, landscape features or views; streets should be walkable and inviting to pedestrians; parks should be located within easy access to every home; and homes should address the street. Alleys are much less common in these neighborhoods, if they are present at all. Nevertheless, garage doors should not dominate the street view of a home or lot.

Within Hidden Valley, conventional neighborhood forms will predominate along the edges of the valleys, along the sloping areas and hillsides.

The following elements are common characteristics of a conventionally designed neighborhood:

- The pattern of streets tends to follow topography and natural features present on the site.
- Most of the dwellings are within a five minute walk of a park or public space.
- There may be a variety of dwelling types interspersed with each other – single-family houses, twin homes, rowhouses, live-work units, and apartments.
- Prominent sites at corners or the termination of street vistas have larger homes or parks.
- Streets are places for people, not just cars. Streets are relatively narrow and shaded by rows of trees.
- The streets form an inter-connected network to the extent permitted by topography and natural features, dispersing traffic and providing at least two vehicular routes to most destinations.
- Well-connected trails and sidewalks connect neighborhood destinations, encouraging walking.
- Buildings are oriented toward the street but their garages are visually minimized.
- Parking lots are screened with vegetation or placed behind buildings.



Examples of typical layouts for conventionally designed neighborhoods in hilly settings

3.2.2 Site Planning

3.2.2.1 Neighborhood Character and “Uniqueness”

Each neighborhood in Hidden Valley should have its own identity. Opportunities for neighborly interaction and casual encounters are encouraged whenever possible. Neighborhood gathering places and parks are placed within an easy walk of every home, and provide the opportunity for easily-supervised play for young children and quiet common areas for adults to socialize. A network of streets, parks and open spaces promotes the freedom of movement for pedestrians and helps to stitch together the various neighborhoods in the community.

In order to create and define authentic and unique neighborhoods, it is important to incorporate the following principles:

- **Neighborhoods should be distinguishable, visually as well as by name.**
- **A mix of architectural styles, massing, and form throughout each neighborhood and within each block enhances the style of the neighborhood.**
- **Architecture shall define streetscapes and parks.**
- **Building elevations, setbacks, styles, and massing shall be used to create variation and interest along thoroughfares.**
- **Placement of dwellings close to the street creates a more interesting, framed streetscape.**

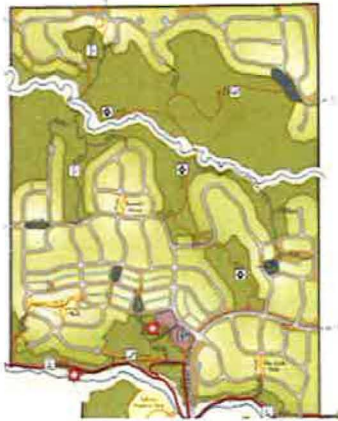
3.2.2.2 Lot and Street Patterns

Blocks may vary greatly in size and shape due to specific conditions of an individual neighborhood. Small blocks are generally desirable to provide the greatest amount of pedestrian connectivity; however, larger blocks are acceptable if they are broken up by greenways or pedestrian paths to provide the desired connections. Generally and where not impractical due to topography, blocks are encouraged to be no longer than 600 feet without some kind of mid-block pedestrian way.

On straight streets, landscaped medians, “knuckles”, and/or “eyebrows” with landscaped islands shall be introduced to ameliorate the length of straight stretches of street pavement. Generally and where not impractical there should be no more than twelve homes in a row should occur without a change in the orientation of the road center-line (i.e. curve, kink, or intersection).



Typical neighborhood street patterns



Within individual neighborhoods, sidewalks should connect all homes and businesses to parks and other publicly-accessible buildings and open space, and provide access to the community-wide trail network.



Streets should be oriented so that views are not "built out." Where sightlines terminate within a neighborhood, there should be significant architecture or a park or open space view.

3.2.2.3 Sidewalk/ Trail Locations & Neighborhood Connectivity

A comprehensive system of non-vehicular trails and sidewalks accessing the neighborhoods supports the importance of connectivity. Where practical all streets should have a detached sidewalk on both sides of the street that connects every residence or business with the community trail network to support non-vehicular access and recreation throughout Hidden Valley. Attached sidewalks, or sidewalks on one side of the street only, may be provided if this does not adversely affect pedestrian connectivity and specific site conditions make detached walks or dual walks impractical or unnecessary.

Trails and trailheads should be clearly marked with directional/informational signage, as described in Chapter 3. The locations of the primary trails and trailheads are identified on the Open Space Plan (See Figure 5.3).

The minimum width for a sidewalk is 4 feet. Sidewalks which directly abut curbing are discouraged, however in the event a sidewalk directly abuts curbing, the sidewalk shall be a minimum of 5 feet. Sidewalks may need up to an additional 2 feet of width if they directly abut fences, walls and buildings. Within commercial areas and places with high pedestrian volumes, sidewalks should be sized and surfaced appropriately for anticipated pedestrian traffic volumes.



3.2.2.4 Ridgelines and View Preservation

Hidden Valley is surrounded by dramatically sloping topography, with ridges surrounding the development. From the site, there are also panoramic views toward the Oquirrh Mountains and Mt. Timpanogos. Care should be taken during the site planning process to ensure the preservation of existing sightlines and "framing" of key views. The following principles should be used:

- Use architecture to "frame" view corridors and anchor key views.
- Enhance and preserve existing key views by orienting streets toward views.
- Don't "build out" the views with improperly sited buildings.
- Place parks and vistas to capture key views.
- Views add value and desirability to the neighborhood.

The steep hillsides and ridgelines at Hidden Valley are areas of high visibility. Where homes or other buildings are on steeply sloping sites around the perimeter of the valleys, a higher architectural finish is expected, as these buildings will be visible from the valley floors. Inside development parcels that are of an elevation at or above 5,280', Enhanced Elevation Articulation Ratio ("Enhanced EA Ratio") shall be required for all structures. When visible from streets or publicly-accessible areas below, the rear elevations of these structures shall also meet an Enhanced EA Ratio.

Refer to **Figure 5.5** for the location of the 5,280' contour line, and **Appendix 6.5** for Enhanced EA Ratio requirements.

3.2.2.5 Climatic Conditions: Solar Orientation and Wind Patterns

Homes and buildings in Hidden Valley should be oriented, to the extent possible, to take advantage of the natural climate, so that a majority of primary living spaces receive direct sunlight for the daylight hours, and take advantage of the prevailing wind patterns.

- **Dwellings should be positioned to minimize the impact of shadows on adjacent properties, to the extent possible and reasonable.**
- **Site design should utilize building forms, natural landforms and landscaping to take advantage of prevailing summer breezes and winter sun, and to serve as buffers against adverse winter wind conditions and summer sun.**



3.2.2.6 Sustainability: Best Practices and Goals

The Hidden Valley Master Plan has been developed to take into account the context of its natural surroundings and environment. To promote the long-term health and welfare of the community, development within Hidden Valley should incorporate sustainable features whenever possible. Sustainable development principles include:

- **Diversity of Uses:** Provide a variety of uses, housing types, and recreational opportunities within relatively close proximity to promote community livability, transportation efficiency and walkability.
- **Heat Island Reduction:** Limit paved areas to the minimum amount necessary, provide street trees along all streets to shade large expanses of paving and provide canopy trees in parking lots to shade parking areas.
- **Connectivity to Community Bicycle/Pedestrian Network:** Provide access to trailheads within 1/4 mile of each home and business to encourage alternative modes of travel for short trips.
- **Storm Water Management/Aquifer Recharge/Bioretenention:** Where topography allows, encourage bioswales and filter strips to intercept draining water, slowing the water to allow for sediment dissipation and water infiltration back into the ground.
- **Construction Waste Management:** Set up and maintain construction waste management areas that encourage the separation of construction debris and support recycling of reusable materials.
- **"Built Green" Architecture:** Encourage the design and construction of buildings that utilize green building practices and may be certified by the U.S. Green Building Council.
- **Water Use:** Encourage drip irrigation and the use of appropriate "low-water demand" landscape plants to reduce water consumption for landscaping.
- **Light Pollution Reduction:** Protect the night sky while providing a safe and maintainable lighting package within the community by requiring full-cutoff fixtures and limiting the quantity of fixtures used.
- **Local Food Production:** Encourage the establishment of community garden plots to promote community-based and local food production to minimize the impacts from transporting food long distances and increase direct access to fresh food.

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Retaining walls are encouraged to be constructed of natural materials, especially in highly visible areas to blend in with the community's natural setting.



Existing vegetation is part of the beauty of the site, and as such, it should be preserved and enhanced when possible.

3.2.3 Site Improvements

3.2.3.1 Grading, Erosion Control & Retaining Wall Design

As neighborhoods within Hidden Valley are developed, some grading of the site will be necessary. While grading is necessary, it should be sensitive to the native environment, and overlot grading or mass grading of an entire neighborhood is discouraged. The following principles shall be employed during the development of Hidden Valley:

- **Significant topographic features should not be “graded out.” Consistent with the goal of enhancing the natural environment at Hidden Valley, grading should strive to mimic the natural lay of the land.**
- **Grading and site design shall protect existing trees to the greatest extent possible.**
- **During construction, erosion control measures such as erosion fences shall be used to minimize erosion.**
- **Where retaining walls are necessary or desired, they should be an earth-tone color that blends in with the environment.**
- **Where retaining walls higher than five feet are necessary, they should be stepped at regular intervals, rather than one large monolithic wall.**



3.2.3.2 Preservation of Existing Vegetation

Site design shall be compatible with the natural habitats and features found in Hidden Valley. Development plans shall direct development away from sensitive ecological resources, minimizing disturbance, and enhancing existing conditions or restoring or replacing lost resource values.

When development occurs in or adjacent to natural areas, vegetation to be preserved shall be clearly marked and the limits of construction shall be identified. Existing vegetation to be preserved and construction limits shall be approved by the Hidden Valley DRC. A temporary barrier fence shall be installed and maintained for the duration of the construction period.

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3.2.3.3 Storm Water / Drainage Management

Development should minimize storm water runoff and necessary storm water systems while using the most current technology to improve the quality of storm water before it reaches natural systems that may be affected by poor water quality. This philosophy reduces infrastructure costs, increases ground water recharge and improves the environment.

- Site drainage shall be compatible with adjacent property drainage and in accordance with the overall master drainage plan for Hidden Valley. Developers and owners are responsible for controlling the drainage resulting from development and may not direct water onto an adjacent property, unless such a diversion is located within an established drainage easement or within an approved drainage report.
- Excess run-off from the site shall be minimized with sites graded to provide positive drainage away from buildings.
- Water from parking lots, roof drains, and other areas should be consciously directed to landscape areas that could benefit from the additional water rather than piping it off the property, thereby improving water quality by filtration through landscape materials.
- Drainage shall be conveyed along streets, drives and swales along property lines, or in open space corridors.
- Drainage will be sheet flow and surface drained where possible, however some below-grade drainage using storm water piping and culverts may be required.
- Surface drainage systems and detention/retention ponds shall be irregular in plan and graded to create an aesthetically pleasing character that mimics natural landforms. Side slopes shall vary.
- Drainage shall be directed to natural or improved drainage channels, or dispersed into shallow sloping planting areas for retention.
- Storm drainage shall not connect into sanitary sewer systems.

If properly designed and engineered, storm water detention areas may function as recreational amenities (i.e. open fields, play fields, ball courts) for the community when they are not detaining water. This use may offset additional park land required within a subdivision.





Artfully decorated utility transformers.

3.2.3.4 Easements & Utilities

Utility and drainage easements facilitate the conveyance of storm water and the installation and maintenance of public and private utilities. No site improvements or landscaping that may result in damage to or interference with utilities or drainage will be permitted within these easements. Grading may be permitted within these easements if it does not interfere with drainage or the maintenance of utilities. Fencing may be permitted in easements with permission of the easement holder and approval by the Hidden Valley DRC. If it is necessary to remove fencing to work inside a utility easement, the easement holder may do so, and has no responsibility to repair or replace such fencing.

Connections to all utilities including water, sanitary sewer, gas, electricity, telephone, and cable television shall be installed underground from existing trunk lines except where the lines daylight at transformer and pedestal locations. Utility connections from main service lines to individual buildings shall be located to minimize disruption of the site and existing vegetation. Transformers, pedestals and pull boxes should be located out of public view or screened as much as possible to minimize their appearance. Utilities should be located in alleys when possible.



Utility pedestals and screened service areas are less obtrusive when located in alleyways



It is the intent of these guidelines to discourage monotonous repetition along neighborhood streets.

3.2.4 Neighborhood Types

There are a variety of residential land uses found throughout Hidden Valley. An important goal of these guidelines is to ensure compatibility of these land uses and cohesiveness throughout the entire development and create functional and visual variety along streets and the public realm. A range of housing styles creates varied looks but cohesive neighborhoods.

3.2.4.1 Single-family Detached Neighborhoods

All single-family detached subdivision plans shall be evaluated using the guidelines contained in this section with emphasis on the following criteria:

- **Proportional mix and location of different home types**
- **Placement of the dwelling unit on the lot**
- **Location and orientation of garages**
- **Preservation of ridgelines**
- **Preservation of significant views**
- **Preservation of natural features (e.g., drainages, native vegetation, sloping hillsides)**
- **Treatment of walls and fences**

Product variation per neighborhood

The creation of interesting, diverse and distinctive neighborhoods by integrating varying lot types, home sizes and architectural character in a harmonious relationship is encouraged. A variety of home sizes in a single neighborhood addresses the needs of different households. The diversity of building types and home sizes not only creates a more appealing neighborhood, but also promotes increased housing opportunities to a variety of ages and incomes, promoting a socially vibrant community.

The following criteria shall be used to ensure a variety of lot types throughout a neighborhood:

- **Within a defined block, where ten or fewer lots comprise the block, only one lot size shall be required, although more than one size may be provided.**
- **Where a block has more than 10 lots, a minimum of two lot sizes may be encouraged: lot size changes should be in the 20% range.**

In addition to the above, the developer/builder shall provide at least three distinct floor plans and elevations to create variation as seen from the street (i.e. garage placement, front porch location, placement of doors and windows, change in color and/or materials).



Distinct floor plans and elevations contribute to an interesting neighborhood



Street tree types and locations are defined to create variety and interest and to establish neighborhoods as unique places.

Diversity and Distribution of Home Types

Buildings physically define streetscapes while encouraging neighborhood sociability. Each streetscape should have a unique character:

- **Special attention shall be given to the mix of architectural styles in creating streetscapes.**
- **Streetscapes shall be visibly pleasing in terms of building scale, proportion, pattern, balance, material composition and color palette.**
- **Streetscapes shall respond to the public realm while creating a safe and comfortable environment for the pedestrian.**

Varied Lot Width and Side-yard Setbacks

Making some lots wider and some narrower than the average is encouraged. This also allows for the placement of different shapes and sizes of homes as well as variations in open space dimensions. On narrow lots, a variation of only two to four feet in home width can make a perceptible difference.

Varied Garage Placement and Orientation

Lot size should permit some garages to be side-loaded from the street in order to break up the monotony of a line of garage doors being placed parallel to the street. Alley-accessed, rear loaded garages (either attached to the dwelling or detached) are encouraged where possible. Careful consideration shall be given to the location of garages and driveways at corners so that a side load configuration does not cause conflicts with automobile traffic circulation at those corners. Placing the side loaded garage on the interior of the corner lot is preferred. Garage setbacks shall allow driveway parking that keeps the sidewalk clear of vehicles (15 feet minimum, 18 feet preferred).

Home Placement and Garage Access

Access should be carefully considered when placing each home on the lot/building site because of the close relationship between the access drive, building footprint, grade of the street, and individual lot drainage. Driveway location and grade typically will dictate the finished floor elevation of the home.

Recommended driveway grades are 2-8% within ten feet from the sidewalk or garage, and up to 12% on all other portions of the driveway, where applicable. While these grading standards should be met whenever possible, setting elevations for proper drainage should take precedence.

Similar lots on a given block shall provide a mix of floor plans and elevations to create variation in building relationships.

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Clustering of buildings is a unique site planning opportunity at Hidden Valley. Cluster developments may include detached residences, attached residences, or both as site constraints permit. Clustering homes preserves open space, allowing these open areas to be aggregated into one or more larger spaces for parks, community gardens or "view corridors" that are for use by all members of the development. Often, these open areas are held "in common", and are maintained by a sub-master homeowners' association of which all residents are members. Clustering units is a useful technique for planning areas that are constrained by topography or other site features that make traditional single-family lot development undesirable.

The following design techniques should be implemented whenever possible:

- Create a hierarchy of open spaces with small, intimate spaces that relate to unit entries.
- Use reduced-width private drives to diminish impervious coverage on the site.
- Create small parking courts with direct access to unit entries rather than large perimeter parking lots.
- Accommodate guest and resident parking with parallel parking lanes and bays along drives and neighborhood streets where possible.
- Preserve unique site elements and open spaces.
- Provide amenities and outdoor recreation areas.
- Use a variety of building plans to add interest to site plan.
- Vary building orientations to avoid the monotony of "barracks-like" site configurations.





A combination of a front-load and side-load garage on a twin home reduces the dominance of the garage doors on the front facade of this home.

3.2.4.3 Single-family Attached Neighborhoods

Single-family attached homes provide an alternative to traditional detached homes, and are encouraged in specific areas within Hidden Valley. The construction of twin homes (duplexes), townhomes and rowhomes lends diversity to the community, providing additional home styles and appealing to buyers who may not want a traditional single-family home.

The following design techniques should be considered and implemented whenever possible:

- Vary front setbacks to avoid a long row of “lined up” buildings.
- Place the front doors of homes along the streets, to define the street and create a pedestrian-friendly environment.
- Use staggered and jogged unit planes within the same structure to create an interesting street scene.
- Use materials changes on facades to reduce monotony.
- Include modified units and reversed building plans to add variety.
- Vary building orientations to avoid the monotony of “barracks-like” site configurations.

Clustering Buildings

Attached homes may be clustered to respond to site constraints and preserve open space for use as park, common lawn and/or gardens.

Home Placement and Garage Access on lots and in relation to streets & alleys

Front-loaded row homes are discouraged, as they often lead to a garage-dominated streetscape that is hostile to the pedestrian environment and decreases property values. When possible, use alleys to provide access to rowhomes and townhomes.



High-quality finishes and changes in materials on facades create interesting neighborhoods

3.2.4.4 Multifamily Neighborhoods

Multi-family developments add an important component to the home types available at Hidden Valley. Multi-family developments further add diversity to the community, and should be designed so that they are integrated into the fabric of Hidden Valley.

The following site planning techniques should be implemented whenever possible:

- Multi-family communities should be integrated into their surroundings. Developments that are surrounded by high walls, privacy fencing and rows of garages and/or carports should be avoided.
- Buildings with long unbroken facades and box-like forms devoid of architectural are not permitted.
- Building footprints and facades should be broken-up to provide visual relief, and give the appearance of a collection of smaller structures.
- To the extent possible, each of the units should be individually recognizable through the use of balconies and other projections, setbacks, and an appropriate rhythm of windows and doors.
- Vary front setbacks to avoid a long row of “lined up” buildings.
- Front doors of homes should be visible from the street or drive leading to the building, creating a pedestrian-friendly environment.
- Use material changes on facades to increase visual interest.
- Include modified units and reversed building plans to add variety.
- Vary building orientations to avoid the monotony of “barracks-like” site configurations.
- Preserve unique site elements and open spaces.
- Provide for amenities and outdoor recreation areas that are visible from residences, providing natural surveillance.

Support Facilities and Service Areas

Support structures within multi-family residential neighborhoods such as laundry facilities, recreation buildings and/or sales and leasing centers, should be consistent in architectural design and form with the rest of the development. Sales and leasing centers, possibly combined with lifestyle amenity structures, may be prominently located at the primary entrance to the development, but other service areas and support facilities (such as laundry facilities, community rooms, recreation buildings, and outdoor recreation areas) should be placed in convenient locations in the interior of the residential neighborhood to minimize visual impacts on adjacent neighborhoods.



Balconies and patios create interesting projections and shadow lines on these buildings and provide private outdoor space for their residents

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Service areas don't have to be neighborhood "eyesores."

Screening for Loading and Trash Collection

Loading areas and trash collection areas should be screened with landscaping, walls, or both to reduce their impact on the community and adjacent neighborhoods. In addition, dumpsters and/or trash compactors should be carefully located to avoid being placed directly in one's line of sight upon entering a neighborhood. Concealing or obscuring air conditioning units and utility panels is also strongly encouraged.

Parking

Parking lots shall be designed to be safe, convenient and attractive, but should not visually dominate a neighborhood. It is preferred that smaller parking lots should be conveniently distributed throughout a project site. Perimeter parking lots shall be avoided. Perimeter parking areas provide a poor image of a neighborhood and often function as barriers between the multi-family neighborhood and the surrounding community.

3.2.4.5 Commercial and Mixed-Use Development Areas

Commercial developments in Hidden Valley may take a variety of physical forms depending on location and the type of businesses located within.

Types of Development

Commercial development is anticipated to include neo-traditional neighborhood commercial developments that are pedestrian oriented and primarily serve individual neighborhoods as well as traditional commercial strips and pad sites that serve the entire Hidden Valley community. Depending on the location and type of development, vertical and horizontal mixed uses may be included, and are encouraged to increase the vitality of the community.

Building Orientation

Buildings should be oriented toward the primary street on which they are located, and set close to the street in order to frame the street and create a pleasant pedestrian environment.

Parking

Parking lots shall be designed to be safe, efficient, convenient, and attractive, but should not visually dominate a site. When possible, parking lots should be located to the rear or sides of buildings.

- The number and dimensions of parking spaces will be per City standards.
- Landscaped islands shall be used to define parking lot entrances, the ends of all parking aisles, and the location of access drives, and to provide pedestrian refuge areas and walkways.
- Parallel and/or angled parking is encouraged along the fronts of buildings to promote walking and reduce the impact of large parking lots.
- Parking lots shall be screened from adjacent streets and public areas with vegetation, berms, and/or landscape walls.



Both pedestrian oriented and traditional commercial developments can be attractive if well designed and detailed.

Service Areas

Loading and service areas, including trash collection and storage facilities, shall be located to minimize the visual impact from public thoroughfares, primary building entries and neighboring properties. Rear building loading is preferred, but side loading will be allowed if properly designed and screened.

- Service areas on the fronts of buildings are prohibited. When rear service areas are not provided, oversized front doors may be used to service commercial establishments.
- Rear and side service and delivery activities should be separated from public access and screened from public view with walls, fences and/or landscaping of sufficient height and density. Walls and fencing shall be compatible with the primary structure. Chain link fencing is not allowed.
- Service areas should not be visible from public thoroughfares or adjacent residential properties.

3.2.4.6 Institutional Development Areas

Institutional areas include churches, schools, fire stations, libraries, recreation facility buildings, and buildings for other public uses.

Churches

Churches should be integrated into the neighborhoods in which they are located. When built, the church should occupy significant places in the community and be visual “anchors.”

The following site planning techniques shall be followed:

- Building architecture, and not parking lots, should dominate the site.
- The main entrance should face the street.
- When possible, sharing parking or open areas should be encouraged.
- Parking, loading and service areas shall be screened with vegetation, berms, fencing, or a combination of these elements.
- When possible, churches should be located along the trail network to increase connectivity with the surrounding neighborhoods.



Church oriented toward the street-- parking is relegated to the rear of the site

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Richly-detailed and landscaped public buildings are assets to their neighborhoods.

Schools & Other Public Uses

Schools, libraries, public safety, emergency services, and other public-use facilities will be located in Hidden Valley to support the needs of the community's residents. These uses are highly-visible components of the community, and should strive to attain a high level of design quality and compatibility with other structures in the community.

The following site planning techniques shall be followed:

- **Building architecture and landscaping shall fit into the overall character of Hidden Valley.**
- **Parking, loading and service areas shall be screened with vegetation, berms, fencing, or a combination of these elements.**
- **Parking lots shall be encouraged to include landscaping islands and pedestrian walkways to "break up" large expanses of asphalt.**
- **The main entrance to a building should face the primary street on which the building is located.**
- **Schools and libraries are encouraged to be located along the trail network to increase connectivity with the community.**



Examples of high-quality materials and well-placed details and landscaping



Recreation Facility Buildings

Community recreation buildings will be located in Hidden Valley neighborhoods, providing meeting space, gathering areas and play areas for the residents of the community. These buildings add an amenity to the neighborhood and should be designed to be well-integrated into the fabric of Hidden Valley.

The following site planning techniques should be considered and implemented whenever possible:

- **Locate recreation buildings inside parks or along the trail system so they are easily accessible to the community.**
- **Where possible, anticipate the potential for shared uses of the gathering and parking areas, and locate recreation facilities adjacent to schools, churches or other public areas.**
- **The front doors should face the primary street on which the building is located.**
- **Architecture shall be compatible with the surrounding neighborhood.**
- **Architecture and landscaped spaces should be the focus of the site, and parking areas must be screened with vegetation or placed to the rear of recreation facilities.**
- **Shared parking is encouraged with parks, churches, commercial areas, and schools.**
- **Loading and service areas shall be screened with vegetation, walls or fencing.**

3.3 VEHICULAR CIRCULATION & STREETScape DESIGN

3.3.1 Street Patterns

The circulation system for Hidden Valley will consist of a hierarchy of streets of various sizes, as well as off-street trails intended for pedestrians, equestrians and bicyclists. The overall intent of the circulation system is to accommodate both traditional and alternative forms of movement within and through the community.

A network of parkways and community collector streets provides efficient access between the individual neighborhoods, community parks and other areas in Hidden Valley. Within individual neighborhoods, neighborhood collectors and local streets are intended to move traffic at modest speeds and provide vehicular access to each home or business. All neighborhood collectors and local streets have detached sidewalks that connect each home or business to each other and the off-street trails of the community.

Streets should be laid out according to the following principles:

- The circulation system shall respond to topography, land use and environmental constraints. On relatively flat terrain, grid or modified grid-oriented street patterns should be employed, sympathetic to neo-traditional neighborhood design planning patterns.
- Long straight streets shall be avoided. Narrower streets reflecting a more “human scale” shall be encouraged.
- Streets and pathways should lead directly to visual anchors and/or focal points when possible. This is a key urban design tenet that creates a “sense of place” and helps people orient themselves within neighborhood.
- Alternative pedestrian connections to public areas and mixed-use developments shall be provided, reducing the pedestrian and vehicular conflict.
- Circulation patterns shall be designed to direct vehicles to entrances and/or exits from the neighborhoods. The entry/exit function is a critical means of defining a sequence of movement and creating a sense of “arrival” and “passage” through Hidden Valley.
- Traffic calming measures may be implemented, as needed, on collector and residential streets such as, but not limited to, small roundabouts, street narrowing, medians, pedestrian tables, or other techniques.

A general circulation plan for the community is included on the Master Plan maps (See Figure 5.2 - Roadway Plan). The approved street cross-sections for Hidden Valley shall be used for any development within the community.

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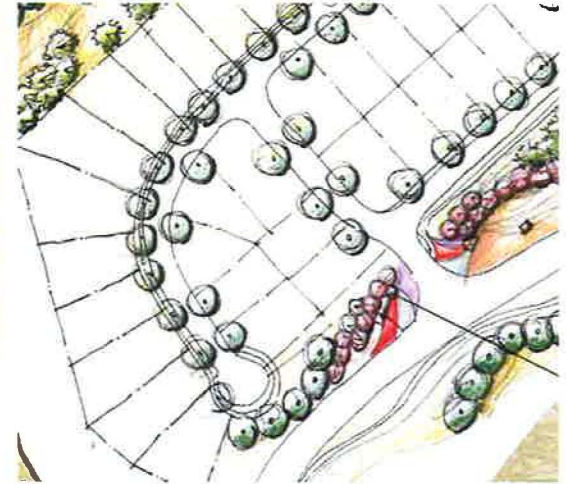


A typical neighborhood with a modified grid pattern of streets.

3.3.2 Straight and Curved Street Patterns

Straight and relatively narrow streets are most efficient for densities of four or more dwelling units per acre and can be used effectively to create a traditional neighborhood image. These streets should not be longer than 10-12 lots in a row (approximately 650 to 700 feet long) before the centerline of the street is interrupted. Grid street patterns are located predominately in the flat land areas in the center of the valleys.

Modified grid and curvilinear street patterns are located predominately in the sloping areas of the site. These street types respond to the topography of the site.



Predominantly grid street patterns with a discernible pattern of lots and blocks is appropriate for the flat land areas in Hidden Valley



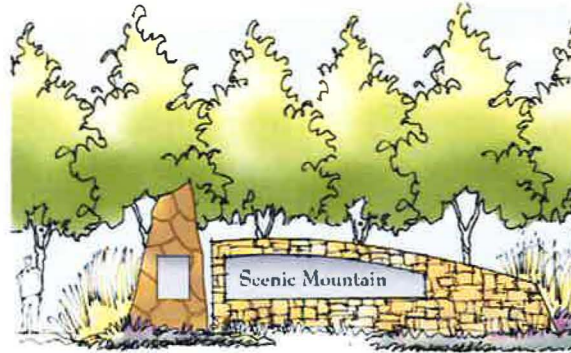
Modified grid street patterns appropriate for the hilly areas in Hidden Valley

3.3.3 Community Entries

Community entries mark the entrances into the Hidden Valley development and distinguish Hidden Valley from other adjacent and nearby master planned communities. The entries provide the resident and visitor with a sense of “arrival” and a point of reference in the community-at-large. Entries should provide an open window into the project which highlights landscaping, neighborhoods and amenities located within the community, recreational facilities, and directional information. Special attention should be given to hardscape and landscape treatments that enhance the overall project image at entries.



Monumentation distinguishes community entries



3.3.4 Neighborhood Entry Drives

Each neighborhood shall have a distinctive entry that announces “arrival” into the neighborhood, and all entry features shall have consistent features as designed and determined by the Hidden Valley DRC. Neighborhood entry monuments and signature landscaping shall be used at each entry from the community parkways.

The principal vehicular access into a mixed-use development, single-family attached or multi-family neighborhood should be through an entry drive rather than a parking aisle. These entry drives should have minimal or no parking. Where parking is necessary, angled or parallel parking is preferred. 90-degree parking shall not be permitted along the entry drives of mixed-use developments, single-family attached or multi-family neighborhoods.



Appropriately-scaled monuments mark the transition from one neighborhood to another within Hidden Valley



Clearly-visible directional signs help motorists navigate roundabouts

3.3.5 Medians and Roundabouts

Medians and roundabouts are an effective tool for traffic management. Medians and roundabouts will be used on the parkways as indicated on the Master Plan, and encouraged on collector streets and at neighborhood entrances. The location and configuration of proposed roundabouts and medians shall be designed by a licensed transportation engineer.

Medians and roundabouts are used largely to:

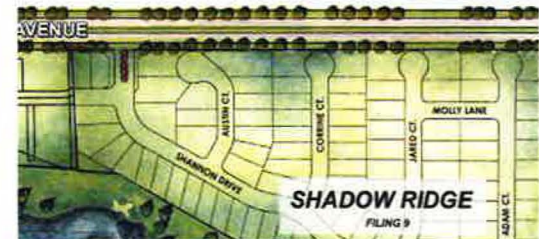
- **Reduce motor vehicle speeds**
- **Increase capacity level**
- **Increase safety**
- **Reduce noise and air pollution**
- **Provide landscaping interest**

The City Engineer shall approve the design of roundabouts. On principal streets, roundabouts should be sized larger to safely and efficiently accommodate the desired design speed and volume of traffic. When used in neighborhoods, roundabouts may be of a smaller diameter, with higher curbs to safely slow traffic. All roundabouts shall be designed to accommodate service and emergency vehicles and moving vans.



3.3.6 Cul-de-Sac Connections

Where cul-de-sacs are used, openings should be provided at the end of cul-de-sacs to provide views into neighborhoods and provide pedestrian connectivity to open space and paths/walkways. As street connectivity is encouraged throughout Hidden Valley, the use of cul-de-sacs shall be limited to areas where necessary due to specific site or topographical concerns. Cul-de-sacs are discouraged in neo-traditional neighborhoods on flat to gently sloping land.



Cul-de-sacs are not built out, but rather terminate on publicly accessible open spaces and provide pedestrian corridors into and out of the neighborhood

3.4 PARKING

Tandem parking in driveways and garages shall be permitted, and may be counted toward residential parking requirements.

3.4.1 Parking Lots & Structures

While it is necessary to accommodate vehicle parking, parking lots should not visually dominate a development. Large parking lots with long, monotonous drive lanes flanked by 90-degree, pull in parking, and parking lots without landscaping shall not be permitted. As an alternative to a large parking lot, parallel or angled parking along streets and drives is encouraged.

Where parking structures are constructed, they should be designed to complement the architecture of their primary use.

Parking shall be provided at the level required for a specific use by the Eagle Mountain City Development Code.

3.4.2 Parking Lot Landscaping and Screening

Parking lots shall be landscaped to reduce their visual impact and to shade parked cars and pedestrians. Parking lots shall be screened from view from the street and adjacent uses using plant material, berms, landscape walls or a combination of these elements.

Landscape islands shall be provided at a rate of at least one 9'x18' area per fifteen cars. No more than twelve (12) parking spaces may be in a row without a landscape island.

3.4.3 Bicycle Parking and Motorcycle Parking

Convenient bicycle and motorcycle parking shall be provided for all commercial and multifamily developments.

3.4.4 Temporary Parking Lots

Temporary parking lots may be constructed and approved by the Hidden Valley DRC.



Landscaping parking lots is encouraged to break up large expanses of asphalt, provide pedestrian passages and areas of refuge, and reduce the "heat island" effect